SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address Berson Jory A	ss of Reporting Person	1*	2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP</u> [COF]		tionship of Reporting Perso all applicable) Director Officer (give title below)	n(s) to Issuer 10% Owner Other (specify below)	
(Last) (First) (Middle) 1680 CAPITAL ONE DRIVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/19/2012		Chief Human Resources Officer		
(Street) MCLEAN (City)	VA (State)	22102 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Report Form filed by More than C Person	ing 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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock ⁽¹⁾	10/19/2012		М		16,370	A	\$18.28	124,801	D	
Common Stock ⁽¹⁾	10/19/2012		М		6,900	A	\$56.28	131,701	D	
Common Stock ⁽¹⁾	10/19/2012		М		1,776	A	\$56.28	133,477	D	
Common Stock ⁽¹⁾	10/19/2012		S		17,869	D	\$60 ⁽²⁾	115,608	D	
Common Stock ⁽¹⁾	10/19/2012		S		25,046	D	\$ <u>60</u>	90,562 ⁽³⁾	D	
Common Stock								6,232 ⁽⁴⁾	I	By 401(k)

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. Transa Code (8)				6. Date Exerc Expiration Da (Month/Day/Y	ate	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				
Stock Options ⁽¹⁾	\$18.28	10/19/2012		М			16,370	(5)	01/28/2019	Common Stock	16,370	\$0.0000	76,372	D	
Stock Options ⁽¹⁾	\$56.28	10/19/2012		М			6,900	(6)	12/14/2013	Common Stock	6,900	\$0.0000	12,024	D	
Stock Options ⁽¹⁾	\$56.28	10/19/2012		м			1,776	12/15/2006	12/14/2013	Common Stock	1,776	\$0.0000	0.0000	D	

Explanation of Responses:

1. This transaction was executed pursuant to a trading plan entered into by the reporting person on July 26, 2012, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

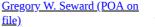
2. These shares were sold at prices ranging from \$60 to \$60.01. Information regarding the number of shares sold at each price will be provided upon request.

3. Includes shares acquired by the reporting person through the Company's Associate Stock Purchase Plan since the last reported transaction.

4. Represents the reporting person's equivalent share ownership in the Company's 401(k) Plan, a unitized plan, as of the date of the latest transaction.

5. This option became exercisable in 1/3 increments beginning on January 29, 2010 and annually thereafter.

6. This option became exercisable in 1/3 increments beginning on December 15, 2004 and annually thereafter.



<u>10/23/2012</u>

** 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.

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