CHESAPEAKE ENERGY CORP

Form 5

Common

Stock

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100,000

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February 14, 2013

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer DIXON STEVEN C Symbol CHESAPEAKE ENERGY CORP (Check all applicable) [CHK] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner X _ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2012 EVP - Operations and COO 6100 N. WESTERN AVE. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) OKLAHOMA CITY, OKÂ 73118 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Execution Date, if Transaction Form: Direct Indirect Security (A) or Disposed of Securities (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) Fiscal Year (A) (Instr. 3 and or 4) (D) Price Amount Common Â Â Â Â Â Â 994,214 Â D Stock Common 10,616 by GRAT 08/31/2012 D Â G \$0 0 I Stock (1) Common by GRAT Â Â Â Â Â Â 45,250 Ι Stock 3

by GRAT

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Common Stock	Â	Â	Â	Â	Â	Â	5,292	I	by Trust 1
Common Stock	Â	Â	Â	Â	Â	Â	4,432	I	by Trust 2
Common Stock	Â	Â	Â	Â	Â	Â	4,432	I	by Trust 3
Common Stock	Â	Â	Â	Â	Â	Â	4,432	I	by Trust 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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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)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
-	Director	10% Owner	Officer	Other			
DIXON STEVEN C 6100 N. WESTERN AVE. OKLAHOMA CITY, OK 73118	Â	Â	EVP - Operations and COO	Â			

Signatures

Marc D. Rome for STEVEN C.
DIXON
02/14/2013

**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).

Reporting Owners 2

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- On August 31, 2012, in connection with the winding up of the reporting person's grantor retained annuity trust previously reported as GRAT 2, (i) 2,654 shares of common stock of the issuer were distributed to each of trusts 1, 2, 3 and 4, the remaindermen of GRAT 2;
- (1) and (ii) 59,499 shares of common stock of the issuer were distributed to the reporting person, the sole annuitant of GRAT 2. In addition, on October 24, 2012, 54,750 shares of common stock of the issuer were distributed by GRAT 3 to the reporting person, the sole annuitant of GRAT 3.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.