

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>01/30/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/30/2020		M ⁽¹⁾		325	A	\$102.17	3,416,678	D	
Common Stock	01/30/2020		M ⁽²⁾		298	A	\$102.17	3,416,976	D	
Common Stock	01/30/2020		M ⁽³⁾		476	A	\$102.17	3,417,452	D	
Common Stock	01/30/2020		F ⁽¹⁾		325	D	\$102.17	3,417,127	D	
Common Stock	01/30/2020		F ⁽²⁾		298	D	\$102.17	3,416,829	D	
Common Stock	01/30/2020		F ⁽³⁾		476	D	\$102.17	3,416,353	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
2017 Restricted Stock Units	\$0.0 ⁽¹⁾	01/30/2020		M ⁽¹⁾			325	02/15/2020	02/15/2020	Common Stock	325	\$0	19,732	D	
2018 Restricted Stock Units	\$0.0 ⁽²⁾	01/30/2020		M ⁽²⁾			298	02/15/2021	02/15/2021	Common Stock	298	\$0	23,174	D	
2019 Restricted Stock Units	\$0.0 ⁽³⁾	01/30/2020		M ⁽³⁾			476	02/15/2022	02/15/2022	Common Stock	476	\$0	34,268	D	
2020 Restricted Stock Units	\$0.0 ⁽⁴⁾	01/30/2020		A		19,576		02/15/2023	02/15/2023	Common Stock	19,576	\$0	19,576	D	
Restricted Stock Units	\$0.0 ⁽⁵⁾	01/30/2020		A		17,129		02/15/2023	02/15/2023	Common Stock	17,129	\$0	17,129	D	

Explanation of Responses:

1. Represents the automatic withholding of restricted stock units granted in February 2017 which settled in cash based on fair market value on January 30, 2020, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
2. Represents the automatic withholding of restricted stock units granted in February 2018 which settled in cash based on fair market value on January 30, 2020, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
3. Represents the automatic withholding of restricted stock units granted in January 2019 which settled in cash based on fair market value on January 30, 2020, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
4. Represents restricted stock units granted for performance year 2019. 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 fifteen trading days preceding the vesting date.
5. Represents restricted stock units granted for performance year 2020. 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 fifteen trading days preceding the vesting date.

Remarks:

Cleo Belmonte (POA on file) 02/03/2020
 ** 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.