

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Lucent Technologies Inc. Master Pension Trust</u> (Last) (First) (Middle) <u>600 MOUNTAIN AVENUE</u> <u>ROOM 7D-523</u> (Street) <u>MURRAY HILL NJ</u> <u>07974</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DORCHESTER MINERALS LP</u> [<u>DMLP</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <u>X</u> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/06/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	07/06/2005		S		1,843	D	\$23.79	3,427,353	D	
Common Units	07/06/2005		S		1,106 ⁽¹⁾	D	\$23.81	3,426,247 ⁽²⁾	D	
Common Units	07/06/2005		S		921 ⁽³⁾	D	\$23.843	3,425,326 ⁽⁴⁾	D	
Common Units	07/06/2005		S		1,843	D	\$23.845	3,423,483 ⁽⁵⁾	D	
Common Units	07/06/2005		S		922 ⁽⁶⁾	D	\$23.892	3,422,561 ⁽⁷⁾	D	
Common Units	07/06/2005		S		737 ⁽⁸⁾	D	\$23.9	3,421,824	D	
Common Units	07/06/2005		S		1,843	D	\$23.955	3,419,981	D	
Common Units	07/07/2005		S		2,211 ⁽⁹⁾	D	\$23.75	3,417,770 ⁽¹⁰⁾	D	
Common Units	07/07/2005		S		922 ⁽¹¹⁾	D	\$23.76	3,416,848 ⁽¹²⁾	D	
Common Units	07/07/2005		S		553 ⁽¹³⁾	D	\$23.77	3,416,295 ⁽¹⁴⁾	D	
Common Units	07/07/2005		S		921 ⁽¹⁵⁾	D	\$23.83	3,415,374 ⁽¹⁶⁾	D	
Common Units	07/07/2005		S		922 ⁽¹⁷⁾	D	\$23.894	3,414,452 ⁽¹⁸⁾	D	
Common Units	07/07/2005		S		921 ⁽¹⁹⁾	D	\$23.912	3,413,531	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Reporting Person was actually allocated 1,105.8 common units at \$23.81 (out of total 9,215 common units sold in seven transactions on 7/6/05 as reported herein)
2. After allocation in footnote 1, common units owned by the Reporting Person would have been 3,426,247.2
3. Reporting person was actually allocated 921.5 common units at \$23.843 (out of total 9,215 common units sold in seven transactions on 7/6/05 as reported herein)
4. After allocation in footnote 3, common units owned by the Reporting Person would have been 3,425,325.7
5. Due to allocation in footnote 3, common units owned by the Reporting person would have been 3,423,482.7
6. Reporting Person was actually allocated 921.5 common units at \$23.892 (out of total 9,215 common units sold in seven transactions on 7/6/05 as reported herein)
7. After allocation in footnote 6, common units owned by the Reporting Person would have been 3,422,561.2
8. Reporting person was actually allocated 737.2 common units at \$23.90 (out of total 9,215 common units sold in seven transactions on 7/6/05 as reported herein)
9. Reporting Person was actually allocated 2,211.4286 common units at \$23.75 (out of total 6,450 common units sold in six transactions on 7/7/05 as reported herein)
10. After allocation in footnote 9, common units owned by the Reporting Person would have been 3,417,769.5714
11. Reporting Person was actually allocated 921.4286 common units at \$23.76 (out of total 6,450 common units sold in six transactions on 7/7/05 as reported herein)
12. After allocation in footnote 11, common units owned by the Reporting Person would have been 3,416,848.1428

- 13. Reporting Person was actually allocated 552.8571 common units at \$23.77 (out of total 6,450 common units sold in six transactions on 7/7/05 as reported herein)
- 14. After allocation in footnote 13, common units owned by the Reporting Person would have been 3,416,295.2857
- 15. Reporting Person was actually allocated 921.4286 common units at \$23.83 (out of total 6,450 common units sold in six transactions on 7/7/05 as reported herein)
- 16. After allocation in footnote 15, common units owned by the Reporting Person would have been 3,415,373.8571
- 17. Reporting Person was actually allocated 921.4286 common units at \$23.894 (out of total 6,450 common units sold in six transactions on 7/7/05 as reported herein)
- 18. After allocation in footnote 17, common units owned by the Reporting Person would have been 3,414,452.4285
- 19. Reporting Person was actually allocated 921.4285 common units at \$23.912 (out of total 6,450 common units sold in six transactions on 7/7/05 as reported herein)

[Eli Krupnik, Atty in Fact](#)

** Signature of Reporting Person

[07/08/2005](#)

Date

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

* 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).

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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