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NOW ON SALE TWICE A MONTH!

the AMAZING SPIDER-MAN®

FROM CHICAGO COMES THE CHAMELEON!™

McFARLANE

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DAVID MICHELINIE WRITER | TODD McFARLANE ARTIST | RICK PARKER LETTERING | BOB SHAREN COLORIST | JIM SALICRUP EDITOR | TOM DeFALCO EDITOR IN CHIEF

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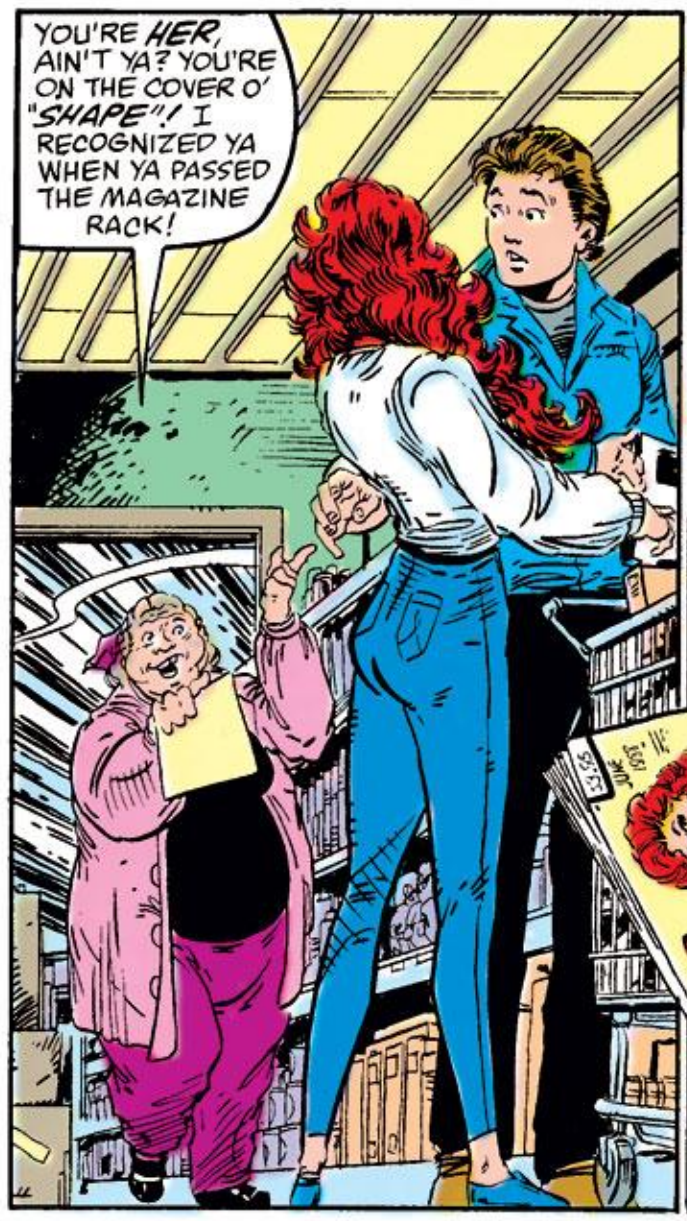
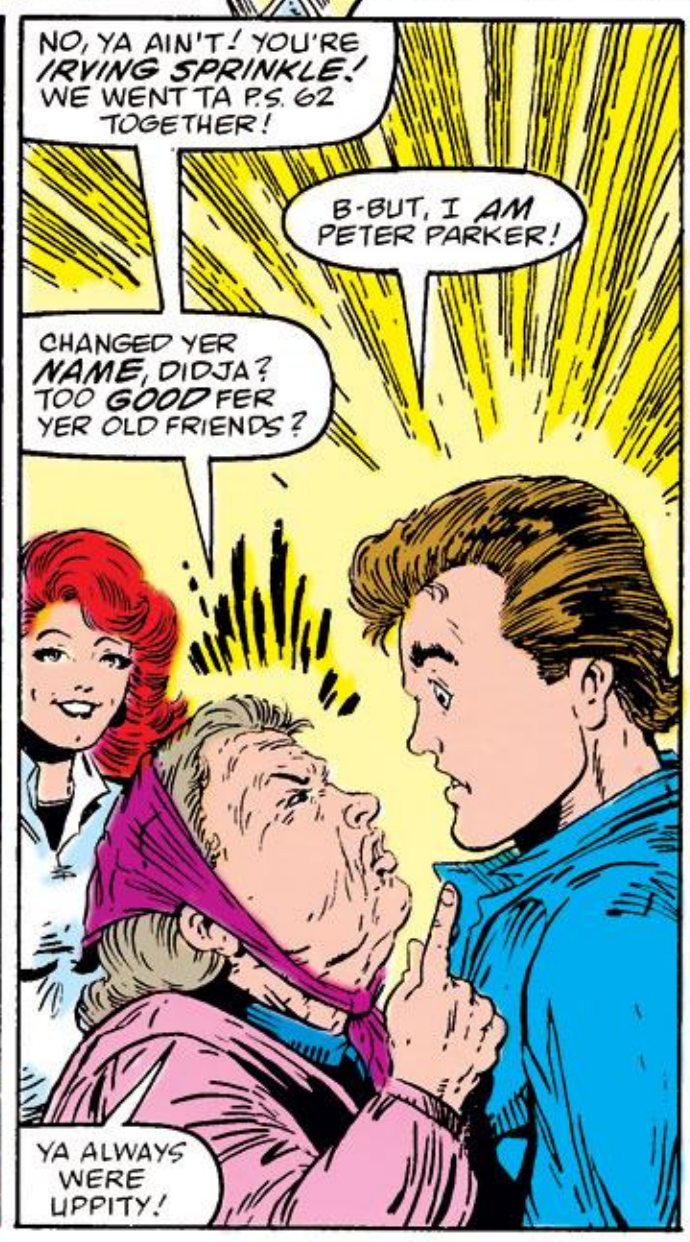
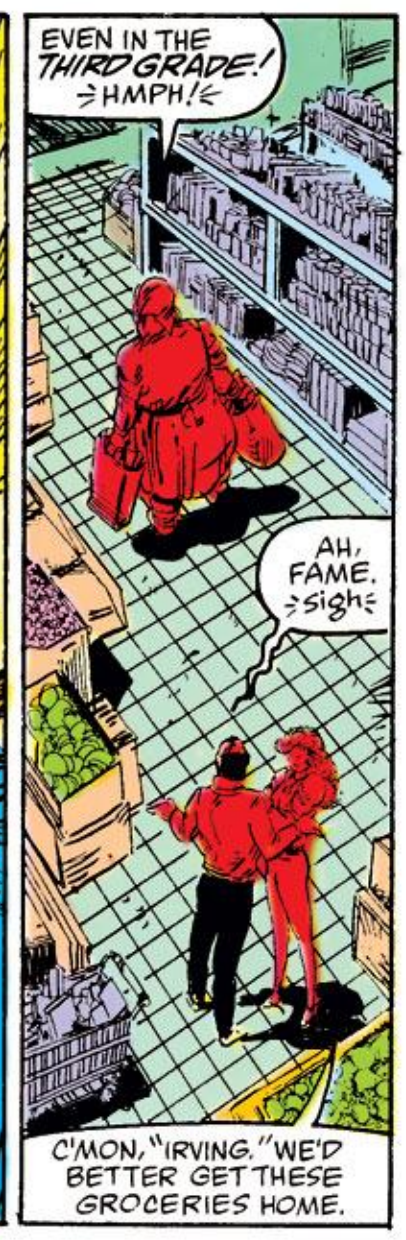

YOU'RE HER, AIN'T YA? YOU'RE ON THE COVER O' "SHAPE"! I RECOGNIZED YA WHEN YA PASSED THE MAGAZINE RACK!

COULDJA GIMME YER AUTOGRAPH, HONEY? OTHERWISE, THE KIDS'LL NEVER BELIEVE I MET A HONEST-TA-GOSH MODEL IN THE VEGIE AISLE AT GRISTEDE'S!
SHAPE
MY PLEASURE.

SAY, YOU LOOK KINDA FAMILIAR, TOO.
OH, REALLY?

WELL, PERHAPS YOU CAUGHT ME ON THE TONIGHT SHOW LAST WEEK. OR MAYBE SAW MY PICTURE ON THE BACK COVER OF "WEBS," THE BOOK OF SPIDER-MAN PHOTOS I TOOK. I'M ≥AHEM≤--
--PETER PARKER!


NO, YA AIN'T! YOU'RE IRVING SPRINKLE! WE WENT TA P.S. 62 TOGETHER!
B-BUT, I AM PETER PARKER!
CHANGED YER NAME, DIDJA? TOO GOOD FER YER OLD FRIENDS?
YA ALWAYS WERE UPPITY!


EVEN IN THE THIRD GRADE! ≥HMPH!≤
AH, FAME. ≥sigh≤
C'MON, "IRVING." WE'D BETTER GET THESE GROCERIES HOME.

HOME.
THE BEDFORD TOWERS CONDOMINIUM RESIDENCE ON MANHATTAN'S UPPER WEST SIDE.

WHERE...
BETTER PUT THE SODAS IN THE FRIDGE, PETE. WE WANT THEM TO GET COLD BY--
BIM-BONG
AHA! MARTY GOT THE DOORBELL FIXED! I'LL GET IT.

HI, JONATHON!
JONATHON CAESAR? AGAIN?! SHEESH! BEING NEIGHBORLY IS ONE THING--

--BUT THAT GUY'S OVER HERE MORE THAN I AM!

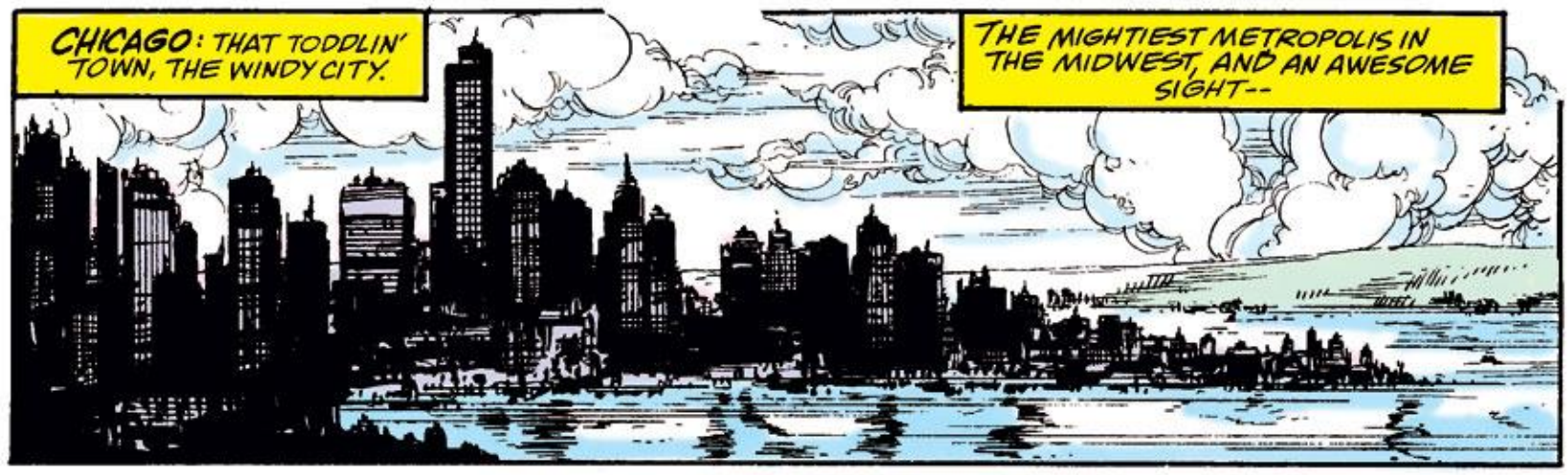
WHAT'S UP?
I JUST WONDERED IF I COULD DO ANYTHING FOR YOU WHILE PETER WAS IN CHICAGO AT THAT BOOK SIGNING.

HE DOESN'T LEAVE TILL TONIGHT-- REDEYE EXPRESS-- BUT I'LL LET YOU KNOW.
ANYTHING, MY DEAR. ANYTHING AT AL--

--EH?!
DARN! SPOTTED ME!
ER, TELL ME, MARY JANE, HOW... TALL IS PETER, ANYWAY?

FIVE-FOOT-TEN. WHY?
OH, NOTHING. GOOD DAY.

YOU WERE LISTENING, WEREN'T YOU? YOU'RE JEALOUS!
DON'T BE SILLY, THERE ISN'T A JEALOUS BONE IN MY BODY!
QUISH
UH, MAYBE A LITTLE ONE IN MY RIGHT HAND?
>HEH<
" REALLY, TIGER, YOU SHOULD KNOW BY NOW THAT YOU'RE TOPS IN MY BOOK.
" I MEAN, I DON'T GO AROUND MARRYING EVERY TOM, DICK, AND CORBEN, Y'KNOW!
TAK
" SO FORGET ABOUT JONNY CAESAR. I PROMISE...
WHRRRRR
VOGUE
" ...HE'S NOTHING TO WORRY ABOUT!"


