

CAPITAL ONE FINANCIAL CORP

Form 4

February 17, 2017

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Alexander Robert M.

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)  
 02/15/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 \_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
 Chief Information Officer

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 (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)
Common Stock	02/15/2017		M	3,607 A	\$ 0 <sup>(1)</sup> 111,497	D	
Common Stock	02/15/2017		M	3,334 A	\$ 0 <sup>(1)</sup> 114,831	D	
Common Stock	02/15/2017		M	2,894 A	\$ 0 <sup>(1)</sup> 117,725	D	
Common Stock	02/15/2017		M	9,729 A	\$ 0 <sup>(2)</sup> 127,454	D	
Common Stock	02/15/2017		D	3,607 D	\$ 88.31 <sup>(1)</sup> 123,847	D	

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Common Stock	02/15/2017	D	3,334	D	\$ <u>(1)</u> 88.31	120,513	D
Common Stock	02/15/2017	D	2,894	D	\$ <u>(1)</u> 88.31	117,619	D
Common Stock	02/15/2017	D	9,729	D	\$ <u>(2)</u> 88.31	107,890	D
Common Stock	02/15/2017	F <sup>(3)</sup>	1,374	D	\$ 90.93	106,516	D
Common Stock	02/15/2017	F <sup>(4)</sup>	1,365	D	\$ 90.93	105,151	D
Common Stock	02/15/2017	F <sup>(5)</sup>	2,260	D	\$ 90.93	102,891	D
Common Stock						2	I
Common Stock						100	I

Robert M.  
Alexander  
UGMA

The  
Alexander  
Fund

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

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SEC 1474  
(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
2014 Restricted Stock	\$ 0 <sup>(1)</sup>	02/15/2017		M	3,607	<sup>(6)</sup> <sup>(6)</sup>	Common Stock

Amc  
or  
Num  
of  
Shar

Units

2015

Restricted  
Stock  
Units\$ 0 <sup>(1)</sup>

02/15/2017

M

3,334

(7)(7)Common  
Stock

3,3

2016

Restricted  
Stock  
Units\$ 0 <sup>(1)</sup>

02/15/2017

M

2,894

(8)(8)Common  
Stock

2,8

Restricted  
Stock  
Units\$ 0 <sup>(2)</sup>

02/15/2017

M

9,729

02/15/2017<sup>(2)</sup>02/15/2017<sup>(2)</sup>Common  
Stock

9,7

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Alexander Robert M.  
1680 CAPITAL ONE DRIVE  
MCLEAN, VA 22102

Chief Information 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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