

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  Confidential, for Use of the  
Commission Only (as permitted by  
Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

-----  
--Enter Company Name Here--

-----  
(Name of Registrant as Specified In Its Charter)

-----  
--Enter Company Name Here--

-----  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

-----  
(3) Per unit price or other underlying value of transaction computed  
pursuant to Exchange Act Rule 0-11 (set forth the amount on which  
the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange  
Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee  
was paid previously. Identify the previous filing by registration statement  
number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

-----  
(2) Form, Schedule or Registration Statement No.:

-----  
(3) Filing Party:

(4) Date Filed:

-----

Notes:

April 25, 1997

Dear Shareholder:

I am pleased to present to you this year's Notice of Annual Meeting and Proxy Statement detailed on the following pages. The Annual Meeting will be held on May 29, 1997 at the Maner Conference Center in Topeka, Kansas. I want to extend my thanks for your continued interest in the Company and urge you to participate through your vote.

The vote on proposals relating to the merger of KCPL with and into the Company will not be held at this Annual Meeting but at a Special Meeting of Shareholders later this year.

Please read the material in this Proxy Statement carefully before voting. It is important that your shares be represented at the meeting whether or not you are able to attend. By promptly filling out and returning the enclosed proxy, you will ensure that your votes are counted. Your cooperation is appreciated.

Sincerely,

/s/ John E. Hayes, Jr.

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

WESTERN RESOURCES, INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD MAY 29, 1997

You are invited, as a shareholder of Western Resources, Inc. (the Company), to be present either in person or by proxy at the Annual Shareholders' Meeting, which will be held in the Maner Conference Centre (Kansas Expocentre) located at the southeast corner of Seventeenth and Western, Topeka, Kansas, on Thursday, May 29, 1997, commencing at eleven o'clock in the morning, including any adjournments, postponements, continuations or reschedulings thereof, for the following purposes:

1. To elect four directors to Class I of the Company's Board of Directors to serve a term of three years;
2. To transact such other business as may properly come before the meeting.

Common and Preferred Shareholders of record at the close of business on April 18, 1997, will be entitled to vote at the meeting.

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THIS MEETING. WE URGE YOU TO EXERCISE YOUR RIGHT TO VOTE BY PROMPTLY MARKING, DATING, SIGNING AND RETURNING THE ENCLOSED PROXY CARD. NO POSTAGE IS NECESSARY IF MAILED IN THE UNITED STATES. THE PROMPT RETURN OF YOUR PROXY WILL SAVE THE COMPANY THE ADDITIONAL EXPENSE OF FURTHER REQUESTS TO ENSURE THE PRESENCE OF A QUORUM.

By Order of the Board of Directors,

/s/ Richard D. Terrill

Richard D. Terrill  
Secretary

Topeka, Kansas  
April 25, 1997

PROXY STATEMENT  
GENERAL INFORMATION

MAILING ADDRESS OF PRINCIPAL  
EXECUTIVE OFFICES OF THE COMPANY  
-----

818 Kansas Avenue  
Topeka, Kansas 66612

APPROXIMATE MAILING DATE  
OF PROXY MATERIAL  
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April 25, 1997

The enclosed proxy is solicited by the Board of Directors of the Company for use at the Annual Meeting of Shareholders to be held on Thursday, May 29, 1997, including any adjournments, postponements, continuations or reschedulings thereof, for the purposes set forth in the above notice of meeting. Proxies are revocable at any time before voted. Such right of revocation is not limited or subject to compliance with any formal procedure.

The cost of the solicitation of proxies will be borne by the Company. In addition, to the use of the mails, proxies may be solicited personally, or by telephone or electronic media by regular employees of the Company. The Company has engaged the services of Georgeson & Company, Inc., a proxy solicitation firm, to aid in the solicitation of proxies for which the Company will pay an estimated fee up to \$20,000 for its services, plus reimbursement of reasonable out-of-pocket expenses. In addition, the Company will reimburse brokers and other custodians, nominees or fiduciaries for their expenses in forwarding proxy material to security owners and obtaining their proxies.

Common and Preferred Shareholders of record at the close of business on April 18, 1997, are entitled to vote on matters to come before the meeting. On that date there were outstanding and entitled to vote 65,017,778 shares of Common Stock, par value \$5 per share; 138,576 shares of Preferred Stock, 4 1/2% Series, par value \$100 per share; 60,000 shares of Preferred Stock, 4 1/4% Series, par value \$100 per share; and 50,000 shares of Preferred Stock, 5% Series, par value \$100 per share.

CUMULATIVE VOTING RIGHTS

Each share of Common and Preferred Stock entitles the holder of record at the close of business on the record date of the meeting to one vote. In voting for the election of directors, cumulative voting is permitted and record holders are entitled to as many votes as shall equal the number of shares of stock held, multiplied by the number of directors to be elected. Such votes may be cast all for a single candidate or the votes may be distributed among the candidates, as the shareholder may see fit if present to vote in person, or as the proxyholder elects, if voting by proxy. Any shares not voted (whether by abstention, broker non-votes or otherwise) have no impact in the election of directors except to the extent the failure to vote for an individual results in another individual receiving a larger proportion of the total votes.

Instructions to holders of Common Stock who are participants in the Company's Direct Stock Purchase Plan. All shares of Common Stock credited to a shareholder's account in the Plan will be voted in accordance with the specifications indicated on the form of proxy sent to the shareholder if the form of proxy is returned in a timely manner.

SHAREHOLDER PROPOSALS

The 1998 Annual Meeting of Shareholders is scheduled to be held on May 5, 1998. Specific proposals of shareholders intended to be presented at that meeting must comply with the requirements of the Securities Exchange Act of 1934, the Company's Articles of Incorporation, as amended, and be received by the Company's Corporate Secretary for inclusion in its 1998 proxy materials by December 26, 1997. If the date of the Annual Meeting is changed by more than 30 days, shareholders will be advised promptly of such change and of the new date for submission of proposals.

