FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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).

1. Name and Address of Reporting Person\*

FAIRBANK RICHARD D

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

CAPITAL ONE FINANCIAL CORP [ COF ]

2. Issuer Name and Ticker or Trading Symbol

OMB APPROVAL									
OMB Number: 3235-0287									
Estimated average burden									
hours per respoi	nse: 0.5								

10% Owner

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director

Part   Part	`		3. Date 05/27	e of Earliest Transa /2008	ction (M	lonth/[	Day/Year)	X	X Officer (give title Other (specify below)  Chairman, CEO and President							
Little of Security (Institute)         2 Transation (Monthlour/res) (Institute)         2 Procession (Institute)         2 Procession (Institute)         Sequence (Institute)         1 Sequence (Institute)	MCLEAN				4. If Ar	nendment, Date of	Original	Filed	(Month/Day/`	Line)	Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting					
Common Stock <sup>(1)</sup>		Т	able I - Noi	n-Deriva	tive S	ecurities Acq	uired,	Dis	osed of,	or Ben	eficially	Owned				
Common Stock <sup>11,12</sup> Common Stock <sup>11</sup>	1680 CAPITAL ONE DRIVE  (Street) MCLEAN VA 2210  (City) (State) (Zip)  Table 1 -  1. Title of Security (Instr. 3)  Common Stock(1)  Common Stock(1)		Date		Execution Date, if any	Transaction Code (Instr.		Disposed Of (D) (In		(A) or . 3, 4 and	Securities Beneficially Owned Following	Form: Direct (D) or Indirect	of Indirect Beneficial Ownership			
Common Stock <sup>(1)</sup> 05/27/2008         S         1         300         D         \$48.27         2.446,595         D         C           Common Stock <sup>(1)</sup> 05/27/2008         S         2         200         D         \$48.28         2.446,395         D         4           Common Stock <sup>(1)</sup> 05/27/2008         S         5         10         9         \$48.29         2.446,295         D         4           Common Stock <sup>(1)</sup> 05/27/2008         S         5         10         300         D         \$48.31         2.445,795         D         4           Common Stock <sup>(1)</sup> 05/27/2008         S         5         1         300         D         \$48.31         2.445,795         D         1           Common Stock <sup>(1)</sup> 05/27/2008         S         7         100         D         \$48.34         2.445,495         D         1           Common Stock <sup>(1)</sup> 05/27/2008         S         1         100         D         \$48.41         2.445,495         D         1           Common Stock <sup>(1)</sup> 05/27/2008         S         1         100         \$48.42         2.444,695         D         1           Common Stoc							Code	v	Amount		Price	Transaction(s)		,		
Common Stock <sup>(1)</sup>	Common Stock <sup>(1)(2)</sup>	)		05/27/	2008		S		100	D	\$48.26	2,446,895	D			
Common Stock <sup>(1)</sup> 05/27/2008         S         L         100         D         \$48.29         2,446,295         D           Common Stock <sup>(1)</sup> 05/27/2008         S         L         200         D         \$48.31         2,446,095         D         4           Common Stock <sup>(1)</sup> 05/27/2008         S         L         200         D         \$48.31         2,445,795         D         4           Common Stock <sup>(1)</sup> 05/27/2008         S         L         100         D         \$48.32         2,445,795         D         4           Common Stock <sup>(1)</sup> 05/27/2008         S         L         100         D         \$48.32         2,445,995         D         1           Common Stock <sup>(1)</sup> 05/27/2008         S         L         100         D         \$48.43         2,445,995         D         1           Common Stock <sup>(1)</sup> 05/27/2008         S         L         100         D         \$48.41         2,445,995         D         1           Common Stock <sup>(1)</sup> 05/27/2008         S         L         200         D         \$48.41         2,444,995         D         1           Common Stock <sup>(1)</sup> 05/27/2008 <td>Common Stock<sup>(1)</sup></td> <td></td> <td></td> <td>05/27/</td> <td>2008</td> <td></td> <td>S</td> <td></td> <td>300</td> <td>D</td> <td>\$48.27</td> <td>2,446,595</td> <td>D</td> <td></td>	Common Stock <sup>(1)</sup>			05/27/	2008		S		300	D	\$48.27	2,446,595	D			
