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HE'S HERE! X-MEN'S BEAST!

SPIDER-MAN

WHAT IS... THE
**MUTANT
FACTOR?!**

ERIC
LARSON



STAN
LEE
PRESENTS:

THE

MUTANT FACTOR!

NICE NIGHT
FOR WEB
SLINGING.
WISH I
COULD ENJOY
IT MORE.

BUT RIGHT NOW,
I'M A MAN ON
A MISSION. AND
THAT MISSION...

... IS TO
FIND THE
BEAST!

ERIK
LARSEN

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EARLIER...

I'VE BEEN
THINKING
ABOUT IT.



DON'T THINK
THAT I
HAVEN'T BEEN
THINKING ABOUT
IT.

IT'S JUST...
WELL, I DON'T
KNOW THAT
ANYBODY CAN
EVER BE
TRULY READY
FOR THIS.

IT'S A BIG
STEP, I KNOW,
MARY JANE.

HAVING KIDS IS A
HUGE RESPONSI-
BILITY-- ONE THAT
SHOULDN'T BE
ENTERED INTO LIGHTLY.
PLUS, YOU HAVE A
CAREER AND I RUN
AROUND THE ROOF
TOPS IN MY UNDER-
WEAR.

STILL...



PETER...

I'VE BEEN THINKING
ABOUT THIS...A LOT.
IT'S HARD NOT TO
WITH HARRY AND LIZ
AND THEIR LITTLE
ONE LIVING
DOWNSTAIRS AND
YOUR AUNT MAY'S
GENTLE YET PER-
SISTENT HINTS TO GO
FORTH AND MULTIPLY.

IT'S A MAJOR
COMMITMENT.
AND THERE'S
NO TURNING
BACK.



STILL...

YEAH, WELL,
I KNOW
ALL THAT.

SHEESH! ONE WEEK
YOU'RE WORRIED
ABOUT THE TICKING
CLOCK, THE NEXT...

YEAH. YEAH.
I KNOW. I
WAS THERE,
REMEMBER?

IT'S TRUE
I'VE BEEN
DOING MORE
THAN MY FAIR
SHARE OF
FLOPPING
FROM GUN
TO GUN
SHY... BUT
WHAT DO YOU
EXPECT?

THINGS WITH
YOU CAN GET
A LITTLE WEIRD.

YEAH.

I GUESS I DO HAVE
A TENDENCY TO
OVERLOOK THAT. I'M
AS HEALTHY AS CAN
BE, BUT I FORGET
THAT MY GENES
MIGHT BE AFFECTED.

REED AND SUE RICHARDS
HAD SOME HAIRY
COMPLICATIONS WITH THEIR
SON FRANKLIN'S BIRTH,
AND THEIR SECOND CHILD
DIED DURING DELIVERY.

WE'RE HIGH ON THE
LIST OF PEOPLE
LIKELY TO GIVE
BIRTH TO A MUTANT...
AND THAT'S A
SCARY THOUGHT.

BUT SO'S THE
THOUGHT OF
NEVER HAVING
KIDS.

THESE CHOICES
AREN'T GOING
TO GET ANY
EASIER.

I KNOW.

LOOK, I'M
SORRY.

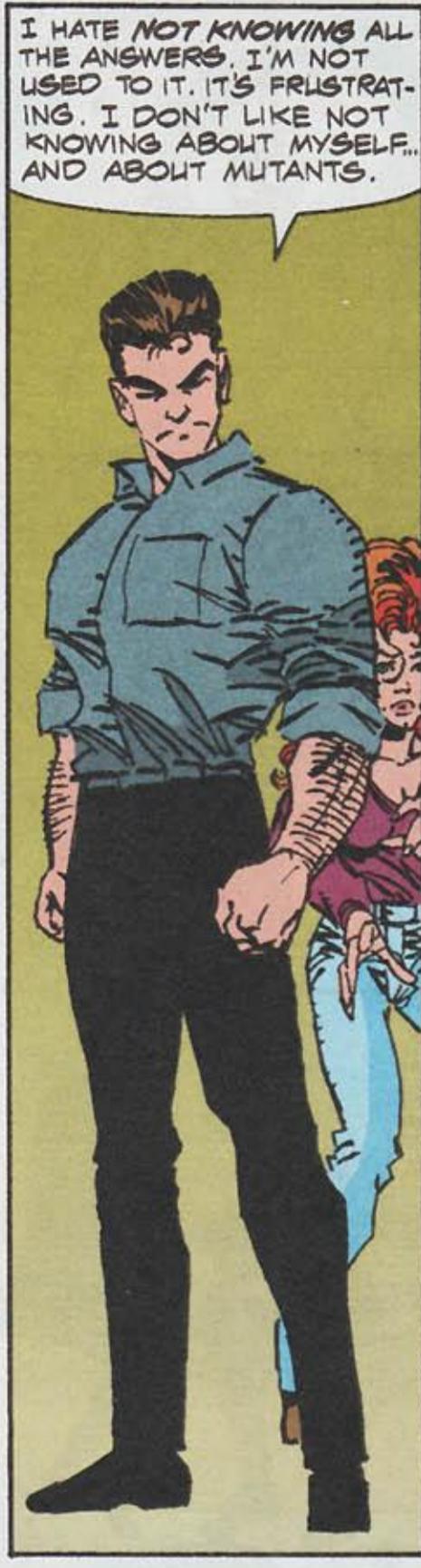
NO MORE
PRESSURE,
OKAY?

WE'VE BOTH
GOT TO BE
READY FOR
THIS.

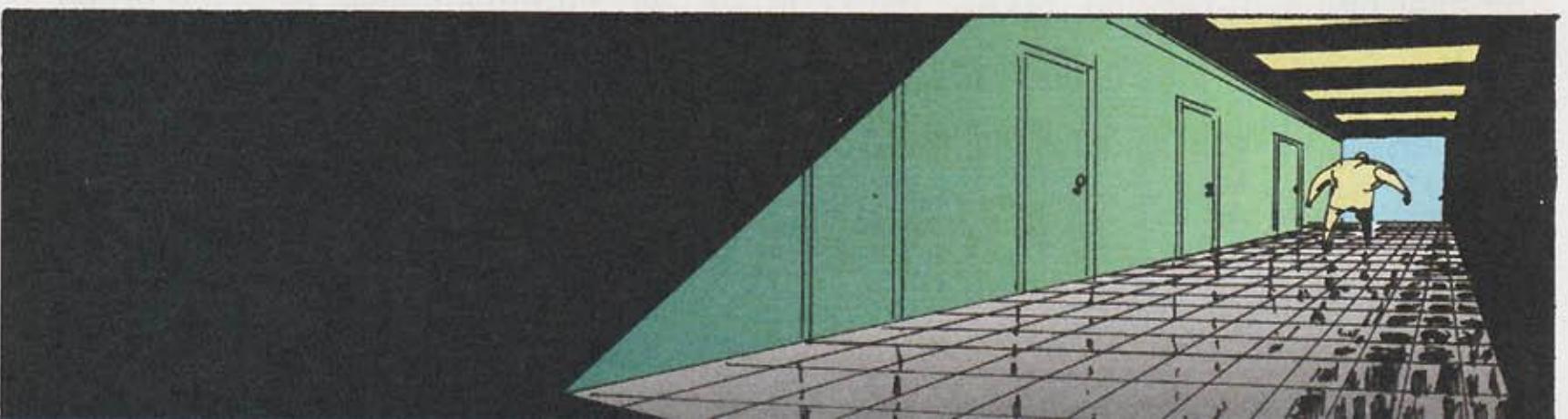
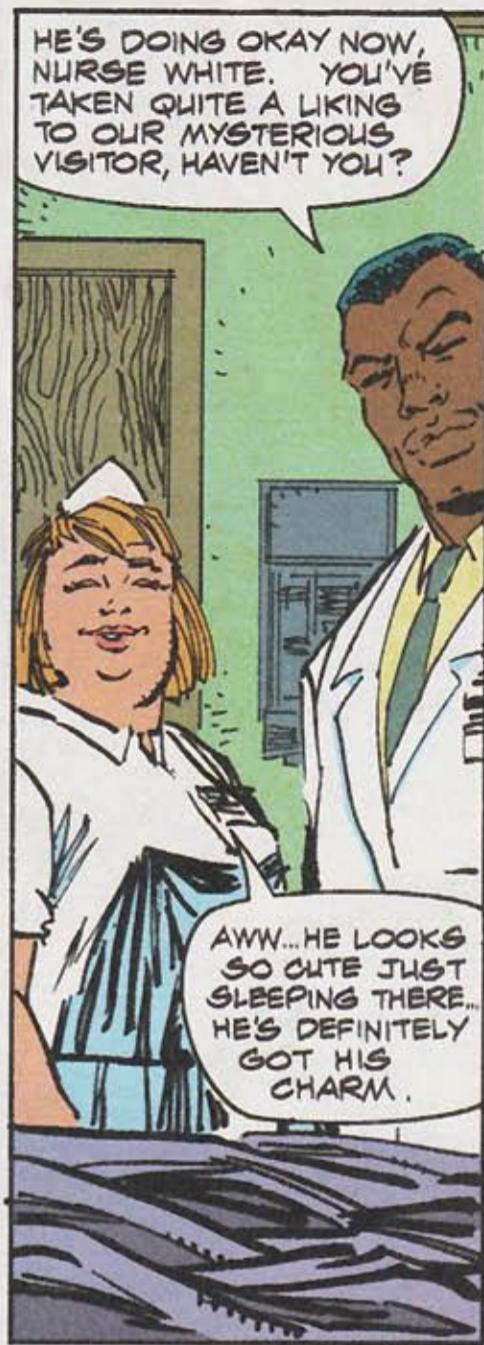
YEAH.

