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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended November 2, 2002

OR

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

For the transition period from __________ to __________

Commission file number 0-20052

STEIN MART, INC.

(Exact name of registrant as specified in its charter)

Florida	64-0466198
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
1200 Riverplace Blvd., Jacksonville, Florida	32207
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (904) 346-1500

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 [X] No [ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes [X] No [ ]

At November 30, 2002, the latest practicable date, there were 41,513,385 shares outstanding of Common Stock, $.01 par value.

STEIN MART, INC.
TABLE OF CONTENTS

Stein Mart, Inc.
Balance Sheet
(In thousands)

	November 2, 2002	February 2, 2002	November 3, 2001
ASSETS	**(Unaudited)**		**(Unaudited)**
Current assets:			
Cash and cash equivalents	$ 15,525	$ 10,276	$ 15,476
Trade and other receivables	5,563	5,201	3,927
Inventories	385,441	296,158	388,295
Prepaid expenses and other current assets	7,779	11,324	15,459
Total current assets	414,308	322,959	423,157
Property and equipment, net	90,360	88,601	89,264
Other assets	8,021	6,112	6,176
Total assets	$512,689	$417,672	$518,597
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Accounts payable	$141,326	$ 93,675	$149,852
Accrued liabilities	56,935	46,001	44,701
Income taxes payable	-	4,071	-
Total current liabilities	198,261	143,747	194,553
Notes payable to banks	84,700	57,750	120,000
Other liabilities	17,378	14,280	12,921
Total liabilities	300,339	215,777	327,474
COMMITMENTS AND CONTINGENCIES			
Stockholders' equity:			
Preferred stock - $.01 par value; 1,000,000 shares authorized; no shares outstanding			
Common stock - $.01 par value; 100,000,000 shares authorized; 41,528,067; 41,495,876 and 41,202,136 shares issued and outstanding, respectively	415	415	412
Retained earnings	211,935	201,480	190,711
Total stockholders' equity	212,350	201,895	191,123
Total liabilities and stockholders' equity	$512,689	$417,672	$518,597

The accompanying notes are an integral part of these financial statements.

Stein Mart, Inc.
Statement of Income
(Unaudited)
(In thousands except per share amounts)

	13 Weeks Ended		39 Weeks Ended	
	November 2, 2002	**November 3, 2001**	**November 2, 2002**	**November 3, 2001**
Net sales	$332,847	$304,367	$1,000,253	$912,909
Cost of merchandise sold	259,162	240,188	751,933	693,843
Gross profit	73,685	64,179	248,320	219,066
Selling, general and administrative expenses	82,331	75,456	239,930	216,047
Other income, net	3,244	3,116	10,303	10,441
Income (loss) from operations	(5,402)	(8,161)	18,693	13,460
Interest expense	797	1,240	2,080	3,215
Income (loss) before income taxes	(6,199)	(9,401)	16,613	10,245
Income tax benefit (provision)	2,356	3,573	(6,313)	(3,893)
Net income (loss)	$ (3,843)	$ (5,828)	$ 10,300	$ 6,352
Earnings (loss) per share – Basic	$(0.09)	$(0.14)	$0.25	$0.15
Earnings (loss) per share – Diluted	$(0.09)	$(0.14)	$0.25	$0.15
Weighted-average shares outstanding – Basic	41,528	41,019	41,584	41,140
Weighted-average shares outstanding –Diluted	41,528	41,019	41,828	41,477

The accompanying notes are an integral part of these financial statements.

Stein Mart, Inc.
Statement of Cash Flows
(Unaudited)
(In thousands)

	39 Weeks Ended	
	November 2, 2002	November 3, 2001
Cash flows from operating activities:		
Net income	$ 10,300	$ 6,352
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	13,940	12,353
Deferred income taxes	2,836	520
Tax benefit from exercise of stock options	385	570
Changes in assets and liabilities:		
Trade and other receivables	(362)	(478)
Inventories	(89,283)	(105,397)
Prepaid expenses and other current assets	2,855	(10,047)
Other assets	(1,909)	(683)
Accounts payable	47,651	69,357
Accrued liabilities	10,934	1,501
Income taxes payable	(4,071)	(4,799)
Other liabilities	952	(251)
Net cash used in operating activities	(5,772)	(31,002)
Cash flows used in investing activities:		
Capital expenditures	(15,699)	(20,062)
Cash flows from financing activities:		
Net borrowings under notes payable to banks	26,950	59,764
Proceeds from exercise of stock options	789	1,133
Proceeds from employee stock purchase plan	482	488
Purchase of common stock	(1,501)	(5,911)
Net cash provided by financing activities	26,720	55,474
Net increase in cash and cash equivalents	5,249	4,410
Cash and cash equivalents at beginning of year	10,276	11,066
Cash and cash equivalents at end of period	$ 15,525	$ 15,476
Supplemental disclosures of cash flow information:		
Interest paid	$ 2,043	$ 3,292
Income taxes paid	2,316	4,608

The accompanying notes are an integral part of these financial statements.