Common Stock <sup>(i)</sup> 05/27/2008         S         L         200         D         \$48.3         2,446,095         D           Common Stock <sup>(i)</sup> 05/27/2008         S         L         300         D         \$48.31         2,445,795         D           Common Stock <sup>(i)</sup> 05/27/2008         S         L         200         D         \$48.32         2,445,995         D           Common Stock <sup>(i)</sup> 05/27/2008         S         L         100         D         \$48.33         2,445,995         D           Common Stock <sup>(i)</sup> 05/27/2008         S         L         100         D         \$48.44         2,445,995         D         D           Common Stock <sup>(i)</sup> 05/27/2008         S         L         100         D         \$48.41         2,445,995         D         D           Common Stock <sup>(i)</sup> 05/27/2008         S         L         100         D         \$48.41         2,445,995         D         D           Common Stock <sup>(i)</sup> 05/27/2008         S         L         200         D         \$48.41         2,444,995         D         D           Common Stock <sup>(i)</sup> 05/27/2008         S         L         200 <td>Common Stock<sup>(1)</sup></td> <td></td> <td></td> <td>05/27/</td> <td>2008</td> <td></td> <td>S</td> <td></td> <td>200</td> <td>D</td> <td>\$48.28</td> <td>2,446,395</td> <td>D</td> <td></td>	Common Stock <sup>(1)</sup>			05/27/	2008		S		200	D	\$48.28	2,446,395	D			
Common Stock 0	Common Stock <sup>(1)</sup>			05/27/	2008		S		100	D	\$48.29	2,446,295	D			
Common Stock	Common Stock <sup>(1)</sup>			05/27/	2008		S		200	D	\$48.3	2,446,095	D			
Common Stock <sup>(1)</sup> 05/27/2008	Common Stock <sup>(1)</sup>			05/27/	2008		S		300	D	\$48.31	2,445,795	D			
Common Stock <sup>(1)</sup> 05/27/2008         S         1         100         D         \$48,34         2,445,395         D         Common Stock <sup>(1)</sup> Common Stock <sup>(1)</sup> 05/27/2008         S         1         200         D         \$48,44         2,445,195         D	Common Stock <sup>(1)</sup>			05/27/	2008		S		200	D	\$48.32	2,445,595	D			
Common Stock <sup>(1)</sup> 55/27/2008         8         200         548.4         2.445.195         D         4           Common Stock <sup>(1)</sup> 05/27/2008         8         100         5         \$48.41         2.445.095         D         1           Common Stock <sup>(1)</sup> 05/27/2008         8         1         400         5         \$48.42         2.444.695         D         1           Common Stock <sup>(1)</sup> 05/27/2008         8         1         200         D         \$48.43         2.444.495         D         1           Common Stock <sup>(1)</sup> 05/27/2008         8         1         200         D         \$48.44         2.444.995         D         1           Common Stock <sup>(1)</sup> 05/27/2008         8         1         200         D         \$48.44         2.444.995         D         1           Common Stock <sup>(1)</sup> 05/27/2008         8         1         400         D         \$48.47         2.443.695         D         1           Common Stock <sup>(1)</sup> 05/27/2008         8         1         100         D         \$48.49         2.443.995         D         1           Common Stock <sup>(1)</sup> 05/27/2008         8         1	Common Stock <sup>(1)</sup>			05/27/	2008		S		100	D	\$48.33	2,445,495	D			
Common Stock(1)         05/27/2008         S         I         100         D         \$48.41         2,445,095         D         400           Common Stock(1)         05/27/2008         S         I         400         D         \$48.42         2,444,695         D         10           Common Stock(1)         05/27/2008         S         I         200         D         \$48.43         2,444,495         D         10           Common Stock(1)         05/27/2008         S         I         200         D         \$48.44         2,444,995         D         10           Common Stock(1)         05/27/2008         S         I         200         D         \$48.45         2,444,095         D         10           Common Stock(1)         05/27/2008         S         I         400         D         \$48.45         2,444,095         D         10           Common Stock(1)         05/27/2008         S         I         100         D         \$48.49         2,443,095         D         10           Common Stock(1)         05/27/2008         S         I         100         D         \$48.59         2,443,195         D         10           Common Stock(1)         05/27	Common Stock <sup>(1)</sup>			05/27/	2008		S		100	D	\$48.34	2,445,395	D			
Common Stock(II)         05/27/2008         S         I         400         D         \$48.42         2,444,695         D         Common Stock(II)           Common Stock(II)         05/27/2008         S         I         200         D         \$48.43         2,444,495         D         Image: Common Stock(II)         D         \$48.43         2,444,495         D         Image: Common Stock(II)         D         \$48.44         2,444,495         D         Image: Common Stock(II)         D         \$48.44         2,444,495         D         Image: Common Stock(II)         D         \$48.44         2,444,495         D         Image: Common Stock(II)         D         \$48.49         2,444,095         D         Image: Common Stock(II)         D         \$48.49         2,444,095         D         Image: Common Stock(II)         D         \$48.49         2,443,095         D         Image: Common Stock(II)         D         \$48.49         2,443,095         D         Image: Common Stock(II)         D         \$48.59         2,443,095         D         Image: Common Stock(II)         D         \$48.51         2,443,195         D         Image: Common Stock(II)         D         \$48.51         2,443,195         D         Image: Common Stock(II)         D         \$48.51         2,442,095         D	Common Stock <sup>(1)</sup>			05/27/	2008		S		200	D	\$48.4	2,445,195	D			