## 1. ELECTION OF DIRECTORS

The Board of Directors of the Company is divided into three classes (Class I, Class II, and Class III). At each Annual Meeting of Shareholders, the directors constituting one class are elected for a three-year term. The Company's By-Laws provide for the classification of directors into three classes, which shall be as nearly equal in number as possible, and no class shall include fewer than two directors. In accordance with the Restated Articles of Incorporation of the Company, the Board of Directors has set the number of directors at thirteen.

Messrs. John C. Dicus, John E. Hayes, Jr., Russell W. Meyer, Jr. and Louis W. Smith have been nominated for election as directors at the Annual Meeting of Shareholders as Class I directors. All nominees were elected by shareholders of the Company at the Annual Meeting of Shareholders in 1994.

Unless otherwise instructed, proxies received in response to this solicitation will be voted in favor of the election of the persons nominated by the Board of Directors and named in the following tabulation to be directors of the Company until their successors are elected and qualify. To be elected, each nominee must be approved by a majority of the votes cast for such nominee. While it is not expected that any of the nominees will be unable to qualify or accept office, if for any reason one or more are unable to do so, the proxies will be voted for substitute nominees selected by the Board of Directors of the Company. The nominees for directors are as follows:

### NOMINEES (CLASS I)--TERM EXPIRING IN 2000

DIRECTOR (AGE), YEAR FIRST BECAME A DIRECTOR

JOHN C. DICUS (63), 1990

Chairman of the Board and Chief Executive Officer, Capitol Federal Savings and Loan Association, Topeka, Kansas; Director, Security Benefit Life Insurance Company; Director, Columbian National Title Company; Trustee, The Menninger Foundation; Trustee, Stormont-Vail Regional Medical Center; Trustee, The Kansas University Endowment Association.

[PHOTO]

JOHN E. HAYES, JR. (59), 1989

Chairman of the Board and Chief Executive Officer of Western Resources, Inc.; Director, Security Benefit Life Insurance Company; Director, CommNet Cellular, Inc.; Director, T-NETIX, Inc.; Trustee, Rockhurst College; Trustee, The Menninger Foundation; Trustee, Midwest Research Institute.

[PHOTO]

RUSSELL W. MEYER, JR. (64), 1992

Chairman and Chief Executive Officer, Cessna Aircraft Company, Wichita, Kansas; Director, NationsBank Corporation; Trustee, Wake Forest University.

[PHOTO]

DIRECTOR (AGE), YEAR FIRST BECAME A DIRECTOR

LOUIS W. SMITH (54), 1991

President and Chief Operating Officer, Ewing Marion Kauffman Foundation (since July 1995) and prior to that President, Allied Signal Aerospace Company, Kansas City Division, Kansas City, Missouri; Director, Commerce Bank of Kansas City; Director, Ewing Marion Kauffman Foundation; Director, Kansas City Royals Baseball Corporation; Director, Payless Cashways, Inc.; Trustee, University of Missouri-Rolla; Trustee, Rockhurst College.

[PHOTO]

OTHER DIRECTORS

(CLASS II)--TERM EXPIRING IN 1998

DAVID H. HUGHES (68), 1988

Retired Vice Chairman, Hallmark Cards, Inc., Kansas City, Missouri; Director, Hall Family Foundations; Director, Midwest Research Institute; Director, Yellow Corporation; Trustee, St. Luke's Hospital Foundation; Trustee, Children's Mercy Hospital; Trustee, Princeton Theological Seminary; Trustee, Linda Hall Library.

[PHOTO]

JOHN H. ROBINSON (70), 1991

Chairman Emeritus (since December 1992) and prior to that Chairman, Black & Veatch, Kansas City, Missouri; Director, St. Luke's Hospital; Director, Automobile Club of Missouri; Director, The Greater Kansas City Community Foundation & Affiliated Trusts; Director, Midwest Research Institute; Trustee, University of Missouri-Kansas City.

[PHOTO]

SUSAN M. STANTON (48), 1995

President and Chief Operating Officer (since November 1993) and prior to that Senior Vice President, Merchandising and Marketing, Payless Cashways, Inc., Kansas City, Missouri; Director, Greater Kansas City Chamber of Commerce; Director, Payless Cashways, Inc.; Trustee, Rockhurst College.

[PHOTO]

KENNETH J. WAGNON (58), 1987

President, Capital Enterprises, Inc., Wichita, Kansas; Director, Vanguard Airlines, Inc.; Director, Cerebral Palsy Research Foundation; Director, T-NETIX, Inc.; Director, University of Kansas School of Business; Director, Greater Wichita Community Foundation; Director, Optimed Technologies, Inc.; Trustee, The Kansas University Endowment Association.

[PHOTO]

(CLASS III)--TERM EXPIRING IN 1999

DIRECTOR (AGE), YEAR FIRST BECAME A DIRECTOR

FRANK J. BECKER (61), 1992

President, Becker Investments, Inc., Lawrence, Kansas (since January 1993) and prior to that personal investments; Director, Great-West Life & Annuity Insurance Co.; Director, Douglas County Bank; Director, OTR Express; Trustee, Kansas University Endowment Association.

[PHOTO]

GENE A. BUDIG (57), 1987

President, The American League of Professional Baseball Clubs, New York, New York (since July 1994) and prior to that Chancellor, University of Kansas; Director, Harry S. Truman Library Institute; Director, Ewing Marion Kauffman Foundation; Director, American College Testing; Director, Major League Baseball Hall of Fame.