THE MUTANT FACTOR
SCARES ME. A
REGULAR BABY IS
ONE THING... A
MUTANT MIGHT
KILL ME.

OR ARE YOU
FORGETTING
ABOUT THAT
NASTY BITE
YOU RECEIVED
A WHILE
BACK FROM A
CERTAIN
RADIOACTIVE
SPIDER?



ELSEWHERE...



WELL, WELL, IF IT ISN'T THE CAST OF MUTANT BEACH PARTY DANCING THE FUNKY CHICKEN IN MY FAVORITE COLLEGE LECTURE HALL! NOW I'VE SEEN EVERYTHING! I WONDER IF IT'S KOSHER FOR A FELLOW COSTUMED CUT-UP TO CUT IN?

OUR PEOPLE ARE BEING TREATED LIKE ANIMALS AND YOU WANT TO MAKE NICE WITH THE OPPRESSORS.

DIDN'T CARE FOR THE LECTURE, MADAME?

MUTANT FREAKS!

WE SHOULD BE RULERS... NOT SLAVES! IT'S TIME TO TAKE DOWN THE HUMAN RACE ONCE AND FOR ALL AND SHOW THE WORLD WHY WE'RE CALLED HOMO SUPERIOR!

RUN!
RUN!

YOU TRAITOROUS
PIG!

TEMPER,
TEMPER.

DON'T FORGET,
DARLIN' -- HUMAN'S
GROSSLY OUT-
NUMBER US MUTANT
TYPES, THEY'VE GOT
MOST OF THE WEAPONS.
THEY WERE HERE
FIRST...

...AND SOME
OF 'EM ARE
DARN CUTE,
BESIDES!

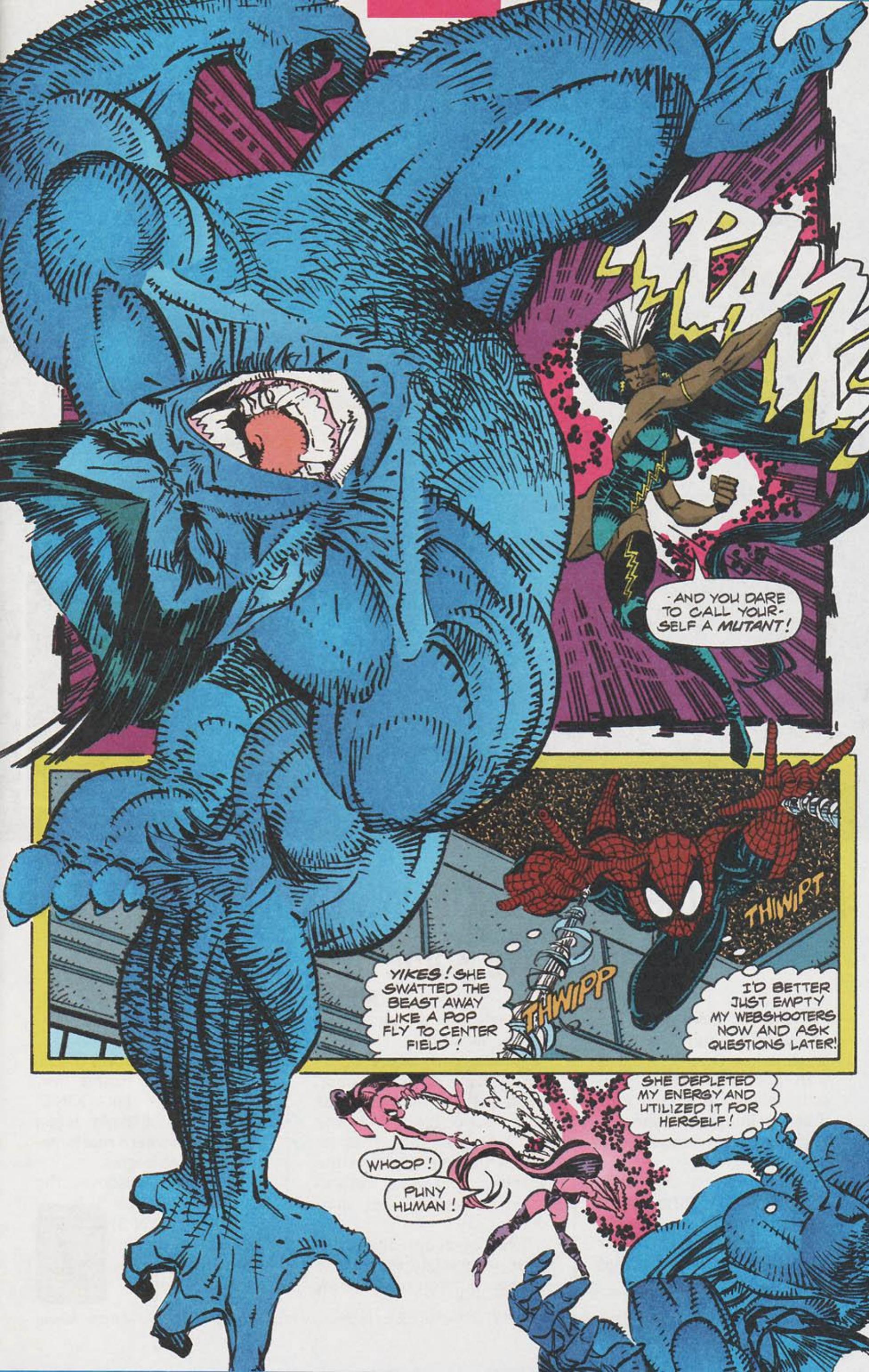
GET OUT
OF THEIR
WAY!

RUN!

CEASE YOUR
WITLESS
PRATTLING,
HUMAN
LOVER!

