

CAPITAL ONE FINANCIAL CORP
 Form 4
 May 15, 2008

FORM 4

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

OMB APPROVAL

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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)
05/14/2008

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 05/14/2008 | | M | | 14,634 | A | \$ 33.77 |
| Common Stock ⁽¹⁾ | 05/14/2008 | | S | | 134 | D | \$ 51.08 |
| Common Stock ⁽¹⁾ | 05/14/2008 | | S | | 200 | D | \$ 51.12 |
| Common Stock ⁽¹⁾ | 05/14/2008 | | S | | 200 | D | \$ 51.19 |
| Common Stock ⁽¹⁾ | 05/14/2008 | | S | | 200 | D | \$ 51.2 |

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| | | | | | | | |
|-------------------------|------------|---|-----|---|----------|-----------|---|
| Common Stock <u>(1)</u> | 05/14/2008 | S | 300 | D | \$ 51.22 | 2,451,754 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.23 | 2,451,654 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.25 | 2,451,554 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 200 | D | \$ 51.26 | 2,451,354 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.33 | 2,451,254 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 200 | D | \$ 51.37 | 2,451,054 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.38 | 2,450,954 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.5 | 2,450,854 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.51 | 2,450,754 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.53 | 2,450,654 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 200 | D | \$ 51.54 | 2,450,454 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.55 | 2,450,354 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.56 | 2,450,254 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.57 | 2,450,154 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.58 | 2,450,054 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 300 | D | \$ 51.59 | 2,449,754 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 200 | D | \$ 51.6 | 2,449,554 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.62 | 2,449,454 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.63 | 2,449,354 | D |
| Common Stock <u>(1)</u> | 05/14/2008 | S | 100 | D | \$ 51.65 | 2,449,254 | D |
| | 05/14/2008 | S | 100 | D | | 2,449,154 | D |

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| | | | | | | | | |
|-----------------------------|------------|---|-----|---|----------|-----------|---|--------------------|
| Common Stock ⁽¹⁾ | | | | | \$ 51.66 | | | |
| Common Stock ⁽¹⁾ | 05/14/2008 | S | 100 | D | \$ 51.68 | 2,449,054 | D | |
| Common Stock ⁽¹⁾ | 05/14/2008 | S | 100 | D | \$ 51.69 | 2,448,954 | 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.

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 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 Deriv Secur (Inst | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 33.77 | 05/14/2008 | | M | 14,634 | ⁽²⁾ | 06/10/2008 | COF | 14,634 |

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

05/15/2008

__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 was subject to and received stockholder approval on April 29, 1999, and the performance-based vesting criteria of the option was satisfied on September 11, 2000, the date on which the fair market value of the common stock reached and remained at or above \$58.33 for at least ten trading days in any 30 calendar-day period. This requirement had to be satisfied on or before June 11, 2001.

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.