THE AMAZING SPIDER-MAN

screenplay by
David Koepp

based on the Marvel Comics character
created by Stan Lee

and on a story
by James Cameron

October 7, 1999

CAUTION!

Think twice before starting this cinematic adventure! We feel it only fair to warn you... Once you have read it... Once you have savored the thrills and surprises which only SPIDER-MAN can provide... You may find it difficult to ever again be satisfied by lesser movies!

A GEOMETRICAL PATTERN

fills the screen. Silver threads in moonlight. Part of a spider's intricate web. The web moves slightly and we see behind it, the glint of an eye. Pulling back, we see two eyes, blinking in the darkness behind a mesh of fishnet material.

SPIDER-MAN (V.O.)
Look, I'm gonna warn you right up front. The story of my life is not for the faint of heart.

Further back, we see a head and shoulders, then finally a muscular silhouetted figure, sitting cross-legged. He wears a skin-tight body suit over his lithe form, blood red and midnight blue covering every inch of him. Behind the figure is some kind of steel structure.

SPIDER-MAN (V.O.)
If somebody told you this was a happy little tale, if somebody said I was just your average, ordinary guy, not a care in the world...

City lights come into view, and now skyscrapers -- but wait, they're *above* us, hanging upside-down from the sky. The camera rotates 180 degrees, putting the city where it belongs, down on the ground below.

SPIDER-MAN (V.O.)
... *somebody lied.*

The cross-legged figure is just *hanging* there, upside-down, suspended by a thread-like strand that's attached to the arm of a radio mast high atop what must be the tallest building in Manhattan. As if we didn't know, this is SPIDER-MAN.

SPIDER-MAN (V.O.)
Peaceful up here, isn't it? Never too crowded, that's what I like. But it's murder getting a pizza delivered.

We're 1400 feet above the street, on the radio mast of the north tower of the World Trade Center. A quarter of a mile below us, the traffic moves through the streets and avenues of Manhattan, white and red lights streaming through the city's arteries.

CONTINUED:

SPIDER-MAN (V.O.)
The city looks so civilized from the sky, like there's some kind of logic to it all. But you get down there on the street and nothing makes sense.

EXT CITY STREET NIGHT

On the New York street, cars HONK, cops YELL, a couple million PEOPLE hurry about their lives. At a corner newsstand, a truck drops off a stack of *NOW* magazines (sort of a weekly *Life*, great pictures, brief articles). The NEWS VENDOR slices the twine, starts piling them on his display shelf.

The cover of the magazine is a shot of Spider-Man, swinging right at us from a strand of some kind. The headline reads "The Spider-Man: Hero or Vigilante?"

An arm, encased in a tight red glove with black web lines crisscrossing it, drops down from the roof of the newsstand. The Vendor whirls as the arm slaps two bucks on the counter and grabs a magazine. The Vendor rushes into the street and stares up into the sky. He sees just a black speck, disappearing into the night air.

VENDOR
Woah...

EXT TOP OF WORLD TRADE CENTER NIGHT

Spider-Man hangs from his perch again, flipping through the magazine.

SPIDER-MAN (V.O.)
How can I expect them to understand what I do? I don't even understand it. You think it pays well? You think it pays *anything?* Vacation time, health insurance? Fuhgeddaboudit! I'm misunderstood! Unappreciated!
(looks at the magazine)
I wish they'd at least get my name right. It's not *The* Spider-Man, it's just Spider-Man.

He rips the magazine easily in half -- then in quarters, then in eighths -- and releases the shreds in the air. They flutter down over the city like confetti.

CONTINUED:

SPIDER-MAN (V.O.)
Imagine the looks on their faces if they found out Spider-Man wasn't even a man at all. Just a kid, last year when it started, a kid named --

CUT TO:

INT PARKER HOUSE - LIVING ROOM DAY

AUNT MAY
PETER!

MAY PARKER, a kind-looking woman in her sixties, calls up from the base of the stairs in a modest two-story home.

AUNT MAY (cont'd)
Peter Parker, you are definitely going to be late!
(no answer)
What are you *doing* up there?!

INT BATHROOM DAY

PETER PARKER, a bookish seventeen year old, is in front of a mirror, applying zit cream to the latest outrage that has erupted on his face. He's shirtless; his body type is definitely in the ninety-eight pound weakling category.

He pulls on a shirt, puts on his glasses and studies his look in the mirror. One hundred percent nerd. Whaddya gonna do.

INT KITCHEN DAY

Aunt May is at the breakfast table with UNCLE BEN, who's always wincing in anticipation of some fresh bad news. Both of them seem way too old to be Peter's parents. They're reading different sections of a newspaper (the Daily *Bugle*).

UNCLE BEN
Somebody break up the Mets, they won two in a row.

Peter races into the kitchen, late and getting later.

PETER
Carbohydrates.

AUNT MAY
Toaster.

CONTINUED:

He whips open the toaster door and pulls out a waffle. It's hot, he bounces it back and forth from hand to hand.

AUNT MAY (cont'd)
(reading from the want ads)
Communication equipment, pets, vacation homes...

UNCLE BEN
Can't afford any of that.

Peter plops his waffle down onto Uncle Ben's empty plate, which still has a puddle of syrup on it. He soaks one side of the waffle in the syrup, flips it, soaks the other, then eats half of it in a single bite. Uncle Ben gives him a look.

AUNT MAY
Oh, why don't they have science instruments or science equipment or something like that? This must not be a very good newspaper.

UNCLE BEN
What are you looking for?

AUNT MAY
A microscope for Peter.

PETER
We can't afford that.

UNCLE BEN
We can't afford that.

AUNT MAY
A person can *look*, can't they?

PETER
Try eBay, eBuy, or eBid.

She just looks at him, then at Uncle Ben.

AUNT MAY
I don't understand what he's saying half the time any more.

UNCLE BEN
He said we can't afford it.

She hits him with the newspaper. Peter, now at the sink, runs water into his hands to wipe the rest of the syrup off his face. He hears LOUD MUSIC playing from the house next door (and they're close together in this neighborhood). He looks up, out the window.

NEXT DOOR,

a second floor window is open a crack and there are puffs of smoke coming from inside, as if the room's on fire. A young woman bops around in the window, dancing wildly.

IN THE KITCHEN,

Peter sighs, lovestruck. Whoever she is, she owns his heart.

CUT TO:

INT MARY JANE'S BEDROOM DAY

In this teenage girl's bedroom, both music and teenager are hot and loud. MARY JANE WATSON (M.J.), seventeen, raven-haired, dances around the room as she puts on jewelry, slashes on makeup, undoes an extra button on her blouse -- she is painfully sexy. She knows the song by heart, mouths the words as it blares from her speakers.

There is a continuous POUNDING on her bedroom door and a man's angry VOICE.

MR. WATSON (O.S.)
Mary Jane! M.J., would you just open the door? I'm sorry, okay?!

M.J. turns the music up even louder in response. She picks up a Kool 100 that burns in an ashtray next to a fan that is pointed out the open window, the source of the smoke Peter saw. She takes a deep drag and blows it out the window. More or less.

INT HALLWAY DAY

In the hallway, the music abruptly cuts off, the bedroom door is yanked open, and M.J. blasts past her FATHER, a tall, gaunt man of forty or so who looks rather ill.

MR. WATSON
Would you just WAIT?! I was drinking, I didn't mean half the things I said! Come on, your mother isn't even mad at me any more, what right do YOU have?!

INT DOWNSTAIRS DAY

M.J. flies down the steps, scoops up her backpack, and heads out the door, leaving it hanging open behind her.

CONTINUED:

MR. WATSON
That's it, do what you always do, turn your back, run away, *you're real good at walking out, aren't you?!*

EXT RESIDENTIAL STREET - FOREST HILLS DAY

This Queens neighborhood is lower-middle class. M.J. walks as fast as she can away from her house, her face grim and determined, and steps across a set of railroad tracks. On the other side of the tracks the houses are larger, the lots bigger.

A horn HONKS and she looks up. An expensive car pulls out of the driveway of one of the expensive houses, THREE MALE STUDENTS inside. Music pounds from a great stereo.

GUY 1
Hey Baby, wanna take a ride?

M.J.'s face molds, the anger disappears behind a mask of cheerful seduction.

M.J.
Depends. Where you goin'?

GUY 2
Where ya wanna go?

M.J.
Away.

The rear door of the car falls open and she climbs in.

Across the street, Peter watches, forlorn, as she joins the wealthy, good-looking boys he can't possibly compete with. A yellow school bus pulls up in front of him and its doors CREAK open. Peter jams himself into the crowded bus and it ROARS off.

CUT TO:

EXT MIDTOWN HIGH SCHOOL DAY

Here is that most common modern setting for torture and cruelty, the American high school. STUDENTS pour in a few minutes before the morning bell.

Peter heads in one of the main doors. As he crosses the doorway's threshold, he trips, sprawls forward --

INT SCHOOL DAY

-- and lands on his face in the entryway of the school to the cruel LAUGHTER of his classmates. Peter twists around, looks back at his foot. It's snarled in tough fishing line somebody laid across the doorway.

Peter looks up, following the line to where it is held by FLASH THOMPSON, good-looking, rich, seventeen but with the athletic body of a twenty-eight year old. He sits with a couple letter-jacketed CRONIES, holding the line in one hand.

FLASH
Parker, man, you are so ill! You don't have front door privileges. We distinctly said you have to come in the *back.*

Peter leaps to his feet, outraged and humiliated.

PETER
Flash, don't you *ever* pull a stunt like that again, or, or --

FLASH
(gets to his feet, towers over Peter)
Or what, Parker?

Peter thinks hard and fast, comes up with:

PETER
Or my father will fire your father.

He turns and walks away. Not a bad threat, it stops Flash in his tracks and leaves him thinking it over. He turns to a Crony.

FLASH
Can he do that?

CUT TO:

INT MIDTOWN HIGH - CORRIDOR DAY

Peter walks down the crowded corridor, MUMBLING to himself, the same thing over and over, rehearsing. He looks up at the locker numbers, searching for a particular one. The locker right in front of him SLAMS, abruptly putting him about six inches away from M.J.'s face.

CONTINUED:

PETER
Oh! M.J. There you are. Suddenly. Uh, hi.

M.J.
Hi...
(can't come up with it)
there.

Realizing he's standing too close, Peter takes a step back.

PETER
Say... there, M.J... there's a, uh, public exhibition. Today. In the city. At the, um, Human Genome Institute, which is a fairly interesting place, actually, situated as it is on 89th between Fifth and Madison, and I'm going to take some pictures for the school paper and I was wondering -- gee, that's a kind of ridiculous way to say that, isn't it, "situated as it is," I mean, who talks like that? Not *me*. I don't talk like that. Other than just then, obviously just then I did. But that was an aberration. Annnnnyway...

She squints at him. Have we met?

PETER (cont'd)
Next door.

M.J.
Huh?

PETER
I live right next door to you.
(no response)
And I'm in your biology class?
(still nothing)
I'm Peter.

M.J.
(I've never seen you before in my life)
Oh, yeah.

PETER
Anyway, what I thought was, given your interest in biology, you might-

CONTINUED: (2)

M.J.
It's a requirement.

Mercifully, the bell RINGS -- two quick bursts, the warning bell.

M.J. (cont'd)
Gotta go. See you there!

PETER
You mean at class or the --

She turns and takes off down the corridor. He finishes the sentence to himself.

PETER (cont'd)
-- public exhibition.

Peter turns around. Flash and his Cronies stand right behind him.

FLASH
Nice try, loser. You don't even *have* a father.

PETER
Oh, really? As a matter of fact, my father was a deep cover agent for the CIA who was killed in a coup in Paraguay in 1984, entonces por que no te vas a la mierda, boludo!

That was fast, and with a good accent. Peter turns and walks away.

FLASH
What'd you say? You can't talk to me like that! What'd he say?
(catches up to him)
All right, that's it, I don't know what you said but I know I don't like it.

PETER
Lo siento mucho, Gringo.

That strikes Flash's cronies as funny, and they start laughing. Flash laughs too. Hey, is it possible this guy has a sense of humor? He puts an arm around Peter, lowers his voice.

CONTINUED: (3)

FLASH
Hear that, Puny Parker? They're having a good time. Laughing. At *me.*

Peter tries to pull away, but Flash tightens his beefy arm, which is now locked around Peter's neck. He lowers his voice even further, this is just between them. He keeps a smile on his face.

FLASH (cont'd)
I'm smiling too, see? Because if I don't, I look like I got no sense of humor. But you know what *really* cracks me up? Thinking about that wet celery crunching sound your nose is gonna make when I break it. But don't worry, I won't do it today. I want you to have plenty of time to lie awake tonight and think about it.

The bell RINGS again, one long burst this time. Flash releases Peter and walks away, down the emptying corridor. He calls back, over his shoulder, still smiling.

FLASH (cont'd)
See you tomorrow! Amigo.

Peter sighs and looks up at the clock. Barely 7:30 and already shaping up to be another wonderful day. He trudges down the now-empty corridor and into the last door on the left. It closes behind him with a soft CLICK.

DISSOLVE TO:

EXT MANHATTAN DUSK

The sun sets over the City. We're directly above an impressive old building on the Upper East Side, the Human Genome Institute. From up here, Peter looks like a tiny insect scurrying up the Institute's marble steps.

INT HUMAN GENOME INSTITUTE DAY

Peter is one of a dozen SCIENCE TYPES on a tour of the HGI laboratories. He is by far the youngest, the rest look like teachers and working medical professionals. A TOUR GUIDE leads them through a cavernous lab space. RESEARCHERS and TECHNICIANS work at benches and computers surrounding a large electron microscope that is the centerpiece of the rotunda floor. Large video screens around the room display giant images of the microscope's area of scrutiny.

CONTINUED:

TOUR GUIDE
-- ushering in a new era in biology in which the entire genetic blueprints of living organisms will become available. We're proud to be a part of the government-sponsored Human Genome Project, which hopes to have completely mapped the human genetic code by the end of the year 2003. This blueprint will give mankind its strongest weapon yet in the battle against disease and deformity.

Peter catches the eye of the Tour Guide and gestures to his camera -- okay to take a few pictures? The Tour Guide nods and keeps talking as Peter clicks away.

UP ABOVE THEM,

in the high arch of the rotunda, a spider has spun a magnificent web that glistens in the light. The spider sits at the center of it. Waiting. Feeling for the vibrations of an unlucky visitor.

TOUR GUIDE (O.S.)
Our molecular research here employs the full range of modern tools, including X-ray crystallography, nuclear magnetic resonance spectroscopy, electron microscopy, mass spectrometry, computer simulation and chemical synthesis...

DOWN BELOW,

Peter, fascinated, has wandered off away from the group, toward a set of sealed glass doors that lead to another laboratory. The Tour Guide leads the group over.

TOUR GUIDE
This is the Recombination Lab, where some of our most sophisticated experimentation is taking place.

They squint through the glass, at the RESEARCHERS on the other side.

CONTINUED:

TOUR GUIDE (cont'd)
The Researchers in this area are using synthesized transfer-RNA to recode the genome of a common fruit fly, in this case actually transferring genetic information from one species of fruit fly to another.

PETER
Why?

TOUR GUIDE
Glad you asked. Certain species of fruit fly, for example, possess biological defenses that others do not. In this case, *D. Melanogaster* lacks the genome for night glowing, a useful defense mechanism, that is common to *C. Elegans.* Our researchers have therefore isolated the "night glow" genome in *C. Elegans* and transferred it to the ten flies you see in the tank in front of you. It's called genetic transmutation and it's a promising new area of study because-

Peter's mind leaps ahead, he can't help but blurt out:

PETER
Some animals are immune to cancer!

TOUR GUIDE
That's right. Just imagine if one day we could isolate an animal's genetic immunity to cancer and *transfer* that DNA code to a human being. Obviously, we're nowhere near ready to start combining people with animals, nor do we know that we ever should. For the moment, we're concentrating on these ten flies, which are now in the midst of interspecies genetic transmutation. Actually taking on each others' characteristics. Are there any questions?

PETER
Nine.

TOUR GUIDE
I beg your pardon?

CONTINUED: (2)

PETER
I only count nine flies.

TOUR GUIDE
No, there's ten. Aren't there?

As he and the others turn their attention to the tank and start counting the flies, we drift up to the ceiling.

UP IN THE ROTUNDA ARCH,

there is an air vent that leads out of the sealed lab area and feeds into the rotunda. The vent has a space between its bars just big enough for a fly to escape through.

And right next to the air vent is the spider's web. The spider is on the move, crawling across its web toward something that has been caught at the edge.

The tenth fly.

The spider fingers its way steadily across its web. It surrounds the struggling fly, engulfs... and devours it.

DOWN BELOW,

the tour group has given up on the mystery of the missing fly and is following the Tour Guide, who's heading off to the next part of the lab.

TOUR GUIDE
I'd like to introduce you to Dr. Fischbach now, who will lead a discussion of the ethical, legal, and social implications of...

Peter remains behind, alone, taking pictures of the fly experiment through the glass.

Above him, a thin vertical strand of spiderweb glistens in the light. At the end of it, the spider dangles, dropping from its web, gliding down toward the floor below.

Unaware, Peter keeps snapping pictures.

The spider continues to drop, straight down toward Peter's right hand, which he's using to click the shutter and wind the film advance.

Peter clicks off another shot. The spider draws closer, headed for the spot between Peter's thumb and forefinger. Its hairy legs come in for a soft landing on Peter's pink flesh and --

CONTINUED:

PETER
Ow!

He shakes his hand, hard, to flip the spider off of him. The spider flies off and lands on the floor.

Peter raises his hand and looks at it. There are two tiny red marks where the spider sank its fangs into his skin. Peter looks down, at the spider on the floor.

PETER (cont'd)
Jerk.

He steps on it, to settle the score, then walks away to rejoin the group.

On the huge electron microscope display screens behind where Peter stood, gigantic, swirling strands of DNA molecules combine, detach, and recombine.

CUT TO:

EXT HUMAN GENOME INSTITUTE NIGHT

Night has fallen, and the city has a different character, more ominous, sirens WAILING nearby. Peter comes out of the HGI building and walks down the steps. He stumbles and puts a hand to his head, dizzy. Feeling strange.

INT SUBWAY NIGHT

The strobing lights of subway stops flash past Peter as he rides home on the train. He's covered in sweat and pale as a ghost. He notices a VERY PREGNANT WOMAN standing next to him. Sickness notwithstanding, he gets up to give her his seat.

She smiles her thanks and sits down. Peter grabs hold of a pole, his balance shot. He notices his hand has turned red and blotchy where the spider bit him. He touches his wrists gently -- they seem to cause him great pain.

What the hell?

CUT TO:

INT PARKER HOUSE - LIVING ROOM NIGHT

On TV, the World Wrestling Federation's finest go at it. Uncle Ben watches from a Barcalounger.

The front door opens and Peter staggers in.

CONTINUED:

UNCLE BEN
Hey, Pete. Take a look at the act this joker cooked up. Calls himself Metal-Man.

PETER
... don't feel well...

UNCLE BEN
What?

Aunt May appears in the doorway from the kitchen.

AUNT MAY
I saved a nice plate for you in the oven, we had pot roast with-

PETER
(heading upstairs)
... not hungry...

AUNT MAY
Where are you going?

PETER
... gotta sleep... everything's fine...

His bedroom door SLAMS.

AUNT MAY
Is he all right? Does he have the flu?

UNCLE BEN
(waves it off)
He's seventeen.

AUNT MAY
He's depressed.

UNCLE BEN
He's seventeen.

She heads for the stairs, but Uncle Ben takes her arm and stops her gently.

UNCLE BEN (cont'd)
Don't hover. He'll let us know if he needs help.

INT PETER'S BEDROOM NIGHT

Peter drops to his knees in his bedroom and clutches his abdomen in pain.

PETER
(gasping)
Help...

He falls to the floor, writhing in agony. He looks at the hand the spider bit, which is now completely red and swollen. He touches his wrists again, but yanks his fingers away. They are intensely sensitive.

Now drenched in sweat, he starts to shake uncontrollably with chills. He manages to paw one hand up to the bed, rip the blankets and sheets off it, and drag them down over him. He huddles under them, trembling violently, face pale, eyes black and sunken, teeth chattering.

Suddenly, his eyes roll up into the back of his head and he passes out. Under the lids, his eyes flicker rapidly.

IN PETER'S DREAM STATE,

geometrical shapes tumble toward us, rectangles, hexagons, octagons, dodecagons, all merging, blending, making sense, like a way cool 3-D Spider Screen Saver.

