

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>FAIRBANK RICHARD D</u>  (Last) (First) (Middle) <u>1680 CAPITAL ONE DRIVE</u>  (Street) <u>MCLEAN VA 22102</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chair, CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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		23,346	A	\$0.0000	2,235,843	D	
Common Stock	01/29/2015		M <sup>(2)</sup>		561	A	\$74.96	2,236,404	D	
Common Stock	01/29/2015		F <sup>(3)</sup>		280	D	\$74.96	2,236,124	D	
Common Stock	01/29/2015		F <sup>(2)</sup>		561	D	\$74.96	2,235,563	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				
2014 Restricted Stock Units	\$0.0000 <sup>(2)</sup>	01/29/2015		M <sup>(2)</sup>		561		01/29/2015	02/15/2017	Common Stock	561	\$0.0000	39,515	D	
2015 Restricted Stock Units	\$0.0000 <sup>(4)</sup>	01/29/2015		A		39,221		02/15/2018	02/15/2018	Common Stock	39,221	\$0.0000	39,221	D	
Stock Options	\$74.96	01/29/2015		A		115,812		02/15/2018	01/29/2025	Common Stock	115,812	\$0.0000	115,812	D	

**Explanation of Responses:**

- This restricted stock unit award will vest in full on February 15, 2018. Each restricted stock unit represents a contingent right to receive one share of Company common stock.
- Represents the automatic withholding of restricted stock units granted in January 2014 which settled in cash based on the fair market value on January 29, 2015, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
- Represents shares automatically withheld in connection with restricted stock units granted in January 2014 with respect to which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
- 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.

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.

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.