Blackley Richard Scott Form 4 March 11, 2019

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

03/07/2019

Stock

1. Name and A Blackley Ri	Address of Reporting I schard Scott	Symbo	uer Name and Ticker or Trading l TAL ONE FINANCIAL COF	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
		[COF]						
(Last)	(First) (N		of Earliest Transaction /Day/Year)	Director 10% Owner Nother (give title Other (specify below)					
1680 CAPI'	TAL ONE DRIVE	Ξ 03/07	/2019	Chief Financial Officer					
	(Street)		nendment, Date Original Ionth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
MCLEAN,	VA 22102			Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow									
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution		Code (Instr. 3, 4 and 5)	D) Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)					
Common Stock (1)	03/07/2019		A 5,459 A \$0	52,117 D					

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

 $F^{(2)}$

2,463

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D

49,654

81.28

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namelana		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Blackley Richard Scott 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102

Chief Financial Officer

Signatures

Cleo Belmonte (POA 03/11/2019 on file)

**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).
- These shares were earned pursuant to an award of performance shares granted on February 4, 2016 based on the Company's Adjusted (1) ROA against a peer group of companies over a three-year performance period. These shares represent the number of shares paid out based on actual performance plus the dividend shares accrued under the same grant.
- These shares were automatically withheld by the Company to satisfy the reporting person's tax obligation associated with the settlement of the performance shares. This share withholding was authorized in the performance share award agreement.

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.

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