



**MARVEL COMICS**  
**SPIDER-MAN**  
SEPT '96 72

**HEROES REBORN**  
**UPDATE INSIDE!**



THIS MONTH'S  
**MUST-READ**  
MARVEL COMICS

DIRECT EDITION



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\$1.95 US \$2.75 CAN

**ONSLAUGHT**  
**IMPACT 2**

**JAB**  
**WAREZ**





LIFE USED TO  
BE SO SIMPLE.

I WAS PETER PARKER...  
THE AMAZING SPIDER-MAN.



THEN THINGS HAPPENED...  
THINGS CHANGED...

...AND NOW I'M CONTENT TO  
FILL MY WAKING HOURS AS A  
HUSBAND, A FATHER-TO-BE,  
AND A STAFF PHOTOGRAPHER  
FOR THE DAILY BUGLE.



NOT A  
BAD LIFE...  
REALLY.



IT'S NOT LIKE LIFE HAS GOTTEN  
ANY LESS INTERESTING SINCE I  
LOST MY SPIDER-POWERS.



GUESS I SHOULDN'T  
SAY "LOST"... THEY  
HAVE STARTED COMING  
BACK... SPORADICALLY.



RIGHT NOW I COULD REALLY USE  
THE PROPORTIONATE STRENGTH  
OF A SPIDER. NOT TO MENTION  
THE WALL-CLIMBING ABILITIES.



AN HOUR AGO I WAS ON THE  
WAY HOME FROM A STAY IN THE  
INTENSIVE CARE WARD OF NEW  
YORK UNIVERSITY MEDICAL CENTER  
WITH THE LOVE OF MY LIFE, THE  
WOMAN WHO IS CARRYING MY  
CHILD, MARY JANE PARKER. \*

\*SEE AMAZING  
SPIDER-MAN  
#415 - 1st Ed.



SUDDENLY, JUST WHEN  
WE THOUGHT THINGS WERE  
STARTING TO LOOK UP FOR US...





# ...THE WORLD'S GONE MAD!

A STAN LEE  
Presentation  
brought to  
you by --  
**HOWARD  
MACKIE/  
JOHN  
ROMITA JR./  
AL  
WILLIAMSON**  
Story  
and  
Art

TOOK MARY JANE TO THE RELATIVE  
SAFETY OF THE DAILY BUGLE BUILDING.  
HAD TO GET AS FAR AWAY FROM  
MARY JANE AS POSSIBLE.


THE SENTINELS  
TARGETED ME AS  
A THREAT WHEN MY  
SPIDER-POWERS  
CAME BACK. THEN  
LEFT ME ALONE  
WHEN THE POWERS  
FADED.

CAN'T RISK  
BEING NEAR HER  
AND THE BABY  
WHEN MY POWERS  
DECIDE TO KICK  
BACK IN.


**RICHARD  
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SPIDER-MAN® Vol. 1, No. 72, September, 1996. (ISSN #1063-6667) Published by MARVEL COMICS, Gerard Calabrese, President, Stan Lee, Publisher. OFFICE OF PUBLICATION: 367 PARK AVENUE SOUTH, NEW YORK, NY 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1996 Marvel Characters, Inc. All rights reserved. Price \$1.95 per copy in the U.S. and \$2.75 in Canada. Subscription rate for 12 issues: \$23.40 U.S.; \$36.40 foreign; and Canadian subscribers must add \$10.00 for postage and GST. GST #R127032852. 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-MAN (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO SPIDER-MAN, c/o MARVEL DIRECT MARKETING INC./SUBSCRIPTION DEPT., P.O. BOX 1979, DANBURY, CT 06813 1979. TELEPHONE # (203) 743 5331. Printed in the U.S.A.







I THINK I REMEMBER  
READING IN THE BUGLE  
THAT THE SENTINELS WERE  
ORIGINALLY DESIGNED TO  
"PROTECT THE HUMAN RACE  
FROM THE MUTANT MENACE."



WELL, OBVIOUSLY, SOMEONE'S  
CROSSED THEIR WIRES, BECAUSE  
I DON'T SEE A WHOLE LOT OF  
PROTECTING GOING ON.



SO, FOR NOW, ALL I  
CAN DO IS STAND HERE  
AND SNAP PICTURES WHILE  
THESE GIANT ROBOTS  
TERRORIZE THE CITY...



... AND HOPE THAT MY  
SPIDER-POWERS COME  
BACK IN TIME FOR ME  
TO MAKE A DIFFERENCE.



LIKE I SAID...

... LIFE USED TO  
BE SO SIMPLE.

YOU COULDED IT  
IN ASMURRY  
REPUBLIC KAT





WHOA!

THAT WOULD BE MY  
SPIDER-SENSE  
RETURNING.

WHICH  
MEANS —

GETTING A  
MAJOR BUZZ  
CUTTING THROUGH  
MY HEAD.



