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Ally Financial Inc.
Form 13F-HR
February 14, 2013

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

Check here if Amendment ☐; Amendment Number: _____

This Amendment (Check only one.): ☐ is a restatement.
☐ adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Ally Financial Inc.
Address: 200 Renaissance Center
P.O. Box 200
Detroit, MI 48265-2000

Form 13F File Number: 28-14534

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Cathy L. Quenneville
Title: Secretary
Phone: 313-656-6301

Signature, Place, and Date of Signing:

/s/ Cathy L. Quenneville	Detroit, Michigan	February 14, 2013
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[Signature]	[City, State]	[Date]

Report Type (Check only one.):

- ☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- ☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- ☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 156

Form 13F Information Table Value Total: 1,140,143

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
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01	28-14536	Ally Insurance Holdings Inc.
02	28-14535	Motors Insurance Corporation
03		Ally Investment Management LLC

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FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
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				AMOUNT & TYPE OF SECURITY		
			MARKET	-----		INVESTMENT
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	VALUE (X\$1,000)	SHRS OR PRN	AMNT SH/PRN PUT/CALL	DISCRETION
-----	-----	-----	-----	-----	-----	-----
3m Co	COM	88579Y101	2,786	30,000	SH	DEFINED
Aetna Inc	COM	00817Y108	5,788	125,000	SH	DEFINED
Aetna Inc	OPTIONS	00817Y108	(143)	(1,250)	SH CALL	DEFINED
Air Products & Chemicals Inc	COM	009158106	5,461	65,000	SH	DEFINED
Allergan Inc/united States	COM	018490102	5,045	55,000	SH	DEFINED
Altria Group Inc	COM	02209S103	14,925	475,000	SH	DEFINED
Altria Group Inc	OPTIONS	02209S103	(102)	(1,600)	SH CALL	DEFINED
Amazon.com Inc	COM	023135106	8,036	32,000	SH	DEFINED
Amazon.com Inc	OPTIONS	023135106	(24)	(320)	SH CALL	DEFINED
American Capital Agency Corp	COM	02503X105	5,059	174,800	SH	DEFINED
American Capital Agency Corp	OPTIONS	02503X105	(178)	(1,748)	SH CALL	DEFINED
American Express Co	COM	025816109	10,634	185,000	SH	DEFINED
Analog Devices Inc	COM	032654105	5,384	128,000	SH	DEFINED
Analog Devices Inc	OPTIONS	032654105	(218)	(1,280)	SH CALL	DEFINED
Apache Corp	COM	037411105	18,055	230,000	SH	DEFINED
Apple Inc	COM	037833100	29,317	55,000	SH	DEFINED
At&t Inc	COM	00206R102	7,753	230,000	SH	DEFINED

