

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person <b>FAIRBANK RICHARD D</b>  (Last) (First) (Middle) <b>1680 CAPITAL ONE DRIVE</b>  (Street) <b>MCLEAN VA 22102</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CAPITAL ONE FINANCIAL CORP [ COF ]</b>	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) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/26/2023</b>	
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	01/26/2023		M <sup>(1)</sup>		290	A	\$116.07	3,757,319 <sup>(2)</sup>	D	
Common Stock	01/26/2023		M <sup>(1)</sup>		169	A	\$116.07	3,757,488	D	
Common Stock	01/26/2023		M <sup>(3)</sup>		220	A	\$116.07	3,757,708	D	
Common Stock	01/26/2023		M <sup>(3)</sup>		183	A	\$116.07	3,757,891	D	
Common Stock	01/26/2023		F <sup>(1)</sup>		290	D	\$116.07	3,757,601	D	
Common Stock	01/26/2023		F <sup>(1)</sup>		169	D	\$116.07	3,757,432	D	
Common Stock	01/26/2023		F <sup>(3)</sup>		220	D	\$116.07	3,757,212	D	
Common Stock	01/26/2023		F <sup>(3)</sup>		183	D	\$116.07	3,757,029	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
2021 Restricted Stock Units <sup>(4)</sup>	\$0.0 <sup>(1)</sup>	01/26/2023		M <sup>(1)</sup>			290	02/15/2024	02/15/2024	Common Stock	290	\$0	17,270	D	
Restricted Stock Units <sup>(5)</sup>	\$0.0 <sup>(1)</sup>	01/26/2023		M <sup>(1)</sup>			169	02/15/2024	02/15/2024	Common Stock	169	\$0	15,196	D	
2022 Restricted Stock Units <sup>(6)</sup>	\$0.0 <sup>(3)</sup>	01/26/2023		M <sup>(3)</sup>			220	02/15/2025	02/15/2025	Common Stock	220	\$0	20,011	D	
Restricted Stock Units <sup>(7)</sup>	\$0.0 <sup>(3)</sup>	01/26/2023		M <sup>(3)</sup>			183	02/15/2025	02/15/2025	Common Stock	183	\$0	16,676	D	
2023 Restricted Stock Units <sup>(8)</sup>	\$0.0 <sup>(9)</sup>	01/26/2023		A		24,555		02/15/2026	02/15/2026	Common Stock	24,555	\$0	24,555	D	
Restricted Stock Units <sup>(10)</sup>	\$0.0 <sup>(9)</sup>	01/26/2023		A		21,539		02/15/2026	02/15/2026	Common Stock	21,539	\$0	21,539	D	

**Explanation of Responses:**

1. Represents the automatic withholding of restricted stock units granted in February 2021 which settled in cash based on fair market value on January 26, 2023, 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.
2. Includes shares acquired by the reporting person through the Company's Dividend Reinvestment Plan since the last reported transaction.
3. Represents the automatic withholding of restricted stock units granted in February 2022 which settled in cash based on fair market value on January 26, 2023, 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.
4. Represents restricted stock units granted on February 4, 2021 for performance year 2020.
5. Represents restricted stock units granted on February 4, 2021 for performance year 2021.
6. Represents restricted stock units granted on February 3, 2022 for performance year 2021.

7. Represents restricted stock units granted on February 3, 2022 for performance year 2022.

8. Represents restricted stock units granted January 26, 2023 for performance year 2022.

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 January 26, 2023 for performance year 2023.

**Remarks:**

/s/ Cleo Belmonte (POA on  
file)

01/30/2023

\*\* 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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