

December 16, 1985

Mr. Menahem Golan
CANNON FILMS
6464 Sunset Blvd.
Hollywood, California 90028

Dear Menahem:

I thought I would write you concerning the Spider-Man script written by John Brancato and Ted Newsom, and the Captain America script written by Michael Winner and Stan Hey.

The Spider-Man script, in my opinion, is superb. It maintains the basic integrity of the character in the original story, while placing it in a modern setting. It is simple and direct in its plot line and very easy for the reader to follow. I have now read approximately twelve Spider-Man scripts or treatments, and this is by far the best of the lot!

The Captain America script, on the other hand, I found to be "bloody awful." It does not maintain the

basic integrity of the character. It plays fast and loose with the basic storylines, and I found it to be so convoluted in its plot that I had difficulty following it. In addition, I found the situation totally implausible, as it stretches credibility beyond the readers' limit. I certainly think it means going back to the drawing board again to get a more credible script.

Best regards,

James E. Galton
President

JEG: tmm.

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CADENCE
PUBLISHING

SPIDER-MAN

screenplay by

Ted Newsom and John Brancato

based on characters created by

Stan Lee

First Draft
November 24, 1985

For Cannon Films
6464 Sunset Boulevard
Los Angeles, CA 90028

INT. BASEMENT - DAY

A single glistening strand of a spider's web bisects the BLACK FRAME. As CLASSICAL MUSIC caresses our ears, we see the strand criss-crossing others in a perfect orb web. A spider-- black with an intricate pattern-- drops INTO FRAME. It gracefully gathers and weaves the strands together.

The web and spider become small, a gray mass against a basement ceiling corner. The further BACK we go, the grimmer the scene becomes: peeling industrial green paint, tangles of pipes and electrical cable, harsh lighting.

We hear a low WHIR, the pitch growing higher-- a cyclotron. The colossal donut-shaped accelerator dominates the basement lab. It's a cylindrical, metallic tube, suspended from the ceiling, with wires and fixtures over its length. Utilitarian, a patchwork of technology from the 40s to the 80s, with radioactivity warnings.

INT. EXPERIMENTAL CHAMBER - DAY

A steel and glass chamber is built around and below a section of the cyclotron. Metal shelves of equipment, a large electrical transformer with heavy cables leading to it from the floor.

A three-fingered mechanical claw-- a "waldo"-- thrusts INTO FRAME. Its telescoping arm extends, lifts a tiny one-gram cylinder from a rack of standard weights on a shelf. Another waldo holds a lead canister, a third removes a sealed vial containing a thick, muddy liquid. A fourth arm reaches up to adjust a crystal focusing cone, which juts out from the cyclotron tube. The arm aims the cone at a digital scale on a table in the center of the room.

The four waldos are mounted on a panel with a thick, clear pane above it. Through the glass, a shadowy figure manipulates the controls. A fibrous BLUE-WHITE BEAM erupts from the cone, focusing on the weight & the TITLES END.

INT. CONTROL ROOM - DAY

The WHIR is muffled now, the MUSIC loud from a stereo in the control room. A video monitor shows a waldo placing the gram weight on a scale; a digital read-out beside the screen jumps from 0.000000 to 1.000000. A computer screen displays irregular, colored patterns describing the downward arcs of sub-atomic particles. A digital clock: 8:57 AM. A half-eaten chili dog lies on the control panel.

DR. OTTO OCTAVIUS ("DOC OCK") manipulates the waldo controls. In his 50s, Ock is broad, thickly-featured, brooding, with unfashionably long hair. He wears a stained sweatshirt, protective goggles. Without interrupting his concentration, he lights a fresh cigarette from the butt of the last, and takes a bite of the chili dog.

INT. BASEMENT HALLWAY - DAY

ALEXANDER THORKEL and SOLOMON ROSOMOFF (ROZ) enter from a flight of stairs. Tall, thin, 40, Thorkel wears horn-rimmed glasses and a Brooks Brothers suit. Roz, a professor of astrophysics, walks spryly despite his 75 years. The men head to the door at the end of the hall: "CYCLOTRON, AUTHORIZED PERSONNEL ONLY."

THORKEL

I'm sorry to bother you, Professor.
But the man is impossible.

ROZ

He has his reasons, Thorkel. At the
moment, he has something to prove.

THORKEL

He refused to open the door.

ROZ

Maybe he didn't hear you knock.

Thorkel snorts. Roz fishes a card-key from his tweeds, inserts it into the lock.

INT. CONTROL ROOM - DAY

The door buzzes open.

THORKEL

You'll be late for class, Dr. Octavius.

Roz sighs. Ock doesn't turn around. Thorkel snaps the MUSIC OFF.

THORKEL

The University pays you to teach.

Ock twists a dial, the WHIR increases in pitch, the light grows more intense. Thorkel frowns. Ock notices Roz-- a look of understanding between them.

ROZ

Otto, I don't like Thorkel any more than you do. But he has got a point.

OCK

Rosomoff, I have better things to do than teach Introductory Physics to mindless adolescents.

ROZ

Perhaps. But every now and then someone pays attention. You did.

Thorkel looks at his watch. Ock sighs and snaps a switch.

INT. EXPERIMENTAL CHAMBER - DAY

The four waldos pull backward and hang limply. The WHIR winds down.

EXT. 7TH AVENUE - DAY

The DIESEL ENGINE of a bus winds down as it pulls up. The doors HISS open. Sneakered feet bound down the bus steps INTO FRAME, onto the sidewalk. The young man in the sneakers, PETER PARKER, passes a bank clock that reads 9:02. Intelligent, 20, with dark hair and rimless glasses, Peter is neither a nerd nor a male model. Drably dressed in jeans and a button-down shirt, he carries a book-filled backpack over one shoulder, a Styrofoam cup of coffee in the opposite hand. Yawning, he hurries down the avenue.

EXT. GREENWICH VILLAGE STREET - DAY

Peter heads down a side street toward an institutional building. A sign reads: "CURTIS CONNORS SCIENCE CENTER," and below, "Empire State University." Soot, not ivy, covers the brick walls.

INT. SCIENCE CENTER LECTURE HALL -DAY

Looking down over tiers of built-in chairs to a podium and blackboard flanked by doors. Somber, traditional academia. The half-filled class settles as Peter enters and looks up toward the higher rows.

A weird kid in the first row-- HARRY OSBORN -- waves at Peter. Slight and awkward, Harry has nervous mannerisms and a garish heavy metal T-shirt.

HARRY

Hiya Peter!

Peter gives him a perfunctory wave. He climbs up toward the back row, where LIZ ALLEN sits with feet on the empty chair in front of her, seemingly absorbed in a dog-eared Jane Austin novel. Her style reflects a quirky sense of humor: floppy hot-pink sweater over a brilliant purple dress; brightly-striped knee socks with clashing ballet slippers; colorful jewelry.

Liz is the single bright spot in this otherwise drab environment. Without looking up from her book, she folds her legs up for Peter to pass. He sits discretely one seat away from her, lays his backpack beside her. Peter eyes Liz over his coffee, clearly pleased to see her.

PETER

Good morning, Liz.

LIZ

How very dull, Peter Parker.

PETER

It's too early to be clever.

She unzips his backpack and toys with his Nikon.

LIZ

It's never too early to be clever.
Describe in a sentence how you feel
about me.

PETER

Huh?

LIZ

Fill in the blank: "I blank Elizabeth
Allan."

PETER

I-- uh--

LIZ

Uh is a good start.

PETER

I lov-loathe Elizabeth Allan. Abhor,
detest, despise--

LIZ

Oh. Well, I hate you and everyone who
looks like you.

Down below, Doc Ock rumbles in, cigarette dangling from his
lips, and slams his notes down on the podium. There's a "NO
SMOKING" sign behind him. He starts his lecture as Liz and
Peter continue their rapid parry and thrust.

PETER

I hate the Platonic idea of you.

LIZ

I hate people with alliterative names.

PETER

I hate--

LIZ

I hate your relatives, I hate your
coffee, I hate your shoes.

OCK

(barely audible; BG)

As you'll doubtless recall, there are
four known forces in the universe--

PETER

Not my coffee.

She puts his camera down and grabs his cup, takes a sip.

LIZ

No. I was lying about the coffee.

PETER

Thank God.

Liz looks deep into his eyes. It's the first time she's
looked at him.

OCK (cont., OS)

The strong force, which binds matter
together; the weak force, which causes
decay; electromagnetism; and gravity--

LIZ

(melodramatic)

I was lying about it all, Peter. I
love you. Ever since the third grade,
I've loved you, I've wanted you. I
dream of you, night and day, my very
being o'erbrims with a burning passion
for you.

Peter wishes this were true. Suddenly FLASH THOMPSON dips
INTO FRAME and covers Liz's mouth in a wet kiss. Peter
looks away, grossed out.

OCK (cont.)

-- gravity, Newtonian theory uses a
simple equation with a constant--

Flash dumps the pack on Peter's lap, then climbs into the
chair beside Liz and throws his arm around her. She tries
to catch Peter's eye, as if to apologize-- but he avoids her
look.

OCK

-- which we all know by heart-- Don't
we, Mr. Thompson!

Flash grabs Peter's notes without missing a beat, holds them
out of view and reads.

FLASH

Natch, Doc. That's... 6.670 time 10 to
the negative eleventh.

OCK

(eyeing him)

In what quantity?

Flash tries to decipher the hidden notes.

HARRY

Meters cubed over kilogram-seconds
squared!

Flash curls his lip. Peter retrieves his notes, clucks his
tongue at Flash.

PETER

Crime doesn't pay, Flash.

INT. READING ROOM - DAY

Early afternoon. The long tables of the oak-paneled library
are crowded with studying students. A print of a fox
hunting scene hangs above a mantelpiece. A fat male
LIBRARIAN sits at a desk. We DOLLY IN to pick out Peter
Parker, slouching in a chair with a notebook in his lap. He
sniffs something, looks around, and sees:

HARRY in the stacks, dragging a small cloth bag over the
floor and bookshelves.

Peter rolls his eyes. Harry crosses to the table at the far
end from Peter, He slides the squirming bag down the table
like a whiskey glass in a saloon. Peter grabs the bag in
mid-slide, shakes his head "No," silently but firmly. Harry
grins crazily and nods, Oh, yes!" Sensing mischief, the
librarian glances up. Peter heads into the stacks with the
bag, pursued by Harry. They whisper:

PETER

You maniac. You'll blow your scholarship.

HARRY

They'll never take me alive.

Peter ducks as the librarian passes. Harry snatches the bag back, artistically swipes the man's rump with it. The librarian doesn't notice.

PETER

What's in there?

HARRY

A little bunny I saved from dissection.

PETER

Harry!

Roz walks past, looks at Peter, who waves nervously.

ROZ

Mr. Parker.

PETER

Hi, Professor. What's up?

Harry scrambles atop stack "H-K" by a window. A tape deck sits at the ready.

ROZ

You tell me.

Roz sees Harry signal out the window--

EXT. LIBRARY - DAY

A van marked "RUTLAND'S COMPLEAT HUNTER" parked by the steps. Two men in red hunting jackets return Harry's signal and open the van doors.

INT. READING ROOM - DAY

Harry clicks on the tape player-- a HUNTING TRUMPET, rousing everyone in the library.

A dozen baying basset hounds rush in, following the scent over tables, under chairs, upsetting everything in their wake. Pandemonium: students laugh, applaud, some join in the chase. Dogs pursue the librarian, who falls, overturning a bookcase. Peter smiles in spite of himself. Roz claps.

From atop his bookcase, Harry watches it all proudly. The scent bag's still in his hand. The dogs pick up on it, leaping and yelping at him.

EXT. WASHINGTON PARK - DAY

Late afternoon. Peter and Liz cross the park toward a pretzel vendor.

PETER

-- but the dogs treed him between Huxley and Kafka.

LIZ

Poor Harry. Always desperate for attention. What about the bunny?

PETER

Back to the lab. Harry'll probably lose his scholarship.

Peter pays for two pretzels-- two dollars and no change. He winces a little. She takes a bite of pretzel.

LIZ

He'll weasel out of trouble. Again.

PETER

Maybe. I could have stopped it, though.

LIZ

Since you're feeling guilty, why not donate your pretzel to somebody who needs it?

She gestures over her shoulder toward a derelict. A tacky, blatantly sexual woman in her early 20s-- KIM-- wiggles past the bum in question.

PETER

My my.

LIZ

Yeah. Really gets to you if you let it.

Liz looks past Peter into the distance.

PETER

I suppose.

LIZ

You want to give them something, but they'll just buy more Ripple. And they smell so...bad.

PETER

What?

Peter looks at Liz, puzzled and amused. She waves toward the Washington Square arch, where Flash gets out of his double-parked MG. His eyes follow Kim's rear, he pants lasciviously.

LIZ

God, Flash can be such a jerk.

PETER

But you like that in a man?

LIZ

You should write that one down.

PETER

"Flash," Liz. You're going out with something that calls itself "Flash."

LIZ

Some prep school thing.

PETER

Does it have a human name?

LIZ

Eugene. Admit it, Peter-- you'd do anything for a nickname like "Flash."

PETER
I'd never admit that.

LIZ
Hurry up, Flash!

She stops. She looks at Flash, then back at Peter.

LIZ
What are you doing this weekend?

PETER
I've gotta study.

LIZ
Oh. Maybe I should, too--

FLASH
Lizzy!

LIZ
I was sort of hoping to get out of--

FLASH
I'm parked illegally!

Liz purses her lips, then hurries to Flash, gets into his car. As the MG speeds away, she turns in the passenger seat, watching Peter recede into the distance.

EXT. BUGLE OFFICES -DAY

A 1940s office building, the kind with pitted linoleum and smelly elevators. A faded plastic sign in a fourth floor window reads "THE BUGLE, NEW YORK'S FAVORITE TABLOID."

JAMESON (VO)
No. No. Forget it.

INT. JAMESON'S OFFICE - DAY

A hand sorts through 8x10 b&w photos: a bag lady with a shopping cart--

JAMESON
Too artsy.

Peter looks over Jameson's shoulder, collecting the rejects in mounting frustration. Next is a wacky sign, such as "HAPPIE FUNERAL HOME--"

JAMESON

Too dumb.

Peter makes a gesture as if to throttle Jameson. The next photo shows a mohawked punk in a business suit with a briefcase--

JAMESON

Too hip. Your photos suck, kid.

PETER

I think you're trying to tell me something.

J.JONAH JAMESON is 50, greying, sour-faced, cigar-chewing. Unlike the gruff-but-benign stereotype, publisher Jameson is a bastard to the last. Framed photos of celebrities, biological freaks and aliens line the walls. Papers and rotting coffee cups clutter his ratty desk; sluggish activity out in the main office. The feel is cynical exhaustion: the Bugle is the dregs of the newspaper world

BETTY, Jameson's 30-ish assistant, enters with a layout on boards. She looks Peter over. Peter doesn't notice, holding up the bag lady photo.

PETER

Think of the cutline: "Bag lady makes millions recycling cans!"

Betty grins; Jameson considers it, then shakes his head. He signs the boards "JJJ."

JAMESON

Bring me some stuff that'll grab the morons, something like, like--

Jameson holds up the front-page board, featuring a bus teetering on a bridge, with a huge headline, "BUS PLUNGE KILLS 20." He grins proudly.

PETER

Come on, that's pure luck! The guy was in the right place at the right time--

JAMESON

You make your own luck, Parker! Get into the middle of things, spend every day pounding the pavement of the city's mean streets--

BETTY

But you're a full-time student, right?

PETER

My scholarship only covers books and tuition, so I've got to freelance to--

JAMESON

Save the chit-chat for the singles' bar. Now out, both of you.

Betty sticks her tongue out at Jameson and opens the door for Peter.

EXT. PETER'S APARTMENT BUILDING - EVENING

A seedy East Village walk-up. Peter collects his mail, unlocks the outside door.

INT. PETER'S HALLWAY - EVENING

Panting, Peter climbs the last flight to his studio loft, muttering at his bills. At the head of the stairs, he stops. His door is ajar. He takes a deep breath, clutching the keys between his fingers as a weapon.

PETER

There's nothing in there worth stealing!

MAY

(from within)

That's the understatement of the year.

INT. PETER'S APARTMENT - EVENING

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

A slim, sharp-featured woman in her 50s kneels by the stereo-- AUNT MAY. In stylish slacks and jacket, she radiates vigor and poise. Peter enters, tosses his backpack and bills on the formica table.

PETER

Aunt May, you're trespassing.

MAY

Your records are older than you are.
Have you never heard of new wave?

Peter sprawls in a plastic chair. May shrugs and settles for a Beatles album. Moving fast, she crosses toward him, leans to kiss his forehead and stops, stares, points at a pimple near his hairline.

PETER

When I moved out, you swore up and down
you wouldn't meddle--

MAY

Oh, Peter. A zit.

Annoyed, he brushes his hair over the offending spot. May crosses lithely to the kitchenette, where a grocery bag sits on the counter.

MAY

I wasn't meddling. I was just so
desperately bored I thought I'd come
over and make you dinner--

She tosses him a fresh apple from the bag, he bites a chunk out of it.

PETER

I am old enough to--

MAY

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

PETER

I'll introduce you.

MAY

Ick. And those foul chemicals in the pots--

PETER

I'm a photographer, remember?

MAY

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

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

PETER

It's Friday night...

MAY

Yes. Do you have a date?

PETER

No.

She pulls his chair toward the door, he gets up, laughing.

PETER

The record--

MAY

(already in the hallway)

It'll shut itself off.

INT. EXPERIMENTAL CHAMBER - NIGHT

A waldo withdraws from the gram weight. The cyclotron WHIRS, light beams down on the tiny metal cylinder from a crystal focusing cone.