Stein Mart, Inc.
Notes to Financial Statements
(Unaudited)

1. Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the 39 week periods are not necessarily indicative of the results that may be expected for the entire year. For further information, refer to the financial statements and footnotes thereto included in the Stein Mart, Inc. annual report on Form 10-K for the year ended February 2, 2002.

In November 2001, the Company changed its fiscal year end from the Saturday closest to December 31 to the Saturday closest to January 31. The Company's Form 10-K for the year ended February 2, 2002 included unaudited, condensed quarterly results of operations for fiscal 2001 reflecting the change in year end. This Form 10-Q includes the complete unaudited results for the 39 weeks ended November 2, 2002 and November 3, 2001.

2. Earnings (Loss) Per Share

Basic earnings (loss) per share are computed by dividing net income (loss) by the weighted-average number of common shares outstanding for the period. Diluted earnings per share is computed by dividing net income by the weighted-average number of common shares outstanding plus common stock equivalents related to stock options for each period. Common stock equivalents are not included in the diluted loss per share calculation for the 13 week periods because they are anti-dilutive.

A reconciliation of weighted-average number of common shares to weighted-average number of common shares plus common stock equivalents is as follows (000's):

	13 Weeks Ended		39 Weeks Ended	
	Nov. 2, 2002	Nov. 3, 2001	Nov. 2, 2002	Nov. 3, 2001
Weighted-average number of common shares	41,528	41,019	41,584	41,140
Stock options	-	-	244	337
Weighted-average number of common shares plus common stock equivalents	41,528	41,019	41,828	41,477

3. Notes Payable to Banks

The Company has a revolving credit agreement with a group of banks which extends through June 2004. The agreement, which was amended in April 2002, provides a $135 million senior revolving credit facility, including a $10 million letter of credit sub-facility. Borrowings are secured by trade and other receivables and inventories. Interest is payable at rates based on spreads over the London Interbank Offering Rate (LIBOR) or the Prime Rate. A quarterly commitment fee ranging from 0.375% to 0.50% per annum is paid on the unused portion of the commitment. The agreement requires the Company to maintain certain financial ratios and indebtedness tests. At November 2, 2002, the Company was in compliance with all requirements of the amended agreement.

4. Stock Repurchases

During the first 39 weeks of 2002 and 2001, the Company repurchased 220,000 shares and 645,000 shares for $1.5 million and $5.9 million, respectively.

Stein Mart, Inc.
Notes to Financial Statements
(Unaudited)

5. Store Closing Reserve

The store closing reserve includes the remaining lease obligation for one store closed in December 1999 ($3.2 million), the estimated cost of lease terminations for three stores closed during the second quarter of 2002 ($1.8 million) and one store closing during the fourth quarter of 2002 ($0.2 million). Payments during 2002 include ongoing lease costs for previously closed stores. Activity in the store closing reserve is as follows:

Balance at February 2, 2002	$5,680
Payments	(478)
Balance at November 2, 2002	$5,202

The store closing reserve includes a current portion of $1.4 million and a long-term portion of $3.8 million which are included in Accrued liabilities and Other liabilities, respectively.

6. New Accounting Pronouncements

Statement of Accounting Standards ("SFAS") No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," was issued in July 2002. SFAS No. 146 replaces current accounting literature and requires the recognition of costs associated with exit or disposal activities when they are incurred rather than at the date of commitment to an exit or disposal plan. The provisions of the Statement are effective for exit or disposal activities that are initiated after December 31, 2002. The Company does not anticipate the adoption of this statement will have a material effect on the Company's financial position or results of operations.

Stein Mart, Inc.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This document includes a number of forward-looking statements which reflect the Company's current views with respect to future events and financial performance. Wherever used, the words "plan", "expect", "anticipate", "believe", "estimate" and similar expressions identify forward looking statements.

