#### CAPITAL ONE FINANCIAL CORP

Form 4

February 13, 2008

# FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

5. Relationship of Reporting Person(s) to

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

FAIRBANK RICHARD D		Symbol				····b	Issuer				
			CAPITA [COF]	CAPITAL ONE FINANCIAL CORP [COF]					(Check all applicable)		
(Last)	(First)	Middle)	3. Date of (Month/D		Earliest Transaction				_X_ Director 10% Owner _X_ Officer (give title Other (specify		
				02/11/2008					below) below) Chairman, CEO and President		
	(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check		
			riieu(Moi	ширауг.	i ear,	)			Applicable Line) _X_ Form filed by One Reporting Person		
MCLEAN,	VA 22102								Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	xecution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			d of (D)	Owned Indirect (I) Owned Following (Instr. 4) (Instr. 4) Transaction(s)		
C				Code	V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock (1) (2)	02/11/2008			S		200	D	\$ 47.18	2,457,062	D	
Common Stock (1)	02/11/2008			S		100	D	\$ 47.19	2,456,962	D	
Common Stock (1)	02/11/2008			S		100	D	\$ 47.22	2,456,862	D	
Common Stock (1)	02/11/2008			S		100	D	\$ 47.23	2,456,762	D	
Common Stock (1)	02/11/2008			S		100	D	\$ 47.24	2,456,662	D	

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Common Stock (1)	02/11/2008	S	100	D	\$ 47.26	2,456,562	D
Common Stock (1)	02/11/2008	S	100	D	\$ 47.29	2,456,462	D
Common Stock (1)	02/11/2008	S	200	D	\$ 47.3	2,456,262	D
Common Stock (1)	02/11/2008	S	200	D	\$ 47.31	2,456,062	D
Common Stock (1)	02/11/2008	S	200	D	\$ 47.32	2,455,862	D
Common Stock (1)	02/11/2008	S	200	D	\$ 47.33	2,455,662	D
Common Stock (1)	02/11/2008	S	100	D	\$ 47.34	2,455,562	D
Common Stock (1)	02/11/2008	S	200	D	\$ 47.35	2,455,362	D
Common Stock (1)	02/11/2008	S	200	D	\$ 47.36	2,455,162	D
Common Stock (1)	02/11/2008	S	200	D	\$ 47.37	2,454,962	D
Common Stock (1)	02/11/2008	S	100	D	\$ 47.38	2,454,862	D
Common Stock (1)	02/11/2008	S	100	D	\$ 47.39	2,454,762	D
Common Stock (1)	02/11/2008	S	400	D	\$ 47.4	2,454,362	D
Common Stock (1)	02/11/2008	S	200	D	\$ 47.41	2,454,162	D
Common Stock (1)	02/11/2008	S	100	D	\$ 47.43	2,454,062	D
Common Stock (1)	02/11/2008	S	100	D	\$ 47.49	2,453,962	D
Common Stock (1)	02/11/2008	S	200	D	\$ 47.5	2,453,762	D
Common Stock (1)	02/11/2008	S	100	D	\$ 47.51	2,453,662	D
Common Stock (1)	02/11/2008	S	200	D	\$ 47.56	2,453,462	D
Common Stock (1)	02/11/2008	S	100	D	\$ 47.6	2,453,362	D
	02/11/2008	S	100	D		2,453,262	D

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Common Stock (1)					\$ 47.63			
Common Stock (1)	02/11/2008	S	100	D	\$ 47.64	2,453,162	D	
Common Stock (1)	02/11/2008	S	100	D	\$ 47.65	2,453,062	D	
Common Stock (1)	02/11/2008	S				2,452,962	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.

Persons who 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.

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. onNumber	6. Date Exercises Expiration D		7. Title Amou		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	, ,	(Instr. 5)	Bene
	Derivative		,	,	Securities	8		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	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

02/13/2008

\*\*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. 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.

Signatures 4