

CAPITAL ONE FINANCIAL CORP
 Form 144
 May 01, 2008

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

OMB APPROVAL
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FORM 144

2.00

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
 1(d) ADDRESS OF ISSUER

STREET

CITY

54-1719854

STATE ZIP CODE

1-13300

(e) TELEPHONE NO.

AREA CODE

NUMBER

1680 Capital One Drive

McLean

VA

22102

703

720-1000

2(a) NAME OF PERSON FOR WHOSE

(b) RELATIONSHIP TO
 ISSUER

(c) ADDRESS

STREET

CITY

STATE

ZIP CODE

ACCOUNT THE SECURITIES

ARE TO BE SOLD

1680 Capital
 One Drive

McLean VA 22102

CEO

Richard D. Fairbank

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)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)				
Name and Address of Each Broker											
Title of the	Through Whom the Securities are							Number of Shares	Number of Shares	Approximate	Name of Each
Class of	to be Offered or Each Market							or Other Units	or Other Units	Date of Sale	Securities
Securities	Maker who is Acquiring							Broker-Dealer	To Be Sold	Market Value	Outstanding
To Be Sold	the Securities	File Number	(See instr. 3(c))	(See instr. 3(d))	(See instr. 3(e))	(MO. DAY YR.)	(See instr. 3(g))				
Common Stock	Banc of America Investment Services, Inc.		292,692	\$15,615,118.2	373,289,195	Various	NYSE				
				@4/30/2008	@02/25/2008						

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3200 Park Center Drive, 12th Floor

Costa Mesa, CA 92626

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 relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 - (c) 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 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 form displays 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 the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	Various	Vesting and Exercise of Options	Capital One Financial Corporation	292,692	Various	Cashless exercise of vested options granted by Capital One Financial Corporation

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
Potomac School (Donee)	COF Common Stock	11/13/2007	107,479	Gross proceeds are unknown because this is an assumed sale
Richard D. Fairbank	COF Common Stock	(Date of Grant to Donee) From 02/01/2008 to 04/30/2008	907,308	\$44,576,322.94

REMARKS:

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

INSTRUCTIONS:

ATTENTION:

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See the definition of person in paragraph (a) of Rule 144. Information 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.

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. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

May 1st, 2008

/s/ Richard D. Fairbank

DATE OF NOTICE

(SIGNATURE)

February 1st, 2007

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,

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.

IF RELYING ON RULE 10B5-1

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)