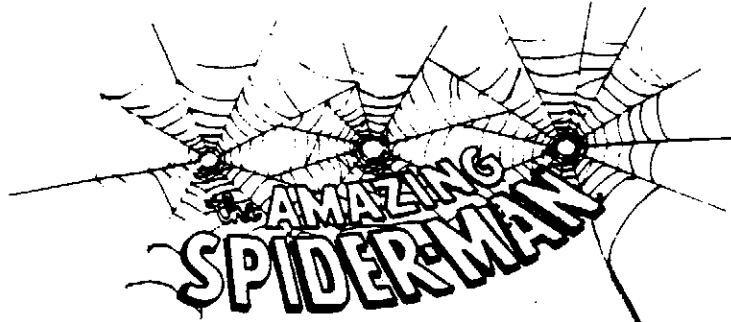


UNPRODUCED



Screenplay  
by  
Shepard Goldman  
and  
Albert Pyun



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THIRD DRAFT  
December 24, 1987

Based on Characters Created by Stan Lee  
c 1987 Cannon Films, Inc. and Cannon Int'l. BV

The logo for 'The Amazing Spider-Man' is positioned at the top center of the page. It features the words 'THE AMAZING SPIDER-MAN' in a stylized, bold, sans-serif font. The text is arranged in three lines: 'THE' on the top line, 'AMAZING' in the middle, and 'SPIDER-MAN' on the bottom line. The letters are white with black outlines and are set against a background of a spiderweb that radiates from the center.

SCRIPT REVISIONS

REVISION #1	12/05/87	BLUE
REVISION #2	12/10/87	YELLOW
REVISION #3	12/14/87	GREEN
REVISION #4	12/15/87	SALMON
REVISION #5	12/16/87	CHERRY
REVISION #6	12/17/87	GOLDENROD
REVISION #7	12/18/87	BLUE
REVISION #8	12/20/87	YELLOW
REVISION #9	12/22/87	GREEN
REVISION #10	12/24/87	LAVENDER

## 1 MUSIC IN. OPENING CREDITS SEQUENCE.

Early morning. The golden glow of a sunrise and new beginning fills the screen. The sun climbs the horizon, it's heat ripples.

PULL BACK. The sunrise is a REFLECTION in the huge silver coated glass window of a towering skyscraper office building.

CONTINUE PULL BACK. The vast skyline of Manhattan; its many towering edifices come into focus.

CONTINUE PULL BACK. Credits. The shot continues. It is a spectacular effect as we PULL BACK slowly and lyrically away from the city, over the East River, and into a neighborhood in Brooklyn.

FINAL CREDITS. PULL BACK through the window of an old BROWNSTONE brick edifice amid a neighborhood full of tenement housing.

The frame of the window shows the age of its last paint job; the panes of glass are clean, but streaked. A SPIDER has woven a WEB in the corner of the window, but the insect is no where in sight.

2 INT. A HALLWAY MIDTOWN HIGH SCHOOL. DAY.

STUDENTS push each other and scatter; doors shut; the corridor immediately gets quiet. It all happens in an instant.

3 INT. A CLASSROOM. DAY.

A CHART is pulled down.

INSERT: "Newton's Notion." The illustration depicts a bunch of feathers labeled with the legend, "10 Lbs.;" and a leaded anvil labeled, "10 lbs;" and a painting of Sir Isaac Newton standing underneath both, thinking.

CUT TO:

A3 CU A WRINKLED HAND holds a STACK of PAPERS.

CUT TO:

A little silver-haired TEACHER holds the papers in front of a class.

TEACHER

I have your tests graded. I'm afraid the marks are not quite up to par.

PETER PARKER, a dark haired student, with bright eyes and a tapered jaw, gets up from his seat to retrieve his paper. She smiles at him.

TEACHER (CONT'D)

Good job, Peter.

He takes his paper.

INSERT GRADE "100% - PERFECT."

TEACHER (CONT'D)

Based on the grading curve, I'm afraid the the rest of you all failed.

The STUDENTS MOAN. They stare at PETER as he returns to his seat. He crumples the test paper into a ball and tries to melt down into his chair. Everything is quiet.

TEACHER (CONT'D OS)

Now about your science fair projects. We have selected one student to represent Midtown High at the "Science Fair".

All eyes are on PETER. His eyes dart around the room for escape.

4 INT. GYMNASIUM - DAY

During a volleyball game, FLASH THOMPSON, a blond, hunky, but not too bright part-time quarterback and full-time bully, seizes the opportunity to dunk a ball right onto PETER'S head. CLUNK!

The INSTRUCTOR chides FLASH with a soft reprimand. HARRY, a funky, brainy, and shy, student, comes to PETER'S aid.

CUT TO:

OMIT SCENES 5 and 7

7 INT. HALLWAY IN SCHOOL - DAY

Peter gets books out of his locker. LIZ walks up... starting to open her locker.

(CONTINUED)

7 CONTINUED:

LIZ  
Hiya Peter..

PETER  
(surprised)  
Oh. Hiya Liz.

LIZ  
Boy, you really killed the  
the test scores.

PETER  
Ah... sorry.

LIZ  
(smiles)  
Guess we'll all have to study  
harder to keep with you, huh?

Peter smiles back... shyly...

HARRY (OS)  
Peter! Peter!

Despite PETER'S protesting body language, HARRY pulls him  
away.

PETER  
Harry, could you give me a  
break?

(CONTINUED)

7 CONTINUED:

He indicates LIZ standing nearby... now talking to FLASH.

HARRY

Yeah, you and every other guy.

Peter turns away... looking longingly at Liz Allen as Flash leads her away.

HARRY

You don't actually think you got a chance?

DOWN THE HALL, FLASH, crossed-eyed, bangs his head harder and harder against a locker door to entertain a group of girls. LIZ, in the center of the group, uncontrollably laughs the loudest.

HARRY looks at PETER. A BELL RINGS.

OMIT SCENE 8

9 EXT. A FOOTBALL FIELD. DAY.

FLASH, the quarterback, barks numbers and the ball is snapped into play. He makes a long pass toward the goal posts; then gets slammed and tackled by three other guys. A whistle stops the play.

On the side bleachers, LIZ watches with other cheerleaders. Her eyes are glued to FLASH as he gets up and brushes off his great hulk of a body. TERRY, sits next to LIZ, applying Lee Press-On-Nails.

*(did) coke cups on cone*

TERRY

One day I'd like to climb that  
big Flash Thompson.

LIZ

Well, there's not alot at the top,  
believe me.

They giggle. Behind them, a CLASS ROOM WINDOW in the background.

10 INT. A PHYSICS LAB. DAY.

REVERSE ANGLE. Through the windows that run the length of the room, PETER watches LIZ on the football field at cheerleader practice. He is so deep in thought, he hardly notices his name called over and over again.

GWENDOLYN (OS)

I think the president of the  
Physics Club should cast the  
deciding vote. Peter...Peter...

Shaken back to reality, he turns to face the other students in the room.

GWENDOLYN (CONT'D)

Well, Peter? Should we have the  
after science fair dance at Trader  
Wycks, or the Village Hippo?

POV PETER. The room is filled with nine of the nerdiest, brainiest, and freakiest looking group of KIDS. These are the geniuses of the school. Their idea of a wild time is proof reading the Encyclopedia Brittanica.

(CONTINUED)

10 CONTINUED:

PETER turns to answer GWENDOLYN. She smiles at him coyly. The sun through the windows hits her face and PETER can hardly look at her as the glaring light bounces off the BRACES covering her crooked teeth in blinding reflections.

CUT TO:

OMIT SCENE 11

CUT TO:

Previously #'d scene 12 is now scene A47 on pages 48A-48C

OMIT SCENE 13

14 EXT. A FIVE AND DIME STORE - LATE AFTERNOON

14

A TELEVISION SCREEN with wrestling introductions ("Crusher Hogan!") to the music. It sits above a counter and the CLERK who watches. A GANG slips past the clerk, quickly leaving the store. And what a GANG it is. The leader, KNIGHT, is a genuine delinquent on the brink. His cohorts, RICO and DEE tag along for the ride: all products of the frustration borne from being trapped in the economic depression of the area. The group is a wash of leather, chains, tattoos, feathers, studs, and spurs.

They've just ripped off the store. They all giggle and pretend to be non-chalant. They get to the street and run up an alley way.

CUT TO:

15 EXT. AN ALLEY - LATE AFTERNOON

They pull cans of spray paint they lifted from the store out from under their clothing. PUFF paints a big smile face with an arrow through it on the wall of the store.

KNIGHT

I think we outta be appreciative for the paint.

DEE

The Boss is boss. We say, "thank you."

They all start writing "Thank You," on the side wall of the store, and laughing. The sound of the spray cans HISSES.

The STORE OWNER comes running out.

STORE OWNER

(yells)

Hey stop it! What do ya think yer doin'! Hey! I'll--

They hurl the cans at the owner... who recoils in fear... then the punks run... THE SOUNDS of ELECTRICAL SPARKS as the punks run past a house...

16 EXT. HOUSE LATE AFTERNOON

FROM ABOVE: Establish on Aunt May and Uncle Ben's brownstone. On a block of run down houses that were once the symbol of middle class prosperity, one house seems just a little more lovingly maintained, managing to stave off the other building's air of neglect. Light comes from under the door of the garage. The SOUNDS of a television, the racket of construction, and other noises.

CLOSE IN: the CRICKETS sound so inviting, the strange cacaphony of sounds that leaks from under the garage's large double door, too curious to not investigate.

17 INT. GARAGE - LATE AFTERNOON

CLANKING NOISES. PAN ACROSS a floorful of tools. A TELEVISION blares a fight: one WRESTLER, CRUSHER HOGAN, tall, massive, and round lifts ANOTHER WRESTLER high above his head.

17 CONTINUED:

PAN across corner of the TV set. Keep PANNING. A RADIO is also on, playing Beatles music. The fan in an old MICROWAVE churns merrily; long forgotten POPCORN inside has broken through its bag, and starts to creep out of the sides of the oven's door. Keep PANNING. A SOCKET with electrical wires dripping from its every corner sparks and sputters.

The LIGHTS BLINK. HOLD ON a strange device, about the size of a pencil. A BUZZING noise begins to churn. The device vibrates as it starts to lift from the table. It lifts, then rests back down, as if for more strength.

BEN (OS)

(Yelling)

She's gonna do it! This  
time, she's gonna make it!

CU on PETER. He is ecstatic as he REVS the remote control with both hands. The light of nine souls radiates from his face as his invention comes to life, and the device majestically rises and hovers inches above the table top.

BEN (OS)

C'mon!

The device whines some more, and then crashes down onto the table.

BEN (cont'd)

Oh.

PETER sighs... frustrated. A VOICE CALLS.

PETER

What do you think it is,  
Uncle Ben?

BEN

I don't know. Yer the  
genius.

(CONTINUED)

17 CONTINUED:

PETER  
Right... the genius.

AUNT MAY appears in the doorway... she looks grim...

AUNT MAY  
Ben... it's the bank. On the  
phone.

Ben's expression changes... becoming fearful... pale.  
Peter notices.

BEN  
Alright, May.

Peter watches Ben walk through the door into the home.  
May looks after him, worried... scared... Peter notices  
this too.

CUT TO:

18 INT. AUNT MAY AND UNCLE BEN'S HOUSE - NIGHT

A fork jabs into a rare piece of meat. At dinner, AUNT  
MAY, UNCLE BEN and PETER eat. It's quiet... a little  
tense... The television blares another wrestling match  
(OS). CU a fork pushes the meat through gravy.

ON THE TELEVISION, TWO FEMALE WRESTLERS push and shove  
each other through a mud-filled ring.

THE MEAL CONTINUES. Finally Ben decides to break the  
gloom.

BEN  
She got it right between the  
mud pies.

(CONTINUED)

18 CONTINUED:

AUNT MAY looks at BEN with parental disdain.

AUNT MAY

(To peter)

Have more liver, my big boy.

BEN

He-s not a boy, May. He's a  
man. Right boy? A man!

PETER smiles and eats.

(CONTINUED)

18 CONTINUED:

BEN chases peas off his plate and around the table before nabbing them onto his fork.

BEN  
How's that girl you had the  
hots for that sits next to  
you. Dija make any time with  
her yet?

AUNT MAY  
BEN! Really!

Her spoon hits her plate. PETER shifts uncomfortably.

PETER  
Liz Allen. I'm still  
interested in the class;  
however, I don't think the  
girl is interested in me.  
She's going for Flash  
Thompson: Brawn over Brains.

BEN  
Kid, you're not handling this  
right. You're fighting with  
what you don't have.

Aunt May rolls her eyes... she's heard Ben's "words of  
wisdom" before.

PETER  
What do you mean, Uncle Ben?

BEN  
It's a hard class, this  
Psychic?

(CONTINUED)

18 CONTINUED:

PETER  
(Gently correcting)  
Physics.

BEN  
Well, She'll probably need  
some help. One night before a  
big test she'll need your brains  
so she can pass. You have a gift.  
You'll see. She'll call you in  
the middle of the night almost  
in tears.

