

CAPITAL ONE FINANCIAL CORP  
 Form 144  
 October 23, 2007

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

**OMB APPROVAL**  
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**FORM 144**

4.47

**NOTICE OF PROPOSED SALE OF SECURITIES**

SEC USE ONLY

**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

<b>DOCUMENT SEQUENCE NO.</b>
<b>CUSIP NUMBER</b>
<b>WORK LOCATION</b>

<p>1(a) NAME OF ISSUER (Please type or print)</p> <p style="margin-left: 40px;">Capital One Financial Corporation</p> <p>1(d) ADDRESS OF ISSUER                      STREET                      CITY                      STATE      ZIP CODE</p> <p style="margin-left: 100px;">1680 Capital One Drive                      McLean                      VA      22102</p>	<p>(b) IRS IDENT. NO.</p> <p style="margin-left: 20px;">54-1719854</p>	<p>(c) S.E.C. FILE NO.</p> <p style="margin-left: 20px;">1-13300</p> <p>(e) TELEPHONE NO.</p> <p style="margin-left: 40px;">AREA CODE                      NUMBER</p> <p style="margin-left: 40px;">703                      720-1000</p> <p>2(a) NAME OF PERSON FOR WHOSE      (b) IRS IDENT. NO.      (c) RELATIONSHIP TO ISSUER      (d) ADDRESS      STREET      CITY      STATE      ZIP CODE</p> <p style="margin-left: 40px;">ACCOUNT THE SECURITIES                      N/A                      Chief Information Officer      1680 Capital One Drive                      McLean      VA      22102</p> <p style="margin-left: 40px;">ARE TO BE SOLD</p>
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Gregor S. Bailar

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3(a) Title of the	(b) Name and Address of Each Broker	SEC USE ONLY (c) Broker-Dealer	(d) Number of Shares	(e) Aggregate	(f) Number of Shares	(g) Approximate	(g) Name of Each
Class of	Through Whom the Securities are	File Number	or Other Units	Market Value	or Other Units	Date of Sale	Securities
Securities	to be Offered or Each Market		To Be Sold	(See instr. 3(d))	Outstanding	(See instr. 3(f))	Exchange
To Be Sold	Maker who is Acquiring		(See instr. 3(c))		(See instr. 3(e))	(MO. DAY YR.)	(See instr. 3(g))
	the Securities						
Common Stock	E*Trade Financial 1095 White Rock Road Rancho Cordova, CA 95670		44,027	\$2,751,687.5 @ 10/22/2007	417,685,490 @ 07/31/2007	10/24/2007 to 10/30/2007	NYSE

**INSTRUCTIONS:**

1. (a) Name of issuer  
(b) Issuer's I.R.S. Identification Number  
(c) Issuer's S.E.C. file number, if any  
(d) Issuer's address, including zip code  
  
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold  
(b) Such person's I.R.S. identification number, if such person is an entity  
  
(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
(d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold  
(b) Name and address of each broker through whom the securities are intended to be sold  
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)  
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice  
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer  
  
(f) Approximate date on which the securities are to be sold  
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

**Potential persons who are to respond to the collection of information contained in this form are not**

**required to respond unless the form displays a currently valid OMB control number.**

SEC 1147 (01-04)

**TABLE I SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold*

*and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of	Date you	Name of Person from Whom Acquired		Amount of	Date of	Nature of
the Class	Acquired	Nature of Acquisition Transaction	(If gift, also give date donor acquired)	Securities Acquired	Payment	Payment
Common Stock	Various	Exercise of Options granted by Capital One	Capital One Financial Corporation	40,355	Various	Cash
Common Stock	Various	Vesting of Restricted Stock granted by Capital One	Capital One Financial Corporation	3,672	N/A	N/A

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Gregor S. Bailar	Common Stock	08/03/07	36,195	\$ 2,480,023.49
1680 Capital One Drive, McLean, VA 22102		08/02/07	36,195	\$ 2,581,355.01
		08/01/07	36,195	\$ 2,501,175.84

**REMARKS:**

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.*

10/23/2007

/s/ Gregor S. Bailar

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DATE OF NOTICE

(SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.*

*Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

SEC 1147 (01-04)