

MARVEL COMICS

SPIDER-GIRL

VS SPIDER-MAN!?

APPROVED
BY THE
COMICS
CODE
AUG
AUTHORITY

#33

(THAT'S NOT TRUE, THAT'S IMPOSSIBLE!)



DEFALCO
OLLIFFE
LIVESAY

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DIRECT EDITION



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The daughter of the original Spider-Man, May "Mayday" Parker has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines! Stan Lee presents...

SPIDER-GIRL!



TOO MANY SPIDERS



Tom DeFalco
& Pat Olliffe
Script, Plot, and Pencils

Livesay
Inker

John Workman
Letterer

Scheele/Heroic Age
Colorist

Frank Dunkerley
Assistant

Matt Hicks
Editor

Joe Quesada
Editor in Chief

YOUR NAME IS
MAY "MAYDAY"
PARKER.

YOU ARE THE DAUGHTER
OF THE ORIGINAL
SPIDER-MAN, BUT
YOU RECENTLY LOST YOUR
SPIDER-POWERS.

WITH A LITTLE LUCK, THEY
WILL ALSO RETURN SO THAT
YOU CAN UNMASK THIS
NEW WEB-SWINGING
IMPOSTER--

--AND POUND
THE SMIRK OFF
RALPHIE HICKS!

SPIDER-GIRL Vol. 1, No. 30, June 2001. (ISSN#1522-3655) Published by MARVEL COMICS. Bill James, President; Frank Fochetta, Senior Vice President, Publishing; Joe Quesada, Editor-in-Chief; Stan Lee, Chairman Emeritus. OFFICE OF PUBLICATION: 367 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. PERIODICALS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 2001 Marvel Characters, Inc. All rights reserved. Price \$2.25 per copy in the U.S. and \$3.50 in Canada. Subscription rate for 12 issues: in U.S. dollars: \$27.00; Canada \$37.00; GST #R127032362; foreign \$38.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. SPIDER-GIRL (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a registered trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO SPIDER-GIRL, c/o MARVEL DIRECT MARKETING CORP., SUBSCRIPTION DEPT., P.O. BOX 1679, DANBURY, CT. 06813-1679. TELEPHONE # (203) 743-5301 FAX # (203) 744-9944. Printed in the U.S.A. MARVEL COMICS is a division of MARVEL ENTERTAINMENT PRIMES, INC. Peter Cuneo, Chief Executive Officer; Avi Arad, Chief Creative Officer.

I'M WARNIN'
YOU, RALPHIE--
GET OUTTA
MY FACE!

SPIDER-GIRL WAS
THERE FOR US WHEN
WE NEEDED HER.

SHE'S
OVER,
MOOSE!

Nobody
is going
to care
about a
Spider-Girl
when they
can have
the real
deal.

He's the
one who's
getting
all the
headlines.

SAYS YOU!
I DOUBT
HIS
POPULARITY
WILL
LAST SIX
MONTHS.

SAVE YOUR
BREATH,
MOOSE!
YOU KNOW
RALPHIE IS JUST
BAITING YOU.

SPIDER-MAN OR
SPIDER-GIRL--TALK
ABOUT A NON-ISSUE!

ALTHOUGH I WOULDN'T
MIND CHECKING OUT
THE NEW WEB-BOY'S
BUTT!

BE SERIOUS,
DAVIDA. I DON'T
TRUST THIS
CHARACTER.

OOOO! I
CAN GUESS
WHO
YOU'RE
DISCUSSING!

MIND IF I JOIN
YOU GUYS FOR
LUNCH?

YOU AREN'T COMING
WITH US?

SORRY,
NANCE...



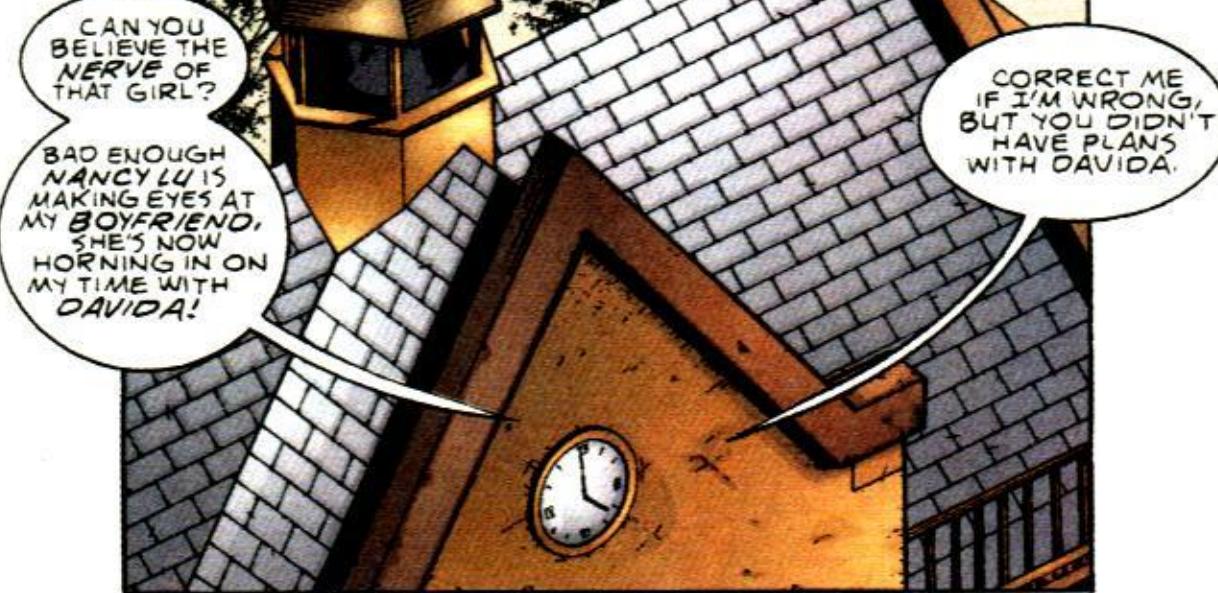
WHY
BOther?
THE GUY IS
OBVIOUSLY
A FAKE.
YOU
THINK HE
PADS HIS
BUNS?!



