

JONAS HOWARD S
 Form 4
 February 08, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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]

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2012

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)
CEO and 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	(D)	Price
Class B Common Stock	12/14/2012		G	V	460,000	D	\$ 0
					1,558,273 ⁽¹⁾	D	
Class B Common Stock	01/18/2013		G	V	21,000	D	\$ 0
					1,537,273 ⁽¹⁾	D	
Class B Common Stock					2,047 ⁽²⁾	I	By 401(k) Plan
Class B Common					166,957	I	By Trust FBO

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Stock				Joseph Jonas ⁽³⁾
Class B Common Stock	166,957	I		By Trust FBO Tamar Jonas ⁽³⁾
Class B Common Stock	166,957	I		By Trust FBO Rachel Jonas ⁽³⁾
Class B Common Stock	166,957	I		By Trust FBO Leora Jonas ⁽³⁾
Class B Common Stock	166,957	I		By Trust FBO David Jonas ⁽³⁾
Class B Common Stock	166,957	I		By Trust FBO Michael Jonas ⁽³⁾
Class B Common Stock	166,957	I		By Trust FBO Samuel Jonas ⁽³⁾
Class B Common Stock	166,957	I		By Trust FBO Jonathan Jonas ⁽³⁾
Class B Common Stock	166,963	I		By Trust FBO Miriam Jonas ⁽³⁾
Class B Common Stock	1,556	I		Custodial for Son (Joseph)
Class B Common Stock	1,556	I		Custodial for Daughter (Rachel)
Class B Common Stock	1,556	I		Custodial for Daughter (Tamar)
Class B Common Stock	1,556	I		Custodial for Daughter

Class B Common Stock				1,556	I	(Miriam) Custodial for Son (Jonathan)
Class A Common Stock				1,574,326	D	
Class B Common Stock				1,269,427	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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SEC 1474
(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 Repo 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

02/08/2013

__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 608,246 restricted shares of Class B Common Stock that vests on December 31, 2013, as well as a grant of 883,333
- (1) 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 January 31, 2013.
 - (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.

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.