

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) September 2, 2004

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**WESTAR ENERGY, INC.**

(Exact name of registrant as specified in its charter)

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**KANSAS**  
(State or other jurisdiction of  
incorporation or organization)

**1-3523**  
(Commission File Number)

**48-0290150**  
(IRS Employer  
Identification No.)

**818 South Kansas Avenue, Topeka, Kansas**  
(Address of principal executive offices)

**66612**  
(Zip Code)

**Registrant's telephone number, including area code (785) 575-6300**

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 1. Registrant's Business and Operations**

**Item 1.01. Entry into a Material Definitive Agreement.**

In accordance with the "Frequently Asked Questions" bulletin posted by the staff of the Division of Corporation Finance of the Securities and Exchange Commission on November 23, 2004 on the Securities and Exchange Commission's website, we are disclosing the following items which the Securities and Exchange Commission may deem to be material definitive agreements with our directors.

Following our Nominating and Corporate Governance Committee's review of the existing terms of compensation for non-employee directors, on September 2, 2004 our Board of Directors approved modifications to the terms of compensation to be paid to non-employee directors. Effective as of January 1, 2005, the compensation terms for non-employee members of our Board of Directors will be as described below.

Compensation for non-employee directors will include an annual retainer of \$20,000 (\$35,000 for the Chairman of the Board), an annual grant of 2,000 shares of our common stock (4,000 shares of our common stock for the Chairman of the Board), an annual retainer of \$5,000 for serving as a committee chair (\$8,000 for the chair of the Audit Committee), a fee of \$1,200 for each Board of Directors meeting attended and a fee of \$1,000 for each committee meeting attended. Non-employee directors have the right to convert cash compensation into shares of our common stock in accordance with the provisions of our 1996 Long Term Incentive and Share Award Plan and to defer payment of cash or stock compensation in accordance with the provisions of our Non-Employee Director Deferred Compensation Plan, as Amended and Restated (the "Plan"). Directors are reimbursed for travel and other out-of-pocket expenses incurred by them that are incidental to attending meetings.

A copy of the resolutions approving the terms of compensation to be paid to the non-employee members of our Board of Directors is attached as Exhibit 10.1 hereto and is hereby incorporated by reference.

**Section 9. Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

Exhibit 10.1 Resolutions of the Westar Energy, Inc. Board of Directors, approved on September 2, 2004

The information contained in this report is summary information that is intended to be considered in the context of our SEC filings and other public announcements that we may make, by press release or otherwise, from time to time. We disclaim any current intention to revise or update the information contained in this report, although we may do so from time to time as our management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Westar Energy, Inc.**

Date: December 17, 2004

By: /s/ Larry D. Irick

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Name: Larry D. Irick

Title: Vice President, General Counsel  
and Corporate Secretary

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
Exhibit 10.1	Resolutions of the Westar Energy, Inc. Board of Directors, approved on September 2, 2004

RESOLVED, that effective January 1, 2005, an annual cash fee of twenty thousand dollars (\$20,000) be paid on a quarterly basis to each member of the Board of Directors who is not an officer of the Company ("Outside Director"); provided that an annual cash fee of \$35,000 be paid on a quarterly basis to the Chairman of the Board; and further

RESOLVED, that effective January 1, 2005, an annual grant of 2,000 shares of the Company's common stock be paid to each Outside Director; provided that an annual grant of 4,000 shares be paid to the Chairman of the Board; and further

RESOLVED, that effective January 1, 2005, a fee of one thousand two hundred dollars (\$1,200) be paid to each Outside Director for attendance, in person or by phone, at each meeting of the Board of Directors at which Outside Directors are expected to review written materials prior to the meeting, or otherwise prepare for the meeting, and then consider, decide, recommend or authorize a course of action, irrespective of whether the Board of Directors approves, rejects, tables, defers or makes any other decision on the proposed course of action, and provided that no fee be paid for an informational, telephonic meeting of the Board of Directors; and further

RESOLVED, that effective January 1, 2005, a fee of one thousand dollars (\$1,000) be paid to each Outside Director (other than the Chairman of the Board) for attendance, in person or by phone, at a meeting of any committee of the Board of Directors at which Outside Directors are expected to review written materials prior to the meeting, or otherwise prepare for the meeting, and then consider, decide, recommend or authorize a course of action, irrespective of whether the Committee approves, rejects, tables, defers or makes any other decision on the proposed course of action, and provided that no fee be paid for an informational, telephonic meeting of any Committee; and further

RESOLVED, that effective January 1, 2005, an annual cash fee of five thousand dollars (\$5,000) be paid on a quarterly basis to the Chairman of each committee of the Board of Directors other than the Chairman of the Audit Committee, and that an annual cash fee of eight thousand dollars (\$8,000) be paid on a quarterly basis to the Chairman of the Audit Committee of the Board of Directors; and further

RESOLVED, that Outside Directors shall have the right to convert cash compensation into shares of the Company's Common stock in accordance with the provisions of the Company's 1996 Long Term Incentive and Share Award Plan; and further

RESOLVED, that Outside Directors shall have the right to defer payment of cash or stock compensation in accordance with the provisions of the Company's Outside Directors Deferred Compensation Plan; and further

RESOLVED, that the Board of Directors hereby adopts a minimum stock ownership policy for Outside Directors (including the Chairman of the Board) requiring that (1) Outside Directors own and hold a minimum number of shares of the Company's Common Stock equal to three times the number of shares included in the most recent annual grant of shares to each Outside Director other than the Chairman of the Board; (2) Outside Directors not sell shares of the Company's Common Stock received as director compensation unless the minimum stock ownership level is met; and (3) Outside Directors accumulate the number of shares to meet the minimum stock ownership level within three years of first becoming a director; and further

RESOLVED, that directors shall be compensated for their expenses incident to attending meetings of the Board and Board Committees.