Ally Financial Inc. Form 4 July 18, 2016

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

Number: 3235-0287 Expires: January 31,

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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 * Brown Jeffrey Jonathan			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 an approact)
200 RENAIS	SSANCE CI	ENTER	(Month/Day/Year) 07/15/2016	X Director 10% OwnerX Officer (give title Other (specify below) Chief Executive Officer
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
DETROIT, I	MI 48265		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned

	1401	ble 1 - Non-Derivative Securities Acquired, Disposed of, of Deficitionary Owned						
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio			•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
	any	Code	(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		
						Transaction(s)		
		Code V	Amount		Price	(Instr. 3 and 4)		
07/15/2016		M	2,362	A	\$ 0	370,606	D	
07/15/2016		D	2,362	D	\$ 15.73	368,244	D	
	(Month/Day/Year) 07/15/2016	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 07/15/2016	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Code V 07/15/2016 M	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 3, (Instr. 8)) Code V Amount M 2,362	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction(A) or Dispose Code (Instr. 3, 4 and (Instr. 8) (A) or Code V Amount (D) 07/15/2016 M 2,362 A	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) 2. Transaction Date (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) Code V Amount (D) Price 07/15/2016 M 2,362 A \$ 0	2. Transaction Date (Month/Day/Year) 2A. Deemed (Execution Date, if any (Month/Day/Year) (Month/Day/Year) 2A. Deemed (Instr. 3, 4 and 5) 2A. Deemed (Instr. 3	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 8) (Instr. 4) (Instr. 4) (Instr. 3 and 4) (Instr. 3 a

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

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SEC 1474

(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)	4. Transactio Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Under Gecurities (Month/Day/Year) (Instr. Acquired A) or Disposed of D) Instr. 3, 4,			le and Amount of rlying Securities : 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (DSU)	(3)	07/15/2016	M	2,362	(3)	(3)	Common Stock	2,362	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 wher runner runners	Director	10% Owner	Officer	Other			
Brown Jeffrey Jonathan 200 RENAISSANCE CENTER DETROIT, MI 48265	X		Chief Executive Officer				

Signatures

/s/ Donna M. DiCicco, attorney-in-fact for Mr.
Brown 07/18/2016

**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 July 6, 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 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