

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* <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) 05/09/2008	
	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⁾	05/09/2008		S		100	D	\$53.65	2,440,854	D	
Common Stock ⁽¹⁾	05/09/2008		S		200	D	\$53.66	2,440,654	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$53.68	2,440,554	D	
Common Stock ⁽¹⁾	05/09/2008		S		200	D	\$53.69	2,440,354	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$53.71	2,440,254	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$53.72	2,440,154	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$53.79	2,440,054	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$53.81	2,439,954	D	
Common Stock ⁽¹⁾	05/09/2008		S		200	D	\$53.89	2,439,754	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$53.92	2,439,654	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$53.95	2,439,554	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$53.96	2,439,454	D	
Common Stock ⁽¹⁾	05/09/2008		S		200	D	\$53.97	2,439,254	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$53.99	2,439,154	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$54.01	2,439,054	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$54.02	2,438,954	D	
Common Stock ⁽¹⁾	05/09/2008		S		200	D	\$54.03	2,438,754	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$54.06	2,438,654	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$54.11	2,438,554	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$54.12	2,438,454	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$54.17	2,438,354	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$54.21	2,438,254	D	
Common Stock ⁽¹⁾	05/09/2008		S		100	D	\$54.23	2,438,154	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)	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 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)
Table 1 - Derivative Securities Acquired, Disposed of, or Beneficially Owned 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.											
Explanation of Responses: /s/ Tangelia S. Richter (POA) on file for Richard D. Fairbank 05/12/2008											
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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