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Ally Financial Inc.
Form 13F-HR
November 14, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 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 November 14, 2012

[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

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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).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2
 Form 13F Information Table Entry Total: 103
 Form 13F Information Table Value Total: 1,065,929 (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 |

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FORM 13F INFORMATION TABLE

| COLUMN 1 NAME OF ISSUER | COLUMN 2 TITLE OF CLASS | COLUMN 3 CUSIP NUMBER | COLUMN 4 MARKET VALUE (X\$1,000) | COLUMN 5 AMOUNT & TYPE OF SECURITY SHRS OR PRN AMNT SH/PRN PUT/CALL | COLUMN 6 INVESTMENT DISCRETION |
|-----------------------------------|----------------------------|--------------------------|----------------------------------------|------------------------------------------------------------------------------|-----------------------------------|
| Abercrombie & Fitch Co..... | COM | 002896207 | 2,201 | 64,900 SH | DEFINED |
| Adobe Systems Inc..... | COM | 00724F101 | 9,576 | 295,000 SH | DEFINED |
| Aetna Inc..... | COM | 00817Y108 | 4,950 | 125,000 SH | DEFINED |
| Aflac Inc..... | COM | 001055102 | 19,439 | 406,000 SH | DEFINED |
| Air Products & Chemicals Inc..... | COM | 009158106 | 4,962 | 60,000 SH | DEFINED |
| Allergan Inc/united States... | COM | 018490102 | 5,037 | 55,000 SH | DEFINED |
| Altria Group Inc..... | COM | 02209S103 | 5,009 | 150,000 SH | DEFINED |
| American Express Co..... | COM | 025816109 | 5,117 | 90,000 SH | DEFINED |
| Analog Devices Inc..... | COM | 032654105 | 5,016 | 128,000 SH | DEFINED |
| Apache Corp..... | COM | 037411105 | 19,888 | 230,000 SH | DEFINED |
| Apple Inc..... | COM | 037833100 | 29,359 | 44,000 SH | DEFINED |
| Autodesk Inc..... | COM | 052769106 | 7,175 | 215,000 SH | DEFINED |

