

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant /X/
Filed by a Party other than the Registrant / /

Check the appropriate box:

- / / Preliminary Proxy Statement
- / / Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- /X/ Definitive Proxy Statement
- / / Definitive Additional Materials
- / / Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

KANSAS CITY POWER & LIGHT COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- /X/ No fee required.
- / / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:

- / / Fee paid previously with preliminary materials.
- / / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:

[LOGO]

KANSAS CITY POWER & LIGHT COMPANY
1201 WALNUT
KANSAS CITY, MISSOURI 64106

April 11, 1997

Dear Shareholder:

We are pleased to invite you to the Annual Meeting of Shareholders of Kansas City Power & Light Company. This meeting will be held at 10:00 a.m. Central Daylight Time on Thursday, May 22, 1997, at the Nelson-Atkins Museum of Art, 4525 Oak Street, Kansas City, Missouri.

At the Annual Meeting you will be asked to elect nine directors to hold office for a term of one year and until their successors have been duly elected and qualified, and to ratify and approve the appointment of independent accountants.

The vote on the proposal to approve and adopt the Agreement and Plan of Merger dated as of February 7, 1997, between KCPL and Western Resources, Inc., providing for a merger of KCPL with and into Western Resources will not be held at this Annual Meeting but at a Special Meeting of Shareholders later this year.

We look forward to meeting you at the Annual Meeting. Coffee and rolls will be available at 9:00 a.m. if you are able to join us.

Sincerely,

[LOGO]

Drue Jennings
Chairman of the Board, President
and Chief Executive Officer

KANSAS CITY POWER & LIGHT COMPANY
1201 WALNUT
KANSAS CITY, MISSOURI 64106

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
MAY 22, 1997

Notice is hereby given that the Annual Meeting of Shareholders of KANSAS CITY POWER & LIGHT COMPANY will be held at the Nelson-Atkins Museum of Art, 4525 Oak Street, Kansas City, Missouri, on Thursday, May 22, 1997, commencing at 10:00 a.m., Central Daylight Time, to consider and act upon the following matters and such other business as may properly come before the meeting and any adjournment or adjournments thereof:

1. The election of nine directors; and
2. A proposal to ratify and approve the Board of Directors' appointment of Coopers & Lybrand L.L.P. as independent accountants for 1997.

The holders of record of the outstanding Common Stock of KCPL at the close of business on April 8, 1997 are entitled to vote at the meeting.

By Order of the Board of Directors,

JEANIE SELL LATZ
Secretary

Kansas City, Missouri
April 11, 1997

YOUR VOTE IS IMPORTANT

Whether or not you expect to attend the meeting, please date and sign the enclosed proxy and return it in the accompanying envelope to which no postage need be affixed if mailed in the United States.

KANSAS CITY POWER & LIGHT COMPANY
1201 WALNUT
KANSAS CITY, MISSOURI 64106

PROXY STATEMENT
APRIL 11, 1997

This Proxy Statement is furnished in connection with the Annual Meeting of Shareholders of Kansas City Power & Light ("KCPL") to be held at the Nelson-Atkins Museum of Art, 4525 Oak Street, Kansas City, Missouri, on Thursday, May 22, 1997 commencing at 10:00 a.m., Central Daylight Time, and any adjournment or adjournments thereof. This proxy statement and accompanying proxy will be mailed to the shareholders of KCPL on or about April 11, 1997.

ACTION TO BE TAKEN AT THE MEETING

The following matters will be acted on at the meeting:

1. The election of nine directors; and
2. A proposal to ratify and approve the Board of Directors' appointment of Coopers & Lybrand L.L.P. as independent accountants for 1997.

Management does not intend to bring before the meeting any business other than the matters set forth above and knows of no other matters that may be brought before the meeting. However, if any other matters properly come before the meeting, or any adjournment or adjournments thereof (including procedural matters arising during the course thereof), the persons named in the enclosed proxy will vote said proxy in accordance with their judgment on such matters, insofar as such proxies are not limited to the contrary.

ELECTION OF KCPL DIRECTORS

A board of nine directors will be elected at the KCPL Annual Meeting of Shareholders to hold office until the next Annual Meeting of Shareholders and until their successors shall be elected and qualified. All of the nominees are presently directors of KCPL.

