

SPIDER-MAN
SPECIAL

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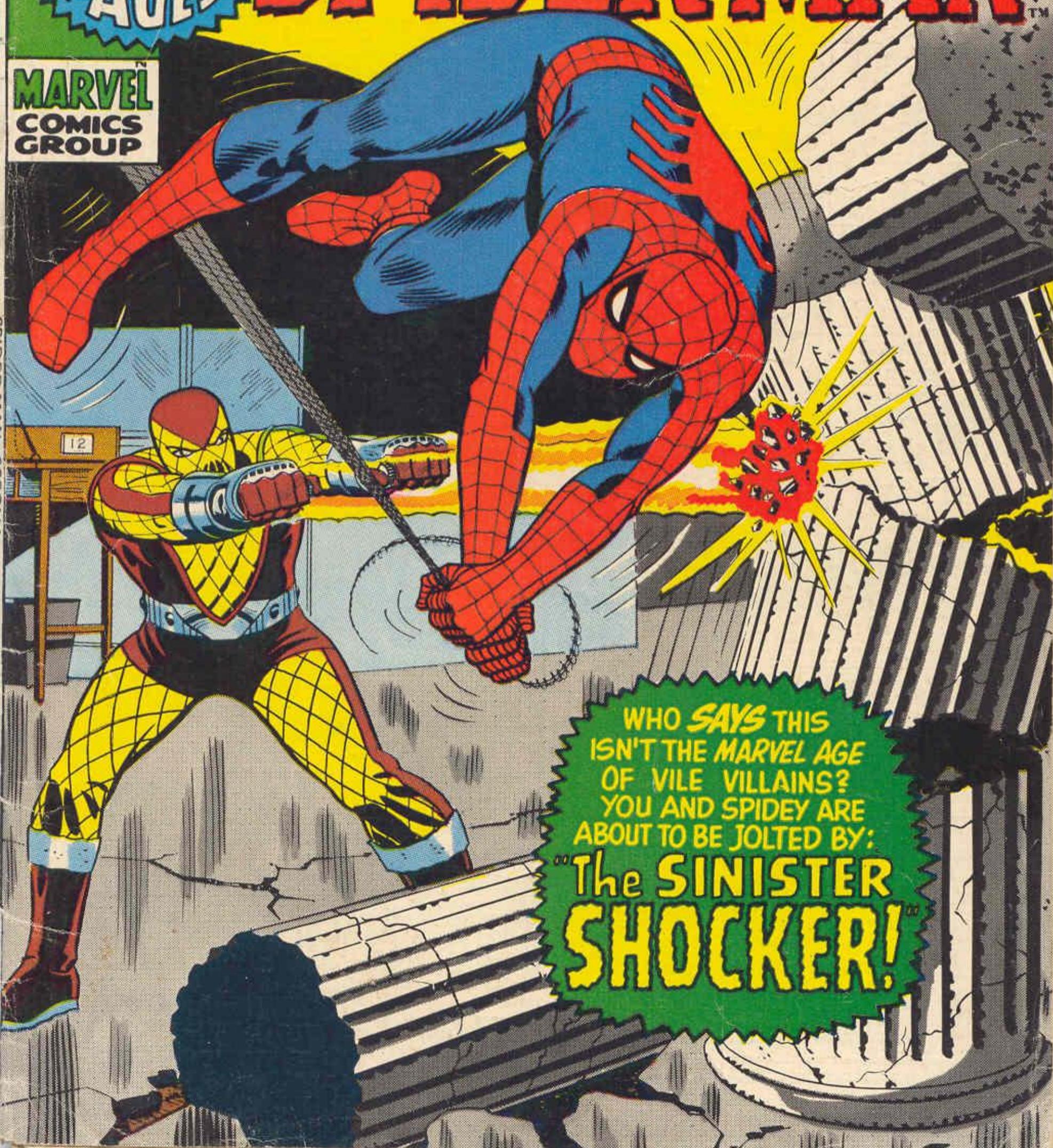
KING-SIZE SPECIAL

The AMAZING

BIG
64
PAGES

SPIDER-MAN

MARVEL
COMICS
GROUP



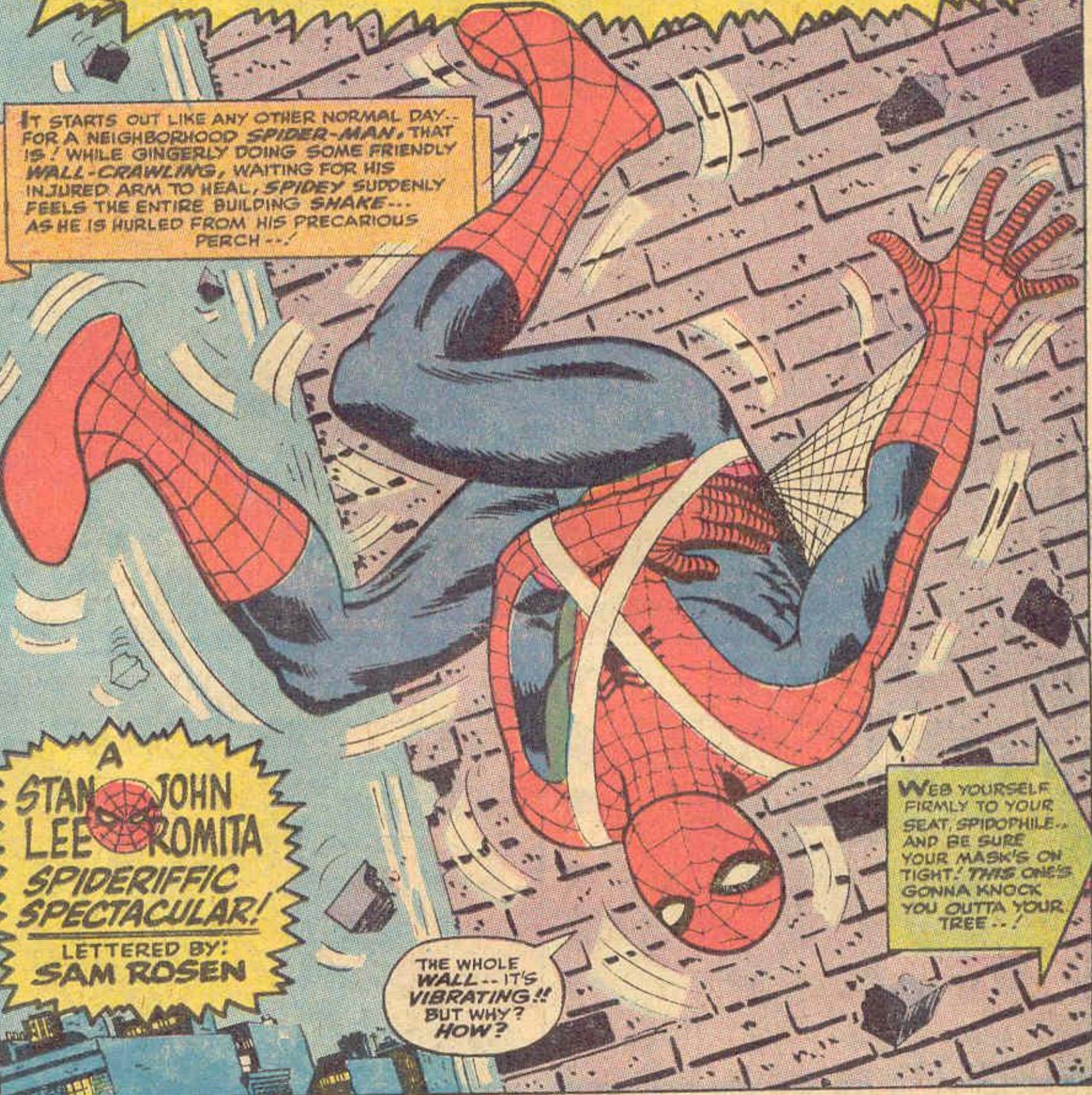
WHO **SAYS THIS**
ISN'T THE MARVEL AGE
OF VILE VILLAINS?
YOU AND SPIDEY ARE
ABOUT TO BE JOLTED BY:

**"The SINISTER
SHOCKER!"**

THE AMAZING SPIDER-MAN!

"THE SINISTER SHOCKER!"

IT STARTS OUT LIKE ANY OTHER NORMAL DAY... FOR A NEIGHBORHOOD SPIDER-MAN, THAT IS! WHILE GINGERLY DOING SOME FRIENDLY WALL-CRAWLING, WAITING FOR HIS INJURED ARM TO HEAL, SPIDEY SUDDENLY FEELS THE ENTIRE BUILDING SHAKE... AS HE IS HURLED FROM HIS PRECARIOUS PERCH...



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OH, BRO-THER! THAT CLOWN'S AS GOOD AS HE SAYS HE IS!

STAY WHERE YOU ARE, SPIDER-MAN! IT'LL SAVE YOU THE TROUBLE OF FALLING AGAIN AFTER MY NEXT BLOW!

UH OH! I'D BETTER GET A MOVE ON...FAST!



