Ally Financial Inc. Form 4
June 06, 2016

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

struction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Russi Timothy M.			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction						
200 RENAI	SSANCE CEN	TER	(Month/Day/Year) 06/03/2016			X_ Officer (give below)	e title 10% below) ent, Auto Finance	r (specify	
	(Street)		4. If Ame	ndment, D	ate Original	6. Individual or Jo	oint/Group Filin	g(Check	
DETROIT,	MI 40245		Filed(Mor	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by 0 Form filed by M			
DEIROII,	WII 48203					Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	y Owned	
1.Title of	2. Transaction D			3.	4. Securities Acquired	5. Amount of	6. Ownership		
Security	(Month/Day/Yea	r) Execution	on Date, if	Transacti	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect	

1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acon(A) or Disposed (Instr. 3, 4 and 5	of (D)	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	(A) or Amount (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock (1)	06/03/2016		M	1,439 A	\$0	155,584	D		
Common Stock	06/03/2016		D	1,439 D	\$ 17.51 (2)	154,145	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	Code	ransaction Derivative ode Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (DSU)	(3)	06/03/2016	M		1,439	(3)	<u>(3)</u>	Common Stock	1,439	\$ (

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Russi Timothy M.

200 RENAISSANCE CENTER President, Auto Finance

DETROIT, MI 48265

### **Signatures**

/s/ Donna M. DiCicco, attorney-in-fact for Mr.
Russi 06/06/2016

\*\*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.
- (2) Represents the per share fair market value of the Company's common stock as of May 25, 2016.
- 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.

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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