



THE GREATEST
RESPONSIBILITY

PART
1
OF 3

Free
Inside:
OVERPOWER
GAME CARD

THE AMAZING SPIDER-MAN

HEY,
SPIDER --
I'VE GOT A
CRUSH
ON YOU!

BAGG &
MAHLSTEDT

INTRODUCING

THE NEW
DOCTOR OCTOPUS

STAN LEE PRESENTS
THE AMAZING
SPIDER-MAN

THE GREATEST RESPONSIBILITY
PART ONE: CROSSROADS

J.M. DeMatteis writer
Angel Medina quest penciler
Mahlstedt and Emberlin inkers
Bill Oakley letterer
Bob Sharen colorist
Fingerroth and Budiansky editors



AREN'T YOU THE ONE
WHO GOT ALL EXCITED WHEN
I OFFERED YOU A CHANCE TO
MAKE A HOLOGRAPHICALLY
PROJECTED JUMP INTO
CYBERSPACE?

WHOEVER DRAINED ALL
THE FILES FROM MY COM-
PUTER BANKS* DIDN'T KNOW
ABOUT THE FAIL-SAFE PRO-
GRAMS I HAD ENCRYPTED
THERE. ALL THEY WERE ABLE
TO GRAB WERE COPIED
FRAGMENTS--

--WHICH WILL
ALLOW ME TO TRACE
ANY MISSING INFORMATION
TO THE SYSTEM IT WAS DOWN-
LOADED INTO.

NOPE.
THAT WASN'T
ME. MUST'VE
BEEN SOME
OTHER BEN
REILLY.

* LAST
ISSUE--
BOB.

DON'T
WORRY.
THIS WON'T
TAKE
LONG.

YOU MEAN--
LIKE THAT
SYSTEM RIGHT
THERE?

BEN--
YOU FOUND
IT!

YEAH.
BUT WHAT
DID I
FIND?

INTERESTING.
THAT CYBER-DOOR
LEADS INTO THE
COMPUTER BANKS
HOLDING THE STOLEN
FILES--

--BUT THOSE
TENTACLE-LIKE
PROJECTIONS APPEAR
TO BE LINKING IT UP TO
A VASTLY LARGER SYSTEM
... WHICH IS COVERTLY
MONITORING THE SMALLER
ONE.

YOU MEAN
WHOEVER HIT US--
HAS SOMEONE ON
THEIR TAIL?

APPARENTLY
SO.

CHOOOSH!!

I THINK
YOU SHOULD
LAUNCH THE
PROBE NOW,
BEN.

BUT BE ALERT. A
SYSTEM THIS SOPHISTI-
CATED IS BOUND TO HAVE
ELABORATE PROTECTION
PROGRAMS IN
PLACE.

JUST WHAT I WAS AFRAID OF! THOSE ARE COMPUTER-GENERATED ANTI-VIRAL PROGRAMS!

STOP BEING SUCH A KNOW-IT ALL!

BREAK OFF CONTACT, BEN! GET OUT OF THERE!

NOT YET! A FEW MORE SECONDS AND WE MIGHT DOWNLOAD ENOUGH DATA TO GET A FIX ON THEIR LOCATION!

LISTEN TO ME-- HOLOGRAPHIC PROJECTIONS OR NOT... THE DANGER FROM THOSE THINGS IS REAL!

YOU'RE ALIVE IN CYBERSPACE-- AND YOU COULD VERY POSSIBLY DIE THERE!

GIVE ME A BREAK! DEFYING DEATH IS MY BUSINESS! I'M THE SCARLET SPIDER, REMEMBER?

I THOUGHT YOU HATED THAT NAME.

OH, THAT'S RIGHT.

TOOM!

FAKK!

SSSSHAAAKKK!



THE WHOLE BLOODY
SYSTEM'S OVERLOADING!
WE'LL NEVER--

DON'T WORRY,
SEWARD--I'VE
GOT YOU!

WHOMP

I'LL SAY THIS:
LIFE SURE IS
INTERESTING.

AREN'T YOU
GLAD I'M AROUND
TO KEEP YOUR LIFE
INTERESTING?

YOU KNOW, THINGS
LIKE THIS NEVER
HAPPENED TO ME
BEFORE I MET
YOU.

FIRST I FIND OUT
I'M NOT THE REAL
PETER PARKER--BUT
HIS CLONE. AND I
TOTALLY LOSE IT. BUT,
HEY, I FIGHT MY WAY
BACK. FIND A SENSE OF
SELF-WORTH. EVERY-
THING LOOKS LIKE IT'S
COMING TOGETHER.

UNTIL THAT
PSYCHIC "TIME-
BOMB" KICKS
IN. TURNS OUT
THE JACKAL
PROGRAMMED
ME TO GO NUTS.
KILL MY WIFE. I
END UP CHASING
MARY JANE
ACROSS HALF
THE CITY.

BUT I FIGHT
BACK AGAIN.
OVERCOME THE
PROGRAMMING.
SAVE HER. SAVE
MYSELF.

EVERYONE
BREATHES A SIGH
OF RELIEF. THE
WORST IS OVER.

PROBLEM IS--I
DON'T KNOW WHAT
OTHER PROGRAMS
PROFESSOR WARREN
SLIPPED INTO MY
UNCONSCIOUS. WHO'S
TO SAY I WON'T GO
PSYCHO AGAIN IN A
YEAR? OR SIX MONTHS?
OR TOMORROW?

I CAN'T
EXPECT MARY
JANE TO LIVE LIKE
THAT! SHE DESERVES
BETTER THAN--

MAYBE.

HEY,
SAILOR--

--COME
HERE
OFTEN?

MARY
JANE!

WHAT
ARE YOU
DOING
HERE?

LOOK, HANDSOME-- I'VE SPENT
A GOOD PART OF OUR MARRIED LIFE SITTING
BY THE WINDOW, WORRYING ABOUT YOU--

--WAITING
FOR YOU TO
COME HOME.

YOU WERE
EXPECTING
SOME OTHER
PREGNANT
REDHEAD?

SO WHEN YOU SLIPPED
OUT TONIGHT, I DECIDED
TO GO AFTER YOU.

NO MORE BROODING ALONE
ON ROOFTOPS. NO MORE HIDING
YOUR PROBLEMS BEHIND THE
MASK.

IT'S
REALLY
BORING.

WE'RE
A FAMILY
NOW.

