

**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

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

1. Name and Address of Reporting Person* <u>GREER MICHAEL TIMOTHY</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>DIR OF STORES</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2004</u>	
		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			
CLASS A COMMON STOCK	11/17/2004		M		600	A	\$12.28	600	D	
CLASS A COMMON STOCK	11/17/2004		M		4,000	A	\$20.2	4,600	D	
CLASS A COMMON STOCK	11/17/2004		S		4,600	D	\$25.45	0	D	

**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
Stock Option (Right to Buy)	\$12.28	11/17/2004		M <sup>(1)</sup>			600	11/01/2000 <sup>(1)</sup>	11/01/2009	CLASS A COMMON STOCK	600	\$0	0	D	
Stock Option (Right to Buy)	\$20.2	11/17/2004		M <sup>(2)</sup>			4,000	02/04/2003 <sup>(2)</sup>	02/04/2012	CLASS A COMMON STOCK	4,000	\$0	6,000	D	
Stock Option (Right to Buy)	\$9.59							02/24/2001 <sup>(3)</sup>	02/24/2010	CLASS A COMMON STOCK	1,000		1,000	D	
Stock Option (Right to Buy)	\$21.29							02/01/2005 <sup>(4)</sup>	02/01/2014	CLASS A COMMON STOCK	10,000		10,000	D	

**Explanation of Responses:**

- This option will vest in 5 equal annual increments beginning 11/01/2000.
- This option will vest in 5 equal annual increments beginning 2/4/2003.
- This option will vest in 5 equal increments beginning 2/24/2001
- This option will vest in 5 equal annual increments beginning 2/1/2005.

**Remarks:**

By: STUART L. USELTON, 11/19/2004  
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.