Ally Financial Inc. Form 4 November 24, 2015

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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

Section 16.

Form 4 or
Form 5
Filed pursuant to Section 16(a) of the Securities Exchanges

Form 5 obligations may continue. See Instruction 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).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * Brown Jeffrey Jonathan			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)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
200 RENAISSA	ANCE CEN	TER	(Month/Day/Year) 11/20/2015	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  Chief Executive Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DETROIT, MI	48265		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(,)	()	Table	e I - Non-Do	erivative Secui	rities Acc	quirea, Disposea o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dispos	ed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and	15)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
				(A)		Transaction(s)		
			Code V	or Amount (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	11/20/2015		M	3,252 A	\$ 0	241,902	D	
C					\$			
Common Stock	11/20/2015		D	3,252 D	19.8	238,650	D	

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

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SEC 1474

(9-02)

Table I. Non Desirative Committee Assumed Disposed of an Deneficially Or

#### 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities		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>	11/20/2015		M	3,252	(3)	(3)	Common Stock	3,252	\$ (

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
Brown Jeffrey Jonathan 200 RENAISSANCE CENTER DETROIT, MI 48265	X		Chief Executive Officer				

# **Signatures**

/s/ Cathy L. Quenneville, attorney-in-fact for Mr.
Brown 11/23/2015

\*\*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 November 11, 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.

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