SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 5)

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)(23) Text of letter to KCPL Shareowners mailed on or about July 19 and 20, 1996.

(a)(24) Text of article published June 27, 1996 in The Kansas City Star.

(a)(25) Text of article published June 18, 1996 in The New York Times.

(a)(26) Text of article published May 10, 1996 in The Wichita Business Journal.

(a)(27) Text of article published June 26, 1996 in The Topeka Capital-Journal.

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.

Dated: July 19, 1996

WESTERN RESOURCES, INC.

By: /s/ Jerry D. Courington

Jerry D. Courington
Controller

INDEX TO EXHIBITS

Exhibit (a)(23)

[Western Resources Logo]

Dear KCPL Shareowner,

Many of you told us you would be interested in reading clippings from various newspapers to see what is being said about our offer. So, here they are.

As you can see by the news coverage, analysts share our belief that Western Resources has made a significantly superior financial offer. We believe these articles also raise some troubling questions about the UtiliCorp/KCPL proposal.

Also enclosed is a Gold proxy card. Please sign, date and return it today with a vote AGAINST the KCPL/UtiliCorp proposal in the postage paid envelope provided.

You have also received our exchange offer materials meaning you may formally tender your shares to us to make this combination a reality.

If you have any questions, please call toll-free through Georgeson & Company at 1-800-223-2064.

/s/ John Hayes

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.

Cover Legend For Articles

The attached newspaper articles are provided for your information and are used with the express permission of the original publishers. The beliefs and opinions expressed in these articles are solely those of the newspapers which originally published them.

Exhibit (a)(24)

The Kansas City Star Business
June 27, 1996

KCP&L advisers asked to snub offer, Western says

Western Resources Inc. told utility analysts Wednesday that Kansas City Power & Light Co. instructed its financial advisers to ignore Western's merger offer.

Steven Kitchen, Western's chief financial officer, said KCP&L filings with the Securities and Exchange Commission show that KCP&L told Merrill Lynch not to consider Topeka-based Western's $31-a-share stock-swap proposal.

"We think it is unconscionable that KCP&L management instructed its financial advisers not to consider our offer in evaluating the fairness of the UtiliCorp proposal to KCP&L shareholders," Kitchen wrote.

KCP&L and UtiliCorp United Inc. in January announced plans to merge. Currently the deal would value each KCP&L share at less than $28 a share.

The Kansas City utilities have resisted Western's efforts to break up their merger.

Western is offering $31 worth of its stock for each KCP&L share.

Exhibit (a)(25)

As Seen In The New York Times
June 18, 1996

Rebuffed, Western Resources Tries Again

Raises Bid for Kansas City Power in Effort to Scuttle Utilicorp Deal

By AGIS SALPUKAS

Western Resources Inc. sweetened its bid for the Kansas City Power and Light Company by about 11 percent yesterday in an attempt to force Kansas City Power's board to reconsider its agreement to merge with Utilicorp United Inc.

Some analysts said the move could force the board of Kansas City Power to begin talks with Western Resources -- a large utility based in Topeka, Kan., whose first bid in April was quickly rejected.

Kansas City Power said its board would review the new offer in "due course and advise shareholders of developments as they occur."

Shares of Kansas City Power rose $1.50 yesterday, to $27.325, in heavy trading on the New York Stock Exchange. Shares of Western Resources slipped 12.5 cents, to $28.625 while shares of Utilicorp dropped 25 cents, to $26.50.

Western Resources raised its bid to $31 a share, from $28 share, for a total of about $1.9 billion. It further sought to entice Kansas City Power shareholders by promising a yearly dividend of $2 to $2.35 a share. The utility's current yearly dividend to $1.56 a share.

"This is a very generous offer," said Barry Abramson, an analyst for Prudential Securities. "I think it will be difficult for the board to reject the offer so quickly again."

Thomas E. Hayes Jr., the chairman and chief executive of Western Resources, warned that if the Kansas City Power board did not negotiate a friendly merger, Western Resources, would take its offer to the Kansas City Power shareholders.

