

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>Blackley Richard Scott</u>  (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE  (Street) MCLEAN VA 22102  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chief Financial Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2018	
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 <sup>(1)</sup>	02/01/2018		A		11,167	A	\$0	52,426	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
2018 Restricted Stock Units	\$0.0 <sup>(2)</sup>	02/01/2018		A		5,900 <sup>(3)</sup>		(4)	(4)	Common Stock	5,900 <sup>(3)</sup>	\$0	5,900	D	

Explanation of Responses:

- This restricted stock unit award will vest in 1/3 increments beginning on February 15, 2019 and annually thereafter. Each restricted stock unit represents a contingent right to receive one share of Company common stock.
- Each restricted stock unit will be settled in cash based on the Company's average fair market value of the underlying shares of common stock over the fifteen trading days preceding the vesting date.
- This award is reported net of 191 units automatically withheld by the Company to satisfy the reporting person's tax obligation.
- These restricted stock units will vest in 1/3 increments beginning on February 15, 2019 and annually thereafter.

Remarks:

Exhibit 24.1 - Power of Attorney - Blackley

Cleo Belmonte (POA on file)

02/05/2018

\*\* 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, and to execute, file, record, and otherwise carry out all such acts and things as may be necessary or proper to carry out the foregoing. 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 it is expressly revoked.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of February 2018.

/s/ Richard Scott Blackley  
 Name: Richard Scott Blackley

ACKNOWLEDGEMENT FOR POWER OF ATTORNEY

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

The foregoing instrument was acknowledged before me this 1st day of February, 2018 by Richard Scott Blackley.

/s/ Jamie N. Sklaney  
 Notary Public

(SEAL)

My commission expires 10/31/2020