

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

DECEMBER 4, 1996

(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

(Address of principal executive offices)

22042

(Zip Code)

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

Item 5. Other Events.

The sole purpose for the filing of this Form 8-K is to incorporate the attached replacement page into Exhibit 13, to Amendment No. 1 to the Capital One Financial Corporation Registration Statement No. 333-3850, filed on September 19, 1996, entitled "Portions of the Company's 1995 Annual Report incorporated by reference into the Company's 10-K for the year ended December 31, 1995."

The filing of a replacement page is necessitated by an existing typographical error contained in the table heading of the Consolidated Balance Sheets section. The years 1995 and 1994 were inverted during the EDGAR conversion process; the attached replacement page reflects the correctly formatted table heading.

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

Exhibit 13 Replacement page to Exhibit 13, to Amendment No. 1 to the Capital One Financial Corporation Registration Statement No. 333-3850, filed on September 19, 1996, entitled "Portions of the Company's 1995 Annual Report incorporated by reference into the Company's 10-K for the year ended December 31, 1995."

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: December 4, 1996

By: /s/ John G. Finneran, Jr.

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

EXHIBIT INDEX

13. Replacement page to Exhibit 13, to Amendment No. 1 to the Capital One Financial Corporation Registration Statement No. 333-3850, filed on September 19, 1996, entitled "Portions of the Company's 1995 Annual Report incorporated by reference into the Company's 10-K for the year ended December 31, 1995."