

SPIDER-MAN

"The First Adventure"

screenplay by
Scott Leva and **Steve Webb**

Based on characters and concepts created by
Stan Lee

Revised First Draft
Aug. 7, 1989

FADE IN

INT GYM - DAY

TIGHT C.U.

A volleyball comes into focus. It's still hard to tell exactly what it is we're seeing.

"BUMP."

C.U. of a hand, hitting the ball, setting it into motion.

ANOTHER ANGLE

As a body dives across frame.

"BUMP."

The ball is returned. As we slowly pull back, we see a co-ed volleyball game in progress in an otherwise empty gym. The players are all college-age. An overweight COACH stands on the sideline.

The game moves at a rapid pace, as one of the students dives. He misses the ball.

"THUD."

PETER PARKER, wearing an ill-fitting gym suit, lands unceremoniously on the wooden floor.

PETER

I almost had it. Damn.

PETER is the top science student in his class at Empire State University. His athletic abilities can only be described as "late blooming."

ANOTHER ANGLE

On FLASH THOMPSON, standing opposite PETER at the net.

FLASH

Gimme a break, Parker. You couldn't have hit it if we'd have handed it to you.

FLASH is the exact opposite of PETER, both intellectually and physically.

As he picks up the ball,

FLASH

Okay, Liz babe, it's your serve.

CONTINUED

CONTINUED

ANGLE ON

LIZ ALLEN, a very shapely -- to say the least stunning -- college girl. The gym suit she's wearing is form-fitting. And what a form.

She stands backcourt, ready to serve the ball.

LIZ
Twenty, eighteen. Game point.

Slightly arching her back, she serves the ball overhand with a sensuous grace.

The ball sails back in action.

ANOTHER ANGLE

On HARRY OSBORN, in the backcourt of PETER's team. HARRY, a somewhat nervous seeming youth, returns the serve.

The game is being played no-holds-barred.

ANOTHER ANGLE

As FLASH's team returns the ball. It sails high over the net, headed directly toward -- PETER.

PETER
(with nervous excitement)
I got it! I got it!.

He hits the ball underhanded with clasped fists.

ANOTHER ANGLE

As FLASH leaps up, deflecting the ball and spiking it directly into PETER's face. Game.

FLASH
All right. Thompson's Tornadoes 21,
Puny Parker zip.

ANGLE ON

PETER, as he reaches for his glasses. The frame is slightly bent.

PETER
That wasn't a legal hit. It wasn't right.

FLASH
Get off my back. The only right you
deserve is across your face.

CONTINUED

CONTINUED

COACH
All right, cut the crap you guys.
Parker, quit your whining.

ANOTHER ANGLE

To include Liz, who has been looking apologetically at PETER through all of this.

LIZ
Are you all right, Pete?

PETER
Yeah, great. Couldn't be better.

As we slowly DISSOLVE TO

INT LABORATORY - DAY

ANGLE ON

A spider's web in a dusty corner of the room.

PULL BACK

To see a figure hunched over three cathode screens surrounded by complicated compass equipment.

ANGLE ON - COMPUTER SCREENS

On one, three-dimensional graphics of four mechanical snake-like tentacles.

On another, a detail of one of the tentacles' "hands."

And the third, columns of numbers, letters and other symbols.

ANOTHER ANGLE

A snake-like metal tentacle slithers from the hunched figure and turns a dial on a machine across the room.

This is DR. OTTO OCTAVIUS (OCK). In his mid-50s, he is obsessed with his work.

OCK types information into a computer keyboard, as his tentacle continues to turn the dial.

The second screen's picture corresponds with the tentacle's movement.

After a few seconds of typing, OCK leans back, pushes a command code.

CONTINUED

CONTINUED

The computer beeps three times.

QUICK CUTS

1. On the third computer screen, in large letters, the words "ERROR -- FAULTY DATA" replace the numbers and symbols.
2. The graphics on the first two screens are ruptured and then dissolve.
3. The tentacle adjusting the dial jerks upward suddenly, then drops limp. Smoke pours from one of the computers.

WIDER ANGLE

OCK grunts in disgust and shuts down the computer.

ANOTHER ANGLE

As the smoke clears, a cockroach crawls along the edge of the desk.

OCK recoils in horror as it crawls directly in front of him. He throws various objects at it, trying to squash it. Finally, he smashes the bug with a tentacle.

ANGLE ON

OCK, trembling. He is sweating and breathing heavily.

OCK
(mumbling)
Filthy, disgusting. . .

CUT TO

INT LOCKER ROOM - DAY

PETER, slipping on a sweater vest, is just finishing getting dressed. HARRY has already finished and is picking up an assortment of books. PETER is contemplative. HARRY is carrying the conversation.

HARRY
. . . I mean I understand why we have to have a P.E. credit. Don't get me wrong. What I don't understand is why you're taking two classes with Flash Thompson. I mean, what were you thinking? Hey, Earth to Pete, Are you with me?

PETER
Huh? Oh, I was just thinking.

CONTINUED

CONTINUED

HARRY
Yeah, what else is new?

PETER
Actually, I was thinking about . . .
Liz Allen.

HARRY
Woah, there, fella, that can be
dangerous. Liz Allen! You got the hots
for Liz Allen! You're taking two
classes with Flash for Liz Allen!

PETER
It's just that I'd like to . . . that
is I wanna . . .

HARRY
Yeah, who doesn't? What is it, you got
a death wish?

PETER
No, Harry! I just want to talk to her,
you know, get to know her--

FADE TO

EXT EMPIRE STATE UNIVERSITY - DAY

LIZ ALLEN stands at a sidewalk, talking to two friends.

ANOTHER ANGLE

To include HARRY and PETER.

HARRY
(whispers)
Go on, here's your chance.

HARRY nudges PETER in LIZ'S direction. With a panicked unease on
his face, PETER approaches LIZ.

PETER
Liz?

LIZ
(smiles as she sees PETER)
Oh, hi, Peter.

PETER
Um, I was thinking . . . That is, well
if you're not too busy tonight, that is
. . . well, maybe we could go out?

CONTINUED

CONTINUED

LIZ
(curious)
Well, I'm not too sure. It depends.
What did you have in mind?

HARRY nudges PETER again.

PETER
Well, there's this great demonstration
at the Physics Society. We could go
there.

HARRY shakes his head in disbelief.

ANOTHER ANGLE

To include FLASH. He takes this in with amused scorn.

LIZ
(interested in a curious sort of way)
A physics demonstration? Peter, what on
earth for?

PETER
(embarrassed)
Well, actually, Liz, that is . . .
what I mean is . . .
(He now speaks rapidly)
Do you know what I think?

LIZ
Peter, I never know what you think.
(She means this in a nice sort of way.)

FLASH
Boy, that's the understatement of the
year. I'll say one thing for you
Parker, you really know how to have a
good time. Physics Society, boy that's
rich.
(He snorts as he laughs.)
C'mon Liz, let's head outta here.

LIZ
Thanks anyway, Peter, maybe some other
time, OK?

FLASH
Liz!

They exit, leaving PETER and HARRY behind staring after them.
HARRY shakes his head.

CONTINUED

CONTINUED

HARRY

Real good Romeo. You blew it. Stick with science, pal. Leave the girls to the pros.

PETER

(totally disgusted)

Thanks a lot, Harry. You're a great help.

INT LABORATORY - DAY

ANGLE ON

OCK , shirt open, fiddling with several suction cups sensors on his chest. The tentacles lie limp at his side.

ANOTHER ANGLE

To include ELLIOT NEWMAN, a man in his early 30s. He is the public information director for Cadence Industries and his suit is accented with a pair of gold monogrammed cufflinks.

NEWMAN

Octavius, it's time to pack up for the demonstration.

OCK

We'll have to curtail the demonstration.

NEWMAN

The hell we will. It's in three hours.

OCK

I haven't completed the pin settings for the Octopus' empathy control. You can demonstrate the radiation, but not both of them.

NEWMAN

Absolutely out of the question. I have people coming who are specifically interested in Cadence's electronics division and there is no reason for them to be there if they can't see the Octopus in operation.

It should be obvious that the two men dislike each other.

NEWMAN

You know, Otto, I'm getting fed up with your smug attitude. No one forced you to work for us. We finance the research, but you work for us.

CONTINUED

CONTINUED

NEWMAN (cont'd)

And I'll be damned if you think I'm going to let you miss this demonstration. Empathy controls ready or not. Discussion closed.

ANOTHER ANGLE

On OCK. Sheer hatred crosses his face. As he clenches his fist, the claws on one of the tentacles clenches as well.

INT MAY PARKER'S HOUSE - DAY

PETER is making a sandwich in the kitchen.

BEN PARKER, Peter's uncle in his early 60s and slightly overweight, enters.

BEN

Hey, Pete, didn't hear you come in. If you can wait a few minutes, May will be back. She'll be happy to make you a snack.

PETER

No, that's okay, Uncle Ben. I've got a demonstration I gotta hit. This will be fine.

BEN picks up PETER's chemistry book and thumbs through it.

BEN

Sure thing, suit yourself. Say, you ever decide what field you're going to specialize in?

PETER

No, it's still a tossup between physics and chemistry.

(pause)

I'm starting to think about zoology too.

BEN places the book back down.

BEN

Well, Pete, I always believe the power's in the hands of the scientists. Somewhere inside you, there's a chemist or physicist or whatever.

PETER

I know. I just don't want to limit myself.

CONTINUED

CONTINUED

BEN

You won't be, Peter. You'll be honoring yourself. You see, you have a great power with your knowledge. You can do more with your mind than most men can do with their hands. Just remember, Peter, that with great power comes great responsibility.

PETER

I will, Uncle Ben, and on that note, I gotta go. I'm really running late.

BEN

Sure thing, Pete. We'll see you later.

SLOW DISSOLVE TO

INT PHYSICS SOCIETY - DAY

ANGLE ON

PETER watches the demonstration in a small auditorium.

OCK

(O.S.)

The Octopus' arms are flexible coils with four steel "fingers."

ANGLE ON

OCK, on stage.

OCK (cont'd)

They are controlled by pressure-sensitive dials, which an adequately trained individual can use to make the arms elongate. . .

EFFECT: OCK does this with two of the arms to "ahs" of approval.

OCK (cont'd)

. . . bend, grasp and lift objects of approximately three tons each.

(More "ahs" of approval)

I am wearing sensor suction cups that are connected to a fully minaturized electro encephelogram which measures the user's emotions through galvanic skin responses. If something in an experiment causes the user undue alarm, the Octopus will sense it and act based on pre-programmed instructions.

CONTINUED

CONTINUED

NEW ANGLE

OCK has moved behind the sheilding so he can use his mechanical arms to work behind the protective enclosed glass.

ANGLE ON

A spider, dangling precariously above two power orbs, situated directly over OCK'S head.

ANOTHER ANGLE

NEWMAN

Using some of the coherence techniques used in conventional lasers, we believe the Doctor has increased the localization of radiation therapy for cancer patients.

ANGLE ON

OCK, using his tentacles to remove from a metal container a portable device that looks like a dental X-ray and a plastic model of a human chest, with various layers of clear plastic to represent layers of skin and organs.

OCK

For demonstration purposes, I will be aiming a concentration of gamma rays at "cancerous cells" in our model, which will turn green from the treatment. Healthy cells around it will turn red if the radiation hits them.

EFFECT: OCK starts to lift various objects with grace and ease. The tentacles act as though they are a part of him.

ANGLE ON

The spider moves closer to the two orbs.

ANOTHER ANGLE

OCK continues his experiment, placing a small isotope into a lead canister.

ANOTHER ANGLE

The spider descends between the two orbs. It lights up as it passes through.

CONTINUED

CONTINUED

PAN DOWN

To see the spider lowering itself closer to OCK'S head.

OCK is concentrating on his experiment. His movements are precise, calculated and somewhat agile.

FULL C.U. - Of OCK fills the screen

He is sweating.

CAMERA pulls back

The spider is directly over OCK'S head, almost touching his hair.

WIDER ANGLE

The AUDIENCE is watching the experiment. PETER notices the spider.

ANGLE ON

The Spider. It drops directly in front of OCK's face.

OCK screams.

EFFECT: He starts to flail and swipe at the spider with his real arms as well as the mechanical tentacles.

NEWMAN

Octavius! Control yourself man! Octavius.

EFFECTS: Red warning lights start to flash. Octavius is completely out of control now. The cells in the model turn red.

WIDE ANGLE

Members of the audience. Some dive for cover. Some run to help OCK.

EFFECT: The screen lights up in a brilliant flash of white light.

As the glare from the flash starts to fade, various members of the audience are confused, dazed.

OCK is lying on the floor behind his protective shield.

PETER, as well as a few of the other observers, see a pulsating light come from behind OCK'S shield. They move in to get a closer look.

INSERT - The spider, still dangling on its web over OCK, glowing.

CONTINUED

CONTINUED

PETER reaches down to help OCK.

NEWMAN

Leave him alone! Get away from there!

Peter turns to look at Newman.

CLOSE SHOT - The spider drops on the back of his hand and bites him.

PETER

(Slaps his hand)

Hey!

NEWMAN

Hey nothing, young man! Now leave the Doctor alone. I'm sorry, but everyone must leave the room at once.

PETER starts to stagger. A security employee grabs his arm and starts to escort him out with the others.

PETER looks back over his shoulder and sees the spider on its back on the ground.

INSERT

The spider is on its back. It's no longer glowing. It's legs clench together as it dies.

PETER

But, I was . . .

SECURITY

Come on, move along.

INT PHYSICS SOCIETY - DAY

Technicians dressed in radiation suits are taking OCK out. Red warning lights are flashing as

WE CUT TO:

EXT PHYSICS SOCIETY - DAY

The red flashing light is now on an ambulance.

PAN TO

The entrance of the building. The GUARD is escorting PETER outside.

PETER keeps looking back over his shoulder. He trips on a step leading from the exit.

SECURITY

Hey, careful there, buddy.

CONTINUED

CONTINUED

PETER stumbles, his glasses fall off and break.

SECURITY
You OK, fella?

PETER looks confused.

PETER'S P.O.V.: The world through PETER'S eyes. At first it's blurry, then suddenly it becomes crystal clear.

SECURITY
Hey, I said are you OK?

PETER
Huh? Oh yeah, sure. That is, I think so.

PETER rubs his eyes.

PETER'S P.O.V.: His vision is clear.

SECURITY
Yeah, well then you better move on, pal. We've got to clear this area.

PETER looks at his hand where the spider bit him.

INSERT

C.U. on PETER'S hand. There's a glow where the spider bit him.

PETER is pushed aside as PARAMEDICS rush past him, carrying OCK on a gurney.

PETER starts to compose himself as the PARAMEDICS put OCK in the ambulance.

ANOTHER ANGLE

of OCK on the Gurney surrounded by PARAMEDICS. An oxygen mask covers his nose and mouth. He is quickly loaded into the ambulance. The door slams. The van speeds away. Sirens wailing.

INT AMBULANCE - DAY

PARAMEDIC 1
I'm not getting anything.

CAMERA pans to PARAMEDIC 2, who picks up a syringe and injects OCK.

(Pause)

CONTINUED

CONTINUED

He nods.

ANOTHER ANGLE

DRIVER'S P.O.V.: PETER starts to cross the street, still somewhat dazed.

EXT STREET - DAY

The AMBULANCE heads directly toward PETER, sirens blaring.

CLOSE SHOT

On PETER, reacting to the ambulance.

PETER instinctively leaps aside.

MEDIUM C.U.

PETER hugs the wall, scared. His eyes are closed.

EXT BRICK BUILDING - DAY

As PETER opens his eyes, CAMERA PULLS BACK to see he clings to the wall a good 30 feet off the ground.

PETER panics and tries to get a foot or hand hold. He starts to scale the wall awkwardly.

EXT ROOF - DAY/DUSK

PETER reaches the roof top and grabs a ventilation pipe to pull himself up.

He crushes the PIPE in his hand.

PETER sits down on the ledge. He is shocked.

PETER

This is weird, really weird. A spider?

PETER starts to understand the situation a little better. He looks at his hand again.

INSERT

C.U. PETER'S HAND: The spider bite has completely disappeared.

Peter looks around. He has no idea how he's going to get down.

ANGLE ON

The DOOR leading to the inside stairs. He tries it. It is locked.

CONTINUED

CONTINUED

The door knob breaks off in his hand.

PETER

Oops.

He looks over the side of the building he just came up.

PETER'S P.O.V.: The street below.

PETER
(Shrugs)

What the heck.

He crawls back down the side, sees a guy wire that leads to an awning and quickly descends it as effortless as a spider gliding along its web.

EXT NEW YORK, STREET - DUSK

PETER looks back up at the top of the building. Shaking his head in disbelief, he heads home.

INT OPERATING ROOM - DUSK

OCK is prepped for surgery. Sensors are attached to his forehead as the CHIEF SURGEON begins taking notes.

CHIEF SURGEON

Pulse?

ANESTHESIOLOGIST

130. His blood pressure's going crazy, too.

CHIEF SURGEON

Temperature?

There is a pause. The electronic thermometer hasn't quite finished rising.

NURSE

101.3 . . . No, point five.

ANESTHESIOLOGIST

Doctor, his brain is registering enough alpha waves for three men.

