

CATO CORP  
Form 8-K  
August 18, 2004

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

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**Form 8-K**

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CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 17,  
2004

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THE CATO CORPORATION

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(Exact Name of Registrant as Specified in its Charter)

Delaware

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1-31340

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56-0484485

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification Number)

8100 Denmark Road, Charlotte, North Carolina

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28273-5975

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(Address of Principal Executive Offices)

(704) 554-8510

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(Zip Code)

(Registrant's telephone number, including area code)

Not Applicable

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

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THE CATO CORPORATION

Item 7. Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 Press Released issued August 17, 2004

Item 9. Regulation FD Disclosure; and

Item 12. Results of Operations and Financial Condition.

On August 17, 2004, The Cato Corporation issued a press release regarding its financial results for the second quarter ending July 31, 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.

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

August 18, 2004

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/s/ John P. Derham Cato

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Date

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

August 18, 2004

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/s/ Michael O. Moore

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Date

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

Exhibit Index

<b>Exhibit</b>	<b>Exhibit No.</b>
Press Release issued August 17, 2004	99.1