### Edgar Filing: Ally Financial Inc. - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed	<b>EMENT OF (</b> pursuant to Sec 17(a) of the Pu	ECURITIES A Washington, CHANGES IN SECUR ction 16(a) of the blic Utility Hold the Investment	D.C. 20 BENEF ITIES e Securit ling Con	549 ICIA ies E npany	L OWN xchange y Act of	NERSHIP OF e Act of 1934, 1935 or Section	OMB Number: Expires: Estimated a burden hour response		
<ol> <li>Name and Address of Report Morais Diane E.</li> <li>(Last) (First)</li> <li>200 RENAISSANCE CE</li> </ol>	ymbol Ally Financial Ind	Financial Inc. [ALLY] of Earliest Transaction /Day/Year)				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title 0ther (specify below) below) CEO & President, Ally Bank			
(Street) DETROIT, MI 48265	Fi	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) 1.Title of 2. Transaction Security (Month/Day/Y (Instr. 3)	any	d 3. Date, if Transactio Code //Year) (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			uired, Disposed of 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	
Common Stock (1)06/05/2015Common Stock06/05/2015		M D	1,799	A D	\$ 0 \$ 22.68 (2)	108,182 106,383	D 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)	4. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (DSU)	<u>(3)</u>	06/05/2015	М	1,799	<u>(3)</u>	<u>(3)</u>	Common Stock	1,799	\$ (

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting of the real of the	Director 10% Owner		Officer	Other			
Morais Diane E. 200 RENAISSANCE CENTER DETROIT, MI 48265			CEO & President, Ally Bank				
Signatures							
/s/ Cathy L. Quenneville, attorne	y-in-fact	for Ms.	06/09/2015				

/s/ Cathy L. Quenneville, attorney-in-fact for Ms. Morais

\*\*Signature of Reporting Person

### **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

Date

(3) 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.