

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

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

1. Name and Address of Reporting Person* <u>Lucent Technologies Inc. Master Pension Trust</u> (Last) (First) (Middle) 600 MOUNTAIN AVENUE ROOM 7D-523 (Street) MURRAY HILL NJ 07974 (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) 05/17/2006	
	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	05/17/2006		S		369 ⁽¹⁾	D	\$25	3,083,388 ⁽²⁾	D	
Common Units	05/17/2006		S		368 ⁽³⁾	D	\$25.2	3,083,020	D	
Common Units	05/18/2006		S		548 ⁽⁴⁾	D	\$25	3,082,472 ⁽⁵⁾	D	
Common Units	05/18/2006		S		368 ⁽⁶⁾	D	\$25.04	3,082,104 ⁽⁷⁾	D	
Common Units	05/18/2006		S		553 ⁽⁸⁾	D	\$25.07	3,081,551 ⁽⁹⁾	D	
Common Units	05/18/2006		S		553 ⁽¹⁰⁾	D	\$25.09	3,080,998 ⁽¹¹⁾	D	
Common Units	05/18/2006		S		368 ⁽¹²⁾	D	\$25.15	3,080,630 ⁽¹³⁾	D	
Common Units	05/18/2006		S		369 ⁽¹⁴⁾	D	\$25.19	3,080,261	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 368.5 common units at \$25.00 (out of total 737 common units sold in two transactions on 5/17/06 as reported herein)
- After allocation in footnote 1, common units owned by the Reporting Person would have been 3,083,388.5
- Reporting Person was actually allocated 368.5 common units at \$25.20 (out of total 737 common units sold in two transactions on 5/17/06 as reported herein)
- Reporting Person was actually allocated 547.9675 common units at \$25.00 (out of total 2759 common units sold in six transactions on 5/18/06 as reported herein)
- After allocation in footnote 4, common units owned by the Reporting Person would have been 3,082,472.0325
- Reporting Person was actually allocated 368.5054 common units at \$25.04 (out of total 2759 common units sold in six transactions on 5/18/06 as reported herein)
- After allocation in footnote 6, common units owned by the Reporting Person would have been 3,082,103.5271
- Reporting Person was actually allocated 552.7581 common units at \$25.07 (out of total 2759 common units sold in six transactions on 5/18/06 as reported herein)
- After allocation in footnote 8, common units owned by the Reporting Person would have been 3,081,550.7690
- Reporting Person was actually allocated 552.7581 common units at \$25.09 (out of total 2759 common units sold in six transactions on 5/18/06 as reported herein)
- After allocation in footnote 10, common units owned by the Reporting Person would have been 3,080,998.0109
- Reporting Person was actually allocated 368.5054 common units at \$25.15 (out of total 2759 common units sold in six transactions on 5/18/06 as reported herein)
- After allocation in footnote 12, common units owned by the Reporting Person would have been 3,080,629.5055
- Reporting Person was actually allocated 368.5055 common units at \$25.19 (out of total 2759 common units sold in six transactions on 5/18/06 as reported herein)

Eli Krupnik, Atty in Fact 05/19/2006

** 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.

