

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 9)

Tender Offer Statement

(Pursuant to Section 14(d)(1) of the Securities Exchange Act of 1934)

Kansas City Power & Light Company
(Name of Subject Company)

Western Resources, Inc.
(Bidder)

Common Stock, Without Par Value
(Title of Class of Securities)

48513410
(CUSIP Number of Class of Securities)

John K. Rosenberg
Executive Vice President and General Counsel
Western Resources, Inc.
818 Kansas Avenue
Topeka, Kansas 66612
Phone: (913) 575-6300

(Name, Address, including Zip Code, and Telephone
Number, including Area Code, of Agent for Service)

Copies to:

Neil T. Anderson
Sullivan & Cromwell
125 Broad Street
New York, New York 10004
(212) 558-4000

William S. Lamb
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
125 West 55th Street
New York, New York 10019
(212) 424-8000

This Amendment No. 9 amends and supplements the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1"), originally filed by Western Resources, Inc., a Kansas corporation ("Western Resources"), on July 8, 1996 relating to the exchange offer disclosed therein to exchange all of the outstanding Shares for shares of Western Resources Common Stock upon the terms and subject to the conditions set forth in the Prospectus, dated July 3, 1996, and the related Letter of Transmittal. Capitalized terms used and not defined herein shall have the meanings set forth in the Schedule 14D-1.

Item 11. Material to be Filed as Exhibits.

Item 11 is hereby amended and supplemented by adding thereto the following:

- (a) (34) Advertisement run on July 24, 1996.
- (a) (35) Press release issued on July 24, 1996.
- (a) (36) Employee update released to Western Resources, Inc. employees.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WESTERN RESOURCES, INC.

Date July 24, 1996

By /s/ JERRY D. COURINGTON
Jerry D. Courington,
Controller

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered Pages
(a) (34)	Advertisement used beginning July 24, 1996.	1
(a) (35)	Press release and employee update issued on July 24, 1996.	2
(a) (36)	Employee update released to Western Resources, Inc. employees.	2

The following advertisement is being used beginning July 24, 1996:

Attention KCPL shareowners. Vote for Value. Vote TODAY!

IT ALL COMES DOWN TO VALUE.

WESTERN RESOURCES' OFFER*
Dividend per KCPL share:
\$2.00-\$2.35

Price per KCPL share:
\$31.00

The choice is clear. Choose Value. Choose Western Resources.

Vote AGAINST the Proposed Merger With UtiliCorp.
Vote NO On The GOLD PROXY CARD.

[logo]
Western Resources

IF YOU HAVE ANY QUESTIONS ON OUR OFFER, CALL GEORGESON & COMPANY, ASSISTING US
AT 1-800-223-2064, OR ACCESS OUR WEB SITE AT www.wstnres.com.

* Dividend per KCPL share is based upon Western Resources' projected post-merger 1998 annual dividend rate of \$2.14 per share of Western Resources common stock and the exchange ratio in Western Resources' offer. Price per KCPL share (payable in Western Resources common stock) assumes that Western Resources' average share price is between \$28.18 and \$33.23 at the time of closing.

This news release is neither an offer to exchange nor a solicitation of an offer to exchange shares of common stock of KCPL. Such offer is made solely by the Prospectus dated July 3, 1996, and the related Letter of Transmittal, and is not being made to, nor will tenders be accepted from or on behalf of, holders of shares of common stock of KCPL in any jurisdiction in which the making of such offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. In any jurisdictions where securities, blue sky or other laws require such offer to be made by a licensed broker or dealer, such offer shall be deemed to be made on behalf of Western Resources, Inc. by Salomon Brothers Inc or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

Exhibit No. (a) (35)

The following press release and employee update was issued on July 24, 1996:

WESTERN RESOURCES' GROWTH, STRATEGY
IN SECURITY SERVICES BUSINESS CONTINUES

WESTAR SECURITY BUYS KANSAS CITY SECURITY BUSINESS

TOPEKA, Kansas, July 24, 1996 -- Westar Security, a wholly-owned subsidiary of Western Resources, today announced its expansion into the Kansas City security services market. Westar Security's expansion continues Western Resources' planned strategic growth in the security services industry.

Already one of the nation's fastest growing security companies, Westar Security's acquisition of Sentry Protective Alarms will add Kansas City to Westar's security operations, as well as Sentry's offices in Omaha, Atlanta and Sacramento. Westar Security presently has offices in Topeka and Wichita.

This acquisition is consistent with Western Resources' corporate strategy to become, through its Westar brand name, a national leader in energy-related home services.

"We have set very specific growth targets, and we pay close attention to opportunities created by the rapidly changing marketplace," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer. "Our ties with the retail energy market and our experience in providing energy services gives us a substantial foundation to expand our security business. It's a natural fit for us, an extension of our ability to provide round-the-clock safety, reliability, and service."

The monitored security business is an emerging growth market in the United States that is extremely fragmented, Hayes said. This acquisition brings the total number of Westar Security customers to approximately 80,000.

"We are excited to be in Kansas City," said Steve Millstein, president of Westar Security. "This is a good market for us and we plan on rapidly expanding our customer base and presence."

Late last year, Western Resources acquired Mobilfone Security and Communications & Signaling Inc., both providing residential and commercial security services in the Midwest.

