

MASON JOYCE J
Form 4
April 14, 2009

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 *
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, IDT.C]

3. Date of Earliest Transaction
(Month/Day/Year)
04/12/2009

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)

EVP and Corporate Secretary

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class B Common Stock | | | | (A) Code V | Amount | | Price |
| | | | | | 1,782 ⁽¹⁾ ⁽²⁾ | I | By 401(k) Plan |
| | | | | | 3,460 ⁽²⁾ | D | |
| | | | | | 460 ⁽²⁾ | I | By Self for Son |
| | | | | | 460 ⁽²⁾ | I | By Self for Daughter |
| | | | | | 626 ⁽²⁾ | I | By Self for Husband |

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| | | | | | | | | |
|----------------------------|------------|--|---|-----|---|----------------------|--------------------------------------|-------------------------|
| Class B Common Stock | | | | | | 1,881 ⁽²⁾ | I | By Self for Son |
| Class B Common Stock | | | | | | 2,015 ⁽²⁾ | I | By Self for Daughter |
| Class B Common Stock | | | | | | 1,556 ⁽²⁾ | I | By Self for Husband |
| Class B Common Stock | 04/12/2009 | | F | 777 | D | \$ 1,305 | 16,854 ⁽²⁾ ⁽³⁾ | D |

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 number.

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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 Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

MASON JOYCE J
C/O IDT CORPORATION
520 BROAD STREET
NEWARK, NJ 07102

Relationships

Director 10% Owner Officer Other

EVP and Corporate Secretary

Signatures

Joyce J. Mason

04/14/2009

**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 March 31, 2009.
- (2) All outstanding shares of stock reflected on this Form 4 have been adjusted to reflect the Company's one-for-three reverse stock split of each share of the Company's Common, Class B Common and Class A Common Stock, which took place on February 24, 2009.
- (3) Consists of 9,043 shares of Restricted Stock, of which 7,301 are vested, 1,396 shares of stock purchased through the Issuer's Employee Stock Purchase Program and 6,415 shares held by Ms. Mason directly.

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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