

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Witter Jonathan W.</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) President, Retail Banking		
(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 Form filed by More than One Reporting Person		
1680 CAPITAL ONE DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	VA	22102						
(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		A		19,309	A	\$0.0000	20,909	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
Performance Share Units	\$0.0000 ⁽²⁾	01/31/2012		A		23,170		(2)	03/15/2015	Common Stock	23,170	\$0.0000	23,170	D	
Restricted Stock Units	\$0.0000 ⁽³⁾	01/31/2012		A		20,854		(4)	(4)	Common Stock	20,854	\$0.0000	297,754	D	
Restricted Stock Units	\$0.0000 ⁽³⁾	01/31/2012		A		13,115			12/15/2012	Common Stock	13,115	\$0.0000	13,115	D	
Stock Options	\$45.75	01/31/2012		A		32,307		(5)	01/30/2022	Common Stock	32,307	\$0.0000	32,307	D	

Explanation of Responses:

- This restricted stock will vest in 1/3 increments beginning on February 10, 2013 and annually thereafter.
- 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.

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.