SEC Form 4

Instruction 1(b)

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) CAPITAL ONE FINANCIAL CORP Alexander Robert M. Director 10% Owner COF] Officer (give title Other (specify Х below) below) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) **Chief Information Officer** 02/01/2024 **1680 CAPITAL ONE DRIVE** 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person X **MCLEAN** VA 22102 Form filed by More than One Reporting Person (City) (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature of Form: Direct (D) or Indirect Indirect Beneficial Date Execution Date Transaction Disposed Of (D) (Instr. 3, 4 and Securities (Month/Day/Year) Beneficially if any Code (Instr 5) (Month/Dav/Year) 8) Owned Following (I) (Instr. 4) Ownership Reported Transaction(s) (Instr. 4) (A) or (D) Price Code ν Amount (Instr. 3 and 4) Common Stock⁽¹⁾ 02/01/2024 A 10,256 Α \$<mark>0</mark> 77,296 D The Common Stock 100 I Alexander Fund Robert M. Common Stock 2 I Alexander UGMA

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction Date 3A. Deemed Execution Date 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature 10 Conversion Derivative Transaction Expiration Date Amount of Derivative derivative Ownership of Indirect if any (Month/Day/Year) Security or Exercise (Month/Day/Year) Derivative (Month/Day/Year) Securities Security Securities Form: Direct (D) Beneficial Code (Instr. (Instr. 3) 8) Beneficially Price of Securities Underlying (Instr. 5) Ownership Acquired (A) or Disposed Derivative Derivativ Owned Following or Indirect (I) (Instr. 4) (Instr. 4) Security Security (Instr. 3 and 4) Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount Number Date Expiration (A) Code v (D) Exercisable Date Title Shares

Explanation of Responses:

1. This restricted stock unit award will vest in 1/3 increments beginning on February 15, 2025 and annually thereafter. Each restricted stock unit represents a contingent right to receive one share of Company common stock.

Remarks:

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

02/04/2024

** 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).

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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See