

FORM 4

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

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

(Print or Type Responses)

| | | | | | |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person* COLLIGAN ROBERT S | | 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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer | |
| (Last) (First) (Middle) C/O: CHIMERA INVESTMENT CORPORATION, 520 MADISON AVENUE, 32ND FLOOR | | 3. Date of Earliest Transaction (Month/Day/Year) 02/16/2017 | | | |
| (Street) NEW YORK, NY 10022 | | 4. If Amendment, Date Original Filed(Month/Day/Year) 02/21/2017 | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | 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 | (A) or (D) | Price | | | | | | |
| Common Stock | 02/16/2017 | | A | (1) | 11,017 | (2) | A | \$ 0 | (3) | 96,792 | (4) | D | |
| Common Stock | 02/16/2017 | | F | | 9,111 | (5) | D | \$ 18.17 | | 87,681 | | 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. SEC 1474 (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 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 | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COLLIGAN ROBERT S C/O: CHIMERA INVESTMENT CORPORATION 520 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022 | | | Chief Financial Officer | |

Signatures

| | |
|---------------------------------|------------|
| /s/ Robert Colligan | 02/28/2017 |
| **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).
- (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) The reporting person elected to defer 50% of the share settlement of this award until the earlier of separation of service on January 31, 2022.
- (3) Each RSU has the economic equivalent of one share of Chimera common stock.
- (4) Dividend equivalent rights issued on RSUs are included in the reporting person's common stock holding balance. Each dividend equivalent right is the economic equivalent of one share of Chimera common stock.
- (5) Shares reported were withheld for payment of taxes associated with the vesting of approximately one-third of a grant of restricted stock originally made in February 2015 and February 2016.

Remarks:
This amendment is being filed to correct the number of shares forfeited that were reported in the reporting person's original Form 4 filed on February 21, 2017, due to a transposition error.

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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