SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subje	ect 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								
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hours per response:	0.5

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1. Name and Address of Reporting Person [*] Schneider Ryan M.		Person*	2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP</u> [COF]		tionship of Reporting Per all applicable) Director	10% Owner	
(Last) 1680 CAPITA	st) (First) (Middle) 80 CAPITAL ONE DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 03/30/2010	X	Officer (give title below) President, (Other (specify below) Card	
(Street) MCLEAN			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ividual or Joint/Group Filing (Check Applicab Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Table I - Non-Deriva	ative Securities Acquired, Disposed of, or Benefi	cially	Owned		

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)						Securities Beneficially	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock ⁽¹⁾	03/30/2010		М		700	Α	\$18.28	111,164	D	
Common Stock ⁽¹⁾	03/30/2010		S		1,900	D	\$43	109,264	D	

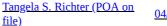
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) o Dispo of (D) (Insti and 5	vative rities lired r osed) r. 3, 4	Expiration Date (Month/Day/Year) S (Month/Day/Year) S (Month/Day/Year) (I (I (I (I 3, 4		e Amount of ear) Securities		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	03/30/2010		м			700	(2)	01/28/2019	Common Stock	700	\$0	141,241	D	

Explanation of Responses:

1. This transaction was executed pursuant to a trading plan entered into by the reporting person on October 27, 2009, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. 2. This option is exercisable in 33 1/3 increments beginning on January 29, 2010 and annually thereafter.

Remarks:



04/01/2010

** 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.