BAILAR GREGOR

Form 4

March 06, 2007

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

Common

Stock

03/03/2007

(Print or Type Responses)

1. Name and Address of Reporting Person * BAILAR GREGOR			2. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	[CO			[COF]				• • • •			
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction (Month/Day/Year)				Director 10% Owner X Officer (give title Other (specify				
1680 CAPITAL ONE DRIVE			03/02/2007					below) below) Chief Information Officer			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
MCLEAN,	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securi	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2 A. Deen Execution any (Month/D	n Date, if	3. Transaction Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Stock	03/02/2007			A(1)	12,470	A	\$ 0	33,940	D		

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

 $F^{(2)}$

890

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

33,050

D

Edgar Filing: BAILAR GREGOR - Form 4

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. Transactic Code (Instr. 8)	5. Number of orderivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 76.79	03/02/2007		A	73,850	(3)	03/01/2017	Common Stock	73,850

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAILAR GREGOR 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102

Chief Information Officer

Signatures

/s/ Polly A. Nyquist (POA on file) for Gregor S.
Bailar 03/06/2007

**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).
- This grant restricted stock will vest in the following manner provided that the issuer achieves a predetermined earnings per share for 2007: 25% of the shares will vest on March 2, 2008, 25% will vest on March 2, 2009 and the remaining 50% will vest on March 2, 2010.
- (2) Represents the automatic withholding by the issuer to satisfy the reporting person's tax obligation associated with the vesting of restricted stock granted on March 3, 2006. This is authorized in the applicable restricted stock award agreement.
- (3) This option becomes exercisable in 33 1/3% increments beginning on March 2, 2008 and annually thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2