Any such forward-looking statements contained in this document are subject to risks and uncertainties that could cause the Company's actual results of operations to differ materially from historical results or current expectations. These risks include, without limitation, ongoing competition from other retailers many of whom are larger and have greater financial and marketing resources, the availability of suitable new store sites at acceptable lease terms, ability to successfully implement strategies to exit or improve under-performing stores, changing preferences in apparel, changes in the level of consumer spending due to current events and/or general economic conditions, adequate sources of designer and brand-name merchandise at acceptable prices, and the Company's ability to attract and retain qualified employees to support planned growth.

The Company does not undertake to publicly update or revise its forward-looking statements even if experience or future changes make clear that any projected results expressed or implied therein will not be realized.

Results of Operations

The following table sets forth, for the periods indicated, the percentage of the Company's net sales represented by each line item presented:

	13 Weeks Ended		39 Weeks Ended	
	Nov. 2, 2002	Nov. 3, 2001	Nov. 2, 2002	Nov. 3, 2001
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of merchandise sold	77.9	78.9	75.2	76.0
Gross profit	22.1	21.1	24.8	24.0
Selling, general and administrative expenses	24.7	24.8	24.0	23.7
Other income, net	1.0	1.0	1.1	1.2
Income (loss) from operations	(1.6)	(2.7)	1.9	1.5
Interest expense	0.3	0.4	0.2	0.4
Income (loss) before income taxes	(1.9)	(3.1)	1.7	1.1
Income tax benefit (provision)	0.7	1.2	(0.7)	(0.4)
Net income (loss)	(1.2)%	(1.9)%	1.0%	0.7%

For the 13 weeks ended November 2, 2002 compared with the 13 weeks ended November 3, 2001:

Five stores were opened during the third quarter this year, bringing to 266 the number of stores in operation this year compared to 247 stores in operation at the end of the third quarter of 2001. One store will close during the fourth quarter, bringing the year-end total to 265 stores.

Stein Mart, Inc.

Net sales for the 13 weeks ended November 2, 2002 were $332.8 million, a 9.4 percent increase over net sales of $304.4 million for the same period of 2001. Comparable store net sales increased 2.2 percent from the third quarter of 2001.

Gross profit for the 13 weeks ended November 2, 2002 was $73.7 million or 22.1 percent of net sales compared to $64.2 million or 21.1 percent of net sales for the third quarter of 2001. The 1.0 percent increase in the gross profit percentage resulted primarily from lower markdowns as a percent of sales compared to the same period of 2001.

Selling, general and administrative expenses were $82.3 million or 24.7 percent of net sales for the 13 weeks ended November 2, 2002, as compared to $75.5 million or 24.8 percent of net sales for the same 2001 quarter. The slight decrease in selling, general and administrative expenses as a percent of sales is due to lower pre-opening costs associated with opening fewer stores in the third quarter this year compared to last year.

Other income, primarily from in-store leased shoe departments, was $3.2 million and $3.1 million for the third quarters of 2002 and 2001, respectively.

Interest expense was $0.8 million for the third quarter of 2002 and $1.2 million for the third quarter of 2001. The decrease in interest expense resulted from lower average borrowings and lower interest rates during the third quarter this year compared to last year.

Net loss for the third quarter of 2002 was $3.8 million or $(0.09) diluted loss per share compared to a net loss of $5.8 million or $(0.14) diluted loss per share for the third quarter of 2001.

For the 39 weeks ended November 2, 2002 compared with the 39 weeks ended November 3, 2001:

Sixteen stores were opened and three were closed during the first 39 weeks of 2002, bringing to 266 the number of stores in operation this year compared to 247 stores in operation at the end of the third quarter. One store will be closed during the fourth quarter, bringing the year-end total to 265 stores.

Net sales for the 39 weeks ended November 2, 2002 were $1.0 billion, a 9.6 percent increase over net sales of $912.9 million for the same period of 2001. Comparable store net sales increased 0.3 percent over the same 39 weeks of 2001.

Gross profit for the 39 weeks ended November 2, 2002 was $248.3 million or 24.8 percent of net sales compared to $219.1 million or 24.0 percent of net sales for the same 2001 period. The 0.8 percent increase in the gross profit percent resulted primarily from lower markdowns, somewhat offset by higher occupancy costs as a percent of sales.

Selling, general and administrative expenses were $239.9 million or 24.0 percent of net sales for the 39 weeks ended November 2, 2002 and $216.0 million or 23.7 percent for the same period of 2001. The increase of 0.3 percent of net sales is primarily due to lower than planned comparable store sales.

Other income, primarily from in-store leased shoe departments, was $10.3 million for the 39 weeks ended November 2, 2002 compared to $10.4 million for the same 2001 period.

