

DORCHESTER MINERALS LP
Form 4
December 27, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
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)
600 MOUNTAIN AVENUE, ROOM 7D-523
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2005

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

MURRAY HILL, NJ 07974

(City) (State) (Zip)

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 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)
				(A) or (D) Code V Amount Price			
Common Units	12/22/2005		S	1,106 ⁽¹⁾ D \$ 25.6	3,239,488 ⁽²⁾	D	
Common Units	12/22/2005		S	369 ⁽³⁾ D \$ 25.61	3,239,119	D	
Common Units	12/22/2005		S	368 ⁽⁴⁾ D \$ 25.623	3,238,751 ⁽⁵⁾	D	
Common Units	12/22/2005		S	368 ⁽⁶⁾ D \$ 25.67	3,238,383	D	
Common Units	12/23/2005		S	1,014 ⁽⁷⁾ D \$ 25.3	3,237,369 ⁽⁸⁾	D	

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Common Units	12/23/2005	S	461 ⁽⁹⁾	D	\$ 25.5	3,236,908 ⁽¹⁰⁾	D
Common Units	12/23/2005	S	<u>368</u> ⁽¹¹⁾	D	\$ 25.51	3,236,540	D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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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			X	

Signatures

Eli Krupnik, Atty in Fact	12/27/2005
**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) Reporting Person was actually allocated 1105.5 common units at \$25.60 (out of total 2,211 common units sold in four transactions on 12/22/05 as reported herein)
- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,239,488.5
- (3) Reporting Person was actually allocated 368.5 common units at \$25.61 (out of total 2,211 common units sold in four transactions on 12/22/05 as reported herein)
- (4) Reporting Person was actually allocated 368.5 common units at \$25.623 (out of total 2,211 common units sold in four transactions on 12/22/05 as reported herein)
- (5) After allocation in footnote 4, common units owned by the Reporting Person would have been 3,238,751.5
- (6) Reporting Person was actually allocated 368.5 common units at \$25.67 (out of total 2,211 common units sold in four transactions on 12/22/05 as reported herein)
- (7) Reporting Person was actually allocated 1013.65 common units at \$25.30 (out of total 1,843 common units sold in three transactions on 12/23/05 as reported herein)
- (8) After allocation in footnote 7, common units owned by the Reporting Person would have been 3,237,369.35
- (9) Reporting Person was actually allocated 460.75 common units at \$25.50 (out of total 1,843 common units sold in three transactions on 12/23/05 as reported herein)
- (10) After allocation in footnote 9, common units owned by the Reporting Person would have been 3,236,908.6
- (11) Reporting Person was actually allocated 368.6 common units at \$25.51 (out of total 1,843 common units sold in three transactions on 12/23/05 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.