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|---------------------------------------------------------|-----|-----------|--------|-----------|----|---------|---------|-----------|
| Baidu Inc..... | COM | 056752108 | 2,103 | 18,000 | SH | | DEFINED | |
| Baker Hughes Inc..... | COM | 057224107 | 13,569 | 300,000 | SH | | DEFINED | |
| Baxter International Inc..... | COM | 071813109 | 8,436 | 140,000 | SH | | DEFINED | |
| Becton Dickinson And Co..... | COM | 075887109 | 15,084 | 192,000 | SH | | DEFINED | |
| Bed Bath & Beyond Inc..... | COM | 075896100 | 5,985 | 95,000 | SH | | DEFINED | |
| Blackrock Inc..... | COM | 09247X101 | 20,505 | 115,000 | SH | | DEFINED | |
| Boeing Co/the..... | COM | 097023105 | 13,576 | 195,000 | SH | | DEFINED | |
| Broadcom Corp..... | COM | 111320107 | 10,893 | 315,000 | SH | | DEFINED | |
| Carnival Corp..... | COM | 143658300 | 23,504 | 645,000 | SH | | DEFINED | |
| Ch Robinson Worldwide Inc.... | COM | 12541W209 | 9,192 | 157,000 | SH | | DEFINED | |
| Cisco Systems Inc..... | COM | 17275R102 | 19,281 | 1,010,000 | SH | | DEFINED | |
| Cliffs Natural Resources Inc. | COM | 18683K101 | 4,891 | 125,000 | SH | | DEFINED | |
| Coach Inc..... | COM | 189754104 | 5,602 | 100,000 | SH | | DEFINED | |
| Coca-cola Co/the..... | COM | 191216100 | 10,051 | 265,000 | SH | | DEFINED | |
| Conocophillips..... | COM | 20825C104 | 10,578 | 185,000 | SH | | DEFINED | |
| Cvs Caremark Corp..... | COM | 126650100 | 5,084 | 105,000 | SH | | DEFINED | |
| Electronic Arts Inc..... | COM | 285512109 | 1,904 | 150,000 | SH | | DEFINED | |
| Eli Lilly & Co..... | COM | 532457108 | 6,163 | 130,000 | SH | | DEFINED | |
| Emc Corp/ma..... | COM | 268648102 | 14,180 | 520,000 | SH | | DEFINED | |
| Emerson Electric Co..... | COM | 291011104 | 14,240 | 295,000 | SH | | DEFINED | |
| Entergy Corp..... | COM | 29364G103 | 4,830 | 69,700 | SH | | DEFINED | |
| Exelon Corp..... | COM | 30161N101 | 6,227 | 175,000 | SH | | DEFINED | |
| Expeditors International Of Washington Inc..... | COM | 302130109 | 7,454 | 205,000 | SH | | DEFINED | |
| Facebook Inc..... | COM | 30303M102 | 5,196 | 240,000 | SH | | DEFINED | |
| Fastenal Co..... | COM | 311900104 | 2,794 | 65,000 | SH | | DEFINED | |
| Fedex Corp..... | COM | 31428X106 | 9,139 | 108,000 | SH | | DEFINED | |
| Franklin Resources Inc..... | COM | 354613101 | 5,003 | 40,000 | SH | | DEFINED | |
| Freeport-mcmoran Copper & Gold Inc..... | COM | 35671D857 | 22,956 | 580,000 | SH | | DEFINED | |
| General Dynamics Corp..... | COM | 369550108 | 14,546 | 220,000 | SH | | DEFINED | |
| General Electric Co..... | COM | 369604103 | 5,355 | 235,800 | SH | | DEFINED | |
| General Mills Inc..... | COM | 370334104 | 10,361 | 260,000 | SH | | DEFINED | |
| Glaxosmithkline Plc..... | COM | 37733W105 | 5,179 | 112,000 | SH | | DEFINED | |
| Goldman Sachs Group Inc/the..... | ETF | 38141G104 | 11,936 | 105,000 | SH | | DEFINED | |
| Hess Corp..... | ETF | 42809H107 | 19,608 | 365,000 | SH | | DEFINED | |
| Hewlett-packard Co..... | ETF | 428236103 | 9,383 | 550,000 | SH | | DEFINED | |
| Intel Corp..... | ETF | 458140100 | 18,031 | 795,000 | SH | | DEFINED | |
| Ishares Ftse China 25 Index Fund..... | ETF | 464287184 | 8,999 | 260,000 | SH | | DEFINED | |
| Ishares Msci Brazil Index Fund..... | ETF | 464286400 | 2,432 | 45,000 | SH | | DEFINED | |
| Ishares Msci Chile Investable Market Index Fund..... | COM | 464286640 | 1,429 | 23,000 | SH | DEFINED | 1 | 23,000 |
| Ishares Msci Emerging Markets Index Fund..... | COM | 464287234 | 57,228 | 1,385,000 | SH | DEFINED | 1 | 1,385,000 |
| Ishares Msci Taiwan Index Fund..... | COM | 464286731 | 4,476 | 335,000 | SH | DEFINED | 1 | 335,000 |
| IVANS INC..... | COM | 465991933 | 322 | 18,980 | SH | DEFINED | 2 | 18,980 |
| Johnson & Johnson..... | COM | 478160104 | 15,849 | 230,000 | SH | DEFINED | 2 | 230,000 |
| Jpmorgan Chase & Co..... | COM | 46625H100 | 25,502 | 630,000 | SH | DEFINED | 1,2 | 630,000 |
| Kellogg Co..... | COM | 487836108 | 5,166 | 100,000 | SH | DEFINED | 2 | 100,000 |
| Kimberly-clark Corp..... | COM | 494368103 | 2,573 | 30,000 | SH | DEFINED | 2 | 30,000 |
| Kinder Morgan Inc/delaware..... | COM | 49456B101 | 10,656 | 300,000 | SH | DEFINED | 1 | 300,000 |
| Kraft Foods Inc..... | COM | 50075N104 | 5,376 | 130,000 | SH | DEFINED | 2 | 130,000 |
| Lockheed Martin Corp..... | COM | 539830109 | 5,603 | 60,000 | SH | DEFINED | 1 | 60,000 |

