CAPITAL ONE FINANCIAL CORP

Form 4 July 03, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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January 31,

2005

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OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

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. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

FAIRBANK RICHARD D			Symbol CAPITAL ONE FINANCIAL CORP [COF]					Issuer (Check all applicable)				
(Last) (First) (Middle) 1680 CAPITAL ONE DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 06/29/2007					X Director 10% Owner X Officer (give title Other (specify below) chairman, CEO and President				
(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 Acqı	iired, Disposed of	, or Beneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any	med n Date, if Day/Year)	3. Transac Code (Instr. 8	8)	4. Securiti n(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)	06/29/2007			M		10,739	A	\$ 16.25	2,216,677	D	
	Common Stock (1)	06/29/2007			S		100	D	\$ 78.01	2,216,577	D	
	Common Stock (1)	06/29/2007			S		100	D	\$ 78.05	2,216,477	D	
	Common Stock (1)	06/29/2007			S		100	D	\$ 78.07	2,216,377	D	
	Common Stock (1)	06/29/2007			S		100	D	\$ 78.08	2,216,277	D	

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Common Stock (1)	06/29/2007	S	400	D	\$ 78.09	2,215,877	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.11	2,215,777	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.12	2,215,677	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.22	2,215,577	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.23	2,215,477	D
Common Stock (1)	06/29/2007	S	300	D	\$ 78.24	2,215,177	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.26	2,215,077	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.27	2,214,977	D
Common Stock (1)	06/29/2007	S	200	D	\$ 78.29	2,214,777	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.3	2,214,677	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.31	2,214,577	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.32	2,214,477	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.35	2,214,377	D
Common Stock (1)	06/29/2007	S	139	D	\$ 78.41	2,214,238	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.58	2,214,138	D
Common Stock (1)	06/29/2007	S	200	D	\$ 78.61	2,213,938	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.62	2,213,838	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.63	2,213,738	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.65	2,213,638	D
Common Stock (1)	06/29/2007	S	100	D	\$ 78.67	2,213,538	D
	06/29/2007	S	200	D		2,213,338	D

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Common Stock (1)					\$ 78.69			
Common Stock (1)	06/29/2007	S	100	D	\$ 78.7	2,213,238	D	
Common Stock (1)	06/29/2007	S	100	D	\$ 78.73	2,213,138	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		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	
Employee Stock Option (Right to Buy)	\$ 16.25	06/29/2007		M		10,739	(2)	12/17/2007	COF	10,739	\$

Relationshins

Reporting Owners

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

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Signatures

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

07/03/2007

**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.

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