

Schugel Jason E.
Form 3
April 27, 2018

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Schugel Jason E.</p> <p>(Last) (First) (Middle)</p> <p>500 WOODWARD AVENUE</p> <p>(Street)</p> <p>DETROIT,Â MIÂ 48226</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/18/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Ally Financial Inc. [ALLY]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director ____ 10% Owner</p> <p><u> X </u> Officer ____ Other</p> <p>(give title below) (specify below)</p> <p>Chief Risk Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><u> X </u> Form filed by One Reporting Person</p> <p>____ Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	82,675	D	Â

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

SEC 1473 (7-02)

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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares

(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schugel Jason E. 500 WOODWARD AVENUE DETROIT, MI 48226	Â	Â	Â Chief Risk Officer	Â

Signatures

/s/ Donna M. DiCicco, attorney-in-fact for Mr.
Schugel

04/27/2018

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 number of shares reported includes (i) 65,102 Restricted Stock Units (RSUs), each of which represents a right to receive one share of the Company's common stock on the applicable settlement dates, subject to the terms of the applicable RSU and (ii) 15,152 performance

- (1) stock units (PSUs) for which the performance condition has previously been satisfied, each of which represents a right to receive one share of the Company's common stock on the applicable settlement dates, subject to the terms of the applicable PSU. Shares reported may reflect fractional shares rounded to the next 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.

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