

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>VAUGHN ROBERT C</u> (Last) (First) (Middle) <u>3738 OAKLAWN</u> <u>SUITE 300</u> (Street) <u>DALLAS TX 75219</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2004</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	03/31/2004	03/31/2004	P		553,250 ⁽¹⁾	A ⁽¹⁾	(1)	553,250	I	See Footnote ⁽¹⁾
Common Units								8,181	I	See Footnote ⁽²⁾
Common Units								8,088	I	See Footnote ⁽³⁾
Common Units								8,089	I	See Footnote ⁽⁴⁾
Common Units								8,088	I	See Footnote ⁽⁵⁾
Common Units								8,089	I	See Footnote ⁽⁶⁾
Common Units								122,115	I	See Footnote ⁽⁷⁾

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:

- Pursuant to a restructuring of the ownership of Vaughn Petroleum, Ltd., Mr. Vaughn and his wife are now the only partners of the general partnership that owns the general partner of Vaughn Petroleum, Ltd. and all of the limited partner interests of Vaughn Petroleum, Ltd.
- 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 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 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 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 Sharon E. 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 Vaughn Petroleum Royalty Partners, Ltd. in which he does not have a pecuniary interest. The general partner of Vaughn Petroleum Royalty Partners, Ltd. is Vaughn Petroleum, Ltd.

Robert C. Vaughn 04/14/2004

** 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.