Common Stock(1)         OS/27/2008         S         Z         Z00         D         \$48.43         Z,444,495         D         Common Stock(1)           Common Stock(1)         OS/27/2008         S         Z         200         D         \$48.44         Z,444,295         D         Common Stock(1)           Common Stock(1)         OS/27/2008         S         Z         200         D         \$48.45         Z,444,095         D         Common Stock(1)           Common Stock(1)         OS/27/2008         S         Z         100         D         \$48.47         Z,443,695         D         Common Stock(1)         D         S         100         D         \$48.48         Z,443,695         D         Common Stock(1)         OS/27/2008         S         100         D         \$48.48         Z,443,695         D         Common Stock(1)         OS/27/2008         S         100         D         \$48.49         Z,443,695         D         Common Stock(1)         OS/27/2008         S         100         D         \$48.51         Z,443,195         D         Common Stock(1)         OS/27/2008         S         100         D         \$48.51         Z,442,795         D         D         Common Stock(1)         S         100 <t< td=""><td>Common Stock<sup>(1)</sup></td><td></td><td></td><td>05/27/</td><td>2008</td><td></td><td>S</td><td></td><td>100</td><td>D</td><td>\$48.41</td><td>2,445,095</td><td>D</td><td></td></t<>	Common Stock <sup>(1)</sup>			05/27/	2008		S		100	D	\$48.41	2,445,095	D			
Common Stock(1)         05/27/2008         Image: Common Stock(1)         1         200         D         \$48.44         2,444,295         D         P           Common Stock(1)         05/27/2008         Image: Common Stock(1)         05/27/2008         Image: Common Stock(1)         1         400         D         \$48.45         2,444,095         D         1           Common Stock(1)         05/27/2008         Image: Common Stock(1)         05/27/2008         Image: Common Stock(1)         1         400         D         \$48.48         2,443,695         D         1           Common Stock(1)         05/27/2008         Image: Common Stock(1)         05/27/2008         Image: Common Stock(1)         Image: Common Stock(1)         1         400         D         \$48.49         2,443,195         D         1           Common Stock(1)         05/27/2008         Image: Common Stock(1)         05/27/2008         Image: Common Stock(1)         Image: Common Stoc	Common Stock <sup>(1)</sup>			05/27/	2008		S		400	D	\$48.42	2,444,695	D			
Common Stock(1)         05/27/2008         S         200         D         \$48.45         2,444,095         D           Common Stock(1)         05/27/2008         S         400         D         \$48.47         2,443,695         D           Common Stock(1)         05/27/2008         S         100         D         \$48.48         2,443,595         D           Common Stock(1)         05/27/2008         S         100         D         \$48.49         2,443,295         D           Common Stock(1)         05/27/2008         S         100         D         \$48.49         2,443,195         D           Common Stock(1)         05/27/2008         S         100         D         \$48.51         2,443,195         D           Common Stock(1)         05/27/2008         S         100         D         \$48.51         2,442,795         D           Common Stock(1)         05/27/2008         S         100         D         \$48.52         2,442,695         D           Common Stock(1)         05/27/2008         S         200         D         \$48.54         2,442,095         D           Common Stock(1)         05/27/2008         S         200         D         \$48.55 <t< td=""><td>Common Stock<sup>(1)</sup></td><td></td><td></td><td>05/27/</td><td>2008</td><td></td><td>S</td><td></td><td>200</td><td>D</td><td>\$48.43</td><td>2,444,495</td><td>D</td><td></td></t<>	Common Stock <sup>(1)</sup>			05/27/	2008		S		200	D	\$48.43	2,444,495	D			
