

CATO CORP  
Form 5  
April 24, 2009

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**HOWE JOHN R**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP - CFO

P.O. BOX 34216  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
01/31/2009

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

CHARLOTTE, NC 282344216

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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)	Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	03/31/2003	Â	P4	7.25	A	\$ 18.73	16,624.37	D	Â	
Class A Common Stock	06/23/2003	Â	P4	6.92	A	\$ 20.93	16,631.29	D	Â	
Class A Common Stock	06/25/2003	Â	J4	300 <sup>(1)</sup>	D	\$ 0	16,331.29	D	Â	

Edgar Filing: CATO CORP - Form 5

Class A Common Stock	09/29/2003	Â	P4	7.25	A	\$ 20.24	16,338.54	D	Â
Class A Common Stock	01/05/2004	Â	P4	7.27	A	\$ 20.39	16,345.81	D	Â
Class A Common Stock	03/29/2004	Â	P4	7.5	A	\$ 20	16,353.31	D	Â
Class A Common Stock	06/28/2004	Â	P4	7.28	A	\$ 22.69	16,360.59	D	Â
Class A Common Stock	09/27/2004	Â	P4	7.7	A	\$ 21.24	16,368.29	D	Â
Class A Common Stock	01/03/2005	Â	P4	5.77	A	\$ 28.98	16,374.06	D	Â
Class A Common Stock	03/28/2005	Â	P4	5.23	A	\$ 31.74	16,379.29	D	Â
Class A Common Stock	06/27/2005	Â	P4	7.2	A	\$ 30.45	16,386.49	D	Â
Class A Common Stock	09/26/2005	Â	P4	6.56	A	\$ 19.53	16,393.05	D	Â
Class A Common Stock	01/03/2006	Â	P4	5.87	A	\$ 20.95	16,398.92	D	Â
Class A Common Stock	03/27/2006	Â	P4	5.77	A	\$ 21.99	16,404.69	D	Â
Class A Common Stock	06/26/2006	Â	P4	5.92	A	\$ 25.3	16,410.61	D	Â
Class A Common Stock	09/25/2006	Â	P4	6.57	A	\$ 22.83	16,417.18	D	Â
Class A Common Stock	01/03/2007	Â	P4	6.49	A	\$ 23.42	16,423.67	D	Â
Class A Common Stock	03/26/2007	Â	P4	6.31	A	\$ 23.93	16,429.98	D	Â

Edgar Filing: CATO CORP - Form 5

Stock

Class A Common Stock	06/25/2007	Â	P4	7.77	A	\$ 21.5	16,437.75	D	Â
Class A Common Stock	09/24/2007	Â	P4	7.73	A	\$ 21.77	16,445.48	D	Â
Class A Common Stock	01/07/2008	Â	P4	11.59	A	\$ 14.64	16,457.07	D	Â
Class A Common Stock	01/07/2008	Â	P4	20.28	A	\$ 14.64	16,477.35	D	Â
Class A Common Stock	03/24/2008	Â	P4	10.21	A	\$ 16.8	16,487.56	D	Â
Class A Common Stock	03/24/2008	Â	P4	17.87	A	\$ 16.8	16,505.43	D	Â

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.**

SEC 2270  
(9-02)

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

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 (Instr. 8)	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)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director	10% Owner	Officer	Other
Â	Â	Â	EVP - CFO

HOWE JOHN R  
P.O. BOX 34216  
CHARLOTTE, NC 282344216

## Signatures

/s/ Brian S. McAlpine,  
Attorney-in-Fact

04/24/2009

\_\_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).

(1) Correction of split adjustment for shares no longer owned by associate.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.