

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

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 * <u>ValueAct Holdings, L.P.</u> (Last) (First) (Middle) <u>435 PACIFIC AVENUE, 4TH FLOOR</u> (Street) <u>SAN FRANCISCO CA 94133</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHIMERA INVESTMENT CORP [CIM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/13/2008</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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, par value \$.01 per share	11/13/2008		S		49,500	D	\$2.95	4,483,128	I	See Footnote ⁽¹⁾
Common Stock, par value \$.01 per share	11/14/2008		S		107,700	D	\$2.95	4,375,428	I	See Footnote ⁽¹⁾
Common Stock, par value \$.01 per share	11/17/2008		S		100,000	D	\$2.8	4,275,428	I	See Footnote ⁽¹⁾

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person * <u>ValueAct Holdings, L.P.</u> (Last) (First) (Middle) <u>435 PACIFIC AVENUE, 4TH FLOOR</u> (Street) <u>SAN FRANCISCO CA 94133</u> (City) (State) (Zip)

1. Name and Address of Reporting Person * <u>VA Partners III, LLC</u> (Last) (First) (Middle) <u>435 PACIFIC AVENUE, 4TH FLOOR</u> (Street) <u>SAN FRANCISCO CA 94133</u> (City) (State) (Zip)
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1. Name and Address of Reporting Person *		
ValueAct Capital Management, L.P.		
(Last)	(First)	(Middle)
435 PACIFIC AVENUE, 4TH FLOOR		
(Street)		
SAN FRANCISCO	CA	94133
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
ValueAct Capital Management, LLC		
(Last)	(First)	(Middle)
435 PACIFIC AVENUE, 4TH FLOOR		
(Street)		
SAN FRANCISCO	CA	94133
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
ValueAct Holdings GP, LLC		
(Last)	(First)	(Middle)
435 PACIFIC AVENUE, 4TH FLOOR		
(Street)		
SAN FRANCISCO	CA	94133
(City)	(State)	(Zip)

Explanation of Responses:

1. The reported stock is owned directly by ValueAct Capital Master Fund III, L.P. and may be deemed to be beneficially owned by (i) VA Partners III, LLC as General Partner of ValueAct Capital Master Fund III, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund III, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners III, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.

Remarks:

Joint Filer Information: Name: ValueAct Capital Master Fund III, L.P. Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: ValueAct Holdings, L.P. Issuer and Ticker: Chimera Investment Corporation (CIM) Date of Event Requiring Statement: 11/13/2008 Name: VA Partners III, LLC Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: ValueAct Holdings, L.P. Issuer and Ticker: Chimera Investment Corporation (CIM) Date of Event Requiring Statement: 11/13/2008 Name: ValueAct Capital Management, L.P. Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: ValueAct Holdings, L.P. Issuer and Ticker: Chimera Investment Corporation (CIM) Date of Event Requiring Statement: 11/13/2008 Name: ValueAct Capital Management, LLC Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: ValueAct Holdings, L.P. Issuer and Ticker: Chimera Investment Corporation (CIM) Date of Event Requiring Statement: 11/13/2008 Name: ValueAct Holdings GP, LLC Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: ValueAct Holdings, L.P. Issuer and Ticker: Chimera Investment Corporation (CIM) Date of Event Requiring Statement: 11/13/2008

[VALUEACT HOLDINGS, L.P.](#)
By: [VALUEACT HOLDINGS GP, LLC, its General Partner](#) 11/17/2008
By:/s/ [George F. Hamel, Jr.](#), Chief Operating Officer
[VALUEACT CAPITAL MASTER FUND III, L.P.](#), By: [VA PARTNERS III, LLC, its General Partner](#), By:/s/ [George F. Hamel, Jr.](#), Chief Operating Officer 11/17/2008
[VA PARTNERS III, LLC](#), By:/s/ [George F. Hamel, Jr.](#), Chief Operating Officer 11/17/2008
[VALUEACT CAPITAL MANAGEMENT, L.P.](#), By: [VALUEACT CAPITAL MANAGEMENT, LLC, its General Partner](#), By:/s/ [George F. Hamel, Jr.](#), Chief Operating Officer 11/17/2008
[VALUEACT CAPITAL MANAGEMENT, LLC](#), By:/s/ [George F. Hamel, Jr.](#), Chief Operating Officer 11/17/2008

VALUEACT HOLDINGS GP,
LLC, By:/s/ George F. Hamel, 11/17/2008
Jr., Chief Operating Officer

** 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.

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 Number.