

CAPITAL ONE FINANCIAL CORP
 Form 4
 January 05, 2005

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 *
WESTREICH STANLEY

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

1680 CAPITAL ONE DRIVE

(Street)

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

MCLEAN, VA 22102

(City) (State) (Zip)

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock ⁽¹⁾	01/03/2005		M		21,000 A \$ 6.63	399,859	D
Common Stock ⁽¹⁾	01/03/2005		S		1,200 D \$ 84.04	398,659	D
Common Stock ⁽¹⁾	01/03/2005		S		8,100 D \$ 84.05	390,559	D
Common Stock ⁽¹⁾	01/03/2005		S		1,000 D \$ 84.1	389,559	D
Common Stock ⁽¹⁾	01/03/2005		S		700 D \$ 84.13	388,859	D

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Common Stock <u>(1)</u>	01/03/2005	S	1,800	D	\$ 84.14	387,059	D
Common Stock <u>(1)</u>	01/03/2005	S	600	D	\$ 84.15	386,459	D
Common Stock <u>(1)</u>	01/03/2005	S	2,000	D	\$ 84.2	384,459	D
Common Stock <u>(1)</u>	01/03/2005	S	300	D	\$ 84.24	384,159	D
Common Stock <u>(1)</u>	01/03/2005	S	100	D	\$ 84.25	384,059	D
Common Stock <u>(1)</u>	01/03/2005	S	1,100	D	\$ 84.3	382,959	D
Common Stock <u>(1)</u>	01/03/2005	S	700	D	\$ 84.32	382,259	D
Common Stock <u>(1)</u>	01/03/2005	S	800	D	\$ 84.33	381,459	D
Common Stock <u>(1)</u>	01/03/2005	S	200	D	\$ 84.34	381,259	D
Common Stock <u>(1)</u>	01/03/2005	S	400	D	\$ 84.35	380,859	D
Common Stock <u>(1)</u>	01/03/2005	S	600	D	\$ 84.36	380,259	D
Common Stock <u>(1)</u>	01/03/2005	S	700	D	\$ 84.37	379,559	D
Common Stock <u>(1)</u>	01/03/2005	S	100	D	\$ 84.38	379,459	D
Common Stock <u>(1)</u>	01/03/2005	S	600	D	\$ 84.4	378,859	D

Common Stock						156,000	I	By Helene Westreich Trust
Common Stock						67,590	I	By Spouse

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

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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)	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 6.63	01/03/2005		M	21,000	04/26/1996 ⁽²⁾ 04/26/2005	Common Stock	21,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WESTREICH STANLEY 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102		X		

Signatures

By: Polly A. Nyquist (POA on File) 01/05/2005

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 transaction was executed pursuant to a trading plan entered into by the Reporting Person on November 12, 2004 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) This option became exercisable in 33 1/3% increments beginning on April 26, 1996 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. 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 number.