IDT CORP Form 4 August 28, 2006

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * LIBERTY MEDIA CORP

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

IDT CORP [IDT; IDT.C]

3. Date of Earliest Transaction

(Month/Day/Year) 08/24/2006

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X__ 10% Owner

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Officer (give title _ Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

ENGLEWOOD, CO 80112

12300 LIBERTY BLVD.

(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 An or Disposed of (Instr. 3, 4 and Amount	(D)	d (A)	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)
Class B Common Stock	08/24/2006		J(1)(2)	12,306,196	D	<u>(1)</u> <u>(2)</u>	4,931,372	I	By wholly-owned subsidiary (3)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: IDT CORP - Form 4

1. Title o	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivativ	e 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)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Namelana		
						Exercisable	Exercisable Date	ritte	Number of		
				Codo V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
F-	Director	10% Owner	Officer	Other			
LIBERTY MEDIA CORP							
12300 LIBERTY BLVD.		X					
ENGLEWOOD, CO 80112							

Signatures

By: /s/ Charles Y. Tanabe, Senior Vice
President

08/28/2006

**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).
- This Form 4 is being filed as a result of the disposition by the following wholly owned subsidiaries of the Reporting Person of an aggregate of 12,306,196 shares of the Issuer's Class B Common Stock as consideration in the closing of the following transactions on August 24, 2006, pursuant to the Purchase and Sale Agreement dated as of August 11, 2006, by and among the Reporting Person, the Issuer and certain of their subsidiaries:
 - (a) (i) Liberty IDTC, Inc. disposed of 10,260,303 shares of the Issuer's Class B Common Stock, (ii) Liberty TP Management, Inc. disposed of 676,890 shares of the Issuer's Class B Common Stock, and (iii) Liberty IDTC 4, Inc. disposed of 515,227 shares of the Issuer's Class B Common Stock, in each case in exchange for equity interests in Starz Media Holdings, LLC, a Delaware limited liability company and successor by conversion to IDT Media, Inc., a controlled subsidiary of the Issuer prior to the closing; and (b) Starz U.K.
- (2) Company and successor by conversion to IDT Media, Inc., a controlled subsidiary of the Issuer prior to the closing; and (b) Starz U.K. Holdings Limited disposed of 853,776 shares of the Issuer's Class B Common Stock, which were transferred to Starz U.K. Holdings Limited immediately prior to the closing from Liberty Entertainment, Inc., a wholly owned subsidiary of the Reporting Person, in exchange for all of the outstanding shares of Anchor Bay Entertainment UK Limited, a private limited company formed under the laws of England and Wales, a wholly owned subsidiary of the Issuer prior to the closing.
- (3) All of the remaining shares are held by Liberty Entertainment, Inc., an indirect, wholly owned subsidiary of the Reporting Person.

 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.

Reporting Owners 2