

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>FAIRBANK RICHARD D</u><br><br>(Last) (First) (Middle)<br>1680 CAPITAL ONE DRIVE<br><br>(Street)<br>MCLEAN VA 22102<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CAPITAL ONE FINANCIAL CORP [ COF ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman, CEO and President</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/10/2005                           |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |   |

**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 <sup>(1)</sup>     | 08/10/2005                           |  | M                              |   | 5,038   | A          | \$9.73  | 2,297,104   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/10/2005                           |  | S                              |   | 138   | D          | \$83.07 | 2,296,966   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/10/2005                           |  | S                              |   | 1,000   | D          | \$83.05 | 2,295,966   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/10/2005                           |  | S                              |   | 1,400   | D          | \$83.04 | 2,294,566   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/11/2005                           |  | M                              |   | 5,038   | A          | \$9.73  | 2,299,604   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/11/2005                           |  | S                              |   | 238   | D          | \$83.31 | 2,299,366   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/11/2005                           |  | S                              |   | 1,300   | D          | \$83.3  | 2,298,066   | D  |   |
| Common Stock <sup>(1)</sup>     | 08/11/2005                           |  | S                              |   | 1,000   | D          | \$83.2  | 2,297,066   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 107,502   | I  | By Fairbank Morris Inc.                               |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Employee Stock Option (Right to Buy)       | \$9.73   | 08/10/2005                           |  | M                              |   |  | 5,038 | (2)  | 09/14/2005      | Common Stock  | 5,038                                      | \$9.73   | 70,533  | D  |       |
| Employee Stock Option (Right to Buy)       | \$9.73   | 08/11/2005                           |  | M                              |   |  | 5,038 | (2)  | 09/14/2005      | Common Stock  | 5,038                                      | \$9.73   | 65,495  | D  |       |

**Explanation of Responses:**

- This transaction was executed pursuant to a trading plan entered into by the Reporting Person on November 12, 2004 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- This option is fully vested. The option vested in 1997 and 1998 in accordance with the following schedule: 50% vested when the trading price of the Common Stock equaled or exceeded \$37.50 for at least 10 business days within any period of 30 consecutive days; 25% when the trading price of the Common Stock equaled or exceeded \$43.75 for at least 10 business days within any period of 30 consecutive days; and the remaining 25% when the trading price of the Common Stock equaled or exceeded \$50.00 for 10 business days within any period of 30 consecutive days. This vesting schedule does not reflect the June 1, 1999, 3-for-1 stock split adjustment.

By: Frederick L. Williams 08/11/2005  
(POA on file)

\*\* Signature of Reporting Person Date

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

\* 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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