

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

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)**

The Cato Corporation

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(Name of Issuer)

Class A Common Stock, par value \$.033 per share

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(Title of Class of Securities)

1429205106

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(CUSIP Number)

September 16, 2003

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(Date of Event Which Requires Filing of this Statement)

**Check the appropriate box to designate the rule pursuant to which this Schedule is filed:**

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act.

1. Name of Reporting Persons/ IRS Identification No. of above persons (entities only):

Wayland H. Cato, Jr.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

221,150 Shares Class A Common Stock

NUMBER OF  
SHARES  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

6. Shared Voting Power

0

7. Sole Dispositive Power

221,150 Shares Class A Common Stock

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

221,150 Shares of Class A Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11. Percent of Class Represented by Amount in Row (9)

1.1% of Class A Common Stock

12. Type of Reporting Person

IN

**Item 1(a)** Name of Issuer:

The Cato Corporation

(b) Address of Issuer's Principal Executive Offices:

8100 Denmark Road,  
Charlotte, North Carolina 28273-5975

**Item 2(a)** Name of Person Filing:

Wayland H. Cato, Jr.

(b) Address of Principal Business Office or, if none, Residence:

8100 Denmark Road, Charlotte, North Carolina 28273-5975

(c) Citizenship:

United States

(d) Title of Class of Securities:

Class A Common Stock, par value \$.033 per share

(e) CUSIP Number: 1429205106

**Item 3** If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable

**Item 4** **Ownership:**

(a) Amount beneficially owned:

221,150 shares of Class A Common Stock\*

(b) Percent of Class:

1.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

221,150 shares of Class A Common Stock\*

(ii) Shared power to vote or to direct the vote

0

- (iii) Sole power to dispose or to direct the disposition of  
221,150 shares of Class A Common Stock\*
- (iv) Shared power to dispose or to direct the disposition of  
0

\* The number of shares beneficially owned by Wayland H. Cato, Jr. ("Mr. Cato") at September 16, 2003 consists of: (a) 200,000 shares of Class A Common Stock held by Cato Family Investments Limited Partnership (the "Partnership") and (b) 21,150 shares of Class A Common Stock owned by Mr. Cato's wife, as to which he disclaims beneficial ownership. The general partner of the Partnership is WayGroup LLC ("WayGroup"). Mr. Cato, as the Manager of WayGroup, controls the voting and disposition of the Class A Common Stock held by the Partnership.

**Item 5 Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6 Ownership of More than Five Percent on Behalf of Another Person.**

None

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not Applicable.

**Item 8 Identification and Classification of Members of the Group.**

Not Applicable.

**Item 9 Notice of Dissolution of Group.**

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 21, 2003

Date

/s/ WAYLAND H. CATO, JR.

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Wayland H. Cato, Jr.

CATO FAMILY INVESTMENTS LIMITED PARTNERSHIP

By its General Partner:

WAYGROUP, LLC

By: /s/ WAYLAND H. CATO, JR.

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Name: Wayland H. Cato, Jr.

Title: Manager