



## Edgar Filing: Ally Financial Inc. - Form 13F-HR

Report Summary:

Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 135

Form 13F Information Table Value Total: 973,781

(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                           |
|-----|----------------------|--------------------------------|
| 01  | 28-14536             | Ally Insurance Holdings Inc.   |
| 02  | 28-14535             | Motors Insurance Corporation   |
| 03  | 28-15350             | Ally Investment Management LLC |

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FORM 13F INFORMATION TABLE

| COLUMN 1                         | COLUMN 2       | COLUMN 3     | COLUMN 4     | COLUMN 5                  |         |           | COLUMN 6              |
|----------------------------------|----------------|--------------|--------------|---------------------------|---------|-----------|-----------------------|
| NAME OF ISSUER                   | TITLE OF CLASS | CUSIP NUMBER | MARKET VALUE | AMOUNT & TYPE OF SECURITY |         |           | INVESTMENT DISCRETION |
|                                  |                |              | (x\$1,000)   | Shrs or Prn Amnt          | Sh/ Prn | Put/ Call |                       |
| Aflac Inc                        | COM            | 001055102    | 5,202        | 100,000                   | SH      |           | DEFINED               |
| Air Products & Chemicals Inc     | COM            | 009158106    | 5,663        | 65,000                    | SH      |           | DEFINED               |
| Altria Group Inc                 | COM            | 02209S103    | 10,661       | 310,000                   | SH      |           | DEFINED               |
| Amazon.com Inc                   | COM            | 023135106    | 10,127       | 38,000                    | SH      |           | DEFINED               |
| American Capital Agency Corp     | COM            | 02503X105    | 5,681        | 173,300                   | SH      |           | DEFINED               |
| American Express Co              | COM            | 025816109    | 7,421        | 110,000                   | SH      |           | DEFINED               |
| American International Group Inc | COM            | 026874784    | 5,241        | 135,000                   | SH      |           | DEFINED               |
| Apache Corp                      | COM            | 037411105    | 17,747       | 230,000                   | SH      |           | DEFINED               |
| Apple Inc                        | COM            | 037833100    | 24,345       | 55,000                    | SH      |           | DEFINED               |
| Archer-daniels-midland Co        | COM            | 039483102    | 5,903        | 175,000                   | SH      |           | DEFINED               |
| Archer-daniels-midland Co        | OPTIONS        | 039483102    | (691)        | (1,750)                   | SH      | CALL      | DEFINED               |
| At&t Inc                         | COM            | 00206R102    | 15,960       | 435,000                   | SH      |           | DEFINED               |
| At&t Inc                         | OPTIONS        | 00206R102    | (287)        | (1,500)                   | SH      | CALL      | DEFINED               |
| Autodesk Inc                     | COM            | 052769106    | 5,361        | 130,000                   | SH      |           | DEFINED               |
| Autozone Inc                     | COM            | 053332102    | 4,364        | 11,000                    | SH      |           | DEFINED               |
| Baidu Inc                        | ADR            | 056752108    | 2,280        | 26,000                    | SH      |           | DEFINED               |
| Baker Hughes Inc                 | COM            | 057224107    | 13,923       | 300,000                   | SH      |           | DEFINED               |
| Baxter International Inc         | COM            | 071813109    | 2,906        | 40,000                    | SH      |           | DEFINED               |
| Bed Bath & Beyond Inc            | COM            | 075896100    | 8,697        | 135,000                   | SH      |           | DEFINED               |
| Boeing Co/the                    | COM            | 097023105    | 10,731       | 125,000                   | SH      |           | DEFINED               |
| Broadcom Corp                    | COM            | 111320107    | 5,027        | 145,000                   | SH      |           | DEFINED               |

