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 CHANG	ES IN BEN	EFICIAL (	NWC

2. Issuer Name **and** Ticker or Trading Symbol

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

	OMB APPROVAL						
OWNERSHIP	OMB Number:	3235-0287					
OWNER OF III	Estimated average burd	len					
et of 1934	hours per response:	0.5					

5. Relationship of Reporting Person(s) to Issuer

1. Name and Address of Reporting Person*  WESTREICH STANLEY  (Last) (First) (Middle)  1680 CAPITAL ONE DRIVE  (Street)  MCLEAN VA 22102					er Name <b>and</b> Tick ITAL ONE					ck all applica	able)	g Person(s) to Is	Ssuer		
				3. Date 01/03/	e of Earliest Trans /2005	action (M	1onth/[	Day/Year)		Officer ( below)	(give title	Other (specify below)			
					4. If An	nendment, Date o	f Origina	l Filed	(Month/Day/	6. Inc Line)	Form fil	led by One led by Mor	up Filing (Check Applicable ne Reporting Person lore than One Reporting		
(City)	(S	tate)	(Zip)												
		Та	ble I - No	n-Deriv	ative S	Securities Ac	quired	, Dis	posed of,	or Ben	eficially	Owned			
		2. Transac Date (Month/Da		Execution Date,	Transaction Disposed Code (Instr.		4. Securities Disposed O	Acquired f (D) (Instr.	(A) or 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	s Illy ollowing	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	Transacti (Instr. 3 a	on(s)		
Common	Stock <sup>(1)</sup>			01/03/	2005		M		21,000	A	\$6.63	399,	,859	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		1,200	D	\$84.04	398,	,659	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		8,100	D	\$84.05	390,	,559	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		1,000	D	\$84.1	389,	,559	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		700	D	\$84.13	388,	,859	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		1,800	D	\$84.14	387,	,059	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		600	D	\$84.15	386,	,459	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		2,000	D	\$84.2	384,	,459	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		300	D	\$84.24	384,	,159	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		100	D	\$84.25	384,	,059	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		1,100	D	\$84.3	382,	,959	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		700	D	\$84.32	382,	,259	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		800	D	\$84.33	381,	,459	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		200	D	\$84.34	381,	,259	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		400	D	\$84.35	380,859		D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		600	D	\$84.36	380,	,259	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		700	D	\$84.37	379,	,559	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		100	D	\$84.38	379,	,459	D	
Common	Stock <sup>(1)</sup>			01/03/	2005		S		600	D	\$84.4	378,	,859	D	
Common	Stock											156,	,000	I	By Helene Westreich Trust
Common	Stock											67,	590	I	By Spouse
			Table II -			curities Acqu Ills, warrants						Owned			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	ed 4. Date, Tr	ansaction	5. Number of	6. Date E Expiratio (Month/D	xercisa n Date	able and	7. Title and of Securitie Underlying Derivative (Instr. 3 and	Amount es	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	Ownersh Form: Direct (D or Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)

			Table II - Deriv (e.g.,					s, options,	convertib			Owned			
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)	Code	Transaction of Expiration Date of Securities Code (Instr. Derivative (Month/Day/Year) Underlying					les g Security	Derivative Security (Instr. 5) Securitie Benefici Owned Followin Reporter Transact	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	erivative Ownership- fecurities Form: bleneficially Direct (D) owned oillowing eleported (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Date	Expiration		Amount or Number of				
Director				Code	٧	(A)	(D)	Exercisable	Date	Title	Shares				
Stock Option (Right to Buy)	\$6.63	01/03/2005		M			21,000	04/26/1996 <sup>(2)</sup>	04/26/2005	Common Stock	21,000	\$6.63	0	D	

## **Explanation of Responses:**

- 1. This transaction was executed pursuant to a trading plan entered into by the Reporting Person on November 12, 2004 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- $2. This option became exercisable in 33\ 1/3\% increments beginning on April 26, 1996 and annually from that date thereafter.$

## Remarks:

<u>By: Polly A. Nyquist (POA on D1/05/2005</u>

\*\* 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.

The undersigned hereby constitutes and appoints John G. Finneran, Jr., Frank R. Borchert, III, Jean K. Traub and Polly A. Nyquist, and each of them, as the true and lawful attorneys-in-fact (with full power of substitution and revocation in each) to:

- (1) execute, for and on behalf of the undersigned, any and all statements and reports required or permitted to be filed by the undersigned, in any and all capacities, under Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the "Act") with respect to the beneficial ownership of the securities of Capital One Financial Corporation (the "Company"), including without limitation Forms 3, 4 and 5;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such statements and reports and file such statements and reports, with all amendments, supplements and exhibits thereto, with the Securities and Exchange Commission, the New York Stock Exchange and/or any other stock exchange or any similar authority and to deliver copies thereof to the Company; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully as the undersigned could do if personally present, with full power of substitution or revocation, and hereby ratifies and confirms all that such attorneys-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney. The undersigned acknowledges that the foregoing attorneys-in-fact, acting in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file statements or reports under Section 16(a) of the Act with respect to holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of July, 2004.

/s/ Stanlev Westreich

## ACKNOWLEDGEMENT FOR POWER OF ATTORNEY

STATE OF VIRGINIA	)		
		)	SS
CTTY/COUNTY OF FATREAX	)	,	

The foregoing instrument was acknowledged before me this 29th day of July, 2004 by Stanley Westreich.

/s/ Francine D. Tuck Notary Public

(SEAL)

My commission expires October 31, 2008.