

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 34)

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:

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Sullivan & Cromwell
125 Broad Street
New York, New York 10004
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This Amendment No. 34 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)(96) Text of a news release and employee update issued on September 12, 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 12, 1996

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

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered Pages
(a)(96)	Text of a news release and employee update issued on September 12, 1996	1

The following news release and employee update were issued on September 12, 1996:

OFFICIAL PRELIMINARY VOTE COUNT SHOWS
ONLY 46.9% OF KCPL SHARES VOTING
FAVOR UTILICORP PROPOSAL

WESTERN RESOURCES SAYS
"OUR OFFER IS THE ONLY OFFER ON THE TABLE NOW"
IN THE WAKE OF STRONG VICTORY

TOPEKA, KANSAS, September 12, 1996 -- Calling it a "decisive declaration by KCPL shareowners," John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer, today thanked KCPL shareowners for their clear rejection of the proposed UtiliCorp/KCPL merger and support for our offer.

The official preliminary vote count, conducted by The Corporation Trust Company, Wilmington, Delaware, released today indicated that only 46.9 percent of KCPL shares voting at the August 16 shareowner meeting voted for the proposed UtiliCorp/KCPL compared with 53.1 percent voting against or abstained on the proposal.

Corporation Trust advised both KCPL and Western Resources that there were 50.2 million shares voting, of which only 23.5 million voted for the UtiliCorp/KCPL merger. An additional 1.2 million shares were not counted in the 50.2 million shares voting because of questions or possible proxy irregularities, more than 1 million of which voted against the UtiliCorp proposal. The Corporation Trust Company is an independent, third-party company hired by KCPL to count the votes.

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"The minority voting in favor of the UtiliCorp proposal, which represents only 38 percent of the shares outstanding, clearly shows us that KCPL shareowners recognized the greater value in the Western Resources offer. They demand a better partner to position KCPL for the new marketplace. That partner is Western Resources," said Hayes.

Hayes noted that the vote against the UtiliCorp proposal was consistent with the initial vote projections Western Resources released August 16.

"There is only one offer on the table now, and it is the one that offers \$31 per share and a dividend increase up to 45 percent* over KCPL's current dividend. The combined company will have a great Midwestern base, a strong national marketing program, product diversity, and an international reach -- all encompassed in our vision to compete in the new energy marketplace.

"Western Resources knows the potential of bringing these two successful companies together and based on today's vote count, it appears that KCPL shareowners know that value, too. We would welcome an opportunity to meet with KCPL management and board of directors to discuss the merging of our two fine companies," said Hayes.

Hayes said Western Resources would continue on its course to have KCPL shareowners tender their shares to Western Resources.

"Shareholders told us repeatedly they wanted to wait for the official vote count to be announced before they would take action on the tendering of shares. We respected that by previously extending our preliminary deadline to October 25," said Hayes.

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Hayes said that KCPL shareowners who tender their KCPL shares for \$31 of Western Resources stock will continue to have KCPL voting rights and be paid the KCPL dividend until the exchange offer is completed, anticipated to be in 1997 following regulatory approvals.

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, a full range of energy and 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

This news release and employee update are 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.