

**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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Slocum Michael</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Commercial Banking</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2014</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/10/2014		M		5,100	A	\$0.0000 <sup>(1)</sup>	52,412	D	
Common Stock	02/10/2014		M		3,281	A	\$0.0000 <sup>(1)</sup>	55,693	D	
Common Stock	02/10/2014		F <sup>(2)</sup>		2,776	D	\$71.37	52,917	D	
Common Stock	02/10/2014		D		3,281	D	\$72.24 <sup>(1)</sup>	49,636	D	
Common Stock	02/10/2014		F <sup>(3)</sup>		3,703	D	\$71.37	45,933	D	
Common Stock	02/10/2014		D		5,100	D	\$72.24 <sup>(1)</sup>	40,833	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
2013 Restricted Stock Units	\$0.0000 <sup>(1)</sup>	02/10/2014		M			3,281	(4)	(4)	Common Stock	3,281	\$0.0000 <sup>(1)</sup>	6,563	D	
Restricted Stock Units	\$0.0000 <sup>(1)</sup>	02/10/2014		M			5,100	(5)	(5)	Common Stock	5,100	\$0.0000 <sup>(1)</sup>	5,101	D	

**Explanation of Responses:**

- On February 10, 2014 the restricted stock units were settled in cash based on the Company's average fair market value of shares of common stock over the twenty trading days preceding the vesting date.
- Represents the automatic withholding by the issuer to satisfy the reporting person's tax obligation associated with the vesting of restricted stock granted on January 31, 2013. This is authorized in the applicable restricted stock award agreement.
- Represents the automatic withholding by the issuer to satisfy the reporting person's tax obligation associated with the vesting of restricted stock granted on January 31, 2012. This is authorized in the applicable restricted stock award agreement.
- These restricted stock units vest in 1/3 increments beginning on February 10, 2014 and annually thereafter.
- These restricted stock units vest in 1/3 increments beginning on February 10, 2013 and annually thereafter.

Gregory W. Seward (POA on file) 02/12/2014

\*\* 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.