**CATO CORP** Form 4 May 05, 2014

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

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

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **COZART WOODY** Issuer Symbol CATO CORP [CATO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title \_ Other (specify PO BOX 34216 05/01/2014 below) SVP, GMM It's Fashion Division (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CHARLOTTE, NC 28234-4216 Person (Ctata)

| (City)     | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                    |            |                     |           |       |                  |              |              |  |
|------------|--|--------------------|------------|---------------------|-----------|-------|------------------|--------------|--------------|--|
| 1.Title of | 2. Transaction Date  | 2A. Deemed         | 3.         | 4. Securit          | ties      |       | 5. Amount of     | 6. Ownership | 7. Nature of |  |
| Security   | (Month/Day/Year)   | Execution Date, if | Transactio | onAcquired          | (A) o     | r     | Securities       | Form: Direct | Indirect     |  |
| (Instr. 3) |  | any                | Code       | Disposed of (D)     |           |       | Beneficially     | (D) or       | Beneficial   |  |
|            |  | (Month/Day/Year)   | (Instr. 8) | (Instr. 3, 4 and 5) |           |       | Owned            | Indirect (I) | Ownership    |  |
|            |  |                    |            |                     |           |       | Following        | (Instr. 4)   | (Instr. 4)   |  |
|            |  |                    |            | (A)                 |           |       | Reported         |              |              |  |
|            |  |                    |            |                     | (A)       |       | Transaction(s)   |              |              |  |
|            |  |                    | Code V     | Amount              | or<br>(D) | Price | (Instr. 3 and 4) |              |              |  |
| Class A    |  |                    |            |                     |           |       |                  |              |              |  |
| Common     | 05/01/2014   |                    | A          | <b>4,949</b> (1)    | A         | \$0   | 28,602           | D            |              |  |
| Stock      |  |                    |            |                     |           |       |                  |              |              |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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           | 2.          | 3. Transaction Date   |                    | 4.         | 5.         | 6. Date Exerc       |                  | 7. Titl              |            | 8. Price of | 9. Nu    |
|-----------------------|-------------|-----------------------|--------------------|------------|------------|---------------------|------------------|----------------------|------------|-------------|----------|
| Derivative Conversion |             | sion (Month/Day/Year) | Execution Date, if | Transacti  | orNumber   | Expiration D        | oiration Date    | Amount of            | Derivative | Deriv       |          |
| Security              | or Exercise |                       | any                | Code       | of         | (Month/Day/         | Year)            | Under                | lying      | Security    | Secui    |
| (Instr. 3)            | Price of    |                       | (Month/Day/Year)   | (Instr. 8) | Derivative | e                   |                  | Securi               | ities      | (Instr. 5)  | Bene     |
| Derivative            |             |                       |                    | , ,        | Securities |                     | (Instr. 3 and 4) | , ,                  | Owne       |             |          |
|                       | Security    |                       |                    |            | Acquired   |                     |                  |                      |            |             | Follo    |
|                       |             |                       |                    |            | (A) or     |                     |                  |                      |            |             | Repo     |
|                       |             |                       |                    |            | Disposed   |                     |                  |                      |            |             | Trans    |
|                       |             |                       |                    |            | of (D)     |                     |                  |                      |            |             | (Instr   |
|                       |             |                       |                    |            | (Instr. 3, |                     |                  |                      |            |             | (2.11541 |
|                       |             |                       |                    |            | 4, and 5)  |                     |                  |                      |            |             |          |
|                       |             |                       |                    |            | i, and 3)  |                     |                  |                      |            |             |          |
|                       |             |                       |                    |            |            |                     |                  |                      | Amount     |             |          |
|                       |             |                       |                    |            |            | Date<br>Exercisable | Expiration Date  | or<br>Title Nu<br>of | or         |             |          |
|                       |             |                       |                    |            |            |                     |                  |                      | Number     |             |          |
|                       |             |                       |                    |            |            |                     |                  |                      | of         |             |          |
|                       |             |                       |                    | Code V     | (A) (D)    |                     |                  |                      | Shares     |             |          |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COZART WOODY PO BOX 34216 CHARLOTTE, NC 28234-4216

SVP, GMM It's Fashion Division

## **Signatures**

/s/ Stuart L. Uselton,

Attorney-In-Fact 05/05/2014

\*\*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) Compensation Committee awarded restricted shares on March 27, 2014. The grant was effective May 1, 2014, 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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