

IDT CORP

Form 4

December 18, 2014

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 *
FISCHER MARCELO

(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)

12/16/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President-Finance

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock, par value \$.01 per share					2,114 ⁽¹⁾	I	By 401(k) Plan
Class B Common Stock, par value \$.01 per share	12/16/2014		M	11,950 A	\$ 16.18 26,950	D	
Class B Common	12/16/2014		S	11,950 D	\$ 15,000 19.417	D	

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Stock, par
value \$.01
per share

Class B
Common

Stock, par 12/17/2014
value \$.01
per share

M 3,100 A \$ 16.18 18,100 D

Class B
Common

Stock, par 12/17/2014
value \$.01
per share

S 3,100 D \$ 19.366 15,000 ⁽²⁾ 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.18	12/16/2014		M		11,950		<u>(3)</u>	04/22/2020	Class B Common Stock	11,950
Employee Stock Option (right to buy)	\$ 16.18	12/17/2014		M		3,100		<u>(3)</u>	04/22/2020	Class B Common Stock	3,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director	10% Owner	Officer	Other
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FISCHER MARCELO
C/O IDT CORPORATION
520 BROAD STREET
NEWARK, NJ 07102

Senior Vice
President-Finance

Signatures

Joyce J. Mason, by Power of
Attorney

12/18/2014

__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 November 30, 2014.
- (2) Consists entirely of Restricted Stock that will vest in full on July 1, 2015.
- (3) The option vested in three equal installments on each of January 1, 2008, January 1, 2009 and January 1, 2010.

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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