#### CAPITAL ONE FINANCIAL CORP

Form 4 May 15, 2007

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

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**SECURITIES** obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * FAIRBANK RICHARD D		2. Issuer Name <b>and</b> Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP [COF]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 05/11/2007				_X_ Director 10% Owner X Officer (give title Other (specify below) Chairman, CEO and President			
				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		
(City)	(State)	(Zip)	Tabl	le I - Non-	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution	ned 3. 4. Securities Acquired n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)  Oay/Year) (Instr. 8)  (A) or		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)			
Common Stock (1)	05/11/2007			Code V M	Amount 10,739	(D)	Price \$ 16.25	2,216,995	D	
Common Stock (1)	05/11/2007			S	100	D	\$ 76.52	2,216,895	D	
Common Stock (1)	05/11/2007			S	100	D	\$ 76.54	2,216,795	D	
Common Stock (1)	05/11/2007			S	100	D	\$ 76.55	2,216,695	D	
Common Stock (1)	05/11/2007			S	100	D	\$ 76.62	2,216,595	D	

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Common Stock ©         05/11/2007         S         100         D         \$ 76.63         2,216,495           Common Stock ©         05/11/2007         S         100         D         \$ 76.64         2,216,395           Common Stock ©         05/11/2007         S         100         D         \$ 76.67         2,216,195           Common Stock ©         05/11/2007         S         100         D         \$ 76.69         2,216,195           Common Stock ©         05/11/2007         S         100         D         \$ 76.79         2,216,095           Common Stock ©         05/11/2007         S         100         D         \$ 76.72         2,215,995           Common Stock ©         05/11/2007         S         200         D         \$ 76.73         2,215,995           Common Stock ©         05/11/2007         S         100         D         \$ 76.73         2,215,995           Common Stock ©         05/11/2007         S         100         D         \$ 76.74         2,215,995           Common Stock ©         05/11/2007         S         100         D         \$ 76.79         2,215,995           Common Stock ©         05/11/2007         S         300         D         \$ 7								
Stock ⊕ Common Com		05/11/2007	S	100	D	\$ 76.63	2,216,495	D
Stock Φ         05/11/2007         S         100         D         76.67         2,216,195           Common Stock Φ         05/11/2007         S         100         D         76.69         2,216,195           Common Stock Φ         05/11/2007         S         100         D         76.71         2,216,095           Common Stock Φ         05/11/2007         S         200         D         76.72         2,215,995           Common Stock Φ         05/11/2007         S         200         D         76.73         2,215,795           Common Stock Φ         05/11/2007         S         100         D         76.73         2,215,595           Common Stock Φ         05/11/2007         S         100         D         76.75         2,215,495           Common Stock Φ         05/11/2007         S         200         D         76.81         2,215,495           Common Stock Φ         05/11/2007         S         300         D         76.81         2,215,495           Common Stock Φ         05/11/2007         S         300         D         76.81         2,214,895           Common Stock Φ         05/11/2007         S         300         D         76.96         2,214,5		05/11/2007	S	100	D		2,216,395	D
Stock Φ         05/11/2007         S         100         D         76.69         2210,193           Common Stock Φ         05/11/2007         S         100         D         8,76.71         2,216,095           Common Stock Φ         05/11/2007         S         100         D         8,76.72         2,215,995           Common Stock Φ         05/11/2007         S         200         D         8,76.73         2,215,795           Common Stock Φ         05/11/2007         S         100         D         8,76.74         2,215,895           Common Stock Φ         05/11/2007         S         100         D         8,76.75         2,215,495           Common Stock Φ         05/11/2007         S         100         D         8,76.75         2,215,495           Common Stock Φ         05/11/2007         S         200         D         8,76.75         2,215,495           Common Stock Φ         05/11/2007         S         300         D         8,76.81         2,215,195           Common Stock Φ         05/11/2007         S         300         D         8,76.85         2,214,895           Common Stock Φ         05/11/2007         S         200         D         8,76.92		05/11/2007	S	100	D		2,216,295	D
