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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

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|---|--|---|
| 1. Name and Address of Reporting Person* <u>FINNERAN JOHN G JR</u> (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE (Street) MCLEAN VA 22102 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP [COF]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP and General Counsel</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/10/2004 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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⁾ | 06/10/2004 | | M | | 9,711 | A | \$34.13 | 92,976 | D | |
| Common Stock ⁽¹⁾ | 06/10/2004 | | M | | 10,289 | A | \$37.08 | 103,265 | D | |
| Common Stock ⁽¹⁾ | 06/10/2004 | | S | | 20,000 | D | \$70.4 | 83,265 | D | |

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 | | | | | | Title |
| Employee Stock Option (Right to Buy) | \$37.08 | 06/10/2004 | | M | | 10,289 | | 12/17/1999 ⁽²⁾ | 12/17/2008 | Common Stock | 10,289 | \$0 | 33,817 | D | |
| Employee Stock Option (Right to Buy) | \$34.13 | 06/10/2004 | | M | | 9,711 | | (3) | 12/06/2012 | Common Stock | 9,711 | \$0 | 38,400 | D | |

Explanation of Responses:

- This transaction was executed pursuant to a trading plan entered into by the Reporting Person on May 14, 2004 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- This option became exercisable in 33 1/3% increments beginning on December 17, 1999 and annually from that date thereafter.
- These options become exercisable in 33 1/3% increments on the anniversary of the grant in each of 2003, 2004 and 2005.

Remarks:

By: Polly A. Nyquist (POA on file) 06/14/2004

** 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.