Ally Financial Inc. Form 4 February 14, 2017

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

Estimated average burden hours per

response...

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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 (1)

Common

Stock

02/10/2017

(Print or Type Responses)

1. Name and A Brown Jeffre	Symbol	2. Issuer Name and Ticker or Trading Symbol Ally Financial Inc. [ALLY]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction (Month/Day/Year)				(Check all applicable) X Director 10% Owner		
500 WOOD	WARD AVENUE	•	•				_X_ Director _X_ Officer (giv below) Chief		er (specify
	(Street)		ndment, Da th/Day/Year)	Č			6. Individual or J Applicable Line) _X_ Form filed by	•	
DETROIT, I	MI 48226							More than One Re	
(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ties Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (D) (Instr. 3,	ispose	d 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 Indirect Beneficial Ownership (Instr. 4)
Stock (1)	02/10/2017		M	497	A	\$0	486,797	D	

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

D

497

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

486,300

\$

(2)

21.6

D

Edgar Filing: Ally Financial Inc. - Form 4

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. Number	6. Date Exer Expiration D		7. Title and A Underlying S		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security	(a.coma, 2.cy, 1.cm)	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day,		(Instr. 3 and		Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (DSU)	(3)	02/10/2017		M	497	(3)	(3)	Common Stock	497	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Brown Jeffrey Jonathan 500 WOODWARD AVENUE DETROIT, MI 48226	X		Chief Executive Officer					

Signatures

/s/ Donna M. DiCicco, attorney-in-fact for Mr.
Brown 02/14/2017

**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 February 1, 2017.
- 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.

Reporting Owners 2