SURE,
NANCY...
I COULD USE
THE COMPANY...
BUT MAYDAY'S
GOT TO SLAM.



I
HAVE AN
APPOINT-
MENT.
WE CAN
DO LUNCH...
UHH... SOME
OTHER TIME.



BOYFRIEND?!

DID YOU REALLY CALL
JACK JAMESON
YOUR BOYFRIEND?

KIND OF IRONIC,
SINCE YOU TWO ARE
BARELY SPEAKING.

THE FOREST HILLS
FAIR IS BACK IN
TOWN.

MAYBE YOU CAN
PRY JJ AWAY FROM
NANCY LU LONG
ENOUGH TO--

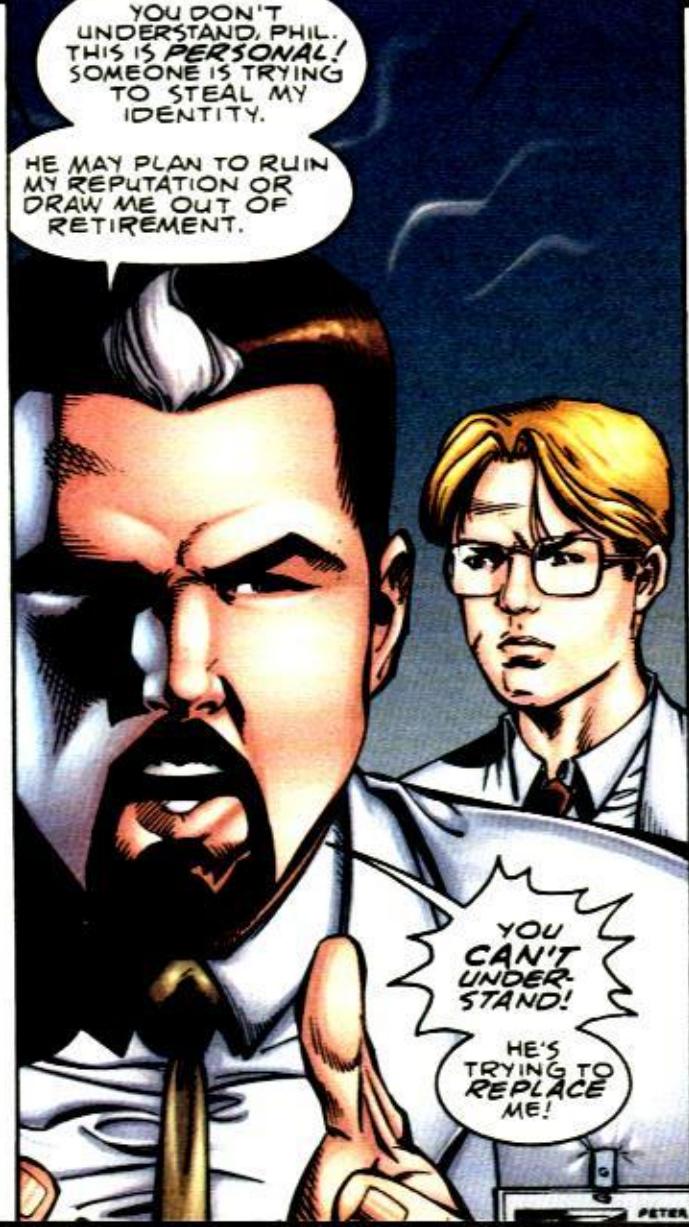
HELLPPP!

