Ally Financial Inc. Form 4 February 18, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 Address of Reporting Person * Brown Jeffrey Jonathan			2. Issuer Name and Ticker or Trading Symbol Ally Financial Inc. [ALLY]				ng	5. Relationship of Reporting Person(s) to Issuer			
(Last) 200 RENAI	(First)	(Middle)	·	Earliest Transaction ay/Year)				(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below)			
				4. If Amendment, Date Original Filed(Month/Day/Year)					Chief Executive Officer 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
DETROIT, MI 48265									Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabl	e I - Non-	De	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Ye:	Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned Following Reported	Indirect (I)			
				Code V	V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	02/13/2015			M		3,571	A	\$ 0	4,672	D	
Common Stock	02/13/2015			F		318	D	\$ 19.73 (2)	4,354	D	
Common Stock	02/13/2015			D		3,253	D	\$ 19.73 (2)	1,101	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 3) 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units (DSU)	(3)	02/13/2015		A	7,404		(3)	(3)	Common Stock	7,404
Deferred Stock Units (DSU)	(3)	02/13/2015		M		3,571	(3)	(3)	Common Stock	3,571

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting of more remained remained	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
02/18/2015

**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 (i) shares issued upon the settlement of a portion of DSUs awarded in prior periods, plus (ii) shares issued as a result of the immediate settlement of the portion of DSUs granted, to pay applicable taxes.
- (2) Represents the per share fair market value of the Company's common stock as of February 4, 2015.
- (3) 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. A portion of all DSUs granted are immediately settled to pay

Reporting Owners 2

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applicable taxes. 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.