Stock Φ (D)         05/11/2007         S 100 D 76.71         2,216,093           Common Stock Φ (D)         05/11/2007         S 100 D 76.72         2,215,995           Common Stock Φ (D)         05/11/2007         S 200 D 76.73         2,215,795           Common Stock Φ (D)         05/11/2007         S 100 D 76.74         2,215,595           Common Stock Φ (D)         05/11/2007         S 100 D 76.75         2,215,495           Common Stock Φ (D)         05/11/2007         S 100 D 76.79         2,215,395           Common Stock Φ (D)         05/11/2007         S 200 D 76.81         2,215,195           Common Stock Φ (D)         05/11/2007         S 300 D 76.85         2,214,895           Common Stock Φ (D)         05/11/2007         S 300 D 76.86         2,214,595           Common Stock Φ (D)         05/11/2007         S 100 D 76.89         2,214,495           Common Stock Φ (D)         05/11/2007         S 200 D 87.69         2,214,295           Common Stock Φ (D)         05/11/2007         S 400 D 76.91         2,213,895           Common Stock Φ (D)         05/11/2007         S 600 D 76.92         2,213,295           Common Stock Φ (D)         05/11/2007         S 600 D 76.93         2,212,695           Common Stock Φ (D)         05/11/2007		05/11/2007	S	100	D	\$ 76.69	2,216,195	D
Stock Φ         05/11/2007         S         100         D         76.72         2:213,993           Common Stock Φ         05/11/2007         S         200         D         \$ 76.73         2,215,795           Common Stock Φ         05/11/2007         S         200         D         \$ 76.74         2,215,595           Common Stock Φ         05/11/2007         S         100         D         \$ 76.75         2,215,495           Common Stock Φ         05/11/2007         S         100         D         \$ 76.75         2,215,395           Common Stock Φ         05/11/2007         S         200         D         \$ 76.79         2,215,395           Common Stock Φ         05/11/2007         S         300         D         \$ 76.81         2,215,195           Common Stock Φ         05/11/2007         S         300         D         \$ 76.85         2,214,895           Common Stock Φ         05/11/2007         S         300         D         \$ 76.89         2,214,495           Common Stock Φ         05/11/2007         S         400         D         \$ 76.91         2,213,895           Common Stock Φ         05/11/2007         S         600         D         \$ 76.92		05/11/2007	S	100	D		2,216,095	D
Stock (1)         05/11/2007         S         200         D         76.73         2.213,795           Common Stock (1)         05/11/2007         S         200         D         \$ 76.74         2,215,595           Common Stock (1)         05/11/2007         S         100         D         \$ 76.75         2,215,495           Common Stock (1)         05/11/2007         S         100         D         \$ 76.79         2,215,395           Common Stock (1)         05/11/2007         S         200         D         \$ 76.81         2,215,195           Common Stock (1)         05/11/2007         S         300         D         \$ 76.85         2,214,895           Common Stock (1)         05/11/2007         S         300         D         \$ 76.86         2,214,895           Common Stock (1)         05/11/2007         S         100         D         \$ 76.89         2,214,495           Common Stock (1)         05/11/2007         S         200         D         \$ 76.99         2,214,295           Common Stock (1)         05/11/2007         S         600         D         \$ 76.91         2,213,295           Common Stock (1)         05/11/2007         S         600         D		05/11/2007	S	100	D		2,215,995	D
