HEADLEY STEPHEN

Form 4 January 20, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Number: 3235-0287

January 31,

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Form 5
obligations
may continue.

See Instruction

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(b).

1. Name and Ad HEADLEY S		ting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			CATO CORP [CATO]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	••			
PO BOX 342	(First) (Middle)		(Month/Day/Year) 11/13/2010	Director 10% Owner _X Officer (give title Other (specify below) SVP, SOURCING AND MDSE SUPPOR			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHARLOTT	E, NC 2823	4-4216	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I. Non Dominatine Committee A.	and Discoulation Description Council			

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3. T	4. Securi		•	5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transactio Code	(Instr. 3,		` ′	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A)		Reported	(III3u. +)	(III3u. +)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Class A					` /				
Common Stock	11/13/2010		F	215	D	29.04	7,673	D	

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

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SEC 1474

(9-02)

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative I Security S (Instr. 5) I G	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					4, and 5)	Date	Expiration		Amount		
				Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HEADLEY STEPHEN PO BOX 34216 CHARLOTTE, NC 28234-4216 SVP, SOURCING AND MDSE SUPPORT

Signatures

/s/ Stuart L. Uselton, Attorney-In-Fact

01/18/2011

**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).

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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