Interest expense was $2.1 million and $3.2 million for the first 39 weeks of 2002 and 2001, respectively. The decrease in interest expense resulted from lower average borrowings and lower interest rates during the first 39 weeks of 2002 compared to the same period of 2001.

Net income for the 39 weeks ended November 2, 2002 was $10.3 million or $0.25 diluted earnings per share compared to net income of $6.4 million or $0.15 diluted earnings per share for the same period of 2001.

Liquidity and Capital Resources

Net cash used in operating activities was $5.8 million for the 39 weeks ended November 2, 2002 and $31.0 million for the comparable period in 2001. The primary differences in cash used in operating activities between the first 39 weeks of 2002 and 2001 were due to changes in net income and working capital.

During the first 39 weeks of 2002 and 2001, cash flows used in investing activities amounted to $15.7 million and $20.1 million, respectively, primarily for acquisition of fixtures, equipment, and leasehold improvements for new and existing stores. Total capital expenditures for 2002 are anticipated to be approximately $18 million.

Cash flows from financing activities were $26.7 million and $55.5 million for the 39 weeks ended November 2, 2002 and November 3, 2001, respectively, which reflected in both periods net borrowing under the Company's revolving credit agreement to meet seasonal working capital requirements. During the 39 weeks ended November 2, 2002, cash was used to repurchase 220,000 shares of the Company's common stock for $1.5 million compared with 645,000 shares repurchased for $5.9 million in same 2001 period.

The Company has a revolving credit agreement with a group of banks which requires the Company to maintain certain financial ratios and meet required net worth and indebtedness tests. The Company was in compliance with all requirements of the agreement at November 2, 2002. The Company believes that cash flow generated from operating activities, bank borrowings and vendor credit will be sufficient to fund current and long-term capital expenditures and working capital requirements.

Seasonality

The Company's business is seasonal in nature with a higher percentage of the Company's merchandise sales and earnings generated in the fall and holiday selling seasons. Accordingly, selling, general and administrative expenses are typically higher as a percent of net sales during the first three quarters of each year.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest on the Company's borrowings under its revolving credit agreement is based on variable interest rates and is, therefore, affected by changes in market interest rates. The Company does not use derivative financial instruments to hedge the interest rate exposure and does not engage in financial transactions for trading or speculative purposes.

Item 4. Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the Company's disclosure controls and procedures, as defined in Exchange Act Rules 13a-14 and 15d-14, within 90 days prior to the filing date of this Quarterly Report on Form 10-Q. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective in ensuring that material information relating to the Company is made known to them by Company employees, particularly during the period in which this Quarterly Report was being prepared. There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of evaluation.

Stein Mart, Inc.
PART II - OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:
99.1 Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350
99.2 Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

(b) Reports on Form 8-K:
None

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 thereunto duly authorized.

Stein Mart, Inc.

Date: December 16, 2002

/s/ John H. Williams, Jr.
John H. Williams, Jr.
Vice Chairman and Chief Executive Officer

/s/ James G. Delfs
James G. Delfs
Senior Vice President and Chief Financial Officer

CERTIFICATIONS

I, John H. Williams, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Stein Mart, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of Stein Mart, Inc. as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

    a. designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b. evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

    c. presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

    a. all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: December 16, 2002

/s/ John H. Williams, Jr.
John H. Williams, Jr.
Vice Chairman and Chief Executive Officer

I, James G. Delfs, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Stein Mart, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of Stein Mart, Inc. as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a. designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b. evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c. presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a. all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: December 16, 2002

/s/ James G. Delfs
James G. Delfs
Chief Financial Officer

Exhibit 99.1

Written Statement of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350

Solely for the purposes of complying with 18 U.S.C. Section 1350, I, the undersigned Vice Chairman and Chief Executive Officer of Stein Mart, Inc. (the “Company”), hereby certify that:

1. the Quarterly Report on Form 10-Q of the Company for the quarter ended November 2, 2002 (the “Report”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 16, 2002

/s/ John H. Williams, Jr.
John H. Williams, Jr.

Exhibit 99.2

Written Statement of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

Solely for the purposes of complying with 18 U.S.C. Section 1350, I, the undersigned Chief Financial Officer of Stein Mart, Inc. (the "Company"), hereby certify that:

1. the Quarterly Report on Form 10-Q of the Company for the quarter ended November 2, 2002 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 16, 2002

/s/ James G. Delfs
James G. Delfs