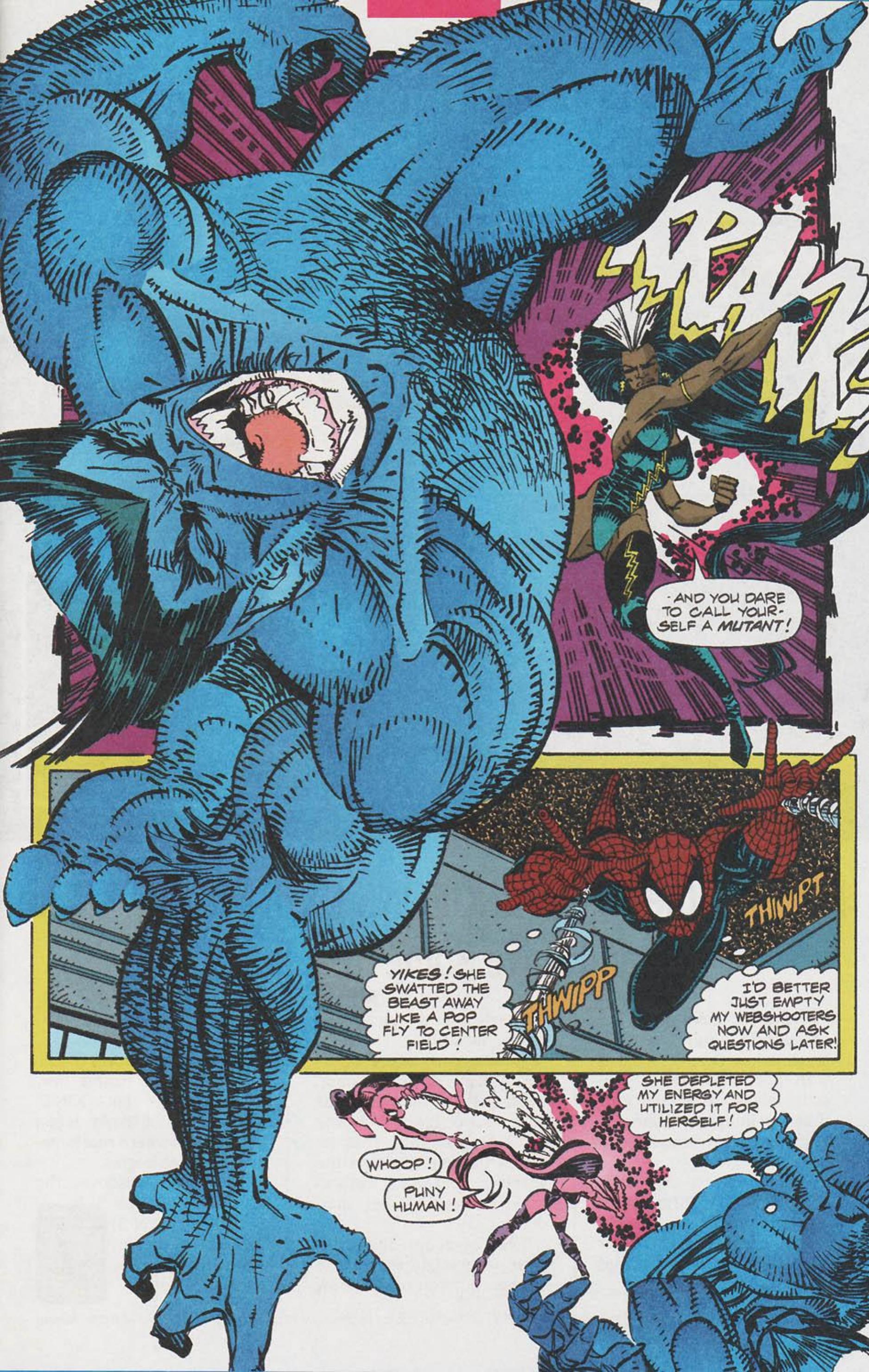
SOME PARTY! A
FEW MINUTES LATE
AND THEY'RE
ALREADY OUT OF
DIP. LOOKS LIKE
THERE'S PLENTY
OF PUNCH LEFT
THOUGH!

SAY
GOOD NIGHT,
GRACIE...!



CRASH

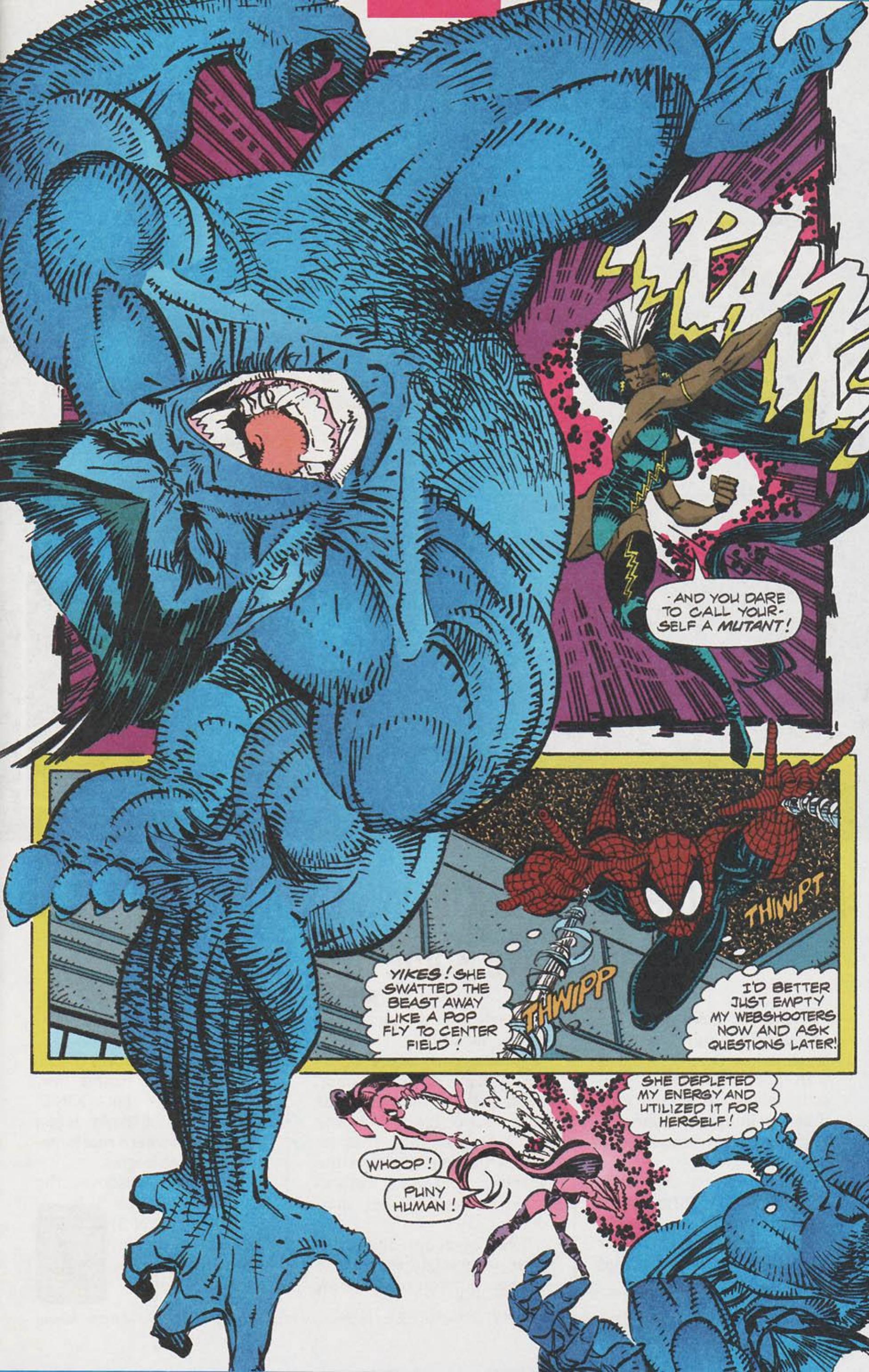
"AND YOU DARE
TO CALL YOUR-
SELF A MUTANT!"



