

CAPITAL ONE FINANCIAL CORP

Form 8-K

November 15, 2002

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

November 14, 2002

(Date of earliest event reported)

Capital One Financial Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation
or organization)

1-13300

(Commission File
Number)

54-1719854

(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 9. Regulation FD Disclosure.

On November 14, 2002, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), certifications by Mr. Fairbank and Mr. Willey, as Chief Executive Officer and Chief Financial Officer of Capital One Financial Corporation (the Company), accompanied the Company's Quarterly Report on Form 10-Q for the three months ended September 30, 2002 (the Form 10-Q) filed with the Commission. Copies of the certifications are attached hereto as Exhibit 99.1 and 99.2 and are incorporated by reference herein.

On November 14, 2002, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and Rule 13a-14 under the Securities Exchange Act of 1934, the Company filed certifications by Mr. Fairbank and Mr. Willey, as Chief Executive Officer and Chief Financial Officer of the Company, regarding the Form 10-Q. These certifications may be found immediately following the signature pages on the Form 10-Q.

Note: Information in this report (including the exhibits) furnished pursuant to Item 9 shall not be deemed to be filed for the purposes of Section 18 of the Securities and Exchange Act of 1934 or otherwise subject to the liabilities of that section. This report will not be deemed an admission as to the materiality of any information in the report that is required to be disclosed solely by Regulation FD.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, thereto duly authorized.

CAPITAL ONE FINANCIAL CORPORATION

Dated: November 14, 2002

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

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

EXHIBIT INDEX

- 99.1 Certification of the Registrant's Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)
- 99.2 Certification of the Registrant's Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)