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Ally Financial Inc.
Form 13F-HR
November 22, 2011

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, 2011

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, 2011 |
| ----- | ----- | ----- |
| [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).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2
 Form 13F Information Table Entry Total: 104
 Form 13F Information Table Value Total: 1,112,341
 (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 |

FORM 13F INFORMATION TABLE

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | | | COLUMN 6 | COLUMN 7 | COLUMN 8 | |
|-------------------------------|----------------|-----------|-----------------|-----------------|-------------------|-----------------------|---------------|----------|----------|-----------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | OTHER MANAGER | SOLE | SHARED | VOTING AU |
| Abbott Labs Com | COM | 002824100 | 19,689 | 385,000 | SH | DEFINED | 01,02 | | | |
| AT&T | COM | 00206R102 | 20,249 | 710,000 | SH | DEFINED | 01,02 | | | |
| Adobe Systems | COM | 00724F101 | 14,260 | 590,000 | SH | DEFINED | 01,02 | | | |
| Affiliated Managers Group Inc | COM | 008252108 | 4,074 | 52,200 | SH | DEFINED | 01 | | | |
| Aflac Inc | COM | 001055102 | 10,310 | 295,000 | SH | DEFINED | 01 | | | |
| Air Products & Chemicals | COM | 009158106 | 8,783 | 115,000 | SH | DEFINED | 01 | | | |
| Altria Group Inc | COM | 02209S103 | 11,126 | 415,000 | SH | DEFINED | 01 | | | |
| America Movil SA de CV | COM | 02364W105 | 1,987 | 90,000 | SH | DEFINED | 01 | | | |
| American Express | COM | 25816109 | 4,939 | 110,000 | SH | DEFINED | 02 | | | |
| Amphenol Corp | COM | 032095101 | 11,416 | 280,000 | SH | DEFINED | 01,02 | | | |
| Apache Corp | COM | 037411105 | 14,042 | 175,000 | SH | DEFINED | 01 | | | |
| Archer Daniels Midland Co | COM | 039483102 | 4,218 | 170,000 | SH | DEFINED | 01 | | | |
| Autodesk Inc. | COM | 52769106 | 14,529 | 523,000 | SH | DEFINED | 01,02 | | | |
| Automatic Data Processing | COM | 053015103 | 5,422 | 115,000 | SH | DEFINED | 01 | | | |
| Avon Products Inc | COM | 054303102 | 6,625 | 338,000 | SH | DEFINED | 01 | | | |
| Baker Hughes | COM | 57224107 | 11,771 | 255,000 | SH | DEFINED | 01 | | | |
| Bank of America Corporation | COM | 060505104 | 8,262 | 1,350,000 | SH | DEFINED | 01,02 | | | |

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3

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|-------------------------------------|-----|-----------|--------|-----------|----|---------|-------|
| Becton, Dickinson and Company | COM | 75887109 | 9,165 | 125,000 | SH | DEFINED | 02 |
| Big Lots Inc | COM | 089302103 | 5,399 | 155,000 | SH | DEFINED | 01 |
| BLACKROCK INC | COM | 09247X101 | 12,877 | 87,000 | SH | DEFINED | 01,02 |
| Boeing Co | COM | 097023105 | 13,615 | 225,000 | SH | DEFINED | 01 |
| C.H. Robinson Worldwide Inc | COM | 12541W209 | 9,243 | 135,000 | SH | DEFINED | 01 |
| Carnival Corp | COM | 143658300 | 14,696 | 485,000 | SH | DEFINED | 01 |
| China Petroleum and Chem-ADR | ADR | 16941R108 | 2,395 | 25,000 | SH | DEFINED | 01 |
| Cisco Sys Inc | COM | 17275R102 | 15,645 | 1,010,000 | SH | DEFINED | 01,02 |
| Comcast Corporation | COM | 20030N101 | 19,750 | 945,000 | SH | DEFINED | 01 |
| ConocoPhillips | COM | 20825C104 | 22,162 | 350,000 | SH | DEFINED | 01,02 |
| Covidien PLC | COM | G2554F113 | 4,410 | 100,000 | SH | DEFINED | 01 |
| Danaher Corp | COM | 235851102 | 4,823 | 115,000 | SH | DEFINED | 02 |
| Disney Walt Co | COM | 254687106 | 17,131 | 568,000 | SH | DEFINED | 01 |
| Ecolab Inc. | COM | 278865100 | 9,778 | 200,000 | SH | DEFINED | 01,02 |
| EMC Corp Mass | COM | 26875P101 | 10,652 | 150,000 | SH | DEFINED | 02 |
| Emerson Elec Co | COM | 291011104 | 8,055 | 195,000 | SH | DEFINED | 01 |
| Entergy Corp | COM | 29364G103 | 4,640 | 70,000 | SH | DEFINED | 01 |
| EOG Resources Inc | COM | 26875P101 | 10,652 | 150,000 | SH | DEFINED | 01 |
| Equifax Inc | COM | 294429105 | 4,457 | 145,000 | SH | DEFINED | 01 |
| Exelon Corporation | COM | 30161N101 | 6,392 | 150,000 | SH | DEFINED | 02 |
| Expeditors Intl Wash Inc | COM | 302130109 | 4,258 | 105,000 | SH | DEFINED | 01 |