Common Stock(1)         05/27/2008         8         8         400         D         \$48.47         2,443,695         D         10           Common Stock(1)         05/27/2008         8         8         100         D         \$48.48         2,443,695         D         10           Common Stock(1)         05/27/2008         8         8         100         D         \$48.49         2,443,295         D         10           Common Stock(1)         05/27/2008         8         9         100         D         \$48.59         2,443,195         D         10           Common Stock(1)         05/27/2008         8         9         100         D         \$48.51         2,442,795         D         10           Common Stock(1)         05/27/2008         8         9         100         D         \$48.51         2,442,795         D         10           Common Stock(1)         05/27/2008         8         9         400         D         \$48.52         2,442,695         D         10           Common Stock(1)         05/27/2008         8         9         100         \$48.55         2,441,095         D         10           Common Stock(1)         05/27/2008         <	Common Stock <sup>(1)</sup>			05/27/	2008		S		200	D	\$48.44	2,444,295	D			
Common Stock(1)	Common Stock <sup>(1)</sup>			05/27/	2008		S		200	D	\$48.45	2,444,095	D			
Common Stock(1)         05/27/2008         S         S         10         548.49         2,443,295         D         4           Common Stock(1)         05/27/2008         S         1         100         D         \$48.51         2,443,195         D         1           Common Stock(1)         05/27/2008         S         1         400         D         \$48.51         2,442,795         D         1           Common Stock(1)         05/27/2008         S         1         100         D         \$48.51         2,442,795         D         1           Common Stock(1)         05/27/2008         S         1         100         D         \$48.52         2,442,695         D         1           Common Stock(1)         05/27/2008         S         1         400         D         \$48.54         2,442,695         D         1           Common Stock(1)         05/27/2008         S         1         200         D         \$48.55         2,442,095         D         1           Common Stock(1)         05/27/2008         S         1         100         D         \$48.57         2,441,995         D         1           Common Stock(1)         05/27/2008         S	Common Stock <sup>(1)</sup>			05/27/	2008		S		400	D	\$48.47	2,443,695	D			
Common Stock(1)         05/27/2008         S         S         100         D         \$48.5         2,443,195         D         400           Common Stock(1)         05/27/2008         S         W         400         D         \$48.51         2,442,795         D	Common Stock <sup>(1)</sup>			05/27/	2008		S		100	D	\$48.48	2,443,595	D			
Common Stock(1)         05/27/2008         S         400         D         \$48.51         2,442,795         D           Common Stock(1)         05/27/2008         S         100         D         \$48.52         2,442,695         D           Common Stock(1)         05/27/2008         S         400         D         \$48.52         2,442,695         D           Common Stock(1)         05/27/2008         S         400         D         \$48.54         2,442,095         D           Common Stock(1)         05/27/2008         S         100         D         \$48.55         2,441,095         D           Common Stock(1)         05/27/2008         S         100         D         \$48.56         2,441,995         D           Common Stock(1)         05/27/2008         S         200         D         \$48.57         2,441,795         D           Common Stock(1)         05/27/2008         S         434         D         \$48.58         2,441,361         D           Common Stock(1)         05/27/2008         S         200         D         \$48.59         2,441,161         D           Common Stock(1)         05/27/2008         S         200         D         \$48.59 <t< td=""><td>Common Stock<sup>(1)</sup></td><td></td><td></td><td>05/27/</td><td>2008</td><td></td><td>S</td><td></td><td>300</td><td>D</td><td>\$48.49</td><td>2,443,295</td><td>D</td><td></td></t<>	Common Stock <sup>(1)</sup>			05/27/	2008		S		300	D	\$48.49	2,443,295	D			
Common Stock(1)         05/27/2008         S         S         100         D         \$48.52         2,442,695         D         100         C           Common Stock(1)         05/27/2008         S         S         400         D         \$48.54         2,442,695         D         100	Common Stock <sup>(1)</sup>			05/27/	2008		S		100	D	\$48.5	2,443,195	D			
Common Stock(1)         05/27/2008         S         400         D         \$48.54         2,442,295         D           Common Stock(1)         05/27/2008         S         200         D         \$48.55         2,442,095         D           Common Stock(1)         05/27/2008         S         100         D         \$48.56         2,441,995         D           Common Stock(1)         05/27/2008         S         200         D         \$48.57         2,441,795         D           Common Stock(1)         05/27/2008         S         434         D         \$48.58         2,441,361         D           Common Stock(1)         05/27/2008         S         200         D         \$48.59         2,441,161         D           Common Stock(1)         05/27/2008         S         500         D         \$48.6         2,440,661         D	Common Stock <sup>(1)</sup>			05/27/	2008		S		400	D	\$48.51	2,442,795	D			