CHICAGO: THAT TODDLIN' TOWN, THE WINDY CITY.
THE MIGHTIEST METROPOLIS IN THE MIDWEST, AND AN AWESOME SIGHT--

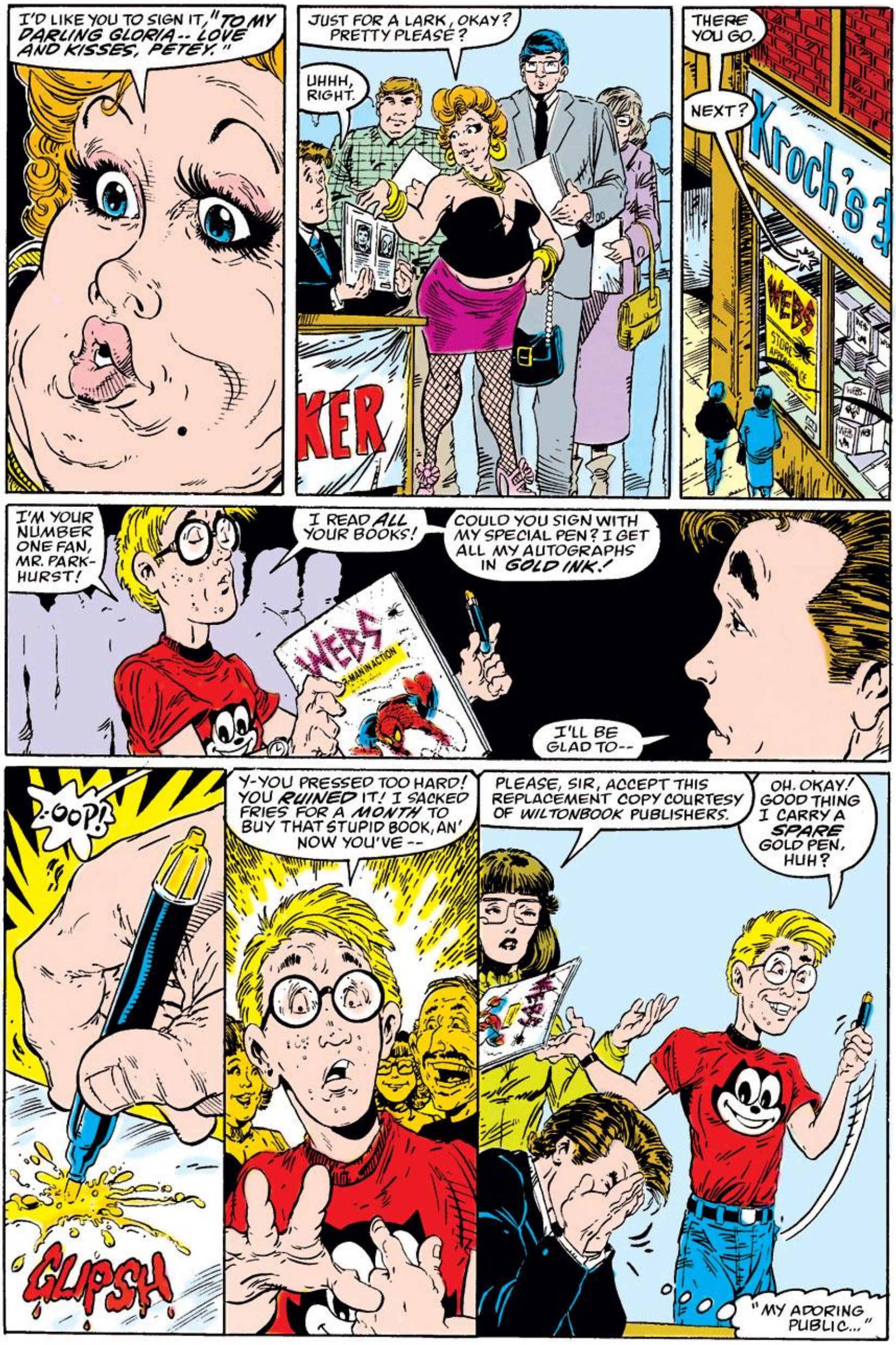
--FROM ANY ANGLE!
WOW!

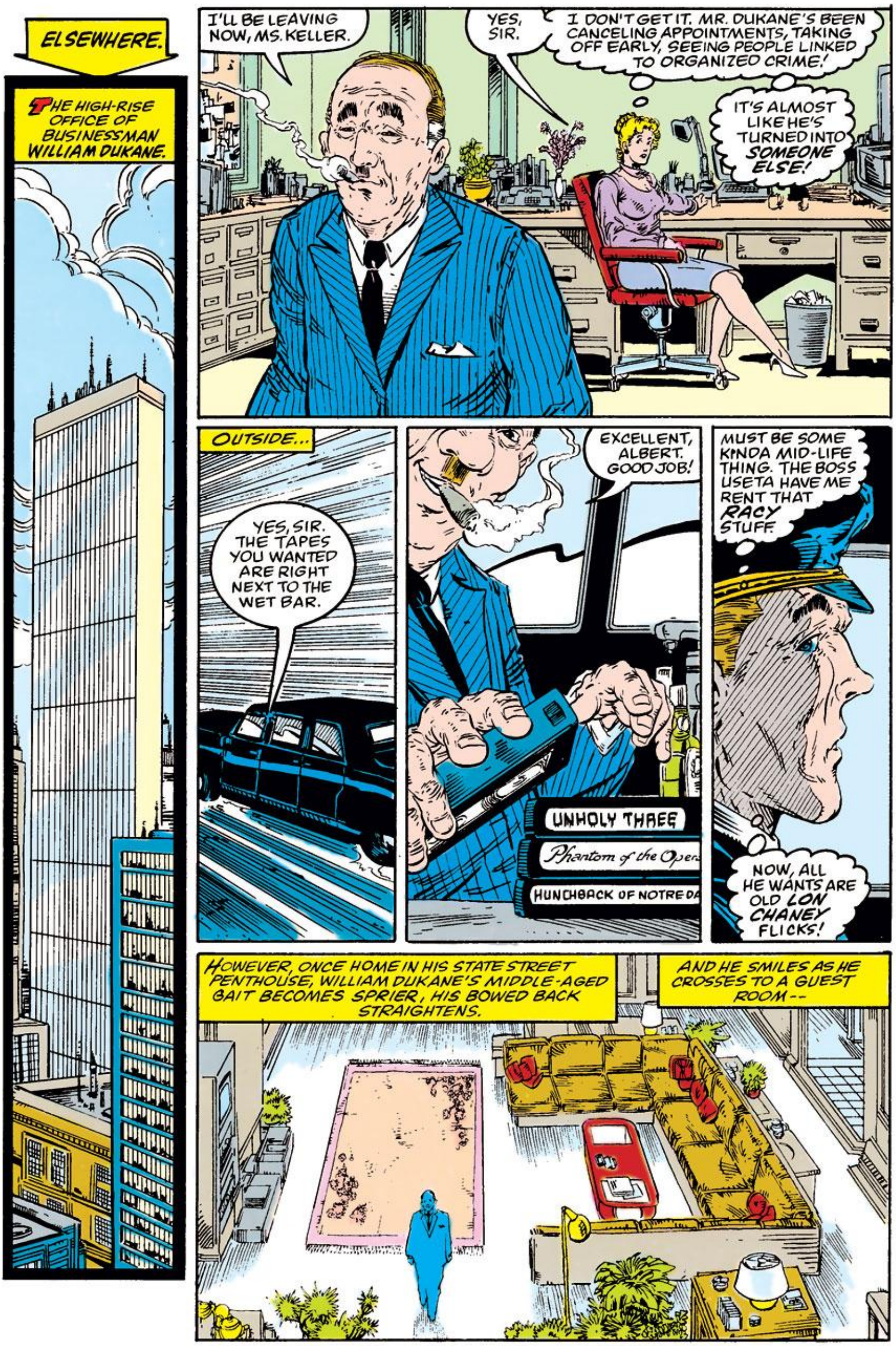
THOSE WERE MY SENTIMENTS WHEN I FIRST CAME TO THE SEARS TOWER, TOO, PETER. IT'S THE WORLD'S TALLEST BUILDING, AND THIS SKY-DECK IS 103 STORIES UP!
SOME VIEW!

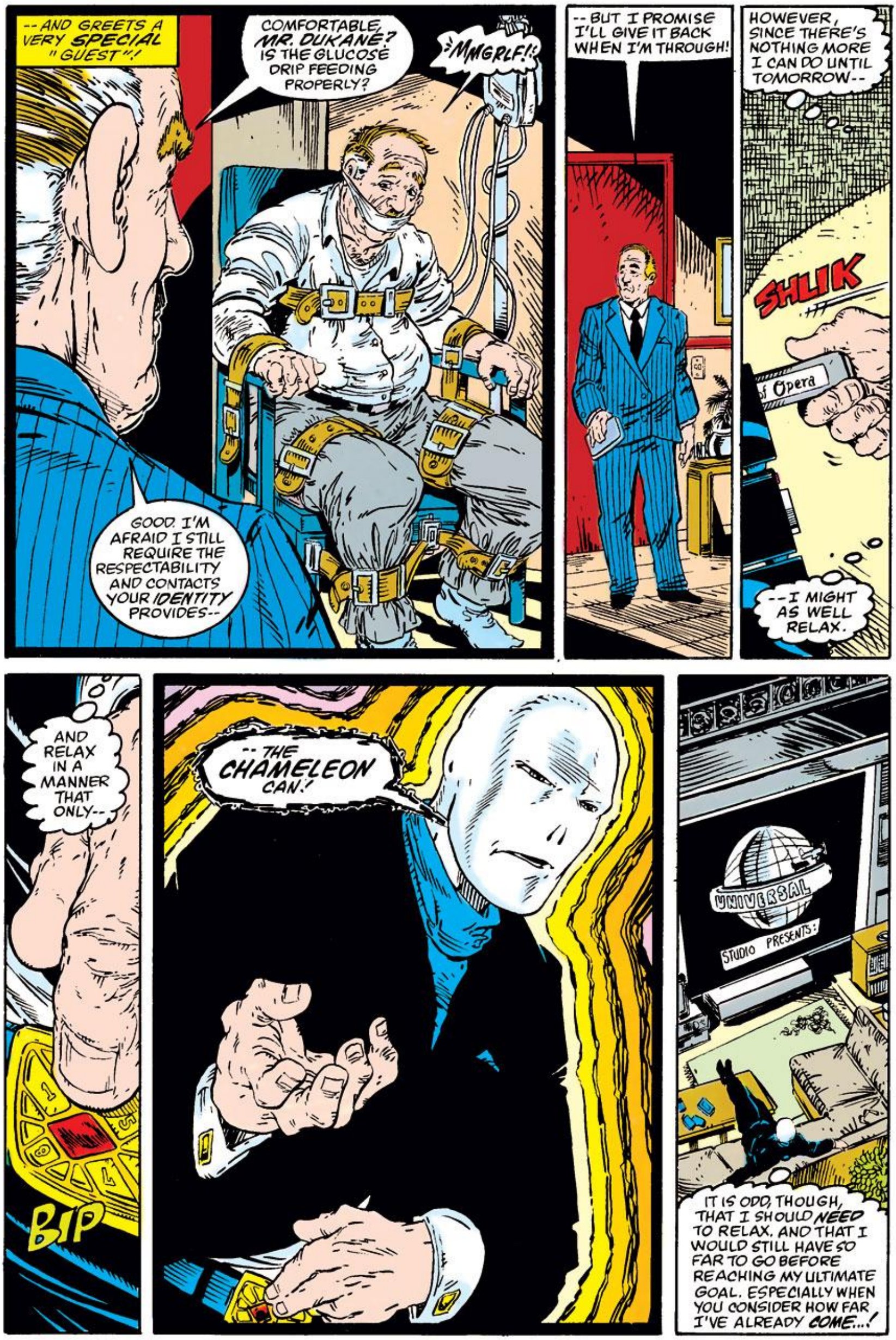
I'M GLAD YOUR PUBLICITY FIRM WAS ABLE TO FIND TIME IN MY SCHEDUCE FOR A LITTLE SIGHT-SEEING, GINNY.
OUR PLEASURE.
WE DO HAVE SOMETHING TO CELEBRATE. AFTER ALL--

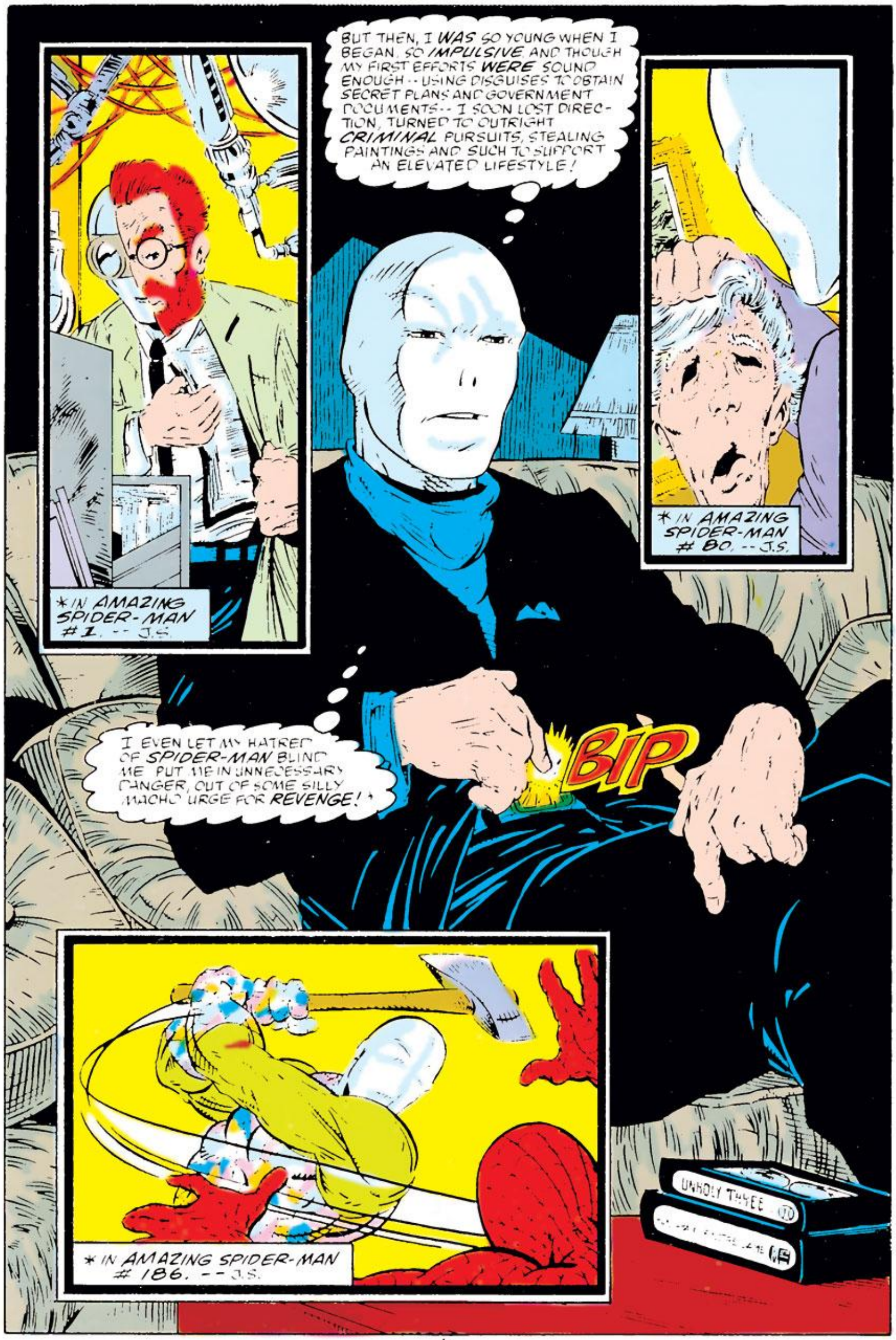
"-- GETTING YOUR BOOK INTO THE DISPLAY WINDOW AT KROCH'S & BRENTANO'S WAS QUITE A COUP!"
READY FOR THE FOLLOW-UP BOOK-SIGNING?