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|   |         |           |        |         |    |      |         |
|---|---------|-----------|--------|---------|----|------|---------|
| Capital One Financial Corp                    | COM     | 14040H105 | 5,495  | 100,000 | SH |      | DEFINED |
| Carnival Corp                                 | COM     | 143658300 | 8,849  | 258,000 | SH |      | DEFINED |
| Carnival Corp                                 | OPTIONS | 143658300 | (24)   | (680)   | SH | CALL | DEFINED |
| Caterpillar Inc                               | COM     | 149123101 | 3,914  | 45,000  | SH |      | DEFINED |
| Ch Robinson Worldwide Inc                     | COM     | 12541W209 | 9,335  | 157,000 | SH |      | DEFINED |
| Cisco Systems Inc                             | COM     | 17275R102 | 7,528  | 360,000 | SH |      | DEFINED |
| Coach Inc                                     | COM     | 189754104 | 5,999  | 120,000 | SH |      | DEFINED |
| Coca-cola Co/the                              | COM     | 191216100 | 15,165 | 375,000 | SH |      | DEFINED |
| Conocophillips                                | COM     | 20825C104 | 2,705  | 45,000  | SH |      | DEFINED |
| Costco Wholesale Corp                         | COM     | 22160K105 | 7,958  | 75,000  | SH |      | DEFINED |
| Cr Bard Inc                                   | COM     | 067383109 | 2,016  | 20,000  | SH |      | DEFINED |
| Darden Restaurants Inc                        | COM     | 237194105 | 11,370 | 220,000 | SH |      | DEFINED |
| Darden Restaurants Inc                        | OPTIONS | 237194105 | (342)  | (1,900) | SH | CALL | DEFINED |
| Darden Restaurants Inc                        | OPTIONS | 237194105 | (125)  | (300)   | SH | CALL | DEFINED |
| Dollar General Corp                           | COM     | 256677105 | 7,587  | 150,000 | SH |      | DEFINED |
| Dollar General Corp                           | OPTIONS | 256677105 | (102)  | (1,500) | SH | CALL | DEFINED |
| Dow Chemical Co/the                           | COM     | 260543103 | 4,935  | 155,000 | SH |      | DEFINED |
| Dow Chemical Co/the                           | OPTIONS | 260543103 | (177)  | (1,550) | SH | CALL | DEFINED |
| Ebay Inc                                      | COM     | 278642103 | 2,711  | 50,000  | SH |      | DEFINED |
| Emc Corp/ma                                   | COM     | 268648102 | 15,051 | 630,000 | SH |      | DEFINED |
| Emerson Electric Co                           | COM     | 291011104 | 2,514  | 45,000  | SH |      | DEFINED |
| Entergy Corp                                  | COM     | 29364G103 | 4,408  | 69,700  | SH |      | DEFINED |
| Expeditors International Of<br>Washington Inc | COM     | 302130109 | 7,321  | 205,000 | SH |      | DEFINED |
| Express Scripts Holding Co                    | COM     | 30219G108 | 10,377 | 180,000 | SH |      | DEFINED |
| Exxon Mobil Corp                              | COM     | 30231G102 | 22,528 | 250,000 | SH |      | DEFINED |
| Facebook Inc                                  | COM     | 30303M102 | 4,988  | 195,000 | SH |      | DEFINED |
| Family Dollar Stores Inc                      | COM     | 307000109 | 5,905  | 100,000 | SH |      | DEFINED |
| Fedex Corp                                    | COM     | 31428X106 | 3,928  | 40,000  | SH |      | DEFINED |
| Franklin Resources Inc                        | COM     | 354613101 | 3,016  | 20,000  | SH |      | DEFINED |
| Freeport-mcmoran Copper &<br>Gold Inc         | COM     | 35671D857 | 20,522 | 620,000 | SH |      | DEFINED |
| Freeport-mcmoran Copper &<br>Gold Inc         | OPTIONS | 35671D857 | (46)   | (3,050) | SH | CALL | DEFINED |
| General Dynamics Corp                         | COM     | 369550108 | 5,641  | 80,000  | SH |      | DEFINED |
| General Electric Co                           | COM     | 369604103 | 21,948 | 949,300 | SH |      | DEFINED |
| General Electric Co                           | OPTIONS | 369604103 | (158)  | (2,358) | SH | CALL | DEFINED |

