

Ally Financial Inc.  
Form 4  
April 28, 2014

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Gunn Brian M**

(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)  
**04/25/2014**

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) below)

Chief Risk 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)
Common Stock <sup>(1)</sup>	04/25/2014		M	587	A \$ 0	1,587	D
Common Stock	04/25/2014		F	74	D \$ <sup>(2)</sup> 24.14	1,513	D
Common Stock	04/25/2014		D	513	D \$ <sup>(2)</sup> 24.14	1,000	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**

SEC 1474  
(9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**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. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (DSU)	(3)	04/25/2014		A		2,071		(3)	(3)	Common Stock	2,071	\$
Deferred Stock Units (DSU)	(3)	04/25/2014		M		587		(3)	(3)	Common Stock	587	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gunn Brian M 200 RENAISSANCE CENTER DETROIT, MI 48265	Chief Risk Officer

## Signatures

/s/ Cathy L. Quenneville, attorney-in-fact for Mr. Gunn 04/28/2014

\_\_\_\_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 (i) shares issued upon the settlement of a portion of DSUs awarded in prior periods, plus (ii) shares issued as a result of the immediate settlement of the portion of DSUs granted, to pay applicable taxes.
- (2) Represents the per share fair market value of the Company's common stock as of April 16, 2014.
- (3)

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

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 to the fair market value of a share of the Company's common stock. A portion of all DSUs granted are immediately settled to pay applicable taxes. 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.

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