

CAPITAL ONE FINANCIAL CORP
Form DEFA14A
April 13, 2004

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

SCHEDULE 14A

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to Rule 14a-11 or Rule 14a-12

CAPITAL ONE FINANCIAL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

Possible solicitation pieces to be used in connection with Capital One's 2004 Annual Stockholders Meeting.

COF Board of Directors Requests Associate Shareholder Support

Please Read and Vote Your Proxy Today

April 13, 2004

Source: Rich Fairbank, Chairman and CEO

As Capital One shareholders, many of you have recently received proxy materials for our annual shareholder meeting to be held on April 29, 2004 in McLean, Virginia. This year, the Board of Directors is asking shareholders to vote on the following three items:

1. Elect three directors;
2. Ratify the appointment of Ernst & Young LLP as independent auditors; and
3. Approve the 2004 Stock Incentive Plan.

As always, your vote on these matters is important. Of particular importance this year is the approval of a new 2004 Stock Incentive Plan. The Plan will allow Capital One the continued flexibility to have compensation programs that are market competitive and align with our pay-for-performance philosophy. For complete details about all three proposals and features of the 2004 Stock Incentive Plan, please read your proxy materials. You can also access our proxy online at

http://media.corporate-ir.net/media_files/irol/70/70667/reports/2004proxya.pdf.

If you own shares of Capital One stock, we ask you to please vote FOR Items 1, 2 and 3 in your proxy today. You can vote by telephone, via the Internet, or by signing and returning the proxy card - instructions on all of these methods are detailed and enclosed in your proxy materials.

Your vote is important, no matter how many shares you own. If your vote is not cast, your shares cannot be represented on the proposed 2004 Stock Incentive Plan. We encourage you to be a part of this process and to let your voice be heard.