

CHESAPEAKE ENERGY CORP

Form 424B3

February 08, 2006

Filed pursuant to Rule 424 (b) (3)

Registration No. 333-125682

4,600,000 Shares

of

Chesapeake Energy Corporation

5.00% Cumulative Convertible Preferred Stock (Series 2005)

(Liquidation Preference \$100 per share)

and

Common Stock,

(Par Value \$.01 per share)

PROSPECTUS SUPPLEMENT NO. 5

DATED February 8, 2006

TO PROSPECTUS DATED JUNE 27, 2005

The selling securityholders table on pages 36 through 38 of the prospectus is amended by this supplement no. 5 to read as follows.

| NAME  | Number of Shares of Preferred Stock Beneficially Owned Prior to the Offering | Number of Shares of Preferred |
|---|--|-------------------------------|
| 1976 Distribution Trust                                     |  |                               |
| f/b/o A. R. Lauder/Zinterhoser                              | 50   | 50                            |
| 2000 Revocable Trust f/b/o Lauder/Zinterhoser               | 48   | 48                            |
| Advent Convertible Master Cayman                            | 96,858   | 96,858                        |
| Alcon Laboratories  | 3,184  | 3,184                         |
| Allstate Insurance Company                                  | 38,500   | 38,500                        |
| Argent Classic Convertible Arbitrage Fund<br>(Bermuda) Ltd. | 165,100  | 165,100                       |
| Argent Classic Convertible Arbitrage Fund II, L.P.          | 3,220  | 3,220                         |
| Argent Classic Convertible Arbitrage Fund, L.P.             | 50,000   | 50,000                        |
| Argent LowLev Convertible Arbitrage Fund II, LLC            | 1,250  | 1,250                         |
| Argent LowLev Convertible Arbitrage Fund LLC                | 18,370   | 18,370                        |
| Arlington County Employees Retirement Systems               | 5,137  | 5,137                         |
| Argent LowLev Convertible Arbitrage Fund Ltd.               | 149,280  | 149,280                       |
| Argentum Multistrategy Fund Ltd - Classic                   | 810  | 810                           |

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|   |         |         |   |           |         |           |
|---|---------|---------|---|-----------|---------|-----------|
| Asante Health Systems   | 557     | 557     | 0 | 2,162     | 2,162   | 0         |
| Bancroft Convertible Fund, Inc.   | 30,000  | 30,000  | 0 | 116,433   | 116,433 | 0         |
| Bill & Melinda Gates Foundation   | 7,500   | 7,500   | 0 | 29,108    | 29,108  | 0         |
| BP Amoco PLC Master Trust   | 8,480   | 8,480   | 0 | 32,912    | 32,912  | 0         |
| British Virgin Islands Social Security Board  | 950     | 950     | 0 | 3,687     | 3,687   | 0         |
| Calamos Convertible and High Income Fund  | 102,700 | 102,700 | 0 | 398,589   | 398,589 | 0         |
| Calamos Convertible Opportunities and Income Fund                                       | 91,100  | 91,100  | 0 | 353,568   | 353,568 | 0         |
| Calamos Growth & Income Fund  |         |         |   |           |         |           |
| - Calamos Investment Trust  | 200,000 | 200,000 | 0 | 776,220   | 776,220 | 0         |
| Calamos Growth & Income Portfolio   |         |         |   |           |         |           |
| - Calamos Advisors Trust  | 500     | 500     | 0 | 1,941     | 1,941   | 0         |
| Calamos High Yield Fund   |         |         |   |           |         |           |
| - Calamos Investment Trust  | 20,000  | 20,000  | 0 | 77,622    | 77,622  | 0         |
| Calamos Strategic Total Return Fund   | 210,700 | 210,700 | 0 | 817,748   | 817,748 | 0         |
| Castle Convertible Fund <sup>(1)</sup>  | 10,000  | 10,000  | 0 | 834,727   | 38,811  | 795,916   |
| CBI Pension Plan  | 300     | 300     | 0 | 1,164     | 1,164   | 0         |
| Chrysler Corporation Master Retirement Trust  | 0       | 0       | 0 | 0         | 0       | 0         |
| City and County of San Francisco Retirement System                                      | 11,415  | 11,415  | 0 | 44,303    | 44,303  | 0         |
| City University of New York   | 1,067   | 1,067   | 0 | 4,141     | 4,141   | 0         |
| Class C Trading Company, Ltd.   | 2,040   | 2,040   | 0 | 7,917     | 7,917   | 0         |
| Daimler Chrysler Corp   |         |         |   |           |         |           |
| Emp #1 Pension Plan, dtd 4/1/89   | 47,200  | 47,200  | 0 | 183,188   | 183,188 | 0         |
| DBAG London <sup>(1)</sup>  | 215,205 | 215,205 | 0 | 885,679   | 835,232 | 50,447    |
| Delaware Dividend Income Fund, a series of Delaware Group Equity Funds V <sup>(1)</sup> | 35,000  | 35,000  | 0 | 170,458   | 135,839 | 34,619    |
| Delaware Employees Retirement System  | 9,309   | 9,309   | 0 | 36,129    | 36,129  | 0         |
| Delta Air Lines Master Trust CV   | 0       | 0       | 0 | 0         | 0       | 0         |
| Delta Pilots Disability & Survivorship Trust CV   | 0       | 0       | 0 | 0         | 0       | 0         |
| Deutsche Bank Securities <sup>(1)</sup>   | 2,500   | 2,500   | 0 | 2,667,266 | 9,703   | 2,657,563 |
| Dreyfus Premier High Income Fund  | 10,000  | 10,000  | 0 | 38,811    | 38,811  | 0         |
| Dynamic World Convertible Debentures Fund   | 15,000  | 15,000  | 0 | 58,217    | 58,217  | 0         |
| Ellsworth Convertible Growth and Income Fund, Inc.                                      | 30,000  | 30,000  | 0 | 116,433   | 116,433 | 0         |
| Employees Retirement System of Rhode Island   |         |         |   |           |         |           |