

Where the Wild Things Are
by
Spike Jonze
And
Dave Eggers

(Based on Where the Wild Things Are,
by Maurice Sendak)

- 1 INT. MAX'S HOME - EVENING 1 *
- Black screen: Echoing through a house, we hear A BOY BARKING and A DOG YELPING.
- The picture comes up and a raggedy black dog tears down a set of stairs, toward us. *
- MAX, eight years old and wearing a white wolf suit, jumps down the stairs, tumbling toward the camera, growling and chasing the dog. For some reason, Max is holding a fork. *
- He jumps to the bottom of the stairs tucking and rolling, screeching a feral war-cry and follows the dog off-screen. *
- 2 Max chases the dog under the dining room table and closes in. 2 *
He leaps and grabs the dog, and howling and somersaulting, *
they wrestle happily together until the screen freezes. *
- CUT TO:
- TITLE CARD: WHERE THE WILD THINGS ARE *
- 3 EXT. SNOW-COVERED SUBURBAN NEIGHBORHOOD - DAY 3 *
- Max's legs protrude from a hand-dug opening in a large snow embankment - a remnant of the morning's snowplows. *
- He crawls out and stands over it, surveying his creation. A proud and crooked grin spreads across his face. *
- He runs off toward his house, wanting badly to tell someone about it.
- 4 INT./EXT. MAX'S HOME - DAY 4 *
- Max runs up to the window and taps on the glass. Inside is his sister Claire, 14, talking on the phone with great intensity. *
- We see only Max's eyes peering over the window sill. *
- MAX
(muffled through the glass)
Hey Claire! Wanna see something great? *
- Claire is too involved in her phone call to pay Max any attention. *
- CLAIRE
Who else was there?

(CONTINUED)

4

CONTINUED:

4

MAX
(trying again)
 It's an igloo.

*

CLAIRE
 And?

*

*

MAX
 I made it.

*

*

Claire doesn't respond. Her phone call is very important to her.

*

CLAIRE
(responding to the intrusion)
 Yeah, my brother. No, I can't.
 We're supposed to go to my dad's
 that weekend.

*

*

*

*

MAX
 The snowplows left some snow across
 the street... and I dug a hole into
 it.

*

CLAIRE
 Max, go play with your friends!

*

Max is crushed. He walks off, dejected.

*

5

INT. IGLOO - DAY

5 *

Max sits, resting in his igloo, deep in thought. He exits the igloo with a makeshift flag -- a plastic bag tied to a birch twig. He marches over to a nearby wooden fence and barks orders to it.

*

*

MAX
 You! Go that way! You! Go that way!

*

The fence isn't responding. Max kicks it.

*

MAX (CONT'D)
 Don't talk to me like that. You're
 just a fence. Go play with your own
 fence friends. Now move out!

-

-

-

-

6

He runs to his fort and carefully secures his flag to the top. He adjusts it two or three times to make it just right - Max is something of a perfectionist.

6 *

*

*

Just then, Max watches as a car pulls into his driveway. Max sees a group of teenage boys and girls get out of the car and lope into his house.

*

*

- 7 Max gets an idea. He jumps into his igloo and scoops up all of his snowballs. He can't carry them all so he hurriedly rolls them out the entrance. 7*
- 8A He runs across the street to his house, closer to his prey, carefully balancing his ammunition on his coat, kangaroo style. He hides behind the neighbor's low fence. 8A*
- He waits, excitedly, organizing his arsenal while stealthily peering over the fence. He watches the teens while they're inside his house. Meanwhile, he makes more snowballs. *
- The teenagers come outside with Claire. Max holds a snowball, giddy with anticipation. He waits until they're close enough and then jumps up and unleashes his projectiles. His aim isn't so good, but he has the element of surprise on his side. A few snowballs hit the teenagers, and when they see that it's him, they laugh and start throwing snowballs back. The fight is on. *
- As Max is reloading, a large mound of snow is dumped on his back. The boys are close now, on the other side of the fence. It's time to retreat. Max bolts. He runs across the street, giddy -- the thrill of battle. *
- 9 He gets to his fort just in time and dives inside. He slides into his little cave - nervous and happy. He's safe. 9*
- But the boys are upon him. Through the fort's entrance, he sees them approach. *
- An arm comes through the side, searching for Max. Max squirms out of the way, his eyes wide with alarm. *
- Then there's a sickening crunch from above. Another crunch. They're on the roof. Max looks up. The ceiling caves in. *
- Max is trapped in a world of cold white. *
- 10 He claws his way out of the top, and we see his face, red, wet with snow and tears. He's cold and humiliated. 10*
- The two boys see how upset Max is. They pull back, feeling awful. They walk back across the street. *
- A horn honks - everyone is waiting. The boys run back to the car. *
- Max, hurt and shamed, looks for Claire among the teenagers. He finds her. Max and Claire lock eyes. Claire looks worried and feels bad for Max. Max hopes that Claire will come over, to help and comfort him - even to stick up for him. *

(CONTINUED)

10 CONTINUED: 10

But she doesn't. She turns away to talk to someone in the car. The car, with Claire in it, drives away. *

Shaken and raw, Max runs to the house. *

11 INT. MAX'S HOME - LATE AFTERNOON (CONTINUOUS) 11*

Max enters his house covered in snow, and runs upstairs into Claire's room. -

12 Max rips off his hat and gloves and throws them on the floor. He jumps up and down on Claire's bed, dumping snow everywhere. On her dresser, he sees an elaborate valentine that he made her out of popsicle sticks and construction paper. It says "To Claire. Love, Max." He grabs it and tears it to pieces. 12*

As he calms down he realizes what he's done. He picks up the pieces of the valentine and walks to his room. *

CUT TO: -

15 INT. MAX'S BEDROOM 15-

Max lays in bed, silent, worried. On the dresser next to his bed is a globe, an antique, lit from within. Max reads the inscription on a small brass panel on the globe: *

TO MAX, OWNER OF THIS WORLD. Love, Dad *

He hears high heels clicking in the kitchen below. Max looks forlorn, wishing he hadn't done what he's done. His mom's footsteps echo through the house, getting closer to the stairs. - *

MOM *

(calling out) *

Hey! I'm home! *

We hear her walking upstairs. She enters the room and sees Max under his covers. She sits down on his bed and kisses his head. She's wearing her work clothes - a wool skirt and white cotton blouse. *

MOM (CONT'D) *

Hey. *

Max doesn't answer. *

MOM (CONT'D) *

What's wrong? *

Max looks up. *

(CONTINUED)

MAX

Claire and her stupid friends
smashed my igloo.

MOM

Oh.

MAX

And she didn't do anything about
it.

MAX (CONT'D)

I'm sorry, honey.
(with a sly smile)
I would have done something about
it.

The guilt overtakes Max.

INT. CLAIRE'S BEDROOM -- CONTINUOUS

He brings his mom into Claire's room. Water squishes
underfoot.

MOM

Max, what have you done?

She leaves the room and comes back with a stack of towels.
They both drop to their knees to soak up the mess.

MOM (CONT'D)

(under her breath)

16

Oh my god.

17

INT. MOM'S OFFICE AREA - NIGHT (LATER)

Max's mom works at home at night in a room at the rear of the
house. Overlooking the backyard, it's a room used for many
purposes. Outside, the snow has turned to rain and it's
coming down, silver streaks outside the window.

Mom is typing on her computer, an older model, while talking
on the phone to a co-worker. Max enters the room tentatively.

Feeling a bit guilty about earlier, Max wants to make up with
his mom. He fiddles with a few things in the room, circling
his mom without overtly asking for attention.

Mom, still not paying any mind to Max, looks anxious - but
more than that, simply tired and worn out. As she continues
her phone conversation, we catch only glimpses of her from
Max's point of view.

(CONTINUED)

MOM

(hiding her exhaustion with warmth)

No, I don't want to bother you, just... just quickly can you tell me exactly what Mr. Lasseter didn't like about the report?

...Well what am I suppose to do?

No, I'm just tired and there's been some stuff here at home.... So what can I do to fix this?

*
*
*

Max, trying to make her smile, adopts the posture of a robot.

*

She looks over to him. He continues walking robot-style and turns his head to smile at her, not noticing he's about to walk into the wall. He falls down, to comic effect. His mom buries a laugh and puts her finger to her lips, telling Max to shush. Max grins. Success.

*
*
*
*

MOM (CONT'D)

(into the phone)

I know, I know. I, uh... but I better get started if I'm gonna turn it in in the morning.

*
*
*
*

He plops himself on the floor under her desk and looks at his mom's feet. She's taken off her shoes, but is still wearing her tights; Max tugs gently on the tights over her right toe.

*
*
*

MOM (CONT'D)

(now a bit more upbeat)

No, I hear you, I hear you. This will be the last time I promise, okay? Thanks.

*
*
*
*

She hangs up and smiles down at Max.

MOM (CONT'D)

(softly)

Hey.

MAX

(almost inaudibly)

Hi.

*

They sit in silence for a moment.

*

MOM

I could use a story.

*

MAX

Ummm... Sure.

*

(CONTINUED)

This is a game they play together. Max looks around, trying to think of a good one to tell her. She opens a new page on her computer and starts typing his dictation.

MAX (CONT'D)

Okay, there were some buildings... There were these really tall buildings...and they could walk. Then there were some vampires. One of the vampires bit the tallest building and his fangs broke off...then all his other teeth fell out...then he started crying...and then all the other vampires said Why are you crying? Aren't those just your baby teeth? And he said, No, those are my grown-up teeth...and the vampires knew that he couldn't be a vampire anymore, so they left him.

Mom finishes typing and smiles proudly and sadly at Max.

MAX (CONT'D)

The end.

25-27 Max smiles back at his mom.

25-27 *

28 INT. SCHOOL CLASSROOM - DAY

28

The classroom is a familiar one - Formica furniture and a chalkboard, large windows. The branches of nearby trees touch the glass when the wind surges.

Max's teacher, male, is short and thin, bearded and wearing a cardigan.

TEACHER

(warming to his subject)

... the sun is the center of our solar system. It's the reason all the planets are here. Its warmth gives us sunlight, makes our planet liveable. Of course the sun won't always be here to keep us warm. It, like all things, will die... and when it does, first it'll expand, enveloping all the surrounding planets, including Earth, before consuming them rapidly.

(now almost cheerfully)

The sun, after all, is just fuel burning ferociously... and when it runs out of fuel... well...

(MORE)

(CONTINUED)

TEACHER (CONT'D)

it'll be gone. Well after that, the solar system will go dark... permanently.

Max is silently horrified. He looks around, studying the faces of his friends. No one else seems to have heard what he just heard -- that the sun, the universe, everyone who ever lived, will someday be gone.

CUT TO: -

INT. MAX'S MOM'S CAR - LATER THAT AFTERNOON

Max looks out the window as the teacher's voice continues.

TEACHER (V.O.) -

I'm sure by that time the human race will have fallen to any number of calamities...

Max and Claire are in the car with Mom - Max in the front seat, Claire in the back. All are in their own worlds, driving home on a rainy afternoon.

TEACHER (V.O.) (CONT'D) *

... war, pollution, global warming, tsunamis, earthquakes, meteors... but hey, who knows, right? Have a good weekend. *

INT. MAX'S BEDROOM - DUSK

Max is making an elaborate fort from his bunk beds, blankets draped everywhere. He sits inside, turning the lamp on and off. Bored, he goes to the door and, standing on a book, yells downstairs for his mom.

MAX -

(yelling downstairs) -

Mom! Mom, come up here! I rebuilt the fort! *

MOM (O.S.) -

Max, I'm busy. *

Max is precariously balanced on the book. *

MAX *

You gotta get inside it, the lava's coming. *

(beat) *

Oh, oh! And it's a rocket ship, and it's gonna take off! *

(MORE) *

(CONTINUED)

30

CONTINUED:

30

MAX (CONT'D)

(beat)

Want me to save you a seat?

*
*

No response from Mom.

-

Max looks around his room, looking for options. He looks at a set of armor and swords. Pass. He glances to a Nerf basketball hoop. Pass. A Lego set. Pass.

-
-
-

He sees his wolf suit hanging on the back of his door. Hmm.

*

31

INT. MAX'S HOUSE - DUSK

31*

31A

With a triumphant music cue, Max comes strutting downstairs, in his wolf suit.

