

LICHTENSTEIN MORRIS
Form 4
July 05, 2005

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

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, 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 *
LICHTENSTEIN MORRIS

(Last) (First) (Middle)
C/O IDT CORPORATION, 520
BROAD STREET
(Street)

NEWARK, NJ 07102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IDT CORP [IDT/IDT.C]

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP of Business Development

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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	(D)	Price
Class B Common Stock, par value \$.01 per share					1,013 ⁽¹⁾	I	By 401(k) Plan
Class B Common Stock, par value \$.01 per share	03/31/2005		F		23,175	D	\$ 14.86
Class B Common Stock	06/21/2005		A		100,000 ⁽³⁾	A	\$ 0 ⁽⁴⁾
					301,255 ⁽⁵⁾	D	

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Stock, par value \$.01 per share

Class B Common

Stock, par value \$.01 per share 06/30/2005 F 27,275 D \$ 13.03 273,980 ⁽⁶⁾ D

Class B Common

Stock, par value \$.01 per share 07/01/2005 J⁽⁷⁾ 1,546 A \$ 11.186 275,526 ⁽⁸⁾ D

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

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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 (Instr. 6)
				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
LICHTENSTEIN MORRIS C/O IDT CORPORATION 520 BROAD STREET NEWARK, NJ 07102			EVP of Business Development	

Signatures

Joyce J. Mason, by Power of
Attorney

07/05/2005

__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) As of June 30, 2005.
 - (2) Includes 200,139 shares of Restricted Stock, of which 32,361 are vested and 1,116 shares of stock purchased through the Issuer's Employee Stock Purchase Plan.
 - (3) Shares of Restricted Stock that become exercisable as follows: 50,000 shares on 3/31/2006 and 50,000 shares on 6/30/2006.
 - (4) Grant of Restricted Stock.
 - (5) Includes 300,139 shares of Restricted Stock, of which 32,361 are vested and 1,116 shares of stock purchased through the Issuer's Employee Stock Purchase Plan.
 - (6) Includes 272,864 shares of Restricted Stock, of which 55,086 are vested and 1,116 shares of stock purchased through the Issuer's Employee Stock Purchase Plan.
 - (7) Purchased through Issuer's Employee Stock Purchase Plan.
 - (8) Includes 272,864 shares of Restricted Stock, of which 55,806 are vested and 2,662 shares of stock purchased through the Issuer's Employee Stock Purchase Plan.

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.