Edgar Filing: CAPITAL ONE FINANCIAL CORP - Form 4

| CAPITAL ONE FINANCIAL CORP Form 4 May 15, 2008 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). | | | | | | | | | | |
|--|---|---|--|---|--|--|--|---|---|--|
| Responses) | | | | | | | | | | |
| | Person <u>*</u> | Symbol | | | | - | Issuer | | | |
| (Last) (First) (Middle) 3. Date of (Month/Date) | | | of Earliest Transaction May/Year) | | | | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) | | | |
| | E | | | | | | | | | |
| (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) | | | | | | rson | | | | |
| (State) | (Zip) | Tabl | le I - Non-D | Derivative | Securi | ties Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| | Executio any | on Date, if | Code (Instr. 8) | on(A) or Dia (Instr. 3, 4 | sposed 4 and 5 (A) or | of (D) | 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) | |
| 05/15/2008 | | | Code V M | Amount 14,634 | (D) A | \$ | 2,452,788 | D | | |
| 05/15/2008 | /15/2008 | | | 100 | D | \$ 51.45 | 2,452,688 | D | | |
| 05/15/2008 | | | S | 100 | D | \$ 51.47 | 2,452,588 | D | | |
| 05/15/2008 | | | S | 100 | D | \$ 51.48 | 2,452,488 | D | | |
| 05/15/2008 | S | 100 | D | \$ 51.49 | 2,452,388 | D | | | | |
| | 8 1 4 UNITED is box ger STATEM 6. r Filed put section 17(Section 17(Call ONE DRIV (Street) VA 22102 (Street) VA 22102 (Street) 2. Transaction Date (Month/Day/Year) 05/15/2008 05/15/2008 | 8 1 4 UNITED STATES is box ger STATEMENT O 6. r Filed pursuant to ns Section 17(a) of the 30(h) Responses) address of Reporting Person * ACRICHARD D (First) (Middle) (First) (Middle) FAL ONE DRIVE (Street) VA 22102 (State) (Zip) 2. Transaction Date 2A. Deet (Month/Day/Year) 2X. Deet (Month/Day/Year) 2A. Deet (Month/Day/ | 8 UNITED STATES SECUR is box STATEMENT OF CHAN 6. Filed pursuant to Section 1 r Filed pursuant to Section 1 ns. Section 17(a) of the Public U action Section 17(a) of the Public U (First) (Middle) 3. Date o (Month/D Section Section 17(a) (Street) (A. Deemed Month/D (Month/Day/Year) Execution Date, if any (Month/Day/Year) Section 17(a) 05/15/2008 S/15/2008 < | 8 UNITED STATES SECURITIES A Washington, is box ger of a state were of a secure | 8 UNITED STATES SECURITIES AND EXC Washington, J.C. 20: Sistox 9 STATEMENT OF CHANGES IN BENEFI 6. 6. SECURITIES Filed pursuant to Section 16(a) of the Securit inue. 9 Section 17(a) of the Public Utility Holding Com 30(h) of the Investment Compan Responses) Section 17(a) of the Public Utility Holding Com 30(h) of the Investment Compan Responses) 2. Issuer Name and Ticker or Symbol CAPITAL ONE FINANCE [COF] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) FAL ONE DRIVE 05/15/2008 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) VA 22102 State (Street) 2. Deemed 3. 4. Securit (Month/Day/Year) VA 22102 Code V Amount (Month/Day/Year) Code 2. Transaction Date 2A. Deemed 3. 4. Securit (Instr. 3, 4 (Month/Day/Year) 4. Securit (Instr. 3, 4 (Month/Day/Year) 05/15/2008 S 100 05/15/2008 S 100 05/15/2008 S 100 05/15/2008 S 100 | 8 UNITED STATES SECURITES AND EXCEPTIONS is box STATEMENT OF CHANGES IN BENEFICIANS 6 SECURITES r Filed pursuant to Section 16(a) of the Securities E inne. Section 17(a) of the Public Utility Holding Company 30(h) of the Investment Suprescripting Acting Acting Acting Acting Acting Acting Acting Acti | 8 14 UNITED STATES SECURITIES AND EXCHANGE ON Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWN 6. Filed pursuant to Section 16(a) of the Securities Exchange responses Section 17(a) of the Public Utility Holding Company Act of aution 30(h) of the Investment Company Act of 194 Responses) ddress of Reporting Person 1 S RICHARD D Section 17(a) 0 CAPITAL ONE FINANCIAL CORP [COF] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) TAL ONE DRIVE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) VA 22102 (Street) 21, Securities Acquired (Month/Day/Year) CAPITAL ONE DRIVE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) VA 22102 (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (Amount (D) Price 05/15/2008 S 100 D S 1.45 05/15/2008 S 100 D S 1.47 05/15/2008 S 100 D S 1.48 05/15/2008 S 100 D S 1.48 S 1.48 S 1.48 S 1.48 S 1.48 S 1.48 S 1.48 S | 8 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 is box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF CANTON OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ns Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, and the public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Responses) 2. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP [COF] 5. Relationship of Issuer (first) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) S. Action of CAPITAL ONE FINANCIAL CORP [COF] X. Director X. Director Month/Day/Year) (Stree) 4. If Amendment, Date Original Filed/Month/Day/Year) 6. Individual or Jo Applicable Line) X. Porm filed by M Person (Stree) (Zip) Table I - Non-Derivative Securited Acquired Month/Day/Year) 5. Amount of Person S. Act Street Securities Sec | 8 Main and the second sec | |