YIKES! SHE
SWATTED THE
BEAST AWAY
LIKE A POP
FLY TO CENTER
FIELD!

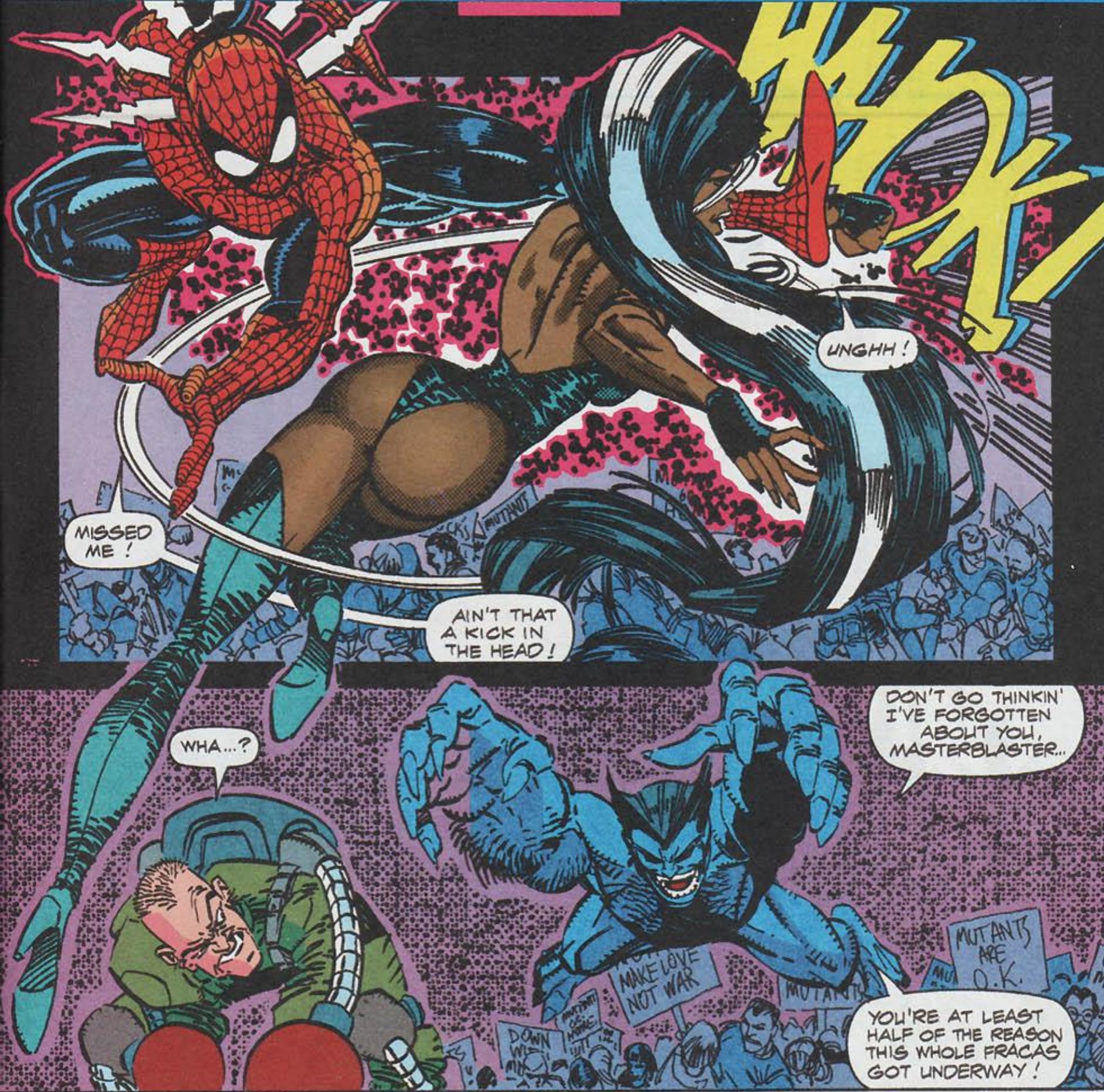
THWIPP

I'D BETTER
JUST EMPTY
MY WEBSHOOTERS
NOW AND ASK
QUESTIONS LATER!



WHOOP!
PUNY
HUMAN!

SHE DEPLETED
MY ENERGY AND
UTILIZED IT FOR
HERSELF!







...WELL, THAT'S ANOTHER DAY IN THE LIFE OF A MUTANT, WEBHEAD.

I KEEP A PRETTY FULL CALENDAR MYSELF, FELLA.

THE HUMAN, MASTERBLASTER, WANTS ALL US MUTANTS DEAD SO THAT WE CAN'T TAKE OVER THE WORLD AND THE MUTANT, POWERHOUSE, WANTS TO TAKE OVER THE WORLD! NEITHER ONE HAS A PARTICULARLY HEALTHY PRESCRIPTION FOR THIS PLANET.

BUT ENOUGH OF THAT-- YOU'VE COME TO ME WITH A PROBLEM.

I MUST SAY IT COMES TO ME AS QUITE A SURPRISE-- I DIDN'T EVEN KNOW YOU WERE MARRIED!

THERE'S REALLY NO ABSOLUTE WAY OF DETERMINING WHAT KIND OF CHILD YOU MAY HAVE. THERE'S A SLIM CHANCE YOUR CHILD WOULD BE PERFECTLY NORMAL, BUT I'D BE LYING IF I SAID THAT THERE'S ANYTHING LESS THAN AN 85% CHANCE OF SOME KIND OF COMPLICATION.

THOSE COMPLICATIONS MIGHT MEAN A HANDICAPPED INFANT, A DEFORMED ONE, A MUTANT, A STILLBORN CHILD, OR EVEN THE DEATH OF YOUR WIFE.

GEE, WELL YOU DON'T HAVE TO RESTRAIN YOURSELF! YOU CAN GIVE IT TO ME STRAIGHT.



ADDED TO THAT, REALIZE THAT IF YOU DO HAVE A MUTANT, THERE ARE CERTAIN FACTORS INVOLVED WITH THAT. THERE'S THE POSSIBILITY THAT THE CHILD MAY NEED SPECIAL CARE OR MAY EVEN PROVE TO BE A THREAT TO YOUR PERSONAL SAFETY. THEN THERE'S THE MONEY ASPECT.

IT'S EXPENSIVE TO RAISE A SPECIAL CHILD, AND IN THE CASE OF A MUTANT, YOUR FAMILY WILL BE SUBJECTED TO PREJUDICE, FEAR AND HATRED, WHICH COULD LEAD TO JOB LOSS AND FURTHER HARDSHIP.

IT'S A WONDER PEOPLE HAVE ANY KIDS AT ALL!

IS THERE ANYTHING ELSE I SHOULD KNOW BEFORE I GO OFF AND PLAY GENETIC RUSSIAN ROULETTE?

I'M SORRY TO BE SUCH A WET BLANKET. IT'S BEEN KIND OF TUMULTUOUS FOR MUTANTS LATELY.

TONIGHT'S MELEE IS ALL TOO CHARACTERISTIC, I'M AFRAID.

THAT'S OKAY, FRIEND -- IT'S UNLIKE YOU TO COME LOOKING FOR ADVICE LIKE THIS. YOUR WIFE'S NOT PREGNANT IS SHE?

