

CAPITAL ONE FINANCIAL CORP  
 Form 4  
 December 14, 2004

**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 \*  
**FINNERAN JOHN G JR**

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)  
**12/13/2004**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP and General Counsel**

**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)
				(A) or (D)	Price		
Common Stock <sup>(1)</sup>	12/13/2004		M	32,962	A \$ 49.07	116,227	D
Common Stock <sup>(1)</sup>	12/13/2004		S	5,000	D \$ 81.51	111,227	D
Common Stock <sup>(1)</sup>	12/13/2004		S	5,000	D \$ 81.25	106,227	D
Common Stock <sup>(1)</sup>	12/13/2004		S	5,000	D \$ 81	101,227	D
Common Stock <sup>(1)</sup>	12/13/2004		S	3,462	D \$ 81.7	97,765	D



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(2) This option becomes exercisable in 33 1/3% increments beginning on December 13, 2002 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.