

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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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 Officer (give title below) Other (specify below) EVP and General Counsel
	3. Date of Earliest Transaction (Month/Day/Year) 04/26/2004	
		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	04/26/2004		M		2,694	A	\$37.08	83,585	D	
Common Stock	04/26/2004		M		4,076	A	\$49.07	87,661	D	
Common Stock	04/26/2004		M		3	A	\$12.52	87,664	D	
Common Stock	04/26/2004		F		1,465	D	\$68.16	86,199	D	
Common Stock	04/26/2004		F		2,934	D	\$68.16	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)	\$12.52	04/26/2004		M		3		09/13/1998 ⁽¹⁾	09/13/2007	Common Stock	3	\$0	0	D	
Employee Stock Option (Right to Buy)	\$37.08	04/26/2004		M		2,694		12/17/1999 ⁽²⁾	12/17/2008	Common Stock	2,694	\$0	44,106	D	
Employee Stock Option (Right to Buy)	\$68.16	04/26/2004		A		1,465		10/26/2004	12/17/2008	Common Stock	1,465	\$0	1,465	D	
Employee Stock Option (Right to Buy)	\$49.07	04/26/2004		M		4,076		⁽³⁾	12/13/2011	Common Stock	4,076	\$0	100,924	D	
Employee Stock Option (Right to Buy)	\$68.16	04/26/2004		A		2,934		10/26/2004	12/13/2011	Common Stock	2,934	\$0	2,934	D	

Explanation of Responses:

- This option became exercisable in 33 1/3% increments beginning on September 13, 1998 and annually from that date thereafter.
- This option became exercisable in 33 1/3% increments beginning on December 17, 1999 and annually from that date thereafter.
- This option becomes exercisable in 33 1/3% increments beginning on December 13, 2002 and annually from that date thereafter.

Remarks:

By: Polly A. Nyquist (POA on file) 04/28/2004

** 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.

