

CAPITAL ONE FINANCIAL CORP  
Form FWP  
March 21, 2012  
Filed Pursuant to Rule 433  
Registration No. 333-159085  
March 21, 2012

**CAPITAL ONE FINANCIAL CORPORATION**

**\$1,250,000,000 2.150% SENIOR NOTES DUE March 23, 2015**

**Summary of Terms for Issuance**

Issuer:	Capital One Financial Corporation
Security:	2.150% Senior Notes due March 23, 2015
Principal Amount:	US\$ 1,250,000,000
Net Proceeds to Issuer:	US\$ 1,245,825,000
Ranking:	Senior Unsecured
Expected Security Ratings:*	Baa1 / BBB / A- (Moody s / S&P / Fitch)
Trade Date:	March 21, 2012
Settlement Date:	March 23, 2012 (T+2)
Maturity Date:	March 23, 2015
Coupon:	2.150% per annum
Reference Benchmark:	0.375% UST due March 15, 2015
Reference Benchmark Yield:	0.579%
Spread to Benchmark:	+ 160 bps
Re-offer Yield:	2.179%
Price to Public:	99.916% of principal amount
Interest Payment Dates:	Semi-annually in arrears on March 23 and September 23 of each year, commencing on September 23, 2012 to and including the maturity date.
CUSIP/ISIN:	14040HAZ8/US14040HAZ82
Joint Book-Running Managers:	Deutsche Bank Securities Inc.  J.P. Morgan Securities LLC  Wells Fargo Securities, LLC
Co-Managers:	RBS Securities Inc.  Samuel A. Ramirez & Company, Inc.

The Williams Capital Group, L.P.

\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

Capital One Financial Corporation has filed a registration statement (including a prospectus and preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read each of these documents and the other documents

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filed with the SEC and incorporated by reference in such documents for more complete information about Capital One Financial Corporation and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, you may obtain a copy of these documents by calling Deutsche Bank Securities Inc. toll-free at 1-800-503-4611, J.P. Morgan Securities LLC at 1-212-834-4533 or Wells Fargo Securities, LLC toll-free at 1-800-326-5897.

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