

# FORM 4

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

|  |           |
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| 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 *<br>Reilly John Patrick                               |                                      | 2. Issuer Name and Ticker or Trading Symbol<br>CHIMERA INVESTMENT CORP [CIM]            |                                | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |   |               |   |  |   |
|--|--------------------------------------|---|--------------------------------|---|---|---------------|---|--|---|
| (Last) (First) (Middle)<br>C/O: CHIMERA INVESTMENT CORPORATION, 520 MADISON AVENUE, 32ND FLOOR |                                      | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/30/2019                          |                                |   |   |               |   |  |   |
| (Street)<br>NEW YORK, NY 10022   |                                      | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |                                | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person    |   |               |   |  |   |
| (City) (State) (Zip)   |                                      | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |                                |   |   |               |   |  |   |
| 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)    |   |  |   |
| Common Stock   | 05/30/2019                           |   | A                              |   | 5,299<br>(1)  | A \$ 0<br>(2) | 82,897  | 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 |   |  |  |  |  |
|  |  |                                      |  |                                |   |   |     |  |                 |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Reilly John Patrick<br>C/O: CHIMERA INVESTMENT CORPORATION<br>520 MADISON AVENUE, 32ND FLOOR<br>NEW YORK, NY 10022 | X             |           |         |       |

## Signatures

|                                 |  |            |
|---------------------------------|--|------------|
| John P. Reilly                  |  | 06/03/2019 |
| **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 on the earlier of (1) the first anniversary of the grant (1) date, May 30, 2020, or (2) the date of the Company's next annual stockholder's meeting, 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. The reporting person has elected to defer the shares under the Company's Stock Deferral Plan until the earlier of (1) January 31, 2022 or (2) separation from service.

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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