

WESTAR ENERGY INC /KS
Form 4
January 18, 2011

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LUDWIG JAMES J

(Last) (First) (Middle)

818 SW KANSAS AVENUE

(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 below) _____ Other (specify below)
EVP, Pub. Affairs & Con. Srvs.

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 (A) 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	60,403 ⁽²⁾	D
Common Stock, par value \$5.00	01/13/2011		F ⁽³⁾	1,074 D	\$ 25.275	59,329 ⁽²⁾	D
Common Stock, par value \$5.00					40	I	Held by son

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

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SEC 1474
(9-02)

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. 3 and 4)
				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
LUDWIG JAMES J 818 SW KANSAS AVENUE TOPEKA, KS 66612			EVP, Pub. Affairs & Con. Svcs.	

Signatures

Cynthia S. Couch by power of attorney
01/17/2011

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) Includes 19,750 restricted share units and performance-based restricted share units that are subject to forfeiture.
 - (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.

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

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