BUT, MJ-- HOW
CAN YOU EVER TRUST
ME AGAIN? WHAT IF
I'VE BEEN PROGRAMMED
TO--

DO ME A
FAVOR. SHUT
YOUR BIG
MOUTH--

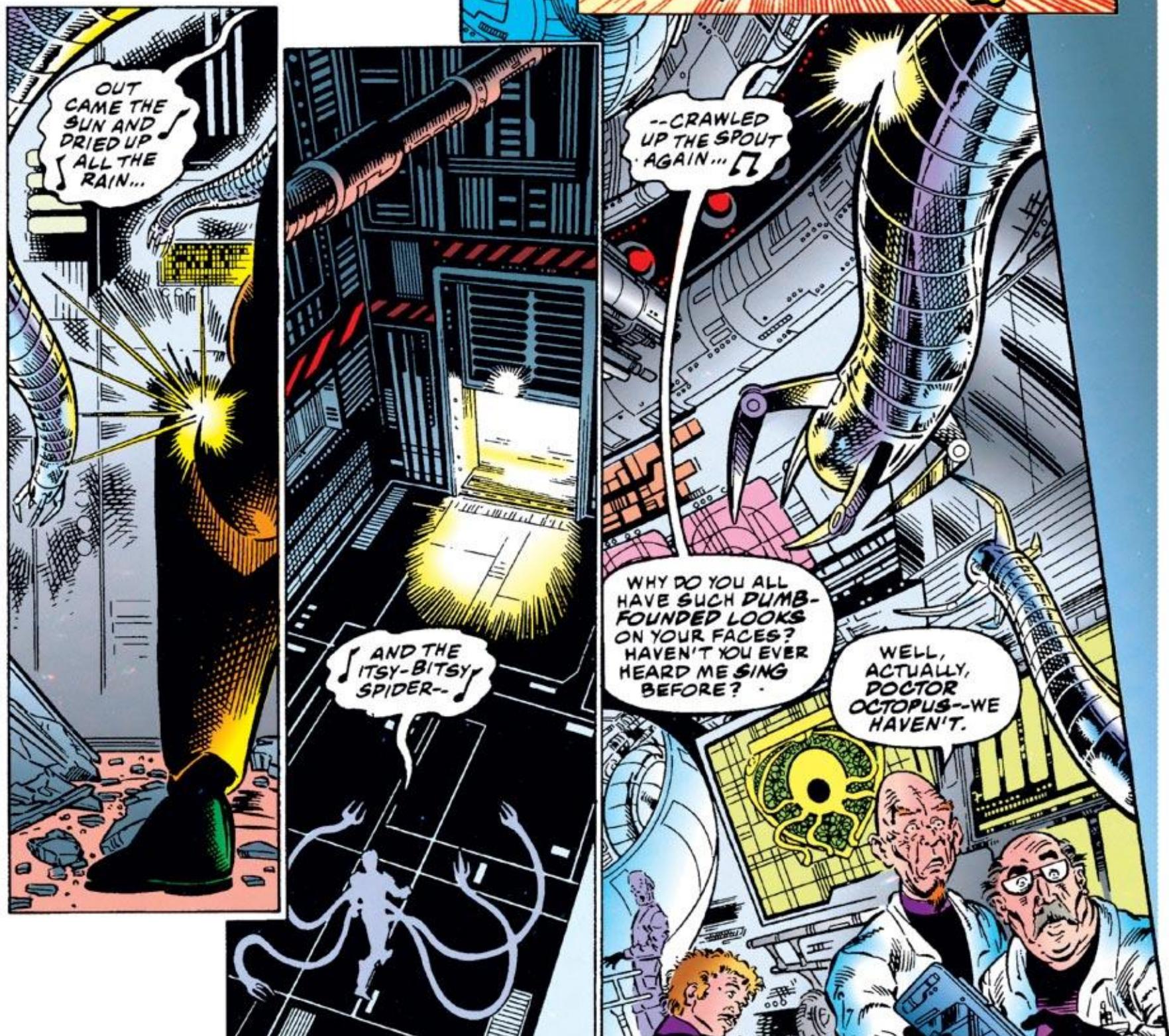
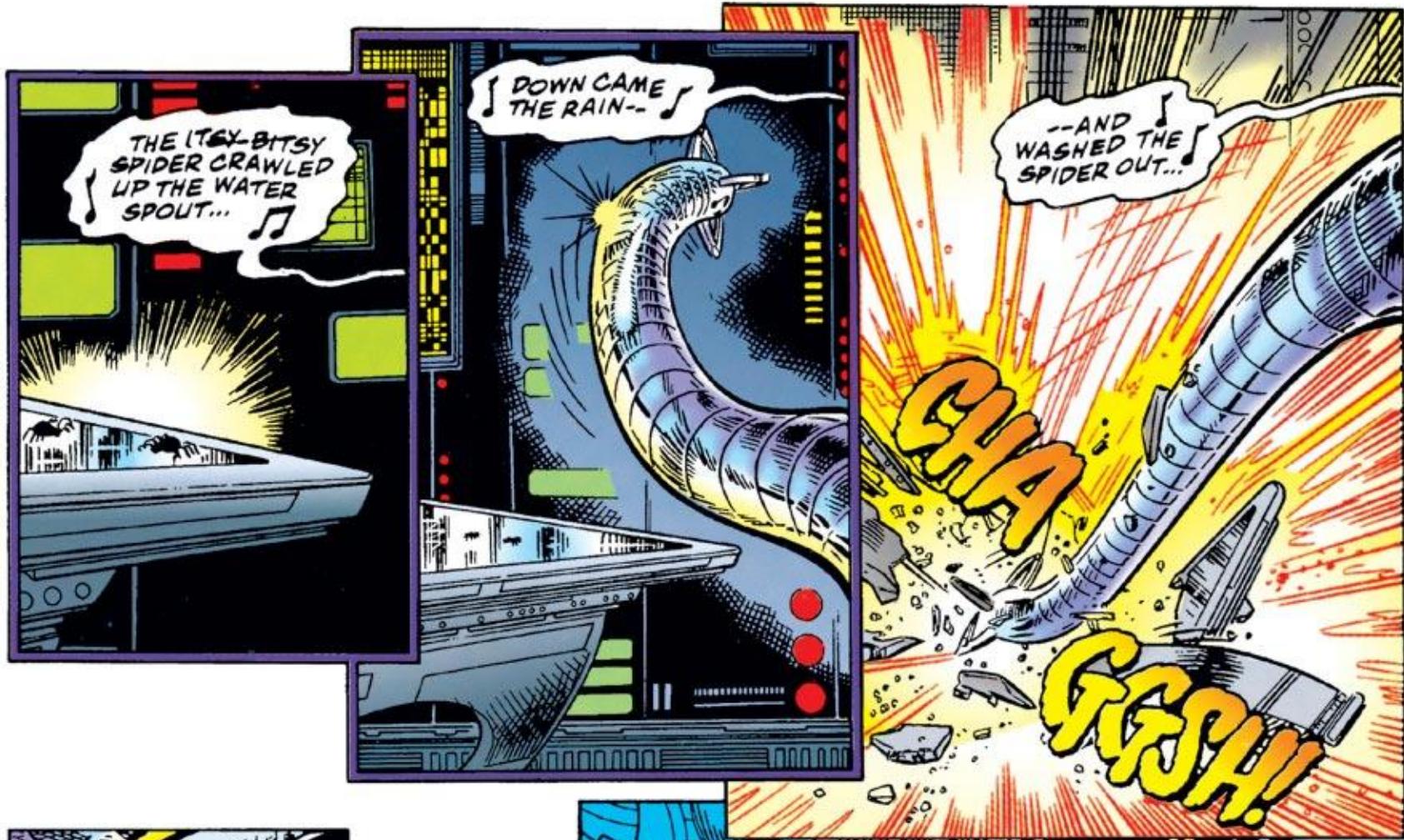
--AND
LET'S GO
HOME.

WE'LL SORT
THIS OUT. WE'LL
FIND THE ANSWERS.
AND WE'LL LIVE
HAPPILY EVER
AFTER.

'CAUSE,
Y' KNOW
WHAT?









THERE'S A
FIRST TIME FOR
EVERYTHING, I
SUPPOSE.

I'VE HAD THAT
TUNE IN MY HEAD
ALL DAY. SOMETHING
MY FATHER-- THE
LOUT-- USED TO SING
TO ME WHEN I WAS
A LITTLE GIRL.

AH, WELL--
SO MUCH FOR
NOSTALGIA.

NOW
WHAT'S THE
EMERGENCY,
BRUCKNER?
WHEN YOU CALLED
ME, YOU SOUNDED
LIKE YOU WERE
HAVING A
STROKE.

THERE'S BEEN AN ATTEMPTED SYSTEMS-BREACH.

TRAINER, NO DOUBT. I'D DO THE SAME IN HIS PLACE.

NO! O-OF COURSE NOT! I DESIGNED THAT ANTI-VIRAL PROGRAM MYSELF!

DID HE ACCESS ANY FILES?

MY DEAR DOCTOR... IF YOU FIND MY SERVICES LACKING, I MIGHT JUST HAVE TO--

HAVE TO WHAT?

NOTHING. NOTHING AT ALL.

HE'S MANAGED TO CREATE A STABLE INTERFACE BETWEEN OUR WORLD AND THE WORLD OF VIRTUAL REALITY!

USE THIS DATA TO MAKE THE APPROPRIATE ADJUSTMENTS TO THE WAVE GENERATOR-- IMMEDIATELY!

BRUCKNERR--

--DON'T THINK UNLESS I ASK YOU TO!

AH!
YOU REALLY SHOULD TRY THIS SOME TIME, BRUCKNERR. DOWNLOADING INFORMATION FROM THE GLOBAL NET-- DIRECTLY INTO CHIPS IMPLANTED IN THE BRAIN.

QUITE THE ECSTATIC EXPERIENCE!

