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).

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)
MORRIS NIGEL W	CAPITAL ONE FINANCIAL CORP [COF]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/13/2003	X Officer (give title below) Other (specify below)
1680 CAPITAL ONE DRIVE (Street)		Vice Chairman
MCLEAN VA 22102 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Common Stock[(1)]	08/13/2003		M		11,500	A	$9.73	13,368	D	
Common Stock[(1)]	08/13/2003		S		3,500	D	$49.99	9,868	D	
Common Stock[(1)]	08/13/2003		S		500	D	$50.01	9,368	D	
Common Stock[(1)]	08/13/2003		S		500	D	$50.03	8,868	D	
Common Stock[(1)]	08/13/2003		S		500	D	$50.06	8,368	D	
Common Stock[(1)]	08/13/2003		S		500	D	$50.1	7,868	D	
Common Stock[(1)]	08/13/2003		S		500	D	$50.12	7,368	D	
Common Stock[(1)]	08/13/2003		S		400	D	$50.13	6,968	D	
Common Stock[(1)]	08/13/2003		S		300	D	$50.15	6,668	D	
Common Stock[(1)]	08/13/2003		S		100	D	$50.16	6,568	D	
Common Stock[(1)]	08/13/2003		S		200	D	$50.18	6,368	D	
Common Stock[(1)]	08/13/2003		S		1,300	D	$50.2	5,068	D	
Common Stock[(1)]	08/13/2003		S		200	D	$50.21	4,868	D	
Common Stock[(1)]	08/13/2003		S		500	D	$50.25	4,368	D	
Common Stock[(1)]	08/13/2003		S		500	D	$50.26	3,868	D	
Common Stock[(1)]	08/13/2003		S		500	D	$50.31	3,368	D	
Common Stock[(1)]	08/13/2003		S		500	D	$50.46	2,868	D	
Common Stock[(1)]	08/13/2003		S		500	D	$50.47	2,368	D	
Common Stock[(1)]	08/13/2003		S		500	D	$50.5	1,868	D	
Common Stock								107,502	I	By Fairbank Morris Inc.

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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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 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				
Employee Stock Option (Right to Buy)	$9.73	08/13/2003		M			11,500	09/15/1996(2)	09/15/2005	Common Stock	11,500	$0	2,331,962	D	

Explanation of Responses:

1. This transaction was executed pursuant to a trading plan entered into by the Reporting Person on August 6, 2003 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

2. This option became exercisable in 33 1/3% increments beginning on September 15, 1996 and annually from that date thereafter.

Remarks:

By: Frank R. Borchert, III (POA on File)   08/14/2003

** 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.