

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BOYDSTUN J HERBERT</u>  (Last) (First) (Middle) <u>1680 CAPITAL ONE DRIVE</u>  (Street) <u>MCLEAN VA 22102</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/16/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP [ COF ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	37,929	D	
Common Stock <sup>(1)</sup>	1,077	I	By ESOP account <sup>(2)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (Right to Buy) <sup>(3)</sup>	11/16/2005	01/28/2012	Common Stock 11,850	47.35	D	
Employee Stock Option (Right to Buy) <sup>(3)</sup>	11/16/2005	01/27/2013	Common Stock 28,440	48.86	D	
Employee Stock Option (Right to Buy) <sup>(3)</sup>	11/16/2005	01/26/2014	Common Stock 49,296	61.27	D	
Employee Stock Option (Right to Buy) <sup>(3)</sup>	11/16/2005	01/24/2015	Common Stock 49,296	69.49	D	

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger, dated as of March 6, 2005, as amended by Amendment No.1, dated as of September 6, 2005 (the "Merger Agreement"), between Capital One Financial Corporation ("Capital One") and Hibernia Corporation ("Hibernia"), at the effective time of the merger on November 16, 2005, each outstanding share of Hibernia common stock was converted into the right to receive either .3792 shares of Capital One common stock or \$30.46 in cash, at each stockholder's election and subject to proration as described in the Merger Agreement. The amounts of Capital One common stock disclosed were received by the reporting person in consideration for his Hibernia common stock holdings, according to the proration calculations completed on November 23, 2005 and disclosed in the final results of elections regarding merger consideration filed by Capital One on Form 8-K on the same date.
- Represents the number of shares beneficially owned by the reporting person through his Hibernia Employee Stock Ownership Plan ("ESOP") account held by such plan's record keeper for Capital One.
- Pursuant to the Merger Agreement, at the effective time of the merger on November 16, 2005, each outstanding option to purchase Hibernia common stock was converted into an option to purchase Capital One common stock on substantially the same terms, except that the number of options was adjusted by multiplying the number of Hibernia options by .3792 and the exercise price was adjusted by dividing the Hibernia exercise price by .3792.

**Remarks:**

By: Frederick L. Williams 11/28/2005  
 (POA on file)

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints John G. Finneran, Jr., Frank R. Borchert, III, Polly A. Nyquist and Frederick L. Williams, each of them, as the true and lawful attorneys-in-fact (with full power of substitution and revocation in each) to:

- (1) execute, for and on behalf of the undersigned, any and all statements and reports required or permitted to be filed by the undersigned, in any and all capacities, under Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the "Act") with respect to the beneficial ownership of the securities of Capital One Financial Corporation (the "Company"), including without limitation Forms 3, 4, 5, and Form 144 required to be filed by the undersigned under Rule 144 of the Securities Act of 1933, as amended;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such statements and reports and file such statements and reports, with all amendments, supplements and exhibits thereto, with the Securities and Exchange Commission, the New York Stock Exchange and/or any other stock exchange or any similar authority and to deliver copies thereof to the Company;
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion; and
- (4) request and receive from any broker (i) periodic reports detailing the undersigned's retail holdings of Capital One's securities held in his or her account(s) and, (ii) confirmations of acquisitions or dispositions of the company's securities, or other derivative instrument based on any of the company's equity affected by such broker in or through his or her account(s), with no obligation to receive further approval from the undersigned for such request(s).

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully as the undersigned could do if personally present, with full power of substitution or revocation, and hereby ratifies and confirms all that such attorneys-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney. The undersigned acknowledges that the foregoing attorneys-in-fact, acting in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file statements or reports under Section 16(a) of the Act with respect to holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of August, 2005.

Name: J. Herbert Boydston

ACKNOWLEDGEMENT FOR POWER OF ATTORNEY

STATE OF Louisiana)

CITY/Parish OF Orleans)

The foregoing instrument was acknowledged before me this 24th day of August, 2005 by

---J. Herbert Boydston----

Notary Public Carol Donnelly  
#2468  
My commission expires at death.