CAPITAL ONE FINANCIAL CORP

Form 4

February 11, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

Symbol

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

02/08/2008

Stock (1)

FAIRBANK RICHARD D

CA			CAPITA [COF]	CAPITAL ONE FINANCIAL CORP					(Check all applicable)			
(Last) (First) (Middle) 1680 CAPITAL ONE DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 02/08/2008					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) 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	e I - Nor	ı-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	ned n Date, if Day/Year)	3. Transac Code (Instr. 8	3)	4. Securiti r(A) or Dis (Instr. 3, 4)	posed	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)	02/08/2008			M		14,634	A	\$ 33.77	2,465,696	D	
	Common Stock (1)	02/08/2008			S		100	D	\$ 47.45	2,465,596	D	
	Common Stock (1)	02/08/2008			S		100	D	\$ 47.49	2,465,496	D	
	Common Stock (1)	02/08/2008			S		100	D	\$ 47.54	2,465,396	D	
	Common	02/08/2008			c		100	D	\$	2 465 206	D	

S

100

D

2,465,296

D

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Common Stock (1)	02/08/2008	S	100	D	\$ 47.63	2,465,196	D
Common Stock (1)	02/08/2008	S	100	D	\$ 47.79	2,465,096	D
Common Stock (1)	02/08/2008	S	100	D	\$ 47.84	2,464,996	D
Common Stock (1)	02/08/2008	S	100	D	\$ 47.99	2,464,896	D
Common Stock (1)	02/08/2008	S	100	D	\$ 48	2,464,796	D
Common Stock (1)	02/08/2008	S	300	D	\$ 48.03	2,464,496	D
Common Stock (1)	02/08/2008	S	100	D	\$ 48.04	2,464,396	D
Common Stock (1)	02/08/2008	S	200	D	\$ 48.07	2,464,196	D
Common Stock (1)	02/08/2008	S	100	D	\$ 48.09	2,464,096	D
Common Stock (1)	02/08/2008	S	100	D	\$ 48.13	2,463,996	D
Common Stock (1)	02/08/2008	S	100	D	\$ 48.17	2,463,896	D
Common Stock (1)	02/08/2008	S	100	D	\$ 48.21	2,463,796	D
Common Stock (1)	02/08/2008	S	100	D	\$ 48.22	2,463,696	D
Common Stock (1)	02/08/2008	S	100	D	\$ 48.23	2,463,596	D
Common Stock (1)	02/08/2008	S	200	D	\$ 48.24	2,463,396	D
Common Stock (1)	02/08/2008	S	100	D	\$ 48.27	2,463,296	D
Common Stock (1)	02/08/2008	S	100	D	\$ 48.28	2,463,196	D
Common Stock (1)	02/08/2008	S	100	D	\$ 48.31	2,463,096	D
Common Stock (1)	02/08/2008	S	200	D	\$ 48.34	2,462,896	D
Common Stock (1)	02/08/2008	S	100	D	\$ 48.36	2,462,796	D
	02/08/2008	S	100	D		2,462,696	D

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Common Stock (1)					\$ 48.37			
Common Stock (1)	02/08/2008	S	100	D	\$ 48.39	2,462,596	D	
Common Stock (1)	02/08/2008	S	100	D	\$ 48.41	2,462,496	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.

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)	Code	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year) A) d of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
			Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	3
Employee Stock Option (Right to Buy)	\$ 33.77	02/08/2008	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			Chairman,				
1680 CAPITAL ONE DRIVE	X		CEO and				
MCLEAN, VA 22102			President				

Reporting Owners 3

Signatures

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

02/11/2008

**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).
- 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 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.

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