AND, HAVING TO FIGHT WITH A TAPED-UP, INJURED ARM ISN'T EXACTLY HELPING MY CHANCES ANY!



UHHH! IT'S HARD TO NAIL HIM WITH A PUNCH!

HE'S GOT ANOTHER BUILT-IN GADGET THAT MAKES HIM VIBRATE... DEFLECTING THE FORCE OF MY BLOW!



BUT THEN, BEFORE SPIDEY CAN DRAW BACK HIS ONE GOOD ARM, TO LAUNCH ANOTHER BLOW... THE SHOCKER STRIKES AGAIN... WITH A DOUBLE VIBRO-SMASH...!



NEXT TIME YOU'LL
KNOW BETTER
THAN TO CHALLENGE
YOUR SUPERIORS!

MY VIBRO-BLAST POWER
MAKES ME THE MOST
INVINCIBLE HUMAN ON
EARTH...AS YOU HAVE
ALREADY LEARNED!

NO ONE CAN HURT ME
WHEN I CAN DEFLECT
ANY BLOW BY VIBRATING...

NO ONE...NOT EVEN
THE SADDER BUT WISER
SPIDER-MAN!



SECONDS LATER...

WOW-EEEE-Y!
NOW I KNOW HOW
A BELL CLAPPER
FEELS!

OF ALL THE
GUYS TO
TACKLE WITH
A BAD ARM...
I HADDA PICK
HIM!

WELL, EVEN THOUGH
HE GAVE ME MY
LUMPS...AT LEAST
I'LL HAVE SOME
SHOTS OF HIM!

I'M GLAD I
THOUGHT TO
LEAVE MY
CAMERA
HERE...SET ON
AUTOMATIC!

I GUESS THINGS
COULD HAVE
BEEN WORSE...

AT LEAST I'M
LUCKY MY ARM
WASN'T HURT
WHILE I WAS
ACTING LIKE A
PART-TIME
PUNCHING
BAG!



BUT, I'D STILL
BETTER KEEP
IT IMMOBILE
FOR A LITTLE
WHILE LONGER!

THE NEXT TIME
I MEET THE
SHOCKER...
I WANNA BE
SURE I CAN
USE IT!

ALTHOUGH, WHEN HE SAID I'D BE
HELPLESS AGAINST HIM WITH
EVEN TWO ARMS...I HAVE A
FEELING HE MEANT IT!

WHATEVER ELSE HE MAY BE,
THAT JOE IS GONNA BE NO
PUSHOVER!

WE'LL, I'D
BETTER GET
TO THE BUGLE
AND SELL MY PIX
TO JOLLY JONAH
WHILE THEY'RE
STILL NEWS!

HI, THERE, PETE! CAN I GIVE YOU
A LIFT?
YOU SURE CAN,
HARRY...IF YOU'RE
HEADING TOWARDS
THE BUGLE!

IT'S A DEAL! HOP
IN...THERE'S SOME-
THING I'VE BEEN
WANTING TO TALK
TO YOU ABOUT, ANY-
WAY!



I FINALLY CONVINCED DAD THAT IT TAKES ME TOO LONG
TO DRIVE TO AND FROM SCHOOL EACH DAY ALL THE WAY
FROM OUR HOME IN WESTCHESTER!

DON'T TELL ME
HE'S BUYING YOU A WHIRLYBIRD, HARR?

BETTER THAN THAT, PETE!

1960 1960

AND, IF YOU WANTED TO SHARE THE PLACE
WITH ME, PETE, I'LL BET WE COULD HAVE
A BALL!

GOSH, HARRY... IT
WOULD BE THE END...
BUT, I DON'T KNOW IF I
COULD AFFORD IT!

YOUR OWN
PAD, DAD?

THAT'S TERRIFIC!
BOY, WOULDN'T I GO FOR
SOMETHING LIKE THAT!

HE GOT ME THE GREATEST LITTLE
APARTMENT... JUST A COUPLE OF
BLOCKS FROM CAMPUS!

THAT'S WHAT I
HOPED YOU'D
SAY...

THIS NEW LITTLE INGLENOOK
OF MINE HAS TWO--COUNT
'EM... TWO BEDROOMS...

I'VE GOT TO FIND OUT
HOW AUNT MAY
WOULD TAKE IT!

YOU KNOW, I'M THE ONLY
RELATIVE SHE'S GOT...
AND SHE'S SORT OF
DEPENDENT ON ME!

LET ME CHECK
IT OUT WITH HER
FIRST AS SOON AS
SHE GETS BACK!
AND THANKS A
MILLION, FELLA!

DAILY
BLEUE

SURE THING,
PETE! I'LL WAIT
TILL I HEAR
FROM YOU!

IT'S FUNNY THE WAY HARRY AND I HAVE BECOME REAL GOOD
FRIENDS... WITHOUT HIM EVER SUSPECTING WHO I REALLY
AM... OR THAT I'M THE ONE WHO SAVED HIS FATHER
WHEN HE WAS THE GREEN GOBLIN A WHILE BACK!

SEE YOU LATER, PETE!

BY THE WAY, NEXT TIME
YOU SEE MARY JANE,
LEMME KNOW AND I'LL
CALL GWEN! THEY'D
MAKE A JAZZY
DOUBLE-DATE!

YOU KNOW IT!

HE'S SURE BEEN
SEEING A LOT OF
GWEN LATELY...

NOW WHY SHOULD THAT BOTHER
ME? I'VE HARDLY GIVEN HER THE
TIME OF DAY SINCE M.J. MADE
THE SCENE!

HELLO, PARKER!

BOY! SOMETIMES I
THINK THE HARDEST
THING IN THE WORLD
IS FOR A FELLA TO
JUST KNOW HIS
OWN MIND!

HE DIDN'T
HEAR ME!

PERHAPS IT'S
JUST AS WELL.
THIS IS MY CHANCE
TO DO SOMETHING
I'VE BEEN WANTING
TO DO...

I'M POSITIVE THERE'S SOME
CONNECTION BETWEEN PARKER
AND THAT WILY WEB-SLINGER...

AND THIS IS MY CHANCE
TO DISGUISE MYSELF
AS PATCH ONCE MORE,
AND TAIL HIM TILL I
LEARN HIS SECRET!

SOMETHING TELLS
ME THERE'LL BE A
GREAT STORY IN IT
IF MY SUSPICIONS
ARE CORRECT!

MR. JAMESON... MAY I SEE YOU
FOR A MINUTE?

WASSAMATTER,
PARKER? YOU FORGOT WHAT
I LOOK LIKE?

NOBODY COULD FORGET
A THING LIKE THAT, SIR!

AWRIGHT.. AWRIGHT! WHAT'S
ON YOUR MIND?

WHAT'S ON MY MIND
ISN'T FOR SALE, MR. J...

BUT I'VE GOT
SOME PHOTOS
FOR YOU THAT
ARE!

IT'S ABOUT
TIME!

I'VE ALWAYS
WONDERED HOW HE
MANAGES TO GET SO MANY
EXCLUSIVE PHOTOS OF
SPIDER-MAN IN ACTION!

A NEW COSTUMED CREEP, EH? CALLS HIMSELF THE SHOCKER?

AND, AS FAR AS I KNOW... THESE ARE THE ONLY PHOTOS OF HIM ANYWHERE!

HE LOOKS LIKE A NUT... BUT HE'LL SURE SELL NEWSPAPERS!

THAT'S WHAT I FIGURED! SO HOW ABOUT SOME BREAD?



HERE... I'LL WRITE OUT YOUR BLASTED CHECK!

I'M FLATTERED! I KNOW THOSE THINGS SLIP THROUGH YOUR FINGERS LIKE GLASS!

VER-RY, FUNNY! HOW TAKE OFF WHILE I GET'EM TO STOP THE PRESSES!



IF YOU'RE HUNGRY, GO TO THE DOWNTOWN COMMISSARY... AND CHARGE IT TO ME!

I WAS REFERRING TO SCRATCH-- LONG GREEN... FOLDING STUFF. MONEY, TO YOU!

MONEY?? DON'T YOU TRUST ME, PARKER?



GXXX\$!!! EVEN THE PRESS ROOM DOESN'T ANSWER!

HOW LONG DO COFFEE-BREAKS LAST AROUND HERE, ANYWAY?

I OUGHT'A GIVE UP PUBLISHING AND START RAISIN' COFFEE BEANS!

THANKS FOR THE DOLUSH, MR. JAMESON!



ALL RIGHT, YOU YOUNG SHYLOCK!

I'LL HAVE BETTY BRANT GET YOU A CHECK!

MISS BRANT! WHERE IN BLAZES IS THAT GIRL?

BLASTED GOLD-BRICKIN' LAZY NO-GOODIE!



ISN'T THIS COFFEE-BREAK TIME UP HERE?

COFFEE-BREAK! BIG DEAL! THE ONLY THING NO ONE TAKES IS A WORK PAY NOW-CRY LATER!

GOSH, I ALMOST FORGOT! AUNT MAY'S TRAIN WILL BE ARRIVING IN A FEW MINUTES!

