

CAPITAL ONE FINANCIAL CORP
Form 3
December 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â KANAS JOHN ADAM</p> <p>(Last) (First) (Middle)</p> <p>1680 CAPITAL ONE DRIVE</p> <p>(Street)</p> <p>MCLEAN, VA 22102</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/01/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CAPITAL ONE FINANCIAL CORP [COF]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, Banking Segment</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	114,213	D	Â
Common Stock ⁽¹⁾	38,421	I	By SERP ⁽²⁾
Common Stock ⁽¹⁾	13,916	I	By Spouse

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (Right To Buy) ⁽³⁾	12/01/2006	12/09/2014	Common Stock	13,845	\$ 74.73	D	Â
Employee Stock Option (Right To Buy) ⁽³⁾	12/01/2006	07/11/2015	Common Stock	172,678	\$ 78.93	D	Â
Employee Stock Option (Right To Buy) ⁽³⁾	12/01/2006	07/11/2015	Common Stock	14,560	\$ 78.93	D	Â
Employee Stock Option (Right To Buy) ⁽³⁾	12/01/2006	12/08/2015	Common Stock	13,845	\$ 73.84	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KANAS JOHN ADAM 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	Â X	Â	Â President, Banking Segment	Â

Signatures

/s/ Polly A. Nyquist (POA on file) 12/05/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Pursuant to the terms and conditions of the Agreement Plan of Merger, dated as of March 12, 2006 (the "Merger Agreement"), between Capital One Financial Corporation ("Capital One") and North Fork Bancorporation, Inc. ("North Fork"), at the effective time of the merger on December 1st, 2006, each outstanding share of North Fork common stock was converted into the right to receive either \$28.144 in cash or 0.3692 of a share of Capital One common stock, at the election of each North Fork stockholder and subject to proration as described in the Merger Agreement. The amounts of Capital One common stock disclosed were received by the reporting person in consideration for his North Fork holdings.
- (2) Represents the number of shares beneficially owned by the reporting person in his Supplement Executive Retirement Plan ("SERP") account held by such account's record keeper for Capital One.
- (3) Pursuant to the Merger Agreement, at the effective time of the merger on December 1st, 2006, each outstanding option to purchase North Fork common stock was converted into an option to purchase Capital One common stock on substantially the same terms, except that the number of options was adjusted by multiplying the number of North Fork options by 0.3692 and the exercise price was adjusted by dividing the North Fork exercise price by 0.3692.

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.