It is intended that proxies given pursuant to this solicitation will be voted for the nominees for directors whose names are hereinafter set forth, but if any other candidate for director is proposed at the meeting, such proxies may be voted cumulatively for less than all of the nominees named herein. In case any of the nominees named herein should become unavailable for election to the KCPL Board for any reason, such proxies may be voted for the election of a nominee to be designated by the KCPL Board. Each of the nominees named herein has consented to being named as a nominee and to serve as a director if elected, and the KCPL Board has no reason to believe that any of the nominees named herein will be unavailable for election.

NOMINEES FOR DIRECTORS

DAVID L. BODDE Director since 1994

Dr. Bodde, 54, holds the Charles N. Kimball Chair in Technology and Management at the Bloch School of Business, University of Missouri, Kansas City. Dr. Bodde formerly served as Vice President of the Midwest Research Institute ("MRI") and President of its new venture subsidiary, MRI-Ventures. He serves on the Board of Trustees of The Commerce Funds, a publicly-traded group of mutual funds. Dr. Bodde is a member of the Nuclear Affairs and Strategic Planning Committees.

WILLIAM H. CLARK Director since 1983

Mr. Clark, 65, is President of the Urban League of Greater Kansas City, a community service agency which focuses on intergroup relations and human services. Mr. Clark is a member of the Executive and Community Development Committees.

ROBERT J. DINEEN Director since 1987

Mr. Dineen, 67, is Chairman of the Board of Layne Christensen Company, provider of the nation's largest drilling services for the water supply, environmental and minerals exploration markets. He was President and Chief Executive Officer of the Marley Company from 1986 through 1993. He is also a director of Owens-Illinois Inc. Mr. Dineen is a member of the Executive, Nominating & Compensation, and Nuclear Affairs Committees.

ARTHUR J. DOYLE Director since 1976

Mr. Doyle, 73, is the retired Chairman of the Board, former President and Chief Executive Officer of KCPL. Mr. Doyle is a member of the Executive, Audit, and Nuclear Affairs Committees.

W. THOMAS GRANT II Director since 1989

Mr. Grant, 46, is Chairman of the Board and Chief Executive Officer of Seafield Capital Corporation, a holding company with a focus on health care and insurance services, and

Chairman, President, and Chief Executive Officer of LabOne Inc., a centralized laboratory that markets clinical, substance abuse and insurance laboratory services nationwide. He is a director of Business Men's Assurance Company of America, Response Oncology, Inc., Commerce Bancshares, Inc. and AMC, Inc. Mr. Grant is a member of the Audit and Community Development Committees.

A. DRUE JENNINGS

Director since 1987

Mr. Jennings, 50, is Chairman of the Board, President and Chief Executive Officer of KCPL. He is also the Chairman of the Federal Reserve Bank of Kansas City. Mr. Jennings is a member of the Executive and Strategic Planning Committees.

GEORGE E. NETTELS, JR.

Director since 1980

Mr. Nettels, 69, is Chairman of the Board of Midwest Minerals, Inc., a Kansas-based company involved in construction mineral processing and quarry operations. He is also President of Yampa Resource Associates, Inc., a mined land reclamation operation. Mr. Nettels is a member of the Nominating & Compensation, Nuclear Affairs, and Strategic Planning Committees.

LINDA HOOD TALBOTT

Director since 1983

Dr. Talbott, 56, is President of Talbott & Associates, international consultants in strategic planning, philanthropic management, and development to foundations, corporations, and the nonprofit sector. She is Chairman of the Center for Philanthropic Leadership and Adjunct Professor in the School of Graduate Studies at the University of Missouri, Kansas City. Prior to January 1994 she was President of the Clearinghouse for Midcontinent Foundations. Dr. Talbott is a member of the Audit and Community Development Committees.

ROBERT H. WEST

Director since 1980

Mr. West, 58, is Chairman of the Board and Chief Executive Officer of Butler Manufacturing Company, a supplier of non-residential building systems, specialty components, and construction services. He is also a director of Burlington Northern Santa Fe Corporation and Commerce Bancshares, Inc. Mr. West is a member of the Executive, Nominating & Compensation, and Strategic Planning Committees.

COMMITTEES AND MEETINGS OF THE BOARD OF DIRECTORS

During 1996, the KCPL Board had six standing committees: an Executive Committee, an Audit Committee, a Nominating & Compensation Committee, a Nuclear Affairs Committee, a Community Development Committee, and a Strategic Planning Committee. Committee work was accomplished by members informally as well as at meetings formally called.