INT. CONTROL ROOM - NIGHT

Ock chain-smokes, half-watching the colored particle patterns, scribbling notes. Quick readouts: "80% ENERGY CAPACITY," "STANDARD PARTICLE ACCELERATION," etc. The mass remains stable at 1.0000000. The clock reads 6:34.

EXT. SCIENCE CENTER - NIGHT

Thorkel and WORKER with a tool belt enter the red-brick building.

INT. CONTROL ROOM - NIGHT

On the computer screen, a single streak glows red and arcs upward with a musical TONE. A readout: "PLEASE AVOID SYSTEM OVERLOAD. THANK YOU." Ock twists a rheostat to crank up the power. More red streaks and TONES. The readout: "NEGATIVE GRAVITATION ACHIEVED."

Elation fills Octavius. He stands up and takes a deep breath. The digital mass counter fluctuates between 1.0000000 to 0.9999999.

INT. BASEMENT HALLWAY - NIGHT

Thorkel and the worker walk down the hall. ANIMAL NOISES from behind a door.

INT. CONTROL ROOM - NIGHT

Ock stands, arms crossed. The read-outs are normal again: no TONES, no mass fluctuation. Thorkel enters, shielding his eyes. Octavius turns, lifts his goggles.

OCK

Ha. Anti-gravitational particles.

THORKEL

Power down. I need to talk to you.

OCK

Proof. Proof of a unified field. Not just theory and equations-- experimental proof.

THORKEL

Let's talk in the hall.

INT. BASEMENT HALLWAY - NIGHT

The worker crouches, unscrewing a panel near the door. Ignoring this, Octavius crosses to Thorkel, a few yards from the door.

OCK

In this obsolete little cyclotron, I'm solving the greatest physics problem of the 20th Century. With more power, I could--

THORKEL

I've had an extremely bad day, Octavius. A sophomoric prank in the library and punitive measures.

Behind them, the worker continues. Thorkel glances at him, keeps stalling.

THORKEL (cont.)

Then the alumni reports came in-- fundraising is down this year.

OCK

I couldn't care less. What I've done is--

The worker looks at Thorkel and nods, walks off. Thorkel follows.

THORKEL

What you've done is make the entire physics department look foolish. You compare yourself to Einstein; your colleagues compare you to Bozo the Clown.

OCK

This is the unified field! All the forces of the universe tied together-- perfectly!

Thorkel pauses at the foot of the staircase, his voice echoes down the hall.

THORKEL

You've used up your grant. The electric bills alone exceed your annual salary. Not to mention the potential hazards of your radioactive fuel.

OCK

I don't care.

(under his breath)

Cretin.

Ock crosses back to the cyclotron door, pulls out his card key.

THORKEL

You're denied access to the cyclotron.

The lock spits out Ock's card, a red light flashes once. He stares at it in disbelief.

OCK

You changed the lock.

Thorkel heads up the stairs. Anger wells up in Ock.

THORKEL

That Nobel Prize will just have to wait.

OCK

No!

He bangs his fist on the door, causing the unseen lab animals to SCREAM.

INT. MAY'S LIVING ROOM - NIGHT

The sound of FANS SCREAMING on a TV baseball game. A refrigerator SLAMS O.S.

Peter sits on the couch, feet propped on a coffee table. The lower-middle-class home reflects May's personality: her own odd landscapes on the walls, crude sculptures, macramé hangings. There is too much furniture: an agglomeration of once-trendy pieces dating from the 40s to the present.

BEN enters from the kitchen, a can of beer in each hand. Ben is 60, happily overweight, a gentle, good-natured working stiff with a mild Brooklyn accent. He wears trousers, sports shirt and slippers.

BEN

Here you go, Pete.

PETER

Uh, Uncle Ben, I--

BEN

(solicitous)

What, want a glass?

PETER

No. No, that's okay.

Ben sits back in his comfy chair in the corner, with a magazine rack, a row of pipes, and a print of dogs playing poker. He pops open his beer.

BEN

So, uh... how's college goin'?

PETER

Same old stuff.

(beat)

How's the pharmacy?

BEN

Ah, ya know. Neighborhood's not what it used to be. Kid no more'n five swiped a candy bar the other day.

PETER

You stop him?

BEN

Wasn't worth gettin' upset over a Milky Way. Anyways, I was never much for, ya know, discipline.

PETER

I know. Still thinking about retiring?

BEN

Eh. If I ever get out from under. Maybe take May to France or somethin'.

An awkward pause; they both know it'll never happen. They look at the TV.

BEN

Ya still follow the Mets, Pete?

PETER

No...not really.

BEN

S'funny. When your mom and dad, uh, passed away, I had this idea. I wanted you to be the best baseball player in the world.

PETER

Remember Little League?

BEN

Yeah, Babe Ruth you wasn't.

They laugh. Another awkward pause. Peter pops open his beer, sips it distastefully.

BEN

Ya set for, uh, ya know-- money?

PETER

Oh, sure.

BEN

Cause if you get in a bind--

PETER

No, no.

BEN

Yeah, ya like to do things on your own
(beat)

I been thinkin' lately. Maybe I wasn't
the, ya know, greatest dad--

PETER

Oh, come on, Ben ,that's not--

BEN

-- no, I mean... we... your Aunt May not
wantin' kids and all... I mean we both...

The front door opens. May enters with a pizza box, looks at Ben's expression.

MAY

You're not getting maudlin again.

She crosses to the kitchen. Peter looks relieved.

BEN

When you won that scholarship, I was
proud of you.

PETER

I know.

BEN

I'm always here, Pete.

May re-enters, playing an imaginary violin. She flips off the TV, crosses back to the kitchen. Peter and Ben follow, Ben pats Peter's shoulder.

INT. MAY'S KITCHEN - NIGHT

Copper pots, strings of garlic. On the table sits a plastic photo cube, full of shots of Peter: baby, cute kid, geeky high schooler with glasses and braces. May gets paper plates; Peter stares into the pizza box; Ben opens the fridge for another beer.

PETER

What the hell is that?

MAY

Tofu. Ben, I wish you wouldn't.

Peter watches Ben as they all sit down to eat. Ben opens the can.

BEN

I like beer. Helps take the edge off around here.

Peter changes the subject, points to his geeky high school photo.

PETER

Oh, not that. You promised you'd burn it.

MAY

You were adorable.

(to Ben)

The least you could do is use a glass.

Ben sighs and reaches for a piece of pizza.

MAY

Absolutely no class.

PETER

Funny thing happened after my physics class today. Harry Osborn--

MAY

(to Ben)

Use a fork.

Ben puts down the pizza, looks at May.

BEN

Okay, I'm a slob. Ya sorry you married so far beneath you?

MAY

What do you think?

Silence. May looks at Peter.

PETER

A match made in heaven.

MAY

(softening)

See? You big dullard.

Ben smiles; May smiles back. Peter isn't smiling. He's refereed too often.

EXT. FDR DRIVE - NIGHT

Ock's aged Dodge Dart speeds toward downtown Manhattan.

INT. OCK'S CAR - NIGHT

In an alley near E.S.U. a parked car, littered with garbage, school papers, crushed cigarette packs. On the cracked vinyl seat lie the remains of several chopped-up credit cards, all reading "OTTO OCTAVIUS." Ock's hands run a magnet over the scotch-taped composite stripe on a ESU card-key.

EXT. SCIENCE CENTER - NIGHT

Two physics grad students-- gawky STEVE and Asian LUCY-- leave the building, laughing. Roz, smiling, locks the door on the way out.

STEVE

-- from that paper you'd think he had an IQ well below plant life--

LUCY

The theory isn't all that stupid. Just sort of inelegant, and ugly, and--

Ock climbs up the steps-- the laughter stops immediately.

STEVE

Hey, Doc Ock! Speak of the devil!

ROZ

(over him)

Otto, Otto! Do join us. Chianti and pasta at Anna's. Remember that night after your orals when I--

OCK

No. No thank you. I have work.

ROZ

I heard about Thorkel's order--

OCK

I left a paper in my desk.

STEVE

You're not planning to publish it, I hope?

With a look, Roz silences the grads' laughter. Ock pays them no mind anyway, goes up the steps and enters the building. Roz leads the students away, glancing back at Ock with concern.

INT. BASEMENT HALLWAY - NIGHT

Ock crosses to the cyclotron door, inserts the jerry-rigged card-key. The lock rejects it. He scratches at the stripe with a house key, reinserts it-- rejected. Ock looks around furtively, pushes and holds it in. This time, a green light goes on and the door unlatches.

INT. EXPERIMENTAL CHAMBER-NIGHT

The cyclotron WHINES, the BEAM erupts from the focuser onto the weight.

Crawling on the crystal cone we see the spider from our opening image.

INT. CONTROL ROOM

Red patterns on the computer screen, with accompanying TONES. The digital readout dips below 1.0, flashing slowly-descending numbers. A strange, distinctive THROB grows louder. Readout: 'APPROACHING NEGATIVE MASS.' Ock watches the chamber intently, thrilled. "OVERLOAD-- SHUT DOWN NOW, PLEASE." Instead, Ock increases power.

INT. EXPERIMENTAL CHAMBER

The spider drops on a web strand toward the weight, which PULSATES weirdly.

INT. CONTROL ROOM

The mass indicator nears zero. A voltmeter swings into overload, a warning ALARM sounds, readout: 'OVERLOAD--DAMAGE MAY RESULT,' then: 'SYSTEM ERROR -- SYSTEM ERROR--SYSTEM ERROR.'" The warnings fill the screen.

On the monitor, the gram weight PULSES, the THROB gets louder. The spider drops inches from it. Ock, annoyed, seizes the waldo controls to swipe at the descending spider.

INT. EXPERIMENTAL CHAMBER

A waldo swipes at the spider. Sensing this, the spider drops, alighting on the glowing gram weight.

INT. CONTROL ROOM

The mass readout jumps from 0.00000133 up to 1.77349012. On the monitor, the weight spins off the scale. In rapid succession:

- ◆ All the dials and readouts go mad, the computer screen IMPLODES.
- ◆ Ock's eyes open wide, his face registers ecstasy.
- ◆ The control room glass turns to fluid, sucked into the chamber.
- ◆ A yard-wide hole rips open in the cyclotron tube.
- ◆ Ock is thrust against the controls, his shirt rips away.
- ◆ The waldos flail madly, steel walls buckle like rubber.
- ◆ Wires snap, shooting sparks, cyclotron pipes squirm and bend like snakes.
- ◆ The PULSING light slashes through everything

INT. BASEMENT HALLWAY

- ◆ The light penetrates the walls from the cyclotron room

◆ Doors bang open and closed, carts of chemicals spin. Lab animals SCREAM.

◆ Walls and objects warp together, surrealistic.

INT. EXPERIMENTAL CHAMBER

As suddenly as the EFFECTS began, they cease. DEAD SILENCE.

The spider, glowing slightly, scuttles across the floor.

INT. CONTROL ROOM

TIGHT ON OCK, lying on the floor in the eerie, dim light. He opens his eyes.

The room around him looks melted: dials, monitors and switches distorted as in a fun-house mirror; a chair fused into a wall, the door twisted, rippled.

Ock looks down, fascinated.

The extended metallic waldo tentacles curl on the floor. We follow the length of one of them to its new source. It joins with Ock's torso.

All four waldos penetrate the flesh of Ock's bare chest and belly. Octavius SHRIEKS.

INT. BASEMENT HALLWAY

Warped and weird. Ock's SCREAM echoes and dies.

EXT. SCIENCE CENTER - DAY

Undamaged on the outside, surrounded by NYPD patrol cars, fire trucks, sedans marked "Nuclear Regulatory Commission," EPA vans and a single ambulance. Police search Ock's Dart as a tow truck prepares to take it. Construction workers erect plywood barriers around the building, over windows.

Police lines holdback a crowd of reporters, students and gawkers. J. Jonah James himself pushes to the front of the throng. Two guards hustle out to a NEWS PHOTOGRAPHER. Jameson collars the man.

JAMESON

Get anything good?

The photographer shakes his head. Jameson flings his cigar to the sidewalk. Ashen, Thorkel exits the Science Center, addresses the crowd.

THORKEL

Please, all of you go home! There's nothing to report here!

JAMESON

That's a load a' crap!

A barrage of AD LIB questions: "We heard there was an explosion!" "Was it terrorism?" "A nuclear accident?" "A meltdown, was it a meltdown?"

THORKEL

No, no, no, please--

JAMESON

I bet it was genetic engineering! You guys makin' mutants in there?

Peter, curious, makes his way toward Jameson.

THORKEL

There was a boiler explosion. Only minor damage--

REPORTER

Why the ambulance? Who was hurt?

THORKEL

Just-- just a custodian-- we haven't as yet reached the family--

JAMESON

Was he killed?

THORKEL

No. No, please. Nothing more I can say at this time.

Thorkel re-enters the building. Police hold reporters back, AD LIB QUESTIONS.

PETER

You taking extension classes, Mr. Jameson?

JAMESON

Parker-- you go here, right? Got your camera?

PETER

Yeah--

JAMESON

Get inside and get pictures. Fifty bucks.

PETER

Can we make it a hundred?

JAMESON

Seventy. But I want blood and gore. You know, sexy stuff.

Peter nods, pulls his Nikon from his pack and hands the pack to Jameson.

EXT. SCIENCE CENTER ALLEY - DAY

Peter tears his pants on the top of a cyclone fence, falls in a graceless heap. Cursing, he checks the camera for damage, gets to his feet with pain. An unmarked white van blocks the far end of the alley.

A fire door opens to the science center. Peter ducks behind a dumpster. Two men in radiation suits carry out a small stretcher, atop it a vision from a nightmare: a whimpering dog fused with a wire cage. While the men load it into the van, Peter limps through the fire door and inside.

INT. BASEMENT HALLWAY - DAY

Architectural angles skewed, walls and doors "melted" and re-solidified as a result of the experiment. VOICES of various OFFICIALS filter down the hall. Peter stays out of sight, snapping pictures.

NYPD CAPTAIN

-- could be called burglary, but the
Department relinquishes jurisdiction--

NRC MAN

-- practical applications for defense--

FIRE CHIEF

-- Jesus, those animals--

Roz accompanies two paramedics wheeling a sheet-covered body on a gurney up the hall. Peter sees that it's Ock, snaps a photo, then ducks into the men's room.

INT. MEN'S ROOM - DAY

Like a Dali: urinals compressed and stretched, porcelain sinks twisted, stalls fused with the sloped floor and gnarled plumbing. Peter enters, sweeping away the strands of a spider's web. Through the door, he hears the gurney roll by.

PARAMEDIC #1

-- never seen nothin' so weird.

PARAMEDIC #2

Oh, I have. In '69. We was up in
Boston, trippin' our brains out--

ROZ

Please.

Their voices recede. A SQUEAK at Peter's feet startles him--
- he looks down to see--

A white lab rat, melded to its exercise wheel, struggling pathetically across the tile floor. Peter reacts, focuses his camera on it.

Above Peter's head, the still-glowing spider drops from its twisted web on a strand. It lands unnoticed on his hand--
and bites.

Peter slaps his hand, but the spider drops onto the floor, ceases to glow. Its limbs contract in death.

Peter drops his camera as a wave of nausea hits him. He braces against a sink, sees his image in a twisted mirror--drenched in sweat, his face flushed red. A GUARD pushes the door open behind him.

GUARD

Hey! What the hell you doin' in here?

PETER

I was thinking about throwing up--

The guard grabs the dazed Peter and hustles him out.

EXT. SCIENCE CENTER - DAY

The guard pushes Peter out the door. SOUNDS of the crowd and city are a muddled roar to Peter. And he's not limping anymore.

PETER

My ankle doesn't hurt--

GUARD

Good for you. Stay outta here.

The guard shoves him past the police line, where Jameson approaches him.

JAMESON

Okay, kid, what you got?

Peter, dizzy, tries to rewind his film. In BG, medics load Ock into the ambulance.

PETER

Can't focus...

JAMESON

Gimme that. Pick it up later.

He snatches the camera, stuffs it in Peter's backpack, heads off. Peter lifts his glasses to rub his eyes.

PETER'S POV: The world comes into sharp, precise focus.

Peter shakes himself, looks through the glasses again, then puts them in his pocket. He heads unsteadily down the street, away from the dwindling crowd.

EXT. GREENWICH VILLAGE STREET - DAY

Still woozy, Peter starts across the street. The ambulance barrels toward him--

The SIREN suddenly WAILS above the urban din--

Peter turns to see the bumper only feet away--

Instinctively he jumps UP, OUT OF FRAME--

The ambulance speeds on its way.

EXT. BRICK BUILDING - DAY

CLOSE, on Peter's face, pressed against the bricks, eyes closed, breathing hard. He opens his eyes, regaining his senses. Puzzlement... then fear. He looks down.

The sidewalk is fifteen feet below him.

He's clinging flat against the wall, palms at his sides against the bricks. Peter whimpers. A tremor in his hand, he reaches to pull himself upward.

He tries for a toehold. Brick crumbles beneath his feet, he swings wildly, but his fingertips hold him against the building's face.

He looks at his fingers, his hand-- the spider bite glows faintly under his skin.

Tentatively at first, he inches upward. With growing confidence, he crawls up the wall to the roof of the ten-story structure.

EXT. ROOFTOP - DAY

Unlike the claustrophobic streets below, sky and space abound. At the ledge, Peter clutches an iron vent pipe to pull himself up. It crunches in his grip. He clambers to the flat roof and regards the pipe, the dizzying height. He looks around him, wondering if he's lost his mind. He sits down near the ledge.

PETER

This is very strange.

