

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* <u>Berson Jory A</u>			2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP [ COF ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Human Resources Officer</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2016</u>			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			
<u>1680 CAPITAL ONE DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>MCLEAN</u>	<u>VA</u>	<u>22102</u>						
(City)	(State)	(Zip)							

**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			
<u>Common Stock<sup>(1)</sup></u>	<u>02/04/2016</u>		<u>A</u>		<u>16,162</u>	<u>A</u>	<u>\$0.0000</u>	<u>101,285<sup>(2)</sup></u>	<u>D</u>	
<u>Common Stock</u>								<u>6,586<sup>(3)</sup></u>	<u>I</u>	<u>By 401(k)</u>

**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				
<u>2016 Restricted Stock Units</u>	<u>\$0.0000<sup>(4)</sup></u>	<u>02/04/2016</u>		<u>A</u>		<u>9,360<sup>(5)</sup></u>		<u>(6)</u>	<u>(6)</u>	<u>Common Stock</u>	<u>9,360<sup>(5)</sup></u>	<u>\$0.0000</u>	<u>9,360</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>\$0.0000<sup>(7)</sup></u>	<u>02/04/2016</u>		<u>A</u>		<u>9,698</u>		<u>02/15/2017<sup>(7)</sup></u>	<u>02/15/2017<sup>(7)</sup></u>	<u>Common Stock</u>	<u>9,698</u>	<u>\$0.0000</u>	<u>9,698</u>	<u>D</u>	
<u>Stock Options</u>	<u>\$63.73</u>	<u>02/04/2016</u>		<u>A</u>		<u>27,983</u>		<u>(8)</u>	<u>02/03/2026</u>	<u>Common Stock</u>	<u>27,983</u>	<u>\$0.0000</u>	<u>27,983</u>	<u>D</u>	

**Explanation of Responses:**

- This restricted stock unit award will vest in 1/3 increments beginning on February 15, 2017 and annually thereafter. Each restricted stock unit represents a contingent right to receive one share of Company common stock.
- Includes shares acquired by the reporting person through the Company's Associate Stock Purchase Plan since the last reported transaction.
- Represents the reporting person's equivalent share ownership in the Company's 401(k) Plan, a unitized plan, as of the latest transaction.
- Each restricted stock unit will be settled in cash based on the Company's average fair market value of the underlying shares of common stock over the fifteen trading days preceding the vesting date.
- This award is reported net of 338 units automatically withheld by the Company to satisfy the reporting person's tax obligations.
- These restricted stock units will vest in 1/3 increments beginning on February 15, 2017 and annually thereafter.
- Each restricted stock unit will vest on January 1, 2017 and will be settled in cash on February 15, 2017 based on the Company's average fair market value of the underlying shares of common stock over the fifteen trading days preceding the settlement date.
- This option becomes exercisable in 1/3 increments beginning on February 15, 2017 and annually thereafter.

**Remarks:**

poaberson.txt

Cleo Belmonte (POA on file)      02/08/2016

\*\* 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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints John G. Finneran, Jr., Shahin Rezaei and Cleo Belmonte, each of them, as the true and lawful attorneys-in-fact (with full power of substitution and revocation in each) to:

(1) execute, for and on behalf of the undersigned, any and all statements and reports required or permitted to be filed by the undersigned, in any and all capacities, under Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the "Act") with respect to the beneficial ownership of the securities of Capital One Financial Corporation (the "Company"), including without limitation Forms 3, 4, 5, and Form 144 required to be filed by the undersigned under Rule 144 of the Securities Act of 1933, as amended;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such statements and reports and file such statements and reports, with all amendments, supplements and exhibits thereto, with the Securities and Exchange Commission, the New York Stock Exchange and/or any other stock exchange or any similar authority and to deliver copies thereof to the Company;

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion; and

(4) request and receive from any broker (i) periodic reports detailing the undersigned's retail holdings of the Company's securities held in his or her account(s) and (ii) confirmations of acquisitions or dispositions of the Company's securities, or other derivative instruments based on any of the Company's equity, effected by such broker in or through his or her account(s), with no obligation to receive further approval from the undersigned for such request(s).

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully as the undersigned could do if personally present, with full power of substitution or revocation, and hereby ratifies and confirms all that such attorneys-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney. The undersigned acknowledges that the foregoing attorneys-in-fact, acting in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney revokes all prior Powers of Attorney submitted to the Company with respect to the matters expressed herein, and shall remain in full force and effect until the undersigned is no longer required to file statements or reports under Section 16(a) of the Act with respect to holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7 day of January 2016.

/s/ Jory A. Berson  
Name: Jory A. Berson

ACKNOWLEDGEMENT FOR POWER OF ATTORNEY

STATE OF Virginia )  
 )  
CITY/COUNTY OF Goochland ) ss.

The foregoing instrument was acknowledged before me this 7th day of January, 2016 by Jory A. Berson.

/s/ Miriam Adams Camp  
Notary Public

(SEAL)

My commission expires August 31, 2018.

Exhibit 24.1