(Mimicks)  
"Can you help me; please, will  
you help me?"

PETER and AUNT MAY lean forward, captivated by the story.

BEN (CONT'D)  
You'll go to her house. She'll  
have poured two Yoo-Hoos in  
champagne classes. She'll beg  
you to explain the notes from the  
class before the exam in the  
morning. And she'll promise you  
...anything.

PETER  
(Charged)  
And then I could help her.

BEN  
(Gently correcting)  
And then you could pork her.

AUNT MAY (OS)  
BEN!!!

18 CONTINUED:

19 INT. BEDROOM. NIGHT.

Mementos of high school fill the walls and shelves. END ON PETER. A picture on his desk catches his eye.

INSERT: a framed picture taken years before of PETER as a young boy, between his PARENTS, a wonderful looking couple with smiles on their faces that make them look happy and proud of their five year old boy. Their arms are all around each other as they lean forward in a boat. A VOICE OS makes PETER jump.

BEN (OS)

That was some fast speedboat. Maybe too fast. I always told your dad that.

UNCLE BEN stands in the doorway. PETER looks at him. The surprise of his presence having saved PETER from starting to cry.

PETER

What's going on with you and the bank?

BEN looks away.

(CONTINUED)

19 CONTINUED:

BEN

It's funny. After the accident, when your Mom and Dad passed away and you came to live with us... I had this idea... I wanted you to be the best ball player that ever was. Gee. What ever happened to that?

PETER

I was no good.

BEN

Yeah. Babe Ruth you wasn't.

CU BEN.

BEN

Remember, Pete-y, everything's for a reason.

PETER

If there's a problem, Uncle Ben...

BEN

Everything's okay,.

BEN walks over to the aquarium and taps the glass to see if the old goldfish even notices. UP CLOSE against the magnifying powers of the glass, BEN'S distorted face mimicks the fish. PETER watches him and smiles. You can tell they love each other, but BEN is macho, and just as shy as PETER.

BEN

You got a shot at the first prize in that Science Fair. I want to win it, Petey. I want you to get that scholarship prize.

(smiles warily)

'Night, Peter.

PETER

Good night, Uncle.

(CONTINUED)

19 CONTINUED:

He turns and walks out, leaving PETER staring deep in thought.

20 INT. PETER'S BEDROOM. NEXT MORNING

The hands on the little "Big Ben" clock reach "7:00." Tiny mechanisms begin to rotate and kick into gear. The toy penguin bangs his cymbals, which break a thread running across the shelf. That pulls a switch that starts the toy bear banging a drum. The drum is beside a voice activated motor that makes the mechanical metal hand dexterously reach over to the daily calendar, and rip off yesterday's date from the top. The racket is amazing.

A sleeping arm from under the covers reaches for a switch but the NOISES CONTINUE.

Peter gets up out of bed, and reaches for his robe. He hears WHISPERING down the hall, and crosses to the doorway. He leans over and strains to hear.

CUT TO:

A20 IN AN UPSTAIRS HALLWAY, UNCLE BEN and AUNT MAY exchange curt WHISPERS. He is halfway down the stairs, she on the landing above.

AUNT MAY  
We'll have to tell him, Ben...

(CONTINUED)

20 CONTINUED:

BEN

No. I don't want him to worry  
or his grades to suffer. It's  
not his problem. I'll figure  
something out, May. I will.

CUT TO:

21 REACTION SHOT, PETER. Closing bedroom door.

\*

CUT TO:

\*

\*

\*

OMIT SCENES 22 AND 23

24 INT. GYMNASIUM. DAY

In another volleyball game, PETER'S team is winning. HARRY hits the ball to PETER. PETER volleys over the net, the ball is flipped, once, twice, and then FLASH sends the ball sailing back over the net. WHACK! PETER gets it full force on the side of the head. Again.

FLASH sarcastically looks at PETER with sympathy. PETER turns to HARRY.

PETER

One of these days. I swear...

HARRY

What are you talking about?  
Thompson could chew you up and  
spit you and me both out for  
breakfast.

PETER looks at FLASH with hatred and disgust.

PETER

Every dog has its day.

CUT TO:

OMIT SCENES 25 AND A25

B25 EXT. SCHOOL - AFTERNOON\*

The school's janitor is RALPH a slight 18 year old boy. He is dumping trash outside the locker rooms. Peter exits the locker rooms... and is spotted by Ralph...

RALPH  
Ready for the big event,  
Peter?

PETER  
Huh?

RALPH  
The science fair.  
(softly)  
I coulda won it my year if I  
hadn't had to drop outta  
school to work.

PETER  
I thought you were going to  
catch up this year in summer  
school?

RALPH  
I thought so too. But since  
my mom got laid off too,  
they've needed me to work  
more hours. Y'know how it  
goes.

He shrugs. It's hard for him to talk about it.

Suddenly there's a distressed scream... a girl's... coming from around the corner of the building. Ralph instantly takes off toward the sound. Peter reluctantly follows.

CUT TO:

C25 EXT. SCHOOL WALKWAY - CONTINUOUS\*

C25

Ralph and Peter come around a corner to see KNIGHT, DEE and RICO shaking down a teenage couple. The girl is held by Dee... her steady is held down on the ground by Rico. Knight rifles through the girl's purse... and the boy's wallet... snatching whatever money he finds.

RALPH  
(disgusted)  
Punks...

RALPH approaches the GANG, and maturely addresses KNIGHT.

RALPH (cont'd.)  
Look, Knight...

The rest of the GANG gathers around RALPH menacingly.

KNIGHT  
What, four eyes?

KNIGHT picks his teeth with the point of his switchblade.

RALPH  
Stop messin' around.

KNIGHT  
How 'bout I just mess with  
you.

Knight suddenly punches Ralph in the face, sending the boy flying backwards to the ground.

(CONTINUED)

(12/14/87)

C 25 CONTINUED:

C25

The GANG members hold him down. It is a rough struggle. RALPH KICKS VIOLENTLY. KNIGHT continues to punch Ralph. Nearby STUDENTS run away.

Peter is left standing alone... staring as Knight and his boys beat the hell out of Ralph as they curse him.

Ralph is screaming for help... screams which boom in Peter's ears.

Finally Peter, almost unconsciously, picks up a trash barrel and smashes it into Knight's back.

Knight stumbles to the ground... dazed...

Dee and Rico are surprised... turning to look at Peter... then their fallen leader...

RICO

You sonabitch...

Peter starts to back away... even as Knight rises to his feet... enraged... cursing...

Peter runs... and the three punks chase after him.

OMIT SCENES 26 AND 27

CUT TO:

28 INT. HOUSE - DAY

28

PETER enters through the front door, slamming and locking it behind him.

CUT TO:

A28 INT. KITCHEN - DAY

A28

Aunt May sobs quietly as she cuts onions.

CUT TO:

28\* INT. FRONT HALL - DAY

28\*

Peter feels uneasy... he looks through the sheer and pleated drapes to the front of the house.

(CONTINUED)

28 CONTINUED:

TELEVISION (OS)  
Who will take the Crusher  
Hogan challenge! 1000 to  
anyone who can survive in the  
ring with the Crusher for 1  
round.

ANOTHER TV VOICE  
(OS)  
After two years, no one's  
done it yet, Bob!

BEN  
Pete-y! S'at you?

PETER walks into the living room.

CUT TO:

29 INT. LIVING ROOM - DAY\*

*w/can*

29

BEN watches a sports commentator talk about the wrestling challenge on a television in the small and floral wallpapered room. There is a forties sort of decor, but the place exudes the warmth of its owners.

BEN (cont'd)  
Hey, Petey, come on in.  
Crusher's about to beat the  
daylights outta some new sap.

PETER enters the room and flops himself down into a chair facing the television set. Through the lace drapes of the room's bay windows the GANG gathers one by one in front of the house. PETER watches the swarm form.

BEN (cont'd)  
I wouldn't get into that ring  
for 10,000 bucks.

PETER looks out the window.

POV PETER. Knight, Dee and Rico stand in the middle of the street staring at Peter in the window. Knight suddenly laughs... and points at him.

Then the three punks run off... into the night. Peter is relieved... but only slightly.

CUT TO:

OMIT SCENES 30 and 31

28-30.

32 INT. CAFETERIA - DAY

The sprawling space has been turned into a SCIENCE HALL for the statewide competition with booths from different schools filled with science projects.

TRACK a couple as they move from exhibit to exhibit. CAMERA PANS the array of inventions and experiments. Some are inspired. Some just a riot.

A CUB SCOUT has invented a robot that helps little old ladies across the street; a MUSIC MAJOR has invented a computerized micro-kitchenette that can fix a sandwich while he practises his violin; and behind a backdrop, one STUDENT in a leaded apron prepares a secret experiment called "Project X."

CUT TO:

IN ANOTHER BOOTH, PETER polishes his DEVICE as HARRY looks over the competition.

(CONTINUED)

32 CONTINUED:

HARRY

Brenner High has an automaton that digests food and belches, but I heard it's arm fell off in rehearsal.

He walks over to PETER.

HARRY (CONT'D)

How're we doing?

PETER

(Confidently)

We're ready.

CUT TO:

FLASH, not smart enough to have a project of his own walks around with LIZ poking fun at all "the nerdy goof-brains."

CUT TO:

FROM ACROSS THE ROOM, HARRY AND PETER watch... stewing...

ACROSS THE ROOM, LIZ stops to talk with some other girls. FLASH gets bored and wanders off. Hiding behind an exhibit, he waits till no one is looking, and then reaches under the "Project X" display, and removes a large metal cylinder.

He tucks it up under his sweater and moseys over to PETER'S booth and device.

FLASH

Came to wish you luck, Parker.

HARRY

Yeah, and to tell us the Pope's Jewish. What do you want, Thompson?

Looking down at him.

(CONTINUED)

32 CONTINUED:

FLASH

Shut up, chipmunk cheeks. I can  
wish a fellow classmate well.  
Or are you trying to stop me?

HARRY holds two fingers on top of each other, fending him off  
with the sign of the cross.

FLASH

You know, you'd be okay looking,  
if it wasn't for your face,  
Simpson.

FLASH pulls a fist back.

FLASH (CONT'D)

But, not to worry, I can fix that.

PETER gets between them.

PETER

Thanks Flash, it's nice of you to  
care. We won't forget.

A loud speaker squeaks. The competition begins.

PETER (CONT'D)

It's starting. You'd better get  
back to Liz before Greg Manning  
buys her "Good Humor."

ACROSS THE LARGE ROOM, GREG MANNING buys an ice cream for LIZ  
who loves the attention. FLASH strides over, squishes the cone  
right into GREG'S face, and takes LIZ away by a jerk of the arm.  
AN AMPLIFIER SQUEALS.

MISS HANCOCK (OS)

Hello? Hello? Testing...?  
One...Two...Three...

MISS HANCOCK, a busty, round, and short High School principal  
with fifties hair and glasses, takes center stage to get things  
started. A banner hanging behind her reads, "9th Annual Era  
of Tomorrow Science Fair."

(CONTINUED)

32 CONTINUED:

MISS HANCOCK

(cont'd.)

Welcome to Midtown High School and the ninth annual "Era of Tomorrow Science Fair". This annual event was established nine years ago by the late Margorie Loring. The winner receives a scholarship to Empire University.

IN THE CROWD, FLASH makes lewd gestures with his fist; the guys around him call and laugh. Oblivious, MISS HANCOCK rises above it.

MISS HANCOCK

(cont'd.)

I'd like to take this opportunity to introduce Dr. Tanner, from General Techtronics Laboratories, who, along with myself, will be judging today's event.

DR. TANNER, a man in a white lab smock with a moustache and no hair on the top of his head, smiles uncomfortably and waves with the clipboard he's holding. He nods acknowledgement while the crowd applauds courteously.

(CONTINUED)

32 CONTINUED:

MISS HANCOCK

Let's begin with Dennis Deitz from Mahatma Ghandi Senior High who will demonstrate his electric chopsticks. Dennis...

DENNIS DEITZ demonstrates his electric chopsticks. They start to move quicker and quicker, pumping more and more Lo Mein into his mouth; and then his face, faster and faster. Soon he is almost covered with noodles. It's disgusting. The crowd's reception is cool. Scattered applause. FLASH and his friends laugh hysterically. DR. TANNER rolls his eyes.

MISS HANCOCK

That was Dennis Deitz from...where...? Oh, yes. Mahatma Ghandi High. That was very nice, Dennis.

CUT TO:

IN THE AUDIENCE, FLASH jeers.

FLASH

That's great! But an hour later you want another invention! Ha! Ha!

LIZ loves it and laughs, taking him around to reward FLASH with a kiss.

CUT TO:

REVERSE ANGLE. PETER glares at them from across the room.

PETER

What a low-life.

MISS HANCOCK (OS)

And now...and now...I'd like...now where is it...?

CUT TO:

MISS HANCOCK searches through the papers on her clipboard, holding half-rimmed glasses at arms length while she tries to read.

