

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>FAIRBANK RICHARD D</b>  (Last) (First) (Middle) <b>1680 CAPITAL ONE DRIVE</b>  (Street) <b>MCLEAN VA 22102</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CAPITAL ONE FINANCIAL CORP [ COF ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chair, CEO and President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/04/2016</b>	
		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

**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 <sup>(1)</sup>	02/04/2016		A		27,460	A	\$0.0000	2,464,560 <sup>(2)</sup>	D	
Common Stock	02/04/2016		M <sup>(3)</sup>		580	A	\$63.73	2,465,140	D	
Common Stock	02/04/2016		M <sup>(4)</sup>		444	A	\$63.73	2,465,584	D	
Common Stock	02/04/2016		F <sup>(5)</sup>		265	D	\$63.73	2,465,319	D	
Common Stock	02/04/2016		F <sup>(6)</sup>		279	D	\$63.73	2,465,040	D	
Common Stock	02/04/2016		F <sup>(4)</sup>		444	D	\$63.73	2,464,596	D	
Common Stock	02/04/2016		F <sup>(3)</sup>		580	D	\$63.73	2,464,016	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. 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				
2014 Restricted Stock Units	\$0.0000 <sup>(3)</sup>	02/04/2016		M <sup>(3)</sup>			580	01/29/2015	02/15/2017	Common Stock	580	\$0.0000	38,935	D	
2015 Restricted Stock Units	\$0.0000 <sup>(4)</sup>	02/04/2016		M <sup>(4)</sup>			444	02/15/2018	02/15/2018	Common Stock	444	\$0.0000	38,777	D	
2016 Restricted Stock Units	\$0.0000 <sup>(7)</sup>	02/04/2016		A		28,009		02/15/2019	02/15/2019	Common Stock	28,009	\$0.0000	28,009	D	
Stock Options	\$63.73	02/04/2016		A		106,973		02/15/2019	02/03/2026	Common Stock	106,973	\$0.0000	106,973	D	

**Explanation of Responses:**

- This restricted stock unit award will vest in full on February 15, 2019. 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 Dividend Reinvestment Plan since the last reported transaction.
- Represents the automatic withholding of restricted stock units granted in January 2014 which settled in cash based on fair market value on February 4, 2016, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
- Represents the automatic withholding of restricted stock units granted in January 2015 which settled in cash based on fair market value on February 4, 2016, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
- Represents shares automatically withheld in connection with restricted stock units granted in January 2015 with respect to which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
- Represents shares automatically withheld in connection with restricted stock units granted in January 2014 with respect to which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
- 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.

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.

