

**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
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1. Name and Address of Reporting Person* <u>ALLEN H C JR</u>			2. Issuer Name and Ticker or Trading Symbol <u>DORCHESTER MINERALS, L.P. [ DMLP ]</u>		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)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2017</u>			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
3838 OAK LAWN AVE SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	(City)	(State)	(Zip)	DALLAS TX 75219		

**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	06/30/2017		p <sup>(1)</sup>		19,252	A	\$14.98	41,130	I	. <sup>(2)</sup>
Common Units								32,040.022	D <sup>(3)</sup>	
Common Units								154,840	I	. <sup>(4)</sup>
Common Units								5,531	I	. <sup>(5)</sup>
Common Units								53,224	I	. <sup>(6)</sup>

**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)		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)					

**Explanation of Responses:**

- Acquired from the issuer on June 30, 2017 pursuant to a Contribution and Exchange Agreement dated June 30, 2017 by and between the issuer and the 2011 Pete & Kay Allen Family Trust.
- These common units are held by the Pete & Kay Allen Family Trust, of which Mr. Allen is a trustee and an immediate family member is a beneficiary. Mr. Allen disclaims beneficial ownership of those common units by the 2011 Pete & Kay Allen Family Trust in which he does not have a pecuniary interest.
- These common units are held by Mr. Allen in his individual name, IRA or Keogh Plan.
- Held by Rabbitfoot Investments, LLC. Mr. Allen disclaims beneficial ownership of those common units owned by Rabbitfoot Investments, LLC in which he does not have pecuniary interest. Rabbitfoot Investments, LLC is owned by Rabbitfoot Ranch and Cattle Company, Ltd. and its general partner is RR&CC Management, Inc. which is owned by Mr. Allen and his late spouse.
- Held by SAM Partners Management, Inc. Mr. Allen disclaims beneficial ownership of those common units owned by SAM Partners Management, Inc. in which he does not have a pecuniary interest. Mr. Allen is the secretary and a shareholder of SAM Partners Management, Inc.
- Held by Smith Allen Oil & Gas, LLP. Mr. Allen disclaims beneficial ownership of those common units owned by Smith Allen Oil & Gas, LLP in which he does not have a pecuniary interest. Mr. Allen is the secretary and a shareholder of Smith Allen Oil & Gas, LLP.

/s/ H.C. Allen, Jr.

07/05/2017

\*\* 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.