The Executive Committee serves during the intervals between meetings of the Board and exercises any and all of the powers of the KCPL Board in the management of the business of KCPL. The Executive Committee, which presently consists of Messrs. Clark, Dineen, Doyle, Jennings, and West, met twice in 1996.

The functions of the Community Development Committee, which met twice during 1996, are to (i) establish guidelines for execution of the policy dimensions on community development, (ii) recommend an annual community development budget to the KCPL Board, (iii) approve community development expenditures, and (iv) receive and transmit to the KCPL Board the annual report of community development activities and expenditures. Messrs. Clark and Grant and Dr. Talbott presently serve on the Community Development Committee.

The primary functions of the Audit Committee, which met twice during 1996, are to (i) make recommendations to the KCPL Board concerning the selection of auditors, (ii) review the results and scope of the audits, and (iii) examine other matters relating to the internal and external audit of KCPL's accounts and the financial affairs of KCPL. Dr. Talbott, Messrs. Doyle and Grant presently serve as members of the Audit Committee.

The Nominating & Compensation Committee recommends to the KCPL Board the nomination of persons to serve as (i) members of the KCPL Board, (ii) Chairman of the Board, (iii) President, and (iv) Chief Executive Officer; administers the KCPL Long-Term Incentive Plan (the "KCPL Long-Term Incentive Plan"); and makes recommendations with respect to the compensation to be paid to KCPL Board members and KCPL officers. The Nominating & Compensation Committee, which met six times during 1996, presently consists of Messrs. Dineen, Nettels, and West. Shareholders wishing to submit the name of a candidate for the KCPL Board for consideration by the Nominating & Compensation Committee should submit their recommendations, along with biographical information, to the Secretary of KCPL.

The Nuclear Affairs Committee monitors, reviews, evaluates, and makes recommendations with respect to nuclear matters and affairs. The Nuclear Affairs Committee, which met once during 1996, presently consists of Dr. Bodde, Messrs. Dineen, Doyle, and Nettels.

The Strategic Planning Committee (i) analyzes, reviews, and evaluates evolving policy and business matters, (ii) analyzes special projects and opportunities, and (iii) develops strategic options and recommendations for the KCPL Board. The Strategic Planning Committee, which did not meet during 1996, presently consists of Dr. Bodde, Messrs. Jennings, Nettels, and West.

Six regular and eleven special meetings of the KCPL Board were held during 1996. Work of KCPL's directors is performed not only at meetings of the KCPL Board and its committees, but also in the research and study of KCPL matters and documents and in numerous communications with the Chairman of the Board and others. During 1996 each of the directors attended 75% or more of the meetings of the KCPL Board and committees on which they served.

In 1996 non-employee members of the KCPL Board were paid an annual retainer of \$18,000 (\$3,000 of which was used to buy shares of KCPL Common Stock) and attendance fees of \$750 for each Board meeting and \$750 for each committee meeting attended.

OWNERSHIP OF VOTING STOCK

KCPL VOTING STOCK

Management of KCPL has no knowledge of any person (as that term is defined by the Securities and Exchange Commission) who owns beneficially more than 5% of KCPL Common Stock.

The number of shares of KCPL Common Stock beneficially owned by the KCPL Board, the named executive officers, and all directors and officers as a group are set forth below:

TITLE OF CLASS	NAME OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP (1)
Common Stock	Bernard J. Beaudoin.....	30,130(2)
Common Stock	David L. Bodde.....	1,655
Common Stock	William H. Clark.....	1,390
Common Stock	Robert J. Dineen.....	1,968
Common Stock	Arthur J. Doyle.....	17,938(3)
Common Stock	W. Thomas Grant II.....	968
Common Stock	Marcus Jackson.....	21,611(2)
Common Stock	A. Drue Jennings.....	74,430(2)
Common Stock	George E. Nettels, Jr.....	8,852(4)
Common Stock	Linda Hood Talbott.....	4,250
Common Stock	Ronald G. Wasson.....	21,393(2)
Common Stock	Robert H. West.....	2,860(5)
Common Stock	J. Turner White.....	17,620(2)
Common Stock	All officers and directors as a group (24 persons)....	309,494(2)

(1) Shares of the KCPL Common Stock owned by any director or officer and by the directors and officers as a group is less than 1% of such stock. Unless otherwise specified, each director and named executive officer has sole voting and sole investment power with respect to the shares indicated.

