

DORCHESTER MINERALS, L.P.
 Form 4
 August 24, 2015

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 *
**DORCHESTER MINERALS
 OPERATING LP**

2. Issuer Name and Ticker or Trading Symbol
**DORCHESTER MINERALS, L.P.
 [DMLP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3838 OAK LAWN AVE, STE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2015

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 Entity Under Common Control

DALLAS, TX 75219

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

(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 | 08/20/2015 | | P | 1,550 A \$ 14 | 23,146 | D | (1) |
| Common Units | 08/21/2015 | | P | 1,000 A \$ 13.89 | 24,146 | D | (1) |
| Common Units | 08/21/2015 | | P | 1,000 A \$ 13.8 | 25,146 | D | (1) |
| Common Units | 08/21/2015 | | P | 121 A \$ 13.82 | 25,267 | D | (1) |
| Common Units | 08/24/2015 | | P | 1,000 A \$ 13.7 | 26,267 | D | (1) |

| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|------------------|
| Common Units | 08/24/2015 | P | 1,000 | A | \$ 13.59 | 27,267 | D ⁽¹⁾ |
| Common Units | 08/24/2015 | P | 1,000 | A | \$ 13.53 | 28,267 | D ⁽¹⁾ |

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.

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(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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DORCHESTER MINERALS OPERATING LP
3838 OAK LAWN AVE
STE 300
DALLAS, TX 75219

Entity Under Common Control

Signatures

/s/ Leslie Moriyama 08/24/2015

**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) Purchased pursuant to a Rule 10b5-1 plan adopted by the reporting person on May 20, 2015 for the purpose of satisfying equity awards to be granted pursuant to the Dorchester Minerals Operating LP Equity Incentive Program.

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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