SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

-								
	Iress of Reporting F	Person*	2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP</u> [COF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
DIETZ W RONALD				X	Director	10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/02/2004		Officer (give title below)	Other (specify below)		
1000 CAPITAL ONE DRIVE								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) MCLEAN	VA	22102		X	Form filed by One Re	porting Person		
,	VA	22102			Form filed by More th Person	an One Reporting		
(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)	Code (Instr.					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock ⁽¹⁾	12/02/2004		М		21,000	A	\$11.52	25,409	D	
Common Stock ⁽¹⁾	12/02/2004		М		21,000	A	\$33.89	46,409	D	
Common Stock ⁽¹⁾	12/02/2004		S		42,000	D	\$80	4,409 ⁽²⁾⁽³⁾	D	
Common Stock								900	I	By David P.P. Dietz Trust
Common Stock								10	I	David P. Dietz U/IN/UTMA

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. Transa Code (8)		of Deri Seci Acq (A) (Disp of (E	umber ivative urities uired or oosed O) (Instr. 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	Amount or Number of Shares				
Director Stock Option (Right to Buy)	\$11.52	12/02/2004		М			21,000	04/24/1998 ⁽⁴⁾	04/24/2007	Common Stock	21,000	\$11.52	0	D	
Director Stock Option (Right to Buy)	\$33.89	12/02/2004		М			21,000	04/23/1999 ⁽⁵⁾	04/23/2008	Common Stock	21,000	\$33.89	0	D	

Explanation of Responses:

1. This transaction was executed pursuant to a trading plan entered into by the Reporting Person on May 11, 2004 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

2. Includes shares acquired by the reporting person under the Company's Dividend Reinvestment and Stock Purchase Plan through the date of this filing.

3. Since the date of the reporting person's last ownership report, he transferred 4,408 shares of Capital One common stock to his former spouse pursuant to a domestic relations order. Additionally, the reporting person no longer has a reportable beneficial interest in the 3,555 shares of Capital One common stock owned by his former spouse.

4. This option became exercisable in 33 1/3% increments beginning on April 24, 1998 and annually from that date thereafter.

5. This option became exercisable in 33 1/3% increments beginning on April 23, 1999 and annually from that date thereafter.

Remarks:

By: Polly A. Nyquist (POA on

<u>12/03/2004</u>

Date

** Signature of Reporting Person

File)

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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints John G. Finneran, Jr., Frank R. Borchert, III, Jean K. Traub and Polly A. Nyquist, and each of them, as the true and lawful attorneys-in-fact (with full power of substitution and revocation in each) to:

(1) execute, for and on behalf of the undersigned, any and all statements and reports required or permitted to be filed by the undersigned, in any and all capacities, under Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the "Act") with respect to the beneficial ownership of the securities of Capital One Financial Corporation (the "Company"), including without limitation Forms 3, 4 and 5;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such statements and reports and file such statements and reports, with all amendments, supplements and exhibits thereto, with the Securities and Exchange Commission, the New York Stock Exchange and/or any other stock exchange or any similar authority and to deliver copies thereof to the Company; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully as the undersigned could do if personally present, with full power of substitution or revocation, and hereby ratifies and confirms all that such attorneys-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney. The undersigned acknowledges that the foregoing attorneys-in-fact, acting in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file statements or reports under Section 16(a) of the Act with respect to holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of July, 2004.

)

/s/ W. Ronald Dietz

SS.

ACKNOWLEDGEMENT FOR POWER OF ATTORNEY

STATE OF VIRGINIA)

CITY/COUNTY OF FAIRFAX)

The foregoing instrument was acknowledged before me this 29th day of July, 2004, by W. Ronald Dietz.

/s/ Francine D. Tuck Notary Public Commissioned as: Francine D. Minnich

(SEAL)

My commission expires October 31, 2008.