

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

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

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 [DMLP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2005</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	05/23/2005		S		276 ⁽¹⁾	D	\$21.75	3,488,745 ⁽²⁾	D	
Common Units	05/23/2005		S		276 ⁽³⁾	D	\$21.77	3,488,469 ⁽⁴⁾	D	
Common Units	05/23/2005		S		369 ⁽⁵⁾	D	\$21.8	3,488,100	D	
Common Units	05/24/2005		S		1,106 ⁽⁶⁾	D	\$21.77	3,486,994 ⁽⁷⁾	D	
Common Units	05/24/2005		S		737 ⁽⁸⁾	D	\$21.8	3,486,257	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Reporting Person was actually allocated 276.3 common units at \$21.75 (out of total 921 common units sold in three transactions on 5/23/05 as reported herein)
2. After allocation in footnote 1, common units owned by the Reporting Person would have been 3,488,744.7
3. Reporting Person was actually allocated 276.3 common units at \$21.77 (out of total 921 common units sold in three transactions on 5/23/05 as reported herein)
4. After allocation in footnote 3, common units owned by the Reporting Person would have been 3,488,468.4
5. Reporting Person was actually allocated 368.4 common units at \$21.8 (out of total 921 common units sold in three transactions on 5/23/05 as reported herein)
6. Reporting Person was actually allocated 1,105.80 common units at \$21.77 (out of total 1,843 common units sold in two transactions on 5/24/05 as reported herein)
7. After allocation in footnote 6, common units owned by the Reporting Person would have been 3,486,994.2
8. Reporting Person was actually allocated 737.2 common units at \$21.80 (out of total 1,843 common units sold in two transactions on 5/24/05 as reported herein)

Eli Krupnik, Atty in Fact
** Signature of Reporting Person

05/25/2005
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.

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 Number.