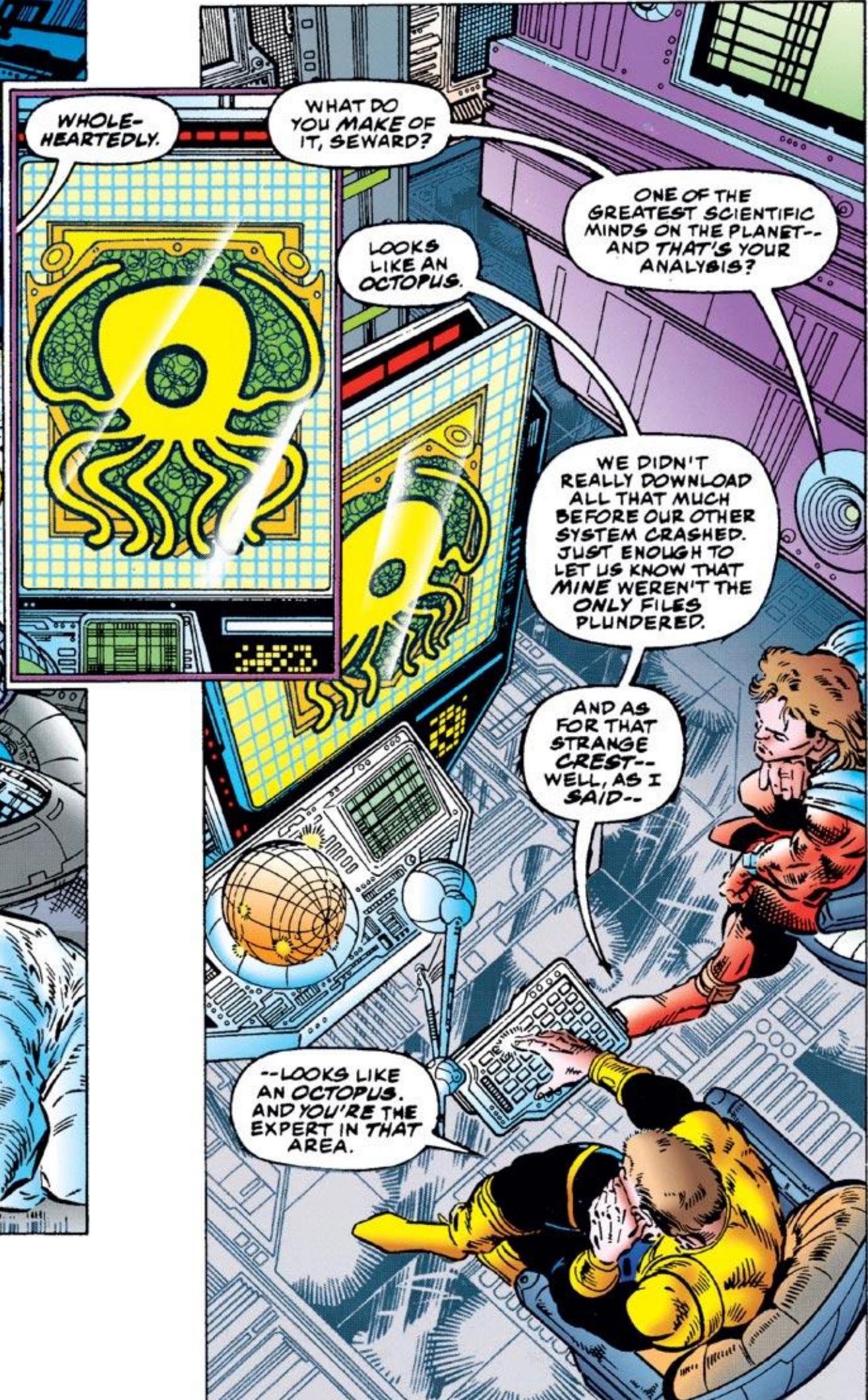
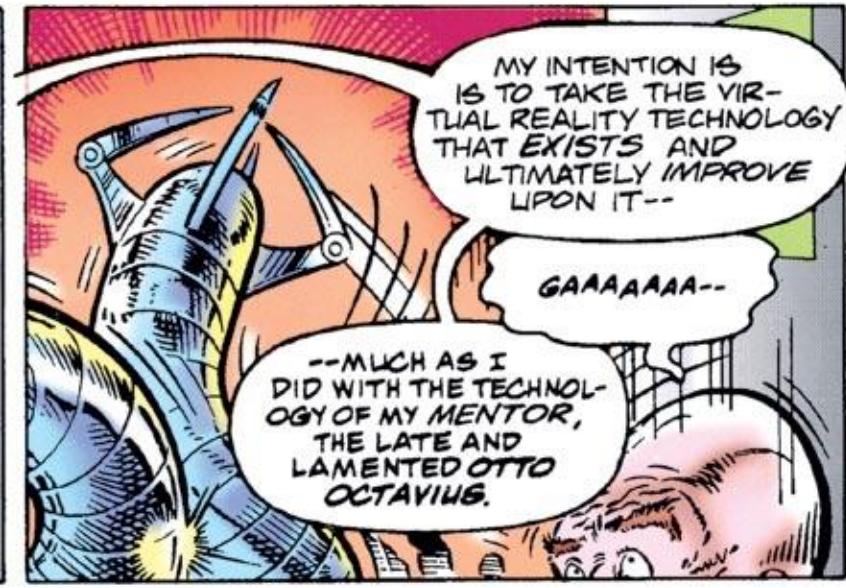
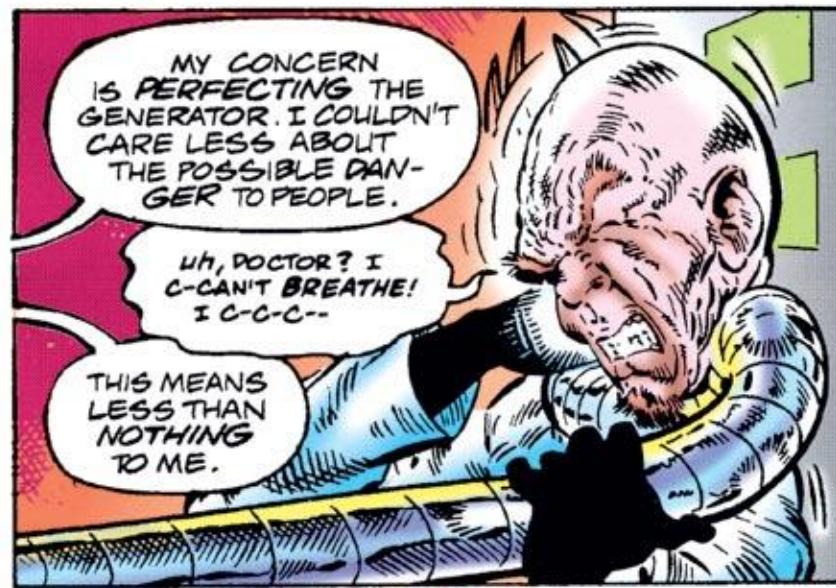
YES, I'M SURE IT IS. NOW, ABOUT THE PROGRAM FRAGMENTS WE RETRIEVED FROM TRAINER'S SYSTEM--

--IT SEEMS YOU WERE RIGHT. WHILE WORKING ON HIS GENETIC RESEARCH, TRAINER DID INDEED DEVELOP A PROGRAM THAT ALLOWS HIM TO SIMULATE ORGANIC MATTER WITHIN VIRTUAL REALITY.

SHOULDN'T WE TEST IT FIRST? THINK OF THE POSSIBLE DANGER THIS COULD PRESENT TO INNOCENT CIVILIANS--

:AKKK:

SLAM!



DOCTOR OCTOPUS.

COULD THERE BE
SOME CONNECTION BETWEEN
THIS AND OCTAVIUS? SOME SCHEME HE
SET IN MOTION BEFORE HE DIED?

WELL, WHOEVER'S BEHIND
THIS-- IF THEY'VE GOT EVEN A
FRACTION OF SEWARD'S FILES
CONCERNING SPIDER-MAN AND
THE SCARLET SPIDER--

BUT PETER'S GOT A CAREER,
A WIFE, A BABY ON THE WAY.
HE'S WORKED TOO HARD,
COME TOO FAR, TO SEE IT
ALL CAPSIZED AGAIN. I
WON'T LET IT BE CAPSIZED
AGAIN!

I'M GOING TO DO EVERY-
THING IN MY POWER TO GET TO
THE BOTTOM OF THIS. TO PRO-
TECT PETER AND MJ. SEE
THAT THEY GET A SHOT AT THE
HAPPINESS THEY--

HELLO...?

