FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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Slocum Michael (M			2. Date of Even Requiring State (Month/Day/Yea 09/01/2011	ement	3. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP [COF]						
(Last) (First) (Middle) 1680 CAPITAL ONE DRIVE			_ 00/01/2011		Relationship of Reporting Perso (Check all applicable) Director		son(s) to Issuer		5. If Amendment, Date of Original Filed (Month/Day/Year)		
	LE OIVE DIG	, ,	_			Officer (give title elow)	Other (spec		6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						resident, Commerci	,		'	y One Reporting Person	
MCLEAN	VA	22102	_						Form filed by Reporting P	y More than One erson	
(City)	(State)	(Zip)									
			Table I - No	n-Deriva	tive Sec	urities Beneficial	ly Owned				
1. Title of Security (Instr. 4)						of Securities y Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stoo	ck					58,792	D				
						ties Beneficially ions, convertible		s)			
1. Title of Derivative Security (Instr. 4)			2. Date Exerc Expiration D (Month/Day/	ate	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			4. Conversion	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	n Title		Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Performance Share Units			(1)	03/15/2012	2 C	ommon Stock	12,514(2)	0.0000(3) D		
Restricted Stock Units			(4)	(4)	C	ommon Stock	12,234	0.0000(5) D		
Restricted Stock Units			12/15/2011	12/15/2011	1 C	ommon Stock	7,996	0.0000(5) D		
Stock Options			(6)	01/28/2019	9 C	ommon Stock	23,610	18.28	D		
Stock Options			(7)	01/25/2021	1 C	ommon Stock	26,405	48.28	D		
Stock Options			(8)	02/20/2018	В	ommon Stock	30,740	48.95	D		

Explanation of Responses:

- 1. The performance shares may be issuable at the end of a three-year performance period (January 1, 2009 to December 31, 2011) based on the Company's total shareholder return as compared to the total shareholder return for a peer group of companies.
- 2. The number of performance units shown represents the maximum number of performance shares that may be issuable at the end of the performance period.
- $3. \ Each \ performance \ unit \ represents \ the \ right \ to \ receive \ one \ performance \ share \ upon \ satisfaction \ of \ the \ performance \ conditions.$
- $4. These \ restricted \ stock \ units \ will \ vest \ in \ 1/3 \ increments \ beginning \ on \ January \ 26, \ 2012 \ and \ annually \ thereafter.$
- 5. 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.
- 6. This option, which represented a right to purchase a total of 70,827 shares, became exercisable in 1/3 increments beginning on January 29, 2010 and annually thereafter.
- $7. \ This \ option \ becomes \ exercisable \ in \ 1/3 \ increments \ beginning \ on \ January \ 26, \ 2012 \ and \ annually \ thereafter.$
- 8. This option became exercisable in 1/3 increments beginning on February 21, 2009 and annually thereafter.

Remarks:

poaslocum.txt

<u>Gregory W. Seward (POA on file)</u>

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.

The undersigned hereby constitutes and appoints John G. Finneran, Jr., Stephen T. Gannon, Shahin Rezai and Gregory W. Seward, each of them, as the true and lawful attorneys-in-fact (with full power of substitution and revocation in each) to:

- (1) execute, for and on behalf of the undersigned, any and all statements and reports required or permitted to be filed by the undersigned, in any and all capacities, under Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the "Act") with respect to the beneficial ownership of the securities of Capital One Financial Corporation (the "Company"), including without limitation Forms 3, 4, 5, and Form 144 required to be filed by the undersigned under Rule 144 of the Securities Act of 1933, as amended;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such statements and reports and file such statements and reports, with all amendments, supplements and exhibits thereto, with the Securities and Exchange Commission, the New York Stock Exchange and/or any other stock exchange or any similar authority and to deliver copies thereof to the Company;
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion; and
- (4) request and receive from any broker (i) periodic reports detailing the undersigned's retail holdings of the Company's securities held in his or her account(s) and, (ii) confirmations of acquisitions or dispositions of the company's securities, or other derivative instrument based on any of the company's equity affected by such broker in or through his or her account(s), with no obligation to receive further approval from the undersigned for such request(s).

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully as the undersigned could do if personally present, with full power of substitution or revocation, and hereby ratifies and confirms all that such attorneys-in-fact shall lawfully do or cause to be done by virtue ofthis Power of Attorney. The undersigned acknowledges that the foregoing attorneys-in-fact, acting in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney revokes all prior Powers of Attorney submitted to the Company with respect to the matters expressed herein, and shall remain in full force an effect until the undersigned is no longer required to file statements or reports under Section 16(a) of the Act with respect to holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has to be executed as of this23rd day of	,
	//_Michael Slocum_ Name: Michael Slocum
ACKNOWLEDGEMENT FOR POWER OF ATTORNEY	
STATE OFNew York) ss. CITY/COUNTY OFNew York)	

The foregoing instrument was acknowledged before me this _23rd_ day

of _____August____, 2011 by ____Michael Slocum__.

_____Lee Ann Chebba___ Notary Public, State of New York Qualified in Kings County

(SEAL)

My commission expires 04/15/2015.