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CHESAPEAKE ENERGY CORP

Form 424B3

May 15, 2002

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. 3
DATED MAY 15, 2002
TO PROSPECTUS DATED JANUARY 30, 2002

The selling securityholders table on page 27 and 28 of the prospectus is amended by this supplement no. 3 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	Number of Shares of Common Stock Beneficially Owned Prior to the Offering
AIG Soundshore Holdings Ltd.....	139,500	139,500	0	905,843	9
AIG Soundshore Opportunity Holding Fund Ltd.....	76,400	76,400	0	496,103	4
AIG Soundshore Strategic Holding Fund Ltd.....	46,100	46,100	0	299,350	2
Alpine Associates.....	100,000	100,000	0	649,350	6
Alpine Partners, L.P.....	15,000	15,000	0	97,403	
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd....	20,000	20,000	0	129,870	1
Argent LowLev Convertible Arbitrage Fund Ltd.....	40,000	40,000	0	259,740	2
Bear, Stearns & Co. Inc.....	5,000	5,000	0	32,468	

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BGI Global Investors c/o Forest Investment Mngt. L.L.C.....	6,200	6,200	0	40,260	
Banc of America Securities LLC.....	180,000	180,000	0	1,168,830	1,1
Credit Suisse First Boston Corporation.....	113,500	113,500	0	737,012	7
CSFB Convertible and Quantitative Strategies.....	50,000	50,000	0	324,675	3
Fidelity Financial Trust: Fidelity Convertible Securities Fund.....	405,000	405,000	0	2,629,868	2,6
First Union National Bank.....	295,000	295,000	0	1,915,583	1,9
FIST - Franklin Convertible Securities Fund.....	40,000	40,000	0	259,740	2
Forest Alternative Strategies II.....	1,800	1,800	0	11,688	
Forest Fulcrum Fund L.L.P.....	20,000	20,000	0	129,870	1
Forest Global Convertible Fund Series A-5.....	75,600	75,600	0	490,909	4
FTIF - Franklin Income Fund.....	1,000	1,000	0	6,494	
Franklin Custodian Fund - Income Fund.....	270,800	270,800	0	1,758,440	1,7
FTVIPT - Franklin Income Securities Fund.....	18,000	18,000	0	116,883	1
Global Bermuda Limited Partnership.....	4,000	4,000	0	25,974	
Highbridge International LLC....	10,000	10,000	0	64,935	
Jefferies & Co.....	8,000	8,000	0	51,948	
KBC Financial Products USA Inc..	17,500	17,500	0	113,636	1
Lakeshore International Ltd.....	16,000	16,000	0	103,896	1
Lipper Convertibles, L.P.....	150,000	150,000	0	974,025	9
LLT Limited.....	6,200	6,200	0	40,260	
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	
The Northwestern Mutual Life Insurance Company.....	30,000	30,000	0	194,805	1
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	1
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	
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 Limited Partnership.....	5,000	5,000	0	32,468	
Silvercreek II Limited.....	9,750	9,750	0	63,312	
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	
UBS O'Connoz LLC F/B/O UBS Global Equity Arbitrage Master Ltd.....	70,000	70,000	0	454,545	4
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	

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Yield Strategies Fund II, LP....	7,500	7,500	0	48,701
Zurich Master Hedge Fund c/o				
Forest Investment Mngt. L.L.C...	6,200	6,200	0	40,260
Total	2,664,800			

- (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.