

Cooper Matthew W
Form 3
February 05, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Cooper Matthew W	(Month/Day/Year)	CAPITAL ONE FINANCIAL CORP [COF]
(Last) (First) (Middle)	02/01/2018	
1680 CAPITAL ONE DRIVE		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) General Counsel
MCLEAN,Â VAÂ 22102		5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)		
		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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	19,945	D	Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	02/15/2018 ⁽¹⁾	02/15/2018 ⁽¹⁾	Common Stock	4,124	\$ 0 ⁽¹⁾	D	Â
2015 Restricted Stock Units	Â ⁽²⁾	Â ⁽²⁾	Common Stock	519	\$ 0 ⁽³⁾	D	Â
2016 Restricted Stock Units	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	3,376	\$ 0 ⁽³⁾	D	Â
2017 Restricted Stock Units	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	4,801	\$ 0 ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper Matthew W 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	Â	Â	Â General Counsel	Â

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 5(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) Each restricted stock unit vested 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.
- (2) These restricted stock units vest in 1/3 increments beginning on February 15, 2016 and annually thereafter.
- (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) These restricted stock units vest in 1/3 increments beginning on February 15, 2017 and annually thereafter.
- (5) These restricted stock units will vest in 1/3 increments beginning on February 15, 2018 and annually thereafter.

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Remarks:

Exhibit 24.1 - Power of Attorney - Cooper

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.