SEC Form 4

 \Box

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287								
Estimated average burden								
hours per response:	0.5							

D

Check this box if no longer subject to	
Section 16. Form 4 or Form 5	
bligations may continue. See	
nstruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol CAPITAL ONE FINANCIAL CORP [COF							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
FAIRBANK RICHARD D							1101		X	Director	10% 0	Owner			
									x	Officer (give title below)	Other below	(specify			
(Last) (First) (Middle)					e of Earliest Transa)/2023	action (N	/onth/	Day/Year)		,		,			
1680 CAPITAL ONE DRIVE					//2023					Chairman and CEO					
(Street)					mendment, Date of	Origina	al Filec	l (Month/Day/	Year)	6. Indi Line)	vidual or Joint/Group	Filing (Check A	Applicable		
MCLEAN VA 22102									X	Form filed by One Reporting Person					
										Form filed by More than One Reporting Person					
(City)	(State)	(Zip)		Rule 10b5-1(c) Transaction Indication											
					Check this box to indic atisfy the affirmative					a contract, instruction or written plan that is intended to struction 10.					
		Table I - No	on-Deriva	tive S	Securities Acq	uired	, Dis	posed of,	or Ber	neficially	Owned				
1. Title of Security (Instr. 3) Date (Month/D					2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	(1)		11/10/2	023		М		3,890	A	\$70.96	3,852,302	D			
Common Stock ⁽¹⁾ 11/10/2			023		S		3,890	D	\$1 <mark>0</mark> 4	3,848,412	D				
Common Stock ⁽¹⁾ 11/13/2			023		М		3,890	A	\$70.96	3,852,302	D				
Common Stock ⁽¹⁾ 11/13/2			023		S		3,890	D	\$104.04	3,848,412	D				
Common Stock	(1)		11/14/2	023		М		3,890	A	\$70.96	3,852,302	D			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		Transaction of Code (Instr. Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
\$70.96	11/10/2023		М			3,890	02/15/2017	01/29/2024	Common Stock	3,890	\$0	7,780	D	
\$70.96	11/13/2023		М			3,890	02/15/2017	01/29/2024	Common Stock	3,890	\$0	3,890	D	
\$70.96	11/14/2023		М			3,890	02/15/2017	01/29/2024	Common Stock	3,890	\$0	0	D	
(e.g., put itle of livative urity Conversion or Exercise Period of the perio						2. Conversion or Exercise Derivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. N of Security 2. Derivative Security 4. Transaction Code (Instr. 8) 5. N of Security 2. Derivative Security 4. Transaction Code (Instr. 8) 5. N of Security 2. Security 2. Derivative Security 5. N Of Security <	2. Conversion or Exercise Perivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. s) 5. Number of Devivative Securities 2. Code (Instr. s) 5. Number of Devivative Securities 5. Number of Devivative Securities 2. Code (Instr. s) 5. Number of Devivative Securities 5. Number of Devivative Securities 2. Devivative Securities 1. Date (Month/Day/Year) 4. Transaction Disposed of (D) (Instr. Securities 5. 2. Signation S	2. Conversion or Exercise Perivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	(e.g., puts, calls, warrars, options, converti2. Conversion or Exercise Perivative Security3. Transaction Date (Month/Day/Year)3. Demed Execution Date, if any (Month/Day/Year) $4.$ Transaction Code (Instr. $8!$ $5.$ Nume of $1000000000000000000000000000000000000$	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. Numer of Derivative Securities 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Derivative Security Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Numer of Derivative Securities 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Verivative Security Verivative Securities 5. Numer of Orivisope Securities 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Verivative Securities Verivative And S 5. Sumer Securities 6. Date Exercisable Expiration Date (Month/Day/Year) 7. Title and Amount of Securities \$70.96 11/10/2023 Common M S 8. 02/15/2017 01/29/2024 Common Stock \$70.96 11/14/2023 M M S 8. 9. 02/15/2017 01/29/2024 Common Stock	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Demed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of of code (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Monut of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) 2. Conversion Price of Derivative Security 3.4. Demed Exercisable (Month/Day/Year) 4. Title Title and Monut of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) 5. Number of Spiration Date (Month/Day/Year) 7. Title and Monut of Securities (Month/Day/Year) 2. Signation Month/Day/Year) 3. V V V V V Signation (V) Signation (V) Signation Spiration (V) 3.7 11/10/2023 Income M V <	(e.g., puts, calls, warrants, options, convertible securities) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 34. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 3. A 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3. 4 and 5) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Security (Instr. 3 and 4) 8. Price of Derivative Securities (Month/Day/Year) 2. Conversion (Month/Day/Year) 4. Transaction (Month/Day/Year) 5. Number (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Security (Instr. 3 and 4) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Security (Instr. 5) 8. Price of Derivative Securities (Instr. 5) 2. Code V	(e.g., puts, calls, variations, convertible securities) 2. Conversion or Exercise Perivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 3, 4) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3) and 4) 8. Price of Derivative Securities Securities (Instr. 4) 8. Number of Derivative Securities (Instr. 4) 5 V V V V V V V Securities (North/Day/Year) 7. Title and Amount of Securities (Instr. 3) 8. Price of Derivative Securities (Instr. 4) 8. Price of Derivative Securities (Instr. 4) 8. Vinther of Derivative Securities (Instr. 4) \$70.96 11/10/2023 Conce M V V V V V V V N Society </td <td>(e.g., puts, curvers, options, convertibe securities) 2. Conversion or Exercise Price of Derivative Securities Securities Securities Securities Securities Securities Securities Securities Securities Acquired (o) 3. A Deemed Execution Date, tany (nonth/Day/Year) 4. Tansaction Code (instr. 3, 4) 5. Number of Securities Acquired (o) 7. Title and Amount of Securities Underlying Derivative Security (instr. 3, 4) 8. Price of Berivative Security (instr. 4) 9. Number of derivative Security (instr. 4) 9. Number</td>	(e.g., puts, curvers, options, convertibe securities) 2. Conversion or Exercise Price of Derivative Securities Securities Securities Securities Securities Securities Securities Securities Securities Acquired (o) 3. A Deemed Execution Date, tany (nonth/Day/Year) 4. Tansaction Code (instr. 3, 4) 5. Number of Securities Acquired (o) 7. Title and Amount of Securities Underlying Derivative Security (instr. 3, 4) 8. Price of Berivative Security (instr. 4) 9. Number of derivative Security (instr. 4) 9. Number

S

Explanation of Responses:

Common Stock⁽¹⁾

1. This transaction was executed pursuant to a trading plan entered into by the reporting person on February 10, 2023, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. **Remarks:**

<u>/s/ Jason S. Frank (POA on</u>

file)

3,890 D \$106.93 3,848,412

<u>11/14/2023</u>

** Signature of Reporting Person

Date

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

* 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).

11/14/2023

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.