

S P I D E R - M A N
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SECOND REV.

FADE IN:

INT. PROFESSOR OCK'S PRIVATE PHYSICS LABORATORY, THE CYCLOTRON ROOM (CREDIT SEQUENCE) - DAY

A mighty WARNING KLAXON assaults our ears. A FLASHING RED WARNING LIGHT stabs our eyes.

Several DIALS go into the RED. A hand pushes aside a YELLOW THERMOS and pushes forward a RED POWER THROTTLE. We hear the WHINING UP of a cyclotron. A DIGITAL DIAL climbs to "5% POWER." A SPIDER crawls across a DIAL.

Begin OPENING CREDITS.

THE CYCLOTRON ROOM is in an old basement full of peeling paint and plumbing wrapped with TAPE. Leaks are here and there. COBWEBS are all around.

DOCTOR OTTO OCTAVIUS (OCK) is a strong but strange featured man in his mid-fifties.

His assistant, WEINER, hovers nearby looking on. He's open mouthed with a mindless kind of curiosity. WEINER is a local, small-time hood hired by OCK to circumvent the school administration and to "procure" whatever OCK needs for his experiments. He shades his eyes against a searing BLUE-WHITE BEAM that erupts from the WINDOW. THE ROOM IS DIVIDED INTO A CONTROL ROOM AND THE EXPERIMENT CHAMBERS.

WEINER

Whoa, whoa, whoa... what's that?

With a WHOOSH, the WINDOW EXPLODES, showering the TWO with shards of GLASS, and throwing them to the floor.

OCK

(rising)

We begin again... let's kick in that new transducer. See if we can double the power output.

WEINER

(rising more slowly)

Whoa, Doc... wait a minute...

But OCK is already at the THROTTLE. The cyclotron whirls up. The lights go on. Louder, brighter than before. OCK looks through the broken WINDOW into the EXPERIMENTAL CHAMBER. The POWER DIAL inches upward, "eight, nine..." the BLUE-WHITE LIGHT is blinding now. The WHINE pitch is shattering. END OPENING CREDITS.

OCK
Okey... dokey!

The POWER DIAL hits ten.

EXT. EMPIRE STATE UNIVERSITY - DAY

As STUDENTS go to class, the sound of the cyclotron spills out of the SCIENCE CENTER onto the grounds of Empire State University.

We see PETER PARKER, a pleasant faced senior who's among the top in his class. Sincere and serious, he has yet to develop a way with women.

LIZ
(falling in step)
Hiya Peter...

LIZ ALLEN is also a senior. She's beautiful and intelligent.

PETER
(ardent but uncomfortable)
Hiya Liz... how're you doing...?

LIZ
(teasing softly)
How'm I doing what?

HARRY
Peter! Peter! Wait up!

HARRY is the school nerd. A quirky kid who, like PETER, can be a little backward around girls, especially pretty ones like Liz.

HARRY
(to Liz)
Would you, uh... excuse us for a minute?

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

PETER
What is it? what...

HARRY
Did the Astro-Physics Journal really accept your paper?

PETER
(laughs, embarrassed)
Yeah... well... all I got's the data but they've agreed to publish it when it's finished. You know... it's my calculation on the Planetary Conjunction.

HARRY
And its influence on the anti-force. Isn't it?

PETER
Yes. Look, Harry, I am busy with...

(indicates Liz standing there)

HARRY
Yeah, you and the rest of the class. Every
one is busy with Liz.

LIZ
(growing impatient)
Peter?

A HAND reaches in and smacks her bottom.

FLASH
Hiya, cupcakes...

LIZ
(elbowing him affectionately)
Flash...!

They kiss and walk away.

HARRY
(sneering)
And Flash is the busiest of them all...

PETER
(disappointed)
Come on, Harry... we'll be late for
Octavius.

HARRY makes a gesture dismissing OCK as crazy.

HARRY
Ock is nuts, don't you agree?

PETER
Ock is a genius, Harry. Crazy, Yes! But,
a genius misunderstood, and unappreciated.

INT. CYCLOTRON AREA HALLWAY - DAY

It is a basement hallway full of LOCKERS which STUDENTS are banging open and shut as they put stuff in and take stuff out. In their midst, a MAN is banging on the door marked "Cyclotron Room - Authorized Personnel Only!" Professor ROSOMORF, SIXTISH, respectable, a good old fashioned professor, he's the head of the Physics Dept. With him is ALEXANDER THORKEK, a 40-ish, Waspish school administrator. For a scientist as crazily focused as OCK, THORKEK is a natural enemy.

ROZ
(knocking furiously)
Doctor Octavius! You are late for your
lecture. The students are waiting. Doctor
Octavius!

THORKEK
Your friend is impossible Professor
Rosomorf, I told the board we should let
him go.

The LIGHT above THORKEK's head EXPLODES. Then all the LIGHTS behind him EXPLODE in succession. THORKEK and ROZ look

amazed...

THORKEL

What's he doing in there, not his crazy experiment again.

ROZ

You mean his anti-force theory... one day they'll give him the Nobel Prize for it.

THORKEL

Meanwhile he is demolishing our university. Octavius!!
(knocks)
Open the door.

INT. OCK'S LAB

OCK

The anti-force experiment has now reached the limit of electronic overload safety. Therefore, Weiner, you will disconnect the overload safety device...

FOUR WALDOS (three-fingered, snake-like mechanical arms) suddenly thrust themselves into the CHAMBER and begin working, each at a different task. OCK is an acknowledged master at manipulating these WALDOS.

He flicks a switch and a searing BLUE-WHITE BEAM lances down from a FOCUSING CONE and strikes a GRAM WEIGHT (marked, "1,000,000"), illuminating it and filling our ears with a splitting BUZZ TONE.

The knock on the door grows louder.

WEINER comes up behind OCK.

WEINER

Whoa, Doc... someone's at the door...

OCK

(ignoring)
World class scientific mind and they stick me in the basement with this third rate cyclotron...

INSERT: The DIAL marked "RELATIVE GRAVITY" reads "1,000,000" but suddenly it snaps to "0.999999!"

OCK

Okey! Dokey!

The WEIGHT begins to jiggle and, for an instant, it appears to lift ever so slightly.

INT. COLLEGE PHYSICS LAB - DAY

This is an enormous room, 100 lab tables. The yellowing smoke of a thousand experiments hangs in the air. A HUGE AMERICAN FLAG dominates the back wall.

PETER, HARRY and LIZ set up their TABLES. FLASH reads the

DAILY BUGLE sports section. PETER can't take his eyes off LIZ. When she looks back he looks down at his GEAR.

LIZ
(softly)
What is it, Peter?

PETER
(embarrassed)
It's nothing.

INT. OCK'S LAB

WEINER opens the door and sees ROZ and THORKEL waiting impatient.

WEINER
Yes, gentleman can I help you?

THORKEL
Tell your boss, that his class is waiting.

WEINER
(looks)
You better tell him yourself.

THORKEL looks at ROZ who waves his shoulder, then the both call.

ROZ & THORKEL
Professor Octavius!!

Professor OCK turns and looks at the bewildered men.

OCK
Gentlemen, come, you must see this.

ROZ
But, your students...

OCK
The imbeciles can wait... I have better things to do than teach introductory Physics Rosomorf. Undergrads are kindless adolescence.

THORKEL
You see he is impossible.

OCK
Thorkel you are the dummiest administrator our university has ever had.
(Thorkel turns to go)
Don't go Thorkel!! Come! Look!

He starts to play his machines handles and buttons.

THORKEL
The university pays you to teach something to your students.

INT. COLLEGE PHYSICS LAB - DAY

LIZ
Well, do you mean nothing... or do you mean
something but you won't tell me what it is?

PETER
(regaining)
I mean plain nothing.

LIZ
Well, I guess that's about as nothing as
you can get... plain nothing.

A beat.

PETER
Liz...!

LIZ
Ahh, it is something.

PETER
No... look.

The equipment on her TABLE is starting to vibrate. They look
at it, curiously. We hear the cyclotron's WHINE begin to
build...

INT. CYCLOTRON ROOM - DAY

Everything is shaking like in an earthquake... Roz and Thorkel
seem to dance in their place going crazy with anger and
surprise. The WHINE is deafening! The light is blinding!
WEINER has his eyes closed and his hands over his ears.

OCK
I am going for 20 percent power!

THORKEL
NO!! Don't do that...

ROZ
Ock! Its dangerous...

THORKEL
Ock I warn you...

WEINER crosses himself. The CONSOLE erupts in sparks.

INT. ELECTRICAL CONDUIT MONTAGE - DAY

We follow the electrical overcharge as it crackles along the
WIRES and CABLES inside the WALLS and FLOORS. It is making its
way up to the LAB!

INT. LAB - DAY

All the kids are now trying to hold onto their vibrating
equipment.

The CHARGE crackles up a WIRE and erupts at LIZ'S TABLE. A
BREAKER explodes in flames. There is an outburst of AD LIBS:
"Fire!" "Everybody out!"

THORKEL (comes running he is shabby and bewildered) seeing LIZ trapped behind the fire which is growing from second to second.

THORKEL

Keep calm, everybody keep calm. Use the front door. Everybody out the front.

PETER

Liz! Come on...!

LIZ

I can't. Help me!

PETER

I'm coming!

He wades into the fire, but is beaten back by the FLAMES. His sleeve is on fire. He pats it out.

LIZ

Peter!

Flash appears and tries to help but Thorkel stops him.

THORKEL

Get back, you idiots. You can't go in there!

LIZ smashes at the WINDOW, but this is an inner city school and the WINDOWS are covered by STEEL GATES. Liz wraps her fingers in the GATE.

LIZ

(out at the street)
Help! Help me!

Outside the WINDOW the air is clear and people come and go. Some are stopping to look up at the girl on the second floor who screams (but they can't hear, of course) down at them as the FLAMES close in behind her.

PETER comes flying in with a FIRE EXTINGUISHER. He fumbles with it. FLASH pushes Thorkel, grabs the extinguisher away from him with a scowl of disdain.

LIZ turns to face the FLAMES. Suddenly there is an eruption of CO2 CLOUDS and the roar of a FIRE EXTINGUISHER.

The FLAMES are beaten down enough for her to leap out. FLASH is there, holding the EXTINGUISHER. People CHEER.

PETER

Thanks for your help Flash.

FLASH

No problem wimp.

PETER

Our hero has a real way with words.

LIZ

Oh, why don't you grow up.

PETER is stung, insulted, turns away.

ROSOMORF peeps in, worried -- faces Thorkel.

THORKEK

This man will bring a disaster upon this university.

OCK comes in, starts his lecture calmly as if nothing has happened.

OCK

The universe is made up of forces... and counter-forces. Science is the study of the forces!

FLASH hands the EXTINGUISHER to PETER. LIZ embraces FLASH, throwing a glimpse at PETER who tried so bravely. He looks away and turns the last of the EXTINGUISHER on the last of the FIRE.

OCK

(continues without a hitch)
But I... Professor Otto Octavius... have devoted my life to the study of the counter-forces! Good job, Peter.

PETER

(taking place at lab table)
Thanks, Professor.

THORKEK has walked slowly and uncomprehendingly toward the front of the huge LAB. He simply cannot believe OCK'S behavior.

THORKEK

I don't believe it, I simply don't...

OCK

Can we carry on Mr. Thorkel.

THORKEK

I don't believe... oh, all right carry on Professor.

OCK

Well! This week my dear students I have made a stunning breakthrough...

THORKEK

Wait a minute, wait a minute... you've got fire forms to fill out, Dr. Octavius.

OCK

I have no time for forms, or administrators who persist in interrupting me, Mr. Thorkel.

THORKEK steams out and bangs shut the DOOR.

OCK

I now believe its possible that these counter forces can be... collected... the way the magnifying glass collects the

sunlight... and focused into a hard beam I
call... Weiner!

WEINER backs away from the BLACKBOARD to reveal a word that OCK
has scrawled in large letters. It says "AntiForce."

OCK
I call it, the Anti-Force!

OCK is plugging a HUGE CABLE into a small LUCITE BOX with a
SILVER BALL inside it.

OCK
(continues as he works)
This anti-force, once harnessed, is capable
of undoing any natural force at which it is
aimed... for instance...
(looks up maniacally)
Gravity!

LIZ scribbles down a note and mouths the word "gravity." Then
she turns to PETER.

LIZ
(whispers)
I'm sorry...

PETER
It's alright.

OCK is "playing" his COMPUTER like the Phantom of the Opera at
the organ.

OCK
We patch in the cyclotron...

The lights flicker and go dim.

OCK
Pay no attention to the lights... I of
course steal its energy, and it loses
power. We patch in the cyclotron... and we
gradually apply power. The power that I am
stealing...

As the WHINE builds in the LAB...

OCK peers through the LUCITE BOX at us, distorted by it. The
BOX is a miniature version of the cyclotron's experimental
chamber, and now the BLUE-WHITE glow begins. It crackles round
the SILVER BALL.

OCK
And so we stand, four square against the
fundamental force that orders and maintains
our universe... gravity... which is holding
down this goddamn ball. Rise!

The LIGHTS go totally dark. The kids react with WHOOPS and
CATCALLS.

HARRY
What a crock...

PETER

Shut up Harry... this is very interesting.

OCK

Mr. Parker! Have you some... interesting observation you'd like to share with the class?

PETER

No sir...

OCK

Then shut up! And pay some attention to the experiment.

OCK peers at us through the LUCITE BOX as the SILVER BALL begins to rise. OCK'S face is ecstatic.

OCK

Rise! Rise!!!

The SILVER BALL suddenly shoots up, shattering the top of the box. It flies up to the ceiling where it shatters a LIGHT FIXTURE.

The shards rain down on OCK who reaches out and catches the falling BALL and scales it in a raised fist.

OCK

Now that's what I call an experiment!

The CYCLOTRON WHINE cuts out and OCK wheels to the COMPUTER. He hits a KEY and several COLORED PROJECTION BEAMS lance out of the back of the room. They pierce the smoke and light a PROJECTION DISPLAY in the front.

TWO COLORED SPHERES one, YELLOW, one BLUE touch where their circumferences meet. Behind them is a BLACK depiction of "space".

OCK

You are looking at a representation of two universes. Our Blue one. Our real universe... something we can touch and feel and see and draw calculations about. This is us. The Yellow universe... this is something else. Some other dimension... something... on the other side!

OCK hits another COMPUTER KEY and a hole appears where the TWO SPHERES touch. The BLUE AND THE YELLOW MARBLEIZE with each other. The colors swirl until both SPHERES are BRIGHT GREEN.

OCK

If it were possible to generate enough power behind it, the anti-force could wipe out not just gravity... but all our universal forces at the same time. In effect... it would blast a hole between this universe and the next. Each... (indicates green spheres) would flow into each other. No blue

universe. No yellow. End, finished, over.

LIZ
(with a student's ear)
That sounds like a scenario for the end of
the world.

OCK
My girl, it is! It is. It would mean
wiping out everything that's known... and
letting in everything that's unknown.

FLASH
Isn't that a little dangerous?

OCK
Don't worry yourself, true interdimensional
penetration is still purely theoretical,
but one day... Maybe very near... maybe in
the 21st century...

INT. BASEMENT HALLWAY - DAY

PETER, LIZ, FLASH and HARRY all take BOOKS from their LOCKERS.

LIZ
(whispers to Peter)
Look, it's just... I don't know... when you
and Flash go after each other like that...

PETER
(whispers)
He's not my type.

LIZ
He doesn't have to be.

PETER
Check.

LIZ
And besides, he's not all bad.

PETER looks at FLASH who's a few LOCKERS down. FLASH has taken
a FOOTBALL from his LOCKER and is spinning it on his finger
with great joy and concentration.

PETER
You don't get nicknamed Flash because
you're a rocket scientist, Liz.

LIZ
Give it up, Parker. You'd die for a
nickname like Flash.

PETER
Yeah, of embarrassment.

KIM comes by and leans seductively by her LOCKER. KIM is a
ripe one and hot-hot-hot!

KIM
(teasing)

Hey, Flash... I'm scalping a pair of the Midnight Madness Wrestling Match tomorrow night.

FLASH
The Slammies??? I'd kill for that!!!

KIM
Would you pay \$125?

FLASH
Well, uh, I... gee... if... can I tell you tomorrow?

KIM
(moving on)
You snooze, you lose. Hiya Liz...

LIZ
Kim, you know Peter and Harry? This is my new roommate... Kim Nickson.

KIM is pulling her pet, a foot long SALAMANDER, out of her LOCKER. She wraps it around her neck and turns to the boys.

They go bug-eyed!

KIM
(interested)
Hellooo, Peter.

PETER
(embarrassed)
Hi...

LIZ
We're going to the Student Reunion Meeting. You coming?

Peter looks at KIM. Wow. Then he looks at LIZ who's adjusting herself in a small MIRROR. HARRY jabs him in the ribs. Yeah, yeah!

PETER
(frustrated)
I can't... I gotta go over to the Daily Bugle. I'm trying to sell some photos.

KIM
Soohh, a photographer...?

PETER
Just an amateur. Well... nice meeting you, Kim.

KIM
Yeah... I bet it would be.

HARRY
Can I be your date for the reunion ShooShoo?

KIM

No Jerk!

HARRY
(she turns to go)
What did I say...

LIZ
It's not what you said, it's how you say
it, ShooShoo!

Everybody leaves and Harry is left alone, he throws his bag
down.

HARRY
Damn!

PETER turns to go and comes face to face with the hulking
WEINER.

WEINER
Peter, Doc Ock wants to see you.

PETER
About my data I bet.

WEINER
I don't know.

PETER
He knows about my work on the Planetary
Conjunction, doesn't he?

WEINER
(lies)
I don't know.

INT. CONTROL ROOM - DAY

PETER enters wide-eyed behind WEINER. This place is a far cry
from the experiment in the LAB ROOM. It's a fantastic
netherworld to which no undergrad gains entrance. No one but
PETER.

OCK is sitting in a swivel CHAIR with his back to PETER. He has
the look of Captain Nemo in his Nautilus. This is OCK'S
domain.

PETER
Hello, Professor Octavius.
(no response)
I really admired your experiment.

OCK
(back to Peter)
We have a lot of interests in common,
Peter. Perhaps we should put our heads
together, if you know what I mean...

PETER
(flattered)
That would be... great.

OCK

(turns with a smile)
Now you take the Planetary Conjunction.
This Saturday night we will witness Saturn,
Jupiter, the Moon, the Earth, the Sun...
all in a row. Never seen within the memory
of man, or measured for its effect. The
total gravitational force must be quite
exceptional. Isn't that the subject of
your paper...?

PETER

Yes sir, I've worked out a new way to
calculate the combined gravitational
effect.

OCK

I'm a busy man, Mr. Parker. But I think I
could find the time to go over it with
you. Make sure it all... checks out.

PETER

Well... I'm sort of working with Professor
Rosomorf and he suggested we kind of keep
it between us. He thinks that my theory
is... well, I don't know...

OCK

(to himself)
The scoundrel...
(turns angry)
I want to see that data, Peter!

PETER

But Professor Octavius... if I knew you
were interested... sorry, I've already
given it to... Professor Rosomorf, and he
is after all the head of our Physics
Department... and I couldn't...

OCK turns sweet again. He smiles too broadly.

OCK

Well, I'm certain something can be worked
out. Run along, young man.

PETER begins to leave.

OCK

Just a minute... how about if I show you my
discoveries... something I never showed to
any other student... as a matter of fact to
anybody at all.

PETER

Well I am really flattered, I mean I'd love
to... but I...

OCK

Very well shall we say if you come here
tonight...

