

Chesapeake Midstream Partners, L.P.  
 Form 3  
 July 28, 2010

**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 <b>and</b> Ticker or Trading Symbol |   |
| Â CHESAPEAKE<br>MIDSTREAM HOLDINGS LLC    |         |          | (Month/Day/Year)<br>07/28/2010   | Chesapeake Midstream Partners, L.P. [CHKM]         |   |
| (Last)                                    | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer                                 |  | 5. If Amendment, Date Original Filed(Month/Day/Year)        |
| 777 NW GRAND<br>BOULEVARD                 |         |          | (Check all applicable)   |  |   |
| (Street)                                  |         |          | <input checked="" type="checkbox"/> Director                                     | <input checked="" type="checkbox"/> 10% Owner      | 6. Individual or Joint/Group Filing(Check Applicable Line)  |
| OKLAHOMA<br>CITY,Â OKÂ 73118              |         |          | <input type="checkbox"/> Officer<br>(give title below)                           | <input type="checkbox"/> Other<br>(specify below)  | <input type="checkbox"/> Form filed by One Reporting Person |
| (City)                                    | (State) | (Zip)    | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4)      | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|---|---|--|
| Common Units <sup>(1)</sup>        | 0 <sup>(1)</sup> <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup> | I <sup>(2)</sup>  | See Footnote <sup>(2)</sup>                              |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                    | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |                  |
|--------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|------------------|
| Subordinated Units | Â (3)            | Â (3)           | Common Units | 0 (1) (3) (4)              | \$ (3)   | I (2)                                 | See Footnote (2) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CHESAPEAKE MIDSTREAM HOLDINGS LLC<br>777 NW GRAND BOULEVARD<br>OKLAHOMA CITY, Â OKÂ 73118 | Â X           | Â X       | Â       | Â     |
| CHESAPEAKE ENERGY CORP<br>6100 NORTH WESTERN AVENUE<br>OKLAHOMA CITY, Â OKÂ 73118         | Â X           | Â X       | Â       | Â     |

## Signatures

/s/ Marc D. Rome, on behalf of Chesapeake Midstream Holdings, L.L.C. 07/28/2010

\_\_Signature of Reporting Person Date

/s/ Marc D. Rome, on behalf of Chesapeake Energy Corporation 07/28/2010

\_\_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) This form is jointly filed by Chesapeake Energy Corporation ("Chesapeake") and Chesapeake Midstream Holdings, L.L.C. ("Midstream Holdings").

(2) As of July 28, 2010, Midstream Holdings indirectly owned, through Midstream Ventures, 50% of the limited partner interest in Chesapeake Midstream Partners, L.P. (the "Partnership") and 50% of the limited liability company interest in Chesapeake Midstream GP, L.L.C., the general partner of the Partnership. Other than Chesapeake Midstream Ventures, L.L.C., all other reporting persons' ownership was indirect through Midstream Holdings.

(3) Pursuant to a Contribution, Conveyance and Assumption Agreement, which Midstream Holdings, the Issuer and the other parties thereto entered into prior to the time the Securities and Exchange Commission declared the Issuer's Registration Statement on Form S-1 (Registration No. 333-164905) (the "Registration Statement") effective, Midstream Holdings will exchange its existing ownership interests in an affiliate of the Issuer for (i) approximately 23,913,061 Common Units and 34,538,061 Subordinated Units upon the closing of the Issuer's initial public offering. If the Issuer increases or decreases the number of common units to be sold to the public through the underwriters, the Issuer will correspondingly decrease or increase the number of common units to be issued to Midstream Holdings, respectively.

(4) The subordinated units will convert into common units on a one-for-one basis at the end of the subordination period described in the Registration Statement.

Note: File three copies of this Form, one of which must be manually signed. If space 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.