

"The Curious Case of Benjamin Button"

Screenplay

by

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Based on the short story by F. Scott Fitzgerald

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"The Curious Case of Benjamin Button"

As all things do, it begins in the dark. EYES blink open. Blue eyes. The first thing they see is a WOMAN near 40, standing looking out a window, watching the wind blowing, rattling a window.

A WOMAN'S (V.O.)

What are you looking at?

CAROLINE

The wind, Mother... They say a hurricane is on its way... You've been asleep... I was waiting to see you...

1 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

1

Now we see we're in a hospital room with layers of white enamel paint trying without success to hide the years... An old WOMAN, past 80, withered, still regal with a green turban around her bald head is propped by pillows, her blue eyes looking out at us from her bed... She's connected to an intravenous for sustenance and a morphine drip... Her name, is DAISY FULLER. She speaks with a Southern lilt.

DAISY

If it wasn't for hurricanes we wouldn't have a hurricane season.

CAROLINE

I've forgotten what the weather can be like here. I've lived with four seasons so many years now.

We see a young Black Woman, a "caregiver," DOROTHY BAKER, in a corner, thumbing a magazine, with one eye at the window...

DOROTHY BAKER

I saw on the news they're predicting trouble...

DAISY

1928 they stacked people like firewood to close a hole in a levee.

But Daisy has other things on her mind... murmuring...

1 CONTINUED:

1

DAISY (CONT'D)

It all runs together... like a
fingerprinting... I feel like I'm
on a boat, drifting...

CAROLINE

(tenderly)

Can I do anything for you, Mother?
Make anything easier?

DAISY

Hmmm. There is nothing to do,
Caroline. This is what it is...
I'm finding it harder to keep my
eyes open... my mouth all filled
with cotton...

And agitated, feeling confined, she scratches at her
nightgown as if it were sticking to her... she starts to take
it off... Dorothy gets up and straightens it for her.

DOROTHY BAKER

There, there, Miss Daisy... you'll
scratch yourself to ribbons...

(to Caroline)

It's their way of letting go...

(the finality)

...prob'ly today.

Caroline is well aware of it, but the words, her
admonition of death being so close at hand, makes
everything even more present...

CAROLINE

Do you want more medication,
Mother? The doctor said you can
have all you want.

Daisy is quiet, looking into the distance. Caroline,
seeking closure, sits on the bed with her and starts to
cry. Daisy puts her thin arms around her daughter,
comforting her.

CAROLINE (CONT'D)

A friend told me she never had a
chance to say goodbye to her
mother.

(grateful to have the
chance)

I wanted to thank you, Mother, for
bringing me into this world. For
raising me so well.

(MORE)

(CONTINUED)

1 CONTINUED: (2)

1

CAROLINE (CONT'D)

I wanted to tell you how much
you've meant to me. I'm going to
miss you so much...

They hold each other for some time... They separate...
And there's an awkwardness they have nothing left to talk
about... nothing left to say to each other... a hole in
their relationship... Caroline fills it with the eternal
question...

CAROLINE (CONT'D)

Are you afraid?

DAISY

Curious. What comes next...

She winces at some physical pain.

DOROTHY BAKER

The pain's coming more steadily...
Her breathing will falter soon...
No need for her to suffer..

She raises the morphine level... Daisy closes her eyes...
drifting with the morphine... and a thought, a dream, a
sound, crosses her mind... and she says...

DAISY

They built that train station in
1918. Your father was there the
day it opened... He said a tuba
band was playing...Oom-pah-pah...

2 EXT. THE NEW TRAIN STATION, NEW ORLEANS - DAY, 1918

2

And we see a TUBA BAND is playing while a ribbon cutting
ceremony is taking place across the steps of the new
TRAIN STATION...

DAISY

Oom-pah-pah, oom-pah-pah...The
finest clockmaker in all of the
South built that clock...

3 INT. CLOCKMAKER'S SHOP, NEW ORLEANS - NIGHT, 1917

3

We see an old French Quarter storefront with an endless
array of clocks and watches...

DAISY'S (V.O.)

His name was Mr. Gateau. Mr.
Cake.

- 4 INT. THE HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT 4
The slightest of smiles crosses Daisy's lips... saying to herself again... "Mr. Cake..."
- 5 INT. CLOCKMAKER'S SHOP, NEW ORLEANS - MORNING, PRESENT 5
We see a diminutive man in a frock coat with small, delicate hands, "Mr. Cake," working in his downstairs workshop. More than a few clocks stroke midnight, a handsome Creole Woman comes into the workshop...

5 CONTINUED:

5

DAISY'S (V.O.)
 He was married to a Creole of
 Evangeline Parish and they had a
 son.

Taking his arm, she helps him up to show him to his bed.

DAISY'S (V.O.) (CONT'D)
 Did I mention, Mr. Gateau was from
 birth, absolutely blind.

6 INT. CLOCKMAKER'S SHOP, NEW ORLEANS - NIGHT, 1917

6

...The clockmaker his fine hands blindly working...

DAISY'S (V.O.)
 And when their son came of age,
 like boys will do, he joined the
 army. They saw him off at the old
 train station.

7 EXT. OLD TRAIN STATION, NEW ORLEANS - DAY, 1917

7

An old wooden barn of a building. Their son, hugging his
 parents, getting on a flatbed train crowded with other
 soldiers, pulling away... Mr. Gateau, blindly waving his
 hat goodbye to his son...

DAISY'S (V.O.)
 Oh how he worked, for months he
 did nothing but work on the clock
 for the great train station.

8 INT. WORKSHOP BELOW THE CLOCKMAKER'S HOME - NIGHT, 1918

8

The sound of clocks constant ticking. Mr. Gateau at
 work...

DAISY'S (V.O.)
 One day a letter came...

Blanche comes into the workshop... a letter in her
 hand... She reads to her blind husband...

BLANCHE DEVEREUX
 "I am sorry to inform you that
 your son was killed fighting for
 his country, at the battle of the
 Marne. In the death of Sgt.
 Martin Gateau I lose one of my
 most trusted men.

(MORE)

8 CONTINUED:

8

BLANCHE DEVEREUX (CONT'D)

When I informed members of our company he had fallen, on every face could be seen the mark of sorrow... ..we were in hope the Lord would spare him to return home together... Alas this was not to be. I send along his pants, shirt, cavalry pin, kerchief, and haircomb."

DAISY (V.O.)

Mr. Gateau, done for the night, went up to his bed.

Mr. Gateau, blindly feeling his way up the stairs...

DAISY'S (V.O.)

And their son came home.

9 EXT. OLD TRAIN STATION, NEW ORLEANS - DAY, 1918

9

We see "Mr. Cake" in his familiar hat, his wife holding his arm, standing among the rows of coffins.

DAISY'S (V.O.)

They buried him where the Gateau family had been buried for a hundred and seven years...

10 EXT. NEW ORLEANS CEMETERY - DAY, 1918

10

An old New Orleans cemetery, vines crawling the sepulchers.

DAISY'S (V.O.)

Mr. Cake went back to work on his clock... laboring to finish...

11 INT. THE CLOCK WORKSHOP, NEW ORLEANS - LATE NIGHT, 1918

11

Mr. Gateau blindly setting the last spring, closing up the clock back... finished at last.

DAISY'S (V.O.)

It was a morning to remember... Papa said there were people everywhere...

12 INT. THE NEW TRAIN STATION, NEW ORLEANS - DAY, 1918

12

And we see a large throng gathered to watch the unveiling of the clock. Politicians, citizens, and pickpockets alike...

(CONTINUED)

12 CONTINUED:

12

DAISY'S (V.O.)

Even Teddy Roosevelt had come.

And we see the distinctive figure of Theodore Roosevelt, in overcoat and hat, the war heavy on his shoulders. We watch Mr. Cake, with the aid of an assistant, climbing the scaffolding to his clock covered by a velvet drape... He stands for a moment... and with a simple tug, releases the purple swath... People gasp at the magnificent clock... "Mr. Cake" winds the clock, which chimes a glorious chime... Pushed by an angel, the second-hand begins its eternal journey...going around... Everyone cheers... until they realize the clock is going the wrong way... traveling backwards in time... A man shouts, "It's running backwards!"

MONSIEUR GATEAU

I made it this way... so that perhaps, the boys who were lost in the war might stand and go home again...

13 EXT. BATTLEFIELD - DAY, 1918

13

And we see just that... bullets leaving mens' wounds sailing back into the rifles from whence they came... limbs, whole again... cannon balls rocketing backwards into the cannons' breech... Fallen come to their feet, to live and breathe again.

MONSIEUR GATEAU (V.O.)

... home to farm, to work, have children, to live long, full lives...

14 INT. THE NEW TRAIN STATION, NEW ORLEANS - DAY, 1918

14

Teddy Roosevelt, bereft, removes his hat...

MONSIEUR GATEAU

Perhaps, my own son might come home again...

15 EXT. OLD TRAIN STATION, NEW ORLEANS - DAY, ANOTHER TIME

15

And we see his own son, Martin, once again full of life hopping backward off the train to land where his journey started... back in the arms of his loving parents...

16 INT. TRAIN STATION, NEW ORLEANS - DAY, 1918 16

MONSIEUR GATEAU

I'm sorry if I offended anybody. I
hope you enjoy my clock.

And his wife holding his arm, he makes his way across the terminal and exits... The crowd is motionless. They look to Teddy Roosevelt for guidance... but he simply puts his hat on, and with his guardians, is gone...

DAISY'S (V.O.)

Mr Cake was never seen again.
Some say he died of a broken
heart. Some say he went to sea...

17 EXT. THE MISSISSIPPI RIVER - AT THE END OF A DAY 17

Mr. Gateau, blindly rowing... away...

18 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT 18

DAISY

He just rowed...rowed...away...

The wind loudly rattles the window...they turn to look...

DOROTHY BAKER

Do you mind if I make myself a
call? I've got somebody watching
my little boy.

CAROLINE

No, please go call...

It's quiet, Caroline sitting on the bed with her dying mother... with the wind knocking at the window... After some moments:

CAROLINE (CONT'D)

I hope I haven't disappointed you,
Mother.

DAISY

Oh honey, you could never
disappoint me.

CAROLINE

I wished I had more to show for
myself. I know you would have
liked to have had grandchildren.
(MORE)

18

CONTINUED:

18

CAROLINE (CONT'D)

My life hasn't been all that...
normal...

As if to say the pieces haven't all fit... trying to
articulate it...

CAROLINE (CONT'D)

I'm either a step ahead... or a
step behind...

DAISY

What's normal? A hat full of
sand.

CAROLINE

What?

DAISY

(going on)

I need my brown suitcase... The
envelope...

CAROLINE

An envelope?

Caroline doing what she's asked goes over to one of the
suitcases by the bed... She opens it... and among the
clothes and the keepsakes, there is indeed an old
envelope.

CAROLINE (CONT'D)

This one?

DAISY

I tried to read it a hundred
different times... but I couldn't
bring myself...

CAROLINE

What do you mean?

DAISY

Read it to me.

Daisy closes her eyes... Caroline takes out a sheath of
papers... It's a journal of some kind written in
longhand... Pages have come undone... scraps of paper,
even some napkins...

DAISY (CONT'D)

(murmurs)

Just the sound of your voice...

(CONTINUED)

18 CONTINUED: (2)

18

And for her mother's sake she begins to read *it*... with no particular interest, like reading to someone a selection from a menu's choices...

CAROLINE

It's dated "April 4, 1985." It says, "New Orleans."

(after a beat)

"This is my last will and testament...

(which starts to engage her)

I don't have much to leave... few possessions, no money really... I will go out of this world the same way I came in, alone and with nothing.

(finding herself engaged)

All I have is my story... I'm writing it now while I still remember it..."

She's interested. She looks over at her mother. But her mother's eyes are closed...

CAROLINE (CONT'D)

"My name is Benjamin..."

And Caroline's voice becomes a young MAN'S voice...

A MAN'S (V.O.)

"Benjamin Button... and I was born under unusual circumstances."

19 EXT. NEW ORLEANS - NIGHT 1918

19

THERE'S SUDDENLY AN EXPLOSION OF FIREWORKS.

BENJAMIN BUTTON'S (V.O.)

The war to end all wars had ended.

We see the streets of New Orleans are filled with drunken, singing revelers... cars jamming the cobblestones, people kissing, shouting joyful... Another burst of fireworks.

BENJAMIN BUTTON'S (V.O.) (CONT'D)

I was told it was an especially good night to be born...

(CONTINUED)

19 CONTINUED:

19

And we see in the fireworks' light, a young MAN in his early 30s, THOMAS BUTTON, running up to the gate of a fashionable town home. He nearly collides with a PRIEST who arrives there at the same time. Thomas runs past him, up the steps...

20 INT. BUTTON HOUSE, NEW ORLEANS - NIGHT 1918

20

...He runs past a solemn Maid and up a long staircase... barging into the MASTER BEDROOM...

21 INT. MASTER BEDROOM, BUTTON HOUSE - NIGHT 1918

21

... where we see a young Woman is lying on a bloody bed, frantically being administered to by a DOCTOR with the help of the small domestic staff... the PRIEST enters...

THOMAS BUTTON

(seeing him)

Why are you here?

THE DOCTOR

Thomas, I'm afraid she's not going to survive...

And the Priest bends to say last rites over the pretty young woman... and the maids, bringing bedsheets, futilely start to change her bloody linens...

THOMAS BUTTON

That's enough...! All of you!

They move out of the way... and Thomas kneels beside his wife... She's pale white, fear in her soft brown eyes... He takes her hand...

THOMAS BUTTON (CONT'D)

I came as quickly as I could...
I'm sorry I took so long, the
streets are filled with people...

As if to underscore it, fireworks go off...

THOMAS BUTTON (CONT'D)

You are going to be alright, my
dearest darling... I will not let
anything happen to you...

HIS YOUNG WIFE

Promise me, Thomas...

And she is interrupted by the sudden CRY OF A BABY. But Thomas can't take his eyes from his dying wife...

HIS YOUNG WIFE (CONT'D)

Promise me, he has a place...

He doesn't understand... She looks up at him... holds his hand tight... then she slips away... The Doctor listening for her pulse... He covers her... it's quiet... the Priest's murmured incantations... the housemaids crying...

(CONTINUED)

21 CONTINUED:

21

BENJAMIN BUTTON'S (V.O.)

She gave her life for me... And
for that I am forever grateful...

Thomas, still holding her hand, is unable to let go... When we hear again the BABY CRYING... The BABY'S CRY is not quite right... It is not an infant's cry for succor, or a natural cry to exercise its new lungs... It's a deep, haunting cry from some primal soul... They all turn, and the room stills... listening as The BABY continues its mournful WAIL. Only Thomas goes to answer... The Baby in a basket, swaddled in a thick blanket, its face covered with cloth... Thomas goes to lift it, to see his son's face...

MAID

Mr. Button...!

He lifts the cloth anyway... He recoils... for he has seen some kind of horror... He makes the smallest of sounds, a whispered "Ohhhh." And then he suddenly snatches up the swaddled baby -- running with it out of the room... downstairs... outside...

22 EXT. NEW ORLEANS - NIGHT, 1918

22

... Thomas, tears on his face, carrying his CRYING BABY, through the streets... Pushing through crowds...

23 EXT. A BRIDGE, NEW ORLEANS - NIGHT, 1918

23

... he comes along an old bridge over a waterway... the air heavy with the haze of fireworks... the water dark... brokenhearted, he lifts the baby to throw it into the black water... He is just at the apex of this throw when, despite his sadness, he can't bring himself to do it... Instead, cradles the newborn...

THOMAS

I'm sorry... I'm so sorry...

A LANTERN lights his face... A POLICEMAN down the way...

POLICEMAN

What are you doing there!?

The BABY starts to CRY...

POLICEMAN (CONT'D)

What do you have there?

Thomas takes off... the Policeman after him... Thomas, carrying the CRYING BABY, running...

23A EXT. NEW ORLEANS, GARDEN DISTRICT - NIGHT, 1918 23A

Thomas, scuttling with the crying infant through narrow streets past the back porches and the back stairs of the large old moldering antebellum houses...

24 EXT. THE BACK OF AN OLD NEW ORLEANS HOUSE - NIGHT, 1918 24

He comes to an old three-story house with a screened porch, VOICES from inside... PEOPLE TALKING and LAUGHING... The Baby, soothed by the soft yellow light, by the music of the voices, by the house itself -- stops its mournful cry. Thomas stops, catching his breath... He looks in through the back porch... the sounds of VOICES coming... Thomas quietly sets the baby on the back porch steps. He takes out every last dollar he has, tucking the money inside the Baby's blanket... We can just see the figures of two people coming from inside... Thomas knocks on the weathered screen door... And his decision made, he turns, moving away from the house, leaving his child behind.

A WOMAN'S (V.O.)

I could've sworn I heard somebody knockin'...

When a young Black Woman, in a green dress, comes onto the porch... A thin, attractive woman, in her late 20s, with the sultry eyes of a lounge singer -- She's known as QUEENIE. She's followed by a handsome Black man, MR. WEATHERS -- that everyone calls TIZZY. She looks out the door, and not seeing anything...

QUEENIE

I guess not...

She stands for a moment taking in the night air...

QUEENIE (CONT'D)

The air smells sweet...

And she sings to herself... a song from the time...

TIZZY

You look very handsome tonight,
Ms. Queenie, handsome as I ever
seen you... The green matches
your eyes...

QUEENIE

(fingering dress)
It isn't everyday a war's over,
Mr. Weathers...

(MORE)

(CONTINUED)

QUEENIE (CONT'D)

We have to mark it somehow... You ain't no slouch yourself.

He smiles, tips his hat... And they stand in the quiet...

TIZZY

Hambert's back in town... came home legless, but he home... we're gonna throw a party for him... help get himself situated...

(beat)

I know you was sweet on him one time...

QUEENIE

Sweeter than I shoulda been... Lost his legs you say? "You never know what's comin' for you."

And if right on cue an older white Woman sticks her head out...

OLD WOMAN

Ms. Simone messed herself...

QUEENIE

She got to stop doing that, or it's diapers for her... I'll be right there, Mrs. Jameson...

The woman disappears inside. Queenie, not anxious to go...

QUEENIE (CONT'D)

It sure is nice out here, Mr. Weathers...

TIZZY

Awful nice, Ms. Queenie... Come out back for a moment... take your mind away from things...

He pushes open the porch screen door...

QUEENIE

(smiles)

Just a moment's time...

He offers her his hand... She takes it... He backs out of the house, holding her hand, and he suddenly steps right on top of the Baby... The baby wails, Tizzy stumbles, nearly falls...

24 CONTINUED: (2)

24

TIZZY

What in God's name...?!!

QUEENIE

What is that? A fish crawl out of
the river...?

She moves to it... pushes aside the blanket, and freezes.

QUEENIE (CONT'D)

God in heaven!

IT IS THE VERY FIRST TIME WE HAVE SEEN THE BABY. What we see is the prominent bald head of any newborn... but it has the face, the wrinkled skin, the faded eyes, of an octogenarian. Indeed, if we didn't know any better, it would seem the newborn was a wrinkled decrepit sad-eyed old man...

QUEENIE (CONT'D)

My Goodness, the Lord did
something here...!

TIZZY

Look like a milk wagon run over
it... three times... and back...

And they're both motionless, not quite sure what to do...

TIZZY (CONT'D)

I didn't see it layin' there... I
hope I didn't hurt it none...
steppin' on it like that...

The BABY won't stop its mournful cry...

TIZZY (CONT'D)

We best leave it to the police...
I'll go --

Queenie hesitates... a longing.

QUEENIE

It's for sure nobody wanted to
keep it...

And making up her mind, she suddenly grabs up the crying baby, taking it inside... Tizzy, anxiously whispering something, going in after her...

25 INT. THE NOLAN HOUSE, NEW ORLEANS - NIGHT, 1918

25

A piano's playing a standard, people singing.... There's a myriad of old dark rooms... heavy furniture and carpets... an eclectic mixture of the possessions of those who have lived and died here over many years... and we see a parlor is crowded with Old People, from sixty to ninety-five, in various stages of health... various contraptions to keep them "afloat". An Old Age Home. We see Queenie moving quietly along a hallway, carrying the crying baby so as not to be seen. Tizzy, following her, still anxiously whispering after her...

A WOMAN'S (V.O.)

Where are you, Queenie...?

QUEENIE

Hold your water...
(and to Tizzy)
Go see to them.

He does what she asks. She hurries the baby into a small room, literally like a mouse house, under the stairs...

26 INT. QUEENIE'S ROOM, OLD HOUSE, NEW ORLEANS - NIGHT 1918

26

A small room tucked under the staircase...

A WOMAN'S (V.O.)

Queenie Apple... she went and
messed herself all over again...

QUEENIE

Jane Childress start her a bath...
and mind your business, Mrs.
Duprey... You'll be messing
yourself soon enough too!

There's a KNOCK on Queenie's door.

A WOMAN'S (V.O.)

(whispers)
Somebody stole my necklace...

QUEENIE

I'll be right with you, Mrs.
Hollister...

She whispers to The Baby, soothing it. And looking for a place to put it, she opens a dresser drawer...

QUEENIE (CONT'D)

You may be as ugly as an old
pot... but you still a child of
God...

A WOMAN'S (V.O.)

Queenie, Apple... she won't go
take a bath wit'out you...

QUEENIE

Mercy, I'll be right there.

And with that she puts The Baby into the top dresser
drawer... with her unmentionables... and shuts it...
leaving it open just a crack, enough to breathe...
Turning, she sees an Old Woman, looking very lost,
looking in the room...

MRS. HOLLISTER

My sister gave those pearls to
me... I can't find them
anywhere... People are stealing my
jewelry...!

QUEENIE

They're right here, Mrs.
Hollister, right 'round your
pretty white neck...
(moving her)
Come on now...

There's a sound of a door chime...

A WOMAN'S (V.O.)

Dr. Rose has arrived for his
visit...

Queenie takes a concerned look back at the Baby, and
closes the door... And we stay behind for a moment...
inside Queenie's underwear drawer, with the smell of a
lilac sachet... is the Baby with the face of an old
man... looking up at the sliver of light coming into the
dresser drawer...

We see the Doctor, an older man in a tired suit, who has
done this longer than he cares to remember, finishing
examining one of the elderly boarders. He puts his
things into his doctor's bag. Queenie comes beside him,
saying something...

28

INT. QUEENIE'S ROOM - THAT NIGHT, 1918

28

The Baby is lying on Queenie's bed... Dr. Rose, stethoscope ever dangling, washes his hands in a sink.

DOCTOR ROSE

... He's nearly blind from cataracts... I'm not sure he can hear... His bones indicate severe arthritis... His skin has lost all elasticity... His hands and feet are ossified... He has all the deterioration, the infirmities, not of a newborn, but of a man well in his eighties on the way to his grave...

QUEENIE

You mean to say he's dying?

DOCTOR ROSE

Of old age. His body is failing him before his life's begun.

They're still, looking at the strange baby.

DOCTOR ROSE (CONT'D)

Where did he come from?

QUEENIE

(after a beat)

It's my sister's child... From Lafayette. She had an unfortunate adventure.

(whispers)

The poor child got the worse of it... came out white...

DOCTOR ROSE

There are places for 'unwanted' babies like these, Queenie... There's no room for another mouth to feed here... The Nolan Foundation, despite their good intentions, thinks this place is a large nuisance as it is... A baby here --

QUEENIE

(appealing)

You said he don't have long.

(CONTINUED)

28 CONTINUED:

28

DOCTOR ROSE

Queenie -- some creatures aren't
meant to survive.

She looks at the Baby, determined.

QUEENIE

He is a miracle, that's for
certain... just not the kind of
miracle one hopes to see...

29 INT. PARLOR, NOLAN HOUSE - THAT NIGHT, 1918

29

The Old People are sitting around the parlor talking,
playing cards... Queenie brings the baby bundle into the
room.

QUEENIE

You all listen...

And they stop what they are doing...

QUEENIE (CONT'D)

We have a visitor that will be
staying with us for a little
while... My sister had a child but
couldn't see right by it... He's
known as...

(a hesitation naming him)

Benjamin...

(she likes the sound
of it)

Benjamin... He's not a well
child... so we need to take very
good care of him...

We see Tizzy's come out of the kitchen , watching with an
air of strong disapproval... And an OLD WOMAN says...

ONE OF THE WOMEN

I had ten children... there's not
a baby I can't care for... let me
see him...

Queenie hesitates, and gives the Baby to her... The Old
Woman pushes the blanket back from the baby's face...

THE OLD WOMAN

(startled)

God in heaven, he looks just like
my ex-husband...

And there's laughter...

(CONTINUED)

29 CONTINUED:

29

QUEENIE

He's prematurely old... Doctor
Rose said he don't have much time
on this earth...

A MAN

Join the club.

They all laugh. Their laughter makes the baby seem to
smile... the lonely smile of an old, dying man.

30 INT. QUEENIE'S ROOM - STILL LATER THAT NIGHT, 1918

30

We see Queenie, unable to sleep, lying in bed, looking
out a small window... there's a light KNOCK on the
door... Tizzy...

TIZZY

Hambert sends his remembrance to
you.

She nods... The baby cries out... and then it's quiet...

TIZZY (CONT'D)

(meaning the baby)

Are you right out of your mind? I
know you don't got all the parts
it takes to make one of your
own... but this isn't yours to
keep... this isn't even human
kind...

With nothing left to be said, he starts to go...

QUEENIE

(whispers)

Mr. Weathers. Stay with me
tonight.

He slows. She's quiet. And she whispers:

QUEENIE (CONT'D)

"You never know what's comin' for
you."

And as they move to be with one another, to make love; we
look over at the dresser drawer -- open just a crack...
Benjamin lying among the unmentionables, looking out at
the world...

BENJAMIN BUTTON'S (V.O.)

I found a home...

31 INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT 31

Caroline with the "journal" on her knees. Daisy, eyes closed... the wind gathered in strength... furiously knocking...

CAROLINE

Is any of this true?

DAISY

You have such a lovely voice.

Caroline shrugs. She looks through the "book..."

CAROLINE

Some pages seem to be torn out here...

She discovers inside...

CAROLINE (CONT'D)

There's an old streetcar token.

She gives it to her mother, folding her hand around it. But Daisy is somewhere else, looking out the window...

DAISY

That clock... Just kept going, year after year after year...

32 INT. "NEW" TRAIN STATION, NEW ORLEANS - ANOTHER DAY, 1925 32

And we see "Mr. Cake's" clock with its cherubs pushing the "hands of progress," still marking time backwards... The year is now, "1925..."

33 INT. THE NOLAN HOUSE - DINING ROOM, NEW ORLEANS - EVENING, 1925 33

BENJAMIN BUTTON'S (V.O.)

"...I didn't know I was a child. I thought I was like everyone else who lived there, an old man, in my "golden years."

The boarders eating dinner. Queenie, in a white uniform... along with Tizzy, wearing a chef's hat and apron, helping her serve. We move across the ancient faces... until we come to one particular face... Wearing eyeglasses now... but the same wrinkled face we've come to know... the face of a very old man...

33 CONTINUED:

33

The face of Benjamin Button, when he should normally be a six-year-old. He's sitting in a wheelchair now... small, shrunken, hunched with age, legs and hands crippled with arthritis... Eyeglasses are just one addition... a hearing aid... a bulky apparatus of its time, is in one ear... But if we look even closer we can see there are sprouts of hair... wisps of white... what would be the last hair for some... seem to be growing in... As we watch him eat, he uses his fork like a child might, banging it just for the hell of it making noise...

QUEENIE

Stop bangin' that fork...
 (fixing it in his
 arthritic hand)
 It's for eating, not for playin'
 with... And use your napkin,
 please Mr. Benjamin...

And he does as he's told... A staff member helps one of the old men, feeding him... Benjamin just another old man having dinner with his contemporaries.

34 EXT. THE PORCH, NOLAN HOUSE, NEW ORLEANS - NIGHT, 1925

34

A line of old people in rockers. Benjamin, like any six-year-old, bored, wheels his chair back and forth, between them... until one of the oldsters, who has had enough, sticks his cane in the spokes of his wheelchair, making him come to an abrupt stop... Benjamin, sitting with the other oldsters on the porch... the old people rocking... Sounds drift from the street beyond the wall... children playing... people talking...

BENJAMIN BUTTON

What's there?

Nobody says anything, rocking. Benjamin, eternally curious needing to know, suddenly wheels himself precariously to the very edge of the porch where the wall is lower and he just sees the street... children running on the street, playing... carriages dropping people off for a party... He leans forward to get an even better view... When Queenie suddenly grabs him...

QUEENIE

Benjamin! That's dangerous... Come
 back here...!

...Rolling his wheelchair away from the edge to the safety of the old people... out of sight of the street...

35 INT. QUEENIE'S ROOM - NIGHT, 1925

35

The small room with the small window. We see Benjamin in a bed made on the floor... Queenie in her bed...

BENJAMIN BUTTON'S (V.O.)

I loved her very much. She was my mother.