(CONTINUED)

32 CONTINUED:

MISS HANCOCK (CONT'D)

Where...oh, here. Rudi Farber,  
from Hackensack High, with her  
entry she calls she calls, "New  
Fangled Bangles."

A curtain on a makeshift stage draws to one side revealing RUDI FARBER, an eighteen-year old stacked bombshell, going on twenty-eight; decked in a clinging blouse and short leather mini-skirt with Tina Turner trimmings. She walks back and forth modelling arm lengthfuls of silver bangled bracelets. The curtain also exposes a woman, RUDI'S MOM, who sits at a machine with an anvil and a crank that automatically cuts shapes of bracelets out of revolving garbage can lids.

Miss Hancock narrates from a sheet on her clipboard.

MISS HANCOCK (CONT'D)

Rudi's machine makes new bracelets  
out of recycled garbage cans.  
That's very innovative, Rudi.

The crowd likes her merchandise more than the invention. The guys, led by FLASH cat call. Macho applause grows. Others hoot at her short leather skirt and shapely legs. LIZ smacks FLASH with playful jealousy. DR. TANNER has a broad smile on his face and is enjoying this entry till a sharp and disapproving look from MISS HANCOCK catches his eye. His expression gets serious and professional immediately.

PETER rolls his eyes with distaste and turns his energies back to preparation. But HARRY goes wild as RUDI bumps and grinds for the crowd.

HARRY

Way to go, Rudi! All right. That  
girl is, bad. I mean bad. Pete-y  
old boy, this is not to be missed.

Back on the little wooden stage, RUDI turns back and forth while MISS HANCOCK comes by, scoring with her clipboard. MISS HANCOCK can hardly be heard over the clanging of the bracelets, the clomping of the high heels on the stage planks, the scraping and cutting sounds of the bracelet machine and its squeaky grinding gears, and the hoots and howls of the crowd.

MISS HANCOCK

Thank you, Ruby. That was  
very...sweet.

(CONTINUED)

32 CONTINUED:

While LIZ chats with PETER, and FLASH edges his way to the DEVICE. He reaches under the tiny object and wedges a wad of GUM into an intake duct.

LIZ

(To PETER)

I think it's all very interesting, Peter. How all you people think up this stuff.

With a smack on the shoulder, FLASH wishes PETER luck and then pulls a surprised LIZ off to one side.

FLASH

Don't worry, if you think what he did is good, wait 'till you see what I did.

LIZ

What do you mean?

FLASH

I fixed it so that Drano brain can't "get it up".

(CONTINUED)

32 CONTINUED:

LIZ

What do you mean? Are you telling me that you did something that'll make our school lose? You know sometimes you're... I'm telling Mr. Warren.

He stops her by grabbing her arm.

FLASH

(tough, like Bogey)  
You're not telling anyone, anything.

He grabs her hard into his arms, and kisses her deep on the mouth. She resists at first and then her hands tangle into his hair as she inhales him.

MISS HANCOCK (OS)

From Midtown High, Peter Parker and his BUGCAM. BUGCAM? Did I say that right?

The crowd turns to look at PETER'S booth. Peter presses a button on his remote control... and the auditorium goes DARK. The crowd buzzes, laughing uneasily. Then several TV monitors around the room come to life. A hush comes over the crowd. FLASH waits smugly off to one side. Peter attempts to start his Bugcam. The craft starts to lift off the table... a miniaturized VIDEO CAMERA activates and sends pictures of its airborne POV to the TV's.

The CROWD goes WILD. MISS HANCOCK walks over and makes notes on a clipboard while everyone applauds and cheers. Then, with a BUZZ and a SIZZLE, sparks fly from underneath, and the device CRASHES back onto the floor from whence it rose.

Everyone "oh's" with disappointment. PETER leaps to the device... to see what went wrong. DR. TANNER shakes his head, and crosses his name off a list on his clipboard. Then MISS HANCOCK starts to disqualify him.

(CONTINUED)

CONTINUED:

MISS HANCOCK

Under the rules of competition, the invention did not maintain performance for two continuous minutes, and therefore, I must disqualify Midtown High's entry...

MOANS from the crowd. HARRY muscled his way to the front of the crowd.

HARRY

Miss Hancock... Miss Hancock... page 396 of the competition rule book, paragraph three clearly states that each contestant is entitled to three attempts and two adjustments to achieve the aforementioned two minutes.

HANCOCK peers at him over her half-glasses.

MISS HANCOCK

Yes. That is true. The rules do specify that. And it is admirable that you have studied the rule book and come prepared for the event. You're a credit to your school.

The crowd, led by FLASH pokes fun at him, teasingly "ooing", and "ahing", as if impressed. HARRY ignores their jeers and his own embarrassment and rushes a tool box over to PETER, who makes some rapid fire adjustments before stepping back to activate the device again.

The crowd gets quiet. The anticipation builds. The device REVVS and lifts up. And then crashes down again on the table. The crowd MOANS with disappointment. MUSIC BUILDS with TENSION.

FLASH

As light as an anchor!

(CONTINUED)

CONTINUED:

MISS HANCOCK shakes her head in unbiased disappointment. PETER checks underneath as she starts to cross out his name from her clipboard.

MISS HANCOCK  
I'm sorry, but we're starting  
to run late.

Suddenly, PETER dislodges the gum FLASH wedged in the intake duct.

Freed from its foreign interference, the Bugcam LIFTS off from the table, and makes a tight circle around the center of the room. Everyone is enthusiastic. The crowd starts to CHEER. Dr. TANNER nods his approval. The video images it sends of faces the camera flies past are funny and remarkable.

MISS HANCOCK walks over with a smile on her face and places a blue ribbon on the machine as it scoots by.

PAN happy faces HARRY, PETER, and the crowd. All except FLASH who sulks while even LIZ cheers.

MISS HANCOCK  
(cont't OS)  
Peter Parker from Midtown  
High has been selected for  
his invention, "The Bugcam",  
to receive the Marjorie  
Loring full four year science  
scholarship for Empire  
University. Dr. Tanner from  
General Techtronics  
Laboratories will bestow the  
silver trophy to Peter Parker  
with our congratulations.

PETER steps up to DR. TANNER who hands him the items.

DR. TANNER  
I think you have quite a  
future ahead of you, son.

PETER  
Thanks.

DR. TANNER  
If you ever want a tour of  
our facilities at GTL I'd be  
pleased to show you my work.

A32 EXT. GENERAL TECHTRONICS - NEXT DAY

A32

Establishing.

OMIT SCENES 33\*

OMIT SCENES A33, B33, C33, D33

OMIT SCENES E33 and F33\*

OMIT SCENE 34

35 INT. GENERAL TECHTRONICS LABORATORIES. CONTINUOUS

A SECRETARY interrupts a discussion between Dr. Tanner, and his associate, Dr. Manner. Peter stands behind the secretary.

SECRETARY

This is Peter Parker.

DR. TANNER

That's the student that won the science competition!

DR. MANNER

Thank you, Sarah.

MANNER and TANNER are all over him.

DR. MANNER (CONT'D)

Peter Piper. I've heard so much about you.

PETER

Parker. Thank you.

DR. TANNER

Welcome, I'm so pleased you took me up on my invitation.

CUT TO:

A35 SEVERE ANGLE CU. In this TIGHT CU, the proportions of THE SPIDER look enormous and monstrous. THE SPIDER disappears into a thin crack between the metal switches.

DR. MANNER (OS)

The Bugcam. Alvin told me about it. Fascinating. And do you plan future studies in the applied sciences?

PETER (OS)

Well, I am fascinated by scientific principal.

CUT TO:

THREE SHOT.

DR. MANNER

How wonderful. We must give him the works, Alvin.

(CONTINUED)

35 CONTINUED:

DR. TANNER

The works, yes.

DR. MANNER

The works. What fun! The wonderful world of Laser and Radiation Control Techniques.

They walk him over to the control panels, excited to share their world with him.

DR. TANNER

Man's mastery over atomic science. You'll love it.

DR. MANNER

You will.

DR. TANNER

We do.

DR. MANNER

(Agreeing whole heartedly)

Indeed we do.

OMIT SCENE 36, SCENE 35 CONTINUES BELOW

TWO CONDENSORS loom above MANNER, TANNER, and PETER.

DR. TANNER

And now for a demonstration of how we can control radioactive rays here in the laboratory.

DR. MANNER

This is my favorite.

(CONTINUED)

35 CONTINUED:

DR. TANNER

Mine too.

MYSTERIOUS MUSIC IN. The heavy machinery buzzes as the two large condensers move into place towering over them.

But as the experiment begins, no one notices the tiny SPIDER descending from the ceiling on an almost invisible strand of webbing. THE SPIDER whom fate has given a starring, if brief, role to play in the drama we call life.

THE RAYS zap THE SPIDER. It is a stunning moment of color and power, as THE SPIDER takes on the red and golden glow of the BLINDING BEAMS OF LIGHT. The force of energy breaks the strand of webbing it hangs from, and it DROPS onto PETER PARKER'S hand.

CUT TO:

A36 The SPIDER, now glowing with a supernatural golden-white glow, creeps dizzily on PETER'S hand. He looks down at it, and snacks it with his other hand.

Bad move. THE SPIDER is angered by the blow. It arches it's body and bites hard into PETER'S hand before jumping away to safety. PETER looks at the bite, starts to feel its consequences.

PETER

Ow! A spider bit me!

DR. TANNER

Glorious.

The RAYS stops and the flourescent room light snap on. The demonstration is over.

DR. MANNER

Well, what did you think of our little demonstration, Peter?

Not meaning to be rude, PETER can hardly answer.

(CONTINUED)

A 36 CONTINUED:

PETER

My head feels strange, I need some  
air!

He fumbles across the room towards the door. POV the room starts to go in and out of focus. Noises drift in and out of his mind. The bite pulsates with the same golden-white glow as the spider.

DR. MANNER

Looks as though our experiment  
unnerved young Parker.

37 EXT. A STREET. DAY.

In front of General Techtronics Laboratories, PETER waits for a bus to go back into town. He suddenly begins to drip profusely with sweat and hot and cold chills. His body begins to throb and in pulsating bursts of growth, he changes and HUNKS UP before our very eyes. His clothes begin to seem inappropriate for his emerging physique.

The bus pulls up.

38 INT. BUS. DAY.

PETER sits alone in the rear of the bus, still sweating and shaking from chills.

He looks down at his hands. The veins seem to become more pronounced and in the shape of webbing. He sits on his hands to hide it.

He looks around him. The other passengers are in their own worlds.

39 EXT. STREET - DAY

39

It is noon by the time the bus drops PETER off on a street corner in his neighborhood. He is dizzy, and stumbles as he crosses the street and heads home.

CUT TO

40 INT. CAR - DAY\*

40

The GANG is packed in a car with KNIGHT driving.

DEE

Where do you want to eat?

RICO

Burger-King.

DEE

MacDonald's.

KNIGHT

Parker.

POV WINDSHIELD. Through the glass, PETER is seen leaning near a street light trying to gain his balance.

KNIGHT throws the car into gear. It lurches forward with screeching tires.

RICO

Take it easy on my Mom's car,  
Man!

CUT TO

41 EXT. STREET - DAY

41

Wrapped in his thoughts, PETER doesn't hear the AUTO until the last instant! And then, he unthinkingly leaps to safety. But what a leap it is!!

CUT TO

42 INT. INSIDE CAR - DAY

42

Dee and Rico look back... amazed... not believing their eyes. Except for KNIGHT... who stares grimly ahead... -viscious... seemingly locked in his own world.

DEE

Did you see that?

RICO

Not possible.

DEE

Parker must be severly dusted.

CUT TO

43 EXT. STREET - DAY

43

BACK ON THE STREET, PETER has jumped to safety smack on top of the wall of a nearby building.. He stays glued to the wall where he landed, twenty feet above the ground... afraid to move... to fall...

PETER

Whoa... how do I get down...

Feeling less, queezy, he reaches for a rain pipe... slips... but doesn't fall! He remains stuck on the wall.

PETER

Whoa!

He walks up the wall, hand over hand, with no effort at all.

PETER

Unreal...

Resting a moment, he leans against a drain pipe. it crumbles under his pressure like chalk.

PETER (cont'd.)

Whoa.

CUT TO:

44 EXT. ROOFTOP - DAY

44

Peter climbs onto the rooftop...

He tries all sorts of stunts and acrobatics, enjoying and testing his new found talents and powers.

Finally Peter pauses to rest... he sits on the roof ledge...

PETER

What's happened to me?

Peter looks down at his hand... at his bite...

PETER

That spider...

(pause)

They must have been working with it in the lab. A specimen.

(pause)

... for what?

(pause)

Its venom was altered... and it altered my blood...

(suddenly fearful)

Oh, my god...

Peter starts checking his skin... rushing over to a glass window... looking at his reflection.

PETER

Oh, damn... If I turn into a spider like that guy in the "Fly"... damn...

At that moment, Peter's attention is drawn to an open window, there, a lady takes a bubble bath in a large tub in a bathroom. A small television entertains her with a wrestling show broadcast.