PETER

But Professor I don't now if I should...

OCK
Make it eight sharp... I'll be waiting for
you... Right here...

Peter looks worried then leaves.

OCK turns to WEINER who slouches against the wall smiling.

OCK
The same academic world that's so keen to
embrace that boy's undergraduate work,
ridicules my anti-force theory as
quackery. I ask you, Weiner... what is our
society coming to? Ha!

WEINER
They are all a bunch of brainless assholes,
that's what I say...

OCK
Weiner! Go get me that boy's data!

WEINER
Cost you fifty bucks.

OCK
(Weiner hissing)
Just get it. We'll negotiate your fee when
you have the data, alright Weiner?

EXT. DAILY BUGLE - DAY

Establish as ART DECO BUILDING well beyond its prime. A sign
says: "The Daily Bugle." Peter enters the building.

JAMESON (V.O.)
Garbage! Absolute, 100% garbage!

INT. JAMESON'S OFFICE - DAY

Very forties, very messy. J. Jameson scans some PHOTOS as
PETER stands helplessly by.

JAMESON
Bag ladies. I hate bag ladies.

PETER
Yes, sir.

JAMESON is 50ish, grey at the temples, brush cut on top. He too
is forties. His chewed up CIGAR is forties. This guy is a
hard case.

JAMESON
(looks at the other photos)
Little kids... I hate little kids. This is
a daily newspaper. We need news value
photographs, not artsy-fartsy shit!

PETER
Yes, sir.

JAMESON comes to a picture of a BUSINESS SUITED MAN with a MOHAWK. PETER smiles in anticipation.

JAMESON
Kid? You want a pro's assessment?

PETER
Yes, sir!

JAMESON
(handing photos back)
Your photos suck.
(cigar for emphasis)
Parker, my readers are morons. I gotta grab them by the eyes. Every time you press the button of that Nikon of yours it costs you fifty-five cents. So the next time you're about to take the plunge, ask yourself, am I taking dog bites man? Because if you are...

PETER
I know, I know. You want man bites dog...

JAMESON
Parker, this is the post modern 20th century. I want man eats dog! Get out!

EXT. STREET - DAY

A seedy east village walk up. Peter takes his camera and takes various shots of a wino. ALL IN. He climbs the stairs to his building, looks through the mail, he collects from a beaten down mailbox.

PETER
(reading)
Rent! Rent, more bills, rent...
electricity, bills...

INT. PETER'S APARTMENT - DAY

A one-room, shabby roof apartment, a chaos of books and papers. A photo enlarger and darkroom baths in kitchen pots; 8x10s tacked to the walls; a spare camera and lenses. Self-consciously wacky kitsch; plastic dinosaurs, wind-up toys, a stuffed carp. An unmade bed and a 50's dinette set are the only furniture. A grimy skylight leads to the roof. It's not a pretty place, but it has personality. A voice from the kitchen, a shadow of an intruder, is sneaking around.

PETER
There's nothing in there worth stealing!

MAY (V.O.)
(from within the kitchen)
That's the understatement of the year.

PETER
Aunt May, you're trespassing.

MAY
(comes in)

I was just so desperately bored... I thought I'd come over and make you dinner...

PETER

I am old enough to... to make my own--

MAY

But I didn't feel like getting to know your roaches.

PETER

I'll introduce you.

MAY

Oh. And those foul chemicals in the pots...

PETER

I take pictures, remember?

MAY

Anyway, I've decided to kidnap you for dinner in Forest Hills...

She grabs her coat, crosses back to Peter and tugs on his shoulder.

PETER

It's Friday night...

MAY

Yes. Do you have a date?

PETER

No.

MAY

Then come on.

INT. LARGE COMPUTER LAB - NIGHT

It is dark and empty except for COMPUTERS. Sitting at it, lit by the GLOW of its screen, is SOLOMON ROSOMORF (ROZ).

As he works, a DOOR opens behind him. Someone walks quietly through the LAB. ROSOMORF keeps working. The intruder approaches...

THORKEL

(at his ear)
Professor Rosomorff, what happened here?

ROZ

Someone tried to rob me of some paper... I suspect they were looking for that one.

THORKEL

What is it?

ROZ

(unruffled)
Award winning stuff.

(turning slightly)
Peter Parker's data on the Planetary
Conjunction. Damn lucky I hid it in my
computer under another title.

THORKEKEL
My God, what's going on in our school?
First Professor Octavius almost blows up
the Physics lab... Now this. You report it
in triplicate, of course.

ROZ
Thorkel, be careful when you talk to
Octavius. Remember... the man is a very
fragile genius. One day he'll bring us all
the Noble Prize.

THORKEKEL
Rosomorf, the man is a very dangerous
crackpot!

Off screen the voice of the CYCLOTRON WHINE begins to build.

ROZ
That's him again. He's working day and
night.

THORKEKEL
I tell you the man is very dangerous.
(the whine grows louder)
Come on Rosomorf, let's stop him before
this building will explode.

INT. CYCLOTRON ROOM - NIGHT

OCK and WEINER are at work as before. OCK takes no notice of
the TWO MEN who come in, nor the WORKER who comes in behind
them and sets to work attaching a BIG LOCK to the door.

THORKEKEL
Shut it down, Octavius.

OCK ignores him. WEINER touches OCK'S shoulder. OCK ignores
him too.

THORKEKEL
You've blown half the circuits in the
Science Center.

OCK
Call an electrician.

THORKEKEL
I have called the locksmith.

OCK
What... what is he doing.

He points toward the worker who's working on the lock on the
main door.

THORKEKEL
We have to shut your lab down and take a

look at the lines.

ROZ

Please, Otto, we must lock it up.

OCK

(to Thorkel)

You're denying me access to my cyclotron?!

THORKEL

You bet.

OCK glares back and forth between the TWO MEN, the WORKER, and WEINER. Then he pulls BACK the RED POWER THROTTLE. The WHINE descends.

The WALDOS pull back and dangle from their panel. The WHINE dies.

OCK

(contemplating)

Okey, dokey... just give me till tomorrow.

I want to clean up my papers. Tomorrow...

Ha... Tomorrow you can have this room...

ROZ

Oh... well Thorkel... few more hours won't make a difference.

THORKEL

I hope.

He signals to the worker to stop.

INT. APARTMENT OF AUNT MAY AND UNCLE BEN - NIGHT

The N.Y. Mets are playing baseball on T.V. PETER watches with his UNCLE BEN, a paunchy 65 years old in POLYESTER SLACKS and a COMFY OLD SWEATER. A N.Y. METS CAP is perched on BEN'S head. A BEER CAN is in his hand. A cluttered but familiar living room sprawls comfortably around them.

BEN

Another brewski?

PETER

No, I'm fine, Uncle Ben.

BEN

(at T.V.)

Yah! Way to do it. Alright!

(to Peter)

You don't follow the Mets like you used to, do you, Pete?

PETER

No, not so much anymore.

BEN

Funny. When your Mom and Dad, uh, passed away... I had this idea... I wanted you to be the best baseball player that ever was. Geez, what ever happened to that?

PETER
Little league.

BEN
(soft and warm)
Yeah... Babe Ruth you wasn't.

AUNT MAY enters.

AUNT MAY
It's on the table! Turn off the TV!

BEN nods, rises sluggishly and slowly, and turns the sound off only. PETER moves toward his AUNT in the doorway.

AUNT MAY
How's that girl you told us about, Peter?

PETER
Liz? She's great... But she has a
boyfriend.

INT. THE DINING ROOM - NIGHT

PETER passes AUNT MAY and takes his seat.

AUNT MAY
A boy your age should have a girlfriend.

PETER
Aunt May... she has a steady boyfriend.

AUNT MAY
Peter, any girl that's worth your attention
is of course gonna have a boyfriend... But
if she really gets to know what you have to
offer she'll... you get my drift?

BEN
Look, just leave him alone, okay. When
he's ready for girls he'll be a holy
terror.
(winks)
It's in the blood.
(now serious business)
Lookit, how are you fixed for money, Pete?
Maybe I can help you out a little.

PETER
(lying to them)
No, I'm alright. My scholarship covers
almost everything, and I sell some photos
here and there. Today my physics professor
asked for some of my work... he wants to
study my data. They might publish my work
in the science magazine... that'll bring me
some money...

BEN
(practically cheering)
Publish your work?! You hear that May...?

PETER
(embarrassed laughs)
Yeah, in fact I have to leave a little
early tonight, to meet Professor
Octavius... He offered me to be his
assistant...

BEN
Whoa! Did you hear that May...?

AUNT MAY
Oh, Peter, you promised you'd spend the
night...

PETER
I... I can't, Aunt May. Professor Octavius
wants to discuss my new findings.

AUNT MAY
(disappointed)
Peter, what you should be finding... is a
nice girlfriend.

INT. BASEMENT CYCLOTRON ROOM - NIGHT

WEINER is eating a large SANDWICH and a drinking a COKE.

OCK
I'll show them... closing the cyclotron on
me... Weiner!

WEINER
Yes, Professor...

OCK
Where is he? It's ten past eight
o'clock...

A KNOCK

WEINER
(with mouth full)
That must be him.

He opens the door.

PETER
Good evening.

OCK
You are late.
(to Weiner)
Weiner, go outside and get us something to
eat. And don't steal it! Just buy it.
I'll reimburse you.

WEINER
(to Peter)
Do you want anything Parker?

PETER
No thank you, I just had dinner at my
aunt's...

OCK
Piss off, Weiner!

WEINER leaves. PETER wanders around.

He goes into the experimental chamber, he overlooks the SPIDER which is scuttling away and crawls inside the open WINDOW... and into the chamber.

OCK
Okey, dokey, Parker... how would you like to take Weiner's place... I mean, be my assistant?

PETER
Well, Professor, that would be a great honor, but I'm already working with...

OCK
Rosomorf... that imbecile. Don't you understand, kid, that I am about to uncover the greatest discovery since Einstein came up with his theory of relativity... The "Anti-Force."

PETER
Wow! The theory of the Anti-force! You should go for the Noble Prize Professor...

OCK
Noble Shmoble, I am going for a much bigger prize kid. Okey, dokey. Let me show you, kid, what I got here.

OCK begins the experiment. We move in past the shattered WINDOW. We see the SPIDER crawling on the chamber's GEAR.

OCK
Present maximum anti-force power to date is 38 percent of theoretical limit. I have patched in the variable particle-wave accelerator...
(shrugs)
I will now try to reach 50% power...
(big breath)
And if your paper has any value... I can use it to get the power I'm missing to create the anti-force, to break through and beat any other form of power in our or any other universe, capish!

PETER
Sorry, Professor, I can't do it. I gave my word to Professor Rosomorf.

OCK is angry... Ock now sees the SPIDER. He shoots out a WALDO to try and crush it but the SPIDER is too fast. The WALDO slams against the wall of the chamber. He starts to push every button or switch in sight. A deafening whining starts.

An URGENT WARNING TONE causes OCK to look at the "Relative Gravity" DIAL. It is at "4.999999KG" but suddenly the numbers

start to tumble rapidly.

INSERT: The glowing 5KG WEIGHT.

INSERT: The POWER DIAL inches toward 50% POWER!

OCK
(screaming)
percent... anti-force... 50 percent...
that's all I'm missing! Parker, we can be
rich together!

PETER
Sorry... I'd better go now.

OCK
(really angry now)
You'll be sorry, Parker.

PETER leaves.

Another URGENT WARNING TONE causes OCK to look at the monitor SCREEN. On it, flashing RED, is the word, "OVERLOAD!" OCK pushes the RED POWER THROTTLE forward! The WHINE increases to a PULSE and THROB.

INT. EXPERIMENTAL CHAMBER - NIGHT

Incredibly lit, the SPIDER is dropping on it's shimmering WEB-STRAND down toward the 5KG WEIGHT which now GLOWS in time with the THROB and PULSE.

INT. THE CONTROL ROOM - NIGHT

The MONITOR is flashing "MAXIMUM OVERLOAD - SHUT DOWN!" OCK continues with the experiment. And then he sees the SPIDER!

OCK
You! Get out of there, you creeping...

He tries to shove the SPIDER with his hand.

INT. EXPERIMENTAL CHAMBER - NIGHT

Through the BLUE-WHITE we can barely make out OCK on the other side if the shattered WINDOW. He sends TWO WALDOS after the SPIDER. The SPIDER evades him and jumps onto the PROFESSOR's back. It then climbs onto the PROFESSOR's neck and bites him.

OCK
(anguish)
Nooooooooooooo!

The gravity DIAL goes to .000001, then pops back up as OCK'S tiny world goes berserk. DIALS spin, crack, explode or droop liquidly. WIRES dance on the CONSOLE which erupts like the 4th of JULY.

OCK begins to float. His shirt begins to tear away. A DIAL floats by with its pulled WIRES undulating like a Medusa. WALDOS smash through the walls and flail like snakes. OCK'S YELLOW THERMOS distorts and EXPLODES!

OCK, his hair wild, face locked in a multi-G grimace, is pinned halfway up a wall that is showering the room with SPARKS.

OCK
(ecstasy above the din)
It's an energy storm! Okey! Dokey!

We see clearly the SPIDER still stuck to his neck.

The big beast buffets and shakes. Tubes, junctions, valves and whatnot fall off, crashing to the floor where they twitch and writhe with a life of their own.

Then, an enormous EXPLOSION rips a large hole in the CYCLOTRON's side, sending debris and a HUNDRED MICROSTREAMS of ELECTRONIC PARTICLES lancing in our direction.

INT. BASEMENT HALLWAY - NIGHT

Ultimate weirdness! The PULSING BLUE-WHITE LIGHT penetrates first the DOOR of the CYCLOTRON ROOM and then the very walls! LOCKERS bang, LAMPS POP, the ceiling sags in a SURREAL, RUBBERY way.

The WALLS sag too! The CYCLOTRON SIGN pivots and embeds itself in a WALL. A LADDER sinks in the WALL. The BLUEWHITE LIGHT dances wildly about in PULSES. Then, suddenly, it stops... DEAD SILENCE. WEINER comes running in holding a double decker sandwich and a large bottle of Pepsi. Weiner enters OCK'S lab, singing, not at first noticing what's going on. Suddenly he stops dead.

INT. CYCLOTRON ROOM - NIGHT

A scene out of DALI's surrealistic canvas. There are things inside of other things. DIALS look like DALI watches. This place has been rippled to the max!

OCK lays face up, unconscious on the floor, a WALDO across his chest. The SPIDER is weaving its web. CAMERA slowly DOWN to see OCK. PIPES and WIRES are stuck to his body. The WALDO seems to be wrapping him. He wakes up to see those MECHANICAL ARMS buried in his body. They weave around him as if they are looking for prey. He tries to tear them out, but they seem to be a part of his body, like his other limbs. He screams. Suddenly Weiner sees OCK.

WEINER
Professor... what happened to you? What did you do...

Suddenly one of the waldos hits him so strongly that he flies back and out through the door to the corridor.

INT. BASEMENT HALLWAY - NIGHT

WEINER
Oh my God... what happened here...

He hears the police sirens approaching, he runs away.

WEINER
I better get out of here.

EXT. THE EMPIRE UNIVERSITY - NIGHT

The long SCREAM segues to a POLICE SIREN. A COP CAR pulls to a halt in front of the COLLEGE. Many NYPD CARS are already there, along with a NUCLEAR REGULATORY VAN, some AMBULANCES, a VAN from the ENVIRONMENTAL PROTECTION AGENCY and TWO TV VANS. ROZ runs across the lawn.

POLICE STRUGGLE to hold back the crowd of press, students and general gawkers.

J. JAMESON pushes to the front of the mob in time to see TWO COPS hustle a BUGLE PHOTOGRAPHER back into it.

The MAN shakes his head. JAMESON throws down his CIGAR, stomps it, and pulls out a fresh one. THORKEL arrives to address the CROWD.

THORKEL
(through bull horn)
There is no danger. Please go back to your
dorms. I repeat, there is no danger.

JAMESON
(approaches him)
Spill it out, Professor! The public wants
to know!

The CROWD closes on THORKEL.

THORKEL
Who are you?

JAMESON
Jameson, Daily Bugle, Chief Editor, now
what really happened here?

THORKEL
There will be a press announcement in the
morning Mr. Jameson... now if you'll excuse
me.

This elicits a flood of AD LIBS: "I heard a terrible explosion?" "Nuclear accidents?" "Meltdown?" "Genetic engineering?" "Are you guys making mutants in there?"

THORKEL
I have nothing to say... there will be an
announcement. Now, please go home...
everybody... we must clear the grounds...

In the back of the crowd are PETER, HARRY, LIZ, FLASH and KIM.

FLASH
You think they'll cancel classes?

HARRY
They must... the whole building must be
contaminated with some kind of poisonous
gas.

PETER

How about nuclear contaminations?

KIM
My God... lets beat it.

But nobody moves.

LIZ
(more interested in other things)
Could anyone be in there, Peter?

PETER
(concerned)
I don't know... Maybe Professor Octavius.
He usually works late...

FLASH
That nut, I bet it was all his doing...

JAMESON
(seeing Peter)
Hey Parker! Peter Parker!

PETER pushes forward.

PETER
Mr. Jameson! What are you doing here?
What's going on?

JAMESON
That's for them to know, and for you to
find out.

PETER
But sir, they wouldn't tell us. You heard
Thorkel... he said...

JAMESON
A press announcement tomorrow...! But we
must know tonight Parker. This is your
university, right...

PETER
Yes, but...

JAMESON
You got your camera?

PETER
Sure, but I can't--

JAMESON
A hundred dollars says you can?

PETER
Yes sir!

JAMESON
Get inside and get pictures, fifty bucks.

PETER
You just said a hundred.

JAMESON
Seventy, but I want blood and gore.

PETER
(calling back)
Seeya guys.

He dashes off. FLASH shakes his head in dismay at this guy.

LIZ
Where is he going?

JAMESON
To make fifty bucks.

EXT. SCIENCE CENTER - NIGHT

PETER approaches a CYCLONE FENCE keeping low and out of sight. He leaps it like a skirmisher but fails ignominiously in a heap. He's torn his PANTS and cut his leg. He moves to the side of the building.

A DUMPSTER sits next to a FIRE DOOR. It's locked. As PETER mulls over his next move, the LOCK clicks and the DOOR slowly opens. PETER leaps on the DUMPSTER... and falls in.

INT. DUMPSTER - NIGHT

PETER lays in the GARBAGE, a pained look on his face. He rolls over and comes face to face with a wet DAILY BUGLE. The headline reads, "Wave of Violence Rips City!" He pulls himself up and peers out.

He sees a UNIFORMED GUARD hold the DOOR open for THREE MEN IN RADIATION SUITS who remove some weirdly fused objects. When they let the DOOR swing closed, PETER stops it by inserting the NEWSPAPER in the top.

EXT. FIRE DOOR - NIGHT

PETER squeezes inside and jumps to knock out the NEWSPAPER. The Door closes behind him.

INT. BASEMENT HALLWAY - NIGHT

Skewed, strange, surreal, PETER stares at the weirdness and fumbles with his CAMERA. He snaps off a few shots, then freezes when he hears a familiar voice.

ROZ (V.O.)
(filtered through face mask)
Take it easy. Take it easy with him.

THORKEL (V.O.)
Take him away and never bring him back!

Now we see ROZ and THORKEL following 2 GUARDS carrying OCK in a stretcher. They all wear RADIATION SUITS. A waldo sneaks out from under the sheet and hits Thorkel, as fast as lightning. He falls back. He's covered with a SHEET and attached to LIFE SUPPORT EQUIPMENT. Octavius moans.

