

CAPITAL ONE FINANCIAL CORP  
Form 10-Q/A  
April 12, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q/A**

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(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2005

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 1-13300

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**CAPITAL ONE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**54-1719854**  
(I.R.S. Employer  
Identification No.)

**1680 Capital One Drive, McLean, Virginia**  
(Address of principal executive offices)

**22102**  
(Zip Code)

**(703) 720-1000**

(Registrant's telephone number, including area code)

**(Not Applicable)**

(Former name, former address and former fiscal year, if changed since last report)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.): Yes  No

As of September 30, 2005 there were 266,611,478 shares of the registrant's Common Stock, par value \$.01 per share, outstanding.

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**Explanatory Note**

This Amendment No. 1 on Form 10-Q/A is being filed solely to provide language that was inadvertently omitted from the certifications provided as Exhibits 31.1 and 31.2.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**CAPITAL ONE FINANCIAL CORPORATION**

(Registrant)

Date: April 11, 2006

/s/ GARY L. PERLIN  
Gary L. Perlin

Executive Vice President and

Chief Financial Officer

(Principal Financial Officer

and duly authorized officer

of the Registrant)