ANNOUNCER

And people have been lining up for a shot at the thousand dollar prize to anyone who can defeat Crusher Hogan in the ring.

PETER

A thousand dollars... hmm...

CUT TO

OMIT SCENE 45

46 INT. HOUSE - NIGHT

PETER slams the front door and disappears upstairs. AUNT MAY appears from the kitchen and looks for who arrived.

46

CUT TO

47 INT. PETER'S BEDROOM - NIGHT

PETER rips off his shirt and rifles through the dresser drawers and his closet.

47

PETER

I'm going to wrestle for money while this spider power lasts... or before it kills me... or...

(grimaces)

... turns me into a spider.

He finds a netted "T" shirt in a drawer and examines it.

PETER (cont'd.)

But what if I get knocked out? I'm strong... but so's Crusher Hogan. Better disguise myself so no one'll know if I make an ass of myself.

He crosses to the mirror... and starts to remove his shirt... slowly... fearfully.

PETER

Please let me be human... no spider legs...

He closes his eyes and removes his shirt. Slowly he opens his eyes.

POV THROUGH the MIRROR. PETER looks at himself. He is stopped by what he sees. His body looks beautiful. What started out the day as a slender but not particularly bulky form, has metamorphosised into a hunky muscular body. He stands open-mouthed in surprised excitement.

PETER

Hey... I'm buffed!

CRUSHER'S VOICE  
(OS, grunting)

Oumph!

CUT TO

A47 INT. LOCKER ROOM. DAY.

A MASSEUSE smacks the rippling round mounds of extra flesh on CRUSHER HOGAN as he massages him on a table.

CRUSHER

I said, Ouch! You're hurting me.

He turns towards someone OS.

CRUSHER (CONT'D)

Maxie, I don't mean to ruin your day. I'm just telling you I'm getting stale. I want out. I gotta retire. I've been doing this for five years. I'm fraying at the edges.

His voice quivers as the massage intensifies.

CRUSHER (CONT'D)

I wanna move back to Flatbush Avenue and open a flower shop.

CUT TO:

REACTION SHOT MAXIE, a former used car salesman, now press agent, personal manager and television talent booking agent.

MAXIE

Crusher, baby. You're on a verge.

CRUSHER

I'm getting old, and I'm gonna get hurt one of the days. I gotta think about my mother. Will you take care of her if something happens to me?

MAXIE

You had mother?

Another smack from the MASSEUSE.

MAXIE (CONT'D)

Look, Crusher, I know we've had a few set backs.

CRUSHER

The concussion in New Brunswick.

(CONTINUED)

A47 CONTINUED:

MAXIE

I know.

CRUSHER

The broken arm in Reno.

MAXIE

Could have happened to anyone.

CRUSHER

And the split lip I got when that idiot from the audience jumped me in the parking lot.

MAXIE

Who would have thought an old lady like that could have such a temper?

The MASSEUSE hurts.

CRUSHER

(Whining)

Would you cut that out?

(To Maxie)

Would you tell him to cut that out?

MAXIE

Look, Crusher. Didn't I discover you? Didn't I make you?

CRUSHER sits up. MAXIE sits next to him.

MAXIE (CONT'D)

Who found you teaching Origami at the Kiwanis Club?

CRUSHER

(Begrudgingly)

You did.

MAXIE

Who got you your first grand?

(CONTINUED)

A47 CONTINUED:

CRUSHER

You.

MAXIE

For doing what?

CRUSHER

Wrestling.

MAXI

Then why would you want to blow  
it when your on the verge?

He puts his arm around CRUSHER.

MAXIE (CONT'D)

With this new public involvement  
gimmick we got going for us, we'll  
go city to city, raking in the  
dough. Then if still want out;  
we'll announce a farewell tour;  
you'll go back to all the cities,  
and you'll fight one more time.

He stands for dramatic emphasis as his story draws to a close.

(CONTINUED)

47 CONTINUED:

48 INT. AMPHITHEATER - NIGHT

IN THE RING, CRUSHER throws ANOTHER CONTENDER against the rings. He comes running after him and the force causes the other WRESTLER to ricochet onto the mat. He winces with pain while CRUSHER parades around him, the victor and the spoils, with his arms raised above his head in fists of ROCKY triumph.

OTHER WRESTLER

Ow. I think you gave me a  
whiplash, Crusher.

CRUSHER

(whispering)

Sorry Bennie.

The CROWD CHEERS the victory. IN THE FRONT ROW, MAXIE yawns and looks at his watch. It's stopped ages ago. He taps the crystal with his finger prodding the watch back to life, but no luck. He folds his trenchcoat to leave.

CUT TO

THE AUDIENCE HOLLARS

ANNOUNCER

Another contestant bites the  
dust as Crusher Hogan remains  
undefeated by his challengers  
in his worldwide tour of  
strength.

(CONTINUED)

12-4-87

48 CONTINUED:

PAN CROWD.

ANNOUNCER (CONT'D OS)

Since there are no more  
challengers, Hogan once again  
retains the title of world's-

HOGAN'S ASSISTANT puts his satin cape on. They gather their  
things in preparation to leave.

Then a VOICE in the audience yells boldy.

PETER

I'll try for that thousand dollars!

CUT TO:

PETER stand up in the audience. His face and head is covered  
in netted fabric that hides his identity.

CUT TO:

MAXIE gets a worried look on his face and sits back down in his  
ringside seat. He glances up to CRUSHER whose face is covered  
with panic.

CRUSHER

Well, well, if it ain't a little  
masked marvel. Step up, sucker.

PETER walks down the aisle while the crowd whispers and  
applauds. MAXIE leans forward and whispers to CRUSHER.

CRUSHER (CONT'D)

How come you didn't tell me about  
this guy?

MAXIE

Who knew? Don't worry. He looks  
so scrawny. Just take him in two  
rounds.

CRUSHER

(Feigning appreciation)

Thank you. How 'bout you take  
him in two rounds?

PETER steps into the ring.

CRUSHER (CONT'D)

Now just relax shorty. I'll try  
to make this as painless as  
possible.

(CONTINUED)

12-4-87

48 CONTINUED:

CRUSHER walks around the ring, passing MAXIE as he does. CRUSHER makes a curious gesture to MAXIE. MAXIE shrugs his shoulders.

They fight. CRUSHER goes to grab PETER. PETER uses his new found talents to jump and dart all around the ring and CRUSHER with the agility and powers of a Spider. CRUSHER starts to tire.

CRUSHER (CONT'D)

Stay in one place, would ya?

He sticks to the side pole holding the ropes with one hand, and CRUSHER HOGAN high above the ring with the other.

CRUSHER

Put me down! Put me down! You win! This is worse than that old broad in Tampa. You're not human. Nobody can do that!

PETER

Wanna bet?

Audience members talk amongst themselves as MAXIE listens.

AUDIENCE MEMBER #1

Greatest act I've ever seen.

AUDIENCE MEMBER #2

Sensational! And that mask gimmick!  
Terrific!

MAXIE overhears the talk.

MAXIE

Hey, that masked mashugenah may be just what I've been looking for all my life.

CUT TO:

PETER has pinned CRUSHER in no time flat. The Audience jumps to their feet CHEERING.

The CROWD stands howling.

The REFEREE jumps into the ring and grabs the MASKED FIGURE'S hands, raising them high above his head in triumph.

(CONTINUED)

48 CONTINUED:

REFEREE

The winner, and new masked  
champion!

THE CROWD GOES WILD. MAXIE jumps into the ring. CRUSHER  
reaches for help.

CRUSHER

(still on the floor)  
Maxie... !

MAXIE steps over him.

MAXIE

Be happy. You're one step  
closer to that flower shop.

MAXIE rushes to PETER and pulls a business card and a  
contract from his breast pocket.

MAXIE

Listen friend. Maxie  
Millian. I'm a talent scout,  
manager, and producer, and  
with that act of yours, I can  
make, er, we can make a  
fortune. Here's my card.  
Call me. We'll start  
immediately.

The REFEREE counts twenty dollar bills into PETER'S hand.  
THE CROWD CHEERS. ROCK MUSIC BLARES. PETER is ecstatic.

MAXIE (cont'd)

And keep the mask angle.  
It's real showmanship!

PETER

(to himself)  
You ain't seen nothin' yet.

CUT TO

49 INT. HOUSE - NIGHT

49

THEME MUSIC BUILDS subtly and dramatically through this sequence.

Inside his room, Peter is hard at work on a device. Using his knowledge of chemistry and micro mechanics, Peter builds his wrist WEB SHOOTER.

PETER

Oh, they'll love this.

Peter snaps the web shooter bracelet on his wrist. He stands at one side of his room... and fires. A thin line shoots out of a nozzle... expanding as it comes into contact with air. It smacks hard on the opposite wall, holding fast.

PETER grins...

CUT TO

PETER... putting his costume together.

He takes a red pillow from off a chair, and starts to open the seams.

(CONTINUED

49 CONTINUED:

He looks around. Something's missing.

CUT TO

50 INT. SECOND FLOOR HALL - CONTINUOUS\*

50

IN THE UPPER HALL of the house, PETER sneaks out of his room and down the steps.

CUT TO

51 INT. LIVING ROOM - CONTINUOUS

51

PETER tip toes through the downstairs. THROUGH AN ARCHWAY, there's snoring. A television set plays the wrestling matches taped earlier today. PETER gets caught up in watching HIMSELF on the TV!

AUNT MAY

Ben! Wake up. Look at the masked marvel. Ben you're missing it.

BEN'S feet can be seen off the ground in a reclining chair. AUNT MAY'S hands are seen playing solitaire on a portable TV table.

TV ANOUNCER

The winner and new masked champion!

A crown and a pile of money appear on the television screen.

TV ANOUNCER (CONT'D)

And be sure to join us next month, when we will announce "Midnight Wrestling Madness's Millionaire Wrestler".

CUT TO

52 INT. SEWING ROOM - CONTINUOUS

52

PETER clicks on the light in AUNT MAY'S sewing room. After a little looking he finds what he needs.

CU PETER opens a sewing basket and looks through it. A pin cushion, needles, threads, some wool skeins, Aunt May's reading glasses, and a folded letter.

PETER reaches for the skeines of wool. He reaches to put the sewing basket back on the shelf where he found it. But the top falls off and some articles roll out onto the floor. PETER hesitates to see if the noise was noticed in the other room. The TV blares.

AUNT MAY

Ben? Ben... you want some  
crackers and milk?

PETER puts it back together. The LETTER has fallen open.

INSERT: The letterhead reads, "First Federal Bank".

PETER reads the letter.

PETER

(reading)

"This is to inform you that since the last three mortgage payments on your home have not been received as of the date mentioned above, we plan to begin foreclosure proceedings..."

PETER is horrified.

PETER (cont'd.)

... within thirty days of your receipt of this letter. Have a Nice Day... yours sincerely, Mr. Timothy Walsh, First Federal Bank... "

CUT TO

53 INT. PETER'S BEDROOM - MOMENTS LATER

53

PETER looks at all the things Aunt May and Uncle Ben spent their hard earned money to buy him.

(CONTINUED)

53 CONTINUED:

PAN ROOM. Stereo; a small computer; a television; a vcr; lab equipment; suddenly all out of place luxuries in his life.

PETER

I've got to help them.

Peter looks down at his hands...

PETER

For as long as this power lasts... I'll cash in anyway I can.

CUT TO

54 INT. BATHROOM - NEXT MORNING\*

54

IN THE MIRROR, PETER spruces up before school. He is excited... anxious to get to school to show off his new powers... and bod.

He takes different colognes from his medicine chest, and mixes them together very precisely in the palm of one hand. He takes this custom blend of exotic fragrances and splashes himself generously with it.

IN HIS ROOM, PETER looks at himself with a new full length mirror he's added to the lodgings. He changes shirts, going for a more tightly fitted look.

And although he likes what he sees, the pumped-up shape, a perfectly glowing reflection of good health and strenght; he goes for an even tighter look.

The gold chain, tight brightly colored muscle shirt, and simulated leather close fitting jeans he ends up wearing to school might be sexy in Sicily, but look very out of place on him.

A LOUD BELL RINGS.

CUT TO

55 INT. SCHOOL - DAY

55

LIZ, FLASH, and HARRY take books from their lockers.  
TERRY arrives and leans seductively by her locker.

TERRY  
(teasing)

Hey, Flashman... I'm scalping  
a duece of tickets to the  
Millionaire Wrestler  
Championship for the 25th.

FLASH  
The Millionaire Wrestler?  
I'd kill for tickets to that.

TERRY  
Killing'd get you twenty  
years. A "C" note gets you  
the tickets.

FLASH  
(whistling)  
One hundred dollars. Wow.  
The championships. Well, uh,  
gee... do you mind if I tell  
you tomorrow?

TERRY moves on.

TERRY  
If you snooze, you lose.  
It's tax-deductable,  
Kingfish. Hiya, Liz. Hi,  
Harry.

HARRY  
I'm broke.

TERRY  
It's been a pleasure.

As Terry starts to walk away... Peter arrives.