WELL, AH...
HEY, YOU GUYS.
I WAS JUST
THINKING ABOUT
YOU.

GOOD
THINGS, I
HOPE.

NOTHING
BUT THE
BEST.

SO... HOW
ARE YOU,
PETER?

I GUESS--
THAT'S WHAT
I'M HERE TO FIND
OUT.

YOU'RE
WORRIED ABOUT
ANOTHER "TIME-
BOMB," AREN'T
YOU?

WOULDN'T
YOU BE?
YEAH. I
SURE WOULD.

AND--HEY... LOOK
AT YOU! YOU'RE
REALLY STARTING TO
SHOW.

I LOOK LIKE
A SACK OF
POTATOES,
RIGHT?

YOU LOOK
BEAUTIFUL.

...I KNOW
IT'S SHORT
NOTICE, DOCTOR
TRAINER...

...BUT MARY JANE AND
I TALKED IT OVER...

...AND WE DECIDED
THAT... IF ANYONE CAN
HELP US-- IT'S YOU.

--YOU'VE
COME TO
THE RIGHT
PLACE.

NOW, COME
ON-- LET'S SEE
WHAT WE CAN
DO--

--IT COULD
MEAN BIG
TROUBLE.

NOT FOR
ME. I'VE
GOT NO LIFE
TO SPEAK
OF.

AT THE
RISK OF
SOUNDING
LIKE AN
EGO-
TIST--

--TO PUT
YOUR MIND
AT EASE.

"WHAT ARE THEY
DOING IN THERE?"
"IT'S NOT LIKE A
TRIP TO THE DENTIST
FOR A CLEANING,
MARY JANE. IT'S
GOING TO TAKE TIME."
"BUT IT'S BEEN
HOURS."

"AND IT MIGHT BE
HOURS MORE.
FIRST SEWARD'S
GOT TO PROBE FOR
ANY BIOLOGICAL
IMPLANTS... AND
THEN COMES THE
REALLY HARD WORK."
"WHICH IS...?"

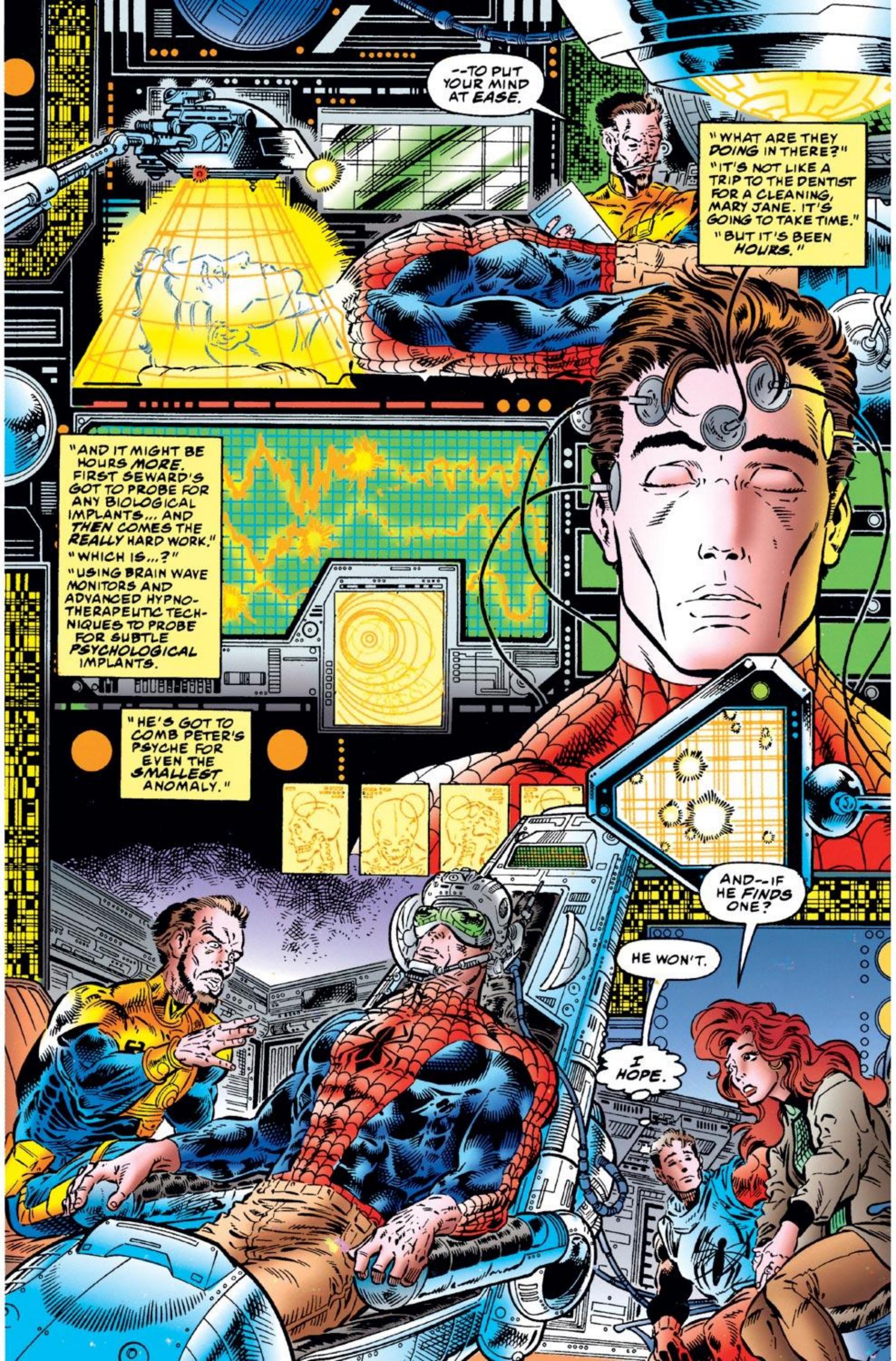
"USING BRAIN WAVE
MONITORS AND
ADVANCED HYPNO-
THERAPEUTIC TECH-
NIQUES TO PROBE
FOR SUBTLE
PSYCHOLOGICAL
IMPLANTS."

"HE'S GOT TO
COMB PETER'S
PSYCHE FOR
EVEN THE
SMALLEST
ANOMALY."

AND--IF
HE FINDS
ONE?

HE WON'T.

I
HOPE.

