

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

**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

|   |         |          |  |  |  |   |  |  |
|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Witter Jonathan W.</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>CAPITAL ONE FINANCIAL CORP [ COF ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President, Retail Banking</b> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/10/2015</u>                    |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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)<br><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           |   |  |   |
| <u>Common Stock<sup>(1)</sup></u> | <u>03/10/2015</u>                    |  | <u>M</u>                       |   | <u>23,940</u>   | <u>A</u>   | <u>\$0.0000</u> | <u>118,683<sup>(2)</sup></u>  | <u>D</u>   |   |
| <u>Common Stock</u>               | <u>03/10/2015</u>                    |  | <u>F<sup>(3)</sup></u>         |   | <u>12,186</u>   | <u>D</u>   | <u>\$77.72</u>  | <u>106,497</u>  | <u>D</u>   |   |

**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 |
| <u>Performance Share Units</u>             | <u>\$0.0000<sup>(1)</sup></u>                          | <u>03/10/2015</u>                    |  | <u>M</u>                       |   |  | <u>23,940</u> | <u>(1)</u>   | <u>03/15/2015<sup>(1)</sup></u> | <u>Common Stock</u>   | <u>23,940</u>                              | <u>\$0.0000</u>  | <u>0.0000</u>   | <u>D</u>   |       |

**Explanation of Responses:**

- These performance shares for the January 31, 2012 grant were settled at the end of a three-year period based on the Company's Adjusted ROA against 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.
- Includes shares acquired by the reporting person through the Company's Associate Stock Purchase Plan since the last reported transaction.
- 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 31, 2012 grant. This is authorized in the performance share award agreement.

Gregory W. Seward (POA on file) 03/12/2015

\*\* 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.