31A-
-

32

INT. MAX'S LIVING ROOM - CONTINUOUS

32*

Max walks through the foyer, arms crossed before his chest. Peeking around a corner, he sees his Mom and the boyfriend exchange a kiss on the couch.

*
*

MOM (CONT'D)

BOYFRIEND

You're really....nice

...Cute

They share a flirtatious laugh. Max is mortified.

*

Mom and boyfriend toast.

*

Max watches in disgust. Mom picks up a dirty plate and hurries back toward the kitchen. Passing Max, she growls playfully at him.

*
*
*

MOM

(to Max)

Hi, sweetie.

(loudly into the next room)

Claire, it's almost dinner! Get your stuff off the table, please.

Max follows her into the kitchen.

*

33

INT. KITCHEN - CONTINUOUS

33*

His mom is cooking. Max enters the kitchen and drags a chair over to the counter lazily. It scrapes loudly on the floor.

*
*

MOM

Shhh!

*
*

Max starts sniffing around. He looks down his nose at all the food, examining it. Mom is too frazzled to pay attention. He gets up on the chair and assesses the work his mom is doing. At the moment, she's boiling water in a pot.

*
*
*

(CONTINUED)

MOM (CONT'D)

Hey, shhh.

MAX

*(pointing to something on a
plate)*

Mom, what *is* that?

MOM

It's pâté.

Max rolls his eyes and moves on, dissatisfied, imperious. He fiddles with things on the counter. He picks up a bag of frozen corn.

MAX

Frozen corn? What's wrong with *real* corn?

He drops the package loudly on the counter.

MOM

*(firmly, trying not to lose
her patience)*

Frozen corn *is* real. And get off the chair please. And go tell your sister to clear her stuff off the table.

MAX

*(yelling, more or less in his
mom's face)*

CLAIRE GET YOUR STUFF OFF THE
DINING ROOM TABLE!

Max is testing her patience.

MOM

(urgently, under her breath)

Max, don't pull that now.

Instead of retreating, Max leaps to stand on the counter. He stands there, hovering over her, in his animal costume.

They stare at each other.

MOM (CONT'D)

(whispering/pleading)

Max, get off the counter, please, get off. I have a friend here... you're embarrassing me.

Max crosses his arms and stares at her.

(CONTINUED)

MAX
Woman, feed me!

*
*

MOM
(exasperated)
Max, get off. Get off the counter!

*
*

Max just stares at her, defiant.

*

MOM (CONT'D)
(furious whisper)
Get off the damn counter MAX! Now.
NOW!

*

MAX
I'll eat you up!

*

MOM
Get down!

He growls loudly at her.

MAX
GRRRAAR!

*

Mom can't take it anymore. She lunges for him, and he jumps off the counter, fleeing, still growling.

*
*

MOM
Stop! Get over here!

*

34 He tears through the living room, and, somewhat to his surprise, she chases him. When they pass in front of the boyfriend, the boyfriend takes notice of the escalating volume and urgency.

34
*
*
*

35 In the front hall, she catches him, grabs him and holds him roughly.

35
*
*

MOM
Max! What's wrong with you?

*
*

Max thrashes around in his mom's grip. He kicks and squirms and, losing all control, he suddenly bites his mother's arm. She shrieks. She drops him on the floor. He falls down in a lump. She steps back, holding her arm in pain.

*
*
*
*

MOM (CONT'D)
(completely enraged)
OW! Max, you bit me! That hurt!

*
*
*

Max is shocked by what he's done, instantly realizing that he's gone too far.

*

(CONTINUED)

Close on Max, we see that though he's not sure what this means, these words have hit him hard.

Max turns to see the boyfriend entering the foyer. *

As Mom is still in pain, the boyfriend hesitates - he's unsure if it's his place to get involved. He stands. *

BOYFRIEND

Connie, he can't treat you like that. *

Mom turns to Max.

MOM

Max, what is wrong with you? Why are you doing these things? *

MAX

You're doing things! *

MOM

You're out of control! *

Max looks at everyone. His mom, the boyfriend... *

MAX

It's not my fault! -

This is the last straw with Max. He turns red with rage and runs out of the house, into the night. His mom runs out the door after him. *

36

EXT. STREET - NIGHT

36 *

MOM

Max! Max! -

Max tears down the street. *

MOM (CONT'D)

Max! -

37

She follows him for a block, but quickly loses ground. 37-

Max cuts across yards and down an embankment. Now he's free. He runs toward the forest in the distance, where the road ends and the trees begin. *

38

EXT. NEARBY FOREST - NIGHT

38 *

Max, still high from the run and still breathing hard, comes into the forest. *

(CONTINUED)

He reaches a small clearing around a fallen tree, where he has a few possessions stashed. Max grabs a large stick and stomps around, hitting things violently.

*

The wind blows louder, whipping the leaves around in a fury. Max, feeling the night's power, howls into the sky.

*

*

39 He finds himself at the shore. The stars are out and the moon is reflected on the placid water.

39 *

*

A boat floats. Max looks around to see if anyone is there. The boat isn't tied to anything, and starts to drift away. Max rushes toward it and grabs the loose rope attached to it. He pulls the boat back slowly. He looks around again, wondering if the boat has an owner, if anyone's watching. He stands before the boat, the trees swaying violently around him.

*

*

*

*

*

Max steps into the boat.

*

The vessel slowly drifts away.

*

40-42 Max allows the boat to drift, watching seriously and intentionally as the land grows more distant.

40-42

*

43 The boat cuts quickly through the sea.

43 *

Max looks past the bow toward his destination. There is nothing but open water.

*

44 EXT. OCEAN - DAWN

44 *

A pale early light paints the ocean pink. We see a wide, wide shot, with Max and his boat a tiny speck in the vast ocean.

*

45 On board, we see Max look around at the horizon line. In front of him, no signs of the city. Behind him is just water and sky. No land in sight.

45 *

*

*

46-55 He settles in for a long journey.

46-55 *

Max sails in and out of nights and days. He's hungry and thirsty. Rain comes and goes. He's cold and wet and exhausted -- and it seems he'll never see land again.

*

*

*

Finally, after many days, off the bow of the boat, he sees a landmass, and within it, a bright glow.

*

*

56 Cut: Night. He's closer now. The island is in sight. A great black mound in the sea, with an orange glow - a fire - in the middle.

56 *

*

*

57 EXT. ISLAND - NIGHT 57 *

Landing on the beach is rough-going. The surf is thundering, and Max's boat is tossed about like a toy. *

When he's close enough, he jumps from the boat, gasping from the water's cold. He gets his bearings and pulls the boat ashore. He stands and assesses the island. *

Beyond the beach and the bluffs above, he sees a forest with a large fire raging. The flames ebbs and flow, bursting periodically like a growing bonfire. *

There are sounds of chaos in the distance, audible even from the beach. Max, wet and cold, knows his only chance at survival is to climb the cliffs and move toward the warmth of the fire. *

58 Max skulks through the foliage like a cat. This is a truly dangerous, muddy forest - wild, primal and unpredictable. As the sounds get louder, Max comes upon a clearing. 58 *

59 Through the trees Max sees an enormous fire. Around it are ten large huts, made of interlocking branches. Max stays low. A huge creature appears in silhouette, backlit by the fire. Hiding in the grass, Max watches, enthralled. 59 *

Max studies this creature as he walks around, crushing one of these huts with his enormous arms. This beast is CAROL -- huge, striped and with two horns atop his head. *

CAROL *

That's it. Tear 'em all down. Tear 'em down. Come on! We've got a few more to go over here. *

(beat) *

Is anyone going to help me? *

JUDITH *

Who said that we didn't like them? *

JUDITH is female, with two horns and one prominent at the end of her huge snout. Her voice is sardonic and sharp-edged. *

IRA *

We liked them. They were nice. *

IRA is close to Judith, and has a huge oval nose and sad eyes. He speaks like a tired old man. *

CAROL *

I mean, this is a problem. Don't you see this is a problem? *

(CONTINUED)

ALEXANDER

I will...

ALEXANDER is the smallest of the Wild Things, just a little bigger than Max. He resembles a goat, with grey-white fur like Max's, and a teenager's voice.

CAROL

No, I'll just do it myself...

ALEXANDER

... help.

CAROL

... as usual.

DOUGLAS

Um, Carol, could I talk to you for a second?

DOUGLAS looks like a gigantic rooster, proud and strong, with white feathers. His voice is thoughtful, reasoned, steady.

CAROL

Not right now, Douglas, I'm busy.

Carol smashes a hut.

DOUGLAS

Uh, oh, okay I'm sorry. Carry on.

CAROL

And I'm the only one who cares enough to do this.

He smashes another house.

CAROL (CONT'D)

Or this!

He smashes another one.

JUDITH

Carol, is this really necessary?

CAROL

Ask K.W. You ask K.W. if it's necessary.

IRA

She's not here. She left.

(CONTINUED)

CAROL
Exactly. She left. So it's
necessary. Is anyone going to help
me?

ALEXANDER
(awkwardly)
Um, I will....

CAROL
Okay, okay, good. Come on. Here ya
go.

Carol picks up Alexander and hurls him into a hut.

ALEXANDER
Ouch.

CAROL
Thank you.

ALEXANDER
Uhh... glad to help.

CAROL
Who else wants to lend a hand?

IRA
What do you think, Judith, should I
help, too?

JUDITH
No, you shouldn't help him!

IRA
I know. I just thought it would
make him feel better.

JUDITH
(exasperated)
Good idea, Ira. Go stand in this
hut over here before it gets
wrecked.

IRA
I know, I know I shouldn't.

JUDITH
Ira, go stand in the hut over there
so I can think.

IRA
I'll stand right over here.

(CONTINUED)

Ira walks over to the hut and gets in. Carol flies in from above and smashes the hut.

IRA (CONT'D)

Ouch.

JUDITH

This is crazy!

IRA

(laughing)

Wow!

CAROL

No, no it was crazy already. I'm eliminating the crazy. Isn't anyone on my side? Isn't anyone gonna be on my side anymore?

Everyone stands in silence. Nobody answers. Carol looks sad.

Close on Max, as he feels for Carol and relates to him.

CAROL (CONT'D)

(defeated)

Fine, I'll just be on my own side, by myself.

Hold on Carol, as he simmers. It's finally quiet.

CAROL (CONT'D)

Nobody cares. Nobody cares. I'm the only one that cares that we don't stay together. I'm the only one that cares about that so...

He starts to smash another hut.

IRA

They were nice, Carol.

CAROL

See? I care.

JUDITH

Carol.

CAROL

You don't care and just stand there and whisper to each other about me like you always do.

JUDITH

Oh yeah, that's true.

(CONTINUED)

CAROL

But I know what I'm doing.

From far away, Carol hears a sound. It sounds like a small animal growling.

Carol looks around to see what this noise is. It's getting louder. Everybody looks around to see what it is.

60 Suddenly Max bursts into the scene, flying through the side of a hut. He startles everybody. Wildly, he swings a huge stick around, destroying everything in his path.

JUDITH

Ira, what is it?

IRA

I don't know.

JUDITH

Doesn't smell like anything.

Carol watches Max, excited by what he sees, but also unsure about who or what this thing is.

As Max is smashing stuff, he exchanges glances with Carol. Max hurls himself into one of the huts and lands on the ground, in a comic thud. Carol approaches Max, looms over him and sniffs him. Max is nervous, but sniffs Carol back. They growl at each other. Carol laughs.

CAROL

(to the others)

See, this guy gets it.

(to Max)

Hey... um... weird little...

(unsure what to call him)

... thing. I like the way you destroy stuff. Good technique.

There's a spark to your work that can't be taught.

MAX

(as if it was nothing)

Thanks.

CAROL

Alright, see that one over there?

You take that one, I'll take this

one. See who can do it faster.

Okay?

MAX

Okay.

(CONTINUED)

60

CONTINUED:

60

CAROL

Go!

*
*

Carol runs off, smashing a hut on the other side. -

61

With his big stick, Max approaches one of the last remaining huts. He smashes it and creates a large hole. Inside the hut Max is surprised to see a large and menacing bull-like creature, THE BULL. Max is frightened, and backs off. When he turns around, he bumps into Douglas, who looms over him.

61

*
*
*

DOUGLAS

Hey, what are you doing? -

MAX

I'm just helping.

DOUGLAS

By smashing our houses? -

MAX

These are your houses?