SHE'S NOT -- AND KEEP HER EXISTENCE UNDER YOUR HAT. I'D HATE TO HAVE ONE OF MY ENEMIES FIND OUT THAT...

LISTEN, IF THIS IS A BAD DECADE FOR YOU, WE CAN RESCHEDULE OUR LITTLE DISCUSSION.

OH BROTHER-- THERE'S JUST NO END IN SIGHT, IS THERE?

ANOTHER DAY AT THE OFFICE.

SHALL WE?



YEE
HAW!

IT'S
CLOBBERIN'
TIME,
ALREADY!

♪ HERE WE
COME TO ♪
SAVE THE
DAY! ♪

SAY THERE, BIG FELLOW--COULD YOU DIRECT ME TO HOBOKEN?

IS THAT A NEW SCENT YOU HAVE ON? IT SMELLS DIVINE!

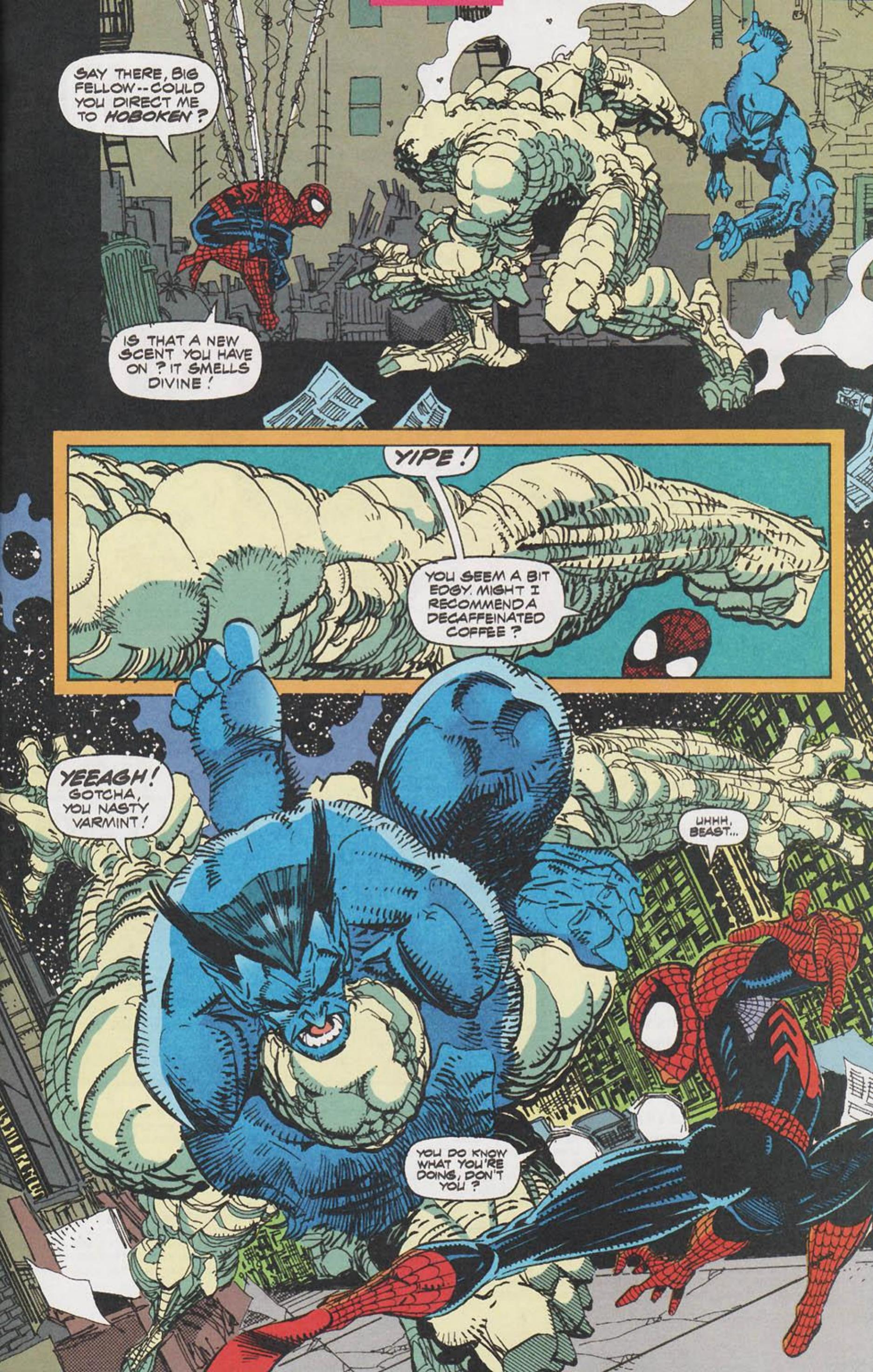
YIPE!

