

CAPITAL ONE FINANCIAL CORP
 Form 4
 January 30, 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)
01/26/2017

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

MCLEAN, VA 22102
 (City) (State) (Zip)

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

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 ⁽¹⁾ | 01/26/2017 | | M | | \$ 300,000 | A | 2,893,021 ⁽²⁾ D |
| Common Stock ⁽¹⁾ | 01/26/2017 | | S | | \$ 146,229 | D | 88.55 ⁽³⁾ 2,746,792 D |
| Common Stock ⁽¹⁾ | 01/26/2017 | | S | | \$ 153,771 | D | 89.26 ⁽⁴⁾ 2,593,021 D |
| Common Stock ⁽¹⁾ | 01/27/2017 | | M | | \$ 300,000 | A | 50.99 2,893,021 D |
| | 01/27/2017 | | S | | 296,800 | D | 2,596,221 D |

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| | | | | | | | | |
|--------------------------------|------------|--|---|-------|------------|-------|-----------|---|
| Common Stock ⁽¹⁾ | | | | | \$ | | | |
| | | | | | 89.31 | | | |
| | | | | | <u>(5)</u> | | | |
| Common Stock ⁽¹⁾ | 01/27/2017 | | S | 3,200 | D | \$ | 2,593,021 | D |
| | | | | | | 89.96 | | |

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

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 control number.

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(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options ⁽¹⁾ | \$ 50.99 | 01/26/2017 | | M | 300,000 | <u>(6)</u> 12/09/2017 | Common Stock | 300,000 | |
| Stock Options ⁽¹⁾ | \$ 50.99 | 01/27/2017 | | M | 300,000 | <u>(6)</u> 12/09/2017 | Common Stock | 300,000 | |

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) 01/30/2017

 **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).
- (1) 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.
- (2) Includes shares acquired by the reporting person through the Company's Dividend Reinvestment Plan since the last reported transaction.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) The grant became exercisable in full on December 10, 2010, the third anniversary of the grant 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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