

MCALPINE BRIAN
Form 5/A
March 15, 2005

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
MCALPINE BRIAN

2. Issuer Name and Ticker or Trading Symbol
CATO CORP [CTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - FINANCIAL PLANNING

P.O. BOX 34216

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/15/2005

6. Individual or Joint/Group Reporting (check applicable line)

CHARLOTTE, NC 282344216

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
CLASS A COMMON STOCK	05/24/2004	Â	M ⁽¹⁾	500	A	\$ 12.22	500	D	Â
CLASS A COMMON STOCK	05/24/2004	Â	S	500	D	\$ 21.42	0	D	Â
CLASS A COMMON STOCK	05/25/2004	Â	M ⁽¹⁾	500	A	\$ 12.22	500	D	Â

CLASS A
COMMON STOCK 05/25/2004 Â S 500 D \$ 21.875 0 D Â

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

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 12.22	05/24/2004	Â	M ⁽¹⁾	Â 500	08/24/2001 ⁽¹⁾ 08/24/2010	CLASS A COMMON STOCK 50
Stock Option (Right to Buy)	\$ 12.22	05/25/2004	Â	M ⁽¹⁾	Â 500	08/24/2001 ⁽¹⁾ 08/24/2010	CLASS A COMMON STOCK 50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCALPINE BRIAN P.O. BOX 34216 CHARLOTTE, NC 282344216	Â	Â	Â VP - FINANCIAL PLANNING	Â

Signatures

By: STUART L. USELTON, POWER OF ATTORNEY

03/15/2005

__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) This option will vest in 5 equal annual increments beginning 08/24/2001.

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