

IDT CORP  
Form 4  
July 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)  
06/30/2006

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 Indirect Beneficial Ownership (Instr. 4) |   |                      |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|----------------------|
|   |                                      |  |                                | (A) or (D)  | Price   |  |   |   |                      |
|   |                                      |  |                                | Code  | V   | Amount   |   |   |                      |
| Class B Common Stock, par value \$.01 per share | 06/30/2006                           |  | S                              | 3,620   | D   | \$ 13.6531   | 3,835   | I | By Self for Son      |
| Class B Common Stock, par value \$.01 per share | 06/30/2006                           |  | S                              | 3,620   | D   | \$ 13.6531   | 4,235   | I | By Self for Daughter |
| Class B Common                                  |                                      |  |                                |   |   |  | 2,235 <sup>(1)</sup>                                  | 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 | 06/30/2006 |  | S                | 5,945 | D | \$ 13.6601 | 3,010                 | I | By Self for Husband  |  |
| Class B Common Stock, par value \$.01 per share | 06/30/2006 |  | S                | 2,880 | D | \$ 13.6539 | 36,793 <sup>(2)</sup> | D |                      |  |
| Class B Common Stock, par value \$.01 per share | 06/30/2006 |  | J <sup>(3)</sup> | 266   | A | \$ 9.741   | 37,059 <sup>(4)</sup> | 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.**

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

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| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Securities<br>(Instr. 3 and 4) | (Instr. 5) | Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |                    |       |  |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|--------------------|-------|--|
|            |                                    |                  | Code       | V   | (A)                            | (D)        | Date<br>Exercisable                             | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| MASON JOYCE J<br>C/O IDT CORPORATION<br>520 BROAD STREET<br>NEWARK, NJ 07102 | X             |           | SVP and Secretary |       |

## Signatures

Joyce J. Mason                      07/05/2006  
 \_\_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 June 30, 2006.
- (2) Includes 21,358 shares of Restricted Stock, of which 8,026 are vested, and 860 shares of stock purchased through the Issuer's Employee Stock Purchase Plan.
- (3) Purchased through the Issuer's Employee Stock Purchase Plan.
- (4) Includes 21,358 shares of Restricted Stock, of which 8,026 are vested, and 1,126 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.