FORM 4	4
--------	---

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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

### 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		
1. Name and Address of Reporting Person <sup>*</sup> EDENS WESLEY R			2. Issuer Name <b>and</b> 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) (Middle) C/O FORTRESS INVESTMENT GROUP LLC, 1345 AVENUE OF THE AMERICAS, 46TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 09/22/2011					Officer (give title below)	Other (specif	y below)	
(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)	Т	able I - No	on-D	erivative Se	ecuritie	es Acqu	lired, Disposed of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Execution Date, if Code (A) or Disposed of (		of (D)	5. Amount of Securities 6. 7. Nature   Beneficially Owned Following Ownership Indirect   Reported Transaction(s) Form: Beneficial   (Instr. 3 and 4) Direct (D) Ownership					
			· · · · ·	Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock, par v \$0.01 per share	value	09/22/2011		Р		790,000	А	\$ 4.55	1,480,765	D	
Common Stock, par v \$0.01 per share	value								100,000	Ι	Chinook Charitable Trust
Common Stock, par v \$0.01 per share	value								100,000	Ι	Hoofbeat Charitable Trust
Common Stock, par v \$0.01 per share	value								1,025,729	I	Fortress Operating Entity I LP <sup>(1)</sup>
Common Stock, par v \$0.01 per share	value								134,800	Ι	Fortress Partners Securities LLC (2)
Common Stock, par v \$0.01 per share	value								56,800	I	Fortress Partners Offshore Securities LLC (3)

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

SEC 1474 (9-02)

Persons who respond to the collection of information 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)

1. Title of	2.	3. Transaction	3A. Deemed	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	Number	and Expiration Date	Amount of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	of	(Month/Day/Year)	Underlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		Securities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				Securities		(Instr. 3 and		Owned	Security:	(Instr. 4)
	Security				Acquired		4)		Following	Direct (D)	
					(A) or				Reported	or Indirect	
					Disposed				Transaction(s)	(I)	
					of (D)				(Instr. 4)	(Instr. 4)	
					(Instr. 3,						
					4, and 5)						

	Code V (A) (D)	Date Expiration Date Expiration Title Amoun or Number of Shares	
--	----------------	---	--

### **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
EDENS WESLEY R C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	Х						

## Signatures

/s/ Wesley R. Edens	09/26/2011
**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) Mr. Edens may be deemed a beneficial owner of the shares held directly by Fortress Operating Entity I L.P. ("FOE I") only to the extent of his pecuniary interest in FOE I, which arises from his ownership interest in Fortress Investment Group LLC ("Fortress") and FOE I. Mr. Edens otherwise disclaims beneficial ownership in these shares.
- (2) Mr. Edens may be deemed a beneficial owner of the shares held directly by Fortress Partners Securities LLC ("FPS") only to the extent of his pecuniary interest in FPS, which arises from his ownership interest in Fortress and FOE I. Mr. Edens otherwise disclaims beneficial ownership in these shares.
- (3) Mr. Edens may be deemed a beneficial owner of the shares held directly by Fortress Partners Offshore Securities LLC ("FPOS") only to the extent of his pecuniary interest in FPOS, which arises from his ownership interest in Fortress and FOE I. Mr. Edens otherwise disclaims beneficial ownership in these shares.

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.