

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**

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### ISSUER

#### **DORCHESTER MINERALS LP**

CIK: **1172358** | IRS No.: **810551518** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **1311** Crude petroleum & natural gas

Mailing Address  
3838 OAK LAWN  
SUITE 300  
DALLAS TX 75219-4541

Business Address  
3838 OAK LAWN  
SUITE 300  
DALLAS TX 75219-4541  
2145590300

### REPORTING OWNER

#### **Lucent Technologies Inc. Master Pension Trust**

CIK: **1316288** | State of Incorporation: **NJ** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **000-50175** | Film No.: **05789814**

Mailing Address  
600 MOUNTAIN AVENUE  
ROOM 7D-523  
MURRAY HILL NJ 07974

Business Address  
600 MOUNTAIN AVENUE  
ROOM 7D-523  
MURRAY HILL NJ 07974  
908 582-1342

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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 Estimated average burden  
 hours per response 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Lucent Technologies Inc. Master Pension Trust</b>			2. Issuer Name and Ticker or Trading Symbol <b>DORCHESTER MINERALS LP [DMLP]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/28/2005</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
600 MOUNTAIN AVENUE, ROOM 7D-523			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>MURRAY HILL, NJ 07974</b>								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Units	04/28/2005		S		663 <sup>(1)</sup>	D	\$22.2	3,512,676 <sup>(2)</sup>	D	
Common Units	04/28/2005		S		3,023 <sup>(3)</sup>	D	\$22.6	3,509,653	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 of Derivative Security: 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 663.48 common units at \$22.20 (out of total 3,686 common units sold in two transactions on 4/28/05 as reported herein)
- After actual allocation in footnote 1, common units owned by the Reporting Person would have been 3,512,675.52

3. Reporting Person was actually allocated 3,022.52 common units at \$22.60 (out of total 3,686 common units sold in two transactions on 4/28/05 as reported herein)

**Signatures**

Eli Krupnik, Atty in Fact

\*\* Signature of Reporting Person

05/02/2005

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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**