

**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>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) 03/22/2005	
	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	03/22/2005		S		553 <sup>(1)</sup>	D	\$22.877	3,544,743 <sup>(2)</sup>	D	
Common Units	03/22/2005		S		369 <sup>(3)</sup>	D	\$22.902	3,544,374 <sup>(4)</sup>	D	
Common Units	03/22/2005		S		1,843	D	\$23	3,542,531 <sup>(5)</sup>	D	
Common Units	03/22/2005		S		921 <sup>(6)</sup>	D	\$23.1	3,541,610	D	
Common Units	03/23/2005		S		921 <sup>(7)</sup>	D	\$22	3,540,689 <sup>(8)</sup>	D	
Common Units	03/23/2005		S		737 <sup>(9)</sup>	D	\$22.03	3,539,952 <sup>(10)</sup>	D	
Common Units	03/23/2005		S		369 <sup>(11)</sup>	D	\$22.07	3,539,583 <sup>(12)</sup>	D	
Common Units	03/23/2005		S		184 <sup>(13)</sup>	D	\$22.14	3,539,399 <sup>(14)</sup>	D	
Common Units	03/23/2005		S		553 <sup>(15)</sup>	D	\$22.43	3,538,846	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)					

**Explanation of Responses:**

- Reporting Person was actually allocated 552.9 common units at \$22.877 (out of total 3,686 common units sold in four transactions on 3/22/05 as reported herein)
- After actual allocation in footnote 1, common units owned by Reporting Person would have been 3,544,743.1
- Reporting Person was actually allocated 368.6 common units at \$22.902 (out of total 3,686 common units sold in four transactions on 3/22/05 as reported herein)
- After actual allocation in footnote 3, common units owned by the Reporting Person would have been 3,544,374.5
- After actual allocations in footnotes 3, common units owned by the reporting person would have been 3,542,531.5
- Reporting Person was actually allocated 921.5 common units at \$23.1 (out of total 3,686 common units sold in four transactions on 3/22/05 as reported herein)
- Reporting Person was actually allocated 921.3333 common units at \$22.0 (out of total 2,764 common units sold in five transactions on 3/23/05 as reported herein)
- After actual allocation in footnote 7, common units owned by the Reporting Person would have been 3,540,688.6667
- Reporting Person was actually allocated 737.0667 common units at \$22.03 (out of total 2,764 common units sold in five transactions on 3/23/05 as reported herein)
- After actual allocation in footnote 9, common units owned by the Reporting Person would have been 3,539,951.60
- Reporting Person was actually allocated 368.5333 common units at \$22.07 (out of total 2,764 common units sold in five transactions on 3/23/05 as reported herein)
- After actual allocation in footnote 11, common units owned by the Reporting Person would have been 3,539,583.0667
- Reporting Person was actually allocated 184.2667 common units at \$22.14 (out of total 2,764 common units sold in five transactions on 3/23/05 as reported herein)
- After actual allocation in footnote 13, common units owned by the Reporting Person would have been 3,539,398.8
- Reporting Person was actually allocated 552.8 common units at \$22.43 (out of total 2,764 common units sold in five transactions on 3/23/05 as reported herein)

Eli Krupnik, Atty in Fact

03/24/2005

\*\* 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.

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