

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): May 15, 2009

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

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

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000-50175  
Commission  
File Number

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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 1.01**                    **Entry into a Material Definitive Agreement**

On May 15, 2009, Dorchester Minerals, L.P. ("DMLP") executed a definitive agreement to acquire producing and nonproducing mineral and royalty interests located in Tarrant County, Texas from Tiggator, Inc., TRB Minerals, LP and West Fork Partners, L.P. The properties consist of varying undivided mineral and overriding royalty interests in six tracts totaling approximately 1820 acres in what is commonly referred to as the Core Area of the Barnett Shale Trend. All of the mineral interests were leased in 2003 to a predecessor of Chesapeake Energy Corporation, the current operator of and majority working interest owner in the lease.

The transaction will be structured as a non-taxable contribution and exchange. The contributing entities will convey their undivided mineral and royalty interests in the tracts to DMLP and deliver cash in amount equal to net cash receipts since March 31, 2009. DMLP will issue an aggregate of 1,600,000 units to the contributing entities from its Registration Statement on Form S-4. Consummation of the transaction is subject to usual and customary closing conditions and is expected to occur on June 30, 2009.

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

(a) and (b) If required, we will file the financial statements and/or pro forma financial information required by Item 9.01(a) and/or (b) of Form 8-K by amendment to this Current Report on Form 8-K on or prior to 71 calendar days from the date we are required to report the transaction.

(d)            Exhibits

99.1                    Press Release dated May 15, 2009. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**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: May 15, 2009

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

Release Date: May 15, 2009  
Contact: Casey McManemin

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

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**DORCHESTER MINERALS, L.P. ANNOUNCES DEFINITIVE AGREEMENTS TO ACQUIRE  
PRODUCING AND NONPRODUCING MINERAL AND ROYALTY INTERESTS**

DALLAS, TEXAS -- Dorchester Minerals, L.P. ("DMLP") today executed definitive agreements to acquire producing and nonproducing mineral and royalty interests located in Tarrant County, Texas from multiple parties. The properties consist of varying undivided mineral and overriding royalty interests in six tracts totaling approximately 1820 acres in what is commonly referred to as the Core Area of the Barnett Shale Trend. All of the mineral interests were leased in 2003 to a predecessor of Chesapeake Energy Corporation, the current operator of and majority working interest owner in the properties.

Approximately 577 acres of the subject lands are pooled into six units totaling 1800 acres, approximately 1129 acres are developed on a lease basis and the remaining lands are leased but not pooled or drilled upon. Thirty-two wells have been drilled from eleven padsites located on or adjacent to the properties, of which twenty-six wells are completed for production and six have been drilled but not yet completed. Permits have been issued for four additional wells to be drilled on the properties. The aggregate net revenue interest in the properties ranges from 0.5% to 20.0%. Gross production during February 2009 from 25 wells located on the properties was 537,143 mcf.

The transaction is structured as a non-taxable contribution and exchange. The contributing entities will convey their undivided mineral and royalty interests in the subject lands to DMLP in exchange for 1,600,000 common limited partnership units. Consummation of the transaction is subject to usual and customary closing conditions and is expected to occur on June 30, 2009.

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.