#### CHIMERA INVESTMENT CORP

Form 4

February 21, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A COLLIGAN	2. Issuer Name <b>and</b> Ticker or Trading Symbol CHIMERA INVESTMENT CORP [CIM]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)  C/O: CHIM CORPORA AVENUE,	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2017					Director 10% OwnerX Officer (give title Other (specify below) Chief Financial Officer				
NEW YOR	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. 4. Securities Transaction(A) or Dispo Code (Instr. 3, 4 an (Instr. 8)			of (D)	5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/16/2017			A(1)	11,017 (2)	A	\$ 0 (3)	96,792 <u>(4)</u>	D	
Common Stock	02/16/2017			F	6,839 (5)	D	\$ 18.71	89,953	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Title	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amour	nt of	Derivative	1
	Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underl	lying	Security	5
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)	]
		Derivative				Securities			(Instr.	3 and 4)		(
		Security				Acquired						1
						(A) or						1
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
						Date	Expiration		or Namel			
							Exercisable	Date		Number		
					C 1 17	(A) (D)				of		
					Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address

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

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

### **Signatures**

/s/Robert 02/21/2017 Colligan

\*\*Signature of Date
Reporting Person

## **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 one-third per (1) 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.
- The reporting person elected to defer 50% of the share settlement of this award until the earlier of separation of service or 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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