SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**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

| 1. Name and Address of Reporting Person* <br><br> STERBENZ DOUGLAS R <br><br> (Last) (First) (Middle) <br> 818 S. KANSAS AVE. <br><br> (Street) <br> TOPEKA KS 66612 <br><br> (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br> WESTAR ENERGY INC /KS [ WR ] <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br> 01/21/2005 <br><br> 4. If Amendment, Date of Original Filed (Month/Day/Year) <br> 01/25/2005 | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br> Director       10% Owner <br> X   Officer (give title below)    Other (specify below) <br> SVP, Generating & Marketing <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X   Form filed by One Reporting Person <br>    Form filed by More than One Reporting 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. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 | | | |
| Common Stock, Par Value $5.00 | 01/21/2005 | | F(1) | | 2,685 | D | $22.36 | 139,554(2) | D | |
| Common Stock, Par Value $5.00 | 01/24/2005 | | F(3) | | 2,574 | D | $22.78 | 136,980(2) | D | |
| Common Stock, Par Value $5.00 | | | | | | | | 7,319 | I | Held in 401(k) Plan |

**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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of 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. Shares forfeited for the payment of taxes due upon the distribution of 8,931 previously deferred shares. The ownership of the deferred shares was included in the reporting person's previously filed Section 16 reports.

2. Includes 93,750 restricted share units subject to forfeiture, 1,236 shares acquired pursuant to an employee stock purchase plan and 1,665 shares acquired through the reinvestment of dividends.

3. Shares forfeited for the payment of taxes due upon the distribution of 8,580 shares acquired under a stock for compensation program. The ownership of the shares were included in the reporting person's previously filed Section 16 reports.

**Remarks:**

| Cynthia S. Couch by power of attorney | 02/14/2005 |
|---|---|
| ** 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**