4

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|---------------------------|-----|-----------|--------|-----------|----|---------|-------|
| Express Scripts | COM | 302182100 | 14,457 | 390,000 | SH | DEFINED | 01,02 |
| Exxon Mobill Corp | COM | 30231G102 | 17,531 | 240,000 | SH | DEFINED | 01,02 |
| Fedex Corp | COM | 31428X106 | 14,551 | 215,000 | SH | DEFINED | 02 |
| General Dynamics Corp | COM | 369550108 | 12,516 | 220,000 | SH | DEFINED | 02 |
| General Elec Co | COM | 369604103 | 17,145 | 1,125,000 | SH | DEFINED | 01 |
| Goldman Sachs Group | COM | 38141G104 | 6,146 | 65,000 | SH | DEFINED | 01 |
| Google Inc | COM | 38259P508 | 16,460 | 32,000 | SH | DEFINED | 01 |
| Grupo Televisa SA-SPON | COM | 40049J206 | 1,931 | 105,000 | SH | DEFINED | 01 |
| Hess Corp | COM | 42809H107 | 19,148 | 365,000 | SH | DEFINED | 01 |
| Hewlett-Packard Co. | COM | 428236103 | 12,348 | 550,000 | SH | DEFINED | 01,02 |
| Home Depot Inc | COM | 437076102 | 13,312 | 405,000 | SH | DEFINED | 01 |

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| Illinois Tool Works Inc | COM | 452308109 | 11,440 | 275,000 | SH | DEFINED | 01 |
| Intel Corp | COM | 458140100 | 5,333 | 250,000 | SH | DEFINED | 01 |
| Ishares MSCI Taiwan Index FD | ETF | 464286400 | 2,030 | 39,000 | SH | DEFINED | 01 |
| Ishares MSCI Taiwan Index FD | ETF | 464286640 | 1,222 | 23,000 | SH | DEFINED | 01 |
| Ishares MSCI Taiwan Index FD | ETF | 464286731 | 3,956 | 335,000 | SH | DEFINED | 01 |
| Ishares MSCI Taiwan Index FD | ETF | 464286772 | 2,096 | 45,000 | SH | DEFINED | 01 |
| iShares FTSE China 25 Index | ETF | 464286830 | 1,343 | 110,000 | SH | DEFINED | 01 |
| iShares Lehman 1-3YR Trs Bd | ETF | 464287184 | 3,931 | 110,000 | SH | DEFINED | 01 |
| iShares Lehman 1-3YR Trs Bd | ETF | 464287234 | 35,421 | 1,010,000 | SH | DEFINED | 01 |

