CAPITAL ONE FINANCIAL CORP

Form 4

March 04, 2008

FORM 4

Check this box

if no longer

subject to

Section 16.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

1(b).

FAIRBANK RICHARD D			Symbol CARITAL ONE FINANCIAL CORR					Issuer				
	CAPITAL ONE FINANCIAL CORP [COF]					CORP	(Check all applicable)					
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)						_X_ Director 10% Owner _X_ Officer (give title Other (specify			
1680 CAPITAL ONE DRIVE			02/29/2008						below) below) Chairman, CEO and President			
	(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check			
			THEU(MOII	iui/Day/	ı cai,	,			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
MCLEAN, V	VA 22102								Person			
(City)	(State)	(Zip)	Table	e I - No	n-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transa Code (Instr.				d of (D)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Benefic Owned Indirect (I) Owner Following (Instr. 4) (Instr. 4)			
				Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock (1) (2)	02/29/2008			S		300	D	\$ 47.52	2,457,169	D		
Common Stock (1)	02/29/2008			S		100	D	\$ 47.53	2,457,069	D		
Common Stock (1)	02/29/2008			S		200	D	\$ 47.54	2,456,869	D		
Common Stock (1)	02/29/2008			S		200	D	\$ 47.58	2,456,669	D		
Common Stock (1)	02/29/2008			S		300	D	\$ 47.59	2,456,369	D		

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Common Stock (1)	02/29/2008	S	100	0 D	\$ 47.6	2,456,269	D
Common Stock (1)	02/29/2008	S	100	0 D	\$ 47.61	2,456,169	D
Common Stock (1)	02/29/2008	S	100	0 D	\$ 47.62	2,456,069	D
Common Stock (1)	02/29/2008	S	200	0 D	\$ 47.64	2,455,869	D
Common Stock (1)	02/29/2008	S	10	0 D	\$ 47.65	2,455,769	D
Common Stock (1)	02/29/2008	S	100	0 D	\$ 47.66	2,455,669	D
Common Stock (1)	02/29/2008	S	100	0 D	\$ 47.69	2,455,569	D
Common Stock (1)	02/29/2008	S	300	0 D	\$ 47.7	2,455,269	D
Common Stock (1)	02/29/2008	S	100	0 D	\$ 47.71	2,455,169	D
Common Stock (1)	02/29/2008	S	60	0 D	\$ 47.75	2,454,569	D
Common Stock (1)	02/29/2008	S	100	0 D	\$ 47.76	2,454,469	D
Common Stock (1)	02/29/2008	S	100	0 D	\$ 47.79	2,454,369	D
Common Stock (1)	02/29/2008	S	10	0 D	\$ 47.81	2,454,269	D
Common Stock (1)	02/29/2008	S	10	0 D	\$ 47.82	2,454,169	D
Common Stock (1)	02/29/2008	S	20	0 D	\$ 47.83	2,453,969	D
Common Stock (1)	02/29/2008	S	300	0 D	\$ 47.84	2,453,669	D
Common Stock (1)	02/29/2008	S	200	0 D	\$ 47.85	2,453,469	D
Common Stock (1)	02/29/2008	S	200	0 D	\$ 47.86	2,453,269	D
Common Stock (1)	02/29/2008	S	10	0 D	\$ 47.88	2,453,169	D
Common Stock (1)	02/29/2008	S	20	0 D	\$ 47.89	2,452,969	D
	02/29/2008	S	100	0 D	\$ 47.9	2,452,869	D

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Common Stock (1)

Common Stock $^{(1)}$ 02/29/2008 S 200 D $^{\$}$ 2,452,669 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.

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	5. StionNumber of Securiti Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	(Month/Day ve es d d	Pate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (E	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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 03/04/2008

**Signature of Reporting Person Date

Reporting Owners 3

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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) 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 of the Form 4 filed for the same date listed above.

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.