CAPITAL ONE FINANCIAL CORP

Form 4

February 16, 2006

FORM 4

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

OMB 3235-0287 Number:

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response...

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(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) 1680 CAPIT	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2006					Director 10% Owner X_ Officer (give title Other (specify below)			
MCLEAN,	(Street) VA 22102		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned			
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution any	med 3. 4. Sec on Date, if Transaction(A) or		4. Securi	Securities Acquired) or Disposed of (D) astr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)		
Common Stock	02/14/2006			Code V M	Amount 2,929	(D) A	Price \$ 34.13	(Instr. 3 and 4) 28,800	D		
Common Stock	02/14/2006			M	1,521	A	\$ 64.95	30,321	D		
Common Stock	02/14/2006			F	1,158	D	\$ 86.27	29,163	D		
Common Stock	02/14/2006			F	1,145	D	\$ 86.27	28,018	D		

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

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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 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. Transactic Code (Instr. 8)	5. NumborDerivati Securitic Acquired Disposed (Instr. 3,	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Director Stock Option (Right to Buy)	\$ 86.27	02/14/2006		A	1,158		08/14/2006	12/05/2012	Common Stock	1,15
Employee Stock Option (Right to Buy)	\$ 64.95	02/14/2006		M		1,521	02/06/2002	01/23/2007	Common Stock	1,52
Employee Stock Option (Right to Buy)	\$ 34.13	02/14/2006		M		2,929	12/06/2005	12/05/2012	Common Stock	2,92

Reporting Owners

Reporting Owner Name / Address	Relationships							
·r·	Director	10% Owner	Officer	Other				
SCHNALL PETER A 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102			Executive Vice President					
Signatures								
By: Frederick L. Williams (POA of file) for	on	02/16/2006						
**Signature of Reporting Person		Date						

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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).

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.