FORM	4
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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).

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

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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 Per MCFARLAND STUART A	2. Issuer Name and Ticker or Trading Symbol NEWCASTLE INVESTMENT CORP [NCT]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
(Last) (First) C/O NEWCASTLE INVESTM CORP., 1345 AVENUE OF TH AMERICAS, 46 FL	IENT	ddle) 3. Date of Earliest Transaction (Month/Day/Year) 06/07/2013						Officer (give title below)	Other (specify b	pelow)
(Street) NEW YORK, NY 10105	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person 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)		Execution Date, if	Code (Instr. 8)		4. Securi (A) or D (Instr. 3, Amount	4 and 5 (A) or	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership
Common Stock, par value \$0.01 per share	06/07/2013		А		9,025	А	\$ 0 (1)	47,283	D	

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

Persons who respond to the collection of information SEC 1474 (9-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)														
2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Conversion	Date	Execution Date, if	Transactio	on	Numb	ber	and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
Derivative									(Instr	: 3 and		Owned	Security:	(Instr. 4)
Security					Acqui	ired			4)			0	× /	
					· /							1		
					Dispo	sed						Transaction(s)	(I)	
					· · ·							(Instr. 4)	(Instr. 4)	
					·	· · · ·								
					4, and	l 5)								
										Amount				
							Dete	E						
							Date Exercised la	Expiration	Title	Number				
							Exercisable	Date		of				
			Code	V	(A)	(D)				Shares				
	or Exercise Price of Derivative	e Conversion Date or Exercise (Month/Day/Year) Price of Derivative	2. 3. Transaction 3A. Deemed Conversion Date (Month/Day/Year) any Price of Derivative	2. 3. Transaction or Exercise Price of Derivative Security 3. Transaction (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	2. 3. Transaction Date 3. Conversion or Exercise Price of Derivative Security 3. Transaction (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8)	2. 3. Transaction or Exercise Price of Derivative Security 2. 3. Transaction or Exercise Price of Derivative Security 2. 3. Transaction (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. 5. Transaction Code (Instr. 8) 2. (Month/Day/Year) 4. 5. Code (Instr. 8) 2. (Instr. 8) 2. (Instr. 8) 2. (Instr. 8) 2. (Instr. 4, and 2. (Instr. 4, and 2. (Instr. 4, a	2. 3. Transaction Date or Exercise Price of Derivative Security (Month/Day/Year) 3A. Deemed 4. 5. Transaction Number of Derivative Security (Month/Day/Year) 4. 5. Number of Date (Instr. 8) Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	2. 3. Transaction Date Conversion Date Price of Derivative Security 2. 3. Transaction Date Price of Derivative Security 3. Transaction Date, if any (Month/Day/Year) (Month/Day/Year) 3. Deemed 4. 5. 6. Date Exer and Expiration Code (Instr. 8) 5. 6. Date Exer and Expiration (Month/Day) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Date	2. 3. Transaction Date Conversion or Exercise Price of Derivative Security 2. 3. Transaction Othe Price of Derivative Security 3. Deemed any (Month/Day/Year) 4. Transaction Code (Instr. 8) 4. Transaction Code (Instr. 8) 5. 6. Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4, and 5) Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 4, and 5)	2. 3. Transaction or Exercise Price of Derivative Security 2. 3. Transaction or Exercise Price of Derivative Security 3. Deemed (Month/Day/Year) 3. Deemed any (Month/Day/Year) 4. 5. 6. Date Exercisable of Derivative Securites Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 5. 6. Date Exercisable and Expiration Date (Month/Day/Year) 4. Trither Acno Unde Securites Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 5. Conte Exercisable (Month/Day/Year) 4. Trither Acno Unde Securites Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 7. Tither Acno Unde Securites Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 7. Tither Acno Unde Securites Acquired (A) or Date Expiration Date	2. 3. Transaction or Exercise Price of Derivative Security 2. 3. Transaction or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. 6. Date Exercisable and Expiration Date (Month/Day/Year) 5. 6. Date (Month/Day/Year) 5. 7. 7. 7. 7. 7. 7. 7. 7. 7. 7. 7. 7. 7.	2. 3. Transaction Date Conversion Date Price of Derivative Security Security 2. Conversion Date Price of Derivative Security Security 3. Transaction Date, if any (Month/Day/Year) 4. Transaction Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 5. 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 7. Title and Amount of Underlying Securities (Instr. 3) 7. Title and Amount of Underlying Securities (Instr. 4) 7. Title and Amount of Underlying Securities (Instr. 5) 7. Title and Amount of Underlying Securities (Instr. 6) 7. Title and Amount of Underlying Securities (Instr. 6) 7. Title and Amount of Underlying Securities (Instr. 7) 7. Title and Amount of Underlying Securities (Instr. 7) 7. Title and Amount of Underlying Securities (Instr. 8) 7. Title and Am	2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and Expiration Date 7. Title and Amount of Underlying Securities 8. Price of Derivative Securities 9. Number of Derivative Securities Price of Derivative Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 8. Price of Derivative Securities 9. Number of Derivative Securities Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 9. Number of Derivative Securities Month/Day/Year) (Month/Day/Year) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 4) (Instr. 4)	2. Conversion Date Conversion Date (Month/Day/Year) 3.4. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. Transaction Date Exercisable of Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 4) (

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
MCFARLAND STUART A C/O NEWCASTLE INVESTMENT CORP. 1345 AVENUE OF THE AMERICAS, 46 FL NEW YORK, NY 10105	Х						

Signatures

/s/ Stuart A. McFarland	06/11/2013
**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) Shares were issued to director as compensation for services provided to the issuer in accordance with the issuer's Incentive Award Plan and the additional terms established by resolution of the Board of Directors. The applicable closing stock price was \$5.54 on June 6, 2013.

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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