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Ally Financial Inc.
Form 13F-HR
November 14, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2012

Check here if Amendment ; Amendment Number: _____

This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Ally Financial Inc.

Address: 200 Renaissance Center
P.O. Box 200
Detroit, MI 48265-2000

Form 13F File Number: 28-14534

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Cathy L. Quenneville

Title: Secretary

Phone: 313-656-6301

Signature, Place, and Date of Signing:

/s/ Cathy L. Quenneville Detroit, Michigan November 14, 2012

[Signature] [City, State] [Date]

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all

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holdings are reported by other reporting manager(s).)

[] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2
 Form 13F Information Table Entry Total: 103
 Form 13F Information Table Value Total: 1,065,929 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	28-14536	Ally Insurance Holdings Inc.
02	28-14535	Motors Insurance Corporation

2

FORM 13F INFORMATION TABLE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP NUMBER	COLUMN 4 MARKET VALUE (X\$1,000)	COLUMN 5 AMOUNT & TYPE OF SECURITY			COLUMN 6 INVESTMENT DISCRETION
				SHRS OR PRN AMNT	SH/PRN	PUT/CALL	
Abercrombie & Fitch Co.....	COM	002896207	2,201	64,900	SH		DEFINED
Adobe Systems Inc.....	COM	00724F101	9,576	295,000	SH		DEFINED
Aetna Inc.....	COM	00817Y108	4,950	125,000	SH		DEFINED
Aflac Inc.....	COM	001055102	19,439	406,000	SH		DEFINED
Air Products & Chemicals Inc.....	COM	009158106	4,962	60,000	SH		DEFINED
Allergan Inc/united States...	COM	018490102	5,037	55,000	SH		DEFINED
Altria Group Inc.....	COM	02209S103	5,009	150,000	SH		DEFINED
American Express Co.....	COM	025816109	5,117	90,000	SH		DEFINED
Analog Devices Inc.....	COM	032654105	5,016	128,000	SH		DEFINED
Apache Corp.....	COM	037411105	19,888	230,000	SH		DEFINED
Apple Inc.....	COM	037833100	29,359	44,000	SH		DEFINED
Autodesk Inc.....	COM	052769106	7,175	215,000	SH		DEFINED