And he reaches to hold her hand. She generously takes his hand... And they lay like that holding hands, Queenie in bed, her "son", the "old man" on the floor...

BENJAMIN BUTTON

Somedays I feel like I'm different from the day before...

QUEENIE

Everybody feels different about themselves one way or another. We're all goin' the same way, just taking different roads to get there... You're on your own road, Benjamin.

BENJAMIN BUTTON

How much longer do I have to live, Mother?

QUEENIE

Just be thankful you got what you're given. You already here longer than you supposed to be.

We see the door quietly open, Tizzy coming in...

BENJAMIN BUTTON'S (V.O.)

Some nights, I would have to sleep alone.

He looks at Benjamin, his signal to pick him up, carrying him out of the room, sitting him in his wheelchair, Tizzy going back down into the room to be with Queenie... shutting the door...

36 INT. THE PARLOR, NOLAN HOUSE, LATE AT NIGHT, 1925

36

An Old Woman's fallen fast asleep in an easy chair, a book on her lap. Benjamin sitting alone in his wheelchair, listening to the sounds of the house.

36 CONTINUED:

36

BENJAMIN BUTTON'S (V.O.)
 I didn't mind. I would listen to
 the house breathing. All the
 people sleeping. I felt safe.

Be he still wants to know "What's over there?" He wheels
 himself over to sit at the window looking outside...
 looking at the streetlights, the world beyond the gate...
 trying to see what's dangerous...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 It was a place of great routine...
 Every morning at 5:30, no matter
 the weather... General Winslow,
 U.S. Army Retired... raised the
 flag...

37 EXT. THE FRONT LAWN, NOLAN HOUSE - MORNING, 1925

37

And we see the very elderly General Winslow, doing just
 that... raising the flag in a downpour, only... he's
 naked. And as Queenie comes running across the lawn with
 a coat for him. There's the sound of SOMEONE SINGING
 OPERA...

BENJAMIN BUTTON (V.O.)
 Mrs. Sybil Wagner, once a noted
 opera singer... well, she'd sing,
 Wagner...

38 INT. MRS. WAGNER'S ROOM, NOLAN HOUSE - MORNING, 1925

38

We see a Victrola playing, Mrs. Wagner in her nightgown
 at a window singing with the musical accompaniment at the
 top of her lungs... while, down the hall we see Queenie
 giving Benjamin a bath... massaging his poor crippled
 legs...

QUEENIE
 We're gonna put some life into
 these old sticks for you... get
 you walkin'...

BENJAMIN BUTTON'S (V.O.)
 Breakfast was served promptly at
 six.

39 INT. THE KITCHEN, NOLAN HOUSE - MORNING, 1925

39

We see Benjamin in his wheelchair, under Tizzy's
 tutelage, learning to cook... and simultaneously, to
 read...

TIZZY

How we doin'? What's that say
there?

BENJAMIN

Bis...

TIZZY

Biscuits... and...

BENJAMIN

Graby...

TIZZY

Think. That's a 'v' not a 'b.'
Say it.

BENJAMIN

Gravy.

TIZZY

Now you talkin'!

Some staff come in getting platters of food...

TIZZY (CONT'D)

How many parts butter we got?

BENJAMIN

Four...

TIZZY

How many parts flour?

BENJAMIN

Two...

TIZZY

How much is four and two?

BENJAMIN

Six.

Tizzy smacks the back of his head.

TIZZY

You're a regular addin' machine...

BENJAMIN BUTTON'S (V.O.)

Dinner was served promptly at six.

40 INT. KITCHEN, NOLAN HOUSE - NIGHT, 1925

40

Tizzy washing dishes...Benjamin working with him...
putting away cans... reading from one of the labels...

BENJAMIN

Tomato, brown sugar, salt,
myasses...

Tizzy swats at him with his dish towel...

TIZZY

"Molasses"...

And while washing the dishes...

TIZZY (CONT'D)

I learned to read when I was five.
My grandfather was a dresser for a
famous actor. He'd bring home
every play for me to read.

(Shakespeare)

"Kind keepers of my weak decaying
age, Let dying Mortimer here rest
himself. Even like a man new
haled from the rack. So fare my
limbs with long imprisonment. And
these gray locks, the pursuivants
of death, Nestor-like aged in an
age of care, Argue the end of
Edmund Mortimer."

Benjamin's mouth agape, awed, taken by him, his majesty.

TIZZY (CONT'D)

You thought I was plain ignorant,
didn't you?

Benjamin never thought about it...

TIZZY (CONT'D)

The actor my grandfather worked
for was John Wilkes Booth. He
killed Abraham Lincoln. You never
know...

An old man looks in...

A MAN

When's dessert...?

(CONTINUED)

40 CONTINUED:

40

TIZZY

When it's served. Now sit your
wrinkly butt back down, Mr. Lee.

BENJAMIN BUTTON'S (V.O.)

On Saturday nights I would go to
Queenie's church...

41 INT. CHURCH TENT, NEW ORLEANS - A SATURDAY NIGHT, 1926

41

A sweltering shout 'em up Negro gospel tent. Queenie
pushes Benjamin in his wheelchair past a line of people
looking to be healed, bringing him face to face with a
mountain of a PREACHER, pouring sweat and full of fire...

THE PREACHER

What can I do for you, Sister?

And Queenie whispers something to him.

THE PREACHER (CONT'D)

Her parts are all twisted up
inside so she can't have little
children...

He puts his hand on her stomach...

PREACHER

Lord, if you could see clear to
forgive this woman her sins so she
can bear the fruit of the womb.

(and shouts)

Out damnable affliction!

He presses on her stomach... making Queenie nearly fall
over... held up by a "NURSE" in a crisp white uniform.
And once she's regained her balance...

THE PREACHER

(at Benjamin)

And what's this old man's
irrediction?

QUEENIE

He's got the devil on his back...
trying to ride him into the grave
before his time...

THE PREACHER

(touches Benjamin)

Out, Zebuchar! Out, Beelzebub!

(after a beat)

How old are you?

(CONTINUED)

41 CONTINUED:

41

And he says what is only true.

BENJAMIN

I'm seven, but I look a lot older.

PREACHER

(laughs)

God bless you. He's seven!

The congregation laughs...

THE PREACHER

This is a man who has optimism in his heart! Belief in his soul! We are all children in the eyes of God. Now we are going to get you out of that chair... we're gonna have you walk...

(his hands on Ben's shoulders)

In the name of God's glory, rise up!

And Benjamin, doing what he's asked, barely able to, his legs akimbo, stands... The people all applaud...

THE PREACHER (CONT'D)

Now God is going to see you the rest of the way... He's going to see this little old man walk without the use of a crutch or a cane...! He's going walk by himself on faith and divine inspiration alone...! We'll show that Devil where to go...! Walk on...!

And Benjamin takes two very precarious steps and his poor arthritic legs give out... and he sprawls to the floor... The Aides in white nurse's uniforms move to help, but:

THE PREACHER (CONT'D)

Don't touch him!

(kneeling to Benjamin)

Rise up, old man!

But Benjamin stays crumpled on the floor... The Preacher comes to his feet, standing like a mountain over him...

THE PREACHER (CONT'D)

Rise up like Lazarus!

Benjamin still lies on the floor...

(CONTINUED)

41 CONTINUED: (2)

41

THE PREACHER (CONT'D)

I said rise up!!

And Benjamin, slowly but surely, makes his way to his feet...

THE PREACHER (CONT'D)

Yes, and say hallelujah!

(Hallelujah!)

Now walk, my old friend...

Walk on...!

And Benjamin, one crippled leg at a time, hobbles across the stage... The people urging him on... a string of "Hallelujahs...!" Queenie comes to join him... urging him...

QUEENIE

Let the Lord carry you... ..

...The Preacher, walking along with him, more a dance than a walk, shouting the name of the Lord... Queenie and The Preacher walking Benjamin across the stage... Benjamin making it to the other end... to a roar of "Amens"!

BENJAMIN BUTTON'S (V.O.)

Now, when I look back on it, it was kind of miraculous... But you know the saying, "...the Lord Giveth and the Lord Taketh away..."

... That mountain of a Preacher... in full exaltation to God...

THE PREACHER

Praise be to the Lord on the highest...!

Suddenly pitches over, flat on his face... Having had a spontaneous coronary... lying center-stage, deader than the proverbial doornail... The crisp uniformed "nurses" running to attend to him, and poor "old" Benjamin haplessly looking around.

42 INT. THE PARLOR ROOM, NOLAN HOUSE - ANOTHER DAY 1926

42

The people are gathered...

BENJAMIN BUTTON'S (V.O.)

There were birthdays...

(CONTINUED)

42 CONTINUED:

42

A lit cake is being brought in celebrating General Winslow's birthday. He stares at the cake, unhappily gets up, mutters something... and leaves. The oldsters eye the cake, and without a moment's hesitation, dig in...

BENJAMIN BUTTON (V.O.)

And mortality was a common visitor to our house... People came and went... Death was so frequent, I was never afraid of it.

43 EXT. NOLAN HOUSE, ANOTHER MORNING, 1926

43

Mrs. Wagner's window open... and not a sound coming out...

BENJAMIN BUTTON'S (V.O.)

You could hear when someone left us... there was a silence in the house...

44 EXT. AN OLD NEW ORLEANS' CEMETERY - DAY, 1926

44

A small funeral at an old cemetery... And while "DIE VALKYRIE" PLAYS on her crank VICTROLA, an old man bangs cymbals as a grand finale to the music... while we see SYBIL WAGNER, laid to rest to sing in another choir:

45 EXT. THE FRONT PORCH, THE NOLAN HOUSE - DUSK, 1926

45

Benjamin with his wondrous ancient face sitting in his wheelchair with the old people on the porch... watching the sun go down...

BENJAMIN BUTTON (V.O.)

It was a wonderful place to grow up. I was with people who had put away all the inconsequences of life, left in a state of purely being...wondering about the weather...the temperature of a bath...the light at the end of the day...

And one of them, as if to underscore the point, farts...

46-47A OMIT

46-47A

47B INT. THE NOLAN HOUSE, KITCHEN - ANOTHER DAY, 1927

47B

BENJAMIN BUTTON'S (V.O.)
 For everyone that died, someone
 would come to take their place...

And we see Benjamin coming into the kitchen... Tizzy busy preparing lunch... Benjamin stops, seeing a tiny African man, his back to us, surrounded by old people standing on the lawn... He hears him telling them...

NGUNDA OTI
 ... My first wife and I are
 captured by neighbor tribe,
 cannibals...

The old people shrink at the mention...

NGUNDA OTI (CONT'D)
 I escaped across the river...

AN OLD WOMAN
 (wide eyed)
 You escaped cannibals?

NGUNDA OTI
 My wife, she can't swim, so she
 eaten.

TIZZY
 (telling Benjamin)
 That's Mr. Oti... He's an
 acquaintance of an acquaintance of
 mine...he'll be stayin' with us in
 the staff quarters for awhile...

NGUNDA OTI
 (telling old people)
 ...Second wife stepped on viper
 and dies... (jocular) It was bad
 luck to be married to Mr. Oti.

They laugh.

NGUNDA OTI (CONT'D)
 I am captured with six others by
 Baschiele tribe. They sell us to a
 big white man...

He instinctively turns and sees Benjamin standing in the window watching him. When Mr. Oti spots him he quickly moves out of the window out of sight.

47C INT. THE PARLOR, NOLAN HOUSE - ANOTHER TIME, 1927

47C

We see Benjamin lying on the floor by the stairs playing with some metal army men... when Mr. Oti's distinctive laugh, his voice, drifts up from under the stairs... Benjamin, getting his canes, goes to look... Mr. Oti, standing under the stairs in an alcove with some of the help, telling them his life story... but it's a completely different tone... a mockery of white people and their insanity...

NGUNDA OTI

The Big White Man brings us to St. Louis, where they make our village at the 1904 World's Fair... They have us livin' in these little huts like we're livin' in Africa... people behind bars staring at us... we told not to look at them... to just go about our normal lives... what the hell they talkin' about... ?

They all laugh...

NGUNDA OTI (CONT'D)

At night we're done bein' "savages..." we go over the wall into The Rosebud... we drank and laughed until the sun come up... and then we savages again...

They nod enjoying the idea... And as Mr. Oti senses Benjamin's presence, turning... Benjamin retreating on his canes as fast as he can back up the stairs...

47D INT. DINING ROOM, NOLAN HOUSE - ANOTHER DAY, 1927

47D

Benjamin sitting at the dining room table reading an oversized book of "Imaginary Beings..." He senses a presence... and Mr. Oti sits down across from him.

NGUNDA OTI

I hear you not so old as you looking. You just foolin' everybody. What happen, you get Madjembe?

47D CONTINUED:

47D

BENJAMIN

What's a madjembe?

NGUNDA OTI

Worms.

BENJAMIN

I don't think so. This is just
how I am.

Mr. Oti looks out at the street.

NGUNDA OTI

You want to get a cold root beer?

BENJAMIN

(an echo)
It's dangerous.

NGUNDA OTI

Who said that?

He gets up ready to go. Benjamin hesitates. He can see Queenie busy leaning out a window banging dust from a rug.

NGUNDA OTI (CONT'D)

(last chance)
...Come on little man...

Despite knowing the consequences he takes up his canes and follows Ngunda outside...

48 OMIT

48

49 EXT. STREET, OUTSIDE NOLAN HOUSE, NEW ORLEANS - DAY, 1927

49

They come outside. Children on the street playing. Seeing Benjamin, they come to a dead stop... staring at the freak from the old people's home, with another freak... Mr. Oti suddenly runs into the street...

NGUNDA OTI

Hurry...

Benjamin tries as best he can to keep up... Mr. Oti darts directly in front of a street car, waving his arms, making it come to an abrupt stop...

(CONTINUED)

49 CONTINUED:

49

NGUNDA OTI (OVER) (CONT'D)
 ...Another white man come to my
 country and say he want to talk to
 me...

50 INT. THE STREETCAR, NEW ORLEANS - DAY, 1927

50

We move along the aisle of a streetcar... the various
 people...

NGUNDA OTI
 Then I am in the monkey house at
 "Philadelphia Zoological Park."
 Three thousand people show up my
 first day...

Benjamin and Ngunda siting in the back of the streetcar
 behind a moveable metal bar that has "Coloreds" painted
 on it... Mr. Oti taking a slug from a flask... A group of
 school children nearby can't take their eyes off the two
 of them... Mr. Oti takes his wallet out, taking out a
 folded piece of newspaper, showing it to Benjamin...
 "Bushman shares cage with park apes."

BENJAMIN
 What's it like living in a cage?

NGUNDA OTI
 It stinks. The monkeys, they do
 some tricks... I throw spear... I
 wrestle with Kowali, she is
 orangutan... They have me file my
 teeth like a cannibal...

He shows him his teeth filed into points like a
 cannibal...

NGUNDA OTI (CONT'D)
 When I'm not playing with monkeys -
 - they want me to run to bars in
 my cage with teeth to scare little
 children...

And he suddenly jumps up and does just that, charging
 with his teeth bared at the school children... They
 scream... Mr. Oti, taking his seat again, laughs with
 Benjamin...

50A INT. (OR) EXT. THE STREETCAR, NEW ORLEANS - DAY

50A

Benjamin, ecstatic, his head out the streetcar window,
 Mr. Oti holding onto the back of his breeches from
 falling... Benjamin feeling the wind and the city wash
 over him...

51 EXT. THE PERISTYLE, NEW ORLEANS - PARK - END OF DAY, 1927 51

Benjamin and Mr. Oti sitting on a bench at the peristyle of a park. Benjamin takes his first slug of a coca cola, taking too big a hit, the coke pouring out of his nose... Mr. Oti gives him a handkerchief... after he's wiped himself up...

BENJAMIN

Why didn't you go back home?

NGUNDA OTI

War between English and Dutch people had broken up kingdom.

BENJAMIN

What did you do?

NGUNDA OTI

I leave zoo. Go here. Go there. Everything okay. But I alone.

BENJAMIN

You were all alone?

NGUNDA OTI

You'll see little man, plenty times you be alone. You different like us, it's gonna be that way. But I tell you a little secret I find out. We know we alone. Fat people, skinny people, tall people, white people... they just as alone as us... But they scared shitless...

He smiles a knowing smile...

NGUNDA OTI (CONT'D)

Not a thing wrong with being alone... no sir...

He looks out...

NGUNDA OTI (CONT'D)

I think about the river I grew up on. It would be good to sit by my river again.

He looks at his watch. He suddenly gets up...

52 EXT. BOURBON STREET CORNER, NEW ORLEANS - DUSK, 1927

52

Mr. Oti and Benjamin coming along the street, music pouring out... They reach a corner where a tall octoroon woman is waiting. She broadly smiles seeing Mr. Oti.

THE WOMAN

There's my little man. You ready,
sugar.

(CONTINUED)

52 CONTINUED:

52

NGUNDA OTI
 (smiles, pure Ngunda)
 Always ready. Always ready.
 (introduces)
 Filamena, Mr. Benjamin.

FILAMENA GILEA
 (respectful of his
 age)
 It's a pleasure to meet you, Sir.

NGUNDA OTI
 (to Benjamin)
 You can find your own way home,
 can't you?

Although he's not sure he can... he nods, yes.

NGUNDA OTI (CONT'D)
 The St. Charles Avenue line to
 Napoleon...

And with that, his arm around Filamena's waist, the two of them laughing, walk off... Benjamin's left standing on the street corner... he looks around to get his bearings... he moves along Bourbon Street... A streetcar comes along, bell clanging, it rushes by him... he watches it go... Claspng his canes, determined, he starts walking... bent over, one cane after the other... making his way along the street...

53 EXT. NOLAN HOUSE, NEW ORLEANS - LATE NIGHT, 1927

53

We see Benjamin coming back to the gate... and we hear:

QUEENIE (V.O.)
 Where in God's name have you
 been?!!

And we see Queenie standing on the porch... She's worried sick... she sees his hands are bleeding from blisters.

54 INT. KITCHEN, QUEENIE'S SINK, NOLAN HOUSE - NIGHT

54

Queenie cleaning his hands...

QUEENIE
 Like to scare the Holy Hell out of
 me! I was so worried about
 you...you take my breath away...

(CONTINUED)

54 CONTINUED:

54

BENJAMIN (V.O.)

It had been the best day of my
life.

55 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

55

And the "caregiver," Dorothy Baker, comes back in. She
feels Daisy's pulse, straightens her pillow...

DOROTHY BAKER

How's her breathing... ?

CAROLINE

Shallow.

Dorothy nods.

DOROTHY BAKER

(after a beat)

They're sayin' it's gonna reach us
late in the day... I'm goin' to
get my baby and take him to my
sister's... they said there's
nothin' to worry about here in the
hospital...Nurses are right here
if you need them...I'll see you in
about an hour if that'll be
okay...

CAROLINE

No, that's fine...please...

She leaves. It's momentarily quiet, the wind knocking at
the window... Daisy, ruminating...

DAISY

Was there just company?

CAROLINE

Dorothy had to go home...

But Daisy's mind is elsewhere...gesturing for her to keep
reading...

DAISY

Caroline...

Caroline looks back at the book. Daisy closes her
eyes...

CAROLINE

"On Sundays the families would
come and visit..."

56

EXT. THE LAWN, THE NOLAN HOUSE - DAY, 1930

56

The boarders on the lawn with their loved ones... And we see an OLD MAN, walking with the aid of a cane coming out of the house onto the lawn... And as he moves through the people we see it's Benjamin... He has a single cane, standing more upright now, a distinctive shock of white hair, eyebrows... A distinguished looking man in his seventies, or, in normal years, a growing twelve-year-old boy...

*
*
*
*
*

BENJAMIN BUTTON'S (V.O.)

It was Thanksgiving 1930, I met
the person who changed my life
forever.

A chauffeured car has stopped... A Man is standing in the road, looking at the house through the gates... And we realize it's THOMAS BUTTON... looking for a glimpse of his son... Benjamin instinctively turns, but it's too late, his father's back in the car, being driven away...

(CONTINUED)

A WOMAN'S (V.O.)

Well, Benjamin...

He turns, an older woman nearby...

BENJAMIN

(politely)

Why, good day Mrs. Fuller...

GRANDMA FULLER

Might I say you are looking
strikingly youthful...a single
cane, your back as straight as an
arrow... what elixir have you been
drinking?

He laughs...And there's a voice that cuts through the
day...

A LITTLE GIRL'S VOICE

Grandma, look at me...

Benjamin, and Grandma Fuller turn to see a little girl,
no more than eight, standing on a picnic table top doing
pirouettes, one after another, for an admiring group of
old people...she full curtsies, bowing --the way dancers
do head to chest... then raising her head, laughing...

GRANDMA FULLER

Now that was really something...
Come on over here, you... This is
my granddaughter Daisy... This is
Mr... Benjamin, I'm afraid I don't
rightly know your last name...

BENJAMIN

Benjamin is just fine...

56 CONTINUED: (2)

56

BENJAMIN BUTTON'S (V.O.)

I would never, the rest of my
life, forget those blue eyes...

*
*
*

And with great dignity -

*

TIZZY

(calling to all)
Good people, Supper is soived.

*
*
*

57 INT. DINING ROOM, NOLAN HOUSE - THANKSGIVING, 1930

57

The families, along with Ngunda and Filamena, are gathered in the dining room, their heads bowed in prayer. We see Daisy across from Benjamin... The prayer's finished, it's noisy...

NGUNDA OTI

We pray to Bembe... the creator of all living things... she retired after all that work...

DAISY

(needing to top that)
Did you know turkeys aren't really birds...?

BENJAMIN

Why do you say that?

DAISY

They're in the pheasant family. They can hardly fly. It's sad don't you think? A bird, that can't fly.

NGUNDA OTI

I like birds that can't fly. They're easy to eat.

QUEENIE

(standing)
I have something to tell you all...

57 CONTINUED:

57

They're quiet.

QUEENIE (CONT'D)

While we're giving thanks for God's blessings... I've had a miracle happen.

(she touches her stomach)

The Lord saw fit to answer my prayers.

The people applaud the good news.

BENJAMIN

What does she mean "answered her prayers?"

DAISY

She's going to have a baby, silly. That's what my mother said when I was going to have a little brother. He didn't live long though. He didn't breathe right...

And we can see Benjamin's heart beginning to break... he looks over, Tizzy, proudly smiling... And as Queenie accepts congratulations... Benjamin's old wrinkled face, watching her... looks like he's going to cry...

58 INT. PARLOR, NOLAN HOUSE - NIGHT, LATER, 1930

58

We see an ABSTRACT BLACK AND WHITE DRAWING. And we hear a woman's voice...

A WOMAN'S (V.O.)

This is the picture of Old Man Kangaroo at five in the afternoon...

*

AN OLD FINGER comes in pointing to a drawing. We see Benjamin and Daisy, sitting close together on a sofa, and Daisy's grandmother, arm encircling them, is reading to them from Rudyard Kipling's "Just So Stories."

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*
*
*

GRANDMA FULLER

You can tell it's late, because of the shadow here...

*
*
*

Benjamin and Daisy sitting rapt while she finishes reading to them...

*
*

GRANDMA FULLER (CONT'D)

It's the time Old Man Kangaroo got
 his beautiful hind legs just as...
 I hope I'm saying this right...
 just as Big God Ngog had promised.
 You can see that it's five
 o'clock, because Big God Ngog's
 pet tame clock says so.
 (finishing) Isn't that something?

*
 *
 *
 *
 *
 *
 *

Both Daisy and Benjamin, thrilled, say: "Again. Read it
 again."

*
 *

GRANDMA FULLER (CONT'D)

Alright, once more... but
 afterwards (forgetting Benjamin's
 age) both of you must promise to
 go to bed...

*
 *
 *
 *

They both "I promise..." And as she starts to read all
 over again...

*
 *

59 INT. A ROOM, NOLAN HOUSE - LATE AT NIGHT, 1930

59

We see Benjamin asleep in bed with one of the Old Men, MR. DAWS. The door opens. And Daisy, in her nightgown, has come inside... she slightly touches Benjamin...

DAISY
(whispers)
Are you sleeping?

He shakes "no."

DAISY (CONT'D)
(whispers)
Come on...

She moves quickly out of the room and Benjamin gets up, and with the aid of his cane, follows her...

60 INT. BACK STAIRWELL, NOLAN HOUSE - LATE NIGHT, 1930

60

The old house still. Daisy, moving quietly down the stairs. Benjamin, his cane softly thumping the steps, following her.

BENJAMIN
(whispers)
Where are we going?

She doesn't say anything. She leads him into the DINING ROOM... where we see the wash has been draped, sheets and pillowcases, like ghosts over the dining room table, and a smaller side table, and a buffet...to dry...

DAISY
Under here...

And she ducks under a sheet, beneath the dining table... Benjamin follows her into the "fort..."

DAISY (CONT'D)
Nobody knows about this but us.

They sit... The little girl, and the old man with the maturity of a ten year old boy, enjoying their secret lair... She takes a candle out of the folds of her nightgown... She tries to light it, but doesn't really know how to use matches...

DAISY (CONT'D)

Will you light it?

BENJAMIN

I'm not supposed to use matches...

DAISY

Don't be chicken...

Despite his caution, he lights the candle... the candlelight making it feel more secret...

DAISY (CONT'D)

I'll tell you a secret then you tell me one...

(whispers)

I saw mommy kissing another man.
Her face was red from it.

Benjamin doesn't know what to say.

DAISY (CONT'D)

Your turn to tell.

BENJAMIN

I'm younger than I look.

DAISY

(whispers)

You don't seem like an old person... like my grandma... Are you sick?

BENJAMIN

(whispers)

I heard Tizzy and my mother whisper. They said I was going to die soon.

(smiles)

But I fooled them so far.

Daisy looks at him in the flickering candlelight.

DAISY

You are different than anybody I have ever met. Can I?

She innocently reaches to touch the skin on his cheek to see what it feels like... When suddenly a sheet is pulled back and Daisy's grandmother is standing there.

GRANDMA FULLER

What are you doing under there?
Who's idea was this candle?

She angrily blows it out... and... to Daisy... taking her by the arm...

GRANDMA FULLER (CONT'D)

It's after midnight, you come right out here and get back up to bed...!

(and for Benjamin,
but saying it to
Daisy)

You are not to be playing together! Play with people your own age...!

(moving her along)

Now, you come back to bed, young lady...! You're too young to be wandering around in the night by yourself...

(and a last word to
Benjamin)

You should be ashamed of yourself!

And they're gone... Benjamin left sitting along under the sheets. There's a slight sound and he sees Queenie, in her nightgown, standing in the doorway...

QUEENIE

You are a different child... a man child. People aren't going to understand how different you are.

BENJAMIN

(forlorn)
What's wrong with me, Mother?

QUEENIE

God hasn't said yet. Now, back to bed and behave yourself.

He crosses up the back stairs with the aid of his cane, and Mr. Oti, like a spectre, is sitting on one end of the back steps smoking a cigarette, drinking from his flask. He looks at Benjamin as he goes by.

60 CONTINUED: (3)

60

NGUNDA OTI
 (takes a drink)
 You get used to it...

QUEENIE (V.O.)
 (shouts)
 You get back in that bed or I'll
 cane your old ass!

Benjamin turns down the hallway and slips into the
 bedroom --

61 INT. BEDROOM, NOLAN HOUSE - LATE NIGHT, 1930

61

Benjamin climbing back into bed with the Old Man.
 Turning his back to the old man. And Mr. Daws, unable to
 sleep...

MR. DAWS
 Did I ever tell you I've been
 struck by lightning seven times.
 Once, when I was fixing a leak on
 the roof.

And we see just that, the old man on a roof getting
 blasted.

MR. DAWS (CONT'D)
 Once, when I was crossing the road
 to get the mail...

And we see that, the man peacefully crossing a country
 road to get the mail, getting hit by lightning... But
 Benjamin just lays there looking out the window... all he
 can think about... despite everything...

BENJAMIN BUTTON'S (V.O.)
 I never forgot her blue eyes...

62 INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

62

The words linger. Daisy, her extraordinary blue eyes,
 lying on her death bed... the rattle of the window in the
 wind...

CAROLINE
 Are you alright, Mother?

She nods "yes."

62 CONTINUED:

62

CAROLINE (CONT'D)
 This man. He loved you from the
 first time he saw you.

She doesn't say anything.

CAROLINE (CONT'D)
 (without complaint)
 Nobody has ever loved me that way.

DAISY
 (impelling her)
 Go on.

CAROLINE
 He crossed out something... and
 then he's written... "When..."

BENJAMIN BUTTON'S (V.O.)
 "...When the baby came things were
 different..."

63 INT. THE KITCHEN, NOLAN HOUSE - NIGHT, 1931

63

We see Benjamin in his pajamas, quietly coming into the kitchen for something to eat... And he slows, seeing Queenie, taking a moment to herself, sitting at the kitchen table, peacefully breast-feeding her infant... as Benjamin slips back out unseen, closing the door after him...

64 INT. ATTIC, NOLAN HOUSE - NIGHT, 1931

64

We see Benjamin lying on a small bed in the ATTIC... cluttered with years of accumulated things...

