## Edgar Filing: Ally Financial Inc. - Form 4

Ally Financia	al Inc.									
Form 4 September 2	7 2016									
September 27, 2016								OMB A	OMB APPROVAL	
FORM	UNITEDST	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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							3235-0287	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pursuan Section 17(a) o								January 31, 2005Estimated average burden hours per response0.5	
(Print or Type F	Responses)									
1. Name and A Brown Jeffre	Symbol	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) (Middl	e) 3. Date of	3. Date of Earliest Transaction				(Chee			
200 RENAI		(Month/Day/Year) 09/23/2016				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chief Executive Officer				
Filed(M			Amendment, Date Original (Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
DETROIT, I	MI 48265						Person		eporting	
(City)	(State) (Zip)	Tabl	e I - Non-D	erivative	Securi	ities Aco	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	an	accution Date, if	Code	4. Securities Acquired insaction(A) or Disposed of de (D) str. 8) (Instr. 3, 4 and 5) (A)		Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock (1)	09/23/2016		М	2,362	A	\$ O	370,606	D		
Common Stock	09/23/2016		D	2,362	D	\$ 19.4 (2)	368,244	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.

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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 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)	09/23/2016		М	2,362	(3)	<u>(3)</u>	Common Stock	2,362	\$

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Brown Jeffrey Jonathan 200 RENAISSANCE CENTER DETROIT, MI 48265	Х		Chief Executive Officer				
Signatures							

/s/ Donna M. DiCicco, attorney-in-fact for Mr. Brown	09/26/2016	
<u>**</u> 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 September 14, 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.