

DORCHESTER MINERALS LP
Form 4
December 22, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lucent Technologies Inc. Master Pension Trust

2. Issuer Name and Ticker or Trading Symbol
DORCHESTER MINERALS LP [DMLP]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
600 MOUNTAIN AVENUE, ROOM 7D-523
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2006

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

MURRAY HILL, NJ 07974

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Units | 12/20/2006 | | S | | 1,843 | D | \$ 21.8134 2,849,530 D |
| Common Units | 12/20/2006 | | S | | 1,843 | D | \$ 21.828 2,847,687 D |
| Common Units | 12/20/2006 | | S | | 1,843 | D | \$ 21.85 2,845,844 D |
| Common Units | 12/20/2006 | | S | | 553 ⁽¹⁾ | D | \$ 21.89 2,845,291 ⁽²⁾ D |
| Common Units | 12/20/2006 | | S | | 1,290 ⁽³⁾ | D | \$ 22.1283 2,844,001 D |

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- (1) Reporting person was actually allocated 552.9 common units at \$21.89 (out of total 7372 common units sold in five transactions on 12/20/06 as reported herein)
- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 2,845,291.1
- (3) Reporting person was actually allocated 1290.1 common units at \$22.1283 (out of total 7372 common units sold in five transactions on 12/20/06 as reported herein)
- (4) Reporting person was actually allocated 1105.8462 common units at \$21.50 (out of total 4792 common units sold in two transactions on 12/21/06 as reported herein)
- (5) After allocation in footnote 4, common units owned by the Reporting Person would have been 2,842,895.1538
- (6) Reporting person was actually allocated 3686.1538 common units at \$21.5211 (out of total 4792 common units sold in two transactions on 12/21/06 as reported herein)

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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