BENJAMIN BUTTON'S (V.O.)
 I moved into my own room in the
 attic... I realized, despite a
 house filled with people that I
 loved, I was alone...

There's a noise. And we see Ngunda Oti is at the door, a suitcase in hand.

NGUNDA OTI
 I come to say goodbye. I'm going
 away.

BENJAMIN
 Going away? Where?

(CONTINUED)

64 CONTINUED:

64

NGUNDA OTI

I don't figure that out yet. I will send you a postcard when I get to there.

BENJAMIN

What about your friend? The tall lady?

NGUNDA OTI

We're not friends anymore. That's what happens with tall people.

He starts to go...

BENJAMIN

Goodbye...

And he's gone. Benjamin gets up going to the window. He looks outside. He can see Mr. Oti come onto the porch. There's a full moon. And as he walks off, his arrogant little walk, suitcase in hand, going out the gate, Benjamin watches him disappear into the night.

BENJAMIN BUTTON'S (V.O.)

I spent a lot of time by myself that year...

65 INT. FRONT ROOM, NOLAN HOUSE - ANOTHER DAY, 1931

65

Benjamin sitting at a table, an old man to look at but no more than twelve, busy playing with magnets...

BENJAMIN (V.O)

Until...

We see a refined, genteel OLD WOMAN, wearing a hat and gloves, a suitcase at her feet, flanked by an old DOG, just inside the front door...

BENJAMIN

(CONT'D)

Hello...

THE WOMAN

I'm moving in today.

And just then Queenie appears, the baby on her hip...

QUEENIE

Welcome... we was expecting you...

(to Benjamin)

Could you show her upstairs?

(MORE)

(CONTINUED)

65 CONTINUED:

65

QUEENIE (CONT'D)

She will be staying in Mrs. Rousseau's old room. I'll be right with you with some fresh towels...

(frowning)

We don't usually let dogs in the house.

THE WOMAN

He's as old as the hills. Blind too. Can hardly get around, he won't be a bother much longer.

Benjamin, like any young boy, immediately pets the old dog...

QUEENIE

I guess as long as he stays out from underfoot.

Benjamin helps her with her bags showing her up the stairs...the old dog dutifully following them...

BENJAMIN

I'm Benjamin...

The woman starts to tell him her name... but we don't hear it because...

BENJAMIN BUTTON'S (V.O.)

(after a beat)

As hard as I try, I can't remember her name. Mrs. Lawson, or Mrs. Hartford, or maybe it was Maple? It's funny how sometimes the people we remember the least, make the greatest impression on us.

66 INT. THE OLDER WOMAN'S ROOM, NOLAN HOUSE - DAY, 1931

66

Benjamin sits petting the dog while the Woman puts her things away...

BENJAMIN BUTTON'S (V.O.)

I remember she wore diamonds... and she always dressed in fine clothing as if she was going out. Although, she never did and nobody would ever come to visit her.

67 INT. NOLAN HOUSE, PARLOR - VISITING DAY, 1931 67

We see the Woman dressed nicely, sitting in a chair reading a book. She takes a look out the window at the families on the lawn and bends back to her book.

BENJAMIN BUTTON'S (V.O.)
...She taught me how to play the piano...

68 INT. PARLOR, NOLAN HOUSE - ANOTHER NIGHT, 1932 68

The Woman sitting with Benjamin teaching him how to play piano...playing a classical piece like Chopin...Benjamin trying his hand...sounding pretty bad...

THE WOMAN
It isn't how well you play, it's how you feel about what you're playing. (whispers) Try this.

And she plays a ragtime piece...New Orleans music...music for the other whole part of the soul... Benjamin tries his hand and actually plays it fairly well

THE WOMAN (CONT'D)
You cannot help but put your entire self into the music.

And he plays along with her...a piece he won't soon forget...

BENJAMIN BUTTON'S (V.O.)
There were many changes going on, some you could see... some you couldn't.

69 INT. A BATHROOM, NOLAN HOUSE - NIGHT, 1932 69

We see Benjamin taking a bath. An he notices a single gray hair floating on the surface...

BENJAMIN BUTTON'S (V.O.)
Hair, had started growing, in all sorts of places...

And he sees some hair is under his arms... and as he looks downward...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
Along with other things...

69 CONTINUED:

69

Benjamin, naked, looking at himself in a mirror... like a young teenage boy...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
I felt like I could do anything,
that I could sprout wings...

And as he flexes his muscles, feeling like a man.

70 INT. HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

70

It's started to rain, the wind blowing, splattering rain against the window. Knocking.

DAISY
Oh, darlin', the pain...

CAROLINE
I'll get the nurse...

She hurries out of the room. Daisy looks out the window. The maelstrom of wind and rain. Caroline comes back with a Nurse.

THE NURSE
You're not feeling too good?

She adjusts the morphine drip. Daisy lays back.

THE NURSE (CONT'D)
Nobody seems to know whether to stay or leave. The roads are filled from New Orleans to Baton Rouge already. I think I'm gonna ride it out.
(finishing with the drip)
There, that should make things easier.

Daisy starts to feel the effects of the drip...

THE NURSE (CONT'D)
(to Caroline)
Have you had a chance to say your goodbyes?

Caroline nods. The Nurse nods.

THE NURSE (CONT'D)
My father waited four hours for my brother to get here from Boger City. He couldn't go without him.

(CONTINUED)

70 CONTINUED:

70

She affectionately touches Daisy's cheek.

THE NURSE (CONT'D)

She seems like a sweet woman.

Caroline nods.

CAROLINE

I haven't spent as much time as I
would have like with her the last
few years.

Another NURSE looks in...

THE WOMAN

You busy?

The Nurse quickly goes out of the room. Caroline sits
back down looking at her mother...Daisy opens her eyes...
they look at each other... Caroline knowing Daisy wants
to hear the sound of her voice...

CAROLINE

(taking up the book)
The next page says...

Daisy shuts her eyes...

70 CONTINUED: (2)

70

BENJAMIN (V.O.)
 ...Queenie would let me go with
 Mr. Daws to Bridge City..To watch
 the boats go up and down the
 river...

71 EXT. THE MISSISSIPPI RIVER - DAY, 1932

71

The busy docks... Men waiting, hoping to find work...

BENJAMIN BUTTON'S (V.O.)
 These were hard times... people
 were doing anything they could to
 find work...

And we see Benjamin, with Mr. Daws, "the lightning man,"
 sitting on a bench with a line of other old men, "killing
 time," watching the boats going up and down the River...

MR. DAWS
 Did I ever tell you I was struck
 by lightning seven times? Once,
 when I was in a field tending to
 my cows.

And we see just that, Mr. Daws, along with a cow of his,
 being hit by lightning.

A MAN'S (V.O.)
 (shouts)
 My fourt' hand didn't show up...
 Anybody want to make \$2 for a
 day's work around here...

Benjamin turns... And he sees a man in his late 40s with
 his three man crew, standing on the deck of a TUGBOAT,
 and old rusted tug built out of charcoal iron... The man,
 its Captain MIKE... Has a thick Irish accent... For some
 reason none of the able-bodied men needing work
 respond...

CAPT. MIKE
 What's wrong, nobody wants to get
 their hands dirty...! Nobody wants
 to do an honest days work for an
 honest day's pay...!

A MAN
 (warning them)
 He never pays... He always says
 he'll have to owe it to you...

71 CONTINUED:

71

CAPT. MIKE

Are all you afraid of workin' for
a livin'? Somebody got to want a
job...

Benjamin suddenly springs up at the opportunity, waving
his arms...

BENJAMIN

I do...!

CAPT. MIKE

You got your sea legs old man?

BENJAMIN

(feeling his legs)

I do. I think.

CAPT. MIKE

That's good enough for me! Get
your ass on board, we'll sure as
hell find out!

And as Benjamin gets on the boat, heading out to sea...

72 EXT. TUGBOAT, MISSISSIPPI RIVER, NEW ORLEANS - DAY, 1932

72

And we see Benjamin "learning the ropes..." Helping to
tow the freighters, into and out of the River ports...
Benjamin in this element, like a boy, his hair blowing,
thrilled to be on the boat, thrilled by the adventure...
willing to do anything...

BENJAMIN BUTTON'S (V.O.)

I was as happy as I could be... I
would do anything...

CAPT. MIKE

I needs a volunteah.

BENJAMIN

Yes, Captain!

CAPT. MIKE

(motioning)

Scrape off this bird shit.

BENJAMIN

Right away, sir...!

And he hops to it... Happily scraping off the bird
shit... Happy to be doing anything...

(CONTINUED)

BENJAMIN BUTTON'S (V.O.)

And I actually was going to be paid for something I would have done for free.

CAPT. MIKE

I'll put you on the books... pay you next time around...

BENJAMIN BUTTON'S (V.O.)

His name was Captain Mike Clark... He'd been on boats since he was seven...

Mike's a hard drinker, God's last angry man... He's drinking as they go in for the night... Benjamin sitting with him in the wheelhouse... Capt. Mike jawing away...

CAPT. MIKE

... What were you born to do, old timer?

BENJAMIN

I haven't found out yet.

CAPT. MIKE

You haven't found out yet?! How old are you, Benjamin, seventy somethin' or other?

BENJAMIN

Not as old as I look.

CAPT. MIKE

(laughs)
Tha's a good one..." You older than Hades you creaky old bastard! What the hell you been doing with your life?

BENJAMIN

It's a short story...

CAPT. MIKE

Can you still get it up?

BENJAMIN

(doesn't understand)
I do every morning.

CAPT. MIKE
The old pole? The hard'n? Can you
still get it up?

BENJAMIN
(not so sure)
I guess.

CAPT. MIKE
When was the last time you had a
woman, you creaky old bastard...?

BENJAMIN
Never.

CAPT. MIKE
Never!

BENJAMIN
Not that I know of.

CAPT. MIKE
(can't believe his
ears)
You been on this earth for more
than seventy years and you never
got any?! That's the saddest
thing I ever heard in my life.
Never?

BENJAMIN
Never.

CAPT. MIKE
Well, then, hell man, you comin'
with me!!

BENJAMIN BUTTON'S (V.O.)
He took me to meet some friends...

Music playing loud... We see Benjamin and Capt Mike at
the bar... Mike, hammered...

CAPT. MIKE
You din't say? What did your
father do?

BENJAMIN
I never met my father.

CAPT. MIKE

You're a lucky bastard! All father's want to do is hold you down!.. Out on my father's boat, working da two-a-days... This littl' fat bastard, "tug Irish," what they calls them. They say the Irish the only one's stupid 'nough to work a tug. Them and the Portuguese, as we all know how stupid them Portuguese is. I fin'ly get up the nerves and tell him... "I don't wanta spend da rest of my life on a goddamn tugboat...!" You know what I'm sayin'?

BENJAMIN

You didn't want to spend the rest of your life on a tugboat.

CAPT. MIKE

Absolutely, damn right! So you know what my father says? He says "Who the hell you think you are?" "What the hell you think you can do?" I tell him. "Well if you askin' -- I want to be a artist." He laughs. He says, "If God wanted you to be an artist he would made you one." "God wanted you to work a tugboat just like me, and that's what you goin' to do?" "Now, if I ever hear you mention art again, I'll throw you overboard!" Well, I went and I show him... I made myself an artist...

And he suddenly takes off his shirt, pulls down his pants... And we see he's covered, from head to toe, with "his artwork," and incredible array of tattoos...

CAPT. MIKE (CONT'D)

A tattoos artist...! I puts every one on myself!

And they look it, upside down sideways and backwards...

CAPT. MIKE (CONT'D)

You have to skin me alive to take my art away from me now! When I'm dead I'm going to send him my arm!

(MORE)

(CONTINUED)

74 CONTINUED: (2)

CAPT. MIKE (CONT'D)

Don't let anyone tell you
different! You got to do what you
meant to do! And I happen to be a
god-damned artist!

BENJAMIN

(stating the obvious)

But you're a tugboat captain.

Which stops Captain Mike in mid rant... And he has no
answer for... His only response is to glare at
Benjamin... A back door opens, a slinky woman coming
in...

THE WOMAN

Captain Mike, we're ready for you
and your friend...

CAPT. MIKE

Let's go old timer... Break your
cherry... This one's on me...

As they go...

CAPT. MIKE (CONT'D)

(reconsidering)

And here's you pay for today...
Don't ever let anybody tell you
Captain Mike didn't give a man
what he deserved...

BENJAMIN

(looks at change he
was given)

I thought it was \$2 for a day's
work...

CAPT. MIKE

"you can't put a price on
education..."

75 INT. WHORE HOUSE, THE QUARTER, NEW ORLEANS - NIGHT, 1932

75

Captain Mike and Benjamin in a small parlor where girls,
both black and white, are sitting around...

BENJAMIN BUTTON'S (V.O.)

It was a night to remember...

Captain Mike knows just who he wants and moves off with
her... Benjamin left standing, not knowing what to do...
None of the women seem to anxious to be with the old
man...

(CONTINUED)

75 CONTINUED:

75

ONE OF THE WOMEN

He gives me the willies...

ONE OF THE WOMEN (CONT'D)

He's not for me, no ways...

A thin Girl, maybe 19, of mixed ethnicity, decides to take a chance...

THE GIRL

How are you tonight, Grandpa?

76 INT. A ROOM, WHORE HOUSE, FRENCH QUARTER - NIGHT, 1932

76

And we see Benjamin and the girl sitting on a bed... And as she undresses him... First things first... tossing him a wash cloth...

THE GIRL

Clean yourself up...

He doesn't know what she means.. Taking the wash cloth he goes over to the sink and does what he knows how to do, wash his face...

BENJAMIN

Is that any better?

76A INT. THE ROOM, WHORE HOUSE, FRENCH QUARTER - NIGHT, 1932

76A

She's pushing him down, hiking up her skirt, all business...

THE GIRL

Let's go... Time's a wastin'...

She climbs on top of him... And instinct takes over... But Benjamin being just a boy... and this being the first time, his excitement gets the immediate best of him...

BENJAMIN

Ohhh...!

THE GIRL

(hopping up)
Come by anytime...

She starts to leave... But Benjamin, who likes this an awful lot...

BENJAMIN

Again?

(CONTINUED)

76A CONTINUED:

76A

THE GIRL

Again?

She looks and sees, sure enough... She climbs back on...the results are virtually the same if a bit longer

THE GIRL (CONT'D)

My hat's off to you old timer.

She gets up to go...she's made it to the door... when Benjamin says...

BENJAMIN

Again?

THE GIRL

Again?

She slows, turns to look... And sure enough... He's as ready as he's ever going to be... As she looks at him, a look bordering on amazement...

77 INT. THE ROOM, WHORE HOUSE, FRENCH QUARTER - NIGHT, 1932

77

THE GIRL

What are you, Dick Tracy or something? I've got to rest...

And that's just what she's doing... trying to catch her breath...

BENJAMIN

(in heaven)

Again?

78 INT. PARLOR, WHORE HOUSE, THE QUARTER - LATER STILL, 1932

78

And we see Benjamin, at the door, happily smiling...

BENJAMIN

Thank you...

THE GIRL

(hurting)

No, thank you...

Benjamin, floating on air, hovering, never wants to leave...

THE GIRL (CONT'D)

Have a nice night...

(CONTINUED)

78 CONTINUED:

78

BENJAMIN

You'll be here tomorrow?

THE GIRL

Every night, but Sunday...

And she's finally able to go...

BENJAMIN BUTTON'S (V.O.)

It sure made me understand the
value of earning a living... the
things it can buy you..

Benjamin turns to leave... we hear footsteps... And we see a man, putting on a raincoat, coming downstairs from one of those other rooms... We see it's Benjamin's father... THOMAS BUTTON... Seeing Benjamin he slows... Benjamin, unaware of who he is, turns and goes out...

79 EXT. STREET, FRENCH QUARTER - LATE AT NIGHT, 1932

79

It's a rainy night. Benjamin, feeling like a million bucks, walks along the street, going home... A chauffeured car pulls alongside him, the window rolled down... And we see Thomas Button in the car...

THOMAS BUTTON

It's awful wet out. Can I offer
you a ride somewhere...?

BENJAMIN

That's very kind of you, Sir.

He gets into the car.

80 INT. THOMAS' CAR, NEW ORLEANS - LATE AT NIGHT, 1932

80

They drive in awkward silence.

THOMAS BUTTON

My name is Thomas, Thomas Button.

BENJAMIN

I'm Benjamin.

THOMAS BUTTON

(saying the name to
himself)

Benjamin... Yes, Benjamin... It's
a pleasure to know you.

They shake hands.

(CONTINUED)

80 CONTINUED:

80

THOMAS BUTTON (CONT'D)

Would you like to stop and have a
drink, Benjamin?

81 INT. BAR, FRENCH QUARTER - LATE AT NIGHT, 1932

81

A small old bar. Benjamin and his father sitting in the
back... The waiter comes over, deferring to Benjamin's
age...

THE WAITER

What will it be sir?

BENJAMIN

I'll have whatever he's having.

THOMAS BUTTON

A Sazerac for both of us...with
whiskey instead of brandy...

The waiter leaves.

THOMAS BUTTON (CONT'D)

You don't drink do you?

BENJAMIN

It's a night for firsts...

THOMAS BUTTON

How is that?

BENJAMIN

I've never been to a whore house
either.

THOMAS BUTTON

It's an... experience...

BENJAMIN

It certainly is.
(and honestly)
I'm not very experienced about a
lot of things.

THOMAS BUTTON

That isn't a bad thing.

BENJAMIN

There's a first time for
everything.

81 CONTINUED:

81

THOMAS BUTTON

True enough. I don't mean to be rude... but your hands seem awful bent... It must be quite painful?

BENJAMIN

I don't really know what I have. I have some form of a disease. I have a lot of catching up to do.

THOMAS BUTTON

What kind of a disease?

BENJAMIN

I was born old.

Thomas is quiet. And for many things...

THOMAS BUTTON

I'm sorry.

BENJAMIN

(guileless)

No need to be. Nothing wrong with old age.

THOMAS BUTTON

I'm sorry about your disease.

BENJAMIN

My mother says we're all born with something...

THOMAS BUTTON

Your mother?

BENJAMIN

I'm adopted.

Thomas looks at him... They get their drinks... Tap glasses, and drink. Benjamin coughs at the taste... But forces it down... And as they laugh at his discomfort...

82 INT. THE BAR - FRENCH QUARTER - LATER THAT NIGHT, 1932

82

Thomas and Benjamin deep in conversation... and both of them more than a few sheets to the wind... Benjamin, particularly overblown like any first time drunk...

THOMAS BUTTON

... My wife passed away many years ago...

(CONTINUED)

BENJAMIN
 (slurring)
 I'm very sorry.

THOMAS BUTTON
 She died in childbirth.

And there's a moment when it seems like Thomas might tell him, but despite the alcohol he thinks better of it...

THOMAS BUTTON (CONT'D)
 (toasts, sadly)
 To children.

BENJAMIN
 (nods, toasts)
 To mothers and fathers...

After some moments:

BENJAMIN (CONT'D)
 What line of work are you in, Mr. Button?

THOMAS BUTTON
 Buttons. "Button's Buttons."
 There isn't a button we don't make. Our biggest competition is B.F. Goodrich and his infernal zippers...

The waiter comes over.

THE WAITER
 Would you gentlemen like another?

THOMAS BUTTON
 One more Benjamin?

BENJAMIN
 If you'll let me pay for it, Mr. Button...

He takes out a little of his hard earned pay... proud of himself...

THOMAS BUTTON
 What kind of work do you do?

BENJAMIN
 (proud of himself)
 I'm a tugboat man.

83 EXT. NOLAN HOUSE - LATE AT NIGHT, 1932

83

The car's stopped outside the gate... Benjamin is drunkenly getting out...

THOMAS BUTTON
I enjoyed talking to you...

BENJAMIN
I enjoyed drinking with you...

He starts to wobble inside...

THOMAS BUTTON
(after him)
Benjamin...

Benjamin slows...

THOMAS BUTTON (CONT'D)
Would you mind, if time to time, I
stopped by to say hello...?

BENJAMIN
(a drunken wave)
Anytime.

THOMAS BUTTON
(happily)
Goodnight, Benjamin.

BENJAMIN
(drunkenly)
Absolutely... Mr. Button...

Benjamin turns inside. Thomas looks after him for a long moment... And then he drives away...

84 INT. NOLAN HOUSE - LATE NIGHT, 1932

84

Benjamin holding the railing for support starts up the stairs for bed.

QUEENIE'S (V.O.)
Where have you been!?

And we see Queenie has been sitting in the front room... where she can see out the window...

BENJAMIN
I listened to some music.... I --

He doesn't mention the whore... But generically says...

(CONTINUED)

84 CONTINUED:

84

BENJAMIN (CONT'D)

I met some people.

And right on cue Benjamin, wobbles...

BENJAMIN (CONT'D)

I think mama... I'm going to...

And to finish the evening, he throws up.

85 EXT. LAWN, NOLAN HOUSE - ANOTHER DAY, 1934

85

The family's on the lawn...

BENJAMIN BUTTON'S (V.O.)

I loved the weekends when she
would come and spend the night
with her grandmother.

86 INT. GRANDMA FULLER'S ROOM - DAWN, 1934

86

Daisy, nine now, asleep in bed with Grandma Fuller... We
see Benjamin quietly enter... He gently nudges Daisy
awake...

BENJAMIN

(whispers)

Do you want to see something? We
have to keep it secret.

Daisy, always willing, always brave, gets up...

BENJAMIN (CONT'D)

(whispers)

Get dressed. I'll meet you behind
the kitchen...

And he leaves the room as quickly as he came...

87 EXT. BEHIND THE KITCHEN - NOLAN HOUSE - DAWN, 1934

87

Benjamin, in an old peacoat, holding another -- waits...
Daisy comes out... as he stops the door from slamming...

BENJAMIN

Ssssh...

(whispers)

Can you swim?

DAISY

I can do anything you can do...

87 CONTINUED:

87

BENJAMIN

Put this on...

He gives her a heavy coat...she puts it on... It's two sizes too big for her...

BENJAMIN (CONT'D)

We have to go fast...

And she follows him between the houses... the two of them going quickly down the street...

88 EXT. THE DOCKS, MISSISSIPPI RIVER - DAYBREAK, 1934

88

Fog. The first light of dawn. A full compliment of boats tied up for the night... They scamper along the dock... to the "Chelsea" ...Benjamin helps her climb aboard...

89 INT. TUGBOAT, MISSISSIPPI RIVER - DAYBREAK, 1934

89

He goes downstairs to find -- Captain Mike sprawled across his bunk -- in all his naked tattooed glory, an empty bottle on the floor...

DAISY

What's wrong with him?

BENJAMIN

I think he has mejembe.

(shaking him)

Captain Mike... could you take us out?

Captain Mike opens one eye... sees them standing there...

CAPT. MIKE

You know what day it is?

BENJAMIN

Sunday.

CAPT. MIKE

Do you know what dat mean?

He doesn't.

CAPT. MIKE (CONT'D)

It means I was very drunk last night.

BENJAMIN

You're drunk every night.

(CONTINUED)

89

CONTINUED:

89

Captain Mike just squints.

CAPT. MIKE
Is that a girl?

89 CONTINUED: (2)

89

BENJAMIN

A close friend... I wanted to show
her the River.

CAPT. MIKE

I'm not supposed to be joy-ridin'
with civilians... I could lose my
license.

That notion stops him for about a nanosecond.

CAPT. MIKE (CONT'D)

(grabbing a bottle)

What you standin' there for!

90 EXT. THE TUGBOAT, THE MISSISSIPPI RIVER - EARLY, 1934

90

The tugboat making its way through the fog... Benjamin
standing with Daisy on the prow... the wind in their
faces... And suddenly out of the fog a HORN BLARES... As
loud as anything they have ever heard... and moving out
of the mist, horn still echoing, a huge ocean liner
appears... With three other tugboats pushing it to sea...

CAPT. MIKE

She put in for repair... a wounded
duck... She's flyin' now...

Captain Mike joins the tugs at the liner's side... the
tugs sounding horns of their own... a symphony of a
kind... What interests Benjamin...

BENJAMIN

What does it take to build
something like that?

Passengers line the railing... continuing their
adventure... And what interests Daisy...

DAISY

Imagine all the places they're
going to see...

Daisy, thrilled, waves to them -- the passengers along
the rail, waving back... Benjamin stands by Daisy, their
hair blowing in the salty air....

DAISY (CONT'D)

(to Benjamin)

I wish we could go with them...

As they watch the liner, like a foggy dream, sailing
away...

91 INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT 91

The rain and wind knocking at the window...

DAISY
(murmurs)
I wish we could have...
(the morphine)

CAROLINE
Did you say something, Mother?

And there's a hint of anxiety in Caroline now... anxiety coupled with exhaustion... Daisy doesn't say anything. Caroline worriedly looks out the window.

CAROLINE (CONT'D)
It seems to be getting worse.

Daisy doesn't respond.

CAROLINE (CONT'D)
Are you hearing me, mother?

DAISY
Look at that... time just seeped
out of me...

CAROLINE
What?

DAISY
Somebody will come and mop it up
and that will be the end...

Caroline can only listen... She takes a deep breath, gathering her strength... And when her mother's settled again...

CAROLINE
Do you want me to go on reading?

She murmurs, "Hmmm?" as if she didn't know Caroline had stopped. Caroline looks back down at the book.

CAROLINE (CONT'D)
"Things were changing quickly."

92 INT. OLDER WOMAN'S ROOM - NOLAN HOUSE - ANOTHER DAY, 1935 92

We see Benjamin's REFLECTION in a mirror... WE PULL BACK TO SEE we're in his friend's room...

(CONTINUED)

92 CONTINUED:

92

Benjamin sitting in a straight back chair... getting a haircut... the dog at their feet... the VICTROLA, as usual, is working overtime...

THE WOMAN

I don't know how it's possible,
you seem to have more hair...

BENJAMIN

(a little arrogant)
What if I was to tell you I wasn't
getting older -- I was getting
younger than everybody else...

And she then says, taking the wind out of his sails...

THE WOMAN

Well, I'd feel very sorry for
you... to have to see everybody
you love, die before you.

He's quiet, he hadn't thought of that...

THE WOMAN (CONT'D)

That would be an awful
responsibility...

BENJAMIN BUTTON'S (V.O.)

I had never thought about life or
death that way before...

He's still... And seeing he's upset, she says the most
beautiful of things...

THE WOMAN

Benjamin... We're meant to lose
the people we love. How else
would we know how important they
are to us.

BENJAMIN BUTTON'S (V.O.)

And one fall day... a familiar
visitor came knocking on our
door...

We see Benjamin knocking on the Woman's door...

BENJAMIN

Would you like to go for a walk?

There's no response. He opens it, going inside... The
Woman is sitting in a chair by the window, the dog at her
feet, the familiar Victrola playing dance music... He
comes around the chair. And he sees she's still...
perfectly still... her soul moved on...

94 EXT. CEMETERY PLOT, NEW ORLEANS CEMETERY - DAY, 1936 94

We see an old New Orleans paupers' cemetery... Benjamin and the mourners, and because he can't remember her name, around an unmarked grave...

BENJAMIN BUTTON'S (V.O.)
She had taught me how to play the piano.

As Benjamin watches the woman go to her final rest.

BENJAMIN BUTTON'S (V.O.) (CONT'D)
And she taught me what it meant to miss somebody.

95 INT. BENJAMIN'S ROOM, ATTIC - NOLAN HOUSE - DAY, 1937 95

We see Benjamin taking some things out of a dresser drawer, packing a suitcase...

BENJAMIN BUTTON'S (V.O.)
I had gone to a whore house, I'd had my first drink, I had said goodbye to one friend and buried another... In 1937, when I was coming to end of the 17th year of my life, I packed by bag.

We see him putting some final things into the suitcase, closing it...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
...and said goodbye...

96 INT. PARLOR, NOLAN HOUSE, NEW ORLEANS - DAY, 1937 96

We see Benjamin moving through the parlor, one by one, saying his good-byes to the old people...

BENJAMIN BUTTON'S (V.O.)
I knew, life being what it was, I would probably never see them again...

The familiar faces... And as we watch him affectionately touch or talk to each of them... we can just see out a screen window DAISY, almost thirteen now, leaning against the side of the house... Out of sight... as if she didn't say goodbye, he wouldn't leave...

97 EXT. THE FRONT PORCH - NOLAN HOUSE - DAY, 1937

97

We see TIZZY on the porch holding Benjamin's suitcase for him... The woman's old dog lying beside him...

TIZZY
(shaking his hand)
Good luck, son.

And we see Queenie has come out onto the porch with her little girl... and he holds Queenie... tears running down her face...

BENJAMIN
Goodbye, Mother...

He bends to pet the old dog goodbye... He takes up his suitcase and starts off the porch... going down the walkway... he hesitates, and opens the gate... moving out onto the street... When suddenly Daisy is calling him...

DAISY
Benjamin... Benjamin...

She comes running. He stops to let her catch up to him...

DAISY (CONT'D)
Where are you going?

BENJAMIN
To sea. I'll send you a postcard.

