

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 21)

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

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New York, New York 10019  
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This Amendment No. 21 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)(71) Text of a news release / employee update  
issued on August 5, 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 August 6, 1996

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

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered	Pages
(a)(71)	Text of a news release / employee update issued on August 5, 1996		2

The following news release / employee update was issued on August 5, 1996.

KCPL DENIED APPEAL,  
AGAIN POSTPONES SHAREOWNER VOTE

SHAREOWNERS URGED TO VOTE  
AGAINST UTILICORP/KCPL PROPOSAL

TOPEKA, Kansas, August 5, 1996 -- Western Resources officials this afternoon responded to Kansas City Power & Light Company's (KCPL) latest announcement that it is postponing its August 7 special meeting for shareowners.

This is the second time KCPL has delayed a scheduled shareowner vote regarding its UtiliCorp/KCPL merger proposal. The first delay occurred on May 20.

"It's important that KCPL shareowners be advised of the impact of these recent court decisions, which could affect the completion of a UtiliCorp/KCPL transaction," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer.

"At the same time, we would hope that the voting process would move forward as promptly as possible. We believe shareowners are ready for their votes to be tabulated and announced," he said.

In a related announcement, Western Resources said Senior U.S. District Judge Scott O. Wright this morning denied a request by KCPL for permission for an immediate appeal of the court's Friday order requiring a two-thirds affirmative vote of all outstanding shares for its proposed merger with UtiliCorp.

KCPL had speculated in a public statement on Friday it expected an expedited review of the court order from the U.S. Court of Appeals for the Eighth Circuit in St. Louis.

Western Resources said that this morning's court decision is yet another obstacle for KCPL in its attempt to merge with UtiliCorp. "Once again, KCPL has experienced a major setback in its merger attempt with UtiliCorp," said Hayes.

On July 26, Western Resources reached a settlement agreement with the Kansas Corporation Commission (KCC) staff in its rate case. The agreement supported Western Resources' projected earnings calculations for a Western Resources/KCPL merged company and required no change in Western Resources' post-merger forecast of earnings and dividends as detailed in its exchange material. KCPL had said the uncertainty of the rate case had influenced its decision to rebuff the Western Resources offer.

Another defeat for KCPL occurred July 31 when Institutional Shareholder Services (ISS), one of the most widely followed independent organizations specializing in proxy analysis, recommended to its clients a vote AGAINST the proposed UtiliCorp/KCPL merger.

Western Resources continued to encourage KCPL shareowners to vote AGAINST the UtiliCorp/KCPL proposal on the GOLD proxy cards.

Western Resources (NYSE:WR) is a diversified energy company. 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, 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 us on the Internet at <http://www.wstnres.com>.

This news release / employee update 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.

