

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).

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 FORTRESS PRINCIPAL INVESTMENT HOLDINGS LLC <small>(Last) (First) (Middle)</small> C/O FORTRESS INVESTMENT GROUP LLC, 1251 AVENUE OF THE AMERICAS <small>(Street)</small> NEW YORK CITY, NY 10020 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol NEWCASTLE INVESTMENT CORP [NCT] 3. Date of Earliest Transaction (Month/Day/Year) 12/01/2003 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" 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		

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	12/31/2003		J		495,080	D	11	2,255,109	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
Option (Right to Buy)	\$ 22.85	12/01/2003		J	(2)		328,227	12/01/2003	12/01/2013	Common Stock, par value \$0.01 per share	328,227	\$ 0	328,227	D	
Option (Right to Buy)	\$ 13	12/31/2003		J	(4)		1,750	10/10/2002	10/10/2012	Common Stock, par value \$0.01 per share	1,750	\$ 0 (4)	698,250	D	
Option (Right to Buy)	\$ 20.35	12/31/2003		J	(4)		1,150	07/11/2003	07/11/2013	Common Stock, par value \$0.01 per share	1,150	\$ 0 (4)	458,850	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORTRESS PRINCIPAL INVESTMENT HOLDINGS LLC C/O FORTRESS INVESTMENT GROUP LLC 1251 AVENUE OF THE AMERICAS NEW YORK CITY, NY 10020		X		

Signatures

Fortress Principal Investment Holdings LLC By: Randal A. Nardone, Secretary /s/ R. Nardone	05/05/2004
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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).

- Fortress Principal Investment Holdings II LLC ("FPIH II") is the successor in interest to Fortress Principal Holdings LLC ("FPIH"). FPIH II distributed 495,080 shares of common stock of the issuer
- (1) to one of its members in connection with this member's withdrawal as a member of FPIH; this distribution was directly in proportion to such member's pecuniary interest in FPIH's holdings of these options. This distribution did not effect any change in the pecuniary interests of any of FPIH II's remaining members in FPIH's options for shares of common stock of the issuer.
 - (2) Option grant to FPIH (Option for a number of shares equal to 10% of the number of shares issued in common stock offering). For ease of reference, the option grant to FPIH is being reported on the same form as the holdings of FPIH II.
 - (3) The option is fully vested on the date of grant and is exercisable in thirty equal installments beginning on January 1, 2004.
- FPIH distributed these options for common stock of the issuer to one of its members in connection with this member's withdrawal as a member of FPIH; this distribution was directly in proportion
- (4) to such member's pecuniary interest in FPIH's holdings of these options. This distribution did not effect any change in the pecuniary interests of any of FPIH II's remaining members in FPIH's options for shares of common stock of the issuer.

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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