

CAPITAL ONE FINANCIAL CORP
 Form 144
 July 26, 2007

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

OMB APPROVAL
 OMB Number: 3235-0101
 Expires: December 31, 2006
 Estimated average burden
 hours per response

FORM 144

4.47

NOTICE OF PROPOSED SALE OF SECURITIES

SEC USE ONLY

DOCUMENT SEQUENCE NO.

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

CUSIP NUMBER

WORK LOCATION

| | | | | |
|--|---|--|---|--|
| <p>1(a) NAME OF ISSUER (Please type or print)</p> <p style="margin-left: 40px;">Capital One Financial Corporation</p> <p>1(d) ADDRESS OF ISSUER</p> <p style="margin-left: 40px;">1680 Capital One Drive</p> <p>2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD</p> <p style="margin-left: 40px;">Gregor S. Bailar</p> | <p>(b) IRS IDENT. NO.</p> <p style="margin-left: 40px;">N/A</p> <p>(c) RELATIONSHIP TO ISSUER</p> <p style="margin-left: 40px;">Chief Information Officer</p> | <p>(b) IRS IDENT. NO.</p> <p style="margin-left: 40px;">54-1719854</p> <p>(d) ADDRESS</p> <p style="margin-left: 40px;">1680 Capital One Drive</p> | <p>(c) S.E.C. FILE NO.</p> <p style="margin-left: 40px;">1-13300</p> <p>(e) TELEPHONE NO.</p> <p style="margin-left: 40px;">720-1000</p> <p>(f) ADDRESS</p> <p style="margin-left: 40px;">McLean VA 22102</p> | <p>(e) TELEPHONE NO.</p> <p style="margin-left: 40px;">720-1000</p> <p>(f) ADDRESS</p> <p style="margin-left: 40px;">McLean VA 22102</p> |
|--|---|--|---|--|

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3(a) Title of the | (b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | SEC USE ONLY Broker-Dealer File Number | (c) Number of Shares or Other Units To Be Sold (See instr. 3(c)) | (d) Aggregate Market Value (See instr. 3(d)) | (e) Number of Shares or Other Units Outstanding (See instr. 3(e)) | (f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.) | (g) Name of Each Securities Exchange (See instr. 3(g)) |
|----------------------|---|---|--|--|---|--|--|
| Common Stock | E* Trade Financial 1095 White Rock Road Rancho Cordova, CA 95670 | | 108,585 | \$8,173,192.95 @ 7/25/2007 | 415,593,371 @ 04/30/2007 | 07/27/2007 to 08/03/2007 | NYSE |

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code

(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's I.R.S. identification number, if such person is an entity

(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer

(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

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TABLE I SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold

and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of | Date you | Name of Person from Whom Acquired | | Amount of | Date of | Nature of |
|--------------|----------|---|--|---------------------|---------|---|
| the Class | Acquired | Nature of Acquisition Transaction | (If gift, also give date donor acquired) | Securities Acquired | Payment | Payment |
| Common Stock | Various | Vesting of Options granted by Capital One Financial Corporation | Capital One Financial Corporation | 108,585 | Various | Vesting of Options granted by Capital One Financial Corporation |

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
|----------------------------|--------------------------|--------------|---------------------------|----------------|

REMARKS:

INSTRUCTIONS:

See the definition of person in paragraph (a) of Rule 144. Information to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

7/26/2007

/s/ G.S. Bailar

DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

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Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (01-04)