Ally Financial Inc. Form 4 March 28, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

See Instruction

See Instruction

Obligations and continue of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

	Address of Repor rey Jonathan	ting Person *	Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer		
			Ally Financia	al Inc. [ALLY]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earlie	est Transaction			
			(Month/Day/Ye	ar)		10% Owner	
500 WOODWARD AVENUE			03/24/2017		below)	give titleOther (specify below) ef Executive Officer	
	(Street)		4. If Amendmen	t, Date Original	6. Individual o	r Joint/Group Filing(Check	
			Filed(Month/Day	/Year)		by One Reporting Person	
DETROIT,	MI 48226				Form filed been person	by More than One Reporting	
(City)	(State)	(Zip)	Table I - N	on-Derivative Securities Acq	quired, Dispose	d of, or Beneficially Owned	
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature	

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	tion Date 2A. Deemed ny/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (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)	03/24/2017		M	497	A	\$0	486,797	D	
Common Stock	03/24/2017		D	497	D	\$ 21.68 (2)	486,300	D	

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)	4. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration I (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (DSU)	(3)	03/24/2017	M	497	(3)	(3)	Common Stock	497	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
Brown Jeffrey Jonathan 500 WOODWARD AVENUE DETROIT, MI 48226	X		Chief Executive Officer				

Signatures

/s/ Donna M. DiCicco, attorney-in-fact for Mr.
Brown 03/28/2017

**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 March 15, 2017.
- 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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