

OMB APPROVAL	
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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* <u>FAIRBANK RICHARD D</u> (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE (Street) MCLEAN VA 22102 (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/03/2022		M ⁽¹⁾		276	A	\$148.29	3,759,129	D	
Common Stock	02/03/2022		M ⁽¹⁾		186	A	\$148.29	3,759,315	D	
Common Stock	02/03/2022		M ⁽²⁾		193	A	\$148.29	3,759,508	D	
Common Stock	02/03/2022		M ⁽²⁾		169	A	\$148.29	3,759,677	D	
Common Stock	02/03/2022		F ⁽¹⁾		276	D	\$148.29	3,759,401	D	
Common Stock	02/03/2022		F ⁽¹⁾		186	D	\$148.29	3,759,215	D	
Common Stock	02/03/2022		F ⁽²⁾		193	D	\$148.29	3,759,022	D	
Common Stock	02/03/2022		F ⁽²⁾		169	D	\$148.29	3,758,853	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
2020 Restricted Stock Units ⁽³⁾	\$0.0 ⁽¹⁾	02/03/2022		M ⁽¹⁾			276	02/15/2023	02/15/2023	Common Stock	276	\$0	19,087	D	
Restricted Stock Units ⁽⁴⁾	\$0.0 ⁽¹⁾	02/03/2022		M ⁽¹⁾			186	02/15/2023	02/15/2023	Common Stock	186	\$0	16,757	D	
2021 Restricted Stock Units ⁽⁵⁾	\$0.0 ⁽²⁾	02/03/2022		M ⁽²⁾			193	02/15/2024	02/15/2024	Common Stock	193	\$0	17,560	D	
Restricted Stock Units ⁽⁶⁾	\$0.0 ⁽²⁾	02/03/2022		M ⁽²⁾			169	02/15/2024	02/15/2024	Common Stock	169	\$0	15,365	D	
2022 Restricted Stock Units ⁽⁷⁾	\$0.0 ⁽⁸⁾	02/03/2022		A			20,231	02/15/2025	02/15/2025	Common Stock	20,231	\$0	20,231	D	
Restricted Stock Units ⁽⁹⁾	\$0.0 ⁽⁸⁾	02/03/2022		A			16,859	02/15/2025	02/15/2025	Common Stock	16,859	\$0	16,859	D	

Explanation of Responses:

- Represents the automatic withholding of restricted stock units granted in January 2020 which settled in cash based on fair market value on February 3, 2022, 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 February 2021 which settled in cash based on fair market value on February 3, 2022, 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 restricted stock units granted on January 30, 2020 for performance year 2019.
- Represents restricted stock units granted on January 30, 2020 for performance year 2020.
- Represents restricted stock units granted on February 4, 2021 for performance year 2020.
- Represents restricted stock units granted on February 4, 2021 for performance year 2021.

7. Represents restricted stock units granted on February 3, 2022 for performance year 2021.

8. 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.

9. Represents restricted stock units granted on February 3, 2022 for performance year 2022.

Remarks:

[/s/ Cleo Belmonte \(POA on file\)](#)

[02/07/2022](#)

** 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.

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