Common Stock (1)         05/11/2007         S         100         D         \$ 2,215,495           Common Stock (1)         05/11/2007         S         100         D         \$ 76.79         2,215,395           Common Stock (1)         05/11/2007         S         200         D         \$ 2,215,195           Common Stock (1)         05/11/2007         S         300         D         \$ 2,214,895           Common Stock (1)         05/11/2007         S         300         D         \$ 2,214,595           Common Stock (1)         05/11/2007         S         100         D         \$ 2,214,495           Common Stock (1)         05/11/2007         S         200         D         \$ 76.91         2,214,295           Common Stock (1)         05/11/2007         S         400         D         \$ 76.91         2,213,895           Common Stock (1)         05/11/2007         S         600         D         \$ 2,212,695           Common Stock (1)         05/11/2007         S         500         D         \$ 76.94         2,212,195           Common Stock (1)         05/11/2007         S         500         D         \$ 76.94         2,212,195           Common Stock (1)         05/11/2007 <td></td> <td>05/11/2007</td> <td>S</td> <td>200</td> <td>D</td> <td>\$ 76.73</td> <td>2,215,795</td> <td>D</td>		05/11/2007	S	200	D	\$ 76.73	2,215,795	D
Stock (I)         05/11/2007         S         100         D         76.75         2,213,493           Common Stock (I)         05/11/2007         S         100         D         \$76.79         2,215,395           Common Stock (I)         05/11/2007         S         200         D         \$76.81         2,215,195           Common Stock (I)         05/11/2007         S         300         D         \$76.85         2,214,895           Common Stock (I)         05/11/2007         S         100         D         \$76.86         2,214,595           Common Stock (I)         05/11/2007         S         200         D         \$76.99         2,214,495           Common Stock (I)         05/11/2007         S         400         D         \$76.91         2,213,895           Common Stock (I)         05/11/2007         S         600         D         \$76.92         2,213,295           Common Stock (I)         05/11/2007         S         600         D         \$76.93         2,212,695           Common Stock (I)         05/11/2007         S         500         D         \$76.94         2,212,195           Common Stock (I)         05/11/2007         S         500         D		05/11/2007	S	200	D	\$ 76.74	2,215,595	D
Stock (I)         05/11/2007         S         100         D         76.79         2,213,393           Common Stock (I)         05/11/2007         S         200         D         \$ 76.81         2,215,195           Common Stock (I)         05/11/2007         S         300         D         \$ 2,214,895           Common Stock (I)         05/11/2007         S         100         D         \$ 2,214,595           Common Stock (I)         05/11/2007         S         100         D         \$ 2,214,495           Common Stock (I)         05/11/2007         S         200         D         \$ 76.91         2,214,295           Common Stock (I)         05/11/2007         S         400         D         \$ 76.91         2,213,895           Common Stock (I)         05/11/2007         S         600         D         \$ 2,213,295           Common Stock (I)         05/11/2007         S         600         D         \$ 2,212,695           Common Stock (I)         05/11/2007         S         500         D         \$ 76.94         2,212,195           Common Stock (I)         05/11/2007         S         300         D         \$ 76.95         2,211,895		05/11/2007	S	100	D	\$ 76.75	2,215,495	D
$\begin{array}{c ccccccccccccccccccccccccccccccccccc$		05/11/2007	S	100	D		2,215,395	D
Stock (1)         05/11/2007         S         300         D         76.85         2,214,693           Common Stock (1)         05/11/2007         S         300         D         \$\frac{8}{76.86}\$         2,214,595           Common Stock (1)         05/11/2007         S         100         D         \$\frac{8}{76.89}\$         2,214,495           Common Stock (1)         05/11/2007         S         200         D         \$\frac{76.91}{76.91}\$         2,214,295           Common Stock (1)         05/11/2007         S         400         D         \$\frac{8}{76.91}\$         2,213,895           Common Stock (1)         05/11/2007         S         600         D         \$\frac{8}{76.92}\$         2,213,295           Common Stock (1)         05/11/2007         S         500         D         \$\frac{76.94}{76.94}\$         2,212,195           Common Stock (1)         05/11/2007         S         300         D         \$\frac{8}{76.95}\$         2,211,895		05/11/2007	S	200	D	\$ 76.81	2,215,195	D
