

CAPITAL ONE FINANCIAL CORP
 Form 4
 February 06, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FAIRBANK RICHARD D

2. Issuer Name and Ticker or Trading Symbol
CAPITAL ONE FINANCIAL CORP [COF]

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

(Last) (First) (Middle)
1680 CAPITAL ONE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chair, CEO and President

MCLEAN, VA 22102

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/02/2017		M ⁽¹⁾		563 A \$ 86.34	2,591,329	D
Common Stock	02/02/2017		M ⁽²⁾		402 A \$ 86.34	2,591,731	D
Common Stock	02/02/2017		F ⁽¹⁾		563 D \$ 86.34	2,591,168	D
Common Stock	02/02/2017		F ⁽²⁾		402 D \$ 86.34	2,590,766	D
Common Stock	02/02/2017		F ⁽³⁾		335 D \$ 86.34	2,590,431	D

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Common Stock 02/02/2017 F⁽⁴⁾ 394 D \$ 86.34 2,590,037 D

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

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
2015 Restricted Stock Units	\$ 0 ⁽¹⁾	02/02/2017		M ⁽¹⁾	563	02/15/2018 02/15/2018	Common Stock	563
2016 Restricted Stock Units	\$ 0 ⁽²⁾	02/02/2017		M ⁽²⁾	402	02/15/2019 02/15/2019	Common Stock	402
2017 Restricted Stock Units	\$ 0 ⁽⁵⁾	02/02/2017		A	20,675	02/15/2020 02/15/2020	Common Stock	20,675
Stock Options	\$ 86.34	02/02/2017		A	81,486	02/15/2020 02/02/2027	Common Stock	81,486

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRBANK RICHARD D 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	X		Chair, CEO and President	

Signatures

Cleo Belmonte (POA
on file)

02/06/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

Represents the automatic withholding of restricted stock units granted in January 2015 which settled in cash based on fair market value on
(1) February 2, 2017, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.

Represents the automatic withholding of restricted stock units granted in February 2016 which settled in cash based on fair market value
(2) on February 2, 2017, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.

(3) Represents shares automatically withheld in connection with restricted stock units granted in January 2015 with respect to which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.

(4) Represents shares automatically withheld in connection with restricted stock units granted in February 2016 with respect to which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.

(5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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