

CATO CORP  
Form 8-K  
November 16, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
450 Fifth Street NW  
Washington, D.C. 29549**

**Form 8-K**

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): November 14, 2006

**THE CATO CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

Delaware

1-31340

56-0484485

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification Number)

8100 Denmark Road, Charlotte, North Carolina

28273-5975

(Address of Principal Executive Offices)

(Zip Code)

(704) 554-8510

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

THE CATO CORPORATION

Item 2.02. Results of Operations and Financial Condition.

On November 14, 2006, The Cato Corporation issued a press release regarding its financial results for the third quarter ending October 28, 2006. A copy of this press release is furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release issued November 14, 2006.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

|                   |   |
|-------------------|---|
|                   | THE CATO<br>CORPORATION   |
| November 16, 2006 | /s/ John P. D. Cato   |
| Date              | John P. D. Cato<br>Chairman, President and<br>Chief Executive Officer                   |
| November 16, 2006 | /s/ Robert M. Sandler   |
| Date              | Robert M. Sandler<br>Senior Vice President<br>Controller<br>Principal Financial Officer |

Exhibit Index

| <b>Exhibit</b>                              | <b>Exhibit<br/>No.</b> |
|---|------------------------|
| Press Release issued November 14, 2006<br>4 | 99.1                   |