AMAZING SPIDER-MAN

screenplay by
David Koepp

based on the Marvel Comics
character created by
Stan Lee

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INT PETER PARKER'S ROOM DAY

The skyline of Manhattan, seen through a window. The buildings blur as we pull focus to a complex pattern in the foreground. What is it? What else? A spider's web, up in the corner of the room where window meets ceiling.

Peter Parker's VOICE comes over:

PETER (V.O.)
Now... where was I?

We move off the web, down into the room, and the first thing we come to is a bare foot sticking up in the air.

PETER (V.O.) (CONT'D)
Actually, I have a better question...
who was I?

We're still moving down, now down the bare leg, or *up* the leg, as somebody is balanced upside down here.

PETER (V.O.) (cont'd)
I mean way back when, before the spider bite, before the genetic transmutation and the secret identity and so forth and so on.

Still moving down and back, we see both legs now, and a torso, and an arm held out for balance. The other arm is gripping the back of a chair, a plain wooden desk chair, and PETER PARKER, 21 years old, is balancing himself upside down on the back of that chair effortlessly. He's in his bedroom in a loft apartment in Manhattan.

PETER (V.O.) (CONT'D)
By the way, if you're coming in late, could you maybe ask a friend to catch you up or something? Because my life is *complicated.*

Peter bends his arm and pushes off the chair, which tips up on its two back legs. Peter soars neatly up into the air, does a one-eighty, and lands on one bare foot on the back of the chair, distributing his weight *juuuuust* enough toward the front to keep the chair balanced on its rear legs.

PETER (V.O.) (CONT'D)
There's a funny thing I've noticed about growing up. You sorta end up who you were.

CONTINUED:

The chair legs start to slide and he leaps again, does a mid-air flip and lands on the wall behind him, upside down. He clings there.

PETER (V.O.) (CONT'D)
My problem is I don't remember much about who I was.

Another leap, and according to Newton, this one just might not be possible -- from his upside-down position, Peter pushes off the wall, does a back-gainer with a one-eighty twist *upwards*, and lands on the ceiling. Where of course he sticks.

PETER (V.O.) (CONT'D)
Where I came from.

Peter releases himself from the ceiling and drops to the floor, landing on his hands, light as a cat.

PETER (V.O.) (CONT'D)
Who I came from.

From here it's your basic handspring and he's flipped himself over, landing on his toes in the middle of the room, a gymnast finishing his routine.

PETER (V.O.) (cont'd)
Who. I. Am.

From the perfectly developed 21 year old physique of Peter Parker we dissolve to --

INT AUNT MAY'S LIVING ROOM NIGHT

-- a photograph of a two year old boy, standing ramrod straight for the camera in a pair of short pants with suspenders and oversized black horn rimmed glasses.

There is a burst of laughter and a balled up piece of paper hits the picture. The photo changes, slide-show style, to a picture of the same kid, same glasses, now three. He's eating birthday cake, frosting smeared all over his face. More laughter, more objects thrown at the screen.

Peter's VOICE OVER:

PETER (V.O.)
I ask you... is this any way to treat a superhero?

Pulling back, we see we're in a modest living room in a small house in Queens, looking at slides on an old-fashioned screen that's set up on one side of the room.

CONTINUED:

Peter is on the sofa, wedged in between MARY JANE WATSON, also a couple years older, more woman than girl now. Living away from home has agreed with her, she's grown into her beauty, she's more confident, calmer.

AUNT MAY is still a good-time broad from way back. She and M.J. try to stifle their laughter.

PETER (cont'd)
No, go ahead, laugh it up, laugh it up. I'm here to amuse.

M.J.
It's just you're so
(screaming)
CUTE!

Aunt May clicks the clicker and the slide changes again. We don't see the picture this time, but Aunt May and M.J. sigh simultaneously and cock their heads in the same direction.

AUNT MAY
Ohhhhhh...

M.J.
Awwwwww...

Peter rolls his eyes. Mercifully, the DOORBELL rings.

PETER
(bolts up)
Thank God.

The front door opens, revealing HARRY OSBORN, now twenty-one, now dines at Twenty-One. He's wearing a beautifully cut business suit and a severe expression. He seems more than just two years older, his adolescent moodiness has become a seriousness of purpose beyond his years.

HARRY
Sorry I'm late, work is killing me. You wanna hear my imitation of an idiot? "I can run the company! I'll run OsCorp!" *That* is an idiot.

He shoves a wrapped gift into Peter's hands.

HARRY (cont'd)
Happy birthday, buddy.

PETER
Harry! You didn't have to get me anything.

HARRY
I know, that's why I did.

CONTINUED: (2)

PETER
(shakes it)
What is it?

HARRY
I wouldn't do that if I were you.
(Peter looks at him)
Well, you drooled over it long enough in the window at B&H, it'd be a shame to break it now.

PETER
The *Leica?* It was a fortune!

HARRY
(reaches for it)
Okay, I'll take it back.

PETER
Ah ah ah ah ah ah.

More GALES OF LAUGHTER from behind them.

M.J. (O.S.)
Harry! Look at this one!

Peter sighs.

ON THE SCREEN

is one of the nerdiest pictures of a ten-year-old you have ever seen.

HARRY (O.S.)
At least there's no tape holding your glasses together.

CLICK. Another picture, same kid. *Now* there's tape.

BACK IN THE ROOM,

raucous laughter. Peter turns away, good-naturedly pretending to be annoyed. Aunt May CLICKS again --

-- and suddenly all the laughter dies. Peter looks at his friends, confused. They're all staring at the screen somberly. He turns around.

ON THE SCREEN

is a picture of six year old Peter, standing between two adults in their mid-thirties whom we've never seen before.

CONTINUED: (3)

They're on a beach, the adults are bending down, and young Peter has his arms thrown around them, warm between the two suns in his sky.

Peter walks in front of the screen, a silhouette, and draws closer to the image, as if to touch it.

PETER
I haven't seen that one before.

AUNT MAY
I forgot it was in there.

PETER
Don't change it!

AUNT MAY
I wasn't going to, dear.

He draws closer to the screen.

PETER
I remember that day. It's Coney Island, I think. I had school, but Dad said it was too beautiful to be inside. And Mom told me she called in and said they were too well to go to work.
(pause)
That's the last real thing I remember about them.

CLOSE ON

twenty-one candles on a birthday cake. The flames bend and flicker out.

CUT TO:

EXT AUNT MAY'S HOUSE NIGHT

Later. Nighttime. Peter walks out of the house with Harry, headed for Harry's car at the sidewalk. Peter's mood is somber. Harry puts an arm around his friend's shoulders.

HARRY
Some pair, man. Grand total of zero parents between us.

PETER
Thanks for coming, Harry. And for the camera. You shouldn't have.

HARRY
I do a lot of things I shouldn't.

CONTINUED:

They reach a Ferrari parked at the curb. Harry starts to open the door, then stops. He shuts it, turns back to Peter with determination.

HARRY (cont'd)
Who is he, Parker?

PETER
Huh?

HARRY
It bothers me, man, it eats away at me every single day. You are my best friend, you know what happened, you were practically *there*, but you still keep taking your pictures, selling them to the *Bugle*. Peter, you make your *living* off the man who killed my father.

PETER
You don't know it was Spider-Man. The police said-

HARRY
I *saw* him! Standing over my father's body, his dead body! *That's* the image I live with, every night, the last thing I see when I fall asleep and the first when I wake up. And my dreams... I don't even want to *tell* you about my dreams.
(spits out the name)
Spider-Man.

PETER
They never found the Green Goblin, it could have been him, that night was-

HARRY
The Green Goblin did not kill my father, okay? It's ridiculous. Look, I've never brought this up because I was waiting for you to do the right thing, to come to me, but you haven't. So I'm going to ask you this question one time, and then I'm never going to say a word again. I'm gonna choose to believe you, Peter, no matter what you say, so look at me and do not lie. Do you know who Spider-Man really is?

Peter looks his best friend in the eye.

CONTINUED: (2)

PETER
No.

Harry measures him for a long moment.

HARRY
(relieved)
Good.

He gets in his car, slams the door, and starts it up.

HARRY (cont'd)
Then I'll be the first to find out!

He pulls away, fast. Peter looks after him, this is going nowhere good, then he hears the screen door SLAM on Aunt May's house and he sees M.J. leaving, headed next door.

PETER
Hey, M.J.!

M.J.
(doesn't look at him)
'Night.

She keeps walking, arms folded tight against her chest. Peter hurries over, catches up to her in the driveway between their two houses.

PETER
What's the matter?

M.J.
(something)
Nothing. I'm just tired.

PETER
You sure?

M.J.
(forces a smile)
I have an early audition.

PETER
Really? What is it?

M.J.
It doesn't matter, I won't get it, I never get anything. I'm completely wrong for it.

PETER
What kind of part is it?

CONTINUED: (3)

M.J.
A girl.

PETER
Gee, I don't know. I've always thought you were pretty convincing as a girl.

M.J.
Not convincing enough, I guess.

Peter looks away, doesn't know what to say.

PETER
I'm sorry.

M.J.
Ah, come on, I'm just teasing you. I met somebody, did I tell you that?

PETER
(heavily mixed)
No! That's great! Who is it?

M.J.
This guy Jeff? He's a sculptor, comes into the diner for lunch all the time. You know that "Ask Me About My Pie" button they make me wear? Well, he asked me about my pie.

PETER
I'm... happy for you.
(sounded sad, so he brightens)
Hey, how about if we take the train in together in the morning? Are you staying at your mom's tonight?

She casts a look over her shoulder.

M.J.
Yeah. It's weird, I kinda like the old place now that... you know, since he split. No secrets anymore. I will never live in a house with secrets again.

PETER
So we'll ride in together?

M.J.
Jeff's picking me up. But I'll see you soon. Happy birthday.

CONTINUED: (4)

She stands on her tiptoes to give him a kiss. He goes to offer his cheek, but she touches his chin lightly and diverts him to her lips. It's a soft, tender kiss, not too long, not too short. She pulls away from it, touches her lips together, as if remembering his feel and taste.

M.J. (cont'd)
Hmmm.

PETER
Well... good night.

M.J.
Good night.
(throwaway, as she turns to go)
Spider-Man.

PETER
(calls after her)
Ha ha, very funny!

M.J.
(over her shoulder)
Is it?

But she keeps walking, into the house, leaving him unsure if she really knows something or if she's just messing with him. His VOICE OVER, one last time:

PETER (V.O.)
See what I mean? *Complicated.*

CUT TO:

INT AUNT MAY'S KITCHEN NIGHT

Aunt May's hands slide a faded brown manila envelope across her kitchen table. It has just one hand-written word on the front:

PETER

Peter, sitting across the table from her, looks up quizzically. Aunt May puts a hand to her mouth.

PETER
Who's this from?

She starts to answer but no words come out. She takes a moment to compose herself, then answers his question simply.

AUNT MAY
Your parents, Kiddo.

CONTINUED:

Peter is absolutely dumbfounded. He looks down at the envelope. Back up at her. She nods.

PETER
How...?

AUNT MAY
They gave it to me a few weeks before the plane crash. They said if anything ever happened to them I was to give it to you on the day you turned twenty-one.

PETER
Wow. Did they... have a feeling?

AUNT MAY
That is a question I've always wished I'd asked them.

PETER
(picks it up)
What's in it?

AUNT MAY
(smiles)
I don't know. It isn't my name on the front.

She gets up and gives him a kiss on the forehead.

AUNT MAY (cont'd)
It's a gift, Peter. Like all the best gifts it's unexpected. I'll be in the other room.

She leaves. Peter turns the envelope over, puts one finger under the flap --

-- and TEARS it open.

He reaches inside, pulls out a piece of paper with a few handwritten paragraphs on it. There's a photograph paper clipped to the page, old and fading, a shot of his parents, one he's never seen before. He smiles, laughs.

But the envelope isn't empty, there's something heavier in it that slides to one end. Peter furrows his brow, turns the envelope over, holds one hand underneath it.

And a shiny silver key drops into his palm.

CUT TO:

EXT NATIONAL TRUST BANK DAY

CLOSE ON the key, now held tightly between Peter's fingers. He strides briskly toward an enormous old bank building in midtown. As he walks through the imposing steel gates, we hear the voice of a WOMAN, a voice we've never heard before:

PETER'S MOTHER (V.O.)
Dear Peter... If you're reading this letter it means something has happened to your father and me. And, though this is the last thing we ever wished, a terrible weight must now come upon you.

INT BANK DAY

Peter follows a SECURITY GUARD across the lobby of the bank, toward the massive vault doors.

A different VOICE now, this one a man's:

PETER'S FATHER (V.O.)
You've been told that we were research scientists working for a privately held energy concern. This is not true. Our employer for the past nine years has been the United States Department of Defense.

INT VAULT AREA DAY

Peter follows the Guard down an endless hallway, lined with the glittering gold fronts of safety deposit boxes. His mother again:

PETER'S MOTHER (V.O.)
In that time we've been working on a project so secret we've never discussed it with anyone except the third scientist on our team. As we near completion, your father and I have just now grasped the limitless force of the neogenic technology which our work explores. And we've decided that today, in the midst of this Cold War, the world is not ready for its sheer power.

INT DEPOSIT BOX ALCOVE DAY

The Guard runs his finger down a row of boxes, comes to number 2626. He turns, holds his hand out for Peter's key.

CONTINUED:

While Peter's father's voice goes on, Peter hands the Guard his key, the guard slides his own key into the double-lock box, turns them simultaneously, and slides the box from the wall.

PETER'S FATHER (V.O.)
Your mother and I have removed the most vital piece of equipment from our project, a device of our own construction called the image refractor, and placed it in a safety deposit box in the National Trust Bank. Without the refractor, our work will be impossible to complete.

INT PRIVATE VIEWING AREA DAY

The Guard shows Peter into a secluded area for viewing of the contents. Peter slides the box onto the table and sits in front of it.

PETER'S MOTHER (V.O.)
But you, Peter, are safely in the year 2004, where, God willing, the planet is a more peaceful, rational place. You and you alone are the person we trust to take our work to those who can use it for the good of mankind and not the destruction of it.

Peter turns the box to face him. He opens it and peers inside.

PETER'S MOTHER (V.O.) (CONT'D)
We know you only as a six year old boy, but already we see profound kindness and courage in you, and those are exactly the qualities you will need now.

Peter reaches inside the box and pulls out *THE IMAGE REFRACTOR,* a small, infinitely beveled crystal device the size of an egg. It isn't a stone, neither it is a machine, but it is both at the same time. Light bounces off it brilliantly, strangely.

Peter's face hardens with determination and his fingers close around the refractor.

EXT OVER THE CITY DAY

Suddenly, we're flying through the city's canyons, first person, in long, graceful arcs.

CONTINUED:

We've done this before, we know who we are now, there's a building up ahead, its windows a mirror, there's a red and blue blur flying at those windows, we're coming in for a landing on the side of the building and in a split-second the blur turns into the real thing, it lands on the glass right in front of us, giving us a perfect look at the unmistakable form of --

-- *THE AMAZING SPIDER-MAN!*

But Spidey's only holding onto the building with two feet and one hand, because in the other hand is clutched the image refractor, and boy did Peter's parents leave that thing to the right person or *what?*

Spider-Man spins out a web and swings away, up, around, over, under, across the city, toward the Empire State Building in the distance. He lands on the side of the building and scampers up to where it narrows. He keeps crawling up, up, the building's just a skinny tip now, then skinnier, then he reaches that flagpole at the pinnacle, the one we saw at the end of the first movie, and this time he goes even higher, climbing all the way to the top of the flagpole. The MUSIC dips just enough for Peter's Father's voice to return:

PETER'S FATHER (V.O.)
To burden you with this is the hardest decision we've ever made. But there is simply no one else we can trust.

At the very tip-top of that flagpole, the very highest point in all of New York City, Spider-Man unscrews the tiny cupola on the flagpole's tip, and who else but him would know you can do *that?*

He carefully places the refractor into a small hollow space in the center of the pole and replaces the cupola.

PETER'S MOTHER (V.O.)
Please forgive us for leaving you so soon. We love you, Peter.

The refractor secured, Spider-Man leaps off the top of the flagpole, swan dives twenty or thirty stories, then spins a web and swings out over the city.

PETER'S FATHER (V.O.)
Mom and Dad.

CUT TO:

EXT OVER THE CITY DAY

As Spider-Man swings down a narrow side street, he notices a car stopped at a red light, right beneath him as he passes overhead.

CONTINUED:

Nothing so unusual about that --

-- except for the CARJACKER at the driver's door, pointing a gun through the window.

SPIDER-MAN
If there's one thing I *hate* --

He lets go of his web and does a mid-air tuck and roll, landing in a crouch on a nearby ledge.

SPIDER-MAN (cont'd)
-- it's a carjacker.

EXT STREET DAY

Down on the street, the Carjacker is SHOUTING at the driver, a middle-aged TOURIST in a Green Bay Packer sweatshirt, camera around his neck. The driver's WIFE, same age, wearing a brand-new I Love New York tee-shirt, SCREAMS.

CARJACKER
TELL HER TO QUIT SCREAMIN'!

The Tourist climbs out of the car, terrified.

TOURIST
Don't hurt her, please! Take the car, take me, but don't hurt her!

The Carjacker cocks his hand, to backhand the Tourist across the face with the gun, but suddenly --

-- *THWIP!* A web strand wraps around the gun and yanks it right out of his hand.

CARJACKER
Hey!

THWIP-THWAP! Another web strand flies in, wraps around his legs like a bolo.

ZOOP! The carjacker's feet are suddenly yanked right out from under him and he's lifted up by his trussed-together legs. He sails through the air over the car upside-down, SCREAMING.

We zoom up the web strands to where Spider-Man sits on the ledge, looping the web strands around a nearby flagpole. He leaps off the ledge, somersaults twice in the air --

-- and lands on the roof of the car, face to upside-down face with the captive Carjacker.

CONTINUED:

SPIDER-MAN
WE DO NOT EVER --

He CLOCKS the Carjacker one in the jaw, which sends him swinging back and forth. Spider-Man just stares at him, hands on hips, addressing the crook as he passes in front of him.

SPIDER-MAN (cont'd)
-- *EVER* --
(swing)
-- POINT GUNS --
(swing)
-- AT *PEOPLE!*

CARJACKER
Lemme down! Lemme down! I'm gonna be sick!

THREE POLICE CARS come screaming around the corner. Spider-Man turns, looks down at the Middle-Aged Couple.

SPIDER-MAN
Welcome to New York, it's really a very nice place to visit. You okay?

The Tourist SLAMS his fist on the hood of the car, angry.

TOURIST
DAMN it!

That's an odd reaction. Now COPS tumble out of the police cars, *lots* of cops, maybe a dozen in all. A uniformed POLICE CAPTAIN, distinguished, fifty or so, races over to Spider-Man, furious.

POLICE CAPTAIN
Wait right there, you wall-crawling creep!

SPIDER-MAN
That's some way to say thanks.

The Police Captain lunges forward to grab him, but Spider-Man leaps off the car and lands on the side of a building behind the Police Captain, who whirls around to face him. Spider-Man has landed directly on the white face of a large clock on the front of a building in midtown (Tourneau store on 57th).

POLICE CAPTAIN
When I get my hands on you I'll toss you in Riker's and throw away the key!

CONTINUED: (2)

SPIDER-MAN
It's a tempting offer, can I think about it?

POLICE CAPTAIN
(draws his gun)
Get off that wall, you're coming with me!

SPIDER-MAN
Yikes! Look at the time!

He shoots out a web and swings away. The Captain watches him go, angry, his jaw set. Haven't heard the last of him.

CUT TO:

INT COLLEGE BUILDING - CORRIDOR DAY

Carrying a load of books, Peter races down an empty hallway in a college building. He nearly skids past the door to a classroom marked *"Dr. Curt Connors -- Microbiology."* He slams on the brakes and darts inside.

INT DR. CONNORS' CLASSROOM DAY

Peter manages to slip inside the classroom without disturbing the lecture in progress, until a gust of wind from the open windows sucks the door shut behind him and it SLAMS.

At the front, DR. CURT CONNORS looks up from his notes.

DR. CONNORS
Mr. Parker. What could *possibly* be more important than regenerative dermal tissue in the African tree frog?

PETER
Um... there was this... big problem? And I'm late... uh... because of it?

DR. CONNORS
Your future does not lie in professional deception. I guess that's good to know. Take a seat.

Peter slips into the nearest open seat, which happens to be next to a beautiful twenty-year old girl. Blonde hair, blue eyes, painfully pretty, not undercut in the slightest by her nerdy glasses. She sets down her pencil as Peter sits, takes off her glasses to rub her eyes. Peter attempts speech:

CONTINUED:

PETER
H.
(clears throat)
Hi, Gwen.

GWEN STACY gives him a polite smile and looks back to the front. Her pencil rolls off her desk and falls to the floor between them.

Peter's eyes widen at the possibility. He thinks about it for a second, then lurches over to pick it up for her.

