Newkirk Christopher T
Form 4
February 20, 2019

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 *
Newkirk Christopher T

(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)
02/15/2019

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)
Pres., Intl and Small Business

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	02/15/2019		M		1,419	A	$ 0 (1)	43,507	D	
Common Stock	02/15/2019		M		1,253	A	$ 0 (1)	44,760	D	
Common Stock	02/15/2019		M		1,378	A	$ 0 (1)	46,138	D	
Common Stock	02/15/2019		D		1,419	D	$ 79.85 (1)	44,719	D	
Common Stock	02/15/2019		D		1,253	D	$ 79.85	43,466	D	

Common Stock	02/15/2019	D	1,378	D	$ 79.85 [1]	42,088	D	
Common Stock	02/15/2019	F[2]	1,342	D	$ 81.57	40,746	D	
Common Stock	02/15/2019	F[3]	1,307	D	$ 81.57	39,439	D	
Common Stock	02/15/2019	F[4]	1,153	D	$ 81.57	38,286	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 Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2016 Restricted Stock Units	$ 0 [1]	02/15/2019		M			1,419	[5]	[5]	Common Stock	1,419	$ 0
2017 Restricted Stock Units	$ 0 [1]	02/15/2019		M			1,253	[6]	[6]	Common Stock	1,253	$ 0
2018 Restricted Stock Units	$ 0 [1]	02/15/2019		M			1,378	[7]	[7]	Common Stock	1,378	$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Newkirk Christopher T 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102			Pres., Intl and Small Business	

Signatures

Cleo Belmonte (POA on file)	02/20/2019
**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, 2019, 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) 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.

(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 February 2, 2017. 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 1, 2018. This is authorized in the applicable restricted stock award agreement.

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

(6) These restricted stock units vest in 1/3 increments beginning on February 15, 2018 and annually thereafter.

(7) These restricted stock units vest in 1/3 increments beginning on February 15, 2019 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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