

CAPITAL ONE FINANCIAL CORP
Form 11-K
June 29, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 11-K
FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS AND
SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2006

or

" TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 1-13300

A) Full title of the plan and the address of the plan, if different from that of the issuer named below:
HIBERNIA CORPORATION RETIREMENT SECURITY PLAN

313 CARONDELET STREET

NEW ORLEANS, LA 70130

B) Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

CAPITAL ONE FINANCIAL CORPORATION

1680 CAPITAL ONE DRIVE

MCLEAN, VA 22102

Financial Statements and Exhibits

(a) Financial Statements

Filed as a part of this report on Form 11-K are the audited financial statements of the Hibernia Corporation Retirement Security Plan as of and for the years ended December 31, 2006 and 2005.

(b) Exhibits

Exhibit 23 Consent of Independent Registered Public Accounting Firm

Signatures

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

HIBERNIA CORPORATION

RETIREMENT SECURITY PLAN

(Name of Plan)

By: /s/ Gary L. Perlin

Name: Gary L. Perlin

on behalf of the Benefits Committee

as Plan Administrator

Dated: June 29, 2007

Hibernia Corporation

Retirement Security Plan

Financial Statements

And Supplemental Schedule

Years Ended December 31, 2006 and 2005

With Report of Independent Registered Public Accounting Firm

Hibernia Corporation Retirement Security Plan

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Audited Financial Statements

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Report of Independent Registered Public Accounting Firm

Benefits Committee

Capital One Financial Corporation

We have audited the accompanying statements of net assets available for benefits of Hibernia Corporation Retirement Security Plan as of December 31, 2006 and 2005 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of the internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2006 and 2005, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2006 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young

McLean, VA

June 25, 2007

Hibernia Corporation Retirement Security Plan**Statements of Net Assets Available for Benefits**

| | December 31 | |
|-------------------------------------------------------|--------------------|-------------------|
| | 2006 | 2005 |
| | (\$ in thousands) | |
| Assets | | |
| Investments, at fair value: | | |
| Capital One Financial Corporation Common stock | \$ 54,881 | \$ 47,216 |
| Mutual funds | 211,993 | 219,165 |
| Loans to participants | 6,520 | 7,546 |
| Total investments | 273,394 | 273,927 |
| Cash | 130 | 678 |
| Dividends and interest receivable | | 290 |
| Due from Capital One National Association | 1,015 | 872 |
| Due from brokers, net | | 42 |
| Net Assets Available for Benefits | \$ 274,539 | \$ 275,809 |

See notes to Financial Statements

Hibernia Corporation Retirement Security Plan

Statements of Changes in Net Assets Available for Benefits

| | Year ended December 31 | |
|---------------------------------------------------------------|---------------------------|-------------------|
| | 2006 | 2005 |
| | (\$ in thousands) | |
| Additions | | |
| Net appreciation in fair value of common stock | \$ (6,115) | \$ 8,151 |
| Net appreciation in fair value of mutual funds | 2,796 | 7,357 |
| Interest and dividend income | 15,396 | 5,704 |
| Contributions: | | |
| Participants | 14,548 | 14,850 |
| Employer | 10,161 | 10,426 |
| Rollovers from other qualified plans | 1,277 | 244 |
| | 38,063 | 46,732 |
| Deductions | | |
| Distributions to participants | 39,333 | 22,547 |
| | 39,333 | 22,547 |
| Net (Decrease) Increase | (1,270) | 24,185 |
| Net assets available for benefits at beginning of year | 275,809 | 251,624 |
| Net Assets Available for Benefits at End of Year | \$ 274,539 | \$ 275,809 |

See notes to financial statements.

Hibernia Corporation Retirement Security Plan

Notes to Financial Statements

Note 1 Description of the Plan

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description.

The Hibernia Corporation Retirement Security Plan (the Plan) is a contributory, defined contribution plan conforming to the requirements of section 401(k) of the Internal Revenue Code (Code) and has been amended and restated in order to comply with the provisions of, among other legislation, the Small Business Job Protection Act of 1996, the General Agreement on Tariffs and Trade, The Taxpayer Relief Act of 1997, and the Internal Revenue Code Restructuring Reform Act of 1998. Hibernia Corporation, the original Plan Sponsor, was acquired by Capital One Financial Corporation (Capital One) on November 16, 2005 with Capital One continuing as the surviving corporation and current Plan Sponsor (See Note 6). The Plan is administered and maintained jointly by the Plan Administrator, which is the Employee Benefit Plans Committee (the Committee), and the Trust Department of Capital One National Association, formerly Hibernia National Bank, (the Trustee). The Committee believes that the Plan is designed to comply with all requirements of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan's assets are maintained and administered by the Trustee under a trust agreement, which places certain investment responsibilities with the Trustee.

