

MCMANEMIN WILLIAM CASEY
 Form 4
 January 03, 2019

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 *
 MCMANEMIN WILLIAM CASEY

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, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

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)		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 or Price			
Common Units	12/31/2018		J ⁽¹⁾		70,911	A \$ 0	731,481	D
Common Units	12/31/2018		J ⁽¹⁾		70,911	A \$ 0	431,176	I . ⁽²⁾
Common Units	12/31/2018		J ⁽¹⁾		283,645	D \$ 0	0	I . ⁽³⁾
Common Units							5,531	I . ⁽⁴⁾
Common Units							53,224	I . ⁽⁵⁾

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

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(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 (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMANEMIN WILLIAM CASEY 3838 OAK LAWN AVE SUITE 300 DALLAS, TX 75219	X		Chief Executive Officer	

Signatures

/s/ Martye Miller, attorney-in-fact
Date: 01/03/2019

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) Pro rata distribution from Ptarmigan Royalty Partners.
 - (2) Held by 1307, Ltd. Mr. McManemin disclaims beneficial ownership of those common units owned by 1307, Ltd. in which he does not have a pecuniary interest. Mr. McManemin is the sole manager of Cabana Management LLC, the sole general partner of 1307, Ltd.
These securities were owned directly by Ptarmigan Royalty Partners. On December 31, 2018, Ptarmigan Royalty Partners made an in-kind distribution of these securities, constituting its entire holdings of securities of the issuer, pro rata to its partners. Mr. McManemin
 - (3) disclaims beneficial ownership of those units that were owned by Ptarmigan Royalty Partners in which he did not have a pecuniary interest. Mr. McManemin is the Managing Partner of Ptarmigan Royalty Partners.

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- Held by SAM Partners Management, Inc. Mr. McManemin disclaims beneficial ownership of those common units owned by SAM
- (4) Partners Management, Inc. in which he does not have a pecuniary interest. Mr. McManemin is the Vice President and a shareholder of SAM Partners Management, Inc.

- Held by Smith Allen Oil & Gas, LLP. Mr. McManemin disclaims beneficial ownership of those common units owned by Smith Allen Oil
- (5) & Gas, LLP in which he does not have a pecuniary interest. Mr. McManemin is the Vice President and a shareholder of Smith Allen Oil & Gas, LLP.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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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