THORKEL

What was that?

ROZ
What was what?

THORKEL
What hit me?

ROZ
What hit you?

THORKEL
I don't know. It was so fast.

ROZ
You're going to be fine, Otto.

PETER gets off a shot and ducks into the MEN'S room leaving the DOOR ajar for a peak.

A WALDO slips down from the SHEET. PETER'S eyes go wide at the sight. What in the hell has happened here?

INT. MEN'S ROOM - NIGHT

The URINALS are twisted in bizarre shapes. PIPES are exposed and spout WATER. The MIRRORS look like something out of a funhouse. PETER hears the STRETCHER go by.

PETER goes to the DOOR of OCK'S Lab and cracks it. PAN up to the SPIDER, GLOWING softly, dangling from a SHIMMERING STRAND above PETER.

As PETER looks out at the STRETCHER, the SPIDER drops on his neck. He reacts by swatting it away. Bad move.

The GLOWING SPIDER now squats malevolently on the back of PETER's hand. He stares at it transfixed. It bites.

PETER
Ow!!!

PETER throws the SPIDER to the ripply tile floor where it scuttles unsteadily out the door.

Sweat starts to bead on PETER'S face. He shakes his head to clear it. His vision becomes uncertain. He lurches against a WEIRD SINK.

PETER'S POV is not just uncertain, not just fuzzy, not just moving in and out anamorphically. It's all of that!

GUARD (V.O.)
(heavily distorted)
Hey! What are you doing here, kid?

PETER turns to see a UNIFORMED GUARD distorted by his crazy vision.

PETER
I feel a little funny...

GUARD

(heavily distorted)
Yeah? Well, I ain't laughing. Get out...
Just get out of here...

EXT. FIRE DOOR - NIGHT

It bangs open. The GUARD throws PETER out and then throws his BACK PACK at him.

GUARD
(still distorted)
You get yourself over to the Police lines.

PETER
(ultra wooz)
Right. Police lines.

EXT. UNIVERSITY - NIGHT

PETER melds into the crowd. As in a dream, JAMESON appears at his side.

JAMESON
(distorted)
Okay, scoop, whaddaya got?

PETER
I... got pictures of the Professor... in there... it's so strange in there... so bizarre...

JAMESON
(winks)
Good job, kid. Bizarre is what we need.
Pick this up in the morning.
(holding up his camera)
There'll be two crisp twenties tucked inside.

He hurries off. PETER peers after him and all of a sudden his vision corrects to a perfect focus. The sweat is gone. He's okay. He makes his way through the crowd to the street.

We TRACK with PETER as the madding throng recedes behind him. He turns a corner. He hears a SIREN.

An AMBULANCE screeches around the corner. It nearly hits PETER who leaps to avoid it.

EXT. BRICK BUILDING - NIGHT

PETER'S cheek is pressed against the brick. He opens his eyes and sees that he's hanging onto the side of the building like a spider. And he's three stories up!

He looks down and sees the street thirty feet below him! And the Ambulance which he jumped over is driving away.

He tries a downward step, but a BRICK dislodges and crashes to the sidewalk. He takes an upward step. And then another.

Tentatively at first, and then with growing confidence, he "crawls" to the roof of the building. At the top he gropes for

a RAILING and slips. He dangles eight stories above the street. Then, with a grunt, he vaults to the roof one-handed.

EXT. THE ROOF - NIGHT

PETER is flat on his back, staring at the stars. He sits up and looks wonderingly at his hands.

On the back of his right hand are TWO PUNCTURE WOUNDS surrounded by a faint BLUE-WHITE PULSING GLOW. The GLOW disappears.

PETER
(mutters to himself)
This is weird. My God, I feel so weird...

He leaps to his feet. He flexes. Feels weird. Good Weird. In fact, great weird! He tries a couple of "jumping jacks" and on the third jump he soars into the air!

PETER
(exhilarated)
Very weird.

The great, bespangled, NEW YORK CITY is his backdrop as PETER jumps and turns and does loops in the air.

With the agility and tactility of a spider, PETER leaps from the RAILING to a WALL to a FLAG POLE to another WALL where he lands sideways and sticks.

PETER
(sideways)
Very, very weird.

He leaps off the WALL and lands at the edge of the roof. He looks down. No one's looking back. So, he takes a step back and leaps the alley to the next roof.

EXT. ROOFTOP SHACK - NIGHT

PETER lands on it. The next roof is seven stories up and across the street. PETER bites his lip.

PETER
Well, what the hell!!

EXT. THE TALLER BUILDING - NIGHT

Backlit by a FULL MOON, PETER somersaults to the roof of the taller building, and misses the top!

He sticks to the brick FACADE, upside down! He laughs with the moment. A WINDOW opens below him and a pretty BLONDE in a TOWEL sticks her head out. She looks this way and that, and all she sees is a MAN in a LOUD SPORTCOAT down the street. Never thinking to look up, she withdraws into the room.

EXT. CHELSEA STREET - NIGHT

The MAN in the LOUD SPORTCOAT leans against a LAMP POST and lights a CIGARETTE with a BEAT UP, SILVER PLATED LIGHTER.

In the LIGHTER he sees a reflection of PETER leaping off the taller building. He snaps around and looks up in time to see PETER make it to the next FACADE.

EXT. ROOFTOP MONTAGE - NIGHT

With the UPTOWN SKYLINE behind him, PETER casts caution to the wind and leaps from rooftop to rooftop.

Watching from the street, the MAN in the LOUD SPORTCOAT follows PETER'S progress.

PETER leaps to a BROWNSTONE and lands amid the WASH.

He leaps up to a TENEMENT and lands on a BILLBOARD across which he does a "bug crawl" and leaps again.

He touches down on a PIGEON COOP and bounds up and out of frame again. The COOP OWNER, a LATINO in an undershirt and a YANKEES CAP, comes running out of the COOP.

He's so surprised that he leaves the DOOR open and twenty WHITE MORNING DOVES fly away in a furious flapping, free at last. The LATINO lets out a stream of Hispanic expletives complete with all the appropriately obscene gestures.

PETER slides down a CABLE to a LAMP POST, and swirls down the POLE to a PHONE BOOTH.

EXT. PHONE BOOTH - NIGHT

PETER comes face to face with the man in the LOUD SPORTCOAT. He gives PETER his CARD.

REISS

You're a kid who's going places, and I'm gonna point you the right way.

PETER

(reading card)
Max Reiss, models, strip dancers, escort girls, blue movies...

REISS

Oops... sorry, wrong card.
(exchanges cards)

PETER

Max Reiss, Talent management.

REISS

It's a big outfit. Got a lot of departments.

PETER

Yeah... well... why you approach me? I'm not...

REISS

Oh yes you are... very talented. The three questions of show business success. One do you think you possess a unique talent?

PETER
Well...

REISS
Two... what are you gonna do with it?

PETER
(not a clue)
Well... I don't know.

REISS
(the clincher)
Three... how much money you got in your pocket?

PETER
Ten.

REISS
You invest half of that with me and I'll make you a star.

PETER
(laughing)
What are you talking about?

REISS
I'm talking about fame. I'm talking about fortune. I'm talking about the chance of a lifetime. How'd you like to be on MTV tomorrow night?

PETER
MTV...? Me? Really?

REISS
Taxi!

It screeches to a stop.

PETER
Hey!

REISS
(getting in)
Kid! Tomorrow night. Same place, same time.

PETER
(calling after)
How do you know I'll show up?

As the TAXI roars off...

REISS
(from the taxi window)
Because you wanna be a star... everybody does.

PETER pulls out a QUARTER. And enters a phone booth. He dials.

PETER

Hello? Aunt May?

AUNT MAY (V.O.)
(filtered)
Peter? What time is it? Are you alright?

PETER
Well, no, I mean yeah I'm fine, but listen... Aunti, the craziest thing happened to me tonight.

INT./ EXT. PHONE BOOTH/AUNT MAY'S BEDROOM - NIGHT

As UNCLE BEN stirs fitfully

AUNT MAY
(lovingly)
Does this have to do with a certain girl we talked about at dinner?

PETER
No, no, look, there was this radioactive experiment... I was poisoned!

AUNT MAY
You were what?

PETER
I was bitten by a bug.

AUNT MAY
Oh! I get it, you mean a love bug.

PETER
No... No... A spider...

AUNT MAY
Peter, did you at least talk to her?

PETER
Aunt May, listen to me. I got bitten on the hand... by a poisonous spider.

AUNT MAY
She bit you?

PETER
No. I was in the bathroom and...

AUNT MAY
Oh, you did it in the bathroom? Peter, this is craziness, why don't you use your bed? You're up all night. You're in the radioactive labs. You never take time to eat or sleep. Am I right?

PETER
Yes, Aunt May.

INT. PHONE BOOTH - NIGHT

AUNT MAY (V.O.)
Did you eat something today?

PETER
Yes, Aunt May.

AUNT MAY (V.O.)
Okay, Peter go back to bed, and remember we
love you.

PETER
And I love you too, Aunt May.
(hangs up)
And by the way, I got a mess of super
powers today.

Exit booth. He BANGS the PHONE BOOTH. Goes out and--jumps
lightly onto the phone booth roof.

INT. HOSPITAL OPERATING ROOM - NIGHT

Ock is prepped for surgery. GOWNED PERSONNEL hurry about with
a feverish urgency. The CHIEF SURGEON checks the SENSORS
attached to OCK'S head. These seasoned professionals are
astonished and frightened.

CHIEF SURGEON
(whispers)
Look at these brainwave readings. The
mental activity is ten times of any normal
man...!

BRAINMAN
(whispers)
Equipment malfunction...?

CHIEF SURGEON
(whispers)
Hell, yeah... his.
(checks Ock's chest)
My God... I thought I'd seen everything...

SURGEON #2
(whispers)
But this is beyond medicine. This is
madness...!

Ock lays bare chested, face up, all FOUR WALDOS splayed. He is
a true cyborg. Part man, part machine. Part organic, part
molybdenum steel.

NURSE
(leaning in, blitzed)
It is so freaky...

CHIEF SURGEON
(stern for the staff's sake)
Okay, lets stop yakking and get cracking. I
want to go in at the upper thoracic. Then
we'll work our way around.
(slaps Ock's shoulder)
Hang in there, man.

INSERT: The WALDO nearest the slap moves ever so slightly. The
triangular CLAW rotates a quarter turn and then turns back.

The NURSE sees it and SCREAMS.

CHIEF SURGEON

(glares)

Nurse! Number seven scalpel. Arthroscope stand by. Read out parameters in progress. Let's go in. You alright?

NURSE

Yes... Yes, of course. Everything's online.

CHIEF SURGEON

Scalpel! No... no... a larger one... the largest we have!

She slaps a HUGE ONE into his palm. He takes a deep breath and goes to work. MASKED heads gather round him.

The SCALPEL is poised at the line where skin meets steel. We make an incision. The INSTRUMENTS go crazy. WARNING BELLS and BUZZERS sound.

HEAD NURSE

Kill the alarms!

BRAINMAN

He's going off the chart!

A WALDO flashes around the steel leg of the operating TABLE and clanks tight!

CHIEF SURGEON

Mop. Mop! Sutures and clamps! Hurry up!

SURGEON #2

We're losing him. Defibrillate!

A HEART MACHINE is rushed in. They work frantically.

CHIEF SURGEON

Zap him!

BRAINMAN

Stabilizing alpha waves...

SURGEON #2 applies the CARDIAC SHOCK PADS.

INT. HOSPITAL ROOM - DAY

NURSE

You have a visitor, Doctor...

She leaves OCK and THORKEL alone.

THORKEL

(enjoying this)

Octavius, I'm afraid I have bad news for you.

OCK

The cyclotron is damaged...

THORKEL

What used to be the cyclotron was permanently shut down this afternoon.

OCK

But my work!

THORKEL

Your work is a disaster! Look at yourself!

OCK

Myself? I don't matter. Nobody matters anymore. To enter a new dimension we must first destroy our own...

THORKEL

What are you saying?

OCK gets off his bed throwing away his sheet waving with his 4 WALDOS and 2 arms.

OCK

Destroy life. Life is... insignificant. Bags of sleepy, sluggish flesh. What would you say?

THORKEL

Oh, my God, what are those horrible things sticking from your body?

OCK

(gets more and more excited)
Thorkel, if I told you that for one moment in time I broke all the laws! For one brief glorious moment, I broke through to the other side. I saw... I felt... I became creation.

THORKEL

What on Earth are you rambling about?

OCK

Destiny!!! My destiny! I see it all so clearly now. Universal destruction, yes. All I need is the power... then I can destroy this illusion you call life. It is my destiny to lead us to the light!

THORKEL

You're a madman.

OCK

And you are a fool. I will end the universe as you know it. And in that final moment... I'll laugh my ass off while you're kissing yours goodbye!

THORKEL

(excited)
Goodbye is right, Octavius... You're fired... sacked... canned. You are history, Doctor Octavius. And I couldn't

be more pleased to be the first to tell you
this good news...

A WALDO shoots up and grabs THORKEK by the throat. He GASPS
and SCREAMS silently as the telescoping WALDO lifts him off his
feet. He rises until his head is just inches from the ceiling.

THORKEK
(his last words)
Let me down Ock... you crazy... MONSTER!
Let me down!

Then OCK smiles and slams THORKEK'S head through the ceiling.
PLASTER rains down. THORKEK'S legs scissor and kick and then
go limp. OCK throws his dead body on to the bed, and covers
him with the WHITE SHEETS.

OCK
Okey, dokey.

INT. TAXI - NIGHT

Through the WINDOW of the TAXI we see MADISON SQUARE GARDEN.

As it pulls up, a sign reads, "Midnight Madness! MTV's Rock
and Wrestling 'SLAMMY Awards!" The TAXI come to a stop.

PETER
(looking up at the sign)
MTV Wrestling?!

REISS
(getting out)
That's the place. Pay the man.

MAX REISS gets out, he is carrying a BOX.

PETER
Look, Mr. Reiss... I'm not real interested
in watching a wrestling match.

REISS
Who said anything about watching a
wrestling match? You're here to win a
wrestling match!

PETER
Me? You must be kidding.

REISS hustles PETER inside.

REISS
You hop around. You know, the way you did
last night. Your opponent gets tired. He
falls down. The ref counts to three, you
win, and we pick up a thousand bucks.

INT. CATACOMBS MADISON SQUARE GARDEN - NIGHT

We can hear the CROWD screaming at something in the background
as REISS leads PETER to an employee WASHROOM and shows him the
BOX.

REISS
You're really gonna love this.

PETER
Look, really, I don't know...

REISS
You don't have to know. I know enough for
both of us.
(pause)
Change in there.

PETER
What is this?

REISS
A costume... something that fits your
talent. Go put it on. I'm sure you'll
like it.

He slaps the BOX against PETER'S chest and all but pushes him
inside.

INT. WASHROOM - NIGHT

PETER takes the suit out of the BOX. It is the SPIDER-MAN
SUIT! He looks at it and shrugs. Then he begins to struggle
into it.

PETER is looking at himself in the MIRROR. He is dressed in
all but the MASK. And he looks terrific! He flexes. He
smoothes his hair. He's starting to get into it.

INT. THE ARENA - NIGHT

CRUSHER COLE is destroying an opponent.

INT. THE CATACOMBS - NIGHT

REISS winces as the CROWD CHEERS and BOOS.

PETER
(comes out)
How does it look? I feel like it's
Halloween.

REISS
Cover your face with the mask.

PETER
Why?

REISS
Mystery, my friend. Nobody should know who
you are...

INT. THE RING - NIGHT

CRUSHER COLE is doing a big flexing number and the CROWD is
going wild. There are MTV CAMERAS and SIGNS and BANNERS
proclaiming the "SLAMMIES" everywhere.

RING ANNOUNCER

And now, a new challenger, for the thousand dollar fight, weighing in at one hundred and fifty pounds... from parts unknown! Here is the Amazing... Mysterious... Incredible Superman...

REISS
(snorts from ringside, hating the name)
No, not Superman... Spider-Man... SPIDER-MAN!!!

RING ANNOUNCER
...Spider-Man!!!!

The CROWD BOOS the slender newcomer who climbs awkwardly through the ropes. Rock music blares. TWIN REDHEADS in RED BIKINIS ring a bell.

CRUSHER COLE and SPIDER-MAN circle. COLE is twice SPIDEY'S size. SPIDEY spots a TV CAMERA for the first time. He momentarily freezes. CRUSHER sneers the CRUSHER sneer. Then he charges!

With the agility of a spider, SPIDEY leaps out of the way. CRUSHER comes back at him. SPIDEY leaps again, bigger!

The acrobatics get more and more dramatic as CRUSHER COLE works himself up into a theatrical rage. Taunts erupt from the CROWD.

OLD LADY
Kill the sucker, Crusher!

SPIDEY, really getting into it now, begins playing for the CAMERAS.

HIPSTER
(between two blondes)
Whatsamatter, Crusher, can't you crush that bug?

CRUSHER
(to Spidey)
Okay, Web Face, this is it!

He misses SPIDEY again!

HIPSTER
Hey, Crusher, you need a insecticide!
(his blondes titter)

INT. LIZ/KIM'S DORM ROOM - NIGHT

LIZ'S side is all schoolwork. KIM'S side is all ROCK POSTERS and STUFFED ANIMALS. LIZ is curled up doing homework. FLASH and KIM sit on the edge of the bed watching the "SLAMMIES" on MTV.

FLASH
Will you look at this Spider-Man guy! He is absolutely incredible!

KIM

Liz, get a load of this outfit! I wish I had it for the Halloween party... it's quite sexy.

LIZ

Will you two shush. I'm trying to work.

INT. RING - NIGHT

The match continues in an increasingly spectacular choreography. CRUSHER bellows at the SCREAMING CROWD. But there's a gleam in his eye. This is it!

He charges. SPIDEY, playing the CAMERAS for all he's worth, leaps way, way up. But this time CRUSHER stops dead in his tracks. SPIDER-MAN comes back down into a forearm SMASH that sends him reeling into a corner.

CRUSHER does a flying pin. 300 pounds. WOMP! The air leaves SPIDEY in a rush as CRUSHER covers him, smothering him. The CROWD goes WILD.

REF

One...!

REISS

Get up...! Get up...!

REF

Two...!

Not realizing his own strength and panicky about being squashed, SPIDER-MAN throws CRUSHER COLE off him and up into the air. Way up! Reiss cheers... Spider-Man comes down and knocks CRUSHER for the first time.

CRUSHER flies away and out of the arena, eight rows back! The HIPSTER sees CRUSHER coming at him and bolts from his seat. CRUSHER lands on it, in between the TWO BLONDES who break into utter hysterics.

SPIDEY, surprised at his own strength, watches CRUSHER land.

SPIDER-MAN

(whispers to himself)

Wow...

REF

Ladies and Gentlemen, history is made today, we have here the first man to win a thousand dollars against the mighty Crusher.

The REF raises his hand in victory. The CROWD BOOS and DEBRIS rains down. But some in the CROWD CHEER wildly, recognizing the new sensation.

SPIDER-MAN steps down from the right as REISS leads the CHEERS.

PETER

Max! Am I really gonna get a thousand...

REISS

We are going to get a thousand--

PETER turns with REISS and comes face to face with CRUSHER COLE. Two ominous beats.

CRUSHER

Hi, who are you, kid?

PETER

I'm Peter Parker.

REISS

He is Spider-Man, and I handle him...
Whenever you want a rematch call me. Next
time it's gonna be ten thousand, what do
you say... Crusher?

