

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>01/31/2012</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 VA 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			
Common Stock ⁽¹⁾	01/31/2012		M		31,400	A	\$0.0000	107,877	D	
Common Stock ⁽²⁾	01/31/2012		A		22,514	A	\$0.0000	130,391	D	
Common Stock	01/31/2012		F ⁽³⁾		13,251	D	\$45.75	117,140	D	
Common Stock								6,292	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. 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
2009 Performance Share Units	\$0.0000 ⁽⁴⁾	01/31/2012		M			31,400	(4)	03/15/2012	Common Stock	31,400	\$0.0000	0.0000	D	
Performance Share Units	\$0.0000 ⁽⁵⁾	01/31/2012		A		27,018		(5)	03/15/2015	Common Stock	27,018	\$0.0000	27,018	D	
Restricted Stock Units	\$0.0000 ⁽⁶⁾	01/31/2012		A		24,315		(7)	(7)	Common Stock	24,315	\$0.0000	24,315	D	
Restricted Stock Units	\$0.0000 ⁽⁶⁾	01/31/2012		A		13,509			12/15/2012	Common Stock	13,509	\$0.0000	13,509	D	
Stock Options	\$45.75	01/31/2012		A		37,670		(8)	01/30/2022	Common Stock	37,670	\$0.0000	37,670	D	

Explanation of Responses:

- These performance shares for the January 29, 2009 grant were settled at the end of a three-year performance period based on the Company's total shareholder return as compared to the total shareholder return of a peer group of companies. These shares represent the number of shares paid out based on actual performance plus the dividend shares accrued under the same grant.
- This restricted stock will vest in 1/3 increments beginning on February 10, 2013 and annually thereafter.
- These shares were automatically withheld by the Company to satisfy the reporting person's tax obligation associated with the settlement of the performance shares for the January 29, 2009 grant. This is authorized in the performance share award agreement.
- These performance share units for the January 29, 2009 grant were settled at the end of a three-year performance period based on the Company's total shareholder return as compared to the total shareholder return of a peer group of companies.
- These performance share units will settle at the end of a three-year performance period (January 1, 2012 to December 31, 2014) based on the Company's relative Adjusted ROA against a peer group of companies. The number of shares reported represents 200% of the target amount. The reporting person will also be entitled to additional shares representing dividends accrued on the shares issuable at settlement.
- 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 twenty trading days preceding the vesting date.
- These restricted stock units will vest in 1/3 increments beginning on February 10, 2013 and annually thereafter.
- This option becomes exercisable in 1/3 increments beginning on February 10, 2013 and annually thereafter.

Gregory W. Seward (POA on file) 02/02/2012

** 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.

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