| COLUMN 1                       | COLUMN 2       | COLUMN 3     | COLUMN 4     | COLUMN 5                  |         |           | COLUMN 6              | COLUMN 7 |
|--------------------------------|----------------|--------------|--------------|---------------------------|---------|-----------|-----------------------|----------|
| NAME OF ISSUER                 | TITLE OF CLASS | CUSIP NUMBER | MARKET VALUE | AMOUNT & TYPE OF SECURITY |         |           | INVESTMENT DISCRETION | OTHER    |
|                                |                |              | (x\$1,000)   | Shrs or Prn Amnt          | Sh/ Prn | Put/ Call |                       |          |
| Glaxosmithkline Plc            | ADR            | 37733W105    | 3,495        | 74,500                    | SH      |           | DEFINED               |          |
| Glaxosmithkline Plc            | OPTIONS        | 37733W105    | (227)        | (745)                     | SH      | CALL      | DEFINED               |          |
| Goldman Sachs Group<br>Inc/the | COM            | 38141G104    | 2,943        | 20,000                    | SH      |           | DEFINED               |          |
| Google Inc                     | COM            | 38259P508    | 4,764        | 6,000                     | SH      |           | DEFINED               |          |
| Google Inc                     | OPTIONS        | 38259P508    | (25)         | (60)                      | SH      | CALL      | DEFINED               |          |
| Hess Corp                      | COM            | 42809H107    | 2,506        | 35,000                    | SH      |           | DEFINED               |          |
| Intel Corp                     | COM            | 458140100    | 17,699       | 810,000                   | SH      |           | DEFINED               |          |
| Invesco Ltd                    | COM            | G491BT108    | 5,647        | 195,000                   | SH      |           | DEFINED               |          |

