

NET2PHONE INC
Form 4/A
January 11, 2006

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
IDT CORP

2. Issuer Name **and** Ticker or Trading
Symbol
NET2PHONE INC [NTP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
520 BROAD STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2005

____ Director ____ ☒ 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEWARK, NJ 07102

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/04/2006

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock, par value \$0.01 per share	12/29/2005		P	26,965,581 (1)	A \$ 2.05 26,965,581 (2)	I	See Footnote (1)
Common Stock, par value \$0.01 per share	12/30/2005		P	112,415 (1)	A \$ 2.05 27,077,996 (2)	I	See Footnote (1)
Common Stock, par	01/03/2006		P	1,462,494 (1)	A \$ 2.05 28,540,490 (2)	I	See Footnote

value \$0.01 per share			(1)
Common Stock, par value \$0.01 per share	1,250,000	I	See Footnote (3)
Common Stock, par value \$0.01 per share	1,523,798	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
				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
IDT CORP 520 BROAD STREET NEWARK, NJ 07102	X

Signatures

Joyce J. Mason, by Power of
Attorney

01/11/2006

__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).

Represents shares of common stock, par value \$0.01 per share ("Common Stock"), of Net2Phone, Inc. ("Net2Phone") acquired by NTOP Acquisition, Inc. ("NTOP Acquisition"), a wholly-owned subsidiary of the Reporting Person, pursuant to an Offer to Purchase dated November 10, 2005, as amended (the "Tender Offer"), on the transaction date indicated.
- (1) Represents the shares of Common Stock acquired by NTOP Acquisition in the Tender Offer through the transaction date indicated.
- (2) Represents the shares of Common Stock acquired by NTOP Acquisition in the Tender Offer through the transaction date indicated.
- (3) Represents 1,250,000 shares of Common Stock held by IDT LMC-NTP Acquisition III, Inc., a wholly-owned subsidiary of the Reporting Person.

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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