

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

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FORM 8-K  
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CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 2, 2006  
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DORCHESTER MINERALS, L.P.  
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(Exact name of Registrant as specified in its charter)

Delaware  
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(State or other jurisdiction of  
incorporation or organization)

000-50175  
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Commission  
File Number

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

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

75219  
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(Zip Code)

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

Item 2.02 Results of Operations and Financial Condition

The Registrant is furnishing its press release dated  
May 2, 2006 which announces the Registrant's results for the  
quarter ended March 31, 2006. A copy of the press release is  
attached hereto as Exhibit 99.1 to this Form 8-K and  
incorporated herein by reference.

In accordance with general instructions B.2 and B.6 of Form 8-K,

the information disclosed in this report under Item 2.02, 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.

Item 7.01 Regulation FD Disclosure

On May 2, 2006, the Registrant issued a press release announcing the Registrant's results for the quarter ended March 31, 2006. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

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.

Item 8.01 Other

On March 30, 2006, the registrant entered into an agreement to lease certain of the Registrant's mineral interests in Arkansas. The disclosure provided in the copy of the press release attached as Exhibit 99.1 with respect to the leasing transaction is hereby incorporated by reference into this Item 8.01 with respect to such leasing transaction.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits  
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99.1 Press Release dated May 2, 2006 announcing the Registrant's 2006 first quarter results.

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: May 2, 2006

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

EXHIBIT INDEX  
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99.1 Press Release dated May 2, 2006.

## NEWS RELEASE

Release Date: May 2, 2006

Contact: Casey McManemin

Dorchester Minerals, L.P.  
 3838 Oak Lawn Ave., Suite 300  
 Dallas, Texas 75219-4541  
 Telephone (214) 559-0300

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DORCHESTER MINERALS, L.P. ANNOUNCES FIRST QUARTER RESULTS

DALLAS, TEXAS -- Dorchester Minerals, L.P. (the "Partnership") announced today the Partnership's net earnings for the first quarter ended March 31, 2006 of \$13,060,000, or \$0.45 per common unit.

A comparison of results for the periods ending March 31, 2006 and March 31, 2005 are set forth below:

	Three Months Ended March 31,	
	2006	2005
Operating Revenues	\$ 19,267,000	\$ 14,397,000
Depletion and Amortization	(4,708,000)	(5,137,000)
All Other Expenses, Net	(1,499,000)	(1,384,000)
Net Earnings	\$ 13,060,000	\$ 7,876,000
Net Earnings Per Common Unit	\$0.45	\$0.27

The Partnership previously declared its first quarter distribution in the amount of \$0.729852 per common unit payable on May 11, 2006 to common unit holders of record as of May 1, 2006. The Partnership's cash distributions are not comparable to its net earnings due to timing and other differences including depletion.

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 Stock Market under the symbol DMLP.

## ARKANSAS LEASE TRANSACTION

On March 30, 2006 we entered into an agreement with a large independent oil and gas exploration company pursuant to which we will grant leases on our interest in 9,800 net mineral acres for terms including lease bonus of \$625 per acre, one-quarter royalty and optional working interest participation in certain circumstances. We received a non-refundable lease bonus down payment in the amount of \$616,062.50 on March 29, 2006. The agreement provides for payment of the remaining bonus consideration, estimated to be approximately \$5,500,000, on or before June 29, 2006. Payment of the remaining lease bonus is contingent upon conditions customarily found in transactions of this type including confirmation of our title to the properties.

## 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.