The geometric shapes suddenly align themselves and flatten out, we realize we're at the center of a spider's web, first person point of view. We glide slowly over the web, toward an insect caught at the edge of it. We grow closer and closer to the struggling insect, we recognize it as a fruit fly, its abdomen night glowing like crazy.

A pair of fangs comes into our field of vision, *our* fangs, they sink deep into the thorax of the helpless fly, glowing green goo oozes out around the puncture and --

CUT TO:

INT PETER'S BEDROOM DAY

-- Peter wakes up to morning sunlight streaming through his window. He hasn't moved from the position he collapsed into on the floor. He blinks a few times. Seems to feel better. Carefully, he stretches his legs, takes a few deep breaths.

Definitely feels better. Relieved, he throws aside the blanket and sheets --

CONTINUED:

-- and GASPS. A sticky white mass is all over him and the sheets, some kind of silky substance. Grossed out, Peter struggles to peel the sheets off and free himself from the gluey strands. As he raises his arms, he notices that the stuff's tendrils lead up to the undersides of his wrists.

He examines his wrists. They're oozing a pearly white fluid from almost invisible slits about a quarter of an inch long. He pushes on the skin next to one of the slits. A dark shape, the size and color of a rose thorn, emerges from beneath the skin and shoots a jet of liquid silk into his face.

Peter SCREAMS at the top of his lungs and paws the stuff out of his face. He holds the other wrist, away from his body this time, and tries again. The same thing happens, but this time the silk shoots up to the ceiling -- and *sticks* there.

There is a KNOCK on the door.

AUNT MAY (O.S.)
Peter? Are you alright?

PETER
Fine! I'm fine. I'm just having... *had* a bad dream. That's all.

AUNT MAY (O.S.)
You must be starving, you ran right past your dinner last night, so I made an enormous breakfast. How's your flu? Any better this morning?

He struggles to his feet, trailing strands of webbing all over the floor.

AUNT MAY (O.S.)
Peter? Any change?

PETER
Change! Yes! Yes... big change!

INT BATHROOM DAY

Peter comes into the bathroom and turns on the shower. He strips off his tee-shirt and does a double-take in the mirror.

His chest, so underdeveloped just yesterday, is now that of a Greek god. Nothing overdone, not a body builder's chest, just a *perfect* one. He checks out his arms, his calves, his thighs. Incredible. Puny Parker no more!

CONTINUED:

He checks himself out in the mirror. Notices something else that's different.

PETER
Hey.

He picks up his glasses from the counter top and puts them on. He squints, everything's fuzzy now. He takes them off and it's 20/20. He tries once more -- on, off. He can *see.*

IN A CORNER,

Peter's glasses land in the trash can.

CUT TO:

INT KITCHEN DAY

Uncle Ben and Aunt May are at the kitchen table, where Aunt May reads a magazine article headlined "The 7 Warning Signs of Teenage Depression."

Like rolling thunder, they hear Peter's footsteps on the stairs as he races down. He leaps past the last four steps, bursts into the kitchen, and goes right to the refrigerator.

AUNT MAY
Good morning, dear! You know, the best thing in the world you can do for a flu is-

She stops, as he has ripped open a milk container and is guzzling it as fast as he possibly can. He finishes, gasps for air, and wipes off his chin.

PETER
Protein.

UNCLE BEN
How's that?

Peter comes to the table and looks at the plate his Aunt has set out for him. Waffles, scrambled eggs, and fruit. He scoops up the eggs with his fingers and eats them in two huge bites.

AUNT MAY
Oh, *Peter.*

PETER
Definitely need protein.

CONTINUED:

He goes back to the refrigerator, rips open some Tupperware, and grabs a large hunk of leftover roast.

PETER (cont'd)
Very late, gotta go, I'll eat on the road. God, I feel good! I didn't know it was even possible to feel this good!

He shoves a jar of peanut butter in his backpack for later and takes a large bite of meat.

UNCLE BEN
Is everything -- okay, Pete?

PETER
Never better.

He CRACKS his Uncle on the back, much harder than he intended, and sweeps out the door. Aunt May looks down at the article she's reading, then turns it around and shows it to Ben, who is just recovering from the blow to the back.

AUNT MAY
Manic-depressive?

CUT TO:

EXT STREET DAY

Peter stands at his bus stop, eating ravenously. He sees M.J., walking down the other side of the street.

PETER
Talk to her, talk to her, talk to her, talk to her...

Feeling emboldened today, he raises a hand and waves.

PETER (cont'd)
Hi!

She smiles, waves back. She stops and says something, but a car driving between them makes it impossible to hear. He cups a hand to his ear, can't hear you. She says it louder, still can't hear her. Curious, Peter steps off the curb --

-- and into the path of a speeding delivery truck. The horn WAILS, M.J.

CONTINUED:

SCREAMS, Peter looks up, the truck's grill is right on top of him and bearing down fast, there's no way he will avoid being hit, unless of course he jumps.

So he jumps. Twenty feet, straight up into the air. He lands on a building, but on the *side* of the building, and clings to it by his hands and feet, held there as if by suction cups.

PETER
HAH?!

DOWN ON THE STREET,

M.J. stares in horror as the truck clears her line of vision. But Peter has vanished. She looks down the street, as the truck slows and turns a corner. No body stuck to the grill. And no thud, either. That's weird.

Another HORN jars her from her reverie. It's the Three Guys again, come to give her a ride to school. She climbs in the back of the car and it pulls away, leaving her still staring out the back window, puzzled.

ON THE SIDE OF THE BUILDING,

Peter clings, terrified, looking down at the ground far below. He pulls one hand off the side of the building gingerly, to reach up, for the roof. But he loses his traction and drops, plummeting straight toward the ground.

Where he lands with catlike grace.

PETER
Damn!

He looks around him. Nobody's watching, so he tries it again, bending his knees this time. He soars, straight up into the air --

EXT BUILDING ROOF DAY

-- and lands on the roof of the three story building. He laughs, giddy, thrilled beyond belief. He walks to the edge of the building and looks down, then across at the even taller building across the alley.

He looks at his wrists again. He raises his right arm and extends it toward the building, tries to get the goop to spray out. But it doesn't come. He makes a fist. Nothing. He closes his thumb and little finger together. Nothing. He rotates his hand so the palm faces up, extends all five fingers, and brings his ring and middle fingers toward his palm, together.

CONTINUED:

THWIP!

A single strand of webbing shoots out from his wrist, straight up. Peter frowns, tries again. This time it goes off in an arch to the left.

PETER
Hard to aim...

One more try. This time the webbing flies across the alley and sticks to the side of the other building.

Peter tugs on it. It's *tough.* He pulls harder. Can't break it. He wraps both hands around it and yanks as hard as he can. He doesn't break the webbing, what he does is pull himself right off the roof of the building.

Peter SCREAMS as he sails through the air, but he keeps his grip on the web, and the result is that he swings across the alley and lands neatly on the wall of the building opposite, clinging there with his hands and feet.

He turns, almost instinctively, crawls head first down the side of the building, and lands on his feet in the alley.

He turns and looks around. Nobody saw him. He throws his head back, his arms out to either side, and CRIES OUT to the heavens at the top of his lungs.

PETER
YEEEEESSSSSSS!!!

CUT TO:

INT MIDTOWN HIGH - CORRIDOR DAY

CLOSE ON Peter's shirtsleeves, which he has pulled down as far as he can to cover his wrists. In fact, he's clutching them with his fingers to *keep* them down, not taking any chances as he walks down the crowded corridor at the start of another school day.

He reaches his locker and starts dialing the combination. Suddenly his brow furrows, he feels something strange. He puts a hand on the back of his neck, rubs the hairs there.

PETER
Weird feeling...

Reflexively, he whips around in a defense posture, in time to see a FIST that's headed straight toward him.

CONTINUED:

Lightning-quick, he darts to the side, a split-second ahead of Flash Thompson's thrown punch, which BANGS into the locker where Peter was standing.

FLASH
I'm surprised you had the balls to show up.

Two of Flash's cronies hurriedly close the classroom doors on either side of the hallway, to block the view of the teachers within.

PETER
I don't want to fight you, Flash.

FLASH
I wouldn't want to fight me either.

A crowd quickly forms around them. Flash takes two more swings, but again Peter ducks them -- and *fast*. Flash looks puzzled.

Peter grins. This is fun. Suddenly he darts his hand to the back of his neck again, that same weird feeling. He knows how to interpret the danger instinct this time and he whirls around to see one of Flash's Cronies sneaking up to grab him from behind.

Peter ducks, the Crony's arms wrap around the air, and when Peter stands again, he flips the guy neatly off his back.

Enraged, Flash ROARS and lunges at Peter. Peter ducks one, two, three, four punches, never even having to move his feet, just darting his torso around so fast he creates a motion blur.

Realizing he has the advantage on this guy, Peter clenches both his hands into fists to go on the offensive.

Off to the side, one of the classroom doors opens.

Peter pulls back to throw a punch, just as a TEACHER steps out of the open door.

TEACHER
What the hell is going on out here?!

Flash turns at the voice, but it's too late for Peter to pull the punch. It lands solidly on Flash's jaw and sends him sailing back against the lockers, hard. He slumps to the floor, unconscious.

CONTINUED: (2)

TEACHER (cont'd)
PARKER!

CRONY 1
You chicken-shit! He wasn't even looking!

CRONY 2
Flash was just standing there and Parker sucker-punched him!

The Teacher goes over to Peter and hauls him to his feet.

TEACHER
You're coming with me.

Crony 1 lunges at Peter, more Teachers stream in to hold them back, and it all dissolves into chaos. As he's led away, Peter can hardly control himself. He's not angry. He's laughing.

CUT TO:

EXT WATSON HOUSE NIGHT

Seen from outside, a man and a woman argue in the window of the Watson house. Mr. Watson, M.J.'s father, is ranting at her MOTHER, an anxious, prematurely aging woman in her late thirties. As he SHOUTS, a child starts CRYING inside, which only seems to inflame him more. Watson's speech slurs, he's unsteady on his feet, and he's much, much too loud. M.J.'s mother comes to the window and hurriedly draws the shade. But the silhouettes are still visible through it, a tableau of domestic agony.

Mary Jane BANGS through the screen door, carrying a THREE YEAR OLD BOY, and drops onto the front steps, trying to ignore the chaos inside that house. The little boy buries his head in her shoulder, sucks his thumb. M.J. tries to comfort him.

She glances to the side, at Peter Parker's house. She sees Peter, also out on his porch, with his Uncle Ben. In contrast to her own situation, Peter and his uncle seem to be having a quiet, thoughtful conversation. M.J. watches them, envious. To have someone older, wiser, someone who truly cares...

ON THE PORCH OF THE PARKER HOUSE,

Peter listens to his uncle.

CONTINUED:

UNCLE BEN
I won't ask what the fight was about, that's your business. You're changing, and that's normal. But remember, this is the age when a man becomes the man he's going to be for the rest of his life. So just... be careful what you change into. Okay, pal?

PETER
I'm trying, Uncle Ben, I am. I feel all this, this --
(choosing words carefully)
-- power, but I don't know what to do with it, how to control it, even, or what I'm *supposed* to do with it.

UNCLE BEN
Important answers usually come in the shower. You'll figure it out. You're one smart cookie, Pete, you've been given great gifts, you've heard it since you were six years old. Your teachers tell me they've never seen a science whiz like you at this age. Knowledge is power. But with great power comes great responsibility. "Of those to whom much is given, much is required." Much more than hallway fist fights.

Peter nods, thinking, amazed at how insightful his uncle's words are -- if only he knew everything.

PETER
Uncle Ben, I think you're about the best father a guy could ever have.

UNCLE BEN
I'll settle for second best.

PETER
Even though you've never told me the *real* story of what happened to my parents.

UNCLE BEN
Here we go...

PETER
They worked for the government, didn't they?

CONTINUED: (2)

UNCLE BEN
(laughs)
The closest your Mom and Dad ever got to the government was when they filled out their tax return.

PETER
Then what's in the safety deposit box I can't open until I'm twenty-one?

UNCLE BEN
I guess we'll find that out when you're twenty-one.

PETER
I think you already know.

UNCLE BEN
It was a plane crash, son. Nothing more and nothing less. I understand how you feel. You want to know "Why?" Everybody does. Senseless tragedy, people want it to make sense, they need it to make sense, so they convince themselves it's all part of a conspiracy, or the work of international spies, or it was foretold by Nostradamus. But the truth is sometimes there *is* no meaning in tragedy, other than the real pain human beings feel when the people they love suffer and die. Believe me, there's not a thing in the world that means more than that.

PETER
If you and Aunt May sign the forms, they'd let me open the box now. Maybe it's something valuable. I could sell it and help pay some of the bills around here since you're laid off.

UNCLE BEN
(gets up)
Paying bills is my job, not yours.

PETER
I want to help. After all you guys have done for me, I can't stand to see you worry about money.

CONTINUED: (3)

UNCLE BEN
Ah, worrying about money, now that is definitely the *bank's* job.

He grabs Peter by the back of the neck and kisses him on the forehead.

UNCLE BEN (cont'd)
I love you, Kiddo.

He goes inside. Peter turns and looks through the window as Uncle Ben settles back into his Barcalounger. He says something positive to Aunt May, who's on the sofa. She casts a hopeful look out at Peter as Uncle Ben picks up the remote and turns the TV back on.

Hey, guess what's on -- wrestling. From here, Peter can see the screen.

ON THE TELEVISION,

an ANNOUNCER stands before an outlandishly costumed WRESTLER.

ANNOUNCER
-- hereby offer three thousand dollars, in cash, to anyone, ANYONE out there who can stay in the ring for three minutes with Metal-Man! That's THREE THOUSAND DOLLARS, one thousand per minute in the ring, payable ONLY if you survive the full one hundred and eighty seconds! If you are within the sound of my voice... if you are MADman enough to make this fruitless and suicidal attempt... if you are hellbent on personal self-destruction... THEN COME FORWARD AND CLAIM YOUR MONEY!

EXT PORCH NIGHT

A smile spreads across Peter's face as an idea takes shape. He jumps to his feet, HOOTS in excitement, and leaps -- onto the side of his house.

INT LIVING ROOM NIGHT

Uncle Ben and Aunt May turn at the sound of the whoop, but can't see anyone out the window.

AUNT MAY
Excitable boy.

EXT PORCH NIGHT

Oops, forgot his own strength. Realizing he's just clinging there where anyone can see him, Peter crawls, straight up.

EXT WATSON HOUSE NIGHT

Next door, M.J. is slumped over, head in her lap. Next to her, the Three Year Old watches, still sucking his thumb, as Peter crawls up the side of his house, over the top of his window, then reaches over, upside-down, pulls the window open, and crawls down through it, across the ceiling of his room. He drops onto the floor and pulls the shade.

The Three Year Old pulls his thumb from his mouth.

THREE YEAR OLD
The man crawls up his house.

The thumb goes back in. M.J. raises her head. She sees nothing unusual.

M.J.
What did you say?

THREE YEAR OLD
(thumb comes out)
Like a spider.

The thumb goes back in. M.J. drops her head in her lap again. If only she'd been looking...

CUT TO:

INT PETER'S BEDROOM NIGHT

Peter has a sketch pad in front of him and is drawing rapidly, the outline of a human figure and various costume possibilities. He draws a pair of wings on the figure.

PETER
A spider with wings?

He scribbles them out. He tries antennae, hates those too, crumples up the page and starts over.

He sketches some web-type lines over the face and arms -- hey, that looks cool. He draws the eyes. Large, wicked jack o'lantern ovals, with upturned edges. Ooohh...

ON HIS BED,

CONTINUED:

two Danskins spill out of a plastic bag, one midnight blue and the other a deep red. Colors look good together.

A RAZOR KNIFE

cuts through the blue, then the red, then through a nearly-opaque white mesh he's using for the eyes.

With a black marker, he draws a big black spider outline in the middle of the red fabric.

EXT JUNKYARD DAY

Peter stands in an abandoned junkyard, experimenting with the spinnerets that have grown in his wrists. He's set up a row of targets of varying sizes about fifty feet away.

He tries to hit an old television set. Misses wildly. Tries something larger -- a '68 Plymouth Duster. Closer, but c'mon. Peter is frustrated.

Jumping back a ways, we get a look at the whole junkyard. Web strands cover everything, everywhere. He's going to have to figure this out.

INT PETER'S BEDROOM NIGHT

Sparks fly. Peter has dismantled several Zippo lighters, watches, and assorted old jewelry and is silver-soldering them back together in a new way. He picks one up, blows on the solder, and puts it around his wrist.

It's hinged in the middle, right underneath a small, delicately mounted nozzle that swivels in all directions. Peter closes the wrist-bracelet around his wrist, right over his biological spinnerets.

He raises his bracelet-encased wrist and points it at a large map of the world on the far wall. He bends his two middle fingers back, toward his palm.

THWIP! The webbing flies across the room in a narrow stream and SPLATS a direct hit on New York City.

PETER
Now we're talking.

A HAND

writes quickly on a blank piece of paper with a thick black marker, trying out names:

THE INCREDIBLE HUMAN SPIDER

CONTINUED:

Peter shakes his head and crumples it up.

THE BIZARRE MAN/SPIDER

Nah. Crumple.

THE AMAZING MAN/SPIDER

Getting close. Another fresh sheet:

THE SPIDER MAN

Still not quite. Peter crosses out "The."

SPIDER MAN

Yeah, that's catchy. In a last minute burst of inspiration, Peter adds a hyphen and an exclamation point.

SPIDER-MAN!

DISSOLVE TO:

EXT ARIZONA DESERT DUSK

Those big, bold words dissolve away in a huge cloud of dust that billows in front of us. Moving down, we see the source of all the dust -- three police cars, lights blazing, sirens WAILING, racing down a dirt road through the middle of the Arizona desert, chasing a rusty old Camaro that's tearing away at breakneck speed.

MEANWHILE, TWO THOUSAND MILES AWAY...

Heavy weather is moving in, one of those great big Southwestern thunderstorms. Giant thunderclouds lower over the desert floor, about to open up.

INT CAMARO DUSK

In the Camaro, MAX DILLON is hunched down low in the front seat, trying to stay out of the gunfire that the police cars are sending at them while he loads up a couple handguns. Given nearly forty years on earth, Dillon has managed to amount to just about exactly nothing; he's a heavy-lidded, slow-witted petty crook.

BOBBY DUNCAN is driving, hell for leather, bleeding like crazy from a gunshot that went in his back and came out his shoulder.

BOBBY
It hurts, Max.

CONTINUED:

DILLON
Drive.

BOBBY
I'm dying.

DILLON
So drive fast.

A gunshot WHISTLES through the car and blasts through the front windshield. Dillon returns fire, over the seat.

BOBBY
A bank... why'd the hell'd it have to be a bank?

Six more gunshots pepper the windows of the car, glass flies in all directions.

DILLON
Because that's where they got the money, Bobby! You want to steal Pez dispensers, you rob a dime store, but if you want to get rich, you go where they got the money. Shut up and DRIVE!

More gunshots CRACK through the car.

Dillon squints through the windshield, at something off to the right. It's hard to see through the dust, but it looks like a giant field of metal structures, rising up dramatically off the desert floor like skyscrapers.

DILLON (cont'd)
Head for that. Might be some decent cover, maybe we can lose 'em.

But the car is veering off in the other direction, away from the metal structures.

DILLON (cont'd)
The other way. Bobby, the *other-*

He turns. Bobby wasn't kidding, he *was* dying and now he's dead, sagged over the steering wheel.

The car starts to bump and rattle, veering off the road, slowing down. Dillon lunges over, grabs the wheel, and stomps his own foot down over Bobby's dead foot.

EXT LIGHTNING FIELD DUSK

The car veers back across the road, still trailing the police cars behind it. It ROARS down another dirt road, headed straight toward the towering metal structures in the distance.

There's a gate down over the access road that leads into the thick of the towers, but Dillon's car BLASTS right through it. A PARK RANGER comes running out of a guard shack and SHOUTS something at the car, but it's lost under a CRACK of thunder and the WAIL of the approaching sirens.

Dillon's car CRUMPLES to a halt at the base of one of the towers. He leaps out, gun in one hand, bag of money in the other, and takes off running, further into the towers.

The Guard waves frantically to the police cars.

PARK RANGER
Stop, stop, stop, you can't go in there!

The police cars CRUNCH to a halt and several COPS leap out, guns drawn.

COP 1
Why the hell not?!

