

CHESAPEAKE ENERGY CORP
 Form 4
 June 29, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOOD HENRY J

2. Issuer Name and Ticker or Trading Symbol
CHESAPEAKE ENERGY CORP [CHK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 6100 N. WESTERN AVE.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/27/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP - Land and Legal

OKLAHOMA CITY, OK 73118

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 06/27/2011 | | M | | 27,500 | A | \$ 5.2 | 641,159 | D |
| Common Stock | 06/27/2011 | | F | | 14,500 | D | \$ 28 | 626,659 | D |
| Common Stock | 06/27/2011 | | M | | 22,500 | A | \$ 7.8 | 649,159 | D |
| Common Stock | 06/27/2011 | | F | | 13,076 | D | \$ 28 | 636,083 | D |
| Common Stock | 06/27/2011 | | M | | 20,000 | A | \$ 10.08 | 656,083 | D |

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Common Stock 06/27/2011 F 12,569 D \$ 28 643,514 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 5.2 | 06/27/2011 | | M | 27,500 | 07/23/2003 07/23/2012 | Common Stock 27 |
| Non-Qualified Stock Option (right to buy) | \$ 7.8 | 06/27/2011 | | M | 22,500 | 01/08/2004 01/08/2013 | Common Stock 22 |
| Non-Qualified Stock Option (right to buy) | \$ 10.08 | 06/27/2011 | | M | 20,000 | 06/24/2004 06/24/2013 | Common Stock 20 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOOD HENRY J 6100 N. WESTERN AVE. OKLAHOMA CITY, OK 73118 | | | Sr. VP - Land and Legal | |

Signatures

By: Marc D. Rome For: HENRY J. HOOD 06/29/2011

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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