

JONAS HOWARD S
 Form 4
 February 08, 2013

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 *
JONAS HOWARD S

(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)
12/14/2012

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)
CEO and Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class B Common Stock	12/14/2012		G	V	460,000	D	\$ 0
					1,558,273 ⁽¹⁾	D	
Class B Common Stock	01/18/2013		G	V	21,000	D	\$ 0
					1,537,273 ⁽¹⁾	D	
Class B Common Stock					2,047 ⁽²⁾	I	By 401(k) Plan
Class B Common					166,957	I	By Trust FBO

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Stock			Joseph Jonas ⁽³⁾
Class B Common Stock	166,957	I	By Trust FBO Tamar Jonas ⁽³⁾
Class B Common Stock	166,957	I	By Trust FBO Rachel Jonas ⁽³⁾
Class B Common Stock	166,957	I	By Trust FBO Leora Jonas ⁽³⁾
Class B Common Stock	166,957	I	By Trust FBO David Jonas ⁽³⁾
Class B Common Stock	166,957	I	By Trust FBO Michael Jonas ⁽³⁾
Class B Common Stock	166,957	I	By Trust FBO Samuel Jonas ⁽³⁾
Class B Common Stock	166,957	I	By Trust FBO Jonathan Jonas ⁽³⁾
Class B Common Stock	166,963	I	By Trust FBO Miriam Jonas ⁽³⁾
Class B Common Stock	1,556	I	Custodial for Son (Joseph)
Class B Common Stock	1,556	I	Custodial for Daughter (Rachel)
Class B Common Stock	1,556	I	Custodial for Daughter (Tamar)
Class B Common Stock	1,556	I	Custodial for Daughter

Class B Common Stock	1,556	I	(Miriam) Custodial for Son (Jonathan)
Class A Common Stock	1,574,326	D	
Class B Common Stock	1,269,427	I	By Howard S. Jonas 2009 Annuity Trust II

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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONAS HOWARD S C/O IDT CORPORATION 520 BROAD STREET NEWARK, NJ 07102	X	X	CEO and Chairman of the Board	

Signatures

Joyce J. Mason, by Power of
Attorney

02/08/2013

__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).

- Includes a grant of 608,246 restricted shares of Class B Common Stock that vests on December 31, 2013, as well as a grant of 883,333 restricted shares, which were converted from Common Stock to Class B Common Stock on April 2, 2011, all of which vest on December 31, 2013.
- (1) As of January 31, 2013.
 - (2) These shares are held in trust for the benefit of the Reporting Person's children. The Reporting Person's spouse is the trustee of the trust. Mr. Jonas does not exercise or share investment control of these shares.
 - (3)

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. 10pt">Co-founder of SRAB Shipping AB, a publicly traded Swedish shipping company; provided executive leadership through SRAB Shipping AB's initial public offering

William V. Hickey

- Operating Advisor at Ares Management, a global alternative-investment manager with \$68 billion under management
- Former Chief Executive Officer of Sealed Air Corporation, a global manufacturer of protective, food, and specialty packaging materials and systems, for 13 years
- While Mr. Hickey was a senior executive at Sealed Air Corporation, the company grew its net sales from \$78 million to over \$7.5 billion
- In total, 23 years of executive experience in the food industry while at Sealed Air Corporation
- Former CFO of W.R. Grace & Company's Pacific and Latin American operations
- Director and Finance Committee Chairman at Public Service Enterprise Group Incorporated, a diversified energy company traded on the New York Stock Exchange that is one of the 10 largest electric utility companies in the United States
- Graduate of the U.S. Naval Academy and Navy veteran
- CPA and "audit committee financial expert" under SEC regulations

