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DORCHESTER MINERALS LP  
Form 8-K  
October 14, 2004

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

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FORM 8-K  
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CURRENT REPORT

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

Date of Report (Date of earliest event reported): October 14, 2004  
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DORCHESTER MINERALS, L.P.  
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(Exact name of Registrant as specified in its charter)

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|--|---|--|
| Delaware<br>-----<br>(State or other jurisdiction of<br>incorporation or organization) | 000-50175<br>-----<br>Commission<br>File Number | 81-0551518<br>-----<br>(I.R.S. Employer<br>Identification No.) |
|--|---|--|

|  |                              |
|--|------------------------------|
| 3838 Oak Lawn, Suite 300<br>Dallas, Texas<br>-----<br>(Address of principal executive offices) | 75219<br>-----<br>(Zip Code) |
|--|------------------------------|

Registrant's telephone number, including area code: (214) 559-0300  
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3738 Oak Lawn, Suite 300  
Dallas, Texas 75219  
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(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)

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- [ ] 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 October 14, 2004 which announces the Registrant's quarterly distribution to partners. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Items 7.01 and 9.01 Regulation FD Disclosure and Financial Statements and Exhibits.

(c) Exhibits

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Press Release dated October 14, 2004 announcing cash quarterly distribution to partners. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

See Item 2.02. Results of Operations and Financial Condition.

Limitation on Incorporation by Reference

In accordance with general instructions B.2 of Form 8-K, the information in this report, including exhibits, is furnished pursuant to Items 2.02, 7.01 and 9.01 and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section.

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

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

Date: October 14, 2004

By: /s/ William Casey McManemin

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William Casey McManemin  
Chief Executive Officer