

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 28)

Tender Offer Statement
(Pursuant to Section 14(d)(1) of the Securities Exchange Act of 1934)

Kansas City Power & Light Company
(Name of Subject Company)

Western Resources, Inc.
(Bidder)

Common Stock, Without Par Value
(Title of Class of Securities)

48513410
(CUSIP Number of Class of Securities)

John K. Rosenberg
Executive Vice President and General Counsel
Western Resources, Inc.
818 Kansas Avenue
Topeka, Kansas 66612
Phone: (913) 575-6300

(Name, Address, including Zip Code, and Telephone
Number, including Area Code, of Agent for Service)

Copies to:

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New York, New York 10004
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This Amendment No. 28 amends and supplements the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1"), originally filed by Western Resources, Inc., a Kansas corporation ("Western Resources"), on July 8, 1996 relating to the exchange offer disclosed therein to exchange all of the outstanding Shares for shares of Western Resources Common Stock upon the terms and subject to the conditions set forth in the Prospectus, dated July 3, 1996, and the related Letter of Transmittal. Capitalized terms used and not defined herein shall have the meanings set forth in the Schedule 14D-1.

Item 11. Material to be Filed as Exhibits.

Item 11 is hereby amended and supplemented by adding thereto the following:

(a)(86) Text of a press release and employee update issued on August 16, 1996

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WESTERN RESOURCES, INC.

Date August 16, 1996

By /s/ JERRY D. COURINGTON
Jerry D. Courington,
Controller

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered Pages
(a)(86)	Text of a press release and employee update issued on August 16, 1996	2

The following press release and employee update was issued on August 16, 1996:

KCPL MANAGEMENT FAILS TO GET REQUIRED SHAREOWNERS VOTE FOR UTILICORP MERGER

WESTERN RESOURCES STEPS UP CAMPAIGN FOR SHARE TENDERS

TOPEKA, Kansas, August 16, 1996 -- "It is clear that KCPL management failed to achieve the legally required two-thirds vote to complete their proposed merger with UtiliCorp, and we believe they have failed to receive even a simple majority of those voting today," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer.

"KCPL shareowners have finally had an opportunity to speak," Hayes continued, "and now we look forward to moving ahead with our offer by encouraging KCPL shareowners to tender their shares of KCPL in exchange for Western Resources stock."

The statement followed the closing of the polls at the special meeting of KCPL shareowners in Kansas City, Missouri today.

"While the final tally of the vote will not be available for at least two weeks, based on the proxies we submitted today, we feel it is unlikely that the merger received even a simple majority of those voting today," Hayes said.

Western Resources estimates there were 51.1 million votes cast, including 90 percent of those shares held by individuals, in the

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contest concerning the UtiliCorp/KCPL merger proposal. The 51.1 million votes cast would represent an 82.6 percent turnout of those shares eligible to vote. Western Resources turned in proxies voting against and abstaining, which counted together with shares turned in by ADP (the principal repository for institutional and brokerage accounts) as well as other brokers, totaling approximately 27.1 million shares, or 53 percent of the votes cast. The 27.1 million count does not include proxies received by KCPL, which may include additional votes against the UtiliCorp/KCPL proposed merger, as well as proxies that may cancel some of the individual votes cast against UtiliCorp/KCPL on the gold cards. Western does not believe the canceled votes will be material.

"Today's results make it abundantly clear that the KCPL shareowners have chosen to come down on the side of value. Further, it is clear this result is a stunning setback to the proposed UtiliCorp/KCPL merger," Hayes said.

KCPL shareowners recognized the better value of Western Resources' offer of \$31 per share, as well as a dividend of \$2.00 and \$2.35* and let their ballots do the talking.

"This is an exciting time for everyone associated with these two companies and this merger," said Hayes. "We look forward to creating a company that will benefit shareowners, customers, employees and the communities we serve."

* Dividend per KCPL share is based upon Western Resources' post-merger 1998 annual dividend rate of \$2.14 per share of Western Resources common stock and the exchange ratio in Western Resources' offer. Price per KCPL share (payable in Western Resources common stock) assumes that Western Resources' average share price is between \$28.18 and \$33.23 at the time of closing.

Western Resources (NYSE: WR) is a full-service, diversified energy company with a market cap of approximately \$1.8 billion, and total assets of almost \$6 billion. Its utilities, KPL and KGE, operating in Kansas and Oklahoma, provide natural gas service to approximately 650,000 customers and electric service to approximately 600,000 customers. Through its subsidiaries, Westar Energy, Westar Security, Westar Capital, and The Wing Group, a full range of energy and energy-related products and services are developed and marketed in the continental U.S., and offshore.

For more information about Western Resources and its operating companies, visit us on the Internet at <http://www.wstnres.com>.

This news release and employee update is neither an offer to exchange nor a solicitation of an offer to exchange shares of common stock of KCPL. Such offer is made solely by the Prospectus dated July 3, 1996, and the related Letter of Transmittal, and is not being made to, nor will tenders be accepted from or on behalf of, holders of shares of common

stock of KCPL in any jurisdiction in which the making of such offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. In any jurisdictions where securities, blue sky or other laws require such offer to be made by a licensed broker or dealer, such offer shall be deemed to be made on behalf of Western Resources, Inc. by Salomon Brothers Inc or one or more registered brokers or dealers licensed under the laws of such jurisdiction.