

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 6)

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

William S. Lamb
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
125 West 55th Street
New York, New York 10019
(212) 424-8000

This Amendment No. 6 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)(28) Text of an advertisement run in the Wall Street Journal National, Topeka Capital-Journal, Kansas City Star, Wichita Eagle, St. Petersburg Times, and Arizona Republic on July 22, 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 July 22, 1996

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

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered Pages
(a)(28)	Text of an advertisement run in the Wall Street Journal National, Topeka Capital-Journal, Kansas City Star, Wichita Eagle, St. Petersburg Times, and Arizona Republic on July 22, 1996.	

Text of an advertisement run in the Wall Street Journal National, Topeka Capital-Journal, Kansas City Star, Wichita Eagle, St. Petersburg Times, and Arizona Republic on July 22, 1996.

ATTENTION KCPL SHAREOWNERS:
WHEN WAS THE LAST TIME YOU GOT A 191% PAY RAISE?

That's the amount of pay raise KCPL Chairman Drue Jennings could get if his proposed merger with UtiliCorp goes through.* His compensation will be as high as \$1,670,000. And his salary can never be reduced.

If Mr. Jennings leaves KCPL following the merger, his employment contract could provide him with a severance payment up to \$8,350,000...plus benefits.

Now ask yourself why KCPL management refuses to accept Western Resources' offer of \$31 per share** and a projected dividend up to 27% higher than the projected UtiliCorp/KCPL dividend of \$1.85*** even though every independent market analyst who has published an opinion says that the Western Resources offer is best for shareowners.

That's not all!

KCPL also wants you to approve an executive stock plan, which sets aside more than \$240,000,000 worth of stock for UtiliCorp/KCPL senior executives, based on the July 18, 1996, KCPL closing stock price. A senior executive can get up to \$16,000,000 worth (600,000 shares) of stock per year.

They are also asking for an executive bonus plan that allows cash bonuses to senior executives of up to \$3,000,000 per person per year.

NOW...Ask yourself why two out of the three issues KCPL shareowners are voting on concern management compensation.

WHO REALLY BENEFITS?

Vote AGAINST the Proposed Merger With UtiliCorp. Vote No On The GOLD PROXY CARD.

[logo]
Western Resources

If you have any questions on our offer, call Georgeson & Company, assisting us at 1-800-223-2064, or access our web site at <http://www.wstnres.com>.

*According to the KCPL proxy statement, Mr. Jennings could receive total compensation up to \$1,670,000, which is almost triple his 1995 compensation of \$573,700.

**Assuming Western Resources' average share price is between \$28.18 and \$33.23 at the time of closing.

***Based on Western Resources' projected post-merger 1998 annual dividend rate of \$2.14 per share and the exchange ratio in Western Resources' offer.

This advertisement 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.