# --SPIDER-MAN!

IT DOES FEEL WEIRD  
TO BE WATCHING HIM  
FROM THE SIDELINES.

IT WASN'T TOO LONG AGO  
THAT IT WOULD'VE BEEN  
ME WEARING THE WEBS.

FOR FIVE YEARS  
IT WAS ME.


THEN THE MAN CALLING HIMSELF  
BEN REILLY CAME BACK AND  
TURNED THE LIFE I THOUGHT  
WAS MINE UPSIDE DOWN.

THAT'S WHEN I FOUND OUT  
I WAS NOTHING MORE THAN  
A CLONE OF THE MAN I  
BELIEVED MYSELF TO BE.

A CLONE  
OF HIM.







BUT HE'S  
BACK.

HE'S GOT HIS LIFE  
AND I'VE GOT MINE...  
OR IS IT THE OTHER  
WAY AROUND?

WHATEVER! HE'S  
THE ONE RISKING  
HIS LIFE RIGHT NOW.

AND IT LOOKS LIKE  
HE'S IN TROUBLE.  
SPIDER-POWERS  
AREN'T BACK AT  
FULL STRENGTH  
YET, BUT...

... I'VE GOT TO  
DO SOMETHING.



BEN IS THE CLOSEST  
THING TO A BROTHER  
I'VE EVER HAD.

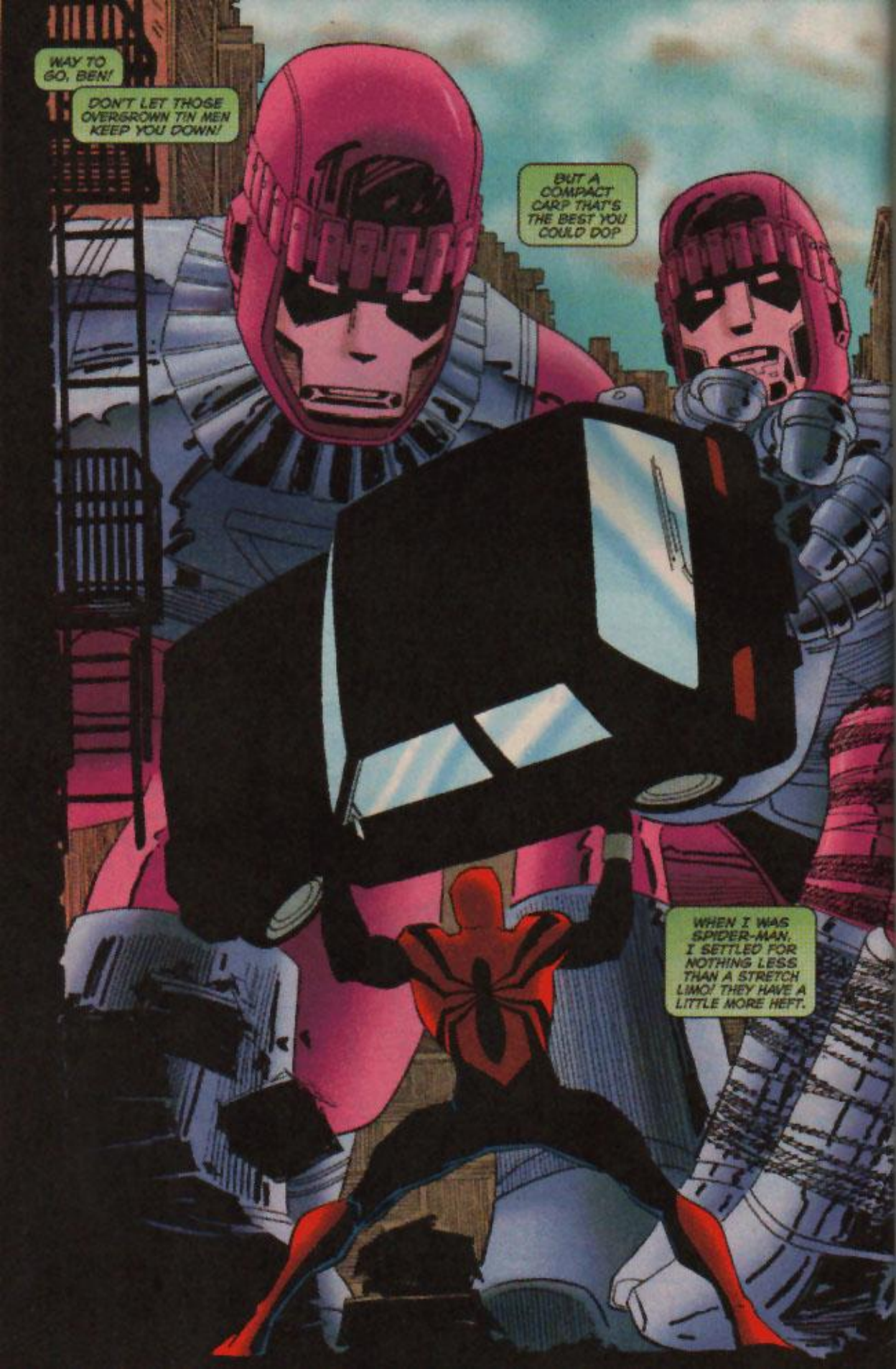
AND I KINDA  
LIKE HIM.

