

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 26, 2009

DORCHESTER MINERALS, L.P.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-50175
Commission
File Number

81-0551518
(I.R.S. Employer
Identification No.)

3838 Oak Lawn, Suite 300, Dallas, Texas 75219
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (214) 559-0300

N/A
(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act
(17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
(17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
(17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
(17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition

The Registrant is furnishing its press release dated February 26, 2009 which announces the Registrant's results for the quarter ended December 31, 2008. The press release is attached hereto as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

**Item 7.01
And 9.01 Regulation FD Disclosure and Financial Statements and Exhibits**

(c) Exhibits

99.1 Press Release dated February 26, 2009 announcing the Registrant's results for the quarter ended December 31, 2008. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

See Item 2.02. Results of Operations and Financial Condition.

Limitation on Incorporation by Reference

In accordance with general instructions B.2 and B.6 of Form 8-K, the information disclosed in this report under Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DORCHESTER MINERALS, L.P.

Registrant

by Dorchester Minerals Management LP
its General Partner,

by Dorchester Minerals Management GP LLC
its General Partner

Date: February 26, 2009

By: /s/ William Casey McManemin
William Casey McManemin
Chief Executive Officer

NEWS RELEASE

Dorchester Minerals, L.P.

Release Date: February 26, 2009
Contact: Casey McManemin

3838 Oak Lawn Ave., Suite 300
Dallas, Texas 75219-4541
(214) 559-0300

DORCHESTER MINERALS, L.P. ANNOUNCES 2008 RESULTS

DALLAS, TEXAS -- Dorchester Minerals, L.P. (the "Partnership") announced today the Partnership's net earnings for the year ended December 31, 2008 of \$66,783,000, or \$2.30 per common unit.

A comparison of the Partnership's consolidated results for the twelve month periods ending December 31, 2008 and 2007 are set forth below:

| | Twelve Months Ended | |
|------------------------------|---------------------|---------------|
| | December 31, | |
| | 2008 | 2007 |
| Operating Revenues | \$ 89,925,000 | \$ 65,365,000 |
| Net Earnings | \$ 66,783,000 | \$ 43,048,000 |
| Net Earnings Per Common Unit | \$ 2.30 | \$ 1.48 |

The Partnership's operating revenues during the twelve months ending December 31, 2008 are higher than 2007 primarily as a result of increased oil and natural gas sales prices.

The Partnership's independent engineering consultants estimated its total proved oil and gas reserves to be 82.4 billion cubic feet of natural gas equivalents (bcfe) as of December 31, 2008. Approximately 35.5% of these reserves are attributable to the Partnership's Net Profits Interests and 64.5% are attributable to its Royalty Properties. Natural gas accounted for 74.0% of total proved reserves as of December 31, 2008, all of which were classified as proved developed. Upward revisions to prior reserve estimates, as reported in the Partnership's 2008 10-K, totaled 10.0 bcfe, or approximately 97.5% of production during 2008.

The Partnership received cash payments in the amount of \$441,000 during 2008, attributable to lease bonus on 62 leases and pooling elections of interests in lands located in 24 counties and parishes in four states. These leases reflected bonus payments ranging up to \$850/acre and initial royalty terms ranging up to 30 percent. In 2008 the Partnership identified 423 new wells located in 10 states on our Royalty Properties and 48 new wells located in five states on our Net Profits Interests Properties.

The Partnership distributed a total of \$80 million to its common unitholders from May 2008 through February 2009 attributable to 2008 activity.

Dorchester Minerals, L.P. is a Dallas based owner of producing and non-producing crude oil and natural gas mineral, royalty, overriding royalty, net profits, and leasehold interests and its common units trade on the NASDAQ Global Select Market under the symbol DMLP.

FORWARD-LOOKING STATEMENTS

Portions of this document may constitute "forward-looking statements" as defined by federal law. Such statements are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. Examples of such uncertainties and risk factors include, but are not limited to, changes in the price or demand for oil and natural gas, changes in the operations on or development of the Partnership's properties, changes in economic and industry conditions and changes in regulatory requirements (including changes in environmental requirements) and the Partnership's financial position, business strategy and other plans and objectives for future operations. These and other factors are set forth in the Partnership's filings with the Securities and Exchange Commission.