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CAPITAL ONE FINANCIAL CORP
Form S-8
January 15, 2002

As filed with the Securities and Exchange Commission on January 15, 2002.
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CAPITAL ONE FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	54-171854 (I.R.S. Employer Identification No.)
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2980 Fairview Park Drive, Suite 1300
Falls Church, Virginia 22042-4525
(Address, including zip code, of
Registrant's principal executive offices)

CAPITAL ONE FINANCIAL CORPORATION
1994 STOCK INCENTIVE PLAN
(Full title of the plan)

JOHN G. FINNERAN, JR., Esq.
Executive Vice President, General Counsel
and Corporate Secretary
2980 Fairview Park Drive, Suite 1300
Falls Church, Virginia 22042-4525
(703) 205-1000
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

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Title of Security to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Stock Options (1)	385,104	\$8.10	\$3,119,342	\$746

- =====
- (1) Represent options to purchase shares of common stock, \$.01 par value ("Common Stock"), of the Registrant issuable under the Registrant's 1994 Stock Incentive Plan (the "Plan") in consideration for the agreement of a recipient to forgo certain potential incentive compensation payments. The shares of Common Stock issuable upon the exercise of the Stock Options either were registered previously under the Securities Act of 1933, as amended, pursuant to Registration Statements 33-86986, 333-4586, 333-51637, 333-78067, 333-92345, 333-43288, 333-58628, 333-72822, and 333-72788 or will be registered before the Stock Options are exercised.
 - (2) Purchase price of the Stock Option registered for sale under the Plan.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of Capital One Financial Corporation (the "Registrant") on Form S-8 relating to the same employee benefit plan is effective.

This Registration Statement incorporates by reference the contents of the Registrant's earlier Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on November 5, 2001 (File No. 333-72788) relating to 2,967,318 options issuable under the Registrant's 1994 Stock Incentive Plan, and any documents incorporated by reference therein, including any documents subsequently filed by the Registrant. The maximum number of options that may be issued under this Registration Statement and Registration Statement No. 333-72788 is 3,352,422.

Item 5. Interests of Named Experts and Counsel.

John G. Finneran, Jr., Esq., Executive Vice President, General Counsel and Corporate Secretary of the Registrant, who has rendered the opinion attached hereto as Exhibit 5, holds 27,051 shares of Common Stock, vested options to purchase an additional 119,652 shares of Common Stock issued under the Plan and unvested options to purchase an additional 535,293 shares of Common Stock issued under the Plan.

Item 8. Exhibits.

Exhibit Number -----	Description -----	Reference -----
5	Opinion of Counsel	Filed herewith
23.1	Consent of Counsel	Contained in Exhibit 5
23.2	Consent of Independent Auditors	Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the

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requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Commonwealth of Virginia, on the 15th day of January, 2002.

CAPITAL ONE FINANCIAL CORPORATION

By /s/ John G. Finneran, Jr.

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David M. Willey and John G. Finneran, Jr., Esq. his true and lawful attorney-in-fact and agent, for him, with full power of substitution and resubstitution, for him and in his name, place and stand, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all interests and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated below on the 15th day of January, 2002.

SIGNATURE	TITLE
/s/ Richard D. Fairbank ----- Richard D. Fairbank	Director, Chairman and Chief Executive Officer (Principal Executive Officer)
/s/ Nigel W. Morris ----- Nigel W. Morris	Director, President and Chief Operating Officer
/s/ David M. Willey ----- David M. Willey	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ W. Ronald Dietz ----- W. Ronald Dietz	Director

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/s/ James A. Flick, Jr. Director

James A. Flick, Jr.

/s/ Patrick W. Gross Director

Patrick W. Gross

/s/ James V. Kimsey Director

James V. Kimsey

/s/ Stanley I. Westreich Director

Stanley I. Westreich

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