

**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* <b>FAIRBANK RICHARD D</b>			2. Issuer Name and Ticker or Trading Symbol <b>CAPITAL ONE FINANCIAL CORP [ COF ]</b>			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) <b>Chairman, CEO and President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/30/2020</b>			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		
1680 CAPITAL ONE DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>MCLEAN VA 22102</b>								
(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	02/15/2020		M		20,057	A	\$0 <sup>(1)</sup>	3,436,410	D	
Common Stock	02/15/2020		D		20,057	D	\$102.03 <sup>(1)</sup>	3,416,353	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 Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2018 Restricted Stock Units <sup>(2)</sup>	\$0.0 <sup>(3)</sup>	01/30/2020		M <sup>(3)</sup>		325	02/15/2021	02/15/2021	Common Stock	325	\$0	23,147	D	
Restricted Stock Units <sup>(2)(4)</sup>	\$0.0 <sup>(5)</sup>	01/30/2020		M <sup>(5)</sup>		298	02/15/2022	02/15/2022	Common Stock	298	\$0	21,417	D	
2017 Restricted Stock Units <sup>(2)</sup>	\$0.0 <sup>(1)</sup>	02/15/2020		M		20,057	02/15/2020 <sup>(6)</sup>	02/15/2020 <sup>(6)</sup>	Common Stock	20,057	\$0 <sup>(1)</sup>	0	D	

**Explanation of Responses:**

- On February 15, 2020, 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.
- Reflects the correction to a withholding of shares previously reported on February 3, 2020 that, due to an administrative reporting error, inadvertently misstated the number of shares withheld automatically to satisfy the reporting person's tax liability.
- Represents the automatic withholding of restricted stock units granted in February 2018 which settled in cash based on fair market value on January 30, 2020, 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 restricted stock units granted for performance year 2019.
- Represents the automatic withholding of restricted stock units granted in January 2019 which settled in cash based on fair market value on January 30, 2020, 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.
- The restricted stock units vested in full on February 15, 2020.

**Remarks:**

Cleo Belmonte (POA on file)      02/19/2020

\*\* 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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