

Ally Financial Inc.  
Form 4  
December 23, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
DEBRUNNER DAVID J

(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)  
12/19/2014

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)  
VP, CAO, Controller

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	12/19/2014		M		707	A	\$ 0
Common Stock	12/19/2014		F		707	D	22.7
							<u>(2)</u>

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

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SEC 1474  
(9-02)

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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)	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Share
Deferred Stock Units (DSU)	(3)	12/19/2014		A	22,013	(3) (3)	Common Stock 22,013
Deferred Stock Units (DSU)	(3)	12/19/2014		M	707	(3) (3)	Common Stock 707
Incentive Restricted Stock Units (IRSU)	(4)	12/19/2014		A	10,876	(4) (4)	Common Stock 10,876
Restricted Stock Units (RSU)	(4)	12/19/2014		C	10,876	(4) (4)	Common Stock 10,876
Restricted Stock Units (RSU)	(5)	12/19/2014		M	651	(5) (5)	Common Stock 651

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBRUNNER DAVID J 200 RENAISSANCE CENTER DETROIT, MI 48265			VP, CAO, Controller	

## Signatures

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

12/23/2014

\_\_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 estimated shares related to 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 December 3, 2014.

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.

- (3) With respect to the 39,808 Restricted Stock Units (RSUs) that were reported on the Reporting Person's Form 3 filed on April 9, 2014, 10,876 units have been converted to Incentive Restricted Stock Units (IRSUs). Each IRSU represents a contingent right to receive the value of one share of the Company's common stock in cash on the applicable settlement dates.
- (4) Represents Restricted Stock Units (RSUs) settled to pay applicable taxes related to the vesting of previously granted RSUs.

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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