

MESA ROYALTY TRUST/TX  
Form NT 10-K  
March 19, 2009

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

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**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one):     Form 10-K             Form 20-F             Form 11-K             Form 10-Q             Form 10-D  
                   Form N-SAR         Form N-CSR

For Period Ended:    December 31, 2008  
 Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR  
For the Transition Period Ended:

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: Not Applicable

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**PART I   REGISTRANT INFORMATION**

**Mesa Royalty Trust**  
Full Name of Registrant

N/A  
Former Name if Applicable

**The Bank of New York Mellon Trust Company, N.A., Trustee**  
Address of Principal Executive Office (*Street and Number*)

**919 Congress Avenue, Austin, Texas 78701**  
City, State and Zip Code

**PART II   RULES 12b-25(b) AND (c)**

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If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
  - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
- x

### PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

**The Bank of New York Mellon Trust Company, as trustee of Mesa Royalty Trust (the Trust), is unable to file its annual report on Form 10-K for the year ended December 31, 2008 (the 2008 Form 10-K) within the prescribed time period. As previously reported, there is delay in the completion of reserve information for the year ended December 31, 2007 by the Trust's independent reserve engineer for certain non-operated properties in which the Trust has an ownership interest. Accordingly, the trustee has not been able to complete all required reserve information required in Part I of the annual report on Form 10-K for the year ended December 31, 2007 (the 2007 Form 10-K) and for the footnotes to the financial statements for the year ended December 31, 2007 and for subsequent periods. The trustee intends to file the 2007 Form 10-K as soon as practicable and will cause all subsequent reports, including the 2008 Form 10-K, to be filed as soon as possible thereafter.**

SEC 1344 (05-06) **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 control number.**

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(Attach extra Sheets if Needed)

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

**Mike Ulrich**  
(Name)

**800**  
(Area Code)

**852-1422**  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Annual Report on Form 10-K for the year ended December 31, 2007, Quarterly Reports on Form 10-Q for the periods ended March 31, 2008, June 30, 2008 and September 30, 2008.

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**Mesa Royalty Trust**

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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 19, 2009

Mesa Royalty Trust  
By: The Bank of New York Mellon Trust Company, N.A., Trustee for  
Mesa Royalty Trust

/S/ MIKE ULRICH  
Name: Mike Ulrich  
Title: Vice President

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

