FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Name and Address of Reporting Person* CATO THOMAS E					Issuer Name and Ticker or Trading Symbol CATO CORP [CTR]									Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) P.O. BOX 34216					3. Date of Earliest Transaction (Month/Day/Year) 09/15/2003									X Officer (give title Other (specify below) VICE PRESIDENT - DMM - CATO				
(Street) CHARLOTTE NC 282344216					4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting				
(City) (State) (Zip)					Person													
	Ta	ble I - No	n-Deriv	_			_	cqı	uired,	Dispos	ed o	f, or Ber	eficial	ly Owne	d			
Date			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (I		nsaction Disposed Of (I					ies cially Following	Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							Co	de V A		mount	(A) o	Price						
CLASS A COMMON STOCK			09/15/2003				J(1)		10,000	A	\$0	11	,791	D			
CLASS B COMMON STOCK			09/15/2003				J(1)		10,000	D	\$0	40),000	D			
CLASS A COMMON STOCK													4	,770	I	CUSTODIAN FOR CHILDREN&WIFE MARTHA CATO		
CLASS A COMMON STOCK													2	,800	I		DAVID T. CATO IRREVOCABLE IRUST	
CLASS A COMMON STOCK													2,300		I	JOSEPH A. CATO IRREVOCABLE TRUST		
														Owned				
perivative Conversion Date Execurity or Exercise (Month/Day/Year) if		3A. Deemed Execution D if any	A. Deemed 4. Kecution Date, any Co		ransaction ode (Instr.		mber ative ities ired sed	6. Date E Expiratio (Month/D		xercisable and		7. Title and Amo of Securities Underlying Deriv		Derivativ	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			C	ode	v	(A)	(D)					-itle	or	1				
\$7.69								04/2	27/1996 ⁽²	2) 04/27/2			15,000		15,000	D		
\$8.25								08/2	28/1998 ⁽³	08/28/2			15,000		15,000	D		
\$12.28								11/0	01/2000 ⁽⁴	4) 11/01/2			10,000		10,000	D		
	THOMA (Final Street Security (Instance of S	THOMAS E (First) X 34216 OTTE NC (State) Tal Security (Instr. 3) A COMMON STOCK A COMMON STOCK A COMMON STOCK A COMMON STOCK A COMMON STOCK A COMMON STOCK A COMMON STOCK A COMMON STOCK A COMMON STOCK A COMMON STOCK STORY \$7.69 \$8.25	THOMAS E (First) (Middle) X 34216 OTTE NC 282344210 (State) (Zip) Table I - Note of the process of the pro	THOMAS E (First) (Middle) X 34216 Table I - Non-Deriv Security (Instr. 3) A COMMON STOCK Table II - Derivat (e.g., p Conversion or Exercise Price of Date (Month/Day/Year) Price of Date (Month/Day/Year) Security 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Late (if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Conversion or Exercise Price of Date (Month/Day/Year) Security 3. Transaction Late (if any (Month/Day/Year) Conversion or Exercise Price of Date (Month/Day/Year) Security 3. Transaction Date (Month/Day/Year) Security 3. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Date (Month/Day/Year) Security 3. Transaction Date (month/Day/Year) Conversion or Exercise Price of Date (Month/Day/Year) Security 3. Transaction Date (month/Day/Year)	THOMAS E (First) (Middle) 3.1 (OP) Table I - Non-Derivative (Month/Day/Year) A COMMON STOCK 09/15/2003 Table II - Derivative (e.g., puts, fany (Month/Day/Year) first any (Month/Day/Year) Table II - Derivative (e.g., puts, fany (Month/Day/Year) first any (Month/Day/Year) Security (Month/Day/Year) Security (Month/Day/Year) Security (Month/Day/Year) State of the state of	THOMAS E (First) (Middle) 3. Date o	THOMAS E (First) (Middle) 3. Date of Earlie 09/15/2003 4. If Amendment of Execution Date (Month/Day/Year) Table I - Non-Derivative Securitie (Month/Day/Year) A COMMON STOCK 3. Date of Earlie 09/15/2003 4. If Amendment of Execution Date (Month/Day/Year) A COMMON STOCK 4. If Amendment of Execution Date (Month/Day/Year) A COMMON STOCK 4. If Amendment of Execution Date (Month/Day/Year) A COMMON STOCK 5. Table II - Derivative Securitie (e.g., puts, calls, was price of Date (Month/Day/Year) Conversion of Exercise (Month/Day/Year) Solve (Month/Day/Year) Execution Date (Month/Day/Year) Conversion Of Exercise (Month/Day/Year) Execution Date (Mont	THOMAS E (First) (Middle) Table I - Non-Derivative Securities A Security (Instr. 3) Table I - Non-Derivative Securities A Security (Instr. 3) A COMMON STOCK Ogy/15/2003 A COMMON STOCK COMMON STOCK A COMMON STOCK Table II - Derivative Securities A COMMON STOCK A COMMON STOCK Table II - Derivative Securities A COMMON STOCK A COMMON STOCK Table II - Derivative Securities A Common STOCK Conversion of Exercise Price of Date (Month/Day/Year) Conversion of Exercise Price of Derivative Securities A COMMON STOCK Table II - Derivative Securities A Common STOCK Conversion of Exercise Price of Ce.g., puts, calls, warran Execution Date, if any (Month/Day/Year) Conversion of Exercise Price of Ce.g., puts, calls, warran Conversion of Exercise Price of Code (Instr. 8) Security (Month/Day/Year) Securities A Common STOCK Company to the privative Securities A Common STOCK Common STO	THOMAS E (First) (Middle) Table I - Non-Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) (State) Table I - Non-Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) A COMMON STOCK Og/15/2003 Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, and price of Derivative Security Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, and price of Derivative Security (instr. 3, 4 and 5) Code v (A) (D) Date (Month/Day/Year) (Mont	CATO CORP CTR CTR CATO CORP CTR CTR CATO CORP CTR CTR	CATO CORP CTR	CATO CORP CTR	CATO CORP CTR	CATO CORP CTR	CATO CORP CTR	CATO CORP CTR	CATO CORP CTR	

- 1. 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.
- 2. This option will vest in 5 equal annual increments beginning 4/27/96.
- 3. This option will vest in 5 equal annual increments beginning 8/28/98.
- 4. This option will vest in 5 equal annual increments beginning 11/01/2000.

Remarks:

By: STUART L. USELTON

09/16/2003

Date

** Signature of Reporting Person

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.

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