

# FORM 4

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

OMB APPROVAL

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**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 * <b>EDENS WESLEY R</b>  (Last) (First) (Middle) <b>1345 AVENUE OF THE AMERICAS</b>  (Street) <b>NEW YORK, NY 10105</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>NEWCASTLE INVESTMENT CORP [NCT]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>12/14/2007</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  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
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**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		24	A	\$ 14.02	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		150	A	\$ 14.03	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		1,450	A	\$ 14.04	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		500	A	\$ 14.05	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		2,000	A	\$ 14.15	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		500	A	\$ 14.16	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		250	A	\$ 14.2	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>

Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		300	A	\$ 14.21	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		500	A	\$ 14.22	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		150	A	\$ 14.23	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		450	A	\$ 14.24	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		1,500	A	\$ 14.25	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		250	A	\$ 14.26	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		250	A	\$ 14.27	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		25	A	\$ 14.28	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		476	A	\$ 14.3	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		100	A	\$ 14.35	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		100	A	\$ 14.36	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLC <sup>(1)</sup> <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		350	A	\$ 14.39	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLP <sup>(1)</sup> <sup>(3)</sup>

Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		800	A	\$ 14.4	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLP <sup>(1) (3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		50	A	\$ 14.45	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLP <sup>(1) (3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		550	A	\$ 14.48	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLP <sup>(1) (3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		833.5	A	\$ 14.49	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLP <sup>(1) (3)</sup>
Common Stock, par value \$0.01 per share	12/14/2007		J <sup>(1)</sup>		2,125	A	\$ 14.5	17,800 <sup>(2)</sup>	I	Fortress Partners Securities, LLP <sup>(1) (3)</sup>

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

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SEC 1474 (9-02)

**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)				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					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDENS WESLEY R 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X			

## Signatures

/s/ Wesley R. Edens	12/18/2007
<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).

- Mr. Edens may be deemed to be the beneficial owner of these shares of common stock by virtue of his relationship to Fortress Operating Entity I LP ("FOE I", which was formerly known as Fortress Investment Holdings LLC) and Fortress Operating Entity II LP ("FOE II," which was formerly known as Fortress Principal Investment Holdings II LLC). However, Mr. Edens disclaims beneficial ownership of any shares of common stock of the issuer held by FOE I or FOE II except to the extent of his pecuniary interest therein.
- (1)
- (2) Reflects aggregate amount of shares purchased on December 14, 2007, which amounts are broken out by purchase price in Column 4 and the other Form 4s filed on behalf of the reporting person on December 18, 2007.
- Fortress Partners Fund LP is the sole managing member of Fortress Partners Securities LLC. Fortress Partners GP LLC is the general partner of Fortress Partners Fund LP. Fortress Partners Investment Holdings IV LLC is the sole managing member of Fortress Partners GP LLC. Fortress Partners Advisors LLC ("FPA") is the investment advisor of Fortress Partners Fund LP. FIG LLC is the sole managing member of FPA. FOE I is the sole managing member of FIG LLC and FPIH IV. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress Investment Group LLC ("FIG").
- (3)

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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