TERRY  
(surprised)  
Peter... Parker?

Everyone looks at the flashy (if tastelessly) boy with his  
new physique. Flash, Liz and Harry stand open mouthed at  
the dramatic transformation.

(CONTINUED)

CONTINUED:

TERRY  
Where'd you get those biceps?

LIZ  
Gosh, peter... you're so...

PETER  
(grins)  
Yeah...  
(to Flash)  
Hey, Flash.. How you doin',  
big guy?

Flash is stunned... speechless.

TERRY  
Got any plans for the  
twenty-fifth?

PETER  
Ahh... 25th?... I don't  
know... why?

HARRY  
Hey, Petey, where did you get  
all the muscles? Yesterday  
you were you--

Terry pushes Harry aside and takes Peter by the arm...  
leading him off.

HARRY  
Hey! Peter!

Peter walks off... ignoring Harry. Liz's eyes lock on  
Peter.

LIZ  
Brains... and buffed.

Suddenly Flash gets envious.

FLASH  
Something's too weird here.

A BELL RINGS.

CUT TO

56 INT. GYMNASIUM - DAY\*

56

A VOLLEYBALL PLAYER tosses the ball into play. The game is hot and heavy. PETER gets goal after goal. Everyone notices the change. On the other side of the net, FLASH is getting up-tight. PETER bides his time, and then, POW! FLASH gets it on the side of his head. He reels from the impact, then falls to the floor unconscious. Everyone rushes around him. Someone gets smelling salts. THE COACH can barely revive him.

Surprised, HARRY turns on PETER. Who laughs aloud... alone... He stands cockily...

HARRY

Hey, Peter... take it easy, man.

The other students look hard at PETER... in fear and LOATHING. Peter feels it... but shrugs and walks off alone.

CUT TO

57 INT. LOCKER ROOM - DAY

57

The game over, all the PLAYERS peel off their uniforms and head into the locker room to change. FLASH shuffles in, still trying to shake the ringing from his ears.

PLAYER #1

Hey Parker bopped you royal.

The guys get a big laugh out of this while.

PLAYER #2

You pissed Thompson?

FLASH

I don't get pissed.

TIGHT ON FLASH.

FLASH (cont'd.)

I get even.

THE FAST-PACED MUSIC ENDS.

CUT TO

58 EXT. MIDTOWN HIGH - DAY\*

58

PETER dances down the front steps of the school. OTHER STUDENTS stop and stare at him... whispering. Amazed... scared... Peter feels their unease... and it troubles him.

CUT TO

59 EXT. STREET - DAY\*

59

PETER hustles along the busy street. A SHOPKEEPER opens an awning over a BUTCHER shop. He waves to PETER and then stops in surprise seeing his new threads... body... His WIFE comes out, and they both look and shrug.

CUT TO

60 INT. BEN'S CORNER STORE - DAY\*

60

*outside sign*  
*open / closed sign*  
In a typical corner Mom and Pop business, UNCLE BEN wraps some candies for a MATURE LADY CUSTOMER. Through the open doors of the store, PETER appears and waves, then disappears as he hurries past.

UNCLE BEN'S head jumps up in amazement from PETER'S outfit and demeanor.

MATURE CUSTOMER  
W-was that Peter?

BEN  
I'm not sure.

CUT TO

61 INT. HALLWAY LINED WITH MANY OFFICES - DAY\*

61

Establish on a door with a list of names on it. Gold lettering reads, "Maxie Millian, Theatrical Management; M. Millian, Theater tours; M. & M. Insurance, Real Estate, Appraisals." Toward the lower part of the door, "We Buy Gold".

SLOW TYPING HEARD.

CUT TO

62 INT. MAXIE'S OFFICE - DAY

BERNICE, a secretary, sits working on an old typewriter, typing and picking at sticking keys with just two fingers.

PAN AROUND OFFICE. You can't say this dump has seen better days, because it never has. Louis XIV formica Mediterranean modern furniture abounds. Around a corner, behind a plastic palm tree, MAXIE sits behind a big desk. Behind him pictures of Kennedy; Bogart; and Topo Gigo; all autographed. In the middle, a large poster of Crusher Hogan holding a rabbit's foot.

MAXIE reads the racing forms, his feet up on the desk. A PHONE RINGS, BERNICE comes in.

BERNICE

There's someone here to see ya, Maxie.

MAXIE

(suddenly scared)

Not Bennie from the collection agency?!

BERNICE

No. He says he's Spiderman. You gave him your card or something at the matches last night.

MAXIE

Oh, the kid! Send him in!

Peter enters... dressed in a crude, homemade costume. Maxie rushes to him.

MAXIE

Hey, kid. I'm happy you came here. "Spider-Man," huh? That's some wild get-up you got there. You sleep in that? Have a seat. Let me tell you what we're going to do.

He leads SPIDERMAN away from a chair.

(CONTINUED)

62 CONTINUED:

MAXIE (cont'd.)  
Not that one. Here.

He sits SPIDERMAN down on a well worn sofa. MAXIE sits down right next to him. He leans into him?

MAXIE (cont'd)  
Cigar?

SPIDER-MAN  
Uh, no. Thank you. I don't smoke.

\*  
MAXIE  
Good boy. Mind if I do?

\*  
SPIDER-MAN  
They're your lungs.

MAXIE lights up and puffs a storm up as he talks to SPIDER-MAN.

MAXIE  
Look. Why kid you. You're a unique talent. You know that. But it's raw. It needs molding. Nurturing.

SPIDER-MAN  
You nurture?

MAXIE (cont'd)  
I guess you could call me a dream come true maker. I make people into stars. Celebrities. Ever hear of Humphrey Bogart?

SPIDER-MAN  
You made Bogart?

MAXIE  
No. But he was a good actor, wasn't he?

(CONTINUED)

62 CONTINUED:

MAXIE gets philosophical.

MAXIE

You've got to have soul, no matter what you do. Soul. To get philosophical for a moment, Voltaire used to say to me--

SPIDERMAN

I am not interested in soul. I came here today because I want to make money. Lots of it.

MAXIE

(Quickly)

Me too. We'll start tonight at seven o'clock; sharp. Five nights at the Amphitheater, then we'll pop you onto television. Maybe Broadway. We'll start at the usual forty-five percent commission, and then work up from there.

He leads him to the door. THREE SHOT. MAXIE, SPIDERMAN, the crooked palm plant.

MAXIE (CONT'D)

It'll be lonely at the top. You got family?

SPIDERMAN

No questions.

MAXIE

Hey, you can tell me. What's you're real name. kid? Who are you anyway?

SPIDERMAN

If we have a deal, you're never to ask any questions.

MAXIE

Sometimes its best if you tell people your true identity, there's more bang for the buck. Two celebrities for the price of one.

SPIDERMAN gets deadly serious. He gently takes MAXIE by the lapels, and pulls him closer.

(CONTINUED)

62 CONTINUED

SPIDERMAN

I do what I do because I'm through  
being pushed around. By anyone.  
From now on, things will be the  
way I want them, or they won't be  
at all. Got me ?

MAXIE GULPS.

MAXIE

Gottcha.

SPIDERMAN smiles, and let's him go. SPIDERMAN walks to the  
window. He opens it, and then disappears through it.

MAXIE (CONT'D)

Must've been a handful in  
kindergarden, though.

CUT TO:

OMIT PREVIOUS SCENES 59,60 and 61

62 INT. ARENA. NIGHT.

A CROWD SCREAMS. SHOTS OF FACES unified with excitement.

SPIDERMAN spins a WRESTLER around by the arm and leg, so  
FAST, they blur before our eyes, and a web is spun around  
the WRESTLER. SPIDERMAN raises his arm in triumph as the  
REFEREE declares him the winner. The other WRESTLER is  
carried sideways out of the ring still in his cocoon like  
covering.

ANNOUNCER

And Spiderman does it again !!!  
This undefeated arachnid is  
unbelievable, ladies and  
gentlemen !

INSERT: Newspapers with headlines about the new super  
wrestling star SPIN toward the screen: "SPIDER-MAN PLAYS  
TO RECORD HOUSE".

OMIT SCENE 63

64 INT. THE AMPHITHEATER. DAY.

POLICE SCREAM AND HOLLAR in an audience.

SPIDERMAN Flings a WRESTLER high into the air by the end  
of a web-like strand, and then pulls him back, drawing him  
in like a yo-yo.

64 CONTINUED

ANNOUNCER

The winner and still champion,  
undefeated by any contender,  
SpiderMan !!

SPIDERMAN Waves to the CHEERING CROWD. The CROWD goes wild.

INSERT: Another newspaper with headlines about the new super wrestling star SPIN toward the screen: "SPIDERMAN STILL UNDEFEATED !"

CUT TO:

OMIT SCENE 65

66 INT. LOCKER ROOM NIGHT

SPIDERMAN watches as MAXIE closes the door behind him. He counts hundred dollar bills into SPIDERMAN's hand. After four bills, he stops.

MAXIE

Hey, Spidey. You gotta help me out.

SPIDERMAN waits for more. MAXIE clears his throat and adds three more to the pile.

SPIDERMAN

What's up?

SPIDERMAN shoves belongings into a duffle bag. A knock on the door. Women giggle OS. MAXIE looks at the door behind him More GIGGLES.

MAXIE

I've got these girls. They're from outta town, and I'm supposed to show them the city. I want you should help me out.

He thinks a second.

SPIDERMAN

Ahh... I dunno...

MAXIE

We'll wait out front.

He backs out of the room.

MAXIE (CONT'D)

You'll see. Trust me. It'll be great.

He backs out of the room. SPIDERMAN shakes his head.

CUT TO:

67 EXT. AMPHITHEATER. NIGHT.

A canary yellow lincoln LIMO sits at the curb in a "no stopping" zone.

POV SPIDERMAN approaches. The chauffeur opens the door for him, and he pops in. VOICES "ooo" and "Ahhh." Female... and drunk... ready to party...

MAXIE

(From within)

There he is. I told you girls  
he was coming. Hey Kid, don't  
you got no other clothes ?

The chauffeur SLAMS the door shut on the conversation, walks around to his door, and the limo speeds off.

CLOSE IN on BACKGROUND. The skyline of the twinkling nightlife in the Big City glimmers in the distance.

OMIT SCENE 68.

Web-like patterns of the bridges cable and lights reflect against the window of the car and SPIDERMAN'S face as another glass of champagne is poured for him. He's loving it all...

CUT TO:

69 EXT. A TALL SKYSCRAPER. NIGHT.

The limo stops in front of a tall skyscraper. Everyone piles out. SPIDERMAN gets out last. But by now, he's plastered and his spider powers start going arry. he closes the door of the limo, and his spider grip gets his hand stuck on it. He tries to free his hand. The rest of the group disappears into the lobby of the building. Suddenly, the door comes off in his hand. He finally disengages himself from the door, and hands it to the startled chauffeur.

CUT TO:

OMIT SCENES 70 and 71

SCENE 72 IS MOVED AND NOW CALLED A75

OMIT SCENES 73 and 74

75 INT. ROLLER DISCO. NIGHT.

TEENAGED GIRLS all SCREAM and CHEER. SPIDERMAN has everyone applauding as he spins and dances on roller skates in time to FAST UPBEAT MUSIC. Behind the mask, and with the booze, PETER releases years of pent-up shyness. And yet, the behavior does not suit him, and everything he does seems forced... rude... obnoxious.

CUT TO:

INSERT: In many tiny lightbulbs, the time on a big billboard flashes "3:00 A.M..."

A75 INT. MEN'S ROOM. NIGHT.

BEHIND THE CLOSED DOORS OF a BOOTH, SPIDERMAN wretches his drunk insides out. We hear him trying to open the booth, but the latch is stuck from his spider fluid. Suddenly, the door is lifted off its hinges, and he steps out of the booth. He leans the door up against the wall and tries to look in the mirror.

POV Everything he looks at SPINS and blurs in and out of focus.

He splashes water on his face until he realizes he's in his costume, which is now soaked.

CUT TO:

76 EXT. BROOKLYN BRIDGE. DAWN.

Peter his costume folded under his arm, stumbles home over the Brooklyn Bridge. The sun begins to rise behind him. The weblike lines of the bridges cables surround him in a cage-like configuration of lines and shadows.

77 EXT. HOUSE LAWN. DAY.

Establish sunrise.

CUT TO:

UPSTAIRS, PETER steals into AUNT MAY and UNCLE BEN'S bedroom, an old fashioned room with wallpaper, heavy furniture. AUNT MAY and UNCLE BEN sleep soundly in separate beds with heavy wooden headboards.

PETER needs BEN'S wallet. It isn't easy. He's still loaded and can barely walk. After bumping into a small foot stool, he finds the pants, and slips three one hundred dollar bills into UNCLE BEN'S wallet. He turns to leave. A VOICE calls from outside.

(CONTINUED)

77 CONTINUED:

HARRY (OS)  
(Loud whisper)  
Peter-y. Psst! Pete-y.

PETER is surprised. He looks around, and then heads out of the room and DOWN THE HALL.

