

LICHTENSTEIN MORRIS  
Form 4  
July 05, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
LICHTENSTEIN MORRIS

(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)  
03/31/2005

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 of Business Development

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, par value \$.01 per share |                                      |  |                                |   | 1,013 <sup>(1)</sup>  | I  | By 401(k) Plan  |
| Class B Common Stock, par value \$.01 per share | 03/31/2005                           |  | F                              |   | 23,175  | D  | \$ 14.86  |
| Class B Common Stock                            | 06/21/2005                           |  | A                              |   | 100,000 <sup>(3)</sup>  | A  | \$ 0 <sup>(4)</sup>                                   |
|   |                                      |  |                                |   | 301,255 <sup>(5)</sup>  | D  |   |

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Stock, par value \$.01 per share

Class B Common

Stock, par value \$.01 per share 06/30/2005 F 27,275 D \$ 13.03 273,980 <sup>(6)</sup> D

Class B Common

Stock, par value \$.01 per share 07/01/2005 J<sup>(7)</sup> 1,546 A \$ 11.186 275,526 <sup>(8)</sup> 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| LICHTENSTEIN MORRIS<br>C/O IDT CORPORATION<br>520 BROAD STREET<br>NEWARK, NJ 07102 |               |           | EVP of Business Development |       |

## Signatures

Joyce J. Mason, by Power of  
Attorney

07/05/2005

\_\_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, 2005.
  - (2) Includes 200,139 shares of Restricted Stock, of which 32,361 are vested and 1,116 shares of stock purchased through the Issuer's Employee Stock Purchase Plan.
  - (3) Shares of Restricted Stock that become exercisable as follows: 50,000 shares on 3/31/2006 and 50,000 shares on 6/30/2006.
  - (4) Grant of Restricted Stock.
  - (5) Includes 300,139 shares of Restricted Stock, of which 32,361 are vested and 1,116 shares of stock purchased through the Issuer's Employee Stock Purchase Plan.
  - (6) Includes 272,864 shares of Restricted Stock, of which 55,086 are vested and 1,116 shares of stock purchased through the Issuer's Employee Stock Purchase Plan.
  - (7) Purchased through Issuer's Employee Stock Purchase Plan.
  - (8) Includes 272,864 shares of Restricted Stock, of which 55,806 are vested and 2,662 shares of stock purchased through the Issuer's Employee Stock Purchase Plan.

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.