5

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|--------------------------------|-----|-----------|--------|---------|----|---------|--------|
| Ivans Inc | COM | 465991933 | 349 | 18,980 | SH | DEFINED | 02 |
| Johnson Controls | COM | 478366107 | 6,329 | 240,000 | SH | DEFINED | 01 |
| J P Morgan Chase & Co. | COM | 46625H100 | 14,909 | 495,000 | SH | DEFINED | 02 |
| Kohls Corp | COM | 500255104 | 9,820 | 200,000 | SH | DEFINED | 01 |
| Kraft Foods Inc. | COM | 50075N104 | 8,638 | 245,200 | SH | DEFINED | 01 |
| Linear Technology Corp | COM | 535678106 | 9,125 | 330,000 | SH | DEFINED | 01 |
| Lockheed Martin Corp | COM | 539830109 | 21,792 | 300,000 | SH | DEFINED | 01 |
| Lowes Cos Inc | COM | 548661107 | 8,316 | 430,000 | SH | DEFINED | 01 |
| Marriott International CL A | COM | 571903202 | 7,491 | 275,000 | SH | DEFINED | 01 |
| Medtronic Inc | COM | 585055106 | 4,321 | 130,000 | SH | DEFINED | 01 |
| Merck & Co. Inc. | COM | 58933Y105 | 19,953 | 610,000 | SH | DEFINED | 01, 02 |
| Metlife Inc | COM | 59156R108 | 9,663 | 345,000 | SH | DEFINED | 01 |
| Microsoft Corp | COM | 594918104 | 22,277 | 895,000 | SH | DEFINED | 01, 02 |
| Morgan Stanley | COM | 617446448 | 2,700 | 200,000 | SH | DEFINED | 01, 02 |
| Murphy Oil Corp | COM | 626717102 | 13,469 | 305,000 | SH | DEFINED | 01 |
| Northern Trust Corp | COM | 665859104 | 11,369 | 325,000 | SH | DEFINED | 01 |
| Oracle Corporation | COM | 68389X105 | 17,675 | 615,000 | SH | DEFINED | 01 |
| Peabody Energy Corp | COM | 704549104 | 8,809 | 260,000 | SH | DEFINED | 01 |
| Pepsico Inc | COM | 713448108 | 19,189 | 310,000 | SH | DEFINED | 01, 02 |
| Petroleo Brasileiro S.A. - ADR | ADR | 71654V408 | 13,246 | 590,000 | SH | DEFINED | 01 |

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6

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|--------------------------------------|-----|-----------|--------|---------|----|---------|-------|
| Pfizer | COM | 717081103 | 14,144 | 800,000 | SH | DEFINED | 01 |
| Phillip Morris International | COM | 718172109 | 10,917 | 175,000 | SH | DEFINED | 01 |
| Procter & Gamble Co | COM | 742718109 | 15,795 | 250,000 | SH | DEFINED | 01,02 |
| Qualcomm Inc | COM | 747525103 | 9,240 | 190,000 | SH | DEFINED | 01 |
| Raytheon Co | COM | 755111507 | 16,757 | 410,000 | SH | DEFINED | 01,02 |
| Rockwell Collins Inc | COM | 774341101 | 13,190 | 250,000 | SH | DEFINED | 01 |
| Schlumberger Ltd | COM | 806857108 | 14,634 | 245,000 | SH | DEFINED | 01,02 |
| Staples Inc | COM | 855030102 | 12,502 | 940,000 | SH | DEFINED | 01,02 |
| State Street Corp | COM | 857477103 | 9,970 | 310,000 | SH | DEFINED | 01,02 |
| Stryker Corp | COM | 863667101 | 11,783 | 250,000 | SH | DEFINED | 01 |
| Sysco Corp | COM | 871829107 | 13,727 | 530,000 | SH | DEFINED | 01,02 |
| Target Corp | COM | 87612E106 | 17,900 | 365,000 | SH | DEFINED | 01 |
| Telekomunik Indonesia-SP ADR | ADR | 715684106 | 2,381 | 72,000 | SH | DEFINED | 01 |
| Teva Pharmaceutical Industries | COM | 881624209 | 11,538 | 310,000 | SH | DEFINED | 01 |
| Thermo Electron Corp | COM | 883556102 | 10,128 | 200,000 | SH | DEFINED | 01 |
| Total Sa-Spon ADR | ADR | 89151E109 | 11,845 | 270,000 | SH | DEFINED | 01 |
| Transocean Ltd | COM | H8817H100 | 3,819 | 80,000 | SH | DEFINED | 01 |
| United Parcel Service Inc. | COM | 911312106 | 8,841 | 140,000 | SH | DEFINED | 01,02 |
| United Technologies | COM | 913017109 | 5,277 | 75,000 | SH | DEFINED | 02 |
| Vale SA-SP ADR | ADR | 91912E105 | 1,710 | 75,000 | SH | DEFINED | 01 |
| Verisk Analytics Inc-Class A | COM | 92345Y106 | 32,867 | 945,260 | SH | DEFINED | 02 |

7

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|-------------------------|-----|-----------|--------|---------|----|---------|-------|
| Vodafone Group Plc | COM | 92857W209 | 4,745 | 185,000 | SH | DEFINED | 01 |
| Wal Mart Stores Inc | COM | 931142103 | 5,190 | 100,000 | SH | DEFINED | 01 |
| Waste Management Inc | COM | 94106L109 | 5,535 | 170,000 | SH | DEFINED | 01 |
| Wells Fargo & Co | COM | 949746101 | 12,784 | 530,000 | SH | DEFINED | 01,02 |
| WESTERN UNION CO | COM | 959802109 | 11,468 | 750,000 | SH | DEFINED | 01 |

