SEC Form 4

**FORM 4**

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

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| FAIRBANK RICHARD D | CAPITAL ONE FINANCIAL CORP [ COF ] | X Director    10% Owner |
| (Last) (First) (Middle) | | X Officer (give title below)    Other (specify below) |
| 1680 CAPITAL ONE DRIVE | 3. Date of Earliest Transaction (Month/Day/Year) 05/14/2008 | Chairman, CEO and President |
| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| MCLEAN VA 22102 | | X Form filed by One Reporting Person |
| (City) (State) (Zip) | | 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] | 05/14/2008 | | S | | 300 | D | $51.7 | 2,448,654 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 100 | D | $51.71 | 2,448,554 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 200 | D | $51.74 | 2,448,354 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 100 | D | $51.76 | 2,448,254 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 200 | D | $51.77 | 2,448,054 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 400 | D | $51.78 | 2,447,654 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 200 | D | $51.79 | 2,447,454 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 200 | D | $51.8 | 2,447,254 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 200 | D | $51.81 | 2,447,054 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 200 | D | $51.82 | 2,446,854 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 100 | D | $51.83 | 2,446,754 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 200 | D | $51.84 | 2,446,554 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 100 | D | $51.85 | 2,446,454 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 100 | D | $51.86 | 2,446,354 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 400 | D | $51.88 | 2,445,954 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 300 | D | $51.89 | 2,445,654 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 300 | D | $51.9 | 2,445,354 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 400 | D | $51.91 | 2,444,954 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 200 | D | $51.92 | 2,444,754 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 300 | D | $51.93 | 2,444,454 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 100 | D | $51.94 | 2,444,354 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 400 | D | $51.95 | 2,443,954 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 500 | D | $51.96 | 2,443,454 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 100 | D | $51.97 | 2,443,354 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 300 | D | $51.98 | 2,443,054 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 100 | D | $51.99 | 2,442,954 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 900 | D | $52 | 2,442,054 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 200 | D | $52.01 | 2,441,854 | D | |
| Common Stock[1] | 05/14/2008 | | S | | 500 | D | $52.02 | 2,441,354 | 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 | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

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/ Tangela S. Richter (POA) on file for Richard D. Fairbank    05/15/2008

** 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.**