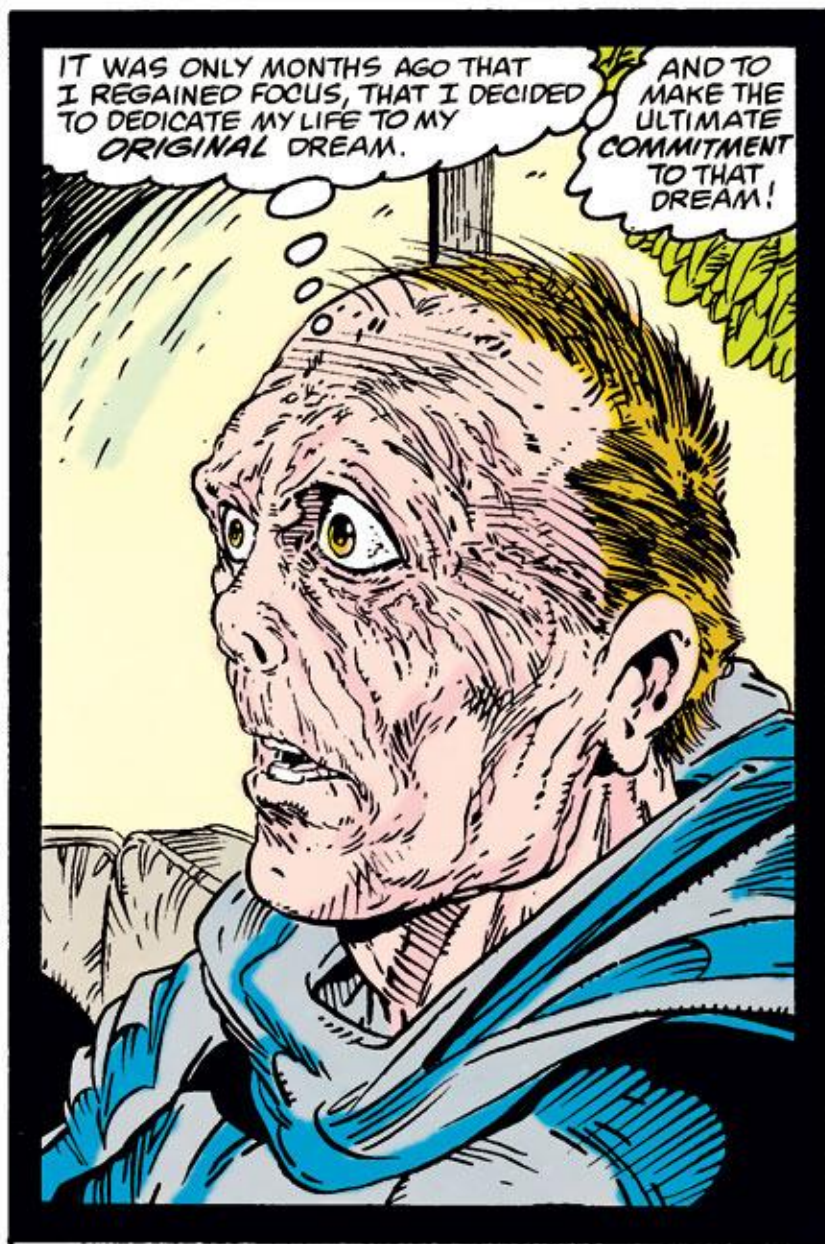
LEAD ON, MS. EDWARDS! I'M ALWAYS READY TO MEET MY ADORING PUBLIC!

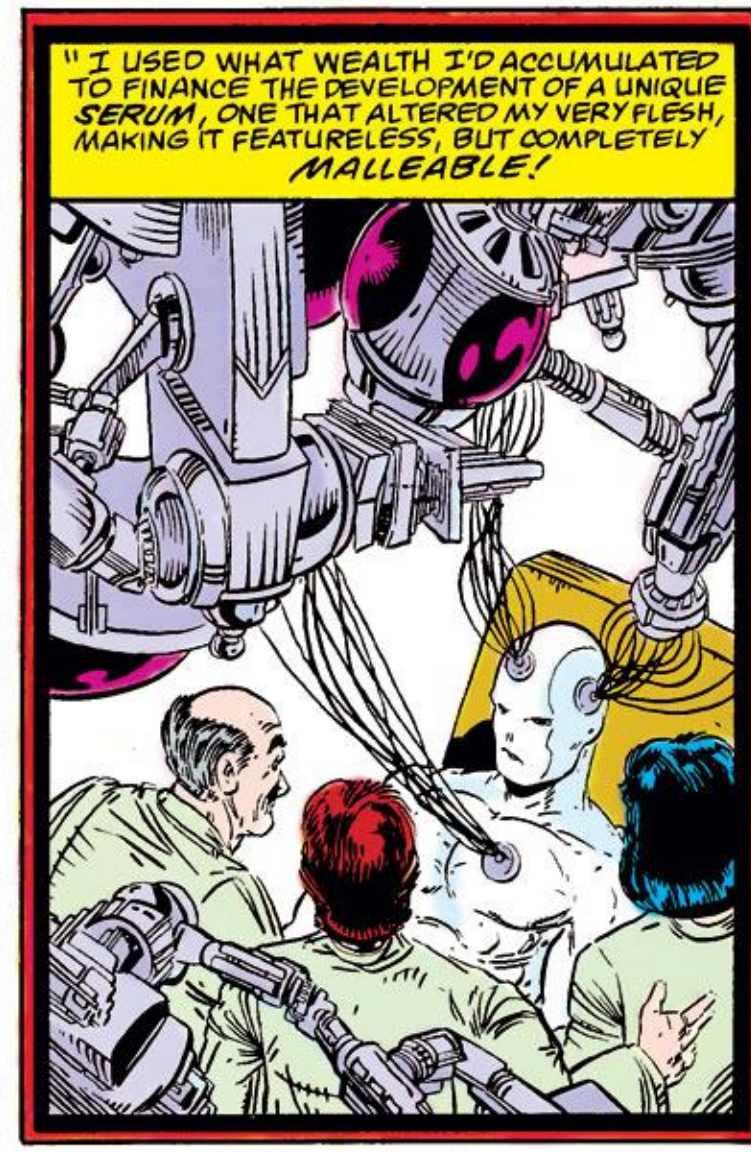

I'D LIKE YOU TO SIGN IT, "TO MY DARLING GLORIA-- LOVE AND KISSES, PETEY."
JUST FOR A LARK, OKAY? PRETTY PLEASE?
UHHH, RIGHT.
KER
THERE YOU GO.
NEXT?
Kroch's
WEBS
STORE APPEARANCE
I'M YOUR NUMBER ONE FAN, MR. PARKHURST!
I READ ALL YOUR BOOKS!
COULD YOU SIGN WITH MY SPECIAL PEN? I GET ALL MY AUTOGRAPHS IN GOLD INK!
WEBS
SPIDER-MAN IN ACTION
I'LL BE GLAD TO--
-OOP!
GLIPSH
Y-YOU PRESSED TOO HARD! YOU RUINED IT! I SACKED FRIES FOR A MONTH TO BUY THAT STUPID BOOK, AN' NOW YOU'VE --
PLEASE, SIR, ACCEPT THIS REPLACEMENT COPY COURTESY OF WILTONBOOK PUBLISHERS.
OH. OKAY! GOOD THING I CARRY A SPARE GOLD PEN, HUH?
"MY ADORING PUBLIC..."

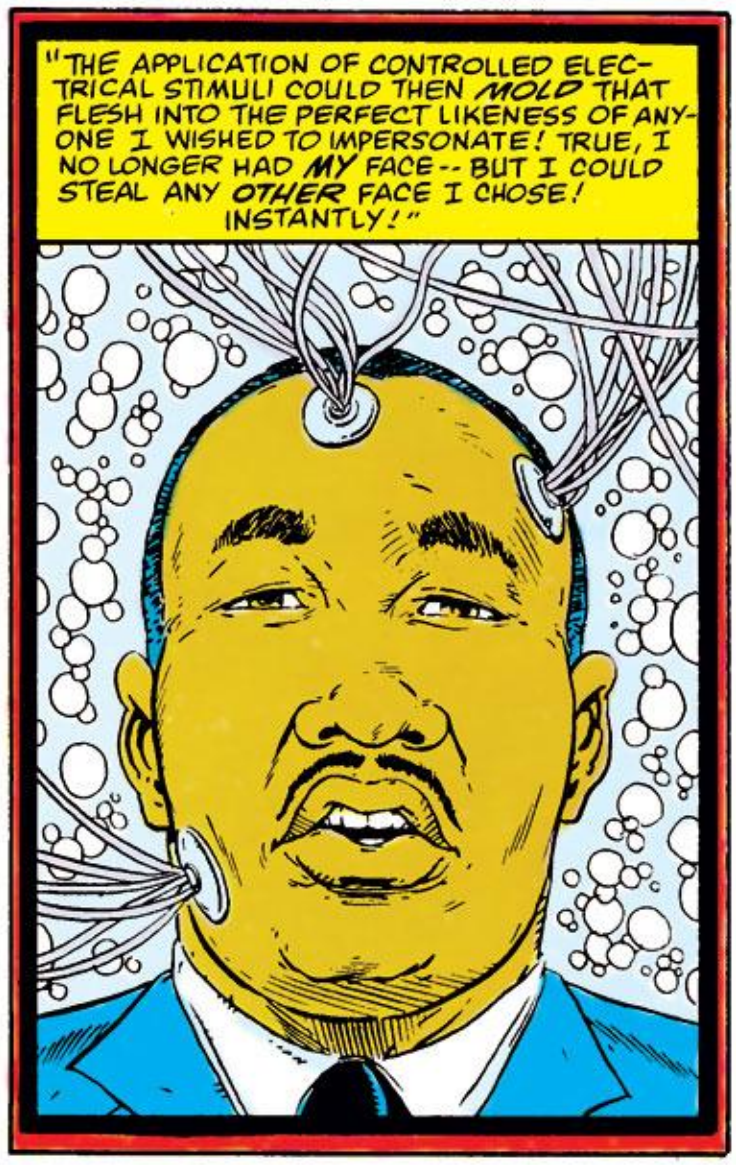

ELSEWHERE.
THE HIGH-RISE OFFICE OF BUSINESSMAN WILLIAM DUKANE.
I'LL BE LEAVING NOW, MS. KELLER.
YES, SIR.
I DON'T GET IT. MR. DUKANE'S BEEN CANCELING APPOINTMENTS, TAKING OFF EARLY, SEEING PEOPLE LINKED TO ORGANIZED CRIME!
IT'S ALMOST LIKE HE'S TURNED INTO SOMEONE ELSE!
OUTSIDE...
YES, SIR. THE TAPES YOU WANTED ARE RIGHT NEXT TO THE WET BAR.
EXCELLENT, ALBERT. GOOD JOB!
UNHOLY THREE
Phantom of the Oper
HUNCHBACK OF NOTRE DA
MUST BE SOME KINDA MID-LIFE THING. THE BOSS USETA HAVE ME RENT THAT RACY STUFF.
NOW, ALL HE WANTS ARE OLD LON CHANEY FLICKS!
HOWEVER, ONCE HOME IN HIS STATE STREET PENTHOUSE, WILLIAM DUKANE'S MIDDLE-AGED GAIT BECOMES SPRIER, HIS BOWED BACK STRAIGHTENS.
AND HE SMILES AS HE CROSSES TO A GUEST ROOM--


-- AND GREETS A VERY SPECIAL "GUEST"!
COMFORTABLE, MR. DUKANE? IS THE GLUCOSE DRIP FEEDING PROPERLY?
MMGRLF!
GOOD. I'M AFRAID I STILL REQUIRE THE RESPECTABILITY AND CONTACTS YOUR IDENTITY PROVIDES--
-- BUT I PROMISE I'LL GIVE IT BACK WHEN I'M THROUGH!
HOWEVER, SINCE THERE'S NOTHING MORE I CAN DO UNTIL TOMORROW--
SHLIK
of Opera
--I MIGHT AS WELL RELAX.
AND RELAX IN A MANNER THAT ONLY--
BIP
-- THE CHAMELEON CAN!
UNIVERSAL
STUDIO PRESENTS:
IT IS ODD, THOUGH, THAT I SHOULD NEED TO RELAX, AND THAT I WOULD STILL HAVE SO FAR TO GO BEFORE REACHING MY ULTIMATE GOAL. ESPECIALLY WHEN YOU CONSIDER HOW FAR I'VE ALREADY COME...!