SPIDER-MAN

Oh, look, Mr. Crusher, I'm really sorry
about what happened in there. Really...

CRUSHER

Oh, well, I don't know what happened to me
tonight...
(measures his muscles)
I really don't know...

REISS

I know... you lost. Big man you lost to
the Amazing Spider-Man.

EXT. CITY STREET - NEAR A HOSPITAL - DAY

WE ARE TIGHT ON A NEW YORK JOURNAL TRUCK. On its SIDE BANNER
is a PICTURE of SPIDER-MAN'S face. Headline: "Who is he? Mega-
Smash Hits MTV!"

The TRUCK pulls away and we see PETER, LIZ, HARRY and KIM
standing on the sidewalk waiting to cross. PETER is rocking on
his heels and smirking.

PETER

(indicating truck)
You know who that is?

LIZ

(walking ahead)
Yeah... he's some clown we saw on TV last
night... boy does Flash think he's hot.

PETER

He does...

KIM

I love wrestling.

HARRY

Wrestling is all bluff. Do you really
believe this little guy in a stupid Spider-
Man suit beat the Crusher?

LIZ

Hey, we better rush... visiting hours will be over soon.

INT. HOSPITAL CORRIDOR & ROOM - DAY

The NURSE leads PETER and LIZ and HARRY into the room.

NURSE
Doctor Octavius? You have visitors. Doctor Octavius?

We hold for a beat. When LIZ takes a step forward to look around we expect the worst. But nothing grabs her.

PETER sees a pile of PLASTER on the floor. He looks up and sees the hole in the ceiling. LIZ and HARRY look up too. OCK is not there.

PETER
Ock is not here!

LIZ
My God, what happened?

NURSE
I'd better call the doctor!

HARRY
You'd better call the police!

KIM screams.

INT. CORRIDOR TO OCK'S LAB - DAY

OCK, hiding his WALDOS under a white hospital robe. He stalls until he reaches the door. Then one of his WALDOS peaks out and snaps open the new locks on the door.

INT. CONTROL ROOM - NIGHT

OCK, in a white hospital robe walks through the surreal debris. Two WALDOS reach out and "sense" the ripples on opposite WALLS. He runs a hand through his hair.

OCK
What a wreck. What a useless, wasted wreck. Okey, dokey. We rebuild you, my damaged darling. Bigger, better, hotter! A world class, super cyclotron!

He hears a NOISE behind him and reacts. And here comes WEINER. Bedraggled, shuffling through the CONTROL ROOM door. He eyeballs the incredible wreckage.

WEINER
There you are, doc... where have you been... whoa this place is messed up.

OCK turns, WALDOS writhing. WEINER sees them and kind of ducks, remembering how he was hit by them once.

WEINER
(smirks)

Whoa, doc! You look a little messed up yourself.

OCK
Where have you been, you imbecile?

WEINER
I went to the wrestling...

OCK
Wrestling...

WEINER
I went after the kid. You still want that Parker guy's data, don't you?

OCK
Well, did you get it?

WEINER
No, I followed him... but I lost him in the crowd.

OCK
Lost him? You--

WEINER
I'll find him, Maestro... I promise... soon... maybe by tomorrow.

OCK
So how was the wrestling?

WEINER
Fantastic! There was this new wrestler... beat the mighty Crusher. You won't believe it... a nothing of a guy... calls himself this stupid name... the Amazing Spider-Man... would you believe it?

OCK
Spider-Man, huh? Well, maybe I'll just go and wrestle myself one of these days... with all my new arms... I'm sure I can beat Crusher or any other monster.

Suddenly OCK throws out his WALDOS from under his long white coat, grabs WEINER and, lifts him up in the air, smiles cynically and with cruelty!

OCK
Will I beat him, this Crusher, will I beat him or not?

WEINER
No... no, please... I mean yes, yes... you'll beat him easily... let me down... Please... I'll do anything for you...

OCK
The Parker data... get me the Parker data, you hear?!!!

EXT. PETER PARKER'S ROOFTOP - DAY

A CAMERA is mounted on a TRIPOD facing us. A TIMER winds down and it CLICKS.

REVERSE ANGLE - CAMERA'S POV.

SPIDER-MAN is clinging to the side of a WALL.

SPIDER-MAN
And one like this...
(changing pose)
And one looking real sincere.

The WHITE EYES narrow to a slit. CLICK.

Suddenly he spots WEINER climbing onto his roof. He hides.

WEINER tiptoes into the roof apartment. SPIDER-MAN jumps in and grabs him.

SPIDER-MAN
What are you doing here?

WEINER
I'm looking for Peter Parker.

SPIDER-MAN
Oh, yes... so why not use the front door?

SPIDER-MAN throws him back onto the roof so that he almost slides over the edge. WEINER turns, facing SPIDER-MAN.

WEINER
Hey, I know you...

SPIDER-MAN
You do?

WEINER
I saw you crushing the Crusher.

SPIDER-MAN
You like wrestling?

SPIDER-MAN jumps and reaches WEINER.

WEINER
I love it! You are the best wrestler I
have ever seen... please don't hurt me!

SPIDER-MAN picks up WEINER, throws him up to an antenna above the building, to which WEINER clings desperately. SPIDER-MAN circles the antenna.

WEINER
Oh, please... don't kill me. Please help
me down.

SPIDER-MAN
Of course I'll help you down. I am Spider-
Man... the good guy, am I not?

WEINER

Yes... yes, you are.

SPIDER-MAN jumps to the CHIMNEY, picks WEINER up in his arms and whispers to him.

SPIDER-MAN

And by the way, Peter Parker does not live here anymore...

SPIDER-MAN jumps with WEINER in his arms to the edge of the roof.

SPIDER-MAN

And tell the Professor he can't have Peter's data. Goodbye.

SPIDER-MAN drops WEINER off the roof, three floors straight down into heavy bushes below.

INT. ELECTRODYNE FACTORY SHOP - DAY

A SIGN tells us so. A CLERK is double checking a long list of items OCK has ordered.

CLERK

Holy cow, whattaya building, fella, a cyclotron?

(Ock glares at him)

Okay... lets see here. Page three. We got 30,000 feet of 50-gauge copper co-ax... twin 550 XK transformers... cadmium accelerator rails, a half dozen... a GBC relative multi-phase transducer... and one yellow thermos.

(finishes computation)

That'll be \$475,989.65...

OCK

Wrap it up...

CLERK

What about the money... or do you pay by credit card?

OCK

(a long beat)

Cash! I'll be back soon.

EXT. STREET - OUTSIDE OF A BANK - BACK DOOR - NIGHT

An ARMORED TRUCK rolls by and stops. TWO GUARDS open the Bank's DOORS.

Suddenly a WALDO smashes through the DRIVER'S SIDE WINDOW of the ARMORED TRUCK, wrapping around the DRIVER'S NECK and pulling him through the WINDOW. The SHOTGUN goes for his weapon, but a WALDO smashes in and pulls the GUN out through his WINDOW.

TWO WALDOS shoot out and attach themselves to the REAR DOOR.

BANK GUARD

What's going on here?

The WALDO knocks him over. OCK rips the DOOR off! The TRUCK is full of MONEY BAGS.

OCK
Cash!

INT. JAMESON'S OFFICE - DAY

A PHOTO ASSISTANT look on as JAMESON goes over PETER'S latest PHOTOS. They are his SPIDER-MAN shots.

PETER
Doesn't he look amazing in that one? Look, he's flying in the air!

JAMESON
I don't care if he flies to the moon. He's just another wrestler in a silly costume. Look at this, Parker, right off the wire. This is the guy who hit that armored truck this morning. They say he has metal arms... get me a picture of this character!

PETER
Metal arms?

JAMESON
Four of them.

PETER
Ock...?!

JAMESON
The web faced weirdo... He is a joke in a Halloween costume... don't make me laugh.

He tears up PETER'S SPIDEY PHOTOS.

JAMESON
Now get out of here and don't come back without something I can use!

PETER
Yes sir...
(stops, and turns back)

JAMESON
A mega baloney... A bug in blue tights... what next?

PETER
The Journal said he was a mega-smash on MTV...

INT. CYCLOTRON ROOM - NIGHT

WEINER is putting on a CLOWN SUIT. He fastidiously puts his ratty jacket on a hanger and hangs it on a PIPE. The PIPE turns into a snake. It is, in fact, a WALDO!

OCK

(turning from work)
What do you think you're doing?

WEINER
I'm going to the Masquerade. It's
Halloween tonight Doc, aren't you coming to
the School Ball? Whoa, you could go
without an outfit.

A WALDO whips around WEINER'S throat... AARRRGH!

OCK
You're not going to any ball, clown. You're
going to get me Peter Parker's data...

WEINER
I was almost killed on my last try... Look
at all these bruises...

OCK
I don't care if you come back dead. Just
get it!

WEINER
(croaking)
Cost you a thousand bucks, if I get it.

The WALDO coils tighten around WEINER'S throat.

WEINER
All right... boss please let go... P L E A
S E ...

OCK
Just get it, Weiner. I'm running out of
time. If you fail me again, you won't have
to concern yourself with money anymore...
DO YOU GET ME CLOWN?!

WEINER croaks his assent.

INT. CAFETERIA - NIGHT

It is all dressed up for a party: LIGHTS, STREAMERS, GLITTER
BALL, the WORKS! HARRY is dressed as a SPACEMAN; PETER wears
his regular clothes.

HARRY
You should have worn a costume. I told you
to wear a costume.

PETER
It's... embarrassing.

HARRY
There's Liz...

LIZ is crossing the dance floor dressed as an INDIAN PRINCESS
in an MINI-DRESS.

PETER
Yeah...

ROZ, dressed as a COWBOY, ambles over.

ROZ
... howdy partners.

PETER/HARRY
Hiya, Professor Rosomorf.

HARRY
Any word on Doctor Octavius?

ROZ
(falling in step)
Nothing beyond what I read in the papers.
I'm afraid he's not the same man we knew.
You know, I've been digging through the
notes on his experiments...

PETER follows LIZ with his eyes. She takes a seat at a TABLE next to KIM who wears a HAREM GIRL outfit with the SALAMANDER around her neck. Next to KIM is... SPIDER-MAN! PETER'S eyes go wide.

ROZ
You boys must have had an extraordinary
classroom experience.

PETER
(eyeing Spidey)
Yes sir... oh... I'm going to be a little
late with my paper on the Planetary
Conjunction, sir...

ROZ
Whenever you're ready... I'll look at it. I
know it's going to be an important work...
and Peter, take my hat.

He hands PETER an oversized TEN GALLON HAT.

ROZ
It is a costume party.

PETER and HARRY make their way through the dance floor to the table. PETER can't take his eyes off SPIDEY.

HARRY
Look, there's Spider-Man!

PETER
Not the real one, I'm sure...

HARRY
You can never be sure... all kinds of crazy
stuff can happen at a masquerade ball...

PETER
I bet I know who it is.

As they take seats, PETER sees that SPIDER-MAN is trying to read the BUGLE'S sports section by party light. KIM waves. PETER nods and the BIG HAT falls over his face.

PETER
Hiya, Liz...

LIZ moves to Flash, who's dressed in the SPIDER-MAN costume.

LIZ
Hiya, Peter. Who is in the Spider-Man costume?

PETER
It's a very clever outfit you've got there, Flash.

FLASH
Take a hike, asshole.

LIZ
(to Peter)
How did you recognize him?

PETER
His pretty blue eyes give him away...

HARRY
Anyway, who'll be sitting with you at the Halloween Ball?

LIZ
(whispers to Flash)
I wanna dance... Hey, Spider-Man... Shall we Flash dance?

FLASH/SPIDER-MAN
Hey, I'm reading the paper, okay?

LIZ turns with a mild pout. Nervously, PETER ponders his chance. HARRY nudges him.

HARRY
Take her now, it's easy...

HARRY turns to KIM and does a clanking shimmy in the SPACE SUIT.

HARRY
Wanna dance, Schechrezaa?

KIM
I'm pooped.

LIZ
I'm not...

She reaches for HARRY'S hand.

FLASH
Holy jumping jelly beans, willya look at these pictures of Spider-Man? Wow! Is this guy great or what?

LIZ looks. She shrugs. Then she shrieks.

LIZ

Hey, Peter! These are your pictures!

FLASH
Can't be...

LIZ
It says here "Photos by Peter Parker."

PETER reacts, then looks over FLASH'S other shoulder.

INSERT: There are three PHOTOS of SPIDER-MAN in the paper.

PETER BLUSHES, smiling.

FLASH
(takes off his head mask)
You know this guy, Parker?

PETER
Well, yeah... sort of...

FLASH
Wow... I'll give you anything if you
introduce us.

HARRY
(to Liz)
Will you grant me this dance...?

LIZ joins him provocatively.

KIM
Hey, Flash-Man... Wanna dance...?

FLASH
Well, why not.

PETER is left alone, PETER leaves toward the entrance.

At the REAR DOOR a BIG LIZARD passes a NOTE to a DALLAS COWGIRL who passes it to a KANGAROO. The KANGAROO hops across the dance floor to the STAGE where he hands the NOTE to a YOUNG WOMAN in a BASEBALL UNIFORM.

She climbs the STAGE where she is bathed in a SPOTLIGHT. She gets a DRUM ROLL from the band. There are some BOOS as the band stops.

YOUNG WOMAN
Thank you, thank you. We have a special
surprise guest tonight.
(boo)
The Empire State University Masquerade Ball
presents... The "Slammy" winning star of
MTV'S wrestling tournament... The Amazing
Spider-Man!

FLASH, amazed turns to LIZ. He points to himself and mouths, "Me?" (The REAL) SPIDEY drops from the ceiling and lands in a pose. The CROWD cheers. He does a flip to LIZ and extends a hand. The BAND starts up. LIZ demurs.

FLASH

(whispers firmly)
Go ahead... go ahead!

LIZ takes SPIDEY'S hand and they move slowly and sexily onto the dance floor. They do a short simple number. SPIDEY returns LIZ to FLASH.

LIZ
(to Flash)
Come on... Flash...

FLASH takes LIZ from PETER (SPIDER-MAN).

LIZ and FLASH dance wildly. They finish to big cheers.

The real SPIDER-MAN slides to center floor. The crowd backs away as SPIDEY spins out the greatest dance number in film history. He's all over the floor and on the walls and on the ceiling and on the GLITTER BALL. He takes LIZ and flies with her. He breaks the place up. Then drops in a pose. BIG CHEERS.

LIZ stops breathless, very near to SPIDER-MAN'S face.

LIZ
(whispers breathless)
Who are you...?

PETER
One day you'll know...

LIZ
(a long beat)
You sound very familiar.

PETER/SPIDER-MAN
Sure I do... I'm your friendly neighborhood Spider-Man!

He jumps away and disappears, leaving the CROWD aghast and LIZ in love.

INT. BEN AND MAY'S FAMILY ROOM - NIGHT

BEN is flicking through the channels of his TV, aggravated as usual. It's all ROCK VIDEOS!

BEN
(to May)
What a bunch of crap. Goddamn rock and roll's screwed up the whole TV.

He flicks off the set and turns to MAY who's asleep on the couch. He gently nudges her.

BEN
Come on, May. Wake up and go to sleep.

EXT. TAXI - NIGHT

It enters the EAST RIVER DRIVE.

INT. TAXI - NIGHT

As the city rolls by.

SPIDER-MAN
(fearful)
Hey! Can't you go any faster?

CABBIE
What'm I in, a race?

SPIDER-MAN
(fighting his fear)
I don't know... I get this tingling in my
brain, like some danger is lurking just
ahead. I'm worried about Aunt May and
Uncle Ben...

CABBIE
Your family?

SPIDER-MAN
Well, they are kind of my parents. They
raised me. I lost both of my parents in a
car accident... please step on it!

CABBIE
Step on it... so now you want to kill
yourself in another accident... not with
me, Boychick.

SPIDER-MAN
But I'm telling you... I've got this--

CABBIE
... tingling... I know. And I got
ulcers... Everybody's got something to
worry about.

SPIDER-MAN
Please... Faster... Please.

CABBIE
Okay, you asked for it.

EXT. THE STREET - NIGHT

The TAXI skids and swerves like crazy, bumping into everything
in sight.

INT. BEN AND MAY'S BEDROOM - NIGHT

A GLASS SHATTERS. AUNT MAY sits up in bed with a start.

AUNT MAY
What's that?

BEN
What? It's nothing... go back to sleep...
(another crash)
Oh, I'll go look. Go back to sleep.

INT. BEN AND MAY'S KITCHEN - NIGHT

WEINER is going through the drawers. He finds a nice BONE HANDLE KNIFE and pockets it.

WEINER

Hmmm...

INT. BEN AND MAY'S LIVING ROOM - NIGHT

BEN descends the stairs from the bedroom. He peers off into the darkness and pulls his ROBE tight around him as if to ward off some unacknowledged danger.

EXT. TAXI - NIGHT

TAXI driving fast through STREET.

INT. TAXI - NIGHT

CABBIE

Some crazy kinda town, huh? You hear about that hold-up? The guy with the six arms? Hey, I see it all on this job.

(a beat)

What kinda outfit is that, anyway?

SPIDER-MAN

(panicked)

Look, I'm really in a hurry.

BANG! A BLOW OUT. The CABBIE fights the wheel to the side of the road. Then he turns to SPIDEY.

CABBIE

(sly)

You said the magic words, we have a flat Boychick.

INT. BEN AND MAY'S FAMILY ROOM - NIGHT

BEN comes in and looks around. A long beat. Then a noise.

BEN

Mice...

INT. BEN AND MAY'S DINING ROOM - NIGHT

A very scared WEINER hides, eyes widening. WEINER takes the BONE HANDLE KNIFE from his pocket. It glints in the MOONLIGHT. He moves off.

INT. BEN AND MAY'S KITCHEN - NIGHT

BEN is looking for mice. He opens a closet. Nothing. He shifts around. Nothing. He moves off.

EXT. 59TH STREET BRIDGE - NIGHT

The CABBIE slowly changes the TIRE. Fearing the worst, SPIDEY gets out, looking for a ride. A TRUCK approaches. SPIDEY looks down at the CABBIE and then up at the TRUCK.

CABBIE

Hey! You wanna hand me that lug wrench?

He looks up to see SPIDEY go by, stuck to the side of the TRUCK like a spider.

CABBIE
Some crazy kinda town...

EXT. THE TRUCK - NIGHT

SPIDEY stares at the lettering on the side of the TRUCK. It says, "Victory Sporting Goods."

SPIDER-MAN
(a thought)
Sporting goods...

INT. BEN AND MAY'S DINING ROOM - NIGHT

BEN comes in quietly. He looks around. He opens a closet. Nothing. He hears a CRASH. He wheels. A SHADOWY FIGURE runs by a doorway!

BEN takes off like a shot!

INT. BEN AND MAY'S HOUSE - NIGHT

BEN runs through the rooms.

INT. BEN AND MAY'S FAMILY ROOM - NIGHT

BEN flies in and goes right to the RIFLE on the wall. WE hear WEINER clattering around the house in the background as BEN goes to a drawer and pulls out a BOX of BULLETS. He begins to fight the BULLETS into the RIFLE.

WEINER comes flying in and tackles him. They fall to the floor, four hands on the RIFLE. They scuffle.

WEINER
All I want it the kid's computer crap!

BEN
Let go before I blow your brain's out.

EXT. FOREST HILLS STREET - NIGHT

The TRUCK pulls away leaving PETER in a POOL of STREET LAMP LIGHT. He's wearing a FOOTBALL JERSEY and SHORTS and carrying a SPORTS BAG. He begins to run.

