CAPITAL ONE FINANCIAL CORP
Form 4
May 29, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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

(Print or Type Responses)

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)
05/27/2008

4. If Amendment, Date 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) (2)	05/27/2008		S		100	D	$ 48.62	2,440,461	D	
Common Stock (1)	05/27/2008		S		100	D	$ 48.63	2,440,361	D	
Common Stock (1)	05/27/2008		S		100	D	$ 48.65	2,440,261	D	
Common Stock (1)	05/27/2008		S		100	D	$ 48.66	2,440,161	D	
Common Stock (1)	05/27/2008		S		100	D	$ 48.67	2,440,061	D	

Common Stock (1)	05/27/2008	S	200	D	$ 48.68	2,439,861	D	
Common Stock (1)	05/27/2008	S	100	D	$ 48.69	2,439,761	D	
Common Stock (1)	05/27/2008	S	200	D	$ 48.7	2,439,561	D	
Common Stock (1)	05/27/2008	S	200	D	$ 48.71	2,439,361	D	
Common Stock (1)	05/27/2008	S	100	D	$ 48.72	2,439,261	D	
Common Stock (1)	05/27/2008	S	100	D	$ 48.73	2,439,161	D	
Common Stock (1)	05/27/2008	S	100	D	$ 48.74	2,439,061	D	
Common Stock (1)	05/27/2008	S	200	D	$ 48.75	2,438,861	D	
Common Stock (1)	05/27/2008	S	200	D	$ 48.77	2,438,661	D	
Common Stock (1)	05/27/2008	S	200	D	$ 48.78	2,438,461	D	
Common Stock (1)	05/27/2008	S	100	D	$ 48.79	2,438,361	D	
Common Stock (1)	05/27/2008	S	200	D	$ 48.82	2,438,161	D	
Common Stock (1)						107,502	I	By Fairbank Morris

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr

			(Instr. 3, 4, and 5)						
					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRBANK RICHARD D 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	X		Chairman, CEO and President	

Signatures

/s/ Tangela S. Richter (POA) on file for Richard D. Fairbank	05/29/2008
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(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) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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