

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 25)

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. 25 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)(78) Text of a letter mailed to KCPL Employee Savings Plan Participants on August 12, 1996
- (a)(79) Text of a letter mailed to KCPL shareowners on August 12, 1996
- (a)(80) 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 August 13, 1996

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

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered Pages
(a)(78)	Text of a letter mailed to KCPL Employee Savings Plan Participants on August 12, 1996	2
(a)(79)	Text of a letter mailed to KCPL shareowners on August 12, 1996	2
(a)(80)	Text of an advertisement	1

The following letter was mailed to KCPL Employee Savings Plan Participants on August 12, 1996:

[logo]  
Western Resources

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

August 12, 1996

Dear KCPL Employee Savings Plan Participant:

YOU CAN CHOOSE!

This Friday, August 16, you will be asked to choose UtiliCorp as your new family. The choice is yours.

We have asked your senior management to join us in creating a great new company to embark on an exciting future in the energy business. They have refused, choosing instead to try combining with UtiliCorp. Ask yourself how the enormous bonuses you have been hearing about may influence their decisions.

The Western Resources family is a group of dedicated employees like those at KCPL. We both work to create a better future for ourselves, our shareowners, customers and communities. Western Resources is a growing, multifaceted energy business focused on creating customer value through excellent electric and gas utility service, unregulated electric and gas businesses and related products and services. The result is a wide array of growth opportunities for all employees and inventors.

We are offering what we believe is a clearly better deal for shareowners with our offer\* of \$31 and a \$2.00 to \$2.35 dividend per KCPL share.

And we are looking forward to joining with you for a better future. To make that happen, you need to vote AGAINST the UtiliCorp proposal now. If you don't vote, UMB Bank, the trustee, will vote your shares in whatever direction they decide. Even if you have already voted for the UtiliCorp proposal, you can change your vote by notifying the trustee, UMB Bank, or you can simply choose to abstain.

I appreciate your continued interest in the developments of the last few months and look forward to the opportunity to work with you as we build a bright future together.

Sincerely,

/s/ John E. Hayes, Jr.

IMPORTANT

If you have 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.

\* 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 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.

The following letter was mailed to KCPL shareowners on August 12, 1996:

[logo]  
Western Resources

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

August 12, 1996

Dear KCPL Shareowner:

I want to thank you for your interest during the past few months. You have been exceedingly patient with the volumes of material you have received and have shown a willingness to choose the best return on your investment.

We began this effort because it was so clear to us that together KCPL and Western Resources bring benefits to shareowners of both companies that no other combination can match.

We believe we have demonstrated the superior value of our offer\* of \$31 and a \$2.00 to \$2.35 dividend per KCPL share. Distinguished independent financial analysts have publicly affirmed the value and achievability of our offer.

Together, KCPL and Western Resources are strongly positioned to compete in the energy marketplace. With our joint regional strength and operating efficiencies we can build further upon Western Resources' existing leadership in unregulated areas such as wholesale power, gas marketing and home security.

Western Resources is a company of financial strength and vision. We are the kind of partner that will be excellent for KCPL.

Once again, we ask that you vote AGAINST what we see as an inferior UtiliCorp proposal so that the Western Resources offer can move forward as quickly as possible. 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 mail the enclosed GOLD proxy card today. If you have questions or need assistance in the last-minute voting of your shares, please contact Georgeson & Company, Inc., toll-free, at (800) 223-2064.

Thank you for the close attention you have given to this important vote. I look forward to meeting you and working to build a bright future for your KCPL investment.

Sincerely,

/s/ John E. Hayes, Jr.

\* 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.

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The following advertisement will be used in newspapers beginning August 12, 1996:

THANK YOU  
KCPL  
SHAREOWNERS.

For your patience.

For your willingness to discern the truth.

For your serious consideration of the value of our offer\* of \$31 per KCPL share and a \$2.00 to \$2.35 dividend per KCPL share.

For your support for an exciting future.

For voting against the proposed merger with UtiliCorp on the gold proxy card.

[logo]  
Western Resources

If you have any final 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.

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