## Edgar Filing: CATO CORP - Form 4

CATO CORP	þ										
Form 4											
June 01, 2011	l										
FORM	4								PPROVAL		
Washington, D.C. 20549							OMB Number:	3235-0287			
Check this if no longe subject to Section 16 Form 4 or	ENT OF CHA	ANGES IN BENEFICIAL OWN SECURITIES				NERSHIP OF	Expires: Estimated a burden hou response	irs per			
Form 5 obligation may contin <i>See</i> Instruct 1(b).	<sup>is</sup> nue. Section 17(a	uant to Section ) of the Public U 30(h) of the I	Jtility Hold	ling Com	pany	Act c	of 1935 or Section	on			
(Print or Type R	esponses)										
HENSON THOMAS B Symbol			uer Name <b>and</b> Ticker or Trading l D CORP [CATO]				5. Relationship of Reporting Person(s) to Issuer				
			3. Date of Earliest Transaction (Month/Day/Year) 06/01/2011				(Check all applicable) X_Director10% Owner Officer (give titleOther (specify below) below)				
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHARLOTT	TE, NC 28234-42	16						More than One R			
(City)	(State) (	Zip) Tal	ole I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Class A Common Stock	06/01/2011		А	929	A	\$ 0	2,948	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.

 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HENSON THOMAS B PO BOX 34216 CHARLOTTE, NC 28234-4216	Х						
Signatures							
/s/ Stuart L. Uselton, Attorney-In-Fact		06/01/2011					
<u>**</u> 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.