INT. BEN AND MAY'S BEDROOM - NIGHT

MAY hears a CRASH. She pulls the covers up around her chin in fear.

BEN (V.O.)
Let go!

WEINER (V.O.)
You let go!

EXT. BEN AND MAY'S HOUSE - NIGHT

PETER runs up and hears a SHOT. He runs inside.

INT. BEN AND MAY'S FAMILY ROOM - NIGHT

PETER runs in. He sees WEINER standing there with the RIFLE. They face off across the room. The moment hits PETER like a punch in the chest.

PETER
Uncle Ben!

BEN
(a wheeze)
Peter...

PETER rushes to BEN.

PETER
Oh my God... Uncle Ben...

PETER tries to revive BEN, while WEINER runs out.

INT. HOSPITAL WAITING ROOM - NIGHT

PLASTIC FURNITURE, GARISH LIGHTING, CIGARETTES in the ASHTRAYS.

AUNT MAY
(a brave but fragile front)
Ben gets through everything. He'll be
alright. The doctors are...

AUNT MAY and PETER embrace, leaning on each other for support.

DETECTIVE
(compassionate)
Excuse me. You the nephew?

PETER rises, nods. As AUNT MAY wipes away a sniffle...

DETECTIVE
Your uncle's a brave man. Apparently, the
perpetrator was after something of yours.
Your uncle didn't know what it was but he
stood up to him anyway. You ought to be
proud of him.

PETER
I am... how is he...

A grim-faced DOCTOR walks slowly across the room to them... MAY
stands up slowly.

DETECTIVE
Ask the Doctor.

AUNT MAY
How's my... how's my husband doing...?

DOCTOR
Mrs. Parker, I'm sorry. We tried.

MAY collapses.

DOCTOR
Crash cart! STAT!

The Detective pulls PETER gently away. The STAFF works on MAY.

DETECTIVE
Let the medics handle it.
(pause)
Look, if it makes you feel any better.
We're gonna nail this guy. He crashed his
getaway car. We got him trapped in a
warehouse on Jackson.

NURSE
(to Peter)
She's alright. She just fainted. We'll
have to check her for symptoms of shock. If
you want to wait, you can get some coffee
on the third floor.

PETER
No, I... I think I wanna go out for some
fresh air.

EXT. WAREHOUSE - NIGHT

COP CARS, COPS, SEARCHLIGHTS playing their BEAMS against the
ACME CHEMICAL STORAGE BUILDING. GUNFIRE flashes from one of
the WINDOWS.

EXT. COP CAR - NIGHT

ELITE COPS in BASEBALL CAPS are plotting strategy.

COP #1
That place is loaded with solvents and
chemicals. If we blast our way in, it's
gonna go up like a roman candle.

COP #2
We could go in through the fifth floor wash
room.

COP #1
What's that up there? Throw a light on
that!

COP #1 directs the BEAM of the SEARCHLIGHT.

EXT. WAREHOUSE WALL - NIGHT

SPIDER-MAN is climbing it, trapped in the GLARE of the
SEARCHLIGHT. He freezes.

COP #1
He's got a partner!

EXT. COP CAR - NIGHT

Every COP'S WEAPON is trained upward at SPIDER-MAN!

COP #2
(on radio)

We got an accomplice up there! And we got a clear shot. Do we have a go?

RADIO
(filtered)
That's a go.

EXT. WAREHOUSE WALL - NIGHT

GUNSHOTS erupt around SPIDER-MAN and he skitters around to evade them.

INT. THE WAREHOUSE - NIGHT

Thinking they're shooting at him, WEINER shoots back. In the corner of his eye he sees SPIDER-MAN at a side WINDOW. He aims his rifle and SPIDEY ducks out of the way.

The frightened WEINER moves to the side WINDOW to blow SPIDEY away. As he moves past the front WINDOWS he is lit by the SEARCHLIGHTS that play on his face darkly.

SPIDEY leaps in at FRONT WINDOW and drops neatly behind WEINER, landing a pose.

SPIDER-MAN
(cold, hard)
Say your prayers, Weiner!

WEINER whips around and fires. SPIDEY leaps to avoid it and lands on a STACK of PAINT CANS.

WEINER
You ain't takin' me... Spider-Man... who ever you are...

SPIDEY gathers himself tighter. He leaps. A second GUN BURST comes in behind him, Several PAINT CANS erupt in cascades of COLOR.

SPIDER-MAN
(hanging on ceiling)
Hey, creep!

WEINER aims and fires, several times. He is emptying his RIFLE. SPIDEY leaps away and lands on the top of a CASK marked "CAUTION-FLAMMABLE SOLVENT!"

SPIDER-MAN
(taunting)
Try again.

The CASK gives way and SPIDEY is plunged into the FLAMMABLE SOLVENT. WEINER smiles his stupid grin and takes aim.

SPIDEY leaps out of the CASK and sticks to the roof BEAM. He's sopping wet. His hand slips down the BEAM as the SOLVENT works against his sticking power.

He falls to the floor and scrambles behind some PAINT CANS. WEINER, crazed, fires wildly. One of the CANS EXPLODES. PAINT flows from it... burning!

SPIDEY peeks out and sees a YELLOW RIVER OF FLAME creeping toward him. He sniffs his SOLVENT soaked outfit.

He backs down a "corridor" of PAINT CANS. The YELLOW FIRE follows, now joined by a RIVER OF BLUE FIRE from another can. They're following the trail of SOLVENT he's dripping!

He's trapped!

COP (V.O.)
(on bullhorn)
This is your last chance, you two. Either you're coming out, or we're coming in!

SPIDEY'S against the WALL! PAINT CANS to his right and left, and a RIVER of RED FLAME joins the YELLOW and BLUE as they creep toward him!

He climbs backwards up the wall, face toward the BLAZE. The COLORED FIRES join and follow him up the wall! They're licking at his feet!

WEINER
(at the window)
Stay back!
(gun burst)
Whoa... stay back down there!

SPIDEY is inches from being torched. He sees a PIPE. He reaches out and grabs it. He swings out above the flames.

But the PIPE begins to bend!

The PIPE bends down... down... and then breaks! SPIDEY hangs precariously as WATER cascades out of the PIPE and puts out the FIRE.

SPIDEY drops down and rest his head in his hands to collect himself. Then looks up. The GUN is at his head.

WEINER
Stand up, you.

SPIDEY stands.

COP (V.O.)
You have thirty seconds to come out!

WEINER
You're my ticket outa here. Gimme that stupid mask!

SPIDER-MAN hesitates. Then he begins to raise the MASK, but stops and shakes his head no.

WEINER
Then I'll take it myself.

He reaches for the mask and SPIDER-MAN flips him across the room. WEINER lands in a CARGO net and becomes ensnared.

SPIDER-MAN
Well, look what we've caught in our web...

WEINER

Don't hurt me, man. Please don't hurt me...

INT. WAREHOUSE HALLWAY - NIGHT

COPS are poised at the door. A signal. They crash inside.

INT. WAREHOUSE PAINT ROOM - NIGHT

COP #1

Hold your fire!

WEINER is hanging from the ceiling in the the CARGO NET.

WEINER

Get me out of this madhouse!

He falls down, immediately encircled by the POLICE OFFICERS. SPIDER-MAN flies above their heads, crashing through the WINDOW and disappears into the dark of night.

INT. CYCLOTRON - NIGHT

A weird, flickering BLUE LIGHT dances around the hole in the CYCLOTRON. Then it cuts out. A HELMETED MAN pulls himself out of a HATCH. He flips up the HELMET.

OCK is finishing putting together his new equipment.

OCK

(smiling)

Okey, dokey.

OCK goes about checking out the CYCLOTRON. It looks good.

INT. CONTROL ROOM - NIGHT

OCK starts flicking switches and reading DIALS, doing a "mission countdown" for his next experiment. This place has been "hot rodded" to the max.

OCK

(reading dials and numbers)

Amperage, okay. Flux, 14. Negative variable differential... good enough.

He shuts it down. The WHINE whirs down.

OCK

Okey, dokey... now all I need is Parker's data. Where the hell is Weiner? Damn it... I can't trust anybody.

(throws his Waldo in the air)

Only you, my babies... only you can I trust... Okay... If I have to do everything myself... I'm going to do it.

(to his equipment)

I'll be back... my babies... my new babies!

OCK hides the WALDOS under his coat and leaves the room.

INT. PETER PARKER'S APARTMENT - NIGHT

There is more EQUIPMENT than before. PETER is deep at work. His SPIDER-MAN UNIFORM hangs on the WALL. There is a knock at the DOOR.

LIZ (V.O.)
Hey, Peter! Are you finished with my computer yet? I got a paper too, you know...

PETER
(panicked)
Oh my God... oh, it's you, Liz... I didn't expect you... uh... give me a minute.

He hides his SPIDER-MAN COSTUME.

INT. THE HALLWAY LANDING - NIGHT

LIZ waits impatiently.

PETER
(opening the door)
Hi, Liz. Come on in.

INT. PETER PARKER'S APARTMENT - NIGHT

LIZ enters, looking around. PETER covers for this and that.

LIZ
What were you doing in here?

PETER
(looking around)
Cleaning up. Come on. I'll get your computer. Where's Flash parked?

He picks up the COMPUTER and turns to her, but she's already looking around the apartment.

LIZ
Flash didn't come.

PETER
(holding it)
Oh. Well... how are you going to get it home?

LIZ walks into the room.

LIZ
Taxi... I guess.

She discovers the PRINTS of SPIDEY that PETER has taped up around the apartment.

LIZ
You must spend a lot of time with this Spider-Man guy... Peter! Don't you think you ought to unplug that!

PETER looks and sees that he is tethered to the wall.

Embarrassed, he puts the COMPUTER back down.

PETER
(embarrassed)
I, uh, I'll go down to the corner... see it
I can hail that taxi.

PETER leaves. LIZ smiles. She likes PETER. Why is he so...?

INT. HALLWAY - NIGHT

A SHADOW of a MAN can be seen hiding. PETER does not notice him.

INT. PETER PARKER'S APARTMENT - NIGHT

There's a KNOCK at the DOOR.

LIZ
(crossing to it, wondering)
Peter...?

She is about to open the door when FOUR WALDOS smash through it, obliterating it. OCK stands in the shattered doorway, WALDOS writhing.

LIZ
Doctor Octavius...! You're... You're...
(finds the words)
You're so weird!... with those... what do
you call those...

OCK
Waldos... Did you hear about Spider-Man?
(moving Waldos like spider's legs)
That's me... the real Spider-Man... now
tell me, where is that jerky friend of
yours... Parker?

LIZ
(protecting)
Peter?... oh... he's not here. He's gone.
I don't think he'll be back for awhile.

OCK
(running his Waldo in her hair)
You wouldn't lie to your Professor now,
would you?

LIZ
Of course not. Why would I lie about a
thing like that? Really. He's... out.

OCK
We'll wait.

OCK grabs LIZ'S HAIR with his WALDOS.

LIZ
What are you doing... let me go! Please...
take those things out of my hair!

OCK

My Waldos, you mean.

LIZ

Whatever you call them... please...

OCK shoots out TWO WALDOS. Simultaneously each grabs a CHAIR from different parts of the room and brings them to the TABLE.

OCK

Sit.

She does. He does, too, and folds his WALDOS across his chest.

OCK

(chatty)

He's a nice boy. A little nerdy maybe, but nice, wouldn't you say?

LIZ

Oh, I don't know. Maybe. He's very inexperienced.

ONE of OCK'S WALDOS rests on the TABLE curled around the COMPUTER. LIZ lets her hand rest on it. OCK warms immediately.

OCK

You know, you're a fascinating young lady...

LIZ

Thank you...

OCK

You're so refreshing. You're so...

LIZ

Shocking...?

OCK

(gone to far)

Oh, I wouldn't say shocking...

LIZ

I would!

She sticks his WALDO in the ELECTRIC WALL SOCKET behind the COMPUTER! The CURRENT sizzles through him and he leaps up, WALDOS akimbo, like the "cartoon cat." LIZ runs out the door.

OCK extricates himself from the current and gives chase.

INT. HALLWAY - NIGHT

LIZ burst from the DOOR.

LIZ

Peter...!

She looks both ways for PETER, doesn't see him, and takes off! OCK bursts from the doorway and runs off after LIZ.

EXT. THE STREET - NIGHT

LIZ running as fast as she can, but OCK is gaining quickly.

EXT. PETER PARKER'S APARTMENT - NIGHT

A TAXI drives up and disgorges PETER.

PETER
Wait here...

INT. PETER PARKER'S APARTMENT - NIGHT

He walks in. It's empty

PETER
Liz?

LIZ (V.O.)
(screaming from the street)
Peter! Help! Peter!

PETER springs into action. He grabs his SPIDEY SUIT out of a drawer and starts taking off his clothes.

EXT. STREET - NIGHT

LIZ looks back and sees OCK CARTWHEELING toward her. She can't outrun him. She must hide. There's a CONSTRUCTION SITE on the right. She ducks down the alley next to it.

INT. CONSTRUCTION ALLEY - NIGHT

LIZ runs into it and finds herself trapped on three sides by a high CYCLONE FENCE. Behind her, OCK'S WALDOS stretch out like waterbug legs. He bug-walks into the alley and laughs down at her from his perch atop the WALDOS.

OCK
Peter Parker has something I want... And
I'm going to have something he wants.

She dashes past him and runs into the outboard CARGO ELEVATOR.

INT. ELEVATOR - NIGHT

She looks for the UP BUTTON and finds nothing! OCK, on his feet now, is on the wire mesh ELEVATOR CAGE in a flash. He tears the outer DOOR away.

LIZ starts pressing KNOBS and LEVERS in panic. The LIGHT goes on. A WARNING BELL clangs. She finally finds the switch and the CAR leaps up just as OCK tears off its front door.

LIZ, safe for the moment, watches OCK recede below, shaking the torn off door in a rage.

EXT. CONSTRUCTION SITE - NIGHT

Extending WALDO over WALDO, OCK climbs the ELEVATOR HOUSING chasing the rising CAR inside.

EXT. CONSTRUCTION ROOF - NIGHT

The CAR arrives and LIZ jumps out. She's on nothing but a narrow GIRDER! She tightropes on the GIRDER. OCK gets to the top. He looks across at her. She's stuck between two unfastened GIRDERS, at a dead end. He slowly telescopes a WALDO toward her. She's got no place to run, no place to hide. He grabs her by the BLOUSE and lifts her off the GIRDER.

SPIDER-MAN (V.O.)
Put her down, Ock.

OCK looks across the street. There, on the top of a tall building, is SPIDER-MAN.

SPIDER-MAN
I know what's happening to you, Ock. I've been through a lot of changes myself lately. You have to listen to me.

OCK
(holding Liz)
Who the hell are you?

SPIDER-MAN
Spider-Man.

LIZ
(seeing Spidey)
Spider-Man...

OCK
That's a lot of crap, clown... I am Spider-Man, not you.
(points to Liz)
Ask you girlfriend.
(to Liz)
Tell him!

SPIDER-MAN
I'm a good friend of Peter Parker's Ock. Just like that girl you're holding. Now let her go.

OCK thinks for a moment, then he begins to extend the kicking and screaming LIZ out over the street, ten stories up.

OCK
Let her go? What an excellent idea. If you do not deliver your friend, Mr. Spider-Man, yes. Yes, of course, I'll let her go.

LIZ
Put me down, you mechanical mutant!

LIZ is having none of this. She kicks, she fights. She twists. She flails around, making things a little worse. The ground is yawning death beneath her. RRIIPP!

PART of her BLOUSE tears away and LIZ plummets!

SPIDER-MAN swoops down on a WEB-STRAND in his characteristic compound curve. He reaches out for the falling LIZ and misses her cleanly. The WEB is too short.

LIZ
(falling away)
You jerk!

He THWIPS her with a second WEB and together they swing to a HIGH GIRDER where he deposits her safe and sound.

LIZ
(straightening herself)
Tell your friend Peter next time I'll get the taxi myself...

OCK
(screams)
Hey... you jerk... you phony Spider-Man...
Prepare to meet your death, bug.

SPIDEY THWIPS a beam and swings across toward OCK.

SPIDER-MAN
(whispers)
Actually, I'm rather fond of living...
especially now...
(he looks at Liz)

He lands on OCK'S GIRDER and the two progeny of the cyclotron face off for the first time, ten stories above the street.

SPIDER-MAN
(a last appeal to reason)
Octavius. Just stop and think.

OCK
I am thinking, insect. I'm thinking about exterminating you!

SPIDER-MAN
Okay, if that's the way you want it...
Let's see what those chrome knuckles can do, Doc...

A WALDO lances out and catches SPIDEY flush on the jaw. It knocks him to another GIRDER. SPIDEY hangs on and rolls over. He rubs his jaw.

LIZ
Great...

SPIDEY gets ready to go into action and gets pummeled by another barrage of blows from above.

OCK
Now I must kill you, you cretinous clown.

OCK throws a roundhouse WALDO that nearly knocks SPIDEY off the GIRDER. He's just barely hanging on.

But SPIDER-MAN'S not done yet. He THWIPS a HIGH BEAM and swings into a better attack position. The two SUPERADVERSARIES engage in battle.

With OCK swinging from his WALDOS like a metal monkey and SPIDEY swinging from his WEBS like, well, like SPIDEY, they

clang and bang through the GIRDERS of the CONSTRUCTION SITE.

OCK
Once I dispose of you, Spider-Man, no one
will be able to stop me.

SPIDER-MAN
Stop you from what...?

OCK
My destiny!

OCK throws his biggest punch yet.

SIRENS can now be heard in the street.

SPIDEY avoids WALDO strike after WALDO strike. OCK eludes WEB
after WEB. But SPIDEY'S agility soon has him turning circles.

SPIDER-MAN
Over here, Octopus!

OCK
That's Professor Octopus to you Spider
Jerk!

SPIDER-MAN
Give it up, Professor. You'll never catch
me!

OCK takes three steps and soars through the air.

EXT. BRICK WALL - NIGHT

OCK, misjudging the leap, soars right past SPIDEY and into an
alley! Screaming all the way...

EXT. THE ALLEY - NIGHT

OCK and TWO WALDOS pressed against each of the opposing walls.
It's a tenuous grip. Then, very slowly, sparks flying from his
WALDOS, OCK slides down into the alley.

SPIDER-MAN
So long, sucker.

EXT. STREET - NIGHT

COP CARS pull up. COPS leap from them.

EXT. SIDE WALL - NIGHT

OCK makes it down, sees the COPS, ducks out of sight.

EXT. COP CARS - NIGHT

The SEARCHLIGHTS go on. SPIDER-MAN swings back across the
street to the CONSTRUCTION SITE.

COP #1
There he is!

COP #2

It's that Spider-Man!

EXT. THE ROOF - NIGHT

SPIDEY lands next to LIZ in a pose. Lit by the flashing BILLBOARD, he's weirder looking than ever. SPIDEY puts an arm around LIZ and extends a WEB SHOOTER.

LIZ
What do you think you're doing?

SPIDER-MAN
I'm rescuing you.

With that SPIDEY leaps way out and he and LIZ swoop away on a WEB-STRAND.

LIZ
Thanks but nooooooooooooo!

EXT. THE COP CARS - NIGHT

ALL WEAPONS point upward at SPIDEY'S movement.

COP #2
He won't get away this time!

COP #1
Hold your fire! He's got a girl.

COP #2
Looks like he's got a hostage.

EXT. WEB STRAND - NIGHT

SPIDEY sees the WEAPONS aimed upward. He shoots out another WEB and swings off in a different direction. LIZ whoops with the G-force.