"If you again refuse to discuss our revised offer with us, we will continue the pursuit of our offer by directly seeking the support of your shareholders," he said in a letter to A. Drue Jennings, Kansas City Power's chairman, president and chief executive.

[Pull Quote: A rare hostile offer in a heavily regulated industry.]

A $1.7 billion bid by Western Resources on April 14 forced Utilicorp United to sweeten its own merger agreement for Kansas City Power. Under that offer, which Kansas City Power's board has already accepted, Kansas City Power shareholders are to receive one share of Utilicorp for each share; shareholders can expect a dividend of $1.85 a share.

Utilicorp and Kansas City Power also structured the revised deal so that a simple majority of stockholders would be needed for approval, rather than the two-thirds required under Missouri law.

Many institutional shareholders of Kansas City Power had opposed Utilicorp's first bid, believing that the first Western Resources bid was a better offer, Mr. Abramson said. He said that the intent of the new move by Western Resources, particularly the promise to pay a much higher dividend, was certain to win support among the smaller shareholders.

The willingness by Western Resources to make a hostile bid, and then to try to break up a merger already agreed to, is rare for the utility industry.

The industry is heavily regulated on both the state and Federal levels; because of this, a series of approvals are needed to complete a merger, making it extremely difficult to win approval of a hostile bid.

The industry, however, is undergoing upheaval as many states consider opening their utilities to greater competition. This has set off a wave of mergers as managers of utilities believe that only those companies able to cut costs by combining while increasing their customer base will be able to compete.

Western Resources operates two utilities in Kansas and Oklahoma and has about 1.3 million electric and gas customers.

Kansas City Power has about 430,000 customers in Kansas City and parts of eastern Kansas and western Missouri.

Utilicorp, also based in Kansas City, is mostly a gas utility serving about 18 states. It has begun an effort to have a national brand of products and services for utility customers.

Exhibit (a)(26)

The Wichita Business Journal
May 10, 1996

Question of motivation

Jennings' payout at issue in merger

by SANDY WEST

[ANALYSIS]

Questions of motivation have surfaced in the fight between UtiliCorp United and Western Resources Inc. for Kansas City Power and Light.

Analysts quietly are questioning whether personal financial gain is the KCPL chairman and chief executive officer's motivation for sticking with his company's proposed "merger of equals" with UtiliCorp -- despite more lucrative financial terms offered KCPL shareholders by Western Resources.

Merger-related documents indicate that KCPL Chairman Drue Jennings would be well-compensated -- he could receive more than 56 million, by some estimates -- if he can consummate a UtiliCorp/KCPL merger and then not stay long.

Jennings vehemently denies the characterization, said KCPL spokeswoman Pam Levetzow, and added that he is "appalled" by the implication.

[Picture of Jennings]
Jennings' future?1

Base salary/Incentives	$5,994,975
Insurance	$41,328
Medical benefits	$30,000
Fringe benefits	$286,535

1. Based on a five-year employment contract and the assumption that Jennings' earnings will be comparable to what the chairman and CEO of UtiliCorp United earned in 1995.

Sources: Kansas City Power and Light, UtiliCorp United, Securities and Exchange Commission filings.

On Monday, during a teleconference with analysts, Jennings responded directly: "That is probably one of the most outrageous rumors repeated back to me in the last 90 days."

Jennings could not be reached for comment for this story.

In advertising, KCPL has urged shareholders to approve the UtiliCorp merger offer because the company does not believe the figures being used by Western Resources.

Levetzow said that after Monday's meeting with analysts, KCPL staff went back to the proxy statement to determine where the $6 million figure was coming from. "Frankly, (it was) a mystery to us," she said.

Here's what the joint proxy states:

- Jennings stands to collect more than $2.2 million through a "golden parachute" from KCPL if he leaves the newly formed KCPL/UtiliCorp company after a successful merger.

