

ANNUAL

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the **AMAZING SPIDER-MAN**

#1
1964

MARVEL
COMICS GROUP 25¢



FEATURING: SPIDEY'S BIGGEST
LONGEST, GREATEST BATTLE, AS
HE ATTACKS:

"THE SINISTER SIX!"

WITH A GALAXY OF THE MOST
GOL-DARNED GUEST-STARS THAT
YOU CAN SHAKE A WEB AT!

JAM-PACKED WITH
SPECIAL SURPRISE FEATURES

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"The SINISTER SIX!"

CAN SPIDER-MAN SAVE THE TWO PEOPLE HE LOVES MOST IN THE WHOLE WORLD FROM THE DEADLY **SINISTER SIX ?!**

SIX!

IN ORDER TO RESCUE BETTY BRANT AND AUNT MAY, SPIDEY MUST FIND A WAY TO DEFEAT THE UNDEFEATABLE **SINISTER SIX!!**

What Happens **NOW?** JUST WHEN HE NEEDS THEM MOST, PETER PARKER SEEMS TO HAVE MYSTERIOUSLY **LOST** HIS AMAZING SPIDER POWERS!!

41 Pages

OF Indescribable Excitement
Written By:

STAN LEE

Drawn By:
STEVE DITKO

POSSIBLY THE MOST TALKED-ABOUT TEAM IN COMICS TODAY!

LETTERED BY: S. ROSEN

IT'S TAKEN A YEAR TO PRODUCE THIS DOUBLE-LENGTH EPIC, SO LET'S NOT WASTE ANOTHER MINUTE! AWAY WE GO!!

IN STATE PRISON, A TEAM OF SPECIALISTS HAVE FINALLY FOUND A WAY TO REMOVE THE FOUR EXTRA MECHANICAL ARMS WHICH HAD BECOME ATTACHED TO DR. OCTOPUS AFTER A FREAK ACCIDENT...*

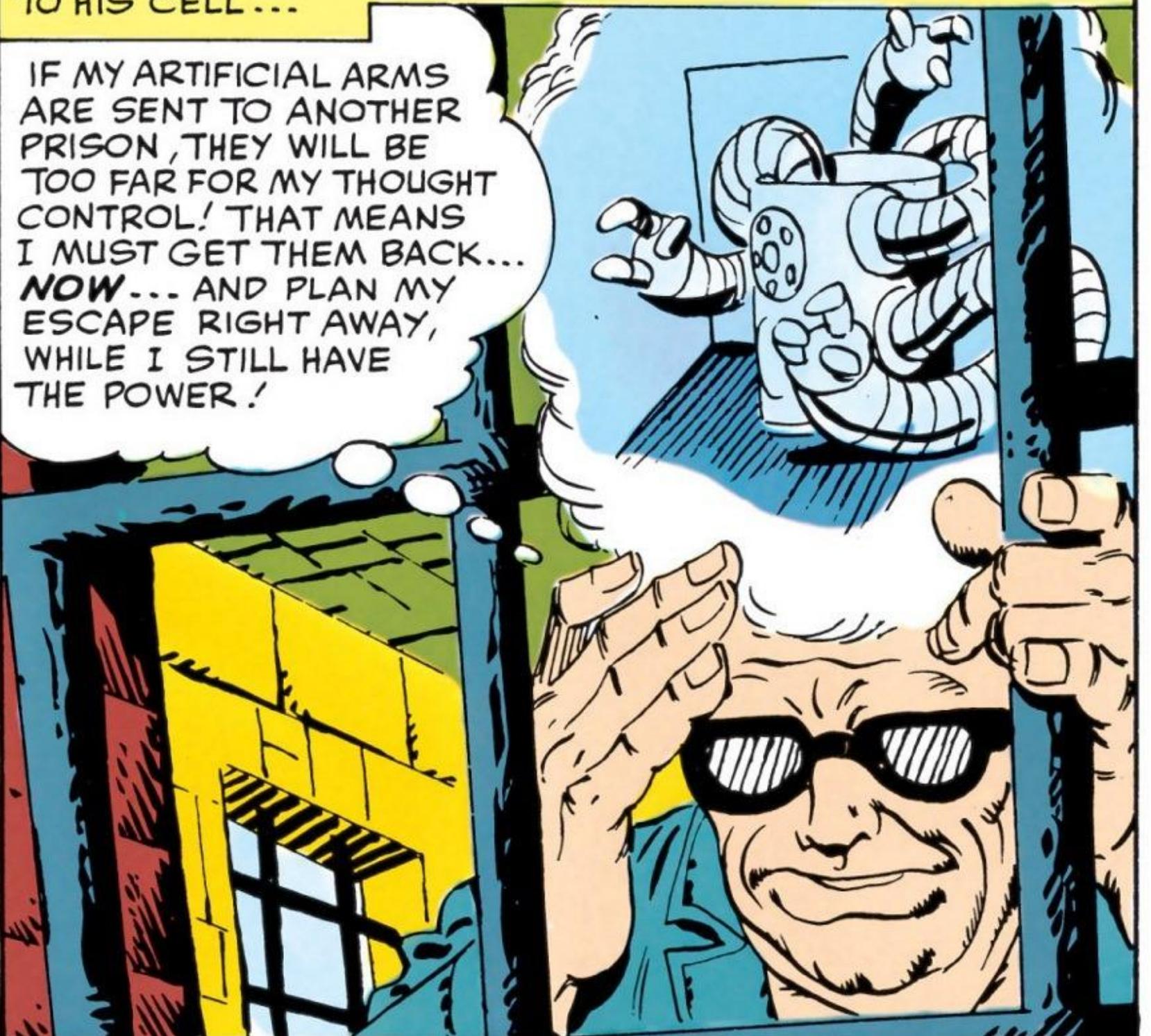
NOW THAT WE'VE TAKEN YOUR GREATEST POWER FROM YOU, YOU'RE JUST PLAIN DR. OTTO OCTAVIOUS, PRISONER #4756689!

THAT'S WHAT HE THINKS! THEY DON'T SUSPECT THAT I CAN CONTROL MY "ARMS" MENTALLY, EVEN THOUGH THEY'RE A DISTANCE AWAY FROM ME!



AN HOUR LATER, AFTER DR. OCTOPUS HAS BEEN RETURNED TO HIS CELL...

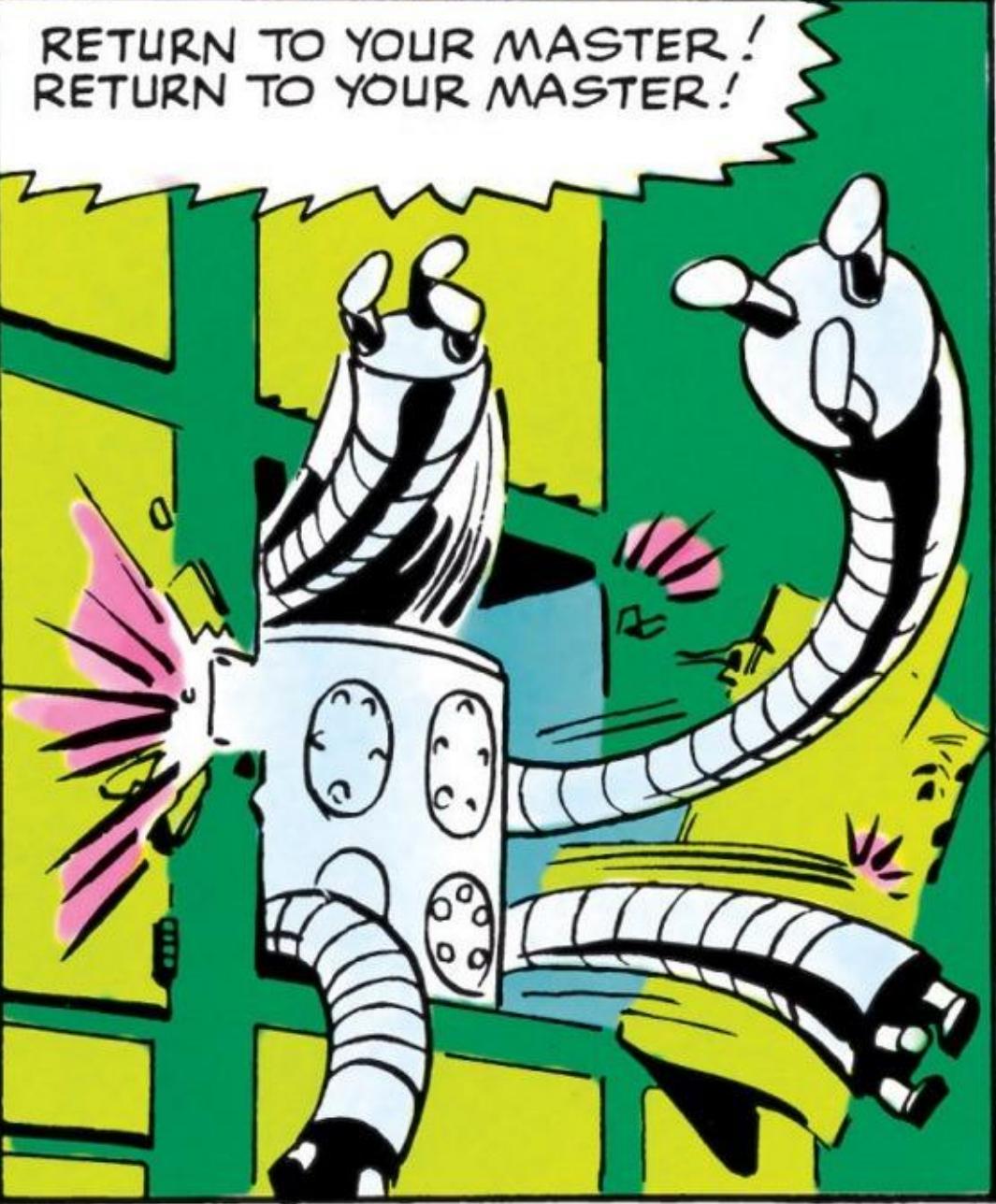
IF MY ARTIFICIAL ARMS ARE SENT TO ANOTHER PRISON, THEY WILL BE TOO FAR FOR MY THOUGHT CONTROL! THAT MEANS I MUST GET THEM BACK... NOW... AND PLAN MY ESCAPE RIGHT AWAY, WHILE I STILL HAVE THE POWER!



AND SO, THE EVIL ARCH-VILLAIN SENDS A THOUGHT IMPULSE OUT FROM HIS BRAIN... A SUMMONS WHICH IS RECEIVED, AND OBEYED BY HIS MIGHTY MECHANICAL ARMS!

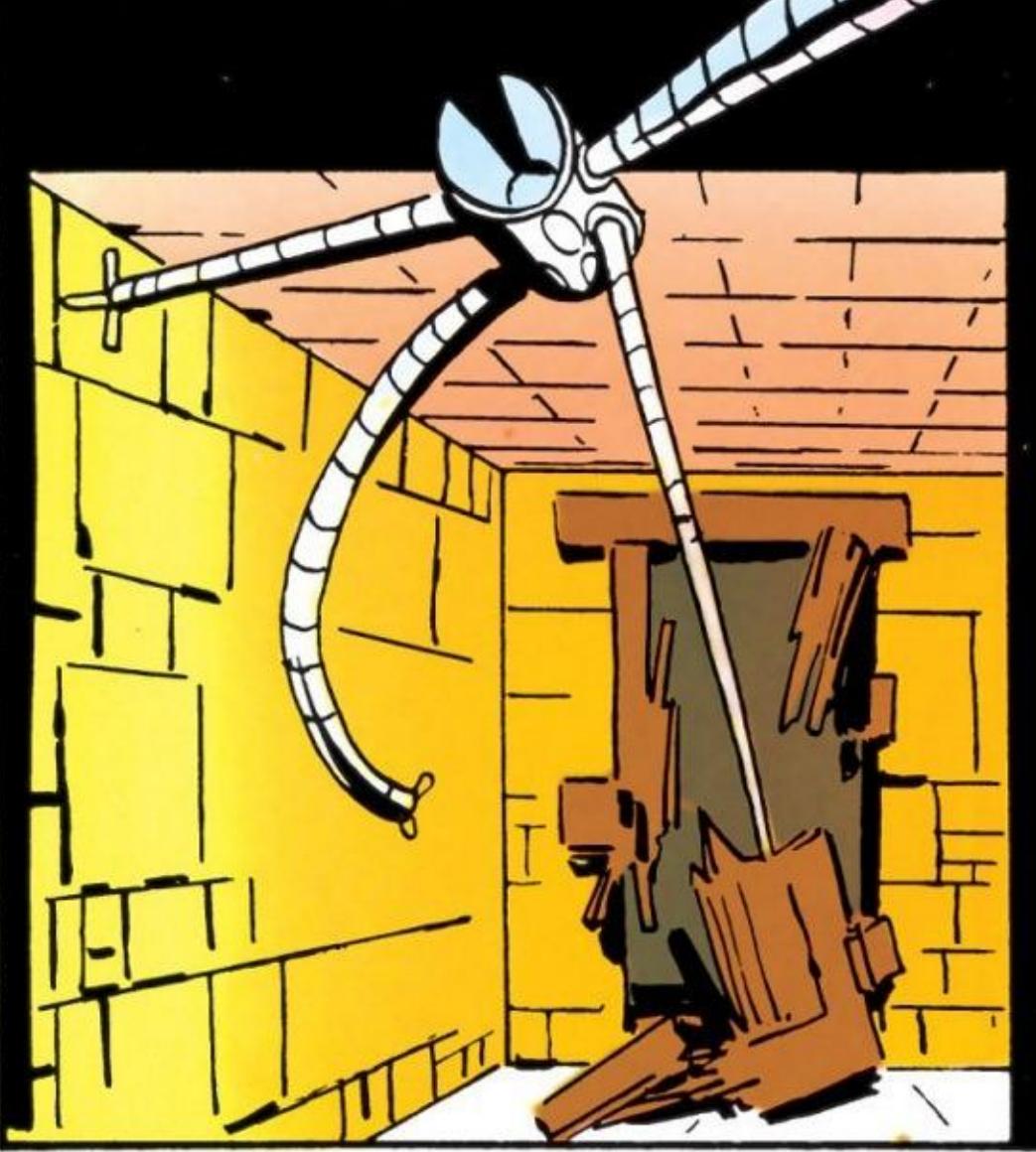
RETURN TO YOUR MASTER! RETURN TO YOUR MASTER!

SO POWERFUL ARE THEY, THAT NOTHING SEEMS ABLE TO STOP THEM AS THEY SLOWLY MAKE THEIR WAY ALONG THE WALLS AND CEILING UNTIL...



I KNEW I HAD THE POWER TO DO IT!!

AND NOW TO ATTACH THEM TO MYSELF AGAIN, AND BREAK OUT OF HERE BEFORE THE GUARDS CAN MUSTER ENOUGH REINFORCEMENTS TO STOP ME!

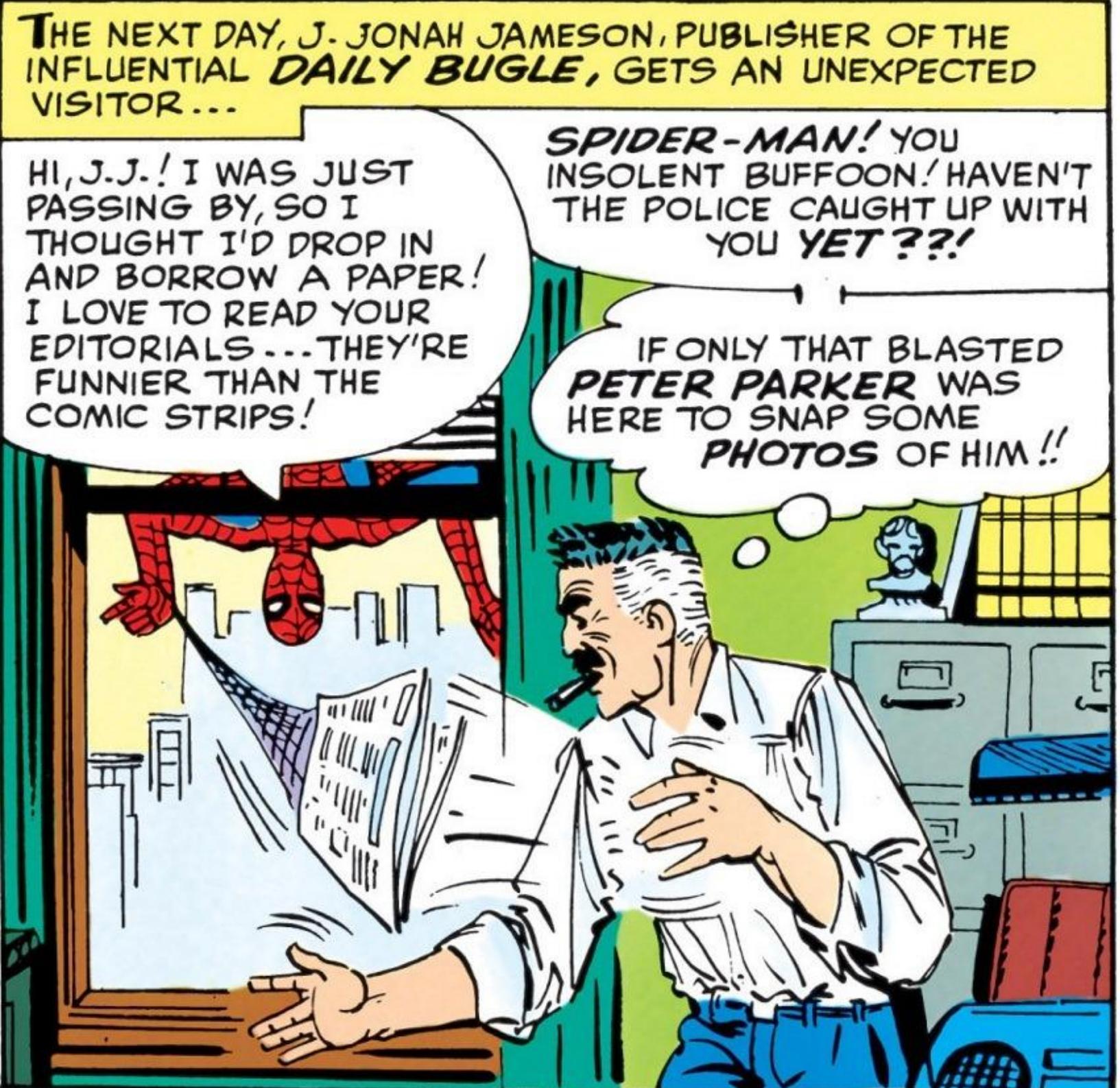


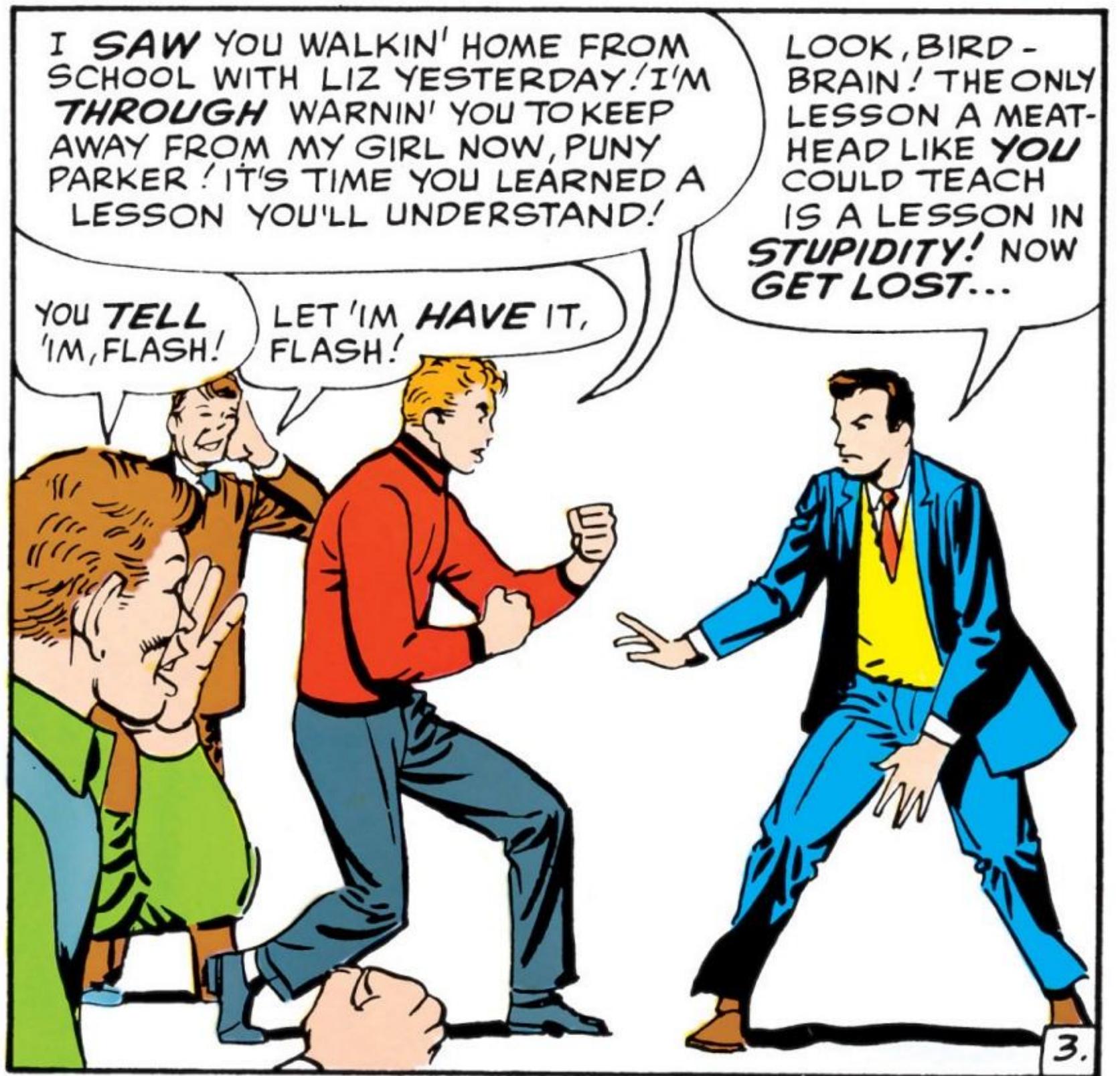
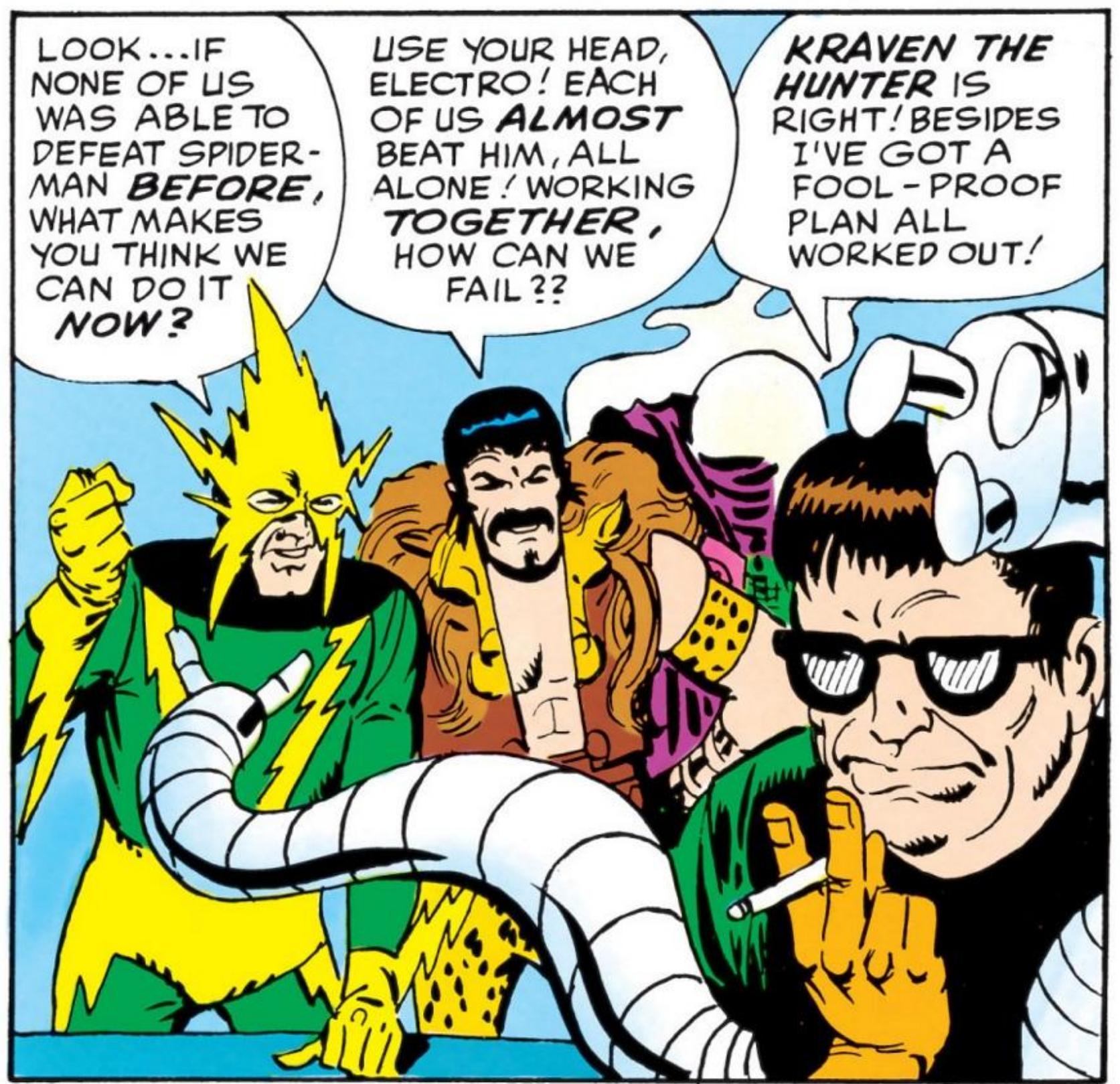
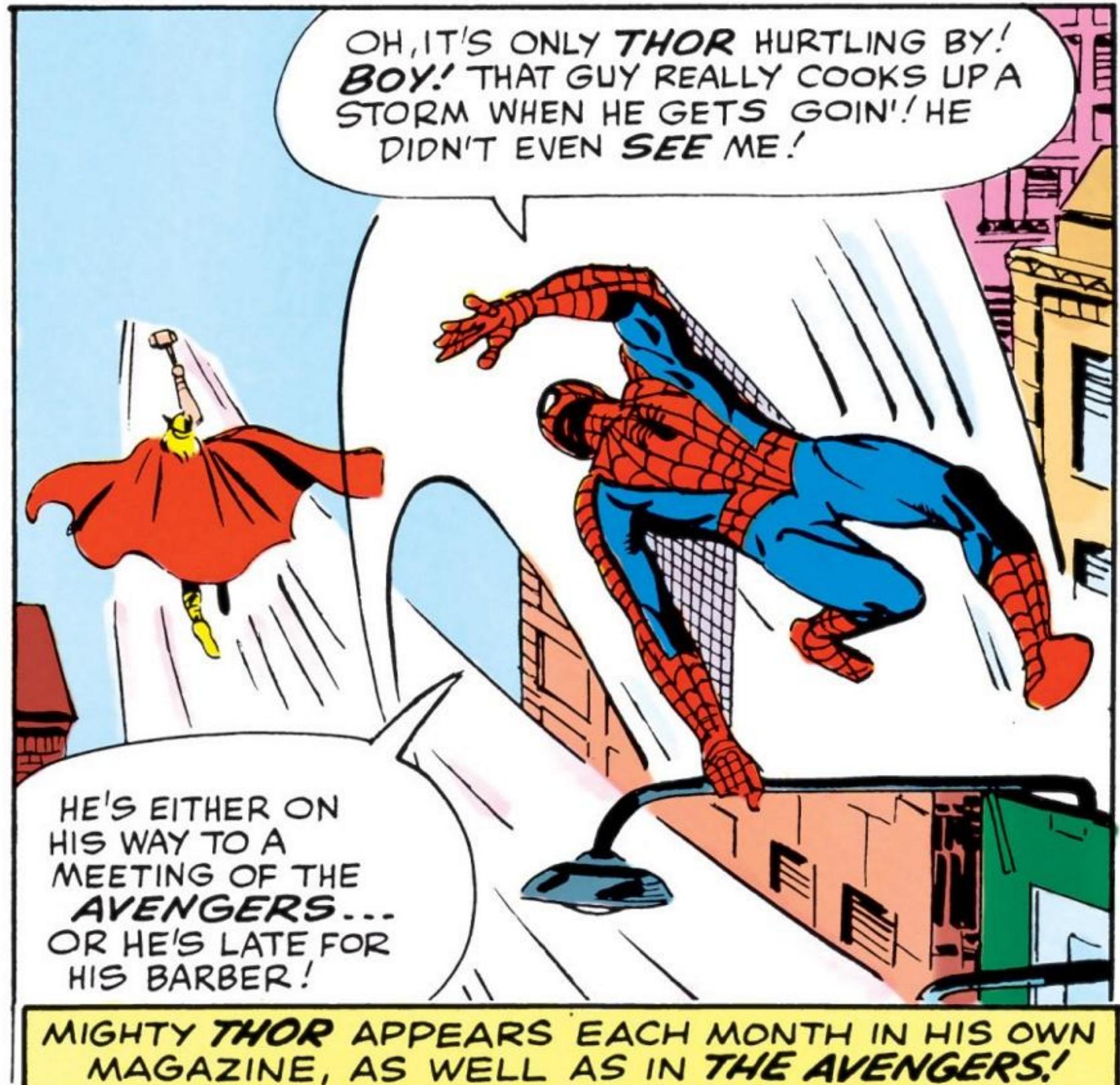
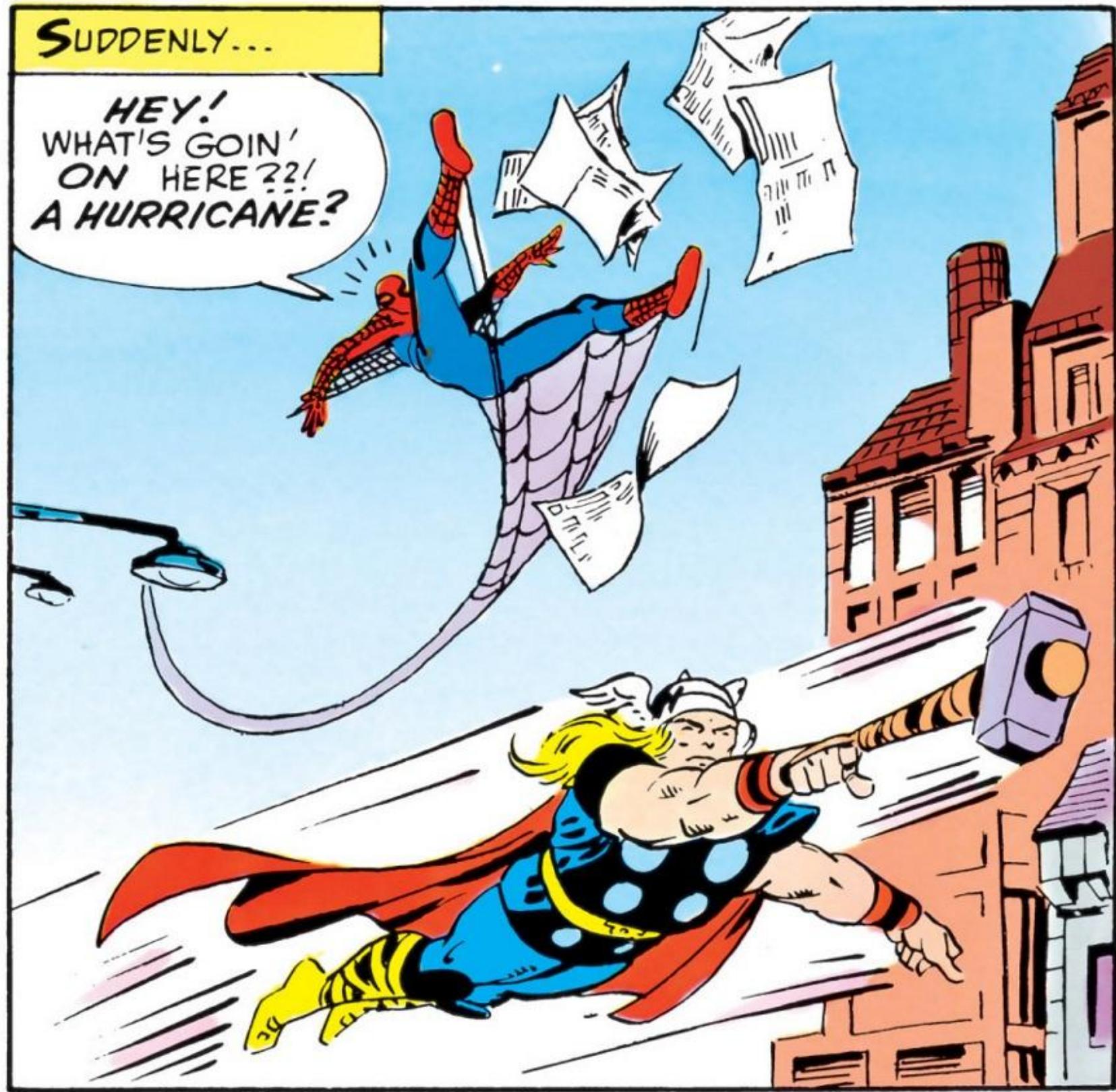
THE NEXT DAY, J. JONAH JAMESON, PUBLISHER OF THE INFLUENTIAL DAILY BUGLE, GETS AN UNEXPECTED VISITOR...

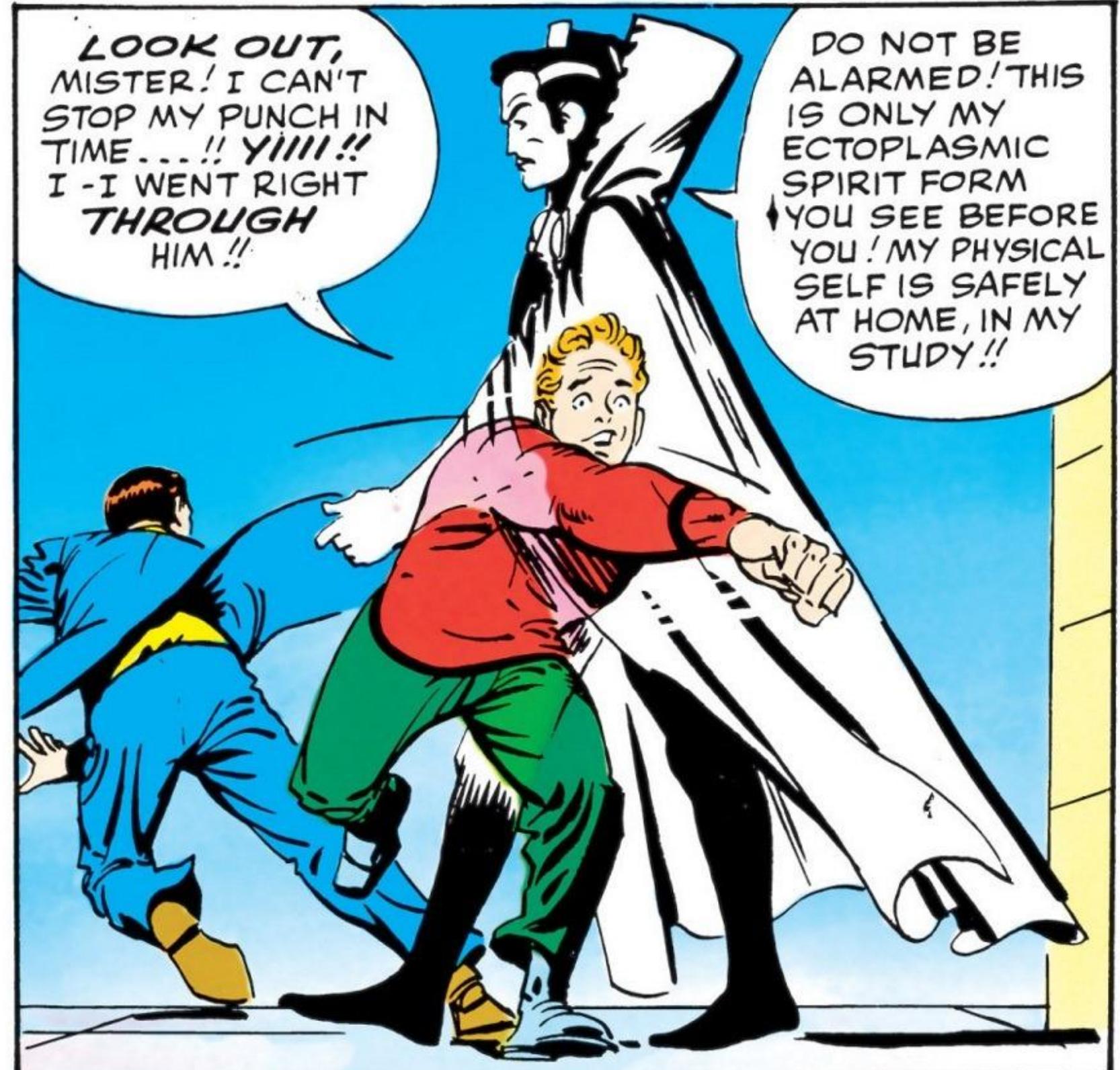
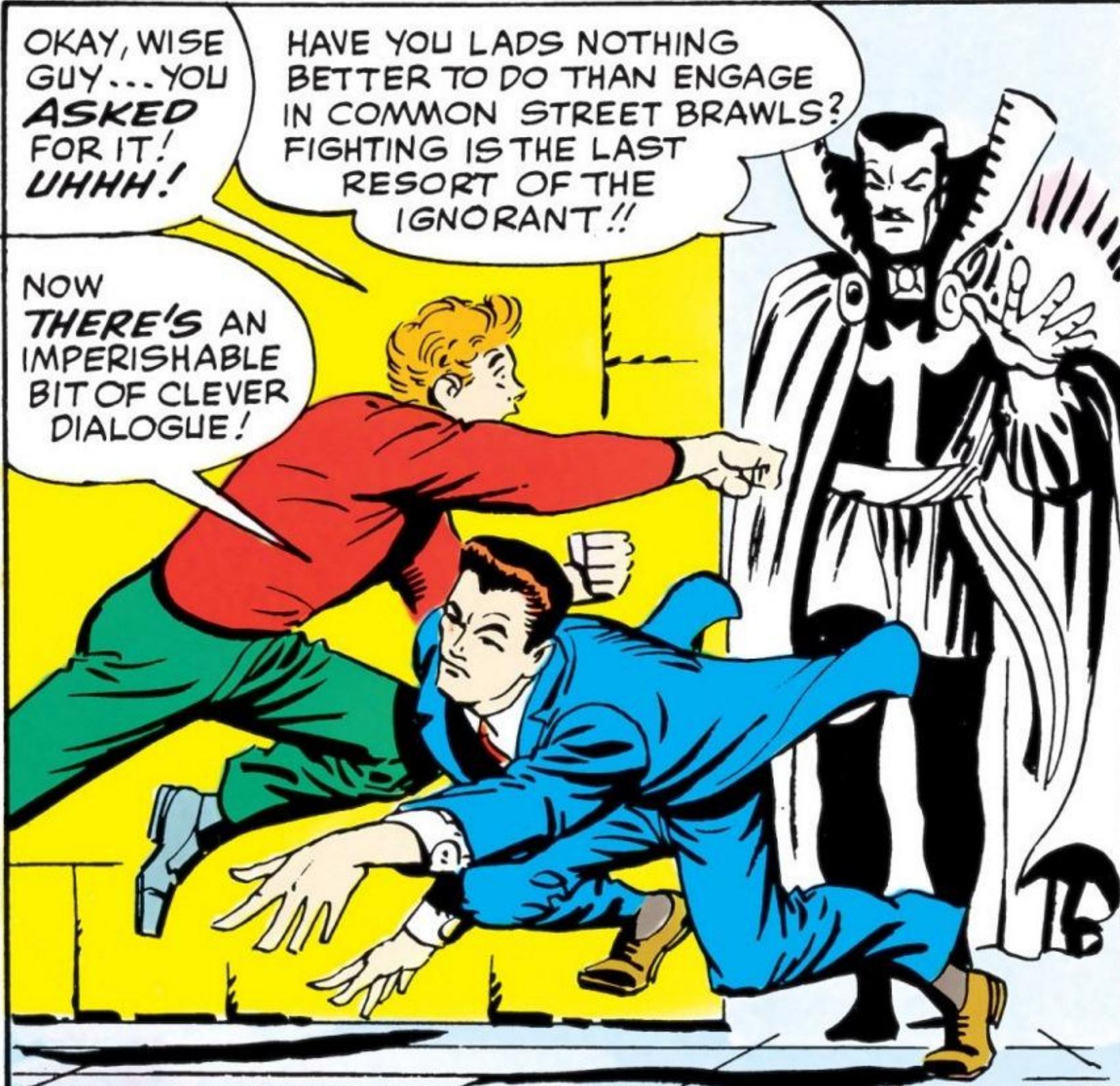
HI, J.J.! I WAS JUST PASSING BY, SO I THOUGHT I'D DROP IN AND BORROW A PAPER! I LOVE TO READ YOUR EDITORIALS... THEY'RE FUNNIER THAN THE COMIC STRIPS!

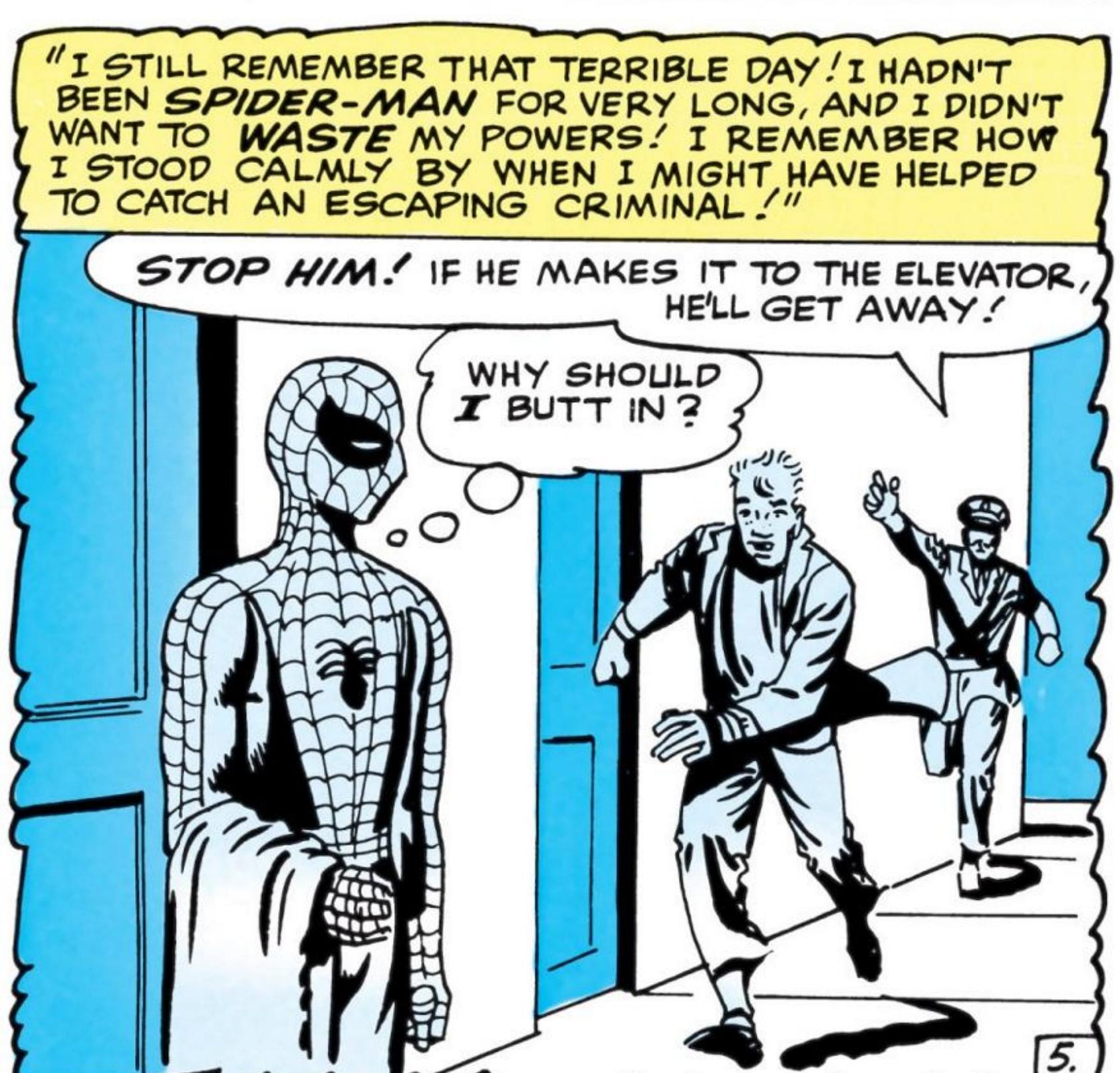
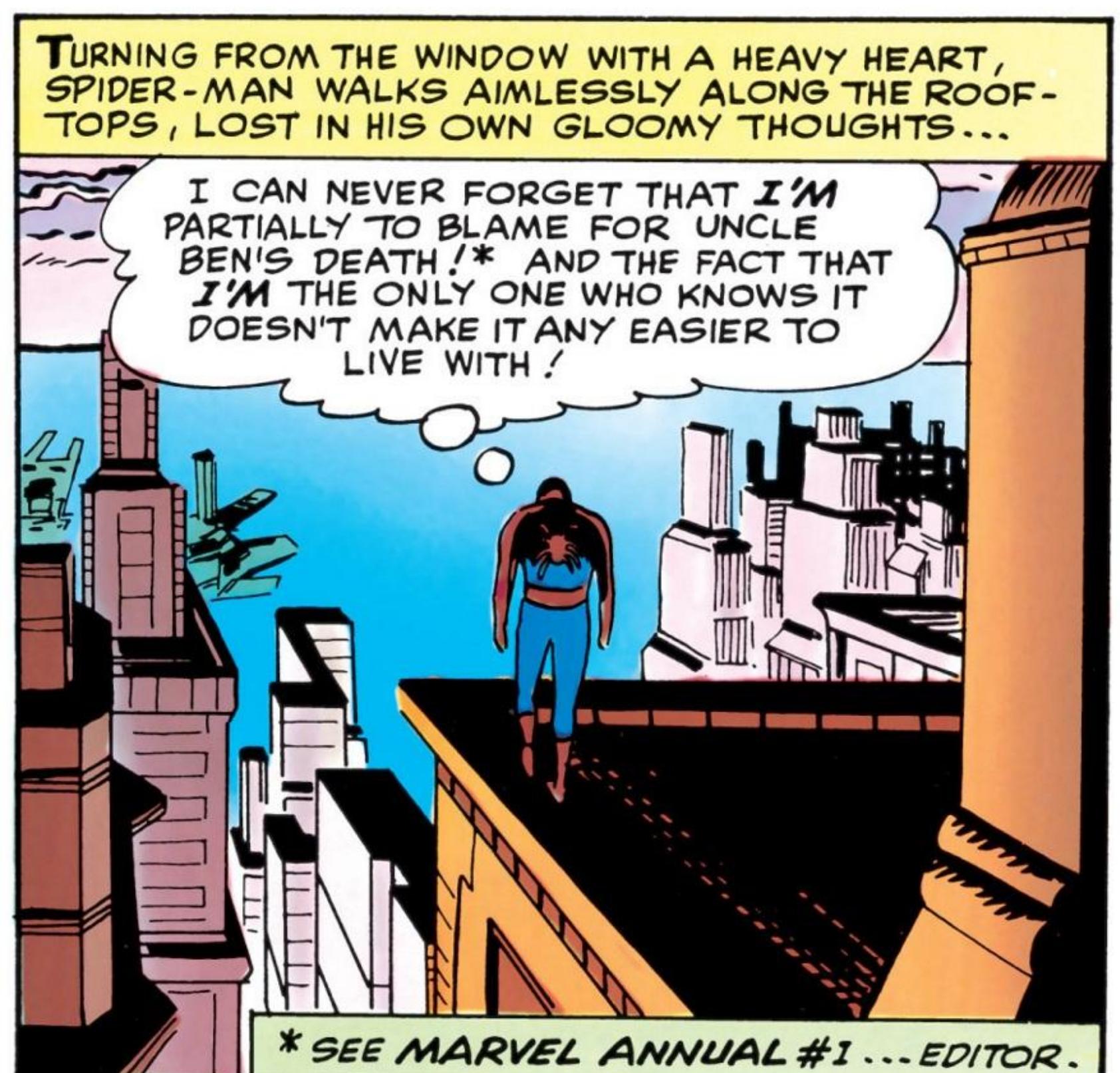
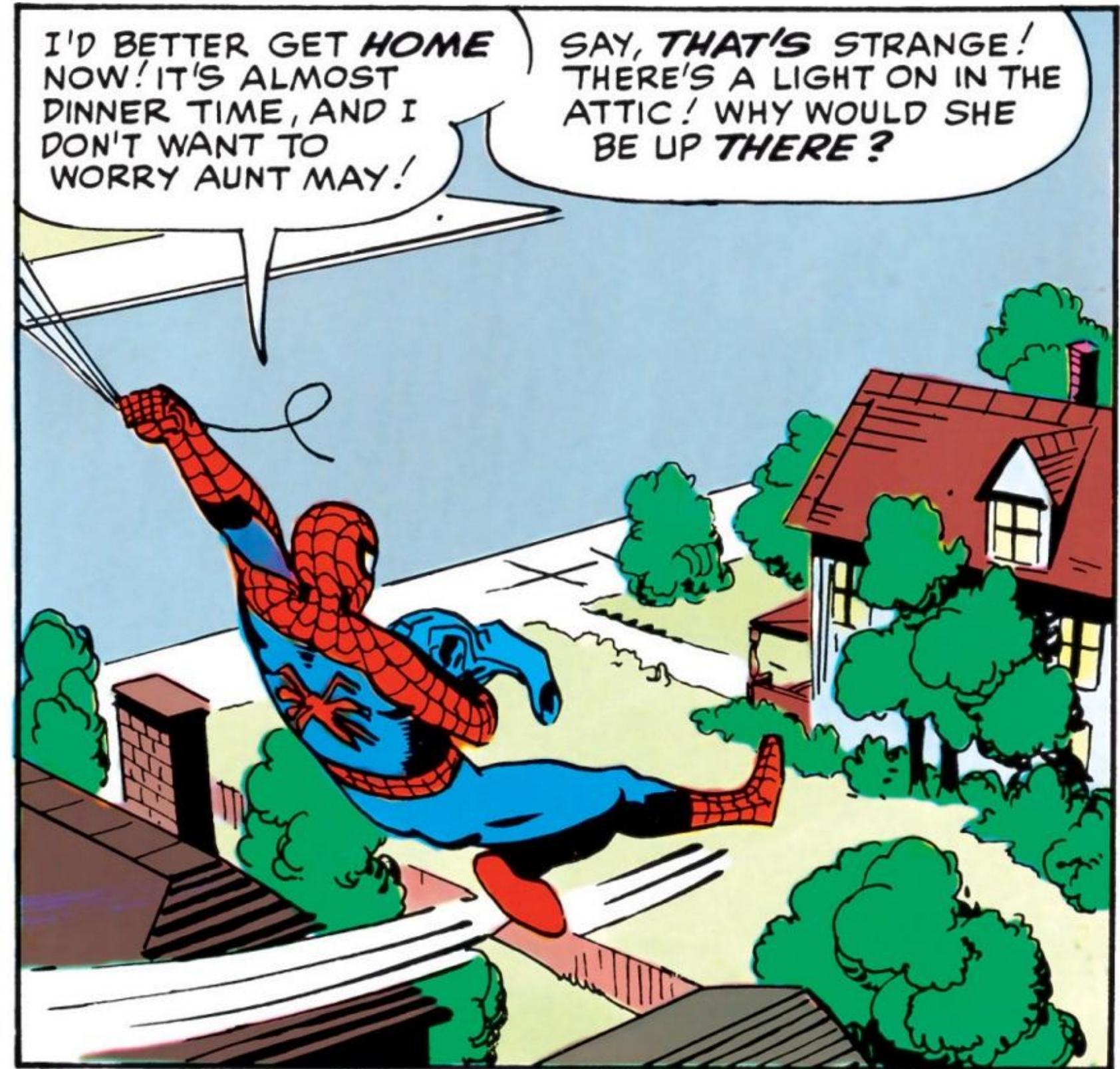
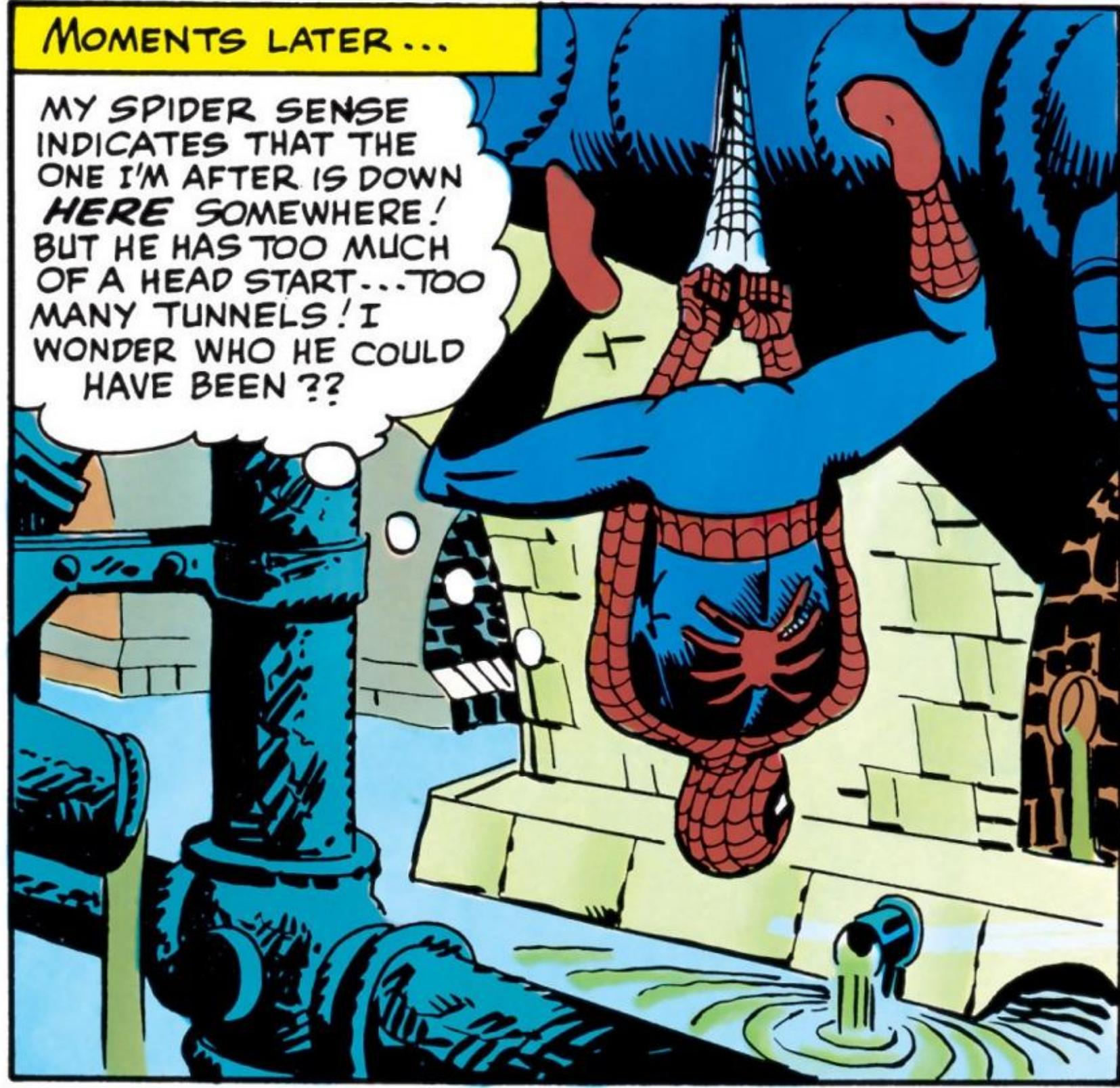
SPIDER-MAN! YOU INSOLENT BUFFOON! HAVEN'T THE POLICE CAUGHT UP WITH YOU YET??!

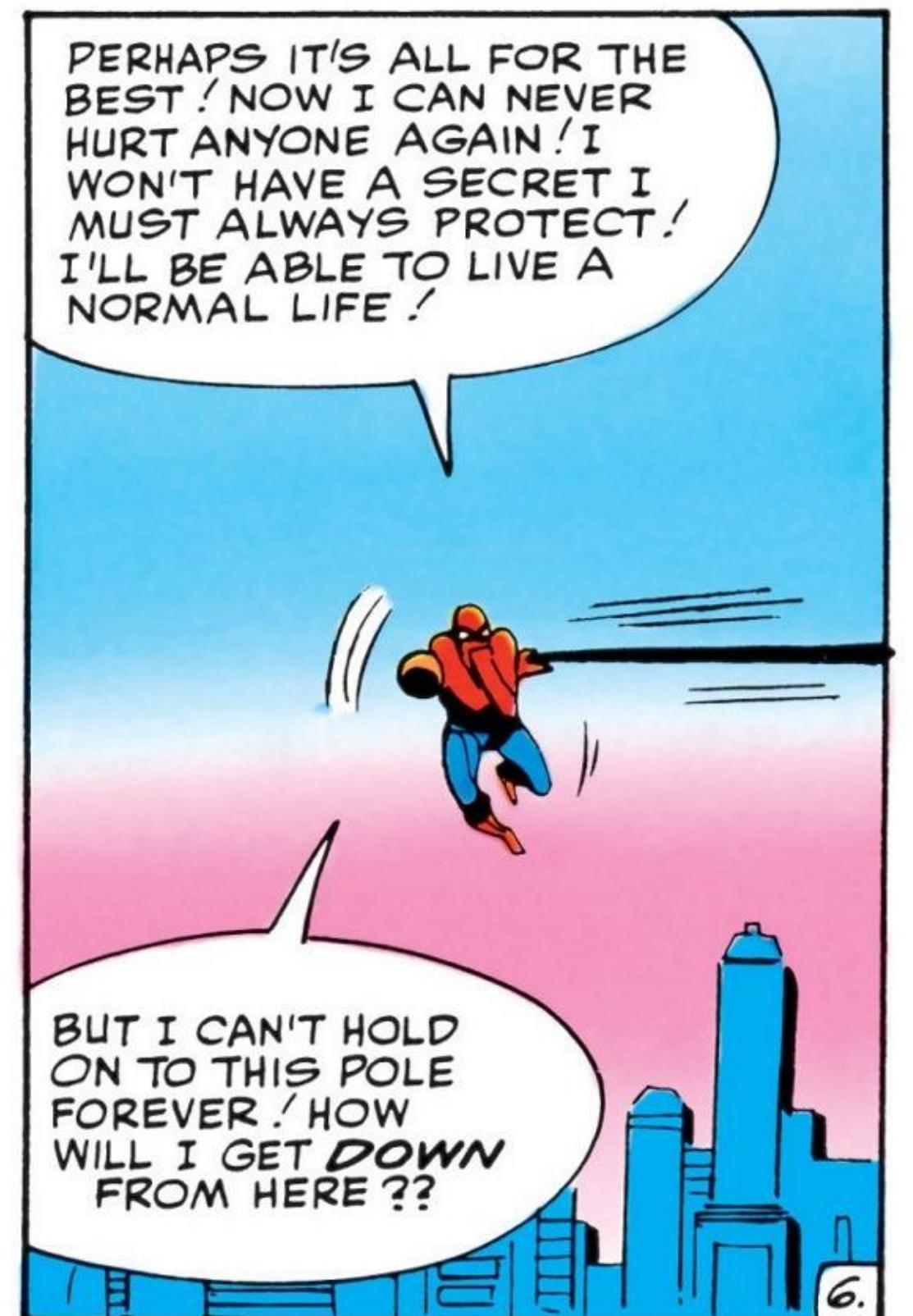
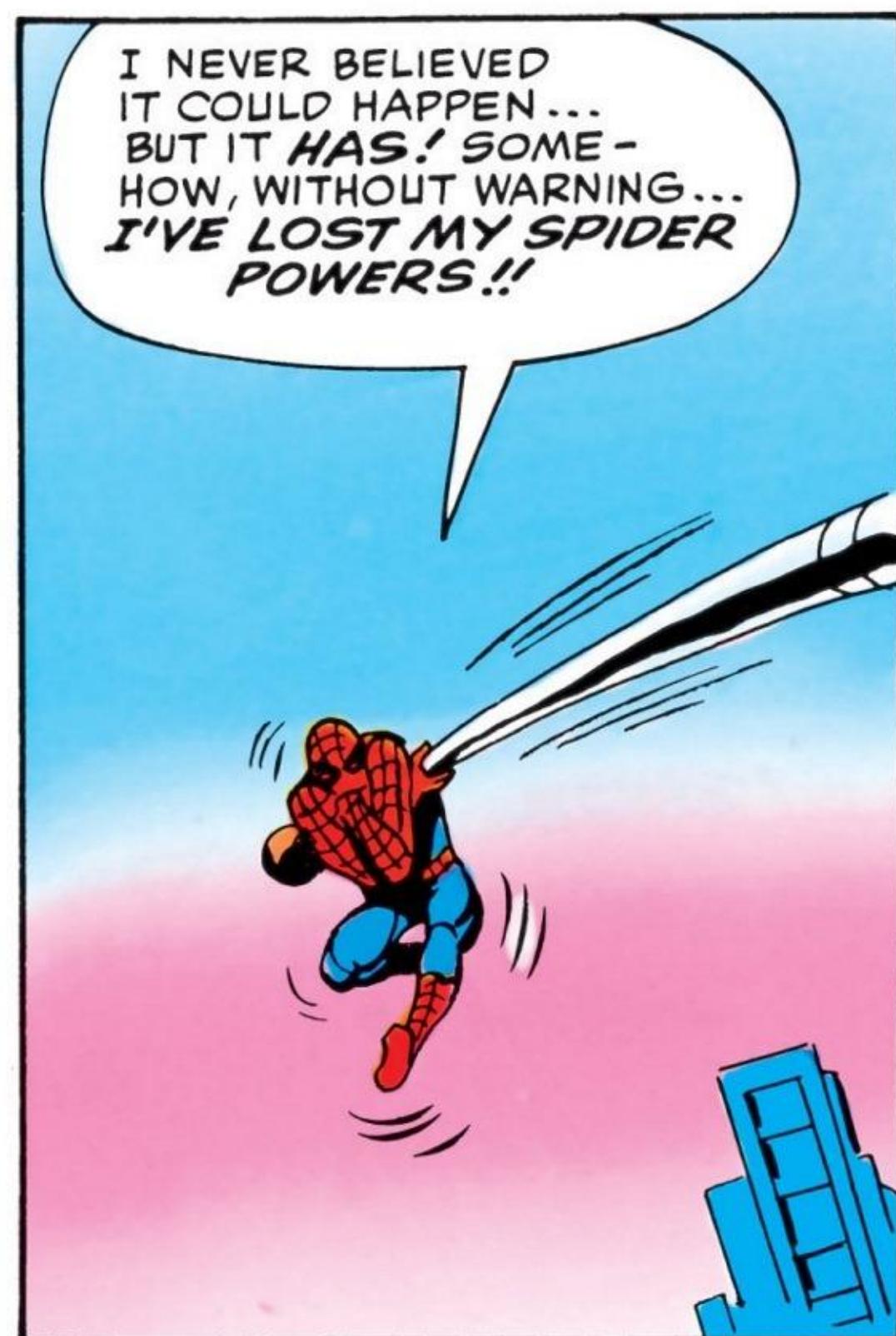
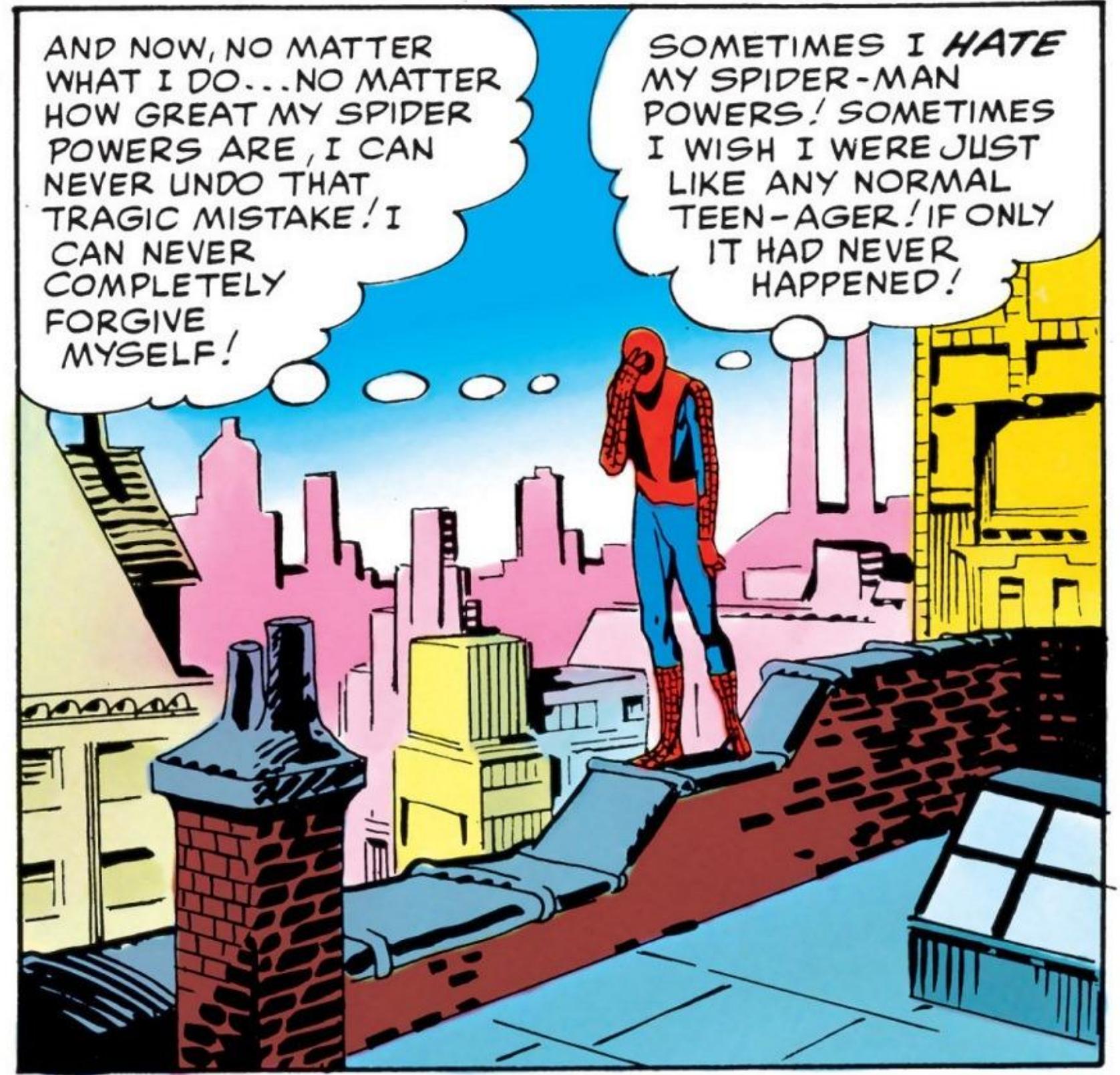
IF ONLY THAT BLASTED PETER PARKER WAS HERE TO SNAP SOME PHOTOS OF HIM!!