DOUGLAS

(defensively)

Yeah. What's wrong with them? -

JUDITH

(feeling judged)

What do your houses look like? -

IRA

I bet his houses are funny looking. -

DOUGLAS

Look, we worked very hard on these.
Then you, sir, showed up and
started "helping."

-
-
-
-

Max stammers. -

ALEXANDER

I'm cold. -

JUDITH

(to Max)

Who are you? Are you one of K.W.'s
new friends? *

-
*
*
*

DOUGLAS

(disapproving)

Oh, are you Bob or Terry? -

-
*
-

Max looks confused, unsure of how to answer all this. -

(CONTINUED)

MAX

I don't even know who that is.

IRA

He looks like a Bob.

JUDITH

Things are getting crazy here.
This thing's dangerous.

ALEXANDER

You're scaring me.

They stare at Max. Max is growing more and more concerned with the direction this is heading.

JUDITH

You know what I say, if you've got a problem, eat it.

DOUGLAS

It's the only way to solve these types of issues.

IRA

Yeah. The only way.

The creatures circle in on Max as they discuss eating him. Max looks from one Wild Thing to the other, as Judith, Ira, Alexander and the Bull grow closer. Carol is still on the other side of the clearing, smashing the last of the huts.

JUDITH

Oh, he's probably got those little bird bones.

DOUGLAS

I hate those.

JUDITH

You have those little bird bones that are gonna cut up my mouth, don't you?

MAX

(desperately)

No, I don't have bird bones.

JUDITH

You better not. You better not be difficult to eat. Did you think of that? God, you're selfish. I hope you don't taste as selfish as you look.

(CONTINUED)

Alexander laughs.

MAX

Stop...

They're breathing hard. Their teeth are gigantic. Ira licks his lips. The Bull snorts. Max looks up at them, panicked, backed into a corner. He has to do something.

IRA

Come here.

MAX

Stop!

IRA

Oh, look at him - so delectable, so chewable.

The Wild Things continue to close in on him. He arches his back and lets out a voice much greater and more commanding than we could ever expect:

MAX

BEEEEEE STIIIIIIILL!

JUDITH

Why?

Max is acting like he's casting a spell on them.

The Wild Things freeze in their tracks. All is silent. Carol, far off, hears the commotion and heads over.

There's a split second when Max can't believe it worked. But there's still tension.

Max continues trying to stare the Wild Things down.

MAX

Because you can't eat me. You didn't know that, so I forgive you. But don't try it again.

JUDITH

Why not?

Carol shows up now, intrigued by Max's power.

MAX

I have powers from another land. From ancient times. Don't make me show you. I had to show these Vikings once--

(CONTINUED)

IRA
Viking? What's a Viking?

MAX
(building confidence)
They wear horn hats, and they're big -- bigger than you! One time they attacked me in my ice fortress. They tried to cave in the roof, but I'd made it too strong. I told them to be still but they didn't. I conquered them. I had to make their heads explode. And then they realized I knew all the secrets to the world. And then you know what happened? They made me their king.

Carol has been listening intently and nodding during Max's story.

IRA
Wow.

CAROL
(seriously)
You were a king? I knew there was something special about him. I told you guys.

The other Wild Things are trying to take this all in, overwhelmed with all of this new information.

IRA
(worried for their safety)
So wait, you exploded their heads?

JUDITH
(rolling her eyes)
Oh come on. Our heads are bigger.
(to Max, matter-of-factly)
You can't explode big heads.

MAX
No, their heads were bigger than yours, believe me.

IRA
(incredulous)
But you're so small.

MAX
Small is good. My powers are able to slip right through the cracks.

(CONTINUED)

JUDITH

What if the cracks are closed up?

MAX

Then I have a re-cracker that goes right through that.

JUDITH

But what if we have some sort of material that re-crackers can't get through?

MAX

Well, I have a double re-cracker that can get through any material in the whole universe and there's no material outside of this universe that it can't get through, and that's the end and there's nothing more powerful than that and that's the end. Period.

IRA

Wow, he does sound powerful.

JUDITH

(bothered that she's been outsmarted, mumbling)

Yeah, but there has to be some material somewhere, maybe really deep underground that if we combined it with --

CAROL

Shhh! Quiet.

Carol turns to Max.

CAROL (CONT'D)

Sorry. So you were their king and you made everything right?

MAX

Yeah.

CAROL

(forced nonchalance)

Well uh, you know... what about loneliness?

DOUGLAS

What he's saying is, will you keep out all the sadness?

(CONTINUED)

MAX

Yeah, I have a sadness shield. It keeps out all the sadness and it's big enough for all of us.

CAROL

Wow.

MAX

I just do this to loneliness.
(making a gesture of a bomb dropping on loneliness)
 Poooooww.

The Wild Things are astounded.

CAROL

I knew it! When he showed up, I saw it. Why don't you guys ever listen to me?

DOUGLAS

You're right, Carol, I didn't see it.

Max is gaining confidence.

ALEXANDER

(confused)

I don't understand. He doesn't look like a king. If he could be king, I could be king.

JUDITH

Shhh, Alexander.

IRA

Um, were you the king where you came from?

MAX

Yeah. Yeah, for twenty years.

The group murmurs, impressed.

CAROL

That's really important.

JUDITH

That's impressive.

IRA

That is incredible.

(CONTINUED)

CAROL

Well, looks like we found our king.

(beat)

You are our king, right?

Max studies them, looking at all of their faces in need, waiting for his answer.

MAX

Yeah.

(beat)

I am.

JUDITH

Oh, I'm so relieved.

IRA

Sorry we were gonna eat you. We didn't know you were king.

JUDITH

That was insane.

They all move in to hug him ceremoniously.

IRA

Oh my god! It's K.W.

CAROL

What?

We see a stringy-haired female Wild Thing, standing off to the side. She has a blase sort of attitude. Carol looks over, surprised and nervous.

ALEXANDER

(excited)

Hi, K.W.!

DOUGLAS

(formally)

K.W., it's good to see you.

Carol looks over, cautiously studying her. K.W. is checking out Max and tentatively making eye contact with Carol.

JUDITH

(with a sneer)

I thought you were with your new best friends, Bob and Terry.

(CONTINUED)

K.W.

What are you guys doing?
*(with a nod of her chin to
 Max)*
 Who's that?

IRA

K.W. get in here. You gotta hear
 this. We finally got a king.

DOUGLAS

That's true.

IRA

A very impressive one.

ALEXANDER

Hey, K.W. we got a king! You and me
 could go for a walk and I'll tell
 you all about it. Anytime. You
 could carry me like a little baby.

K.W.

Uh... yeah. Anyway, I don't even
 know if I'm sticking around. I just
 came back to...
(beat, looking at Carol)
 ...to get that one stick I left
 here. Anyone see it?

Max studies her, trying to get a read on her. She checks him
 out, too.

ALEXANDER

I'll help. I'm good at finding
 sticks.

IRA

K.W., he's very powerful!

CAROL

*(whispering to the other Wild
 Things)*
 Shh, shh. Stop. Don't push her.
 She'll figure it out for herself.
 Just leave her be, okay?
(to Max)
 King. This way your majesty,
 please.

61A Carol leads Max over to a pile of smoking ashes. Max passes
 K.W., still trying to get a read on her.

61A-

62 Carol and the Bull guide Max to a smoldering fire. Judith, Ira, Douglas and Alexander all linger behind and watch solemnly. 62 *

The Bull passes by Max and roots around in some rubble on the ground. Carol is standing a distance away, hands clasped behind his back - very much the guy who pulls the strings. *

IRA
(in a whisper of urgent excitement)
Look! He's going to make us happy, Judy. *

Judith lights up momentarily then catches herself. *

JUDITH
Yeah, but happiness isn't always the best way to be happy. *

DOUGLAS
Judith. Stop. *

JUDITH
He's small for a king. Am I nuts? He's small. *

ALEXANDER
Yeah, that's what I said. *

JUDITH
Alexander, shhh! *

ALEXANDER
Sorry. *

DOUGLAS
I like it better when we have a king.
(beat)
I like Carol better when we have a king. *

K.W.
Hey, what happened to our houses? *

DOUGLAS
(lying to cover for Carol)
Oh... um, they fell down. *

K.W. rolls her eyes and walks off. *

(CONTINUED)

The Bull takes a scepter from the ashes and hands it to Max. Max inspects the scepter reverently, and when he holds it, he instantly looks king-like. Carol smiles at him. Max watches as the Bull roots around for the crown. Amid the ashes, Max sees a pile of bones. The Bull finds the crown near a rib or femur, and gives it to Carol.

*
*
*
*
*

MAX
*(quietly, pointing to the
pile of bones)*
Are those... other kings?

CAROL
(nervously)
No, they were here when we got here. I never saw them. Never even noticed them.

*
*

Max looks uncertain. He looks at Carol, and then the other wild things. Ira gives him a big smile. Max smiles back.

-
-

CAROL (CONT'D)
Are you okay?

*
*

MAX
Yeah.

*
*

JUMP AHEAD TO:

-

Carol crowns Max.

*

CAROL
You are now the king.
*(affecting a ceremonial sort
of gravitas)*
And you will be a truly great king.

*
*

Max grins with pride, looking up, trying to see the crown on his head.

*

CAROL (CONT'D)
Oh it looks good on him, look. He looks great. Huh king?

*

JUDITH
King! King! King! King!

DOUGLAS
It looks perfect, Carol.

*
*

IRA
We have a king.

*

(CONTINUED)

CAROL

We got a king. Everything's going
to be different now.

*
*
*

The Bull reaches down to pick up Max, to show him off to the
others.

*
*

IRA

Oh, I know this part! This is where
we're supposed to lift him up, and
it's really exciting, right?

-
-
-
-

WILD THINGS

Arroooo! Arrooooo!

As Max is lifted onto a destroyed hut, the Bull bonks Max's
head into a branch.

*

They all gather around Max, looking up at him. They all
chant.

*

WILD THINGS

KING! KING! KING!

*
*

CAROL

Hey King! What's your first order
of business?

Max thinks for a moment, then arrives at the answer.

*

MAX

Let the wild rumpus start!

CAROL

Perfect answer!

They all cheer. It was the right thing to say. They
celebrate. Judith shoves Ira.

*

JUDITH

Yeah! You hear that? Start
rumpusing, lazy.

*
*

CAROL

Come on. Come on, King!

Max jumps off the hut and starts growling at the Wild Things.
They make a circle around him and growl back, imitating him.
He acts like a monkey, and they act like monkeys. Max makes a
crazy rolling RRRR sound at Carol. Carol gleefully does it
back. Max is in the center of it all, loving it. K.W. watches
from afar, gauging the effect that Max has had on everyone.
Max takes off through the forest, and everyone follows him.

*
*
*
-
-
-

(CONTINUED)

63

CONTINUED:

63

MAX

(as he runs)

Guys! Follow me!

They run through the forest. Douglas trips over a fallen tree. Judith leaps over the tree, kicking Douglas in the head. They all keep going.

Max falls, gets up. The running and howling continues.

64

EXT. CLIFFTOP - DAWN (BEFORE SUNRISE)

Max runs up a small incline to a clearing on top of a cliff. He circles a tree, dragging his claws on it. The Wild Things do the same, but their claws shred the bark off of it.

They all run up to the cliff, howling with Max. Because Max is standing close to the edge and they're careless, they almost knock him off the cliff with someone's hip. Carol immediately catches Max and places him back on the ground. It's comic, but also reminds us that there's danger still on this island.

64A

Together Max and the Wild Things stand at the edge of the cliff, howling into the air over the vast ocean below.

WILD THINGS

(howling)

Aoooh!

MAX

Aahooooo!

64B

It's a glorious moment. Max looks all around him, at the happy faces of the giant beasts. They're all howling with abandon. Now Max notices that K.W. has joined them. She looks amused.

MAX (CONT'D)

(curious)

What?

K.W.

You're funny looking. That's all.

Carol notices Max and K.W. interacting and tries to get Max's attention back.

CAROL

Hey king, watch this.

Max's attention is diverted by Carol. He's left the cliff and is now returning into the forest, jumping high in the air -- like a frog but with a thunderous thump each time he lands.

