

IDT CORP  
Form 4  
November 05, 2008

**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)  
10/31/2008

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)

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 A Common Stock					8,697,418	D	
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 <sup>(1)</sup>	I		By 401(k) Plan
Class B Common Stock	3,577	I		By Trust FBO Joseph Jonas <sup>(2)</sup>
Class B Common Stock	3,577	I		By Trust FBO Tamar Jonas <sup>(2)</sup>
Class B Common Stock	3,577	I		By Trust FBO Rachel Jonas <sup>(2)</sup>
Class B Common Stock	3,577	I		By Trust FBO Jonathan Jonas <sup>(2)</sup>
Class B Common Stock	3,577	I		By Trust FBO Leora Jonas <sup>(2)</sup>
Class B Common Stock	363,272	I		By Trust FBO David Jonas <sup>(2)</sup>
Class B Common Stock	363,272	I		By Trust FBO Michael Jonas <sup>(2)</sup>
Class B Common Stock	363,272	I		By Trust FBO Samuel Jonas <sup>(2)</sup>
Class B Common Stock	229,108	I		By Trust FBO Miriam Jonas <sup>(2)</sup>
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	<u>3,529,063</u> (3)	A	\$ 0	3,830,440	D
Common Stock	10/31/2008	A	<u>2,650,000</u> (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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(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 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 Repo 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
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 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.
- (4) 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.