DORCHESTER MINERALS LP

Form 4

February 06, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lucent Technologies Inc. Master

Pension Trust

2. Issuer Name and Ticker or Trading

Symbol

DORCHESTER MINERALS LP

[DMLP]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Director Officer (give title below)

X__ 10% Owner _ Other (specify

600 MOUNTAIN AVENUE, ROOM 02/03/2006

7D-523

(Street) 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

MURRAY HILL, NJ 07974

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Units	02/03/2006		S	369 (1)	D	\$ 27	3,203,363 (2)	D	
Common Units	02/03/2006		S	368 (3)	D	\$ 27.12	3,202,995 (4)	D	
Common Units	02/03/2006		S				3,202,626 (6)	D	
Common Units	02/03/2006		S	368 (7)	D	\$ 27.26	3,202,258 (8)	D	
Common Units	02/03/2006		S	369 <u>(9)</u>	D	\$ 27.28	3,201,889	D	

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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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exerc	cisable and	7. Title	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionN	lumber	Expiration D	ate	Amou	nt of	Derivative	
	Security	or Exercise		any	Code	0	f	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)		Price of		(Month/Day/Year)	(Instr.	8) D	D erivative			Securities (Instr. 3 and 4)		(Instr. 5)	
		Derivative				Securities							
Security						Acquired							
						(1	A) or						
						D	Disposed						
						0	f (D)						
						(I	Instr. 3,						
						4	, and 5)						
											A		
											Amount		
								Date	Expiration		or		
								Exercisable Date	Title Number of				
				<i>a</i> 1	• • •	(5)							
					Code	V (A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lucent Technologies Inc. Master Pension Trust 600 MOUNTAIN AVENUE ROOM 7D-523 MURRAY HILL, NJ 07974



Signatures

Eli Krupnik, Atty in Fact 02/06/2006

**Signature of Reporting Date
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).
- (1) Reporting Person was actually allocated 368.6 common units at \$27.00 (out of total 1,843 common units sold in five transactions on 2/3/06 as reported herein)
- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,203,363.4
- (3) Reporting Person was actually allocated 368.6 common units at \$27.12 (out of total 1,843 common units sold in five transactions on 2/3/06 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,202,994.8

Reporting Owners 2

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- (5) Reporting Person was actually allocated 368.6 common units at \$27.25 (out of total 1,843 common units sold in five transactions on 2/3/06 as reported herein)
- (6) After allocation in footnote 5, common units owned by the Reporting Person would have been 3,202,626.2
- (7) Reporting Person was actually allocated 368.6 common units at \$27.26 (out of total 1,843 common units sold in five transactions on 2/3/06 as reported herein)
- (8) After allocation in footnote 7, common units owned by the Reporting Person would have been 3,202,257.6
- (9) Reporting Person was actually allocated 368.6 common units at \$27.28 (out of total 1,843 common units sold in five transactions on 2/3/06 as reported herein)

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.