

**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>08/28/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	08/28/2006		S		1,659 <sup>(1)</sup>	D	\$28.6701	2,974,664 <sup>(2)</sup>	D	
Common Units	08/28/2006		S		737 <sup>(3)</sup>	D	\$28.6696	2,973,927 <sup>(4)</sup>	D	
Common Units	08/28/2006		S		1,106 <sup>(5)</sup>	D	\$28.7047	2,972,821 <sup>(6)</sup>	D	
Common Units	08/28/2006		S		737 <sup>(7)</sup>	D	\$28.7107	2,972,084	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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Title	Amount or Number of Shares			

**Explanation of Responses:**

- Reporting Person was actually allocated 1,658.7391 common units at \$28.6701 (out of total 4,239 common units sold in four transactions on 8/28/06 as reported herein)
- After allocation in footnote 1, common units owned by the Reporting Person would have been 2,974,664.2609
- Reporting Person was actually allocated 737.2174 common units at \$28.6696 (out of total 4,239 common units sold in four transactions on 8/28/06 as reported herein)
- After allocation in footnote 3, common units owned by the Reporting Person would have been 2,973,927.0435
- Reporting Person was actually allocated 1105.8261 common units at \$28.7047 (out of total 4,239 common units sold in four transactions on 8/28/06 as reported herein)
- After allocation in footnote 5, common units owned by the Reporting Person would have been 2,972,821.2174
- Reporting Person was actually allocated 737.2174 common units at \$28.7107 (out of total 4,239 common units sold in four transactions on 8/28/06 as reported herein)

Eli Krupnik, Atty in Fact 08/30/2006

\*\* 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.

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.