CAPITAL ONE FINANCIAL CORP
Form 4
February 25, 2008

FORM 4

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

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

(Print or Type Responses)

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

(Last) (First) (Middle)

1680 CAPITAL ONE DRIVE

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, CEO and President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	02/21/2008		M		14,634	A	$ 33.77	2,465,703 (2)	D	
Common Stock (1)	02/21/2008		S		100	D	$ 47.51	2,465,603	D	
Common Stock (1)	02/21/2008		S		100	D	$ 47.53	2,465,503	D	
Common Stock (1)	02/21/2008		S		200	D	$ 47.56	2,465,303	D	
Common Stock (1)	02/21/2008		S		100	D	$ 47.58	2,465,203	D	

Common Stock (1)	02/21/2008	S	300	D	$ 47.6	2,464,903	D
Common Stock (1)	02/21/2008	S	100	D	$ 47.62	2,464,803	D
Common Stock (1)	02/21/2008	S	100	D	$ 47.63	2,464,703	D
Common Stock (1)	02/21/2008	S	100	D	$ 47.67	2,464,603	D
Common Stock (1)	02/21/2008	S	100	D	$ 47.69	2,464,503	D
Common Stock (1)	02/21/2008	S	200	D	$ 47.71	2,464,303	D
Common Stock (1)	02/21/2008	S	200	D	$ 47.73	2,464,103	D
Common Stock (1)	02/21/2008	S	134	D	$ 47.75	2,463,969	D
Common Stock (1)	02/21/2008	S	200	D	$ 47.76	2,463,769	D
Common Stock (1)	02/21/2008	S	200	D	$ 47.77	2,463,569	D
Common Stock (1)	02/21/2008	S	200	D	$ 47.78	2,463,369	D
Common Stock (1)	02/21/2008	S	100	D	$ 47.8	2,463,269	D
Common Stock (1)	02/21/2008	S	100	D	$ 47.81	2,463,169	D
Common Stock (1)	02/21/2008	S	100	D	$ 47.82	2,463,069	D
Common Stock (1)	02/21/2008	S	100	D	$ 47.84	2,462,969	D
Common Stock (1)	02/21/2008	S	200	D	$ 47.85	2,462,769	D
Common Stock (1)	02/21/2008	S	200	D	$ 47.86	2,462,569	D
Common Stock (1)	02/21/2008	S	100	D	$ 47.87	2,462,469	D
Common Stock (1)	02/21/2008	S	400	D	$ 47.88	2,462,069	D
Common Stock (1)	02/21/2008	S	200	D	$ 47.91	2,461,869	D
	02/21/2008	S	100	D		2,461,769	D

Common Stock [(1)]					$ 47.92			
Common Stock [(1)]	02/21/2008	S	100	D	$ 47.94	2,461,669	D	
Common Stock [(1)]	02/21/2008	S	100	D	$ 47.97	2,461,569	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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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)		8. Pr Deri Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	$ 33.77	02/21/2008		M			14,634	[(3)]	06/10/2008	COF	14,634	$

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

/s/ Tangela S. Richter (POA) on file for Richard D. Fairbank	02/25/2008
**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)	Includes shares acquired by the reporting person under the Company's Dividend Reinvestment Plan since the last reported transaction.
(3)	This option was subject to and received stockholder approval on April 29, 1999, and the performance-based vesting criteria of the option was satisfied on September 11, 2000, the date on which the fair market value of the common stock reached and remained at or above $58.33 for at least ten trading days in any 30 calendar-day period. This requirement had to be satisfied on or before June 11, 2001.

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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