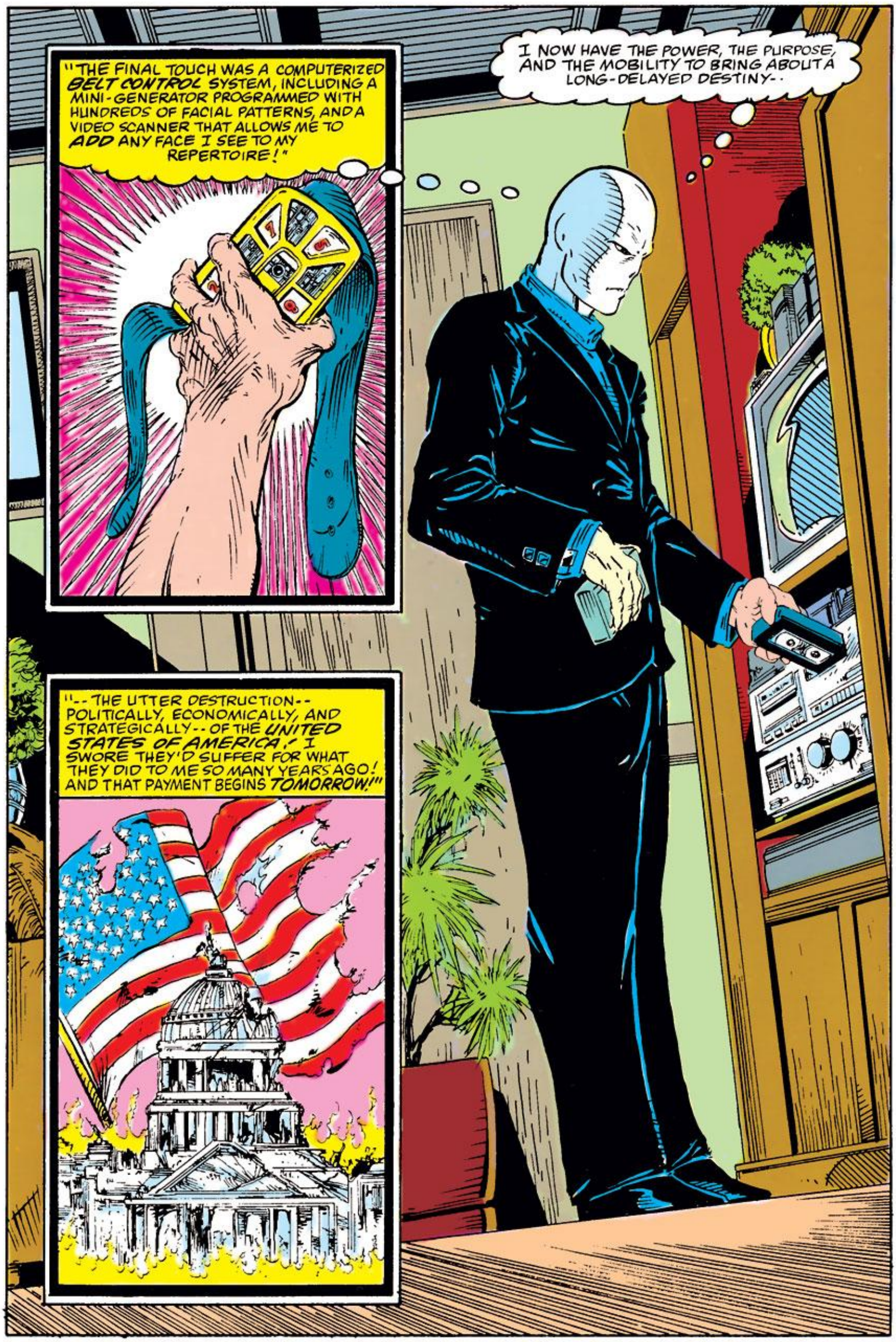

BUT THEN, I WAS SO YOUNG WHEN I BEGAN, SO IMPULSIVE AND THOUGH MY FIRST EFFORTS WERE SOUND ENOUGH -- USING DISGUISES TO OBTAIN SECRET PLANS AND GOVERNMENT DOCUMENTS -- I SOON LOST DIRECTION, TURNED TO OUTRIGHT CRIMINAL PURSUITS, STEALING PAINTINGS AND SUCH TO SUPPORT AN ELEVATED LIFESTYLE!
*IN AMAZING SPIDER-MAN #1. -- J.S.
*IN AMAZING SPIDER-MAN #80. -- J.S.
I EVEN LET MY HATRED OF SPIDER-MAN BLIND ME, PUT ME IN UNNECESSARY DANGER, OUT OF SOME SILLY MACHO URGE FOR REVENGE!*
BIP
* IN AMAZING SPIDER-MAN #186. -- J.S.
UNHOLY THREE

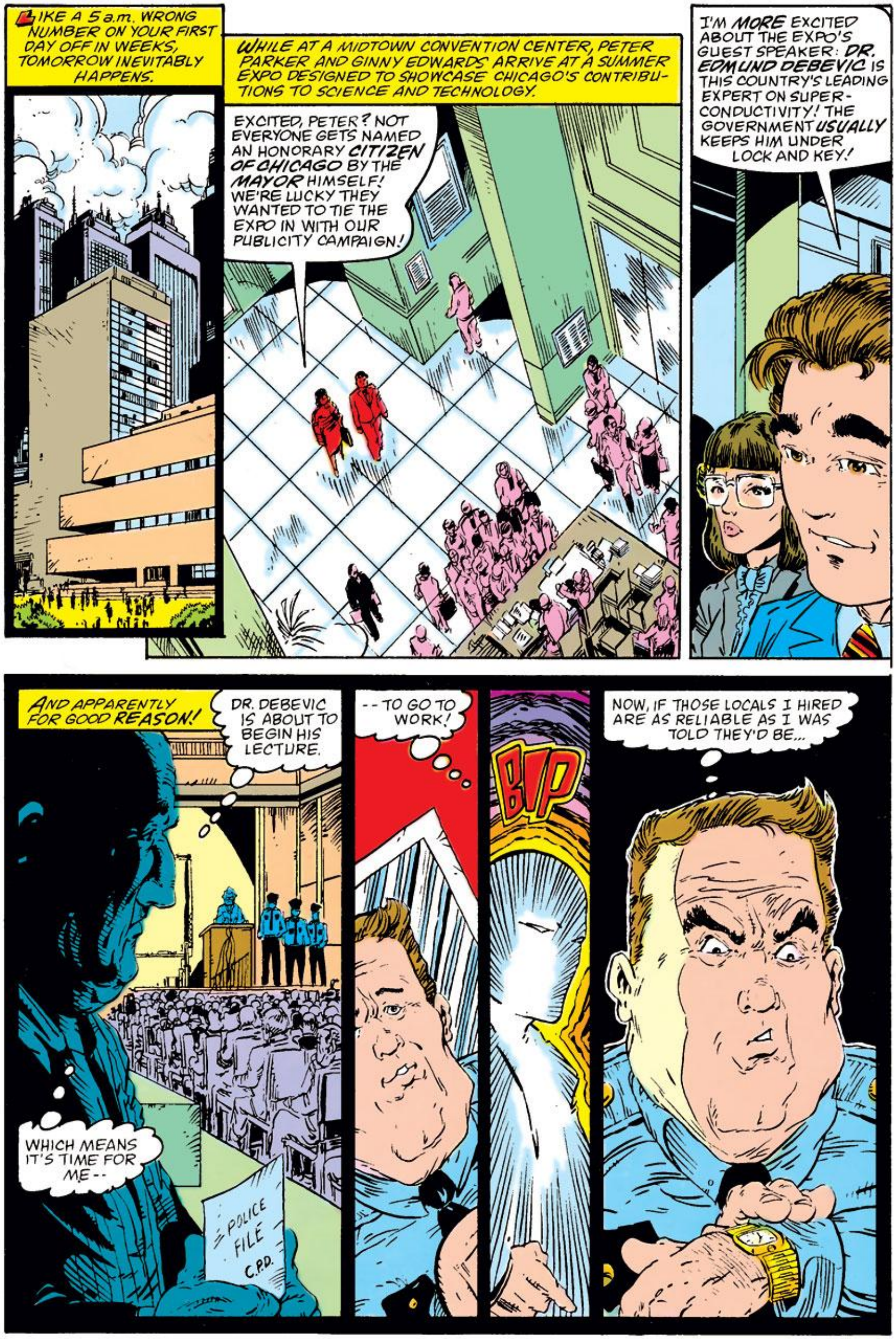

IT WAS ONLY MONTHS AGO THAT I REGAINED FOCUS, THAT I DECIDED TO DEDICATE MY LIFE TO MY ORIGINAL DREAM.
AND TO MAKE THE ULTIMATE COMMITMENT TO THAT DREAM!

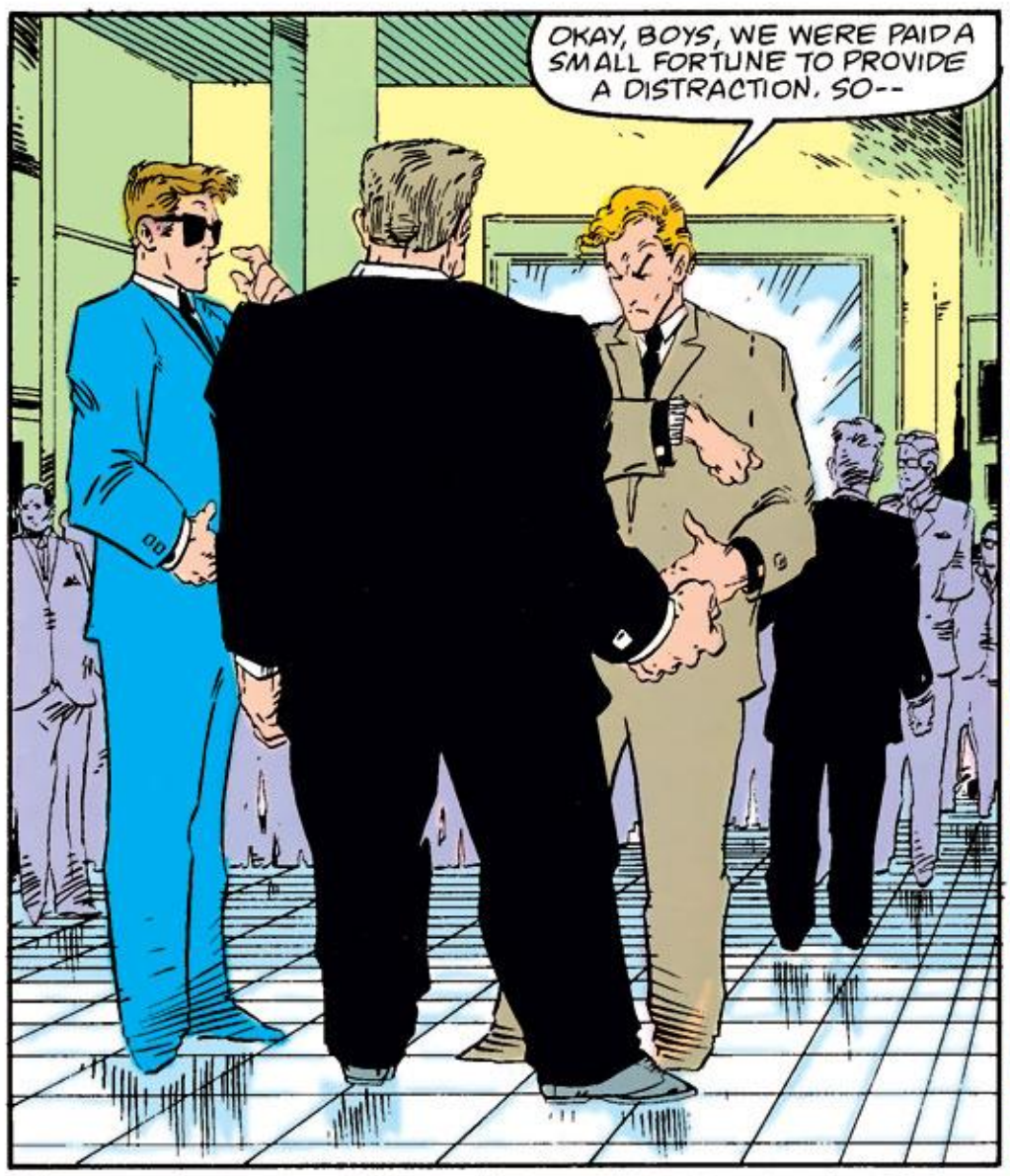

"I USED WHAT WEALTH I'D ACCUMULATED TO FINANCE THE DEVELOPMENT OF A UNIQUE SERUM, ONE THAT ALTERED MY VERY FLESH, MAKING IT FEATURELESS, BUT COMPLETELY MALLEABLE!


"THE APPLICATION OF CONTROLLED ELECTRICAL STIMULI COULD THEN MOLD THAT FLESH INTO THE PERFECT LIKENESS OF ANYONE I WISHED TO IMPERSONATE! TRUE, I NO LONGER HAD MY FACE -- BUT I COULD STEAL ANY OTHER FACE I CHOSE! INSTANTLY!"

