

JONAS HOWARD S
 Form 4
 April 06, 2011

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

(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)
02/18/2011

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	(A) or (D)	Price
Class B Common Stock	02/18/2011		G	V	8,800	D	\$ 0 1,500,767
Class B Common Stock	04/04/2011		A		883,333	A	Ⓣ 2,384,100
Class B Common Stock	04/04/2011		A		333,333	A	Ⓣ 633,333

By Howard S. & Deborah Jonas Foundation

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Class B Common Stock	04/04/2011	A	275,047	A	<u>(1)</u>	275,047	I	By The Jonas Foundation
Common Stock	04/04/2011	D	883,333	D	<u>(1)</u>	0	D	
Common Stock	04/04/2011	D	333,333	D	<u>(1)</u>	0	I	By Howard S. & Deborah Jonas Foundation
Common Stock	04/04/2011	D	275,047	D	<u>(1)</u>	0	I	By The Jonas Foundation
Class B Common Stock						6,523	I	By J.F.L.P.
Class B Common Stock						1,459 ⁽²⁾	I	By 401(k) Plan
Class B Common Stock						121,090	I	By Trust FBO Joseph Jonas ⁽⁴⁾
Class B Common Stock						121,090	I	By Trust FBO Tamar Jonas ⁽⁴⁾
Class B Common Stock						121,090	I	By Trust FBO Rachel Jonas ⁽⁴⁾
Class B Common Stock						121,090	I	By Trust FBO Leora Jonas ⁽⁴⁾
Class B Common Stock						121,090	I	By Trust FBO David Jonas ⁽⁴⁾
Class B Common Stock						121,090	I	By Trust FBO Michael Jonas ⁽⁴⁾
Class B Common Stock						121,090	I	By Trust FBO Samuel Jonas ⁽⁴⁾
Class B Common Stock						121,090	I	By Trust FBO

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Stock									Jonathan Jonas ⁽⁴⁾
Class B Common Stock						76,369		I	By Trust FBO Miriam Jonas ⁽⁴⁾
Class B Common Stock						1,556		I	Custodial for Son (Jonathan)
Class B Common Stock						1,556		I	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						1,469,706		D	
Class A Common Stock						6,523		I	By J.F.L.P.
Class A Common Stock	04/05/2011		D	388,716	D	(3)	98,097	I	By Howard S. Jonas 2009 Annuity Trust I
Class A Common Stock	04/05/2011		D	1,309,284	D	(3)	0	I	By Howard S. Jonas 2009 Annuity Trust II
Class B Common Stock	04/05/2011		A	388,716	A	(3)	388,716	I	By Howard S. Jonas 2009 Annuity Trust I

Class B Common Stock	04/05/2011	A	1,309,284	A	(3)	1,309,284	I	By Howard S. Jonas 2009 Annuity Trust II
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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. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of 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
Date: 04/06/2011

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)

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The Reporting Person disposed of Common Stock in exchange for Class B Common Stock on a one-for-one basis pursuant to the Issuer's amendment to the Company's certificate of incorporation whereby each remaining share of Common Stock was converted into one share of Class B Common Stock.

- (2) As of March 31, 2011.
- (3) The Reporting Person disposed of Class A Common Stock in exchange for Class B Common Stock on a one-for-one basis pursuant to an Exchange Agreement entered into on April 5, 2011 between the Annuity Trusts and the Company.
- (4) 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. 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.