#### DORCHESTER MINERALS LP

Form 4

September 18, 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

0.5

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**OMB APPROVAL** 

response...

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

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)

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Pension Trust

DORCHESTER MINERALS LP [DMLP]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction

Director Officer (give title below)

X\_\_ 10% Owner \_ Other (specify

(Month/Day/Year) 600 MOUNTAIN AVENUE, ROOM 09/14/2006

(Middle)

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)	(Zip) Tab	le I - Non-	Derivativo	e Secu	rities Acqui	red, 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)	Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)  (A) or		(D) 5)	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Units	09/14/2006		Code V S	Amount 1,843	(D)	Price \$ 26.476	2,962,869	D	
Common Units	09/14/2006		S	737 (1)	D	\$ 26.75	2,962,132 (2)	D	
Common Units	09/14/2006		S	737 (3)	D	\$ 26.8129	2,961,395 (4)	D	
Common Units	09/14/2006		S	369 (5)	D	\$ 27.03	2,961,026	D	
Common Units	09/15/2006		S	1,843	D	\$ 25.9	2,959,183	D	

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Common Units	09/15/2006	S	922 <u>(6)</u> D	\$ 25.9556	2,958,261 (7)	D
Common Units	09/15/2006	S	921 (8) D	\$ 26.0087	2,957,340	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.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title Derivat Securit (Instr. 3	tive y	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8	5. ctionNumber of S) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)
					Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 0	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

\*\*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).

Reporting Owners 2

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- (1) Reporting Person was actually allocated 737.2 common units at \$26.75 (out of total 3,686 common units sold in four transactions on 9/14/06 as reported herein)
- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 2,962,131.8
- (3) Reporting Person was actually allocated 737.2 common units at \$26.8129 (out of total 3,686 common units sold in four transactions on 9/14/06 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 2,961,394.6
- (5) Reporting Person was actually allocated 368.6 common units at \$27.03 (out of total 3,686 common units sold in four transactions on 9/14/06 as reported herein)
- (6) Reporting Person was actually allocated 921.5 common units at \$25.9556 (out of total 3,686 common units sold in three transactions on 9/15/06 as reported herein)
- (7) After allocation in footnote 6, common units owned by the Reporting Person would have been 2,958,261.5
- (8) Reporting Person was actually allocated 921.5 common units at \$26.0087 (out of total 3,686 common units sold in three transactions on 9/15/06 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.