DAISY
From everywhere. Write me a
postcard from everywhere...

And with so much she wants to say, she can't say anything. So she runs away... He watches her go, watches her thin legs running back down the street... and he turns and moves off along the street...

BENJAMIN BUTTON'S (V.O.)
And I went off to sea...

We see him in the distance, the "old man", a 17 year old, suitcase in hand, going to find out who he is and what he is to become...

98 INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

98

Daisy's quiet. Caroline can't avoid the howling of the wind.

(CONTINUED)

CAROLINE

(concerned)

I think I should find out what's
going on...

DAISY

(stops her)

There's a box of them... in a
velvet bag...

Caroline, not sure what she wants, opens a red velvet
bag... she finds a wooden cigar box...

CAROLINE

Is this what you're looking for?

DAISY

Looking for?

CAROLINE

You said you wanted this?

DAISY

Of course.

She gives her the box... Daisy, opens it... It's filled
with postcards... Daisy, going through them...

DAISY (CONT'D)

Can you imagine... He sent me
postcards from everywhere he
went... every place he worked...
Newfoundland... Baffin Bay...
Liverpool... Glasgow...Narvik...

She takes one out, reading it... Taking up some others...
looking... reading where they came from... reading off
like an adventure...

Daisy, the postcards, fond memories spread out on the bed
around her...

DAISY (CONT'D)

Please keep reading, sugar...

Caroline takes another look at the window, then takes up
the book...

CAROLINE

(sitting back down)

"I had gone.."

98 CONTINUED: (2)

98

BENJAMIN BUTTON'S (V.O.)
 "... With Captain Mike's crew on
 the "Chelsea"..."

99 EXT. SOMEWHERE ON THE SEA - DAY, 1937

99

The Tugboat, in the distance, steaming through the
 ocean...

BENJAMIN BUTTON'S (V.O.)
 Captain Mike had contracted for
 three years with Moran Brothers
 Tug and Salvage... The old ship
 had been refitted with a diesel
 engine, and a new sea winch... We
 went around Florida and up the
 Atlantic seaboard...

100 EXT. TUGBOAT, AT SEA - DAY, 1937

100

The refitted "Chelsea" on the Atlantic Ocean...

BENJAMIN BUTTON'S (V.O.)
 We were a crew of seven now...
 Captain Mike and me... the
 Cookie... Prentiss Mayes from
 Wilmington, Delaware...

And we see an old sea hand in his domain, his GALLEY,
 smoking and coughing as he cooks...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 ...The Brody twins... Rick and
 Vic...

Two burly hard working IDENTICAL TWIN BROTHERS...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 Who got along fine at sea... but
 for some reason, once they were on
 dry land... couldn't stand the
 sight of each other...

101 EXT. DOCK SOMEWHERE - DAY, 1937

101

The brothers getting off the tug... and no sooner have
 they hit dry land they immediately get into a fist
 fight...

(CONTINUED)

- 101 CONTINUED: 101
- BENJAMIN BUTTON'S (V.O.)
There was John Grimm, who fit his
name... from Belvedere, South
Dakota...
- 102 EXT. TUGBOAT, AT SEA - DUSK, 1937 102
- We see a dour looking man... who always expects the
worst...
- JOHN GRIMM
You know one in every eight boats
never returns, all hands lost at
sea.
- BENJAMIN BUTTON'S (V.O.)
...and Pleasant Curtis who never
said a word to anyone... except to
himself...
- The asocial Pleasant... talking to himself as he works...
- 103 EXT. ATLANTIC OCEAN - DAY, 1938 103
- Benjamin standing on the bow of the old tug as it sloughs
through a fog on the high seas... ready to see the world.
- 104 INT. HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT 104
- Daisy lying in bed...
- DAISY
I wrote him constantly... told him
everything I was doing...
- 105 EXT. HARBOR SOMEWHERE - NIGHTFALL, 1938 105
- The tug on its way in for the night... Benjamin, sitting
on a cleat, reading her letter...
- DAISY'S (V.O.)
...I told him they had invited me
to New York to audition for the
School of American Ballet...
- 106 EXT. NEW YORK SKYLINE - DAY, 1938 106
- Tilting from the grey sky, onto an old landmark building.
- 107 INT. LANDMARK BUILDING, DANCE LOFT, NEW YORK - DAY, 1938 107
- A large open DANCE LOFT. And we see Daisy, dancing for a
selection committee seated on metal chairs...

107 CONTINUED: 107

Daisy moving with technical proficiency -- but it's bloodless, without any real distinction... She gets nods - but no kudos...

DAISY'S (V.O.)
One of the "corps"... another dancing gypsy...

We see Daisy training... just another lithe body.

108 INT. HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT 108

Daisy in bed... Picking up another postcard, she stops, reading, slowing at a painful memory...

DAISY
Oh. Then he wrote me... "I've met somebody... and I've fallen in love..."

109 INT. LANDMARK BUILDING, DANCE LOFT, NEW YORK, NIGHT, 1941 109

And we see Daisy, sitting on the dance floor reading the very same POSTCARD, brokenhearted...

A MAN
Places everybody... Once again...

The troupe moves into their places...Daisy still just part of the crowd... The music starts... Now as Daisy dances... it is filled with pathos and lost love...and everyone takes notice.

110 INT. HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT 110

Daisy reading the very postcard some sixty odd years later... as if reading it for the first time...

DAISY
"...I've met somebody...and I've fallen in love..." My, that was over...
(and realizing)
...sixty years ago.

She's quiet, looking out the window...

CAROLINE
Did you love him, mother?

DAISY
What can a girl know about love?

110 CONTINUED:

110

As she watches the rain on the window, Caroline takes it as her cue to keep reading...

CAROLINE

(reading)

"...We were working in Murmansk,
Russia..."

110 CONTINUED: (2)

110

Daisy stares at the window, the constant beating rain, the water running down the window...

BENJAMIN BUTTON'S (V.O.)
Murmansk is on the Barrent Sea,
the only ice-free ocean port in
the Soviet Union...

111 EXT. MURMANSK HARBOR, RUSSIA - DAY, 1941

111

We see "Chelsea" working with other tugs as snow falls in the crowded Russian Harbor.

They tow a large freighter into port.

CAPT. MIKE
Benjamin...

Benjamin, who is coiling rope on the bow, stands and looks at the Captain.

CAPT. MIKE (CONT'D)
(squinting down at
him, wanting to
know)
Tell me how's it happen you showed
up you were no bigger than a
bollard. Now either I drink a
helluva lot more than I think I
do, or you sprouted... What's your
secret?

And Benjamin, tired of explanations, and what comes first to mind...

BENJAMIN
Well Captain, you do drink a
lot...

And that makes perfect sense to Mike...

CAPT. MIKE
(taking a drink,
saluting)
Goddamn right I do!

And Benjamin stands on the bow... ready to see the world...

BENJAMIN BUTTON'S (V.O.)
We stayed at a small hotel with
the grand name, "The Winter
Palace."

112 EXT. MURMANSK STREET, RUSSIA - NIGHT, 1941 112

Snow covers the street outside of a turn-of-the Century hotel... a front window looks into its lobby... "The Winter Palace Hotel."

113 INT. "WINTER PALACE," RUSSIA - NIGHT, 1941 113

There's a packed BAR off the lobby... We see Benjamin sitting with Captain Mike, their crew, and a mixture of other seamen, Russians and other ethnics, all speaking different languages, sitting and standing around tables cluttered with bottles and glasses... Captain Mike, drunk, his shirt off, is telling a Russian sailor, another interpreting for him -- about a tattoo he has over his heart... an upside down hummingbird...

CAPT. MIKE

I saws this tattoo puts on a man's back in Singapore by Sakumoro, the greatest tattoo artist ever lived. I puts it on myself from mem'ry.

And now we know why it's upside down...

CAPT. MIKE (CONT'D)

This idn't just anoter bird! Its heart rate's twelve hunerd beats a minute...! Its wings beats eighty times a second...! If you was to stop their wings from beatin, they would be dyin' in less than ten seconds...This is no ordinary bird, this is a frikkin' miracle! They slowed down the wings

(MORE)

113 CONTINUED:

113

CAPT. MIKE (CONT'D)
 wit' movin' pictures, you know
 what it showed, they wing tips are
 doin' dis...

And he draws on a napkin a FIGURE EIGHT...

CAPT. MIKE (CONT'D)
 Does you know what the figure-
 eight is the mathematical symbol
 of...?!

Pointing at the symbol...

CAPT. MIKE (CONT'D)
 Infinity!

And for some drunken reason, no matter what language they
 might speak, they all laugh...

BENJAMIN BUTTON'S (V.O.)
 Everybody, no matter what
 differences they had, the
 languages, the color of their
 skin, had one thing in common...
 they were drunk every single
 night...

Then there's a shout -- and as if to underscore things,
 the Brody twins are kicking the shit out of each other
 again...

114 INT. LOBBY, "WINTER PALACE," RUSSIA - NIGHT, 1941

114

We see Benjamin waiting for the small caged elevator to
 take him to his room. He gets in, the elevator operator
 about to shut the grill door...

A WOMAN'S (V.O.)
 Would you wait, please...

And we see a WOMAN in her late 40s... getting on the
 elevator... Benjamin looks over at her...

BENJAMIN BUTTON'S (V.O.)
 Her name was Elizabeth Abbott. She
 was not beautiful. She was plain
 as paper... But she was as pretty
 as any picture to me...

"Plain as paper," ELIZABETH ABBOTT... Directly behind her
 walks a tall, tired man, in his 50s... By the look of his
 ruddy face, and her silent mien... they're both drunk...
 Benjamin finds himself looking at her...

(CONTINUED)

114 CONTINUED:

114

ELIZABETH ABBOTT

What are you looking at?

She has a distinctly English accent. Benjamin doesn't say a word.

ELIZABETH ABBOTT (CONT'D)

If you must know, we have a long standing agreement never to go to bed sober. Isn't that right darling?

BENJAMIN BUTTON'S (V.O.)

Her husband was Walter Abbott...He was Chief Minister of the British Trade Mission in Murmansk... and he was a spy...

They ride up. Elizabeth has her shoes off...She sees him noting her stocking feet... The elevator finally rattles to a stop, and George and Elizabeth get off... Starting down the hall...she abruptly turns to say to Benjamin... so that it's completely understood...

ELIZABETH ABBOTT

I broke the heel off of one of my shoes...I don't usually walk around in my bare feet...

And as he watches her saunter along the hallway... the way drunks do... endeavoring to keep her dignity...

BENJAMIN BUTTON'S (V.O.)

They were long days there...

115 EXT. MURMANSK HARBOR, RUSSIA - DAY, 1941

115

Benjamin on the tug, but it's less fun now, not much adventure, just hard work... Fighting the snow and the wind, they tow a large freighter into port...

116 INT. BENJAMIN'S ROOM - "WINTER PALACE" - NIGHT, 1941 116

Benjamin, in his small room, cold air blasting through the windows, looking out the window into the snowy night...

BENJAMIN BUTTON'S (V.O.)
And longer nights...

He lays on his bed looking out at the dark sky... the snow falling...

116 CONTINUED:

116

BENJAMIN BUTTON'S (V.O.)

One particular night... when I was
having trouble sleeping...

117 INT. "WINTER PALACE," RUSSIA - LATE NIGHT, 1941

117

Benjamin trudges down the stairs, stepping tentatively into the empty lobby... He slows, seeing ELIZABETH ABBOTT in her bathrobe, sitting, alone and lonely... and it's not the first time for her...

BENJAMIN

I'm sorry... I can't sleep...

She's quiet... She finally looks up... but doesn't say anything... There's an awkward moment...exacerbated by the stillness of the hotel in the middle of the night...

BENJAMIN (CONT'D)

I was going to make some
tea...would you like some?

She shakes her head no... He crosses through the empty bar, into an old KITCHEN... He looks for tea... Puts water in a kettle... As he watches the kettle boil... Elizabeth, her arms folded across her chest as if she were chilled, stands by the door... Benjamin, without asking, takes a cup for her...

BENJAMIN (CONT'D)

Milk...? Honey...?

ELIZABETH ABBOTT

Some honey, thank you.

He finds a large honey jar... and seeing some dead flies in with the sweet syrup he asks...

BENJAMIN

Do you like flies with your tea?

She smiles...for the first time... A thin smile... He starts to stir the tea... Elizabeth stopping him...

ELIZABETH ABBOTT

You must let it steep for a
minute...

BENJAMIN

Steep?

117 CONTINUED:

117

ELIZABETH ABBOTT

Sit. There's a proper way to make tea.

BENJAMIN

Where I'm from, they just want it to be hot.

She doesn't smile. He gives her a cup of tea... She cradles the cup... They're quiet, drinking their tea...two strangers... After some moments...

ELIZABETH ABBOTT

You're a seaman? I don't mean to be rude...but aren't you rather old to be working on a boat?

BENJAMIN

There's no age limit... as long as you can do the work...

She nods... They're quiet again. She sits at an old wood counter.

ELIZABETH ABBOTT

You have trouble sleeping?

It's an invitation to sit with her... He pulls a stool over sitting across from her...

BENJAMIN

I didn't know I did... I usually sleep like a baby. Something kept me up.

ELIZABETH ABBOTT

I never sleep... Well, rarely anyway...

He doesn't say anything.

ELIZABETH ABBOTT (CONT'D)

My father, when he was in his eighties, was so sure he was going to die in his sleep... He would only take naps during the afternoon... so that death couldn't catch him...

BENJAMIN

Did he?

(CONTINUED)

ELIZABETH ABBOTT

Did he what?

BENJAMIN

Die in his sleep?

ELIZABETH ABBOTT

He died sitting in his favorite chair listening to his favorite program on the radio.

BENJAMIN

(smiles)

He must have known something.

She smiles at the idea... Another one... that goes as quickly as it's come... And it's quiet again...

ELIZABETH ABBOTT

My husband's the British Trade Minister. We've been here fourteen months... We were supposed to be going to Peking... but it just never did work out. It never does seem to work out. Have you been to the Far East?

BENJAMIN

I haven't really been anywhere. I mean outside different harbors.

ELIZABETH ABBOTT

Where are you from?

BENJAMIN

New Orleans, Louisiana.

ELIZABETH ABBOTT

(pure Elizabeth)

I didn't know there was another one.

Which escapes him.

ELIZABETH ABBOTT (CONT'D)

I've never been to America. Everywhere else. But not America. Am I missing anything?

BENJAMIN

(simply, guileless)

The Mississippi River.

117 CONTINUED: (3)

117

BENJAMIN BUTTON'S (V.O.)
 And she told me all the places she
 had been, and what she had seen...

ELIZABETH ABBOTT
 I can tell you what bars look like
 in places all over the world...

BENJAMIN BUTTON'S (V.O.)
 And we talked until just before
 the dawn...

118 INT. KITCHEN, "WINTER PALACE," RUSSIA - DAYBREAK, 1941 118

The first hint of daylight...

ELIZABETH ABBOTT
 Thank you for the tea...

She leaves as quietly as she entered... Benjamin remains
 standing for a moment...then shuts the light off behind
 him.

BENJAMIN BUTTON'S (V.O.)
 ...And we went back to our
 rooms... to our separate lives...

And as he goes back up the quiet stairs...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 And every night... we would meet
 in the middle Of the night...

119 INT. LOBBY, "WINTER PALACE," RUSSIA - DEAD OF NIGHT, 1941 119

Benjamin padding downstairs... slowing... happy to see
 Elizabeth, in her bathrobe, sitting in the empty lobby,
 waiting for him...

120 INT. KITCHEN, "WINTER PALACE," RUSSIA - BEFORE DAWN, 1941 120

Elizabeth and Benjamin quietly talking...

BENJAMIN BUTTON'S (V.O.)
 A hotel in the middle of the night
 can be a magical place...

And we see the empty front desk and tiny silver bell...
 The vacant lobby, with its musty old rugs... The open
 elevator, waiting... The dining room, with its crisp
 white tablecloths.

120 CONTINUED:

120

BENJAMIN BUTTON'S (V.O.) (CONT'D)
A mouse stopping and running and
stopping...

A mouse crossing the lobby floor doing just that...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
A radiator hissing. A sink
dripping. A floor creaking. A
curtain blowing.

We see and hear it all... All the little sounds, a
symphony, that make up life in a hotel in the middle of
the night... Benjamin and Elizabeth sitting quietly
drinking their tea.

BENJAMIN BUTTON'S (V.O.) (CONT'D)
There is something peaceful, even
comforting, knowing that people
you love are asleep in their beds,
where nothing can harm them...

121 INT. VARIOUS BEDROOMS - DEAD OF NIGHT, 1941

121

Queenie and Tizzy asleep together in her bed... Their
child on the floor... The old people in their beds in the
old house. Ngunda Oti asleep in a room somewhere. The
unnamed woman's grave. A different kind of sleep. And of
course Daisy, in a New York apartment loft with other
dancers... sleeping peacefully.

BENJAMIN BUTTON'S (V.O.)
Elizabeth and I would talk through
the night until just before
dawn...

122 INT. KITCHEN - "WINTER PALACE" - RUSSIA - DAYBREAK, 1941

122

Daylight starts to creep in... she gets up, about to
go... she slows...

ELIZABETH ABBOTT
I may have given you the wrong
impression.

BENJAMIN
The wrong impression?

ELIZABETH ABBOTT
You must think I don't love my
husband.

(CONTINUED)

122 CONTINUED:

122

BENJAMIN

Why do you say that?

ELIZABETH ABBOTT

Married women don't usually sit with strange men in a hotel in the middle of the night. I certainly don't.

BENJAMIN

(honestly)

I don't know what married women do or don't do.

ELIZABETH ABBOTT

Let's get one thing straight. I love him very much. I happen to think he is one of the smartest and most considerate men I ever met. It is not his fault I decided to spend my life in his shadow.

And with that she gets up and leaves... Benjamin, left with that thought...

123 INT. DINING ROOM, "WINTER PALACE," RUSSIA - NIGHT, 1941 123

Benjamin and Elizabeth in the empty dining room at a table with a white tablecloth... with some wine and cheese... She's laughing now, measurably loosened up...

ELIZABETH ABBOTT

He started to take his pants off... I'm afraid he misread me completely...

He laughs. She looks through her wine glass at him...

ELIZABETH ABBOTT (CONT'D)

Do you notice how people look better through a wine glass...

He holds his up.... looking at her....She moves her glass just looking at him...

ELIZABETH ABBOTT (CONT'D)

You're a good looking man with or without a wine glass...

She picks at the tablecloth with her finger next to his... She puts her finger over his making a cross...

(CONTINUED)

123 CONTINUED:

123

ELIZABETH ABBOTT (CONT'D)

We are all just crossing in the
night. Sometimes we intersect.

She leaves her finger there for a moment... lingering...
She abruptly moves it away...

ELIZABETH ABBOTT (CONT'D)

I should go to bed... he'll be up
soon.

She hesitates... And she kisses him, and then hurries out
of the dining room... As Benjamin sits in the empty
dining room... the kiss left on his lips...

BENJAMIN BUTTON'S (V.O.)

It was the first time a woman had
ever kissed me. It's something you
never forget.

124 INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

124

The wind and rain knocking at the window. Daisy silently
lying in bed.

CAROLINE

Are you upset, Mother?

She doesn't say anything. Caroline, seeing her feet have
come out of the covers, caring, fixes her blanket.

CAROLINE (CONT'D)

Would you like some socks?

Daisy's quiet.

CAROLINE (CONT'D)

Do you want me to stop reading?

Daisy's answer for her is...

DAISY

It must have been very cold. I'm
glad he had somebody to keep him
warm.

Which Caroline takes as her cue to read on...

CAROLINE

(after a beat,
reading)

"I couldn't wait to see her
again."

125 INT. "WINTER PALACE," RUSSIA - ANOTHER LATE NIGHT, 1941 125

Benjamin comes hurrying down the stairs. Elizabeth is waiting, as she normally is, but this time she is dressed... Lipstick and hair done... wearing a fur.

BENJAMIN
 (self-conscious)
 I'm not dressed --

ELIZABETH ABBOTT
 You're delicious just as you
 are...

She laughs, taking his arm, walking to the dining room as if going to dinner... They sit at a table... which she has set for them... Caviar and Vodka...

ELIZABETH ABBOTT (CONT'D)
 Don't bother with the cheese or
 the wine here, they're quite
 common... but the caviar and the
 vodka are plentiful and sublime...

She feeds him a spoonful of the caviar... Unaccustomed to it, he swallows it too quickly...

ELIZABETH ABBOTT (CONT'D)
 Take your time... If you eat it
 all at once there will be nothing
 left to enjoy... savor it...

She gives him another spoonful... and takes one herself... He takes his time... They both do... savoring it...

ELIZABETH ABBOTT (CONT'D)
 (pouring)
 Now, a swallow of vodka...

Which they do... She laughs... Looking at him...

ELIZABETH ABBOTT (CONT'D)
 You haven't been with many women
 have you?

BENJAMIN
 No. Not many. At least none on a
 Sunday.

ELIZABETH ABBOTT
 (smiles)
 I feel like I'm with a virgin.

She's not far off... And it's a lovely thought... and it makes her think of her youth.

125 CONTINUED: (2)

125

ELIZABETH ABBOTT (CONT'D)

When I was nineteen, I tried to
become the first woman to swim the
English Channel...

126 EXT. THE ENGLISH CHANNEL - DAY, 1911

126

And we see just that....Young Elizabeth, in goggles, her
body covered with grease, swimming with two escort boats
across the English Channel.

ELIZABETH ABBOTT'S (V.O.)

The current was so strong...that
for every stroke I took... I was
pushed two strokes back...

And we see just that, Elizabeth fighting the current...

ELIZABETH ABBOTT'S (V.O.)
(CONT'D)

I swam for 32 hours... I was only
two miles from the French shore...

Elizabeth in sight of the lights of Calais...

ELIZABETH ABBOTT'S (V.O.)
(CONT'D)

When it started to rain...

And it starts to rain on her... Harder and harder... the
shore is suddenly gone from sight...

ELIZABETH ABBOTT'S (V.O.)
(CONT'D)

When I couldn't go any further,
and I just stopped...

And we see her being taken onto a boat, a blanket wrapped
around her...

127 EXT. CALAIS, BEACH - NIGHT, 1911

127

ELIZABETH ABBOTT'S (V.O.)

They asked me whether I would try
again...?

ELIZABETH ABBOTT

Why wouldn't I?

She smiles, a young girl, full of life...

128 INT. DINING ROOM - "WINTER PALACE" - LATE NIGHT, 1941

128

ELIZABETH ABBOTT

I never did. As a matter of fact,
I have never done much of anything
with my life after that...

And it's quiet. She touches his rough hand.

ELIZABETH ABBOTT (CONT'D)

Your hands are very rough... you
have grease under your nails...

She runs her fingernail along his face...

ELIZABETH ABBOTT (CONT'D)

I can feel the wind on your
face...

They look at each other. And this time, Benjamin kisses
her. It lingers... She stops herself...

ELIZABETH ABBOTT (CONT'D)

I'm afraid it's the witching
hour...

She quickly gets up... And she's gone. As Benjamin sits
in the empty dining room.

BENJAMIN BUTTON'S (V.O.)

It took me a long time to go to
sleep.

129 INT. "WINTER PALACE," RUSSIA - ANOTHER LATE NIGHT, 1941

129

We see Elizabeth nicely dressed, a bottle of champagne in
her hand, sitting anxiously waiting. The elevator doors
open. Benjamin in a suit and tie, as handsome as we've
seen him steps out. She stands, takes his arm.

BENJAMIN

Do I look okay? I borrowed it from
one of the men. It's his church
suit.

ELIZABETH ABBOTT

You take my breath away.

She walks with him, champagne bottle in hand, through the
empty lobby...

(CONTINUED)

129 CONTINUED:

129

ELIZABETH ABBOTT (CONT'D)

The thing about clothing is, it should make you feel comfortable, then you will be comfortable... Come, let's take a walk...

130 EXT. MURMANSK, RUSSIA - DEAD OF NIGHT, 1941

130

Their arms in each other's, their breath showing in the night, they walk through the sleeping Russian town, their shadows in the moonlight. They stop to share a drink from the champagne bottle. They laugh.

BENJAMIN

I feel so much younger when I'm with you...

And it seems he's about to go on... But Elizabeth, flattered, takes it metaphorically...

ELIZABETH ABBOTT

That's such a nice thing to say. You make me feel years younger, too. I wish I was. I would change so many things. I would undo all of my mistakes.

BENJAMIN

What mistakes?

ELIZABETH ABBOTT

I kept waiting, thinking I would do something to change my circumstance... Do something... But I never did... It's an awful waste, you can never get it back... wasted time...

They're quiet. She looks at him.

ELIZABETH ABBOTT (CONT'D)

(abruptly)

If we're going to have an affair, you're never to look at me during the day, we must always part by sunrise, and we can never say "I love you..."

He's quiet...

130 CONTINUED:

130

ELIZABETH ABBOTT (CONT'D)

And when it is over I will send
you a card that will simply say
goodbye... Those are the rules...

They stand in the cold. His answer is...

BENJAMIN

Are you as cold as I am?

ELIZABETH ABBOTT

(laughs)
My god, colder.

They stop to finish what's left of the champagne,
Elizabeth hurling the bottle. The bottle falling silently
into some fresh snow.

ELIZABETH ABBOTT (CONT'D)

You can't even break a bottle
here.

They look at each other and they kiss. And without
anything else needing to be said, they start back...

131 INT. LOBBY, "WINTER PALACE," RUSSIA - LATE NIGHT, 1941 131

ELIZABETH ABBOTT

Get a key.

Benjamin goes behind the registration desk, taking an
empty room key off a hook... They cross to the
elevator...

132 INT. ELEVATOR, "WINTER PALACE," RUSSIA - LATE NIGHT, 1941 132

They stand in the elevator as it ascends. Anticipating
what's to come...

133 INT. HALLWAY, "WINTER PALACE," RUSSIA - LATE NIGHT, 1941 133

They move along a dark hallway. He quietly unlocks an
empty room door... And as he follows her into the room...
the door closing.

BENJAMIN BUTTON'S (V.O.)

She was the first woman who ever
loved me.

134 INT. "WINTER PALACE," RUSSIA - ANOTHER DAY, 1941 134

Benjamin, in his peacoat, and stocking cap, snow on him, hurries into the hotel from work... He runs to the elevator, the doors just closing.

BENJAMIN

Hold it...

It opens. He goes inside. And Elizabeth's husband is standing in the elevator.

135 INT. ELEVATOR, "WINTER PALACE," RUSSIA - LATE DAY, 1941 135

They silently ride up, not a word exchanged. The elevator stops. Elizabeth's husband gets out. As he quietly walks down the hall...

BENJAMIN'S (V.O.)

We saw each other every night...
we always used the same room...

136 INT. HALL "WINTER PALACE," RUSSIA - NIGHT TO DAWN, 1941 136

We see the key going into the door... Benjamin and Elizabeth going inside closing the door behind them... leaving us with the quiet hallway.

BENJAMIN'S (V.O.)

But each time seemed new and
different...

And we see them as dawn creeps along the hallway, Benjamin and Elizabeth, leaving the room, not wanting to part, passionately kissing, and as they start to go their separate ways...

BENJAMIN

(whispering)
Elizabeth...

She turns.

BENJAMIN (CONT'D)

(whispers)
You should swim the English
channel again.

And as she laughs to herself and hurries off...

BENJAMIN BUTTON'S (V.O.)

Until one night...

137 INT. "WINTER PALACE," RUSSIA - ANOTHER NIGHT, 1941 137

We see Benjamin coming down the stairs, into the lobby to meet Elizabeth. And he slows...Elizabeth isn't there. He looks into the bar...the kitchen...the dining room... He goes back to the lobby, sitting on a lone sofa, waiting for her... A mouse runs across the marble floor, stops, looks at him and runs off... And he sits and waits.

138 INT. LOBBY, "WINTER PALACE," RUSSIA - EARLY MORNING, 1941 138

Snow shrouds the windows. We see Benjamin has fallen asleep on the sofa... There's the distinctive BELLOW of Captain Mike's VOICE. Benjamin wakes... He follows the bellowing to find Captain Mike with the tugboat CREW in the bar...

CAPT. MIKE

Roosevelt says we all got to do our part! After them Japs attacked Pearl Harbor everyone's got to! The Chelsea's been commissioned to serve in the United States Navy, to repair, tow, salvage and rescue... Anybody don't want to go to war, now's the time to say so... Once you set foot on that boat again, you're in the Navy friend!

BENJAMIN

(right away)
I'll go captain!

CAPT. MIKE

Easy old timer.
(to the men)
I'll hold it against no man. But speak up now or forever hold your water.

And the Cook, Prentis Mayes...

THE COOK

I was planning on talking to you Cap'n Mike... My wife's doing poorly. I'd like to see her one more time...

CAPT. MIKE

(understanding)
You're free to get home any way you can Mr. Mayes.

(CONTINUED)

138 CONTINUED:

138

And the cook walks off.

