CAPITAL ONE FINANCIAL CORP

Form 4 May 29, 2008

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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response...

5. Relationship of Reporting Person(s) to

January 31,

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

FAIRBANK RICHARD D			Symbol CAPITAL ONE FINANCIAL CORP [COF]					CORP	Issuer (Check all applicable)		
(Last) (First) (Middle) 1680 CAPITAL ONE DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 05/27/2008						X Director 10% OwnerX Officer (give title Other (specify below) Chairman, CEO and President		
Filed(Mo				nendment, Date Original onth/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		
MCLEAN,	VA 22102								Person		
(City)	(State)	(Zip)	Tabl	e I - Nor	ı-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8) (A) or				d 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)	
Common Stock (1) (2)	05/27/2008			S		100	D	\$ 48.62	2,440,461	D	
Common Stock (1)	05/27/2008			S		100	D	\$ 48.63	2,440,361	D	
Common Stock (1)	05/27/2008			S		100	D	\$ 48.65	2,440,261	D	
Common Stock (1)	05/27/2008			S		100	D	\$ 48.66	2,440,161	D	
Common Stock (1)	05/27/2008			S		100	D	\$ 48.67	2,440,061	D	

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Common Stock (1)	05/27/2008	S	200	D	\$ 48.68	2,439,861	D	
Common Stock (1)	05/27/2008	S	100	D	\$ 48.69	2,439,761	D	
Common Stock (1)	05/27/2008	S	200	D	\$ 48.7	2,439,561	D	
Common Stock (1)	05/27/2008	S	200	D	\$ 48.71	2,439,361	D	
Common Stock (1)	05/27/2008	S	100	D	\$ 48.72	2,439,261	D	
Common Stock (1)	05/27/2008	S	100	D	\$ 48.73	2,439,161	D	
Common Stock (1)	05/27/2008	S	100	D	\$ 48.74	2,439,061	D	
Common Stock (1)	05/27/2008	S	200	D	\$ 48.75	2,438,861	D	
Common Stock (1)	05/27/2008	S	200	D	\$ 48.77	2,438,661	D	
Common Stock (1)	05/27/2008	S	200	D	\$ 48.78	2,438,461	D	
Common Stock (1)	05/27/2008	S	100	D	\$ 48.79	2,438,361	D	
Common Stock (1)	05/27/2008	S	200	D	\$ 48.82	2,438,161	D	
Common Stock (1)						107,502	I	By Fairbank Morris

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

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(Instr. 3, 4, and 5)

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
05/29/2008

**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) 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. 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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