

Ally Financial Inc.  
Form 4  
January 05, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Brown Jeffrey Jonathan

(Last) (First) (Middle)  
200 RENAISSANCE CENTER  
(Street)

DETROIT, MI 48265

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Ally Financial Inc. [ALLY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock <sup>(1)</sup>     | 12/31/2015                           |  | M                              | 16,191  | A \$ 0  | 254,841  | D                                 |
| Common Stock                    | 12/31/2015                           |  | D                              | 16,191  | D \$ 19.23  | 238,650  | D                                 |
| Common Stock <sup>(3)</sup>     | 12/31/2015                           |  | M                              | 5,049   | A \$ 0  | 243,699  | D                                 |
| Common Stock                    | 12/31/2015                           |  | D                              | 5,049   | D \$ 18.4   | 238,650  | 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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(9-02)

**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. Transaction 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Deferred Stock Units (DSU)                 | (5)  | 12/31/2015                           |  | M                              | 16,191  | (5) (5)  | Common Stock  | 16,191                        |
| Incentive Restricted Stock Units (IRSU)    | (6)  | 12/31/2015                           |  | M                              | 5,049   | (6) (6)  | Common Stock  | 5,049                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Brown Jeffrey Jonathan<br>200 RENAISSANCE CENTER<br>DETROIT, MI 48265 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Cathy L. Quenneville, attorney-in-fact for Mr. Brown

01/05/2016

\*\*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 deemed 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 December 23 2015.

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- (3) The common stock reported includes shares deemed issued upon the settlement of a portion of IRSUs awarded in prior periods.
- (4) Represents the per share fair market value of the Company's common stock as of December 18 2015.

Each 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

- (5) 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.

Each IRSU represents a contingent right to receive the value of one share of the Company's common stock in cash on the applicable

- (6) settlement dates. IRSUs do not have an expiration or exercise date or carry a conversion price. 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.

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