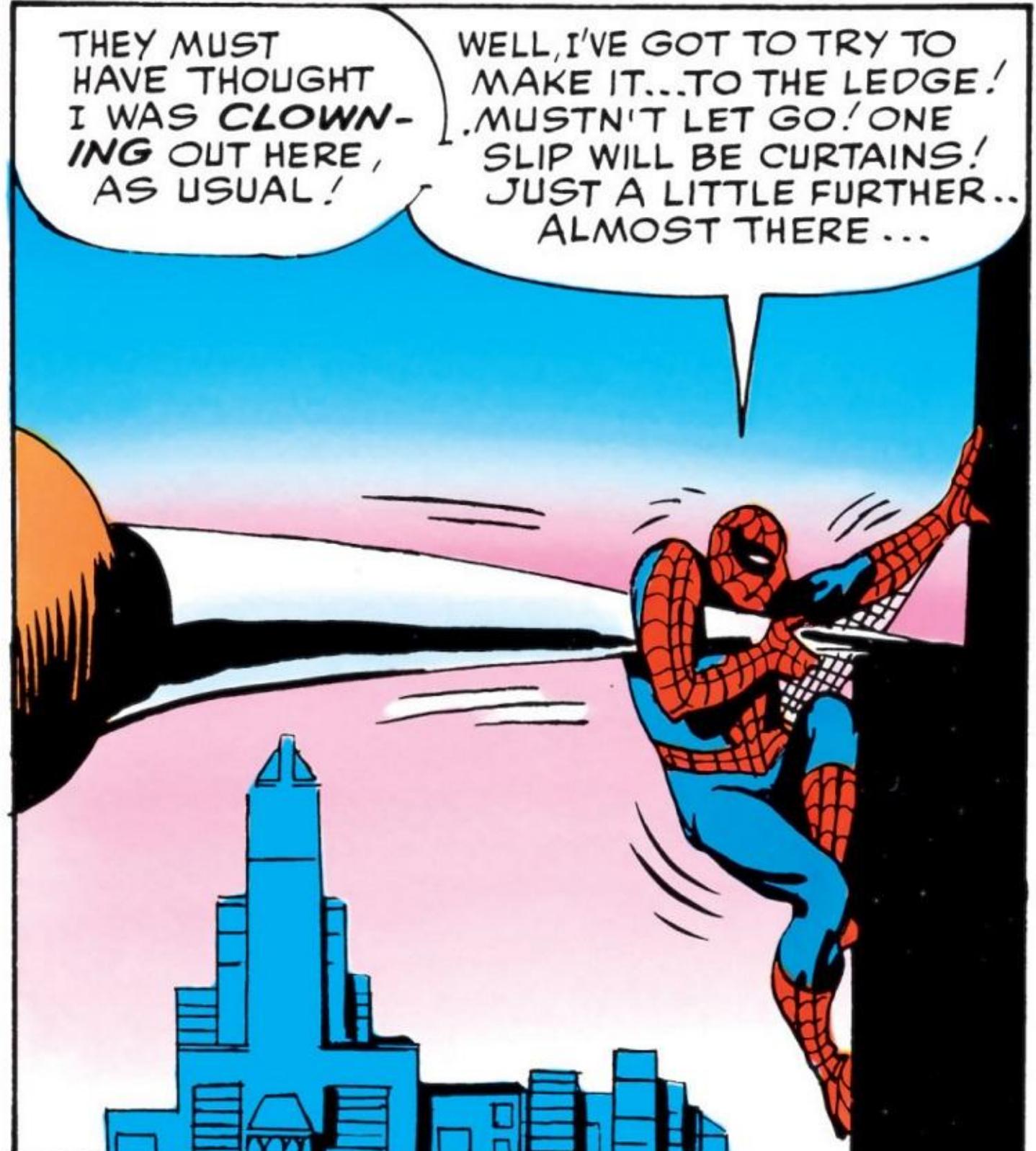
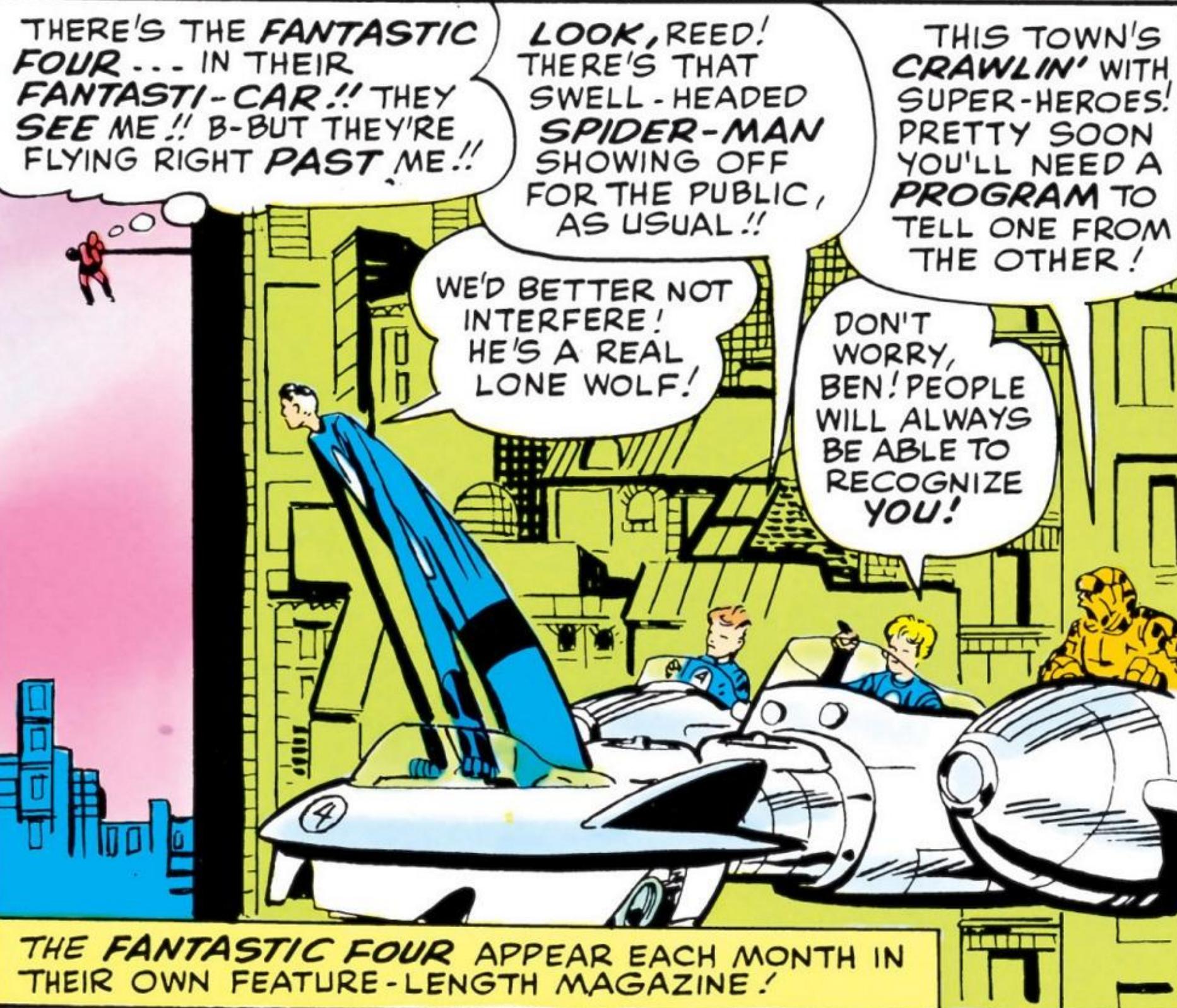












MEANWHILE, AT THE HIDEOUT OF DR. OCTOPUS, THE "GUEST LIST" IS COMPLETED WITH THE ARRIVAL OF THE WINGED VULTURE!

NOW THAT WE'RE ALL HERE, WELL GET DOWN TO BUSINESS IMMEDIATELY! THIS MEETING WILL BE A TURNING POINT OF OUR CAREERS!



SKIP THE DRAMATIC SPEECHES, OCTOPUS! JUST STATE THE PLAN!

WHATEVER THE PLAN IS, SANDMAN IS FOR IT! I CAN'T WAIT TO PAY SPIDER-MAN BACK!

WE ALL HAVE A SCORE TO SETTLE WITH THE ELUSIVE SPIDER-MAN! HE DEFEATED ME TWICE! BUT THIS WILL BE DIFFERENT! THE THIRD VICTORY WILL BE MINE!



HE'S TOO FAST! HE'D FIND SOME WAY TO ESCAPE US!

PERHAPS YOU'RE RIGHT! BUT THERE MUST BE A WAY TO FORCE HIM TO BATTLE US!

OF COURSE THERE IS! THAT'S THE PURPOSE OF THIS MEETING! NOW BE QUIET, ALL OF YOU! I HAVE IT ALL FIGURED OUT!

I SAY WE MUST ATTACK ALL AT ONCE! HIS POWER IS NOT GREAT ENOUGH TO DEFEAT ALL SIX OF US!

BAH! I'M WISE TO HIS TRICKS BY NOW! I CAN LICK HIM ALONE NEXT TIME WE MEET!

KRAVEN DOES NOT HUNT IN A PACK! ONLY BY A SOLO VICTORY WILL I ACHIEVE THE REVENGE I SEEK!



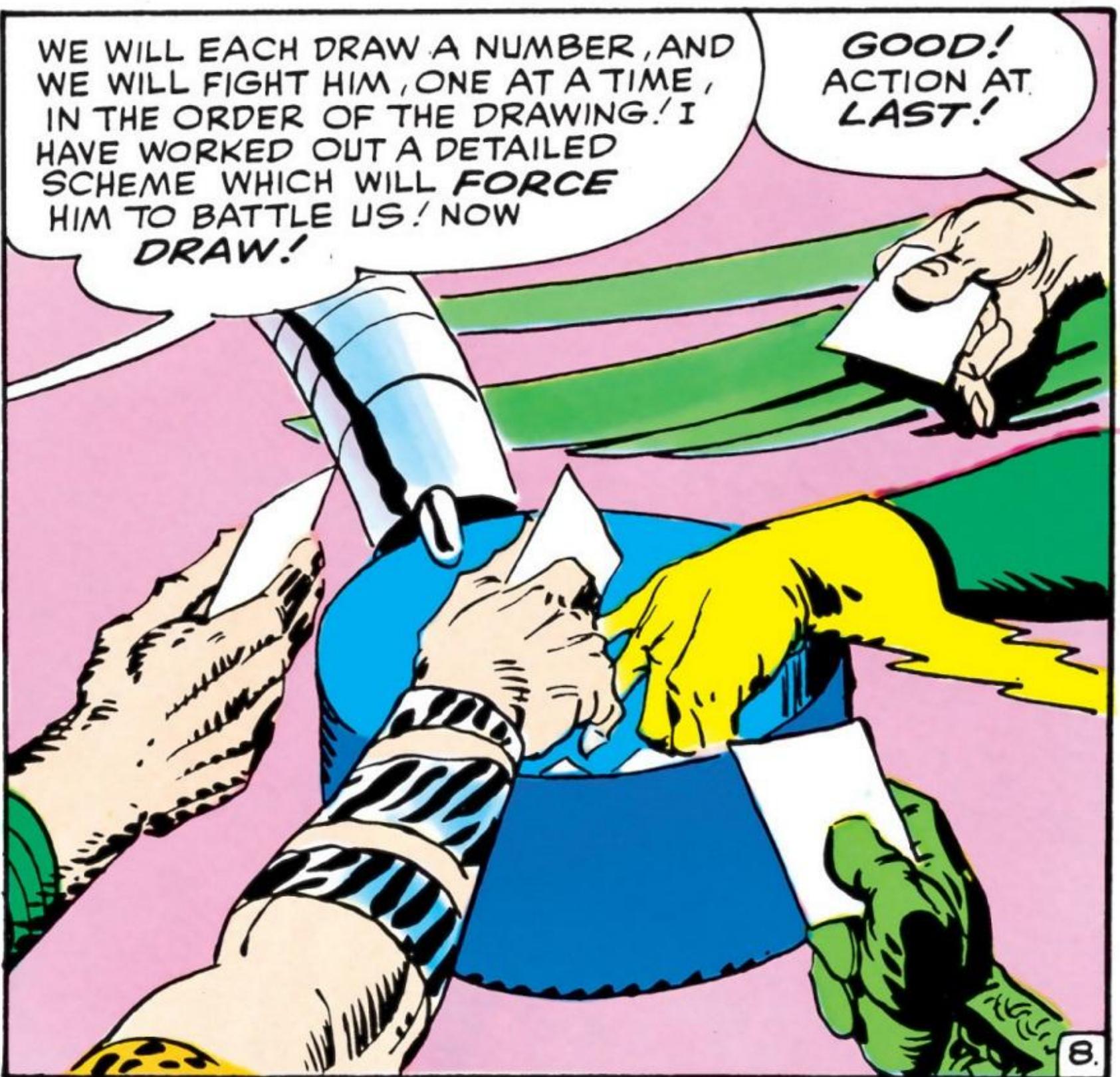
BUT HE'S BEATEN ALL OF YOU IN THE PAST! WHY TAKE NEEDLESS CHANCES??

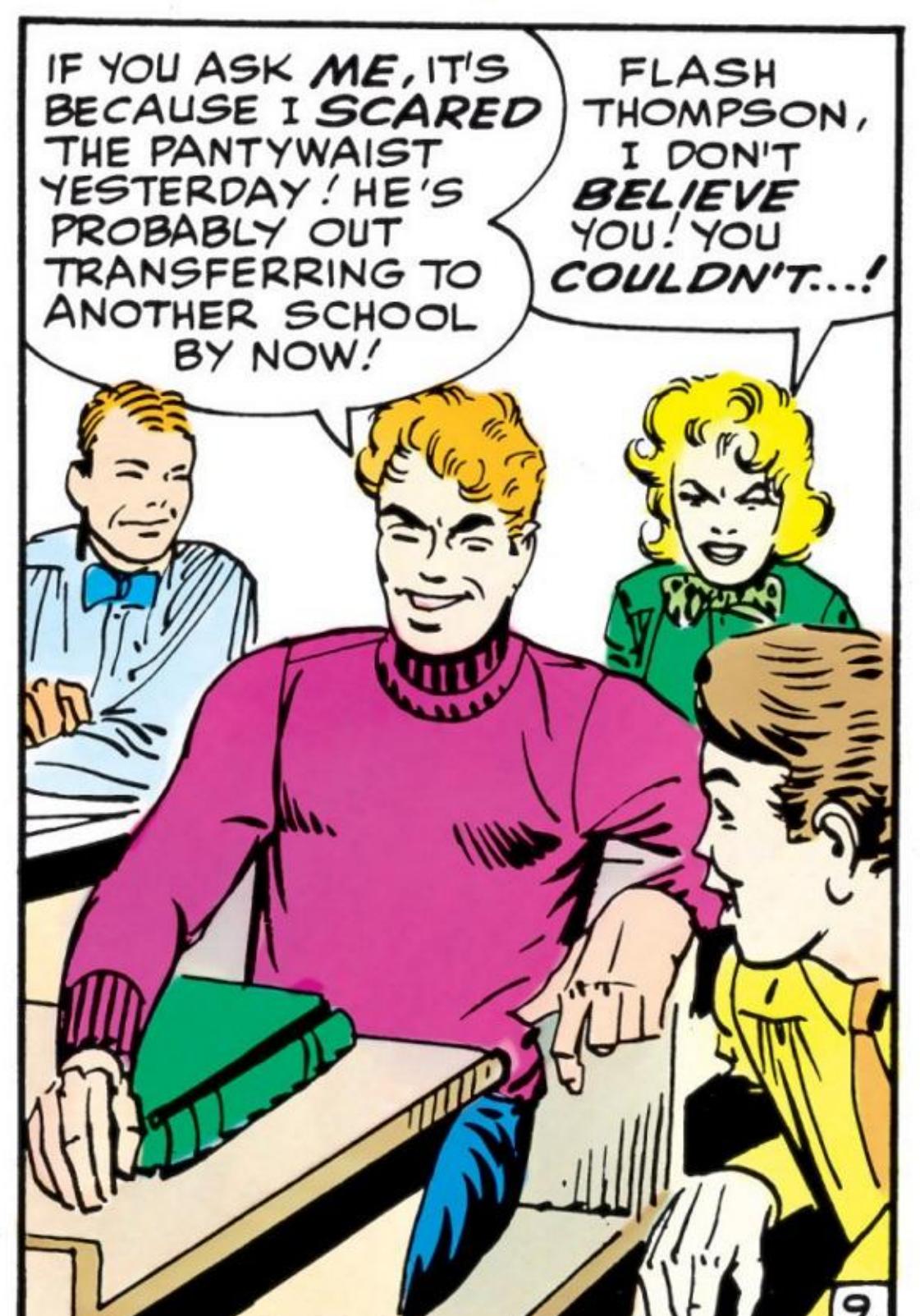
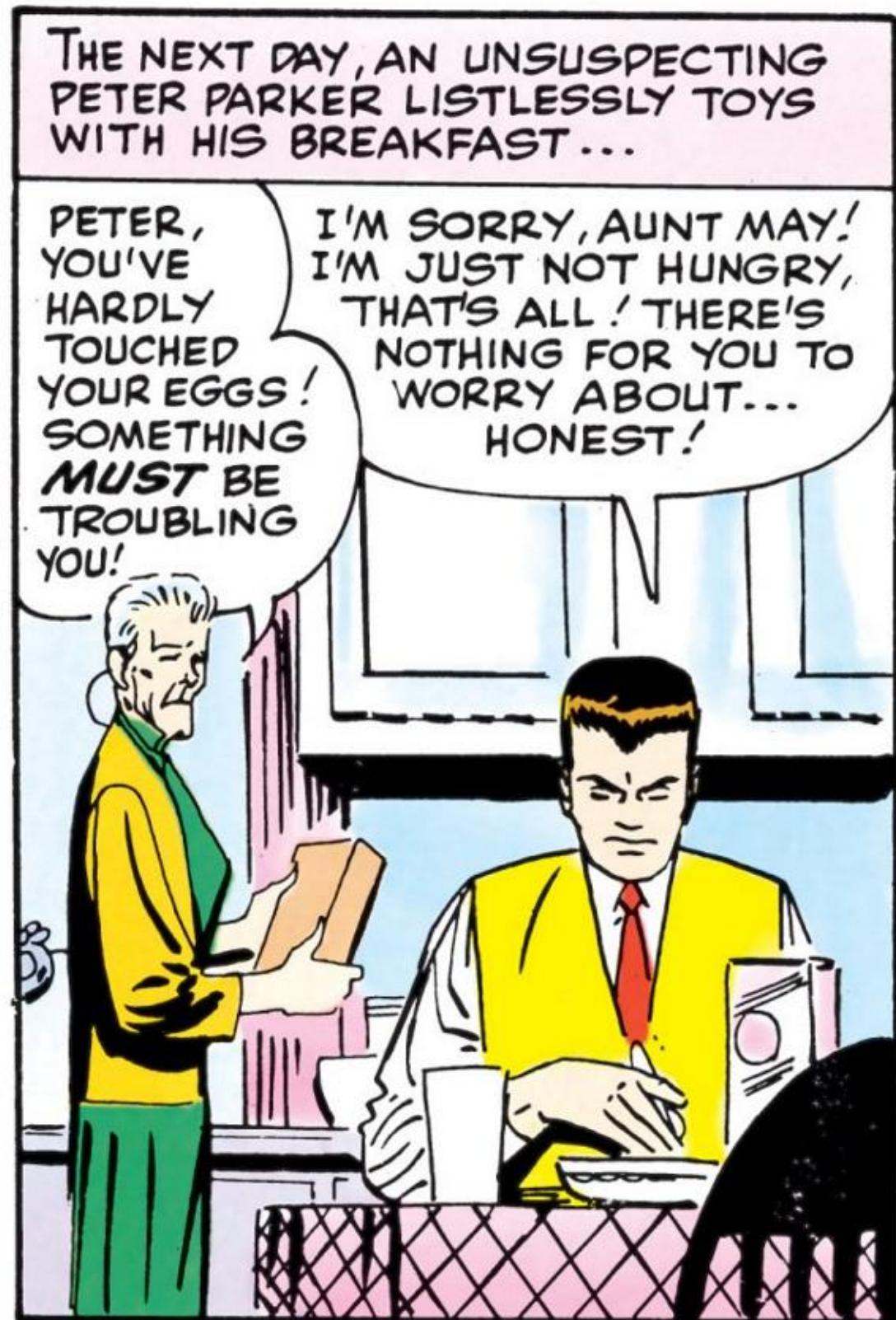
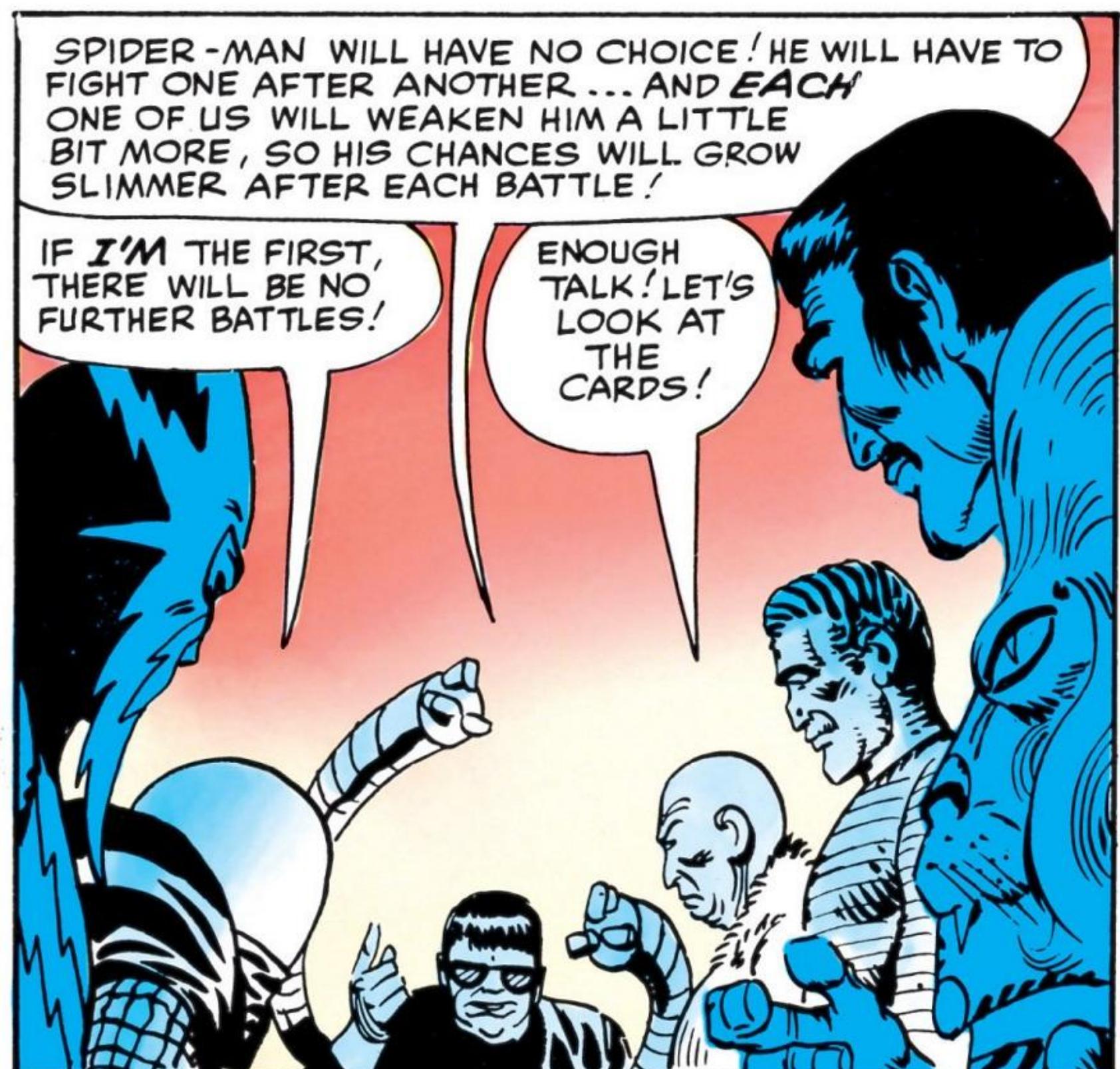
I DON'T CARE HOW WE DO IT! I'M JUST ITCHIN' TO TACKLE HIM!

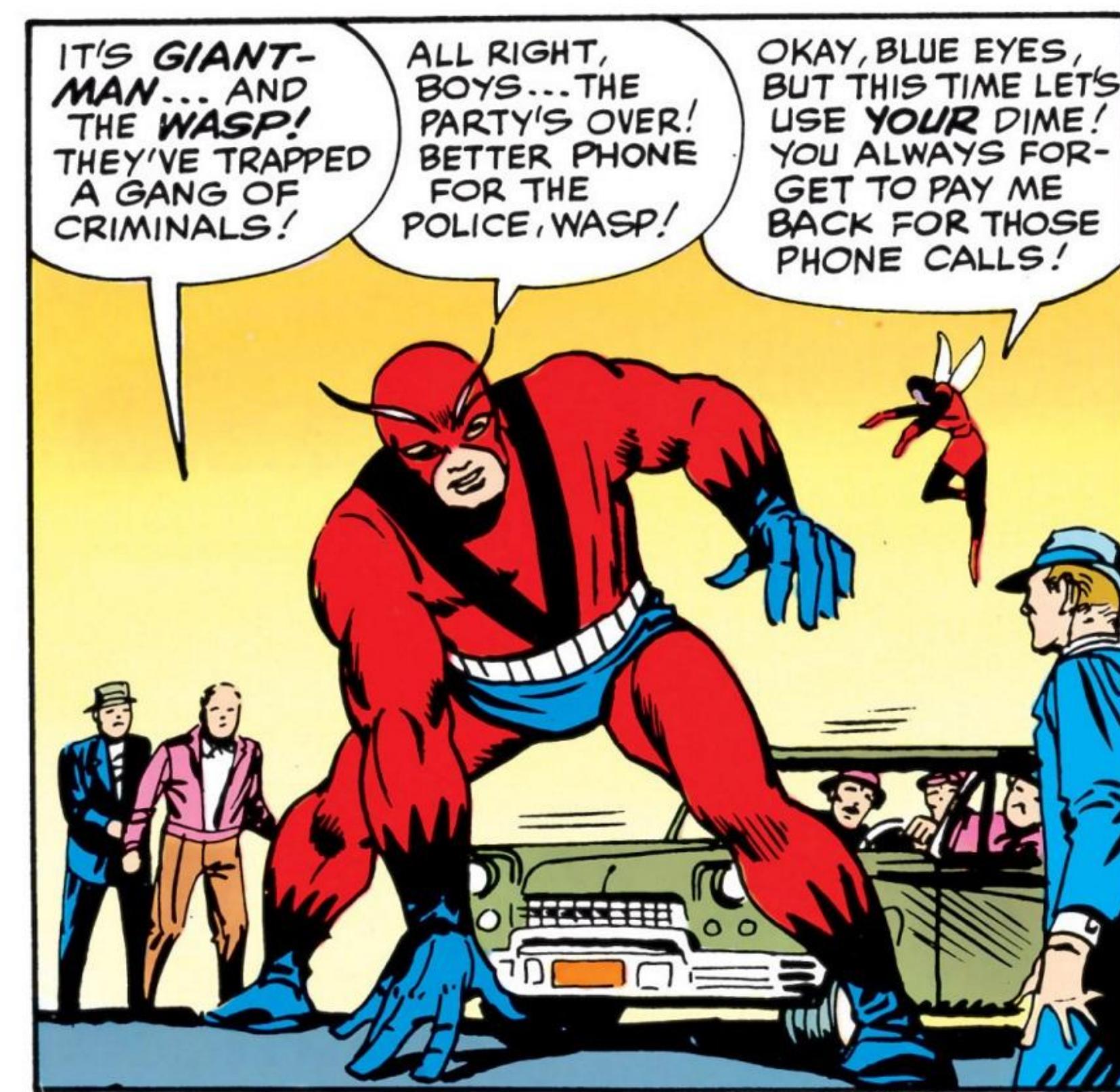
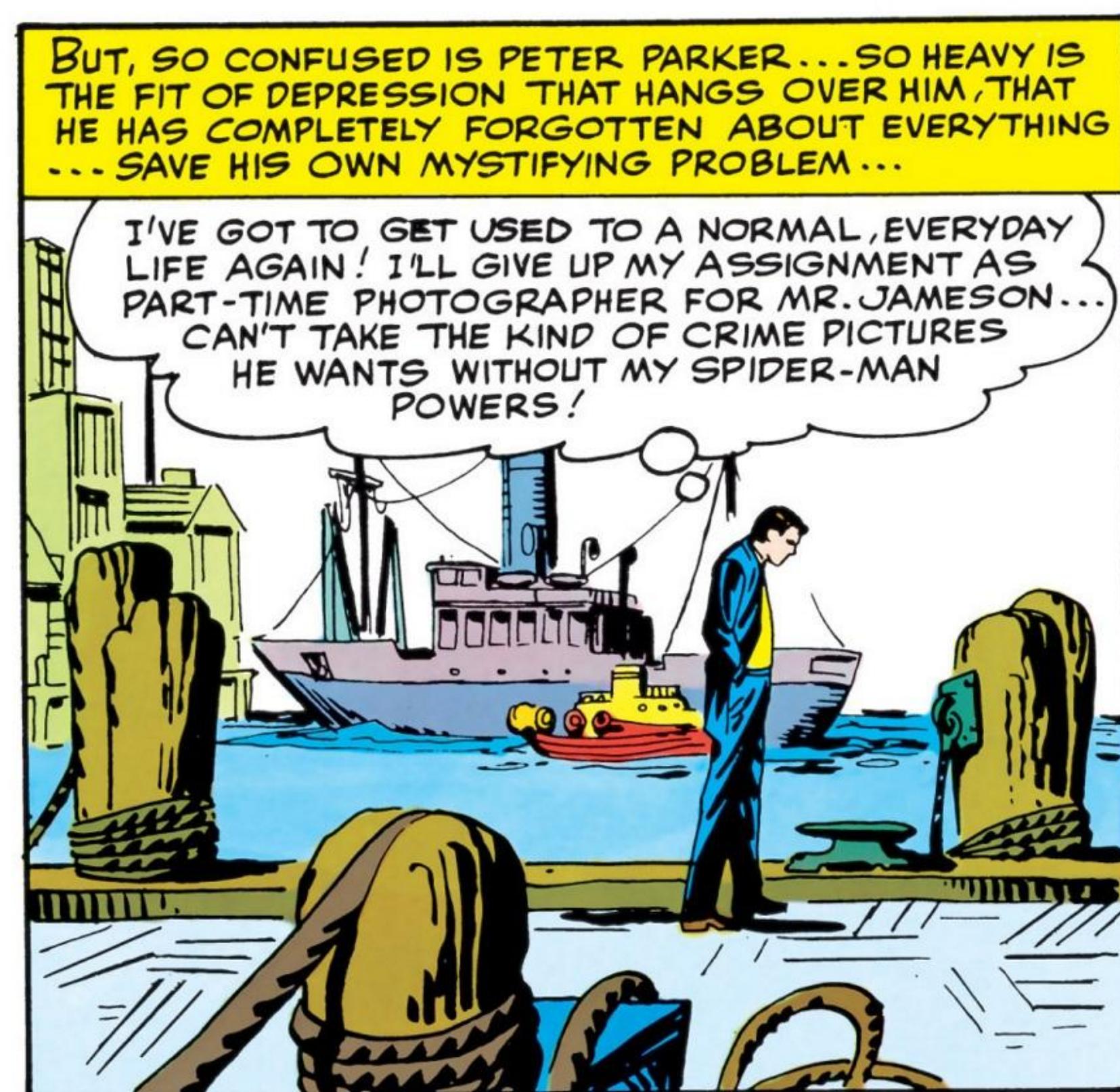
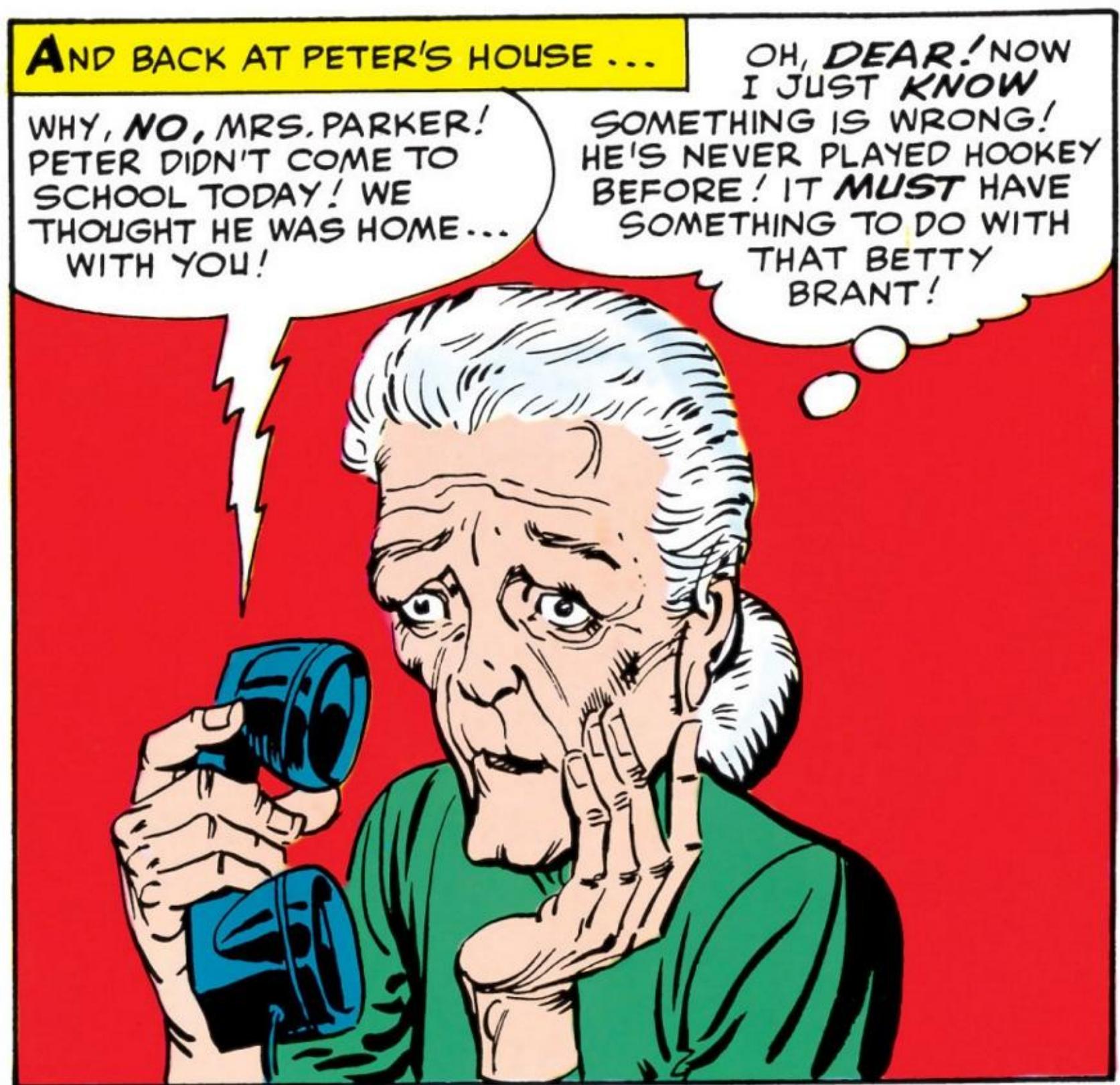
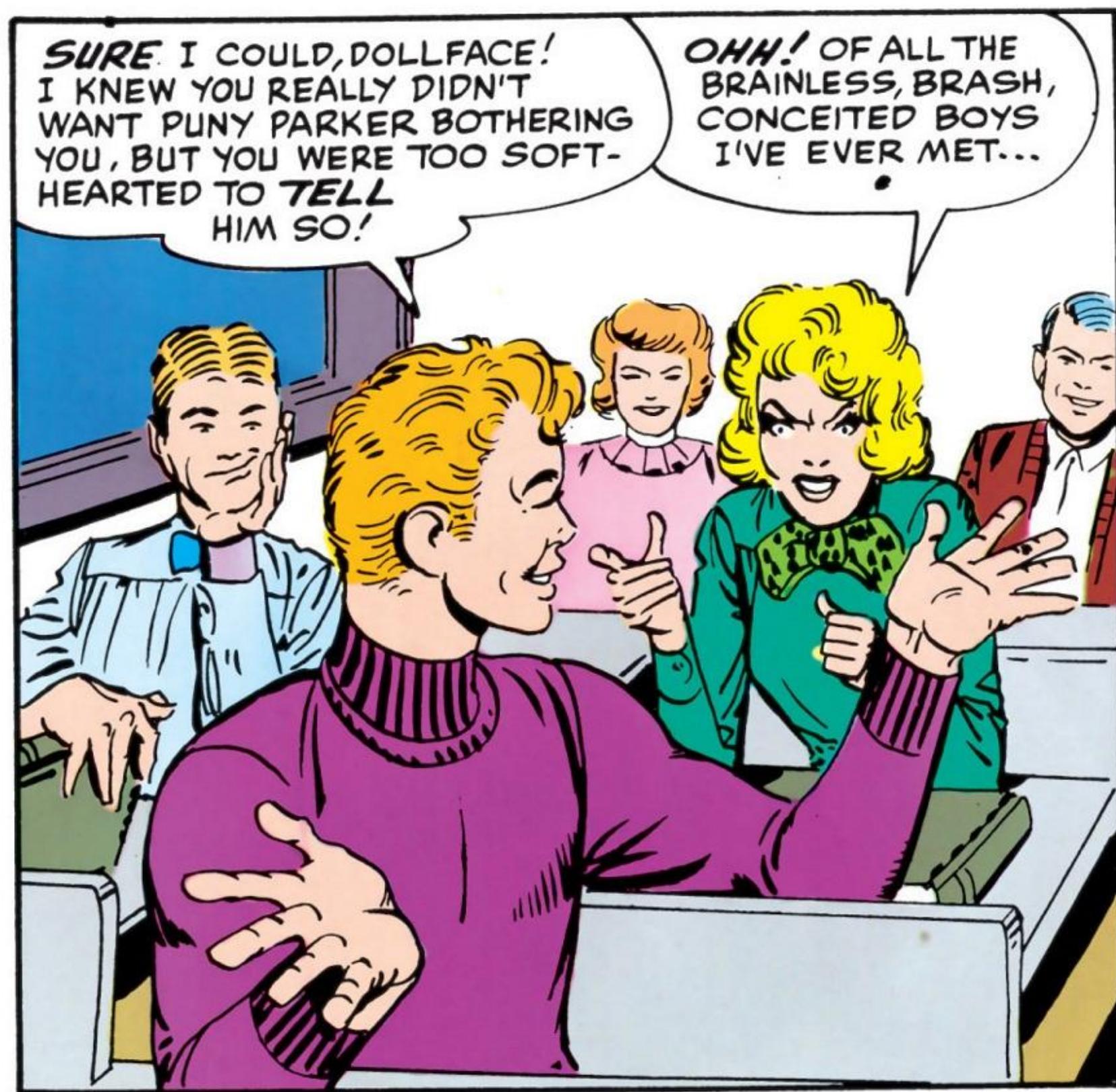
NOW THAT YOU'VE ALL HAD YOUR SAY, I'LL TELL YOU MY PLAN! I BELIEVE IT WILL SATISFY EACH OF YOU!

WE WILL EACH DRAW A NUMBER, AND WE WILL FIGHT HIM, ONE AT A TIME, IN THE ORDER OF THE DRAWING! I HAVE WORKED OUT A DETAILED SCHEME WHICH WILL FORCE HIM TO BATTLE US! NOW DRAW!

GOOD! ACTION AT LAST!







AT THAT MOMENT, WAITING AT THE ENTRANCE OF THE DAILY BUGLE BUILDING, WE FIND...

MISS BRANT... BETTY! MAY I SPEAK WITH YOU FOR A MOMENT?

WHY, MRS. PARKER, OF COURSE YOU MAY! I WAS JUST GOING FOR A CUP OF COFFEE!

WHILE TWO SINISTER FIGURES WATCH NEARBY...

THERE'S THAT BRANT GIRL NOW! BUT WHO'S THAT WITH HER?

WHAT'S THE DIFFERENCE? WE'LL TAKE THEM BOTH IF WE HAVE TO! LET'S GO!

AND, AT THE WINDOW OF JONAH JAMESON'S PRIVATE OFFICE...

I FORGOT TO ASK BETTY BRANT FOR THE FRISBY FILE! MAYBE I CAN CALL TO HER FROM HERE!

SAY! WHAT'S GOING ON THERE??!

SHE'S WITH PETER PARKER'S AUNT... BUT WHOSE CAR IS SHE GETTING INTO ?? I'D SWEAR THAT'S THE SANDMAN... WITH ELECTRO INSIDE!

WAIT! COME BACK! STOP!!

NO USE! THEY'VE GONE! BUT... WHERE?!

MINUTES LATER...

THEY'RE HERE! ALL RIGHT, VULTURE... GET GOING! YOU KNOW WHAT DO!

AH, MISS BRANT! COME IN! I'VE BEEN EXPECTING YOU! AND WHO IS THAT CHARMING LADY WITH YOU?

SHE SAYS SHE'S THE AUNT OF SOME KID NAMED PETER PARKER, DOC!

IT'S... DOCTOR OCTOPUS! WHY DID YOU HAVE US BROUGHT HERE?

A DOCTOR! HOW NICE! SUCH A CHARMING, SOFT-SPOKEN GENTLEMAN!

YOU MEAN YOU HAVEN'T HEARD OF HIM?! DON'T LET HIS LOOKS DECEIVE YOU, MRS. PARKER!

NOW, NOW, DEAR... WE MUSTN'T BE PREJUDICED AGAINST THE POOR MAN JUST BECAUSE HE SEEMS TO HAVE SOME TROUBLE WITH HIS ARMS!

SIT DOWN, PLEASE... MAKE YOURSELF COMFORTABLE! I'LL HAVE MY ASSOCIATES BRING YOU SOME REFRESHMENTS!

LATER, AFTER A WORRIED PETER PARKER RETURNS HOME AND FINDS HIS AUNT GONE...

I GOT YOUR CALL, MR. JAMESON! YOU SAY YOU THINK YOU SAW MY AUNT GET INTO A CAR WITH BETTY BRANT AND SANDMAN AND ELECTRO?! IT DOESN'T SOUND POSSIBLE!

OKAY, BIG BRAIN! SO IT'S IMPOSSIBLE! SO YOU TELL ME WHERE YOUR AUNT AND MY SECRETARY DISAPPEARED TO!!!

SUDDENLY, A WICKED-LOOKING WINGED FORM APPEARS OUTSIDE THE WINDOW...

I HAVE A MESSAGE FOR SPIDER-MAN!

THE SINISTER SIX HAVE CAPTURED BETTY BRANT! IF HE WANTS HER, HE'LL HAVE TO COME AND GET HER!

THE SINISTER SIX??!

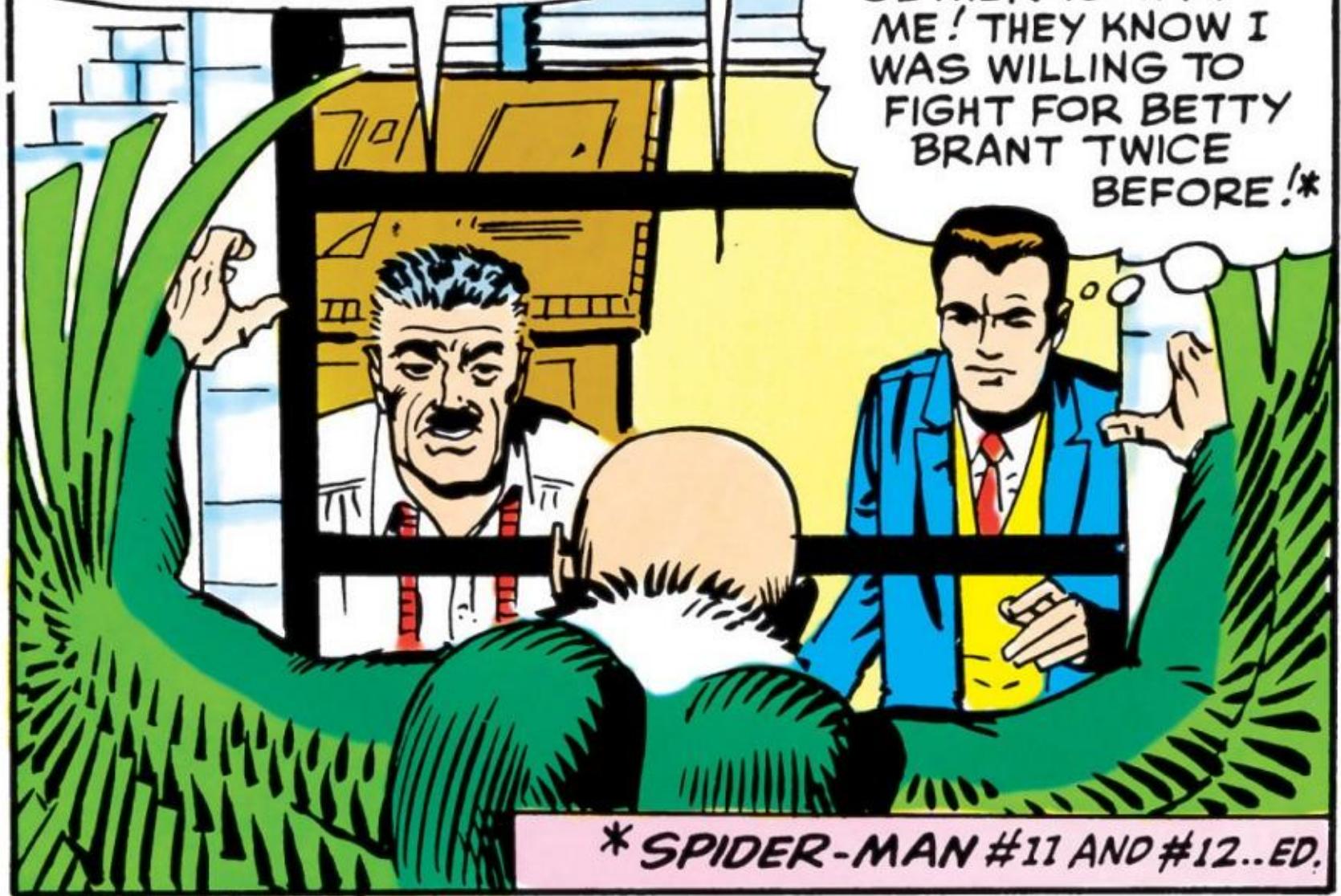
BUT HOW THE DICKENS AM I SUPPOSED TO TELL SPIDER-MAN ??



PUT A NOTICE IN YOUR PAPER! HE'S SURE TO READ IT! TELL HIM HE MUST GO TO THE STARK ELECTRIC PLANT... BUILDING #4!

ALL RIGHT, I'LL DO IT! BUT TAKE GOOD CARE OF MISS BRANT! GOOD SECRETARIES ARE HARD TO FIND NOWADAYS!

EVERYTHING'S FALLING IN PLACE! SIX OF MY OLD ENEMIES HAVE Banded TOGETHER TO TRAP ME! THEY KNOW I WAS WILLING TO FIGHT FOR BETTY BRANT TWICE BEFORE!



*SPIDER-MAN #11 AND #12..ED.

BUT WHAT CAN I DO NOW?? WHAT GOOD AM I WITHOUT MY SPIDER-POWERS ?? HOW CAN I SAVE HER THIS TIME??

REMEMBER! SEE THAT SPIDER-MAN GETS OUR MESSAGE! ... OR WE'LL HOLD YOU ACCOUNTABLE!

I'LL PRINT IT IN MY PAPER, LIKE YOU ASK! BUT I CAN'T EVEN SWEAR THAT HE KNOWS HOW TO READ!



MY NEXT EDITION WON'T BE OUT FOR HOURS! MAYBE I CAN NOTIFY SPIDER-MAN FASTER BY CONTACTING SOME OF THE OTHER COSTUMED CLOWNS IN TOWN! THEY PROBABLY ALL BELONG TO THE SAME CLUB!

BUT, IF THE SINISTER SIX ARE HOLDING AUNT MAY ALSO, WHAT WILL THE SHOCK DO TO HER! SHE'S JUST A FRAIL OLD WOMAN! I'VE GOT TO DO SOMETHING... BUT WHAT?!

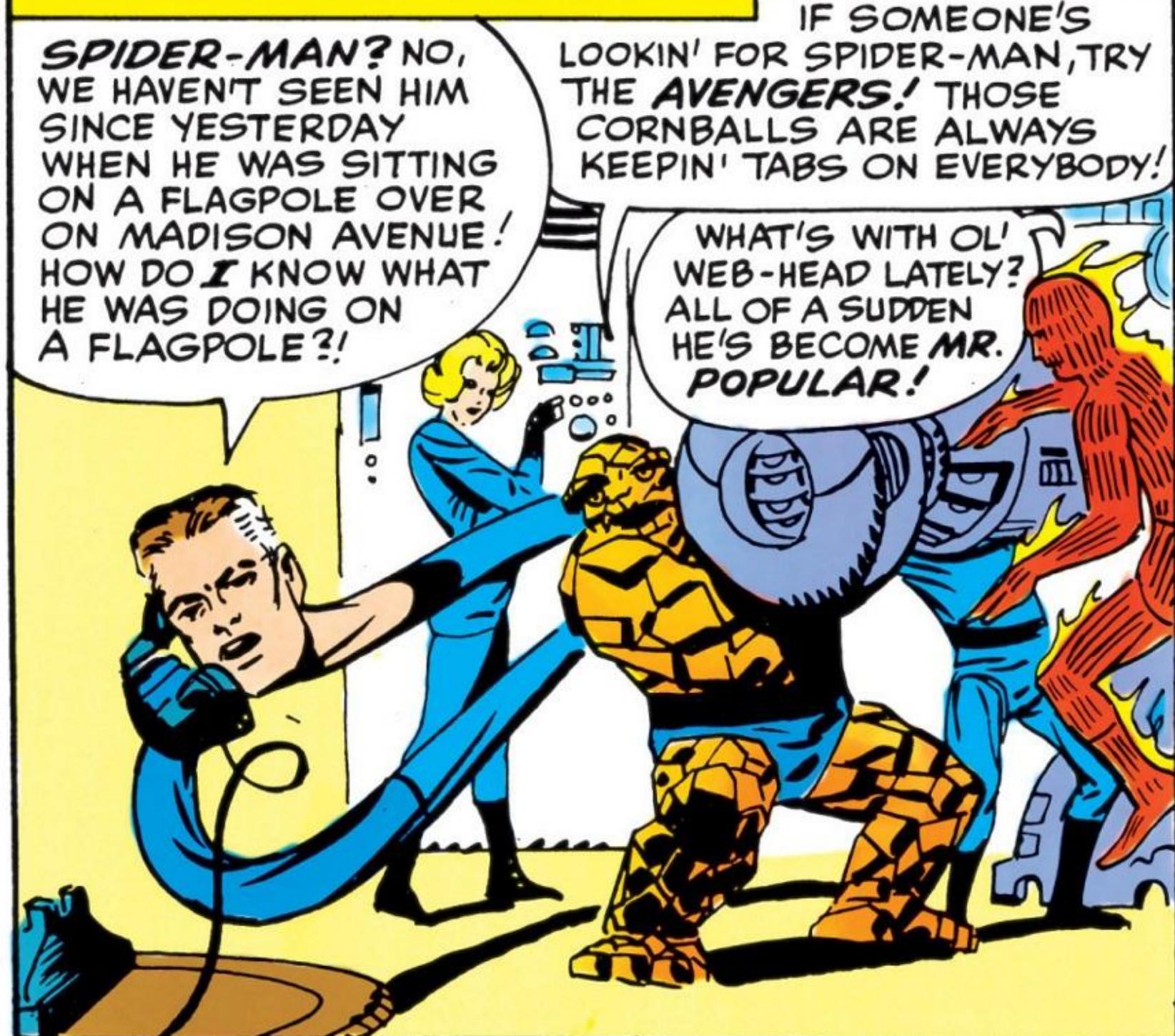


THEN, ACROSS TOWN, IN THE WORLD'S MOST FAMOUS SKYSCRAPER HEADQUARTERS...

SPIDER-MAN? NO, WE HAVEN'T SEEN HIM SINCE YESTERDAY WHEN HE WAS SITTING ON A FLAGPOLE OVER ON MADISON AVENUE! HOW DO I KNOW WHAT HE WAS DOING ON A FLAGPOLE?!

LOOKIN' FOR SPIDER-MAN, TRY THE AVENGERS! THOSE CORNBALLS ARE ALWAYS KEEPIN' TABS ON EVERYBODY!

WHAT'S WITH OL' WEB-HEAD LATELY? ALL OF A SUDDEN HE'S BECOME MR. POPULAR!

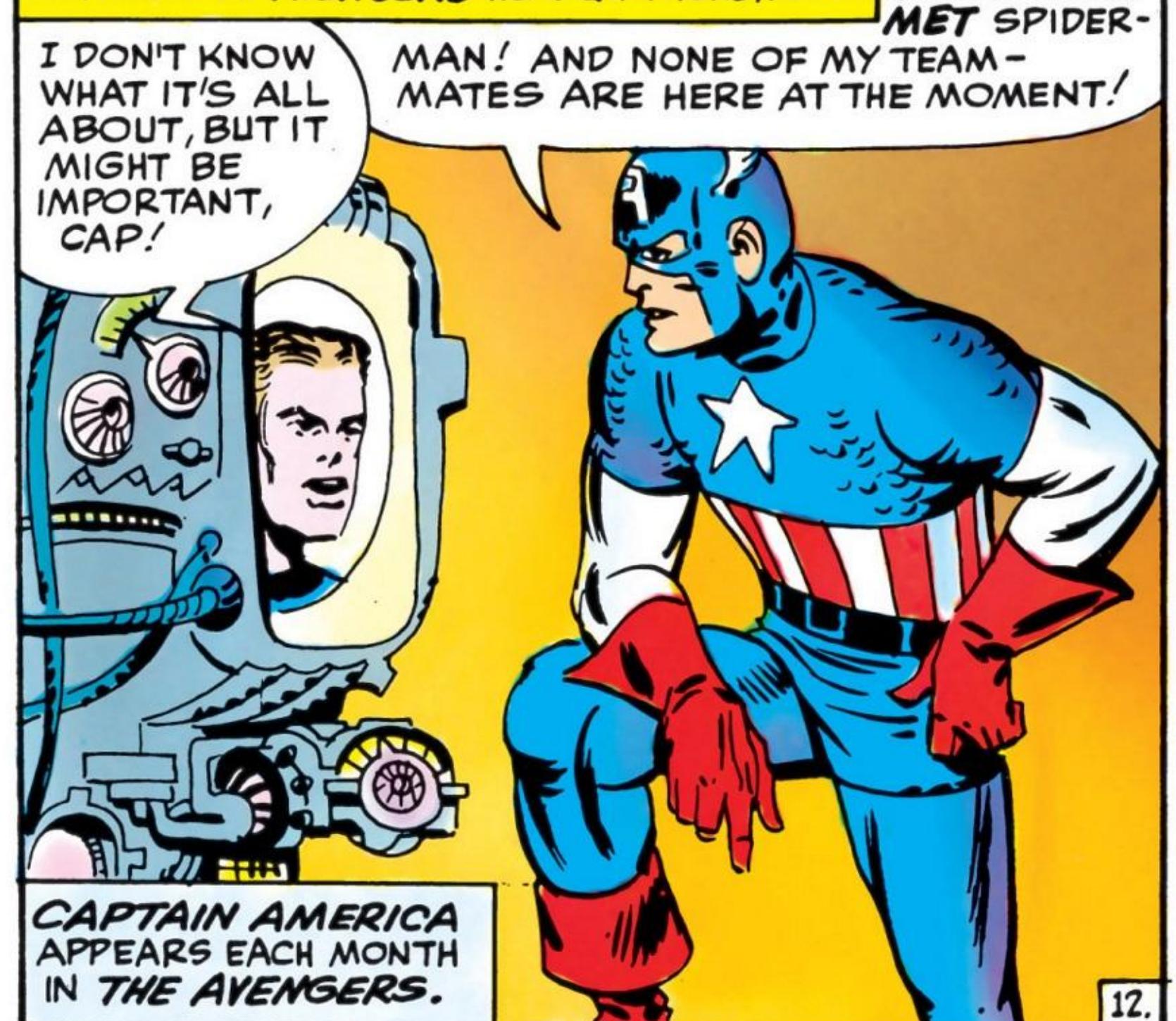


NEXT, AN ELECTRONIC CIRCUIT IS ACTIVATED AT AVENGERS HEADQUARTERS, AND...

SORRY, I NEVER EVEN MET SPIDER-MAN! AND NONE OF MY TEAM-MATES ARE HERE AT THE MOMENT!

I DON'T KNOW WHAT IT'S ALL ABOUT, BUT IT MIGHT BE IMPORTANT, CAP!

CAPTAIN AMERICA APPEARS EACH MONTH IN THE AVENGERS.



SHORTLY THEREAFTER, IN THE MYSTERIOUS "DANGER ROOM" OF THE UNCANNY X-MEN ...

LOOK! A FLAMING MESSAGE IN THE SKY FROM THE HUMAN TORCH! IT'S FOR SPIDER-MAN!

IGNORE IT! IT DOES NOT CONCERN US! CONTINUE WITH YOUR TRAINING PROGRAM!



THE X-MEN APPEAR BI-MONTHLY IN THEIR OWN FEATURE-LENGTH MAGAZINE.

MEANWHILE, AS OTHERS SEEK HIM ALL OVER TOWN, THE REAL SPIDER-MAN, IN THE PERSON OF PETER PARKER, DOES SOME BITTER SOUL-SEARCHING AT HOME ...

HAVING LOST MY SPIDER POWERS, I WOULDN'T STAND A CHANCE AGAINST ANY OF MY OLD FOES... LET ALONE SIX OF THEM!

BUT I CAN'T SIT BACK AND DO NOTHING! NOT WITH BETTY AND AUNT MAY IN THE HANDS OF MY MOST DANGEROUS ENEMIES! I'VE GOT TO SHOW MYSELF ... FOR THEIR SAKE!

AND, IF THIS IS TO BE MY FINISH... AT LEAST I'LL FACE IT... LIKE A MAN!

LATER, AT BUILDING #4 OF THE STARK ELECTRIC PLANT, A COSTUMED FIGURE SLOWLY, NERVOUSLY MOUNTS A CATWALK...

