

DORCHESTER MINERALS LP
Form 4
April 26, 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

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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)
__X__ 10% Owner
____ Other (specify below)

600 MOUNTAIN AVENUE, ROOM 7D-523

04/24/2006

(Street)

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

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 or Price (A) or (D) | | | |
| Common Units | 04/24/2006 | | S | 1,659 (1) D \$ 27.21 | 3,112,028 (2) | D | |
| Common Units | 04/24/2006 | | S | 1,106 (3) D \$ 27.25 | 3,110,922 (4) | D | |
| Common Units | 04/24/2006 | | S | 184 (5) D \$ 27.49 | 3,110,738 | D | |
| Common Units | 04/25/2006 | | S | 1,843 (6) (12) D \$ 27 | 3,108,895 (7) | D | |
| Common Units | 04/25/2006 | | S | 369 (8) D \$ 27.01 | 3,108,526 (9) | D | |

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- (1) Reporting Person was actually allocated 1658.8125 common units at \$27.21 (out of total 2949 common units sold in three transactions on 4/24/06 as reported herein)
- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,112,028.1875
- (3) Reporting Person was actually allocated 1105.875 common units at \$27.25 (out of total 2949 common units sold in three transactions on 4/24/06 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,110,922.3125
- (5) Reporting Person was actually allocated 184.3125 common units at \$27.49 (out of total 2949 common units sold in three transactions on 4/24/06 as reported herein)
- (6) Reporting Person was actually allocated 1843.125 common units at \$27.00 (out of total 2949 common units sold in four transactions on 4/25/06 as reported herein)
- (7) After allocation in footnote 6, common units owned by the Reporting Person would have been 3,108,894.875
- (8) Reporting Person was actually allocated 368.625 common units at \$27.01 (out of total 2949 common units sold in four transactions on 4/25/06 as reported herein)
- (9) After allocation in footnote 8, common units owned by the Reporting Person would have been 3,108,526.25
- (10) Reporting Person was actually allocated 645.0938 common units at \$27.10 (out of total 2949 common units sold in four transactions on 4/25/06 as reported herein)
- (11) After allocation in footnote 10, common units owned by the Reporting Person would have been 3,107,881.1563
- (12) Reporting Person was actually allocated 92.1562 common units at \$27.20 (out of total 2949 common units sold in four transactions on 4/25/06 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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