

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Carter Lynn Ann</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/26/2011</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President, Banking</p> 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
---	--	---

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 ⁽¹⁾	01/26/2011		M		37,010	A	\$0.0000	161,019	D	
Common Stock ⁽²⁾	01/26/2011		A		25,891	A	\$0.0000	186,910	D	
Common Stock ⁽³⁾	01/26/2011		A		23,391	A	\$0.0000	210,301	D	
Common Stock	01/26/2011		F ⁽⁴⁾		28,321	D	\$48.28	181,980	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
2007 Performance Share Units	\$0.0000 ⁽⁵⁾	01/26/2011		M			37,010	(5)	(5)	Common Stock	37,010	\$0.0000	0.0000	D	
Performance Share Units	\$0.0000 ⁽⁶⁾	01/26/2011		A		16,572		(6)	(6)	Common Stock	16,572	\$0.0000	16,572	D	
Restricted Stock Units	\$0.0000 ⁽⁷⁾	01/26/2011		A		27,186		(8)	(8)	Common Stock	27,186	\$0.0000	27,186	D	
Restricted Stock Units	\$0.0000 ⁽⁷⁾	01/26/2011		A		19,160		12/15/2011	12/15/2011	Common Stock	19,160	\$0.0000	19,160	D	
Stock Options	\$48.28	01/26/2011		A		71,821		(9)	01/25/2021	Common Stock	71,821	\$0.0000	71,821	D	

Explanation of Responses:

- These performance shares for the December 10, 2007 grant were settled at the end of a three-year performance period based on the Company's total shareholder return as compared to the total shareholder return of a peer group of companies.
- This restricted stock will vest in 1/3 increments beginning on January 26, 2012 and annually thereafter.
- The performance shares for the December 10, 2007 grant were reported at 100% target. These shares represent the number of additional shares paid out based on actual performance plus the dividend shares accrued under the same grant.
- These shares are automatically withheld by the Company to satisfy the reporting person's tax obligation associated with the settlement of the performance shares for the December 10, 2007 grant. This is authorized in the performance share award agreement.
- These performance share units for the December 10, 2007 grant were settled at the end of a three-year performance period based on the Company's total shareholder return as compared to the total shareholder return of a peer group of companies.
- These performance shares are settled at the end of a three-year performance period (January 1, 2011 to December 31, 2013) based on the Company's relative and absolute cash return on average tangible assets against a peer group of companies. The number of shares reported represents 200% of the target award amount. The reporting person will also be entitled to additional shares representing dividends accrued on the shares issuable at settlement.
- 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.
- These restricted stock units will vest in 1/3 increments beginning on January 26, 2012 and annually thereafter.
- This option becomes exercisable in 1/3 increments beginning on January 26, 2012 and annually thereafter.

Gregory W. Seward (POA on file) 01/28/2011

** 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 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.