DORCHESTER MINERALS LP
Form 4
February 06, 2006

FORM 4

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

OMB APPROVAL

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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

(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)
02/03/2006

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	02/03/2006		S		369 (1)	D	$ 27	3,203,363 (2)	D	
Common Units	02/03/2006		S		368 (3)	D	$ 27.12	3,202,995 (4)	D	
Common Units	02/03/2006		S		369 (5)	D	$ 27.25	3,202,626 (6)	D	
Common Units	02/03/2006		S		368 (7)	D	$ 27.26	3,202,258 (8)	D	
Common Units	02/03/2006		S		369 (9)	D	$ 27.28	3,201,889	D	

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)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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	02/06/2006
**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 368.6 common units at $27.00 (out of total 1,843 common units sold in five transactions on 2/3/06 as reported herein)

(2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,203,363.4

(3) Reporting Person was actually allocated 368.6 common units at $27.12 (out of total 1,843 common units sold in five transactions on 2/3/06 as reported herein)

(4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,202,994.8

(5) Reporting Person was actually allocated 368.6 common units at $27.25 (out of total 1,843 common units sold in five transactions on 2/3/06 as reported herein)

(6) After allocation in footnote 5, common units owned by the Reporting Person would have been 3,202,626.2

(7) Reporting Person was actually allocated 368.6 common units at $27.26 (out of total 1,843 common units sold in five transactions on 2/3/06 as reported herein)

(8) After allocation in footnote 7, common units owned by the Reporting Person would have been 3,202,257.6

(9) Reporting Person was actually allocated 368.6 common units at $27.28 (out of total 1,843 common units sold in five transactions on 2/3/06 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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