

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended February 2, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

REGISTRANT: THE CATO CORPORATION
COMMISSION FILE NUMBER 0-3747

State of Incorporation: Delaware

I.R.S. Employer Identification
Number: 56-0484485

Address of Principal Executive Offices:

8100 Denmark Road

Charlotte, North Carolina 28273-5975

Registrants Telephone Number:

704/554-8510

SECURITIES REGISTERED PURSUANT TO
SECTION 12(b) OF THE ACT:

SECURITIES REGISTERED PURSUANT
TO SECTION 12(g) OF THE ACT:

NONE

CLASS A COMMON STOCK

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of The Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark, if disclosure of delinquent files pursuant to Item 405 of the Regulation S-K is not contained herein, and will not be contained, to the best of the Registrants knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

As of March 22, 2002, there were 19,395,237 shares of Class A Common Stock and 5,822,649 shares of Convertible Class B Common Stock outstanding. The aggregate market value of the Registrant's Class A Common Stock held by Non-affiliates of ties Registrant as of March 22, 2002 was approximately \$376,867,918 based on the last reported sale price per share on the NASDAQ National Market System on that date.

Documents incorporated by reference:

Portions of the proxy statement dated April 24, 2002, relating to the 2002 annual meeting of shareholders are incorporated by reference into the following part of this annual report:

Part III - Items 10,11,12 and 13

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Cato has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

The Cato Corporation

By /s/ John P. Derham Cato

John P. Derham Cato
President, Vice Chairman of the Board
and Chief Executive Officer

By /s/ Michael O. Moore

Michael O. Moore
Executive Vice President
Chief Financial Officer and Secretary

By /s/ Robert M. Sandler

Robert M. Sandler
Senior Vice President
Controller

Date: April 24, 2002

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated:

/s/ Wayland H. Cato, Jr.

Wayland H. Cato, Jr.
(Director)

/s/ Robert W. Bradshaw, Jr.

Robert W. Bradshaw, Jr.
(Director)

/s/ John P. Derham Cato

John P. Derham Cato
(Director)

/s/ George S. Currin

George S. Currin
(Director)

/s/ Edgar T. Cato

Edgar T. Cato
(Director)

/s/ Grant L. Hamrick

Grant L. Hamrick
(Director)

/s/ Howard A. Severson

Howard A. Severson
(Director)

/s/ James H. Shaw

James H. Shaw
(Director)

/s/ Clarice Cato Goodyear

Clarice Cato Goodyear
(Director)

/s/ A.F. (Pete) Sloan

A.F. (Pete) Sloan
(Director)

/s/ Thomas E. Cato

Thomas E. Cato
(Director)

EXHIBIT 23

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Registration Statement No. 333-96283 on Form S-8 pertaining to The Cato Corporation 1999 Incentive Compensation Plan, in Registration Statement No. 33-41314 on Form S-8 pertaining to The Cato Corporation 1987 Incentive Stock Option Plan, in Registration Statement No. 33-41315 on Form S-8 pertaining to The Cato Corporation 1987 Nonqualified Stock Option Plan, and in the Registration Statement Nos. 33-69844 and 333-96285 on Forms S-8 pertaining to The Cato Corporation 1993 Employee Stock Purchase Plan, of our report dated March 8, 2002, with respect to the consolidated financial statements and financial statement schedule of The Cato Corporation included in and incorporated by reference in the Annual Report on Form 10-K for the year ended February 2, 2002.

/s/ Deloitte & Touche LLP

Charlotte, North Carolina
April 24, 2002.