## SEC Form 4

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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 0.5

	s of Reporting Persor WILLIAM P I		2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>GREAT PLAINS ENERGY INC</u> [ GXP ]		tionship of Reporting Perso all applicable) Director	10% Owner	
(Last) 1201 WALNUT	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2006		Officer (give title below) VP-Customer Operation	Other (specify below) ns (KCP&L)	
(Street) KANSAS CITY (City)	MO (State)	64106 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing ( Form filed by One Report Form filed by More than ( Person	ing Person	

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (	Transaction Disposed Of (D) (Instr. 3, 4 and Code (Instr. 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(11311.4)
Common Stock <sup>(1)</sup>								678 <sup>(1)</sup>	Ι	401-k
Common Stock <sup>(2)</sup>	02/07/2006	02/07/2006	М		1,187	A	(2)	2,692	D	
Common Stock <sup>(3)</sup>	02/07/2006	02/07/2006	A		1,037	A	\$ <mark>0</mark>	<b>3,729</b> <sup>(3)</sup>	D	
Common Stock	02/07/2006	02/07/2006	F		345	D	\$28.2	<b>3,38</b> 4 <sup>(4)</sup>	D	

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(0.3., pare, ourie, optione, optione, contraction)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of Deri Sec Acq (A) o Disp of (I (Ins	Expiration Date (Month/Day/Year) cquired ) or sposed				e Amount of		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy) <sup>(5)</sup>	(5)							(5)	(5)	Common Stock	(5)		14,041	D	
Performance Shares <sup>(2)</sup>	(2)	02/07/2006	02/07/2006	М			1,187	(2)	(2)	Common Stock	1,187	(2)	0	D	

#### Explanation of Responses:

1. Amount includes 218 shares acquired from February 1, 2005 through January 31, 2006 through automatic payroll deduction/investment and participation in the Company's 401-k Plan.

2. The reporting person was granted 1,518 performance shares. The amount payable ranged from 0 to 200% based on performance of the Company. Reporting person was granted 1,187 shares of common stock based on Company performance.

3. Award of restricted stock pursuant to the Company's Long-Term Incentive Plan.

4. Amount includes/reflects 1,037 restricted shares.

5. Options were granted in tandem with stock appreciation rights exercisable automatically in the event of a change in control as defined by the Long-Term Incentive Plan under which they are granted. Options may be exercised with cash or previously-owned shares of Common Stock.

#### Remarks:

Executed on behalf of William <u>P. Herdegen III by Mark G.</u> English, Attorney-in-Fact (see attached Exhibit 24)

<u>02/09/2006</u>

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## **POWER OF ATTORNEY**

### KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, an officer of Kansas City Power & Light Company, a Missouri corporation, does hereby constitute and appoint Bernard J. Beaudoin, Jeanie S. Latz or Mark G. English, his/her true and lawful attorney and agent, with full power and authority to execute in the name and on behalf of the undersigned officer a Report on Form 4 or Form 5 and all amendments thereto; hereby granting unto such attorney and agent full power of substitution and revocation in the premises; and hereby ratifying and confirming all that such attorney and agent may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9<sup>th</sup> day of February 2006.

/s/William P. Herdegen III *Signature* Name Printed: William P. Herdegen III

STATE OF MISSOURI	)
	) ss
COUNTY OF JACKSON	)

On this 9<sup>th</sup> day of February 2006, before me the undersigned, a Notary Public, personally appeared William P. Herdegen III, to be known to be the person described in and who executed the foregoing instrument, and who, being by me first duly sworn, acknowledged that he/she executed the same as his/her free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

/s/Vickie L. Flores Notary Public Clay County, Missouri

My Commission Expires:

September 15, 2009