

IDT CORP  
Form 4  
June 09, 2016

**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]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/07/2016

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 Ownership (Instr. 4)
Class B Common Stock, par value \$0.1 per share				(A) or (D)	28,869 <sup>(1)</sup>	D	
Class B Common Stock, par value \$0.1 per share				(A) or (D)	3,463 <sup>(2)</sup>	I	By 401(k) Plan
Class B Common				(A) or (D)	7,225	I	By Self for Daughter

Stock, par value \$0.1 per share

Class B Common Stock, par value \$0.1 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.

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18.5	06/07/2016		D <sup>(3)</sup>	5,555	<sup>(3)</sup> 07/21/2018	Class B Common Stock	5,555	
Employee Stock Option (right to buy)	\$ 16.24	06/07/2016		A <sup>(3)</sup>	5,555	<sup>(3)</sup> 07/21/2018	Class B Common Stock	5,555	
Employee Stock Option (right to buy)	\$ 16.18	06/07/2016		D <sup>(4)</sup>	10,000	<sup>(4)</sup> 04/22/2020	Class B Common Stock	10,000	
Employee Stock Option (right to buy)	\$ 13.93	06/07/2016		A <sup>(4)</sup>	10,000	<sup>(4)</sup> 04/22/2020	Class B Common Stock	10,000	

## 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                      06/09/2016

          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) Consists of 20,500 shares of Restricted Stock, 13,000 of which are vested, 3,750 shares which vest on each of January 16, 2017 and July 16, 2018, 1,396 shares purchased through the Issuer's Employee Stock Purchase Program and 6,973 shares held by Ms. Mason directly.
- (2) As of May 31, 2016.  
The two reported transactions involved an amendment of the exercise price of an outstanding option in connection with the spinoff of Zedge, Inc., resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on July 22, 2005 and is fully vested.
- (3) The two reported transactions involved an amendment of the exercise price of an outstanding option in connection with the spinoff of Zedge, Inc., resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on April 23, 2007 and is fully vested.
- (4)

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.