FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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 Ty	pe Response	s)												
1. Name and Address of Reporting Person * 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						
1345 AV	/	(First) THE AME	(Middle) RICAS, 46 FL	3. Date of Earliest Transaction (Month/Day/Year) 06/26/2015				Office	er (give title belo	w)	Other (specify b	elow)		
(Street)			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						
NEW YO	ORK, NY	(State)	(Zip)	т	able I - No	n_Der	ivative !	Securities	Acqui	ired Disn	osed of or I	Reneficially (Dwned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D (Instr. 3, 4 and 5)		uired of (D)	Beneficially Owned Following Reported Transaction(s)		es ollowing (s)	6. Ownership Form:	Beneficial	
				(Month/Day/Year	Code	V	Amour	(A) or (D)	Price	(Instr. 3 a	nd 4)			Ownership (Instr. 4)
Common \$0.01 per	Stock, pa r share	r value	06/26/2015		A		10,82		\$ 0 (1)	19,545			D	
Kellinder.	report on a s	separate fine fo		Derivative Securit	ies Acquir	Pers cont the f	ons whained in orm dis	no respor n this for splays a o	m are curre eficial	not requesting ntly valid	OMB conf	ormation pond unlear rol number	ss	1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/	3A. Deemed Execution Da any	e.g., puts, calls, was 4. te, if Transaction Code Year) (Instr. 8)	5.	6. Da and I (Mor	ate Exer Expiration	cisable on Date	7. Ta	itle and ount of erlying urities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	Ownersh Form of	

Reporting Owners

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
MCFARLAND STUART A 1345 AVENUE OF THE AMERICAS, 46 FL NEW YORK, NY 10105	X				

Signatures

/s/ Stuart A. McFarland	06/30/2015
**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 \$4.62 on June 26, 2015.

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.