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KLEIN LAW Form 4										
May 03, 2007								OMB AI	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287	
Check this box if no longer				GES IN BENEFICIAL OWNER				Expires: Estimated a	2005	
Section 16. Form 4 or				SECURITIES				burden hou response	rs per	
Form 5 obligation may conti <i>See</i> Instru- 1(b).	s Section 17(a	suant to Section a) of the Public U 30(h) of the I	Jtility Hold	ling Com	ipany	Act of	f 1935 or Sectio			
(Print or Type R	esponses)									
KLEIN LAWRENCE R Symbol			er Name and Y W P & (-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			of Earliest Transaction 'Day/Year) 2007				X_ Director 10% Owner Officer (give title Other (specify below) below)			
	endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
WYNNEWO	OOD, PA 19096						Form filed by M Person	Nore than One Re	eporting	
(City)	(State) ((Zip) Tal	ole I - Non-D	erivative S	Securi	ities Acc	quired, Disposed of	f, or Beneficial	ly Owned	
(Instr. 3) any		Execution Date, if	Code (D)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	or	Price \$	Transaction(s) (Instr. 3 and 4)			
Common Stock	05/01/2007		А	240	А	⊕ 33.5 (1)	10,097	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Person

Reporting Owner Name / Address	Relationships						
reporting o where i wheet i waaroos	Director	10% Owner	Officer	Other			
KLEIN LAWRENCE R 1317 MEDFORD ROAD WYNNEWOOD, PA 19096	Х						
Signatures							
/s/ Dr. Lawrence R. Klein	05/03/2007						
**Signature of Reporting	Date						

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This transaction represents a compensation issuance exempt pursuant to Section 16(b). The indicated price is the closing price as of April (1)2,2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. TYLE="font-size: 8pt"> Agents: Incapital LLC, Citigroup, RBC Capital Markets, Morgan Stanley, J.P. Morgan Except for Notes sold to level-fee accounts, Notes offered to the public will be offered at the public offering price set forth in this Pricing Supplement. Selected dealers purchasing Notes on an agency basis for non-level fee client accounts shall purchase Notes at the public offering price. Notes purchased by the selected dealers for their own account may be purchased at the public offering price less the applicable concession. Notes purchased by the selected dealers on behalf of level-fee accounts may be sold to such accounts at the applicable concession to the public offering price, in which case, such selected dealers will not retain any portion of the sales price as If the maturity date or an interest payment date for any note is not a business day (as term is defined compensation. in prospectus), principal, premium, if any, and interest for that note is paid on the next business day, and no interest will accrue from, and after, the maturity date or interest payment date. Legal Matters- Validity of the Notes: In the opinion of counsel to Ally Financial Inc. (the "Company"), when the notes offered by this pricing supplement have been executed and issued by the Company and authenticated by the trustee pursuant to the indenture dated as of September 24, 1996, with The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N.A.), as trustee (the "Trustee"),

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as amended and supplemented from time to time (the "Indenture"), and delivered against payment as contemplated herein, such notes will be valid and binding obligations of the Company, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability, and provided that I express no opinion as to (i) the enforceability of any waiver of rights under any usury or stay law, (ii) the effect of fraudulent conveyance, fraudulent transfer or similar provision of applicable law on the conclusions expressed above and (ii) the validity, legally binding effect or enforceability of any provision that permits holders to collect any portion of stated principal amount upon acceleration of the notes to the extent determined to constitute unearned interest. This opinion is given as of the date hereof and is limited to Federal laws of the United States of America, the law of the State of New York and the General Corporation Law of the State of Delaware. In addition, this opinion is subject to customary assumptions about the Trustee's authorization, execution and delivery of the Indenture, the Trustee's authentication of the notes, and the validity, binding nature and enforceability of the Indenture with respect to the Trustee, and the genuineness of signatures and to such counsel's reliance on the Company and other sources as to certain factual matters, all as stated in the letter of such counsel dated August 24, 2012, which has been filed as Exhibit 5.1 to the Registration Statement.