

IDT CORP  
Form 4  
October 20, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/18/2016

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) |
|-------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Class B Common Stock, par value \$.01 per share |                                      |                                                    |                                |                                                                   | 28,869                                                                                        | D                                                        |                                   |
| Class B Common Stock, par value \$.01 per share | 10/18/2016                           |                                                    | M                              | 3,000 A                                                           | \$ 16.24 31,869                                                                               | D                                                        |                                   |
| Class B Common                                  | 10/18/2016                           |                                                    | S                              | 3,000 D                                                           | \$ 28,869 17.6049                                                                             | D                                                        |                                   |

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Stock, par value \$.01 per share

Class B Common

|                                  |            |   |       |   |          |        |   |  |
|----------------------------------|------------|---|-------|---|----------|--------|---|--|
| Stock, par value \$.01 per share | 10/19/2016 | M | 1,555 | A | \$ 16.24 | 30,424 | D |  |
|----------------------------------|------------|---|-------|---|----------|--------|---|--|

Class B Common

|                                  |            |   |       |   |           |                       |   |  |
|----------------------------------|------------|---|-------|---|-----------|-----------------------|---|--|
| Stock, par value \$.01 per share | 10/19/2016 | S | 1,555 | D | \$ 17.773 | 28,869 <sup>(1)</sup> | D |  |
|----------------------------------|------------|---|-------|---|-----------|-----------------------|---|--|

Class B Common Stock, par value \$.01 per share

3,847 <sup>(2)</sup> I By 401(k) Plan

Class B Common Stock, par value \$.01 per share

7,225 I By Self for Daughter

Class B Common Stock, par value \$.01 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.

**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.**

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. Date of Acquisition or Disposition |           |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------|-----------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                 | Amount or |

|                                      |          |            |   |       |     |            |                      | Number of Shares |
|--------------------------------------|----------|------------|---|-------|-----|------------|----------------------|------------------|
| Employee Stock Option (right to buy) | \$ 16.24 | 10/18/2016 | M | 3,000 | (3) | 07/21/2018 | Class B Common Stock | 3,000            |
| Employee Stock Option (right to buy) | \$ 16.24 | 10/19/2016 | M | 1,555 | (3) | 07/21/2018 | Class B Common Stock | 1,555            |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |                             |       |
|------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                              | Director      | 10% Owner | Officer                     | Other |
| MASON JOYCE J<br>C/O IDT CORPORATION<br>520 BROAD STREET<br>NEWARK, NJ 07102 |               |           | EVP and Corporate Secretary |       |

## Signatures

Joyce J. Mason                      10/20/2016  
 \*\*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 purchases through the Issuer's Employee Stock Purchase Program and 6,973 shares held by Ms. Mason directly.
- (2) As of September 30, 2016.
- (3) The option vested immediately upon grant on 6/7/2016 and was set to expire on 7/21/2018.

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.