(2) Includes shares held pursuant to the KCPL's Employee Savings Plus Plan. Also includes exercisable non-qualified stock options granted under the Long-Term Incentive Plan in the following amounts: Jennings, 54,375; Beaudoin, 27,188; Jackson, 18,500; Wasson, 17,188; and White, 15,750.

(3) The nominee disclaims beneficial ownership of 200 shares reported which are owned by nominee's wife.

(4) The nominee disclaims beneficial ownership of 3,400 shares reported which are owned by nominee's wife.

(5) The nominee disclaims beneficial ownership of 1,200 shares reported which are held by nominee's wife as custodian for minor children.

EXECUTIVE COMPENSATION

The following Summary Compensation Table sets forth the compensation of the five highest-paid executive officers of KCPL for the last three fiscal years.

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION		LONG-TERM COMPENSATION	ALL OTHER COMPENSATION(\$)(4)
		SALARY \$	BONUS (\$)(3)	AWARDS	
				SECURITIES UNDERLYING OPTIONS/SARS(#)	
A. Drue Jennings	1996	415,000	71,795	13,750 shares	58,415
Chairman of the Board	1995	403,000	132,062	13,750 shares	57,307
President and Chief Executive Officer	1994	390,000	120,710	13,750 shares	36,657
Bernard J. Beaudoin(1)	1996	206,000	80,000	0	21,057
Executive Vice President and Chief Financial Officer	1995	200,000	45,800	6,875 shares	19,221
	1994	185,000	57,965	6,875 shares	17,023
Marcus Jackson	1996	160,000	27,680	6,000 shares	14,748
Executive Vice President and Chief Operating Officer	1995	155,000	38,870	6,000 shares	10,458
	1994	145,000	49,405	6,000 shares	9,612
Ronald G. Wasson(2)	1996	195,000	76,000	0	22,458
President, KLT Inc.	1995	190,000	29,260	6,875 shares	21,321
	1994	185,000	57,965	6,875 shares	17,182
J. Turner White	1996	145,000	75,085	6,000 shares	9,867
Executive Vice President Corporate Development	1995	139,000	46,406	6,000 shares	5,543
	1994	127,500	26,098	6,000 shares	5,308

(1) Mr. Beaudoin assumed his current position on November 1, 1996. Prior to that date he was President of KLT Inc., a wholly-owned subsidiary of KCPL.

(2) Mr. Wasson assumed his current position on November 1, 1996. Prior to that date he was Executive Vice President of KLT Inc., a wholly-owned subsidiary of KCPL.

(3) These amounts include incentive pay and ad hoc bonuses.

(4) For 1996 amounts include: Flex dollars under the flexible benefits plan: Jennings -- \$15,213, Beaudoin -- \$10,399, Jackson -- \$9,998, Wasson -- \$10,508, White -- \$5,595. Deferred Flex dollars: Jennings -- \$19,244, Beaudoin -- \$2,209; Wasson -- \$1,520. Above-market interest paid on deferred compensation: Jennings -- \$11,508, Beaudoin -- \$2,269, Wasson -- \$4,583. KCPL contribution under the KCPL Employee Savings Plus Plan: Jennings -- \$4,500, Beaudoin -- \$4,500, Jackson -- \$4,750, Wasson -- \$4,500; White -- \$4,272. KCPL contribution to Deferred Compensation and Supplemental Retirement Plan: Jennings -- \$7,950, Beaudoin -- \$1,680, Wasson -- \$1,347.

OPTIONS AND STOCK APPRECIATION RIGHTS

OPTION/SAR GRANTS IN LAST FISCAL YEAR

INDIVIDUAL GRANTS ----- NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS/SARS GRANTED (#)(1)	PERCENT OF TOTAL OPTIONS/SARS GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE OR BASE PRICE (\$/SH)	EXPIRATION DATE	GRANT DATE PRESENT VALUE (\$)(2)
A. Drue Jennings.....	13,750	23%	26.1875	5/31/06	43,450
Bernard J. Beaudoin.....	0	0	--	--	0
Marcus Jackson.....	6,000	10%	26.1875	5/31/06	18,960
Ronald G. Wasson.....	0	0	--	--	0
J. Turner White.....	6,000	10%	26.1875	5/31/06	18,960

(1) One-half of the options granted in 1996 are exercisable on or after May 31, 1997, and the remaining one-half are exercisable on or after May 31, 1998. Each option is granted in tandem with a limited stock appreciation right exercisable automatically in the event of a Change in Control as defined below. Options may be exercised with cash or previously-owned shares of KCPL Common Stock. Dividends accrue on the options as though reinvested at the regular dividend rate. Such accrued dividends will be paid if the options are exercised and if the exercise price is equal to or above the grant price.

