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CHESAPEAKE ENERGY CORP

Form 424B3

September 23, 2004

Filed pursuant to Rule 424 (b) (3)

Registration No. 331-116461

313,250 SHARES

OF

CHESAPEAKE ENERGY CORPORATION

4.125% CUMULATIVE CONVERTIBLE PREFERRED STOCK

(LIQUIDATION PREFERENCE \$1,000 PER SHARE)

AND

COMMON STOCK,

(PAR VALUE \$.01 PER SHARE)

PROSPECTUS SUPPLEMENT NO. 2

DATED SEPTEMBER 23, 2004
TO PROSPECTUS DATED JULY 8, 2004

The selling securityholders table on pages 36 through 38 of the prospectus is amended by this supplement no. 2 to read as follows.

Name	Number of Shares of Preferred Stock Beneficially Owned Prior to the Offering	Number of Shares of Preferred Stock Being Offered Hereby	Number of Shares of Preferred Stock to be Owned After Completion of the Offering	Number of Shares of Common S Beneficia Owned Pri Offering
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Alexian Brother Medical Center	350	350	0	21,019
Aloha Airlines Non-Pilots Pension Trust	215	215	0	12,912
Aloha Pilots Retirement Trust	110	110	0	6,606
Argent LowLev Convertible Arbitrage Fund LLC	780	780	0	46,843
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.	3,110	3,110	0	186,773
Argent Classic Convertible Arbitrage Fund II, L.P.	100	100	0	6,006
Argent Classic Convertible Arbitrage Fund L.P.	570	570	0	34,232
Argent LowLev Convertible Arbitrage Fund II, L.L.C.	120	120	0	7,207
Argent LowLev Convertible Arbitrage Fund Ltd.	4,215	4,215	0	253,134
AstraZeneca Holdings Pension	550	550	0	33,031
Arkansas PERS	1,825	1,825	0	109,601
Aubrey K. McClendon (1)	10,000	10,000	0	16,525,412
Aviator Master Fund, Ltd.	8,250	8,250	0	495,458

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Banc of America Securities LLC	3,000	3,000	0	1,346,867
Bancroft Convertible Fund, Inc. (2)	1,000	1,000	0	84,358
Barclays Global Investors Equity Hedge Fund II	78	78	0	4,684
Boilermakers Blacksmith Pension Trust	2,950	2,950	0	177,164
C & H Sugar Company Inc.	260	260	0	15,614
Chrysler Corporation Master Retirement Trust	5,000	5,000	0	300,278
CitiGroup Global Markets Ltd	21,000	21,000	0	1,261,166
Class C Trading Ltd.	370	370	0	22,221
Convertible Securities Fund (2)	100	100	0	13,547
Credit Suisse First Boston Europe Limited	90	90	0	5,405
Custom Investments PCC, Ltd.	90	90	0	5,405
Delaware PERS	1,050	1,050	0	63,058
Delta Air Lines Master Trust - CV	1,700	1,700	0	102,094
Delta Airlines Master Trust	630	630	0	37,835
Delta Pilots Disability & Survivorship Trust - CV	800	800	0	48,044
Duke Endowment	650	650	0	39,036
Ellsworth Convertible Growth and Income Fund, Inc. (2)	1,000	1,000	0	120,812
F.M. Kirby Foundation, Inc.	1,400	1,400	0	84,078
FTIF Franklin Income Fund	5,000	5,000	0	300,278
FTVIPT Franklin Income Securities Fund	5,000	5,000	0	300,278
Goldman Sachs & Co. (2)	3,000	3,000	0	1,716,018
Hawaiian Airlines Employees Pension Plan-IAM	65	65	0	3,904
Hawaiian Airlines Pilots Retirement Plan	200	200	0	12,011
Hawaiian Airlines Pilots Retirement Plan for Salaried Employees	10	10	0	601
HFR CA Global Select Master Trust Account	150	150	0	9,008
ICI American Holdings Trust	400	400	0	24,022
International Truck & Engine Corporation	700	700	0	42,039
Non-Contributory Retirement Plan Trust International Truck & Engine Corporation Retiree Health Benefit Trust	300	300	0	18,017
International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust	500	500	0	30,028
JMG Capital Partners, L.P. (2)	6,187	6,187	0	939,027
JMG Triton Offshore Fund, Ltd. (2)	10,313	10,313	0	1,254,863
KBC Convertible MAC28 Ltd	800	800	0	48,044
KBC Convertible Opportunities Fund	4,400	4,400	0	264,244
KBC Multi-Strategy Arbitrage Fund (2)	3,400	3,400	0	1,296,475
Lehman Brothers Inc.	31,885	31,885	0	1,914,870
Lyxor Master Fund	740	740	0	44,441
Melody AIM Ltd	400	400	0	24,022
Microsoft Corporation	1,600	1,600	0	96,089
Motion Picture Industry Health Plan - Active Member Fund	140	140	0	8,408
Motion Picture Industry Health Plan - Retiree Member Fund	110	110	0	6,606
Nabors Industries, Ltd.	10,000	10,000	0	600,555
Nations Convertible Securities Fund (2)	10,000	10,000	0	1,659,079
Nuveen Preferred & Convertible Fund JQC	8,955	8,955	0	537,797
Nuveen Preferred & Convertible Income Fund JPC	6,725	6,725	0	403,873
Oak Hill Contingent Capital Fund Ltd.	2,000	2,000	0	120,111
OCLC Online Computer Library Center	55	55	0	3,303
OCM Convertible Trust	3,300	3,300	0	198,183
OCM Global Convertible Securities Fund	100	100	0	6,006
Oppenheimer Convertible Securities Fund	5,000	5,000	0	300,278
Partner Reinsurance Company of the U.S.	1,000	1,000	0	60,056
Prudential Insurance Co of America	100	100	0	6,006
Qwest Occupational Health Trust	300	300	0	18,017
RBC Alternative Assets - Convertible Arbitrage	300	300	0	30,169
Relay 3 Asset Holding Co. Limited	39	39	0	2,342