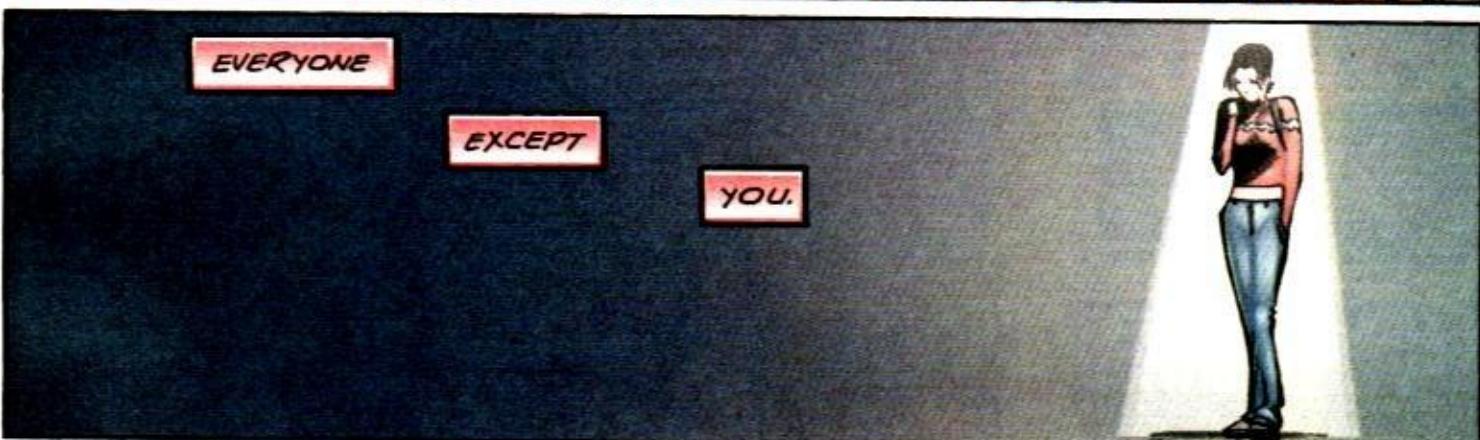
SOME-
BODY
PLEASE
HELP
ME!

HEADS UP,
GIRL!

THIS LOOKS
LIKE A JOB
FOR--







ARE WE
HEADED FOR
DISASTER?

I'M ONLY A
COLLEGE INTERN,
MR. OSBORN. YOU
SHOULD ASK
MR. NELSON
WHAT HE
THINKS.

I ASSUME
YOU'RE SOME
KIND OF LAW
STUDENT, OR YOU
WOULDN'T BE
WORKING FOR MY
STEPFATHER.

BEST GUESS--YOU
THINK RAPTOR
HAS A SHOT AT
AN AMNESTY DEAL?

SHE IS
PRESENTLY
A FUGITIVE
WHO ESCAPED
POLICE CUSTODY
WHILE ON TRIAL
FOR ASSAULT
AND A NUMBER
OF ROBBERIES.

I THINK
CHANCES
ARE NOT
GOOD.

THANK YOU
FOR BEING
HONEST,
MISTER--

TYNE.
REILLY
TYNE.

CAN I ASK A
QUESTION? I
UNDERSTAND
YOU'RE
FRIENDLY
WITH SPIDER-
GIRL.

HOW IS SHE
REACTING TO
THIS NEW
SPIDER-MAN?

NOT GOOD--
XFL STYLE!

YOU HEADED
FOR THE COURT,
PARKER?

YEAH, NANCY...
I HAVE A FREE
PERIOD... AND
I...

...I NEED TO BLOW
OFF A LITTLE
STEAM.

YOU
UP FOR SOME
ONE-ON-ONE?

I THOUGHT
YOU QUIT
BASKETBALL.

I... I MAY
HAVE HAD
REASONS TO
LEAVE MY
OLD TEAM...
BUT I
STILL
LOVE THE
SPORT.



NANCY LU USED TO GO TO CENTRAL HIGH.

SHE WAS THE STAR OF THEIR BASKETBALL TEAM UNTIL YOU LEARNED THAT SHE WAS A MUTANT--

--WHO WAS SECRETLY USING HER POWERS TO ENHANCE HER PLAY.

UNLIKE A CERTAIN SOMEONE WHO ONCE HAD THE PROPORTIONATE STRENGTH, SPEED, AND AGILITY OF A SPIDER.



S'FUNNY, YOU SUDDENLY REALIZE HOW MUCH YOU'VE MISSED COMPETING WITH HER...



BLAST THAT NORMIE OSBORN!

WHW--
THANKS FOR
THE GAME.
IT WAS
FUN.

YEAH... I
REALLY
ENJOYED
IT.

POOR
MOOSE!

HE'S BEEN HITTING THE WEIGHTS
LIKE A MADMAN EVER SINCE HE
BROKE HIS LEG DURING
FOOTBALL PRACTICE.

HE'S DETERMINED TO
COME BACK FROM
THIS INJURY--

--AND REGAIN
HIS SPOT ON
THE TEAM.

NO ONE'S
GOING TO
REPLACE
HIM!



AFTER SCHOOL
LETS OUT, YOU
PICK UP YOUR
COSTUME,
GLIDER, AND
BAG OF
TRICKS--

--AND HEAD
FOR THE
DAILY BUGLE.

THE NEW WEB-
GUY SEEMS TO
BE COPYING
YOUR FATHER'S
ACT--

YOU'RE STILL SCRATCHING SKY
TWENTY MINUTES LATER WHEN
YOUR HUNCH FINALLY PAYS OFF.

--AND THAT'S GOT TO
INCLUDE REGULAR
TAUNTTESTS WITH
PUBLISHER J. JONAH
JAMESON.



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BULLPEN BULLETINS

MARVEL
COMICS

ON SALE NEXT WEEK!

