

CAPITAL ONE FINANCIAL CORP

Form 4

February 17, 2017

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 *
Berson Jory A

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)

MCLEAN, VA 22102

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2017

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Human Resources Officer

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 Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common Stock | 02/15/2017 | | M | 4,206 A | \$ 0 ⁽¹⁾ 107,539 | D | |
| Common Stock | 02/15/2017 | | M | 3,703 A | \$ 0 ⁽¹⁾ 111,242 | D | |
| Common Stock | 02/15/2017 | | M | 3,120 A | \$ 0 ⁽¹⁾ 114,362 | D | |
| Common Stock | 02/15/2017 | | M | 9,698 A | \$ 0 ⁽²⁾ 124,060 | D | |
| Common Stock | 02/15/2017 | | D | 4,206 D | \$ 88.31 ⁽¹⁾ 119,854 | D | |

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| | | | | | | | | | |
|--------------|------------|------------------|-------|---|------------------|-------|----------------------|---|-----------|
| Common Stock | 02/15/2017 | D | 3,703 | D | \$ <u>(1)</u> | 88.31 | 116,151 | D | |
| Common Stock | 02/15/2017 | D | 3,120 | D | \$ <u>(1)</u> | 88.31 | 113,031 | D | |
| Common Stock | 02/15/2017 | D | 9,698 | D | \$ <u>(2)</u> | 88.31 | 103,333 | D | |
| Common Stock | 02/15/2017 | F ⁽³⁾ | 1,602 | D | \$ 90.93 | | 101,731 | D | |
| Common Stock | 02/15/2017 | F ⁽⁴⁾ | 1,516 | D | \$ 90.93 | | 100,215 | D | |
| Common Stock | 02/15/2017 | F ⁽⁵⁾ | 2,430 | D | \$ 90.93 | | 97,785 | D | |
| Common Stock | | | | | | | 6,597 ⁽⁶⁾ | I | By 401(k) |

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

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SEC 1474
(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 Security (Instr. 3 and 4) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 2014 Restricted Stock Units | \$ 0 <u>(1)</u> | 02/15/2017 | | M | | 4,206 | | <u>(7)</u> | <u>(7)</u> | Common Stock | 4,206 |
| 2015 Restricted Stock | \$ 0 <u>(1)</u> | 02/15/2017 | | M | | 3,703 | | <u>(8)</u> | <u>(8)</u> | Common Stock | 3,703 |

Units

2016

Restricted
Stock
Units\$ 0 ⁽¹⁾

02/15/2017

M

3,120

⁽⁹⁾⁽⁹⁾Common
Stock

3,1

Units

Restricted
Stock
Units\$ 0 ⁽²⁾

02/15/2017

M

9,698

02/15/2017⁽²⁾02/15/2017⁽²⁾Common
Stock

9,6

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Berson Jory A 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102 | | | Chief Human Resources Officer | |

Signatures

Cleo Belmonte (POA
on file)

02/17/2017

__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, 2017 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) Each restricted stock unit vested on January 1, 2017 and settled in cash on February 15, 2017 based on the Company's average fair market value of the underlying shares of common stock over the fifteen trading days preceding the settlement date.
- (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 January 30, 2014. 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 January 29, 2015. This is authorized in the applicable restricted stock award agreement.
- (5) 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.
- (6) 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.
- (7) These restricted stock units vest in 1/3 increments beginning on February 15, 2015 and annually thereafter.
- (8) These restricted stock units vest in 1/3 increments beginning on February 15, 2016 and annually thereafter.
- (9) These restricted stock units vest in 1/3 increments beginning on February 15, 2017 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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