

CAPITAL ONE FINANCIAL CORP
Form 4
October 26, 2007

FORM 4

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

OMB APPROVAL

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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

(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)
10/24/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Information Officer

MCLEAN, VA 22102

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/24/2007 | | M | A | \$ 56.28 | 70,587 | D |
| Common Stock | 10/24/2007 | | M | A | \$ 60.03 | 73,918 | D |
| Common Stock | 10/24/2007 | | S | D | \$ 62.41 | 70,587 | D |
| Common Stock | 10/24/2007 | | S | D | \$ 61 | 67,587 | D |
| Common Stock | 10/24/2007 | | S | D | \$ 61.05 | 66,587 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 10/24/2007 | S | 2,000 | D | \$ 61.15 | 64,587 | D |
| Common Stock | 10/24/2007 | S | 2,100 | D | \$ 61.25 | 62,487 | D |
| Common Stock | 10/24/2007 | S | 2,000 | D | \$ 61.3 | 60,487 | D |
| Common Stock | 10/24/2007 | S | 1,000 | D | \$ 61.45 | 59,487 | D |
| Common Stock | 10/24/2007 | S | 2,000 | D | \$ 61.58 | 57,487 | D |
| Common Stock | 10/24/2007 | S | 2,530 | D | \$ 61.65 | 54,957 | D |
| Common Stock | 10/24/2007 | S | 5,066 | D | \$ 62 | 49,891 | D |
| Common Stock | 10/24/2007 | S | 3,000 | D | \$ 62.2 | 46,891 | D |
| Common Stock | 10/24/2007 | S | 2,000 | D | \$ 62.35 | 44,891 | D |
| Common Stock | 10/24/2007 | S | 2,500 | D | \$ 62.5 | 42,391 | D |
| Common Stock | 10/24/2007 | S | 2,000 | D | \$ 62.7 | 40,391 | D |
| Common Stock | 10/24/2007 | S | 2,000 | D | \$ 62.95 | 38,391 | D |
| Common Stock | 10/24/2007 | S | 1,500 | D | \$ 63.1 | 36,891 | D |
| Common Stock | 10/24/2007 | S | 1,000 | D | \$ 63.3 | 35,891 | D |
| Common Stock | 10/24/2007 | S | 2,000 | D | \$ 63.5 | 33,891 | D |
| Common Stock | 10/24/2007 | S | 2,000 | D | \$ 63.65 | 31,891 | D |
| Common Stock | 10/24/2007 | S | 1,000 | D | \$ 63.75 | 30,891 | D |
| Common Stock | 10/24/2007 | S | 1,000 | D | \$ 63.85 | 29,891 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 60.03 | 10/24/2007 | | M | 3,331 | 05/12/2004 10/31/2011 | Common Stock 3,331 |
| Employee Stock Option (Right to Buy) | \$ 56.28 | 10/24/2007 | | M | 38,800 | ⁽¹⁾ 12/14/2013 | Common Stock 38,800 |

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: Tangela S. Richter (POA on file) for 10/25/2007
**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).

(1) This option became exercisable in 33 1/3% increments beginning on December 15, 2004 and annually from that date thereafter.

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