CHIEF SURGEON

Equipment malfunction?

ANESTHESIOLOGIST

No, it all checks out. It's definitely him.

CONTINUED

CONTINUED

CHIEF SURGEON
(Checks OCK'S chest)
Lord, what are these?

He is pointing to the restrained mechanical arms.

OTHER SURGEON
He was using them in a radiation
experiment when something went wrong.

CHIEF SURGEON
Radiation?

ANGLE ON

OCK, laying bare chested on his back. The tentacles are part of
him now. He's half man, half machine, part organic, part steel.

OTHER SURGEON
Yeah, I know. I've never seen anything
like it.

CHIEF SURGEON
OK, enough chit chat. Let's go in. Skin
blade.

The nurse hands him his blade. The surgeon goes to work. The
other doctors gather around.

NEW ANGLE

The scalpel starts to make an incision where the skin meets
steel. The instruments go crazy.

ANESTHESIOLOGIST
He just went off the chart.

EFFECT: The tentacles start to flair about, knocking over trays
and instruments as well as people.

CHIEF SURGEON
Stand back!

Everyone moves back from the swinging arms.

OTHER SURGEON
You don't have to tell me twice.

Just as suddenly as they attacked, the arms drop.

CHIEF SURGEON
This is incredible! His arms . . .
Those tentacles. They're not just
inside him.

CONTINUED

CONTINUED

CHIEF SURGEON (cont'd)
They're part of him. I don't think we
can safely remove them without
endangering him . . . and us.

INT MAY'S HOUSE - DUSK

PETER enters through the kitchen carrying various books about spiders.

His aunt, MAY PARKER, is at the stove, fixing dinner. MAY, also in her 60s, is a slight, sharp-featured woman who dotes on her nephew PETER.

MAY
Peter! My, are you all right? You
looked a bit flushed. Do you have a
fever?

She goes to feel his forehead.

PETER
No, I'm fine, Aunt May. It's just the
demonstration I saw was a bit more
exciting than I expected.

MAY
Oh, I see. Well, dinner won't be ready
for another hour. Maybe you should go
lie down and take a nap?

PETER
I think I might just do that, Aunt May.

INT LIVING ROOM - DUSK

BEN
Hey, Pete. You're home early.
Everything all right?

PETER
Sure, Uncle Ben, everything's great.
What're you watching?

BEN
Oh, this old junk? Wrestling. Say,
there's an idea for you. Instead of
science, you can make a killing at
wrestling. Look here.

(He motions to the TV.)
If you can stay two minutes in the ring
with this Crusher Hogan fella, you can
win a thousand dollars. What do you
say, Pete? You think you can take him?

CONTINUED

CONTINUED

ANGLE ON

The TV SCREEN. HOGAN violently slams his opponent to the mat.

ANOTHER ANGLE

PETER

Yeah, right, Uncle Ben. I'll catch you later. I've got some studying to do.

BEN

(chuckles)

Okay, Pete. Don't work too hard now.

INT HALLWAY - DUSK

ANGLE ON

PETER. He starts to walk up the stairs. He stops, looks around. All clear. He runs up the wall avoiding the stairs altogether.

PETER

(sotto)

All right.

INT UPSTAIRS HALLWAY - DUSK

PETER goes into the bathroom and gets a small hand mirror and thermometer, which he places in his mouth.

He walks into his room and shuts the door.

INT PETER'S ROOM - DUSK

PETER opens a desk drawer, pulls out a small microcassette player and loads one of the tiny cassettes into it.

He opens one of several notebooks, turns to an empty page and writes down the date.

ANOTHER ANGLE

Looking at his watch, he removes the thermometer and pushes the record button on the recorder.

PETER

At approximately 4:15 p.m., I was bitten by what would seem to have been a radioactive spider. It has given me certain abnormal abilities I intend to measure before preceding any further. Let's see. My temperature,

(glances at thermometer)

which is usually 98.4, has dropped to

CONTINUED

CONTINUED

PETER (cont'd)

98.2. My eyesight, which is normally astigmatic, has corrected itself. My irises, however, appear to be dilated slightly more than usual. That observation is unscientific and unproven, however.

During his train of thought, PETER has been pacing. By the end of his dissertation he has paced from one end of the room, across the ceiling and back down again.

PETER

(words coming to him slowly)

At the present time, I am feeling no discomfort or nausea whatsoever. In fact, I feel an almost vibrant energy, a . . . an overpowering sense of strength.

QUICK CUTS

Time elapses quickly in PETER'S room. All the while, PETER dictates into his microcassette recorder.

PETER

(continuing V.O.)

Balance capabilities

He holds himself up in an L seat, presses to a tight V seat, swivels around on one hand and balances.

have increased significantly.
Peripheral vision

He holds one hand straight ahead of him while moving the other slowly to his side, both at eye level.

has increased to past 90 degrees,
probably accounting for the loss of my
astigmatism.

He hops to a wall, clinging with ease. But when he tries to roll over and cling to the wall on his back, he quickly loses his traction and awkwardly falls to the floor.

PETER

My ability to stick to walls seems to be limited to the palms of my hands, fingers

(He hops back on the wall.)
And the soles and toes of my feet.

CONTINUED

CONTINUED

He jumps back to the floor, kneeling by his desk. He reaches under it and lifts it up with one hand.

PETER

My strength has easily tripled if not more. Exactly how much remains to be tested. My increased str. .

EFFECT: Spider sense.

A tingling sensation tells him someone is coming. Startled, he drops the desk with a thud. There is a knock at the door and MAY pokes her head in.

MAY

Peter? Are you all right? I thought I heard a lot of banging around up here.

PETER

Uh, sorry, I just knocked over a chair, Aunt May. It's all right.

MAY

I see. Well, I just came up to tell you that dinner is ready.

PETER

Great. Uh, why don't you two go ahead and start. I'll be down in a few minutes.

MAY

Fine, we'll see you downstairs. Oh, I like the way you've rearranged your furniture.

PETER

Huh? Yeah, thanks, Aunt May. I'll be down soon.

She closes the door. He shakes his head, smiling.

PETER

I seem to have a form of sixth sense which warns me of impending danger. It varies in level. It was low just now when Aunt May almost discovered me using my powers. I remember it being much higher this afternoon when the ambulance almost hit me. I can't think of any evidence that I've gained any other aspects of pre-cognition.

(He pauses)

CONTINUED

CONTINUED

PETER (cont'd)

What would be a great asset now, would be to find a way to further test my new-found powers. . .

(He does a slow double-take.)

A thousand dollars?

INT UPSTAIRS HALLWAY - Night

BEN and MAY are outside PETER'S door. BEN knocks.

BEN

Pete? Your dinner's getting cold.
Peter?

MAY

Is he in there?

BEN opens the door and they look in.

BEN and MAY'S P.O.V.: The room is empty. PETER'S window is open.

MAY

(Puzzled)

That's strange. He was just here. I didn't hear him leave, did you?

BEN

No, I didn't. Well, he probably went out for a walk or something. We'll just put his dinner in the fridge for him.
(He starts to close the door, but pauses.)
That's strange.

BEN shrugs and closes the door.

EXT THEATRE - NIGHT

A small line of about eight men wait to sign up to fight CRUSHER HOGAN. PETER, wearing a red turtleneck, bluejeans and a bandana mask tied at the back of his head, is at the front of the line.

At a desk at the front entrance leading to the arena is an OFFICIAL signing in the contestants.

OFFICIAL

You seem a bit small for this type of thing, pal.

PETER

I didn't know size was a prerequisite.

OFFICIAL

It ain't, but hey, it's your funeral.

CONTINUED

CONTINUED

OFFICIAL (cont'd)
Here, just sign this.

He hands PETER a form.

PETER
What is it?

OFFICIAL
Just a release form that says you won't
sue us if you get hurt or killed. You
want to fight, you gotta sign.

PETER
Sure, no problem.

ANGLE ON

The form. PETER starts to sign "PETER," scratches it out, thinks
for a second.

ANOTHER ANGLE

To include the other contestants waiting impatiently behind
PETER.

OFFICIAL
Come on, you're holding up the line.
Either sign it or get out of line.

PETER
OK, hold on. OK.

MEDIUM C.U.

He signs "SPIDER-MAN"

NEW ANGLE

He hands the form to the official.

OFFICIAL
All right, Mr.
(Pauses)
Spider-Man. Yeah, right. You're number
14. Go on in and wait 'til they call
your number.

INT THEATRE - NIGHT

ANGLE ON

CRUSHER HOGAN, a massive mound of stereotypical TV Wrestler,
throwing an opponent out of the ring.

CONTINUED

CONTINUED

ANNOUNCER

A record thirty two seconds, using his famous double airplane spin, the heavy weight champion of the world . . .

ANNOUNCER (cont'd)

Crusher Hogan.

(Applause and boos)

Our next challenger, trying for the one thousand dollar prize is

(He reads the card)

The a-maa-zing Spider-Man!

As Spider-Man bounds into the ring, a smattering of applause and quite a few snickers greet the masked wrestler.

THREE SHOT - SPIDER-MAN, HOGAN and OFFICIAL

The OFFICIAL motions for HOGAN and SPIDEY to go to the center of the ring. HOGAN and SPIDEY shake hands. Catching SPIDEY off balance, Crusher pushes SPIDEY to the ground.

The CROWD (O.S.) roars approval. Some cheer. Others boo.

ANGLE ON

SPIDEY. He kips to his feet. The CROWD roars.

ANOTHER ANGLE

HOGAN

Well, well, a little Masked Marvel. Cute, real cute. When I get through with you, you'll need a mask. Your face won't be worth lookin' at.

SPIDER-MAN

Do you think so, Crusher? Gee, would that make me a champion like you?

Hogan looks puzzled, until he realizes he is being insulted. He grunts and goes to his corner.

SPIDER-MAN

Boy, aren't we the articulate one.

ANGLE ON

The digital timer. It buzzes. They're off.

TWO SHOT

HOGAN lunges for SPIDEY, who avoids CRUSHER by flipping directly over his head.

CONTINUED

CONTINUED

WIDER ANGLE

The CROWD roars with excitement.

NEW ANGLE

HOGAN
(Embarrassed)

Hey!

SPIDER-MAN
You're forming words! Great. In a short
while, you'll be able to do complete
sentences.

HOGAN rushes for SPIDEY.

FAVORING SPIDER-MAN

He vaults over CRUSHER.

ANOTHER ANGLE - TWO SHOT

HOGAN
(Amazed, short of breath)
Damn, you're fast.

SPIDER-MAN
And you're easy.

HOGAN
(Composing himself)
All right, funny man, enough of your
stupid tricks. You're dead now.

SPIDER-MAN
You know, with this anti-social
behavior of yours, it's a wonder you
have any friends at all.

HOGAN growls and grabs for SPIDEY, who holds his ground.

HOGAN
Ha. Gotcha. Now you'll see why they
call me Crusher.

He starts to squeeze SPIDEY.

SPIDER-MAN
(Slightly straining)
I figured it wasn't because of your
snappy personality.

CONTINUED

NEW ANGLE

SPIDEY makes his move. He breaks Crusher's grip with ease, then like a flash he's under Hogan.

EFFECT: Picking him up with one hand, he carries him to the top of the ring.

HOGAN'S P.O.V.: The floor, a good 25 feet below him.

HOGAN

Put me down! Put me down! You Ain't human.

SPIDER-MAN

So look who's talking. But, if it's down you want. Down you go.

LONG SHOT

SPIDEY crawls back down and unceremoniously drops CRUSHER to the mat.

The CROWD goes wild.

ANOTHER ANGLE

SPIDEY jumps to the center of ring. The announcer declares him the winner.

ANNOUNCER

Ladies and gentlemen! You have just witness the upset of the century! Crusher Hogan, undefeated in 47 consecutive challenges, defeated by our new champion, the mysterious, A-ma-zing Spider-Man.

WIDER ANGLE

He holds SPIDEY'S arm up as the ring fills with people.

ANOTHER ANGLE

SPIDEY looks over at CRUSHER, who is backing away. We see the word "freak" form on his lips as he leaves the ring.

A wrestling promoter AL WREXHAM enters the ring.

NEW ANGLE - FAVORING WREXHAM and SPIDER-MAN

Wrexham ceremoniously hands Spiderman a stack of bills, \$1,000 in all, guides him out of the ring and whispers to him as they shake hands.

CONTINUED

CONTINUED

TWO SHOT

WREXHAM

All right, kid? You got a great future ahead of you in wrestling.

SPIDER-MAN

Thanks, but no thanks. This was a one-time deal.

WREXHAM

Yeah? That's a shame. Do me a favor then, would you, kid?

SPIDER-MAN

What's that?

WREXHAM

Those tricks you pulled here tonight?

SPIDER-MAN

Yeah?

WREXHAM

Don't ever do it again, you'll ruin me.

(pause)

But if you ever change your mind about wrestling, give me a call.

SPIDEY starts to leave, when MAX ROMAN, a heavysset man in his 40s, wearing a loud sports coat, calls after him.

MAX

Hey, Spider-man, wait up.

INT THEATRE HALLWAY - NIGHT

PETER stops and turns to see who it is that's calling him.

MAX

The name's Roman, Max Roman. My card.

PETER

(reading)

"Max Roman, Theatrical Management." So?

MAX

So? So? Buddy, I can make you a star. Did I say star? Hell, a superstar!

PETER

Thanks, but I'm not interested in being a wrestler.

CONTINUED

CONTINUED

PETER starts to head out. Max follows after.

MAX

(Trying to keep up with him)
Wrestler? Who said anything about
wrestling. Kid, take it from me, you're
no wrestler.

PETER

You noticed.

By now, they are leaving the theater.

EXT THEATER - NIGHT

MAX

Look, I'm talking about TV, movies,
stardom! Kid, I'm talking about you.
You're a natural. With the right
representation, you can go far. Look,
let me work on it a few days, and by
the first of the week I'll have you
booked on TV. Coast to Coast. Prime
time. Just give me a call Monday.

PETER

Television? You really think--

MAX

Kid, I don't think, I know. You've got
star quality. Even your get up. Keep
the mask bit, it's a natural. I even
like the color scheme. Yeah, I
definitely like the colors, but we need
to work up something a little more
showy, a little more you . . . You
know, like the guy with the cape. Yeah,
we can do something there. Taxi!

He takes about a fourth of the bills.

PETER

Hey!

MAX

Of course, I'm going to need some cash
up front for designers and materials,
tailoring. Yeah.

MAX takes a few more bills.

MAX

Oh, yeah, and my commission.

CONTINUED

PETER

But . . .

MAX is in the taxi. As it starts to pull away, he calls after PETER.

MAX

Monday morning, kid, call me Monday.

MAX is gone. PETER stands on the street corner, looking dumbfounded.

PETER

Unbelievable.

INT PETER'S ROOM - DAY

ANGLE ON

A beaker filled with a fluid, hovering over a blue alcohol flamed burner.

ANOTHER ANGLE

He takes the beaker from the burner and fastens an airtight rubber clamp to it that is also part funnel. He squeezes the solution into a metal container, about the size of a microcassette.

ANGLE ON

PETER. He aims the container at the window and presses the flat side slowly.

EFFECT: A Hissing sound, a wad of sticky substance shoots from the end, trailing behind a sturdily viscous cord. The sticky wad hits the window and sticks.

PETER
(Sotto)

All right.

ANOTHER ANGLE

PETER tests the cord. He holds it and leans back, letting the cord support his weight. It does.

ANOTHER ANGLE - EFFECT: PETER presses the container differently. A spray of several strands shoots out, sticking to a chair and wrapping around it with PETER'S guiding hand movements.

CONTINUED

CONTINUED

WIDER ANGLE

He looks about the room at a book messily stuck to a wall. Chairs and science awards covered with various other types of artificial webbing.

DISSOLVE TO

PETER tears open a plastic bag from a local electronics store. He removes replacement parts for his recorder, in particular the ejection mechanism for the cassettes.

NEW ANGLE

He opens a bag from a sporting goods store and removes two archery handguards.

MEDIUM C.U.

Of PETER rigging the microcassette mechanism to the archery handguards. A lever runs to the center of his palm across the metal cartridge, separating at the edge of his wrist for the spigot to stick through.

PETER

Now, let's see how this little baby works.

EFFECT: He presses it three times, lightly, in staccato bursts. The same three kinds of "webbing" as in his original tests appear.

PETER

All right. We're on our way, Pete,
we're on our way.

A knock is heard at PETER'S door. BEN and MAY enter carrying a tray of cookies and milk.

TWO SHOT - BEN and MAY

BEN

How you doing, Pete?

MAY

We thought you might be a little
hungry, so we brought you. . .

WIDER ANGLE

She sees the webbing all over his room, the book stuck to the wall, etc.

MAY (cont'd)

What on Earth?

CONTINUED

CONTINUED

ANOTHER ANGLE

PETER

Oh, that's my new paste formula. If I go chemistry, I might use it as a supplement to my master's thesis.

MAY

I see, but it's such a mess. I'll be glad to clean it up for you.

PETER

No, no. That's part of my experiment. It's self-dissolving. I'm timing how long it takes to evaporate.

MAY

Oh. My, how fascinating.

BEN

Well, we should probably be leaving you to your work Peter. Why don't you go on down to the living room, May? I'll be down shortly.

