Ally Financial Inc. Form 4 July 06, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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

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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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Halmy Christopher A			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest T	ransaction		(Check an	аррпсаотс	,
200 RENAI	SSANCE CEN	ITER	(Month/D 07/02/20	•		DirectionX_ Office below)	cer (give title	10% Othe below) ncial Office	er (specify
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mor	nth/Day/Year	r)	Applicable I _X_ Form fi	· · · · · · · · · · · · · · · · · · ·	Reporting Per	rson
DETROIT,	MI 48265					Form fill Person	led by More	than One Rep	porting
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities Acq	uired, Disp	osed of, or	Beneficiall	y Owned
1.Title of Security	2. Transaction D (Month/Day/Yea			3. Transaction	4. Securities Acquired or(A) or Disposed of (D)	5. Amount Securities		Ownership rm: Direct	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities on (A) or Disposition (Instr. 3, 4 and (A) or	sed of (D) d 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 Indirect Beneficial Ownership (Instr. 4)
_			Code V	Amount (D) Price	(Ilisti. 3 alid 4)		
Common Stock (1)	07/02/2015		M	1,414 A	\$ 0	116,782	D	
Common Stock	07/02/2015		D	1,414 D	\$ 23.45 (2)	115,368	D	

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

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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)	Code	5. Number on the first securities of the securit	rative es d d of	6. Date Exerc Expiration Day/ (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pric Deriva Securi (Instr.
			Code V	(A) (Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (DSU)	(3)	07/02/2015	M	1,4	414	(3)	<u>(3)</u>	Common Stock	1,414	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships
Renorting Owner Name / Address	

Director 10% Owner Officer Other

Halmy Christopher A 200 RENAISSANCE CENTER DETROIT, MI 48265

Chief Financial Officer

Signatures

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

07/06/2015

**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 June 24, 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 (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.

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