

Registration No. 333-12533

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2  
TO  
FORM S-3  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

CHESAPEAKE ENERGY CORPORATION  
(Exact name of registrant as specified in its charter)

Oklahoma  
(State or other jurisdiction of  
incorporation or organization)

73-1395733  
(I.R.S. Employer  
Identification No.)

6100 North Western Avenue  
Oklahoma City, Oklahoma 73118  
(405) 848-8000  
(Address, including zip code,  
and telephone number,  
including area code, of  
registrant's principal  
executive offices)

Aubrey K. McClendon  
Chairman of the Board  
and Chief Executive Officer  
6100 North Western Avenue  
Oklahoma City, Oklahoma 73118  
(405) 848-8000  
(Name, address, including zip  
code, and telephone number  
including area code, of agent  
for service)

Copy to:

W. Chris Coleman, Esq.  
McAfee & Taft  
A Professional Corporation  
211 North Robinson, Suite 1000  
Oklahoma City, Oklahoma 73102  
(405) 235-9621

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On December 31, 1996, Chesapeake Energy Corporation, a Delaware corporation, merged with and into its newly formed Oklahoma subsidiary, Chesapeake Oklahoma Corporation (the name of which has been changed to Chesapeake Energy Corporation as a result of the merger ("Chesapeake Oklahoma")). By this amendment, Chesapeake Oklahoma hereby adopts this registration statement as its own for all purposes of the Securities Act of 1933 and the Securities Exchange Act of 1934. This adoption is made pursuant to rule 414(d) as promulgated under the Securities Act of 1933.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 2 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Oklahoma City, State of Oklahoma on the 11th day of February, 1997.

CHESAPEAKE ENERGY CORPORATION

By AUBREY K. MCCLENDON  
Aubrey K. McClendon, Chairman of the  
Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this amendment to the Registration Statement Amendment No. 2 has been signed by the following persons in the capacities indicated on February 11, 1997.

AUBREY K. MCCLENDON  
Aubrey K. McClendon, Chairman  
of the Board, Chief  
Executive Officer (Principal  
Executive Officer) and Director

TOM L. WARD  
Tom L. Ward, President, Chief Operating  
Officer (Principal Operating Officer) and  
Director

MARCUS C. ROWLAND  
Marcus C. Rowland, Vice  
President - Finance and Chief  
Financial Officer (Principal  
Financial Officer)

RONALD A. LEFAIVE  
Ronald A. Lefaive, Controller  
(Principal Accounting Officer)

E. F. HEIZER, JR.  
E. F. Heizer, Jr., Director

BREENE M. KERR  
Breene M. Kerr, Director

SHANNON SELF  
Shannon Self, Director

FREDERICK B. WHITTEMORE  
Frederick B. Whittemore, Director

WALTER C. WILSON  
Walter C. Wilson, Director