

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

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

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 * EDENS WESLEY R			2. Issuer Name and Ticker or Trading Symbol NEWCASTLE INVESTMENT CORP [NCT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO & Chairman of the Board		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/20/2005					
(Street)			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	01/20/2005		X		387,450	A	\$ 13	387,450 ⁽¹⁾	I	B Fortress Investment Holdings LLC
Common Stock, par value \$0.01	01/20/2005		X		160,080	A	\$ 20.35	547,530 ⁽¹⁾	I	By Fortress Investment Holdings LLC
Common Stock, par value \$0.01								353,815	D	
Common Stock, par value \$0.01								355,109 ⁽²⁾	I	By Fortress Principal Investment Holdings II LLC
Series B Preferred Stock, par value \$0.01								1,096 ⁽³⁾	I	By Newcastle Investment Holdings LLC

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	01/20/2005		X		387,450		11/01/2002	10/19/2012	Common Stock, par value \$0.01	387,450	\$ 13	43,050 ⁽¹⁾	I	Fortress Investment Holdings LLC
Option (Right to Buy)	\$ 20.35	01/20/2005		X		160,080		08/01/2003	07/16/2013	Common Stock, par value \$0.01	160,080	\$ 20.35	106,720 ⁽¹⁾	I	By Fortress Investment Holdings LLC

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDENS WESLEY R	X		CEO & Chairman of the Board	

Signatures

/s/ Wesley R. Edens	01/20/2005
<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) Mr. Edens may be deemed to be the beneficial owner of these shares by virtue of his beneficial ownership of a portion of Fortress Investment Holdings LLC ("FIH"). Mr. Edens disclaims beneficial ownership of all shares of common stock of the Issuer and derivative securities therefore held by FIH except to the extent of his pecuniary interest therein.
- (2) Mr. Edens may be deemed to be the beneficial owner of shares of common stock of the issuer by virtue of his beneficial ownership of a portion of Fortress Principal Investment Holdings II LLC ("FPIH II"); Mr. Edens disclaims beneficial ownership of these shares held by FPIH II except to the extent of his pecuniary interest therein.
Mr. Edens may be deemed to be the beneficial owner of these shares by virtue of his beneficial ownership of a portion of FPIH II and his ownership interest in Newcastle Investment Holdings
- (3) LLC ("NIH"); FPIH II is the managing member and owns a portion of NIH. Mr. Edens disclaims beneficial ownership of shares of the Issuer held by NIH except to the extent of his pecuniary interest therein.

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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