

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Witter Jonathan W.</u> (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE (Street) MCLEAN VA 22102 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/01/2011	3. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP [COF] 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, Retail Banking	5. 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 Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,110	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Units	(1)	(1)	Common Stock	0.0000	D	
Restricted Stock Units ⁽²⁾	12/15/2011	12/15/2011	Common Stock	0.0000	D	
Restricted Stock Units ⁽³⁾	12/29/2013	12/29/2013	Common Stock	0.0000	D	

Explanation of Responses:

1. These restricted stock units vest, and the underlying shares of common stock are issuable, according to the following schedule: 50,346 units on February 15, 2012; 33,039 units on February 15, 2013 and 55,065 units on January 15, 2014.
2. 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.
3. These restricted stock units vest and the underlying shares of common stock become issuable in full on the third anniversary of the date of grant.

Remarks:

poawitter.txt

Gregory W. Seward (POA on file) 09/09/2011

** 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 5 (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.

Luis Mejorado
Notary Public, Commonwealth of Virginia
Commission #7097821

(SEAL)

My commission expires 02/28/2015.