BUT IF HE  
IS ME --

-- OR I'M  
HIM --

-- DOES THAT  
MAKE ME A  
MAJOR LEAGUE  
EGOTIST...  
OR WHAT?



A comic book panel showing Spider-Man in his red and blue suit, lifting a black and white sedan with both hands. He is standing on a rooftop or ledge, looking up at two massive, pink and blue armored robots. The robots have large, segmented heads and are looking down at Spider-Man. The background shows a city skyline with various buildings.

WAY TO  
GO, BEN!

DON'T LET THOSE  
OVERGROWN TIN MEN  
KEEP YOU DOWN!

BUT A  
COMPACT  
CARP THAT'S  
THE BEST YOU  
COULD DO!

WHEN I WAS  
SPIDER-MAN,  
I SETTLED FOR  
NOTHING LESS  
THAN A STRETCH  
LIMO! THEY HAVE A  
LITTLE MORE HEFT.





BUT I GUESS A LITTLE  
WIMPY CAR CAN GET  
YOUR POINT ACROSS  
JUST AS WELL.

OR  
NOT!



LOOKS LIKE THERE  
ARE JUST TOO MANY  
OF THE BIG GUYS  
FOR YOU, BUDDY.

SO...



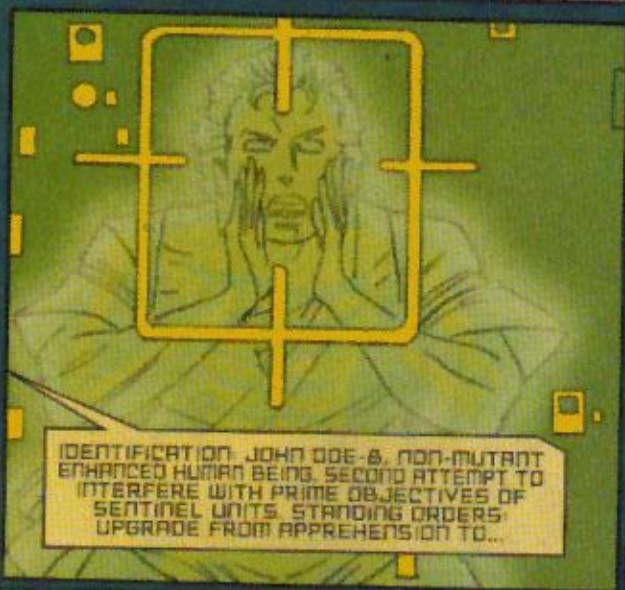


IDENTIFICATION: SPIDER-MAN,  
NON-MUTANT ENHANCED  
HUMAN BEING, STANDING  
ORDERS: TERMINATION.

THIS UNIT  
UNDER ATTACK  
FROM SECONDARY  
SOURCE.



THAT'S  
RIGHT, YOU  
OZ REJECT,  
I'M DOWN  
HERE!



IDENTIFICATION: JOHN DOE-B, NON-MUTANT  
ENHANCED HUMAN BEING. SECOND ATTEMPT TO  
INTERFERE WITH PRIME OBJECTIVES OF  
SENTINEL UNITS. STANDING ORDERS:  
UPGRADE FROM APPREHENSION TO...



...TERMINATION.

LOOKS LIKE I'VE  
GOT HIS ATTENTION.

LUCKY  
ME.





**PETER!**

SURE... GIVE  
THEM MY NAME,  
WHY DON'T YOU?



WAS  
THAT  
NOT MY  
INTENT?

IT'S BAD ENOUGH  
THAT HALF THE  
VILLAINS I'VE EVER  
FACED SEEM TO  
KNOW MY SUPPOSEDLY  
"SECRET" IDENTITY...



... NOW I'M GOING  
TO HAVE TO EXPLAIN  
TO MARY JANE WHY A  
FORTY-FOOT ROBOT IS  
FOLLOWING ME HOME.

GREAT.



# THWAP

THIS UNIT'S OPTICAL RECEPTORS ARE OBSCURED BY A LONG-CHAIN POLYMER OF UNKNOWN ORIGIN.

# THWAP



JUST GREAT! IT'S NOT BAD ENOUGH THAT I STILL DON'T EVEN KNOW WHO THIS **ONSLAUGHT** IS... AND I SEEM TO HAVE MY OWN PERSONAL SENTINEL HIT SQUAD... NOW I'VE GOT TO SAVE **YOUR** BUTT, TOO!

