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CHESAPEAKE ENERGY CORP

Form 424B3

October 07, 2003

Filed pursuant to Rule 424 (b) (3)

Registration No. 333-76546

3,000,000 SHARES

OF

CHESAPEAKE ENERGY CORPORATION

6.75% CUMULATIVE CONVERTIBLE PREFERRED STOCK

(LIQUIDATION PREFERENCE \$50 PER SHARE)

AND

COMMON STOCK,

(PAR VALUE \$.01 PER SHARE)

PROSPECTUS SUPPLEMENT NO. 12

DATED OCTOBER 7, 2003

TO PROSPECTUS DATED JANUARY 30, 2002

The selling securityholders table on page 27 and 28 of the prospectus is amended by this supplement no.12 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 STOCK BENEFICIALLY OWNED PRIOR TO THE OFFERING	NUM SHA CO STOO OF HE
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AIG Soundshore Holdings Ltd...	139,500	139,500	0	905,843	
AIG Soundshore Opportunity Holding Fund Ltd.....	76,400	76,400	0	496,103	
AIG Soundshore Strategic Holding Fund Ltd.....	46,100	46,100	0	299,350	
Alpine Associates.....	100,000	100,000	0	649,350	
Alpine Partners, L.P.....	15,000	15,000	0	97,403	
American Samoa Government.....	1,000	1,000	0	6,494	
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd..	10,000	10,000	0	64,935	
Argent Classic Convertible Arbitrage Fund L.P.....	15,000	15,000	0	97,403	
Argent LowLev Convertible					

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Arbitrage Fund Ltd.....	33,000	33,000	0	214,286	
Banc of America Securities LLC	180,000	180,000	0	1,168,830	1,
Bear, Stearns & Co. Inc.....	5,000	5,000	0	32,468	
BGI Global Investors c/o Forest Investment Mngt. L.L.C	6,200	6,200	0	40,260	
BP Amoco PLC Master Trust.....	24,130	24,130	0	156,688	
CF FX, LLC.....	62,000	62,000	0	402,597	
Credit Suisse First Boston Corporation.....	128,500	128,500	0	834,415	
CSFB Convertible and Quantitative Strategies.....	50,000	50,000	0	324,675	
Fidelity Financial Trust: Fidelity Convertible Securities Fund.....	405,000	405,000	0	2,629,868	2,
First Union National Bank.....	295,000	295,000	0	1,915,583	1,
FIST - Franklin Convertible Securities Fund.....	40,000	40,000	0	259,740	
Forest Alternative Strategies II	1,800	1,800	0	11,688	
Forest Fulcrum Fund L.L.P.....	20,000	20,000	0	129,870	
Forest Global Convertible Fund Series A-5.....	75,600	75,600	0	490,909	
Franklin Custodian Fund - Income Fund.....	270,800	270,800	0	1,758,440	1,
FTIF - Franklin Income Fund...	1,000	1,000	0	6,494	
FTVIPT - Franklin Income Securities Fund.....	18,000	18,000	0	116,883	
Global Bermuda Limited Partnership.....	4,000	4,000	0	25,974	
HFR TQA Master Trust.....	10,000	10,000	0	64,935	
Highbridge International LLC..	10,000	10,000	0	64,935	
Hotel Union & Hotel Industry of Hawaii Pension Plan.....	10,700	10,700	0	69,480	
Jefferies & Co.....	88,000	88,000	0	571,428	
Jefferies and Company, Inc. c/o SSI Investment Management Inc.....	235	235	0	1,526	
KBC Financial Products USA Inc.	17,500	17,500	0	113,636	
Lakeshore International Ltd...	16,000	16,000	0	103,896	
Lazard Freres & Co. LLC.....	76,700	76,700	0	498,051	
LDG Limited.....	10,000	10,000	0	64,935	
Lipper Convertibles, L.P.....	150,000	150,000	0	974,025	
LLT Limited.....	6,200	6,200	0	40,260	
Lyxor Master Fund Ref: Argent/LowLev CB c/o Argent.....	10,000	10,000	0	64,935	
Lyxor Master Fund.....	2,000	2,000	0	12,987	
Navigator Offshore Fund, Ltd..	15,000	15,000	0	97,403	
Navigator Partners L.P.....	3,000	3,000	0	19,481	
Onex Industrial Partners Limited	7,250	7,250	0	47,078	
Pebble Capital Inc.....	3,000	3,000	0	19,481	
Peoples Benefit Life Insurance Company/TEAMSTERS.....	17,500	17,500	0	113,636	
Ramius Capital Group.....	10,000	10,000	0	64,935	
RBC Capital Services Inc. c/o Forest Investment Mngt. LLC.....	1,500	1,500	0	9,740	
RCG Halifax Master Fund Ltd...	5,000	5,000	0	32,468	

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RCG Latitude Master Fund Ltd..	15,000	15,000	0	97,403	
RCG Multi Strategy LP.....	10,000	10,000	0	64,935	
Retail Clerks Pension Trust #2	17,500	17,500	0	113,636	1
Silvercreek II Limited.....	9,750	9,750	0	63,312	
Silvercreek Limited Partnership	5,000	5,000	0	32,468	
Speer, Leeds & Kellogg L.P....	10,000	10,000	0	64,935	
Sunrise Partners LLC.....	269,000	269,000	0	1,746,752	1,7
Sylvan (IMA) Ltd.					
c/o Forest Investment Mngt.					
L.L.C.....	7,500	7,500	0	48,701	
The Estate of James Campbell..	3,249	3,249	0	21,097	
The James Campbell Corporation	4,291	4,291	0	27,864	
The Northwestern Mutual Life					
Insurance Company.....	30,000	30,000	0	194,805	1
TQA Master Fund, LTD.....	50,000	50,000	0	324,675	3
TQA Master Plus Fund LTD.....	45,000	45,000	0	292,208	2
UBS O'Connor LLC F/B/O					
UBS Global Equity					
Arbitrage Master Ltd.....	70,000	70,000	0	454,545	4
Viacom Inc.					
Pension Plan Master Trust...	960	960	0	6,234	
White River Securities L.L.C..	5,000	5,000	0	32,468	
Yield Strategies Fund I, LP...	7,500	7,500	0	48,701	
Yield Strategies Fund II, LP..	7,500	7,500	0	48,701	
Zurich Institutional Benchmarks					
Master Fund					
c/o TQA Investors, L.L.C....	10,000	10,000	0	64,935	
Zurich Institutional Benchmarks					
Master Fund Ltd.....	20,435	20,435	0	132,695	1
Zurich Master Hedge Fund					
c/o Forest Investment Mngt.					
L.L.C.....	6,200	6,200	0	40,260	

- (1) 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 6.4935 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.