#### DORCHESTER MINERALS LP

Form 4

December 19, 2005

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Lucent Technologies Inc. Master

(First)

Pension Trust

(Last)

2. Issuer Name and Ticker or Trading

Symbol

DORCHESTER MINERALS LP

[DMLP]

3. Date of Earliest Transaction

(Month/Day/Year)

600 MOUNTAIN AVENUE, ROOM 12/15/2005

(Middle)

7D-523

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

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

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### MURRAY HILL, NJ 07974

(City)	(State)	(Zip) <b>Tabl</b>	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Units	12/15/2005		S	1,364 (1)	D	\$ 26.35	3,251,026 (2)	D	
Common Units	12/15/2005		S	369 <u>(3)</u>	D	\$ 26.37	3,250,657 (4)	D	
Common Units	12/15/2005		S	184 (5)	D	\$ 26.39	3,250,473 (6)	D	
Common Units	12/15/2005		S	1,493 (7)	D	\$ 26.5	3,248,980 (8)	D	
Common Units	12/15/2005		S	461 <u>(9)</u>	D	\$ 26.59	3,248,519 (10)	D	

### Edgar Filing: DORCHESTER MINERALS LP - Form 4

Common Units	12/15/2005	S	368	D	\$ 26.81	3,248,151	D
Common Units	12/16/2005	S	1,567 (12)	D	\$ 26	3,246,584 (13)	D
Common Units	12/16/2005	S	92 (14)	D	\$ 26.25	3,246,492	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>.</b>	ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Director Other Lucent Technologies Inc. Master Pension Trust

600 MOUNTAIN AVENUE **ROOM 7D-523** MURRAY HILL, NJ 07974

# **Signatures**

Eli Krupnik, Atty 12/19/2005 in Fact

\*\*Signature of Reporting Date Person

2 Reporting Owners

X

#### Edgar Filing: DORCHESTER MINERALS LP - Form 4

## **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 1363.8522 common units at \$26.35 (out of total 4,239 common units sold in six transactions on 12/15/05 as reported herein)
- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,251,026.1478
- (3) Reporting Person was actually allocated 368.6087 common units at \$26.37 (out of total 4,239 common units sold in six transactions on 12/15 05 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,250,657.5391
- (5) Reporting Person was actually allocated 184.3043 common units at \$26.39 (out of total 4,239 common units sold in six transactions on 12/15/05 as reported herein)
- (6) After allocation in footnote 5, common units owned by the Reporting Person would have been 3,250,473.2348
- (7) Reporting person was actually allocated 1,492.8652 common units at \$26.50 (out of total 4,239 common units sold in six transactions on 12/15/2005 as reported herein)
- (8) After allocation in footnote 7, common units owned by the Reporting Person would have been 3,248,980.3696
- (9) Reporting person was actually allocated 460.7609 common units at \$26.59 (out of total 4,239 common units sold in six transactions on 12/15/05 as reported herein)
- (10) After allocation in footnote 9, common units owned by the Reporting Person would have been 3,248,519.6087
- (11) Reporting person was actually allocated 368.6087 common unis at \$26.81 (out of total 4,239 common units sold in six transactions on 12/15 of as reported herein)
- (12) Reporting person was actually allocated 1,566.8333 common units at \$26.00 (out of total 1,659 common units sold in two transactions on 12/16/05 as reported herein)
- (13) After allocation in footnote 12, common units owned by the Reporting Person would have been 3,246,584.1667
- (14) Reporting person was actually allocated 92.1667 common units at \$26.25 (out of total 1,659 common units sold in two transactions on 12/16/05 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.