LIZ
Wait a minute. Where are you taking me?

SPIDEY hounded by the Police, rejected by the girl.

SPIDER-MAN
I better just take you back where you belong.

He shoots out another WEB.

SPIDER-MAN
Hold on tight.

LIZ
(Times Square)
Where are we?

SPIDER-MAN
Open your eyes.

They are standing on the ROOF of the CENTRAL TOWER of the EMPIRE UNIVERSITY BUILDING. LIZ opens her eyes. It's an extraordinary sight.

LIZ
(the Empire State Building)
If you're trying to impress me Spidey, I want you to know I'm not easy. Okay, I'm impressed... now put me down, Spidey... put me down.

SPIDER-MAN
I like the way you say Spidey... Nobody calls me Spidey... now we go...

EXT. DORMITORY - NIGHT

They swoop down... and down... stopping on one of the building's SILLS, actually right in front of a WINDOW in the DORMITORY BUILDING.

LIZ
(Tavern on the Green)
Wow... look, this is our dormitory. I can get to my room. Hey, wait a minute... there's Flash, if I'm not mistaken.

SPIDER-MAN
Liz?

LIZ
You know my name?

SPIDER-MAN
Liz, listen to me. There's something I have to tell you.

LIZ
Okay, put me down and we can talk, alright?

SPIDER-MAN
Do you know who I am?

LIZ
All I know is you're the Amazing Spider-Man... or better you're Spidey the good guy on the block... you're a weirdo in a clown spider suit.

SPIDER-MAN
And that's all you know about me?
(a beat, a sigh)
Okay, lets get your boyfriend.

LIZ
Which one?

SPIDER-MAN
How many do you have? I meant Flash.

LIZ
Well, Flash is not exactly my boyfriend...

SPIDER-MAN
He's not? Then who is?

LIZ
There's someone I like, but he's too shy to notice.
(Flash appears)

SPIDER-MAN
Flash!

FLASH
Liz!
(a beat)
SPIDER-MAN!!!

LIZ
(to Spider-Man)
You know everybody... Flash we have to call Peter!

FLASH rushes right past LIZ to the WINDOW. There's a NEWSPAPER in his hand.

FLASH
Hey, they won't let up, man!
(shows Daily Bugle)
They keep calling you an accomplice in that burglary murder. But that's a crock, ain't it? I'm with you, Spidey, 100%

SPIDER-MAN
Thanks.

FLASH
(realizing)
By the way, what are you doing with... Liz?

SPIDER-MAN
She needed a lift.

FLASH
Oh... okay! This calls for a beer! A lot of beer!

SPIDER-MAN
Thanks, but I have some business to take care of.

FLASH
Well... take care of that later. Wait here. I'll get the beer.

He disappears. LIZ comes, tentatively, to the WINDOW where SPIDEY squats, desire and passion in his WHITE EYES.

LIZ
(accusatory)
How'd you know this was Flash's place?

SPIDER-MAN
Peter Parker told me all about it.

LIZ
Peter told you all about Flash?

SPIDER-MAN
No... he told me all about you. See you
later.
(he jumps away)

INT. DORM - NIGHT

FLASH comes in with more BEER than a man ought to carry.

FLASH
Hey, where'd he go? Hey, Spider-Man!!

But SPIDER-MAN has disappeared.

LIZ
(distracted)
Peter told your Hero all about me...

FLASH
He would, wouldn't he... that jerk!

EXT. PETER PARKER'S ROOF - NIGHT

SPIDER-MAN lands on it. He drops in the SKYLIGHT.

INT. PETER PARKER'S APARTMENT - NIGHT

He drops into the room and pulls off his MASK. The place has
been ransacked. COMPUTER DISCS are all over the floor. PETER
pulls a file marked "Planetary Conjunction." He opens it.

A piece of PAPER falls out. It says, "Kiss it goodbye, Wall
Crawler!"

PETER
(whispers angrily)
Octavius!!!

EXT. EMPIRE STATE UNIVERSITY QUAD - DAY

PETER is hurrying along. KIM is sunning herself wonderfully.

PETER
(hurrying by)
Kim! Have you seen Harry?

KIM
Sure, lots of times. What a brainiac...

PETER
Yeah... have you seen him today?

KIM
No, un unh.

LIZ
(catching up)
Peter...!

PETER
(keeps walking)
Hi... have you seen Harry?

LIZ
No. What a night, huh?

PETER
(laughs)
Yeah, that was some ride home... must have
been pretty exciting.

LIZ
It was... okay. Look, I got two tickets to
Les Miserables... wanna go?

PETER
Sorry... I'm really busy... I mean, not
tonight... see you later.

LIZ
(thinking)
Hey, Peter... how did you know about last
night...?

PETER
What about last night?

LIZ
My exciting ride with Spider-Man...

PETER
Oh... Sorry... I gotta hurry... I have to
find Harry... I'll see you later.

LIZ
Peter!

PETER runs off. He sees a car approach and flags it.

PETER
Hey! Can I get a lift downtown?

FLASH
Take your shoes for a walk, Dork.

FLASH gets out of his car, and crosses the lawn toward LIZ.

INT. CONTROL ROOM - DAY

OCK is hard at work. The room, still rippled, has been "hot
rodded" to the max. Lots of jerry-rigged stuff has been added.

OCK takes a sip from the THERMOS and flicks on the small TAPE
RECORDER.

OCK
We are now inserting Peter Parker's data on
tonight's Planetary Conjunction.

INSERT: The COMPUTER SCREEN displays Peter Parker's name and ID
number and the title, "The Planetary Conjunction and it's
effect on Earth Gravity."

OCK
Yes, yes! Go on! Go on!

INSERT: NUMBER SEQUENCES appear on the SCREEN. Then a GRAPHIC of the EARTH moving into line with SATURN, JUPITER, the SUN and the MOON. In the corner a NUMBER rises.

OCK

Enormous. It's enormous.
(to recorder)
The Parker calculations add 4%
gravitational force at the moment of full
Planetary Conjunction.
(hits some keys)
Adding this to present maximum power
potential, I get...

He looks up and sees the SCREEN a GRAPHIC "HOLE" opening up right through the EARTH! The widening HOLE is swallowing everything!

OCK

I knew it. I knew it! Universal
destruction! It's doable! I am putting a
countdown clock on the Planetary
Conjunction now!

A LARGE DIGITAL DISPLAY reads, "13:00:03." The last seconds count down to, "12:59:59!"

OCK

(playing the computer)
Okey, dokey. Now let's see if I have
enough power to drive this beast.

He starts hitting KEYS on his COMPUTER.

INT. PETER PARKER'S APARTMENT - NIGHT

PETER is working on LIZ'S COMPUTER. There is a KNOCK at his brand new, unpainted DOOR. He hurries to it and pulls the KNOB so quickly (forgetting his own strength) that the whole assembly comes off in his hand.

PETER

(pulling Harry aside)
I gotta remember to have that fixed.
(opens the door)
There you are, I've been looking for you
all over town.

HARRY

What happened?

PETER

Where were you?

HARRY

I went to the wrestling, wanted to see that
Amazing Spider-Man, but he didn't show up.

PETER

Listen, Harry something terrible happened.

HARRY

What? What?

PETER
My Planetary Conjunction papers... they
were stolen...

HARRY
Oh my God... Are you sure...? Who would do
such a thing?

PETER
Ock...

HARRY
Of course... but why...?

PETER
We have to find out, sit down.
(indicates computer)
I want to access Dr. Octavius' main
program. I want to know about his
experiments with the cyclotron. Can you do
it?

HARRY
(starts hacking)
I can try. I could access the system in
the dorm. Okay. And through that I could
crack the main line.

PETER
Alright. Now if we can just disrupt the
Octavius file...

HARRY
Okay, let's try.

HARRY cracks his knuckles like a safe cracker and bends to the
task. The PHONE RINGS. PETER hits his jerry-rigged SPEAKER
PHONE. HARRY keeps hacking.

PETER
Yeah?

JAMESON (V.O.)
Parker? Peter Parker? This is J. Jonah
Jameson!

PETER
(looking over Harry's shoulder)
Mr. Jameson, you got me at a bad time.

JAMESON (V.O.)
I need pictures of your friend, the Amazing
Spider-Man. But I need bad guy shots, you
got it? Lots of bad guy shots. We're gonna
pin that insect to the wall. Whaddaya say?

PETER hangs up. The DIAL TONE cuts off JAMESON.

INT. JAMESON'S OFFICE - NIGHT

Only he and the PHOTO ASSISTANT are there.

JAMESON

What about that kid? On the job already?

INT. CONTROL ROOM - NIGHT

OCK is pacing around the hot rodded room. He checks this and that. He looks at the COUNTDOWN CLOCK (06:00:10) and throws himself down in his CHAIR. He resumes his checkdown.

OCK

Fusion cells...? All up. Internal temperature... okay. Risk?

(a long beat)

Acceptable.

(another beat)

Let's fly.

He starts flicking on SWITCHES and DIALS. The WHINE whirs up. He throws the RED POWER THROTTLE. The POWER DIAL goes to 90!

INT. PETER PARKER'S APARTMENT - NIGHT

PETER and HARRY are at a COMPUTER. The LIGHTS flicker and dim. Then they go back on. PETER and HARRY look at each other and shrug.

HARRY

Got something!

INSERT: DIGITAL CLOCK display: "06:00:03"

PETER

What is it?

HARRY

Let me see. It's some kind of countdown clock.

PETER

Countdown to what?

HARRY

I don't know, but whatever it is, it's only six hours away.

PETER

The Planetary Conjunction?

HARRY

Could be...

PETER

Or Doc Ock's end of the world experiment... Or both!

HARRY

Wait a minute. You're not telling me you think the world is gonna end tonight...?

PETER

You want to wait around till midnight to find out?

HARRY
No, but...

PETER
Let's see what else we've got.

Another set of numbers roll up on the SCREEN. They are accompanied by ELECTRICAL SYMBOLS.

HARRY
What's that?

PETER
It might be a calculation of the amount of power he needs to create the hole between the force and the anti-force.

HARRY
That's a lot of energy. What could generate power like that?

PETER
The closest you could come is the New York City Subway System.

Again, the lights flicker and then dim and they return.

HARRY/PETER
(together)
We gotta talk to Professor Rosomorf!!

INT. BROADWAY EXPRESS - NIGHT

ROZ boards and takes a seat. There are the usual SUBWAY TYPES. A FAT WOMAN. A PIMPLY TEENAGER and his date, a TALL SKINNY GIRL in a PARTY DRESS.

ROZ, making notations in a PAD, takes no notice of them. He sits down, closes his PAD, and taps a PENCIL against his chin.

ROZ
Plutonium...

EXT. MAJOR INTERSECTION - NIGHT

TAXIS go by. TWO LOVERS stroll. We hear a familiar WHINE. The "WALK" and "DON'T WALK" signs FLASH at the same time.

BOY
Make up your mind!

The signs EXPLODE! The COUPLE stops in their tracks. The BOY looks at the GIRL.

GIRL
What's going on?

An ARC of ELECTRICITY now shoots between the LIGHT PILLARS of the SUBWAY STATION on the corner.

INT. BROADWAY LOCAL - NIGHT

SPARKS fly by the window. ROZ, oblivious at first, is now

stunned by the show.

EXT. SUBWAY TRAIN ENTRANCE - NIGHT

The ARCS of ELECTRICITY continue to rise. The STREET LIGHTS buckle and bend into weird shapes.

WOMAN
Oh my God!

MAN
Get back! Get back!

EXT. INTERSECTION - NIGHT

TWO TAXIS roar through the intersection and COLLIDE. The ETHNIC DRIVERS leap out and begin arguing.

INT. TRAIN - NIGHT

PEOPLE SCREAM and fall back as the TRAIN seems to change angles.

EXT. SUBWAY ENTRANCE - NIGHT

A building ROAR rises from the SUBWAY ENTRANCE. Then the sound of a TRAIN WHISTLE! The BOY looks down the STAIRS and has to leap out of the way as the BROADWAY EXPRESS comes highballing up the STEPS and blasts through the SUBWAY entrance.

The TRAIN sails through the air.

EXT. LUXURY CONDO HIGH-RISE - NIGHT

The TRAIN crashes into the building in a storm of cyclotron generated Dali physics.

EXT. THE STREET - NIGHT

The THROB and PULSE recede. SCREAMS, HONKS, SIRENS can be heard.

EXT. LUXURY CONDO HIGH-RISE - NIGHT

A splendidly turned out MIDDLE-AGED WOMAN wakes from her satin sleep to see that a SUBWAY TRAIN is in the middle of her BEDROOM. The WALL through which the train has come sags and ripples like it has melted and partially resolidified.

WOMAN
Henry!!!

Several PASSENGERS climb out of the WINDOWS of the TRAIN or pry open the DOORS.

WOMAN
What are you doing here? Get out of here!
Get out of here!

EXT. THE STREET - NIGHT

A CROWD has gathered to gawk and point. They look up and we see their POV.

The MIDDLE CAR of the TRAIN is simply "embedded" in the HIGH-RISE, its rear sticking out of the building fifteen stories up. From its COUPLING dangles the LAST CAR.

INT. MIDDLE CAR - NIGHT

The car is bisected in the middle by the fused brick and glass of the WALL of the building. PASSENGERS on the outside of the WALL press their faces to the GLASS and pound for help.

ROZ comes to the aid of a MOTHER with TWO CHILDREN.

EXT. THE STREET - NIGHT

The CROWD sees something else. Swinging high in the sky is your friendly neighborhood SPIDER-MAN. The COUPLE and TWO DRIVERS argue about what this means.

WOMAN

It's Spider-Man!

TRUCK DRIVER #1

Get outa here, you bum!

WOMAN

Hey, what are you talking about?!

TRUCK DRIVER #2

(back at woman)

What's the matter, lady don't you read the papers?

This is the DRIVER of a DAILY BUGLE truck carrying the historically famous Bugle headline, "Spider-Man - Threat or Menace?"

MAN

Go Spidey! Go!

INT. LAST CAR - NIGHT

It's nearly vertical! People are tumbled over each other. The scared TEENAGER is tearing at the door. The SKINNY GIRL screams in a mechanical way. The DOOR opens. He nearly falls!

The SKINNY GIRL screams again. He manages to get back inside. She looks at him, safe now. But she screams again anyway.

ROZ struggles to right himself against a pole. A BAG OF GROCERIES goes sliding past him. It continues downward and out the OPEN DOOR.

INSERT: The BAG tumbles down through the air. Down, down, and down...

INT. MIDDLE CAR - NIGHT

SPIDEY'S face appears in the WINDOW upside down.

SPIDER-MAN

Hello, everybody...

He slides the WINDOW down and flips inside. He walks through the parting PASSENGERS to the BUILDING WALL. He feels it.

SPIDER-MAN

Okay, everyone, stand back and stay cool.

He hurls himself at the fused GLASS portion and bounces back onto the floor. He rolls over, flexing his shoulder.

WOMAN

(whining)

Is that the real Spider-Man?

SPIDEY does a TRIPLE FLIP to his feet. He reaches up for the overhead RAILING and pulls it down easily. Oohs and aahs. SPIDER-MAN points it at the GLASS and hefts it.

SPIDER-MAN

Somebody wanna give me a hand with this?

First the WOMAN, and then all of them, take up positions on the BATTERING RAM.

SPIDER-MAN

On three. One... Two... Three!

They ram the GLASS and it shatters.

INT. THE LUXURY CONDO HIGH-RISE - NIGHT

HENRY stands at the open DOOR of the TRAIN in his bedroom as they all come rushing through into the room.

HENRY

Come on. Come on. That's it. Step lively now.

WIFE

Henry, the rugs!

HENRY

Oh, shut up!

SPIDER-MAN

Have a nice evening, Ma'am... and you too, Henry.

EXT. THE STREET - NIGHT

The FIRE TRUCKS arrive and begin assembling a LADDER.

INT. THE LAST CAR - NIGHT

SPIDEY arrives at the DOOR at the top of the CAR. He sees ROZ at the bottom. THREE PEOPLE are between them. The SKINNY GIRL sees SPIDEY. She screams.

SPIDER-MAN

Okay, folks, just hang on...

He scampers down the GRAB-HANDLES to the people below. FOUR PASSENGERS cling to SEATS and BARS.

SPIDER-MAN

Okay, one at a time. You first, Ma'am...

A FAT WOMAN makes a "who me?" gesture. SPIDEY throws her over his shoulder.

INSERT: THE COUPLING which holds the two CARS at right angles begins to bend open.

SPIDER-MAN, the FAT WOMAN over his shoulder, goes hand over hand to the top and the WOMAN is dumped into the MIDDLE CAR.

INSERT: THE COUPLING bends open a little more.

SPIDEY helps the TEENAGER and the SKINNY GIRL out of the CAR. She takes the dreadful step between cars. She looks down. She screams. She steps across.

EXT. LUXURY CONDO HIGH-RISE - NIGHT

The FIRE LADDER is up. But it is about TEN FEET short of where it's aimed at. The end of the CAR. A FIREMAN stands at its apex.

FIREMAN

(into walkie)

Gimme more ladder! I need more ladder!

WALKIE

Negative on that, you're at full extension!

INT. LAST CAR - NIGHT

Now only ROZ is left. SPIDEY approaches him. He clings to a POLE.

INSERT: The COUPLING bends open! The CAR is hanging there from memory!

ROZ

This is Doctor Otto Octavius' work. I must get back to my university. I must stop Ock... he's gone crazy. Can you help me?

SPIDER-MAN

Sure thing, just don't take the train. Come on... give me your hand.

ROZ

Spider-Man! Listen to me! If he can do this with the train, if he's come this far, then I can pretty well predict his next step. He'll go to Plutonium SL 270 for the power. He must be stopped... or else he'll destroy our world.

The COUPLING shrieks and the CAR lurches.

SPIDER-MAN

Let's get you out of here first, Professor.

ROZ

Wait Spider-Man. I don't think I can make

it... You mustn't waste time saving me...
you must save the world! You must go and
stop Ock!

SPIDER-MAN
Where can I find him...?

ROZ
He is looking for Plutonium SL 270 I'm
sure...

The CAR lurches on its side and ROZ flies out of the DOOR.
SPIDEY THWIPS out a WEB that girdles ROZ'S waist.

SPIDER-MAN
Think Rosomorf, think where one can find
Plutonium? Where could he find SL 270...?

EXT. LUXURY CONDO HIGH-RISE - NIGHT

ROZ is hanging in mid-air on the WEB.

ROZ shouts.

ROZ
(shouting)
There's only one place he can get the
Plutonium SL 270...

SPIDER-MAN
Where...?

ROZ
Toxic... toxic dump... any toxic dump would
have SL 270.

SPIDEY swings ROZ in an arc to the FIREMAN. He misses ROZ on
the first pass. ROZ looks up at SPIDEY who stands in the
doorway, manipulating the WEB.

The FIREMAN grabs ROZ. Then, with an awful SCREECH of steel,
the CAR pulls loose from the COUPLING. With SPIDER-MAN inside
it, the CAR plunges ten stories to the street below.

EXT. STREET - NIGHT

COPS, FIREMEN, PRESS, the works. The CROWD GASPS. CAMERA
STROBES pop as the LAST CAR crashes to the SIDEWALK. We hold
several beats on the incredible rubble.

Then, a WEBBED HAND. SPIDER-MAN groggily pulls himself from
the wreckage.

COP (V.O.)
Put your hands up, Spider-Man.

SPIDER-MAN
You're making a big mistake.

COP
And you're looking at twenty years.