BEFORE LOSING MY POWERS, I COULD HAVE REACHED THIS SPOT WITH ONE EFFORTLESS LEAP! BUT NOW... WHAT'S IN STORE FOR ME??

WELCOME, SPIDER-MAN! SO WE MEET AGAIN!

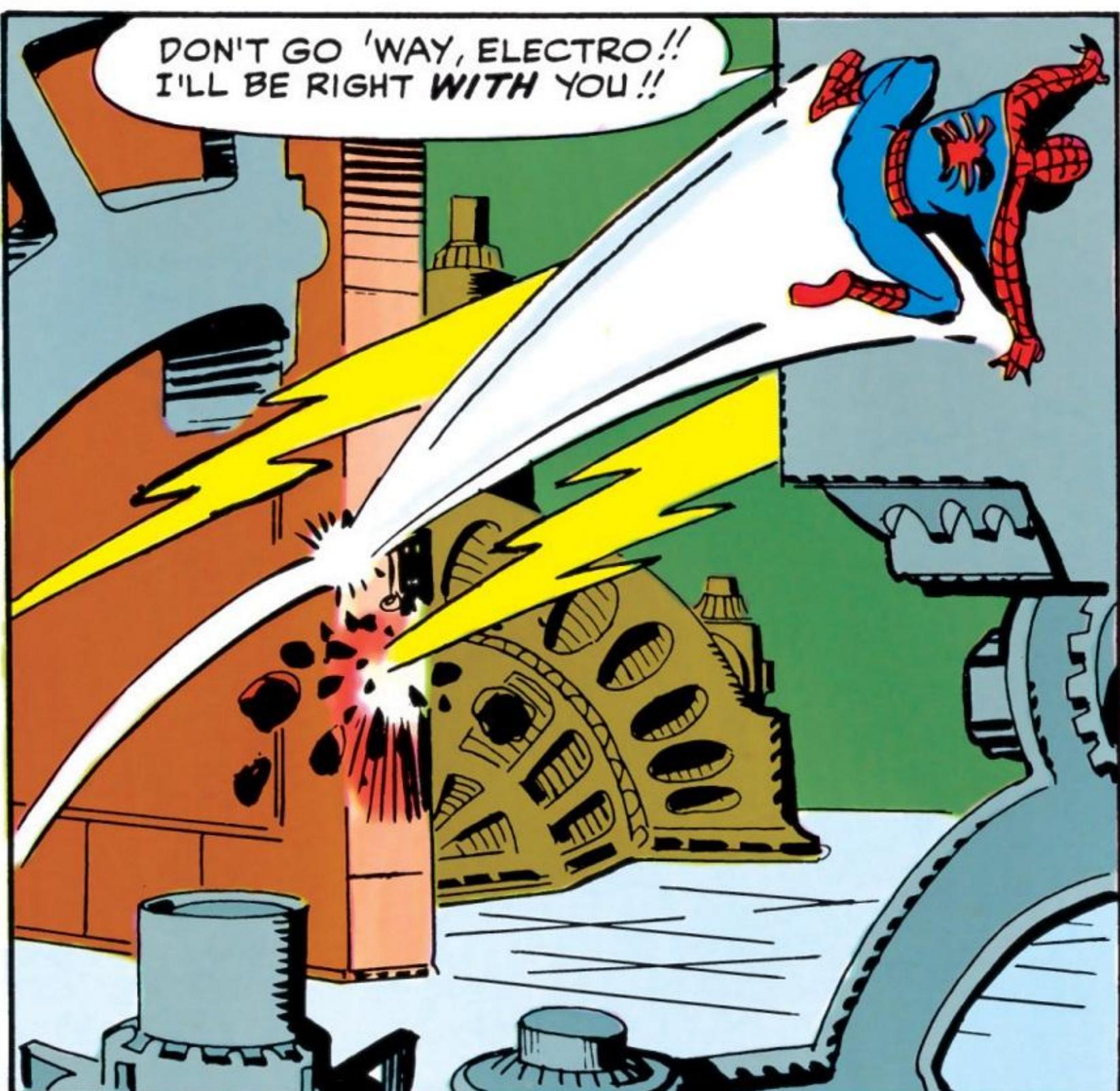
ELECTRO!!

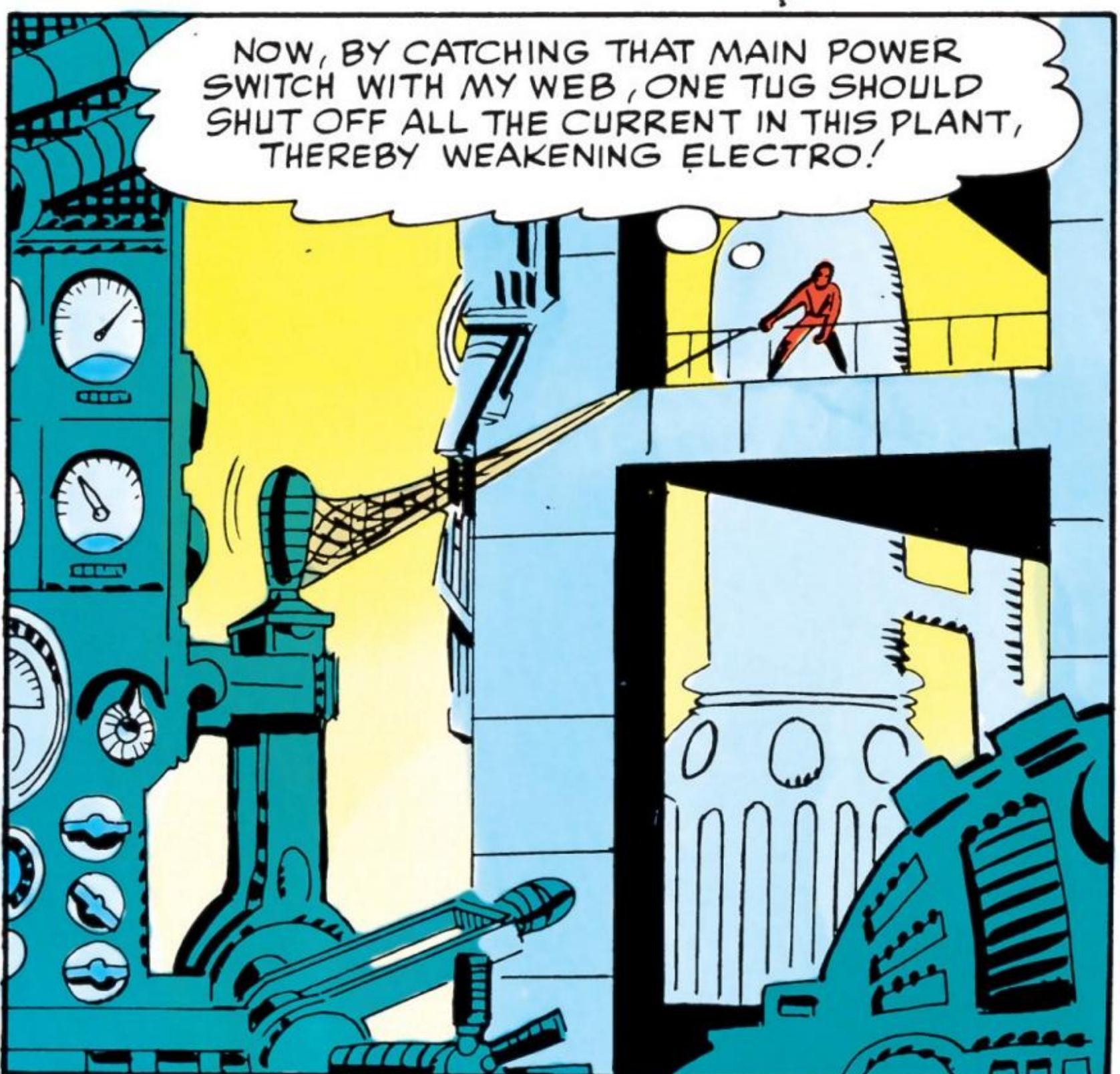
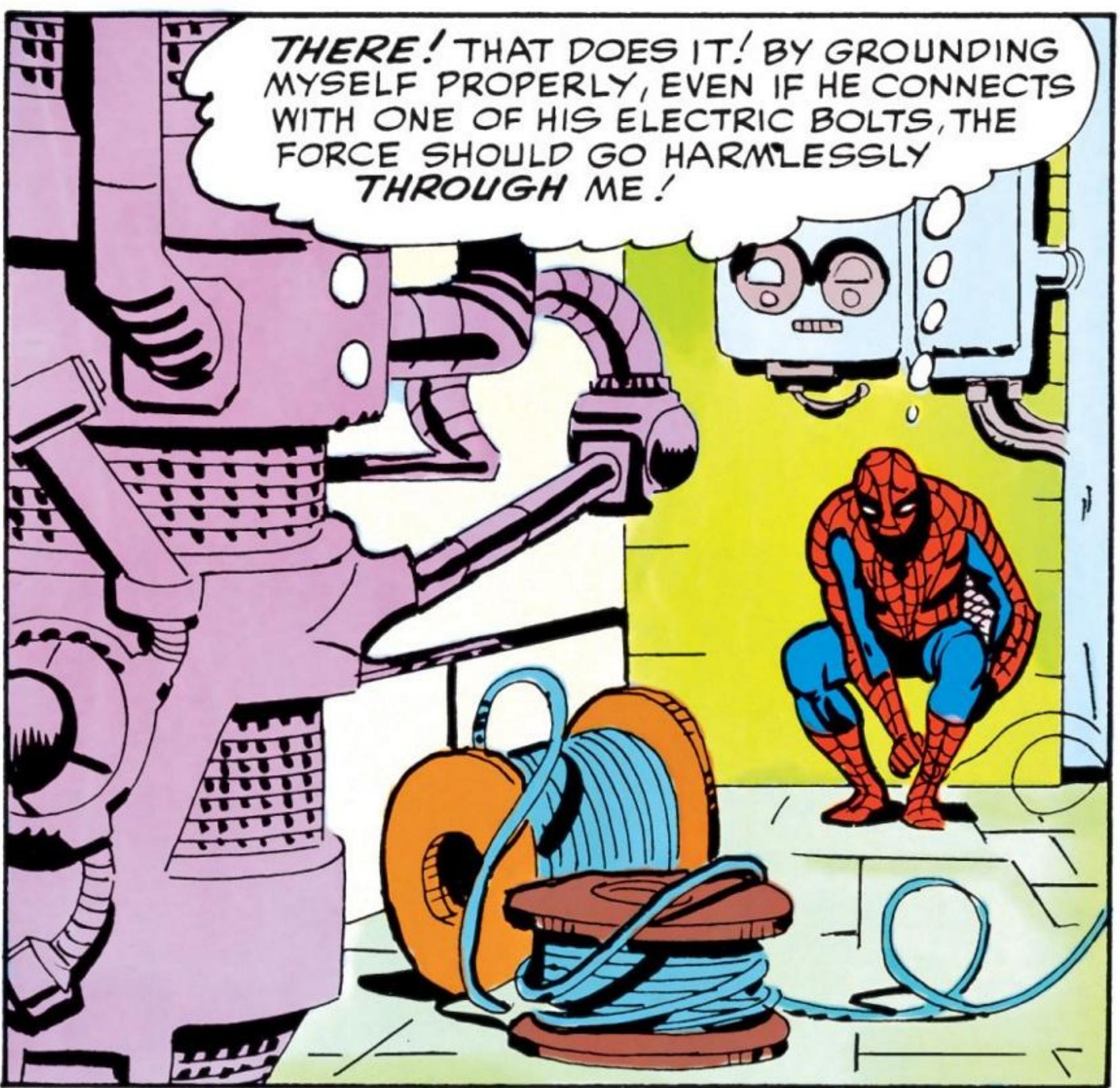
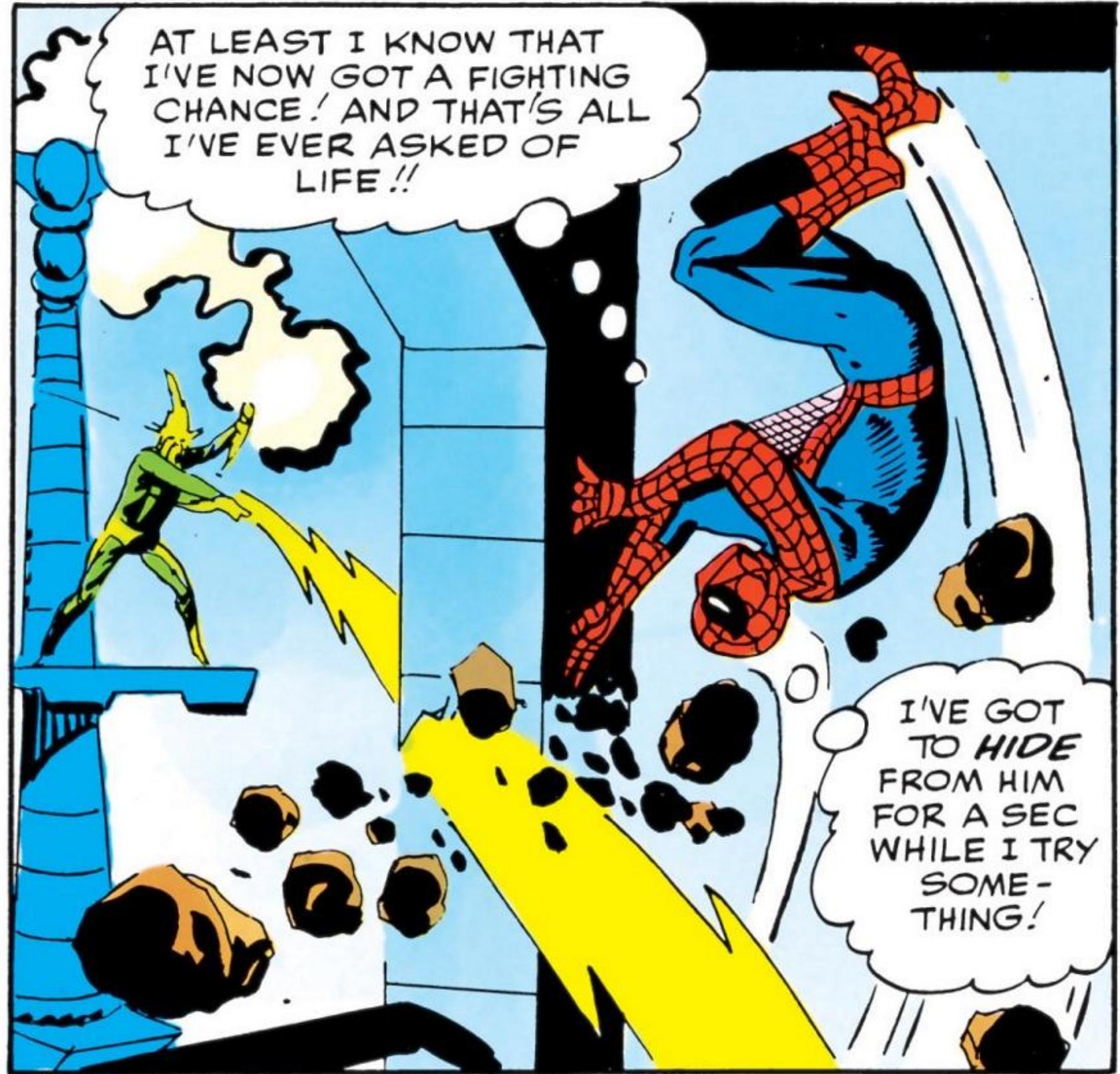
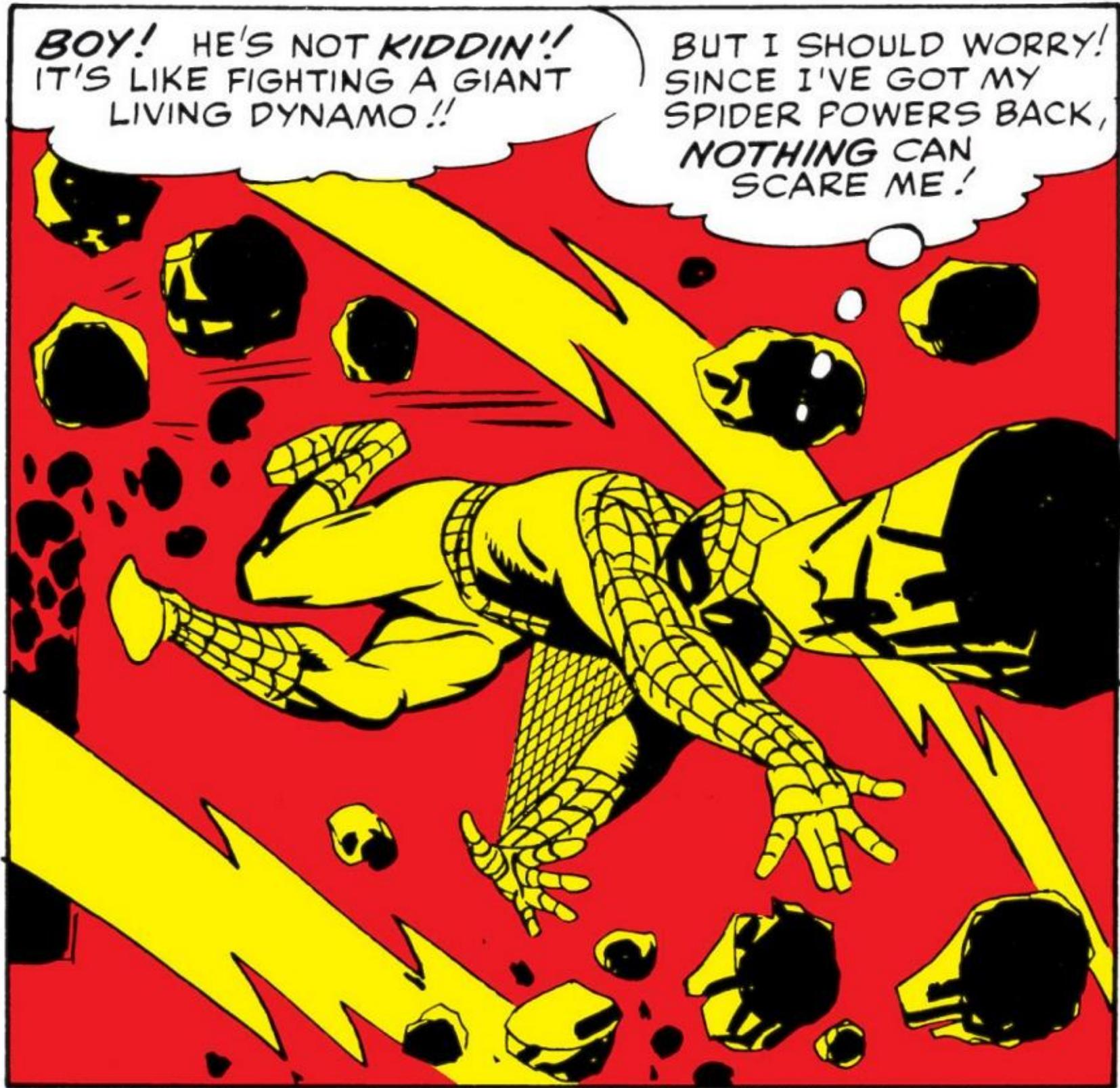
THIS CARD I'M HOLDING TELLS YOU WHERE TO GO AS THE NEXT STEP OF YOUR TRAIL TO RESCUE BETTY BRANT! BUT... YOU'LL HAVE TO DEFEAT ME TO GET IT!!

AND, AS YOU CAN SEE... I SELECTED A BATTLE SITE PERFECTLY SUITED FOR MY ELECTRIC POWERS! SO... LET THE JOUST BEGIN!!

HE'S HURLING AN ELECTRIC BOLT AT ME!

NO! NO! DON'T... STOP!!

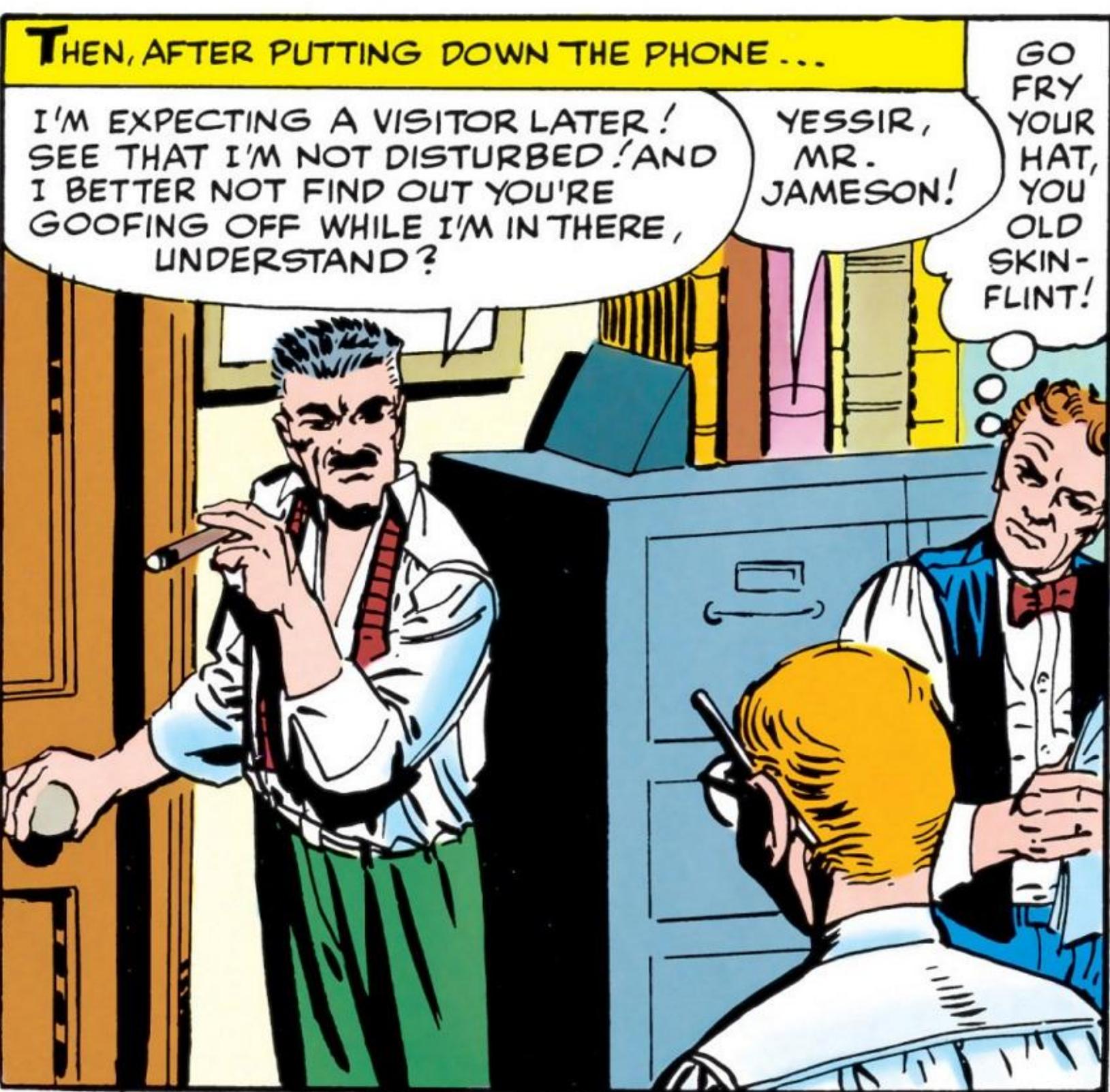
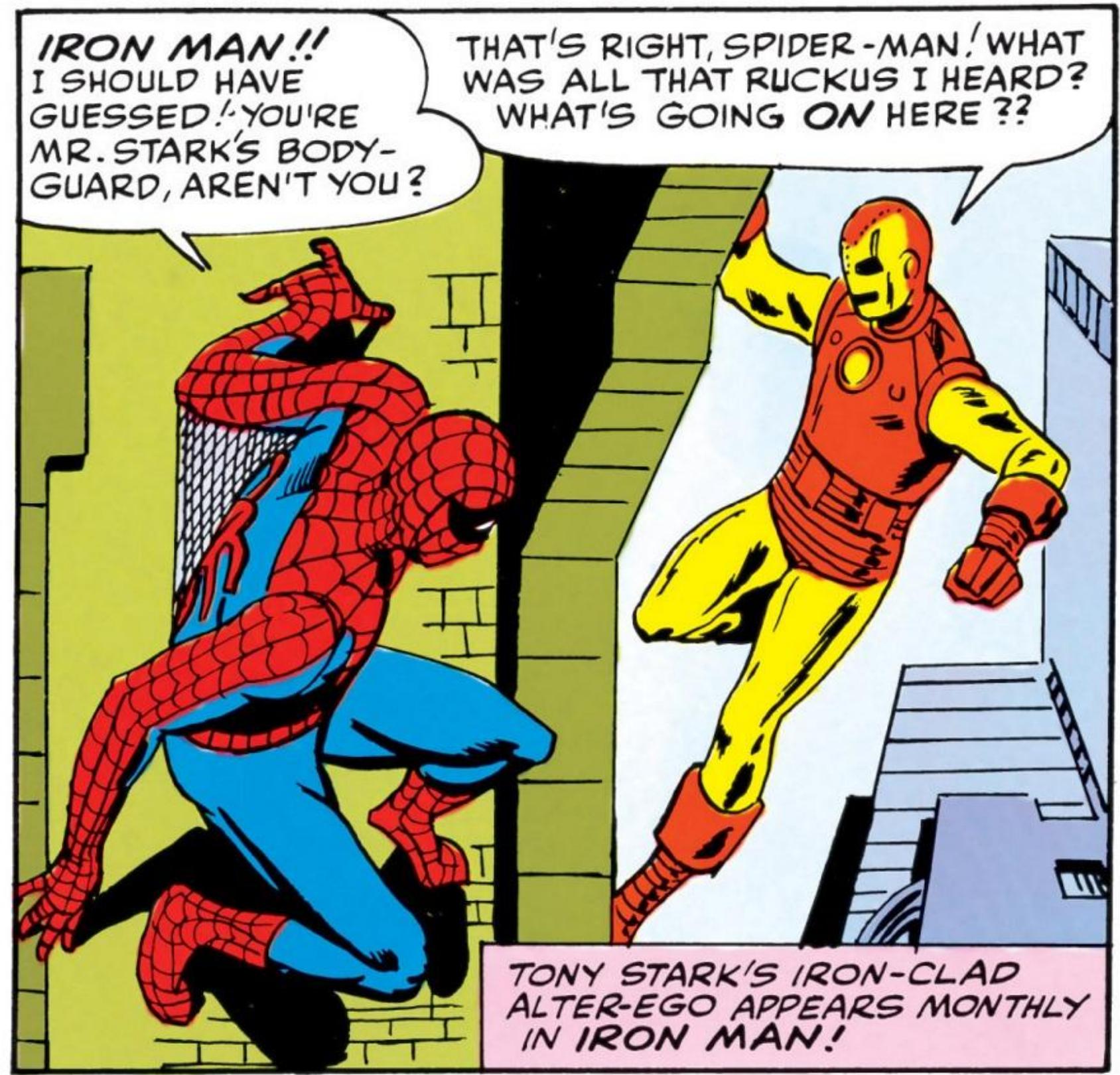
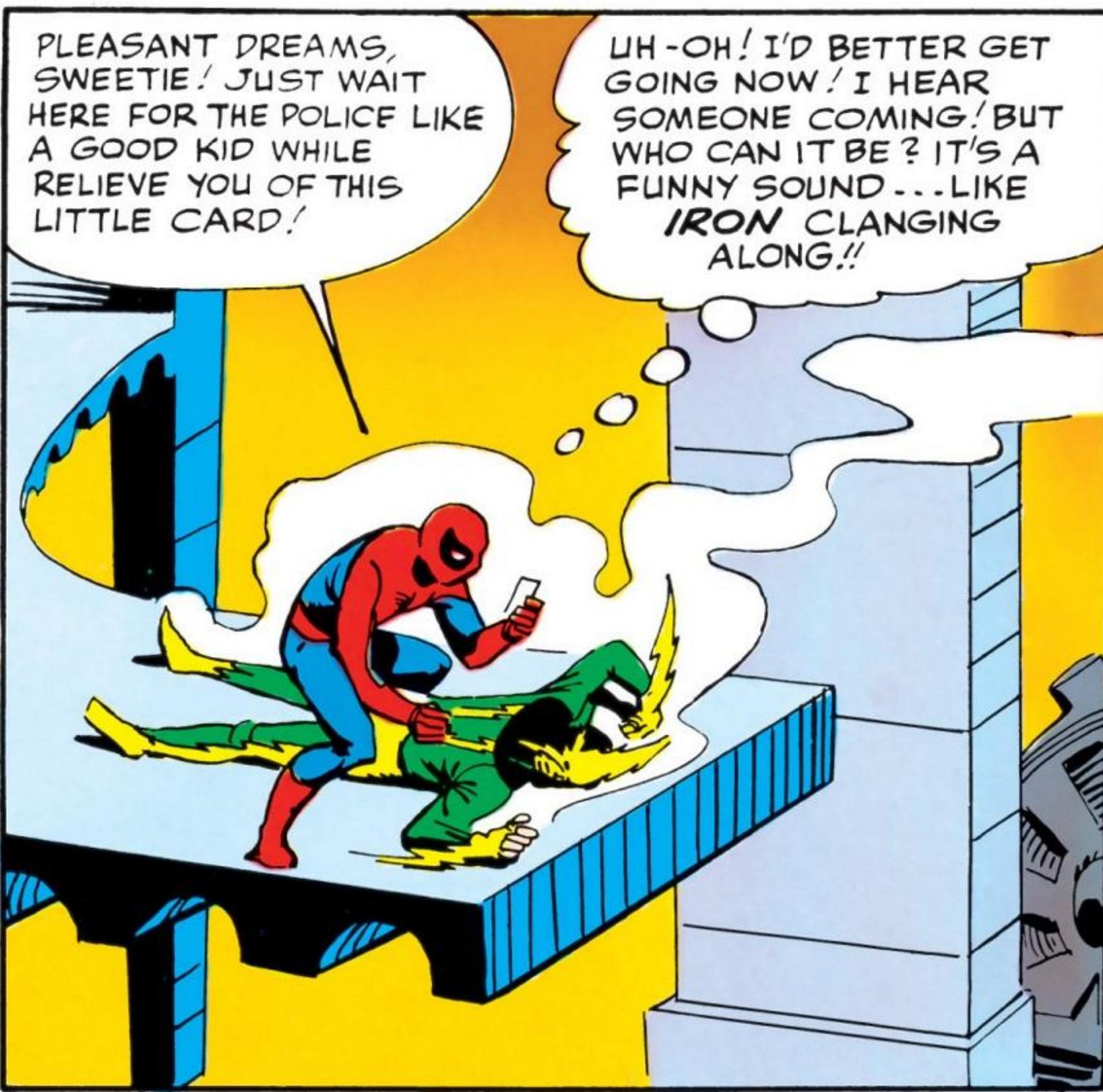


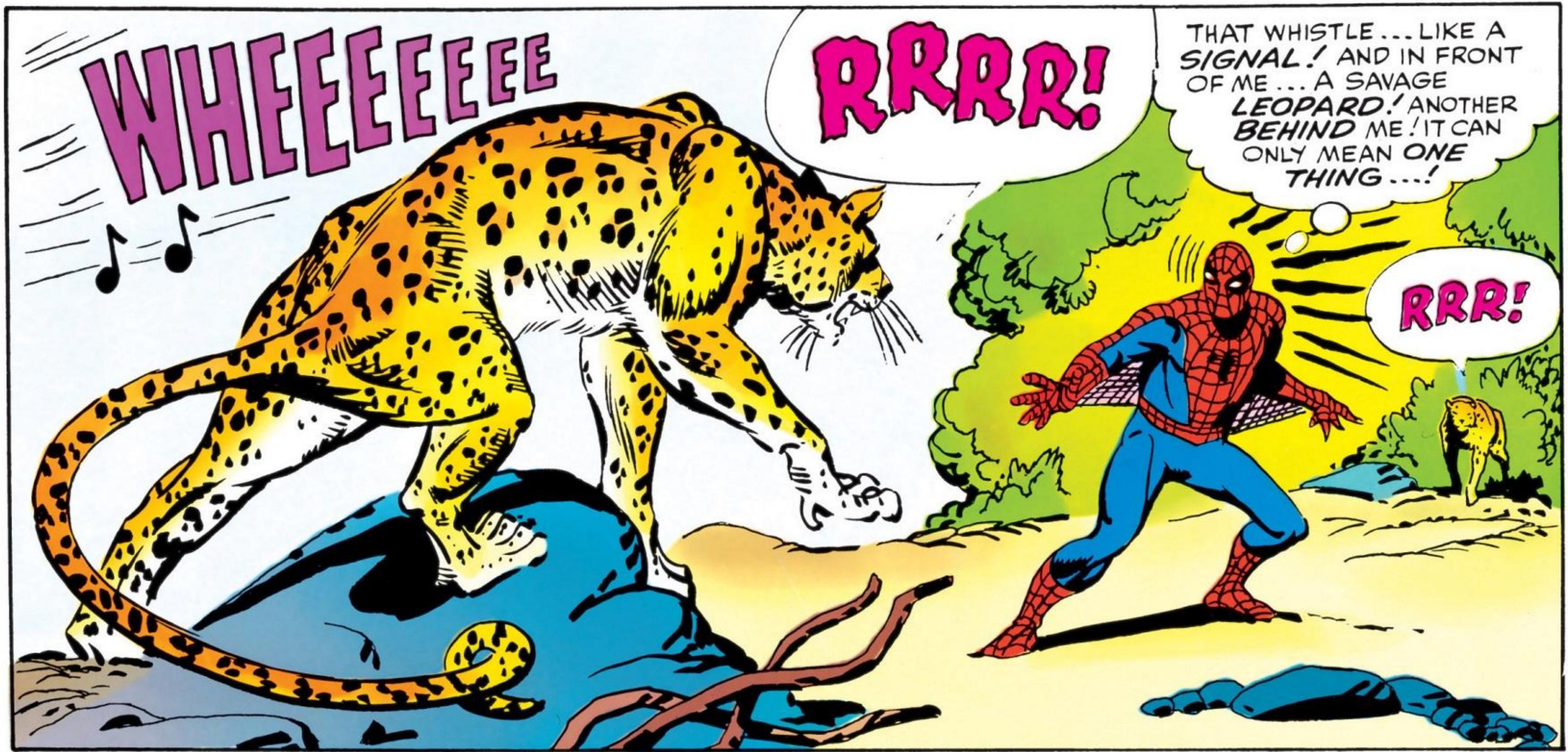




AND NOW, YOU HIGH-VOLTAGE HEEL, I'LL GIVE YOU SOMETHING TO TALK ABOUT WHEN YOU WAKE UP BACK IN YOUR CELL! YOU CAN TELL ALL THE OTHER CONS HOW IT FEELS TO BE ON THE RECEIVING END OF A KNOCKOUT PUNCH BY YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!!

WHOP!



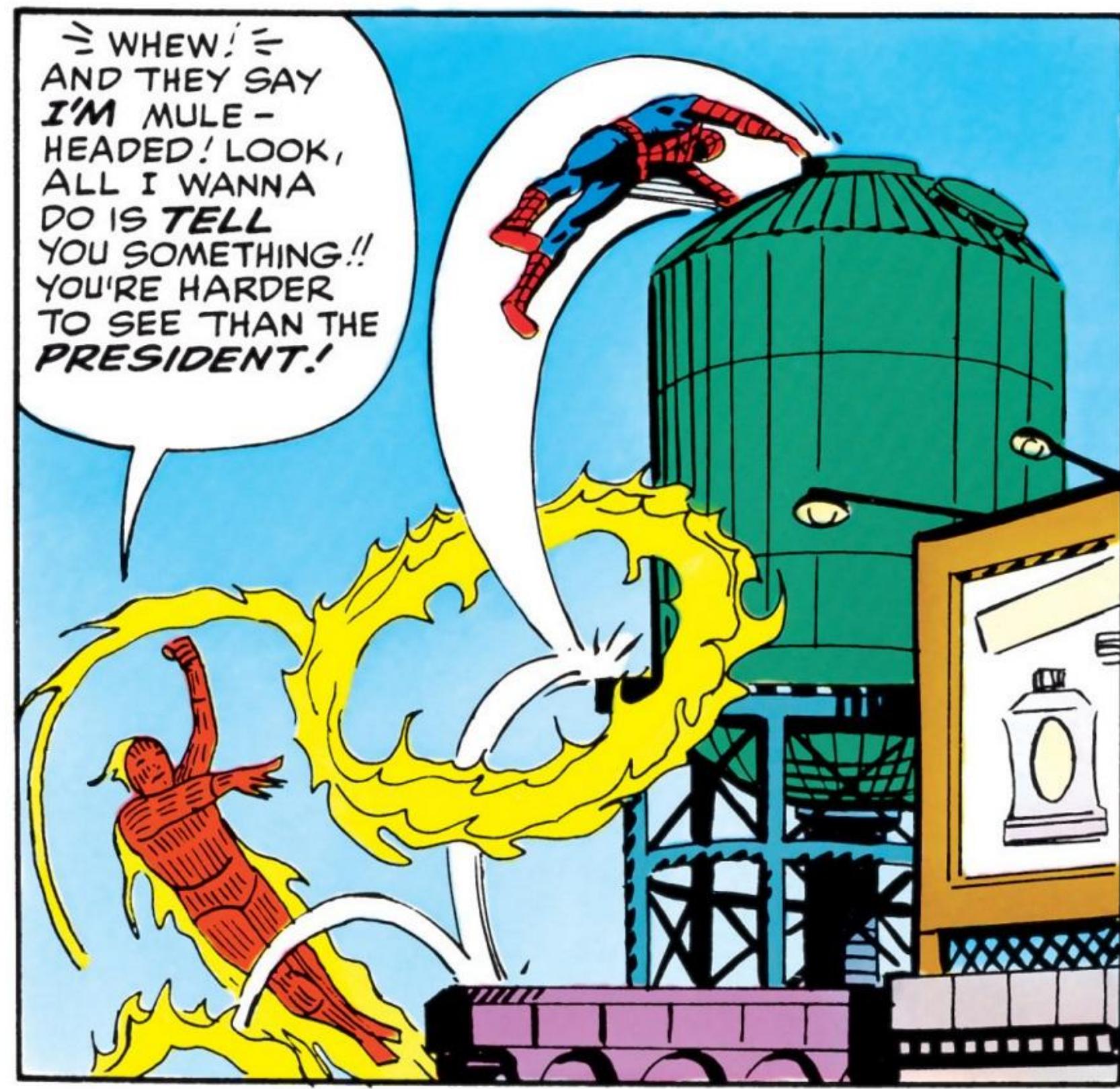
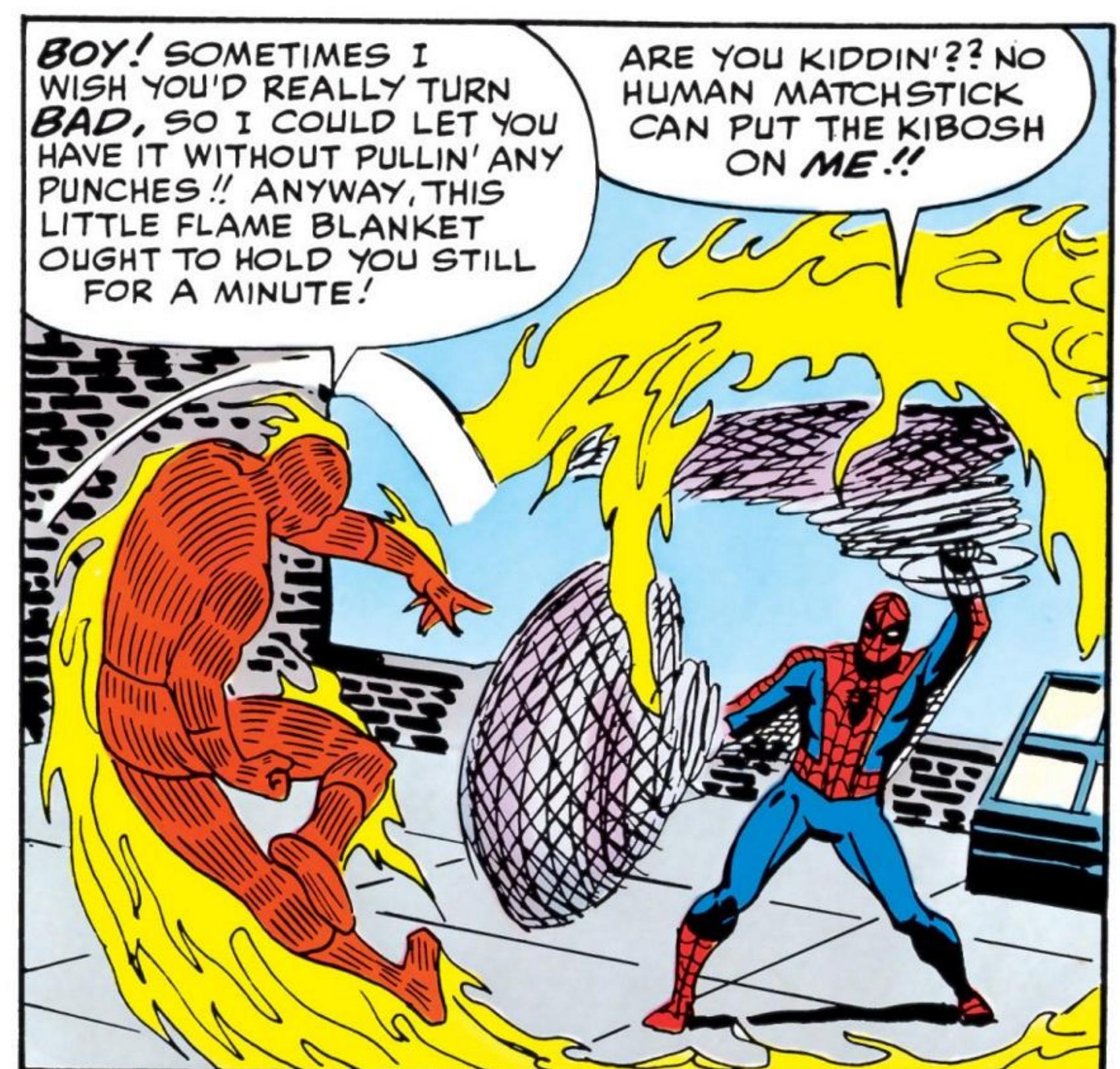
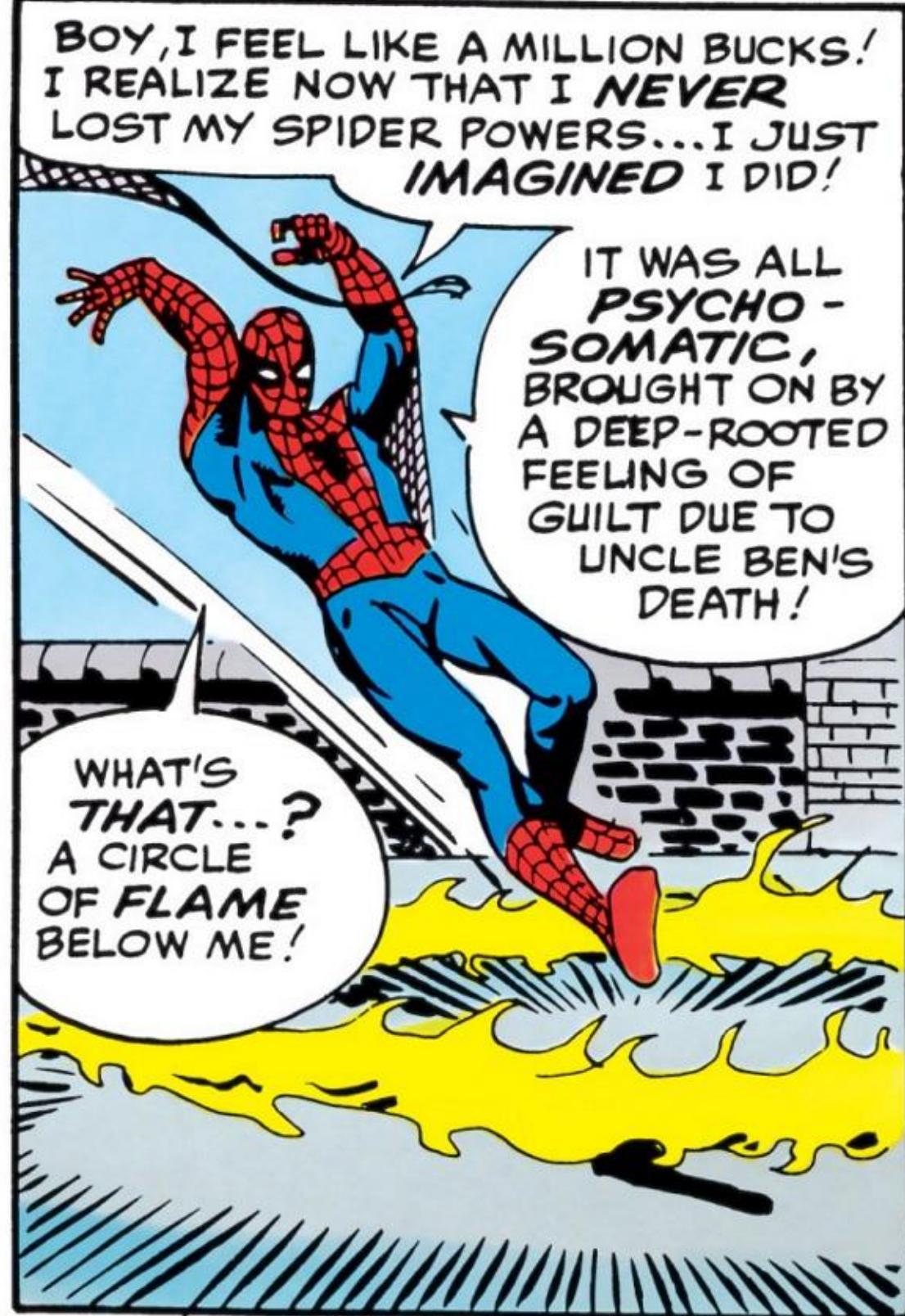


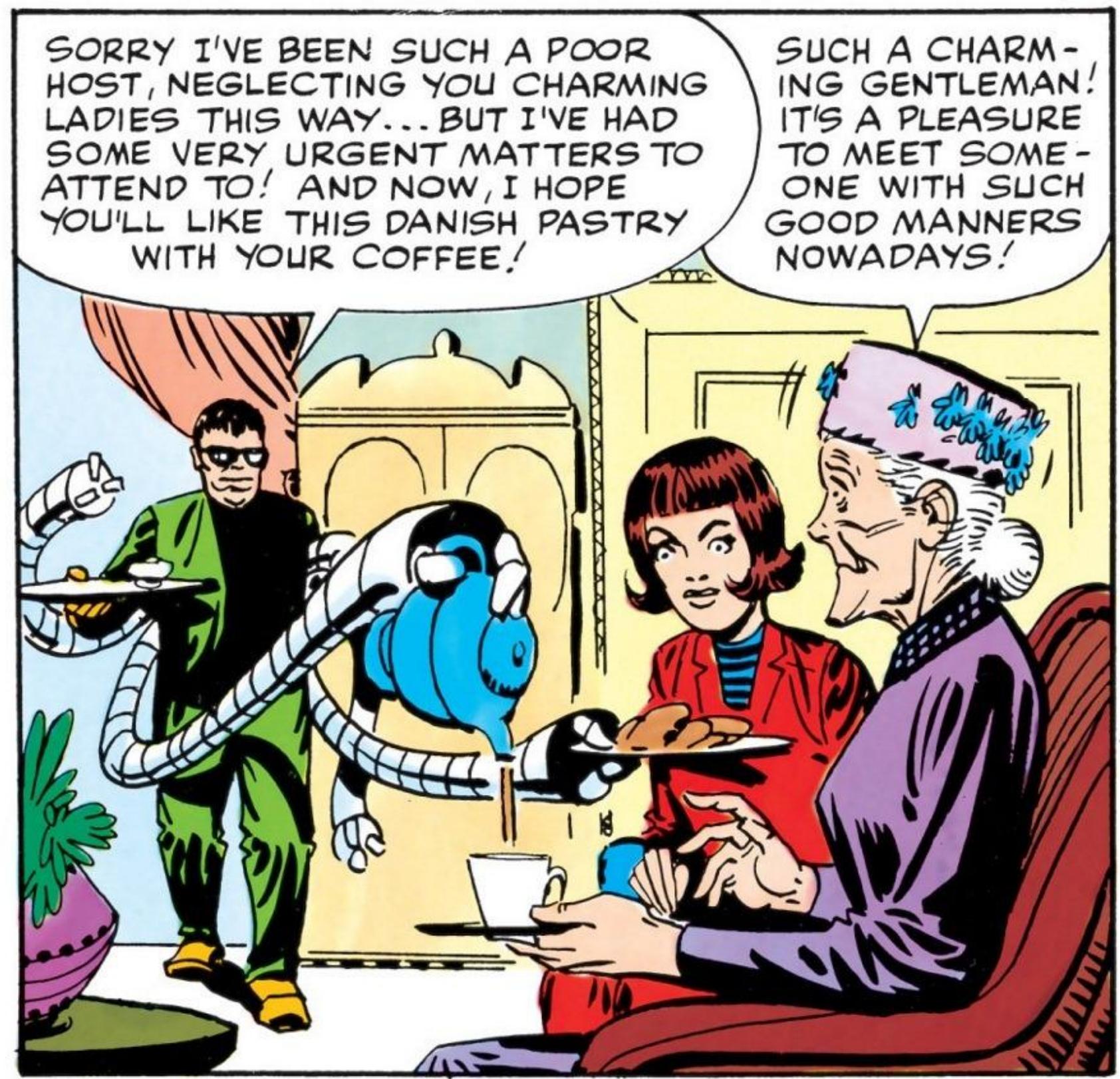
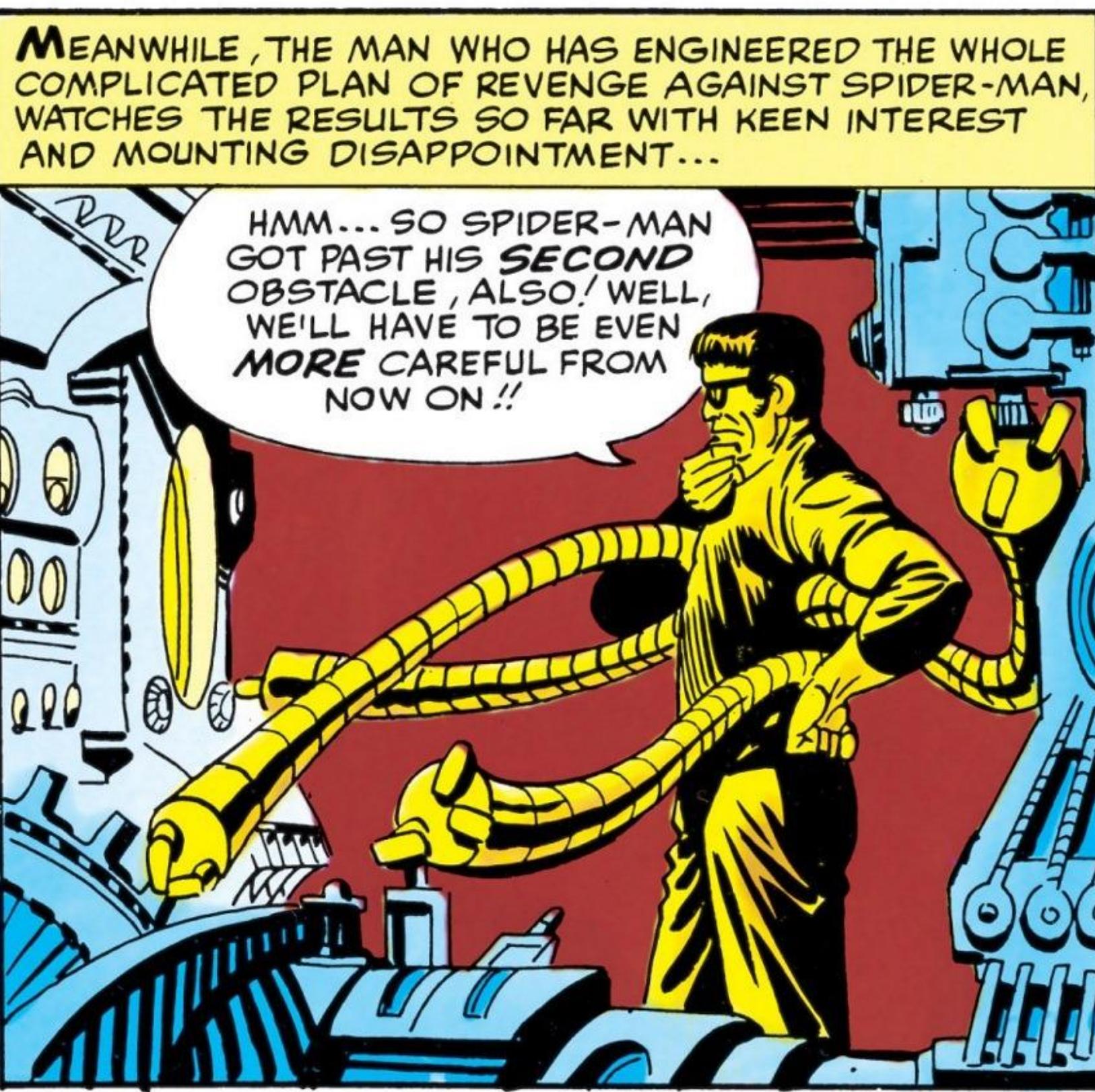
WITH EVERY NERVE TINGLING... EVERY SENSE HONED TO A RAZOR SHARP EDGE... THE MOST AMAZING HUMAN FIGHTING MACHINE THE WORLD HAS EVER KNOWN GOES INTO ACTION WITH DAZZLING SPEED AND SURGING POWER!

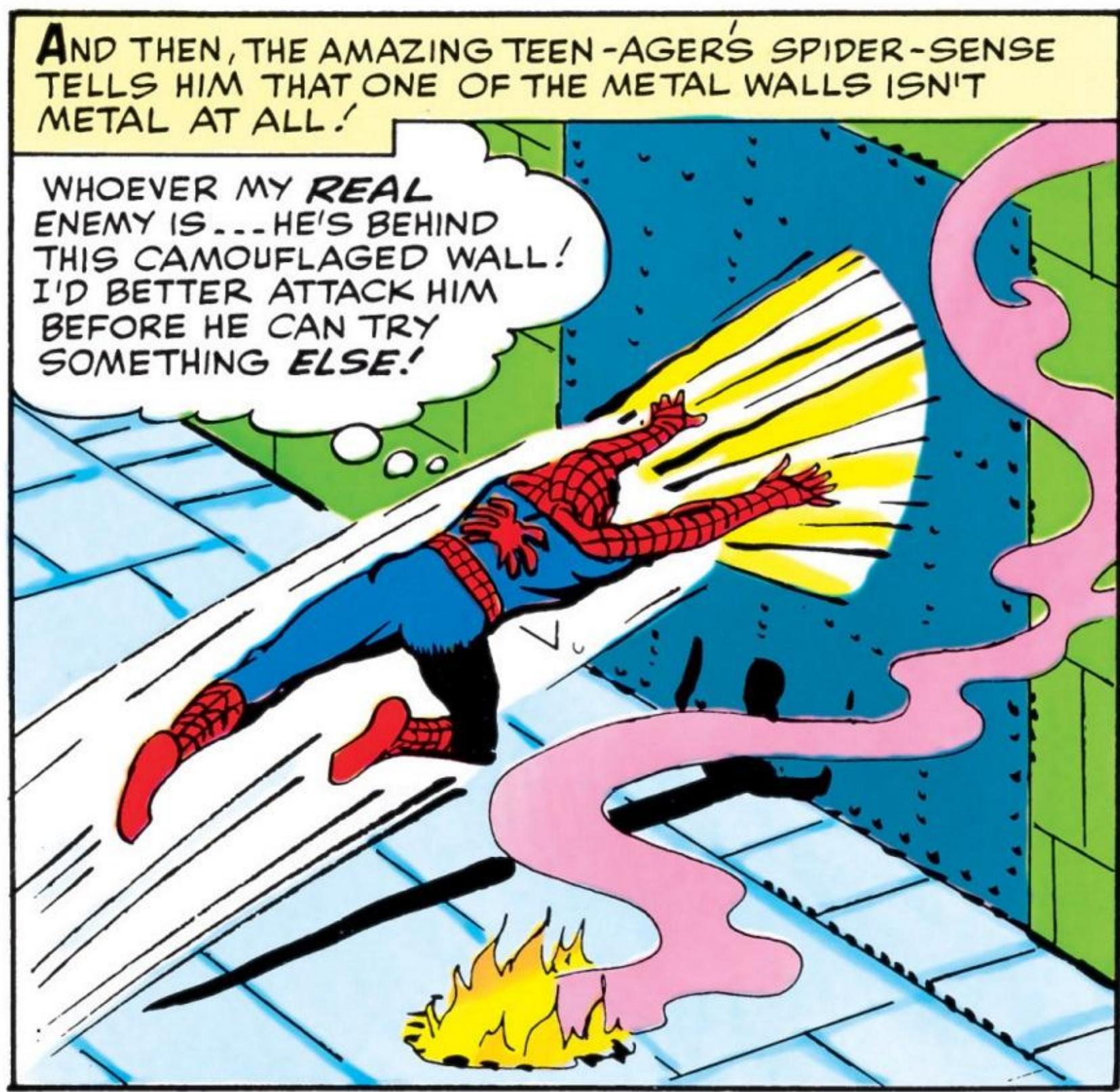
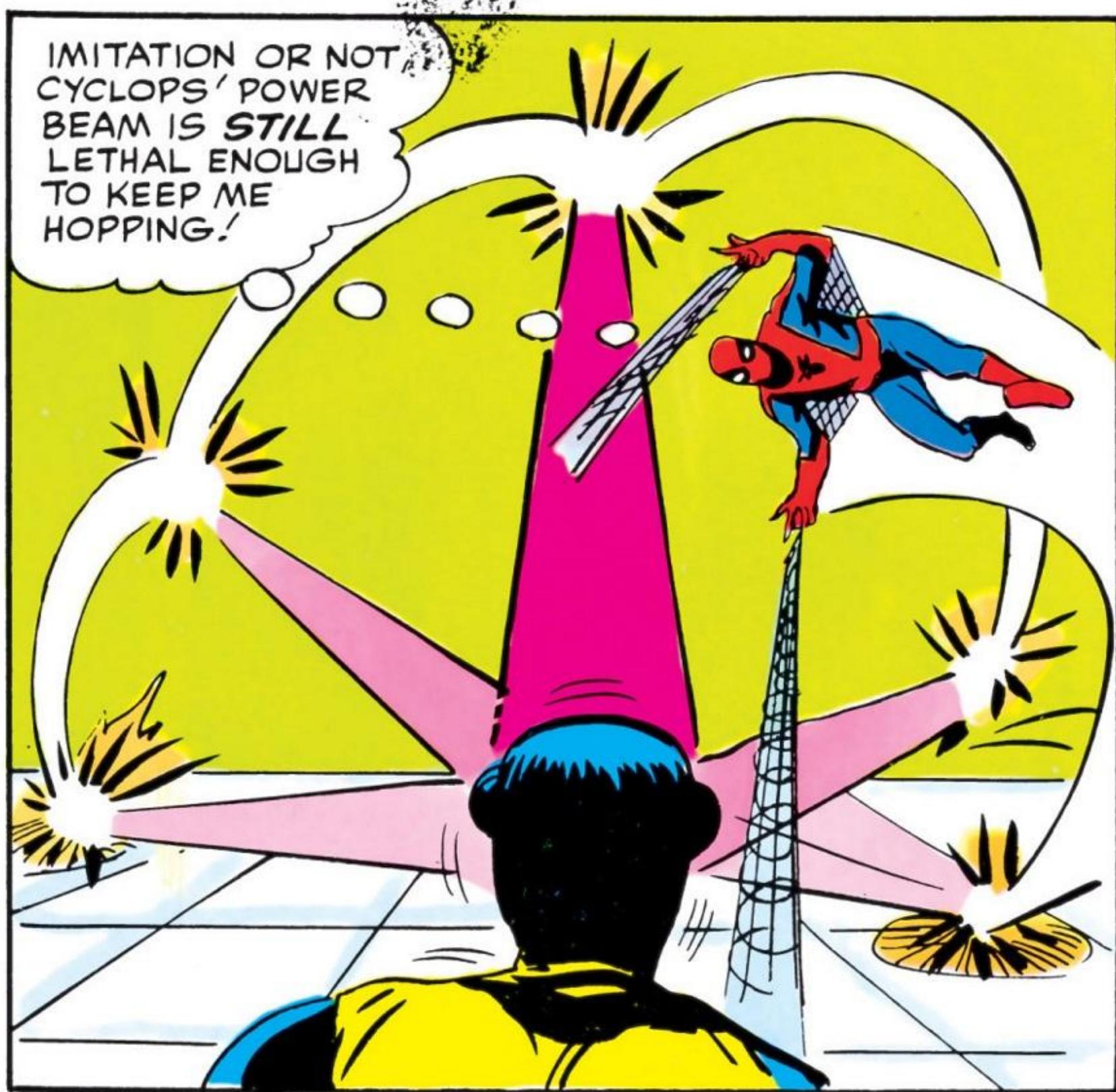
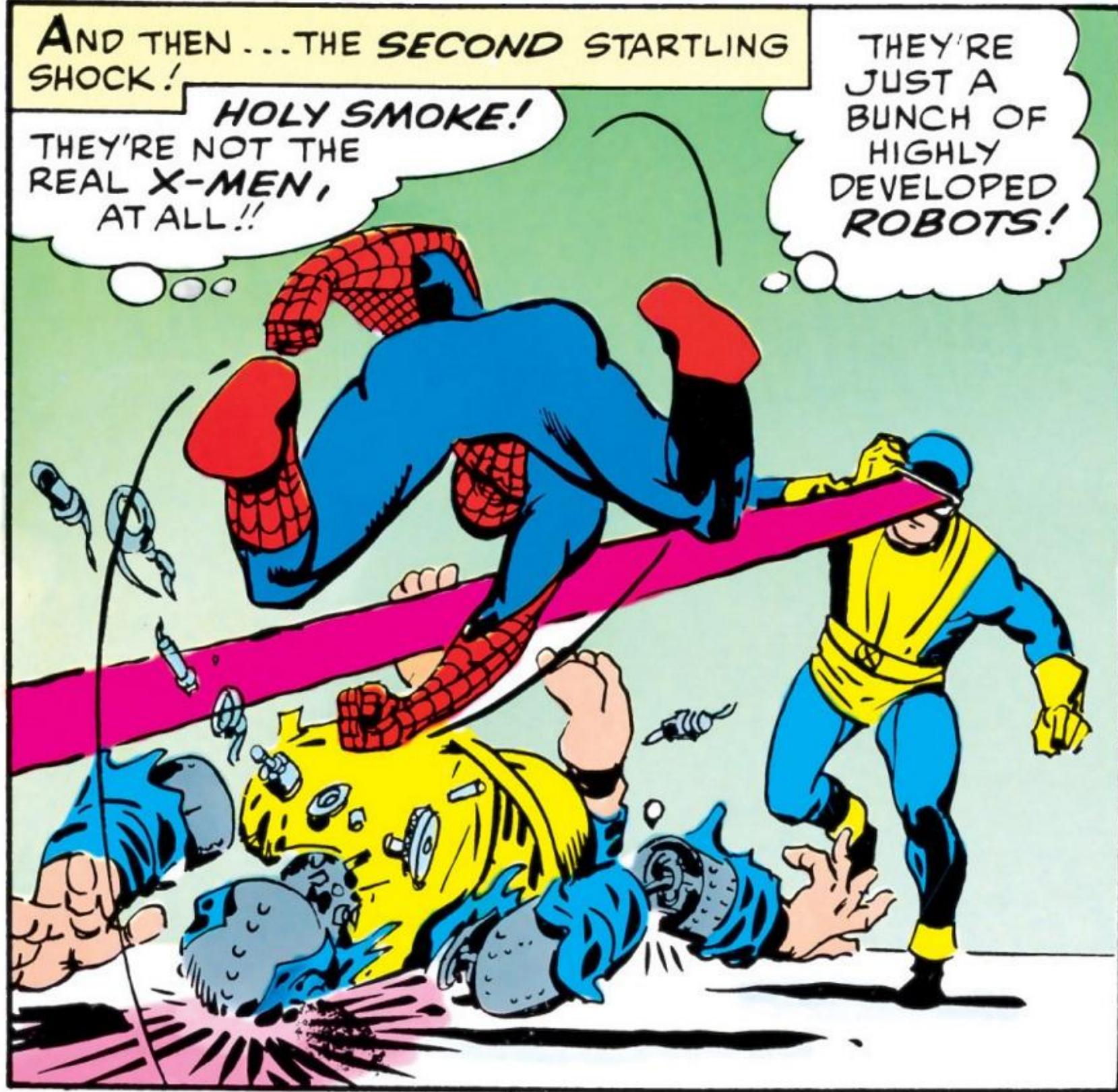
MISSED ME, ALL THREE OF YOU!! THAT DOES IT, KRAVEN! YOU HAD YOUR CHANCE! WITH SPIDER-MAN, THERE AREN'T ANY SECOND TRIES!





