

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

FORM S-8
REGISTRATION STATEMENT
under
The Securities Act of 1933

Western Resources, Inc.

(Exact name of registrant as specified in its charter)

Kansas
(State or other jurisdiction of
incorporation or organization)

48-0290150
(I.R.S. Employer Identification Number)

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

66612
(Zip Code)

Western Resources, Inc. 1996 Long Term Incentive and Share Award Plan
(Full title of the plan)

Richard D. Terrill
Corporate Secretary and Associate
General Counsel
818 Kansas Avenue
Topeka, Kansas 66612
(913)575-63

S.L. Kitchen
Executive Vice President and Chief
Financial Officer
818 Kansas Avenue
Topeka, Kansas 66612
(913)575-6369

(Names, addresses and telephone numbers, including area code, of agents for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, \$5.00 Par Value	3,000,000	\$29.125	\$87,375,000	\$30,129.52

(1) Estimated solely for purpose of calculating the registration fee based upon the average of the high and low prices for the issuer's common stock reported on the New York Stock Exchange Composite Transactions on September 27, 1996 at \$29.125 per share.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

Western Resources, Inc. (the "Company") hereby incorporates by reference the following documents previously filed with the Securities Exchange Commission:

- (a) The Company's annual report on Form 10-K for the fiscal year ended December 31, 1995;
- (b) The Company's current reports on Form 10-Q for the quarters ended March 31, 1996, and June 30, 1996;
- (c) The Company's current reports on Form 8-K dated April 14, 1996, April 22, 1996, April 25, 1996, April 26, 1996, April 29, 1996, May 3, 1996, May 6, 1996, May 10, 1996, May 24, 1996, June 17, 1996, July 23, 1996, and July 26, 1996.
- (d) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 10, filed May 5, 1949, as updated by the description contained in Item 7 of the Company's Form 10-Q filed for the quarter ended March 31, 1979; and
- (e) All other reports filed pursuant to Section 13(a) or 15(d) of the 1934 Act since the end of the fiscal year covered by the Company's annual report referenced in (a) above.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to have been incorporated herein by reference, and to be a part hereof from the date of filing such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The statements as to matters of law and legal conclusions set forth in this Registration Statement and in the documents incorporated by reference herein have been reviewed by John K. Rosenberg, Esq., Executive Vice President and General Counsel of Western Resources, Inc., and are set forth or incorporated by reference herein in reliance upon the opinion of Mr. Rosenberg. At October 1, 1996, Mr. Rosenberg owned directly and/or beneficially 2,900 shares of Common Stock and had been granted pursuant to and subject to the terms of Western Resources, Inc.'s Long-Term Incentive Program 999 performance shares.

The financial statements and schedules included in or incorporated by reference in this Registration Statement to the extent and for the periods indicated in their reports have been audited by Arthur Andersen LLP, independent public accountants, and are included herein in reliance upon the authority of said firm as experts in giving said reports.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article XVIII of the Company's Restated Articles of Incorporation, as amended, provides that a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporate or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for paying a dividend or approving a stock repurchase in violation of the Kansas General Corporation Code, or (iv) for any transaction from which the director derived an improper personal benefit. This provision is specifically authorized by Section 17-6002(b)(8) of the Kansas General Corporation Code.

Section 17-6305 of the Kansas General Corporation Code (the "Indemnification Statute") provides for indemnification by a corporation of its corporate officers, directors, employees and agents. The Indemnification Statute provides that a corporation may indemnify such persons who have been, are, or may become a party to an action, suit or proceeding due to his or her status as a director, officer, employee or agent of the corporation. Further, the Indemnification Statute grants authority to a corporation to implement its own broader indemnification policy. Article XVIII of the Company's Restated Articles of Incorporation, as amended, requires the Company to indemnify its directors and officers to the fullest extent provided by Kansas law. Further, as is provided for in Article XVIII, the Company has entered into indemnification agreements with its directors, which provide for indemnification which is broader than that available under Article XVIII and the Indemnification Statute.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

The following exhibits are filed herewith, or incorporate herein by reference:

Exhibit Number	Exhibit Description
5	Legal Opinion of John K. Rosenberg, Esq.
23	Consent of Arthur Andersen LLP, filed herewith.

ITEM 9. UNDERTAKINGS.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereto) which, individually or in the aggregate, represents a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15[d] of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Western Resources, Inc., the Registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of Topeka, State of Kansas, on the 1st day of October, 1996.

Western Resources, Inc.
(Registrant)
By JOHN E. HAYES, JR.
JOHN E. HAYES, JR.
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURE

TITLE

DATE

JOHN E. HAYES, JR. John E. Hayes, Jr.	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	October 1, 1996
STEVEN L. KITCHEN Steven L. Kitchen	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	October 1, 1996
FRANK J. BECKER Frank J. Becker	Director	October 1, 1996
GENE A. BUDIG Gene A. Budig	Director	October 1, 1996
C.Q. CHANDLER C.Q. Chandler	Director	October 1, 1996
THOMAS R. CLEVINGER Thomas R. Clevenger	Director	October 1, 1996
JOHN C. DICUS John C. Dicus	Director	October 1, 1996
DAVID H. HUGHES David H. Hughes	Director	October 1, 1996
RUSSELL W. MEYER, JR. Russell W. Meyer, Jr.	Director	October 1, 1996
JOHN H. ROBINSON John H. Robinson	Director	October 1, 1996
LOUIS W. SMITH Louis W. Smith	Director	October 1, 1996
SUSAN M. STANTON Susan M. Stanton	Director	October 1, 1996
KENNETH J. WAGNON Kenneth J. Wagnon	Director	October 1, 1996
DAVID C. WITTIG David C. Wittig	Director	October 1, 1996

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5	Legal Opinion of John K. Rosenberg, Esq.
23	Consent of Arthur Andersen LLP, filed herewith.

Western Resources, Inc.
818 Kansas Avenue
Topeka, Kansas 66612

Dear Sirs:

As Executive Vice President and General Counsel of Western Resources, Inc. (the "Company"), and in connection with the proposed issue and sale, from time to time, of up to 3,000,000 shares of common stock, par value \$5.00 per share, of the Company (hereinafter called the "Common Stock"), pursuant to the Western Resources, Inc. 1996 Long Term Incentive and Share Award Plan (the "Plan") with respect to which the Company is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission under the Securities Act of 1933 to which Registration Statement this opinion shall be filed as an exhibit, I advise you that, in my opinion:

1. The Company is a corporation duly organized and validly existing under the laws of the State of Kansas.

2. Upon (a) authorization of the issue and sale of the Common Stock by regulatory commissions having jurisdiction, (b) the Registration Statement becoming effective under the Securities Act of 1933, and (c) full payment therefor in accordance with the Plan (assuming that the option price for which such shares will be issued, in every case, be not less than the par value of such shares), the Common Stock will be legally issued, validly outstanding, fully paid and nonassessable and the holders thereof will be entitled to the rights and privileges appertaining thereto, as set forth in the Company's Restated Articles of Incorporation, as amended.

I hereby consent to the filing of a copy of this opinion as an exhibit to said Registration Statement. I also consent to the use of my name and the making of the statements with respect to myself in the Registration Statement and the Prospectus constituting a part thereof.

Very truly yours,

JOHN K. ROSENBERG
John K. Rosenberg

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated January 26, 1996, incorporated by reference in Western Resources, Inc.'s Form 10-K for the year ended December 31, 1995, and to all references to our Form included in this registration statement.

ARTHUR ANDERSEN LLP
Arthur Andersen LLP

Kansas City, Missouri
September 30, 1996