FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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STATEMENT	OF CHANGE	S IN BENEFICIAL	OWNERSHIP

OMB APPROVAL								
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hours per response:	0.5							

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

1. Name and Address of Reporting Person* FAIRBANK RICHARD D					2. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP [COF]								(Check all ap		' '		on(s) to Issu 10% Ov		
(Last) 1680 CA	Last) (First) (Middle) 1680 CAPITAL ONE DRIVE					3. Date of Earliest Transaction (Month/Day/Year) 01/30/2017								X	below)	give title	Other (specify below) and President		specify
(Street) MCLEA (City)			22102 (Zip)		4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								Indiv ne) X	Form file	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. Trans. Date (Month/I				Execution Date,		3. Transaction Code (Instr. 8) 4. Securit Disposed		ies Acquired (A) or Of (D) (Instr. 3, 4 ar		Beneficial Owned Fo		s Form		: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership				
							Code	v	Amount	(A) or (D)	Price		Reported Transacti (Instr. 3 a	tion(s)			(Instr. 4)		
Common Stock ⁽¹⁾ 01/30/2				0/201)17		М		145,97	145,974 A		99	2,738	8,995		D			
Common Stock ⁽¹⁾ 01/30/				0/201	017		S		105,849	9 D	\$88.0	.06 ⁽²⁾ 2,63		33,146		D			
Common Stock ⁽¹⁾ 01/30/			0/201	2017		S		40,125	D	\$88.6	51 ⁽³⁾	2,593	3,021		D				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Derivative Conversion Date Executity or Exercise (Month/Day/Year) if all		3A. Deeme Execution if any (Month/Day	Date, Transact Code (In			on Derivative		6. Date Exercis Expiration Date (Month/Day/Yea		te	7. Title and of Securiti Underlying Derivative (Instr. 3 and	ies g Security		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	e s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amount or Number of Share		(Ins		(J)		
Stock Options ⁽¹⁾	\$50.99	01/30/2017			M			145,974	(4)		12/09/2017	Common Stock	145,97	4	\$0	367,41	19	D	

Explanation of Responses:

- 1. This transaction was executed pursuant to a trading plan entered into by the reporting person on November 13, 2015, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.43 to \$88.42. Information regarding the number of shares sold at each price will be provided upon request.
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.43 to \$88.82. Information regarding the number of shares sold at each price will be provided upon request.
- 4. The grant became exercisable in full on December 10, 2010, the third anniversary of the grant date.

Remarks:

Cleo Belmonte (POA on file) 02/01/2017

** 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.