

CAPITAL ONE FINANCIAL CORP

Form 4

February 14, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GROSS PATRICK W**

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)  
02/10/2017

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

MCLEAN, VA 22102

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/10/2017		M		4,098	A	\$ 74.72	51,937 D
Common Stock	02/10/2017		M		10,205	A	\$ 47.29	62,142 D
Common Stock	02/10/2017		M		8,795	A	\$ 16.93	70,937 D
Common Stock	02/10/2017		M		8,851	A	\$ 53.03	79,788 D
Common Stock	02/10/2017		M		9,111	A	\$ 54.07	88,899 D

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Common Stock	02/10/2017	S	41,060	D	\$ 88.5 (1)	47,839	D
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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.**

SEC 1474  
(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	\$ 74.72	02/10/2017		M	4,098	04/26/2008 04/25/2017	Common Stock 4,098
Stock Options	\$ 47.29	02/10/2017		M	10,205	04/24/2009 04/23/2018	Common Stock 10,205
Stock Options	\$ 16.93	02/10/2017		M	8,795	04/23/2010 04/22/2019	Common Stock 8,795
Stock Options	\$ 53.03	02/10/2017		M	8,851	05/11/2012 05/10/2021	Common Stock 8,851
Stock Options	\$ 54.07	02/10/2017		M	9,111	05/08/2013 05/07/2022	Common Stock 9,111

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GROSS PATRICK W 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	X

## Signatures

Cleo Belmonte (POA on file)	02/14/2017
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\*\*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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.40 to \$88.61. Information regarding the number of shares sold at each price will be provided upon request.

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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