

Registration No. 333-04027

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1
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

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. 1 to the 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 Registration Statement Amendment No. 1 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
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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)
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E. F. HEIZER, JR. E. F. Heizer, Jr., Director	BREENE M. KERR Breene M. Kerr, Director
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SHANNON SELF Shannon Self, Director	FREDERICK B. WHITTEMORE Frederick B. Whittemore, Director
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WALTER C. WILSON
Walter C. Wilson, Director