

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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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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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) 05/03/2005 | |
| | 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 | 05/03/2005 | | S | | 700 ⁽¹⁾ | D | \$21.5 | 3,508,953 ⁽²⁾ | D | |
| Common Units | 05/03/2005 | | S | | 1,843 ⁽³⁾ | D | \$21.51 | 3,507,110 ⁽⁴⁾ | D | |
| Common Units | 05/03/2005 | | S | | 332 ⁽⁵⁾ | D | \$22.5 | 3,506,778 | D | |
| Common Units | 05/04/2005 | | S | | 516 ⁽⁶⁾ | D | \$22 | 3,506,262 ⁽⁷⁾ | D | |
| Common Units | 05/04/2005 | | S | | 369 ⁽⁸⁾ | D | \$22.5 | 3,505,893 | 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) | | 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 700.3205 common units at \$21.5 (out of total 2,875 common units sold in three transactions on 5/3/05 as reported herein)
- After actual allocation in footnote 1, common units owned by the Reporting Person would have been 3,508,952.6795
- Reporting Person was actually allocated 1,842.9487 common units at \$21.51 (out of total 2,875 common units sold in three transactions on 5/3/05 as reported herein)
- After allocation in footnote 2, common units owned by the Reporting Person would have been 3,507,109.7308
- Reporting Person was actually allocated 331.7308 common units at \$22.50 (out of total 2,875 common units sold in three transactions on 5/3/05 as reported herein)
- Reporting Person was actually allocated 516.25 common units at \$22.00 (out of total 885 common units sold in two transactions on 5/4/05 as reported herein)
- After allocation in footnote 6, common units owned by the Reporting Person would have been 3,506,261.75
- Reporting Person was actually allocated 368.75 common units at \$22.50 (out of total 885 common units sold in two transactions on 5/4/05 as reported herein)

Eli Krupnik, Atty in Fact 05/05/2005
 ** 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.