MAY

Fine. Now, don't be long, Ben.

MAY leaves. BEN turns to PETER.

NEW ANGLE

PETER

Is everything OK, Uncle Ben?

BEN

Everything's fine with me. I was going to ask you the same thing.

PETER

Me? Oh, everything's great -- couldn't be better.

BEN

That's good to hear, Peter. We were a bit concerned when you left so suddenly last night.

PETER

I'm sorry about that. I just had a lot on my mind. I went for a walk to relax. Everything's great. In fact, as soon as I've got everything I need ready, I'm going to make you real proud of me.

CONTINUED

CONTINUED

BEN

I can't tell you enough how proud of you I am already. It was such a wonderful feeling I had when you got your scholarship.

PETER

I realize that, Uncle Ben, but there's so much more I want to do for you and Aunt May, so much more.

BEN

We appreciate that, Peter. But I don't think I could ever be any prouder of you than I am right now. I also want you to know, that if you ever do have a problem, no matter what it is, I'll always be there for you.

PETER

Thanks. I appreciate that. really.

BEN nods and leaves, PETER looks out after him. He smiles. As the door closes, PETER turns and aims at the phone with his webshooter.

ANOTHER ANGLE - EFFECT: He fires, a perfect hit, and pulls the phone toward him. He picks up the receiver and dials.

INT PETER'S ROOM / MAX ROMAN'S OFFICE - DAY

MAX

Hello, Max Roman Talent Management, Max Roman talking.

PETER

Yeah, Max, this is Pe-- er, Spider-Man. Look, I know it's not Monday, but--

MAX

Hey, Spidey! No, I'm glad you called. I got you a booking. A major break, I might add. The Joe Franklin show.

PETER

Who?

MAX

Franklin, Joe Franklin. The longest running talk show on TV. Late night.

PETER

Oh, uh -- I don't really watch much TV.

CONTINUED

CONTINUED

MAX

Don't worry about it, kid, you just be at 330 W. 42nd Street no later than 11 Monday morning. And, Baby, have . . . I . . . got a costume . . . for you.

PETER

Well, that's great, but . . .

MAX

Listen, kid, I gotta run. I got a lot more calls to make. See ya Monday.

He hangs up.

PETER

Yeah, see ya.

As PETER hangs up,

WE CUT TO

INT HOSPITAL WAITING ROOM - DAY

ANGLE ON

ELLIOT NEWMAN, sitting, smoking a cigarette, waiting on news of OCK's condition.

Next to him is THEODORE CHAMBERS, chairman of the board. An overweight man in his late 50s, CHAMBERS is the company.

ANOTHER ANGLE

The CHIEF SURGEON approaches them. They both quickly stand up.

CHIEF SURGEON

Gentlemen, Dr. Octavius is now off the critical list.

CHAMBERS

Good, good. Is he conscious?

CHIEF SURGEON

No. At this point, we've been able to stabilize his vital signs, but it seems the accident accelerated Octavius' brain activity by about 75 percent.

NEWMAN

What exactly does that mean, Doctor?

CHIEF SURGEON

(He shrugs to show he is guessing)
Brain damage? I'm sorry.

CONTINUED

CONTINUED

NEWMAN

Yes, I see. Thank you, doctor.

The SURGEON leaves.

CHAMBERS

(Panicky)

Great! Wonderful! Where does that leave us?

NEWMAN

No, it's all right. I think we might be able to take the position that whatever mental disorders show up in Octavius' teseting were the cause and not the result of the accident.

CHAMBERS

(reluctantly)

I suppose. But what about Octavius.

NEWMAN

He's through. Look: His actions endangered not only the fiscal safety of Cadence industries, but the personal safety of everyone who attended our demonstration. And, quite simply, we don't want him around to remind people of any of this.

ANOTHER ANGLE

CHAMBERS

What about the people who attended the demonstration? Don't we have a responsibility to get them some sort of medical treatment?

NEWMAN

I wouldn't recommend that, as it could allow them to claim us liable for any abnormalities a doctor might discover -- related or otherwise.

CHAMBERS appears unconvinced.

NEWMAN

Don't worry. The only adverse effects anyone might have suffered will shot term, which I personally believe we would have already heard about if it was anything more than minor nausea.

DISSOLVE TO

CONTINUED

EXT 330 W 42ND STREET - DAY

ANGLE ON

SPIDER-MAN, sitting perched on a wall outside the entrance. People are gawking. He wears the same outfit, mask and all, that he wore at the wrestling match.

NEW ANGLE

A taxi pulls up and MAX gets out. He is carrying a large costume box.

MAX
Spidey, baby. Good to see you. You're early. I like that. Shows initiative. Uh, crawl on down. Crawl on down.

SPIDER-MAN jumps off the wall and lands next to MAX.

MAX
Still wearing the mask, huh? What's the matter, kid, you got acne?

SPIDER-MAN
No, actually, I'm not ready to reveal who I am just yet.

MAX
Hey, I like that. We can use it. "Who is the mysterious Spider-Man?" Yeah, I like it. But hey, let's get over to the studio. I want to show you your new duds.

INT TELEVISION STUDIO - DAY

As they enter, some stare at the strangely dressed man. Others ignore him.

PETER
Is this really necessary, Max?

MAX
Absolutely, kid. Trust me. Now, my-- uh-- art department whipped up two designs. I'll show you both, but this is the one you're gonna love.

MAX opens the box and pulls out a dashing, but gawdy heroic suit.

MAX
Is this you or what? We kept the color scheme--red and blue, all-American, real heroic-- but like I said, we jazzed it up. The boots--

CONTINUED

CONTINUED

He motions to red boots with folded over tops.

MAX (cont'd)
 --look like they came right out of an
 Errol Flynn movie, huh? And look at
 this tunic--
 (Also red, over blue form fitting shirt)
 --shows off your muscles. You do have
 muscles, kid?

PETER
 (uneasy)
 Max, I don't know. . .

MAX
 Wait a minute-- You're missing the
 best part, the cape.

MAX reaches in the box and pulls out a full length red cape, with
 cowled collar and web patterns running down its back.

MAX
 Huh? Am I right, or am I right?

PETER
 I don't know. Can I see the other one?

MAX
 (A trace of disappointment)
 Sure, kid, I'll show it to you, but I
 guarantee this is the one you're gonna
 go with. The other one looks a little
 swishy, you know what I mean?

INT MEN'S ROOM - DAY

TIGHT C.U.

Of PETER'S face fills the screen. He's not certain about what he
 sees. He starts to pull a mask over his face.

CAMERA pulls back - as the mask covers his face. He is standing
 in front of a full length mirror, wearing his now famous red and
 blue tights.

PETER still isn't too sure. He flexes his muscles. He starts to
 get used to it.

SPIDER-MAN
 (Sotto)
 Yeah. All right.

We hear a knock at the door.

CONTINUED

CONTINUED

MAX
(O.S.)

Let's get a move on, kid, we're gonna be late.

SPIDER-MAN
OK, Max, I'm coming.

INT ELEVATOR - DAY

MAX and SPIDER-MAN ride up to the JOE FRANKLIN office.

MAX
I tell ya kid, I think you're making a big mistake. The other suit is a lot more showy.

PETER
I'm sure it is Max, it's just that, well, this is really more what I had in mind.

MAX
OK, Kid, but I tell ya, I'll bet anything that the guy who made this one is a swish.

INT TV STUDIO - THE JOE FRANKLIN SHOW - DAY

ESTABLISHING SHOT

The show is already in progress. A commercial has just ended. As the theme ends, SPIDER-MAN sits as ill at ease as can be evident in a chair flanked by FRANKLIN and CARLA.

ANGLE ON

FRANKLIN
We're back with Carla Page, who is making people in Schenectady sit up and take notice of her talk show on Cable TV, and the, uh, Amazing Spider-Man -- who is probably the most sensational new professional wrestler to come along since, well, in a long time.

SPIDER-MAN
Actually, Mr. Franklin, I'm not a wrestler. I just did that one time.

FRANKLIN
I was wondering because you're really too small to be a wrestler. Don't you agree, Carla?

CONTINUED

CONTINUED

CARLA
(bemused)
Yeah, I guess so.

ANOTHER ANGLE

SPIDER-MAN
Yeah, well--

FRANKLIN
I gotta tell you, when I heard you were coming on the show, I thought you were like that mystery character, the Spider. Do you remember him? "The Master of Men?"

SPIDER-MAN
Who? Not really.

FRANKLIN
He had this ring, and when he socked bad guys he left the impression of a spider on their faces.

SPIDER-MAN
Well, Joe, actually I don't sock anybody.

FRANKLIN
No, they tell me you do tricks, acrobatics or something.

ANOTHER ANGLE

SPIDER-MAN
Well, yeah-- Something like that.

FRANKLIN
Can you tell us about them?

SPIDER-MAN
Well, actually, it might be easier if I show you.

ANOTHER ANGLE

FRANKLIN looks up to the control booth.

FRANKLIN
Can we do that?
(There is a pause.)
Okay, let's see.

CONTINUED

CONTINUED

NEW ANGLE

SPIDEY flips up onto his chair. He balances on one hand. The audience applauds politely.

ANOTHER ANGLE - TO INCLUDE FRANKLIN

FRANKLIN
And you're not a gymnast?

SPIDER-MAN
Not really.

NEW ANGLE - EFFECTS: SPIDEY drops off the chair, bounces from the floor executing a 1 and 1/2 front flip landing on the wall and sticking.

ANGLE ON

The AUDIENCE goes crazy.

ANGLE ON

FRANKLIN. He is indeed amazed.

FRANKLIN
You're doing that like Fred Astaire in
"Royal Wedding," right?

FAVORING

CARLA

CARLA
Didn't they do that by tilting the room?

WIDE ANGLE - EFFECT: Spidey shoots his web and swings across the studio. He releases the web, flipping over JOE'S desk and lands in one of his patented poses.

The AUDIENCE (O.S.) goes crazy.

FRANKLIN
Very impressive. Do you do encores?

SPIDER-MAN
Well, I forgot my guitar, but . . .

ANOTHER ANGLE

To include AUDIENCE in background. SPIDEY goes over to one of the cameramen and lifts him up, camera and all.

CONTINUED

CONTINUED

The AUDIENCE goes wild.

SPIDEY walks back to FRANKLIN.

ANGLE ON - FRANKLIN and SPIDER-MAN

FRANKLIN

(To audience)

I tell you -- We always have the top people on the "Joe Franklin" show. If Spider-Man isn't headed straight for the top-- How can you do that? I mean, you're no Charles Atlas.

SPIDER-MAN

And you're no Joan Rivers.

INT STUDIO LOBBY - DAY

TWO SHOT - SPIDER-MAN and MAX

SPIDER-MAN

So, how was I?

MAX

Not bad, not bad. Not great, but not bad.

SPIDER-MAN

What do you mean not great? They loved me.

MAX

Well, besides the fact that you started off slow, you gave them too much, kid. You gotta leave them begging for more. Look, you did OK for a first time. You'll get better. Just stick with me, kid.

SPIDER-MAN

Sure, Max.

MAX

Look, kid, I gotta get back to the office. You drop on by tomorrow. I'll have your check. Hopefully, after tonight, you'll be in major demand.

SPIDER-MAN

Hopefully?

CONTINUED

CONTINUED

MAX

We gotta see how it plays, kid. We gotta see how it plays. It's OK. Leave everything to me, kid. So, look, I'm headed uptown. Can I drop you anywhere?

SPIDER-MAN

No, that's OK. I gotta make a phone call. Uh, I don't have any pockets in this suit, can I borrow a quarter.

MAX

Sure, kid, it's on me.

MAX flips SPIDEY a quarter. He leaves.

MAX

(mumbles)

The other suit had pockets, kid.

INT PHONE BOOTH - DAY

SPIDER-MAN

Hello? Aunt May?

MAY

(O.S.)

Peter? Is that you? You sound so strange.

SPIDER-MAN

Hold on a second, Aunt May, hold on.

SPIDEY lifts his mask from over his mouth so his voice won't sound so muffled.

SPIDER-MAN

There. I'm back.

MAY

(O.S.)

Oh, that's much better.

SPIDER-MAN

Listen, I'm running a bit late. I should be home in about an hour. Is that OK?

MAY

(O.S.)

That'll be just fine Peter.

CONTINUED

INT STUDIO LOBBY - DAY

As May and Peter talk, a MAN runs through the lobby. A network GUARD chases him.

GUARD

Stop, thief, stop that man. Hey, you in the funny suit. Stop him!

INT PHONE BOOTH - DAY

SPIDER-MAN

Sure, Aunt May, I'll do that . . Uh, hold on a second.

ANGLE ON

SPIDEY reaching out the door as the THIEF gets closer. (This should look as though SPIDEY is about to stop him.)

ANOTHER ANGLE

Instead, SPIDEY closes the door, just as the THIEF runs by.

INT STUDIO LOBBY - DAY

ANGLE ON

The THIEF as he gets in the elevator, just as the door starts to close.

MEDIUM C.U.

The THIEF, as the door closes.

The GUARD runs up to the elevator and kicks the door.

GUARD

Damn!

The guard walks over to the phone booth and bangs on the glass. Spidey is still talking on the phone.

GUARD

Hey, you in there! I wanna talk to you!

INT PHONE BOOTH - DAY

ANGLE ON

SPIDER-MAN

Uh, I gotta go, Aunt May. It looks like someone else needs to use the phone. Yeah, you too. I'll be home soon. Bye.

CONTINUED

CONTINUED

He hangs up and opens the door.

INT STUDIO LOBBY - DAY

TWO SHOT

SPIDER-MAN

Something I can do for you?

GUARD

Yeah, you coulda stopped that guy I was chasing. What's the matter with you? All you hadda do was trip him or hold him for a second until I got there.

SPIDER-MAN

Whoa. Hold on there, buddy. That's your job, not mine. I'm through being pushed around. From now on, I look out for number one.

GUARD

Yeah? Well, you're a creep, pal. A real creep.

SPIDEY starts to leave.

SPIDER-MAN

Same to you, buddy.

INT PETER'S ROOM - NIGHT

PETER lies in bed, watching TV. The JOE FRANKLIN show is on.

FRANKLIN

(filter)

. . . If Spider-Man isn't headed straight for the top . . .

PETER

(sotto)

All right.

INT HOSPITAL ROOM - NIGHT

ANGLE ON

OCK, lying on his back in a hospital bed. His limbs, artificial and real, are restrained.

OCK'S eyes open. He's disoriented. He looks around in a panic.

CONTINUED

CONTINUED

The room is lit only by faint moonlight.

OCK'S P.O.V.: There are bars on the window.

OCK
(sotto)

How dare they lock me away.

ANOTHER ANGLE

He tries to move. He sees that his arms are restrained.

EFFECT: His tentacles break the restraints. They reach for the windows and pull the bars free.

ANGLE ON

OCK. He is shocked at first, then interested.

Fascinating. OCK

ANOTHER ANGLE

He places the bars back.

He lies back down. A smile forms on his lips.

Soon, very soon. OCK

EXT THE QUAD - DAY

ANGLE ON

PETER, leaving class.

ANOTHER ANGLE

FLASH runs up behind him.

FLASH
Hey, Parker. Wait up. You got any cash?

PETER
(wary)
What is this, Flash, a shakedown?

FLASH
No, really, what have you got?

PETER
I don't know. A few dollars, I guess. Why?

CONTINUED

CONTINUED

FLASH

The Hyde Park Fair booked that Spider-Man guy who was on the Franklin show. We're pooling our bread to charter a bus so we can all go catch his act.

PETER

I'm sorry, Flash. You'll have to count me out. I've got some studying to do this week.

ANOTHER ANGLE

LIZ walks up to join them.

FLASH

Studying? Since when do you have to study? Hey, Liz.

PETER

What can I say, Flash. I'm on an academic scholarship, not an athletic one like you. My grade points aren't as easy to score.

This goes right over FLASH'S head. LIZ suppresses a laugh.

FLASH

You know, Parker, You're not only the dumbest guy on campus. You're the cheapest too. Forget I asked. What a flake.

FLASH turns away.

ANGLE ON - PETER, who mimics FLASH behind his back.

ANGLE ON - LIZ, who sees this and giggles.

ANOTHER ANGLE - To include FLASH

FLASH

Come on, Liz, Let's head on out of here.

As LIZ and FLASH leave, she looks back at PETER, smiles and winks.

ANGLE ON

PETER. He is dumbfounded.

CONTINUED

INT HOSPITAL DAY

ANGLE ON

OCK, wide awake, propped up in his bed, staring out the window.

ANOTHER ANGLE

An ORDERLY enters.

ORDERLY

Well, well. Good afternoon, Doctor. And how are we today?

OCK turns and looks over at the intern. He is calm.

OCK

We? Well, that depends. Judging by the way I feel and the way you look, I'd have to say we're both in trouble.

ORDERLY

(He fixes OCK'S pillow)

What? Hey, that's rich. It's great to see you have a sense of humor. You must be feeling better.

OCK

What an interesting diagnosis on your part.

ORDERLY

(finishing up his duties)

Say, I understand you'll have a visitor a little later on.

OCK

Oh?

ORDERLY

Yeah, a, uh, Mr. Newman from your company will be stopping by to see you. I'm sure it'll be a relief to finally see a friendly face.