SPIDER-MAN shoots a WAD of WEB GOO onto the COP'S GUN and leaps

up onto the LUXURY CONDO... and swings up out of the frame. The COP aims and shoots. The BULLET makes a THWUMP noise. The WEB GOO stretches out about three feet and falls limp.

COP
What the hell!

EXT. BACK OF BUILDING - NIGHT

SPIDER-MAN swings painfully, one handed and limp, at the end of a WEB STRAND. After falling ten stories, he is groggy and weak. He can't think. He can't focus. He can barely hold onto his WRIST GIZMOS. This bug is spent.

SPIDER-MAN
Must go on... must find Ock... SL 270
Plutonium... must get that crazy old
loony... before he gets to the Plutonium...
toxic dump... where are the toxic dumps...?

He hangs there with two hands to catch his breath and thinks. He shoots a WEB up diagonally and swings across on it. This time he catches on and holds, but barely.

INT. AUNT MAY'S FAMILY ROOM - NIGHT

LIZ is standing. AUNT MAY is seated on the COUCH, she looks weak, pale and alone.

AUNT MAY
You're as lovely as Peter said you were.

LIZ
(embarrassed)
Thank you. He really wanted so badly to
come see you. He called me up out of the
blue.

AUNT MAY
(great concern)
Tell me about Peter. What's he been up
to? He seems so preoccupied.

LIZ
Oh, you know Peter... he's all caught up in
some kind of study he's doing. Things are
really crazy at the university now. Things
are crazy... everywhere. I guess Peter's
just... well, you know... pulled into his
shell.

AUNT MAY
(reminiscing)
When Peter was little, he loved to hide. In
the closets. Under the sink. He always
needed a secret place. But when I'd look
for him, he'd always laugh... he wanted to
be found.

LIZ
Yeah... well. I don't think he wants me to
find him... Well, I'd better be going. My
friend Flash is picking me up.

AUNT MAY
This Flash... he isn't your boyfriend, is he?

LIZ
No... not really... I think you can guess why...

They smile knowingly at each other.

LIZ goes toward the DOOR.

AUNT MAY
Elizabeth...?

She turns.

AUNT MAY
Finders keepers, losers weepers.

LIZ
What?

AUNT MAY
That's what I used to say to Peter when I found him.

EXT. FIFTH AVENUE - NIGHT

SPIDER-MAN swings high above it. This is not the confident swinger with LIZ in his arms. This is a guy who's making it by the narrowest of margins. There is a traffic jam below.

SPIDER-MAN
Got to find Ock... got to find the toxic dumps.
(grabs his head)
Oh! Oh! Oh... yeah!

He looks down at the traffic. We PAN across the many CARS until we come to a non-descript GREEN CAR.

INT. GREEN CAR - NIGHT

Ock is honking the HORN. Something lands on his ROOF. Then SPIDEY sticks his head, upside down, in the windshield.

SPIDER-MAN
What's up, Ock?

Ock
You!!!

A WALDO smashes through the WINDSHIELD but misses SPIDEY. Ock leaps from the CAR.

Ock
(on the run)
You're a doomed bug, Wall Crawler. I've no time to waste on you now.

EXT. STREET - NIGHT

OCK runs through HONKING TRAFFIC. SPIDER-MAN leaps from CAR to CAR.

OCK turns to see SPIDER-MAN leap to a LIMO at the curb. OCK turns tail and runs down an alley. A FEMALE COP pops out of a DOORWAY. Her partner, a BIG, YOUNG COP, pulls his GUN.

FEMALE COP
(gun poised)
Alright! Freeze! Up against the wall and
spread 'em

OCK complies. He raises his hands... and spreads the WALDOS to full extension! The BIG COP screams and faints.

The little FEMALE COP'S eyes POP. OCK swats the GUN from her hand. He starts to choke her.

SPIDEY comes swinging to the rescue. He lands on the ROOF nearby.

SPIDER-MAN
Hey, you big OCK, why don't you pick on
someone your own size?!

OCK
Alright Spider-Bug... here I've come for
you...

OCK leaves the COP and attacks SPIDER-MAN, shooting his iron fist at him. OCK runs to the end of the alley. SPIDEY staggers to his feet and resumes the chase.

OCK breaks into a red Corvette convertible, starting it with a WALDO.

SPIDER-MAN comes out in time to see the Vette drive away. A CHINESE LAUNDRY TRUCK is passing. SPIDEY THWIPS it and is whipped away.

He crawls over to the WINDOW.

SPIDER-MAN
Hey, driver. Could you follow that red
Vette for me?

The surprised CHINAMAN lets loose a stream of CHINESE expletives, complete with appropriate suggestive gestures.

SPIDER-MAN crawls to the top of the TRUCK and surveys the situation. He sees a sea of moving traffic. He THWIPS up a WEB and swings away.

SPIDEY swings along from BUILDING to BUILDING. The RED VETTE is making headway. Suddenly, SPIDER-MAN spots a blue MG with its top up.

SPIDER-MAN
(swinging)
Flash Thompson... I never thought I'd be
happy to see you.

EXT. BLUE MG - NIGHT

SPIDEY swoops down on the BLUE MG.

INT. BLUE MG - NIGHT

SPIDEY wedges down into the car, right between FLASH and LIZ. She WHOOPS. FLASH is thrilled.

SPIDER-MAN
Sorry about that!

FLASH
Spider-man! This is unbelievable...!

SPIDER-MAN
Flash, I need your help.

FLASH
You got it.

SPIDER-MAN
You any good with this thing?

FLASH
I'm the best.

SPIDER-MAN
Okay... catch that Vette!

FLASH
Roger, wilco, over and out.

He swerves. SPIDEY falls all over LIZ. They begin to careen through traffic, three peas in a very small pod.

EXT. WEST SIDE CAR CHASE MONTAGE - NIGHT

With SPIDEY jammed in between LIZ and FLASH, the MG chases the VETTE. Since neither OCK nor FLASH is any good at this, both cars quickly careen into POLES, FENCES, HOT DOG CARS and begin falling apart.

On RIVERSIDE DRIVE the MG begins to lurch and STEAM. The VETTE looks eaten away. The GEORGE WASHINGTON BRIDGE looms ahead.

The VETTE roars through the TOLL BOOTH. They spot OCK stuck in traffic.

FLASH
Why is he going to New Jersey, and who is it in that shitty red car...

LIZ
Don't you recognize him... it's Ock!

SPIDER-MAN
New Jersey has the largest toxic waste dump in the world.

FLASH
What does he want with toxic waste?

SPIDER-MAN
He's looking for Plutonium, my dear...

The car has to slow down... it's in a traffic jam.

FLASH
Sorry... can't do anything about this
traffic.

SPIDER-MAN jumps out of the car.

SPIDER-MAN
Try to stay with me. I don't want to lose
him!

Speeding along the BRIDGE, OCK sees no one. But high above, SPIDEY swings from TOWER to TOWER after him. At the last TOWER, SPIDEY leaps down onto a BIG TRUCK. The VETTE weaves and SPIDEY crosses to another BIG TRUCK. For a moment he is caught between the TWO TRUCKS, but he makes it across.

The VETTE takes an exit. SPIDEY leaps to the next SIGN. He aims his WRIST GIZMO and waits for the next car to take the exit, but none does. Deflated, he drops to the ground. He looks up to see a sign on a CYCLONE FENCE. It says, "DUMP NUMBER 7 -- KEEP OUT -- RADIOACTIVE MATERIAL!"

SPIDER-MAN
Bingo.

INT. TOXIC WASTE DUMP - NIGHT

The landscape has a nightmarish vision, weirdly lit by "safety lights." VATS and DRUMS ooze all kinds of bad stuff. A light is on in a dilapidated SHACK.

INT. THE SHACK - NIGHT

OCK is tossing away the CANISTERS until he comes to one marked, "HAZARD!! PLUTONIUM SL 270 HAZARD!!"

OCK
Okey, dokey...

SPIDER-MAN
Open that now, and you'll spoil Christmas.

SPIDEY'S peering in from a HOLE in the ROOF.

OCK
Insect! I am going to squash you to
death... Once I lay my Waldos on your
skinny bones...

OCK hurls a DRUM at SPIDEY. It erupts in a sizzle of LIQUID and GAS. Then the SIX-ARMED FIEND runs for the door with his SL 270.

EXT. THE SHACK - NIGHT

OCK comes flying out and SPIDER-MAN grabs a WALDO.

SPIDEY does a back flip and whips OCK so hard the WALDO snaps

off! OCK recoils it and reacts in horror.

With a roar, OCK attacks SPIDER-MAN. They battle as SUPER-ADVERSARIES. OCK gains the upper hand and tosses SPIDEY into a pile of RUSTING DRUMS. A GAS envelopes SPIDER-MAN and he begins coughing.

EXT. THE DUMP - NIGHT

OCK'S WALDOS are coiled around SPIDER-MAN'S neck as the WEB SLINGER is dragged through the dump. His WHITE EYES narrow and blink. There is a capped WELL behind a WARNING SIGN. OCK tears off the CAP and then hurls the groggy SPIDEY down the WELL.

OCK
Goodbye, Spider-Man!

INT. THE WELL - NIGHT

SPIDEY falls. He cannot grab onto the slimy WALLS. At the bottom of the foul pit is a bubbling BLUE luminescent POOL. SPIDEY claws frantically at the WALLS.

SPIDER-MAN
Nooooooooooooooooo!

He gets a hold and slides down to within a foot of the POOL. Its weird light shines up at him. He looks up at the starry sky.

SPIDER-MAN
(to himself)
Okay now, Spidey. Easy does it.

He shoots a WEB about halfway up the PIT. It hits the wall, sizzles, and drops back down.

SPIDER-MAN
(to himself)
Don't give up, Spidey. Don't give up.

The WEB GIZMO squirts out a pathetic patooey of WEB GOO. Then it hisses, empty!

SPIDER-MAN
Empty... now what do I do?

OCK
So you've avoided the nuclear pool, have you, Spider-Man?

SPIDER-MAN
Well, so far so good. But I can't hold on much longer.

OCK
Pity...!

SPIDER-MAN
Oh, come on, Ock, be a good sport. Let's talk this over face to face... throw me a line...

SPIDEY reaches out.

OCK

Okay... face to face... Catch this!

OCK, way up at the opening above, raises a huge DRUM above his head. The DRUM leaks toxic waste in ORANGE TENDRILS. He is about to drop it down on SPIDER-MAN...

FLASH

Don't do it, Professor!

We now see FLASH and LIZ in the BLUE MG.

OCK

(puts down the drum)

I know you... and you, young lady. Both of you are in my physic class, aren't you...? Come... you can help me. I need to get some of these drums to my laboratory... help me... and I'll give you special grades. What'd you say?

Suddenly he catches FLASH with a WALDO and starts to choke him. LIZ screams and tries to help FLASH.

LIZ

Leave him alone!!!

Another WALDO grabs her.

ROZ now appears on the scene.

ROZ

Leave them alone Otto!

OCK

But, they won't help me. Everybody is trying to destroy my experiment. And so are you, Rosomorf.

Another WALDO grabs ROZ by his arm.

ROZ

Otto... I was wrong. I've gone over your research. It's brilliant, Otto. It's mad, but it's brilliant. You have much work left to do. I want to help you, Otto. For the sake of science, go and do your experiment. Leave... these kids alone and I'll help you.

OCK

You will? You too?

Both FLASH and LIZ shake their heads okey dokey. OCK gestures to FLASH and LIZ.

OCK

Help me with these drums, I need to get them to my laboratory immediately.

ROZ

Do as he says.

OCK pushes FLASH and LIZ with his iron arm. Gripping LIZ by her hair, he shoves her into the CAR.

OCK

Drive, Flash, before I flush your girl right down the toilet!

SPIDER-MAN

Professor Rosomorf, it's no good, double dealing... why did you help him...?

ROSOMORF finds a rope and looks into the well.

ROZ

Don't lose your energy screaming. Catch this rope and climb up, come on!

INT. ROZ'S CAR - NIGHT

They drive along the highway. SPIDEY is recovering, working his neck.

ROZ

I've been through the Octavius data. He has enough power with his Plutonium. Especially if he gets his hands on Parker's data, there he has enough power to do what he wants to do. And we are not going to stop him in time before the Planetary Conjunction occurs tonight...

SPIDER-MAN

Stop the car. I have an idea.

They're in the middle of RIVERSIDE DRIVE but a PHONE BOOTH is coming up on the right.

INSERT: ROZ'S foot stabs the BRAKE.

INT. ROZ'S CAR - NIGHT

SPIDEY gets out of the car. Then he pats himself where his pockets ought to be.

SPIDER-MAN

Do you have a dime?

INT. PETER PARKER'S APARTMENT - NIGHT

HARRY is there, working on the COMPUTER, PHONE RINGS, HARRY picks up.

PETER

Harry?!

HARRY

Peter, where are you?

INT. PHONE BOOTH - NIGHT

SPIDER-MAN

Listen, Harry. You must get my paper
before Ock uses it...

INT. PETER PARKER'S APARTMENT - NIGHT

HARRY

Your Planetary Conjunction data? It's too
late... Ock's got your paper, it's in his
computer already.

INSERT: The COMPUTER SCREEN displays a graphic of the SUN,
EARTH, and MOON lining up with JUPITER and SATURN.

HARRY

But don't worry... he can never use it
without Plutonium.

SPIDER-MAN (V.O.)

He's got the Plutonium, and he's on his way
back to the lab! And he's got two
prisoners with him... Liz and Flash!

HARRY

Don't worry... he needs a huge amount of
power... thousands of volts of
electricity... to get to the Anti-Force.

SPIDER-MAN

He can get to the power. Electrical
power... to the max. Nuclear power... SL
And now, at the moment of full Planetary
Conjunction. When all the planets line up
with the sun... maximum gravitational
power. The Conjunction is Ock's final
power source.

HARRY

Damn... the Conjunction is due at
midnight! What are we going to do?

EXT. UNIVERSITY GROUNDS - NIGHT

The BLUE MG arrives and comes to a stop. OCK looks at his two
prisoners in the back seat and smiles to himself...

Picks up one DRUM on each shoulder.

OCK

Okey, dokey... have fun, young ones... for
the last time.

OCK leaves. LIZ and FLASH are tied together in the back seat
of the CAR.

LIZ

(still ministering)
What do we do now?

FLASH

We kiss the world goodbye. If he is right,
all there is left to do is...

LIZ
Wait... I think I can release my right
hand...

INT. PETER PARKER'S APARTMENT - NIGHT

HARRY
How much time is left? Wait... I can find
out... my God... 59 minutes!

INT. PHONE BOOTH - NIGHT

SPIDER-MAN
The only way we can interfere with Ock's
plan is to find a computer center... fast.

HARRY (V.O.)
Our University has the biggest center in
town.

SPIDER-MAN
Yeah, but who's gonna work 'em?

EXT. UNIVERSITY GROUNDS - NIGHT

Professor OCK comes for some more drums. He sees that LIZ and
FLASH have disappeared. OCK picks up TWO DRUMS.

HARRY seeing FLASH and LIZ come running to the school grounds.

HARRY
I think I can get some help... I can teach
anyone how to work a code in five minutes.

SPIDER-MAN (V.O.)
Then do it!

INT. COMPUTER LAB - NIGHT

The LIGHTS are off, but the COMPUTERS are on. HARRY looks over
LIZ'S shoulder as she cracks through a code. Her SCREEN reads
out, "CONNECTICUT. TECH. Fully Op, Line Backlog, Security Max
Level." The last line is FLASHING.

KIM
Hey, this is easy.

They all run from COMPUTER to COMPUTER.

FLASH
Hey, Harry I need help.

HARRY
Coming!

HARRY types in KARNAKY LTD and gets the same response. He
looks at his DIGITAL WRISTWATCH. "01:00:02" becomes "00:59:59"
as we watch. Then a WARNING BUZZER!

KIM
I got one! I got one!

LIZ

Harry! Get over here!

HARRY hurries to KIM'S side and elbows her out of the CHAIR. The SCREEN is flashing "WARNING, Security Breach!" HARRY'S hands fly over the keys. The KIDS gather around. LINE DRAWINGS of the CYCLOTRON (progressing from large to small detail) appear one after the other. Finally, a PIPE. There is a CIRCLE around a JOINT. And the legend "H2O".

HARRY
A goddamn water leak...

FLASH
Hey, look at this. Empire State University. This is our cyclotron, right?

HARRY
(serious)
What does it say?

FLASH
(hits two keys)
It says "no information on net."

HARRY
Damn... we can't do it...

KIM
You mean... we can't stop loony Ock...

HARRY
I mean the world is in danger...

FLASH
We must find Peter, he knows these computers better than all of us.

HARRY
Yes, but where the hell is he?

LIZ
(mysteriously)
I bet he is with Spider-Man...

Suddenly the lights dim. A heavy noise. An earth quake.

EXT. OUTER SPACE - PERPETUAL DARK

The EARTH is moving into line with the other PLANETS of the CONJUNCTION.

EXT. SCIENCE CENTER - NIGHT

HARRY and FLASH and LIZ and KIM, (the EARTH is SHAKING) come out running from the building beneath an enormous HANGING MOON. They are frightened.

Suddenly it all stops. It's quiet, the kids look at the sky.

LIZ
Look at the moon... I have never seen it so big.

FLASH
What is that...

HARRY
Must be the sun.

We now see the sky. With the sun on one side, and the moon on the other. They watch it, shocked, frightened out of their wits.

EXT. END OF THE WORLD MONTAGE - NIGHT

Suddenly from OCK'S basement lab a BLUE BEAM of LIGHT breaks through. A WHINE starts, it moves magically out of the WINDOW and PANS around a sleepy NEW YORK which doesn't know that the end is upon it. The dreaded WHINE builds throughout! People stop in their tracks, look up to the strange looking skyline. Camera comes down to a street where ROZ is DRIVING SPIDER-MAN fast toward the UNIVERSITY.

INT. ROZ'S CAR - NIGHT

ROZ looks out over the skyline of NEW YORK. Lighted buildings FLARE UP and then GO DARK. The LIGHTED SPIRE of the Empire State Building FLARES UP and EXPLODES.

SPIDER-MAN
It's started. Step on it Professor, or we'll never make it.

They look across the campus and a strange LIGHT is coming out of the SCIENCE CENTER.

ROZ
Our campus... right there... see those beams from Ock's lab. We're late... it's coming... the Conjunction will happen in a few seconds.

SPIDER-MAN massages his arm.

SPIDER-MAN
Stop the car...! Come with me.

ROZ
Where...? What...?

SPIDER-MAN SHOOTS out a WEB and flies toward the SCHOOL BUILDING taking ROZ with him.

INT. EXPERIMENTAL CHAMBER - NIGHT

It is a patchwork of make-shift repairs. OCK looks in through a WINDOW that's been melted out. He is lost in a mad rapture.

INT. CONTROL ROOM - NIGHT

RED POWER THROTTLE is at 95% POWER!

SPIDER-MAN and ROZ enter, shielding their eyes from the GLARE. The COUNTDOWN CLOCK reads, "00:08:18".

OCK

(looking back, madly)
Aha! You never included the Conjunction in
your calculations, did you?! Rosomorf!

ROZ
Damn the calculations! My God, Otto, you
have to hear me! The world we know will
collapse! Everything we have devoted our
lives to... all the patterns, all the
harmonies... everything will be destroyed.

OCK
A new world waits! Rosomorf! It is my
destiny!!!

ROZ
It is cosmic suicide! You have no right!

