IDT CORP Form 4 November 05, 2008

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

Symbol

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

IDT CORP [IDT,IDT.C]

1(b).

(Print or Type Responses)

JONAS HOWARD S

1. Name and Address of Reporting Person *

(I+)	(Fi4)	(Affilia)	2.5.	CE 1: . /E	.•			(Cne	ck all applicat	oie)
(Last)	(First)	(Middle)		of Earliest Ti	ransaction					
C/O IDT C	CORPORATION, TREET	, 520	(Month/ 10/31/2	Day/Year) 2008				X Director X Officer (giv below)		0% Owner ther (specify pard
	(Street)		4. If Am	endment, Da	ate Original			6. Individual or J	oint/Group Fi	ling(Check
NEWARK	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative Se	curitie	es Acqu	iired, Disposed o	of, or Benefici	ally Owned
1.Title of Security (Instr. 3) Class A Common Stock	2. Transaction Date (Month/Day/Year)	e 2A. Deemo Execution any (Month/Da	Date, if	Transaction	4. Securities and Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 8,697,418	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock								19,570	I	By J.F.L.P.
Class B Common Stock								19,570	I	By J.F.L.P.
Common Stock								1,000,000	I	By Howard S. &

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			Deborah Jonas Foundation
Common Stock	825,142	I	By the Jonas Foundation
Class B Common Stock	3,501 <u>(1)</u>	I	By 401(k) Plan
Class B Common Stock	3,577	I	By Trust FBO Joseph Jonas (2)
Class B Common Stock	3,577	I	By Trust FBO Tamar Jonas (2)
Class B Common Stock	3,577	I	By Trust FBO Rachel Jonas (2)
Class B Common Stock	3,577	I	By Trust FBO Jonathan Jonas (2)
Class B Common Stock	3,577	I	By Trust FBO Leora Jonas (2)
Class B Common Stock	363,272	I	By Trust FBO David Jonas (2)
Class B Common Stock	363,272	I	By Trust FBO Michael Jonas (2)
Class B Common Stock	363,272	I	By Trust FBO Samuel Jonas (2)
Class B Common Stock	229,108	I	By Trust FBO Miriam Jonas (2)
Class A Common Stock	1,100,000	I	By Howard S. Jonas 2007 Annuity Trust

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Class B Common Stock						700,000	I	By Howard S. Jonas 2007 Annuity Trust
Class B Common Stock						900,000	I	By Howard S. & Deborah Jonas Foundation
Class B Common Stock						4,670	I	Custodial for Son (Jonathan)
Class B Common Stock						4,670	I	Custodial for Daughter (Rachel)
Class B Common Stock						4,670	I	Custodial for Son (Joseph)
Class B Common Stock						4,670	I	Custodial for Daughter (Tamar)
Class B Common Stock						4,670	I	Custodial for Daughter (Miriam)
Class B Common Stock						4,670	I	By Daughter (Leora)
Class B Common Stock	10/31/2008	A	3,529,063 (3)	A	\$ 0	3,830,440	D	
Common Stock	10/31/2008	A	2,650,000 (4)	A	\$ 0	2,650,000	D	

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

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SEC 1474

(9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

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	Chairman of the Board					

Signatures

Joyce J. Mason, by Power of Attorney 1

11/04/2008

**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 October 31, 2008.
- (2) These shares are held in trust for the benefit of the Reporting Person's children. The Reporting Person's spouse is trustee of the trust.
- (3) Grant of restricted shares that vests as follows: 1,704,545 shares on January 15, 2012 and 1,824,737 shares on December 31, 2013.
- Grant of restricted shares that vests in full on December 31, 2013. Note that this grant is in lieu of the grant of 1,704,545 shares that was reported on Mr. Jonas' Form 4 that was filed on September 5, 2008.

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.

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