OCK

Yes. I'll be looking forward to that.

(sotto)

I'll be looking very forward to that. Indeed.

INT FAIR ARENA - NIGHT

SPIDER-MAN finishes his performance.

CONTINUED

CONTINUED

ANGLE ON

The AUDIENCE - FAVORING FLASH and LIZ. FLASH is really getting into SPIDEY'S show.

FLASH

This is just incredible! This guy is the best.

LIZ

Come on, FLASH. He's just using some sort of special effects.

FLASH

Yeah? Well, you tell me how he sticks to walls like that. He's not using any cables and don't try to tell me he has suction cups, 'cause nobody can move that fast with cups. If he's a phony, then I got brain damage.

LIZ

(Sotto)

You're right on that point.

ANGLE ON

SPIDER-MAN. His performance is coming to an end.

EFFECT: He shoots his web, swings out over the audience, lets go of the web and sticks to the stage wall.

The AUDIENCE (O.S.) goes wild.

ARENA LOBBY - NIGHT

SPIDEY is signing autographs. MAX is trying to control the CROWD.

MAX

OK, people, one atta time. Please, one atta time.

FLASH hands him a pad.

FLASH

Man, you are the greatest. I've never seen anything like it. I mean, really rad!

SPIDER-MAN

Uh, well thanks, uh . . .

CONTINUED

CONTINUED

FLASH

Flash Thompson. Just write Flash. To my greatest fan ever, Flash.

SPIDER-MAN

Sure. Here you go, Flash.

(He sees Liz.)

How about you, beautiful. You want an autograph?

LIZ

No thank you, I think I can live without one.

SPIDEY doesn't know what to think.

MAX

OK, that's enough for today, folks.
Clear the way. No more. Clear the way.

MAX hustles SPIDEY into a private dressing room. He shuts the door.

INT DRESSING ROOM - NIGHT

MAX

All right, Spidey. Now you're cooking. That's the way a pro does it, baby. Was I right? Baby, everybody and their brother's calling. We're talking TV Special, possible series. Movie deal. And get this one -- Some publishing company wants to do a comic book about you. Can you beat that?

SPIDER-MAN

Great Max. Look, it's getting late, I'm going to head home. I'll call you later.

MAX

Sure kid, but I wish you'd get a phone or something. I gotta be able to reach you. Things are happening.

SPIDER-MAN

Not just yet, Max. Don't worry. I'll keep in constant touch.

MAX

OK, kid, but I swear you'll give me ulcers.

SPIDER-MAN

Don't worry. I'll call tomorrow.

CONTINUED

CONTINUED

SPIDEY leaves through the window.

EXT BEN AND MAY'S HOUSE - NIGHT

WIDER ANGLE

Two squad cars with flashing lights are parked in front. Neighbors in night clothes are gathered around. A uniformed Officer is trying to keep order.

OFFICER 1

It's all over now. Everyone can go home and go to bed. Please, clear the area now.

ANOTHER ANGLE

The crowd starts to disperse.

NEW ANGLE - FAVORING

PETER, as he pushes his way through.

PETER

What happened? What's going on?

OFFICER 1

Hey! This is a police line. You can't cross here--

PETER'S neighbor ANNA WATSON, a pleasant woman in her mid-50s, sees PETER.

ANNA

It's all right, officer. That's the nephew.

OFFICER 1

Oh? I'm sorry.

PETER

Mrs. Watson. What is it? What happened?

ANNA

Oh, Peter, I'm so sorry. It's your Uncle Ben. He's been shot.

PETER

What? How? . . . When?

OFFICER 1

It was a burglar, son. Your uncle surprised him, and . . .

CONTINUED

CONTINUED

PETER

God, no, Uncle Ben . . . where is he?

ANNA

It's all right, Peter. They've taken him to the hospital. May's with him.

OFFICER 1

If you want, I can take you there. It'll be faster in the patrol car.

PETER

Yes, Thank you. Please. I'd appreciate it.

INT HOSPITAL WAITING ROOM - NIGHT

THREE SHOT - PETER enters with ANNA and the OFFICER.

ANGLE ON

MAY, sitting on the couch. She is sitting with her face covered by her hands.

She slowly looks up and sees PETER. Her eyes are filled with tears.

She looks at him sadly, then slowly shakes her head "no." He's gone.

ANOTHER ANGLE

It takes PETER a second for this to register.

PETER

(His eyes fill with tears)

No! Not Uncle Ben! Please, Dear God, not my Uncle!

MAY

(She hugs PETER)

Oh, Peter. I don't know what happened. Ben went downstairs for a glass of water. I heard some noise, and when I came downstairs, he . . .

She starts to cry.

MAY

How can I go on without my Ben? My poor, poor Ben.

PETER

Oh, God. Who did this? Why?

CONTINUED

CONTINUED

OFFICER 1
It's OK, son. We're going to get the
guy who did this.

PETER
You mean that scum is still running
free?

OFFICER
No, no. It's OK. We got him trapped in
the old Acme warehouse up on 103rd.
We're gonna get him.

ANNA tries to comfort MAY.

ANNA
It's all right, May. Everything will be
just fine. You'll see. We have to be
strong for Peter's sake.

ANGLE ON

OFFICER 1
She's right, ma'am. And if there's
anything we can do to help, just let us
know. And listen son--

ANOTHER ANGLE

The OFFICER turns to PETER, but PETER is gone.

OFFICER 1
Now, where did that crazy kid take off
to?

EXT WAREHOUSE - NIGHT

Police cars with flashing lights. Barricades. Spotlights spread
across boarded windows. POLICEMEN and SWAT TEAM with guns trained
at doors and windows.

CAPTAIN
What's the situation?

OFFICER 2
Suspect has blocked all access to the
warehouse. He's barricaded himself on
the third floor with some of the
cannisters that were stored there.

CAPTAIN
Is there anyway we can get to him?

CONTINUED

CONTINUED

OFFICER 2

Not yet. We're afraid of exchanging any fire. Those canisters he's using for cover may be filled with all sorts of chemicals and garbage. If a stray shot hits one . . .

OFFICER 3

Our best bet for now is to wait him out.

CAPTAIN

Yeah, but if he slips away in the darkness, we may lose him for sure. I'll get back with you. Keep me abreast of the situation.

EXT WAREHOUSE ROOF - NIGHT

ANGLE ON

A shadowy figure. He swings on the roof, landing silent as a cat.
C.U.

Of a gloved hand. Moonlight shows a black web pattern on red.
The hand slowly (and quietly) pulls the metal roofing back.

INT WAREHOUSE - NIGHT

ANGLE ON

The BURGLAR. He hides beside a boarded window, peaking through.

BURGLAR

(Sotto)

C'mon, do something. Make a move.
Something.

SPIDER-MAN

(O.S.)

You're not going anywhere, you slime.

The burglar turns.

OVER THE SHOULDER SHOT

He sees SPIDER-MAN on the opposite wall.

BURGLAR

Who the hell? Stay away from me, you freak.

CONTINUED

CONTINUED

ANOTHER ANGLE

The burglar fires a shot at SPIDEY. SPIDEY leaps from the wall, avoiding it with ease.

SPIDER-MAN

Go ahead, shoot again. You're not facing some helpless old man now.

The BURGLAR fires again. SPIDEY leaps to another wall.

INSERT - Wood splinters from where SPIDEY just lept.

EXT WAREHOUSE - NIGHT

CAPTAIN

What the hell is going on up there?

INT WAREHOUSE - NIGHT

ANGLE ON SPIDER-MAN

EFFECT: He shoots his web.

ANOTHER ANGLE

The web engulfs the burglar's gun.

The BURGLAR tries to get away.

BURGLAR

Stay away from me! Leave me alone!

WIDER ANGLE

SPIDER-MAN leaps directly in front of the BURGLAR'S path.

The BURGLAR screams.

ANOTHER ANGLE

SPIDER-MAN backhands the BURGLAR, knocking him across the room into the canisters. The BURGLAR is knocked out.

ANGLE ON

SPIDER-MAN

Come on, get up! I'm not finished with you yet. Get up.

He grabs the burglar by the collar and lifts him up with one hand.

CONTINUED

CONTINUED

SPIDER-MAN
I said get up!!

C.U.

The moonlight reveals the BURGLAR'S face. It is the same man he let by him at the studio earlier.

ANGLE ON

SPIDER-MAN. He recognizes the BURGLAR.

SPIDER-MAN
(sotto)
No.

SPIDER-MAN drops him.

SPIDER-MAN
(louder)
Not you. It can't be. Dear god, no.

EXT WAREHOUSE - NIGHT

CAPTAIN
Pull Sienkewicz's squad to the rear.
We're gonna have to chance it. Have
Bannon pull back.

OFFICER 2
Captain, wait sir, look.

The OFFICER points toward the building.

FOLLOW HIS GAZE

To a large figure, completely enveloped in webbing, being lowered through one of the windows. It's the BURGLAR.

CAPTAIN
What the hell??

EXT CEMETARY - DAY

It rains as a dozen or so MOURNERS stand over the open grave of BEN PARKER. A PASTOR finishes his eulogy.

PASTOR
Heavenly Father, we commend to you the soul of our brother, Benjamin Franklin Parker, who came into this life as one of your children and spent his earthly life trying to abide by your commandments. Amen.

CONTINUED

CONTINUED

A murmur of "Amen" comes from the crowd of MOURNERS.

ANGLE ON

MAY and PETER. MAY is silent, her head bowed slightly. PETER's arm is around her. He no longer sheds any tears.

The MOURNERS start to leave.

MAY

It's all right, Peter. It's time to go.

ANOTHER ANGLE

ANNA has walked over to console MAY and PETER.

ANNA

Come on, Peter. Why don't we go back to the house? There's really nothing you could have done.

PETER

(sotto)

All I had to do was reach out my hand and stop him. Trip him, anything.

(louder)

I should have stopped him.

ANNA

That's foolishness, Peter. If you had been home, you might both have been killed. Then where would May be? She needs you now more than ever, Peter.

ANGLE ON

PETER. He stands alone over the grave. His expression goes from bad to worse.

BEN

(V. O.)

. . . Remember, Peter, that with great power comes great responsibility.

PETER

(He remembers. The tears fall.)

I will, Uncle Ben.

EXT HOSPITAL - DAY

ESTABLISHING SHOT

It is still raining. We move closer to a faintly lit window.

CONTINUED

INT HOSPITAL - DAY

ANGLE ON - NEWMAN

NEWMAN tentatively opens the door to OCK'S room. OCK is still in bed. The sheet covers most of his body, including his tentacles.

NEWMAN

Octavius? Are you awake?

ANOTHER ANGLE

OCK'S emotionless eyes move to follow NEWMAN across the room.

OCK

Ah, Mr. Newman. Do come in. Do come in.

NEWMAN

Good, I see you are awake.

(pause)

Well, I must admit you're looking pretty good, all things considered. How do you feel?

OCK

Come now, Mr. Newman . . . do you really care?

NEWMAN

(pause)

OK, fine. No games. No beating around the bush. Cadence will of course cover all your medical and hospitalization. We'll even be giving you your disability income. But . . . after you're up and around, all ties with Cadence and yourself are cut. You're through.

OCK

(calm)

Through, Mr. Newman?

NEWMAN

That's right, Otto. Through. Finished. And you're not just through with Cadence. You'll never work again. I for one couldn't be happier. You've been quite a thorn in my side for some time now. But no more. Once we regain possession of

(He gestures at OCK'S bed)

that contraption, you're on permanent disability.

CONTINUED

CONTINUED

OCK

Contraption? You wouldn't dare remove my Octopus.

NEWMAN

Your? Uh, Uh. No, No, No, Otto. It's not yours. You don't seem to understand. All the projects you were working on at the time of your employment with us are solely the property of Cadence Industries. Discussion closed.

OCK

The property of - - How dare you! I've had years of my life tied into that work. Years even before I worked for your sterile company. I must, no, I will have what's rightfully mine.

NEWMAN

(cynical)

Otto, please. Don't excite yourself. We don't want to extend your stay here, now do we? I mean, especially considering who's paying the bills.

(He smiles)

Just relax, Otto. You're a sick man, very sick.

OCK

(calm)

Sick?

ANOTHER ANGLE - EFFECTS: A tentacle slithers from beneath the sheets and crawls directly behind NEWMAN.

OCK

Is a sick man capable of doing this?

ANGLE ON

NEWMAN. A tentacle snakes around NEWMAN'S neck and lifts him off the ground. NEWMAN struggles violently as he gasps for air.

ANGLE ON

OCK

Why, Mr. Newman. You surprise me. I've never known you to be at a loss for words.

C.U. - OCK'S face fills the screen.

OCK looks almost maniacal as we hear a faint "crack." OCK smiles.

CONTINUED

EXT MOVIE THEATRE - NIGHT

The marquee advertises the latest Chuck Norris picture.

THREE SHOT

A couple with their darkhaired son are the last to leave the theatre.

FATHER

Well, Bruce, was it worth staying up so late?

BRUCE

Yeah, dad. That was the best one yet.

MOTHER

Just remember, son. Nobody ever solves anything by fighting.

ANOTHER ANGLE

As they turn the sidewalk corner, they are confronted by a short but muscular man who holds a large handgun.

ROBBER

Don't make a sound. Not one sound. Just hand over your money.

MOTHER

Thomas, he--

ROBBER

I said not a sound.

The father hands the robber his billfold.

ROBBER

And the watch.

(He looks at the mother)

And your jewelry.

They both begin to comply.

ANGLE ON

Their son, still wide-eyed over what is happening. His gaze suddenly shifts to just behind and above the ROBBER.

ANGLE ON

A shadow passes over the ROBBER. He turns, startled.

ANOTHER ANGLE - EFFECT: A web envelops the ROBBER'S gun.

CONTINUED

CONTINUED

TIGHT C.U.

The ROBBER'S face. He looks terrified.

We pull back to see the ROBBER is webbed to a brick wall.

ANOTHER ANGLE

The family stares in absolute shock.

FATHER
Good lord, what was that?

EXT WAREHOUSE LOADING PLATFORM - NIGHT

WIDE ANGLE

THREE CROOKS load furs on to a truck. A NIGHT WATCHMAN is tied to his chair, gagged. He watches, struggling with his bonds.

ANOTHER ANGLE

CROOK 1 stops. He looks around and upward.

CROOK 2
What?

CROOK 1
(Shaking his head)
Nothing.

SPIDER-MAN
(O.S.)
Something.

The THREE CROOKS wildly look around.

QUICK CUTS

1. The CROOKS scramble around in total disarray.
2. SPIDEY leaps in. All we see are flashes of him -- a fist, his feet as they flip out of frame, his eyes, etc.
3. The CROOKS fall one by one.

C.U.

The WATCHMAN is watching all this, wide-eyed.

PULL BACK - to see the THREE CROOKS, all webbed together.

The WATCHMAN stands over them, shaking his head.

CONTINUED

CONTINUED

WATCHMAN
Incredible.

EXT HOSPITAL - DAY

A trash truck has pulled up to a dumpster outside the hospital.

ANGLE ON

A hand, draped over the edge of the dumpster. The "N" monogrammed cuff-link identifies it as NEWMAN.

ANOTHER ANGLE

The truck empties the contents from the dumpster into its back as we hear a page from inside the building.

VOICE
(O.S. filtered)
Dr. Lieber, you're wanted in Room 210.
Dr. Lieber, you're wanted in Room 210.

INT HOSPITAL - DAY

Dr. LIEBER enters Room 210.

LIEBER
Yes? I understand . . .

EFFECT: A mechanical arm slams the door closed behind LIEBER.

LIEBER
What?

He stops, surprised at what he sees.

LIEBER'S P.O.V.: OCK stands in the middle room, waving his tentacles in a menacing manner.

WIDER ANGLE

Another DOCTOR, a NURSE, an ORDERLY and a CANDY STRIPER are all sitting in the room, looking very scared.

OCK
Ah, Dr. Lieber, I presume?
(He chuckles.)
Please, join us.

ANOTHER ANGLE

LIEBER
What is going on here, Octavius?

CONTINUED

CONTINUED

OCK

Please, call me Dr. Octopus. As for the situation at hand, well as you can see, everyone is quite safe here, for the moment.

ANGLE ON

The ORDERLY. He stands up.

ORDERLY

Please, tell us--

OCK'S metal arm slams him back down, very hard.

ANOTHER ANGLE

OCK

Quiet! Their safety, Dr. Lieber, depends solely on you.

LIEBER

Me? How--

OCK

Please, let me finish. My, you people are so rude.

(He smiles.)

There are various chemicals and pieces of equipment you have stored here at the hospital. I need these to continue my research. Hopefully this will not take long, Doctor, for I'm sure we're all looking forward to leaving as soon as possible.

LIEBER

But--

OCK

Tut, tut, Doctor. If you so much as question the slightest, I mean the very slightest of my orders . . . I shall start to dismember your staff piece by piece.

ANOTHER ANGLE - EFFECT: He picks up the ORDERLY with his tentacle.

OCK

Do we understand each other, Doctor?

CONTINUED

CONTINUED

LIEBER
(pause)

Yes, we understand each other, Doctor.

OCK

Fine.