He rubs the back of his hand-- the glow of the spider-bite vanishes.

Getting slowly to his feet, he stretches, flexes his muscles. His body feels somehow different. He shrugs, then jumps straight up-- about fifteen feet, as if from a trampoline. He lands agilely.

Confusion turns to elation.

He leaps to the roof access door, clings to it and crawls to the top of the small shack. New York stretches in every direction. The sun peeks out from behind the clouds.

Peter LAUGHS in pure exhilaration. He leaps from the access door, and runs at full speed across the roof, enjoying his body. At the ledge, he leaps into space--

EXT. NEW YORK ROOFTOPS - DAY

--and lands atop the sloped roof of the next building. Peter keeps jumping with the same heady freedom.

Another leap, this time pirouetting in mid-air over a 50-story drop.

The next jump, he lands upside-down on the side of a building, clinging and kicking his feet in the air. More LAUGHTER.

A pre-teen PIGEON KEEPER turns from his cooing birds. Peter dashes by him and leaps from the building. Stunned, the kid walks out of the coop, leaving the door open. The birds fly out in a flurry.

Peter slides down a high telephone cable across an alley between buildings.

EXT. CONSTRUCTION SITE - DAY

Atop an unfinished building sit stacks of iron girders and 2x4s. Peter tests his strength, imitating Bruce Lee, attacking the boards and splintering them easily.

He leaps and grabs the hook of a construction crane, swings on it like Tarzan.

EXT. MANHATTAN STREET - DAY

A mother wheels a two-year-old girl in an open pram past the construction site. The kid sucks a bottle, looks up. The little girl's eyes follow--

Peter swinging on the hook. He drops and scampers down the building's skeleton.

The little girl takes out her bottle and giggles.

EXT. PHONE BOOTH - DAY

Peter drops a quarter into the slot of the outdoor phone bay. His finger finds "POISON CONTROL" on a stick-on list of emergency phone numbers.

NURSE VOICE

(filter)

Poison emergency.

PETER

Hi. I've got sort of a hypothetical question. Do you suppose the bite of a radioactive spider would transmit that spider's proportional strength and agility?

NURSE VOICE

(a long beat)

Is this some sort of Zen thing?

PETER

I mean, I suddenly have immense physical power, and the ability to crawl up walls--

NURSE VOICE

Do ya? Lemme give you the number for Bellevue. That's 561-5151--

PETER

Yeah, a psychiatric hospital. Listen, I'm serious--

NURSE

I'm sure. They handle problems like yours all the time.

PETER

Have a nice day.

He hangs up and crawls up the wall.

INT. OPERATING ROOM - DAY

DR. CRAWFORD and ASSISTANTS, gowned and masked, look BELOW FRAME at the patient-- Ock. They attempt to remain clinical, but we see their horror.

DR. CRAWFORD

Again, hydraulics and electronics melded with dorsal tissue, ganglia, organs--

(sighs)

Jesus God... this is nuts.

NURSE

Can't those things be removed somehow?

DR. CRAWFORD

Not without killing him.

Into a tray, forceps drop a short length of cable intertwined with nerve ganglia.

DR. CRAWFORD

Six hours to get that much.

DOCTOR #2

What was he mucking around with?

INT. EXPERIMENTAL CHAMBER - DAY

Work lights illuminate the warped room: cascades of melted glass, a hole in the cyclotron tube, a tangle of wires and metal at the transformer. An NRC MAN with lead gloves and boots explores the room. Roz watches from the control room, going over Ock's notes.

ROZ

Octavius' notes are pretty impenetrable.

NRC MAN

Whatever he was up to, it was new. Look.

He pushes a gloved finger into the metallic wall-- it's soft and rubbery. Thorkel enters the control room, paces and fiddles around. They ignore him.

NRC MAN

This was steel...

THORKEL

Unbelievable. How do I explain this to the trustees?

ROZ

Temperature?

NRC MAN

Cool.

THORKEL

Damn him. Look at this, expensive property, ruined--

He throws a switch-- nothing happens.

ROZ

Thorkel, stop that. Radiation levels?

NRC MAN

Normal.

THORKEL

Do you know how much this will cost to repair?!

He angrily throws another switch-- the damaged cyclotron SQUEALS and THROBS once, Roz pushes the stunned Thorkel away and shuts the cyclotron off.

The NRC Man ducks as a PULSE of energy shoots from the focusing cone to the transformer and rushes visibly along the cables.

EXT. RAILROAD TRACKS - DAY

El between stations, ELECTRICAL HUM of overhead wires. The RUMBLE of an approaching Long Island train. The PULSE ripples through the powerlines.

INT. COMMUTER TRAIN -DAY

A light Saturday crowd, including the grad student Steve, absorbed in an Epic magazine. As usual, the stiff suburbanites ignore one another.

EXT. RAILROAD TRACKS - DAY

Overhead lines PULSE and THROB as in the experiment. A mirage-like SHIMMER hangs in the air.

The commuter car whizzes forward into the shimmer and DISAPPEARS.

INT. COMMUTER TRAIN

Through the dirty windows, the weird PULSE and THROB. The passengers ignore it. A few work their way to the doors for the next stop.

A WHOOSH and a THUD as the train stops abruptly, the PULSE dissolving into DAYLIGHT. The doors HISS open: the passengers look out timidly.

They see a snowy plain. A fur-clad Mongolian peasant with a yak stares back at them.

EXT. MONGOLIAN WASTELAND - DAY

REVEAL the El train laying incongruously amidst the desolate landscape.

EXT. TIMES SQUARE - DAY

The marquees, traffic and lights. The rolling news sign reads: "Long Island Train Disappears." Perched atop the sign high above it all, Peter scans the scene, arms folded. Looking down, he sees a cheesy theater sign: 'BATTLE A MONSTER! \$1000 FOR 1 MINUTE WITH HULK HOGAN.'" Contestants line up outside.

EXT. THEATER ENTRANCE - DAY

Beneath the marquee, a dozen large men stand in line. CROWD NOISE from within. Peter takes a place behind a RAMBO type in bandanna and fatigues and a GOON wearing a narrow burglar mask, striped shirt and cap.

RAMBO

What for da mask?

GOON

Don't wanna look stupid.

PETER

Yeah. You might lose your scholarship.

GOON

Zat a joke?

Peter slowly shakes his head. He glances across the street and spies "LIEBER'S NOVELTIES: Toys, Jokes, Costumes."

INT. WRESTLING ARENA - DAY

THUMP. Rambo flies down on the mat, HOGAN pins him. The crowd CHEERS.

Near the ring, a new-wave AMAZON official cocks her head at Peter, who wears a rubber fly mask with huge compound eyes and antennae.

AMAZON

Ya look kinda scrawny for this.

Peter flexes his muscles, none too impressively. She hands him a release form.

AMAZON

Says you won't sue us if ya get killed.

Peter signs the release. She reads it and shrugs.

AMAZON

Okay, Mr. Thorkel. I trust ya. Ya got an honest face.

Peter bows. Rambo crawls out of the ring. Peter bounds over the ropes onto the mat. Hogan looks at the fly-masked contestant, then leads the crowd in derision.

The large, digital one-minute clock BUZZES.

Peter gestures "come hither" with both hands. Hogan grins evilly and ROARS, lunging across the mat, dwarfing the skinny kid. Peter dodges the blond giant, leaping and spinning aside acrobatically. The CROWD BOOS, demanding action.

At ringside near the Amazon, MAX REISS watches with interest. Reiss is a world-weary, balding agent, none too successful, judging from his unpressed suit.

Hogan laughs and goes for Peter again. This time, he tosses the wrestler-- hard. He lifts Hogan up over his head and slams him to the mat. Carrying the flailing giant under his arm, Peter scales a ring post. The clock ticks off the last few seconds. He dangles Hogan by his boot toe, like a prize trout.

PETER

Now tell me you love me.

HOGAN

Lemme down, bugface!

PETER

That's not even close.

Peter drops Hogan face-first on the mat as the BUZZER SOUNDS. The unruly crowd BOOS and HISSES. AD LIB SCREAMS: "Rip-off!" "Bullshit!" "It was fixed"

Hogan rolls over on the mat in pain, his nose bleeding. Peter leaps down, genuinely concerned. He puts his hand on Hogan's shoulder.

PETER

Are you okay?

HOGAN

(cowering)

Get away from me, freak!

EXT. ALLEY - DAY

Still masked, Peter exits the back door, counting ten hundred dollar bills. The door opens again and Reiss rushes out, fumbling for a business card.

REISS

Kid, you were terrific. Max Reiss, novelty acts. Was that judo or something? Ah, skip it. Question is, can you do it again?

PETER

Oh-- I don't know-- thanks, Mr. Reiss, but--

Peter reads the business card while Reiss sizes him up.

REISS

I dunno about the mask. Might want to get something sexier. People don't like bugs.

The door SLAMS open, Hogan strides out, bruised and furious. He walks over to Peter. Reiss backs off. Hogan lumbers over to Peter. Two ominous beats.

HOGAN

How are you doing, kid?

PETER

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

HOGAN

You can be great, kid, just stick with it. But let me give you one little piece of advice... be a good guy.

PETER

Right.

Hogan gives Peter a big smile and heads back into the building. Peter heads off, and Reiss calls after him:

REISS

My number's on the card! Call me!

INT. LEIBER'S NOVELTY SHOP - DAY

Toys, games, costumes everywhere. LEIBER, a sharp-eyed man with a suspicious twinkle, watches Peter-- still in the bug mask -- finish a sketch: a body suit with a web design and a spider on the chest.

LEIBER

No refund on the mask, y'know. Health laws.

PETER

Uh-huh. Look, this should be skintight. Bright colors. Red, maybe a deep midnight blue.

LEIBER

What's this? A cockroach?

PETER

A spider. Eight legs.

Leiber looks at the fly-headed Peter, who has spotted a loud, trendy jacket-- like a red leopard skin-- on a nearby sale rack. He holds it up to himself.

LEIBER

Eh. Week from tomorrow.

PETER

How about tomorrow?

LEIBER

You're making my life difficult.

PETER

Two suits by tomorrow for \$400?

LEIBER

An even five I throw in the jacket.

PETER

Deal. But don't tell anyone. I want to keep a low profile.

Leiber nods seriously. The bug-headed Peter exits, jacket in a bag under his arm.

LEIBER

Meshuggena.

INT. OCK'S HOSPITAL ROOM- DUSK

Dr. Crawford and a BRAIN MAN stand at Ock's bedside. A snide ORDERLY lets the sheet down on Ock's body. A sponge and pan on a tray; wires, IVs, EEG monitors.

BRAIN MAN

Still comatose. Alpha, beta, gamma brain waves low, but look--

He points to an oscilloscope, tracing a lively wave.

BRAIN MAN (cont.)

Normally there's no activity at this wavelength. It's like there's a party going on in there.

DR. CRAWFORD

A malfunction?

BRAIN MAN

Well... not in the equipment.

ORDERLY

He's all washed, Doc. Want me to polish his chrome, too?

The doctors' icy stares cut the orderly's guffaw. They all leave, Crawford flips off the light. Ock remains immobile.

In the dim evening light, a metal arm rustles beneath the sheet.

EXT. E.S.U. DORM - NIGHT

Peter, WHISTLING, takes steps two at a time into the Georgian building, which faces Washington Square Park (He won't wear glasses from now on.).

INT. E.S.U. DORM - NIGHT

Peter, looking crushed, talks with Liz's roommate ADELE, an overweight black girl. She leans against the open door, a cat under her arm. The room beyond features two beds, two desks, many plants. A big poster of Che Guevara on one side; a Botticelli and a shelf of well-loved dolls on the other.

ADELE

I'm reading Marx to her dolls while she's away.

PETER

New Hampshire.

ADELE

Yeah. Flash's family has a ski cabin. Come the revolution, there'll be no more ski cabins.

Peter's disappointment is gut-wrenching. He turns, and Adele scolds herself for telling the truth.

EXT. E.S.U. DORM - NIGHT

Peter slouches down the steps. He kicks a garbage can. It flies and CRASHES in the street.

INT. PETER'S APARTMENT - NIGHT

A soppy Tony Bennett SONG plays as Peter fidgets on the bed, staring at an open astronomy text. He gets up, grabs an apple, then dials a memorized number.

PETER

Hi, Ben, is-- thanks... Hi, Aunt May...
Wait, you'll appreciate this-- the most
bizarre thing-- Just an apple... I know,
but let me--Yeah, fascinating... No, let
me talk... I can make the rent now...

(firmly)

Damn it, Aunt May! Listen for once!

(apologetic)

You know that's not what I mean... No,
you're not a cow... Right, I'm sorry... I'm
sorry! Fine... I'll speak to you
tomorrow.

He hangs up in frustration, looks at the phone.

PETER

By the way, I got super-powers today.

He throws the half-eaten apple toward the garbage can. It
misses.

INT. OCK'S HOSPITAL ROOM - DAY

Morning light spills through the window. Rosomoff sits at
Ock's beside; Ock now sits up, wide-eyes, abnormally alert,
an unlit cigarette in his mouth. The waldos are immobile
beneath the sheets.

OCK

Truth. I lifted the veil. Total inter-
penetration of physical forces--
dimensions unknown since the birth of
the cosmos!

Roz lights Ock's cigarette, eyes him dubiously. Ock doesn't
bother to smoke it.

ROZ

A bit melodramatic... but if you could
prove it... that would tie in your
unified field theory, the Big Bang,
Kaluza-Klein--

OCK

Ach, theories! This was first-hand,
experiential knowledge, the essence of
the universe.

Roz begins to sense the man's madness.

ROZ

Mm. But at what cost, Otto. You barely
survived a coma. And look at yourself--
-

Roz glances at Ock's sheeted torso.

OCK

My... self. I don't matter. This human
life, all life--insignificant. Bodies--
- bags of sleepy, sluggish flesh.

ROZ

(carefully)

All right, we may be insignificant,
imperfect creatures-- but we're all
we've got.

OCK

You're wrong. Just for a moment, I
heard, saw, felt-- I became Creation.

Ock takes the cig from his mouth, stares at the smoldering
end.

ROZ

Creation? Or its opposite?

OCK

Truth. Pure, eternal. Beyond the
boundaries of mere mortality.

Roz regards Ock sadly, takes the cigarette and extinguishes
it.

ROZ

Otto, we are mere mortals. You must
never forget your own limits--

OCK

I'll repeat the experiment. I will hold the truth. That's the only thing that matters.

ROZ

No. It isn't.

He moves in closer, trying to see past Ock's madness. He speaks quietly but firmly.

ROZ

Life and death matter. Yours-- everyone's. By comparison, our search for truth is only a product of curiosity, a game--

OCK

Oh, Roz. My mind is so far beyond yours now.

(pleased)

I could beat you at chess now.

Roz realizes Ock is beyond communication, off the deep end. A KNOCK and Thorkel enters, smiling.

THORKEL

Gentlemen. Professor, if you could..

Rosomoff sighs and rises.

ROZ

I was just leaving. Please, Otto. Be careful.

Roz exits. Thorkel stands at the foot of the bed, leans on the bedpost.

THORKEL

It's good to see you awake. Feeling all right?

Ock ignores him. Thorkel gives him a lemony smile.

THORKEL

Then you'll be glad to know the University has decided not to press criminal charges against you. Breaking and entering... the minor matter of the total destruction of a 23 million dollar cyclotron...

OCK

I will finish what I've begun...

THORKEL

Doubtless. And you'll have all the time in the world to pursue your work. Somewhere else.

Ock's eyes narrow. Thorkel smiles.

THORKEL

To put it bluntly, Octavius, you're history. Fired, canned, out on your ass. The University will take care of your medical bills, but I consider that a small price to pay for the pleasure of getting rid--

Without warning, a steel waldo shoots out from beneath the sheet and clutches Thorkel by the throat. His smirk turns into a grimace as the arm lifts him off the floor, pushing the man up near the ceiling.

Amazed, Ock looks along the waldo from his chest to the choking Thorkel. Ock touches the metal arm curiously as the man gasps for breath. Thorkel's feet kick wildly, then go limp. Ock drops the body.

Ock gets out of bed, stands over Thorkel's body. An arm telescopes outward, the claw opens and shuts experimentally. Ock nods in growing pleasure. Another arm draws the curtains. A third arm shoots out and clicks the door locked. The fourth arm delicately clicks off the electronic monitors. Ock clenches and relaxes his human hands, the mechanical arms writhe like cobras. He smiles.

INT. SURGEON'S DRESSING ROOM - DAY

A locker room. A fat doctor hangs up his overcoat, takes a lab smock. Hanging in the locker is a green and yellow jogging suit. As he puts the smock on, a waldo snakes around a corner, into the locker. It takes the overcoat and jogging suit.

INT. MEDICAL INCINERATOR -DAY

Flames through the open grate cast weird shadows on Ock (dressed in the overcoat and jogging suit with holes torn for the waldos). He grabs the grate handle, burns himself, backs over Thorkel's glasses with a CRUNCH. He tosses them into the fire. A waldo closes the grate.

INT. PETER'S APARTMENT - DAY

In his bathrobe at the kitchen table, Peter squeezes the contents of a tube of super-glue into a beaker, then heats the viscous goop over a Bunsen burner, stirring it. A microscope, several empty glue tubes, jars of thinner, and vials of powder lie about.

Mid-day. Peter tears open a bag from a sporting goods store, dumps out several reels of high-strength fishing line and boxes of miniature gas cartridges.

Afternoon. Fast-food wrappers, chemical supplies and lengths of thin rubber tubing. Peter uses adhesive tape to secure his "web-shooter": a pouch of glue under his arm; a tube down his forearm ending with a short metal nozzle at the heel of his hand; a watchband-thin reel of line around his wrist with a tiny gas cartridge; a pressure-sensitive button in his palm.

