

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Berson Jory A</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Human Resources Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2015	
	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 <sup>(1)</sup>	01/29/2015		A		13,741	A	\$0.0000	76,410 <sup>(2)</sup>	D	
Common Stock								6,378 <sup>(3)</sup>	I	By 401(k)

**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	Amount or Number of Shares				
2015 Restricted Stock Units	\$0.0000 <sup>(4)</sup>	01/29/2015		A		11,110 <sup>(5)</sup>		(6)	(6)	Common Stock	11,110 <sup>(5)</sup>	\$0.0000	11,110	D	
Restricted Stock Units	\$0.0000 <sup>(7)</sup>	01/29/2015		A		8,245		02/15/2016 <sup>(7)</sup>	02/15/2016 <sup>(7)</sup>	Common Stock	8,245	\$0.0000	8,245	D	
Stock Options	\$74.96	01/29/2015		A		30,296		(8)	01/28/2025	Common Stock	30,296	\$0.0000	30,296	D	

**Explanation of Responses:**

- This restricted stock unit award will vest in 1/3 increments beginning on February 15, 2016 and annually thereafter. Each restricted stock unit represents a contingent right to receive one share of Company common stock.
- Includes shares acquired by the reporting person through the Company's Associate Stock Purchase Plan since the last reported transaction.
- Represents the reporting person's equivalent share ownership in the Company's 401(k) Plan, a unitized plan, as of the latest transaction.
- 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.
- This award is reported net of 433 units automatically withheld by the Company to satisfy the reporting person's tax obligations.
- These restricted stock units will vest in 1/3 increments beginning on February 15, 2016 and annually thereafter.
- Each restricted stock unit will vest on January 1, 2016 and will be settled in cash on February 15, 2016 based on the Company's average fair market value of the underlying shares of common stock over the fifteen trading days preceding the settlement date.
- This option becomes exercisable in 1/3 increments beginning on February 15, 2016 and annually thereafter.

Gregory W. Seward (POA on file) 02/02/2015

\*\* 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.

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