

HERDEGEN WILLIAM P III
Form 4
February 09, 2006

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 *
HERDEGEN WILLIAM P III

2. Issuer Name and Ticker or Trading Symbol
GREAT PLAINS ENERGY INC
[GXP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1201 WALNUT

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Customer Operations (KCP&L)

KANSAS CITY, MO 64106

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

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

(City) (State) (Zip)

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 (A) or (D) Price | | | |
| Common Stock ⁽¹⁾ | | | | | 678 ⁽¹⁾ | I | 401-k |
| Common Stock ⁽²⁾ | 02/07/2006 | 02/07/2006 | M | 1,187 A ⁽²⁾ | 2,692 | D | |
| Common Stock ⁽³⁾ | 02/07/2006 | 02/07/2006 | A | 1,037 A \$ 0 | 3,729 ⁽³⁾ | D | |
| Common Stock | 02/07/2006 | 02/07/2006 | F | 345 D \$ 28.2 | 3,384 ⁽⁴⁾ | 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 required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) ⁽⁵⁾ | ⁽⁵⁾ | | | | | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | ⁽⁵⁾ |
| Performance Shares ⁽²⁾ | ⁽²⁾ | 02/07/2006 | 02/07/2006 | M | 1,187 | ⁽²⁾ ⁽²⁾ | Common Stock | 1,187 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HERDEGEN WILLIAM P III 1201 WALNUT KANSAS CITY, MO 64106 | | | VP-Customer Operations (KCP&L) | |

Signatures

Executed on behalf of William P. Herdegen III by Mark G. English, Attorney-in-Fact (see attached Exhibit 24) 02/09/2006

__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) Amount includes 218 shares acquired from February 1, 2005 through January 31, 2006 through automatic payroll deduction/investment and participation in the Company's 401-k Plan.
- (2) The reporting person was granted 1,518 performance shares. The amount payable ranged from 0 to 200% based on performance of the Company. Reporting person was granted 1,187 shares of common stock based on Company performance.

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(3) Award of restricted stock pursuant to the Company's Long-Term Incentive Plan.

(4) Amount includes/reflects 1,037 restricted shares.

Options were granted in tandem with stock appreciation rights exercisable automatically in the event of a change in control as defined by (5) the Long-Term Incentive Plan under which they are granted. Options may be exercised with cash or previously-owned shares of Common Stock.

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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