

IDT CORP

Form 4

April 16, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)

04/14/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

EVP and Corporate Secretary

6. Individual or Joint/Group Filing (Check
Applicable Line)
____X____ 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)
Class B Common Stock					3,971 ⁽¹⁾	I	By 401(k) Plan
Common Stock					10,380	D	
Common Stock					1,380	I	By Self for Son
Common Stock					1,380	I	By Self for Daughter
Common Stock					1,880	I	By Self for Husband

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Class B Common Stock					5,645	I	By Self for Son
Class B Common Stock					6,045	I	By Self for Daughter
Class B Common Stock					4,670	I	By Self for Husband
Class B Common Stock	04/14/2008	A	15,666 (2)	A	\$ 0 (3)	51,380 (4)	D
Class B Common Stock	04/14/2008	F	2,285	D	\$ 3.99	49,095 (5)	D

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)

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 Deriv Secur Bene Own Follo Repor Trans (Instr
				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	EVP and Corporate Secretary

NEWARK, NJ 07102

Signatures

Joyce J. Mason

04/16/2008

__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) As of March 31, 2008.
- (2) Grant of Restricted Stock that vests equally on April 14, 2008, April 12, 2009, and April 12, 2010.
- (3) Grant of Restricted Stock.
- (4) Consists of 31,744 shares of Restricted Stock, of which 16,078 are vested, 391 shares of stock purchased through the Issuer's Employee Stock Purchase Plan, and 19,245 shares held by Ms. Mason directly.
- (5) Consists of 29,459 shares of Restricted Stock, of which 19,015 are vested, 391 shares of stock purchased through the Issuer's Employee Stock Purchase Plan, and 19,245 shares held by Ms. Mason directly.

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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