

CAPITAL ONE FINANCIAL CORP

Form 4

December 06, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DIETZ W RONALD

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)

MCLEAN, VA 22102

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common Stock ⁽¹⁾ | 12/02/2004 | | M | V Amount (A) or (D) Price 21,000 A \$ 11.52 | 25,409 | D | |
| Common Stock ⁽¹⁾ | 12/02/2004 | | M | 21,000 A \$ 33.89 | 46,409 | D | |
| Common Stock ⁽¹⁾ | 12/02/2004 | | S | 42,000 D \$ 80 | 4,409 ⁽²⁾ ⁽³⁾ | D | |
| Common Stock | | | | | 900 | I | By David P.P. Dietz Trust |
| Common Stock | | | | | 10 | I | David P. Dietz |

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 |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| Director Stock Option (Right to Buy) | \$ 11.52 | 12/02/2004 | | M | 21,000 | 04/24/1998 ⁽⁴⁾ 04/24/2007 | Common Stock | 21,000 |
| Director Stock Option (Right to Buy) | \$ 33.89 | 12/02/2004 | | M | 21,000 | 04/23/1999 ⁽⁵⁾ 04/23/2008 | Common Stock | 21,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DIETZ W RONALD 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102 | X | | | |

Signatures

By: Polly A. Nyquist (POA
on File)

12/03/2004

__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 May 11, 2004 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 Dividend Reinvestment and Stock Purchase Plan through the date of this filing.

Since the date of the reporting person's last ownership report, he transferred 4,408 shares of Capital One common stock to his former spouse pursuant to a domestic relations order. Additionally, the reporting person no longer has a reportable beneficial interest in the 3,555 shares of Capital One common stock owned by his former spouse.
- (4) This option became exercisable in 33 1/3% increments beginning on April 24, 1998 and annually from that date thereafter.
- (5) This option became exercisable in 33 1/3% increments beginning on April 23, 1999 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.

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