AND WITH THE ADDITION OF A SPECIAL COSTUME, MADE OF MEMORY MATERIAL THAT ALSO RESPONDED TO ELECTRICAL IMPULSES TO ALTER APPEARANCE, I WAS ALMOST READY!
BP

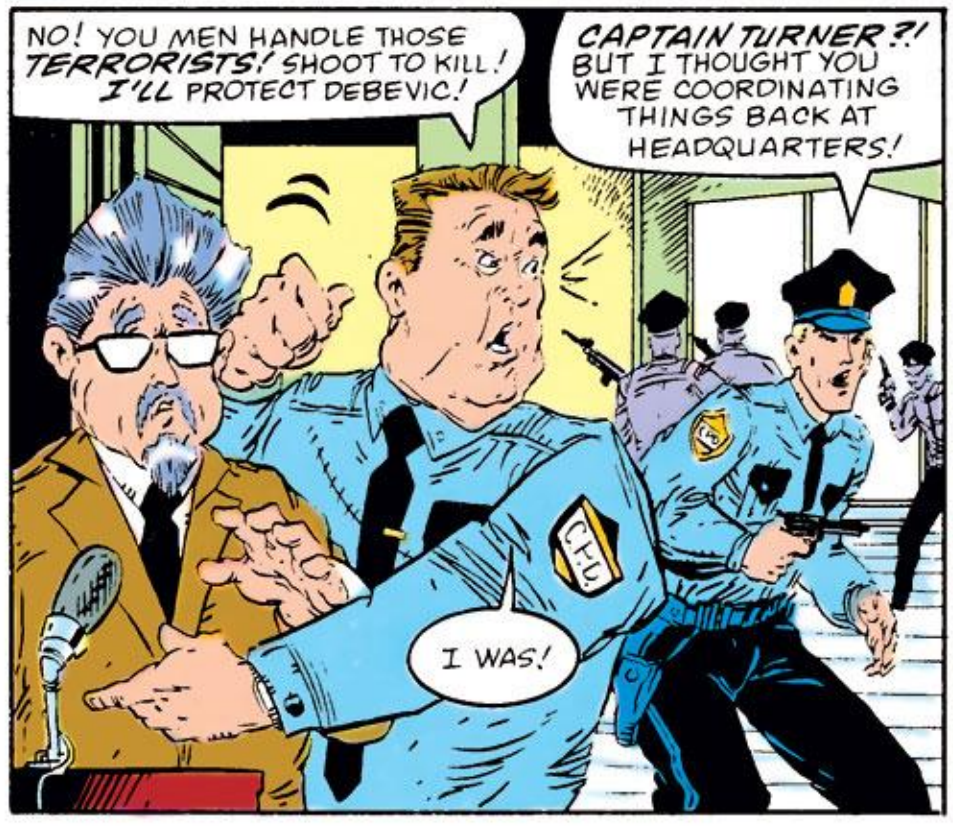

"THE FINAL TOUCH WAS A COMPUTERIZED BELT CONTROL SYSTEM, INCLUDING A MINI-GENERATOR PROGRAMMED WITH HUNDREDS OF FACIAL PATTERNS, AND A VIDEO SCANNER THAT ALLOWS ME TO ADD ANY FACE I SEE TO MY REPERTOIRE!"
I NOW HAVE THE POWER, THE PURPOSE, AND THE MOBILITY TO BRING ABOUT A LONG-DELAYED DESTINY--
"-- THE UTTER DESTRUCTION-- POLITICALLY, ECONOMICALLY, AND STRATEGICALLY-- OF THE UNITED STATES OF AMERICA! I SWORE THEY'D SUFFER FOR WHAT THEY DID TO ME SO MANY YEARS AGO! AND THAT PAYMENT BEGINS TOMORROW!"

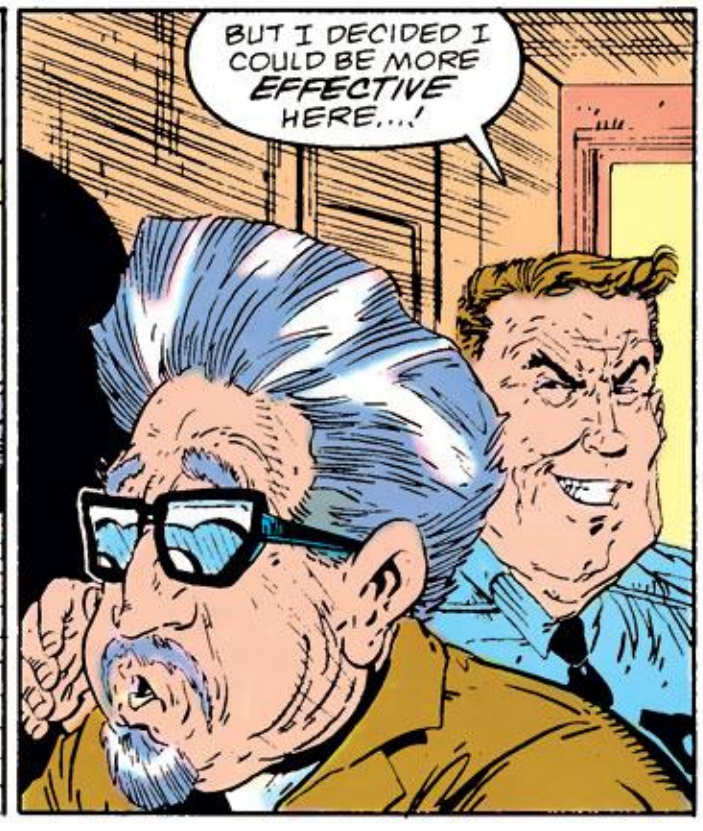

LIKE A 5 a.m. WRONG NUMBER ON YOUR FIRST DAY OFF IN WEEKS, TOMORROW INEVITABLY HAPPENS.
WHILE AT A MIDTOWN CONVENTION CENTER, PETER PARKER AND GINNY EDWARDS ARRIVE AT A SUMMER EXPO DESIGNED TO SHOWCASE CHICAGO'S CONTRIBUTIONS TO SCIENCE AND TECHNOLOGY.
EXCITED, PETER? NOT EVERYONE GETS NAMED AN HONORARY CITIZEN OF CHICAGO BY THE MAYOR HIMSELF! WE'RE LUCKY THEY WANTED TO TIE THE EXPO IN WITH OUR PUBLICITY CAMPAIGN!
I'M MORE EXCITED ABOUT THE EXPO'S GUEST SPEAKER: DR. EDMUND DEBEVIC IS THIS COUNTRY'S LEADING EXPERT ON SUPER-CONDUCTIVITY! THE GOVERNMENT USUALLY KEEPS HIM UNDER LOCK AND KEY!
AND APPARENTLY FOR GOOD REASON!
DR. DEBEVIC IS ABOUT TO BEGIN HIS LECTURE.
WHICH MEANS IT'S TIME FOR ME--
POLICE FILE C.P.D.
--TO GO TO WORK!
BIP
NOW, IF THOSE LOCALS I HIRED ARE AS RELIABLE AS I WAS TOLD THEY'D BE...


OKAY, BOYS, WE WERE PAID A SMALL FORTUNE TO PROVIDE A DISTRACTION. SO--

--LET'S START DISTRACTING!
KBLAM
KBLAM
EVERYONE! HANDS UP! THIS IS A ROBBERY!

CALL FOR A BACK-UP! AND FORM A CORDON AROUND DR. DEBEVIC! DON'T LEAVE YOUR POSTS UNLESS--


NO! YOU MEN HANDLE THOSE TERRORISTS! SHOOT TO KILL! I'LL PROTECT DEBEVIC!
CAPTAIN TURNER?! BUT I THOUGHT YOU WERE COORDINATING THINGS BACK AT HEADQUARTERS!
C.F.U.
I WAS!

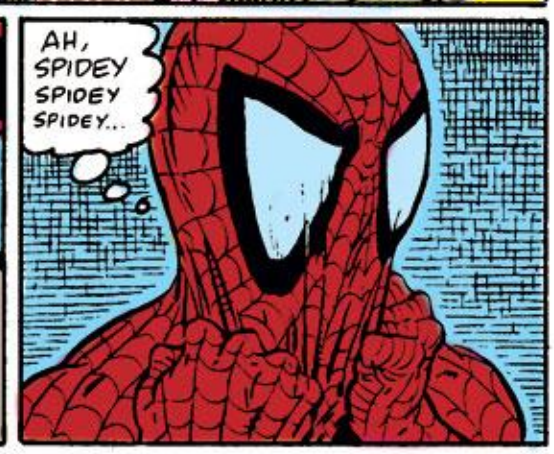

BUT I DECIDED I COULD BE MORE EFFECTIVE HERE...!

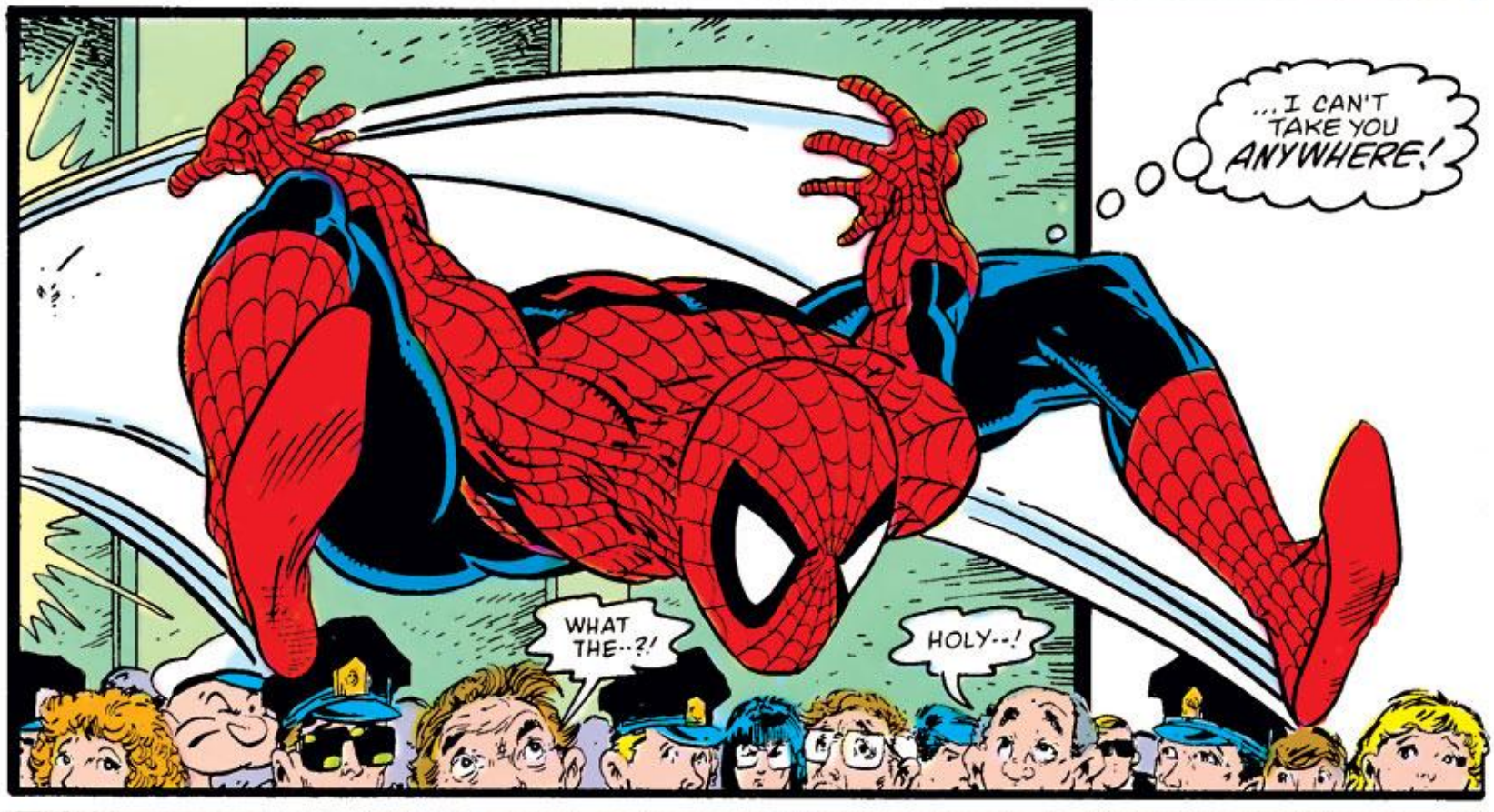
RUN!
OUTTA MY WAY!
H-HELP!
GINNY! GET TO SAFETY!
I-I'M TRYING, PETER! BUT WHAT ABOUT--

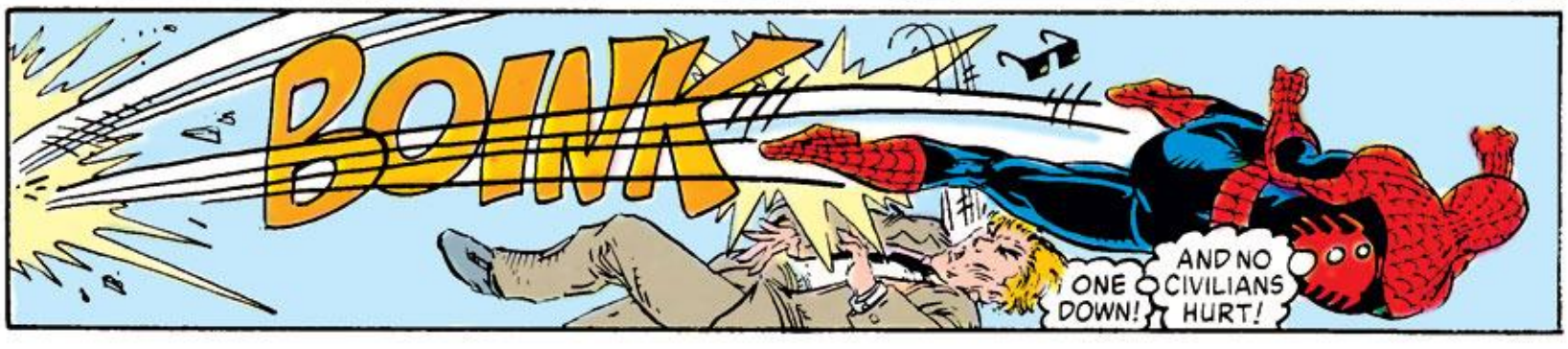
--YOU?

