

☐ 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 burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>FAIRBANK RICHARD D</u>			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) <u>Chairman, CEO and President</u>		
(Last) (First) (Middle) <u>1680 CAPITAL ONE DRIVE</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>10/26/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street) <u>MCLEAN VA 22102</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City) (State) (Zip)								

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⁾	10/26/2020		M		40,557	A	\$48.28	3,545,238 ⁽²⁾	D	
Common Stock ⁽¹⁾	10/26/2020		S		24,183	D	\$74.92 ⁽³⁾	3,521,055	D	
Common Stock ⁽¹⁾	10/26/2020		S		6,702	D	\$75.88 ⁽⁴⁾	3,514,353	D	
Common Stock ⁽¹⁾	10/26/2020		S		1,730	D	\$76.62 ⁽⁵⁾	3,512,623	D	
Common Stock ⁽¹⁾	10/27/2020		M		40,557	A	\$48.28	3,553,180	D	
Common Stock ⁽¹⁾	10/27/2020		S		30,373	D	\$74.17 ⁽⁶⁾	3,522,807	D	
Common Stock ⁽¹⁾	10/27/2020		S		2,423	D	\$74.8 ⁽⁷⁾	3,520,384	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options ⁽¹⁾	\$48.28	10/26/2020		M		40,557	01/26/2014	01/25/2021	Common Stock	40,557	\$0	567,809	D	
Stock Options ⁽¹⁾	\$48.28	10/27/2020		M		40,557	01/26/2014	01/25/2021	Common Stock	40,557	\$0	527,252	D	

Explanation of Responses:

1. This transaction was executed pursuant to a trading plan entered into by the reporting person on August 12, 2020, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
2. Includes shares acquired by the reporting person through the Company's Dividend Reinvestment Plan since the last reported transaction.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.51 to \$75.48. Information regarding the number of shares sold at each price will be provided upon request.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.51 to \$76.40. Information regarding the number of shares sold at each price will be provided upon request.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.56 to \$76.63. Information regarding the number of shares sold at each price will be provided upon request.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.75 to \$74.74. Information regarding the number of shares sold at each price will be provided upon request.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.77 to \$74.85. Information regarding the number of shares sold at each price will be provided upon request.

Remarks:

/s/ Cleo Belmonte (POA on file) 10/28/2020

** 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.