FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

OMB APPROVAL									

OMB Number:	3235-028
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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

1. Name and Address of Reporting Person* FAIRBANK RICHARD D					2. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP [COF]											
(Last) (First) (Middle) 1680 CAPITAL ONE DRIVE				3. Date of Earliest Transaction (Month/Day/Year) 01/27/2010						X	below) (Other (sp below) EO and President		ecify	
(Street) MCLEAN VA 22102 (City) (State) (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(0	-		Derivat	ive S	ocuritios	Acc	uired Die	nosed of	or Rene	ficially ()wnod					
1. Title of Security (Instr. 3) 2. Trans. Date					action 2A. Deemed Execution Date,		3. Transaction Code (Instr.	4. Securities	s Acquired	(A) or	5. Amount of Securities Beneficially Own Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
							Code V	Amount	(A) or (D)	Price	Transaction			((Instr. 4)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																
2. Conversion or Exercise Price of Derivative Security	se (Month/Day/Year)	if any	Code (Instr.		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)	derivativ Securitie Beneficia Owned Followin Reported	Pe Owners Form: Direct (i) or Indirect (ii) (Institute	Ownership	Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title			(Instr. 4)				
\$0 ⁽¹⁾	01/27/2010		A		177,840 ⁽²⁾		(3)	03/15/2013	Common Stock	177,840	\$0	177,8	340	D		
\$0 ⁽⁴⁾	01/27/2010		A		136,799		01/27/2013 ⁽⁵⁾	01/27/2013	Common Stock	136,799	\$0	136,7	99	D		
\$36.55	01/27/2010		A		559,333		01/27/2013	01/26/2020	Common Stock	559,333	\$0	559,3	333	D		
	(Fir ANK RIC) (Fir ANK RIC) (Fir Ank RIC) (State of Conversion or Exercise Price of Derivative Security \$0^{(1)} \$0^{(4)}	(First) (TAL ONE DRIVE VA (State) Ta currity (Instr. 3) 2. Conversion or Exercise Price of Derivative Security \$0(1) 01/27/2010 \$0(4) 01/27/2010	(First) (Middle) (TAL ONE DRIVE (State) (Zip) Table I - Non- Conversion or Exercise Price of Derivative Security \$0(1) 01/27/2010 \$0(4) 01/27/2010	(First) (Middle) (TAL ONE DRIVE Table I - Non-Derivate (Month/Day) Table II - Derivative (e.g., put) Conversion or Exercise Price of Derivative Security 2. Tansaction Date (Month/Day)/Year) (Month/Day)/Year) Solution Date (Month/Day)/Year) (Month/Day)/Year) Code \$0(1) 01/27/2010 A \$0(4) 01/27/2010 A	(First) (Middle) 3. Date 0 01/27/2 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security 2. Transaction Date (Month/Day/Year) Table II - Derivative Security A. If Ame 4. If Ame 2. 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Conversion or Exercise Price of Derivative Securities Acque (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (TAL ONE DRIVE (State) (Zip) Table I - Non-Derivative Securities Acquired, Disperiutive (Month/Day/Year) (State) (Zip) Table II - Derivative Securities Acquired, Disperiutive (Month/Day/Year) (Code V (A) (D) ((First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, Older (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, Older (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, Older (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, Older (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, Older (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, Older (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, Older (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, Older (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, Older (Instr. 3) Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, Older (Instr. 3) Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, Older (Instr. 3) Code (Instr. 4) Code	(First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (Instr. 19) (E.g., puts, calls, warrants, options, convertible security (Month/Day/Year) (Month/Day/Year	CAPITAL ONE FINANCIAL CORP [COF] (First) (Middle) (First) (Middle) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Community (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Date Execution Date, If Amount (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Or Code (Nonth/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Or Code (Nonth/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Or (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible Securities) 2. Code (Nonth/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Ov (e.g., puts, calls, warrants, options, convertible Securities) 2. 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Deemed Date (Month/Day/Year) (A. Amount (A.) or Disposed Of (D) (Instr. 3, 4 and 5) (Check all application of Correct Control of Delevative Securities Acquired, Disposed Of, or Beneficially Owned (C. G. Individual or Join (A. Deemed Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. Deemed Date (Month/Day/Year) (B. Individual or Join (A. Deemed Date (Month/Day/Year)) (Month/Day/Year) (Month/Day/Year) (A. Deemed Date (Month/Day/Year) (B. Individual or Join (A. Deemed Date (Month/Day/Year)) (Month/Day/Year) (Month/Day/Year) (A. Deemed Date (Month/Day/Year) (B. Individual or Join (A. Deemed Date (Month/Day/Year)) (Month/Day/Year) (Month/Day/Year) (A. Deemed Date (Month/Day/Year) (B. Individual or Join (A. Deemed Date (Month/Day/Year)) (B. Individual or Join (A. Deemed Date (Month/Day/Year)) (Month/Day/Year) (Month/Day/Year) (B. Individual or Join (A. Deemed Date (Month/Day/Year)) (B. Individual or Join (Month/Day/Year) (B. Individual or Join (Month/Day/Yea	CAPITAL ONE FINANCIAL CORP [COF] (Check all applicable) X Director X Officer (give title below) Chairman, CE (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) Tansaction Date (Instr. 8) Tansaction Date (Instr. 8)	CAPITAL ONE FINANCIAL CORP [COF] (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Code v (a) (b) Date Exercisable and Expiration Date (month/Day/Year) (orthoday/Year)	CAPITAL ONE FINANCIAL CORP COF CIFE COF CORPORED (Check all applicable) Source of Conversion Conver	

- 1. Each performance share unit represents the right to receive one performance share upon satisfaction of the performance conditions.
- 2. The number of performance share units shown represents the maximum number of performance shares that may be issuable at the end of the performance period.
- 3. The performance shares may be issuable at the end of a three-year performance period (January 1, 2010 to December 31, 2012) based on the Company's relative cash return on average tangible assets against a peer
- 4. Each restricted stock unit will be settled in cash based on the Company's average stock price over the twenty trading days preceding the vesting date.
- 5. The restricted stock units will vest in full on on the third anniversary of the grant date.

Remarks:

Tangela S. Richter (POA on file) 01/29/2010

** 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.