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CHESAPEAKE ENERGY CORP  
 Form S-8  
 August 17, 2004

As filed with the Securities and Exchange Commission on August 17, 2004  
 Registration No. 333-\_\_\_\_\_

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 FORM S-8

REGISTRATION STATEMENT  
 UNDER THE SECURITIES ACT OF 1933

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

OKLAHOMA  
 (State of Incorporation)

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

6100 NORTH WESTERN AVENUE, OKLAHOMA CITY, OKLAHOMA 73118  
 (Address of principal executive offices) (zip code)

CHESAPEAKE ENERGY CORPORATION SAVINGS AND  
 INCENTIVE STOCK BONUS PLAN  
 (Full title of the plans)

AUBREY K. MCCLENDON  
 CHAIRMAN OF THE BOARD AND  
 CHIEF EXECUTIVE OFFICER  
 CHESAPEAKE ENERGY CORPORATION  
 6100 NORTH WESTERN AVENUE  
 OKLAHOMA CITY, OKLAHOMA 73118  
 (Name and address for agent for service)

(405) 848-8000  
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount Registrati
Common Stock, \$.01 par value per share	1,000,000	\$14.23	\$14,230,000	\$1,8

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- (1) Pursuant to Rule 416(c), this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the plan named above.
- (2) Calculated pursuant to paragraphs (c) and (h) of Rule 457, based on the average of the high and low prices of the Common Stock of Chesapeake Energy Corporation on the New York Stock Exchange on August 13, 2004.

EXPLANATORY NOTE

By this registration statement, Chesapeake Energy Corporation is registering an additional 1,000,000 shares of its common stock, \$.01 par value, to be offered under the Chesapeake Energy Corporation Savings and Incentive Stock Bonus Plan. Chesapeake has previously filed two registration statements relating to plan interests and 560,000 shares of its common stock offered pursuant to the plan (SEC File Nos. 333-07255 and 333-30324 filed on January 28, 1996 and February 14, 2000, respectively). The contents of these two prior registration statements are incorporated by reference into this registration statement pursuant to General Instruction E of Form S-8. The consents filed with this registration statement are set forth in the Exhibit Index.

2

SIGNATURES

THE REGISTRANT. 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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on August 17, 2004.

CHESAPEAKE ENERGY CORPORATION

By: /S/ 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 has been signed below by the following persons in the capacities indicated on August 17, 2004.

SIGNATURE

TITLE

/S/ AUBREY K. MCCLENDON

Chairman of the Board, Chief Executive  
Officer and Director  
(Principal Executive Officer)

-----  
Aubrey K. McClendon

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/S/ TOM L. WARD ----- Tom L. Ward	President, Chief Operating Officer and Director
/S/ MARCUS C. ROWLAND ----- Marcus C. Rowland	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/S/ MICHAEL A. JOHNSON ----- Michael A. Johnson	Senior Vice President - Accounting (Principal Accounting Officer)
/S/ FRANK KEATING ----- Frank Keating	Director
/S/ BREENE M. KERR* ----- Breene M. Kerr	Director
/S/ CHARLES T. MAXWELL ----- Charles T. Maxwell	Director
/S/ SHANNON SELF* ----- Shannon Self	Director
/S/ FREDERICK B. WHITTEMORE* ----- Frederick B. Whittemore	Director

\*By: /S/ AUBREY K. MCCLENDON  
-----  
Aubrey K. McClendon  
Attorney in Fact

3

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Oklahoma City, State of Oklahoma, on August 17, 2004.

CHESAPEAKE ENERGY CORPORATION  
SAVINGS AND INCENTIVE STOCK BONUS PLAN

By: CHESAPEAKE ENERGY CORPORATION

By: /S/ MARTHA A. BURGER  
-----  
Name: Martha A. Burger  
Title: Treasurer and

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Senior Vice President -  
Human Resources

4

EXHIBIT INDEX

Exhibit NUMBER -----	DESCRIPTION -----
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Ryder Scott Company L.P.
23.3	Consent of Lee Keeling and Associates, Inc.
23.4	Consent of Netherland, Sewell & Associates, Inc.
24.1	Power of Attorney

5