

Ally Financial Inc.  
Form 4  
February 17, 2016

**FORM 4**

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

OMB APPROVAL

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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)  
**02/12/2016**  
  
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock <sup>(1)</sup>	02/12/2016		M		124 A \$ 0	99,016	D
Common Stock	02/12/2016		D		124 D \$ 17.08 <sup>(2)</sup>	98,892	D
Common Stock <sup>(3)</sup>	02/12/2016		M		10,876 A \$ 0	109,768	D
Common Stock	02/12/2016		D		10,876 D \$ 15.85 <sup>(4)</sup>	98,892	D

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

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(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. 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. Amount or Number of Shares
Deferred Stock Units (DSU)	(5)	02/12/2016		M	124	(5) (5)	Common Stock	124
Incentive Restricted Stock Units (IRSU)	(6)	02/12/2016		M	10,876	(6) (6)	Common Stock	10,876

## 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

02/17/2016

\_\_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 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 February 3, 2016.
- (3) The common stock reported includes shares 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 January 29, 2016.

(5) 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. DSUs do not have an expiration or exercise date or carry a conversion price. May reflect rounding of fractional shares.

(6) Each Incentive Restricted Stock Unit (IRSU) represents a contingent right to receive the value of one share of the Company's common stock in stock on the applicable 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.