Ally Financial Inc. Form 4 September 03, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

3235-0287 Number: January 31,

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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 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Gunn Brian M				Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
			Ť		c. [ALLY]						
	(Last) (First) (Middle)			3. Date of	Earliest Tr	ansaction					
				(Month/D	ay/Year)		Director	109	6 Owner		
200 RENAISSANCE CENTER			08/29/20	)14		_X_ Officer (giv below)	ve title Other (specify below)				
							Chief Risk Officer				
(Street)				4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
				Filed(Mon	th/Day/Year	)	Applicable Line)				
							_X_ Form filed by				
DETROIT, MI 48265						Form filed by More than One Reporting Person					
	(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities Acq	uired, Disposed o	f, or Beneficia	lly Owned		
1.Titl	le of	2. Transaction Dat	e 2A. Dee	emed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o		
Secu	rity	(Month/Day/Year)	Execution	on Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect		
(Instr	r. 3)	,	anv		Code	(D)	Beneficially	(D) or	Beneficial		

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed nth/Day/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)	08/29/2014		M	586	A	\$0	1,586	D				
Common Stock	08/29/2014		F	73	D	\$ 24.6 (2)	1,513	D				
Common Stock	08/29/2014		D	513	D	\$ 24.6	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 SEC 1474 information contained in this form are not (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. Numb or Derivativ Securitie Acquired or Dispos (D) (Instr. 3, and 5)	ve Expiration Date es (Month/Day/Year) d (A) sed of		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (DSU)	(3)	08/29/2014		A	2,033		(3)	(3)	Common Stock	2,033	g
Deferred Stock Units (DSU)	(3)	08/29/2014		M		586	(3)	<u>(3)</u>	Common Stock	586	9

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gunn Brian M

200 RENAISSANCE CENTER Chief Risk Officer

DETROIT, MI 48265

### **Signatures**

/s/ Cathy L. Quenneville, attorney-in-fact for Mr. 09/03/2014

\*\*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 August 20, 2014.

**(3)** 

Reporting Owners 2

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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. 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.