Unfortunately, he thought about it for a second too long and by the time he's bending over to get it, Gwen is bending over too. Their heads SMACK together in the middle of the aisle.

PETER GWEN
Ow! Ow!

Dr. Connors looks up again, exasperated.

DR. CONNORS
PARKER! I *will* hit you with a shovel.

CUT TO:

INT DR. CONNORS' CLASSROOM DAY

A bell RINGS, class is over, STUDENTS bolt for the door. Peter is next to Gwen as they head out. He gives it another try:

PETER
Hope I bump into you again some time.

She looks at him, puzzled, touches her head.

GWEN
Really?

PETER
(realizing)
I mean, without hurting you. I don't want to hurt you.

GWEN
(a little alarmed)
That's a relief.

She leaves. Peter bangs his hand on his head, lags behind.

DR. CONNORS
You know, Peter --
(Peter turns)
(MORE)

CONTINUED:

DR. CONNORS (cont'd)
-- I had a foolish hope you'd show me some reason I should hire you back as my lab assistant this semester. You have an incredible natural ability which for some reason you refuse to discipline.

PETER
I'm sorry I was late again, Dr. Connors. It's just... it's so hard to get around town quickly.

Connors looks at him and furrows his brow. That doesn't ring true at all.

DR. CONNORS
How am I to learn your mind, Mr. Parker, if you persist in concealing it from me? When will you decide to trust me?

Peter looks at him long and hard. And decides to trust him.

PETER
What do you know about neogenic technology?

DR. CONNORS
(surprised)
Not a great deal. Why?

PETER
Oh, I read... something about it. Sounds fascinating.

DR. CONNORS
Then you should talk to Dr. Octavius.

PETER
Who?

DR. CONNORS
Otto Octavius.
(reaches for a note pad and scribbles an address)
He's not the foremost researcher in the field, but he is the most obsessed. He works out of a makeshift lab he put together in the Bronx after he lost his tenure at Columbia. I shared an office with him when I consulted on the genetic engineering project there.

CONTINUED: (2)

He tears the paper off and holds it out to Peter. But Peter doesn't take it, he's still staring at Dr. Connors, thinking about the last thing he said.

PETER
What... genetic engineering project at Columbia?

A BELL rings in the corridor. Connors checks his watch and starts packing up his things.

DR. CONNORS
Oh, they were trying to genetically combine the DNA strands of several different spiders in order to create a new species. Not a very good idea, as it turned out.

He picks up his satchel and heads for the door, leaving Peter staring after him, stunned.

DR. CONNORS (cont'd)
Tell Octavius I said hello!

A VOICE BELLOWS at us from the next scene:

VOICE (O.S.)
I WANT A SEVERED LIMB!

CUT TO:

INT DAILY *BUGLE* - NEWSROOM DAY

J. JONAH JAMESON, editor of the Daily *Bugle*, strides briskly across the newsroom, ranting at a stack of photos in his hand. EDDIE BROCK, a young photographer, tries to keep up.

BROCK
That *is* a severed limb!

JAMESON
Don't sell me, Brock, I know a severed limb when I see one and this is not a severed limb! It's a picture of an arm with the stump cropped out! What good is a subway wreck if you don't get me the spaghetti shots?!

He shoves the photos at ROBBIE ROBERTSON, his second in command, walking on the other side of him.

JAMESON (cont'd)
Bury it inside, Robbie!

CONTINUED:

ROBBIE
We're six minutes to deadline, Jonah! What about page one!?

JAMESON
"FOOD POISONING SCARE SWEEPS CITY!" Run it with a picture of rancid chicken.

ROBBIE
There's a food poisoning scare?

JAMESON
I feel a little nauseous, yeah.

BETTY BRANT, his assistant, waves at him as he passes.

BETTY
Mr. Jameson! Your two o'clock is here!

JAMESON
It's two-thirty! He's late! Cancel it, I've never been so insulted in my life!

BETTY
No sir, *you're* late.

INT JAMESON'S OFFICE DAY

BAM! The door to Jameson's office SLAMS shut and he keeps talking, not missing a beat.

JAMESON
It's outrageous! My behavior! Appalling! Never been this late in my life, but I'm a busy man and damn it I won't apologize for it. What do you want?

As he settles into his desk chair, we see the man waiting in the leather chair opposite him. It's Harry Osborn.

HARRY
I have a story for you. Good enough for tomorrow's front page.

JAMESON
Already got the front page. E coli in midtown, city vomits as one.

CONTINUED:

HARRY
This is better. This is about Spider-Man.

JAMESON
(screams right at Harry)
HOFFMAN!

BAM! The door opens again. HOFFMAN, Jameson's homunculus, sticks his head in.

JAMESON (cont'd)
Tell Robbie hold page one!

HOFFMAN
But it's-

JAMESON
(holds up a finger)
Don't!

HOFFMAN
But it's-

JAMESON
(holds up two fingers)
Ah ah!

HOFFMAN
But it's-

JAMESON
(three fingers)
Last warning!

Hoffman pipes down. Jameson turns back to Harry.

JAMESON (cont'd)
Talk fast, Osborn.

HARRY
I'm offering a reward for information leading to the true identity of Spider-Man.

JAMESON
A reward?! Get in line. The *Bugle* has a standing offer of ten grand already, everybody knows that.
(to Hoffman)
Never mind, run the barf story!

CONTINUED: (2)

HARRY
I'm offering ten *million.*

JAMESON
KILL THE PEUK PAGE!

CUT TO:

EXT STREET DAY

The front page of the *Bugle*, screaming headline over a picture of Spider-Man's face, a giant question mark drawn over his mask:

UNMA$K HIM!
Lunatic RichBoy Offers Millions!

Peter, waiting for a bus, stares at the front of the paper in shock. He sags onto a bench and rips it open to the story on the inside, holding the paper up in front of his face.

Horrified, Peter devours the words, flips the pages to the jump, further in. Reads more, flips the pages again, and when he moves the paper this time, he reveals somebody's face right behind it, somebody who snuck up on him.

It's M.J.

PETER
Gah!

M.J.
(laughing)
Sorry, I couldn't resist!

PETER
You scared the heck out of me!

M.J.
Why so jumpy? You looked like you were reading your own obituary.

She rips the paper out of his hands and looks at the Spider-Man story on the front.

M.J. (cont'd)
Ahhhhh. I see.

PETER
I just... I wish Harry would let it go, that's all.

M.J.
I bet you do.

CONTINUED:

PETER
For his sake.

M.J.
Um hm.

PETER
(innocent)
What?

M.J.
(imitating him)
"What?"

PETER
(to change the subject)
So how's your friend Jeff? Or do I need to say boyfriend?

M.J.
He's great. Really great. Did I tell you I'm going to model for his new sculpture?

PETER
Uh, no. You didn't mention that.

M.J.
Yeah, I'm kinda shy about it, but, the human body is beautiful, right?

PETER
He sounds so... artistic.

M.J.
Yeah, it's going great. I think I might be... I might be fall-

Peter leans forward, waiting for her to finish the sentence.

M.J. (cont'd)
Ack! I can't say it.

PETER
What?

M.J.
No way. You'd never let me live it down.
(suddenly depressed)
Oh, you know that audition?

CONTINUED: (2)

PETER
Yeah, what happened?

M.J.
(defeated)
Same as always. I got the part.

PETER
You *what?!*

M.J.
(brightening, it was an act)
I got the part, I got the part, I got the *paaa-art!* I got the part. Sure. Got the part. Uh huh.

PETER
That's *fantastic!*

M.J.
You are looking at Rance Carver's new fiancee on *From Morning Till Night.* Rance doesn't know it yet, but she's deeply troubled.

PETER
You're perfect for it!

M.J.
She has a dark secret, and there's no one she trusts enough to tell it to, not even Rance. Eventually it destroys their relationship and she ends up in a sanitarium in Zurich, but don't tell anyone.

PETER
There's my bus.

M.J.
Secrets can do that to you, you know.

A city bus ROARS up.

PETER
See you later! Congratulations!

M.J.
Sometimes you just have to let it out.

The bus doors WHOOSH open. M.J. holds up the *Bugle*, pretending to look innocently at the front page.

CONTINUED: (3)

M.J. (cont'd)
Before someone does it for you.

Peter climbs on the bus quickly and the doors close behind him.

INT BUS DAY

Peter settles into a seat by the window and sighs in relief. Barely got away from her that time. He looks out the window.

He sees a GYMNAST on the sidewalk, standing on his hands, doing tricks for a few PASSERS-BY who throw coins into a hat. The Gymnast goes up on just one hand, teeters precariously. Peter speaks softly, looking at the gymnast.

PETER
Harder than it looks, isn't it?

CUT TO:

EXT UPTOWN STREET DAY

A decrepit building far uptown, underneath the elevated train tracks. It probably used to be a factory, but it's hard to tell what it is now, there's no markings on the outside. Strange sparks of light flash from inside; bizarre work takes place within.

INT DR. OCTAVIUS' LABORATORY DAY

Inside is a vast, nearly deserted factory floor, lit by the occasional bare bulb, dangling from orange extension cords hung from the ceiling. On the far side of the floor is a makeshift laboratory, the source of the strange sounds and flashes we saw from outside. Everything here looks jury-rigged, not fragile, necessarily, just inventive and unadorned -- sophisticated work done with no money but a lot of brains.

Drawing closer, we see a man in a lab coat, his back to us. He's working at an odd-looking console set up before a thick sheet of glass, moving his arms strangely in front of him. Closer still, we notice he has a thick metal brace fastened around his midsection, and as we pass around in front of him and through the glass, we skip looking at his face entirely, we're more interested in the living metal things growing from the bracing corset:

Four telescoping tentacles.

They vary in length from three to ten feet, each with a different tool at the end -- one that clasps, one that drills, one is even cutting something microscopically small with a brilliant blue laser beam that shoots out the end of it.

CONTINUED:

The tentacles are working inside the glassed-in area, focused on equipment so minute it's hard to see what's really going on.

But enormous amounts of energy are being released, it erupts from the various areas of focus in great brilliant blue and orange and violet waves that roll out and crest against the foot-thick glass walls before crawling up them and dissipating on the ceiling like ocean waves freed from gravity.

Reaching the end of one of the tentacles, we see it hand a newly-glowing isotope in a test tube to another tentacle, which begins to retract, headed back toward the man at the control panel. We follow the glowing isotope, it shimmers beautifully in the test tube, gripped delicately by the tip of the metal claw.

The glowing test tube rises up, held in the tentacle, until it's directly in front of the face of DR. OTTO OCTAVIUS, wearing thin wires attached to his temples that run into the metal console, reading his brain impulses to control the tentacles inside. Octavius's face glows like the tube as he holds it up in front of the glass and gazes at it with near-religious ecstasy.

Success!

But then, as he watches, the glow in the tube begins to dim, then to flutter, and eventually it dies out. The fluid in the tube turns a sodden, dishwater gray. Octavius's face falls.

Failure.

Over near the door, Peter Parker walks into the room hesitantly.

PETER
Dr. Octavius?

If one could see a man's face when he sees a ghost, it would look exactly like Octavius's face does now. His eyes widen, his lips part, his skin turns pasty white.

PETER (cont'd)
Um, you don't know me...

OCTAVIUS
(finally able to form words)
Parker?!

PETER
Oh! I guess you do. Did Dr. Connors just call?

Octavius hits a few switches on the control panel in front of him and the hinged metal corset opens, releasing him from its steely grip.

CONTINUED: (2)

He walks briskly across the room to Peter, grabs him by the shoulders, and stares intently into his face.

OCTAVIUS
You *are* a Parker?

PETER
(a little freaked)
Yeah. Peter, Peter Parker. But-

Octavius throws his arms around Peter and bursts into tears.

Surprised, not sure what to do here, Peter puts his arms around the scientist awkwardly, pats him on the back a couple times.

PETER (cont'd)
It's, uh... it's okay. Uh. Easy there, Doctor. Can I get you a tissue?

OCTAVIUS
(composing himself)
You don't understand... I thought... it was like seeing a ghost.

Peter is curious. Octavius pulls back and looks him in the eye.

OCTAVIUS (cont'd)
It's as if I were looking at your father.

PETER
(stunned)
How... did you know my father?

OCTAVIUS
And your mother. We worked together, almost twenty years ago.

PETER
That's impossible. They were part of a very small team, there were only three-

Peter stops, putting it together. Could it be? Octavius smiles and nods slowly.

OCTAVIUS
I was the third man.

CUT TO:

INT OCTAVIUS'S LAB DAY

Peter and Dr. Octavius sit opposite one another on some ratty old furniture in a corner of the lab. The sofa and chair look like Octavius found them on a street corner. They're drinking coffee from a chipped Kermit the Frog mug and a Taco Bell Super Saver souvenir cup.

Peter leans forward intently, hanging on Octavius's every word.

OCTAVIUS
Neogenic technology was in its infancy, but we knew even then the work we were doing was light years ahead of its time.

PETER
What is neogenics?

OCTAVIUS
Simply? New use for an old organism. The idea that the most powerful energy source in the world is right here --
(taps his chest)
-- inside the human body. If the nucleus of a human cell is split in a precise manner at a precise moment in its molecular expansion, the energy it releases is-

PETER
Limitless.

OCTAVIUS
The exact word. Imagine the implications. We were so idealistic, so naive. We never dreamed of its military implications, until it was too late.

PETER
They wanted to make it into a weapon.

OCTAVIUS
The most powerful weapon on the planet, easy to produce, available to anyone who had access to its design. It would have spelled the end of mankind.

PETER
I know my parents became very concerned, just before the plane crash.

CONTINUED:

OCTAVIUS
Plane crash?

PETER
I read a letter they-

OCTAVIUS
Young man, your parents didn't die in a plane crash. Your mother and father were murdered.

PETER
Murdered...

OCTAVIUS
A Soviet double agent known only as the Black Hand wormed his way into their confidence, then betrayed and killed your parents. But they were too smart for him. Just before they died-

PETER
They removed the most important piece of equipment.

OCTAVIUS
(surprised)
That's right. How -- never mind. I don't want to know. It wouldn't be safe for you. We were too late to discover our lives were in danger last time, I won't make the same mistake again.

He rises and walks toward the glass-walled area.

OCTAVIUS (cont'd)
For twenty years, I've worked for just two things. First, to discover the true identity of the Black Hand and bring him to justice. And second, to find a way to complete our neogenic research in a way that removes its potential as a weapon, but still provides abundant energy for the good of our entire planet.

At the tank, he touches the walls lightly, forlorn, looking over his failures. The four metal tentacles lie sprawled across the tile floor, lifeless.

CONTINUED: (2)

OCTAVIUS (cont'd)
But I've failed. The image refractor your parents designed resequences the visual spectra a thousand times a second; only one precise sequence can split the cell nucleus. I've built a hundred of them over the last fifteen years, none worked. I don't have half the ingenuity or intellect your parents had. They were an incredible team, Peter. One and one wasn't two with Richard and Mary Parker, together they added up to something infinite. They were remarkable scientists, the kindest *human beings* I've ever known. I couldn't stand that their life's work had come to nothing, that the book of their lives remained an empty page because of a murdering madman. I refused to surrender, even when it cost me my career, I *had* to finish the project, for *them*. I was on the verge of giving up on their legacy --
(turns around)
-- when it walked through my door. You, Peter. My Godson, I bet you didn't even know that. *You* are the only thing your parents have left behind.

PETER
(stirred, almost to himself)
Not the only thing.

CUT TO:

EXT OVER THE CITY NIGHT

A view of the city at night. Spider-Man swings through frame, not too fast, from one side to the other. The camera holds still, lets him leave frame.

He swings through again, from the other side now, like a pendulum. We get a better look at him this time, see that he's crouching, resting his chin on his hand, wrestling with something very heavy in his mind.

Peter's VOICE OVER comes in again:

PETER (V.O.)
Not that you asked, but here's another thing I've noticed about life.

CONTINUED:

We pull back a bit and Spider-Man swings through again. This time we see he's leaning forward, the arm that holds up his chin has its elbow resting on his thigh, Rodin's "Thinker" pose.

PETER (V.O.) (CONT'D)
It comes down to choices. You take the six or seven billion choices you gotta make in your life, you add 'em all up, and that sorta equals who you are.

Pulling back still further, we see that Spidey's crouching on the bottom of an I-beam, but that's weird, how can the I-beam be swinging in the air like that, is it stuck to Spider-Man's feet somehow?

PETER (V.O.) (CONT'D)
Left or right, right or wrong --

The camera rotates a hundred and eighty degrees and we understand now -- Spider-Man's thoughtful pose is on the *bottom* of the I-beam, he's clinging upside down, and the beam is dangling from a crane, high atop a skyscraper under construction.

PETER (V.O.) (CONT'D)
-- up or down. I *hate* choices. I will say this for me, though. I'm consistent.

Making a decision, he releases his hold on the I-beam and drops to the building below. He leaps once, twice, a third time, light as a cat from beam to beam, then shoots out a web and swings away, toward a building in the distance.

PETER (V.O.) (CONT'D)
Give me a fifty-fifty chance and I'll pretty much always --

EXT OCTAVIUS'S LAB NIGHT

CLOSE ON the image refractor itself, which Peter holds delicately between two fingers.

PETER (V.O.)
-- pick the wrong one.

The refractor is moving, throwing off subtle rainbows of light as it reflects the streetlights overhead. Peter crosses the street with it, headed for Otto Octavius's laboratory building. It's nighttime now, the lab is more ominous than before, its empty windows like hollow eye sockets, huge front doors like a gaping mouth.

CONTINUED:

Lightning flashes, THUNDER rumbles. Storm coming.

INT OCTAVIUS'S LAB NIGHT

Still following the refractor, we march with Peter across the lab floor, to where Octavius is back at work on the other side. H turns, hearing Peter approach.

Peter raises the device up in front of him for Octavius to see.

PETER
Finish. For them.

Octavius can't believe his eyes. He looks from Peter to the device, back up at Peter, back at his Holy Grail.

He turns, MUMBLING excitedly to himself, and hurries across the room, to a long work table burdened with a mountain of books and papers. He bends down, under the table, takes out a strong box, dials a combination, and opens it.

He reaches inside and takes out a large Ziploc bag with a spiral notebook inside it, yellowing with age.

He removes the notebook, holding it gingerly, like a relic.

He places it on the desk and turns the pages delicately. The notebook is filled, front to back, with handwritten pages dense with calculations. He reaches a particular page with a handwritten sketch of the image refractor, holds the real thing up next to it. Clearly, this was made from that.

He turns, looks at Peter with vast relief. He sighs deeply and shakes his head.

OCTAVIUS
The resemblance is so striking.

PETER
If it's all right with you, I'd like to help you complete their work.

Octavius goes to a large bureau on the other side of the room and starts rummaging through it.

OCTAVIUS
Your face. The way you walk, talk.

Octavius opens and closes drawers, searching for something.

OCTAVIUS (cont'd)
Your concern for others. Your trusting nature.

CONTINUED:

He opens a drawer in the middle, digs way in the back, reaching for something.

Peter gets a strange feeling. He furrows his brow, something's bothering him.

OCTAVIUS (cont'd)
All Richard Parker, to a T. When you walked through that door this afternoon, I couldn't believe my eyes. Because I was looking at a man --

Octavius starts to pull back from the cabinet, he's holding something, we can't quite see what it is.

Peter's eyes widen, we zoom toward the pupil of his right eye, go *inside* the pupil, into the place where

PETER'S SPIDER SENSE

takes over. Everything around him slows to a crawl as his perception leaps around his body, searching the room for some sign of the danger he's picking up.

Over at the door -- a dust bunny blows into a corner. Over near the glass tank -- an air vent HUMS. Over by the window -- a fly TICKS against the pane, trying to get outside.

Octavius from the back -- just a blank look at his lab coat. But Peter's perception whips around to the front of Octavius, to see what Peter's eyes cannot, to see Octavius's right hand --

-- and the gun he's holding in it.

BACK IN REAL TIME,

we zoom out of Peter's eye, now wide and alert to the danger. Octavius turns around, points the gun at Peter.

OCTAVIUS
-- I was looking at a man I killed fifteen years ago.

BAM!

He squeezes the trigger, the bullet flies out the barrel of the gun, but Peter is already moving, up, into the air, a double somersault backwards, and he lands atop a metal supply cabinet just as the bullet CRUNCHES into its front panel, right where his head was.

CONTINUED:

OCTAVIUS (cont'd)
You're a fool, just like your parents. There was no double agent, no Black Hand other than mine, on the handle of the gun that killed them. And now that you've given me what they would not, you can die like they did.

He FIRES again, Peter leaps again, lands on another cabinet.

OCTAVIUS (cont'd)
Don't pretend I am the villain in this scenario, Parker. *They* were the small-minded destroyers, the Luddites, the enemies of progress! I was Edison and they were quashing the light bulb. My own work, my lifetime of research, *useless* without the refractor, how *DARE* they!

He FIRES THREE MORE TIMES as Peter vaults into a triple somersault that ends with him SMASHING through the window.

