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CHESAPEAKE ENERGY CORP

Form 424B3

November 15, 2004

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. 11
 DATED NOVEMBER 15, 2004
 TO PROSPECTUS DATED OCTOBER 1, 2003

The selling securityholders table on pages 31 through 35 of the prospectus is amended by this supplement no. 11 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 Offerin |
|---|---|---|---|---|
| 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 Century Capital Portfolios, Inc. - Small Cap Value Fund | 50,000 | 50,000 | 0 | 243,02 |
| American Skandia Trust | 10,800 | 10,800 | 0 | 52,49 |
| Argent Classic Convertible Arbitrage (Bermuda) Fund, Ltd. | 180,020 | 180,020 | 0 | 2,260,70 |

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|--|---------|---------|---|----------|
| Argent Classic Convertible Arbitrage Fund, L.P. | 54,800 | 54,800 | 0 | 776,00 |
| Argent Classic Convertible Arbitrage Fund II, L.P. | 14,562 | 14,562 | 0 | 229,96 |
| Argent LowLev Convertible Arbitrage Fund LLC | 26,300 | 26,300 | 0 | 410,29 |
| Argent LowLev Convertible Arbitrage Fund II, LLC | 2,600 | 2,600 | 0 | 12,63 |
| 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. | 7,000 | 7,000 | 0 | 34,02 |
| Commercial Union Life Fund | 20,000 | 20,000 | 0 | 97,21 |
| Conseco Fund Group - Convertible Securities Fund | 2,000 | 2,000 | 0 | 9,72 |
| Convertible Securities Fund | 1,350 | 1,350 | 0 | 6,56 |
| Credit Suisse First Boston, L.L.C. | 18,915 | 18,915 | 0 | 91,93 |
| Daimler Chrysler Corp. Emp. #1 Pension Plan dtd 4/1/89 | 41,600 | 41,600 | 0 | 202,19 |
| DBAG London | 487,843 | 487,843 | 0 | 2,890,64 |
| 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 Contra Fund 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 |
| ING American Century Small Cap Value Portfolio | 900 | 900 | 0 | 4,37 |
| ING Convertible Fund | 15,000 | 15,000 | 0 | 72,90 |
| ING VP Convertible Port | 150 | 150 | 0 | 72 |
| Intl. Truck & Engine Corp Non Contributory Retirement Plan Trust | 9,100 | 9,100 | 0 | 44,23 |

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|--|---------|---------|---|----------|
| Intl. Truck & Engine Corp | | | | |
| Retirement Plan for Salaried Employee's Trust | 13,800 | 13,800 | 0 | 67,07 |
| Jefferies & Company Inc. | 110,000 | 110,000 | 0 | 534,65 |
| 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 |
| KD Convertible Arbitrage Fund L.P. | 73,000 | 73,000 | 0 | 354,81 |
| Kellogg Capital Group, L.L.C. | 30,000 | 30,000 | 0 | 145,81 |
| Key Span Foundation | 1,150 | 1,150 | 0 | 5,59 |
| LDG Limited | 10,350 | 10,350 | 0 | 115,24 |
| 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 |
| Morgan Stanley & Co. Incorporated | 139,525 | 139,525 | 0 | 2,737,86 |
| MSS Convertible Arbitrage 2 | 100 | 100 | 0 | 48 |
| 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 |
| NSTAR Pension Plan | 2,000 | 2,000 | 0 | 9,72 |
| Nuveen Preferred 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 |
| Quattro Fund Ltd. | 40,000 | 40,000 | 0 | 194,42 |

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| | | | | |
|---|--------|--------|---|--------|
| 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 Portfolio | 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 |

