

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
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1. Name and Address of Reporting Person* FINNERAN JOHN G JR			2. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP [COF]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP and General Counsel		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2004			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) MCLEAN VA 22102								
(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⁾	08/20/2004		M		36,000	A	\$46.38	119,265	D	
Common Stock ⁽¹⁾	08/20/2004		M		4,194	A	\$47.66	123,459	D	
Common Stock ⁽¹⁾	08/20/2004		M		1,115	A	\$47.66	124,574	D	
Common Stock ⁽¹⁾	08/20/2004		M		8,691	A	\$48.54	133,265	D	
Common Stock ⁽¹⁾	08/20/2004		S		50,000	D	\$71	83,265	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$47.66	08/20/2004		M		1,115		10/24/2000	09/15/2005	Common Stock	1,115	\$0	0	D	
Employee Stock Option (Right to Buy)	\$47.66	08/20/2004		M		4,194		10/24/2000	01/23/2007	Common Stock	4,194	\$0	0	D	
Employee Stock Option (Right to Buy)	\$46.38	08/20/2004		M		36,000		05/30/2001 ⁽²⁾	05/30/2010	Common Stock	36,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$48.54	08/20/2004		M		8,691		(3)	10/18/2011	Common Stock	8,691	\$0	89,894	D	

Explanation of Responses:

- This transaction was executed pursuant to a trading plan entered into by the Reporting Person on April 27, 2004 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- This option becomes exercisable in 33 1/3% increments beginning on May 30, 2001 and annually from that date thereafter.
- This option became exercisable if, among other possible criteria, the Company achieved a cumulative earnings per share of more than \$5.03 in four consecutive fiscal quarters prior to December 31, 2004. This criterion was fulfilled on March 31, 2004 and these stock options vested in their entirety on April 22, 2004.

Remarks:

By: Polly A. Nyquist (POA on file) 08/23/2004

** 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.

