Ally Financial Inc. Form 4 June 09, 2015

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Ington, D.C. 20549

Number:

January 31,

EXECUTE: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations 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)

Common

Stock (1)

Common

Stock

06/05/2015

06/05/2015

Ally Financial Inc. [ALLY] (Check all applicable) (Month/Day/Year) (Month/Day/Year)				
(Month/Day/Year) Director 10% Owner 200 RENAISSANCE CENTER 06/05/2015 Officer (give title Other (specify				
200 RENAISSANCE CENTER 06/05/2015X_ Officer (give title Other (specify				
Chief Risk Officer	r			
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year) Applicable Line)	Applicable Line)			
_X_Form filed by One Reporting Person				
DETROIT, MI 48265 — Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ed			
1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature	ure of			
Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect	ct			
(Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Benefici	icial			
(Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownersh				
Following (Instr. 4) (Instr. 4)	4)			
Reported (A) Transaction(s)				

Code V Amount

1,109

1.109

M

D

(D)

A

D

Price

22.68

\$0

\$

(2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Transaction(s) (Instr. 3 and 4)

D

D

79,256

78,147

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of Derivation Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	ve Expiration (Month/l	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 Exercisa	Expiration ble Date	Title	Amount or Number of Shares	
Deferred Stock Units (DSU)	(3)	06/05/2015	M	1,10	<u>(3)</u>	(3)	Common Stock	1,109	\$ (

Reporting Owners

Director 10% Owner Officer Other

Gunn Brian M

200 RENAISSANCE CENTER Chief Risk Officer

DETROIT, MI 48265

Signatures

/s/ Cathy L. Quenneville, attorney-in-fact for Mr.
Gunn
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