

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 20)

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. 20 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)(68) Text of an advertisement.
- (a)(69) Mailgram to KCPL shareholders.
- (a)(70) Letter to KCPL retirees.

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 5, 1996

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

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered	Pages
(a)(68)	Text of an advertisement.		1
(a)(69)	Mailgram to KCPL shareholders.		1
(a)(70)	Letter to KCPL retirees.		1

Exhibit No. (a)(68)

The following advertisement was used beginning August 4, 1996:

ATTENTION KCPL SHAREOWNERS
HIGHLY RESPECTED
INDEPENDENT
INVESTMENT EXPERT
RECOMMENDS
AGAINST UTILICORP
MERGER.

LATE BREAKING NEWS LATE BREAKING NEWS LATE BREAKING NEWS

Independent Shareholder Services (ISS), one of the most widely followed independent organizations specializing in shareholder voting analysis, has recommended a VOTE AGAINST the proposed merger of UtiliCorp (UCU) and Kansas City Power & Light Company(KCPL). As stated in the ISS Report:

"At this time, Western's deal is superior. (KCPL) shareholders are being asked to approve the KCPL/UCU transaction despite the fact that there is an offer on the table from a larger, financially stronger company (Western Resources) that is worth approximately 20 percent more."*

"Our recommendation is grounded in the belief that it is the duty of the (KCPL) board to maximize value for KCPL shareholders and to fairly consider all offers, including those that are unsolicited."

Here's what ISS had to say about the recent rate agreement between Western Resources and the Kansas Corporation Commission staff:

"These numbers are consistent with the rate decreases projected in Western's proxy materials."

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.

THE CHOICE IS CLEAR. CHOOSE WESTERN RESOURCES. MAKE YOUR LAST VOTE COUNT. Vote AGAINST the Proposed Merger with UtiliCorp 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>.

*Emphasis added

**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.

Exhibit No. (a)(69)

The following mailgram was sent to KCPL shareholders on or about August 3, 1996:

WESTERN UNION MAILGRAM

Addressee

August 2, 1996

Dear KCPL Shareowner:

I am delighted to report a major victory for KCPL shareowners.

Today, the Federal Court in Kansas City, Missouri, ruled against KCPL's attempt to reduce the vote required for approval of the proposed UtiliCorp transaction. In its decision, the Court found that this attempt by KCPL resulted in "the destruction of the KCPL shareholders' right to vote and their appraisal rights."

After facing certain defeat of the UtiliCorp proposal at their annual meeting, KCPL withdrew that proposal at the last minute and attempted to restructure the transaction to avoid the two-thirds voting requirement for mergers that exists for the protection of shareowners. Under their now discredited structure, the current UtiliCorp proposal could have been approved by a small minority of KCPL's outstanding shares. At the same time, KCPL tried to eliminate your appraisal rights to seek fair value under Missouri law. The court's decision restores to KCPL's shareowners these fundamental rights.

KCPL is still trying to take away your rights! Now more than ever, we believe it is extremely important that you send a message to KCPL's Board and management that you are tired of their ignoring your financial interests. You can send that message by voting AGAINST the UtiliCorp proposal today.

IT'S NOT TOO LATE TO VOTE AGAINST UTILICORP

Since time is short and your vote extremely important, we have established a method to enable you to vote by toll-free telephone. Please follow the simple instructions below.

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

Thank you for your continued support.

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

TOLL-FREE PROXYGRAM OPERATORS
ARE AVAILABLE TO ASSIST YOU NOW!!!

