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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

**November 13, 2009**  
Date of Report

**Date of earliest event reported: November 13, 2009**

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**CAPITAL ONE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-13300**  
(Commission  
File Number)

**54-1719854**  
(IRS Employer  
Identification No.)

**1680 Capital One Drive,  
McLean, Virginia**  
(Address of principal executive offices)

**22102**  
(Zip Code)

**Registrant's telephone number, including area code: (703) 720-1000**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure.**

The Company hereby furnishes the information in Exhibit 99.1 hereto, via Press Release dated November 13, 2009.

*Note:* Information in this report (including the exhibit) furnished pursuant to Item 7.01 shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. This report will not be deemed an admission as to the materiality of any information in the report that is required to be disclosed solely by Regulation FD.

**Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated November 13, 2009. (This exhibit shall not be deemed to be “filed” with this Form 8-K)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

**CAPITAL ONE FINANCIAL CORPORATION**

Dated: November 13, 2009

By: /s/ John G. Finneran, Jr.  
**John G. Finneran, Jr.**  
**General Counsel and Corporate Secretary**



## Press Release

## Contacts:

## Investor Relations

Jeff Norris      Danielle Dietz  
703.720.2455    703.720.2455

## Media Relations

Tatiana Stead    Julie Rakes  
703.720.2352    804.284.5800

**FOR IMMEDIATE RELEASE: November 13, 2009**

**Capital One CEO Enters into Pre-Arranged Stock Trading Plan**

**McLean, Va. (November 13, 2009)** – Richard D. Fairbank, Chairman and Chief Executive Officer of Capital One Financial Corporation (NYSE: COF), today announced that he has adopted a pre-arranged stock trading plan (the “Plan”) to exercise approximately 3.4 million options to purchase Capital One stock and to sell the shares of common stock issued upon exercise of the options. The Plan covers options that were granted as compensation to Fairbank in October 2001 in lieu of any base salary, cash bonus or other long-term incentives for performance in 2002 and 2003. The options will expire in October 2011.

The transactions under the Plan are expected to occur at predetermined times beginning in July 2010 and will be disclosed publicly as they occur in Form 144 and Form 4 filings with the Securities and Exchange Commission.

The stock-trading plan was established under Rule 10b5-1 of the Securities Exchange Act of 1934.

**About Capital One**

Capital One Financial Corporation ([www.capitalone.com](http://www.capitalone.com)) is a financial holding company whose subsidiaries, which include Capital One, N.A. and Capital One Bank (USA), N. A.,

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had \$114.5 billion in deposits and \$209.7 billion in total managed assets outstanding as of September 30, 2009. Headquartered in McLean, Virginia, Capital One offers a broad spectrum of financial products and services to consumers, small businesses and commercial clients. Capital One, N.A. has approximately 1,000 branch locations primarily in New York, New Jersey, Texas, Louisiana, Maryland, Virginia, and the District of Columbia. A Fortune 500 company, Capital One trades on the New York Stock Exchange under the symbol "COF" and is included in the S&P 100 index.

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