

IDT CORP
Form 4
March 10, 2005

FORM 4

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

OMB APPROVAL

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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 *
LIBERTY MEDIA CORP /DE/

2. Issuer Name and Ticker or Trading Symbol
IDT CORP [IDT; IDT.C]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12300 LIBERTY BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2005

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

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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

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 | 03/08/2005 | | J ⁽¹⁾ | 3,754,479 A | 3,754,479 | I | By majority-owned subsidiary ⁽²⁾ |
| Class B Common Stock | | | | | 13,483,089 | I ⁽³⁾ | By majority-owned and wholly-owned subsidiaries ⁽⁴⁾ |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| LIBERTY MEDIA CORP /DE/ 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112 | | X | | |

Signatures

By: /s/ Charles Y. Tanabe, Senior Vice President 03/10/2005

**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) This Form 4 is being filed as a result of the acquisition by LMC Animal Planet, Inc., a Colorado corporation and controlled subsidiary of the Reporting Person ("LMC Animal Planet"), of 3,754,479 shares of the Issuer's Class B Common Stock as consideration in the closing of the following transactions on March 8, 2005, pursuant to the Agreement and Plan of Merger, dated as of December 15, 2004, among LMC Animal Planet, the Issuer and certain of their subsidiaries: (a) LMC Animal Planet disposed of 1,250,000 shares of the common stock of Net2Phone, Inc., a Delaware corporation ("Net2Phone"), held by a wholly owned subsidiary of LMC Animal Planet prior to the closing and (b) LMC Animal Planet disposed of non-controlling membership interests in NTOP Holdings, L.L.C., a Delaware limited liability company ("NTOP"), held by two wholly owned subsidiaries of LMC Animal Planet prior to the closing. NTOP owns 28,896,750 shares of Net2Phone's Class A common stock.
- (2) The Reporting Person owns 100% of LMC Capital LLC. LMC Capital LLC owns 100% of Liberty Programming Company LLC. Liberty Programming Company LLC owns a majority of the outstanding capital stock of LMC Animal Planet.
- (3) 46,117 of these shares were transferred on June 4, 2004, from the Reporting Person to an indirect, wholly-owned subsidiary of the Reporting Person.

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LMC Animal Planet owns 100% of Liberty IDTC, Inc., a Delaware corporation ("LIDTC"). LIDTC holds 10,260,303 of these shares.

- (4) The remaining shares are held by the following entities, each of which is an indirect, wholly-owned subsidiary of the Reporting Person:
- (i) 676,890 shares are held by Liberty IDTC 2, Inc., a Delaware corporation;
 - (ii) 2,030,669 shares are held by Liberty IDTC 3, Inc., a Delaware corporation;
 - and (iii) 515,227 shares are held by Liberty IDTC 4, Inc., a Delaware corporation.

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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