SEC Form 4	
------------	--

П

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 burder hours per response: 0.5

1. Name and Address of Reporting Person* <u>LEROY PIERRE E</u>			2. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP COF	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
]	X	Director	10% Owner		
					Officer (give title	Other (specify		
(Last) 1680 CAPITA	(First) AL ONE DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2012		below)	below)		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ridual or Joint/Group Fili	ng (Check Applicable		
MCLEAN	VA	22102		X	Form filed by One Re	porting Person		
(City)	(State)	(Zip)			Form filed by More th Person	an One Reporting		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 3 5. Amount of 6. Ownership 7. Nature Execution Date. Transaction Date Securities Form: Direct of Indirect (D) or Indirect (I) (Instr. 4) (Month/Day/Year) if any Code (Instr. Beneficially Beneficial 8) (Month/Day/Year) Owned Following Ownership Reported (Instr. 4) (A) or (D) Transaction(s) Code v Amount Price (Instr. 3 and 4) Common Stock⁽¹⁾ 05/08/2012 A 3,145 A \$0.0000 34,454 D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 9. Number of 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 10. 11. Nature Expiration Date (Month/Day/Year) Derivative Security Transaction Conversion Execution Date Amount of Derivative derivative Ownership of Indirect Date (Month/Day/Year) Derivative or Exercise if anv Code (Instr. Securities Security Securities Form: Beneficial (Instr. 3) Price of (Month/Day/Year) 8) Securities Underlying (Instr. 5) Beneficially Direct (D) Ownership (Instr. 4) or Indirect (I) (Instr. 4) Derivative Acquired Derivative Owned (A) or Disposed Following Reported Security Security (Instr. 3 and 4) of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount Number Expiration Date of Code ν (A) (D) Exercisable Date Title Shares

Explanation of Responses:

1. Restricted Stock Units which vest in their entirety on May 8, 2013

Gregory W. Seward (POA on

<u>05/10/2012</u>

** Signature of Reporting Person Date

<u>file)</u>

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.