

**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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1. Name and Address of Reporting Person* <u>FINNERAN JOHN G JR</u>  (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE  (Street) MCLEAN VA 22102  (City) (State) (Zip)	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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP and General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) 09/23/2004	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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>	09/23/2004		M		50,000	A	\$48.54	133,265	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		500	D	\$73.37	132,765	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		200	D	\$73.34	132,565	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		300	D	\$73.32	132,265	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		100	D	\$73.31	132,165	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		100	D	\$73.3	132,065	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		100	D	\$73.28	131,965	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		5,000	D	\$73.27	126,965	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		3,200	D	\$73.26	123,765	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		800	D	\$73.18	122,965	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		900	D	\$73.16	122,065	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		900	D	\$73.15	121,165	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		1,800	D	\$73.14	119,365	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		600	D	\$73.13	118,765	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		600	D	\$73.11	118,165	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		100	D	\$73.1	118,065	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		200	D	\$73.09	117,865	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		2,300	D	\$73.08	115,565	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		2,600	D	\$73.07	112,965	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		2,600	D	\$73.06	110,365	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		2,400	D	\$73.05	107,965	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		700	D	\$73.03	107,265	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		900	D	\$73.02	106,365	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		2,400	D	\$73.01	103,965	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		1,100	D	\$73	102,865	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		700	D	\$72.99	102,165	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		100	D	\$72.98	102,065	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		1,000	D	\$72.97	101,065	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		2,800	D	\$72.96	98,265	D	
Common Stock <sup>(1)</sup>	09/23/2004		S		100	D	\$72.95	98,165	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)	\$48.54	09/23/2004		M			50,000	(2)	10/18/2006	Common Stock	50,000	\$0	114,894	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 October 18, 2002 and annually from that date thereafter.

**Remarks:**

By: Polly A. Nyquist (POA on file) 09/27/2004

\*\* 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.

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