

Ally Financial Inc.
Form 3
March 31, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Morais Diane E. | | (Month/Day/Year) | Ally Financial Inc. [ALLY] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 03/23/2015 | | |
| 200 RENAISSANCE CENTER | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) (specify below) | |
| | | | CEO & President, Ally Bank | |
| DETROIT,Â MI | Â | 48265 | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock ⁽¹⁾ | 104,584 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|-------|--------------|--------|--------|-------------------|---|
| Deferred Stock Units (DSU) | Â (2) | Â (2) | Common Stock | 86,246 | \$ (2) | D | Â |
| Incentive Restricted Stock Units (IRSU) | Â (3) | Â (3) | Common Stock | 4,478 | \$ (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| Morais Diane E. 200 RENAISSANCE CENTER DETROIT, MI 48265 | Â | Â | Â | CEO & President, Ally Bank |

Signatures

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

03/31/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents a grant of Restricted Stock Units (RSUs) that are a contingent right to receive one share of the Company's common stock on the applicable settlement dates. The RSUs will vest in 25% increments on March 18 of each of 2016, 2017, 2018 and 2019. May reflect rounding of fractional shares.

(2) Each Deferred Stock Unit (DSU) represents a vested right to receive the value of one share of the Company's common stock in cash on the applicable settlement dates. DSUs do not have an expiration or exercise date or carry a conversion price. Reflects a fractional share rounded up to the nearest full share.

(3) Each Incentive Restricted Stock Unit (IRSU) represents a contingent right to receive the value of one share of the Company's common stock in cash on the applicable settlement dates. IRSUs do not have an expiration or exercise date or carry a conversion price. 4,478 IRSUs are unvested and will vest two-thirds on the second anniversary of the award date and one-third on the third anniversary of the award date. Reflects a fractional share rounded up to the nearest full share.

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.