CAPITAL ONE FINANCIAL CORP
Form 4
February 17, 2017

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Borgmann Kevin S.

(Last) (First) (Middle)

1680 CAPITAL ONE DRIVE

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CAPITAL ONE FINANCIAL CORP [COF]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Risk Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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		3,261	A	$ 0 (1)	62,659	D	
Common Stock	02/15/2017		M		3,442	A	$ 0 (1)	66,101	D	
Common Stock	02/15/2017		M		3,196	A	$ 0 (1)	69,297	D	
Common Stock	02/15/2017		M		10,749	A	$ 0 (2)	80,046	D	
Common Stock	02/15/2017		D		3,261	D	$ 88.31 (1)	76,785	D	

Common Stock	02/15/2017		D	3,442	D	$ 88.31 (1)	73,343	D
Common Stock	02/15/2017		D	3,196	D	$ 88.31 (1)	70,147	D
Common Stock	02/15/2017		D	10,749	D	$ 88.31 (2)	59,398	D
Common Stock	02/15/2017		F(3)	1,798	D	$ 90.93	57,600	D
Common Stock	02/15/2017		F(4)	2,389	D	$ 90.93	55,211	D
Common Stock	02/15/2017		F(5)	2,809	D	$ 90.93	52,402	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 Amo Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
2014 Restricted Stock Units	$ 0 (1)	02/15/2017		M			3,261	(6)	(6)	Common Stock	3
2015 Restricted Stock Units	$ 0 (1)	02/15/2017		M			3,442	(7)	(7)	Common Stock	3
2016 Restricted Stock	$ 0 (1)	02/15/2017		M			3,196	(8)	(8)	Common Stock	3

Units									
Restricted Stock Units	$ 0 (2)	02/15/2017		M	10,749	02/15/2017(2)	02/15/2017(2)	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Borgmann Kevin S. 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102			Chief Risk Officer	

Signatures

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

(2) 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.

(3) 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 30, 2014. This is authorized in the applicable restricted stock award agreement.

(4) 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.

(5) 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.

(6) These restricted stock units vest in 1/3 increments beginning on February 15, 2015 and annually thereafter.

(7) These restricted stock units vest in 1/3 increments beginning on February 15, 2016 and annually thereafter.

(8) These restricted stock units vest in 1/3 increments beginning on February 15, 2017 and annually thereafter.

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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