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CHESAPEAKE ENERGY CORP

Form 8-A12B

January 20, 2004

As filed with the Securities and Exchange Commission on January 20, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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

OKLAHOMA 73-1395733  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

6100 NORTH WESTERN AVENUE  
OKLAHOMA CITY, OKLAHOMA 73118  
(Address of principal executive offices) (Zip Code)

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Securities to be registered pursuant to Section 12(b) of the Act:

| TITLE OF EACH CLASS<br>TO BE SO REGISTERED<br>----- | NAME OF EACH EXCHANGE ON WHICH<br>EACH CLASS IS TO BE REGISTERED<br>----- |
|---|---|
|---|---|

|   |                         |
|---|-------------------------|
| 5.0% Cumulative Convertible Preferred Stock | New York Stock Exchange |
|---|-------------------------|

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: N/A

Securities to be registered pursuant to Section 12(g) of the Act: None

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

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The securities to be registered consist of 5.0% Cumulative Convertible Preferred Stock, par value \$.01 per share (the "Preferred Stock"), of Chesapeake Energy Corporation (the "Registrant"). The Registrant hereby incorporates by reference herein the description of the terms, rights and preferences of the Preferred Stock set forth under the caption "Description of Preferred Stock" in the Prospectus Supplement dated November 12, 2003 to the Prospectus dated October 23, 2003 forming a part of the Registrant's registration statement on Form S-3 (No. 333-109657). Such Prospectus, as supplemented, was filed with the Commission by the Registrant pursuant to Rule 424(b)(2) under the Securities Act of 1933 on November 13, 2003.

### ITEM 2. EXHIBITS

The following exhibits are filed pursuant to the Instruction to Item 2:

| EXHIBIT NO. | DESCRIPTION   |
|-------------|---|
| 99.1.       | Registrant's Restated Certificate of Incorporation. Incorporated herein by reference to Exhibit 3.1 to Registrant's Registration Statement on Form S-3 (No. 333-104394) filed April 9, 2003.  |
| 99.2.       | Registrant's Certificate of Designation of 5% Cumulative Convertible Preferred Stock, par value \$0.01 per share and liquidation preference \$100 per share. Incorporated herein by reference to Exhibit 3.1 to Registrant's current report on Form 8-K filed November 18, 2003.  |
| 99.3.       | Registrant's Amended and Restated Bylaws. Incorporated herein by reference to Exhibit 99.B to Registrant's Registration Statement on Form 8-A filed October 7, 2003.  |
| 99.4.       | Rights Agreement dated July 15, 1998 between Registrant and UMB Bank, N.A., as Rights Agent. Incorporated herein by reference to Exhibit 1 to Registrant's registration statement on Form 8-A filed July 16, 1998. Amendment No. 1 to Rights Agreement dated September 11, 1998. Incorporated herein by reference to Exhibit 10.3 to Chesapeake's quarterly report on Form 10-Q for the quarter ended September 30, 1998 filed November 16, 1998. |

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### SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CHESAPEAKE ENERGY CORPORATION

By: /s/ Aubrey K. McClendon

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Aubrey K. McClendon  
Chairman and  
Chief Executive Officer

Date: January 20, 2004

