

IDT CORP

Form 4

January 08, 2015

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]

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

01/06/2015

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 below) ____ Other (specify 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock, par value \$.01 per share					3,254 ⁽¹⁾	I	By 401(k) Plan
Class B Common Stock, par value \$.01 per share	01/06/2015		M	1,890 A	\$ 17.22 26,712	D	
Class B Common	01/06/2015		S	1,890 D	\$ 20.28 24,822	D	

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Stock, par
value \$.01
per share

Class B
Common

Stock, par value \$.01 per share	01/07/2015	M	3,110	A	\$ 17.22	27,932	D
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Class B
Common

Stock, par value \$.01 per share	01/07/2015	S	3,110	D	\$ 19.975	24,822 ⁽²⁾	D
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Class B
Common
Stock, par
value \$.01
per share

6,375 I By Self
for Son

Class B
Common
Stock, par
value \$.01
per share

6,375 I By Self
for
Daughter

Class B
Common
Stock, par
value \$.01
per share

2,182 I By Self
for
Husband

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

								Number of Shares
Employee Stock Option (right to buy)	\$ 17.22	01/06/2015	M	1,890	<u>(3)</u>	03/25/2015	Class B Common Stock	1,890
Employee Stock Option (right to buy)	\$ 17.22	01/07/2015	M	3,110	<u>(3)</u>	03/25/2015	Class B Common Stock	3,110

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 01/08/2015

_____*Signature of Date
Reporting Person

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 December 31, 2014.
- (2) Consists of 16,453 shares of Restricted Stock, 11,453 shares of which are vested, 1,396 shares of stock purchased through the Issuer's Employee Stock Purchase Program and 6,973 shares held by Ms. Mason directly.
- (3) The option vested immediately upon grant on March 26, 2012 and was set to expire on March 25, 2015.

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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