65 Max sees Carol's jumping skill and has an idea. He chases after him into the forest, trying to get his attention. 65 *

MAX *

Hey Jumping Guy! Jumping Guy! Hey *

mister, wait up! *

Max continues to run after him. *

MAX (CONT'D) *

Hey Jumping Guy! Hey! *

CAROL *

Hey King, watch this! *

Carol jumps up and hits his head on the tree branch, and then falls down. -

CAROL (CONT'D) *

*(laughing, shaking a fist to **

the tree) -

Alright tree, we'll settle this -

later. -

Carol and Max laugh. -

CUT TO: *

65A EXT. FOREST - MORNING 65A -

Carol and Max walk through the forest as the Wild Things continue to rumpus on their own. *

ALEXANDER *

Oh look. Everyone wants to be *

friends with the new guy. *

CAROL -

I hope you can tell how excited -

they are to have a king. Sometimes -

they have an odd way of showing it. *

I mean, not me, but sometimes they -

act weird, you know and it hurts -

other people's feelings. -

JUDITH *

Ira, my love. *

IRA *

What? *

JUDITH *

Come here! *

(CONTINUED)

Carol and Max watch as Judith beckons Ira over to her. -

IRA *

Okay. *

CAROL -

Oh, that's Judith and Ira. They're *
in love. *

We see Judith hit Ira with the tree trunk. -

We see Alexander running through the forest. -

ALEXANDER *

Watch me! Look! *

CAROL -

That's Alexander. -

ALEXANDER -

Look, look! I hate this tree! -

Alexander runs head first into a tree. He falls down. -

CAROL -

He just wants attention. Don't give -
him the satisfaction. -

Douglas appears, busting open some trees with his fists. -

DOUGLAS

77... 78... no, wait. No, no, that
was... yeah that's it, 78.

CAROL

Oh, and that's Douglas. I count on
him for everything.

DOUGLAS *

(modestly) *

Well, that's not true. *

CAROL *

If I was stranded on a deserted *
island and could only take one *
thing, it would be Douglas. We *
could share him if you want, King. -

MAX -

That sounds good, I might need one -
of those. -

(CONTINUED)

CAROL

(walking toward Douglas)

Douglas, no no no, that's not the way I want you to do it. Stop. I'll show you, wait.

DOUGLAS

Oh, sorry.

Max turns to find Ira and Judith close.

IRA

He's so little...

(extending his huge hand to Max)

We haven't formally met. I'm Ira. I put the holes in the trees; maybe you saw those?

MAX

Ahh..

IRA

Or maybe not. Anyways, it's what I do. I mean, it's not important like the things you do.

Judith approaches and coughs.

IRA (CONT'D)

Oh, and this is Judith.

JUDITH

Ah, you don't really need to know me. I'm kind of a downer.

Max laughs.

IRA

King, that's not true.

JUDITH

(to Max)

Hey, let me see your face.

Alexander approaches, trying to see what's going on.

ALEXANDER

(forced nonchalance)

You could introduce me to the king if you want.

They all ignore Alexander.

(CONTINUED)

JUDITH

(laughing, to Max)

Let me see your face. Oooh. What is that? Don't worry, let me see it.

She grabs his face, as if she's a doctor and has seen some terrible lesion. Once she's got him, she licks Max from chin to forehead, and then laughs hysterically.

Max smiles tolerantly and wipes the saliva from his face.

A loud crack behind them. The sound of a tree beginning to fall - it's one that Douglas has punched. Max and Ira scatter as it comes down with a great crash.

IRA

You almost got me, Douglas! Almost got me.

Now Douglas is holding a cat in his arms.

DOUGLAS

(to cat)

We almost got Ira. That would have been really funny. We'll get him next time, won't we? Yes, we will.

66 Carol is behind a rock watching K.W., who's standing off to the side, by herself.

Max runs up and dives behind the rock to see what Carol is looking at.

MAX

What are you doing?

Carol doesn't say anything. He's preoccupied, watching K.W. across the way.

MAX (CONT'D)

Is she the one you were mad at when you were smashing stuff?

CAROL

Yeah... No! No, well, um... I thought she was never coming back.

MAX

Well, it looks like she's back now.

CAROL

Yeah, I hope so.

(CONTINUED)

K.W., with a melancholy air about her, is standing apart from the others and their fun. - *

Max watches her as she takes everything in, processing it, a bit dismissive. *

MAX -

I'm gonna get her! -

Max starts to run toward K.W., getting ready to leap onto her back. Carol panics. -

CAROL -

No! No Max, don't! Don't do that. -
She's doesn't like that kind of -
thing. Come back! Come back here! *

DOUGLAS -

(turning to see Max running -
toward K.W., urgently) -

Uh, King, I wouldn't recommend -
that. -

Max runs down the log and leaps onto K.W.'s back with a happy growl. Surprised, she stumbles back and falls to the ground, laughing. Max rolls off, his crown tumbling off. K.W. laughs. Max jumps back up and leaps on her. He begins to tickle her. He sticks his finger in her nose. *
*
*
*

K.W. -

(laughing)

Stop, stop. Stop it, stop it! Go -
pick someone else's nose! -

Carol's expression is one of relief and happiness. He's excited that she's having fun. -

Carol runs to join in. K.W. rolls over, protecting Max as Carol lands on them. -

K.W. (CONT'D) -

Look out! -

CAROL -

Ahh. Gotcha! -

One by one all the Wild Things jump on. -

IRA -

Whoa! -

JUDITH -

Alexander, get over there and be -
social. -

(CONTINUED)

Judith throws Alexander onto the pile. More pile on. *

JUDITH (CONT'D)

(in mid-air)

Let's be like this forever! *

66A Soon they're all in a huge heap on top of each other. When Max looks up, he's inside a gigantic pile of Wild Thing bodies. Everyone is laughing and groaning from the weight. We hear bits of what they're saying: *

66A *

JUDITH *

You guys never think this is me, but this is really me. *

CAROL *

He's starting things off right, our king. *

IRA *

That was great. *

CAROL *

Wow, this guy gets things done. *

DOUGLAS *

Piles make very good sleeping devices. *

CAROL *

That was fun. We forgot how to have fun. *

DOUGLAS *

That's true, Carol. *

CAROL *

I mean, I didn't, but... *

Max starts crawling through the nooks and crannies of the bodies - there are small, Max-size tunnels. Max decides to tickle everyone. They all laugh. The walls of the tunnels shift as Wild Things wriggle and giggle. *

CAROL (CONT'D) *

Hey, K.W., your toe's in my ear. *

K.W. *

Good! You're keeping it warm. *

CAROL *

Hey, who's on my face? *

(CONTINUED)

IRA
Oh, I'm sorry Carol. Let me move.

*
*

DOUGLAS
Oh, I like this.

*
*

IRA
That was a great rumpus.

*
*

DOUGLAS
Let's be like this forever.

*
*

Someone's body moves and pins Max's leg.

MAX
Owww.

Max tries to get his leg unstuck but can't. It's a little claustrophobic and he's getting nervous.

*

Suddenly... in the wall of bodies, a head turns, and a pair of huge eyes open, like two lamps being turned on. It's K.W. Max looks up.

*

K.W.
The king having a problem?

MAX
(worried)
My foot's stuck under this fat guy.

With her free arm, she pushes someone's blubber off and extricates his foot.

*

K.W.
Oh. There.

*

MAX
Thanks.

K.W.
I'm K.W.

MAX
I'm Max.

K.W.
I know.

*
*

K.W. looks at Max grinning for a moment.

MAX
So are you gonna stay?

-
-

(CONTINUED)

K.W.

Well...

MAX

They all want you to.

This seems to soften K.W.

K.W.

Well, it's complicated.

(she looks confused)

I don't even know how everything
got this way. Things seem better
now, though.

K.W. smiles.

K.W. (CONT'D)

*(teasing him for being so
bossy)*

Okay, King.

MAX

So who are Bob and Terry?

K.W.

Oh they're really good friends of
mine. I don't even know how to
describe them, they're just
different from everybody here.

(meaningfully)

... It's just different.

MAX

Well, do you like them more than--

K.W.

(interrupting him)

You ask a lot of questions. What's
your story? Why'd you come here?

MAX

Well...

(thoughtfully)

I'm an explorer and I travel a lot.
And I travel by sea...

K.W.

Right...

MAX

I used to travel by air.

(CONTINUED)

K.W.

Oh, so obviously you have no home
or family?

MAX

I *had* one of those... but I...

K.W.

But you ate 'em all.

MAX

No, no! I just bit one of em, and
then they went crazy.

*(beat, talking to himself,
justifying his position)*

I don't like frozen corn.

K.W.

(sweetly)

Oh, I'm sorry. That's why you left?

MAX

(with a feeling of loss)

Yeah.

(mad)

They act like I'm a bad person.

K.W.

Well, are you?

MAX

(worried)

I don't know.

K.W.

Well, I'm glad you came. It'll be
good to have someone around who
doesn't eat everybody. I mean, you
just bite everyone. Biters aren't
so bad, eaters are the one's I just
can't stand.

MAX

I have no plans to eat anybody.

K.W.

Alright, good.

(beat)

Well, good night.

Max crawls out of the middle of the pile-on. As he does so,
the Wild Things exchange "good nights" with each other.

(CONTINUED)

CAROL
Good night K.W. *

K.W.
Good night. *

CAROL
Night Ira. *

IRA
Night.

CAROL
Good night Douglas.

DOUGLAS
Good night Carol. *

CAROL
Good night Judith.

JUDITH
Good night.

IRA
Good night, Judy.

JUDITH
Good night, darling.

ALEXANDER
Good night. *

JUDITH
Good night Alex. Good night, King.

MAX
Night.

DOUGLAS
Oh! Good night, King. *

IRA
Yeah, good night, King.

DOUGLAS
Oh, this is nice. *

CAROL
Good night everyone. Everybody
sweet dreams.

Once outside the pile, Max settles on the edge, putting his
head on someone's leg. It's morning now. *

(CONTINUED)

66A CONTINUED: (5)

66A

Max has been up all night. In the orange light of dawn, Max sees debris everywhere, like a landscape after a hurricane.

*
*

67 Max reaches in to get his crown and puts it on. Happy and exhausted, he drifts off to sleep.

67*
*

67A EXT. BEAUTIFUL FOREST - MORNING

67A*

We start in close on Max as he wakes up. Disoriented, he realizes he's on the shoulders of a Wild Thing, being carried high above the ground. He looks down. It's Carol.

*
*
*

CAROL

*

I didn't want to wake you up, but I really want to show you something.

*
*

MAX

*

Oh, okay.

*

Now waking up, Max takes everything in. The sun is huge, the sky is a bright cobalt blue. A perfect day.

*

Max climbs up onto Carol's shoulders, getting a better look at the incredible landscape around him. He notices a group of trees with holes bored in their trunks - Ira's.

*

CAROL

And on the way I can show you your kingdom. Max, this is all yours. You're the owner of this world. Everything you see is yours. Oh, except that hole right there -- that's Ira's. But, I mean the tree's yours, but the hole is Ira's. But everything else is yours... except that rock over there, that's not yours, that little rock next to the big rock. But everything else in the kingdom, except for that stick, that little stick right there, that's not yours...

*
*
*
*
*
*
*
*
*
*

Max realizes Carol's been kidding, and laughs. Carol laughs at how long it took Max to get the joke. They laugh together.

*
*

CAROL (CONT'D)

I want you to be king forever Max.

MAX

Yeah, definitely.

CUT TO:

68 EXT. VAST DESERT - DAY 68 *

Max and Carol walk side by side amid an endless expanse of fine sand -- a desert in the middle of the island. Behind them is a 80-foot dune. *

CAROL -

This part of your kingdom is not so good. -

MAX -

Why? -

CAROL -

(his anxiety starting to reveal itself)

Well, look. This used to be all rock, and now it's sand. And then one day it's gonna be dust. And then the whole island will be dust. And then... I don't even know what comes after dust. -

Max pauses, something weighing on him. *

MAX *

Carol? Did you know the sun was gonna die? *

CAROL *

What? *

Carol looks up at the sun for a moment. *

CAROL (CONT'D) *

I never heard that. *

(beat) *

Oh come on. That can't happen. *

You're the king. And look at me. *

I'm big. How could guys like us worry about a tiny little thing like the sun? *

Carol looks up at the sun again, wondering. *

Just then, a huge, mangy dog - at least 30-feet-tall - lumbers slowly by, far off in the distance. Only Max sees it at first. His jaw drops. *

MAX -

Carol, what's that? -

(CONTINUED)

68

CONTINUED:

68

CAROL

Oh, it's that dog. Don't feed it,
it'll just follow you around.