Peter extends his arm toward the far wall, bends his wrist, presses the trigger with his middle finger. A hideous wad of goo oozes all over his hand and explodes through the tubing. He's grossed out.

Over the Bunsen burner again, Peter mixes more glue, thinner this time.

Wads of failed line and glue stick to the walls like linguini. Peter tries again. He aims at the ceiling. A long stream of glue-impregnated line spits out and attaches to the ceiling with a SPLAT. Peter tugs at it-- it holds. He climbs up it, hand overhand, and hangs from the ceiling. He beams with success.

EXT. SCIENCE CENTER -DAY

The front door. A waldo reaches INTO FRAME, snaps the lock and chain with a metal claw.

INT. CONTROL ROOM - DAY

Ock[in the jogging suit from now on] surveys the damage, flips on the cyclotron. A single blue PULSE and THROB. The waldos block a shower of sparks.

INT. ESU DORM -DAY

Reading Cosmo beneath a Che poster, Adele looks up. The TV has turned itself on, wildly flipping from channel to channel. From OS comes the BUZZ of Liz's blow-dryer, and a blast of air.

The dryer levitates, whirling around, then pulls its cord from the socket and plummets to the bed. Freaked out, Adele hurried to the door.

SCREAMS from the dorm rooms, students hurry into the hall and down the steps. Light bulbs shatter, vacuum cleaners race around, the hands of a wall clock spin crazily.

EXT. WASHINGTON SQUARE PARK - DAY

Playing chess with an aged PARTNER, Roz sees students rush out of their dorm, some panicked, others amused. AD LIB exclamations: "My toaster-over attacked me!" "What is going on?" "Goddamned Con-Ed!"

A kid's ghetto blaster rises from his shoulder and spins in mid-air, then EXPLODES.

Manhole covers shiver, then spin out of the pavement like flying saucers and hover in mid-air, then drop to the earth with a CLANG in unison.

Roz watches it all with scientific interest.

PARTNER

Your move.

INT. CONTROL ROOM - DAY

An electrical mess: sparks, ozone. Ock backs away from the sizzling control panel, a waldo throws a switch to shut the cyclotron down. Disgusted, he storms out.

INT. PETER'S APARTMENT -DAY

Atop Peter's mattress sits an open box marked "LIEBER'S NOVELTIES" with one Spider-Man costume inside. Wearing the other costume but no mask, Peter stands before a full-length mirror. He tugs at the tight suit, feeling pretty silly. Peter pulls the mask over his face. He puffs out his chest.

PETER/SPIDER-MAN

In this corner-- The Human Spider!

(shakes his head)

Unh-uh. Arachnid-- Arachnia-- no.

(unsurely)

Spider-Man?

IN THE MIRROR-- the reflected image of SPIDER-MAN nods.

EXT. PETER'S ROOF - DUSK

City lights in the distance. Peter's range-finder camera sits on a tripod by the open skylight. The self-timer HUMS, the camera CLICKS and FLASHES, catching Spider-Man in action: swinging on web strands, clinging to walls, leaping through the air.

Spider-Man jumps back and fiddles with the camera, then a KNOCK from below.

INT. PETER'S APARTMENT -NIGHT

LOUD THUMPS at the door. Spider-Man drops through the skylight, moves to answer, then hesitates, He pulls off his gloves and mask. More THUMPS, rhythmic.

PETER

Cool your jets!

EXT. HALLWAY - NIGHT

Harry sits in Peter's doorway, thumping his head backward against the door. As Peter, in sweater and jeans, opens the door, the drunk kid sprawls on his back. Harry stares foggily at the red-webbed boots beside his face.

HARRY

Ooooh. Your feet are on fire.

PETER

Harry...

HARRY

"Harry Osborne diminishes the stature of the University."

PETER

Let me guess. The hunting dogs. You lost your scholarship.

Peter lifts Harry upright, sits cross-legged beside him.

HARRY

"Scholarship students must maintain dignity at all times."

PETER

I know. I've got one too.

HARRY

Screw scholarships! Universities are death! They make slaves of us all with their fetid ideas! Burn 'em down, I say!

Peter lifts Harry up, leaning him against the doorjamb.

PETER

Great idea. Let me get some shoes. I'll take you home.

HARRY

Why home? The real world beckons,
man! The possibilities are
endless.

(beat)

Want to go up to the World Trade
Center and laugh at New Jersey?

Peter, wearing shoes and a jacket, locks his door. He leads
Harry to the stairwell.

HARRY

You're so responsible it's disgusting.
But you're my only friend... do you hate
me?

PETER

Don't be pitiful.

HARRY

I am not pitiful! I am the bridge to
the Übermensch!

Harry goes pale, grabs his stomach. Peter holds him by the
staircase.

PETER

Don't vomit on my shoes, Zarathustra.

EXT. ELECTRODYNE FACTORY - DAY

A SALESMAN with a clipboard leads the overcoated Ock through
a cavernous storage hanger-- sections of aluminum pipe,
spools of wire, etc. WORKERS and forklifts unload and stack
crates.

SALESMAN

(mumbling)

Let's see, that's 3,000 feet of 50-
gauge copper armature wire... a
transformer... accelerator rails... a few
odds and ends...

Ock points to a pipe section.

OCK

And that.

SALESMAN

What's the idea? A do-it-yourself atom smasher?

(smiles)

Couple a high school whiz kids came in here once, plannin' to build their own neutron bomb. Blueprints, the whole nine yards. Wanted to be the first ones on their block to be the last ones on their block--

He laughs. Ock stares at him. He goes back to his clipboard, clears his throat.

SALESMAN

Okey-dokey. Then that's... uh... oh, figure about 170,000 dollars, plus tax.

Ock frowns at the man.

SALESMAN

Well, you do have to pay for it.

The bulge under Ock's coat moves ominously. His face darkens. He's about to kill the salesman-- then notices there are too many witnesses about.

SALESMAN

Are you okay?

OCK

Money.

He turns on his heel and strides away.

INT. BUGLE NEWS ROOM - DAY

A sluggish Monday morning. Peter enters briskly with his new jacket slung over his shoulder, an 8x10 envelope in his hand. He pauses outside Jameson's door, near Betty's desk. There's an air of cockiness to Peter-- and Betty senses it.

PETER

Is His Eminence receiving?

BETTY

Uh-huh. And may God go with you, my son.

INT. JAMESON'S OFFICE - DAY

Jameson, cigar in his teeth, smiles at the bizarre photos: the rat melded with its cage, the distorted hallway. Peter examines his Nikon.

JAMESON

I bet you don't think I appreciate you, Parker. I do.

PETER

Well, thanks. You wouldn't believe what I went through to get those. Right after you took my camera, this ambulan--

JAMESON

I like enthusiasm. That's why I use a lot of smart-ass kids. Not just 'cause they work cheap.

PETER

Mr. Jameson--

JAMESON

I got a question, college boy.

(suddenly livid)

What the hell am I supposed to do with these!? I ask for disaster, pathos, what do I get? Salvador Dali! When I want artsy-fartsy double-exposures, I'll ask for--

PETER

Double-exposures? But they're not-- I was in--

JAMESON

I don't give a gerbil's ass how you got 'em! I can't print this surreal garbage!

PETER

You print pictures of Bigfoot!

JAMESON

Bunch of kids at your goddamned college
say their appliances attacked them.
Did you get pictures?

PETER

Mr. Jameson--

JAMESON

No! Washington Square, manhole covers
turn into flying saucers and radios
explode like A-bombs. Did you get
pictures?

PETER

Can I get a word in edgewise?

JAMESON

No! Now get outta my face, kid.

Jameson thrusts the photos back at Peter, who pulls the
photo from the manila envelope: Spider-Man clinging upside-
down on a wall.

PETER

I suppose this wouldn't interest you...

Jameson turns the photo around, trying to figure it out. He
looks up at Peter, holds his gaze--and tears the photo in
half. Both halves flutter into the wastebasket.

INT. BUGLE NEWS ROOM - DAY

Peter, with his pack, quietly closes the door of Jameson's
office. Betty rises.

BETTY

How about a cup of coffee?

PETER

Yeah. Cream and hemlock.

Peter sits on the edge of her desk as she walks off. A thought hits him. He pulls Reiss' business card from his wallet and dials the number.

PETER

Hello, uh, Mr. Reiss? I'm-- I'm the guy who wrestled Hulk Hogan the other day. The guy in the mask?

REISS

(filter)

I was hoping you'd call, babe. Look, you got representation?

PETER

No...

REISS

(filter)

Good. We'll make it oral for now. Meet me at Rockefeller Center at six tonight.

PETER

Why? It is a wrestling match, or...

REISS

(filter)

Letterman show, NBC. We'll talk then. Bye.

Betty returns with his coffee. Peter slowly returns the receiver to its cradle.

BETTY

Good news?

Peter ignores the coffee, pulling on his new jacket, his mind reeling.

PETER

Hey, Ma, I'm gonna be a stah...

He bangs on Jameson's window and throws him a raspberry.

EXT. SCIENCE CENTER - DAY

Boarded up and locked. Students gather around a list of relocated courses. Peter finds "PSYCHICS 101-- CANCELED UNTIL FURTHER NOTICE."

EXT. BASKETBALL COURT - DAY

A fenced court near campus. A vigorous game of two-on-two, flash and three preppy pals: NORBERT, CHIP and WINTHROP. Flash dribbles angrily down court, shoots, misses. He's pissed.

CHIP

Frustrated, Thompson?

WINTHROP

Miss Lizzy done had a headache. All weekend long.

FLASH

Shut up!

New jacket on, Peter approaches. He scales the wire fence gracefully and hops onto the court, sets down his pack. They ignore him.

PETER

Mind if I shoot a few?

CHIP

Peter, you don't play basketball.

NORBERT

We've got even teams--

FLASH

No, Norb. Let's give Dr. J. here a shot.

He flings the ball toward Peter, hard.

FLASH

Come on, guy.

Peter bounces the ball experimentally, then dribbles toward the basket.

Flash nods to Winthrop, who elbows Peter and knocks the ball away. Flash gets it. Peter blocks Flash legally, but Flash jumps up, makes a basket and purposely kicks Peter in the belly. Flash grins at Peter, who doubles over to catch his wind.

Norb recovers the ball, passes to Chip, who passes to Peter. Winthrop covers him, giving him a rough time, smiling. Peter smiles right back, shoulders Winthrop, sending him flying backward into Norb; they both fall backward. Peter dashes for the hoop. Flash hooks Peter's ankle to trip him, but Peter jumps up, flipping Flash to the concrete.

He leaps up for a lay-up, clinging with his fingertips to the backboard for a second, and slam-dunks the basketball. He drops to earth with a spring.

PETER

Thanks, guy.

He grabs his pack, leaving by the gate. The four preppies stare at him.

INT. STUDENT UNION - DAY

A super-modern cafeteria with video games, bulletin boards, an atrium. Alone, Peter sips his coffee, reading the Times, the remains of a salad before him. Liz and Adele join him with their lunch trays.

LIZ

Eat alone, gotta read. Social defense tactic 17

(beat)

Peter, that jacket is foul. Lose your glasses?

PETER

Hi, Adele.

Adele looks at him, then at Liz.

LIZ

Brrr. It's colder than New Hampshire in here.

PETER
I'm sure you kept warm.

ADELE
(falsetto)
Sexual tension...

LIZ
Oh, beware of jealousy, my lord, the
green-eyed monster...

PETER
Don't misquote Othello at me. Besides,
you'd have to care about somebody to
strangle them.

LIZ
What's your problem?

PETER
I've got no problems.

ADELE
(looks at her watch)
Time to get my bowling ball re-drilled.

LIZ
Peter Parker, you have no idea what I
did this weekend. Or didn't do. It's
no business of yours either way.

Peter zips up his pack, rises.

LIZ
Sit down and stop being such a child.

PETER
This from a girl who still plays with
dolls.

LIZ
(hurt)
That wasn't clever. That was just
nasty.

Peter heads off. Liz dumps her glass of milk over her plate
and stifles a scream.

INT. ROSOMOFF'S OFFICE - DAY

An old room in the library building. Star charts and an ancient sextant; books; a telescope; a large revolving model of the solar system; an antique spinning wheel and a harpsichord. Odd, but inviting.

Roz leans over a large table, examining a precise NYC street and subway map. He glances at a news clipping: "Bronx Video Arcade Goes Tilt." With a colored marker and a protractor, he traces a curved line on the map through the Bronx street. Other waveform lines in different colors criss-cross the map.

PETER

(sings)

The Bronx is up and the Battery's down.

Roz turns with a distracted smile.

ROZ

Peter, what can I do for you?

PETER

An extension on that astronomy paper?
Because, uh...

ROZ

Your dog ate it.

PETER

Actually, I got this spider bite...

ROZ

Pretty lame for such a smart kid.

PETER

Really, Professor, I--

Roz turns back to his map.

ROZ

You have until tomorrow. Skip the
excuses.

Peter picks up one of the news clippings: "'Wall Crawler' Spotted Across NY," and another, "L.R.R.R. Train Detours to Mongolia." Roz notice Peter's interest.

ROZ

Fortean phenomena. Anomalies in our so-called reality. Weirdness, my boy, and lots of it.

PETER

Caused by Doc Ock's experiment?

ROZ

How much do you know about it?

PETER

Not a lot. I saw inside of the Science Center. What exactly happened?

ROZ

Only Octavius knows for sure. And last time I spoke to him, he was on the planet Whiz-Bang.

Lucy enters with a computer print-out. Roz compares it with an earlier one.

LUCY

See? With enough energy on this side of the equation, the slope approaches infinity.

Roz scribbles several numbers on a pad, hands the page to her.

ROZ

Run it again with these smaller values.

LUCY

Why bother? Nobody takes Ock's equations seriously.

ROZ

I do. Run it again. Please.

She shrugs with her eyebrows and leaves.

PETER

Need any more help?

ROZ

No, thank you. I'm sure you've got your own problems.

Roz reviews the print-out, and, as Peter turns to leave:

ROZ

Peter... that is one godawful jacket.

EXT. BANK - DAY

In front of the "First National Bank of Scarsdale," a uniformed GUARD slams the steel doors of a Brink's truck. He climbs in the cab beside a DRIVER.

GUARD

Beers after the last pick-up?

DRIVER

Sounds good. We'll be done in a half-hour.

GUARD

Not at this rate.

The Driver revs the motor-- it's not moving. The Guard unsnaps his holster. Without warning, two waldos SMASH THROUGH the thick glass on both sides.

EXT. BANK- DAY

Ock holds the truck aloft by the rear bumper; the rear wheels spin. Two other waldos surround the truck, squirming into the cab. GUNSHOTS and panicked SCREAMS from within. With his fourth waldos Ock tears open the rear door and grabs several money bags with his hands.

In the bank, witnesses stare goggle-eyed. A teller pulls the drapes for protection.

INT. COMPUTER ROOM - DAY

Low ceilings, terminals, WHIRRING air conditioning, the CLICKING of students entering data. Roz enters, uncomfortable and claustrophobic here. Roz crosses to Harry at a snazzy graphics terminal.

HARRY

I've drawn up your graphics, but... what is this all about, anyway?

ROZ

Just a theory. Let's see it.

Harry strikes a few keys, runs the program.

HARRY

Okay... I hope I'll get some brownie points for this, I could really use them...

ROZ

I'll do what I can.

ON SCREEN-- a graphic of stars in space.

HARRY

Standard chart of our cosmic neighborhood-- and--

The graphic zooms quickly in on the solar system, Earth, then an aerial view of the Northeastern US.

HARRY

Home sweet home. First your original set of values--

Bluish pulses appear sporadically in a spiral in the New York area, then stop. Computer-generated TONES like the THROB of Ock's experiment.

HARRY

Sporadic pulses, petering out in 96 hours or so. But when we crank up the energy variable, we get three distinct phases--

He pushes a button; the screen clears and resets.

HARRY

Phase One: the same pulses. If the energy input keeps rising and we reach a critical point-- here-- into--

Spiral flashes as before. The spiral pulses multiply and coalesce, forming a blue funnel over New York, growing and intensifying.

HARRY

Phase Two: An energy vacuum, sucking power into itself. If it gets enough juice, we go into Phase Three: a chain reaction. Here's where it gets really good.

The image pulls back for a wider view as North America-- the Earth-- the solar system-- then the surrounding stars implode and dissolve into the blue pulse.

HARRY

Zzzz-Zap. Big Bang in reverse, end of the universe. This'd make one hell of a video game.

Rosomoff's face registers growing dread.

INT. SUBWAY PLATFORM - NIGHT

Passengers pour out of an uptown local; a sign in BG reads "49th ST. ROCKEFELLER CENTER." Peter edges away from the crowd toward the end of the platform, looks around, then hops down into the train bed, jogs into the tunnel.

INT. SUBWAY TUNNEL - NIGHT

Peter looks up, then springs backward, head over heels--

--and lands upside-down, feet clinging to the grimy tunnel ceiling. He starts to unbutton his shirt-- we see the Spider-Man costume. Coins fall from his pants and clang on the rails below. Peter mutters to himself, pulls the mask over his face.

ON PETER'S CLOTHES

Spider-Man squirts a stream of webbing to tie up the bundled clothes. A train approaches. Spider-Man nonchalantly attaches the stick bundle to the ceiling.

EXT. ROCKEFELLER CENTER - NIGHT

Spider-Man emerges from the subway, strolls toward Rockefeller Plaza. A pedestrian mutters, "What an asshole," and Spider-Man's walk becomes tentative, embarrassed. A child: "Look, Mommy, the circus!" Another by-passer: "Excellent." Spider-Man's walk becomes more self-assured.

