

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Sanjiv Yajnik</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>President, Financial Services</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/26/2011</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>	<u>VA</u>	<u>22102</u>	(City)				

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			
<u>Common Stock⁽¹⁾</u>	<u>01/26/2011</u>		<u>A</u>		<u>20,118</u>	<u>A</u>	<u>\$0.0000</u>	<u>113,804</u>	<u>D</u>	

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
<u>Performance Share Units</u>	<u>\$0.0000⁽²⁾</u>	<u>01/26/2011</u>		<u>A</u>		<u>12,876</u>		<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>12,876</u>	<u>\$0.0000</u>	<u>12,876</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>\$0.0000⁽³⁾</u>	<u>01/26/2011</u>		<u>A</u>		<u>20,118</u>		<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>20,118</u>	<u>\$0.0000</u>	<u>20,118</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>\$0.0000⁽³⁾</u>	<u>01/26/2011</u>		<u>A</u>		<u>12,645</u>		<u>12/15/2011</u>	<u>12/15/2011</u>	<u>Common Stock</u>	<u>12,645</u>	<u>\$0.0000</u>	<u>12,645</u>	<u>D</u>	
<u>Stock Options</u>	<u>\$48.28</u>	<u>01/26/2011</u>		<u>A</u>		<u>55,805</u>		<u>(5)</u>	<u>01/25/2021</u>	<u>Common Stock</u>	<u>55,805</u>	<u>\$0.0000</u>	<u>55,805</u>	<u>D</u>	

Explanation of Responses:

- This restricted stock will vest in 1/3 increments beginning on January 26, 2012 and annually thereafter.
- These performance shares are settled at the end of a three-year performance period (January 1, 2011 to December 31, 2013) based on the Company's relative and absolute cash return on average tangible assets against a peer group of companies. The number of shares reported represents 200% of the target award amount. The reporting person will also be entitled to additional shares representing dividends accrued on the shares issuable at settlement.
- 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 twenty trading days preceding the vesting date.
- These restricted stock units will vest in 1/3 increments beginning on January 26, 2012 and annually thereafter.
- This option becomes exercisable in 1/3 increments beginning on January 26, 2012 and annually thereafter.

Gregory W. Seward (POA on file) 01/28/2011

** 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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