

CAPITAL ONE FINANCIAL CORP  
 Form 4  
 November 06, 2006

**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 \*  
 SCHNALL PETER A

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)  
 11/02/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Credit 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |                                   |
| Common Stock <sup>(1)</sup>     | 11/02/2006                           |  | M                              |   | 732 A \$ 55.59  | 53,405   | D                                 |
| Common Stock <sup>(1)</sup>     | 11/02/2006                           |  | M                              |   | 1,451 A \$ 64.95  | 54,856   | D                                 |
| Common Stock <sup>(1)</sup>     | 11/02/2006                           |  | M                              |   | 160 A \$ 62.6   | 55,016   | D                                 |
| Common Stock <sup>(1)</sup>     | 11/02/2006                           |  | M                              |   | 789 A \$ 54.56  | 55,805   | D                                 |
| Common Stock <sup>(1)</sup>     | 11/02/2006                           |  | S                              |   | 3,132 D \$ 76.86  | 52,673 <sup>(2)</sup>                                    | D                                 |

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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)

| 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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 54.56   | 11/02/2006                           |  | M                              | 789   | 10/22/1999 01/22/2007                                    | Common Stock  | 789                        |                            |
| Employee Stock Option (Right to Buy)       | \$ 55.59   | 11/02/2006                           |  | M                              | 732   | 02/03/2001 01/22/2007                                    | Common Stock  | 732                        |                            |
| Employee Stock Option (right to buy)       | \$ 62.6  | 11/02/2006                           |  | M                              | 160   | 08/07/2001 01/22/2007                                    | Common Stock  | 160                        |                            |
| Employee Stock Option (Right to Buy)       | \$ 64.95   | 11/02/2006                           |  | M                              | 1,451   | 02/06/2002 01/22/2007                                    | Common Stock  | 1,451                      |                            |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

SCHNALL PETER A  
1680 CAPITAL ONE DRIVE  
MCLEAN, VA 22102

Chief  
Credit  
Officer

## Signatures

By: Frederick L. Williams (POA  
on file)

11/06/2006

\_\_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 April 27, 2005 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

(2) Includes shares acquired by the reporting person under the Company's Associate Stock Purchase Plan since the last reported transaction.

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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