

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>FAIRBANK RICHARD D</u> (Last) (First) (Middle) <u>1680 CAPITAL ONE DRIVE</u> (Street) <u>MCLEAN VA 22102</u> (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) <u>Chairman, CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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⁾	01/31/2012		M		147,753	A	\$0.0000	2,627,043	D	
Common Stock	01/31/2012		F ⁽²⁾		60,268	D	\$45.75	2,566,775	D	

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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
2009 Performance Share Units	\$0.0000 ⁽³⁾	01/31/2012		M			147,753	(3)	03/15/2012	Common Stock	147,753	\$0.0000	0.0000	D		
Performance Share Units	\$0.0000 ⁽⁴⁾	01/31/2012		A		382,514		(4)	03/15/2015	Common Stock	382,514	\$0.0000	382,514	D		
Restricted Stock Units	\$0.0000 ⁽⁵⁾	01/31/2012		A		157,378			02/10/2015	02/10/2015	Common Stock	157,378	\$0.0000	157,378	D	
Stock Options	\$45.75	01/31/2012		A		360,009			02/10/2015	01/30/2022	Common Stock	360,009	\$0.0000	360,009	D	

Explanation of Responses:

- These performance shares for the January 29, 2009 grant were settled at the end of a three-year performance period based on the Company's total shareholder return as compared to the total shareholder return of a peer group of companies. These shares represent the number of shares paid out based on actual performance plus the dividend shares accrued under the same grant.
- These shares were automatically withheld by the Company to satisfy the reporting person's tax obligation associated with the settlement of the performance shares for the January 29, 2009 grant. This is authorized in the performance share award agreement.
- These performance share units for the January 29, 2009 grant were settled at the end of a three-year performance period based on the Company's total shareholder return as compared to the total shareholder return of a peer group of companies.
- These performance share units will settle at the end of a three-year performance period (January 1, 2012 to December 31, 2014) based on the Company's relative Adjusted ROA against a peer group of companies. The number of shares reported represents 200% of the target amount. The reporting person will also be entitled to additional shares representing dividends accrued on the shares issuable at settlement.
- Each restricted stock unit will be settled in cash based on the Company's average fair market value of the underlying shares of common stock over the twenty trading days preceding the vesting date.

Gregory W. Seward (POA on file) 02/02/2012

** 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.