

CAPITAL ONE FINANCIAL CORP
 Form 4
 February 17, 2017

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 *
 Alexander Robert M.

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)
 1680 CAPITAL ONE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2017

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 Chief Information Officer

MCLEAN, VA 22102
 (City) (State) (Zip)

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

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)
				(A) or (D)	Price		
Common Stock	02/15/2017		M	3,607	A \$ 0 ⁽¹⁾	111,497	D
Common Stock	02/15/2017		M	3,334	A \$ 0 ⁽¹⁾	114,831	D
Common Stock	02/15/2017		M	2,894	A \$ 0 ⁽¹⁾	117,725	D
Common Stock	02/15/2017		M	9,729	A \$ 0 ⁽²⁾	127,454	D
Common Stock	02/15/2017		D	3,607	D \$ 88.31 ⁽¹⁾	123,847	D

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Common Stock	02/15/2017	D	3,334	D	\$ <u>(1)</u> 88.31	120,513	D	
Common Stock	02/15/2017	D	2,894	D	\$ <u>(1)</u> 88.31	117,619	D	
Common Stock	02/15/2017	D	9,729	D	\$ <u>(2)</u> 88.31	107,890	D	
Common Stock	02/15/2017	F ⁽³⁾	1,374	D	\$ 90.93	106,516	D	
Common Stock	02/15/2017	F ⁽⁴⁾	1,365	D	\$ 90.93	105,151	D	
Common Stock	02/15/2017	F ⁽⁵⁾	2,260	D	\$ 90.93	102,891	D	
Common Stock						2	I	Robert M. Alexander UGMA
Common Stock						100	I	The Alexander Fund

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
2014 Restricted Stock	\$ 0 ⁽¹⁾	02/15/2017		M	3,607	⁽⁶⁾ / ⁽⁶⁾	Common Stock	3,607

Units

2015

Restricted Stock Units

\$ 0 ⁽¹⁾

02/15/2017

M

3,334

(7)

(7)

Common Stock

3,3

Units

2016

Restricted Stock Units

\$ 0 ⁽¹⁾

02/15/2017

M

2,894

(8)

(8)

Common Stock

2,8

Units

Restricted Stock Units

\$ 0 ⁽²⁾

02/15/2017

M

9,729

02/15/2017⁽²⁾

02/15/2017⁽²⁾

Common Stock

9,7

Units

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Alexander Robert M.
1680 CAPITAL ONE DRIVE
MCLEAN, VA 22102

Chief Information Officer

Signatures

Cleo Belmonte (POA on file)

02/17/2017

Signature of Reporting Person

Date

Explanation of Responses:

* 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 February 15, 2017 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.
- (2) Each restricted stock unit vested on January 1, 2017 and settled in cash on February 15, 2017 based on the Company's average fair market value of the underlying shares of common stock over the fifteen trading days preceding the settlement date.
- (3) Represents the automatic withholding by the issuer to satisfy the reporting person's tax obligation associated with the vesting of restricted stock units granted on January 30, 2014. This is authorized in the applicable restricted stock award agreement.
- (4) Represents the automatic withholding by the issuer to satisfy the reporting person's tax obligation associated with the vesting of restricted stock units granted on January 29, 2015. This is authorized in the applicable restricted stock award agreement.
- (5) Represents the automatic withholding by the issuer to satisfy the reporting person's tax obligation associated with the vesting of restricted stock units granted on February 4, 2016. This is authorized in the applicable restricted stock award agreement.
- (6) These restricted stock units vest in 1/3 increments beginning on February 15, 2015 and annually thereafter.
- (7) These restricted stock units vest in 1/3 increments beginning on February 15, 2016 and annually thereafter.
- (8) These restricted stock units vest in 1/3 increments beginning on February 15, 2017 and annually thereafter.

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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