I'VE GOT TO MEET HER AT THE STATION!

I CHANGED TO PATCH JUST IN TIME! PARKER'S LEAVING NOW...



IF I CAN STAY WITH HIM LONG ENOUGH, HE'S GOT TO LEAD ME TO SPIDER-MAN SOONER OR LATER!

IT'S IMPOSSIBLE FOR ANYONE TO ALWAYS BE ON THE SPOT TO SNAP PHOTOS WHENEVER THAT WALL-CRAWLER IS AROUND... UNLESS THEY'RE WORKING TOGETHER!

AND, IF THEY ARE... I'LL ROUND TO GET THE EVIDENCE IF I DON'T LOSE SIGHT OF PARKER!

THERE'S JUST TIME FOR ME TO WALK TO THE STATION!

BUT, PETER PARKER'S TIME MAY BE RUNNING OUT... FASTER THAN HE SUSPECTS! FOR, AT THAT MOMENT, IN ANOTHER PART OF TOWN...

EVERYTHING WENT PERFECTLY!

Nobody'll think to look for me here in an old, abandoned Loft Building!

AND, IF THAT MEDDLESOME SPIDER-MAN BUTTS IN AGAIN, I'LL FINISH HIM FOR GOOD NEXT TIME!

IN FACT, IT MIGHT BE A GOOD IDEA TO DESTROY HIM... JUST TO SHOW THE WORLD HOW POWERFUL I AM!



NOW, IT'S TIME TO COUNT THE RESULTS OF MY DAY'S WORK... TO SEE IF MY POWER HAS PAID OFF!

AH! HUNDREDS AND HUNDREDS OF GREEN-BACKS! ALL WON BY THE MIGHT OF THE SHOCKER!

THIS IS WHAT I ALWAYS DREAMED OF... IN THE OLD DAYS...

"I REMEMBER HOW IT WAS BEFORE I GAINED MY GREAT VIBRATING POWER... I WAS JUST A TWO-BIT SAFE-CRACKER... BUMBLING... FRIGHTENED..."

I'M A TWO-TIME LOSER! CAN'T AFFORD TO GET NABBED AGAIN!

OH NO! THERE WERE EXTRA GUARDS HERE TONIGHT! THEY HEARD THE NITRO!

I AIN'T GOT A CHANCE!

"SINCE I WAS GOOD WITH TOOLS, THEY PUT ME IN THE PRISON WORK-SHOP! BUT, I HAD ONLY ONE THING ON MY MIND... DURING ALL THOSE LONG, ENDLESS MONTHS..."

IF I EVER GET OUT... I'LL DO THINGS DIFFERENT! THEY'LL NEVER CATCH ME AGAIN!

I'LL DESIGN A SET OF TOOLS THAT CAN OPEN ANY SAFE--SILENTLY--IN SECONDS!

"BUT, WHILE WORKING ON MY TOOLS... A ONE-IN-A-MILLION INSPIRATION HIT ME..."

A GADGET THAT CAN SHAKE A SAFE DOOR LOOSE WOULD BE BETTER THAN ANYTHING ELSE!

IF I CAN JUST FIND A WAY TO CONTROL THE SHOCK OF THE VIBRATIONS...

LUCKILY, NO ONE HERE SUSPECTS WHAT I'M REALLY WORKING ON!

"THEN, MONTHS LATER... MY DEVICE WAS READY! IN THE DEAD OF NIGHT, WHEN MY CHANCES WERE THE GREATEST... I USED IT... AGAINST THE BRICK WALL, LEADING TO FREEDOM..."

THIS IS IT! IT'S GOT TO WORK THE FIRST TIME... OR I'M FINISHED!

"IT WORKED! IT WORKED BETTER THAN I COULD HAVE DREAMED! THE WALL WAS SHATTERED WITHIN SECONDS! BUT, I WAS ALMOST INJURED TOO BADLY TO MAKE A RUN FOR IT..."

I DIDN'T REALIZE THAT THE FEEDBACK WOULD BE SO STRONG! LUCKY I WASN'T KILLED!

BUT, I'LL WORRY ABOUT THAT LATER... ONCE I'M SAFELY OUTTA HERE!

"AND, WORK ON IT I DID! HOUR AFTER HOUR...DAY AFTER DAY--WEEK AFTER WEEK--UNTIL FINALLY, JUST A SHORT TIME AGO..."

IT'S FINISHED!

THE FOAM-LINED FABRIC AND HEAVY BOOTS WILL ABSORB ANY FUTURE SHOCKS!

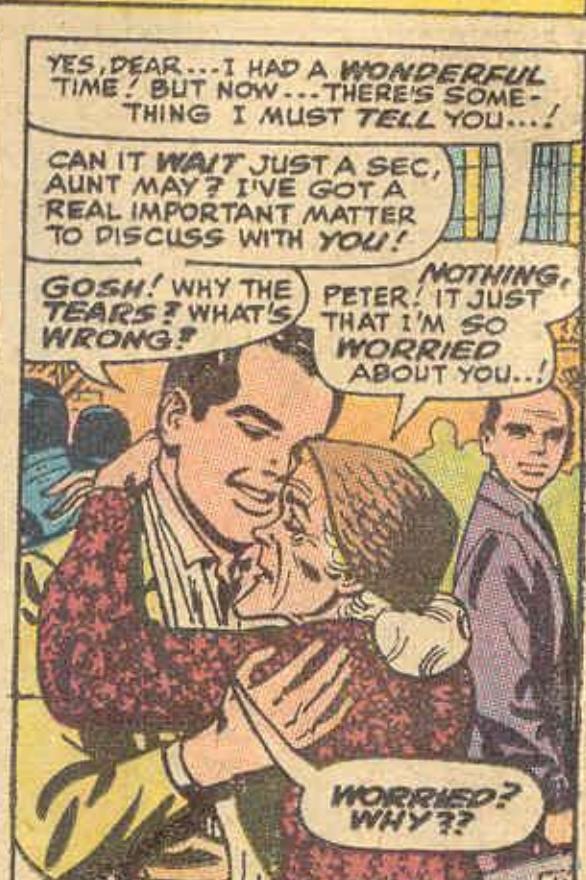
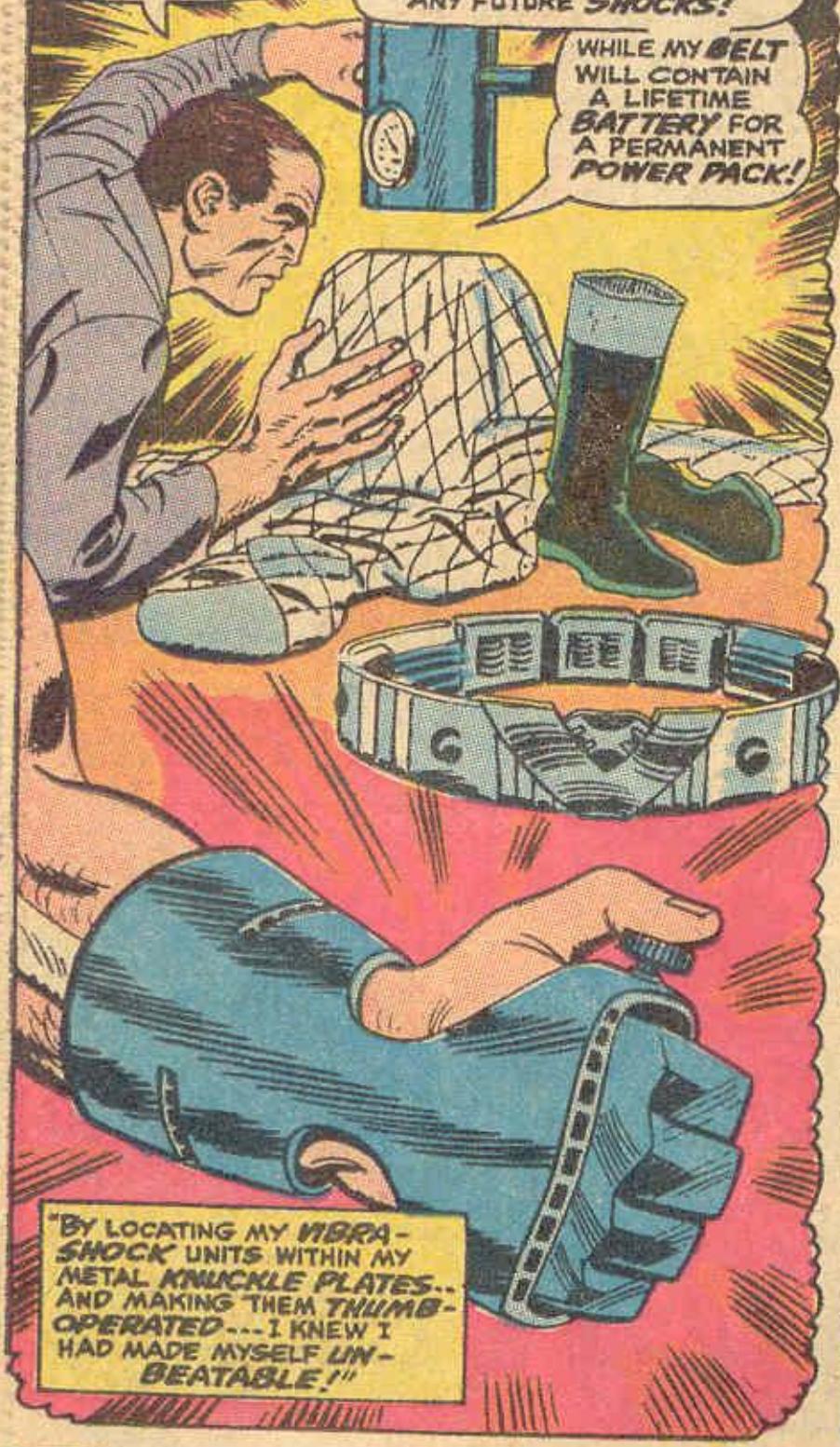
WHILE MY BELT WILL CONTAIN A LIFETIME BATTERY FOR A PERMANENT POWER PACK!

