

DORCHESTER MINERALS LP
Form 4
December 12, 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)

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

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

600 MOUNTAIN AVENUE, ROOM 7D-523

12/08/2006

(Street)

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

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

MURRAY HILL, NJ 07974

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Units	12/08/2006		S	1,474 (1) D \$ 24.01	2,867,407 (2) D		
Common Units	12/08/2006		S	111 (3) D \$ 24.02	2,867,296 (4) D		
Common Units	12/08/2006		S	221 (5) D \$ 24.05	2,867,075 (6) D		
Common Units	12/08/2006		S	148 (7) D \$ 24.06	2,866,927 (8) D		
Common Units	12/08/2006		S	37 (9) D \$ 24.07	2,866,890 (10) D		

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- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 2,867,406.6
- (3) Reporting person was actually allocated 110.58 common units at \$24.02 (out of total 3686 common units sold in seven transactions on 12/8/06 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 2,867,296.02
- (5) Reporting person was actually allocated 221.16 common units at \$24.05 (out of total 3686 common units sold in seven transactions on 12/8/06 as reported herein)
- (6) After allocation in footnote 5, common units owned by the Reporting Person would have been 2,867,074.86
- (7) Reporting person was actually allocated 148.1772 common units at \$24.06 (out of total 3686 common units sold in seven transactions on 12/8/06 as reported herein)
- (8) After allocation in footnote 7, common units owned by the Reporting Person would have been 2,866,926.6828
- (9) Reporting person was actually allocated 36.86 common units at \$24.07 (out of total 3686 common units sold in seven transactions on 12/8/06 as reported herein)
- (10) After allocation in footnote 9, common units owned by the Reporting Person would have been 2,866,889.8228
- (11) Reporting person was actually allocated 1178.7828 common units at \$24.10 (out of total 3686 common units sold in seven transactions on 12/8/06 as reported herein)
- (12) After allocation in footnote 11, common units owned by the Reporting Person would have been 2,865,711.04
- (13) Reporting person was actually allocated 516.04 common units at \$24.67 (out of total 3686 common units sold in seven transactions on 12/8/06 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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