

DORCHESTER MINERALS LP
Form 4
June 15, 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)

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

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

600 MOUNTAIN AVENUE, ROOM 7D-523

06/13/2005

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MURRAY HILL, NJ 07974

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Units | 06/13/2005 | | S | 369 ⁽¹⁾ D \$ 22.02 | 3,458,981 ⁽²⁾ | D | |
| Common Units | 06/13/2005 | | S | 553 ⁽³⁾ D \$ 22.07 | 3,458,428 ⁽⁴⁾ | D | |
| Common Units | 06/13/2005 | | S | 737 ⁽⁵⁾ D \$ 22.1 | 3,457,691 ⁽⁶⁾ | D | |
| Common Units | 06/13/2005 | | S | 184 ⁽⁷⁾ D \$ 22.14 | 3,457,507 ⁽⁸⁾ | D | |
| Common Units | 06/13/2005 | | S | 1,659 ⁽⁹⁾ D \$ 22.25 | 3,455,848 ⁽¹⁰⁾ | D | |

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| | | | | | | | |
|--------------|------------|---|---------------|---|----------|---------------------------|---|
| Common Units | 06/13/2005 | S | 921 (11) | D | \$ 22.26 | 3,454,927 ⁽¹²⁾ | D |
| Common Units | 06/13/2005 | S | 921 (13) | D | \$ 22.28 | 3,454,006 ⁽¹⁴⁾ | D |
| Common Units | 06/13/2005 | S | 553 (15) | D | \$ 22.33 | 3,453,453 | D |
| Common Units | 06/14/2005 | S | 737 (16) | D | \$ 22.3 | 3,452,716 ⁽¹⁷⁾ | D |
| Common Units | 06/14/2005 | S | 369 (18) | D | \$ 22.35 | 3,452,347 ⁽¹⁹⁾ | D |
| Common Units | 06/14/2005 | S | 368 (20) | D | \$ 22.4 | 3,451,979 ⁽²¹⁾ | D |
| Common Units | 06/14/2005 | S | 369 (22) | D | \$ 22.45 | 3,451,610 ⁽²³⁾ | D |
| Common Units | 06/14/2005 | S | 921 (24) | D | \$ 22.8 | 3,450,689 ⁽²⁵⁾ | D |
| Common Units | 06/14/2005 | S | 1,590 (26) | D | \$ 23 | 3,449,099 | D |

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)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of 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 | | | X | |

Signatures

Eli Krupnik, Atty
in Fact 06/15/2005

__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).
- (1) Reporting Person was actually allocated 368.5625 common units at \$22.02 (out of total 5,897 common units sold in eight transactions on 6/13/05 as reported herein)
 - (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,458,981.4375
 - (3) Reporting Person was actually allocated 552.8438 common units at \$22.07 (out of total 5,897 common units sold in eight transactions on 6/13/05 as reported herein)
 - (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,458,428.5937
 - (5) Reporting Person was actually allocated 737.125 common units at \$22.10 (out of total 5,897 common units sold in eight transactions on 6/13/05 as reported herein)
 - (6) After allocation in footnote 5, common units owned by the Reporting Person would have been 3,457,691.4687
 - (7) Reporting Person was actually allocated 184.2813 common units at \$22.14 (out of total 5,897 common units sold in eight transactions on 6/13/05 as reported herein)
 - (8) After allocation in footnote 7, common units owned by the Reporting Person would have been 3,457,507.1874
 - (9) Reporting Person was actually allocated 1,658.5313 common units at \$22.25 (out of total 5,897 common units sold in eight transactions on 6/13/05 as reported herein)
 - (10) After allocation in footnote 9, common units owned by the Reporting Person would have been 3,455,848.6561
 - (11) Reporting Person was actually allocated 921.4063 common units at \$22.26 (out of total 5,897 common units sold in eight transactions on 6/13/05 as reported herein)
 - (12) After allocation in footnote 11, common units owned by the Reporting Person would have been 3,454,927.2498
 - (13) Reporting Person was actually allocated 921.4063 common units at \$22.28 (out of total 5,897 common units sold in eight transactions on 6/13/05 as reported herein)
 - (14) After allocation in footnote 13, common units owned by the Reporting Person would have been 3,454,005.8435
 - (15) Reporting Person was actually allocated 552.8435 common units at \$22.33 (out of total 5,897 common units sold in eight transactions on 6/13/05 as reported herein)
 - (16) Reporting person was actually allocated 737.154 common units at \$22.30 (out of total 4,354 common units sold in six transactions on 6/14/05 as reported herein)
 - (17) After allocation in footnote 16, common units owned by the Reporting Person would have been 3,452,715.846
 - (18) Reporting Person was actually allocated 368.577 common units at \$22.35 (out of total 4,354 common units sold in six transactions on 6/14/2005 as reported herein)

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- (19) After allocation in footnote 18, common units owned by the Reporting Person would have been 3,452,347.269
- (20) Reporting person was actually allocated 368.577 common units at \$22.40 (out of total 4,354 common units sold in six transactions on 6/14/05 as reported herein)
- (21) After allocation in footnote 20, common units owned by the Reporting Person would have been 3,451,978.692
- (22) Reporting Person was actually allocated 368.577 common units at \$22.45 (out of total 4,354 common units sold in six transactions on 6/14/05 as reported herein)
- (23) After allocation in footnote 22, common units owned by the Reporting Person would have been 3,451,610.115
- (24) Reporting Person was actually allocated 921.4425 common units at \$22.80 (out of total 4,354 common units sold in six transactions on 6/14/05 as reported herein)
- (25) After allocation in footnote 24, common units owned by the Reporting Person would have been 3,450,688.6725
- (26) Reporting Person was actually allocated 1,589.6725 common units at \$23.00 (out of total 4,354 common units sold in six transactions on 6/14/05 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.