AND, FROM THIS DAY ON,

THE SHOCKER

HAS PROVEN HIMSELF SUPREME!

NO ONE THAT LIVES CAN STOP ME!



I KNOW HOW DEPENDENT YOU ARE UPON ME, DEAR, AND... OH, I'VE JUST GOT TO TELL YOU...

MRS. WATSON IS SO LONELY SINCE MARY JANE MOVED AWAY... AND, SHE WANTS ME TO COME AND STAY WITH HER!

I'D LOVE TO DO IT... BUT IT WOULD MEAN LEAVING YOU ALL ALL ALONE AT HOME...

IF ONLY I HAD THE NERVE TO TELL HER THAT I WANT TO MOVE OUT... TO BE ON MY OWN...

WAIT A MINUTE! WHAT DID SHE SAY...??

YOU WANT TO MOVE IN WITH MRS. WATSON? BUT... YOU'VE BEEN WORRIED ABOUT LEAVING ME ALONE??

OH, PETER... I WAS AFRAID YOU'D TAKE IT THIS WAY. I... I DIDN'T WANT TO UPSET YOU!

UPSET ME? MRS. MAY PARKER, IT'S TIME YOU THOUGHT OF YOURSELF FOR A CHANGE!

STAYING WITH YOUR FRIEND, MRS. WATSON, WOULD BE JUST WHAT YOU NEED! YOU'D HAVE COMPANY... AND SOMEONE WHO'D ALWAYS BE THERE TO LOOK AFTER YOU WHEN YOU NEED IT MOST!

BUT, WHAT ABOUT YOU, DEAR? WHAT WOULD YOU DO?

I'M NOT A CHILD ANY MORE, AUNT MAY... IT'S TIME I WAS GETTING OUT ON MY OWN! I'LL SHARE AN APARTMENT WITH HARRY OSBORN, ONE OF MY CLASSMATES!

AND THAT MEANS YOU CAN SELL THE HOUSE... AND HAVE ENOUGH MONEY TO LIVE COMFORTABLY FOR THE NEXT FEW YEARS!

I'M SO HAPPY... THAT YOU'RE TAKING IT LIKE THIS...

THUS, A SHORT TIME LATER...

MAY, DEAR! HOW WONDERFUL YOU LOOK! COME IN AND TELL ME ALL ABOUT YOUR TRIP!

HELLO, MRS. WATSON! HI, MARY JANE! AUNT MAY HAS SOMETHING TO TELL YOU!

OH, ANNA DEAR... I'VE THE MOST THRILLING NEWS...

...IT'S ALL RIGHT WITH PETER IF I MOVE IN WITH YOU!

I TOLD YOU IT WOULD BE! YOU'VE ALWAYS WORRIED ABOUT THAT BOY MUCH TOO MUCH!

AS FOR YOU, YOUNG LADY, WHAT SAY WE SKIP OVER TO THE SILVER SPOON TO CELEBRATE?

CELEBRATIONS ARE MY FAVORITE PEOPLE, DAD! LET'S CUT OUT.

HI, MARY JANE! WHERE'D YA DIG UP THE SON OF FRANKENSTEIN?

BELA LUGOSI RENTED HIM TO ME! BUT, DON'T GET HIM RILED TILL AFTER HE'S PAID FOR MY SODA, HEAR?

ANYWAY,

WHAT'S SHAKIN', TIGER?

NOTHING MUCH! WE WERE JUST GETTING SET TO SPIN A FEW PLATTERS!

C'MON IN! THE STRAWS'RE ON ME!

WOW! WHO'S THAT DOLL DANCING OVER TH... HEY!

IT'S GWEN! I DIDN'T RECOGNIZE HER AT FIRST! LOOK AT HER GO!

BUT, WHY AM I SO SURPRISED? I NEVER FIGURED HER FOR THE WALLFLOWER TYPE!

HMM... GWEN'S NOT BAD, DAD! NOT GOOD, MAYBE.. BUT NOT BAD!

BEFORE I FORGET, I WANTED TO TELL YOU TWO...

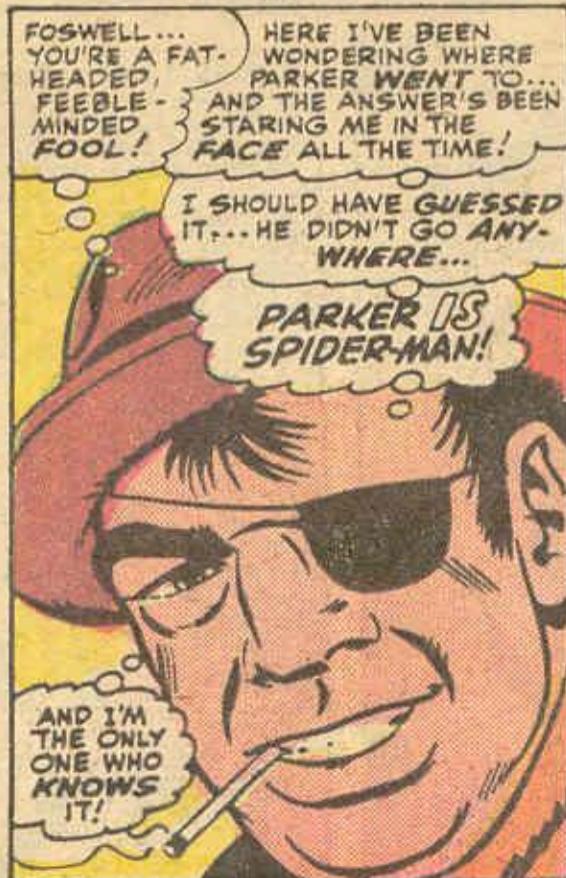
FLASH'S FAREWELL PARTY IS JUST ABOUT ALL SET! WE'LL HOLD IT RIGHT HERE, AT THE SILVER SPOON, WHEN HE GETS HIS INDUCTION DATE!

WE WANT IT TO BE A REAL BLAST! HE'S THE FIRST ONE OF THE CROWD TO BE DRAFTED!

YEP! WE'VE GOTTA DO IT UP RIGHT FOR OL' FLASH!

MMM! THERE'S SOMETHING ABOUT A MALE IN UNIFORM. IT'S WOW CITY!

I WONDER HOW A SPIDEY COSTUME WOULD GRAB HER?



AND REMEMBER...
I GET 50% OF
THE MONEY
YOU RECEIVE
FOR SELLING THE
PICTURES!

DON'T WORRY!
YOU'RE THE ONE
GUY I'M NOT
ABOUT TO START
CHEATING!

NOW FOR A QUICK CHANGE
WHILE I KEEP TALKING!

GOOD OL' SPIDER SPEED...
I COULDN'T DO THIS
WITHOUT IT!

LUCKY I
CAN
CHANGE
THE TONE
OF MY
VOICE BY
RAISING
AND LOWER-
ING MY
FACE
MASK!

WHAT IF
YOU CAN'T BEAT THE
SHOCKER, SPIDEY?
YOU KIDDIN'? JUST TAKE
THE PIX, PARKER... I'LL
DO THE REST!

WHEW! IF I
GET AWAY WITH
THIS, IT'LL BE A
MIRACLE!

HE'S STILL
LISTENING ON
THE OTHER
SIDE OF THE
WALL!

JUST STAY THERE, PATCH...
WHILE I RIG UP A WEB-
DUMMY OF OL' SPIDER-
MAN!

I'LL HANG
IT BY ITS
OWN WEBBING,
AND GIVE IT
A SHOVE
TO START
IT SWING-
ING!

NUTS! HE'S ALWAYS SWINGING
OFF WITHOUT ANSWERING!

HOW ABOUT THAT! I
WAS DEAD WRONG!
PARKER IS STILL
STANDING
THERE WHILE
THE WEB-HEAD SWINGS AWAY!

WELL, THAT'S IT!
I'M NOT BRANDO,
BUT I HOPE I
ACTED GOOD
ENOUGH TO
FOOL MY
ONE-MAN
AUDIENCE!

