

CAPITAL ONE FINANCIAL CORP

Form 4

March 11, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FAIRBANK RICHARD D

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)  
03/09/2005

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman, CEO and President

MCLEAN, VA 22102

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                                |
| Common<br>Stock <sup>(1)</sup>        | 03/09/2005                              |                                                             | M                                    |                                                                         | 336,000                                                                                                            | A \$ 9.73                                                               | 1,742,386 D                                                                    |
| Common<br>Stock <sup>(1)</sup>        | 03/09/2005                              |                                                             | S                                    |                                                                         | 600                                                                                                                | D \$ 78.39                                                              | 1,741,786 D                                                                    |
| Common<br>Stock <sup>(1)</sup>        | 03/09/2005                              |                                                             | S                                    |                                                                         | 37,000                                                                                                             | D \$ 78.4                                                               | 1,704,786 D                                                                    |
| Common<br>Stock <sup>(1)</sup>        | 03/09/2005                              |                                                             | S                                    |                                                                         | 5,200                                                                                                              | D \$ 78.41                                                              | 1,699,586 D                                                                    |
| Common<br>Stock <sup>(1)</sup>        | 03/09/2005                              |                                                             | S                                    |                                                                         | 200                                                                                                                | D \$ 78.44                                                              | 1,699,386 D                                                                    |

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|                            |            |   |        |   |             |           |   |
|----------------------------|------------|---|--------|---|-------------|-----------|---|
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 10,500 | D | \$<br>78.45 | 1,688,886 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 11,900 | D | \$ 78.5     | 1,676,986 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 300    | D | \$<br>78.53 | 1,676,686 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 500    | D | \$<br>78.54 | 1,676,186 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 100    | D | \$<br>78.56 | 1,676,086 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 300    | D | \$<br>78.57 | 1,675,786 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 25,000 | D | \$<br>78.58 | 1,650,786 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 200    | D | \$<br>78.59 | 1,650,586 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 300    | D | \$ 78.6     | 1,650,286 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 200    | D | \$<br>78.61 | 1,650,086 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 300    | D | \$<br>78.64 | 1,649,786 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 100    | D | \$<br>78.68 | 1,649,686 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 300    | D | \$ 78.7     | 1,649,386 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 200    | D | \$<br>78.74 | 1,649,186 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 25,200 | D | \$<br>78.75 | 1,623,986 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 200    | D | \$ 78.8     | 1,623,786 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 800    | D | \$ 79       | 1,622,986 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 200    | D | \$<br>79.01 | 1,622,786 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 500    | D | \$<br>79.25 | 1,622,286 | D |
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 100    | D | \$<br>79.26 | 1,622,186 | D |
|                            | 03/09/2005 | S | 10,000 | D | \$ 79.3     | 1,612,186 | D |

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Common  
Stock (1)

|                            |            |   |        |   |             |           |   |
|----------------------------|------------|---|--------|---|-------------|-----------|---|
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 28,900 | D | \$<br>79.35 | 1,583,286 | D |
|----------------------------|------------|---|--------|---|-------------|-----------|---|

|                            |            |   |     |   |             |           |   |
|----------------------------|------------|---|-----|---|-------------|-----------|---|
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 600 | D | \$<br>79.41 | 1,582,686 | D |
|----------------------------|------------|---|-----|---|-------------|-----------|---|

|                            |            |   |     |   |             |           |   |
|----------------------------|------------|---|-----|---|-------------|-----------|---|
| Common<br>Stock <u>(1)</u> | 03/09/2005 | S | 100 | D | \$<br>79.42 | 1,582,586 | D |
|----------------------------|------------|---|-----|---|-------------|-----------|---|

|                 |  |  |  |  |  |         |   |                                  |
|-----------------|--|--|--|--|--|---------|---|----------------------------------|
| Common<br>Stock |  |  |  |  |  | 107,502 | I | By<br>Fairbank<br>Morris<br>Inc. |
|-----------------|--|--|--|--|--|---------|---|----------------------------------|

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

**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 control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 9.73                                                               | 03/09/2005                              |                                                             | M                                       |                                                                                                           | 336,000                                                        |     | <u>(2)</u>                                                          | 09/15/2005         | Common<br>Stock | 336,000                    |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                                   |       |
|------------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
|                                                                  | Director      | 10% Owner | Officer                           | Other |
| FAIRBANK RICHARD D<br>1680 CAPITAL ONE DRIVE<br>MCLEAN, VA 22102 | X             |           | Chairman,<br>CEO and<br>President |       |

## Signatures

By: Jean K. Traub (POA  
on File)

03/11/2005

\_\_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.

This option is fully vested. The option vested in 1997 and 1998 in accordance with the following schedule: 50% vested when the trading price of the Common Stock equaled or exceeded \$37.50 for at least 10 business days within any period of 30 consecutive days; 25%
- (2) when the trading price of the Common Stock equaled or exceeded \$43.75 for at least 10 business days within any period of 30 consecutive days; and the remaining 25% when the trading price of the Common Stock equaled or exceeded \$50.00 for 10 business days within any period of 30 consecutive days. This vesting schedule does not reflect the June 1, 1999, 3-for-1 stock split adjustment.

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.