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Baidu Inc.....	COM	056752108	2,103	18,000	SH		DEFINED	
Baker Hughes Inc.....	COM	057224107	13,569	300,000	SH		DEFINED	
Baxter International Inc.....	COM	071813109	8,436	140,000	SH		DEFINED	
Becton Dickinson And Co.....	COM	075887109	15,084	192,000	SH		DEFINED	
Bed Bath & Beyond Inc.....	COM	075896100	5,985	95,000	SH		DEFINED	
Blackrock Inc.....	COM	09247X101	20,505	115,000	SH		DEFINED	
Boeing Co/the.....	COM	097023105	13,576	195,000	SH		DEFINED	
Broadcom Corp.....	COM	111320107	10,893	315,000	SH		DEFINED	
Carnival Corp.....	COM	143658300	23,504	645,000	SH		DEFINED	
Ch Robinson Worldwide Inc....	COM	12541W209	9,192	157,000	SH		DEFINED	
Cisco Systems Inc.....	COM	17275R102	19,281	1,010,000	SH		DEFINED	
Cliffs Natural Resources Inc.	COM	18683K101	4,891	125,000	SH		DEFINED	
Coach Inc.....	COM	189754104	5,602	100,000	SH		DEFINED	
Coca-cola Co/the.....	COM	191216100	10,051	265,000	SH		DEFINED	
Conocophillips.....	COM	20825C104	10,578	185,000	SH		DEFINED	
Cvs Caremark Corp.....	COM	126650100	5,084	105,000	SH		DEFINED	
Electronic Arts Inc.....	COM	285512109	1,904	150,000	SH		DEFINED	
Eli Lilly & Co.....	COM	532457108	6,163	130,000	SH		DEFINED	
Emc Corp/ma.....	COM	268648102	14,180	520,000	SH		DEFINED	
Emerson Electric Co.....	COM	291011104	14,240	295,000	SH		DEFINED	
Entergy Corp.....	COM	29364G103	4,830	69,700	SH		DEFINED	
Exelon Corp.....	COM	30161N101	6,227	175,000	SH		DEFINED	
Expeditors International Of Washington Inc.....	COM	302130109	7,454	205,000	SH		DEFINED	
Facebook Inc.....	COM	30303M102	5,196	240,000	SH		DEFINED	
Fastenal Co.....	COM	311900104	2,794	65,000	SH		DEFINED	
Fedex Corp.....	COM	31428X106	9,139	108,000	SH		DEFINED	
Franklin Resources Inc.....	COM	354613101	5,003	40,000	SH		DEFINED	
Freeport-mcmoran Copper & Gold Inc.....	COM	35671D857	22,956	580,000	SH		DEFINED	
General Dynamics Corp.....	COM	369550108	14,546	220,000	SH		DEFINED	
General Electric Co.....	COM	369604103	5,355	235,800	SH		DEFINED	
General Mills Inc.....	COM	370334104	10,361	260,000	SH		DEFINED	
Glaxosmithkline Plc.....	COM	37733W105	5,179	112,000	SH		DEFINED	
Goldman Sachs Group Inc/the.....	ETF	38141G104	11,936	105,000	SH		DEFINED	
Hess Corp.....	ETF	42809H107	19,608	365,000	SH		DEFINED	
Hewlett-packard Co.....	ETF	428236103	9,383	550,000	SH		DEFINED	
Intel Corp.....	ETF	458140100	18,031	795,000	SH		DEFINED	
Ishares Ftse China 25 Index Fund.....	ETF	464287184	8,999	260,000	SH		DEFINED	
Ishares Msci Brazil Index Fund.....	ETF	464286400	2,432	45,000	SH		DEFINED	
Ishares Msci Chile Investable Market Index Fund.....	COM	464286640	1,429	23,000	SH	DEFINED	1	23,000
Ishares Msci Emerging Markets Index Fund.....	COM	464287234	57,228	1,385,000	SH	DEFINED	1	1,385,000
Ishares Msci Taiwan Index Fund.....	COM	464286731	4,476	335,000	SH	DEFINED	1	335,000
IVANS INC.....	COM	465991933	322	18,980	SH	DEFINED	2	18,980
Johnson & Johnson.....	COM	478160104	15,849	230,000	SH	DEFINED	2	230,000
Jpmorgan Chase & Co.....	COM	46625H100	25,502	630,000	SH	DEFINED	1,2	630,000
Kellogg Co.....	COM	487836108	5,166	100,000	SH	DEFINED	2	100,000
Kimberly-clark Corp.....	COM	494368103	2,573	30,000	SH	DEFINED	2	30,000
Kinder Morgan Inc/delaware.....	COM	49456B101	10,656	300,000	SH	DEFINED	1	300,000
Kraft Foods Inc.....	COM	50075N104	5,376	130,000	SH	DEFINED	2	130,000
Lockheed Martin Corp.....	COM	539830109	5,603	60,000	SH	DEFINED	1	60,000

