

JONAS HOWARD S  
 Form 4  
 July 17, 2012

**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 \*  
**JONAS HOWARD S**

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

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)  
**07/02/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO and Chairman of the Board**

(Street)  
**NEWARK, NJ 07102**

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class B Common Stock            |                                      |  |                                | (A) or (D)  | 2,047,230 <sup>(1)</sup>  | D  |   |
| Class B Common Stock            | 07/02/2012                           |  | J V                            | 254 <sup>(2)</sup> A  | \$ 9.81 1,902   | I  | By 401(k) Plan  |
| Class B Common Stock            |                                      |  |                                |   | 121,090   | I  | By Trust FBO Joseph Jonas <sup>(3)</sup>              |
| Class B Common Stock            |                                      |  |                                |   | 121,090   | I  | By Trust FBO Tamar                                    |

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|                            |         |   |   |
|----------------------------|---------|---|---|
| Stock                      |         |   | Jonas <sup>(3)</sup>                                |
| Class B<br>Common<br>Stock | 121,090 | I | By Trust<br>FBO Rachel<br>Jonas <sup>(3)</sup>      |
| Class B<br>Common<br>Stock | 121,090 | I | By Trust<br>FBO Leora<br>Jonas <sup>(3)</sup>       |
| Class B<br>Common<br>Stock | 121,090 | I | By Trust<br>FBO David<br>Jonas <sup>(3)</sup>       |
| Class B<br>Common<br>Stock | 121,090 | I | By Trust<br>FBO<br>Michael<br>Jonas <sup>(3)</sup>  |
| Class B<br>Common<br>Stock | 121,090 | I | By Trust<br>FBO<br>Samuel<br>Jonas <sup>(3)</sup>   |
| Class B<br>Common<br>Stock | 121,090 | I | By Trust<br>FBO<br>Jonathan<br>Jonas <sup>(3)</sup> |
| Class B<br>Common<br>Stock | 76,369  | I | By Trust<br>FBO<br>Miriam<br>Jonas <sup>(3)</sup>   |
| Class B<br>Common<br>Stock | 1,556   | I | Custodial<br>for Son<br>(Joseph)                    |
| Class B<br>Common<br>Stock | 1,556   | I | Custodial<br>for<br>Daughter<br>(Rachel)            |
| Class B<br>Common<br>Stock | 1,556   | I | Custodial<br>for<br>Daughter<br>(Tamar)             |
| Class B<br>Common<br>Stock | 1,556   | I | Custodial<br>for<br>Daughter<br>(Miriam)            |
| Class B<br>Common<br>Stock | 1,556   | I | Custodial<br>for Son<br>(Jonathan)                  |

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|                            |           |   |  |
|----------------------------|-----------|---|--|
| Class A<br>Common<br>Stock | 1,476,229 | D |  |
| Class A<br>Common<br>Stock | 98,097    | I | By Howard<br>S. Jonas<br>2009<br>Annuity<br>Trust I  |
| Class B<br>Common<br>Stock | 388,716   | I | By Howard<br>S. Jonas<br>2009<br>Annuity<br>Trust I  |
| Class B<br>Common<br>Stock | 1,309,284 | I | By Howard<br>S. Jonas<br>2009<br>Annuity<br>Trust II |

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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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)   |

## 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

07/17/2012

\_\_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).

- Includes a grant of 608,246 restricted shares of Class B Common Stock that vests on December 31, 2013, as well as a grant of 883,333
- (1) 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) Represents shares granted by the Company in connection with a 401(k) match.
  - (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.

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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