

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 35)

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. 35 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)(97) Text of a news release and employee update issued on September 17, 1996

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 September 18, 1996

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

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered Pages
(a)(97)	Text of a news release and employee update issued on September 17, 1996	1

The following news release and employee update were issued on September 17, 1996:

FINAL VOTE ANNOUNCED,  
UTILICORP PROPOSAL CLEARLY DEFEATED

ONLY 38 PERCENT OF KCPL SHAREOWNERS  
VOTE FOR UTILICORP/KCPL MERGER

TOPEKA, Kansas, September 17, 1996 -- The Corporation Trust Company, the independent, third-party company hired by the Kansas City Power & Light Company (KCPL) to count votes cast by KCPL shareowners at the KCPL August 16 special meeting, yesterday released its final report.

In its final, certified vote count, Corporation Trust reported that there were 51.2 million shares of KCPL common stock represented at the August 16 shareowner meeting, or 82.86 percent of the total shares outstanding.

Of the 61.9 million KCPL shares outstanding, only 23.5 million (or about 38 percent) voted for the UtiliCorp/KCPL proposal. A two-thirds vote in favor of the UtiliCorp proposal was needed to approve the merger. And of those voting at the August 16 meeting, less than 46 percent voted in favor of a UtiliCorp/KCPL merger. KCPL had contended in a court case that it could proceed if only 50 percent of those voting were in favor of UtiliCorp.

"We are extremely pleased with the result of the review by Corporation Trust. KCPL shareowners have sent a strong message to KCPL's senior management and board and now have the certified and final voting results before them," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer. "As we have previously said, we will continue our course to bring Western Resources and KCPL together so that the KCPL shareowners can acquire the outstanding value we believe the Western Resources' offer provides."

Hayes said that KCPL shareowners who tender their KCPL shares for \$31 worth of Western Resources shares\* will continue to have KCPL voting rights and be paid the KCPL dividend until the exchange is completed and shareowners begin receiving the higher projected Western Resources dividend.

Western Resources' exchange offer for KCPL is set to expire at 5 p.m. EDT October 25, 1996, unless extended by the company.

Western Resources (NYSE: WR) is a full-service, diversified energy company with total assets of almost \$6 billion. 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>.

This news release/employee update 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.

\*Dividend per KCPL share is based upon Western Resources' projected annual dividend rate of \$2.14 per share of Western Resources common stock in the first year after the merger 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.