## CHESAPEAKE ENERGY CORP

Form 424B3
March 11, 2005

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Filed pursuant to Rule 424 (b) (3)
    Registration No. 333-116461
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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. 5
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DATED MARCH 11, 2005
TO PROSPECTUS DATED JULY 8, 2004

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The selling securityholders table on pages 36 through 38 of the prospectus is amended by this supplement no. 5 to read as follows.
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Arkansas PERS
Associated Electric \& Gas
Insurance Services Limited
AstraZeneca Holdings Pension
Aubrey K. McClendon (1)
Aviator Fund Management
Aviator Master Fund, Ltd.
Banc of America Securities LLC
Bancroft Convertible Fund, Inc. (2)
Barclays Global Investors Equity Hedge Fund II
Bill \& Melinda Gates Foundation
Boilermakers Blacksmith Pension Trust
C \& H Sugar Company Inc.
Chrysler Corporation Master Retirement Trust
CIGNA-Connecticut General Life Insurance Company
CIGNA-Connecticut Life Insurance Company of North America
CitiGroup Global Markets Ltd
Class C Trading Ltd.
Convertible Securities Fund (2)
Credit Suisse First Boston Europe Limited
Custom Investments PCC, Ltd.
DBAG London
Delaware PERS
Delta Air Lines Master Trust - CV
Delta Airlines Master Trust
Delta Pilots Disability \& Survivorship Trust - CV Dreyfus Premier High Income Fund
Duke Endowment
Ellsworth Convertible Growth and
Income Fund, Inc. (2)
F.M. Kirby Foundation, Inc.

FTIF Franklin Income Fund
FTVIPT Franklin Income Securities Fund
GMAM Investment Funds Trust
Goldman Sachs \& Co. (2)
Hawaiian Airlines Employees Pension Plan-IAM
Hawaiian Airlines Pilots Retirement Plan
Hawaiian Airlines Pilots Retirement Plan
for Salaried Employees
HFR CA Global Select Master Trust Account
Honeywell International Inc.
Master Retirement Trust
Horace Mann Insurance Company
Horace Mann Life Insurance Company
Horizon Healthcare Services, Inc.
Houston Police Officers Pension System
ICI American Holdings Trust
International Truck \& Engine Corporation
Non-Contributory Retirement Plan Trust
International Truck \& Engine Corporation
Retiree Health Benefit Trust
International Truck \& Engine Corporation
Retirement Plan for Salaried Employees Trust
JMG Capital Partners, L.P. (2)
JMG Triton Offshore Fund, Ltd. (2)
KBC Convertible MAC28 Ltd
KBC Convertible Opportunities Fund
KBC Multi-Strategy Arbitrage Fund
(2)

Lehman Brothers Inc.
Lyxor Master Fund
Melody AIM Ltd

| 1,825 | 1,825 | 0 |
| :---: | :---: | :---: |
| 120 | 120 | 0 |
| 550 | 550 | 0 |
| 10,000 | 10,000 | 0 |
| 7,250 | 7,250 | 0 |
| 8,250 | 8,250 | 0 |
| 3,000 | 3,000 | 0 |
| 1,000 | 1,000 | 0 |
| 78 | 78 | 0 |
| 405 | 405 | 0 |
| 2,950 | 2,950 | 0 |
| 260 | 260 | 0 |
| 5,000 | 5,000 | 0 |
| 145 | 145 | 0 |
| 95 | 95 | 0 |
| 21,000 | 21,000 | 0 |
| 370 | 370 | 0 |
| 100 | 100 | 0 |
| 90 | 90 | 0 |
| 90 | 90 | 0 |
| 16,473 | 16,473 | 0 |
| 1,050 | 1,050 | 0 |
| 1,700 | 1,700 | 0 |
| 630 | 630 | 0 |
| 800 | 800 | 0 |
| 1,000 | 1,000 | 0 |
| 650 | 650 | 0 |
| 1,000 | 1,000 | 0 |
| 1,400 | 1,400 | 0 |
| 5,000 | 5,000 | 0 |
| 5,000 | 5,000 | 0 |
| 840 | 840 | 0 |
| 3,000 | 3,000 | 0 |
| 65 | 65 | 0 |
| 200 | 200 | 0 |
| 10 | 10 | 0 |
| 150 | 150 | 0 |
| 405 | 405 | 0 |
| 95 | 95 | 0 |
| 145 | 145 | 0 |
| 120 | 120 | 0 |
| 220 | 220 | 0 |
| 400 | 400 | 0 |
| 700 | 700 | 0 |
| 300 | 300 | 0 |
| 500 | 500 | 0 |
| 6,187 | 6,187 | 0 |
| 10,313 | 10,313 | 0 |
| 800 | 800 | 0 |
| 4,400 | 4,400 | 0 |
| 3,400 | 3,400 | 0 |
| 11,505 | 11,505 | 0 |
| 740 | 740 | 0 |
| 400 | 400 | 0 |

