

LaPrade,III Frank G.
Form 4
February 20, 2019

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 *
LaPrade,III Frank G.

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)
02/15/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Enterprise Svcs 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 Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Stock | 02/15/2019 | | M | 3,447 A | \$ 0 ⁽¹⁾ 80,816 | D | |
| Common Stock | 02/15/2019 | | M | 2,717 A | \$ 0 ⁽¹⁾ 83,533 | D | |
| Common Stock | 02/15/2019 | | M | 2,339 A | \$ 0 ⁽¹⁾ 85,872 | D | |
| Common Stock | 02/15/2019 | | D | 3,447 D | \$ 79.85 ⁽¹⁾ 82,425 | D | |
| Common Stock | 02/15/2019 | | D | 2,717 D | \$ 79.85 79,708 | D | |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------------------------|--------------------|---|-----------|
| Common Stock | 02/15/2019 | D | 2,339 | D | ⁽¹⁾ \$ 79.85 | 77,369 | D | |
| Common Stock | 02/15/2019 | F ⁽²⁾ | 3,015 | D | ⁽¹⁾ \$ 81.57 | 74,354 | D | |
| Common Stock | 02/15/2019 | F ⁽³⁾ | 2,517 | D | \$ 81.57 | 71,837 | D | |
| Common Stock | 02/15/2019 | F ⁽⁴⁾ | 1,941 | D | \$ 81.57 | 69,896 | D | |
| Common Stock | | | | | | 737 ⁽⁵⁾ | I | By 401(k) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price or Value of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---|----------------------------|------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| 2016 Restricted Stock Units | \$ 0 <u>(1)</u> | 02/15/2019 | | M | | 3,447 | | <u>(6)</u> | <u>(6)</u> | Common Stock | 3,447 | \$ 0 |
| 2017 Restricted Stock Units | \$ 0 <u>(1)</u> | 02/15/2019 | | M | | 2,717 | | <u>(7)</u> | <u>(7)</u> | Common Stock | 2,717 | \$ 0 |
| 2018 Restricted Stock Units | \$ 0 <u>(1)</u> | 02/15/2019 | | M | | 2,339 | | <u>(8)</u> | <u>(8)</u> | Common Stock | 2,339 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LaPrade,III Frank G. 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102 | | | Chief Enterprise Svcs Officer | |

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) Represents the reporting person's equivalent share ownership in the Company's 401(k) Plan, a unitized plan, as of the date of the latest transaction.
 - (6) These restricted stock units vest in 1/3 increments beginning on February 15, 2017 and annually thereafter.
 - (7) These restricted stock units vest in 1/3 increments beginning on February 15, 2018 and annually thereafter.
 - (8) 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. 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.