

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* <b>ING GROEP NV</b>  (Last) (First) (Middle) <b>BIJLMERPLEIN 888</b>  (Street) <b>1102 MG AMSTERDAM P7</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CAPITAL ONE FINANCIAL CORP [ COF ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>09/10/2012</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 (par value \$0.01 per share)	09/10/2012		S		54,028,086 <sup>(1)</sup>	D	\$55.2482	802,639 <sup>(2)</sup>	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)		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)					

Explanation of Responses:

1. On September 10, 2012, ING Bank N.V., a wholly owned subsidiary of ING Groep N.V., sold an aggregate of 54,028,086 shares of common stock of Capital One Financial Corporation in an underwritten public offering pursuant to the Underwriting Agreement, dated September 4, 2012 (the "Underwriting Agreement"), among Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters listed in Schedule I thereto, Capital One Financial Corporation and ING Bank N.V. Pursuant to the Underwriting Agreement, ING Bank N.V. sold such 54,028,086 shares of Common Stock to the Underwriters at a price of \$55.2482 per share of Common Stock.

2. These shares 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.

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. ING Groep N.V. expressly disclaims status as a director-by-deputization. In connection with the transaction described in footnote 1 above, pursuant to Section 2.01(a) of the Shareholders Agreement, dated February 17, 2012, between Capital One Financial Corporation and ING Groep N.V., Mr. Leenaars resigned from his position as a director of Capital One Financial Corporation effective as of September 10, 2012. After such resignation, ING Groep N.V. no longer has the contractual right to nominate any representative to serve on the board of directors of Capital One Financial Corporation.

/s/ Fred Severin, Compliance Officer, on behalf of ING Groep N.V. 09/10/2012  
/s/ Sander Valkering, Business Manager, on behalf of ING Groep N.V. 09/10/2012

\*\* 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 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.