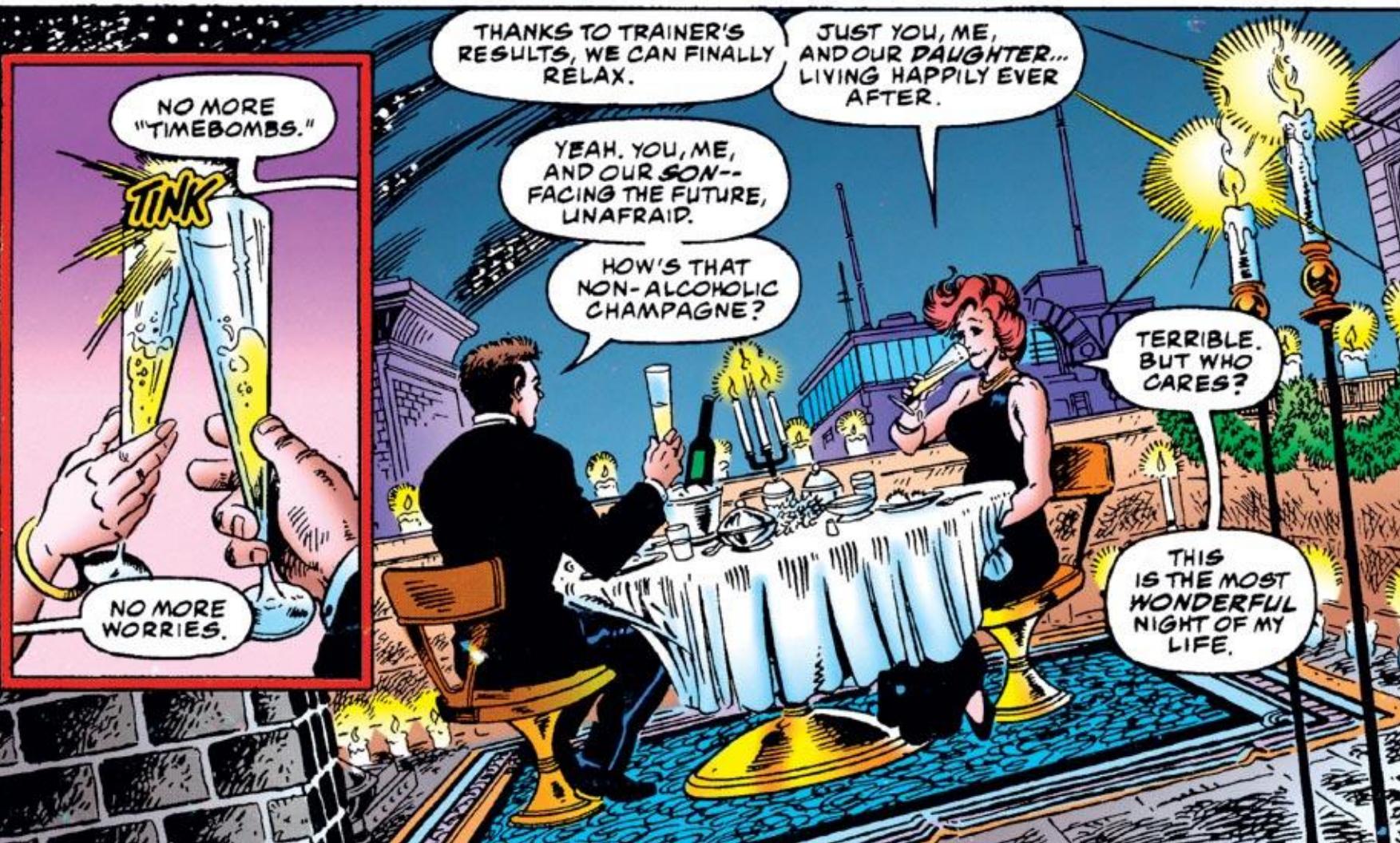
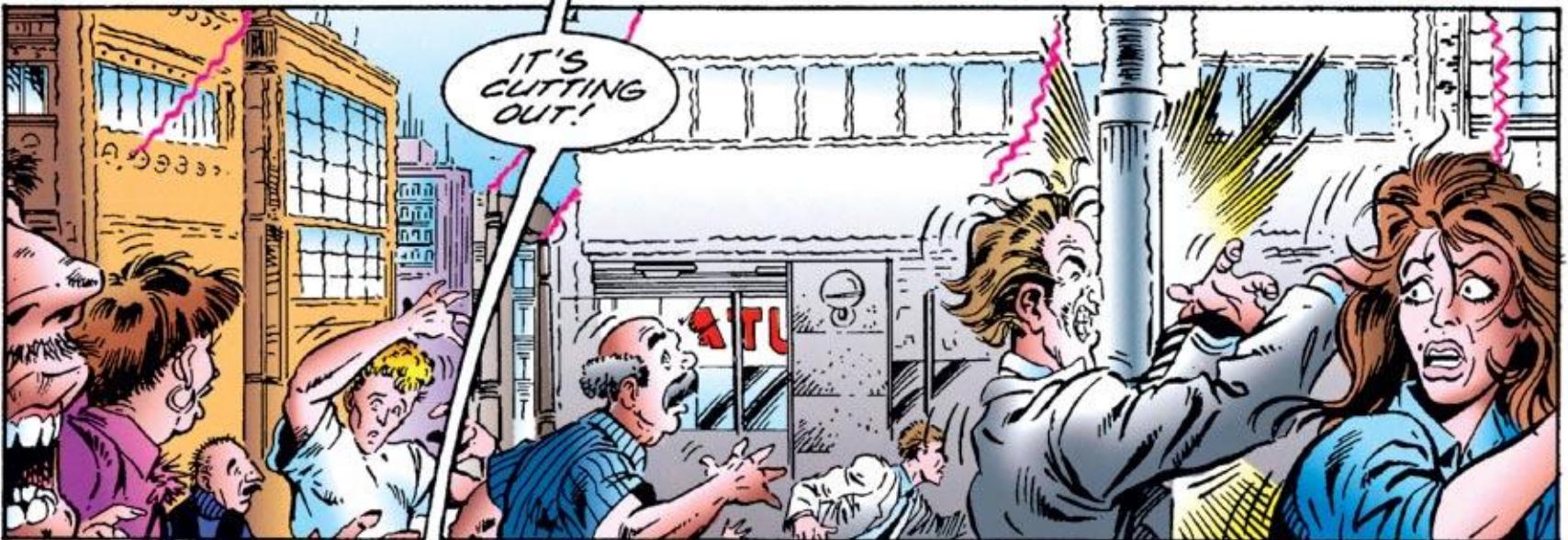
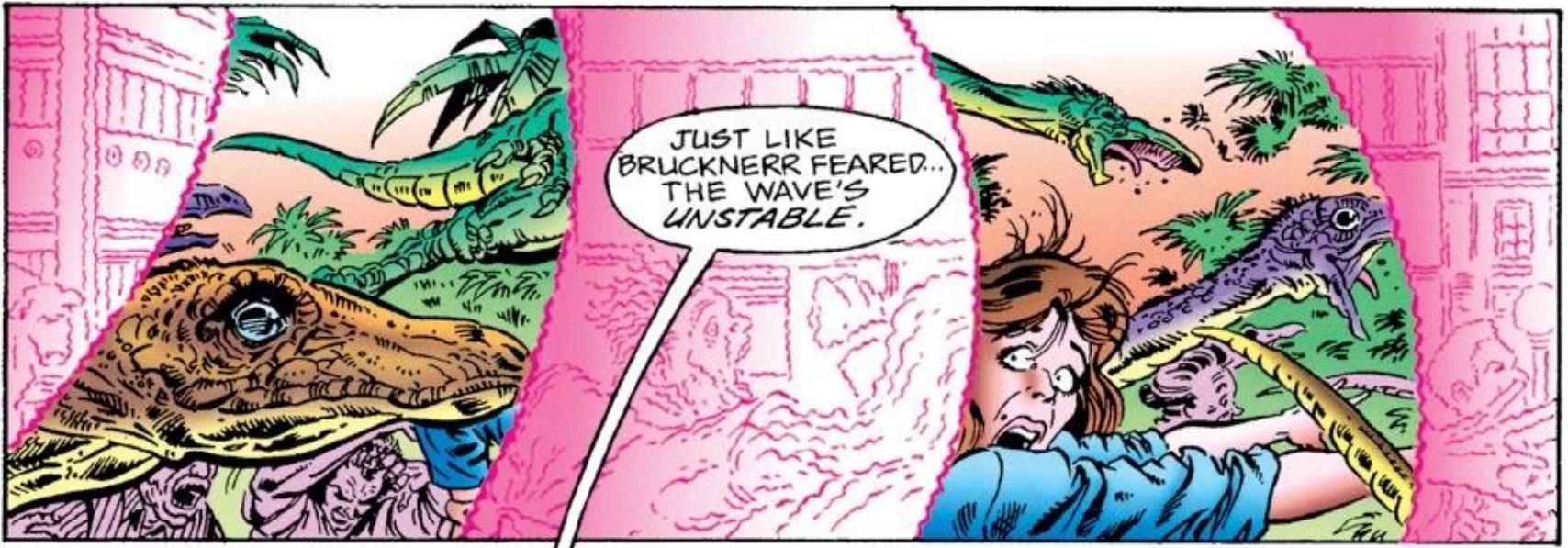


