

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

WESTERN RESOURCES, INC.  
(Exact name of registrant as specified in its charter)

Kansas 48-0290150  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

818 Kansas Avenue  
Topeka, Kansas 66612  
(Address of Principal Executive Offices)

WESTERN RESOURCES, INC. EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the plan)

Richard D. Terrill, Esq. William B. Moore  
Vice President, Law Acting Executive Vice President  
and Corporate Secretary and Chief Financial Officer  
818 Kansas Avenue 818 Kansas Avenue  
Topeka, Kansas 66612 Topeka, Kansas 66612  
(785) 575-6322 (785) 575-6369

(Names, addresses and telephone numbers,  
including area code, of agents for service)

Copy to:  
Gary W. Wolf, Esq.  
Cahill Gordon & Reindel  
80 Pine Street  
New York, NY 10005-1702

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, \$5.00 Par Value	500,000 shares	\$32.51	\$16,255,000	\$4,518.89

- (1) Subject to adjustment to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for purposes of calculating the registration fee. Pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, the registration fee has been calculated based on the average of the high and low sale prices reported for the Common Stock of Western Resources, Inc. on January 20, 1999, which was \$32.51 per share, as reported on the New York Stock Exchange Composite Transactions.

PART I

INFORMATION REQUIRED  
IN PROSPECTUS

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.\*

\*The information called for by Part I of Form S-8 is not being filed with or included in this Form S-8 in accordance with Rule 428 under the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED  
IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

Western Resources (the "Company") hereby incorporates by reference the following documents previously filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"):

- (a) The Company's Annual Report on Form 10-K/A for the fiscal year ended December 31, 1997 (File No. 1-3523);
- (b) The Company's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 1998, June 30, 1998, as amended by Amendment No. 1 thereto on Form 10-Q/A dated June 30, 1998, and September 30, 1998 (File No. 1-3523);
- (c) The Company's Current Reports on Form 8-K dated January 5, 1998, March 23, 1998, July 13, 1998, August 3, 1998 and August 6, 1998, (File No. 1-3523);
- (d) The description of the Company's Common Stock contained in the Registration Statement on Form 10, filed May 5, 1949, as updated by the description contained in Item 7 of the Company's Form 10-Q filed for the quarter ended March 31, 1979; and
- (e) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Company's annual report referenced in (a) above.

All documents subsequently filed by the Company with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the termination of the offering of the Common Stock offered hereby shall be deemed to be incorporated by reference herein and to be a part hereof from the date any such document is filed.

Any statements contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in

this Registration Statement or in any other subsequently filed document which also is incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement except as so modified or superseded.

ITEM 4. DESCRIPTION OF SECURITIES.

The description of the Registrant's Common Stock to be offered pursuant to this Registration Statement has been incorporated by reference into this Registration Statement as described in Item 3 of this Part II.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The financial statements and schedules included in or incorporated by reference in this Registration Statement to the extent and for the periods indicated in their reports have been audited by Arthur Andersen LLP, independent public accountants, and are included herein in reliance upon the authority of said firm as experts in giving said reports.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article XVIII of the Company's Restated Articles of Incorporation, as amended, provides that a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for paying a dividend or approving a stock repurchase in violation of the Kansas General Corporation Code, or (iv) for any transaction from which the director derived an improper personal benefit. This provision is specifically authorized by Section 17-6002(b)(8) of the Kansas General Corporation Code.

Section 17-6305 of the Kansas General Corporation Code (the "Indemnification Statute") provides for indemnification by a corporation of its corporate officers, directors, employees and agents. The Indemnification Statute provides that a corporation may indemnify such persons who have been, are, or may become a party to an action, suit or proceeding due to his or her status as a director, officer, employee or agent of the corporation. Further, the Indemnification Statute grants authority to a corporation to implement its own broader indemnification policy. Article XVIII of the Company's Restated Articles of Incorporation, as amended, requires the Company to indemnify its directors and officers to the fullest extent provided by Kansas law. Further, as is provided for in Article XVIII, the Company has entered into indemnification agreements with its directors, which provide for indemnification which is broader than that available under Article XVIII and the Indemnification Statute.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

The following exhibits are filed herewith, or incorporated herein by reference:

EXHIBIT NO.	EXHIBIT
5	Opinion of Richard D. Terrill, Esq.
23(a)	Consent of Arthur Andersen LLP, filed herewith.

