

CAPITAL ONE FINANCIAL CORP
 Form 4
 March 07, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 FAIRBANK RICHARD D

2. Issuer Name and Ticker or Trading Symbol
 CAPITAL ONE FINANCIAL CORP [COF]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1680 CAPITAL ONE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO and President

MCLEAN, VA 22102
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock ⁽¹⁾ | 03/03/2005 | | M | | 122,900 A \$ 9.73 | D | |
| Common Stock ⁽¹⁾ | 03/03/2005 | | S | | 35,100 D \$ 77.25 | D | |
| Common Stock ⁽¹⁾ | 03/03/2005 | | S | | 4,100 D \$ 77.26 | D | |
| Common Stock ⁽¹⁾ | 03/03/2005 | | S | | 900 D \$ 77.27 | D | |
| Common Stock ⁽¹⁾ | 03/03/2005 | | S | | 700 D \$ 77.28 | D | |

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| | | | | | | | |
|-------------------------|------------|---|-------|---|----------|---------|---|
| Common Stock <u>(1)</u> | 03/03/2005 | S | 3,100 | D | \$ 77.29 | 984,386 | D |
| Common Stock <u>(1)</u> | 03/03/2005 | S | 2,100 | D | \$ 77.3 | 982,286 | D |
| Common Stock <u>(1)</u> | 03/03/2005 | S | 1,700 | D | \$ 77.31 | 980,586 | D |
| Common Stock <u>(1)</u> | 03/03/2005 | S | 3,400 | D | \$ 77.32 | 977,186 | D |
| Common Stock <u>(1)</u> | 03/03/2005 | S | 1,400 | D | \$ 77.35 | 975,786 | D |
| Common Stock <u>(1)</u> | 03/03/2005 | S | 700 | D | \$ 77.36 | 975,086 | D |
| Common Stock <u>(1)</u> | 03/03/2005 | S | 800 | D | \$ 77.37 | 974,286 | D |
| Common Stock <u>(1)</u> | 03/03/2005 | S | 100 | D | \$ 77.38 | 974,186 | D |
| Common Stock <u>(1)</u> | 03/03/2005 | S | 2,600 | D | \$ 77.39 | 971,586 | D |
| Common Stock <u>(1)</u> | 03/03/2005 | S | 2,200 | D | \$ 77.4 | 969,386 | D |
| Common Stock <u>(1)</u> | 03/03/2005 | S | 400 | D | \$ 77.33 | 968,986 | D |
| Common Stock <u>(1)</u> | 03/03/2005 | S | 900 | D | \$ 77.43 | 968,086 | D |
| Common Stock <u>(1)</u> | 03/03/2005 | S | 500 | D | \$ 77.44 | 967,586 | D |
| Common Stock <u>(1)</u> | 03/03/2005 | S | 200 | D | \$ 77.47 | 967,386 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|---------|---|----------------------------------|
| Common Stock | | | | | | 107,502 | I | By Fairbank Morris Inc. |
|--------------|--|--|--|--|--|---------|---|----------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--------------------------------------|------------------------------------------|----------------------|-----------------|-----------------------------------------------------------------|------------------|------------------|------------------|-----------------|--------------|----------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 9.73 | 03/03/2005 | M | | | | (2) | 09/15/2005 | Common Stock | 122,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FAIRBANK RICHARD D 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102 | X | | Chairman, CEO and President | |

Signatures

By: Polly A. Nyquist (POA on File) 03/07/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This transaction was executed pursuant to a trading plan entered into by the Reporting Person on November 12, 2004 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
This option is fully vested. The option vested in 1997 and 1998 in accordance with the following schedule: 50% vested when the trading price of the Common Stock equaled or exceeded \$37.50 for at least 10 business days within any period of 30 consecutive days; 25% when the trading price of the Common Stock equaled or exceeded \$43.75 for at least 10 business days within any period of 30 consecutive days; and the remaining 25% when the trading price of the Common Stock equaled or exceeded \$50.00 for 10 business days within any period of 30 consecutive days.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.