

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 23)

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. 23 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)(73) Text of a advertisement
- (a)(74) Text of a letter mailed to KCPL shareowners
- (a)(75) Text of a letter mailed to a KCPL shareowner

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 August 8, 1996

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

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered	Pages
(a)(73)	Text of a advertisement		1
(a)(74)	Text of a letter to KCPL shareowners		2
(a)(75)	Text of a letter to a KCPL shareowner		1

The following advertisement will be used in newspapers beginning on August 8, 1996:

ATTENTION KCPL SHAREHOLDERS

WE FIRMLY BELIEVE  
VALUE  
SHOULD NOT  
BE DELAYED  
ANY LONGER.  
IT'S TIME TO VOTE  
FOR THE STRONGER OFFER.

WESTERN RESOURCES' OFFER\*  
Dividend per KCPL share: \$2.00 - \$2.35  
Price per KCPL share: \$31.00

We believe when KCPL's excuses are stripped away, all that's left is KCPL executives' desire for the big bonuses UtiliCorp's proposal is offering them.

NO MORE DELAYS. CHOOSE WESTERN RESOURCES. MAKE YOUR LAST VOTE COUNT.

Vote AGAINST the Proposed Merger with UtiliCorp on the GOLD Proxy Card.

Western Resources  
[LOGO]

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>.

\*Dividend per KCPL share is based upon Western Resources' projected post-merger 1998 annual dividend rate of \$2.14 per share of Western Resources common stock and the exchange ratio in Western Resources' offer. Price per KCPL share (payable in Western Resources common stock) assumes that Western Resources' average share price is between \$28.18 and \$33.23 at the time of closing.

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.

The following letter was mailed to KCPL shareowners on August 8, 1996:

John E. Hayes, Jr.  
Chairman of the Board  
and Chief Executive Officer

August 8, 1996

Dear KCPL Shareowner:

KCPL management has delayed a shareowner vote on the UtiliCorp proposal again. The latest delay resulted from a federal court ruling which blocked KCPL's attempt to bypass Missouri law. The statute, which exists for your protection, requires a two-thirds vote of shareowners to approve mergers. As a result the Securities and Exchange Commission has required KCPL to advise you of the Court's decision before proceeding with the shareowner meeting.

Western Resources is as ready as you are for the vote to be completed. We were ready for the May 22 vote. We were ready for the August 7 vote. We are ready for the vote on August 16.

As the vote on the UtiliCorp transaction finally approaches, we believe you should consider the following:

KCPL's executives believed that shareowners would support the UtiliCorp proposal at the May 22 Annual Meeting. They were wrong. When they failed to get your support, they removed that issue from the agenda and refused to count your votes.

They said the UtiliCorp proposal was a better deal for you. The analysts said they were wrong. The vast majority of independent industry analysts recommend Western Resources' offer over the UtiliCorp proposal.

They told you our rate case would devastate our stock price. They were wrong. Western Resources' stock price was unaffected on the day of the announcement of the settlement.

They spent days trying to convince ISS to support their deal. When ISS recommended that its clients vote AGAINST their deal, KCPL management told you ISS was wrong.

Now they are telling you that the Missouri federal court is wrong!

Ask yourself, what's wrong with this picture?

I urge you to vote today to protect your financial interest. Remember, Western Resources has a 72-year-old record of delivering on its promises.

Thank you for your support.

Sincerely,

/s/ John E. Hayes, Jr.

**IMPORTANT**

If you've already voted AGAINST the UtiliCorp proposal, we thank you.

If you haven't voted, or if you previously voted FOR the UtiliCorp proposal, IT'S NOT TOO LATE TO VOTE AGAINST.

Please sign, date and return the enclosed GOLD proxy card today.

If you have any questions or need assistance in the last-minute voting of your shares, please contact Georgeson & Company Inc., toll-free at 1-800-223-2064.

This letter is neither an offer to exchange nor a solicitation of an offer to exchange Shares. The 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 in any jurisdiction in which the making of the 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 the Offer to be made by a licensed broker or dealer, the 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.

The following letter was mailed to a KCPL shareowner on August 8, 1996:

John E. Hayes, Jr.  
Chairman of the Board  
and Chief Executive Officer

August 8, 1996

Addressee

Dear Addressee,

In response to your comments regarding our proposed merger with Kansas City Power and Light, I thank you for your interest. I am pleased that you understand our offer and the benefits a Western Resources/KCPL merger provides.

Please know that we have worked hard to create a respected reputation on business matters that, above all else, benefit shareowners, customers and the communities we serve.

Part of those business efforts recently included the intense advertising campaign you mentioned. This campaign, launched following our merger offer to KCPL, played a significant role in reaching as many people -- shareowners, investors, employees and customers -- as possible with as much information as possible. After careful consideration, these advertisements proved the most cost-effective method of reaching all audiences.

I also know that you and others have received significant information directly from both Kansas City Power & Light and us concerning the proposed merger. I regret that at least one of my letters was not received well by you. That letter was simply my intent to keep you advised as to our overall approach to this merger activity.

We remain convinced that a Western Resources/KCPL combination would be the most beneficial to all involved especially in light of the savings generated by overlapping service territories and more than \$8 billion in combined assets. As you are aware, today, more than \$2 billion, or 25 percent of those assets are jointly owned or operated.

Again, thank you for sharing your comments.

Sincerely,

/s/ John E. Hayes, Jr.

This letter 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.