

## 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

|   |  |   |   |
|---|--|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>ING GROEP NV</u><br><hr/> (Last) (First) (Middle)<br><u>BIJLMERPLEIN 888</u><br><u>1102 MG AMSTERDAM</u><br><hr/> (Street)<br><u>P7</u><br><hr/> (City) (State) (Zip) | <b>2. Date of Event Requiring Statement (Month/Day/Year)</b><br>05/08/2012 | <b>3. Issuer Name and Ticker or Trading Symbol</b><br><u>CAPITAL ONE FINANCIAL CORP [ COF ]</u><br><hr/> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) | <b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b><br><hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
|---|--|---|---|

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4)           | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock (par value \$0.01 per share) | 54,790,777  | D  |   |

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |
|  |  |                 |   |                            |  |  |   |

**Explanation of Responses:**
**Remarks:**

Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, ING Groep N.V. may be deemed a director-by-deputization by virtue of exercising its contractual right to nominate a representative to serve on the board of directors of Capital One Financial Corporation. C.P.A.J. (Eli) Leenaars was elected a director of Capital One Financial Corporation effective May 8, 2012 after being nominated by ING Groep N.V. to that role. Mr. Leenaars serves on the ING Management Board Banking. 762,691 of the shares reported above are held by indirect subsidiaries of ING Groep N.V. in their role as a discretionary manager of client portfolios. Certain of these shares may be managed by third-party sub-managers over which ING Groep N.V. and its subsidiaries do not have the ability to either direct the vote or the disposition of such shares. ING Groep N.V. disclaims beneficial ownership of such shares.

/s/ Brendan O'Connor

05/14/2012

/s/ Henk Bruisten

05/14/2012

\*\* 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.