

JONAS HOWARD S
Form 4
June 22, 2011

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, 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 *
JONAS HOWARD S

(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]

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2011

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)
CEO and Chairman of the Board

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 or (D) Price		
Class B Common Stock	06/20/2011		D		302,000 (4) \$ 24.83	D	
Class B Common Stock	06/21/2011		J		6,523 (5) \$ 0	I	By J.F.L.P.
Class B Common Stock	06/21/2011		J		6,523 (5) \$ 0	D	
Class B Common					633,563	I	By Howard S. &

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Stock				Deborah Jonas Foundation
Class B Common Stock	275,047	I		By The Jonas Foundation
Class B Common Stock	1,455 ⁽²⁾	I		By 401(k) Plan
Class B Common Stock	121,090	I		By Trust FBO Joseph Jonas ⁽³⁾
Class B Common Stock	121,090	I		By Trust FBO Tamar Jonas ⁽³⁾
Class B Common Stock	121,090	I		By Trust FBO Rachel Jonas ⁽³⁾
Class B Common Stock	121,090	I		By Trust FBO Leora Jonas ⁽³⁾
Class B Common Stock	121,090	I		By Trust FBO David Jonas ⁽³⁾
Class B Common Stock	121,090	I		By Trust FBO Michael Jonas ⁽³⁾
Class B Common Stock	121,090	I		By Trust FBO Samuel Jonas ⁽³⁾
Class B Common Stock	121,090	I		By Trust FBO Jonathan Jonas ⁽³⁾
Class B Common Stock	76,369	I		By Trust FBO Miriam Jonas ⁽³⁾
Class B Common Stock	1,556	I		Custodial for Son (Jonathan)
	1,556	I		

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Class B Common Stock								Custodial for Daughter (Rachel)
Class B Common Stock						1,556	I	Custodial for Son (Joseph)
Class B Common Stock						1,556	I	Custodial for Daughter (Tamar)
Class B Common Stock						1,556	I	Custodial for Daughter (Miriam)
Class A Common Stock	06/21/2011	J	6,523 ⁽⁵⁾	D	\$ 0	0	I	By J.F.L.P.
Class A Common Stock	06/21/2011	J	6,523 ⁽⁵⁾	A	\$ 0	1,476,229	D	
Class A Common Stock						98,097	I	By Howard S. Jonas 2009 Annuity Trust I
Class B Common Stock						388,716	I	By Howard S. Jonas 2009 Annuity Trust I
Class B Common Stock						1,309,284	I	By Howard S. Jonas 2009 Annuity Trust II

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)**

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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. Nu...
				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
JONAS HOWARD S C/O IDT CORPORATION 520 BROAD STREET NEWARK, NJ 07102	X	X	CEO and Chairman of the Board	

Signatures

Joyce J. Mason, by Power of Attorney
 06/22/2011

***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) Includes a grant of 1,176,427 restricted shares of Class B Common Stock that vests as follows: 568,181 shares on January 15, 2012 and 608,246 shares on December 31, 2013, as well as a grant of 883,333 restricted shares, which were converted from Common Stock to Class B Common Stock on April 2, 2011, all of which vest on December 31, 2013.
- (2) As of May 31, 2011.
- (3) These shares are held in trust for the benefit of the Reporting Person's children. The Reporting Person's spouse is the trustee of the trust. Mr. Jonas does not exercise or share investment control of these shares.
- (4) The Reporting Person sold this Class B Common Stock to the Company.
- (5) The Reporting Person transferred these shares from the Jonas Family Limited Partnership, of which the Reporting Person is the sole general partner and of which the Reporting Person and his wife are the sole limited partners, to his own direct holdings.

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.