

# CHIMERA INVESTMENT CORP

Reported by  
**VA PARTNERS III, LLC**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/17/08 for the Period Ending 11/13/08

Address	520 MADISON AVENUE 32ND FLOOR NEW YORK, NY, 10022
Telephone	212-626-2300
CIK	0001409493
Symbol	CIM
Fiscal Year	12/31

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>ValueAct Holdings, L.P.</b>  (Last) (First) (Middle)  <b>435 PACIFIC AVENUE, 4TH FLOOR</b> (Street)  <b>SAN FRANCISCO, CA 94133</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CHIMERA INVESTMENT CORP [ CIM ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/13/2008</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share	11/13/2008		S		49500	D	\$2.95	4483128	I	See Footnote (1)
Common Stock, par value \$.01 per share	11/14/2008		S		107700	D	\$2.95	4375428	I	See Footnote (1)
Common Stock, par value \$.01 per share	11/17/2008		S		100000	D	\$2.8	4275428	I	See Footnote (1)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

(1) The reported stock is owned directly by ValueAct Capital Master Fund III, L.P. and may be deemed to be beneficially owned by (i) VA Partners III, LLC as General Partner of ValueAct Capital Master Fund III, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund III, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners III, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.

**Remarks:**

Joint Filer Information:

Name: ValueAct Capital Master Fund III, L.P.  
 Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133  
 Designated Filer: ValueAct Holdings, L.P.  
 Issuer and Ticker: Chimera Investment Corporation (CIM)  
 Date of Event Requiring Statement: 11/13/2008

Name: VA Partners III, LLC  
 Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133  
 Designated Filer: ValueAct Holdings, L.P.

Issuer and Ticker: Chimera Investment Corporation (CIM)  
 Date of Event Requiring Statement: 11/13/2008

Name: ValueAct Capital Management, L.P.  
 Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133  
 Designated Filer: ValueAct Holdings, L.P.  
 Issuer and Ticker: Chimera Investment Corporation (CIM)  
 Date of Event Requiring Statement: 11/13/2008

Name: ValueAct Capital Management, LLC  
 Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133  
 Designated Filer: ValueAct Holdings, L.P.  
 Issuer and Ticker: Chimera Investment Corporation (CIM)  
 Date of Event Requiring Statement: 11/13/2008

Name: ValueAct Holdings GP, LLC  
 Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133  
 Designated Filer: ValueAct Holdings, L.P.  
 Issuer and Ticker: Chimera Investment Corporation (CIM)  
 Date of Event Requiring Statement: 11/13/2008

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ValueAct Holdings, L.P. 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133		X		
VA Partners III, LLC 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133		X		
ValueAct Capital Management, L.P. 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133		X		
ValueAct Capital Management, LLC 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133		X		
ValueAct Holdings GP, LLC 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133		X		

**Signatures**

VALUEACT HOLDINGS, L.P., By: VALUEACT HOLDINGS GP, LLC, its General Partner, By:/s/ George F. Hamel. Jr., Chief Operating Officer 11/17/2008

—Signature of Reporting Person Date

VALUEACT CAPITAL MASTER FUND III, L.P., By: VA PARTNERS III, LLC, its General Partner, By:/s/ George F. Hamel. Jr., Chief Operating Officer 11/17/2008

—Signature of Reporting Person Date

VA PARTNERS III, LLC, By:/s/ George F. Hamel. Jr., Chief Operating Officer 11/17/2008

—Signature of Reporting Person Date

VALUEACT CAPITAL MANAGEMENT, L.P., By: VALUEACT CAPITAL MANAGEMENT, LLC, its General Partner, By:/s/ George F. Hamel. Jr., Chief Operating Officer 11/17/2008

—Signature of Reporting Person Date

VALUEACT CAPITAL MANAGEMENT, LLC, By:/s/ George F. Hamel. Jr., Chief Operating Officer 11/17/2008

—Signature of Reporting Person Date

VALUEACT HOLDINGS GP, LLC, By:/s/ George F. Hamel. Jr., Chief Operating Officer 11/17/2008

—Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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