109,601

7,20
33, 031
$17,591,695$ 435,40
495,45
$1,346,86$
84,358
4,68
24,32
177,16
15,61
300,278
8,708
5,705
$1,261,166$
22,22
13, 54
5,405
5,405
989,29
63, 05
102,09
37,835
48,04
60,05
39,03

120,812
84,078
300,278
300,278
50, 44
1,716,018
3,90
12,011

601
9,008

24,322
5,705
8,708
7,207
13, 21
24,022
42,03

18,01

30,028
939,02
$1,254,86$
48, 04
264,24
$1,296,47$
$1,257,99$
44,441
24,022
Microsoft Corporation
Morgan Stanley \& Co. Incorporated
Motion Picture Industry Health Plan -
Active Member Fund
Motion Picture Industry Health Plan -
Retiree Member Fund
Nabors Industries, Ltd.
Nations Convertible Securities Fund (2)
New York City Employees Retirement System
New York City Police Pension Fund
Nuveen Preferred \& Convertible Fund JQC
Nuveen Preferred \& Convertible Income Fund JPC
Oak Hill Contingent Capital Fund Ltd.
OCLC Online Computer Library Center
OCM Convertible Trust
OCM Global Convertible Securities Fund
Oppenheimer Convertible Securities Fund
Partner Reinsurance Company of the U.S.
Pension Reserves Investment Trust
Prudential Insurance Co of America
Qwest Occupational Health Trust
RBC Alternative Assets - Convertible Arbitrage
Relay 3 Asset Holding Co. Limited
Scorpion Offshore Investment Fund, Ltd.
Silver Convertible Arbitrage Fund, LDC
SP Holdings Ltd.
Standard Global Equity Partners II, L.P.
Standard Global Equity Partners, L.P.
Standard Global Equity Partners, SA, L.P.
Standard Pacific Capital Offshore Fund, Ltd.
Standard Pacific MAC 16 Ltd.
State Employees' Retirement Fund of the
State of Delaware
State of Oregon/Equity
State of Oregon/SAIF Corporation
Syngenta AG
TCW Group, Inc.
Teachers' Retirement System
for the City of New York
Texas County District \& Retirement System
The Public Employees System of Ohio
The St. Paul Travelers Companies, Inc. -
Commercial Lines
The St. Paul Travelers Companies, Inc. -
Personal Lines
Tom L. Ward (3)
Univest Multi-Strategy - Convertible Arbitrage
UnumProvident Corporation
US Bank FBo Benedictine Health Systems
Value Line Convertible Fund, Inc.
Vanguard Convertible Securities Fund, Inc.
WPG Convertible Arbitrage Overseas Master Fund
Xavex Convertible Arbitrage 10 Fund
Xavex Convertible Arbitrage 2 Fund


96,08
4,501,840
8,408
6, 60
600,55
1,659,07
24,322
7,207
537,79
403,87
120,11
3,30
198,18
6,00
300,278
60,056
30,028
6,006
12,011
30,169
2,34
20,299
21,620
5, 045
3,423
75,730
36, 093
295,173
15,014
120,111
331,20 2
313,18
18,01
581,337
24,02
93,08
24, 022

66,06
42, 03
21,700,600
23,23
30,028
21, 620
15,01
912, 84
116,015
13,212
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 $3,611,090$ shares underlying stock options exercisable within 60 days of the date hereof and 304,810 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 $5.43 \%$ of the total outstanding shares of common stock as of March 2, 2005.
(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 $6,135,648$ shares underlying stock options exercisable within 60 days of the date hereof and 304,810 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 $5.86 \%$ of the total outstanding shares of common stock as of March 2, 2005.

