SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* FAIRBANK RICHARD D (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] 3. Date of Earliest Transaction (Month/Day/Year) 07/16/2007 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X　Director　　10% Owner X　Officer (give title below)　Other (specify below) Chairman, CEO and President 6. Individual or Joint/Group Filing (Check Applicable Line) X　Form filed by One Reporting Person 　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]	07/16/2007		M		10,739	A	$16.25	2,216,677	D	
Common Stock[1]	07/16/2007		S		300	D	$75.06	2,216,377	D	
Common Stock[1]	07/16/2007		S		100	D	$75.51	2,216,277	D	
Common Stock[1]	07/16/2007		S		100	D	$75.54	2,216,177	D	
Common Stock[1]	07/16/2007		S		100	D	$75.58	2,216,077	D	
Common Stock[1]	07/16/2007		S		100	D	$75.59	2,215,977	D	
Common Stock[1]	07/16/2007		S		100	D	$75.74	2,215,877	D	
Common Stock[1]	07/16/2007		S		100	D	$75.81	2,215,777	D	
Common Stock[1]	07/16/2007		S		100	D	$75.84	2,215,677	D	
Common Stock[1]	07/16/2007		S		100	D	$75.86	2,215,577	D	
Common Stock[1]	07/16/2007		S		100	D	$75.87	2,215,477	D	
Common Stock[1]	07/16/2007		S		200	D	$75.88	2,215,277	D	
Common Stock[1]	07/16/2007		S		100	D	$75.89	2,215,177	D	
Common Stock[1]	07/16/2007		S		100	D	$75.91	2,215,077	D	
Common Stock[1]	07/16/2007		S		100	D	$75.92	2,214,977	D	
Common Stock[1]	07/16/2007		S		200	D	$75.94	2,214,777	D	
Common Stock[1]	07/16/2007		S		300	D	$75.95	2,214,477	D	
Common Stock[1]	07/16/2007		S		200	D	$75.96	2,214,277	D	
Common Stock[1]	07/16/2007		S		300	D	$75.97	2,213,977	D	
Common Stock[1]	07/16/2007		S		700	D	$75.98	2,213,277	D	
Common Stock[1]	07/16/2007		S		500	D	$75.99	2,212,777	D	
Common Stock[1]	07/16/2007		S		300	D	$76	2,212,477	D	
Common Stock[1]	07/16/2007		S		200	D	$76.01	2,212,277	D	
Common Stock[1]	07/16/2007		S		200	D	$76.02	2,212,077	D	
Common Stock[1]	07/16/2007		S		400	D	$76.03	2,211,677	D	
Common Stock[1]	07/16/2007		S		300	D	$76.04	2,211,377	D	
Common Stock[1]	07/16/2007		S		100	D	$76.05	2,211,277	D	
Common Stock[1]	07/16/2007		S		100	D	$76.06	2,211,177	D	

<table>
<tr><th colspan="13">Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</th></tr>
<tr>
<td rowspan="3">1. Title of Security (Instr. 3)</td>
<td rowspan="3">2. Transaction Date (Month/Day/Year)</td>
<td rowspan="3">2A. Deemed Execution Date, if any (Month/Day/Year)</td>
<td colspan="2">3. Transaction Code (Instr. 8)</td>
<td colspan="3">4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</td>
<td rowspan="3">5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</td>
<td rowspan="3">6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</td>
<td rowspan="3">7. Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td>Code</td>
<td>V</td>
<td>Amount</td>
<td>(A) or (D)</td>
<td>Price</td>
</tr>
<tr>
<td></td><td></td><td></td><td></td><td></td>
</tr>
<tr>
<td>Common Stock</td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>107,502</td>
<td>I</td>
<td>By Fairbank Morris</td>
</tr>
</table>

<table>
<tr><th colspan="16">Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)</th></tr>
<tr>
<td rowspan="3">1. Title of Derivative Security (Instr. 3)</td>
<td rowspan="3">2. Conversion or Exercise Price of Derivative Security</td>
<td rowspan="3">3. Transaction Date (Month/Day/Year)</td>
<td rowspan="3">3A. Deemed Execution Date, if any (Month/Day/Year)</td>
<td colspan="2">4. Transaction Code (Instr. 8)</td>
<td colspan="2">5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</td>
<td colspan="2">6. Date Exercisable and Expiration Date (Month/Day/Year)</td>
<td colspan="2">7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</td>
<td rowspan="3">8. Price of Derivative Security (Instr. 5)</td>
<td rowspan="3">9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td rowspan="3">10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</td>
<td rowspan="3">11. Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td rowspan="2">Code</td>
<td rowspan="2">V</td>
<td rowspan="2">(A)</td>
<td rowspan="2">(D)</td>
<td rowspan="2">Date Exercisable</td>
<td rowspan="2">Expiration Date</td>
<td rowspan="2">Title</td>
<td>Amount or Number of Shares</td>
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<td>Employee Stock Option (Right to Buy)</td>
<td>$16.25</td>
<td>07/16/2007</td>
<td></td>
<td>M</td>
<td></td>
<td></td>
<td>10,739</td>
<td>(2)</td>
<td>12/17/2007</td>
<td>COF</td>
<td>10,739</td>
<td>$0</td>
<td>365,192</td>
<td>D</td>
<td></td>
</tr>
</table>

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. This option became exercisable upon stockholder approval on April 23, 1998, since the performance-based vesting criteria of the option was satisfied on April 16, 1998, the date on which the trading price of the Common Stock first exceeded $84.00 (pre-stock split) for at least ten trading days in any thirty calendar-day period. This requirement had to be satisfied on or before the third anniversary of the grant date of this option.

/s/ Tangela S. Richter (POA) on file for Richard D. Fairbank   07/17/2007

** 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.