



BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-----	6	SHARED VOTING POWER -0-
	-----	7	SOLE DISPOSITIVE POWER 4,818,131
	-----	8	SHARED DISPOSITIVE POWER -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,818,131

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.61%

12 TYPE OF REPORTING PERSON\*

Fred Alger Management, Inc.	IA
Fred M. Alger III	HC

\*SEE INSTRUCTION BEFORE FILLING OUT!

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ITEM 1(A). NAME OF ISSUER:  
Castle Convertible Fund Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
10000 Richmond Ave  
Houston, TX 77042-4200

ITEM 2(A). NAME OF PERSON FILING:  
1. Fred Alger Management, Inc.  
2. Fred M. Alger III

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR IF NONE, RESIDENCE:  
1. 111 Fifth Avenue, New York, NY 10003  
2. 111 Fifth Avenue, New York, NY 10003

ITEM 2(C). CITIZENSHIP:  
1. New York  
2. St. Kitts

ITEM 2(D). TITLE OF CLASS OF SECURITIES:  
Common Stock

ITEM 2(E). CUSIP NUMBER:  
637071101

ITEM 3. THE PERSON FILING IS A:

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ITEM 4(A). AMOUNT BENEFICIALLY OWNED:  
4,818,131

ITEM 4(B). PERCENT OF CLASS:  
5.61%

ITEM 4(C). NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

- (1) sole power to vote or to direct the vote  
4,818,131
- (ii) shared power to vote or to direct the vote  
-0-
- (iii) sole power to dispose or to direct the disposition of  
4,818,131
- (iv) shared power to dispose or to direct the disposition of  
-0-

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

n/a

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITIES BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

n/a

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Fred Alger Management, Inc.	IA
Fred M. Alger III	HC

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of, and do not have the effect of, changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ Frederick A. Blum

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Frederick A. Blum,  
Executive Vice President

DATE: February 11, 2005

By: /s/ Frederick A. Blum

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Frederick A. Blum,  
Attorney-in-Fact

DATE: February 11, 2005