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At&t Inc	OPTIONS	00206R102	(122)	(1,500)	SH	CALL	DEFINED
Autodesk Inc	COM	052769106	8,131	230,000	SH		DEFINED
Baidu Inc	ADR	056752108	5,115	51,000	SH		DEFINED
Baker Hughes Inc	COM	057224107	12,252	300,000	SH		DEFINED
Becton Dickinson And Co	COM	075887109	7,819	100,000	SH		DEFINED
Bed Bath & Beyond Inc	COM	075896100	7,548	135,000	SH		DEFINED
Blackrock Inc	COM	09247X101	19,637	95,000	SH		DEFINED
Blackrock Inc	OPTIONS	09247X101	(798)	(500)	SH	CALL	DEFINED
Blackrock Inc	OPTIONS	09247X101	(387)	(450)	SH	CALL	DEFINED
Boeing Co/the	COM	097023105	14,695	195,000	SH		DEFINED
Broadcom Corp	COM	111320107	10,461	315,000	SH		DEFINED
Broadcom Corp	OPTIONS	111320107	(63)	(3,150)	SH	CALL	DEFINED
Cardinal Health Inc	COM	14149Y108	2,677	65,000	SH		DEFINED
Carnival Corp	COM	143658300	6,986	190,000	SH		DEFINED
Ch Robinson Worldwide Inc	COM	12541W209	9,926	157,000	SH		DEFINED
Chevron Corp	COM	166764100	10,814	100,000	SH		DEFINED
Chipotle Mexican Grill Inc	COM	169656105	2,677	9,000	SH		DEFINED
Cisco Systems Inc	COM	17275R102	14,934	760,000	SH		DEFINED
Cisco Systems Inc	OPTIONS	17275R102	(160)	(5,000)	SH	CALL	DEFINED
Cliffs Natural Resources Inc	COM	18683K101	4,820	125,000	SH		DEFINED
Coach Inc	COM	189754104	5,551	100,000	SH		DEFINED
Coca-cola Co/the	COM	191216100	14,500	400,000	SH		DEFINED
Conocophillips	COM	20825C104	10,728	185,000	SH		DEFINED
Conocophillips	OPTIONS	20825C104	(239)	(1,850)	SH	CALL	DEFINED
Costco Wholesale Corp	COM	22160K105	5,432	55,000	SH		DEFINED
Covidien Plc	COM	B68SQD2	5,197	90,000	SH		DEFINED
Csx Corp	COM	126408103	5,130	260,000	SH		DEFINED
Cvs Caremark Corp	COM	126650100	5,319	110,000	SH		DEFINED
Danaher Corp	COM	235851102	8,385	150,000	SH		DEFINED
Darden Restaurants Inc	COM	237194105	11,042	245,000	SH		DEFINED
Darden Restaurants Inc	OPTIONS	237194105	(101)	(1,900)	SH	CALL	DEFINED
Dollar General Corp	COM	256677105	5,511	125,000	SH		DEFINED
Ecolab Inc	COM	278865100	2,876	40,000	SH		DEFINED
Electronic Arts Inc	COM	285512109	2,180	150,000	SH		DEFINED
Eli Lilly & Co	COM	532457108	6,412	130,000	SH		DEFINED
Eli Lilly & Co	OPTIONS	532457108	(507)	(1,300)	SH	CALL	DEFINED
Emc Corp/ma	COM	268648102	14,295	565,000	SH		DEFINED
Emerson Electric Co	COM	291011104	15,623	295,000	SH		DEFINED
Emerson Electric Co	OPTIONS	291011104	(225)	(1,000)	SH	CALL	DEFINED
Entergy Corp	COM	29364G103	4,443	69,700	SH		DEFINED
Entergy Corp	OPTIONS	29364G103	(10)	(697)	SH	CALL	DEFINED
Exelon Corp	COM	30161N101	5,205	175,000	SH		DEFINED
Expeditors International Of Washington Inc	COM	302130109	8,108	205,000	SH		DEFINED
Express Scripts Holding Co	COM	30219G108	7,020	130,000	SH		DEFINED
Facebook Inc	COM	30303M102	6,391	240,000	SH		DEFINED
Facebook Inc	OPTIONS	30303M102	(91)	(2,400)	SH	CALL	DEFINED
Fedex Corp	COM	31428X106	9,906	108,000	SH		DEFINED
Freeport- mcmoran Copper & Gold Inc	COM	35671D857	19,836	580,000	SH		DEFINED
Freeport- mcmoran Copper & Gold Inc	OPTIONS	35671D857	(348)	(3,050)	SH	CALL	DEFINED
Freeport- mcmoran Copper & Gold Inc	OPTIONS	35671D857	(52)	(2,750)	SH	CALL	DEFINED
General Dynamics Corp	COM	369550108	5,542	80,000	SH		DEFINED
General Electric Co	COM	369604103	18,068	860,800	SH		DEFINED

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General Electric Co	OPTIONS	369604103	(179)	(2,358)	SH	CALL	DEFINED
General Mills Inc	COM	370334104	10,507	260,000	SH		DEFINED
Glaxosmithkline Plc	ADR	37733W105	4,869	112,000	SH		DEFINED
Glaxosmithkline Plc	OPTIONS	37733W105	(129)	(1,120)	SH	CALL	DEFINED
Goldman Sachs Group Inc/the	COM	38141G104	13,394	105,000	SH		DEFINED
Google Inc	COM	38259P508	14,187	20,000	SH		DEFINED
Google Inc	OPTIONS	38259P508	(156)	(200)	SH	CALL	DEFINED

