

CAPITAL ONE FINANCIAL CORP

Form 4

September 10, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ING GROEP NV

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/10/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

BIJLMERPLEIN 888

(Street)

4. If Amendment, Date Original
 Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

1102 MG AMSTERDAM, P7

(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)
Common Stock (par value \$0.01 per share)	09/10/2012		S	54,028,086 (1)	D \$ 55.2482	802,639 (2)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ING GROEP NV BIJLMERPLEIN 888 1102 MG AMSTERDAM, P7	X			

/s/ Fred Severin, Compliance Officer, on behalf of ING Groep N.V.	09/10/2012
<u> </u> **Signature of Reporting Person	Date
/s/ Sander Valkering, Business Manager, on behalf of ING Groep N.V.	09/10/2012
<u> </u> **Signature of Reporting Person	Date

* 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).

(1) On September 10, 2012, ING Bank N.V., a wholly owned subsidiary of ING Groep N.V., sold an aggregate of 54,028,086 shares of common stock of Capital One Financial Corporation in an underwritten public offering pursuant to the Underwriting Agreement, dated September 4, 2012 (the "Underwriting Agreement"), among Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters listed in Schedule I thereto, Capital One Financial Corporation and ING Bank N.V. Pursuant to the Underwriting Agreement, ING Bank N.V. sold such 54,028,086 shares of Common Stock to the Underwriters at a price of \$55.2482 per share of Common Stock.

(2) These shares are held by indirect subsidiaries of ING Groep N.V. in their role as a discretionary manager of client portfolios. Certain of these shares may be managed by third-party sub-managers over which ING Groep N.V. and its subsidiaries do not have the ability to either direct the vote or the disposition of such shares. ING Groep N.V. disclaims beneficial ownership of such shares.

Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, ING Groep N.V. may be deemed a director.

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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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