

VAUGHN ROBERT C

Form 4

December 15, 2008

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

OMB APPROVAL

OMB
Number: 3235-0287Expires: January 31,
2005Estimated average
burden hours per
response... 0.5Check 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 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 *
VAUGHN ROBERT C2. 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)

3811 TURTLE CREEK
CENTRE, SUITE 1640-LB163. Date of Earliest Transaction
(Month/Day/Year)
12/11/2008☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(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

DALLAS, TX 75219

(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)
Common Units	12/11/2008		P	(A) or (D) Amount Price \$ 15.2	17,722.686	I	.. (1)
Common Units					446,300	I	.. (2)
Common Units					9,861	I	.. (3)
Common Units					9,862	I	.. (4)
Common Units					9,862	I	.. (5)

Edgar Filing: VAUGHN ROBERT C - Form 4

Common
Units 9,863 I .. (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number. SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VAUGHN ROBERT C 3811 TURTLE CREEK CENTRE SUITE 1640-LB16 DALLAS, TX 75219	X

Signatures

Robert C.
Vaughn 12/15/2008

__Signature of
Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Mr. Vaughn is the President of Empire (GP), Inc., the general partner of Empire Partners, Ltd. Mr. Vaughn and his spouse are the shareholders of Empire (GP), Inc.
- (2)

Edgar Filing: VAUGHN ROBERT C - Form 4

Mr. Vaughn and his spouse are the only partners of the general partnership that owns the general partner of RCV, Ltd. and all the limited partnership interests of RCV, Ltd.

- (3) Mr. Vaughn disclaims beneficial ownership of those common units owned by the Jack C. Vaughn, Jr. Trust in which he does not have a pecuniary interest. Mr. Vaughn is a co-trustee of the trust.
- (4) Mr. Vaughn disclaims beneficial ownership of those common units owned by the Robert C. Vaughn Trust in which he does not have a pecuniary interest. Mr. Vaughn is a co-trustee of the trust.
- (5) Mr. Vaughn disclaims beneficial ownership of those common units owned by the David C. Vaughn Trust in which he does not have a pecuniary interest. Mr. Vaughn is a co-trustee of the trust.
- (6) Mr. Vaughn disclaims beneficial ownership of those common units owned by the Sharon E. Vaughn Trust in which he does not have a pecuniary interest. Mr. Vaughn is a co-trustee of the trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.