SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

January 19, 1999
(Date of earliest event reported)

Capital One Financial Corporation
(Exact name of registrant as specified in its charter)

Delaware	1-13300	54-1719854
(State of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

2980 Fairview Park Drive Suite 1300 Falls Church, Virginia	22042
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (703) 205-1000

Item 5. Other Events.

(a) See attached press release.

(b) Cautionary Factors

The attached press release contains forward-looking statements which involve a number of risks and uncertainties. The Company cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information as a result of various factors including, but not limited to, the following: continued intense competition from numerous providers of products and services which compete with the Company's businesses; with respect to financial products, changes in the Company's aggregate accounts or consumer loan balances and the growth rate thereof, including changes resulting from factors such as shifting product mix, amount of actual marketing expenses made by the Company and attrition of accounts and loan balances; an increase in credit losses (including increases due to a worsening of general economic conditions); the ability of the Company to continue to securitize its credit cards and consumer loans and to otherwise access the capital markets at attractive rates and terms to fund its operations and future growth; difficulties or delays in the development, production, testing and marketing of new products or services; losses associated with new products or services; financial, legal, regulatory or other difficulties that may affect investment in, or the overall performance of, a product or business, including changes in existing laws to regulate further the credit card and consumer loan industry and the financial services industry, in general; the amount of, and rate of growth in, the Company's expenses (including salaries and associate benefits and marketing expenses) as the Company's business develops or changes or as it expands into new market areas; the availability of capital necessary to fund the Company's new businesses; the ability of the Company to build the operational and organizational infrastructure necessary to engage in new businesses or to expand internationally; the ability of the Company to recruit experienced personnel to assist in the management and operations of new products and services; the ability of the Company and its suppliers to successfully address Year 2000 compliance issues; and other factors listed from time to time in the Company's SEC reports, including, but not limited to, the Annual Report on Form 10-K for the year ended December 31, 1997 (Part I, Item 1, Cautionary Statements).

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

99.1. Press Release of the Company dated January 19, 1999.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CAPITAL ONE FINANCIAL CORPORATION

Dated: January 19, 1999   By: /s/ John G. Finneran, Jr.

John G. Finneran, Jr.
Senior Vice President, General Counsel
and Corporate Secretary

EXHIBIT INDEX

99.1 Press Release of the Company dated January 19, 1999.

Exhibit 99.1

[LOGO OF CAPITAL ONE APPEARS HERE]   NEWS RELEASE

For Immediate Release: Contact: Paul Paquin — V.P., Investor Relations — (703) 205-1039; Sam Wang — Dir., Media Relations — (703) 205-1180

January 19, 1999

Capital One Reports Record Earnings
Earnings Per Share Increased 41 Percent in 1998

FALLS CHURCH, Va. (January 19, 1999) -- Capital One Financial Corporation (NYSE: COF) today announced record earnings for 1998. Earnings were $275.2 million, or $3.96 per share, in 1998 compared with earnings of $189.4 million, or $2.80 per share, in 1997. For the fourth quarter of 1998, earnings were $72.7 million, or $1.04 per share, versus earnings of $70.0 million, or $1.00 per share, for the third quarter of 1998 and $58.2 million, or $.86 per share, for the comparable period in the prior year. Earnings per share amounts are reported on a diluted basis.

"We are pleased to report we have achieved our earnings growth targets for the fourth consecutive year and increased earnings in excess of 40 percent in 1998 while making record investments in our business," said Richard D. Fairbank, Capital One's Chairman and Chief Executive Officer. "And, we are reaffirming our $5.10 earnings per share target for 1999, as our Information-Based Strategy continues to deliver extraordinary results."

For the year, the Company increased managed receivables by $3.2 billion, or 22 percent, and added 5.0 million net new accounts, a 42 percent increase over 1997. During the fourth quarter, Capital One increased its managed portfolio by $1.1 billion to $17.4 billion in outstanding receivables and added 1.8 million net new accounts, bringing the total number of accounts to 16.7 million. Revenue for the year, defined as managed net interest income and non-interest income, approximated $2.8 billion, a 33 percent increase from revenues of $2.1 billion in 1997. For the fourth quarter, total revenue rose to $771 million versus $705 million in the third quarter and $592 million for the comparable period in the prior year.

"The power of our Information-Based Strategy and positive trends in credit quality - coupled with the expertise and dedication of our associates - enabled us to grow at a record rate in 1998," said Nigel W. Morris, Capital One's President and Chief Operating Officer. "We look forward to continued growth as we expand product offerings in both domestic and international markets."

