

DORCHESTER MINERALS LP  
Form 4  
May 17, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(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) (First) (Middle)

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

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

600 MOUNTAIN AVENUE, ROOM 7D-523

05/15/2006

(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 Person

MURRAY HILL, NJ 07974

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Units	05/15/2006		S	921	D	\$ 26	3,087,443 D
Common Units	05/16/2006		S	1,603 <sup>(1)</sup>	D	\$ 25	3,085,840 <sup>(2)</sup> D
Common Units	05/16/2006		S	1,253 <sup>(3)</sup>	D	\$ 25.12	3,084,587 <sup>(4)</sup> D
Common Units	05/16/2006		S	369 <sup>(5)</sup>	D	\$ 25.312	3,084,218 <sup>(6)</sup> D
Common Units	05/16/2006		S	461 <sup>(7)</sup>	D	\$ 25.34	3,083,757 D

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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)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 columns: 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 05/17/2006

\*\*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 1603.41 common units at \$25.00 (out of total 3686 common units sold in four transactions on 5/16/06 as reported herein)
(2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,085,839.59
(3) Reporting Person was actually allocated 1253.24 common units at \$25.12 (out of total 3686 common units sold in four transactions on 5/16/06 as reported herein)
(4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,084,586.35

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- (5) Reporting Person was actually allocated 368.6 common units at \$25.312 (out of total 3686 common units sold in four transactions on 5/16/06 as reported herein)
- (6) After allocation in footnote 5, common units owned by the Reporting Person would have been 3,084,217.75
- (7) Reporting Person was actually allocated 460.75 common units at \$25.34 (out of total 3686 common units sold in four transactions on 5/16/06 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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