JOHN GRIMM

(always dour)

Who do you intend to have cook then? One of the leading causes of death at sea is food poisoning, right after inadequate safety equipment.

BENJAMIN

I grew up cooking, sir. I'll take the job, if I'm not too old to serve.

CAPT. MIKE

You a real Johnny on the Spot, Benjamin. I'll take any able bodied mens who wants kick shit out of the Japs and the Huns.

And with no one dissenting...

CAPT. MIKE (CONT'D)

Then that's it! We's goin' to war, gentlemen!

And filled with fervor, they give a cheer.

139 INT. BENJAMIN'S ROOM, "WINTER PALACE" LATER, 1941

139

Benjamin unlocking the door to his room. An ENVELOPE has been left under the door, he opens it.

BENJAMIN'S (V.O.)

She had left a note. She wrote, "it was nice to have met you." That was it.

And as he stands holding the letter in his room at the small Russian hotel:

BENJAMIN BUTTON'S (V.O.)

And so, I went to war.

140 EXT. TUGBOAT, ATLANTIC OCEAN, SOMEWHERE - NIGHT, 1941

140

The men on the tug on a dark gray sea....

BENJAMIN BUTTON'S (V.O.)

It wasn't the war we expected. We would tow crippled ships... scraps of metal...

(MORE)

(CONTINUED)

140

CONTINUED:

140

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 across the high seas... If there
 was a war, we didn't see it...

And what seemed exciting, the idea of war... is
 tedious... The "Chelsea" towing a strange hulking shape
 on the dark, empty sea...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 There was a man assigned with
 us... The Chief Gunner loved the
 Navy, and most of all, he loved
 America.

THE MAN'S (V.O.)
 There is no other country in the
 world...! When YOU spell America,
 A.M.E.R.I.C.A. You're spelling
 freedom...!

We see the young Gunnery Mate, no more than nineteen...
 sitting at his post on a high caliber machine gun...
 ready to kick some enemy ass...

BENJAMIN BUTTON'S (V.O.)
 His name was Dennis Smith and he
 was a full blooded Cherokee... His
 family had been in America for
 over five hundred years.

DENNIS SMITH
 You have these pacifists. They
 say they won't fight on
 conscience. Where would we be if
 everybody decided to act according
 to their conscience?

CAPT. MIKE
 (out his Window)
 Keeps it down, would you chief!

He goes back inside... And as they settle into their
 tasks..

DENNIS SMITH
 (on his gun, to
 himself, the last
 word)
 Where else can you shoot white
 people and get away with it...

Benjamin's the only one around to hear him...

BENJAMIN BUTTON'S (V.O.)
 I worked in the kitchen...

141 INT. THE TUGBOAT KITCHEN - DAY, 1941 141

Benjamin busy preparing a meal in the galley kitchen. The Perpetually silent Pleasant Curtis, on kitchen duty, helping him with the preparation... while they work...

BENJAMIN
 (trying to make
 conversation)
 You're from the Kentucky mountains
 aren't you? It must be pretty
 there..

Pleasant Curtis doesn't say a word. Benjamin shrugging, puts the pie in an oven.

142 INT. THE GALLEY - TUGBOAT - NIGHT 142

The men; including Dennis Smith, Pleasant Curtis, John Grimm, the "fighting" Brody twins, Benjamin serving them, silently eating dinner, rolling with endless rolling Ocean. Pleasant, not interested, just gets up and leaves.

JOHN GRIMM
 There's something not normal about
 him.

As they silently eat, mostly bored...

DENNIS SMITH
 (looking outside)
 Whoever said "War is hell,"
 doesn't know shit from shinola.

143 EXT. TUGBOAT, ATLANTIC OCEAN -- ANOTHER NIGHT, 1942 143

We see "Chelsea," a steel tow line splayed out from its winch, towing a large crippled freighter across the ocean...

BENJAMIN BUTTON'S (V.O.)
 We were towing a British
 freighter, that had gone dead in
 the water, 800 miles to Halifax
 for repair...

We see Benjamin and the crew watching the ship on the tow line run out some thousand feet behind them...

144 INT. CREW QUARTER, TUGBOAT, ATLANTIC OCEAN - NIGHT, 1942 144

We see Benjamin awake in his bunk, Dennis Smith asleep in the bunk above him.

144 CONTINUED:

144

Pleasant Curtis seemingly asleep in his bunk below him... Benjamin looking out at the black sea... and out of the silence Pleasant Curtis for the first time speaks...

PLEASANT CURTIS

I've been watching you. You seem trustworthy. If something happens to me... could you see this gets to my wife...?

He hands Benjamin a folded up handkerchief...

BENJAMIN BUTTON'S (V.O.)

He had given me all of his pay... he hadn't spent a dime of it...

PLEASANT CURTIS

If anything happens I want my family to know I was thinking about them, and if I could have, I'd have come back home.

And that said he turns back over... And as Benjamin looks at the dark foreboding sea... suddenly:

CAPT. MIKE (OVER)

(calls)

All hands on deck!!!

They bolt from their bunks... Going outside...

145 EXT. TUGBOAT, ATLANTIC OCEAN - NIGHT, 1942

145

Captain Mike stands by the wheelhouse... silently looking at the ocean... They see bodies of men, dead men, floating by them... One and two at first... then three and four... and then more and more until they are moving through a carpet of bodies...

BENJAMIN BUTTON'S (V.O.)

The war found us.

As they move through the water... their propeller literally chopping up bodies, to where they have to veritably shut their engines down...

BENJAMIN BUTTON'S (V.O.) (CONT'D)

A transport carrying 900 men had been hit by a torpedo. We were first to arrive at the scene...

And as the tug arrives at the scene we see a TRANSPORT VESSEL, with a gaping hole in its midships sinking quickly... Fuel oil burning on the water...

(CONTINUED)

- 145 CONTINUED: 145
- It's then we see the true horror of the men in the water... in the burning black oil... The transport boat silently slips into the water, disappearing under the sea...
- 146 EXT. TUGBOAT - ATLANTIC OCEAN - NIGHT, 1942 146
- As the tug moves through the thick black smoke... Benjamin and the other crewmen watching along the rails...
- BENJAMIN BUTTON'S (V.O.)
There wasn't a sound...
- Except for the lapping of water, and the tugboat's engines, there isn't... just the silence of death... Something else appears, doming onto the surface like a spectre... the U-BOAT that had reeked this havoc... looking to see the results... Captain Mike sees the sub...
- CAPT. MIKE
(mad as hell)
We can't run from the fucker and
we can't hide...! There's only one
thing we can do...!
(and he shouts)
Battle Stations...!!!
- They run to their battle stations...
- 147 INT. PILOT HOUSE, TUGBOAT, ATLANTIC OCEAN - NIGHT, 1942 147
- Captain Mike at the wheel in the pilot house, turning the tug, furiously bearing down on the surfaced submarine...
- 148 EXT. TUGBOAT, ATLANTIC OCEAN - NIGHT, 1942 148
- A German submariner, on the conning tower, seeing the Tugboat, turns the .50 caliber machine gun on the tugboat... Benjamin is grazed by a bullet, his forehead cut open, bleeding... Despite the strafing the tug is relentless... The submarine, seeing it is about to be rammed tries to dive... but it's too late... the tugboat ramming the submarine... severing the U-Boat in half. The concussion of the collision has triggered a torpedo in the sinking submarine's torpedo shaft, the torpedo exploding, bursting the submarine, and in the process, blasting away under the stern of the tugboat... the men on the stern blown to pieces... Benjamin's literally thrown against the wheel house... He manages to get to his feet, the tug listing, beginning to sink... There's a man's voice...

148 CONTINUED:

148

And he sees, Captain Mike riddled with bullets, his body covered with blood... Benjamin bends to him... Captain Mike trembling as he lays dying...

CAPT. MIKE

Look at what they did! They shot holes in me! They shots the hell out my paintin'!

His body, his tattoos, like a ripped canvas, is riddled...

CAPT. MIKE (CONT'D)

You've seen a lot of things. Tell me it's going to be alright.

BENJAMIN

You're going to heaven Captain Mike. You're going to heaven.

Benjamin sits beside him, his friend Captain Mike, dying. And a light comes in Captain Mike's eyes... an understanding.

CAPT. MIKE

You can be mad as a mad dawg at the way things wents... You can swear, curse the fates, regret every'ting you ever dids... but when it comes to the end... You have to lets go...

He looks in Benjamin's old eyes....

CAPT. MIKE (CONT'D)

Give me a hand, old man...

And as he holds Benjamin's hand ready to meet his maker...

149 EXT. TUGBOAT, ATLANTIC OCEAN - LATE AFTERNOON, 1942

149

There are two destroyers and a hospital ship in the battle zone flow... Planes circling... The water still speckled with debris, and bodies...

150 EXT. A LIBERTY SHIP, THE NORTH ATLANTIC - DUSK, 1942

150

We see Benjamin at the railing of a Liberty Ship.. He watches the "Chelsea" sink, disappearing under the sea...

(CONTINUED)

BENJAMIN BUTTON'S (V.O.)
 736 men died that day... I said my
 goodbyes to the Cherokee, Dennis
 Smith, John Grimm who was right,
 he was going to die there... I
 sent Pleasant Curtis' wife his
 money... I said goodbye to the
 twin, Vic Brody...

He instinctively turns, and sees Rick Brody looking out a
 porthole, lost without his twin brother...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 And to Mike Clark... Captain of
 the tugboat "Chelsea."

A storage cabinet is opened, a sailor taking out a
 wreath, from a supply of just such wreaths...

BENJAMIN
 You mind...

The Sailor shrugs, giving him the wreath...

BENJAMIN BUTTON'S (V.O.)
 I said goodbye to all the other
 men... who had dreams of their
 own... All the men who wanted to
 be plumbers or singers or
 insurance salesmen or doctors...
 or lawyers or Indian chiefs.

And suddenly, angrily, he throws the wreath into the
 water...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 Out here, death didn't seem
 normal.

Benjamin standing at the rail of the ship... no longer a
 boy... And a SAILOR standing beside him....

THE SAILOR
 This don't get fixed...

Benjamin's quiet. When suddenly a HUMMINGBIRD comes
 flying across the water... It circles the wreath, the way
 Hummingbirds do... and then flies off...

BENJAMIN BUTTON'S (V.O.)
 ...I'd never seen a hummingbird
 that far out to sea before...

150 CONTINUED: (2)

150

And as Benjamin stands at the railing, looking at the sea...

BENJAMIN BUTTON'S (V.0.) (CONT'D)

In the spring of 1945.... when I
was 26 years old... I went home...

151 EXT. THE NOLAN HOUSE, NEW ORLEANS - TWILIGHT, 1945

151

We see Benjamin, suitcase in hand, going up the walk to the old house. We're struck by the difference... the old man who had left to see the world has returned a strikingly handsome man in his fifties. The old blind dog, smelling ham, ambles off the porch to meet him. Nothing seems to have changed. An old woman we don't know is rocking on the porch. A black girl, just 14... is hanging out wash...

BENJAMIN

Is your mother home?

THE GIRL

She's gettin' supper ready....

He goes up the porch, inside....

152 INT. THE NOLAN HOUSE, NEW ORLEANS - TWILIGHT, 1945

152

Some old folks are in the front room... Nobody we know... He moves by them into the kitchen... the stovetop smoking and gurgling... He goes into the dining room... Queenie is busy setting the table... He watches her for a moment...

BENJAMIN

(quietly)

Queenie...

She turns, seeing him... she drops a plate...

QUEENIE

Lord have mercy....you're home...

She runs to embrace him... We see she's aged... the eight years he's been gone... and the 25 years or so since we've known her... now in her fifties...

THE GIRL'S (V.0.)

(asks)

Who is that mama?

The Girl comes inside... curious...

(CONTINUED)

QUEENIE

Your brother, Benjamin...

THE GIRL

I didn't know he was my brother.

QUEENIE

(laughs)

There's a shit load of things you don't know...

But her interest is in Benjamin....

QUEENIE (CONT'D)

(studying him)

You look like you've been born again... you're younger than the springtime... I think that preacher laid the hands on you brought you a second life... I knew the moment I saw you -- you were special... Every night I got on my knees asking the Good Lord to bring you back safely. Remember what I told you...?

BENJAMIN

You never know what's comin' for you.

And they both share a good laugh at her homily... glad to be together once again.

QUEENIE

Did you learn anything worth repeating?

BENJAMIN

I saw a lot of things.

She touches the scar, from the bullet, on his forehead.

QUEENIE

You seen some pain.

He nods.

QUEENIE (CONT'D)

Some joy too?

He nods, that too. And she holds him again.

152 CONTINUED: (2)

152

BENJAMIN

Where's Tizzy?

QUEENIE

Mr. Weathers died in his sleep one night last April. He's sleeping comfortably now in the cemetery on St. James street, God rest his soul...

BENJAMIN

I'm so sorry...

She turns from him so as not to cry....

QUEENIE

There's only one or two of them left now... They all just about new... waitin' their turn like everybody else... I am so glad to have I you back. Now we got to find you some proper work and get you married right...

And as she goes about readying the table for dinner, humming to herself...

153 EXT. PORCH, NOLAN HOUSE - EVENING, 1945

153

Benjamin sitting with a row of oldsters. And feeling out of place, out of time, he gets up and goes inside.

154 INT. PARLOR, NOLAN HOUSE - NIGHT, LATER, 1945

154

We see Benjamin playing the piano in the parlor, the particular tune the Woman had taught him... an old man sitting nearby, seemingly listening... Queenie, looking in...

QUEENIE

You're wasting your time... he's stone deaf... You'll be staying in what was Mrs. DeSeroux's room now, you're too much of a man to stay in the attic anymore.

She goes about her business... And as Benjamin goes back to playing the piano for the deaf man... playing for himself...

155 INT. THE PARLOR, NOLAN HOUSE - NIGHT, 1945

155

We see Mr. Daws, much older now, asleep in an easy chair.

(CONTINUED)

155 CONTINUED:

155

Benjamin standing at the familiar window, listening to the silence of the house...

BENJAMIN BUTTON'S (V.O.)

It's a funny thing about coming home. Smells the same. Looks the same. Feels the same.

Mr. Daws awakens. Seeing Benjamin. As if he never left.

MR. DAWS

Did I ever tell you I've been struck by lightning seven times. Once I was sitting in my truck listening to the radio.

And we see just that Mr. Daws sitting in his truck getting belted by lightning.

BENJAMIN BUTTON'S (V.O.)

You realize what's changed, is you...

While Benjamin stands looking out the window:

BENJAMIN BUTTON'S (V.O.) (CONT'D)

And one evening, not long after I had been back...

156 INT. THE NOLAN HOUSE - EARLY ONE EVENING, 1945

156

We see Benjamin, coming down the stairs. He happens to glance out a casement window... He slows... He can just see part of a TAXI coming to stop at the gate. He moves to the next landing...where he can see a figure is getting out of the cab... The figure of a young woman, wearing a beret, a dark coat and lace up boots... She strides through the gate... It takes us a moment to recognize her... the leggy thirteen year old girl is gone... replaced by a confident woman in her early twenties... with her red hair and her blue eyes she could be no one else but DAISY. Benjamin follows her progress, moving through the parlor, watching her out the screened windows... She moves gracefully past the porch with its swings... The unnamed woman's old dog, smelling her, comes to greet her... Daisy going around to the back of the house... Benjamin moving to the back door, and just as Daisy starts to knock... Benjamin opening it... Momentarily startled, she doesn't recognize him.... and asks...

(CONTINUED)

156 CONTINUED:

156

DAISY

Oh, excuse me... is Queenie here...?

BENJAMIN

Daisy... it's me, Benjamin.

She hardly can believe her eyes...

DAISY

Benjamin...Oh my God it's you...
Of course it's you...

They embrace, and there's a moment when the touch is not just of old friends, but something different... and they both, in that moment recognize that things will never be the same... Daisy, over-hugging him... the way young people do...

DAISY (CONT'D)

Benjamin, how are you? It's been such a long time... There's so much I want to know... When did you come back?

BENJAMIN

Just a few weeks ago...

DAISY

I spoke to Queenie...she told me you were in the war...somewhere at sea... I was so worried about you...

BENJAMIN

(simply)
I'm okay.

BENJAMIN BUTTON'S (V.0.)

When I had left she was a girl...
and a woman had taken her place...

BENJAMIN

I can't get over you -- You are so lovely...

DAISY

You stopped writing.

BENJAMIN

I feel terrible about it...
(smiles)

(MORE)

(CONTINUED)

- 156 CONTINUED: (2) 156
- BENJAMIN (CONT'D)
Now that I see you I feel even
worse... Look at you...Daisy
Fuller...
- 157 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT 157
- Daisy's still. She touches her old face.
- DAISY
...Beautiful.
- CAROLINE
He said, "The most beautiful,"
Mother.
- DAISY
What else did he say about...
- CAROLINE
He said...
- BENJAMIN BUTTON'S (V.O.)
"...Everything, in that moment,
had changed between us..."
- 158 INT. BACK STAIRS, NOLAN HOUSE - TWILIGHT, 1945 158
- Benjamin and Daisy going up the back stairs...
- DAISY
I can't get over you're home...
I've been planning to come by for
awhile... my grandmother, you
remember Grandma Fuller... of
course you remember her... she
passed away...
- BENJAMIN
I heard that... I'm sorry...
- DAISY
I've been wanting to get some of
her things...
- ...They go into her grandmother's room...
- 159 INT. GRANDMA FULLER'S ROOM - TWILIGHT, 1945 159
- Her grandmother's things are in boxes neatly stacked in a
corner, waiting to be taken away... Daisy starts to go
through them... Benjamin gives her a hand... As they go
through things...

DAISY

I can't believe I open the door,
and you're actually standing
there...It must be fate... What do
they call it, "Kismet"? I read a
book about a man named Edgar
Cayce, a psychic, everything is
predetermined...I like to think
it's fate. What do you think,
Benjamin?

BENJAMIN

I don't know how it works, but I'm
sure glad it happened...

They inadvertently touch... the electricity of
friction... both aware of the closeness... they move ever
so slightly apart...

DAISY

(nervously)

Have you been to New York...? It's
just across the bridge from me...
I can actually see the Empire
State Building if I stand on my
bed... Where have you been? Tell
me everything. The last time you
wrote you said you were in Russia?
I always wanted to go to Russia...
Is it as cold as they say...? You
wrote you met somebody... did it
work out...?

BENJAMIN

(holding out)

Remember this?

He's comes upon the BOOK her grandmother had read to
them, Rudyard Kipling's "Just So." She sits on the bed...
Benjamin sitting beside her... the two shoulder to
shoulder... Daisy looking through the book... and
reading....

DAISY

...This is the picture of Old Man
Kangaroo at five in the
afternoon..."

She looks at him.

159 CONTINUED: (2)

159

DAISY (CONT'D)

You don't look like an old man anymore...You always said you were different... I think you must be...

He doesn't say anything. The two of them sitting with their backs to us like the old friends they are...They touch... acutely aware of their proximity and before it can go any further...

BENJAMIN

Are you hungry? Would you like to get something to eat?

DAISY

I would love that...

And the moment's gone...

160 EXT. A NEW ORLEANS STREET - NIGHT

160

...And we see a taxi door being opened in slow motion... and Daisy, dressed for the night, glides out... a man helping her... and we see Benjamin a step behind getting out of the car... dressed to the nines... hair slicked, elegant... but nonetheless, a step behind... And we hear Daisy's voice, from somewhere else...

DAISY'S (V.O.)

...I danced for a man named Ballenchine...He's a famous choreographer. He said I had a perfect line. They asked Ballenchine to describe what he did. He said, "I'm a carpenter." Isn't that amazing? In one of his rehearsals a dancer fell. He put it into the production. Can you imagine that in a classical ballet? A dancer intentionally falling? He isn't the only one, Agnes DeMille, Lincoln Kirstein, Richard Pleasant, Lucia Chase...There's a whole new word for dance now, it's called abstract..."

The door to the restaurant held open for Daisy... another man showing her inside... Benjamin forgotten for the slightest of moments at the door... going after her.

161 INT. NEW ORLEANS RESTAURANT - NIGHT, 1945

161

A crowded New Orleans restaurant. Daisy as a maitre d in slow motion is showing her to a table... Men's, and even women's, eyes following her...

DAISY'S (V.O.)

...They have torn up all the conventions... the straight up and down style, all the things that bound dancers...It's not about the formality of the dance...the classical structure...it's about what the dancer's feeling...there are no rules; the movement can be tense or relaxed, abrupt or flowing, carefree or somber, it may suggest love or hate, attraction or repulsion. The unexpected shifts of weight or energy -- not just to shock but to reinvent tradition...putting the familiar form to new and unexpected uses. It's so basic Just you alone with your body...

They reach a table... A chair in slow motion swept out for her to sit... another man in slow motion putting a napkin in her lap...

DAISY (V.O)

They understand America's vigor and physicality -- they understand the freshness of the American people at their most modern, at their best.

BENJAMIN BUTTON'S (V.O.)

And she told me about this world that she was so attracted to... names that didn't mean a thing to me...I didn't really hear very much of what she was saying.

We watch them at the table... Benjamin listening, appreciating her... her face aglow with the intensity and the passion of youth... Caviar is brought over... vodka... She screws up her mouth not wanting to eat... We can sense he's telling her, what he's learned from Elizabeth Abbott, how to savor it... He feeds her a spoonful... They drink the vodka washing it down... she laughs, delighted... And we now hear what she is saying...

(CONTINUED)

161 CONTINUED:

161

DAISY

(realizing)

Oh my god, I've been just talking
about myself...

BENJAMIN

I'm enjoying listening...

She takes out a cigarette... He instinctively looks for
matches, a man gets there first, lighting her cigarette
for her... he watches the smoke curl around her...
appreciating her...

BENJAMIN (CONT'D)

I didn't know you smoked...

DAISY

I'm old enough. I'm old enough
for a lot of things....

BENJAMIN

Yes you are...

162 EXT. A NEW ORLEANS PARK - NIGHT

162

We see Benjamin and Daisy, their silhouettes walking
through the park... She puts her arm around his
shoulder... being close to him...

DAISY

I have to go back tomorrow... I
wish I could stay...

They reach a GAZEBO... Not a soul around... They stand
for a moment in the silence...

DAISY (CONT'D)

In New York we stay up all
night... I eat breakfast in a
diner on Houston with red booths
and watch the sun come up over the
buildings... there's always
something to do...

Which is in stark contrast to Benjamin's life... Daisy,
takes off her shoes...

DAISY (CONT'D)

Dancers... don't need costumes or
scenery.

And showing him what she's been telling him about, she
does a dance for him...

(CONTINUED)

162 CONTINUED:

162

DAISY (CONT'D)

I could imagine dancing completely
naked...

Daisy, dancing for him... While she dances...

DAISY (CONT'D)

Have you read "D.H. Lawrence," his
books were banned... The words are
like making love....

He stands, hands in his pockets appreciating her... she
moves closer to him... She comes next to him and she
kisses him... and when he doesn't respond... she tries a
different tact...

DAISY (CONT'D)

In our group... you have to trust
people... not be afraid... Sex...
is a big part of it... A lot of
the dancers... are lesbians... A
woman wanted me to sleep with
her....

He's quiet.

DAISY (CONT'D)

Does that upset you?

BENJAMIN

Which part?

DAISY

That someone wanted to sleep with
me.

BENJAMIN

People should want to sleep with
you... You're very desirable...

DAISY

Let's go back to the house... or
get a room somewhere... we can put
down your coat...

She takes his hand, as if to lead him to the dark of the
park... There's nothing he'd like more... but...

BENJAMIN

It's not that I don't want to... I
just can't... not tonight....Its
just not...

(CONTINUED)

162 CONTINUED: (2)

162

DAISY

I'm old enough.

And despite how available she is, how desirable she is...

BENJAMIN

Go back to New York, Daisy... Be with the people you are so fond of... You can only be young once...

DAISY

Do you think you are too old for me... I've been with older men...

And when he still doesn't respond... Daisy, rejected, takes up her shoes... And she starts off... Benjamin coming beside her... but they're not really walking together anymore... and the time for them, this time, has gone away...

BENJAMIN BUTTON'S (V.0.)

You only get so many chances to be with someone... I let her go... and I missed it...

163 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

163

Daisy, caught in the distant time...

DAISY

You look so handsome in that suit... your hair...

A Nurse looks in...

THE NURSE

They're sayin' the hurricane's going to miss us... blow right on by...

CAROLINE

Oh, that's great.

The Nurse goes off down the hall, her voice telling people the good news...

(CONTINUED)

163 CONTINUED:

163

CAROLINE (CONT'D)

Isn't that good news, Mother?

But Daisy is in still another place and another time...

DAISY

Good news?

CAROLINE

The hurricane. It is going to miss us.

DAISY

I'll just stay under the blankets with my mother. She said nothing would happen to me.

She looks at the book.

DAISY (CONT'D)

Benjamin?

CAROLINE

Would you like me to keep reading?

Daisy nods.

CAROLINE (CONT'D)

(after a beat)

He said, "Things were becoming different for me..."

164 INT. BENJAMIN'S ROOM, NOLAN HOUSE - NIGHT, 1945

164

Benjamin lying on his bed, his glasses on, reading... "D.H. Lawrence"... We see he's squinting... We see his POINT OF VIEW, the print, is blurred... He takes off the glasses, looks at the print... and it's clear as a bell...

BENJAMIN BUTTON'S (V.0.)

I didn't need glasses anymore...

And we see Benjamin, naked, standing in front of a full length mirror, looking at himself, studying himself....

BENJAMIN BUTTON'S (V.0.) (CONT'D)

My hair had very little gray and grew like weeds...

(MORE)

(CONTINUED)

164 CONTINUED:

164

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 My sense of smell was keener... my
 hearing more acute... I could walk
 further and faster...

He can see outside an ambulance has arrived... to take
 away another of the old people...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 While everybody else was aging...
 I was getting younger... all
 alone...

And as he quietly looks at himself... There's a KNOCK on
 the door..

A MAN'S (V.O.)
 Benjamin...

He puts something on, and opens the door. And as if to
 underscore what he's just said, he sees THOMAS BUTTON in
 his fifties himself now, leaning on crutches, his feet
 bandaged, standing in the doorway...

THOMAS BUTTON
 Hello, Benjamin... Do you
 remember me?

BENJAMIN
 Of course, Mr. Button... What
 happened to you?

THOMAS BUTTON
 My foot was infected... I'm afraid
 they had to remove it...
 (beat, without irony)
 Welcome home, my friend.

165 INT. DELMONICO'S STEAK HOUSE, NEW ORLEANS - NIGHT, 1945 165

The bar and restaurant crowded with men, many with
 various kinds of handicaps from the war, drinking away
 their demons... And we see Benjamin and Thomas sitting at
 a table... thick steaks, baked potatoes, drinks at their
 elbows...

BENJAMIN
 You're still drinking Sazerac with
 whiskey instead of brandy.

THOMAS BUTTON
 I'm a man of habit.

(CONTINUED)

BENJAMIN

(smiles)

Are you still visiting the house
on Bourbon street?

THOMAS BUTTON

(smiles)

Not for a long time.

BENJAMIN BUTTON'S (V.0.)

I told him about my life... about
my time at war... and he told me
how he had devoted his business to
making buttons for the war
effort...

THOMAS BUTTON

The war has been kind to the
button industry... we had gone
from making forty thousand buttons
a day to making two hundred and
fifty thousand... We employed ten
times the number of workers... We
were operating around the clock...

And he quiets... the sound of the busy restaurant... And
after some moments Thomas tells him...

THOMAS BUTTON (CONT'D)

I don't know how much longer I
have to live...

BENJAMIN

I'm sorry to hear that, Mr.
Button.

And it seems like he is about to tell Benjamin the entire
truth... but he can't bring himself and instead...

THOMAS BUTTON

I don't have any people. I keep to
myself. I -- I'm frightened. I
hope you won't mind... but
whenever it's possible... I would
enjoy your company...

BENJAMIN

I'll do what I can, Mr. Button.

They quietly eat.

165 CONTINUED: (2)

165

THOMAS BUTTON

(after a beat)

Tell me Benjamin, do you know
anything about buttons?

BENJAMIN

Just what holds my shirt on.

166 EXT. BUTTON FACTORY, NEW ORLEANS - NIGHT, 1945

166

An old brick building with a painting on its side of a
woman sewing on a button... "Button's Buttons." A driver
waits outside of a "town car".

167 INT. BUTTON FACTORY, NEW ORLEANS - NIGHT, 1945

167

We see Thomas unlocking a door.

THOMAS BUTTON

(has been telling
him)

... comes from the French,
"bouton," meaning a bud, or any
round object...

They come into a corridor. Thomas unlocking another door.

THOMAS BUTTON (CONT'D)

They were originally decorative,
jewelry sewn on clothing...

168 INT. WORK FLOOR, BUTTON FACTORY - NEW ORLEANS - NIGHT

168

They walk through the quiet factory...

THOMAS BUTTON

The practice of buttoning
originated in the 13th century...
when baggy clothing was replaced
with more form-fitting clothes...