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Scorpion Offshore Investment Fund, Ltd.	337	337	0	20,239
Silver Convertible Arbitrage Fund, LDC	360	360	0	21,620
SP Holdings Ltd.	84	84	0	5,045
Standard Global Equity Partners II, L.P.	57	57	0	3,423
Standard Global Equity Partners, L.P.	1,255	1,255	0	75,370
Standard Global Equity Partners, SA, L.P.	598	598	0	35,913
Standard Pacific Capital Offshore Fund, Ltd.	4,803	4,803	0	288,447
Standard Pacific MAC 16 Ltd.	249	249	0	14,954
State Employees' Retirement Fund of the State of Delaware	2,000	2,000	0	120,111
State of Oregon/Equity	5,515	5,515	0	331,206
State of Oregon/SAIF Corporation	5,215	5,215	0	313,189
Syngenta AG	300	300	0	18,017
The St. Paul Travelers Companies, Inc. - Commercial Lines	1,100	1,100	0	66,061
The St. Paul Travelers Companies, Inc. - Personal Lines	700	700	0	42,039
Tom L. Ward (3)	10,000	10,000	0	18,067,821
Univest Multi-Strategy - Convertible Arbitrage	225	225	0	23,233
UnumProvident Corporation	500	500	0	30,028
US Bank FBO Benedictine Health Systems	360	360	0	21,620
Value Line Convertible Fund, Inc.	250	250	0	15,014
Vanguard Convertible Securities Fund, Inc.	15,200	15,200	0	912,844
WPG Convertible Arbitrage Overseas Master Fund	475	475	0	116,015
Xavex Convertible Arbitrage 10 Fund	220	220	0	13,212
Xavex Convertible Arbitrage 2 Fund	230	230	0	13,813

* Includes common stock issuable upon conversion of Chesapeake's 4.125% Cumulative Convertible Preferred Stock at a conversion rate of 60.0555 shares of common stock per share of preferred stock.

(1) Mr. McClendon is our Chief Executive Officer. The number of shares of Common Stock indicated to be beneficially owned by him prior to and after completion of the offering includes 3,045,545 shares underlying stock options exercisable within 60 days of the date hereof and 1,848,640 shares underlying convertible securities. The number of shares of Common Stock indicated to be beneficially owned by him after completion of the offering represents approximately 6.4% of the total outstanding shares of common stock as of June 10, 2004.

(2) The number of shares of Common Stock indicated to be beneficially owned after completion of the offering includes shares issuable within 60 days of the date hereof upon conversion of convertible securities.

3) Mr. Ward is our Chief Operating Officer. The number of shares of Common Stock indicated to be beneficially owned by him prior to and after completion of the offering includes 5,570,103 shares underlying stock options exercisable within 60 days of the date hereof and 1,848,640 shares underlying convertible securities. The number of shares of Common Stock indicated to be beneficially owned by him after completion of the offering represents approximately 7.0% of the total outstanding shares of common stock as of June 10, 2004.