CAPITAL ONE FINANCIAL CORP

Form 4

June 07, 2007

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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) __X__ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Chairman, CEO and President
(Last)　　(First)　　(Middle) 1680 CAPITAL ONE DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 06/06/2007	
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
MCLEAN, VA 22102		

(City)　　(State)　　(Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	06/06/2007		M		10,739	A	$ 16.25	2,216,995	D	
Common Stock (1)	06/06/2007		S		100	D	$ 79.27	2,216,895	D	
Common Stock (1)	06/06/2007		S		100	D	$ 79.34	2,216,795	D	
Common Stock (1)	06/06/2007		S		100	D	$ 79.41	2,216,695	D	
Common Stock (1)	06/06/2007		S		300	D	$ 79.44	2,216,395	D	

Common Stock [1]	06/06/2007	S	100	D	$ 79.47	2,216,295	D
Common Stock [1]	06/06/2007	S	100	D	$ 79.54	2,216,195	D
Common Stock [1]	06/06/2007	S	200	D	$ 79.56	2,215,995	D
Common Stock [1]	06/06/2007	S	600	D	$ 79.57	2,215,395	D
Common Stock [1]	06/06/2007	S	1,000	D	$ 79.58	2,214,395	D
Common Stock [1]	06/06/2007	S	500	D	$ 79.59	2,213,895	D
Common Stock [1]	06/06/2007	S	1,400	D	$ 79.6	2,212,495	D
Common Stock [1]	06/06/2007	S	800	D	$ 79.61	2,211,695	D
Common Stock [1]	06/06/2007	S	1,039	D	$ 79.62	2,210,656	D
Common Stock [1]	06/06/2007	S	1,100	D	$ 79.63	2,209,556	D
Common Stock [1]	06/06/2007	S	1,100	D	$ 79.64	2,208,456	D
Common Stock [1]	06/06/2007	S	400	D	$ 79.65	2,208,056	D
Common Stock [1]	06/06/2007	S	400	D	$ 79.66	2,207,656	D
Common Stock [1]	06/06/2007	S	400	D	$ 79.67	2,207,256	D
Common Stock [1]	06/06/2007	S	200	D	$ 79.68	2,207,056	D
Common Stock [1]	06/06/2007	S	100	D	$ 79.69	2,206,956	D
Common Stock [1]	06/06/2007	S	200	D	$ 79.7	2,206,756	D
Common Stock [1]	06/06/2007	S	100	D	$ 79.71	2,206,656	D
Common Stock [1]	06/06/2007	S	100	D	$ 79.74	2,206,556	D
Common Stock [1]	06/06/2007	S	100	D	$ 79.76	2,206,456	D
	06/06/2007	S	100	D	$ 79.8	2,206,356	D

Common Stock [(1)](#)									
Common Stock [(1)](#)	06/06/2007			S	100	D	$ 79.86	2,206,256	D
Common Stock								107,502	I	By Fairbank Morris

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	$ 16.25	06/06/2007		M		10,739		[(2)](#)	12/17/2007	COF	10,739	$

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

/s/ Tangela S. Richter (POA) on file for Richard D. Fairbank	06/07/2007
**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 February 1, 2007, in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

(2)   This option became exercisable upon stockholder approval on April 23, 1998, since the performance-based vesting criteria of the option was satisfied on April 16, 1998, the date on which the trading price of the Common Stock first exceeded $84.00 (pre-stock split) for at least ten trading days in any thirty calendar-day period. This requirement had to be satisfied on or before the third anniversary of the grant date of this option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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