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CHIMERA INVESTMENT CORP
Form SC 13D/A
November 24, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES AND EXCHANGE ACT OF 1934
(Amendment No. 2) *

Chimera Investment Corp

(Name of Issuer)

Common Stock, par value of \$.01 per share

(Title of Class of Securities)

16934Q109

(CUSIP Number)

Peter C. Keefe
Avenir Corporation
1919 Pennsylvania Ave NW
4th Floor
Washington DC, 20006
(202) 659-4427

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 29, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

 CUSIP No. 16934Q109

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Avenir Corporation I.D. No. 54-1146619	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
		2,818,275
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		2,818,275
	10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	
	2,818,275	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	1.6%	
14	TYPE OF REPORTING PERSON*	
	IA	

 SCHEDULE 13D

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This Schedule 13D/A ("Schedule") is being filed on behalf of Avenir Corporation ("Avenir"), a Virginia corporation and amends the Schedule 13D filed on October 23, 2008 on behalf of Avenir. This Schedule relates to the common stock, par value \$0.01 per share, of Chimera Investment Corp, a Maryland corporation (the "Issuer"). Unless the context otherwise requires, references herein to "Securities" or "Shares" are to such common stock of the Issuer.

Item 3. Source and Amount of Funds or Other Consideration.

The Securities of the Issuer were primarily acquired on behalf of the investment advisory clients of Avenir under sole or shared discretionary authority granted Avenir. In addition, Avenir and/or its principal officers and employees purchased Shares in the Issuer for their personal accounts. The aggregate amount of funds used to purchase the Securities reported in this filing totaled approximately \$29,863,253. In addition, none of the proceeds used to purchase the Securities were expressly provided through borrowings, though certain accounts managed by Avenir may carry margin balances from time to time.

Item 5. Interest In Securities Of The Issuer

(a) The aggregate number and percentage of Securities to which this Schedule 13D relates is 2,818,275 shares of the common stock of the Issuer, constituting approximately 1.6% of the 177,170,098 shares outstanding.

(b) Avenir generally has the sole power to dispose of or to direct the disposition of the Securities held for discretionary accounts of its investment clients, and may be granted the sole power to vote or direct the vote of such Securities; such powers may be retained by or shared with the respective clients for shared or non-discretionary accounts, for which Avenir generally makes recommendations with respect thereto.

(c) All purchase or sale transactions in the Securities since the most recent filing of Schedule 13D are set forth on Schedule A.

(d) The investment advisory clients of Avenir have the sole right to receive and, subject to notice, to withdraw the proceeds from the sale of the Securities, and the sole power to direct the receipt of dividends from any of the Securities held for their respective accounts. Such clients may also terminate the investment advisory agreements without penalty upon appropriate notice.

(e) Following the Issuer's follow-on public offering of Common Stock of 110,000,000 shares on 10/24/2008 Avenir Corporation ceased to be the beneficial owner of five percent of the Issuer.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The powers of disposition with respect to Securities owned by discretionary private accounts of Avenir are established in written investment advisory agreements between clients and Avenir, which are entered into in the normal and usual course of the business of Avenir as a registered investment advisor and which are generally applicable to all securities purchased for the benefit of each such discretionary private account. There are no special or different agreements relating to the Securities of the Issuer.

The written investment advisory agreements with clients do not contain provisions relating to borrowing of funds to finance the acquisition of the Securities, acquisition of control, transfer of securities, joint ventures,

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or any of the other transactions listed in the instructions to Item 7 of Schedule 13D other than voting of proxies. In connection with voting, Avenir may be allowed or directed to vote the proxies received by accounts classified as "discretionary" or "shared" accounts; such authority is generally retained by the clients for accounts classified as "non-discretionary".

Item 7. Material to be Filed as an Exhibit

SCHEDULE 13D

CUSIP No. 16934Q109

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 24, 2008

Date

/s/ Peter C. Keefe

Signature

Peter C. Keefe, President

Name/Title

SCHEDULE 13D

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SCHEDULE A

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PURCHASE ("BY") AND SALE ("SL") TRANSACTIONS SINCE THE MOST RECENT FILING OF SCHEDULE 13D

All purchases and sales listed below were normal, open-market transactions.

Transaction Type	Date	Quantity	Total Price	Average Per Share
SL	10/27/2008	980	2,535.47	2.59
SL	10/29/2008	323204	838,612.67	2.59
SL	10/31/2008	4880	13,983.08	2.87
BY	10/31/2008	7100	20,597.45	2.90
BY	11/04/2008	32400	89,395.00	2.76
LO	11/04/2008	4800		
SL	11/05/2008	1710	5,042.63	2.95
BY	11/06/2008	4700	12,424.92	2.64
SL	11/07/2008	6000	16,396.06	2.73
BY	11/10/2008	8000	20,502.00	2.56
SL	11/11/2008	47690	127,129.89	2.67
BY	11/12/2008	21000	52,860.20	2.52
SL	11/12/2008	21700	54,442.46	2.51
BY	11/13/2008	48550	135,916.02	2.80
SL	11/13/2008	14350	37,243.57	2.60
BY	11/14/2008	103200	301,219.52	2.92
SL	11/14/2008	18220	52,717.79	2.89
BY	11/17/2008	25000	70,347.50	2.81
SL	11/17/2008	1350	3,356.86	2.49
BY	11/19/2008	9000	21,621.70	2.40
SL	11/19/2008	8500	19,669.73	2.31
LO	11/19/2008	950		
SL	11/20/2008	11000	22,730.27	2.07
SL	11/21/2008	10000	19,413.38	1.94