

SeaCube Container Leasing Ltd.
Form 4
November 04, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fortress Investment Group LLC

2. Issuer Name and Ticker or Trading Symbol
SeaCube Container Leasing Ltd.
[BOX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1345 AVENUE OF THE AMERICAS
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2010

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10105

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)	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 Shares, par value \$0.01 per share	11/02/2010		S		7,475,000	D	\$ 10 8,525,000

By
Seacastle Operating Company Ltd. (1) (2) (3) (4)

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

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SEC 1474 (9-02)

number.

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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
FIG Corp. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
FIG LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
Seacastle Inc. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
Seacastle Operating Co Ltd. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
Fortress Investment Fund III LP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
		X		

Fortress Investment Fund IV (Fund A) L.P.
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

Fortress Investment Fund IV (Fund D) L.P.
1345 AVENUE OF THE AMERICAS X
NEW YORK, NY 10105

FORTRESS FUND III GP LLC
1345 AVENUE OF THE AMERICAS X
NEW YORK, NY 10105

Signatures

/s/ David N. Brooks, Secretary of Fortress Investment Group LLC	11/04/2010
__Signature of Reporting Person	Date
/s/ David N. Brooks, Secretary of FIG Corp.	11/04/2010
__Signature of Reporting Person	Date
/s/ David N. Brooks, Secretary of FIG LLC	11/04/2010
__Signature of Reporting Person	Date
/s/ David N. Brooks, Secretary of Fortress Operating Entity I LP	11/04/2010
__Signature of Reporting Person	Date
/s/ Chris Annese, as Authorized Signatory of Seacastle Inc.	11/04/2010
__Signature of Reporting Person	Date
/s/ Chris Annese, as Authorized Signatory of Seacastle Operating Company Ltd.	11/04/2010
__Signature of Reporting Person	Date
By: Fortress Fund III GP LLC, its General Partner, By: /s/ David N. Brooks, Secretary of Fortress Fund III GP LLC	11/04/2010
__Signature of Reporting Person	Date
By: Fortress Fund IV GP L.P., its General Partner, By: Fortress Fund IV GP Holdings Ltd., its General Partner, By: /s/ David N. Brooks, Secretary of Fortress Fund IV GP Holdings Ltd.	11/04/2010
__Signature of Reporting Person	Date
By: Fortress Fund IV GP L.P., its General Partner, By: Fortress Fund IV GP Holdings Ltd., its General Partner, By: /s/ David N. Brooks, Secretary of Fortress Fund IV GP Holdings Ltd.	11/04/2010
__Signature of Reporting Person	Date
/s/ David N. Brooks, Secretary of Fortress Fund III GP LLC	11/04/2010
__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) Seacastle Operating Company Ltd. is wholly owned by Seacastle Inc. Seacastle Inc. is wholly owned by Fortress Investment Fund III LP, Fortress Investment Fund III (Fund B) LP, Fortress Investment Fund III (Fund C) LP, Fortress Investment Fund III (Fund D) L.P., Fortress Investment Fund III (Fund E) L.P., Fortress Investment Fund III (Coinvestment Fund A) LP, Fortress Investment Fund III (Coinvestment Fund B) LP, Fortress Investment Fund III (Coinvestment Fund C) LP and Fortress Investment Fund III (Coinvestment Fund D) L.P. (collectively, the "Fund III Funds"), Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P. and certain members of Seacastle Inc.'s management. (Continued in Footnote 2)

(2) (Continued from Footnote 1) Fortress Fund III GP LLC is the general partner of each of the Fund III Funds. The sole managing member of Fortress Fund III GP LLC is Fortress Investment Fund GP (Holdings) LLC. The sole managing member of Fortress Investment Fund GP (Holdings) LLC is Fortress Operating Entity I LP ("FOE I"). Fortress Fund IV GP L.P. is the general partner of each of Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., (Continued in Footnote 3)

(3) (Continued from Footnote 2) Fortress Investment Fund IV (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., Fortress Investment Fund IV (Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P. and Fortress Investment Fund IV (Coinvestment Fund G) L.P. (collectively, the "Fund IV Funds"). Fortress Fund IV GP Holdings Ltd. is the general partner of Fortress Fund IV GP L.P. Fortress Fund IV GP Holdings Ltd. is wholly owned by FOE I. FIG Corp. is the general partner of FOE I. FIG Corp. is wholly owned by Fortress Investment Group LLC. (Continued in Footnote 4)

(4) (Continued from Footnote 3) Each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise.

Remarks:

Form 1 of 2:

The Form is the first of two being filed by Fortress Investment Group. Two Forms are being filed as there are more than ten j

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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