CAPITAL ONE FINANCIAL CORP
Form 4
March 07, 2005

FORM 4

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

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

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).

(Print or Type Responses)

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

(Last) (First) (Middle)

1680 CAPITAL ONE DRIVE

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2005

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, CEO and President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	03/03/2005		M		122,900	A	$ 9.73	1,028,286	D	
Common Stock (1)	03/03/2005		S		35,100	D	$ 77.25	993,186	D	
Common Stock (1)	03/03/2005		S		4,100	D	$ 77.26	989,086	D	
Common Stock (1)	03/03/2005		S		900	D	$ 77.27	988,186	D	
Common Stock (1)	03/03/2005		S		700	D	$ 77.28	987,486	D	

Common Stock (1)	03/03/2005		S	3,100	D	$ 77.29	984,386	D	
Common Stock (1)	03/03/2005		S	2,100	D	$ 77.3	982,286	D	
Common Stock (1)	03/03/2005		S	1,700	D	$ 77.31	980,586	D	
Common Stock (1)	03/03/2005		S	3,400	D	$ 77.32	977,186	D	
Common Stock (1)	03/03/2005		S	1,400	D	$ 77.35	975,786	D	
Common Stock (1)	03/03/2005		S	700	D	$ 77.36	975,086	D	
Common Stock (1)	03/03/2005		S	800	D	$ 77.37	974,286	D	
Common Stock (1)	03/03/2005		S	100	D	$ 77.38	974,186	D	
Common Stock (1)	03/03/2005		S	2,600	D	$ 77.39	971,586	D	
Common Stock (1)	03/03/2005		S	2,200	D	$ 77.4	969,386	D	
Common Stock (1)	03/03/2005		S	400	D	$ 77.33	968,986	D	
Common Stock (1)	03/03/2005		S	900	D	$ 77.43	968,086	D	
Common Stock (1)	03/03/2005		S	500	D	$ 77.44	967,586	D	
Common Stock (1)	03/03/2005		S	200	D	$ 77.47	967,386	D	
Common Stock							107,502	I	By Fairbank Morris Inc.

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	$ 9.73	03/03/2005		M		122,900	(2)	09/15/2005	Common Stock	122,90

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

By: Polly A. Nyquist (POA on File)	03/07/2005
**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 November 12, 2004 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

(2) This option is fully vested. The option vested in 1997 and 1998 in accordance with the following schedule: 50% vested when the trading price of the Common Stock equaled or exceeded $37.50 for at least 10 business days within any period of 30 consecutive days; 25% when the trading price of the Common Stock equaled or exceeded $43.75 for at least 10 business days within any period of 30 consecutive days; and the remaining 25% when the trading price of the Common Stock equaled or exceeded $50.00 for 10 business days within any period of 30 consecutive days.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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