

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>MORRIS NIGEL W</u> (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE (Street) MCLEAN VA 22102 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP [COF]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice Chairman |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/21/2003 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | M | | 12,000 | A | \$9.73 | 13,868 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 250 | D | \$51.15 | 13,618 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 250 | D | \$51.21 | 13,368 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 250 | D | \$51.26 | 13,118 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 500 | D | \$51.3 | 12,618 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 850 | D | \$51.35 | 11,768 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 650 | D | \$51.37 | 11,118 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 1,250 | D | \$51.38 | 9,868 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 1,000 | D | \$51.39 | 8,868 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 750 | D | \$51.4 | 8,118 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 200 | D | \$51.41 | 7,918 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 750 | D | \$51.43 | 7,168 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 750 | D | \$51.45 | 6,418 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 200 | D | \$51.47 | 6,218 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 650 | D | \$51.48 | 5,568 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 450 | D | \$51.49 | 5,118 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 500 | D | \$51.5 | 4,618 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 500 | D | \$51.53 | 4,118 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 500 | D | \$51.61 | 3,618 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 500 | D | \$51.66 | 3,118 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 250 | D | \$51.69 | 2,868 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 500 | D | \$51.8 | 2,368 | D | |
| Common Stock ⁽¹⁾ | 08/21/2003 | | S | | 500 | D | \$51.85 | 1,868 | D | |
| Common Stock | | | | | | | | 107,502 | I | By Fairbank Morris Inc. |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Deemed Execution Date, if any (Month/Day/Year) | 5. Number of 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 Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|---|---|-----|--|---|--|--|--|---|--|
| | | | | (A) | (D) | Exercisable Date | Expiration Date | | | | | |
| Employee Stock Option (Right to Buy) | \$9.73 | 08/21/2003 | | M | | 12,000 | 09/15/1996 ⁽²⁾ 09/15/2005 | Common Stock | \$0 | 2,265,462 | D | |

Explanation of Responses:

- This transaction was executed pursuant to a trading plan entered into by the Reporting Person on August 6, 2003 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- This option became exercisable in 33 1/3% increments beginning on September 15, 1996 and annually from that date thereafter.

Remarks:

By: Frank R. Borchert, III
(POA on File)

08/22/2003

** Signature of Reporting Person

Date

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

* 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.

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 Number.