

CHIMERA INVESTMENT CORP

Reported by
VA PARTNERS III, LLC

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 06/16/08 for the Period Ending 06/12/08

Address	520 MADISON AVENUE 32ND FLOOR NEW YORK, NY, 10022
Telephone	212-626-2300
CIK	0001409493
Symbol	CIM
Fiscal Year	12/31

INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
ValueAct Holdings, L.P.			6/12/2008		CHIMERA INVESTMENT CORP [CIM]		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
435 PACIFIC AVENUE, FOURTH FLOOR			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
SAN FRANCISCO, CA 94133					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.01 per share	3881028	I	See footnote (1)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

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: 06/12/2008

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: 06/12/2008

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: 06/12/2008

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: 06/12/2008

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: 06/12/2008

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ValueAct Holdings, L.P. 435 PACIFIC AVENUE, FOURTH FLOOR SAN FRANCISCO, CA 94133		X		
VA Partners III, LLC 435 PACIFIC AVENUE, FOURTH FLOOR SAN FRANCISCO, CA 94133		X		
ValueAct Capital Management, L.P. 435 PACIFIC AVENUE, FOURTH FLOOR SAN FRANCISCO, CA 94133		X		
ValueAct Capital Management, LLC 435 PACIFIC AVENUE, FOURTH FLOOR SAN FRANCISCO, CA 94133		X		
ValueAct Holdings GP, LLC 435 PACIFIC AVENUE, FOURTH FLOOR SAN FRANCISCO, CA 94133		X		

Signatures	
VALUEACT HOLDINGS, L.P., By: VALUEACT HOLDINGS GP, LLC, its General Partner, By:/s/ George F. Hamel. Jr., Chief Operating Officer	6/16/2008
--Signature of Reporting Person	Date
VALUEACT CAPITAL MASTER FUND III, L.P., By: VA PARTNERS III, LLC, its General Partner, By:/s/ George F. Hamel. Jr., Chief Operating Officer	6/16/2008
--Signature of Reporting Person	Date
VA PARTNERS III, LLC, By:/s/ George F. Hamel. Jr., Chief Operating Officer	6/16/2008
--Signature of Reporting Person	Date
VALUEACT CAPITAL MANAGEMENT, L.P., By: VALUEACT CAPITAL MANAGEMENT, LLC, its General Partner, By:/s/ George F. Hamel. Jr., Chief Operating Officer	6/16/2008
--Signature of Reporting Person	Date
VALUEACT CAPITAL MANAGEMENT, LLC, By:/s/ George F. Hamel. Jr., Chief Operating Officer	6/16/2008
--Signature of Reporting Person	Date
VALUEACT HOLDINGS GP, LLC, By:/s/ George F. Hamel. Jr., Chief Operating Officer	6/16/2008
--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 5(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.

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