[PHOTO]

C. Q. CHANDLER (70), 1992

Chairman of the Board, INTRUST Financial Corporation, Wichita, Kansas; Director, Fidelity State Bank & Trust Co.; Director, First Newton Bankshares; Director, Kansas Crippled Children's Society; Vice President and Director, First Bank of Newton; Trustee, Kansas State University Foundation.

[PHOTO]

THOMAS R. CLEVINGER (62), 1975

Investments, Wichita, Kansas; Director, Security Benefit Life Insurance Company; Trustee and Vice Chairman, The Menninger Foundation; Trustee, Midwest Research Institute.

[PHOTO]

DAVID C. WITTIG (41), 1996

President (since March 1996), Executive Vice President, Corporate Development (May 1995 to March 1996) of Western Resources, Inc.; and prior to that Managing Director, Mergers and Acquisitions, Salomon Brothers Inc; Director, OMX, Inc.

[PHOTO]



BENEFICIAL OWNERSHIP OF VOTING SECURITIES

Western Resources knows of no beneficial owner of more than 5% of any class of the outstanding Western Resources Voting Stock as of April 18, 1997.

The following information is furnished with respect to each of the director nominees, each of the other current directors, each of the named executive officers, and all current directors and executive officers of Western Resources as a group as to ownership of shares of Western Resources Common Stock as of April 18, 1997.

| NAME OF BENEFICIAL OWNER<br>-----                       | AMOUNT AND NATURE<br>OF BENEFICIAL OWNERSHIP(1)<br>----- |
|---|--|
| Frank J. Becker.....                                    | 11,333 shares(2)(3)                                      |
| Gene A. Budig.....                                      | 1,129 shares   |
| C.Q. Chandler.....                                      | 1,755 shares(3)  |
| Thomas R. Clevenger.....                                | 1,733 shares   |
| John C. Dicus.....                                      | 2,333 shares(4)  |
| John E. Hayes, Jr. ....                                 | 26,029 shares  |
| David H. Hughes.....                                    | 839 shares   |
| Steven L. Kitchen.....                                  | 7,441 shares   |
| Carl M. Koupal.....                                     | 1,879 shares   |
| Russell W. Meyer, Jr. ....                              | 3,382 shares(3)  |
| John H. Robinson.....                                   | 1,833 shares   |
| John K. Rosenberg.....                                  | 3,259 shares   |
| Louis W. Smith.....                                     | 3,333 shares   |
| Susan M. Stanton.....                                   | 1,633 shares(5)  |
| Kenneth J. Wagnon.....                                  | 2,885 shares   |
| David C. Wittig.....                                    | 40,860 shares  |
| All directors and executive officers as a<br>group..... | 124,675 shares   |

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- (1) Each individual and the group owns less than one percent of the outstanding shares of Western Resources Common Stock. No director or executive officer owns any equity securities of Western Resources other than Western Resources Common Stock. Includes beneficially owned shares held in employee savings plans and shares deferred under the Long Term Incentive and Share Award Plan.
  - (2) Includes 1,000 shares of Western Resources Common Stock held in trust, of which Mr. Becker is a co-trustee with voting and investment power.
  - (3) Does not include stock held in trust by NationsBank Corporation, of which Mr. Meyer is a director; INTRUST Financial Corporation, of which Mr. Chandler is a director; and Douglas County Bank, of which Mr. Becker is a director.
  - (4) Includes 500 shares of Western Resources Common Stock held by Mr. Dicus' spouse, not subject to his voting or investment power.
  - (5) Includes 800 shares of Western Resources Common Stock held in trust, of which Ms. Stanton is a co-trustee with voting and investment power.

Based solely on Western Resources' review of the copies of reports filed under Section 16(a) of the Exchange Act and written representations that no other reports were required, Western Resources believes that, during the fiscal year ended December 31, 1996, all filing requirements applicable to its executive officers, directors and owners of more than ten percent of Western Resources Common Stock were complied with.

## INFORMATION CONCERNING THE BOARD OF DIRECTORS

During 1996, the Western Resources Board met twenty times. Each director attended at least 75% of the total number of board and committee meetings held while he or she served as a director or member of a committee. Members of the Western Resources Board serve on the Audit and Finance, Human Resources, Nominating and Corporate Public Policy Committees.

The Audit and Finance Committee is currently composed of Mr. Chandler, Chairman, Mr. Becker, Dr. Budig and Mr. Clevenger. This committee reviews internal and independent audits and strategic financial programs. It also recommends the independent auditor for approval by the Western Resources Board. This Committee held four meetings during 1996.

The Human Resources Committee, currently composed of Mr. Dicus, Chairman, Mr. Meyer, Mr. Robinson, Ms. Stanton, Mr. Smith and Mr. Wagnon, reviews the performance of corporate officers and changes in officer compensation and benefits. This committee held six meetings during 1996.

The Nominating Committee, currently composed of Mr. Hughes, Chairman, Dr. Budig, Mr. Clevenger, Mr. Meyer, Mr. Smith and Mr. Wagnon, recommends nominees for election to the Western Resources Board, including nominees recommended by shareowners if submitted in writing to this committee, in care of Western Resources. This committee held one meeting in 1996.

The Corporate Public Policy Committee is currently composed of Mr. Becker, Chairman, Mr. Robinson, Mr. Chandler, Mr. Dicus and Mr. Hughes. This committee reviews major strategic programs of Western Resources relating to community relations, marketing, customer relations, corporate contributions and other public affairs issues. This committee held three meetings during 1996.

Outside Directors' Compensation. Each director who is not also an employee of Western Resources receives \$5,000 quarterly (\$5,000 of which is paid in Western Resources Common Stock annually) in retainer fees. The fee paid for attendance at each board meeting is \$850 and \$500 for each meeting held by telephone conference. The fee paid for attendance at each committee meeting other than a meeting of the Audit and Finance Committee is \$750, unless the committee meeting is held on the same day as a regular board meeting, in which case the committee meeting attendance fee is \$500. The fee paid for attendance at each Audit and Finance Committee meeting is \$850, unless the committee meeting is held on the same day as a regular board meeting, in which case the committee meeting attendance fee is \$600.