INSTRUCTIONS

1. Call toll-free 1-800-521-8454 between 8:00 a.m. and 12 midnight eastern time.
2. Tell the operator that you wish to send a collect Proxygram to ID No. 4972, Western Resources, Inc. in opposition to Kansas City Power & Light Company.
3. State your name, address and telephone number.
4. State the bank or broker at which your shares are held and your control number as shown below:

Name:
Broker:
Control number:
Number of shares:

PROXY SOLICITED BY WESTERN RESOURCES, INC.
IN OPPOSITION TO THE PROXY SOLICITED BY THE DIRECTORS OF
KANSAS CITY POWER & LIGHT COMPANY

The undersigned, a holder of record of shares of common stock, without par value (the "Shares"), of Kansas City Power & Light Company, a Missouri corporation ("KCPL"), at the close of business on June 26, 1996, hereby appoints John K. Rosenberg, Richard D. Terrill, David C. Wittig and Neil T. Anderson, or any of them, the proxy or proxies of the undersigned, each with full power of substitution, to attend the Special Meeting of KCPL Shareholders on August 7, 1996, and any adjournments, postponements, continuations or reschedulings thereof, at which holders of Shares will be voting on the approval of the issuance of Shares necessary to effect the transactions contemplated by the Amended and Restated Agreement and Plan of Merger, dated as of January 19, 1996, as amended and restated as of May 20, 1996, by and among KCPL, UtiliCorp United Inc., a Delaware corporation ("UtiliCorp"), KC Merger Sub, Inc., a Delaware corporation ("KC Merger Sub"), and KC United Corp., a Delaware corporation ("KC United"), providing for the merger of UtiliCorp with and into KC Merger Sub, with UtiliCorp surviving, and the subsequent merger of UtiliCorp with and into KCPL (the "Proposed UtiliCorp/KCPL Transaction"), with KCPL surviving (Newco"), and to vote as specified in this proxy all the Shares which the undersigned would otherwise be entitled to vote if personally present. The undersigned hereby revokes any previous proxies with respect to the matters covered in this Proxy.

THE BOARD OF DIRECTORS OF WESTERN RESOURCES, INC. RECOMMENDS A VOTE AGAINST THE ISSUANCE OF SHARES NECESSARY TO EFFECT THE PROPOSED UTILICORP/KCPL TRANSACTION. IF RETURNED CARDS ARE SIGNED BUT NOT MARKED, THE UNDERSIGNED WILL BE DEEMED TO HAVE VOTED AGAINST THE ISSUANCE OF SHARES NECESSARY TO EFFECT THE PROPOSED UTILICORP/KCPL TRANSACTION AND TO HAVE ABSTAINED ON ALL OTHER MATTERS.

THE BOARD OF DIRECTORS OF WESTERN RESOURCES, INC. RECOMMENDS A VOTE AGAINST PROPOSAL 1.

1. Approval of the issuance of shares of KCPL common stock, no par value, pursuant to the Merger Agreement with UtiliCorp United Inc.

() AGAINST () FOR () ABSTAIN

2. Approval of Newco Stock Incentive Plan.

() AGAINST () FOR () ABSTAIN

3. Approval of Newco Management Incentive Compensation Plan.

() AGAINST () FOR () ABSTAIN

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournments, postponements, continuations or reschedulings thereof.

IF YOU HAVE ANY QUESTIONS OR NEED ASSISTANCE, PLEASE CONTACT GEORGESON & COMPANY INC. 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 jurisdiction 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.

Exhibit No. (a)(70)

The following letter was sent to KCPL retirees:

August 1, 1996

Addressee

Dear Addressee,

John Hayes forwarded to me your letter concerning our offer to merge with Kansas City Power & Light Company. We appreciate your comments, especially in the perspective as a retiree from KCPL.

In addressing your first question concerning the impact on retired KCPL employees, I would encourage you to look at our track record in our 1992 merger with KGE. In that merger, we indicated that retirees would not be adversely impacted and the record reflects the fact that that has been the case. That is our plan as well with regard to KCPL retirees.

With regard to the headquarters of the company, we have indicated that KCPL will remain headquartered in Kansas City and we will also move the headquarters of one of our unregulated subsidiaries to Kansas City which will enable us to create more jobs and growth opportunities for KCPL employees. Because of our long history in Topeka, our plan would be to continue to have the headquarters of Western Resources in Topeka.

I hope you have had an opportunity to review the information that has been sent to you. We believe we have an offer that is financially superior and will be beneficial to shareowners, employees, customers and the communities that we serve.

Sincerely,
Carl M. Koupal, Jr.
Executive Vice President
and Chief Administrative Officer

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.