

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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> <hr/> (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE <hr/> (Street) MCLEAN VA 22102 <hr/> (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) <p style="text-align: center;"><b>Chairman and CEO</b></p>
3. Date of Earliest Transaction (Month/Day/Year) 02/01/2024		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
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	02/01/2024		M <sup>(1)</sup>		220	A	\$134.56	3,848,638 <sup>(2)</sup>	D	
Common Stock	02/01/2024		M <sup>(1)</sup>		272	A	\$134.56	3,848,910	D	
Common Stock	02/01/2024		M <sup>(3)</sup>		267	A	\$134.56	3,849,177	D	
Common Stock	02/01/2024		M <sup>(3)</sup>		234	A	\$134.56	3,849,411	D	
Common Stock	02/01/2024		F <sup>(1)</sup>		220	D	\$134.56	3,849,191	D	
Common Stock	02/01/2024		F <sup>(1)</sup>		272	D	\$134.56	3,848,919	D	
Common Stock	02/01/2024		F <sup>(3)</sup>		267	D	\$134.56	3,848,652	D	
Common Stock	02/01/2024		F <sup>(3)</sup>		234	D	\$134.56	3,848,418	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
2022 Restricted Stock Units <sup>(4)</sup>	\$0 <sup>(1)</sup>	02/01/2024		M <sup>(1)</sup>		220		02/15/2025	02/15/2025	Common Stock	220	\$0	19,791	D	
Restricted Stock Units <sup>(5)</sup>	\$0 <sup>(1)</sup>	02/01/2024		M <sup>(1)</sup>		272		02/15/2025	02/15/2025	Common Stock	272	\$0	16,404	D	
2023 Restricted Stock Units <sup>(6)</sup>	\$0 <sup>(3)</sup>	02/01/2024		M <sup>(3)</sup>		267		02/15/2026	02/15/2026	Common Stock	267	\$0	24,288	D	
Restricted Stock Units <sup>(7)</sup>	\$0 <sup>(3)</sup>	02/01/2024		M <sup>(3)</sup>		234		02/15/2026	02/15/2026	Common Stock	234	\$0	21,305	D	
2024 Restricted Stock Units <sup>(8)</sup>	\$0 <sup>(9)</sup>	02/01/2024		A		34,929		02/15/2027	02/15/2027	Common Stock	34,929	\$0	34,929	D	
Restricted Stock Units <sup>(10)</sup>	\$0 <sup>(9)</sup>	02/01/2024		A		18,580		02/15/2027	02/15/2027	Common Stock	18,580	\$0	18,580	D	

**Explanation of Responses:**

- Represents the automatic withholding of restricted stock units granted in February 2022 which settled in cash based on fair market value on February 1, 2024, 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.
- Includes shares acquired by the reporting person through the Company's Dividend Reinvestment Plan since the last reported transaction.
- Represents the automatic withholding of restricted stock units granted in January 2023 which settled in cash based on fair market value on February 1, 2024, 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 on February 3, 2022 for performance year 2021.

5. Represents restricted stock units granted on February 3, 2022 for performance year 2022.

6. Represents restricted stock units granted January 26, 2023 for performance year 2022.

7. Represents restricted stock units granted January 26, 2023 for performance year 2023.

8. Represents restricted stock units granted February 1, 2024 for performance year 2023.

9. 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.

10. Represents restricted stock units granted February 1, 2024 for performance year 2024.

**Remarks:**

/s/ Jason S. Frank (POA on file) 02/05/2024

\*\* 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.**