

DORCHESTER MINERALS LP
Form 4
April 28, 2005

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 *
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)
04/26/2005

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

MURRAY HILL, NJ 07974

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

(City) (State) (Zip)

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)
			Code	V Amount (A) or (D) Price			
Common Units	04/26/2005		S	1,364 (1) D \$ 22.75	3,515,366 (2)	D	
Common Units	04/26/2005		S	737 (3) D \$ 22.789	3,514,629 (4)	D	
Common Units	04/26/2005		S	111 (5) D \$ 22.82	3,514,518 (6)	D	
Common Units	04/26/2005		S	1,179 (7) D \$ 22.92	3,513,339	D	

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

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Reporting Person was actually allocated 110.5761 common units at \$22.82 (out of total 3,391 common units sold in four transactions on 4/26/05 as reported herein)

- (6) After actual allocation in footnote 5, common units owned by the Reporting Person would have been 3,514,518.4783
- (7) Reporting Person was actually allocated 1,179.4783 common units at \$22.92 (out of total 3,391 common units sold in four transactions on 4/26/05 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.

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