Pursuant to Western Resources' Outside Directors' Deferred Compensation Plan (the "Plan"), an outside director of Western Resources may elect to defer all, part or none of his or her retainer and/or meeting fees. The Plan is a voluntary participation plan. The Plan is administered by the Human Resources Committee of the Western Resources Board or by such other committee as may be appointed by the Western Resources Board from time to time.

COMPENSATION OF EXECUTIVE OFFICERS

The following table sets forth the compensation of the named executive officers for the last three completed fiscal years of Western Resources:

SUMMARY COMPENSATION TABLE

| NAME AND<br>PRICIPAL POSITIONN   | YEAR | ANNUAL COMPENSATION |                |                                 | LONG-TERM COMPENSATION |                                      |                              |
|--|------|---------------------|----------------|---------------------------------|------------------------|--------------------------------------|------------------------------|
|  |      | SALARY              | \$ BONUS \$(1) | OTHER ANNUAL COMPENSATION \$(2) | LTIP PAYOUTS \$(3)     | SECURITIES UNDERLYING OPTIONS/SARS # | ALL OTHER COMPENSATION \$(4) |
| John E. Hayes, Jr.....<br>Chairman of the Board<br>and Chief Executive<br>Officer          | 1996 | 465,000             | 164,870        | 25,036                          | 25,177                 | 25,000                               | 17,449                       |
|  | 1995 | 460,833             | 102,481        | 18,230                          | 44,169                 | N.A.                                 | 11,073                       |
|  | 1994 | 436,667             | 112,684        | 12,990                          | 47,563                 | N.A.                                 | 5,151                        |
| David C. Wittig(5).....<br>President   | 1996 | 425,000             | 148,860        | 8,432                           | N.A.                   | 25,000                               | 867,449                      |
|  | 1995 | 283,826             | 53,190         | 1,090                           | N.A.                   | N.A.                                 | 12,830                       |
|  | 1994 | N.A.                | N.A.           | N.A.                            | N.A.                   | N.A.                                 | N.A.                         |
| Steven L. Kitchen.....<br>Executive Vice President<br>and Chief Financial<br>Officer       | 1996 | 267,084             | 112,407        | 10,027                          | 11,748                 | 11,500                               | 16,933                       |
|  | 1995 | 234,700             | 46,483         | 17,999                          | 19,178                 | N.A.                                 | 10,548                       |
|  | 1994 | 202,683             | 45,359         | 9,492                           | 20,299                 | N.A.                                 | 4,941                        |
| Carl M. Koupal, Jr.....<br>Executive Vice President<br>and Chief Administrative<br>Officer | 1996 | 174,167             | 82,112         | 3,460                           | 7,464                  | 8,500                                | 16,385                       |
|  | 1995 | 152,833             | 29,787         | 4,287                           | 13,217                 | N.A.                                 | 10,406                       |
|  | 1994 | 131,150             | 28,981         | 2,397                           | 9,211                  | N.A.                                 | 4,842                        |
| John K. Rosenberg.....<br>Executive Vice President<br>and General Counsel                  | 1996 | 163,717             | 63,431         | 3,996                           | 8,362                  | 5,500                                | 16,359                       |
|  | 1995 | 159,216             | 26,438         | 12,451                          | 15,071                 | N.A.                                 | 10,385                       |
|  | 1994 | 153,000             | 31,010         | 6,973                           | 16,298                 | N.A.                                 | 4,832                        |

- (1) The amounts reported represent payments under Western Resources' Short-Term Incentive Plan. Payments are made only if certain financial and individual performance goals of Western Resources are achieved. Mr. Hayes and Mr. Wittig received lump sum payments of \$18,600 and \$17,000, respectively, in lieu of base salary merit increases in 1996.
- (2) The amounts reported for 1996 represent dividend equivalents received under the Long-Term Incentive Plan in the amounts of \$5,909, \$2,016, \$2,828, \$1,812 and \$2,050, respectively; payments for the benefit of each named executive officer for federal and state taxes associated with personal benefits in the amounts of \$7,271, \$4,524, \$2,624, \$861 and \$1,643, respectively; and interest (excess of the applicable federal long-term interest rate) on deferred compensation for the year in the amounts of \$11,856, \$1,892, \$4,575, \$787 and \$303, respectively.
- (3) The amounts reported for 1996 represent the cash equivalent for common stock issued pursuant to the Long-Term Incentive Program for the 1994-1996 incentive period. Each individual received shares in the amount of 815, 0, 381, 242 and 271, respectively for the stated period.
- (4) The amounts reported for 1996 represent Western Resources' contributions for each of the named individuals under Western Resources' savings plan, a defined contribution plan, in the amount of \$4,750 each, a car allowance in the amounts of \$11,997, \$11,997, \$11,549, \$11,223 and \$11,223, respectively, and premiums paid on term life insurance policies in the amounts of \$652, \$652, \$581, \$378 and \$357, respectively. With respect to Mr. Wittig, \$825,000 represents amounts paid to or on behalf of Mr. Wittig under the Company's executive relocation plan. In addition, \$25,000 represents the cost to the Company of providing supplemental benefits to reimburse Mr. Wittig for lost benefits from Mr. Wittig's prior employer and to attract Mr. Wittig to the Company.
- (5) Mr. Wittig commenced his employment with Western Resources on May 2, 1995.

