

CAPITAL ONE FINANCIAL CORP  
Form 8-K  
February 18, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of**  
**The Securities Exchange Act of 1934**

**February 14, 2005**

**Date of Report (Date of earliest event reported)**

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**CAPITAL ONE FINANCIAL CORPORATION**

**(Exact name of registrant as specified in its chapter)**

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**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-13300**  
**(Commission File Number)**

**54-1719854**  
**(IRS Employer**

**Identification No.)**

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1680 Capital One Drive,

McLean, Virginia  
(Address of principal executive offices)

22102  
(Zip Code)

Registrant's telephone number, including area code: (703) 720-1000

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.03. Material Modification to Rights of Security Holders.**

- (a) See attached press release, at Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

- (c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of the Company dated February 15, 2005.

**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, hereunto duly authorized.

**CAPITAL ONE FINANCIAL CORPORATION**

Dated: February 18, 2005

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

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John G. Finneran, Jr.

**Executive Vice President,**

**General Counsel and Corporate Secretary**

**EXHIBIT INDEX**

99.1 Press release of the Company dated February 15, 2005.

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