Levetzow said the parachute is standard language build into a proxy to ensure an executive sticks with the company through a successful merger.

- Jennings' employment contract with the newly formed company runs five years. If he leaves the company (for any reason other than being fired for cause or leaves for "other than __ good reason"), he will be paid for the full length of the contract. The longer he stays, however, the less his total severance compensation becomes.

The language in the KCPL/UtiliCorp proxy led at least one local outside analyst to say that there "appeared to be a disincentive" for longevity.

For example, if Jennings leaves within one year after the proposed merger is completed, he will receive his $2.2 million KCPL golden parachute in addition to full-contract cash compensation, insurance and medical benefits, and any extra fringe benefits from the new company.

Based on Jennings' earnings last year, that payout could be $4.7 million to $5 million if he leaves within three years, according to Wichita Business Journal research. (That range includes the KCPL parachute and the new company's severance package.)

- Jennings' salary will be comparable to that of UtiliCorp's Richard Green, who through 2002 will serve as vice chairman and chief executive officer.

No specific salary is noted in the proxy information, however. Levetzow said that salaries for the new company's executives were something the new board should determine. So any speculation to the full amount of Jennings' and Green's compensation is speculation, she said.

However, according to the proxy, Jennings will receive at least what he earned in the 12 months prior to the completion of the merger. His annual base salary in 1995 was $403,000. He also received a short-term incentive of $132,062 and a long-term incentive of $38,638.

Green, during the same period, had an annual base salary of $495,000 and other compensation of $53,730. UtiliCorp's compensation committee also authorized the payment of an annual incentive award of $263,995 and a long-term incentive payment -- for the years 1993, 1994, and 1995 -- of $440,000.

That means that Green earned in excess of $1.2 million last year.

Levetzow said that Green's 1995 compensation reflected one-time payouts that should not be considered as part of his average annual salary.

But questions remain about how Jennings' salary will be determined in a successful merger with UtiliCorp.

If the range is anywhere near what Green made last year, Jennings could be looking at a $6 million reason to leave the new company within a few years of a completed KCPL/UtiliCorp merger.

But Levetzow argued that the proxy reflects "boiler-plate" language standard in proxy statements. The language protects companies from executives who will not see a deal through to the end.

"It's not unique to our situation. The language in here is neither excessive or out of the ordinary. It is not made up for us," Levetzow said.

"A board would not allow someone to write in here something that would allow them to become wealthy," she said.

The hostile bid for KCPL offered by Western Resources Inc. assures Jennings the same position and the same terms he currently has at KCPL. He compensation would be comparable to that of Western Resources Chairman John Hayes.

According to Western Resources' proxy, Hayes' salary, like that of other executive officers, is reviewed annually.

The proxy also indicates that in the event an officer leaves for "other than for cause ... or ... for good reason" the company must make a lump-sum cash payment of two- or three-years' base salary, two or three times the average bonuses paid to the officer for the previous three fiscal years and the actuarial equivalent of the excess of the accrued pension benefits. Whether the executive receives two years/times or three years/times those amounts depends on whether he served on the president's council, according to the proxy.

In addition, the company must offer health, disability and life insurance coverage to the executive officer and family for two or three years, or until he is covered by equivalent benefits, the proxy states.

According to Western Resources' 1995 annual report, Hayes received a salary of $466,755, a bonus of $102,481, and other compensation (including a long-term incentive payout) of $67,550.

"As we understand the terms and conditions, our salary schedules are quite different at Western Resources and it would be our hope that we could negotiate a salary with Mr. Jennings that would be in the best interest of our shareholders," said Western Resources spokeswoman Michel Philipp.

Exhibit (a)(27)

The Topeka Capital-Journal
June 26, 1996

KCPL surprises analysts, rejects Western's offer

By JIM McLEAN
The Capital-Journal

[Logos of KCPL and Western Resources]

Western Resources got an answer to its latest merger offer Tuesday. It was a day late and, analysts said, about $4 short.