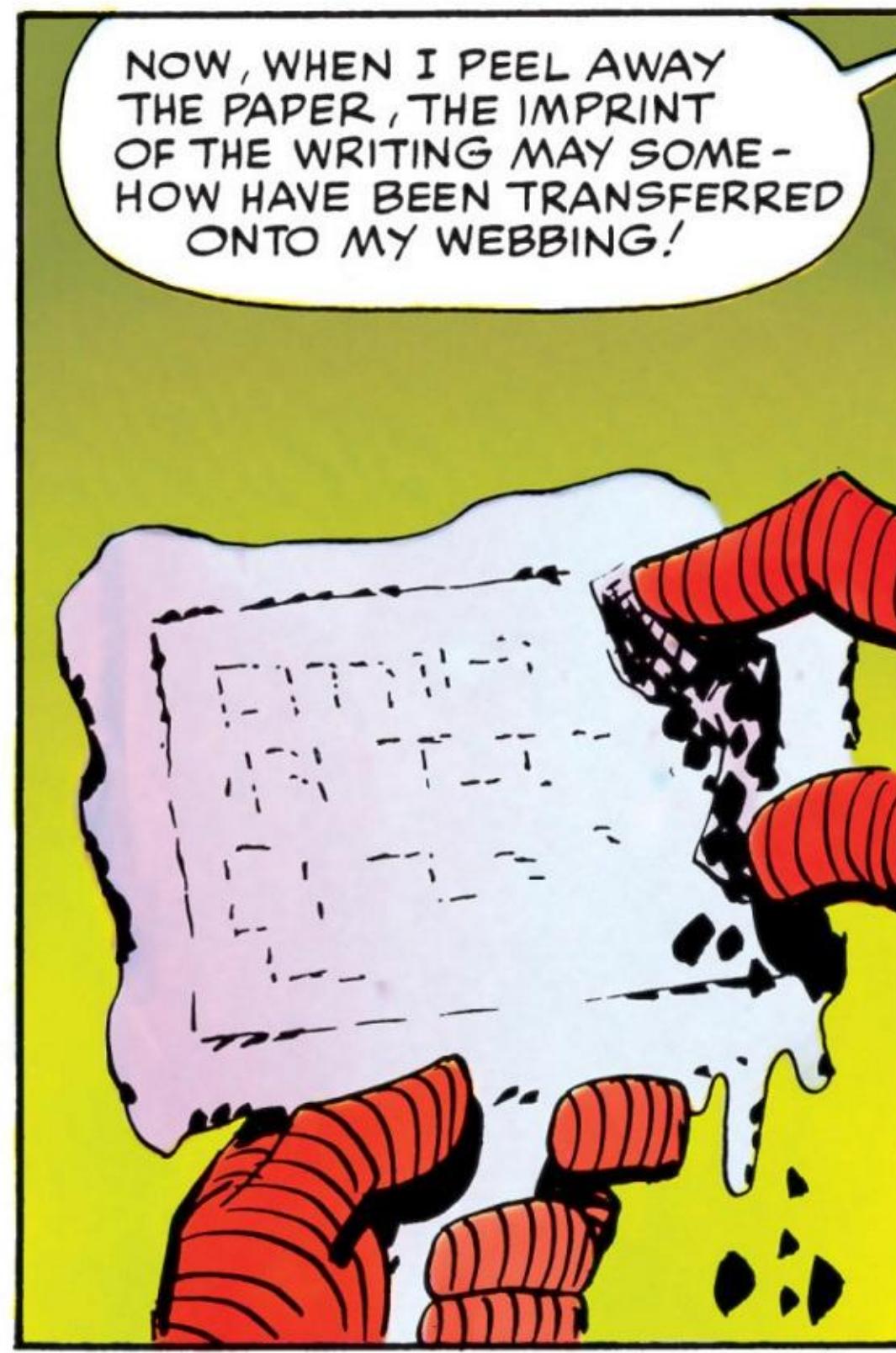
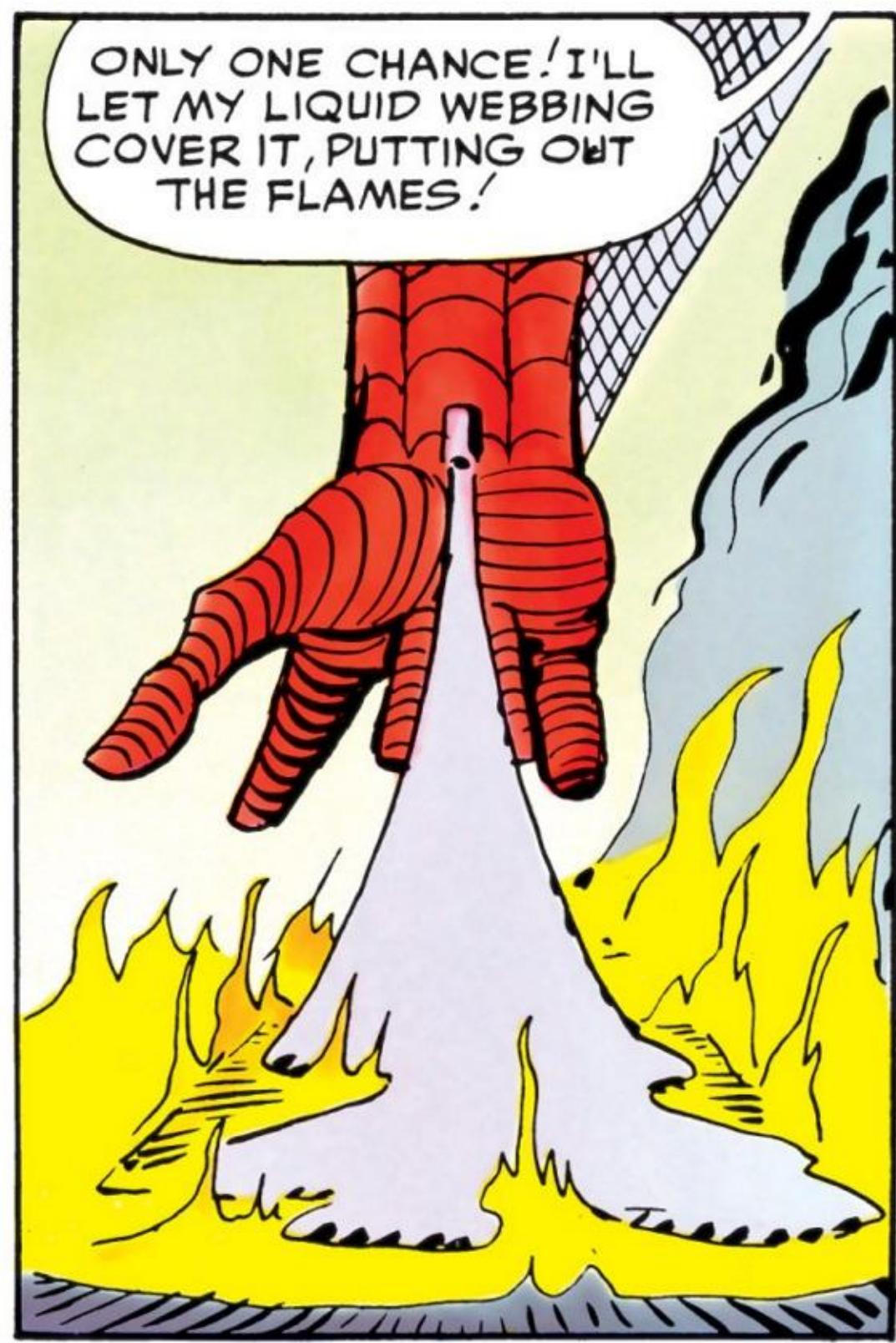
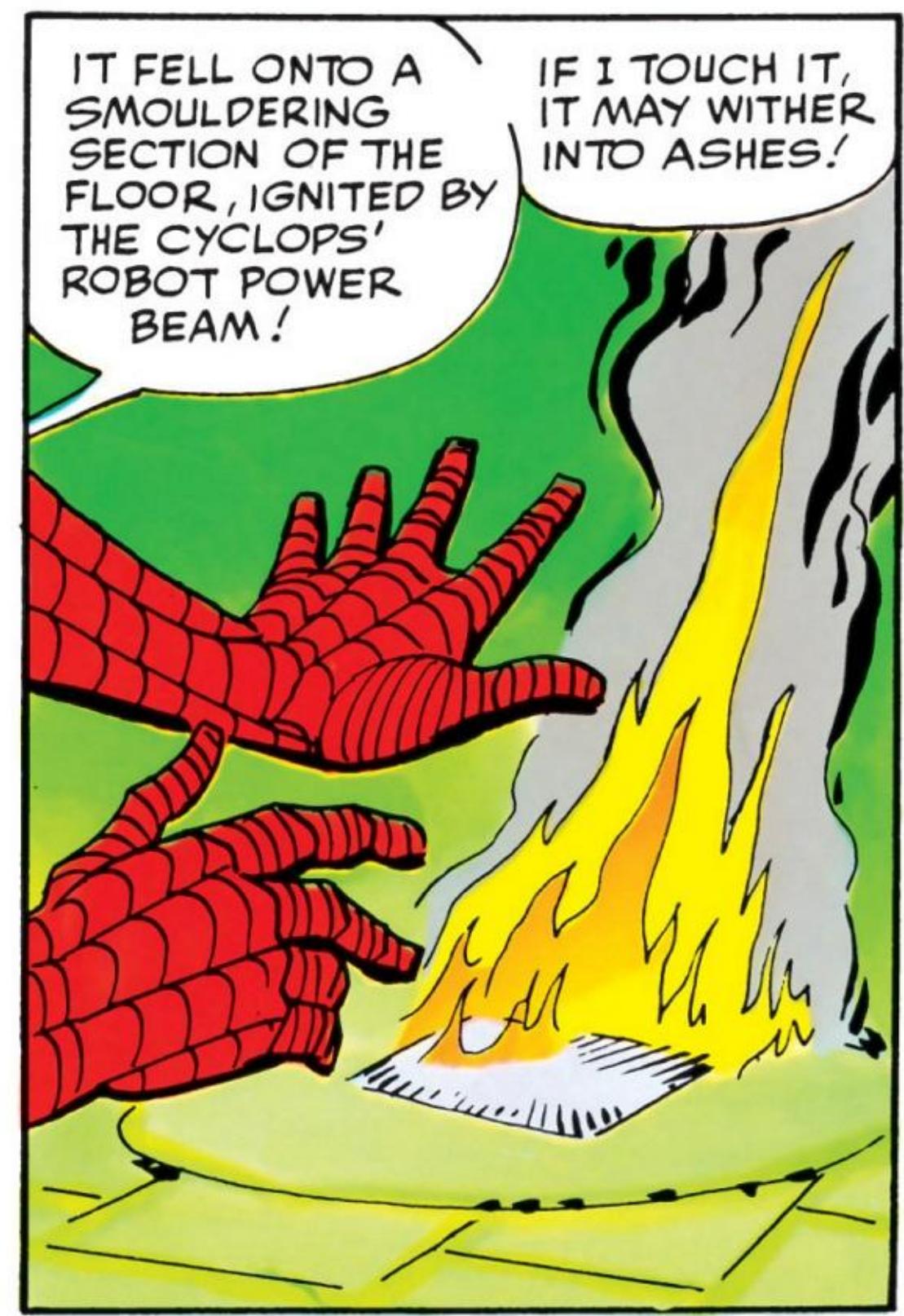






LUCK, YOU CALL IT??
MISTER, YOU DON'T KNOW
THE HALF OF IT! I'M THE
ORIGINAL HARD-LUCK
KID!

BUT THAT WON'T STOP ME
FROM PLAYIN' A DRUM SOLO
ON THAT GLASS FISHBOWL
OF YOURS UNLESS YOU GIVE
ME THE CARD WITH MY FOURTH
DESTINATION ON IT!!



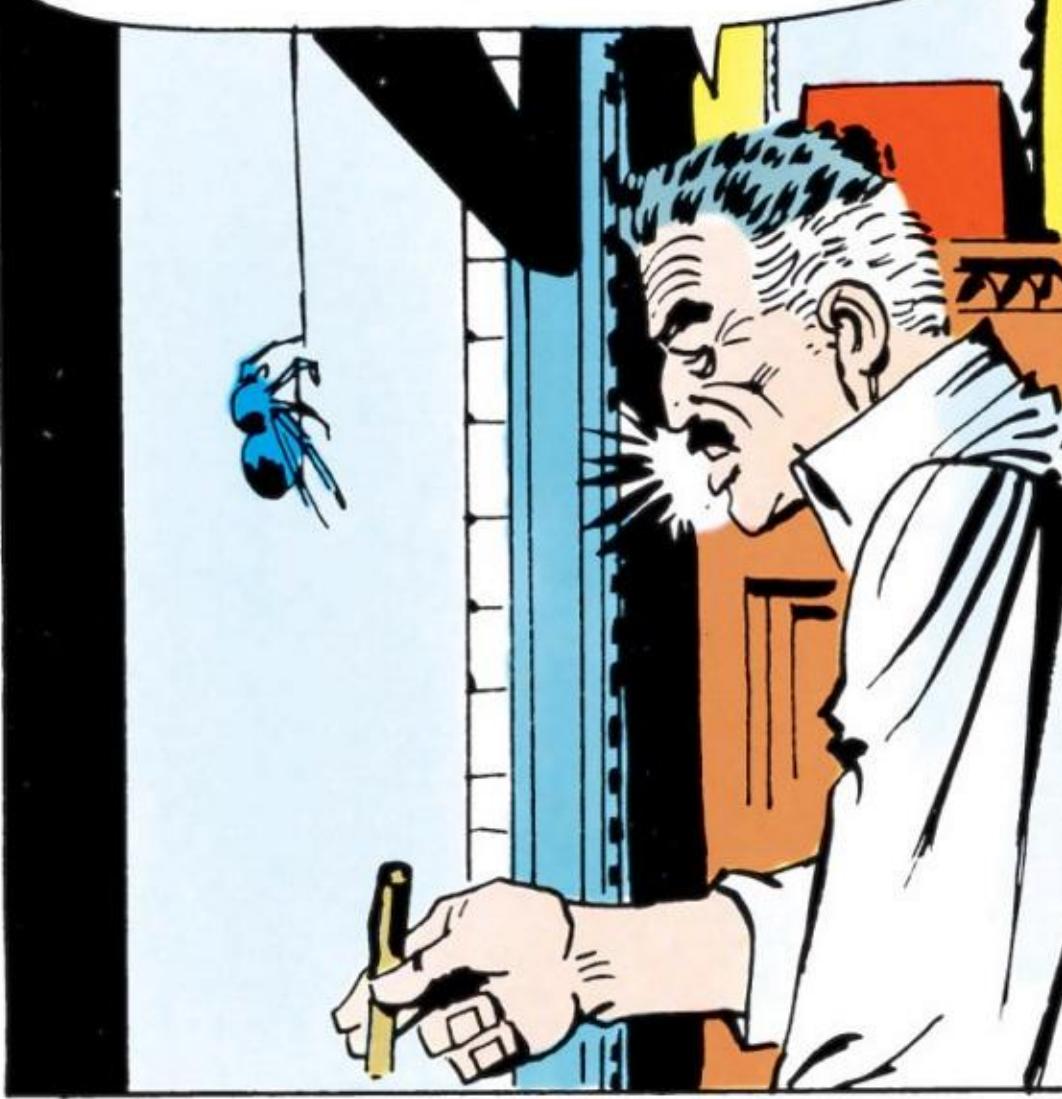
MEANWHILE, BACK AT THE OFFICE OF J. JONAH JAMESON ...

WHAT IN SAM HILL HAPPENED TO SPIDER-MAN?? DID HE GET MY MESSAGE ?? HOW CAN I KNOW IF.. HEY! THERE'S A SPIDER OUTSIDE MY WINDOW!



HMM... IF ANT-MAN CAN TALK TO ANTS, THEN WHY SHOULDN'T SPIDER-MAN... I WONDER...?

WHO ARE YOU? DID SPIDER-MAN SEND YOU? DON'T JUST HANG THERE... GIVE ME THE MESSAGE!



AND OUTSIDE THE DOOR OF J.J.'S PRIVATE OFFICE ...

IS OL' SKIN-FLINT TALKIN' TO THAT SPIDER, OR AM I GOIN' NUTS?

IF HE IS, IT'S NOT YOU WHO'S GOING NUTS!

C'MON! I HAVEN'T GOT ALL DAY! WHERE'S SPIDER-MAN?

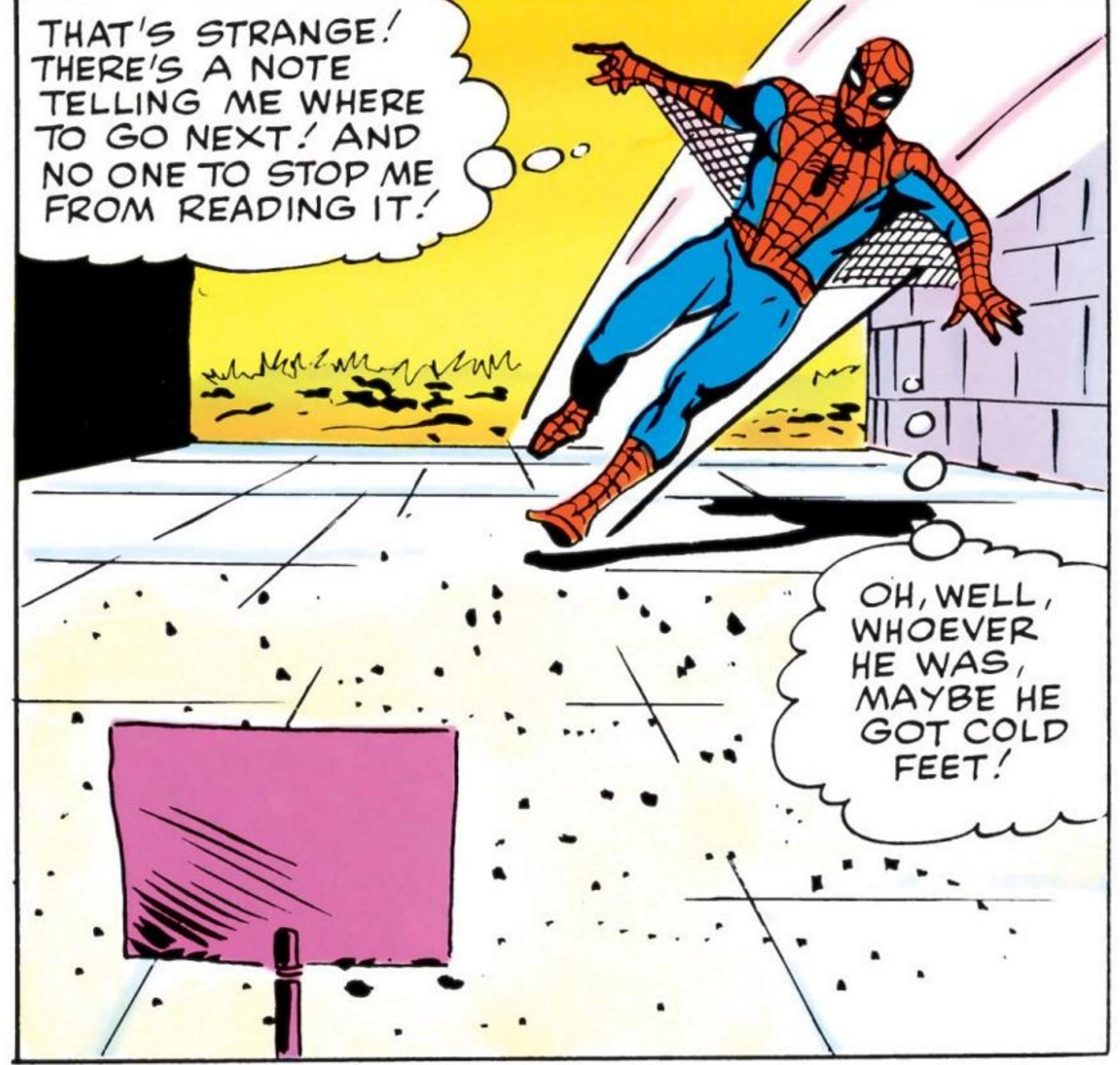


BUT NOW, OUR SCENE CHANGES ONCE AGAIN, AS SPIDER-MAN, HAVING ANALYZED THE MESSAGE ON HIS LAST CARD, REACHES HIS NEXT DESTINATION...

IT'S NOTHING MORE THAN A WALLED-IN COURT! I WONDER WHAT EX-ENEMY IS WAITING TO ATTACK ME HERE?



THAT'S STRANGE! THERE'S A NOTE TELLING ME WHERE TO GO NEXT! AND NO ONE TO STOP ME FROM READING IT!



BUT THEN, SUDDENLY, A SHAPE TAKES FORM RIGHT BEFORE THE STARTLED YOUTH'S EYES!

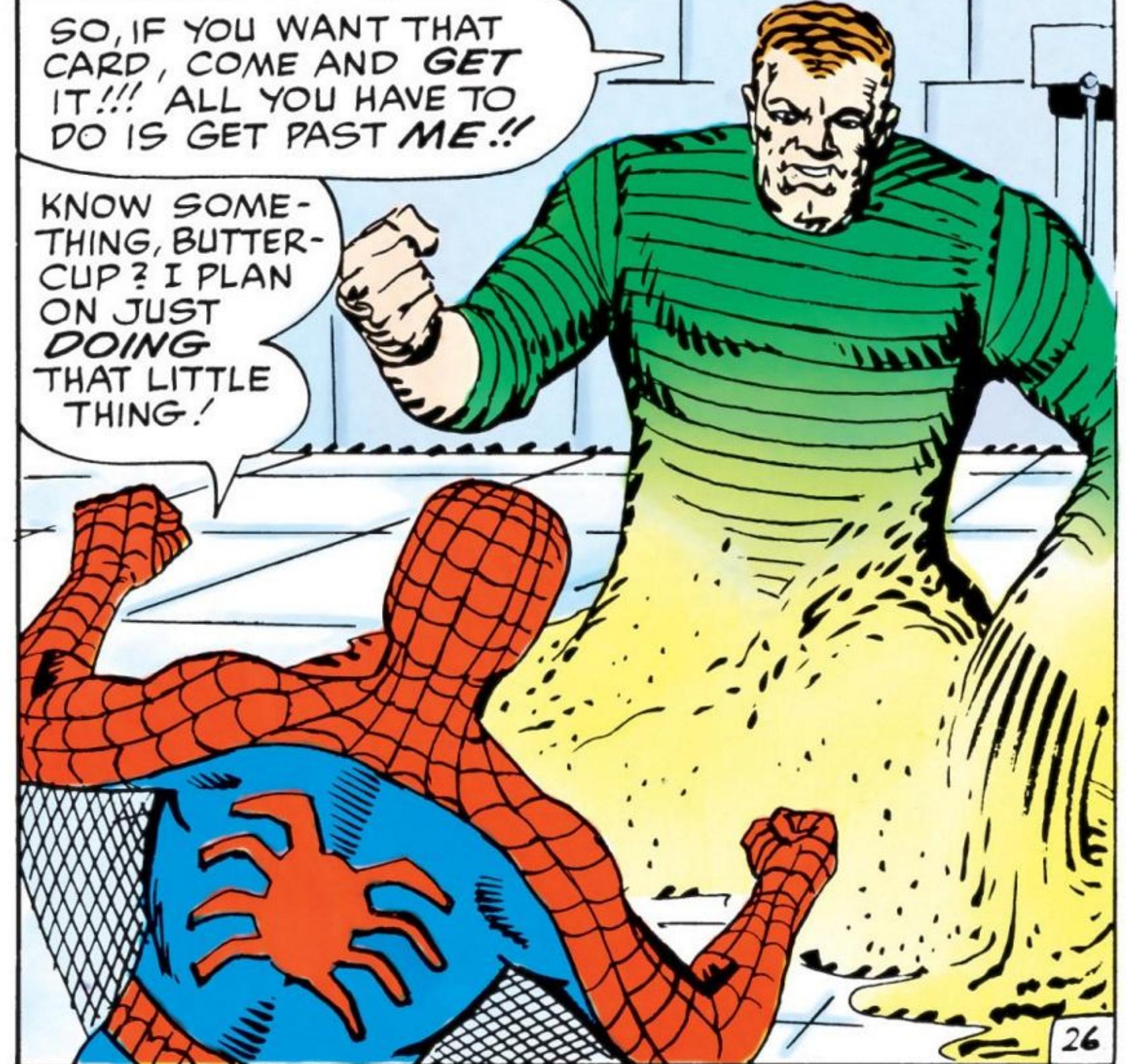
SANDMAN!! I SHOULD HAVE GUESSED IT WOULD BE YOU!

I'VE WAITED A LONG TIME FOR THIS MOMENT.. ..AND NOW AT LAST IT'S HERE!!



SO, IF YOU WANT THAT CARD, COME AND GET IT!!! ALL YOU HAVE TO DO IS GET PAST ME!!

KNOW SOMETHING, BUTTERCUP? I PLAN ON JUST DOING THAT LITTLE THING!

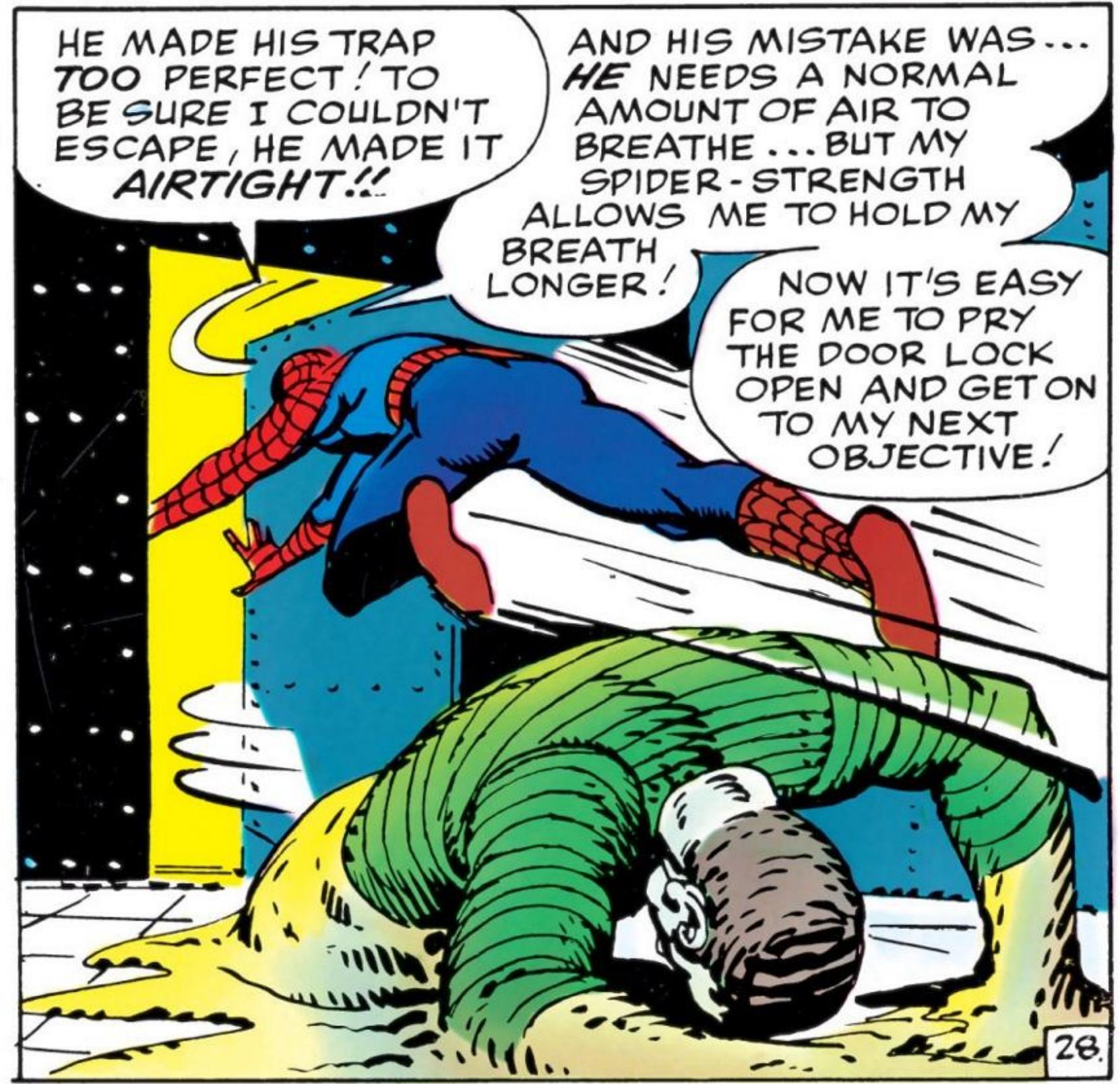
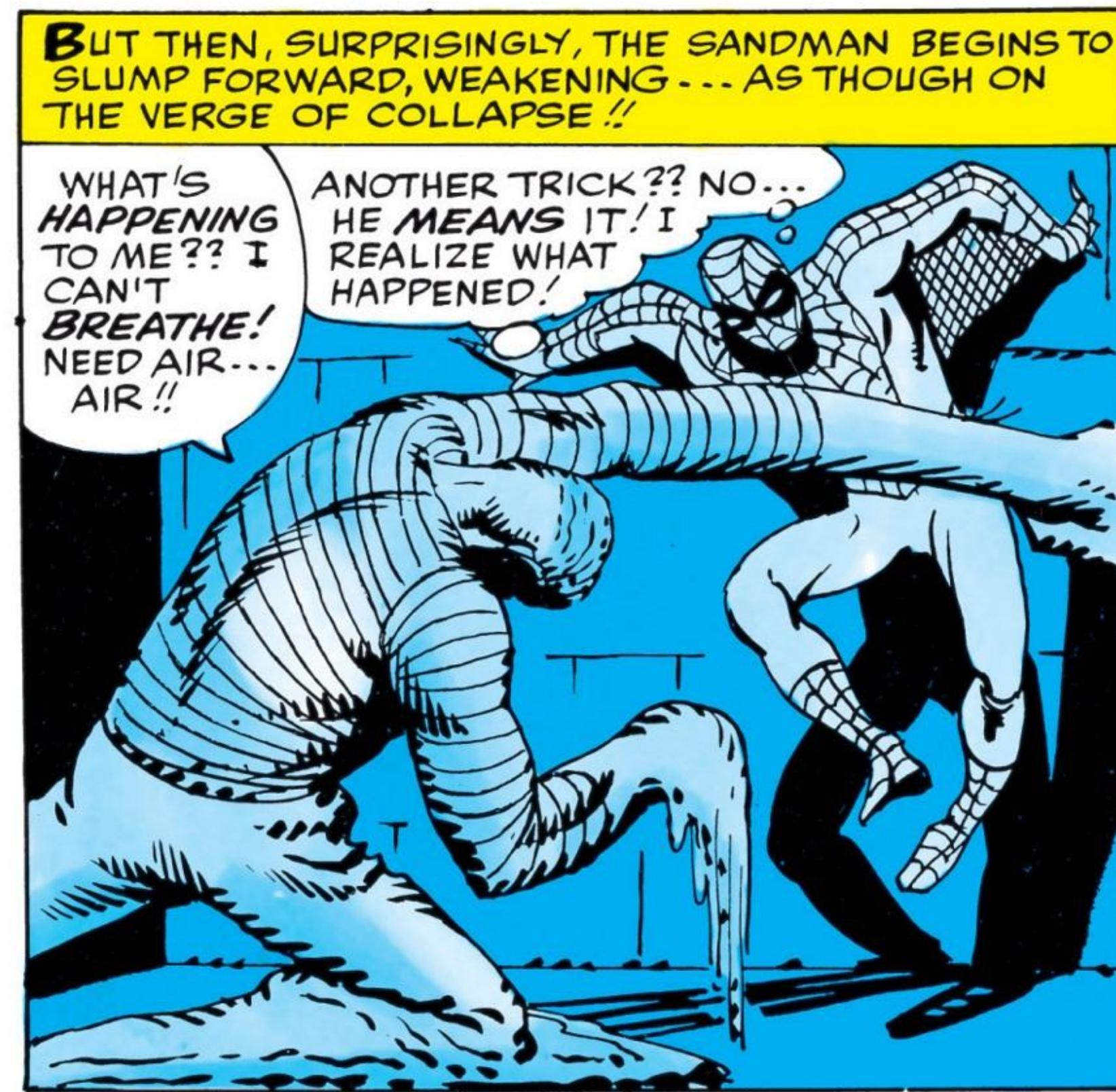
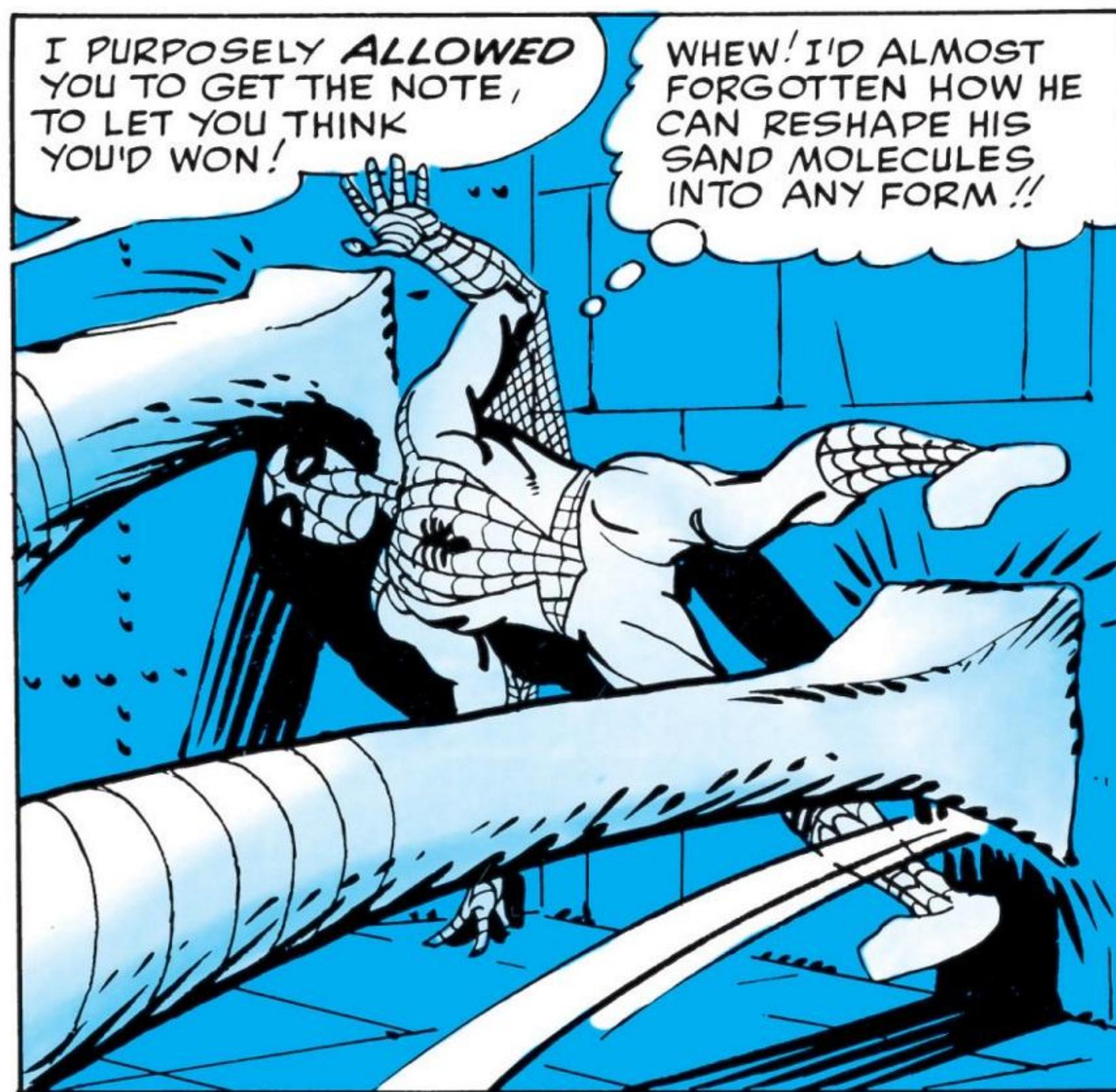
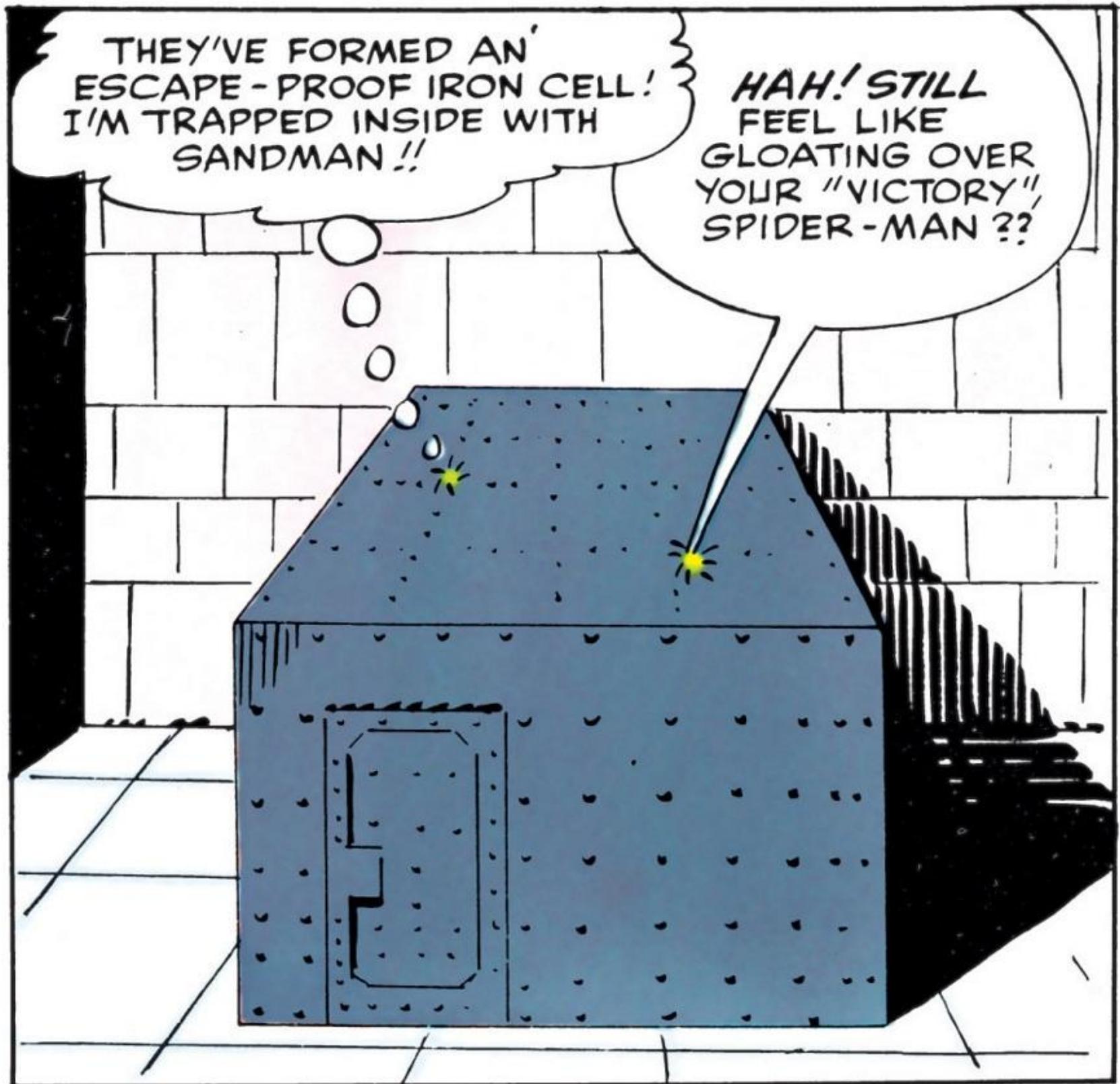
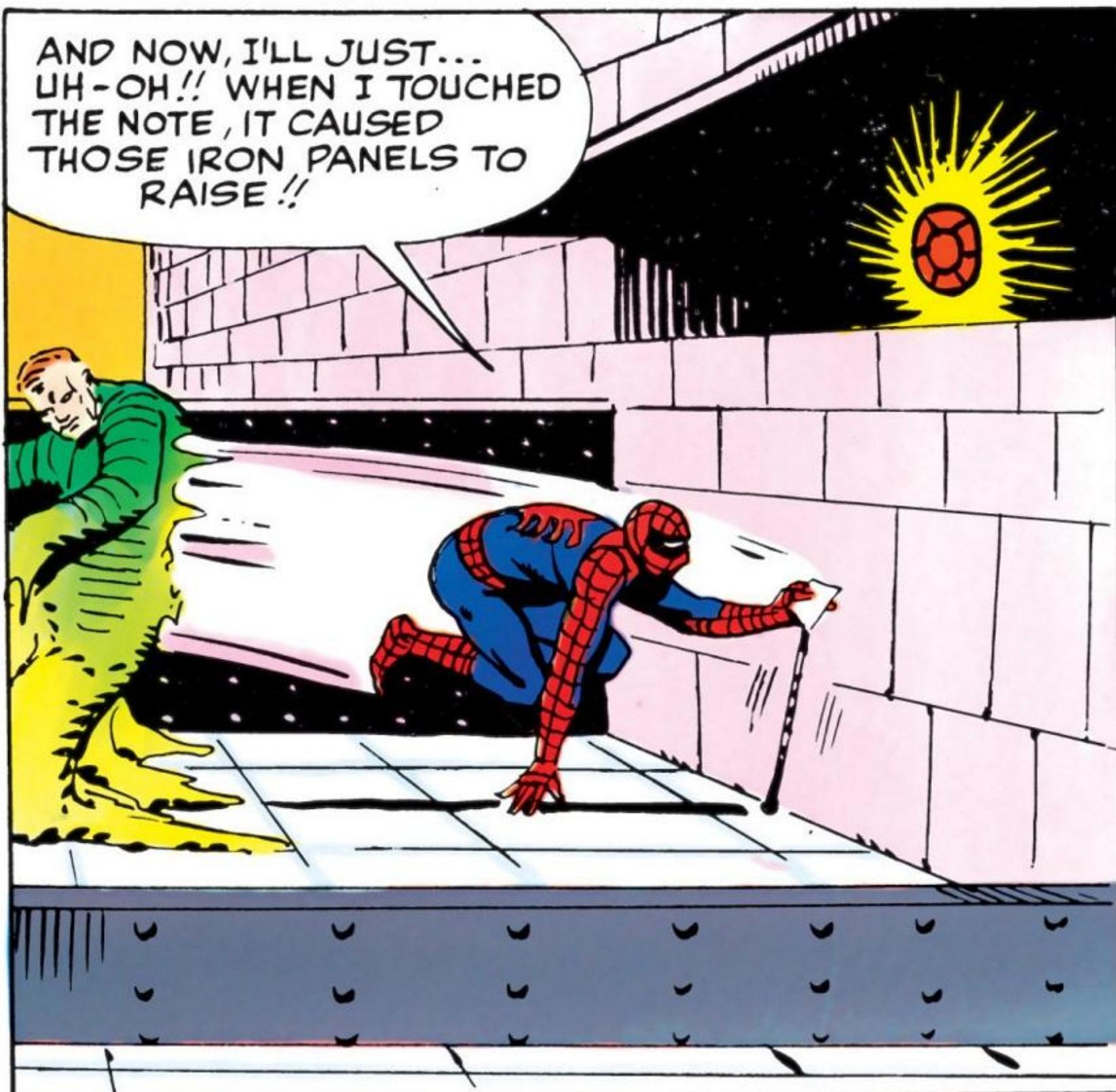


YOU'RE HELPING ME TO BEAT YOU BECAUSE YOU'RE SUCH A SHOWOFF, SANDMAN!! IF YOU HAD REMAINED IN YOUR SANDY FORM, I WOULDN'T HAVE BEEN ABLE TO WALLOP YOU WITH ALL MY SPIDER STRENGTH...LIKE THIS!!

BUT NO! YOU HAD TO TAKE FORM IN FRONT OF MY EYES, TO MAKE A DRAMATIC APPEARANCE! OKAY, SO YOU IMPRESSED ME!!

WHAP!





AND BY THIS TIME, J.J. JAMESON HAS REALIZED THAT SPIDERS CAN'T, OR WON'T TALK, AND SO...

I HOPE NOBODY NOTICED ME SHOUTING AT THAT BLAMED SPIDER!!

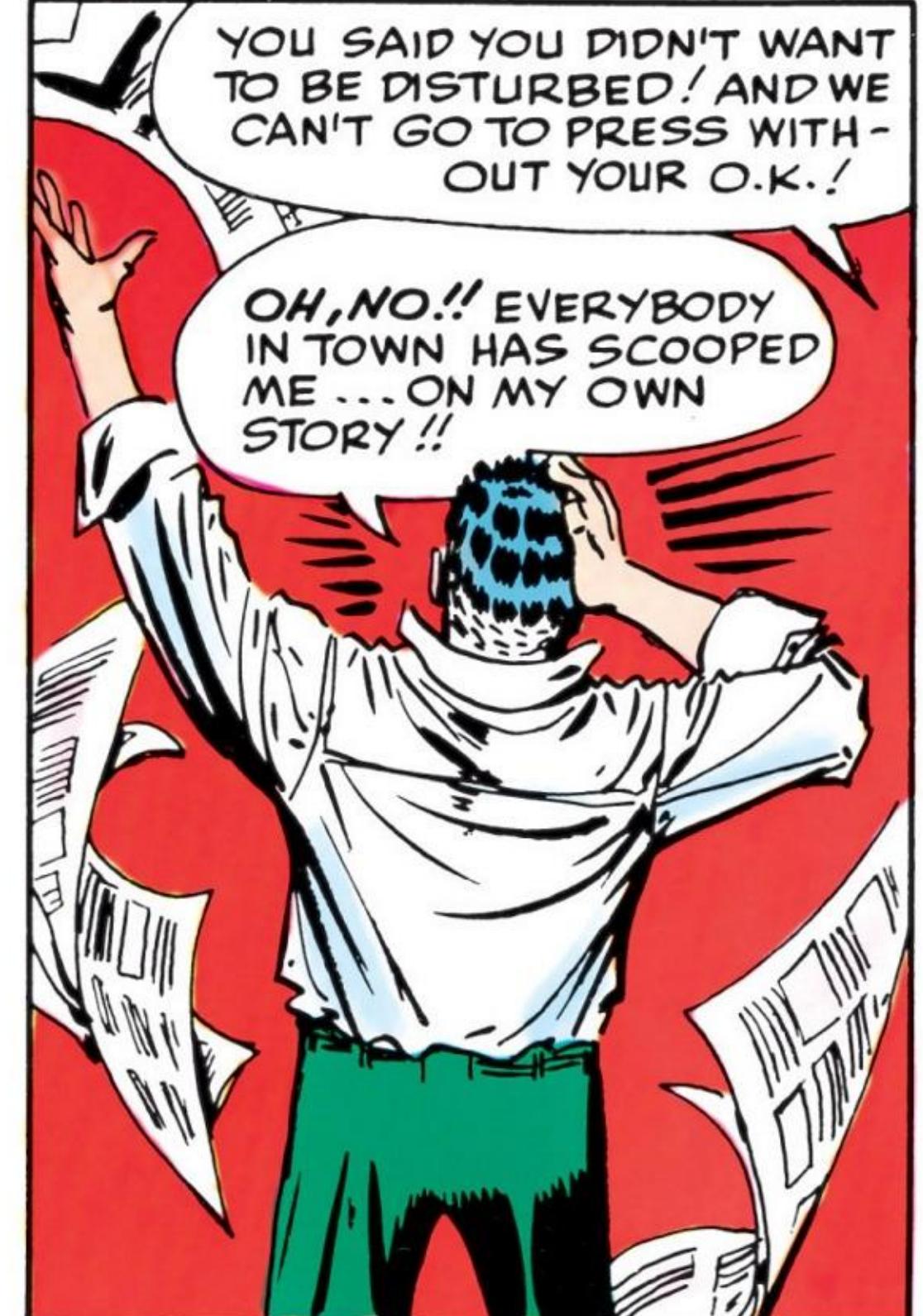
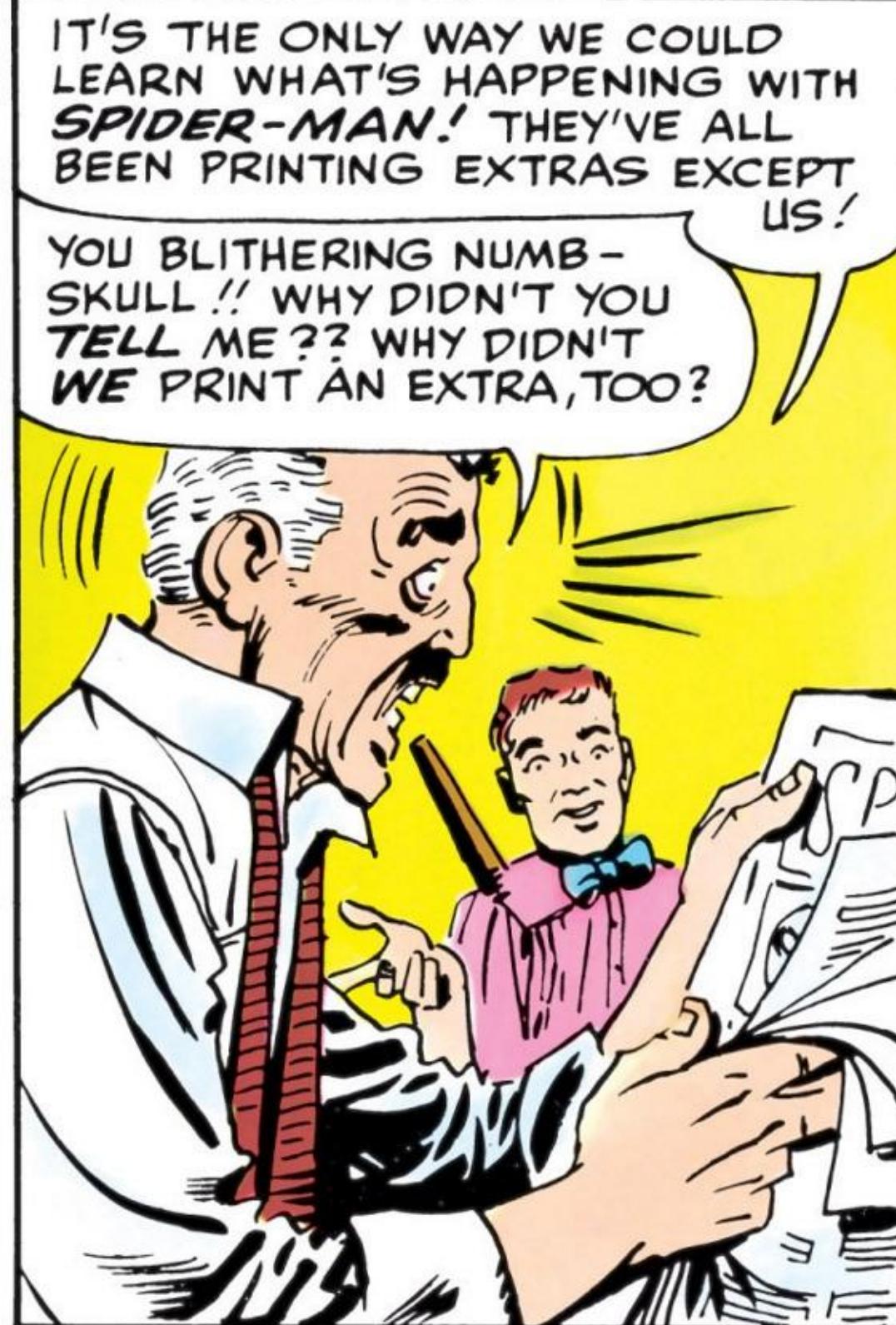
SAY! WHAT ARE ALL MY COMPETITORS' NEWSPAPERS DOING HERE?

IT'S THE ONLY WAY WE COULD LEARN WHAT'S HAPPENING WITH SPIDER-MAN! THEY'VE ALL BEEN PRINTING EXTRAS EXCEPT US!

YOU BLITHERING NUMB-SKULL!! WHY DIDN'T YOU TELL ME?? WHY DIDN'T WE PRINT AN EXTRA, TOO?

YOU SAID YOU DIDN'T WANT TO BE DISTURBED! AND WE CAN'T GO TO PRESS WITHOUT YOUR O.K.!

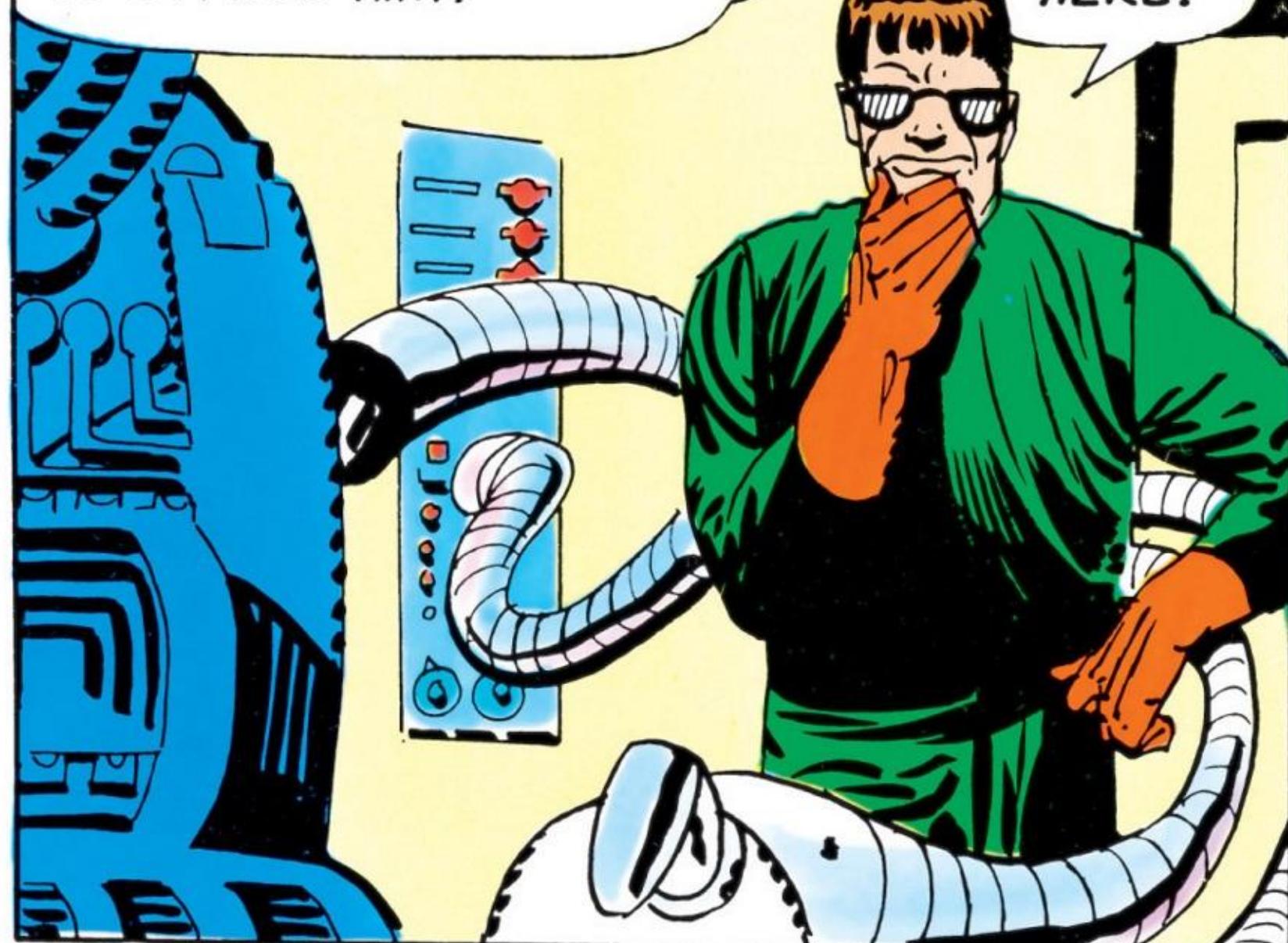
OH, NO!! EVERYBODY IN TOWN HAS SCOOPED ME ... ON MY OWN STORY!!



WHILE BACK AT THE HEADQUARTERS OF A THOUGHTFUL DOCTOR OCTOPUS ...

I NEVER THOUGHT SPIDER-MAN WOULD DO SO WELL! ONLY THE VULTURE REMAINS TO OPPOSE HIM!

I'D BETTER MAKE SOME NEW PLANS, IN CASE HE REACHES HERE!



I'M SO SORRY THAT YOU'VE BECOME INVOLVED IN ALL THIS, MRS. PARKER!

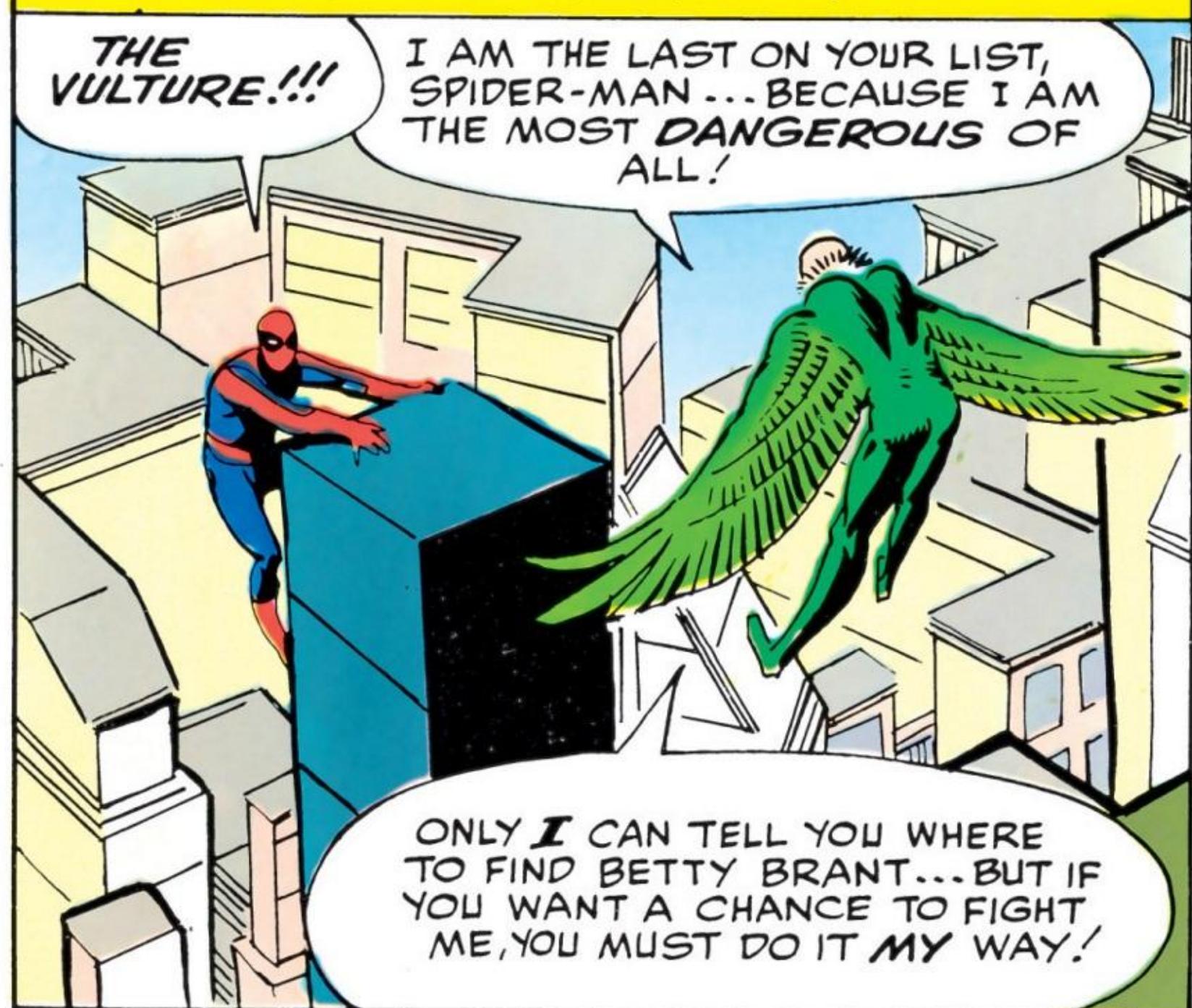
OH, THAT'S ALL RIGHT, DEAR! I JUST HOPE THAT PETER ISN'T TOO WORRIED ABOUT ME! THE DEAR BOY IS SO NERVOUS AND HIGH-STRUNG!



AND, AT THAT MOMENT, AUNT MAY'S "NERVOUS, HIGH-STRUNG" NEPHEW IS MEETING HIS FORMER FLYING FOE FACE-TO-FACE AGAIN!

THE VULTURE!!!

I AM THE LAST ON YOUR LIST, SPIDER-MAN ... BECAUSE I AM THE MOST DANGEROUS OF ALL!