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Managed net interest income for 1998 increased by 31 percent to $1.7 billion from $1.3 billion in 1997. In the fourth quarter, managed net interest income increased to $443 million from $441 million in the third quarter and $362 million in the fourth quarter of 1997. The managed net interest margin for 1998 increased by 109 basis points to 9.95 percent from 8.86 percent in 1997. In the fourth quarter, the managed net interest margin decreased to 9.48 percent from 10.15 percent in the third quarter and increased from 9.24 percent for the comparable period of 1997. The fourth quarter decline in margin reflects the impact of lower yielding "superprime" lending and management's desire to maintain higher levels of liquidity.

Managed non-interest income for 1998 increased by 38 percent to $1.1 billion from $776 million in 1997. In the fourth quarter, managed non-interest income increased to $328 million from $265 million in the third quarter and $230 million for the comparable quarter of 1997. This growth continues to reflect increased fees, including annual membership, interchange, overlimit and other fees.

The managed delinquency rate as of December 31, 1998 decreased to 4.70 percent versus 4.90 percent as of September 30, 1998 and 6.20 percent as of December 31, 1997. In the fourth quarter, the managed net charge-off rate was 4.51 percent, a decrease of 52 basis points from 5.03 percent in the third quarter of 1998.

Marketing investment for 1998 increased to a record $446 million, up 98 percent from $225 million in 1997. Fourth quarter marketing expense of $159 million represents the largest quarterly marketing level to date. This amount compares to $126 million in the third quarter of 1998 and $65 million in the comparable period of the prior year. Other non-interest expenses (excluding marketing) were $1.0 billion in 1998, up 56 percent from $659 million in 1997. Other non-interest expenses for the fourth quarter of 1998 were $309 million versus $257 million in the third quarter and $177 million in the comparable period of the prior year. Operating expenses continue to reflect increased investment in staff levels associated with our growing account base and the impact of expansion and diversification into new businesses and markets.

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The allowance for loan losses was unchanged at $231 million or 3.75 percent of on-balance sheet receivables as of December 31, 1998, compared with 4.08 percent as of September 30, 1998. Capital ratios were strong as of December 31, 1998 at 14.53 percent of reported assets and 6.64 percent of managed assets.

Headquartered in Falls Church, Virginia, Capital One Financial Corporation (www.capitalone.com) is a holding company whose principal subsidiaries, Capital One Bank and Capital One, F.S.B., offer consumer lending products. Capital One's subsidiaries collectively had 16.7 million customers and $17.4 billion in managed loans outstanding as of December 31, 1998, and are among the largest providers of MasterCard and Visa credit cards in the world. Capital One trades on the New York Stock Exchange under the symbol "COF" and is included in the S&P 500 Index.

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[Note: This release and financial information are available on the Internet on Capital One's home page (address: http://www.capitalone.com). Click on "Investor Center" to view/download the release and financial information.]

