

CAPITAL ONE FINANCIAL CORP
 Form 4
 November 15, 2004

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FAIRBANK RICHARD D

2. Issuer Name and Ticker or Trading Symbol
CAPITAL ONE FINANCIAL CORP [COF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1680 CAPITAL ONE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO and President

MCLEAN, VA 22102
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock ⁽¹⁾	11/11/2004		M	V	71,342	A	\$ 47.84 721,840	D
Common Stock ⁽¹⁾	11/11/2004		M	V	104,206	A	\$ 66.79 826,046	D
Common Stock ⁽¹⁾	11/11/2004		S		3,300	D	\$ 78.5 822,746	D
Common Stock ⁽¹⁾	11/11/2004		S		800	D	\$ 78.51 821,946	D
Common Stock ⁽¹⁾	11/11/2004		S		13,100	D	\$ 78.53 808,846	D

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Common Stock <u>(1)</u>	11/11/2004	S	4,500	D	\$ 78.58	804,346	D
Common Stock <u>(1)</u>	11/11/2004	S	1,300	D	\$ 78.65	803,046	D
Common Stock <u>(1)</u>	11/11/2004	S	800	D	\$ 78.72	802,246	D
Common Stock <u>(1)</u>	11/11/2004	S	2,400	D	\$ 78.76	799,846	D
Common Stock <u>(1)</u>	11/11/2004	S	900	D	\$ 78.77	798,946	D
Common Stock <u>(1)</u>	11/11/2004	S	2,200	D	\$ 78.78	796,746	D
Common Stock <u>(1)</u>	11/11/2004	S	200	D	\$ 78.79	796,546	D
Common Stock <u>(1)</u>	11/11/2004	S	4,300	D	\$ 78.8	792,246	D
Common Stock <u>(1)</u>	11/11/2004	S	100	D	\$ 78.87	792,146	D
Common Stock <u>(1)</u>	11/11/2004	S	100	D	\$ 78.88	792,046	D
Common Stock <u>(1)</u>	11/11/2004	S	1,300	D	\$ 78.89	790,746	D
Common Stock <u>(1)</u>	11/11/2004	S	700	D	\$ 78.9	790,046	D
Common Stock <u>(1)</u>	11/11/2004	S	1,300	D	\$ 78.91	788,746	D
Common Stock <u>(1)</u>	11/11/2004	S	6,000	D	\$ 78.92	782,746	D
Common Stock <u>(1)</u>	11/11/2004	S	1,400	D	\$ 78.93	781,346	D
Common Stock <u>(1)</u>	11/11/2004	S	5,900	D	\$ 78.94	775,446	D
Common Stock <u>(1)</u>	11/11/2004	S	4,000	D	\$ 78.95	771,446	D
Common Stock <u>(1)</u>	11/11/2004	S	2,500	D	\$ 78.96	768,946	D
Common Stock <u>(1)</u>	11/11/2004	S	600	D	\$ 78.97	768,346	D
Common Stock <u>(1)</u>	11/11/2004	S	10,200	D	\$ 78.98	758,146	D
	11/11/2004	S	6,200	D		751,946	D

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Common Stock ⁽¹⁾					\$ 78.99		
Common Stock ⁽¹⁾	11/11/2004	S	2,000	D	\$ 79	749,946	D
Common Stock ⁽¹⁾	11/11/2004	S	800	D	\$ 79.01	749,146	D
Common Stock ⁽¹⁾	11/11/2004	S	8,200	D	\$ 79.02	740,946	D

Common Stock

107,502 I

By
Fairbank
Morris
Inc.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 47.84	11/11/2004		M	71,342	10/25/2000 11/15/2004	Common Stock 71,342
Employee Stock Option (right to buy)	\$ 66.79	11/11/2004		M	104,206	07/29/2001 11/15/2004	Common Stock 104,206

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FAIRBANK RICHARD D
1680 CAPITAL ONE DRIVE
MCLEAN, VA 22102

X

Chairman,
CEO and
President

Signatures

By: Polly A. Nyquist (POA
on File)

11/15/2004

**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 May 14, 2004 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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