CAPTAIN AMERICA #42

Cap searches for Nick Fury... and instead finds the Crimson Dynamo! By Dan Jurgens!

CAPTAIN MARVEL #18

The war between Walker and the unlikely trio of Thor, Genis and Thanos results in a sudden shock ending! By Peter David & Jim Starlin!

FANTASTIC FOUR: TWGCM #5

It's a classic collision between the Thing and the Hulk... old school style! By a carload of creators that includes Kurt Busiek, Erik Larsen and Bruce Timm!

GENERATION X #75

The fate of Jubilee and company is determined in this title's final issue! By Brian Wood & Steve Pugh!

INCREDIBLE HULK #27

Bruce Banner has a wonderful wife, two loving children, and the respect of his community. Something's very wrong here! By Paul Jenkins & John Romita, Jr.!

INCREDIBLE HULK: TRANSFORMATIONS

From grey to green and back again, the Hulk has undergone many amazing alterations... and this trade paperback collects them all! By Stan Lee, Dale Keown, Jack Kirby, Peter David and more!

MARVEL KNIGHTS #11

Sweet Christmas! The Knights welcome their newest member, Luke Cage! By Chuck Dixon & Eduardo Barreto!

PETER PARKER: SPIDER-MAN #30

A new cover artist (Humberto Ramos), a new super-villain (Fusion), and a refocused emphasis (on the guy in the spandex) marks a new start! By Paul Jenkins & Mark Buckingham!

THUNDERBOLTS #51

Captain America and the gun-slinger known as Rebel are here... but where are the T-Bolts? By Fabian Nicieza & Patrick Zircher!

ULTIMATE X-MEN #5

An X-Men has defected to the Brotherhood! Can anything stop Magneto now? By Mark Millar & Adam Kubert!

X-MEN #113

It's Wolverine and Cyclops vs. Magneto for all the marbles! By Scott Lobdell & Leinil Yu!

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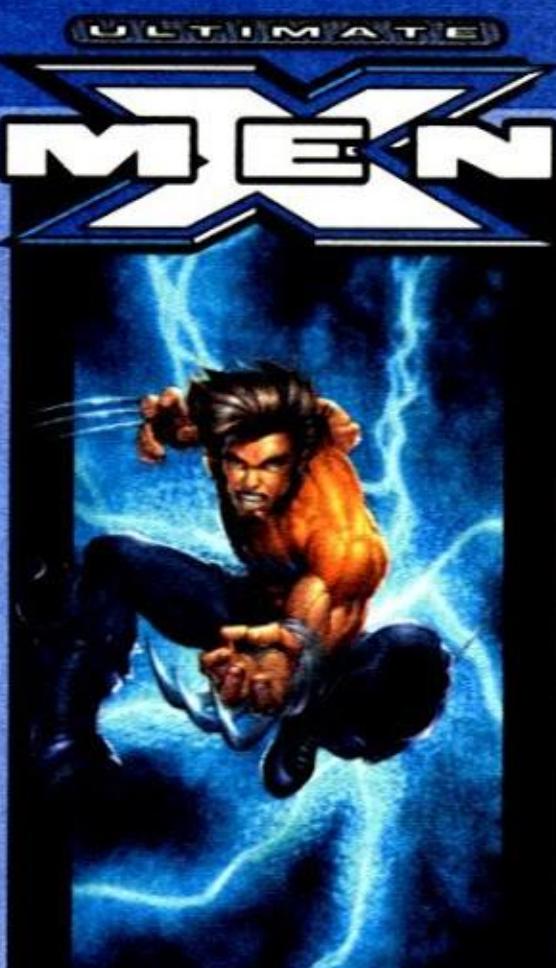
SPOTLIGHT

PETER PARKER

SPIDER-MAN



Take A New Look At
The Man Behind The
Mask!



Does Magneto
Control
Wolverine?



A fresh coat of paint. A thorough cleaning. Spring is a time for renewal, growth and improvement. And that goes double here at The House!



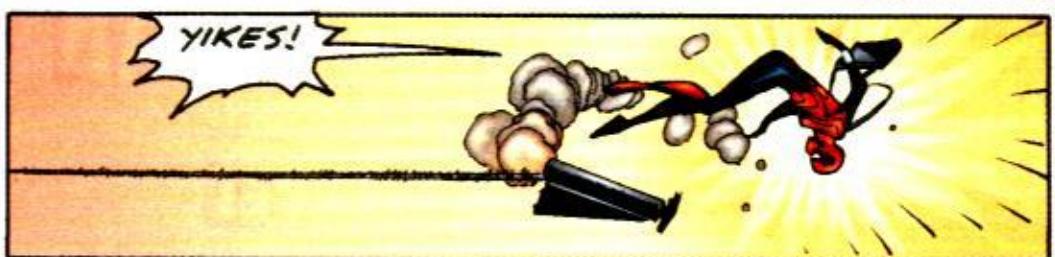
As you may have noticed, we're sporting a swanky new trade dress born from the fevered mind of Assistant Editor Brian "Smitty" Smith! The character bubble, last seen in the swingin' '70s, is back in style. So is the mighty Marvel Comics banner. But the one addition that may have extra meaning for you happens to be our new issue numbering system, initiated by our own E.I.C. Joe Quesada.