After a moment, AUNT MAY, who has been feigning sleep, gets up and out of her bed. She walks to the window and peers out through the drapes.

(CONTINUED)

12-5-87

77 CONTINUED:

POV THROUGH THE WINDOW, HARRY waits at the bottom of a tree under PETER'S window.

AUNT MAY looks back into the room. She crosses to BEN'S trousers. Opens the wallet, and is puzzled when she pulls out the hundred dollar bills.

78 EXT. HOUSE. DAY.

PETER opens the door and steps onto the stoop. HARRY hops up the steps. He's in fifties formal gear and carries a skateboard.

HARRY  
What happened?

PETER  
What do you mean.

HARRY senses something's wrong. Could PETER be loaded?

HARRY  
Where were you tonight?

PETER doesn't answer, but sways for balance.

HARRY  
Man, you missed it. The club dance at the Hippo.

No answer. PETER lights a cigarette. He tries to hold the butt like Maxie does.

HARRY (CONT'D)  
Hey, Pete-y? Hey, what's with you lately man? you don't talk. You're off somewhere else.

PETER watches a moth flutter about. He catches it with a snatch of his hand, then open his hand and lets it go. Then catches it, then lets it go.

HARRY (CONT'D)  
Like even now, you're just sitting there hardly listening, and smoking.

(CONTINUED)

78 CONTINUED

Peter jumps up from the stoop and heads down the steps.

HARRY  
(upset)

I don't get it.

Another MOTH, PETER catches it, lets it go. PETER starts to turn to leave. HARRY tries to hold him still.

HARRY (cont'd)

Hey, maybe you outta talk to someone, Peter.

PETER

Let go of me.

HARRY

What's wrong, man.

PETER

I said let me go.

Peter, not realizing his strength, shoves Harry... The boy goes flying... crashing loudly into May's garden.

PETER (cont'd)

I don't need anyone anymore.

He turns to go back into the house, but AUNT MAY is blocking the doorway. Her hand is over her mouth.

AUNT MAY

Peter! What are you doing?

He pushes her aside.

PETER

And I'm tired of you being everywhere. Listening and eavesdropping.

PETER disappears into the house. Aunt May looks down to Harry... who rises slowly. They exchange concerned expressions.

CUT TO

79 INT. HOUSE - DAY

79

Follow PETER into the house and up the stairs... to where Ben waits.

BEN

What's wrong, my boy. Tell me.

PETER

I'm not your boy. You're not my father. You can't tell me what to do anymore.

BEN STRIKES him with the back of his hand, before he can stop himself. AUNT MAY squeals as if she had been hit. BEN grabs his hand as if the blow hurt him more than PETER. PETER stands there in shock. He's sobered up and realizes the hurt and damage he's done.

PETER

Uncle, I'm--

Ben walks past Peter... down the stairs...

Peter turns to follow Ben and his gaze is met by May's frightened eyes.

Ben takes May in his arms... and leads her out of the room, toward the kitchen. Peter is left alone... with his guilt and anger.

CLOSE IN on the fly as it frantically buzzes for freedom and escape. AN ALARM RINGS. CHALK SQUEAKS against a blackboard.

(CONTINUED)

80 INT. SCHOOL - DAY

80

THE RINGING STOPS. CHALK SQUEAKS against a blackboard under the heavy hand of a TEACHER.

REVERSE ANGLE. A classful of STUDENTS. PETER is asleep and hung-over. The TEACHER turns to the class.

TEACHER

What other economic conditions were a contributing factor of the Civil War? Mr. Parker. You don't seem to be one of us, anymore. Mr. Parker?

PETER wakes from his dozing and looks at the TEACHER, hard. LIZ looks at HARRY and TERRY. FLASH wonders.

CUT TO

81 INT. SCHOOL - DAY

81

IN A HALLWAY, STUDENTS are at their lockers. FLASH gently closes PETER'S locker as TERRY comes along.

TERRY

Hey, what you up to Kingfish?

FLASH

Slicing Parker down to pint-size.

PETER comes walking down the hall.

TERRY

This I gotta see.

Without saying hello to anyone, PETER tries to open his locker. FLASH waits nearby; LIZ arrives to use her locker. She opens the combination, and shuffles through her belongings. PETER'S locker is jammed.

LIZ

Hi, Peter.

PETER

I don't believe it.

LIZ

What?

(CONTINUED)

CONTINUED:

PETER  
You talked to me. I'm  
blessed.

LIZ  
(miffed)  
C'mon. I've always said  
"hi"--

PETER  
--That's right. How  
generous. You're one  
generous soul, Liz.

LIZ  
(getting angry)  
What's your problem?

PETER  
Your the one with the  
problem, lady. You and all  
the other airheads you hang  
out with.

Peter starts to walk away... Liz steps in his path.

LIZ  
I really don't think I  
deserve that. Maybe Flash...  
the others... but I've been  
nice to you, Peter.

PETER  
Oh, c'mon. Your head's stuck  
so far up you couldn't see  
the light if your life  
depended on it--

Liz slaps Peter hard across the face. Her eyes brimming  
with tears. She runs off... Peter stands alone...  
angry... at himself...

Flash suddenly comes up behind him, slapping him hard on  
the back.

(CONTINUED)

81 CONTINUED:

FLASH

You were impressive in History today. I guess the watermelon sized brain has finally dried up.

PETER uses his super strength and get the locker open. But FLASH has rigged the shelves and contents inside and everything comes tumbling down on PETER'S head. He is practically buried with books and notebooks and pencils.

PETER grabs FLASH... his anger... his strength rising. They square off... about to fight. Then Peter walks away... seething... knowing he could KILL FLASH with one punch. FLASH laughs uneasily... in hollow triumph... Everyone is stunned... Frightened...

82 INT. TELEVISION STUDIO. THAT AFTERNOON

Black screen.

VOICE

Quiet please. Could everyone please be quiet. If you're not involved with the show--

CUT TO:

POV. SWINGING DOORS open out of the way.

VOICE (CONT'D)

--please leave the sound stage area.

PEOPLE rush back and forth, stepping over cables. TELEVISION CAMERAS are moved back and forth, stepping over cables. TELEVISION CAMERAS are moved back and forth. The STAGE MANAGER, a short woman attached to a microphone, headphones and a long wire, barks orders from a clipboard.

STAGE MANAGER

(Into mike)

Testing one, two, three; one; two; three; Curly Larry, Moe. Hello Debbie? We'll lead off with the bug man.

(more)

(CONTINUED)

82 CONTINUED:

STAGE MANAGER

(cont'd)

and then break; then we'll  
run the introduction and then  
have them bring out the  
jewel.

TWO SECURITY GUARDS with rifles stand on either side of a  
draped table with a velvet box on it.

CLOSE IN FROM ABOVE. MAXIE, his arm around SPIDER-MAN,  
walks up to a Famous Talk Show HOST. Spider-man's costume  
is a little more refined now... a bit more polished.

MAXIE

I'd like to introduce my  
client, Spider-Man.

HOST

Oh, yes. The bug man.  
How're you doing?

A GIRL runs up to the HOST with make-up and powder.

GIRL

You're shining.

The HOST gets powdered.

MAXIE

We thought we could run some  
clips of my client, doing  
what he does best.

HOST

Which is what?

MAXIE

Messing up people in the  
wrestling ring.

HOST

Woh, yes. Aggressive. Total  
hostility.

HOST turns to SPIDER-MAN.

(CONTINUED)

82 CONTINUED:

HOST (cont'd)

Did you have a rough  
childhood to warrant such  
aggression?

SPIDER-MAN looks at MAXIE surprised.

MAXIE

What kind of a question is  
that?

CUT TO

83 EXT. TELEVISION STUDIO - AFTERNOON\*

83

Knight, Dee and Rico show up at the desk to pick up tickets from the RECEPTIONIST. Even though they're dressed up... they're still out of place in the network's fancy lobby. They are stoned... dazed... but under control.

DEE

I'm telling you, man. This  
will be cool. And it's free  
and everything.

RICO

(looking around)  
Wow... look at this place.  
(to Knight)  
Is this rad or what?

Knight just glances about... savoring the wealth around him... his eyes almost glisten with dark appreciation.

CUT TO

84 INT. SOUNDSTAGE - AFTERNOON\*

84

TIGHT THREE ON HOST, SPIDER-MAN, and MAXIE.

(CONTINUED)

84 CONTINUED:

HOST

We got the world's largest  
gem on after you. Have you  
seen it? It's quite a  
knocker.

MAXIE

I'd like to quickly go over  
the questions you will be  
asking my client. I was  
told...

HOST

Well, that's your first  
mistake.

(CONTINUED)

84 CONTINUED:

STAGE MANAGER

We're going to go in two minutes.  
Please clear the stage.

CUT TO:

IN THE AUDIENCE, A TICKET TAKER in a little blue dress with a white collar is horrified when she has to seat, KNIGHT, Dee and Rico. The rest of the audience feels queasy, too.

CUT TO:

The STAGE MANAGER pushes MAXIE off to one side. SPIDERMAN takes his place in a swivel chair beside the HOSTS. The STAGE MANAGER stands next to a camera.

STAGE MANAGER (CONT'D)

Nine. Eight. Seven. Six. Five.  
Four. Three. Two. One. GO!

TELEVISION THEME SONG in.

ANNOUNCER

And now, from beautiful downtown  
Burbank, the Host with the  
Most...the "(Hosts's Name) show."

The AUDIENCE CHEERS. The GANG cheers raucously.

The HOST speaks fast.

HOST

Hello. Today we're speaking with  
a sensation. A meteor in the  
world of sports. The new  
wrestling super-star, maybe even  
one the greatest stars to ever  
come out of the sport, Spider-Man!

TREMENDOUS OVATION from an enthusiastic AUDIENCE (OS).

FAST CUT TO:

85 INT. A FLOWER SHOP - AFTERNOON\*

BACK IN BROOKLYN, CRUSHER HOGAN, happily retired, takes time out from floral arranging to walk over to a tiny black and white tv. SPIDERMAN and the HOST are on the TV. CRUSHER smiles and leans on one hand, listening.

(CONTINUED)

85 CONTINUED:

HOST (on the TV)  
(very aggressive)  
And today we're going to go  
in under the mask. Unmask  
this super-star and find out  
what makes him tick. Why  
does he do what he does. Get  
behind the thrills of beating  
someone up for fun and profit

RESTORE TO:

86 INT. TELEVISION STUDIO - CONTINUOUS\*

86

IN THE WINGS, MAXIE sweats.

MAXIE  
Hey, what's going on?

ONSTAGE, the HOST turns to SPIDERMAN.

HOST  
(more aggression)  
What's it like, single; a  
bachelor; into dressing up in  
costumes? Are you gay? And  
how about that name, are you  
hiding anything? That you're  
gay? Is this some kind of  
gay fantasy trip? Aren't you  
really in fact a wimpy gay  
weirdo?

SPIDERMAN is speechless.

SPIDER-MAN  
No... I-- I--

THE GANG In the AUDIENCE gets more vocal and abusive. DEE  
stands up and whistles.

DEE  
Tear him apart, man.

ONSTAGE, SPIDER-MAN, uncomfortable, looks around for  
escape.

HOST (cont'd)  
Aren't you really a wimp?  
That's why the mask. Isn't  
the whole wrestling thing  
just some bogus fake stage  
act?

(CONTINUED

(12/15/87)

86 CONTINUED:

Actions speak louder than words. SPIDERMAN picks up desk spins it with one hand. Throws it out and SPINNING it into a cocoon like web high over their heads. The crowd in the studio goes from frightened for their lives to applauding his antics and powers. SPIDERMAN drops the desk and walks off. The HOST IS speechless. It brings the house down with CHEERS.

HOST

Fabulous. Ladies and gentlemen, what a sensation. We're going to break for station identification. When we come back, Van Cleff and Arvin will show you the world's largest emerald; a three million dollar gem. Stay tuned.

CUT TO:

IN THE AUDIENCE, KNIGHT is inspired.

KNIGHT

Remember how we used to steal fruit from old man Martucchi?

DEE

Yeah?

KNIGHT waits for them to understand.

RICO

You mean with the ice?

DEE

You're nuts man. Don't do it, Knight.

CUT TO:

IN THE WINGS, the HOST'S personality immediately changes. MAXIE makes excuses for SPIDERMAN who wants to leave.

(CONTINUED)

86 CONTINUED:

MAXIE

It's his first time. We didn't know there were going to be hard questions.

HOST (cont'd)

It was great. That was great stuff. This bug thing you got going seems to be catching on. Good luck to you.

The HOST hollars across the stage.

HOST (cont'd)

I'm shining. Powder.

SPIDER-MAN growls at the HOST... pissed off...

MAXIE

Spidey, Baby; you're wonderful. They love you.

SUDDENLY, A GUARD yells.

GUARD

They have the gem!

ONSTAGE, KNIGHT, HIS FACE COVERED WITH A CONEY ISLAND HANDKERCHIEF, belts the GUARDS aside... tossing the gem over his head to RICO, who juggles it a little, then tosses it backhand to DEE. OTHER SECURITY POLICE APPEAR.

