Ally Financial Inc. Form 4 February 17, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 3235-0287

Number:

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Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Morais Diane E.			Issuer Name and 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 all applicable)			
200 RENAISSANCE CENTER			(Month/Day/Year) 02/12/2016	Director 10% OwnerX Officer (give title Other (specify below)  CEO & President, Ally Bank			
	(Street)		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			
DETROIT, MI 48265				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned			

		Tubic 1 11011 Berli utive Securities 120quirou, Bisposeu 01, 01 Berleiming 6 micu								
1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of Securities	6. Ownership		
Security	(Month/Day/Year)	Month/Day/Year) Execution Date, if		Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Form: Direct	Indirect	
(Instr. 3)		any		(Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported			
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock (1)	02/12/2016		M	1,310	A	\$0	153,631	D		
						\$				
Common Stock	02/12/2016		D	1,310	D	17.08 (2)	152,321	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)required to respond unless the form displays a currently valid OMB control number.

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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. Transactic 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)	02/12/2016	M	1,310	(3)	(3)	Common Stock	1,310	\$ (

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Morais Diane E.

200 RENAISSANCE CENTER

CEO & President, Ally Bank DETROIT, MI 48265

# **Signatures**

/s/ Cathy L. Quenneville, attorney-in-fact for Ms. 02/17/2016 Morais

> \*\*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 3, 2016.
- 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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