(He puts the orderly back down)
You'll see. It'll be so much better if
we can get along. Don't you agree,
Doctor?

EXT MANHATTAN - DAY

ESTABLISHING SHOT - The DAILY BUGLE

INT BUGLE NEWSROOM - DAY

CAMERA'S P.O.V.: Looking in through JAMESON'S office window. J. JONAH JAMESON, a man in his early 50s, smartly dressed, sits at the head of the table. He is the paper's editor and publisher.

INT JAMESON'S OFFICE - DAY

JOE ROBERTSON, a middle-aged black man with graying hair, enters. He's the paper's city editor, who is as even tempered as JAMESON is uneven.

ROBERTSON
We'll have a writethrough by 5 on that
Dr. Octavius incident, Jonah.

JAMESON
Is that Dr. Octopus? The guy who's
holding the hospital hostage?

ROBERTSON
We still don't know if that's the case,
but we have enough for a story.

JAMESON
Art?

ROBERTSON
Not yet. We're trying to get a photog in.

JAMESON
Put it inside. That story's useless
without a picture. We're not some
sleazy tabloid selling science fiction.

NEW ANGLE

JAMESON pauses.

CONTINUED

CONTINUED

JAMESON

Robbie, why haven't you told me about Spider-Man?

NEW ANGLE

ROBERTSON

What?

JAMESON

TV wrestler turned vigilante.

ROBERTSON winces.

ROBERTSON

Jonah, we really don't have much to go on yet -- mostly gossip our TV writer picked up.

JAMESON

It's perfect. Celebrity vigilante. An entertainer who doesn't know his place and is fighting crime. He's gonna gum up the works for the police.

ROBERTSON

Jonah . . .

JAMESON

He might even be a criminal himself. And, we've got art.

JAMESON holds up a publicity still.

ROBERSON

But Jonah, what do we write?

JAMESON

Don't worry. I'll write an editorial. We won't need full confirmation or anything. One of those, "let's nip this in the bud" pieces.

ROBERTSON gets up to leave the room.

ROBERTSON

What headline?

ANGLE ON

JAMESON, at his desk. He pulls the paper out of his typewriter, looks at ROBERTSON and smiles.

WE CUT TO

CONTINUED

INSERT: C.U. of the DAILY BUGLE, front page

There is a picture of Spider-Man under the now famous headline, "SPIDER-MAN: THREAT OR MENACE?"

WE PULL BACK to see. . .

INT MAX ROMAN'S OFFICE - DAY

MAX reads the paper. He is not happy at all.

ANOTHER ANGLE

A knock comes from his window. It's SPIDER-MAN.

Without looking away from his paper, MAX motions for SPIDEY to enter.

SPIDER-MAN

Hey, Max, how's it going. I thought I'd stop by to pick up my check.

MAX puts the paper down.

MAX

Yeah, sure, kid. I got your check right here. This covers Franklin and the Hyde Park Fair.

Max hands SPIDEY the check.

SPIDER-MAN

Great, Max. What's the word on bookings. I've had a bit of trouble and I can really use some extra cash right now.

MAX

I'm sorry to hear that, kid, but the party's over. The reviews are in and they're not too promising.

SPIDER-MAN

Huh? What are you talking about?

MAX

Haven't you seen the paper, kid?

(He hands SPIDEY the paper.)

You're poison in this town. Everybody's calling to cancel. I don't know what you thought you were doing, kid, but it ain't good PR.

SPIDER-MAN reads the paper.

CONTINUED

SPIDER-MAN

(reading the paper)

Who does this guy think he is? How can he say all this about me? What is he doing?

REESE

He's killing you. That's what he's doing. If you want my opinion, kid, you might try laying low for awhile and see if this blows over. In the meanwhile, I'm going to have to terminate our relationship.

SPIDER-MAN

Max--

REESE

Hey, it's nothing personal, you understand. It's business. Look, call me some time -- after this clears up.

SPIDER-MAN

Sure, Max, I'll do that.

NEW ANGLE

SPIDEY leaves the way he entered.

ANGLE ON

MAX. He looks out the window after SPIDEY.

REESE

Damn.

INT BANK - DAY

ANGLE ON

A small line of people wait for the next available teller.

ANOTHER ANGLE FAVORING - SPIDER-MAN. He is second in line.

PEOPLE are staring. Some comment, "Hey, neat suit," "A little early for Halloween," "What's the Gag?" or "What is this, some sort of promotion?"

ANOTHER ANGLE

SPIDER-MAN goes to a TELLER'S window. The bank's VICE PRESIDENT moves next to the TELLER.

CONTINUED

CONTINUED

TELLER
Uh . . . Yes? May I . . .

VICE PRESIDENT
I'll handle this, Miss Conway.

The TELLER steps aside.

VICE PRESIDENT
Yes, may I help you?

SPIDER-MAN
Yeah, I'd like to cash this check please.

SPIDER-MAN hands the VICE PRESIDENT his check. She looks it over carefully.

INSERT: C.U. of the check. It's made out to SPIDER-MAN.

NEW ANGLE

VICE PRESIDENT
Do you have any I.D. in the name of . .
Spider-Man?

SPIDER-MAN
Well, no, but . . .

VICE PRESIDENT
Then I'm sorry, we can't cash this.

SPIDER-MAN
But, look. The check is from this
branch. I mean, Max Reese has an
account here with you. That must mean
something.

VICE PRESIDENT
That doesn't matter. We can't cash this
check without proper identification.
You could be anybody.

SPIDER-MAN
What about my costume?

VICE PRESIDENT
Anyone can wear a silly costume. I'm
sorry, but if you don't have a driver's
license or other form of identification
under the name of Spider-Man, I'm
afraid I just can't help you.

SPIDEY takes his check back.

CONTINUED

CONTINUED

SPIDER-MAN
Yeah . . . Thanks for nothing.

ANGLE ON

SPIDER-MAN as he leaves, casually leaping over one of the customer counters.

ANOTHER ANGLE

The VICE PRESIDENT shakes her head in disgust.

INT LITERATURE CLASS - DAY

ANGLE ON

FLASH reads a copy of the Daily Bugle.

FLASH
Man, this is just garbage. No way is Spidey a menace. Who does Jameson think he is? I tell you, I have half a mind--

WIDER ANGLE

To include PETER, LIZ and other CLASSMATES.

PETER
(sotto)
You're telling me.

LIZ overhears this and giggles.

STUDENT 1
Hey, Flash, can I look at your paper a second?

ANOTHER ANGLE

FLASH gives the STUDENT his paper.

FLASH
Huh? Sure, take it. When you're through, trash it.

STUDENT 1
Yeah, I thought so. Has anyone read this story on Dr. Octavius?

STUDENT 2
No, why?

CONTINUED

CONTINUED

STUDENT 1

Nothing really. I once took a class from him. Real weird dude. The way they describe this accident here is just unbelievable. I'd love to see a photo of him with those crazy mechanical arms.

STUDENT 2

What are you talking about?

STUDENT 2 takes the paper.

STUDENT 2

Geez. No kidding. Yeah, a picture of this guy would be worth a small fortune.

PETER

Could I look at that?

STUDENT 2

Help yourself.

STUDENT 2 hands PETER the paper.

PETER looks at it with a whole new interest.

FLASH

Well, if that isn't something you don't see everyday. Since when did "geek face" Parker ever read anything besides a textbook.

ANGLE ON

PETER. He is totally enthralled with the newspaper.

A smile slowly creeps across his face.

WE CUT TO

INT MAY'S HOUSE - DAY

May rummages through a closet.

MAY

I'm sure it's in here somewhere, Peter. We never threw anything away. Now where would -- Oh, here it is.

She takes out a fairly new automatic camera.

MAY

Here you go, Peter dear. I'm sure Ben would have wanted you to have it.

CONTINUED

CONTINUED

PETER

This is perfect, Aunt May. I have a feeling this little gadget's going to be a great help when it comes to paying the bills.

EXT HOSPITAL - NIGHT

Policemen and various SWAT team members patrol the grounds.

TWO SHOT - Two POLICEMEN, patrolling together.

A shadow passes overhead.

SENTRY 1

Hey! Did you see something fly over us just now?

SENTRY 2

Something fly? You're kidding, right?

SENTRY 1

Yeah, right. Nevermind. I must be getting a little jumpy.

INT HOSPITAL - NIGHT

We track through the hospital, starting from the front entrance.

Makeshift electrical and radioactive barriers are set up through cannibalized hospital equipment. Some doors and windows are broken. It should look as though a small battle was fought here.

The hallway is deserted. The CAMERA tracks to Room 210, where we find

OCK with his HOSTAGES.

INT OCK'S ROOM - NIGHT

A few more HOSTAGES have joined his group since we last saw him.

EFFECT: OCK, with the help of his tentacles, mixes chemicals.

LIEBER

Look, Octavius. We've done everything you asked. Why won't you let us go?

OCK

I will let you go when it suits my purpose, Dr. Lieber, and not a moment sooner. Now, if you interrupt me one more time, Doctor--

CONTINUED

CONTINUED

EFFECT: His tentacle reaches out and picks LIEBER up.

OCK
(cont'd)

I will be forced to shut you up,
permanantly. Do I make myself clear?

LIEBER
Yes, yes. Quite clear.

ANOTHER ANGLE

OCK drops LIEBER to the floor.

LIEBER looks up from the floor. He looks towards OCK. His gaze goes past OCK to the window outside the room.

EXT HOSPITAL - NIGHT

ANGLE ON

SPIDER-MAN hangs upside down on his web. He focuses his camera, clicks a few pictures and is amazed by what he sees.

SPIDERMAN'S P.O.V.: OCK trashes his experiment.

INT OCK'S ROOM - NIGHT

OCK
Damn it! This is useless without my notes. This is your fault, Lieber. Your constant interuptions have caused me to lose my train of thought. I'm afraid I'll have to make an example out of you.

EFFECT: OCK'S tentacles lash out at LIEBER, knocking the doctor against the wall. They pick him up, knocking his head into the ceiling.

LIEBER
No, don't! Let me go. Dear God, Please let me go!

The Tentacles start to shake LIEBER like a rag doll. The other hostages start to panic.

NEW ANGLE

The window, bars and all burst open.

SPIDER-MAN enters.

CONTINUED

CONTINUED

SPIDER-MAN

All right, Doc, drop him. You're going to have your hands full enough with me.

OCK drops LIEBER. He is totally surprised.

OCK

Who the Hell are you?

SPIDER-MAN

Spider-Man, Doc. You were expecting maybe Marcus Welby, M.D.?

OCK

Spider--? You dare challenge me? I'll squash you like the bug you are.

ANOTHER ANGLE - EFFECTS: OCK'S arms lash out. SPIDEY easily avoids them. He is sticking to the ceiling.

SPIDER-MAN

Come on, Ock. You can do better than that.

ANOTHER ANGLE

SPIDEY lands in front of the door.

OCK smashes at SPIDEY again. SPIDEY dives out of the way as the tentacles splinter the door.

SPIDER-MAN

I'll bet you'd be real handy at collecting firewood, Doc.

OCK

I've finished toying with you, insect.

SPIDEY crouches in another of his famous poses.

SPIDER-MAN

Hey, OCK, let's get our names right. A spider is part of the arachnid family. An insect--

OCK

Shut up, you ignorant child!

ANGLE ON

OCK and SPIDEY.

EFFECT: OCK'S tentacles lash out. One hits high, another low, as a third grabs SPIDEY'S leg.

CONTINUED

CONTINUED

OCK smashes SPIDEY hard against the wall.

OCK
Where's your false bravado now?

OCK whips Spidey to the floor. Another tentacle smashes him across the face.

ANOTHER ANGLE to include

OCK'S HOSTAGES, escaping out the smashed doorway.

ANOTHER ANGLE - EFFECT: SPIDEY snares two of the tentacles with his web, sticking them together.

OCK drops SPIDEY.

OCK
What's this? A web? Most ingenious.

EFFECT: The tentacles tear apart the web with ease.

OCK
And most useless.

ANOTHER ANGLE

OCK picks SPIDEY up again. He draws SPIDEY close to him.

OCK slaps SPIDEY across the face with his real hand.

OCK
Did you really believe that you were a match for me?

NEW ANGLE

OCK smashes SPIDEY against the wall again. SPIDEY goes limp.

OCK
You dared to challenge me and it will cost you your life.

He shakes SPIDEY.

OCK
Ah, but I see that you've fallen asleep. How rude. But enough of this prattle -- Only one thing remains before I kill you. The unmasking of the so-called Spider-man.

EFFECT: OCK'S tentacle reaches out and pulls at SPIDEY'S mask.

CONTINUED

CONTINUED

ANOTHER ANGLE

SPIDEY comes alive.

EFFECT: He fires his web, hitting OCK squarely in the face.

OCK
What? You were pretending? Do you
really think this web of yours can stop
me.

NEW ANGLE - EFFECT: A tentacle pulls the webbing from OCK'S face.

OCK
As I've shown you before . . . what?

OVER THE SHOULDER SHOT - OCK

His tentacles are moving. A web in one, Spidey's mask in another, but no Spider-Man. He's gone. The room is empty.

PAN TOWARD

The Smashed window.

EXT HOSPITAL WALL - NIGHT

ANGLE ON

SPIDER-MAN/PETER unmasked, clinging to the wall outside OCK'S window. He is out of breath, sweating. He has a slight gash on his cheek and a bruise forms on his forehead.

ANOTHER ANGLE

Spotlights start to pan across the wall.

SPIDEY quickly crawls to the other side of the building.

He grabs his right side,.

SPIDER-MAN
Oh, wow.

He looks below him.

SPIDER-MAN'S P.O.V.: The dumpster, where we saw NEWMAN, is directly below him.

WIDE ANGLE

SPIDEY lets go of the wall and drops three stories into the open dumpster. He lands with a thud.

CONTINUED

CONTINUED

 SPIDER-MAN
Ouch. Great, just great.

DISSOLVE TO

EXT DUMPSTER - NIGHT

ANGLE ON

SPIDER-MAN, poking his head out of the dumpster. He wears a paper bag over his head.

He looks around. Seeing it's clear, he bounds out of the dumpster and exits.

INT PETER'S ROOM - NIGHT

PETER sits on his bed. We see a sewing book open in front of him. He still wears his SPIDER-MAN costume, but no mask and no gloves.

He is trying to sew a new mask with some difficulty. His TV is on in the background.

PETER'S attention suddenly turns to the TV as a news bulletin breaks in.

 NEWSCASTER
 (filter)

We interrupt our program to bring you this special report. Dr. Otto Octavius has escaped from the Bliss Private Hospital, where it has been reported he held staff members hostage for over six hours. He is considered extremely dangerous and any sightings should be reported to the nearest police precinct.

ANGLE ON - TV SCREEN.

 NEWSCASTER
 (filter)

Witnesses at the hospital have stated that the masked vigilante, Spider-Man, is somehow involved. It is not known whether or not he aided Dr. Octavius in his escape.

ANGLE ON

PETER. He sticks himself with his needle.

 PETER
Ouch. Damn.

CONTINUED

CONTINUED

NEWSCASTER

(filter)

We'll have more on this story as it develops. Now, back to our program.

PETER

(sotto)

Wonderful. I can't seem to do anything right.

EFFECT: SPIDER SENSE

PETER turns to the door. A look of panic comes across his face.

INSERT: The door knob turns.

ANOTHER ANGLE

AUNT MAY enters.

MAY

Peter? Is that you?

PETER

Yes, Aunt May. I was just watching some television.

ANGLE ON

PETER, who is wearing a robe over his costume. His webbed shoes are all that are exposed from his costume.

ANOTHER ANGLE

MAY

Oh, that's fine. It's just that I didn't hear you come in and when I heard noise coming from your room--

PETER

I'm sorry, Aunt May. I didn't want to disturb you when I got in, so I was extra quiet. I didn't mean to scare you.

MAY

Oh, no, no, no. It's all right. I just---

She sees PETER'S face.

MAY

Gracious, Peter, what happened to your face?

CONTINUED

CONTINUED

ANOTHER ANGLE - TWO SHOT

PETER

What? Oh, please don't worry, Aunt May. I was just playing a little volleyball after school and I'm afraid things got a bit rough. But I'm OK. Really I am.

MAY

Dear, I wish you'd be more careful. I'm afraid you're just not the rugged type. I'll get some rubbing alcohol from the bathroom.

PETER

No, really, Aunt May. I'm all right. Besides, I'm trying to develop some pictures in there right now and I'd prefer it if you didn't go in there just yet.

MAY

(pause)

OK, Peter. But do try to be more careful in the future. You know how I worry.

PETER

I will, Aunt May. I promise.

MAY

Fine. I'm going to make some tea. I'll bring you a cup.

ANOTHER ANGLE

She starts to leave.

MAY

Oh, incidentally, Peter. Those are very colorful socks.

ANGLE ON

PETER. He's a bit flushed, to say the least.

INT BATHROOM - NIGHT

PETER has turned the bathroom into a makeshift darkroom.

He looks over his pictures of OCK.

INSERT: C.U. PHOTOGRAPHS

CONTINUED

CONTINUED

They came out real clear. PETER is quite pleased with himself.

PETER

All right.

INT JAMESON'S OFFICE - DAY

Cigar still in his mouth, Jameson peers down at the sheath of photographs.

