

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Lucent Technologies Inc. Master Pension Trust</u> (Last) (First) (Middle) <u>600 MOUNTAIN AVENUE</u> <u>ROOM 7D-523</u> (Street) <u>MURRAY HILL NJ</u> <u>07974</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DORCHESTER MINERALS LP [DMLP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	02/14/2005		S		2,541 ⁽¹⁾	D	\$23.85	3,593,000	D	
Common Units	02/14/2005		S		37 ⁽²⁾	D	\$23.86	3,592,963	D	
Common Units	02/14/2005		S		2 ⁽³⁾	D	\$23.87	3,592,961	D	
Common Units	02/15/2004		S		3,686	D	\$23.75	3,589,275	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Reporting Person was actually allocated 2,541.3 common units at \$23.85 (out of a total 2,580 common units sold in three transactions on 2/14/05 as reported herein)
- Reporting Person was actually allocated 36.8571 common units at \$23.86 (out of a total of 2,580 common units sold in three transactions on 2/14/2005 as reported herein)
- Reporting Person was actually allocated 1.8429 common units at \$23.87 (out of a total of 2,580 common units sold in three transactions on 2/14/2005 as reported herein)

Remarks:

With respect to the 3,593,000 Securities beneficially owned by Reporting Person as set forth in Table 1, Item 5, after actual allocation noted in footnote 1, common units owned by Reporting Person would be 3,592,999.7. With respect to the 3,592,963 Securities beneficially owned by Reporting Person as set forth in Table 1, Item 5, after actual allocation noted in footnote 2, common units owned by Reporting Person would be 3,592,962.8429.

/s/ Patrick Swearingen,
Attorney in fact

02/16/2005

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Power of Attorney

The undersigned, Lucent Technologies Inc. Master Pension Trust ("Lucent"), does hereby make, constitute and appoint each of Patrick Swearingen, Alan Hsia, Eli Krupnik and Imelda Tuason, each of whom is an officer of Energy Trust LLC, and each of whose address is Energy Trust LLC, 551 5th Ave. 37th Floor, New York, NY 10176, acting severally, as its true and lawful attorneys-in-fact, for it and in its name, place and stead (i) to execute on behalf of Lucent and cause to be filed and/or delivered, any number, as appropriate, of original, copies or electronic filings of any forms (including, without limitation, Securities and Exchange Commission Forms 3, 4 and 5) required to be filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 and the regulations thereunder in connection with Lucent's ownership of common units of Dorchester Minerals, L.P. and (ii) generally to take such other actions and perform such other things necessary to effectuate the foregoing as fully in a all respects as if the undersigned could do if personally present. This Power of Attorney shall remain in effect until revoked, in writing, by the undersigned.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney, this 16th day of February, 2005.

LUCENT TECHNOLOGIES INC. MASTER PENSION TRUST

By: Mellon Trust of New England, N.A.,
solely in its capacity as Trustee for the
Lucent Technologies Inc. Master Pension
Trust, (as directed by the Investment
Fiduciary), and not in its individual
capacity

By: /s/ Carole Bruno

Name: Carole Bruno
Title: Authorized Signatory