

CHESAPEAKE ENERGY CORP

Form 424B3

September 28, 2005

Filed pursuant to Rule 424 (b) (3)

Registration No. 333-125682

4,600,000 Shares

of

Chesapeake Energy Corporation

5.00% Cumulative Convertible Preferred Stock (Series 2005)

(Liquidation Preference \$100 per share)

and

Common Stock,

(Par Value \$.01 per share)

PROSPECTUS SUPPLEMENT NO. 2

DATED SEPTEMBER 28, 2005

TO PROSPECTUS DATED JUNE 27, 2005

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 |
|---|--|-------------------------------|
| 1976 Distribution Trust | | |
| f/b/o A. R. Lauder/Zinterhoser | 50 | 50 |
| 2000 Revocable Trust f/b/o Lauder/Zinterhoser | 48 | 48 |
| Advent Convertible Master Cayman | 96,858 | 96,858 |
| Alcon Laboratories | 3,184 | 3,184 |
| Allstate Insurance Company | 38,500 | 38,500 |
| Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd. | 34,370 | 34,370 |
| Argent Classic Convertible Arbitrage Fund II, L.P. | 1,050 | 1,050 |
| Argent Classic Convertible Arbitrage Fund, L.P. | 50,000 | 50,000 |
| Argent LowLev Convertible Arbitrage Fund II, LLC | 1,250 | 1,250 |
| Argent LowLev Convertible Arbitrage Fund LLC | 8,750 | 8,750 |
| Arlington County Employees Retirement Systems | 5,137 | 5,137 |
| Asante Health Systems | 557 | 557 |

