

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|--|---|---|
| 1. Name and Address of Reporting Person*<br><b>BAILAR GREGOR</b><br><br>(Last) (First) (Middle)<br><b>1680 CAPITAL ONE DRIVE</b><br><br>(Street)<br><b>MCLEAN VA 22102</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>CAPITAL ONE FINANCIAL CORP [ COF ]</b><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/23/2007</b><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</div> <div><b>Chief Information Officer</b></div><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div> |
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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                    | 01/23/2007                           |  | S                              |   | 2,785   | D          | \$79.81 | 62,673  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 12,303  | D          | \$79.4  | 50,370  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 1,000   | D          | \$79.41 | 49,370  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 1,600   | D          | \$79.42 | 47,770  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 600   | D          | \$79.45 | 47,170  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 1,000   | D          | \$79.46 | 46,170  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 1,300   | D          | \$79.48 | 44,870  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 800   | D          | \$79.5  | 44,070  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 500   | D          | \$79.51 | 43,570  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 2,600   | D          | \$79.44 | 40,970  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 1,000   | D          | \$79.53 | 39,970  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 700   | D          | \$79.54 | 39,270  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 900   | D          | \$79.55 | 38,370  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 4,400   | D          | \$79.56 | 33,970  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 1,600   | D          | \$79.57 | 32,370  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 3,600   | D          | \$79.58 | 28,770  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 200   | D          | \$79.59 | 28,570  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 800   | D          | \$79.47 | 27,770  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 3,400   | D          | \$79.49 | 24,370  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 900   | D          | \$79.52 | 23,470  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 400   | D          | \$79.6  | 23,070  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 200   | D          | \$79.61 | 22,870  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 1,000   | D          | \$79.62 | 21,870  | D  |   |
| Common Stock                    | 01/23/2007                           |  | S                              |   | 400   | D          | \$79.63 | 21,470  | D  |   |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|

| 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 Date of Exercise (Month/Day/Year) | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code V (Instr. 8) | 5A. 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. Date Exercisable and Expiration Date (Month/Day/Year) | 8. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned -- Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
| By: <a href="#">Frank R. Borchert III</a><br>(POA on File)<br>** Signature of Reporting Person  |   |                                      |  |                   |   |  |  |   |  |   |   |  |  |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.<br>* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).<br>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).<br>Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.<br>Persons who respond to the collection of information contained in this form are not required to respond if the form does not display a currently valid OMB Number. |   |                                      |  |                   |   |  |  |   |  |   |   |  |  |