

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* FINNERAN JOHN G JR (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE (Street) MCLEAN VA 22102 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP [COF]			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) Gen. Counsel & Corp. Secretary		
			3. Date of Earliest Transaction (Month/Day/Year) 01/29/2009					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		

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⁾	01/29/2009		A		128,864	A	\$0	206,804	D	
Common Stock ⁽²⁾	01/29/2009		A		18,566	A	\$0	225,370	D	
Common Stock	01/29/2009		F ⁽³⁾		62,353	D	\$18.28	163,017	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 ⁽⁴⁾	01/29/2009		A		42,462 ⁽⁵⁾		(6)	03/15/2012	Common Stock	42,462	\$0	42,462	D	
Stock Options	\$18.28	01/29/2009		A		216,319		(7)	01/28/2019	Common Stock	216,319	\$0	216,319	D	

Explanation of Responses:

- This restricted stock will vest in 33 1/3 increments beginning on January 29, 2010 and annually thereafter.
- This restricted stock will vest on July 29, 2009.
- Represents the automatic withholding by the issuer to satisfy the reporting person's tax obligation on the above restricted stock grants, as a result of the reporting person's eligibility for retirement. This is authorized in the applicable grant agreement.
- Each performance unit represents the right to receive one performance share upon satisfaction of the performance conditions.
- The number of performance units shown represents the maximum number of performance shares that may be issuable at the end of the performance period.
- The performance shares may be issuable at the end of a three-year performance period (January 1, 2009 to December 31, 2011) based on the Company's total shareholder return as compared to the total shareholder return for a peer group of companies.
- The options will vest in 33 1/3 increments beginning on January 29, 2010 and annually thereafter.

Remarks:

Tangela S. Richter (POA on file) 02/02/2009

** 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.