

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 1)

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. 1 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) (12) Text of press release dated July 9, 1996.
- (a) (13) Text of a letter to a KCPL shareholder dated July 9, 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 10, 1996

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

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered Pages
(a) (12)	Text of press release dated July 9, 1996.	1
(a) (13)	Text of a letter to a KCPL shareholder dated July 9, 1996	1

The following press release and employee update was issued on July 9, 1996:

WESTERN RESOURCES CONTINUES ITS OFFER TO KCPL SHAREOWNERS  
DESPITE KCPL MANAGEMENT RHETORIC

TOPEKA, Kansas, July 9, 1996 -- Responding today to a statement by Kansas City Power & Light management, John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer, reaffirmed his company's commitment to present the facts to KCPL shareowners through the exchange materials being mailed this week.

"KCPL's response is the same, tired rhetoric," said Hayes. "There is absolutely nothing new in their response and they continue to impose on KCPL shareowners management's one-sided, subjective point of view. While that is unfortunate, it seems to be a consistent theme.

"Management continues to ignore what we believe is the better offer through their words and actions. Their continued refusal to sit down with us to discuss the details leaves us no alternative but to take our offer directly to the decision makers of the company. We're continuing our exchange process, which is in full motion," said Hayes.

"We encourage KCPL shareowners to vote AGAINST the UtiliCorp proposal, review the details of the exchange material they are receiving in the mail, and begin the process of tendering their KCPL shares to us to bring together the better combination for shareowner value. We look forward to a successful resolution to this issue, a resolution offering the best value for shareowners today and tomorrow."

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 Business Services, Westar Consumer Services, 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 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.

The following letter was sent to a KCPL shareholder on July 9, 1996 in response to his questions. The same letter may be used to respond to future KCPL shareholders if their questions are the same.

July 9, 1996

Addressee

Dear Addressee,

Thank you very much for your recent letter concerning our offer to merge with Kansas City Power and Light.

As I indicated in my recent letter to Western Resources shareowners, we have reviewed this situation very carefully and feel there are significant opportunities for the future of your company. That is the reason we have continued to pursue this. If we felt that this merger would in any way jeopardize the value of your investment, we would not be pursuing this opportunity.

I appreciate your comments and concerns and hope you will feel free to continue to write in the future.

Sincerely,

John E. Hayes, Jr.  
Chairman of the Board and  
Chief Executive Officer

This letter 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.