

MESA ROYALTY TRUST/TX  
Form 8-K  
March 31, 2008

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 31, 2008**

**Mesa Royalty Trust**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction of  
incorporation)

**1-7884**  
(Commission  
File Number)

**76-6284806**  
(IRS Employer  
Identification No.)

**The Bank of New York Trust Company,  
N.A., Trustee  
Global Corporate Trust  
919 Congress Avenue  
Austin, Texas**  
(Address of principal executive offices)

**78701**  
(Zip Code)

Registrant's telephone number, including area code: **1-800-852-1422**

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**NOT APPLICABLE**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Standard; Transfer of Listing.**

As disclosed by Mesa Royalty Trust (the Trust ) in its press release dated March 31, 2008 and its Notification of Late Filing on Form 12b-25 filed with the Securities and Exchange Commission on March 17, 2008, the Trust was not able to file its Annual Report on Form 10-K for the year ended December 31, 2007 (the 2007 Form 10-K ) in a timely manner because of the previously disclosed delay in the completion of reserve information by the Trust 's independent reserve engineer for certain non-operated properties in which the Trust has an ownership interest and related preparation of the Trust 's fiscal year 2007 financial statements.

On March 31, 2008, The Bank of New York Trust Company, N.A., the Trustee of the Trust, informed the New York Stock Exchange, Inc. (the NYSE ) that the Trust failed to file its 2007 Form 10-K timely pursuant to Section 203.01 (Reporting Financial Information to Shareholders) of the NYSE 's Listed Company Manual and, as a result, is subject to the procedures under Section 802.01E (SEC Annual Report Timely Filing Criteria) of the NYSE 's Listed Company Manual. The Trust expects to receive a letter from the NYSE regarding these procedures. The Trust is awaiting the completion of reserve information by the Trust 's independent reserve engineer, and the Trustee intends to complete the audited financial statements for the year ended December 31, 2007 and to file the 2007 Form 10-K as soon as possible after receipt of this information.

Pursuant to General Instruction B.2 of Form 8-K and Securities and Exchange Commission Release No. 33-8176, the press release attached as Exhibit 99.1 is not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, but is instead furnished for purposes of that instruction.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1 Mesa Royalty Trust Press Release dated March 31, 2008.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Mesa Royalty Trust**

By: THE BANK OF NEW YORK TRUST COMPANY,  
N.A., AS TRUSTEE

Date: March 31, 2008

By: /s/ Mike Ulrich  
Mike Ulrich  
Vice President

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
99.1	Mesa Royalty Trust Press Release dated March 31, 2008.