KNIGHT

Out of here!

He rushes out toward a startled SPIDER-MAN. For an instant they stare at each other. They're eyes locking... a masked Parker and a handkerchief masked Knight. Then KNIGHT takes off out the exit. The GUARDS tackle DEE and RICO... the boys surrender.

The HOST turns to MAXIE and SPIDER-MAN.

CUT TO

86 CONTINUED:

HOST

Ladies and Gentlemen, we are live and have just witnessed an attempted robbery of one of the rarest jewels in the world.

He turns to MAXIE.

HOST (cont'd)

Your client is a top wrestling star. Why didn't he do anything to stop this robbery? He was right in the middle of it, and could have easily prevented the thief's escape. Was he afraid? Is Spider-Man a coward?

MAXIE

Er, Spider-Man is not a coward. He's just a smart guy. My client doesn't fight unless he gets paid for it.

A CASH REGISTER RINGS.

CUT TO

87 INT. BEN'S STORE - THAT EVENING\*

87

BEN rings up a sale. He hands a small package to a MOTHER with a BABY.

BEN

Here you go, Mrs. Enders. My isn't she growing up fast.

The MOTHER smiles and starts to leave.

BEN (cont'd)

She's going to break a lot of hearts when she grows up.

He stops the MOTHER and plays with the BABY'S little hand.

(CONTINUED

87 CONTINUED:

BEN (CONT'D)  
What's her name?

MOTHER  
John.

The MOTHER leaves as PETER enters. He's in a bright orange fitted shirt, gold chains around his neck, still playing the part, although trying to make amends for the other night.

BEN moves back behind the counter when he sees PETER and goes back to his work. A heavy deafening silence fills the space.

(CONTINUED)

87 CONTINUED:

PETER

Hi.

BEN nods hello.

PETER

I've got some money I wanted to  
give you towards all the bills.

BEN

Where'd you get money?

PETER

I earned it.

BEN

How? Doing what?

PETER looks away.

BEN (CONT'D)

You keep your money. I don't want  
it, I don't need it, and I  
wouldn't take it if I did need  
it.

PETER

I wanted to say I'm sorry-

BEN looks at him right in the eyes.

BEN

Maybe you should find yourself  
someplace else to live with all  
that money you're making.

PETER hesitates.

PETER

I'm putting it in here. It's for  
you. I got it for you, Uncle Ben.  
For you and Aunt May.

BEN

How are you making money like  
that?

PETER doesn't answer. He walks over to a phone book behind the  
counter and puts the bills inside the pages of the book.

PULL BACK, like the opening shot, across the street and through  
the WINDOW of an OLD APARTMENT HOUSE across the street POV.

88 INT. APARTMENT - EVENING\*

POV FROM ACROSS THE STREET, KNIGHT watches through his apartment window as PETER puts the money away in BEN'S store. Without another word. PETER leaves the store and walks down the street. BEN watches him leave, then goes back about his business.

FATHER (OS)

Did you hear me?

KNIGHT turns and looks at his MOTHER and FATHER have one of their ongoing fights. She is in an old house dress, and washing dishes in a filthy kitchen. The FATHER sits in a "T" shirt drinking beer in front of a black and white television.

Some one runs up to Knight... pushing their face in the window at the boy.

NEIL

Sad 'bout Dee and Rico?

Knight doesn't answer.

NEIL

They're in deep shit with the law, huh?... I heard that Dee's mom hadda put up her house to get the bucks for a lawyer. They need money bad, boy...

(pause)

Wow... looking' grim, man.  
You wuz lucky to get away--

Suddenly KNIGHT gets up to leave... throwing on his jacket... moving for the front door.

NEIL

Ay, Knight, where ya goin'?

No answer.

CUT TO

89 INT. HOUSE - AT THE SAME TIME\*

89

Peter enters the house... Aunt May sits at the dining room table... just sitting and brooding.

(CONTINUED)

CONTINUED:

PETER

Hi, Aunt May.

May looks over... her face seems older... tired...

PETER

Are you okay?

AUNT MAY

Sure. Everything's okay.

PETER

I'm sorry about this morning,  
Aunt May.

Aunt May doesn't respond... then...

AUNT MAY

Could you go down to the  
store. Help your Uncle Ben  
close up. You always enjoyed  
that. So did he.

PETER

Gee, tonight? I... I've got  
plans. And I don't think  
Uncle Ben wants to see me  
right now.

AUNT MAY

You're wrong. It would mean  
so much to Ben, Peter. For  
you to come down and help  
him. You two would talk it  
over like always. Things  
would be good again.

PETER

I'd like to... but I can't.  
Not tonight. Tomorrow. I  
promise. Tomorrow.

AUNT MAY

(sighs)

Tomorrow...

Peter rushes into his room.

CUT TO

90 INT. PETER 'S ROOM - CONTINUOUS

Peter closes the door behind him. he feels guilty...  
torn... but...

He quickly reloads his web shooters... fresh cannisters of  
juice.

CUT TO

91 INT. AMPHITHEATER - NIGHT

91

HUNGRY FACES of a CROWD scream for more.

CUT TO

A STRETCHER carries the bloodied body of a wrestler out of the ring. OS THE CROWD YELLS.

MAXIE (OS)

I signed a wrestler, not a murderer.

CUT TO

92 INT. GYMNASIUM - NIGHT

92

SPIDER-MAN practices on a hanging punching bag. MAXIE chews a very hot and greasy slice of pizza.

MAXIE (cont'd)

Your image is changing.  
What's with this rough stuff?

Ignoring him, SPIDER-MAN punches away.

MAXIE (cont'd)

I've had to hire a PR firm to enhance your image since that tv thing. Everyone wants to know who you really are. And more important, who you are. Which is what I'm wondering right now. too.

(CONTINUED)

92 CONTINUED:

SPIDERMAN

You're not being paid to wonder.  
You're only supposed to know  
what I tell you.

CU The seams on the bag start to rip and strain from the super work-out.

MAXIE

You know, public opinion's a  
funny thing.

He smashes the bag hard. It EXPLODES. The guts go everywhere. Everyone else working out in the gym stops what they're doing. Everyone watches.

SPIDERMAN (CONT'D)

Drop it. Or I'll get myself  
another manager.

He walks off toward the locker room. As MAXIE picks piece of the exploded punching bag out of his pizza, a big clump of cheese drops onto his suit. He's really got his hands full.

MAXIE

(Laughs to save face)  
Always such a kidder.

MUSIC IN. TENSION BUILDS.

93 EXT. STREET. NIGHT.

The street is quiet. The last of the shops are closing their lights after a late night at work. ACROSS from UNCLE BEN'S STORE, a shadow looms against a brick wall. In the LIGHT of a match, a figure is seen with a cigarette.

94 INT. BEN'S STORE - NIGHT

94

BEN is just finishing up for the night. The events of the last two days have preyed heavily on him.

BEN

Five minutes to closing time.

REAR VIEW. ANOTHER CUSTOMER comes in. BEN looks up.

REVERSE ANGLE, BEN POV. A boy... wearing a CONEY ISLAND HANDKERCHIEF covering his nose and mouth stands in front of the counter.

KNIGHT

Don't move old man. I want you to give me all your money, and I don't want no tricks.

KNIGHT draws out a long switchblade and SNAPS it open. BEN moves cautiously.

BEN

Okay... just take it easy, son.

He slowly reaches under the counter. Suddenly, he's holding a gun.

BEN (cont'd)

Okay, son. Drop the shank.

Knight doesn't blink... he slowly puts his blades down... keeping his milky eyes locked on Ben.

KNIGHT

No one's gonna mess me, man.  
No one.

BEN

Should've thought of that before--

Knight jumps Ben. They struggle... the gun accidently goes off... BOOM!

Ben staggers back... flailing to the floor. Knight stands over him in shock... pistol in hand...

(CONTINUED)

CONTINUED:

KNIGHT  
Oh shit...

Knight's expression tells us he never meant for this to happen...

The gun slips out of the boy's trembling hand as he runs to the phone book. He pulls out the cash he saw PETER hide, then flees.

AN AMBULANCE SIREN blares.

CUT TO

95 EXT. STREET - NIGHT

95

PETER hurries home. He gets a very worried look on his face, then starts to run.

CUT TO

96 EXT. HOUSE - NIGHT

96

PETER runs up the quiet street in front of his Aunt and Uncle's house. The FLASHING LIGHTS of POLICE CARS surround the driveway and in front of the house. He feels his heart sink...

A COP approaches him.

PETER  
What's happened?

COP  
Peter Parker?

PETER  
Yeah.

\*

(CONTINUED)

96 CONTINUED:

COP  
I'm afraid your Uncle's been  
shot, son.

REACTION SHOT PETER. It's as if he were shot.

PETER  
Uncle Ben?

He sways in schock.

COP  
He died on the way to the  
hospital. I'm sorry.

PETER is glassy-eyed... numb...

PETER  
Who...

COP  
Some punk named Knight.  
Found his fingerprints...  
(pause)  
Look, I think your aunt could  
use you now.

PETER turns away to fight back tears.

COP (cont'd)  
Don't worry, Knight won't get  
away.

Anger builds in PETER. A BELL TOLLS.

PETER  
Knight...

CUT TO:

97 INT. HOUSE - NIGHT

97

IN HER BEDROOM, AUNT MAY sits numb on her bed. Her eyes  
are red and tired from weeping. PETER is with her.

(CONTINUED)

97 CONTINUED:

He's made a fire in the fireplace in her room. It crackles and lends warmth to this cold moment between them.

He crosses to Aunt May, putting his arm around her for comfort. But she is angry with her loss, and nothing PETER does is good enough.

PETER

Do you want me to sit with you?

AUNT MAY

Go to bed... I'd rather be alone, Peter.

CUT TO:

A97 INT. PETER'S BEDROOM - NIGHT\*

A97 \*  
\*

PETER sits dejected in a chair. In the dark... he stares at a television that isn't on. A gentle breeze blows across the room.

DIFFERENT CAMERA ANGLES capture the many sides of the sadness he feels.

CLOSE IN on PETER.

BEN (VO)

You can do anything. You're fighting with what you don't have instead of winning with what you do have... which is a gift.

The wind outside the window builds, and the curtains blow magically into the darkened room.

BEN (VO)

Remember, Pete-y;  
everything's for a reason.

DIFFERENT ANGLE PETER. He turns, startled. PETER looks around. No one. But BEN'S VOICE haunts PETER.

(CONTINUED)

A97 CONTINUED:

PETER tries to cover his EARS. He tries to shake the voice from his mind. He tries to forget. He tries everything, but his torment will not go away. He rushes to his room.

CUT TO:

B97 INT. PETER'S BEDROOM - NIGHT

B97

PETER is like a coiled spring, not knowing what to do with what he feels. He paces like a caged animal until... his hot anger and guilt... forces him to stare in the mirror of his dresser. He has his Spider-Man costume on under his street clothes. In anger Peter tears his street clothes off... and gazes at his wrestling costume.

\*

\*

\*

PETER  
Spider-Man... what a joke...

Peter bows his head... slamming his fists down... shattering the dresser top... his rage takes hold... building... Peter begins to smash all the gifts Ben had given him... at the height of his fury... for an instant... PETER begins to TRANSFORM into a SPIDER... The sight of his changing tissue gives Peter a horrific fright... he staggers back away... and it subsides... Peter quickly slips his mask on... then leaps out the window...

CUT TO:

OMIT SCENE C97

\*

CUT TO:

98 EXT. STREET OUTSIDE PETER'S WINDOW - NIGHT

98

A driving rainstorm outside... lightning... wind... sheets of rain...

Peter comes flying out his 3rd story window... firing his web shooter at a building a half a block away.

(CONTINUED)

98 CONTINUED:

The webbing splats on the masonry...

And Peter swings across the length of street... over a thoroughfare crammed with cars...

Some in the cars see a blur sail over their cars... they crane their necks out of the windows...

All they see is a figure swinging away from them... into the night...

\*

CUT TO:

99 EXT. GIRLY BAR - MOMENTS LATER

99

In the doorway of a strip club... Three neighborhood PUNKS converse with a BOUNCER, who looks no older than 20.

The group hears a sound... a SWOOSHING sound coming towards them. They turn to see...

SPIDER-MAN

land just down the street. The group stares at the costumed figure... who looks eerie in the rain and bursts of lightning.

PUNK #1

Oh, wow... the S-Spider-Man!

\*

PUNK #2

Yeah, dude from TV, man.

Spider-Man walks up to the Bouncer... who takes an involuntary step back.

SPIDER-MAN

I'm looking for Knight.

BOUNCER

So what, freak.

SPIDER-MAN

Where is he?

(CONTINUED)

99 CONTINUED:

BOUNCER

Get outta here before I make  
that stupid mask a permanent  
part of yer face.

Spider-Man suddenly lashes out... grabbing the Bouncer and hefting him high over his head. He carries the Bouncer past the startled, open mouthed punks. He carries him to a street level stairwell that goes down 10 feet to a basement door. Spider-Man prepares to hurl the Bouncer down...

