

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>FAIRBANK RICHARD D</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, CEO and President
	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2021	
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	02/04/2021		M ⁽¹⁾		377	A	\$112.66	3,622,464 ⁽²⁾	D	
Common Stock	02/04/2021		M ⁽¹⁾		323	A	\$112.66	3,622,787	D	
Common Stock	02/04/2021		M ⁽³⁾		213	A	\$112.66	3,623,000	D	
Common Stock	02/04/2021		M ⁽³⁾		186	A	\$112.66	3,623,186	D	
Common Stock	02/04/2021		F ⁽¹⁾		377	D	\$112.66	3,622,809	D	
Common Stock	02/04/2021		F ⁽¹⁾		323	D	\$112.66	3,622,486	D	
Common Stock	02/04/2021		F ⁽³⁾		213	D	\$112.66	3,622,273	D	
Common Stock	02/04/2021		F ⁽³⁾		186	D	\$112.66	3,622,087	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
2019 Restricted Stock Units ⁽⁴⁾	\$0.0 ⁽¹⁾	02/04/2021		M ⁽¹⁾			377	02/15/2022	02/15/2022	Common Stock	377	\$0	33,891	D	
Restricted Stock Units ⁽⁵⁾	\$0.0 ⁽¹⁾	02/04/2021		M ⁽¹⁾			323	02/15/2022	02/15/2022	Common Stock	323	\$0	21,094	D	
2020 Restricted Stock Units ⁽⁶⁾	\$0.0 ⁽³⁾	02/04/2021		M ⁽³⁾			213	02/15/2023	02/15/2023	Common Stock	213	\$0	19,363	D	
Restricted Stock Units ⁽⁷⁾	\$0.0 ⁽³⁾	02/04/2021		M ⁽³⁾			186	02/15/2023	02/15/2023	Common Stock	186	\$0	16,943	D	
2021 Restricted Stock Units ⁽⁸⁾	\$0.0 ⁽⁹⁾	02/04/2021		A			17,753	02/15/2024	02/15/2024	Common Stock	17,753	\$0	17,753	D	
Restricted Stock Units ⁽¹⁰⁾	\$0.0 ⁽⁹⁾	02/04/2021		A			15,534	02/15/2024	02/15/2024	Common Stock	15,534	\$0	15,534	D	

Explanation of Responses:

- Represents the automatic withholding of restricted stock units granted in January 2019 which settled in cash based on fair market value on February 4, 2021, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
- Includes shares acquired by the reporting person through the Company's Dividend Reinvestment Plan since the last reported transaction.
- Represents the automatic withholding of restricted stock units granted in January 2020 which settled in cash based on fair market value on February 4, 2021, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
- Represents restricted stock units granted on January 31, 2019 for performance year 2018.
- Represents restricted stock units granted on January 31, 2019 for performance year 2019.
- Represents restricted stock units granted on January 30, 2020 for performance year 2019.

7. Represents restricted stock units granted on January 30, 2020 for performance year 2020.

8. Represents restricted stock units granted on February 4, 2021 for performance year 2020.

9. 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 fifteen trading days preceding the vesting date.

10. Represents restricted stock units granted on February 4, 2021 for performance year 2021.

Remarks:

[/s/ Cleo Belmonte \(POA on file\)](#)

[02/08/2021](#)

** 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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