CAPITAL ONE FINANCIAL CORP

Form 4

February 15, 2008

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

January 31, Expires: 2005

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,

SECURITIES

burden hours per response...

Estimated average

See Instruction

1(b).

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * FAIRBANK RICHARD D			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			CAPITAL ONE FINANCIAL CORP [COF]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	_X_ Director 10% Owner			
1680 CAPITAL ONE DRIVE			(Month/Day/Year) 02/13/2008	_X_ Officer (give title Other (specify below) Chairman, CEO and President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MCLEAN, VA	22102		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 02/13/2008 S 100 D 2,461,896 D Stock (1) (2) 47.91 Common 2,461,696 02/13/2008 S 200 D D Stock (1) Common S 02/13/2008 200 D 2,461,496 Stock (1) Common S 02/13/2008 100 2,461,396 D Stock (1) Common 02/13/2008 S 100 D 2,461,296 D Stock (1)

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Common Stock (1)	02/13/2008	S	200	D	\$ 47.98	2,461,096	D
Common Stock (1)	02/13/2008	S	300	D	\$ 47.99	2,460,796	D
Common Stock (1)	02/13/2008	S	200	D	\$ 48.02	2,460,596	D
Common Stock (1)	02/13/2008	S	100	D	\$ 48.05	2,460,496	D
Common Stock (1)	02/13/2008	S	100	D	\$ 48.06	2,460,396	D
Common Stock (1)	02/13/2008	S	100	D	\$ 48.12	2,460,296	D
Common Stock (1)	02/13/2008	S	100	D	\$ 48.13	2,460,196	D
Common Stock (1)	02/13/2008	S	100	D	\$ 48.14	2,460,096	D
Common Stock (1)	02/13/2008	S	100	D	\$ 48.15	2,459,996	D
Common Stock (1)	02/13/2008	S	100	D	\$ 48.16	2,459,896	D
Common Stock (1)	02/13/2008	S	100	D	\$ 48.17	2,459,796	D
Common Stock (1)	02/13/2008	S	200	D	\$ 48.18	2,459,596	D
Common Stock (1)	02/13/2008	S	300	D	\$ 48.22	2,459,296	D
Common Stock (1)	02/13/2008	S	100	D	\$ 48.23	2,459,196	D
Common Stock (1)	02/13/2008	S	100	D	\$ 48.28	2,459,096	D
Common Stock (1)	02/13/2008	S	100	D	\$ 48.29	2,458,996	D
Common Stock (1)	02/13/2008	S	400	D	\$ 48.31	2,458,596	D
Common Stock (1)	02/13/2008	S	100	D	\$ 48.34	2,458,496	D
Common Stock (1)	02/13/2008	S	200	D	\$ 48.35	2,458,296	D
Common Stock (1)	02/13/2008	S	200	D	\$ 48.36	2,458,096	D
	02/13/2008	S	100	D		2,457,996	D

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Common Stock (1)					\$ 48.38			
Common Stock (1)	02/13/2008	S	300	D	\$ 48.39	2,457,696	D	
Common Stock (1)	02/13/2008	S	100	D	\$ 48.4	2,457,596	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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Relationships

Date

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
FAIRBANK RICHARD D 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	X		Chairman, CEO and President	
Signatures				
/s/ Tangela S. Richter (POA) on fi Fairbank	02/15/2008			

**Signature of Reporting Person

Reporting Owners 3

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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.

Remarks:

"Form 2 of 4"

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.