Employees are eligible to participate in the Plan on the first day of the quarter following the completion of one year of service. Participants can choose to contribute up to 25% of their compensation to the Plan (subject to certain Internal Revenue Service limitations), a portion of which is matched, if applicable. All employees who become eligible to participate in the Plan are deemed to have elected a contribution equal to 3% of their compensation in the event that no deferral election form is returned. The determination as to whether employer matching contributions are made is at the sole discretion of the Board of Directors of the Plan's Sponsor. The employer match is a percentage of pre-tax employee contributions, which is determined in advance by the Board of Directors on or before the last day of the preceding Plan year. The Plan's Sponsor matched employee contributions up to a maximum of 5% of their compensation contributed for 2006 and 2005.

The employer's contributions are invested in common stock of the Plan's Sponsor. Participants may elect to transfer existing balances or employer contributions received to any of the Plan's investment options on a daily basis. Amounts allocated to the common stock fund of the Plan's Sponsor are considered to constitute a stock bonus plan that is designated as an employee stock ownership plan within the meaning of Code Section 4975(e)(7).

The Plan is designated a Safe Harbor Plan. As a result of this designation, participants are immediately fully vested in both their own contributions as well as the employer's matching contributions.

Hibernia Corporation Retirement Security Plan

Notes to Financial Statements

Note 1 Description of the Plan Continued

A separate account is established for each participant. The participant accounts share in the earnings (losses) of the various investment funds based upon the participant's pro-rata interest in the respective funds.

Employees can contribute rollover distributions from other qualified plans, at the discretion of the Committee.

The Plan allows for mandatory distribution to participants who have terminated their employment with account balances less than \$1,000 (\$5,000 prior to March 28, 2005). Participants with account balances greater than \$1,000 (\$5,000 prior to March 28, 2005) can designate the terms of their distribution, subject to the provisions of the Plan. Participants are allowed other withdrawals, such as various in-service distributions, hardship withdrawals, and death benefits, from their account subject to certain restrictions.

Plan participants may, subject to certain conditions, borrow from their Plan accounts with the approval of the Committee. The minimum loan is \$1,000, and the maximum is the lesser of \$50,000 or an amount based on certain balances in the participant's account. A maximum of two loans may be outstanding for a participant at any one time; however, the second loan cannot be funded within 12 months of the funding of the first loan. The term of the loan may not exceed 5 years (10 years for loans used to acquire, construct, or reconstruct a participant's principal place of residence). Loans to participants carry a fixed interest rate set at the time of origination and are secured by the balances in the participants' accounts. The interest rate is determined based on a market rate in the month preceding the beginning of each quarter for loans originated during that quarter. The interest rate charged averaged 9.00% and 8.25% on participant loans originated during each of the years ended December 31, 2006 and 2005, respectively.

Dividends received on the Plan Sponsor's common stock can be either distributed in cash or reinvested based upon an annual election by the participant.

The Plan may be modified, amended or terminated at any time by action of the Plan Sponsor's Board of Directors, subject to the provisions of ERISA. If the Plan is terminated, the balance of each participant account shall be distributed in cash or kind.

Hibernia Corporation Retirement Security Plan

Notes to Financial Statements

Note 2 Significant Accounting Policies

Basis of Accounting: The financial statements of the Hibernia Corporation Retirement Security Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States.

Use of Estimates: The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and schedule. Actual results could differ from those estimates.

Risks and Uncertainties: The Plan provides for investments in various investment securities, which in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and participant account balances.

