

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 ASHLEY JONATHAN			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) _____ Chief Operating Officer		
(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, 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)	3A. 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		26,600	A	\$ 13	35,311	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)		42,000		10/10/2002(2)	10/10/2012	Common Stock par value \$0.01	42,000	\$ 0 (1)	42,000	D	
Option (Right to Buy)	\$ 13	05/03/2004		X		26,600		10/10/2002(2)	10/10/2012	Common Stock par value \$0.01	15,400	\$ 0	15,400	D	
Option (Right to Buy)	\$ 20.35	05/03/2004		j(1)		27,600		07/11/2003(2)	07/11/2013	Common Stock par value \$0.01	27,600	\$ 0 (1)	27,600	D	
Option (Right to Buy)	\$ 22.85	05/03/2004		j(1)		19,694		12/01/2003(2)	12/01/2013	Common Stock par value \$0.01	19,694	\$ 0 (1)	19,694	D	
Option (Right to Buy)	\$ 26.3	05/03/2004		j(1)		19,800		01/09/2004(2)	01/09/2014	Common Stock par value \$0.01	19,800	\$ 0 (1)	19,800	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASHLEY JONATHAN C/O FORTRESS INVESTMENT GROUP LLC 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020			Chief Operating Officer	

Signatures

/s/ Jonathan Ashley		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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