Thomas, on his crutches...past the lines of work
benches... Mannequins in uniforms of the armed
services... with their various gold and silver buttons...

THOMAS BUTTON (CONT'D)

Button's Buttons has been in our
family for one hundred and twenty-
four years. My grandfather was a
tailor. He had a small shop in
Richmond. After the Civil War he
came to New Orleans.

(MORE)

(CONTINUED)

168 CONTINUED:

168

THOMAS BUTTON (CONT'D)

My father saw the wisdom of making
our own buttons. The tailor shop
grew to this... And today...

(a smile)

I can't sew a stitch.

Benjamin is interested, but the obvious question is...

BENJAMIN

It's all very interesting. But
what do you want from me?

THOMAS BUTTON

I said, our family has been in the
business for a hundred and twenty-
four years.

BENJAMIN

Our family?

And it's as if he has opened a flood gate...

THOMAS BUTTON

You are my family. Benjamin, you
are my son.

And tears run down his anguished face... Benjamin's
still...

THOMAS BUTTON (CONT'D)

I am so sorry not to have told you
before...

Benjamin hasn't moved. The words ring in his ears.

THOMAS BUTTON (CONT'D)

You were born the night the great
war ended... Your mother died
giving birth to you... I
thought... I thought you were a
monster... I left you on the back
steps of a house... I promised
your mother I'd make sure you were
safe... I should never have
abandoned you...

Benjamin's dead quiet... He looks at this man, his
father...

BENJAMIN

My mother?

169 INT. THE BUTTON HOUSE, THE GARDEN DISTRICT - NIGHT, 1945 169

We see Benjamin and Thomas in a hallway leading to the kitchen of the large house... The hallway filled with: photographs of the Button Family. Thomas pointing out relatives... Family photographs...

THOMAS BUTTON

...A great uncle, from Germany.
 (and a group picture)
 All of the men in the family at
 the Lake House...
 (notices the date on
 it)
 1915, three years before you were
 born.

A photograph of an old man sitting in a wooden deck chair on the dock of a lake.

THOMAS BUTTON (CONT'D)

Your grandfather at the summer house on Lake Pontchartrain. When I was a boy I would love to wake up before anybody else and run down to the lake to watch the day begin. It was as if I was the only one alive.

And they've come to a young Woman's photograph... who could only be Benjamin's mother. He stops...

THOMAS BUTTON (CONT'D)

I fell in love with her the first time I saw her.
 (beat)
 Your mother's name was Caroline Murphy. She was 20. She worked in your grandfather's kitchen... She was from Dublin... Her father, your maternal grandfather, was a chimney sweep... He died in the flu epidemic of 1900... Caroline came with her mother, two sisters, and four brothers in 1903 to live in New Orleans.

They stop at the kitchen door.

THOMAS BUTTON (CONT'D)

I would find reasons to go to the kitchen... just to look at her...

(CONTINUED)

169 CONTINUED:

169

He does just that... Looking through the round window into the empty kitchen... as if she was there those years ago... as if she was still there...

THOMAS BUTTON (CONT'D)

The happiest day of my life was
April 25th, 1918 the day I married
your mother.

They move along the hallway... Benjamin looking at the photographs... his bloodlines... After some moments:

BENJAMIN

Why didn't you tell me?

THOMAS BUTTON

I made a mistake.

Benjamin looks at him.

THOMAS BUTTON (CONT'D)

Come and take your rightful
place... with your family... with
me...

When Benjamin doesn't say anything...

THOMAS BUTTON (CONT'D)

We can catch up for all the lost
time...

And when he still doesn't answer...

THOMAS BUTTON (CONT'D)

I'm planning on leaving everything
I have to you...

His "bribe" strikes a nerve.

BENJAMIN

I better go.

THOMAS BUTTON

Where are you going?

BENJAMIN

Home.

Benjamin turns his back and walks out.

170 INT. QUEENIE'S ROOM - NIGHT, 1946

170

Benjamin standing by the door, Queenie sitting up in her bed...

QUEENIE

(unforgiving,
angrily)

He's what?! All those years he's creeping around here, and never tells us who he is?! I thought he was just queer or somethin' comin' around here... always askin' for you... He left us \$18 that night you was found... Eighteen ratty ass dollars and a dirty diaper...! Now he wants to be your father? He wants you to sit at his side...! He wants your forgiveness! I won't ever forgive him for any of it... God's the only one that can forgive him!

(finished)

Now I got to get up early with Mrs. Hamilton... or she gonna drown...

(but not finished)

...He thinks he can just show up, and everything gonna be fine and dandy, everybody gonna be friends... He got another thing coming...

And with that she turns over, to go back to sleep, Benjamin quietly leaves the room.

171 INT. THE NOLAN HOUSE - BACK STAIRS, HALLWAY - NIGHT

171

He climbs the back stairs to his room, as if he's carrying a terrible burden... as he comes onto the hallway, Mr. Daws is sitting on a bench in the hall... Seeing Benjamin...

MR. DAWS

Did I ever tell you I was struck by lightning seven different times. Once, I was walking my dog along a country road.

And we see just that, when suddenly he's struck by lightning. The dog, unharmed, licking his face.

(CONTINUED)

171 CONTINUED:

171

MR. DAWS (CONT'D)

I'm blind in the one eye...I can't
hardly hear...I get twitches and
shakes out of nowhere... I lose my
line of thought... but you know
what... God, for some reason,
keeps on sending me a wake-up...
It's His way of reminding me I'm
lucky to be alive...

(a beat, sniffs the
air)

Storm's comin'.

And gets up and pads off into his room. Benjamin, left in
the hallway...He goes over to look out the window, like
the boy we remember looking out at the street lights...
the street...

172 EXT. THOMAS BUTTON'S HOUSE - MIDDLE OF THE NIGHT 172

We see Benjamin being let in by a Butler into the
fashionable home.

173 INT. THOMAS BUTTON'S HOUSE - MIDDLE OF THE NIGHT 173

Benjamin in the dark hallway, quietly walking among the
photographs of "his" family. He goes up the staircase. He
goes to his father's room. He quietly opens the door. The
room's dark, his father asleep. He goes to his father's
bed. His father's frail figure.

BENJAMIN

(whispers)

Thomas...

Thomas awakens...seeing Benjamin...

174 EXT. THOMAS BUTTON'S HOUSE - MIDDLE OF THE NIGHT 174

We see Benjamin wheeling his father in a wheelchair out
of the house...And...

175 EXT. LAKE PONTCHARTRAIN, LOUISIANA - SUNRISE 175

The endless lake. And we see Mr. Button's chauffeured car
driving along the lake.

176 EXT. THE BUTTON SUMMER HOME, LAKE PONTCHARTRAIN - SUNRISE 176

The car's stopped at a chain across the driveway of an
old summer home. Benjamin helps to put Thomas into his
wheelchair. He wheels him up the long drive to the house.

(CONTINUED)

176 CONTINUED:

176

All closed up. Shuttered. There are steps that lead down to the lake. He starts to wheel his father down the steps. The steps are too steep for the wheelchair. Benjamin reaches, picking his father up out of the chair. He carries him down the steps, but that too is arduous...

And he puts his father on his back...His father holding onto his son, as Benjamin carries him on his back down the steps to the dock. There's an old wooden deck chair. He helps his father sit in the chair. And as his father sits for the last time, watching the lake...

THOMAS BUTTON

Thank you, Benjamin.

Benjamin sitting at a distance behind him...Both of them watching the day begin...

BENJAMIN BUTTON'S (V.O.)

You can be mad as a mad dog at the way things went...You can swear, curse the fates, regret everything you ever did... but when it comes to the end... You have to let go...

And as his father shuts his eyes, sitting in the sun.

BENJAMIN BUTTON'S (V.O.) (CONT'D)

I buried him in the Button family plot.

177 EXT. AN OLD CEMETERY, NEW ORLEANS - DAY, 1946

177

We see Benjamin standing at his father's gravesite in the family plot, with ornate headstones...

BENJAMIN BUTTON'S (V.O.)

I had a tailor sew onto his best coat -- a button for every year of his life....fifty-five of them... all different, pearl and silver, brass and wood... in case he lost one along the way...

And as he stands at the gravesite... He hears something. Queenie has come to be with him...to comfort him...

QUEENIE

(why she's here)
Don't you suffer alone for it.

She takes his arm, always there for him.

(CONTINUED)

177 CONTINUED:

177

QUEENIE (CONT'D)
 (looking around)
 It's a beautiful cemetery... And
 buried here right next to your
 mother.

BENJAMIN
 (looks at her)
 His wife.

And as they stand at the gravesite...

BENJAMIN BUTTON'S (V.0.)
 I went to pay a visit to the
 button factory.

178 INT. BUTTON FACTORY, NEW ORLEANS - DAY, 1946

178

We see Benjamin with an elderly woman, MS. SANDERSON,
 standing at the railing of a mezzanine above the factory
 work floor... looking down upon the workers, exclusively
 women, and exclusively white women, making buttons...The
 women, seeing him, look up, and there's a sudden hush...

BENJAMIN
 My name is Benjamin, Benjamin...
 (for the first time)
 Button...

They stare up at him...

BENJAMIN (CONT'D)
 As you know, my father...

It still sounds strange to him.

BENJAMIN (CONT'D)
 ...My father, Thomas Button...
 recently passed...

After a moment:

BENJAMIN (CONT'D)
 He asked that I take over the day
 to day operation of Button's
 Buttons.

They silently stare up at him....

BENJAMIN (CONT'D)
 Well, I don't know the first thing
 about buttons...and I don't know a
 thing about business...
 (MORE)

(CONTINUED)

178 CONTINUED:

178

BENJAMIN (CONT'D)

(after a beat)

Button's Buttons has been in my father's family for over 100 years. It could not have survived without people like you. My father asked me to tell you how much he appreciated the hard work you put in for him and his company for so many years.

Dead still... And after a moment;

BENJAMIN (CONT'D)

I have decided that all of you -- his loyal employees, will have a share, depending on your length of employment, in the ownership of this factory, his legacy.

ONE OF THE WOMEN

We're the owners now?

BENJAMIN

That's about it.

They're literally dumbfounded.

BENJAMIN (CONT'D)

Mrs. Sanderson will explain how everything works and will answer any of your questions...

And with that he turns, walking away...Having "given away the store"... the workers in disbelief looking up at him...

BENJAMIN BUTTON'S (V.O.)

And I went to New York.

179 EXT. NEW YORK CITY - NIGHT, 1947

179

We see a cab pull up and Benjamin, in a nice suit, flowers in hand, daisies, gets out, hurrying into The Majestic Theater, the marquee telling us "CAROUSEL," is performing.

180 INT. THE MAJESTIC THEATER, NYC - NIGHT, 1947

180

Benjamin, coming in late, being shown to his seat. And we see the production of Rodgers and Hammerstein's musical "Carousel," with Mielziner's seminal stage design, as choreographed by Agnes De Mille... And we see the dancer is Daisy...dancing with the man of her dreams, the "bad boy" carnival barker... while Benjamin watches her.

181 INT. BACKSTAGE, THE MAJESTIC THEATER - NYC - NIGHT, 1947 181

We see Benjamin, flowers in hand, making his way through a crowded backstage corridor filled with friends and well-wishers giving cast members congratulations. He comes to the door... to the attention of a STAGEHAND...

BENJAMIN

I'm a friend of Daisy's...

The man matter-of-factly opens the door... A dressing room crowded with dancers changing out of their Costumes... He calls out...

THE MAN

Daisy has company...

We can hear Daisy's name being said... Benjamin waiting... He sees Daisy, in a robe, coming through the room....

DAISY

Somebody's looking for me?...

...And she sees it's Benjamin. And rather than excited to see him... She's startled he's there... and not altogether pleased about him showing up...

DAISY (CONT'D)

Benjamin... What are you doing here?

And he realizes, as most of us have in one love affair or another, whatever his expectations may have been, his fantasy, is not the reality...

BENJAMIN

I thought I'd come visit... spend some time with you if I could...

DAISY

I wish you would have called... You caught me by surprise.

He gives her the flowers, the daisies.

BENJAMIN

I couldn't take my eyes off of you... you were mesmerizing...

DAISY

That's so nice of you to say... These are lovely... Thank you...

(CONTINUED)

181 CONTINUED:

181

There's an awkward moment... and...

DAISY (CONT'D)

I better get changed... a group of us are going to a party... would you like to come...?

BENJAMIN

Somebody told me about a restaurant I thought you might enjoy... I made a reservation... Just in case --

DAISY

(awkwardly)

...all the dancers go out together after the show... You're welcome to come with us... There'll be all sorts of interesting people... Let me get changed.

And she runs back inside the dressing room... Benjamin left to stand in the hallway....

182 INT. A NEW YORK LOFT - NIGHT, 1947

182

A loft elevator opens depositing Benjamin and Daisy along with a bunch of people into a large loft... crowded with her friends, dancers and show people, musicians, predominantly young people, straight and gay, beatniks before there were beatniks, bohemians... Music playing... People pressed together, having to shout to talk...

BENJAMIN BUTTON'S (V.O.)

And I met her friends...

DAISY

I'll get you a drink...

As she turns to a kitchen to get him a drink, she is startled as a young man, DAVID, suddenly grabs her, kissing her, a kiss that's not intended to be platonic... Daisy obviously involved with him... but embarrassed by the intimacy in front of Benjamin and not wanting to hurt his feelings... she pulls awkwardly away from him...

DAISY (CONT'D)

This is my friend David... David dances with our company too... This is the man I've told you about, Benjamin...

They shake hands... Daisy, wanting to escape.

(CONTINUED)

182 CONTINUED:

182

DAISY (CONT'D)

I'll get you that drink. - -

...she goes into the kitchen...

DAVID

You were her grandmother's friend
or something like that...?

BENJAMIN

Something like that.

And Daisy comes back out with a drink for him... and one of her own... But before she can give him his drink, a woman takes it from her... and starts to dance with her... but not with her... the way dancers do... and many of the dancers are dancing just because they feel like it... David, comes to dance with Daisy... Benjamin standing watching Daisy dancing with him... as only dancers can... in complete control of their bodies and yet totally uninhibited... Benjamin sees David kiss her... and his jealousy getting the best of him, he turns and leaves...

183 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

183

Daisy in her turban... listening to Caroline read..

DAISY

(whispers)

I knew I'd hurt you... Maybe I
intended to...

184 EXT. NEW YORK STREET - NIGHT, 1947

184

Benjamin on his way out of the apartment coming along the street. Daisy running after him...

DAISY

I did what you told me to... enjoy
my life... I'm only going to be
young once... I had no idea you
were coming. What did you think I
was going to do...? You can't
expect me to just drop everything,
Benjamin... this is my life...

And we see DAVID and a group of her dancer friends have come outside down the way into the street... looking for cabs...

(CONTINUED)

184 CONTINUED:

184

DAVID

(to Daisy)

There's a party downtown we're going to...

DAISY

(conflicted, to Benjamin)

Why don't you come with us, Benjamin... There'll be a lot of musicians, interesting people there.... You'll have a good time...

BENJAMIN

I came here to tell you I made a mistake before...A day doesn't go by that I don't regret it...It's not the way I felt...I should have never let you go...I came because I hoped I could be with you...

DAVID

Daisy, you going to come...?

Cabs have pulled up... She's torn... between her life and some other life... Benjamin, recognizing her conflict...

BENJAMIN

Do you love him?

185 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

185

Daisy in bed...

CAROLINE

Did you Mother?

Daisy snaps back to the reality of the room... Starts to put the pieces together...

186 EXT. THE MANHATTAN STREET - NIGHT, 1947

186

DAISY

I think so. I think I do.

We see the dancers scrambling getting into the taxis...

BENJAMIN

(understanding)

Okay. Okay... I'll see you in New Orleans...

(CONTINUED)

186 CONTINUED:

186

He turns to go... she's motionless, caught between the two worlds... And we expect her to yell after him, to stop him... But instead, she does what we all do in these moments, what feels good at the time... She runs to be with her friends... She gets into a taxi... The cab drives by him as they leave... Daisy turned to look out the back window... looking back at him... He waves... letting her go... And another chance for them is missed... The street's quiet. And hands in his pockets, a middle-aged man going on 26... he walks off into the night...

187 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

187

DAISY

(remembers)

He came to tell me his father had died.

CAROLINE

You couldn't have known.

DAISY

I was 23...I just didn't care...

She's quiet with her thoughts... and, remembering, she hums to herself some distant memory of music...

DAISY (CONT'D)

...There are some photographs I think... the zipper part of the large bag...

Caroline goes to the suitcases... she comes back with a manila envelope... Daisy dumps them out...and we see they're photographs of Daisy dancing at the height of her abilities...

CAROLINE

I've never seen these... You never talked about your dancing very much...

Daisy looks at the photographs...

DAISY

I was as good as I was ever going to be. For five years... I danced everywhere... London, Prague, Vienna, and I was the only American invited to dance with the Bolshoi... It was glorious...

- 188 EXT. MOSCOW STREET - NIGHT, 1952 188
- And we see Daisy, five years older, her arm inside a tall young blond Russian dancer's, ANITOLY, crossing a snowy street in Moscow...
- DAISY (V.O.)
But Benjamin was never far from my thoughts...
- 189 INT. MOSCOW APARTMENT - NIGHT, 1952 189
- Daisy in bed, the young Russian dancer Anitoly lying beside her, asleep... Daisy, looking off...
- DAISY'S (V.O.)
I'd find myself saying...
- DAISY
Goodnight, Benjamin...
- 190 INT. BENJAMIN'S ROOM, NOLAN HOUSE - NIGHT, 1952 190
- We see Benjamin in bed, turning off the light...
- BENJAMIN BUTTON'S (V.O.)
I'd find myself saying...
(a beat, saying)
Goodnight, Daisy.
- And as they both lie in their beds... thinking of the other...
- 191 INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, THE PRESENT 191
- DAISY
What did he say?
- CAROL
"Life wasn't very complicated..."
- 192 EXT. THE BAYOU, LOUISIANA - DAY 192
- We see Benjamin on Tizzy's old motorcycle riding along the backroads of the endless swamps known as the bayou -
- BENJAMIN BUTTON'S (V.O.)
If you want you could say I was looking for something...
- As he rides away...

192 CONTINUED: 192

BENJAMIN BUTTON'S (V.O.) (CONT'D)
Life went on as usual.

193 EXT. THE NOLAN HOUSE - AN EARLY EVENING, 1954 193

Benjamin in work clothes on a ladder, painting some old window shutters... Queenie opens the window... to tell him...

QUEENIE
Mrs. La Tourneau just passed away.

Benjamin nods. Queenie shuts the window.

BENJAMIN BUTTON'S (V.O.)
Until one day...

A Messenger on a bicycle rides up...

A WESTERN UNION MESSENGER
I have a telegram for Mr. Benjamin Button...

BENJAMIN
That would be me....

He comes down the ladder. The Messenger gives him the telegram and getting his tip, rides off, Benjamin opens the telegram.

194 EXT. A STREET IN PARIS, FRANCE - DAY, 1954 194

We see Benjamin, carrying a suitcase, running along a street in Paris... looking for an address... He stops, in front of an old HOSPITAL... runs up the stairs...

195 INT. A HOSPITAL, PARIS, FRANCE - DAY, 1954 195

Benjamin crosses an old tile floor to a reception desk... He asks for Daisy... a Woman calls up for him...

THE WOMAN
It will just be a minute... please have a seat...

Benjamin sits in the waiting room.

BENJAMIN BUTTON'S (V.O.)
Sometimes we are on a collision course and we just don't know it... Whether it's by accident or by design, there's not a thing we can do about it...
(MORE)

(CONTINUED)

195

CONTINUED:

195

BENJAMIN BUTTON'S (V.0.) (CONT'D)

A woman in Paris was on her way to
go shopping...

AND WE WILL SEE JUST WHAT HE IS DESCRIBING...

BENJAMIN BUTTON'S (V.0.) (CONT'D)

But she had forgotten her coat...
and went back to get it... And
when she had gotten her coat the
phone had rung... and so she had
stopped to answer it... and talked
for a couple of minutes...

And we see just that,..

BENJAMIN BUTTON'S (V.0.) (CONT'D)

And while the woman was on the
phone; Daisy was rehearsing for
that evening's performance at the
Paris Opera House...

And we See Daisy, in her late twenties now, at the peak
of her abilities, rehearsing for that evening's
performance...

BENJAMIN BUTTON'S (V.0.) (CONT'D)

And while she was rehearsing...
the woman, off the phone now...
had gone outside... to get a
taxi...

The Woman standing in the street, hand raised, looking
for a taxi. A Cab comes to a stop....she moves to get
it... but somebody gets there first...the cab driving
off... and as she waits for the next cab...

BENJAMIN BUTTON'S (V.0.) (CONT'D)

Now a taxi driver... had dropped
off a fare earlier... and had
stopped to get a cup of coffee...

A Taxi parked... Its Driver finishing a cup of coffee...

BENJAMIN BUTTON'S (V.0.) (CONT'D)

And all the while Daisy was
rehearsing...

And we see just that...

BENJAMIN BUTTON'S (V.0.) (CONT'D)

And the cab driver who had dropped
off the earlier fare, and had
stopped to get the cup of
coffee...

(MORE)

(CONTINUED)

195 CONTINUED: (2)

195

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 had picked up the lady, who was
 going shopping... who had missed
 getting the earlier cab...

We see the Woman riding in the taxi of the now familiar
 cab driver... the taxi, has to stop for a man running
 across the Street.

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 The taxi had to stop for a man
 crossing the street who had left
 for work five minutes later than
 he normally did... because he
 forgot to set his alarm...

We see the man sleeping... The silent alarm clock on the
 bedstand...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 ...While the man, late for work,
 was crossing the street... making
 the cab wait... Daisy, finished
 rehearsing, was taking a shower.

And we see...Daisy showering,..

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 ...While Daisy was showering; the
 taxi was waiting outside a
 Boutique for the woman to pick up
 a package... which hadn't been
 wrapped yet because the girl who
 was supposed to wrap it... had
 broken up with her boyfriend the
 night before and forgot to...

The Girl standing outside the back of the Boutique,
 crying, brokenhearted...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 When the package was done being
 wrapped... The woman, who was back
 in the cab... the taxi was blocked
 by a delivery truck...

We see the Taxi blocked by a delivery truck... the cab
 driver honking...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 All the while Daisy was getting
 dressed...

Daisy getting dressed...

(CONTINUED)

195 CONTINUED: (3)

195

BENJAMIN BUTTON'S (V.0.) (CONT'D)
 The Delivery truck pulled off and
 the taxi was able to go...

The taxi, moving off...

BENJAMIN BUTTON'S (V.0,) (CONT'D)
 While Daisy, the first to be
 dressed, waited for one of her
 friends who had broken a
 shoelace...

We see her friend breaking her shoelace while tying it...

BENJAMIN BUTTON'S (V.0.)
 While the taxi was stopped,
 waiting for a traffic light...

We see just that, the taxi stopped for a light.

BENJAMIN BUTTON'S (V.0.)
 Daisy and her friend came out of
 the theater...

Daisy and her friend, carrying their dance bags, coming
 down the steps out of the theater, coming along the
 street to the corner... They start to cross the street...
 Daisy, showing her friend a tight pirouette, when we see
 the Taxi, rounding the corner...

BENJAMIN BUTTON'S (V.0.) (CONT'D)
 And if only one thing had happened
 differently... if only the
 shoelace hadn't broken...

And we see the shoelace not breaking...

BENJAMIN BUTTON'S (V.0.) (CONT'D)
 ...Or the delivery truck had moved
 moments earlier...

The delivery truck leaving earlier...

BENJAMIN BUTTON'S (V.0.) (CONT'D)
 ...Or the package had been wrapped
 and ready... because the girl
 hadn't broken up with her
 boyfriend...

The girl and boy happily kissing...

(CONTINUED)

195 CONTINUED: (4)

195

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 ...Or the man had set his alarm
 and got up five minutes earlier.

The man's alarm going off, waking him up...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 ...Or the taxi driver hadn't
 stopped for a cup of coffee...

The Driver passing by the cafe...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 ...Or the woman had remembered her
 coat...

The woman remembering to take her coat...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 ...And had gotten into an earlier
 cab...

The woman getting into the other cab... she beats
 somebody for...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 Daisy and her friend would have
 crossed the street...

Daisy and her friend crossing the street... Daisy,
 showing her friend her dance move, doing a pirouette...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 ...and the taxi would have driven
 by them...

And we see the taxi turning the corner, driving safely by
 them... and becoming a ghost... of what might have
 been...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 But life being what it is... a
 series of intersecting lives and
 incidents... Out of anyone's
 control... the taxi did not go
 by... and the driver momentarily
 was distracted...

The Driver wipes cigarette ash from his shirt front
 momentarily looking down...

(CONTINUED)

195 CONTINUED: (5)

195

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 And he didn't see Daisy crossing
 the street...

Daisy and her friend crossing the Street, Daisy doing the
 Pirouette...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
 ...and that taxi hit Daisy...

And we see just that... Daisy being slammed into by the
 taxi... thrown a distance... lying crumpled in the
 Street...

196 INT. A HOSPITAL ROOM, PARIS, FRANCE - DAY, 1954

196

We see Benjamin coming into the hospital room in
 France...Daisy, fully immobilized, lying in a hospital
 bed...

BENJAMIN BUTTON'S (V.O.)
 And her leg was crushed...

She's still, her eyes closed. Sensing him, she stirs. And
 then she sees him.

BENJAMIN
 Hello, Daisy...

DAISY
 Who told you?

BENJAMIN
 Your friend wired me.

DAISY
 That was very kind of you... to
 come all the way here, to see that
 I was alright.

BENJAMIN
 You would have done the same for
 me...

And her first reaction, to how young he is...

DAISY
 My God, look at you. You're
 perfect....

Which she isn't... She's quiet, and she suddenly says:

DAISY (CONT'D)

I wish you hadn't. I wish you
hadn't come here.

He's dead still.

DAISY (CONT'D)

I don't want you to see me like
this...

She turns over... as if she didn't see him he wouldn't be
there... Before he can say anything... A Nurse comes in
saying something in French... She pulls the curtains
around the bed... Benjamin waits...

BENJAMIN BUTTON'S (V.O.)

Her leg had been broken in five
places... and with therapy, and
time, she might be able to
stand...maybe even walk...

The Nurse leaves... Benjamin comes into the circle of
curtains... It's reminiscent of when they sat under the
table... the sheets over them... in their private
world... But this time she lays in the hospital bed her
back to him...

BENJAMIN

I'll get a room... and once you
can leave you'll come home with me
to New Orleans. Where you can be
with people who love you.

She suddenly turns...

DAISY

What home? Who's we? I'm not going
back to New Orleans. New Orleans
is your home... I don't have a
home... I haven't been home for
five years... I'm not going
anywhere with you...

BENJAMIN

Alright, I'll stay here in
Paris... I'll help you with
anything you need...

DAISY

Benjamin...! I know I'm feeling
sorry for myself... But it wasn't
supposed to be like this...

(MORE)

196 CONTINUED: (2)

196

DAISY (CONT'D)

Do you understand, I don't want to be with you... I tried to tell you that in New York... You just don't listen...

BENJAMIN

You'll change your mind.

DAISY

We're not little children playing under the table... Remember, when you came to New York. You didn't belong there. I didn't want to be with you then, I don't want to be with you now! I want you to leave! I'm not going anywhere with you! I want you to stay out of my life!

And she turns away from him again...It's dead still... and we look at her staring at the curtains... And after some moments she turns back to look at Benjamin... And there are just the curtains billowing in the breeze... Benjamin is gone...

197 INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

197

DAISY

I was awfully cruel. He didn't understand. I couldn't have him see me that way...

She waits for Benjamin's response...

CAROLINE

(reading)
"I didn't leave right away..."

DAISY

(reacting)
No?

BENJAMIN BUTTON'S (V.O.)

"I stayed in Paris for awhile, just to look out for her..."

197A EXT. PARIS - DAY

197A

Benjamin in Paris...

197B INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

197B

DAISY

I never knew that.

197C EXT. PARIS - DAY 197C

Benjamin in Paris, "watching over her."

197D INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT 197D

Daisy in bed...She winces with pain... her breathing becoming ragged...

CAROLINE

I'll get the nurse...

She goes into the hall... Daisy left to deal with the remnants of her mortality... The Nurse coming into the room... Caroline behind her... times her pulse.

THE NURSE

Let's get you comfortable.

She raises the morphine level...straightens her covers...she stops before she leaves...motions to Caroline...Caroline going over to her.

THE NURSE (CONT'D)

Pulse rate's slowing...She's getting less oxygen...You'll notice her struggle to breathe...Will you be alright?

Caroline nods...The Nurse gives her a compassionate look and leaves...Caroline stands, her arms protectively across her chest, watching her mother...Daisy hums the particular ragtime song that Benjamin would play on the piano...She opens her eyes, as if not completely sure where she is...telling Caroline...

DAISY

Every morning Monsieur Foley leaves eggs and bread and mil,. There's a cafe across the street. People sitting and drinking and talking... I lay on my bed thinking about the rest of my life... about people... about home... until I fall asleep.

