

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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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
 Officer (give title below) _____ Other (specify below)
Vice Chairman

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 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

__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).

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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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