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

October 13, 1998
(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); 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 October 13, 1998.

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: October 13, 1998 By: /s/ James M. Zinn

James M. Zinn
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

99.1 Press Release of the Company dated October 13, 1998.

Exhibit 99.1

[Capital One Letterhead]

EMBARGOED UNTIL 6:00 AM: Contact: Paul Paquin, V.P., Investor Relations, 703/205-1039; Sam Wang, Dir., Media Relations, 703/205-1180
October 13, 1998

Capital One Reports Record Third Quarter Earnings

Falls Church, Va. (October 13, 1998) -- Capital One Financial Corporation (NYSE: COF) today announced record third quarter 1998 earnings of $70.0 million, or $1.00 per share, versus earnings of $66.9 million, or $.96 per share, for the second quarter of 1998 and $49.3 million, or $.73 per share, for the comparable period in the prior year. Earnings per share amounts are reported on a diluted basis.

"This is the strongest quarter in our history: record earnings, record growth in accounts and outstandings, record improvement in credit quality, and record investment in marketing to build our future," said Richard D. Fairbank, Capital One's Chairman and Chief Executive Officer. "We are on track for 40 percent earnings growth in 1998."

Revenue, defined as managed net interest income and non-interest income, increased to $705 million in the third quarter of 1998 versus $653 million in the second quarter of 1998, and $549 million for the comparable period in the prior year. For the quarter, Capital One's managed consumer loan balances increased by a record $1.4 billion to $16.3 billion. The Company also added a record 1.3 million net new accounts, bringing total accounts to 14.9 million.

The managed net interest margin was 10.15 percent in the third quarter of 1998, an increase from 9.84 percent in the second quarter of 1998, and 9.05 percent in the comparable period of the prior year. The higher margin from the previous quarter primarily reflects further growth in our customized lending products. Non-interest income increased to $265 million compared to $253 million in the second quarter of 1998, and $219 million over the comparable period in the prior year. This growth continues to reflect increased fees, including annual membership, interchange, overlimit and other fees.

The managed delinquency rate (30+ days) decreased to 4.90 percent as of September 30, 1998, compared with 5.14 percent as of June 30, 1998. The managed net charge-off rate decreased to 5.03 percent for the third quarter of 1998 compared with 5.91 percent in the second quarter of 1998.

"Our credit performance has been outstanding: flat or falling delinquency rates for six consecutive quarters," said Nigel W. Morris, Capital One's President and Chief Operating Officer. "Our successful Information-Based Strategy has led to innovative new products, expanding margins, and new opportunities. At the same time, we continue to maintain our long-time conservative approach to credit."

Marketing investment increased in the third quarter of 1998 to a record $126 million versus $86 million in the second quarter of 1998, and $61 million in the comparable period of the prior year. Other non-interest expenses (excluding marketing and performance-based stock options) for the third quarter of 1998 were $251 million versus $222 million for the second quarter of 1998, and $157 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 into new markets and businesses.

