

CAPITAL ONE FINANCIAL CORP  
Form FWP  
July 15, 2011

Filed Pursuant to Rule 433

Registration No 333-159085

July 14, 2011

**CAPITAL ONE FINANCIAL CORPORATION**

**\$750,000,000 2.125% SENIOR NOTES DUE JULY 15, 2014**

**Summary of Terms for Issuance**

Issuer:	Capital One Financial Corporation
Security:	2.125% Senior Notes due July 15, 2014
Principal Amount:	US\$ 750,000,000
Net Proceeds to Issuer:	US\$ 747,712,500
Ranking:	Senior Unsecured
Expected Security Ratings:*	Baa1 / BBB / A- (Moody's / S&P / Fitch)
Trade Date:	July 14, 2011
Settlement Date:	July 19, 2011 (T+3)
Maturity Date:	July 15, 2014
Special Mandatory Redemption:	If the issuer does not consummate the ING Direct acquisition on or prior to June 30, 2012, or if the purchase and sale agreement governing the ING Direct acquisition is terminated at any time prior to such date, the issuer must redeem all of the notes at a redemption price equal to 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest from the date of initial issuance, or the most recent date to which interest has been paid or provided for, as the case may be, to but excluding the special mandatory redemption date. See the Description of the Notes - Special Mandatory Redemption in the preliminary prospectus supplement for more information.
Coupon:	2.125% per annum
Reference Benchmark:	0.750% UST due June 15, 2014
Reference Benchmark Yield:	0.644%
Spread to Benchmark:	+ 150 bps
Re-offer Yield:	2.144%

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Price to Public: 99.945% of principal amount

Interest Payment Dates: Semi-annually in arrears on January 15 and July 15 of each year, commencing on January 15, 2012 to and including the Maturity date.

Concurrent Debt Offerings: The issuer is also offering \$750,000,000 of its 3.150% Senior Notes due 2016, \$1,250,000,000 of its 4.750% Senior Notes due 2021 and \$250,000,000 of its Floating Rate Senior Notes due 2014.

CUSIP/ISIN: 14040H AV7/US14040HAV78

Joint Book-Running Managers: Barclays Capital Inc.  
Citigroup Global Markets Inc.  
Morgan Stanley & Co. LLC  
Credit Suisse Securities (USA) LLC  
Goldman, Sachs & Co.  
RBS Securities Inc.  
Wells Fargo Securities, LLC

Co-Managers: Muriel Siebert & Co., Inc.  
Samuel A. Ramirez & Company, Inc.  
Sandler O'Neill & Partners, L.P.  
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 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 Barclays Capital Inc. toll-free at 1-888-603-5847, Citigroup Global Markets Inc. toll-free at 1-877-858-5407 or Morgan Stanley & Co. LLC toll-free at 1-866-718-1649.

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