

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>CATO WAYLAND H JR</u> (Last) (First) (Middle) 13777 BALLANTYNE CORPORATE PLACE SUITE 300 (Street) CHARLOTTE NC 28277 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CATO CORP [CTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks below.
	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2002	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
STARS ⁽¹⁾	(2)	01/08/2002		J		1 ⁽²⁾		(2)	(2)	Class A Common Stock	200,000	(2)	1 ⁽²⁾	I	Cato Family Investments Limited Partnership

Explanation of Responses:

- STARS is an acronym for a secured forward sale transaction designated as a Special Term Appreciation Retention Sale.
- On 1/8/2002, the Cato Family Investments Limited Partnership, pursuant to STARS agreements with a bank counterparty, agreed to sell 200,000 shares of class A common stock of The Cato Corporation (the "Shares") at approximately 76% of a floor price of \$18.1968 (\$2,754,996) which the Partnership received on 1/11/2002. The Partnership agreed to deliver the Shares in increments to the counterparty over ten business days in Feb. 2005 (the "Settlement Dates"). The Partnership pledged the Shares to secure its obligations to the counterparty. On the Settlement Dates, the Partnership will have the option of (a) paying cash to the counterparty and reclaiming the pledged Shares, (b) delivering all the pledged Shares to the counterparty or (c) if the market price of the Shares exceeds the floor price, settling with most of the pledged Shares and reclaiming some of the pledged Shares.

Remarks:

This is a filing to report a possible derivative security acquired by the Cato Family Investments Limited Partnership. At that time the reporting person was a director and more than 10% owner of the Issuer.

/s/ Wayland H. Cato, Jr. 10/25/2004
 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.