OPTIONS GRANTED IN LAST FISCAL YEAR

INDIVIDUAL GRANTS

| NAME                     | % OF TOTAL<br>OPTIONS<br>GRANTED TO |                                | EXERCISE OR<br>BASE PRICE<br>(\$/SH) | EXPIRATION<br>DATE | GRANT DATE<br>PRESENT<br>VALUE<br>(\$)(1) |
|--------------------------|-------------------------------------|--------------------------------|--------------------------------------|--------------------|---|
|                          | OPTIONS<br>GRANTED<br>(#)           | EMPLOYEES<br>IN FISCAL<br>YEAR |                                      |                    |   |
| John E. Hayes, Jr. ....  | 25,000                              | 12.2%                          | \$29.25                              | July 17, 2006      | 81,500                                    |
| David C. Wittig.....     | 25,000                              | 12.2%                          | \$29.25                              | July 17, 2006      | 81,500                                    |
| Steven L. Kitchen.....   | 11,500                              | 5.6%                           | \$29.25                              | July 17, 2006      | 37,490                                    |
| Carl M. Koupal, Jr. .... | 8,500                               | 4.1%                           | \$29.25                              | July 17, 2006      | 27,710                                    |
| John K. Rosenberg.....   | 5,500                               | 2.7%                           | \$29.25                              | July 17, 2006      | 17,930                                    |

(1) The grant date valuation was calculated using the Black-Scholes option pricing model, and assumptions called for by paragraph 19 and Appendix B of FAS 123. This calculation does not necessarily follow the same method and assumptions that Western Resources uses in valuing long-term incentives for other purposes. Please refer to the Human Resource Committee Report for a description of the Long Term Incentive and Share Award Plan.

Annualized stock  
volatility: 0.1412  
Time of exercise (option  
term): 9.7 Years  
Risk-Free interest rate: 6.45%  
Stock price at grant: \$29.25  
Exercise price: Market at Vesting  
Average dividend yield: 6.33%  
Vesting restrictions: 8.7 Years

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR  
AND FISCAL YEAR-END OPTION VALUES

| NAME                     | SHARES<br>ACQUIRED ON<br>EXERCISE<br>(#) | VALUE<br>REALIZED<br>(\$) | NUMBER OF SECURITIES<br>UNDERLYING UNEXERCISED<br>OPTIONS AT |             | VALUE OF UNEXERCISED<br>IN-THE-MONEY OPTIONS<br>AT FISCAL YEAR-END (\$) |             |
|--------------------------|--|---------------------------|--|-------------|---|-------------|
|                          |  |                           | FISCAL YEAR-END (#)  | EXERCISABLE | UNEXERCISABLE   | EXERCISABLE |
| John E. Hayes, Jr. ....  | 0  | 0                         | 0  | 25,000      | 0   | 0           |
| David C. Wittig.....     | 0  | 0                         | 0  | 25,000      | 0   | 0           |
| Steven L. Kitchen.....   | 0  | 0                         | 0  | 11,500      | 0   | 0           |
| Carl M. Koupal, Jr. .... | 0  | 0                         | 0  | 8,500       | 0   | 0           |
| John K. Rosenberg.....   | 0  | 0                         | 0  | 5,500       | 0   | 0           |

COMPENSATION PLANS

RETIREMENT PLANS

The Company maintains a qualified non-contributory defined benefit pension plan and a non-qualified supplemental retirement plan for certain management employees of the Company, including executive officers, selected by the Board's Human Resources Committee.

The following table sets forth the estimated annual benefits payable upon specified remuneration based on age 65 as of January 1, 1997 to the named executive officers. The amounts presented do not take into account any reduction for joint and survivorship payments.

ANNUAL PENSION BENEFIT FROM QUALIFIED AND NON-QUALIFIED PLANS

| AVERAGE<br>APPLICABLE<br>PAY | PENSION BENEFIT |
|------------------------------|-----------------|
| -----                        | -----           |
| \$150,000                    | \$ 92,550       |
| 200,000                      | 123,400         |
| 250,000                      | 154,250         |
| 300,000                      | 185,100         |
| 350,000                      | 215,950         |
| 400,000                      | 246,800         |
| 450,000                      | 277,650         |
| 500,000                      | 308,500         |
| 550,000                      | 339,350         |
| 600,000                      | 370,200         |

The supplemental retirement plan provides a retirement benefit at or after age 65, or upon disability prior to age 65, in an amount equal to 61.7% of final three-year average cash compensation, reduced by existing Company pension benefits (but not social security benefits), such amount to be paid to the employee or his designated beneficiaries for the employee's life with a 15-year term certain. The percentage of final three-year average compensation to be paid, before reduction for Company pension benefits, is 50% for a 50 year old, increasing to 61.7% for a 65 year old. An employee retiring at or after age 50, but before age 65, may receive a reduced benefit, payable in the same form. The supplemental plan vests 10% per year after five years of service until fully vested with 15 years of service or at age 65. Payments are reduced by 5% per year if commenced prior to age 60, but no earlier than age 50. The supplemental plan also pays a death benefit if death occurs before retirement, equal to 50% (or the vested retirement benefit percentage, whichever is higher) of the employee's previous 36 month average cash compensation to his or her beneficiary for 180 months following his death. All of the individuals listed in the compensation table are covered by the qualified and supplemental retirement plans. In the event of a change in control of the Company, participants may be deemed to be 65 years of age as of the date of such change in control for purposes of vesting and benefits.

Benefits payable from the qualified pension plan are limited by provisions of the Internal Revenue Code. The non-qualified supplemental retirement plan provides for the payment of retirement benefits calculated in accordance with the qualified pension plan which would otherwise be limited.

The years of service as of January 1, 1997 for the persons named in the cash compensation table are as follows: Mr. Hayes, 7 years; Mr. Wittig, 2 years; Mr. Kitchen, 33 years; Mr. Koupal, 4 years; and Mr. Rosenberg, 17 years.

In accordance with the supplemental retirement plan, Mr. Hayes will receive a retirement benefit equal to 60% of his average annual compensation during the 36 months immediately preceding his retirement if he remains an employee of the Company until age 61.