INT. TV STUDIO - NIGHT

Backstage hubbub. Reiss and Spider-Man wait in the wings, a female A.D. nearby, a mix of LIVE and FILTERED SOUND from the stage. MONITOR shows LETTERMAN watching a "stupid human trick," a man playing music on his teeth.

REISS

Where'd you get the clown suit?

SPIDER-MAN

Like it?

REISS

Nah. The big mask was better.

A.D.

Ten seconds.

The A.D. leads the nervous Spider-Man toward the curtain. Reiss watches the MONITOR, where we see Letterman reading from a card--

LETTERMAN

But wait, there's more. For arachnid lovers everywhere, here's "The Amazing Spider-Man." How about a tacit round of applause.

ON STAGE as Spider-Man shuffles out from behind a curtain. The tight costume earns him surprised WHOOPS from the audience. Letterman shakes Spidey's hand, then winces at his sticky palm.

LETTERMAN

Is that bug juice, or are you just glad to see me?

SPIDER-MAN

Sorry. I'm still getting the hang of this.

LETTERMAN

I see. So, Amazing Spider-Man-- I'll assume that's not your given name--

SPIDER-MAN

Just call me Spidey.

LETTERMAN

Can I get you a snack-- a housefly, maybe?

SPIDER-MAN

Thanks, I already ate.

LETTERMAN

I'll hate myself in the morning for asking, but what exactly makes you any more amazing than the average jerk on the street?

SPIDER-MAN

Well...

He leaps straight up, somersaulting in mid-air and sticks on a Klieg light lattice. The audience REACTS, suitably impressed. Letterman cocks his head.

LETTERMAN

Oh, boy. Must come in handy for changing light bulbs.

Spider-Man shoots a long strand of webbing to the ceiling above the audience.

SPIDER-MAN

And for my next impression-- Errol Flynn!

He swings out over the boggled crowd and clings to a wall. Even Letterman is dumbstruck, leans cross-armed against his desk. Spidey does a horizontal dance.

LETTERMAN

Hold it. Are you a shill for Velcro?

The cameras swirl to track Spider-Man as he sings back to the stage. Letterman sits on the edge of his desk, shakes his head.

SPIDER-MAN

Ta-daaa!

The BAND reprises Spidey's "Ta-daaa!" The audience CHEERS, Spidey bows.

LETTERMAN

All right, amazing. Are you quite finished?

SPIDER-MAN

Just about. You see, I also have this amazing strength...

With one hand, Spider-Man lifts the desk-- and Letterman-- above his head. The audience goes wild.

INT. TV STUDIO LOBBY - NIGHT

Reiss and Spider-Man come out of an elevator, cross the lobby to the door.

SPIDER-MAN

So they're airing this tonight?

REISS

Yup. Oh, here's your check, minus my commission. Solid, solid novelty act.

Spider-Man puts the check in his waistband. They head into the revolving door.

EXT. FIFTH AVENUE - NIGHT

Spider-Man stands dead still outside the building, shudders-- street NOISE fades to SILENCE, TRACK IN to his face. DISTORTED SOUNDS: a window SMASHING, Ben's VOICE-- "Hey, what--" This is Spider-Man's first experience of "spider-sense," a warning of danger.

REISS

(fading in)

... a couple a drinks at Sardi's?

SPIDER-MAN

What?

REISS

I asked if you felt like a drink--

SPIDER-MAN

(distracted)

No. No, I-- my aunt and uncle.
Something's wrong -- I need to make a
phone call.

REISS

Okay, kid. Call me tomorrow.

Reiss heads off. Spider-Man stops at a phone kiosk, picks up the receiver--

SPIDER-MAN

Mr. Reiss-- I need a quarter--

REISS

I just gave-- yeah, sure.

He gives him the coin and walks off. Pedestrians gawk at the costumed figure as he quickly dials. BEHIND HIM, across the street, there's a cut-rate electronics store.

SPIDER-MAN

Ben, is everything all right?...Are you sure?

(relieved)

No, I guess it was nothing-- I just had this feeling-- no, don't wake her up... just watch Channel 4 at 12:30--

ALARM from store in BG. A huge and menacing THIEF races into the street, a paper bag full of cash on one hand, a small TV under his arm. Spider-Man leans into the kiosk to be heard, speaks loudly.

SPIDER-MAN (cont.)

Right, tonight. I know it's late, but it's worth it--I'll be on television! It's a long story--

An Armenian STOREOWNER chases the thief, who dodges cars and buses and heads straight toward Spider-Man. Brakes SCREECH, horns BLARE.

STOREOWNER

Stop him! Somebody stop him!

Spider-Man dodges as the thief runs right past him and hurries down the subway. The winded Storeowner stops by Spider-Man, cursing him in Armenian.

SPIDER-MAN (on phone)

Isn't that great? You won't believe it...

STOREOWNER

Whatsa matter with you!

SPIDER-MAN (on phone)

Okay. Okay. See you, Ben.

He hangs up, turns calmly to the irate Storeowner.

STOREOWNER

You coulda stopped him! Done something-- Stuck your leg out, tripped him-- anything!

SPIDER-MAN

Oh, gimme a break. Do I look like Charles Bronson?

Spider-Man walks off, leaving the Storeowner to his apoplexy.

EXT. BANK MACHINE - NIGHT

Clothes under his arm, Spidey pulls out the check, an impatient businessman and a fishwife behind him.

SPIDER-MAN

Can I borrow somebody's pen?

The businessman mutters, "Flake" under his breath, hands him a pen. He starts to sign "Peter," then flips it over. It's made out to "Spider-Man."

SPIDER-MAN

Wonderful. I guess I can still make a withdrawal.

FISHWIFE

Hey, nutbar, move it!

INT. DISCO - NIGHT

Colored lights throb with the MUSIC. Young trendies clap with the beat as Spider-Man puts on a fabulous show of acrobatic breakdancing.

In mid-move, Spider-Man freezes-- the tingle of his "spider-sense" again. SILENCE and TRACK IN. We hear GUNSHOTS, a man's GROAN, distorted.

Ambient SOUNDS of the disco return. The crowd urges Spider-Man to continue, but he pushes through them toward the bar. He lifts the lower portion of his mask over his nose to finish his Coke. KIM-- the sexpot Peter saw in Washington Square Park-- watches him hungrily.

KIM

I love the way you move. What made you stop?

SPIDER-MAN

Second time tonight... this weird, weird feeling, like a kick in the stomach...

She runs her hand over his masked face, then over his chest and stomach.

KIM

I want you.

SPIDER-MAN

Uh...

KIM

You'll leave your mask on.

SPIDER-MAN

Uh-hu, right... excuse me...

He edges away from her stroking hand and scoots into the crowd. She shrugs.

EXT. PLAZA - NIGHT

A public plaza in the theater district, with a large metal Calder-esque sculpture. A light crowd: elegant theatre-goers, a few hookers, vendors, and street people. Spider-Man, his web-wrapped clothes under his arm and a champagne bottle in his hand, tries to hail a cab. A VENDOR pops open his sample case.

VENDOR

A watch, man. You look like you need a watch. These real Rolexes, man. 20 bucks.

A cab pulls over. The vendor hangs in there.

VENDOR

You want a red one? Red Rolex, right here, ten bucks. Matches your tux.

Spider-Man leans into the cab.

SPIDER-MAN

Can you take me to Forest Hills?

CABBIE

Twenty-five bucks over the meter. You pay tolls.

VENDOR

Hey, you buy three watches for that, man!

Spider-Man gets in, the cab starts off. The vendor goes after a well-dressed YUPPIE COUPLE, starts his rap again.

The peculiar THROB fills the plaza. People turn toward the metal sculpture, which PULSATES.

INT. CAB - NIGHT

Spider-Man faces front, the plaza behind him. The cab moves very slowly.

SPIDER-MAN

I'm in a hurry. I've got to see my aunt and uncle--

CABBIE

Fella, my foot's all the way to the floor!

EXT. PLAZA - NIGHT

The sculpture has become a huge magnet. In quick succession, every small metallic object in the area sails toward in from all directions:

The vendor's watches fly from out of the sample case-- the man's car keys rip through his trousers-- his shirt studs-- the woman's bra from within her evening dress-- a bag lady's shopping cart-- a hooker's metal belt and purse-- her pimp's "gold" chains and rings-- a fat man's buckle.

All fly to the sculpture and stick magnetically. The THROB and PULSE abruptly cease; the objects clatter to the plaza pavement.

Spider-Man's cab-- suddenly released-- peels rubber with a SCREECH. We see his face looking out the rear window.

INT. MIDTOWN TUNNEL - NIGHT

The cab shoots out of the tunnel into Queens.

CABBIE (VO.)

Ah, ain't any crazier than usual.
Albino alligators in the sewers, subway
mutants wit' no faces, spontaneous
human combustion. See it alla time.

INT. CAB - NIGHT

Through the cab window as it turns into May's block. Two
squad cars and a detective's sedan surround the house.
Spider-man leans forward, concerned.

EXT. MAY'S HOUSE - NIGHT

NEIGHBORS in nightclothes cluster on the street, a uniformed
COP keeping them back. AD LIB CONFUSION. "The
neighborhood's gone all to hell, I tell ya," "Such a nice
man," "What happened?" "They're animals," "No respect for
nothin'," etc.

Spider-Man, champagne in hand, collars an old lady.

SPIDER-MAN

Mrs. Shapiro, what happened?

She sees the masked face, lets out a quick SHRIEK and backs
away into the milling crowd. MAROTTA, a homicide detective
in his 40s, waddles over.

MAROTTA

What's going on here?

SPIDER-MAN

Somebody tell me what happened!

NEIGHBOR

A burglar!

TEENAGER

They shot him.

SPIDER-MAN

Shot who? Shot who!?

WOMAN

I was doin' the dishes--

TEENAGER

Right in the guts, blood all over.

MAROTTA

Wait. Lieutenant Marotta, NYPD.
What's--

SPIDER-MAN

WHO?!

NEIGHBOR

Ben, Ben Parker. Lived in that place
for, oh, fifteen, twenty years.

TEENAGER

Like a stuck pig, moanin', wow.

OLD MAN

Ambulance took him away and May went--

The bottle breaks in Spider-Man's clenching fist, the rest
SMASHES to the sidewalk.

SPIDER-MAN

What hospital?

OLD MAN

Oh, I think St. Francis--

Spider-Man dashes back to the cab.

WOMAN

I was just doin' the dishes when I
heard--

MAROTTA

(yells after Spider-Man)
Hey, who the hell are you?

INT. HOSPITAL WAITING ROOM - NIGHT

Sterile, lonely, harshly lit. May sits stiffly on the
couch, hiding emotion. The impersonal sounds of the paging
system; a TV drones in BG.

Peter runs in, street clothes covering the Spider-Man outfit. His hand bleeds from the smashed bottle. May looks at him, disturbingly calm.

MAY

Peter, you're bleeding.

PETER

It's fine. Tell me what--

MAY

Oh, Ben gets through everything.

PETER

Aunt May, what happened?

MAY

I was napping on the couch. There was a voice and a shot. I woke up. Ben was looking at me.

PETER

How is he?

MAY

He'll be fine. They won't tell me anything, but I'm sure he'll be fine.

He sits beside her, watching her. He hugs her, she responds by patting his head.

MAY

Stop that. He'll be fine.

Peter looks stoically across the lobby. It slowly dawns on him: he is watching Spider-Man on the Letterman show. Marotta and a uniformed cop enter the hospital waiting room, move to Peter.

MAROTTA

You the nephew?

Peter nods, dazed.

UNIFORM COP

Your uncle's a brave old dude.
Evidently the guy was comin' at your
aunt, so he jumped him. Caught a
bullet, but chased the guy away. Lucky
thing a black-'n'-white was--

MAROTTA

Not now.

From the other side of the waiting room, a grim-faced DOCTOR
crosses slowly toward them. May stands up slowly, looks at
his face and shudders.

DOCTOR

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

A desperate sob. May clutches her chest, gasps for air.
The Doctor runs to her side.

DOCTOR

Jesus-- Code Blue! Crash cart in the
lobby, Stat!

A blur of action: orderlies, nurses, a stretcher. Marotta
gently pulls Peter out of the line of "fire."

UNIFORM COP

We'll get the bastard who did it, Mr.
Parker. He's trapped in a warehouse,
see, over on 112th--

Marotta silences him with a dirty look, sighs. He puts his
arm around Peter.

MAROTTA

Kid, leave it. You can't do anything.

Peter pulls away, then runs out into the night. Marotta
looks at the cop.

UNIFORM COP

Hey, I figured he oughta know!

Marotta shakes his head, walks down the hall toward the
doctor. The Uniform Cop slumps stupidly in a chair, looks
at the TV: the end of the Spider-Man segment.

LETTERMAN

(filter)

Are you quite finished?

SPIDER-MAN

(filter)

Just about. See, I also have this
amazing strength.

EXT. PAINT WAREHOUSE - NIGHT

A SWAT team surrounds the dilapidated structure; searchlights, snipers. FLASHES OF GUNFIRE from a middle story of a tall warehouse. A TV NEWSWOMAN broadcasts a live report from behind the barricade. Other reporters babble in BG.

NEWSWOMAN

-- is holding the police at bay with a
wall of automatic weapons fire--

More SHOTS ring out in BG.

NEWSWOMAN (cont.)

-- but because of the flammable
chemicals, the SWAT team is helpless
for now.

High above her, Spider-Man clings to a wall facing the warehouse. He musters his courage.

SPIDER-MAN

(to himself)

Just do it, you chicken.

He shoots a long web up to the warehouse roof, loops the strand around his hand, and swings--

-- above the stunned police. Reporters try to catch him on film as--

-- he arcs across the street to the warehouse, CRASHES through a window--

INT. PAINT WAREHOUSE -NIGHT

--and SCATTERS a pyramid of stacked paint cans, splattering paint everywhere in the dimly-lit loft. The gunman FIRES after the elusive shadow, strobe-like streaks of light illuminate Spider-Man-- a vat of turpentine EXPLODES into flame.

On the other side of the cavernous room, Spider-Man kicks over a huge bucket of red paint, which floods across the floor like a blood river. The gunman, only half-visible in the dim, smoky light, whirls and FIRES again at Spider-Man.

GUNMAN

I'll kill you-- I'll kill you!!!

Bullets spray in every direction, exploding paint cans in a crazed rainbow of fluid and flames.

GUNMAN

WHERE ARE YOU!?

SPIDER-MAN

Up here.

The gunman looks up, aims at the ceiling-- Spider-Man hangs from the rafters. Just as his trigger finger clenches, a jet of webbing shoots into the barrel of the gun, which BACKFIRES in his hands. Spider-man leaps down, his boot connects with the man's jaw. Spider-Man pulls his mask off, stands above the unconscious gunman.

SPIDER-MAN

Get up! I want you to look into my eyes when I--

Spider-Man hoists the gunman off the floor in fury and prepares to smash the man's skull. He hesitates... and sees the face of the Gunman in the dancing firelight.

SPIDER-MAN

Oh, no...

(desperate)

NO!

EXT. FIFTH AVENUE - NIGHT

FLASHBACK: Spider-Man on the phone. The Thief rushes toward him and we FREEZE-FRAME on his face-- the Thief and the Gunman are the same man.

INT. PAINT WAREHOUSE -NIGHT

Police rush in, guns drawn. Silence, but for the crackle of flames and bursting of paint cans. Through the smoke, they see something large hanging from the rafters like a yo-yo. It's the Gunman, moaning, completely enveloped in webbing.

EXT. COURTHOUSE ROOF - NIGHT

Dawn starts to break over Manhattan. CAMERA CRANES DOWN to pick up Spider-Man on the peak of a marble facade, looking very small indeed.

CLOSER

He tears off the mask. Peter's eyes are red-rimmed, past tears. He pulls off his gloves: one hand still bleeds from the crushed bottle. He pulls the check from his waistband, stares at it... then slowly rips it into small pieces. He stands, watching the confetti-like bits flutter downward-- then violently rips the tunic from his chest. He pauses: we see the web-shooters still taped to his arms. Peter throws the mask, gloves and tunic down toward the street.

As the blue and red costume drifts in the wind, pas an engraved motto: WITH GREAT POWER COMES GREAT RESPONSIBILITY.

EXT. CEMETERY - DAY

A chilly morning. An urban cemetery in Queens. In a black suit, Peter tosses a flower into an open grave. Several MOURNERS, including some neighbors, bid him good-bye. He looks numb.

MRS. SHAPIRO

May would have liked the eulogy. How is she?

PETER

(absently)

Okay... the doctors say no shocks for a while. She needs rest.

MRS. SHAPIRO

You could use some too, honey.

Peter nods, she hugs him. A hefty, blue-collar FRIEND of Ben's, looking awkward in a suit and tie, shakes Peter's hand.

FRIEND

Ain't nothing you coulda done, Peter.

No nod to this one. Peter watches the man walk off, then looks at the grave.

EXT. ELECTRODYNE FACTORY - DAY

A loading bay to the vast warehouse. The salesman checks off a list as workers load electrical equipment into the back of a rented truck. A huge section of aluminum pipe sits nearby. Ock watches. The salesman waves the workers away.

SALESMAN

Okay, boys, we need a forklift for that pipe.

(To Ock)

Where do you want the bill sent?

Ock pulls a wad of crisp bills from his trench coat, hands it to the astonished man.

SALESMAN

I'll... uh... get you a receipt..

He starts off into the warehouse, counting the cash, then stops, hearing a heavy CLANK behind him. He turns to see:

The enormous section of pipe sitting in the truck bed. Ock climbs into the cab and drives away.

