

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>GROSS PATRICK W</u> (Last) (First) (Middle) <u>1680 CAPITAL ONE DRIVE</u> (Street) <u>MCLEAN VA 22102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP [COF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/10/2017		M		4,098	A	\$74.72	51,937	D	
Common Stock	02/10/2017		M		10,205	A	\$47.29	62,142	D	
Common Stock	02/10/2017		M		8,795	A	\$16.93	70,937	D	
Common Stock	02/10/2017		M		8,851	A	\$53.03	79,788	D	
Common Stock	02/10/2017		M		9,111	A	\$54.07	88,899	D	
Common Stock	02/10/2017		S		41,060	D	\$88.5 ⁽¹⁾	47,839	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 Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options	\$74.72	02/10/2017		M			4,098	04/26/2008	04/25/2017	Common Stock	4,098	\$0	0	D	
Stock Options	\$47.29	02/10/2017		M			10,205	04/24/2009	04/23/2018	Common Stock	10,205	\$0	0	D	
Stock Options	\$16.93	02/10/2017		M			8,795	04/23/2010	04/22/2019	Common Stock	8,795	\$0	0	D	
Stock Options	\$53.03	02/10/2017		M			8,851	05/11/2012	05/10/2021	Common Stock	8,851	\$0	0	D	
Stock Options	\$54.07	02/10/2017		M			9,111	05/08/2013	05/07/2022	Common Stock	9,111	\$0	0	D	

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.40 to \$88.61. Information regarding the number of shares sold at each price will be provided upon request.

Remarks:

Cleo Belmonte (POA on file) 02/14/2017

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.