

CHIMERA INVESTMENT CORP  
 Form 4  
 February 21, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LAMBIASE MATTHEW**

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  
 Officer (give title below)  Other (specify below)  
 CEO, President and Director

(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)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 02/16/2017                           |  | A <sup>(1)</sup>               | 29,378 <sup>(2)</sup> A \$ 0 <sup>(3)</sup>                       | 283,305 <sup>(4)</sup>  | D  |  |
| Common Stock                    | 02/16/2017                           |  | F                              | 4,055 <sup>(5)</sup> D \$ 18.71                                   | 279,250   | D  |  |
| Common Stock                    |                                      |  |                                |   | 37,600  | I  | By 401(k) Plan                             |

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 SEC 1474 (9-02)

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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 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 Owned Beneficially (Instr. 3 and 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 |
| LAMBIASE MATTHEW<br>C/O: CHIMERA INVESTMENT CORPORATION<br>520 MADISON AVENUE, 32ND FLOOR<br>NEW YORK, NY 10022 | X             |           | CEO,<br>President and<br>Director |       |

## Signatures

/s/ Matthew Lambiase 02/21/2017

\*\*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).
- 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.
  - (2) The reporting person elected to defer share settlement until separation of service.
  - (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 2016.

## Edgar Filing: CHIMERA INVESTMENT CORP - Form 4

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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