A "Change in Control" shall be deemed to have occurred if (i) any person other than a trustee or other fiduciary holding securities under an employee benefit plan of KCPL, and other than KCPL or a corporation owned, directly or indirectly, by the shareholders of KCPL in substantially the same proportions as their ownership of stock of KCPL, is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Securities Exchange Act of 1934), directly or indirectly, of securities of KCPL representing 20% or more of KCPL Common Stock then outstanding; or (ii) during any period of two consecutive years, individuals who at the beginning of such period constitute the KCPL Board and any new director (other than a director designated by a person who has entered into an agreement with KCPL to effect a transaction described in (i) above) whose election by the KCPL Board or nomination for election by KCPL's shareholders was approved by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved, cease for any reason to constitute a majority thereof.

(2) The grant date valuation was calculated by using the binomial option pricing formula, a derivative of the Black-Scholes model. The underlying assumptions used to determine the present value of the options were as follows:

Annualized stock volatility:	0.146
Time of exercise (option term):	10 years
Risk free interest rate:	6.8%
Stock price at grant:	\$26.1875
Exercise price:	\$26.1875
Average dividend yield:	6.5%
Vesting restrictions discount:	3% per year

This calculation does not include dividends which may be paid upon exercise.

AGGREGATED OPTION/SAR EXERCISES IN THE LAST FISCAL YEAR AND FISCAL YEAR-END OPTION/SAR VALUES

NAME	SHARES ACQUIRED ON EXERCISE (#)(1)	VALUE REALIZED (\$)(1)	NUMBER OF UNEXERCISED OPTIONS/SARS AT FISCAL YEAR-END (#)		VALUE OF IN-THE-MONEY OPTIONS/SARS AT FISCAL YEAR-END (\$)(2)	
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
A. Drue Jennings.....	0	0	54,375	20,625	347,393	69,180
Bernard J. Beaudoin.....	0	0	27,188	3,437	173,382	18,689
Marcus Jackson.....	5,322	65,177	18,500	9,000	116,500	30,188
Ronald G. Wasson.....	13,306	156,549	17,188	3,437	104,632	18,666
J. Turner White.....	0	0	15,750	9,000	103,781	30,188

(1) Includes dividends which accrued on options and were reinvested.

(2) Does not include dividends which may be paid upon exercise.

BENEFIT PLANS

PENSION PLANS

KCPL has a non-contributory pension plan (the "KCPL Pension Plan") for its management employees, including executive officers, providing for benefits upon retirement, normally at age 65. In addition, an unfunded deferred compensation plan provides a supplemental retirement benefit for executive officers. The following table shows examples of single life

option pension benefits (including unfunded supplemental retirement benefits) payable upon retirement at age 65 to the named executive officers:

AVERAGE ANNUAL BASE SALARY FOR HIGHEST 36 MONTHS	ANNUAL PENSION FOR YEARS OF SERVICE INDICATED			
	15	20	25	30 OR MORE
150,000	45,000	60,000	75,000	90,000
200,000	60,000	80,000	100,000	120,000
250,000	75,000	100,000	125,000	150,000
300,000	90,000	120,000	150,000	180,000
350,000	105,000	140,000	175,000	210,000
400,000	120,000	160,000	200,000	240,000
450,000	135,000	180,000	225,000	270,000
500,000	150,000	200,000	250,000	300,000
550,000	165,000	220,000	275,000	330,000

Each eligible employee with 30 or more years of credited service in the KCPL Pension Plan is entitled to a total monthly annuity at his normal retirement date equal to 50% of his average base monthly salary for the period of 36 consecutive months in which his earnings were highest. The monthly annuity will be proportionately reduced if his years of credited service are less than 30. The compensation covered by the KCPL Pension Plan -- base monthly salary -- excludes any bonuses and other compensation. The KCPL Pension Plan provides that pension amounts are not reduced by Social Security benefits. The estimated credited years of service for each of the named executive officers in the Summary Compensation table are as follows: Jennings, 22; Beaudoin, 16; Jackson, 19; Wasson, 29; and White, 14.

