

**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
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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) 11/28/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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	11/28/2006		S		22 <sup>(1)</sup>	D	\$23.95	2,873,098 <sup>(2)</sup>	D	
Common Units	11/28/2006		S		1,185 <sup>(3)</sup>	D	\$23.98	2,871,913 <sup>(4)</sup>	D	
Common Units	11/28/2006		S		525 <sup>(5)</sup>	D	\$23.99	2,871,388 <sup>(6)</sup>	D	
Common Units	11/28/2006		S		111 <sup>(7)</sup>	D	\$24.02	2,871,277	D	
Common Units	11/29/2006		S		79 <sup>(8)</sup>	D	\$23.99	2,871,198 <sup>(9)</sup>	D	
Common Units	11/29/2006		S		371 <sup>(10)</sup>	D	\$24	2,870,827 <sup>(11)</sup>	D	
Common Units	11/29/2006		S		553 <sup>(12)</sup>	D	\$24.01	2,870,274 <sup>(13)</sup>	D	
Common Units	11/29/2006		S		686 <sup>(14)</sup>	D	\$24.03	2,869,588 <sup>(15)</sup>	D	
Common Units	11/29/2006		S		110 <sup>(16)</sup>	D	\$24.04	2,869,478 <sup>(17)</sup>	D	
Common Units	11/29/2006		S		258 <sup>(18)</sup>	D	\$24.05	2,869,220 <sup>(19)</sup>	D	
Common Units	11/29/2006		S		111 <sup>(20)</sup>	D	\$24.1	2,869,109 <sup>(21)</sup>	D	
Common Units	11/29/2006		S		136 <sup>(22)</sup>	D	\$24.28	2,868,973 <sup>(23)</sup>	D	
Common Units	11/29/2006		S		92 <sup>(24)</sup>	D	\$24.32	2,868,881	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 22.4846 common units at \$23.95 (out of total 1843 common units sold in four transactions on 11/28/06 as reported herein)
- After allocation in footnote 1, common units owned by the Reporting Person would have been 2,873,097.5154
- Reporting person was actually allocated 1185.049 common units at \$23.98 (out of total 1843 common units sold in four transactions on 11/28/06 as reported herein)
- After allocation in footnote 3, common units owned by the Reporting Person would have been 2,871,912.4664
- Reporting person was actually allocated 525.255 common units at \$23.99 (out of total 1843 common units sold in four transactions on 11/28/06 as reported herein)
- After allocation in footnote 5, common units owned by the Reporting Person would have been 2,871,387.2114
- Reporting person was actually allocated 110.2114 common units at \$24.02 (out of total 1843 common units sold in four transactions on 11/28/06 as reported herein)
- Reporting person was actually allocated 78.5151 common units at \$23.99 (out of total 2396 common units sold in nine transactions on 11/29/06 as reported herein)
- After allocation in footnote 8, common units owned by the Reporting Person would have been 2,871,198.4849
- Reporting person was actually allocated 371.1957 common units at \$24.00 (out of total 2396 common units sold in nine transactions on 11/29/06 as reported herein)
- After allocation in footnote 10, common units owned by the Reporting Person would have been 2,870,827.2892
- Reporting person was actually allocated 552.9231 common units at \$24.01 (out of total 2396 common units sold in nine transactions on 11/29/06 as reported herein)

13. After allocation in footnote 12, common units owned by the Reporting Person would have been 2,870,274.3661
14. Reporting person was actually allocated 685.9932 common units at \$24.03 (out of total 2396 common units sold in nine transactions on 11/29/06 as reported herein)
15. After allocation in footnote 14, common units owned by the Reporting Person would have been 2,869,588.3729
16. Reporting person was actually allocated 110.5846 common units at \$24.04 (out of total 2396 common units sold in nine transactions on 11/29/06 as reported herein)
17. After allocation in footnote 16, common units owned by the Reporting Person would have been 2,869,477.7883
18. Reporting person was actually allocated 258.0308 common units at \$24.05 (out of total 2396 common units sold in nine transactions on 11/29/06 as reported herein)
19. After allocation in footnote 18, common units owned by the Reporting Person would have been 2,869,219.7575
20. Reporting person was actually allocated 110.5846 common units at \$24.10 (out of total 2396 common units sold in nine transactions on 11/29/06 as reported herein)
21. After allocation in footnote 20 common units owned by the Reporting Person would have been 2,869,109.1729
22. Reporting person was actually allocated 136.0191 common units at \$24.28 (out of total 2396 common units sold in nine transactions on 11/29/06 as reported herein)
23. After allocation in footnote 22 common units owned by the Reporting Person would have been 2,868,973.1538
24. Reporting person was actually allocated 92.1538 common units at \$24.32 (out of total 2396 common units sold in nine transactions on 11/29/06 as reported herein)

Eli Krupnik, Atty in Fact                      11/30/2006

\*\* 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.

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