SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

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

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burde	en									
hours per response:	0.5									

1. Name and Address of Reporting Person [*] <u>HACKETT ANN F</u>			2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP</u> [COF]		ationship of Reporting Po (all applicable) Director Officer (give title	erson(s) to Issuer 10% Owner Other (specify
(Last) 1680 CAPITA	(First) (Middle) CAPITAL ONE DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 10/25/2017		below)	below)
(Street) MCLEAN VA 22102		22102	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fili Form filed by One Re	
(City)	(State)	(Zip)	—		Form filed by More th Person	an One Reporting

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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) e (Instr.		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock ⁽¹⁾	10/25/2017		М		11,055	Α	\$47.29	69,066	D	
Common Stock ⁽¹⁾	10/25/2017		S		11,055	D	\$91.18 ⁽²⁾	58,011	D	
Common Stock								5,006	Ι	By Spouse

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	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⁾	\$47.29	10/25/2017		М			11,055	04/24/2009	04/23/2018	Common Stock	11,055	\$0	0	D	

Explanation of Responses:

1. This transaction was executed pursuant to a trading plan entered into by the reporting person on July 28, 2017, 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 \$91.10 to \$92.00. Information regarding the number of shares sold at each price will be provided upon request.

Remarks:

Cleo Belmonte (POA on file)

10/27/2017

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.