

Cooper Matthew W
Form 4
February 20, 2018

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cooper Matthew W

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)
02/15/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
General Counsel

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 Ownership (Instr. 4)
Common Stock	02/15/2018		M	519 A	\$ 0 ⁽¹⁾ 28,907	D	
Common Stock	02/15/2018		M	1,688 A	\$ 0 ⁽¹⁾ 30,595	D	
Common Stock	02/15/2018		M	1,600 A	\$ 0 ⁽¹⁾ 32,195	D	
Common Stock	02/15/2018		M	4,124 A	\$ 0 ⁽²⁾ 36,319	D	
Common Stock	02/15/2018		D	519 D	\$ 99.52 ⁽¹⁾ 35,800	D	

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Common Stock	02/15/2018	D	1,688	D	\$ (1) 99.52	34,112	D
Common Stock	02/15/2018	D	1,600	D	\$ (1) 99.52	32,512	D
Common Stock	02/15/2018	D	4,124	D	\$ (2) 99.52	28,388	D
Common Stock	02/15/2018	F ⁽³⁾	579	D	\$ 98.67	27,809	D
Common Stock	02/15/2018	F ⁽⁴⁾	1,103	D	\$ 98.67	26,706	D
Common Stock	02/15/2018	F ⁽⁵⁾	1,076	D	\$ 98.67	25,630	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)

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)		
2015 Restricted Stock Units	\$ 0 ⁽¹⁾	02/15/2018		M		519	⁽⁶⁾	⁽⁶⁾	Common Stock 519
2016 Restricted Stock Units	\$ 0 ⁽¹⁾	02/15/2018		M		1,688	⁽⁷⁾	⁽⁷⁾	Common Stock 1,688
	\$ 0 ⁽¹⁾	02/15/2018		M		1,600	⁽⁸⁾	⁽⁸⁾	1,600

2017
Restricted
Stock
Units

Common
Stock

Restricted

Stock \$ 0 ⁽²⁾ 02/15/2018

M

4,124 02/15/2018⁽²⁾ 02/15/2018⁽²⁾

Common
Stock 4,1

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper Matthew W 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102			General Counsel	

Signatures

Cleo Belmonte (POA
on file) 02/20/2018

__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, 2018 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, 2018 and settled in cash on February 15, 2018 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 29, 2015. 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 February 4, 2016. 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 2, 2017. This is authorized in the applicable restricted stock award agreement.
- (6) These restricted stock units vest in 1/3 increments beginning on February 15, 2016 and annually thereafter.
- (7) These restricted stock units vest in 1/3 increments beginning on February 15, 2017 and annually thereafter.
- (8) These restricted stock units vest in 1/3 increments beginning on February 15, 2018 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. 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.