Most titles will just feature one issue number. But a select few — the books that were ended and then relaunched over the past few years — now feature a dual numbering system. The top, more prominent number is the issue the current volume is on. The smaller number below that is the number the issue would have been if the series had never been rebooted. For example, Vol. 1 of Amazing Spider-Man ended with issue #441. The current volume is on #30. Thus, the top number is #30 while the smaller number below that is #471 (441 + 30 = 471... get it?). So now all of you long-time readers can maintain your complete run and store your comics in one place! And that also means that issue #500 of Amazing Spider-Man is on the horizon!

So why are we sprucing up our books, complete with stunning acts of complicated mathematical computations? Partly to show that there's a new spirit coursing through The House. Partly to make sure our books stand out on a crowded shelf. And partly because... well... 'cause we love ya'! And we'll go the extra mile to thank you — because without you there'd be no us!

Your Man @ Marvel
manatmarv@aol.com

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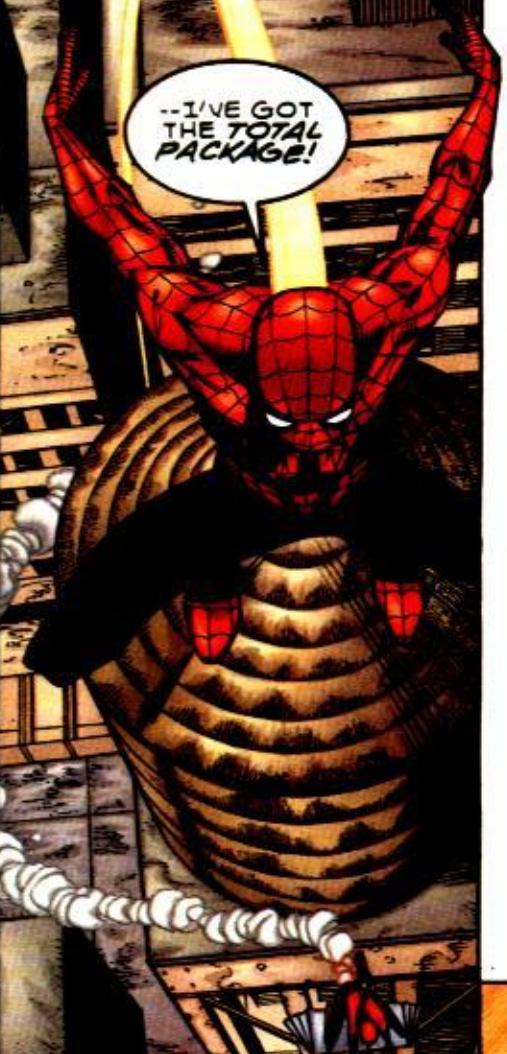




CONSIDER IT
A VARIATION
ON A THEME!



BUT I DON'T
HAVE TO RELY
ON MERE
GIMMICKS,
GIRL...



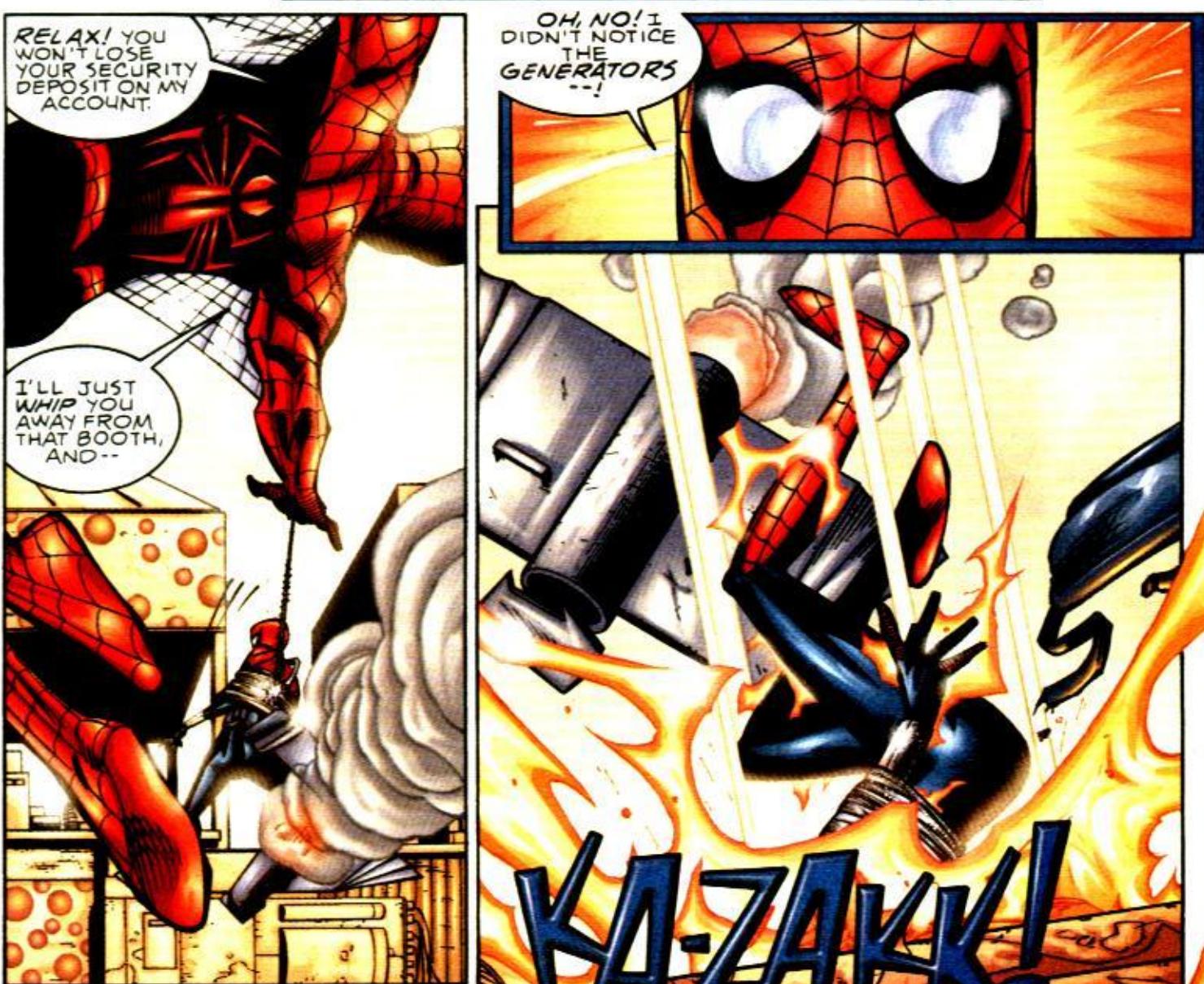
--I'VE GOT
THE TOTAL
PACKAGE!



