SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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	Estimated average burden hours per response:	0.5
l	Estimated average burden	

1	ss of Reporting Perso	n*	2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP</u> [COF	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Alexander Ro	<u>obert M.</u>				Director	10% Owner			
			1	X	Officer (give title below)	Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Chief Information	,			
1680 CAPITAL	ONE DRIVE		01/27/2010						
			4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check App						
(Street)				Line)					
MCLEAN	VA	22102		X	Form filed by One Repor	ting Person			
,					Form filed by More than	One Reporting			
(City)	(State)	(Zip)			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 Disposed Of 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock ⁽¹⁾	01/27/2010		A		18,761	A	\$ <mark>0</mark>	122,761	D	
Common Stock								6,650 ⁽²⁾	I	By 401(k)
Common Stock								2	Ι	Robert M. Alexander UGMA
Common Stock								100	I	The Alexander Fund

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. Transa Code (8)		of		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				
Restricted Stock Units	\$0 ⁽³⁾	01/27/2010		A		8,003		12/31/2010 ⁽⁴⁾	12/31/2010	Common Stock	8,003	\$0	8,003	D	

Explanation of Responses:

1. This restricted stock will vest in 33 1/3 increments beginning on January 27, 2011 and annually thereafter.

2. Represents the reporting person's equivalent share ownership in the Company's 401(k) Plan, a unitized plan, as of the date of the latest reported transaction.

3. Each restricted stock unit will be settled in cash based on the Company's average stock price over the twenty trading days preceding the vesting date.

4. The restricted stock units will vest in full on December 31, 2010.

Remarks:

Tangela S. Richter (POA on

file)

01/29/2010

Date

** Signature of Reporting Person

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.