

Ally Financial Inc.
Form 4
May 28, 2014

FORM 4

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

OMB APPROVAL

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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 *
Brown Jeffrey Jonathan

(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)
05/23/2014

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)
Sr Executive Vice President

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 ⁽¹⁾	05/23/2014		M		4,215 A \$ 0	D	
Common Stock	05/23/2014		F		162 D 24.77	D	
Common Stock	05/23/2014		D		4,053 D 24.77	D	

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

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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)	8. Amount or Number of Shares
Deferred Stock Units (DSU)	(4)	05/23/2014		A	5,898	(4) (4)	Common Stock	5,898
Deferred Stock Units (DSU)	(4)	05/23/2014		M	4,215	(4) (4)	Common Stock	4,215

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Jeffrey Jonathan 200 RENAISSANCE CENTER DETROIT, MI 48265			Sr Executive Vice President	

Signatures

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

05/28/2014

**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 May 14, 2014.
 - (3) Approximately 37 shares of Common Stock priced at \$29.03 per share and approximately 55 shares of Common Stock priced at \$24.15 per share were deducted as a result of required adjustments related to taxes attributable to prior pay periods.

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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 (4) 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.