

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>DIETZ W RONALD</u> | | | 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/02/2004</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 1680 CAPITAL ONE DRIVE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | | | | | | | | |
| <u>MCLEAN</u> | <u>VA</u> | <u>22102</u> | | | | | | |
| (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) | 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 ⁽¹⁾ | 12/02/2004 | | M | | 21,000 | A | \$11.52 | 25,409 | D | |
| Common Stock ⁽¹⁾ | 12/02/2004 | | M | | 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. 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 |
| Director Stock Option (Right to Buy) | \$11.52 | 12/02/2004 | | M | | | 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 | | M | | | 21,000 | 04/23/1999 ⁽⁵⁾ | 04/23/2008 | Common Stock | 21,000 | \$33.89 | 0 | D | |

Explanation of Responses:

- 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.
- Includes shares acquired by the reporting person under the Company's Dividend Reinvestment and Stock Purchase Plan through the date of this filing.
- 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.
- This option became exercisable in 33 1/3% increments beginning on April 24, 1998 and annually from that date thereafter.
- 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 File) 12/03/2004

** 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.