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|---|-----------|-----------|---|-----------|-----------|-----------|
| Bancroft Convertible Fund, Inc. | 30,000 | 30,000 | 0 | 116,433 | 116,433 | 0 |
| Bill & Melinda Gates Foundation | 7,500 | 7,500 | 0 | 29,108 | 29,108 | 0 |
| BP Amoco PLC Master Trust | 8,480 | 8,480 | 0 | 32,912 | 32,912 | 0 |
| British Virgin Islands Social Security Board | 950 | 950 | 0 | 3,687 | 3,687 | 0 |
| Calamos Convertible and High Income Fund | 102,700 | 102,700 | 0 | 398,589 | 398,589 | 0 |
| Calamos Convertible Opportunities and Income Fund | 91,100 | 91,100 | 0 | 353,568 | 353,568 | 0 |
| Calamos Growth & Income Fund | | | | | | |
| - Calamos Investment Trust | 200,000 | 200,000 | 0 | 776,220 | 776,220 | 0 |
| Calamos Growth & Income Portfolio | | | | | | |
| - Calamos Advisors Trust | 500 | 500 | 0 | 1,941 | 1,941 | 0 |
| Calamos High Yield Fund | | | | | | |
| - Calamos Investment Trust | 20,000 | 20,000 | 0 | 77,622 | 77,622 | 0 |
| Calamos Strategic Total Return Fund | 210,700 | 210,700 | 0 | 817,748 | 817,748 | 0 |
| CBI Pension Plan | 300 | 300 | 0 | 1,164 | 1,164 | 0 |
| Chrysler Corporation Master Retirement Trust ⁽¹⁾ | 21,000 | 21,000 | 0 | 447,842 | 81,503 | 366,339 |
| City and County of San Francisco Retirement System | 11,415 | 11,415 | 0 | 44,303 | 44,303 | 0 |
| City University of New York | 1,067 | 1,067 | 0 | 4,141 | 4,141 | 0 |
| Daimler Chrysler Corp | | | | | | |
| Emp #1 Pension Plan, dtd 4/1/89 | 47,200 | 47,200 | 0 | 183,188 | 183,188 | 0 |
| DBAG London ⁽¹⁾ | 215,205 | 215,205 | 0 | 885,679 | 835,232 | 50,447 |
| Delaware Dividend Income Fund, a series of Delaware Group Equity Funds V ⁽¹⁾ | 35,000 | 35,000 | 0 | 170,458 | 135,839 | 34,619 |
| Delaware Employees Retirement System | 9,309 | 9,309 | 0 | 36,129 | 36,129 | 0 |
| Delta Air Lines Master Trust CV ¹⁾ | 3,000 | 3,000 | 0 | 83,710 | 11,643 | 72,067 |
| Delta Pilots Disability & Survivorship Trust CV ¹⁾ | 1,700 | 1,700 | 0 | 42,631 | 6,598 | 36,033 |
| Deutsche Bank Securities ⁽¹⁾ | 2,500 | 2,500 | 0 | 2,667,266 | 9,703 | 2,657,563 |
| Dreyfus Premier High Income Fund | 10,000 | 10,000 | 0 | 38,811 | 38,811 | 0 |
| Ellsworth Convertible Growth and Income Fund, Inc. | 30,000 | 30,000 | 0 | 116,433 | 116,433 | 0 |
| Evangelical Lutheran Church in America | | | | | | |
| Board of Pensions | 7,500 | 7,500 | 0 | 29,108 | 29,108 | 0 |
| F.M. Kirby Foundation, Inc. ⁽¹⁾ | 3,300 | 3,300 | 0 | 66,858 | 12,808 | 54,050 |
| Fairfax County Employees Retirement System | 1,500 | 1,500 | 0 | 5,822 | 5,822 | 0 |
| Fidelity Financial Trust: | | | | | | |
| Fidelity Convertible Securities Fund | 85,000 | 85,000 | 0 | 329,894 | 329,894 | 0 |
| FIST Convertible Securities Fund | 120,000 | 120,000 | 0 | 465,732 | 465,732 | 0 |
| FPL Group Employee Pension Fund | 7,000 | 7,000 | 0 | 27,168 | 27,168 | 0 |
| Franklin and Marshall College | 2,700 | 2,700 | 0 | 10,479 | 10,479 | 0 |
| Franklin Income Fund | 1,800,000 | 1,800,000 | 0 | 6,985,980 | 6,985,980 | 0 |
| FTIF Franklin Income Fund | 80,000 | 80,000 | 0 | 310,488 | 310,488 | 0 |
| FTVIP Franklin Income Securities Fund | 250,000 | 250,000 | 0 | 970,275 | 970,275 | 0 |
| General Motors Broad Mandate | 6,300 | 6,300 | 0 | 24,451 | 24,451 | 0 |
| General Motors Investment Corp | 50,000 | 50,000 | 0 | 194,055 | 194,055 | 0 |
| GMAM Investment Funds Trust | 20,000 | 20,000 | 0 | 77,622 | 77,622 | 0 |
| Grady Hospital Foundation | 1,003 | 1,003 | 0 | 3,893 | 3,893 | 0 |
| Harbor High-Yield Bond Fund | 2,000 | 2,000 | 0 | 7,762 | 7,762 | 0 |
| HFR Opportunity Master Trust | 8,489 | 8,489 | 0 | 32,947 | 32,947 | 0 |
| Honeywell International Inc. Master Retirement Trust | 10,000 | 10,000 | 0 | 38,811 | 38,811 | 0 |
| Hotel Union & Hotel Industry of Hawaii Pension Plan Master Trust | 1,308 | 1,308 | 0 | 5,076 | 5,076 | 0 |
| Houston Police Officers Pension System | 2,500 | 2,500 | 0 | 9,703 | 9,703 | 0 |
| Independence Blue Cross | 2,766 | 2,766 | 0 | 10,735 | 10,735 | 0 |
| Institutional Benchmark Management Fund | | | | | | |
| c/o Quattro Fund | 1,500 | 1,500 | 0 | 5,822 | 5,822 | 0 |
| International Truck & Engine Corporation | | | | | | |
| Non-Contributory Retirement Plan Trust ⁽¹⁾ | 2,300 | 2,300 | 0 | 50,965 | 8,927 | 42,039 |