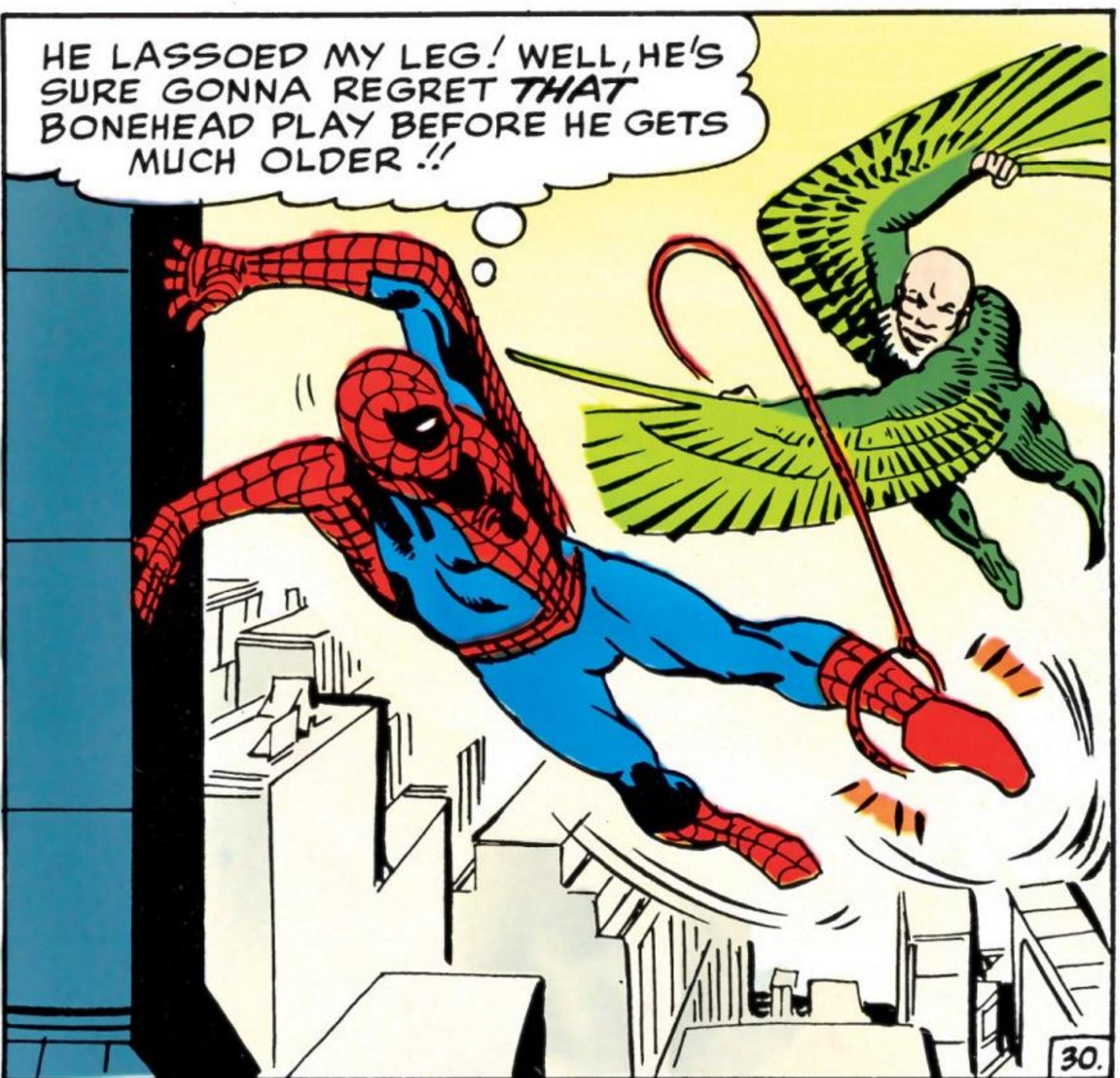
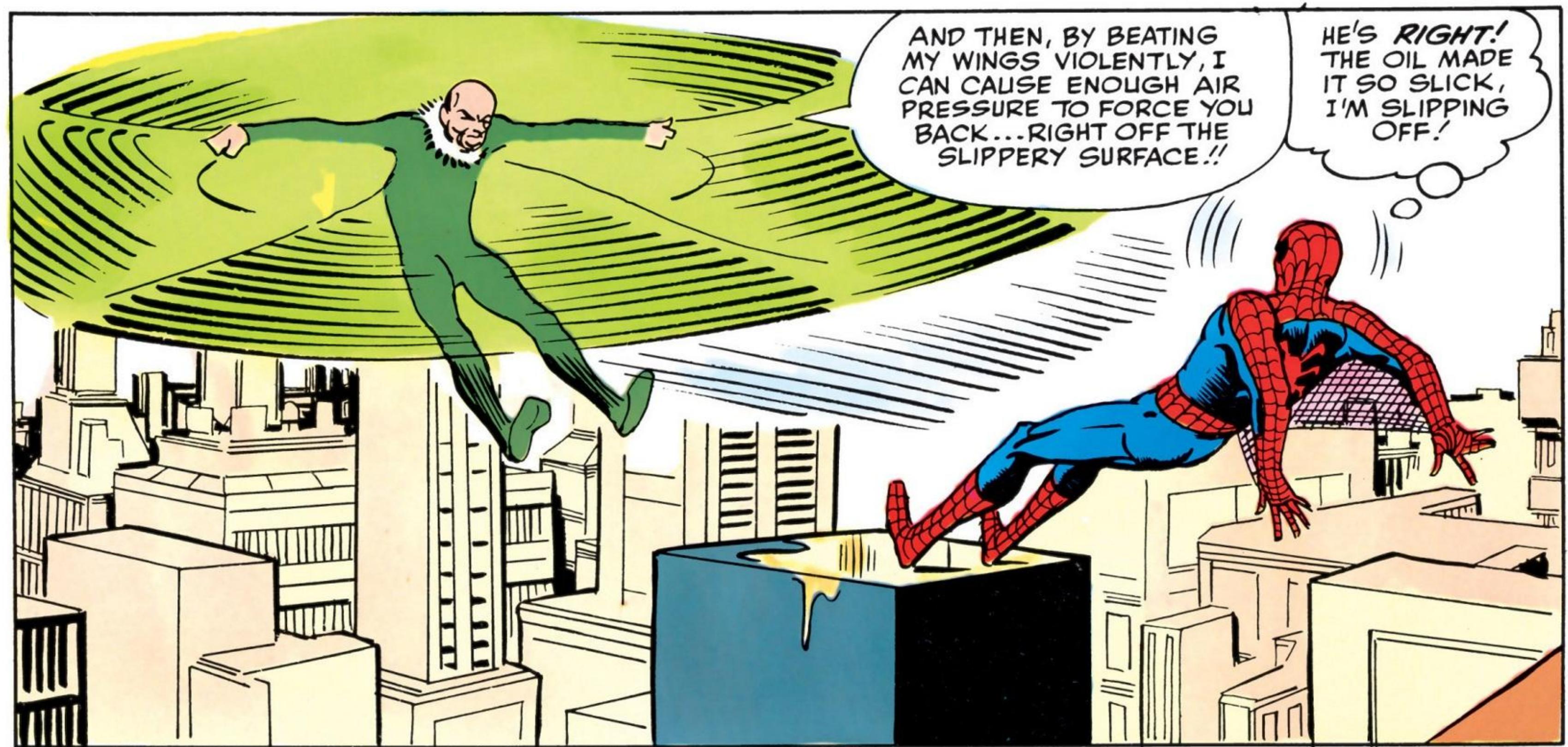
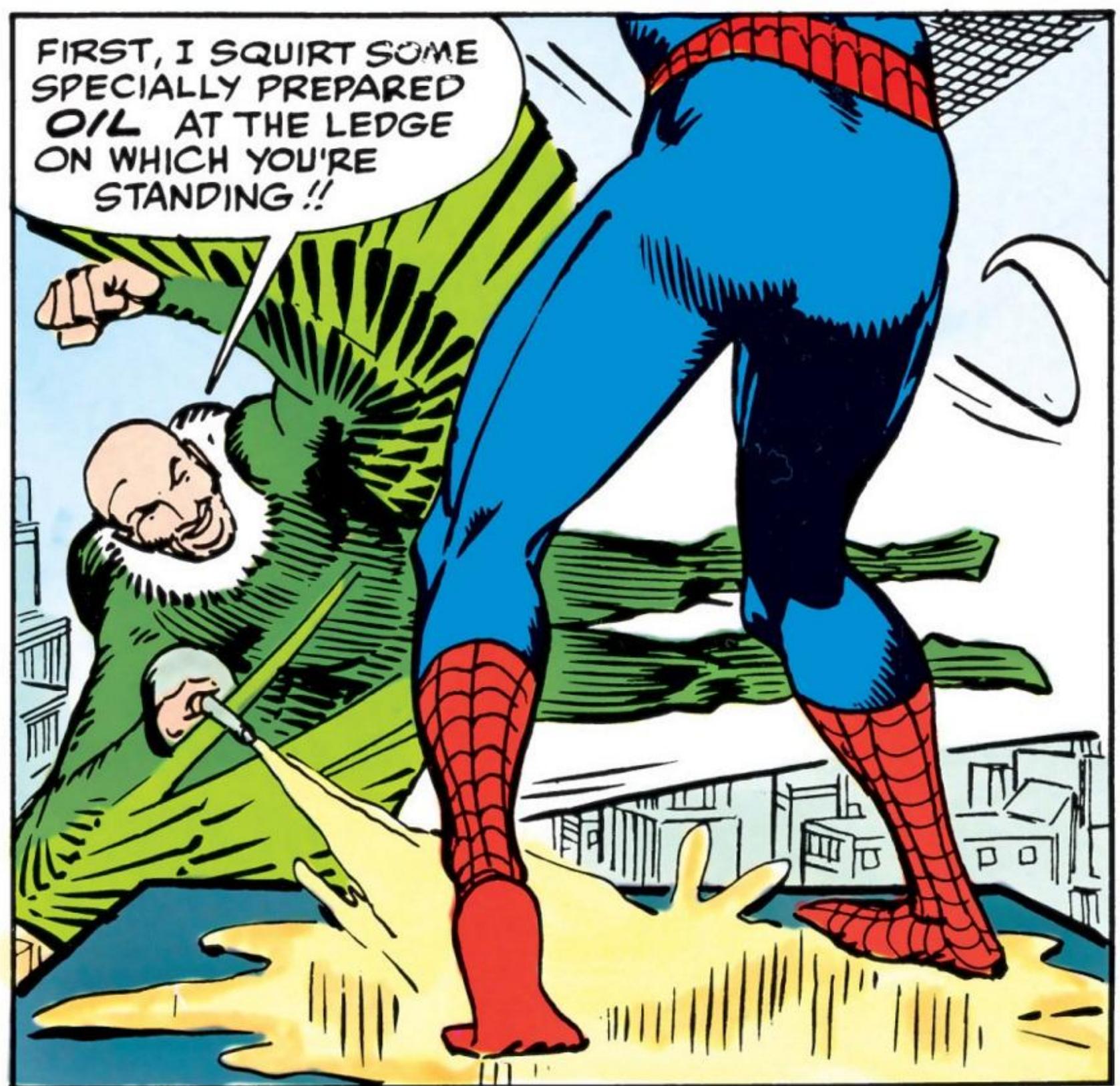


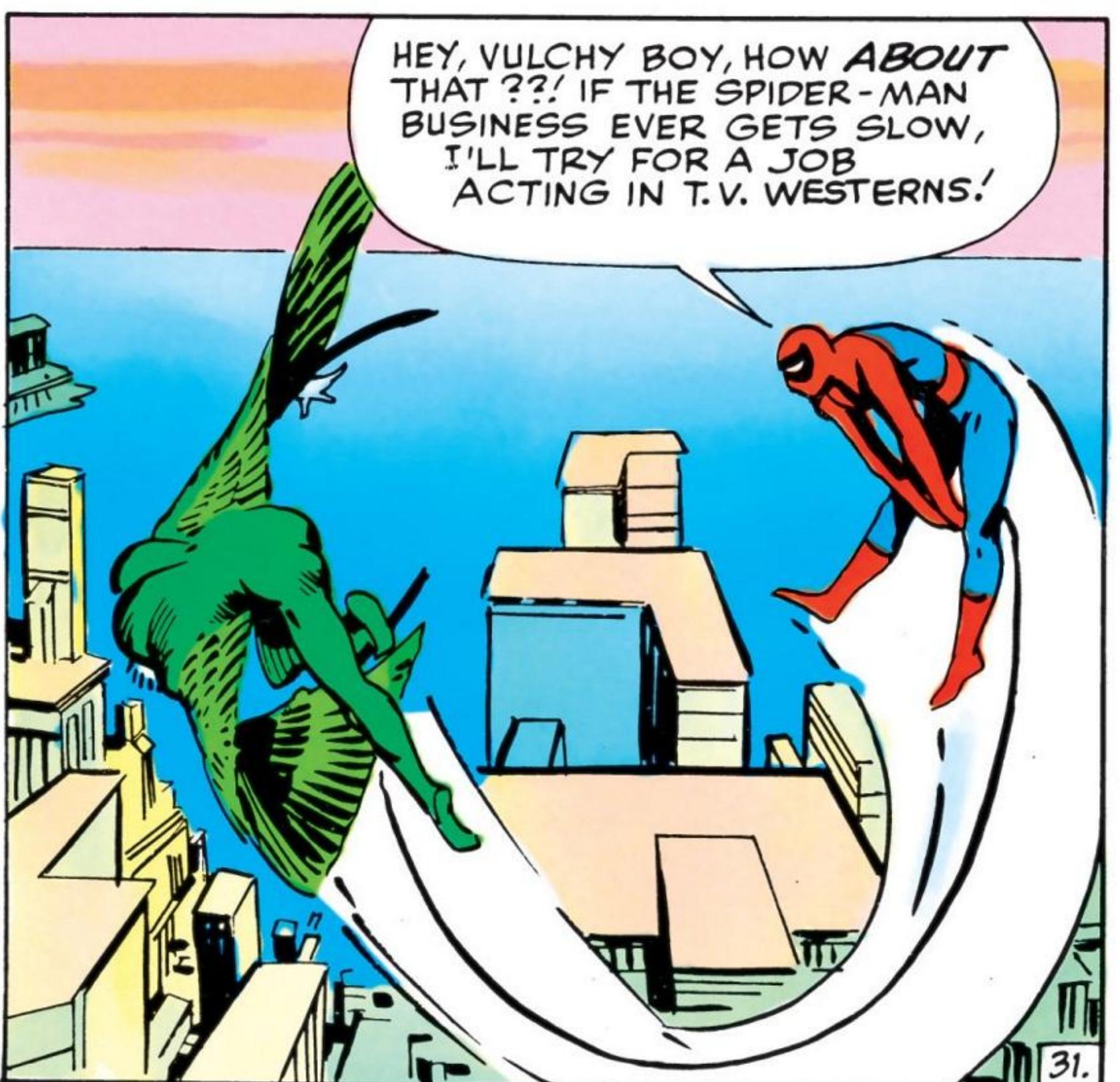
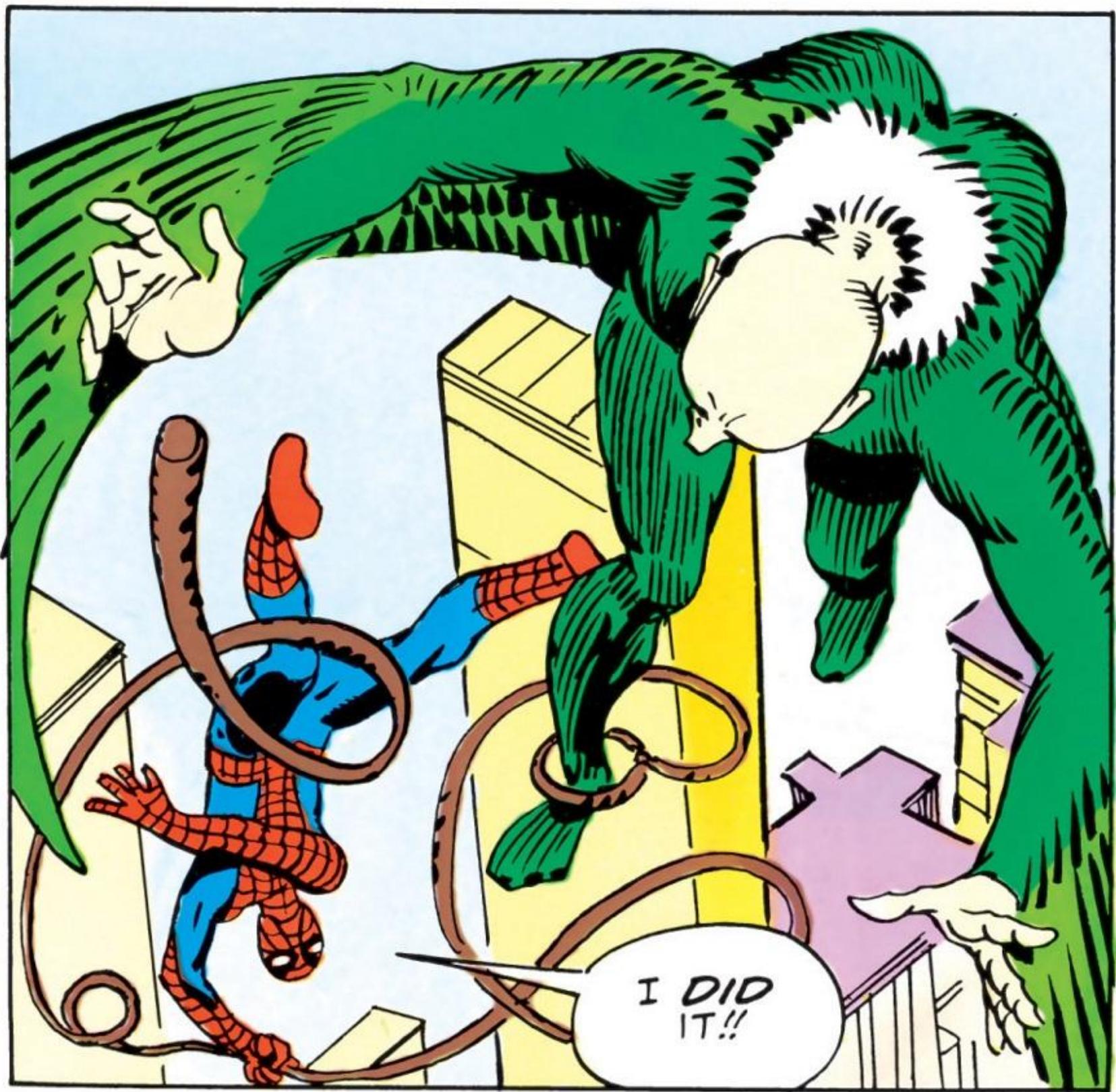
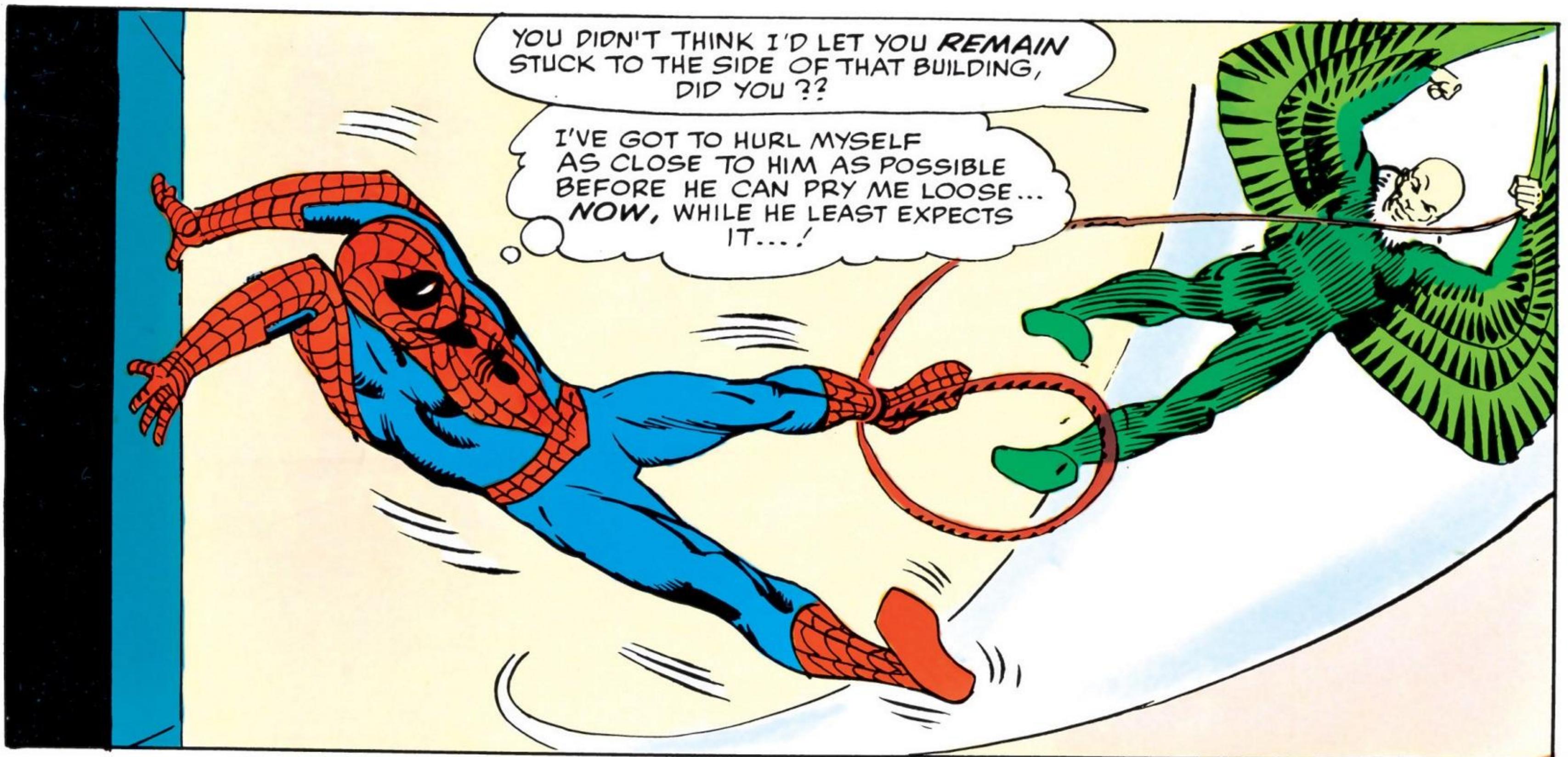
ONLY I CAN TELL YOU WHERE TO FIND BETTY BRANT... BUT IF YOU WANT A CHANCE TO FIGHT ME, YOU MUST DO IT MY WAY!

EACH TIME WE FOUGHT IN THE PAST, YOU DEFEATED ME WITH YOUR ACCURSED WEB! IF YOU WANT ANOTHER CHANCE YOU MUST REMOVE YOUR WEBBING DEVICE... OR ELSE I'LL SIMPLY FLY OFF!

LOOKS LIKE YOU LEAVE ME NO CHOICE!



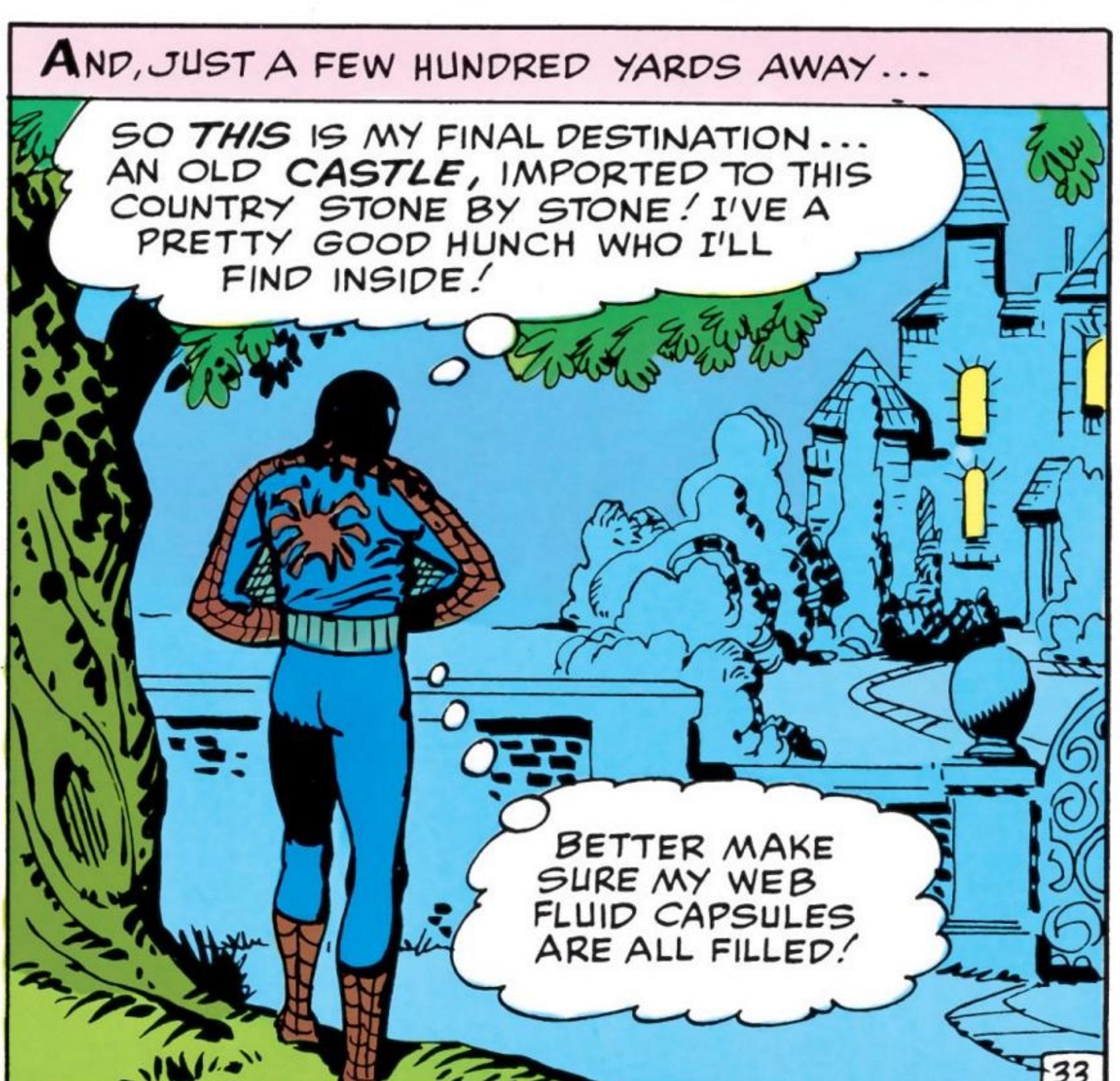
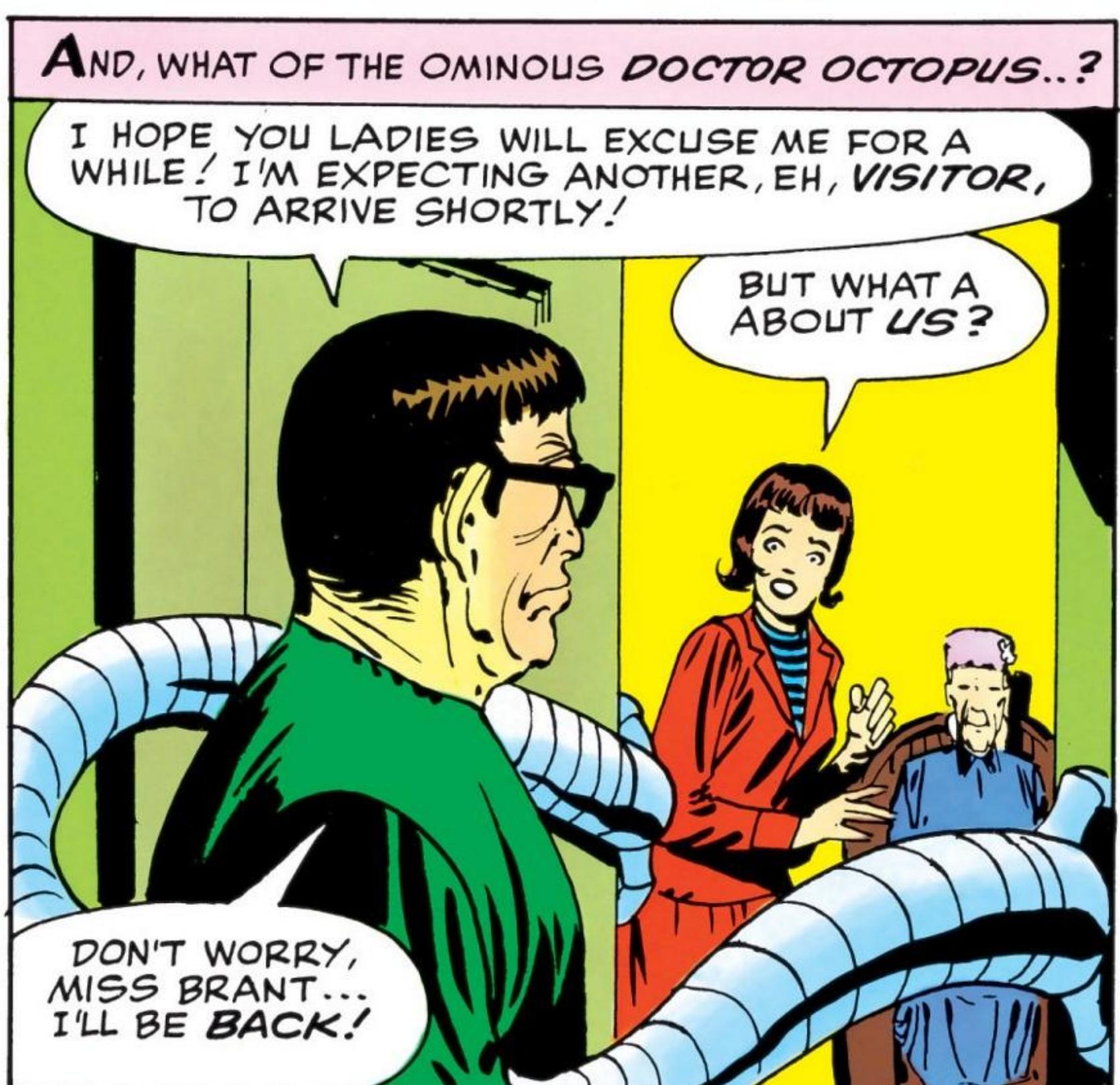
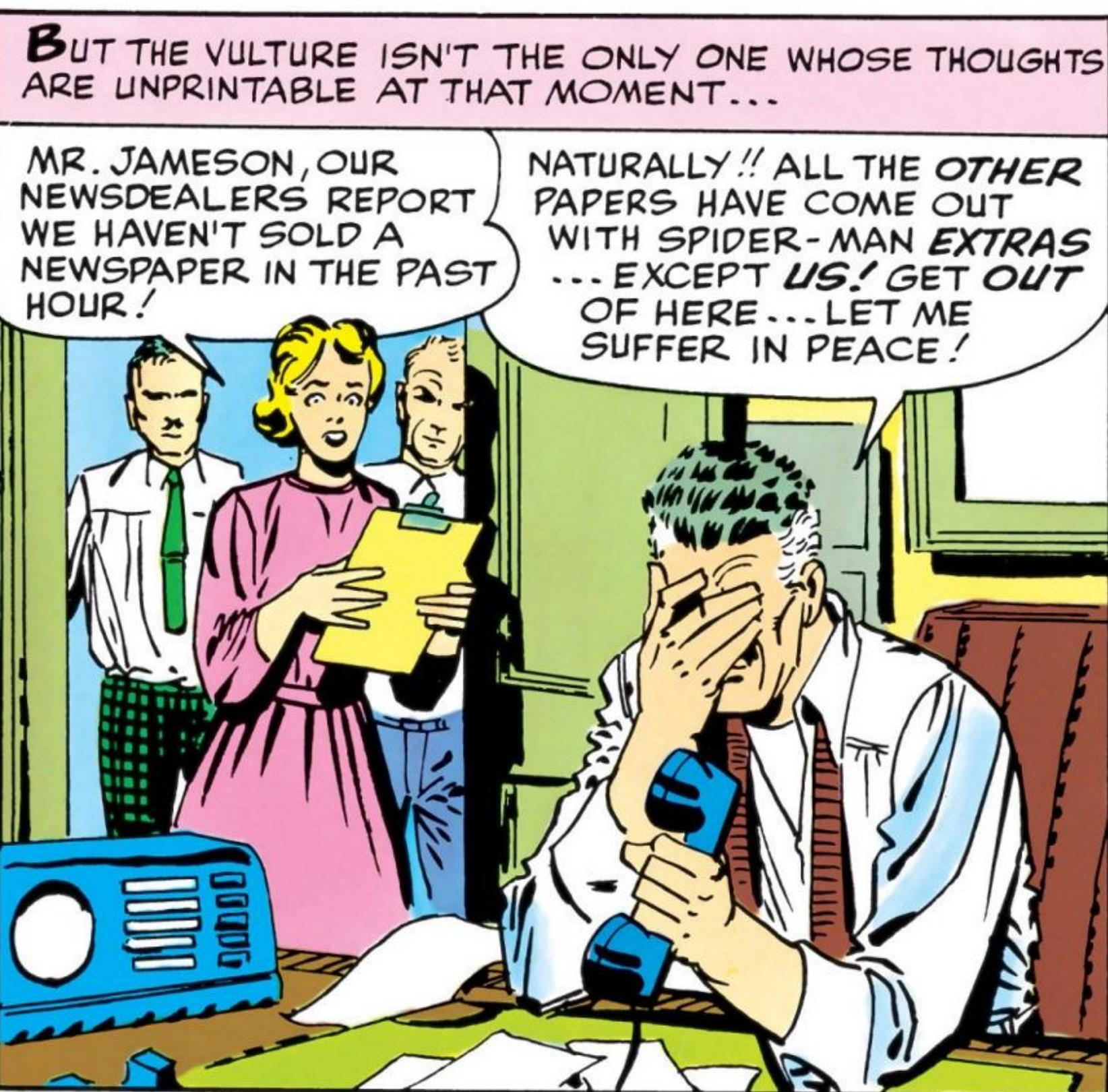
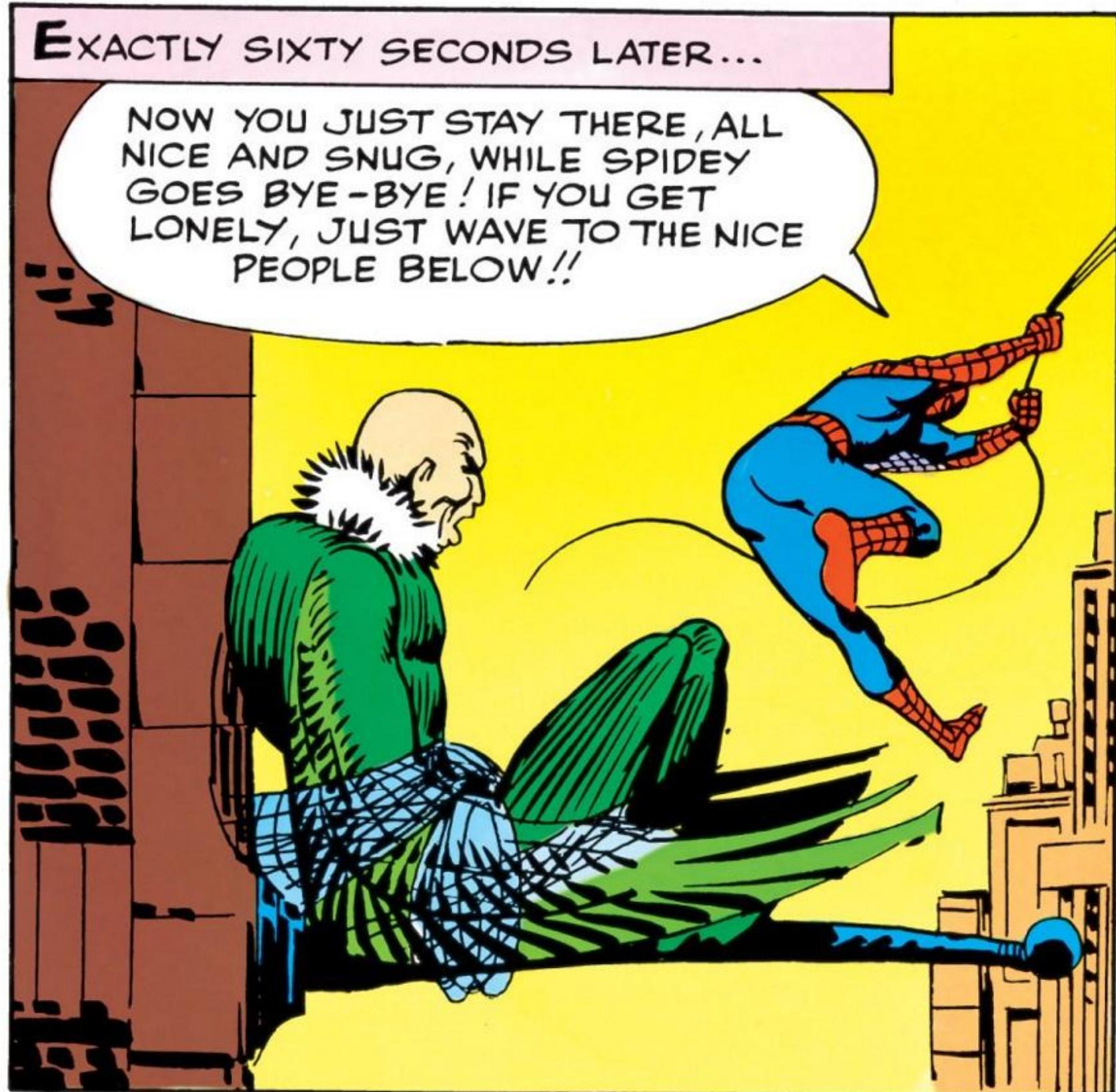


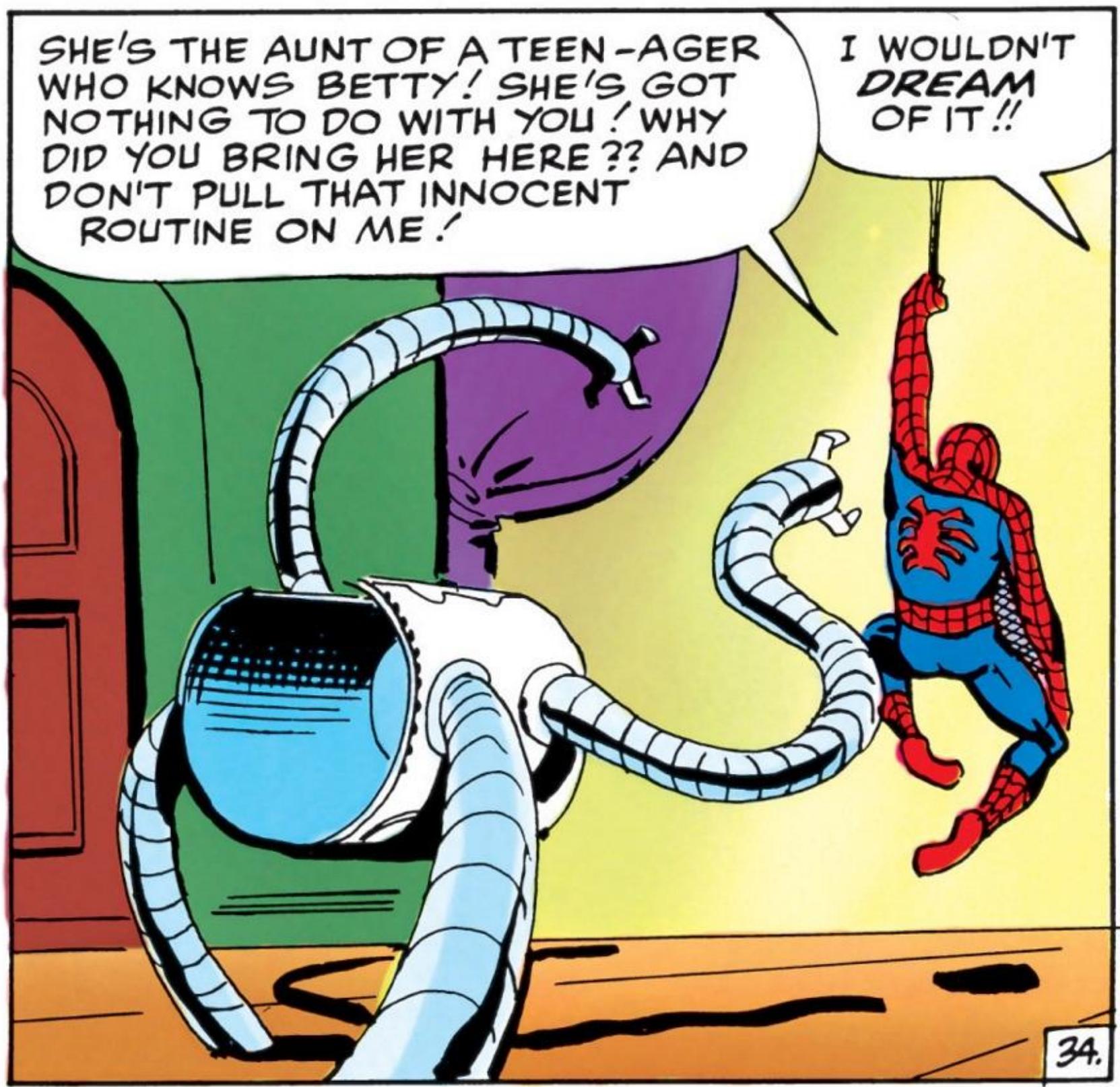


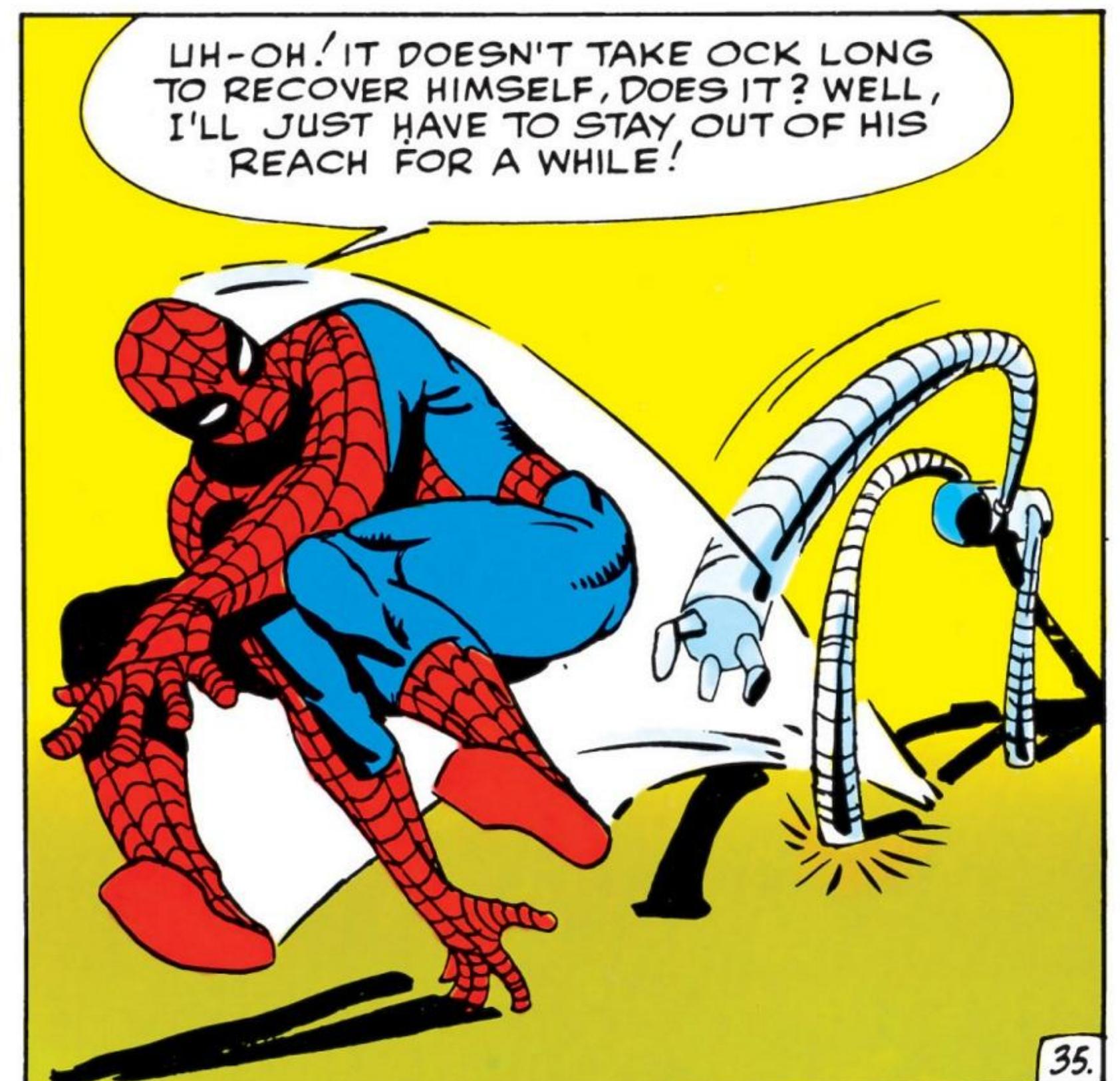
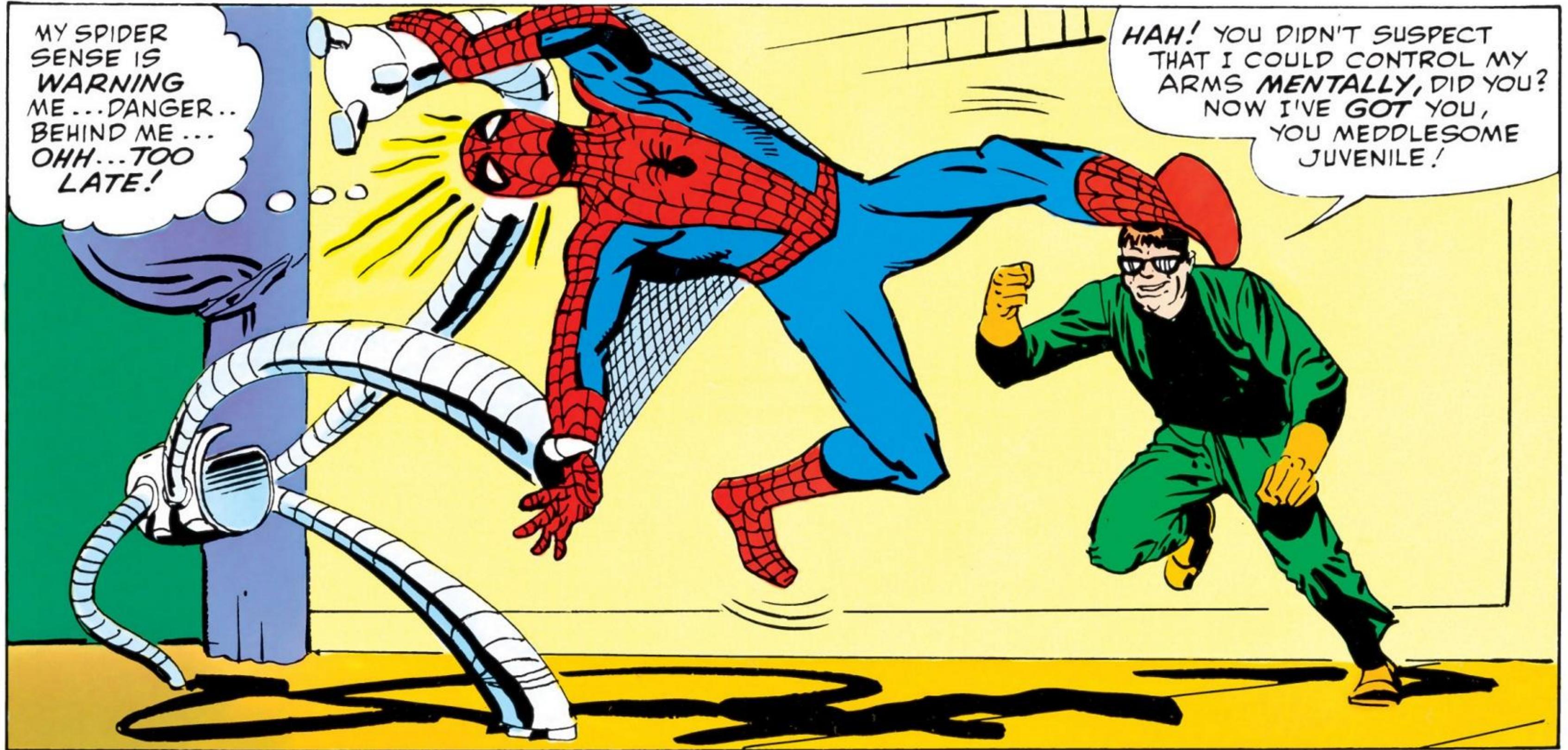
AND NOW, YOU WING-
FLAPPIN' WEASEL, I'M
GONNA CLIP YOUR PIN
FEATHERS FOR YOU!!

...UNLESS YOU TELL
ME WHERE TO FIND
BETTY BRANT...AND
I MEAN RIGHT NOW,
HEAR ??

SURE, I'LL TELL YOU!
YOU'LL NEVER BE ABLE TO
LEAVE THE PLACE ALIVE,
ANYWAY! AND IF YOU DO...
WE'LL MEET AGAIN, SPIDER-
MAN ... I'LL SEE TO THAT!







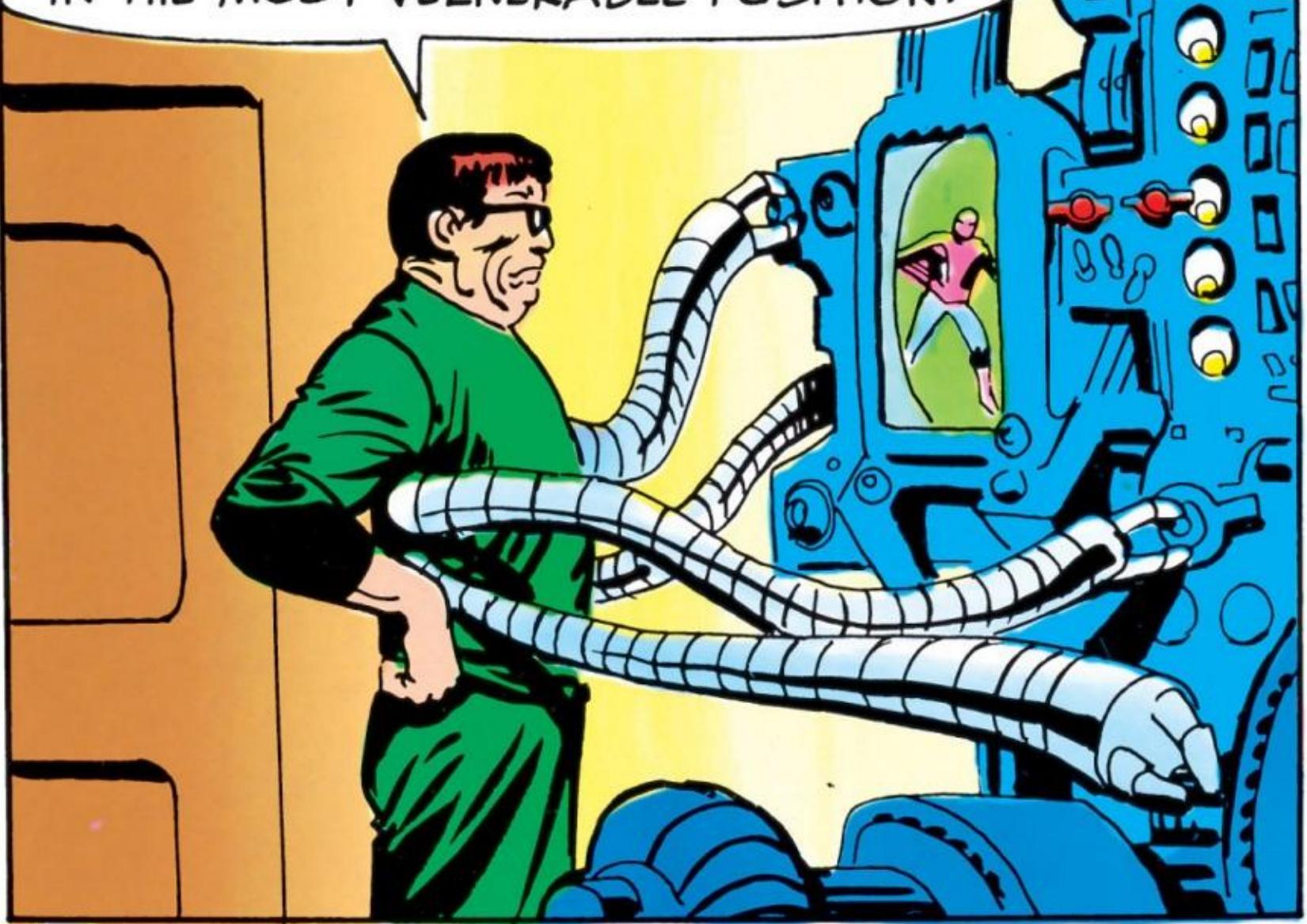
HE'S RECALLED HIS ARMS! THEY'RE GOING BACK TO HIM! NOW WHAT'S HE UP TO!?

OH, WELL, I'LL WORRY ABOUT THAT LATER! I'VE STILL GOT TO FIND BETTY AND AUNT MAY RIGHT NOW!



WHILE IN A NEARBY CHAMBER, THE AWESOME DOCTOR OCTOPUS ATTACHES HIS INCREDIBLE ARTIFICIAL APPENDAGES, AND THEN...

WHY SHOULD I KNOCK MYSELF OUT WHEN I CAN TRACE HIS MOVEMENTS THIS WAY... AND WAIT UNTIL HE'S IN THE MOST VULNERABLE POSITION!



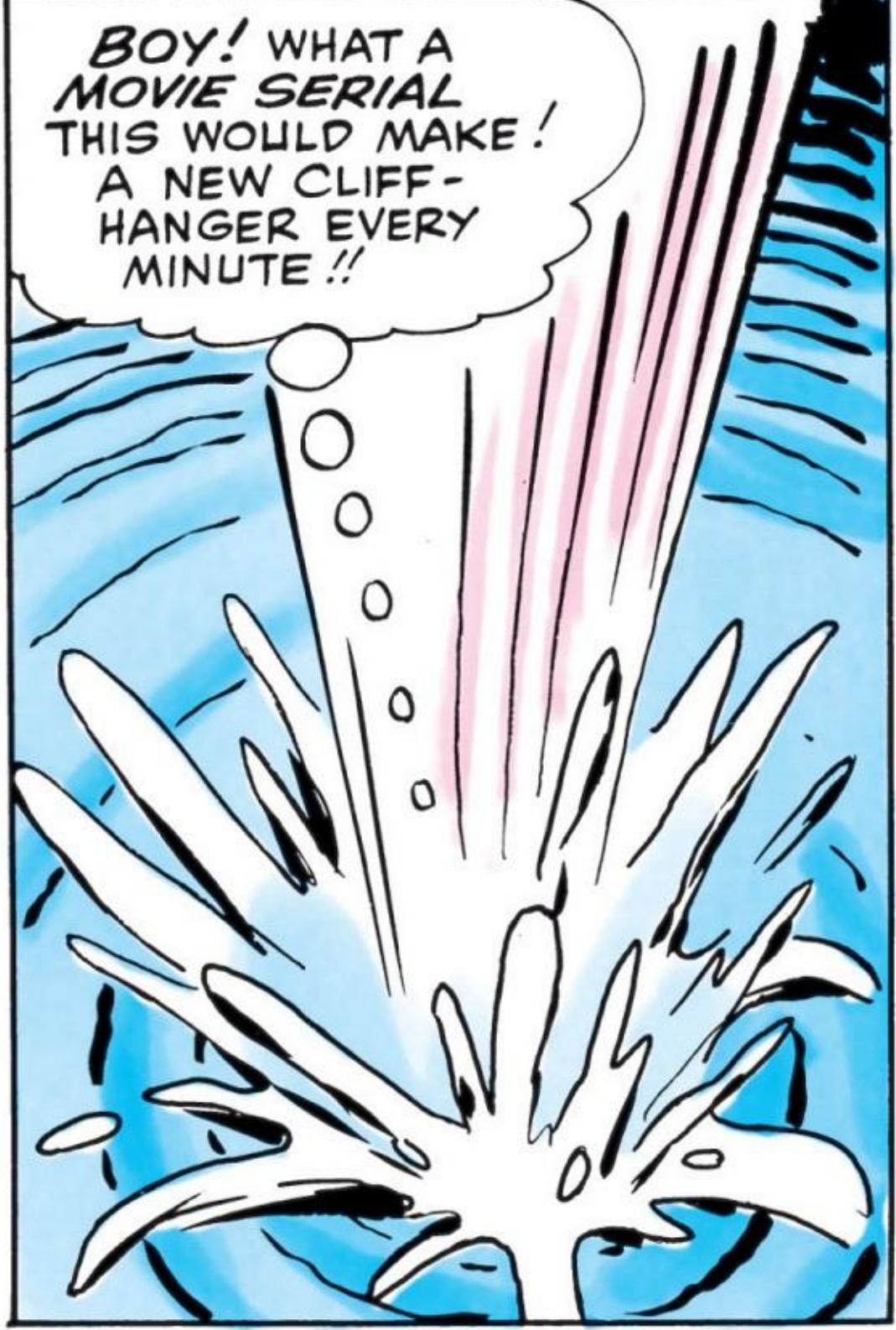
THIS PLACE HAS MORE TWISTS AND TURNS THAN A CORKSCREW! MY SPIDER SENSE IS TINGLING, BUT I DON'T SEE ANYTHING WRONG YET!...



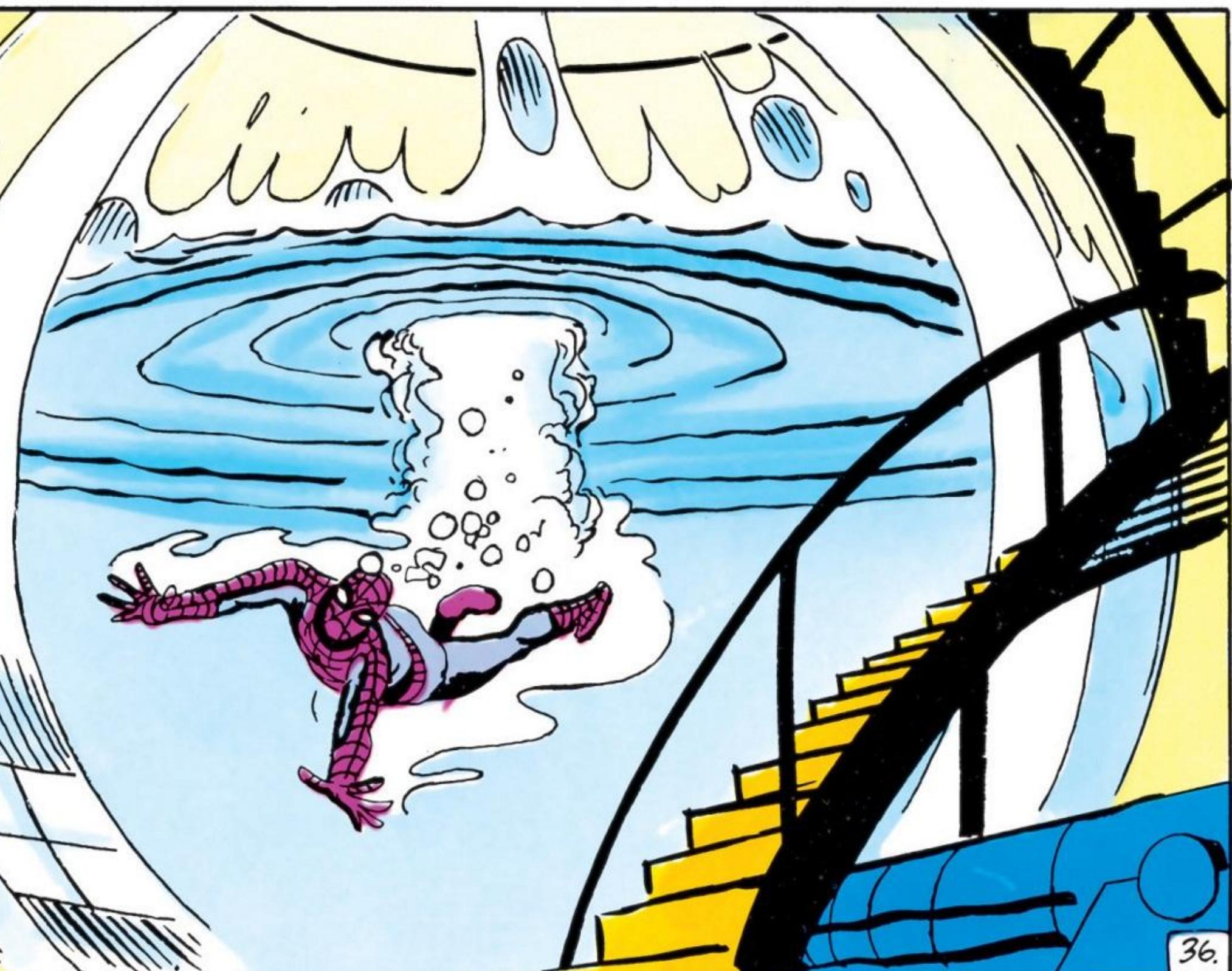
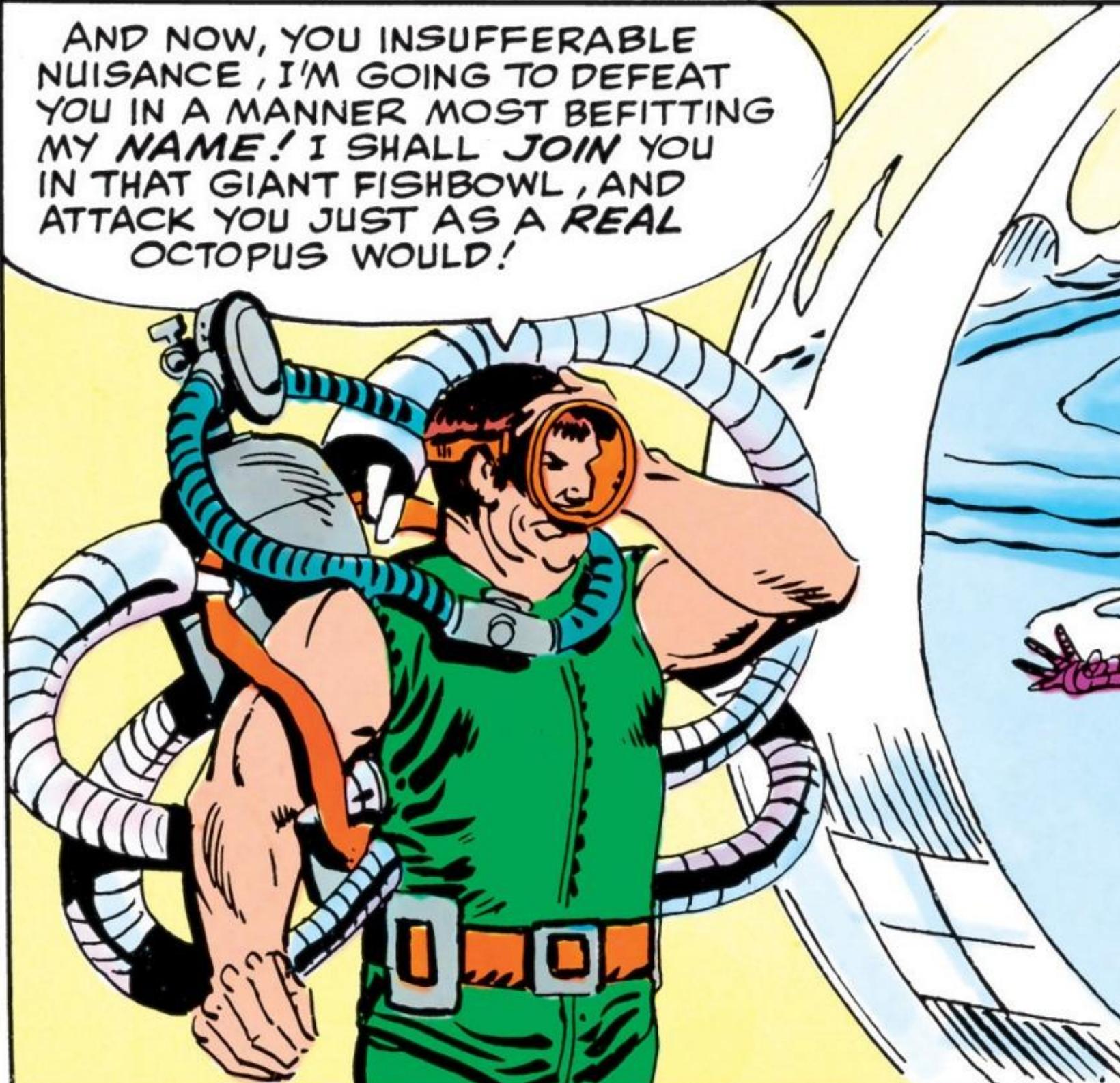
BUT SUDDENLY, A TRAP DOOR OPENS BENEATH SPIDER-MAN'S FEET, AND A POWERFUL BLAST OF AIR FROM THE CEILING FORCES HIM DOWN BEFORE HE CAN LEAP TO SAFETY!