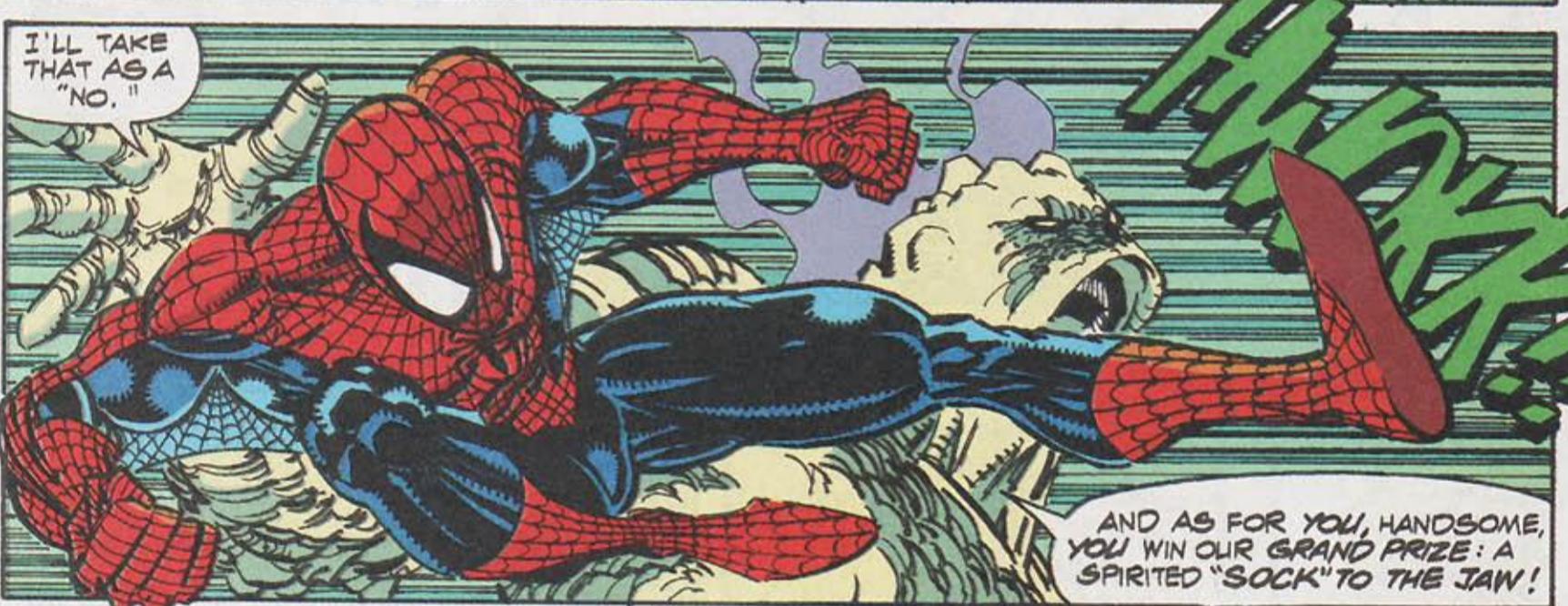
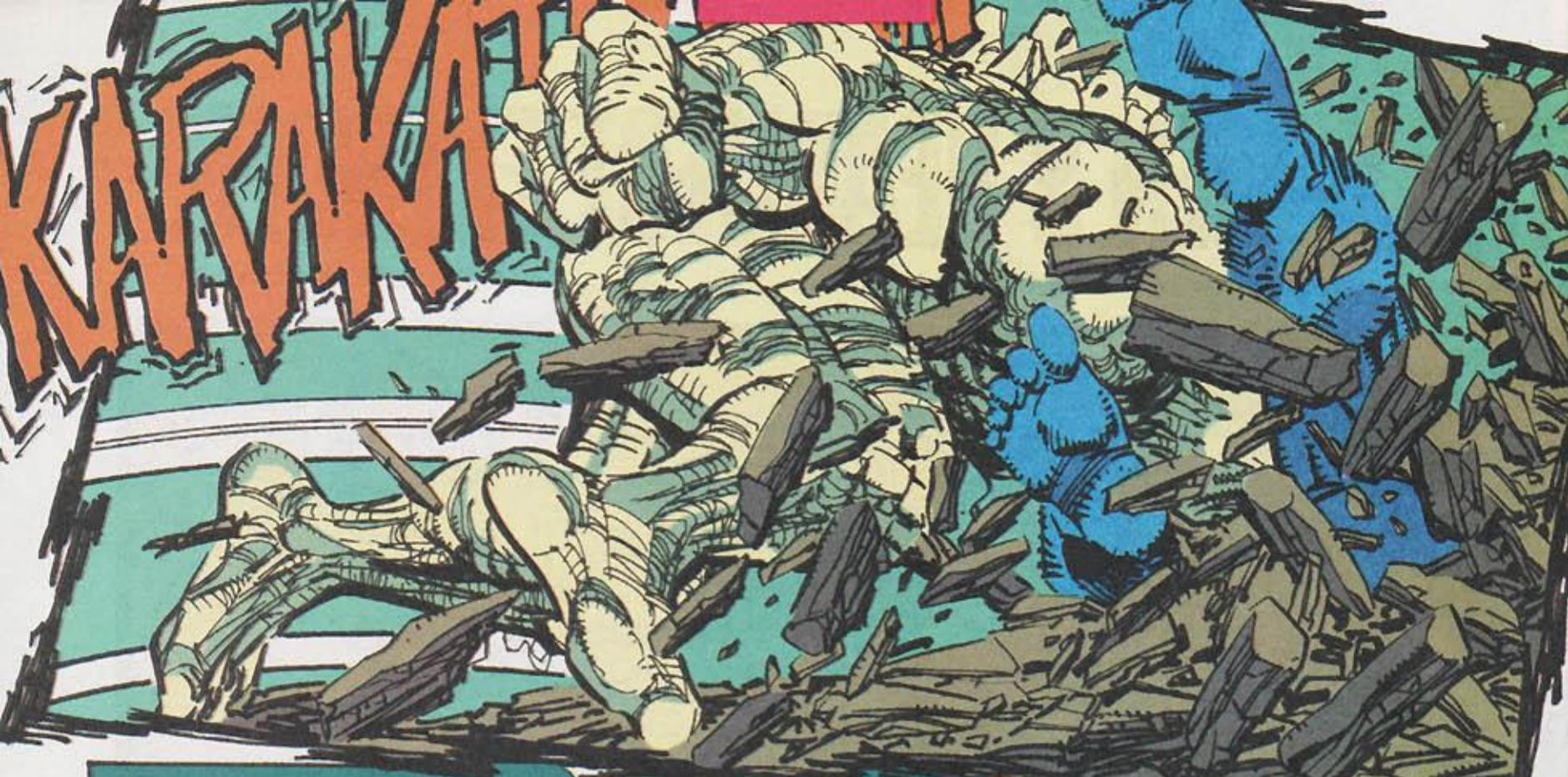
YOU SEEM A BIT
EDGY. MIGHT I
RECOMMEND A
DECAFFEINATED
COFFEE?

YEEAHH!
GOTCHA,
YOU NASTY
VARMINT!

UHHH,
BEAST...

YOU DO KNOW
WHAT YOU'RE
DOING, DON'T
YOU?





IS IT SOMETHING
YOU WANT TO
TALK ABOUT,
OR...

IT WAS JUST A
SUGGESTION.

OKAY,
OKAY, WE
DON'T HAVE
TO.

THERE THEY
GO. I SUPPOSE
I SHOULD
FOLLOW THEM...

:SIGH.:

I HATE
SEWERS!



HEY, BEAST,
NICE OF YOU
TO SHOW UP!

G#*98&0!

I'M JUST
WRAPPING THINGS
UP HERE. YOU
COULD PUT YOUR
FINGER ON THIS
KNOT FOR ME IF
YOU WANT TO FEEL
USEFUL!

OOPS.

GANGWAY,
SPIDEY!

OH, MAN. THE
BEAST'S DOWN
AND OUT FOR
A SECOND
TIME.

THIS GUY'S NOT
GOING TO BE AN
EASY KNOCK OUT.

HECK, HE'S
ALREADY
NOT AN EASY
KNOCK OUT!

HOW INCONSIDERATE OF ME. I DON'T BELIEVE I'VE INTRODUCED YOU TWO: FIST MEET FACE!

UH-OH. I DON'T THINK HE FELT THAT-- AND I'VE LEFT MYSELF WIDE OPEN!

AAOOOOH!!!

UNNGGGHUB!

I CAN'T GET ANY LEVERAGE AND THE ONLY GUY THAT COULD HELP ME IS SUCKING ANTS OUT OF HIS PILLOW. THIS GUY'S FINGERS HAVE ME PINNED--! LIKE A VISE AROUND MY NECK!

I CLIMB INTO THESE TIGHTS ALMOST EVERY DAY AND FACE IMPROBABLE ODDS. IT DOESN'T OCCUR TO ME AS OFTEN AS IT SHOULD THAT ONE DAY I MIGHT NOT MAKE IT HOME.

I NEVER THOUGHT IT WOULD END LIKE THIS. POOR MARY JANE WILL FIND OUT ABOUT MY DEATH AND BE HOUNDED BY THE PRESS. MY PASSING WILL DEVASTATE HER.

THIS IS THE LIFE I'VE CHOSEN FOR MYSELF?

FOR MY WIFE?

"FOR ANY KIDS WE'D EVER HAVE?"

"MY PARENTS DIED-- RISKING THEIR LIVES-- WHEN I WAS TOO YOUNG TO REMEMBER."

"I GREW UP AS A LONELY BOY. FOREVER DENIED THEIR LOVE. DIFFERENT FROM OTHER LITTLE BOYS."

THIS MAY BE THE END--!

MARY JANE ALWAYS TELLS ME TO BE CAREFUL... MARY JANE...

"ALONE."

STAN'S SOAPBOX

Hi, Heroes! It takes place the week of July Fourth! It's in San Diego! It's one of the biggest Comic Book Conventions of all! And it's not even paying us for this priceless Soapbox plug! So why am I doing it? Here's why . . .

Marvel believes in Comic Book Cons! Marvel supports Comic Book Cons! Marvel loves Comic Book Cons!

Just think! A place where all you fans can get together with other Marvel maniacs (not to mention Brand Echh bizarros) and have a ball meeting your favorite artists, writers and editors! A

place where you can bid on all sorts of original artwork, attend discussion groups with the pros, snare countless autographs, snap candid photos of the celebs, and generally wallow in a welter of comic book lore!

