

CAPITAL ONE FINANCIAL CORP  
Form FWP  
August 23, 2006

Filed pursuant to Rule 433

File No. 333-133943

August 23, 2006

**\$1,000,000,000**

**6.150% SUBORDINATED NOTES DUE SEPTEMBER 1, 2016**

**FINAL TERMS AND CONDITIONS**

|  |   |
|--|---|
| <i>Issuer:</i>                             | Capital One Financial Corporation   |
| <i>Issue Ratings:</i>                      | Moody's Investors Service: Baa2<br>Standard & Poor's: BBB-<br>Fitch: BBB                      |
| <i>Type of Security:</i>                   | SEC Registered Subordinated Notes   |
| <i>Aggregate Principal Amount:</i>         | <u>\$1,000,000,000</u>  |
| <i>Trade Date:</i>                         | August 23, 2006   |
| <i>Settlement Date:</i>                    | August 29, 2006 (T+4)   |
| <i>Final Maturity:</i>                     | September 1, 2016   |
| <i>Coupon:</i>                             | <u>6.150%</u>   |
| <i>Benchmark Treasury:</i>                 | 4.875% August 15, 2016  |
| <i>Benchmark Treasury Price and Yield:</i> | 100-14+; 4.817%   |
| <i>Spread to Benchmark Treasury:</i>       | + <u>137.5</u> basis points   |
| <i>Issue Price to Investors:</i>           | 99.690% plus accrued interest, if any, from August 29, 2006                                   |
| <i>Issue Yield:</i>                        | 6.192%  |
| <i>Interest Payment Dates:</i>             | Semi-annually in arrears on March 1 and September 1 of each year, commencing on March 1, 2007 |

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|                                     |   |
|-------------------------------------|---|
| <i>Day Count Convention:</i>        | 30 / 360  |
| <i>Redemption Provision:</i>        | The subordinated notes may not be redeemed, in whole or in part, prior to maturity  |
| <i>Denominations:</i>               | \$1,000 denominations and integral multiples of \$1,000   |
| <i>Underwriting Commissions:</i>    | \$4,500,000   |
| <i>Use of Proceeds:</i>             | The Company will utilize the proceeds from the sale of the notes to pay a portion of the cash acquisition price for North Fork Bancorporation, Inc. |
| <i>CUSIP/ISIN:</i>                  | 14040HAN5 / US14040HAN52  |
| <i>Joint Book-Running Managers:</i> | Banc of America Securities LLC<br>Barclays Capital Inc.<br>J.P. Morgan Securities Inc.  |
| <i>Co-Managers:</i>                 | Credit Suisse Securities (USA) LLC<br>Morgan Stanley & Co. Incorporated<br>Wachovia Capital Markets, LLC  |

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling collect 1-212-834-4533.**

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