

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 | |
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| 1. Name and Address of Reporting Person* VAUGHN ROBERT C (Last) (First) (Middle) 3811 TURTLE CREEK CENTRE SUITE 1640-LB16 (Street) DALLAS TX 75219 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol DORCHESTER MINERALS LP [DMLP] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/04/2008 | |
| | 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 | 08/04/2008 | | P | | 237.3849 | A | \$32.4033 | 10,237.3849 | I | ..(1) |
| Common Units | 11/04/2008 | | P | | 415.3011 | A | \$23.3803 | 10,652.686 | I | ..(1) |
| Common Units | 12/02/2008 | | P | | 200 | A | \$17.75 | 10,852.686 | I | ..(1) |
| Common Units | 12/02/2008 | | P | | 128 | A | \$17.72 | 10,980.686 | I | ..(1) |
| Common Units | 12/02/2008 | | P | | 197 | A | \$17.76 | 11,177.686 | I | ..(1) |
| Common Units | 12/02/2008 | | P | | 205 | A | \$17.82 | 11,382.686 | I | ..(1) |
| Common Units | 12/02/2008 | | P | | 200 | A | \$17.98 | 11,582.686 | I | ..(1) |
| Common Units | 12/02/2008 | | P | | 2,870 | A | \$18 | 14,452.686 | I | ..(1) |
| Common Units | 12/02/2008 | | P | | 1,200 | A | \$18.4 | 15,652.686 | I | ..(1) |
| Common Units | | | | | | | | 446,300 | I | ..(2) |
| Common Units | | | | | | | | 9,861 | I | ..(3) |
| Common Units | | | | | | | | 9,862 | I | ..(4) |
| Common Units | | | | | | | | 9,862 | I | ..(5) |
| Common Units | | | | | | | | 9,863 | I | ..(6) |

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:

- Mr. Vaughn is the President of Empire (GP), Inc., the general partner of Empire Partners, Ltd. Mr. Vaughn and his spouse are the shareholders of Empire (GP), Inc.
- Mr. Vaughn and his spouse are the only partners of the general partnership that owns the general partner of RCV, Ltd. and all the limited partnership interests of RCV, Ltd.
- Mr. Vaughn disclaims beneficial ownership of those common units owned by the Jack C. Vaughn, Jr. Trust in which he does not have a pecuniary interest. Mr. Vaughn is a co-trustee of the trust.
- Mr. Vaughn disclaims beneficial ownership of those common units owned by the Robert C. Vaughn Trust in which he does not have a pecuniary interest. Mr. Vaughn is a co-trustee of the trust.
- Mr. Vaughn disclaims beneficial ownership of those common units owned by the David C. Vaughn Trust in which he does not have a pecuniary interest. Mr. Vaughn is a co-trustee of the trust.
- Mr. Vaughn disclaims beneficial ownership of those common units owned by the Sharon E. Vaughn Trust in which he does not have a pecuniary interest. Mr. Vaughn is a co-trustee of the trust.

Remarks:

Robert C. Vaughn

12/03/2008

** Signature of Reporting Person

Date

* 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.