

CAPITAL ONE FINANCIAL CORP

Form 144

February 20, 2007

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

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FORM 144  
SEC USE ONLY  
DOCUMENT SEQUENCE

NO.  
NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933  
CUSIP NUMBER

ATTENTION: Transmit for filing 3 copies of this  
form concurrently with either placing an  
order with a broker to execute sale  
or executing a sale directly with a market maker.

WORK LOCATION

1 (a) NAME OF ISSUER (Please type or print)  
Capital One Financial Corporation

(b) IRS  
IDENT. NO.  
54-1719854

(c) S.E.C.  
FILE NO.  
1-13300

Telephone  
1 (d) ADDRESS OF ISSUER  
STREET  
CITY STATE ZIP CODE

1680 Capital One Drive  
McLean, VA 22102  
703 ? 720-1000

2 (a) NAME OF PERSON FOR WHOSE  
ACCOUNT THE SECURITIES ARE TO BE  
SOLD

Jory A. Berson  
(B) IRS RESIDENT NO.

N/A  
(C ) RELATIONSHIP TO ISSUER

PRESIDENT, U.S. CARD  
(D) ADDRESS  
1680 CAPITAL ONE DRIVE ,  
MCLEAN VA 22102

Title of  
the Class  
of  
Securities

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to be sold  
Name and Address of  
Each Broker Through  
Whom the Securities are  
to Offered or Each  
Market Maker who is  
Acquiring the  
Securities  
SEC USE  
Only  
Broker-  
Dealer  
File  
Number  
Number  
of  
Shares  
or Other  
Units to  
be Sold  
Aggregate  
Market Value  
Number of  
Shares or  
Other Units  
Outstanding  
Approximate  
Date of  
Sale  
Name of  
Each  
Securities  
Exchange  
Common  
Stock  
E\*Trade Financial  
1095 White Rock Road  
Rancho Cordova, VA  
95670  
  
30,293  
\$2,485,843.58  
@2/16/2007  
304,754,446  
@10/31/2006  
Various  
pursuant to  
10b5-1 Plan  
NYSE

INSTRUCTIONS:

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's I.R.S. identification number, if such person is an entity
- (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.  
SEC 1147 (01-04)

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TABLE I ?? SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefore:

Title of  
the Class  
Date you  
Acquired  
Nature of  
Acquisition  
Transaction  
Name of Person from Whom  
Acquired  
(If gift, also give date  
donor acquired)  
Amount of  
Securities  
Acquired  
Date of  
Payment  
Nature of  
Payment  
Common  
Stock  
Various  
Exercise of Options  
(All underlying  
shares are  
registered on Form  
S-8)

Vesting of  
Restricted Stock  
Capital One Financial  
Corporation  
30,293  
Various  
Cashless  
Exercise  
for Options  
-----

Vesting of  
Restricted  
Stock  
granted by  
Issuer

INSTRUCTIONS : If the securities were purchased and full payment therefore was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid..

TABLE II ?? SECURITIES SOLD DURING THE PAST 3 MONTHS

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Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller

Title of Securities

Sold

Date of

Sale

Amount of  
Securities

Sold

Gross

Proceeds

Jory A. Berson

1680 Capita One Drive

McLean, VA 22102

Common Stock

12/15/2006

2,117

\$163,326.55

REMARKS: The shares being covered by this Form 144 are being sold pursuant to a 10b5-1 sales plan dated as of February 1, 2007, and the representation below regarding the seller's knowledge of material information speaks as of that plan's adoption date.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

Date of Notice : February 20, 2007

(Signature) S./ Jory A. Berson

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of

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facts constitute Federal Criminal Violations (See 18  
U.S.C. 1001)