FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average I	hurden							

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

hours per response: 0.5

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP [COF										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
<u>Pike Lynn A</u>					1											Direc			% Owner	
						1									X	Office	er (give title Other (spec below)			
(Last)	(Fi	rst) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)									President, Banking				,	
1680 CAPITAL ONE DRIVE				02/	02/21/2010											residen	.,			
(Street)					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)							
MCLEA	N VA	Λ 2	22102												X Form filed by One Reporting Person					
(City)	(64	ata) (7in\											Form filed by More than One Reporting Person						
(City)	(51	ate) (Zip)																	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transa Date (Month/D			Execution Date,		Transaction Disposed C Code (Instr. 5)			ties Acquired (A) d Of (D) (Instr. 3, 4			4 and S		ount of ities icially d Following ted	6. Ownershi Form: Direc (D) or Indire (I) (Instr. 4)	of Indirect					
									v	Amount	(A) or (D)		Price		Transaction(s) (Instr. 3 and 4)			(113411 4)		
Common Stock 02/2			02/21	1/2010				F ⁽¹⁾		1,739) D		\$37	'.79	79 135,473		D			
		Та									sed of, onvertib					vned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day/	Date, Transacti					6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)					9. Number of derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership ct (Instr. 4)	
					Code	v	(A)		Date Exercisa		Expiration	Titl	Nu	mber						

Explanation of Responses:

1. Represents the automatic withholding by the issuer to satisfy the reporting person's tax obligation associated with the vesting of restricted stock granted on February 21, 2008. This is authorized in the applicable restricted stock award agreement.

Remarks:

Tangela S. Richter (POA on 02/23/2010 file)

** 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.