I ALMOST MADE A KING-SIZED JACKASS OUT OF MYSELF!
HOW COULD I HAVE THOUGHT A TEEN-AGED NOBODY LIKE
PARKER COULD ACTUALLY BE SPIDER-MAN!

WELL, ANYWAY, I FOUND OUT HOW THE KID GETS THOSE
EXCLUSIVE PHOTOS! HE'S GOT A DEAL COOKING WITH
SPIDER-MAN! THE MASKED MAN TIPS HIM OFF WHEN
HE'S GOING INTO ACTION... AND THEN PARKER SPLITS
THE MONEY HE GETS FOR THE PIX WITH SPIDEY!

IT STILL DOESN'T SOUND
KOSHER, THOUGH! YOU'D
THINK A GUY LIKE
SPIDER-MAN COULD
MAKE ALL THE DOUGH
HE WANTS!

BUT, WHY FIGHT
IT? I SAW THEM...
AND HEARD 'EM
WITH MY OWN EARS!

OH, BRO-THER!
WAS THAT A
CLOSE ONE?

FOR A WHILE THERE
IT LOOKED LIKE I COULD
JUST KISS MY "SECRET
IDENTITY BIT" BYE-BYE
FOR GOOD!

I'VE ABOUT HAD IT
WITH THAT BLAMED
SLING!

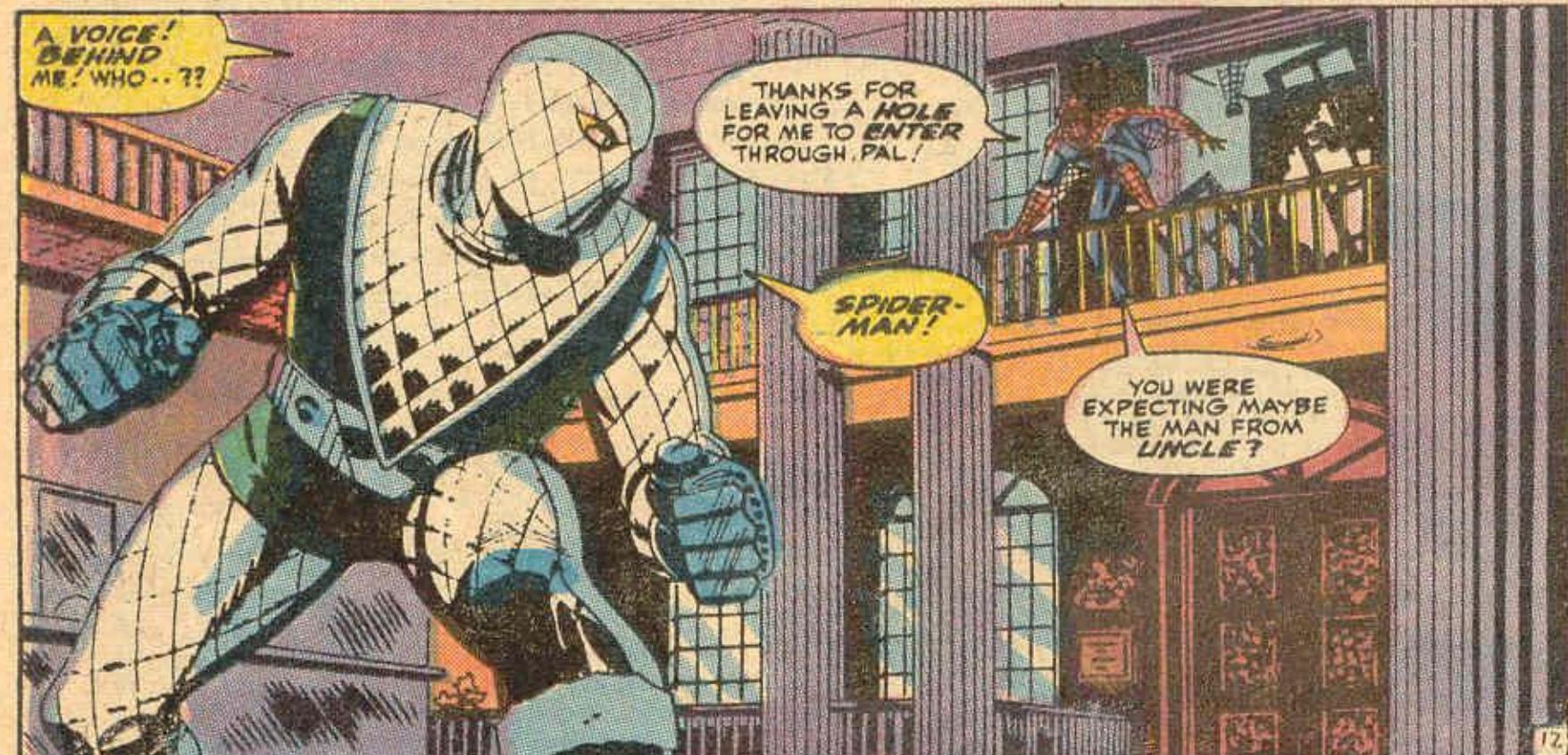
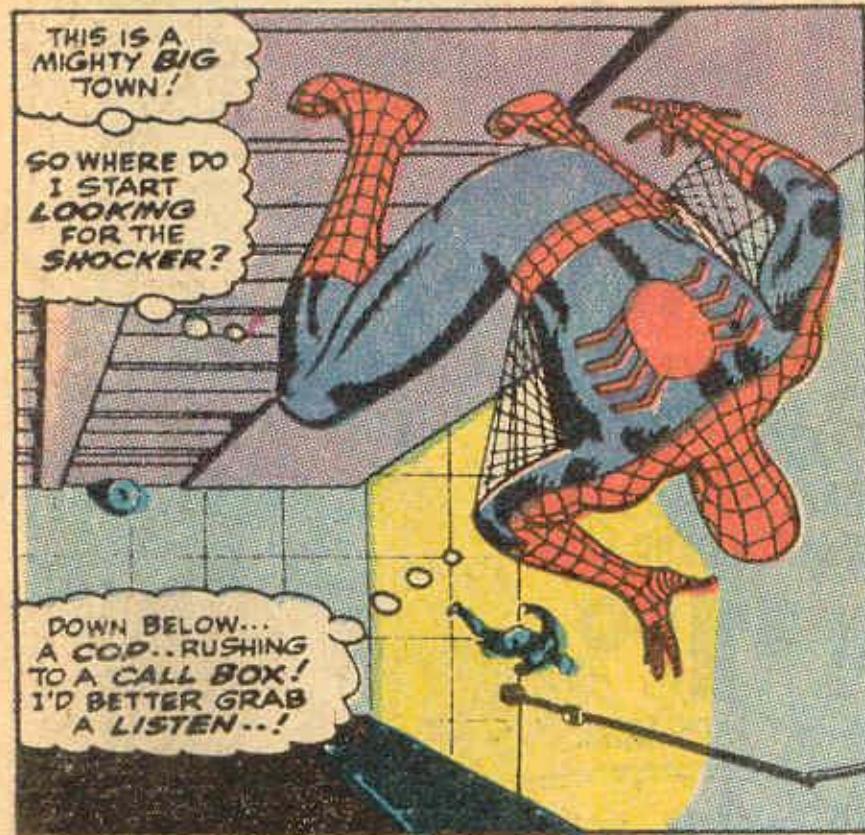
MY ARM'S STILL A
LITTLE SORE, BUT WHAT
THE HEY!

