

DORCHESTER MINERALS LP
 Form 4
 May 10, 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)
 600 MOUNTAIN AVENUE, ROOM 7D-523
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2006

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

MURRAY HILL, NJ 07974

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Units	05/08/2006		S	553 ⁽¹⁾ D \$ 26.41	3,098,132 ⁽²⁾	D	
Common Units	05/08/2006		S	1,843 ⁽³⁾ D \$ 26.42	3,096,289 ⁽⁴⁾	D	
Common Units	05/08/2006		S	1,474 ⁽⁵⁾ D \$ 26.47	3,094,815 ⁽⁶⁾	D	
Common Units	05/08/2006		S	369 ⁽⁷⁾ D \$ 26.67	3,094,446	D	
Common Units	05/09/2006		S	1,290 ⁽⁸⁾ D \$ 26	3,093,156 ⁽⁹⁾	D	

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Common Units 05/09/2006 S 1,843(10) D \$ 26.4 3,091,313 D

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

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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 Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities Beneficially Owned.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Entry for Lucent Technologies Inc. Master Pension Trust.

Signatures

Eli Krupnik, Atty in Fact 05/10/2006 **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 552,913 common units at \$26.41 (out of total 4239 common units sold in four transactions on 5/8/06 as reported herein)
(2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,098,132.087

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- (3) Reporting Person was actually allocated 1843.0435 common units at \$26.42 (out of total 4239 common units sold in four transactions on 5/8/06 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,096,289.0435
- (5) Reporting Person was actually allocated 1474.4348 common units at \$26.47 (out of total 4239 common units sold in four transactions on 5/8/06 as reported herein)
- (6) After allocation in footnote 5, common units owned by the Reporting Person would have been 3,094,814.6087
- (7) Reporting Person was actually allocated 368.6087 common units at \$26.67 (out of total 4239 common units sold in four transactions on 5/8/06 as reported herein)
- (8) Reporting Person was actually allocated 1290.0588 common units at \$26.00 (out of total 3133 common units sold in two transactions on 5/9/06 as reported herein)
- (9) After allocation in footnote 8, common units owned by the Reporting Person would have been 3,093,155.9412
- (10) Reporting Person was actually allocated 1842.9412 common units at \$26.40 (out of total 3133 common units sold in two transactions on 5/9/06 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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