

DORCHESTER MINERALS, L.P.  
 Form 4  
 December 12, 2014

**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 \*  
 VAUGHN ROBERT C

2. Issuer Name and Ticker or Trading Symbol  
 DORCHESTER MINERALS, L.P.  
 [DMLP]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
  
 (Street)  
  
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/10/2014  
 4. If Amendment, Date Original Filed(Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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) |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|---|--|-----------------------------------|------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price |   |  |                                   |                  |
| Common Units                    | 12/10/2014                           |  | W <sup>(1)</sup>               | V   | 875   | A \$ 0  | 10,737 <sup>(2)</sup>                                    | D                                 |                  |
| Common Units                    | 06/09/2014                           |  | G <sup>(3)</sup>               | V   | 9,861 | D \$ 0  | 0  | I                                 | .                |
| Common Units                    | 06/09/2014                           |  | G <sup>(4)</sup>               | V   | 9,862 | D \$ 0  | 0  | I                                 | .                |
| Common Units                    | 06/09/2014                           |  | G <sup>(5)</sup>               | V   | 9,863 | D \$ 0  | 0  | I                                 | .                |
| Common Units                    |                                      |  |                                |   |       |   | 427,210  | I                                 | . <sup>(6)</sup> |

Common Units 17,722.686 I . (7)

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

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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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| VAUGHN ROBERT C                |               |           | X       |       |

## Signatures

Robert C. Vaughn 12/12/2014  
 \*\*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) Units received as a result of an inheritance.
- (2) Includes 9,862 units distributed to Mr. Vaughn on June 9, 2014 by the Robert C. Vaughn Trust, of which Robert C. Vaughn was a co-trustee.
- (3)

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These common units were distributed out of the Jack C. Vaughn, Jr. Trust to the beneficiary of the Trust. Mr. Robert C. Vaughn was a co-trustee of the Trust, but had no pecuniary interest.

- (4) These common units were distributed out of the David C. Vaughn Trust to the beneficiary of the Trust. Mr. Robert C. Vaughn was a co-trustee of the Trust, but had no pecuniary interest.
- (5) These common units were distributed out of the Sharon E. Vaughn Trust to the beneficiary of the Trust. Mr. Robert C. Vaughn was a co-trustee of the Trust, but had no pecuniary interest.
- (6) Mr. Vaughn and his spouse are the only partners of the general partnership that owns the general partner of Vaughn Petroleum, Ltd. and all the limited partnership interests of Vaughn Petroleum, Ltd.
- (7) 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.

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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