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|--|---------|---------|---|-----------|---------|-----------|
| International Truck & Engine Corporation | | | | | | |
| Retiree Health Benefit Trust ⁽¹⁾ | 900 | 900 | 0 | 21,510 | 3,493 | 18,017 |
| International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust ⁽¹⁾ | 4,700 | 4,700 | 0 | 48,269 | 18,241 | 30,028 |
| Janus High Yield | 10,600 | 10,600 | 0 | 41,140 | 41,140 | 0 |
| Janus World High Yield Fund | 19,600 | 19,600 | 0 | 76,070 | 76,070 | 0 |
| Jefferies & Company | 11,800 | 11,800 | 0 | 45,797 | 45,797 | 0 |
| Lydian Overseas Partners Master Fund LP ⁽¹⁾ | 125,000 | 125,000 | 0 | 2,466,969 | 485,138 | 1,981,832 |
| Lyxor Convertible Arbitrage Fund | 6,458 | 6,458 | 0 | 25,064 | 25,064 | 0 |
| Merrill-Lunch Insurance Group | 2,456 | 2,456 | 0 | 9,532 | 9,532 | 0 |
| Microsoft Corporation ⁽¹⁾ | 7,600 | 7,600 | 0 | 71,535 | 29,496 | 42,039 |
| Municipal Employees | 1,107 | 1,107 | 0 | 4,296 | 4,296 | 0 |
| Nations Convertible Securities Fund ⁽¹⁾ | 100,000 | 100,000 | 0 | 988,665 | 388,110 | 600,555 |
| New Orleans Firefighters Pension/Relief Fund | 629 | 629 | 0 | 2,441 | 2,441 | 0 |
| New York City Employees' Retirement System | 10,000 | 10,000 | 0 | 38,811 | 38,811 | 0 |
| New York City Police Pension Fund | 5,000 | 5,000 | 0 | 19,406 | 19,406 | 0 |
| Occidental Petroleum Corporation | 2,321 | 2,321 | 0 | 9,008 | 9,008 | 0 |
| OCM Global Convertible Securities Fund ⁽¹⁾ | 3,000 | 3,000 | 0 | 17,649 | 11,643 | 6,006 |
| OCM Convertible Trust ⁽¹⁾ | 4,900 | 4,900 | 0 | 127,117 | 19,017 | 108,100 |
| Ohio Bureau of Workers Compensation | 663 | 663 | 0 | 2,573 | 2,573 | 0 |
| Oppenheimer Convertible Securities Fund | 30,000 | 30,000 | 0 | 116,433 | 116,433 | 0 |
| Partner Reinsurance Company Ltd. ⁽¹⁾ | 8,400 | 8,400 | 0 | 80,646 | 32,601 | 48,044 |
| Partners Group c/o Quattro Fund | 4,500 | 4,500 | 0 | 17,465 | 17,465 | 0 |
| Pension Reserves Investment Trust | 10,000 | 10,000 | 0 | 38,811 | 38,811 | 0 |
| Policeman and Fireman Retirement System of the City of Detroit | 1,990 | 1,990 | 0 | 7,723 | 7,723 | 0 |
| Praxair, Inc. | 1,700 | 1,700 | 0 | 6,598 | 6,598 | 0 |
| Privilege Portfolio SICAV | 50,000 | 50,000 | 0 | 194,055 | 194,055 | 0 |
| Producers-Writers Guild of America Pension Plan | 2,500 | 2,500 | 0 | 9,703 | 9,703 | 0 |
| Pro-Mutual | 6,734 | 6,734 | 0 | 26,135 | 26,135 | 0 |
| Putnam Convertible Income-Growth Trust | 51,535 | 51,535 | 0 | 200,012 | 200,012 | 0 |
| Putnam High Income Bond Fund | 8,865 | 8,865 | 0 | 34,406 | 34,406 | 0 |
| Quattro Fund Ltd | 22,500 | 22,500 | 0 | 87,325 | 87,325 | 0 |
| Quattro Multi Strategy Masterfund LP | 1,500 | 1,500 | 0 | 5,822 | 5,822 | 0 |
| Qwest Occupational Health Trust ⁽¹⁾ | 3,000 | 3,000 | 0 | 23,654 | 11,643 | 12,011 |
| Qwest Pension Trust | 13,900 | 13,900 | 0 | 53,947 | 53,947 | 0 |
| Ramius Capital Group | 5,000 | 5,000 | 0 | 19,406 | 19,406 | 0 |
| Ramius Master Fund, Ltd | 8,000 | 8,000 | 0 | 31,049 | 31,049 | 0 |
| Rampart Enhanced Convertible Investors, LLC | 7,600 | 7,600 | 0 | 29,496 | 29,496 | 0 |
| RCG Latitude Master Fund, Ltd. ⁽¹⁾ | 12,000 | 12,000 | 0 | 411,111 | 46,573 | 364,538 |
| Reform Pension Board | 1,500 | 1,500 | 0 | 5,822 | 5,822 | 0 |
| Retirement Income Plan for Employees of | | | | | | |
| Armstrong World Industries, Inc. | 1,500 | 1,500 | 0 | 5,822 | 5,822 | 0 |
| Retirement Program Plan for Employees of the US | | | | | | |
| Enrichment Corp | 1,000 | 1,000 | 0 | 3,881 | 3,881 | 0 |
| Rockwell Automation Master Trust | 1,500 | 1,500 | 0 | 5,822 | 5,822 | 0 |
| Smith Barney Convertible Fund | 10,000 | 10,000 | 0 | 38,811 | 38,811 | 0 |
| State Employees' Retirement Fund of the | | | | | | |
| State of Delaware ⁽¹⁾ | 5,000 | 5,000 | 0 | 109,489 | 19,406 | 90,083 |
| Sphinx Convertible Arb Fund SPC c/o SSI | | | | | | |
| Investment Mgt. | 7,061 | 7,061 | 0 | 27,404 | 27,404 | 0 |
| Teachers' Retirement System for the City of New York | 10,000 | 10,000 | 0 | 38,811 | 38,811 | 0 |
| The Children's Memorial Medical Center | 2,500 | 2,500 | 0 | 9,703 | 9,703 | 0 |
| The City of Southfield Fire & Police Retirement System | 325 | 325 | 0 | 1,261 | 1,261 | 0 |
| The Estate of James Campbell CH | 819 | 819 | 0 | 3,179 | 3,179 | 0 |

