

GROSS PATRICK W  
 Form 144  
 December 13, 2007

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

**OMB APPROVAL**  
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**FORM 144**

4.47

**NOTICE OF PROPOSED SALE OF SECURITIES**

**SEC USE ONLY**  
 DOCUMENT SEQUENCE NO.

**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

CUSIP NUMBER

WORK LOCATION

|  |                    |                    |  |
|--|--------------------|--------------------|--|
| 1(a) NAME OF ISSUER (Please type or print) |                    | (b) IRS IDENT. NO. | (c) S.E.C. FILE NO.                    |
| Capital One Financial Corporation          |                    | 54-1719854         | 1-13300                                |
| 1(d) ADDRESS OF ISSUER                     | STREET             | CITY               | STATE ZIP CODE (e) TELEPHONE NO.       |
|  |                    |                    | AREA CODE NUMBER                       |
| 1680 Capital One Drive                     | McLean             | VA 22102           | 703 720-1000                           |
| 2(a) NAME OF PERSON FOR WHOSE              | (b) IRS IDENT. NO. | (c) RELATIONSHIP   | (d) ADDRESS STREET CITY STATE ZIP CODE |

ACCOUNT THE SECURITIES TO ISSUER  
 ARE TO BE SOLD

1680 Capital  
 One Drive

Patrick W. Gross N/A DIRECTOR McLean VA 22102

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

|   |                               |                                     |                         |                          |                         |                          |                     |
|---|-------------------------------|-------------------------------------|-------------------------|--------------------------|-------------------------|--------------------------|---------------------|
| 3(a)  | (b)                           | <b>SEC USE ONLY</b>                 | (c)                     | (d)                      | (e)                     | (f)                      | (g)                 |
| <b>Name and Address of Each Broker</b>              |                               |                                     |                         |                          |                         |                          |                     |
| <b>Title of the Through Whom the Securities are</b> | <b>Class of</b>               | <b>to be Offered or Each Market</b> | <b>Number of Shares</b> | <b>Aggregate</b>         | <b>Number of Shares</b> | <b>Approximate</b>       | <b>Name of Each</b> |
| <b>Securities</b>                                   | <b>Maker who is Acquiring</b> | <b>Broker-Dealer</b>                | <b>or Other Units</b>   | <b>Market Value</b>      | <b>or Other Units</b>   | <b>Date of Sale</b>      | <b>Securities</b>   |
| <b>To Be Sold</b>                                   | <b>the Securities</b>         | <b>File Number</b>                  | <b>To Be Sold</b>       | <b>(See Instr. 3(d))</b> | <b>Outstanding</b>      | <b>(See Instr. 3(f))</b> | <b>Exchange</b>     |
|   | E* Trade Financial            |                                     | 11,000                  | \$560,890                | 418,512,173             | (MO. DAY YR.)            | (See Instr. 3(g))   |
|   |                               |                                     |                         |                          |                         |                          | NYSE                |

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Common 1095 White Rock Road  
Stock  
Rancho Cordova, CA 95670

@12/10/2007 @10/31/07

Various Pursuant  
to

10b5-1 plan

**INSTRUCTIONS:**

1. (a) Name of issuer  
(b) Issuer's I.R.S. Identification Number  
(c) Issuer's S.E.C. file number, if any  
(d) Issuer's address, including zip code  
  
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold  
(b) Such person's I.R.S. identification number, if such person is an entity  
  
(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
(d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold  
(b) Name and address of each broker through whom the securities are intended to be sold  
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)  
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice  
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer  
  
(f) Approximate date on which the securities are to be sold  
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

**Potential Persons who are to respond to the collection of information contained in this form are not required to respond unless the display a currently valid OMB control number.**

**TABLE I SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

| Title of     | Date you | Name of Person from Whom Acquired  |  | Amount of           | Date of | Nature of |
|--------------|----------|--|--|---------------------|---------|-----------|
| the Class    | Acquired | Nature of Acquisition Transaction (If gift, also give date donor acquired) |  | Securities Acquired | Payment | Payment   |
| Common Stock | Various  | Exercise of Options granted by Capital One Financial Corporation           |  | 11,000              | Various | Cash      |

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
|----------------------------|--------------------------|--------------|---------------------------|----------------|

**REMARKS:**

The Shares being covered by this Form 144 are being sold pursuant to a 10b5-1 sales plan dated as of November 14, 2007; and the representation below regarding the seller's knowledge of material information speaks as of that plan's adoption date.

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.*

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12/11/2007

/s/ Patrick W. Gross

DATE OF NOTICE

(SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.*

*Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**