

CAPITAL ONE FINANCIAL CORP
 Form 4
 February 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
 FINNERAN JOHN G JR

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)
 02/15/2017

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Gen. Counsel & Corp. Secretary

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/15/2017		M	4,879	A	\$ 0 ⁽¹⁾	144,136	D
Common Stock	02/15/2017		M	4,302	A	\$ 0 ⁽¹⁾	148,438	D
Common Stock	02/15/2017		M	3,753	A	\$ 0 ⁽¹⁾	152,191	D
Common Stock	02/15/2017		M	12,004	A	\$ 0 ⁽²⁾	164,195	D
Common Stock	02/15/2017		D	4,879	D	\$ 88.31 ⁽¹⁾	159,316	D

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Common Stock	02/15/2017	D	4,302	D	\$ <u>(1)</u>	155,014	D	
Common Stock	02/15/2017	D	3,753	D	\$ <u>(1)</u>	151,261	D	
Common Stock	02/15/2017	D	12,004	D	\$ <u>(2)</u>	139,257	D	
Common Stock	02/15/2017	F ⁽³⁾	2,040	D	\$ 90.93	137,217	D	
Common Stock	02/15/2017	F ⁽⁴⁾	1,965	D	\$ 90.93	135,252	D	
Common Stock	02/15/2017	F ⁽⁵⁾	3,294	D	\$ 90.93	131,958	D	
Common Stock						31,683	I	Finneran/Cotter Children's Trust

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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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
2014 Restricted Stock Units	\$ 0 ⁽¹⁾	02/15/2017		M	4,879	<u>(6)</u> <u>(6)</u>	Common Stock 4.
2015 Restricted Stock Units	\$ 0 ⁽¹⁾	02/15/2017		M	4,302	<u>(7)</u> <u>(7)</u>	Common Stock 4.

