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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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