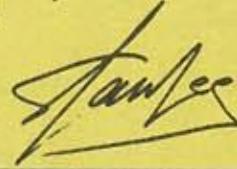
Let's face it, a good Comic Book Con is super hero heaven—and if this hype doesn't get me a free pass to the next one, I'll return my latest no-prize for a full refund! Come to think of it, maybe I'll devote my next soapbox to expensive sports cars —hey, I'm not so dumb!

But seriously (which is a word I find hard to take seriously), if you've never attended a Comic Book Con you should make a note not to miss the next one that comes

to your town. There are now so many of 'em that they seem to be proliferating like rabbits, so no matter where you live there's a good chance of finding one in your area sooner or later. And, since I attend so many Cons during the year, there's always the possibility of us running into each other—but don't let that discourage you. You can always pretend you don't know me!

So, till Jim Lee admits he's my long-lost grandfather, see ya at the Con!

Excelsior!



July is a mondo-hot month—but you don't need us to tell you that. Just stick your head out the window. Preferably an open one. Now, some may like it hot—Marilyn Monroe, for one, singer Robert Palmer, for another. But here at Marvel, we're trying to forget about the heat. After all, too much heat can make you perspire on your new mint Marvel comics, thus decreasing their value. And we don't want that. Instead of telling you what you already know—that we're pushin' the mercury into the red—we'd rather talk about things that are cool.

After all, a good comic should be cool and refreshing—like a gentle breeze on a warm summer's day... like a guitar riff you can't get out of your head... or like an ice cube dropped down your shirt. At least, that's the idea. We figured what better way to help you cool off than to clue you in on what we, the movers and shakers at the coolest comics company in the U.S., consider the ultimate in cool. (If the items mentioned here do not seem cool to you, you may want to redefine your abstract values.)

COOLEST ACTIVITY FOR MARRIED COUPLES: Having babies. This recreational activity seems quite popular this year, as evidenced by ultra-inker **Randy Emberlin** and his lovely wife, **Judy**, who have just had a baby boy, and PUBLISHER mega-penciler **Hugh Haynes** and his lovely wife, **Judith**, who recently celebrated the arrival of a baby girl.

COOLEST NAME FOR BABY BOYS: Alex.

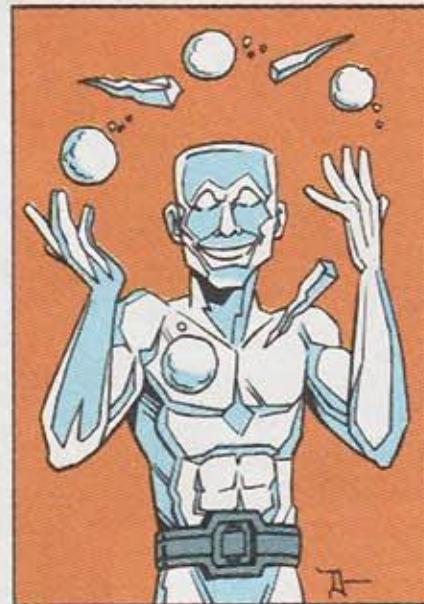
COOLEST NAME FOR BABY GIRLS: Olivia.

COOLEST BOOK: X-MEN-super-scribe **Chris Claremont**'s second novel, *Grounded*, will be out next month from Ace Books. Chris describes *Grounded* as "hi-tech sf," noting that it's a sequel to his first novel, *First Flight*. A third book in the series is planned. However, with Chris busy scripting two, count 'em, two X-MEN books every month, there's no telling when the third book in the series will be out.

COOLEST FOOD: Cherry Slurpees.

COOLEST SPORT: Wallyball. (It's like volleyball, only with no rules.)

COOLEST COMIC: **Gilbert Gottfried**. Ha! Fooled you! You thought we were talking about comic books, when actually we were talking about stand-up comics! The ultra-hilarious Gilbert, known for his hosting of the USA Cable Network's *Up All Night*, and movie roles including *Problem Child* and *Beverly Hills Cop 2*, is a big Marvel fan. He recently stopped by the Marvel offices along with his buddy, fellow stand-up comic (and ALPHA FLIGHT's new writer) **Scott Lobdell**. Gilbert and Scott are working on a story for our Dastardly Competition. Something about the adventures of a boy who could fly, or some such. Comics writing comics... what will they think of next?



JULY COOLOMETER



- INFINITY GAUNTLET
- PENN & TELLER
- BARE KNEES
- THE ROCKETEER
- THAI FOOD
- SUPERMODEL CLAUDIA SCHIFFER
- THE SIMPSONS
- MICHAEL JORDAN
- GEEK CHIC
- THE INCREDIBLE HULK
- ROLLERBLADES
- ANNE RICE'S THE WITCHING HOUR
- SOFTBALL
- QUASAR
- GEOGRAPHIC UNDESIRABILITY
- THE FLASH TV SHOW
- HANNIBAL LECTER
- TEEN-AGE MUTANT NINJA TURTLES
- TWIN PEAKS
- SUSHI
- BO JACKSON
- NEW KIDS ON THE BLOCK
- McLEAN BURGER
- STEVEN SEAGAL
- BELL BOTTOMS
- VOGUING
- VANILLA ICE
- PONYTAILS ON MEN
- REGIS & KATHY LEE

COOLEST ISSUE OF MARVEL AGE MAGAZINE: Issue #104, which, by a strange coincidence, is on sale this month. The issue features a cover by ultra-superstar artist **Jim Lee**, as well as an interview with **The-One-Who-Is-Not-Stan's-Son**. The cover story this issue? Why, none other than the all-new, all different X-MEN #1, which explodes on the world like a supernova next month, and is sure to be the best-selling comic since the dawn of the Paleolithic Era. Now, any other comic company would give you the Jim Lee interview and stop there. But not us! MARVEL AGE #104 also contains the reprint of the first Marvel mutant story ever published. It's called "The Man Who Could Fly," and it's by a couple of gents named **Stan** (I am not Jim's Dad) **Lee** and **Steve** (I Am Not Related In Any Way To Either Stan Or Jim Lee) **Ditko**. The story originally appeared in... AMAZING FANTASY #14! (As all true Marveloids know, that's the issue BEFORE the introduction of the AMAZING SPIDER-MAN! Stan and Steve were really on a hot streak there—oops, we promised not to mention heat.)

