

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 *
 Witter Jonathan 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)
 02/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Retail Banking

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2017		M		4,438	A	\$ 0 ⁽¹⁾
Common Stock	02/15/2017		M		3,950	A	\$ 0 ⁽¹⁾
Common Stock	02/15/2017		M		3,483	A	\$ 0 ⁽¹⁾
Common Stock	02/15/2017		M		11,141	A	\$ 0 ⁽²⁾
Common Stock	02/15/2017		D		4,438	D	\$ 88.31 ⁽¹⁾

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Common Stock	02/15/2017	D	3,950	D	\$ <u>(1)</u>	119,354	D
Common Stock	02/15/2017	D	3,483	D	\$ <u>(1)</u>	115,871	D
Common Stock	02/15/2017	D	11,141	D	\$ <u>(2)</u>	104,730	D
Common Stock	02/15/2017	F ⁽³⁾	1,876	D	\$ 90.93	102,854	D
Common Stock	02/15/2017	F ⁽⁴⁾	1,774	D	\$ 90.93	101,080	D
Common Stock	02/15/2017	F ⁽⁵⁾	2,958	D	\$ 90.93	98,122	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 Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2014 Restricted Stock Units	\$ 0 ⁽¹⁾	02/15/2017		M	4,438	⁽⁶⁾	⁽⁶⁾	Common Stock	4,438
2015 Restricted Stock Units	\$ 0 ⁽¹⁾	02/15/2017		M	3,950	⁽⁷⁾	⁽⁷⁾	Common Stock	3,950
2016 Restricted Stock	\$ 0 ⁽¹⁾	02/15/2017		M	3,483	⁽⁸⁾	⁽⁸⁾	Common Stock	3,483

