CAPITAL ONE FINANCIAL CORP

Form 4 March 10, 2017

FORM 4

OMB APPROVAL

OMB

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington D.C. 20549

Washington, D.C. 20549

Number: 3235-0287 Expires: January 31, 2005

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Slocum Michael			2. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP					5. Relationship of Reporting Person(s) to Issuer			
			[COF]					(Check all applicable)			
(Last)	(First) (M	Middle)	(Month/D	•				DirectorX Officer (giv below)	e titleOther	Owner er (specify	
1000 CAITTAL ONL DRIVE			03/08/2017					President, Commercial Banking			
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
	Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_Form filed by One Reporting Person				
MCLEAN, VA 22102								Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned	
1.Title of Security (Instr. 3)	any		emed on Date, if Day/Year)	3. 4. Secu Transaction(A) or I Code (Instr. 3 (Instr. 8)		sposed	of (D)	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)	03/08/2017			Code V A	Amount 11,754	(D)	Price \$ 0	74,743	D		
Common	03/08/2017			F(2)	6,562	D	\$ 92.4	68,181	D		

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

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SEC 1474

(9-02)

92.4

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Num of	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer 10% Owner Other Director

President. Slocum Michael 1680 CAPITAL ONE DRIVE Commercial MCLEAN, VA 22102 **Banking**

Signatures

Cleo Belmonte (POA 03/10/2017 on file)

**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).
- These shares were earned pursuant to an award of performance shares granted on January 30, 2014 based on the Company's Adjusted (1) ROA against a peer group of companies over a three-year performance period. These shares represent the number of shares paid out based on actual performance plus the dividend shares accrued under the same grant.
- These shares were automatically withheld by the Company to satisfy the reporting person's tax obligation associated with the settlement of the performance shares. This share withholding was authorized in the performance share award agreement.

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.

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