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CHESAPEAKE ENERGY CORP

Form 424B3

October 24, 2003

6.0% Cumulative Conv. Preferred Stock  
 Filed pursuant to 424 (b) (3)  
 Registration No. 333-104394

4,600,000 SHARES

OF

CHESAPEAKE ENERGY CORPORATION

6.00% CUMULATIVE CONVERTIBLE PREFERRED STOCK

(LIQUIDATION PREFERENCE \$50 PER SHARE)

AND

COMMON STOCK,

(PAR VALUE \$.01 PER SHARE)

PROSPECTUS SUPPLEMENT NO. 2  
 DATED OCTOBER 24, 2003  
 TO PROSPECTUS DATED OCTOBER 1, 2003

The selling securityholders table on pages 31 through 35 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
Aftra Health Fund	2,000	2,000	0	9,72
AIG/National Union Fire Insurance	5,700	5,700	0	27,70
Alexiann Brothers Medical Center	2,500	2,500	0	12,15
Aloha Airlines Non-Pilots Pension Trust	1,700	1,700	0	8,26
Aloha Pilots Retirement Trust	875	875	0	4,25
Alpine Associates	121,950	121,950	0	592,73
Alpine Partners, L.P.	16,200	16,200	0	78,74
Alta Partners Discount Convertible Arbitrage Holdings LTD	85,000	85,000	0	413,14
Alta Partners Holdings LDC	77,200	77,200	0	375,23
Amaranth LLC	55,250	55,250	0	268,54
American Skandia Trust	10,800	10,800	0	52,49
Argent Classic Convertible Arbitrage (Bermuda) Fund, Ltd.	131,800	131,800	0	705,54
Argent Classic Convertible Arbitrage Fund, L.P.	41,758	41,758	0	300,36

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Argent Classic Convertible Arbitrage Fund II, L.P.	13,042	13,042	0	222,57
Argent LowLev Convertible Arbitrage Fund LLC	26,300	26,300	0	410,29
Argent LowLev Convertible Arbitrage Fund LTD	85,600	85,600	0	630,34
Arkansas Teachers Retirement	45,235	45,235	0	219,86
Attorney's Title Insurance Fund	1,375	1,375	0	6,68
B.C. McCabe Foundation	3,800	3,800	0	18,47
B.G. I. Global Investors, c/o Forest Investment Mgmt., L.L.C.	6,800	6,800	0	33,05
Bancroft Convertible Fund, Inc.	12,500	12,500	0	60,75
Baptist Health of South Florida	8,610	8,610	0	41,84
Bear, Stearns & Co., Inc.	5,000	5,000	0	24,30
Boilermakers Blacksmith Pension Trust	4,925	4,925	0	23,93
BP Amoco PLC Master Trust	11,556	11,566	0	56,16
C & H Sugar Company, Inc.	2,200	2,200	0	10,69
Calamos Market Neutral Fund-Calamos Investment Trust	70,000	70,000	0	340,23
CGNU Life Fund	15,000	15,000	0	72,90
Class C Trading Company, Ltd.	6,700	6,700	0	157,24
Commercial Union Life Fund	20,000	20,000	0	97,21
Convertible Securities Fund	1,350	1,350	0	6,56
Credit Suisse First Boston, L.L.C.	17,000	17,000	0	82,62
DaimlerChrysler Corp. Emp. #1 Pension Plan dtd 4/1/89	41,600	41,600	0	202,19
Delaware PERS	5,475	5,475	0	26,61
Drury University	350	350	0	1,70
Ellsworth Convertible Growth and Income Fund, Inc.	12,500	12,500	0	60,75
Engineers Joint Pension Fund	4,370	4,370	0	21,24
Equitec Group LLC	15,000	15,000	0	72,90
F.R. Convt. Sec. Fn.	575	575	0	2,79
Family Service Life Insurance Co.	4,000	4,000	0	19,44
Fidelity Destiny Portfolio: Destiny II	194,800	194,800	0	946,82
Fidelity Financial Trust: Fidelity Convertible Securities Fund	31,400	31,400	0	152,62
Fidelity Hastings Street Trust: Fidelity Contrafund II	29,000	29,000	0	789,25
Forest Fulcrum Fund, LLP	17,100	17,100	0	83,11
Forest Global Convertible Fund Series A-5	76,500	76,500	0	371,82
Forest Multi-Strategy Master Fund SPC, on behalf of Series F, Multi Strategy Segregated Portfolio	9,400	9,400	0	45,68
Franklin and Marshall College	3,500	3,500	0	17,01
Gasner Investor Holdings Ltd.	17,000	17,000	0	82,62
Guardian Life Insurance Co.	126,000	126,000	0	612,42
Guardian Pension Trust	10,000	10,000	0	48,60
Guggenheim Portfolio Co. XV, L.L.C.	20,000	20,000	0	97,21
Hawaiian Airlines Employees Pension Plan-IAM	625	625	0	3,03
Hawaiian Airlines Pension Plan for Salaried Employees	100	100	0	48
Hawaiian Airlines Pilots Retirement Plan	1,500	1,500	0	7,29
HFR TQA Master Trust c/o TQA Investors, L.L.C.	10,350	10,350	0	115,24
Hillbloom Foundation	700	700	0	3,40
Hotel Union & Hotel Industry of Hawaii Pension Plan	5,118	5,118	0	24,87
ICI American Holdings Trust	1,250	1,250	0	6,07
Jefferies & Company Inc.	219	219	0	1,06
JMG Capital Partners, L.P.	176,807	176,807	0	859,37
JMG Triton Offshore Fund Ltd.	261,343	261,343	0	1,270,25
JMG Capital Partners, L.P.	18,750	18,750	0	91,13
JMG Triton Offshore Fund, Ltd.	51,250	51,250	0	249,10
KD Convertible Arbitrage Fund L.P.	73,000	73,000	0	354,81
Key Span Foundation	1,150	1,150	0	5,59
LDG Limited	10,350	10,350	0	115,24