CUT TO:

69

EXT. BASE OF SILVERY MOUNTAIN - DAY

69 *

Max and Carol are climbing up a steep hillside of oversized silvery rocks. Carol's huge legs make climbing the rocks much easier than for Max. Max struggles to keep up.

MAX

Carol, wait up for me!

69A

Max, climbing over a great silver stone, finally sees their destination; Carol's standing in the entrance. It's an intricate wooden structure - some kind of Wild Thing home - built into the side of the mountain.

69A *

Up ahead, Carol looks around to make sure no one has followed them, and disappears inside.

When Max finally makes it to the door, he hesitates for a moment, then steps inside.

70

INT. CAROL'S WORKSHOP - DAY

70 *

The room is large, a studio of some kind. It's messy but full of projects. Max enters and slowly walks around, taking everything in.

On the main worktable, an entire city is laid out, almost 20 feet long and six feet tall - buildings shaped like mountains and hills in an organized, almost grid-like format. Carol scurries about preparing his creation, anxious about what Max will think.

The details are immaculate and painstaking. It looks like it would have taken 10 years to make. It's a model world - controllable, predictable, tidy.

MAX

Wow.

(with awe and respect)

Did you make this?

CAROL

Yeah.

MAX

It's very good.

(CONTINUED)

CAROL

Thanks.

*(now seeming to recall some
painful memory)*

We were gonna make a whole world
like this. Everyone used to come
here, but now, well...

(looks at model)

Do you know what it feels like when
all your teeth are falling out
really slowly and you don't even
notice and one day you realize
they're all separated really far
apart and then you don't have any
teeth anymore?

MAX

(in a whisper)

Yeah.

CAROL

Well, it's like that.

Carol shakes off the darkening mood. His face brightens.

CAROL (CONT'D)

Alright, put your head right here.
Right here.

Max puts his head up through a hole in the middle of the city
-- now he can see it all from within. As he looks up at the
enormous canyon created by blocks and blocks of buildings, we
hear the sound of water being poured from a jug.

CAROL (CONT'D)

Alright, now watch.

70A

We're still with Max's POV of the city in close-up when we
see the water slowly flowing through the streets.

70A

INTERCUT BETWEEN THE WORKSHOP & MAX'S POV OF THE MODEL CITY

The streets are now paved with water for dozens of blocks. A
mini-canoe with small carved Wild Things in it slowly glides
through an intersection, in and out of view.

Close-up on the canoe, which we now see holds tiny, crudely
carved facsimiles of Carol and K.W.

MAX

Wow. I wish I could live in there.

(CONTINUED)

On the streets of the model city and in the windows of the buildings, Max sees tiny versions of Judith and Ira, Alexander, Douglas and The Bull. *
*
*

CAROL -
Yeah, it was gonna be a place where only things you wanted to have happen would happen. -

MAX *
Yeah. *

CAROL *
I guess if that's not going to happen, I'll probably just end up eating my feet off. *
*

Max turns to Carol. -

MAX -
Carol, we can totally build a place like that. -

Carol looks cautious, but excited. -

CAROL -
Really? -

71 EXT. LAVA FIELD - AFTERNOON 71-

A wide peaceful shot of Carol and Max as they walk back toward the campsite. -

MAX -
Okay, we're gonna start with a perfect fort. And then we're gonna build a city and an underground complex. But, I mean, you've gotta be realistic because I mean, the underground complex is gonna tie it all together. *

CAROL *
(chuckling) *
I like your brain, Max. *

CRASH CUT TO: -

EXT. BEACH -- DAY *

75 Max, Carol and Douglas are together on the beach. 75-

CAROL *
(calling out to the others) *
 Hey! I'm not gonna eat my feet off *
 anymore. *

DOUGLAS *
 Why? *

CAROL *
 Max is gonna build a fortress! *

Max takes a stick and starts drawing in the sand. The other --
 Wild Things -- Judith, Ira, Alexander and the Bull -- all --
 gather around. K.W. wanders up to the group. --

MAX *
 ... So it's gonna be as tall as *
 twelve of you and six of me. And *
 only we can get in. We can have an *
 ice cream parlor. A swimming pool *
 with a bottom that's also a *
 trampoline. *

The Wild Things are listening carefully, as if this is the *
 most rational plan in the world. *

MAX (CONT'D) *
 ...And anyone that gets in there *
 that we don't want there will get *
 their brains cut out. The building *
 will do it automatically. *

Carol and Douglas nod respectfully.

ALEXANDER --
(to Judith) --
 How does it know which brains to --
 cut out? --

Everyone ignores him, still studying the fort plans. --

Max continues. --

MAX *
 Oh, and there'll be a fake tree but *
 it's not a tree, it's a tunnel... *

Max is drawing the tree, outside the fort, but the Bull's toe *
 is on the beach, where the tree needs to be. Max draws half *
 the tree and runs up against the Bull's toe. He looks up to *
 the Bull, but it's clear the Bull isn't going to move. *

(CONTINUED)

So Max draws around the huge toe, such that the round head of the tree becomes a half-moon.

MAX (CONT'D)

So anyways, it's not a tree, it's a tunnel, and it'll lead you into the fort through a compartment. Ira, do you want to be in charge of the tunnels because you make great holes?

IRA

Wow. Okay.

ALEXANDER

I don't want my brains cut out!

Nobody says anything.

IRA

This fort is already making me happy.

ALEXANDER

Does anybody ever hear me?

MAX

And we'll all sleep together in a real pile.

(beat, looking to the whole group)

What do you think?

JUDITH

I don't really think anything like this ever works, really.

(with a smidgen of hope)

But if it did...

(returning to her usual self)

I don't know. I don't know. I don't know anything. But I do like sleeping in a real pile.

A tiny smile takes over Judith's face. She's sold. Alexander sees this and stops crying.

MAX

(to Carol)

Carol, will you be in charge of building it?

CAROL

(uncertain)

Oh. Uh...

(CONTINUED)

DOUGLAS

You should definitely be in charge,
Carol. You're the only one who
could pull it off.

*
*

CAROL

*(coming around but still
unsure)*

Yeah, well... You're right, but...

*

MAX

K.W., don't you think that Carol
should build it?

K.W.

Yeah. He's the only one who can.

Some murmuring of approval. Carol is touched by this gesture
of support.

*
-

JUDITH

I'll build it if he doesn't want
to.

*
*
*

CAROL

(quietly)

Wow... do you really want to do
this?

*
-
*

DOUGLAS

I think it's a perfect idea.

-
-

CAROL

Well, alright...

(to everybody)

if you all want to do it, and you
want me, I'd be honored.

*
-
*

Max beams. Ira turns to Judith.

-

IRA

You would have been good too, Judy.

-
-

Judith shrugs.

-

JUDITH

Yeah.

*
*

The construction is about to begin. Max brings a bunch of
rocks and dumps them in the clearing. Just after him, Ira
carries his own gigantic pile and dumps it on top of Max's.
They almost crush Max like a grape.

*
*

(CONTINUED)

Rocks are being thrown from somewhere out of sight, into a great pile. Max loves it. Everyone is working happily, believing in the fort. *

Max directs Bull towards the edge of a cliff above him.

MAX

A little more that way. A little more. Yeah right there. *

Bull stomps breaking off part of the cliff and sending boulders tumbling below. Max cheers. *

Carol pushes two huge trees, roots and all, into the clearing and drops them. They land with a huge and satisfying crash atop a great pile of other trees. *

Carol and Douglas are trying to determine the placement of the foundation. Ira stands nearby on a small pile of rocks, being the place-marker. Carol is holding Douglas like a suitcase, using him as a measuring tool.

Max is standing far away, to get perspective.

CAROL

(yelling across the way to Max)

How about here? You like it here? *

MAX

Yeah. A little more this way. It should be seven Douglases. *

Carol picks up Douglas again. *

CAROL

(to Douglas)

What have you been eating? *

DOUGLAS

(sheepishly)

Rocks. *

CAROL

Rocks? What did I tell you about eating rocks? *

DOUGLAS

That's six. *

CAROL

You're getting a little paunch. *

(CONTINUED)

DOUGLAS

Uh, I know.

(beat)

Mark it.

*
*
*
*

K.W. crosses past Max, carrying branches.

*

MAX

Hey, K.W..

K.W.

Hey, King.

Carol moves Douglas one more length.

*

CAROL

How about here?

MAX

It needs seven Douglas's, no more,
and no less.

CAROL

Seven chubby Douglases.

*
*

CUT TO:

-

77

EXT. BIG CLEARING/FORT SITE - LATER

77-

There's activity everywhere. Rocks are being stacked, sticks
are being woven, Wild Things are sinking posts into the earth
and stomping on them to drive them deeper. Max runs around,
directing everyone, on top of the world.

*
*
*
*

MAX (V.O.)

It's gonna be part castle, part
fort, part mountain, and part ship.
We'll have a laboratory so we can
build robots to do stuff for us,
our own detective agency, and our
own language. And we'll make a
machine that can take our legs off
and that way we can float.

*
*
*
*
*
*
*
*

77A

Carol and Douglas are carrying huge trees over their
shoulders.

77A

*

CUT TO:

-

77B

Carol watches Judith stacking wood.

77B

*

CAROL

You smiled. You can't deny that
this was a good idea.

*
*

(CONTINUED)

JUDITH
 I didn't deny it.
(now with a smile)
 I believe part of that idea was mine.

CAROL
 What part?

JUDITH
 The part where I said, "Yeah. Good idea."

Carol and Judith laugh.

CUT TO:

77C K.W. works quietly off by herself, smashing tree trunks in half and tossing them in a pile. 77C *

CUT TO: -

77H Ira tosses boulders to Douglas. 77H *

IRA
 Oh! *

Judith licks Alexander's face. *

ALEXANDER
 77I Judith, that tickles. 77I *

CUT TO: -

77F Max drops into a tunnel and sees Ira punching holes and digging. 77F *

MAX
 I like the tunnel, Ira. Impressive. -

IRA
 Oh! Why thank you, King. *

Max climbs out of the hole and sees Douglas working on installing the fort's upper beams. Carol walks by in the background. *

CAROL
 Great beams, Douglas. Strong. *

DOUGLAS
(loving the attention, but awkward, not knowing how to take a compliment) -
 (MORE) -

(CONTINUED)

77F CONTINUED:

77F

DOUGLAS (CONT'D)

Oh, uh thanks. They're just the standard beams I always do.

CUT TO: *

77E Carol works on a wall, carving into it. Max takes Carol's hand and carves an "M". 77E *

Carol draws a heart around it. They hug and both begin to howl. *

78-79 We cut to Judith, watching Max and Carol intently. She looks concerned. 78-79 -

CUT TO: -

84 EXT. HOLE - DAY 84 -

Judith and Ira sit in their hole. Max is off in the distance working. -

JUDITH

(stage whisper)

Psst!

Max looks up. Judith is gesturing for him to come over. -

JUDITH (CONT'D)

What were you doing with Carol just now? -

MAX

Just talking. -

JUDITH

Oh, a secret, huh? Well let me ask you something. How does it work around here? Are we all the same, or are some of us better than others? You like to play favorites, huh, King? -

Ira starts gnawing on Judith's shoulder. *

JUDITH (CONT'D)

Ow. *

MAX

No, I like all you guys equally. -

JUDITH

Oh, don't give me that. I can see how it is. The king has favorites, that's really cute. -

(MORE)

(CONTINUED)

JUDITH (CONT'D)

(Ira still gnawing on her)

Ow. Stop.

(back to Max)

Do you have a favorite color, too?

Can I be your favorite color?

She laughs dismissively, rolling her eyes at him. Max gets mad, but doesn't know what to say. He gives her a fake laugh back. She gives him a louder fake laugh back. And they get into a fake laugh-off. Max's fake laugh is nastiest, though, and she rears back, hurt.

JUDITH (CONT'D)

(close to tears)

You know what? You can't do that back to me. If we're upset, your job is not to get upset back at us. Our job is to be upset. If I get mad and wanna eat you, then you have to say, "Oh okay, you can eat me, I love you, whatever makes you happy, Judith." *That's* what you're supposed to do.

Max doesn't know what to say. K.W. comes to the rescue.

K.W.

Come on Max. Let's go get those sticks.

