
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 41 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 9. Material to be Filed as Exhibits.

The following Exhibit is filed herewith:

Exhibit 116 Form of Notice of Withdrawal provided to KCPL shareholders.

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: September 24, 1996

EXHIBIT INDEX

Exhibit No.	Description	Page
Exhibit 116	Form of Notice of Withdrawal provided to KCPL shareholders	

[FOR REGISTERED HOLDERS ONLY]

NOTICE OF WITHDRAWAL

TO: Harris Trust Company of New York, as Exchange Agent for Western Resources, Inc. ("Western"), in connection with Western's Offer dated July 3, 1996 (the "Offer") to exchange shares of Western common stock for shares of common stock (the "Shares") of Kansas City Power and Light Company ("KCPL").

Pursuant to the procedures set forth in the Offer, the undersigned hereby withdraws KCPL Shares tendered pursuant to the Offer, and requests that certificates for said Shares be returned immediately to the undersigned at the address on the Letter of Transmittal which accompanied the tendered Shares.

Name of person who tendered the
Shares

Number of Shares to be withdrawn

Certificate Number(s)

Name(s) of Registered Holder(s)
(if different from that of the person
who tendered the Shares)

Signature(s)

Date

Signature(s) guaranteed by *

* The signature(s) on this notice of withdrawal must be guaranteed by an Eligible Institution (as defined in the Offer). Most banks, savings and loan associations and brokerage houses are Eligible Institutions.

INSTRUCTIONS: Please sign your name as it appeared on the Letter of Transmittal used to tender shares. This form must be sent to Harris Trust Company of New York. Please refer to the reverse side of this notice for addresses.

HARRIS TRUST COMPANY OF NEW YORK

By Hand

Receive Window
77 Water Street, 5th Floor
New York, NY 10005

By Overnight Courier

77 Water Street, 4th Floor
New York, NY 10005

By Mail

Wall Street Station
P.O. Box 1023
New York, NY 10268-1023

Telephone Number

For information call collect
(212) 701-7618