

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>FAIRBANK RICHARD D</u>  (Last) (First) (Middle) <u>1680 CAPITAL ONE DRIVE</u>  (Street) <u>MCLEAN VA 22102</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>CAPITAL ONE FINANCIAL CORP [ COF ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chair, CEO and President</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>01/26/2017</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 <sup>(1)</sup>	01/26/2017		M		300,000	A	\$50.99	2,893,021 <sup>(2)</sup>	D	
Common Stock <sup>(1)</sup>	01/26/2017		S		146,229	D	\$88.55 <sup>(3)</sup>	2,746,792	D	
Common Stock <sup>(1)</sup>	01/26/2017		S		153,771	D	\$89.26 <sup>(4)</sup>	2,593,021	D	
Common Stock <sup>(1)</sup>	01/27/2017		M		300,000	A	\$50.99	2,893,021	D	
Common Stock <sup>(1)</sup>	01/27/2017		S		296,800	D	\$89.31 <sup>(5)</sup>	2,596,221	D	
Common Stock <sup>(1)</sup>	01/27/2017		S		3,200	D	\$89.96	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 <sup>(1)</sup>	\$50.99	01/26/2017		M		300,000		(6)	12/09/2017	Common Stock	300,000	\$0	813,393	D	
Stock Options <sup>(1)</sup>	\$50.99	01/27/2017		M		300,000		(6)	12/09/2017	Common Stock	300,000	\$0	513,393	D	

**Explanation of Responses:**

- 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.
- Includes shares acquired by the reporting person through the Company's Dividend Reinvestment Plan since the last reported transaction.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.86 to \$88.85. Information regarding the number of shares sold at each price will be provided upon request.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.86 to \$89.70. Information regarding the number of shares sold at each price will be provided upon request.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.94 to \$89.82. Information regarding the number of shares sold at each price will be provided upon request.
- The grant became exercisable in full on December 10, 2010, the third anniversary of the grant date.

**Remarks:**

Cleo Belmonte (POA on file)      01/30/2017

\*\* 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.