

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>FAIRBANK RICHARD D</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO and President</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/13/2008 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 ⁽¹⁾⁽²⁾ | 03/13/2008 | | S | | 100 | D | \$49.74 | 2,453,069 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 200 | D | \$49.77 | 2,452,869 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 200 | D | \$49.78 | 2,452,669 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 100 | D | \$49.79 | 2,452,569 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 100 | D | \$49.81 | 2,452,469 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 100 | D | \$49.82 | 2,452,369 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 200 | D | \$49.83 | 2,452,169 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 100 | D | \$49.88 | 2,452,069 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 200 | D | \$49.89 | 2,451,869 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 100 | D | \$49.91 | 2,451,769 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 100 | D | \$49.92 | 2,451,669 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 100 | D | \$49.94 | 2,451,569 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 300 | D | \$49.98 | 2,451,269 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 100 | D | \$50.01 | 2,451,169 | D | |
| Common Stock ⁽¹⁾ | 03/13/2008 | | S | | 100 | D | \$50.07 | 2,451,069 | D | |
| 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/ Tangela S. Richter (POA) 03/14/2008
on file for Richard D. Fairbank

** Signature of Reporting Person Date

* 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.