BOY! WHAT A MOVIE SERIAL THIS WOULD MAKE! A NEW CLIFF-HANGER EVERY MINUTE!!

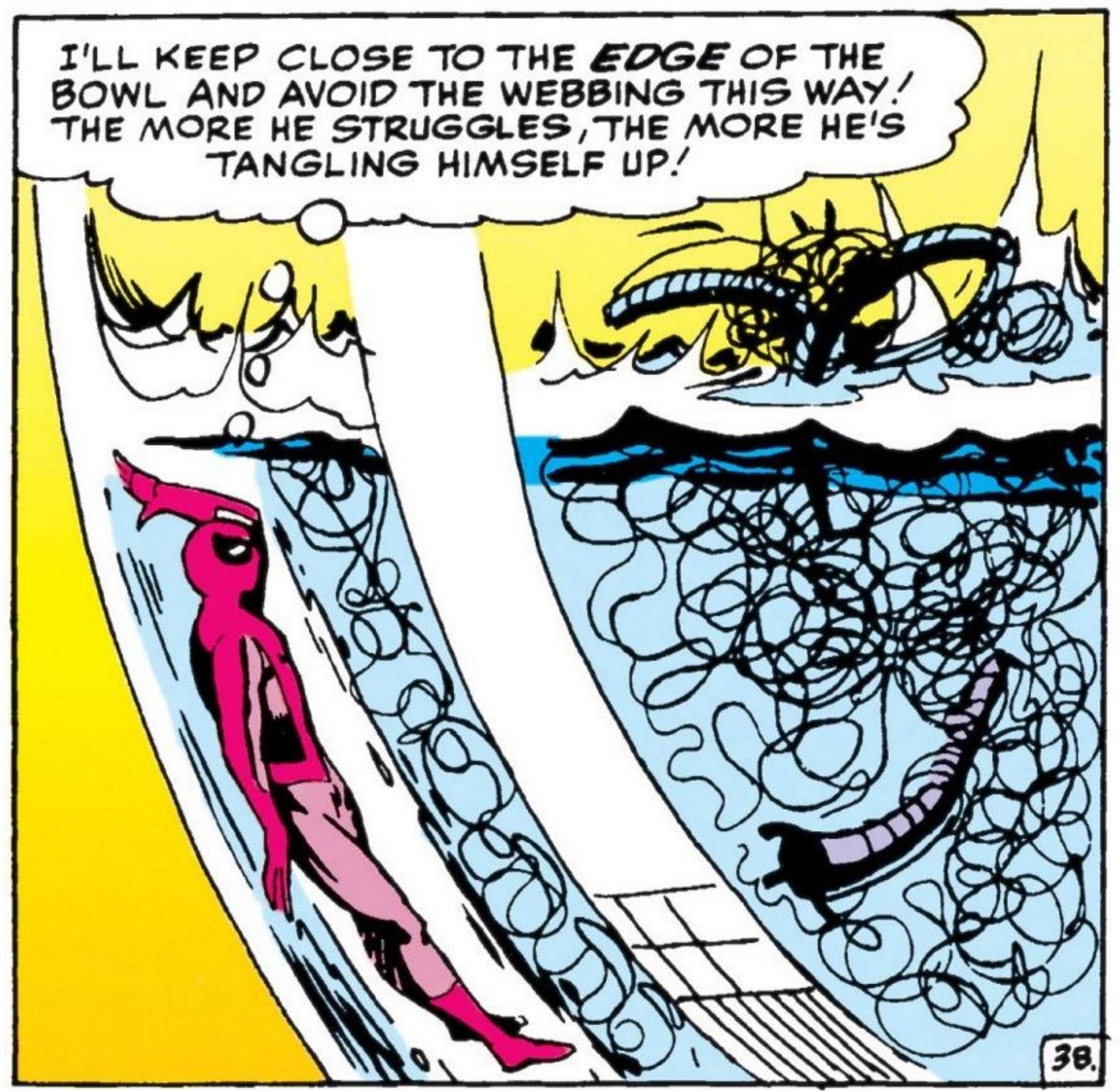
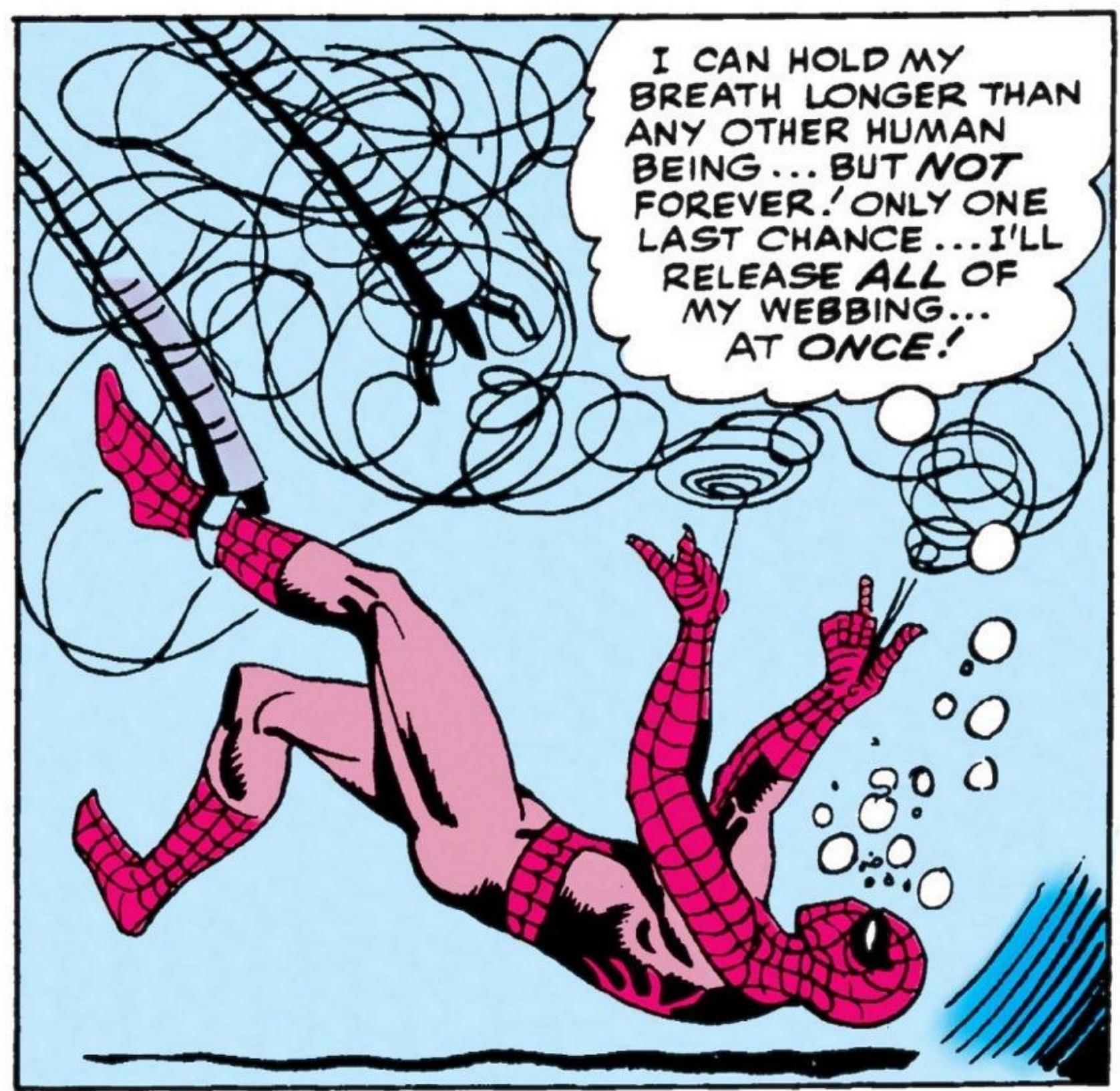
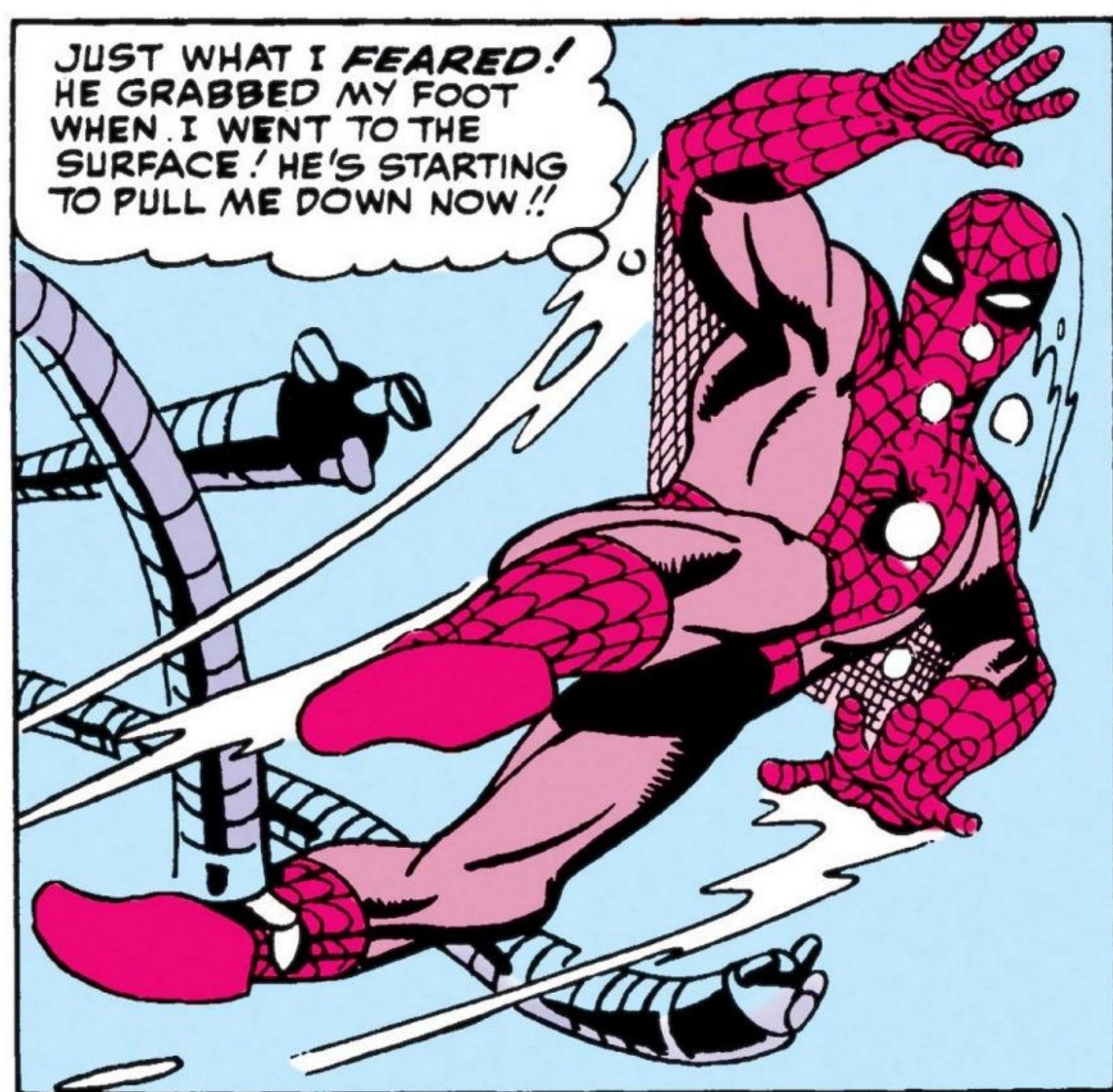
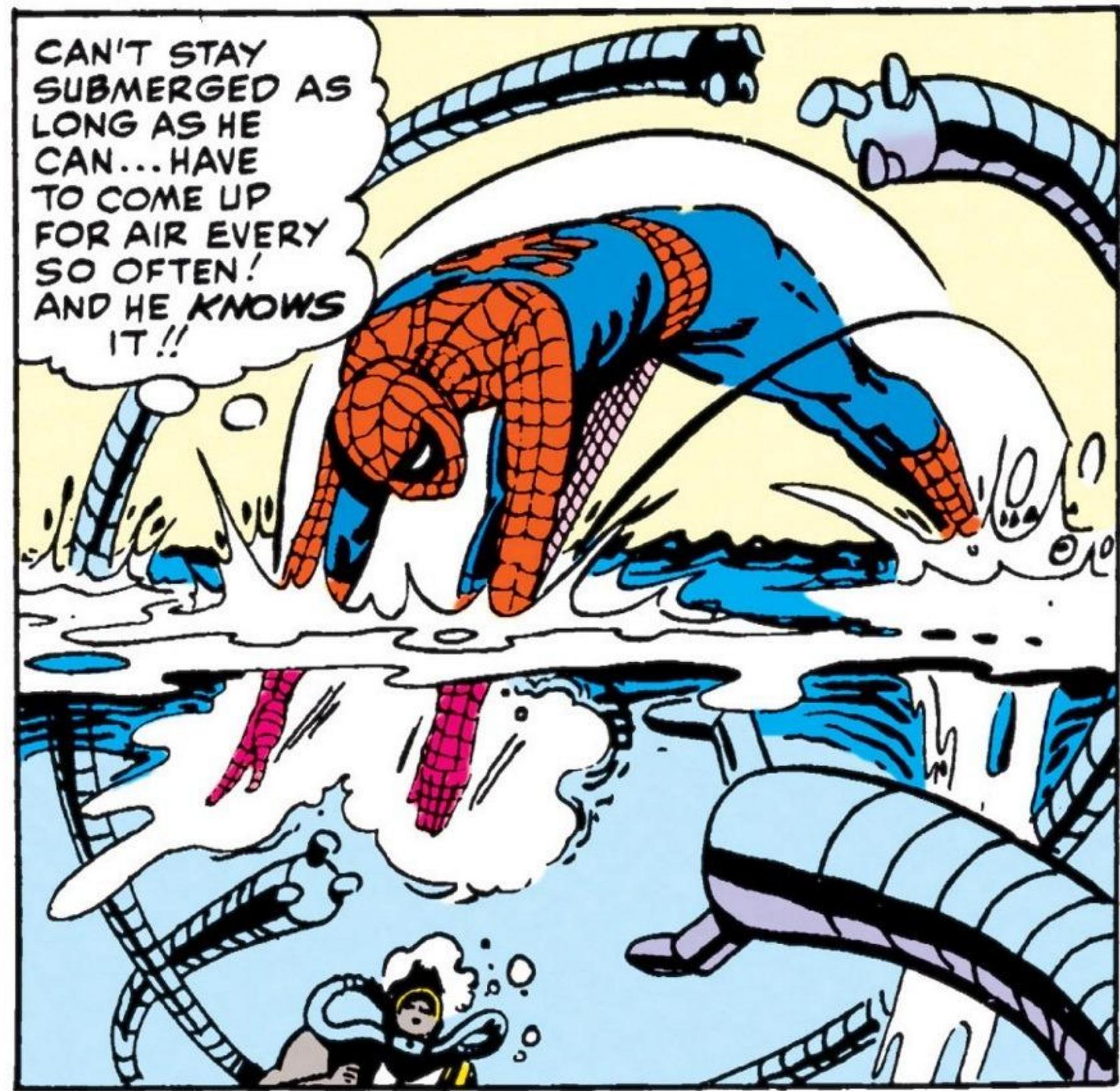
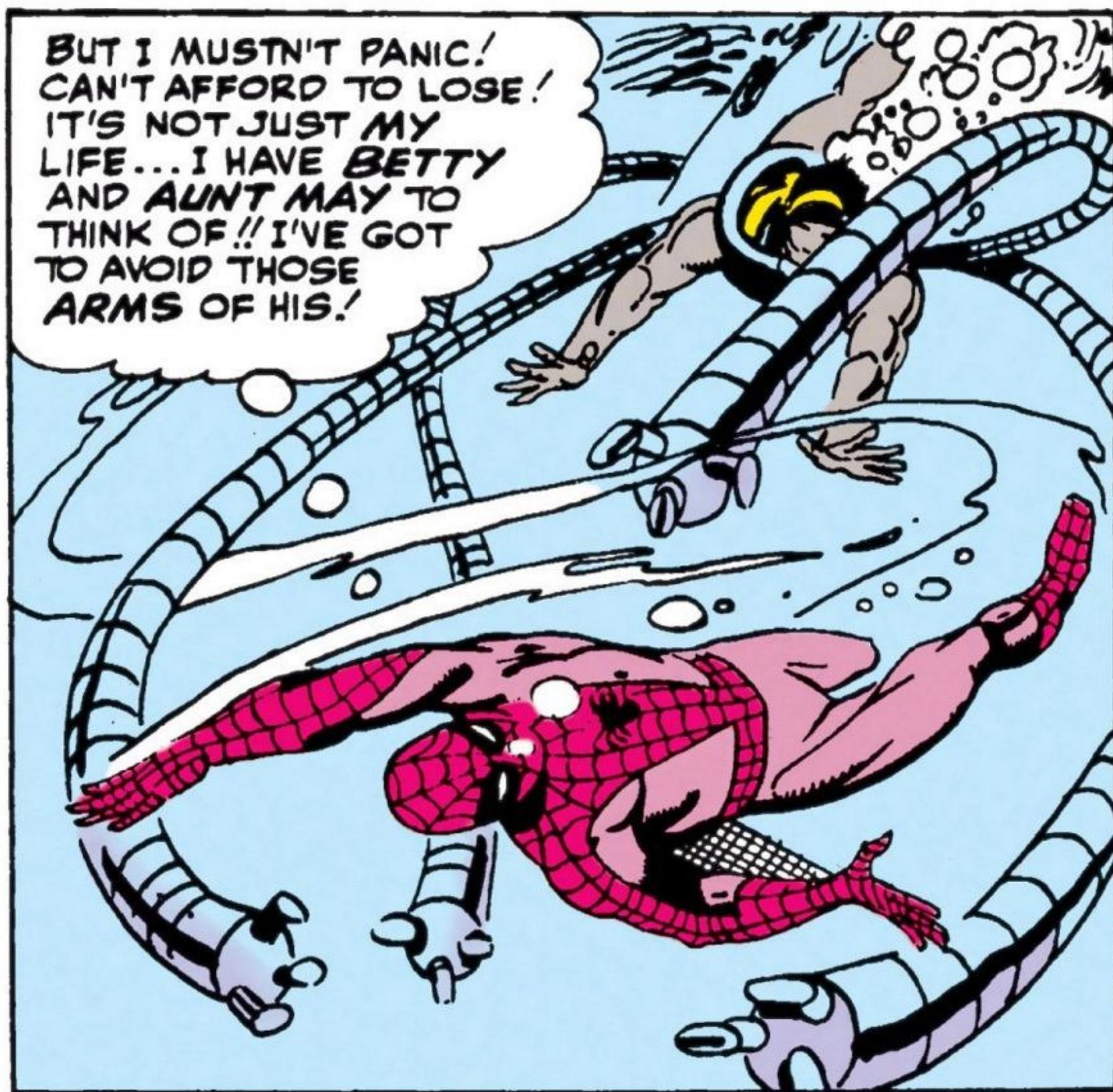


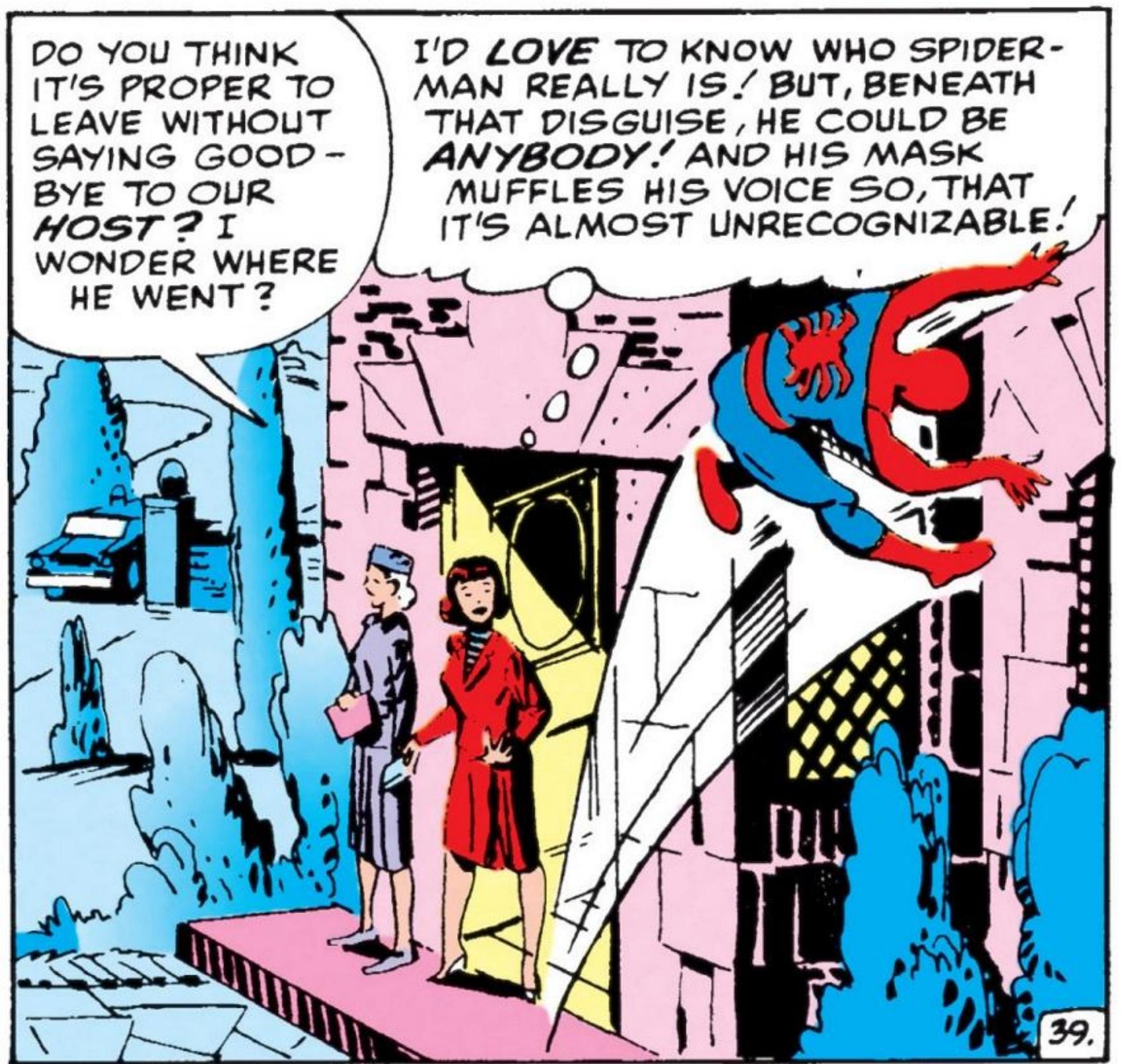
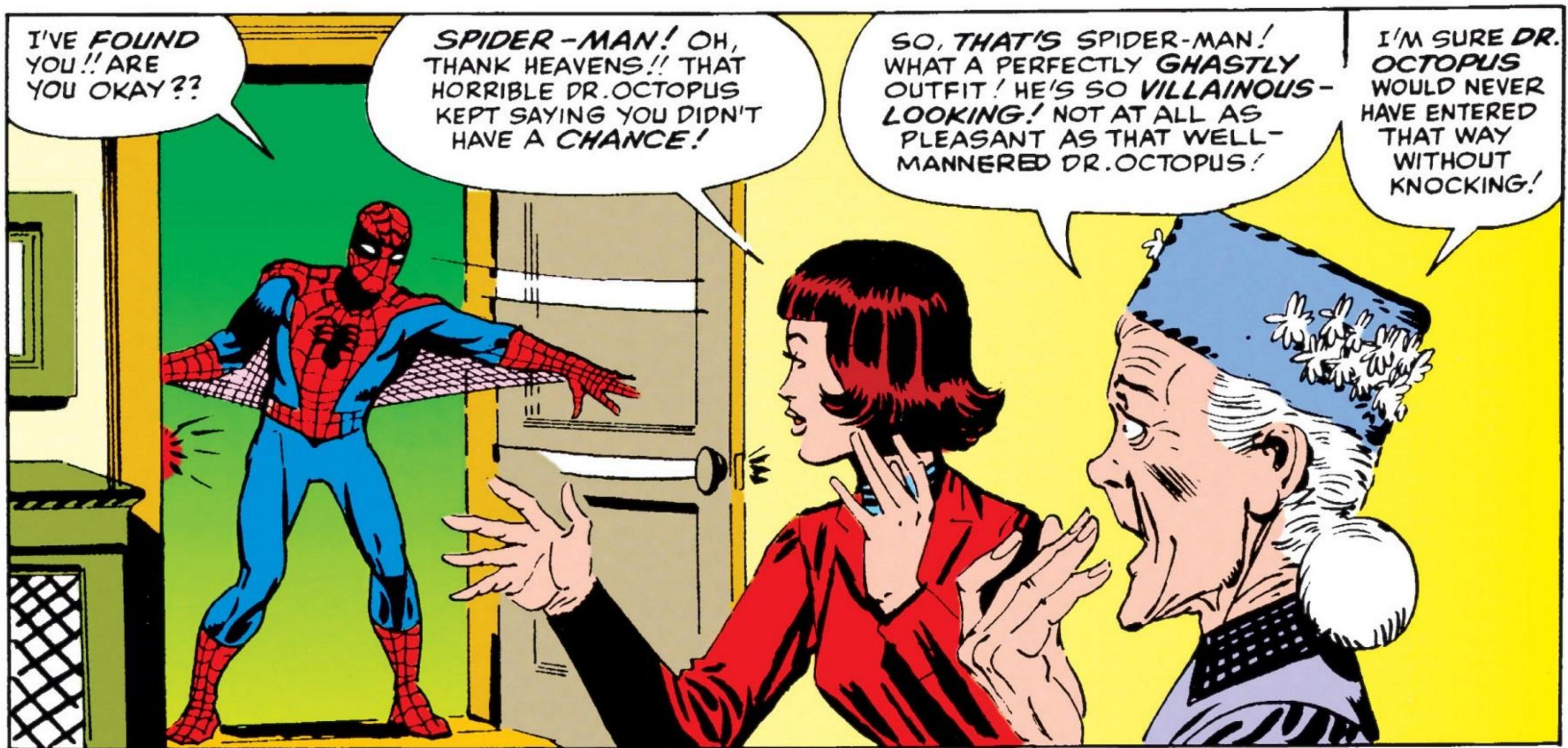
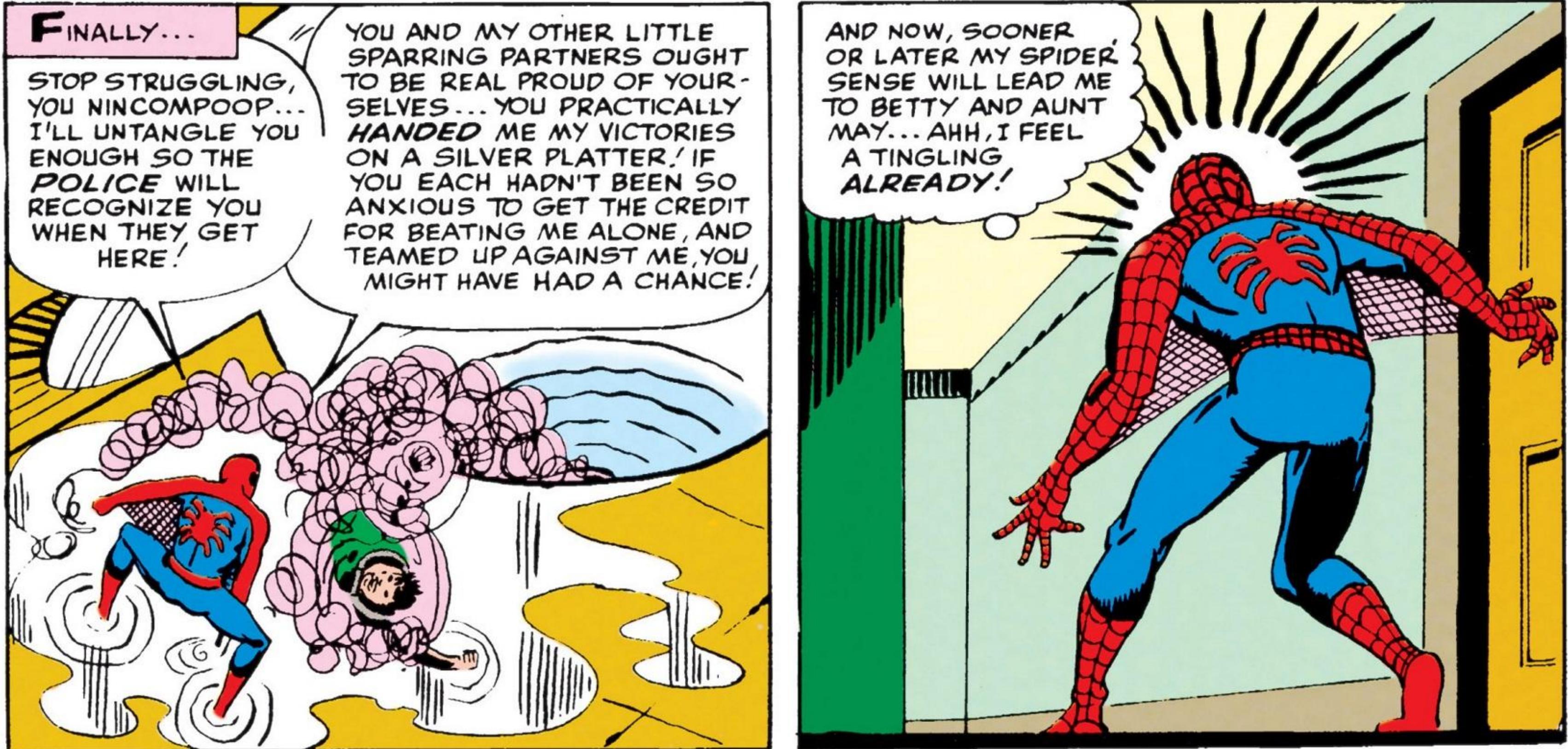
AND NOW, YOU INSUFFERABLE NUISANCE, I'M GOING TO DEFEAT YOU IN A MANNER MOST BEFITTING MY NAME! I SHALL JOIN YOU IN THAT GIANT FISHBOWL, AND ATTACK YOU JUST AS A REAL OCTOPUS WOULD!

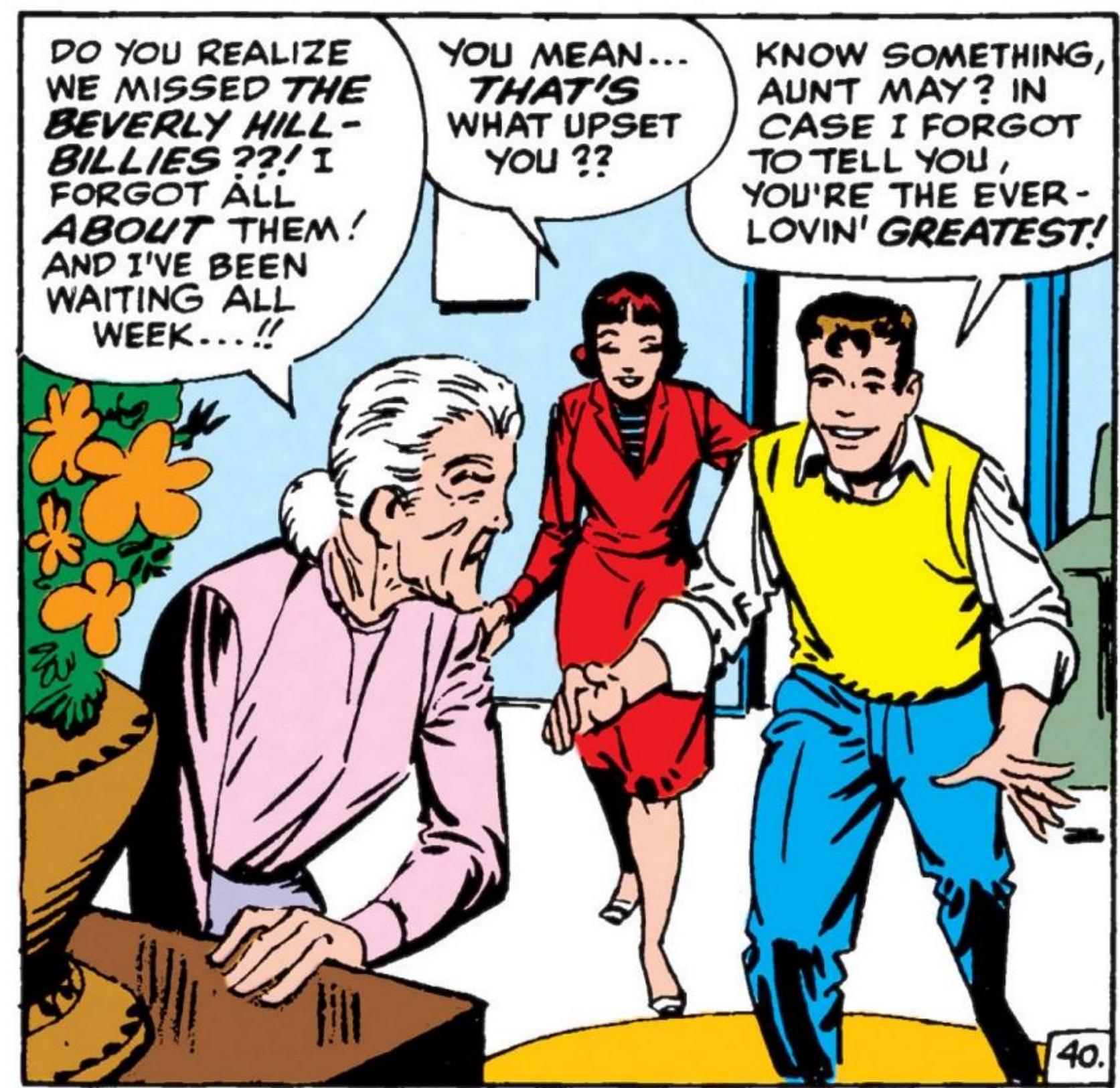
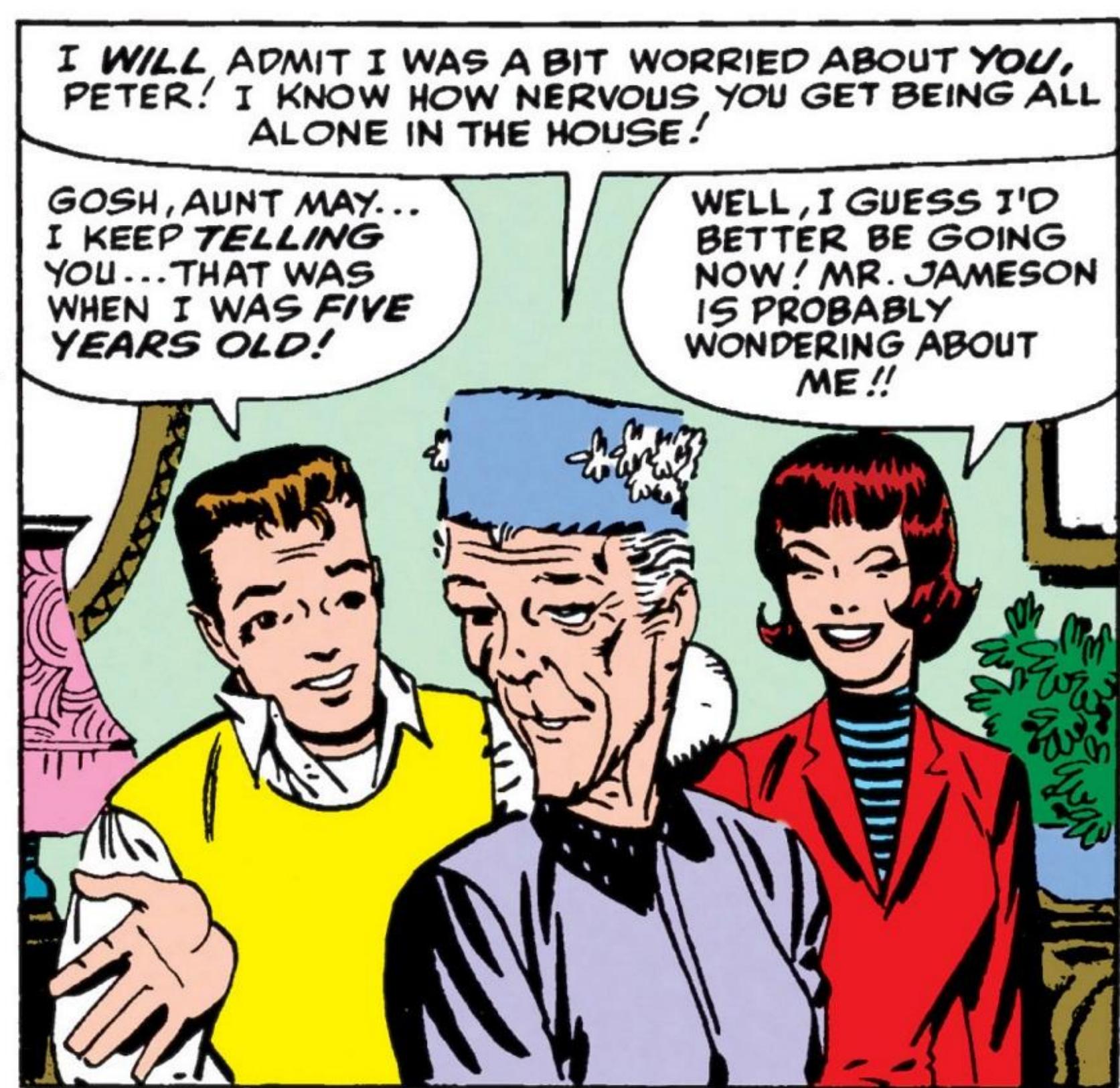
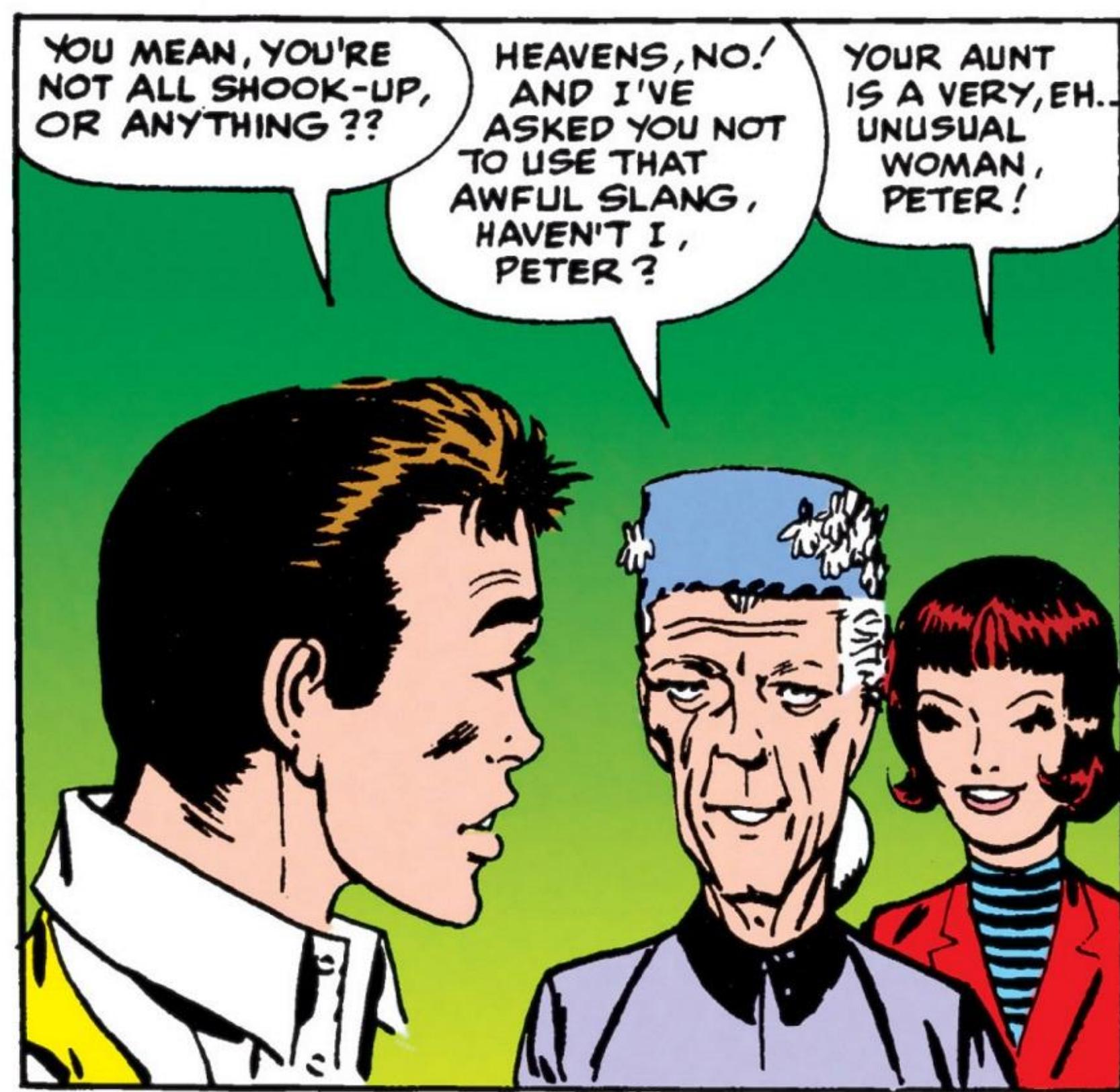


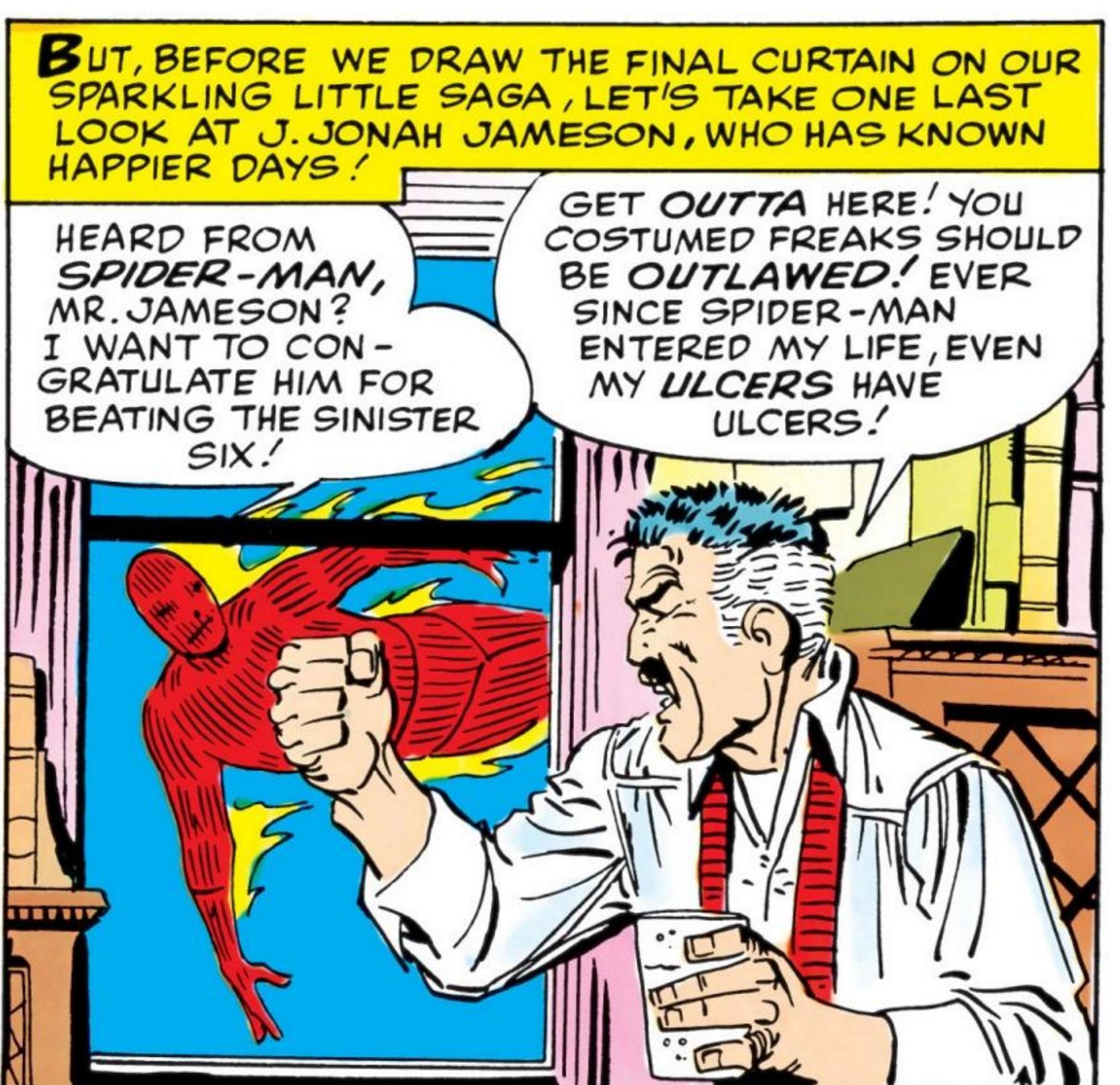
IF YOU'VE ANY LAST WORDS TO UTTER,
SPIDER-MAN, SAY THEM NOW...OH, I'M
SORRY! I FORGOT YOU CANNOT HEAR ME
THROUGH MY AIR MASK! WHAT A PITY...I
NEGLECTED TO FURNISH ONE FOR YOU!

I'VE BEEN IN TIGHT
SPOTS **BEFORE**...BUT
SOMETHING TELLS ME
THEY'RE GONNA SEEM
LIKE PICNICS COMPARED
TO THE JAM I'M IN NOW!









AND THAT'S THAT! JUST BETWEEN US, WE'RE GLAD WE HAVE A FULL YEAR TILL OUR NEXT SPIDEY ANNUAL! IT'LL TAKE US THAT LONG TO REST UP FROM DOING THIS ONE!

The End

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

the BURGLAR

FIRST APPEARED
IN...

AMAZING
FANTASY

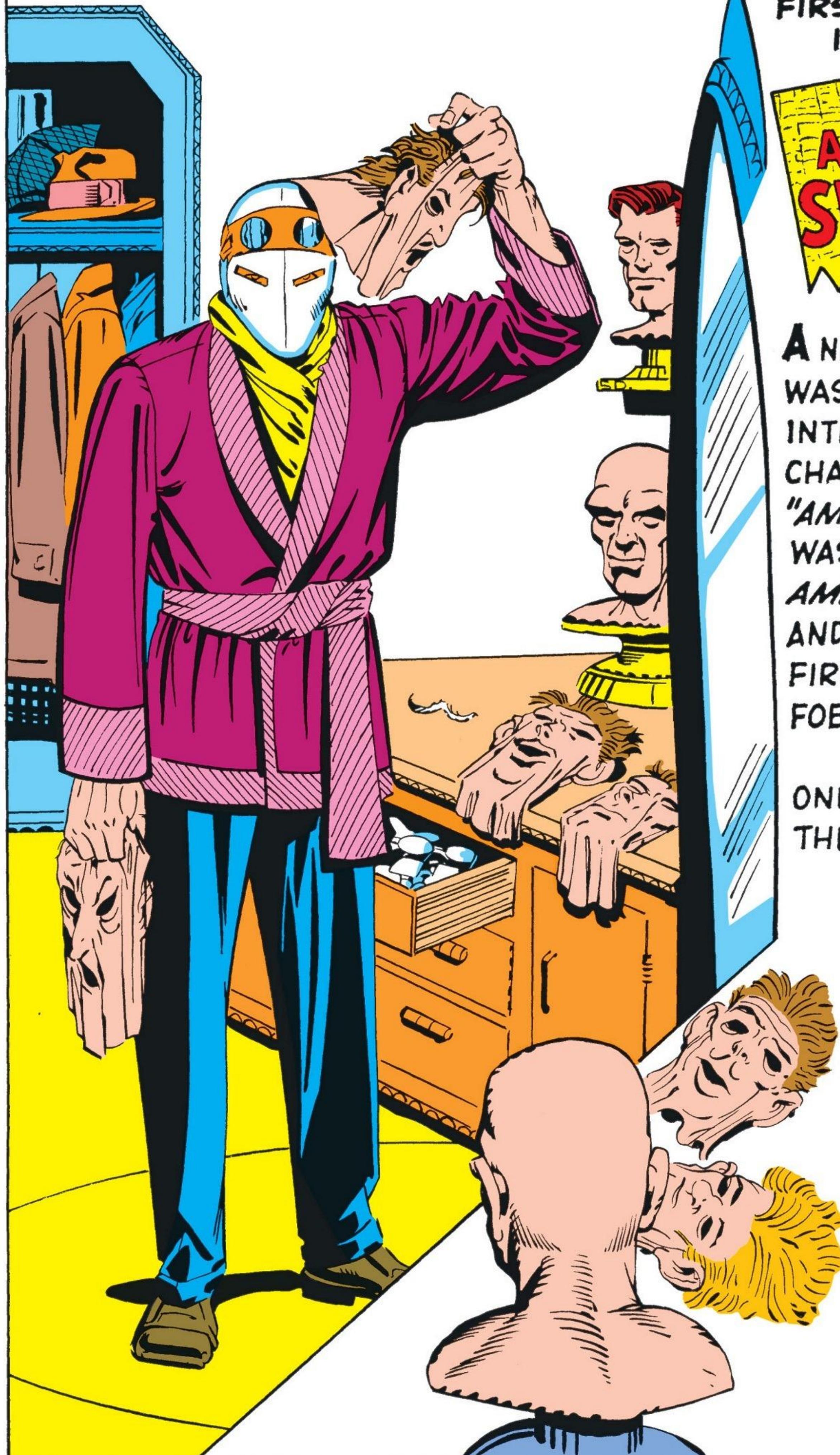
15
AUG.

THIS UNNAMED THIEF
IS THE MAN RESPONSIBLE
FOR SPIDER-MAN'S VOW TO
USE HIS GREAT POWERS
TO COMBAT CRIME! FOR,
IT WAS THIS ARMED THUG
WHO CAUSED THE DEATH
OF PETER PARKER'S
BELOVED UNCLE,
BEN PARKER!
ONE FATAL, COWARDLY
SHOT... ONE MOMENT
OF STARK TRAGEDY,
AND A LEGEND WAS
BORN!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE CHAMELEON



FIRST APPEARED
IN...

the
**AMAZING
SPIDER-MAN**

1
MAR.

A NEW ERA IN COMICDOM WAS BORN WITH THE INTRODUCTION OF THE CHAMELEON! THE TITLE "AMAZING FANTASY" WAS CHANGED TO "THE AMAZING SPIDER-MAN", AND SPIDEY FOUGHT HIS FIRST COLORFUL SUPER-FOE!

TO THIS DAY, NO ONE HAS EVER LEARNED THE TRUE IDENTITY OF THE MAN WHO CAN TRANSFORM HIMSELF INTO ANYBODY! SO SUCCESSFUL IS THE CHAMELEON'S POWER OF DISGUISE THAT HE ALMOST CONVINCED THE POLICE THAT HE WAS SPIDER-MAN DURING THEIR FIRST UNFORGETTABLE ENCOUNTER!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The VULTURE

FROM...



FANDOM WILL NEVER FORGET THE FIRST BATTLE BETWEEN THE VULTURE AND SPIDER-MAN! HIGH ABOVE THE TOWERING SKYSCRAPERS THEY FOUGHT, THE MYSTERIOUS WINGED MENACE, AND THE TEEN-AGE CRIME-FIGHTER WHO HAD NEVER YET BATTLED SO DANGEROUS, SO POWERFUL A FOE!

ACTUALLY, IT WAS IN THIS EPIC BATTLE THAT SPIDER-MAN IS SAID TO HAVE TRULY UNDERGONE HIS BAPTISM OF FIRE!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The TERRIBLE TINKERER

FIRST APPEARED
IN...



THIS STRANGE FOE IS CHIEFLY TO BE REMEMBERED BECAUSE OF THE FACT THAT HE HAS BEEN THE FIRST, AND THE ONLY ALIEN MENACE SPIDER-MAN HAS EVER FOUGHT!

LITTLE DID THE AMAZING TEEN-AGER DREAM, AS HE VENTURED INTO THE TINKERER'S GLOOMY SHOP, THAT THE FATE OF HIS ENTIRE PLANET HUNG UPON SPIDER-MAN'S VICTORY AGAINST ALMOST HOPELESS ODDS!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

Dr. OCTOPUS

FIRST APPEARED
IN...



YOU ARE GAZING AT ONE OF THE MOST POWERFUL, MOST DANGEROUS, MOST UNCANNY MORTALS ON THE FACE OF THE EARTH! BORN OTTO OCTAVIOUS, HE WAS ONE OF THE NATION'S LEADING ATOMIC SCIENTISTS, USING HIS INGENIOUS ARTIFICIAL ARMS TO PERFORM EXPERIMENTS FROM BEHIND A LEAD WALL WHICH SHIELDED HIM FROM RADIATION! BUT, A FREAK NUCLEAR ACCIDENT MADE HIS ARMS LIKE LIVING THINGS, AND DOCTOR OCTOPUS WAS BORN!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

SANDMAN

FIRST APPEARED
IN...

POSSIBLY ONE OF
THE MOST TRULY
ORIGINAL, TRULY
UNIQUE VILLAINS
IN THIS, THE
MARVEL AGE
OF COMICS!



FLINT MARKO HAD SPENT A LARGE PORTION OF HIS LIFE IN PRISON! A HABITUAL OFFENDER, HE WAS KNOWN AS ONE OF THE MOST INCORRIGIBLE PRISONERS AT MANY OF THE NATION'S MAXIMUM SECURITY JAILS! BUT, ONE NIGHT, DURING AN ATTEMPTED ESCAPE, HE HID ON A BEACH, NEAR THE SCENE OF AN ATOMIC TEST EXPLOSION! THERE, BY SOME INCREDIBLE ACCIDENT, THE MOLECULES OF HIS BODY MERGED WITH THE SAND UNDER HIS FEET, AND HIS BODY TOOK ON THE QUALITIES OF THE SAND ITSELF-- BECOMING VIRTUALLY INDESTRUCTIBLE! TO THIS VERY DAY, SANDMAN IS REGARDED BY PENAL AUTHORITIES AS ALMOST IMPOSSIBLE TO KEEP IMPRISONED!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

DOCTOR DOOM

FIRST APPEARED
IN...



WHAT CAN WE SAY ABOUT THIS, THE MOST BRILLIANT, MOST FEARED, MOST NOTORIOUS ARCH-VILLAIN OF OUR AGE? AS EVERY READER OF THE FABULOUS FANTASTIC FOUR KNOWS, DR. DOOM'S MASTERY OF SCIENCE IS EQUALLED ONLY BY REED RICHARDS, THE MAN HE HAS SWORN TO DESTROY! FOR A MORE COMPLETE AND COMPREHENSIVE HISTORY OF COMICDOM'S MASTER EVIL-DOER, BE SURE TO READ THE FANTASTIC FOUR ANNUAL #2, ON SALE THIS SUMMER, WHICH FEATURES AN ALL-NEW, THRILLING DOUBLE-LENGTH EPIC... "THE SECRETS OF DOCTOR DOOM!"



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The LIZARD

FIRST APPEARED
IN...



UNLIKE MOST OF SPIDER-MAN'S OTHER FOES, THE LIZARD WAS NOT TRULY EVIL, BUT RATHER AN UNFORTUNATE VICTIM OF FATE, TRANSFORMED FROM A PEACEFUL, FAMILY-LOVING REPTILE EXPERT INTO ONE OF SPIDEY'S MOST OFF-BEAT ENEMIES! BUT TODAY, HE IS NORMAL AGAIN, THANKS TO THE AMAZING SPIDER-MAN!



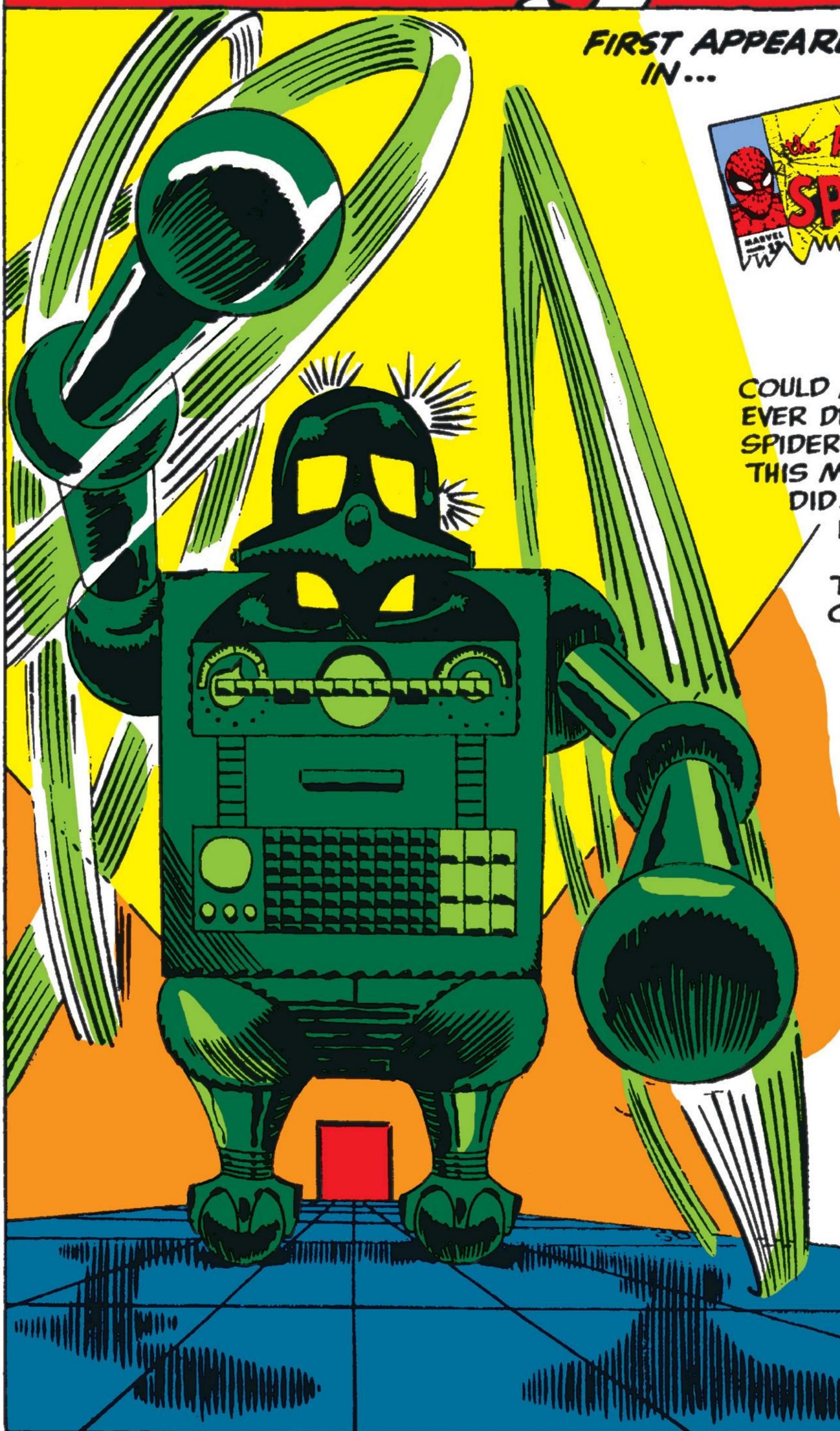
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The Living BRAIN

FIRST APPEARED
IN...



