

MASON JOYCE J
Form 4
July 16, 2010

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 *
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)
07/14/2010

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Class B Common Stock					1,586 ⁽¹⁾	I	By 401(k) Plan
Common Stock					3,459	D	
Common Stock					460	I	By Self for Son
Common Stock					460	I	By Self for Daughter
					626	I	

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Common Stock									By Self for Husband
Class B Common Stock						1,906		I	By Self for Son
Class B Common Stock						1,431		I	By Self for Daughter
Class B Common Stock						1,556		I	By Self for Husband
Class B Common Stock	07/14/2010		M	2,000	A	\$ 6.5625	18,090 ⁽²⁾	D	
Class B Common Stock	07/14/2010		S	2,000	D	\$ 16.046	16,090 ⁽³⁾	D	
Class B Common Stock	07/15/2010		M	1,666	A	\$ 6.5625	17,756 ⁽⁴⁾	D	
Class B Common Stock	07/15/2010		S	1,666	D	\$ 15.6916	16,090 ⁽³⁾	D	

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. Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Employee Stock Option (right to buy)	\$ 6.5625	07/14/2010	M	2,000	(5)	04/15/2013	Class B Common Stock	2,000
Employee Stock Option (right to buy)	\$ 6.5625	07/15/2010	M	1,666	(5)	04/15/2013	Class B Common Stock	1,666

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 07/16/2010

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 June 30, 2010.
- (2) Consists of 8,281 shares of Restricted Stock, all of which are vested, 1,396 shares of stock purchased through the Issuer's Employee Stock Purchase Program and 8,413 shares held by Ms. Mason directly.
- (3) Consists of 8,281 shares of Restricted Stock, all of which are vested, 1,396 shares of stock purchased through the Issuer's Employee Stock Purchase Program and 6,413 shares held by Ms. Mason directly.
- (4) Consists of 8,281 shares of Restricted Stock, all of which are vested, 1,396 shares of stock purchased through the Issuer's Employee Stock Purchase Program and 8,079 shares held by Ms. Mason directly.
- (5) This option vested in three equal installments on April 16, 1998, 1999 and 2000.

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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