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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

[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 |
|-----|----------------------|--------------------------------|
| --- | ----- | ---- |
| 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 |
|------------------------------|----------------|--------------|-------------------------|---------------------------|------|-----------------|-----------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | MARKET VALUE (X\$1,000) | AMOUNT & TYPE OF SECURITY | | | INVESTMENT DISCRETION |
| | | | | SHRS OR PRN | AMNT | SH/PRN PUT/CALL | |
| 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 |
|---|----------------|--------------|----------------------------|---------------------------|------|-----------------|-----------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | MARKET VALUE (X\$1,000) | AMOUNT & TYPE OF SECURITY | | | INVESTMENT DISCRETION |
| | | | | 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 |