SPIDER-MAN

I'm not going to ask again,  
chump.

The Bouncer gazes down at sharp, wrought iron fixtures that protrude from the wall and door of the basement.

BOUNCER

Oh shit man... C'mon... I  
dunno where Knight is... I  
swear...

Spider-Man starts to toss the Bouncer... who cries out in panic.

BOUNCER

Nooo!! Wait! I dunno, but  
Rico does! RICO!!

SPIDER-MAN

Where's Rico?

BOUNCER

Saw him at 98th and Flatbush,  
man. At the Grudge.

Spider-Man hurls the Bouncer, who screams. He hurls the man against the wall of an alley.

Suddenly his Spider SENSE begins tingling... alerting Peter to some danger... behind him.

He whirls around to see the three pushers sneaking up... with blades and sticks.

(CONTINUED)

99 CONTINUED:

The punks are startled by Spider-Man's reaction... they've lost the element of surprise... and a little nerve. They back away...

Spider-Man fires his web shooter and sails over the gasping punks. They watch him disappear into the stormy night.

PUNK #1

Shit.

CUT TO

100 EXT. THE GRUDGE - MOMENTS LATER... NIGHT

100

A store front is REVEALED as Spider-Man's POV flies around the corner of a building. Through Spider-Man's HI-ANGLE POV, the POOL HALL is established... and the POV races down the place at high speed.

As the POV nears the Pool Hall's window, we can see RICO inside, playing pool... then...

The POV crashes into the window...

CUT TO

101 INT. THE GRUDGE - CONTINUOUS

101

Spider-Man explodes through the window... startling the pool players, all of them we recognize as GANG MEMBERS.

Before anyone can really move, Spider-Man grabs Rico... hurling him onto a table top. He looks down at the frightened boy... his hand wrapped around Rico's throat.

SPIDER-MAN

You tell me where Knight is,  
or I'll snap your worthless  
neck, Rico.

Rico is not brave... and no fool...

(CONTINUED

101 CONTINUED:

RICO

He's split, man! I swear on  
my mother's soul...

Peter's Spider Senses come alive again. And he turns in  
time to avoid a Pool Cue to his head.

The six Gang Punks in the hall attack Spider-Man with pool  
cues, blades... and one even tries a pistol.

Spider-Man beats the crap out of the group. During the  
lopsided battle, Rico flees out the back door.

Spider-Man knocks the last punk senseless... and sails out  
the door... after Rico.

CUT TO:

102 EXT. NARROW ALLEY - CONTINUOUS

102

Rico scambles helter-skelter down a garbage strewn  
alley...

CUT TO:

103 A HI-ANGLE POV... SPIDER-MAN'S

103

following Rico from above.

CUT TO:

104 EXT. ABANDONED INDUSTRIAL WHARF AREA - MOMENTS LATER

104

Establishing... Rico can be seen rushing past a  
building... "ASSOCIATED ATLANTIC"... heading toward an  
abandoned HIGH SCHOOL... "BAY HIGH SCHOOL"... Rico  
disappears inside.

CUT TO:

105 INT. BAY HIGH SCHOOL - CONTINUOUS\*

105

A long deserted school... now a ruin of crumbling plaster and rotting wood. Rico hurries down a dark hall...

CUT TO

106 INT. GYMNASIUM - CONTINUOUS\*

106

Rico rushes into the gym... calling out to Dee and Knight... who emerge from the shadows.

KNIGHT

What is it, Rico?

RICO

Oh, man... the Spider-Man is after you.

DEE

The Spider-wha--?

RICO

The Spider-Man! And he's seriously pissed.

KNIGHT

Why would he want me, Man?

SPIDER-MAN (OS)

'Cause you broke the law, "man".

All three look around... freaked by the ghostly voice.

DEE

Where is he?

CUT TO

107 SPIDER-MAN'S POV\*

107

of the three below... who begin to draw weapons... Knight with a pistol... Dee and Rico blades... The POV then sails down at the trio... fast...

CUT TO

107\* SPIDER-MAN

swinging down from the rafters... aiming hard and fast at Knight... who raises his pistol to fire. Spider-Man shoots his webshooter... striking the barrel of Knight's pistol... the shot goes awry... and Knight ducks allowing Spider-Man to sail over his head and into Rico and Dee... Spider-Man drives his feet into their stomachs... lifting both off their feet... hurling them across the gym... and out large windows that ring the gymnasium.

CUT TO:

108 RICO and DEE

108

smashing out the windows... sprawling unconscious atop mounds of garbage sitting outside.

CUT TO:

109 KNIGHT

109

cursing... firing his pistol at Spider-Man... as he runs for the BOY'S LOCKER ROOM.

Spider-Man swings back across the gym... heading for Knight, ignoring the wild shots. Knight reaches the locker room and ducks inside.

CUT TO:

OMIT SCENE 110\*

CUT TO:

111 INT. BOY'S LOCKER ROOM - CONTINUOUS\*

111

Looking through the room's open entrance... we see Spider-Man swing across the gym, to the doorway... as he reaches the door, he disappears to one side of it.

(CONTINUED)

111 CONTINUED:

A moment later, Spider-Man's head appears at the TOP of the doorway. He scans a room, dark except for intermittent splashes of lightning.

Spider-Man's senses tingle... and he moves swiftly... just a SHOT is heard... a MUZZLE FLASH... Spider-Man leaps quickly through the doorway... and a BULLET strikes where he had been a moment before.

Spider-Man lands 15 feet away from the doorway... atop a row of lockers. He sees Knight running toward the exit. Spider-Man leaps across the room... using the lockers as stepping stones... in several large bounds.

Knight pauses a moment at the exit... he takes quick aim at the fast charging figure... and fires. Spider-Man ignores the gunfire... instead he furiously lunges at Knight... But, one of the bullets grazes Spider-Man's face... and he is staggered... causing him to miss Knight and crash into a coach's office. Knight... scrambles out the exit... still firing his pistol which is now... EMPTY. Spider-Man leaps out the office window.

CUT TO:

112 INT. SCHOOL HALLWAY - CONTINUOUS

112

Knight sprints down the large, gothic halls of the old school... stumbling over the trash strewn floor.

CUT TO:

113 SPIDER-MAN'S POV

113

sailing down the hallway... at Knight up ahead...

CUT TO:

114 KNIGHT

114

running... hearing Spider-Man's approach behind him. Desperate he sees a chair up the hall...

Behind Knight we see Spider-Man flying down at him. Closing fast... driven by rage...

(CONTINUED)

114 CONTINUED:

Just as Spider-Man reaches him, Knight whirls around... chair in hand... and with all his might, slams it into Spider-Man's face... as the flying boy crashes into him.

Spider-Man's momentum carries both into a half broken door.

CUT TO:

115 INT. CLASSROOM - CONTINUOUS

115

Spider-Man and Knight crash through the door... sprawling to the floor. Spider-Man lies dazed... bleeding... he turns over, climbing to his knees.

Knight recovers first... and goes wild... he grabs the nearest weapon... another chair. He begins a furious attack... slamming the chair down at Spider-Man's face. Spider-Man barely rolls aside... and the chair shatters the tile floor.

But, Knight doesn't hesitate... He presses his desperate attack. He swings the chair in a wide arc. The corner leg of the chair catches Spider-Man just above the eye... blinding him for a moment... Knight swings again... and nails Spider-Man in the back of the head. He is staggered by the blow...

Knight moves in for the kill... but Spider-Man begins to use his Spider sense to dodge Knight's vicious, frantic attack. He leaps, ducks and finally jumps to the room's ceiling to get away from the relentless assault.

Knight rushes out the classroom... Spider-Man shakes off the pummeling. He leaps at the doorway... Web shooters blazing... sending webs into the hallway outside... and he sails out the doorway.

CUT TO:

116 INT. LONG HALLWAY - CONTINUOUS

116

Spider-Man soars down the length of the hallway using his webs to propel him... He speeds at Knight, who disappears into the entrance of the gym.

CUT TO:

117 INT. SCHOOL GYMNASIUM - CONTINUOUS

117

Knight enters the lightning lit gym... and sprints for the exit... across the room. \*

Behind him, Spider-Man swings out the doorway... and lands... watching Knight nearing the exit. Spider-Man fires his web shooters... sending lines to the roof... then he leaps high... grabbing the line in mid-jump... \*

Spider-Man sails across the gym... catching up with Knight... landing hard on him... knocking him to the floor. Spider-Man flips up and lands on his feet. He stands over his fallen foe... ready to finish the fight. He pulls off his mask... revealing his identity to Knight.

KNIGHT  
(surprised)  
Parker...  
(grins)

Knight suddenly surges to his feet. drawing out his stiletto. Peter fires webbing... it strikes Knight's hand... knocking the stiletto out of it. Knight is momentarily startled... then lunges at Peter anyway... fists flying.

Peter, using his spider sense, easily ducks Knight's fists. He sends a few jabs back at the punk... nailing him again and again in the face... turning Knight's face into a bloody mess.

With a final one two punch... Knight is knocked to the floor... he lies there... gasping... Peter lifts Knight up... high into the air. \*

KNIGHT  
(grinning, bloodily)  
Kill me, Parker... or I'll  
come back for you, man.  
(laughs)  
Kill me, or I'll nail you  
like your chump uncle--

Knight's taunts get to Peter... and he screams... primal and in pain... Knight is frightened by its intensity... then in a burst of fury... Peter hurls Knight high across the length of the gym... at a wall covered with protruding jagged metal pipes. Knight cries out in horror... and panic...

(CONTINUED)

117 CONTINUED:

At the last moment before impact, Knight is engulfed in WEBBING and is yanked back away from the shards of metal.

Peter attaches the other end of the web so that Knight hangs suspended in the middle of the gym, six feet off the floor.

PETER  
(intense)  
I could've killed you...  
remember that.

Knight doesn't answer... he quivers... unnerved... Peter lowers his head... slumping a bit...

PETER  
I wanted to kill you... I  
wanted to...

Peter then notices something hanging out of Knight's pocket. He yanks it out... A CONEY ISLAND HANDKERCHIEF.

Peter FLASHES BACK to the TV Station... to the thief he let run away... the thief wearing a CONEY ISLAND HANDKERCHIEF over his face... \*

PETER  
(horrified)  
Oh, no...  
(pained)  
No...

Peter turns away... walking slowly toward the gym doorway...

Outside... SIRENS are heard... approaching fast...

CUT TO:

118 EXT. PETER'S NEIGHBORHOOD STREET - A LITTLE LATER... PRE-DAWN 118  
Deserted... still...

(CONTINUED)

118 CONTINUED:

The sky begins to lighten overhead... the rain has stopped... but the entire neighborhood is rain splashed and enshrouded in an early morning fog. Large pools of water cover the street reflecting the purple sky.

Peter walks around the corner through the swirling fog... moving slowly for his house... he is lost deep in thought... and carries his spider mask in one hand... the handkerchief in the other. He doesn't care if anyone sees him in his Spider-Man outfit... he no longer cares if anyone knows his identity... he may even hope to be discovered to remove the burden.

CUT TO:

119 INT. HALLWAY OUTSIDE PARKER APARTMENT - MOMENTS LATER

119

Peter climbs the stairs to his apartment. His legs are heavy... as is his heart. The guilt remains... the sense of loss... the emptiness...

Peter reaches his door... and as he is about to unlock it, he faintly HEARS Aunt May on the other side... She is softly weeping... and it kills Peter. He glances down at the handkerchief. Then rests his head on the door, closing his eyes tight.

PETER  
(soft whisper)  
I'm sorry Aunt May...

Peter can't go into the apartment... not yet... not now... He turns and hurries down the stairs.

CUT TO:

120 EXT. BROOKLYN BRIDGE WHARF - LATER... DAWN

120

Peter leans against a lamp post... gazing out past the Brooklyn Bridge... gazing out past the Manhattan skyline... gazing out at the brilliant dawn.

BEN'S VOICE (OS)  
Everything's for a reason,  
Peter...

(CONTINUED)

118 CONTINUED:

Peter listens to his memories... trying to put it all together...

BEN'S VOICE (OS)

You've been given a gift...  
and with that gift comes  
responsibility, Peter.  
Remember that. You were  
chosen to get the gift. Not  
just any Joe Palooka. You.  
Everything's for a reason.

The words echo in Peter's thoughts... and the conclusion is finally obvious to him.

Peter looks down at the handkerchief... and tosses it... wind... the wind takes ahold it and carries it out to sea...

PETER

You won't have died for  
nothing, Uncle Ben. I swear.  
(pause)  
For you.

Music builds now... signalling a dramatic change.

Peter slips his Spider-Mask on over his face... then looks out at the city before him. Determined... enlightened...

PETER

For you, Uncle Ben.  
Everything.

Music swells...

Peter confidently fires his web shooter... a line sails out at the Brooklyn Bridge...

As the music swells, Peter leaps... grabbing onto his line... catapulting himself high into the air... soaring gracefully, with purpose, swinging around the bridge... toward the city... and the dawning of a new day.

THE END