

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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* <u>Eder Noelle K</u>			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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Card Cust. Exp. Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
1680 CAPITAL ONE DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>MCLEAN</u>	<u>VA</u>	<u>22102</u>						
(City)	(State)	(Zip)						

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	02/15/2018		M		490	A	\$0 <sup>(1)</sup>	44,789	D	
Common Stock	02/15/2018		M		2,287	A	\$0 <sup>(1)</sup>	47,076	D	
Common Stock	02/15/2018		M		1,769	A	\$0 <sup>(1)</sup>	48,845	D	
Common Stock	02/15/2018		M		5,351	A	\$0 <sup>(2)</sup>	54,196	D	
Common Stock	02/15/2018		D		490	D	\$99.52 <sup>(1)</sup>	53,706	D	
Common Stock	02/15/2018		D		2,287	D	\$99.52 <sup>(1)</sup>	51,419	D	
Common Stock	02/15/2018		D		1,769	D	\$99.52 <sup>(1)</sup>	49,650	D	
Common Stock	02/15/2018		D		5,351	D	\$99.52 <sup>(2)</sup>	44,299	D	
Common Stock	02/15/2018		F <sup>(3)</sup>		266	D	\$98.67	44,033	D	
Common Stock	02/15/2018		F <sup>(4)</sup>		1,531	D	\$98.67	42,502	D	
Common Stock	02/15/2018		F <sup>(5)</sup>		1,391	D	\$98.67	41,111	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				
2015 Restricted Stock Units	\$0.0 <sup>(1)</sup>	02/15/2018		M		490		(6)	(6)	Common Stock	490	\$0 <sup>(1)</sup>	0	D	
2016 Restricted Stock Units	\$0.0 <sup>(1)</sup>	02/15/2018		M		2,287		(7)	(7)	Common Stock	2,287	\$0 <sup>(1)</sup>	2,287	D	
2017 Restricted Stock Units	\$0.0 <sup>(1)</sup>	02/15/2018		M		1,769		(8)	(8)	Common Stock	1,769	\$0 <sup>(1)</sup>	3,540	D	
Restricted Stock Units	\$0.0 <sup>(2)</sup>	02/15/2018		M		5,351		02/15/2018 <sup>(2)</sup>	02/15/2018 <sup>(2)</sup>	Common Stock	5,351	\$0 <sup>(2)</sup>	0	D	

Explanation of Responses:

- On February 15, 2018 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.
- Each restricted stock unit vested on January 1, 2018 and settled in cash on February 15, 2018 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.
- 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.
- 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.
- 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 2, 2017. This is authorized in the applicable restricted stock award agreement.
- These restricted stock units vest in 1/3 increments beginning on February 15, 2016 and annually thereafter.
- These restricted stock units vest in 1/3 increments beginning on February 15, 2017 and annually thereafter.
- These restricted stock units vest in 1/3 increments beginning on February 15, 2018 and annually thereafter.

Remarks:

Exhibit 24.1 - Power of Attorney - Eder

Cleo Belmonte (POA on file)

02/20/2018

\*\* 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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Matthew W. Cooper, Polly N. Klane and Cleo Belmonte, each of them, as the true and lawful attorneys-in-fact (with

- (1) execute, for and on behalf of the undersigned, any and all statements and reports required or permitted to be filed by the undersigned, in any and all courts
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such statements and reports
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the interest of and for the benefit of the undersigned
- (4) request and receive from any broker (i) periodic reports detailing the undersigned's retail holdings of the Company's securities held in his or her account

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary and proper to carry out the foregoing powers, duties and responsibilities. This Power of Attorney revokes all prior Powers of Attorney submitted to the Company with respect to the matters expressed herein, and shall remain in full force and effect until its expiration.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of February 2018.

/s/ Noelle K. Eder  
 Name: Noelle K. Eder

ACKNOWLEDGEMENT FOR POWER OF ATTORNEY

STATE OF VIRGINIA            )  
   )    ss.  
 CITY/COUNTY OF FAIRFAX    )

The foregoing instrument was acknowledged before me this 6th day of February, 2018 by Noelle K. Eder.

/s/ Jamie N. Sklaney  
 Notary Public

(SEAL)

My commission expires 10/31/2020