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CHESAPEAKE ENERGY CORP
 Form 424B3
 May 01, 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. 11
 DATED APRIL 30, 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.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 STOCK BENEFICIALLY OWNED PRIOR TO THE OFFERING | NUM SHA CO STOC OF HE |
|--|--|---|--|--|--------------------------------------|
| 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.. | 20,000 | 20,000 | 0 | 129,870 | |
| Argent Classic Convertible Arbitrage Fund L.P..... | 300 | 300 | 0 | 1,948 | |
| Argent LowLev Convertible | | | | | |

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|--|---------|---------|---|-----------|----|
| Arbitrage Fund Ltd..... | 40,000 | 40,000 | 0 | 259,740 | |
| 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 | |
| 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..... | 200 | 200 | 0 | 1,299 | |
| 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 | |
| RCG Latitude Master Fund Ltd.. | 15,000 | 15,000 | 0 | 97,403 | |

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|--|---------|---------|---|-----------|-----|
| 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.