
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 49 to

SCHEDULE 14D-9

Solicitation/Recommendation Statement Pursuant to
Section 14(d)(4) of the Securities Exchange Act of 1934

KANSAS CITY POWER & LIGHT COMPANY
(Name of Subject Company)

KANSAS CITY POWER & LIGHT COMPANY
(Name of Person Filing Statement)

Common Stock, no par value
(Title of Class of Securities)

485134100
(CUSIP Number of Class of Securities)

Jeanie Sell Latz, Esq.
Senior Vice President-Corporate Services
Kansas City Power & Light Company
1201 Walnut
Kansas City, Missouri 64106-2124
(816) 556-2200
(Name, address and telephone number of person authorized
to receive notice and communications on behalf
of the person filing statement)

Copy to:

Nancy A. Lieberman, Esq.
Skadden, Arps, Slate, Meagher & Flom
919 Third Avenue
New York, New York 10022
(212) 735-3000

This statement amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of Kansas City Power & Light Company, a Missouri corporation ("KCPL"), filed with the Securities and Exchange Commission (the "Commission") on July 9, 1996, as amended, (the "Schedule 14D-9"), with respect to the exchange offer made by Western Resources, Inc., a Kansas corporation ("Western Resources"), to exchange Western Resources common stock, par value \$5.00 per share, for all of the outstanding shares of KCPL common stock, no par value ("KCPL Common Stock"), on the terms and conditions set forth in the prospectus of Western Resources dated July 3, 1996 and the related Letter of Transmittal.

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9.

Item 7. Certain Negotiations and Transactions by the Subject Company.

Item 7 is hereby amended and supplemented to add the following:

Representatives of the Company met with representatives of Western Resources on November 15, 1996, regarding the Western Resources Offer. As part of its continuing evaluation of alternatives to create value for its shareholders, representatives of the Company have agreed to meet again in the near future with representatives of Western Resources. There can be no assurance that any discussions at this meeting will result

in any transaction being recommended, authorized, or consummated.
The Company will not be commenting further on any discussion
unless there is a material development.

Item 9. Material to be Filed as Exhibits.

The following Exhibit is filed herewith:

Exhibit 129 Press release jointly issued by KCPL and Western
Resources on November 15, 1996.

SIGNATURE

After reasonable inquiry and to the best of her knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

KANSAS CITY POWER & LIGHT COMPANY

By: /s/Jeanie Sell Latz
Jeanie Sell Latz
Senior Vice President-Corporate Services

Dated: November 18, 1996

EXHIBIT INDEX

Exhibit No.	Description	Page
Exhibit 129	Press release jointly issued by KCPL and Western Resources on November 15, 1996	

FOR IMMEDIATE RELEASE
November 15, 1996

KCPL MEDIA CONTACTS:
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KCPL INVESTOR CONTACT:
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WESTERN RESOURCES
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KANSAS CITY POWER & LIGHT COMPANY AND WESTERN RESOURCES
ISSUE JOINT STATEMENT

Kansas City Power & Light (NYSE: KLT) and Western Resources, Inc. (NYSE: WR) announced today that representatives of their respective boards and managements met on Friday, November 15.

They had a cordial discussion regarding the proposed transaction between the two companies and agreed to meet again in the near future.

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