CAPITAL ONE FINANCIAL CORPORATION (COF)
FINANCIAL & STATISTICAL SUMMARY

(in millions, except per share data and as noted)	98 Q4	98 Q3	98 Q2	98 Q1	97 Q4
Earnings (Managed Basis)					
Net Interest Income	$ 443.4	$ 440.8	$ 399.5	$ 416.7	$ 361.6
Non-Interest Income	327.9	264.6	253.2	220.7	230.4
Total Revenue	771.3	705.4	652.7	637.4	592.0(1)
Provision for Loan Losses	186.3	208.9	213.1	242.5	255.7
Marketing Expenses	159.0	126.5	85.8	75.0	65.0
Operating Expenses	308.9	257.0	246.0	213.9	177.4
Income Before Taxes	117.2	112.9	107.8	106.0	93.9
Tax Rate	38.0%	38.0%	38.0%	38.0%	38.0%
Net Income	$ 72.7	$ 70.0	$ 66.9	$ 65.7	$ 58.2
Common Share Statistics					
Basic EPS	$ 1.11	$ 1.07	$ 1.02	$ 1.00	$ 0.89
Diluted EPS	$ 1.04	$ 1.00	$ 0.96	$ 0.96	$ 0.86
Dividends Per Share	$ 0.08	$ 0.08	$ 0.08	$ 0.08	$ 0.08
Book Value Per Share (period end)	$ 19.35	$ 17.83	$ 16.31	$ 15.08	$ 13.66
Stock Price Per Share (period end)	$ 115.00	$ 103.06	$ 124.19	$ 78.88	$ 54.19
Total Market Capitalization (period end)	$ 7,551.1	$ 6,758.0	$ 8,139.0	$ 5,163.7	$ 3,542.2
Shares Outstanding (period end)	65.7	65.6	65.5	65.5	65.4
Shares Used to Compute Basic EPS	65.7	65.7	65.5	65.4	65.5
Shares Used to Compute Diluted EPS	69.7	70.0	69.5	68.4	67.5
Managed Loan Statistics (period avg.)					
Average Loans	$ 16,547	$ 15,746	$ 14,417	$ 14,097	$ 13,824
Average Earning Assets	$ 18,702	$ 17,372	$ 16,242	$ 16,020	$ 15,655
Average Assets	$ 19,944	$ 18,597	$ 17,296	$ 16,834	$ 16,367
Average Equity	$ 1,212	$ 1,149	$ 1,037	$ 950	$ 892
Net Interest Margin	9.48%	10.15%	9.84%	10.40%	9.24%(2)
Return on Average Assets (ROA)	1.46%	1.51%	1.55%	1.56%	1.42%
Return on Average Equity (ROE)	23.99%	24.36%	25.78%	27.66%	26.12%
Net Charge-Off Rate	4.51%	5.03%	5.91%	6.04%	6.37%(3)
Net Charge-Offs	$ 186.5	$ 198.1	$ 213.0	$ 212.7	$ 255.6(3)
Managed Loan Statistics (period end)					
Reported Loans	$ 6,157	$ 5,667	$ 5,140	$ 4,748	$ 4,862
Securitized Loans	11,238	10,671	9,829	9,254	9,369
Total Loans	$ 17,395	$ 16,338	$ 14,969	$ 14,002	$ 14,231
Delinquency Rate (30+ days)	4.70%	4.90%	5.14%	5.75%	6.20%
Number of Accounts (000's)	16,706	14,907	13,588	12,674	11,747
Total Assets	$ 20,619	$ 19,211	$ 17,462	$ 16,464	$ 16,433
Capital, Including Preferred Interests	$ 1,368.3	$ 1,267.0	$ 1,167.0	$ 1,085.2	$ 990.9
Capital to Managed Assets Ratio	6.64%	6.60%	6.68%	6.59%	6.03%

(1) Net of a $73.3 million reduction to more conservatively report uncollectible finance charge and fee income receivables and the charge-off of credit card loans at 180 days past-due.
(2) The net interest margin, without the modifications in charge-off policy and finance charge and fee income recognition, was 10.13%.
(3) The net charge-off rate and net charge-offs, without the modification in charge-off policy, were 6.02% and $208.2 million, respectively.

CAPITAL ONE FINANCIAL CORPORATION
Consolidated Balance Sheets
(in thousands)(unaudited)

	December 31 1998	September 30 1998	December 31 1997
Assets:			
Cash and due from banks	$ 15,974	$ 14,974	$ 5,039
Federal funds sold and resale agreements	261,800	365,000	173,500
Interest-bearing deposits at other banks	22,393	32,993	59,184
Cash and cash equivalents	300,167	412,967	237,723
Securities available for sale	1,796,787	1,296,959	1,242,670
Consumer loans	6,157,111	5,666,998	4,861,687
Less: Allowance for loan losses	(231,000)	(231,000)	(183,000)
Net loans	5,926,111	5,435,998	4,678,687
Premises and equipment, net	242,147	228,550	162,726
Interest receivable	52,917	49,934	51,883
Accounts receivable from securitizations	833,143	921,602	588,781
Other	268,131	234,766	115,809
Total assets	$ 9,419,403	$ 8,580,776	$ 7,078,279
Liabilities:			
Interest-bearing deposits	$ 1,999,979	$ 1,598,335	$ 1,313,654
Other borrowings	1,644,279	1,439,690	796,112
Senior notes	3,739,393	3,729,234	3,332,778
Deposit notes			299,996
Interest payable	91,637	80,373	68,448
Other	575,788	466,160	276,368
Total liabilities	8,051,076	7,313,792	6,087,356
Guaranteed Preferred Beneficial Interests In Capital One Bank's Floating Rate Junior Subordinated Capital Income Securities:	97,921	97,856	97,664
Stockholders' Equity:			
Common stock	666	666	666
Paid-in capital, net	599,498	599,536	513,561
Retained earnings and other comprehensive income	740,493	643,855	427,679
Less: Treasury stock, at cost	(70,251)	(74,929)	(48,647)
Total stockholders' equity	1,270,406	1,169,128	893,259
Total liabilities and stockholders' equity	$ 9,419,403	$ 8,580,776	$ 7,078,279

CAPITAL ONE FINANCIAL CORPORATION
Consolidated Statements of Income
(in thousands, except per share data)(unaudited)

