

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