

CAPITAL ONE FINANCIAL CORP

Form 4

May 18, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(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)

MCLEAN, VA 22102

(City)

(State)

(Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/16/2007

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

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock <sup>(1)</sup>        | 05/16/2007                              |                                                             | M                                    |                                                                         | 10,739                                                                                                             | A                                                                    | \$<br>16.25                                                       |
| Common<br>Stock <sup>(1)</sup>        | 05/16/2007                              |                                                             | S                                    |                                                                         | 100                                                                                                                | D                                                                    | \$<br>76.75                                                       |
| Common<br>Stock <sup>(1)</sup>        | 05/16/2007                              |                                                             | S                                    |                                                                         | 100                                                                                                                | D                                                                    | \$<br>76.76                                                       |
| Common<br>Stock <sup>(1)</sup>        | 05/16/2007                              |                                                             | S                                    |                                                                         | 200                                                                                                                | D                                                                    | \$<br>76.79                                                       |
| Common<br>Stock <sup>(1)</sup>        | 05/16/2007                              |                                                             | S                                    |                                                                         | 100                                                                                                                | D                                                                    | \$ 76.8                                                           |

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|                            |            |   |     |   |             |           |   |
|----------------------------|------------|---|-----|---|-------------|-----------|---|
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 400 | D | \$<br>76.81 | 2,216,095 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 500 | D | \$<br>76.82 | 2,215,595 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 200 | D | \$<br>76.83 | 2,215,395 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 200 | D | \$<br>76.84 | 2,215,195 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 300 | D | \$<br>76.85 | 2,214,895 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 300 | D | \$<br>76.86 | 2,214,595 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 100 | D | \$<br>76.87 | 2,214,495 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 200 | D | \$<br>76.88 | 2,214,295 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 200 | D | \$<br>76.89 | 2,214,095 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 200 | D | \$ 76.9     | 2,213,895 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 100 | D | \$<br>76.91 | 2,213,795 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 200 | D | \$<br>76.92 | 2,213,595 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 300 | D | \$<br>76.93 | 2,213,295 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 100 | D | \$<br>76.94 | 2,213,195 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 200 | D | \$<br>76.95 | 2,212,995 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 200 | D | \$<br>76.97 | 2,212,795 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 300 | D | \$<br>76.98 | 2,212,495 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 200 | D | \$<br>76.99 | 2,212,295 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 600 | D | \$ 77       | 2,211,695 | D |
| Common<br>Stock <u>(1)</u> | 05/16/2007 | S | 139 | D | \$<br>77.01 | 2,211,556 | D |
|                            | 05/16/2007 | S | 400 | D |             | 2,211,156 | D |

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|                                |            |  |   |     |             |             |           |                          |
|--------------------------------|------------|--|---|-----|-------------|-------------|-----------|--------------------------|
| Common<br>Stock <sup>(1)</sup> |            |  |   |     | \$<br>77.02 |             |           |                          |
| Common<br>Stock <sup>(1)</sup> | 05/16/2007 |  | S | 500 | D           | \$<br>77.03 | 2,210,656 | D                        |
| Common<br>Stock <sup>(1)</sup> | 05/16/2007 |  | S | 300 | D           | \$<br>77.04 | 2,210,356 | D                        |
| Common<br>Stock                |            |  |   |     |             | 107,502     | I         | By<br>Fairbank<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |                                     | 8. Pr<br>Deriv<br>Secur<br>(Instr |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------------|-------------------------------------|-----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                                     | Amount<br>or<br>Number<br>of Shares |                                   |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 16.25                                                              | 05/16/2007                              |                                                             | M                                       | 10,739                                                                                                       | <u>(2)</u>                                                     | 12/17/2007         | COF                                                                       | 10,739                              | \$ 1                              |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                                   |       |
|------------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
|                                                                  | Director      | 10% Owner | Officer                           | Other |
| FAIRBANK RICHARD D<br>1680 CAPITAL ONE DRIVE<br>MCLEAN, VA 22102 | X             |           | Chairman,<br>CEO and<br>President |       |

## Signatures

/s/ Tangela S. Richter (POA) on file for Richard D.  
Fairbank

05/18/2007

\_\_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.

This option became exercisable upon stockholder approval on April 23, 1998, since the performance-based vesting criteria of the option was satisfied on April 16, 1998, the date on which the trading price of the Common Stock first exceeded \$84.00 (pre-stock split) for at least ten trading days in any thirty calendar-day period. This requirement had to be satisfied on or before the third anniversary of the grant date of this option.
- (2)

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.