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SECURITIES AND EXCHANGE COMMISSIONWASHINGTON, D.C. 20549  
-----POST EFFECTIVE 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 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)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)COPIES TO:  
CONNIE S. STAMETS, ESQ.  
WINSTEAD, SECHREST & MINICK P.C.  
A PROFESSIONAL CORPORATION  
5400 RENAISSANCE TOWER  
1201 ELM STREET  
DALLAS, TEXAS 75270(405) 848-8000  
(Telephone number, including area code, of agent for service)APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:  
N/AIf only securities being registered on this form are being offered pursuant to  
dividend or interest reinvestment plans, please check  
the following box. [ ]If any of the securities being registered on this form are to be offered on a  
delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box. [ ]If this form is filed to register additional securities for an offering pursuant  
to Rule 462(b) under the Securities Act, please check the following box and list  
the Securities Act registration statement number of the earlier effective  
registration statement for the same offering. [ ] If this form is a  
post-effective amendment filed pursuant to Rule 462(c) under the Securities Act,  
check the following box and list the Securities Act registration statement  
number of the earlier effective registration statement for the same  
offering. [ ]If delivery of the prospectus is expected to be made pursuant to Rule 434,  
check the following box. [ ]

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 dated June 19, 1998 (Registration No. 333-57235) (the "Registration Statement") is being filed to deregister all 33,093,225 shares of the Common Stock of Chesapeake Energy Corporation (the "Company") and 1,303,539 of the 4,600,000 shares of the 7% Cumulative Convertible Preferred Stock (the "Preferred Stock") of the Company that were previously registered pursuant to this Registration Statement. The Company is seeking to deregister these shares because the shares of Preferred Stock have not been sold, the shares of Common Stock have not been issued upon conversion of the Preferred Stock, and the Company's obligation to maintain the registration of such shares has expired.

## 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on June 12, 2000.

## CHESAPEAKE ENERGY CORPORATION

By: /s/ AUBREY K. MCCLENDON

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 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 June 12, 2000.

| SIGNATURE<br>-----                                      | TITLE<br>-----   |
|---|--|
| /s/ AUBREY K. MCCLENDON<br>-----<br>Aubrey K. McClendon | Chairman of the Board, Chief Executive Officer and Director<br>(Principal Executive Officer) |
| /s/ TOM L. WARD<br>-----<br>Tom L. Ward                 | President, Chief Operating Officer and Director<br>(Principal Executive Officer)             |
| MARCUS C. ROWLAND *<br>-----<br>Marcus C. Rowland       | Executive Vice President and Chief Financial Officer<br>(Principal Financial Officer)        |
| /s/ MICHAEL A. JOHNSON<br>-----<br>Michael A. Johnson   | Senior Vice President - Accounting<br>(Principal Accounting Officer)                         |
| EDGAR F. HEIZER, JR.*<br>-----<br>Edgar F. Heizer, Jr.  | Director   |
| BREENE M. KERR*<br>-----<br>Breene M. Kerr              | Director   |

/s/ SHANNON T. SELF

-----  
Shannon T. Self

Director

FREDERICK B. WHITTEMORE\*

-----  
Frederick B. Whittemore

Director

WALTER C. WILSON\*

-----  
Walter C. Wilson

Director

\*By /s/ AUBREY K. MCCLENDON

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Aubrey K. McClendon  
Attorney in Fact