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CATO CORP  
Form 10-K/A  
April 25, 2002

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:

NONE

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

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:

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Part III - Items 10,11,12 and 13

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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

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

By /s/ Michael O. Moore

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Michael O. Moore  
Executive Vice President  
Chief Financial Officer

By /s/ Robert M. Sandler

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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.

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Wayland H. Cato, Jr.  
(Director)

/s/ Robert W. Bradshaw, Jr.

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Robert W. Bradshaw, Jr.  
(Director)

/s/ John P. Derham Cato

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John P. Derham Cato  
(Director)

/s/ George S. Currin

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George S. Currin  
(Director)

/s/ Edgar T. Cato

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Edgar T. Cato  
(Director)

/s/ Grant L. Hamrick

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Grant L. Hamrick  
(Director)

/s/ Howard A. Severson

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Howard A. Severson  
(Director)

/s/ James H. Shaw

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James H. Shaw  
(Director)

/s/ Clarice Cato Goodyear

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Clarice Cato Goodyear  
(Director)

/s/ A.F. (Pete) Sloan

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A.F. (Pete) Sloan  
(Director)

/s/ Thomas E. Cato

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Thomas E. Cato  
(Director)