Stock (I)         05/11/2007         S         300         D         76.86         2,214,393           Common Stock (I)         05/11/2007         S         100         D         \$76.89         2,214,495           Common Stock (I)         05/11/2007         S         200         D         \$76.9         2,214,295           Common Stock (I)         05/11/2007         S         400         D         \$76.91         2,213,895           Common Stock (I)         05/11/2007         S         600         D         \$76.92         2,213,295           Common Stock (I)         05/11/2007         S         600         D         \$76.93         2,212,695           Common Stock (I)         05/11/2007         S         500         D         \$76.94         2,212,195           Common Stock (I)         05/11/2007         S         300         D         \$76.95         2,211,895		05/11/2007	S	300	D	\$ 76.85	2,214,895	D
Stock (1)         05/11/2007         S         100         D         76.89         2,214,493           Common Stock (1)         05/11/2007         S         200         D         \$ 76.9         2,214,295           Common Stock (1)         05/11/2007         S         400         D         \$ 2,213,895           Common Stock (1)         05/11/2007         S         600         D         \$ 2,213,295           Common Stock (1)         05/11/2007         S         600         D         \$ 76.92         2,212,695           Common Stock (1)         05/11/2007         S         500         D         \$ 76.94         2,212,195           Common Stock (1)         05/11/2007         S         300         D         \$ 76.95         2,211,895		05/11/2007	S	300	D	\$ 76.86	2,214,595	D
Stock (1)         05/11/2007         S         200         D         \$ 76.9         2,214,295           Common Stock (1)         05/11/2007         S         400         D         \$ 76.91         2,213,895           Common Stock (1)         05/11/2007         S         600         D         \$ 76.92         2,213,295           Common Stock (1)         05/11/2007         S         600         D         \$ 76.93         2,212,695           Common Stock (1)         05/11/2007         S         500         D         \$ 76.94         2,212,195           Common Stock (1)         05/11/2007         S         300         D         \$ 76.95         2,211,895		05/11/2007	S	100	D	\$ 76.89	2,214,495	D
Stock (1)       05/11/2007       S       400       D       76.91       2,213,895         Common Stock (1)       05/11/2007       S       600       D       \$ 76.92       2,213,295         Common Stock (1)       05/11/2007       S       600       D       \$ 76.93       2,212,695         Common Stock (1)       05/11/2007       S       500       D       \$ 76.94       2,212,195         Common Stock (1)       05/11/2007       S       300       D       \$ 76.95       2,211,895		05/11/2007	S	200	D	\$ 76.9	2,214,295	D
Stock (1)         05/11/2007         S         600         D         76.92         2,213,293           Common Stock (1)         05/11/2007         S         600         D         \$ 76.92         2,213,293           Common Stock (1)         05/11/2007         S         500         D         \$ 76.93         2,212,695           Common Stock (1)         05/11/2007         S         300         D         \$ 76.94         2,212,195           Common Stock (1)         05/11/2007         S         300         D         \$ 76.95         2,211,895		05/11/2007	S	400	D	\$ 76.91	2,213,895	D
Common Stock (1)       05/11/2007       S       500       D       \$ 76.94       2,212,195         Common Stock (1)       05/11/2007       S       300       D       \$ 76.95       2,211,895		05/11/2007	S	600	D	\$ 76.92	2,213,295	D
Stock (1)       05/11/2007       S       300       D       76.94       2,212,193         Common Stock (1)       05/11/2007       S       300       D       \$ 2,211,895		05/11/2007	S	600	D	\$ 76.93	2,212,695	D
		05/11/2007	S	500	D		2,212,195	D
05/11/2007 S 200 D 2,211,695		05/11/2007	S	300	D	\$ 76.95	2,211,895	D
		05/11/2007	S	200	D		2,211,695	D

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Common Stock (1)					\$ 76.96			
Common Stock (1)	05/11/2007	S	600	D	\$ 76.97	2,211,095	D	
Common Stock (1)	05/11/2007	S	300	D	\$ 76.98	2,210,795	D	
Common Stock (1)	05/11/2007	S	200	D	\$ 76.99	2,210,595	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 SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration I (Month/Day	Pate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 16.25	05/11/2007		M	10,739	(2)	12/17/2007	Common Stock	10,739

# **Reporting Owners**

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

Reporting Owners 3

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### **Signatures**

Tangela S. Richter (POA on file ) for Richard D.
Fairbank

05/15/2007

\*\*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.
- 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. 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.

Signatures 4