Eligibility for supplemental retirement benefits is limited to officers selected by the Nominating & Compensation Committee of the KCPL Board; all the named executive officers are participants. The annual target retirement benefit payable at the normal retirement date is equal to 2% of highest average earnings, as defined, for each year of credited service up to 30 (maximum of 60% of highest average earnings). The actual retirement benefit paid equals the target retirement benefit less retirement benefits payable under the management pension plan. A liability accrues each year to cover the estimated cost of future supplemental benefits.

Section 415 of the Internal Revenue Code imposes certain limitations on pensions which may be paid under tax qualified pension plans. In addition to the supplemental retirement benefits, the amount by which pension benefits under the Plan computed without regard to Section 415 exceed such limitations will be paid outside the qualified plan and accounted for by KCPL as an operating expense.

SEVERANCE AGREEMENTS

KCPL has entered into severance agreements ("Severance Agreements") with certain of its senior executive officers, including the named executives, to ensure their continued service and dedication to KCPL and their objectivity in considering on behalf of KCPL any

transaction which would change the control of KCPL. Under the KCPL Severance Agreements, a senior executive officer would be entitled to receive a lump-sum cash payment and certain insurance benefits during the three-year period after a Change in Control, (or, if later, the three-year period following the consummation of the transaction, the approval of which, by KCPL's shareholders constitutes a Change in Control) if such officer's employment was terminated (i) by KCPL other than for cause or upon death or disability, (ii) by such senior executive officer for "Good Reason" (as defined therein), or (iii) by such senior executive officer for any reason during a 30-day period commencing one year after such Change in Control or, if later, commencing one year following consummation of the transaction the approval of which by KCPL's shareholders constitutes a change in control, (a "Qualifying Termination"). A Change in Control is defined as (i) an acquisition by a person or group of 20% or more of the KCPL Common Stock (other than an acquisition from or by KCPL or by a KCPL benefit plan), (ii) a change in a majority of the KCPL Board, or (iii) approval by the shareholders of a reorganization, merger or consolidation (unless shareholders receive 60% or more of the stock of the surviving company) or a liquidation, dissolution or sale of substantially all of KCPL's assets.

Upon a Qualifying Termination, KCPL must make a lump-sum cash payment to the senior executive officers of (i) such senior executive officer's base salary through the date of termination, (ii) a pro-rated bonus based upon the average of the bonuses paid to such senior executive officer for the last five fiscal years, (iii) any accrued vacation pay, (iv) three times such senior executive officer's highest base salary during the prior 12 months, (v) three times the average of the bonuses paid to such senior executive officer for the last five fiscal years, (vi) the actuarial equivalent of the excess of the senior executive officer's accrued pension benefits including supplemental retirement benefits computed without reduction for early retirement and including three additional years of benefit accrual service, over the senior executive officer's vested accrued pension benefits, and (vii) the value of any unvested KCPL contributions for the benefit of the senior executive officer under the KCPL Employee Savings Plus Plan. In addition, KCPL must offer health, disability and life insurance plan coverage to the senior executive officer and his dependents on the same terms and conditions that existed immediately prior to the Qualifying Termination for three years, or, if earlier, until such senior executive officer is covered by equivalent plan benefits. KCPL is also obligated to make certain "gross-up" payments in connection with tax obligations arising pursuant to payments under the KCPL Severance Agreements as well as to provide reimbursement of certain expenses relating to disputes arising thereunder.

Payments and other benefits under the KCPL Severance Agreements are in addition to benefits accruing under the KCPL Long-Term Incentive Plan. Upon a Change in Control (as defined in the KCPL Long-Term Incentive Plan), all stock options granted in tandem with limited stock appreciation rights will be automatically exercised.

BOARD COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Nominating & Compensation Committee of KCPL ("Compensation Committee") is composed of three independent outside directors. All the Compensation Committee's executive compensation decisions are reviewed by the full KCPL Board, except for awards under the Long-Term Incentive Plan. The Compensation Committee has not adopted a policy concerning the Internal Revenue Service's rules on the deductibility of compensation in excess of \$1,000,000.

Executive compensation for KCPL's executive officers consists of base salary, incentive pay, and long-term compensation. The package was designed to attract and keep talented, key executives critical to KCPL's long-term success in a deregulated market and to support a performance-oriented environment. Base salaries are established on the basis of (i) job responsibilities and complexity, (ii) individual performance under established guidelines, and (iii) competitiveness for comparable positions in companies of similar size within the industry. Total compensation packages are compared annually with several national compensation surveys including data prepared by the Edison Electric Institute ("EEI").

