

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 7)

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. 7 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) (29) Text of letter mailed to KCPL Shareholders on July 23, 1996.
- (a) (30) Text of letter mailed to KCPL Shareholders on July 23, 1996.
- (a) (31) Text of advertisement mailed to KCPL Shareholders on July 23, 1996.
- (a) (32) Text of advertisement published July 23, 1996 in The Wall Street 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 23, 1996

WESTERN RESOURCES, INC.

By: /s/ Jerry D. Courington

Jerry D. Courington
Controller

INDEX TO EXHIBITS

Exhibit No.	Description
(a) (29)	Text of letter mailed to KCPL Shareholders on July 23, 1996.
(a) (30)	Text of letter mailed to KCPL Shareholders on July 23, 1996.
(a) (31)	Text of advertisement mailed to KCPL Shareholders on July 23, 1996.
(a) (32)	Text of advertisement published July 23, 1996 in The Wall Street Journal.

Western Resources

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

July 22, 1996

Dear KCPL Shareowner:

You, not KCPL management, own the Kansas City Power & Light Company. Yet Drue Jennings, KCPL's chairman, and his management have repeatedly sought to prevent you from realizing the higher dividends and substantial premium available from Western Resources. They refuse to even discuss our offer with us and instead spend your money in a campaign designed to deny you the benefits of our offer.

KCPL management even instructed their financial advisor not to consider our improved offer in evaluating the so-called "fairness" to you of the proposed UtiliCorp/KCPL transaction.

Ask yourself--why has KCPL management chosen to reject the superior financial benefits we believe our offer provides you? In our opinion that answer can be summarized in a single word: greed.

YOUR MONEY INTO MANAGEMENT POCKETS

We believe the proposed UtiliCorp/KCPL transaction would provide little benefit to you but, based on KCPL's proxy statement, if it is approved:

- Drue Jennings, KCPL's chairman, could receive more than \$8 million in salary and other cash benefits over five years.
- Mr. Jennings could quit, no questions asked, after three years and receive a payment of over \$5 million, plus benefits, without another day's work, and
- Mr. Jennings' compensation could triple to \$1.7 million or more, and his salary can never be reduced!

When was the last time your salary tripled?

The cost to KCPL shareowners would not end with Mr. Jennings' cash compensation. Under the "Maxim Stock Incentive Plan" (of which we believe Mr. Jennings would be a significant beneficiary), each senior executive could be given up to \$16 million (based on current market prices)

worth of stock options, stock appreciation rights and restricted stock. Up to 9 million shares of common stock (over \$240 million worth at recent market prices) are issuable to management under this Plan, representing dilution to shareowners of approximately 8.3%, more than four times the industry average.¹ In addition, under the "Maxim Management Incentive Plan", Mr. Jennings and other KCPL executives could each receive up to \$3,000,000 in annual bonuses. The enclosed advertisement further explains the personal compensation proposals for Mr. Jennings and other senior KCPL executives.

IT'S YOUR INVESTMENT

Western Resources is offering \$31 in Western Resources common stock in exchange for each of your KCPL shares,² which represents a 30% premium over KCPL's closing price on April 12, 1996 (the last trading day before the public announcement of our original offer).

If the UtiliCorp/KCPL transaction is approved, you would lose your opportunity to realize that significant premium, but KCPL executives would retain their multi-million dollar compensation plans.

IT'S YOUR DIVIDEND CHECK

The Western Resources/KCPL combination is projected to earn you an annual dividend of between \$2.00 and \$2.35 for each of your KCPL shares.³ This dividend rate is significantly higher than the \$1.85 annual dividend rate "recommended" under the proposed UtiliCorp/KCPL transaction. Western Resources has paid uninterrupted dividends for 72 years since its inception in 1924 and its dividend rate has increased every year for the last 20 years.

If the UtiliCorp/KCPL transaction is approved, you would lose the opportunity to receive the substantial increase in projected dividend payments being offered by Western Resources, but Mr. Jennings could quit after three years and receive a payment of over \$5 million for work never performed.

IT'S YOUR COMPANY

Mr. Jennings would have you believe that a combination with UtiliCorp is your only strategic option. They have sought to prevent you from obtaining the benefits of our offer--which every independent market analyst who has published an opinion says is financially superior to the UtiliCorp transaction--by rejecting it on your behalf without even meeting with us.

IT'S NOT THEIR DECISION ANYMORE!

On July 8, 1996, Western Resources brought its exchange offer directly to you. Now, in addition to voting AGAINST the proposed UtiliCorp/KCPL transaction on the GOLD proxy card, you can help make the Western Resources/KCPL merger a reality by tendering your KCPL shares.

We urge you to send a message to KCPL management to stop stonewalling and to accept the Western Resources offer, which we believe to be in the best interests of all KCPL shareholders.

Protect your valuable investment. Please sign, date and return the enclosed GOLD proxy card AGAINST the UtiliCorp proposal today.

Thank you for your support.

Sincerely,

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

1. Source: Mercial, Kelly J., POTENTIAL DILUTION AT AMERICA'S LEADING COMPANIES; Total Potential Dilution from Stock Plans at S&P 500 Companies, 1995 Investor Responsibility Research Center.
2. Assuming Western Resources' average share price is between \$28.18 and \$33.23 at the time of closing.
3. Based upon Western Resources' projected post-merger annual 1998 dividend rate of \$2.14 per share and the exchange ratio in the offer.