	Three Months Ended December 31 1998	Three Months Ended September 30 1998	Three Months Ended December 31 1997	Year Ended December 31 1998	Year Ended December 31 1997
Interest Income:					
Consumer loans, including fees	$ 269,016	$ 259,339	$ 176,411	$ 1,003,122	$ 619,785
Federal funds sold and resale agreements	4,389	957	4,393	12,564	16,423
Other	25,542	22,813	22,747	95,850	81,777
Total interest income	298,947	283,109	203,551	1,111,536	717,985
Interest Expense:					
Deposits	23,901	15,805	13,808	67,479	41,932
Other borrowings	27,420	24,752	12,921	88,600	39,066
Senior and deposit notes	64,444	65,498	62,294	260,675	253,849
Total interest expense	115,765	106,055	89,023	416,754	334,847
Net interest income	183,182	177,054	114,528	694,782	383,138
Provision for loan losses	54,580	67,569	94,356	267,028	262,837
Net interest income after provision for loan losses	128,602	109,485	20,172	427,754	120,301
Non-Interest Income:					
Servicing and securitizations	248,683	217,094	183,402	789,844	682,345
Service charges and other fees	179,695	146,648	116,992	611,958	337,755
Interchange	28,098	23,213	15,704	86,481	49,030
Total non-interest income	456,476	386,955	316,098	1,488,283	1,069,130
Non-Interest Expense:					
Salaries and associate benefits	138,901	116,107	76,185	476,389	289,322
Marketing	158,972	126,481	64,992	446,264	224,819
Communications and data processing	47,602	38,415	26,090	150,220	98,135
Supplies and equipment	29,702	27,416	24,674	112,101	82,874
Occupancy	12,488	11,115	14,161	45,337	37,548
Other	80,205	63,993	36,271	241,805	151,280
Total non-interest expense	467,870	383,527	242,373	1,472,116	883,978
Income before income taxes	117,208	112,913	93,897	443,921	305,453
Income taxes	44,539	42,907	35,680	168,690	116,072
Net income	$ 72,669	$ 70,006	$ 58,217	$ 275,231	$ 189,381
Basic earnings per share	$ 1.11	$ 1.07	$ 0.89	$ 4.20	$ 2.87
Diluted earnings per share	$ 1.04	$ 1.00	$ 0.86	$ 3.96	$ 2.80
Dividends paid per share	$ 0.08	$ 0.08	$ 0.08	$ 0.32	$ 0.32

CAPITAL ONE FINANCIAL CORPORATION
Statements of Average Balances, Income and Expense, Yields and Rates
(dollars in thousands)(unaudited)

Managed (1)	Quarter Ended 12/31/98			Quarter Ended 9/30/98		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
Earning assets:						
Consumer loans	$ 16,546,962	$ 689,907	16.68%	$ 15,746,091	$ 671,665	17.06%
Federal funds sold and resale agreements	343,987	4,389	5.10	69,293	957	5.52
Other securities	1,810,761	25,542	5.64	1,556,874	22,813	5.86
Total earning assets	$ 18,701,710	$ 719,838	15.40%	$ 17,372,258	$ 695,435	16.01%
Interest-bearing liabilities:						
Deposits	$ 1,885,960	$ 23,901	5.07%	$ 1,368,833	$ 15,805	4.62%
Other borrowings	1,605,798	27,420	6.83	1,495,731	24,752	6.62
Senior and deposit notes	3,741,707	64,444	6.89	3,819,061	65,498	6.86
Securitization liability	10,751,360	160,625	5.98	10,090,262	148,620	5.89
Total interest-bearing liabilities	$ 17,984,825	$ 276,390	6.15%	$ 16,773,887	$ 254,675	6.07%
Net interest spread			9.25%			9.94%
Interest income to average earning assets			15.40%			16.01%
Interest expense to average earning assets			5.92			5.86
Net interest margin			9.48%			10.15%

Managed (1)	Quarter Ended 12/31/97		
	Average Balance	Income/ Expense	Yield/ Rate
Earning assets:			
Consumer loans	$ 13,824,094	$ 559,800	16.20%
Federal funds sold and resale agreements	304,266	4,393	5.78
Other securities	1,526,801	22,747	5.96
Total earning assets	$ 15,655,161	$ 586,940	15.00%
Interest-bearing liabilities:			
Deposits	$ 1,172,141	$ 13,808	4.71%
Other borrowings	823,129	12,921	6.28
Senior and deposit notes	3,614,310	62,294	6.89
Securitization liability	9,302,846	136,291	5.86
Total interest-bearing liabilities	$ 14,912,426	$ 225,314	6.04%
Net interest spread			8.96%
Interest income to average earning assets			15.00%
Interest expense to average earning assets			5.76
Net interest margin			9.24%

(1) The information in this table reflects the adjustment to add back the effect of securitized loans.