

CATO CORP  
Form 8-K  
May 31, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): May 26, 2005

**THE CATO CORPORATION**

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(Exact Name of Registrant as Specified in Its Charter)

Delaware	1-31340	56-0484485
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
8100 Denmark Road, Charlotte, NC		28273-5975
(Address of Principal Executive Offices)		(Zip Code)
	(704) 554-8510	

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(Registrant's Telephone Number, Including Area Code)  
Not Applicable

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On May 26, 2005, The Cato Corporation (the Company ) issued a press release announcing a 3-for-2 stock split in the form of a stock dividend of its Class A and Class B common stock. The stock split will entitle all shareholders of record at the close of business on June 13, 2005 to receive one additional share of Class A common stock for every two shares of Class A common stock held on that date and one additional share of Class B common stock for every two shares of Class B common stock held on that date. The Company expects to distribute the shares to be issued as a result of the split on June 27, 2005.

Further, the Company announced the declaration of an increase in its regular quarterly cash dividend to an annualized rate of \$.78 per share on a pre-split basis. On a post-split basis, the annualized rate is \$.52 per share. The dividend will be paid on a post-split basis at a quarterly rate of \$.13 per share with the first payable date of June 27, 2005 to shareholders of record of Class A and Class B common stock on June 13, 2005.

A copy of the press release issued by the Company is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) *Exhibits.*

Exhibit No.	Description
99.1	Press Release of The Cato Corporation dated May 26, 2005

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THE CATO CORPORATION**

May 31, 2005

/s/ John P. Derham Cato

\_\_\_\_\_  
Date

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John P. Derham Cato  
Chairman, President and  
Chief Executive Officer

May 31, 2005

/s/ Michael O. Moore

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Date

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Michael O. Moore  
Executive Vice President  
Chief Financial Officer and Secretary