

LAMBIASE MATTHEW
 Form 4
 February 20, 2019

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LAMBIASE MATTHEW

2. Issuer Name and Ticker or Trading Symbol
 CHIMERA INVESTMENT CORP
 [CIM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)
 CEO, President and Director

(Last) (First) (Middle)
 C/O: CHIMERA INVESTMENT CORPORATION, 520 MADISON AVENUE, 32ND FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2019

NEW YORK, NY 10022
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 or Price		
Common Stock	02/16/2019		A ⁽¹⁾		84,176 ⁽²⁾	A	\$ 0 ⁽³⁾ 538,602 ⁽⁴⁾ D
Common Stock	02/16/2019		A ⁽⁵⁾		158,924	A	\$ 0 697,526 D
Common Stock	02/16/2019		F		9,130 ⁽⁶⁾	D	\$ 18.52 688,397 D
Common Stock							32,600 I By 401(k) Plan

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

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(9-02)

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. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAMBIASE MATTHEW
C/O: CHIMERA INVESTMENT CORPORATION
520 MADISON AVENUE, 32ND FLOOR
NEW YORK, NY 10022

CEO,
President and
Director

Signatures

/s/ Matthew Lambiase 02/20/2019

__Signature of Reporting Person 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).
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.
- (1) The reporting person does not intend to report the vesting of the RSUs nor the delivery of the shares of common stock.
- (2) The reporting person elected to defer share settlement until separation of service (such deferred share units are herein referred to as "DSUs").
- (3) Each RSU has the economic equivalent of one share of Chimera common stock.

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- (4) Dividend equivalent rights ("DERs") issued on RSUs and DSUs are included in the reporting person's common stock holding balance. Each DER is the economic equivalent of one share of Chimera common stock.
- (5) Represents shares of Chimera common stock underlying performance share units ("PSUs"), and accrued DERs, that vested on February 16, 2019.
- (6) Shares reported were withheld for payment of taxes associated with the vesting of prior grants of RSUs and PSUs.

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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