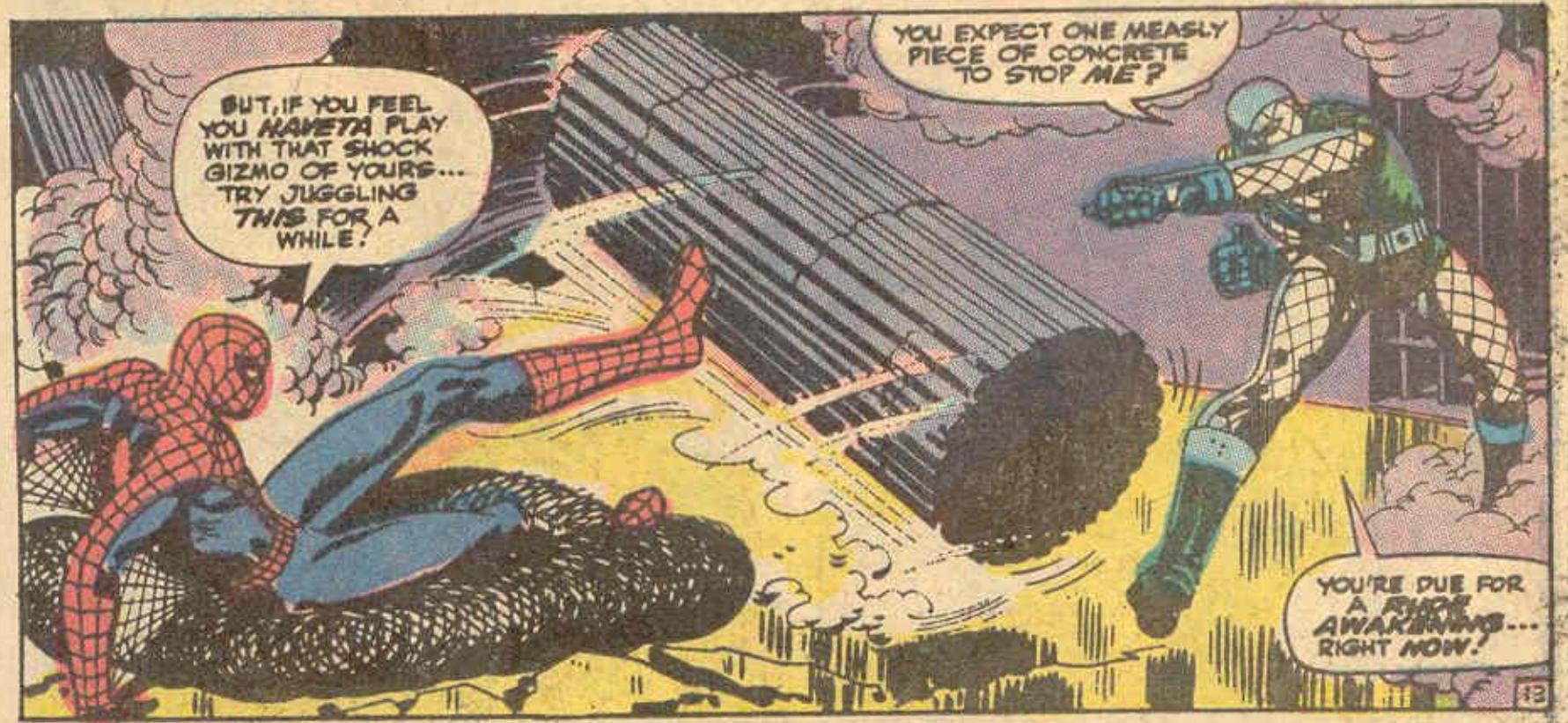
WHO EVER
HEARD OF A
SWINGIN'
SUPER-HERO
BABYING
HIMSELF?

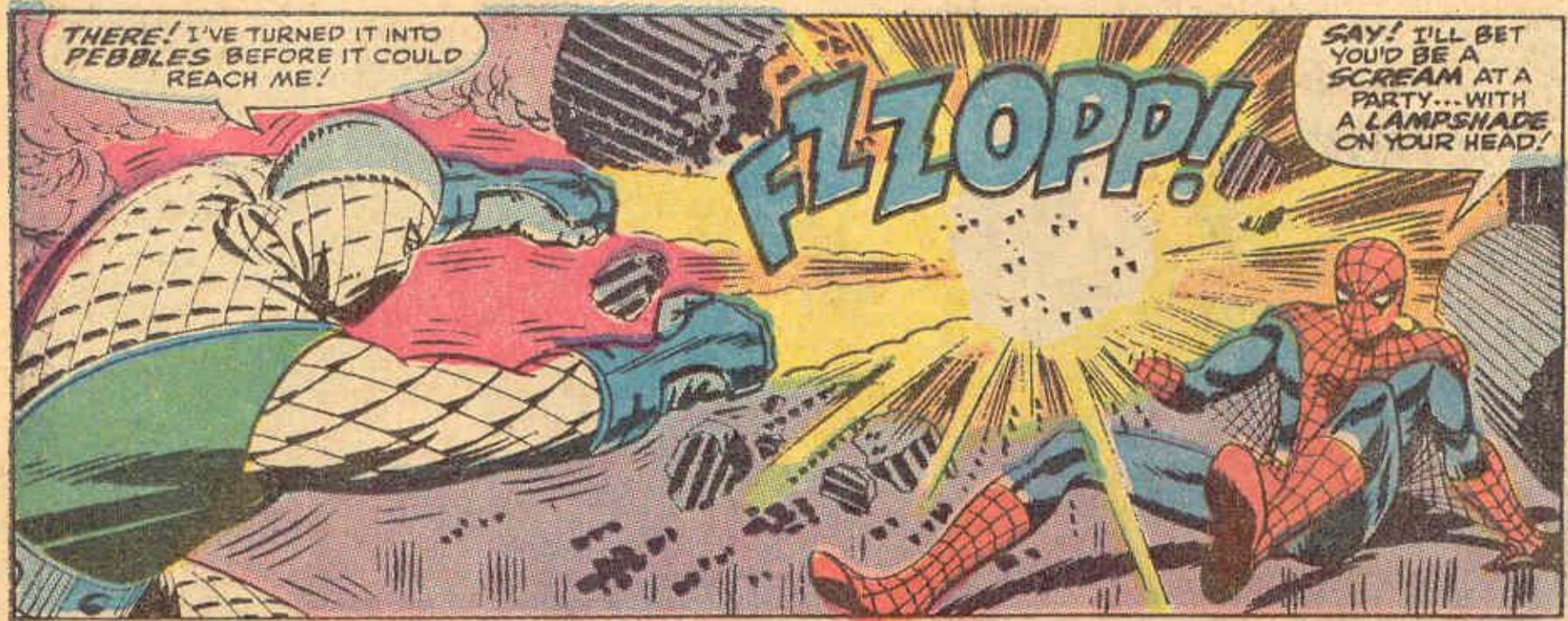
WELL, NOW
THAT SHOW
TIME'S OVER--!



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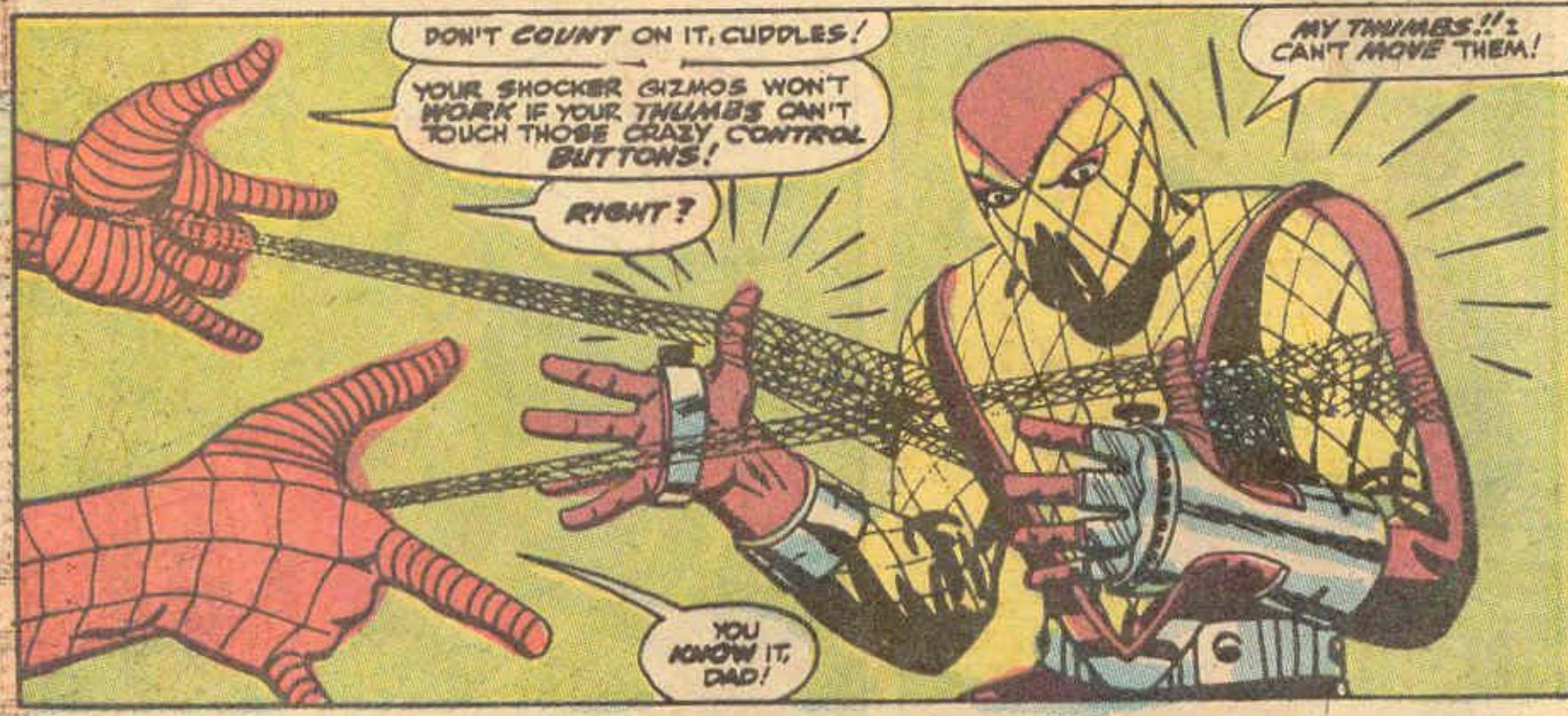








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A FEW SECONDS LATER...