## CHANGE IN CONTROL AGREEMENTS

The Company has entered into change in control agreements with its executive officers to ensure their continued service and dedication to the Company and their objectivity in considering on behalf of the Company any transaction which would result in a change in control of the Company. Under the agreements, during the twelve-month period after a change in control, the executive officer would be entitled to receive a lump-sum cash payment and certain insurance benefits if such officer's employment were terminated by the Company other than for cause or upon death, disability, or retirement; or by such executive officer for good reason (as defined therein).

Upon such termination, the Company must make a lump-sum cash payment to the executive officer, in addition to any other compensation to which the officer is entitled, of (i) two (three in the case of certain executive officers) times such officer's base salary, (ii) two (three in the case of certain executive officers) times the average of the bonuses paid to such executive officer for the last three fiscal years, and (iii) the actuarial equivalent of the excess of the executive officer's accrued pension benefits, computed as if the executive officer had two (three in the case of certain executive officers) additional years of benefit accrual service, over the executive officer's vested accrued pension benefits. In addition, the Company must offer health, disability and life insurance coverage to the executive officer and his or her dependents on the same terms and conditions that existed immediately prior to the termination for two (three in the case of certain executive officers) years, or, if earlier, until such executive officer is covered by equivalent benefits.

## HUMAN RESOURCES COMMITTEE REPORT

The Company's executive compensation programs are administered by the Human Resources Committee of the Board of Directors (Committee), which is composed of six non-employee directors. The Committee reviews and approves all issues pertaining to executive compensation. The objective of the Company's three compensation programs (base salary, short-term incentive, and long-term incentive) is to provide compensation which enables the Company to attract, motivate and retain talented and dedicated executives, foster a team orientation toward the achievement of business objectives, and directly link the success of the Company's executives with that of the Company's shareholders.

The Company extends participation in its long- and short-term incentive programs to certain key employees in addition to executive officers based on the potential to contribute to increasing shareholder value.

## BASE SALARY COMPENSATION

A base salary range is established for each executive position to reflect the potential contribution of each position to the achievement of the Company's business objectives and to be competitive with the base salaries paid for comparable positions in the national market by energy companies, with emphasis on natural gas and electric utilities with annual total revenues comparable to those of the Company. Some, but not all, of such companies are included in the Standard & Poor's Electric Companies Index. The Company utilizes industry information for compensation purposes. Not all companies comprising such index participate in making available such industry information. In addition, the Company considers information of other companies with which the Committee believes it competes for executives, and is therefore relevant, but is not part of such information. The mid-point for each base salary range is intended to approximate the average base salary for the relevant position

in the national market. Industry surveys by national industry associations are the primary source of this market information. The Committee has also utilized the services of an independent compensation consultant to provide national market data for executive positions and to evaluate the appropriateness of the Company's executive compensation and benefit programs. The Committee intends to structure the Company's compensation plans such that they comply with and will be deductible under Section 162(m) (which disallows the deduction of compensation in excess of \$1,000,000 except for incentive payments based upon performance goals) of the Internal Revenue Code.

Within the established base salary ranges, actual base salary is determined by the Company's financial performance in relation to attainment of budgeted earnings-per-share goals and total return to shareholders, and a subjective assessment of each executive's achievement of individual objectives and managerial effectiveness. The Committee annually reviews the performance of the Chairman and Executive Officers. The Committee, after consideration of the financial performance of the Company, and such other subjective factors as the Committee deems appropriate for the period being reviewed, establishes the base compensation of such officers.

In reviewing the annual achievement of each executive and setting the new base annual salary levels for 1996, the Committee considered each individual's contribution toward meeting the Board-approved budgeted financial plan for the previous year, total return to shareholders and earnings per share, compliance with the Company's capital financial plan, the construction budget, and the operation and maintenance budgets and the individual's management effectiveness.

#### ANNUAL INCENTIVE COMPENSATION

All executive officers are eligible for annual incentive compensation.

The primary form of short-term incentive compensation is the Company's Short-Term Incentive Plan for employees, selected by the Committee, including the executive officers listed in the table, who have an opportunity to directly and substantially contribute to the Company's achievement of short-term objectives. Short-term incentives are structured so that potential compensation is comparable with short-term compensation granted to comparable positions in the national market. Short-term incentives are targeted to approximate the median in the national market. Some, but not all, of such companies are included in the Standard and Poor's Electric Companies Index.

Mr. Hayes is eligible for an annual short-term incentive target of 43% of base salary with a maximum of up to 51% of base salary. Other executive officers are eligible for annual short-term incentive targets ranging from 33% to 43% of base salary with a maximum of 46% to 51% of base salary. Thirty percent of the annual incentive is tied to the attainment of individual goals and 20% is based on management skill. The balance is based upon the Company's achievement of financial goals established annually by the Committee.

Changes in annual incentive compensation to the named individuals in 1996 compared to 1995 resulted from increased incentive targets, an individual's relative attainment of his or her goals, and the Company's partial achievement of its financial goals in 1996. In addition, special one time payments were made to Messrs. Kitchen, Koupal and Rosenberg in connection with the Company's efforts to acquire Kansas City Power & Light Company.

#### LONG-TERM INCENTIVES

Long-term incentive compensation is offered to employees who are in positions which can affect the long-term success of the Company, through the formation and execution of the Company's business strategies. The Long-Term Incentive and Share Award Plan is the principal method for long-term incentive compensation, and compensation thereunder takes the form of stock options. The purposes of long-term incentive compensation are to: (1) focus key employees' efforts on performance

which will increase the value of the Company to its shareholders; (2) align the interests of management with those of the shareholders; (3) provide a competitive long-term incentive opportunity; and (4) provide a retention incentive for key employees.