EXT FIRE ESCAPE NIGHT

Peter lands on the fire escape outside the factory windows. The storm has hit by now, rain lashes the street below, THUNDER booms and lightning flashes.

Peter leaps to his feet and climbs atop the railing, looking around for escape. Of course he could spin a web, but there are PEOPLE on the street below, staring up at him, pointing.

Just across from him, he sees the elevated train tracks that pass near the windows of Octavius's lab. A train is coming.

THREE MORE SHOTS blast through the window behind him, one ZINGS off the railing right between his feet. Peter turns, Octavius is coming, nearing the window. The next shot won't miss.

The train is closer. Peter bends his knees, leaps across the street toward the train as a BLINDING flash of lightning turns everything white for a second.

In the window, Octavius squints at the lightning, he just barely sees the image of Peter Parker flying out onto the train tracks, right in front of the train, its whistle SCREAMING at him.

Octavius smiles in satisfaction, for there is a THUNK that means Peter Parker was just killed by the train. He *must* have been, no human being could have maneuvered himself out of the way of that oncoming train.

CONTINUED:

OCTAVIUS
How touching. A family reunion.

EXT ATOP THE SPEEDING TRAIN NIGHT

Of course, as we all know, Peter Parker is no ordinary human being. Not only did he get out of the way of the train, he landed on *top* of it, and he stands there now, speeding downtown, the wind and rain lashing his body.

We move in on him, fast, to his face, set hard with an anger and determination we've only seen in him once before -- when Uncle Ben was killed.

Like then, Peter knows what he must do.

CUT TO:

INT PETER'S BEDROOM NIGHT

Peter, dripping wet, takes his shirt off and stands in front of his dresser. He throws aside some clothes, revealing something at the bottom of the drawer.

His Spider-Man costume.

INT OCTAVIUS'S LAB NIGHT

In the lab, the image refractor glows brilliantly in Octavius's hand. He wades into the center of the maze of wiring and tubing inside the glass-walled tank, opens it up.

He removes his own refractor, an inferior-looking device, and tosses it aside contemptuously, replacing it reverently with the one Peter brought to him.

EXT PETER'S BEDROOM NIGHT

Rain lashes the window of Peter's bedroom. We watch Peter's silhouette from outside as he slips into his costume.

INT OCTAVIUS'S LAB NIGHT

In the lab, the iron corset that controls the metal tentacles swings open.

INT PETER'S BEDROOM NIGHT

In Peter's bedroom, he pulls Spider-Man's mask over his face.

INT OCTAVIUS'S LAB NIGHT

KA-CHUNK! The metal straitjacket slams shut around Octavius's midsection, holding him tight, attaching him to the metal tentacles that extend into the glass-walled tank.

EXT PETER'S BUILDING NIGHT

Spider-Man crawls out the window of his bedroom and up the side of his building -- higher, higher, all the way to the top.

ON TOP OF THE BUILDING,

Spider-Man stands tall, turns north, in the direction of Octavius's lab. Raises an arm and we go in close on his wrist.

THWIP! A web shoots out into the night.

INT OCTAVIUS'S LAB NIGHT

SNAP! The four metal tentacles, which were lying lifeless on the floor of the glass tank, twitch to life. They rise menacingly into the air, controlled by Octavius.

The claw handles SNAP, the drill WHINES, the laser beam BUZZES.

You know, if someone misused these things, they could be deadly.

EXT CITY NIGHT

Spider-Man swings across the city, headed north.

He lands on the roof of a cab, rides it for a while, shoots out another web and swings away.

INT OCTAVIUS'S LAB NIGHT

Otto Octavius works feverishly, referring to a raft of calculations on a computer monitor on a stand beside him.

Inside the tank, the metal arms move with a frightening combination of strength and delicacy. They combine chemicals, apply heat, minute doses of radiation, slice through the hearts of nuclei in brilliant white slices of light nanoseconds thick.

EXT OCTAVIUS'S LAB NIGHT

A shot of the city, seen from the roof of Octavius's lab. Spider-Man THUNKS into view, clinging to the side of the neighbor building, suddenly and sideways filling our frame. He leaps --

-- and lands atop a skylight. He peers down into the lab.

INT OCTAVIUS'S LAB NIGHT

Spider-Man's shadow appears on the floor of the lab just behind Octavius, who is working frantically at the console. The shadow moves, sliding across the floor toward the scientist before disappearing.

In Octavius's glasses, we see the reflections of the work going on inside the tank -- glowing tubes, bursts of light, flashes of heat.

Octavius wipes sweat from his forehead with one free hand, he's getting closer to completion.

He turns his head and leans to the side, to check the calculations on the computer screen beside him. When he turns back, something has suddenly appeared between him and the glass wall of the tank.

SPIDER-MAN'S FACE.

He's dangling upside-down, face to mask, right in front of Octavius.

Octavius SCREAMS in alarm.

OCTAVIUS
SPIDER-MAN! What do YOU want?!

SPIDER-MAN
World peace. But I'll settle for your chin.

He hauls off and CRACKS Octavius across the jaw. The Doctor's head SNAPS, his body lurches, still held up by the metal corset.

Spider-Man releases the web he's dangling from and lands on the floor beside Octavius.

OCTAVIUS
I'VE DONE NOTHING WRONG!

SPIDER-MAN
What do you call *MURDER?!*

OCTAVIUS
I don't know what you're talking about!

Spider-Man grabs Octavius by the neck with his free hand and lifts him up, off the ground, holding him up in front of him, metal bracing system and all.

CONTINUED:

SPIDER-MAN
Maybe you'll remember in *jail!*

Suddenly, there is an enormous CRASH behind Spider-Man, the glass wall of the tank EXPLODES in a shower of glass --

-- and a METAL TENTACLE wraps itself around Spider-Man's throat!

He CHOKES, GASPS in pain. He drops Octavius, who falls to the ground, hitting a number of switches on the console in front of him as he does so.

INSIDE THE TANK,

monitors on an adjacent bank of computers start flashing formulas and data. Heat spins around the edges of a blue coil and begins to warm a gravy-brown liquid in a test tube, reactions to the unintended commands Octavius just gave by falling onto the switches.

IN THE LAB,

Octavius holds Spider-Man up in front of him, held in the tentacle's grasp, SCREAMING at him.

OCTAVIUS
HOW DARE YOU INTERFERE!

The other three tentacles SMASH against the remaining glass walls of the tank, trying to get at Spider-Man. The walls splinter and crack, it's just a matter of time before the other arms break through, and when they do, Spider-Man is finished.

OCTAVIUS (cont'd)
I'LL CRUSH YOU LIKE THE BUG YOU ARE!
KILL LIKE I KILLED EVERYONE WHO GOT IN
MY WAY! THERE IS NO POWER LIKE AN IDEA
WHOSE TIME HAS COME AND I AM THAT IDEA!

Spider-Man strains against the enveloping tentacle, using every ounce of strength he has.

SPIDER-MAN
(gasping)
I hate to... interrupt a...
megalomaniac... when he's on a roll...

The glass SMASHES, the other three tentacles whistle through the air toward Spider-Man --

-- but he BURSTS free of the first tentacle's grip. He leaps, straight up, just as the other tentacles SMASH together in the air where he was standing.

CONTINUED: (2)

INSIDE THE TANK,

liquids and gases inside the intricate nest of test tubes start to move faster. To BUBBLE. To HISS. Smoke and vapor leak out of the connections, the entire system is GROANING, something is terribly wrong.

IN THE LAB,

Spider-Man clings to the ceiling. He looks down, sees the tentacles rocketing up towards him.

SMASH!

Spider-Man leaps as a tentacle CRASHES into the ceiling next to him.

SMASH! It happens again. And again.

Spider-Man leaps to a safe patch --

-- and suddenly loses his hold. He falls, SHOUTING, and lands with a THUD on the floor.

SPIDER-MAN (cont'd)
What the-?!

He leaps back up, this time for a wall, but only one hand sticks. He falls again, this time lands on his feet.

SPIDER-MAN (cont'd)
What's going on?! I'm losing my grip!

KA-BOOM! A tentacle rockets straight at him and SMASHES into the wall behind him, just between his legs. That was lucky.

SPIDER-MAN (cont'd)
Here's web in your eye!

He raises his wrist and shoots a web strand out at Octavius --

-- but it never gets there, all that comes out is a narrow little spurt of web that dies halfway across the floor.

SPIDER-MAN (cont'd)
Oh, *NO!*

Octavius grins. Spider-Man is done for. Suddenly, a shrill ALARM begins to sound in the lab.

Octavius interrupts his rampage and turns, horrified, looking into the tank.

CONTINUED: (3)

IN THE TANK,

glass tubes CRACK like ice in the springtime. With a great strange SUCKING SOUND, the entire works suddenly *implodes*, tubes and gases and liquids and vapors all collapsing inward on each other.

IN THE LAB,

there is an unnatural silence for a moment, filled only by the quiet horror of Octavius's voice:

OCTAVIUS
But I was so close...

KA-BOOOOOOM!

Everything flies everywhere as roiling violet heat erupts from the glass tank, leveling all that stands before it.

Spider-Man is thrown clear across the floor of the lab and out the window, onto the fire escape.

The walls of the tank blast outward like a house in a tornado.

Octavius takes the worst of the blast, the wall of heat searing into him. The edges of the metal corset glow white, Octavius SCREAMS in pain as it SIZZLES against his flesh, burning and melting and cauterizing instantly. The metal electrodes on his temples SEAR into his flesh as well as the blast lifts Octavius right off his feet, corset and tentacles and console and all, it hurls him across the lab, where he's buried under rubble.

EXT FIRE ESCAPE NIGHT

On the fire escape, Spider-Man drags himself to his feet, bleeding and burned, and stares through the window at the wreckage of the lab.

SPIDER-MAN
DR. OCTAVIUS?!

But there is no movement under the thick pile of rubble.

A RUMBLING sound comes from within the remains of the glass tank, another explosion brewing, and Spider-Man barely has time to leap onto the wall of an adjacent building --

-- before a second BLAST rips out the windows of the laboratory.

Again, Spider-Man slips from the wall, this time he nearly falls four stories, but he manages to grab hold of the ledge, to dangle there.

CONTINUED:

He pulls himself up onto the ledge and looks down. For the first time in a long time, he is afraid of heights.

In the distance, SIRENS approach. Gotta get out of here, and fast. He tries his hand on the side of the building. It sticks, sort of. He climbs, shakily, but makes it to the roof.

He looks back, at the burning laboratory building. No one could survive for long in there. He holds out a hand, aims to shoot a web, then realizes that was the hand that had no webs and switches, holding out the other hand.

SPIDER-MAN (cont'd)
Come on...

THWIP! Not a problem, this time. The web shoots out and sticks to a building in the distance.

SPIDER-MAN (cont'd)
Thank God!

Spider-Man swings away into the night.

INT OCTAVIUS'S LAB NIGHT

We creep back into the still-burning lab, over the smoldering rubble to the telescoping metallic arms, trapped under the rubble. They're inert, lifeless, until --

-- they tremble, come to life. They sweep across the rubble, twitching like mad snakes. We follow them all the way up to their source, to that metallic straitjacket, still wrapped around the charred figure of Dr. Otto Octavius.

He GROANS, still alive.

CUT TO:

EXT AUNT MAY'S HOUSE NIGHT

The front door of Aunt May's house opens and she GASPS in alarm. Peter stands on her front step, in his street clothes again, but looking bruised and bedraggled.

AUNT MAY
Peter! What happened to you?!

PETER
Why didn't you tell me?

CUT TO:

INT AUNT MAY'S LIVING ROOM NIGHT

Peter, sitting on Aunt May's couch, looks up as she brings him a sandwich with a pickle and a glass of milk.

PETER
I'm not hungry.

AUNT MAY
That's what they all say.

She puts the sandwich on the table next to him and sits down. An awkward silence.

AUNT MAY (cont'd)
Drink your milk. It's good for you.

PETER
I'm waiting for an answer, Aunt May. Why didn't you ever tell me my parents were murdered?

AUNT MAY
You've had so much to live through, Kiddo, so much so young. I was afraid of what it would do to you. I know what a determined young man you are, for you a question without an answer is like a red flag to a bull. I didn't want you to go off half cocked, looking for justice, or revenge... I didn't want you to live in the past, your life is right now.

He starts to eat the sandwich.

AUNT MAY (cont'd)
Be proud of your mother and father, but don't fight their battles. They've already been fought. They're over.

Peter keeps eating, faster. He *is* hungry. It's almost like he can't stop himself.

AUNT MAY (cont'd)
What's important for you to know is how much they loved you and how much they loved each other. *That's* what you should be looking for now. Love.

He looks up at her. Not a bad idea.

CUT TO:

EXT STREET - MANHATTAN DAY

The front window of a tourist shop in midtown, loaded with Spider-Man costumes for sale. *"JUST LIKE THE REAL THING!"*

Peter Parker does a double take and frowns as he passes it, walking down the street with Harry Osborn. Peter's wearing jeans and a backpack, Harry a business suit and a briefcase.

HARRY
Tell me the last thing you said to her again?

PETER
"Hi, Gwen?"

HARRY
No, at the end.

PETER
I think it was "I don't want to hurt you."

HARRY
Smooth.

PETER
I can't help it, every time I see her my brain turns to guacamole.

They walk past a STREET GYMNAST, the same one Peter saw earlier. This time he's doing backflips.

PETER (cont'd)
Not bad, Buddy.

He looks back at the Gymnast, struck by a thought.

HARRY
You gotta try not to actually *frighten* women, Pete.

They reach the curb, where a black Town Car waits. The DRIVER gets out and comes around to open the door for Harry.

PETER
Thanks for the help.

HARRY
You don't need help. Just relax and be the hopeless spazz we all know and love.

(MORE)

CONTINUED:

HARRY (cont'd)
She'll either see you're a geek after her own heart or she's not worth the trouble.

The Driver opens the door, hands Harry a copy of today's *Bugle*.

Harry glances at it. It's a split page, a shot of Spider-Man on one side and a picture of Harry on the other, looking angry and pointing his finger at the camera under the headline:

"SHOW ME HIS FACE, I'LL SHOW YOU THE MONEY!"

Harry grins and shows it to Peter.

HARRY (cont'd)
That oughta make him sweat.

PETER
What don't you quit chasing him, Harry? Why don't you just drop it?

HARRY
Drop it?
(grabs Peter's arm)
Drop it?!

Peter winces and there is a faint CRACKING sound from his wrist. Peter looks down.

PETER
Harry...

Realizing what he's doing, Harry lets go of Peter's hand. The face of Peter's wristwatch has been crushed.

HARRY
I'm... I'm sorry. Maybe you and me better drop it.

PETER
I guess we'd better.

He heads down the street, back the way they came. Harry looks down at the paper, thinking. He sees the photo credit, printed beneath the shot of Spider-Man:

photo by Peter Parker

He looks back up at Peter, who has stopped to talk to the Street Gymnast for some reason.

Harry thinks.

CONTINUED: (2)

HARRY
Or maybe I'm chasing the wrong guy.

A BELL rings --

CUT TO:

INT DR. CONNORS' CLASSROOM DAY

-- as a lizard darts its tongue at us from inside a cage, one of a row of cages in Dr. Connors' room at Empire State University. Class is ending, STUDENTS bolting for the door.

At the front, Dr. Connors is talking to Peter.

DR. CONNORS
Why so curious?

PETER
I remember reading about the genetically engineered spiders at Columbia for quite a while, then it stopped showing up in the journals. I always wondered why.

DR. CONNORS
Because it was a failure.

PETER
What do you mean? Did the spiders... did it shorten their life spans?

DR. CONNORS
Let me see... uh...

Peter holds his breath while Connors searches his memory.

DR. CONNORS (cont'd)
No.
(Peter exhales)
No, it wasn't mortality. Recidivism was the problem. In time, the enhanced physical powers we'd engineered into them began to erode. Their abilities turned sporadic, random, came and went for no reason. Eventually the spiders reverted to rather unspectacular arachnids.

He heads for the door. Peter follows him.

INT CORRIDOR DAY

Peter catches up to Dr. Connors, walking briskly down the corridor.

PETER
And there was nothing you could do to stop the erosion?

DR. CONNORS
Not that we could think of.

PETER
Why did it happen?

DR. CONNORS
Good question. No one was ever able to answer that.

PETER
Was there a leading theory?

DR. CONNORS
Oh, I don't know, I'd have to go back and look at my notes.

He notices Peter is staring at him with urgency.

DR. CONNORS (cont'd)
Which I will be happy to do for you, Mr. Parker, the very moment you turn in your paper on transfer RNA, which is now nine days late. If you spent half as much time on your classwork as you do on your extracurricular research, you might amount to something one day.

But he said that last with a smile as he rounds a corner, leaving Peter alone. Peter keeps walking, looking after him, thinking, and when he turns and looks forward again, he realizes someone has fallen into step beside him.

It's Gwen Stacy. She seems nervous.

PETER
Oh, hi!

GWEN
Hi. I'm sorry, I couldn't help but overhear. Well, the truth is I was listening. Well, the truth is I was eavesdropping. Well, the truth is I caught up *so that* I could listen.
(MORE)

CONTINUED:

GWEN (cont'd)
Would you like to be my lab partner? Shoot.

PETER
Shoot?

GWEN
I'm sorry, I don't usually get nervous like this.

PETER
You're nervous?

He looks around, is there somebody else here? Is this a joke?

GWEN
A little.

PETER
Okay.

GWEN
Okay what?

PETER
I'd like to be your lab partner.

GWEN
That's great, I could sure use the help. Not that that's why I asked. Not that I don't *want* help. Not that that's the *only* reason. This is coming out stupid.

PETER
Why?

GWEN
Because I sound like I'm thirteen.

PETER
No, why are you nervous?

She looks at him simply -- what a silly question.

GWEN
Because you're Peter Parker.

He looks at her, bowled over. What an incredibly sweet thing to say. Nobody's said anything quite like that to him before.

GWEN (cont'd)
I snuck a copy of your paper on mitochondrion stem structure.
(MORE)

CONTINUED: (2)

GWEN (cont'd)
I've never read anybody as smart as you. That I knew, anyway. Personally, anyway. My age, anyway. It's weird how I won't shut up, don't you think?

Peter clears his throat and summons his nerve.

PETER
Would you like to eat dinner with me tonight?

She thrusts out her hand.

GWEN
I'm Gwen Stacy.

PETER
(shakes)
I know. Is it okay if it's just that coffee shop on 86th?

GWEN
We've met, duh.

PETER
We could talk another time...

GWEN
I'd love to.

PETER
Talk later?

GWEN
No, dinner.

PETER
(teasing)
No dinner?

GWEN
Shut up.

PETER
I'd love to.

He smiles. Hey, turned out to be a good day.

CUT TO:

EXT BELLEVUE HOSPITAL NIGHT

Well, not for everybody. We're outside Bellevue Hospital, creeping toward its creepy upper floors.

INT BELLEVUE NIGHT

Now creeping across a ward, a crowded one, twenty-four beds in not that much space. We follow a NURSE, carrying a tray of medicines, dropping them off at various beds.

She reaches a bed in the far corner, this one's got curtains drawn all around it, must be something *really* horrible in there. She checks her chart, no medication for this bed. But she thinks she hears a GROAN from behind the curtains and takes a step closer, did she really hear that?

From the other side of the curtain, Otto Octavius's VOICE:

OCTAVIUS (O.S.)
(weakly)
... is anyone there?

The Nurse GASPS. She turns and hurries off across the floor.

MOMENTS LATER,

a DOCTOR comes racing across the ward beside the Nurse. They reach the far corner.

DOCTOR
Wait here!

He throws the curtain aside, disappears behind it. We stay on the Nurse, watching her reactions as we hear the conversation from the other side:

DOCTOR (O.S.) (CONT'D)
Dr. Octavius!

OCTAVIUS (O.S.)
Where am I?

DOCTOR (O.S.)
You're in Bellevue Hospital. There was an explosion in your lab, you were badly injured.

OCTAVIUS (O.S.)
I feel so strange...

DOCTOR (O.S.)
Before you try to sit up, there's something I need to explain...

OCTAVIUS (O.S.)
Body... so *heavy...*

CONTINUED:

DOCTOR (O.S.)
When you were brought in you had no blood pressure, no pulse, there was so little we could do...

OCTAVIUS (O.S.)
What is this...?... what are...?

DOCTOR (O.S.)
Your skin had melted, your internal organs... fused and cauterized... to remove the apparatus would have caused massive hemorrhaging... you would have died...

OCTAVIUS (O.S.)
OH MY GOD!

The Nurse takes a step back. Other PATIENTS on the ward turn to look.

DOCTOR (O.S.)
In time, perhaps we can attempt to-

OCTAVIUS (O.S.)
OH MY GOD IN HEAVEN!!

DOCTOR (O.S.)
Nurse!

But the Nurse backs off, no *way* she's going in there.

OCTAVIUS (O.S.)
WHAT HAVE YOU DONE?!?

