

WESTAR ENERGY INC /KS
Form 4
January 11, 2017

FORM 4

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

OMB APPROVAL

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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 *
BRIDSON JOHN T

(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)
01/11/2017

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)
SVP, Generation and Marketing

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock Par Value \$5.00	01/11/2017		A ⁽¹⁾		7,860	A \$ 0	15,165 ⁽²⁾ D
Common Stock Par Value \$5.00	01/11/2017		F ⁽³⁾		2,504	D \$ 56.285	12,661 ⁽²⁾ D
Common Stock Par Value \$5.00	01/11/2017		G ⁽⁴⁾	V	5,356	D \$ 0	7,305 ⁽²⁾ D

Common
 Stock Par Value \$5.00 01/11/2017 G⁽⁴⁾ V 5,356 A \$ 0 25,270 ⁽⁵⁾ I Held by trust ⁽⁶⁾

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

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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 Owned Following Transaction (Instr. 5)
				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
BRIDSON JOHN T 818 S KANSAS AVE TOPEKA, KS 66612			SVP, Generation and Marketing	

Signatures

Cynthia S. Couch by power of attorney 01/11/2017
 **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).
- (1) Vesting of 7,860 performance-based restricted share units that were granted on February 26, 2014, with a vesting date of January 1, 2017. Under the terms of the grant, the number of shares to be received by the Reporting Person at vesting 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

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Performance Period. The determination that the performance criteria relating to the grant had been met and the calculation of the number of shares to be distributed were completed on January 11, 2017.

- (2) Includes 7,305 shares that are subject to forfeiture.
- (3) Forfeiture of 2,504 shares for the payment of taxes upon the vesting of 7,860 restricted share units granted on 2/26/14.
- (4) Shares were transferred from the reporting person to the reporting person's trust, for which he and his spouse are co-trustees and beneficiaries.
- (5) Includes 117 shares acquired through the reinvestment of dividends.
- (6) Shares are held in the reporting person's trust, for which he and his spouse are co-trustees and beneficiaries.

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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