THANKS FOR
THE PICTURES,
SHOCKY!

NOW YOU'LL
BE NICE AND
COMFY THERE
UNTIL THE
POLICE ARRIVE,
WON'T YOU?

SMILE, DARN IT! THAT
WEBBING'S MORE EX-
PENSIVE THAN YOU THINK!

IT'S FUNNY... WITHOUT
HIS LITTLE WRIST-
SHOCKER SET,
HE'S JUST ANOTHER
CHEAP HOOD!

OH, WELL... IT SURE IS A
PLEASURE TO HAVE
EVERYTHING TURN OUT
A-OKEY FOR A CHANGE!

I CAUGHT MY
MAN.. GOT MY PIX..
AND MY ARM FEELS
AS GOOD AS NEW
AGAIN! IT'S
WOWVILLE!

NOT ONLY IS SPIDEY DELIGHTED WITH THE WAY THINGS
WORKED OUT, BUT EVEN STAN AND JOHN ARE RELIEVED
FOR ONCE... AND, WE'VE A HUNCH THAT YOU DON'T MIND
YOURSELF... RIGHT, TIGER?

ANYWAY, THE NEXT MORNING HERALDS THE DAWN OF A NEW DAY... AND OF A
BRAND NEW CHAPTER IN THE LIFE OF OUR FRIENDLY,
NEIGHBORHOOD SPIDER-MAN...

I AWOKE EVEN BEFORE
THE ALARM WENT
OFF!

IN FACT, I'VE
BEEN WAKING
UP ALL NIGHT!

I'M JUST TOO
EXCITED TO SLEEP!

TODAY'S THE DAY I
PACK MY GEAR AND
MOVE IN WITH
HARRY!

MY OWN PAD AT
LAST! GOSH.. I CAN
HARDLY BELIEVE
IT!

AUNT MAY, IS THERE ANYTHING I CAN DO FOR YOU
BEFORE I MOVE?

NO, PETER DEAR...
MRS. WATSON JUST
ARRIVED... SHE'LL
DRIVE ME TO HER
HOUSE... AFTER
A WHILE...

I WAS
AFRAID
SHE'D WEEP,
BLESS HER HEART!
BUT, WE BOTH KNOW
THIS IS FOR THE
BEST!

AT LEAST
SHE AND ANNA
WATSON WILL
BE COMPANY
FOR EACH
OTHER!

NOW LOOK, YOUNG LADY! I DON'T WANT TO SEE MY
BEST GAL WITH TEARS IN HER EYES!

PETER, DEAR... PROMISE ME YOU'LL PHONE
WHENEVER YOU CAN... AND COME TO VISIT
WHEN YOU HAVE TIME!

AND TAKE GOOD CARE
OF
YOURSELF! BE SURE TO GET
ENOUGH SLEEP... AND EAT
PLENTY OF NOURISHING FOOD!
YOU KNOW HOW FRAGILE
YOU ARE!

REMEMBER
TO WEAR YOUR
SWEATER WHEN
IT'S CHILLY...
AND DON'T GET
YOUR FEET WET!

AND, BE CARE-
FUL WHOM YOU
CHOOSE FOR FRIENDS!
I DON'T EVER WANT MY
PETER TO ASSOCIATE
WITH ROUGHNECKS...

REMEMBER, AUNT MAY... IT'S NOT AS THOUGH WE'RE
SAYING GOOD-BYE! WE'RE JUST CHANGING OUR
ADDRESSES...
THAT'S ALL!

JUST YOU STAY
AS PRETTY AS
YOU ARE... AND
DON'T WORRY
ABOUT A
THING!

AND REMEMBER...
NO MORE TOUCH
FOOTBALL... OR
KARATE PRACTICE!

OH, PETER, PETER...
YOU ALWAYS COULD
FIND A WAY TO MAKE
ME SMILE!

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AND
THEN,
FINALLY...

I KNOW HOW YOU FEEL, DEAR! IT WAS THE SAME WHEN
MARY JANE MOVED AWAY FROM HOME!

THAT'S WHY I'M SO
HAPPY YOU'RE COMING
TO STAY WITH ME NOW!

HE'S ALL THE
FAMILY I HAVE!
I PRAY HE'LL BE
ALL RIGHT... HE'LL
BE HAPPY... ON
HIS OWN!

I NEVER
KNEW
MY MOTHER..
BUT SHE COULDN'T
HAVE BEEN SWEETER
...OR GENTLER...
OR MORE WONDER-
FUL... THAN AUNT
MAY!

THE WAY SHE ALWAYS
WORRIED ABOUT
EVERY LITTLE THING...

THAT'S WHY
I COULD
NEVER...
NEVER...
LET HER
LEARN THE
TRUTH...
ABOUT
SPIDER-
MAN!



A SHORT TIME LATER, IN A PLEASANT APARTMENT
BUILDING, JUST A STONE'S THROW AWAY FROM CAMPUS...

WELCOME TO
THE PAD, LAD!

IT'S NOT THE
TAJ MAHAL...
BUT IT'S BETTER
THAN A TENT!

YOU MEAN...
ALL THIS IS
OURS??

IT'S OUT
OF
SIGHT,
HARR....!

--AND,
IN
LIVING
COLOR,
TOO!

GLAD YOU LIKE IT, MR. PARKER!

I'VE GOTTA GO OUT FOR A
WHILE... SO MAKE YOURSELF
AT HOME!

SURE THING, PAL!
THIS IS GONNA TAKE
A LITTLE GETTING
USED TO!

BUT, HOW
COME
THERE'S
NO
BUTLER?

SORRY ABOUT
THAT! SEE YOU
LATER, ROOM-
MATE!



BUT, FOR LONG, LONELY SECONDS AFTER THE DOOR HAS CLOSED BEHIND THE
EBULLIENT HARRY, PETER PARKER STANDS MOTIONLESS, SILENTLY CLOAKED
IN HIS OWN SOMBER THOUGHTS...

I SHOULD BE CLICKING MY
HEELS AND DOING CARTWHEELS
RIGHT NOW! I'VE FINALLY
GOTTEN WHAT I WANTED...

I'M ON MY OWN,
AT LAST... SHARING
A PAD WITH A PAL!

SO WHY THIS LETDOWN FEELING?
WHY THIS MOOD OF DEPRESSION
THAT I CAN'T SEEM TO SHAKE?

IS IT JUST A NATURAL
FEELING OF HOMESICK-
NESS? OR, IS IT SOME-
THING DEEPER?

ON THAT FATEFUL DAY
...WHEN I BECAME
SPIDER-MAN...
PERHAPS MORE
THAN A PHYSICAL
CHANGE WAS
WROUGHT...

PERHAPS, IN SOME
STRANGE, MYSTERIOUS
WAY... WHEN I GAINED
ANOTHER IDENTITY... I
LOSED THE CAPACITY...
FOR HAPPINESS!

PERHAPS, PETEY.
PERHAPS YOU
KNOW THAT
SOONER OR
LATER, YOU'LL
HAVE TO GET
INTO YOUR
SPIDEY SUIT
AGAIN... AND
HOW MUCH
HAPPINESS
HAS THAT
BROUGHT YOU
IN THE
PAST?

GIANT MAN

and the WONDERFUL
WASP

SPIDER-MAN!

HEY, SPIDEYPHILE--HERE'S A TRULY DIFFERENT WALL-CRAWLER CLASSIC--NAMELY, BECAUSE THE HERO OF THE TALE ISN'T REALLY **SPIDER-MAN** AT ALL! WHO **SAYS** THIS ISN'T THE MARVEL AGE OF OFFBEAT ANNUALS?

"ON THE TRAIL OF SPIDER-MAN!"

BRILLIANTLY WRITTEN BY GOOD OL'
STAN LEE
BASHFULLY DRAWN BY LOVEABLE OL'
DICK AYERS
BOLDLY INKED BY FAITHFUL OL'
PAUL REINMAN
BRAVELY LETTERED BY FEARLESS OL'
S. ROSEN

JAN, HONEY...
BECOME NORMAL
SIZE...QUICKLY!!

I'VE GOT A
SURPRISE
FOR YOU!

I THINK
YOU'RE GOING
TO LIKE IT!

TELL
ME, HANK!
IS IT FUR?
JEWELRY?
PERFUME?



