

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 | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <u>FAIRBANK RICHARD D</u> (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] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, CEO and President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/24/2008 | |
| | 4. 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 <input type="checkbox"/> 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⁾⁽²⁾ | 03/24/2008 | | S | | 100 | D | \$54.53 | 2,461,220 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 400 | D | \$54.54 | 2,460,820 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$54.55 | 2,460,720 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 200 | D | \$54.56 | 2,460,520 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$54.64 | 2,460,420 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$54.67 | 2,460,320 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 200 | D | \$54.75 | 2,460,120 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$54.77 | 2,460,020 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$54.78 | 2,459,920 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$54.79 | 2,459,820 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$54.82 | 2,459,720 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$54.85 | 2,459,620 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$54.95 | 2,459,520 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$54.97 | 2,459,420 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$54.99 | 2,459,320 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$55.09 | 2,459,220 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$55.12 | 2,459,120 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$55.15 | 2,459,020 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$55.16 | 2,458,920 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$55.18 | 2,458,820 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$55.21 | 2,458,720 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 200 | D | \$55.29 | 2,458,520 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$55.3 | 2,458,420 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$55.33 | 2,458,320 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$55.34 | 2,458,220 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 200 | D | \$55.35 | 2,458,020 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$55.36 | 2,457,920 | D | |
| Common Stock ⁽¹⁾ | 03/24/2008 | | S | | 100 | D | \$55.4 | 2,457,820 | D | |

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 | | | | | | | | 107,502 | I | By Fairbank Morris |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- This transaction was executed pursuant to a trading plan entered into by the Reporting Person on February 1, 2007, in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- Due to SEC rules limiting the number of non-derivative transactions that can be reported on a single Form 4, this Form 4 is a continuation of the Form 4 filed for the same date listed above.

Remarks:

"Form 2 of 5"

/s/ Jean K. Traub (POA) on file 03/26/2008
for Richard D. Fairbank

** 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 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).

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.