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|---|---------|---------|---|-----------|---------|---------|
| The Estate of James Campbell EST2 | 6,584 | 6,584 | 0 | 25,553 | 25,533 | 0 |
| The Grable Foundation | 636 | 636 | 0 | 2,468 | 2,468 | 0 |
| The Northwestern Mutual Life Insurance Company ⁽¹⁾ | 175,000 | 175,000 | 0 | 1,161,435 | 679,193 | 482,243 |
| The St. Paul Travelers Companies, Inc. | | | | | | |
| - Commercial Lines ⁽¹⁾ | 7,600 | 7,600 | 0 | 119,580 | 29,496 | 90,083 |
| The TJX Companies Inc. Retirement Plan Trust | 500 | 500 | 0 | 1,941 | 1,941 | 0 |
| Trust Mark Insurance | 1,283 | 1,283 | 0 | 4,979 | 4,979 | 0 |
| University of Southern California | 1,500 | 1,500 | 0 | 5,822 | 5,822 | 0 |
| UnumProvident Corporation ⁽¹⁾ | 1,600 | 1,600 | 0 | 48,249 | 6,210 | 42,039 |
| Vanguard Convertible Securities Fund, Inc. ⁽¹⁾ | 27,500 | 27,500 | 0 | 692,271 | 106,730 | 585,541 |
| Viacom Inc. Pension Plan Master Trust | 423 | 423 | 0 | 1,642 | 1,642 | 0 |
| Vicis Capital Master Fund | 40,000 | 40,000 | 0 | 155,244 | 155,244 | 0 |
| Virginia Retirement System | 27,690 | 27,690 | 0 | 107,468 | 107,468 | 0 |
| Wachovia Securities International Ltd. | 60,000 | 60,000 | 0 | 232,866 | 232,866 | 0 |
| Waterstone Market Neutral MAC51, Ltd. | 13,870 | 13,870 | 0 | 53,831 | 53,831 | 0 |
| Waterstone Market Neutral Master Fund, Ltd. | 136,130 | 136,130 | 0 | 528,334 | 528,334 | 0 |
| Wyeth Retirement Plan U.S. Master Trust | 1,500 | 1,500 | 0 | 5,822 | 5,822 | 0 |
| Xavex Convertible Arbitrage 10 Fund | 2,890 | 2,890 | 0 | 11,216 | 11,216 | 0 |

* Includes common stock issuable upon conversion of Chesapeake's 5.00% Cumulative Convertible Preferred Stock (Series 2005) at conversion rate of 3.8811 shares of common stock per share of preferred stock.

(1) 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.