

DORCHESTER MINERALS LP  
Form 4  
May 24, 2006

**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)

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

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

600 MOUNTAIN AVENUE, ROOM 7D-523

05/23/2006

(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 (D) Price			
Common Units	05/23/2006		S	1,106 (1) D \$ 25	3,078,420 (2)	D	
Common Units	05/23/2006		S	553 (3) D \$ 25.07	3,077,867 (4)	D	
Common Units	05/23/2006		S	368 (5) D \$ 25.1	3,077,499 (6)	D	
Common Units	05/23/2006		S	369 (7) D \$ 25.14	3,077,130 (8)	D	
Common Units	05/23/2006		S	737 (9) D \$ 25.17	3,076,393 (10)	D	

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Common Units	05/23/2006	S	737 (11)	D	\$ 25.2	3,075,656 <sup>(12)</sup>	D
Common Units	05/23/2006	S	369 (13)	D	\$ 25.35	3,075,287	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## 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 05/24/2006

           \*\*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).

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- (1) Reporting Person was actually allocated 1105.8261 common units at \$25.00 (out of total 4,239 common units sold in seven transactions on 5/23/06 as reported herein)
- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,078,420.1739
- (3) Reporting Person was actually allocated 552.913 common units at \$25.07 (out of total 4,239 common units sold in seven transactions on 5/23/06 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,077,867.2609
- (5) Reporting Person was actually allocated 368.6087 common units at \$25.10 (out of total 4,239 common units sold in seven transactions on 5/23/06 as reported herein)
- (6) After allocation in footnote 5, common units owned by the Reporting Person would have been 3,077,498.6522
- (7) Reporting Person was actually allocated 368.6087 common units at \$25.14 (out of total 4,239 common units sold in seven transactions on 5/23/06 as reported herein)
- (8) After allocation in footnote 7, common units owned by the Reporting Person would have been 3,077,130.0435
- (9) Reporting Person was actually allocated 737.2174 common units at \$25.17 (out of total 4,239 common units sold in seven transactions on 5/23/06 as reported herein)
- (10) After allocation in footnote 9, common units owned by the Reporting Person would have been 3,076,392.8261
- (11) Reporting Person was actually allocated 737.2174 common units at \$25.20 (out of total 4,239 common units sold in seven transactions on 5/23/06 as reported herein)
- (12) After allocation in footnote 11, common units owned by the Reporting Person would have been 3,075,655.6087
- (13) Reporting Person was actually allocated 368.6087 common units at \$25.35 (out of total 4,239 common units sold in seven transactions on 5/23/06 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. 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.