

WESTAR ENERGY INC /KS

Form 4

January 14, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
IRICK LARRY D

(Last) (First) (Middle)

818 S. KANSAS AVE.

(Street)

TOPEKA, KS 66612

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WESTAR ENERGY INC /KS [WR]

3. Date of Earliest Transaction
(Month/Day/Year)

01/13/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP, Gen Counsel and Corp Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock Par Value \$5.00	01/13/2011		A ⁽¹⁾	3,412 A \$ 0	71,960 ⁽³⁾	D	
Common Stock Par Value \$5.00	01/13/2011		F ⁽²⁾	1,074 D \$ 25.275	70,886 ⁽³⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
IRICK LARRY D 818 S. KANSAS AVE. TOPEKA, KS 66612	VP, Gen Counsel and Corp Sec

Signatures

Larry D. Irick 01/14/2011
 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Vesting and distribution of 3,412 performance-based restricted share units that were granted on February 24, 2010 and vested on January 1, 2011. The determination of the number of performance-based restricted share units that vested and that the performance criteria was met was made on January 13, 2011. Under the terms of the grant, the number of shares to be received by the Reporting Person is increased or decreased based on the Issuer's Total Shareholder Return as compared to the Total Shareholder Return for a defined Peer Group of companies for the defined Performance Period.
- (1) met was made on January 13, 2011. Under the terms of the grant, the number of shares to be received by the Reporting Person is increased or decreased based on the Issuer's Total Shareholder Return as compared to the Total Shareholder Return for a defined Peer Group of companies for the defined Performance Period.
 - (2) Forfeiture of 1,074 shares for the payment of taxes upon the vesting and distribution of 3,412 performance-based restricted share units granted on 2/24/10 and described in this report.
 - (3) Includes 18,750 restricted share units and performance-based restricted share units that are subject to forfeiture.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.