All executive officers and other key employees are eligible for stock options under the Long-Term Incentive and Share Award Plan. Under the Plan, at the beginning of each incentive period, stock option grants are provided to such participants and in such amounts as the Committee deems appropriate. The number of options varies on the basis of pay grade. The level of total compensation for similar executive positions in comparable companies was used as a reference in establishing the level of incentive stock options for Company executives.

The Long Term Incentive and Share Award Plan has been established to advance the interests of the Company and its shareholders by providing a means to attract, retain, and motivate key employees and directors upon whose judgment, initiative and effort the continued success, growth and development of the Company is dependent. The use of a stock option approach as a significant component of executive compensation creates a strong and direct linkage between the financial outcomes of the executive and the shareholders.

Current options vest and become exercisable on the earlier of the ninth anniversary of the grant or the date the share price remains at or above 120% of the exercise price for 30 consecutive trading days (but not earlier than three years from the date of grant). Current awards also provide a grant of dividend equivalents for each option granted. The value of a single dividend equivalent is equal to a percentage of accumulated dividends that would have been paid or payable on a share from the earlier of the fifth anniversary of the grant date or the first day of the calendar quarter that coincides or immediately precedes the vesting date discussed above. The percentage distribution is based on the Company's total shareholder return relative to a comparator group of companies selected by the Human Resources Committee at the time of grant. In the event of a change of control, stock options and dividend equivalents may accelerate and vest.

The 1996 Long-Term Incentive and Share Award Plan replaced an earlier Long-Term Incentive Program. Existing awards under this earlier plan remain in effect. Under that Plan, at the beginning of each incentive period performance shares were added to each participant's account. The number of performance shares equaled the number of shares of common stock having a market value at the date credited to each participant's account equal to 10% of the participant's base annual compensation for the first year of the incentive period. The level of performance shares, 10% of base annual compensation, is established by the Plan. Based upon an individual's and the Company's performance the ultimate grant of shares by the Committee may not exceed 110% of the performance shares for the relevant period. Participants also receive cash equivalent to dividends for comparable shares of common stock for each quarter of the three-year incentive period, whether or not the performance shares are ultimately earned by the participant.

#### CHIEF EXECUTIVE OFFICER

Mr. Hayes has been the Chief Executive Officer of the Company since October 1989. Mr. Hayes' base salary and his annual short-term incentive compensation are established annually in January. In recommending the base salary to be effective March 1, 1996, while not utilizing any specific performance formula and without ranking the relative importance of each factor, the Committee took into account relevant salary information in the national market and the Committee's subjective evaluation of Mr. Hayes' overall management effectiveness and achievement of individual goals. Factors considered included his continuing leadership and contribution to strategic direction, management of change in an increasingly competitive industry, control of operation and maintenance



expenses, management of unregulated operations, the overall profitability of the Company and increased Company productivity. Mr. Hayes' base salary did not change in 1996. Mr. Hayes received a lump sum payment of \$18,600 in lieu of a base salary merit increase.

With respect to Mr. Hayes' 1996 short-term incentive compensation, the Committee took into account the above performance achievements, the Company's relative achievement of its financial goals, and Mr. Hayes' total compensation as compared to the national market.

Mr. Hayes' long-term incentive compensation for 1996 represents the cash equivalent of performance shares earned under the program. Based upon meeting the financial goals of the Company and the relative achievement of individual goals for 1994-1996 incentive period, Mr. Hayes received 815 shares of the Company's common stock, representing 64% of the performance shares granted to him in 1994. Under the 1996 Long-Term Incentive and Share Award Plan, Mr. Hayes was granted 25,000 stock options and dividend equivalents.

Western Resources, Inc. Human Resources  
Committee  
John C. Dicus,                      Louis W. Smith  
Chairman                              Susan M. Stanton  
Russell W. Meyer, Jr.              Kenneth J. Wagnon  
John H. Robinson

PERFORMANCE GRAPH

Shown below is a line-graph presentation comparing the Company's cumulative, five-year total returns on an indexed basis\* with the Standard & Poor's 500 stock index and Standard & Poor's Electric Companies Index.

[GRAPH]

|       | Western Resources, Inc. | S & P 500 | S & P Electric Companies |
|-------|-------------------------|-----------|--------------------------|
| 12/91 | 100                     | 100       | 100                      |
| 12/92 | 119                     | 108       | 105                      |
| 12/93 | 139                     | 118       | 119                      |
| 12/94 | 122                     | 120       | 104                      |
| 12/95 | 152                     | 165       | 136                      |
| 12/96 | 150                     | 203       | 136                      |

\* Assumes \$100 invested on December 31, 1991. Total return assumes reinvestment of dividends.

## 2. OTHER BUSINESS

The Board of Directors does not know of any other matters to come before the meeting. If, however, any other matters properly come before the meeting, it is the intentions of the persons named in the enclosed proxy to vote the same in accordance with their judgment on such other matters.

### INDEPENDENT PUBLIC ACCOUNTANTS

Arthur Andersen LLP has acted as the Company's independent auditors since 1958, and has been recommended by the Audit and Finance Committee, approved by the Board of Directors and engaged by the Company as the Company's and its wholly-owned subsidiaries' independent public accountants for 1997. Representatives of Arthur Andersen LLP will be in attendance at the shareholders' meeting, will be available to respond to appropriate questions from shareholders and will be permitted to make a statement at the meeting if they desire to do so.

### ANNUAL REPORT TO THE SHAREHOLDERS

The Annual Report of the Company for the year ended December 31, 1996, was mailed to shareholders on March 11, 1997. The Report contains financial statements audited by Arthur Andersen LLP, independent public accountants.

Whether or not you expect to be present at the 1997 Annual Meeting, you are requested to date, sign, and return the enclosed proxy card. Your prompt response will be much appreciated.