WHAT ARE YOU DOING HERE, PETER?



WOULD YOU BELIEVE JUST TRYING TO LEND A HELPING HAND TO MY BIG BROTHER?

WONDERFUL.

LET'S GET YOU SOMEPLACE SAFE.



A high-angle, low-look-up shot of Spider-Man hanging from a single web strand. He is positioned in the upper right corner. The background is a dense, colorful cityscape with various buildings, windows, and architectural details. The perspective creates a sense of height and isolation.

HOLD ON TIGHT.

FUNNY HOW WHEN YOU DON'T HAVE ANY WEB-SHOOTERS, AND YOUR POWERS ARE FADING IN AND OUT...

... THE GROUND SUDDENLY SEEMS VERY REAL AND VERY FAR DOWN THERE.

**FAZZAT**

HE'S HIT! UNCONSCIOUS AND DROPPING LIKE A STONE.

AND THEY'RE COMING UP FAST!

LET'S SEE IF I REMEMBER HOW TO USE THESE WEB-SHOOTERS.





LIKE YOU  
HAVE TO  
TELL ME  
THAT!

YOU  
KNOW,  
BEN...

... YOU  
CAN JUST  
DROP ME OFF  
ANYWHERE. WHEN  
I SAY DROP  
I MEAN...



A FINGER  
HERE.



A "THWIP"  
THERE.




AND VOILA...  
A WEB-CHUTE.




HEY! IT'S  
DARK IN  
HERE!





HE'S COMING  
AROUND.



GOOD. I  
DON'T THINK  
WE'VE GOT  
MUCH TIME.

WHERE  
THE --P



RELAX,  
WE SEEM TO  
HAVE LOST THEM  
FOR NOW.


EITHER  
THIS STACK  
IS SHIELDING US  
FROM THEIR PROBES  
OR THEY'VE GOT  
SOMETHING  
ELSE TO  
DO.

EITHER  
WAY... CATCH  
A BREATH AND  
LET'S GET  
MOVING.

HOW...P


IT'S AMAZING  
HOW THE FEAR OF  
KISSING THE PAVEMENT  
FROM SEVERAL HUNDRED  
FEET UP WILL GET THE  
BLOOD RUSHING  
TO THE BRAIN.

SO WHERE ARE  
WE? SOMEHOW THIS  
PLACE SEEMS FAMILIAR.



NOW I REMEMBER! BUT I THINK THE  
LAST TIME I WAS IN A *SMOKESTACK*  
I WAS BY MYSELF... SUPPOSEDLY  
DEAD, AND YOU PUT ME THERE  
TO CREMATE ME.

SHHMPH!  
GO FIGURE/  
LOOKS LIKE WE  
AREN'T BURNING  
UP, MR. SCIENCE  
MAJOR!



YEAH... YEAH...  
YEAH... GIVE ME  
A BREAK.

I THOUGHT  
I HAD JUST WATCHED  
MY CLONE DIE! GUESS  
I WASN'T THINKING  
STRAIGHT. SO  
SUE ME!

NOW  
LET'S FIND A  
WAY OUT OF HERE  
THAT ISN'T SKYWARD!





STILL FALLING  
BACK ON THE "WOE  
IS ME! MY CLONE DIED,"  
EXCUSE... HUH?

WHAT  
NEXT...? MY  
PARENTS CAME  
BACK FROM THE  
DEAD AND TURNED  
OUT TO BE LIFE  
MODEL  
DECOYS?



I OUGHTA..!

I THINK  
YOU JUST DID.  
MEANWHILE,  
I...



... FOUND  
US A WAY  
OUT.



SO WHAT DO  
WE DO NEXT,  
BEN?

WE DO  
NOTHING.

