

FISCHER MARCELO
Form 4
March 28, 2012

FORM 4

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

OMB APPROVAL

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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 *
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)
03/26/2012

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 Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock, par value \$.01 per share				(A) or (D) Price	1,139 (1)	I	By 401(k) Plan

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

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SEC 1474 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 21.83	03/26/2012		D ⁽²⁾	8,333	⁽²⁾ 07/22/2015	Class B Common Stock 8,333
Employee Stock Option (right to buy)	\$ 21.83	03/26/2012		A ⁽²⁾	8,333	⁽²⁾ 07/21/2018	Class B Common Stock 8,333
Employee Stock Option (right to buy)	\$ 19.1	03/26/2012		D ⁽³⁾	22,222	⁽³⁾ 04/23/2017	Class B Common Stock 22,222
Employee Stock Option (right to buy)	\$ 19.1	03/26/2012		A ⁽³⁾	22,222	⁽³⁾ 04/23/2020	Class B Common Stock 22,222

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISCHER MARCELO C/O IDT CORPORATION 520 BROAD STREET NEWARK, NJ 07102			Senior Vice President-Finance	

Signatures

Joyce J. Mason, by Power of Attorney

03/28/2012

**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 February 29, 2012.

The two reported transactions involved an amendment of an outstanding option to extend the expiration date, resulting in the deemed

(2) 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.

The two reported transactions involved an amendment of an outstanding option to extend the expiration date, resulting in the deemed

(3) 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.

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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