Investments: Participants have several mutual fund investment options. Plan funds are invested in certain Capital One Mutual Funds (Capital One Funds). The Capital One Funds are managed by a Board of Trustees composed of employees of Capital One National Association, a subsidiary of the Plan's Sponsor. Investment decisions for the Capital One Funds are made by Capital One National Association, the Capital One Funds' investment adviser, subject to direction by the Board of Trustees. The Capital One Funds selected as investment options for the Plan include the Capital One Cash Reserve Fund, the Capital One Total Return Bond Fund, the Capital One Capital Appreciation Fund, the Capital One Mid Cap Equity Fund, and the Capital One U.S. Government Income Fund. Plan funds are also invested in certain Federated Investors, Inc. Mutual Funds, which include the Federated Conservative Allocation Fund IS, the Federated Moderate Allocation Fund IS, the Federated Growth Allocation Fund IS, the Federated International Equity Fund A, the Federated Stock Trust, the Federated Kaufmann Fund A, the Federated Bond Fund A and the Federated Total Return Bond Fund SS. Additional mutual fund options are the Janus Balanced Fund and the AllianceBernstein Technology Fund A. Investments in all mutual funds are stated at fair value determined by quoted market prices, which represent the net asset values of shares held by the Plan at year end.

The investment in the Plan Sponsor's common stock is stated at fair value based upon the stock's year-end closing price as quoted by the New York Stock Exchange.

Hibernia Corporation Retirement Security Plan**Notes to Financial Statements****Note 2 Significant Accounting Policies Continued**

Loans to participants are stated at outstanding principal balances, which approximate fair value.

Purchases and sales of securities are recorded on a trade-date basis. The bases of common stock and mutual fund units sold are computed using the average historical cost method. Gains and losses, both realized and unrealized, are reflected in the Statements of Changes in Net Assets Available for Benefits.

Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Distributions to Participants: Distributions to participants due to withdrawals, terminations, death and disability are recorded as deductions from net assets available for benefits when paid.

Costs and Expenses: The Plan's Sponsor, at its sole discretion, may pay the administrative expenses of the Plan, including legal, accounting and trustee fees and expenses. If such fees and expenses are not paid by the Plan's Sponsor, they are paid out of Plan assets. For the years ended December 31, 2006 and 2005, the Plan's Sponsor paid all administrative expenses of the Plan.

Note 3 Investments

The following table presents the fair value of individual investments that represent 5% or more of the Plan's net assets at December 31, 2006 and 2005:

| | 2006 |
|------------------------------------------------|---------------|
| Capital One Cash Reserve Fund | \$ 63,553,190 |
| Capital One Financial Corporation Common Stock | \$ 54,880,881 |
| Capital One Capital Appreciation Fund | \$ 40,621,470 |
| Capital One Mid Cap Equity Fund | \$ 26,344,492 |
| Janus Balanced Fund | \$ 25,428,225 |
| Federated Kaufman Fund | \$ 15,681,420 |
| | 2005 |
| Hibernia Cash Reserve Fund | \$ 85,194,058 |
| Capital One Financial Corporation Common Stock | \$ 47,216,132 |
| Hibernia Capital Appreciation Fund | \$ 39,942,587 |
| Hibernia Mid Cap Equity Fund | \$ 25,545,041 |
| Janus Balanced Fund | \$ 19,804,392 |

Hibernia Corporation Retirement Security Plan**Notes to Financial Statements****Note 4 Income Taxes**

The Plan has received a determination letter from the Internal Revenue Service dated February 26, 2003, stating that the Plan is qualified under Section 401(a) of the Code. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

Note 5 Differences Between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

| | December 31, |
|----------------------------------------------------------------|---------------------|
| | 2005 |
| Net assets available for benefits per the financial statements | \$ 275,809 |
| Amounts allocated to withdrawn participants | (1,624) |
| Net assets available for benefits per the Form 5500 | \$ 274,185 |

The following is a reconciliation of distributions to participants per the financial statements to the Form 5500:

| | Year ended December 31, 2006 (\$ in thousands) | Year ended December 31, 2005 (\$ in thousands) |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| Distributions to participants per the financial statements | \$ 39,333 | \$ 22,547 |
| Add: Amounts allocated on Form 5500 to withdrawn participants at December 31, 2006 | | 1,624 |
| Less: Amounts allocated on Form 5500 to withdrawn participants at December 31, 2005 | (1,624) | (2,173) |
| Distributions to participants per the Form 5500 | \$ 37,709 | \$ 21,998 |

Amounts allocated to withdrawn participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to year end but not yet paid.

