Ally Financial Inc. Form 4 January 05, 2016

# 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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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 * Morais Diane E.		Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol Ally Financial Inc. [ALLY]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First) (N	Middle) 3. Date of	f Earliest T	ransaction	(5.1.5)	on an approact	• •	
200 RENA	ISSANCE CENT	(Month/E ER 12/31/2	•		Director _X_ Officer (give below) CEO & 1	e title Other below)  President, Ally I	er (specify	
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
DETROIT,	MI 48265	Filed(Mo	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by Form filed by 1 Person	1 0		
(City)	(State)	(Zip) Tabl	e I - Non-l	Derivative Securities Acq	quired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transacti Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)		

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)	, , ,		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	12/31/2015		M	8,992	A	\$ 0	115,375	D	
Common Stock	12/31/2015		D	8,992	D	\$ 19.23 (2)	106,383	D	
Common Stock (3)	12/31/2015		M	2,985	A	\$ 0	109,368	D	
Common Stock	12/31/2015		D	2,985	D	\$ 18.4 (4)	106,383	D	

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

**OMB APPROVAL** 

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January 31,

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SEC 1474 (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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (DSU) (5)	<u>(5)</u>	12/31/2015		M	8,992	<u>(5)</u>	<u>(5)</u>	Common Stock	8,992	\$
Incentive Restricted Stock Units (IRSU)	<u>(6)</u>	12/31/2015		M	2,985	<u>(6)</u>	<u>(6)</u>	Common Stock	2,985	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Morais Diane E.

200 RENAISSANCE CENTER DETROIT, MI 48265 CEO & President, Ally Bank

## **Signatures**

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

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.

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- (2) Represents the per share fair market value of the Company's common stock as of December 23 2015.
- (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. 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.