

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

DORCHESTER MINERALS LP

CIK: **1172358** | IRS No.: **810551518** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **000-50175** | Film No.: **061002539**
SIC: **1311** Crude petroleum & natural gas

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DALLAS TX 75219-4541

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DALLAS TX 75219-4541
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 3, 2006

DORCHESTER MINERALS, L.P.

(Exact name of Registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation or organization)	000-50175 ----- Commission File Number	81-0551518 ----- (I.R.S. Employer Identification No.)
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3838 Oak Lawn, Suite 300 Dallas, Texas ----- (Address of principal executive offices)	75219 ----- (Zip Code)
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Registrant's telephone number, including area code: (214) 559-0300

N/A

(Former name, former address and former fiscal year,
if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

The Registrant is furnishing its press release dated August 3, 2006 which announces the Registrant's results for the quarter ended June 30, 2006. A copy of the press release is attached hereto as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

In accordance with general instructions B.2 and B.6 of Form 8-K, the information disclosed in this report under Item 2.02, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

Item 7.01 Regulation FD Disclosure

On August 3, 2006, the Registrant issued a press release announcing the Registrant's results for the quarter ended June 30, 2006. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

In accordance with general instructions B.2 and B.6 of Form 8-K, the information disclosed in this report under Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the

liability of that section, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

Item 8.01 Other

On March 30, 2006, the registrant entered into an agreement to lease certain of the Registrant's mineral interests in Arkansas. The disclosure provided in the copy of the press release attached as Exhibit 99.1 with respect to the leasing transaction is hereby incorporated by reference into this Item 8.01 with respect to such leasing transaction.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release dated August 3, 2006 announcing the Registrant's 2006 second quarter results.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DORCHESTER MINERALS, L.P.
Registrant

by Dorchester Minerals Management LP
its General Partner,
by Dorchester Minerals Management GP LLC
its General Partner

Date: August 3, 2006

By: /s/ William Casey McManemin

William Casey McManemin
Chief Executive Officer

EXHIBIT INDEX

99.1

Press Release dated August 3, 2006.

Exhibit 99.1

NEWS RELEASE

Release Date: August 3, 2006

Contact: Casey McManemin

Dorchester Minerals, L.P.
3838 Oak Lawn Ave., Suite 300
Dallas, Texas 75219-4541
Telephone (214) 559-0300

DALLAS, TEXAS -- Dorchester Minerals, L.P. (the "Partnership") announced today the Partnership's net earnings for the second quarter ended June 30, 2006 of \$16,789,000, or \$0.58 per common unit.

A comparison of results for the periods ended June 30, 2006 and June 30, 2005 is set forth below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Net Operating Revenues	\$23,128,000	\$16,970,000	\$42,407,000	\$31,389,000
Depletion and Amortization	(4,813,000)	(5,365,000)	(9,521,000)	(10,502,000)
All Other Expenses, Net	(1,526,000)	(1,414,000)	(3,037,000)	(2,820,000)
Net Earnings	\$16,789,000	\$10,191,000	\$29,849,000	\$18,067,000
Net Earnings Per Common Unit	\$0.58	\$0.35	\$1.02	\$0.62

The Partnership previously declared its second quarter distribution in the amount of \$0.778120 per common unit payable on August 3, 2006 to common unit holders of record as of July 24, 2006. Both the second quarter distribution and Net Operating Revenues for the three months ended June 30, 2006 include the final lease bonus payment of \$5,535,000 attributable to the previously announced Arkansas lease transaction. The Partnership's cash distributions are not comparable to its net earnings due to timing and other differences including depletion.

Dorchester Minerals, L.P. is a Dallas based owner of producing and non-producing crude oil and natural gas mineral, royalty, overriding royalty, net profits, and leasehold interests and its common units trade on the Nasdaq Stock Market under the symbol DMLP.

FORWARD-LOOKING STATEMENTS

Portions of this document may constitute "forward-looking statements" as defined by federal law. Such statements are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. Examples of such uncertainties and risk factors include, but are not limited to, changes in the price or demand for oil and natural gas, changes in the operations on or development of the Partnership's properties, changes in economic and industry conditions and changes in regulatory requirements (including changes in environmental requirements) and the Partnership's financial position, business strategy and other plans and objectives for future operations. These and other factors are set forth in the Partnership's filings with the Securities and Exchange Commission.