She looks at Caroline as if to say, "What happened to him...?"

197D CONTINUED:

197D

CAROLINE

(reading)

He said, "I went back..." But then there are a whole lot of pages torn out...

She looks at a loose piece of paper...

CAROLINE (CONT'D)

"...I listened to the sound of the house..." I think I already read that...

(looking)

The next thing he wrote... he spilled something on it... It's hard to read... Something about "sailing." Does that make sense?

DAISY

(in her own reality)

A man would go up and clean it. Try and fix what was broken.

198 INT. THE TRAIN STATION, NEW ORLEANS- DAY, 1960

198

A man up on the clock doing just that. Closing its face. The cherubic angels pushing the hands on its way backwards... "1960."

199 EXT. LAKE PONTCHARTRAIN, LOUISIANA - ANOTHER DAY, 1960

199

We see a SAILBOAT out on the lake...

BENJAMIN BUTTON'S

I learned to sail on an old boat of my father's from the Lake House...

And we see Benjamin, the wind in his hair, sailing an old sailboat... And the change in his appearance is startling... His hair is without a trace of gray... His face with barely a wrinkle, chiseled... He is a healthy man in his 40s now...

BENJAMIN BUTTON'S (V.O.) (CONT'D)

I can't lie, I did enjoy the company of a woman or two...

200 EXT. A NEW ORLEANS RESTAURANT - NIGHT 200

Benjamin and a Woman standing on the sidewalk outside a restaurant, in the middle of an ardent kiss... As a taxi pulls up...

200A EXT. A NEW ORLEANS HOUSE - DAYBREAK 200A

Benjamin at the door kissing another Woman goodbye...going home

200B INT. BENJAMIN'S ROOM, NOLAN HOUSE - EARLY ANOTHER MORNING, 1960 200B

Benjamin's door opening...Another Woman, disheveled, coming out of his room...

BENJAMIN BUTTON'S (V.0.)
...Or maybe three...

Benjamin seeing her to the stairs...And as she starts down the stairs to leave...we see a cluster of old people, ready for the day, looking up at them...the woman making her way awkwardly down the stairs and out the door...Benjamin gives a little self conscious wave to the old timers and starts back into his room...He slows at a second story hallway window...looking outside at the walkway...the familiar street beyond...If we didn't know any better he seems to be waiting for someone to come home

BENJAMIN BUTTON'S (V.0.) (CONT'D)
And in the spring of 1962...

201 EXT. THE STREET, BY NOLAN HOUSE - END OF THE DAY, 1962 201

We see Benjamin riding the old motorcycle along the street on his way home... leaves the motorcycle out in front...

202 EXT. THE NOLAN HOUSE - END OF THE DAY, 1962 202

He comes to the gate, opening it, coming into the yard, shutting the gate behind him, going up the walkway. An Old Man is on the porch, quietly rocking. And Queenie, for some reason is standing just outside the front door on the porch... an apron in her hands... She nods to Benjamin... talking to the Old Man in the rocking chair... but she seems to be watching Benjamin, as he walks around the house -- to the back door. He takes off his dirty work boots, leaves them on the porch.

202 CONTINUED:

202

He hops the back steps, and starts to open the kitchen door, when it opens... And DAISY, now 36, but still with her unmistakable blue eyes, is standing before him...

BENJAMIN BUTTON'S (V.O.)

She came back.

They look at each other in silence...and they simply smile, so glad to see each other after all the missing years... They embrace...for some time... and kiss... As people who haven't seen each other, and have thought about each other... for a very long time... And it just is...no big symphonies, no endless skies...just, two people at a kitchen door in the middle of their lives... and the simplicity, just that, is what makes it real and breaks your heart.

203 INT. THE KITCHEN, NOLAN HOUSE - THAT NIGHT, 1962

203

A radio plays... they sit at the kitchen table, eating dinner... the conversation muted... They don't know really where to begin, where did they leave off...so they don't begin until they can....

DAISY

Don't you want to know where I've been?

BENJAMIN

No. I don't care where you've been
-- I'm just happy you're back.

And we see Queenie has come into the kitchen... in her nightgown now...

QUEENIE

(pure Queenie)
How come you didn't write or nothin'? Just disappearing like that?

DAISY

It was what I needed to do for myself.

QUEENIE

I never took you to be selfish. I hope I'm not wrong. I'm not usually wrong about people.

And Queenie leaves the kitchen...

DAISY

She's still taking care of you.

(CONTINUED)

203 CONTINUED:

203

Benjamin slightly smiles. They look at each other.

DAISY (CONT'D)

You're not talking. You haven't said more than two words to me.

BENJAMIN

I don't want to ruin it...

And they sit quietly in the kitchen, looking at each other, silently eating...

204 INT. BACK STAIRWAY - NOLAN HOUSE - THAT NIGHT, 1962 204

Benjamin carries her bags upstairs. They reach the third floor.

205 INT. HALLWAY, NOLAN HOUSE - 3RD FLOOR - THAT NIGHT, 1962 205

All the years seem to surround them. They walk along the corridor to Daisy's room. What was her grandmother's room. She opens the door.

206 INT. THE BEDROOM, NOLAN HOUSE - THAT NIGHT, 1962 206

He sets her bags down. Queenie despite her reservations has left some clean towels on the bed for her... There's an inept quiet. The two of them with nothing left to say... And they listen to the quiet... The house with its symphony of night noises...

BENJAMIN

Goodnight.

He is just at the door... when she says...

DAISY

Sleep with me.

BENJAMIN

Are you sure?

DAISY

Yes.

He turns to her. They look at each other. And they kiss, A kiss that has waited for thirty years. A kiss that has waited a lifetime. And yes, there is passion... and need... but most particularly, the awkwardness of people discovering each other for the first time... While he gently, tenderly, kisses her, undresses her..

(CONTINUED)

206 CONTINUED:

206

DAISY (CONT'D)
Are you sure you don't want to
know?...

While they kiss and caress each other.

DAISY (CONT'D)
I lived in Lyon...

Benjamin and Daisy undressing one another, touching,
kissing...

DAISY (CONT'D)
...I learned to walk again

Daisy and Benjamin, naked, passionately kissing...

DAISY (CONT'D)
...I worked in a flower shop...

They lay on the bed, kissing, caressing...

DAISY (CONT'D)
...I went to American movies a
lot.

They kiss more and more passionately...And Benjamin about
to make love to her hesitates...

DAISY (CONT'D)
You won't hurt me...

He kisses her scarred crooked leg. Kisses her body. And
as they make love in the old bedroom...

BENJAMIN BUTTON'S (V.0.)
I asked her to come with me...

What follows feels like a HOME MOVIE...without any sound.

207 EXT. THE FLORIDA GULF COAST - ANOTHER DAY, 1963 207

And we see the small sailboat out on the gulf coast...

BENJAMIN SUTTON'S (V.0,)
We sailed into the Gulf... along
the Florida coast...

208 EXT. THE FLORIDA COAST, A COVE - DAY, 1963 208

Daisy and Benjamin on the sailboat at a cove on the
Florida coast. They watch a ROCKET, soaring into space
from Cape Caniveral.

(CONTINUED)

141.

208 CONTINUED: 208

As they watch it roar overhead, Benjamin marvels at its power...leaving its trail across the sky...Daisy, not so much interested, taking his arm, taking him back down below...

209 EXT. THE CARIBBEAN, ANOTHER COVE - DAY, 1963 209

Daisy washing her hair off the side of the boat.

210 EXT. THE CARIBBEAN, ANOTHER COVE - NIGHT 210

The boat anchored. Benjamin and Daisy sitting on the deck having a picnic with just a single lamp for light.

211 EXT. THE CARIBBEAN, ANOTHER COVE - NIGHT, 1963 211

The boat in still another cove. Daisy and Benjamin in the water. Just their eyes above the dark water looking only at each other.

212 EXT. THE BOAT - CARIBBEAN - NIGHT, 1963 212

Under millions of stars. Benjamin and Daisy making love on a blanket on the deck...

213 EXT. THE CARIBBEAN, AN ISLAND BEACH - DAY, 1963 213

Benjamin and Daisy asleep on a secluded beach.

214 EXT. THE CARIBBEAN - ANOTHER DAY, 1963 214

The boat out on the water, Daisy sitting on the deck, the wind in her hair... Benjamin at the wheel...threatening clouds on the horizon...

DAISY'S (V.0.)
I'm so glad we didn't find one
another when I was 26... I'm glad
we missed...

BENJAMIN'S (V.0.)
Why do you say that?

DAISY'S (V.0.)
It wasn't right...

215 INT. A CARIBBEAN HOTEL, BAR - DAY, 1963 215

A small Caribbean hotel. We see Benjamin and Daisy sitting at a table drinking, talking in a nearly empty bar... wind and rain lashing the hotel... waiting out a tropical storm...

(CONTINUED)

215 CONTINUED:

215

DAISY

We wouldn't have this... We
wouldn't be here... It happened
when it was supposed to happen...

They look at each other...

BENJAMIN

Relationships have a time and a
place.

DAISY

Don't say that.

BENJAMIN

What I mean is... You don't
usually get more than one chance.
If you miss it, it's too late...
and it's gone... We're lucky... we
had more than one chance.

DAISY

(laughs)
That's easy for you to say...
You'll have plenty of chances.

She tenderly touches his hand... They look at each
other... And dedicating herself...

DAISY (CONT'D)

I'm going to enjoy every moment I
have with you...

The waiter's come over.

BENJAMIN

Have you ever had a Sazerac with
whiskey not brandy?

DAISY'S

(smiles)
I'm with you, aren't I? I'll try
anything.

And the wind changes direction, the rain coming in
through the open windows of the bar, getting them wet...
people run for cover...

DAISY

Bet I can stay out here longer
than you can.

(CONTINUED)

215 CONTINUED: (2)

215

BENJAMIN

Bet you can't.

And as they both sit doggedly in the rain...

216 INT. HOTEL ROOM, THE CARIBBEAN HOTEL - NIGHT, 1963

216

A white hotel room... The storm shutters closed... The wind and the rain banging at the shutters... Daisy and Benjamin lying together on a bed out of the storm... She touches his face as if for the first time...

DAISY

You barely have a line, a crease,
or a wrinkle... Everyday I have
more wrinkles you have less...

He touches her face.

BENJAMIN

I love your wrinkles.

DAISY

What does it feel like growing
younger?

BENJAMIN

I don't know... I'm always looking
out of my own eyes...

They're quiet, just the sound of the rain and the chattering shutters... She lays closer to him... warmly... She smiles...

DAISY

Will you still love me when I
can't stand straight... when my
skin grows old and spotted...

Benjamin laughs.

DAISY (CONT'D)

Will you still love me when my
step gets slow... when I sleep too
much... when you have to push me
in a chair...

And his answer is...

BENJAMIN

Will you still love me when I have
pimples. When I think it's funny
to make fart noises...

(CONTINUED)

216 CONTINUED:

216

She laughs...

BENJAMIN (CONT'D)

Will you still love me when I
think all girls have cooties...
Will you still love me when I wet
my bed at night... Will you still
love me when I'm afraid of things
that aren't real...

They hold each other... And Benjamin says... from what
he's seen...

BENJAMIN (CONT'D)

Nothing lasts...

DAISY

Maybe some things last...

BENJAMIN

I've never seen anything not come
to an end...

DAISY

Maybe it's something you can't
see...

And a shutter slams open... the rain and the wind coming
into the room... Benjamin gets up to close it... He comes
back into bed... And Daisy, suddenly afraid...

DAISY (CONT'D)

I'm cold, Benjamin...

And as he holds her in the white room with the wind and
the rain trying to get in, banging on the shutters...

217 INT. HOTEL ROOM, CARIBBEAN HOTEL - LATER THAT NIGHT, 1963 217

The storm's died down... Benjamin and Daisy falling
asleep...

BENJAMIN BUTTON'S (V.O.)

And you said...

DAISY

Goodnight, Benjamin.

BENJAMIN BUTTON'S (V.O.)

And I said...

BENJAMIN

Goodnight, Daisy...

218 INT. HOSPITAL ROOM, NEW ORLEANS - DAY, THE PRESENT

218

DAISY
(that she's stopped)
Caroline?

CAROLINE
(after a beat,
slightly confused)
I don't understand. When did you
meet Dad?

DAISY
Dear Robert... some time after
that...

CAROLINE
Did you ever tell him about this
Benjamin?

DAISY
He knew enough. He loved me as I
was. I loved him for who he was.
What more was needed?

She trails off... she's quiet... and wanting to know
what's next, reading on...

CAROLINE
"That night, in the Caribbean I
had a visitor..."

219 INT. HOTEL ROOM, CARIBBEAN HOTEL - MIDDLE OF NIGHT, 1963

219

Benjamin and Daisy sleeping... the shutters quietly
talking on a breeze... when one of the shutters SLAMS
open as if somebody's come in... Benjamin wakes up... And
he literally sees QUEENIE is sitting on the side of the
bed beside him...

QUEENIE
I wanted to tell you I love you
and your mama's gone...

And she bends, sweetly kissing him...

And Benjamin rolls over... His eyes come open... Daisy
sensing he's awake, awakening, murmurs...

(CONTINUED)

219 CONTINUED:

219

DAISY

Is anything wrong?

BENJAMIN

Queenie came to tell me she loved
me... and that my mother was gone.

DAISY

...go back to sleep...

As she caresses him... falling back to sleep... the
shutters talking...

220 EXT. THE NOLAN HOUSE, NEW ORLEANS - ANOTHER DAY, 1963 220

We see Daisy and Benjamin, with their few belongings,
returning home... They go up the walkway... Benjamin
trots up the steps, opens the screen door and goes
inside...

221 INT. THE NOLAN HOUSE, NEW ORLEANS - ANOTHER DAY, 1963 221

Benjamin comes inside... Daisy's just behind him... The
front room is empty... The house still...

BENJAMIN

(calls)

Hello... Queenie... we're back...

He looks into the parlor... The piano... He goes down a
hallway into the kitchen...

BENJAMIN (CONT'D)

Queenie...? Mama?

Nobody... He goes down the hall looking in Queenie's
small room under the stairs... Nobody's there... He moves
back into the front room... calling...

BENJAMIN (CONT'D)

Hello... Anybody here?

When finally an old Woman, who's been sleeping, comes out
of her bedroom...

BENJAMIN (CONT'D)

It's Benjamin, Mrs. Carter...
Where is everybody?

THE OLD WOMAN

Benjamin... your mother died.

222 INT. A BLACK BAPTIST CHURCH, NEW ORLEANS - DAY, 1963 222

The church crowded... And we see Benjamin and Daisy coming in the back as the service is ending... They are the only white people there. Benjamin walks to the open casket... standing by his mother's side as the choir sings a Hallelujah chorus...

BENJAMIN BUTTON'S (V.O.)

We buried her beside her beloved
Mr. Weathers...

223 EXT. AN OLD NEW ORLEANS CEMETERY - DAY, 1963 223

A predominantly African-American cemetery... overgrown and old... The mourners, almost all of them old white people, standing at Queenie's gravesite alongside her beloved Mr. Weathers. We see Queenie's daughter among the mourners... in her early 30s herself now... And Benjamin, standing over his mother's grave... saying his goodbyes...

BENJAMIN

We are meant to lose the people we
love. It's how we know how
important they are to us.

BENJAMIN'S (V.O.)

And so we could have memories of
our own I sold my Father's house
on Blaine Street...

224 EXT. THE BUTTON HOUSE, GARDEN DISTRICT - DAY, 1963 224

The old house, in a now decaying New Orleans neighborhood... but despite the faltering area, the house retains a dignity of its own...

225 INT. THE BUTTON HOUSE - ANOTHER DAY, 1963 225

We see a young pregnant Woman, a renter, being shown by Benjamin along with a Real Estate Agent, around the old house.

THE WOMAN

...It's such a lovely place... You
must have a lot of fond memories.
It must be hard for you to give it
up.

Benjamin doesn't say anything. There's a knock on the door. Benjamin opens it, to let an OLDER MAN in... quite a bit older...

(CONTINUED)

225 CONTINUED:

225

THE MAN

Is Mrs. Williamson here yet... I'm
sorry to be late...

And he sees his wife... pleased to see her... hugging
her... tenderly kissing her... and their age difference
readily obvious... Benjamin acutely aware of it...

THE WOMAN

It's a wonderful old place,
darling... I think we will be so
happy here...

They go into the hallway lined with the family
photographs... She's taken by them...

THE WOMAN (CONT'D)

Oh, what a long family history you
have...

BENJAMIN

They come with the house...

BENJAMIN BUTTON'S (V.O.)

And we bought a house of our
own...

226 EXT. A SUBURBAN TOWNHOUSE, NEW ORLEANS - DAY, 1963

226

Benjamin and Daisy sitting on the front steps of a
suburban New Orleans townhouse, a small screened front
porch with a tree in front...

227 INT. HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

227

DAISY

(murmurs)

I loved that house... it smelled
like firewood... The chimney
leaked smoke... We didn't care...
Oh don't stop dear... don't
stop...

She closes her eyes...

CAROLINE'S VOICE (OVER)

"It was one of the happiest times
of my life..."

BENJAMIN BUTTON'S (V.O.)

We had no furniture to speak of...
we would have picnics in the
living room...

228 INT. THE SUBURBAN TOWNHOUSE, NEW ORLEANS - DAY, 1963 228

Benjamin and Daisy having a picnic on the virtually empty living room floor.

BENJAMIN BUTTON'S (V.O.)

We slept on a mattress...

229 INT. BEDROOM, SUBURBAN TOWNHOUSE, NEW ORLEANS DAY, 1963 229

We see Benjamin and Daisy sleeping on a mattress on the floor in the bedroom...

BENJAMIN BUTTON'S (V.O.)

We vowed never to go to bed or
wake up at the same time. We
lived on that mattress...

And we see just that, a short film of two people who can't get enough of each other living on a mattress... Daisy and Benjamin at various times, while they are either sleeping, or talking, or eating, or reading, or making love, ON THE MATTRESS ON THE FLOOR...

BENJAMIN BUTTON'S (V.O.) (CONT'D)

Our neighbor, Mrs. Van Dam was a
physical therapist...

230 INT. PORCH, SUBURBAN TOWNHOUSE, NEW ORLEANS - DAY, 1953 230

We see Daisy in the screened-in front porch, exercising her leg under the supervision of an older woman... MRS. VAN DAM...

BENJAMIN BUTTON'S (V.O.)

We lived four blocks from a public
pool...

231 INT. A PUBLIC SWIMMING POOL, YWCA - DAY, 1963 231

We see Daisy in a bathing suit, resting from swimming, holding on to the side of the pool, watching a young, well conditioned girl, 18, with nothing but her life ahead of her, completely in tune with her body, swimming laps... And as it comes to all of us, painfully aware of the years passing, her own physical mortality, she starts to cry... And we see that Benjamin, come to meet her, is standing above her.

BENJAMIN

You're crying...

231 CONTINUED:

231

DAISY

It's just the chlorine...

Looking at the young girl... looking at her...
understanding...

BENJAMIN

You chose something to do...
something so special... so
unique... there was such a short
period of time that you could do
it... Even if nothing had happened
... Sooner or later you would be
in the same place you are now...

She's quiet... she knows what he's saying is true...

DAISY

I don't like getting old.

232 EXT. LAKE PONTCHARTRAIN, LOUISIANA - DAYBREAK, 1964 232

Benjamin, Daisy holding onto him, riding the old
motorcycle along the lake...

233 EXT. THE DOCK AT THE LAKE - DAYBREAK, 1964 233

Daisy sits in the familiar deck chair his father had sat
in looking out at the lake... Benjamin brings her a cup
of coffee... He sits on the deck on his heels beside
her...

DAISY

I promise you, I'll never lose
myself to self-pity again...

And as they watch the day begin...

BENJAMIN BUTTON'S (V.O.)

And I think, right there and then,
she realized none of us is perfect
forever.

234 INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, THE PRESENT 234

The window has started to rattle again... the wind
knocking.

CAROLINE

I thought the wind had shifted
away...

234 CONTINUED:

234

Daisy doesn't say anything, lying still, staring off...
her breathing shallow, laboring...

CAROLINE (CONT'D)

Mother?

DAISY

(agitated)

I don't remember if I turned the
lights off. Did I leave the
heater on?

The Nurse, on her way by, seeing her distress... coming
in...

THE NURSE

Let's get you comfortable...

She gently covers her... Daisy quietly lies back...

THE NURSE (CONT'D)

She's getting ready to leave...

She looks at Caroline and turns and leaves the room.
Caroline quietly looks at her mother. Their eyes meet.

DAISY

You have the most beautiful eyes.

Caroline reaches to hold her thin hand. Daisy says
something to herself. Caroline looks at her...she looks
down at the book...

CAROLINE

He said, "She found peace."

DAISY

(says to herself)

Peace.

235 INT. A DANCE STUDIO, NEW ORLEANS - DAY, 1967

235

A small dance studio... a scratchy phonograph record
playing music... young girls learning how to dance...

BENJAMIN BUTTON'S (V.O.)

She opened a dance studio...

And we see Daisy, in a long skirt over a long sleeved
leotard... wearing slippers...

(CONTINUED)

235 CONTINUED:

235

The first time we've seen her dressed like this in many a year... happily teaching young girls how to dance...

236 INT. DANCE STUDIO, NEW ORLEANS - NIGHT, 1967

236

We see Daisy alone... cleaning up... music playing on the record player... and for a brief moment she stops, and dances... the smallest, most tentative of steps... she sees in the studio's mirrors Benjamin's been silently watching her...

BENJAMIN

You're still beautiful to watch...

She looks at herself in the dance mirror... just what happens...

DAISY

Dancing is all about the line...
the line of your body...after
awhile... you lose the line... and
you can never get it back...

They look at each other in the mirror...

DAISY (CONT'D)

I figured out if you were born in
1918... 49 years ago... I'm 43...
we're almost the same age... In
three years we'll meet in the
middle...

And what she doesn't say, what they both know, is she's going one way and he's going the other... Benjamin affectionately...

BENJAMIN

(smiles)

We finally caught up to each
other...

She smiles, starts to turn...

BENJAMIN (CONT'D)

Stay just like that... I want to
remember what we look like right
now.

They stay like that for a moment longer... She turns to get her things... She shuts off the lights... She takes his arm...

(CONTINUED)

236 CONTINUED:

236

DAISY

I thought I was far too old... I'm pregnant...

He stops... They look at each other, she smiles, nodding "yes," it's true. And deeply moved he takes her in his arms... grateful...touching her face... holding her...

237 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

237

CAROLINE

(stopped)

You were pregnant? You never said anything, did you? I mean, what happened to the child?

DAISY

(wistful)

The child...

We're not sure what more she is about to say, her breathing rasps... she's having some difficulty breathing...

CAROLINE

(getting up)

They said if you needed oxygen...

DAISY

I want to breathe on my own... Please...(and) sit down, my darling...

Caroline respects her wishes...

DAISY (CONT'D)

(wanting her to continue)

I'm pregnant.

And Caroline wanting to know what happened herself...

CAROLINE

"She flourished..."

DAISY

(eyes closed, murmurs)

Hmmm...

237 CONTINUED:

237

BENJAMIN BUTTON'S (V.0.)
"She was happier than I had ever
seen her..."

238 INT. A NEW ORLEANS STREET CAR -- DAY, 1967

238

Benjamin and Daisy riding a street car, talking...

DAISY
I thought I heard the nurse slip,
and say "he..."

As they ride Benjamin looks over watching a father
sitting with his child... Daisy notices his look...

239 EXT. A NEW ORLEANS DINER - LATE AT NIGHT, 1967 239

Benjamin and Daisy sitting at the window at one of the booths...

240 INT. SAME NEW ORLEANS DINER - LATE AT NIGHT, 1967 240

Daisy with a hot Fudge sundae and a tuna sandwich... Benjamin just some coffee... They're quiet... And Daisy says...

DAISY

I know you're afraid.

BENJAMIN

I'm not hiding it.

DAISY

Okay. What's your worst fear?

BENJAMIN

What if it has...what if its like me?...

DAISY

Then we'll love it all the more...

BENJAMIN

I want to be father... not a little brother... I don't want to be picked up from elementary school by my kid... I don't want anyone babysitting me...

DAISY

I'm going to make this work... This is what I want, and I want it with you...

BENJAMIN

You know, there's nothing I wouldn't do for you...

DAISY

Would you tell a blind man he can't have children? You will be a father for as long as you can. I know the consequences. I accepted that. Your love, loving you, is worth everything to me.

(laughs)

For the fiftieth time today I've got to go pee...

(CONTINUED)

240 CONTINUED:

240

He smiles... She gets up and goes to the restroom. He sits with his thoughts... and he notices a television's on... a news report... something catches his eye... someone swimming? He gets up moving to the television... where he hears...

A MAN'S VOICE (V.O.)

(on television)

The oldest woman to ever swim the English Channel arrived in Calais today... having made the swim in thirty-four hours, twenty-two minutes and fourteen seconds... the sixty-eight year old Englishwoman, Elizabeth Abbott...

And we see dear ELIZABETH ABBOTT, coming out of the water, completing the English Channel swim.

ELIZABETH ABBOTT

(on television)

Anything's possible.

And as she smiles, after a lifetime of waiting, triumphant... And Benjamin smiles for her, and for himself, too... where anything is possible... Daisy's come beside him...

DAISY

Ready?

BENJAMIN

Yes.

He leaves some money. He takes her arm... and as they go outside, moving along the street...

BENJAMIN BUTTON'S (V.O.)

On a day like any other in the spring...

241 INT. THEIR BEDROOM, SUBURBAN TOWNHOUSE - MORNING, 1968

241

We see Benjamin in the bedroom, putting on a shirt... getting dressed... And there's the sound of something falling... and then...

DAISY (O.S.)

Benjamin...

And he runs out of the room... to see Daisy, fallen, sitting on the stairs...

(CONTINUED)

241 CONTINUED:

241

a glass of milk spilled on the carpet... and blood on her nightdress... he runs to a phone...

BENJAMIN

Get me an ambulance... My wife is seven months pregnant and fell on the stairs...

DAISY

Benjamin... the baby's coming...

And he hurries to her side... and as she clasps his hand...

242 INT. THEIR BEDROOM - SUBURBAN TOWNHOUSE - DAY 1968

242

Paramedics are there... tending to Daisy, Benjamin at her side, as she struggles.

BENJAMIN BUTTON'S (V.O.)

She gave birth to a five pound four ounce baby girl...

243 INT. THEIR BEDROOM - SUBURBAN TOWNHOUSE - DAY, 1968

243

We see, lying on Daisy's chest, is a newborn baby... Benjamin, standing beside her... And a young Woman Doctor that's there... packing up her things...

BENJAMIN

You're sure there's nothing wrong with her?

THE YOUNG WOMAN DOCTOR

She's a normal, healthy baby in every way...

And Benjamin moved, kisses the baby's head... as he looks at this precious child of his...

CAROLINE'S (V.O.)

We named her Caroline, for my mother...

And as Benjamin holds Daisy's hand while she nurses her...

244 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

244

Caroline's stopped reading... dead still...

CAROLINE

He was my father...? This Benjamin was my father?

(MORE)

(CONTINUED)

244 CONTINUED:

244

CAROLINE (CONT'D)

Why didn't you ever tell me...?!

DAISY

It doesn't change for a moment who you are. You were a gift. Sometimes the gifts we are given are not free.

CAROLINE

You never said a word to me...

Caroline, upset, gets up...

CAROLINE (CONT'D)

I need to go for a minute...

She leaves the room...

DAISY

(enigmatic)

My dearest darling, we were both deprived of him...

Daisy lying still... in her turban... her blue eyes... her breathing rasping...

244A INT. HOSPITAL CORRIDOR, NEW ORLEANS - DAY, PRESENT**244A**

Caroline stands in the hall. The bustle of the hospital, the exigencies of life going on about her. The Nurse, seeing her...

THE NURSE

It can get to you...

And Caroline, unable to hold it in, can't stop bitter tears from running down her face... The Nurse is called for... She goes off down the hallway... Caroline takes another moment and goes back into the hospital room...

244B INT. HOSPITAL ROOM, NEW ORLEANS - DAY, THE PRESENT**244B**

Daisy, seeing her come back in...

DAISY

I was worried you weren't coming back...

CAROLINE

(after a moment)

You're all I have.

DAISY

Read the rest of it, darling.

(CONTINUED)

244B CONTINUED:

244B

Caroline hesitates, then sits back down, and quietly takes up the "book."

CAROLINE

"You grew, like the doctor had said, normal and healthy..."

245 INT. THEIR BEDROOM, SUBURBAN TOWNHOUSE, NEW ORLEANS - NIGHT, 1969

245

The room's dark. We see Benjamin in bed, the baby sleeping between him and Daisy... And as Benjamin watches them sleep... he looks at his reflection in a wall mirror... his 51st year on this earth... 34 years old... a young man... He looks at his baby... he looks at Daisy... in her mid 40s... her hair's begun to gray... her face begun to show the natural touches of age... His stare awakens her... She looks at him sensing he's deeply troubled... He shuts his eyes... she watches him sleep, Daisy as troubled as he is... but for very different reasons...

