

DORCHESTER MINERALS LP
Form 4
December 12, 2006

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

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)

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

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

600 MOUNTAIN AVENUE, ROOM 7D-523

12/08/2006

(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)
			Code	V	Amount (A) or Price (D)		
Common Units	12/08/2006		S		1,474 ⁽¹⁾	D	\$ 24.01 2,867,407 ⁽²⁾ D
Common Units	12/08/2006		S		111 ⁽³⁾	D	\$ 24.02 2,867,296 ⁽⁴⁾ D
Common Units	12/08/2006		S		221 ⁽⁵⁾	D	\$ 24.05 2,867,075 ⁽⁶⁾ D
Common Units	12/08/2006		S		148 ⁽⁷⁾	D	\$ 24.06 2,866,927 ⁽⁸⁾ D
Common Units	12/08/2006		S		37 ⁽⁹⁾	D	\$ 24.07 2,866,890 ⁽¹⁰⁾ D

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Common Units	12/08/2006		S	1,179 <u>(11)</u>	D	\$ 24.1	2,865,711 ⁽¹²⁾	D
Common Units	12/08/2006		S	516 <u>(13)</u>	D	\$ 24.67	2,865,195	D

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

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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 Owned Following Reporting Transaction (Instr. 6)
				Code	V	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

Patrick Swearingen, Atty
in Fact 12/12/2006

**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 1474.4 common units at \$24.01 (out of total 3686 common units sold in seven transactions on 12/8/06 as reported herein)

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- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 2,867,406.6
- (3) Reporting person was actually allocated 110.58 common units at \$24.02 (out of total 3686 common units sold in seven transactions on 12/8/06 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 2,867,296.02
- (5) Reporting person was actually allocated 221.16 common units at \$24.05 (out of total 3686 common units sold in seven transactions on 12/8/06 as reported herein)
- (6) After allocation in footnote 5, common units owned by the Reporting Person would have been 2,867,074.86
- (7) Reporting person was actually allocated 148.1772 common units at \$24.06 (out of total 3686 common units sold in seven transactions on 12/8/06 as reported herein)
- (8) After allocation in footnote 7, common units owned by the Reporting Person would have been 2,866,926.6828
- (9) Reporting person was actually allocated 36.86 common units at \$24.07 (out of total 3686 common units sold in seven transactions on 12/8/06 as reported herein)
- (10) After allocation in footnote 9, common units owned by the Reporting Person would have been 2,866,889.8228
- (11) Reporting person was actually allocated 1178.7828 common units at \$24.10 (out of total 3686 common units sold in seven transactions on 12/8/06 as reported herein)
- (12) After allocation in footnote 11, common units owned by the Reporting Person would have been 2,865,711.04
- (13) Reporting person was actually allocated 516.04 common units at \$24.67 (out of total 3686 common units sold in seven transactions on 12/8/06 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.

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