

# FORM 4

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Watterson Sarah			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) _____ <b>CEO &amp; President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/22/2016					
1345 AVENUE OF THE AMERICAS, 45 FL								
(Street)			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		
NEW YORK, NY 10105								
(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)	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 per share	11/22/2016		M		10,725	A	\$ 2.32	17,660	D	
Common Stock, par value \$0.01 per share	11/22/2016		M		4,290	A	\$ 2.95	21,950	D	
Common Stock, par value \$0.01 per share	11/22/2016		M		7,507	A	\$ 3.23	29,457	D	
Common Stock, par value \$0.01 per share	11/22/2016		M		10,809	A	\$ 3.57	40,266	D	
Common Stock, par value \$0.01 per share	11/22/2016		F(1)		22,060	D	\$ 4.55	18,206	D	

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

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. SEC 1474 (9-02)

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 2.32	11/22/2016		M		10,725	(2)	12/31/2016	Common Stock, par value \$0.01 per share	10,725	\$ 0	0	D	
Stock Option (right to buy)	\$ 2.95	11/22/2016		M		4,290	(2)	12/31/2016	Common Stock, par value \$0.01 per share	4,290	\$ 0	0	D	
Stock Option (right to buy)	\$ 3.23	11/22/2016		M		7,507	(2)	12/31/2016	Common Stock, par value \$0.01 per share	7,507	\$ 0	0	D	

Stock Option (right to buy)	\$ 3.57	11/22/2016		M			10,809	(2)	12/31/2016	Common Stock, par value \$0.01 per share	10,809	\$ 0	0	D
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Watterson Sarah 1345 AVENUE OF THE AMERICAS, 45 FL NEW YORK, NY 10105			CEO & President	

## Signatures

/s/ Cameron D. MacDougall, as Attorney-in-Fact		11/23/2016
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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) No shares were sold. Reflects deemed surrender of shares to satisfy the exercise price due upon exercise of the associated options.
- (2) Options were fully vested and exercisable on or before September 26, 2016.

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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