

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2006-01-05** | Period of Report: **2005-12-15**

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### ISSUER

#### **CAPITAL ONE FINANCIAL CORP**

CIK: **927628** | IRS No.: **541719854** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **6141** Personal credit institutions

Mailing Address  
1680 CAPITAL ONE DRIVE  
SUITE 1400  
MCLEAN VA 22102

Business Address  
1680 CAPITAL ONE DRIVE  
SUITE 1400  
MCLEAN VA 22102  
7037201000

### REPORTING OWNER

#### **LAWSON DAVID R**

CIK: **1238038**  
Type: **4/A** | Act: **34** | File No.: **001-13300** | Film No.: **06513534**

Mailing Address  
1680 CAPITAL ONE DRIVE  
MCLEAN VA 22102

Business Address  
CAPITAL ONE FINANCIAL  
CORP  
1680 CAPITAL ONE DRIVE  
MCLEAN VA 22102  
7037201000

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <b>LAWSON DAVID R</b>			2. Issuer Name and Ticker or Trading Symbol <b>CAPITAL ONE FINANCIAL CORP</b> <b>[COF]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director      ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below)      ____ Other (specify below) <b>Executive Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/15/2005</b>					
1680 CAPITAL ONE DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year) <b>12/19/2005</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) <b>MCLEAN, VA 22102</b>								
(City)	(State)	(Zip)						

**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	12/15/2005		F	( <sup>1</sup> )	2,502	D	\$78.57	53,486	D	
Common Stock	12/15/2005		F	( <sup>1</sup> )	1,206	D	\$78.71	52,280	D	
Common Stock								28,950	I	Lawson Family Trust

**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 Securities 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. The purpose of this Form is solely to amend the reporting person's original Form 4 filed on December 19, 2005 which over reported the number of shares that were withheld by the issuer to satisfy the reporting person's tax obligations.

### Signatures

By: Frederick L. Williams (POA on file)

\*\* Signature of Reporting Person

12/19/2005

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.**