INT. STUDENT UNION - DAY

Peter, still in his suit and looking burned out, sits with Harry over coffee. Liz and Adele, carrying breakfast trays, approach from the cashier in BG.

HARRY
Jesus Christ.

PETER
Mm-hmm.

HARRY
And you let me go on about Rosomoff working me too hard? I feel like a complete idiot.

PETER
You're not half the idiot I am, Harry.

Adele and Liz set their trays on the adjoining table. Flash enters in BG.

LIZ
Well, look who's dressing for success.

ADELE
At least this ensemble doesn't glow in the dark.

HARRY
Let him be.

LIZ
Why? He knows how to defend himself. Maybe too well.

Flash sits by Liz, waving a copy of the Bugle. Peter's photo of Spider-Man on page one-- with a barely perceptible rip down the middle. The headline reads: "TV CLOWN ESCAPES CRIME SCENE," and subhead, "'Spider-Man' sought for questioning."

FLASH
Hey, guys. Check it out-- I saw this dud on the tube last night. He is incredibly cool.

LIZ

I saw him too. He was silly and obnoxious.

ADELE

And Flash isn't?

LIZ

Be nice.

HARRY

Yeah, take pity on the feeble-minded.

FLASH

(the insults pass him by)

No, no, listen. They're tryin' to say he was in cahoots with this killer--

HARRY

Flash, drop it--

FLASH

-- but they got it all wrong. Any fool can figure it out. Spider-Man nailed this guy!

Flash guzzles Liz's glass of milk, to her annoyance.

FLASH

I mean, Spidey is one guy I'd like to meet!

ADELE

Toads of a feather...

Adele notices the photo credit.

ADELE

Peter-- you took this picture?

LIZ

Let me see.

Liz takes the paper, Flash reads it with her. Peter gets ready to leave.

FLASH

Parker, you amaze me! You know this guy? Who is he, anyway? Where did he come from? Is he a cop, a martial arts freak?

PETER

He's a mistake.

Peter walks away.

FLASH

Mistake? Hey, guy, get back here!

LIZ

Hm. What a lump.

ADELE

What's with him?

HARRY

Nothing much.

Harry rises with his and Peter's coffee cups.

HARRY (cont.)

His aunt had a coronary. His uncle was murdered by that guy Spider-Man caught. No, nothing much at all.

Harry exits, letting the news sink in.

INT. ROSOMOFF'S OFFICE - DAY

Roz leans on his desk by the map; Marotta tinkers with the antique sextant.

MAROTTA

You were the last one to see Thorkel. In Octavius' hospital room.

ROZ

So you've found Thorkel?

MAROTTA

Some of him... char-broiled bones. Teeth.
We ruled out suicide. Any bad blood
between him and Ock?

Roz gently takes the sextant away from him.

ROZ

Octavius wasn't the murderer type.

MAROTTA

But you said he went off a little,
after the accident, when those
mechanical arms--

ROZ

Waldos.

MAROTTA

Right. We have reason to believe he
also robbed an armored truck and killed
two men. With the waldos.

Roz reacts to this, then leans over the map. Marotta joins him. Peter enters and stands politely by the door. Neither man notices him.

ROZ

Lieutenant, I've triangulated recent
bizarre events-- the Bronx, Jersey,
Brooklyn-- all rippling out from--
(points)
Here. The E.S.U. Science Center.
Octavius' experiment seems to have
opened a hole in space-time,
drastically changing the interrelation
between molecular binding,
electromagnetism and gravity--

MAROTTA

Yeah, that's fascinating, but I'm just
a fat, dumb cop lookin' for a psycho
killer--

ROZ

There's an infinitely greater danger.
If--

(sees he won't get through)

Listen. The only thing Octavius cares
about is repeating his experiment. To
do that, he needs a radioactive
catalyst, SL 270.

He hands the cop a list. Marotta nods.

MAROTTA

Toxic dumps, huh.

ROZ

And he'll need a cyclotron. He can't
use ours-- he's already destroyed it.

(hands him a second list)

Guard every nuclear accelerator on the
Eastern Seaboard. New Haven, Long
Island, two in Cambridge--

MAROTTA

You sure about all this?

ROZ

(nods)

I know him.

Marotta recognizes Peter; Roz looks at him as well. They
stare at him.

PETER

Hi. Professor, I'm here about another
extension. My uncle died.

Roz looks at him dubiously, then sees he's telling the
truth. Marotta slips the lists into his coat.

ROZ

Of course.

MAROTTA

It's a lot of ground to cover. We'll try.

(to Peter)

Funny coincidence, huh?

ROZ

No such thing as coincidence. "God does not play dice with the universe."

MAROTTA

Einstein, right? We'll see ya.

ROZ

Peter-- my condolences.

Marotta walks out. Peter nods, turns to leave. Roz picks up the day's Bugle.

ROZ

This photo you took of "Spider-Man"--

PETER

Luck. The right place at the right time.

ROZ

Really. I'd like to speak with him.

PETER

I don't think I'll be running into him.

ROZ

You never know. Go get some sleep.

PETER

I'll try. Thanks.

Roz turns back to his map. Peter watches him for a moment, then exits.

INT. PETER'S APARTMENT- DAY

On the phone, tie loosened. We hear Reiss' angry SQUEALS through the receiver.

PETER

No... No, thanks, but... No, Mr. Reiss--
I'm finished with the act!... Okay, I'm a
fool... Look, that's it, no more Spider-
Man-- I'm sorry. Good-bye.

He hangs up and flops face-down on the mattress, burying his
face in the pillow. The PHONE RINGS. He glares at it, but
answers.

PETER

What.

INT. JAMESON'S OFFICE - DAY

All smiles, Jameson sits on his desk, a copy of today's
Bugle in one hand.

JAMESON (on phone)

Parker, I love you. We scooped every
paper in the country on this Spider-Man
jerk! I want more, Parker. I want
more!

A beat. Jameson glares.

JAMESON (on phone)

What? Aww, don't be an ass! Get
pictures of him robbing a bank, or
kicking a dog-- anything! This guy's
the best bad guy since Mengele, or Son
a' Sam, or J.R. Ewing!... Eh? Get outta
here, nobody wants a hero!

INT. PETE'S APARTMENT

Peter looks at the SQUEAKING receiver, hangs up and unplugs
the phone.

INT. JAMESON'S OFFICE - DAY

Still on the phone. Betty, excited, enters and hands Jameson
a sales report.

JAMESON (cont.)

Get this-- we sold out! I'll double the
print run! I'll slot you on page one
for the next month, buddy! I'll--

He finally notices the dead line.

JAMESON

Parker?

(hangs up; to Betty)

What a newsman, on the job already!

INT. PETER'S APARTMENT - DAY

Peter stands with the open costume box in his hands, looking at the second red-and-blue outfit. He decides something, then stuffs it in the "LEIBER'S NOVELTIES" bag, along with the web-shooters and the obnoxious new-wave jacket.

EXT. EAST VILLAGE STREET - DAY

Bag in hand, Peter leaves his building and crosses the street.

LIZ (OS)

Peter! Wait a minute!

He pauses, Liz runs up to him, a little breathless.

LIZ

PETER

I was just coming by to apologize I'm sorry if I was--

Each pauses to let the other speak, then--

LIZ

PETER

No, I didn't know about-- I've been acting like a--

Both look at each other, then giggle. The tension eases. They walk together.

LIZ

What's in the bag? Garbage?

PETER

Sort of. I'm returning the-- that outfit that you hated so much. Maybe I can get my money back.

LIZ

Oh, don't do it on my account--

PETER

No, it wasn't only you-- it -- it just wasn't my style. Hey, look-- let's go to lunch. Someplace nice for a change.

LIZ

This from a man who winces at the cost of a pretzel?

PETER

That was then. I'm better since the lobotomy.

He points to an imaginary scar on his forehead; they laugh and walk off.

EXT. ELECTRICAL SUBSTATION - DAY

A waldo thrusts INTO FRAME, penetrating a mass of circuits, wires and switches. Sparks and ozone fill the air. All four of Ock's arms work at once, cutting and resplicing high-tension wires in the caged transformer. Ock's eyes frenetically scan a series of voltmeters; one registers escalating levels while others jump, then drop.

A LINEMAN sees Ock from the rear, the waldos stretching from his torso.

LINEMAN

Hey!

Ock ignores him. The Lineman pulls a heavy wrench from his toolbelt and brandishes it, approaching warily. Without turning around, Ock extends a waldo backward, grabs the wrench and crushes it in two. The Lineman runs off.

Near the fence, the panicked Lineman slams into two GUARDS, male and female.

LINEMAN

My wrench! He-- it-- arms!

The guards draw their guns as he clammers over the fence.

Another voltmeter needle swings as Ock throws a switch.

FEMALE GUARD

Freeze! Hands up!

Ock turns, the waldos waving like Medusa's hair. The guard steps forward, her bullet RICOCHETS off a telescoping metal arm. It grabs the gun and the woman's hand, squeezing. A second waldo whips around the male guard's neck, shakes him like a terrier with a rat, then hurls him into a wall of wires.

Electricity jolts his body and knocks him out. Ock's attention returns to his work. Released, the woman falls to her knees in pain, crawls to her fallen comrade. Her hand extends for his revolver. But her body is dragged away from the gun-- a waldo had her ankle. She SCREAMS. Another waldo slaps her head, knocks her out.

A voltmeter reads zero. Ock frowns-- then spies a locked metal cabinet marked "Third Rail Circuit-- NY Transit Authority." Ock considers this.

INT. CHIC FRENCH RESTAURANT- DAY

An imperious WAITER sets dessert before Peter and Liz, out of place in the refined environment.

PETER

-- but at least Aunt May's okay now. I really have to stop by the hospital this afternoon.

LIZ

Do you mind if I come too?

PETER

I think I'd like that.

He ignores his dessert, stares out the window.

PETER

They keep saying there's nothing I could've done. That's a lie. I could've done something. If only I'd paid attention to my feelings.

LIZ

You're not trained for that. None of us are... I mean, sometimes I...

(practical)

Okay, let's say you had gone back. What then? Are you bulletproof?

PETER

Well, no.

LIZ

So? The next day I'd read, "Peter Parker murdered," and I'd feel...

PETER

You'd feel what?

LIZ

(covering)

Listen. You think you're responsible for everything that happens. Don't flagellate yourself-- and don't flatter yourself, either. You're not the center of the universe. You're just...Peter.

PETER

Am I? I'm not so sure.

(looks at her)

I used to be sure of a lot of things. Oh, different things from week to week, but now-- I'm not sure of anything anymore.

LIZ

I know what you mean. I...

He looks a little queasy-- the spider-sense again. Liz's voice and the restaurant SOUND drop out, TRACK IN TO TIGHT CLOSE-UP on Peter. We hear the Ock THROB and PANICKED CRIES of people in a subway car.

Abruptly, we're back to reality. And Liz is being oddly inarticulate,

LIZ

Maybe unsure is-- good. Maybe you feel more that way. Like I was sure you and I were just friends-- and that's it. But-- last weekend, when I was with Flash-- all I could think of was--

She sees Peter is paying absolutely no attention. She bangs her spoon against her glass.

LIZ

Hello. Earth to Peter. Are you listening?

PETER

Unh-huh. Excuse me. I've gotta go.

He grabs the Lieber's bag and hurried out. The waiter sets the check down before the boiling Liz.

LIZ

I think I really do hate him.

EXT. OFFICE DISTRICT - DAY

Such as Wall Street. "Walk" and "Don't Walk" signs blink simultaneously, stoplights flash with no pattern then EXPLODE in series down the street. Pedestrian and vehicle traffic snarls, HONKING HORNS, frazzled nerves.

The THROB begins-- low, muffled, under the street cacophony. At an intersection, two cars coming from opposite directions suddenly swerve toward each other. The drivers spin their steering wheels to avoid a crash, but magnetic attraction makes them slide through the intersection, smash together sideways and stick. The drivers, inches apart, look at each other, baffled.

A taxi swerves around the wreck--

EXT. WARPED STREET - DAY

--and down this less-crowded street. The THROB swells.

THROUGH THE WINDSHIELD

The PULSE spreads through the asphalt ahead, rippling mirage-like.

The taxi's wheels sink into the liquefying street, now the consistency of quicksand. The driver crawls out his window and leaps to the sidewalk as the gooey street swallows the cab.

Spider-Man swings to the edge of an overlooking building, watches the cab sink. An earthquake-like RUMBLE from below.

From beneath the street, a subway train BURSTS UP, arcs into the air with a ROAR--

- ◆ the three-car train sails through the air past Spider-Man--
- ◆ a huge hole opens like an iris in the facade of a nearby modern office building
- ◆ the train thrusts into the shimmering hole, which clamps shut around it.

The THROB and PULSE cease. The street below re-solidifies, trapping half-buried cars. SCREAMS, HONKS, SIRENS.

INT. OFFICE BUILDING - DAY

Businessmen and secretaries peek from under desks and around doorways. One-and-a-half subway cars sit incongruously in their office. The passengers clamber out windows, pry doors open.

INT. MIDDLE CAR - DAY

Solid structural glass bisects the middle car. Commuters in the outside half of the car press their faces against the glass, pound for help.

EXT. OFFICE BUILDING - DAY

The other one-and-a-half cars of the subway protrude from the sheer face of the building, the last car dangling vertically by its hitch, ten floors above the street.

INT. LAST CAR - DAY

Vertical. A pile of a half-dozen COMMUTERS on the "bottom end." AD LIB panicked cries: "Give me a hand--" "What--!" "I was going to take the bus!" "Not the door!" A wild-eyed teenager pulls open the rear door, a bag of fruit spills down--

EXT. WARPED STREET - DAY

and SPLATTERS on the pavement. A crowd gathers, points up. More AD LIB cries: "This city's nuts!" "Get the fire department!" "Oh, my God!"

EXT. OFFICE BUILDING - DAY

Spider-Man shoots a long stream of webbing and swings to the glass-front building.

INT. MIDDLE CAR - DAY

Spider-Man's head pops in an open window.

SPIDER-MAN

Hello.

The passengers stare as he climbs in, backs them away from the glass wall.

SPIDER-MAN

Okay, folks, stand back!

He kicks it--nothing. Frustrated, he grabs a metal railing. Two passengers help him uproot it. Spider-Man uses the pole as a battering ram, punching a hole in the window. Office workers aid the passengers. Spider-Man runs toward the last car.

INT. LAST CAR - DAY

The 2nd and 3rd car are at right-angles to each other. Spidey opens the door at the "top" of the car, scampers down the grab-handles to the people below. The half-dozen passengers cling to seats.

SPIDER-MAN

Cavalry's here-- get the wagons in a circle.

He hefts a ROTUND WOMAN over his shoulder.

SPIDER-MAN

Have you tried Weight Watchers?

She whacks him with her purse as he scampers straight up the floor.

EXT. LAST CAR

The door between cars. Spider-Man pushes the woman up-- helping hands from the middle car lift her to safety.

EXT. WARPED STREET - DAY

The crowd parts as a hook and ladder truck rumbles up over the sidewalk.

EXT. LAST CAR - DAY

Spider-Man pushes another passenger to safety. The thick iron link between the cars CREAKS, bending under the strain.

EXT. WARPED STREET

The fire ladder rests against the building, below and to one side of the swaying car.

INT. LAST CAR

The subway car lurches perilously. Spidey returns to the two remaining people.

SPIDER-MAN

Let's take the scenic route.

EXT. LAST CAR

Spider-Man lowers a web-wrapped girl down through the door, swings her like a pendulum. After a close miss, a FIREMAN atop the ladder grabs the girl.

The iron link bends nearly open.

Spider-Man fastens a thread of webbing to the outside of the car.

SPIDER-MAN

First floor, ladies lingerie, sporting goods...

He grabs the terrified man around the waist, then lets out the line of webbing in short bursts to lower himself and the man to the sidewalk.

EXT. WARPED STREET

Firemen rush to help, a white Mercedes limo pulls up. The chauffeur opens the door for the POLITICO, who beams for the news cameras.

POLITICO

Where's the hero? I want to thank him personally for his fine--

An ominous GRATING of iron from above.

SPIDER-MAN

Get back! It's coming down!

He scatters the crowd. The Politico looks up at the subway. The chauffeur runs.

POLITICO

Oh, no-- my limo-- my Mercedes!

He scrambles to his car. Spidey intercepts him, hefts him like a sack of potatoes and runs to cover as--

◆ the subway car rips away from its link--

◆ and falls, flattening the limo. Pieces scatter in every direction.

Cameras click as Spider-Man sets the whimpering Politico down.

POLITICO

My Mercedes...

SPIDER-MAN

This is all you need.

He hands him the Mercedes hood ornament.

REPORTER

Hey, you some kind of superhero?

SPIDER-MAN

Actually, I'm just trying to do as little harm as possible.

BUSINESSMAN

Can I get your autograph? Er-- for my kid, he's a fan.

SPIDER-MAN

Fans? I have fans?

He starts to sign "Pete--," crosses it out, signs "Spidey" with a flourish.

BYSTANDER

He was here before it happened! I bet he caused the whole thing!

SPIDER-MAN

What!?

POLITICO

He assaulted me! I want him arrested!

FIREMAN

Councilman, this guy just saved a whole buncha lives--

COP

Okay, Zorro, assume the position.

The cop pushes Spider-Man spread-eagle against a car.

FIREMAN

Give the guy a break!

POLITICO

Take off his mask! He destroyed my car! That's city property!

The cop, fireman and politico argue, ignoring Spider-Man, who shakes his head and scampers up the wall. The crowd APPLAUDS; he waves and disappears over a roof.

