

CATO CORP  
Form 8-K  
November 17, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
450 Fifth Street NW  
Washington, D.C. 29549

---

**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): November 16, 2004

THE CATO CORPORATION

---

(Exact Name of Registrant as Specified in its Charter)

Delaware

---

1-31340

---

56-0484485

---

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification Number)

8100 Denmark Road, Charlotte, North Carolina

---

28273-5975

---

(Address of Principal Executive Offices)

(704) 554-8510

(Zip Code)

(Registrant's telephone number, including area code)

Not Applicable

---

(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

THE CATO CORPORATION

Item 2.02. Results of Operations and Financial Condition.

On November 16, 2004, The Cato Corporation issued a press release regarding its financial results for the third quarter ending October 30, 2004. A copy of this press release is attached hereto as Exhibit 99.1 and incorporated by reference herein. The information being furnished in this report (including Exhibit 99.1) is not deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 and is not incorporated by reference into any filing under the Securities Act of 1933.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 Press Released issued November 16, 2004

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 hereunto duly authorized.

THE CATO CORPORATION

November 17, 2004

---

/s/ John P. Derham Cato

---

Date

John P. Derham Cato  
Chairman, President and  
Chief Executive Officer

November 17, 2004

---

/s/ Michael O. Moore

---

Date

Michael O. Moore  
Executive Vice President  
Chief Financial Officer and Secretary

Exhibit Index

<b>Exhibit</b>	<b>Exhibit No.</b>
Press Release issued November 16, 2004	99.1