FORM 4

(Print or Type Responses)

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

OMB APPROVAL
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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

NARDONE RANDAL A					2. Issuer Name and Ticker or Trading Symbol NEWCASTLE INVESTMENT CORP [NCT]						(Check all applicable) Director 10% Owner					
(Last) (First) (Middle) C/O FORTRESS INVESTMENT GROUP LLC, 1345 AVENUE OF THE AMERICAS, 46TH FLOOR			09/	3. Date of Earliest Transaction (Month/Day/Year) 09/22/2011						X_Officer (give title below) Other (specify below) Secretary				w)		
				4. It	4. If Amendment, Date Original Filed(Month/Day/Year)						_X_ Form fil	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
NEW YC		(State)	(Zip)		7	Cable I No	D	Naudrodina C		: .	uiuad Dian	and of au l	Damafiaia	Iller Over	d	
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)		Execu ar) any	eemed	3. Transaction Code		4. Securities Acquire			5. Amount Beneficiall	t of Securities ly Owned Following Transaction(s) and 4)		6.	7. Na Indir Bene (D) Own	eficial ership		
						Code	V	Amount	(A) or (D)	Price				(I) (Instr. 4)	`	r. 4)
Common \$0.01 per	Stock, par r share	r value	09/22/2011			P		219,780	A	\$ 4.55	633,980			D		
Common \$0.01 per	Stock, par share	r value									2,380			I	Cus for	Self as todian
Common \$0.01 per	Stock, par share	r value									5,000			Ι	О	Flying ndation
Common \$0.01 per	Stock, par share	r value									1,025,729	9		Ι	Ope	erating ity I LP
Common Stock, par value \$0.01 per share										134,800			Ι	Part	tress eners urities	
Common Stock, par value \$0.01 per share									56,800			I	Part Offs	tress mers shore urities C (3)		
Reminder:	Report on a s	separate line	e for each class of	securities	beneficially o	owned direc	Pe	ersons who	o resp this t	form a	o the collect re not requ ently valid	uired to res	spond u	nless	SEC 14	74 (9-02)
			Table		vative Securi puts, calls, v			-	-		•					
Security	itle of 2. 3. Transaction 3A. Deemed 4. Execution Date, if Transaction or Exercise (Month/Day/Year) any		Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ar (N	and Expiration Date (Month/Day/Year) Am Und Sec			Title and mount of aderlying curities astr. 3 and	8. Price of Derivative Security (Instr. 5)		es ially ng d tion(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		

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

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
NARDONE RANDAL A C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105			Secretary				

Signatures

/s/ Randal A. Nardone	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).
- Mr. Nardone 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. Nardone otherwise disclaims beneficial ownership in these shares.
- Mr. Nardone 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. Nardone otherwise disclaims beneficial ownership in these shares.
- (3) Mr. Nardone 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. Nardone 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.