

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

| | | | | | | | | |
|--|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person RIIS KENNETH M | | | 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) _____ <p align="center">President</p> | | |
| (Last) (First) (Middle) C/O FORTRESS INVESTMENT GROUP LLC, 1251 AVENUE OF THE AMERICAS | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/03/2004 | | | | | |
| (Street) NEW YORK CITY, NY 10020 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 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) | | | 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 | 05/03/2004 | | X | | 35,000 | A | \$ 13 | 55,000 | 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 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 | Amount or Number of Shares |
| Option (Right to Buy) | \$ 13 | 05/03/2004 | | J | (1) | 122,500 | | 10/10/2002 | (2) | 10/10/2012 | Common Stock par value \$0.01 122,500 | \$ 0 | (1) | 122,500 | D | |
| Option (Right to Buy) | \$ 13 | 05/03/2004 | | X | | 35,000 | | 10/10/2002 | (2) | 10/10/2012 | Common Stock par value \$0.01 35,000 | \$ 0 | | 87,500 | D | |
| Option (Right to Buy) | \$ 20.35 | 05/03/2004 | | J | (1) | 80,500 | | 07/11/2003 | (2) | 07/11/2013 | Common Stock par value \$0.01 80,500 | \$ 0 | (1) | 80,500 | D | |
| Option (Right to Buy) | \$ 22.85 | 05/03/2004 | | J | (1) | 57,440 | | 12/01/2003 | (2) | 12/01/2013 | Common Stock par value \$0.01 57,440 | \$ 0 | (1) | 57,440 | D | |
| Option (Right to Buy) | \$ 26.3 | 05/03/2004 | | J | (1) | 57,750 | | 01/09/2004 | (2) | 01/09/2014 | Common Stock par value \$0.01 57,750 | \$ 0 | (1) | 57,750 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| RIIS KENNETH M C/O FORTRESS INVESTMENT GROUP LLC 1251 AVENUE OF THE AMERICAS NEW YORK CITY, NY 10020 | | | President | |

Signatures

| | |
|-------------------------------|------------|
| /s/ Kenneth Riis | 05/05/2004 |
| 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).

(1) Options assumed for no value; assigned to officer from Fortress Principal Investment Holdings LLC ("FPIH").

(2) Options were fully vested on date of their respective initial grant from the issuer to FPIH and become exercisable in thirty equal monthly installments beginning on the first of the month following the applicable month in which the Options were granted (indicated in the "date exercisable" column).

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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