

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 3)

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. 3 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)(21) Text of an employee update issued on July 18, 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 July 18, 1996

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

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered Pages
(a)(21)	Text of an employee update issued on July 18, 1996	2

The following employee update was issued to employees on July 18, 1996:

Employee Update 7/18/96

The following information is being provided to analysts and brokers and highlights our reasons why a Western Resources/KCPL merger is beneficial to all involved. We thought you might be interested in what we're saying to the financial community.

WESTERN RESOURCES BELIEVES:

1. Our offer provides superior dividend enhancement for each KLT share. [1] [2]
  - WR Offer \$2.00 - \$2.35
  - UCU/KLT "intention to recommend" a post-merger dividend of \$1.85
2. Our offer provides superior market value for each KLT share.
  - KLT Price \$23.875 [3] \$25.875 [4]
  - WR Offer 31.00 31.00
  - WR Premium to KLT 30% 20%
3. WR has a stronger balance sheet and credit rating. [5]
  - Western is rated A-/A3
  - UtiliCorp is rated BBB/Baa3
4. WR has a better track record than UtiliCorp.
  - Total shareholder returns (dividends and capital appreciation, through 12/31/95) 50% greater than UtiliCorp since the WR KPL/KGE merger in March, 1992
5. Our offer has far greater projected merger savings.
  - WR/KLT savings (10 years) \$1,043 million
  - UCU/KLT savings (10 years) \$ 636 million
  - WR/KLT % greater savings 64%
6. Our offer is better for customers.
  - WR plan offers rate reductions of \$80 million to KLT Kansas customers in first 10 years (30% more than the UCU/KLT plan)
  - WR plan offers rate reductions of \$100 million for WR's KGE customers in first 10 years
  - WR will honor the rate settlement KLT reached for customers in Missouri providing \$200 million rate reductions in the first 10 years
7. Our offer requires fewer regulatory approvals.
  - Western needs approval or review from just two states (Kansas & Missouri), the Federal Energy Regulatory Commission (FERC), Hart-Scott-Rodino, and the Nuclear Regulatory Commission (NRC). UtiliCorp needs approvals from the FERC, Hart-Scott-Rodino, NRC, seven states and three foreign countries.
8. Our offer is employee friendly.
  - Western has committed to no layoffs
  - UCU/KLT have made no such commitment
9. WR has demonstrated success with large mergers.
  - Western's KPL/KGE merger in 1992 was precedent-setting and achieved its objectives.
10. Vote AGAINST the UCU/KLT revised proposal on the GOLD proxy card.
  - For questions, call Rick Kready, Western Resources' director of investor relations: 913-575-8226 or call Georgeson Company, Inc. 1-800-223-2064.

[1] Dividend at closing based on 1998 post-merger Western Resources projected annual dividend of \$2.14 per share; and, announcement by UCU/KLT of intent to recommend a dividend of \$1.85 following the close of the proposed UCU/KLT combination.

[2] Subject to exchange ratio of 0.933 - 1.100 Western Resources shares for each KLT share.

[3] Market price on last trading day before WR's original offer (4/12/96).

[4] Market price on last trading day before WR's revised offer (6/14/96).

[5] WR has been put on credit watch with negative implication. WR believes it is typical for companies to be placed on credit watch following a merger offer.

This 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.