INT. JAMESON'S OFFICE - DAY

Jameson leans back in his chair by an open window, reading a competitor's paper. Like Kilroy, Spider-Man peaks over the sill, then leans in to tap Jameson's shoulder.

JAMESON

Ak!

He spins up out of his chair and backs away, horrified.

JAMESON

Don't hurt me, you Thing you! I've got scummy lawyers like you wouldn't believe--

Spider-Man crawls the rest of the way in and sits on a wall, chin in hand.

SPIDER-MAN

Relax, Jameson. This is business. I know you want photos of me, so I'll give your boy Parker an exclusive. On one condition--

JAMESON

I don't submit to blackmail! The first amendment protects my freedom to tell the news as I imagine it, and--

SPIDER-MAN

Would you cool it already?

JAMESON

Police, help! Po-- mmph.

Web goo shoots out and covers Jameson's mouth. Jameson inches to the door.

SPIDER-MAN

Thank you. Now, repeat after me--
Spider-Man is a good guy. On the side
of right, and niceness, and cute baby
animals and all that.

JAMESON

Frmpph-yrr.

SPIDER-MAN

Fine.

Spider-Man webs the door locked as Jameson grabs the knob.
Betty and others gather at the glass partition, amused.

SPIDER-MAN

Your friendly, neighborhood Spider-Man
could use the good p.r. at the moment.

He heads for the window. Jameson points frantically at his
glued-up mouth.

SPIDER-MAN

Oh, that? It'll come unstuck in a
half-hour or so. Your mouth needs the
rest. Bye.

JAMESON

Hmf-hrrr?

Spider-Man waves at the laughing Bugle employees and drops
out.

INT. MAY'S HOSPITAL ROOM - DAY

A four-person ward. May's corner already reflects her
personality: bright flowers, the photo-cub of Peter, a
patchwork comforter. She sits up in bed, alert but tired.
Liz sits beside her on the bed. An OLD CRONE in the next
bed, watching a muted TV news across the room-- featuring
Spidey footage.

LIZ

He left. I couldn't believe it-- he
just left! It's as if he's somewhere
else... I'm only getting a piece of him.

MAY

When Peter was little, he loved to hide. In closets, under the sink. He needed a secret place. But when I'd look for him, he'd laugh... he wanted to be found.

LIZ

I don't think he wants me to find him.

AGED CRONE

Sure he does, toots. May, gimme dat changer thingie.

May flings the remote control across to the Crone's bed.

MAY

Television is for idiots. Read a book.

AGED CRONE

Read this.

The Crone gives May a "fongoo" bent elbow. Liz draws the curtain between the beds.

MAY

I wish Ben said that to me, just once. I never let up, always needling him, telling him what to do.

Liz takes May's hand.

MAY

Maybe I was hiding. For years, I never told Ben the one important thing.

LIZ

He knew.

MAY

Some things you should say anyway.

LIZ

Even if they're not clever.

MAY

Even if you've heard them a million times in every stupid pop song ever written.

LIZ

What if you get hurt?

MAY

What if the world ends tomorrow?

They look at each other. We hear the TV--

NEWSCASTER (filter)

-- still baffled as to the cause of the subway disaster. The alleged "Spider-Man" is still wanted for questioning. In other news, police have a suspect in yesterday's armored truck robbery and double murder--

EXT. NEW YORK STREETS - DAY

WITH SPIDER-MAN

Swinging from skyscraper to skyscraper-- reeling, like a roller-coaster through the concrete canyons.

From street level, looking up as Spider-Man swings like Tarzan. Pedestrians react: "Wowie," "Check that out," "What's he advertising!" "It's that jerk Spider-Man," etc.

EXT. CROWDED STREET - DAY

Ock, trench-coated as usual, drives his rented truck. It sputters to a halt in the middle of traffic. HORNS, impatient YELLS.

INT. RENTAL TRUCK - DAY

The gas gauge reads Empty. Ock climbs out, leaving the truck blocking the street.

EXT. CROWDED STREET- DAY

SPIDER-MAN'S POV: DIFFUSE, except for Ock in FOCUS as he walks through traffic, oblivious to the uproar he's caused.

STREET LEVEL

A waldo tears off the driver's door of a commuter's Cadillac. Ock slides in.

OCK

Out.

COMMUTER

Sure thing.

He scrambles out the passenger door.

Spider-Man swoops down and across the street, still above Ock.

EXT. NEW YORK STREETS - DAY

The Caddy shoots around traffic, through red lights-- while Spidey swings right behind it, losing ground.

To avoid congestion, Ock drives on the sidewalk, scattering panicked pedestrians.

Spider-Man clings to a wall, shaking his head. He leaps down and --

-- lands on the roof of a fast taxi paralleling Ock. The cabbie ignores the CLUNK.

Ock rounds a corner, Spider-Man leaps from the taxi to the rear seat of a motorcycle ridden by a BIKER CHICK in leathers and helmet.

SPIDER-MAN

Could you do me a favor and, er--

BIKER CHICK

-- follow that car? Love to, but you gotta wear a helmet. It's the law.

He takes the spare helmet from the sissy bar and fastens it on.

They trail Ock's car through downtown, drawing stares.

EXT. GEORGE WASHINGTON BRIDGE - DAY

Ock's Caddy speeds up an on-ramp. The Biker Chick, close behind, pulls over.

BIKER

I don't do Jersey. Bad vibes.

SPIDER-MAN

I'm hip. Thanks for the lift.

He hands her the helmet and she screeches off. Spider-Man spies an approaching semi, runs-- and leaps, clinging to the side of the trailer.

The semi moves over the bridge. Ock's Caddy is several cars ahead, halfway over the bridge. Spider-Man crawls up to the top of the trailer. A cloudy sky, an impending storm.

EXT. JERSEY TURNPIKE - DAY

Standing atop the trailer with hands on hips, Spider-Man sees Ock veer onto an exit. As the truck passes the exit, Spidey swings on an overhead exit sign toward the overpass.

Spider-Man lands on the overpass. Ock's car recedes out of sight. There are no buildings to swing from, no vehicles to cling to. It starts to rain. Spider-Man sighs and starts walking.

EXT. MUDDY STREET - NIGHT

Sunset. Drizzle. A sleazy area of wrecking yards and dumps. A police car with two gaping holes in the windshield -- and two patrolmen dead inside. CAMERA RISES over a concrete wall with rusting signs: "Toxic Waste Dump #49," and "Hazard-- Radioactive and Poisonous Materials," with a radioactivity symbol and skull and crossbones. Over the barbed wire atop the wall, we see within.

EXT. TOXIC WASTE DUMP - NIGHT

A nightmarish industrial landscape: giant vats overbrimming with rancid chemicals; stacked, rusting drums; puddles of viscous fluid on the gravel bedding.

In an open concrete bunker, Ock uses his human hands to pull open a vault-like drawer. Inside are dozens of sealed canisters, all bearing "Danger-- Radioactivity" warnings. He checks through them, discarding unwanted canisters haphazardly. One near the back catches his eye: "SL 270" is scrawled on the stained label. He plucks it out, examines it, nodding.

SPIDER-MAN (O.S.)

Open that now and you'll spoil
Christmas.

Ock whirls around. Spider-Man drops down from atop a chemical vat, clucking his tongue and sauntering toward him.

SPIDER-MAN

Surprise!

OCK

Surprise...

He pulls open his overcoat-- all four waldos telescope toward the astonished Spider-Man. They encircle his body, squeezing like pythons. Spider-Man gulps for air, struggling desperately against the steel arms. He wriggles a hand free, shoots webbing up and pulls himself from Ock's clutches.

Ock grabs the small canister-- but a stream of webbing shoots down and jerks the container up to Spider-Man on the roof of the bunker. He springs down to the ground on the run.

Ock's waldos lift an oil drum and hurl it over his head. The drum BURSTS ahead of Spidey, spraying a greasy cloud of noxious gas and sizzling liquid. Spider-Man gags as Ock rumbles toward him.

OCK

You are an insect!

SPIDER-MAN

Doc, you know better than that.
Insects are a completely different
order from spiders--

Spider-Man ducks as a waldo shoots out, puncturing a hole in a metal vat, which EXPLODES. He rolls under a flaming stream of napalm-like fluid.

A waldo grabs the SL 270 container; a third arm backhands Spider-Man, knocking him through the air into a concrete wall. Shaken, Spider-Man gets to his feet, stumbles after Ock.

SPIDER-MAN

Well? Had enough?

Ock uses the waldos to pull himself over the retaining wall. Spider-Man leaps onto Ock's back, throws him in a head-lock. Ock sputters, strikes backward with his real fists, to no avail.

SPIDER-MAN

Aren't we both too intellectual for this?

A deep, ugly roar echoes from Ock's chest. Two waldos whip backward, grab Spider-Man and fling him violently over the top of the wall--

EXT. MUDDY STREET - NIGHT

and onto the roof of the patrol car. He bounces off and splashes into a puddle. Painfully, he rolls over, struggling to his hands and knees. Out of nowhere, a waldo claw clutches at his throat, squeezing. Spider-Man presses the web-shooter triggers-- they spurt blobs of goop, then air, out of webbing.

Ock thrusts Spider-Man against the wall, rears back with another arm and aims a deadly blow. Spider-Man jerks his head-- the metal fist misses by inches, punching a crater in the concrete. Ock laughs maniacally, prepares for the final blow.

ROZ (O.S.)

Octavius!

Ock turns and sees Roz, getting out of his vintage Porsche.

ROZ

Please.

The wild violence drains from Ock's face, replaced for a moment by sanity. He looks at Rosomoff, then at the metal arms, then again at Roz, pitifully. With an anguished cry, he loosens the grip on the choking Spider-Man. Ock rushes to the Cadillac, drives off. SIRENS wail in the distance as Roz helps Spider-Man to his feet.

ROZ

I sent for the police. We can explain.

SPIDER-MAN

Explain that some jerk in a mask and costume fought a mad scientist with four tentacles?

ROZ

Right. Let's go.

INT. ROZ'S CAR - NIGHT

Spider-Man opens his window for air as Roz drives the bridge to Manhattan.

ROZ

You're sure you're all right.

SPIDER-MAN

(coughs)

Yeah, just a lung full of New Jersey. Lucky you showed up when you did.

ROZ

Logic. Lot 49 is the closest stockpile of SL 270--

(looks at him)

I do feel foolish talking with a man dressed like a--

SPIDER-MAN

Imagine how I feel.

ROZ

Excuse me if I'm impertinent, but-- how did you become... whatever it is you are?

SPIDER-MAN

The usual. Heredity and environment. What's the deal with Doc Ock?

ROZ

He'll try to finish his experiment.

SPIDER-MAN

And blow up the universe just to prove he's right? Bit egotistical, isn't it?

ROZ

A messianic complex is nothing new to Octavius. In his universe, there's only one mind-- his own. It must be very lonely.

SPIDER-MAN

Forgive me if I don't feel too sympathetic right now.

They drive south to Lower Manhattan on West End Avenue in the rain.

ROZ

I listened to him talk of eternal truth and thought of the Bhagavad Gita, the Indian holy book-- "I am become Shiva, Death-- the destroyer of worlds." Octavius was...

SPIDER-MAN

Bonkers.

ROZ

Loonytunes. And yet...

SPIDER-MAN

Just drop me off here.

EXT. WATERFRONT DISTRICT - NIGHT

The car pulls over near the eerie wharves under the elevated West Side Drive. Spider-Man gets out and leans in the window. The rain has stopped.

ROZ

Do you... live around here?

SPIDER-MAN

No, but I've got this secret identity to worry about. I'll swing the rest of the way.

ROZ

I see. Well, Octavius won't get much further. They'll catch him and... put him away. Sad. He might very well have the truth.

SPIDER-MAN

Phooey on that.

Roz drives off. Spider-Man raises his arms to shoot a web-- it makes PHFFT noise, still out of webbing. He groans disgustedly, heads down a rain-slicked street.

EXT. NEW YORK STREETS - NIGHT

Spider-Man trudges cross town toward home. Quick images of nighttime New York: warehouses; tenements; Chinatown; the Bowery. Spidey walks by a group of gang kids, who laugh and point.

He stops a robbery by tiredly flipping the mugger into a dumpster. He avoids a police car by leaping and clinging to the side of a building. Inside a window he sees a couple kissing passionately. He looks away and drops to the street.

EXT. PETER'S APARTMENT BUILDING - NIGHT

Spider-Man stands on the landing, slaps his thighs for his keys-- nothing.

SPIDER-MAN

(mutters)

I gotta get pockets.

He hops on the wall and climbs upward. Near the roof, he hears the RUMBLE of an MG engine and VOICES below. Harry, Liz, Adele and Flash tumble out of the tiny car and head to the front door.

FLASH

Aww-- we forgot the beer!

ADELE

I'm not sure this is a great idea.

HARRY

(ala Garbo)

Maybe he wants to be alone.

LIZ

Come on. He needs friends now.

Groaning, Spider-Man crawls onto the roof, opens the skylight.

INT. PETER'S HALLWAY - NIGHT

Flash brings up the rear on the stairs. Everyone's puffing from the climb.

FLASH

Is this worth it? He's so damned dull.
And I bet he doesn't have any beery
treats.

Peter answers Liz's knock. In his bathrobe, his face bruised, he looks a mess.

LIZ

Peter! You poor baby, what happened?

INT. PETER'S APARTMENT - NIGHT

Flash claps Peter on the back, pushes past to the kitchen. Peter winces when Liz touches his bruise. She shakes her head and goes to the bathroom medicine chest.

ADELE

What did happen to you?

PETER

It's nothing. Look--

HARRY

You get mugged or something?

PETER

Listen, I do appreciate your concern,
but--

HARRY

I got you a present.

He pulls a colorful can from his jacket pocket-- Peter unscrews the lid and spring-snakes fly out. Peter looks at Harry tiredly.

HARRY

(lamely)

Thought it might cheer you up.

Flash closes the fridge and returns from the kitchen.

FLASH

Let's go somewhere and get ya blotto.

ADELE

I'm sorry about your uncle...

FLASH

Guess Uncle Ben got his rice converted-

-

Flash yoks it up. Liz enters from the bathroom with cotton swabs and a bottle of rubbing alcohol.

LIZ

Flash, get lost.

FLASH

Come on, laughter's the best medicine!

Adele pushes him out the door. Liz looks at Harry, who nods and follows the others into the hallway. Liz eases Peter down onto the mattress. Flash tries to look back inside-- Adele closes the door.

Liz dabs Peter's bruises. His head's on the pillow, her face is close to his. He's totally exhausted.

PETER

I'm sorry about being a jerk this afternoon.

LIZ

Just shut up and close your eyes. This'll hurt.

Eyes shut, he hardly has the energy to wince as she dabs a cut on his temple.

LIZ

May's much better. She'll be out soon.

PETER

Oh, God, I forgot to--

LIZ

Ssh.

(dabs him again)

I always thought she was a strong person. She is-- but not for the reasons I thought.

PETER

(half-asleep)

Strong...

LIZ

Her cleverness, that hard edge-- maybe they're the weakest part of her. The strong part is... what's underneath. The part she was protecting. There's no reason to protect it... I think she's just finding that out now.

Peter's features relax. Liz puts down the bottle of alcohol.

LIZ

Peter?

PETER

(far away)

I'm here...

He's out. Liz sees this and smiles.

LIZ

So am I.

She kisses him tenderly on the lips, then curls beside him on the bed.

EXT. HIGH-TECH CYCLOTRON - NIGHT

Barbed-wire barricades, searchlights and National Guard troops surround a sprawling, futuristic accelerator lab. An OFFICER leans out of a patrol car marked 'SUFFOLK COUNTY POLICE.'

OFFICER

Is there an NYPD Lieutenant here? It's a Professor Rizzo, or Rosta, or--

With an all-night beard, Marotta comes to the car, a Styrofoam cup of coffee in hand, grabs the mike.

MAROTTA

Yeah, Roz.

ROZ (filter)

Any sign of our friend?

MAROTTA

Nope. Maybe he skipped to Rio. Feds got troops surrounding every cyclotron on the continent. Are you absolutely positive that one at E.S.U. is kaput?

INT. ROSOMOFF'S OFFICE - NIGHT

Roz, fully dressed, sits on the desk.

ROZ

You didn't see it, Lieutenant. You'd need a half a dozen men, precise equipment. They'd have to rebuild the transformer from scratch. There were...

His voice trails off-- he realizes Ock's plan. Marotta's voice frantically squeaks through the phone.

MAROTTA (filter)

Roz? Rosomoff? What is it?

ROZ

Precise equipment... such as waldos...

The lights flicker... and the phone RINGS madly, then EXPLODES.

EXT. HIGH TECH CYCLOTRON - NIGHT

A high-pitched WHINE on the radio.

MAROTTA

Roz? What's goin' on?

EXT. NEW YORK SKYLINE - NIGHT

Lighted buildings flash dark in clusters.

INT. PETER'S APARTMENT - NIGHT

Peter sleeps, Liz, fully dressed, asleep beside him. TRACK IN ON PETER; we hear the Ock THROB growing LOUDER and FASTER, CACOPHONY of SCREAMS, EXPLOSIONS, the end of the world. SOUNDS STOP, Peter sits bolt upright in bed. He extricates himself, goes to the window. The lights in his apartment go OUT, as do those throughout the neighborhood.

PETER

Doctor Octopus, I presume.

In the dim light, we see QUICK CUTS of Peter strapping on his web-shooters, loading fresh cartridges, pulling on his gloves, pulling down the Spider-Man mask. Liz half-opens her eyes sleepily.

LIZ

Peter...?

Spider-Man leaps up to the skylight and slips out.

