SMITH GORDON D Form 3 September 29, 2011 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB approval

INITIAL STATEMENT OF 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 Add SMITH GO | - | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol CATO CORP [CATO] | | | | | |
|--------------------------------------|-------------------|--------------------------------|--|--|--|-----------------------------|---|--|--|
| (Last) | (First) | (Middle) | 07/01/2011 | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| PO BOX 342 | 16 | | | | | | | | |
| | (Street) | | | (Chec | k all applicab | le) | 6. Individual or Joint/Group | | |
| CHARLOTTI | E, NCÂ | 28234-4216 | | EVP | Owner | her below) L | Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Beneficially Owned | | | | | | |
| 1.Title of Securit (Instr. 4) | у | | 2. Amount of Beneficially C (Instr. 4) | | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Natı Owner (Instr. | * | | |
| Class A Com | non Stock | : | 9,550 | | D | Â | | | |
| Reminder: Repor owned directly or | | te line for each | class of securities beneficia | ^{illy} S | EC 1473 (7-0 | 2) | | | |
| | inform require | ation contain ed to respond | nd to the collection of led in this form are not I unless the form displa B control number. | ys a | | | | | |

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|-----------------|---|--|---|
| | Date Exercisable | Expiration Date | Title | fitle Amount or | Security: Direct (D) | | |

3235-0104

January 31,

2005

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Number:

Expires:

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Estimated average burden hours per

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| Shares | or Indirect |
|--------|-------------------|
| | (I) (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|--------------------------|-------|--|--|
| | Director | 10% Owner | Officer | | Other | | |
| SMITH GORDON D PO BOX 34216 CHARLOTTE, NC 28234-4216 | Â | Â | EVP, | CHIEF REAL EST-STORE DEV | Â | | |
| Signatures | | | | | | | |
| /s/ Stuart L. Uselton, Attorney-In-Fact | 09/29/2011 | | | | | | |
| <pre>**Signature of Reporting Person</pre> | | Date | | | | | |
| Explanation of Responses: | | | | | | | |

* If the form is filed by more than one reporting person, *see* Instruction 5(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.