FORM 4

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

OMB APPROVAL
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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).

(Print or Type Responses)

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

1. Name and Address of Reporting Person – EDENS WESLEY R			2. Issuer Name and Ticker or Trading Symbol NEWCASTLE INVESTMENT CORP [NCT]						Check all applicable) _X_ Director (Check all applicable) _X_ Director						
(Last)	(Last) (First) (Middle) 3. Date of Earliest 08/30/2005			Transaction (Month/Day/Year)				X Officer (give title below) Other (specify below) CEO & Chairman of the Board							
		(Street)		4. If Amendment	, Date Orig	inal	Filed(Mont	h/Day/Ye	ear)	_X_ Form fil	ual or Joint/Oled by One Repo	orting Person	1	pplicable I	Line)
(City))	(State)	(Zip)	Table I - Non-Derivative Securities Acq					nired, Disposed of, or Beneficially Owned						
1.Title of S (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	f Code (Instr. 8)		tion 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)		\ /	ip Indire Bene O) Own	ficial ership	
					Code	V	Amount	(A) or (D)	Price				or Indire (I) (Instr. 4)	l`	:. 4)
Common \$0.01	Stock, pa	r value	08/30/2005		P		4,550	A	\$ 29.08	358,365			D		
Common \$0.01	Stock, pa	r value								387,450			I		estment
Common \$0.01	Stock, pa	r value								547,530			I		estment dings
Common \$0.01	Stock, pa	r value								355,109			Ι	Inve Hole	ress cipal estment dings LC (2)
Series B value \$0.	Preferred S	Stock, par								1,096			I	Inve	veastle estment dings
Reminder:	Report on a s	separate line	for each class of secu	urities beneficially o	owned direc	Pe co	rsons wi	no res	form a	re not requ	ction of inf uired to res	spond ui	nless	SEC 147	74 (9-02)
			Table II -	Derivative Securi (e.g., puts, calls, w	ties Acqui	red,	Disposed	of, or l	Benefici	ally Owned					
Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transacti Date (Month/Day	Execution D any		5.	6. an (N	Date Exer ad Expirati Month/Day	cisable on Dat	e 7. e Ar Ur Se	Title and mount of inderlying curities astr. 3 and	8. Price of Derivative Security (Instr. 5)		ve Ownership of Ind Benef Owne Security: Direct (D) or Indirect ion(s) (I)		11. Nature of Indirect Beneficial Ownershij (Instr. 4)

		Code	v	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
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Reporting Owners

D (1 0 N /	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
EDENS WESLEY R									
	X		CEO & Chairman of the Board						

Signatures

/s/ W	esley R. Edens	09/06/2005
**Signatu	re 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).
- 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. (1) 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
- (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 of interest in Newcastle
- (3) Investment Holdings 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.