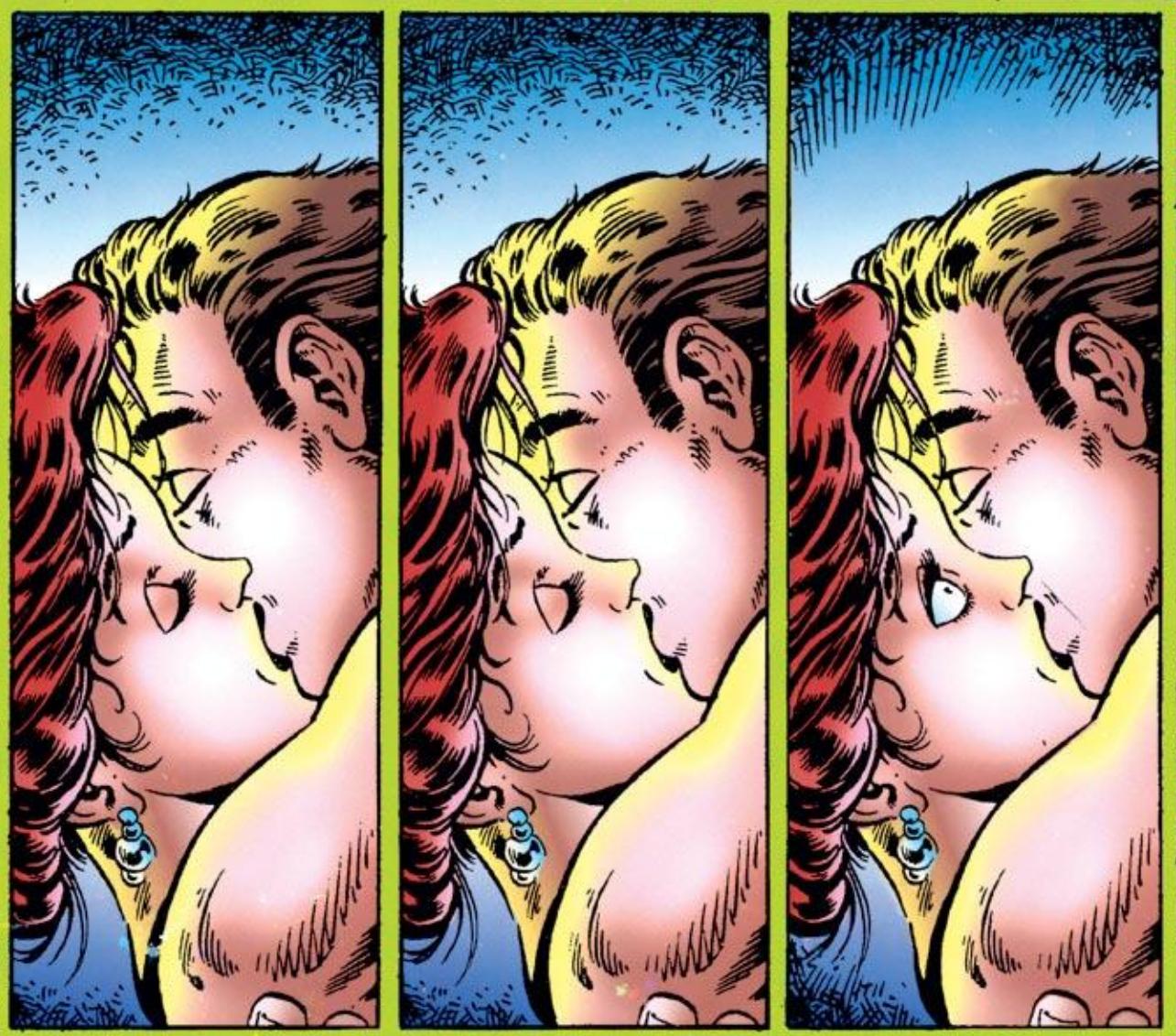


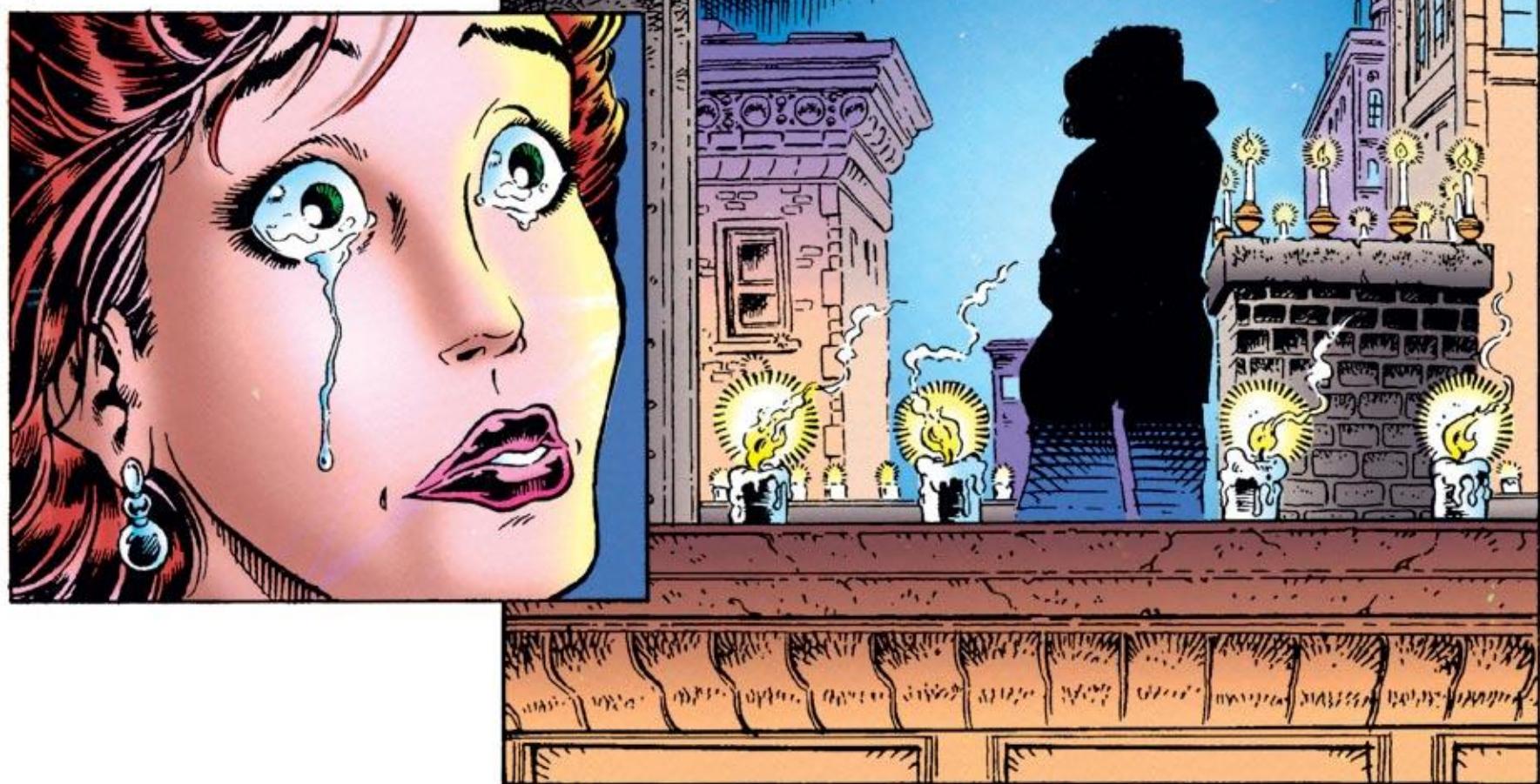
"BINGO!"

"LOOK AT IT, JOHNSON!
SPIELBERG'S GOT
NOTHING ON US!!"

"WELCOME TO THE JURASSIC
AGE--COURTESY OF THE
WORLD'S FIRST VIRTUAL
REALITY BOMB!!"







...I'M SO STIFF
FROM SITTING AT THIS
CONSOLE SO LONG--
I CAN HARDLY
MOVE.

WHICH I WOULDN'T MIND...
IF I'D BEEN MAKING SOME
PROGRESS ALL THIS TIME.

BUT I STILL CAN'T
BREAK THESE ENCRYPTIONS.
WHOEVER'S BEHIND THIS
THEFT, HE'S QUITE THE
FORMIDABLE--

SHANG!

GOOD EVENING,
PROFESSOR.

WHO ARE
YOU?

HOW DID
YOU GET IN
HERE?

WHY...
IT'S
EASY--

--WHEN YOU
KNOW THE
ACCESS CODES.

LET ME CALM
YOUR FEARS: I'M
NOT INTERESTED
IN VIOLENCE. I
HAVE NO DESIRE
TO DO YOU
HARM.

WHY,
PROFESSOR--
YOU LOOK SHOCKED.
AND MORE THAN A
LITTLE WORRIED.

