

# CHIMERA INVESTMENT CORP

Reported by  
**KARDIS PHILLIP JOHN II**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/20/19 for the Period Ending 02/16/19

Address	520 MADISON AVENUE 32ND FLOOR NEW YORK, NY, 10022
Telephone	212-626-2300
CIK	0001409493
Symbol	CIM
SIC Code	6798 - Real Estate Investment Trusts
Industry	Specialized REITs
Sector	Financials
Fiscal Year	12/31

# FORM 4

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

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## 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

1. Name and Address of Reporting Person - <b>Kardis Phillip John II</b>  (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol <b>CHIMERA INVESTMENT CORP [ CIM ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ___ Director ___ 10% Owner <input checked="" type="checkbox"/> X ___ Officer (give title below) ___ Other (specify below) <b>Chief Legal Officer</b>	
C/O CHIMERA INVESTMENT CORPORATION, 520 MADISON AVENUE, 32ND FLOOR  (Street)		3. Date of Earliest Transaction (MM/DD/YYYY)  <b>2/16/2019</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  ___ Form filed by One Reporting Person <input checked="" type="checkbox"/> X ___ Form filed by More than One Reporting Person	
NEW YORK, NY 10022  (City) (State) (Zip)		4. If Amendment, Date Original Filed (MM/DD/YYYY)			

**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	2/16/2019		A	(1)	40497	A	\$0	(2)	210267	(3)	D
Common Stock	2/16/2019		F		31674	D	\$18.52	(4)	178593		D

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) Represents shares of Chimera common stock underlying restricted stock units ("RSUs"). The RSUs are scheduled to vest one-third per year on the first, second and third anniversaries of the grant date and shall be settled 100% in shares of Chimera common stock. The reporting person does not intend to report the vesting of the RSUs nor the delivery of the shares of common stock.
- (2) Each RSU has the economic equivalent of one share of Chimera common stock.
- (3) Dividend equivalent rights ("DERs") issued on RSUs are included in the reporting person's common stock holding balance. Each DER is the economic equivalent of one share of Chimera common stock.
- (4) Shares reported were withheld for payment of taxes associated with the vesting of prior grants of RSUs.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Kardis Phillip John II</b> C/O CHIMERA INVESTMENT CORPORATION 520 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022			<b>Chief Legal Officer</b>	

**Signatures**

/s/Phillip J. Kardis II

2/20/2019

—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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