In a hard-edged statement, Kansas City Power & Light Co. rejected Western's $1.9 billion merger offer, in spite of the fact that it promised KCPL shareholders about $4 more per share than they can expect to receive under KCPL's merger deal with UtiliCorp United Inc.

"They're nuts," said Edward Tirello, an analyst with NatWest Securities in New York, about KCPL. "If I were a shareholder, I would be scratching my head."

[Pull Quote: "They're nuts. If I were a shareholder, I would be scratching my head."

-- Edward Tirello,
analyst, NatWest Securities]

KCPL and UtiliCorp, both headquartered in Kansas City, Mo., announced a "friendly" merger agreement in January. Western, a Topeka-based energy company, announced its takeover bid in April.

A week ago, Western upped its $28 a share stock-for-stock bid to $31 and increased its promised dividend to between $2 and $2.35 a share from the $1.95 to $2.11 contained in its original offer.

The value of the KCPL-UtiliCorp deal is pegged to the price of UtiliCorp stock, which closed Tuesday at $27. The projected dividend under the KCPL-UtiliCorp merger is $1.85.

Leading up to Tuesday's announcement, financial analysts had said Western's offer was too good to ignore. They speculated KCPL might be forced to scrap its less lucrative deal with UtiliCorp and negotiate with Western.

"I expected them to come to the negotiating table," said John Hayes Jr., Western's chairman and chief executive officer. "I'm just amazed. If the KCPL board and management won't listen to their shareholders, we will."

Hayes said as soon as it receives clearance from the Securities and Exchange Commission, Western will urge KCPL shareholders to tender their stock in hopes of gaining enough shares to force KCPL's board to negotiate a deal.

But Drue Jennings, KCPL's chairman, president and chief executive officer, said he's confident a majority of the company's stockholders will reject Western's overtures.

Credibility -- not money -- is the issue, Jennings said.

"Western Resources has made many promises that KCPL believes Western will not be able to keep," Jennings said.

Specifically, Jennings said, the possibility that the Kansas Corporation Commission will order Western to significantly reduce its electric rates raises questions about the earnings projections on which Western's merger offer is based.

Jennings charged that analysts who continue to tout the superiority of Western's offer aren't doing their homework.

"These guys that think it (Western's offer) is so overwhelming had better take a look at the reality of what $105 million, or even $80 million, in rate reductions will do to the earnings of that company and their ability to pay the dividend that they have advertised," Jennings said.

Western has proposed to cut its electric rates by $92 million over the next several years. But the KCC staff recommended much deeper cuts of $105 million next year.

NatWest's Tirello said he doesn't believe the KCC will follow the recommendation of its staff.

"If they listened to their staff, every company in Kansas would be bankrupt," Tirello said. "They'll strike a balance."

Dan Rudakas, an Everen Securities analyst in Chicago, echoing comments made by several analysts, said despite Jennings' arguments to the contrary, the Western proposal offers shareowners the best deal.

"You never know what people are going to be swayed by, but I would take the $31 a share, and I couldn't be talked out of it," Rudakas said.

But KCPL is going to try.

Jennings said he will take every opportunity to remind KCPL shareholders that the value of Western's deal hinges on its ability to avoid significant KCC-ordered rate reductions and to achieve the projected $1.043 billion in merger-related savings it has projected.

"We do not intend to risk the future of our company and its customers, employees, shareholders and other constituencies on Western's hollow promises," Jennings said.

"My answer to that," Hayes said, "is look at our track record. We've always delivered what we've promised -- period."

Shareowners of KCPL and UtiliCorp are expected to vote on their companies' merger in mid-August. An earlier vote had to be postponed when it appeared that KCPL shareholders might not deliver the two-thirds majority necessary to approve the deal. The companies restructured the deal so that it now requires only the approval of a majority of shareholders present at the August meeting.

On Tuesday, Western shares closed up one-eighth at 29 3/8. KCPL's stock finished the day at 26 7/8, down five-eighths.