

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>Eder Noelle K</u> _____ (Last) (First) (Middle) <u>1680 CAPITAL ONE DRIVE</u> _____ (Street) <u>MCLEAN VA 22102</u> _____ (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Card Cust. Exp. Officer</u> | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2017</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| | | | 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 | 02/15/2017 | | M | | 490 | A | \$0 ⁽¹⁾ | 41,269 | D | |
| Common Stock | 02/15/2017 | | M | | 2,287 | A | \$0 ⁽¹⁾ | 43,556 | D | |
| Common Stock | 02/15/2017 | | M | | 5,351 | A | \$0 ⁽²⁾ | 48,907 | D | |
| Common Stock | 02/15/2017 | | D | | 490 | D | \$88.31 ⁽¹⁾ | 48,417 | D | |
| Common Stock | 02/15/2017 | | D | | 2,287 | D | \$88.31 ⁽¹⁾ | 46,130 | D | |
| Common Stock | 02/15/2017 | | D | | 5,351 | D | \$88.31 ⁽²⁾ | 40,779 | D | |
| Common Stock | 02/15/2017 | | F ⁽³⁾ | | 293 | D | \$90.93 | 40,486 | D | |
| Common Stock | 02/15/2017 | | F ⁽⁴⁾ | | 1,683 | D | \$90.93 | 38,803 | 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 | | | | | | Title |
| 2015 Restricted Stock Units | \$0.0 ⁽¹⁾ | 02/15/2017 | | M | | | 490 | (5) | (5) | Common Stock | 490 | \$0 ⁽¹⁾ | 490 | D | |
| 2016 Restricted Stock Units | \$0.0 ⁽¹⁾ | 02/15/2017 | | M | | | 2,287 | (6) | (6) | Common Stock | 2,287 | \$0 ⁽¹⁾ | 4,574 | D | |
| Restricted Stock Units | \$0.0 ⁽²⁾ | 02/15/2017 | | M | | | 5,351 | 02/15/2017 ⁽²⁾ | 02/15/2017 ⁽²⁾ | Common Stock | 5,351 | \$0 ⁽²⁾ | 0 | D | |

Explanation of Responses:

- On February 15, 2017 the restricted stock units were settled in cash based on the Company's average fair market value of shares of common stock over the fifteen trading days preceding the vesting date.
- Each restricted stock unit vested on January 1, 2017 and settled in cash on February 15, 2017 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.
- Represents the automatic withholding by the issuer to satisfy the reporting person's tax obligation associated with the vesting of restricted stock units granted on January 29, 2015. This is authorized in the applicable restricted stock award agreement.
- Represents the automatic withholding by the issuer to satisfy the reporting person's tax obligation associated with the vesting of restricted stock units granted on February 4, 2016. This is authorized in the applicable restricted stock award agreement.
- These restricted stock units vest in 1/3 increments beginning on February 15, 2016 and annually thereafter.
- These restricted stock units vest in 1/3 increments beginning on February 15, 2017 and annually thereafter.

Remarks:

Cleo Belmonte (POA on file) 02/17/2017

** 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.