

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <hr/> (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE <hr/> (Street) MCLEAN VA 22102 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP [COF]	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) Chairman, CEO and President
	3. Date of Earliest Transaction (Month/Day/Year) 01/27/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			

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	Amount or Number of Shares
Performance Share Units	\$0 ⁽¹⁾	01/27/2010		A		177,840 ⁽²⁾			⁽³⁾	03/15/2013	Common Stock	177,840	\$0	177,840	D	
Restricted Stock Units	\$0 ⁽⁴⁾	01/27/2010		A		136,799		01/27/2013 ⁽⁵⁾	01/27/2013	Common Stock	136,799	\$0	136,799	D		
Stock Options	\$36.55	01/27/2010		A		559,333		01/27/2013	01/26/2020	Common Stock	559,333	\$0	559,333	D		

Explanation of Responses:

- Each performance share unit represents the right to receive one performance share upon satisfaction of the performance conditions.
- 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.
- 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 group of companies.
- 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.
- 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.