By Order of the Board of Directors,

/s/ Richard D. Terrill

Richard D. Terrill  
Secretary

Topeka, Kansas  
April 25, 1997

WESTERN RESOURCES, INC.

SOLICITED BY THE BOARD OF DIRECTORS FOR USE AT THE ANNUAL MEETING OF SHAREHOLDERS OF WESTERN RESOURCES, INC. MAY 29, 1997 AT 11:00 A.M. IN THE MANER CONFERENCE CENTRE (KANSAS EXPOCENTRE) LOCATED AT THE SOUTHEAST CORNER OF SEVENTEENTH AND WESTERN, TOPEKA, KANSAS.

The undersigned hereby appoints John E. Hayes, Jr., John K. Rosenberg, and Richard D. Terrill, and any one or more of them, attorneys and proxies, with full power of substitution and revocation in each, for and on behalf of the undersigned, and with all the powers the undersigned would possess if personally present, including discretionary power upon other matters properly coming before the meeting, to vote at the above Annual Meeting and any adjournment, postponements, continuations or reschedulings thereof, all shares of Common and Preferred Stock of Western Resources, Inc. that the undersigned would be entitled to vote at such meeting. The undersigned acknowledges receipt of the Notice and Proxy Statement dated April 25, 1997.

The shares represented by this proxy will be voted as directed by the shareholder. If no direction is given when the duly executed proxy is returned, such shares will be voted FOR all proposals.

THIS PROXY IS CONTINUED ON THE REVERSE SIDE

PLEASE SIGN ON THE REVERSE SIDE AND RETURN PROMPTLY

FORWARD THIS CARD TO CORPORATE ELECTION SERVICES:  
P. O. BOX 2400, PITTSBURGH, PA 15230

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FOLD AND TEAR ALONG PERFORATION

Common and Reinvestment Preferred Savings Plan  
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PROXY AND VOTING INSTRUCTION CARD

The Board of Directors recommends a vote FOR all nominees.

Will Attend Annual Meeting

Please mark your choice as in this example.

1. Election of Directors: John C. Dicus, John E. Hayes, Jr., Russell W. Meyer,  
Jr., Louis W. Smith

FOR all Nominees  WITHHELD for all nominees

WITHHELD for the following nominee(s) only: write name(s):

-----  
Signature Date

-----  
Signature Date

Please mark, date and sign as  
your names appear hereon and  
return in the enclosed envelope.  
Give full title if signing for a  
corporation or as attorney,  
executor, administrator,  
guardian or in any other  
capacity.

(Instructions on Reverse Side)

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FOLD AND TEAR ALONG PERFORATION

[LOGO] WESTERN RESOURCES

Dear Shareholder:

The Western Resources, Inc. Annual Meeting of Shareholders will be held in the Maner Conference Center (Kansas Expocentre) located at the southeast corner of Seventeenth and Western, Topeka, Kansas, at 11:00 a.m., on May 29, 1997.

Common and Preferred Shareholders of record on April 18, 1997, are entitled to vote, in person or by proxy, at the meeting. The proxy card attached to the top of this page is for your use in designating proxies and providing voting instructions.

The attached proxy card serves both as a proxy designation for Shareholders of record, including those holding shares through the Direct Stock Purchase Plan and as voting instructions for the participants in the Western Resources, Inc. 401 (k) Employees' Savings Plan.

Participants in the employee savings plan are entitled to direct the Trustee how to vote their shares.

The Board of Directors recommends a vote FOR all nominees.

Please indicate your voting preferences on the proxy card, sign, date, and return it in the enclosed envelope.

WESTERN RESOURCES, INC.

SOLICITED BY THE BOARD OF DIRECTORS FOR USE AT THE ANNUAL MEETING OF SHAREOWNERS OF WESTERN RESOURCES, INC. - MAY 29, 1997, AT 11:00 A.M., IN THE MANER CONFERENCE CENTER (KANSAS EXPOCENTRE) LOCATED AT THE SOUTHEAST CORNER OF SEVENTEENTH AND WESTERN, TOPEKA, KANSAS.

The undersigned hereby appoints John E. Hayes, Jr., John K. Rosenberg, and Richard D. Terrill and any one or more of them, attorneys and proxies, with the full power of substitution and revocation in each, for and on behalf of the undersigned, and with all the powers the undersigned would possess if personally present, including discretionary power upon other matters properly coming before the meeting, to vote at the above Annual Meeting and any adjournment, postponements, continuations or reschedulings thereof, all shares of Common and Preferred Stock of Western Resources, Inc. that the undersigned would be entitled to vote at such meeting. The undersigned acknowledges receipt of the Notice and Proxy Statement dated April 25, 1997.

The shares represented by this proxy will be voted as directed by the shareholder. If no direction is given when the duly executed proxy is returned, such shares will be voted FOR all proposals.

THIS PROXY IS CONTINUED ON THE REVERSE SIDE.

PLEASE SIGN ON THE REVERSE SIDE AND RETURN PROMPTLY.

Common and Preferred

Western Resources, Inc.  
Annual Meeting of Shareowners  
May 29, 1997

PROXY AND VOTING INSTRUCTION CARD

The Board of Directors recommends a vote FOR all nominees.  
Please mark your votes as in this example. [X]

- 1. Election of Directors: John C. Dicus, John E. Hayes, Jr., Russell W. Meyer, Jr., Louis W. Smith

[ ] FOR all Nominees    [ ] WITHHELD for all Nominees

WITHHELD for the following nominee(s) only: write name(s):

-----

|           |       |
|-----------|-------|
| -----     | ----- |
| Signature | Date  |

|           |       |
|-----------|-------|
| -----     | ----- |
| Signature | Date  |

Please mark, date and sign as your names appear hereon and return in the enclosed envelope. Give full title if signing for a corporation or as attorney, executor, administrator, guardian or in any other capacity.

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