

FAIRBANK RICHARD D
Form 4
February 05, 2018

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FAIRBANK RICHARD D

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)
02/01/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chair, CEO and President

MCLEAN, VA 22102
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/01/2018		M ⁽¹⁾	384 A \$ 104.72	2,678,654	D	
Common Stock	02/01/2018		M ⁽²⁾	283 A \$ 104.72	2,678,937	D	
Common Stock	02/01/2018		F ⁽¹⁾	384 D \$ 104.72	2,678,553	D	
Common Stock	02/01/2018		F ⁽²⁾	283 D \$ 104.72	2,678,270	D	
Common Stock	02/01/2018		F ⁽³⁾	376 D \$ 104.72	2,677,894	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)
2016 Restricted Stock Units	\$ 0 ⁽¹⁾	02/01/2018		M ⁽¹⁾	384	02/15/2019 02/15/2019	Common Stock 384
2017 Restricted Stock Units	\$ 0 ⁽²⁾	02/01/2018		M ⁽²⁾	283	02/15/2020 02/15/2020	Common Stock 283
2018 Restricted Stock Units	\$ 0 ⁽⁴⁾	02/01/2018		A	23,730	02/15/2021 02/15/2021	Common Stock 23,730

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRBANK RICHARD D 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	X		Chair, CEO and President	

Signatures

Cleo Belmonte (POA on file) 02/05/2018

**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) Represents the automatic withholding of restricted stock units granted in February 2016 which settled in cash based on fair market value on February 1, 2018, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.

(2) Represents the automatic withholding of restricted stock units granted in February 2017 which settled in cash based on fair market value on February 1, 2018, the date on which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.

(3) Represents shares automatically withheld in connection with restricted stock units granted in February 2016 with respect to which vesting was accelerated to satisfy the reporting person's tax liability. This is authorized in the applicable restricted stock unit award agreement.

(4) Each restricted stock unit will be settled in cash based on the Company's average fair market value of the underlying shares of common stock over the fifteen trading days preceding the vesting date.

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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