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	C
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	MARKET VALUE (X\$1,000)	AMOUNT & TYPE OF SECURITY			INVESTMENT DISCRETION M	
				SHRS OR PRN	AMNT	SH/PRN PUT/CALL		
Hess Corp	COM	42809H107	19,330		365,000	SH	DEFINED	
Intel Corp	COM	458140100	16,401		795,000	SH	DEFINED	
International Business Machines Corp	COM	459200101	12,451		65,000	SH	DEFINED	
Ishares Msci Brazil Index Fund	ETF	464286400	5,045		90,000	SH	DEFINED	
Ishares Msci Chile Investable Market Index Fund	ETF	464286640	1,455		23,000	SH	DEFINED	
Ishares Msci Emerging Markets Index Fund	ETF	464287234	61,425		1,385,000	SH	DEFINED	
Ishares Msci Taiwan Index Fund	ETF	464286731	4,563		335,000	SH	DEFINED	
Johnson & Johnson	COM	478160104	16,123		230,000	SH	DEFINED	
Johnson Controls Inc	COM	478366107	4,145		135,000	SH	DEFINED	
Jpmorgan Chase & Co	COM	46625H100	26,382		600,000	SH	DEFINED	
Jpmorgan Chase & Co	OPTIONS	46625H100	(810)		(1,350)	SH	CALL	DEFINED
Kimberly-clark Corp	COM	494368103	2,533		30,000	SH	DEFINED	
Kinder Morgan Inc/delaware	COM	49456B101	10,599		300,000	SH	DEFINED	
Kinder Morgan Inc/delaware	OPTIONS	49456B101	(231)		(3,000)	SH	CALL	DEFINED
Kraft Foods Group Inc	COM	50076Q106	5,229		115,000	SH	DEFINED	
Mcdonald's Corp	COM	580135101	10,585		120,000	SH	DEFINED	
Medtronic Inc	COM	585055106	5,333		130,000	SH	DEFINED	
Merck & Co Inc	COM	58933Y105	10,440		255,000	SH	DEFINED	
Merck & Co Inc	OPTIONS	58933Y105	(68)		(1,350)	SH	CALL	DEFINED
Metlife Inc	COM	59156R108	13,670		415,000	SH	DEFINED	
Microsoft Corp	COM	594918104	25,126		940,000	SH	DEFINED	
Microsoft Corp	OPTIONS	594918104	(7)		(800)	SH	CALL	DEFINED
Microsoft Corp	OPTIONS	594918104	(150)		(1,850)	SH	CALL	DEFINED
Molson Coors Brewing Co	COM	60871R209	10,911		255,000	SH	DEFINED	
Molson Coors Brewing Co	OPTIONS	60871R209	(727)		(2,550)	SH	CALL	DEFINED
Mondelez								

