

**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>Berson Jory A</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Human Resources Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2015</u>			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		
<u>1680 CAPITAL ONE DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>MCLEAN</u>	(State) <u>VA</u>	(Zip) <u>22102</u>						

**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	02/15/2015		M		8,710	A	\$0.0000 <sup>(1)</sup>	80,308	D	
Common Stock	02/15/2015		M		4,207	A	\$0.0000 <sup>(2)</sup>	84,515	D	
Common Stock	02/15/2015		F <sup>(3)</sup>		2,309	D	\$78.88	82,206	D	
Common Stock	02/15/2015		D		4,207	D	\$76.27 <sup>(2)</sup>	77,999	D	
Common Stock	02/15/2015		D		8,710	D	\$76.27 <sup>(1)</sup>	69,289	D	
Common Stock								6,365 <sup>(4)</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		Date Exercisable	Expiration Date						Amount or Number of Shares
2014 Restricted Stock Units	\$0.0000 <sup>(2)</sup>	02/15/2015		M		4,207	(5)	(5)	Common Stock	4,207	\$0.0000 <sup>(2)</sup>	8,412	D	
Restricted Stock Units	\$0.0000 <sup>(1)</sup>	02/15/2015		M		8,710	02/15/2015 <sup>(1)</sup>	02/15/2015 <sup>(1)</sup>	Common Stock	8,710	\$0.0000 <sup>(1)</sup>	0.0000	D	

**Explanation of Responses:**

- Each restricted stock unit vested on January 1, 2015 and settled in cash on February 15, 2015 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.
- On February 15, 2015, the restricted stock units were settled in cash based on the Company's average fair market value of shares of common stock over the fifteen 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 units granted on January 30, 2014. This is authorized in the applicable restricted stock award agreement.
- Represents the reporting person's equivalent share ownership in the Company's 401(k) Plan, a unitized plan, as of the latest transaction.
- These restricted stock units vest in 1/3 increments beginning on February 15, 2015 and annually thereafter.

Gregory W. Seward (POA on file) 02/18/2015

\*\* 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.

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.