

BAILAR GREGOR
Form 4
August 03, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAILAR GREGOR

2. Issuer Name and Ticker or Trading Symbol
CAPITAL ONE FINANCIAL CORP [COF]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1680 CAPITAL ONE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Information Officer

MCLEAN, VA 22102
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/01/2007		M	A	\$ 24,490	56,277	D
Common Stock	08/01/2007		M	A	\$ 11,705	67,982	D
Common Stock	08/01/2007		S	D	\$ 68.5	67,882	D
Common Stock	08/01/2007		S	D	\$ 68.51	67,782	D
Common Stock	08/01/2007		S	D	\$ 68.54	67,682	D

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Common Stock	08/01/2007	S	1,000	D	\$ 68.55	66,682	D
Common Stock	08/01/2007	S	1,500	D	\$ 68.6	65,182	D
Common Stock	08/01/2007	S	200	D	\$ 68.61	64,982	D
Common Stock	08/01/2007	S	1,000	D	\$ 68.65	63,982	D
Common Stock	08/01/2007	S	1,000	D	\$ 68.7	62,982	D
Common Stock	08/01/2007	S	9,200	D	\$ 69.15	53,782	D
Common Stock	08/01/2007	S	2,100	D	\$ 69.16	51,682	D
Common Stock	08/01/2007	S	200	D	\$ 69.17	51,482	D
Common Stock	08/01/2007	S	4,195	D	\$ 69.18	47,287	D
Common Stock	08/01/2007	S	100	D	\$ 69.19	47,187	D
Common Stock	08/01/2007	S	11,400	D	\$ 69.2	35,787	D
Common Stock	08/01/2007	S	4,000	D	\$ 69.21	31,787	D
Common Stock	08/02/2007	M	36,195	A	\$ 49.07	67,982	D
Common Stock	08/02/2007	S	16,195	D	\$ 71.3	51,787	D
Common Stock	08/02/2007	S	5,000	D	\$ 71.31	46,787	D
Common Stock	08/02/2007	S	5,000	D	\$ 71.32	41,787	D
Common Stock	08/02/2007	S	10,000	D	\$ 71.35	31,787	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 49.07	08/01/2007		M	24,490	04/22/2004 12/12/2011		Common Stock	24,490
Employee Stock Option (Right to Buy)	\$ 34.13	08/01/2007		M	11,705	<u>(1)</u> 12/05/2012		Common Stock	11,705
Employee Stock Option (Right to Buy)	\$ 49.07	08/02/2007		M	36,195	04/22/2004 12/12/2011		Common Stock	36,195

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BAILAR GREGOR
1680 CAPITAL ONE DRIVE
MCLEAN, VA 22102

Chief Information Officer

Signatures

By: Polly A. Nyquist (POA on File) for

08/03/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This option became exercisable in 33 1/3% increments beginning on December 6, 2003 and annually from that date thereafter.

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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