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International Inc	COM	609207105	5,094	200,000	SH		DEFINED
Morgan Stanley	COM	617446448	16,730	875,000	SH		DEFINED
Murphy Oil Corp	COM	626717102	9,826	165,000	SH		DEFINED
Newmont Mining Corp	COM	651639106	18,344	395,000	SH		DEFINED
Newmont Mining Corp	OPTIONS	651639106	(139)	(2,200)	SH	CALL	DEFINED
Nike Inc	COM	654106103	3,096	60,000	SH		DEFINED
Nordstrom Inc	COM	655664100	3,210	60,000	SH		DEFINED
Northern Trust Corp	COM	665859104	16,302	325,000	SH		DEFINED
Occidental Petroleum Corp	COM	674599105	4,980	65,000	SH		DEFINED
Oracle Corp	COM	68389X105	10,496	315,000	SH		DEFINED
Paychex Inc	COM	704326107	14,792	475,000	SH		DEFINED
Paychex Inc	OPTIONS	704326107	(16)	(1,600)	SH	CALL	DEFINED
Pepsico Inc	COM	713448108	15,055	220,000	SH		DEFINED
Petroleo Brasileiro Sa	ADR	71654V408	1,168	60,000	SH		DEFINED
PFIZER	COM	717081103	5,267	210,000	SH		DEFINED
Philip Morris International Inc	COM	718172109	2,509	30,000	SH		DEFINED
Praxair Inc	COM	74005P104	4,925	45,000	SH		DEFINED
Prudential Financial Inc	COM	744320102	15,199	285,000	SH		DEFINED
Prudential Financial Inc	OPTIONS	744320102	(602)	(1,900)	SH	CALL	DEFINED
Qualcomm Inc	COM	747525103	16,745	270,000	SH		DEFINED
Rockwell Collins Inc	COM	774341101	14,543	250,000	SH		DEFINED
Royal Dutch Shell Plc	ADR	780259206	4,745	68,825	SH		DEFINED
Royal Dutch Shell Plc	OPTIONS	780259206	(15)	(688)	SH	CALL	DEFINED
S&P 500 Index	OPTIONS	SPX000009	(404)	(850)	SH	PUT	DEFINED
S&P 500 Index	OPTIONS	SPX000009	1,067	850	SH	PUT	DEFINED
Schlumberger Ltd	COM	806857108	12,472	180,000	SH		DEFINED
Staples Inc	COM	855030102	5,073	445,000	SH		DEFINED
Starbucks Corp	COM	855244109	4,826	90,000	SH		DEFINED
Starbucks Corp	OPTIONS	855244109	(56)	(900)	SH	CALL	DEFINED
State Street Corp	COM	857477103	9,872	210,000	SH		DEFINED
Stryker Corp	COM	863667101	9,868	180,000	SH		DEFINED
T Rowe Price Group Inc	COM	74144T108	2,605	40,000	SH		DEFINED
Teva Pharmaceutical Industries Ltd	ADR	881624209	11,575	310,000	SH		DEFINED
Texas Instruments Inc	COM	882508104	5,105	165,000	SH		DEFINED
Tiffany & Co	COM	886547108	9,174	160,000	SH		DEFINED
Time Warner Cable Inc	COM	88732J207	2,721	28,000	SH		DEFINED
Total Sa	ADR	89151E109	19,244	370,000	SH		DEFINED
Total Sa	OPTIONS	89151E109	(118)	(1,000)	SH	CALL	DEFINED
Transocean Ltd	COM	B3KFWW1	5,135	115,000	SH		DEFINED
United Parcel Service Inc	COM	911312106	9,216	125,000	SH		DEFINED
United Parcel Service Inc	OPTIONS	911312106	(83)	(700)	SH	CALL	DEFINED
United Technologies Corp	COM	913017109	13,532	165,000	SH		DEFINED
Us Bancorp	COM	902973304	9,901	310,000	SH		DEFINED
Vale Sa	ADR	91912E105	1,572	75,000	SH		DEFINED
Verizon Communications Inc	COM	92343V104	7,572	175,000	SH		DEFINED
Verizon Communications Inc	OPTIONS	92343V104	(117)	(1,150)	SH	CALL	DEFINED

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Walgreen Co	COM	931422109	10,918	295,000	SH		DEFINED
Walgreen Co	OPTIONS	931422109	(230)	(1,400)	SH	CALL	DEFINED
Wal-mart Stores Inc	COM	931142103	5,117	75,000	SH		DEFINED
Walt Disney Co/the	COM	254687106	5,228	105,000	SH		DEFINED
Waters Corp	COM	941848103	1,307	15,000	SH		DEFINED
Wells Fargo & Co	COM	949746101	20,508	600,000	SH		DEFINED
Wells Fargo & Co	OPTIONS	949746101	(144)	(1,450)	SH	CALL	DEFINED
Western Union Co/the	COM	959802109	10,208	750,000	SH		DEFINED
Wynn Resorts Ltd	COM	983134107	7,312	65,000	SH		DEFINED