

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SCHNALL PETER A</u> (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE (Street) MCLEAN VA 22102 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP [COF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2005	

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	05/02/2005		M		80,018	A	\$48.54	160,523	D	
Common Stock	05/02/2005		M		19,200	A	\$34.13	179,723	D	
Common Stock	05/02/2005		S		80,018	D	\$71.5	99,705	D	
Common Stock	05/02/2005		S		19,200	D	\$71.5	80,505 ⁽¹⁾	D	

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) ⁽²⁾	\$78.82	02/01/2005		A		498		08/01/2005	12/13/2011	Common Stock	498	\$0	1,268	D	
Employee Stock Option (Right to Buy)	\$48.54	05/02/2005		M		80,018		(3)	10/18/2006	Common Stock	80,018	\$48.54	8,772	D	
Employee Stock Option (Right to Buy)	\$34.13	05/02/2005		M		19,200		(4)	12/06/2012	Common Stock	19,200	\$34.13	16,271	D	

Explanation of Responses:

- Includes shares acquired by the reporting person under the Company's Associate Stock Purchase Plan since the last reported transaction.
- This form amends the original Form 4 filed on February 3, 2005, on which a reload grant for 1268 shares was incorrectly underreported by 498 shares.
- This option becomes exercisable in 33 1/3% increments beginning on October 18, 2002 and annually from that date thereafter.
- This option becomes exercisable in 33 1/3% increments beginning on December 6, 2003 and annually from that date thereafter.

Remarks:

By: Polly A. Nyquist (POA on File) 05/04/2005

** 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.

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 Number.