

JONAS HOWARD S  
Form 4  
December 29, 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

2. Issuer Name and Ticker or Trading Symbol  
IDT CORP [IDT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O IDT CORPORATION, 520 BROAD STREET

3. Date of Earliest Transaction (Month/Day/Year)  
12/27/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO and Chairman of the Board

(Street)  
NEWARK, NJ 07102

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class B Common Stock	12/27/2011		G	V 28,594 (4) D \$ 0	2,060,029 (1)	D	By Howard S. & Deborah Jonas Foundation
Class B Common Stock					600,033	I	By The Jonas Foundation
Class B Common Stock	12/27/2011		G	V 28,594 A \$ 0	303,641	I	By The Jonas Foundation

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Class B Common Stock	1,551 <sup>(2)</sup>	I	By 401(k) Plan
Class B Common Stock	121,090	I	By Trust FBO Joseph Jonas <sup>(3)</sup>
Class B Common Stock	121,090	I	By Trust FBO Tamar Jonas <sup>(3)</sup>
Class B Common Stock	121,090	I	By Trust FBO Rachel Jonas <sup>(3)</sup>
Class B Common Stock	121,090	I	By Trust FBO Leora Jonas <sup>(3)</sup>
Class B Common Stock	121,090	I	By Trust FBO David Jonas <sup>(3)</sup>
Class B Common Stock	121,090	I	By Trust FBO Michael Jonas <sup>(3)</sup>
Class B Common Stock	121,090	I	By Trust FBO Samuel Jonas <sup>(3)</sup>
Class B Common Stock	121,090	I	By Trust FBO Jonathan Jonas <sup>(3)</sup>
Class B Common Stock	76,369	I	By Trust FBO Miriam Jonas <sup>(3)</sup>
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)

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Class B Common Stock	1,556	I	Custodial for Daughter (Miriam)
Class A Common Stock	1,476,229	D	
Class A Common Stock	98,097	I	By Howard S. Jonas 2009 Annuity Trust I
Class B Common Stock	388,716	I	By Howard S. Jonas 2009 Annuity Trust I
Class B Common Stock	1,309,284	I	By Howard S. Jonas 2009 Annuity Trust II

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
						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

12/29/2011

\_\_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).

- Includes a grant of 1,176,427 restricted shares of Class B Common Stock that vests as follows: 568,181 shares on January 15, 2012 and
- (1) 608,246 shares on December 31, 2013, as well as a grant of 883,333 restricted shares, which were converted from Common Stock to Class B Common Stock on April 2, 2011, all of which vest on December 31, 2013.
  - (2) As of November 30, 2011.
  - (3) 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.
  - (4) The Reporting Person gifted these shares to The Jonas Foundation.

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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