

CAPITAL ONE FINANCIAL CORP

Form 8-K

April 29, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of report (Date of earliest event reported): April 24, 2008

CAPITAL ONE FINANCIAL CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-13300
(Commission File Number)

54-1719854
(IRS Employer

Identification Number)

1680 Capital One Drive,

22102

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McLean, Virginia
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: (703) 720-1000

Not Applicable

(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Capital One Financial Corporation (the Company) announced yesterday via press release that Mr. Bradford H. Warner has been appointed to the Company's Board of Directors effective as of April 24, 2008.

Mr. Warner will participate in the same compensation program as each of the Company's other non-employee Directors. Under the program, Mr. Warner is entitled to receive the following:

an annual cash retainer of \$70,000;

an annual cash retainer of \$40,000 for service on two Board committees; and

an annual award of \$170,000 in restricted stock units of Capital One common stock.

Mr. Warner also is entitled to receive certain other benefits provided to all non-employee Directors as described in the Company's 2008 Proxy Statement filed with the Securities and Exchange Commission on March 11, 2008.

A copy of the press release announcing the appointment of Mr. Warner to the Board of Directors is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Press Release issued by the Company, dated April 28, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 29, 2008

CAPITAL ONE FINANCIAL CORPORATION

/s/ John G. Finneran, Jr.

Name: John G. Finneran, Jr.

Title: General Counsel and Corporate Secretary

EXHIBIT INDEX

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