SEC Form 4

**FORM 4**

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

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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[*]<br>LaPrade,III Frank G. | 2. Issuer Name **and** Ticker or Trading Symbol<br>CAPITAL ONE FINANCIAL CORP [ COF ] |
| (Last)          (First)          (Middle)<br>1680 CAPITAL ONE DRIVE | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/09/2015 |
| (Street)<br>MCLEAN          VA          22102 | 4. If Amendment, Date of Original Filed (Month/Day/Year) |
| (City)          (State)          (Zip) | |

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

| | |
|---|---|
| Director | 10% Owner |
| X Officer (give title below) | Other (specify below) |

Chief Enterprise Srvcs Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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[1] | 03/09/2015 | | M | | 7,450 | A | $78.71 | 63,668 | D | |
| Common Stock[1] | 03/09/2015 | | S | | 7,450 | D | $78.9 | 56,218 | D | |
| Common Stock | | | | | | | | 685[2] | I | By 401(k) |

**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 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 | | | | |
| Stock Options[1] | $78.71 | 03/09/2015 | | M | | | 7,450 | (3) | 03/14/2015 | Common Stock | 7,450 | $0.0000 | 0.0000 | D | |

**Explanation of Responses:**

1. This transaction was executed pursuant to a trading plan entered into by the reporting person on November 11, 2014, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

2. Represents the reporting person's equivalent share ownership in the Company's 401(k) Plan, a unitilized plan, as of the date of the latest transaction.

3. This option became exercisable in 1/3 increments beginning on March 15, 2006 and annually thereafter.

Gregory W. Seward (POA on file)          03/11/2015

\*\* 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.**