

DORCHESTER MINERALS LP
Form 4
November 01, 2005

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

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)
10/28/2005

____ 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	10/28/2005		S	921 ⁽¹⁾ D \$ 26.02	3,310,328 ⁽²⁾	D	
Common Units	10/28/2005		S	2,248 ⁽³⁾ D \$ 26.1	3,308,080 ⁽⁴⁾	D	
Common Units	10/28/2005		S	221 ⁽⁵⁾ D \$ 26.5	3,307,859 ⁽⁶⁾	D	
Common Units	10/28/2005		S	922 ⁽⁷⁾ D \$ 26.7	3,306,937	D	

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

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(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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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 11/01/2005

**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 921.3675 common units at \$26.02 (out of total 4,312 common units sold in four transactions on 10/28/05 as reported herein)
- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,310,327.6325
- (3) Reporting Person was actually allocated 2248.1368 common units at \$26.10 (out of total 4,312 common units sold in four transactions on 10/28/05 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,308,079.4957
- (5)

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Reporting Person was actually allocated 221.1282 common units at \$26.50 (out of total 4,312 common units sold in four transactions on 10/28/05 as reported herein)

(6) After allocation in footnote 5, common units owned by the Reporting Person would have been 3,307,858.3675

(7) Reporting Person was actually allocated 921.3675 common units at \$26.70 (out of total 4,312 common units sold in four transactions on 10/28/05 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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