Timko Kathleen B Form 4 May 24, 2006

### FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

 $22,095 \stackrel{(2)}{=}$ 

D

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per 0.5

Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

response...

5. Relationship of Reporting Person(s) to

See Instruction

1(b).

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

value \$.01 per share

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Timko Kath	Symbol	Symbol IDT CORP [IDT,IDT.C]				Issuer (Charle all applicable)				
(Last)	(First) (M	(iddle) 3. Date of	3. Date of Earliest Transaction			(Check all applicable)				
		(Month/D	av/Year)			Director	109	% Owner		
IDT CORPO	`	05/22/2006				X Officer (give title Other (specify				
STREET						below)  Execution	below) ive VP of Techno	ology		
	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mon	Filed(Month/Day/Year)				Applicable Line)			
NEWARK,	NJ 07102						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (	Zip) Table	e I - Non-D	erivative S	Securities Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transacti	onAcquired	l (A) or	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed	` /	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)		
					(A)	Reported Transaction(s)				
					or	(Instr. 3 and 4)				
~1 <b>~</b>			Code V	Amount	(D) Price	,				
Class B										
Common								By 401(k)		
Stock, par						1,963 <u>(1)</u>	I	Plan		

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

Plan

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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)	\$ 14.45	05/22/2006		D	13,333	10/01/2004	09/05/2012	Class B Common Stock	13,333
Employee Stock Option (right to buy)	\$ 14.45	05/22/2006		D	13,334	01/24/2005	09/05/2012	Class B Common Stock	13,334
Employee Stock Option (right to buy)	\$ 14.95	05/22/2006		D	10,000	01/01/2004	01/02/2013	Class B Common Stock	10,000
Employee Stock Option (right to buy)	\$ 14.95	05/22/2006		D	10,000	01/01/2005	01/02/2013	Class B Common Stock	10,000
Employee Stock Option (right to buy)	\$ 14.95	05/22/2006		D	10,000	01/24/2005	01/02/2013	Class B Common Stock	10,000
Employee Stock Option (right to	\$ 19.91	05/22/2006		D	5,555	01/16/2004	12/15/2013	Class B Common Stock	5,555

buy)								
Employee Stock Option (right to buy)	\$ 19.91	05/22/2006	D	5,555	01/16/2005	12/15/2013	Class B Common Stock	5,555
Employee Stock Option (right to buy)	\$ 19.91	05/22/2006	D	5,557	01/24/2005	12/15/2013	Class B Common Stock	5,557
Employee Stock Option (right to buy)	\$ 15.67	05/22/2006	D	17,499	01/24/2005	11/22/2014	Class B Common Stock	17,499
Employee Stock Option (right to buy)	\$ 12.95	05/22/2006	D	17,499	07/30/2005	07/21/2015	Class B Common Stock	17,499
Employee Stock Option (right to buy)	\$ 12.06	05/22/2006	D	7,500	01/01/2004	12/12/2011	Class B Common Stock	7,500

# **Reporting Owners**

Reporti	ng Owner Name / Address	Relationships						
		Director	10% Owner	Officer	Other			
Timko	Kathleen B							
IDT CO	ORPORATION			Evenutive VD of Technology				
520 BR	OAD STREET	Executive VP of Technology						
NEWA	RK NI 07102							

## **Signatures**

Joyce J. Mason, by Power of
Attorney

\*\*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 April 28, 2006.

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- (2) Shares of Restricted Stock, of which 8,319 are vested.
- The option was canceled pursuant to a Tender Offer by IDT Corporation and accepted by the reporting person. The reporting person received \$2.00 per underlying share per option, equaling an aggregate amount of \$231,664, as consideration for the cancellation of all options reflected in this Form 4.

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.