

=====

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

-----

FORM 8-K

-----

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: October 7, 2002

DYNEX CAPITAL, INC.  
(Exact Name of Registrant as Specified in Charter)

1-9819  
(Commission File Number)

<TABLE>

<S>  
Virginia  
(State or other jurisdiction of  
incorporation or organization)

4551 Cox Road, Suite 300, Glen Allen, Virginia  
(Address of principal executive offices)

</TABLE>

<C>  
52-1549373  
(I.R.S. Employer  
Identification No.)

23060  
(Zip Code)

(804) 217-5800  
(Registrant's telephone number, including area code)

=====

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

99.1 Certification of Chief Financial Officer Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002.

Item 9. Regulation FD Disclosure.

On October 7, 2002, Dynex Capital, Inc. furnished the Securities and Exchange Commission a certification of its Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. A copy of the certification is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information included or incorporated in this report, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, nor shall such information and exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be set forth by specific reference in such filing.

SIGNATURE

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.

Date: October 7, 2002

By: /s/ Stephen J. Benedetti

-----  
Stephen J. Benedetti  
Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

<TABLE>  
<CAPTION>

Number	Description	Method of Filing
<C>	<C>	<C>
99.1	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith

</TABLE>

Exhibit 99.1

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Dynex Capital, Inc. (the "Company") on Form 10-Q/A for the fiscal year ending March 31, 2002, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen J. Benedetti, the Chief Financial Officer of the Company, certify, pursuant to and for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;

and

- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 7, 2002

/s/ Stephen J. Benedetti

-----  
Stephen J. Benedetti  
Chief Financial Officer