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Lincoln National Convertible Securities Fund	10,000	10,000	0	48,60
LLT Limited	7,700	7,700	0	58,85
Lord Abbett Investment Trust - LA Convertible Fund	6,000	6,000	0	29,16
Lord Abbett Series Fund, Inc. Bond Debenture	4,100	4,100	0	19,92
Lyxor Master Fund, c/o Argent/LowLev CB	33,000	33,000	0	225,33
Lyxor Master Fund, c/o Forest Investment Mgmt., L.L.C.	34,100	34,100	0	165,74
Mainstay Convertible Fund	22,600	22,600	0	109,84
Mainstay VP Convertible Portfolio	9,100	9,100	0	44,23
McMahan Securities Co., L.P.	46,400	46,400	0	225,52
Merrill Lynch Insurance Group Bond Debenture	500	500	0	2,43
Met Investors Bond Debenture Fund	50,000	50,000	0	243,02
Met Investors Series Trust Bond Debenture	27,000	27,000	0	131,23
National Fuel & Gas Company Retirement Plan	2,850	2,850	0	13,85
Nations Convertible Securities Fund	173,650	173,650	0	844,02
New York Life Insurance Company	35,800	35,800	0	174,00
New York Life Separate Account No. 7.	500	500	0	2,43
Nicholas Applegate Capital Management Conv. Income Fund	259,801	259,801	0	1,262,76
Nicholas Applegate Capital Management Conv. Mutual Fund	9,170	9,170	0	44,57
Nicholas Applegate Capital Management Convert & Income 2	218,500	218,500	0	1,062,01
Norwich Union Life & Pensions	30,000	30,000	0	145,81
Nuveen Preferref and Convertible Fund JQC	105,000	105,000	0	510,35
Oxford, Lord Abbett & Co.	34,000	34,000	0	165,25
Phoenix Lord Abbett Bond Debenture Fund	200	200	0	97
Physicians Life	2,375	2,375	0	11,54
Privelege Portfolio 81CAV	50,000	50,000	0	243,02
Prudential Insurance Co. of America	325	325	0	1,58
Putnam Convertible Income - Growth Fund	101,000	101,000	0	490,91
R.B.C. Alternative Assets, L.P., c/o Forest Investment Mgmt., L.L.C.	6,800	6,800	0	33,05
Radcliffe SPC, Ltd. For and on behalf of the Class A Convertible Crossover Segregated Potfolio	64,000	64,000	0	311,07
Ramius, L.P.	3,000	3,000	0	14,58
RCG Baldwin, L.P.	10,000	10,000	0	48,60
RCG Halifax Master Fund, LTD.	10,000	10,000	0	48,60
RCG Latitude Master Fund, LTD.	75,000	75,000	0	364,53
RCG Multi Strategy A/C L.P.	75,000	75,000	0	364,53
RCG Multi Strategy Master Fund, LTD.	8,000	8,000	0	38,88
Relay 11 Holdings, c/o Forest Investment Mgmt., L.L.C.	4,300	4,300	0	20,90
San Diego City Retirement	9,450	9,450	0	45,93
San Diego County Convertible	20,620	20,620	0	100,22
SG Cowen Securities Corporation	30,000	30,000	0	145,81
Southern Farm Bureau Life Insurance	9,375	9,375	0	45,56
Sphinx Convertible Arbitrage Fund SPS	4,006	4,006	0	19,47
Splinx Convertible Arbitrage, c/o Forest Investment Mgmt., L.L.C.	2,100	2,100	0	10,20
State of Oregon/Equity	17,250	17,250	0	83,84
State of Oregon/SAIF Corporation	54,000	54,000	0	262,46
State Street Bank Custodian for GE Pension Trust	26,800	26,800	0	130,26
Susquehanna Capital Group	250,000	250,000	0	1,215,12
Syngenta AG	900	900	0	4,37

