

DORCHESTER MINERALS LP

Form 4/A

March 14, 2006

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

OMB APPROVAL

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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 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 \*  
**PEAK PRESTON A**

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)  
  
**3838 OAK LAWN**  
**AVENUE, SUITE 300**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/31/2005**

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

**DALLAS, TX 75219**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**01/04/2006**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount    | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Units                    | 12/31/2005                           |                                                    | J                              |                                                                   | 142,396   | D          | <u>(1)</u> 0                                                                                  | I                                                        | .                                                     |
| Common Units                    | 12/31/2005                           |                                                    | J                              |                                                                   | 1,075,458 | D          | <u>(2)</u> 0                                                                                  | I                                                        | .                                                     |
| Common Units                    | 12/31/2005                           |                                                    | J                              |                                                                   | 358,482   | A          | <u>(3)</u> 358,554                                                                            | I                                                        | . <u>(3)</u>                                          |
| Common Units                    | 12/31/2005                           |                                                    | J                              |                                                                   | 358,482   | A          | <u>(4)</u> 358,482                                                                            | I                                                        | . <u>(4)</u>                                          |
| Common Units                    | 12/31/2005                           |                                                    | J                              |                                                                   | 12,179    | A          | <u>(5)</u> 12,179                                                                             | I                                                        | . <u>(5)</u>                                          |

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|                 |            |   |         |   |            |         |   |              |
|-----------------|------------|---|---------|---|------------|---------|---|--------------|
| Common<br>Units | 12/31/2005 | J | 488,711 | A | <u>(6)</u> | 488,711 | I | . <u>(6)</u> |
| Common<br>Units |            |   |         |   |            | 358,486 | I | . <u>(7)</u> |
| Common<br>Units |            |   |         |   |            | 1,000   | I | . <u>(8)</u> |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships                    |
|-------------------------------------------------------------------------|----------------------------------|
|                                                                         | Director 10% Owner Officer Other |
| PEAK PRESTON A<br>3838 OAK LAWN AVENUE<br>SUITE 300<br>DALLAS, TX 75219 | X                                |

## Signatures

/s/ Preston A.  
Peak 03/14/2006

\_\_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) 4MP Family Limited Partnership was dissolved effective 12/31/05 and its units were distributed to its partners. 4MP Corp. was the general partner of 4MP Family Limited Partnership. The Peak Revocable Living Trust is the shareholder of 4MP Corp. Mr. Peak is the trustee of the Peak Revocable Living Trust and Mr. Peak and his spouse are the beneficiaries.

(2) 4MP Children's Limited Partnership was dissolved effective 12/31/05 and its units were distributed to its partners. 4MP Corp. was the general partner of 4MP Children's Limited Partnership. The Peak Revocable Living Trust is the shareholder of 4MP Corp. Mr. Peak is the trustee of the Peak Revocable Living Trust and Mr. Peak and his spouse are the beneficiaries.

(3) The P A Peak Trust for Mary Lee Peak received a distribution of units from the 4MP Children's Limited Partnership. Mr. Peak disclaims beneficial ownership of those common units owned by the P. A. Peak FBO Mary Lee Peak Trust established for the benefit of his daughter. Mr. Peak is the trustee of the trust.

(4) The Preston A Peak Trust for Margaret J. Peak received a distribution of units from the 4MP Children's Limited Partnership. Mr. Peak disclaims beneficial ownership of those common units owned by the Preston A. Peak FBO Margaret J. Peak Trust established for the benefit of his daughter. Mr. Peak is the trustee of the trust.

(5) 4MP Corp received a distribution of units from the 4MP Family Limited Partnership and the 4MP Children's Limited Partnership. Mr. Peak and his spouse are the beneficiaries of the Peak Revocable Living Trust and Mr. Peak is the trustee of the trust. The trust is the shareholder of 4MP Corp.

(6) The Peak Revocable Living Trust received a distribution of units from the 4MP Family Limited Partnership and the 4MP Children's Limited Partnership. Mr. Peak and his spouse are the beneficiaries of the Peak Revocable Living Trust and Mr. Peak is the trustee of the trust.

(7) Mr. Peak disclaims beneficial ownership of those common units owned by the Preston A. Peak FBO Martha Ann Peak Trust established for the benefit of his daughter. Mr. Peak is the trustee of the trust.

(8) The common units are held by Hugoton Nominee, Inc. Mr. Peak and his spouse are the beneficiaries of the Peak Revocable Living Trust, which is the shareholder of Hugoton Nominee, Inc.

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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