"This most recent acquisition strengthens our participation in the fast-growing monitored security business and supports our growth strategy to acquire businesses with attractive revenue growth that functionally relate to our core energy services," Hayes said.

Westar Security is a full-service security company providing security systems and monitoring to residential and business customers throughout the U.S.

Western Resources (NYSE: WR) is a diversified energy company. Its utilities, KPL and KGE, operating in Kansas and Oklahoma, provide natural gas service to approximately 650,000 customers and electric service to approximately 600,000 customers. Through its subsidiaries, Westar Energy, Westar Security, Westar Capital, and The Wing Group, energy-related products and services are developed and marketed in the continental U.S., and offshore.

For more information about Western Resources and its operating companies, visit us on the Internet at <http://www.wstnres.com>.

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The following employee update was released to Western Resources, Inc. employees:

WESTERN RESOURCES' CFO ISSUES MEMO TO THE STREET,
QUESTIONS MAXIM EXECUTIVE COMPENSATION PLAN

Steven L. Kitchen, Western Resources chief financial officer, today issued a memorandum to the financial community questioning the compensation plans for Maxim executive management for the proposed UtiliCorp/KCPL merger.

The memorandum explains to analysts and the financial community in general that KCPL shareowners are being asked to approve, on their August 7 shareowner meeting ballot, an executive stock option plan worth \$240 million based on KCPL's closing stock price last Friday. These shareowners also are being asked to approve a bonus plan worth up to \$2 million per Maxim executive.

"Management isn't just asking shareowners to consider the merger, but also to approve significant increases in potential compensation for itself," said Kitchen. "Shareowners certainly have the right to understand these compensation issues, and we encourage them to contact us or their brokers if they have questions."

The following is a copy of the memorandum sent earlier today.

MEMORANDUM

TO: Analysts and the Financial Community

FROM: Steven L. Kitchen, Western Resources, Chief Financial Officer

DATE: July 15, 1996

RE: Maxim Executive Compensation Plans Questioned

KCPL SHAREOWNERS SHOULD KNOW THERE IS MORE THAN ONE ISSUE ON AUGUST 7 UTILICORP/KCPL BALLOT

KCPL shareowners are being asked to decide three issues at their August 7 special meeting. Only one ballot issue deals directly with the proposed merger with UtiliCorp. The other two deal solely with financial compensation for Maxim executive management following the merger of UtiliCorp and KCPL.

WHAT ARE KCPL SHAREOWNERS REALLY VOTING FOR?

KCPL shareowners are being asked to do the following:

1. Approve a management stock plan, which sets aside more than \$240 million worth of stock in the new merged company (based on KCPL closing stock price on July 12, 1996) for Maxim executives. That is approximately 9 million shares of common stock for Maxim executives (see KCPL S-4 p. 77).

Currently, the KCPL directors and executive officers own less than one percent of KCPL common stock. Under the plan, individual Maxim executives could receive as much as \$16 million worth (at last Friday's close) or 600,000 shares per year (see KCPL S-4 p. 77). Based on the Pro Forma common shares projected to be outstanding following the proposed UtiliCorp/KCPL merger, this means the directors could award executive management approximately 8 percent of the new company's common stock.

2. Approve a management bonus plan that allows short-term cash bonuses to Maxim executives up to \$2 million per person, per year (see KCPL S-4 p. 77).

JENNINGS' COMPENSATION JUMPS 191%

The employment contract for Mr. Jennings, KCPL chairman of the board, president, and chief executive officer, is even richer than the initial \$6 million estimate, as much as \$8.350 million, plus benefits, if he leaves KCPL following the UtiliCorp merger for good reason (see KCPL S-4 F-1 para 1(b) and pg. F-4 para 5(a) 2).

He can simply walk out the door after the third year with \$5 million, plus benefits, in his pocket, no questions asked (see KCPL S-4 pg. F-4 para 5(a) (ii)).

Mr. Jennings will be eligible, if the UtiliCorp merger is approved, for annual bonuses of up to at least \$1.04 million, making his total potential compensation of at least \$1.67 million annually (see KCPL S-4 p. 19), which would also apply to Mr. Richard C. Green, UtiliCorp chairman and chief executive officer. That represents a 191 percent

increase -- or almost three times -- for Mr. Jennings' total compensation for 1995. And, under the terms of the agreement, his salary can never be reduced.

WHAT DOES THIS MEAN?

It means much of the value projected by the UtiliCorp/KCPL proposal is earmarked for Maxim executives rather than the owners and customers.

We believe KCPL shareowners should question the motives of the management-endorsed UtiliCorp proposal and KCPL management's rejection of the Western Resources \$31 stock offer, which we continue to believe is financially superior.

KCPL shareowners should vote AGAINST the UtiliCorp/KCPL proposal on the GOLD proxy card and begin the process of tendering their shares to Western Resources.

We encourage you to contact us if KCPL shareowners have questions or you wish to pass along comments.

We also encourage you to provide to KCPL shareowners the 1-800-223-2064 telephone number of Georgeson & Company, who is assisting us, so they can discuss the benefits of our offer.

And finally, we can provide to you a listing of KCPL management and board addresses and telephone numbers so KCPL shareowners can be heard.

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