FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL						
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

						<u> </u>				
Witter Jonathan W. Requiring Stat (Month/Day/Ye		2. Date of Event Requiring State Month/Day/Yea 09/01/2011	ment	3. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP</u> [COF]						
(Last)	(First)	(Middle)	55/01/2011			tionship of Reporting Perso all applicable) Director	on(s) to Issue	(Mo	Amendment, Danth/Day/Year)	ate of Original Filed
					X	Officer (give title below)	Other (spe		ndividual or Joint dicable Line)	t/Group Filing (Check
(Street)						President, Retail E	,	1 '''	,	y One Reporting Person
MCLEAN	VA	22102							Form filed b Reporting P	y More than One Person
(City)	(State)	(Zip)								
		7	Table I - Noi	n-Derivat	tive Se	ecurities Beneficiall	y Owned			
1. Title of Security (Instr. 4)					nt of Securities ally Owned (Instr. 4)	3. Ownersh Form: Direct or Indirect ((Instr. 5)	rm: Direct (D) (Instr. 5) Indirect (I)		Beneficial Ownership	
Common Stock					1,110	D				
		(e. _:				urities Beneficially ptions, convertible		5)		
1. Title of Derivative Security (Instr. 4) 2. Date Exercisable a Expiration Date (Month/Day/Year)		ate	Underlying Derivative Security (Instr. 4) Conve		Conversior or Exercise	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)			
			Date Exercisable	Expiration Date	ı Title		Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Sto	ck Units		(1)	(1)		Common Stock	138,450	0.0000	D	
Restricted Sto	ck Units(2)		12/15/2011	12/15/2011		Common Stock	10,875	0.0000	D	
Restricted Sto	ck Units ⁽³⁾		12/29/2013	12/29/2013	3	Common Stock	21,127	0.0000	D	

Explanation of Responses:

- 1. These restricted stock units vest, and the underlying shares of common stock are issuable, according to the following schedule: 50,346 units on February 15, 2012; 33,039 units on February 15, 2013 and 55,065 units on January 15, 2014.
- 2. 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.
- 3. These restricted stock units vest and the underlying shares of common stock become issuable in full on the third anniversary of the date of grant.

Remarks:

poawitter.txt

<u>Gregory W. Seward (POA on 61le)</u> 09/05

09/09/2011

** 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 5 (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.

The undersigned hereby constitutes and appoints John G. Finneran, Jr., Stephen T. Gannon, Shahin Rezai and Gregory W. Seward, each of them, as the true and lawful attorneys-in-fact (with full power of substitution and revocation in each) to:

- (1) execute, for and on behalf of the undersigned, any and all statements and reports required or permitted to be filed by the undersigned, in any and all capacities, under Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the "Act") with respect to the beneficial ownership of the securities of Capital One Financial Corporation (the "Company"), including without limitation Forms 3, 4, 5, and Form 144 required to be filed by the undersigned under Rule 144 of the Securities Act of 1933, as amended;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such statements and reports and file such statements and reports, with all amendments, supplements and exhibits thereto, with the Securities and Exchange Commission, the New York Stock Exchange and/or any other stock exchange or any similar authority and to deliver copies thereof to the Company;
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion; and
- (4) request and receive from any broker (i) periodic reports detailing the undersigned's retail holdings of the Company's securities held in his or her account(s) and, (ii) confirmations of acquisitions or dispositions of the company's securities, or other derivative instrument based on any of the company's equity affected by such broker in or through his or her account(s), with no obligation to receive further approval from the undersigned for such request(s).

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully as the undersigned could do if personally present, with full power of substitution or revocation, and hereby ratifies and confirms all that such attorneys-in-fact shall lawfully do or cause to be done by virtue ofthis Power of Attorney. The undersigned acknowledges that the foregoing attorneys-in-fact, acting in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney revokes all prior Powers of Attorney submitted to the Company with respect to the matters expressed herein, and shall remain in full force an effect until the undersigned is no longer required to file statements or reports under Section 16(a) of the Act with respect to holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

to be e	IN WITNESS WHERE				Attorney
				//_Jona Name: Jona	_
	ACKNOWLEDGEMENT	FOR POWER OF	ATTORNEY		
STATE 0	OFVirginia_)	SS.		

The foregoing instrument was acknowledged before me this _23rd_ day

of _____August____, 2011 by _____Jonathan W. Witter__.

CITY/COUNTY OF ____Fairfax____

Luis Mejorado_____ Notary Public, Commonwealth of Virginia Commission #7097821

(SEAL)

My commission expires 02/28/2015.