Ally Financial Inc. Form 4 August 31, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005
Estimated average

0.5

Estimated average burden hours per response...

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

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

SECURITIES

SECURITIES

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Morais Diane E.			2. Issuer Name an Symbol Ally Financial l	nd Ticker or Trading [nc. [ALLY]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction		(Check all applicable)		
200 RENAISSANCE CENTER			(Month/Day/Year) 08/28/2015		X_ Officer (give t below)	itle 10% below) esident, Ally I	er (specify
(Street)			4. If Amendment, I	Date Original	6. Individual or Joint/Group Filing(Check		
DETROIT,	MI 48265		Filed(Month/Day/Ye	ear)	Applicable Line) _X_ Form filed by Or Form filed by Mo Person	1 0	
(City)	(State)	(Zip)	Table I - Non	-Derivative Securities Acq	uired, Disposed of,	or Beneficial	ly Owned
1.Title of	2. Transaction	Date 2A. Deem	ned 3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature

		Tubic 1 Tion Delivere Securities required, 2 10 posses 02, 01 Delivere mily 0 miles							
1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of	6. Ownership	
Security	(Month/Day/Year) Execution Date, if		Transaction(A) or Disposed of (D)			` ′	Securities	Form: Direct	Indirect
(Instr. 3)	any		,		, 4 and 5)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock (1)	08/28/2015		M	1,799	A	\$ 0	108,182	D	
						\$			
Common Stock	08/28/2015		D	1,799	D	21.81 (2)	106,383	D	

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)

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number tom f Derivati Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve Expiration (Month/Da	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 Exercisable	Expiration e Date	¹ Title	Amount or Number of Shares	
Deferred Stock Units (DSU)	(3)	08/28/2015		M	1,79	99 (3)	(3)	Common Stock	1,799	\$ (

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Morais Diane E.

200 RENAISSANCE CENTER

DETROIT, MI 48265

CEO & President, Ally Bank

Signatures

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

08/31/2015

**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 August 19, 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 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