I AM THE
MAN!

THE
SPIDER-
MAN!

-UFFFT-



HA-ZAKKA!

OHMIGOSH!

A-ARE
YOU ALL
RIGHT,
LADY?

TH-THIS WAS AN
ACCIDENT.

I DIDN'T
REALLY
WANT TO
HURT YOU.

I...I
WAS JUST
GOOFING
AROUND.

TALK
TO ME,
GIRL!

PLEASE
TELL ME
YOU'RE
GOING
TO BE
OKAY!

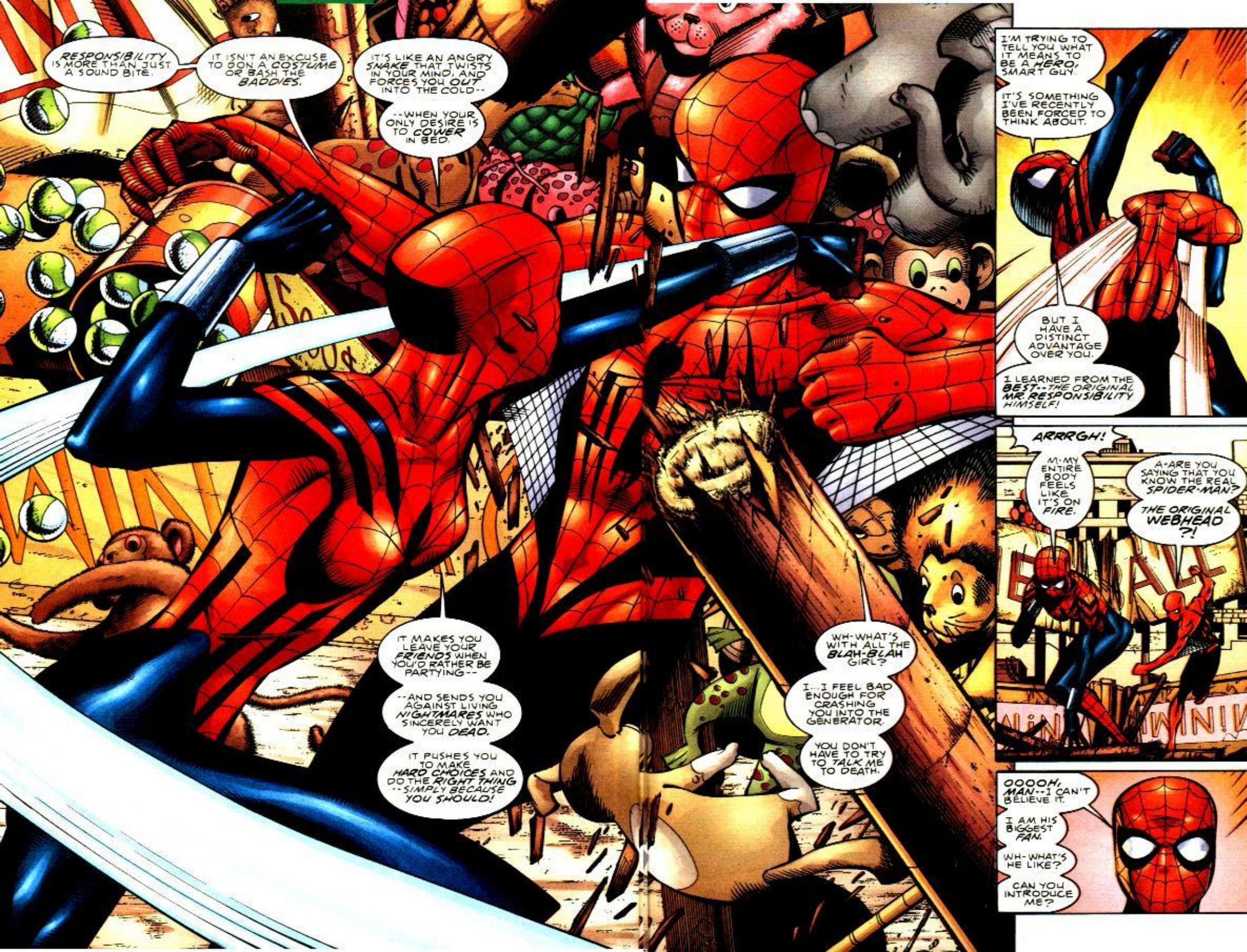
I'LL BE
JUST FINE,
BUDDY-
BOY.

