

DORCHESTER MINERALS LP

Form 4

January 26, 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Units	01/24/2006		S		369 ⁽¹⁾	D \$ 27.31	3,216,521 ⁽²⁾ D
Common Units	01/24/2006		S		1,106 ⁽³⁾	D \$ 27.35	3,215,415 ⁽⁴⁾ D
Common Units	01/24/2006		S		1,474 ⁽⁵⁾	D \$ 27.42	3,213,941 D
Common Units	01/25/2006		S		1,474 ⁽⁶⁾	D \$ 28.01	3,212,467 ⁽⁷⁾ D
Common Units	01/25/2006		S		1,474 ⁽⁸⁾	D \$ 28.15	3,210,993 ⁽⁹⁾ D

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Common Units	01/25/2006	S	369 (10)	D	\$ 28.16	3,210,624 (11)	D
Common Units	01/25/2006	S	737 (12)	D	\$ 28.17	3,209,887 (13)	D
Common Units	01/25/2006	S	369 (14)	D	\$ 28.21	3,209,518	D

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

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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 Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

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 01/26/2006

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).
- (1) Reporting Person was actually allocated 368.625 common units at \$27.31 (out of total 2,949 common units sold in three transactions on 1/24/06 as reported herein)
- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,216,521.375
- (3) Reporting Person was actually allocated 1105.875 common units at \$27.35 (out of total 2,949 common units sold in three transactions on 1/24/06 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,215,415.5
- (5) Reporting Person was actually allocated 1474.5 common units at \$27.42 (out of total 2,949 common units sold in three transactions on 1/24/06 as reported herein)
- (6) Reporting Person was actually allocated 1474.3333 common units at \$28.01 (out of total 4,423 common units sold in five transactions on 1/25/06 as reported herein)
- (7) After allocation in footnote 6, common units owned by the Reporting Person would have been 3,212,466.6667
- (8) Reporting Person was actually allocated 1474.3333 common units at \$28.15 (out of total 4,423 common units sold in five transactions on 1/25/06 as reported herein)
- (9) After allocation in footnote 8, common units owned by the Reporting Person would have been 3,210,992.3334
- (10) Reporting Person was actually allocated 368.5833 common units at \$28.16 (out of total 4,423 common units sold in five transactions on 1/25/06 as reported herein)
- (11) After allocation in footnote 10, common units owned by the Reporting Person would have been 3,210,623.7501
- (12) Reporting Person was actually allocated 737.1667 common units at \$28.17 (out of total 4,423 common units sold in five transactions on 1/25/06 as reported herein)
- (13) After allocation in footnote 12, common units owned by the Reporting Person would have been 3,209,886.5834
- (14) Reporting Person was actually allocated 368.5834 common units at \$28.21 (out of total 4,423 common units sold in five transactions on 1/25/06 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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