## FORM 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(Print or Type Responses)

Name and Address of Reporting Person*	2. Issuer Name and Tic	4. Statement for Month/Year			Relationship of Reporting Person(s) to Issuer     (Check all applicable)						
DOWNEY, William H.	Great Plains En Incorporated (			Direct	or	1	10% Owner				
(Last) (First) (Middle)  1201 Walnut				1	200	2		er (give title below) Vice President		Other (specify below)	
(Street)  Kansas City, MO 64106  (City (State) (Zip)	3. I.R.S. Identification N Reporting Person, if (Voluntary)	5 If Am Date Origi (Mon Year	e of inal nth/Da		X Form	ual or Joint/Group Filing (Che I filed by One Reporting Perso filed by More than One Repo	son				
	Table I ¾ Non-Der	Table I ¾ Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
(Instr. 3) Da	te Execution Code conth/Day/ Date (Instr.8) (			r Disposed of (D) nstr. 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 Ame	c	(A) or (D)	Pr	ice	(		()	
Common Stock(1)	(1)	P		94	A	(	1)	267	I	401-k	
Common Stock								4,000	D		

(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	rersion Date Execution Date, if (Instr.8)  (Month/Day/ Year)  3. Transaction Execution Code Code (Instr.8)  4. Transaction Code Derivation (Instr.8)  4. Transaction Code Code (Instr.8)  4. Transaction Code Code (Instr.8)  5. Number Code (Instr.8)  5. Number Code (Instr.8)  6. Acquire		vative urities uired sed o) tr. 3, 4	6. Date Exer and Expira (Month/Da	tion Date	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)													40,000	D	
Performance Shares(3)													15,000	D	

## 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.

## /s/William H. Downey January 17, 2003 \*\*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.