

Alexander Robert M.
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

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(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)
02/15/2018

____ 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 | 02/15/2018 | | M | 3,333 A | \$ 0 ⁽¹⁾ 83,948 | D | |
| Common Stock | 02/15/2018 | | M | 2,894 A | \$ 0 ⁽¹⁾ 86,842 | D | |
| Common Stock | 02/15/2018 | | M | 2,307 A | \$ 0 ⁽¹⁾ 89,149 | D | |
| Common Stock | 02/15/2018 | | M | 7,540 A | \$ 0 ⁽²⁾ 96,689 | D | |
| Common Stock | 02/15/2018 | | D | 3,333 D | \$ 99.52 ⁽¹⁾ 93,356 | D | |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|------------------------|--------|---|
| Common Stock | 02/15/2018 | D | 2,894 | D | \$ <u>(1)</u> 99.52 | 90,462 | D |
| Common Stock | 02/15/2018 | D | 2,307 | D | \$ <u>(1)</u> 99.52 | 88,155 | D |
| Common Stock | 02/15/2018 | D | 7,540 | D | \$ <u>(2)</u> 99.52 | 80,615 | D |
| Common Stock | 02/15/2018 | F ⁽³⁾ | 1,241 | D | \$ 98.67 | 79,374 | D |
| Common Stock | 02/15/2018 | F ⁽⁴⁾ | 1,654 | D | \$ 98.67 | 77,720 | D |
| Common Stock | 02/15/2018 | F ⁽⁵⁾ | 1,750 | D | \$ 98.67 | 75,970 | 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 |
| 2015 Restricted Stock | \$ 0 ⁽¹⁾ | 02/15/2018 | | M | 3,333 | ⁽⁶⁾ ⁽⁶⁾ | Common Stock |

Amc
or
Num
of
Shar

Units

2016

Restricted
Stock
Units\$ 0 ⁽¹⁾

02/15/2018

M

2,894

(7)(7)Common
Stock

2,8

2017

Restricted
Stock
Units\$ 0 ⁽¹⁾

02/15/2018

M

2,307

(8)(8)Common
Stock

2,3

Restricted
Stock
Units\$ 0 ⁽²⁾

02/15/2018

M

7,540

02/15/2018⁽²⁾02/15/2018⁽²⁾Common
Stock

7,5

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)

02/20/2018

__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.

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