

MASON JOYCE J
Form 4
March 28, 2012

FORM 4

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

OMB APPROVAL

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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]

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2012

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)
EVP and Corporate 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						I	By 401(k) Plan	
Class B Common Stock	01/17/2012		G	1,100	A \$ 9.45	3,900	I	By Self for Son
Class B Common Stock	01/17/2012		G	1,100	A \$ 9.45	3,500	I	By Self for Daughter
Class B Common						2,182	I	By Self for Husband

Stock

Class B

Common

Stock

25,852 ⁽²⁾ 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 Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 14.92	03/26/2012		D ⁽³⁾	6,700	⁽³⁾	04/16/2012		Class B Common Stock	6,700
Employee Stock Option (right to buy)	\$ 14.92	03/26/2012		A ⁽³⁾	6,700	⁽³⁾	04/16/2015		Class B Common Stock	6,700
Employee Stock Option (right to buy)	\$ 21.83	03/26/2012		D ⁽⁴⁾	5,555	⁽⁴⁾	07/22/2015		Class B Common Stock	5,555
Employee Stock Option (right to buy)	\$ 21.83	03/26/2012		A ⁽⁴⁾	5,555	⁽⁴⁾	07/22/2018		Class B Common Stock	5,555
Employee Stock Option (right to buy)	\$ 19.1	03/26/2012		D ⁽⁵⁾	10,000	⁽⁵⁾	04/23/2017		Class B Common Stock	10,000

buy)

Employee

Stock

Option	\$ 19.1	03/26/2012	A ⁽⁵⁾	10,000	<u>(5)</u>	04/23/2020	Class B Common Stock
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buy)

Employee

Stock

Option	\$ 20.33	03/26/2012	A	5,000	03/26/2012	03/26/2015	Class B Common Stock
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buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASON JOYCE J C/O IDT CORPORATION 520 BROAD STREET NEWARK, NJ 07102			EVP and Corporate Secretary	

Signatures

Joyce J. Mason 03/28/2012

__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).

(1) As of February 29, 2012.

(2) Consists of 14,584 shares of Restricted Stock, 7,918 shares of which are vested, 1,396 shares of stock purchased through the Issuer's Employee Stock Purchase Program and 9,872 shares held by Ms. Mason directly.

(3) The two reported transactions involved an amendment of an outstanding option to extend the expiration date, resulting in the deemed cancellation of the "old" option, and the grant of a replacement option. The option was originally granted on April 5, 2001 and is fully vested.

(4) The two reported transactions involved an amendment of an outstanding option to extend the expiration date, resulting in the deemed cancellation of the "old" option, and the grant of a replacement option. The option was originally granted on July 22, 2005 and is fully vested.

(5) The two reported transactions involved an amendment of an outstanding option to extend the expiration date, resulting in the deemed cancellation of the "old" option, and the grant of a replacement option. The option was originally granted on April 23, 2007 and is fully vested.

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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