

BOYDSTUN J HERBERT

Form 3

November 28, 2005

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â BOYDSTUN J HERBERT

(Last) (First) (Middle)

1680 CAPITAL ONE DRIVE

(Street)

MCLEAN,Â VAÂ 22102

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/16/2005

3. Issuer Name **and** Ticker or Trading Symbol
CAPITAL ONE FINANCIAL CORP [COF]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Executive Vice President

5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Common Stock ⁽¹⁾

37,929

D

Â

Common Stock ⁽¹⁾

1,077

I

By ESOP account ⁽²⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy) ⁽³⁾	11/16/2005	01/28/2012	Common Stock	11,850	\$ 47.35	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	11/16/2005	01/27/2013	Common Stock	28,440	\$ 48.86	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	11/16/2005	01/26/2014	Common Stock	49,296	\$ 61.27	D	Â
Employee Stock Optioni (Right to Buy) ⁽³⁾	11/16/2005	01/24/2015	Common Stock	49,296	\$ 69.49	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYDSTUN J HERBERT 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	Â	Â	Â Executive Vice President	Â

Signatures

By: Frederick L. Williams (POA
on file) 11/28/2005

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Pursuant to the Agreement and Plan of Merger, dated as of March 6, 2005, as amended by Amendment No.1, dated as of September 6, 2005 (the "Merger Agreement"), between Capital One Financial Corporation ("Capital One") and Hibernia Corporation ("Hibernia"), at the effective time of the merger on November 16, 2005, each outstanding share of Hibernia common stock was converted into the right to
- (1) receive either .3792 shares of Capital One common stock or \$30.46 in cash, at each stockholder's election and subject to proration as described in the Merger Agreement. The amounts of Capital One common stock disclosed were received by the reporting person in consideration for his Hibernia common stock holdings, according to the proration calculations completed on November 23, 2005 and disclosed in the final results of elections regarding merger consideration filed by Capital One on Form 8-K on the same date.
 - (2) Represents the number of shares beneficially owned by the reporting person through his Hibernia Employee Stock Ownership Plan ("ESOP") account held by such plan's record keeper for Capital One.
- Pursuant to the Merger Agreement, at the effective time of the merger on November 16, 2005, each outstanding option to purchase Hibernia common stock was converted into an option to purchase Capital One common stock on substantially the same terms, except that
- (3) the number of options was adjusted by multiplying the number of Hibernia options by .3792 and the exercise price was adjusted by dividing the Hibernia exercise price by .3792.

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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