

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 of Registration Fee(2)
Common Stock, \$.01 par value per share	1,000,000	\$14.23	\$14,230,000	\$1,803

- (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.

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 ----- Aubrey K. McClendon	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
/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

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
Senior Vice President -
Human Resources

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Chesapeake Energy Corporation of our report dated February 29, 2004 relating to the consolidated financial statements and financial statement schedule of Chesapeake Energy Corporation, which appears in Chesapeake Energy Corporation's Annual Report on Form 10-K for the year ended December 31, 2003.

/S/PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP

Oklahoma City, Oklahoma
August 16, 2004

CONSENT OF RYDER SCOTT COMPANY, L.P.

As independent oil and gas consultants, Ryder Scott Company, L.P., hereby consents to the incorporation by reference in the Registration Statement on Form S-8, to be filed with the Securities and Exchange Commission on or about August 17, 2004, of information from our reserve report dated February 23, 2004, entitled "Chesapeake Energy Corporation - Estimated Future Reserves and Income Attributable to Certain Leasehold Interests as of December 31, 2003."

/S/ RYDER SCOTT COMPANY, L.P.

Ryder Scott Company, L.P.

Houston, Texas
August 17, 2004

CONSENT OF LEE KEELING AND ASSOCIATES, INC.

As independent oil and gas consultants, Lee Keeling and Associates, Inc. hereby consents to the incorporation by reference in the Chesapeake Energy Corporation Registration Statement on Form S-8 to be filed on or about August 17, 2004, of information from our reserve report with respect to the oil and gas reserves of Chesapeake Energy Corporation dated February 16, 2004 and entitled "Appraisal Oil and Gas Properties Interests Owned by Chesapeake Energy Corporation Selected Properties Constant Prices and Expenses Effective Date January 1, 2004."

/S/ LEE KEELING AND ASSOCIATES, INC.

Lee Keeling and Associates, Inc.

Tulsa, Oklahoma
August 17, 2004

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

As independent oil and gas consultants, Netherland, Sewell & Associates, Inc. hereby consents to the incorporation by reference in the Chesapeake Energy Corporation Registration Statement on Form S-8 to be filed on or about August 17, 2004, of information from our reserve report with respect to the oil and gas reserves of Chesapeake Energy Corporation dated February 17, 2004 and entitled "Estimate of Reserves and Future Revenue to Chesapeake Energy Corporation Interest in Certain Oil and Gas Properties located in Oklahoma and Texas as of December 31, 2003, Based on Constant Prices and Costs in accordance with Securities and Exchange Commission Guidelines."

NETHERLAND, SEWELL & ASSOCIATES, INC.

By: /S/ C.H. SCOTT REES

C.H. (Scott) Rees III
President and Chief Operating Officer

Dallas Texas
August 17, 2004

POWER OF ATTORNEY

We, the undersigned officers and directors of Chesapeake Energy Corporation (hereinafter, the "Company") hereby severally constitute Aubrey K. McClendon, Tom L. Ward and Marcus C. Rowland, and each of them, severally, our true and lawful attorneys in fact with full power to them and each of them to sign for us, and in our names as officers or directors, or both, of the Company, one or more Registration Statements on Form S-8, and any amendments thereto (including post-effective amendments), for the purpose of registering under the Securities Act of 1933 (i) shares of the Company's Common Stock, \$.01 par value per share, to be acquired pursuant to the Chesapeake Energy Corporation Savings and Incentive Stock Bonus Plan (the "Plan") and (ii) interests in the Plan, each as it may be amended from time to time, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and to perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

DATED this 17th day of August, 2004

/S/ MICHAEL A. JOHNSON

Michael A. Johnson, Senior
Vice President - Accounting
(Principal Accounting Officer)

/S/ FRANK KEATING

Frank Keating, Director

/S/ CHARLES T. MAXWELL

Charles T. Maxwell, Director