

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 *
 Alexander Robert M.

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)
 Chief Information Officer

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)
Common Stock ⁽¹⁾	02/02/2017		A	11,947	A \$ 0	107,890	D
Common Stock						2	I Robert M. Alexander UGMA
Common Stock						100	I The Alexander Fund

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

SEC 1474 (9-02)

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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)
2017 Restricted Stock Units	\$ 0 ⁽²⁾	02/02/2017		A	6,921 ⁽³⁾	⁽⁴⁾ ⁽⁴⁾	Common Stock
Restricted Stock Units	\$ 0 ⁽⁵⁾	02/02/2017		A	7,540	02/15/2018 ⁽⁵⁾ 02/15/2018 ⁽⁵⁾	Common Stock
Stock Options	\$ 86.34	02/02/2017		A	21,347	⁽⁶⁾ 02/02/2027	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Alexander Robert M.
1680 CAPITAL ONE DRIVE
MCLEAN, VA 22102

Chief Information Officer

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).

- (1) This restricted stock unit award will vest in 1/3 increments beginning on February 15, 2018 and annually thereafter. Each restricted stock unit represents a contingent right to receive one share of Company common stock.
- (2) 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.

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- (3) This award is reported net of 260 units automatically withheld by the Company to satisfy the reporting person's tax obligation.
- (4) These restricted stock units will vest in 1/3 increments beginning on February 15, 2018 and annually thereafter.
- (5) Each restricted stock unit will vest on January 1, 2018 and will be settled in cash on February 15, 2018 based on the Company's average fair market value of the underlying shares of common stock over the fifteen trading days preceding the settlement date.
- (6) This option becomes exercisable in 1/3 increments beginning on February 15, 2018 and annually thereafter.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.