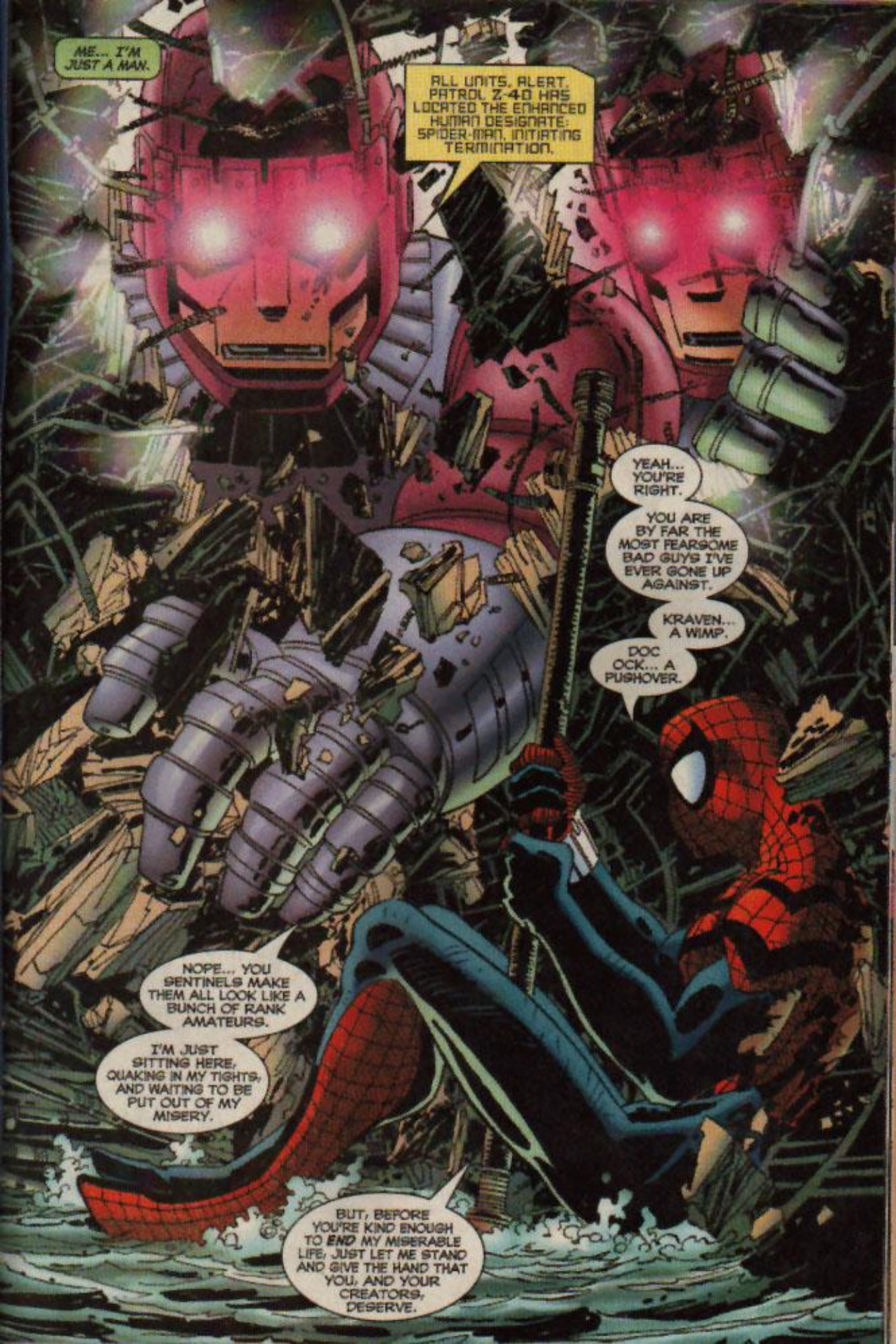
IN CASE  
YOU HAVEN'T  
NOTICED, **THIS** IS  
A SPIDER-MAN  
THING.

AND I  
DON'T NEED ANY  
DISTRACTIONS  
FROM ---







A full-page comic book illustration showing Spider-Man in his red and blue suit, crouched in a pile of rubble. He is looking up at a massive, red, mechanical Iron Sentinel. The Sentinel has a large, blocky head with glowing red eyes and a massive, purple, segmented arm that is reaching down towards Spider-Man. The background is a chaotic scene of destroyed buildings and debris.

ME... I'M  
JUST A MAN.

ALL UNITS, ALERT.  
PATROL Z-40 HAS  
LOCATED THE ENHANCED  
HUMAN DESIGNATE:  
SPIDER-MAN. INITIATING  
TERMINATION.

YEAH...  
YOU'RE  
RIGHT.

YOU ARE  
BY FAR THE  
MOST FEARSOME  
BAD GUYS I'VE  
EVER GONE UP  
AGAINST.

KRAVEN...  
A WIMP.

DOC  
OCK... A  
PUSHOVER.

NOPE... YOU  
SENTINELS MAKE  
THEM ALL LOOK LIKE A  
BUNCH OF RANK  
AMATEURS.

I'M JUST  
SITTING HERE,  
QUAKING IN MY TIGHTS,  
AND WAITING TO BE  
PUT OUT OF MY  
MISERY.

