
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 32 to

SCHEDULE 14D-9

Solicitation/Recommendation Statement Pursuant to
Section 14(d)(4) of the Securities Exchange Act of 1934

KANSAS CITY POWER & LIGHT COMPANY
(Name of Subject Company)

KANSAS CITY POWER & LIGHT COMPANY
(Name of Person Filing Statement)

Common Stock, no par value
(Title of Class of Securities)

485134100
(CUSIP Number of Class of Securities)

Jeanie Sell Latz, Esq.
Senior Vice President-Corporate Services
Kansas City Power & Light Company
1201 Walnut
Kansas City, Missouri 64106-2124
(816) 556-2200
(Name, address and telephone number of person authorized
to receive notice and communications on behalf
of the person filing statement)

Copy to:

Nancy A. Lieberman, Esq.
Skadden, Arps, Slate, Meagher & Flom
919 Third Avenue
New York, New York 10022
(212) 735-3000

This statement amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of Kansas City Power & Light Company, a Missouri corporation ("KCPL"), filed with the Securities and Exchange Commission (the "Commission") on July 9, 1996, as amended, (the "Schedule 14D-9"), with respect to the exchange offer made by Western Resources, Inc., a Kansas corporation ("Western Resources"), to exchange Western Resources common stock, par value \$5.00 per share, for all of the outstanding shares of KCPL common stock, no par value ("KCPL Common Stock"), on the terms and conditions set forth in the prospectus of Western Resources dated July 3, 1996 and the related Letter of Transmittal.

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9.

Item 9. Material to be Filed as Exhibits.

The following Exhibit is filed herewith:

Exhibit 105 Other solicitation material distributed August 21, 1996.

SIGNATURE

After reasonable inquiry and to the best of her knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

KANSAS CITY POWER & LIGHT COMPANY

By: /s/Jeanie Sell Latz
Jeanie Sell Latz
Senior Vice President-Corporate Services

Dated: August 21, 1996

EXHIBIT INDEX

Exhibit No.	Description	Page
Exhibit 105	Other solicitation material distributed August 21, 1996	

[Text of memorandum distributed on August 21, 1996 to certain KCPL employees]

Merger Update

In his letter to employees last Friday, Drue Jennings cautioned employees that we'd be hearing speculation from Western Resources about the outcome of the proxy vote. As we expected, Western representatives arrived at our shareholders' meeting armed with copies of a news release speculating about the vote even before the polls were closed.

With the newspaper and other media coverage that occurred over the weekend, we want to clarify for employees that the outcome of the vote will not be known until the counting of the votes is complete. Since neither KCPL nor Western knows what proxies the other has, there is no way to predict with certainty the outcome of the vote. The figures Western used in its news release and public comments are based on speculation and assumptions.

Using its speculative results, Western continues to proceed with its hostile tender offer. Some shareholders may be duped into believing they should tender their shares when in fact there is no reason to do so. Western has not suddenly become an attractive merger partner for KCPL. When questioned by reporters on that issue, Drue stated clearly that we believe Western and KCPL do not have a good strategic fit, and a combination with Western would not assist KCPL in meeting its long-term strategic goals.

Counting the votes

With nearly 62 million KCPL shares outstanding, Corporation Trust Company, the independent inspector of election, has its work cut out for it. First, it must determine that all proxies received were from shareholders eligible to vote. Then it must go through all proxies to eliminate duplicates and be sure that only the last proxy received is counted. It must verify that each proxy is properly signed and dated. Finally, the votes must be reconciled. For example, if a shareholder sent a proxy to Western voting against the UCU merger but later decided to send one to KCPL in favor of it, then the independent inspector of election must be sure that each side is counting only the duly executed proxy signed closest to the close of the polls.

Considering the large number of proxy ballots mailed to shareholders, it's easy to see why this process will take some time.

The independent inspector of election will spend the next few weeks tabulating the vote. We expect to have the preliminary tabulation sometime in September. After both sides receive the preliminary results, each will have the opportunity to examine and challenge the proxy tabulation. Following that, the vote will be certified and made public. Until then, no one will know with certainty what the outcome of the vote is.

Please assist us in dispelling any rumors that the vote count is in. It isn't. And as soon as it is, we'll release it to employees. As Turner White pointed out to reporters, Dewey predicted victory over Truman, too. And a lot of newspaper headlines had to be reprinted when the final vote was counted.

If employees have additional questions, urge them to call the Employee Merger Hotline at 1-800-718-8788. We'll get back to them as quickly as possible with answers. Additionally, if you hear rumors or have information you want to share, please call the Hotline. That number is answered by Pam Levetzow and Phyllis Desbien in

