

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 14)

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. 14 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) (50) Text of a press release / employee update
- (a) (51) Letter to a KCPL shareholder
- (a) (52) Letter to a KCPL shareholder
- (a) (53) Text of an advertisement

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 30, 1996

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

INDEX TO EXHIBITS

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(a) (50)	Text of a press release / employee update	2
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(a) (52)	Letter to a KCPL shareholder	1
(a) (53)	Text of an advertisement	1

The following press release / employee update was issued on July 29, 1996:

WESTERN RESOURCES FILES TESTIMONY WITH  
KANSAS AND MISSOURI UTILITY COMMISSIONS SUPPORTING  
MERGE  
TESTIMONY REINFORCES VALUE OF WESTERN'S OFFER

Topeka, Kansas, July 29, 1996 -- On the heels of reaching a settlement with the Kansas Corporation Commission staff in its rate reduction package for customers, Western Resources today filed testimony with the KCC and the Missouri Public Service Commission supporting its exchange offer to KCPL shareowners.

The testimony accelerates the momentum Western Resources has achieved in its pursuit of a KCPL merger and reinforces the value such a merger would have for customers, shareowners, employees, and those communities served by both companies in Kansas and Missouri. The company anticipates a decision from the PSC following hearings scheduled to begin January 6, 1997. Hearings on the company's merger offer before the KCC have been requested to begin December 9, 1996.

"We are convinced that a Western Resources/KCPL merger is the best value for all concerned," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer. "KCPL is a perfect fit with our core utility business and it further enhances our position as a significant national and regional competitor. It is clear this merger complements our business plan," Hayes continued.

Overlapping service areas, more than \$2 billion in shared generating plant assets, and similar operations mean savings advantages for shareowners and customers alike.

These filings begin, in earnest, the process of examining the tangible merits of our merger offer and bringing closure to this process with two of the foremost regulatory bodies involved, Hayes said.

In contrast, UtiliCorp must secure approval from the utility regulatory bodies of seven states and three foreign countries.

"Solid reputations for high quality and efficient service to customers, the opportunity for savings and the ability to position our companies to meet the changes coming to our industry make this combination the right thing to do," Hayes said. "We are happy the process is continuing."

Western Resources (NYSE:WR) is a diversified energy company. Its utilities, KPL and KGE, operating in Kansas and Oklahoma, provide natural gas service to approximately 650,000 customers and electric service to approximately 600,000 customers. Through its subsidiaries, Westar Energy, Westar Security, Westar Capital, and The Wing Group, energy-related products and services are developed and marketed in the continental U.S., and offshore.

For more information about Western Resources and its operating companies, visit us on the Internet at <http://www.wstnres.com>.

This press release / employee update 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 sent to a KCPL shareholder on July 29, 1996:

July 29, 1996

Addressee

Dear Addressee,

Thank you for forwarding to me a copy of your letter to Mr. Jennings.

I appreciate your support for our effort to merge with Kansas City Power & Light. We believe our offer is financially superior to the UtiliCorp offer and one which will benefit shareowners, customers, employees and the communities we serve.

We look forward to working with you as a KCPL shareowner for a successful combination of these companies.

Sincerely,

/s/ John E. Hayes, Jr.

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

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.

The following letter was sent to a KCPL shareholder on July 30, 1996:

Addressee

Dear Addressee,

Thank you for forwarding to me a copy of your letter to Mr. Jennings concerning our offer to merge with Kansas City Power & Light.

I agree with your comments that it is interesting that two out of the three issues KCPL shareowners are voting on concern management compensation. In fact, as you may have seen, Kansas City Power & Light has asked you to approve an executive stock plan which sets aside more than \$240 million worth of stock for senior executives based on the July 18, 1996, KCPL closing stock price. A senior executive can get up to \$16 million worth (600,000 shares) of stock per year. In addition, they are asking for an executive bonus plan that allows cash bonuses to senior executives of up to \$3 million, per person, per year.

Our offer to merge with KCPL is one we believe is financially superior to the UtiliCorp proposal and one which will benefit shareowners, customers, employees and the communities we serve. We would envision forming merger teams of employees and executives to develop a plan for the combined company as we did in our merger with KGE. Following that bottom up review, the new company would be staffed by the significant talents of both companies, regardless of which company they currently work for.

We look forward to working with the KCPL employees for a successful combination and look forward to working with you as well.

Sincerely,

/s/ John E. Hayes, Jr.

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

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The following advertisement will be used in newspapers:

ATTENTION KCPL SHAREHOLDERS  
WE DON'T QUARREL  
WITH KCPL'S ABILITY  
TO CREATE VALUE...  
IT'S UTILICORP YOU  
NEED TO WORRY ABOUT.

CUMULATIVE TOTAL RETURN FOR SHAREOWNERS 1991-1995  
BAR GRAPH  
KCPL 107%    Western Resources 121%    UtiliCorp 94%

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

We believe the only "value" the UtiliCorp/KCPL merger proposal creates is big bonuses to KCPL executives.

NO MORE EXCUSES. THE CHOICE IS CLEAR. CHOOSE VALUE. CHOOSE WESTERN RESOURCES.

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.