#### CAPITAL ONE FINANCIAL CORP

Form 4 May 04, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per

response...

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

FAIRBANK RICHARD D			Symbol CAPITAL ONE FINANCIAL CORP					Issuer  (Check all applicable)				
(Last) (First) (Middle)  1680 CAPITAL ONE DRIVE			[COF] 3. Date of Earliest Transaction (Month/Day/Year) 05/02/2007					_X_ Director 10% Owner X_ Officer (give title Other (specify below)				
(Street)  MCLEAN, VA 22102				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	e I - Noi	n-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any		3. Transac Code (Instr. 8	8)	4. Securitin(A) or Dis (Instr. 3, 4)	sposed	of (D)	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) (2)	05/02/2007			S		200	D	\$ 74.18	2,207,056	D	
	Common Stock (1)	05/02/2007			S		100	D	\$ 74.19	2,206,956	D	
	Common Stock (1)	05/02/2007			S		100	D	\$ 74.2	2,206,856	D	
	Common Stock (1)	05/02/2007			S		100	D	\$ 74.21	2,206,756	D	
	Common Stock (1)	05/02/2007			S		100	D	\$ 74.22	2,206,656	D	

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Common Stock (1)	05/02/2007	S	100	D	\$ 74.23	2,206,556	D
Common Stock (1)	05/02/2007	S	100	D	\$ 74.24	2,206,456	D
Common Stock (1)	05/02/2007	S	100	D	\$ 74.27	2,206,356	D
Common Stock (1)	05/02/2007	S	100	D	\$ 74.32	2,206,256	D
Common Stock (1)	05/03/2007	M	10,739	A	\$ 16.25	2,216,995	D
Common Stock (1)	05/03/2007	S	200	D	\$ 73.98	2,216,795	D
Common Stock (1)	05/03/2007	S	200	D	\$ 73.99	2,216,595	D
Common Stock (1)	05/03/2007	S	300	D	\$ 74.01	2,216,295	D
Common Stock (1)	05/03/2007	S	300	D	\$ 74.03	2,215,995	D
Common Stock (1)	05/03/2007	S	100	D	\$ 74.05	2,215,895	D
Common Stock (1)	05/03/2007	S	200	D	\$ 74.11	2,215,695	D
Common Stock (1)	05/03/2007	S	400	D	\$ 74.14	2,215,295	D
Common Stock (1)	05/03/2007	S	300	D	\$ 74.15	2,214,995	D
Common Stock (1)	05/03/2007	S	300	D	\$ 74.18	2,214,695	D
Common Stock (1)	05/03/2007	S	100	D	\$ 74.2	2,214,595	D
Common Stock (1)	05/03/2007	S	200	D	\$ 74.21	2,214,395	D
Common Stock (1)	05/03/2007	S	400	D	\$ 74.22	2,213,995	D
Common Stock (1)	05/03/2007	S	200	D	\$ 74.24	2,213,795	D
Common Stock (1)	05/03/2007	S	600	D	\$ 74.25	2,213,195	D
Common Stock (1)	05/03/2007	S	500	D	\$ 74.26	2,212,695	D
	05/03/2007	S	100	D		2,212,595	D

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Common Stock (1)					\$ 74.27				
Common Stock (1)	05/03/2007	S	100	D	\$ 74.28	2,212,495	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.									
			Perso	ns wh	no respo	nd to the colle	ction of	SEC 1474	

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.

(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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 16.25	05/03/2007		M	10,739	<u>(3)</u>	12/17/2007	Common Stock	10,739

# **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Address	Relationships							
rioporomy o whor reamo, reaming	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) for	0	5/04/2007						

Reporting Owners 3

Date

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## **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) 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.
- 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.