Ally Financial Inc. Form EFFECT November 05, 2010

dth: 1; border-bottom-width: 1">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)CodeVAmount(A) or (D)Price Common Stock09/26/2017 M 14,952 A \$ 30.24 62,902 D Common Stock09/26/2017 M 102,843 A \$ 31.76 165,745 D Common Stock09/26/2017 S 100,522 D \$ 73.85 (1) 65,223 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 30.24	09/26/2017		М	14,952	(2)	12/27/2018	Common Stock	14,952
Stock Options (Right to Buy)	\$ 31.76	09/26/2017		М	102,843	(3)	04/10/2019	Common Stock	102,843

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Nash William D							
12800 TUCKAHOE CREEK PARKWAY		President & CEO					
RICHMOND, VA 23238							

## Signatures

Christine Carter, 09/28/2017 attorney-in-fact

\*\*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).
- The shares with respect to this transaction were sold at prices ranging from \$73.45 to \$74.45. Upon request, the Reporting Person will provide the Securities and Exchange Commission staff, the Issuer, or any security holder of the Issuer, full information regarding the (1) number of shares sold at each separate price.
- The stock options vested in four equal installments on each of December 27, 2012, December 27, 2013, December 27, 2014 and (2) December 27, 2015 and are now fully exercisable.
- The stock options vested in four equal installments on each of April 10, 2013, April 10, 2014, April 10, 2015, and April 10, 2016 and are (3) now fully exercisable.

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.