

DORCHESTER MINERALS, L.P.  
 Form 4  
 August 24, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 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 \*  
**DORCHESTER MINERALS  
 OPERATING LP**

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)  
 3838 OAK LAWN AVE, STE 300  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/20/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Entity Under Common Control

DALLAS, TX 75219

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Units	08/20/2015		P		1,550 A \$ 14	23,146	D <sup>(1)</sup>
Common Units	08/21/2015		P		1,000 A \$ 13.89	24,146	D <sup>(1)</sup>
Common Units	08/21/2015		P		1,000 A \$ 13.8	25,146	D <sup>(1)</sup>
Common Units	08/21/2015		P		121 A \$ 13.82	25,267	D <sup>(1)</sup>
Common Units	08/24/2015		P		1,000 A \$ 13.7	26,267	D <sup>(1)</sup>



Edgar Filing: DORCHESTER MINERALS, L.P. - Form 4

- (1) Purchased pursuant to a Rule 10b5-1 plan adopted by the reporting person on May 20, 2015 for the purpose of satisfying equity awards to be granted pursuant to the Dorchester Minerals Operating LP Equity Incentive Program.

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.