

CATO CORP
Form 4
March 29, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOWE JOHN R

(Last) (First) (Middle)

P.O. BOX 34216

(Street)

CHARLOTTE, NC 282344216

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CATO CORP [CTR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - ASST. CONTROL

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |
| CLASS A COMMON STOCK | 03/29/2007 | | A ⁽¹⁾ | 1,300 A | \$ 0 3,100 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|---------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 5.5 | | | | | 08/28/1998 ⁽²⁾ 08/28/2007 | CLASS A COMMON STOCK | 1,800 |
| Stock Option (Right to Buy) | \$ 8.96 | | | | | 08/11/1999 ⁽³⁾ 08/11/2008 | CLASS A COMMON STOCK | 7,500 |
| Stock Option (Right to Buy) | \$ 8.83 | | | | | 08/28/2000 08/28/2009 | CLASS A COMMON STOCK | 4,500 |
| Stock Option (Right to Buy) | \$ 8.19 | | | | | 11/01/2000 ⁽⁴⁾ 11/01/2009 | CLASS A COMMON STOCK | 4,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWE JOHN R P.O. BOX 34216 CHARLOTTE, NC 282344216 | | | VP - ASST. CONTROL | |

Signatures

By: BRIAN S. MCALPINE, POWER OF ATTORNEY 03/29/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Grant of restricted shares that were subject to a performance measurement. The grant was effective 5/1/2006 but carried a risk of

(1) forfeiture unless the performance measurement was met. The Compensation Committee of the Board of Directors certified the performance measurement was met on March 29, 2007. The shares remain subject to a time-based vesting schedule.

(2) This option will vest in 5 equal annual increments beginning 08/28/1998.

(3) This option will vest in 5 equal annual increments beginning 08/11/1999.

(4) This option will vest in 5 equal annual increments beginning 11/01/2000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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