

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>SCHNALL PETER A</u> (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE (Street) MCLEAN VA 22102 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP [COF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	02/03/2004		M		597	A	\$22.13	69,765	D	
Common Stock	02/03/2004		S		597	D	\$71.5	69,168	D	
Common Stock	02/03/2004		M		13,011	A	\$33.77	82,179	D	
Common Stock	02/03/2004		S		13,011	D	\$71.5	69,168	D	
Common Stock	02/03/2004		M		372	A	\$30.93	69,540	D	
Common Stock	02/03/2004		S		372	D	\$71.5	69,168	D	
Common Stock	02/03/2004		M		23,406	A	\$37.08	92,574	D	
Common Stock	02/03/2004		S		23,406	D	\$71.5	69,168	D	
Common Stock	02/03/2004		M		367	A	\$48	69,535	D	
Common Stock	02/03/2004		S		367	D	\$71.5	69,168	D	
Common Stock	02/03/2004		M		19,200	A	\$34.13	88,368	D	
Common Stock	02/03/2004		S		19,200	D	\$71.5	69,168	D	
Common Stock	02/03/2004		M		14,295	A	\$46.38	83,463	D	
Common Stock	02/03/2004		S		14,295	D	\$71.5	69,168 ⁽¹⁾	D	

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					
Employee Stock Option (Right to Buy)	\$22.13	02/03/2004		M			597	08/12/1998	10/16/2006	Common Stock	597	\$0	0	D
Employee Stock Option (Right to Buy)	\$30.93	02/03/2004		M			372	03/02/1999	10/16/2006	Common Stock	372	\$0	0	D
Employee Stock Option (Right to Buy)	\$48	02/03/2004		M			367	12/01/2000	10/16/2006	Common Stock	367	\$0	0	D

**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)	\$33.77	02/03/2004		M			13,011	09/07/2000 ⁽²⁾	06/11/2008	Common Stock	13,011	\$0	0	D	
Employee Stock Option (Right to Buy)	\$37.08	02/03/2004		M			23,406	12/17/1999 ⁽³⁾	12/17/2008	Common Stock	23,406	\$0	0	D	
Employee Stock Option (Right to Buy)	\$46.38	02/03/2004		M			14,295	05/30/2001 ⁽⁴⁾	05/30/2010	Common Stock	14,295	\$0	0	D	
Employee Stock Option (Right to Buy)	\$34.13	02/03/2004		M			19,200	⁽⁵⁾	12/05/2012	Common Stock	19,200	\$0	38,400	D	

Explanation of Responses:

- Includes 3,264 shares acquired under the Company's Associate Stock Purchase Plan since last reported through December 31, 2003.
- This option became exercisable when the trading price of the Common Stock equalled or exceeded \$175.00 (pre-stock split) for at least ten trading days in any thirty calendar-day period before the third anniversary of the grant date of this option. This criterion was fulfilled on September 06, 2000.
- This option became exercisable in 33 1/3% increments beginning on December 17, 1999 and annually from that date thereafter.
- This option becomes exercisable in 33 1/3% increments beginning on May 30, 2001 and annually from that date thereafter.
- These options become exercisable in 33 1/3% increments on the anniversary of the grant in each of 2003, 2004 and 2005.

Remarks:

By: Jean K. Traub (POA on File) 02/05/2004

** 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.

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