YOU,
HOWEVER,
MAY REQUIRE
THE SERVICES
OF A GOOD
E.R.

KAAATWAHH

IF YOU WANT
TO GOOF
AROUND
--STICK TO
VIDEO
ARCADES!

LEAVE THE
HERO THING
TO PEOPLE
WHO CARE!



GET OUT OF MY FACE!

MY HEAD IS ALL TINGLY...
...AND I...I FEEL LIKE...
I'M GOING TO BE SICK.

YOU DIDN'T THROW THAT STICK -- YOU REPelled IT!

WH-WHAT--??!

HEY! SINCE WHEN ARE YOU QUICK ENOUGH TO AVOID MY PUNCHES --?

H-HE'S RIGHT!
YOU'RE SUDDENLY MOVING FASTER AND ARE FAR MORE AGILE.

YOU INSTINCTIVELY SENSE THE MOMENT HE CATALYZES FORWARD--

I-IT'S ALMOST LIKE YOU KNOW THEY'RE COMING.

-- AND FEEL THE STEEL PIPE CLINGING TO YOUR FINGERTIPS.

YOUR POWERS-- THEY'VE FINALLY RETURNED!

YOU DON'T KNOW HOW OR WHY!

AND FRANKLY--AT THIS PARTICULAR MOMENT--YOU COULDN'T CARE LESS!



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SPIDER-GIRL

Welcome back, S-Girl fans! Hope you enjoyed another shocking issue of our Mayday in action — not to mention the Amazing Spider-Man himself! Curious as to who the masked man is? Well, we would love to tell ya, but it's time for another letters page brought to you by Tom DeFalco himself and, of course, you the fans. (Hey, who knows, maybe Tom will let a secret or two slip.)

Dear Amazing Arrangers of Arachnid Adventures,
I just had to write in response to the last few issues. The whole comic is fantastic, but the issues since 25 have been exceptional. I was getting worried after your recent clunkers (20, 21), but my confidence has been restored. Without her powers, May is developing as a character more in these few issues, in my humble opinion, than in a lot of the series. She's being forced to think, be on her toes. It's working for her, but please, bring back the powers.

I have one comment. This is driving me up the wall. Mayday hasn't, in the whole run of the series, ever been selfish. She's too altruistic. Not realistic in that respect. Let her be greedy. Let her provoke a fight with Davida on a bad day. Let her, for once, be the bad guy in her personal life. She's what, 16 by now? These are among the most selfish periods in a person's life! Oh, and May's finally telling Nova off in #28 was LONG overdue!

Brian M. Visaggio Richmond, VA

She may lack selfishness, but she certainly is opinionated!

Dear Spider-Girl,

JJ's trying to play Mayday with Nancy Lu? Our girl should just dump his sorry butt, and go back to Brad!

Meredith Winston
Forest Hills, NY

Why Brad? [Tom is just trying to keep ol' Mayday for himself. — Matt 'n' Frank]

Dear Gang,

I really enjoyed Spider-Girl #30. But that's not really a surprise now, is it? This book is always good. I was glad to see the A-Next. Good to see they haven't fallen into comic book limbo. My favorite part of Spider-Girl #30 was when Davida Kirby teased Mayday and said, "Looks like someone's been keeping your boy up late at night. Hubba Hubba!"

Brendan Walsh
Chicago, IL

If you liked seeing A-Next again, you'll probably also enjoy next issue's guest-stars!

Dear Spider-Girl,

Okay, okay. I loved the scene in issue #28 where

May taught her dad how to use his spider-sense properly. (It just proves that women are so much smarter than men, but we already knew that, right?) But I think my favorite part was the play between Peter and Mary Jane after May left. These are two people who obviously love one another, and I think they have the greatest marriage in comics. I'm glad they're finally getting a chance to live happily ever after.

Jennifer Goode
Syracuse, NY

So are we!

Dear Marvel Friends,

Spider-Girl and all of the newest, related titles started off great; and they continue to be good. But, y'all seem to be taking Spider-Girl down the drain that

other stories have gone. Stop stretching the story lines too much!