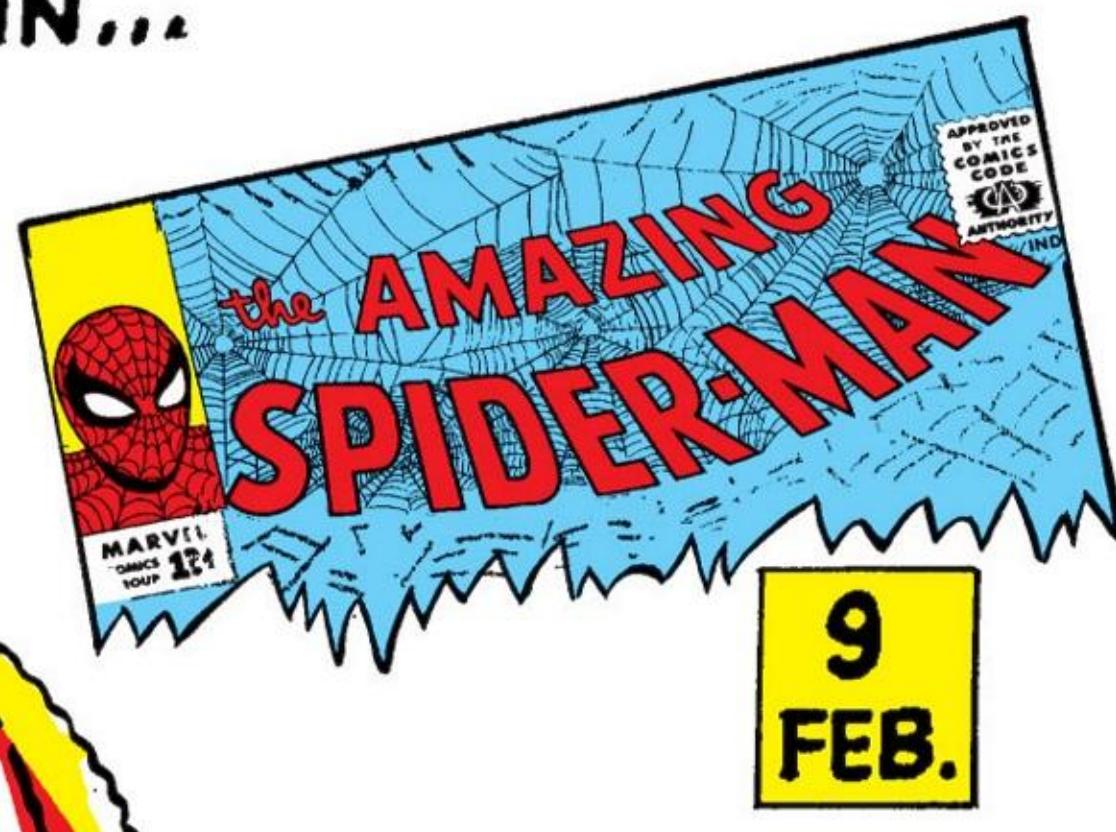
COULD A MERE MACHINE EVER DEFEAT THE AMAZING SPIDER-MAN ?? WELL, THIS MACHINE ALMOST DID! FOR, YOU SEE BEFORE YOU ONE OF THE WONDERS OF THE AGE...A MACHINE OF ALMOST LIMITLESS STRENGTH, APPARENTLY INDESTRUCTIBLE, AND CAPABLE OF THINKING MANY TIMES FASTER THAN ANY HUMAN BRAIN! BUILT TO APPROXIMATE THE HUMAN FORM, IT REQUIRED EVERY BIT OF POWER, AGILITY, AND CUNNING WHICH SPIDER-MAN POSSESSED TO END THE ELECTRONIC MENACE OF THIS STRANGE MACHINE!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

ELECTRO

FIRST APPEARED
IN...



ALL THE UNLEASHED POWERS OF ELECTRICITY ARE HIS! FOR HE IS THE MASTER OF ONE OF EARTH'S GREATEST FORMS OF ENERGY! ORIGINALLY AN UNKNOWN ELECTRIC LINEMAN NAMED MAX DILLON, HE BECAME ONE OF THE MOST POWERFUL CRIMINALS OF ALL WHEN A CHANCE LIGHTNING BOLT STRUCK HIM WHILE HE WAS ATOP AN ELECTRIC POLE! KNOWN FOR THE SINISTERLY CLEVER USES TO WHICH HE PUTS HIS AWESOME POWER, ELECTRO IS TRULY ONE OF THE MOST UNUSUAL VILLAINS RAMPANT TODAY!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The ENFORCERS

and

THE
BIG
MAN

FIRST APPEARED
IN...



THE BIG MAN.
ALTHOUGH POSSESSING
NO SPECIAL POWERS
OF HIS OWN, WAS
THE MASTER CRIMINAL
WHO ORGANIZED
THE ENFORCERS,
MUCH TO HIS
SUBSEQUENT
REGRET!

READING FROM TOP TO
BOTTOM, WE PRESENT...
THE OX, EX-CIRCUS
STRONGMAN WITH THE
MIND OF A CHILD!
MONTANA, THE WESTERN
ROPE-WIZARD WHO CAN
MAKE HIS LASSO DO
EVERYTHING BUT TALK!
FANCY DAN, WHOSE
SMALL SIZE BELIES
THE SPEED AND
ACCURACY OF HIS
POTENT JUDO AND
KARATE BLOWS!
PUT THEM ALL
TOGETHER AND
YOU HAVE A TEAM
OF CRIMINALS
NO CRIME-FIGHTER
WOULD DARE TO
EVER TURN HIS
BACK UPON!

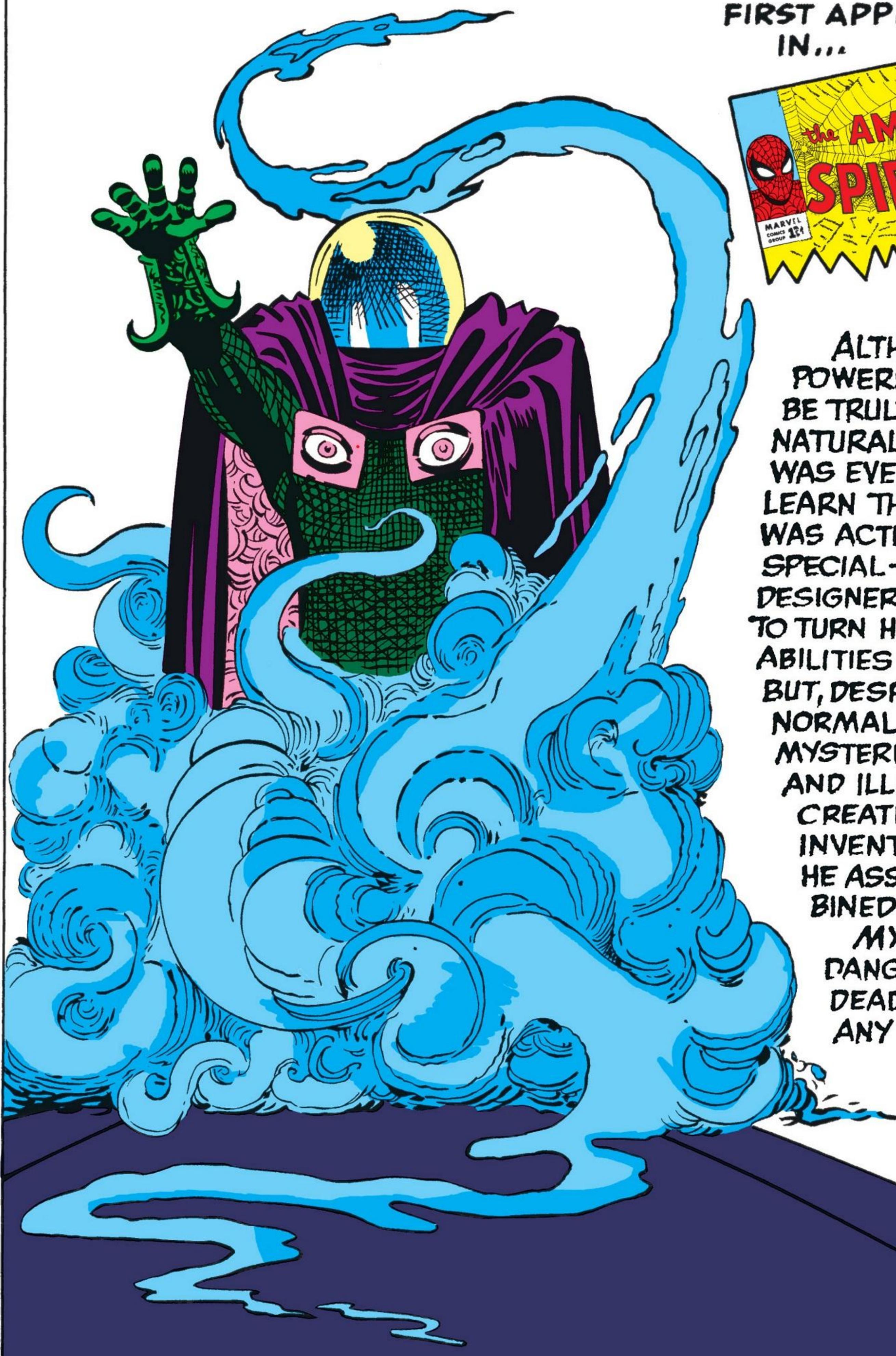
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

MYSTERIO

FIRST APPEARED
IN...



ALTHOUGH HIS POWERS SEEMED TO BE TRULY SUPER-NATURAL, SPIDER-MAN WAS EVENTUALLY TO LEARN THAT MYSTERIO WAS ACTUALLY A MOVIE SPECIAL-EFFECTS DESIGNER, WHO DECIDED TO TURN HIS UNUSUAL ABILITIES TO CRIME! BUT, DESPITE HIS NORMAL ORIGIN, THE MYSTERIOUS EFFECTS AND ILLUSIONS HE CREATED, AND THE INVENTIVE POWERS HE ASSUMED, COMBINED TO MAKE MYSTERIO AS DANGEROUS AND DEADLY A FOE AS ANY SPIDER-MAN HAD EVER FACED!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The Green GOBLIN

FIRST APPEARED
IN...



14
JULY

UNLIKE MOST OF SPIDEY'S OTHER FOES, THE TRUE IDENTITY OF THE GROTESQUE **GREEN GOBLIN** IS STILL UNKNOWN! BUT, POSSESSED OF A FANTASTIC FLYING "BROOMSTICK" AND A WEALTH OF POWERFUL WEAPONS, IT IS CERTAIN THAT WE SHALL SEE MUCH MORE OF THIS DANGEROUSLY DIFFERENT EVIL-DOER IN THE NEAR FUTURE!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

KRAVEN THE HUNTER

FIRST APPEARED
IN...



NOW HERE IS ONE CHARACTER WHO IS EVERY BIT AS DANGEROUS AS HE LOOKS! **KRAVEN** HAS HUNTED AND DEFEATED EVERY WILD BEAST KNOWN TO MAN, AND ACCOMPLISHED THAT FEAT ALONE AND UNARMED!

HIS SPEED RIVALS THAT OF A CHEETAH, AND HIS SAVAGERY AND STRENGTH ARE IN A CLASS BY THEMSELVES! THUS WE HAVE **KRAVEN, THE HUNTER**, WHOSE ONE BURNING DESIRE IS TO LURE **SPIDER-MAN** INTO THE JUNGLE AND ACHIEVE A FINAL VICTORY OVER HIS YOUTHFUL FOE!

The SECRETS of SPIDER-MAN!

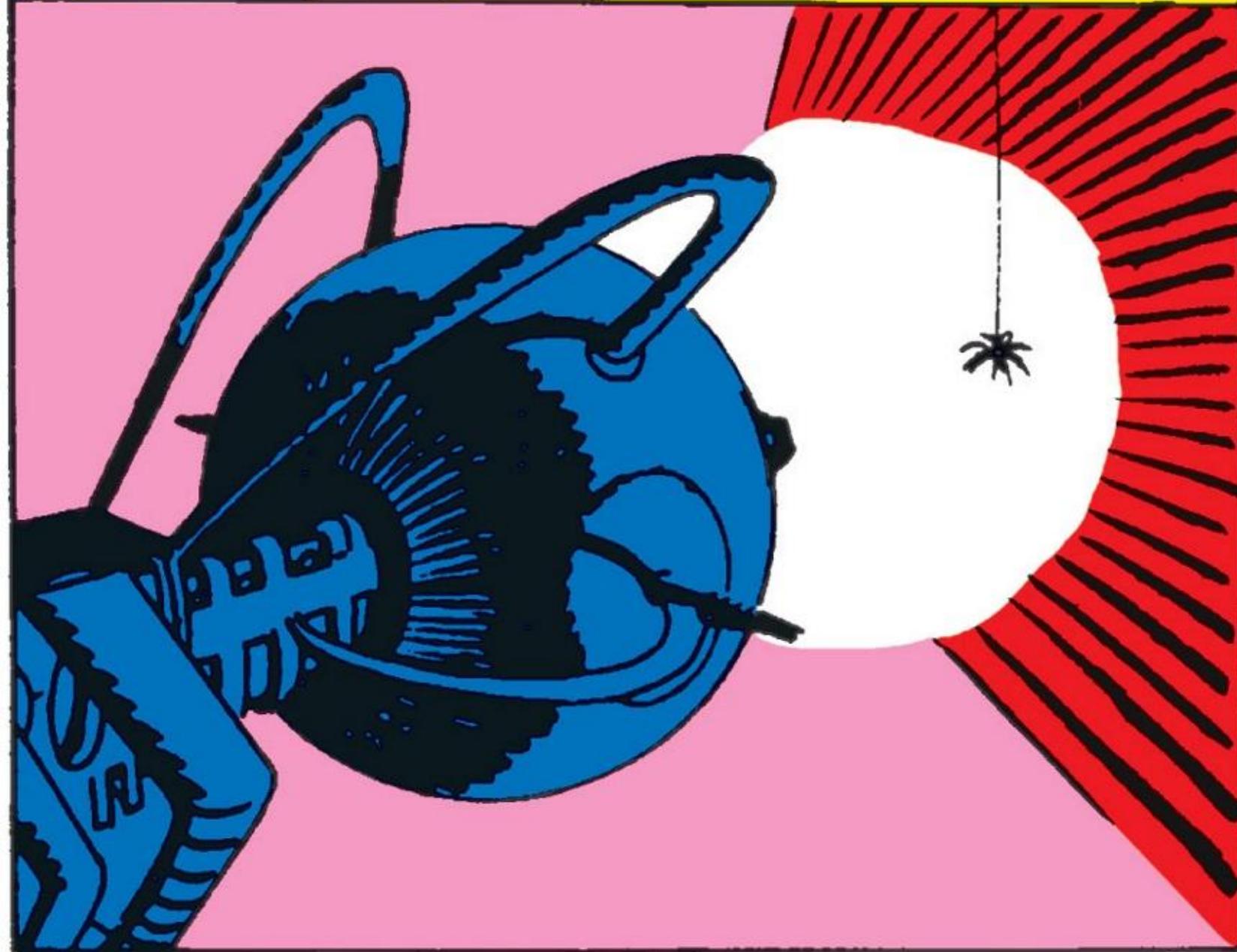
HERE'S MORE PROOF (AS IF YOU NEED IT!) THAT WHEN THE GANG IN THE MARVEL BULL-PEN GET TOGETHER TO BRING YOU AN ANNUAL, THEY SURE DON'T SPARE THE HORSES!!



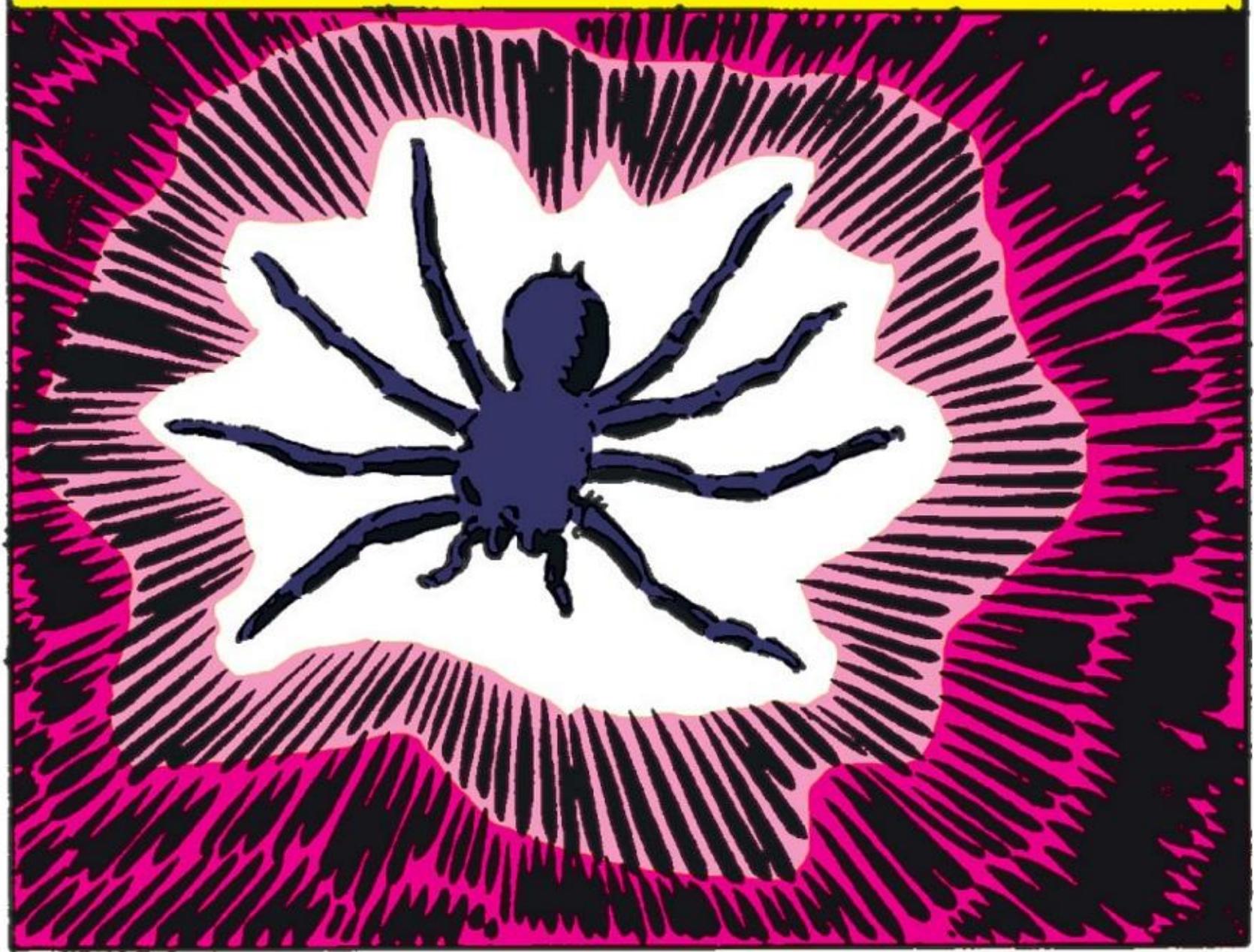
FEATURING:
INSIDE FACTS
ABOUT SPIDEY'S
POWERS, HIS
PROBLEMS, AND
HIS PERSONAL
LIFE, AS ONLY
STAN and STEVE
CAN PRESENT
THEM!

EVERYTHING YOU WANT TO KNOW ABOUT SPIDEY IS ON THE PAGES THAT FOLLOW...

THE AMAZING, ALMOST LEGENDARY CAREER OF THE YOUTH KNOWN AS SPIDER-MAN HAD ITS BEGINNING SOME TIME AGO, IN THE SCIENCE HALL OF MIDTOWN HIGH SCHOOL, WHERE A DEMONSTRATION OF RADIOACTIVITY WAS TAKING PLACE ...



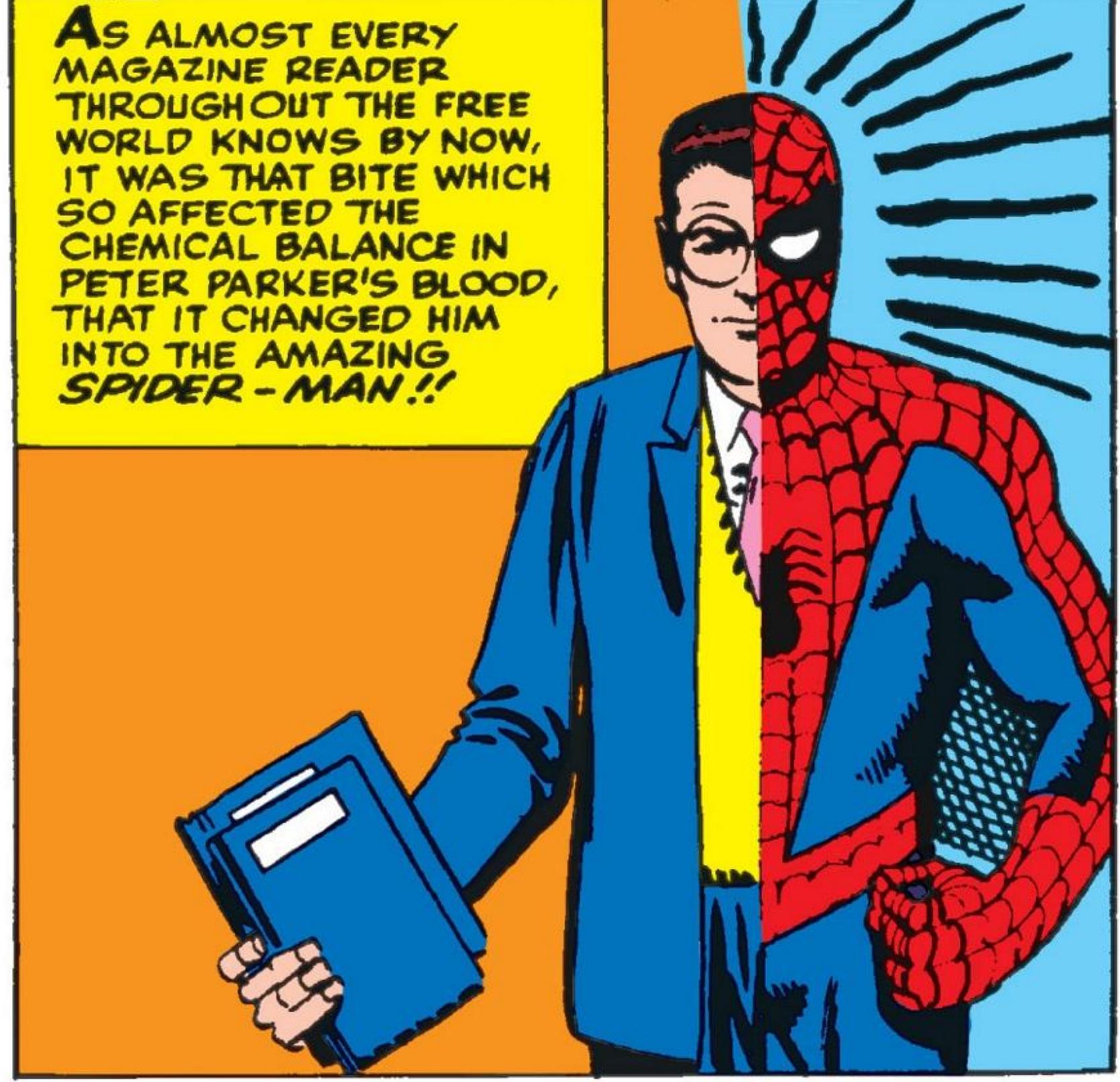
NO ONE AT THE EXHIBITION NOTICED A TINY SPIDER DESCENDING ON A THIN STRAND OF WEB... A SPIDER WHICH FATE HAD CHOSEN TO ABSORB A FANTASTIC AMOUNT OF RADIATION AT THE PRECISE MOMENT THAT PETER PARKER WALKED BY!



IN Sudden SHOCK, THE DYING INSECT BIT THE NEAREST LIVING THING A SPLIT-SECOND BEFORE THE LIFE FADED FROM ITS BODY... AND, THAT NEAREST LIVING THING WAS THE LAD WHO WAS LATER TO BECOME THE WORLD'S MOST EXCITING TEEN-AGER!



AS ALMOST EVERY MAGAZINE READER THROUGHOUT THE FREE WORLD KNOWS BY NOW, IT WAS THAT BITE WHICH SO AFFECTIONATELY CHANGED THE CHEMICAL BALANCE IN PETER PARKER'S BLOOD, THAT IT CHANGED HIM INTO THE AMAZING SPIDER-MAN!!

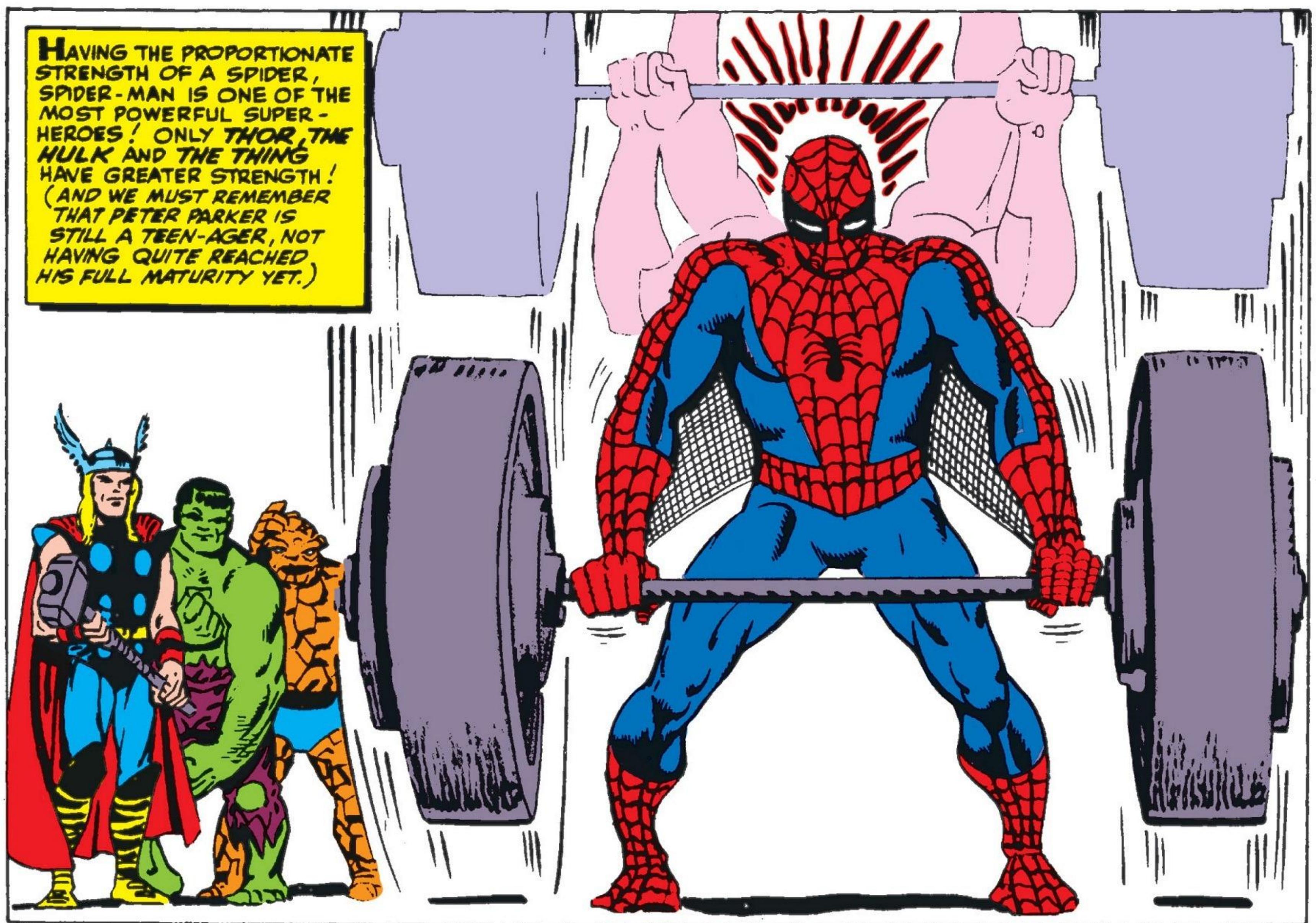


AND NOW, LET US CAREFULLY EXAMINE THE POWERS WHICH PETER PARKER POSSESSES AS SPIDER-MAN!

LET US LEARN THE EXACT NUMBER AND EXTENT OF THEM, AS WE DISCUSS THE THINGS HE CAN, AND CANNOT DO...

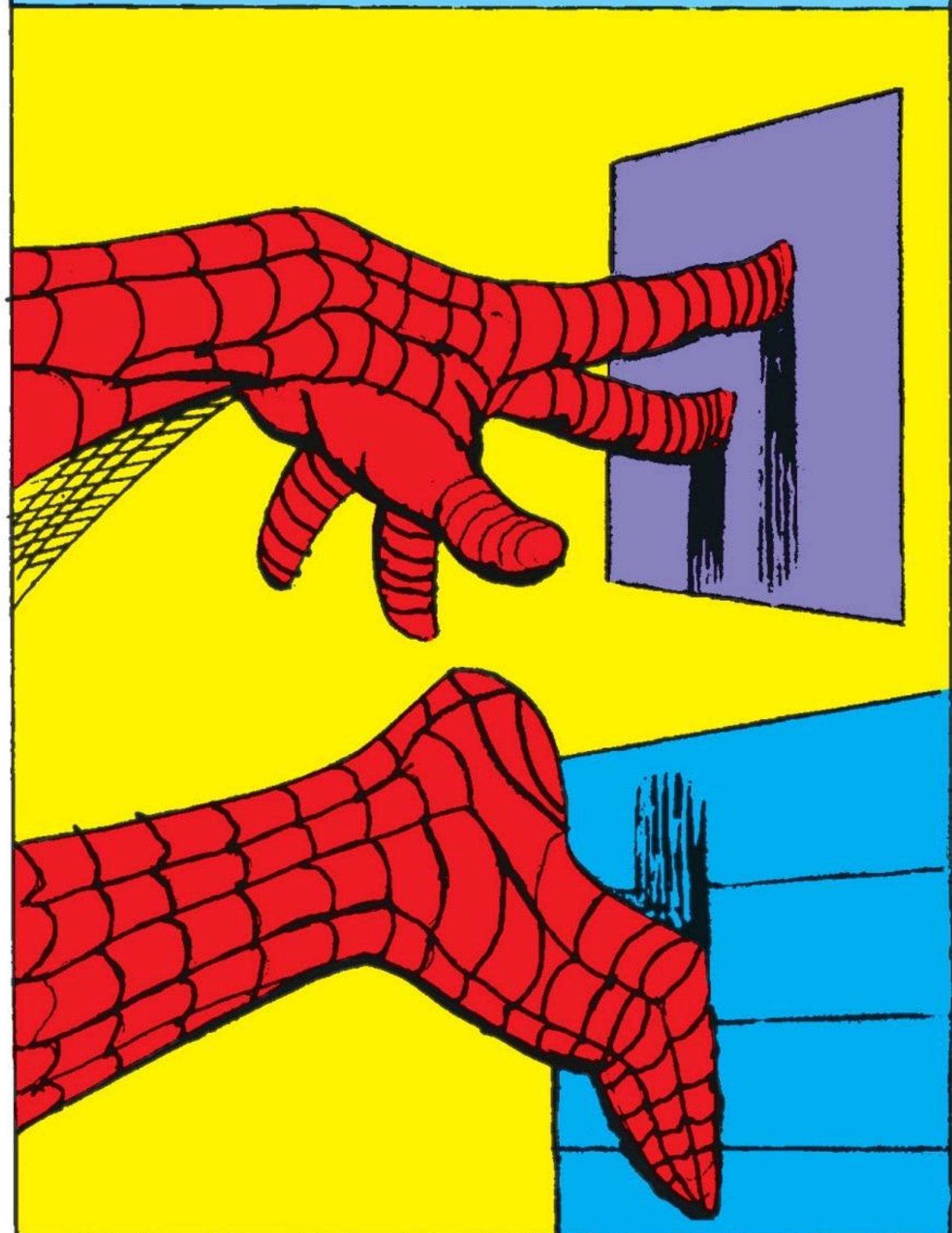


HAVING THE PROPORTIONATE STRENGTH OF A SPIDER, SPIDER-MAN IS ONE OF THE MOST POWERFUL SUPER-HEROES! ONLY THOR, THE HULK AND THE THING HAVE GREATER STRENGTH! (AND WE MUST REMEMBER THAT PETER PARKER IS STILL A TEEN-AGER, NOT HAVING QUITE REACHED HIS FULL MATURITY YET.)

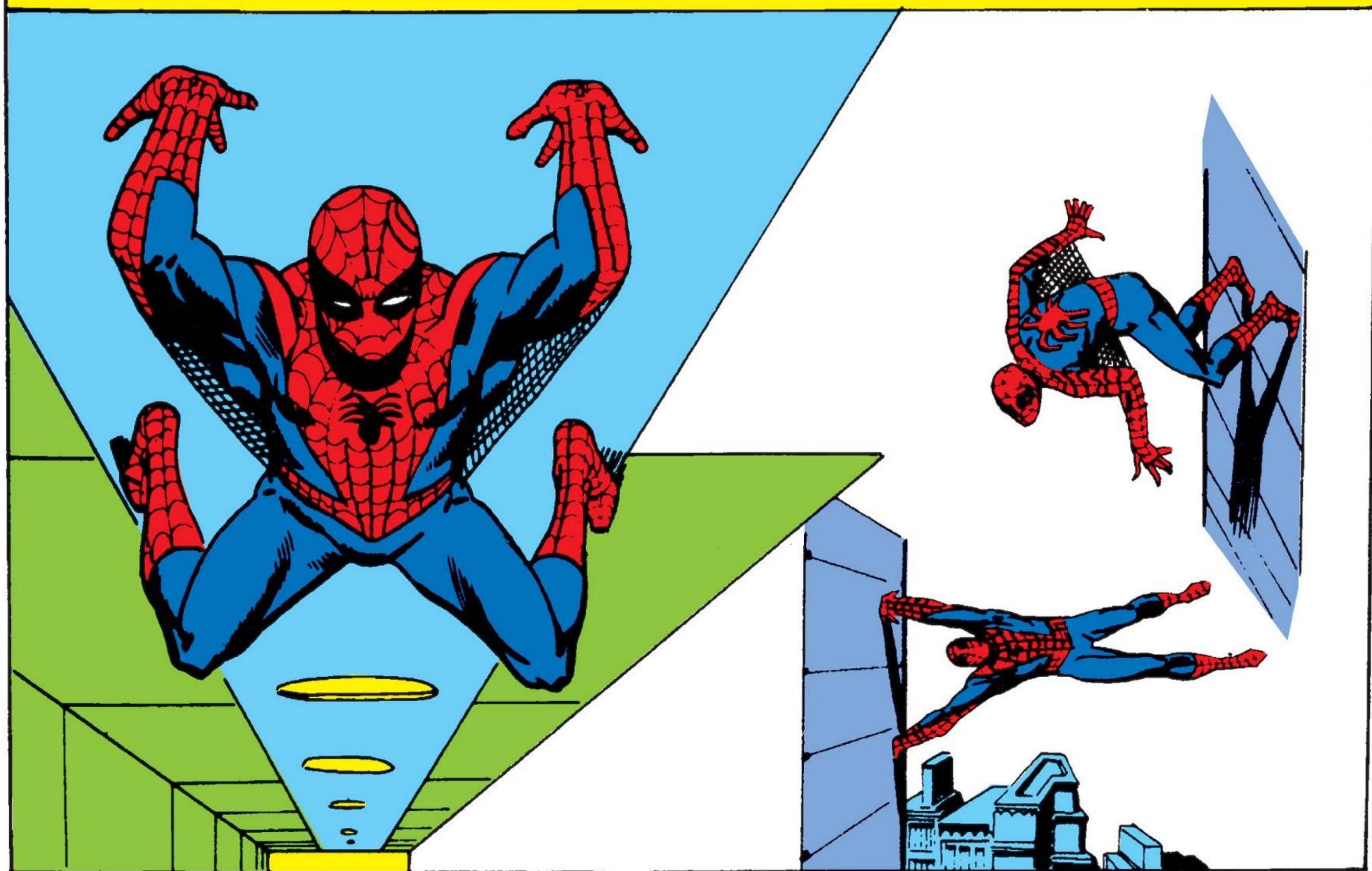


ONE OF SPIDER-MAN'S MOST VALUABLE ASSETS IS HIS CLINGING ABILITY! LIKE A GIANT HUMAN SPIDER, HIS HANDS AND FEET SUPPORT HIM AGAINST THE PULL OF GRAVITY AS THOUGH THEY HAVE THOUSANDS OF TINY SUCTION CUPS!

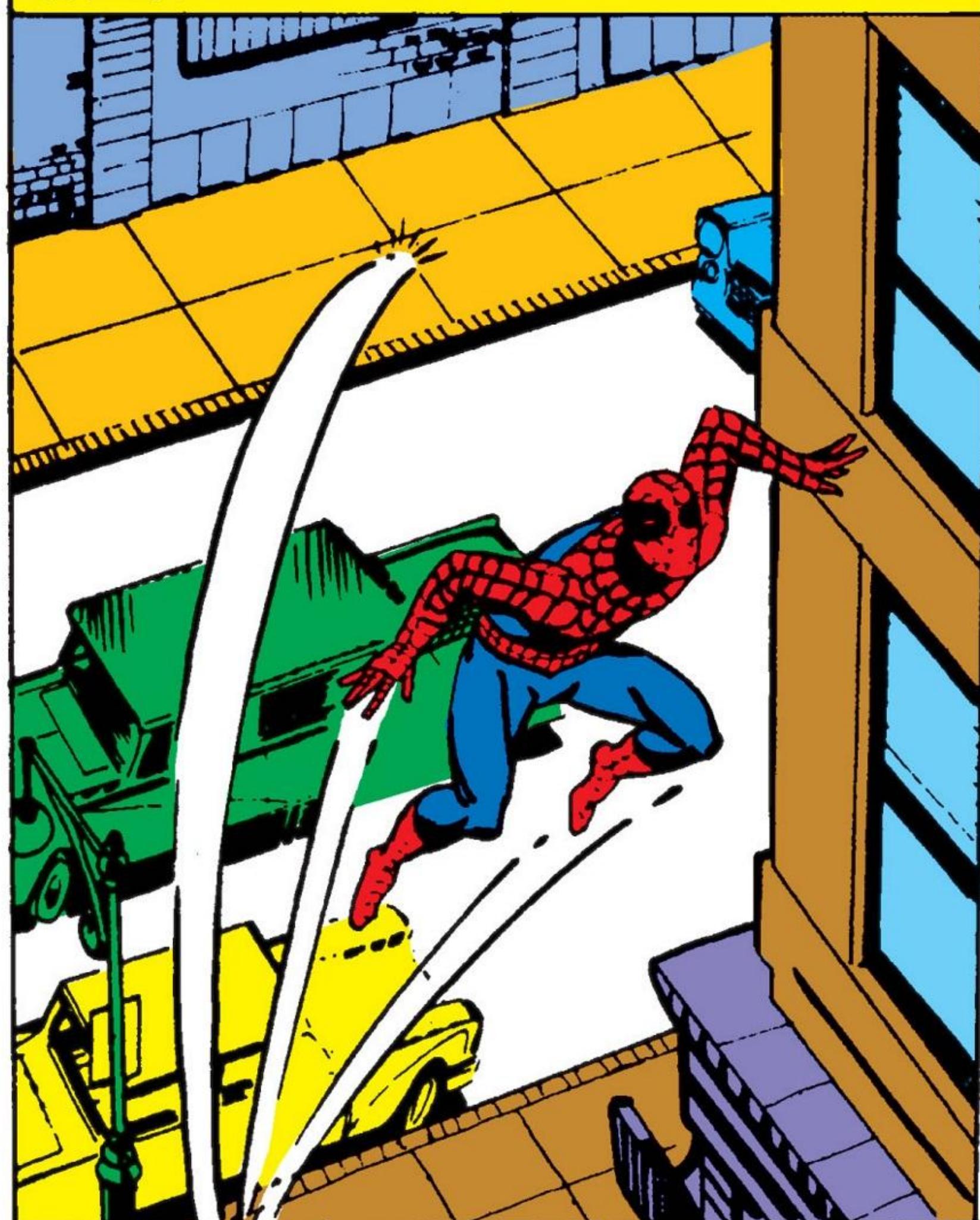
NO MATTER HOW SMOOTH A SURFACE MAY BE... NO MATTER HOW HIGH, OR HOW PRECARIOUS IT MAY BE, ANY AREA THAT AN ACTUAL SPIDER CAN CLING TO, CAN ALSO SUPPORT THE AMAZING TEEN-AGE ADVENTURER!



PERHAPS AS REMARKABLE AS HIS CLINGING ABILITY ITSELF IS THE EASE WITH WHICH SPIDEY CAN USE IT! THERE IS NEVER ANY HINT OF STRAIN, OR DIFFICULTY IN HIS CLINGING TO WALLS OR CEILINGS! IN FACT, HE IS JUST AS MUCH AT HOME ON ANY SURFACE AS AN ACTUAL SPIDER WOULD BE! NOTE: SOME OF THE MAGNIFICENT POSES OF SPIDER-MAN TRaversing WALLS AND CEILINGS, WHICH STEVE DITKO HAS ILLUSTRATED, HAVE ALREADY REACHED THE STATUS OF CONTEMPORARY CLASSICS!



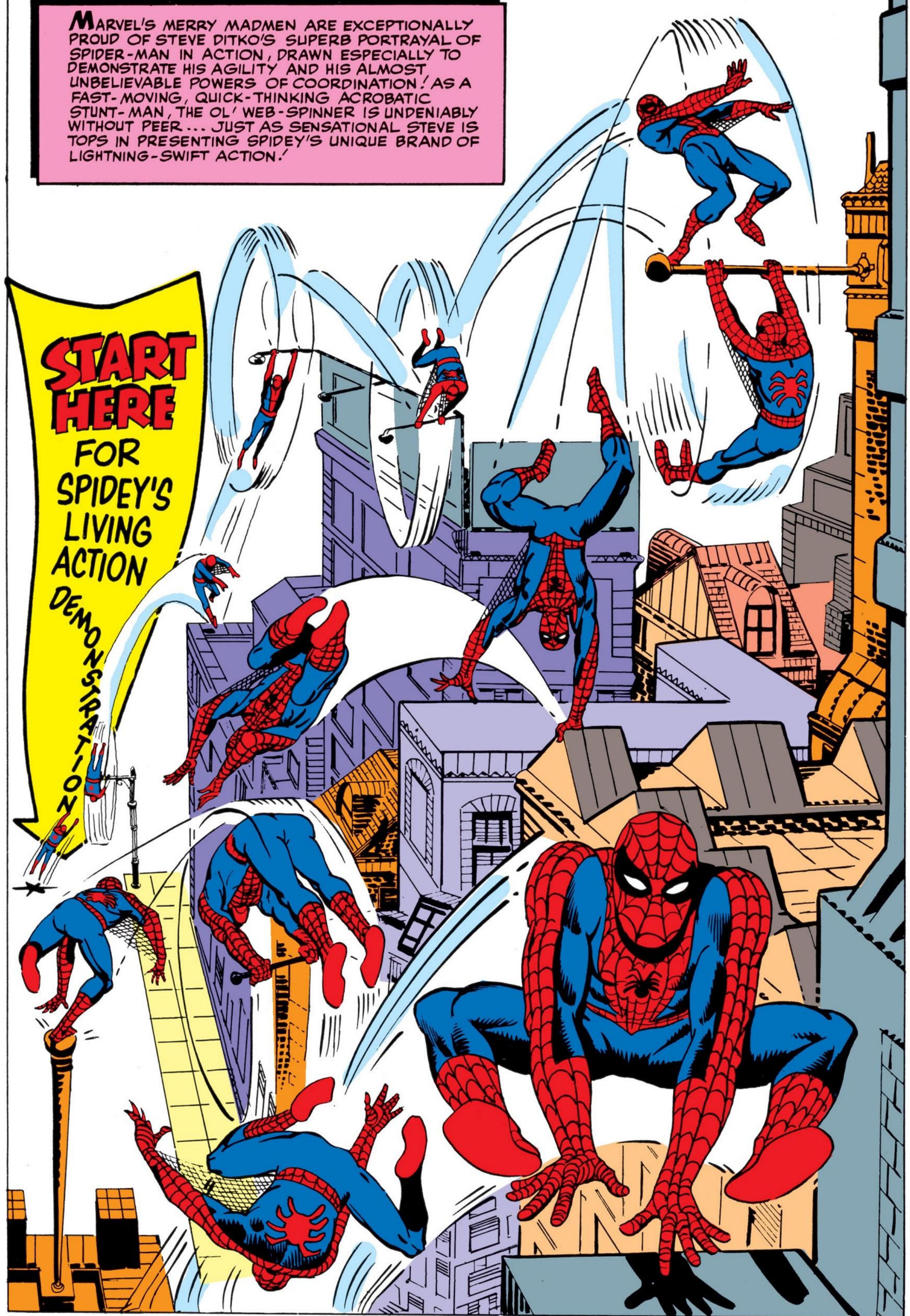
AMONG THE MOST NIMBLE OF ALL ADVENTURERS, SPIDER-MAN'S LEAPING ABILITY ALSO DESERVES MENTION! HE IS ABLE TO LEAP THE WIDTH OF AN AVERAGE CITY STREET, AND CAN ATTAIN A HEIGHT OF THREE STORIES WITH ONE SPIDER-POWERED SPRING!



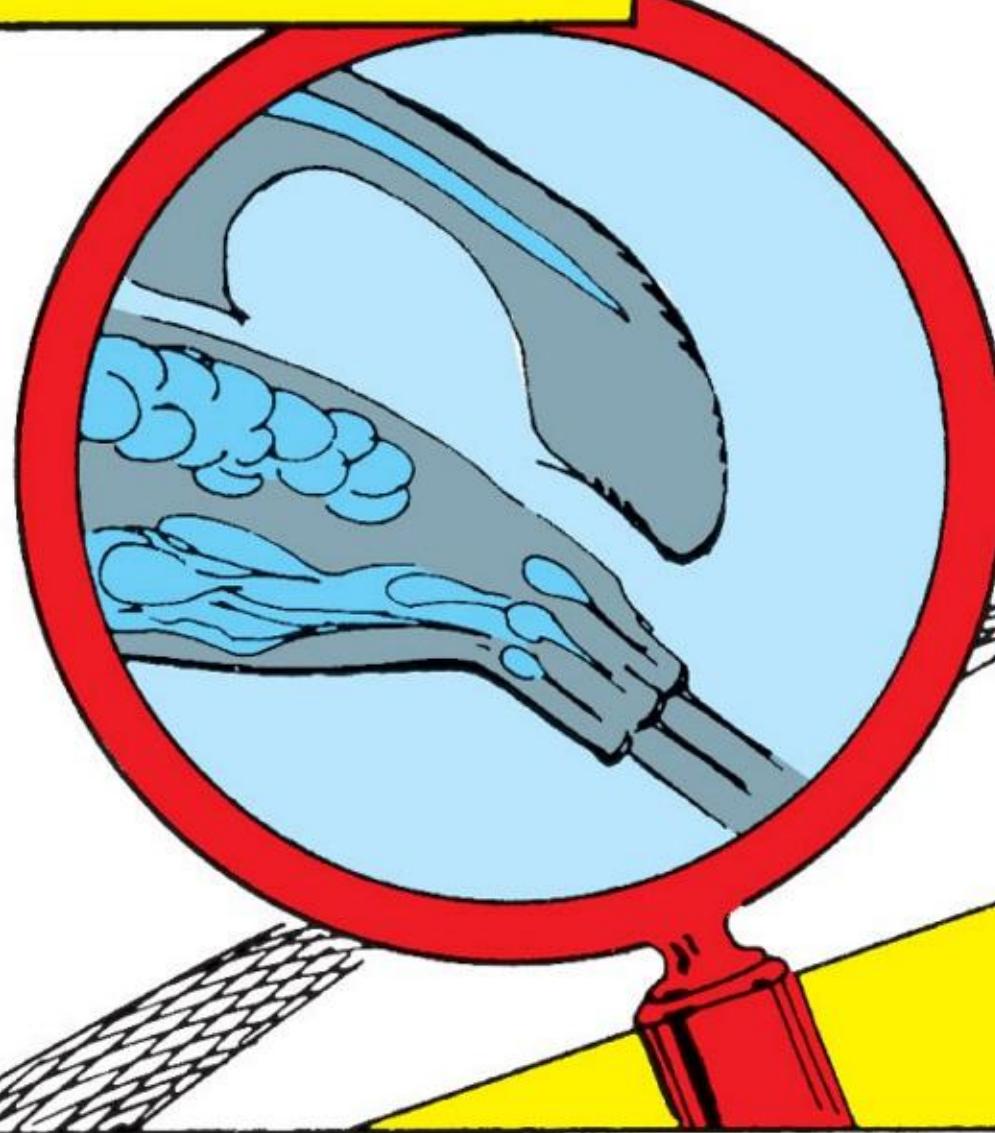
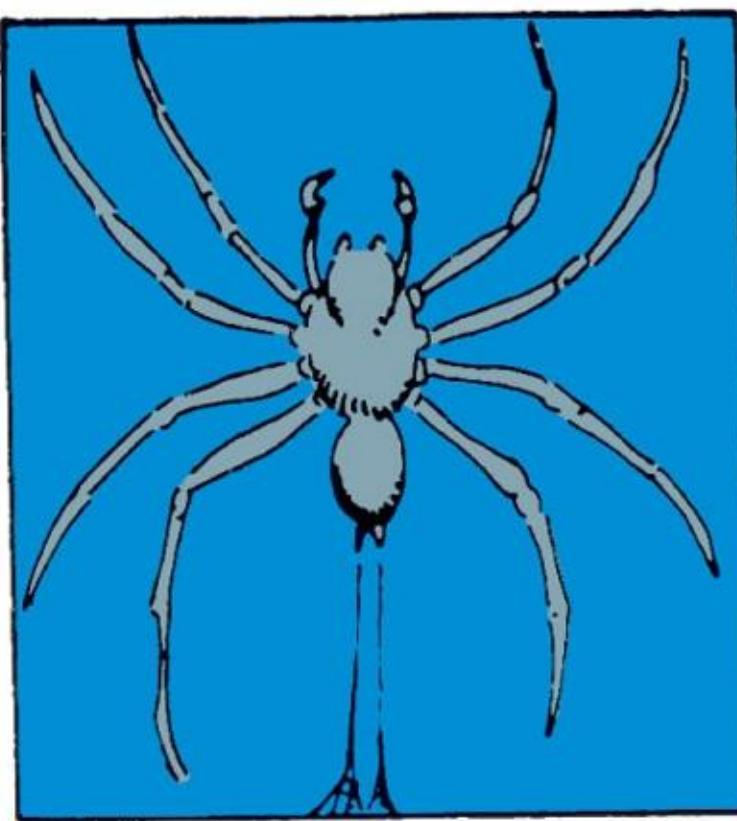
WITH HIS ASSUMPTION OF THE PROPORTIONATE STRENGTH OF A SPIDER, IT IS ONLY NATURAL FOR THE COSTUMED CRUSADER TO POSSESS THE UNCANNY BALANCING ABILITY OF THE WONDERFUL ARACHNIDS AS WELL! SUFFICE IT TO SAY THAT THE AMAZING SPIDER-MAN IS EASILY THE GREATEST BALANCER OF ANY HUMAN BEING ON EARTH!



MARVEL'S MERRY MADMEN ARE EXCEPTIONALLY PROUD OF STEVE DITKO'S SUPERB PORTRAYAL OF SPIDER-MAN IN ACTION, DRAWN ESPECIALLY TO DEMONSTRATE HIS AGILITY AND HIS ALMOST UNBELIEVABLE POWERS OF COORDINATION! AS A FAST-MOVING, QUICK-THINKING ACROBATIC STUNT-MAN, THE OL' WEB-SPINNER IS UNDENIABLY WITHOUT PEER... JUST AS SENSATIONAL STEVE IS TOPS IN PRESENTING SPIDEY'S UNIQUE BRAND OF LIGHTNING-SWIFT ACTION!



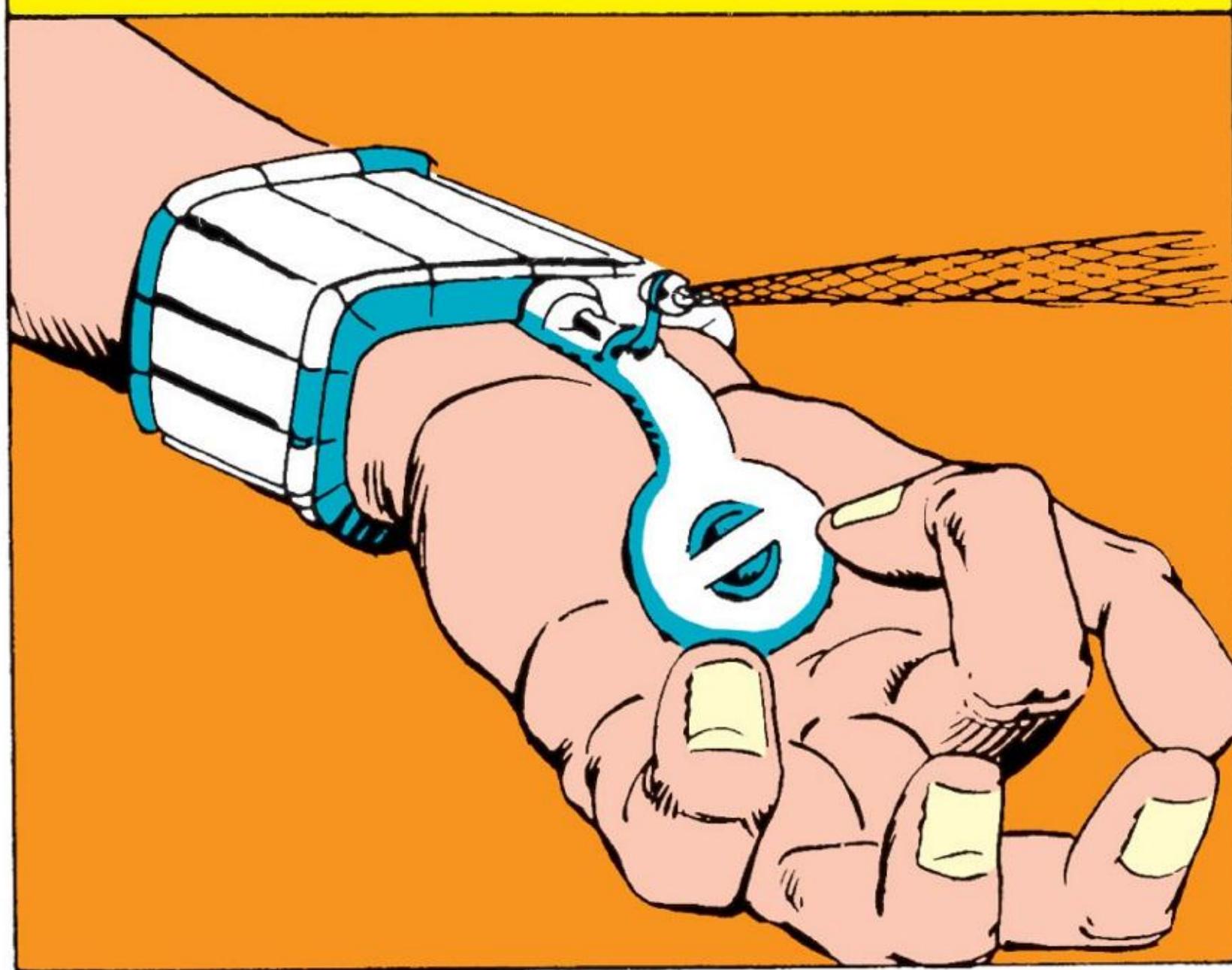
FORTUNATELY FOR PETER PARKER (AND THE WORLD AT LARGE), THE AMAZING TEEN-AGER IS A BRILLIANT SCIENCE STUDENT! HE HAS DEVOTED LONG HOURS OF STUDY TO LEARNING EVERYTHING HE CAN ABOUT SPIDERS. ALTHOUGH IT IS NOT A MATTER OF PUBLIC KNOWLEDGE, HE IS PROBABLY THE WORLD'S GREATEST AUTHORITY ON THE SUBJECT OF WEBS AND THEIR CREATION...



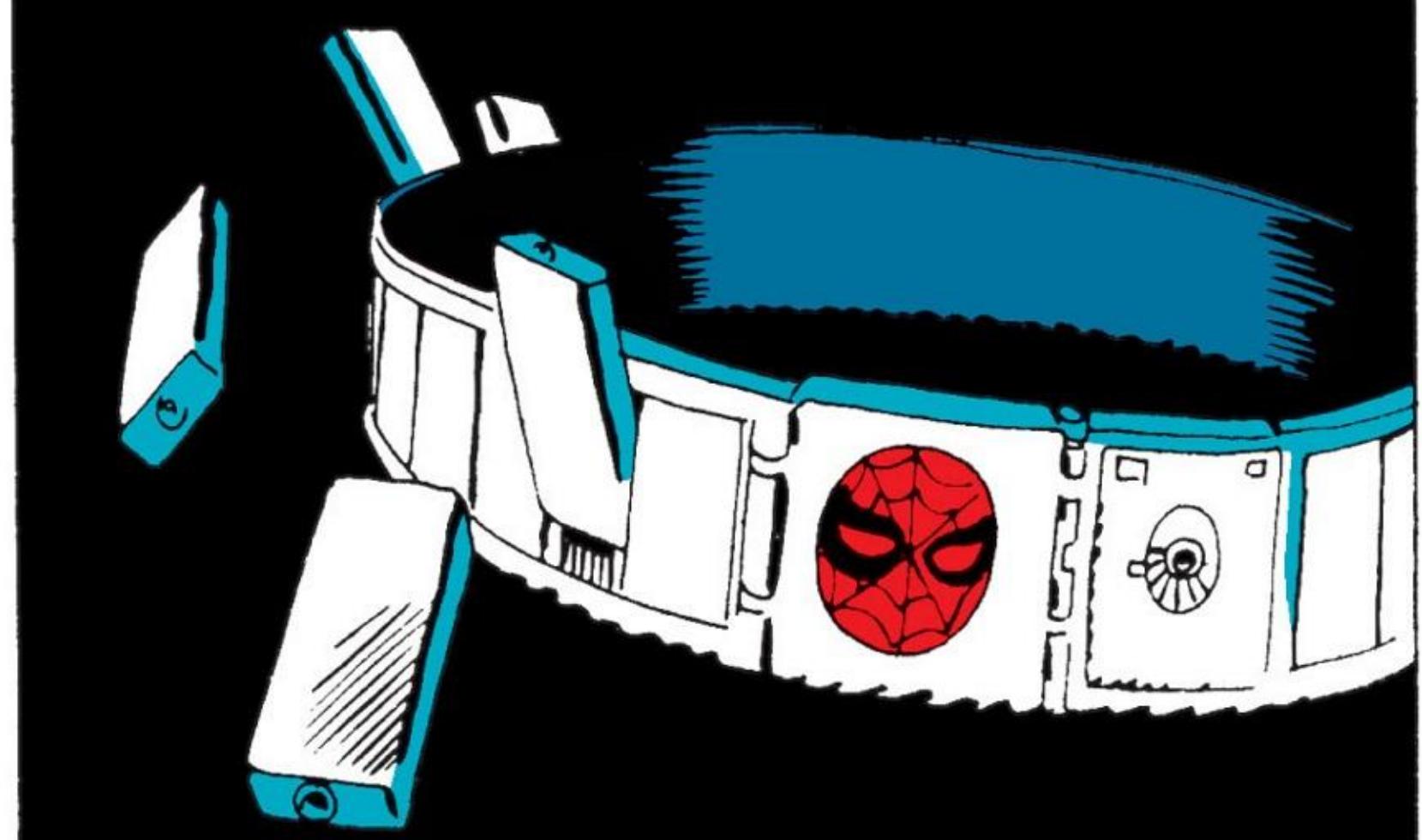
HIS WEB-MAKING ABILITY IS ONE OF HIS MOST CLOSELY-GUARDED SECRETS! BUT WE CAN TELL YOU THIS... HE MAKES HIS OWN WEB FLUID UNDER THE MOST EXACTING CONDITIONS IN THE LAB, STORING IT IN SMALL, COMPACT CYLINDERS LIKE MINIATURE TOOTHPASTE TUBES!



AS ANY SPIDER-MAN READER KNOWS, SPIDEY'S WEB-SHOOTER IS WORN AT HIS WRIST, AND ACTIVATED BY THE SLIGHTEST TOUCH OF HIS FINGER UPON THE SUPER-SENSITIVE ELECTRODE LOCATED ON THE PALM OF HIS HAND!



INASMUCH AS HIS WEBBING IS HIS MOST POTENT WEAPON, THE MASKED ADVENTURER ALWAYS CARRIES SPARE WEB-FLUID CAPSULES CLIPPED ONTO HIS INGENIOUSLY DESIGNED UTILITY BELT!

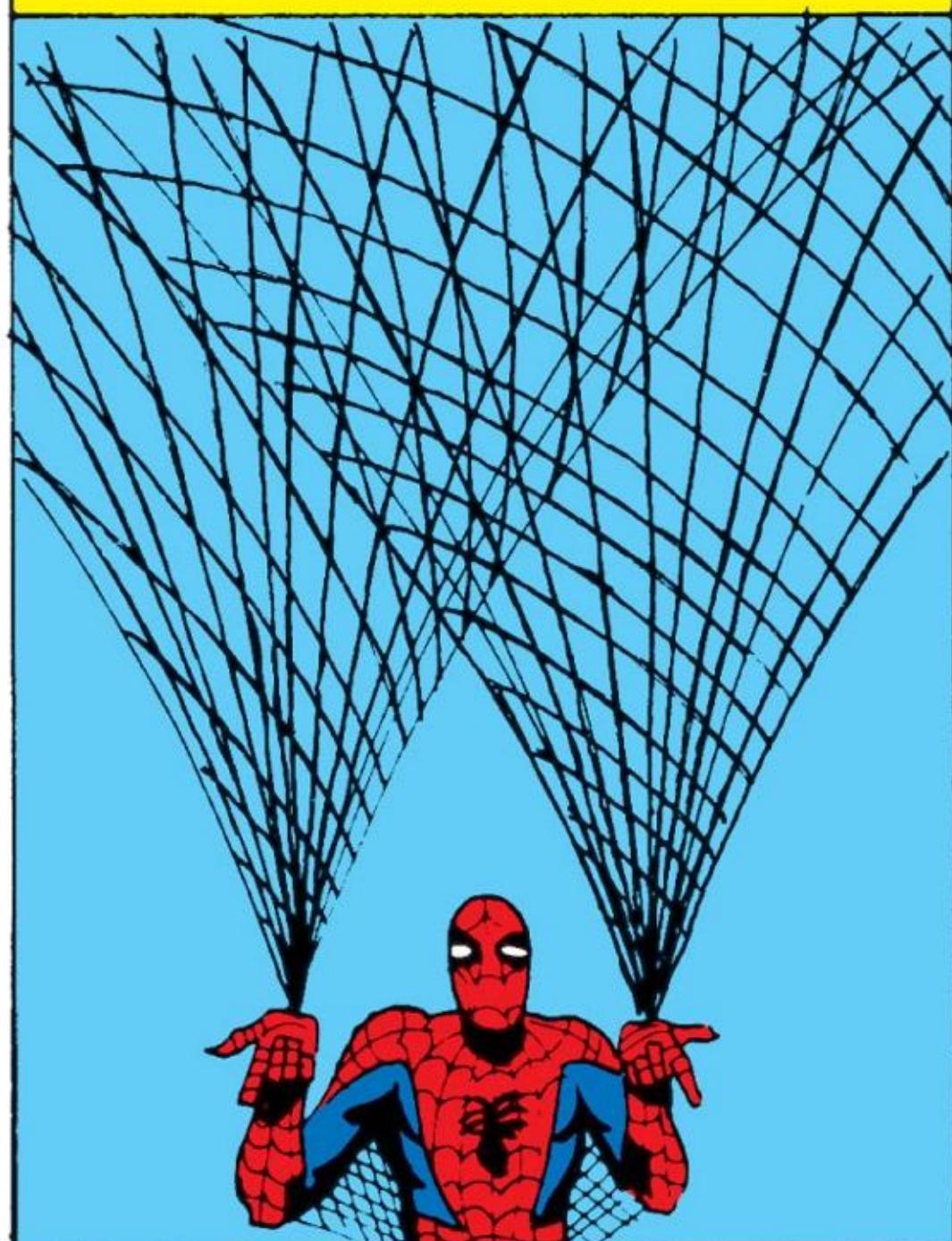


BY ADJUSTING THE NOZZLE OF HIS WEB-SHOOTER IN ONE EASY MOTION, SPIDEY CAN EJECT HIS WEB FLUID IN ANY ONE OF THREE DIFFERENT WAYS...