EXT. NEW YORK STREETS - NIGHT

Spider Man's form swings against the night sky through the blacked-out city.

A baseball bat SMASHES a jewelry store window. Three LOOTERS fill their arms with sparkling rings and necklaces.

The leader turns, and catches a red boot in the chin that knocks him end over end. Spider-Man's fists quickly dispatch the other two.

Across the street, three more LOOTERS run out of a pawn shop, carrying an assortment of radios, instruments, cameras, etc.

SPIDER-MAN

There's no time!

He takes a running jump, bounces on a car roof like a trampoline, and tackles two of the looters. On the ground, he shoots a jet of webbing at the third looter's back, then pulls hard and yanks him down.

People of all colors and social strata scramble down fire escapes and into the streets to chase off the looters. Spider-Man clambers up a wall and swings off.

INT. EXPERIMENTAL CHAMBER - NIGHT

Makeshift repairs-- patches of fresh metal plating, jerry-rigged wiring, even repairs made with gaffer's tape. All is still strangely warped. The experiment's already going: BRILLIANT LIGHT from the focusing cone again concentrates on the gram weight, which shivers. Ock stands in the middle of it all, waldos working feverishly at an improvised control board. He's lost in his mad rapture.

INT. CONTROL ROOM - NIGHT

Still showing the effects of the original implosion: the glass wall melted, dials and controls warped and useless. Roz leans against the twisted glass, shielding his eyes from the glare within the chamber.

ROZ

(hoarsely)

My God, Otto, you have to hear me! The world we know will collapse! Everything we have devoted our lives to-- all patterns, all harmonies-- will be destroyed!

OCK

Truth. Truth alone exists. Truth must be released...

ROZ

You have no right! This is cosmic suicide!

In desperation, Roz climbs through the melted glass into the chamber, grabbing a waldo and trying to pull it from a huge rheostat. Ock, watching the gram weight, pays no attention to Roz's futile struggle. The arm, moving to another part of the room, swats Roz aside and knocks him to the floor.

ON THE GRAM WEIGHT

The tiny cylinder rises very slowly from the scale, the THROB rises in pitch. Suddenly, the weight "falls upward," accelerating toward the ceiling as if dropped.

Spider-Man's hand catches the gram weight. He's clinging to the ceiling.

SPIDER-MAN

Hey, Doc-- you dropped something.

Spider-Man leaps onto Octavius and kicks him in the chest, knocking him backward, into a pile of acetylene tanks and torches. Roz gets to his feet.

ROZ

Spider-Man, be careful! He's quite mad.

SPIDER-MAN

I'm not so happy myself.

Without warning, a waldo springs out and wallops Spider-Man in the head. The blow sends him flying, knocks him up against the focusing cone. He falls on the floor in a heap-- unconscious.

The BLUE-WHITE BEAM focuses on the floor. Roz runs for the cone and tries to right it, but a waldo grabs him by the collar and flings him away.

Ock smiles and cranks up the power. The PULSE ripples through the tiles, sends them falling to the ceiling. The cement floor beneath begins to glow.

EXT. NEW YORK STREETS - NIGHT

SIRENS in the distance; running; shadowy figures. The beam of a flashlight in Liz's hand cuts through the darkness: she, Harry and Adele hurry through the streets.

HARRY

(sleepily)

This is a great way to get killed.

ADELE

New York is a big place, Liz.

LIZ

He was hurt-- he might be delirious or something. We have to find--

(beat)

Listen!

She hears the faint THROB, runs up the street to locate it.

EXT. SCIENCE CENTER - NIGHT

Light spills from the torn-open front door, the only illumination in the area. The PULSE spreads through the sidewalk, the cement paving ripples and THROBS. Liz runs toward the building-- Adele grabs her.

ADELE

Uh, Liz, I don't think--

Liz breaks away from Adele and dashes up the steps. Adele hurries after her-- a crevice opens as the building's steps crumble. Harry pulls Adele away.

INT. SCIENCE CENTER MAIN FLOOR - NIGHT

The building CREAKS, hunks of ceiling fall downward. Liz runs upstairs to a corridor with many doors.

LIZ

Peter! Peter, where are you?!

A crack opens in the corridor's floor beneath Liz. She leaps out of the way, twists open the knob of a door marked "Biology Lab," gets in just as a hole opens in the floor where she'd been standing.

EXT. SCIENCE CENTER - NIGHT

Adele and Harry back away as the structure shakes and RUMBLES, the brick walls slowly sliding upward, the concrete foundation rising into view. The sidewalk buckles, trees uproot and fall over.

INT. EXPERIMENTAL CHAMBER - NIGHT

The room vibrates. Roz drags the unconscious Spider-Man toward the control room. The PULSE envelops the entire floor, the light casts eerie shadows upward on Ock's face.

EXT. SCIENCE CENTER - NIGHT

The building pulls free from the ground. Adele, Harry and others in the area take cover as water mains burst, spewing fountains.

INT. BIOLOGY LAB - NIGHT

Liz steadies herself as chairs and tables slide from one end of the room to the other. A cageful of white mice tumbles to the floor and snaps open, the mice scurry in panic.

EXT. SCIENCE CENTER - NIGHT

Heavy electrical cables stretch upward to the rising building, then snap in showers of sparks. The Science Center rises further, now airborne-- the electrical cables point upward, shooting arcs of power directly at the building.

ANGLE UP

as the Science Center hovers above the surrounding buildings like a brick spaceship.

INT. BIOLOGY LAB - NIGHT

Liz clutches a window sill, looking out-- and down.

HER POV-- RISING

The E.S.U. neighborhood recedes, hundreds of feet below. Dawn begins to show in the distance, silhouetting Manhattan.

EXT. SUBSTATIONS - DAWN

In rapid succession, power stations around the city EXPLODE and shoot rivers of electricity toward the building ascending in the distance.

EXT. NEW YORK SKYLINE - DAWN

Twisting, rope-like beams crack through the sky, ripping holes through skyscrapers in their path.

The bolts of power shoot at the concrete foundation--

INT. EXPERIMENTAL CHAMBER - DAWN

--and rip gaping holes through the walls and floor, directly to the whining cyclotron transformer, which pulses and THROBS. Curling arcs of power dance crazily around Ock. He watches in ecstasy, his waldos twitch and curl in pleasure.

INT. CONTROL ROOM - DAWN

The twisted banks of electronics BURST. Roz shakes Spider-Man.

ROZ

Get up! The second phase!

EXT. NEW YORK- DAY

An energy cyclone erupts and whirls beneath the rising structure, sucking objects from the street: tins cans-- bus benches-- trees-- newsstands-- parked cars. All swirl in the inverted funnel growing beneath the building.

INT. EXPERIMENTAL CHAMBER - DAY

Spider-Man leaps around the energy streams to catch Ock's attention. Intensely absorbed in the experiment's progress, he reacts slowly. His waldos probe toward Spider-Man, who dances and whirls away from their grasp.

Roz makes his way toward Ock's control board.

Spider-Man hurls an acetylene tank at Ock, who deflects it-- an energy bolt hits it and the tank EXPLODES, tearing a door-sized hole in the floor behind Spider-Man. Roz, at the controls, nods to Spider-Man.

SPIDER-MAN

Come and get me, squid-breath

OCK

You annoy me!

Ock lunges for him, but Spider-Man jumps down through the hole in the floor. Ock falls after him.

EXT. SCIENCE CENTER - DAY

Looking up from the bottom of the building: arcs of energy crackle through the cloud cover and shoot into the basement. Falling, Ock thrusts a steel tentacle through the concrete as an anchor, and vaults arm over arm after Spider-Man.

Spider-Man scrambles around the edge of the foundation--

--and onto the front facade. A waldo clamps around his ankle and tugs violently. Spider-Man resists, pulls against it, but a second waldo clutches his arm and peels him completely off the wall.

The two waldos shake and whip him around like a rag doll.

SPIDER-MAN'S POV:

The sun and the horizon swirl crazily, Manhattan far below through a gap in the clouds.

Ock smiles. The waldos release Spider-Man-- he falls-- but immediately shoots a jet of webbing onto a metal tentacle. The sudden weight causes Ock to waver precariously. Spider-Man shoots another web and swings up to the front facade.

INT. EXPERIMENTAL CHAMBER - DAY

Roz, in a sweat, throws the rheostat-- an ear-splitting SCREECH--

EXT. SCIENCE CENTER - DAY

Several of the energy streams dissipate. The building halts its ascent, then lurches. Its facade tilts toward the horizontal. Ock's arms thrust into brick to hold on. Spider-Man clings flat against a glass doorway. The horizon reels drunkenly around them. Spider-Man hangs on by his fingertips; waldo-fists slam into his hands, shattering the glass.

INT. BIOLOGY LAB - DAY

Liz hurtles across the slanted room, furniture and laboratory equipment crash toward her as she crawls up the floor toward a wall of windows. A case of formaldehyde-filled bottles SMASHES inches from her head, spilling grisly preserved specimens. She suppresses a scream, keeping her wits about her.

EXT. SCIENCE CENTER -DAY

The building hovers and pitches unstably in mid-air.

Spidey rips loose a drainpipe to defend himself against Ock's arms: a bizarre sword duel ensues, a ten-foot pipe vs. four metal tentacles.

The building pitches violently in the opposite direction.

INT. BIOLOGY LAB - DAY

Everything that's not tied down falls across the room and SMASHES past Liz through the windows, which now face down on New York-- a mile below.

EXT. SCIENCE CENTER -DAY

The building spins, debris spills out the window.

Ock lands a hard blow to Spider-Man's jaw. Stunned, Spidey hugs the wall.

Ock claws his way across the brick surface to finish him off.

Behind Ock, Liz tumbles through an open window, clutching at Venetian blinds. She releases a pent-up SCREAM of terror, dangling a mile above ground.

SPIDER-MAN

Liz!

He seizes the offensive, swings at Ock with the drainpipe.

The building reels, vertical walls nearly upright.

Spidey heaves the drainpipe like a javelin, hitting Ock in the belly. The pipe hurtles downward. Double-jets of webbing shoot out to cover Ock's livid face.

Spider-Man swings around Ock toward Liz, shoots webbing to secure her to the face of the building.

Spider-Man dodges and ducks the flailing waldos, weaving a web to bind them to the wall. More and more web-fluid-- the net draws tighter.

SPIDER-MAN

You could use a nice, long rest.

At last near enough to Ock's body, Spidey clips him with a quick blow-- he's out. Spider-Man scrambles to Liz and pulls her inside.

INT. EXPERIMENTAL CHAMBER - DAY

Roz runs from one bank of controls to another. Spider-Man and Liz enter from the control room.

ROZ

What's she doing here?

LIZ

This building is flying. I'm in a flying building..

SPIDER-MAN

Professor, you ever fly one of these things before?

ROZ

Sure, in the war. Pull those cables--

Spider-Man runs across to the transformer, now glowing less brightly. He pulls a thick electrical cable-- the cyclotron GROANS, the PULSE diminishes further. Spider-Man grabs another cable.

ROZ

One at a time! We'll drop like a bomb!

Spider-Man lets go as if it were red-hot.

EXT. SCIENCE CENTER -- DAY

Some energy streams sputter into nothingness. The building gently descends toward the clouds below.

INT. EXPERIMENTAL CHAMBER - DAY

Liz watches as Spider-Man and Roz work together.

LIZ

I'm in a goddamn flying building..

The PULSE in the floor "unspreads" toward the focusing cone.

Liz's earrings flutter-- the fly off her ears, sailing to the curved wall of the cyclotron. Other metal objects-- pliers, a welder's torch, etc.-- join them there.

ROZ

Magnetism-- phase one. We're returning to normal.

Ock's waldos ERUPT through the floor. Seething, he pulls himself into the room, loose strands of webbing hanging from his face and arms.

SPIDER-MAN

(exasperated)

Oh, come on!

All four waldos surge out at Spider-Man. He barely leaps away, a waldo lashes after him and pulls loose another electrical cable--

- ◆ the room pitches
- ◆ Liz and Roz fall to the floor, she pulls Roz away from the glow.
- ◆ Spider-Man leaps to the ceiling above the cyclotron. Ock strikes out-- the magnetism sucks an arm against the accelerator tube and holds it fast.
- ◆ The Pulse shrinks further to an area below the focusing cone.
- ◆ Ock's remaining arms strike madly at Spider-Man, Roz, everything.
- ◆ A waldo crosses the beam of power from the focusing cone-- concentric rings of energy shoot down the length of the arm-- the waldo BURSTS APART, scattering wire and metal.
- ◆ Ock YOWLS in pain, a two-foot remnant of a waldo flops limply at his torso.
- ◆ Spider-Man leaps to the ceiling above the focusing cone.

SPIDER-MAN

Up here, Docky Ocky!

ROZ

(desperately)

No, no! Not there!

- ◆ Ock's remaining two waldo arms thrust madly at Spider-Man-- he springs away.
- ◆ The waldos SMASH the cone.
- ◆ Unearthly SOUNDS.
- ◆ The fibrous BLUE WHITE BEAM envelops Doc Ock's entire body.
- ◆ A dark, completely alien slit opens in space where the focusing cone had been.
- ◆ The widening gap draws Ock into its weird Beyond. He reaches toward it with his human hands.
- ◆ Liz & Spider-Man struggle to resist the gap's pull. Roz watches in horror as--
- ◆ Ock's body warps, twists inside itself. He HOWLS-- agony, pleasure, enlightenment, death.
- ◆ The gap implodes Doc Ock's body and...
- ◆ disappears, closing and sucking the last of the energy and PULSE into it.

Eerie silence, except for the growing WHISTLE of air.

ROZ

(hushed)

He found his truth.

LIZ

We're falling...

SPIDER-MAN

Okay, I blew it-- let's move!

EXT. SCIENCE CENTER- DAY

The energy has completely disappeared. The building plummets into the clouds.

INT. SCIENCE CENTER HALLWAY - DAY

Spider-Man and Roz help Liz toward the staircase. The WIND WHISTLES louder as gravity accelerates the plunge.

EXT. SKYLINE - DAY

The Science Center falls out of the clouds toward Central Park.

INT. STAIRCASE - DAY

Pitching and rolling, Spider-Man, Roz and Liz move weightlessly up to the emergency exit.

EXT. SCIENCE CENTER - DAY

The door swings open in the hurricane wind. Fire extinguishers and other objects are sucked past the trio, they leap away from the building--

SPIDER-MAN
Hold tight, kids!

EXT. CENTRAL PARK - DAY

Central Park accelerates toward them as they plunge to earth.

The Science Center disintegrates on impact with Central Park Lake.

EXT. SKY - DAY

Falling, with Liz hanging onto his neck, Roz under one arm, Spider-Man shoots webbing downward--

EXT. CLEOPATRA'S NEEDLE - DAY

◆ to the top of the obelisk--

◆ and swings gracefully down in a spiral around the monument.

He touches ground, sets Roz and Liz on their feet. They look around them:

EXT. CENTRAL PARK - DAY

A hailstorm of debris-- papers, books, bottles, bricks. The lake's surface churns and calms.

EXT. CLEOPATRA'S NEEDLE - DAY

The trio stands for a moment, stunned. Liz's knees buckle as she faints. Spider-man catches her.

SPIDER-MAN

I can handle it.

He hefts her into his arms and walks off into the gathering crowd.

INT. LECTURE HALL CORRIDOR - DAY

Norb and Chip leans against the wall, hanging out. They read a copy of the Times. The bold headline: "SCIENTISTS EXPLAIN TORNADO/ EARTHQUAKE/ELECTRICAL STORM." Flash swaggers up, swacks their Times with a copy of the Bugle.

FLASH

Use that to wrap fish. I got the real story.

He shows them the tacky Bugle headline: "SPIDER-MAN SAVES UNIVERSE." Chip and Norb break up laughing. Students pour out of a classroom behind them.

FLASH

Hey! This is the truth! Look, Doc Ock had this, uh, experiment thing, and the Science Center crashed into Central Park, and--

He spots Peter and Harry, holds up the Bugle.

FLASH

Parker, Osborn--true, am I right?

PETER
(bemused)
Oh, of course.

HARRY
I was there.

FLASH
See?

HARRY
(wild-eyed)
Or was it all a dream?

Peter and Harry laugh and head out the door.

EXT. LECTURE HALL - DAY

They walk out and past the boarded-off pit that was the Science Center.

HARRY
Oh, I need your notes from the classes I missed.

PETER
Well, I've missed a lot of classes myself...

HARRY
Oh. Well, hang in there, amigo.

He crosses away. Roz catches up to Peter from the lecture hall.

ROZ
Peter-- I'm so very proud of you. I must apologize for doubting that you could do it.

Peter eyes him, wondering what he knows. Roz eyes him back.

ROZ
The paper, my boy. A solid B-plus.

PETER
Oh. Yeah. Thanks.

ROZ

If you really apply yourself, you'll
get an A next time.

Roz smiles wisely. Peter watches him walk off.

PETER

Next time..

The idea of doing it all again makes Peter whistle lowly.
He sees someone across the street.

EXT. WASHINGTON SQUARE PARK - DAY

Smiling, Peter runs up to Liz.

PETER

Hello, Liz.

LIZ

Hello. So very boring. Peter Parker,
how do you feel about me this morning?

PETER

I... I like you. A lot.

LIZ

Hm. Well, I like you, too. I like
your aunt. I like your shoelaces. I
like--

He holds a fingertip to her lips.

PETER

Hold it. Can we stop being clever,
just for a moment?

LIZ

Why?

He kisses her. She looks at him bittersweetly.

LIZ

This may be the end of a beautiful
friendship, you know.

PETER

Nah.

She kisses him back. They walk off into the park, holding hands... and we

FADE OUT.