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| 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 |
| Salomon Brothers Asset Management, Inc. on behalf of CEBT-Comingeld Employee Benefit Trust- Capital Structure Arbitrage | 7,851 | 7,851 | 0 | 43,27 |
| Salomon Brothers Asset Management, Inc. on behalf of GM Employees Global Group Pension Trust | 4,215 | 4,215 | 0 | 29,49 |
| Salomon Brothers Asset Management, Inc. on behalf of GM Welfare Benefits Trust | 12,645 | 12,645 | 0 | 68,71 |
| San Diego City Retirement | 9,450 | 9,450 | 0 | 45,93 |
| San Diego County Convertible | 20,620 | 20,620 | 0 | 100,22 |
| Saranac Capital Management L.P. on behalf of Citigroup Alternative Investment Diversified Arbitrage Strategies Fund LTD | 31,787 | 31,787 | 0 | 194,48 |
| Saranac Capital Management L.P. on behalf of Citigroup Alternative Investment Enhanced Arbitrage Strategies Fund LTD | 8,264 | 8,264 | 0 | 47,64 |
| Saranac Capital Management L.P. on behalf of Citigroup Alternative Investment Market Neutral Arbitrage Fund L.P. | 9,693 | 9,693 | 0 | 55,04 |
| Saranac Capital Management L.P. on behalf of Citigroup Alternative Investment QIP Multi Strategy Arbitrage Portfolio | 125,545 | 125,545 | 0 | 735,85 |
| SG Cowen Securities Corporation | 30,000 | 30,000 | 0 | 145,81 |
| Silver Convertible Arbitrage Fund, LDC | 12,800 | 12,800 | 0 | 62,21 |
| Southern Farm Bureau Life Insurance | 9,375 | 9,375 | 0 | 45,56 |
| Sphinx Convertible Arbitrage Fund SPC | 4,006 | 4,006 | 0 | 19,47 |
| Sphinx Convertible Arbitrage, c/o Forest Investment Mgmt., L.L.C. | 2,100 | 2,100 | 0 | 10,20 |
| Standard Pacific Capital | 50,000 | 50,000 | 0 | 243,02 |
| 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 |
| 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 Master Limited | 50,000 | 50,000 | 0 | 243,02 |
| UBS O'Connor LLC f/b/o O'Connor Global Convertible Portfolio | 7,500 | 7,500 | 0 | 36,45 |
| UBS Securities, LLC | 70,650 | 70,650 | 0 | 357,49 |
| Univest Convertible Arbitrage Fund Ltd., c/o Forest Investment Mgmt. L.L.C. | 1,407 | 1,407 | 0 | 6,83 |
| 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 | 19,620 | 19,620 | 0 | 396,66 |
| Xavex Convertible Arbitrage 2 Fund | 11,200 | 11,200 | 0 | 158,33 |
| Xavex Convertible Arbitrage 4 Fund c/o Forest Investment Mgmt. L.L.C. | 800 | 800 | 0 | 3,88 |

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|---|--------|--------|---|--------|
| Xavex Convertible Arbitrage 7 Fund c/o TQA Investors, LLC | 5,000 | 5,000 | 0 | 24,30 |
| 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 Management, c/o Quattro Fund | 10,000 | 10,000 | 0 | 48,60 |
| Zurich Institutional Benchmark Master Fund, LTD | 30,705 | 30,705 | 0 | 266,11 |
| Zurich Institutional Benchmark Master Fund, LTD c/o Argent | 6,400 | 6,400 | 0 | 119,41 |
| Zurich Institutional Benchmarks Master Fund, LTD c/o TQA Investors, L.L.C. | 10,350 | 10,350 | 0 | 50,30 |
| Zurich Master Hedge Fund c/o Forest Investment Mgmt., L.L.C. | 10,200 | 10,200 | 0 | 49,57 |

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* Includes common stock issuable upon conversion of Chesapeake's 6.00% Cumulative Convertible Preferred Stock at a conversion rate of 4.8605 shares of common stock per share of preferred stock, common stock issuable upon conversion of Chesapeake's 6.75% Cumulative Convertible Preferred Stock at a conversion rate of 6.4935 shares of common stock per share of preferred stock and Chesapeake's 5.00% Cumulative Convertible Preferred Stock at a conversion rate of 6.0962 shares of common stock per share of preferred stock.

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