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

Ally Financia	al Inc.									
Form 4 November 09	0 2015									
		OMB APPROVAL								
FORM	UNITEDS	Washington, D.C. 20549								
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pursu inue. Filed pursu	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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 20(b) of the Investment Company Act of 1940							January 31, 2005 average irs per 0.5	
(Print or Type F	Responses)									
1. Name and A Morais Diar	ddress of Reporting Po ne E.	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol Ally Financial Inc. [ALLY]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Mi	t) (Middle) 3. Date of Earliest Transaction				(Chec	eek an applicable)			
200 RENAI		(Month/Day/Year) 11/06/2015				Director 10% Owner X_ Officer (give title Other (specify below) below) CEO & President, Ally Bank				
	Amendment, Date Original d(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
DETROIT,	MI 48265						Person	Aore than One R	eporung	
(City)	(State) (Z	Zip) Tabl	le I - Non-D	erivative	Securi	ities Aco	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if nstr. 3) any			<ul> <li>3. 4. Securities Acquired</li> <li>f Transaction(A) or Disposed of Code (D)</li> <li>(Instr. 8) (Instr. 3, 4 and 5)</li> </ul>				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock (1)	11/06/2015		М	1,799	А	\$0	108,182	D		
Common Stock	11/06/2015		D	1,799	D	\$ 20.7 (2)	106,383	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (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) (3)	(3)	11/06/2015	М	1,799	<u>(3)</u>	(3)	Common Stock	1,799	\$

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	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.	11/00/2015				

Morais <u>\*\*</u>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 October 28, 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. 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.