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|---------------------------------------|-----|-----------|--------|---------|----|---------|-----|---------|
| Lowe's Cos Inc..... | COM | 548661107 | 10,130 | 335,000 | SH | DEFINED | 1,2 | 335,000 |
| Mcdonald's Corp..... | COM | 580135101 | 11,010 | 120,000 | SH | DEFINED | 2 | 120,000 |
| Medtronic Inc..... | COM | 585055106 | 5,606 | 130,000 | SH | DEFINED | 1 | 130,000 |
| Merck & Co Inc..... | COM | 58933Y105 | 6,089 | 135,000 | SH | DEFINED | 1 | 135,000 |
| Metlife Inc..... | COM | 59156R108 | 14,301 | 415,000 | SH | DEFINED | 1 | 415,000 |
| Microsoft Corp..... | COM | 594918104 | 21,442 | 720,000 | SH | DEFINED | 1,2 | 720,000 |
| Molson Coors Brewing Co..... | COM | 60871R209 | 11,488 | 255,000 | SH | DEFINED | 1 | 255,000 |
| Morgan Stanley..... | COM | 617446448 | 14,648 | 875,000 | SH | DEFINED | 1,2 | 875,000 |
| Murphy Oil Corp..... | COM | 626717102 | 16,375 | 305,000 | SH | DEFINED | 1 | 305,000 |
| Newmont Mining Corp..... | COM | 651639106 | 22,124 | 395,000 | SH | DEFINED | 1 | 395,000 |
| Northern Trust Corp..... | COM | 665859104 | 15,085 | 325,000 | SH | DEFINED | 1 | 325,000 |
| Nyse Euronext..... | COM | 629491101 | 4,536 | 184,000 | SH | DEFINED | 1 | 184,000 |
| Oracle Corp..... | COM | 68389X105 | 9,919 | 315,000 | SH | DEFINED | 1 | 315,000 |
| Paychex Inc..... | COM | 704326107 | 15,813 | 475,000 | SH | DEFINED | 1,2 | 475,000 |
| Peabody Energy Corp..... | COM | 704549104 | 5,015 | 225,000 | SH | DEFINED | 1 | 225,000 |
| Pepsico Inc..... | COM | 713448108 | 15,216 | 215,000 | SH | DEFINED | 2 | 215,000 |
| Petroleo Brasileiro Sa..... | COM | 71654V408 | 6,309 | 275,000 | SH | DEFINED | 1 | 275,000 |
| PFIZER..... | COM | 717081103 | 5,219 | 210,000 | SH | DEFINED | 2 | 210,000 |
| Philip Morris International Inc..... | COM | 718172109 | 2,698 | 30,000 | SH | DEFINED | 2 | 30,000 |
| Procter & Gamble Co/the..... | COM | 742718109 | 10,404 | 150,000 | SH | DEFINED | 2 | 150,000 |
| Prudential Financial Inc..... | COM | 744320102 | 2,726 | 50,000 | SH | DEFINED | 1 | 50,000 |
| Qualcomm Inc..... | COM | 747525103 | 16,872 | 270,000 | SH | DEFINED | 1 | 270,000 |
| Rockwell Collins Inc..... | COM | 774341101 | 13,410 | 250,000 | SH | DEFINED | 1 | 250,000 |
| Royal Dutch Shell Plc..... | COM | 780259206 | 4,777 | 68,825 | SH | DEFINED | 1 | 68,825 |
| Schlumberger Ltd..... | COM | 806857108 | 13,019 | 180,000 | SH | DEFINED | 1 | 180,000 |
| Staples Inc..... | COM | 855030102 | 5,126 | 445,000 | SH | DEFINED | 1 | 445,000 |
| Starbucks Corp..... | COM | 855244109 | 8,222 | 162,000 | SH | DEFINED | 1 | 162,000 |
| State Street Corp..... | COM | 857477103 | 13,008 | 310,000 | SH | DEFINED | 1,2 | 310,000 |
| Stryker Corp..... | COM | 863667101 | 14,750 | 265,000 | SH | DEFINED | 1 | 265,000 |
| Teva Pharmaceutical Industries Ltd... | ADR | 881624209 | 12,837 | 310,000 | SH | DEFINED | 1 | 310,000 |
| Texas Instruments Inc..... | COM | 882508104 | 4,546 | 165,000 | SH | DEFINED | 1 | 165,000 |
| Tiffany & Co..... | COM | 886547108 | 12,376 | 200,000 | SH | DEFINED | 2 | 200,000 |
| Total Sa..... | ADR | 89151E109 | 18,537 | 370,000 | SH | DEFINED | 1 | 370,000 |
| Transocean Ltd..... | COM | B3KFWW1 | 5,162 | 115,000 | SH | DEFINED | 1 | 115,000 |
| United Parcel Service Inc..... | COM | 911312106 | 5,010 | 70,000 | SH | DEFINED | 1 | 70,000 |
| United Technologies Corp..... | COM | 913017109 | 10,099 | 129,000 | SH | DEFINED | 1 | 129,000 |
| Vale Sa..... | COM | 91912E105 | 1,343 | 75,000 | SH | DEFINED | 1 | 75,000 |
| Verizon Communications Inc..... | COM | 92343V104 | 10,937 | 240,000 | SH | DEFINED | 1 | 240,000 |
| Walgreen Co..... | ADR | 931422109 | 5,102 | 140,000 | SH | DEFINED | 1 | 140,000 |
| Wells Fargo & Co..... | COM | 949746101 | 5,007 | 145,000 | SH | DEFINED | 1 | 145,000 |
| Western Union Co/the..... | COM | 959802109 | 13,665 | 750,000 | SH | DEFINED | 1 | 750,000 |
| Wynn Resorts Ltd..... | COM | 983134107 | 9,812 | 85,000 | SH | DEFINED | 1 | 85,000 |