BUT I WILL
DO YOU HARM--IF
YOU DON'T
SURRENDER ALL
YOUR MATERIALS
ON CYBERSPACE,
PARTICULARLY
THE ONES...

...ABOUT
THE INTERFACE
YOU'VE DEVELOPED
BETWEEN LIVING
ORGANIC MATTER
AND VIRTUAL
REALITY.

...PULL
ANYTHING!

SHRAKK!

LESSON NUMBER ONE: YOU
CAN'T SNEAK UP ON ME.

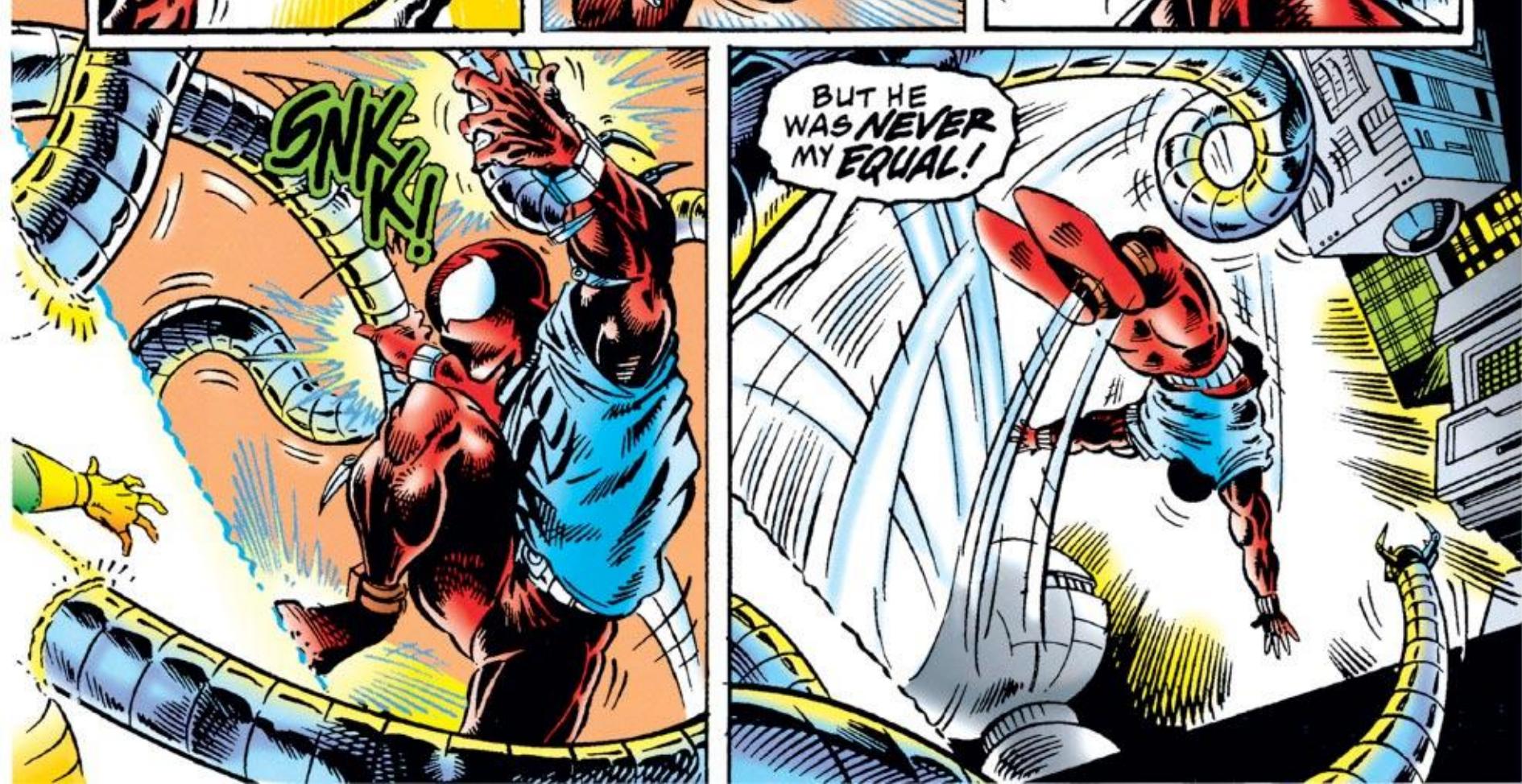
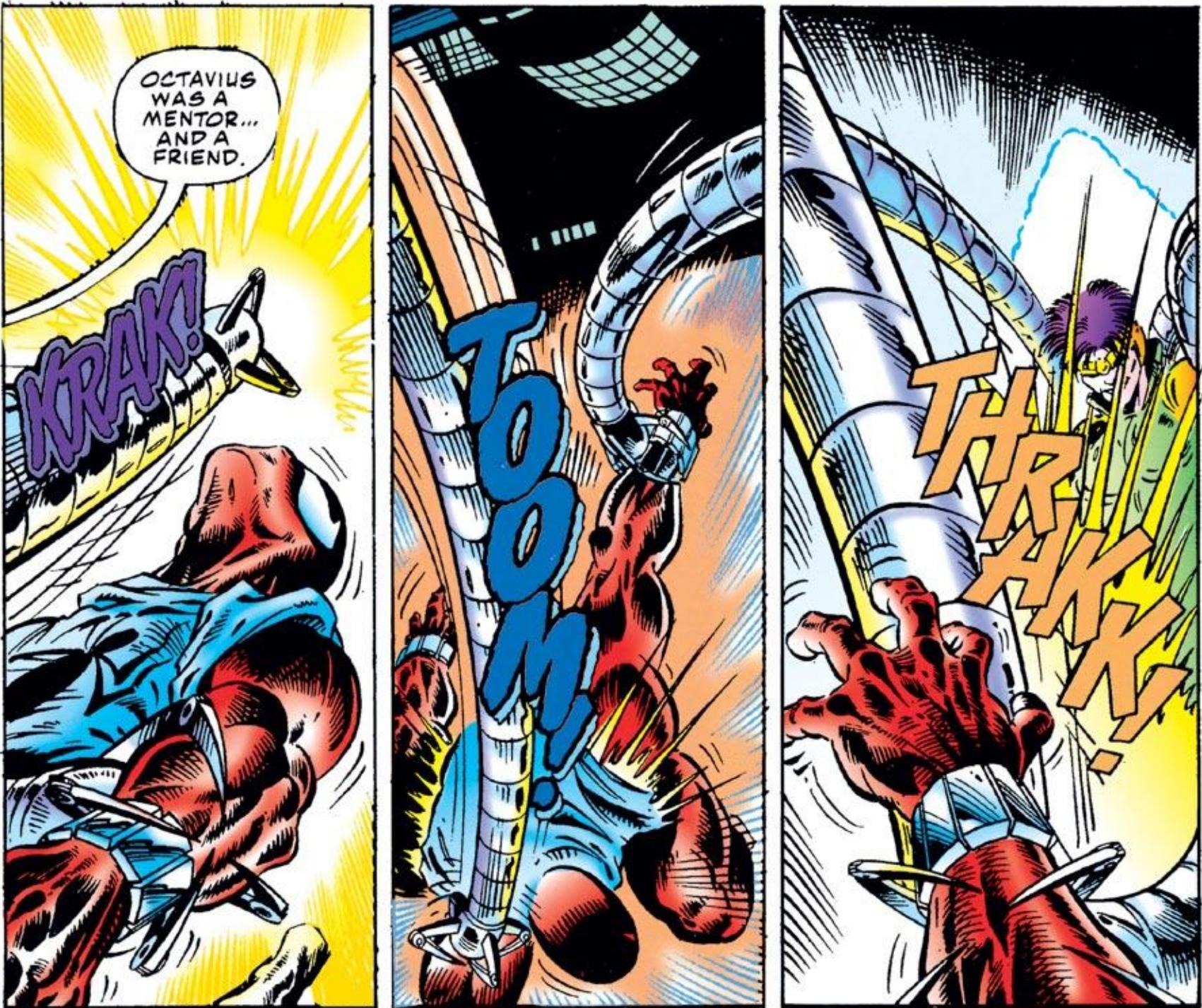
LESSON
NUMBER
TWO--

