

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)			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)
				Amount	(A) or (D)	Price			
CLASS A COMMON STOCK	05/24/2004	Â	M <sup>(1)</sup>	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 <sup>(1)</sup>	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.

**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.**

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(9-02)

**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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.22	05/24/2004	Â	M <sup>(1)</sup>	Â 500	08/24/2001 <sup>(1)</sup> 08/24/2010	CLASS A COMMON STOCK	50
Stock Option (Right to Buy)	\$ 12.22	05/25/2004	Â	M <sup>(1)</sup>	Â 500	08/24/2001 <sup>(1)</sup> 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.