CAPITAL ONE FINANCIAL CORP

Form 4

August 28, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

burden hours per response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

FAIRBANK RICHARD D

			CAPITAL ONE FINANCIAL CORP [COF]					(Check all applicable)			
(Month				Date of Earliest Transaction Month/Day/Year) 8/27/2007				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman, CEO and President			
Filed(Mo				Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
MCLEAN	, VA 22102							Person			
(City)	(State)	(Zip)	Tabl	le I - Non-E	erivative (Securi	ties Acqu	uired, Disposed of	or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(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 (1)	08/27/2007			M	10,739	A	\$ 16.25	2,213,870	D		
Common Stock (1)	08/27/2007			S	100	D	\$ 65.11	2,213,770	D		
Common Stock (1)	08/27/2007			S	100	D	\$ 65.46	2,213,670	D		
Common Stock (1)	08/27/2007			S	100	D	\$ 65.76	2,213,570	D		
Common Stock (1)	08/27/2007			S	100	D	\$ 65.81	2,213,470	D		

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Common Stock (1)	08/27/2007	S	100	D	\$ 65.84	2,213,370	D
Common Stock (1)	08/27/2007	S	100	D	\$ 65.87	2,213,270	D
Common Stock (1)	08/27/2007	S	200	D	\$ 65.88	2,213,070	D
Common Stock (1)	08/27/2007	S	200	D	\$ 65.89	2,212,870	D
Common Stock (1)	08/27/2007	S	300	D	\$ 65.9	2,212,570	D
Common Stock (1)	08/27/2007	S	100	D	\$ 65.93	2,212,470	D
Common Stock (1)	08/27/2007	S	200	D	\$ 65.94	2,212,270	D
Common Stock (1)	08/27/2007	S	300	D	\$ 65.95	2,211,970	D
Common Stock (1)	08/27/2007	S	400	D	\$ 65.96	2,211,570	D
Common Stock (1)	08/27/2007	S	300	D	\$ 65.97	2,211,270	D
Common Stock (1)	08/27/2007	S	300	D	\$ 65.98	2,210,970	D
Common Stock (1)	08/27/2007	S	300	D	\$ 65.99	2,210,670	D
Common Stock (1)	08/27/2007	S	300	D	\$ 66	2,210,370	D
Common Stock (1)	08/27/2007	S	400	D	\$ 66.01	2,209,970	D
Common Stock (1)	08/27/2007	S	1,000	D	\$ 66.02	2,208,970	D
Common Stock (1)	08/27/2007	S	800	D	\$ 66.03	2,208,170	D
Common Stock (1)	08/27/2007	S	900	D	\$ 66.04	2,207,270	D
Common Stock (1)	08/27/2007	S	539	D	\$ 66.05	2,206,731	D
Common Stock (1)	08/27/2007	S	500	D	\$ 66.06	2,206,231	D
Common Stock (1)	08/27/2007	S	400	D	\$ 66.07	2,205,831	D
	08/27/2007	S	300	D		2,205,531	D

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Common Stock (1)					\$ 66.08			
Common Stock (1)	08/27/2007	S	600	D	\$ 66.09	2,204,931	D	
Common Stock (1)	08/27/2007	S	100	D	\$ 66.1	2,204,831	D	
Common Stock						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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SEC 1474

(9-02)

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)			erivative Expiration Date (Month/Day/Ye cquired (A) Disposed of D) nstr. 3, 4,		7. Title Amoun Underly Securiti (Instr. 3	nt of ying	8. Pr Deriv Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 16.25	08/27/2007		M		10,739	(2)	12/17/2007	COF	10,739	\$

Reporting Owners

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

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Signatures

/s/ Tangela S. Richter (POA) on file for Richard D. Fairbank

08/28/2007

**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).
- (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.
- This option became exercisable upon stockholder approval on April 23, 1998, since the performance-based vesting criteria of the option was satisfied on April 16, 1998, the date on which the trading price of the Common Stock first exceeded \$84.00 (pre-stock split) for at least ten trading days in any thirty calendar-day period. This requirement had to be satisfied on or before the third anniversary of the grant date of this option.

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.

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