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(h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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* MORRIS NIGEL W						2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP</u> [COF]										ible)	Perso	ner		
(Last) (First) (Middle) 1680 CAPITAL ONE DRIVE							3. Date of Earliest Transaction (Month/Day/Year) 11/03/2003											below)	<i>'</i>	
(Street) MCLEAN VA 22102							4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
(City)		(State)	(Zip)												Person	ed by More	e man v	One Report	ing	
			Table I - N	lon-De	rivati	ive S	ecur	ities Ac	quired	, Dis	posed of	, or Be	enefi	cially	Owned					
Date					2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Code		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4				Securities Beneficial Owned Fo	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct I Indirect E str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) o (D)	or P	rice	Transaction (Instr. 3 a				msu. 4)	
Common	Stock ⁽¹⁾			11/	/03/20	003			М		12,462	A		\$9.73	14,3	330		D		
Common	Stock ⁽¹⁾			11/	/03/20	003			М		165,538	3 A	. 9	\$16.25	179,	868		D		
Common	Stock ⁽¹⁾			11/	11/03/2003				S	s 20,000		D		\$60.6	159,868			D		
Common	Stock ⁽¹⁾			11/	11/03/2003				S		10,000	10,000 D		\$60.9	149,868		D			
Common	Stock ⁽¹⁾			11/	11/03/2003				S		4,400 D		\$61.2	145,468			D			
Common	Stock ⁽¹⁾			11/	11/03/2003				S	S		D	\$61.21		144,868			D		
Common Stock ⁽¹⁾					11/03/2003				S		4,500	D	9	\$61.22	140,	368		D		
Common	Stock ⁽¹⁾			11/	/03/20	003			S		500	D	9	\$61.23	139,	868		D		
Common Stock ⁽¹⁾				11/	11/03/2003						5,000	D	5	\$61.25	134,	868		D		
Common Stock ⁽¹⁾			11/	11/03/2003				S		16,800	D	5	\$61.65	118,	068		D			
Common Stock ⁽¹⁾			11/	11/03/2003						1,800	D	9	\$61.66	116,	268		D			
Common Stock ⁽¹⁾			11/	11/03/2003				S		2,100	D	9	\$61.67	114,	168		D			
Common Stock ⁽¹⁾				11/	11/03/2003				S		100	D		\$61.68	114,	068		D		
Common Stock ⁽¹⁾				11/	11/03/2003				S		5,000	D		\$61.7	109,	068		D		
Common Stock ⁽¹⁾				11/	11/03/2003				S		3,000	D	9	\$61.71	106,	068		D		
Common Stock ⁽¹⁾					11/03/2003				S		1,400	D	9	\$61.73	104,	668		D		
Common Stock ⁽¹⁾					11/03/2003				S		1,600	D	9	\$61.74	103,	068		D		
Common Stock ⁽¹⁾					11/03/2003				S		9,900	D	9	\$61.75		93,168		D		
Common Stock ⁽¹⁾					/03/20	003			S		18,000	D		\$61.8	75,1	168		D		
Common Stock ⁽¹⁾ 11/03						003			S		40,000	D	5	\$61.85	35,3	168		D		
Common Stock ⁽¹⁾ 11/03						003			S		18,100	D		\$61.9	17,0)68		D		
Common Stock ⁽¹⁾ 11/03/						003			S		15,200	D	9	\$61.95	1,8	68		D		
Common Stock															107,502			I I	By Fairbank Morris Inc.	
			Table I								osed of,				wned					
1. Title of Derivative Security (Instr. 3)	2. Conversior or Exercise Price of Derivative Security	3. Transaction 3A. Deemed 4 Date Execution Date, if any (Month/Day/Year) 8		4. Transaction Code (Instr. 8)		5. Number of 6. Derivative E		6. Date E Expiratio (Month/D	xercis	.	7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		nount	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s	e s illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
						Code V		(D)	Date Exercisal		Expiration Date	Title	or Nur	mber Shares	(Instr. 4)					

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)		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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
											Amount	1	Transaction(s) (Instr. 4)		
Employee Stock -Option (Right to Buy)	\$9.73	11/03/2003		Code —M—	v	(A)	(D) -12,462-	Date Exercisable -09/15/1996 ⁽²⁾ -	Expiration Date -09/15/2005-	Common Stock	or Number of Shares -12,462-	\$0-	0-	D	
Employee Stock Option (Right to Buy)	\$16.25	11/03/2003		М			165,538	12/18/1997 ⁽³⁾	12/18/2007	Common Stock	165,538	\$0	457,358	D	

Explanation of Responses:

- 1. 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.
- $2. This option became exercisable in 33\,1/3\% increments beginning on September 15, 1996 and annually from that date thereafter.$
- 3. This option became exercisable upon stockholder approval on April 23, 1998, since the performance-based vesting criteria of the option was satisfied on April 16, 1998, the date on which the trading price of the Common Stock first exceeded \$84.00 (pre-stock split) for at least ten trading days in any thirty calendar-day period on or before the third anniversary of the grant date of this option.

Remarks:

By: Jean K. Traub (POA on 11/04/2003 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.

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