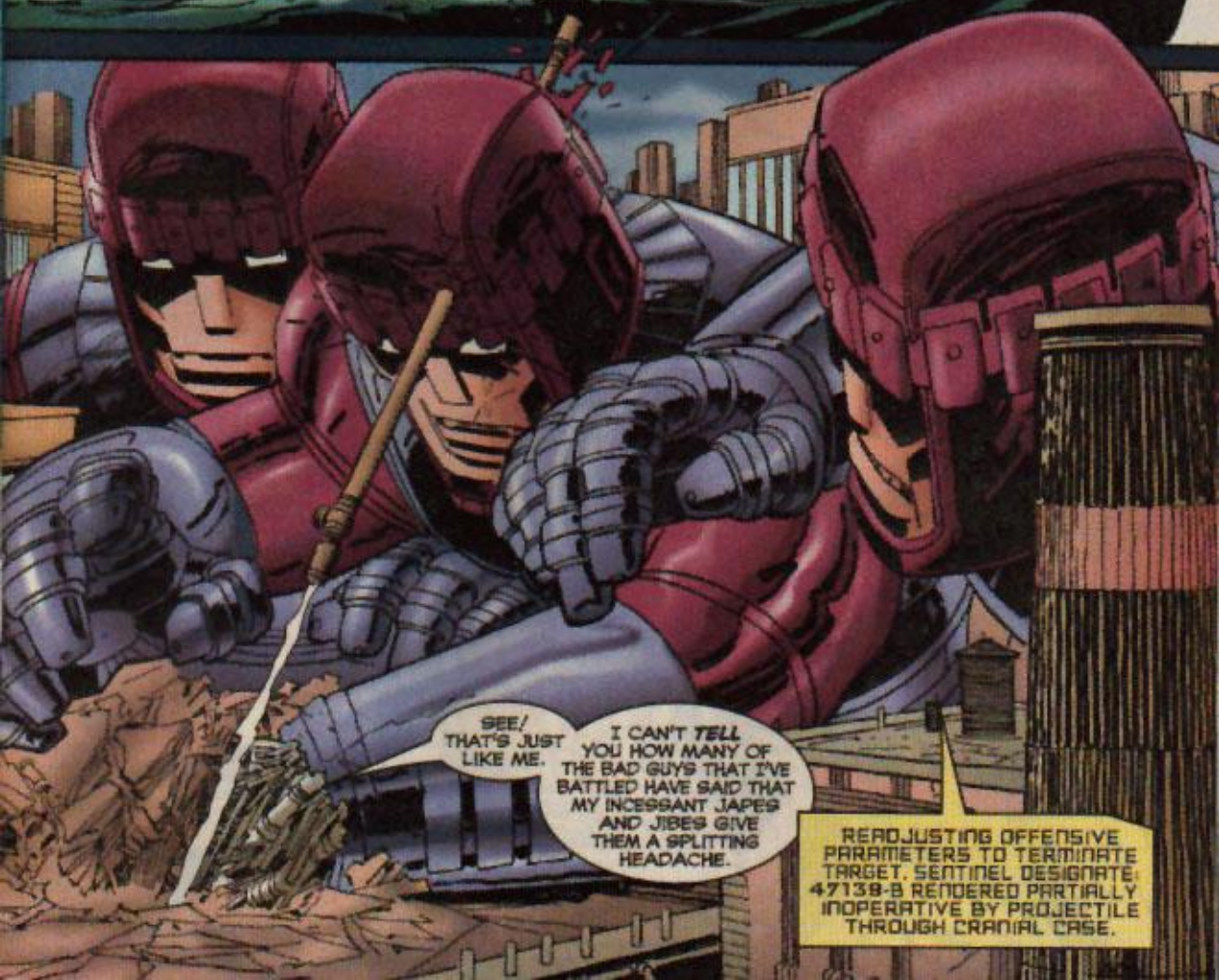
BUT, BEFORE  
YOU'RE KIND ENOUGH  
TO END MY MISERABLE  
LIFE, JUST LET ME STAND  
AND GIVE THE HAND THAT  
YOU, AND YOUR  
CREATORS,  
DESERVE.





PARDON ME,  
DID I SAY GIVE  
YOU A HAND?

MY  
MISTAKE!




SEE!  
THAT'S JUST  
LIKE ME.

I CAN'T TELL  
YOU HOW MANY OF  
THE BAD GUYS THAT I'VE  
BATTLED HAVE SAID THAT  
MY INCESSANT JAPES  
AND JIBES GIVE  
THEM A SPLITTING  
HEADACHE.

READJUSTING OFFENSIVE  
PARAMETERS TO TERMINATE  
TARGET. SENTINEL DESIGNATE:  
47138-B RENDERED PARTIALLY  
INOPERATIVE BY PROJECTILE  
THROUGH CRANIAL CASE.

