

MESA ROYALTY TRUST/TX
Form 4
December 22, 2004

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 *
ALPINE CAPITAL LP

2. Issuer Name and Ticker or Trading Symbol
MESA ROYALTY TRUST/TX [MTR]

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

(Last) (First) (Middle)
201 MAIN ST STE 3100,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2004

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

FORT WORTH, TX 76102
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 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 | |
| Units of Beneficial Interest | 12/20/2004 | | S | | 750 <u>(1)</u> | D | \$ 68 220,566 | D <u>(1)</u> <u>(2)</u> |
| Units of Beneficial Interest | 12/21/2004 | | S | | 150 <u>(1)</u> | D | \$ 68 220,416 | D <u>(1)</u> <u>(2)</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)

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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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ALPINE CAPITAL LP 201 MAIN ST STE 3100 FORT WORTH, TX 76102 | | X | | |
| ALGENPAR INC 201 MAIN ST STE 3100 FORT WORTH, TX 76102 | | X | | |
| CRANDALL J TAYLOR 2775 SAND HILL RD SUITE 220 MENLO PARK, CA 94025 | | X | | |
| BRUCE ROBERT W III 201 MAIN STREET STE 2500 FORT WORTH, TX 76102 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Robert W. Bruce III, Manager - Alpine Capital, L.P. | 12/22/2004 |
| __Signature of Reporting Person | Date |
| /s/ J. Taylor Crandall, Algenpar, Inc. | 12/22/2004 |
| __Signature of Reporting Person | Date |
| /s/ Robert W. Bruce III | 12/22/2004 |
| __Signature of Reporting Person | Date |
| /s/ J. Taylor Crandall | 12/22/2004 |

__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).

J. Taylor Crandall ("Crandall") is the President and sole stockholder of Algenpar, Inc., a Texas corporation ("Algenpar"), which is one of
(1) two general partners of Alpine Capital, L.P., a Texas limited partnership ("Alpine"), which is the direct beneficial owner of certain of the securities reported herein. Robert W. Bruce III ("Bruce") is the other general partner of Alpine.

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), Crandall, Algenpar and Bruce are deemed to be beneficial owners of the shares beneficially owned by Alpine only to the extent of the greater of his or its respective direct
(2) or indirect interest in the profits or capital account of Alpine. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that Bruce, Crandall or Algenpar is, for purposes of Section 16 or the Act or otherwise, the beneficial owner of any securities owned by Alpine in excess of such amount.

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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