

**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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|  |   |   |
|--|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>FAIRBANK RICHARD D</u><br><br>(Last) (First) (Middle)<br><u>1680 CAPITAL ONE DRIVE</u><br><br>(Street)<br><u>MCLEAN VA 22102</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>CAPITAL ONE FINANCIAL CORP [ COF ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman, CEO and President</u> |
|  | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>08/23/2007</u>                    |   |
|  | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                                 | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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 <sup>(1)(2)</sup>  | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.32 | 2,207,970   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.33 | 2,207,870   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.34 | 2,207,770   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 300   | D          | \$66.36 | 2,207,470   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.37 | 2,207,370   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 200   | D          | \$66.38 | 2,207,170   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 200   | D          | \$66.39 | 2,206,970   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.4  | 2,206,870   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.41 | 2,206,770   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 200   | D          | \$66.42 | 2,206,570   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 200   | D          | \$66.43 | 2,206,370   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.47 | 2,206,270   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.48 | 2,206,170   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 300   | D          | \$66.5  | 2,205,870   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.53 | 2,205,770   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.57 | 2,205,670   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.59 | 2,205,570   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 200   | D          | \$66.6  | 2,205,370   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 200   | D          | \$66.62 | 2,205,170   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.63 | 2,205,070   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.65 | 2,204,970   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 200   | D          | \$66.66 | 2,204,770   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.69 | 2,204,670   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.7  | 2,204,570   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 239   | D          | \$66.71 | 2,204,331   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.73 | 2,204,231   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.77 | 2,204,131   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/23/2007                           |  | S                              |   | 100   | D          | \$66.79 | 2,204,031   | D  |   |

**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                    |                                      |  |                                |   |   |            |       | 107,502   | 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) | 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 |   |  |  |   |  |

**Explanation of Responses:**

- 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.
- 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.

/s/ Tangelia S. Richter (POA)      08/24/2007  
on file for Richard D. Fairbank

\*\* 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.