This letter is neither an offer to exchange nor a solicitation of an offer to exchange Shares. The 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 in any jurisdiction in which the making of the Offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. In any jurisdiction where securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on behalf of Western Resources, Inc. by Salomon Brothers Inc or one or more registered brokers licensed under the laws of such jurisdiction.

Western Resources

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

July 22, 1996

Dear KCPL Shareowner,

We feel the management of KCPL has repeatedly sought to prevent you from realizing higher projected dividends and a substantial premium from Western Resources \$31 exchange offer.

Ask yourself--why would KCPL management reject a better offer?

The enclosed ad explains the personal compensation proposals for Drue Jennings and other senior KCPL executives. Based on information contained in KCPL's proxy statement:

- Mr. Jennings, KCPL's chairman, could receive more than \$8 million in salary and other cash benefits over five years, even if he quits.
- Mr. Jennings' compensation in the first year could triple to up to \$1.7 million per year or more, and his salary can never be reduced!
- Senior executives could receive stock bonuses worth up to \$16 million per year, per person, up to \$240 million total.
- Senior executives could receive cash bonuses of up to \$3 million per year, per person.

Western Resources Investment Value

Independent utility analysts view our offer as achievable and sound. We believe that's because:

- They know we have the track record of making successful mergers happen.
- They know we kept our promises in the KGE merger in savings, jobs and dividends.

It's your choice.

Western Resources has given you the choice.

Our very real offer is before you now. Earlier this month we sent our exchange offer directly to you. Now, in addition to voting AGAINST the proposed UtiliCorp/KCPL transaction on the enclosed GOLD proxy card, you can make the Western Resources/KCPL merger a reality by tendering your KCPL shares to us.

We believe it's time for KCPL management to concern itself with more than its own compensation.

Let's work together to build a strong, growing company that puts shareowner interests first. Thank you.

Sincerely,

/s/ John Hayes
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. The 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 in any jurisdiction in which the making of the Offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. In any jurisdiction where securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer, the 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.

ATTENTION KCPL SHAREOWNERS:

WHEN WAS THE
LAST TIME YOU GOT
A 191% PAY RAISE?

That's the amount of pay raise KCPL Chairman Drue Jennings could get if his proposed merger with UtiliCorp goes through.* His compensation will be as high as \$1,670,000. And his salary can never be reduced.

If Mr. Jennings leaves KCPL following the merger, his employment contract could provide him with a severance payment up to \$8,350,000...plus benefits.

Now ask yourself why KCPL management refuses to accept Western Resources' offer of \$31 per share** and a projected dividend up to 27% higher than the projected UtiliCorp/KCPL dividend of \$1.85*** even though every independent market analyst who has published an opinion says that the Western Resources offer is best for shareowners.

Thats not all!

KCPL also wants you to approve an executive stock plan, which sets aside more than \$240,000,000 worth of stock for UtiliCorp/KCPL senior executives, based on the July 18, 1996, KCPL closing stock price. A senior executive can get up to \$16,000,000 worth (600,000 shares) of stock per year.

They are also asking for an executive bonus plan that allows cash bonuses to senior executives of up to \$3,000,000 per person per year.

Now...Ask yourself why two out of the three issues KCPL shareowners are voting on concern management compensation.

WHO REALLY BENEFITS?

Vote AGAINST the Proposed Merger
With UtiliCorp.
Vote No On The GOLD PROXY CARD.

Western Resources

IF YOU HAVE ANY QUESTIONS ON OUR OFFER, CALL GEORGESON & COMPANY, ASSISTING US AT 1-800-223-2064, OR ACCESS OUR WEB SITE AT <http://www.wstnres.com>.

- * According to the KCPL proxy statement, Mr. Jennings could receive total compensation up to \$1,670,000, which is almost triple his 1995 compensation of \$573,700.
- ** Assuming Western Resources' average share price is between \$28.18 and \$33.23 at the time of closing.
- *** Based on Western Resources' projected post-merger 1998 annual dividend rate of \$2.14 per share and the exchange ratio in Western Resources' offer.

ATTENTION KCPL SHAREOWNERS:

WHAT DO YOU
REALLY KNOW
ABOUT UTILICORP?

- - Had no growth in earnings per share over the last 10 years (pg. 57, 1995 UtiliCorp Annual Report).
- - Had to get special permission from its bank to avoid default on its loans (pg. 33, 1995 UtiliCorp Annual Report).
- - Has written off \$120 million in bad investments (pg. 45 & 46, 1995; pg. 46, 1994 UtiliCorp Annual Reports).
- - Has \$1.8 billion in investments that earned less than 3% (pg. 54, 1995 UtiliCorp Annual Report).
- - Has a pending shareowners' securities fraud lawsuit against it over investment write-offs and embezzlement (Alpern v. UtiliCorp United, Inc., Dkt. 92-CU-38, USDC Western District of Missouri).

Do you really want to give up \$4 per share and up to a 27% increase in projected dividends* for this?

Vote AGAINST the Proposed Merger With UtiliCorp.
Vote No On The GOLD PROXY CARD.

Western Resources

IF YOU HAVE ANY QUESTIONS ON OUR OFFER, CALL GEORGESON & COMPANY, ASSISTING US AT 1-800-2064, OR ACCESS OUR WEB SITE AT <http://www.wstnres.com>.

* Based upon Western Resources \$31 exchange offer, assuming Western Resources average share price is between \$28.18 and \$33.23 at the time of closing; Western Resources projected post-merger 1998 dividend rate of \$2.14 per share; the exchange ratio in Western Resources' offer; and closing stock prices on July 19, 1996.

This advertisement 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.