FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPRO	VAL
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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

1. Name and Address of Reporting Person* MORRIS NIGEL W				2. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP [COF]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last) 1680 CA	(F PITAL ON	First) IE DRIVE	(Middle)		3. Dat 09/04		Earliest Tran 03	saction (f	/Jonth/[Day/Year)			X	Officer (below)	(give title Vice C	Oth belo hairman		pecify
(Street) MCLEA	N V	Ά	22102		4. If A	meno	dment, Date	of Origina	al Filed	(Month/Day/	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person							
(City)	(5	State)	(Zip)		-							Form fil Person	e than One Ro	Reporting				
		Ta	ble I - Noi	n-Deri	vative	Sec	urities Ad	quirec	l, Dis	posed of	or Be	nef	icially	Owned				
1. Title of S	Security (Ins	tr. 3)		2. Transaction Date (Month/Day/Year)		Ex if a	2A. Deemed Execution Date, if any (Month/Day/Year)		action (Instr.	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4) or 4 and 5)		rities ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	t E	7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	(A) or (D)	F	Price	Reported Transacti (Instr. 3 a	ion(s)		(Instr. 4)
Common	Stock ⁽¹⁾			09/0	4/2003			M		18,000	A		\$9.73	19,	868	D		
MCLEAN VA 22102			09/0	4/2003			S		6,150	D	:	\$53.65	13,	718	D			
Common	Stock ⁽¹⁾			09/0	4/2003			S		100	D	1	\$53.66	13,	618	D		
Common	Stock ⁽¹⁾			09/0	4/2003			S		1,550	D		\$53.7	12,	068	D		
Common	Stock ⁽¹⁾			09/0	4/2003			S		1,000	D	:	\$53.71	11,	068	D		
Common	Stock ⁽¹⁾			09/0	4/2003			S		250	D	1	\$53.72	10,	818	D		
Common	Stock ⁽¹⁾			09/0	4/2003			S		2,950	D	1	\$53.73	7,8	368	D		
Common	Stock ⁽¹⁾			09/0	4/2003	T		S		1,200	D	1	\$53.75	6,6	668	D		
Common	Stock ⁽¹⁾			09/0	4/2003			S		300	D	1	\$53.76	6,3	368	D		
Common	Stock ⁽¹⁾			09/0	4/2003			S		500	D	1	\$53.77	5,8	368	D		
Common	Stock ⁽¹⁾			09/0	4/2003			S		200	D	1	\$53.78	5,6	668	D		
Common Stock ⁽¹⁾		09/0	09/04/2003					500	D	D \$53.81		5,168		D				
Common Stock ⁽¹⁾		09/0	4/2003			S		500	D	1	\$53.82	4,6	668	D				
Common Stock ⁽¹⁾		09/0	09/04/2003			S		500	D	1	\$53.83	4,168		D				
Common	Stock ⁽¹⁾			09/0	9/04/2003			S		300	D	1	\$53.84	3,868		D		
Common	Stock ⁽¹⁾			09/0	9/04/2003			S		500	D	1	\$53.85		3,368			
Common Stock ⁽¹⁾		09/0	4/2003			S		1,000	D		\$53.9	2,3	368	D				
Common	Stock ⁽¹⁾			09/0	4/2003			S		500	D	:	\$54.15	1,8	368	D		
Common Stock												107	,502	I	F N	By Fairbank Morris nc.		
										osed of, convertible				wned		,		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemet Execution I if any (Month/Day	d Date,	4. Transactic Code (Ins 8)	on tr.	S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date E Expiration (Month/I	xercis	able and ar)	7. Title ar of Securi Underlyir Derivativ (Instr. 3 a	nd Ar ties ng e Sec and 4	mount [8]	B. Price of Derivative Security Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	Owners Form: Direct or Indi (I) (Inst	D) ect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security						(A) (D)	Date Exercisa		Expiration Date	Title	of						

	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. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I	umber vative urities uired or oosed O) (Instr. and 5)	Expiration Date (Month/Day/Year)		e and 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			Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$9.73	09/04/2003		M			18,000	09/15/1996 ⁽²⁾	09/15/2005	Common Stock	18,000	\$0	2,140,462	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:

<u>By: Jean K. Traub (POA on File)</u> 09/05/2003

** 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.