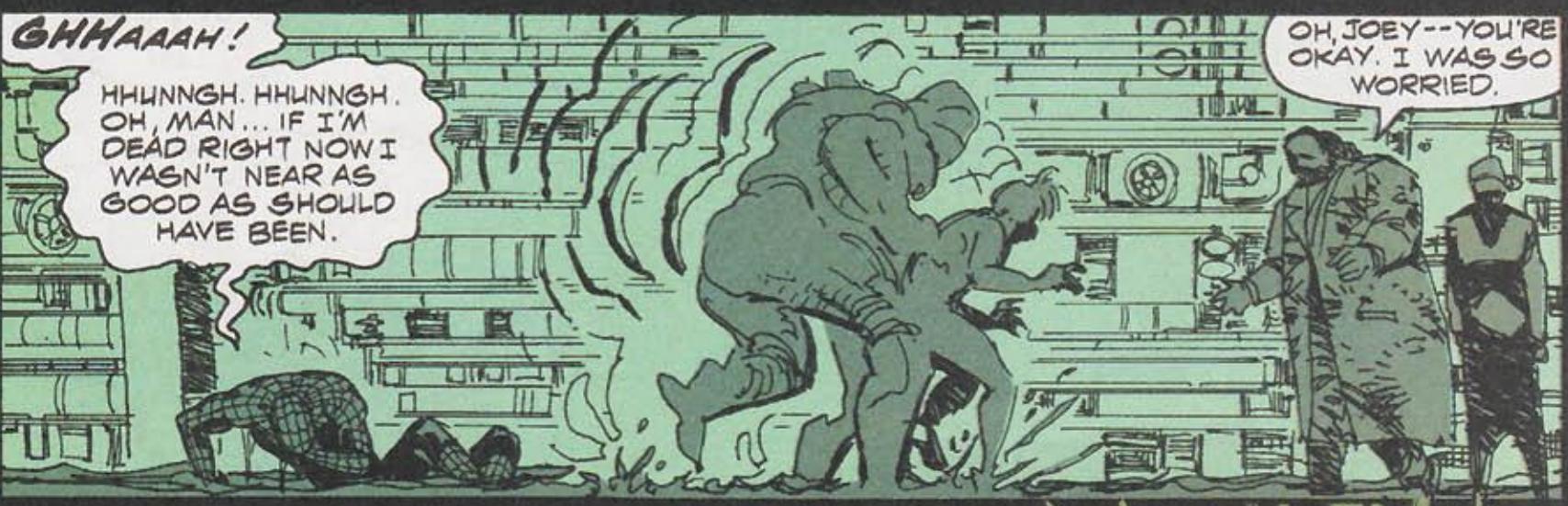
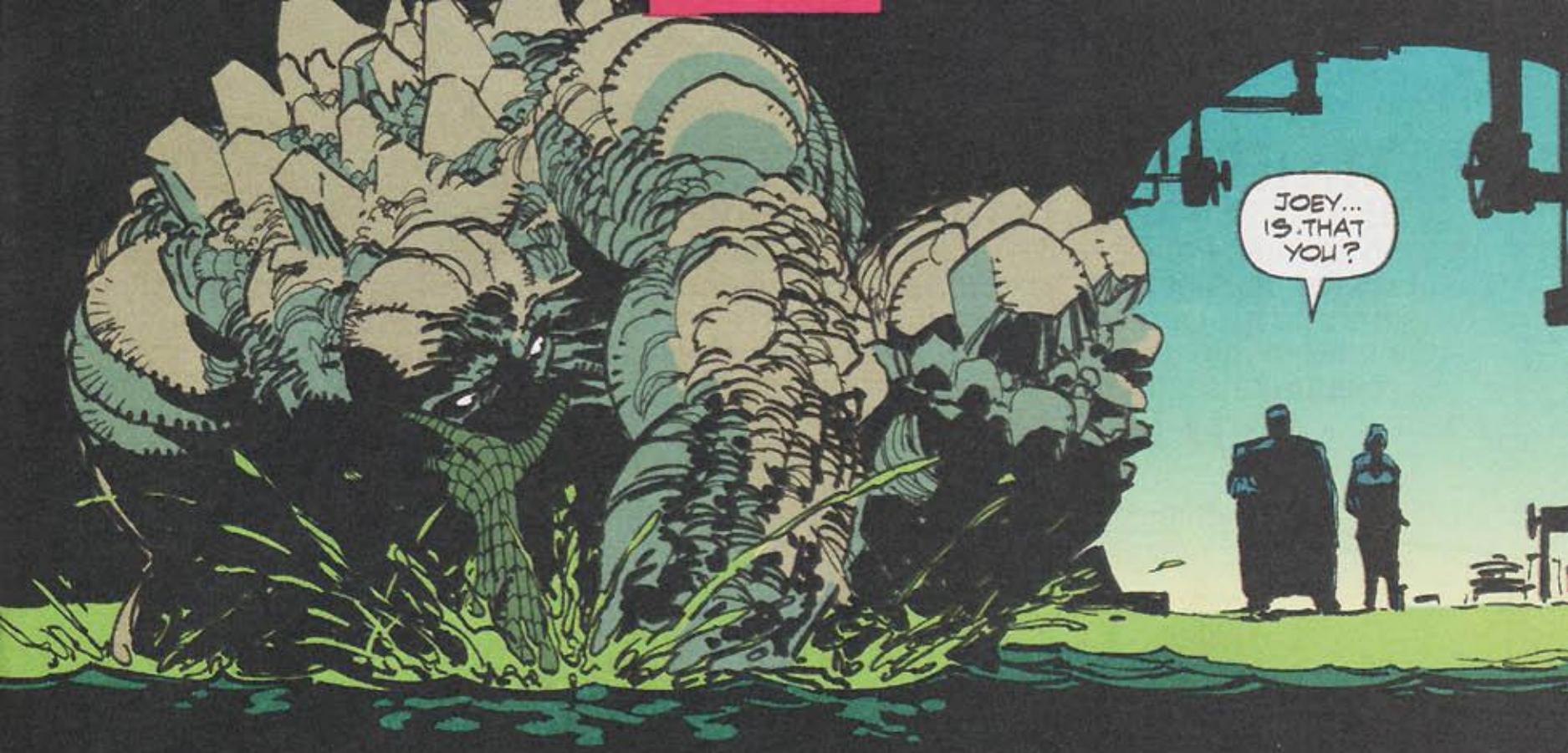
COOLEST SUMMER MOVIES: *Terminator 2: Judgment Day*, and *Bill and Ted's Excellent Adventure 2*. By one of those strange, quirky twists of fate, the kind you usually associate with cheap romance novels, we're doing comic adaptations of both those mega-blockbuster-movies, and they're both on sale this month! What are the odds of that happening—we mention something on the Bullpen Page, and it happens to be on sale that same month. Coincidence... or evidence of the supernatural? We can't say for sure, but there are a few oddsmakers in Vegas who are placing bets against that kind of thing ever occurring again.

COOLEST THING TO PUT ON YOUR DOOR: The Mary Jane Watson poster by **Joe Jusko**, which, by some other freak fit of happenstance, goes on sale this month. You've seen the MARVEL ILLUSTRATED SWIMSUIT ISSUE—but here's your chance to see it as it was meant to be seen. It's so big, it takes up an entire door! If Mary Jane were a real person, it would be as big as life! The poster features the vivacious, bikini-clad MJ, relaxing beneath the comforting wash of a waterfall.

What could be cooler than that?

COOLEST CONVENTION EVENT: *Mondo Marvel*, our newest infotainment extravaganza which we've taken on the road to the major comic conventions, is a live talk show hosted by the ultrapopular **Fabian Nicieza**. It features music, famous comic writers reading from their works, audience participational contests, commercial skits for real Marvel comics, and other undignified activities. Catch it if you can!

COOLEST SIGN-OFF: That's it for another month, and we're outta here.





THERE'S A FACILITY CALLED THE NURSERY-- ITS PURPOSE IS TO DEAL WITH PROBLEM CHILDREN SUCH AS YOURS, TO PREVENT THEM FROM MENACING PEOPLE.

YOU CAN LIVE YOUR LIVES RUNNING AND HIDING BELOW THE STREETS IF YOU WANT TO. BUT IT'S NOT ONLY INHUMAN, IT'S SAOISTIC TO CONDEMN YOUR CHILD TO SUCH A FATE. I'M AFRAID I HAVE TO INSIST...



WE DON'T WANT TO FIGHT. HIS MAMMA WANTED A BETTER LIFE FOR HIM. WANTED TO GIVE HIM AWAY. I WANT HIM TO BE SAFE, TOO, BUT I DON'T WANT TO LOSE HIM.

PROMISE ME I CAN SEE HIM WHEN I WANT TO -- THAT HE'LL BE SAFE -- AND I'LL DO WHAT YOU SAY.



OH, YES. THAT'S THE UPSIDE OF BEING A PARENT THAT I FORGOT TO MENTION, SPIDEY.

YOU HAVE MY WORD.

I'LL JOIN YOU IN A MOMENT TO HELP MAKE ARRANGEMENTS.

:COUGH!: :COUGH!:



YOU'LL LOVE YOUR CHILD NO MATTER WHAT. MUTANT OR NO...