Topanga XI	43,000	43,000	0	209,00
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Total Fina Elf Finance USA, Inc.	4,600	4,600	0	22,35
TQA Master Fund, LTD	34,460	34,460	0	167,49
TQA Master Plus Fund, LTD	34,490	34,490	0	167,63
UBS O'Connor LLC				
f/b/o O'Connor Global Convertible Arbitrage	50,000	50,000	0	243,02
Master Limited				
UBS O'Connor LLC	7,500	7,500	0	36,454
f/b/o O'Connor Global Convertible Portfolio				
Univest Convertible Arbitrage Fund Ltd.,	1,407	1,407	0	6,83
c/o Forest Investment Mgmt. L.L.C.				
US Bank, FBO Benedictine Health Systems	2,825	2,825	0	13,73
Viacom Inc. Pension Plan Master Trust	396	396	0	1,92
Wake Forest University	6,355	6,355	0	30,88
White River Securities, L.L.C.	5,000	5,000	0	24,30
WPG Convertible Arbitrage Overseas Master Fund	18,000	18,000	0	87,48
WPG MSA Convertible Arbitrage Fund	4,500	4,500	0	21,87
Writers Guild Convertible Fund	77,200	77,200	0	375,23
Wyoming State Treasurer	11,105	11,105	0	53,97
Xavex Convertible Arbitrage 10 Fund	16,400	16,400	0	381,01
Xavex Convertible Arbitrage 2 Fund	11,200	11,200	0	158,33
Xavex Convertible Arbitrage 4 Fund	800	800	0	3,88
c/o Forest Investment Mngt. L.L.C.				
Xavex Convertible Arbitrage 7 Fund	5,000	5,000	0	24,30
c/o TQA Investors, LLC				
Xavex Convertible Arbitrage No. 5	9,000	9,000	0	43,74
Zeneca Holdings Trust	1,325	1,325	0	6,44
Zurich Institutional Benchmark Master Fund, LTD	30,705	30,705	0	266,11
Zurich Institutional Benchmark Master Fund, LTD	6,400	6,400	0	119,41
c/o Argent				
Zurich Institutional Benchmarks Master Fund, LTD	10,350	10,350	0	50,30
c/o TQA Investors, L.L.C.				
Zurich Master Hedge Fund	10,200	10,200	0	49,57
c/o Forest Investment Mgmt., L.L.C.				

The stated amounts, to the extent they describe common stock issuable upon conversion of the holder's preferred stock, assume conversion of all of the holders' preferred stock at a conversion ratio of 4.8605 shares of our common stock per share of preferred stock. This conversion ratio, however, will be subject to adjustment as described under "Description of the Preferred Stock - Conversion Price Adjustment". As a result, the number of shares of our common stock issuable upon conversion of the preferred stock and, therefore, attributable to holders of preferred stock, may increase or decrease in the future.