

**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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<b>1. Name and Address of Reporting Person*</b> <u>FAIRBANK RICHARD D</u>  (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE  (Street) MCLEAN VA 22102  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> CAPITAL ONE FINANCIAL CORP [ COF ]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman, CEO and President</b>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 05/25/2007	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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 <sup>(1)(2)</sup>	05/25/2007		S		300	D	\$78.58	2,212,795	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		200	D	\$78.59	2,212,595	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		1,000	D	\$78.6	2,211,595	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		300	D	\$78.61	2,211,295	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		100	D	\$78.62	2,211,195	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		200	D	\$78.63	2,210,995	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		100	D	\$78.64	2,210,895	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		500	D	\$78.65	2,210,395	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		500	D	\$78.66	2,209,895	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		400	D	\$78.67	2,209,495	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		500	D	\$78.68	2,208,995	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		100	D	\$78.69	2,208,895	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		200	D	\$78.7	2,208,695	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		300	D	\$78.71	2,208,395	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		400	D	\$78.72	2,207,995	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		300	D	\$78.73	2,207,695	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		200	D	\$78.74	2,207,495	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		100	D	\$78.75	2,207,395	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		300	D	\$78.76	2,207,095	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		200	D	\$78.78	2,206,895	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		300	D	\$78.79	2,206,595	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		200	D	\$78.84	2,206,395	D	
Common Stock <sup>(1)</sup>	05/25/2007		S		139	D	\$78.88	2,206,256	D	
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)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of 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)	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)
<b>Table 1 - Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> (e.g., puts, calls, warrants, options, convertible securities)										
<b>Explanation of Responses:</b> 1. 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. 2. 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.										
/s/ <u>Tangela S. Richter (POA)</u> <u>on file for Richard D. Fairbank</u>										
** Signature of Reporting Person Date 05/30/2007										

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.

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