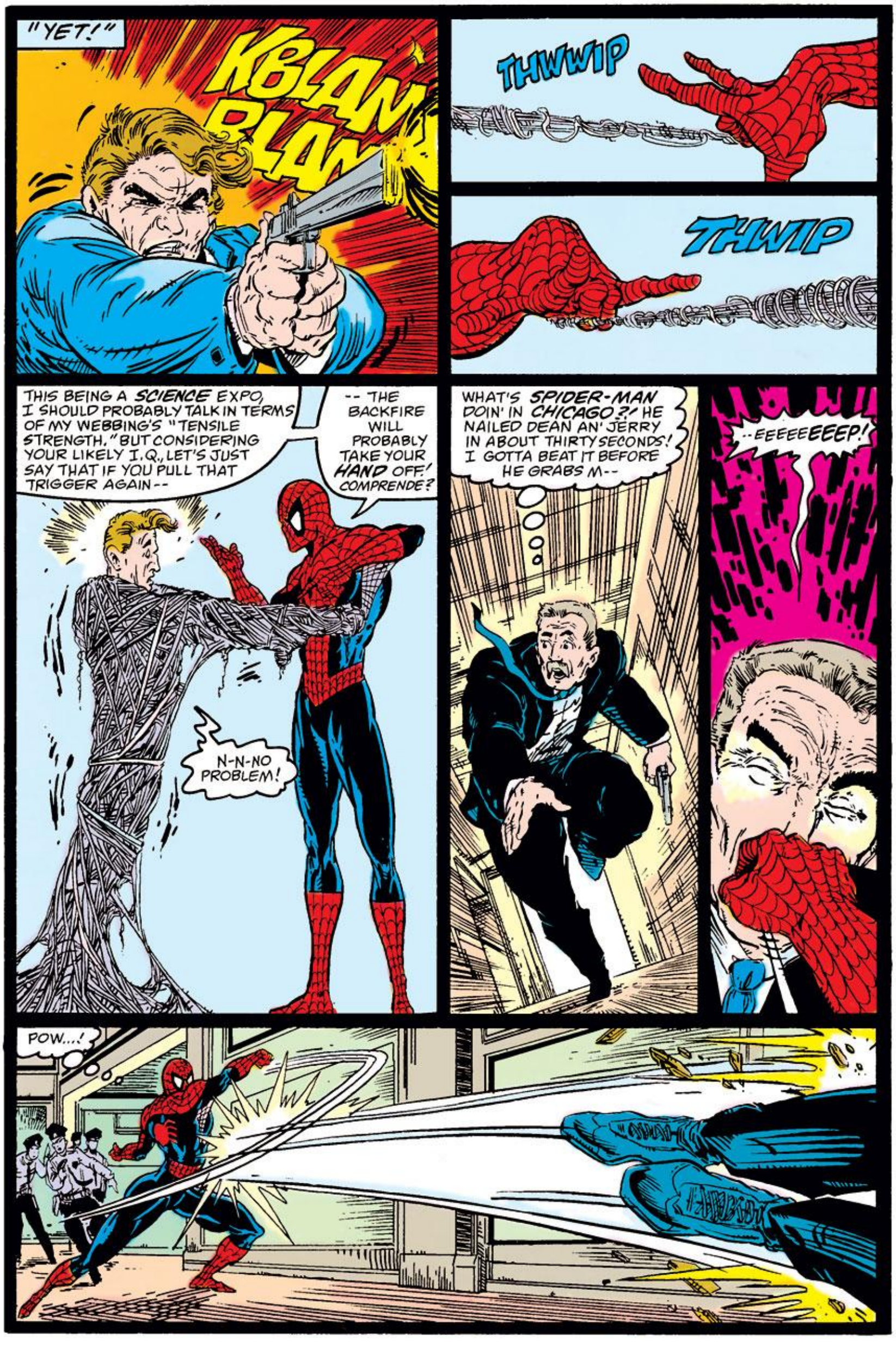
IN A DESERTED STOREROOM...
GUNS.

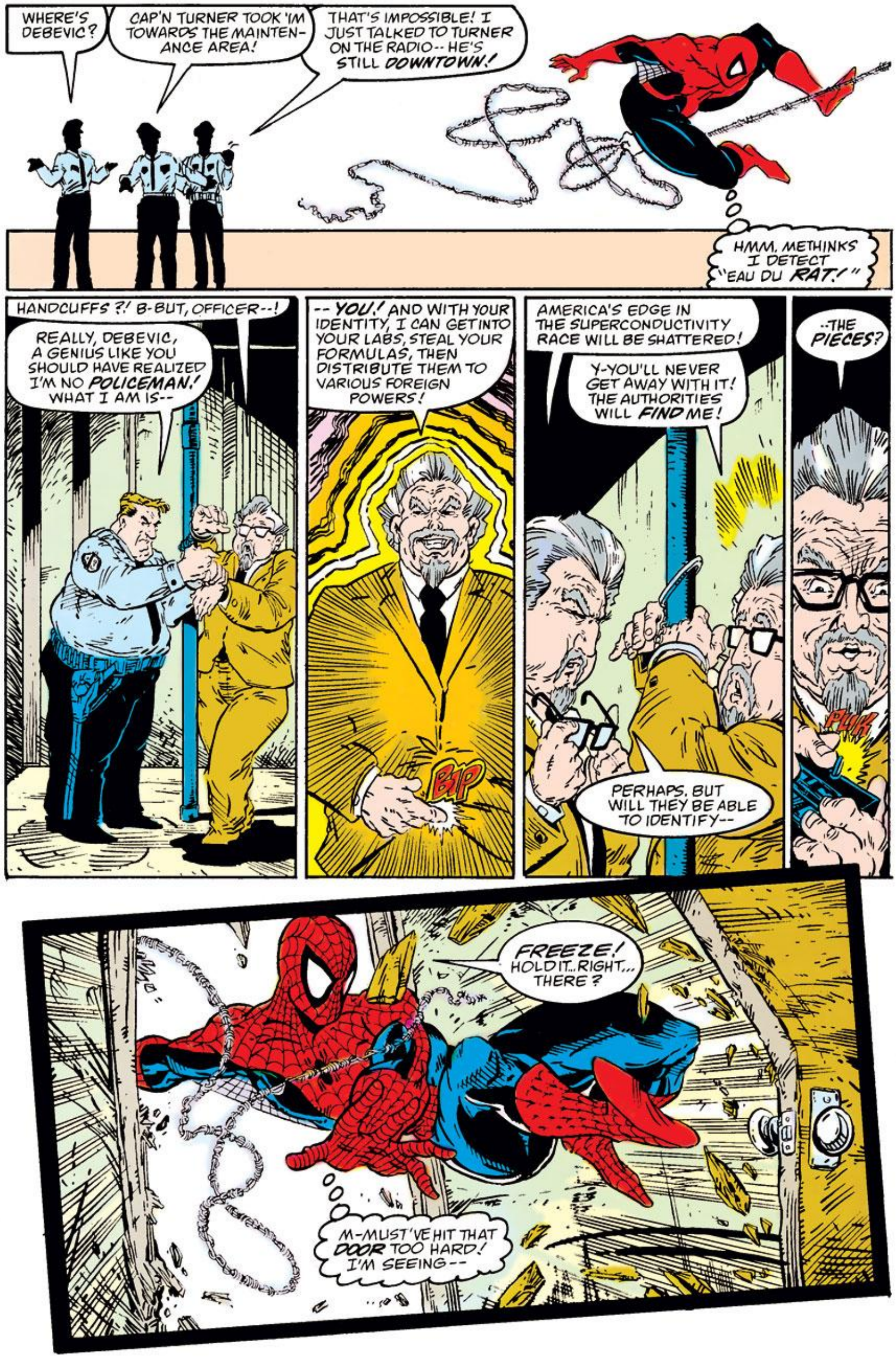
IF IT WASN'T FOR THE GUNS--
--I COULD PROBABLY RELAX, LET POLICE HANDLE THIS.

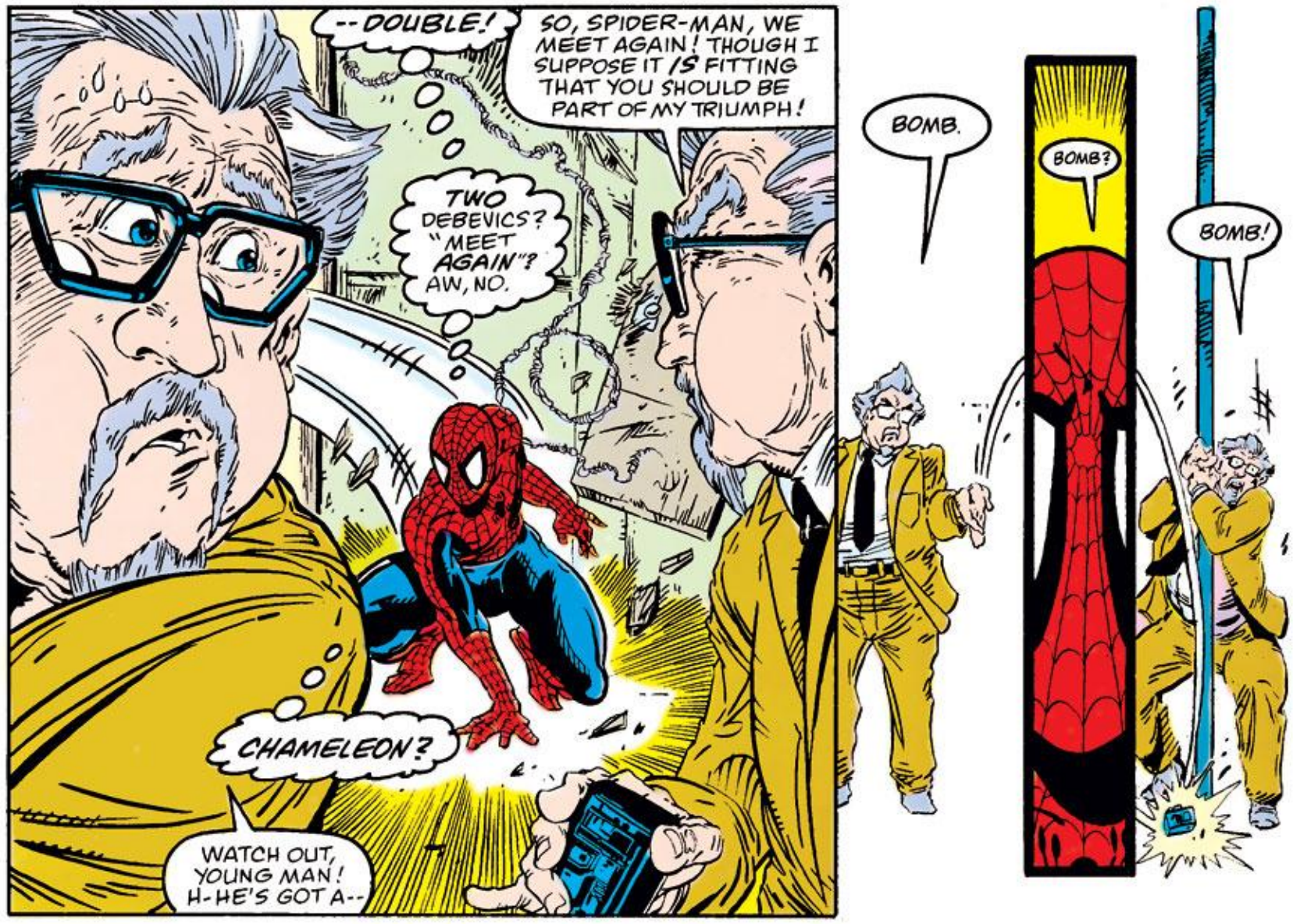

AH, SPIDEY SPIDEY SPIDEY...


...I CAN'T TAKE YOU ANYWHERE!
WHAT THE--?!
HOLY--!


BOINK
ONE DOWN!
AND NO CIVILIANS HURT!


"YET!"
KBLAM BLAM
THWWIP
THWIP
THIS BEING A SCIENCE EXPO, I SHOULD PROBABLY TALK IN TERMS OF MY WEBBING'S "TENSILE STRENGTH," BUT CONSIDERING YOUR LIKELY I.Q., LET'S JUST SAY THAT IF YOU PULL THAT TRIGGER AGAIN--
-- THE BACKFIRE WILL PROBABLY TAKE YOUR HAND OFF! COMPRENDE?
N-N-NO PROBLEM!
WHAT'S SPIDER-MAN DOIN' IN CHICAGO?! HE NAILED DEAN AN' JERRY IN ABOUT THIRTY SECONDS! I GOTTA BEAT IT BEFORE HE GRABS M--
--EEEEEEEEP!
POW...!

