

MASON JOYCE J
Form 4
January 05, 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 *
MASON JOYCE J

(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)
12/13/2005

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)
SVP and Secretary

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class B Common Stock, par value \$.01 per share	12/13/2005		G	V	1,860	A	\$ 0 7,455	I	By Self for Son
Class B Common Stock, par value \$.01 per share	12/13/2005		G	V	1,860	A	\$ 0 7,855	I	By Self for Daughter
Class B Common							1,715 ⁽¹⁾	I	By 401(k) Plan

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Stock, par value \$.01 per share										
Common Stock, par value \$.01 per share							10,380	D		
Common Stock, par value \$.01 per share							1,380	I	By Self for Son	
Common Stock, par value \$.01 per share							1,380	I	By Self for Daughter	
Common Stock, par value \$.01 per share							1,880	I	By Self for Husband	
Class B Common Stock, par value \$.01 per share	12/13/2005	G	V	1,860	A	\$ 0	8,955	I	By Self for Husband	
Class B Common Stock, par value \$.01 per share	12/13/2005	G	V	1,860	A	\$ 0	42,883 ⁽²⁾	D		
Class B Common Stock, par value \$.01 per share	01/03/2006	<u>J⁽³⁾</u>		281	A	\$ 9.945	43,164 ⁽⁴⁾	D		
Class B Common Stock, par value \$.01 per share	01/03/2006	F		1,816	D	\$ 11.73	41,348 ⁽⁵⁾	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Owned Following Transaction (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
MASON JOYCE J C/O IDT CORPORATION 520 BROAD STREET NEWARK, NJ 07102	X		SVP and Secretary	

Signatures

Joyce J. Mason 01/05/2006
 __Signature of Date
 Reporting Person

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 December 30, 2005.
- (2) Includes 24,849 shares of Restricted Stock, of which 2,629 are vested, and 579 shares of stock purchased through the Issuer's Employee Stock Purchase Plan.
- (3) Purchased through the Issuer's Employee Stock Purchase Plan.
- (4) Includes 24,849 shares of Restricted Stock, of which 2,629 are vested, and 860 shares of stock purchased through the Issuer's Employee Stock Purchase Plan.
- (5) Includes 23,033 shares of Restricted Stock, of which 5,257 are vested, and 860 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.