

CAPITAL ONE FINANCIAL CORP

Form 4

January 24, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAILAR GREGOR

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)

01/23/2007

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Information Officer

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

MCLEAN, VA 22102

(City) (State) (Zip)

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)
Common Stock	01/23/2007		S	2,785 D	\$ 79.81 62,673	D	
Common Stock	01/23/2007		S	12,303 D	\$ 79.4 50,370	D	
Common Stock	01/23/2007		S	1,000 D	\$ 79.41 49,370	D	
Common Stock	01/23/2007		S	1,600 D	\$ 79.42 47,770	D	
Common Stock	01/23/2007		S	600 D	\$ 79.45 47,170	D	

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Common Stock	01/23/2007	S	1,000	D	\$ 79.46	46,170	D
Common Stock	01/23/2007	S	1,300	D	\$ 79.48	44,870	D
Common Stock	01/23/2007	S	800	D	\$ 79.5	44,070	D
Common Stock	01/23/2007	S	500	D	\$ 79.51	43,570	D
Common Stock	01/23/2007	S	2,600	D	\$ 79.44	40,970	D
Common Stock	01/23/2007	S	1,000	D	\$ 79.53	39,970	D
Common Stock	01/23/2007	S	700	D	\$ 79.54	39,270	D
Common Stock	01/23/2007	S	900	D	\$ 79.55	38,370	D
Common Stock	01/23/2007	S	4,400	D	\$ 79.56	33,970	D
Common Stock	01/23/2007	S	1,600	D	\$ 79.57	32,370	D
Common Stock	01/23/2007	S	3,600	D	\$ 79.58	28,770	D
Common Stock	01/23/2007	S	200	D	\$ 79.59	28,570	D
Common Stock	01/23/2007	S	800	D	\$ 79.47	27,770	D
Common Stock	01/23/2007	S	3,400	D	\$ 79.49	24,370	D
Common Stock	01/23/2007	S	900	D	\$ 79.52	23,470	D
Common Stock	01/23/2007	S	400	D	\$ 79.6	23,070	D
Common Stock	01/23/2007	S	200	D	\$ 79.61	22,870	D
Common Stock	01/23/2007	S	1,000	D	\$ 79.62	21,870	D
Common Stock	01/23/2007	S	400	D	\$ 79.63	21,470	D

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

SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V	(A)	(D)	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BAILAR GREGOR 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	Chief Information Officer

Signatures

By: Frank R. Borchert III (POA on
File)

01/24/2007

__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).

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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