
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 001-13300

CAPITAL ONE FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

1680 Capital One Drive, McLean, Virginia 22102, (703) 720-1000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Depository Shares, each representing a 1/40th Ownership Interest in a Share of
Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series C
Depository Shares, each representing a 1/40th Ownership Interest in a Share of
Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series D
(Title of each class of securities covered by this Form)

Common Stock (par value \$.01 per share)

Depository Shares, each representing a 1/40th Ownership Interest in a Share of
Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series B
Depository Shares, each representing a 1/40th Ownership Interest in a Share of
Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series F
Depository Shares, each representing a 1/40th Ownership Interest in a Share of
Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series G
Depository Shares, each representing a 1/40th Ownership Interest in a Share of
Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series H
Depository Shares, each representing a 1/40th Ownership Interest in a Share of
Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series I

0.800% Senior Notes Due 2024

1.650% Senior Notes Due 2029

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	x
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	x
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: None