IN THE LIGHTNING FIELD,

Deep in the heart of the metal towers, Dillon is running as fast as he can. Sweaty, breathless, he stops, crouching behind one of the towers, ready to shoot it out. He looks around, to get his bearings.

He's in the middle of a field of stainless steel towers, straight rods over ninety feet high. There are hundreds of them, arranged in perfect rows, they must cover two acres. He squints up at them. What the hell is this place?

BACK AT THE ENTRANCE,

the Park Ranger answers the same question from the cops.

PARK RANGER
-- calls it "The Lightning Field." It's a sculpture, you know, it's like art.

COP 1
What does it do?

CONTINUED:

Above them, the storm is beginning. There is a bright flash of light and a CRACK of thunder.

OVER THE LIGHTNING FIELD,

the jagged streak of lightning rips out of the sky. It strikes one of the towers at the edge of the lightning field and quickly arcs over to the next tower, and the next one, and the one after that, racing around the rectangular lightning field at incredible speed, sizzling with all nature's power.

IN THE LIGHTNING FIELD,

Max Dillon spins around, watching this awesome display. The channeled lightning bolt circles the towers, drawing closer and closer to him, whipping around him and around him and around him, but dissipating, thank God, and when it finally reaches him all that's left is a tiny little spark that leaps from the closest tower --

-- to his little finger. ZIP. That's it.

But it doesn't bode well.

Dillon looks up. The black, turbulent sky is *filling* with lightning.

DILLON
Uh oh.

BACK AT THE ENTRANCE,

the Park Ranger finishes explaining to the Cops.

PARK RANGER
You guys go in there now and you're toast!

A tremendous BOOM of thunder rattles the entire field.

OVER THE LIGHTNING FIELD,

Max Dillon is in a panic, trying like hell to get out of there, even jail is better than whatever's gonna happen in here. He runs, as fast as he can, but this is a vast place, and the more he runs the closer he gets to the center of the towers.

IN THE SKY,

the roiling clouds erupt in a flurry of lightning bolts that SIZZLE in the air.

OVER THE LIGHTNING FIELD,

four giant lightning bolts strike, one right after the other, at each of the four corners of the lightning field. The lightning bolts ZAP and shimmy down the towers, arc over to the tower nearest them, and continue the process, zipping around the outer edges of the field, overlapping circuits flying in all directions.

IN THE LIGHTNING FIELD,

Dillon keeps running, desperate, panicked, swearing and spitting, anywhere but here. The money bag catches on a tower and rips open, he leaves a trail of hundred dollar bills wafting in the air behind him.

OVER THE LIGHTNING FIELD,

the arcs of electricity whip around and around and around, drawing closer and closer to the center of the lightning field, the whole thing blazing with blinding arcs of superconducted electricity in a huge rectangular matrix.

IN THE LIGHTNING FIELD,

all four of the lightning streaks converge on the man who stands at the center of the field at the same time. They rip into Max Dillon's body from every direction, freezing him, lifting him up off his feet in a vortex of electricity never before experienced by a human being.

His body stiffens, floats there, the electricity arcing right through the very whites of his eyes. The money drops from his hands, the bills igniting into flaming moths that swirl in the wind.

The energy dissipates, every last ounce of it in Max Dillon's body. He drops to the ground, a smoking hulk.

BACK AT THE ENTRANCE,

the Cops lower binoculars. They saw the whole thing. Silence for a second. They are awestruck, terrified.

COP 1
Wanna wait till the storm's over?

COP 2
Okay.

COP 3
Yep.

CONTINUED:

COP 4
Sure.

CUT TO:

EXT LIGHTNING FIELD NIGHT

Night has fallen. The skies have cleared and a full moon has risen. Max Dillon still lies on the ground in the middle of the lightning field. Incredibly, he opens his eyes.

He turns his head. The first thing he sees is one of the Cops, lying next to him, his hand on a pair of handcuffs, one of which he has put around Max's wrist.

The Cop's eyes are wide open. He's motionless. No bullet holes, seemingly no damage of any kind. But he's dead. Dillon sits up and takes a wider look around.

All six of the Cops are there, and *all* of them are lying on the ground near Dillon, dead. The Park Ranger too.

Dillon doesn't stick around for explanations. He backs away at first, then turns and runs like hell, handcuff flopping off one wrist.

EXT LIGHTNING FIELD - ENTRANCE NIGHT

Dillon comes running out of the lightning field, to where the police cars are parked. They still have their headlights and cherries on, but they're awfully dim now, having run off the batteries for hours.

Dillon climbs in the front seat of the nearest one and turns the key. As we look closely at him, he seems different to us; his eyes, once at perpetual half-mast, are now wide and bright -- darting, seeking eyes.

DILLON
Please, please, please...

He turns the key. A sickly MOAN comes from the engine, nowhere near enough power to start the car. Dillon pounds the dashboard in rage. Climbs out of the car.

Thinks. Looks over at his own car, wrecked at the base of one of the towers.

DILLON (cont'd)
Switch batteries!

AT THE HOOD,

Dillon pops the hood of the cop car. He reaches out to disconnect the battery cables. As his hands draw close, two tiny arcs of electricity ZIP out of his fingertips, one to each of the battery terminals.

Suddenly, the headlights and cherries return to full brightness.

Dillon leaps back, startled, standing in the now-brilliant headlights. He looks down at his hands. He looks back at the lightning field. He looks at the spinning red lights.

DILLON
Huh?

He looks down, at the handcuff on his wrist, back at the lightning field again. He raises a finger on his free hand, to poke the handcuff's lock. A spark flies out --

-- and the handcuff pops open and falls off his wrist. Dillon raises an eyebrow. He sits back, contemplating his new powers.

DILLON (cont'd)
Well, now. Papa got a brand new bag.

He stands, slowly, face cracking into a smile as bright as a new dawn.

DILLON (cont'd)
You want to get rich...

THE POLICE CAR

takes off down the desert road, lights spinning, and siren BLARING.

DILLON
... GO WHERE THEY GOT THE MONEY!

CUT TO:

EXT NEW YORK PUBLIC LIBRARY DAY

Tilt down from the skyline of Manhattan (where they got the money) to the front steps of the New York Public Library, crowded with STUDIOUS TYPES on a Saturday afternoon. An old Chevy Caprice pulls over at the curb.

INT CAR DAY

Uncle Ben drives. Peter grabs a brown paper bag from the back seat and gets out of the car.

UNCLE BEN
Pick you up right here at six o'clock. And Pete!

Peter turns back, leans into the open window.

UNCLE BEN (cont'd)
Do me a favor and be careful. This isn't Queens, you're in the City now.

PETER
Uncle Ben, it's the *library.*

He starts up the steps of the library, but as his uncle pulls back into the traffic on Fifth Avenue, Peter stops. He watches till the Chevy is gone, then turns around and goes back down the steps, past one of the big stone lions, which seems to ROAR as we cut to --

INT MADISON SQUARE GARDEN DAY

-- Madison Square Garden, where a ROARING CROWD OF WRESTLING FANS is packed in. A TOUGH GUY dressed in wrestling clothes stands in the middle of the ring; the CROWD screams for his immediate destruction.

Across the ring is METAL-MAN, six feet nine if he's an inch, at least three hundred pounds of pure muscle encased in heavy metal armor like some kind of robot-knight. He GROWLS in fury.

The Tough Guy GROWLS back, no slouch himself. Metal-Man stalks toward him, the Tough Guy lunges for his midsection, attempting a classic wrestling hold.

But Metal-Man just bends over, picks him up over his head, twirls him around once, and hurls him from the ring. The Tough Guy lands in the third row, where he's caught by a bunch of overjoyed drunk FRATERNITY GUYS.

The Crowd goes wild. As Metal-Man ROARS triumphantly, the RING ANNOUNCER clicks a stopwatch and takes up the microphone.

RING ANNOUNCER
Fourteen seconds! FOURTEEN SECONDS?!

Metal-Man grabs the microphone.

CONTINUED:

METAL-MAN
WHAT'S THE MATTER WITH YOU ALL?! IS THERE A MAN OUT THERE?! IS THERE A REAL MAN AMONG YOU?!

The Crowd SCREAMS and BOOS.

RING ANNOUNCER
Metal-Man! Metal-Man, please!

He fights to get the microphone back, but now Metal-Man picks up the Announcer and holds *him* over his head.

RING ANNOUNCER (cont'd)
Put me down! Metal-Man, this is OUTRAGEOUS! Put me down, I beg of you!

Metal-Man puts him down in the middle of the ring.

RING ANNOUNCER (cont'd)
Will Metal-Man's next vict... excuse me, will the next challenger please enter the ring at this time! Come up and meet your metal-encased doom!

The Announcer gestures to ringside and a spotlight flicks on. Two GUARDS pull the ropes apart and Peter climbs to the top of the stairs, into the spotlight, where we get our first look at his awe-inspiring superhero costume.

Uh, well, the color scheme is good. Other than that... It's baggy around the ankles, the black web lines aren't drawn all that straight, and the eyes look like something Picasso would approve of. At least nobody will know who he is, every inch of his skin is covered by fabric. Okay, he's in the costume, I guess we'd better call him Spider-Man now, but he hardly looks it.

Spider-Man bends down to climb between the ropes, but the Guards have a nasty sense of humor and they let go when he's halfway through. The ropes come together, tangling his feet, and Spider-Man gets hopelessly snared.

The Crowd laughs. Spider-Man, flustered, disentangles himself, but back on the *outside* of the ropes again.

SPIDER-MAN
What are you, professional comedians?

Taunting him, the Guards pull the ropes apart again.

CONTINUED: (2)

SPIDER-MAN (cont'd)
Thanks, Funny Boys, I'll go my way.

He leaps, straight up into the air, lands on the top rope, actually *balances* there for a moment, then leaps again, doing a neat flip and landing squarely in the middle of the ring, next to the Announcer.

The Crowd goes wild. The Announcer likes it too.

ANNOUNCER
If he can withstand just three minutes in the ring with Metal-Man, the sum of three thousand dollars will be paid to... *THE SPIDER-MAN!*

SPIDER-MAN
(leans over)
It's just "Spider-Man."

A BELL RINGS

and the fight begins. Metal-Man does his usual ROARING thing. Spider-Man is unimpressed.

Metal-Man ROARS again, louder, expecting Spider-Man to lunge at him. Spider-Man just leans against one of the ropes, bored, does an exaggerated yawn.

The Crowd BOOS.

Spider-Man crooks a gloved finger at Metal-Man -- "c'mere."

Metal-Man ROARS at this defiance and hurls himself across the ring, three hundred pounds of brute force.

At the last second, Spider-Man leaps, straight up into the air. Metal-Man passes under him, rebounds off the ropes, and Spider-Man lands neatly on his shoulders.

SPIDER-MAN
Not a bad costume, what is that, Spandex? I used Lycra for mine and it itches like crazy.

Metal-Man attempts a back fall, to crush Spider-Man under him, but our hero is too quick for that. He stretches out a wrist and shoots a web straight above him, at the JumboTron. The web sticks there, and when Metal-Man drops to the canvas, he is alone.

CONTINUED:

He blinks, the wind knocked out of him. Directly above him, he sees Spider-Man, dangling upside-down from his web, miming checking his watch.

SPIDER-MAN (cont'd)
Gee, a minute already. Can I get a magazine?

Metal-Man SCREAMS in anger and leaps to his feet. Spider-Man flips over, climbs hand over hand up his web strand until he's twenty feet above it all. He yells down.

SPIDER-MAN (cont'd)
Hey, Metallica! Does this count as staying in the ring?

METAL-MAN
COME DOWN HERE!!

SPIDER-MAN
Okey-dokey!

He lets go of his webbing, dropping twenty feet, straight down. He lands right on top of Metal-Man, who drops to the canvas beneath him, pinned. The Crowd freaks out. Flashbulbs pop. Spider-Man raises his arms, triumphant.

SPIDER-MAN (cont'd)
Ahhhh... show biz.

CUT TO:

INT GARDEN OFFICES NIGHT

The administrative offices, upstairs at the Garden. The PROMOTER reluctantly counts out a pile of cash into Spider-Man's palm (Peter is still wearing the costume).

PROMOTER
Two thousand eight, two thousand nine, three grand. Congratulations, Spider-Man, you got a hell of an act. Why don't you take off the mask and let me get a look at you?

SPIDER-MAN
What, and blow my secret identity?

The Promoter laughs, puts an arm around him and walks him to the door of the offices.

CONTINUED:

PROMOTER
I like you, whoever you are, you got sensibilities. That's all anybody's got in this business, sensibilities. Come back and see me on Monday, I'll get you on the card in Boston.

Spider-Man is looking around his costume, searching for a place to put the money, but he has no pockets.

PROMOTER (cont'd)
Better find a place for your wallet, Spidey. And make it a big one. You're gonna need it.

As Spider-Man leaves the office, a squirrelly-looking guy slips in, hair dyed platinum blonde.

INT HALLWAY DAY

Spider-Man walks away down the corridor, counting his money again, can hardly believe his good fortune. But something is bothering him. He puts a hand to the back of his neck.

SPIDER-MAN
That feeling again...

He reaches the elevator and pushes the down button. Behind him, we see silhouettes move violently in the frosted glass window in the door to the Administrative offices. There is a SHOUT.

PROMOTER
Hey! What the hell do you think you're-

The Promoter's shadow is thrown violently to the floor, the door BANGS open hard, shattering the glass, and the squirrelly-looking guy races out, clutching a canvas bag. He is a THIEF.

PROMOTER (cont'd)
Help! Police! That guy stole the gate, *he's got my money!*

The Thief throws a look in both directions. A COP approaches from one end of the corridor. On the other end, the elevator DINGS and its doors start to open. The Thief takes off down the hallway toward it. The Cop gives chase, calling ahead to Spider-Man.

CONTINUED:

COP
Hey, you! Stop that guy!

Spider-Man looks up, at the Thief racing straight at him, at the Cop giving chase, at the opening elevator behind him. He thinks, debates --

-- and takes a step back, clutching his own money tightly. The Thief races right past him and into the elevator.

THIEF
Thanks, Freak.

The doors close and he gets away. A second later, the Cop arrives, SLAMS his fist on the elevator doors.

COP
What the hell's the matter with you?! You just had to knock him down!

SPIDER-MAN
Who, me?

COP
Yeah, you! I saw you in the ring, you coulda taken that guy apart! Now he's gonna get away with the money!

SPIDER-MAN
Not with mine.

He turns and walks away, into the stairwell. The Cop shakes his head and pulls out his radio.

COP
What a world.

INT BATHROOM DAY

In a deserted bathroom, Peter pulls his street clothes on over his Spider-Man costume. He catches a glimpse of himself in the mirror as he's changing.

He looks away, at the stack of money he's set on the sink in front of him. He's not proud of himself. But he shoves the money in his pocket.

CUT TO:

EXT NEW YORK PUBLIC LIBRARY NIGHT

As night falls, Peter walks down the sidewalk toward the library.

(CONTINUED)

CONTINUED:

At the corner, he notices flashing police lights, a small crowd gathered, he hears the WAILING SIRENS of more approaching cars.

He ignores it, starts looking for his uncle's car. Two BYSTANDERS next to him are staring back at the trouble.

BYSTANDER 1
What's goin' on?

BYSTANDER 2
Carjacker. Puts a gun to the window, tells this guy to get out of the car. Old guy gets out, but he takes the *keys* with him.

Peter turns, even more curious now. "Old guy?"

BYSTANDER 1
Ah, no, don't tell me...

BYSTANDER 2
Ba-bang, carjacker shoots the poor bastard in the chest and takes off.

BYSTANDER 1
You saw the whole thing? You gotta talk to the cops.

BYSTANDER 2
Nah, I'm gettin' outta here, who needs that kind of aggravation.

Fighting a horrible feeling, Peter walks over to the crime scene, slowly at first, then faster and faster. He gets to the front of the crowd, on the passenger side of the car.

It's an old Chevy Caprice. Peter's eyes widen.

He fights through the crowd and walks forward far enough to see over the car. On the other side, the driver's door hangs open.

On the ground, PARAMEDICS are bent over a body, working.

PETER
UNCLE BEN!!

He races around the front of the car, knocking COPS out of the way. He lunges forward, to get to his uncle, but a couple COPS stop him, pulling him back.

CONTINUED: (2)

COP 1
Hang on, hang on!

PETER
My uncle! That's my uncle!

COP 2
That's not gonna help him!

COP 1
Let the paramedics do their work!

Frantic, Peter looks at the Paramedics. They're not giving CPR, no mouth to mouth, in fact, they're packing up their equipment.

PETER
They're not doing anything! Why aren't you doing anything?!
(bursts away from the cops)
What's the matter with you?! Is he okay? Is he gonna be okay? Why are you stopping?

The Paramedics look at each other, then at Peter.

PARAMEDIC
He passed away, sir.

PETER
He... ?

PARAMEDIC
I'm sorry, sir.

It's pro forma, it's stiff and insensitive, this has no more meaning to them than the guy they watched die an hour before. And now, as we draw closer and closer to Peter's shocked face, they do the rest of their routine work as darkness settles around them:

RIP! Yellow tape is stripped off a roll.

SCRAPE! Chalk marks the outline of the body.

FLASH! Official photographs are taken.

And the blood is swept away into the gutter.

CUT TO:

EXT CITY STREET NIGHT

Night has fallen. Still at the crime scene, Peter leans against the trunk of a police car, shell-shocked. The First Cop comes up and leans next to him.

COP 1
Kid, it ain't much, but I got good news for you. We got the guy who did it. It just came over the radio.

PETER
They arrested him?

COP 1
Not yet. He's holed up in an abandoned factory over on the river.

PETER
Then he could still get away.

COP 1
Don't worry, we got him. They're trying to talk him out before they go in after him.

Peter's face darkens.

PETER
Which river?

CUT TO:

EXT A DARK ALLEY NIGHT

An exaggerated shadow falls on the brick wall of an alley. A man tears off his clothes, violently. The shadow grows rapidly bigger as the man starts to run, suddenly the shadow leaps, high into the air, and lands on the side of the building right in front of us.

SPIDER-MAN (and now he truly *is* Spider-Man) begins to climb, straight up the side of the building. We climb with him, rising higher, and higher, and higher until we burst out over the roof's edge.

ON THE ROOF,

he scans the horizon. Off to the west, he sees a cluster of police lights at the edge of the Hudson River. His right arm rises, almost instinctively, palm up.

THWIP!

CONTINUED:

A silver strand of web fluid shoots out across the street. Spider-Man wraps his hands around it and leaps.

We leap with him, swinging out over the city, held aloft by the tensile strength of the web alone. We plummet down, in a graceful, terrifying arc, and as the ground races up toward us, Spider-Man's left hand rises -- *THWIP!*

Another web strand rockets out into the night, the web-slinger shifts his weight to the second strand, abandoning the first, pulling himself back up in a graceful arc that rises toward a glass-front building right in front of us.

DOWN IN THE STREET,

a CHILD, holding his mother's hand, has seen the whole thing. He drops his ice cream cone, it SPLATS on the pavement at his feet.

ON THE SIDE OF THE BUILDING,

Spider-Man lands, clinging to the side of the building, all flexed hands and feet. For a first attempt at web-swinging, that was pretty damn good. But he needs more height. He scampers straight up the side of the building on all fours.

AT THE TOP OF THE BUILDING,

a WINDOW-WASHER working on the top floor stares in shock as Spider-Man crawls right past him, comes out on the roof of the building. This is much better, fifty floors at least. Spider-Man shoots a web across the street and swings away, disappearing into the night.

WINDOW WASHER
Holy God...

CUT TO:

EXT ABANDONED FACTORY NIGHT

At the Hudson river, a ring of police cars surround an abandoned factory. Radios SQUAWK, COPS cluster around the barricades, planning how to go in and who has to do it.

Behind and above them, a glistening dark figure swings through the night, right past them. Unseen.

ON THE SIDE OF THE FACTORY,

Spider-Man lands silently. His movements are flawless, graceful, economical now, as if he has become his perfected self in the last five minutes. He crawls, sideways like a crab, but ten times as fast. He slithers through a blown-out window near the roof line.

INT FACTORY NIGHT

Spider-Man crawls, upside-down, across the roof of the factory. His eyes scan the abandoned factory floor below, which we see upside-down too, the way he does.

Over in the far corner, the Carjacker huddles, a dark figure trying to hide in the middle of the rusted-out equipment.

Spider-Man creeps closer, fast and silent, until he is directly above the Carjacker, looking down at him.

