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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Chesapeake Energy Corp.

(Name of Issuer)
Common Stock

(Title of Class of Securities)
165167107

(CUSIP Number)

Check here if a fee is being paid with this statement: . (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 165167107

13G

Page 2 of 11 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John Hancock Mutual Life Insurance Company
I.R.S. No. 04-1414660

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of Massachusetts

Number of Shares 5 SOLE VOTING POWER
-0-

Beneficially Owned by Each 6 SHARED VOTING POWER
-0-

Reporting Person With 7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, Inc.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

12 TYPE OF REPORTING PERSON*

IC, BD, IA, HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
PAGE 2 OF 11 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John Hancock Subsidiaries, Inc.
I.R.S. No. 04-2687223

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
Number of Shares -0-

6 SHARED VOTING POWER
Beneficially Owned by Each -0-

7 SOLE DISPOSITIVE POWER
Reporting Person With -0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, Inc.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
See line 9, above.

12 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John Hancock Asset Management
I.R.S. No. 04-3279774

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)
N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of Massachusetts

5 SOLE VOTING POWER
Number of Shares -0-

6 SHARED VOTING POWER
Beneficially Owned by Each -0-

7 SOLE DISPOSITIVE POWER
Reporting Person With -0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, Inc.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Berkeley Financial Group
I.R.S. No. 04-3145626

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of Massachusetts

5 SOLE VOTING POWER
Number of Shares -0-

6 SHARED VOTING POWER
Beneficially Owned by Each -0-

7 SOLE DISPOSITIVE POWER
Reporting Person With -0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None, except through its direct, wholly-owned subsidiary, John Hancock Advisers, Inc.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
See line 9, above.

12 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John Hancock Advisers, Inc.
I.R.S. No. 04-2441573

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
Number of Shares 1,147,000

6 SHARED VOTING POWER
Beneficially Owned by Each -0-

7 SOLE DISPOSITIVE POWER
Reporting Person With 1,147,000

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,147,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.7%

12 TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Six copies of this statement, including all exhibits, should be filed with the Commission.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

- Item 1(a) Name of Issuer:
Chesapeake Energy Corp.
- Item 1(b) Address of Issuer's Principal Executive Offices:
6100 North Western Avenue
Oklahoma City, OK 73118
- Item 2(a) Name of Person Filing:
This filing is made on behalf of John Hancock Mutual Life Insurance Company ("JHMLICO"), JHMLICO's direct, wholly-owned subsidiary, John Hancock Subsidiaries, Inc. ("JHSI"), JHSI's direct, wholly-owned subsidiary, John Hancock Asset Management ("JHAM"), JHAM's wholly-owned subsidiary, The Berkeley Financial Group ("TBFG") and TBFG's wholly-owned subsidiary, John Hancock Advisers, Inc. ("JHA").
- Item 2(b) Address of the Principal Offices:
The principal business offices of JHMLICO, JHSI and JHAM are located at John Hancock Place, P.O. Box 111, Boston, MA 02117. The principle business offices of TBFG and JHA are located at 101 Huntington Avenue, Boston, Massachusetts 02199.
- Item 2(c) Citizenship:
JHMLICO, JHAM and TBFG were organized and exist under the laws of the Commonwealth of Massachusetts. JHSI and JHA were organized and exist under the laws of the State of Delaware.
- Item 2(d) Title of Class of Securities:
Common Stock
- Item 2(e) CUSIP Number:
165167107
- Item 3 If the Statement is being filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:
- JHMLICO: (a) (X) Broker or Dealer registered under ss.15 of the Act.
- (c) (X) Insurance Company as defined in ss.3(a)(19) of the Act.
- (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.
- (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G).

- JHSI: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G).
- JHAM: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G).
- TBFG: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G).
- JHA: (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

Item 4 Ownership:

(a) Amount Beneficially Owned: JHA has direct beneficial ownership of 1,147,000 shares of Common Stock. Through their parent-subsidiary relationship to JHA, JHMLICO, JHSI, JHAM and TBFG have indirect, beneficial ownership of these same shares.

(b) Percent of Class: 1.7%

(c) (i) sole power to vote or to direct the vote: JHA has sole power to vote or direct the vote of the 1,147,000 shares of Common Stock under the Advisory Agreements as follows:

Fund Name -----	Number of Shares -----	Date of Advisory Agreement -----
John Hancock Variable Series Trust - Special Opportunities Fund	37,000	April 15, 1994
John Hancock Special Equities Fund	1,000,000	January 1, 1994
John Hancock Special Opportunities Fund	87,000	July 1, 1996
John Hancock Special Opportunities Pension	17,300	June 26, 1996
John Hancock Multi-Sector Growth Fund	5,500	January 30, 1995
John Hancock Small Capitalization Equity Fund	100	December 11, 1995
John Hancock V.A. Emerging Growth Fund	100	August 29, 1996

(ii) shared power to vote or to direct the vote:
-0-

(iii) sole power to dispose or to direct the disposition of:
JHA has sole power to dispose or to direct the disposition of the 1,147,000 shares of Common Stock under the Advisory Agreements noted in Item 4(c)(i) above.

(iv) shared power to dispose or to direct the disposition of: -0-

Item 5 Ownership of Five Percent or Less of a Class:
With this filing, the Reporting Persons state that they own five percent or less of Common Stock.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:
See Item 4.

- Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:
See Items 3 and 4 above.
- Item 8 Identification and Classification of Members of the Group:
Not applicable.
- Item 9 Notice of Dissolution of a Group:
Not applicable.
- Item 10 Certification:
By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

John Hancock Mutual Life Insurance Company
By: /s/ John T. Farady
Name: John T. Farady
Title: Senior Vice President & Treasurer
Dated: February 3, 1997

John Hancock Subsidiaries, Inc.
By: /s/ John T. Farady
Name: John T. Farady
Title: Treasurer
Dated: February 3, 1997

John Hancock Asset Management
By: /s/ James H. Young
Name: James H. Young
Title: Secretary
Dated: February 3, 1997

The Berkeley Financial Group
By: /s/ Susan S. Newton
Name: Susan S. Newton
Title: Vice President
Dated: February 3, 1997

John Hancock Advisers, Inc.
By: /s/ Susan S. Newton
Name: Susan S. Newton
Title: Vice President
Dated: February 3, 1997

EXHIBIT A

JOINT FILING AGREEMENT

John Hancock Mutual Life Insurance Company, John Hancock Subsidiaries, Inc., John Hancock Asset Management, The Berkeley Financial Group and John Hancock Advisers, Inc. agree that the terminating Schedule 13G (Amendment No. 1), to which this Agreement is attached, relating to the Common Stock of Chesapeake Energy Corp. is filed on behalf of each of them.

John Hancock Mutual Life Insurance Company
By: /s/ John T. Farady
Name: John T. Farady
Title: Senior Vice President & Treasurer
Dated: February 3, 1997

John Hancock Subsidiaries, Inc.
By: /s/ John T. Farady
Name: John T. Farady
Title: Treasurer
Dated: February 3, 1997

John Hancock Asset Management
By: /s/ James H. Young
Name: James H. Young
Title: Secretary
Dated: February 3, 1997

The Berkeley Financial Group
By: /s/ Susan S. Newton
Name: Susan S. Newton
Title: Vice President
Dated: February 3, 1997

John Hancock Advisers, Inc.
By: /s/ Susan S. Newton
Name: Susan S. Newton
Title: Vice President
Dated: February 3, 1997