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DORCHESTER MINERALS LP

Form 4 May 03, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(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)

(City)

(First)

(Middle)

(Zin)

3. Date of Earliest Transaction

(Month/Day/Year)

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

600 MOUNTAIN AVENUE, ROOM 05/01/2006

(State)

7D-523

(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

MURRAY HILL, NJ 07974

(City)	(State)	Tabl	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Units	05/01/2006		S	368 (1)	D	\$ 26.11	3,104,472 (2)	D	
Common Units	05/01/2006		S	369 (3)	D	\$ 26.14	3,104,103 (4)	D	
Common Units	05/01/2006		S	1,106 (5)	D	\$ 26.18	3,102,997 (6)	D	
Common Units	05/01/2006		S	2,469 (7)	D	\$ 26.321	3,100,528	D	

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
]	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
,	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
((Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										A mannt		
										Amount		
							Exercisable Date	Expiration	or n			
								Title	Number	er		
					G 1 W	(A) (D)				of		
					Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 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 05/03/2006 in Fact

**Signature of Reporting Date Person

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).
- Reporting Person was actually allocated 368.547 common units at \$26.11 (out of total 4312 common units sold in four transactions on **(1)** 5/1/06 as reported herein)
- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,104,471.453
- Reporting Person was actually allocated 368.547 common units at \$26.14 (out of total 4312 common units sold in four transactions on **(3)** 5/1/06 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,104,102.906

(5)

Reporting Owners 2

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Reporting Person was actually allocated 1105.641 common units at \$26.18 (out of total 4312 common units sold in four transactions on 5/1/06 as reported herein)

- (6) After allocation in footnote 5, common units owned by the Reporting Person would have been 3,102,997.265
- (7) Reporting Person was actually allocated 2469.265 common units at \$26.321 (out of total 4312 common units sold in four transactions on 5/1/06 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.