

CAPITAL ONE FINANCIAL CORP
 Form 4
 April 18, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 KLANE LARRY 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)
 04/15/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

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)
Common Stock				(A) or (D) Price	5,914	I ⁽¹⁾	By Spouse
Common Stock				(A) or (D) Price	54,919	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

Edgar Filing: CAPITAL ONE FINANCIAL CORP - Form 4

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 49.07					<u>(2)</u>	12/12/2011	Common Stock	957
Employee Stock Option (Right to Buy)	\$ 34.13					<u>(3)</u>	12/05/2012	Common Stock	884
Employee Stock Option (Right to Buy)	\$ 56.28					<u>(4)</u>	12/14/2013	Common Stock	400
Employee Stock Option (Right to Buy)	\$ 78.71					<u>(5)</u>	03/14/2015	Common Stock	1,250
Employee Stock Option (Right to Buy)	\$ 88.81					<u>(6)</u>	03/02/2016	Common Stock	1,390

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KLANE LARRY A
1680 CAPITAL ONE DRIVE
MCLEAN, VA 22102

Executive
Vice
President

Signatures

By: Frederick L. Williams (POA on
file) for

04/18/2006

__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).

The reporting person married the holder of these securities on April 15, 2006 and disclaims beneficial ownership of these securities. This

- (1) report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) This option became exercisable in 33 1/3% increments beginning on December 13, 2002 and annually from that date thereafter.
- (3) This option became exercisable in 33 1/3% increments beginning on December 6, 2003 and annually from that date thereafter.
- (4) This option became exercisable in 33 1/3% increments beginning on December 15, 2004 and annually from that date thereafter.
- (5) This option became exercisable in 33 1/3% increments beginning on March 15, 2006 and annually from that date thereafter.
- (6) This option became exercisable in 33 1/3% increments beginning on March 3, 2007 and annually 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.