

CAPITAL ONE FINANCIAL CORP

Form 4

November 15, 2004

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)
11/11/2004

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 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⁾ | 11/11/2004 | | M | | 71,342 | A | \$ 47.84 |
| Common Stock ⁽¹⁾ | 11/11/2004 | | M | | 104,206 | A | \$ 66.79 |
| Common Stock ⁽¹⁾ | 11/11/2004 | | S | | 3,300 | D | \$ 78.5 |
| Common Stock ⁽¹⁾ | 11/11/2004 | | S | | 800 | D | \$ 78.51 |
| Common Stock ⁽¹⁾ | 11/11/2004 | | S | | 13,100 | D | \$ 78.53 |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|-------------|---------|---|
| Common Stock <u>(1)</u> | 11/11/2004 | S | 4,500 | D | \$ 78.58 | 804,346 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 1,300 | D | \$ 78.65 | 803,046 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 800 | D | \$ 78.72 | 802,246 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 2,400 | D | \$ 78.76 | 799,846 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 900 | D | \$ 78.77 | 798,946 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 2,200 | D | \$ 78.78 | 796,746 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 200 | D | \$ 78.79 | 796,546 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 4,300 | D | \$ 78.8 | 792,246 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 100 | D | \$ 78.87 | 792,146 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 100 | D | \$ 78.88 | 792,046 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 1,300 | D | \$ 78.89 | 790,746 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 700 | D | \$ 78.9 | 790,046 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 1,300 | D | \$ 78.91 | 788,746 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 6,000 | D | \$ 78.92 | 782,746 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 1,400 | D | \$ 78.93 | 781,346 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 5,900 | D | \$ 78.94 | 775,446 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 4,000 | D | \$ 78.95 | 771,446 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 2,500 | D | \$ 78.96 | 768,946 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 600 | D | \$ 78.97 | 768,346 | D |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 10,200 | D | \$ 78.98 | 758,146 | D |
| | 11/11/2004 | S | 6,200 | D | | 751,946 | D |

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| | | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|---------|---|----------------------------------|
| Common Stock <u>(1)</u> | | | | | \$ 78.99 | | | |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 2,000 | D | \$ 79 | 749,946 | D | |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 800 | D | \$ 79.01 | 749,146 | D | |
| Common Stock <u>(1)</u> | 11/11/2004 | S | 8,200 | D | \$ 79.02 | 740,946 | D | |
| Common Stock | | | | | | 107,502 | I | By Fairbank Morris Inc. |

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 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) | | | |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 47.84 | 11/11/2004 | | M | | 71,342 | | 10/25/2000 | 11/15/2004 | Common Stock | 71,342 |
| Employee Stock Option (right to buy) | \$ 66.79 | 11/11/2004 | | M | | 104,206 | | 07/29/2001 | 11/15/2004 | Common Stock | 104,206 |

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

By: Polly A. Nyquist (POA
on File)

11/15/2004

__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 May 14, 2004 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

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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