BERGEN CHRISTOPHER B

Form 4 May 03, 2013

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or 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

burden hours per response... 0.5

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * BERGEN CHRISTOPHER B			2. Issuer Name and Ticker or Trading Symbol CATO CORP [CATO]					ng	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earlies			_			(Check all applicable)			
(Eust)	(Tilst)	(Middle)	(Month/Day/Year)					Director	10%	Owner		
P.O. BOX 34216			05/01/2013						Officer (give titleOther (specify below) VP, FIN PLANNING & ANALYSIS			
		4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check				
		Filed(Month/Day/Year)						Applicable Line)				
CHARLOTTE, NC 282344216									_X_ Form filed by Merson	One Reporting Pe More than One Re		
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution D any (Month/Day/			n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)					5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Class A Common Stock	05/01/2013			A		964 (1)	A	\$ 0	3,970	D		
Class A Common	05/01/2013			F		287	D	\$	3,683	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)

23.56

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Nu of	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

BERGEN CHRISTOPHER B VP, FIN P.O. BOX 34216 **PLANNING & CHARLOTTE, NC 282344216 ANALYSIS**

Signatures

/s/ John R. Howe, 05/01/2013 Attorney-In-Fact

**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).
- Compensation Committee awarded restricted shares on March 27, 2013. The grant was effective May 1, 2013, but the shares remain subject to a time-based vesting schedule.

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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