

UNITED STATES
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

Date of Report (Date of earliest event reported) November 22, 2005

Capital One Financial Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-13300
(Commission File Number)

54-1719854
(IRS Employer Identification No.)

1680 Capital One Drive, McLean, Virginia
(Address of principal executive offices)

22102
(Zip Code)

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

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:

- 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 7.01 Regulation FD Disclosure

On November 22, 2005, Capital One Financial Corporation ("Capital One") issued a press release announcing the merger consideration to be paid to former Hibernia Corporation ("Hibernia") shareholders in connection with Capital One's acquisition of Hibernia based upon the final election results for the form of merger consideration and applying the proration provisions set forth in the amended merger agreement. The press release is filed as Exhibit 99.1 to this Form 8-K and is incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

The following exhibits are filed herewith:

Exhibit No.	Description of Exhibit
99.1	Press Release, dated November 22, 2005.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Capital One Financial Corporation

By: /S/ JOHN G. FINNERAN, JR.

Name: John G. Finneran, Jr.

Title: Executive Vice President, General Counsel and
Corporate Secretary

Date: November 22, 2005

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EXHIBIT INDEX

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99.1	Press release, dated November 22, 2005.

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1680 Capital One Drive McLean, VA 22102-3491

FOR IMMEDIATE RELEASE: November 22, 2005

Contacts:	Investors		Media
	Mike Rowen	Steven Thorpe	Julie Rakes
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Capital One Announces Final Results of Elections Regarding Merger Consideration

McLean, Va., (November 22, 2005) - Capital One Financial (NYSE: COF) today announced the merger consideration to be received by Hibernia shareholders in Capital One's acquisition of Hibernia Corporation, which was completed on November 16, 2005.

Based on final election results and applying the proration provisions set forth in the amended merger agreement, Hibernia shareholders will receive the following merger consideration:

- Hibernia shareholders will receive \$30.46 for each Hibernia share for which they made a valid cash election;
- Hibernia shareholders will receive \$30.46 per share for approximately 20.23% of the shares for which they made a valid stock election (rounded to the nearest share) and 0.3792 of a share of Capital One common stock per share for approximately 79.77% of the shares for which they made a valid stock election (rounded to the nearest share); and
- Hibernia shareholders who did not make a valid election will receive \$30.46 per Hibernia share.

Under the amended merger agreement, fractional shares of Capital One common stock will not be issued. Instead, Hibernia shareholders will receive cash based on the average closing price of Capital One common stock of \$80.324 for the five-day period ending November 15, 2005.

Of the 159,966,895 shares of Hibernia common stock outstanding immediately prior to the closing of the merger approximately:

- 28,749,310 shares, or 18%, elected to receive cash;
- 108,718,587 shares, or 68%, elected to receive Capital One common stock; and
- 22,498,998 shares, or 14%, did not make a valid election.

The total consideration paid by Capital One was approximately \$5.0 billion, which was comprised of the following:

- approximately \$4.9 billion in value from 32.9 million shares of common stock valued at \$2.64 billion; and \$2.23 billion in cash, and
- the exchange of Hibernia stock options for Capital One stock options fair valued at approximately \$1 billion.

About Capital One

Headquartered in McLean, Virginia, Capital One Financial Corporation (www.capitalone.com) is a financial holding company whose principal subsidiaries, Capital One Bank, Capital One, F.S.B., Capital One Auto Finance, Inc., and Hibernia National Bank (www.hibernia.com), offer a variety of consumer lending and deposit products. Capital One's subsidiaries collectively had 49.2 million accounts and \$84.8 billion in managed loans outstanding as of September 30, 2005. Capital One is a Fortune 500 company and, through its subsidiaries, is one of 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.