KCPL's executive incentive pay consists of both formula and discretionary awards. Awards based on formula are linked to the achievement of specific annual performance objectives set by the KCPL Board. The 1996 performance objective was based on a range in the improvement in Economic Value Added ("EVA-Registered Trademark-"), beginning with 0% of annual base salary for minimum improvement and increasing to 20% for maximum improvement. Actual EVA-Registered Trademark- improvement resulted in incentive payments equal to 16% of base salary that was further increased by 1.3% to reflect a decline in the real price of electricity within KCPL's service territory, for a 1996 total of 17.3% of executive base salary. Discretionary awards under the incentive pay program, which cannot exceed 10% of total participants' salaries, are given for outstanding individual contributions determined by the Compensation Committee. Discretionary awards were not paid in 1996. Executive officers are also eligible to receive ad hoc bonuses for special projects. Mr. White, a named executive officer, received such a bonus in 1996.

Long-term compensation, to further link total KCPL executive compensation to corporate performance, was paid in 1996 in the form of non-qualified stock options granted at fair market value under the Long-Term Incentive Plan. The number of options granted to each executive was influenced by the following: (i) the executive's influence or contribution to KCPL's financial condition, (ii) the amount of compensation for each executive that the Compensation Committee believed should be tied to KCPL's stock price, and (iii) the number of option shares previously granted. The Compensation Committee does not apply any specific formula to determine the priority of each factor.

In 1996 Messrs. Beaudoin and Wasson did not participate in the KCPL incentive plans, but participated in KLT Inc.'s incentive plans. KLT Inc.'s annual incentive plan pays up to 40% of base salary based on the achievement of an EVA-Registered Trademark- goal and certain project specific goals. Maximum awards under the plan were paid in 1996. The long-term KLT incentive plan

covers a three-year period. Awards of up to two times the annual incentive award per year may be paid out upon the achievement of long-term EVA-Registered Trademark- improvement and equity performance goals. There were no payouts under this long-term plan in 1996.

CHIEF EXECUTIVE OFFICER COMPENSATION

In determining the base salary for A. Drue Jennings, the Chief Executive Officer, the Compensation Committee considered KCPL's financial performance and the low cost, quality service provided as compared to other utilities. As shown in the Performance Graph, financial performance substantially exceeded that of the EEI Index for 1996. The Committee also took into account relevant salary information from various survey sources including information supplied by the EEI. In 1996, Mr. Jennings' incentive pay and his stock option grant under the Long-Term Incentive Plan were determined in the same manner described above for the other executives.

COMPENSATION COMMITTEE
Robert H. West
George E. Nettels, Jr.
Robert J. Dineen

PERFORMANCE GRAPH
COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN*
KCPL, S&P 500 INDEX, AND EEI INDEX

EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC

FISCAL YEARS ENDED DECEMBER 31

	KCPL	S&P 500	EEI Index
1991	\$100	\$100	\$100
1992	103	108	108
1993	110	120	118
1994	120	120	106
1995	144	165	139
1996	166	203	140

*Total return assumes reinvestment of dividends.

Assumes \$100 invested on December 31, 1991 in KCPL Common Stock, S&P 500 Index, and EEI Index

INDEPENDENT ACCOUNTANTS

Coopers & Lybrand L.L.P. which acted as KCPL's independent accountants in 1996 has, upon recommendation of the KCPL Board's Audit Committee, been selected and appointed by the KCPL Board to audit and certify KCPL's financial statements for 1997, subject to ratification and approval by the shareholders of KCPL.

Representatives from Coopers & Lybrand L.L.P. are expected to be present at KCPL's Annual Meeting, will be given the opportunity to make statements if they desire to do so, and are expected to be available to respond to appropriate questions.

The affirmative vote of the holders of a majority of the shares of KCPL Common Stock present and entitled to vote at the meeting is required for the approval of this proposal to ratify and approve the appointment. If the shareholders do not ratify the appointment of

Coopers & Lybrand L.L.P. the selection of independent accountants will be reconsidered by KCPL's Board.

THIS PROPOSAL HAS BEEN UNANIMOUSLY APPROVED BY THE KCPL BOARD, WHICH RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" ITS APPROVAL.