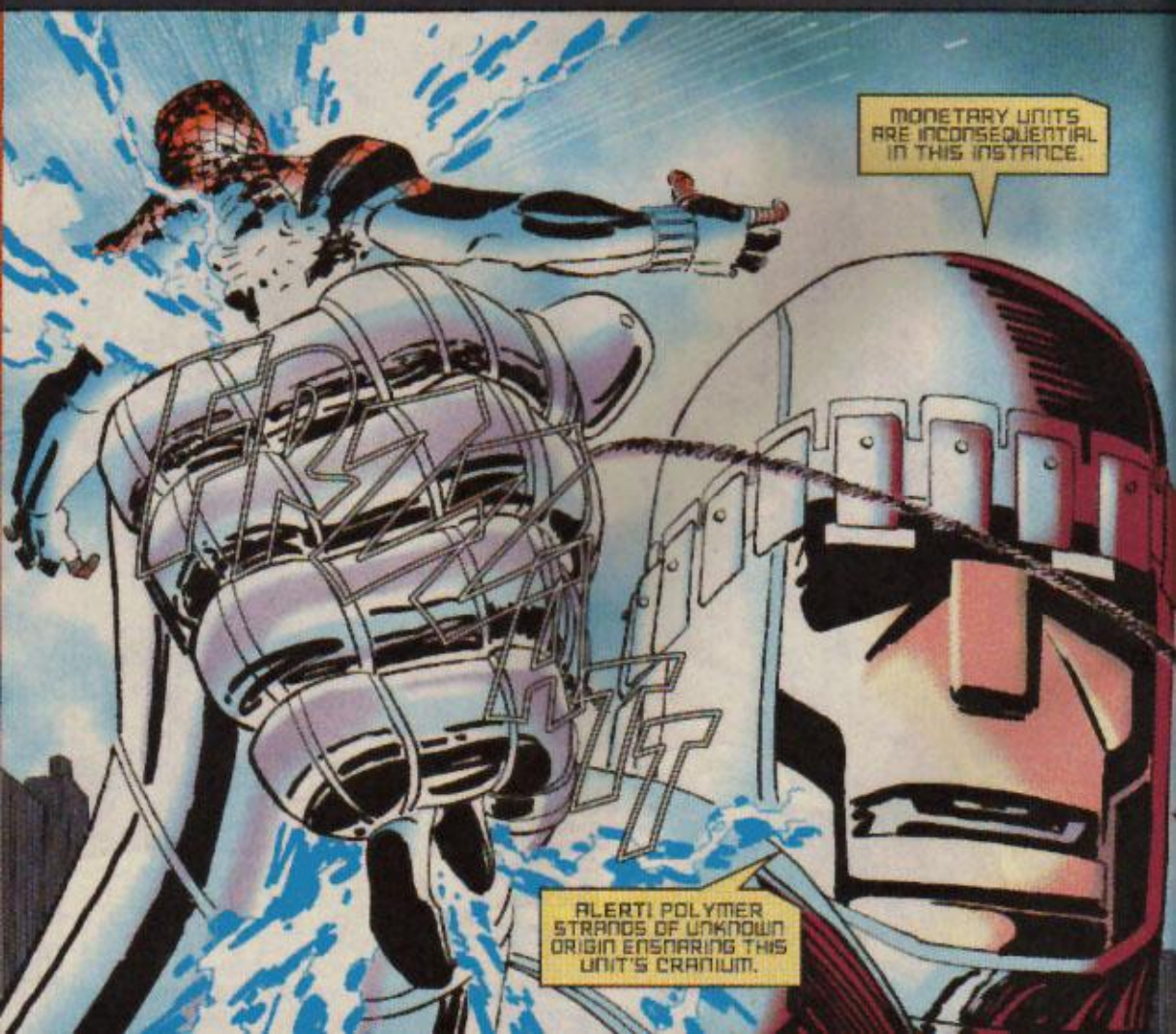


A close-up of Spider-Man in a red and blue mechanical suit, surrounded by large, purple, segmented mechanical arms. The background is dark and industrial.

READJUSTED OFFENSIVE  
SEQUENCE SUCCESSFUL.  
CAPTURE OF TARGET ACHIEVED  
IN 7.9 SECONDS FROM INITIATION.

TERMINATION OF  
OBJECTIVE IMMINENT.


IF  
I HAD A  
NICKEL FOR  
EVERY TIME  
I'VE HEARD  
THAT...!

Spider-Man is shown flying through the air, away from a large, purple, segmented mechanical arm. The background is a bright blue sky with white clouds. In the foreground, a large, metallic, red and silver mechanical structure is visible.

MONETARY UNITS  
ARE INCONSEQUENTIAL  
IN THIS INSTANCE.

ALERT! POLYMER  
STRANDS OF UNKNOWN  
ORIGIN ENSNARING THIS  
UNIT'S CRANIUM.





YOU KNOW,  
I WAS AIMING  
FOR THE NECK,  
BUT ...

COME ON. ALL I  
NEED IS FOR THE  
SPIDER-POWERS  
TO LAST A FEW  
MORE SECONDS.