Richard Aries
Madison, WI

Uhhhh...okay! [You heard the man, Tom, stop that! — Matt 'n' Frank]

Dear Spider-Girl Team,

Just wanted to let you know that I think you are doing an EXCELLENT job on this book. In fact, unlike a lot of comics I read, there is nothing I can think of that would improve the book. I find it hard to put into words what I like about it, but I'll try —

First of all, I love the way you capture the same elements that made the early issues of Spider-Man so popular ... without rehashing the early Spider-Man stories. I love the character of May and also the amazing supporting cast. The superb art really complements the story telling. I really like the perfect mix of crime-fighting/web-slinging and day-to-day hassles May gets involved in. One minute she's tangling with Funny Face, the next she's dealing with some school-related grief. Most of all, what I enjoy about these comics is the fact that they never fail to surprise me. Try as I might, I can never predict what's around the corner. That was such a cool move, removing May's spider powers and letting us see how she'd cope without them... and even cooler to NOT have her powers return the very next episode (as so often does in comics when something like this happens).

For the record, I'm guessing she does get her powers back. My idea is that she gets into trouble over her head, winds up very badly injured and has to receive a blood transfusion from her Dad. The sample of Spider-blood from Pete sparks off some sort of reaction in her own blood and kick-starts something that allows her powers to return (slowly and bit by bit over a number of issues).

Thanks for a fresh and entertaining read. I'm totally hooked. This is the best comic that Marvel puts out at the moment.

Brian Boyd
London, UK

We should have talked to you before we plotted this issue.

Dear Spider-Girl Crew:

Please, oh please, allow Mayday to have a little happiness in her love life. When I think of all other happy comic book couples, I see no reason it would not work for her. Look at her daddy and Gwen Stacy (oh, maybe that was not such a good place to start!). How about Hawkeye and Black Widow, Black Widow & Daredevil, Daredevil and Karen Page or Elektra. Wait, how about Jane Foster and Thor or Thor and Sif? Maybe Mayday could have the romantic luck of Reed and Sue Richards or Black Bolt and Medusa.

C'mon! Buzz and/or JJ - make it happen for Mayday Parker!

Patrick J. McDaniel
Austin, TX

You forgot the happiest couple of all—Peter and Mary Jane! (At least in our corner of the universe.) [Heh, heh – nice one, Tom.] — Matt 'n' Frank]

Dear Spider-Girl,

Congratulations for reaching 30! That's a lot for either a series starring a female character or one set outside the core Marvel Universe. It was interesting to see Spider-Girl losing her powers and I do like the fact that this problem wasn't resolved within a couple of issues... but: The Spider-Goblin just doesn't quite work for me. Without powers and a spider-sense May is very vulnerable. Sure, the goblin glider and goblin arsenal are an advantage, but not enough to take on the Avengers. On the other hand, May knows that the Avengers won't kill her. In the worst case they would just take her down. Oh well! What do I know?

Michael Bregman
Gan-Yavne, ISRAEL

Her parents agree with you, but you know how stubborn a teenage girl can be! [Don't we ever! Uh,

well, you know what we mean . . . uh, gotta go.

— Matt 'n' Frank)

Team Spider-Girl,

I am enjoying the Spider-Girl books very much. I like it that she has the support of her family, something that Peter didn't have. This gives the stories a nice take and makes them different from Pete's early adventures.

Having Peter question whether he should be back in webs is great. I'm about the same age as his character, so I can really relate to the fact that I ain't so young anymore. Let May's character continue to struggle with her relationships with the guys. She should wait in the dating stages and not get too involved. There are too many kids out there that could be influenced by this character.

Remember way back when Peter first kissed MJ when he was going to Europe? That was a defining moment in my life. I was around 12 or 13 and kind of patterned myself after Peter. I wanted to be that guy. I was always afraid to try and kiss a girl, but once Peter kissed MJ, I felt it was an okay thing to do.

These comics are great and powerful. Just remember, with great power...Keep May a pure character! An honest, sweet, excitable, but levelheaded person. She has a lot of people looking up to her, whether you realize it or not. I stopped reading the AMAZING SPIDER-MAN at the beginning of the '80's. He got really involved with the Black Cat, and he just seemed to be drifting so far from what I loved in the '60's and '70's. I know a character has to grow, but there still seemed to be something missing from the Peter Parker character. I guess it's that he was growing up, but I lost that feeling of Peter Parker. I get this Peter Parkerish feeling I've been missing from the May/Spider-Girl character. She has that magic that the '60's & '70's stories had.

I have most of the Spider-Girl issues, but can't recall her even kissing a boy yet. I may be wrong, but I think that's good. It should be drawn out so that readers will want her to, but the situation won't allow it. Mainly, I think she should have those morals of wanting to meet that right guy and he isn't here yet. Maybe her spider-sense will give her warnings about a guy she might be interested in. Her spider-sense could be a version of that nagging family member who always seems to know that whoever you are going out with is the wrong one, but you are so infatuated that you can't see it.

Brent Giles
cbgiles@ioa.com

You have a very interesting take on her spider-sense, Brent—one that we'll certainly think about!

NEXT ISSUE:

THE FANTASTIC FIVE!



SPIDER-GIRL #34

SPIDER-GIRL
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