The allowance for loan losses was increased to $231 million or 4.08 percent of on-balance sheet receivables as of September 30, 1998, compared to 4.14 percent as of June 30, 1998. Capital ratios remained strong as of September 30, 1998 at 14.77 percent of reported assets and 6.60 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 14.9 million customers and $16.3 billion in managed loans outstanding as of September 30, 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 "Financial Information" 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 Q3		98 Q2		98 Q1		97 Q4		97 Q3	
Earnings (Managed Basis)										
Net Interest Income	$ 440.8		$ 399.5		$ 416.7		$ 361.6		$ 330.7	
Non-Interest Income	264.6		253.2		220.7		230.4		218.5	
Total Revenue	705.4		652.7		637.4		592.0	(1)	549.2	
Provision for Loan Losses	208.9		213.1		242.5		255.7		243.6	
Marketing Expenses	126.5		85.8		75.0		65.0		60.8	
Operating Expenses	257.0	(2)	246.0	(2)	213.9	(2)	177.4	(2)	165.2	(2)
Income Before Taxes	112.9		107.8		106.0		93.9		79.6	
Tax Rate	38.0%		38.0%		38.0%		38.0%		38.0%	
Net Income	$ 70.0		$ 66.9		$ 65.7		$ 58.2		$ 49.3	
Common Share Statistics										
Basic EPS	$ 1.07		$ 1.02		$ 1.00		$ 0.89		$ 0.75	
Diluted EPS	$ 1.00		$ 0.96		$ 0.96		$ 0.86		$ 0.73	
Dividends Per Share	$ 0.08		$ 0.08		$ 0.08		$ 0.08		$ 0.08	
Book Value Per Share (period end)	$ 17.83		$ 16.31		$ 15.08		$ 13.66		$ 12.84	
Stock Price Per Share (period end)	$ 103.06		$ 124.19		$ 78.88		$ 54.19		$ 45.75	
Total Market Capitalization (period end)	$6,758.0		$ 8,139.0		$5,163.7		$3,542.2		$ 3,001.0	
Shares Outstanding (period end)	65.6		65.5		65.5		65.4		65.6	
Shares Used to Compute Basic EPS	65.7		65.5		65.4		65.5		66.2	
Shares Used to Compute Diluted EPS	70.0		69.5		68.4		67.5		67.6	
Managed Loan Statistics (period avg.)										
Average Loans	$ 15,746		$ 14,417		$ 14,097		$ 13,824		$ 12,918	
Average Earning Assets	$ 17,372		$ 16,242		$ 16,020		$ 15,655		$ 14,608	
Average Assets	$ 18,597		$ 17,296		$ 16,834		$ 16,367		$ 15,618	
Average Equity	$ 1,149		$ 1,037		$ 950		$ 892		$ 841	
Net Interest Margin	10.15%		9.84%		10.40%		9.24%	(3)	9.05%	
Return on Average Assets (ROA)	1.51%		1.55%		1.56%		1.42%		1.26%	
Return on Average Equity (ROE)	24.36%		25.78%		27.66%		26.12%		23.47%	
Net Charge-Off Rate	5.03%		5.91%		6.04%		6.37%	(4)	6.66%	
Net Charge-Offs	$ 198.1		$ 213.0		$ 212.7		$ 255.6	(4)	$ 215.1	
Managed Loan Statistics (period end)										
Reported Loans	$ 5,667		$ 5,140		$ 4,748		$ 4,862		$ 4,330	
Securitized Loans	10,671		9,829		9,254		9,369		9,143	
Total Loans	$ 16,338		$ 14,969		$ 14,002		$ 14,231		$ 13,473	
Delinquency Rate (30+ days)	4.90%		5.14%		5.75%		6.20%		6.36%	
Number of Accounts (000's)	14,907		13,588		12,674		11,747		10,664	
Total Assets	$ 19,211		$ 17,462		$ 16,464		$ 16,433		$ 15,440	
Capital, Including Preferred Interests	$1,267.0		$ 1,167.0		$1,085.2		$ 990.9		$ 939.7	
Capital to Managed Assets Ratio	6.60%		6.68%		6.59%		6.03%		6.09%	

(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) Operating expenses include $6.5 million, $24.0 million, $32.4 million, $9.7 million and $8.6 million in compensation expense in Q398, Q298, Q198, Q497 and Q397, respectively, for performance-based stock options.
(3) The net interest margin, without the modifications in charge-off policy and finance charge and fee income recognition, was 10.13%.
(4) 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)

	September 30 1998	June 30 1998	September 30 1997
Assets:			
Cash and due from banks	$ 14,974	$ 8,463	$ 57,772
Federal funds sold and resale agreements	365,000		152,575
Interest-bearing deposits at other banks	32,993	30,926	22,267
Cash and cash equivalents	412,967	39,389	232,614
Securities available for sale	1,296,959	1,431,091	1,033,946
Consumer loans	5,666,998	5,140,340	4,329,799
Less: Allowance for loan losses	(231,000)	(213,000)	(147,000)
Net loans	5,435,998	4,927,340	4,182,799
Premises and equipment, net	228,550	188,727	180,740
Interest receivable	49,934	45,866	35,539
Accounts receivable from securitizations	921,602	836,274	539,925
Other	234,766	182,751	106,208
Total assets	$ 8,580,776	$ 7,651,438	$ 6,311,771
Liabilities:			
Interest-bearing deposits	$ 1,598,335	$ 1,287,402	$ 1,050,014
Other borrowings	1,439,690	959,480	321,463
Senior notes	3,729,234	3,709,404	3,307,801
Deposit notes		99,996	299,996
Interest payable	80,373	83,167	65,798
Other	466,160	345,037	327,036
Total liabilities	7,313,792	6,484,486	5,372,108
Guaranteed Preferred Beneficial Interests In Capital One Bank's Floating Rate Junior Subordinated Capital Income Securities:	97,856	97,791	97,599
Stockholders' Equity:			
Common stock	666	666	666
Paid-in capital, net	599,536	561,518	504,139
Retained earnings and other comprehensive income	643,855	550,906	373,921
Less: Treasury stock, at cost	(74,929)	(43,929)	(36,662)
Total stockholders' equity	1,169,128	1,069,161	842,064
Total liabilities and stockholders' equity	$ 8,580,776	$ 7,651,438	$ 6,311,771