JAMESON

So tell me, Pecker, you got connections? What kind of camera do you use?

PETER

Uh, Parker. And I'll sell you the pictures only on the condition that you never ask me those questions.

JAMESON

Heyyy, c'mon now. You can level with me. I won't tell a soul.

PETER

Look. There's nothing to tell. If you don't want the photos--

JAMESON

No, of course I want them. OK, OK. You can have your little secret. It doesn't really matter how you got them. The point is, you got them and they're great. Not pro material, mind you, so I can't pay top dollar. But they're front page news none the less.

ANOTHER ANGLE

PETER

Great. Then you'd be interested in seeing any other pictures I might be able to get?

JAMESON

Absolutely, my boy. Absolutely. You should always give me first crack at them. We're always in the market for sensational photos. In fact, if you can get any pictures of that public menace, Spider-Man--

CONTINUED

CONTINUED

PETER
Sure, I'll . . uh, see what I can do.

JAMESON
Good. You do that.

INT LABORATORY - DAY

OCK is back at his old lab. The place is totally turned inside Out. There are smashed tables, chairs and equipment, as well as some security personnel, unconscious, lying about the room.

ANGLE ON

OCK, who rummages through the file cabins.

WIDER ANGLE to include

One of his Tentacles holding a WORKER against the wall.

OCK
Damn them. All my notes. Everything.
Gone. This is nothing but garbage.

ANOTHER ANGLE

He brings the WORKER closer to him.

OCK
What have they done with my things.
Where have they hidden them?

WORKER
I . . I don't know. I guess they've
taken everything to the main office,
downtown, but I--

OCK
You guess? You guess!!!?

ANOTHER ANGLE

He throws the WORKER across the room, knocking him into the filing cabinets.

The cabinets crash down on top of the WORKER.

ANGLE ON

OCK
Imbeciles. "You guess." Your brain
doesn't have the capability to function
in that capacity.
(He looks about the room)

CONTINUED

CONTINUED

OCK (cont'd)

Hmmph. I suppose I'll have to take this little matter up with the board of directors. Tedious, but necessary.

EXT ESU QUAD - DAY

PETER walks to class. He couldn't be happier.

FLASH runs up behind him.

MOVING SHOT - They walk together.

FLASH

Hey, Pete, wait up. I wanna talk to you.

PETER

What do you want now, Flash, some more--

FLASH

No. Now hold up, Pete. Give me a second, will ya? Listen, I just heard about your uncle. I'm sorry. I didn't know. I wouldn't have kidded you the way I have lately. Really.

PETER

(surprised)

Uh, no, um, look. It's okay. You don't have to--

FLASH

No, I do have to. Seriously, Pete, what I did was real uncool. I'm sorry. And if there's anything I can do to help, or you need a friend -- anything, you can call on me.

PETER

(touched)

Thanks, Flash. That means a lot. Thanks.

FLASH

Don't mention it pal. Catch you later in class.

FLASH leaves.

ANOTHER ANGLE

Students snicker at PETER as he walks by.

CONTINUED

CONTINUED

ANGLE ON

PETER. FLASH has taped a sign to PETER'S back, that reads, "I'M NOT AS SMART AS I LOOK."

ANOTHER ANGLE

LIZ sees PETER and quickly walks up next to him.

LIZ
Pete, I'm sorry. I'm really sorry. That was crappy.

PETER
Huh? What are you talking about--

LIZ takes the sign off PETER'S back and hands it to him.

PETER
Damn. I don't believe him. How low can you get?

LIZ
OK, he can be a real jerk sometimes, Pete.

PETER
(hurt)
Sometimes?

LIZ
OK, most of the time.

PETER looks at her, hard.

LIZ
All the time. He can be a jerk all the time. OK?

PETER smiles at LIZ.

PETER
Don't worry about it, Liz. I should have know. But, hey. Thanks for your concern.

PETER starts to leave.

LIZ
Pete?

PETER stops.

LIZ
Would you meet me after class?

CONTINUED

CONTINUED

PETER turns and looks at her as if to say, "what for?"

LIZ
It's OK, Pete. I think we should talk.
I hope you'll meet me.

LIZ leaves.

ANGLE ON

PETER. He stares after her. He's not sure what to think.

INT LIT CLASS - DAY

The class comes to an end. The STUDENTS copy notes off a blackboard.

ANGLE ON

FLASH.

PULL BACK to include

PETER, watching FLASH with a keen interest.

INSTRUCTOR
Just a reminder, your papers are due
at the start of class Monday.

ANOTHER ANGLE

The class starts to leave, noisily getting up from their desks.

PETER is still watching FLASH.

PETER'S P.O.V.: FLASH is struggling in his chair. He can't seem to get up.

FLASH
Hey! What the hell is going on? Hey!
I'm stuck. Someone help! Get me out of
here! Help!

ANOTHER ANGLE

PETER, having webbed FLASH to his chair, stands by the door, beaming. He leaves.

EXT MANHATTAN STREET - DAY

CADENCE INDUSTRIES - MAIN OFFICE: ESTABLISHING SHOT

CONTINUED

INT CADENCE INDUSTRIES - DAY

EXECUTIVES walk through a lobby area, some in groups discussing contracts. Some PEOPLE sit in the lobby, awaiting appointments.

In the center of the lobby is a RECEPTIONIST'S desk.

A MAN wearing a large overcoat and hat, which covers his face, approaches the desk. He is casing the area.

RECEPTIONIST
May I help you?

ANGLE ON

The MAN, who lifts his head and looks directly at her. It is OCK.

OCK
That depends, my dear. That all depends.

EXT MANHATTAN STREET - DAY

MOVING SHOT

LIZ and PETER walk down Fifth Ave. They are talking, probably really talking for the first time.

PETER
--And so, after my parents died, my Aunt May and Uncle Ben took care of me. Actually, I guess you might say, they're the only real parents I ever knew.

LIZ
So it must have really hit you hard, when your uncle was killed.

PETER
Yeah, harder than you know.

LIZ
Peter, I'm so sorry.

PETER
It's OK, now, Liz. I think I'll miss him forever.

(pause)
He gave me so much.

LIZ
You were lucky to have someone like him.

CONTINUED

CONTINUED

PETER
Don't I know it. But enough about me.
What about you?

LIZ
Me?

PETER
Yes, you. I'll tell you what. How about
some lunch? My treat. And you can tell
me the Elizabeth Allen story.

LIZ
Your treat? Well, then, how could I
refuse?

INT CADENCE INDUSTRIES - DAY

FAVORING - OCK

He's on a rampage. The office building is in complete chaos.

ANOTHER ANGLE

OCK holds the RECEPTIONIST, wrapped in one of his tentacles.

OCK
It's such a shame we had to make things
so difficult for each other, my dear.

ANGLE ON

A SECURITY GUARD who dives at OCK.

EFFECT: OCK swats him aside with one of his tentacles. The guard
is thrown through one of the windows.

EXT CADENCE INDUSTRIES - DAY

ANGLE ON

The GUARD, falling to the pavement below.

ANOTHER ANGLE

A CROWD of bystanders going about their business, scream and
scatter as the guard plunges toward the street.

INT CADENCE INDUSTRIES - DAY

ANGLE ON

OCK, smashing his way into CHAMBERS' office. On his way through,
he has casually tossed various people aside.

CONTINUED

CONTINUED

OCK enters CHAMBERS' office. He still holds the RECEPTIONIST.

INT CHAMBERS OFFICE - DAY

OCK

Ah, Mr. Chambers, how good of you to see me at such short notice.

ANOTHER ANGLE

CHAMBERS

Good, Lord, Octavius!

OCK

Why yes. Mr. Chambers. You always were so perceptive. Your receptionist would have announced me, but I'm afraid she's a bit tied up.

CHAMBERS

Just calm down, Otto. There's no need for any of this.

OCK

I totally agree with you, Mr. Chambers. Now, if you help me retrieve what is rightfully mine, we can end this little game, and no one else need get hurt.

CHAMBERS

That's not so easy, Otto. There's a lot of legality tied up with ownership rights. But I'm sure if we--

OCK

Tut, tut, Chambers, wrong answer.

NEW ANGLE

OCK grabs CHAMBERS by the waist, thrusts him through the window and dangles him 12 stories above the street.

OCK

Now, let's see if you can be a little more cooperative, Mr. Chambers.

EXT MANHATTAN STREET - DAY

LIZ and PETER near CADENCE INDUSTRIES. They are eating hot dogs.

LIZ

--So we started going out. Actually, Flash isn't all that bad, Pete.

CONTINUED

CONTINUED

PETE

Liz -- Anyone who calls himself "Flash"
-- I mean, can you honestly tell me
there's a real person behind that?

They are now on the opposite side of the street from CADENCE.

WIDE ANGLE

On a CROWD of onlookers gathered below, where OCK is dangling
CHAMBERS. There is obviously a commotion going on.

ANOTHER ANGLE

LIZ

Do I detect a bit of jealousy here,
Peter?

PETER

Jealousy? C'mon. How could you honestly--

NEW ANGLE

PEOPLE rush past them to get a better look. LIZ sees the
commotion across the street.

LIZ

My God, Peter, look!

PETER'S and LIZ'S P.O.V.: CHAMBERS being held by OCK's tentacles.

LIZ is staring in almost complete shock.

LIZ

What is that, Peter?

ANOTHER ANGLE

She turns to PETER. PETER is gone.

LIZ

Peter? Peter! I don't believe it. He
left me.

EXT CADENCE INDUSTRIES - DAY

Twelve stories above the ground, CHAMBERS hangs on for dear life.

OCK

Last chance, Mr. Chambers. Don't you
think it's time we were civil about all
this?

CHAMBERS P.O.V.: The street beckons below.

CONTINUED

CONTINUED

ANOTHER ANGLE

CHAMBERS
Research and Development, Otto.
Everything has been taken to our
research and development facility.

OCK
Ah, see how much better we get along,
when we're honest with each other?

CHAMBERS
Yes! Dear God, yes! Now, please, Otto,
let me go.

OCK
But of course, Mr. Chambers. That was
exactly my intention.

He releases CHAMBERS over the street.

CHAMBERS
Nooooooooo!

ANGLE ON

SPIDEY, as he swings in underneath CHAMBERS on his web.

ANOTHER ANGLE

He catches CHAMBERS, knocking the wind out of him.

CHAMBERS
Uhhmph--

SPIDER-MAN
Look who's complaining, pal. Haven't
you ever heard of weight watchers?

NEW ANGLE

SPIDEY swings down to the ground with CHAMBERS. He deposits
CHAMBERS safely on the sidewalk, amongst the ONLOOKERS.

Many cheer. Some jeer.

SPIDER-MAN
Thank you, fair citizens. I'd love to
stay and chat, but hey, duty calls.

EFFECT: He shoots a web and swings off to face OCK.

CONTINUED

INT CHAMBERS OFFICE - DAY

ANGLE ON

OCK, as he turns and faces the RECEPTIONIST.

The RECEPTIONIST screams.

OCK

Now, now, my dear . . . There's nothing
to get excited about. It is merely time
for us to end our short but prosperous
relationship.

TWO SHOT

OCK draws the RECEPTIONIST closer to him.

He kisses her.

At first, she is shocked. Shock quickly turns to revulsion.

OCK

And now, my dear, I'm afraid I must bid
you adieu...

ANOTHER ANGLE

SPIDER-MAN swings through a window opposite OCK.

The shattering glass surprises OCK.

SPIDER-MAN

Uh, Uh, Doc. The guests are still
arriving. The party's just begun.

OCK

You!

SPIDER-MAN

You always did have a way with words,
Ock.

OCK

You like to play games so much, infant?
Then . . . Catch!

WIDER ANGLE

OCK throws the RECEPTIONIST full force at SPIDEY.

ANOTHER ANGLE - Favoring SPIDER-MAN

The force knocks SPIDEY and RECEPTIONIST through a closet door.

CONTINUED

INT CLOSET - DAY

SPIDER-MAN
Are you all right, Miss?

RECEPTIONIST
I -- I think so. He -- He kissed me!

SPIDER-MAN
Yeah? Consider yourself lucky. On our first date, he knocked me senseless. If you'll excuse me--

SPIDER-MAN leaps back into the room.

INT CHAMBER'S OFFICE - DAY

OCK is gone.

EXT BUILDING - DAY

EFFECT: OCK using his tentacles, scales the wall outside the office.

EXT ROOFTOP - DAY

TWO SHOT - OCK gets to the rooftop. SPIDEY bounds on to the roof from the opposite end.

SPIDER-MAN
Now, how rude can you get, Doc? You and I were just getting acquainted and you leave without so much as a goodbye.

OCK
Goodbye.

EFFECT: OCK lashes out at SPIDEY with his tentacles.

WIDE ANGLE

Favoring SPIDER-MAN, as he leaps over the tentacles, as well as OCK, shooting his web, hitting OCK on the back and landing smoothly behind OCK.

SPIDER-MAN
Let's see if we can stick together this time, Ocky.

ANOTHER ANGLE - EFFECT: One of OCK's tentacles snips the web.

OCK
You're either very brave or very stupid. It doesn't really matter, for you'll soon be very dead.

CONTINUED

CONTINUED

EFFECT: OCK'S tentacles, all in unison, lash out as one.

ANGLE ON

SPIDEY. He leaps aside as they smash into part of the brick ledge.

ANOTHER ANGLE

A large section of the building starts to fall to the street below.

SPIDER-MAN
(sotto)

Oh no.

ANGLE ON

SPIDEY. He leaps over the side of the building, webbing the falling debris as he goes.

ANOTHER ANGLE

FAVORING SPIDEY, as he sticks to the wall with his feet and one free hand.

EXT MANHATTAN STREET - DAY

QUICK CUTS

1. The street below. Police and medical personnel have arrived by this time.

2. The crowd panics.

3. A large shadow falls over a police car, then stops, inches above it.

EXT BUILDING WALL - DAY

ANGLE ON

SPIDEY, keeping the piece of wall from hitting the street.

SPIDER-MAN
Clear out! Move back! I can't hold this
for long. . .

EXT MANHATTAN STREET - DAY

WIDE ANGLE

POLICE and PEDESTRIANS scatter.

CONTINUED

EXT BUILDING WALL - DAY

ANGLE ON

SPIDEY. He lets go of his heavy load.

EXT MANHATTAN STREET - DAY

ANGLE ON

The POLICE CAR. It is crushed.

EXT ROOFTOP - DAY

EFFECT: SPIDEY climbs back to the roof. OCK is gone.

LONG SHOT

FAVORING OCK, far in the distance, using his tentacles to vault from building to building.

He is heading toward the 59th Street Bridge.

SPIDER-MAN

Here we go again. . .

EXT MANHATTAN STREET - DAY

Third Avenue.

ANGLE ON

OCK, moving against the flow of traffic.

WIDER ANGLE

People are yelling, honking, etc.

ANOTHER ANGLE

OCK swipes a Yellow cab aside. It smashes into another car.

A third car swerves to avoid, goes on to the sidewalk, scattering pedestrians and smashes into a store front window.

NEW ANGLE

A fourth car skids into a fifth car.

A sixth car hits these two.

Streets are chaos. Worse than normal, even for New York.

CONTINUED

INT TAXI - DAY

A passenger is anxious to make his flight. He's none too happy about this delay.

PASSENGER

Come on! What is this? I'm going to miss my flight. Can't you get around this mess?

CABBIE

Hey, I'm doin' every thing I can, huh? This is normal for this time of day.

PASSENGER

I thought you said this was the quickest route.

CABBIE

It is. Don't worry. I'll get you there.

THE CABBIE'S P.O.V.: OCK is heading right toward them.

CABBIE

Christ, almighty!

EXT STREET - DAY

OCK, using his tentacles, walks on top of the Taxi.

INT TAXI - DAY

The TAXI rocks.

PASSENGER

Hey! What's--

ANOTHER ANGLE

One of OCK'S tentacles pierces the roof of the cab, punching into the seat right between the passenger's legs.

PASSENGER

Never mind, I -- think -- I'll -- walk.

EXT STREET - DAY

SPIDEY, swinging above the street, following OCK'S trail.

SPIDER-MAN'S P.O.V.: The STREET below. Cars smashed into other cars. Hydrants spilling water. Various cars with dents and holes on their hoods and roofs, made by OCK's tentacles. PEOPLE screaming and cussing.

CONTINUED

EXT 59th STREET BRIDGE - DAY

OCK crosses the bridge, with pretty much the same results as he had on the street earlier.

WIDE ANGLE

Cars skid and hit one another. A bus swerves; a car backsides the bus, pushing it into the bridge railing. Another car slams into the bus's side.

ANOTHER ANGLE

All traffic has come to a standstill. Once again, honking and shouting can be heard.

NEW ANGLE

FAVORING SPIDER-MAN, as he swings on to the bridge to face OCK.

SPIDER-MAN

Hey, Ock. You leave a trail behind you
a blind boy scout could follow.

ANGLE ON

OCK

I've had enough of your interference.
Dodge this, you moron.

EFFECT: OCK'S tentacles grab a small car and toss it with ease directly at SPIDEY.

ANOTHER ANGLE

SPIDEY leaps out of the way.

INT CAR - DAY

DRIVER'S P.O.V.: He sees the car flying directly at him.

