

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * NARDONE RANDAL A		2. Issuer Name and Ticker or Trading Symbol NEWCASTLE INVESTMENT CORP [NCT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Secretary</b>	
(Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS		3. Date of Earliest Transaction (Month/Day/Year) 07/11/2003			
(Street) NEW YORK, NY 10105		4. If Amendment, Date Original Filed (Month/Day/Year) 04/13/2007		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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 \$0.01 per share	04/11/2007		P		432,400	A	\$ 27.75 (1)	736,400	D	
Common Stock, par value \$0.01 per share								1,025,729	I	Fortress Operating Entity II (2)
Common Stock, par value \$0.01 per share								2,380	I	By Self as Custodian for Daughter

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 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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$ 20.35	07/11/2003		J(3)		26,680		07/11/2003(4)	07/11/2013	Common stock, par value \$0.01	26,680	\$ 0	26,680	I	Fortress Operating Entity I (5)
Stock Option (right to buy)	\$ 22.85	12/01/2003		J(3)		188,872		12/01/2003(4)	12/01/2013	Common stock, par value \$0.01	188,872	\$ 0	188,872	I	Fortress Operating Entity I (5)
Stock Option (right to buy)	\$ 26.3	01/09/2004		J(3)		202,950		01/09/2004(4)	01/09/2014	Common stock par value \$0.01	202,950	\$ 0	202,950	I	Fortress Operating Entity I (5)
Stock Option (right to buy)	\$ 31.4	11/22/2004		J(3)		99,937		11/22/2004(4)	11/22/2014	Common stock, par value \$0.01	99,937	\$ 0	99,937	I	Fortress Operating Entity I (5)
Stock Option (right to buy)	\$ 29.42	10/26/2006		J(6)		84,575		10/26/2006(4)	10/26/2016	Common stock, par value \$0.01	84,575	\$ 0	84,575	I	Fortress Operating Entity I (5)

Stock Option (right to buy)	\$ 31.3	01/01/2007		J(6)	120,395	01/01/2007(4)	01/01/2017	Common stock, par value \$0.01	120,395	\$ 0	120,395	I	Fortress Operating Entity I (5)
Stock Option (right to buy)	\$ 25.75	03/14/2007		J(6)(7)	212,175	05/19/2004(4)	05/19/2014	Common stock, par value \$0.01	212,175	\$ 0	212,175	I	Fortress Operating Entity I (5)
Stock Option (right to buy)	\$ 29.6	03/15/2007		J(6)(7)	194,590	01/06/2005(4)	01/06/2015	Common stock, par value \$0.01	194,590	\$ 0	194,590	I	Fortress Operating entity I (5)
Stock Option (right to buy)	\$ 27.75	04/11/2007		J(6)	456,000	04/11/2007(4)	04/11/2017	Common stock, par value \$0.01	456,000	\$ 0	456,000	I	Fortress Operating Entity I (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NARDONE RANDAL A 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105			Secretary	

## Signatures

/s/ Randal A. Nardone		04/13/2007
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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).
- (1) On April 11, 2007, Mr. Nardone purchased 432,400 shares of the issuer's common stock in connection with a public offering of common stock by the issuer directly from the underwriter at the public offering price.
  - (2) Mr. Nardone may be deemed to be the beneficial owner of these shares by virtue of his relationship to Fortress Operating Entity II ("FOE II," which was formerly known as Fortress Principal Investment Holdings LLC). However, Mr. Nardone disclaims beneficial ownership of any shares of common stock of the issuer held by FOE II except to the extent of his pecuniary interest therein. The acquisition of the options reported in this column has been previously reported on Form 4 and is re-provided for informational purposes. Accordingly, no new acquisition of options is reported in this column. Each of the reported options were automatically granted by the issuer to Fortress Operating Entity I ("FOE I," which was formerly known as Fortress Investment Holdings LLC)
  - (3) pursuant to the terms of the issuer's Nonqualified Stock Option and Incentive Award Plan. Initial option grant was for shares equal to 10% of the number of shares issued by the issuer in a common stock offering that settled on the date indicated in the "transaction date" column. Amount of shares listed represents the portion of shares retained by FOE I after taking into account all assignments. Shares were simultaneously assigned by FOE I to the reporting person, who assumed the options for no value.
  - (4) Options were fully vested on date of initial grant from the issuer to FOE I and became exercisable in thirty equal monthly installments beginning on the first of the month following the month in which the options were granted (indicated in the "date exercisable" column). Mr. Nardone may be deemed to be the beneficial owner of these shares of common stock by virtue of his relationship to Fortress Operating Entity I ("FOE I," which was formerly known as Fortress Investment Holdings LLC). Mr. Nardone disclaims beneficial ownership of any derivative securities (and the underlying shares of common stock) of the issuer held by FOE II except to the extent of his pecuniary interest therein.
  - (5) Each of the reported options were automatically granted by the issuer to FOE I pursuant to the terms of the issuer's Nonqualified Stock Option and Incentive Award Plan. Initial option grant was for shares equal to 10% of the number of shares issued by the issuer in a common stock offering that settled on the date indicated in the "transaction date" column.
  - (6) Represent the portion of options retained by FOE I after taking into account all assignments.
  - (7)

### Remarks:

This Amendment to Form 4 is being filed to reflect that the footnotes in the original Form 4 referenced Mr. Eden and should have referenced Mr. Nardone.

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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