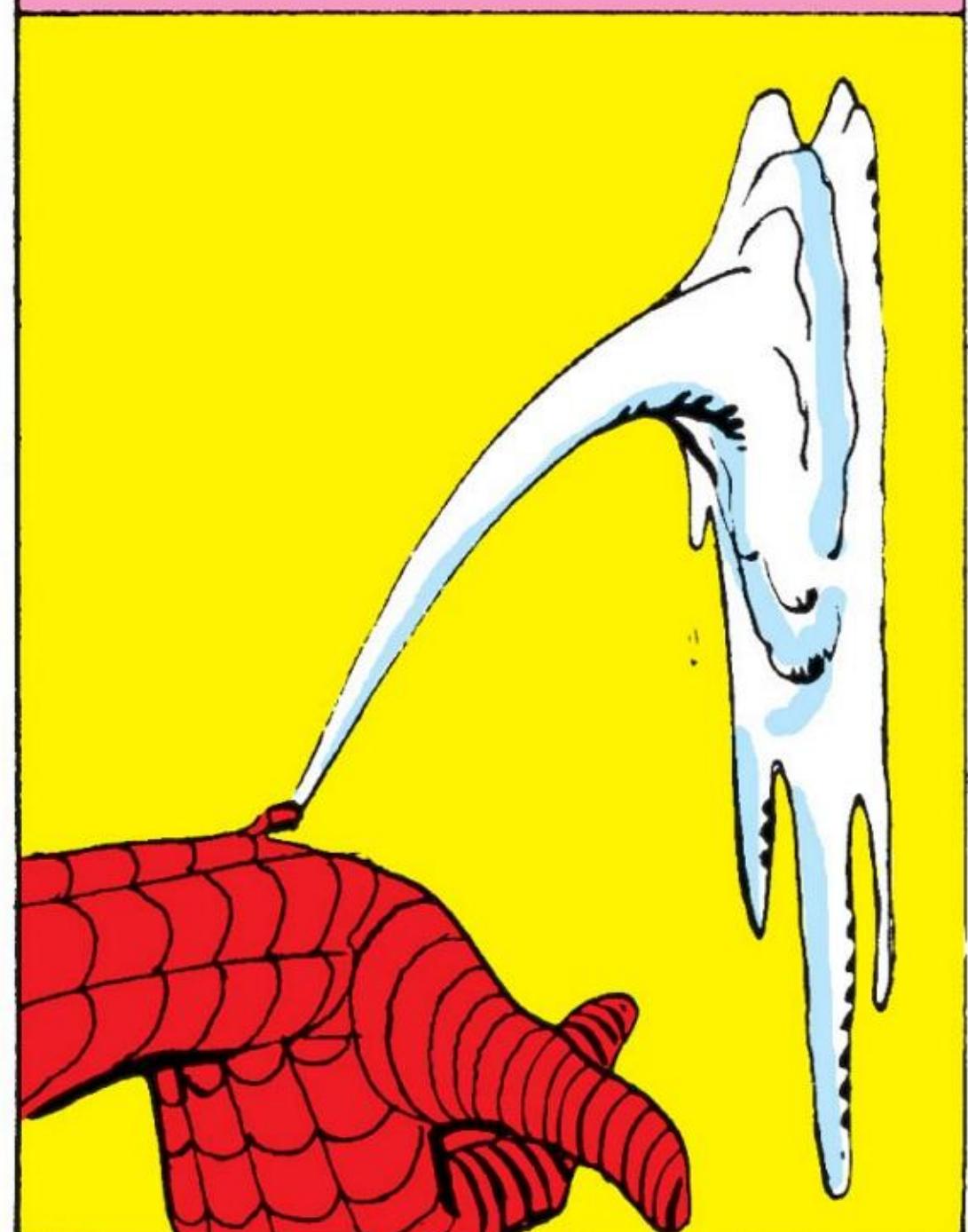
1. AS A THIN, INCREDIBLY STRONG LINE...



2. AS A FINE, QUICK-SPREADING SPRAY...



3. OR AS A THICK, TREMENDOUSLY ADHESIVE LIQUID....!



SO FANTASTICALLY STRONG IS SPIDEY'S WEB, THAT IF IT WERE POSSIBLE TO INCREASE ITS THICKNESS TO A HALF-INCH, ONE STRAND WOULD BE ENOUGH TO HOLD THE MIGHTY-MUSCLED **THING** A PRISONER FOR LIFE!

THE SPECIAL WEBBING IS ALSO 90% FIREPROOF! UNLESS HE INTENSIFIED HIS FLAME TO A GREAT DEGREE, IT COULD EVEN HOLD THE **HUMAN TORCH** UNDER NORMAL CONDITIONS!

SPIDER-MAN'S WEBBING IS ALSO CAPABLE OF STRETCHING TO A LIMITED DEGREE, THOUGH ITS POWER CAN-NOT COMPARE TO THAT OF **MR. FANTASTIC'S**!

AND, TO COMPLETE OUR COMPARISON WITH THE **FANTASTIC FOUR**, SPIDEY'S WEBBING DIS-APPEARS INTO NOTHINGNESS AFTER ONE HOUR HAS ELAPSED... BEING AS IMPOSSIBLE TO FIND AS THE **INVISIBLE GIRL**!

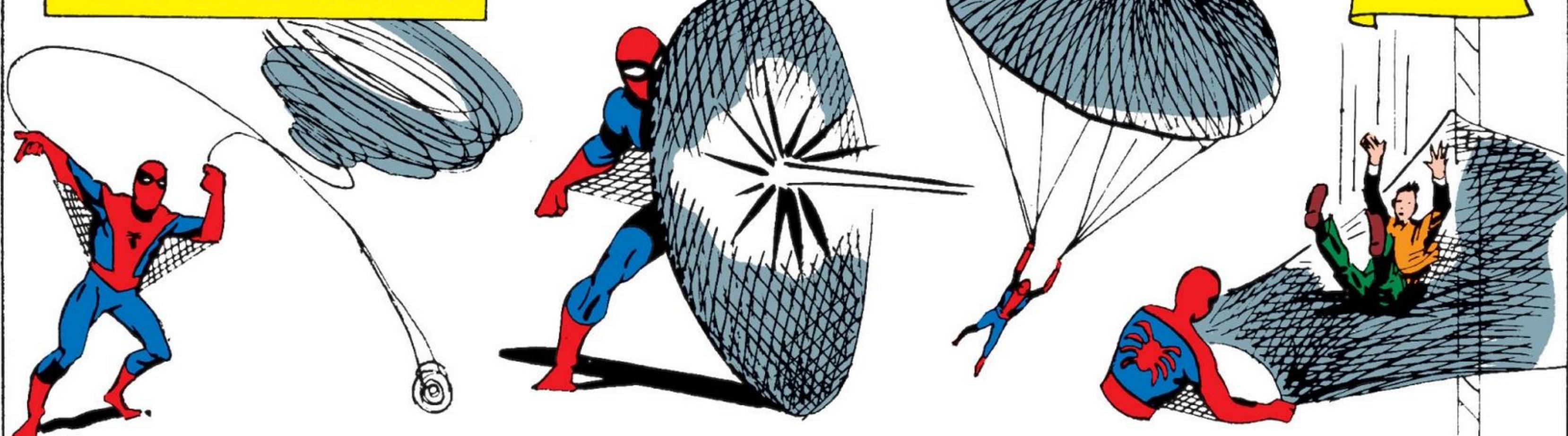


HAVING DEVOTED MANY LONG HOURS OF PRACTICE TO THE OPERATION OF HIS WEB, THE TERRIFIC TEEN-AGER CAN NOW USE IT IN MANY DIFFERENT WAYS...

As a shield...

A PARACHUTE...

A SAFETY NET...



A BARRIER...



AS SKIS...

AS A RAFT...

As a club...

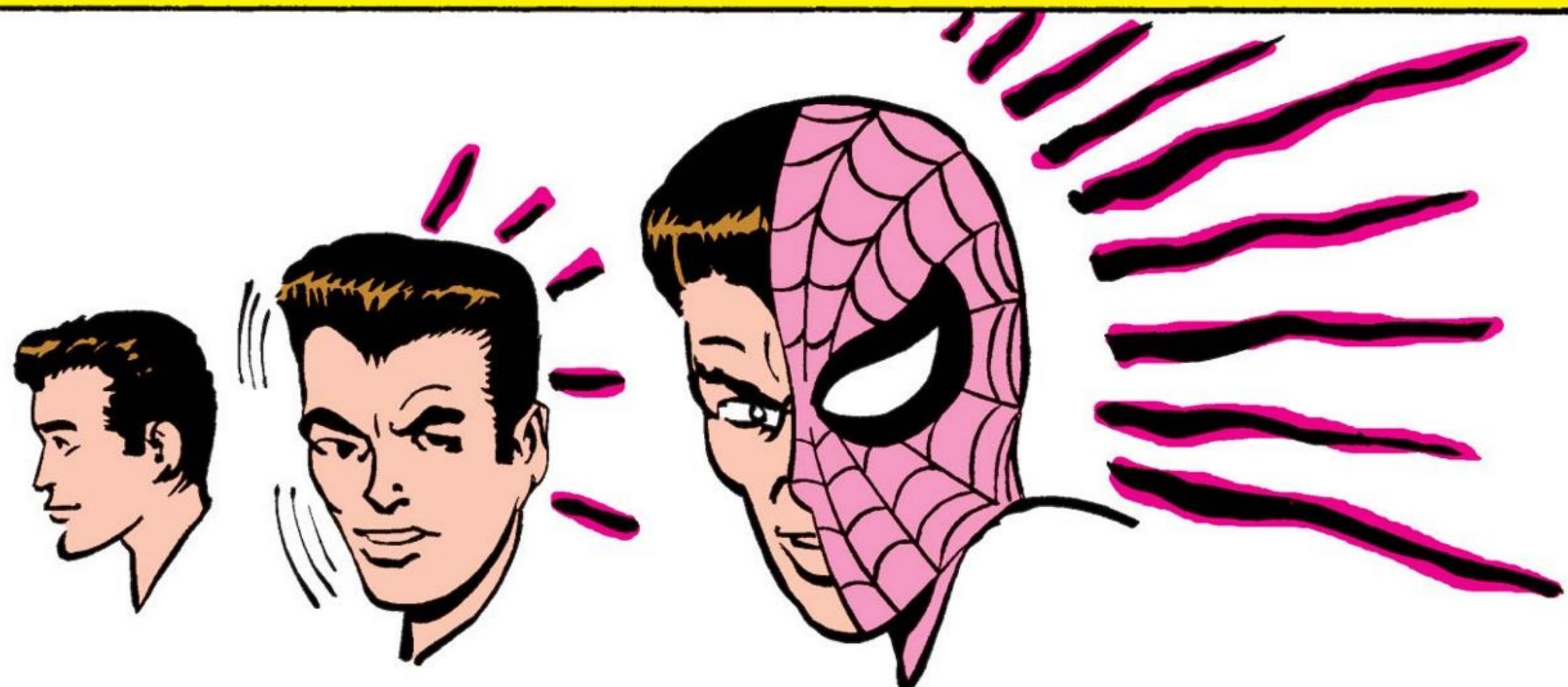
OR PLAIN,
SIMPLE
STICKY
GLUE!

A BALL



SPIDEY'S SPIDER SENSES!

ANOTHER OF SPIDER-MAN'S AMAZING POWERS IS HIS ABILITY TO SENSE DANGER! INVISIBLE, UN-DETECTABLE, HIS UNCANNY SPIDER SENSE ALERTS HIM TO ANYTHING OUT OF THE ORDINARY!



EVEN IN TOTAL DARKNESS, HE IS NEVER HELPLESS, THANKS TO HIS SPIDER-SENSE!



IT'S LIKE HAVING EYES IN THE BACK OF YOUR HEAD! SPIDEY IS ALMOST IMPOSSIBLE TO AMBUSH FROM BEHIND!

AND NOW, FOR THE BENEFIT OF MANY INTERESTED FANS WHO HAVE ASKED WHY WE SHOW OL' WEB-HEAD WITH THOSE RADIATING LINES AROUND HIM SO OFTEN, OR WITH HIS HALF-PETER PARKER, HALF-SPIDER-MAN FACE... WE DO IT MERELY TO HEIGHTEN THE DRAMA! NOTE HOW MUCH LESS INTERESTING IT WOULD LOOK WITHOUT THOSE EFFECTS...



OR, SEE THIS EXAMPLE...

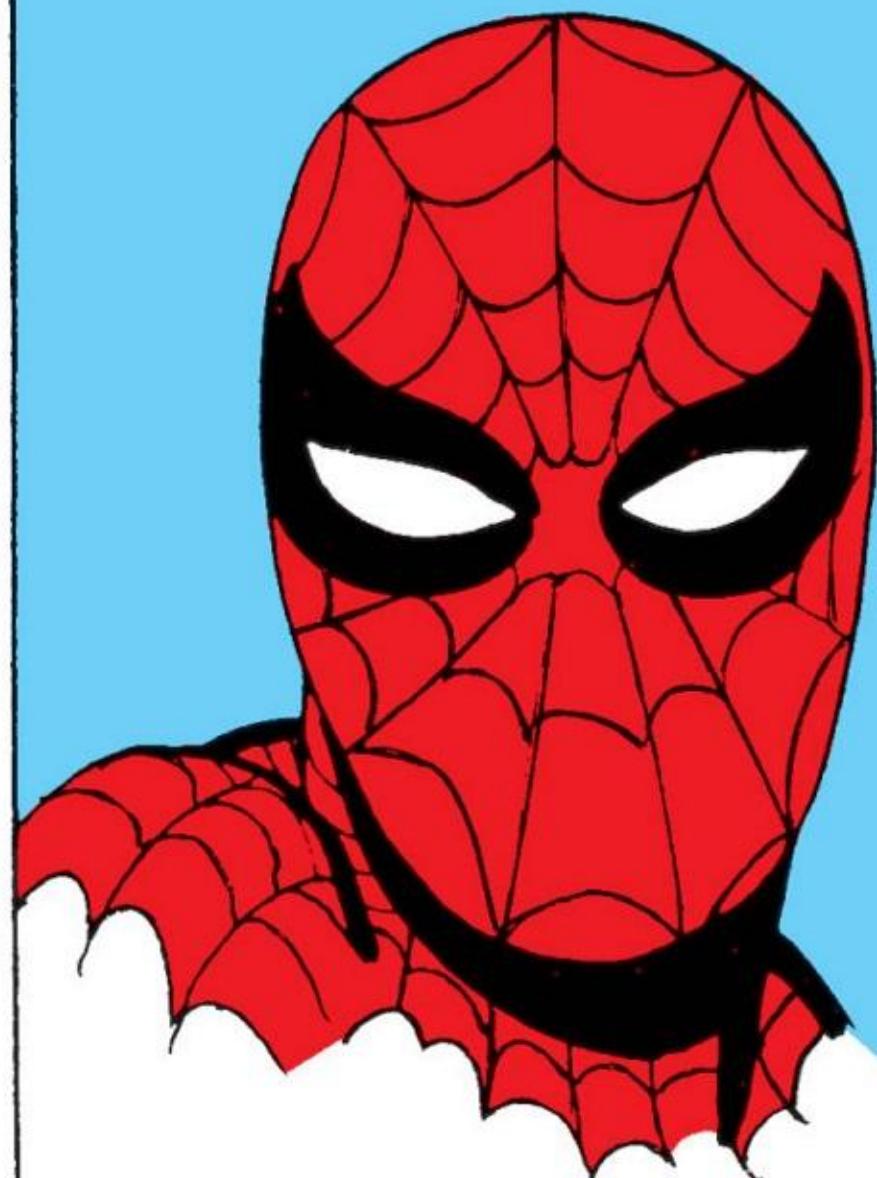


STAN AND STEVE TAKE DRAMATIC LICENSE BY SHOWING EFFECTS SUCH AS THOSE DEPICTED ABOVE! NATURALLY, WE DO NOT MEAN TO IMPLY THAT OTHER CHARACTERS IN THE STORY SEE THEM... ANY MORE THAN WE IMPLY THAT OTHER CHARACTERS SEE THE THOUGHT BALLOONS WHICH APPEAR OVER PEOPLE'S HEADS! OKAY? OKAY!

The SECRET of SPIDER-MAN'S MASK

PERHAPS YOU ARE ONE OF THE MANY READERS WHO HAVE WRITTEN US TO ASK WHY SPIDEY'S EYES DON'T SHOW THROUGH HIS MASK'S EYELETS? WELL, THERE REALLY IS A REASON!

THE WHITE AREAS IN SPIDEY'S EYE CUT-OUTS ON HIS MASK ARE REALLY CLEVER PLASTIC LENSES OF THE TWO-WAY MIRROR TYPE! HE CAN SEE OUT VERY CLEARLY, BUT NO ONE CAN SEE IN! THEREFORE, HE CAN NEVER BE RECOGNIZED BY THE COLOR OF HIS EYES!



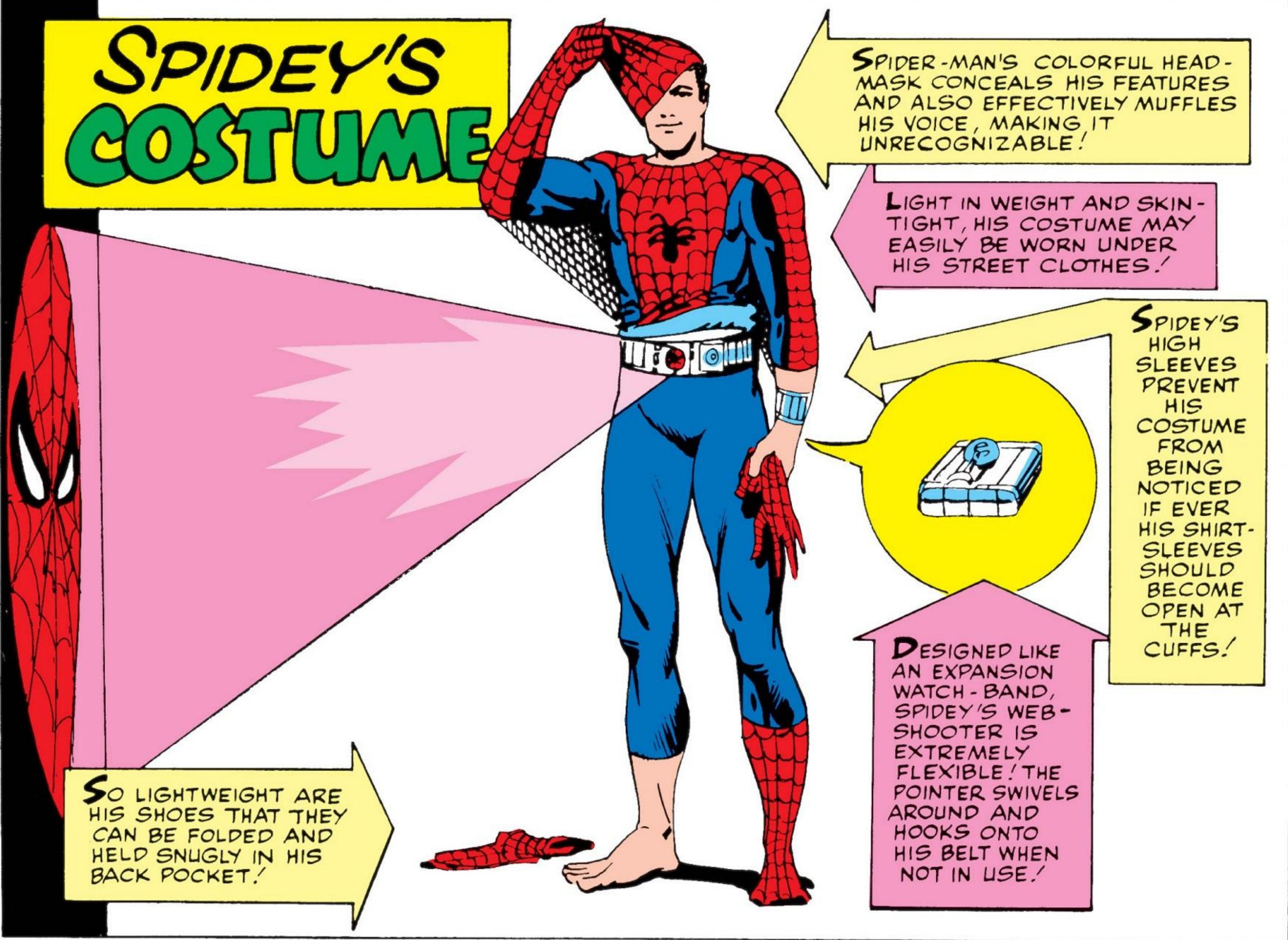
THESE INGENIOUS PLASTIC LENSES ALSO PROTECT HIS EYES FROM DUST, DIRT, AND THE GLARE OF THE SUN!

SPIDER-MAN'S COLORFUL HEAD-MASK CONCEALS HIS FEATURES AND ALSO EFFECTIVELY MUFFLES HIS VOICE, MAKING IT UNRECOGNIZABLE!

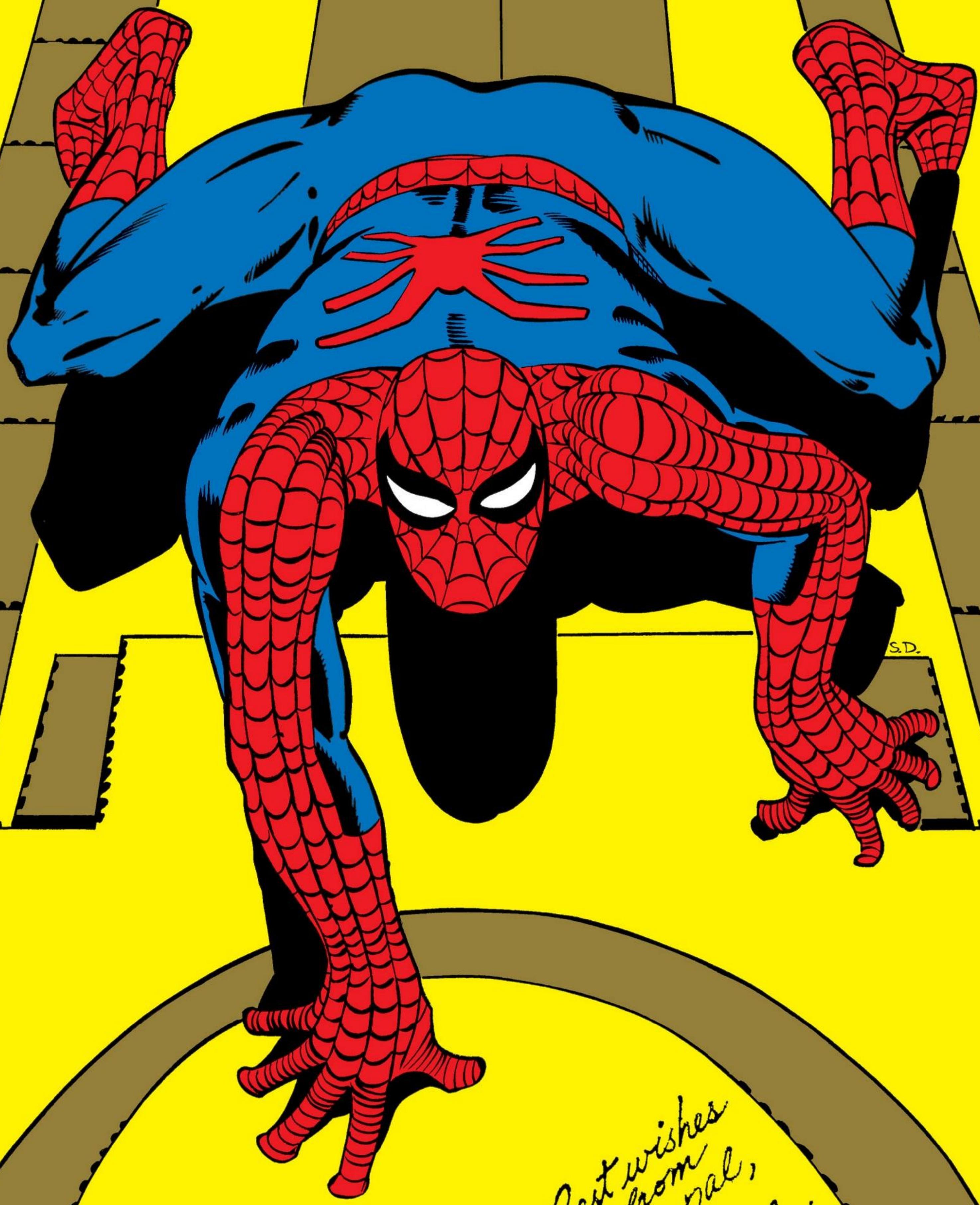
LIGHT IN WEIGHT AND SKIN-TIGHT, HIS COSTUME MAY EASILY BE WORN UNDER HIS STREET CLOTHES!

SPIDEY'S HIGH SLEEVES PREVENT HIS COSTUME FROM BEING NOTICED IF EVER HIS SHIRT-SLEEVES SHOULD BECOME OPEN AT THE CUFFS!

DESIGNED LIKE AN EXPANSION WATCH-BAND, SPIDEY'S WEB-SHOOTER IS EXTREMELY FLEXIBLE! THE POINTER SWIVELS AROUND AND HOOKS ONTO HIS BELT WHEN NOT IN USE!



PETER PARKER AS.. SPIDER-MAN



PETER PARKER'S FAVORITE HEEL and Heart-Throb



PETER PARKER'S CLASSMATES

PETER IS A SENIOR AT MIDTOWN HIGH SCHOOL, IN FOREST HILLS! POSSESSING ONE OF THE HIGHEST INTELLIGENCE QUOTIENTS ON RECORD, HE HAS A STRAIGHT "A" AVERAGE IN ALL SUBJECTS, BUT HIS MAIN INTEREST IS SCIENCE! THIS IS A TYPICAL SCENE IN PETE'S SCIENCE CLASS, JUST BEFORE THE STARTING BELL RINGS ...

I'D LIKE TO RECOMMEND PARKER FOR A SCHOLARSHIP AT GRADUATION TIME, PRINCIPAL DAVIS!

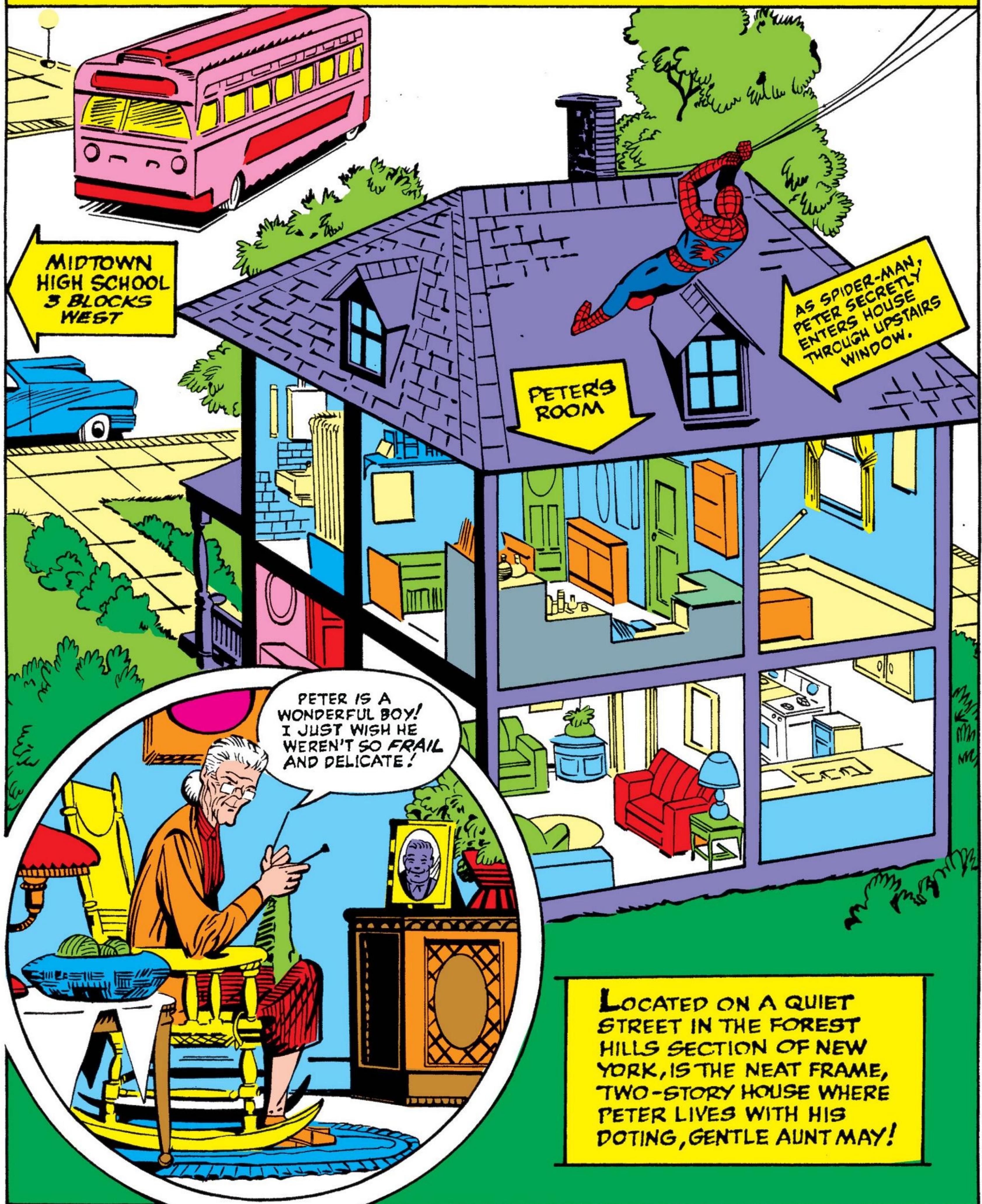
I AGREE WITH YOU, MR. WARREN! I'VE HAD MY EYE ON HIM FOR QUITE SOME TIME! AN EXCELLENT STUDENT!

HEY, DON'T MAKE TOO MUCH NOISE FLEXING YOUR MUSCLES, FLASH! YOU MIGHT DISTURB BOOKWORM PARKER!

SOMEDAY I'LL PROVE TO THEM THAT BEING A BOOKWORM ISN'T A BAD THING! IN FACT, THERE ARE MORE GREAT ATHLETES WHO ARE GOOD STUDENTS, THAN AREN'T!



PETER PARKER'S House



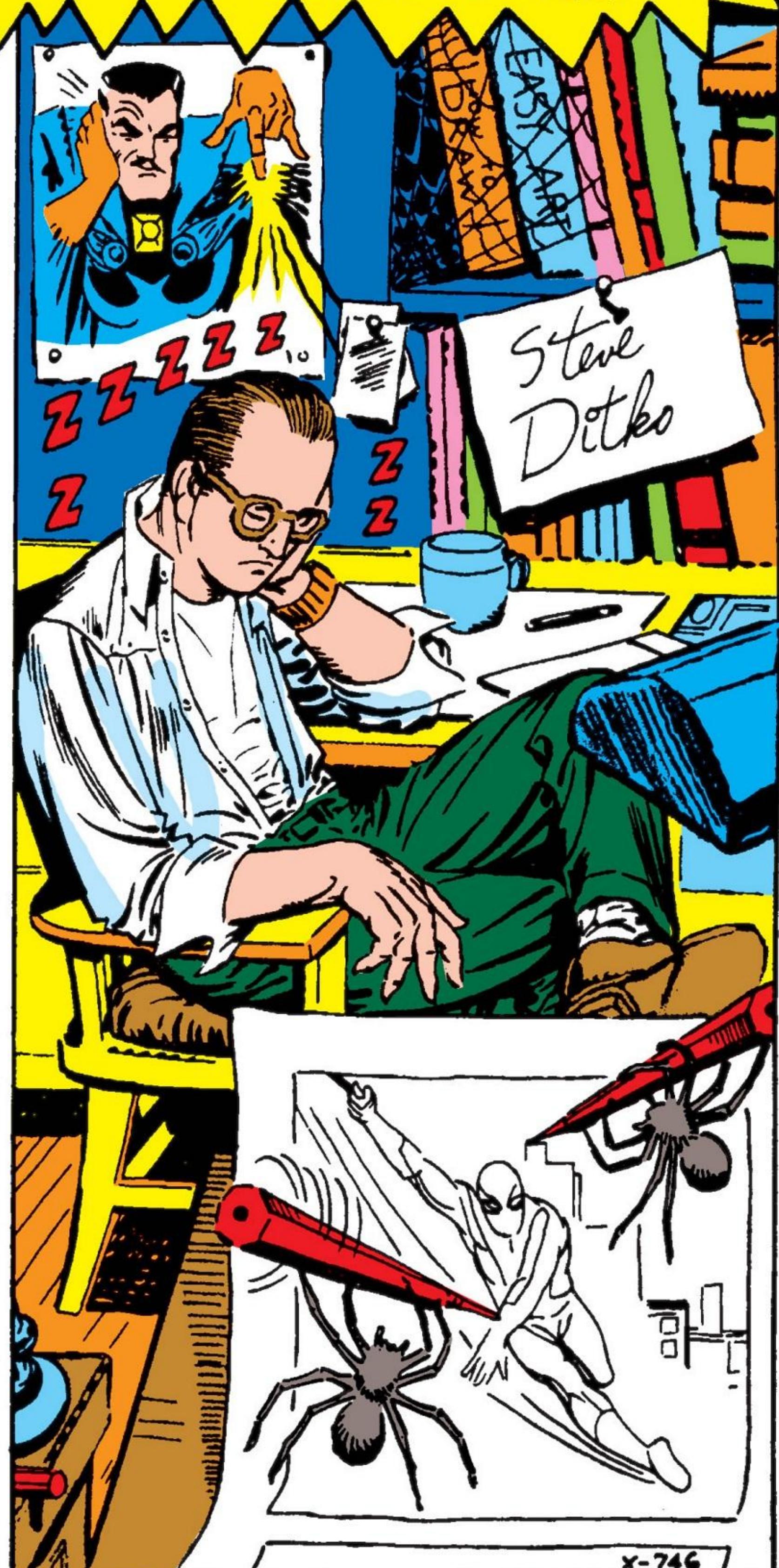
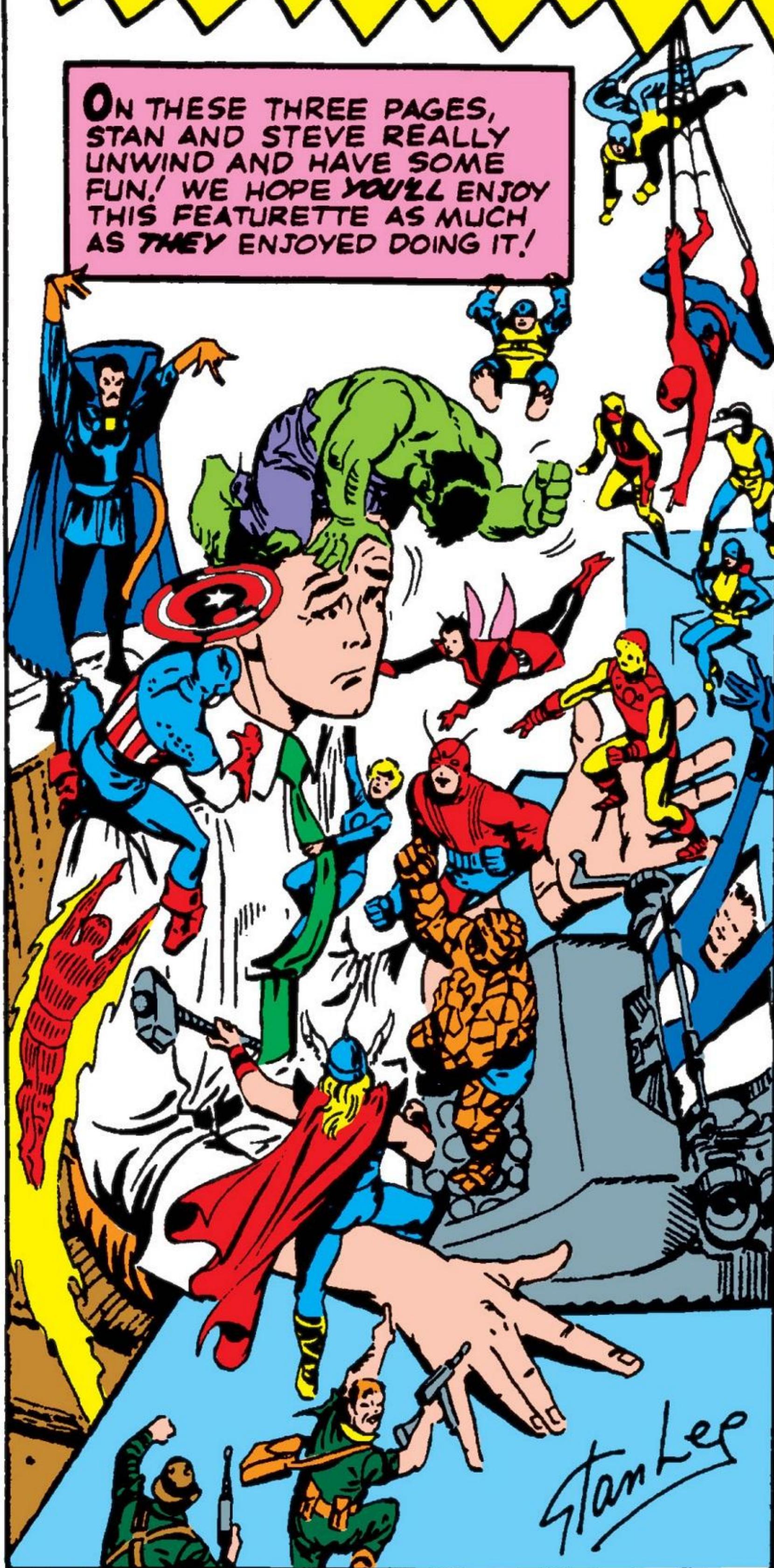
GUEST STAR PAGE

FOR YOUR MARVEL SCRAPBOOK, WE PRESENT THIS PIN-UP OF SPIDEY BATTLING THE FABULOUS FANTASTIC FOUR AND THE INCREDIBLE HULK! THIS PAGE IS CERTAIN TO BECOME A COLLECTOR'S ITEM DUE TO THE FACT THAT OUR FIVE GUEST STARS ARE DRAWN IN THE SOMEWHAT DIFFERENT DITKO STYLE!



HOW STAN LEE and STEVE DITKO CREATE SPIDER-MAN!

ON THESE THREE PAGES,
STAN AND STEVE REALLY
UNWIND AND HAVE SOME
FUN! WE HOPE YOU'LL ENJOY
THIS FEATURETTE AS MUCH
AS THEY ENJOYED DOING IT!



FOR SOME UNKNOWN REASON,
INSPIRATIONS ONLY SEEM TO COME
TO OL' STAN IN THE MIDDLE OF
THE NIGHT...

WOWEE! WHAT
AN IDEA FOR A
SPIDER-MAN
EPIC!
VA VA VA
VOOM!

I'D BETTER
PHONE STEVE
AND WAKE HIM
RIGHT UP! HE
WON'T MIND!



AND SO, A SHORT TIME LATER...

--HOW ABOUT
THAT, STEVEY
BOY?? AND JUST
FOR KICKS, WE'LL
DO TWELVE
PANELS TO EACH
PAGE!

WADDAYA MEAN
WE?? I DO THE
DRAWING WHILE
YOU PRACTICE
SIGNING YOUR
NAME ALL
OVER!



LOOK, BUB!
WHO GAVE
YOU YOUR
FIRST JOB?
TAUGHT YOU
HOW TO
DRAW?
BOUGHT YOU
YOUR FIRST
PAIR OF
SHOES?

I DUNNO--WHO?
IT SURE WASN'T
YOU, LEE! I WAS
A HAPPY MAN TILL
WE TEAMED UP!
NOW, EVEN MY
ULCERS HAVE
ULCERS!!



AFTER THE USUAL FRIENDLY STORY
CONFERENCE, STAN GIVES STEVE
THE SCRIPT AND THEN LEAVES TO
HAVE A SIMILAR FIGHT WITH JACK
KIRBY! MEANWHILE, STEVE BEGINS
WORK ON THE NEW SPIDER-MAN
TALE...

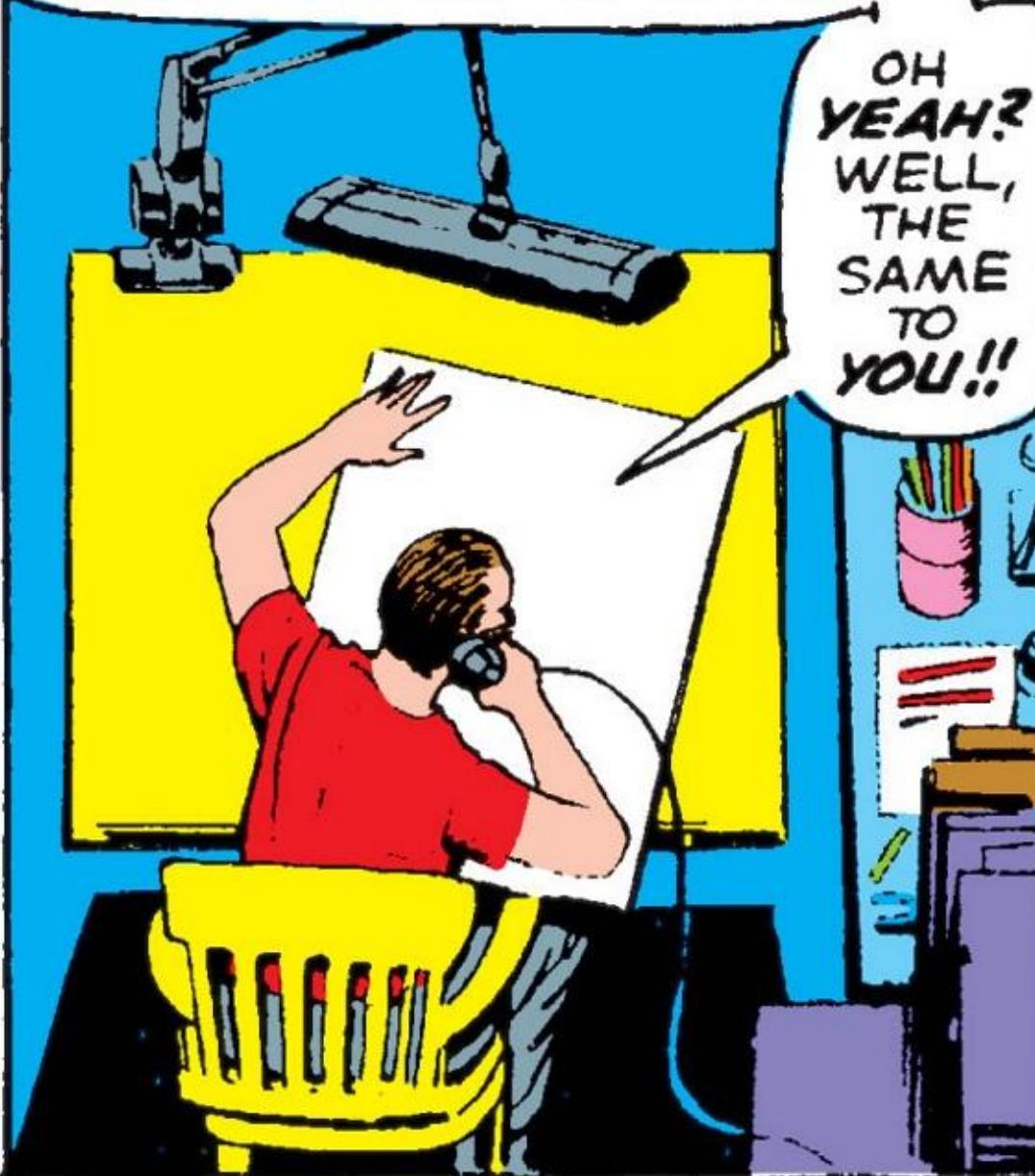
THERE'S A SCENE IN
THE STORY INVOLVING
THE STATUE OF
LIBERTY! I'D BETTER
GET SOME
REFERENCE MATERIAL
FOR MYSELF!



A FEW HOURS LATER, SUNNY STEVE
GETS ANOTHER CHEERY CALL FROM
STAN...

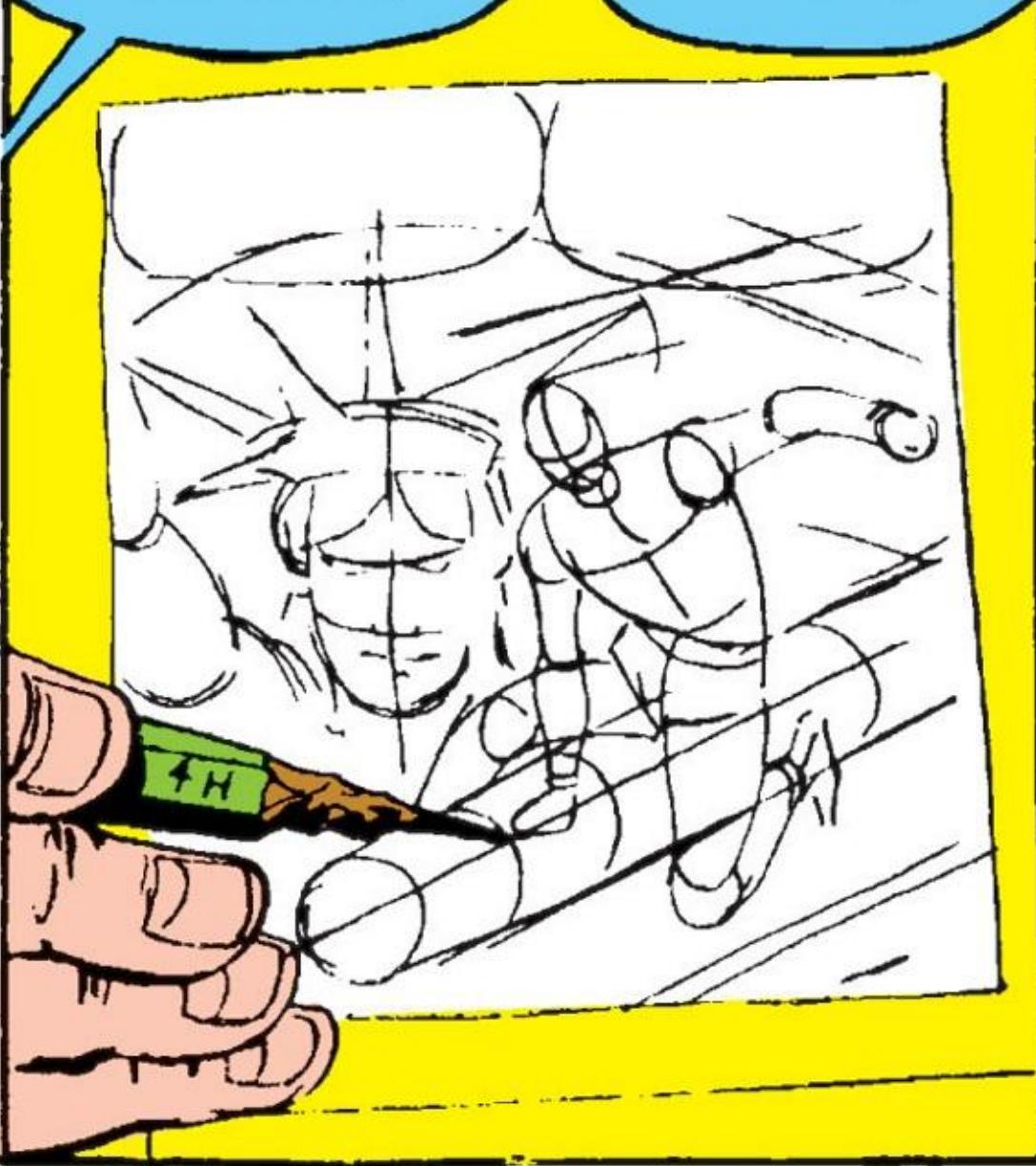
LEE, YOU'RE A **NUT!** HOW
CAN THE STRIP BE TWO WEEKS
LATE ALREADY?? YOU JUST **GAVE**
IT TO ME THIS MORNING!!!

OH
YEAH?
WELL,
THE
SAME
TO
YOU!!



MILLIONS OF
WRITERS IN THE
BUSINESS, AND
I HAVE TO
TEAM UP WITH
AN EAGER BEAVER!

OH WELL, I
MIGHT AS
WELL START
ROUGHING
IN THE
FIRST
PANEL...



THERE! THAT'S A PRETTY
FAIR LAYOUT! NOW I'LL
JUST IMPROVE THE
PROPORTIONS A LITTLE!

OH NO! THAT
CAN'T BE STAN
AGAIN??!

BRINNG
~~~~~



NO--I'M NOT  
FINISHED YET!  
I JUST  
STARTED!!

AWWW, GO  
WRITE  
YOURSELF A  
**DICTIONARY!**

HOW COME  
YOU'RE  
ALWAYS  
CALLIN'  
**ME??** HASN'T  
DICK AVERS  
GOT A  
PHONE??



FINALLY, THE STORY IS ALL DRAWN IN PENCIL, AND STAN AND STEVE ONCE AGAIN HAVE A CONFERENCE...

PTUI! IT LOOKS LIKE YOU'RE LEARNING TO DRAW WITH YOUR EYES SHUT!

YOU SHOULD TALK AFTER THAT CORNY SCRIPT YOU WROTE!

WADDAYA MEAN "CORNY"? I COPIED IT FROM ONE OF THE BEST CLASSICS I COULD FIND!

AND SO, THE HOURS SPEED PLEASANTLY BY, AMIDST AN ATMOSPHERE OF CALM UNDERSTANDING AND GENIAL GOOD-FELLOWSHIP...

MY FRIEND SAM CAN WRITE BETTER THAN YOU-- AND HE'S A COCKER SPANIAL!

AH HA!! HE'S PROBABLY THE ONE WHO DOES YOUR INKING FOR YOU!

HOW COME YOU DON'T USE SOME OF THOSE GAGS IN YOUR SCRIPTS??

WHAT FOR? YOU'D ONLY RUIN 'EM WITH YOUR UGHE ARTWORK!

BUT, ALL GOOD THINGS MUST COME TO AN END, AND THE STRIP IS FINALLY SENT TO BE LETTERED! THEN, WHEN STEVE GETS IT BACK...

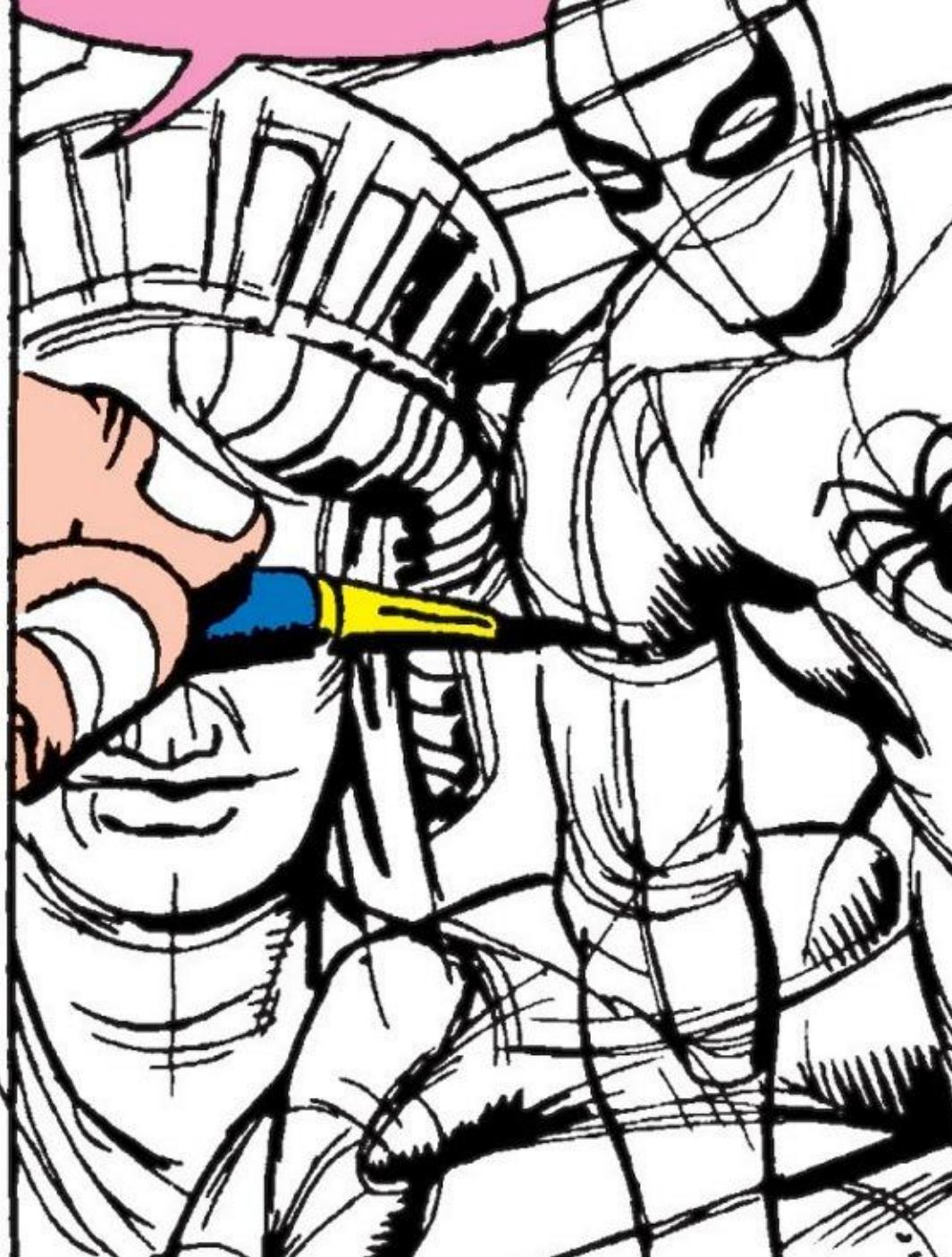
HELLO, OPERATOR? NOW MAYBE IF I GET ANY CALLS I'LL GET THIS FROM A GUY NAMED LEE, TELL HIM I'VE BEEN DRAFTED!



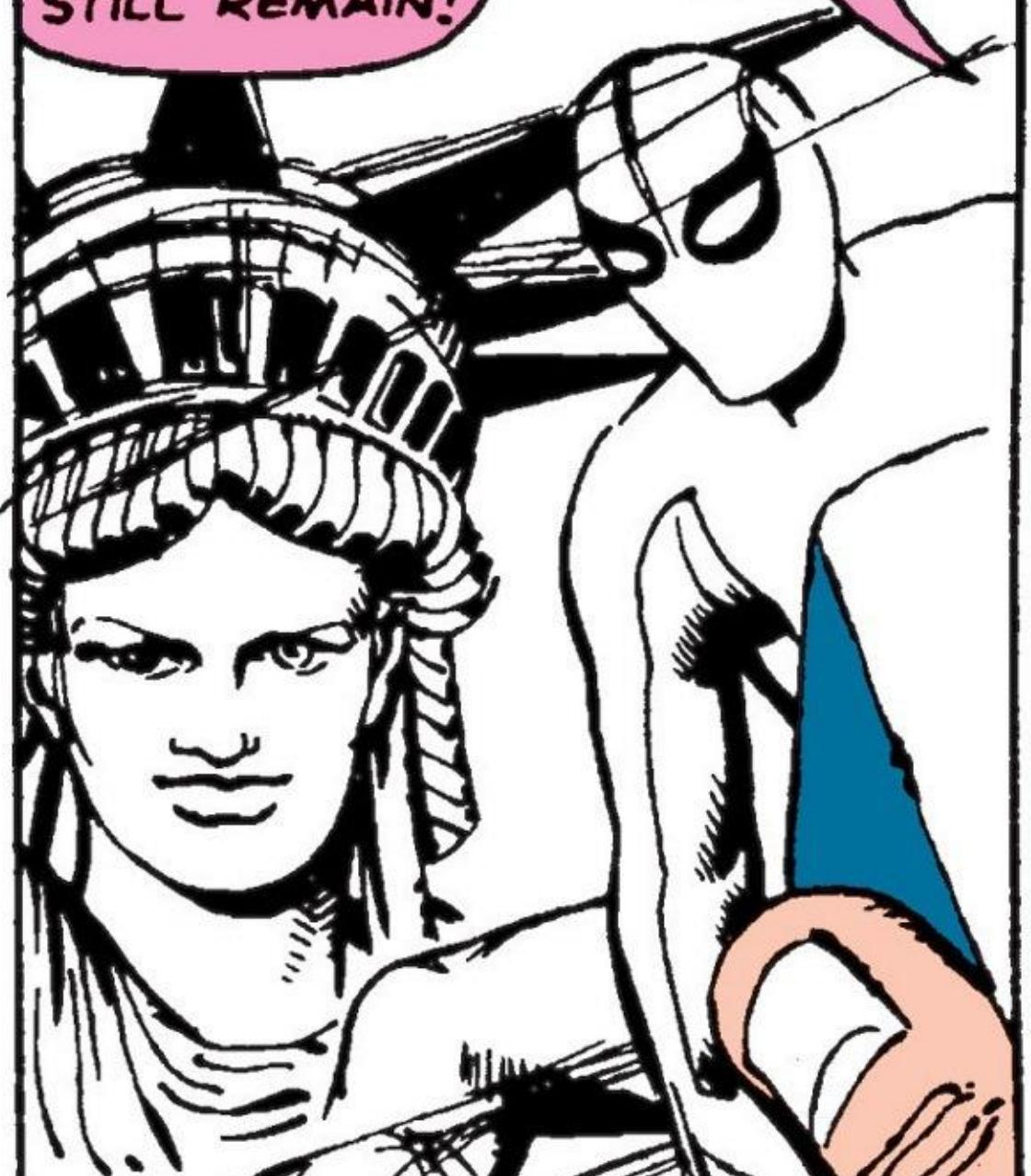
STAN'S PROBABLY WRITTEN THE AVENGERS AND THE X-MEN BY NOW, AND I'M STILL TIGHTENING UP THE DETAILS HERE WITH A FINE PEN-POINT!



NOW I'LL FILL IN THE HEAVY BLACK AREAS WITH MY BRUSH...



THERE! THAT'S ONE PAGE DONE! NOW TO ERASE THE PENCIL LINES WHICH STILL REMAIN!



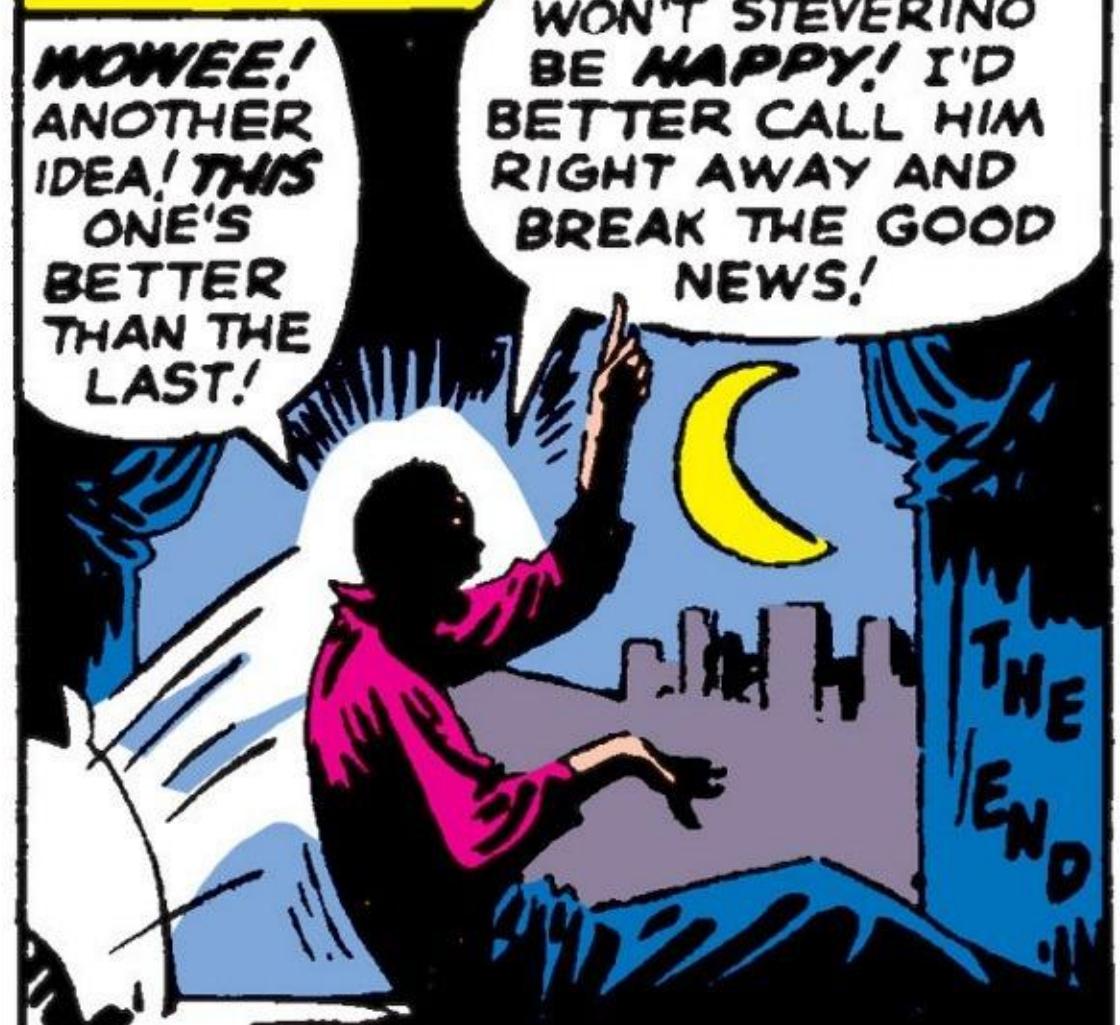
IF ALL THE WEB-LINES I'VE DRAWN WERE LAID END TO END, THEY STILL WOULDN'T BE ENOUGH TO FIT AROUND LEE'S SWELLED HEAD!!



FINALLY, AFTER LONG HARD HOURS OF SLAVING OVER THE DRAWING BOARD, SPARKLING STEVE JOYOUSLY EXCLAIMS...



BUT, AT THAT VERY MOMENT, A SHRILL CRY OF UNRESTRAINED EXCITEMENT PIERCES THE SILENT MIDNIGHT AIR...



NATURALLY, DEAR FRIENDS, WE'RE ONLY KIDDING! BUT WAIT TILL NEXT "ANNUAL" TIME! WE'LL PROBABLY HAVE SPIDEY TELL HOW HE CREATED STAN AND STEVE!