Kenneth P. Manning

- Over 33 years of dedicated specialty-chemical and food-technology experience leading Sensient's businesses as former CEO
 - Transformed Sensient from a commodities food business into a global leader in specialty chemicals
 - Total shareholder return of 800% during the 25 years Mr. Manning has been a Sensient director vs. nearly 575% return for the S&P 500 and approximately 700% for the Russell 2000
 - Former President of several divisions while at W.R. Grace & Company, 1973-1987
 - Former active-duty U.S. Navy officer, Rear Admiral in the U.S. Naval Reserve and recipient of the Legion of Merit
- Essie Whitelaw
- Former Senior Vice President of Operations of Wisconsin Physician Services
 - Senior executive at Blue Cross Blue Shield of Wisconsin
 - Extensive operational experience regarding regulatory compliance and human resources, including development and implementation of compensation policies and design of incentive programs for sales and customer service employees to achieve business objectives while managing risk
 - Former director of WICOR Corporation, a Wisconsin energy utility

VOTE FOR THE NOMINEES WHO WILL SERVE YOUR INTERESTS

YOUR VOTE IS IMPORTANT – VOTE THE WHITE PROXY CARD TODAY!

Our current Board is committed to serving the interests of all shareholders. We believe that we have a strong Company with the right leaders to continue to take the right steps to position Sensient for continued success and drive shareholder value for the long term.

We urge you to vote your WHITE proxy card FOR the Company's directors today.

Sincerely,

The Board of Directors of Sensient Technologies Corporation

Your Vote Is Important, No Matter How Many Shares You Own.

If you have questions about how to vote your shares on the WHITE proxy card, or need additional assistance, please contact the firm assisting us in the proxy solicitation:

D.F. King & Co., Inc.

Shareholders Call Toll-Free: 1-888-886-4425

Banks and Brokers Call Collect: 1-212-269-5550

Email: sxt@dfking.com

IMPORTANT

WE URGE YOU NOT TO SIGN ANY GREEN PROXY CARD SENT TO YOU BY FRONTFOUR.

FORWARD-LOOKING STATEMENTS

This letter contains forward-looking statements (as that term is defined in the Private Securities Litigation Reform Act of 1995) that reflect management's current assumptions and estimates of future economic circumstances, industry conditions, Company performance and financial results. A variety of factors could cause the Company's actual results and experience to differ materially from the anticipated results, including, but not limited to the factors noted in this letter and in the Management's Discussion and Analysis in our most recently filed annual report on Form 10-K for the year ended December 31, 2013. The forward-looking statements in this letter speak only as to the date of the letter. Sensient Technologies Corporation expressly disclaims any obligation or undertaking to release publicly any updates or revisions to such statements to reflect any change in its expectations upon which such statements are based.

ADDITIONAL INFORMATION

In connection with its 2014 Annual Meeting of Shareholders, Sensient has filed a proxy statement and other documents regarding the 2014 Annual Meeting of Shareholders with the Securities and Exchange Commission ("SEC") and has mailed the definitive proxy statement and a proxy card to each shareholder of record entitled to vote at the 2014 Annual Meeting of Shareholders. **SHAREHOLDERS ARE ENCOURAGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.**

Investors and security holders will be able to obtain the documents free of charge at the SEC's website, www.sec.gov, from Sensient at its website, www.sensient.com, or by writing to Sensient Technologies Corporation, 777 East Wisconsin Avenue, Milwaukee, WI 53202, Attention: Investor Relations.

ABOUT SENSIENT TECHNOLOGIES

Sensient Technologies Corporation is a leading global manufacturer and marketer of colors, flavors and fragrances. Sensient employs advanced technologies at facilities around the world to develop specialty food and beverage systems, cosmetic and pharmaceutical systems, inkjet and specialty inks and colors, and other specialty and fine chemicals. The Company's customers include major international manufacturers representing most of the world's best-known brands. Sensient is headquartered in Milwaukee, Wisconsin.

www.sensient.com

CONTACT:

Dick Hobbs

(414) 347-3706

ⁱ Data based on company filings; peers include: Corbion, Croda, Givaudan, Tate & Lyle, IFF, Frutarom, Innophos, Symrise, DSM, Chr. Hansen, Kerry and McCormick.

ⁱⁱ PepsiCo, Inc. v. William E. Redmond, Jr., 54 F.3d 1262, 1270 (7th Cir. 1995) (citing trial-court findings).

ⁱⁱⁱ Dow Jones, December 12, 2006

^{iv} Bloomberg News, February 2, 2007
