

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 issuer as specified in its charter)

Kansas  
(State or other jurisdiction of  
incorporation or organization)

48-0290150  
(I.R.S. Employer  
Identification No.)

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

66612  
(Zip Code)

WESTERN RESOURCES, INC. EMPLOYEES' 401(K) SAVINGS PLAN  
(Full title of the plan)

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

Richard D. Terrill  
Corporate Secretary and  
Associate General Counsel  
818 Kansas Avenue  
Topeka, Kansas 66612  
(913) 575-6322

(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 (2)	Proposed Maximum Aggregate Price (2)	Amount of Registration Fee
Participants in the Plan	(1)			
Common Stock, \$5.00 Par Value	3,000,000	\$31.00	\$93,000,000	\$32,069

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein.

(2) 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 January 23, 1995 of \$31.00 per share.

PART II  
INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Western Resources, Inc. (the "Company") and the Western Resources, Inc. Employees' 401(k) Savings Plan ("Plan") hereby incorporate by reference the following documents previously filed with the Securities and Exchange Commission:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1993, filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act");

(b) The Plan's Annual Report for its fiscal year ended December 31, 1993, on Form 11-K;

(c) The Company's current reports on Form 10-Q for the quarters ended March 31, 1994, June 30, 1994, and September 30, 1994;

(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 Exchange 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 or the Plan 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.

Not applicable.

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 corporation 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 incorporated herein by reference:

EXHIBIT NO.	EXHIBIT
23(a)	Consent of Arthur Andersen LLP, filed herewith.
23(b)	Consent of Deloitte & Touche LLP, filed herewith.

The registrant has submitted the Plan and will submit any amendments thereto to the Internal Revenue Service in a timely manner and will make all changes required by the IRS to maintain the Plan's qualification.

Item 9. Undertakings.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales of the securities registered hereby 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 this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this 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 registrant 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 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 this 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 the 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

The Registrant. Pursuant to the requirements of the Securities Act of 1933, 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, thereunto duly authorized, in the City of Topeka, and State of Kansas, on the 25th day of January, 1995.

Western Resources, Inc.

By JOHN E. HAYES, JR.  
John E. Hayes, Jr.  
Chairman of the Board, President,  
and Chief Executive Officer

Pursuant to the requirement 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, President, and Chief Executive Officer (Principal Executive Officer)	January 25, 1995
STEVEN L. KITCHEN Steven L. Kitchen	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	January 25, 1995
FRANK J. BECKER Frank J. Becker	Director	January 25, 1995
GENE A. BUDIG Gene A. Budig	Director	January 25, 1995
C. Q. CHANDLER C. Q. Chandler	Director	January 25, 1995
THOMAS R. CLEVINGER Thomas R. Clevenger	Director	January 25, 1995
JOHN C. DICUS John C. Dicus	Director	January 25, 1995
DAVID H. HUGHES David H. Hughes	Director	January 25, 1995
RUSSELL W. MEYER, JR. Russell W. Meyer, Jr.	Director	January 25, 1995
JOHN H. ROBINSON John H. Robinson	Director	January 25, 1995
MARJORIE I. SETTER Marjorie I. Setter	Director	January 25, 1995
LOUIS W. SMITH Louis W. Smith	Director	January 25, 1995
KENNETH J. WAGNON Kenneth J. Wagnon	Director	January 25, 1995

The Plan. Pursuant to the requirements of the Securities Act of 1933, the administrative committee of the Plan has duly caused this registration statement to be signed on the Plan's behalf by the undersigned thereunto duly authorized, in the City of Topeka, and State of Kansas, on the 25th day of January, 1995.

WESTERN RESOURCES, INC.

401(K) PLAN

By STEVEN L. KITCHEN  
Steven L. Kitchen  
Member of the Administrative Committee

EXHIBIT LIST

EXHIBIT NO.	EXHIBIT
23(a)	Consent of Arthur Andersen LLP, filed herewith.
23(b)	Consent of Deloitte & Touche LLP, filed herewith.

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 28, 1994 and April 15, 1994, included in and incorporated by reference in Western Resources, Inc.'s Form 10-K and Form 11-K, respectively, for the year ended December 31, 1993, and to all references to our firm included in this Registration Statement on Form S-8.

ARTHUR ANDERSEN LLP

Kansas City, Missouri,  
January 25, 1995

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Western Resources, Inc. on Form S-8 of our report dated January 29, 1993, appearing in the Annual Report on Form 10-K of Western Resources, Inc. for the year ended December 31, 1993.

DELOITTE & TOUCHE LLP

Kansas City, Missouri  
January 25, 1995