

CAPITAL ONE FINANCIAL CORP
 Form 4
 February 04, 2005

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)
02/02/2005

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)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	02/02/2005		M		109,403 A \$ 9.73	850,349	D
Common Stock ⁽¹⁾	02/02/2005		S		700 D \$ 78.01	849,649	D
Common Stock ⁽¹⁾	02/02/2005		S		500 D \$ 78.04	849,149	D
Common Stock ⁽¹⁾	02/02/2005		S		300 D \$ 78.05	848,849	D
Common Stock ⁽¹⁾	02/02/2005		S		100 D \$ 78.12	848,749	D

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Common Stock <u>(1)</u>	02/02/2005	S	500	D	\$ 78.13	848,249	D
Common Stock <u>(1)</u>	02/02/2005	S	200	D	\$ 78.14	848,049	D
Common Stock <u>(1)</u>	02/02/2005	S	200	D	\$ 78.15	847,849	D
Common Stock <u>(1)</u>	02/02/2005	S	200	D	\$ 78.16	847,649	D
Common Stock <u>(1)</u>	02/02/2005	S	200	D	\$ 78.18	847,449	D
Common Stock <u>(1)</u>	02/02/2005	S	300	D	\$ 78.19	847,149	D
Common Stock <u>(1)</u>	02/02/2005	S	700	D	\$ 78.2	846,449	D
Common Stock <u>(1)</u>	02/02/2005	S	100	D	\$ 78.21	846,349	D
Common Stock <u>(1)</u>	02/02/2005	S	300	D	\$ 78.22	846,049	D
Common Stock <u>(1)</u>	02/02/2005	S	1,000	D	\$ 78.23	845,049	D
Common Stock <u>(1)</u>	02/02/2005	S	1,000	D	\$ 78.24	844,049	D
Common Stock <u>(1)</u>	02/02/2005	S	500	D	\$ 78.25	843,549	D
Common Stock <u>(1)</u>	02/02/2005	S	500	D	\$ 78.26	843,049	D
Common Stock <u>(1)</u>	02/02/2005	S	800	D	\$ 78.27	842,249	D
Common Stock <u>(1)</u>	02/02/2005	S	900	D	\$ 78.28	841,349	D
Common Stock <u>(1)</u>	02/02/2005	S	800	D	\$ 78.29	840,549	D
Common Stock <u>(1)</u>	02/02/2005	S	1,800	D	\$ 78.3	838,749	D
Common Stock <u>(1)</u>	02/02/2005	S	800	D	\$ 78.31	837,949	D
Common Stock <u>(1)</u>	02/02/2005	S	700	D	\$ 78.34	837,249	D
Common Stock <u>(1)</u>	02/02/2005	S	100	D	\$ 78.38	837,149	D
	02/02/2005	S	1,200	D		835,949	D

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Common Stock ⁽¹⁾					\$					
					78.39					
Common Stock ⁽¹⁾	02/02/2005		S	2,300	D	\$ 78.4	833,649	D		
Common Stock ⁽¹⁾	02/02/2005		S	700	D	\$ 78.41	832,949	D		
Common Stock ⁽¹⁾	02/03/2005		S	500	D	\$ 78.33	832,449	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 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (Right to Buy)	\$ 9.73	02/02/2005		M	109,403	09/15/1996 ⁽²⁾	09/15/2005	Common Stock	109,403

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)

02/04/2005

__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 became exercisable in 33 1/3% increments beginning on September 15, 1996 and annually from that date thereafter.

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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