CAPITAL ONE FINANCIAL CORP

Form 4 April 22, 2008

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Form 4 or Form 5 obligations

SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

FAIRBANK RICHARD D		Symbol					Issuer				
				CAPITAL ONE FINANCIAL CORP [COF]					(Check all applicable)		
(Last)	(First) (1	Middle)		3. Date of Earliest Transaction (Month/Day/Year)					X Director 10% OwnerX Officer (give title Other (specify		
				04/21/2008					below) Chairman, CEO and President		
	(Street)		4. If Ame: Filed(Mon			_	l		6. Individual or Joint/Group Filing(Check Applicable Line)		
MCLEAN, VA 22102			Thed(Montal Buy) Teat)					_X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - No	n-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1) (2)	04/21/2008			S		400	D	\$ 48.03	2,453,669	D	
Common Stock (1)	04/21/2008			S		100	D	\$ 48.04	2,453,569	D	
Common Stock (1)	04/21/2008			S		300	D	\$ 48.05	2,453,269	D	
Common Stock (1)	04/21/2008			S		200	D	\$ 48.06	2,453,069	D	
Common Stock (1)	04/21/2008			S		200	D	\$ 48.07	2,452,869	D	

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Common Stock (1)	04/21/2008	S	100	D	\$ 48.1	2,452,769	D	
Common Stock (1)	04/21/2008	S	100	D	\$ 48.11	2,452,669	D	
Common Stock (1)	04/21/2008	S	100	D	\$ 48.13	2,452,569	D	
Common Stock (1)	04/21/2008	S	200	D	\$ 48.16	2,452,369	D	
Common Stock (1)	04/21/2008	S	200	D	\$ 48.17	2,452,169	D	
Common Stock (1)	04/21/2008	S	100	D	\$ 48.2	2,452,069	D	
Common Stock (1)	04/21/2008	S	100	D	\$ 48.21	2,451,969	D	
Common Stock (1)	04/21/2008	S	100	D	\$ 48.24	2,451,869	D	
Common Stock (1)	04/21/2008	S	100	D	\$ 48.26	2,451,769	D	
Common Stock (1)	04/21/2008	S	100	D	\$ 48.27	2,451,669	D	
Common Stock (1)	04/21/2008	S	200	D	\$ 48.29	2,451,469	D	
Common Stock (1)	04/21/2008	S	100	D	\$ 48.3	2,451,369	D	
Common Stock (1)	04/21/2008	S	200	D	\$ 48.31	2,451,169	D	
Common Stock (1)	04/21/2008	S	100	D	\$ 48.33	2,451,069	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	ionNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivating Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s 1		Securities (Instr. 3 and 4)	(Instr. 5)
			Code V	(A) (D)	Date Exercisable	-	Title Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships								
1	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 file for Richard D. 04/22/2008 Fairbank

> **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).
- 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.
- 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 **(2)** of the Form 4 filed for the same date listed above.

Remarks:

"Form 3 of 3"

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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