SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person* **Alexander Robert M.** (Last)　　(First)　　(Middle) **1680 CAPITAL ONE DRIVE** (Street) **MCLEAN**　**VA**　**22102** (City)　　(State)　　(Zip)	2. Issuer Name **and** Ticker or Trading Symbol **CAPITAL ONE FINANCIAL CORP** [**COF**] 3. Date of Earliest Transaction (Month/Day/Year) 01/27/2010 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 　Director　　　　　10% Owner X　Officer (give title below)　Other (specify below) **Chief Information Officer** 6. Individual or Joint/Group Filing (Check Applicable Line) X　Form filed by One Reporting Person 　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			
Common Stock[1]	01/27/2010		A		18,761	A	$0	122,761	D	
Common Stock								6,650[2]	I	By 401(k)
Common Stock								2	I	Robert M. Alexander UGMA
Common Stock								100	I	The Alexander Fund

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				
Restricted Stock Units	$0[3]	01/27/2010		A		8,003		12/31/2010[4]	12/31/2010	Common Stock	8,003	$0	8,003	D	

Explanation of Responses:

1. This restricted stock will vest in 33 1/3 increments beginning on January 27, 2011 and annually thereafter.

2. 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 reported transaction.

3. 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.

4. The restricted stock units will vest in full on December 31, 2010.

Remarks:

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

** Signature of Reporting Person　　Date