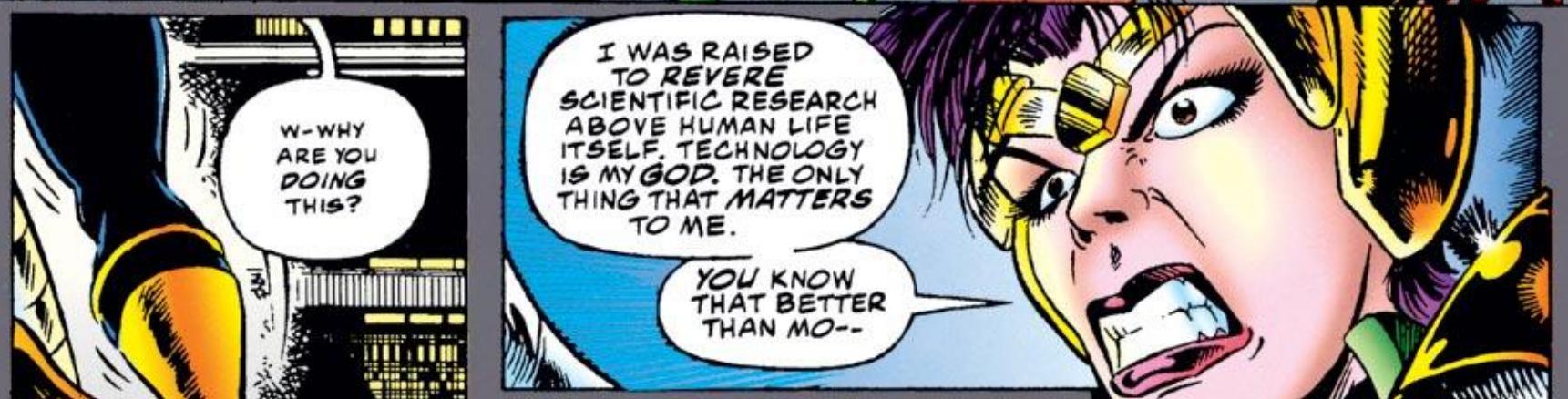
AND DON'T
TRY TO...

SHRAKK!

--MY PERSONAL
FORCE-FIELD IS
IMPERMEABLE.

CHAKK!





THE GREATEST RESPONSIBILITY CONTINUES
IN THE PAGES OF SPIDER-MAN #63!

THE SPIDER'S WEB

MARVEL COMICS
387 PARK AVE. S.O.
NEW YORK, NY
10016

DANNY FINGEROTH,
EDITOR
MARK BERNARDO,
ASST. EDITOR

CONTRIBUTORS: IF YOU DON'T WANT YOUR FULL ADDRESS PRINTED, PLEASE LET ME KNOW.

All we can say is...Wow. AMAZING SPIDER-MAN #400 brought in the most massive deluge of mail in recent memory, responses ranging from sheer outrage to heartfelt praise, more than a few claiming they'd been moved to tears, even more stating that the issue was the best comic book story they'd ever read. We were expecting a large response, but even we were blown away by the emotional impact this issue had on so many of you. So this month, we're running excerpts of as many letters as we can fit, and forgo our usual allegedly witty responses.

...So it's finally happened. You killed off Aunt May. AMAZING #400 was probably the best Spidey story I've read since "Kraven's Last Hunt." A real death by real causes. You can't find that too much in comics anymore. Mr. DeMatteis, I can never forgive you... but I can't thank you enough...

Matthew Little
2541 Darlington Road
Beaver Falls, PA 15010

...I knew. Right from the start of issue #400 I could sense that Aunt May was going to die. Even as J.M.'s wonderful writing encouraged us to share Peter's relief at her recovery, I realized it was all part of the build-up to the most emotional moment in over three decades of Marvel Comics. Without the memories and the love, her death would not have been so monumental...

Kevin Barron
43 Mill Falls
Driffield
N. Humberside Y025 7AZ
ENGLAND

...The fact that Aunt May knew Peter was Spider-Man was not surprising to me, being a parent of three wonderful children myself. As a parent (or guardian, as was May), we know more of our children than they think we do, and sometimes, for humility's sake, we keep our pride inside and smile a lot. Those six pages of Peter and May were truly a gift for all...

Frank C. Evangelista
92 Waldo Avenue
Bloomfield, NJ 07003

...It was good to see May say goodbye and tell Peter she knew he was Spider-Man and was proud of his efforts, which is something he has needed to hear for a long time. The death bed and wordless funeral scenes conveyed the sadness of the moments so well, it brought tears to my eyes...

Chris Morrison
100 Roselawn Drive
Independence, KY 41051

...Ahhh!! How could you do this?! How could you kill Aunt May?! She was the best supporting cast member there ever was in any book! I can't imagine her no longer being in this book!...

Drew Blankenship
Route 6
Mt. Vernon, IL 62864

...Today, the first thing I picked up at the comic store, and the first one I read, was AMAZING #400. I have waited so long for this one. I didn't even page through it, for fear of diluting the story's impact. As a comic collector for nearly 10 years, and after amassing more than 1500 comics, I must write to tell you that ASM #400 is the best comic I've ever read, and possibly, the greatest single comics story of all time!...

Chris Tait
Philadelphia, PA

...Aunt May is gone, and she died as she lived, not in some obscure battle which Peter would later blame himself for, but bestowing upon him the love and blessing she has always given him. And he will have that love always in his heart to remember her. However, I am very saddened that Ben had to face his grief alone. It was not fair. He loved Aunt May too, as much as Peter did, and the two of them should have shared their loss. But then, life isn't fair...

Zenonte D. Dion
1908 N. 17th Street
Philadelphia, PA 15121

...I especially loved the part when Aunt May revealed to Peter that she knew all along that he was Spider-Man and told him how proud she is of him. Whether he's the real one or the clone, he's got the Parker Legacy and it should continue. Even by ordinary people like us...

Augie Silvestre
(No address on letter)

...The scene between Peter and Aunt May on her deathbed was especially touching to me. My last living grandparent passed away two years ago, and it reminded me so much of our last time together. Gwen's death in ASM #121 was, up to this point, the most memorable Spidey story I ever read. I did not think you could ever top that story.

You just did...

Jeffrey D. Cox
186 Garrison Road
Guntersville, AL 35976

...I've known Aunt May all my life. I did not hesitate to cry when I lost her. She was always there for Peter, as this comic has always been there for me.

Perhaps over the years, as a reader, I had come to take Aunt May a bit for granted; she was Peter's lovable old aunt, harmless, doting. Perhaps their relationship had even become a bit clichéd, with Peter always watching out for her, worrying over her, and she always fussing over him. Then J.M. DeMatteis came along and gave May the one thing she needed to become absolutely genuine: her dignity. And in the end, she gave Peter the greatest gift any parent can – acceptance...

Mark J. Kiewlak
316 West Main street
Nanticoke, PA 18634

...She knew! She knew! How cool is that?! I'll tell ya – really cool! How long has she known? I've always known that Aunt May wasn't so senile she couldn't figure out the whole Peter/Spidey thing, but I'm glad we all found out before the end. While the "death" of that guy with the big "S" on his chest made me sit up and take notice, the death of May Parker made me sit down and cry...

Spencer Clarke
5821 Steeplechase Drive
Plano, TX 75093

...ASM #400 is the most stirring and compassionate comic book I have ever read. May Parker passed away with all the strength and dignity of her character. As much as I really hate to see May disappear from the pages of Spider-Man, I can tell that this chapter was written for the fans. You took her love of life and put it into one grand retrospective. I've been a reader of this mag for 23 years and thank you for this sentimental, bittersweet tale. Rest in peace, May Parker.

Rick Wiley
429 6th Street
Brooklyn, NY 11215

NEXT WEEK: It's SPIDER-MAN #63, "The Greatest Responsibility," part 2! The new Doctor Octopus has Spider-Man and Scarlet Spider right where she wants them, as her mysterious scheme threatens to throw the world into virtual reality chaos! And Peter is faced with the most important decision of his life. No lie. It's brought to you by Howard Mackie, and the titanic guest art team of Gil Kane and Tom Palmer!

NEXT ISSUE: There is no next issue! Ha-ha!! Join new writer Tom DeFalco, returning artist Mark Bagley, and the rest of the crew in thirty days time for THE AMAZING SCARLET SPIDER #1! (We told you to be ready for anything, now, didn't we?)