DOWN ON THE FLOOR,

the Carjacker cowers, MUTTERING to himself, obsessively checking his weapon to make sure it's loaded. Can't make out a word he's saying, but he's terrified. Red police lights reflect off him, bouncing around the empty factory as they strobe through the dirty, leaded windows, revealing only his outline.

Behind him, Spider-Man descends slowly, upside-down, from a web strand. He rotates, lands softly on his feet, looming behind the Carjacker.

The Carjacker freezes, sensing something. He turns around slowly. Spider-Man sees him only as a red silhouette.

SPIDER-MAN
This is for the man you killed.

With that, he hauls off and punches the Carjacker in the jaw. The blow is so powerful it lifts the man right off his feet and sends him sailing into one of the unbroken windows, which SHATTERS.

IN THE STREET,

the Cops hear the breaking glass.

COP 1
Over there! In the window!

CONTINUED:

COP 2
Get some light on it!

They flick on their spotlights and turn them toward the factory.

IN THE FACTORY,

Spider-Man pulls the Carjacker to his feet.

CARJACKER
Don't hurt me! Give me a chance, man, give me a chance!

SPIDER-MAN
DID YOU GIVE HIM A CHANCE?! THE MAN YOU KILLED?! DID YOU?! ANSWER ME!

One by one, the spotlights from outside swing around to frame the pair of combatants in the window. Suddenly, the Carjacker's face is revealed, brightly lit. A police helicopter is overhead, the prop wash blows the Carjacker's hair around wildly.

His *platinum blonde* hair.

Spider-Man's eyes open wide in horror as he recognizes the Carjacker. It is, God help him, the Thief who stole the money at the Garden. The one Peter stepped aside for.

SPIDER-MAN (cont'd)
No! No, not YOU!

Yes. Yes, him. Spider-Man trembles in horror as he realizes the ghastly truth:

He failed to stop the very man who murdered his uncle.

Images come flooding back to him, fast:

INT GARDEN OFFICES NIGHT

The Cop, yelling at him:

COP
You! Stop that guy!

INT ELEVATOR NIGHT

The Thief, standing in the elevator, looking at him:

THIEF
Thanks, Freak.

EXT CITY STREET NIGHT

Uncle Ben's body, lying in the street, a pool of blood forming around him.

EXT FACTORY NIGHT

Outside the factory, the Cops stare in wonder at the strange pair, framed by the brilliant lights now shining into the broken-out second floor windows of the factory.

COP 1
Who the hell is that?

In the window, Spider-Man turns and hurls the Thief, who sails thirty feet through the air.

FROM INSIDE THE POLICE CAR,

we see the Thief land on the windshield right in front of us, smashing it. He writhes, in pain but alive, a giant fly caught in the spiderwebbed windshield.

ON THE STREET,

the Cops watch in amazement as Spider-Man leaps up, onto the factory wall and crawls all the way to the roof, six stories above them.

COP 2
This city just got weirder.

EXT ROOF OF FACTORY NIGHT

Spider-Man falls to his knees on the roof of the factory in the whipping wind of the helicopter, arms thrown up in anguish as he faces the dramatic skyline of the unforgiving city.

SPIDER-MAN
NOOOOOO!!

Another image comes to him, this one billowing right out of the black-bottomed clouds above him, a gigantic image of Uncle Ben's face:

UNCLE BEN
Always remember, Peter. With great power comes great responsibility.

Lightning flashes in the sky, outlining Uncle Ben's face, turning it into a skeleton's head for a split-second before wiping it out completely.

(CONTINUED)

CONTINUED:

As Spider-Man dissolves into SCREAMS of anguish, Uncle Ben's VOICE resonates over the BOOMING thunder of the coming summer storm.

UNCLE BEN (cont'd)
Much has been given...

SPIDER-MAN
OH GOD, PLEASE NO, I'M SORRY, FORGIVE ME...!!!

UNCLE BEN
Much... is required.

Lightning flashes, thunder BOOMS over.

FADE TO BLACK.

FADE UP ON:

A GRAINY STILL PHOTOGRAPH,

Spider-Man crawling up the side of the building. A voice comes over as we pull back from the image. A TV HOST sits in a studio, doing a hastily-put-together "In Search Of" type show about you-know-who.

HOST
First Beanie Babies, then Furby, Pokemon cards, and now... a guy in Spandex? It's been nearly six months since the first sighting of The Spider-Man, and still little is known about the figure that has captured the imagination of an entire city. Driven by a personal obsession we can only guess at, he seems to want to join the police in a war on crime, but he will not answer to anyone.

The image changes again, this time to a few seconds of bouncy, out of focus video footage, shot from an apartment window. It shows Spider-Man leaping off a building's rooftop and swinging away over the city. It's low quality, like that Super-8 Bigfoot footage, but it's all they've got, so it's looped, seven or eight times.

HOST (cont'd)
Attempts to apprehend or even contact this self-styled vigilante have been fruitless, as he appears to possess strange abilities beyond those of ordinary human beings...
(MORE)

CONTINUED:

HOST (cont'd)
some urban folklorists say the powers of a spider.

We pull back from a television screen, which becomes two screens, then four, then eight. We're in --

INT DILLON'S APARTMENT NIGHT

-- a massive penthouse apartment that looks out over Manhattan. The place isn't what you'd call furnished, but there is an enormous amount of *stuff* in it, all new. Stereos. Leather furniture. Cases of champagne. Half a dozen enormous flat-screen TV sets, one stacked on top of the other. The kind of stuff you'd buy if you were very poor, kinda tacky, and then got very, very rich.

The TV sets are on, all to different channels, playing in front of a huge leather chair that sits in the middle of the floor. CORDELIA, a stunning escort, stands behind the chair, massaging the shoulders of whoever's sitting in it. A hand, heavily jeweled, droops off the armrest.

One of the televisions is playing the Spider-Man report. The hand waves in the general direction of the TVs and they all change channels, to the report. The hand waves again. All the volume controls go up.

ON THE TELEVISION,

HOST
Dr. Horace Winerot is an entomologist specializing in the study of arachnids, he joins us tonight from Blunt College of Tuskegee, Illinois. Dr. Winerot -- what powers does a spider possess that a human being does not?

The video screen changes to an image of DR. HORACE WINEROT, on a video feed. Dr. Winerot looks like he does a lot of infomercials.

DR. WINEROT
Far greater proportionate strength, for one, fifteen times that of a human being's. Some spiders also possess great leaping ability. If translated to human scale, it would allow a man to leap up to three stories from a standing position.
(MORE)

CONTINUED:

DR. WINEROT (cont'd)
And in some research circles, it's thought that a spider's quick reflexes are aided by a danger instinct, a "spider sense" so acute that it actually borders on precognition.

IN THE APARTMENT,

Max Dillon, the figure in the chair, sits forward. He is a very different person from the dimwitted thug who was struck by lightning. Now his eyes dart, he paces, words fly out of his mouth like from a machine gun.

DILLON
BOYD!

A man comes into the room, a great big brick shithouse of a man, six feet tall and three and a half across. BOYD.

DILLON (cont'd)
Remember when I said there wasn't a soul on God's earth who could stop us?

Boyd nods. Dillon points at the screen.

DILLON (cont'd)
I was off by one. But he's confused. We're going to help him, Boyd. We're going to find him and show him the light. I want you to hit the street. Talk to people.
(Boyd seems offended)
Sorry, Boyd. *Listen* to people. Find out everything you can about this Spider-Man.

Boyd nods and leaves.

Dillon stands and turns around to face Cordelia. She's a knockout. She smiles, alluring. He circles her. Moves in close, inches from her, his lips nearly brushing hers. But they do not touch.

Cordelia seems nervous. Dillon closes his eyes, drinks in her scent. He reaches out, parts her silk robe. She's wearing a rubber wet-suit underneath. He runs his hands over it, feeling her body through it. Electricity CRACKLES faintly under his fingertips. She winces, but she's okay.

DILLON (cont'd)
I want you.

CONTINUED:

CORDELIA
No, Max...

DILLON
I want *you,* not rubber.

He grabs her by the back of the head, pulls her close, and kisses her fully on the mouth. Electricity arcs between their lips, her hair stands out on end, her body begins to quiver and shake -- a little at first, then like an epileptic. Finally, she goes still, slumps over in his arms.

He drops her on the couch. He sighs.

He bends over her and unzips her wet-suit. He touches his hands over her heart, and a great blue bolt of electricity runs through her body. She convulses on the couch.

After a moment, she blinks, her eyes open. She's alive. Barely. Dillon looks around his apartment, trembling with rage. His whole body shakes as he throws his head back and SCREAMS:

DILLON (cont'd)
IS THIS ALL THERE *IS?!!*

While Cordelia tries to drag herself up onto the couch, Dillon begins to rant.

DILLON (cont'd)
I used to be happy! I used to score three or four hundred bucks from a convenience store and figure I'd had a pretty damn good day! I didn't have all the answers --
(pounding his head)
-- BUT I DIDN'T HAVE SO MANY FRIGGIN' QUESTIONS, EITHER! I can't shut my brain off, I can't stop thinking, I can't stop *reading* --

He kicks over a pile of books next to his chair, picks up a stack of magazines and hurls them across the room.

DILLON (cont'd)
-- and the more of this crap I read the more *stuff* I want, and the more I want the more I get, but the more I get the more I know how much more I want THAT I DON'T HAVE BUT SOMEBODY ELSE DOES! I have seen the Information Age, and *I AM IT!*
(MORE)

(CONTINUED)

CONTINUED: (2)

DILLON (cont'd)
I want! I want! I want a personal shopper, I want a ranch in Montana, I want a trophy wife! I want a platinum Phillipe Patek watch, I want AOL stock, I want a Boeing Business Jet! I don't want a beach house, I want an island! I don't want an apartment, I want to own the building! I want to own the block! *I WANT TO LIVE IN A WALLED CITY THAT BELONGS TO ME AND ME ALONE AND BY GOD, I AM GOING TO FIGURE OUT HOW TO DO IT!*

He's right down in Cordelia's face now, and she barely musters up enough strength to respond.

CORDELIA
Sounds good, honey.

Dillon flounces back into his leather chair, waves his hand, and un-mutes the TVs. The Spider-Man report is all around him. He stares at it, under hooded brows.

ON THE TELEVISION,

the host picks up near where he left off.

HOST
What is The Spider-Man's true purpose? Perhaps, at this point, even he doesn't know. But if he's trying to become a hero, he is, to put it kindly, not very good at it yet.

CUT TO:

EXT WASHINGTON SQUARE PARK NIGHT

Fifth Avenue glitters at night, looking uptown through the Washington Square arch. Down below the arch, all is not so glittery. A DRUNK MAN and WOMAN are having a terrible argument, alone in the park at night. The Man is belligerent, right up in her face. He pulls a hand back, to slap her, and --

THWIP-THWAP!

A load of webbing wraps around his wrist and yanks his arm back, stopping it cold. He turns, looks up, follows the web-line up to Spider-Man, who's perched on top of the arch. Spider-Man leaps and lands right in front of the Drunk, light as a cat.

(CONTINUED)

CONTINUED:

SPIDER-MAN
We don't hit women.

POW! Spider-Man lets fly a furious punch that catches the Drunk right on the chin. The guy collapses like a house of cards.

Spider-Man turns to the Woman to see if she's okay, but just as he comes around a GARBAGE CAN crashes into his face.

WOMAN
Don't you hurt my husband, you creep!

She ducks down to her husband's body, leaving Spider-Man standing there, covered in trash and confused. We whip over to --

EXT CITY STREET DAY

-- another street, another day. TWO THUGS race out of a bank, clutching bags of money. A red and blue costumed figure swings through the frame, feet first, and sends the thugs flying. By the time they land, Spider-Man is already spraying out webbing. SIRENS WAIL.

LATER,

a crowd has gathered at the crime scene. The Thugs dangle over the roof of the police car, suspended in a web-net as TWO POLICE CARS and FOUR COPS try to sort out what happened. A SLEAZY LAWYER is SHOUTING at the Cops.

LAWYER
They were unfairly detained! They were kidnapped! They are the victims of vigilante justice! I demand their immediate release! I demand to speak to the mayor! I demand...

UP ON A NEARBY BUILDING,

Spider-Man clings, out of view, and watches in disbelief as the Cops cut down the Thugs and actually *let them go!*

He drops his head in his hands. What is he doing wrong?

We whip over to --

EXT CITY STREET NIGHT

-- a street, nighttime in a rough part of town. TWO COPS have their nightsticks out and are beating up a TEENAGER.

CONTINUED:

The Teenager's helpless, unarmed, has his hands up to defend himself, but he's getting pummelled anyway.

Suddenly the first Cop stiffens, hit in the back by a web line. The second Cop does likewise, then they both fly backwards off their feet, yanked hard --

-- by Spider-Man, who stands across the street.

SPIDER-MAN
If there's one thing I can't stand, it's a bully with a badge.

COP
Are you outta your mind?!

COP 2
You walked up shit street now, pal, you'll do time for this!

Spider-Man hurries across the street to the Teenager, who can't be more than fifteen.

SPIDER-MAN
Can you run?

TEENAGER
I think so.

SPIDER-MAN
Better run home.

TEENAGER
Thanks, Spider-Man.

The Teenager gets up and limps away, as fast as he can.

POW!

A gunshot ricochets off the lamppost right next to Spider-Man. He leaps to his feet and scampers up the nearest building as the Cops open fire on him.

ON TOP OF A BUILDING,

Spider-Man comes in for a landing way up high, out of harm's way. He hunches there, between two gargoyles, looking down at the city, pulsing below. He hangs his head in his hands -- what am I doing wrong?

VOICE (O.S.)
Tough town, huh?

CONTINUED:

Spider-Man turns. A HOMELESS GUY has made a cardboard shack for himself up on this rooftop. He's sitting cross-legged in front of it, finishing his dinner.

SPIDER-MAN
The toughest.

HOMELESS GUY
But you love it.

SPIDER-MAN
No, I think I hate it.

HOMELESS GUY
Don't take it personal. It's like a test, New York does it to everybody. She wants to see what you're made of, see if you *belong* here. It's the greatest city on earth, Spidey, it's *supposed* to be hard.

CUT TO:

EXT STREET - FOREST HILLS NIGHT

It's inky dark in a not-so-nice section of Forest Hills. Mary Jane Watson hurries down the street, in a waitress uniform, coming home from work.

M.J.
Crappy job, crappy neighborhood, crap crap --

She takes a long step, to avoid a pile of dog -

M.J.
-- *crap!*

She rounds a corner and approaches her house. As she draws close, she sees her father storm down the steps of their house and hurl a suitcase into the trunk of his car. His gait is unsteady, he SHOUTS a vicious, slurred rant back over his shoulder at his wife, who's standing in the doorway, pleading him to come back inside.

But Watson leaps behind the wheel of his car, hits the gas, and tears off, nearly taking out the lightpost at the end of the driveway. He hits the brakes and SQUEALS to a stop, long enough to make eye contact with his daughter, who's standing on the corner, staring into the car, right at him, her eyes wide and accusing. He locks eyes with her for a moment --

CONTINUED:

-- then hits the gas and is gone.

Next door, May Parker comes out of her house, to see what's the matter. She sees Anna Watson, standing on her porch, sobbing, and races over. May throws her arms around her neighbor and begins to comfort her.

On the sidewalk, M.J. watches it all with stunning detachment. She turns and races away, disappearing into the night.

CUT TO:

EXT WATSON HOUSE DAY

A "For Sale" sign is planted in the front yard of the Watson house, a "SOLD!" placard smacked right over it. Anna Watson, M.J.'s mother, supervises MOVERS who carry boxes and furniture out of the Watson home, across the lawn, and through the open front door of the Parker home.

Peter is carrying boxes of his own out to an older model car parked at the curb. Boxes and suitcases are jammed in the trunk. Aunt May walks with him.

AUNT MAY
There are so many nice places right here in Queens, why on earth do you want to live in the City?

PETER
Just something I need to do. You should have told me money was so tight, Aunt May. I could have helped out a long time ago, you wouldn't have had to take in a boarder.

AUNT MAY
I *want* Anna to live here, we'll be good company for each other. And God knows I could use the help with the mortgage.

PETER
I'll get a job. I'll send you as much as I can every month.

AUNT MAY
No! You *just* started college, you're taking twenty credits, you can't possibly work at the same time.

CONTINUED:

PETER
You could always just sign the papers so I can open that damn safety deposit box --

AUNT MAY
Not this again.

PETER
-- and sell whatever it is my parents left me and be done with it.

AUNT MAY
Peter, if it were up to me, you would *never* know what's in that box. Never!

That is said with such uncharacteristic ferocity that it stops the conversation in its tracks.

PETER
I'm sorry. I love you.

He kisses her. He SLAMS the trunk, then hesitates. This is good bye.

AUNT MAY
Go on. Get out before I throw you out.

PETER
Totally unconvincing.

AUNT MAY
Really? I thought I sounded very Barbara Stanwyck.

He turns, takes one last look at the house. He fills with emotion.

PETER
Do you still think about him much?

AUNT MAY
All the time.

PETER
And it still hurts?

AUNT MAY
As if it happened yesterday. It's how we know we loved him. Peter, sometimes it hurts just to be alive.
(MORE)

CONTINUED: (2)

AUNT MAY (cont'd)
But it's how you know you *are* alive, and that you've got more love to give.

INT CAR DAY

Peter gets in the car and SLAMS the door, wiping a few tears from his eyes. He takes a breath, reaches out to start the car --

-- and the passenger door suddenly flies open. M.J. tosses a suitcase into the back, flounces into the passenger seat, and SLAMS the door behind her.

M.J.
I'm coming with you.

PETER
You... need a ride?

M.J.
I need a place to stay.

PETER
You mean you want to... you and me would...

M.J.
Don't start your letter to Penthouse yet, Tiger, I'm staying in your place for three days, max, and I'm only doing it because there was no other way I could get my mother to stop crying. If you try anything, I'm outta there. If I hear you moaning my name in your sleep, I'm outta there. And the second I find a place of my own, I'm *so* outta there.

PETER
You're welcome.

She turns, maybe realizes she was being a jerk. He starts the car. It's noisy. She talks over it, a tad more kindly.

M.J.
I'm moving to Manhattan to become an actress. What about you?

PETER
Molecular biologist.

She pops on a pair of sunglasses and settles back.

CONTINUED:

M.J.
Okay, Slick. Scrape this town off my shoe, will ya?

He cranks up the music, drops the car in gear --

-- and it stalls.

PETER
Not used to a stick.

M.J.
Never would have guessed.

He starts it up again.

M.J. (cont'd)
I'm moving to Manhattan to become an actress. You?

PETER
Superhero.

M.J.
Hah! Good one.

He drops the car in gear and it SQUEALS away from the curb. The sun sets over the Manhattan skyline, beckoning in the distance.

CUT TO:

INT PETER'S APARTMENT NIGHT

That rush of energy is immediately squelched as a door opens, a light switch FLICKS, and a bare bulb casts a sickly yellow light on a tiny, bare-floored studio apartment without a stick of furniture. Outside, SIRENS wail, people SHOUT and occasionally SCREAM, there is a billboard practically poking in through the window. The polar opposite of Dillon's apartment.

Peter and M.J. stand in the doorway, carrying their boxes and bags. She is shocked. Neither of them says anything for a moment.

PETER
It's not as nice as it looks.

Outside the window, several GUNSHOTS are fired, followed by raucous, wild LAUGHTER.

CONTINUED:

PETER (cont'd)
See?

M.J.
Well... at least you can afford it.

PETER
No, actually, I can't. I'm paid up through Friday, but after that I need to get my hands on seven hundred dollars.

M.J.
How do you plan to do that?

CUT TO:

INT ARMORED CAR NIGHT

Money. Lots of it. Fifty-six large bags of cash, the kind with big dollar signs stamped on the front, are stacked neatly on a wooden pallet. The bags of cash quiver and vibrate, an ENGINE HUMS around us.

We're in the back of an armored car. TWO ARMED GUARDS sit silently on either side of the bags of cash, on fold-down chairs attached to the reinforced steel walls of the car. The back of the car is windowless. The Guards are big. The Guards are mean. They hold shotguns on their laps; have revolvers in holsters at their sides. On the rear door of the armored car, there is a series of four locks, each requiring a separate key.

This money is going nowhere but to the bank.

Right?

IN THE FRONT OF THE CAR,

there are two more ARMED GUARDS. The Driver pulls up to a red light in an industrial district and slows to a halt, waiting for the light to change.

Suddenly, there is a blinding flash of light, right in front of the windshield, and the sharp CRACK of electricity.