MAX

Yeah... okay.

Max turns to leave with K.W. Judith grabs his leg.

JUDITH

I hope you heard me, King.

Max tries to pull his leg away. K.W. steps on Judith's wrist, freeing Max.

JUDITH (CONT'D)

Ow!

K.W.

Yeah, he heard you, Judith. Everyone always hears you.

Max and KW walk away.

JUDITH

(yelling after them)

You think you have power, K.W.? That's not real power.

(MORE)

(CONTINUED)

84

CONTINUED: (2)

84

JUDITH (CONT'D)

(beat)

Hey, I'm talking to you!

Max turns his head.

JUDITH (CONT'D)

78A-B

No! Not you! I'm still talking to K.W.!

78A-B

*

85

EXT. DUNE -- AFTERNOON

85 *

Max and K.W. walk to the top of a dune. Below a wide white-sand beach spreads out, the bright blue ocean beyond. The shore is scattered with giant trees.

*

*

*

K.W.

*

Okay, Judith can be a downer. You just need help figuring this out.

*

*

*

(beat)

Hey, you should talk to Bob and Terry.

*

*

(beat)

*

King!

*

They continue to walk.

*

K.W. (CONT'D)

*

Seriously, they're really smart. They have the answers to everything.

*

*

*

*

Max looks up and K.W. is smiling mischievously. She shoves him down the sand dune, then she dives down behind him. They tumble down together, head over heels.

*

*

*

85A

EXT. SAND DUNES - BY OCEAN

85A -

Max gets up and tries to tackle her, but stops. She's laughing. They hear a sound and look up.

-

-

Two owls fly overhead.

*

Max watches them soar like kites, and then, as if hit by a missile, one drops from the sky and onto the beach. Max looks up to the second owl, who falls the same way.

*

*

*

Max sees that it was KW who brought them down, with rocks she's thrown. He's so confused.

*

*

K.W.

*

(running toward the owls)

*

Hang on, I'm coming!

*

(CONTINUED)

K.W. runs off, and returns with one owl -- each the size of a beagle -- under each arm. They look a little disoriented, but they're clearly comfortable with KW. *

K.W. (CONT'D) *
Well, what do you think? *

MAX *
Umm...

K.W. -
This is Bob & Terry. They love it -
when I do this to them. Bob, Terry, *
this is Max, he's the biter I told *
you about. *

The owls squeak. -

K.W. (CONT'D) -
Say hi. -

MAX -
(*unsure*) -
Hi. -

K.W. -
(*to the owls*) *
He wanted to ask you guys some -
advice. -

She looks at Max. Max doesn't know what to say. -

K.W. (CONT'D) -
Go ahead, they're not judgmental. -

MAX -
You mean just ask them? -

K.W. -
Yeah. -

Max tries to figure out what to say. -

Terry squeaks. *

K.W. (CONT'D) -
They say it's better for you if you -
can ask the question in seven -
words. -

MAX -
Okay... -
(*counting with his fingers*) -
How. Do. I. Make. Everyone. -
(MORE)

(CONTINUED)

MAX (CONT'D)

*(Max looks at the two fingers
he has left)*

O. Kay.

They squeak again. Bob then Terry.

K.W.

Oh, yeah. I didn't think of that.

They squeak again. Terry then Bob. K.W. turns to Max.

K.W. (CONT'D)

Wow, they really get to the heart
of it, don't they?

Max hasn't understood anything the owls have said. He decides
not to tell KW.

K.W. (CONT'D)

Aren't they great?

MAX

Uh...

K.W.

What if they came and lived with
us? Bob, Terry, why don't you come
live with us? We're building
something great.

Bob squeaks. Terry squeaks.

K.W. (CONT'D)

Oh good! Right Max?

Max thinks for a moment.

MAX

Well... what about Carol?

K.W.

86-90 He's Carol. I can like him and
still be friends with Bob and
Terry.

86-90

91 EXT. FORT - DAY

91-

K.W. and Max return to the fort carrying Bob and Terry. They
see that the fort is now more or less complete. It's gigantic
-- 200 feet high -- and thrilling in its detail. Max, happy
beyond words, runs to the fort.

MAX

Hey, Douglas! Hey, where's Carol?

(CONTINUED)

91

CONTINUED:

91

DOUGLAS

He's in the fort. Aft section, main chamber.

91A

INT. FORT TUNNEL - DUSK (CONTINUOUS)

91A -

92

Max drops through a tunnel and enters the fort, where interior touch-ups are being made.

92 -

*

93

INT. FORT - DUSK (CONTINUOUS)

93 -

MAX

Hey, Carol! The fort looks great!

-

-

CAROL

Yeah, thanks, we were all working really hard on it. Where were you?

-

-

-

MAX

(quickly, anxious)

Well, K.W. took me to see her friends Bob and Terry. They really wanna meet you. They may even stay over.

-

-

*

*

*

*

Carol looks over and sees K.W. entering with Bob and Terry. There's a tense silence. Alexander trails behind, trying to get a look at the owls.

-

-

-

ALEXANDER

(excited)

Oh, this is the famous Bob and Terry?

-

-

-

-

Bob and Terry squeak.

-

ALEXANDER (CONT'D)

(awkwardly excited)

What? K.W. told you about me?

*

-

-

IRA

Oh, hi guys.

*

*

ALEXANDER

What'd she say?

*

-

They squeak again.

-

ALEXANDER (CONT'D)

(excitedly)

Really?

*

*

*

They squeak at Judith.

*

(CONTINUED)

JUDITH

Oh, my voice? Thank you. Well,
sometimes...

Judith sings a few notes. Bob and Terry turn to Ira and
squeak.

IRA

I know, I'm a very lucky man.

Judith preens.

ALEXANDER

(to owls)

Hey, do you guys know any jokes?

They squeak twice.

ALEXANDER (CONT'D)

Who's there?

They squeak.

ALEXANDER (CONT'D)

Loud interrupting cow wh--

Bob and Terry squeak loudly, interrupting Alexander.
Everyone laughs.

ALEXANDER (CONT'D)

Oh, that's hilarious. They're
amazing, K.W.

IRA

Yeah, that's a nice joke.

Carol turns to Max.

CAROL

Max, what's wrong with the fort? I
thought you said it'd be automatic.

MAX

What?

CAROL

I thought you said if anybody got
in here we didn't want, the fort
would automatically cut their
brains out.

The Wild Things are shocked and offended that Carol would say
this in front of Bob and Terry.

(CONTINUED)

MAX

(guilty)

Oh, well... I thought that then,
but I kinda decided that that isn't
really right and that it should
kinda not be like that. If we *know*
them, then they should keep their
brains.

(fumbling)

Even if we don't know them that
well...

The Wild Things look uncomfortable. This is going worse than
they expected.

K.W.

I think you should apologize to Bob
and Terry.

CAROL

I don't apologize to owls. They're
stupid.

An audible gasp from the group.

IRA

Carol, that's hateful.

CAROL

Why did you bring them here? That's
what you've been doing all this
time? They're not sleeping in our
pile!

The mood has gone black.

ALEXANDER

(patting Max on the head)

Gee, you're the best king ever.
You've changed everything.

CUT TO:

75A

EXT. BEACH - DAY

75A -

Carol is sitting, dejected. Max approaches and sits with him.

MAX

Hey Carol.

CAROL

I don't get why she likes them so
much.

(CONTINUED)

MAX
Yeah... I couldn't really understand what they were saying either.

CAROL
Really?

MAX
Yeah.

CAROL
Now everyone's mad at me.

MAX
There's something I like to do, that sometimes makes me feel better.

CAROL
What is it?

MAX
(quietly)
It's kind of personal.

CAROL
(sweetly)
You can tell me.

Max looks up at Carol and starts to smile.

SMASH CUT TO:

72 EXT. FOREST - DAY (CONTINUOUS)

72-

The Wild Things are all gathered around.

MAX
Alright, we're gonna have a war!
We're gonna clobber each other.

Carol looks really excited.

IRA
Clobber each other?

JUDITH
Hmm...

They all seem intrigued.

(CONTINUED)

MAX

Yeah, with huge dirt clods. We used to do it all the time when I was a little kid.

DOUGLAS

Hm. We haven't had a dirt clod fight in a long time...

MAX

Yeah, it's the best way to have fun together. Now we just have to split into two sides. So who wants to be a bad guy?

No one raises their hand.

MAX (CONT'D)

Okay. I'll pick one then.
(pointing to Judith)
Umm, okay you're a bad guy...

JUDITH

Yeah, saw that coming.

MAX

(pointing to Alexander)
...and then you're definitely a bad guy.

ALEXANDER

What? Ah... Damn.

Alexander's shoulders drop.

IRA

Ummm... I'm bad... really.

MAX

(pointing to Ira)
Okay, you can be a bad guy.

IRA

Judy, I'm with you.

JUDITH

Yeah, I heard.

Ira joins the bad guys.

MAX

And you can pick one other.

(CONTINUED)

JUDITH

(to Max)

Okay. We pick you.

MAX

(laughing)

No, no I can't be a bad guy. I'm
the king. I'm a good guy. *

Max looks over at the Bull. *

MAX (CONT'D) *

And uh... And you...

Max shies away. *

MAX (CONT'D) *

(to the bad guys)

He's with you. He's on your team.

DOUGLAS

(to Carol)

So am I a good guy? *

CAROL

Yes, of course, you have the best
arm.

K.W. emerges from the forest.

JUDITH *

Hey, where were you? *

K.W. -

Saying goodbye to Bob and Terry. *

ALEXANDER -

Hey K.W., you wanna be on my team?
We're the bad guys. -

MAX

(excited)

No, no-no, no. You're with us.
You're a good guy.

CAROL -

(meekly) -

Yeah, K.W., be a good guy. -

MAX

Okay. Yeah, you'll be on my team.
You and me and Carol. -

Max walks K.W. over next to Carol, trying to reconcile them. -

(CONTINUED)

CAROL

Hi, K.W.

K.W. just looks at him. She starts to soften, even smiles. Max watches, happy and relieved. So far the war has brought everyone together!

Douglas walks over to them to join the team.

MAX

Okay. So what we are gonna do is we're gonna try to kill the bad guys...

(picking up a dirt clod)
by beaning them in the head with these dirt clods. We're gonna try to find the biggest pieces...

BAM! Max is suddenly smacked in the back of his head by a dirt clod. He turns to see Alexander laughing. He threw the first one, and is getting another clod ready.

ALEXANDER

You didn't see that coming!

The war is on.

CAROL

Run!

MAX

Run for cover!

DOUGLAS

Wait, hold on! We didn't make the official starting noise!

Max and his team run away.

JUDITH

Yeah. You'd better run.

ALEXANDER

Bad guys rule!

IRA

Look out for the bad guys!

JUDITH

We're coming to get you, favorites!
Die!

72A

Max runs across the field and into the forest, his team in tow. The dirt clods explode everywhere.

72A

Max and Douglas slide into a gully, exchanging fire with Judith and Ira across the way.

(CONTINUED)

ALEXANDER

Yes! Direct hit.

JUDITH

Good shot, Ira!

K.W. comes sliding over the berm, into the gully shared by Max and Douglas. Carol runs over to where they are.

MAX

(loudly, adopting a military tenor)

We need to find higher ground! Move out!

Max's team makes a break for it. Carol's first, Max a few feet behind, then Douglas and K.W. further back. Explosions all around, as the good guys huff and puff.

72C EXT. CLEARING NEAR A CLIFF - CONTINUOUS

72C -

Judith and Ira are surrounded, hiding behind a large rock. Max, Douglas and Carol are lying in wait, perched on a hill above them, about fifty feet away.

Every time Judith or Ira tries to peek out from their rock, Max's team pummels them.

CAROL

We got them pinned down! They can't even move!

MAX

Fire on three!

DOUGLAS

Okay!

MAX

One, two, three!

IRA

You guys are gonna... Ow!

Max, Carol and Douglas throw dirt clods at Judith and Ira.

JUDITH

(from behind the rock, laughing)

Ahhh! Stop! Stop, stop it.

IRA

(from behind rock)

Judy, I'm trapped.

(CONTINUED)

MAX

(to his team)

This is perfect!

*

-

They throw more dirt clods. We hear Judith and Ira behind the log.

-

-

JUDITH

Ohh, wow!

IRA

Let them waste their ammunition.

