

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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

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|--|--|---|
| 1. Name and Address of Reporting Person* <u>Schneider Ryan M.</u> (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE (Street) MCLEAN VA 22102 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP [COF]</u> | 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) President, Card |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/26/2011 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | | 27,760 | A | \$0.0000 | 123,845 | D | |
| Common Stock ⁽²⁾ | 01/26/2011 | | A | | 26,202 | A | \$0.0000 | 150,047 | D | |
| Common Stock ⁽³⁾ | 01/26/2011 | | A | | 17,545 | A | \$0.0000 | 167,592 | D | |
| Common Stock | 01/26/2011 | | F ⁽⁴⁾ | | 18,583 | D | \$48.28 | 149,009 | 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 | | | 27,760 | (5) | (5) | Common Stock | 27,760 | \$0.0000 | 0.0000 | D | |
| Performance Share Units | \$0.0000 ⁽⁶⁾ | 01/26/2011 | | A | | 16,770 | | (6) | (6) | Common Stock | 16,770 | \$0.0000 | 16,770 | D | |
| Restricted Stock Units | \$0.0000 ⁽⁷⁾ | 01/26/2011 | | A | | 23,923 | | (8) | (8) | Common Stock | 23,923 | \$0.0000 | 23,923 | D | |
| Restricted Stock Units | \$0.0000 ⁽⁷⁾ | 01/26/2011 | | A | | 17,730 | | 12/15/2011 | 12/15/2011 | Common Stock | 17,730 | \$0.0000 | 17,730 | D | |
| Stock Options | \$48.28 | 01/26/2011 | | A | | 72,683 | | (9) | 01/25/2021 | Common Stock | 72,683 | \$0.0000 | 72,683 | 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.

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