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

	Three Months Ended			Nine Months Ended	
	September 30 1998	June 30 1998	September 30 1997	September 30 1998	September 30 1997
Interest Income:					
Consumer loans, including fees	$ 259,339	$ 245,129	$ 153,377	$ 734,106	$ 443,374
Federal funds sold and resale agreements	957	2,140	3,753	8,175	12,030
Other	22,813	24,169	21,840	70,308	59,030
Total interest income	283,109	271,438	178,970	812,589	514,434
Interest Expense:					
Deposits	15,805	13,635	9,052	43,578	28,124
Other borrowings	24,752	20,375	9,168	61,180	26,145
Senior and deposit notes	65,498	67,704	63,596	196,231	191,555
Total interest expense	106,055	101,714	81,816	300,989	245,824
Net interest income	177,054	169,724	97,154	511,600	268,610
Provision for loan losses	67,569	59,013	72,518	212,448	168,481
Net interest income after provision for loan losses	109,485	110,711	24,636	299,152	100,129
Non-Interest Income:					
Servicing and securitizations	217,094	155,412	180,348	541,161	498,943
Service charges and other fees	146,648	153,170	87,979	432,263	220,763
Interchange	23,213	20,371	12,606	58,383	33,326
Total non-interest income	386,955	328,953	280,933	1,031,807	753,032
Non-Interest Expense:					
Salaries and associate benefits	116,107	113,428	73,214	337,488	213,137
Marketing	126,481	85,811	60,781	287,292	159,827
Communications and data processing	38,415	34,840	25,935	102,618	72,045
Supplies and equipment	27,416	32,368	21,721	82,399	58,200
Occupancy	11,115	11,090	8,198	32,849	23,387
Other	63,993	54,299	36,154	161,600	115,009
Total non-interest expense	383,527	331,836	226,003	1,004,246	641,605
Income before income taxes	112,913	107,828	79,566	326,713	211,556
Income taxes	42,907	40,975	30,236	124,151	80,392
Net income	$ 70,006	$ 66,853	$ 49,330	$ 202,562	$ 131,164
Basic earnings per share	$ 1.07	$ 1.02	$ 0.75	$ 3.09	$ 1.98
Diluted earnings per share	$ 1.00	$ 0.96	$ 0.73	$ 2.92	$ 1.94
Dividends paid per share	$ 0.08	$ 0.08	$ 0.08	$ 0.24	$ 0.24

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

Managed (1)	Quarter Ended 9/30/98			Quarter Ended 6/30/98		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
Earning assets:						
Consumer loans	$ 15,746,091	$ 671,665	17.06%	$ 14,416,722	$ 607,247	16.85%
Federal funds sold and resale agreements	69,293	957	5.52	151,275	2,140	5.66
Other securities	1,556,874	22,813	5.86	1,674,381	24,169	5.77
Total earning assets	$ 17,372,258	$ 695,435	16.01%	$ 16,242,378	$ 633,556	15.60%
Interest-bearing liabilities:						
Deposits	$ 1,368,833	$ 15,805	4.62%	$ 1,193,508	$ 13,635	4.57%
Other borrowings	1,495,731	24,752	6.62	1,318,889	20,375	6.18
Senior and deposit notes	3,819,061	65,498	6.86	3,905,684	67,704	6.93
Securitization liability	10,090,262	148,620	5.89	9,190,007	132,337	5.76
Total interest-bearing liabilities	$ 16,773,887	$ 254,675	6.07%	$ 15,608,088	$ 234,051	6.00%
Net interest spread			9.94%			9.60%
Interest income to average earning assets			16.01%			15.60%
Interest expense to average earning assets			5.86			5.76
Net interest margin			10.15%			9.84%

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

Managed (1)	Quarter Ended 9/30/97		
	Average Balance	Income/ Expense	Yield/ Rate
Earning assets:			
Consumer loans	$ 12,917,967	$ 518,563	16.06%
Federal funds sold and resale agreements	255,594	3,753	5.87
Other securities	1,434,536	21,840	6.09
Total earning assets	$ 14,608,097	$ 544,156	14.90%
Interest-bearing liabilities:			
Deposits	$ 851,916	$ 9,052	4.25%
Other borrowings	594,519	9,168	6.17
Senior and deposit notes	3,686,416	63,596	6.90
Securitization liability	9,061,882	131,670	5.81
Total interest-bearing liabilities	$ 14,194,733	$ 213,486	6.02%
Net interest spread			8.88%
Interest income to average earning assets			14.90%
Interest expense to average earning assets			5.85
Net interest margin			9.05%

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