

GREENSTEIN IRA A
Form 4/A
May 25, 2006

FORM 4

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

OMB APPROVAL

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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, 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 *
GREENSTEIN IRA A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2006

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

(Street)
NEWARK, NJ 07102

4. If Amendment, Date Original Filed (Month/Day/Year)
05/24/2006

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
Class B Common Stock, par value \$.01 per share				(A) or (D) Price	1,485 ⁽¹⁾	I	By 401(k) Plan
Class B Common Stock, par value \$.01 per share				(A) or (D) Price	46,477 ⁽²⁾	D	

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 14.95	05/22/2006		D	17,500	07/01/2003 01/02/2013	Class B Common Stock 17,500
Employee Stock Option (right to buy)	\$ 14.95	05/22/2006		D	17,500	01/01/2004 01/02/2013	Class B Common Stock 17,500
Employee Stock Option (right to buy)	\$ 14.95	05/22/2006		D	17,500	07/01/2004 01/02/2013	Class B Common Stock 17,500
Employee Stock Option (right to buy)	\$ 14.95	05/22/2006		D	17,500	01/01/2005 01/02/2013	Class B Common Stock 17,500
Employee Stock Option (right to buy)	\$ 14.95	05/22/2006		D	30,000	01/24/2005 01/02/2013	Class B Common Stock 30,000
Employee Stock Option (right to buy)	\$ 14.45	05/22/2006		D	35,000	10/01/2003 09/05/2012	Class B Common Stock 35,000

buy)

Employee
Stock

Option \$ 14.45 05/22/2006
(right to
buy)

D 35,000 10/01/2004 09/05/2012

Class B
Common Stock 35,000

Employee
Stock

Option \$ 14.45 05/22/2006
(right to
buy)

D 30,000 01/24/2005 09/05/2012

Class B
Common Stock 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENSTEIN IRA A C/O IDT CORPORATION 520 BROAD STREET NEWARK, NJ 07102	X		President	

Signatures

Joyce J. Mason, by Power of
Attorney

05/25/2006

**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 April 28, 2006.
 - (2) Shares of Restricted Stock, of which 17,588 are vested.
The option was canceled pursuant to a Tender Offer by IDT Corporation and accepted by the reporting person. The reporting person
 - (3) received \$2.00 per underlying share per option, equaling an aggregate amount of \$400,000, as consideration for the cancellation of all options reflected in this Form 4.

Remarks:

The above options transactions are in addition to the transactions reported on the Form 4 filed by the reporting person on May

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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