Ally Financial Inc. Form 4 June 09, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

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 Address of Reporting Person * Brown Jeffrey Jonathan			2. Issuer Name a Symbol Ally Financial	nd Ticker or Trading Inc. [ALLY]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest	Transaction	(Che	ck all applicable)	
			(Month/Day/Year)	_X_ Director	10% Owner	
200 RENAI	ISSANCE CE	ENTER	06/05/2015		below)	e titleOther (specify below) Executive Officer	
	(Street)		4. If Amendment,	Date Original	6. Individual or J	oint/Group Filing(Check	
DETROIT,	MI 48265		Filed(Month/Day/Y	ear)		One Reporting Person More than One Reporting	
(City)	(State)	(Zip)	Table I - Noi	n-Derivative Securities Acq	quired, Disposed o	of, or Beneficially Owned	
1.Title of	2. Transaction	Date 2A. Deer	med 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature	

1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (Code (Instr. 3, 4 and 5) (Instr. 8)		d of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
			Code V		(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock (1)	06/05/2015		M	3,252	A	\$ 0	241,902	D	
Common Stock	06/05/2015		D	3,252	D	\$ 22.68 (2)	238,650	D	

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number out 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 Underlying Securities (Instr. 3 and 4)		8. Prio Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (DSU)	(3)	06/05/2015		M	3,252	(3)	(3)	Common Stock	3,252	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 wher 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 06/09/2015

**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 May 27, 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 (3) 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 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.

Reporting Owners 2