EXT BRIDGE - DAY

The DRIVER dives out of his car, as the flying car hits and demolishes his car.

ANOTHER ANGLE

SPIDER-MAN

All right, Ock. That's it. The kid
gloves are off. You've endangered
enough people. I'm putting an end to
all this now.

SPIDEY tries to fire his webs at OCK. They hiss. They're empty.

CONTINUED

CONTINUED

SPIDER-MAN
(Sotto)

Great. Wonderful.

ANOTHER ANGLE

OCK

You've cost me enough time already,
Spider-Man. So I give you this choice.
Pursue, and try to stop me . . . or--

OCK'S tentacles push the bus through the bridge railing.

INT BUS - DAY

The PASSENGERS panic.

EXT BRIDGE - DAY

OCK
(cont'd)

--Stay and try to save these people
you're so concerned about.

EFFECT: OCK'S tentacles hold the bus in place, dangling over the river.

ANGLE ON

SPIDER-MAN

You madman.

SPIDEY leaps at the bus.

ANOTHER ANGLE

OCK releases the bus. It starts to slide forward off the bridge.

ANOTHER ANGLE

Favoring SPIDEY, as he grabs the back of the bus. He skids forward, holding on. He stops the bus.

INT BUS - DAY

The PASSENGERS lurch forward. Screams and general panic are heard.

EXT BRIDGE - DAY

SPIDER-MAN rips the emergency door off with his free hand.

SPIDER-MAN
Last stop. Everybody off.

CONTINUED

INT BUS - DAY

The PASSENGERS don't move.

SPIDER-MAN
Let's go. Move!

The PASSENGERS start to scramble out the exit.

The bus is apparently empty.

ANOTHER ANGLE

SPIDER-MAN
Is that everybody? Is there--

MOTHER
(Panicked)
No, wait! My little girl! She's not
here. She must still be on the bus.
Jennifer! Jenny!

SPIDER-MAN
Great, just great. Hold on. I'll get
her.

ANGLE ON

SPIDEY, as he crawls into the bus.

INT BUS - DAY

SPIDEY cautiously crawls on the bus floor. The bus is rocking,
like a teeter board.

SPIDER-MAN
Little girl? Jennifer? It's all right,
I'm here to help you.

Each move is deliberate, as he looks from side to side.

EXT BRIDGE - DAY

WIDE ANGLE

The bus starts to slide off the bridge. People scream.

ANGLE ON

The MOTHER panics.

ANOTHER ANGLE

The bus falls.

CROWD'S P.O.V.: The bus hits the river and starts to sink.

CONTINUED

CONTINUED

ANOTHER ANGLE

The MOTHER screams hysterically.

We hear a child's voice.

JENNIFER
Mommy? Mommy?

MOTHER'S P.O.V.: Jennifer is in the crowd trying to get to her.

MOTHER
Jennifer!

The MOTHER grabs her daughter and hugs her.

MOTHER
Oh, my baby. You're safe. You're safe.

MAN
Damn. She must have been in the crowd
with us all along. Then --

They look over the bridge again. Some shake their heads sadly.

CROWD'S P.O.V.: A swirl of bubbles where the bus just sank.

ANOTHER ANGLE

A red webbed hand pulls itself up on to the bridge. SPIDEY lifts himself up.

MAN
(Helping SPIDEY up)
Damn, will you look at this.

ANOTHER ANGLE

MOTHER
(almost in tears)
Look, she's safe. She was with us all
along. She--

SPIDER-MAN
Yeah, I know. I don't ever want to try
that again.

SPIDEY looks around. OCK is gone.

SPIDER-MAN
That's two I owe you, OCK. That's two.

CONTINUED

EXT ESU QUAD - DAY

Students are on their way to class.

LIZ is among the crowd. PETER runs up behind her.

TWO SHOT - LIZ and PETER

PETER

Liz! Wait up. I need to talk to you. I want to explain about yesterday.

LIZ keeps walking.

PETER

Liz, please.

LIZ stops. She turns and faces PETER.

LIZ

(Cold)

I don't believe we have anything to say to each other, Mr. Parker. Now, if you'll excuse me.

She starts to walk away. PETER grabs her arm to stop her.

PETER

Would you just listen to me for a minute?

LIZ

Peter, you're hurting me.

PETER, realizing his strength, lets go of her arm.

PETER

I'm sorry, Liz, I didn't mean. . .

ANOTHER ANGLE

FLASH comes running up.

FLASH

Hey! What's going on over there? I saw that, Parker.

PETER

I'll just bet you did, Flash. Those beady little eyes of yourss never miss a trick.

FLASH

That's it, Parker. I've put up with you long enough. Now c'mon. Put up your hands.

CONTINUED

CONTINUED

NEW ANGLE

FLASH starts dancing around PETER like a boxer.

FLASH
C'mon. I said put em up.

PETER
Oh, give me a break. Will you, Flash?

FLASH
The only break you'll get from me,
"Puny" Parker, is on your head.

ANOTHER ANGLE

FLASH jabs at PETER's head. PETER avoids the punch with ease.

FLASH
C'mon Parker. Stand still and fight.

ANOTHER ANGLE

FLASH throws a roundhouse. Once again, PETER easily avoids it.

PETER
Ease up, Flash. This really isn't worth
it.

FLASH throws another punch. PETER ducks.

ANOTHER ANGLE

To include LIZ.

LIZ
Stop it, Flash. Leave him alone.

FLASH keeps dancing around.

LIZ
I said stop it.

FLASH stops.

FLASH
OK, babe. But if he bothers you again,
just let me know. As for you, Parker,
I'd advise you to stay out of my way
from now on.

PETER
You bet I will. For all I know, your
stupidity might be catching.

CONTINUED

CONTINUED

ANOTHER ANGLE

PETER leaves.

FLASH

Why that no good --

FLASH starts to go for PETER again. LIZ stops him.

LIZ

Drop it, Flash. It isn't worth it.

LIZ looks at PETER as he walks away in the distance. She's not sure what to think.

EXT SCIENCE HALL - DAY

PETER is headed toward the Science Hall. HARRY runs up to him.

TWO SHOT

HARRY

Boy, you really know how to make friends and influence people, Peter. Smooth, guy, real smooth.

PETER

(Not in the mood)

Harry, did anyone ever tell you what a major pain in the ass you are?

HARRY

I try, Pete. I try.

EXT CADENCE RESEARCH AND DEVELOPMENT FACILITY - NIGHT

POLICE and MILITARY PERSONNEL swarm all over the facility. They have it completely secured.

INT RESEARCH AND DEVELOPMENT - NIGHT

Two heavily armed MARINES patrol together.

MARINE 1

Man, this place is locked up tight. An ant couldn't sneak in here.

MARINE 2

Yeah, easy patrol. That Octopus character would have to be a real nut case to try and break in here now.

The guards walk by a series of pipes and cables that lead to the ceiling.

CONTINUED

CONTINUED

ANGLE ON

TWO PIPES, in particular.

The CAMERA pans up the two pipes, where we see they are attached to DR. OCTOPUS. He's using his tentacles to hold himself against the ceiling.

He waits patiently. He knows he'll soon get his chance.

INT JAMESON'S OFFICE - DAY

JAMESON looks at new photos PETER has brought him.

JAMESON

Gimme a break, Parker. Sure, the pictures are fine, but they don't give me what I need.

PETER

What's that, Mr. Jameson? A sunny disposition?

JAMESON

Cute, Parker. Real cute. Haven't you read any of my editorials?

PETER

Well, actually . . .

JAMESON

The man's a menace, Parker. A threat to every decent person living in this city. Look here. These pictures show him as being . . . heroic!

PETER

Well, he was. I mean, he risked his life to save these people. If not for him, Dr. Octopus may well have killed many innocent people.

JAMESON

If not for him, Dr. Octopus wouldn't have taken to the streets in the first place. Spider-Man endangered those people.

PETER

Oh, come on, Mr. Jameson. Do you really believe --

JAMESON

I don't know, but I intend to find out.

CONTINUED

CONTINUED

PETER
Yeah, great. I take it then, that uh .
. . you don't want the pictures?

JAMESON
Sure, I want them. They're still news.
I just can't pay you top dollar . . .

PETER
(simultaneously)
Can't pay me top dollar. Yeah, I know.
I know.

JAMESON
Uh, yeah, right. Well, see Miss Brant.
She'll get your voucher for you.

PETER
(somewhat disappointed)
Sure, I'll do that.

PETER starts to leave.

JAMESON
Parker?

PETER stops at the door.

JAMESON
If you want to make some real money,
then get me some photos of this Spider-
Man fellow, showing him for the real
menace he is. You know, kicking a dog,
something like that. OK?

ANGLE ON

PETER. He looks totally disgusted.

ANOTHER ANGLE

BETTY BRANT pushes past PETER.

BETTY
Excuse me, Peter. I'm sorry to disturb
you, Mr. Jameson, but I think you
should see this.

She turns on JAMESON'S TV.

ANGLE ON

The TV SCREEN, where a special news report is in progress.

CONTINUED

CONTINUED

ANCHOR WOMAN
(filtered)

We are standing here in front of Cadence Industries' research and development facility, where it has been reported that Dr. Otto Octavius, also known as Dr. Octopus, has taken control of the compound. There have been unconfirmed reports that eight people have been seriously injured or killed, due to this takeover. With us to comment on this situation is Chairman of the Board for Cadence Industries, Mr. Theodore Chambers. Mr. Chambers, what immediate danger can we expect with Dr. Octopus in control of your facility?

EXT RESEARCH AND DEVELOPMENT - DAY

CHAMBERS

I don't honestly believe there is any immediate danger at this time. Though we do store important, and yes sometimes dangerous equipment here, I feel certain that once we hear Dr. Octavius' demands--

INT JAMESON'S OFFICE - DAY

CHAMBERS

(filtered)

--We can settle this quickly and peacefully without--

Jameson turns the television off.

JAMESON

Miss Brant, get Foswell down there right away and Parker? Parker??

PETER is gone.

JAMESON

I like that. On the job already.

EXT MANHATTAN STREET - DAY

ANGLE ON

SPIDER-MAN, swinging from building to building, on his way to the Cadence facility.

CONTINUED

EXT RESEARCH AND DEVELOPMENT - DAY

WIDE ANGLE

A large CROWD has gathered. POLICE have set barricades.

Military trucks are parked in front of the gates.

SOLDIERS surround the building.

SPIDEY swings on to the scene.

ANOTHER ANGLE

GUARDS rush to SPIDEY and surround him.

GENERAL

Get that nut case out of here.

GROUP SHOT

Four guards rush to SPIDEY at once.

ANOTHER ANGLE

SPIDEY leaps over them.

WIDER ANGLE

Five more rush him. SPIDEY grabs one of the guards and throws him into the other four.

SPIDER-MAN

Back off. I'm here to help.

The guards hesitate.

GENERAL

I gave some orders there, soldiers. I expect you to follow them.

ANOTHER ANGLE

The GUARDS surround SPIDEY again.

This time, they all train their guns on him.

ANGLE ON

SPIDER-MAN

Hey, come on fellas. Take it easy, will ya? Didn't you ever hear that it's impolite to point?

The GUARDS start to move in.

CONTINUED

CONTINUED

ANOTHER ANGLE

CHAMBERS rushes in.

CHAMBERS

Wait! It's all right. I know this man.
Please back away.

SOLDIER

General?

CHAMBERS

It's all right. I'll vouch for him.

GENERAL

(pause)

Let him thorough.

The guards lower their guns and back away.

TWO SHOT

SPIDER-MAN

Thanks. I owe you one.

CHAMBERS

Then, consider us even, Spider-Man. Do
you really think you can stop Octavius.

SPIDER-MAN

I don't know for sure, but I aim to
try.

CHAMBERS

I should warn you, Spider-Man. We make
weapons at this facility. We make them
purely to sell. I know Octavius. He'll
use them without a second thought. He
has enough fire power to blow up
Manhattan, and then some.

SPIDER-MAN

Great. I love a challenge. What do you
propose I do?

CHAMBERS

Follow me. I can show you a floor plan
of the building.

INT TENT - DAY

CHAMBERS shows SPIDEY a diagram of the building.

CONTINUED

CONTINUED

CHAMBERS

He's got all the entrances and exits blocked. You go in the wrong way, Boom!

SPIDER-MAN

I always did have an explosive personality.

CHAMBERS

Uh, yes, I'm sure. Now the best way to enter unseen is through the ventillation system, here.

He points to a spot on the diagram.

CHAMBERS

They're a bit tight, but I believe someone with your, uh, unusual talent, should find it less than difficult.

SPIDER-MAN

Thanks for your vote of confidence.

CHAMBERS

Yes. Well. Once you're in, you need to avoid the cameras. If he spots you, it'll be all over.

SPIDER-MAN

I'm with you so far.

CHAMBERS

Good, good. Now, this is central control. This is where Octavius is holed up. Now directly opposite this room is a small research lab. It is in this room you should find a large metal canister marked ISO-36. This is an experimental compound developed to treat high radiation exposure. If you can get close enough to Octavius, you might be able to cover his tentacles with it, possibly cutting off the signals from his brain to his tentacles.

SPIDER-MAN

Possibly? You mean this may not work?

CHAMBERS

Like I said, it's experimental. And I'm afraid at this point in time . . . untested.

CONTINUED

CONTINUED

SPIDER-MAN

Great. What do I do if it doesn't work?

CHAMBERS

Pray.

INT CONTROL ROOM - DAY

ANGLE ON

OCK, in the control room, working.

A red warning light starts to flash. Security has been breeched.

ANOTHER ANGLE

OCK checks his TV monitors. He sees SPIDEY crawl along the side of a wall entering through a ventilation duct. OCK smiles.

INT HALLWAY - DAY

SPIDEY cautiously walks down the corridor.

INT CONTROL ROOM - DAY

OCK starts to push various buttons, watching the monitors all the while.

INT HALLWAY - DAY

ANGLE ON

SPIDEY, as . . .

An electric beam shoots out. SPIDEY leaps aside, avoiding it.

A heavy piece of machinery drops. SPIDEY leaps to the wall.

A laser fires at the wall. SPIDEY flips to the floor.

The floor shoots bolts of electricity out at SPIDEY.

SPIDEY leaps to the ceiling out of the camera's eye.

ANOTHER ANGLE

He crawls on the ceiling towards the control room.

INT CONTROL ROOM - DAY

ANGLE ON

OCK, watching the monitor. SPIDER-MAN is no longer in sight.

CONTINUED

CONTINUED

OCK smiles.

OCK

Most ingenious.

ANOTHER ANGLE

OCK pushes a button, which opens the door to the control room.

OCK sits and waits.

INT LABORATORY - DAY

SPIDEY has gained access to the lab adjacent to the control room.

SPIDER-MAN'S P.O.V.: The container marked ISO-36.

SPIDER-MAN

Bingo.

ANOTHER ANGLE

SPIDEY removes his gloves. He mixes some of the compound in with his web fluid.

SPIDER-MAN
(Sotto)

Here's hoping.

SPIDEY puts his gloves back on.

INT HALLWAY - DAY

SPIDEY goes out into the hallway. He sees the open door.

SPIDER-MAN

He's got to be kidding.

EFFECT: Spidey leaps to the ceiling.

INTERIOR CONTROL ROOM - DAY

SPIDEY, still on the ceiling, enters the control room.

ANGLE ON

OCK, sitting with his back to the door.

OCK

Welcome, Spider-Man, do join me.

ANOTHER ANGLE

An electrical force shoots through the ceiling.

CONTINUED

CONTINUED

SPIDEY drops to the floor.

SPIDER-MAN

Yeouch.

FAVORING OCK - He swivels in his chair and faces SPIDEY.

OCK

Spider-Man. Spider . . . Man.
Fascinating. To think, at one time I
had an absolute fear of insects . . .
Bugs. After the accident that caused my
-- affliction? Yes, I think affliction
would be accurate. I realized my true
potential. I began to see people as
they really were -- insects. They were
nothing more than insignificant bugs.
So what was there to really be afraid
of? Nothing, absolutely nothing.

OCK stares long and hard at SPIDEY.

OCK

I think it's time we ended this little
game. This is the finale, Spider-Man.
I'm afraid only one of us will be
leaving here alive.

OCK smiles.

OCK

Care to place any bets?

ANOTHER ANGLE

SPIDEY stands up.

SPIDER-MAN

No, Ock, I don't. I want you to listen
to me. Just listen. I know you've been
through a lot recently. So have I.
There's no reason for us to fight, now.
Let's not do anything we might both
regret later. So why don't you just
walk out that door with me, and give
yourself up? C'mon, Doc. I only want to
help you.

OCK

Help me? My, how generous of you. I'd
like to help you too . . . to an early
grave.

CONTINUED

CONTINUED

ANOTHER ANGLE - EFFECTS: OCK lashes out at SPIDEY with his tentacles.

SPIDEY leaps straight up and backflips out of the way, avoiding them. SPIDEY lands in another of his famous poses, this time poised to fight.

SPIDER-MAN

Okay, Ock. I gave you a fair chance.
Let's go. Let's see what those screwy
arms of yours can really do.

ANOTHER ANGLE

SPIDEY stands up again. He stands in front of a wall of solid metal.

OCK punches at SPIDEY's head with his right lower tentacle.