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|  |         |           |         |           |    |      |         |
|--|---------|-----------|---------|-----------|----|------|---------|
| Ishares Msci Brazil Capped Index Fund                  | ETF     | 464286400 | 4,903   | 90,000    | SH |      | DEFINED |
| Ishares Msci Chile Capped Investable Market Index Fund | ETF     | 464286640 | 1,493   | 23,000    | SH |      | DEFINED |
| Ishares Msci Emerging Markets Index Fund               | ETF     | 464287234 | 59,250  | 1,385,000 | SH |      | DEFINED |
| Ishares Msci Taiwan Index Fund                         | ETF     | 464286731 | 4,469   | 335,000   | SH |      | DEFINED |
| Johnson & Johnson                                      | COM     | 478160104 | 13,045  | 160,000   | SH |      | DEFINED |
| Jpmorgan Chase & Co                                    | COM     | 46625H100 | 12,340  | 260,000   | SH |      | DEFINED |
| Lockheed Martin Corp                                   | COM     | 539830109 | 8,687   | 90,000    | SH |      | DEFINED |
| Lorillard Inc  | COM     | 544147101 | 5,447   | 135,000   | SH |      | DEFINED |
| Lorillard Inc  | OPTIONS | 544147101 | (131)   | (1,350)   | SH | CALL | DEFINED |
| Lowe's Cos Inc   | COM     | 548661107 | 5,119   | 135,000   | SH |      | DEFINED |
| Market Vectors Russia Etf                              | ETF     | 57060U506 | 2,773   | 100,000   | SH |      | DEFINED |
| Mcdonald's Corp  | COM     | 580135101 | 4,985   | 50,000    | SH |      | DEFINED |
| Merck & Co Inc   | OPTIONS | 58933Y105 | (93)    | (1,350)   | SH | CALL | DEFINED |
| Merck & Co Inc   | COM     | 58933Y105 | 19,019  | 430,000   | SH |      | DEFINED |
| Metlife Inc  | COM     | 59156R108 | 15,778  | 415,000   | SH |      | DEFINED |
| Metlife Inc  | OPTIONS | 59156R108 | (47)    | (1,750)   | SH | CALL | DEFINED |
| Microchip Technology Inc                               | COM     | 595017104 | 2,757   | 75,000    | SH |      | DEFINED |
| Microchip Technology Inc                               | OPTIONS | 595017104 | (194)   | (750)     | SH | CALL | DEFINED |
| Microsoft Corp   | COM     | 594918104 | 27,895  | 975,000   | SH |      | DEFINED |
| Microsoft Corp   | OPTIONS | 594918104 | (155)   | (1,850)   | SH | CALL | DEFINED |
| Mondelez International Inc                             | COM     | 609207105 | 8,571   | 280,000   | SH |      | DEFINED |
| Morgan Stanley   | COM     | 617446448 | 2,857   | 130,000   | SH |      | DEFINED |
| Murphy Oil Corp  | COM     | 626717102 | 7,966   | 125,000   | SH |      | DEFINED |
| Newmont Mining Corp                                    | COM     | 651639106 | 18,641  | 445,000   | SH |      | DEFINED |
| Nordstrom Inc  | COM     | 655664100 | 5,247   | 95,000    | SH |      | DEFINED |
| Northern Trust Corp                                    | COM     | 665859104 | 10,639  | 195,000   | SH |      | DEFINED |
| Occidental Petroleum Corp                              | COM     | 674599105 | 7,445   | 95,000    | SH |      | DEFINED |
| Oracle Corp  | COM     | 68389X105 | 12,774  | 395,000   | SH |      | DEFINED |
| Paychex Inc  | COM     | 704326107 | 16,658  | 475,000   | SH |      | DEFINED |
| Pepsico Inc  | COM     | 713448108 | 15,189  | 192,000   | SH |      | DEFINED |
| Petroleo Brasileiro Sa                                 | ADR     | 71654V408 | 994     | 60,000    | SH |      | DEFINED |
| PFIZER INC   | COM     | 717081103 | 8,081   | 280,000   | SH |      | DEFINED |
| Philip Morris International Inc                        | COM     | 718172109 | 5,563   | 60,000    | SH |      | DEFINED |
| Pnc Financial Services Group Inc                       | COM     | 693475105 | 5,320   | 80,000    | SH |      | DEFINED |
| Powershares KBW Bank                                   | ETF     | 73937B746 | 564     | 21,500    | SH |      | DEFINED |
| Praxair Inc  | COM     | 74005P104 | 5,019   | 45,000    | SH |      | DEFINED |
| Precision Castparts Corp                               | COM     | 740189105 | 5,309   | 28,000    | SH |      | DEFINED |
| Procter & Gamble Co/the                                | COM     | 742718109 | 5,394   | 70,000    | SH |      | DEFINED |
| Prudential Financial Inc                               | COM     | 744320102 | 12,978  | 220,000   | SH |      | DEFINED |
| Prudential Financial Inc                               | OPTIONS | 744320102 | (446)   | (850)     | SH | CALL | DEFINED |
| Qualcomm Inc   | COM     | 747525103 | 15,399  | 230,000   | SH |      | DEFINED |
| Rockwell Collins Inc                                   | COM     | 774341101 | 7,890   | 125,000   | SH |      | DEFINED |
| Royal Dutch Shell Plc                                  | ADR     | 780259206 | 4,887   | 75,000    | SH |      | DEFINED |
| S&P 500 Index  | OPTIONS | SPX000009 | 201     | 600       | SH | PUT  | DEFINED |
| S&P 500 Index  | OPTIONS | SPX000009 | (1,686) | (600)     | SH | CALL | DEFINED |
| Schlumberger Ltd                                       | COM     | 806857108 | 13,480  | 180,000   | SH |      | DEFINED |
| Select Sector SPDR                                     | ETF     | 81369Y803 | (621)   | (20,500)  | SH |      | DEFINED |
| Staples Inc  | COM     | 855030102 | 4,566   | 340,000   | SH |      | DEFINED |
| T Rowe Price Group Inc                                 | COM     | 74144T108 | 5,990   | 80,000    | SH |      | DEFINED |
| Target Corp  | COM     | 87612E106 | 5,818   | 85,000    | SH |      | DEFINED |
| Teva Pharmaceutical Industries Ltd                     | ADR     | 881624209 | 12,301  | 310,000   | SH |      | DEFINED |
| Tiffany & Co   | COM     | 886547108 | 5,216   | 75,000    | SH |      | DEFINED |
| Time Warner Cable Inc                                  | COM     | 88732J207 | 5,283   | 55,000    | SH |      | DEFINED |
| Total Sa   | ADR     | 89151E109 | 11,515  | 240,000   | SH |      | DEFINED |