DOCTOR (O.S.)
CALL SECUR-

The Doctor's cry for help is cut off as he suddenly appears *above* the curtains, held aloft by God knows what, shaken wildly back and forth as Octavius's VOICE rings out over the ward.

OCTAVIUS (O.S.)
WHAT HAVE YOU TURNED ME INTO?!?

Pandemonium. Patients flee, SECURITY MEN stream into the ward, the Nurse runs for her life, and from behind the curtains, metal tentacles whip this way and that, SMASHING into the walls, the ceiling, rows of glass cabinets, but still we can't get a good look at what's behind those curtains.

OCTAVIUS (O.S.) (CONT'D)
YOU'LL PAY FOR THIS!!!

CONTINUED: (2)

The Doctor goes flying, hurled by the tentacle, and SMASHES into the barred window nearby. And now all at once, the tentacles rip the curtains away, revealing Otto Octavius, standing beside his bed bare-chested, the metal bracing system welded into his charred flesh.

But before we get a decent look at this horror, a bright light falls right in front of us, and by the time we blink we're looking at the wall *behind* Octavius, at his shadow, thrown crazily on the wall by the rolling light.

The shadow itself is terrible enough -- an image of a man with four long metal tentacles protruding directly from his midsection, whipping and snapping in the air around him. The shadow-man raises his arms above his head and rails at the heavens as his tentacles flair like Medusan hair.

OCTAVIUS (O.S.) (CONT'D)
FOR THIS THE WHOLE WORLD WILL PAY!!!

CUT TO:

EXT COFFEE SHOP NIGHT

Peter Parker is having a much better night than Dr. Octavius. We're outside the window of the Three Star Coffee Shop on 86th Street. Peter and Gwen Stacy are inside, talking over the remains of a couple grilled cheese sandwiches.

They're talking a lot. Both at once, sometimes. And laughing. Gwen gestures, grabs her bag, starts to get up.

As she slides out of the booth she impulsively leans across the table and kisses him. Softly, on the lips, a good kiss.

She walks off, probably to the bathroom (but not to crap, that's gross), and Peter smiles. This is an *outrageously* good day.

But not quite perfect. Because as we pull back from the window we notice a SHADOWY FIGURE standing just outside the yellow throw of a streetlamp, staring in at Peter Parker.

Watching him.

CUT TO:

INT TV STUDIO DAY

Mary Jane Watson puts her hands on her hips angrily.

M.J.
Do you have any *idea* how that makes me feel?

(MORE)

CONTINUED:

M.J. (cont'd)
I told you I loved you and I meant it, what makes you think that's changed? Don't you have some semblance of a notion of how much you mean to me? Especially now, after the operation?

Huh? Operation? We see who she's talking to, and it's not Peter, it's ERIC, a handsome actor wearing a large white bandage on his head. They're standing on a set in a TV studio, it's supposed to be somebody's living room. Eric steps closer, puts his arms around her.

ERIC
How could I have been so blind?

M.J.
It was the aneurysm talking.

M.J. notices Peter Parker, standing at the edge of the set, grinning from ear to ear. M.J.'s eyes twinkle, but then she notices something else --

-- Gwen Stacy is standing next to Peter. They're holding hands. The twinkle disappears. She turns to Eric.

M.J. (cont'd)
I will never love anyone else.

She puts her hands on his face and kisses him passionately.

Peter frowns, this makes him incredibly jealous. Gwen looks at him, he covers up the frown. The kiss goes on until --

DIRECTOR (O.S.)
And cut!

The scene ends, a bell RINGS, there is much congratulating all around. M.J. waves to Peter and heads over, followed closely by Eric.

ERIC
That was incredible! The kiss was a great ad lib, I had no idea you were going to do it!

M.J.
Yeah, I just felt like I really needed to do that.
(quickly)
She. Needed to do that.

She reaches Peter and Gwen.

CONTINUED: (2)

M.J. (cont'd)
Hi Pete.

PETER
Well, I was gonna say I can't believe you're here, but the truth is I can. I always knew you'd make it, M.J. I'm so proud of you.

He's hugging her. Gwen clears her throat politely.

PETER (cont'd)
Oh! M.J., this is my, um, this is my, I'd like you to meet Gwen Stacy.

GWEN
Thanks so much for letting us come.

M.J.
No problem. Quite a guy you're dating, isn't he?

GWEN
He sure is. How long have you two known each other?

M.J.
Only forever. Peter's practically my brother.

Gwen loops an arm through Peter's.

GWEN
Well, I'm glad he's not mine.

M.J. pastes a smile on her face, can't take much more of this.

GWEN (cont'd)
We should all go out some time!

M.J.
(terrible idea)
Great idea!

PETER
(no)
Yeah!

M.J. feigns checking her watch, but she's not wearing one.

CONTINUED: (3)

M.J.
Oh my God, I gotta change, we still have to do scene 23. Nice to meet you, uh-

GWEN
Gwen.

M.J.
Right, Gwen, of course it's Gwen. Be nice to him, or, you know, I'll have to kill you in your sleep.

She laughs, Gwen laughs, Peter laughs. *Gosh*, that wasn't funny.

CUT TO:

INT JAMESON'S OFFICE DAY

Peter pokes his head in the door to Jonah Jameson's office.

PETER
You wanted to see me, sir?

Jameson looks up from behind his desk and smiles.

JAMESON
Hello, Peter! Come in. Sit down, sit down.

Peter sits, suspicious. Jameson is speaking slowly, the way a normal person would.

JAMESON (cont'd)
How are you, son?

PETER
(what's going on?)
Fine.

JAMESON
Good, good. School okay?

PETER
Uh huh. Is anything wrong, sir?

JAMESON
Wrong? What makes you think something's wrong?

PETER
Well... you're smiling a lot.

CONTINUED:

JAMESON
It's part of the new me. It was the missus's suggestion. Apparently the old me was a touch abrasive. More flies with honey sort of thing. What do you think?

PETER
It's... kinda scary.

JAMESON
(erupting into his old self)
You're right! Godawful idea! MISS BRANT!

Betty Brant sticks her head in.

JAMESON (cont'd)
Fire the shrink! Cancel the rubdown! Tell my wife I am what I am and if she doesn't like it you'll be glad to fax her a map to the door! Parker! Get me that picture!

PETER
What picture?

Jameson hurls a copy of today's paper at Peter.

JAMESON
It's called the *Bugle*, kid, ever read it?

The front page has a picture of Bellevue Hospital with a screaming headline over it:

FREAKS R US!

JAMESON (cont'd)
It's all over town! Rumors! Gossip! Panic in the streets, if we're lucky! Crazy scientist blew up his own lab, turned himself into some kind of monster, four mechanical arms welded right into his body!

He holds up an artist's rendering of what Octavius might look like with arms and tentacles extended.

PETER
(stunned)
Octavius?

CONTINUED: (2)

JAMESON
Yeah, that's the name. Who would have thought it? Guy named Otto Octavius ends up with eight limbs, what are the odds?! HOFFMAN!

Hoffman ducks his head in.

JAMESON (cont'd)
What are we gonna call this guy?!

HOFFMAN
"Doctor Octopus?"

JAMESON
I hate it!

HOFFMAN
"Science Squid?"

JAMESON
Who asked you?!

HOFFMAN
"Doctor Octopus?"

JAMESON
Don't make me come over there!

HOFFMAN
"Doctor Strange?"

JAMESON
Already taken. Wait! I got it! I got it!
(dramatically)
"DOCTOR OCTOPUS!"

HOFFMAN
Well *I* like it.

PETER
He's still alive...

JAMESON
Alive and on the run! Took off out of Bellevue, hasn't been seen since! Get me a picture, Parker, and don't blow it!

PETER
If he's on the run, how am I supposed to find him?

CONTINUED: (3)

JAMESON
Why do you think I called you?! Hell, if it was easy I'd give it to Brock!

PETER
Then why don't you give me a real job instead of just freelance work?

JAMESON
Never! You're too good for this place! Can't hold you back, won't do it, too damn much respect for you. Now bring me that picture or I never want to see your face again.

CUT TO:

EXT ATOP A BUILDING DAY

Spider-Man lands on a gargoyle, scanning the streets below.

SPIDER-MAN
I'll find you.

He leaps --

EXT TRINITY CHURCH DAY

-- and lands atop the spire of Trinity Church, down at the end of Wall Street.

SPIDER-MAN
Wherever you are, Octavius...

He shoots out a web, leaps --

EXT AT&T BUILDING DAY

-- and swings to a sticky stop on the side of that weird AT&T building on Tenth Avenue.

SPIDER-MAN
... you can be sure of one thing...

He leaps again --

EXT COLUMBUS CIRCLE DAY

-- and lands atop a huge, shiny steel globe.

SPIDER-MAN
I *will* find you.

CONTINUED:

Pulling back, we see it's the globe outside the Gulf & Western Building in Columbus Circle. Beneath it, the rush hour mass of COMMUTERS pour out of the 59th Street subway station, more swarm over the plaza above it, giving us some idea of how hard it's going to be to find one particular needle in this gigantic haystack.

CUT TO:

INT STACY APARTMENT NIGHT

Gwen Stacy opens the door to her family's apartment and smiles at us.

GWEN
You made it!

Peter Parker walks in, a bit sweaty. She kisses him.

PETER
Sorry I'm late, I had to run all over town.

GWEN
Your timing's perfect, we're just about to eat.

Peter follows her into the apartment, a big rent-controlled pre-war on the Upper West Side. The place is a pleasant mess, kid stuff strewn everywhere, school projects and board games in progress and innumerable brightly colored bits of plastic junk.

Not to mention people. From the looks of it, Gwen has THREE BROTHERS, all younger, from about 5 to 14. But there must be another family here too, total kids in the place number seven or eight. Throw in two MOTHERS, two FATHERS, a stray NEIGHBOR or two, and there's about fifteen people in the apartment. And this is just an average Wednesday.

Peter trips on a partially disassembled toy lawn mower, which SINGS A LAWNMOWING SONG at him in response.

GWEN (cont'd)
Sorry, it's a mine field around here.

SCREAMING KIDS run past, just as Peter says something.

GWEN (cont'd)
(loud, didn't hear him)
Huh?

CONTINUED:

PETER
I SAID I KINDA LIKE IT! Feels like home.

VOICE (O.S.)
It better be, or I'm in the wrong apartment.

They turn.

GWEN
Peter, this is my dad.
(mock officious)
Captain George Stacy.

CAPTAIN STACY is a distinguished man of fifty or so in an NYPD captain's shirt, collar unbuttoned. He climbs out of his chair, newspaper in hand.

CAPTAIN STACY
Glad to meet you, Peter.

Peter's jaw drops, for a second he fails to shake Captain Stacy's hand. Because he recognizes him.

Captain Stacy is the same police captain who tried to arrest Spider-Man after he captured the carjacker.

Peter snaps out of it, shakes Captain Stacy's hand.

PETER
Good to see you too. Meet you. Sir.

CAPTAIN STACY
I think Gwen's told us everything about you in the past few weeks.

PETER
Oh, probably not everything.

CAPTAIN STACY
Then you can fill in the blanks. Let's eat!

CUT TO:

INT KITCHEN NIGHT

In the Stacy kitchen, EVERYBODY sits around a large wooden table that hangs halfway out the door into the living room. Dinner is loud and loose and fun, laughter and reaching.

CONTINUED:

Captain Stacy sits at one end of the table, next to Gwen. He's still got today's Daily *Bugle*, which he reads sneakily while they eat. Peter's on the other side of her, between Gwen and her eight year old brother BILLY.

While noisy conversations go on around them, Billy scoops some french fries off Peter's plate. Peter notices, but pretends not to. When Billy's looking the other way, Peter steals them back, and then some.

Billy notices, looks at Peter suspiciously. Peter looks at him.

PETER
What?

BILLY
(focusing on something in the distance)
What's that?

Peter pretends to fall for it, exaggeratedly looks in that direction.

PETER
Where?

Billy steals *all* the french fries. Peter looks back at his plate, is mock aghast.

PETER (cont'd)
WHAT THE-?!

Gwen laughs. MRS. STACY, next to her husband, notices the *Bugle.*

MRS. STACY
George, the *paper?* We have guests.

CAPTAIN STACY
Who? Oh, right. Sorry.

He tosses the paper on the table, where Peter can see the front page. It's the artist's rendering of what Otto Octavius might look like now, under the headline:

HAVE YOU SEEN THIS "MAN"?!

Billy notices it.

BILLY
Spider-Man'll catch him!

CONTINUED: (2)

CAPTAIN STACY
Hah! That'll be the day.

BILLY
Well he will.

CAPTAIN STACY
Spider-Man couldn't catch a cold in Alaska.

Some laughter. Peter doesn't think it's funny.

MRS. STACY
Here we go again.

CAPTAIN STACY
Ten bucks says that webhead swung off with his tail between his legs the minute he saw that picture.

Peter shifts in his seat.

GWEN
Dad met him once, you know.

PETER
(innocently)
You met Spider-Man?

CAPTAIN STACY
He broke up a car theft. I was there to make the arrest. Wish I could have taken him in with me.

PETER
Well, if he prevented the crime and helped you catch the carjacker...

Captain Stacy looks at him for a long moment.

CAPTAIN STACY
I said theft. Not carjacker.

PETER
You did? I guess I just assumed...

CAPTAIN STACY
(still thinking)
Right. As it happens, it was a carjacker, and yes, we caught him. But we were after a whole *ring* of them that had been preying on tourists in rental cars.

(MORE)

CONTINUED: (3)

CAPTAIN STACY (cont'd)
Finally, one of our undercover units had been targeted. We had helicopter surveillance, a tracking device in the car -- it would have led us straight to the whole ring. But Spider-Man thought he knew better.

PETER
(abashed)
I... hadn't heard about that.

CAPTAIN STACY
Six months of work, down the drain. At least no one was hurt. That time.

PETER
It just seems to me, I mean, from what I've read, that there are so many other times he really *helped* people. That should count for something, it should count for a lot, even if once in a while-

CAPTAIN STACY
I'm sorry, Peter. You're mistaken.

PETER
All I'm saying is-

CAPTAIN STACY
No, Peter.

The other conversations trail off, everyone is drawn to Captain Stacy's authoritative tone.

CAPTAIN STACY (cont'd)
There simply are not two sides to this issue, son. *Any* time someone takes the law into their own hands they're doing harm, no matter what the outcome. Our system isn't perfect, but the rule of law is what makes us a civilized society. We may not always like our laws, and we're free to change them, but in one way only, at the ballot box. If one person can operate outside the law, why can't everyone? What Spider-Man is doing is actually setting an example for the very criminals he tries to catch. The wrong example. I cannot respect anyone who doesn't respect the law. Some day Spider-Man may learn that, but I guess he'll have to learn it on his own.

CONTINUED: (4)

There's an awkward silence. His words have cut close to Peter's heart, and he has no response to that. Billy Stacy, the eight year old, leans over and WHISPERS in Peter's ear.

BILLY
I think he's cool.

CUT TO:

EXT OCTAVIUS'S LAB DAY

A long black cloak SNAPS over us and we follow the man in the cloak across a busy street in the Bronx, headed for the building that houses Otto Octavius's ruined laboratory.

It's Octavius himself, wearing the long garment to hide his barrel-chest and a pair of large, dark sunglasses to hide his identity. He's carrying a wafer-thin titanium briefcase.

INT OCTAVIUS'S LAB DAY

The ruins of the lab are still smoking. Octavius walks into the rubble, his boots CRUNCHING through broken glass and shattered equipment. We drop down to rubble-level, follow his boots across the mess.

The boots stop at a certain spot, stand still. The cloak whips off his shoulders, drop to the ground at his feet. A low WHIRRING sound catches our ear and a metallic tentacle snakes into frame. Its claw clamps around a chunk of rubble and lifts it effortlessly out of the way.

Another claw comes in, then a third and a fourth, lifting and smashing the rubble, digging down, searching for something.

A hole opens up, revealing a smashed chunk of machinery at the bottom. One claw burrows down into the hole. It FLICKS aside the last few stones, latches around a panel and pries it open --

-- revealing the image refractor, still in one piece.

The claw gently frees the refractor and lifts it out of the hole. As it emerges it's struck by beams of sunlight streaming through the dirty windows, it shoots rainbows in all directions.

Follow the refractor now, across the rubble to the titanium briefcase. Two claws unsnap the case, a third lifts it open. The fourth places the refractor gently inside.

SNAP! SNAP! The case is locked again.

CUT TO:

EXT MIDTOWN STREET DAY

The briefcase is carried down a crowded street in midtown. Octavius heads into a large office building. Remaining behind, we tilt up, all the way up to the top, where a new, spectacular glass structure is being built atop the building, its glass roof slanted at a dramatic 45 degree angle.

INT CORRIDOR DAY

The briefcase glides toward a pair of desks at the end of a plush carpeted hallway. An ASSISTANT looks up.

ASSISTANT
Go right in, he's expecting you.

The briefcase walks past the assistant and pushes open a heavy wooden door.

INT SPECTACULAR OFFICE DAY

Octavius and the briefcase enter a stunning office with a view of most of the tri-state area. The owner of the office stands behind his desk, his back to us. He hears Octavius enter and turns around, hanging up the phone.

It's Harry Osborn!

HARRY
Dr. Octavius. Have a seat.

OCTAVIUS
I prefer to stand.

HARRY
Then stand.
(looks at the briefcase)
Is that it?

OCTAVIUS
Do we have an agreement?

HARRY
If the refractor can do what you say it can.

OCTAVIUS
I'll have the laboratory precisely as I specified?

HARRY
You will.

CONTINUED:

OCTAVIUS
And an unlimited research budget?

HARRY
Provided no one else is aware of our arrangement. I need hardly tell you, Doctor, our government's response to my involvement in this would not be... friendly. Am I the only one you called?

OCTAVIUS
Of course. There are just a handful of entities with access to the money and resources I need to finish my work.

HARRY
May I see it?

Octavius unlocks the briefcase and sets it on Harry's desk. He dials a combination, unsnaps it, and removes the image refractor. He hands it to Harry, who bends over, holds it up to the bulb of his desk lamp. While looking at its strange light, he notices something -- the dangling crystal lobes hanging from the ornate lamp on his desk look strikingly similar to the refractor itself.

HARRY (cont'd)
Um hm. Well.
(straightens)
One last time -- you can promise me you contacted no one else?

OCTAVIUS
I'm not a fool.

HARRY
Good. I'm glad. You know, Dr. Octavius, people have called me a lot of things in the past two years.

He pushes a button under the front of his desk.

HARRY (cont'd)
But I will *never* be called a traitor.

The doors of the office suddenly burst open and the place is filled with A DOZEN GOVERNMENT AGENTS, guns drawn. They SHOUT at Octavius to freeze, scream out their ID -- "FBI! NSA! CIA!" -- take command of the room.

OCTAVIUS
OSBORN!

CONTINUED: (2)

Harry looks down, but he's really looking at his desk lamp again.

FBI AGENT 1
Dr. Octavius, you're under arrest for high treason and theft of classified government property!

FBI AGENT 2
Mr. Osborn, do you have the refractor?!

OSBORN
All yours.

He leans over his desk and hands the refractor to the Agent. But when he pulls his hand back, past his desk lamp, we notice that one of the dangling crystal lobes is *missing*, there's just a bare hook where it used to be.

And Harry Osborn's left hand is disappearing into the pocket of his suit pants.

FBI AGENT 1
(to Osborn)
Remove your coat and get up against the wall! We need to check you for arms!

Octavius raises an eyebrow.

Near the window, FBI Agent 2 is about to drop the refractor into a sealed evidence jar --

-- when a metal claw shoots into frame and clamps around his wrist.

OCTAVIUS
Oh, I'm armed.

EXT OSCORP BUILDING DAY

From outside the OsCorp building, we hear A HAIL OF GUNFIRE erupt from the top floor. A sudden WHIP PAN OVER TO --

EXT MIDTOWN STREET DAY

-- a cafe down the street, where Peter and M.J. are having coffee in the window, unaware of the nearby trouble.

PETER
What are you so angry for?

CONTINUED:

M.J.
What are you so *clueless* for? Why did you have to bring her to my show?!

PETER
I'm sorry, I wasn't thinking. You said to bring a friend...

M.J.
Gosh, she has blonde hair, doesn't she? And so much of it!

PETER
I can only say I'm sorry so many times.

M.J.
Well say it again!

PETER
I don't understand this. You're seeing somebody, you practically told me you were in *love* with Jeff!

M.J.
There *is* no Jeff, you dope! I made him up, I was trying to make you jealous, I thought you'd figure it out!

PETER
How am I supposed to-?

M.J.
I don't know, you're just supposed to! Use your spider sense or something!

PETER
Would you stop with those cracks? Unless there's something you want to ask me.

M.J.
Fine. I'll come out and ask you.

Peter looks up at a clock. It's exactly one o'clock.

M.J. (cont'd)
And remember, maybe you can fool everyone else in this city, but I've known you since you're six years old and you will never be able to fool me, so don't even *think* of lying.

He looks out the window, staring at something.

CONTINUED: (2)

M.J. (cont'd)
Peter!

PETER
(glances back at her)
Okay.

M.J.
(takes a deep breath)
Peter Parker. Are you, in reality, Spi-
(cuts herself off)
Hey, this is serious, okay? You could at least look at me.

PETER
Yeah, I know, I just -- isn't that Spider-Man?

She turns, stunned, and follows his gaze to the building across the street.

ON THE ROOFTOP,

Spider-Man races along the edge of the building. He stops to survey the city, getting his bearings, then runs to the edge of the roof and leaps across the narrow alley to the building next door, doing a not-bad flip. He double-hops the landing, but otherwise it's fairly convincing.

IN THE CAFE,

M .J. looks back at Peter, aghast. Then up at the building again. More people on the sidewalk have stopped and are pointing, SHOUTING and waving to Spider-Man.

ON THE ROOFTOP,

Spider-Man gives them a friendly wave, jumps to a flagpole just over his head, and does two quick loop-the-loops around it.

IN THE CAFE,

PETER
Wow. Cool.
(back to M.J.)
Sorry, what were you saying?

M.J.
Oh... nothing.

Peter Parker, Spider-Man. *Right.*

Suddenly, we move in fast to Peter's eyes, which widen as his

SPIDER SENSE

kicks in and everything around him slows to a crawl. Peter slows too, but still moves, turning his head to search for the impending doom he feels around him.

Out the window of the cafe, spider sense sees cars racing down the street, terrified PEDESTRIANS running in the same direction (in super-slow motion). Something terrible is coming.

Spider sense glides over to the other window, sees more people running for their lives, and then it sees what they're running from -- a CAR, tumbling down the street end over end (in super-slow motion), headed straight for the front window of the cafe.

BACK IN REAL TIME,

Peter snaps into action. He dives toward M.J., tackling her and the table and flying out of the way just as the car SMASHES through the window.

They hit the ground as the car passes overhead, one lucky tumble away from crushing them both. Peter turns and looks where the car is still headed, over near the counter. An unlucky WAITRESS stands directly in its path.

Rolling, on his back, with M.J.'s view temporarily obscured, Peter stretches out a wrist and fires, not a web, exactly --

-- but a WEB BALL, a round, dense concentration of web fluid that sails straight at the Waitress, SMACKS her in the back --

-- and knocks her out of the way a moment before the car SMASHES through the far wall of the cafe.

Still on his back, Peter pulls himself and M.J. down as flat to the floor as possible as the rear tires of the car pass just inches over their heads.

Finally, the car comes to a rest, upside-down, tires still spinning.

PETER
Are you okay?!

M.J.
Yeah! Are you?!

But before Peter can answer, a low THUMP draws their attention to the street.

THUMP. Again, from somewhere down the block. Now more running and SCREAMING outside.

CONTINUED:

THUMP! Whatever it is, it's louder and closer.

M.J. (cont'd)
What in...?

Peter walks slowly toward the shattered window, just as --

-- *THUMP-CRUNCH!*

The whatever-it-is POUNDS into the sidewalk right outside the window, CRUNCHING into the cement from above.

It's the claw end of a tentacle.

One, two, three more tentacles CRUNCH into the sidewalk, walking past the cafe like stilts, and what are those stilts holding up?

M.J. sighs.

M.J. (cont'd)
They put all the freaks on one island, and we live on it.

As the tentacle-stilts pass, Peter leaps out through the shattered window.

EXT CHAOS BLOCK DAY

Peter looks in the direction the tentacle-stilts went. Down the street, he sees Otto Octavius (and from now on he truly is *DOCTOR OCTOPUS)* stalking down the street like a Japanese monster, hurling cars out of his way, sending terrified citizens scurrying in all directions.

His body is suspended a good ten feet off the ground, held aloft by two tentacle-stilts while he uses the other two to wreak havoc.

A police car SCREECHES around a corner in front of him, siren BLARING. A tentacle shoots out, fast, wraps around the car and hurls it across the street into another car, which bursts into flame.

M.J. races out of the cafe, sees the horrible chaos. But she also sees something else, something wonderful and comforting, up on the roof of the building across the street --

-- SPIDER-MAN! Or, in truth, "Spider-Man."

M.J.
It's okay! It's Spider-Man!

CONTINUED:

But he's not acting very Spider-Manly, he's just standing there on the rooftop, staring at Ock in horror, and now that we get a good look at him, we notice he's kind of paunchy. Peter SHOUTS to him.

PETER
GET OUT OF THERE! ARE YOU CRAZY?!

Now others notice the guy too, they all turn and point, SHOUT their pleas to Spider-Man -- "Protect us, Spider-Man!", "Kick his ass, Spidey!", that sort of thing.

Doctor Octopus turns and sees Spider-Man, who starts backing away. Ock stalks over to him, and man, on those stilts he can move *fast.*

M.J.
(to Ock)
You're in trouble now, you creep!

But "Spider-Man" isn't quite so convinced, he holds up his hands in horror and self-defense and starts to SCREAM like a girl.

SWAT!

With one effortless swipe, Doc Ock knocks "Spider-Man" right off the roof, sends him flying across the street, where he crash lands in a stack of empty cardboard boxes.

Doc Ock laughs maniacally and closes in for the kill, but more POLICEMEN and FBI AGENTS appear behind him and open fire. He turns to dispatch them and knock their guns away.

DOCTOR OCTOPUS
WHY SO TRIGGER HAPPY?! DID I CROSS AGAINST THE LIGHT?!

The bullets fly, SPARKING off the whirling tentacles.

UP IN THE AIR WITH OCTAVIUS,

bullets TING and RICOCHET near him. *One* of these is going to hit soon.

DOCTOR OCTOPUS (cont'd)
I can see we'll need a hostage.

INT CAPTAIN STACY'S CAR DAY

A few blocks away, Captain Stacy is driving with Gwen, headed somewhere else, when they hear distant SIRENS. His brow furrows.

CONTINUED:

A police car races past them and turns a corner, in the direction of the trouble. Captain Stacy slows as they near the corner.

GWEN
Dad, it's your day off.

CAPTAIN STACY
Police captains don't *have* days off, Sweetie.

He looks at her, asking for her okay. She sighs and smiles.

GWEN
I guess we can have lunch anytime.

CAPTAIN STACY
Attagirl.

He hauls the car around the corner.

EXT CHAOS BLOCK DAY

M.J. races to the fallen "Spider-Man," throws boxes off him.

M.J.
Oh my God! Are you all right?!

"Spider-Man" GROANS, bruised and bloodied, but still alive.

M.J. (cont'd)
Why didn't you fight back?!

Spider-Man starts to cry.

M.J. (cont'd)
You're not him! You're a fake!

She grabs hold of his mask and rips it off, revealing the Gymnast Peter saw on the street earlier, the one he paid the money to.

GYMNAST
... toughest twenty bucks I ever made...

A shadow falls over M.J., a *tentacled* shadow! She looks up, sees the crazed figure of Doc Ock towering right above her, a captured COP waving around in one tentacle behind him.

DOCTOR OCTOPUS
LOOK AT ME! LOOK AT ME! LOOK AT ME NOW!

CONTINUED:

M.J.
Thanks, I'll pass.

She darts into the street. Ock gives chase.

M.J. serpentines through the wreckage in the street, chased by Ock on the tentacle-stilts. They CRUNCH into the pavement just behind her own feet, he's gaining on her, won't be long before he reaches her.

A huge claw SMASHES into the ground right in front of her, she stops to avoid it. She tries to go back the other way but another claw SMASHES into the ground behind her. Now she's trapped, nowhere to go, she falls to the ground, the first claw lowers toward her, ready to scoop her into its steely grasp --

-- when Ock is distracted by something flying in toward him from the side, something red and blue and swinging from a web.

THE REAL SPIDER-MAN smashes into Doc Ock's chest, both feet first, sending him flying over backwards.

All four tentacles SLAM into the ground to anchor him and Doc Ock's body flips over backwards and hangs there, suspended upside-down in mid-air.

Spider-Man lands on the wall of the building behind him, also upside-down. He turns to M.J., who is looking up at him, awestruck.

SPIDER-MAN
You hang out with the wrong men.

M.J.
What can I tell you, they find me.

SPIDER-MAN
Can I give you some advice?

M.J.
I could use it.

A tentacle claw SMASHES into the brick next to Spider-Man's head.

SPIDER-MAN
(to M.J.)
RUN.

Don't have to tell her twice, she takes off down the block. Ock, still upside-down between his tentacles, SCREAMS in rage and throws another tentacle-punch at Spider-Man, who dodges it.

CONTINUED: (2)

Now Spider-Man and Doc Ock are face to face, both upside-down.

SPIDER-MAN (cont'd)
You're ugly times eight.

SMASH! Another tentacle punch. Spidey pivots, starts crawling up the side of the building. Doc Ock rights himself, GROWLS in anger up at Spider-Man.

CRUNCH! Doc Ock raises a tentacle and digs into the side of the building, but this time he's not throwing a claw-punch at Spider-Man, he's grabbing for purchase.

CRUNCH! CRUNCH! Two more grabs, and Octavius starts pulling himself up the side of the building, chasing Spider-Man as Spidey backs away.

Octavius starts climbing faster, now he gets close enough and starts throwing claw-punches at Spider-Man, who dodges them nimbly, leaping from ledge to ledge.

Here comes another tentacle, and this one's got a WHIRRING DRILL at the end of it. Spider-Man leaps out of the way and dives toward the ground, landing beneath his foe on the side of the building.

He shoots a double web up, it catches Ock right in the chest, and Spidey gives him an almighty tug.

Ock is ripped off the side of the building and he falls right past Spider-Man, headed for the pavement. Nothing can save him now, he's gonna jelly up the sidewalk, all right, but all of a sudden his tentacles whirl around in front of him --

ON THE SIDEWALK,

-- and plant into the ground, telescoping like shock absorbers, cushioning his fall. Ock whirls around and looks up at Spider-Man, enraged. He leaps at the wall and starts double-timing it up the side of the building.

INT FAMILY APARTMENT DAY

In the living room of an apartment in the building, a FAMILY SCREAMS in horror as the tentacle claws burst through their outer wall, one after another, making their way up. We move up with them, passing through the ceiling and coming out --

INT SINGLE WOMAN'S APARTMENT DAY

-- in the apartment above, this one occupied by a SINGLE WOMAN reading the newspaper.

CONTINUED:

She SCREAMS too, as the tentacles are bursting through the wall right behind the chair she's sitting in. We keep moving up with the tentacles, through the ceiling again and into --

INT JAPANESE FAMILY'S APARTMENT DAY

-- the apartment above, occupied by a Japanese family sitting down to eat lunch. They SCREAM too, the MOTHER shouts at the FATHER in Japanese, which is subtitled so we can read it:

MOTHER
We moved from Tokyo to get *away* from this!

The tentacles continue up and finally we cut to --

EXT ROOFTOP DAY

The roof of the building. Spider-Man somersaults into frame, landing on the roof and peeking over the edge. The scary tentacle bug (Doc Ock) races up the side of the building, a truly freaky image.

He plants his tentacle claws in the cornice and flips himself over onto the roof.

Doc Ock and Spider-Man square off, high above the city.

EXT CHAOS BLOCK DAY

Captain Stacy comes running up to the bottom of the apartment building, flanked by cops. He looks up, sees the distant images of Doc Ock and Spider-Man duking it out up there.

He looks around, sees a CROWD forming below to watch the match.

CAPTAIN STACY
Get all these people back! Clear the area!

EXT ROOFTOP DAY

Spider-Man shoots a web strand, which wraps around two of Ock's tentacles, binding them together. While Ock struggles to free them, Spider-Man somersaults over them, lands right in front of Ock, and throws a right cross that catches the doctor across the chin.

Ock GROANS, strains with all his might --

-- and RIPS his tentacles apart, tearing the webbing to shreds.

SPIDER-MAN
My webs! Tore right through them!

CONTINUED:

Now Ock's arms are all free and they snap around in mid-air, turning to catch Spider-Man in their multiple grasp.

Spidey sees them coming and leaps straight up, just as the tentacles close in on the spot where he was.

He lands on the side of a tall brick chimney on the roof of the building, clings there for a second --

-- *and then falls!*

He CRUNCHES to the gravel rooftop.

SPIDER-MAN (cont'd)
NO! No, not *NOW!*

Doc Ock starts toward him. Spider-Man rolls over onto his back and raises his wrists to fire a double web strand at Doc Ock --

-- but only one wrist fires, the other does not.

DOC OCK
So *this* is the mighty Spider-Man?!

He closes in on the fallen Spider-Man, who leaps to his feet.

EXT CHAOS BLOCK DAY

Captain Stacy grabs a radio from an OFFICER and BARKS into it.

CAPTAIN STACY
Call in a helicopter!

OFFICER
Let 'em fight! Maybe they'll finish each other off!

CAPTAIN STACY
No! They'd injure innocent people!

EXT ROOFTOP DAY

The claw end of one of Doc Ock's tentacles retracts and four long, shiny blades push into place. They start to spin and WHIR, a deadly propeller heading straight for Spider-Man.

Spidey leaps to his feet. He points his wrist up at the top of the chimney, flicks his fingers --

SPIDER-MAN
Please...

-- and a web shoots out, sticking to the chimneytop.

CONTINUED:

He soars out of the way, just as the whirling blades churn into the rooftop where he was a moment ago. These things are powerful rotors.

Doc Ock turns, SLAMS the spinning rotor into the base of the chimney. Chunks of brick and mortar fly everywhere, he's tearing right through the stone.

EXT CHAOS BLOCK DAY

Down on the sidewalk, more ONLOOKERS push forward, pointing up at the rooftop.

CAPTAIN STACY
I said get these people *back!*
(sees Gwen approaching)
Gwen! Don't come any closer!

EXT ROOFTOP DAY

On the side of the chimney, Spider-Man sways. Beneath him, Doc Ock is tearing away at the brick with all four tentacles, ripping the structure apart.

Chunks of stone fly everywhere, and from this vantage point, Spider-Man can see down to the street below, where so many people are clustered.

SPIDER-MAN
(to Ock)
Wait! STOP!

But with a vicious ROAR, Ock's tentacles rip the last of the support from the base of the chimney and it begins to topple.

Spider-Man falls, SHOUTING as he tumbles to the rooftop.

SPIDER-MAN (cont'd)
LOOK OUT!

EXT CHAOS BLOCK DAY

Down below, Captain Stacy hears Spider-Man's cry. He looks up, sees the wreckage of the chimney crumbling off the side of the building, falling toward the sidewalk.

He looks down, following the path of the falling stone to the sidewalk --

-- where a KID stands directly in its path.

CAPTAIN STACY
LOOK OUT, SON! LOOK OUT!!

CONTINUED:

As everyone else runs the other way, Captain Stacy lunges forward.

The bricks fall closer, they're a split-second away from the ground.

Captain Stacy dives toward the child, knocks into him with both hands extended, sending the boy flying out of harm's way and into the wall of the building.

But his dive wasn't far enough to clear the wreckage himself and he CRUNCHES to the ground, short of the building --

-- and directly in the path of the falling rubble.

EXT ROOFTOP DAY

Spider-Man watches from above, horrified, as Captain Stacy is buried under the fallen chimney.

SPIDER-MAN
CAPTAIN STACY!!

Whether his webs are going to work or not, Spider-Man hurls himself off the roof of the building.

Behind him, Doc Ock smiles a malevolent smile. On a simultaneous cue, all his tentacles retract quickly into his body, into four metal ports in the metal corset fused to his skin.

The ports twist shut, he zips his cloak up over them, and walks calmly toward the roof door.

IN MIDAIR,

Spider-Man half swings and half falls down the side of the building.

EXT CHAOS BLOCK DAY

Down on the ground, Spider-Man is the first to reach Captain Stacy. He tears the wreckage off him, hurling huge stones with his bare hands.

SPIDER-MAN
CAPTAIN STACY!

He uncovers Captain Stacy's unmoving body.

Gwen races forward, bursting through the crowd.

CONTINUED:

GWEN
DAD!

Spider-Man turns, sees Gwen. She looks at him.

GWEN (cont'd)
GET AWAY FROM HIM!!!

SPIDER-MAN
HE'S GOT TO BE ALIVE! HE'S *GOT* TO!!

Captain Stacy MOANS. He *is* still alive. Spider-Man picks him up in his arms as COPS press forward, guns drawn, SCREAMING at him to put him down. Spider-Man looks around, at the masses of cars, wreckage, throngs of people all clogging the streets.

SPIDER-MAN (cont'd)
You won't get to the hospital in time!
There's only one way!

And with that he turns and runs up the side of the building, cradling Captain Stacy's body in his arms.

Gwen SCREAMS in rage, several COPS aim their guns, but the first Officer stops them.

OFFICER
DON'T SHOOT, DON'T SHOOT! YOU'LL HIT
THE CAPTAIN!

EXT ROOFTOP DAY

Spider-Man comes out on the rooftop with Captain Stacy in his arms, runs to the edge and leaps to the rooftop next door.

EXT SEVERAL BLOCKS AWAY DAY

A large red cross is painted on the roof of a building, the helipad of a nearby hospital. Tilting up fast from that, we see Spider-Man approaching in the distance, leaping from rooftop to rooftop, Captain Stacy cradled in his arms.

He lands just in front of us and Captain Stacy MOANS.

CAPTAIN STACY
Put me down...

SPIDER-MAN
We're at the hospital! I'll get you
inside!

CAPTAIN STACY
It's too late... too late for me...

CONTINUED:

SPIDER-MAN
It isn't!!!

CAPTAIN STACY
Put me down... tell you something...
Peter... put me down...

Spider-Man stops in his tracks, stunned at hearing his name. He sets Captain Stacy down gently.

CAPTAIN STACY (cont'd)
Peter...

Spider-Man removes his mask, revealing his face.

PETER
How did you know?

CAPTAIN STACY
You told me.

PETER
I...

CAPTAIN STACY
Your face... doesn't lie, Peter...

PETER
You didn't tell anyone... you didn't say a word...

CAPTAIN STACY
Gwen... be... good to...

He trails off.

Captain Stacy dies, and we pull back slowly... slowly... from the roof of the hospital.

CUT TO:

THE DAILY *BUGLE*

whirls at us, a picture of Spider-Man holding Captain Stacy's body in his arms on the front page, under the biggest, reddest letters we've ever seen. The headline is just two vile words:

COP KILLER!

CUT TO:

INT JAMESON'S OFFICE NIGHT

The front page is RIPPED from the hands of Jonah Jameson by the usually mild-mannered Peter Parker. This time he's livid, and Jameson is stunned. Robbie tries to stand between them. The front page isn't official yet, it's a mock-up on a piece of foam core.

PETER
How could you?! How *dare* you! You *can't* run that headline!

ROBBIE
Calm down, Peter, it's not official yet.

JAMESON
It is now.

PETER
That's just about the worst thing you could possibly say about Spider-Man!

JAMESON
Maybe he deserves it, did you ever think of that?!

PETER
Maybe?! You're about to accuse him when all you've got to go on is MAYBE?! You weren't there!

JAMESON
Neither were you!

ROBBIE
Peter, please, calm down. For the record, I agree with you --
(before Jameson can object)
-- I do, Jonah, this is low, even for us. If you just add the question mark like I asked --

PETER
A question mark won't make a bit of difference, it'll be too late, once you throw those words at somebody they *stick*, you don't know the *damage* you'll do --

JAMESON
What do you care?

CONTINUED:

PETER
I -- I just -- I can't stand this anymore! I can't stand having everything I do turn into something ugly, something horrible!

JAMESON
You're losin' it, Kid. This one isn't even your picture!

PETER
(flustered)
It might as well have been! I've had it with all this!

JAMESON
(low, a threat)
Parker... maybe what you need is another line of work.
(to Robbie)
Run it.

EXT FLATIRON BUILDING NIGHT

Enraged, Peter Parker storms out of the Flatiron Building, home of the Daily *Bugle*. He walks past the mouth of an alley, hands shoved in his pockets, staring down at the pavement. We stop, let him pass as we notice --

-- the SHADOWY FIGURE, lurking in the mouth of an alley. The same figure that watched Peter and Gwen through the window of the coffee shop.

Peter passes, the Shadowy Figure waits a moment, then steps out of the alley and follows him.

CUT TO:

EXT CITY STREET DAY

A CONSTRUCTION WORKER rants at the camera.

CONSTRUCTION WORKER
Too far, that creep went too far this time! I've had it with this *fazoul!*

EXT STREET DAY

A COP talks to his PARTNER and to the camera.

COP
I *told* you about this guy, I *knew* somethin' like this was gonna happen.

CONTINUED:

COP 2
Like our jobs ain't hard *enough.*

EXT DOWNTOWN CLUB NIGHT

A YOUNG WOMAN living the pierced lifestyle shakes her head in front of a downtown club.

YOUNG WOMAN
I used to love him... I had this huge fight with my dad about him, that was practically why I moved out... now I don't know, man.

INT CAB DAY

A CABBIE looks back at us over the divider in his cab.

CABBIE
Wise up. He's a no-good vigilante.

EXT LINCOLN CENTER NIGHT

Some OPERAGOERS in black tie are coming out of Lincoln Center.

OPERAGOER
A task force, the mayor needs to appoint a task force dedicated solely to his immediate apprehension.

INT CITY COUNCIL MEETING NIGHT

The CITY COUNCIL argues in a packed committee room. The CHAIRWOMAN bangs her gavel.

CHAIRWOMAN
Councilmen! Councilmen, order, please! Could we possibly debate just *one* of the motions denouncing Spider-Man at a time?

EXT FIRE ESCAPE NIGHT

Out on a fire escape, late at night, a LONELY TEENAGER in a rough part of town looks out at the empty wet streets, a SIREN echoing in the distance. His eyes are big and sad.

TEENAGER
Spidey, man... what happened?

INT CAB NIGHT

That same Cabbie looks back at us over the divider in his cab. It's nighttime now.

CABBIE
You want the truth, I'll give you the truth. It's cold and it's hard but it's right on the money.

EXT ROOFTOP NIGHT

The cabbie's words carry over the image of Spider-Man, crouching alone on a building cornice in the heart of midtown.

CABBIE (O.S.)
The truth is *we don't need him any more.*

Spider-Man lowers his head in defeat.

CUT TO:

INT ELEVATOR DAY

Peter stands in an elevator in a dark suit and tie, staring straight ahead. Aunt May stands next to him, also in somber clothes.

PETER
I don't know if I can do it, Aunt May.

AUNT MAY
You'd be surprised. You never really know what you can do. Until you find yourself doing it.

The elevator doors open and they step into the hallway of an apartment building. They approach a door at the end of the hall. Peter takes a deep breath and opens it.

INT STACY APARTMENT DAY

The Stacy apartment is packed with MOURNERS in dark suits and dresses. Their hushed VOICES tell us that this is a wake.

Peter is practically shaking, he's having a very hard time, this is all too familiar. Aunt May puts a hand on his shoulder and he looks at her.

PETER
Losing someone, it just... it doesn't get any easier, does it?

CONTINUED:

AUNT MAY
No, dear. It hurts terribly and you never, ever get used to it. But you grow. Oh, Peter, I just don't know of any path to growth except through pain.

Across the room, Peter sees a kid sitting by himself at one end of the big kitchen/dining room table, playing with action figures. It's Billy Stacy, the eight year old who stole Peter's french fries at dinner.

Peter takes a deep breath and crosses the room. He sits in an empty chair next to Billy, who looks up at him briefly, then back down at his action figures. He's got about twenty-seven of them, all carefully set up on the tabletop. He's just placing the last one in with the rest.

Peter doesn't say anything, just watches. Billy bends down to get the table at eye level, then reaches out and flicks one of the action figures off. He makes a falling sound, then a splash as it hits the floor.

Peter smiles. Billy does another one. Then Peter does one.

BILLY
You gotta make it go splash. Down there's the river.

Peter does another, this time with a splash sound. After they do a couple more, Peter clears his throat, speaks very softly.

PETER
My Uncle Ben, he was like my dad to me.

They knock a few more action figures.

PETER (cont'd)
He could really throw fly balls. He'd throw 'em so high they used to scare me, like I thought they were coming down at me about a million miles an hour.

A couple more action figures. Now there's only a dozen left.

PETER (cont'd)
I loved it though. And there was this one time we were playing catch and it started to get dark and Uncle Ben said it was time to go home, and I said three more, three more *good* ones, because that meant I had to catch 'em or they didn't count.
(MORE)

CONTINUED: (2)

PETER (cont'd)
And after I caught two I started to drop 'em on purpose, because I didn't want that game to ever end. But then he threw a really high one, kinda far from me and I started to run for it, I knew it'd be an awesome catch if I could make it and I just *had* to if I could, but that'd mean the game was over. But I couldn't stop myself.

Billy finally looks at him.

PETER (cont'd)
So I caught it. And the game was over, and we had to go home.

Billy looks away. Bad ending. He knocks another action figure off the table. Now there's only three left.

PETER (cont'd)
But that game of catch was so perfect I still dream about it sometimes. It ended, but it never went away.

Billy takes no comfort in that. He knocks off another action figure. Now there's only two, and one of them is Spider-Man.

BILLY
One time my dad said if I ever got lost he'd throw everybody in New York into the river one by one until I was the only person left in New York and that's how he'd find me.

He knocks the Spider-Man action figure off the table and we look at the only remaining one. For the first time, we notice it's in the uniform of a New York City police officer. Billy picks it up and holds it gently between his fingers.

BILLY (cont'd)
Who's gonna find me if I get lost now?

Peter puts an arm around him and whispers in his ear.

PETER
I will.

EXT BALCONY DAY

Out on a tiny balcony, Gwen Stacy looks out at the city while the wake continues in the living room behind her. She's talking to someone we can't see.

CONTINUED:

GWEN
Since I was old enough to understand words, my mother and father told me something like this might happen one day. I was more scared than my dad was. To him it was just part of the job -- here's your health insurance, here's your vacation time, and oh by the way, you could be killed at any moment. We all knew it like we knew our last name, but what were we supposed to do? Try to love him less so it wouldn't hurt as much if we lost him? No. There's never an excuse not to love. I don't feel sorry for my father, and I don't feel sorry for myself. The one I feel sorry for is Spider-Man.

She turns and looks at the person next to her. It's Peter.

PETER
Why?

GWEN
He has to live with himself, and what he's done, and who that makes him. He must be terrified. See, I know who I am, and I know who my father was.

She looks at the city, the wind blowing through her long hair.

GWEN (cont'd)
But I don't think Spider-Man has the faintest idea.

Peter looks at her. She's absolutely right, and doesn't know that her words are reaching the very person they're meant for.

GWEN (cont'd)
I'm glad you're with me now, Peter.

He steps forward, puts his arms around her. She sags into him, buries her face in his shoulder and sobs quietly. Peter's eyes are full of pain and confusion.

CUT TO:

EXT OUTDOOR PLAZA NIGHT

Nighttime. A pair of bulky black hard-soled shoes CLICK across the polished stone of a deserted plaza.

CONTINUED:

One of the shoes is untied. The feet stop (and so does the portentous music), but the figure doesn't bend down. Instead, a metal claw WHIRS into frame from the right side, then another metal claw snakes in from the left.

The claws move with alarming dexterity, tying the shoelace in just a few seconds. Then the claws retract, the feet start walking again (and the portentous music resumes).

The black shoes reach another pair of shoes, these a very expensive pair of woven calfskin loafers. A soft, cultured, accented VOICE inquires of the black shoes:

VOICE (O.S.)
You have brought the device with you?

Otto Octavius sneers from behind his black sunglasses.

OCTAVIUS
Of course I haven't. Do you think I'm a fool?

A FOREIGN MAN, the owner of the expensive shoes, smiles ingratiatingly. He is of indeterminate ethnicity.

FOREIGN MAN
I can assure you, Doctor Octavius, neither I nor the parties I represent would dare underestimate you.

OCTAVIUS
What did your people say to my terms?

FOREIGN MAN
All acceptable, of course. Money is unimportant to them, their interests are purely... geopolitical.

OCTAVIUS
And politics is of no concern to me. I am a scientist.

FOREIGN MAN
And when your research and development are completed, you will have no objections to the manner in which your work is used?

OCTAVIUS
None.

CONTINUED: (2)

FOREIGN MAN
Even if the use is of a, how shall one say it... *destructive* nature? You are no doubt aware of a certain people's hostile intentions toward your country.

OCTAVIUS
There are no such things as countries, only truth. All knowledge is good, and whatever it unleashes is natural and inevitable. Even destruction.

The Foreign Man smiles.

FOREIGN MAN
Bring the refractor to the top of the Transatlantic Building at nine p.m. on the 11th. A helicopter will be waiting to take it and you to safety within friendly borders.

OCTAVIUS
There are no borders.

Cutting back very wide, we see where we are at last. Octavius and the Foreign Man are standing in the middle of the deserted Dag Hammerskjold Plaza, under the flapping flags of the United Nations.

FOREIGN MAN
May I say I find your lack of patriotism refreshing.

CUT TO:

EXT STREET NIGHT

Late. Peter walks home alone, tie loosened, eyes downcast. It's a wet, simmering night on the streets, manhole covers leaking steam like the whole city's about to blow.

Falling behind Peter, we notice what he does not -- the Shadowy Figure is following him again.

Peter rounds a corner and stops suddenly. He cocks his head, turning it toward the source of something he heard. There it is again -- a SCREAM.

Instinctively, he takes a step toward it and reaches up to unbutton his shirt. But he stops himself, torn. Why bother? What's the point?

CONTINUED:

But then he hears the SCREAM again, louder this time, and he can't stop himself. He walks briskly toward the mouth of an alley and darts down it.

The Shadowy Figure follows. We stay with the Shadowy Figure now, reaching the mouth of the alley, turning the corner, taking a few tentative steps into the alley and hiding behind a dumpster.

Just ahead of us, we have a slightly obstructed view of Peter as he hurriedly changes out of his clothes. The Shadowy Figure presses forward as close as he dares. And as he moves forward he just barely edges into a pool of light and we see the face of the Shadowy Figure for the first time.

It's Harry Osborn.

Harry stares, rapt, at the place where a man is removing his street clothes, revealing the Spider-Man costume underneath. The man has his back to Harry, there's a chance it could be somebody else, you never know, Harry lost sight of Peter for a few seconds after he rounded the corner.

Harry is desperate to see his face. He adjusts his position to get a better look. His foot bumps a tin can on the ground --

-- and Peter turns at the sound. He's wearing the costume now, but no mask yet. Without question, Peter Parker.

Harry's jaw drops. He covers his mouth in horror. Peter pulls out the mask and slides it over his face. Harry shakes his head, this can't be true, this can't be happening.

Peter raises a wrist, aims it up at a nearby building, shoots out a web, and lifts off the ground.

Harry staggers out into the middle of the alley, staring up between the gap in the buildings. He sees Spider-Man land on the side of the building, cling there for a moment, then shoot out another web and swing away, out into the canyons of the city.

Harry stares in shock, rage, and dismay. In the distance, we hear that SCREAM again --

EXT WASHINGTON SQUARE NIGHT

-- and cut to its source, a WOMAN in Washington Square Park. A GUY is grabbing her in a way she doesn't like, she's struggling with him when all of a sudden a web SPLATS into the Guy's back and he's yanked away from her.

CONTINUED:

Spider-Man lands on the ground between them, does two backflips over toward the Guy, ending with a double-footed kick into the Guy's chin. The Guy keels over, SMACKING his head on the pavement.

The Woman SCREAMS again, races over, and squats down next to the Guy, who GROANS.

WOMAN
Paul?! Paul, are you okay?!

SPIDER-MAN
Forget about him, are *you* okay?!

The Woman leaps up and starts POUNDING Spider-Man with her fists.

WOMAN
We're actors, we were *rehearsing!* What is the matter with you, you freak?!

SPIDER-MAN
I was just trying to-

WOMAN
Who *asked* you?! POLICE! POLICE, HELP!

SPIDER-MAN
I thought-

WOMAN
Why don't you just give it up before you get someone *else* killed?!

That hurts. Because maybe it's true.

CLOSE ON Spider-Man's face, very close, moving in tighter and tighter until it's just his eyes, those opaque white jack-o'-lantern's eyes as *flames* lick up in the very center of them --

EXT DARK ALLEY NIGHT

-- but they're not symbolic, these are *real* flames, the mask is lying on top of a pile of trash in a barrel in an alley.

A small fire burns in the barrel, the mask is consumed by it despite the rain that has started to fall on this awful night. Pulling back, we see the rest of the costume just draped over the side of the barrel. Maybe the fire'll get it, maybe it won't.

It doesn't matter to Peter Parker anymore, he walks away from us, out the mouth of the alley.

CONTINUED:

He's back in his street clothes, head hung low, heedless of the driving rain that slants across the city.

He rejoins the stream of ordinary people on the street and disappears into the crowd, leaving Spider-Man behind.

CUT TO:

EXT CENTRAL PARK NIGHT

Still night, even later. Harry Osborn walks alone in Central Park. He wanders along its rain-slicked paths, past a pack of TEENAGERS, loud and young and angry. This can't be the safest place to be right now, but Harry barely notices them. He sags onto a park bench.

HARRY
Pete...

He sits forward, drops his head into his hands, in agony.

HARRY (cont'd)
Oh, Peter, not you...

He sits back, and moving back with him we notice there's suddenly someone sitting next to him, someone who got there so impossibly fast it was practically inhuman. This isn't a teenager and it isn't a park ranger --

-- it's NORMAN OSBORN. Harry's father. Harry's *dead* father, sitting next to his son, staring at him.

OSBORN
Hello, Harry.

HARRY
(doesn't seem surprised)
How could he do it? My friend, my best friend...

OSBORN
Killed your father. Yes. And now you know. I've been waiting, Harry, waiting a very long time for you to see the truth.

HARRY
I don't know what to do...

OSBORN
Yes you do.

CONTINUED:

HARRY
I'm not like you, Dad, I'm not as smart as you were, I'm not as strong, oh God, *I don't know what to-*

OSBORN
YOU CAN ACT LIKE A MAN!

HARRY
I'm sorry...

OSBORN
Don't apologize! Never apologize!
(suddenly quiet and kind)
You've done so well, Harry. I've been watching, you know. I've seen you running OsCorp, at half the age I was.

HARRY
(an excited rush)
I'm working on something incredible now, I've got my hands on a device that could make OsCorp more money than it's made in its entire history. Everyone's after it, the government, the-

OSBORN
I'm proud, my boy. Proud of the job you're doing.

HARRY
I'm doing it for you, Dad. I do everything for you. I want you to be proud.

OSBORN
But you're just beginning. There is family business yet unfinished.

HARRY
What do I do?

OSBORN
Grow up, Harry. School's out. Time to face up to your responsibilities. Become the man I know you can be. Then we'll talk again.

HARRY
Tell me, show me, anything, I'll do it.

Harry hears a sound behind him, more crazy teenagers. He turns to check it out --

CONTINUED: (2)

OSBORN
(smiles)
I know you will.

-- and when he turns back, his father has disappeared, just as mysteriously as he arrived.

Harry stands, pulls his overcoat tight around him, and walks off into the dark wilds of the park.

CUT TO:

INT DR. CONNORS' CLASSROOM DAY

Peter Parker gets up from his desk in Dr. Connors' classroom and shuffles toward the door, undeniably down. As he passes Dr. Connors' desk:

DR. CONNORS
Peter, is something the matter? You haven't been yourself the last few days.

PETER
I'm all right.

DR. CONNORS
Well, this isn't.
(hands a paper back to him)
It's your work on transfer RNA. Hardly your best effort, I'd like you to do it again, please.

PETER
Sorry. Okay.

DR. CONNORS
It was difficult for me to believe that was actually your work. It was so slipshod, so... uninvolved. May I ask why?

PETER
I've been behind. I had a hard time with a paper on electromagnetic permeability of iron atoms.

DR. CONNORS
Basic Electrical Engineering should not be one of our more daunting requirements, Mr. Parker. Especially for someone like you.

CONTINUED:

PETER
I guess I've just had a lot on my mind.

DR. CONNORS
(thinks about that)
You know, Peter, I'll bet you're the sort of guy who's been hearing about how smart you are, hearing about your "gifts" for as far back as you can remember. Am I right?

PETER
I guess.

DR. CONNORS
Well here's the part they never told you. "Gift" is a terrible word. Because nothing is given to you, what you have wasn't free at all. You pay for it. And sometimes the price is very high. Impossibly high, it might seem at times. But whatever gifts you've been given, or saddled with, they're not yours to do with as you please, or to ignore. You don't own them, Peter, you *care* for them. Because with knowledge comes duty.

PETER
With great power, great responsibility?

DR. CONNORS
That's another way to put it.

PETER
What if you never asked for the power in the first place?

CUT TO:

INT RESTAURANT NIGHT

A popular, inexpensive restaurant downtown. M.J. sits at the table, a tense smile on her face.

M.J.
I'm so glad we finally did this.

We pull back to find Eric, the handsome actor from her soap opera. He's sitting next to her at the table, his arm draped casually around her shoulders.

CONTINUED:

Across the table, Peter looks at M.J., but can't take his eyes off Eric and that casual arm of his.

PETER
Yeah, this is really great.

Pulling back from him we see Gwen Stacy beside him, her fingers laced affectionately through his on top of the table.

GWEN
I've been bugging Pete to get everybody together, I've heard so much about you all.

Across the table, M.J. smiles back through gritted teeth, staring at Gwen and those affectionate fingers of hers.

Now pulling to the side of M.J., Harry Osborn comes into focus. He's staring at M.J., who's staring at Gwen, who's staring at Peter, who's staring at M.J.

HARRY
Well I guess we're all happy. Happy happy happy.

He takes a drink of an ill-advised Scotch. A well-manicured woman's hand comes into frame and caresses the side of his face. Pulling back yet again, we see who Harry's with -- STEPHANIE, a raven-haired model in her early twenties.

STEPHANIE
Should we tell them, Harry?

M.J.
Tell us what?

PETER
Yeah, what's going on?

Harry looks at Stephanie. He's dark, brooding even more than usual, for a second it looks like he might hit her, but suddenly he breaks into an unnerving smile.

HARRY
Yeah, let's. Why not? We don't have any secrets here. Right?

He looks around the table. Pretty much nobody meets his eye.

HARRY (cont'd)
I certainly don't.
(knocks back the rest of his Scotch)
(MORE)

CONTINUED: (2)

HARRY (cont'd)
Stephanie and I are getting married.
(and signals for another)

Peter and M.J. practically fall out of their chairs.

M.J.
You're *what?!*

PETER
Congratulations!

STEPHANIE
I know, I know, it's only been a month. But I love Harry and you know him, he's crazy, he ain't right, when he makes up his mind about something...

PETER
When did you decide?!

STEPHANIE
Last night.

M.J.
What brought this on?!

HARRY
It's about time to grow up, don't you think? School's out. We're not kids anymore. We're all through with our ridiculous teenage crushes, aren't we?

He's staring straight at M.J., making her uncomfortable.

M.J.
If you say so.

HARRY
The wedding is this Saturday.
(turns to Peter)
And I'd like you to be my best man, Pete.

PETER
Really?

HARRY
Well, of course. You've always been such a great friend to me. Such a... trustworthy friend to my family. Haven't you?

CONTINUED: (3)

PETER
(are you okay?)
Well, yeah.

HARRY
So then it shouldn't be any other way, should it? Unless there's some reason you can think of.

PETER
No, of course not. I'd be honored.

The WAITER delivers Harry's Scotch. Harry scoops it up.

HARRY
That's it, then. Invite everyone you know, and I mean everyone. I know it's short notice, but I want the biggest wedding this town's ever seen.
(holds up his glass)
To love.

The others congratulate them, raise their glasses and CLINK them together, but Harry puts a touch more force behind his Scotch glass then he meant to, and Peter's Coke glass CRACKS, soaking his hand in soda.

HARRY (cont'd)
I guess I don't know my own strength.

CUT TO:

INT SEEDY HOTEL NIGHT

A ratty suitcase sits on the bed in a ratty hotel room somewhere downtown. Someone is packing up, fast, and with mechanical help. A clawed arm puts in a pair of shoes, then another claw puts in a stack of shirts.

Cutting wider, we see Otto Octavius standing in the middle of this seedy hotel room, packing up his meager belongings. His tentacles whirl around him, busily putting his things together.

The tentacles lift a box of papers and set it on a desk in front of Octavius. He sorts through these more delicately, using his real hands to make sure his notes and research are all in order.

He pulls out a small velvet bag, opens the string on it, and slides its contents into the palm of his hand. It's the most precious of all his belongings, the image refractor itself.

CONTINUED:

Octavius smiles and holds the refractor up to admire it one last time. But as he looks at it, his smile fades as he notices something strange. It looks different.

He bolts to his feet, slaps the shade off the desk lamp, and holds the refractor over the bulb.

Octavius's eyes pop wide open, he stares in shock at the thing, and we cut abruptly to --

INT HARRY OSBORN'S OFFICE NIGHT

-- Harry Osborn's office, and a close shot of the *real* image refractor, held in Harry's own hand as he studies it at that very same moment, a look of determined satisfaction on his face.

We move off the real refractor to Harry's desk lamp, which has those crystal lobes dangling from it, and we go in close to the empty hook where Harry must have slipped one of the lobes off when the FBI and Octavius weren't looking, and from that we cut abruptly back to --

INT SEEDY HOTEL NIGHT

-- the phony refractor, the dangly lamp decoration that Octavius holds in his hand in his hotel room, where he has just realized the switch that must have been pulled.

OCTAVIUS
Osborn!

He hurls the phony refractor against the far wall, it SMASHES into a million pieces.

OCTAVIUS (cont'd)
OSBORN!

Octavius loses it. He sweeps everything off the desk with one arm, upends the chair with the other arm, punches a hole in the wall with the other arm, flips over the bed with the other arm, smashes a hole in the ceiling with the other arm, crushes the lamp with the other arm, and CRUNCHES two holes in the ceiling with the other two arms.

This guy can really throw a tantrum.

Neighbors SHOUT through the walls, somebody starts POUNDING on the door, and Octavius shouts wrathfully at the heavens:

OCTAVIUS (cont'd)
OSBOOOOORN!

CUT TO:

EXT OSCORP BUILDING DAY

A TV REPORTER speaks to us from outside the OsCorp Building, crowded with nattily-dressed GUESTS heading inside, past a throng of MEDIA TYPES.

TV REPORTER
I'm standing outside the OsCorp Building in midtown, where guests have begun to arrive for what's being called the Wedding of the Year. Just after sundown, OsCorp scion Harry Osborn and model Stephanie Malloy will take the vows before a crowd of guests that reads like a who's-who of Manhattan society, with-

Suddenly the video image is jarred, ends up with a shot of the pavement.

TV REPORTER (cont'd)
HEY!

Cutting to film, we see what happened -- Jonah Jameson has just arrived and threw a shoulder into the cameraman.

JAMESON
Whoops! Sorry about that! Oh look, now you lost your place on the carpet.

Another CAMERAMAN has stepped up to take the first cameraman's place, and he's carrying a camera that says "DAILY *BUGLE* TV."

JAMESON (cont'd)
Cutthroat! Dog eat dog! New York media world, buncha frogs in a jar trying to get on top of each other!

Jameson turns to Robbie Robertson, who's also heading into the building with MRS. ROBERTSON.

JAMESON (cont'd)
And I'm the top frog.

As he passes, we stop at a SECOND TV REPORTER.

TV REPORTER 2
-- marks the first use of the spectacular new Atrium Ballroom, an all-glass structure just completed at the very top of the OsCorp Building itself.

CONTINUED:

The CAMERAMAN tilts up and we get a look at the structure that was still under construction last time we saw it. The new construction slants the roof of the building at a rakish forty-five degree angle, the top three stories all glass.

CUT TO:

INT ATRIUM BALLROOM DAY

The Atrium is even more spectacular inside. Dramatic views of midtown dominate the room, through its glass walls we see an impressive display of Manhattan architecture.

A few hundred chairs have been set up for the well-dressed GUESTS, who are streaming in to fill them. Huge buffet tables on either side of the room are loaded with pricey food and drink. A small ORCHESTRA plays chamber music from one corner of the room.

Peter Parker, looking rather uncomfortable in a suit and tie, plays the role of usher. At the entrance he meets Dr. Connors and MRS. CONNORS, just arriving and looking rather uncomfortable.

PETER
Dr. Connors, Mrs. Connors, you're here!

MRS. CONNORS
Are you kidding? I wouldn't miss it for the world, thank you so much for inviting us.

DR. CONNORS
~~Yes, thanks very much, Parker.~~ Yeah, thanks a lot,

MRS. CONNORS
Curt didn't want to come, but I made him.

DR. CONNORS
"Beware of all enterprises requiring new clothes."

Peter laughs and holds out his arm for Mrs. Connors.

PETER
Friend of the bride or groom?

MRS. CONNORS
Groom.

DR. CONNORS
Tangentially.

CONTINUED:

Mrs. Connors takes Peter's arm and he leads her down the aisle, Dr. Connors walking on the other side of him.

DR. CONNORS (cont'd)
By the way, Peter -- calcium.

PETER
What's that, sir?

DR. CONNORS
I looked back at my notes from the genetic spider experiment. All the spiders we cross-bred were eating a diet rich in calcium, lots of protein too. But after the transmutation we put them on glucose and saline to avoid contaminating the organic data. We changed their diets, that might be why they were losing their powers. If we'd just given them a hamburger and a glass of milk, their strength might have come back immediately. It was so simple, I can't believe I didn't see it at the time.

PETER
Okay. Thanks.

DR. CONNORS
Hope it helps with whatever you're working on.

PETER
Yeah, I guess it would have. The truth is I've given up on that project.

AT THE BACK OF THE ATRIUM,

Harry Osborn steps out of the shadows in the back of the atrium, and you know, he's starting to look like Michael Corleone. Looking straight at us, he opens his arms slowly, welcoming us as we draw toward him. Peter moves forward and is folded into Harry's embrace, and what could be more natural than a groom hugging his best man on his wedding day.

PETER (cont'd)
Congratulations, buddy. Good luck.

HARRY
Good luck to *you*, Peter Parker.

Peter's brow furrows. What does *that* mean?

CONTINUED: (2)

AT THE ENTRANCE,

Gwen Stacy steps up at the end of the aisle, unescorted. Peter comes up behind her, smiling.

PETER
Friend of the bride or groom?

She smiles back and curls her arm around his.

GWEN
Very good friend of the best man, actually.

He leads her down the aisle.

AT THE ENTRANCE,

M.J. steps into the on-deck circle with Eric, the handsome actor. M.J. looks stunning. She watches Peter walk down the aisle with Gwen, watches him kiss her lightly as he shows her to her seat, watches him turn and walk back toward her.

Peter smiles when he sees M.J. and he walks to her, emotions swirling through his features.

PETER
You look beautiful.

M.J.
So do you.

PETER
(still looking at M.J.)
Hi Aaron.

ERIC
Eric.

PETER
(eyes still on M.J.)
That's true.

He holds out his arm for M.J.

PETER (cont'd)
May I walk you down the aisle?

M.J.
(with meaning)
You absolutely may.

CONTINUED: (3)

She takes his arm and they start down the aisle, slowly. It seems to take forever, and they want it to.

Eric follows behind them. M.J. speaks, but softly, this is only for Peter.

M.J. (cont'd)
Peter, I want to ask you to promise me something.

PETER
Sure, M.J.

M.J.
It's not a little something, it's a big something.

PETER
Anything at all.

M.J.
It's about Gwen.

PETER
Okay.

M.J.
I think she's falling in love with you.

PETER
(embarrassed)
Oh come on, M.J., we're just dating.

M.J.
I can tell. It's something about the way she looks at you. It's just... I'm familiar with that look. And I actually like her, I do, because I can tell she means it.

Somewhere above them, a high-pitched SCREECHING sound rises up softly, barely audible.

M.J. (cont'd)
It's almost too late, Peter, that's why I'm telling you this now, what I want you to promise is that you won't let her get close to you, you won't let her fall in love with you and then push her away, push her away for mysterious reasons she can never understand. Don't do that to her. Just... don't.

CONTINUED: (4)

That SCREECHING sound is a bit louder, and it's following a pattern, CLICK-SCREECH, CLICK-SCREECH, CLICK-SCREECH. By the look on Peter's face, his spider-sense is going off. But he ignores it, he has something he wants to say:

PETER
M.J., I -- I should have told you, I wanted to tell you the truth but I couldn't then. Now I can, and I want to, I you to know me, know everything about me, I -- I --

His spider-sense is *really* bothering him, but he shakes it off and grabs M.J. by both arms. He pulls her close to him, puts his lips right up next to her ear, and whispers:

PETER (cont'd)
Mary Jane Watson, the truth is I'm-

Okay, that CLICK-SCREECH is *really* loud, and it's right overhead now. Pulling back rapidly above them, we see a shadow has fallen over the floor, a dark, eight-limbed shadow.

Peter looks up, M.J. follows his look, and they see --

-- *DOCTOR OCTOPUS* spread-eagled on the ceiling of the Atrium three stories above them, his tentacles flung out wide, a giant mechanical beast ready to descend on them.

M.J.
Oh ~~dang~~ drag.

SMASH!

Doc Ock flexes all his tentacles at once, SHATTERING the glass roof of the Atrium, sending glass and girders flying everywhere. Guests SCREAM, run in all directions. They stream toward the rear door, but a tentacle SLAMS into the floor in front of them, blocking it.

At a table, a KID is sitting frozen with a full glass of milk, which was halfway to his mouth, staring straight up in shock.

Doc Ock hovers over the kid's head, suspended fifteen feet off the ground by his fully extended tentacles, and ROARS to the room.

DOC OCK
OSBORN?!

Near Peter, a girder is toppling over toward Dr. and Mrs. Connors, who can't get out of the way fast enough.

CONTINUED: (5)

Peter reacts instinctively, rolling over behind an overturned table and shooting web strands at them --

-- but nothing comes out!

PETER
Oh no!

The girder is still toppling, and Peter snaps into action the old-fashioned way. He back-bends right off the ground, which takes him halfway toward the Connors's, then does a handspring as he lands and sails into the air again.

He lands just in front of them and hauls them to safety --

-- almost. Peter saved their lives, but the girder SMASHES through a buffet table and pins Dr. Connors to the floor, one of his arms crushed beneath the floor and the girder. Connors SCREAMS.

M.J. saw the whole thing. She furrows her brow. All her suspicions about him, which Peter went to so much trouble to erase, begin to return.

PETER (cont'd)
DR. CONNORS!

DR. CONNORS
I'm -- I'm all right! It's just my arm!

Peter looks at his wrists, desperate. How could they have failed him like that? A MAN fights his way through the crowd.

DOCTOR
I'm a doctor! Let me through!

Peter yields to the doctor and turns -- a Crowd has surged toward the elevators, but before they can arrive, two tentacles SMASH through the doors. The Crowd SCREAMS and falls back.

Peter sees the terrified Kid with the milk still in his hand. Peter practically pounces on the Kid, grabs the milk --

-- and guzzles it.

Back at the elevator, Ock's tentacles reach inside the shafts, two laser drills WHINE to life and they slice through the elevator cables like butter. Nobody's getting out that way. Ock turns to the room.

DOC OCK
Osborn! Where are you?!

IN A SIDE HALLWAY,

Peter rolls to relative cover and instinctively starts to unbutton his shirt, which reveals his --

-- Mets tee shirt.

Peter curses himself, remembering he has of course burned his costume. He sneaks a peek back out at the Atrium, where Ock is wading through the crowd, ranting, searching for Harry Osborn.

Peter's tempted to race in there uncostumed, but his eyes flit around the room rapidly -- there's Gwen, there's M.J. and Jameson and Robbie and Aunt May, there's everybody he knows and TV cameras to boot.

He turns, sees a window beside him. He races to it, looks down at the street below and we zoom in on it fast -- it's Broadway, lined with souvenir shops.

Peter's eyes light up. He looks to his right, sees a window washing rig suspended beside the window. His eyes zoom in on the rig's cable, which stretches down to street level.

BACK IN THE ATRIUM,

Doc Ock is wreaking mayhem when Harry Osborn steps forward from the crowd.

HARRY
Leave them alone! I'm the one you want.

Ock turns and sees him. He drops a buffet table and turns toward Harry.

EXT BROADWAY DUSK

As darkness begins to fall, a SCREAMING sound comes from above, turning the heads of a few PASSERS-BY. They look up just in time to see a blur race overhead. It's Peter, in streetclothes, clinging to the window washing cable.

He lands hard on the other side of the street and dashes inside a souvenir shop. We hold on the window display, big sign and a few costumes -- *"JUST IN TIME FOR HALLOWEEN!"*

INT ATRIUM BALLROOM DUSK

Under darkening skies, Doc Ock towers over Harry Osborn as terrified wedding guests continue to run in all directions.

CONTINUED:

HARRY
What do you want?

DOC OCK
I want what you stole from me, Osborn!
The refractor!

HARRY
I don't have it.

Ock SMASHES a tentacle through the floor between Harry's legs, but Harry barely flinches.

INT SOUVENIR SHOP DUSK

Peter rifles through a rack of costumes. There's Wolverine, Silver Surfer, Daredevil -- Spider-Man! He grabs it, pauses for an admiring tug on a sleeve.

PETER
Nice stitching.

INT ATRIUM BALLROOM DUSK

Doc Ock lashes out with a tentacle, snatches up a frightened WAITRESS, and holds her aloft, the claw of another tentacle SNAPPING near her throat.

DOC OCK
(to Harry)
Give it to me!

HARRY
I don't *have* it, you saw the FBI take it yourself!

DOC OCK
That was a fake, you switched them and we both know it!

Ock hurls the Waitress aside and sweeps up Stephanie, Harry's would-be bride, with his other tentacle. The crowd GASPS, Stephanie SCREAMS.

DOC OCK (cont'd)
GIVE IT TO ME, OSBORN!

HARRY
I'm telling you the truth, I don't *have* it!

Ock drops Stephanie and his searching tentacle whips out --

CONTINUED:

-- and snakes around *M.J.'s* waist. He sweeps her into the air, the laser drill pops out the end of another tentacle and heads toward M.J.'s eye.

HARRY (cont'd)
STOP! Don't hurt her!

Ock stops. Looks at him.

Harry reaches into his suitcoat, pulls a small pouch from his inner pocket, and upends it. The image refractor falls into the palm of his hand.

Ock's eyes widen -- there it is!

Stephanie's eyes narrow -- adios, creep.

HARRY (cont'd)
Put her down.

Ock does, rather gently this time, and the tentacle darts to Harry's palm and snatches up the refractor.

But then a VOICE comes from above:

SPIDER-MAN (O.S.)
Hey! Who invited the squid?

Everyone looks up, sees Spider-Man clinging to what remains of the framework of the Atrium's roof.

A tentacle shoots up at him, grabs hold of the girder Spidey is clinging to, and RIPS it out of the ceiling. Spider-Man lands on the floor of the Atrium in a crouch, ready to do battle.

DOC OCK
You're too late! It's too late for *all* of you! I have what I've come for.

Spider-Man double-takes as he sees Ock holding the image refractor, which quickly disappears into his pocket.

SPIDER-MAN
And how exactly do you plan to get past me, Fish Man?

DOC OCK
I don't.

Ock suddenly drops to the ground right in front of Spider-Man, landing nimbly on his feet.

CONTINUED: (2)

But two of his tentacles remain in the air above him, and the claws on those retract suddenly and are replaced by four shiny metal blades which push out the end of each tentacle.

The blades blossom like a cloverleaf and begin to WHIR, to spin, faster and faster, and what are these, those propeller-drill things again?

No. They're rotors.

Doc Ock's feet rise from the floor as the *helicopter rotors* reach running speed and he lifts off, headed straight up and out of the Atrium.

SPIDER-MAN
Wow. *Flying* fish.

Spider-Man takes a deep breath, raises a wrist, and points it at the rapidly ascending figure of Doc Ock.

SPIDER-MAN (cont'd)
Webs don't fail me now.

He twitches his fingers and --

-- *THWIP!* A web shoots out, fast and strong, and SPLATS around one of Ock's free tentacles.

Spider-Man is immediately yanked off his feet and he sails up and out of the Atrium, SHRIEKING with glee and waving to the Kid whose milk he stole.

SPIDER-MAN (cont'd)
THANKS FOR THE MILK, KID!

Back in the wreckage, the Doctor who's been tending to Dr. Connors manages to extract him from underneath the girder with the help of several Guests.

The Doctor takes Mrs. Connors aside, she's nearly hysterical.

DOCTOR
I need your permission to apply a tourniquet. I can stop the blood loss. But he may lose his arm.

EXT OSCORP BUILDING NIGHT

Night has fallen. At the top of the OsCorp Building, we see the shattered Atrium roof, and Doctor Octopus rising out of it, dragging Spider-Man beneath him on a dangling web strand.

IN MID-AIR,

Ock looks down, sees Spider-Man. He curses as he begins to descend, dragged down by the extra weight.

DOC OCK
You're pulling me down! You'll kill us both!

His one free tentacle whips through the air, a razor-sharp knife blade HUMS out, and it slashes through the web strand.

Spider-Man falls, straight toward the street.

But Doc Ock wasn't compensating for the loss of ballast and he goes sailing upwards and to the right, SMASHING into the side of a building and careening off in the other direction.

Still falling, Spider-Man shoots out a web, then another, then another, effortlessly web-swinging just like the old days.

SPIDER-MAN
Oh, I am *back!*

INT EXPENSIVE APARTMENT NIGHT

A dinner party is in progress in an expensive apartment on an upper floor. It's a nice evening, and the doors are thrown open to the balcony outside. The HOST holds forth in a calm, low-key manner.

HOST
Of course we considered the suburbs, but then one loses touch with the city's vibrant street life.

DOCTOR OCTOPUS CRASH LANDS ON THEIR PATIO.

The DINNER GUESTS stop eating and stare in shock as Spider-Man somersaults up onto the balcony beside Ock and they begin slugging it out.

The Guests SCREAM and leap from their chairs as an errant tentacle zips in from the balcony and SMASHES through the wall of the apartment. It withdraws, upending the dining room table.

OUT ON THE BALCONY,

Doc Ock has plans for that table, he's got a tentacle wrapped around it and here it comes, SMASHING through the open French doors and right toward Spider-Man, CRUNCHING across his back.

Spider-Man falls under the table, SLAMMING into the railing.

CONTINUED:

Doc Ock takes advantage of the opportunity to get his rotors going again and he lifts off from the balcony.

Spider-Man rolls onto his back, raises both wrists, shoots two webs up at Ock this time. The first one wraps around Ock's legs, the second one goes straight into the spinning left rotor and GUMS IT UP!

Spider-Man is hauled into the air again, he's yanked off the balcony and sails away across the city, dragged by the airborne Ock.

IN THE APARTMENT,

the Host turns to his Guests amid the wreckage.

HOST
You see my point.

EXT OVER THE CITY NIGHT

The gummed-up rotor is sputtering badly, Ock is veering out of control again. He's headed straight for an enormous scaffolding up ahead, on the side of a building getting a new facade. He's going to crash right into the side of it.

Below, Spider-Man sees it coming. He lets go of both webs and sails toward the scaffolding, shoots out a web, and swings slightly to the side for a softer landing.

He hits the pipes, hard, but he does a loop-the-loop around one one and lands on his feet.

He looks up. Near the top, he sees a flash of movement, and then all is still. Spidey rests, catches his breath.

SPIDER-MAN
Where are you?

Suddenly the city seems very quiet up here, and it's dark in this scaffolding. Spider-Man starts to climb through the bars stealthily.

He pauses, scans the bars around and above him. No sign of Ock.

SPIDER-MAN (cont'd)
Where?

He climbs up two more stories. Climbs into the thick of the scaffolding, finds a good vantage point from which to search.

Nothing he can see.

CONTINUED:

Suddenly, we go in very tight on his face, he's worried as hell and all of a sudden his spider-sense kicks in.

IN SPIDER-SENSE,

Spidey's POV pulls out and around him, starts darting from bar to bar, checking each one, but there's no sign of Ock, not anywhere, just these bars all around him, dozens of them, all identical, but wait, not *all* identical, the two on either side of Spider-Man don't seem like the others, in fact they're *not*, they're not at all --

-- *they're tentacles!*

BACK IN REAL TIME,

we pull back fast and see what Spidey just saw -- he's perched in the middle of Ock's tentacles, which are suspending the sneaky scientist in the air right above him!

Spidey leaps, but too late this time, one of the tentacles wraps around his waist and starts to squeeze.

Spidey wriggles a wrist free, aims at Ock's head, and *fires a web ball*.

It catches Ock right between the eyes, his neck snaps back, he loses his hold on Spider-Man, who lands on a platform in the scaffolding, GASPING for air. But now the scaffolding is shaking.

Doc Ock leaps to his feet, hears SHOUTS from below. He looks down and sees two frightened CONSTRUCTION WORKERS cling to their work platform two stories below them.

He looks at Spider-Man, thinks of a horrible way to slow him down. Spider-Man follows Ock's line of vision and SHOUTS to the Workers.

SPIDER-MAN
Get down! NOW!

The frightened Workers start to climb down as fast as they can.

Ock shoots out two tentacles and grabs hold of the corner poles on the scaffolding. He yanks them out with a hideous metallic SCREECH.

The whole scaffolding GROANS and sways.

Ock fires up his rotors again, the gummed-up one clears itself, and he takes off from the collapsing scaffolding.

CONTINUED:

The Construction Workers are clambering toward the ground, but they're not going to make it.

Spidey looks up at Ock, can't chase him, not with this happening. He starts down toward the Workers, moving as fast as he possibly can.

Which is incredibly fast. If you've never seen Spider-Man move through scaffolding, it is *something*, tens across the board, even the Russian judge. Loop, leap, spin, twist, dive, loop again, one final leap --

-- and he catches up to the Construction Workers, sweeping the first off his feet and SHOUTING to the Second.

SPIDER-MAN (cont'd)
GRAB HOLD!

The Second Worker just gets his fingers on Spidey's foot as he sweeps past. Falling, Spider-Man shoots out a web and swings away from the scaffolding in a neat arc just before the tower of pipes collapses behind them.

EXT TRAIN TRACKS NIGHT

Down in the meat packing district there's a section of train line that runs on elevated tracks. A subway train RATTLES down those tracks and we race along on top of it.

A sound of rotors comes from above and a pair of FEET descend onto the train as Doc Ock comes in for a landing and a free ride. His tentacles grab hold of the side of the train and anchor him there.

EXT OVER THE CITY NIGHT

We're sailing above the city in those long, unmistakable arcs that can only mean one thing -- we're Spider-Man. He's making his way south and west, across Broadway, down Seventh Avenue, cutting over through Chelsea and then down Eighth against the traffic but what the hell, he's above all that, and he has *never* moved this fast.

South of 14th now he sees the elevated train up ahead, racing on its tracks above the cobblestone streets and old factory buildings in the meatpacking district.

Closer, closer, and my goodness, this has all been *one shot*, hasn't it, that's remarkable, how do they *do* that?!, and then Spider-Man's right over the train and there's Doc Ock up ahead, holding on for dear life, and Spider-Man lets go of his web --

EXT ON TOP OF THE TRAIN NIGHT

-- and SMACKS into Doc Ock's back, tackling him atop the speeding train. They land hard on the slick roof and grapple. In the distance, a POLICE HELICOPTER begins to pursue them.

Ock throws Spider-Man off, Spidey lands on his back on the roof of the train. He looks up, sees the sharp end of a tentacle racing at him, he rolls at the last second and the tentacle CRUNCHES through the roof of the subway car.

INT TRAIN CAR NIGHT

The tentacle rips through the shrieky metal and into the crowded train. SUBWAY RIDERS scream and leap out of the way. Now another tentacle rips through, then another and another, they're like depth charges here in the subway car.

EXT ON TOP OF THE TRAIN NIGHT

Spider-Man rolls again and again to avoid the deadly tentacles aimed at him, at the first break in the assault he flips off his back and lands on his feet, fists up, ready to fight.

But Ock is suddenly gone.

Spider-Man looks ahead and sees why. The short stretch of elevated track run is over and the train is diving back down into a subway tunnel.

Spider-Man leaps at the last second --

EXT FIRE ESCAPE NIGHT

-- and lands on a nearby fire escape as the train disappears back underground. He looks around frantically, where's Doc Ock?!

Hearing a CRUNCH somewhere nearby, Spider-Man scampers up the side of the building he's on. When his line of vision clears, he sees it, just a few blocks away, "it" being a tall building at the edge of Battery Park --

EXT TRANSATLANTIC BUILDING NIGHT

-- with huge letters on the side that say *TRANSATLANTIC.*

Doctor Octopus is climbing up the side of the building, no time for niceties like elevators. We race up ahead of him, up thirty floors, past a gigantic clock face that reads 9 p.m. exactly, all the way up to the top of the building.

EXT TRANSATLANTIC BUILDING - ROOF NIGHT

On the roof is a helipad, on the helipad is a *real* helicopter, blades whirling, ready to take off, and beside it is the Foreign Man who made the deal with Octavius. Set to go.

The Foreign Man jumps as a tentacle claws over the edge of the building. Then another, and another, and Doctor Octopus flips himself neatly up over the edge of the building and lands on the roof. The Foreign Man, who hasn't seen this aspect of Otto Octavius's personality before, stands there horrified.

Ock races across the roof of the building toward the helicopter, his cloak billowing in the prop wash.

The Foreign Man leaps into the open cargo door of the chopper, Ock is right behind him, he steps inside, he's made it, the helicopter starts to lift off from the roof, but before it's three feet off the ground --

THWIP!

-- Doc Ock flies backwards, yanked right out the open doors of the helicopter. He CRUNCHES flat on his back on the roof of the building.

Spider-Man stands at the edge, shoots another web, this one wraps around two of the bad Doctor's tentacles, binding them together.

In the sky, the police helicopter that started pursuing them on the train has caught up now, its speaker BLARES:

CHOPPER COP
ON THE ROOF! POWER DOWN AND STEP AWAY FROM THE HELICOPTER!

Instead, the PILOT leans out and starts FIRING at the police helicopter. The Foreign Man looks at Doc Ock, engaged in battle with Spider-Man, makes a decision.

FOREIGN MAN
(to the Pilot)
Get us out of here!

PILOT
What about-

FOREIGN MAN
Leave him! Go! Go!

Doc Ock SNAPS Spider-Man's webbing as if it were string and he leaps to his feet.

CONTINUED:

DOCTOR OCTOPUS
Your webs are useless!

Two tentacles slither out, one wraps around Spidey's torso, the other around his legs. They lift him up in the air, start giving him a full-body Indian rub -- one tentacle twisting in one direction, the other in the opposite.

Spidey GROANS in agony, he's being crushed *and* twisted to death. The tentacle around his torso contracts like a boa constrictor, we hear two ribs SPLINTER and CRACK.

DOCTOR OCTOPUS (cont'd)
You don't have a chance against me.

Actually, that's a very good point, and Spider-Man knows it. He twists around, thinking, desperate. His eyes fall on something on the far side of the roof. It's a large metal power shed, probably the inputs for the whole building, huge 220 volt cables running into it and a big red DANGER -- 220V sign on the front.

He looks to the left of it, sees a large spool of heavy copper cable. He looks to the right -- sees a square metal box, a rooftop air conditioning unit.

He gets an idea.

Meanwhile, the Foreign Man's helicopter starts to lift off. Ock turns his head, sees his escape vehicle escaping without him. He telescopes out one of his two free tentacles and clamps onto its skid. The helicopter strains, held there by the tentacle.

Spider-Man strains against Ock's tentacles but it's no use, they're too powerful for him to break out of.

THWIP! A web strand SPLATS onto the front of the power shed and RIPS its cover off, revealing the thick yellow cables plugged into the circuit board.

The police helicopter dips lower, a MARKSMAN leans out with a rifle and fires on Doc Ock, who immediately drops Spider-Man, sets his tentacles whirling around in front of him to deflect the bullets.

Spider-Man falls to the rooftop and pushes over the spool of heavy electrical cable, rolling it across the rooftop to unspooling a long length of wire before it SLAMS into the metal air conditioning unit.

CLAMP! The end of another tentacle clamps onto the *police* helicopter's skid, shaking it, disrupting the Marksman's aim.

CONTINUED: (2)

Now both helicopters are hovering in place, held by Doc Ock's tentacles. But he still has two free. He turns, searching for Spider-Man.

The air conditioning unit is now half wrapped in the heavy electrical cable, Spider-Man stands on top of it, twirling the cable like a lasso, wrapping it around and around and around the metal box. What does he think he's doing?

DOC OCK
What do you think you're doing?!

Ock's two free tentacles WHIZ through the air, they SLICE at the space where Spider-Man is perched, he leaps, twists, ducks, parries, avoids their blows until the air conditioning unit is completely wrapped.

But then a tentacle catches Spider-Man hard across the chest, he goes flying and SMASHES into the side of the electrical shed, its cables SPARKING and burning him.

DOC OCK (cont'd)
In spite of everything you can do, do you know what you are compared to me? *Ordinary.*

Spidey RIPS two of the yellow 220 volt cables from the power shed. A huge shower of sparks flies out at him, setting him partially ablaze.

He SHOUTS in pain, but endures, the flames singe away half his mask and char the rest of him.

Doc Ock cracks the whip with him, this time sending him sailing into the middle of the roof. But Spidey still holds onto those two cables, holding on for dear life as they rip free from the power shed, current still coursing through them.

DOC OCK (cont'd)
But I, *I* am knowledge itself.

Spider-Man crawls to the air conditioning unit, still holding both cables.

DOC OCK (cont'd)
I am inevitable, Spider-Man.

He wraps a tentacle around Spider-Man's waist, sweeps him off the ground and holds him upside-down over the air conditioning unit. Ock still holds the two choppers with two of his tentacles, Spider-Man upside down with the other.

CONTINUED: (3)

But the choppers are pushing it hard, trying to pull away, causing Doc Ock's tentacles to telescope out further and further.

DOC OCK (cont'd)
To try to stop me --

Ock's one free tentacle now has a small spinning CIRCULAR SAW at the end of it. He draws it toward Spider-Man's throat.

DOC OCK (cont'd)
-- is to try to stop the sun from rising.

Spider-Man stretches down toward the air conditioning unit, pulling the sparking cables with him... he's six inches away, then three...

The police helicopter pulls its tentacle out as far as it can possibly go and strains hard.

The saw draws closer.

DOC OCK (cont'd)
I am Galileo!

Spidey SMACKS one cable into the left side of the trussed-up air conditioner unit.

The Foreign Man's chopper pulls *its* tentacle out to its maximum extension and strains hard too.

The saw draws closer.

DOC OCK (cont'd)
I am Da Vinci!

Spider-Man SMACKS the other cable into the right side of the air conditioner unit. Immediately, electric current pours into the metal frame and blue lightning-like flashes whiz around and around the coiled cable.

DOC OCK (cont'd)
I am Thomas Edison!

SPIDER-MAN
Actually, you're an electromagnet.

SMACK! CLICK! CHUNK! Everything made of metal within ten feet of the air conditioning unit is suddenly and powerfully sucked into it.

CONTINUED: (4)

Including the tentacle holding Spider-Man. And the tentacle with the saw at the end of it.

Spider-Man, released from its grip, falls to the ground and rolls for cover.

DOC OCK
WHAT HAVE YOU DONE?!

Doc Ock himself is pulled in by the metal corset around his midsection. He SLAMS up against the air conditioner and the blue lightning-flashes whip around *him* now, shoot out the ends of his two other tentacles --

-- and to the skids of the choppers. His claws, still clamped to their skids, flash with blue electric current.

DOC OCK (cont'd)
The claws! I can't let go!

That's a bummer, because the helicopters are getting some good pull now and they lift Doc Ock right off the ground, pulling him as far away from the air conditioning unit as he will go.

Now he's got a real problem, the two tentacles on the air conditioning unit are still held fast by the electromagnetic force, blue electric current still pours right through him, and the claws on the helicopter skids hold fast.

Doc Ock is pulled and pulled (and pulled and pulled), all four tentacles yanked in different directions, he's lifted right off the ground over the roof, oh my God, this guy's about to be *quartered*, Spider-Man turns away, can't bear to watch as --

-- *RRRRRIIIIPPPP!*

The helicopters fly away, lifeless tentacles dangling from their skids. The two tentacles from the air conditioning unit drop uselessly to the ground.

And Doc Ock falls with a THUD to the roof of the building, still alive, still wrapped in his now-limbless metal corset.

And no longer Doctor Octopus.

Spider-Man races over to Otto Octavius's GROANING body, grabs him by the collar, and pulls him face to half-masked face.

OCTAVIUS
Please... don't kill me...

CONTINUED: (5)

SPIDER-MAN
You've done enough killing for both of us.

He reaches into the pocket of Octavius's coat and takes the image refractor from it.

SPIDER-MAN (cont'd)
You're going to jail, Octavius, and I'm going to make sure you stay there forever.

The roof door bangs open and POLICEMEN swarm out, guns drawn.

SPIDER-MAN (cont'd)
Do you know what for?

He pulls Octavius close and HISSES into his ear.

SPIDER-MAN (cont'd)
For the murder of Richard and Mary Parker.

Octavius's eyes pop wide open, how did Spider-Man *know* that?!

The Cops draw their weapons and SHOUT to everybody to freeze, but this is traditionally where Spider-Man leaves the paperwork to them and tonight is no different, three quick handsprings and he's all the way across the roof, right over their heads, sailing off the edge of the building --

-- and swinging away into the twinkling canyons of Manhattan.

EXT EMPIRE STATE BUILDING NIGHT

Still night. We're high above the city, looking at the brilliant skyline from the highest point on the island, the very tip top of the Empire State Building again.

The focus shifts from the skyline to very close in front of us, to the shiny gold cupola we saw near the beginning. A red and blue gloved hand reaches in and lifts the cupola delicately.

Spider-Man's other hand comes in, holding the glistening image refractor, that tiny, brilliant invention that has caused so much trouble.

He puts the refractor back inside the hollowed-out place inside the top of the pole --

-- and SNAPS the cover back onto it securely.

CONTINUED:

Spider-Man straightens, stands balanced on the very tip top of that flagpole, triumphant over the city, king of the hill, defying anyone to even *try* taking him on.

If anybody ever wants to get their hands on that thing again, they'll have to go through him first.

CUT TO:

INT OSBORN MANSION NIGHT

Everything turns white as a sheet is flung off an old piece of furniture. Then another sheet, and another, as Harry Osborn uncovers the furniture in his father's dusty old mansion, unoccupied these two long years since Norman's death.

Harry's got a pile of suitcases and packed cardboard boxes beside him, he's moving into the old place. But as the last sheet flies he stops suddenly, hearing something in the distance.

A CACKLE. An evil, familiar laugh.

HARRY
Hello?
(no answer)
Who's there?

VOICE (O.S.)
Who did you expect?

Harry whirls, the voice was coming from behind him. And there's its source -- Norman Osborn, in the mirror this time, the full length mirror through which Norman spoke to himself when he was going insane. Like father, like son.

Harry approaches it slowly. In the mirror, his father walks toward him at the same pace.

HARRY
I've done everything you've said. What now? What do I do now?

OSBORN
You know I can't tell you. You know you're going to have to say the words yourself.

They've reached a point at which they're almost touching, face to face in the mirror. Harry finally looks up at his father.

HARRY
Kill Spider-Man.

CONTINUED:

OSBORN
Very good.

HARRY
Kill Peter.

OSBORN
It's the same thing, isn't it?

HARRY
But I'm not strong enough. Not to face Spider-Man.

OSBORN
Of course not. But you can be.

HARRY
How?

OSBORN
How do you think I was?

HARRY
I don't know.

OSBORN
Of course you do. You just won't let yourself admit it.

HARRY
You were a man, a good man, a strong man!

OSBORN
How do you think I *became* so strong?!

HARRY
I don't know!

OSBORN
Face the *truth*, Harry! You know who I was!

HARRY
No! No no no NO NO NO!

Enraged, he hurls a chair at his father's image. The chair SMASHES into the mirror, its shards crumble to the floor --

-- and reveal a secret room behind the mirror.

INT SECRET ROOM NIGHT

Harry steps into the room, a small, dusty chamber piled high with expensive junk. Statues from all over the world. Paintings. Rolled-up tapestries. A prototype of the goblin glider.

A what? Harry slides it out from under some other things, stares at it in shock.

He keeps searching. There is a trunk near the glider, he opens it up, finds a neatly stacked case of a dozen pumpkin bombs.

Harry keeps searching. He finds a thin metal lab case, pulls it toward him. Flicks its latches and opens the top.

His eyes light up. He reaches into the case, pulls something out and holds it up to the light.

It's a test tube, filled with a phosphorescent green liquid that glows in this shadowy room, reflecting off Harry's increasingly disturbed features.

All around him now, the Goblin's evil CACKLE.

Harry holds the phosphorescent liquid up to his face, everything turns green, all we see is his very large eye peering into the green, and when we pull back from the test tube --

INT OSCORP LABS NIGHT

-- we're in the basement of OsCorp labs, deserted, late at night. The greenish liquid is bubbling and oozing through a complex network of connecting tubes. We follow it along its path, it turns into a green gas by the time it reaches the end.

We follow the gas, through a ventilation tube and into a glass-enclosed chamber, slowly filling with the waves of green gas. (Both the equipment and the glass chamber look older, unused, fallen into disrepair.)

INSIDE THE CHAMBER,

The gas rises into the chamber from vents at its corners. It rises slowly off the floor in a green cloud, up to waist level.

Harry is in the chamber, strapped to a vertical table in the center of the room. His face is hard and lined, his jaw clamped shut, his brows heavy. We've seen that face before. It's his father's face.

The gas rises higher. It's to his chest now. Harry looks down, calmly watches its approach.

CONTINUED:

It's at his neck now.

HARRY
I swear on my father's grave --

The gas oozes over his face.

HARRY (cont'd)
-- Spider-Man will pay.

He opens his mouth and gulps an enormous mouthful of the green gas. The stuff pours out of the vents now, it fills the room entirely, we can't even see Harry anymore, just that brackish green gas, and out of the center of the cloud we hear a sound, loud and clear and bone-chilling.

The hideous CACKLE of the Green Goblin.

CUT TO:

EXT TV STUDIO DAY

A door on the side of a building in midtown reads "PERFORMERS ONLY." It opens and M.J. steps out, smiling, laughing, saying goodbye to friends. She heads off down the sidewalk, then stops, looking straight at us.

M.J.
So. You *are* alive.

Peter stands on the sidewalk, where he was waiting for her.

PETER
I hear the wedding's off.

M.J.
Yeah, Stephanie was a little, you know, irritated. Can't say I blame her.

PETER
I guess Harry's still got a thing for you.

M.J.
Is that what you came to say?

PETER
No. I was just on my way to Gwen's, and --

M.J.
(face falls)
Oh.

CONTINUED:

PETER
-- and I suddenly realized my feet weren't taking me there, they were taking me here instead. I never got a chance to tell you what I wanted to. Well, I've had those chances, but I've never taken them. Now I want to. I want to tell you.

M.J.
I'm standing right here. I've always been here.

PETER
I've stopped the words so many times, they fight to get out but I never let them and it's killing me, M.J., that's what happens when you turn it all back inside, isn't it? M.J., I --

M.J.
Yes?

He grabs her and pulls he to him.

PETER
I love you. I love you, Mary Jane, more than anything in the world.

She looks at him for a long moment. It seems unthinkable --

-- but her face falls. That wasn't what she wanted to hear.

PETER (cont'd)
What's the matter?

She grabs him, pulls him to her and holds him as tightly as she possibly can.

M.J.
I don't want to look at you, because I don't want to see your face when you lie to me.

PETER
I don't know what you want me to say.

M.J.
I want you to tell me the truth, or don't say anything at all. I love you, Peter Parker, and I would do anything to be with you. Anything except live with secrets.

(MORE)

CONTINUED: (2)

M.J. (cont'd)
That's how I grew up, and I will never, ever live that way again.

PETER
Secrets?

He tries again to pull back, but she won't let him. We're looking at their faces over one another's shoulders.

M.J.
Will you tell me?

Peter, in agony, fakes it.

PETER
Tell you what?

M.J.
Stop it, please, this may be our last chance, I just want the truth, I want you to be honest, is it so hard? Is it so terrible to show yourself to someone you love? Please... please tell me the truth, I think I already know but it doesn't mean anything unless it comes from you... we can have it all, Peter, but without the truth we won't have anything at all... tell me. Tell me.
(whispers)
Tell me.

Peter closes his eyes.

PETER
I can't.

M.J. closes her eyes too.

PETER (cont'd)
I love you, M.J.

M.J.
I know.

She disentangles herself from him and walks away down the street, wiping away tears but holding her head upright.

M.J.'s face slowly dissolves to --

INT STACY APARTMENT DAY

-- Gwen Stacy's face, happier, welcoming as she answers the door to her family's apartment and brings Peter inside, giving him a soft kiss and pulling him into a tender embrace.

CONTINUED:

Over her shoulder, Peter closes his eyes in sweet agony, holding her and thinking of another. Peter's face slowly dissolves to --

EXT CENTRAL PARK - GREAT LAWN DAY

-- M.J.'s face, now over the shoulder of Eric, the actor from the soap, as she embraces him.

They're on a blanket on the Great Lawn on a gorgeous, sunny day. M.J. sits back, gives Eric a friendly smile and puts on a pair of dark sunglasses.

As Eric goes back to the book he was reading, we go in tight on M.J. We can't see her eyes, can't tell what she's thinking in those sunglasses --

-- but a single tear escapes from behind them and rolls down her soft cheek. Her face dissolves back into --

INT PETER PARKER'S ROOM DAY

-- Peter's face. But his is different from hers, it's red and straining. Camera rotates a hundred eighty degrees again, puts him upside-down.

Pulling back, we see why -- he's doing a one-hand handstand on the back of a chair, back in his bedroom doing his exercises, back where we came into this movie.

His VOICE OVER returns:

PETER (V.O.)
Somebody said once that eventually we all turn into our parents. Mine were scientists. They created something that had more power than they ever imagined, power they thought they could never control. I know the feeling.

He does a flip off the chair, lands on his feet in front of his dresser and opens a drawer, revealing his Spider-Man costume.

PETER (V.O.) (CONT'D)
I hope I can be as strong as they were.

Facing us, Peter pulls the mask over his face.

PETER (V.O.) (CONT'D)
And as long as I'm alive, I will never stop trying.

The bedroom windows fling open, revealing the spectacular city outside.

CONTINUED:

PETER (V.O..) (CONT'D)
I am the son of Richard and Mary Parker.

Spider-Man steps up onto the window ledge, the black spider on the back of his costume fills our frame.

PETER (V.O.) (CONT'D)
The name they gave me was Peter.

He raises both wrists, fires out a double web strand --

PETER (V.O.) (CONT'D)
The name I give myself...

-- and hurls himself out into the city he calls home.

PETER (V.O.) (CONT'D)
... *is Spider-Man.*

FADE OUT.