FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 APPRO | DVAL |
|------------------------|-----------|
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| | dress of Reporting F VILLIAM B | Person* | 2. Issuer Name and Ticker or Trading Symbol <u>WESTAR ENERGY INC /KS</u> [WR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title V Other (specify |
|----------------------|-----------------------------------|----------|---|---|
| (Last) 818 SW KAN | (First) ISAS AVENUE | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/20/2012 | Former director and officer |
| (Street) TOPEKA | KS | 66612 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting |
| (City) | (State) | (Zip) | | 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) | 3. Transa Code (8) | | | | 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) | | (1150. 4) | |
| Common Stock, par value \$5.00 | 01/20/2012 | | A ⁽¹⁾ | | 22,204 | A | \$0 | 177,114 | D | | |
| Common Stock, par value \$5.00 | 01/20/2012 | | F ⁽²⁾ | | 7,176 | D | \$28.915 | 169,938 | D | | |
| Common Stock, par value \$5.00 | 01/20/2012 | | G ⁽³⁾ | v | 15,028 | D | \$ <mark>0</mark> | 154,910 | D | | |
| Common Stock, par value \$5.00 | 01/20/2012 | | G ⁽³⁾ | v | 15,028 | A | \$0 | 193,384 | Ι | By trust ⁽⁴⁾ | |

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) | 4. Transa Code (8) | | 5. Number of Expiration Date Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 7. Title Amour Securi Underi Deriva Securi and 4) | nt of ties ying tive ty (Instr. 3 | Derivative Security (Instr. 5) | 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 | | | | |

Explanation of Responses:

1. Vesting and distribution of 22,204 performance-based restricted share units that were granted on February 24, 2010, with a vesting date of January 1, 2012. Under the terms of the grant, the number of shares to be received by the Reporting Person at vesting is increased or decreased based on the Issuer's Total Shareholder Return as compared to the Total Shareholder Return for a defined Peer Group of companies for the defined Performance Period. The determination that the performance criteria relating to the grant had been met and the calculation of the number of shares to be distributed were completed on January 20, 2012.

2. Forfeiture of 7,176 shares for the payment of taxes upon the vesting and distribution of 22,204 performance-based restricted share units granted to the reporting person on 2/24/10 and described in this report. 3. Shares were transferred from the reporting person to a trust for which he is both a co-trustee and a beneficiary.

4. Shares are held in a trust, of which the reporting person is both a co-trustee and beneficiary of the trust.

Remarks:

Cynthia S. Couch by power of

attorney

01/20/2012

** 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.

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