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| COLUMN 1                   | COLUMN 2       | COLUMN 3     | COLUMN 4     | COLUMN 5                  |         |           | COLUMN 6              |
|----------------------------|----------------|--------------|--------------|---------------------------|---------|-----------|-----------------------|
| NAME OF ISSUER             | TITLE OF CLASS | CUSIP NUMBER | MARKET VALUE | AMOUNT & TYPE OF SECURITY |         |           | INVESTMENT DISCRETION |
|                            |                |              | (x\$1,000)   | Shrs or Prn Amnt          | Sh/ Prn | Put/ Call |                       |
| United Parcel Service Inc  | COM            | 911312106    | 6,013        | 70,000                    | SH      |           | DEFINED               |
| United Parcel Service Inc  | OPTIONS        | 911312106    | (357)        | (700)                     | SH      | CALL      | DEFINED               |
| Unitedhealth Group Inc     | COM            | 91324P102    | 5,435        | 95,000                    | SH      |           | DEFINED               |
| Us Bancorp                 | COM            | 902973304    | 15,269       | 450,000                   | SH      |           | DEFINED               |
| Vale Sa                    | ADR            | 91912E105    | 1,297        | 75,000                    | SH      |           | DEFINED               |
| Verizon Communications Inc | COM            | 92343V104    | 5,529        | 112,500                   | SH      |           | DEFINED               |
| Verizon Communications Inc | OPTIONS        | 92343V104    | (574)        | (1,125)                   | SH      | CALL      | DEFINED               |
| Vmware Inc                 | COM            | 928563402    | 2,761        | 35,000                    | SH      |           | DEFINED               |
| Vodafone Group Plc         | ADR            | 92857W209    | 5,682        | 200,000                   | SH      |           | DEFINED               |
| Wal-mart Stores Inc        | COM            | 931142103    | 16,088       | 215,000                   | SH      |           | DEFINED               |
| Wellpoint Inc              | COM            | 94973V107    | 5,298        | 80,000                    | SH      |           | DEFINED               |
| Wells Fargo & Co           | COM            | 949746101    | 23,859       | 645,000                   | SH      |           | DEFINED               |
| Wells Fargo & Co           | OPTIONS        | 949746101    | (190)        | (1,450)                   | SH      | CALL      | DEFINED               |
| Western Union Co/the       | COM            | 959802109    | 16,694       | 1,110,000                 | SH      |           | DEFINED               |
| Western Union Co/the       | OPTIONS        | 959802109    | (335)        | (3,600)                   | SH      | CALL      | DEFINED               |
| Williams Cos Inc/the       | COM            | 969457100    | 8,054        | 215,000                   | SH      |           | DEFINED               |
| Williams Cos Inc/the       | OPTIONS        | 969457100    | (520)        | (2,150)                   | SH      | CALL      | DEFINED               |
| Wynn Resorts Ltd           | COM            | 983134107    | 5,632        | 45,000                    | SH      |           | DEFINED               |