

CAPITAL ONE FINANCIAL CORP

Form 4

March 10, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

MCLEAN, VA 22102

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2005

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

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 03/08/2005 ⁽²⁾ | | S | | 6,800 | D | \$ 77.59 |
| Common Stock ⁽¹⁾ | 03/08/2005 ⁽²⁾ | | S | | 11,800 | D | \$ 77.6 |
| Common Stock ⁽¹⁾ | 03/08/2005 ⁽²⁾ | | S | | 3,000 | D | \$ 77.61 |
| Common Stock ⁽¹⁾ | 03/08/2005 ⁽²⁾ | | S | | 900 | D | \$ 77.62 |
| Common Stock ⁽¹⁾ | 03/08/2005 ⁽²⁾ | | S | | 2,200 | D | \$ 77.63 |

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| | | | | | | | |
|----------------------------|---------------------------|---|--------|---|-------------|-----------|---|
| Common Stock <u>(1)</u> | 03/08/2005 ⁽¹⁾ | S | 1,000 | D | \$ 77.64 | 1,502,686 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 3,100 | D | \$ 77.65 | 1,499,586 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 700 | D | \$ 77.68 | 1,498,886 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 5,500 | D | \$ 77.7 | 1,493,386 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 3,300 | D | \$ 77.71 | 1,490,086 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 3,500 | D | \$ 77.72 | 1,486,586 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 9,100 | D | \$ 77.73 | 1,477,486 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 9,000 | D | \$ 77.75 | 1,468,486 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 10,200 | D | \$ 77.76 | 1,458,286 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 700 | D | \$ 77.78 | 1,457,586 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 3,100 | D | \$ 77.8 | 1,454,486 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 1,400 | D | \$ 77.81 | 1,453,086 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 1,800 | D | \$ 77.85 | 1,451,286 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 10,000 | D | \$ 77.89 | 1,441,286 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 20,000 | D | \$ 78 | 1,421,286 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 8,500 | D | \$ 78.2 | 1,412,786 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 1,500 | D | \$ 78.23 | 1,411,286 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 3,900 | D | \$ 78.25 | 1,407,386 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 100 | D | \$ 78.3 | 1,407,286 | D |
| Common Stock <u>(1)</u> | 03/08/2005 ⁽²⁾ | S | 900 | D | \$ 77.84 | 1,406,386 | D |
| | | | | | | 107,502 | I |

Common
StockBy
Fairbank
Morris
Inc.

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

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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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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: Jean K. Traub (POA
on File)

03/10/2005

**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.

(2)

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Due to SEC rules limiting the number of non-derivative transactions that can be reported on a single Form 4, this Form 4 is a continuation of the Form 4 filed for the same date listed above.

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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