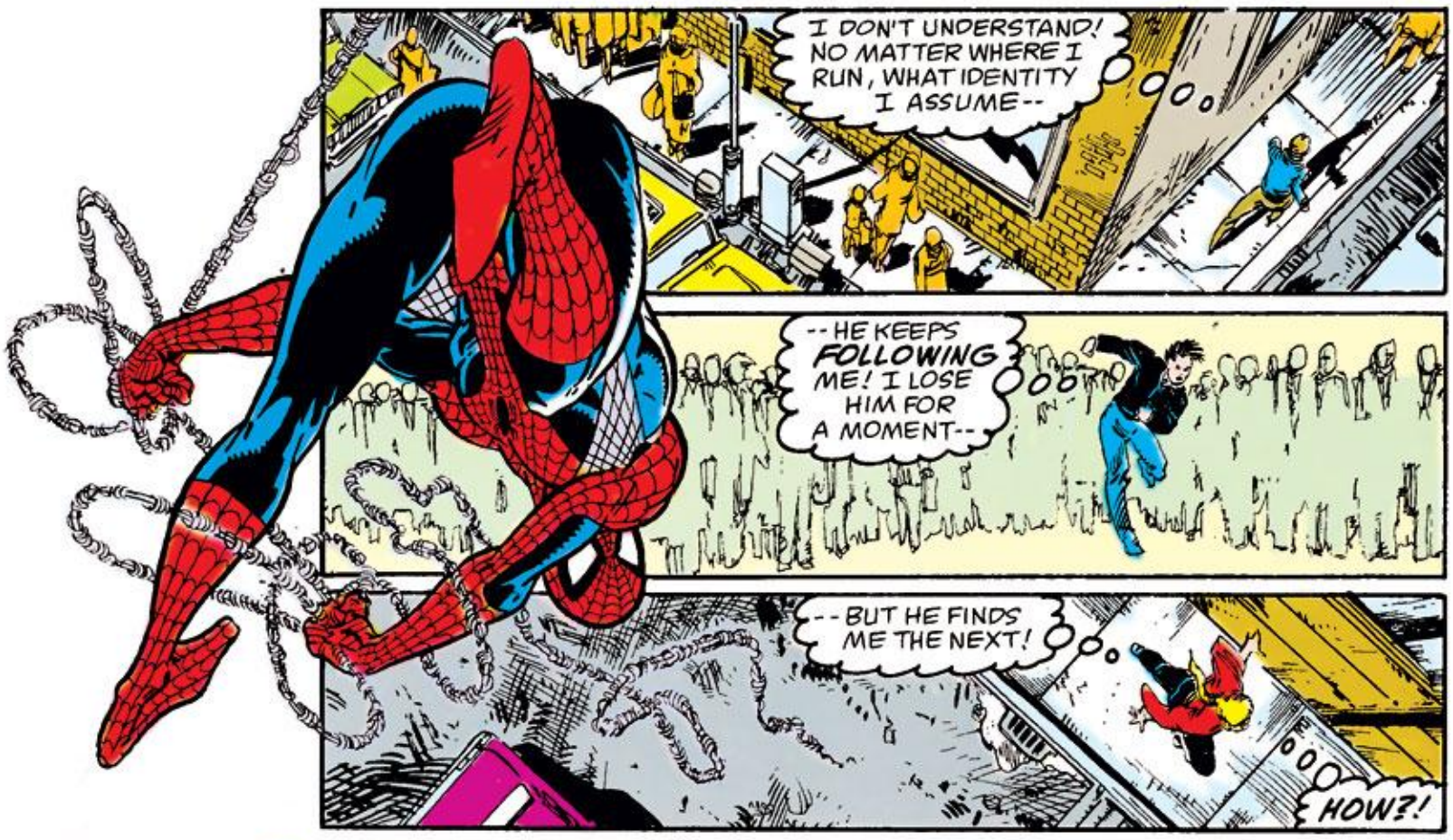

WHERE'S DEBEVIC?
CAP'N TURNER TOOK 'IM TOWARDS THE MAINTENANCE AREA!
THAT'S IMPOSSIBLE! I JUST TALKED TO TURNER ON THE RADIO-- HE'S STILL DOWNTOWN!
HMM, METHINKS I DETECT "EAU DU RAT!"
HANDCUFFS ?! B-BUT, OFFICER--!
REALLY, DEBEVIC, A GENIUS LIKE YOU SHOULD HAVE REALIZED I'M NO POLICEMAN! WHAT I AM IS--
-- YOU! AND WITH YOUR IDENTITY, I CAN GET INTO YOUR LABS, STEAL YOUR FORMULAS, THEN DISTRIBUTE THEM TO VARIOUS FOREIGN POWERS!
BAP
AMERICA'S EDGE IN THE SUPERCONDUCTIVITY RACE WILL BE SHATTERED!
Y-YOU'LL NEVER GET AWAY WITH IT! THE AUTHORITIES WILL FIND ME!
PERHAPS, BUT WILL THEY BE ABLE TO IDENTIFY--
--THE PIECES?
PUK
FREEZE! HOLD IT... RIGHT... THERE?
M-MUST'VE HIT THAT DOOR TOO HARD! I'M SEEING--


--DOUBLE!
SO, SPIDER-MAN, WE MEET AGAIN! THOUGH I SUPPOSE IT IS FITTING THAT YOU SHOULD BE PART OF MY TRIUMPH!
TWO DEBEVICS? "MEET AGAIN"? AW, NO.
CHAMELEON?
WATCH OUT, YOUNG MAN! H-HE'S GOT A--
BOMB.
BOMB?
BOMB!

NUTS! CAN'T GO AFTER CHAMELEON NOW! GOT TO TAG HIM WITH A SPIDER-TRACER! THEN DUMP A WHOLE CARTRIDGE OF WEB-FLUID ON THAT BOMB TO TRY AND MUFFLE ITS--

"--BLAST!"
BLAMMP

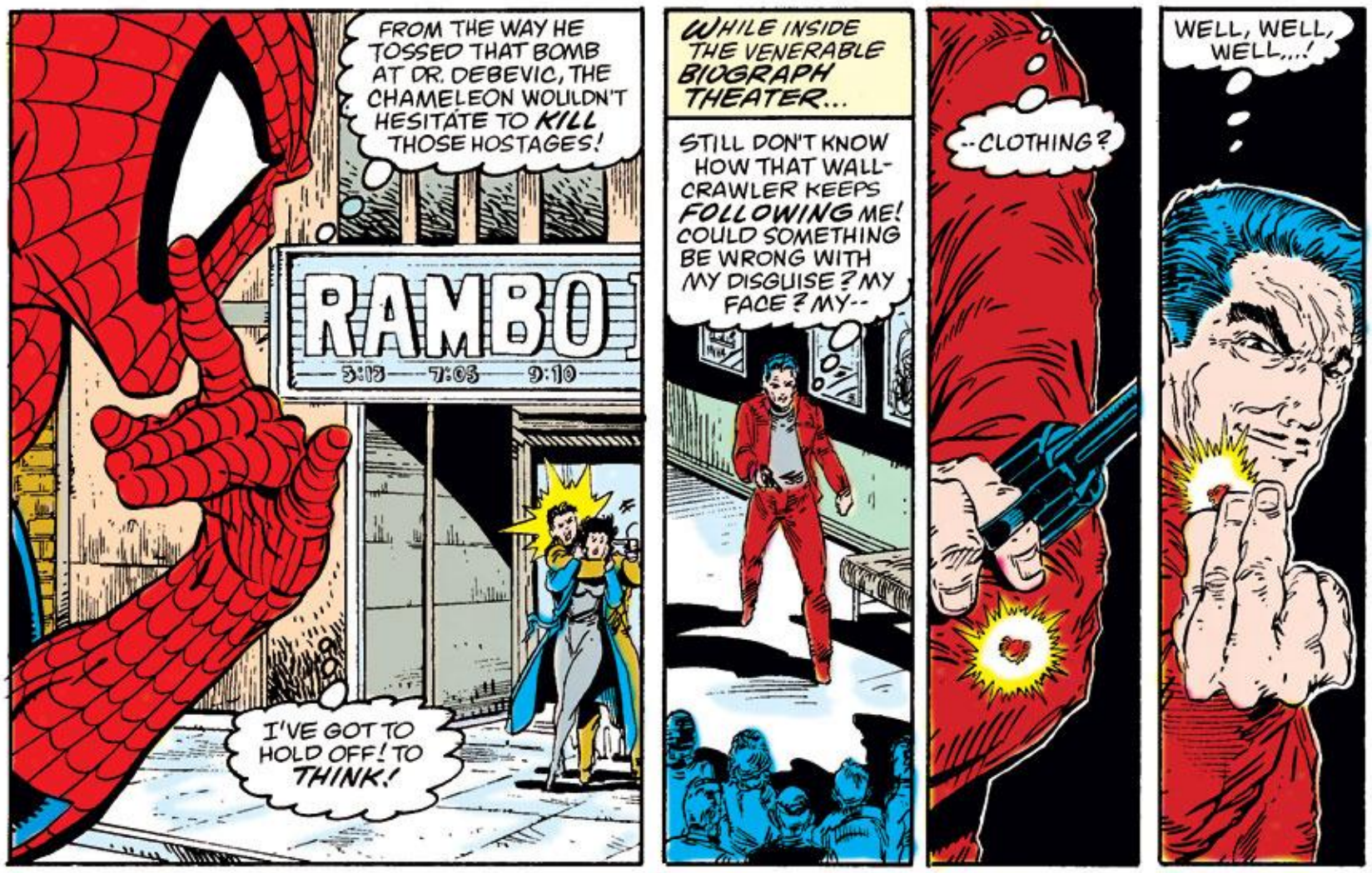
HEY! WHAT'S GOIN' ON HERE?!
DOC, YOU TELL 'IM!


I DON'T UNDERSTAND! NO MATTER WHERE I RUN, WHAT IDENTITY I ASSUME--
--HE KEEPS FOLLOWING ME! I LOSE HIM FOR A MOMENT--
--BUT HE FINDS ME THE NEXT!
HOW?!

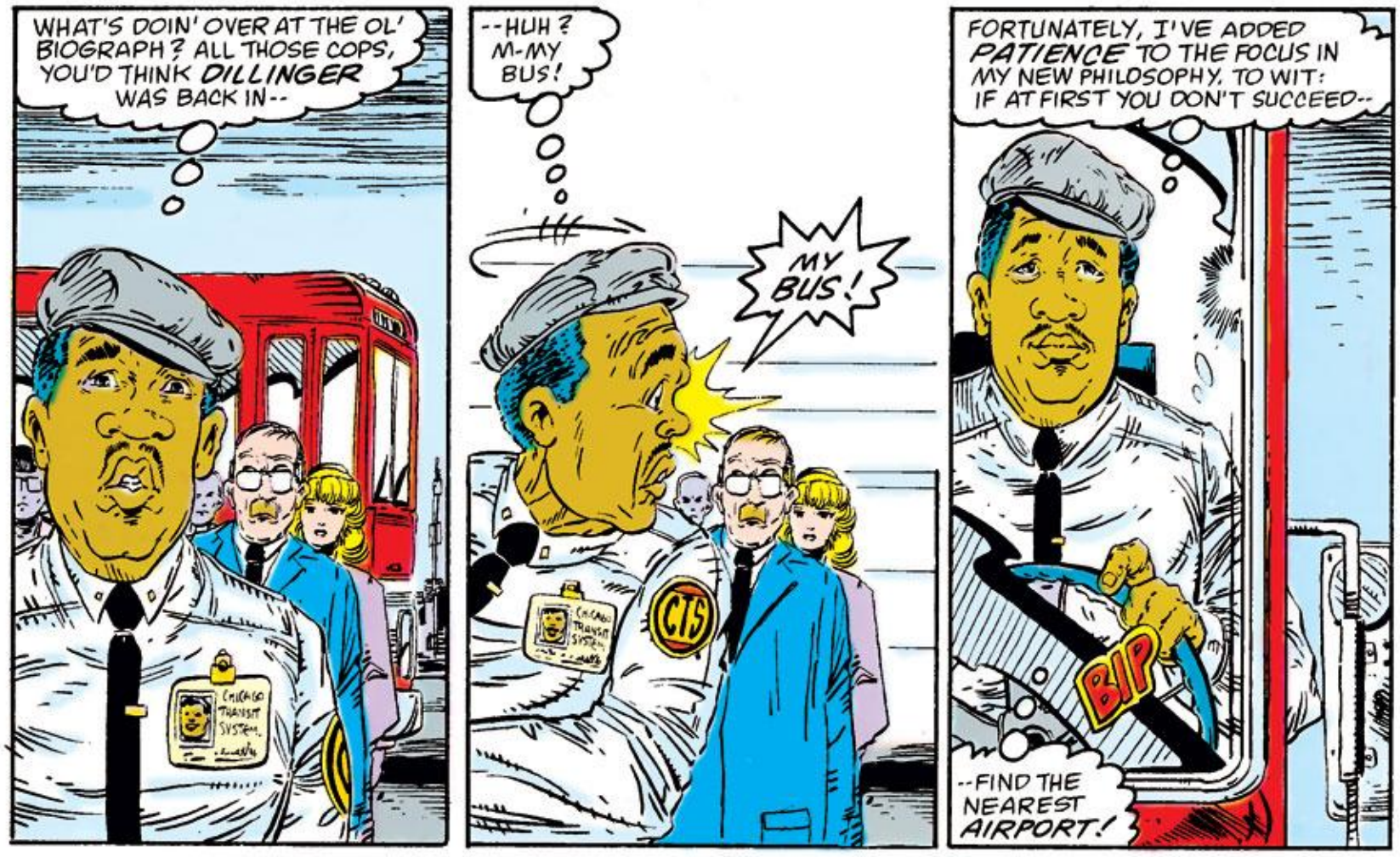
HE'S SLOWING DOWN! NOW'S MY CHANCE TO-- AH, NO!
THAT COP THINKS I'M AFTER AN INNOCENT CITIZEN!
STAY BACK!
THANKS FOR YOUR HELP, OFFICER!
BUT I'D RATHER HAVE--

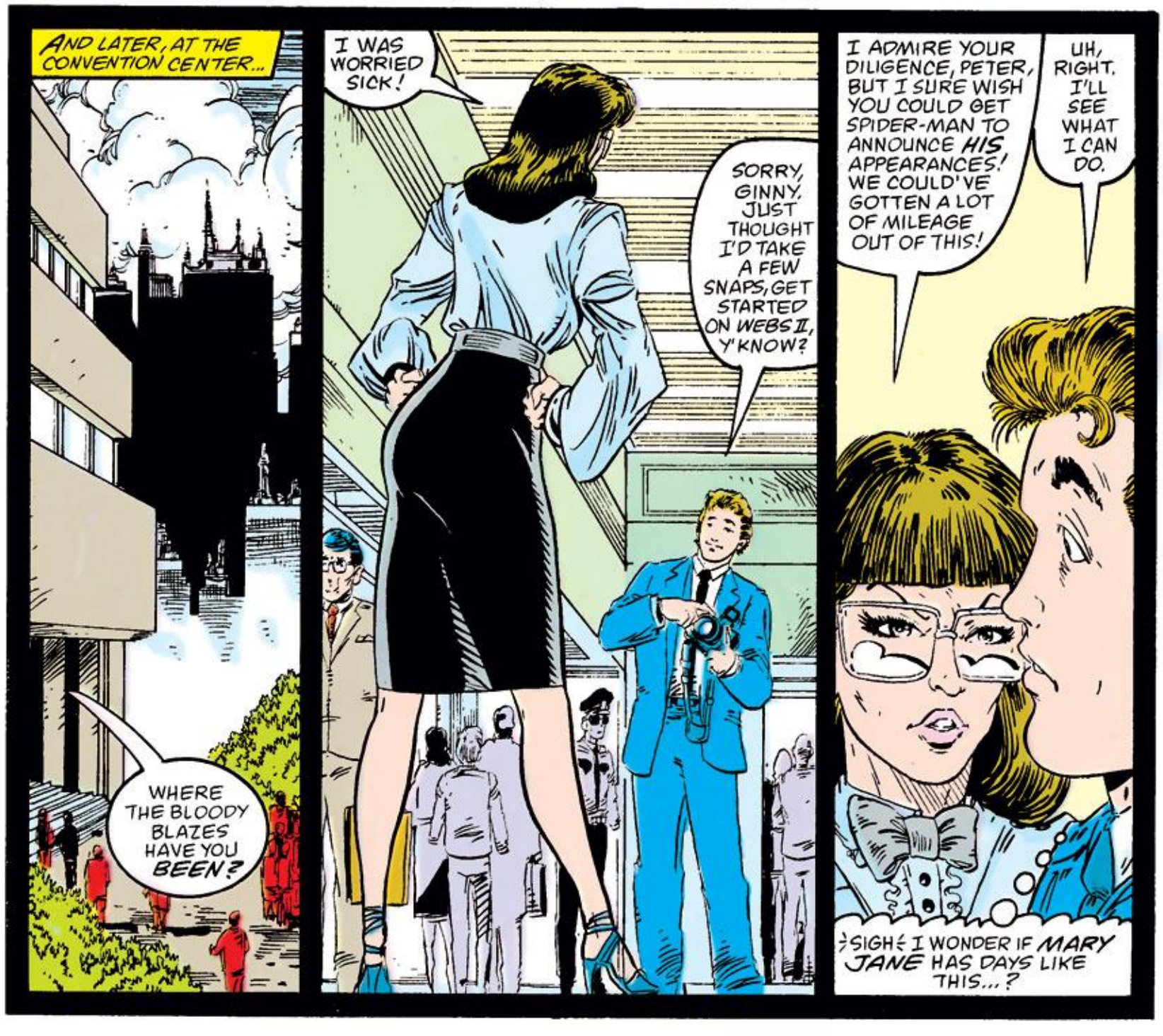
CHUD
--YOUR GUN!