- 23(b) Consent of Richard D. Terrill, Esq. (included in Exhibit 5).
- 24 Power of Attorney (included on signature page to Registration Statement).

The registrant will submit or cause to be submitted the Plan and will submit any amendments thereto to the Internal Revenue Service in a timely manner and will make all changes required by the IRS to maintain the Plan's qualification.

ITEM 9. UNDERTAKINGS.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in

Item 6 above, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to the court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Western Resources, Inc., the Registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of Topeka, State of Kansas, on 21st day of January, 1999.

WESTERN RESOURCES, INC.  
(Registrant)

By: /s/ David C. Wittig

-----  
Name: David C. Wittig  
Title: President and Chief Executive Officer

Each person whose signature appears below appoints David C. Wittig, William B. Moore and Richard D. Terrill and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ David C. Wittig ----- David C. Wittig	President and Chief Executive Officer (Principal Executive Officer)	January 21, 1999
/s/ William B. Moore ----- William B. Moore	Acting Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	January 21, 1999
/s/ John E. Hayes, Jr. ----- John E. Hayes, Jr.	Chairman of the Board; Director	January 21, 1999
/s/ Frank J. Becker ----- Frank J. Becker	Director	January 21, 1999
/s/ C. Q. Chandler ----- C.Q. Chandler	Director	January 21, 1999
/s/ Thomas R. Clevenger ----- Thomas R. Clevenger	Director	January 21, 1999

/s/ John C. Dicus ----- John C. Dicus	Director	January 21, 1999
/s/ David H. Hughes ----- David H. Hughes	Director	January 21, 1999
/s/ Russell W. Meyer, Jr. ----- Russell W. Meyer, Jr.	Director	January 21, 1999
/s/ Louis W. Smith ----- Louis W. Smith	Director	January 21, 1999

EXHIBIT INDEX

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January 21, 1999

Western Resources, Inc.  
818 Kansas Avenue  
Topeka, Kansas 66612

Dear Sirs:

As Vice President, Law of Western Resources, Inc. (the "Company"), and in connection with the proposed issue and sale, from time to time, of up to 500,000 shares of Common Stock, par value \$5.00 per share, of the Company (hereinafter called the "Offered Common Stock"), with respect to which the Company is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission under the Securities Act of 1933 to which Registration Statement this opinion shall be filed as an exhibit, I advise you that, in my opinion:

1. The Company is a corporation duly organized and validly existing under the laws of the State of Kansas.

2. Upon (a) authorization of the issue and sale of the Offered Common Stock by applicable regulatory commissions having jurisdiction, (b) the Registration Statement becoming effective under the Securities Act of 1933, (c) the authorization of the issuance, sale and delivery of the Offered Common Stock by the Board of Directors of the Company and (d) full payment therefor, the Offered Common Stock will be legally issued, validly outstanding, fully paid and nonassessable and the holders thereof will be entitled to the rights and privileges appertaining thereto, as set forth in the Company's Restated Articles of Incorporation, as amended.

I hereby consent to the filing of a copy of this opinion as an exhibit to said Registration Statement. I also consent to the use of my name and the making of the statements with respect to myself in the Registration Statement and the Prospectus constituting a part thereof.

Very truly yours,

/s/ Richard D. Terrill

-----  
Richard D. Terrill

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 29, 1998 included in Western Resources, Inc.'s Form 10-K for the year ended December 31, 1997, and to all references to our Firm included in this Registration Statement.

/s/ ARTHUR ANDERSEN LLP

Kansas City, Missouri  
January 20, 1999