DORCHESTER MINERALS LP

Form 4 May 24, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(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

5. Relationship of Reporting Person(s) to

Issuer

DORCHESTER MINERALS LP

[DMLP]

(Check all applicable)

(Month/Day/Year)

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

600 MOUNTAIN AVENUE, ROOM 05/23/2006

(Street)

(First)

(Middle)

7D-523

(Last)

4. If Amendment, Date Original

3. Date of Earliest Transaction

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

MURRAY HILL, NJ 07974

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly 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)	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Units	05/23/2006		S	1,106 (1)	D	\$ 25	3,078,420 (2)	D	
Common Units	05/23/2006		S	553 (3)	D	\$ 25.07	3,077,867 (4)	D	
Common Units	05/23/2006		S	368 (5)	D	\$ 25.1	3,077,499 (6)	D	
Common Units	05/23/2006		S	369 (7)	D	\$ 25.14	3,077,130 (8)	D	
Common Units	05/23/2006		S	737 (9)	D	\$ 25.17	3,076,393 (10)	D	

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Common Units	05/23/2006	S	737	D	\$ 25.2 3,075,656 (12) D
Common Units	05/23/2006	S	369 (13)	D	\$ 25.35 3,075,287 D

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

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 control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runte, radices	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

**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).

Reporting Owners 2

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- (1) Reporting Person was actually allocated 1105.8261 common units at \$25.00 (out of total 4,239 common units sold in seven transactions on 5/23/06 as reported herein)
- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,078,420.1739
- (3) Reporting Person was actually allocated 552.913 common units at \$25.07 (out of total 4,239 common units sold in seven transactions on 5/23/06 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,077,867.2609
- (5) Reporting Person was actually allocated 368.6087 common units at \$25.10 (out of total 4,239 common units sold in seven transactions on 5/23/06 as reported herein)
- (6) After allocation in footnote 5, common units owned by the Reporting Person would have been 3,077,498.6522
- (7) Reporting Person was actually allocated 368.6087 common units at \$25.14 (out of total 4,239 common units sold in seven transactions on 5/23/06 as reported herein)
- (8) After allocation in footnote 7, common units owned by the Reporting Person would have been 3,077,130.0435
- (9) Reporting Person was actually allocated 737.2174 common units at \$25.17 (out of total 4,239 common units sold in seven transactions on 5/23/06 as reported herein)
- (10) After allocation in footnote 9, common units owned by the Reporting Person would have been 3,076,392.8261
- (11) Reporting Person was actually allocated 737.2174 common units at \$25.20 (out of total 4,239 common units sold in seven transactions on 5/23/06 as reported herein)
- (12) After allocation in footnote 11, common units owned by the Reporting Person would have been 3,075,655.6087
- (13) Reporting Person was actually allocated 368.6087 common units at \$25.35 (out of total 4,239 common units sold in seven transactions on 5/23/06 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.