SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

FAIRBANK RICHARD D

(Last)	(First)	(Middle)

1680 CAPITAL ONE DRIVE

(Street)

MCLEAN	VA	22102

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

CAPITAL ONE FINANCIAL CORP [COF]

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2017

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director   10% Owner

X Officer (give title below)   Other (specify below)

Chair, CEO and President

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock[1]	01/30/2017		M		145,974	A	$50.99	2,738,995	D	
Common Stock[1]	01/30/2017		S		105,849	D	$88.06[2]	2,633,146	D	
Common Stock[1]	01/30/2017		S		40,125	D	$88.61[3]	2,593,021	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	Amount or Number of Shares				
Stock Options[1]	$50.99	01/30/2017		M			145,974	[4]	12/09/2017	Common Stock	145,974	$0	367,419	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