

Yarlagadda Choudhary
 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 *
 Yarlagadda Choudhary

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)
 Chief Operating Officer

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/16/2019 | | A ⁽¹⁾ | V Amount (A) or (D) Price | 56,819 ⁽²⁾ A \$ 0 ⁽³⁾ 306,368 ⁽⁴⁾ | D | |
| Common Stock | 02/16/2019 | | A ⁽⁵⁾ | A | 107,274 A \$ 0 413,642 | D | |
| Common Stock | 02/16/2019 | | F | D | \$ 5,743 ⁽⁶⁾ 18.52 407,899 | D | |
| Common Stock | | | | | 317,446 | I | By Spouse ⁽⁷⁾ |

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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.
- (7) The reporting person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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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