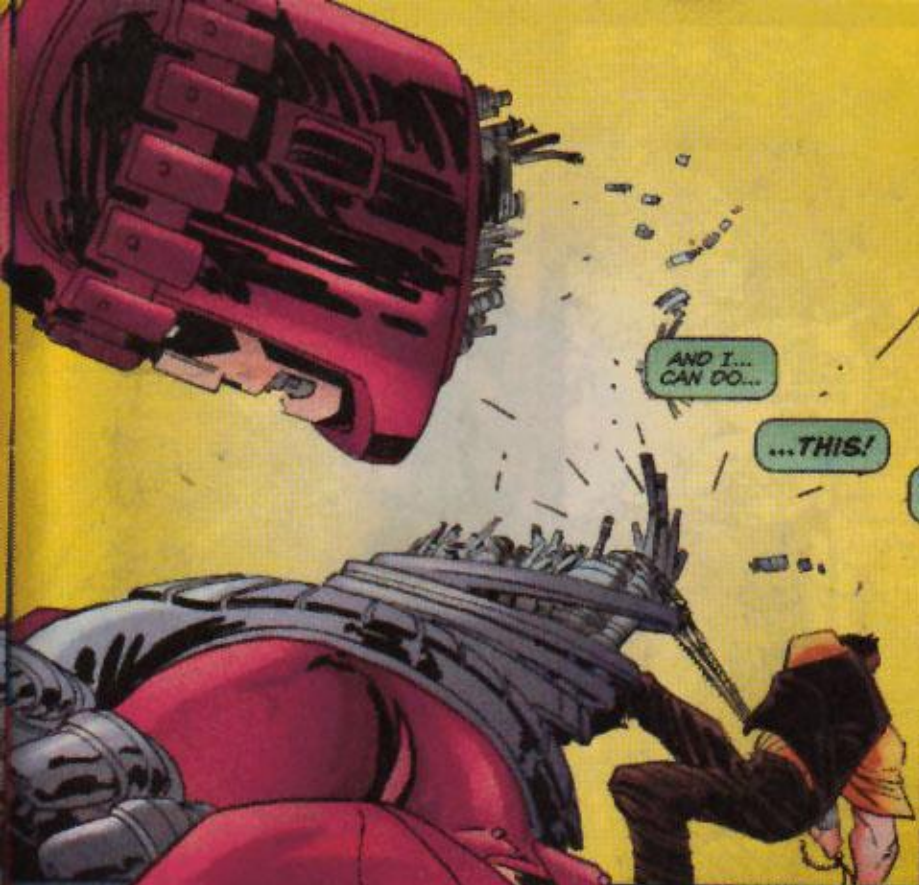
A FEW  
MORE.

AND MAYBE... THIS...  
THIS... AND THIS!

**KLUNK**

**CRACK**





AND I...  
CAN DO...

...THIS!

AND  
THIS.



**THWIP**



**CRACK**

**KLUUNK**

**KLUUNK**

**CRACK**





I'VE GOT TO TELL YOU SOMETHING, BEN...

... I KNOW YOU'RE THE REAL GUY.

AND I KNOW I DON'T HAVE YOUR EXPERIENCE, BUT...

...I WAS **GOOD** AT THIS!



YOU'LL GET NO ARGUMENT FROM ME.

AND THANKS.



SO WHAT DO YOU SAY I GIVE YOU A LIFT BACK DOWN INTO THE TUNNELS...

... AND WE FORMULATE A PLAN ON HOW WE'RE GOING TO RID THIS TOWN OF THE FORTY-ON FOOT PURPLE MEANIES?

DO YOU HAVE ANY IDEA WHAT WE'RE GOING TO BE UP AGAINST?



ABOUT AS MUCH AS YOU DO... SOME GUY NAMED **ONSLAUGHT**. WORD ON THE STREET IS THAT THE AVENGERS AND THE X-MEN ARE TAKING HIM.

FEEL UP TO FINDING THE FIGHT?

A LITTLE BIT MORE SO...

...NOW THAT YOU'RE WITH ME.

DON'T MISS THE UNFORGETTABLE FINAL BATTLE IN:

**MARVEL  
ONSLAUGHT  
UNIVERSE**





YOU'RE BURNING UP! I'M GOING TO CALL A DOCTOR.

NO... REALLY... I'M FINE. JUST GIVE ME A MINUTE AND I'LL...



PETER!



MARY JANE...

... I ...

... LOVE ...

... YOU ...

911? I HAVE AN EMERGENCY! I NEED AN AMBULANCE RIGHT AWAY!

MY HUSBAND IS HAVING A SEIZURE OR SOMETHING --! HE'S NOT BREATHING!



309 AUSTIN AVENUE/ FOREST HILLS!

PLEASE...

...HURRY!



THE AMBULANCE IS ON ITS WAY, PETER. NOW I WANT YOU TO LISTEN TO ME.

WHATEVER IT IS THAT'S HAPPENING TO YOU... **YOU** FIGHT IT!

DO YOU HEAR ME, PETER... **FIGHT!**

I'M NOT GOING TO LET YOU LEAVE ME AND OUR BABY!

FIGHT, PETER...

... PLEASE?

TO BE CONTINUED IN:  
**SPECTACULAR SPIDER-MAN #236!**  
NEXT ISSUE:  
**HAMMERHEAD'S REVENGE!**