Common Stock(1)         05/27/2008         S         S         200         D         \$48.55         2,442,095         D         4           Common Stock(1)         05/27/2008         S         100         D         \$48.56         2,441,995         D         D           Common Stock(1)         05/27/2008         S         200         D         \$48.57         2,441,795         D         D           Common Stock(1)         05/27/2008         S         434         D         \$48.58         2,441,361         D         D           Common Stock(1)         05/27/2008         S         200         D         \$48.59         2,441,161         D         D           Common Stock(1)         05/27/2008         S         5         200         D         \$48.59         2,441,161         D         D           Common Stock(1)         05/27/2008         S         5         500         D         \$48.6         2,440,661         D         D	Common Stock <sup>(1)</sup>			05/27/	2008		S		100	D	\$48.52	2,442,695	D			
Common Stock(1)         05/27/2008         S         100         D         \$48.56         2,441,995         D           Common Stock(1)         05/27/2008         S         200         D         \$48.57         2,441,795         D           Common Stock(1)         05/27/2008         S         434         D         \$48.58         2,441,361         D           Common Stock(1)         05/27/2008         S         200         D         \$48.59         2,441,161         D           Common Stock(1)         05/27/2008         S         5         500         D         \$48.6         2,440,661         D	Common Stock <sup>(1)</sup>			05/27/	2008		S		400	D	\$48.54	2,442,295	D			
Common Stock <sup>(1)</sup> 05/27/2008         S         S         200         D         \$48.57         2,441,795         D           Common Stock <sup>(1)</sup> 05/27/2008         S         434         D         \$48.58         2,441,361         D           Common Stock <sup>(1)</sup> 05/27/2008         S         200         D         \$48.59         2,441,161         D           Common Stock <sup>(1)</sup> 05/27/2008         S         500         D         \$48.6         2,440,661         D	Common Stock <sup>(1)</sup>			05/27/	2008		S		200	D	\$48.55	2,442,095	D			
Common Stock <sup>(1)</sup> 05/27/2008         s         434         D         \$48.58         2,441,361         D           Common Stock <sup>(1)</sup> 05/27/2008         s         200         D         \$48.59         2,441,161         D           Common Stock <sup>(1)</sup> 05/27/2008         s         5         500         D         \$48.6         2,440,661         D	Common Stock <sup>(1)</sup>			05/27/	2008		S		100	D	\$48.56	2,441,995	D			
Common Stock <sup>(1)</sup> 05/27/2008         s         200         D         \$48.59         2,441,161         D           Common Stock <sup>(1)</sup> 05/27/2008         s         500         D         \$48.6         2,440,661         D	Common Stock <sup>(1)</sup>			05/27/	2008		S		200	D	\$48.57	2,441,795	D			
Common Stock <sup>(1)</sup> 05/27/2008 s 500 D \$48.6 2,440,661 D	Common Stock <sup>(1)</sup>			05/27/	2008		S		434	D	\$48.58	2,441,361	D			
	Common Stock <sup>(1)</sup>			05/27/	2008		S		200	D	\$48.59	2,441,161	D			
Common Stock <sup>(1)</sup> 05/27/2008 S 100 D \$48.61 2,440,561 D	Common Stock <sup>(1)</sup>			05/27/	2008		S		500	D	\$48.6	2,440,661	D			
	Common Stock <sup>(1)</sup>			05/27/	2008		S		100	D	\$48.61	2,440,561	D			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)		r) E	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		Disposed	ies Acquired (A) or Of (D) (Instr. 3, 4 and			5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
						Code			ode V Amount		(A) or (D) Price		Price	Trans	action(s) 3 and 4)		(Instr. 4)	
Common Stock															1	07,502	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)	perivative Conversion Date Execution cecurity or Exercise (Month/Day/Year) if any		3A. Deeme Execution if any (Month/Day	Date, Transaction Code (Instr.			on of I		6. Date Exercis Expiration Date (Month/Day/Yea		9	7. Title and Amount of Securities Underlying Derivative Security (Instrand 4)		S (I	Price of erivative ecurity nstr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)		Date Exercisal		Expiration Date	Title	or	ount nber ures				

## **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.

<u>/s/ Tangela S. Richter (POA)</u> on file for Richard D. Fairbank

05/29/2008

\*\* 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.