

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) 02/23/2005	
	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	02/23/2005		S		184 ⁽¹⁾	D	\$22.8	3,580,128 ⁽²⁾	D	
Common Units	02/23/2005		S		1,106 ⁽³⁾	D	\$22.82	3,579,022 ⁽⁴⁾	D	
Common Units	02/23/2005		S		737 ⁽⁵⁾	D	\$22.85	3,578,285 ⁽⁶⁾	D	
Common Units	02/23/2005		S		369 ⁽⁷⁾	D	\$22.87	3,577,916 ⁽⁸⁾	D	
Common Units	02/23/2005		S		921 ⁽⁹⁾	D	\$22.88	3,576,995 ⁽¹⁰⁾	D	
Common Units	02/23/2005		S		921 ⁽¹¹⁾	D	\$22.92	3,576,074 ⁽¹²⁾	D	
Common Units	02/23/2005		S		369 ⁽¹³⁾	D	\$23	3,575,705	D	
Common Units	02/24/2005		S		1,474 ⁽¹⁴⁾	D	\$22.5	3,574,231 ⁽¹⁵⁾	D	
Common Units	02/24/2005		S		1,474 ⁽¹⁶⁾	D	\$22.53	3,572,757 ⁽¹⁷⁾	D	
Common Units	02/24/2005		S		922 ⁽¹⁸⁾	D	\$22.57	3,571,835 ⁽¹⁹⁾	D	
Common Units	02/24/2005		S		369 ⁽²⁰⁾	D	\$22.75	3,571,466	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 184.28 common units at \$22.80 (out of total 4,607 common units sold in seven transactions on 2/23/05 as reported herein)
- After actual allocation in footnote 1, common units owned by the Reporting Person would have been 3,580,127.72
- Reporting Person was actually allocated 1105.68 common units at \$22.82 (out of total 4607 common units sold in seven transactions on 2/23/05 as reported herein).
- After actual allocation in footnote 3, common units owned by Reporting Person would have been 3,579,022.04
- Reporting Person was actually allocated 737.12 common units at \$22.85 (out of total 4607 common units sold in seven transactions on 2/23/05 as reported herein)
- After actual allocation in footnote 5, common units owned by the Reporting Person would have been 3,578,284.92
- Reporting Person was actually allocated 368.56 common units at \$22.87 (out of total 4,607 common units sold in seven transactions on 2/23/05 as reported herein)
- After actual allocation in footnote 7, common units owned by Reporting Person would have been 3,577,916.36
- Reporting Person was actually allocated 921.40 common units at \$22.88 (out of total 4,607 common units sold in seven transactions on 2/23/05 as reported herein)
- After actual allocation in footnote 9, common units owned by Reporting Person would have been 3,576,994.96
- Reporting Person was actually allocated 921.40 common units at \$22.92 (out of total 4,607 common units sold in seven transactions on 2/23/05 as reported herein)
- After actual allocation in footnote 11, common units owned by the Reporting Person would have been 3,576,073.56
- Reporting Person was actually allocated 368.56 common units at \$23.00 (out of total common units of 4,607 sold in seven transactions on 2/23/05 as reported herein)
- Reporting Person was actually allocated 1,474.4348 common units at \$22.50 (out of total 4,239 common units sold in four transactions on 2/24/05 as reported herein)
- After actual allocation in footnote 14, common units owned by Reporting Person would have been 3,574,230.5652

16. Reporting Person was actually allocated 1,474.4348 common units at \$22.53 (out of total 4,239 common units sold in four transactions on 2/24/05 as reported herein)
17. After actual allocation in footnote sixteen, common units owned by Reporting Person would have been 3,572,756.1304
18. Reporting Person was actually allocated 921.5217 common units at \$22.57 (out of total 4,239 common units sold in four transactions on 2/24/05 as reported herein)
19. After actual allocation in footnote 18, commonunits owned by Reporting Person would have been 3,571,834.6087
20. Reporting Person was actually allocated 368.6087 common units at \$22.75 (out of total common units of 4,239 sold in four transactions as reported herein)

Eli Krupnik, Atty in Fact

02/25/2005

** 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.

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