

Alexander Robert M.
Form 4
February 20, 2019

FORM 4

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

OMB APPROVAL

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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 *
Alexander Robert M.

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
 Officer (give title below) _____ Other (specify below)
Chief Information Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2019		M		2,894	A	\$ 0 ⁽¹⁾ 99,146
Common Stock	02/15/2019		M		2,307	A	\$ 0 ⁽¹⁾ 101,453
Common Stock	02/15/2019		M		2,007	A	\$ 0 ⁽¹⁾ 103,460
Common Stock	02/15/2019		D		2,894	D	\$ 79.85 ⁽¹⁾ 100,566
Common Stock	02/15/2019		D		2,307	D	\$ 79.85 98,259

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Common Stock	02/15/2019	D	2,007	D	⁽¹⁾ \$ 79.85	96,252	D	
Common Stock	02/15/2019	F ⁽²⁾	2,415	D	⁽¹⁾ \$ 81.57	93,837	D	
Common Stock	02/15/2019	F ⁽³⁾	1,796	D	\$ 81.57	92,041	D	
Common Stock	02/15/2019	F ⁽⁴⁾	1,555	D	\$ 81.57	90,486	D	
Common Stock						2	I	Robert M. Alexander UGMA
Common Stock						100	I	The Alexander Fund

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)	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 ⁽¹⁾	02/15/2019		M	2,894	⁽⁵⁾	⁽⁵⁾	Common Stock	2,894
2017 Restricted Stock Units	\$ 0 ⁽¹⁾	02/15/2019		M	2,307	⁽⁶⁾	⁽⁶⁾	Common Stock	2,307