ROZ flings himself through the MELTED WINDOW into the
EXPERIMENTAL CHAMBER. He grabs for the "BULLET" but the WALDOS
grab him and throw him back. ROZ staggers backward... into the
arms of SPIDER-MAN.

ROZ
You have to stop him... Spider-Man you have
to stop him.

SPIDER-MAN
I'm afraid we're too late.

SPIDER-MAN attacks OCK, trying to push him away from the
THROTTLE. OCK pushes SPIDER-MAN away from him so strongly that
SPIDER-MAN is knocked down. OCK nudges the POWER THROTTLE
forward and the WHINE increases to an ear shattering pitch.
The COUNTDOWN CLOCK reads, "00:06:48". We are at 96% POWER!

EXT. THE SCIENCE CENTER - NIGHT

We PAN down from the MOON to a STREET full of SIRENS and
SHADOWY FIGURES running in the night. LIZ and KIM and HARRY
come nearer. A very WEIRD light is emanating from the CENTER.

LIZ
He's in there. I know Peter is in there.

She breaks into a run.

FLASH
Liz, don't... Liz come back... come back!

LIZ runs inside. They run after her. A BOLT OF ELECTRICITY
flashes across the doorway, stopping them.

INT. THE CONTROL ROOM - NIGHT

The PLANETS are playing on the COMPUTER SCREEN. Things in the
room begin to rise, weightless. The ENERGY STORM is brewing!

OCK
Okey, dokey!! My energy storm has
started. My Anti-Force is on! History is
being made... Spider-Man, Rosomorf cheer up
friends... we're on our way to the unknown

cosmos... we three are about to visit
heaven... real Gods heaven.

ROZ
(sees the sky through the window)
Spider-Man! The Conjunction! It's
happening!

EXT. THE SKY - STRANGE COLORS - NIGHT

The CONJUNCTION is now happening.

INSERT: Surreal DIALS spin madly.

INT. SCIENCE CENTER - NIGHT

LIZ runs into a HALLWAY gone berserk. Stuff is flying
everywhere. TILES pull from the WALLS and crash to the
ceiling.

LIZ
Peter! Peter, where are you?!

INT. CONTROL ROOM - NIGHT

OCK throws the RED POWER THROTTLE to 97% POWER. Cacophony! The
"BULLET" begins to PULSE and THROB! The DIALS spin! The
COUNTDOWN CLOCK reads, "00:05:58".

EXT. SCIENCE CENTER - NIGHT

The FULL MOON hangs over the building. FLASH and HARRY and KIM
stand at the entrance to the CENTER.

FLASH starts to run to the building.

FLASH
(screaming)
Liz! Liz come on out!

They run forward but as they reach the FRONT STEPS the building
lurches upward. The bottom step becomes a wall of STONE and
DIRT, six feet high.

HARRY
Get back! Flash... get back!

FLASH
Wow...!

Then the building lurches upward again! This time it pulls
FREE from the ground. The KIDS take cover as WATER LINES BURST
and ELECTRICAL WIRES SPARK.

INT. SCIENCE CENTER HALLWAY - NIGHT

LIZ opens a door.

LIZ
Peter!

The building lurches throwing her back across the HALL where
she crashes through another door.

INT. CHEMISTRY LAB - NIGHT

All manner of stuff is flying around. LIZ comes sliding across the floor. She crashes into a CABINET. GLASSWARE starts to fall on her, but crashes into the CEILING instead. She is dragged up the WALL. She kicks and screams against the Anti-Force.

EXT. SCIENCE CENTER - NIGHT

FLASH, KIM and HARRY look on as heavy ELECTRICAL CABLES stretch upward to the rising CENTER and then snap in showers of sparks. As they fall away the CENTER becomes airborne. The CABLES wave up at it, shooting arcs of ELECTRICITY directly at the building.

INT. CHEMISTRY LAB - NIGHT

LIZ slides down the WALL. She grabs at the WINDOW and looks out. The rest of the university recedes beneath her, now a hundred feet below. And they're still rising! FLASH and HARRY look up.

FLASH

Oh my God... Liz is inside there!

HARRY

And Professor Rosomorf and crazy Ock.

FLASH

What about Peter? Is he there with them?

HARRY

No, but I bet Spider-Man is.

EXT. STREET IN FRONT OF UNIVERSITY - NIGHT

People look up at the SCIENCE CENTER. A CYCLIST, riding and looking, crashes into a TAXI. MAX REISS leaps out with the BEAUTIFUL STARLET from the TAXI.

MAX

That's some show... if ever I saw one.

INT. JAMESON'S OFFICE - NIGHT

He's looking out his window seeing the University's Lab Building flying by. Up and up toward the sky.

JAMESON

(shouting)

Tear out the front page! Change the headline... The biggest news is happening right now... we need photos... a camera... get me a camera...!

EXT. SKY - NIGHT

A very long shot of the SCIENCE CENTER rising into the CLOUDS.

INT. AUNT MAY'S BEDROOM - NIGHT

She pulls aside a CURTAIN and watches the SCIENCE CENTER rise.

INT. CONTROL ROOM - NIGHT

OCK works the COMPUTER as the CONSOLE sends up SHOWERS of SPARKS. He glances at the "BULLET" which now PULSES.

The COUNTDOWN CLOCK at "00:04:18".

ROZ
Where is it going Otto?

OCK
Other worlds, Roz, other times, other dimensions, who knows? Who cares?

ROZ
Then... why?

OCK
Truth, Rosomorf. Look at it! The new truth! The new way!

SPIDER-MAN
Don't listen to him Professor Roz.

OCK
No, you don't listen to that clown, he can't save you, or the world for that matter.

A WALDO reaches in and rips ROZ off SPIDEY, flinging him back against a WALL. ROZ lands in a heap beneath a FIRE STATION (HOSE, EXTINGUISHER, AXE).

We see the WALDO reach out for SPIDER-MAN. It wraps around his FOOT and begins to tug, slowly...

OCK
Once and for all, Spider-Man... once and for all we'll end the legend of your powers.

OCK knocks SPIDER-MAN with a real BIG BLOW with his WALDO. OCK is slowly dragging SPIDER-MAN to a HUGE HOLE that's been ripped in the floor by the BEAMS of ELECTRICITY.

We see New York a half a mile down through the hole. We see SPIDEY being drawn across the HOLE. Then ROZ comes flying in with the FIRE AXE.

ROZ hacks away at the WALDO and chops it off! The stump withdraws. OCK examines it in pain and fury!

OCK
(ultimate betrayal)
You!! You were my teacher!!!

ROZ doesn't even look back. He and SPIDEY are at the edge of the HOLE and he's shaking SPIDEY furiously.

OCK sends out his other WALDO and begins banging it on the floor in a frenzy on either side of ROZ and SPIDEY. Like a

child denied, he smashes his steel fists against the floor again and again.

OCK

You were my teacher! And you want to destroy my experiment. You are a scientist for heaven sake... don't you want to know what's up there?

ROZ

Yes, but not on account of our world. We have only one world... only one life.

The floor begins to craze and then crack like ice around a hole on a pond. BANG! BANG! SPIDEY comes to just as the section of floor beneath himself and ROZ gives way and falls through.

SPIDEY grabs hold of the edge and dangles. He looks down and sees ROZ falling away beneath him, disappearing into the dark.

ROZ

(calling back from the dark skies)
Spider-Man! Only you can save us now...

SPIDER-MAN

Roz!!!
(turns to Ock)
Murderer!!!

OCK

Forget that old fool, insect. My Spider-Man... Come join me on my fantastic voyage to the 7th heaven.

EXT. OUTER SPACE - PERPETUAL DARK

The PLANETS are virtually in line!

INT. SCIENCE CENTER HALLWAY - NIGHT

LIZ comes running through it. A BOLT OF ELECTRICITY shoots from the right to the left in front of her. She slams on the brakes and runs the other way.

LIZ

Peter! Peter!

INT. CONTROL ROOM - NIGHT

The COUNTDOWN CLOCK is at, "00:02:59". OCK throws the POWER THROTTLE to 98% POWER. He laughs and a WEB splats against his GLASSES. SPIDEY scrambles to his feet. OCK, still trying to get the WEB GOO off his GLASSES, is slammed into the CONSOLE by SPIDER-MAN. SPARKS fly and WALDOS flail blindly, smashing things. OCK tears off his GLASSES and squints through the FIRE and SMOKE and GLARE.

SPIDER-MAN THWIPS the ceiling and swings into a drop kick! OCK recovers. He grabs SPIDEY and slam dunks him through the hole in the floor.

EXT. THE BOTTOM OF THE BUILDING - NIGHT

SPIDER-MAN falls through the air. He shoots up a WEB and THWIPS, it sticks to the ROCKY bottom of the FOUNDATION.

OCK appears in the HOLE. He sees SPIDEY'S dilemma, hanging on a thread of WEB. A half-broken WALDO snakes down and CLIPS the WEB.

But the WEB sticks to the WALDO! OCK shakes it, but he can't get loose. SPIDER-MAN shoots out another WEB at the ROCK BOTTOM and, with the leverage, he pulls OCK out.

OCK swings down in a wide arc and his WALDOS catch on the ROCK upside down. He holds on fiercely.

OCK scrambles out to the side of the CENTER and begins looking for an entry. SPIDER-MAN is right on his tail. The building pitches sideways! OCK turns to face SPIDERMAN, his broken WALDOS out for BATTLE.

SPIDEY grabs an EXPOSED PIPE and breaks it off, brandishing it like a broad sword.

SPIDER-MAN
Let's have it, old boy!

A bizarre DUEL takes place. The CENTER pitches this way and that. SPIDEY and OCK move from foothold to foothold, from WINDOW to LEDGE to PARAPET.

Now the CENTER pitches to a 45 degree angle. They DUEL upside down! A WINDOW GRATE crashes open and LIZ comes flying out, holding onto the GRATE for dear life!

SPIDER-MAN
Liz!!

OCK seizes the opportunity to whack SPIDEY across the head. SPIDEY loses his footing but the building now lurches back and LIZ goes flying back inside. SPIDEY ducks inside too and pulls the GRATE.

SPIDER-MAN uses his great strength to move a HUGE PIECE of SCIENTIFIC MACHINERY in front of the GRATE.

SPIDER-MAN
Come on.

LIZ
Where's Peter? He must be here somewhere.

SPIDER-MAN
(pulling her ahead)
He's around, don't worry... we'll find him.

INT. CONTROL ROOM - NIGHT

The COUNTDOWN CLOCK is at, "00:01:00" as SPIDEY comes flying in with LIZ in tow.

LIZ
This building is flying. I'm in a goddamn flying building...

SPIDER-MAN

I think we have to pull some of these cables. Try those over there. I'll work on these. We gotta slow this thing down somehow. We got helicopters coming.

LIZ looks at some WIRING, apprehensive about even touching it.

SPIDER-MAN

Pull!

She yanks out a CABLE. The building pitches. But when SPIDEY pulls one out, it rights itself.

EXT. SCIENCE CENTER - NIGHT

The BIG BEAMS start cutting out one by one. The CENTER begins to PITCH and YAW. The CHOPPERS are getting closer.

INT. CONTROL ROOM - NIGHT

The COUNTDOWN CLOCK reads, "00:00:15" as SPIDEY and LIZ continue to pull WIRES and CABLES. TWO WALDOS erupt through the floor and grab SPIDEY. They pull SPIDEY to the floor. Entangled in these molybdimum pythons, SPIDEY struggles valiantly. LIZ leaps to his aid.

LIZ

Oh my God...

A third WALDO, a broken one, snakes up from the HOLE and begins feeling blindly around on the CONSOLE for the POWER THROTTLE.

SPIDER-MAN

The power!

LIZ sees the damaged WALDOS heading for the RED THROTTLE. The COUNTDOWN CLOCK is at "00:00:10". LIZ leaps and tries to wrestle it away. It whips in her arms and she holds on tight. It bangs her against the wall and then the CONSOLE. She holds on. "00:00:03". The WALDO crashes LIZ against the wall which erupts in SPARKS. She lets go of it. It heads for the POWER THROTTLE! "00:00:01!"

SPIDER-MAN can't break the grip of the WALDOS, but he can pull with super-human strength. He yanks OCK up through the STONE floor. OCK hits the ceiling of the CONTROL ROOM. ONE WALDO grabs on. The other one throws the RED POWER THROTTLE!

OCK

Spider-Man. You're end is coming. Life in its present form is ending... new dimensions, new horizons...

The UNIVERSAL BULLET begins to GLOW. The GLOW sharpens to a POINT of LIGHT. SPIDER-MAN holds on tight against a rushing ENERGY FLOW that's pulling everything in the room towards the POINT of LIGHT.

LIZ

(bracing against the storm)
What is happening?

SPIDER-MAN
(similarly braced)
I don't know!!!

LIZ starts to slip away into the flow. She struggles against it.

LIZ
I can't... hold on!

SPIDEY THWIPS her and she grabs onto the WEB.

SPIDER-MAN
Hold tight, Liz, hold tight!

OCK drops calmly, beatifically, to the floor of the room. He moves slowly, under his own power, into the LIGHT.

OCK
(spaced out)
You cut my power... there's too little power... It's so tiny... so tiny... there's only space... for me. But I've done it, Spider-Man. I have broken through... I've broken through!

LIZ
Don't do it, Dr. Octavius!

OCK
Okey... dokey... Now that's what I call an experiment!!!

As he nears the LIGHT he actually becomes a part of it. He radiates LIGHT. He shimmers and shines. He fills the room with BLINDING LIGHT.

SPIDEY and LIZ shield their eyes, and as the light diminishes, the storm subsides. They're safe. Except for the fact that they're in a floating building, 10,000 feet above the city!

EXT. SCIENCE CENTER - NIGHT

Against the backdrop of the MOON, a SQUADRON of HELICOPTERS approaches the CENTER. From their POV, a HUGE CRACK opens across the face of the building. The CENTER begins to drop in PULSING SURGES.

INT. CONTROL ROOM - NIGHT

SPIDER-MAN is at the CONSOLE pulling and putting back WIRES. LIZ, fascinated, looks in at the WINDOW where OCK disappeared.

SPIDER-MAN
I can't control her. She's dropping too fast! Alright... let's go!

LIZ
But what about Peter? We've got to find Peter!

SPIDER-MAN
Peter will be okay, I promise you... Let's

go before it's too late.
(he grabs her)

LIZ
Go where?

EXT. THE CENTER - NIGHT

It rotates and drops. The HELICOPTERS come in like the cavalry.

INT. CONTROL ROOM - NIGHT

Trying to leave it, LIZ and SPIDEY are confronted with a nightmare. The room is tilted at a 45% angle. PIPES are bursting. SPIDEY helps LIZ through the obstacles. Debris rains down. They come face to face with a diagonal maze of PIPES.

SPIDER-MAN
Maybe there's another way...

A HUGE CRACK opens above them.

LIZ
It's breaking apart!

SPIDER-MAN
Alright, keep moving, a step at a time!

They scale the maze, but as they emerge on the other side, half the floor falls away! Central Park awaits, 8,000 feet below.

LIZ
We have to go back.

SPIDER-MAN
We can't go back.

He looks across at the door. It is midway up a diagonal wall. He shoots a WEB up at the ceiling between themselves and the door. Then he extends a hand to LIZ.

LIZ
Forget it...

SPIDER-MAN
Okay, have it your way.

He swings across and lands on the LEDGE of the DOOR. Then he swings the WEB back to her like a trapeze.

LIZ catches the WEB and looks across at SPIDER-MAN, furious.

LIZ
(shouting across)
What am I supposed to do with this!

SPIDER-MAN
(shouting back)
Go ahead. It's easier than it looks! We've got to try the fire escape.

LIZ swings across like TARZAN and SPIDEY gathers her in on the LEDGE. She does a comic "phew" and the LEDGE buckles beneath them but holds. SPIDER-MAN tries to open the door, but it's stuck.

LIZ
The door is stuck.

SPIDER-MAN bends his back to the task. It take all his strength, but with a comic AAAAAARGGHH! He bends the DOOR open.

EXT. FIRE DOOR - NIGHT

They burst out onto the ROCK FOUNDATION of the building. New York is rushing up to meet them. The WIND created by their fall buffets them. The HELICOPTERS arrive, and the falling building plunges right past them. The HELICOPTERS look across at each other, helpless.

EXT. THE CENTER - NIGHT

It drops like a stone.

EXT. FIRE DOOR - NIGHT

SPIDEY and LIZ are falling away from the DOOR, sliding along the ROCK. LIZ is stopped by a RETAINING WALL. SPIDEY keeps sliding. He THWIPS the wall and then disappears over the edge. LIZ screams!

LIZ fights to her feet and grabs onto the WEB STAND. She pulls on it with all her strength. She pulls and pulls and pulls. We see the WEB running up between the ROCKS. She gives one last pull and comes up with an EMPTY WEB END.

A long, long beat.

PETER (V.O.)
Liz, Up here!

LIZ looks up and sees PETER hanging out the WINDOW two stories above her. He throws out a ROPE LADDER. LIZ grabs it. She begins to climb.

INT. CLASSROOM - NIGHT

PETER pulls LIZ through the WINDOW. There is no time for an embrace.

PETER
Come on. I've found a way down.

LIZ
(at long last, love)
I knew you were going to say that.

They run out of the ROOM. We PAN down and see, crumpled beneath the WINDOW, the SPIDER-MAN suit.

INT. LARGE PHYSICS LAB - NIGHT

This is the LAB we saw in the opening sequence. PETER has turned on the lights. He's got a handful of ROPE.

LIZ
Where's the way out?

PETER
Right there!

We are looking at the HUGE AMERICAN FLAG.

PETER
Come on, help me with this.

EXT. THE FOUNDATION - NIGHT

LIZ is already down the ROPE LADDER and is holding it for PETER. He comes down with a HUGE bundle of RED, WHITE & BLUE.

PETER
Okay, stand still.

He ties some ROPE around her waist.

LIZ
Is this going to work?

PETER
How do I know?

LIZ
I just adore confidence in a man.

PETER
Come on...

They move to the edge of the ROCK and look down. CENTRAL PARK is still a couple thousand feet down.

LIZ
What is it you say when you jump?

PETER
Your prayers.

They SCREAM as the building lurches again, knocking them to the ground. They start to slide across the ROCK. They reach out for each other but their hands don't quite reach.

Slowly, they inch back together, but the FOUNDATION cracks between them.

EXT. THE CENTER - NIGHT

It spins and falls beneath us. Down, down it goes. And then it crashes into the GREAT LAWN. A huge cloud of debris shoots upward.

EXT. THE SKY - NIGHT

There is a beautiful FULL MOON. PETER and LIZ float down into the frame lit by its wonderful light.

The AMERICAN FLAG which has turned into a huge parachute. They hold each other tight. They can hear SIRENS below. They begin

to laugh with relief. Then they stop. The wind billows LIZ'S skirt and plays with PETER'S hair, and snaps in the AMERICAN FLAG.

LIZ
We have a lot to thank your friend Spider-Man for.

PETER
Somehow, I don't think we've seen the last of him.

LIZ
Peter...! Finders, keepers...

PETER
What...? What is it? Why do you look like that?

LIZ
I think I'm in love.

PETER
(even his eyes blush)
You are...

LIZ
With your friend...

PETER
Spider-Man? You're in love with Spider-Man?

LIZ
I am... you think we'll see him again?

PETER
We might... you never know.

He kisses her.

LIZ
Oh.
(bittersweet)
This may be the end of a beautiful friendship you know?

PETER
Nah.

They land in the center of the park under the parachute. They stay there and kiss... completely covered by the flag. Camera pulls up to show the building floating away.

THE END