246 EXT. A PARK - NEW ORLEANS - DAY, 1969

246

Benjamin is sitting with Caroline while she plays in a park's sand box... Caroline helping herself to a mouthful of sand... Benjamin, trying to get the sand out of her mouth...

BENJAMIN

Don't eat sand...

Daisy comes over to sit with them...

BENJAMIN (CONT'D)

She's going to have a really attractive diaper.

As they sit watching Caroline playing in the sand...

246 CONTINUED:

246

BENJAMIN (CONT'D)

I think you should find a real
father for her...

DAISY

What are you talking about?

BENJAMIN

She needs someone to grow old
with...

DAISY

She'll learn to accept whatever
happens... She loves you...

BENJAMIN

She needs a father not a playmate.

DAISY

Is it that my age is starting to
show...? Is that what you are
telling me? Have you lost your
desire for me...?

BENJAMIN

You don't need another child to
raise...

DAISY

You're going to leave me, aren't
you?

He doesn't say anything.

DAISY (CONT'D)

You can't leave me.

He's silent.

DAISY (CONT'D)

You can't do this to me...!

BENJAMIN BUTTON'S (V.O.)

It was your first birthday. We
had a party... the house was
filled with people...

247 INT. SUBURBAN TOWNHOUSE - NEW ORLEANS - DAY, 1969 247

The birthday party. A cake with a big number "1" candle.
One-year-olds not having a clue.

BENJAMIN BUTTON'S (V.O.)

The fathers and mothers were
there...

He looks at the age appropriate mothers and fathers with
their children...

A MAN

Before you look around they'll be
in High School dating.

Benjamin manages a smile.

247A INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY - PRESENT 247A

DAISY

I remember your first birthday
like it was yesterday.

248 INT. SUBURBAN TOWNHOUSE - LATER IN THE DAY, 1969 248

The house is empty, the guests gone... Daisy busy
cleaning up from the party. She stops to look outside,
at the backyard. Benjamin is sitting on a lounge
chair... the baby, in her party dress, sitting on his
chest... As Daisy stands at the window watching him with
their baby...

249 INT. THEIR BEDROOM - SUBURBAN TOWNHOUSE - LATE AT NIGHT, 1969 249

Benjamin, dressed, watching Caroline in her crib, asleep.
Daisy in bed, asleep.

BENJAMIN BUTTON'S (V.O.)

I sold the summer house on Lake
Pontchartrain... I sold my share
of Button's Buttons... I sold the
sailboat... I put it all into an
account for your mother... And
before you would ever remember
me...

And he bends to kiss his sleeping daughter, whispering to
her...

BENJAMIN

I want you to know I love you...

(CONTINUED)

249 CONTINUED:

249

He stops to put a bank book on the dresser, along with a house key... the sound of the key is just enough for Daisy to stir. He starts to leave... He turns to go... and he sees Daisy is looking at him... A look not so much of anger, or hurt, not of resignation, but a look of acceptance... that this is what her life is now... He crosses out of the dark room silently closing the door behind him...

BENJAMIN BUTTON'S (V.O.)

I left, so that you and your
mother could have a life.

250 EXT. SUBURBAN TOWNHOUSE, NEW ORLEANS - NIGHT, 1969

250

He takes the old motorcycle out of the garage.

BENJAMIN BUTTON'S (V.O.)

(after a beat)

I left with just the clothes on my
back.

He starts the motorcycle, and with just the shirt on his back he rides away...

251 INT. SUBURBAN TOWNHOUSE, NEW ORLEANS - LATE AT NIGHT, 1969

251

Daisy still lying in bed, the sound of the motorcycle driving away. She gets up. She takes the baby out of her crib and into bed with her, holding her baby in the bare light...

252 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

252

Daisy, in her regal turban, silently looking out the window... the wind knocking loudly again...

CAROLINE

I almost wish I didn't know any of
this.

(she's quiet, after a
beat)

I feel odd, reading...it...

She looks at the book...

252 CONTINUED:

252

CAROLINE (CONT'D)

Where did he go?

DAISY

I don't know. I never heard from him.

Caroline, distant, picks through the book...She comes upon...

CAROLINE

There are postcards...

Looking through them...

CAROLINE (CONT'D)

They're all addressed to me...
They're from all sorts of
places...

And she realizes...

CAROLINE (CONT'D)

They're for my birthday.
(reading)
1970...I would have been two...
"Happy Birthday." "I wish I could
have kissed you goodnight."
(reading, another
one)
"Happy Birthday, you're five." "I
wish I could have taken you to
your first day of school."
(reading on)
"Happy Birthday six-year-old." "I
wish I could be there to teach you
how to play the piano..."
(reading on)
"11..." "...Told you not to chase
some boy..." "13..." "Held you
when you had a broken heart..."
"1983." I was fifteen. "I wish I
could have been your father.
Nothing I ever did will replace
that..."

Daisy murmurs... Which brings Caroline back to the book...

CAROLINE (CONT'D)

(reads)
What I think is..."

252A AROUND THE WORLD

252A

And Benjamin's voice comes in... WHILE WE SEE HIM IN VARIOUS PLACES ALL OVER THE WORLD, A MONTAGE, A FILM WITHIN A FILM, OF THE ROAD HE'S TAKEN...

BENJAMIN BUTTON'S (V.O.)

"...What I think is, it's never too late...or, in my case, too early, to be whoever you want to be...There's no time limit, start anytime you want...change or stay the same...there aren't any rules...We can make the best or worst of it...I hope you make the best...I hope you see things that startle you. Feel things you never felt before. I hope you meet people who have a different point of view. I hope you challenge yourself. I hope you stumble, and pick yourself up. I hope you live the life you wanted to...and if you haven't, I hope you start all over again."

When we come out of those images...

252B INT. THE HOSPITAL ROOM, NEW ORLEANS - DAY, PRESENT

252B

Caroline finishes reading...

CAROLINE

"... I hope you start all over again..."

It's quiet...just the wind knocking...She looks at her mother...but Daisy's staring, somewhere else...

CAROLINE (CONT'D)

(takes up reading again...)

I'd been gone for a long time...

DAISY

(echoes)

He'd been gone for a long time...

To the Dance Studio...

253-58	OMIT	253-58
259	OMIT	259
260-62	OMIT	260-62
263	INT. THE DANCE STUDIO, NEW ORLEANS - ANOTHER NIGHT, 1980	263

A record's playing piano music. Classes are done. Parents taking their children. We see Daisy, in her long skirt... helping pick up with her hands and her nimble toes, errant clothing, the jackets, the sweaters...

263 CONTINUED:

263

It takes us a moment to recognize her... in the some twelve years since we've last seen her, 56 now, her hair's cut short... and it's gone mostly gray... and, although her age is on her face, she still has a dancer's posture, her head held high... carrying herself with grace... and one thing that will never change, are her unforgettable blue eyes... We hear the door opening... Daisy, busy gathering, saying her goodnights... glances toward the door across the studio... And she sees a young Man has come in, a young man in his twenties... standing silently, a stranger, standing by the door... Daisy, as she closes up the studio, makes her way toward him, saying goodnight to people... she bends to pick up a ballet slipper...

DAISY

Somebody left their slipper...

Daisy looks over, the young Man hasn't moved... the studio has all but emptied... she walks toward him... he's wearing worn trousers, a coat that's seen better days...

DAISY (CONT'D)

Are you here to pick someone up?

He shakes "no." Coming closer....

DAISY (CONT'D)

I'm sorry, we're closed now.

She moves to open the door to show him out... when she gets a good look at him. She stops, realizing who it is...

DAISY (CONT'D)

Benjamin?

...and she's taken aback by his youth, we all are... sixteen years younger... in his 20s now... it's at once staggering and heartbreaking... what age can do... And she realizes, at that very moment, he was right all along...

DAISY (CONT'D)

You're so young.

They look at each other... When she's able to find the words...

DAISY (CONT'D)

Why did you come back?

(CONTINUED)

263 CONTINUED: (2)

263

BENJAMIN

I wanted to see you both.

She stares at him... just the piano music. And despite the gulf of time... there's a terrible aching they have for each other... and before they can say anything... the door swings open and Caroline, 12, comes hurrying in...

CAROLINE

You ready, Mom?

Benjamin stares at her appearance... And Daisy, can't help herself, and seeing Caroline, Daisy, overcome by it all, starts to cry.

CAROLINE (CONT'D)

Is something wrong, Mother?

DAISY

No... He was telling me a very sad story about a mutual friend we hadn't seen in a long time... This is my friend, Benjamin... you knew him when you were... just a baby...

CAROLINE

Hi...

BENJAMIN

Hello...

He reaches, taking her hand... needing to touch her...

A MAN'S (V.O.)

Hello...

And a Man 50s, wearing a suit and a tie, comes in...

THE MAN

I'm sorry... I thought you were done...

DAISY

This is a friend of my family's... Benjamin Button... this is my husband... Robert...

They shake hands... There's an awkward quiet...

ROBERT

It was nice to have met you... We'll be in the car, darling...

(CONTINUED)

DAISY

I'm just closing up...

And Robert and Caroline go outside to wait for her...

BENJAMIN

She's so lovely... she looks like you... Does she dance?

DAISY

Not very well.

BENJAMIN

I suppose that would be from my side of things.

'DAISY

She's a dear sweet girl... she seems a little lost... But who isn't a little lost at 12? There's a lot of her that reminds me of you.

And she shuts off a set of the lights.

DAISY (CONT'D)

My husband. He's a doctor... was a widower... He's an incredibly bright, adventurous man...

Benjamin smiles.

DAISY (CONT'D)

He's been a terrific father... and a great partner and friend...

And she shuts off the record player and another set of lights... and for a moment they stand in the dark studio... and they look at their reflections in the mirror... seeing who they are now...

DAISY (CONT'D)

You're so much younger.

BENJAMIN

Just what you can see.

She looks at him, and after all these years... she now understands completely... she looks outside at her daughter standing by the car with her "father," waiting...

263 CONTINUED: (4)

263

DAISY

You were right. She needed a father. I couldn't have raised both of you. I'm not that strong.

He's quiet. They both are. She looks at him.

DAISY (CONT'D)

I never thought how it must have broken your heart, too.

His silence is enough.

DAISY (CONT'D)

Where are you staying? What are you going to do?

BENJAMIN

I'm at the Pontchartrain Hotel on the avenue. I have no idea what I'm going to do.

And it seems like they want to hold each other. But they can't. It's still. And aware of the car's headlights waiting at the curb... she turns, holding the door open for him...

DAISY

I have to go.

He nods. He walks by her, going out.

264 EXT. A STREET, NEW ORLEANS - NIGHT, 1980

264

She stops to lock the door. She turns, getting into the car... and leaves... Benjamin stands on the corner, hands in his pockets, the car driving by him... and Daisy can't help but look at him... and then the car's gone... and as he crosses the street and walks off into the night...

265 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

265

CAROLINE

That young man was my father?

And a Nurse comes in.

THE NURSE

The hurricane changed directions again. They are predicting it will make landfall sometime soon.

(CONTINUED)

265 CONTINUED:

265

CAROLINE

Is there anything we need to do?

THE NURSE

Arrangements are being made to move people if we have to. I'll let you know as soon as we know anything.

She leaves hurriedly.

DAISY

Please tell me what he says?

Caroline looks at the book. And Benjamin's voice comes in...

BENJAMIN BUTTON'S (V.O.)

"That night..."

266 INT. BENJAMIN'S HOTEL ROOM, NEW ORLEANS - NIGHT, 1980

266

Benjamin, sitting on the end of the bed, not sure why he came there at all... There's a sound at the door...as if somebody was there...

BENJAMIN

Hello?

Its quiet...a hesitancy...He starts to get up and there's a knock on the door...He opens it...and Daisy's there. He's startled to see her...

DAISY

May I come in?

BENJAMIN

Please...

She comes inside...an awkward quiet...

BENJAMIN (CONT'D)

I don't know what I'm doing here...What I expected...?

It echoes how she's feeling being there...They stand not knowing what to say...And Daisy says, sadly...

DAISY

Nothing lasts.

He puts a finger to her lips. He shakes "no." And what he's come to know, that some things do last...

(CONTINUED)

266 CONTINUED:

266

BENJAMIN

I never once stopped loving you...

He affectionately pushes a hair off of her forehead...

DAISY

I'm an old woman now, Benjamin.

And he helps her off with her coat... She's still.

DAISY (CONT'D)

Benjamin...

He kisses her... and she's quiet... and he undresses her... undressing himself... and they stand momentarily naked... the young man and the older woman.

DAISY (CONT'D)

Are you sure?

BENJAMIN

Some things you don't ever forget... the feel... the taste...

And he kisses her again...

BENJAMIN (CONT'D)

... the smell...

He puts his mouth by her cheek... breathing her in...

BENJAMIN (CONT'D)

... the touch...

Caressing her...

BENJAMIN (CONT'D)

Of someone you love...

267 INT. BENJAMIN'S HOTEL ROOM, NEW ORLEANS - NIGHT, 1980

267

We see Benjamin standing at the window watching as Daisy gets into a taxi... the taxi starting to drive off... and Daisy turning... to look back... waving to him. Benjamin waving to her... what they both somehow know, is a last goodbye...

BENJAMIN (V.O.)

I watched her go...

..and as the taxi drives away...

(CONTINUED)

267 CONTINUED:

267

BENJAMIN BUTTON'S (V.0.) (CONT'D)

Until she went out of sight...

...the taxi going down the street and out of sight... for the last time... Despite losing sight of her he still hasn't moved... standing by the window...

268 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

268

Daisy, breath raspy, sitting silently in her bed looking out the window... We realize Caroline's stopped reading...

DAISY

Please read...

CAROLINE

That's the last thing he wrote...

Daisy's quiet... they both are... alone with their thoughts...

CAROLINE (CONT'D)

What happened to him after that last time with you, Mother?

The wind has picked up considerably, rattling the window even harder..

DAISY

A year or so after your father passed... There was a call...

269 INT. DAISY'S HOUSE, NEW ORLEANS - LATE DAY, 1990

269

And we see Daisy in her bathrobe, in her sixties... drinking a cup of coffee... the telephone rings...

269 CONTINUED:

269

DAISY

Hello?... Yes?... Speaking -- I
don't understand? Where was that?

270 INT. A TAXI, NEW ORLEANS - LATE DAY, 1990

270

We see Daisy riding in the back of a taxi.

DAISY

It's the last house...

She looks outside, and we see up ahead of her, the Nolan House standing like a monument to time...

271 EXT. NOLAN HOUSE - LATE - DAY, 1990

271

Daisy gets out. The taxi drives off. Daisy stops for a moment before she opens the gate. The house has fallen into disrepair. A solitary old man sits on the porch rocking and rocking. She goes up the walk and out of habit goes around the back porch... to the kitchen... going inside...

272 INT. NOLAN HOUSE - LATE DAY, 1990

272

She comes into the kitchen. She moves down the hallway into the living room... The interior has also fallen on hard times. Some old people are still in residence -- predominantly African Americans now... Queenie's daughter, now in her fifties herself, stands in the living room... Along with a plain Man in a plain suit...

DAISY

I'm Daisy...

The Man turns...

THE MAN

Thank you for coming... I'm David Hernandez with the Orleans Parish department of Child Welfare Services.

Queenie's daughter turns on a lamp... it doesn't work... she crosses the room to turn on another...

THE MAN (CONT'D)

He was found living in a condemned building off of east Lamont... the police found this with him... this address... and your name...

And he gives her the journal...

(CONTINUED)

272 CONTINUED:

272

THE MAN (CONT'D)

He was in very poor health... he was taken to the hospital... He doesn't seem to know who or where he is... He's very confused... The doctors who looked at him think he may be autistic.

QUEENIE'S DAUGHTER

I told Mr. Hernandez about Benjamin bein' one of us. I told him if he needs a place to stay... it's alright... he can stay here... he is blood after all...

And just then we hear a PIANO playing... as if it were being played by a child... with no skill... banging as much as anything... And Daisy follows the sound of the piano into the parlor...

273 INT. PARLOR, NOLAN HOUSE - DAY, 1990

273

And she sees his back... just a boy of 12 now... hunched over... trying to play the piano... trying to play the tune the woman had taught to him...

DAISY

Benjamin.

He turns at the sound of her voice. There is no indication he recognizes her at all.

BENJAMIN AT TWELVE

Do you know this song?

And he tries to play what he thinks is the song, but is nothing more than a child playing random notes.

DAISY

You play really beautifully.

She comes and touches his back... He shrinks from her touch.

THE MAN

He doesn't seem to like to be touched.

And while he tries to play...

(CONTINUED)

273 CONTINUED:

273

THE MAN (CONT'D)

The doctors said if they didn't know any better, he goes in and out of states of recognition, as if he had the beginnings of dementia...

Daisy's looking at the boy, who was once the man she loved... who she still loves... She looks into his eyes...

DAISY

Do you remember me? I'm Daisy.

He looks at her. No sense of recognition.

BENJAMIN AT TWELVE

Daisy is a very pretty name. I'm Benjamin.

DAISY

It's good to meet you Benjamin. Do you mind if I sit with you? I would love to hear you play.

He doesn't say anything. She sits down beside him on the piano bench. He stops to look at her.

BENJAMIN AT TWELVE

There's something about you...
There's something about your eyes
I remember from a long time ago...

He looks at her eyes. She looks at him... And as she sits with him on the piano bench... as he tries to play... Daisy and Benjamin, "together again..."

274 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

274

DAISY

Queenie's daughter saw to it that he was taken care of...

275 INT. THE KITCHEN, NOLAN HOUSE - MORNING, 1994

275

And we see Benjamin, just eight now... coming into the kitchen... Queenie's daughter cleaning up after breakfast.

BENJAMIN AT EIGHT

I want some breakfast.

(CONTINUED)

275 CONTINUED:

275

QUEENIE'S DAUGHTER

You just ate breakfast.

BENJAMIN AT EIGHT

No I didn't...

AN OLD WOMAN

You just finished eating, Mr.
Button.

BENJAMIN AT EIGHT

You think I don't know what you
are doing?

And like an eight year old, or an old man old with onset
Alzheimer's -- which makes him nearly a helpless child,
he starts to rage... throwing things...

BENJAMIN AT EIGHT (CONT'D)

You are all fucking liars!

DAISY'S (V.0.)

And every day I would stop by...
and make sure he was
comfortable...

And just then Daisy comes into the kitchen. She sees him
raging.

QUEENIE'S DAUGHTER

He doesn't believe he's already
had his breakfast.

DAISY

Let's see if we can find something
else for you to do.

BENJAMIN AT EIGHT

(upset, meaning
lapses)I can't help it. I can't help
this.

DAISY

I know you can't.

And as she puts her arm around him, taking him out of the
room, understanding...

DAISY'S (V.0.)

Many times he would simply forget
who and where he was at all...

276 INT. BENJAMIN'S ROOM, NOLAN HOUSE - DAY

276

We see Daisy sitting on a bed with Benjamin in his room on the second floor of the old house... And he's oddly lucid...more articulate than his age would indicate...

BENJAMIN AT EIGHT

I get the feeling there's a lot of things I can't remember...

DAISY

What do you mean?

BENJAMIN AT EIGHT

It's like there's this whole life I had and I can't remember what it was...

He's frustrated by it...

DAISY

It's alright... It's alright to forget things...

And as she sits on his bed with him... in the upstairs room...

DAISY'S (V.O.)

It wasn't easy...

277 EXT. NOLAN HOUSE - DAY, 1996

277

And we see Benjamin, no more than six now, standing on the ROOF... Daisy standing on the ground down below him...

DAISY

(nervous)

I wish you'd come down...

BENJAMIN AT SIX

(a little boy)

I can see everything.

And he points out...

BENJAMIN AT SIX (CONT'D)

I can see the big river... all the boats... I can see the graveyard where mama's buried and all those other people... I can see the city... where you have your dancing place...

(CONTINUED)

277 CONTINUED:

277

And tears fill Daisy's eyes...

DAISY
You're right, you can see
everything sweetheart...

And he can... he can see all the way across to the
Mississippi River... the old graveyard... the city... his
whole life...

DAISY (CONT'D)
I think you better come down...

BENJAMIN AT SIX
What if I could fly?

And it looks like he might just try...

DAISY
(stopping him)
I knew a man who could fly. Come
down and I'll tell you all about
him.

He's quiet, thinking about that. And acquiescing, he
turns up the roof out of sight... some short
moments...and he comes running out the front door... his
hands in his pockets like the brave little man he is...
Daisy bends down... and as he runs into her arms... Daisy
holding him...

278 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT

278

Daisy propped in her bed looking out the window...

DAISY
And I went to take care of him...

279 EXT. NOLAN HOUSE - DAY, 1997

279

And we see Daisy, in her seventies now, carrying a
suitcase, coming up the walkway, and onto the porch...
old people sitting in the porch chairs...

DAISY'S (V.O.)
He was five, I think, when I moved
in... the same age I was when I
had met him...

And we see Benjamin, 5 now, sitting on the porch swing,
staring off... and he drools like a helpless old man.
Daisy stops, taking out a handkerchief, wiping the drool
off his chin...

(CONTINUED)

279 CONTINUED:

279

DAISY

How would you like to help me
unpack?

280 INT. BENJAMIN'S ROOM, NOLAN HOUSE - DAY, 1997

280

Daisy, unpacking her suitcase with Benjamin's help,
taking out an alarm clock, a quilt, some photographs...
The "Just So Book.." Her personal things... moving in...
Benjamin, playing with the alarm clock, making the alarm
go off... again, and again...

281 INT. BENJAMIN'S ROOM, NOLAN HOUSE - NIGHT, 1997

281

Benjamin in a small child's bed. Daisy, sitting on his
bed reading from Kipling's "Just So" stories to him...

DAISY

This is the picture of old Man
Kangaroo at five in the afternoon,
when he got his beautiful hind
legs just as Big God Ngong had
promised.

DAISY'S (V.O.)

The days passed...

282 EXT. NOLAN HOUSE - ANOTHER DAY, THE FALL, 2000

282

And we see Benjamin, just three or so now, holding
Daisy's hand, walking with her in some autumn leaves...

DAISY'S (V.O.)

I watched as he forgot how to
talk...

283 INT. NOLAN HOUSE - ANOTHER DAY, 2001

283

Benjamin almost two... sitting On Daisy's lap in the
front room... and saying...

BENJAMIN AT ONE

Benjamin...
(points to her)
Daisy...

DAISY

That's right... Benjamin and
Daisy...

Proud of himself he smiles...

283 CONTINUED:

283

DAISY'S (V.0,)
...How to walk...

284 INT. PARLOR, NOLAN HOUSE - ANOTHER DAY, FALL, 2001 284

And we see him, just like a toddler, barely able to stand... Daisy there to catch him from falling...

DAISY'S (V.0.)
I watched him sleep...

285 EXT. PORCH, NOLAN HOUSE - LATE DAY, 2002 285

Daisy, sitting on the porch on a rocking chair. Benjamin, just a baby now, some months old, sleeping in her lap...

DAISY'S (V.0,)
In 2002, they put a new clock on the train station wall...

286 INT. TRAIN STATION, NEW ORLEANS - DAY 2002 286

And we see a workman on a ladder taking down the old clock of "Mr. Cake's"... handing it down to another workman...and putting up a new clock... a digital clock... The time moving... the way it's meant to be... going forward...

287 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT 287

Daisy in her hospital bed... the wind howling at the window...

DAISY
In the spring of 2003...

288 INT. BENJAMIN AND DAISY'S ROOM, NOLAN HOUSE - DAY, 2003 288

Shadows dapple the room. Daisy sitting in an old chair in the middle of the room... with daylight streaming in on her... holding Benjamin on her lap... a tiny thing now... nearly newborn... he can almost fit in her two old hands...

DAISY'S (V.0.)
He looked at me...

And we see him looking up at her...

DAISY'S (V.0.) (CONT'D)
He looked into my eyes...

And we see him looking into her eyes...

288 CONTINUED:

288

DAISY'S (V.0.) (CONT'D)

And he moved his fingers... and
with his little thumb he held my
thumb...

...and that's just what he does... looking into Daisy's
eyes...holding her thumb with his tiny hand...

DAISY'S (V.0.) (CONT'D)

And as he had said... no matter
what age he was... he was the same
person behind his eyes... and, at
that moment I knew... he knew who
I was...

The baby staring into her blue eyes...

DAISY'S (V.0.) (CONT'D)

And then he closed his eyes like
he was sleeping...

And we see his eyes flutter and softly close... forever.
And as he lays in his beloved Daisy's lap... completely
still...

289 INT. HOSPITAL ROOM. NEW ORLEANS - MORNING, PRESENT

289

The wind a full out hurricane. The lights flicker. Stay
on.

CAROLINE

I'm going to see what they want us
to do...

And as she gets up, the "book" drops on the floor. And a
card's fallen out. Caroline picks it up.

CAROLINE (CONT'D)

It's a train schedule.

She turns it over. There's writing.

CAROLINE (CONT'D)

"I'm on a train in India filled
with people."

290 INT. A TRAIN SOMEWHERE IN INDIA - LATE AT NIGHT

290

An overcrowded train car... people sitting and standing
and lying on the seats and on the floor, in every
available space, nook and cranny, asleep.

(CONTINUED)

290 CONTINUED:

290

BENJAMIN BUTTON'S (V.O.)
I'm the only one who isn't
sleeping...

Now we see Benjamin sitting on the floor among all of the people, the only one awake, writing on the back of the train schedule.

BENJAMIN BUTTON'S (V.O.) (CONT'D)
"I figured out one thing. If
you're growing older or getting
younger it really doesn't make any
difference. Whichever way you're
going you have to make the most of
what this is."

He looks at all the people sleeping around him...
strangers on a train...

BENJAMIN BUTTON'S (V.O.) (CONT'D)
"Along the way you bump into
people who make a dent on your
life... Some people... get struck
by lightning..."

291 EXT. SOMEWHERE

291

And we see just that... Mr. DAWS being struck by
lightning again...

BENJAMIN BUTTON'S (V.O.)
"Some are born to sit by a river."

292 EXT. RIVER

292

...And we see just that... Mr. Oti sitting by his
river...

BENJAMIN BUTTON'S (V.O.)
"Some have an ear for music..."

293 INT. THE PARLOR

293

And we see the unnamed older woman playing the piano...

BENJAMIN BUTTON'S (V.O.)
"Some are artists..."

294 EXT. TUGBOAT

294

...And we see Captain Mike... with his tattoos --
standing on his tug...

(CONTINUED)

294 CONTINUED: 294

BENJAMIN BUTTON'S (V.O.)
"Some swim the English Channel..."

295 EXT. ENGLISH CHANNEL 295

...And we see Elizabeth Abbott doing just that...

BENJAMIN BUTTON'S (V.O.)
"Some know buttons..."

296 INT. BUTTON FACTORY, NEW ORLEANS 296

...We see Thomas Button holding a button in the palm of his hand...

BENJAMIN BUTTON'S (V.O.)
"Some know Shakespeare..."

297 INT. KITCHEN, NOLAN HOUSE, NEW ORLEANS 297

...Tizzy reciting Shakespeare...

BENJAMIN BUTTON'S (V.O.)
"Some are mothers..."

298 INT. NOLAN HOUSE, NEW ORLEANS 298

...Queenie pointing at him...

BENJAMIN BUTTON'S (V.O.)
"And some people can dance..."

299 INT. DANCE STUDIO 299

...And we see Daisy dancing... forever young...

300 INT. HOSPITAL ROOM, NEW ORLEANS - MORNING, PRESENT 300

CAROLINE
He started to write something
else... "I'm going..." But he
stopped...

She gently puts the card back.

CAROLINE (CONT'D)
I wish I had known him.

DAISY
Now you do.

They're still. And the wind reminds her...

300 CONTINUED:

300

CAROLINE

I'd better go and see what they're
planning to do...

Daisy nods. Caroline goes out of the room... It's quiet. Daisy's alone now... looking out the window... at the howling, hurricane... a hundred mile an hour fury... And fighting against the wind, trying to reach the window is a hummingbird... it almost makes it and is pushed back by the gale... but undaunted, its wings doing a figure eight... the symbol for infinity... it fights its way through the wind to the window... tapping at the window... and the hummingbird flies away... she watches it go... and after some moments she says...

DAISY

Goodnight, Benjamin...

And she closes her eyes for the very last time... and it's dark... where it's peaceful, even safe...

301 INT. TRAIN STATION, NEW ORLEANS - DAY, PRESENT

301

We see the new clock high on the terminal wall running the right way... going forward... and as the clock turns... people hurrying to their destinations, living their lives...

302 INT. STORAGE ROOM, TRAIN STATION, NEW ORLEANS - DAY

302

A storage room. Old track signs. Old waiting room chairs. The discarded, and forgotten. And lying on its side under an old tarpaulin -- is "Mr. Cake's" clock... the angel still pushing the hands... running backwards... forever...

FADE OUT: