

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Capital One Financial Corporation
(Name of Issuer)

Common
(Title of Class of Securities)

14040H105
(CUSIP Number)

Check the following box if a fee is being paid with this statement /
/. (A fee is not required only if the filing person: (1) has a previous
statement on file reporting beneficial ownership of more than five percent
of the class of securities described in Item 1; and (2) has filed no
amendment subsequent thereto reporting beneficial ownership of five percent
or less of such class.)
(See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities
Exchange Act of 1934("Act") or otherwise subject to the liabilities of
that section of the Act but shall be subject to all other
provisions of the Act (however, see the Notes).

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1) NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Neuberger & Berman, LLC
13-5521910

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /___/
(b) /X/

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5) SOLE VOTING POWER
309,498

6) SHARED VOTING POWER
6,240,000

7) SOLE DISPOSITIVE POWER
0

8) SHARED DISPOSITIVE POWER
6,652,913

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,652,913

- 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
10,000
- 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.14
- 12) TYPE OF REPORTING PERSON*

BD/IA
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Pages

- 1) NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Neuberger & Berman Guardian Portfolio
13-3697434

- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /___/
(b) /X/

- 3) SEC USE ONLY

- 4) CITIZENSHIP OR PLACE OF ORGANIZATION
New York, NY

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 5) SOLE VOTING POWER
0

- 6) SHARED VOTING POWER
4,445,000

- 7) SOLE DISPOSITIVE POWER
0

- 8) SHARED DISPOSITIVE POWER
4,445,000

- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,445,000

- 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

- 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.7

- 12) TYPE OF REPORTING PERSON*

IV

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- Item 1. (a) Name of Issuer:
Capital One Financial Corporation

- Item 1 (b) Address of Issuer's Principal Executive Offices:
2980 Fairview Park Drive, Ste 1300, Falls Church, VA
22042-4525

- Item 2. (a) Name of Person Filing:
Neuberger & Berman, LLC
Neuberger & Berman Management Inc.
Neuberger & Berman Guardian Portfolio

- Item 2 (b) Address of Principal Business Office:
605 Third Ave., New York, NY, 10158-3698

- Item 2 (c) Citizenship:

USA

Item 2 (d) Title of Class of Securities:
Common

Item 2 (e) CUSIP Number:
14040H105

Item 3. (a) /X/ Broker or Dealer registered under Section 15 of the
Act

Item 3 (b) /X/ Investment Adviser registered under Section 203 of
the Investment Advisers Act of 1940

Item 3 (c) /X/ Investment Company registered under Section 8 of the
Investment Company Act

Item 4. Ownership:

(a) Amount Beneficially Owned:

6,652,913

(b) Percent of Class:

10.14

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(c) Number of Shares as to which such person has:

(I) Sole Power to vote or to direct the
vote: 309,498

(ii) Shared Power to vote or to direct the
vote: 6,240,000

(iii) Sole Power to dispose or to direct the disposition
of: 0

(iv) Shared Power to dispose or to direct the disposition
of: 6,652,913

Item 5. Ownership of Five Percent or Less of a Class:
N/A

Item 6. Ownership of More than Five Percent on Behalf of Another:

Neuberger & Berman, LLC is deemed to be a beneficial owner for purpose of Rule 13(d) since it has shared power to make decisions whether to retain or dispose of, and in some cases the sole power to vote the securities of many unrelated clients. Neuberger & Berman, LLC does not, however have any economic interest in the securities of those clients. The clients are the actual owners of the securities and have the sole right to receive and the power to direct the receipt of dividends from or proceeds from the sale of such securities.

Principal(s) of Neuberger & Berman, LLC own 10,000 shares. Principal(s) own these shares in their own personal securities accounts. Neuberger & Berman, LLC disclaims beneficial ownership of these shares since; these shares were purchased with each principal(s)' personal funds and each principal has exclusive dispositive and voting power over the shares held in their respective accounts.

With regard to the shares set forth under Item 4.(c)(II), 4,445,000 shares or 6.7% of the outstanding are beneficially owned by Neuberger & Berman Guardian Portfolio, a series of Equity Managers Trust. Neuberger & Berman, LLC and Neuberger & Berman Management Inc. are deemed to be beneficial owners of these shares for purposes of Rule 13(d) since they both have shared power to make decisions whether to retain or dispose of the securities. Neuberger & Berman, LLC and Neuberger & Berman Management Inc. serve as sub-adviser and investment manager, respectively, of Neuberger & Berman Guardian Portfolio, which holds such shares in the ordinary course of its business and not with the purpose nor with the effect of changing or influencing the control of the issuer.

With regard to the balance of the shares set forth under Item 4.(c)(II), Neuberger & Berman, LLC and Neuberger & Berman Management Inc. are deemed to be the beneficial owners for the purposes of Rule 13(d), since they have

power to make decisions whether to retain or dispose of securities held by Neuberger & Berman's various other Funds. Neuberger & Berman, LLC is the sub-advisor to the aforementioned Funds.

No other Neuberger & Berman, LLC advisory client has an interest of more than 5% of the issuer.

It should be further noted that the share calculation under item 4.(c)(IV) is derived from a total combination of the shares set forth under Item 4.(c)(I and II). The remaining balance of shares, if any, are for individual client accounts over which Neuberger & Berman, LLC has shared power to dispose.

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Item 7. Identification and Classification of the Subsidiary Which
Holding Acquired the Security Being Reported on by the Parent

Company: N/A

Item 8. Identification and Classification of Members of the Group:
N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

In addition, the undersigned hereby agree that the Schedule 13G filed herewith is filed jointly pursuant to Rule 13d-1(f)(1) of the Securities Exchange Act of 1934, as amended, on behalf of each of them.

Date: February 4, 1998
Neuberger & Berman, LLC

By: _____
C. Carl Randolph
Principal and General Counsel

Name/Title
Neuberger & Berman Management Inc.

By: : _____
Michael Weiner
Neuberger & Berman Guardian Portfolio,
a Series of Equity Managers Trust

By: : _____
Michael Weiner