

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

IDT Corporation

(Name of P

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Statement is hereby amended and supplemented to include the following:

Pursuant to the Purchase Agreement, the Reporting Person will dispose of beneficial ownership of an additional 2,641,929 shares of Class B Common Stock at subsequent closings scheduled to occur under the Purchase Agreement.

Item 7. Material to Be Filed as Exhibits

Item 7 of the Statement is hereby amended and supplemented to include the following:

7(t) Purchase and Sale Agreement, dated as of August 11, 2006, among the Issuer, the Reporting Person and certain of [REDACTED] Pursuant to Rule 144 of the Securities Act of 1933, as amended, and Rule 183 of the Securities Exchange Act Release File, reference is made to the Form 8-K filed by the Issuer on August 14, 2006.

7(u) First Amendment to Purchase and Sale

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