-

JUDITH

They're not going to run out of dirt. Whoa! That was hard. It's just a game! Let us out of here.

-

*

*

MAX

(to Carol and Douglas)

Wait, wait. I have an idea. Come out!

*

JUDITH

No!

MAX

Why not?

JUDITH

Ahh, because you're gonna hit us in the head with dirt.

*

MAX

Come out!

JUDITH

Nooo!

MAX

Why not?

JUDITH

Because when I said you're gonna hit us in the head with dirt, you didn't say anything. That means *you're planning to hit us in the head with dirt.*

*

MAX

(to Carol and Douglas)

Man, they really have us figured out.

(CONTINUED)

Max thinks. *

MAX (CONT'D) *
Okay, let's go! Ambush! *

Max, Carol and Douglas run toward where Judith and Ira are hiding.

MAX (CONT'D)
Charge!

Judith runs away.

JUDITH *
Ira, help! Get Carol. *

IRA
Ooh, good shot. I'm gonna get you!

72AB A huge mound hits the tree trunk behind them and falls to the 72AB *
ground. When it lands, we see that it's actually a raccoon, *
which gets up and begins to scurry off. Carol grabs it and *
hurls it back at the bad guys. The raccoon hits Ira in the *
head and bites his nose. *

CAROL *
Hey, who threw Richard? He's on our *
team now. *

IRA *
Ahhh! Owwww! *

CAROL *
Gotcha! *

IRA *
Owww. No animals! Owwww! It really *
hurts. It's hurting my nose! *

Max peers up, and sees Alexander skulking on an open ridge. *
Alexander is oblivious, thinking the front is in another *
direction entirely. *

MAX *
Hey Douglas, get the goat. Knock *
his legs out! *

Douglas unleashes a devastating dirt clod, which knocks *
Alexander flat. It's comical but painful. Alexander gets up *
with tears in his eyes. -

(CONTINUED)

ALEXANDER

Owww!

*(finding Douglas and Max and
yelling to them)*

That's cheating. I'm not gonna play anymore.

MAX

(whispering to Douglas)

Do it again.

JUDITH

Alexander come on! Fight with us!

Douglas does, and this time hits Alexander's back - a huge cloud of dust. Max smiles mischievously, as if to say "Oops!" He's having a great time.

ALEXANDER

Owww! That's not fair! Are you crazy?!

JUDITH

Alexander you're supposed to get hit, it's a war.

ALEXANDER

That wasn't fair. Douglas hit me when I was hurt. You can't hit someone when they're hurt. I quit.

JUDITH

Get back in here right now.

IRA

Alex, count to ten. Things will get better.

JUDITH

Alexander, don't you cry!

ALEXANDER

If I count to ten will you be gone Ira?

Alexander stalks off.

JUDITH

Don't you talk to Ira the way I do.

Max throws a dirt clod at Judith, nailing her in the head.

MAX

Knock it off, Judith!

(CONTINUED)

JUDITH

Owww! That's my eye!

Carol and K.W. laugh and exchange looks.

Max ducks, giggling.

72B Max, Carol and the team run.

72B *

Down the path, Carol falls. Max dives over him, body-slammng his stomach playfully. Carol laughs, Max laughs. Once on the other side of Carol's mass of flesh, Max uses him as a wall.

Now Douglas approaches, but can't slow down in time to avoid Carol's prone figure.

DOUGLAS

Whoa!

He tries to jump over Carol and Max, but his foot lands on Carol's head. It's awkward and painful, but also sort of comic.

CAROL

Ow!

Landing, Douglas looks worried.

DOUGLAS

Carol, I'm so sorry!

Carol laughs. Douglas is relieved.

Now K.W., coming down the path running fast, has seen this fun, and, overexcited, she runs at full speed and jumps off Carol's head, landing on Douglas' face. Instantly Carol leaps up and is no longer laughing. He's fuming.

K.W.

(laughing)

What happened? Somebody stepped on your head?

CAROL

(outraged)

What are you doing?

K.W.

(laughing)

What?

CAROL

Don't step on my head!

(CONTINUED)

K.W.

(innocently - she didn't mean it)

What do you mean? It's a war! And Douglas just did it.

*

CAROL

Yeah but he did it by accident.
You did it on purpose! And he didn't step on the *face* part of my head!

*

*

K.W.

It was a joke. I was just *joking*.

-

-

CAROL

Yeah, sure you were, like you aren't always *looking* for an opportunity to step on my head. That's what you do.

*

*

Max watches the argument, standing below them, looking from one and then the other.

-

-

K.W.

Fine, fine. You know what? This is exactly why I never want to do anything with you anymore.

*

(she lays down)

*

Go ahead and step on my head.

*

CAROL

No. Forget it. I'm not going to step on your head just to make you *feel* better.

*

Carol leaves, running up the hill.

*

CAROL (CONT'D)

Come on, Douglas!

-

-

DOUGLAS

(judiciously)

Carol, I think that you did the right thing, you know, not stepping on her head.

*

Close on Max as we hear this, and Judith and Ira complaining about their injuries off in the distance.

-

-

Max approaches K.W. as she lies on the ground. Max steps on K.W.'s head, as she lies there. K.W., still upset, smiles weakly.

-

-

-

(CONTINUED)

72B

CONTINUED: (2)

72B

K.W.

Thanks, Max. But I'm done.

(beat, sigh)

I don't know why I came back. I'm glad I met you, I guess.

72D

Max looks sad and worried.

72D -

CUT TO

73

EXT. AROUND THE CAMPFIRE - NIGHT, LATER

73 *

Max and all of the Wild Things are sitting around the fire. We pan around the fire, from one Wild Thing to the next. Each is filthy - covered in burrs and dirt. Their injuries are visible, their anger unmasked. They blame him for all the misery brought on by the war.

JUDITH

(anxious)

So King. What's going on? This is how you rule a kingdom? Everyone fighting? The bad guys feel bad. *Everyone feels bad!*

IRA

Yeah. I'm still sorta dizzy and my eyeballs feel loose.

JUDITH

Oh can it, Ira. Everyone's eyeballs feel loose.

CAROL

No, Max will bring K.W. back. He'll keep us all together. He has powers. Right? Show us. C'mon King.

Max is put on the spot. Everyone waits expectantly. He doesn't know what to do, so he falls back on an old standard. Finally, instead of speaking, he does the robot dance that he last did with his mom.

Everyone looks dumbfounded.

IRA

Uh oh, somebody broke the king.

JUDITH

I don't get it. Oh wait, I do. It's stupid.

Max stops dancing.

(CONTINUED)

IRA
I think he's done now. What just happened, Judy?

JUDITH
That's what we waited for?

ALEXANDER
Pathetic.

Judith turns and walks away.

All of the Wild Things slowly get up. At that moment, a snowflake appears. Then more - the flakes come down slowly, waywardly. The Wild Things watch and sigh with resignation.

Judith, Alexander and Ira walk off. Carol waits for all of the Wild Things to leave.

Carol walks away, pausing only to shake his head, profoundly disappointed in Max. He disappears into the forest.

For a moment, Max isn't sure whether he should be leaving with Carol. All alone, Max looks around, seeing only emptiness in every direction. The snow increases.

He stares out into darkness.

MAX
(calling out, scared)
Carol?

74 No response. He sits next to a tree and thinks about what to do.

74A EXT. CAMPSITE - NEXT MORNING

Max walks through the forest and out to the edge of the cliff. He stares out at the water, thoughtfully.

CUT TO:

99 INT. FORT - THAT NIGHT

MAX
Hi.

Finally Max sits down next to Alexander, tentatively, apologetically.

Neither of them speak for a moment. Max sees a wound on Alexander's back. The conversation is in a soft whisper so as not to wake anyone.

(CONTINUED)

MAX (CONT'D) *

Is that from the dirt clods? -

ALEXANDER

Yeah, from when you had Douglas hit me. -

MAX -

Sorry about that. -

ALEXANDER -

It's okay. -

MAX *

(sympathetically) *

No one really listens to you, huh? *

ALEXANDER *

Oh, you noticed? *

(beat) *

Yeah. I guess you're not used to that... being a king and all. *

Max, still heavy-hearted, smiles at him. *

MAX -

Man, I really messed this place up. -

Alexander studies Max. *

ALEXANDER -

You're not really a king, huh? -

You're just regular. -

Max looks at Alexander, guilty. -

ALEXANDER (CONT'D) -

(disappointed) -

I knew it. -

(then back to Max, seriously) -

I don't even know if there is such a thing as a king that can do all the things you said. -

Max says nothing. -

ALEXANDER (CONT'D) *

100-101

Look, I don't care, just don't ever let Carol find out. *

100-101 *

CUT TO: -

80 INT. FORT - NIGHT 80 -

All the Wild Things are sleeping. Max is awake, and he watches Carol. Carol is scratching the ground, anxious and restless. It scares Max. -

81 INT. FORT SITE - MORNING 81 -

The sky is overcast. Max is inside the fort, pacing out dimensions, drawing an outline of something on the wall. Carol approaches. -

Carol walks up and notices Max's markings on the wall. -

CAROL
Hey, Max. What's that?

MAX
Um... Well, I was thinking we needed a place where the king is secret. Like a secret chamber for the king. *

Carol looks at the fort, tilting his head.

CAROL
Well, I don't understand... What...

MAX
Well, you know like a... like a small place. With a door that's not so big. *

When Carol begins to understand the implications here, his feelings get bruised. *

CAROL
(pondering)
I don't know... *

(studying the fort)
I just didn't picture it with secret doors. -

(pause as he collects his thoughts and thinks of a way out of this) *

What if it were a *big* place with big secret doors?

MAX
That... that's not really how it would be done. It's more like... it's like a... it's like a... *

(CONTINUED)

81

CONTINUED:

81

This is getting frustrating for Carol. He tries to control his rage, but can't. -

Without warning and with a great crash, he punches a hole in the wall. -

Max looks surprised. -

CAROL
(*embarrassed*)
About that big? *

82-83 Carol turns and walks off, visibly hurt. 82-83 *

94 INT. FORT - PRE-DAWN 94 -

Everyone is sleeping in the fort. *

Max is laying inside the area reserved for his secret chamber. It's not built yet -- just an outline in the floor. *

Max startles awake. Carol's voice booms out of the darkness.

CAROL (O.S.)
(*firm and anxious*)
Everyone wake up, wake up! Get out here! Everything's wrong! *

Everyone wakes up. -

JUDITH
What is it? *

CAROL
Everybody wake up. *

DOUGLAS
It's Carol.

94A They go outside. Carol is facing away from us. 94A -

JUDITH
Carol, don't. *

IRA
You alright? *

CAROL
It's all wrong. It wasn't supposed to be like this. *

JUDITH
Oh, I knew it was gonna happen. *

(CONTINUED)

CAROL	*
Wake up and come out here.	*
DOUGLAS	*
What is it?	*
CAROL	*
Get out here. It's wrong. I can't	-
even look at it.	-
DOUGLAS	-
What is it?	-
CAROL	-
<i>(turning to the fort)</i>	-
The fort. We gotta tear the fort	-
down.	-
DOUGLAS	-
What?	-
CAROL	-
It wasn't supposed to be like this!	-
DOUGLAS	*
No, Carol.	*
CAROL	*
You said we were all going to sleep	-
together in a real pile, and now	-
you want a secret room and K.W. is	-
gone for good. And now I have to	*
worry if the sun is gonna die. Look	*
at it. It never came up! It's dead!	-
JUDITH	*
What?!	*
IRA	-
Oh my god.	-
All the Wild Things look scared.	-
MAX	-
Carol, stop it!	-
CAROL	*
It's dead. It's dead.	*
MAX	*
You're scaring everyone.	-
CAROL	*
It's morning.	*

(CONTINUED)

MAX

The sun's not dead. It's just
nighttime.

CAROL

How do you know? I can't trust what
you say. Everything keeps changing.
Alright, come on Douglas. We're
ripping it down.

Carol starts storming toward the fort.

MAX

*(steps in front of Carol
blocking him)*

Carol, we're not ripping the fort
down!

CAROL

It was supposed to be a place where
only things you wanted to have
happen would happen.

Carol, stares at Max for a beat, stunned, then turns to
Douglas for support.

CAROL (CONT'D)

Come on Douglas, do what I tell
you.

Douglas, stares at him, not saying anything.

