

FAIRBANK RICHARD D  
Form 4  
February 04, 2019

**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)  
01/31/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, 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                    | 01/31/2019                           |  | M <sup>(1)</sup>               |   | 335   | A  | \$ 80.59                          |
|                                 |                                      |  |                                |   |   |  | 2,769,486 <sup>(2)</sup>          |
| Common Stock                    | 01/31/2019                           |  | M <sup>(3)</sup>               |   | 258   | A  | \$ 80.59                          |
|                                 |                                      |  |                                |   |   |  | 2,769,744                         |
| Common Stock                    | 01/31/2019                           |  | F <sup>(1)</sup>               |   | 335   | D  | \$ 80.59                          |
|                                 |                                      |  |                                |   |   |  | 2,769,409                         |
| Common Stock                    | 01/31/2019                           |  | F <sup>(3)</sup>               |   | 258   | D  | \$ 80.59                          |
|                                 |                                      |  |                                |   |   |  | 2,769,151                         |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 2017 Restricted Stock Units                | \$ 0 <sup>(1)</sup>                                    | 01/31/2019                           |  | M <sup>(1)</sup>               | 335   | 02/15/2020 02/15/2020                                    | Common Stock  | 335                        |
| 2018 Restricted Stock Units                | \$ 0 <sup>(3)</sup>                                    | 01/31/2019                           |  | M <sup>(3)</sup>               | 258   | 02/15/2021 02/15/2021                                    | Common Stock  | 258                        |
| 2019 Restricted Stock Units                | \$ 0 <sup>(4)</sup>                                    | 01/31/2019                           |  | A                              | 34,744  | 02/15/2022 02/15/2022                                    | Common Stock  | 34,744                     |
| Restricted Stock Units                     | \$ 0 <sup>(5)</sup>                                    | 01/31/2019                           |  | A                              | 21,715  | 02/15/2022 02/15/2022                                    | Common Stock  | 21,715                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                                   |       |
|--|---------------|-----------|-----------------------------------|-------|
|  | Director      | 10% Owner | Officer                           | Other |
| FAIRBANK RICHARD D<br>1680 CAPITAL ONE DRIVE<br>MCLEAN, VA 22102 | X             |           | Chairman,<br>CEO and<br>President |       |

## Signatures

Cleo Belmonte (POA on file) 02/04/2019

\*\*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) Represents the automatic withholding of restricted stock units granted in February 2017 which settled in cash based on fair market value on January 31, 2019, 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) Includes shares acquired by the reporting person through the Company's Dividend Reinvestment Plan since the last reported transaction.

(3) Represents the automatic withholding of restricted stock units granted in February 2018 which settled in cash based on fair market value on January 31, 2019, 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.

(4) Represents restricted stock units granted for performance year 2018. 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.

(5) Represents restricted stock units granted for performance year 2019. 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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