

DORCHESTER MINERALS LP

Form 4

January 20, 2006

FORM 4
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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

600 MOUNTAIN AVENUE, ROOM
7D-523

(Street)

MURRAY HILL, NJ 07974

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DORCHESTER MINERALS LP
[DMLP]

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

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ 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
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Units	01/18/2006		S		184 ⁽¹⁾	D \$ 26.5	3,218,917 ⁽²⁾ D
Common Units	01/18/2006		S		184 ⁽³⁾	D \$ 26.86	3,218,733 ⁽⁴⁾ D
Common Units	01/18/2006		S		553 ⁽⁵⁾	D \$ 26.9	3,218,180 ⁽⁶⁾ D
Common Units	01/18/2006		S		369 ⁽⁷⁾	D \$ 26.91	3,217,811 D
Common Units	01/19/2006		S		184 ⁽⁸⁾	D \$ 26.8	3,217,627 ⁽⁹⁾ D

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[illegible]**Reporting Owner Name / Address**

Director 10% Owner Officer Other

X

Eli Krupnik, Atty
in Fact 01/20/2006

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- (3) Reporting Person was actually allocated 184.2857 common units at \$26.86 (out of total 1,290 common units sold in four transactions on 1/18/06 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,218,732.4286
- (5) Reporting Person was actually allocated 552.8571 common units at \$26.90 (out of total 1,290 common units sold in four transactions on 1/18/06 as reported herein)
- (6) After allocation in footnote 5, common units owned by the Reporting Person would have been 3,218,179.5715
- (7) Reporting Person was actually allocated 368.5715 common units at \$26.91 (out of total 1,290 common units sold in four transactions on 1/18/06 as reported herein)
- (8) Reporting Person was actually allocated 184.2 common units at \$26.80 (out of total 921 common units sold in two transactions on 1/19/06 as reported herein)
- (9) After allocation in footnote 8, common units owned by the Reporting Person would have been 3,217,626.8
- (10) Reporting Person was actually allocated 736.8 common units at \$26.85 (out of total 921 common units sold in two transactions on 1/19/06 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.

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