FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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OMB APPROVAL							
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* LAWSON DAVID R					2. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP [COF]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
LITTYU	OIN DIIV	ID IC												Direct			10% Ow			
(Last) 1680 CA	(F APITAL ON	•	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 12/02/2003								^ below	(give title Other (s below) recutive Vice President		oecity			
					_	If Ame	ndment	Date (of Original	Filed	(Month/Day	//Year)	6	ndividual or	Joint/Groun	Filina (C	Check App	licable		
(Street)					'	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)							
MCLEA	N V	A	22102												filed by One		•			
(City)	(S	tate)	(Zip)		-									Form Perso	filed by Moi n	re than C	ne Report	ing		
(0.0)																				
		Tal	ble I - Nor	n-Deri	vativ	e Se	curitie	s Ac	quired,	Disp	osed of	f, or Be	neficia	ly Owner	t l					
Date			2. Tran Date (Month	nsactioi n/Day/Y	ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Transaction Disposed Code (Instr. 5)		ties Acquired (A) or d Of (D) (Instr. 3, 4 ar		Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) or (D)	Price	Reporte Transa (Instr. 3	rted (Instr. 4) action(s) 3 and 4)			Instr. 4)		
																	I	Lawson		
														\$0 39,443 I			I	amily		
Common	Stock			12/0	02/200	03			G	V	2,000	D	\$0				Trust and			
																		David R.		
																	1	Lawson		
Common	Stock ⁽¹⁾			12/1	15/200	03			A		16,970) A	\$0	\$0 47,310 D						
			Table II -	Deriva	ative	Sec	urities	Acq	uired, D	ispo	sed of,	or Bene	eficially	Owned		<u> </u>				
				(e.g.,	puts,	, call	s, warr	ants	s, optior	ıs, c	onvertib	le secu	rities)							
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/Yea	Date,	Code (Instr.		n of		6. Date Exercisab Expiration Date (Month/Day/Year)		of Securities		ties ig e Security	8. Price of Derivative Security (Instr. 5)		e Constanting	0. Ownership Form: Direct (D) or Indirect I) (Instr. 4)	Beneficial Ownership tt (Instr. 4)		
				c	Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares	1						
Employee Stock	456.27	12/15/2022					24.400		40/45/225	(2)	12/45/2045	Common	24 404		24.55		D.			
Option (Right to	\$56.27	12/15/2003			A		34,400		12/15/2004	(2)	12/15/2013	Stock	34,400	\$0	34,40	טע	D			

Explanation of Responses:

- 1. This grant of resticted stock will vest in the following manner: 25% will vest on December 15, 2004, 25% will vest on December 15, 2005 and 50% will vest on December 15, 2006.
- 2. This option becomes exercisable in 33 1/3% increments beginning on December 15, 2004 and annually from that date thereafter.

Remarks:

<u>By: Jean K. Traub (POA on file)</u> <u>12/17/2003</u>

** 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.

The undersigned hereby constitutes and appoints John G. Finneran, Jr., Frank R. Borchert, III, Jean K. Traub and Gary L. Perlin, and each of them, as the true and lawful attorneys-in-fact (with full power of substitution and revocation in each) to:

- (1) execute, for and on behalf of the undersigned, any and all statements and reports required or permitted to be filed by the undersigned, in any and all capacities, under Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the "Act") with respect to the beneficial ownership of the securities of Capital One Financial Corporation (the "Company"), including without limitation Forms 3, 4 and 5;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such statements and reports and file such statements and reports, with all amendments, supplements and exhibits thereto, with the Securities and Exchange Commission, the New York Stock Exchange and/or any other stock exchange or any similar authority and to deliver copies thereof to the Company; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully as the undersigned could do if personally present, with full power of substitution or revocation, and hereby ratifies and confirms all that such attorneys-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney. The undersigned acknowledges that the foregoing attorneys-in-fact, acting in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file statements or reports under Section 16(a) of the Act with respect to holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of September, 2003.

/s/ David Lawson

ACKNOWLEDGEMENT FOR POWER OF ATTORNEY

STATE OF TEXAS)		
)	SS
CTTY/COUNTY OF COLLIN)	•	

The foregoing instrument was acknowledged before me this 29th day of September, 2003, by David Lawson.

/s/ David Ray Malone Notary Public

(SEAL)

My commission expires October 15, 2006.