DORCHESTER MINERALS LP

Form 4 June 08, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Pension Trust

DORCHESTER MINERALS LP [DMLP]

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

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

600 MOUNTAIN AVENUE, ROOM 06/06/2006

7D-523

(Street) 4. If Amendment, Date Original

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) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, 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. Transactio Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose	d of (D)	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	(D)	Price	(Instr. 3 and 4)		
Common Units	06/06/2006		S	553 (1)	D	\$ 25	3,074,734 (2)	D	
Common Units	06/06/2006		S	1,843	D	\$ 25.07	3,072,891 (3)	D	
Common Units	06/06/2006		S	369 (4)	D	\$ 25.1	3,072,522 (5)	D	
Common Units	06/06/2006		S	921 (6)	D	\$ 25.15	3,071,601	D	
Common Units	06/07/2006		S	1,567 (7)	D	\$ 25.01	3,070,034 (8)	D	

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Common Units	06/07/2006	S	276 <u>(9)</u>	D	\$ 25.09	3,069,758	D
Common Units	06/07/2006	S	921 (10)	D	\$ 25.1	3,068,837 (11)	D
Common Units	06/07/2006	S	922 (12)	D	\$ 25.3	3,067,915	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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.	ate	Secur	unt of rlying	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					
topotong o mor rame, radicos	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	06/08/2006				
**Signature of Reporting Person	Date				

Reporting Owners 2

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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 552.9 common units at \$25.00 (out of total 3,686 common units sold in four transactions on 6/6/06 as reported herein)
- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,074,734.1
- (3) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,072.891.1
- (4) Reporting Person was actually allocated 368.6 common units at \$25.10 (out of total 3,686 common units sold in four transactions on 6/6/06 as reported herein)
- (5) After allocation in footnote 4, common units owned by the Reporting Person would have been 3,072,522.5
- (6) Reporting Person was actually allocated 921.5 common units at \$25.15 (out of total 3,686 common units sold in four transactions on 6/6/06 as reported herein)
- (7) Reporting Person was actually allocated 1566.55 common units at \$25.01 (out of total 3,686 common units sold in four transactions on 6/7/06 as reported herein)
- (8) After allocation in footnote 7, common units owned by the Reporting Person would have been 3,070,034.45
- (9) Reporting Person was actually allocated 276.45 common units at \$25.09 (out of total 3,686 common units sold in four transactions on 6/7/06 as reported herein)
- (10) Reporting Person was actually allocated 921.5 common units at \$25.10 (out of total 3,686 common units sold in four transactions on 6/7/06 as reported herein)
- (11) After allocation in footnote 10, common units owned by the Reporting Person would have been 3,068,836.5
- (12) Reporting Person was actually allocated 921.5 common units at \$25.30 (out of total 3,686 common units sold in four transactions on 6/7/06 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.