Brown Jeffrey Jonathan Form 4 February 11, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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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).

Common

Stock (2)

02/07/2019

(Print or Type Responses)

Brown Jeffrey Jonathan Syr			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
	Ally Fi	Ally Financial Inc. [ALLY]				(Check all applicable)				
(Last)	(First) (M		of Earliest Tr Day/Year)	ansaction			Director		Owner	
500 WOOD	_ `	02/07/2019				Officer (give below) Chief I	title Other below) Executive Office	er (specify		
	4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
DETROIT,		(7:)	onth/Day/Year	,	C	:4: .	Person	fore than One Re	porting	
•		- Iai				_	uired, Disposed of			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	Price	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)	
Common Stock (1)	02/07/2019		F	48,646	D	\$ 26.24	788,385	D		

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

F

58,505 D

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729,880

D

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative Conversion		(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative		` ,		Securities	Securities		(Instr. 3 and 4)			(
	Security				Acquired			`]
	J				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
							Date	Title Nu	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brown Jeffrey Jonathan 500 WOODWARD AVENUE DETROIT, MI 48226

Chief Executive Officer

Signatures

/s/ Donna M. DiCicco, attorney-in-fact for Mr. Brown

02/11/2019

**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) These shares were withheld by the Company to satisfy the reporting person's tax obligation associated with the vesting of previously reported awards of restricted stock awards.
- (2) These shares were withheld by the Company to satisfy the reporting person's tax obligation associated with the vesting of a previously reported award of performance share awards.

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.

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