

SCHEDULE 13G

Amendment No. 3  
Chesapeake Energy Corporation  
Common Stock  
Cusip # 165167107

Cusip # 165167107  
Item 1: Reporting Person - FMR Corp. - (Tax ID: 04-2507163)  
Item 4: Commonwealth of Massachusetts  
Item 5: 1,000  
Item 6: None  
Item 7: 835,200  
Item 8: None  
Item 9: 835,200  
Item 11: 1.20%  
Item 12: HC

Cusip # 165167107  
Item 1: Reporting Person - Edward C. Johnson 3d  
Item 4: United States of America  
Item 5: None  
Item 6: None  
Item 7: 835,200  
Item 8: None  
Item 9: 835,200  
Item 11: 1.20%  
Item 12: IN

Cusip # 165167107  
Item 1: Reporting Person - Abigail P. Johnson  
Item 4: United States of America  
Item 5: None  
Item 6: None  
Item 7: 835,200  
Item 8: None  
Item 9: 835,200  
Item 11: 1.20%  
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

- Item 1(a). Name of Issuer:  
Chesapeake Energy Corporation
- Item 1(b). Name of Issuer's Principal Executive Offices:  
6104 North Western Avenue  
Oklahoma City, OK 73118
- Item 2(a). Name of Person Filing:  
FMR Corp.
- Item 2(b). Address or Principal Business Office or, if None, Residence:  
82 Devonshire Street, Boston, Massachusetts 02109
- Item 2(c). Citizenship:  
Not applicable
- Item 2(d). Title of Class of Securities:  
Common Stock
- Item 2(e). CUSIP Number:

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR Corp., is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

- (a) Amount Beneficially Owned:  
835,200
- (b) Percent of Class:  
1.20%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote:  
1,000
  - (ii) shared power to vote or to direct the vote:  
None
  - (iii) sole power to dispose or to direct the disposition of:  
835,200
  - (iv) shared power to dispose or to direct the disposition of:  
None

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following (X).

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit(s) A and B.

Item 8. Identification and Classification of Members of the Group.

Not applicable, see attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Inasmuch as the reporting persons are no longer the beneficial owners of more than five percent of the number of shares outstanding, the reporting persons have no further reporting obligation under section 13(d) of the Securities and Exchange Commission thereunder, and the reporting persons have no obligation to amend this Statement if any material change occurs in the facts set forth herein.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13G in connection with FMR Corp.'s beneficial ownership of the common stock of Chesapeake Energy Corporation at October 31, 1997 is true, complete and correct.

November 10, 1997

Date

/s/Arthur S. Loring  
Signature

Arthur S. Loring, Vice  
President  
Name/Title

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FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 834,200 shares or 1.20% of the common stock outstanding of Chesapeake Energy Corporation ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d, FMR Corp., through its control of Fidelity, and the funds each has sole power to dispose of the 834,200 shares owned by the Funds.

Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Fidelity Management Trust Company, 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 1,000 shares or 0.00% of the common stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

Edward C. Johnson 3d and FMR Corp., through its control of Fidelity Management Trust Company, each has sole voting and dispositive power over 1,000 shares of common stock owned by the institutional account(s) as reported above.

Members of the Edward C. Johnson 3d family and trusts for their benefit are the predominant owners of Class B shares of common stock of FMR Corp., representing approximately 49% of the voting power of FMR Corp. Mr. Johnson 3d owns 12.0% and Abigail Johnson owns 24.5% of the aggregate outstanding voting stock of FMR Corp. Mr. Johnson 3d is Chairman of FMR Corp. and Abigail P. Johnson is a Director of FMR Corp. The Johnson family group and all other Class B shareholders have entered into a shareholders' voting agreement under which all Class B shares will be voted in accordance with the majority vote of Class B shares. Accordingly, through their ownership of voting common stock and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR Corp.

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FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)  
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on November 10, 1997, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the common stock of Chesapeake Energy Corporation at October 31, 1997.

FMR Corp.

By /s/Arthur S. Loring

Arthur S. Loring  
Vice President - Legal

Edward C. Johnson 3d

By /s/Arthur S. Loring

Arthur S. Loring  
Under Power of Attorney dated  
5/17/89  
On File with Schedule 13G for  
Airborne Freight Corp. 9/10/91

Abigail P. Johnson

By /s/Arthur S. Loring  
Arthur S. Loring  
Under Power of Attorney dated  
1/5/96  
On File with Schedule 13G for  
Acclaim Entertainment Inc.  
1/10/96

Fidelity Management & Research Company

By /s/Arthur S. Loring  
Arthur S. Loring  
Sr. V.P. and General Counsel