Ally Financial Inc. Form 4 December 23, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Gunn Brian M			2. Issuer Name <b>and</b> Ticker or Trading Symbol Ally Financial Inc. [ALLY]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 200 RENAISSANCE CENTER			3. Date of Earliest Transaction (Month/Day/Year) 12/19/2014					(Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below) Chief Risk Officer			
(Street) DETROIT, MI 48265			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			
		(T' )						Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution I any (Month/Day		n Date, if	Date, if Transaction(A) or Dispo Code (Instr. 3, 4 a ay/Year) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock (1)	12/19/2014			M	592	A	\$ 0	1,592	D		
Common Stock	12/19/2014			F	79	D	\$ 22.84 (2)	1,513	D		
Common Stock	12/19/2014			D	513	D	\$ 22.84 (2)	1,000	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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. Transactio Code (Instr. 8)	5. Number of actionDerivative Securities 8) 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. Pr Deri Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (DSU)	(3)	12/19/2014		A	2,189		<u>(3)</u>	(3)	Common Stock	2,189	g
Deferred Stock Units (DSU)	(3)	12/19/2014		M		592	(3)	(3)	Common Stock	592	g

# **Reporting Owners**

Reporting Owner Name / Address Relationships

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

12/23/2014

\*\*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 (i) shares issued upon the settlement of a portion of DSUs awarded in prior periods, plus (ii) shares issued as a result of the immediate settlement of the portion of DSUs granted, to pay applicable taxes.
- (2) Represents the per share fair market value of the Company's common stock as of December 10, 2014.

**(3)** 

Reporting Owners 2

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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 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.