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| Common Stock (1) | 05/15/2008 | S | 100 | D | \$ 51.54 | 2,452,288 | D |
|---------------------|------------|---|-----|---|-------------|-----------|---|
| Common Stock (1) | 05/15/2008 | S | 500 | D | \$ 51.59 | 2,451,788 | D |
| Common Stock (1) | 05/15/2008 | S | 300 | D | \$ 51.63 | 2,451,488 | D |
| Common Stock (1) | 05/15/2008 | S | 100 | D | \$ 51.64 | 2,451,388 | D |
| Common Stock (1) | 05/15/2008 | S | 200 | D | \$ 51.65 | 2,451,188 | D |
| Common Stock (1) | 05/15/2008 | S | 100 | D | \$ 51.67 | 2,451,088 | D |
| Common Stock (1) | 05/15/2008 | S | 200 | D | \$ 51.69 | 2,450,888 | D |
| Common Stock (1) | 05/15/2008 | S | 100 | D | \$ 51.7 | 2,450,788 | D |
| Common Stock (1) | 05/15/2008 | S | 400 | D | \$ 51.71 | 2,450,388 | D |
| Common Stock (1) | 05/15/2008 | S | 100 | D | \$ 51.72 | 2,450,288 | D |
| Common Stock (1) | 05/15/2008 | S | 200 | D | \$ 51.74 | 2,450,088 | D |
| Common Stock (1) | 05/15/2008 | S | 100 | D | \$ 51.76 | 2,449,988 | D |
| Common Stock (1) | 05/15/2008 | S | 400 | D | \$ 51.77 | 2,449,588 | D |
| Common Stock (1) | 05/15/2008 | S | 300 | D | \$ 51.78 | 2,449,288 | D |
| Common Stock (1) | 05/15/2008 | S | 100 | D | \$ 51.79 | 2,449,188 | D |
| Common Stock (1) | 05/15/2008 | S | 100 | D | \$ 51.81 | 2,449,088 | D |
| Common Stock (1) | 05/15/2008 | S | 100 | D | \$ 51.83 | 2,448,988 | D |
| Common Stock (1) | 05/15/2008 | S | 200 | D | \$ 51.84 | 2,448,788 | D |
| Common Stock (1) | 05/15/2008 | S | 100 | D | \$ 51.85 | 2,448,688 | D |
| Common Stock (1) | 05/15/2008 | S | 200 | D | \$ 51.86 | 2,448,488 | D |
| | 05/15/2008 | S | 100 | D | | 2,448,388 | D |

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| Common Stock (1) | | | | | \$ 51.87 | | | |
|---------------------|------------|---|-----|---|-------------|-----------|---|--------------------------|
| Common Stock (1) | 05/15/2008 | S | 200 | D | \$ 51.89 | 2,448,188 | D | |
| Common Stock (1) | 05/15/2008 | S | 100 | D | \$ 51.9 | 2,448,088 | D | |
| Common Stock | | | | | | 107,502 | Ι | 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.

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. 5. Number of Transactio-Derivative Code Securities (Instr. 8) 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 Deriv Secu (Inst |
|---|---|---|---|--|---------|--|--------------------|---|-------------------------------------|---------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option (Right to Buy) | \$ 33.77 | 05/15/2008 | | М | 14,634 | (2) | 06/10/2008 | COF | 14,634 | 9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|----------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| FAIRBANK RICHARD D 1680 CAPITAL ONE DRIVE | Х | | Chairman, CEO and | | | | | |
| MCLEAN, VA 22102 | 21 | | President | | | | | |

Signatures

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

**Signature of Reporting Person

05/15/2008

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) 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. 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.