

CHESAPEAKE ENERGY CORP
 Form 3
 May 22, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SOUTHEASTERN ASSET MANAGEMENT INC/TN/ | | (Month/Day/Year) | CHESAPEAKE ENERGY CORP [CHK] | |
| (Last) | (First) | 05/14/2012 | | |
| 6410 POPLAR AVENUE,Â SUITE 900 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| MEMPHIS,Â TNÂ 38119 | | ___ Director ___X___ 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | ___ Officer (give title below) | ___ Other (specify below) |
| | | | | ___X___ Form filed by One Reporting Person |
| | | | | ___ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 87,455,895 | I | Voting and/or investment discretion per investment advisory contracts |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|---|--|---------------|--------------|--|
|--|---|--|---------------|--------------|--|

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| (Month/Day/Year) | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) | | | |
|---|-----------------------------------|---|--|------------------|--------|---|---|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| 5.75% Cumulative Non-Voting Convertible Preferred Stock | Â (1) | 12/31/2049 | Common Stock | 2,719,256 (2) | \$ (2) | I | Investment discretion per investment advisory contracts |
| 5.75% Cumulative Non-Voting Convertible Preferred Stock (3) | Â (4) | 12/31/2049 | Common Stock | 1,849,942 (5) | \$ (5) | I | Investment discretion per investment advisory contracts |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SOUTHEASTERN ASSET MANAGEMENT INC/TN/ 6410 POPLAR AVENUE SUITE 900 MEMPHIS, TN 38119 | Â | Â X | Â | Â |

Signatures

/s/ Andrew R. McCarroll, General Counsel, Southeastern Asset Management, Inc.

05/22/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Each share of 5.75% Non-Voting Convertible Preferred Stock is convertible at any time at the option of the holder into approximately 37.037 Common Shares of Chesapeake which is based on an initial conversion price of \$27.00 per Common Share, subject to certain adjustments.
 - (2) As of the date of this Form 3, Southeastern holds 73,420 shares of 5.75% Cumulative Non-Voting Convertible Preferred Stock. Each Preferred Share is convertible into 37.037 Common Shares of Chesapeake. The number of Common Shares issuable upon conversion of the Preferred Shares is subject to customary adjustment as set forth in the Certificate of Designations.
 - (3) 5.75% Cumulative Non-Voting Convertible Preferred Stock (Series A)
 - (4) Each share of 5.75% Cumulative Non-Voting Convertible Preferred Stock (Series A) is convertible at any time at the option of the holder into approximately 35.7961 Common Shares of Chesapeake which is based on an initial conversion price of \$27.94 per Common Share, subject to certain adjustments.
 - (5) As of the date of this Form 3, Southeastern holds 51,680 shares of 5.75% Cumulative Non-Voting Convertible Preferred Stock (Series A). Each Preferred Share is convertible into 35.7961 Common Shares of Chesapeake. The number of Common Shares issuable upon conversion of the Preferred Shares is subject to customary adjustments as set forth in the Certificate of Designations.

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Remarks:

Southeastern Asset Management, Inc. ("Southeastern") does not have a pecuniary interest in the securities

As a result of a conversion from Schedule 13G to Schedule 13D filing, Southeastern may now be

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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