VOTING SECURITIES AND VOTING

There were 61,895,819 shares of KCPL Common Stock outstanding and entitled to vote at the close of business on April 8, 1997, the record date fixed for the determination of shareholders entitled to notice of and to vote at the meeting.

Each share of outstanding KCPL Common Stock is entitled to one vote with respect to each matter to be voted upon, with the right of cumulative voting in the election of directors, which means that each shareholder has a total vote equal to the number of shares owned by him multiplied by the number of directors to be elected. These votes may be divided among all nominees equally or may be voted for one or more of the nominees, either in equal or unequal amounts, as the shareholder may elect. In the event the votes for certain director nominees are withheld, those votes will be distributed among the remaining director nominees. Withholding authority to vote for all director nominees has the effect of abstaining from voting for any director nominees. If no instructions are given, the shares will be voted equally for the election of all directors.

All shares of KCPL Common Stock credited to a shareholder's Dividend Reinvestment and Stock Purchase Plan account will be included in the number of shares indicated on the form of proxy sent to the shareholder and will be voted in accordance with the instructions thereon when properly returned.

SOLICITATION AND REVOCATION OF PROXIES

This Proxy Statement is furnished in connection with the solicitation by the KCPL Board of proxies for use at the above-mentioned KCPL Meeting and at any adjournment or adjournments thereof. All valid proxies delivered pursuant to this solicitation, if received in time, will be voted. A shareholder who executes a proxy may revoke it by written revocation delivered to the Secretary of KCPL at any time before it is voted.

The expense of solicitation of proxies will be borne by KCPL. Such solicitation will be made by mail, telephone, telegraph or personally by officers and other regular employees of KCPL, and also by representatives of Morrow & Co., 909 Third Avenue, New York, NY 10022, at an estimated cost of \$8,500 plus an additional fee for each shareholder contact. KCPL will, in addition, reimburse banks, brokers, and other custodians, nominees or fiduciaries for reasonable expenses incurred in forwarding proxy material to beneficial owners.

PROPOSALS OF SHAREHOLDERS

Proposals of shareholders intended to be presented at the KCPL 1998 Annual Meeting of Shareholders must be received at KCPL's Corporate Secretary's Office on or before December 12, 1997, for consideration for inclusion in the proxy statement and form of proxy relating to that meeting.

By Order of the Board of Directors,
JEANIE SELL LATZ
Secretary

[LOGO]

NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

ANNUAL MEETING
OF SHAREHOLDERS
TO BE HELD ON
MAY 22, 1997

KANSAS CITY POWER & LIGHT COMPANY
PROXY FOR ANNUAL MEETING OF SHAREHOLDERS, MAY 22, 1997

The undersigned hereby appoints A.D. Jennings, J.S. Latz and J.J. DeStelano, and each or any of them, proxies for the undersigned, with power of substitution to vote the stock of the undersigned at the Annual Meeting of Shareholders on May 22, 1997, and any adjournment or postponement thereof, on the following matters, and in their discretion upon such other matters as may properly come before the meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE FOLLOWING PROPOSALS.

Item 1. Election of the following nominees for Directors'

/ / FOR all nominees listed below (except as marked to the contrary below)	/ / WITHHOLD AUTHORITY to vote for all nominees listed below
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D.L. Bodde, W.H. Clark, R.J. Dineen, A.J. Doyle, W.T. Grant II,
A.D. Jennings, G.E. Nettels, Jr., L.H. Talbott and R.H. West.

INSTRUCTIONS: TO WITHHOLD AUTHORITY TO VOTE FOR ONE OR MORE INDIVIDUAL
NOMINEES, WRITE SUCH NAME OR NAMES IN THE SPACE PROVIDED BELOW.

Item 2. Appointment of Coopers & Lybrand L.L.P. as independent accountants
for 1997.

/ / FOR / / AGAINST / / ABSTAIN

(CONTINUED, AND TO BE SIGNED, ON OTHER SIDE)

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED BY THE SHAREHOLDER. IF NO DIRECTION IS GIVEN WHEN THE DULY SIGNED PROXY IS RETURNED, SUCH SHARES WILL BE VOTED "FOR" EACH OF THE PROPOSALS.

DATED:-----, 1997

(Signature)

(Signature)

Please sign exactly as your name(s) is (are) printed hereon. When signing as attorney, administrator, executor, guardian or trustee, please add your title as such. If stock is held jointly, each party should sign. If signature is for a corporation, please sign full corporate name by authorized officer.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

(Continued from other side)