

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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): September 3, 2002

THE CATO CORPORATION  
(Exact Name of Registrant as Specified in Charter)

Commission File Number 0-3747

Delaware

56-0484485

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(State of Incorporation or Organization) (I.R.S. Employer Identification No.)

8100 Denmark Road, Charlotte, North Carolina

28273-5975

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(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code:  
(704) 554-8510

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

- 99.1 Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings
- 99.2 Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

ITEM 9. REGULATION FD DISCLOSURE.

On September 3, 2002, the principal executive officer and principal financial officer of The Cato Corporation (the "Company") signed and submitted sworn statements to the Securities and Exchange Commission. The two statements are furnished as Exhibit 99.1 and 99.2 to this report.

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 thereunto duly authorized.

Dated: September 3, 2002

THE CATO CORPORATION

By: /s/ Michael O. Moore

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Name: Michael O. Moore  
Title: Executive Vice President and  
Chief Financial Officer

INDEX TO EXHIBITS

Exhibit Number -----	Description -----
99.1	Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings
99.2	Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

EXHIBIT 99.1

Statement Under Oath of Principal Executive Officer Regarding Facts and  
Circumstances Relating to Exchange Act Filings

I, John P. D. Cato, state and attest that:

- 1) To the best of my knowledge, based upon a review of the covered reports of The Cato Corporation, and, except as corrected or supplemented in a subsequent covered report:
  - o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- 2) I have reviewed the contents of this statement with the Company's audit committee.
- 3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - o Annual Report on Form 10-K for the fiscal year ended February 2, 2002, of The Cato Corporation filed with the Commission on April 24, 2002;
  - o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of The Cato Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - o any amendments to any of the foregoing.

/s/ John P. D. Cato

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John P. D. Cato  
President, Vice Chairman and Chief Executive Officer  
(Principal Executive Officer)  
September 3, 2002

Subscribed and sworn to before me this 3rd day of September 2002.

/s/ Diane V. Smith

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Diane V. Smith  
Notary Public

My Commission Expires: August 16, 2006  
[Notarial Seal]

EXHIBIT 99.2

Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Michael O. Moore, state and attest that:

- 1) To the best of my knowledge, based upon a review of the covered reports of The Cato Corporation, and, except as corrected or supplemented in a subsequent covered report:
  - o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- 2) I have reviewed the contents of this statement with the Company's audit committee.
- 3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - o Annual Report on Form 10-K for the fiscal year ended February 2, 2002, of The Cato Corporation, filed with the Commission on April 24, 2002;
  - o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of The Cato Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - o any amendments to any of the foregoing.

/s/ Michael O. Moore

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Michael O. Moore  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)  
September 3, 2002

Subscribed and sworn to before me this 3rd day of September 2002.

/s/ Diane V. Smith

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Diane V. Smith  
Notary Public  
My Commission Expires: August 16, 2006

[Notarial Seal]