

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <b>MORRIS NIGEL W</b>  (Last) (First) (Middle) <b>1680 CAPITAL ONE DRIVE</b>  (Street) <b>MCLEAN VA 22102</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CAPITAL ONE FINANCIAL CORP [ COF ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Vice Chairman</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>10/07/2003</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 <sup>(1)</sup>	10/07/2003		M		142,500	A	\$9.73	144,368	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		11,000	D	\$59.88	133,368	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		11,500	D	\$59.95	121,868	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		10,700	D	\$60	111,168	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		800	D	\$60.02	110,368	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		1,900	D	\$60.03	108,468	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		100	D	\$60.04	108,368	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		16,200	D	\$60.05	92,168	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		1,200	D	\$60.06	90,968	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		100	D	\$60.07	90,868	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		200	D	\$60.09	90,668	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		15,300	D	\$60.1	75,368	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		2,800	D	\$60.11	72,568	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		700	D	\$60.12	71,868	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		700	D	\$60.13	71,168	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		400	D	\$60.16	70,768	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		600	D	\$60.17	70,168	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		100	D	\$60.18	70,068	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		200	D	\$60.19	69,868	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		1,200	D	\$60.25	68,668	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		400	D	\$60.3	68,268	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		200	D	\$60.32	68,068	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		1,100	D	\$60.33	66,968	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		1,700	D	\$60.34	65,268	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		6,000	D	\$60.35	59,268	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		1,900	D	\$60.36	57,368	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		2,100	D	\$60.37	55,268	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		1,900	D	\$60.38	53,368	D	
Common Stock <sup>(1)</sup>	10/07/2003		S		3,600	D	\$60.4	49,768	D	

**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								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	10/07/2003		M		142,500		09/15/1996 <sup>(2)</sup>	09/15/2005	Common Stock	142,500	\$0	1,209,462	D	

**Explanation of Responses:**

- This transaction was executed pursuant to a trading plan entered into by the Reporting Person on August 6, 2003 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- This option became exercisable in 33 1/3% increments beginning on September 15, 1996 and annually from that date thereafter.

**Remarks:**

By: Jean K. Traub (POA on File)      10/09/2003

\*\* 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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