

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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 JOHN P D</u> (Last) (First) (Middle) <u>P.O. BOX 34216</u> (Street) <u>CHARLOTTE NC 282344216</u> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>PRESIDENT/VICE CHAIRMAN/CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2003</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
CLASS A COMMON STOCK	09/15/2003		J ⁽¹⁾		10,000	D	\$0	92,661	D	
CLASS B COMMON STOCK	09/15/2003		J ⁽¹⁾		10,000	A	\$0	457,350	D	
CLASS A COMMON STOCK								3,000	I	By Spouse

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					
Stock Option (Right to Buy)	\$7.69							04/27/1996 ⁽²⁾	04/27/2005	CLASS A COMMON STOCK		47,500	D	
Stock Option (Right to Buy)	\$8.25							08/28/1998 ⁽³⁾	08/28/2007	CLASS B COMMON STOCK		300,000	D	
Stock Option (Right to Buy)	\$13.06							02/26/1999 ⁽⁴⁾	02/29/2008	CLASS B COMMON STOCK		200,000	D	
Stock Option (Right to Buy)	\$12.72							05/20/2000 ⁽⁵⁾	05/20/2009	CLASS B COMMON STOCK		100,000	D	
Stock Option (Right to Buy)	\$13.25							08/26/2000 ⁽⁶⁾	08/26/2009	CLASS B COMMON STOCK		100,000	D	

Explanation of Responses:

- 10,000 Class B Shares from Thomas Edgar Cato were transferred to John P. D. Cato as 10,000 Class B Shares in a private transaction. 10,000 Class A shares from John P. D. Cato were transferred to Thomas Edgar Cato as 10,000 Class A Shares in a private transaction.
- This option will vest in 5 equal annual increments beginning 4/27/96.
- This option will vest in 5 equal annual increments beginning 8/28/98.
- This option will vest in 5 equal annual increments beginning 2/26/99.
- This option will vest in 5 equal annual increments beginning 5/20/2000.
- This option will vest in 5 equal annual increments beginning 8/26/2000.

Remarks:

By: STUART L. USELTON, 09/16/2003
POWER OF ATTORNEY

** 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.