

Banning Jerl L.
Form 4
June 04, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Banning Jerl L.

(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)

06/04/2018

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, Ops Support & Admin

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	06/04/2018		A ⁽¹⁾	12,609 A \$ 0	42,552 ⁽²⁾	D	
Common Stock, Par Value \$5.00	06/04/2018		A ⁽³⁾	13,221 A \$ 0	55,773	D	
Common Stock, Par Value \$5.00	06/04/2018		F ⁽⁴⁾	8,922 D \$ 55.8925	46,851	D	

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Common
Stock, Par Value \$5.00
06/04/2018
D(5) 46,851 D \$ 55.08 (6) 0 D

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

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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

Banning Jerl L.
818 S. KANSAS AVE.
TOPEKA, KS 66612

SVP, Ops Support & Admin

Signatures

Cynthia S. Couch by power of
attorney

06/04/2018

**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) Grant of 12,609 restricted share units on 6/4/18 that will vest ratably in one third increments on the anniversary of the grant date.

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- (2) Includes 182 shares acquired through the reinvestment of dividends.
- Vesting of 13,221 performance-based restricted share units that were granted on 2/24/16, 2/26/17 and 2/21/18. Under the terms of the grants of performance-based restricted share units, the number of shares to be received 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 Performance Period. Under the terms of a merger agreement between Westar Energy, Inc. and Great Plains Energy Incorporated, performance-based restricted share units vest on the merger closing date at the greater of the target award or the actual number based on the performance criteria. 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 6/4/18.
- (3)
- (4) Forfeiture of 8,922 shares for the payment of taxes upon the vesting and distribution of 23,316 time-based and performance-based restricted share units granted on 2/24/16, 2/26/17 and 2/21/18.
- Shares of Westar Energy, Inc. stock and the restricted share units granted on 6/4/18 were exchanged for shares of Evergy, Inc. stock and Evergy, Inc. restricted share units pursuant to a merger agreement between Westar Energy, Inc. and Great Plains Energy Incorporated on a 1 to 1 basis.
- (5)
- (6) Solely for purposes of this filing, the estimated market value per share of Evergy, Inc. common stock on 6/4/18 was \$55.08 per share (the closing stock price of the common stock of Westar Energy, Inc. as reported on the New York Stock Exchange on 6/1/18).

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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