Ally Financial Inc. Form 4 December 21, 2015

#### FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad Brown Jeffre	*	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol Ally Financial Inc. [ALLY]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check air applicable)		
200 RENAISSANCE CENTER			(Month/Day/Year) 12/18/2015	X Director 10% Owner		
DETROIT, M	(Street) II 48265		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned		

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1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)						
(Instr. 3)		any	Code	(Instr. 3,	4 and	3)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	12/18/2015		M	3,252	A	\$ 0	241,902	D	
						\$			
Common Stock	12/18/2015		D	3,252	D	19.69 (2)	238,650	D	

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

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SEC 1474

(9-02)

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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)	Code	5. Number fowf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day	Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pric Deriva Securi (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (DSU)	(3)	12/18/2015	M	3,252	(3)	(3)	Common Stock	3,252	\$ (

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting owner runner runners	Director	10% Owner	Officer	Other				
Brown Jeffrey Jonathan 200 RENAISSANCE CENTER DETROIT, MI 48265	X		Chief Executive Officer					

# **Signatures**

/s/ Cathy L. Quenneville, attorney-in-fact for Mr.
Brown 12/21/2015

\*\*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) The common stock reported includes shares issued upon the settlement of a portion of DSUs awarded in prior periods.
- (2) Represents the per share fair market value of the Company's common stock as of December 9, 2015.
- Each Deferred Stock Unit (DSU) represents a vested right to receive the value of one share of the Company's common stock in cash equal to the fair market value of a share of the Company's common stock. DSUs do not have an expiration or exercise date or carry a conversion price. May reflect rounding of fractional shares.

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.

Reporting Owners 2