

CAPITAL ONE FINANCIAL CORP

Form 4

March 06, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wassmer Michael J

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)
03/02/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President, U.S. Card

MCLEAN, VA 22102

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock ⁽¹⁾ | 03/02/2017 | | M | V Amount (A) or (D) Price 18,990 A \$ 48.95 | 98,829 ⁽²⁾ | D | |
| Common Stock ⁽¹⁾ | 03/02/2017 | | S | 20,360 D \$ 95.32 ⁽³⁾ | 78,469 | D | |
| Common Stock ⁽¹⁾ | 03/02/2017 | | S | 815 D \$ 96.21 | 77,654 | D | |
| Common Stock | | | | | 15 | I | By Trust |

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

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(9-02)

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| Stock Options (1) | \$ 48.95 | 03/02/2017 | | M | 18,990 | (4) 02/20/2018 | Common Stock | 18,990 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wassmer Michael J 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102 | | | President, U.S. Card | |

Signatures

Cleo Belmonte (POA
on file) 03/06/2017

__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) This transaction was executed pursuant to a trading plan entered into by the reporting person on January 31, 2017, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (2) Includes shares acquired by the reporting person through the Company's Associate Stock Purchase Plan since the last reported transaction.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.00 to \$95.96. Information regarding the number of shares sold at each price will be provided upon request.
- (4) This option became exercisable in 1/3 increments beginning on February 21, 2009 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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