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Lowe's Cos Inc.....	COM	548661107	10,130	335,000	SH	DEFINED	1,2	335,000
Mcdonald's Corp.....	COM	580135101	11,010	120,000	SH	DEFINED	2	120,000
Medtronic Inc.....	COM	585055106	5,606	130,000	SH	DEFINED	1	130,000
Merck & Co Inc.....	COM	58933Y105	6,089	135,000	SH	DEFINED	1	135,000
Metlife Inc.....	COM	59156R108	14,301	415,000	SH	DEFINED	1	415,000
Microsoft Corp.....	COM	594918104	21,442	720,000	SH	DEFINED	1,2	720,000
Molson Coors Brewing Co.....	COM	60871R209	11,488	255,000	SH	DEFINED	1	255,000
Morgan Stanley.....	COM	617446448	14,648	875,000	SH	DEFINED	1,2	875,000
Murphy Oil Corp.....	COM	626717102	16,375	305,000	SH	DEFINED	1	305,000
Newmont Mining Corp.....	COM	651639106	22,124	395,000	SH	DEFINED	1	395,000
Northern Trust Corp.....	COM	665859104	15,085	325,000	SH	DEFINED	1	325,000
Nyse Euronext.....	COM	629491101	4,536	184,000	SH	DEFINED	1	184,000
Oracle Corp.....	COM	68389X105	9,919	315,000	SH	DEFINED	1	315,000
Paychex Inc.....	COM	704326107	15,813	475,000	SH	DEFINED	1,2	475,000
Peabody Energy Corp.....	COM	704549104	5,015	225,000	SH	DEFINED	1	225,000
Pepsico Inc.....	COM	713448108	15,216	215,000	SH	DEFINED	2	215,000
Petroleo Brasileiro Sa.....	COM	71654V408	6,309	275,000	SH	DEFINED	1	275,000
PFIZER.....	COM	717081103	5,219	210,000	SH	DEFINED	2	210,000
Philip Morris International Inc.....	COM	718172109	2,698	30,000	SH	DEFINED	2	30,000
Procter & Gamble Co/the.....	COM	742718109	10,404	150,000	SH	DEFINED	2	150,000
Prudential Financial Inc.....	COM	744320102	2,726	50,000	SH	DEFINED	1	50,000
Qualcomm Inc.....	COM	747525103	16,872	270,000	SH	DEFINED	1	270,000
Rockwell Collins Inc.....	COM	774341101	13,410	250,000	SH	DEFINED	1	250,000
Royal Dutch Shell Plc.....	COM	780259206	4,777	68,825	SH	DEFINED	1	68,825
Schlumberger Ltd.....	COM	806857108	13,019	180,000	SH	DEFINED	1	180,000
Staples Inc.....	COM	855030102	5,126	445,000	SH	DEFINED	1	445,000
Starbucks Corp.....	COM	855244109	8,222	162,000	SH	DEFINED	1	162,000
State Street Corp.....	COM	857477103	13,008	310,000	SH	DEFINED	1,2	310,000
Stryker Corp.....	COM	863667101	14,750	265,000	SH	DEFINED	1	265,000
Teva Pharmaceutical Industries Ltd...	ADR	881624209	12,837	310,000	SH	DEFINED	1	310,000
Texas Instruments Inc.....	COM	882508104	4,546	165,000	SH	DEFINED	1	165,000
Tiffany & Co.....	COM	886547108	12,376	200,000	SH	DEFINED	2	200,000
Total Sa.....	ADR	89151E109	18,537	370,000	SH	DEFINED	1	370,000
Transocean Ltd.....	COM	B3KFWW1	5,162	115,000	SH	DEFINED	1	115,000
United Parcel Service Inc.....	COM	911312106	5,010	70,000	SH	DEFINED	1	70,000
United Technologies Corp.....	COM	913017109	10,099	129,000	SH	DEFINED	1	129,000
Vale Sa.....	COM	91912E105	1,343	75,000	SH	DEFINED	1	75,000
Verizon Communications Inc.....	COM	92343V104	10,937	240,000	SH	DEFINED	1	240,000
Walgreen Co.....	ADR	931422109	5,102	140,000	SH	DEFINED	1	140,000
Wells Fargo & Co.....	COM	949746101	5,007	145,000	SH	DEFINED	1	145,000
Western Union Co/the.....	COM	959802109	13,665	750,000	SH	DEFINED	1	750,000
Wynn Resorts Ltd.....	COM	983134107	9,812	85,000	SH	DEFINED	1	85,000