Ally Financial Inc. Form 4 April 28, 2014

FORM 4

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

OMB APPROVAL

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January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Solomon William B Jr			2. Issuer Name and Ticker or Trading Symbol Ally Financial Inc. [ALLY]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)			
200 RENAISSANCE CENTER			(Month/Day/Year) 04/25/2014					Director 10% Owner Other (specify below) Other (specify below) GVP and General Counsel			
				endment, Da nth/Day/Yea	_	1		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-I	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, any (Month/Day/Year)		on Date, if	3. 4. Securities Acquired te, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Year) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock (1)	04/25/2014			M	1,954	A	\$ 0	1,954	D		
Common Stock	04/25/2014			F	98	D	\$ 24.14 (2)	1,856	D		
Common	04/25/2014			D	1,856	D	\$ 24.14	0	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

(2)

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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 stionDerivative Securities b) 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)	04/25/2014		A	2,916		(3)	(3)	Common Stock	2,916
Deferred Stock Units (DSU)	(3)	04/25/2014		M		1,954	(3)	(3)	Common Stock	1,954

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Solomon William B Jr

200 RENAISSANCE CENTER GVP and General Counsel

DETROIT, MI 48265

Signatures

/s/ Cathy L. Quenneville, attorney-in-fact for Mr. O4/28/2014

**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 April 16, 2014.
- (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.