

**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	
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<b>1. Name and Address of Reporting Person*</b> <u>FAIRBANK RICHARD D</u>  (Last) (First) (Middle) <u>1680 CAPITAL ONE DRIVE</u>  (Street) <u>MCLEAN VA 22102</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>CAPITAL ONE FINANCIAL CORP [ COF ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO and President</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/02/2005</u>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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>	02/02/2005 <sup>(2)</sup>		S		800	D	\$78.42	831,649	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		500	D	\$78.43	831,149	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		3,100	D	\$78.44	828,049	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		5,400	D	\$78.45	822,649	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		2,000	D	\$78.46	820,649	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		3,100	D	\$78.47	817,549	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		1,300	D	\$78.48	816,249	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		2,100	D	\$78.49	814,149	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		3,500	D	\$78.5	810,649	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		1,000	D	\$78.51	809,649	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		2,200	D	\$78.52	807,449	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		403	D	\$78.53	807,046	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		3,600	D	\$78.54	803,446	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		800	D	\$78.55	802,646	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		1,500	D	\$78.56	801,146	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		4,300	D	\$78.57	796,846	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		1,000	D	\$78.58	795,846	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		1,500	D	\$78.59	794,346	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		300	D	\$78.61	794,046	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		800	D	\$78.62	793,246	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		1,400	D	\$78.63	791,846	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		1,400	D	\$78.64	790,446	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		2,000	D	\$78.65	788,446	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		1,600	D	\$78.66	786,846	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		1,100	D	\$78.67	785,746	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		2,900	D	\$78.68	782,846	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		2,000	D	\$78.69	780,846	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		1,400	D	\$78.7	779,446	D	
Common Stock <sup>(1)</sup>	02/02/2005 <sup>(2)</sup>		S		1,300	D	\$78.71	778,146	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					

**Explanation of Responses:**

- This transaction was executed pursuant to a trading plan entered into by the Reporting Person on November 12, 2004 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- Due to SEC rules limiting the number of non-derivative transactions that can be reported on a single Form 4, this Form 4 is a continuation of the Form 4 filed for the same date listed above.

**Remarks:**

By: Polly A. Nyquist (POA on 02/04/2005 File)

\*\* 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.