

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

**FORM 8-K**

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **April 14, 2011**

**DORCHESTER MINERALS, L.P.**  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

000-50175  
Commission  
File Number

81-0551518  
(I.R.S. Employer  
Identification No.)

3838 Oak Lawn, Suite 300, Dallas, Texas 75219  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (214) 559-0300

N/A  
(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition**

The Registrant is furnishing its press release dated April 14, 2011 which announces the Registrant's cash distribution for the quarter ended March 31, 2011. The press release is attached hereto as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure and Financial Statements and Exhibits  
And 9.01**

(c) Exhibits

99.1 Press Release dated April 14, 2011 announcing the Registrant's cash distribution for the quarter ended March 31, 2011. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

See Item 2.02. Results of Operations and Financial Condition.

Limitation on Incorporation by Reference

In accordance with general instructions B.2 and B.6 of Form 8-K, the information disclosed in this report under Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DORCHESTER MINERALS, L.P.  
Registrant

by Dorchester Minerals Management LP  
its General Partner,  
by Dorchester Minerals Management GP LLC  
its General Partner

Date: April 14, 2011

By: /s/ William Casey McManemin  
William Casey McManemin  
Chief Executive Officer

## NEWS RELEASE

## Dorchester Minerals, L.P.

Release Date: April 14, 2011  
Contact: Casey McManemin

3838 Oak Lawn Ave., Suite 300  
Dallas, Texas 75219-4541  
(214) 559-0300

---

**DORCHESTER MINERALS, L.P. ANNOUNCES ITS FIRST QUARTER DISTRIBUTION**

DALLAS, TEXAS -- Dorchester Minerals, L.P. announced today the Partnership's first quarter 2011 cash distribution. The distribution of \$0.426745 per common unit represents activity for the three-month period ended March 31, 2011 and is payable on May 5, 2011 to common unitholders of record as of April 25, 2011.

Cash receipts attributable to the Partnership's Royalty Properties during the first quarter totaled approximately \$10.7 million. These receipts generally reflect oil sales during December 2010 through February 2011 and gas sales during November 2010 through January 2011. Cash receipts attributable to the Partnership's Net Profits Interests during the first quarter totaled approximately \$4.2 million. These receipts reflect oil and gas sales from the properties underlying the Net Profits Interests generally during November 2010 through January 2011. The 4.2 million also includes a cash receipt of approximately \$2.4 million attributable to calendar year 2010 natural gas liquids.

Dorchester Minerals, L.P. is a Dallas-based owner of producing and non-producing oil and natural gas mineral, royalty, overriding royalty, net profits, and leasehold interests located in 25 states. Its common units trade on the Nasdaq Global Select Market under the symbol DMLP.

This release serves as qualified notice to nominees as provided for under Treasury Regulation Section 1.1446-4(b)(4) and (d). Please note that 100 percent of the Partnership's distributions to foreign investors are attributable to income that is effectively connected with a United States trade or business. Accordingly, all of the Partnership's distributions to foreign investors are subject to federal income tax withholding at the highest effective tax rate for individuals or corporations, as applicable. Nominees, and not the Partnership, are treated as withholding agents responsible for withholding distributions received by them on behalf of foreign investors.

**FORWARD-LOOKING STATEMENTS**

Portions of this document may constitute "forward-looking statements" as defined by federal law. Such statements are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. Examples of such uncertainties and risk factors include, but are not limited to, changes in the price or demand for oil and natural gas, changes in the operations on or development of the Partnership's properties, changes in economic and industry conditions and changes in regulatory requirements (including changes in environmental requirements) and the Partnership's financial position, business strategy and other plans and objectives for future operations. These and other factors are set forth in the Partnership's filings with the Securities and Exchange Commission.