

ROCHWARGER GEOFFREY
Form 4
November 07, 2011

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 *
ROCHWARGER GEOFFREY

(Last) (First) (Middle)

C/O GENIE ENERGY LTD., 520
BROAD STREET

(Street)

NEWARK, NJ 07102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Genie Energy Ltd. [GNE]

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2011

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)
Vice Chairman

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 Ownership (Instr. 4)
Class B Common Stock, \$.01 par value per share	11/03/2011		A	(A) or (D)	37,463 (1) A \$ 0 37,476 (2)	D	

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.85	11/03/2011		A	889	11/03/2011	12/13/2011	Class B Common Stock	889
Employee Stock Option (right to buy)	\$ 6.85	11/03/2011		A	2,996	11/03/2011	04/23/2017	Class B Common Stock	2,996
Employee Stock Option (right to buy)	\$ 6.85	11/03/2011		A	37,463	<u>(3)</u>	11/02/2021	Class B Common Stock	37,463

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCHWARGER GEOFFREY C/O GENIE ENERGY LTD. 520 BROAD STREET NEWARK, NJ 07102			Vice Chairman	

Signatures

Joyce J. Mason, by Power of Attorney
11/03/2011
Date

__Signature of Reporting Person

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).

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- (1) Grant of Restricted Stock that vests as follows: 12,487 shares on November 3, 2012 and 12,488 shares on each of November 3, 2013 and November 3, 2014.

Mr. Rochwarger will also receive 18,000 shares of Class B Common Stock on each of January 5, 2012, January 5, 2013 and January 5, 2014 for a total of 54,000 shares in connection with IDT Corporation's pro-rata spinoff of the Registrant. Such shares will be issued
- (2) pursuant to a Separation Agreement between IDT Corporation and the Registrant in conjunction with a Deferred Stock Agreement between Mr. Rochwarger and IDT Corporation under which upon the occurrence of certain events Mr. Rochwarger will be granted 18,000 shares of IDT Corporation Class B Common Stock on each of January 5, 2012, January 5, 2013 and January 5, 2014.
- (3) The options vest as follows: 12,487 options on November 3, 2012 and 12,488 options on each of November 3, 2013 and November 3, 2014.

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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