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CAPITAL ONE FINANCIAL CORP Form 4 February 06, 2017 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LaPrade, III Frank G. Issuer Symbol CAPITAL ONE FINANCIAL CORP (Check all applicable) [COF] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) **1680 CAPITAL ONE DRIVE** 02/02/2017 Chief Enterprise Srvcs Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **MCLEAN, VA 22102** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 02/02/2017 Α 15,646 Α \$0 67,298 D Stock (1) Common 709 (2) Ι By 401(k) Stock

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
2017 Restricted Stock Units	\$ 0 <u>(3)</u>	02/02/2017		А	8,151 (4)	<u>(5)</u>	(5)	Common Stock	8,
Restricted Stock Units	\$ 0 <u>(6)</u>	02/02/2017		А	8,803	02/15/2018 <u>(6)</u>	02/15/2018(6)	Common Stock	8,
Stock Options	\$ 86.34	02/02/2017		А	27,955	(7)	02/02/2027	Common Stock	27

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LaPrade,III Frank G. 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102			Chief Enterprise Srvcs Officer			
Signatures						

Cleo Belmonte (POA on file) 02/06/2017

**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) This restricted stock unit award will vest in 1/3 increments beginning on February 15, 2018 and annually thereafter. Each restricted stock unit represents a contingent right to receive one share of Company common stock.
- (2) 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.
- (3) 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.
- (4) This award is reported net of 386 units automatically withheld by the Company to satisfy the reporting person's tax obligation.

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- (5) These restricted stock units will vest in 1/3 increments beginning on February 15, 2018 and annually thereafter.
- (6) Each restricted stock unit will vest on January 1, 2018 and will be settled in cash on February 15, 2018 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.
- (7) This option becomes exercisable in 1/3 increments beginning on February 15, 2018 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. 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.