

CAPITAL ONE FINANCIAL CORP  
 Form 4  
 May 22, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FAIRBANK RICHARD D**

2. Issuer Name and Ticker or Trading Symbol  
**CAPITAL ONE FINANCIAL CORP [COF]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**1680 CAPITAL ONE DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/20/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, CEO and President**

**MCLEAN, VA 22102**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (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 Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock <sup>(1)</sup>	05/20/2008		M		14,634	\$ 33.77	2,452,788	D
Common Stock <sup>(1)</sup>	05/20/2008		S		200	\$ 49.26	2,452,588	D
Common Stock <sup>(1)</sup>	05/20/2008		S		100	\$ 49.28	2,452,488	D
Common Stock <sup>(1)</sup>	05/20/2008		S		100	\$ 49.29	2,452,388	D
Common Stock <sup>(1)</sup>	05/20/2008		S		200	\$ 49.3	2,452,188	D

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Common Stock <u>(1)</u>	05/20/2008	S	100	D	\$ 49.31	2,452,088	D
Common Stock <u>(1)</u>	05/20/2008	S	100	D	\$ 49.47	2,451,988	D
Common Stock <u>(1)</u>	05/20/2008	S	100	D	\$ 49.48	2,451,888	D
Common Stock <u>(1)</u>	05/20/2008	S	100	D	\$ 49.49	2,451,788	D
Common Stock <u>(1)</u>	05/20/2008	S	200	D	\$ 49.5	2,451,588	D
Common Stock <u>(1)</u>	05/20/2008	S	200	D	\$ 49.51	2,451,388	D
Common Stock <u>(1)</u>	05/20/2008	S	100	D	\$ 49.53	2,451,288	D
Common Stock <u>(1)</u>	05/20/2008	S	100	D	\$ 49.54	2,451,188	D
Common Stock <u>(1)</u>	05/20/2008	S	200	D	\$ 49.58	2,450,988	D
Common Stock <u>(1)</u>	05/20/2008	S	200	D	\$ 49.59	2,450,788	D
Common Stock <u>(1)</u>	05/20/2008	S	100	D	\$ 49.6	2,450,688	D
Common Stock <u>(1)</u>	05/20/2008	S	100	D	\$ 49.61	2,450,588	D
Common Stock <u>(1)</u>	05/20/2008	S	100	D	\$ 49.62	2,450,488	D
Common Stock <u>(1)</u>	05/20/2008	S	100	D	\$ 49.63	2,450,388	D
Common Stock <u>(1)</u>	05/20/2008	S	200	D	\$ 49.64	2,450,188	D
Common Stock <u>(1)</u>	05/19/2008	S	700	D	\$ 49.65	2,449,488	D
Common Stock <u>(1)</u>	05/20/2008	S	400	D	\$ 49.66	2,449,088	D
Common Stock <u>(1)</u>	05/20/2008	S	100	D	\$ 49.67	2,448,988	D
Common Stock <u>(1)</u>	05/20/2008	S	300	D	\$ 49.68	2,448,688	D
Common Stock <u>(1)</u>	05/20/2008	S	200	D	\$ 49.69	2,448,488	D
	05/20/2008	S	100	D		2,448,388	D

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Common Stock <sup>(1)</sup>					\$ 49.71			
Common Stock <sup>(1)</sup>	05/20/2008	S	200	D	\$ 49.73	2,448,188	D	
Common Stock <sup>(1)</sup>	05/20/2008	S	400	D	\$ 49.74	2,447,788	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.

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**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 33.77	05/20/2008		M	14,634	<sup>(2)</sup>	06/10/2008	COF	14,634

## 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

05/22/2008

\_\_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) 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.