

| 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

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|--|--|--|
| 1. Name and Address of Reporting Person* <u>Alexander Robert 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) Chief Information Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/04/2021 | |
| 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 ⁽¹⁾ | 03/04/2021 | | M | | 24,445 | A | \$70.96 | 112,670 | D | |
| Common Stock ⁽¹⁾ | 03/04/2021 | | M | | 27,266 | A | \$74.96 | 139,936 | D | |
| Common Stock ⁽¹⁾ | 03/04/2021 | | S | | 16,391 | D | \$123.2 ⁽²⁾ | 123,545 | D | |
| Common Stock ⁽¹⁾ | 03/04/2021 | | S | | 22,644 | D | \$124.19 ⁽³⁾ | 100,901 | D | |
| Common Stock ⁽¹⁾ | 03/04/2021 | | S | | 34,217 | D | \$124.88 ⁽⁴⁾ | 66,684 | D | |
| Common Stock | | | | | | | | 2 | I | Robert M. Alexander UGMA |
| Common Stock | | | | | | | | 100 | I | The Alexander Fund |

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 |
| Stock Options ⁽¹⁾ | \$70.96 | 03/04/2021 | | M | | 24,445 | | ⁽⁵⁾ | 01/29/2024 | Common Stock | 24,445 | \$0 | 0 | D | |
| Stock Options ⁽¹⁾ | \$74.96 | 03/04/2021 | | M | | 27,266 | | ⁽⁶⁾ | 01/28/2025 | Common Stock | 27,266 | \$0 | 0 | D | |

Explanation of Responses:

- This transaction was executed pursuant to a trading plan entered into by the reporting person on February 2, 2021, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$122.69 to \$123.67. Information regarding the number of shares sold at each price will be provided upon request.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.69 to \$124.67. Information regarding the number of shares sold at each price will be provided upon request.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.70 to \$125.65. Information regarding the number of shares sold at each price will be provided upon request.
- This option became exercisable in 1/3 increments beginning on February 15, 2015 and annually thereafter.
- This option became exercisable in 1/3 increments beginning on February 15, 2016 and annually thereafter.

Remarks:

/s/ Cleo Belmonte (POA on file) 03/08/2021

** 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.

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.