FORM 5

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person*	2. Issuer Name and Tio	cker or Trading Symb	ool 4. Statement for Month/Year	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
MORGAN, Douglas M.	Great Plains E			()					
(Last) (First) (Middle)	_ Incorporated (GXP)	2002	Director	10% Owner				
1201 Walnut				<u>X</u> Officer (give title below)	0	Other (specify below)			
(Street)	-			Vice President-Information Technolog	and Support Services				
Kansas City, MO 64106	3. I.R.S. Identification N Reporting Person, if (Voluntary)		5 If Amendment, Date of Original	7. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person					
(City (State) (Zip)			(Month/Day/ Year	Form filed by More than One Reporting Person					
	Beneficially Owned								
(Instr. 3) D	ansaction ate Month/Day/ ear) 2A. Deemed Execution Date (Month/ Day/Year)	3. Transaction Code (Instr.8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
		Code V	(A) or Amount (D)	Price					
Common Stock(1)	(1) (1)	Р	92 A	(1) 397	I	401-k			

(1) Shares acquired through automatic payroll deduction/investment through participation in the Company's 401-k Plan.

FORM 5 (cont	tinued)		Table II ` Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities												
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)	Code (Instr.8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (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)(2)													15,000	D	
Performance Shares(3)													5,000	D	
Dividend Rights(4)		(5)	(5)	A		175		(5)	(5)	Common Stock	175		1,524	I	(5)

Explanation of Responses:

(2) 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.

(3) Award of Performance Shares under the Long-Term Incentive Plan. Payment to which Grantee shall be entitled at the end of 2004 upon the performance of certain goals will be equal to the Fair Market Value of the number of shares of the Company's Common Stock equal to the number of Performance Shares earned. Payment will be made in Common Stock unless deemed otherwise.

(4) Dividends accrue on options granted prior to 2001 as if reinvested in Common Stock at the fair market value on each quarterly dividend date. Optionee is not entitled to these dividends payable in shares of Common Stock unless the options are exercised and the fair market value of the Common Stock is equal to or more than the option price on the exercise date.

/s/Douglas M. Morgan

**Signature of Reporting Person

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.

January 17, 2003

Date