Hibernia Corporation Retirement Security Plan

Notes to Financial Statements

Note 6 2005 Merger

On November 16, 2005, Hibernia Corporation, the original Plan Sponsor, was acquired by Capital One Financial Corporation (Capital One) with Capital One continuing as the surviving corporation. Capital One, headquartered in McLean, Virginia, is a financial holding company whose principal subsidiaries offer credit card products, consumer and commercial lending and consumer deposit products and automobile and other motor vehicle financing products. Upon acquisition, Capital One became the Plan Sponsor.

Each holder of Hibernia common stock, including Plan participants, had the right to vote on the Merger Agreement at a special meeting of Hibernia shareholders called for that purpose. Each holder of Hibernia common stock, including Plan participants, also had the right to elect to receive for each share of Hibernia common stock allocated to his or her account, cash or Capital One's common stock, subject to adjustment as described in the Merger Agreement dated September 6, 2005.

In 2005, the Employee Benefits Plans Committee amended the Plan to describe more completely the voting procedures that applied to the shares (including the right to elect the form of consideration to be credited to the participant's account in connection with the merger), to provide for the appointment of an independent fiduciary to administer the voting procedures under certain circumstances and to permit the delegation of authority to an independent fiduciary.

The Employee Benefits Plans Committee also engaged an independent fiduciary, Independent Fiduciary Services, Inc., to, among other things, administer the voting process for the Plan shares to vote on the Merger Agreement and administer the process for the Plan shares to elect the form of merger consideration to be paid to the participant's account.

Upon legal merger, participants electing cash received \$58,609,000 for 1,924,125 shares of Hibernia Corporation Class A Common Stock, or \$30.46 per common share. Participants electing stock received \$8,854,000 in cash and converted 1,436,746 shares of Hibernia Corporation Class A Common Stock to 434,584 shares of Capital One Financial Corporation Common Stock. The cash received was invested in the Hibernia Cash Reserve Fund and was available for transfer by Plan participants to any of the Plan's investment options.

Hibernia Corporation Retirement Security Plan**Schedule H Line 4(i): Schedule of Assets (Held at End of Year)****Employer Identification Number: 72-0724532****Plan Number: 004****December 31, 2006**

| Identity of Issue, Borrower, Lessor or Similar Party | Description of Investment | Current Value |
|---------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
| *Capital One Financial Corp | 714,409 shares of Common Stock | 54,880,881 |
| Capital One Mutual Funds: | | |
| * Capital One U.S. Government Income Fund | 169,673 units of a mutual fund | 1,671,274 |
| * Capital One Total Return Bond Fund | 571,100 units of a mutual fund | 5,374,053 |
| * Capital One Capital Appreciation Fund | 2,244,280 units of a mutual fund | 40,621,470 |
| * Capital One Mid Cap Equity Fund | 1,538,814 units of a mutual fund | 26,344,492 |
| * Capital One Cash Reserve Fund | 63,553,190 units of a money market mutual fund | 63,553,190 |
| Federated Investors Mutual Funds: | | |
| Federated Bond Fund A | 193,553 units of a mutual fund | 1,711,009 |
| Federated Total Return Bond Fund SS | 205,102 units of a mutual fund | 2,161,779 |
| Federated International Equity Fund A | 267,240 units of a mutual fund | 6,087,734 |
| Federated Kaufmann Fund A | 2,770,569 units of a mutual fund | 15,681,420 |
| Federated Stock Trust | 258,731 units of a mutual fund | 8,263,861 |
| Federated Conservative Allocation Fund IS | 191,937 units of a mutual fund | 2,193,836 |
| Federated Growth Allocation Fund IS | 338,451 units of a mutual fund | 4,941,383 |
| Federated Moderate Allocation Fund IS | 312,270 units of a mutual fund | 4,062,635 |
| Janus Balanced Fund | 1,041,713 units of a mutual fund | 25,428,225 |
| AllianceBernstein Technology Fund A | 59,452 units of a mutual fund | 3,846,538 |
| Employer Stock Awaiting Purchase Fund | 51,059 units of a mutual fund | 51,059 |
| Cash | | 129,667 |
| *Loans to participants | Maturities to December 15, 2014, at interest rates ranging from 5.75% to 11.75%, payments are made primarily through payroll deductions, loans are collateralized by participant's account balance. | 6,520,138 |
| | | \$ 273,524,644 |

* Indicates a party-in-interest to the Plan.

Note This schedule is provided to comply with Form 5500.