MAX

No! We all live here, not just you.
It's everybody's. Judith and Ira
and everyone else live here, too.

JUDITH

Oh, finally.

CAROL

You were supposed to keep us safe.
You were supposed to take care of
us, and you didn't.

DOUGLAS

Carol.

MAX

I'm sorry!

CAROL

That's not good enough.

(CONTINUED)

DOUGLAS *
Carol. *

CAROL *
You're a terrible king. *

DOUGLAS *
Carol! *

CAROL *
What?!

DOUGLAS -
He's not our king. -

CAROL *
What? Don't say that! How could you *
say that? How dare you say that? *

DOUGLAS *
There's no such thing as a king. *

CAROL *
Don't you say that. *

DOUGLAS *
He's just a boy pretending to be a *
wolf pretending to be a king. *

CAROL *
That's not true! *

IRA *
He's just like us. *

JUDITH *
(*cursing herself, fooled* *
again) *
Ahh! Why don't I listen to myself? *

DOUGLAS *
Look, I just went along with it *
because I knew you wanted it so *
much, okay? *

Carol looks back at Douglas, with his anger and frustration *
building. *

CAROL *
Don't say that! *

MAX *
No! Carol, stop it! *

(CONTINUED)

Suddenly Carol rips off Douglas' arm. Douglas stands, staring at him with sand pouring out of his shoulder. *

DOUGLAS *

Oww!! *

MAX *

Stop it! What are you doing?!

Carol throws Douglas' arm. *

The rest of the Wild Things are shocked. But it becomes clear that this kind of thing isn't unprecedented. *

DOUGLAS *

Carol. *

CAROL *

What? *

DOUGLAS *

That was my favorite arm. *

CAROL *

Well, I was just holding on to it. *

You pulled away. *

MAX -

Carol, stop it! *

CAROL *

You lied! *

MAX *

You're out of control! -

This hits Carol hard. He's lost in confusion and rage. *

CAROL -

I am not out of control! You were *

supposed to take care of us! You *

promised! *

(big roar) -

I'll eat you up! -

He lunges for Max. -

95-98 Max bolts. Carol chases him into the woods. 95-98 -

107 EXT. FOREST - CONTINUOUS 107 -

Carol is crying hysterically as he chases Max toward the forest, both of them at full speed. Max darts through a low, small opening in the dense forest - too small for Carol to fit through. Carol crashes head first into the trees.

The forest is too dense. Carol grinds to a halt, stuck in the trees. Max ploughs on, rushing through the dense woods. Carol watches him escape.

Max continues through the woods. He breaks through the foliage onto a forest path.

108 Max runs down the path. The sound of Carol yelling echoes in the distance. Max is looking back, trying to see where Carol is, and runs full-speed into K.W. 108 *

K.W.
C'mon, C'mon. C'mere.

K.W. has a look of desperation on her face, and Max spends a split second trying to read it. Carol is getting closer. *

She grabs his arm and yanks him off the path.

Carol runs by, growling ferociously. He's terrifying now, without any trace of the more civilized or charming Carol. Now he's pure id, a raging animal. *

K.W. (CONT'D)
Get in, get inside!

MAX
What?

K.W. has her mouth open, and is indicating that Max should crawl into her.

K.W.
Get in. Crawl inside my mouth.
I'll hide you! *

The growling of Carol gets louder. Max realizes that he has no choice. He starts, tentatively, to crawl into K.W.'s mouth. Once he's half-way in, she swallows him whole. *

109 Max lands inside of KW, where there are some rocks and sticks and "Richard" the raccoon. Richard is hanging out, eating some twigs. He and Max make eye contact. 109 -

MAX
Oh, hi Richard. -

108/109 INTERCUT BETWEEN INSIDE K.W AND FOREST OUTSIDE

108/109 -

CAROL

Max! Max!

Carol bursts into the area near K.W. *

We're close on Max inside of K.W. He's barely lit by the dim
light coming from above. He tries to breathe quietly. *

CAROL (CONT'D)

Where *is* he!?

K.W.

(defiantly)

I don't know!

CAROL *

Where is he? *

K.W. *

I don't know! *

CAROL *

I can smell him! Where is he?! *

(beat) *

I just want to talk to him. *

K.W. *

You're out of control! *

CAROL -

I'm not out of control! *

K.W. -

You were going to eat him! -

CAROL -

(deflated) -

No, no... I wa-- I wasn't going
to... I don't know...I just said
it. -

(tortured) *

Am I as bad as he says I am? -

Close on Max. He starts to soften. -

K.W. -

Just go away! -

CAROL -

I just wanted us all to be
together... -

(CONTINUED)

He turns, defeated, and walks off. -

Close on Max. He feels for Carol. -

K.W., breathing hard, walks into a small, dark clearing,
covered with fallen trees and pools of liquid. -

K.W. -

(repeating Carol) -

Can you believe him? -

MAX -

He doesn't mean to be that way, -

K.W. He's just scared. -

K.W. -

(softening somewhat) -

Well, he only makes it harder. And
it's hard enough already. -

MAX -

*(thinking about his own
behavior)* -

I know. *(beat)* But he loves you. -

You're his family. -

K.W. thinks about this for a minute.

K.W. -

Yeah... I guess. *

MAX *

I can't breathe that well in here. *

Can you get me out? *

Close on Max. Finally a big hand reaches in and retrieves
Max, taking him toward the light. K.W. tilts her head back
and draws him out of her throat. After he's been extracted,
they sit together, exhausted.

Max looks up at her, seeing how hard it is for her. Then he
looks down, contemplating this, a new thought enters his
head.

MAX (CONT'D) *

I wish you guys had a mom. -

K.W. says nothing, seeming to acknowledge the truth in this. *

MAX (CONT'D) *

102 EXT. DESERT - DAY 102 *

The sun rises on the desert. *

Max is running where he and Carol had first walked. He's full of energy, knowing he's about to leave, that soon he'll be home again. *

103 EXT. CAROL'S STUDIO - DAY (CONTINUOUS) 103 *

Max, out of breath, reaches the door and enters.

MAX

Carol!

104 INT. CAROL'S STUDIO - DAY (CONTINUOUS) 104 *

Inside, the entire mini-city has been ravaged. There are remnants of it splayed out, glass and metal everywhere, as if Carol had destroyed it in a rage. Max walks around, horrified by the destruction. *

On the floor, amid the wreckage, Max sits and begins to work. He takes pieces of the debris and splinters of wood, and begins to arrange something on the floor, though we don't see what exactly it is. *

104A EXT. CLIFF ABOVE FORT 104A -

Max runs toward the fort. As he approaches, he looks over and sees Carol and Douglas sitting together. Douglas stands, excusing himself, so that Max and Carol can talk. There's a stick attached to Douglas's shoulder where his arm should be. *

DOUGLAS

(nodding to Max)

Max. *

Douglas walks off, patting Carol on the back affectionately as he goes. *

CAROL

(as if this question might answer it all)

So whatever happened with you and the Vikings? -

MAX

(sweetly and apologetically)

Well... in the end, I had to leave. -

CAROL

Why? *

(CONTINUED)

Carol, upset and hurt, looks up at the fort. *

MAX *

But I'm not a Viking or a king or
anything. *

CAROL *

No, no you're not. *

(beat) *

What are you? *

MAX *

I'm Max. *

CAROL *

Oh. *

(he stands) *

Well, that's not very much. *

Carol thinks about this for a beat, then stands up and walks
off. *

105-106 Max looks after him sadly. *

105-106 *

116 EXT. BEACH - DAY

116 *

Max and K.W. see the ocean in front of them. The Wild Things
standing awkwardly, silently, around Max's boat. *

K.W. and Max approach all of the Wild Things - Judith, Ira,
Douglas, the Bull. -

BULL *

Hey Max? *

Max is momentarily surprised that finally the Bull has
spoken. *

MAX *

Yeah? *

BULL *

When you go home will you say good
things about us? *

MAX *

Yeah, I will. *

BULL *

Thanks. *

Alexander stands between Judith and Ira, like a toddler
leaning against the legs of a parent. Douglas is visibly sad,
looking down at Max. He doesn't know what to do. *

(CONTINUED)

116

CONTINUED:

116

Max crosses to Ira, and Judith.

Max hugs Ira.

Max looks at Judith.

JUDITH

You're the first king we haven't eaten.

ALEXANDER

Yeah, it's true.

Ira pats Max on the head.

JUDITH

(interrupting the sentimental moment)

See ya.

Max nods and crosses to Alexander.

ALEXANDER

Bye, Max.

MAX

Bye.

As Max walks away, we see the hardness on Judith's face drops. She grabs Alexander and hugs him tightly. Max sees Douglas standing beside his boat, holding it steady in the shallow water.

113

INT. CAROL'S STUDIO - DAY

113 *

Carol storms into the workshop, still upset. Carol stops short, noticing Max's gift on the floor below him. His rage quickly dissipates as he sees a heart made of the debris from the studio, a heart much like that which Carol made for Max earlier. Inside the heart is the letter C.

114

Carol takes it all in, and sits down before it. He traces the outline of the heart with his claw. He's utterly overcome. He begins to weep.

114 *

115

EXT. DESERT -- DAY

115 *

Carol is running through the desert. He's running as fast as he can toward the beach.

116A

EXT. BEACH - DAY

116A *

They begin pushing the boat into the water.

*

(CONTINUED)

Standing in the water, K.W. lifts Max into the boat. As he stands on the bow, they embrace. *

K.W.
Don't go. I'll eat you up, I love
you so.

Max hugs her goodbye and is now ready to sail off. *

As they're pushing the boat into the water, we hear a great rustling through the forest. They all look up. *

Carol comes running from the forest onto the beach, but slows down as soon as he and Max lock eyes. *

Max looks at him warily. Carol, respecting this, stops at a distance from Max. Carol looks down, standing as if his hands were in his pockets, wanting to say something, but not knowing what. *

Max begins to drift into the ocean. Max and Carol look at each other as Max continues to float away. *

Carol walks toward the boat, across the beach, wanting desperately to do or say something, eventually walking past the other Wild Things and wading waist-deep into the ocean. Max watches, conflicted. Their eyes have been locked the entire time. Carol looks so sorry but doesn't know what he can possibly say. Max, watching Carol - who is now up to his chest in the ocean - emits a sad mournful gentle howl. *

MAX
Aroooooo!

We can almost hear Max's voice cracking. Carol's spirits lift - he sees this as a small sign of Max's forgiveness. *

CAROL
(mournful in return)
Arooooooo!

There are a few moments when Max and Carol's howls overlap as Max drifts into the sea. Finally the other Wild Things join in, all howling sorrowfully, in concert, to their departing friend. K.W. howls goodbye, too. *

117 EXT. OCEAN - NIGHT 117 *

Max sails alone, under a full moon, with no land in front of him or behind him. *

118 EXT. OCEAN - DAY 118 *

Max continues sailing, determined. *

119 EXT. OCEAN - NIGHT 119 *

Max finally sees the forest along the horizon, the point from which he came. *

120 EXT. LAKE - NIGHT 120 *

Max docks the boat again in the same inlet of the lake. He runs, as fast as he can, through the forest. He's so close to home. *

121 EXT. FOREST - NIGHT 121 *

He runs through the forest and then through the neighborhood. *

122 EXT. NEIGHBORHOOD - NIGHT 122 *

A random dog runs up next to him and Max barks at it wildly gleeful as they run side by side. The dog, after running next to him for a moment, splits off. All of the houses are dark, except for Max's own, in the distance, where some of the lights are still on. He runs toward it until he gets a few houses away, when he slows down to a jog, then a walk. *

123 His last few steps are slow and tentative. He moves to the front door, and we see a close-up of the doorknob turning. 123 *

CUT TO:

124 INT. MAX'S HOUSE - NIGHT 124 *

Max tiptoes through the house, nervous of the repercussions. His mom sees him, runs to him, grabs him and holds him. They look at each other. Max is overwhelmed with emotion, feeling both sorry, relieved and grateful that she's taken him back. She looks at him sweetly, removes his wolf hood, and holds him tighter. *

CUT TO: -

124A INT. DINING ROOM - NIGHT 124A -

Max is eating his soup. His mom is sitting at the table, too, head resting in her hand, utterly exhausted. She looks affectionately at Max. Max starts to eat his cake, and looks up at his mom. She has fallen asleep. Max tilts his head, studying her, appreciating her, marveling at her. *