A blue bolt of electric current snakes around the Driver's door frame, leaps over to the dashboard, snakes a fast outline around the instrument panel, sending the meters and gauges spinning.

CONTINUED:

It crawls across the steering column, zips a few circles around it, creeps over onto the ignition switch, and plunges through it, into the engine. The car's headlights dim.

DRIVER
What the hell?!

GUARD 2
This is hostile. Hit it.

He flips open the glove compartment and punches a panic button as the Driver hits the gas.

IN THE BACK OF THE CAR,

the two Guards who are watching over the money are thrown off their seats as the car lurches forward.

An ALARM begins to sound in the back of the car, red lights flash, and two heavy metal security bars HUM forward out of the walls of the cab, adding additional heft to the security system that holds the rear doors closed.

IN FRONT,

the car lurches as a bolt of electricity SLAMS into it from behind them.

Blue electrical current now completely overwhelms the car, racing around the entire frame like crazy snakes, leaping from metal to metal, zapping anything it touches -- keys, belt buckles, wristwatches, eyeglass frames. The Guards SCREAM, smoke begins to curl horribly out from the tops of their heads, the van careens out of control --

ON THE STREET,

-- barrels through a fence, and CRASHES to a stop at the base of a power sub-station on the Jersey shore.

IN FRONT,

the Driver and Guard 2 bounce off the dashboard and sag back against the seats, smoldering, dead.

IN BACK,

the two other Guards, shaken up by the crash but still alive, pull themselves to their feet and raise high their shotguns, backing away from the rear door, expecting an attack. There's no way anybody's getting through that door alive.

CONTINUED:

Guard 3 stops, hearing a funny SCRAPING sound when he takes a step back. He looks down, at the floor at his feet, and sees a patch of dirt or sand at the base of a heavily grated air vent. He passes his foot through the dirt -- where did that come from?

Sensing something, he whirls around. Boyd stands behind him, and Boyd has just suddenly *appeared* in the middle of this locked room.

The Guards barely have a moment to SHRIEK out a half-articulated "Wha?!" when Boyd steps forward, arms outstretched.

Guard 4 brings his shotgun around, he wedges the barrel right into Boyd's mid-section, his finger tenses on the trigger.

ON THE STREET,

KA-BOOM! The shotgun blast echoes from inside the locked armored car, rocking it on its wheels. A moment passes, then --

-- the rear doors EXPLODE off their hinges, flying off the truck as if it were a cheap plastic toy. Boyd stands in the doorway, *completely unharmed*, the Guards unconscious at his feet.

The man is a mystery, and the mystery goes to work, lifting a half dozen of the money bags and jumping out of the truck.

Boyd walks to a pickup truck parked in the bushes at the edge of the power sub-station. Max Dillon sits on the bed of the truck, flipping through a magazine. Boyd dumps the half dozen moneybags in the back of the truck --

-- and Dillon yawns. He shakes his head and sighs as Boyd goes back and forth to the armored car, transferring the moneybags into the bed of the pickup.

DILLON
Look at this, what did we haul here? Five, six million, tops? Are we kidding ourselves? With all the Internet money floating around these days, this is *CHUMP CHANGE!*

With those last words, Dillon SMACKS his hand against the metal pole of the power sub-station. Immediately, blue arcs of electricity leap from the transformers, shimmy down the pole, and pour into his body through his hand.

CONTINUED:

At the same time, the light coming from behind them dims. Unfazed, Dillon pulls his hand away from the pole. Now the light coming from behind them gets brighter again.

Dillon turns around, his mind working. He stares out past us. Light from whatever source he is looking at is reflected on his face.

He reaches out and touches the pole again. The electricity goes back into his body, and the light source he's looking at dims.

He takes his hand away. Light on his face gets bright again.

DILLON (cont'd)
Waaaaaaait a minute...

We move around behind him, and finally see what he's looking at -- *the brilliant skyline of Manhattan,* seen from across the Hudson river, all lit up at night.

Dillon reaches out, touches the power pole again. Across the river, Manhattan suffers a brownout.

He takes his hand away. Brownout's over. A smile creeps across Dillon's face like a fungus. He turns to Boyd.

DILLON (cont'd)
There's a light bulb over my head.

He reaches out with both hands and grabs hold of the power pole, SHRIEKING with joy. The entire power plant empties its lode into his body, which lights the night. Across the river, the whole borough of Manhattan flashes on and off like a beer sign before it is plunged into total darkness.

CUT TO:

INT JAMESON'S OFFICE DAY

CLOSE ON a stack of photographs as a hand flips through them. They're pictures of Spider-Man, and good shots -- Spidey swinging, Spidey fighting a couple crooks, Spidey clinging to the side of a skyscraper. VOICES come over the photographs.

JAMESON (O.S.)
You took these yourself?

PETER (O.S.)
That's right.

(CONTINUED)

CONTINUED:

JAMESON (O.S.)
How?

PETER (O.S.)
I can't tell you that.

J. JONAH JAMESON, who sports the last flattop haircut in America, looks up from behind the desk in his glass-walled office. Outside his windows, there is spectacular view of downtown. Peter stands opposite him, very nervous.

JAMESON
Why the hell not?

PETER
Because if I tell you, Mr. Jameson, your staff photographers will get you your own pictures and you won't buy mine.

JAMESON
You're a deeply suspicious man, Porter, you need professional help.

He gets up and leaves, carrying the pictures.

PETER
It's Parker, sir. Peter Parker.

He follows Jameson out of the office and into --

INT DAILY *BUGLE* - NEWSROOM DAY

-- the busy newsroom of a New York tabloid. Jameson walks and talks fast, trying to hide his enthusiasm.

JAMESON
They're not bad shots. A little soft, some framing problems, but they might clean up okay.

PETER
They're the best pictures anyone's ever taken of him.

JAMESON
Don't sell me, damn it, I do the selling around here! I'll give you three hundred dollars, unless you try to negotiate, in which case you won't get a nickel! Hoffman! *HOFFMAN!*

CONTINUED:

HOFFMAN, a tired guy under a mountain of bills, looks up from his cubicle.

JAMESON (cont'd)
Stop hiding, damn it! Cut a check to Peter Porker for three hundred dollars --

PETER
(to Hoffman)
It's Parker, P-A-R-

JAMESON
-- for these shots of The Spider-Man.
(back to Peter)
Now get out of here and get me more, action shots, right up in his face! Go!

Jameson keeps moving. Peter keeps following. Jameson looks back over his shoulder.

JAMESON (cont'd)
Stop following me, you creepy little bastard! What do you want?

PETER
A job, sir. On your staff.

JAMESON
No openings! Free lance, best thing in the world for you. Don't get tied down to one job, not at your age!

PETER
I need to eat, sir. Pay the rent. Buy insurance.

JAMESON
What are you, a photographer or a claims adjuster?! Man your age shouldn't even *use* the word insurance! Shouldn't know the meaning of playing it safe! You're a journalist, a photojournalist! Whatever happened to hard drinking and Australian bush hats and lying to foreign women?! You're too conservative! Therapy, damn it, I won't tell you again!

CONTINUED: (2)

PETER
I want a job.
(takes the pictures back)
Or I won't sell you these.

Jameson looks at him. Hates being leveraged.

JAMESON
Blackouts.

PETER
Huh?

JAMESON
It's a segue.

PETER
Not really.

JAMESON
Don't argue with me, no one's irreplaceable around here! I'm giving you a shot at a hard news story, you should get down on your knees and thank me! Blackouts. Three of 'em in the last week alone! Outright theft, millions of kilowatts of the city's power supply, stolen! New York's being pushed back into the Stone Age!

PETER
I hadn't heard that.

JAMESON
Of course you haven't heard, that's why they call it *news!* The city's covering up the fact that our power's being looted, they don't want panic.

PETER
Nobody knows about this?

JAMESON
The only people who know are the people in the know! Get me proof, Perky, photographic proof of whoever's causing this rash of power outages. You pull that off --
(snatches back the photos)
(MORE)

(CONTINUED)

CONTINUED: (3)

JAMESON (cont'd)
-- and you've got yourself a job.
Now GET OUT!

CUT TO:

INT PETER'S APARTMENT NIGHT

Back in Peter's apartment, M.J. steps out of the tiny bathroom -- lurches out of the bathroom is a better way to say it, as if she got stuck or saw some strange new life form in there. She's wearing bedtime attire.

M.J.
Sorry I took so long. I was waiting for the cockroach to finish.

Peter has inflated an air mattress on the floor, put some sheets and a pillow on it. There is another bed made up a few feet away from it, but this one's right on the wooden floorboards. The boxes have been partially unpacked, stuff is strewn around everywhere.

Peter, hanging a picture, turns and sees M.J., beautiful in her tee shirt and boxers, her summer tan still rich and golden. He drops a hammer on his toe, picks it up quickly, tries to hide the pain.

PETER
Cockroach. That's funny.

STILL LATER,

city light spills through the drapeless windows and across the floor, where Peter and M.J. lie on their makeshift beds, staring up at the ceiling. In the apartment next door, a couple are having a vicious argument. They listen for a while, then:

M.J.
You asleep?

PETER
You kidding?

M.J.
God, it's wicked hot.

She throws the sheets off. The argument gets louder -- the man's low, heavy voice protesting innocence, the woman's higher, accusatory voice pressing his guilt.

M.J. (cont'd)
I guess you heard your share of that from my house over the years.
(MORE)

(CONTINUED)

CONTINUED:

M.J. (cont'd)
My parents and their road production of Virginia Woolf.

PETER
I heard a little.

M.J.
Liar.

He rolls over, faces her from not that far away. To him, she is the most beautiful thing on this earth right now. So young, so vulnerable, so bare legs not under the sheets.

PETER
I always knew when things were bad. You'd play Nirvana. I'd lie in bed and listen to you sing. "All alone is all we are..."

M.J.
Had a little crush on me, didn't you, Mr. Parker?

PETER
Little one.

M.J.
You should have asked me out.

PETER
I did.

M.J.
You should have asked again.

PETER
I did. It was at a basketball game, but right when I started talking Flash Thompson made this great shot and the crowd cheered so loud you didn't hear a word I said.

M.J.
Imagine if he'd missed.

PETER
Life's like that.

They're now face to face, alone in the apartment, in the middle of the night. He looks deep into her eyes --

-- and she slowly pulls the sheet back over herself.

CONTINUED: (2)

M.J.
Good night.

She rolls over, to sleep. He sighs and does the same. After a long moment:

M.J. (cont'd)
Peter, please take your hand off my leg.

PETER
Uh... that's not me.

M.J. SCREAMS and leaps to her feet. Peter hits the light switch just as something gray scurries across the floor and disappears through a crack in the baseboard. Freaked out, M.J. starts pulling on a pair of pants.

PETER (cont'd)
Where are you going?

M.J.
Out for cigarettes.

PETER
You still smoke?

M.J.
Only when pawed by rodents. Do you have a problem with that?

PETER
Well, you know, just that you'll die and all.

She steps into her shoes and heads for the door.

PETER (cont'd)
You shouldn't walk alone at night around here!

M.J.
Thanks, Dad.

She SLAMS the door and is gone. Peter sighs and settles back against the floor. A great moment ruined. He stares at the ceiling. As he stares --

-- the light bulb dims to brown for a second, then comes back on full. He turns and looks at the fan. The spinning blade slows, starts, slows... and stops. The bulb cuts out. Another blackout.

CONTINUED: (3)

From outside the open window and through the thin apartment walls, you can hear the AUDIBLE GROANS of beleaguered New Yorkers. He throws off the sheet and leaps from the floor.

EXT APARTMENT BUILDING NIGHT

A SWEATY COUPLE sleep on a fire escape, six floors up over Peter's neighborhood. Through the grating, the husband sees something strange. It's Spider-Man, crawling up the side of the building, right toward him.

Wide-eyed, the husband nudges his wife.

HUSBAND
Wanda.

WANDA
No.

HUSBAND
Wanda.

WANDA
Too hot.

HUSBAND
Wanda.

WANDA
Take care of it yourself.

HUSBAND
WANDA!

Finally, Wanda sits up, just as Spider-Man crawls past them, on his way to the roof of the building.

SPIDER-MAN
Personally, I think it *is* the humidity.

They watch as he keeps crawling, up and over the rooftop. Wanda hits her husband.

WANDA
WHY DIDN'T YOU WAKE ME UP?!

EXT ROOFTOP NIGHT

On the roof of the building, Spider-Man looks out over the city. The blackout extends in all directions, it's taken out most of lower Manhattan.

CONTINUED:

But off in the distance he can see brilliant blue arcs of electricity, lighting up the night. He shoots a web out in that direction and away he swings.

IN MID-AIR,

first person POV, we swing through the air over the city. A glass building races up at us, impossibly fast, but instead of crashing through it, we land on it, we stick.

We pivot, look for another building. We spot one, our gloved wrist rises up into frame, shoots out a web, and we leap from the building, swinging off into space again.

So *that's* what it's like to be Spider-Man.

EXT CON ED BUILDING NIGHT

The huge four-faced clock stands atop the Con Ed building downtown. It's two minutes till midnight. A shadow falls over the clock and *SPLAT!*

Spider-Man lands right on the clock's face, silhouetted for a moment by the brilliant white background. He scans the city below.

DOWN BELOW,

he sees a power plant, the big step-down transmission station near Houston. An eerie glow emanates from the plants's windows, the hot SIZZLE of electricity gone out of control can be heard all the way up here.

Spider-Man leaps from his perch and swings down toward the plant.

EXT POWER PLANT NIGHT

Spider-Man lands on the domed roof of the power plant. He scampers over to a skylight and looks down inside.

THROUGH THE SKYLIGHT,

he sees three or four GUARDS lying motionless on the floor. From the far corner of the room, just out of his line of sight, he can see wild yellow and blue bolts of electricity arcing in all directions. But he cannot see their source.

INT POWER PLANT NIGHT

A FIST pounds through the skylight, shattering it. Spider-Man crawls through the opening and onto the ceiling of the main generator room. He looks across the room, and finally sees the source of the electrical mayhem.

IN THE FAR CORNER,

Max Dillon stands between two giant turbines, which are spinning at top speed. He's got his arms outstretched, his head thrown back, and is SCREAMING WITH JOY as terrifying blue and yellow bolts of pure electricity, hundreds of thousands of kilowatts --

-- *ZAP right through his very flesh!* Dillon wears a skin-tight black bodysuit, crisscrossed with exposed wiring that runs in all directions, all leading down to his fingertips, where it ends in sharp, nail-like appendages. The wiring conducts the electricity as it flows through him, glowing white and red-hot.

ON THE CEILING,

Spider-Man observes this with great interest.

He pulls a tiny camera from a web-pack he wears on his back. He places it in a corner of the ceiling, points it down at Dillon, and sets the shutter on automatic.

THROUGH THE LENS,

the camera SNAPS a truly incredible photograph of Dillon, lit up like a human light bulb filament.

ON THE FLOOR,

a figure slowly lowers itself down in front of Dillon, hanging upside down from a web strand. With his head thrown back and his eyes closed, Dillon doesn't see it.

When their heads are at the same level, just a few feet apart:

SPIDER-MAN
Hey.

Dillon's head shoots forward, his eyes pop open.

SPIDER-MAN (cont'd)
I wear the tights in this town.

CONTINUED:

He shoots a web over to the wall, to a giant toggle switch that controls the turbines.

SPIDER-MAN (cont'd)
Sorry folks, bar's closed.

He gives it a pull, yanking it down and cutting off the power supply. The turbines WHINE and slow to a halt, the bolts of current dissipate.

SPIDER-MAN (cont'd)
You don't have to go home, but you can't stay here.

DILLON
BOYD!

Sensing something behind him, Spider-Man drops off his web and flips over, landing on his feet facing in the other direction, ready for a fight.

Boyd steps out of the shadows and walks toward him menacingly.

SPIDER-MAN
Uh oh, the muscular henchman.

Boyd takes a swing at him, which Spidey easily ducks.

SPIDER-MAN (cont'd)
What ever will I do?

Boyd swings again. Spidey *leaps* over this one, right over Boyd's head, landing on the other side of him.

Boyd whirls around, but Spider-Man is already uncorking a punch at Boyd's midsection. It lands, squarely --

-- and goes right *through* him. Huh? Spider-Man's fist sinks into Boyd's body, up to the elbow. He pulls it back, amazed, and finds it covered with *sand.* What the hell?

While he is reacting to this, Boyd unleashes a roundhouse to Spider-Man's jaw that lands like a ton of bricks, sending him sailing back against a wall. Spider-Man crumples to the floor, rubbing his chin.

SPIDER-MAN (cont'd)
Belly of sand, hands of stone.
Whadda you, a bad dream?

CONTINUED: (2)

Boyd pounces on him and picks him up, but Spider-Man is ready for him, he puts everything he has into a roundhouse that could rip through the side of a truck. It catches Boyd fully in the face.

But instead of landing on skin and bone, Boyd's whole head BURSTS in an explosion of white sand. Spidey pulls his hand back and Boyd's face shifts and reforms into its previous state. He brushes calmly at the sand on the lapel of his coat.

SPIDER-MAN (cont'd)
Ho-boy.

Boyd (or should we call him SANDMAN?!) strikes, two quick punches, one in Spider-Man's gut, the other in his face. Spider-Man falls again, rolls --

-- and shoots a double dose of webbing at Boyd. It wraps around him and Spider-Man yanks, pulling it tight as piano wires. Boyd struggles, but he's webbed up tight. Spider-Man leaps to his feet, closes in on him for a knockout punch.

But Boyd's whole body suddenly loses its form, turning into a big pile of sand which drains through the metal grating on which he's standing. Only the coat and hat remain, the rest has vanished.

Sensing danger, Spider-Man whirls --

-- to find Dillon standing right behind him. Dillon raises one hand and shoots out a small blue bolt of electricity that catches Spider-Man right in the forehead.

Everything goes black.

CUT TO:

INT DILLON'S APARTMENT NIGHT

Light fades back in. Max Dillon's face comes into focus, right in front of us, with an urgent message:

DILLON
There are others like you.

Spider-Man sits in the leather chair in Dillon's palatial penthouse apartment. A woman's hands are on his shoulders, rubbing, kneading. Dillon is wearing a silk dressing gown.

CONTINUED:

DILLON (cont'd)
My energy bolt disrupted your brain waves, that's all. You'll feel a bit groggy until the patterns reset.

Spider-Man turns, to see who's massaging him. It's Cordelia, and she never looked better. Boyd stands a few feet away, hands folded in front of him.

DILLON (cont'd)
Don't worry, we didn't peek under the mask. I respect your privacy. I respect *you.*

Spider-Man tries to get up, to do battle, but he's much too dizzy.

DILLON (cont'd)
No, no, no, just relax. No more fighting, okay? I just want to talk.

SPIDER-MAN
(sinks back into the chair, woozy)
About what?

DILLON
About you. Your career. Think of me as a guidance counselor. Your father figure. See, I've been through what you're going through right now. But I've had a chance to think, do a little reading, put it in cosmic perspective. You... if you don't mind me saying, you seem lost.

Spider-Man starts to object, but Dillon holds up a hand.

DILLON (cont'd)
Something happened to you that you can't grasp. You've changed, and now you just want someone to tell you what to do, who to be. But there's nobody who could possibly understand.

Spider-Man looks at him. He's actually worth listening to. And since he's too weak to fight...

DILLON (cont'd)
Except for me. And Boyd. Ah, Boyd. This poor young man. Boyd was a janitor at a military research facility.

(MORE)

(CONTINUED)

CONTINUED: (2)

DILLON (cont'd)
They were experimenting with teleportation, except nobody bothered to tell maintenance they were firing up the supercollider that day. One minute, Boyd's down there fixing some pipes, next thing he knows his molecules trans-substantiated with the sand beneath his feet.

Boyd is crying, reliving the memory. At his feet, two small piles of sand are forming where the tears fall.

DILLON (cont'd)
Bummer for Boyd. And when the scientists saw what happened to him, when they saw the Sand/Man they'd created, what do you think they wanted to do? Apologize? Write him a big fat check? No, they wanted to do tests. More experiments. Slice him open. Boyd slipped out under a door and never went back. He was working in a freak show when I found him.

He sits on the coffee table in front of Peter, leans in close, full of passion.

DILLON (cont'd)
But we are not freaks! We're not less than human, we're *more* than human. We are victims of man's blinding desire for scientific advancement. Man's technology created us... now mankind's gotta live with us. And we, well, we just have to make the best of our situation.

Cordelia's hands stray from Peter's shoulders and move lower, stroking his chest. She kisses him lightly on the ear. Dillon glances at her and bounces his eyebrows at Peter.

DILLON (cont'd)
You got a girl, Spidey? Want a dozen? Power's attractive.

He points a finger at an electrical outlet and beckons. A blue bolt of electricity leaps eagerly out of it and is sucked into the tip of his finger, which he uses to light his cigar.

CONTINUED: (3)

DILLON (cont'd)
Isn't it? Picture that, times eight and a half million kilowatts. I've got plans for this hamster wheel they call a city. Soon, very soon now, I will be strong enough to stand at the highest point on this godforsaken island, pull every last watt right out of her, and store it *within my very flesh!*

SPIDER-MAN
Sounds like a gas. Then what?

DILLON
Then I sell it back to them. See, I've acquired a great deal in the last few months, but I can't seem to get my hands on the one thing I want the most.

SPIDER-MAN
And what is that?

Dillon leans in close, lowers his voice.

DILLON
More.

SPIDER-MAN
It won't work. The government will refuse to pay.

DILLON
You think? Come here.

He gets up. Spider-Man, now strong enough to stand, follows him to the great windows which look out over the city. A huge portion of it is still dark, the portion right below them. Dillon's apartment alone has power.

Dillon throws open the windows. Below, they can hear the ANGRY SHOUTS of people suffering in the blackout, CAR HORNS at snarled intersections, ARGUMENTS in the street.

DILLON (cont'd)
New Yorkers can get so... grumpy. The power's been out exactly twenty-six minutes and already they can't stand each other. Imagine what they'll be like when the whole *city* goes black for a few days. Or weeks.
(MORE)

(CONTINUED)

CONTINUED: (4)

DILLON (cont'd)
They won't want to buy their own power back from me, not at first. Not at my prices. But *six months* of looting and rioting should change their minds. I have great faith in human nature. The cops can't stop me. The army can't stop me. You, and *only* you... maybe. Like it or not, friends or enemies, we're stuck together, so let's get it on or get it over with.

SPIDER-MAN
You're absolutely right.

Spider-Man does a neat backflip and lands on the ceiling, clinging right over Dillon's head, which he SMACKS with his palms like a snare drum.

SPIDER-MAN (cont'd)
LET'S GET IT ON!

Dillon reacts quickly, flipping off the dressing gown that covers the super-conductive suit he wears underneath. He raises one hand, the coils of his suit glow white hot, and a blue lightning bolt shoots from his fingertips.

Spider-Man leaps again, but the bolt catches him in mid-air, sending him flying back across the room.

DILLON
His mask! Rip that mask off!

Boyd's hands change into sharpened spikes and he leaps onto Spider-Man, raking his costume, ripping long tears across his chest, drawing blood.

Spider-Man rolls away and leaps up, onto the ceiling, where he clings just over their heads. Dillon sends another bolt up at the ceiling, but Spider-Man leaps out of the way just before it BLASTS an enormous hole, revealing the night sky above.

Spider-Man lands on the floor, but the moment he lands, he sees Boyd's arm, swinging right at him, reforming as it moves, now becoming a sledgehammer.

Spidey ducks and rolls as the sledgehammer smashes through the wall behind him.

Spider-Man shoots a web through the hole in the ceiling and hauls himself up and out, into the night air.

EXT ROOFTOP NIGHT

Spider-Man lands on the rooftop. Behind him, a doorway BANGS open and his pursuers race out after him. Dillon shoots a bolt of pure energy at him. Spider-Man leaps, the bolt goes under him, and Spider-Man lands on the side of a smokestack that leads straight up from the rooftop.

DILLON
Get him!

Spider-Man starts to crawl up the stack. Boyd takes off after him, climbing more slowly, but still making progress.

AT THE TOP OF THE STACK,

Spider-Man reaches the top. He secures a web strand on either side of the stack and crawls down, *inside* the stack.

ON THE SMOKESTACK,

Boyd keeps climbing, nearing the top.

IN THE STACK,

Spider-Man crawls down, as far as he can, stretching the webs tight. He anchors himself with his legs, holding on, quivering as the webs try to pull him back up.

ON THE SMOKESTACK,

Boyd reaches the top of the stack and leans over, just enough to peer down inside.

IN THE STACK,

Spider-Man releases his foothold in the stack and the webs snap like rubber bands, rocketing him straight up at top speed.

ON TOP OF THE SMOKESTACK,

Spider-Man shoots out of the stack, feet first, landing them squarely in the unsuspecting Boyd's face. He doesn't have time to reform, he flops over, upside down on the stack, clinging to it with his legs.

Spider-Man leaps off the stack, spinning around and around the tall column, webbing Boyd to the stack, stuck there, upside-down.

CONTINUED:

But of course that only works for a moment, then Boyd dissolves himself into sand, slipping through the webs and slithering down the stack into a pile on the rooftop.

By the time Spider-Man lands on the rooftop next to the pile of sand, it is already reforming into Boyd again.

He's going to have to come up with another plan. He turns, shoots a web onto the neighboring building, and leaps, just as Boyd's arms, formed into double-edged swords now, SNICK-SNACK through the air where he was standing.

Dillon sees Spider-Man escaping. He looks around, spots a power line that leads to the building Spidey is swinging toward.

He runs to the edge of the roof and leaps off.

IN MID-AIR,

blue bolts of electricity shoot out from under Dillon's feet and contact the power line, the energy fields repelling one another just enough to keep Dillon suspended above the high tension wire.

In this way, he actually *surfs* the power line, following Spider-Man toward the roof of the apartment building in the distance.

ON THE ROOFTOP,

Spider-Man lands on his feet, turns, and sees Dillon's hand already up, a bolt of current shooting through the night, right at him.

The bolt SLAMS into Spider-Man, flush in the chest. He flies across the roof of the building and SLAMS into the base of a wooden structure of some kind. He falls to the gravel roof, singed, smoking, shaken.

Dillon lands on the edge of the roof.

DILLON
It's insane for us to fight each other! Together we'd be unstoppable! I make this offer once, refuse and you face certain death!

SPIDER-MAN
(coughing in pain)
Interesting approach. Does it work with the ladies?

CONTINUED:

His bravado covers his panic, he knows he's done for if he doesn't find a way out of this, quick. He looks around, looks up. Sees that the wooden structure he's lying under is an old-fashioned rooftop water tank.

Dillon starts walking toward him across the rooftop. He raises his hands for the death blow.

Spider-Man squints up at the tank.

Blue sparks fly between Dillon's fingers, warming up.

Spider-Man shoots a web up to the tank, it sticks to a valve crank, he starts hauling on the web as hard as he can.

Bolts of Dillon's deadly current shoot out into the air --

-- and a *torrent of water gushes out of the tank!*

The water cascades right over them, the CRACKLE of wayward electricity fills the air as Dillon's power is temporarily shorted out in a brilliant shower of sparks.

It gives Spider-Man a moment, and that moment is all he needs to escape. He rolls off the side of the building.

IN MID-AIR,

he free-falls a few stories, then grabs hold of a flagpole that's jutting out before him. He flips over it once, twice, lets go, shoots out a web, and swings away on it.

ON THE ROOFTOP,

Dillon stands at the edge of the roof, his power temporarily dimmed, watching as Spider-Man swings away, vanishing into the canyon of skyscrapers.

Dillon nods, power sputtering and sparking as it slowly regenerates in his super-conductive suit.

DILLON
You'll crawl back, Spider. I'm about to be the only friend you've got.

CUT TO:

EXT PETER'S NEIGHBORHOOD NIGHT

Peter's new neighborhood is dicey enough when the lights are on, but during a blackout, you'd rather be in Philadelphia.

(CONTINUED)

CONTINUED:

M.J. walks alone down the street, headed back toward their building. The street is pitch black, PEOPLE scurry this way and that, there is a very spooky city-in-crisis feel here. She's nearly home, she rounds a corner --

EXT BAD BLOCK NIGHT

-- and a plate glass window SMASHES right in front of her. THREE CREEPS are looting an electronics store.

CREEP 1
What are you lookin' at?

M.J. snaps out of it, turns around, and walks back the way she came, her shoes CRUNCHING through the broken glass.

She tosses an anxious look back over her shoulder. The Creeps throw the rest of the laptops into the back of a van, one of them jumps in and tears away from the curb --

-- and the other two turn and follow M.J.

M.J.
Great.

She walks faster. The Creeps walk faster.

She turns a corner. The Creeps turn a corner.

She reaches the door of a seedy apartment building and jumps up into the alcove, to elude them. She pushes a couple of the buzzer buttons, for someone to let her in, but with the power out the buzzers don't buzz.

The Creeps draw closer.

M.J. (cont'd)
Hello?! Can somebody let me in?! I forgot my keys! I'm visiting --
(grabs a name off the buzzer)
-- Gomez! Hello?! Hola?! Anybody?! Please!

The Creeps draw near. She turns, puts her back to the street, and reaches for something in her purse.

A hand reaches up, grabs her by the shoulder, and pulls her out of the alcove and back out into the sidewalk.

CREEP 1
Did we *say* you could look at us?

He shoves her into the open mouth of a dark alley.

IN THE ALLEY,

the two Creeps close in on her, touching her hair, putting their hands on her in a manner that could be politely termed actionable. M.J. backs away, suddenly very timid and tearful.

M.J.
I'm sorry, I made a mistake, I'm so sorry, I shouldn't have looked at you, sir, that was the wrong thing to do, I should have...

Her hand whips out of her purse, holding a small black cannister.

M.J. (cont'd)
MACED YOUR ASS INSTEAD!

She sprays. The mace hits Creep 1 flush in the face and he falls to his knees, WAILING in agony. But Creep 2 is quick and he sidesteps it, coming up right beside her and catching her by the arm.

He brings her wrist down hard on his knee. M.J. SCREAMS in pain and drops the mace. He lets go of her arm and grabs her by the shirt. He holds her up in front of him, curls his hand into a fat fist, draws it back --

-- and he suddenly disappears, *up*, right out of frame. M.J. looks up.

Spider-Man clings to the wall just above them, holding the Creep by the hair.

SPIDER-MAN
WE DON'T... HIT... WOMEN!

He hurls him across the alley. The Creep smashes into the wall and crumples to the ground. He rolls, fumbling for something in his pocket.

Spider-Man springs from the wall, sails across the alley, and lands neatly astride the Creep. He grabs him by the collars and pulls him right up in front of his mask.

SPIDER-MAN (cont'd)
We hit the *men* who hit women.

The Creeps SNICKS open a switchblade and slashes it across Spider-Man's chest.

CONTINUED:

Spider-Man ROARS in anger, picks the Creep up over his head, and hurls him back across the alley, where he crashes into the first Creep, who's just getting to his feet.

CREEP 1
Jesus! He's like a... he's got the... he's got the...

SPIDER-MAN
"Proportionate strength of a spider" is the phrase you're searching for.

The Creeps stand, fall, and tumble their way out of the alley, running away as fast as they possibly can.

Spider-Man hurries over to M.J., who just stares at him, stunned.

SPIDER-MAN (cont'd)
Are you alright?

She nods. He takes her by the shoulders.

SPIDER-MAN (cont'd)
Are you sure?!

M.J.
Y-yeah.

She looks him up and down, sees the gash on his chest. Blood drips from the wound, his bare skin shows through the slash in the fabric.

M.J. (cont'd)
You're bleeding.

She notices how badly beaten and singed he is from the battle with Dillon.

M.J. (cont'd)
God, what *happened* to you?!

SPIDER-MAN
(weakening)
You know... bad guys...

M.J.
Sit down, before you fall down.

SPIDER-MAN
I'm okay.

CONTINUED: (2)

She reaches into her purse, pulls out a handkerchief and holds it to his chest to stop the bleeding.

M.J.
Does that hurt?

He shakes his head, in heaven, thrilling to her touch. She moves her hand around on his arm, feeling him.

M.J. (cont'd)
Wow.

She slides her hand lightly over his chest.

M.J. (cont'd)
Honey, you are *built.*

He looks right at her, they make eye contact. He drifts closer to her, brushes against her --

-- then pulls back, stopping himself.

M.J. (cont'd)
Who *are* you?

SPIDER-MAN
You know.

M.J.
I do?

SPIDER-MAN
Your friendly neighborhood Spider-Man.

He leaps up onto the side of the building, doing a mid-air flip so he's clinging to the wall upside-down, right above her head, just a few inches from her. She looks up at him, awestruck.

M.J.
Thanks for saving my ass, Spidey.

SPIDER-MAN
First thing I did right in weeks.

She stretches up, on her tiptoes, and leans in close to him, putting her lips right next to his ear.

M.J.
(whispers)
I bet you can do lots of things right.

CONTINUED: (3)

SPIDER-MAN
I should be going...

She stretches even taller and kisses him, open-mouthed, brushing her lips along the outside of his mask. He closes his eyes, nearly swoons.

She puts her hands on the side of his face and pulls him closer to her, pulls him right off the wall. He lands gently in front of her and now they're standing face to face, very close.

M.J.
(whispers)
I live upstairs.

She puts her hands on his hips, pulls him closer to her --

-- and he pushes her away, gently but firmly.

SPIDER-MAN
Don't do that.

She looks at him, startled. This is not how men respond when she offers her affections.

SPIDER-MAN (cont'd)
You need someone different, someone safer, someone *else*. Maybe the answer's right in front of you, but it isn't me.

M.J.
If you're not the answer, why are your hands on my body?

SPIDER-MAN
(hey, man, he's human)
Just one kiss... to remember you...

M.J.
Remember me? Baby, you'll wish you could forget.

She reaches out, to his mask. He flinches, but then lets her pull up just the lower portion of it, exposing his mouth. She leans forward, their actual lips are just barely about to touch, when --

FLASH!

TWO GUYS stand in the mouth of the alley. One of them has a camera, with which he has just taken a picture of them.

CONTINUED: (4)

GUY 2
Take another, take another, it's the Spider-Man, man!

The First Guy winds the camera to take another picture, but before he can even get it up to his eye --

-- *THWIP!* A strand of webbing shoots out from Spider-Man's wrist, yanks the camera from his hands, and Spider-Man takes off, crawling straight up the wall of the building and disappearing into the night with the camera.

M.J. cranes her head back and watches him go.

M.J.
(breathless)
Yowza.

The entire screen turns red --

INT PETER'S BATHROOM DAY

-- and we're in Peter's tiny bathroom, the red light coming from a safe bulb he's using while he develops photographs. The intimate shot of Spider-Man and M.J. hangs from a clothesline, drying, while Peter stares at it, forlorn.

There is a POUNDING at the door.

M.J. (O.S.)
(highly annoyed)
Peter, for God's sake, quit making a career out of that bathroom! I gotta get ready for work, dude!

He sighs, reaches up, and snatches the picture off the clothesline.

Such is his life.

CUT TO:

INT DAILY *BUGLE* - NEWSROOM DAY

J. Jonah Jameson stands in the middle of his newsroom, staring down at a box in his hands. He BARKS at his Assistant.

JAMESON
What the hell is this?!

CONTINUED:

ASSISTANT
A gift.

JAMESON
From who?!

ASSISTANT
Your eleven o'clock meeting.
(a whisper)
An investor.

Jameson walks into --

INT JAMESON'S OFFICE DAY

-- his glass-walled office. Max Dillon sits across from his desk, in a very expensive suit. Jameson tosses the open cigar box on the desk contemptuously.

JAMESON
Now you listen to me, Haircut, I don't care how rich you are, J. Jonah Jameson cannot and will not be bought! No investor has ever influenced the editorial policy of any of my publications, not one iota! Got it?

DILLON
I'd like to invest in your company. I'm thinking in the neighborhood of this amount.

He puts a yellow legal pad on the desk in front of Jameson, who glances at it for a fraction of a second, then back up at Dillon, not missing a beat.

JAMESON
Suggestions! That's all I'm willing to listen to! Comments! Story ideas, sure, once in a while. Endorsements of political candidates, I suppose we could discuss that.
(picks up a cigar)
What are these, Cohibas? Mmm, Lancero...

DILLON
I have only one concern. The public menace known as Spider-Man. It's time someone spoke out against him.

CONTINUED:

JAMESON
Why bother? He's a flavor of the month. *Last* month. Yesterday's news.

DILLON
You don't know what news is. Read every major publication printed in this country in the last ten years. I did. News is change, news is the break, it's all about the cycle. Your average guy couldn't care less what's going on in the world, he just wants a *story*, something he can follow on the way to work every day, a story with a beginning, a middle, and an end, and *you*, my careless, withholding friend, YOU have only given him a BEGINNING! You have sinned. You have erred. You have allowed Spider-Man to become *BORING!*

JAMESON
You're the first person I met talks faster than me.

DILLON
Make him newsworthy again. As much as they love him now, make them *loathe* him. People are ready for the change, they just don't know it yet, they need you to tell them. Fixate on him. Devote every inch of available space to him, make his world a cold, hostile, friendless place. Make him feel completely alone.

JAMESON
How am I supposed to do that?

DILLON
You're a journalist. Make something up.

Jameson thinks. Looks down at the legal pad. Looks at Dillon again. Back at the legal pad. Back at Dillon.

Dillon sighs, leans forward, and adds a zero to the end of the figure written on the legal pad.

CUT TO:

INT JONAH JAMESON'S OFFICE DAY

A copy of the new issue of the *Bugle* lands on a desk, staring at us. The cover shot, taken from Peter's surreptitious camera, shows Spider-Man locked in battle with Dillon in the power plant. The headline reads:

POWER PLAY!
Spider-Man, Electro Stealing City's Power!

Peter is upset with Jameson.

PETER
How could you accuse Spider-Man of being involved without any proof?

JAMESON
You like that, "Electro?" That was my idea. Ever since Spider-Man, they all gotta have a name.
(screaming)
HOFFMAN! Call the patent office and copyright the name "Electro!" I want a quarter every time somebody says it!

Hoffman, who is at the water cooler taking some aspirin, leans his head against the wall.

PETER
I'm sorry, sir, but you're wrong about Spider-Man, completely wrong. My picture clearly shows him trying to *stop* the crime.

JAMESON
What are you, his lawyer?

PETER
It's slander!

JAMESON
So let him sue me and get rich like a normal person! That's what this country's all about! Romance!

PETER
The country's all about romance?

JAMESON
No, the story! Spider-Man! It needs romance! A love interest! Pay attention when I'm talking, damn it!

CONTINUED:

He leaves the office and starts off --

INT NEWSROOM · DAY

-- across the busy newsroom.

JAMESON
That's the next chapter, that's what people want to know. Does Spider-Man have a girlfriend, and if so, is she hot? Find out! Get me a picture! Preferably in one of those shorty tee-shirts.

PETER
I don't know, it doesn't seem like he would have time for-

JAMESON
Granted, he's a Spider-Man, but he's also a man. Men *make* time.

PETER
Isn't this an invasion of privacy?

JAMESON
INVASION OF -- ?! What decade do you live in?! This is a public service! I can picture this poor woman now, she's a delicate little flower that this well-known degenerate is leading down the garden path to moral destruction! Parker! It is our professional responsibility to save the life and reputation of this young, busty creature! Plus I'll give you a thousand dollars.

PETER
(stunned)
A thousand?!

JAMESON
If the picture's good enough, sure.

PETER
A thousand dollars...

Peter realizes Jameson has led him to the elevators, and is now shoving him inside.

JAMESON
And a full time job to go with it!

CONTINUED:

PETER
That's what you said about *these* pictures!

JAMESON
My instincts were right about you! And I'm right about Spider-Man! Just you wait and see!

The elevator doors close.

CUT TO:

INT GROCERY STORE DAY

The overstuffed drawer of a cash register slides open and a hand starts making change for a twenty. Suddenly, a red and blue webbed glove SMACKS down over the other hand.

A KOREAN GROCER looks up, surprised, and sees SPIDER-MAN leaning across the counter, his hand in the till.

GROCER
What do you think you're doing?!

SPIDER-MAN
What does it look like?

Spider-Man shoves the Grocer back against the shelves and scoops the money out of the drawer. He bolts for the door, knocking TWO LADIES out of his way as he goes. (And by the way he moves, we can tell this isn't the *real* Spider-Man.)

GROCER
Stop him! Somebody stop him!

He bolts for the door.

EXT STREET DAY

The Grocer races out of the store and screams right in our face:

GROCER
SPIDER-MAN RIPPED ME OFF!

His closeup turns to a still photograph on the cover of

THE DAILY *BUGLE,*

with that very headline, over the shot of the angry Grocer's face:

CONTINUED:

SPIDER-MAN RIPPED ME OFF!

EXT PETER'S BLOCK DAY

Peter stares in shock at the front of the *Bugle.* What the hell?

EXT CITY STREET NIGHT

A TOURIST COUPLE huddle at a cash machine. Just as the money comes out of the slot they are knocked viciously to the ground.

Spider-Man scoops the money out and holds it triumphantly in front of their faces, laughing crazily. The Tourist Wife has the presence of mind to swing her camera around and SNAP another picture, which of course becomes the cover of

THE DAILY *BUGLE,*

a picture of a vicious, money-clutching Spider-Man under the headline:

WELCOME TO NEW YORK! NOW GIMME YOUR MONEY!

The camera zips down to a box at the bottom of the page, where another story is being almost ignored -- *"More Power Stolen From City's Supply."*

INT DILLON'S APARTMENT DAY

Max Dillon looks at the *Bugle,* deeply satisfied. Behind him, Boyd gives some cash to a MUSCULAR GUY in a Spider-Man suit, mask off.

Dillon lowers the paper, looks at the televisions in front of him. He waves his hand, turning them all up.

ON THE TELEVISION,

Jameson is on a Sunday morning news talk show.

JAMESON
I want to know why the NYPD hasn't put together a special task force, as they would with any serial criminal! What happened to the mayor's ballyhoo about safe streets?! They're not so safe now, are they? *WHAT GOOD IS PROSPERITY IF WE MUST LIVE IN FEAR?!*

EXT PLAYGROUND DAY

In a playground, a SOBBING SIX YEAR OLD holds a Spider-Man doll by the legs and BANGS it off a park bench as hard as he can, trying to break its head off.

SIX YEAR OLD
I HATE YOU, I HATE YOU, I HATE YOU!!

Far up above --

EXT FIRE ESCAPE DAY

-- the real Spider-Man (you can just tell) sits hunched on a fire escape, lonely pondering his fate as the six year old's cries echo around him.

VOICE (O.S.)
How could you do it, Spidey?

Spider-Man turns. A Teenager leans out a window nearby, the same teenager he once rescued from the Cops who were beating him up on the street.

TEENAGER
I respected you, man. I told people.
Now I'm a sucker.

Spider-Man raises a hand, can't come up with the words, but it doesn't matter, the Teenager just SLAMS his window and turns away, shaking his head.

SPIDER-MAN
Why is this happening?

Furious, he leaps from the fire escape and swings out over the city.

SPIDER-MAN (cont'd)
WHY?!! WHY?!!

IN DILLON'S APARTMENT

Spider-Man's words echo as Dillon stares out his picture windows at the city below. He's polishing a shiny green apple.

DILLON
Almost ready... he's almost ready...

EXT SCHOOLYARD DAY

Spider-Man swings over a schoolyard surrounded by chain link where a DOZEN MORE KIDS shoot hoop. They see him and BOO, shout insults, throw rocks at him as he swings away.

INT PETER'S BEDROOM NIGHT

Peter sits on the edge of his bed, staring morosely down at something in his hands. It's the picture of Spider-Man with M.J., locked in a passionate embrace. He desperately doesn't want to part with it, but --

INT NEWSROOM DAY

-- the picture slides across a desk in the newsroom of the Daily *Bugle* as Hoffman slides a check back across, to Peter.

HOFFMAN
One thousand dollars.

Hoffman scoops up the picture and heads off into the newsroom with it.

Peter looks down at the check, disgusted with it and himself. He shoves it in his pocket and walks away.

CUT TO:

EXT MIDTOWN DUSK

The front door of a television studio in midtown opens and M.J. comes out. Peter falls into stride beside her.

PETER
Boo.

M.J.
Hey! What are you doing here?

PETER
Just in the neighborhood. I remembered you had an audition.

M.J.
Are you okay? You look all pasty.

PETER
Thinking too much, I feel like my head's gonna explode.
(MORE)

CONTINUED:

PETER (cont'd)
You know that feeling when you're tipping back in a chair and you tip too far, and for just a second you feel like you're falling over backwards?

M.J.
Yeah?

PETER
That's how I've felt for three days. And I couldn't think, for the life of me, who I could talk to about it.

Preoccupied, she didn't really hear that. She stops and gestures back at the building she just came out of.

M.J.
Can you believe those people? They suggested acting classes. A *soap opera* actually told me I needed acting lessons.

PETER
Hey, I finally got paid some decent money. Rent's all taken care of, and there's enough left for me to buy you a great dinner. Where you wanna go? Anyplace.

M.J.
Um... I can't.

PETER
Oh. Got plans?

M.J.
I just don't know if it's a good idea.

PETER
Okay. I'll see you back home, then. Maybe we can go grab a coffee.

M.J.
Pete, I like you a lot, but I have to say this right now because if I don't things'll get weird and you'll end up pissed off and hating me, I know what I'm talking about, I'm telling you this because I care about you.

He stops. He knows where this is going and he feels like an idiot.

CONTINUED: (2)

PETER
(feebly)
I just said...

M.J.
I appreciate everything you've done for me, letting me stay with you and eat your food and use your phone and I like you and respect you and I will be the best friend to you that you could possibly imagine, but I can't, I don't, you shouldn't...
(stops herself)
I'm sorry.

PETER
... coffee.

She hesitates, this wasn't quite the way she wanted to play it, but it's too late now.

M.J.
You're where I'm from, Peter, and I'm not ever going back there.

She turns and hurries away.

Peter just stands there, feeling a fool.

But then his face hardens.

Not this time!

Remembering something, he brings a hand up to his chest, slides it inside his shirt. No costume, it got wrecked in the fight with Dillon.

He looks around. He sees a sign in the window of a souvenir shop that says "ALL COSTUMES HALF OFF."

INT SOUVENIR SHOP DAY

Peter races past a rack of costumes. There's a clown, a cowboy, Mr. Potato Head, Wolverine -- ah hah!

He yanks a Spider-Man costume off the rack. He tugs at the sleeves, checks out the stitching. He's impressed.

PETER
Very nice.

AT THE REGISTER,

a twenty dollar bill lands on the counter. Peter stands in front of the CLERK, clad in the Spider-Man costume.

SPIDER-MAN
Can I wear it home?

CUT TO:

EXT CITY STREET NIGHT

M.J. walks down the street in Chelsea. Night has fallen.

FROM UP ABOVE HER,

we drop straight down, dizzyingly fast, right toward the top of her head.

ON THE SIDEWALK,

a webbed face bobs into frame in front of her, upside-down.

SPIDER-MAN
What a coincidence!

He grabs M.J. and rockets back up, like at the end of a bungee cord.

ON THE ROOF OF A BUILDING,

Spider-Man sails over the edge of the building, still holding onto M.J., and flips them both over neatly. They land on their feet, face to face.

M.J.
I *knew* you'd call!

SPIDER-MAN
Can I ask you a question?

M.J.
Sure.

SPIDER-MAN
Not here.

He sweeps her up into his arms, shoots a web to the building across the street, and leaps off the rooftop.

CONTINUED:

As they swing away from us, we hear her SCREAMS fading away --

CUT TO:

EXT BROOKLYN BRIDGE NIGHT

-- and then fading right back in as we drift over the Brooklyn Bridge. Its twin towers stand both feet planted in the East River, miles of suspension cables silhouetted like prison bars in the full moon's light.

Spider-Man lands nimbly on the vertical cables, clinging there easily, naturally, like a spider at the center of its web. He still holds M.J., cradling her effortlessly in his arms.

SPIDER-MAN
Y'okay?

M.J.
Holy sh-

He starts up the cables again, climbing with two feet and one hand, reaching the top of the dramatic upsweep cable that leads to the top of the Manhattan tower.

He stands there, balanced easily on the narrow cable.

SPIDER-MAN
Sorry, I interrupted you.

M.J. dares a look down. Spider-Man's feet are all that stand between her and a fatal fall.

M.J.
Don't talk. Concentrate.

Spider-Man laughs. He takes off, sprinting up the cable.

EXT BROOKLYN TOWER NIGHT

They reach the top of the Brooklyn tower, fifteen hundred feet above the water. Spider-Man sets her down gently in the middle. She stands there, chest heaving, terrified, exhilarated.

M.J.
W-What did you want to ask me?

CONTINUED:

SPIDER-MAN
Even when it's so hot that two million people are sticking to each other, or so cold your hair freezes before you get ten steps out your apartment door, even on those days when New York just hauls off for no good reason and *kicks* your ass, you have to admit...

He gestures to the magnificent view of Manhattan.

SPIDER-MAN (cont'd)
... it ain't a bad-lookin' town.

She looks, and the view does indeed take your breath away. Spider-Man circles around behind her, slips his arms around her waist.

M.J.
I can't believe this is happening.

SPIDER-MAN
(whispers in her ear)
Neither can I.

She turns, looks at him, into those indefatigable wicked white eyes. He circles around to the front of her.

She's trembling with excitement.

He reaches out, takes her hands, one in each of his. He walks her backwards and she lets out a little YELP, afraid of falling. They stop.

SPIDER-MAN (cont'd)
Trust me.

She relaxes, lets him keep pushing her, until her back presses up against a beam. Still holding her hands, he raises her arms, up into the air and out to the sides.

He passes his right wrist delicately over her left wrist, and when he pulls it away there is a gossamer-thin strand of webbing holding her arm in place.

She looks at her right wrist, just as he finishes doing the same thing there. Her arms are pinned lightly in place now, she is totally vulnerable to him.

He leans forward, puts his mouth just inches from hers. She can feel his hot breath through the mask. He lays his lips on hers, through the fabric.

CONTINUED: (2)

Her mouth parts, the tip of her tongue flicks across the edges of the fabric around the corners of his mouth. It's a tingling, erotic kiss --

-- but it's not enough.

M.J.
I want *you.* The real you.

He leans forward, tries to kiss her again, but this time she turns her head to the side, his mouth lands to the left of her lips.

M.J. (cont'd)
Not a mask.

His mind reels, everything he wants is right before him, but her message is clear, there is a price, and he knows what it is.

He leans forward, to her ear, and whispers.

SPIDER-MAN
Can *I* trust *you?*

She nods, eyes shining.

He takes a step back.

He raises one hand to the corner of his mask --

SPIDER-MAN (cont'd)
Here goes a brilliant mistake...

-- and tears it off.

The wind kicks up, there's a stiff breeze up here on top of the tower, and Peter Parker stands there, revealed before the woman he loves, his hair blowing in the wind.

M.J.
Oh. My God.

He looks at her, anguished, wondering if suddenly the deal's off, having a terrible feeling deep down inside that she doesn't want him anymore.

After an agonizing pause:

M.J. (cont'd)
What are you waiting for?!

CONTINUED: (3)

The wind gusts, he lunges forward, their mouths devour each other, Peter's arms wrap around her, he presses deeply into her, her legs wrap around him and pull him closer, they entwine with each other, closer, closer...

And the world stops.

CUT TO:

THE DAILY *BUGLE*

has a banner headline alongside Peter's precious, intimate picture of Spider-Man kissing M.J.

CAN A SPIDER LOVE?!
Webbed Freak Forces Attentions on Mystery Girl!

The paper lowers --

INT DILLON'S APARTMENT DAY

-- in Max Dillon's apartment, where he studies the photo with great interest. He peers down at the corner of the picture, where tiny type is printed underneath:

photo by Peter Parker

Dillon thinks.

DILLON
Boyd! Call the newspaper and get an address for this photographer, this Peter Parker. I've got a few questions for him.

He notices Boyd is scowling at him.

DILLON (cont'd)
Sorry, Boyd. *I'll* call them.

CUT TO:

EXT CITY STREET NIGHT

A PHONY SPIDER-MAN has a PRIEST down on the sidewalk and is rifling his pockets in front of a crowd of shocked and frightened ONLOOKERS.

PRIEST
Ow! Ouch! Help! That hurts!

CONTINUED:

PHONY SPIDER-MAN
Shut up, Father! Where the hell's your wallet?!

A pair of red and blue webbed feet rocket through the frame and send this phony Spider-Man flying. The real Spider-Man lands on his feet, livid. The Onlookers burst into applause.

SPIDER-MAN
Are you okay, Father?

PRIEST
Yes, I... I think so...

ONLOOKER 1
That other one's a fake! I *knew* it!

ONLOOKER 2
Spidey, dude, we *wanted* to believe you...

ONLOOKER 1
We couldn't help it!

ONLOOKER 2
It wasn't our fault!

ONLOOKER 3
It's the damned *media!*

The real Spider-Man goes to the Phony Spider-Man and hauls him to his feet, lifting him high up over his head.

SPIDER-MAN
HOW MANY MORE OF YOU ARE OUT THERE?!
HOW MANY MORE!

PHONY SPIDER-MAN
I don't know! I don't know!

SPIDER-MAN
WHY ARE YOU DOING THIS?!

PHONY SPIDER-MAN
He gave me a couple hundred bucks!

SPIDER-MAN
Who?!

CONTINUED: (2)

PHONY SPIDER-MAN
SOME GUY NAMED DILLON!

CUT TO:

INT DILLON'S APARTMENT NIGHT

Max Dillon sits in his leather chair, reading from a stack of magazines, lots of ads for expensive clothes. He scans an ad, rips to the next page. Gorgeous models.

Scans. Rips. Pricey cars.

Scans. Rips. Vacation homes.

Scans. Rips. Spider-Man's face.

Huh?! Dillon SHOUTS in alarm as he sees Spider-Man's actual face dangling right in front of him. He SCREAMS and leaps out of the chair, but Spider-Man grabs him by the collar and hauls him up off his feet, staring at him eye to upside-down eye.

SPIDER-MAN
You're messing with my rep. Nobody messes with my rep.

DILLON
Oh, *grow up.*

Livid, Spider-Man hurls him across the room. Dillon bangs into the wall and sags to the floor. Spider-Man flips over and lands on the floor, crouching there, ready to fight, ready to spring out of the way of Dillon's energy bolts.

DILLON (cont'd)
Just un-crouch yourself, for God's sake, I'm not going to fight you. Is this really what you want out of life? Ridicule and abuse on the street, deadly fights with colorful fellas like me? Isn't it time you started acting like an adult? Don't you think you should be asking yourself two logical questions?

SPIDER-MAN
And what are those?

CONTINUED:

DILLON
First question -- "What's in this for me?" Let's take your chosen field -- hero. Bad choice. Look at the grief it's brought you.

SPIDER-MAN
Most of it courtesy of you.

DILLON
Hey, I *care*, I'm trying to perform an intervention here because *you*, my friend, are wasting your gift on the ungrateful masses, who would like nothing better than to see your mask ripped off and watch you be dragged through the slime!

That has a ring of familiarity to it. Spider-Man stops, listens.

DILLON (cont'd)
It's true, isn't it? Oh, they found you amusing for a while, but the only thing they love more than a hero is to see the hero fail, fall, screw up, see him exposed in a scandal, caught with his pants down. People don't want heroes, people *hate* heroes. Heroes make them feel bad. Who wants an example you can never live up to? And now *you* come along, Mr. Holier-Than-Thou, and run around like you think your socks don't smell, like you think you're *better* than everybody else... Can't you take a hint, Kid? *They hate you.*

Spider-Man is listening.

DILLON (cont'd)
You think you're a hero? They think you're a joke. You're Dan Quayle. Tonya Harding. Joey Buttafuoco. You're Leno material. Is that *really* what you're here for? I say NO!

He hops up on a rectangular stack, about three feet tall by three feet wide, covered by a blue plastic tarp. He preaches with evangelical fervor.

CONTINUED: (2)

DILLON (cont'd)
I say we are extraordinary individuals, joined together by Fate! There are six billion people on this planet, and those teeming masses exist for the sole purpose of lifting a few exceptional people onto their shoulders! That's what human evolution is all about, the *highest* common denominator, not the lowest! We honor competition, don't we? We honor the winners. But for every winner, there are thousands of losers, and now *you* must ask yourself -- am I a loser? OR ARE WE NOT THE WINNERS?! This is your moment, young man, you are about to decide who you are and who you will be! *GOD HIMSELF* has given you an awesome gift and He *DEMANDS* that His gifts be used! You have limitless power, and with that power...

He leaps off the stack and pulls away the blue tarp, revealing a giant stack of neatly bundled bills. There must be millions of dollars there.

DILLON (cont'd)
... you can score a lotta cash.

He picks up a couple packets and tosses them to Spider-Man, who catches them instinctively, then looks down at them. They're hundreds.

DILLON (cont'd)
Help yourself.

Spider-Man stares at it, tempted. How much would just *one* of those packets mean to his life...

DILLON (cont'd)
No one else will.

SPIDER-MAN
But it's stolen.

DILLON
Not by you.

Spider-Man lets the money slip from his fingers. It hits the floor with a soft THUD.

CONTINUED: (3)

DILLON (cont'd)
You're hurting my feelings.

SPIDER-MAN
Maybe there is a reason for what happened to me.

DILLON
That was a gift, I picked it out just for you.

SPIDER-MAN
Maybe I was put here to stop guys like you when nobody else has the guts.

DILLON
Pretty tough talk for a guy in a Danskin.

SPIDER-MAN
Unless he can back it up.

DILLON
You're forgetting to ask yourself the *second* logical question.

SPIDER-MAN
Which is?

DILLON
"Where is my girlfriend?"

Spider-Man pales, right through his mask.

DILLON (cont'd)
Did you know she's living with some photographer? Boyd and I hung around his place looking for you and we were shocked -- *shocked!* -- to see her instead.
(hard as hell)
Stay away from me tonight. She might live.

SPIDER-MAN
(horrified)
What have you done?!

DILLON
Me?! Hey, I'm not the one who *entangled* myself.
(MORE)

CONTINUED: (4)

DILLON (cont'd)
You didn't do something stupid like *tell* her, did you? To impress her? Because that would be kinda pathetic and I don't know if we could hang out any more.

Spider-Man leaps up, lands on the ceiling, and crawls across it, toward the open skylight, frantic.

DILLON (cont'd)
One thing you gotta learn about the hero business, Kid. They who walk, walk alone.

Spider-Man vanishes out the skylight. Dillon pulls a cell phone from his pocket and pushes a button.

DILLON (cont'd)
(into phone)
He ain't buyin'. Take her.

CUT TO:

INT PETER'S APARTMENT NIGHT

Back in Peter's apartment, M.J. is ready for bed, the sheets already turned down. She slips into a tee shirt, picks up her book ("An Actor Prepares") and hops on the bed to read.

She furrows her brow. Rubs her feet on the sheets. They go SCRATCH SCRATCH SCRATCH. What the heck?

She sits up, rubs a hand on the sheets, holds it up to the light.

Sand sparkles on her skin.

As she looks, a few more grains fall onto her outstretched palm.

She looks up. There is a big crack in the ceiling right above her, and through it, more sand is falling.

M.J.
Hey...

And more sand. And more sand. She leaps out of bed.

M.J. (cont'd)
HEY!

CONTINUED:

The trickle of sand becomes a blizzard, an enormous pile of sand that cascades through the cracks in the ceiling, falling all around her, reforming as it lands, turning into a big, bulky, freaky thing that stands right in front of her.

Boyd.

M.J. SCREAMS.

Boyd brings his hand around, two great big sledgehammers (literally) destined to intersect on either side of M.J.'s head and before she can even react --

-- BOOM BOOM. Out go her lights.

CUT TO:

INT DILLON'S APARTMENT NIGHT

In Dillon's apartment, Cordelia is at the bar, mixing herself a tropical drink.

DILLON
Cordelia, my dear, my special night is finally here. And I have a *very* special job for you.

He touches a finger to the surface of her drink, putting the flame in her rum punch.

Cordelia is anxious. You would be too.

CUT TO:

EXT ROOFTOP NIGHT

CRUNCH! Spider-Man lands on the roof of his building and races across it.

INT PETER'S APARTMENT NIGHT

Outside the window, Spider-Man's head peers down from the outside wall. He crawls inside, upside-down on the ceiling, and drops to the floor.

He freezes in his tracks, staring in horror at the wall, which is still smoking where someone burned a message into it. The wall reads:

STAY AWAY

CUT TO:

EXT OVER THE CITY NIGHT

Spider-Man swings frantically over the city, headed uptown toward Dillon's place. Up ahead, he sees the building, but doesn't notice half a dozen police cars and vans parked down below on the street, their cherries flashing.

Spider-Man shoots a web to the top of the apartment building, the big plate glass windows loom up in front of him but he's not stopping, not even slowing down, he swings his feet out ahead of him --

INT DILLON'S APARTMENT NIGHT

-- and CRASHES through the glass, landing on his feet on the floor in the middle of the room.

SPIDER-MAN
MARY JAAAANE!!!!

No answer. Spider-Man turns in a circle, searching --

-- and finding. The motionless body of a woman, lying face down on the floor.

SPIDER-MAN (cont'd)
Oh God, no...

He hurries across the room and turns the body over.

It's Cordelia, Dillon's girlfriend. She's dead, her face white and lifeless, her hair sticking out on end. Guess he didn't bother to revive her after his last kiss.

SPIDER-MAN (cont'd)
Bastard!

BAM! The front door of the apartment EXPLODES into cinders and a SWAT team bursts into the apartment. A POLICE HELICOPTER suddenly appears outside the broken-out windows of the apartment.

Spider-Man leaps to his feet and backs away, but there he is, standing over the dead body, the only one in the place.

Everybody freezes, SHOUTING at each other, guns levelled, helicopter's ROAR and prop wash blowing through the apartment. Spider-Man has his hands half up in the air, stands there frozen, thinking like crazy. The SWAT COMMANDER looks at him down the long barrel of his gun. They SHOUT over the helicopter.

CONTINUED:

SPIDER-MAN
IT WASN'T ME!

SWAT COMMANDER
LOOKS LIKE OUR TIP WAS RIGHT ON THE MONEY! YOU'LL FRY FOR THIS!

SPIDER-MAN
CAN'T FRY, GOTTA FLY!

He turns and takes off, running across the room toward the broken out windows.

SWAT COMMANDER
NOT ANOTHER STEP!

But Spider-Man keeps running, so the SWAT team opens fire. He serpentines, ducks, leaps, spins, bouncing all around the room, off the ceiling, the left wall, the right wall, as the SWAT guys spin around, firing wildly, their bullets tearing the apartment to pieces.

Spider-Man realizes this can't go on forever, so he heads for the broken-out windows, just as the Commander levels his gun, drawing a bead on him.

Spider-Man shoots a web out, to the building across the street --

-- leaps out the broken window --

-- and a stream of bullets SLICE right through the web!

IN MID-AIR,

Spider-Man abruptly goes into free fall, plummeting toward the sidewalk fifty floors below. He squirms around, eyes searching frantically for a flagpole, a ledge, a balcony, anything, but it's all racing by so fast and now he's less than thirty floors up, twenty, ten...

His eyes fall on the police helicopter, still straight up over him. It's his only chance. He shoots out a double strand of webbing and it SMACKS into the undercarriage of the chopper.

IN THE COCKPIT,

the helicopter dips suddenly from the added weight. The CO-PILOT SCREAMS at the PILOT.

CO-PILOT
PULL UP, PULL UP, PULL UP!!!

CONTINUED:

The Pilot jerks back on the stick --

IN MID-AIR,

-- and Spider-Man bounces up, just feet from the pavement. He soars through the air, hitching a ride on the bottom of the helicopter as it flies away from the building, inadvertently providing Spider-Man with his escape.

IN THE COCKPIT,

the Co-Pilot looks down, sees Spidey hanging from their undercarriage.

CO-PILOT
WE GOT HIM!
(into radio)
WE GOT HIM!

IN MID-AIR,

Spidey shoots out a web to a neighbor building and swings away.

SPIDER-MAN
THANK YOU, OFFICERS!

IN THE COCKPIT,

the Co-Pilot watches as he disappears between skyscrapers.

CO-PILOT
We lost him.
(into radio)
We lost him.

ON A BUILDING FAR AWAY,

Spider-Man swings in for a landing, does a triple loop around a television aerial, soars back up into the air, far higher than before --

ANOTHER BUILDING

-- lands momentarily on the side of a glass office building, springs again --

ANOTHER BUILDING

-- catches hold of a window ledge higher up on another building, leaps again --

ANOTHER BUILDING

lands upside down on a scaffold, spins around two *more* times, gathering momentum, lets go, flies up even higher still, and comes in for a landing --

EXT CHRYSLER BUILDING NIGHT

-- straddling the golden eagle that peers out from the very tip top of the Chrysler Building. He has an unobstructed view of the city in all directions.

SPIDER-MAN
Stay away... Stay away... Stay away from *where?*

While he ponders --

-- the power begins to go out all over the island!

Great huge bolts of electricity leap out of the neighborhoods and shoot up into the air, then *bend*, headed south, drawn by some mysterious force. Blackness moves like a wave, sweeping down from the Bronx, rolling through Harlem, the upper East and West sides, down through Midtown and Chelsea, soaking the Village in a cloak of black. You can hear the VOICES of New York rise up almost as one in frustration, anger, and fear.

The blackout keeps rolling, spreading all the way down to the Southernmost tip of the island --

-- which, strangely, glows brighter than ever. Two tall, identical columns stand side by side, glowing ever-brighter in the darkening night. The bolts of current that are being sucked out of the city are all ending up in this place.

SPIDER-MAN (cont'd)
"The highest point on this godforsaken island!"

He leaps from the building. As for us, we know perfectly well that the highest point on this godforsaken island --

CUT TO:

EXT WORLD TRADE CENTERS NIGHT

-- is the radio towers atop the World Trade Center buildings, the very ones we saw in the opening of the movie.

CONTINUED:

Someone has temporarily rigged the radio tower on the north building with an elaborate wiring system that runs down to a point in the center underneath it. The bolts of electricity leaping up to the tower from all over the city are caught by the top of the tower, conducted down, whipping around its spindly metal structure at blazing speed, and terminate --

-- in Max Dillon, who stands directly under the radio tower, dressed in his super-conductive suit, arms and legs extended, supercharging himself with a power beyond imagining.

Imagine.

Imagine!

ON THE SIDE OF THE BUILDING,

further down, hands and feet land on the side of the building and stick there.

The Amazing Spider-Man begins to run, hands and feet, moving on all fours in a decidedly non-human fashion, scampering as fast as we've ever seen him scamper, straight up the north tower of the World Trade Center.

Spidey got wheels.

ON THE ROOF,

Dillon soaks up the power, looking positively radiant tonight. Suddenly, with a familiar *THWIP-THWIP,* a thick strand of webbing shoots around his wrist, tearing it away from the radio tower and breaking his connection.

DILLON
HEY!

THWIP-THWIP! Same thing, other wrist. The power stops its surging, but it still whips around the radio tower.

Now another strand wraps around Dillon's *neck*, and he's yanked, by that strand, right off his feet.

Spider-Man, standing on the roof, whips Dillon off and dangles him over the edge of the building, choking the life out of him.

SPIDER-MAN
WHERE IS SHE?!

CONTINUED:

DILLON (cont'd)
(chokes out a scream)
BOYD!

A metal door that leads to the stairwell CLANGS open and Boyd steps out, M.J. locked in the cement-block grip of his arms (and his arms are, literally, cement blocks).

Spider-Man steps toward them, but Boyd tightens his grip. Over the edge, Dillon is dragged up a few feet as Spider-Man moves, choking him even harder.

M.J.
Listen, you pigs, my father is a *major* underboss in the Mafia, okay?! Do you have *any* idea what you're getting yourselves into?!

SPIDER-MAN
Let her go!

DILLON
(gasping)
LET... *ME...* GO!

Spider-Man is caught in a pinch. He hauls Dillon up over the edge and drops him on the rooftop, but keeps his grip on the webbing around his throat.

SPIDER-MAN
(to M.J.)
Are you alright?!

She nods, more pissed off than anything. Dillon staggers to his feet and grabs the webbing from around his throat. Showers of electrical sparks dissolve it in his very hands.

DILLON
You *CHUMP!* If you had an ounce of intelligence, you'd join me and shake this two-bit planet down for every nickel it's got! You're not a hero, you're a *spider!* Spiders are predators! They kill to live! There are no merciful spiders! There are no vegetarian spiders! It's time for you to accept your TRUE NATURE! You are, and you will always be, *The Spid-*

A burst of webbing suddenly SPLATS right across Dillon's face, muting him.

CONTINUED: (2)

SPIDER-MAN
No "the." Just "Spider-Man."

He whirls, fires double webs at Boyd's arms and pulls with everything he's got, EXPLODING Boyd's arms in a shower of sand. M.J. sees the opportunity and bolts away from him, across the rooftop.

Dillon whirls and fires two energy bolts at Spider-Man, who's forced to leap out of the way, to the only possible sanctuary, up on the radio tower.

He lands and clings, sucked in by the massive electricity still running through it. He SCREAMS in pain, but manages to SHOUT to M.J. through his agony.

SPIDER-MAN (cont'd)
Water! Spray him!

Near the doorway, M.J. sees a fire hose coiled behind a glass door. She SMASHES the glass and yanks it out.

Dillon sees what she's doing and turns on her. He whips up an energy field around himself, just as she turns the force of the water on full.

This time, he is infinitely more powerful than before. The water collides with the massive energy he's summoned up and *turns to steam in mid-air!*

The steam blows back at M.J. in a vicious cloud, scalding her, and red-hot electricity shoots all the way down the length of the hose and sets it aflame, right in her hands. She drops to her knees, singed --

-- and Dillon races over and pulls her to her feet. He grabs her by the arms, she winces, he screams up at Spider-Man.

DILLON
I WARNED YOU TO STAY AWAY! NOW TELL HER GOODBYE!

Using all his strength, Spider-Man tries desperately to tear himself away from the radio tower's electrical current, but can't do it. His hands and feet begin to smolder.

M.J. SMACKS Dillon hard across the face, but she is shocked in the process, and grabs her hand in pain. Dillon grabs her by the shoulders, stands her upright in front of him --

(CONTINUED)

CONTINUED: (3)

DILLON (cont'd)
I'm such a heart-stopper.

-- and kisses her full on the mouth. Her body quivers, convulses, and collapses, still held in his arms.

SPIDER-MAN
NOOO!

He tears one hand free from the radio tower and shoots a web out to the opposite building, the south tower. Pulling on the web, he finally rips himself free of the radio rig, swings down across the roof, sweeps M.J. right out of Dillon's arms and up into his own. They swing across the chasm --

ON THE SOUTH TOWER,

-- and land on the roof of the south tower.

SPIDER-MAN
M.J.? *M.J.!*

She is motionless. He puts his ear to her chest. Her heart has been stopped.

SPIDER-MAN (cont'd)
Oh, my God.

ON THE NORTH TOWER,

Dillon fires lightning bolts across to the other building. They SHATTER through the windows on the top floor, but he can't hit Spider-Man from where he's standing.

Dillon summons a furious force field of electromagnetic energy, like a sorcerer calling up a demon. It forms into a huge plasma ball that leaps across to the base of the microwave mast on the south tower. It starts to glow hot red.

ON THE SOUTH TOWER,

Spider-Man is performing CPR on M.J., with no result, when he hears a horrible GROANING right over his head. He looks up.

The microwave mast is ripping away from its moorings, falling toward the north tower.

ON THE NORTH TOWER,

it lands with a crash, forming a bridge between the two towers.

Dillon and Boyd leap on it and race across to the south tower.

ON THE SOUTH TOWER,

Spider-Man must turn away from M.J. to deal with his two attackers.

Boyd comes at him, sledgehammers swinging, and lands two hard blows to Spider-Man's midsection. Spider-Man is sent flying back, shooting out webbing in desperation.

Boyd is momentarily webbed into a cocoon, then his whole body EXPLODES in a shower of sand that blows across the roof toward Spider-Man. The sand reforms in two seconds flat, right in front of the injured Spider-Man.

Boyd grabs him and holds him in his iron grip. Spidey's ribs CRACK under the pressure and MOANS in pain.

DILLON
Hold him out where I can hit him!

Boyd's arms turn into long steel rods, growing and growing, pushing Spider-Man away from him, holding him at a very long arm's length, pushing him right to the very edge of the roof.

Dillon raises his arms, calling up a gigantic burst of electricity, ready to blast Spidey to kingdom come. Spider-Man is trapped, arms pinned at his sides by Boyd's steel rods; he thinks, thinks, thinks, what to do?!

The force field grows and grows, the bolts come together as one, pointed right at Spider-Man --

-- Spidey wriggles a wrist free from under the steel rods, shoots a web at Boyd, it wraps around his mid-section like a lasso --

-- Dillon's bolts cut loose --

-- and Spidey steps off the roof!

IN MID-AIR,

the iron rods release him as Boyd flails for balance. Spider-Man falls, clinging to the web that's lassoed around Boyd's waist.

ON THE SOUTH TOWER,

Spidey's falling weight tightens the web strand around Boyd and jerks him, SCREAMING, right in front of the oncoming energy bolts!

With a ROARING SIZZLE, the bolts hit the Sand/Man, wrapping around him --

-- and turning him into a smoking lump of melted glass.

He's posed there, cooling, in a position of agony, his glass mouth curled in a scream that will never end.

Bummer for Boyd.

Dillon SCREAMS in anger.

IN MID-AIR,

Spider-Man jerks to a stop, dangling from the two ton glass sculpture that now decorates the roof. He clambers back up his web strand --

ON THE SOUTH TOWER,

-- and comes up over the edge of the roof. Immediately, Dillon fires two energy bolts that narrowly miss the web-slinger.

Spider-Man SCREAMS and *leaps!* This is the biggest jump we've ever seen him pull off, thirty feet, all the way across the roof before Dillon has a chance to re-energize himself.

He lands, both feet square in Dillon's chest, and both of them go flying over the opposite edge of the roof.

IN MID-AIR,

they fall, Dillon SCREAMING and shooting out energy bolts in all directions.

FROM FAR AWAY,

you can see them, lighting up the night, falling between the two towers in a grand, descending shower of sparks, like some gigantic Jacob's ladder.

IN MID-AIR,

still falling, Spider-Man shoots out webs in all directions, but they miss, miss, miss, there's nothing for the webs to grab hold of but sheer building face on both sides.

He gets an idea. He raises his wrists and starts shooting straight up, twirling his wrists as he does, spinning them, spinning them. The webbing bonds to itself a few feet over his head, spinning into a lump the size of a dinner plate, no, a sombrero, wait a minute, it's bigger still (we get it now!) he's actually forming --

-- *a parachute!*

With a WHOOMP the web-chute fills with air and his fall slows to a gentle glide. He looks down. Below him, Dillon is still in free-fall. Spider-Man turns a free wrist, points it down, and shoots a web down after him.

THE WEB CATCHES DILLON

by the ankle, he jerks to an abrupt stop, and swings, SLAMMING against the base of the south tower, head first. If he's still alive, it won't be for long.

ON THE GROUND,

Spider-Man lands, hard, but on his feet. Immediately, he looks up.

SPIDER-MAN
M.J.!

Dillon lies crumpled on the ground a few yards away, his suit still sparking, but his power dwindling fast.

SPIDER-MAN (cont'd)
Don't you die! Don't you dare die!

Spider-Man picks him up, hurls him over his shoulder, and leaps up onto the side of the building again.

ON THE SOUTH TOWER,

Dillon's body CRUNCHES to the gravel rooftop, moaning and writhing.

Spider-Man, chest heaving, his costume torn, burned, and bloody, grabs Dillon by the hands and drags him across the gravel, ignoring the blue bolts of electricity that dance painfully around his wrists.

Spider-Man reaches M.J.'s lifeless form, bends down over her, holding Dillon's hands in his own. Gently, he lays Dillon's sparking hands on her chest, right over her torn tee-shirt.

Two blue bolts of electricity leap into her chest, her whole body convulses once, up off the roof --

-- and Max Dillon dies. The sparks racing around his super-conductive suit run a few last tired laps...

And fade away.

Slowly...

... M.J. opens her eyes.

Peter tears off his mask and sweeps her up into his arms.

M.J.
I love you... I love you, Peter...

Peter's face clouds over with concern and confusion. Over her shoulder, he looks down at his empty mask, which lies on the ground in front of him, eyes staring up.

He stares at the mask, at everything it represents, and the eyes seem to bore into him, wide, white and accusing. The eyes grow huge, dissolve over --

DISSOLVE TO:

EXT CEMETERY DAY

-- a newly-carved tombstone that sits on a wooden pallet on the grass:

BENJAMIN PARKER
1932 - 1999
BELOVED HUSBAND AND UNCLE

A small crowd of MOURNERS is gathered in an ancient cemetery in Queens.

CONTINUED:

Summer has turned to fall and the day is heavy with black-bellied clouds; a storm RUMBLES nearby. The Mourners are gathered around a grave, Peter standing arm in arm with his Aunt May, M.J. nearby. A MINISTER intones:

MINISTER
-- to consecrate the final resting place of Benjamin Parker with this stone monument. It is fitting and proper that we gather together one final time to remember a man now seven months passed; a man who meant so very much to all those whose lives he touched.

While the Minister goes on, Peter looks down at the grave marker, at a message carved on the very bottom:

HE SHALL BE ALWAYS REMEMBERED

Peter stares at that message. Closer.

ALWAYS REMEMBERED

Closer still, till we see just a part of one word:

REMEMBER

Peter looks up at M.J., who is staring at him across the grave.

He looks away. Deep in thought.

A SHORT WHILE LATER,

the ceremony breaks up. M.J. walks away by herself, up a windswept hilltop. A shadow falls over her and she turns. It's Peter. She forces a smile but it's tense, there's something wrong between them.

M.J.
Hey, Stranger. What happened, you forget how to pick up a phone?

He grabs her by the shoulders, his voice shaking with emotion. They're alone on the hilltop; the coming storm lowers its thunderclouds to just over their heads.

PETER
Listen to me, Mary Jane, because I'm only going to be able to say this once. I made a mistake, a terrible mistake, and we're both lucky it wasn't too late to fix it.
(MORE)

(CONTINUED)

CONTINUED:

PETER (cont'd)
I told you who I was because I was selfish, I put you in danger, I used my power for the *wrong reason*. I forgot what Uncle Ben told me once, I failed him, I almost let you down too, but I'm never going to fail anyone else again!

A flash of lightning CRACKS across the sky, thunder RUMBLES right behind it.

M.J.
You didn't let me down. I let you down, Peter, I was a coward, I thought I didn't deserve you, I thought I wasn't good enough to be with someone so smart and so kind --

PETER
You should have told me that before.

M.J.
I *tried* to tell you, I didn't know how, but I've learned so much, I see everything clearly, you and I are supposed to be together, it's how things were meant to be --

PETER
Things change. Forget me.

M.J.
But I love you, Peter!

She moves forward, to throw her arms around him, but he catches her and holds her away, just inches from his face.

PETER
You don't. You love *him.* And you can't have him.

She stares at him, shocked, heartbroken. He pulls her in, gives her one last kiss, on the lips, the very opposite of his words, big emotions are like that, then he pushes her away for the final time.

PETER (cont'd)
No one can.

He turns and races away, down the hill and across the cemetery.

CONTINUED: (2)

M.J. remains, alone, the wind whipping her hair, tears rolling down her cheeks, lightning FLASHING, thunder rolling and CRACKING everywhere.

Over her, an indelible image slowly dissolves, dominating her, replacing her with --

DISSOLVE TO:

EXT TOP OF WORLD TRADE CENTER NIGHT

-- Spider-Man. Upside-down again, dangling cross-legged from the rebuilt radio tower of the World Trade Center, just as we first found him. Mary Jane slowly dissolves away, until there's nothing left of her at all. Spider-Man just hangs there, gently swaying from side to side.

SPIDER-MAN (V.O.)
Can't say I didn't warn you. Like the man said, it's hard to be a saint in the city.

We begin to push in toward him, just as we pulled away at the beginning.

SPIDER-MAN (V.O.)
After they rebuilt this tower, I kinda made it my favorite hang. A guy needs a place to think, a quiet spot to tell folks the story of his life. But what kind of story is it, that it leaves so many questions unanswered? Can I ever trust myself to love someone again? Do I dare allow *anyone* to know me, to truly understand me? And what, please God, *what did my parents leave in that box?*

The camera rotates 180 degrees, putting him right-side-up, the skyscrapers upside-down.

SPIDER-MAN (V.O.)
With all the powers I was given, I cannot know the future. I'm left twisting in a web more complicated than any I have ever spun, the web of *Fate*. But whatever life holds in store for me, I will never, *ever* forget Uncle Ben's words again. "With great power comes great responsibility."

CONTINUED:

We draw closer, just looking at his head now.

SPIDER-MAN (V.O.)
"Of those to whom much is given, much is required."

Even closer. Just the eyes.

SPIDER-MAN (V.O.)
This is my gift. This is my curse.

His eyes become a geometrical pattern again. This is where we came in.

SPIDER-MAN (V.O.)
I am Spider-Man.

FADE OUT.