

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>FAIRBANK RICHARD D</u> (Last) (First) (Middle) 1680 CAPITAL ONE DRIVE (Street) MCLEAN VA 22102 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL ONE FINANCIAL CORP [COF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chair, CEO and President
	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/02/2017		M ⁽¹⁾		563	A	\$86.34	2,591,329	D	
Common Stock	02/02/2017		M ⁽²⁾		402	A	\$86.34	2,591,731	D	
Common Stock	02/02/2017		F ⁽¹⁾		563	D	\$86.34	2,591,168	D	
Common Stock	02/02/2017		F ⁽²⁾		402	D	\$86.34	2,590,766	D	
Common Stock	02/02/2017		F ⁽³⁾		335	D	\$86.34	2,590,431	D	
Common Stock	02/02/2017		F ⁽⁴⁾		394	D	\$86.34	2,590,037	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
2015 Restricted Stock Units	\$0.0 ⁽¹⁾	02/02/2017		M ⁽¹⁾			563	02/15/2018	02/15/2018	Common Stock	563	\$0	38,214	D	
2016 Restricted Stock Units	\$0.0 ⁽²⁾	02/02/2017		M ⁽²⁾			402	02/15/2019	02/15/2019	Common Stock	402	\$0	27,607	D	
2017 Restricted Stock Units	\$0.0 ⁽⁵⁾	02/02/2017		A		20,675		02/15/2020	02/15/2020	Common Stock	20,675	\$0	20,675	D	
Stock Options	\$86.34	02/02/2017		A		81,486		02/15/2020	02/02/2027	Common Stock	81,486	\$0	81,486	D	

Explanation of Responses:

- Represents the automatic withholding of restricted stock units granted in January 2015 which settled in cash based on fair market value on February 2, 2017, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
- Represents the automatic withholding of restricted stock units granted in February 2016 which settled in cash based on fair market value on February 2, 2017, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
- Represents shares automatically withheld in connection with restricted stock units granted in January 2015 with respect to which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
- Represents shares automatically withheld in connection with restricted stock units granted in February 2016 with respect to which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.
- 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.

Remarks:

Cleo Belmonte (POA on file) 02/06/2017

** Signature of Reporting Person Date

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

* 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).

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

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 Number.