SPIDEY ducks slightly to the left.

C.U. The tentacle punches a hole in the wall where SPIDEY'S head was.

ANOTHER ANGLE

OCK punches at SPIDEY with his opposite, higher tentacle.

Once again, SPIDEY dodges, as the tentacle punches another hole.

ANOTHER ANGLE

SPIDER-MAN

Not bad, Ocky. Though if I were you,
I'd stay away from doing interior
design.

OCK

Ah, a babbling idiot to the end, I see.

ANOTHER ANGLE - EFFECT: OCK lashes out with all four tentacles at once.

SPIDEY roles underneath them.

EFFECT: The two high tentacles grab for SPIDEY.

SPIDEY grabs them and ties them into a knot.

EFFECT: OCK counters with his two remaining lower tentacles.

ANOTHER ANGLE - EFFECT: SPIDEY leaps over them, sticking to the wall, and grabs these two.

CONTINUED

CONTINUED

OCK draws his tentacles in, pulling SPIDEY off the wall.

OCK
Not only am I stronger than you, child--

NEW ANGLE - EFFECT: OCK shoots his tentacles out, slamming SPIDEY into the wall, hard.

OCK
But I'm smarter and craftier too.

ANOTHER ANGLE - EFFECT: OCK starts to slam the two knotted tentacles down on SPIDEY like a sledge hammer.

Using the two tentacles that OCK smashed him against the wall with, SPIDEY vaults over OCK and out of the way of the bludgeoning tentacles.

SPIDER-MAN
Yeah, and a lot gabbier too.

ANOTHER ANGLE - EFFECTS: OCK'S tentacles untangle themselves.

They lash out again and wrap themselves around SPIDEY.

ANOTHER ANGLE

SPIDEY struggles to free himself.

OCK
I see you get wrapped up in your work.

SPIDER-MAN
Work? Pal, I don't even have a pension plan.

ANOTHER ANGLE

SPIDEY breaks free.

SPIDEY grabs one of OCK'S tentacles and, flipping backwards, whips it. This throws OCK, back.

EFFECT: OCK recovers by using his tentacles to cartwheel. This counters his momentum.

ANOTHER ANGLE - EFFECT: SPIDEY fires a web at OCK's tentacles.

It misses.

EFFECT: OCK grabs at SPIDEY again, using all his tentacles.

CONTINUED

CONTINUED

ANOTHER ANGLE

SPIDEY runs directly at OCK, jumps, dives and flips directly over his head.

OCK
Your acrobatics are most impressive.
Entertaining to say the least.

SPIDER-MAN
Hey, we aim to please.

OCK
And I aim to kill.

ANOTHER ANGLE - EFFECTS: OCK lashes out with his lower tentacles, smashing SPIDEY in the stomach.

SPIDEY buckles and falls to his knees.

OCK counters with his higher tentacles, bringing them together to crush SPIDEY'S head.

ANOTHER ANGLE

SPIDEY grabs the two high ones and, flipping backwards, he kicks OCK in the face.

ANOTHER ANGLE

OCK crashes backwards.

OCK
(rubbing his face)
You . . . you kicked me.

WIDER ANGLE

OCK screams. In a rage, he charges at SPIDEY, punching at him with his tentacles individually in rapid succession.

SPIDEY flip-flops, one step ahead of each blow, finally executing a perfect back flip and landing on the wall.

SPIDER-MAN
Geez, what are you so peeved about? You try to kill me, and all I did was give you a little love tap.

ANOTHER ANGLE

OCK smashes out at SPIDEY again.

CONTINUED

CONTINUED

ANGLE ON

SPIDEY. He leaps from the wall as OCK'S tentacles crash into it.

SPIDEY lands on the opposite side of OCK.

SPIDER-MAN

Play time's over, Ock. Time to come in.

ANOTHER ANGLE - EFFECTS: SPIDEY fires his webs at OCK'S tentacles in rapid precise movements.

His webs hit all four.

Nothing happens.

ANOTHER ANGLE

OCK

(laughs)

Was that your best shot?

SPIDER-MAN

(sotto)

I was kinda hopin' it was. . .

ANOTHER ANGLE - EFFECTS: OCK'S tentacles grab SPIDEY again.

They toss him across the room, into the control room console.

ANGLE ON

The CONSOLE. It breaks. Smoke and sparks shoot out.

ANOTHER ANGLE - EFFECTS: OCK starts to pummel SPIDEY with blow after blow.

SPIDEY falls to the ground.

ANGLE ON

One of OCK'S tentacles, as it grabs SPIDEY by the neck and starts to drag him towards OCK.

INSERT: A broken cable on the floor inches from SPIDEY'S head.

ANOTHER ANGLE

SPIDEY grabs the cable and shoves it into one of OCK'S free tentacles.

ANOTHER ANGLE

OCK screams and releases SPIDEY.

CONTINUED

CONTINUED

SPIDEY rolls away from OCK.

OCK
You moron! You would have killed us
both. I was going to kill you quickly,
but now--

ANGLE ON

OCK starts to advance towards SPIDEY.

His tentacles waving menacingly in the air.

Suddenly, one of his tentacles attacks another.

OCK
What? My tentacle? It no longer obeys
me.

They all start to fight each other, tangling themselves up.

ANOTHER ANGLE - To include SPIDER-MAN.

SPIDER-MAN
(sotto)
All right. Better late than never.

SPIDEY struggles to stand up. He stands.

OCK
No! I've lost control.

SPIDER-MAN
You're catching on quick, Doc.

OCK
(trying to regain control)
It won't work. I'll beat you yet.

ANOTHER ANGLE

OCK'S tentacles start to attack OCK.

OCK
Now, they're attacking me.

SPIDER-MAN
Ease up, Doc, I'll give you a hand.

OCK
(panicking)
Help me. Help me! I can't handle them.

CONTINUED

CONTINUED

ANOTHER ANGLE - EFFECTS: The tentacles start to swing wildly at everything.

SPIDEY tries to help, but he's knocked aside.

QUICK CUTS

1. The tentacles smash into equipment and chemical containers.
2. A small fire breaks out. The room fills with smoke.
3. Small explosions are set off in the room.

ANOTHER ANGLE

SPIDER-MAN

Ock, I can't see you. Try to get out.
the room may blow any second., Ock! Can
you hear me!

EFFECTS: SPIDER SENSE goes crazy.

SPIDER-MAN

Damn.

ANOTHER ANGLE

SPIDEY dives out of the room the split second it blows.

Flames billow out after him.

INT HALLWAY - DAY

ANGLE ON

SPIDEY, who leans against the wall and slowly slides to the floor.

SPIDER-MAN

Christ, Doc, I'm sorry.

SPIDEY slowly gets up and painfully starts to leave.

ANOTHER ANGLE

SPIDEY turns with a start.

The wall next to him bursts open.

ANOTHER ANGLE

Ock, scorched by the flames, is out for blood.

CONTINUED

CONTINUED

My God. SPIDER-MAN

EFFECT: OCK's tentacles grab SPIDEY and throws him thorough a window at the end of the hall.

EXT BUILDING - DAY

ANGLE ON

SPIDER-MAN. He smashes through the window, twists around, and, shooting his web, snags the building wall.

ANOTHER ANGLE

He awkwardly slams against the wall.

EFFECT: OCK's tentacle reaches through the window, and snips the web.

The web sticks to OCK'S tentacle.

OCK tries to shake it free.

ANOTHER ANGLE

SPIDEY whips himself in through the window.

INT HALLWAY - DAY

OCK
You will die, SPIDER-MAN. I promise
you, you will die.

OCK takes hold of SPIDEY and throws him down the end of the hallway.

ANGLE ON

SPIDEY slides into the wall.

ANOTHER ANGLE

OCK, propelled by his tentacles, charges after him.

More explosions. The hallway becomes engulfed in flames.

WIDER ANGLE

SPIDEY leaps to the ceiling. The floor gives way. OCK falls through.

ANGLE ON

SPIDEY. Crawling along the ceiling, he heads toward the broken window.

CONTINUED

CONTINUED

ANOTHER ANGLE

To include OCK's tentacle. It reaches out from the hole in the floor and pulls SPIDEY down.

SPIDEY smashes on to the floor.

ANOTHER ANGLE

OCK'S tentacle slowly drags SPIDEY toward the hole. The ceiling gives way. Rubble falls into the hole.

INSERT: C.U. The tentacle holds on to SPIDEY'S leg. But it is no longer moving.

PULL BACK

To see the tentacle is no longer attached to OCK.

ANOTHER ANGLE

SPIDEY pulls the tentacle off his leg. He stands up. His legs are wobbly.

ANOTHER ANGLE

With his last ounce of energy, he bounds for the window and dives out as the entire floor he was on explodes.

EXT BUILDING - DAY

ANGLE ON

A light pole outside the building.

SPIDEY grabs the top of the pole, giant swings to control his momentum, lets go and lands safely on the ground below.

ANOTHER ANGLE

SOLDIERS, MEDICAL PERSONNEL and CADENCE WORKERS rush forward. CHAMBERS is among them.

SPIDER-MAN

Ock . . . He's gone.

CHAMBERS

(taking charge)

Move in. We might still be able to save part of the building. Let's go, people. Move it.

The GENERAL pushes through.

CONTINUED

GENERAL
Clear out. This building is liable to
go up any second.

CHAMBERS
(desperate)
No. We can still save--

GENERAL
I said clear out.

ANOTHER ANGLE

CHAMBERS starts to head for the building.

GENERAL
Restrain that man.

Two SOLDIERS grab CHAMBERS.

CHAMBERS
No, you don't understand. We'll lose
everything. Please.

GENERAL
(pointing to SPIDEY)
And get this man medical attention.

WIDER ANGLE

PARAMEDICS rushes to SPIDEY'S aid.

SPIDER-MAN
No, No -- I'm OK. It's all right. I'm
OK.

GENERAL
Are you sure?

SPIDER-MAN
Yeah. I'll probably hurt for a month,
but I'm OK.

The GENERAL nods. The PARAMEDICS pull back.

ANOTHER ANGLE

GENERAL
Listen, what you did in there? It was
pretty--

SPIDER-MAN
Yeah, I know. But what can I say?
Bravery comes with the job.

CONTINUED

GENERAL

Actually, what I was going to say is that it was pretty stupid. But thanks. You did good. If there's anything you need?

SPIDER-MAN

I could use a ride back to the city. It's been a long day and I'm beat.

ANGLE ON

SPIDER-MAN, as he lifts his shirt and removes an automatic camera from his belt. It is still slowly clicking away.

LONG SHOT

The rest of CADENCE'S RESEARCH and DEVELOPMENT CENTER explodes and goes up in flames.

FREEZE FRAME ON THE BURNING BUILDING.

FADE TO BLACK AND WHITE

INT DAILY BUGLE - DAY

AS WE CUT TO

INSERT C.U.: PHOTO, same freeze frame of the burning building.

JAMESON

(V.O.)

Is this all you were able to get?

ANOTHER ANGLE

JAMESON holds the photograph in his hand, one of several.

JAMESON

A few shots of Spider-Man fighting this Octopus guy and a burning building. C'mon. What am I supposed to do with these?

PETER stands nearby. His clothes are rumpled and his face is cut and bruised.

PETER

I was lucky to get those.

JAMESON

(not listening)

And another thing. You're still making Spider-Man look too damn heroic. You've got to do better.

CONTINUED

PETER
Better? I risked my life for these
photos, and all you can say is "do
better?"

JAMESON
(Looking at PETER)
Yeah, Parker. What happened to you? You
get hit by a truck or something? You're
a mess. You need to shape up, son.

PETER
Shape up?

ANOTHER ANGLE

JAMESON turns to his office speaker and pushes a button.

JAMESON
Miss Brant, call copy have them tear
down page one. Tell them to make room
for new art. Also make out another
voucher for Parker.

BETTY
(filtered)
Yes, sir. Right away.

JAMESON
(He looks at Peter again, shakes his head)
I don't know, son. I just don't know.

PETER
I take it you like the pictures,
though? I mean, you are using them. As
for Spider-Man, well, he's really not
all that bad. He did risk his life
fighting Dr. Octopus, after all. That
must mean something?

JAMESON is completely quiet.

He looks over PETER'S pictures one more time.

JAMESON shakes his head again.

ANOTHER ANGLE

JAMESON
So that's it then, huh, Parker? I don't
think you really listen to me son. I
mean, these photos of Spider-Man. Come
on, what are you, a relative of his or
something? The guy comes across looking
like a goddamn saint.

CONTINUED

CONTINUED

PETER

(exasperated)

I shoot what I see. If it comes across --

JAMESON

Well, maybe you should shoot what you don't see, Parker, if you get my drift. Look, our story's going to say he broke on to a restricted area, assaulted a federal officer and might even have been this Octopus guy's accomplice.

PETER

What?

JAMESON

He could have deliberately set this fire

(holds up burning building picture)
to cover his tracks. Keep trying, kid, you'll learn.

TIGHT C.U.

of PETER fills the screen. He winces.

PULL BACK from PETER to see

INT MAY'S HOUSE - DAY

TWO SHOT - MAY is dabbing alcohol on PETER'S cuts and bruises.

MAY

Peter, I never knew you were so careless. You promised me you'd be more careful.

PETER

I'm sorry Aunt May. I'll be more careful in the future. I promise.

MAY looks at him with some doubt.

PETER

Really. I mean it this time.

MAY

(frowns)

Sometimes I just don't know, Peter.

ANGLE ON

PETER. He reaches into his pocket and pulls out an envelope.

CONTINUED

CONTINUED

PETER
By the way, I have something for you,
Aunt May.

ANOTHER ANGLE

He hands her the envelope. It contains a little over a thousand dollars.

PETER
I sold a few pictures. I figured this
would help pay some of our bills.

MAY
Why, Peter, I don't know what to say.
I'm so proud of you. Ben always said
you were the most wonderful boy in the
world.

MAY gives PETER a hug.

MAY
But, this still doesn't excuse what you
did to your face, Peter.

ANOTHER ANGLE

She dabs some more alcohol on.

PETER
Aunt May --

MAY
Now, hush up, Peter.

We hear a knock at the door.

PETER
(jumping up)
I'll get it.

MAY
Peter --
(He has left the room)
Oh, never mind.

INT/EXT MAY PARKER DOORWAY - DAY

ANGLE ON - PETER. He opens the door.

ANOTHER ANGLE

To include LIZ.

CONTINUED

CONTINUED

PETER
Liz!

LIZ
(simultaneously)
Peter!
(seeing his face)
You poor baby. What happened?

PETER
(embarrassed)
Uh, nothing really. Would you believe I
got up on the wrong side of the bed?

LIZ
Oh, really, Peter.

PAUSE. They look at each other.

PETER
Listen, I'm sorry --

LIZ
(simultaneously)
I wanted to apologize --

They laugh.

LIZ
You first.

PETER
No, you please.

ANOTHER ANGLE

PETER leans casually against the open doorway as they talk.

LIZ
I called a little earlier and you
weren't home. Since I was in the
neighborhood -- anyways, I thought I
might as well stop by. So --

PETER
I'm glad you did. Look. The reason I
left you on the street yesterday, I was --

LIZ
You don't have to explain, Peter. I
know.

PETER
(shocked. He straightens up.)
You do?

CONTINUED

CONTINUED

LIZ

Yes. Here.

She hands PETER a copy of the morning edition of the DAILY BUGLE.

INSERT: The paper.

His photos of SPIDEY rescuing CHAMBERS are on the front page with the credit underneath, reading "PHOTOS by PETER PARKER."

ANOTHER ANGLE

LIZ

I'm sorry. I should have let you explain.

PETER

(relieved)

Oh no. That's OK. I shouldn't have --

MAY calls from the living room.

MAY

(O.S.)

Peter, who's at the door.

PETER

(calling back)

It's OK, Aunt May. It's a friend of mine.

PETER turns back to LIZ.

PETER

I'm sorry. Would you like to come in?

LIZ

Actually, I was hoping that you'd like to go out.

PETER

Go out?

LIZ

Sure. How about some pizza? My treat.

PETER

Pizza, Liz? What on earth for.

LIZ

(A little embarrassed)

Well, actually, I -- well -- do you know what I think, Peter?

CONTINUED

CONTINUED

ANGLE ON

PETER
(smiles)

Liz, I never know what you think.

He calls back to MAY.

PETER
Aunt May? I'm going out for awhile.
I'll be back soon.

MAY
(O.S.)
That's fine, Peter. Don't be too late.
(pause)
And for heaven's sakes, be careful.

PETER steps outside.

PETER
(chuckles)
I will, Aunt May. I will.

EXT NEIGHBORHOOD STREET - DUSK

The sun is beginning to set.

TWO SHOT

LIZ takes a hold of PETER'S hand.

LIZ
I have a feeling this is the start of a
beautiful friendship, Mr. Parker.

PETER
(smiles)
If we're lucky, this may be the start
of the end of a beautiful friendship,
Miss Allen.

ANOTHER ANGLE

A woman's scream (O.S.) is heard. PETER turns with a start.

ANGLE ON

LIZ
Miss Allen, I like that, Peter, Peter?

ANOTHER ANGLE

PETER has left her with no explanation.

LIZ
I can't believe it! That jerk!

THE END