SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*] **FAIRBANK RICHARD D**	2. Issuer Name **and** Ticker or Trading Symbol **CAPITAL ONE FINANCIAL CORP** [**COF**]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) **1680 CAPITAL ONE DRIVE**	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2014	X Director 10% Owner X Officer (give title below) Other (specify below) **Chairman, CEO and President**

(Street) **MCLEAN** **VA** **22102**	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

(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)]	03/10/2014		M		169,347	A	$0.0000	2,298,121[(2)]	D	
Common Stock	03/10/2014		F[(3)]		80,779	D	$75.15	2,217,342	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	Amount or Number of Shares				
Performance Share Units	$0.0000[(1)]	03/10/2014		M			169,347	(1)	(1)	Common Stock	169,347	$0.0000	0.0000	D	

Explanation of Responses:

1. These performance shares for the January 26, 2011 grant were settled at the end of a three-year performance period based on the Company's relative and absolute cash return on average tangible assets against a peer group of companies. These shares represent the number of shares paid out based on actual performance plus the dividend shares accrued under the same grant.

2. Includes shares acquired by the reporting person through the Company's Dividend Reinvestment Plan since the last reported transaction.

3. These shares were automatically withheld by the Company to satisfy the reporting person's tax obligation associated with the settlement of the performance shares for the January 26, 2011 grant. This is authorized in the performance share award agreement.

Gregory W. Seward (POA on file)	03/12/2014
** 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.