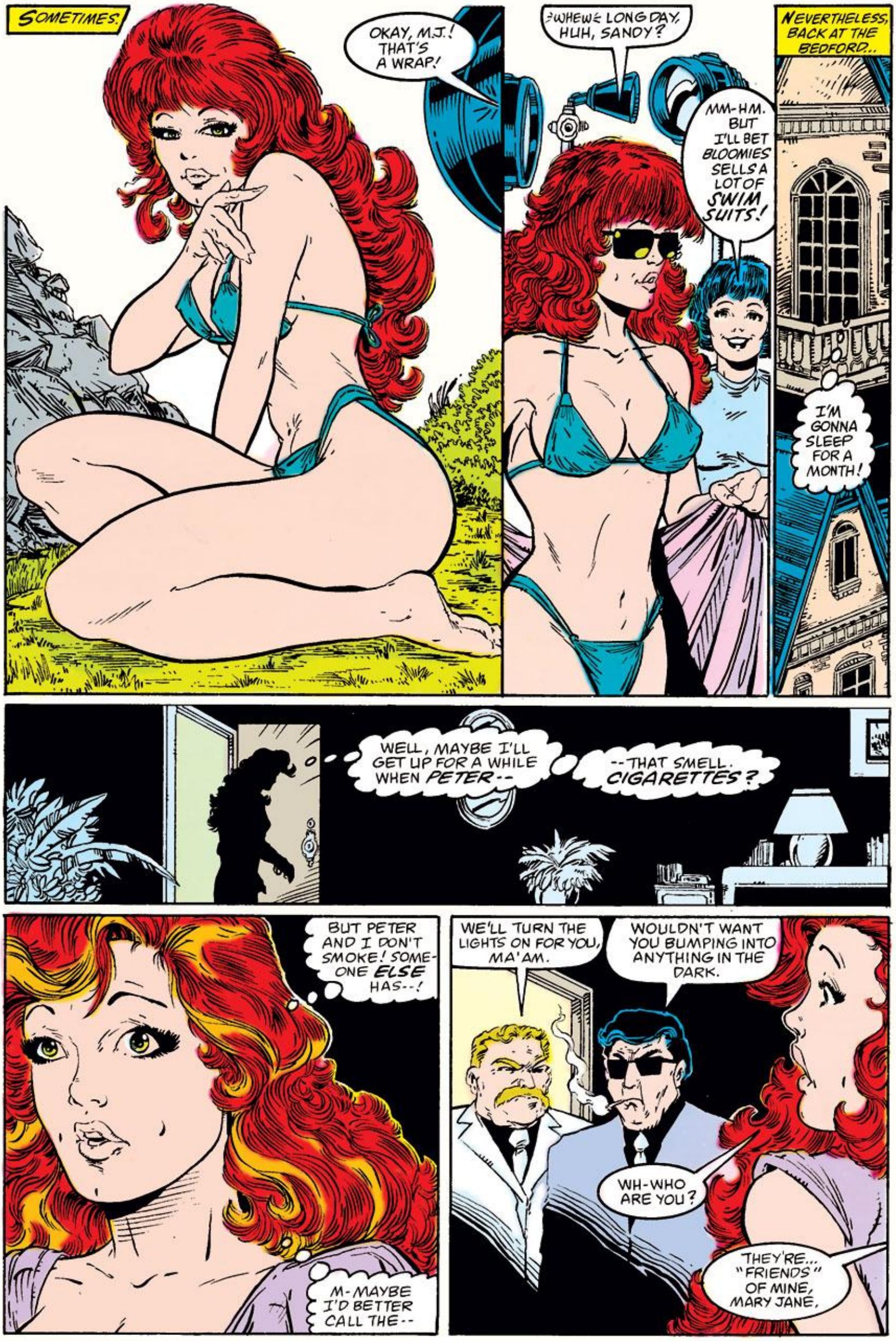
YOU! ALL OF YOU! INTO THE BUILDING WITH ME!
NOW!
D-DO WHAT HE SAYS, LUCY!

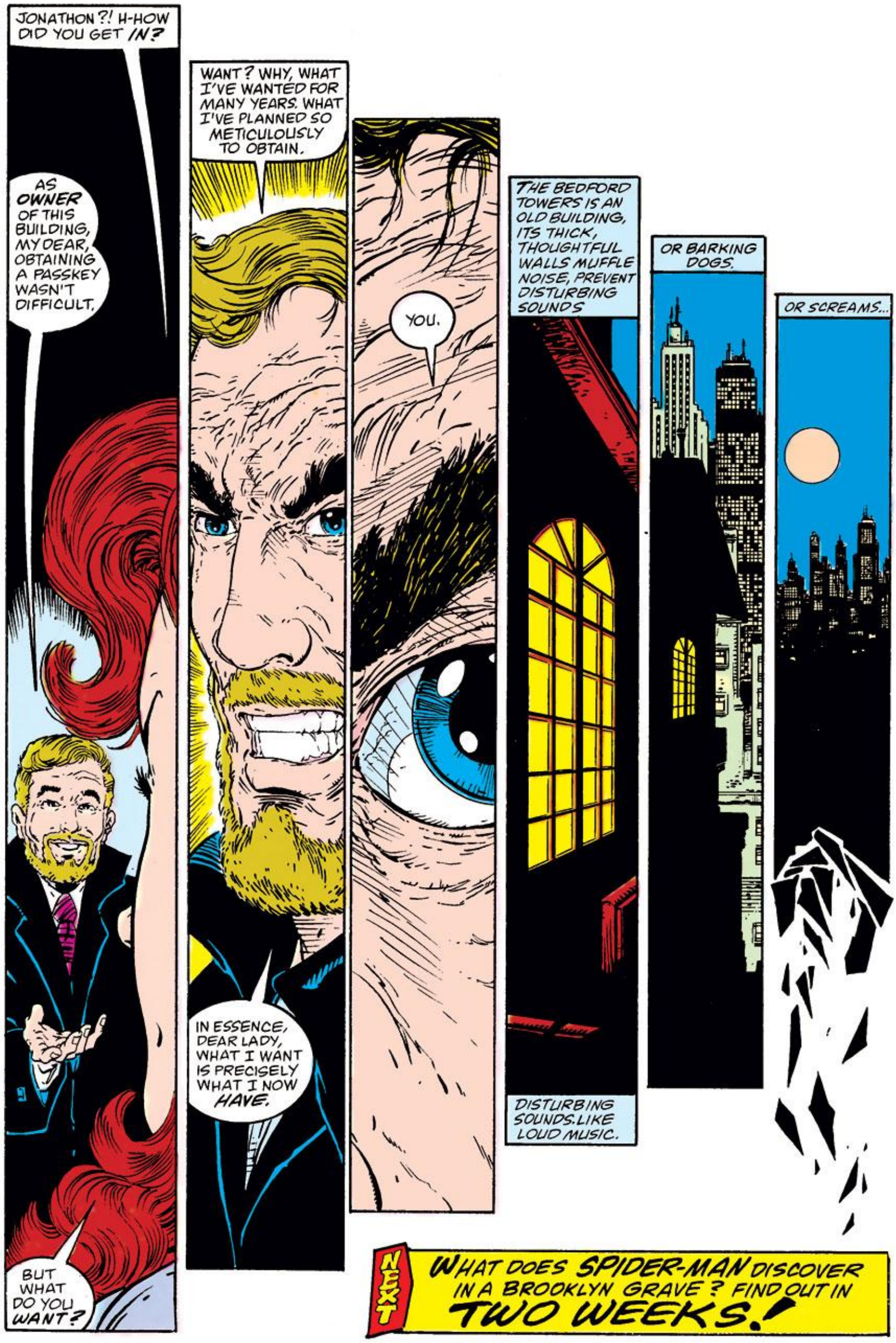

FROM THE WAY HE TOSSED THAT BOMB AT DR. DEBEVIC, THE CHAMELEON WOULDN'T HESITATE TO KILL THOSE HOSTAGES!
RAMBO
3:15 7:03 9:10
I'VE GOT TO HOLD OFF! TO THINK!
WHILE INSIDE THE VENERABLE BIOGRAPH THEATER...
STILL DON'T KNOW HOW THAT WALL-CRAWLER KEEPS FOLLOWING ME! COULD SOMETHING BE WRONG WITH MY DISGUISE? MY FACE? MY--
--CLOTHING?
WELL, WELL, WELL...!

THAT'S ALL I KNOW, SERGEANT! MY ADVICE WOULD BE--
DON'T SHOOT! H-HE'S LETTING US GO!
LET THE AREA CLEAR! THEN MOVE IN!
HOWEVER, ONCE INSIDE...
NOTHING -- EXCEPT THIS. HE MUST'VE FOUND IT, REALIZED ITS PURPOSE, THEN CHANGED APPEARANCE AGAIN AND ESCAPED WITH HIS OWN HOSTAGES!
I FOILED THE CHAMELEON'S PLAN, BUT IT LOOKS LIKE I'LL HAVE TO CAPTURE HIM SOME OTHER TIME!


WHAT'S DOIN' OVER AT THE OL' BIOGRAPH? ALL THOSE COPS, YOU'D THINK DILLINGER WAS BACK IN--
--HUH? M-MY BUS!
MY BUS!
FORTUNATELY, I'VE ADDED PATIENCE TO THE FOCUS IN MY NEW PHILOSOPHY. TO WIT: IF AT FIRST YOU DON'T SUCCEED--
BIP
--FIND THE NEAREST AIRPORT!


AND LATER, AT THE CONVENTION CENTER...
WHERE THE BLOODY BLAZES HAVE YOU BEEN?
I WAS WORRIED SICK!
SORRY, GINNY. JUST THOUGHT I'D TAKE A FEW SNAPS, GET STARTED ON WEBS II, Y'KNOW?
I ADMIRE YOUR DILIGENCE, PETER, BUT I SURE WISH YOU COULD GET SPIDER-MAN TO ANNOUNCE HIS APPEARANCES! WE COULD'VE GOTTEN A LOT OF MILEAGE OUT OF THIS!
UH, RIGHT. I'LL SEE WHAT I CAN DO.
SIGH I WONDER IF MARY JANE HAS DAYS LIKE THIS...?


SOMETIMES.
OKAY, M.J.! THAT'S A WRAP!
WHEW! LONG DAY, HUH, SANDY?
MM-HM. BUT I'LL BET BLOOMIES SELLS A LOT OF SWIM SUITS!
NEVERTHELESS, BACK AT THE BEDFORD...
I'M GONNA SLEEP FOR A MONTH!
WELL, MAYBE I'LL GET UP FOR A WHILE WHEN PETER--
--THAT SMELL. CIGARETTES?
BUT PETER AND I DON'T SMOKE! SOMEONE ELSE HAS--!
M-MAYBE I'D BETTER CALL THE--
WE'LL TURN THE LIGHTS ON FOR YOU, MA'AM.
WOULDN'T WANT YOU BUMPING INTO ANYTHING IN THE DARK.
WH-WHO ARE YOU?
THEY'RE... "FRIENDS" OF MINE, MARY JANE.


JONATHON?! H-HOW DID YOU GET IN?
AS OWNER OF THIS BUILDING, MY DEAR, OBTAINING A PASSKEY WASN'T DIFFICULT.
BUT WHAT DO YOU WANT?
WANT? WHY, WHAT I'VE WANTED FOR MANY YEARS. WHAT I'VE PLANNED SO METICULOUSLY TO OBTAIN.
IN ESSENCE, DEAR LADY, WHAT I WANT IS PRECISELY WHAT I NOW HAVE.
YOU.
THE BEDFORD TOWERS IS AN OLD BUILDING, ITS THICK, THOUGHTFUL WALLS MUFFLE NOISE, PREVENT DISTURBING SOUNDS
DISTURBING SOUNDS. LIKE LOUD MUSIC.
OR BARKING DOGS.
OR SCREAMS...
NEXT
WHAT DOES SPIDER-MAN DISCOVER IN A BROOKLYN GRAVE? FIND OUT IN TWO WEEKS!