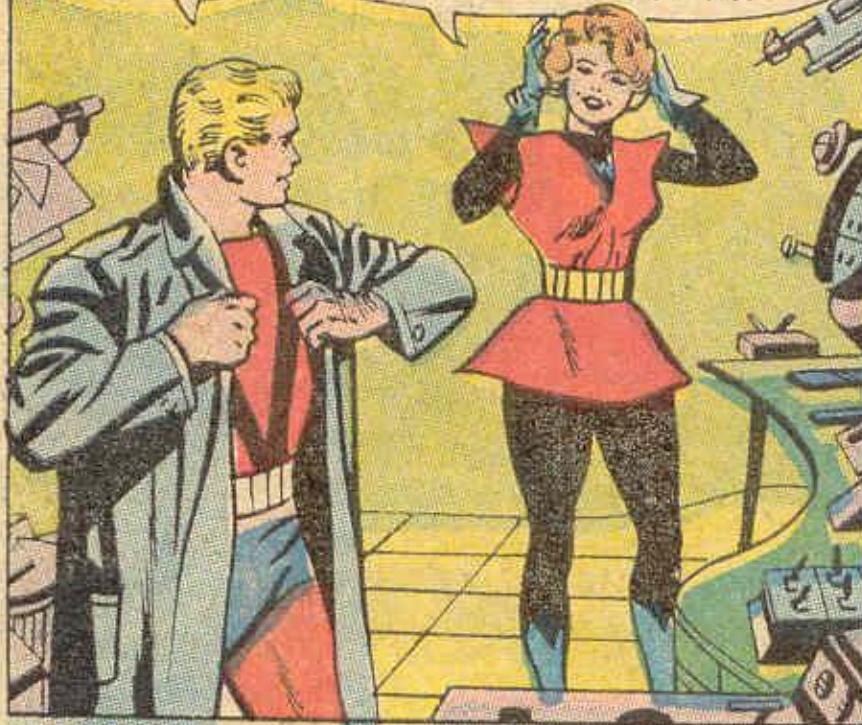
NOT ANYTHING LIKE THAT, JAN! I'VE CREATED A NEW WEAPON FOR YOU!

HOW ROMANTIC! THERE'S A MOON OUTSIDE...SOFT BREEZES AND THE SCENT OF HONEYSUCKLE IN THE AIR! AND WHAT DO YOU HAVE FOR ME?? A WEAPON!!

OH, WELL...I SUPPOSE THAT'S WHAT I GET FOR TEAMING UP WITH A HANDSOME, BLUE-EYED ADVENTURER INSTEAD OF DATING CARY GRANT!

JUST WAIT TILL YOU SEE THIS WEAPON, LITTLE FRIEND! I'D LIKE TO SEE CARY GRANT DREAM UP A DEVICE LIKE THIS!

I'D LIKE TO SEE CARY GRANT.. PERIOD!



LOOK, HONEY...FOR MONTHS YOU'VE HAD ONLY YOUR SMALL SIZE TO HELP YOU IN ANY TIGHT SPOT! WELL, NOW YOU'RE GOING TO HAVE SOMETHING ELSE TO USE IN A PINCH!

WHO NEEDS THAT? NOBODY GOES AROUND PINCHING WASPS!

BE SERIOUS, JAN! THIS IS A HIGHLY POTENT COMPRESSED AIR GUN!

NOW STRAP IT TO YOUR ARM...MAKE SURE IT FITS REAL SNUG, BECAUSE ANY LOOSENESS WILL AFFECT YOUR AIM!



NOW PUT YOUR FINGER THROUGH THAT LITTLE RING...THAT'S IT! OKAY, AIM IT AT A TARGET, HONEY! STEADY, NOW!

I GET IT, BIG DADDY! ALL I DO IS BEND MY FINGER TO PULL THE CORD WHICH THE RING IS ATTACHED TO, EH?

RIGHT! IT WILL FIRE ONE CONTINUOUS BURST OF COMPRESSED AIR, OR SHORT SUDDEN ONES, DEPENDING ON HOW LONG YOU HOLD YOUR FINGER DOWN!

AND NOTICE HOW POWERFUL THE BURSTS ARE!

MY, MY! IT'S SOMETHING NO BACHELOR GIRL SHOULD EVER BE WITHOUT!



HANDLE IT, CAREFULLY, DOLL! IT'S VERY FRAGILE! I MADE IT OF THE SAME MOLECULAR SUBSTANCES AS OUR COSTUMES ARE MADE OF... SO THAT IT WILL SHRINK WHEN YOU SHRINK, WITHOUT LOSING ANY OF ITS STRENGTH!

DON'T WORRY, HANK! I'LL GIVE IT THE SAME TENDER LOVING CARE THAT I WISH A CERTAIN BLUE-EYED AVENGER WOULD GIVE TO HIS LITTLE WASP!



BUT, PERHAPS THE WASP WOULD NOT BE QUITE SO FLIPPANT IF SHE KNEW OF THE DEVIOUS SCHEME BEING FORMULATED IN THE BRAIN OF ONE OF GIANT-MAN'S MOST DANGEROUS ENEMIES... THE BRILLIANT, EVIL EGG-HEAD!

I'VE REMAINED IN HIDING LONG ENOUGH! GIANT-MAN HAS PROBABLY FORGOTTEN ALL ABOUT ME BY NOW!

WHICH MEANS... THE TIME HAS COME FOR ME TO STRIKE!



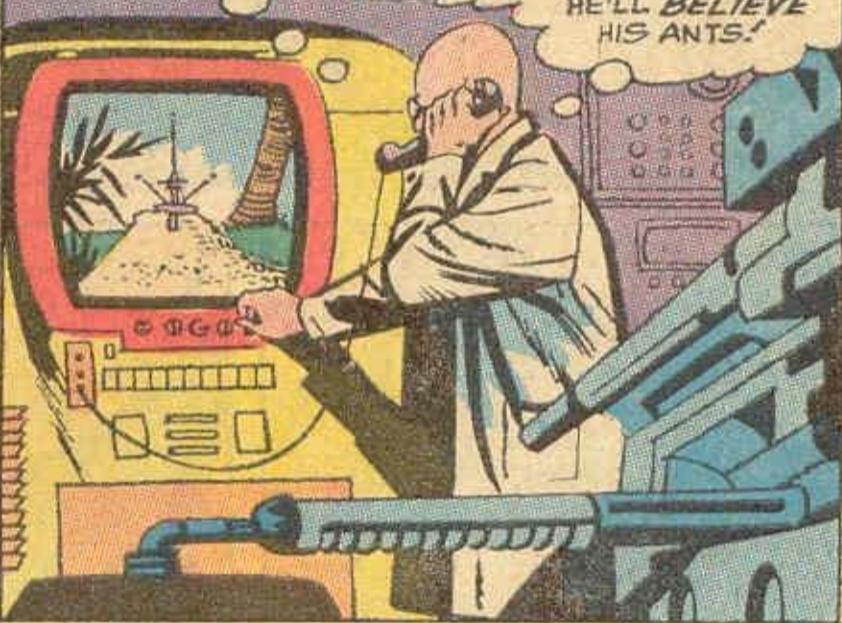
FOR MONTHS I HAVE WORKED ON MY OWN ELECTRONIC IMPULSE COMMUNICATOR THROUGH WHICH I CAN COMMUNICATE WITH THE ANTS ALMOST AS WELL AS HE CAN!



I'VE SET UP MY OWN "RECEIVING STATION" ON A NEARBY ANT-HILL! AND NOW FOR MY PLAN!

I'LL BROADCAST A FALSE REPORT TO THE ANTS... WHICH THEY ARE SURE TO TRANSMIT TO MY ARCH-ENEMY! HE WON'T SUSPECT THE REPORT IS A TRAP...

HE'LL BELIEVE HIS ANTS!



AND SO, THE EVIL GENIUS SETS THE STAGE FOR HIS MASTER PLAN! WHILE BACK AT GIANT MAN'S LAB, A SHORT TIME LATER...

QUIET, JAN! AN EMERGENCY ALARM IS COMING IN FROM MY ANT SCOUTS! ALTHOUGH... IT'S SOMETHING I'D NEVER HAVE SUSPECTED! IT'S ALMOST UNBELIEVABLE!

URGENT! SPIDER-MAN HAS BEEN SIGHTED SEARCHING FOR OUR MASTER! HE INTENDS TO ATTACK AND DEFEAT GIANT-MAN!!



THEN, AFTER RELAYING THE STARTLING REPORT TO HIS PARTNER IN PERIL, HENRY PYM PREPARES FOR IMMEDIATE ACTION...

NO TIME TO LOSE, JAN! TAKE A SHRINKING CAPSULE FAST, AND SEARCH THE CITY AS THE WASP! SOON AS YOU FIND SPIDER-MAN, REPORT BACK TO ME!

BUT DON'T TRY TO TACKLE HIM YOURSELF, HEAR?

ROGER, BOSS! I'M ON MY WAY!



USING THE ARTIFICIAL ANTENNAE WHICH APPEAR WITH HER WINGS WHEN SHE BECOMES WASP-SIZE, THE FABULOUS FLYING FEMALE KEEPS IN CLOSE TOUCH WITH GIANT-MAN...



KEEP SEARCHING, WASP! AND REMEMBER, NO HEROICS! WHEN YOU FIND HIM, I'LL TAKE OVER!



SECONDS LATER...



HE SWINGS FROM ROOF-TOP TO ROOF-TOP LIKE A SILENT, SINISTER GHOST! HE MAY BE SAFELY GONE BEFORE GIANT-MAN CAN REACH THE SPOT!



OH, NO! IN MY EAGERNESS, I MADE THE AIR BLAST TOO STRONG! I'VE CAUGHT HIM BY SURPRISE... MADE HIM LOSE HIS BALANCE!!



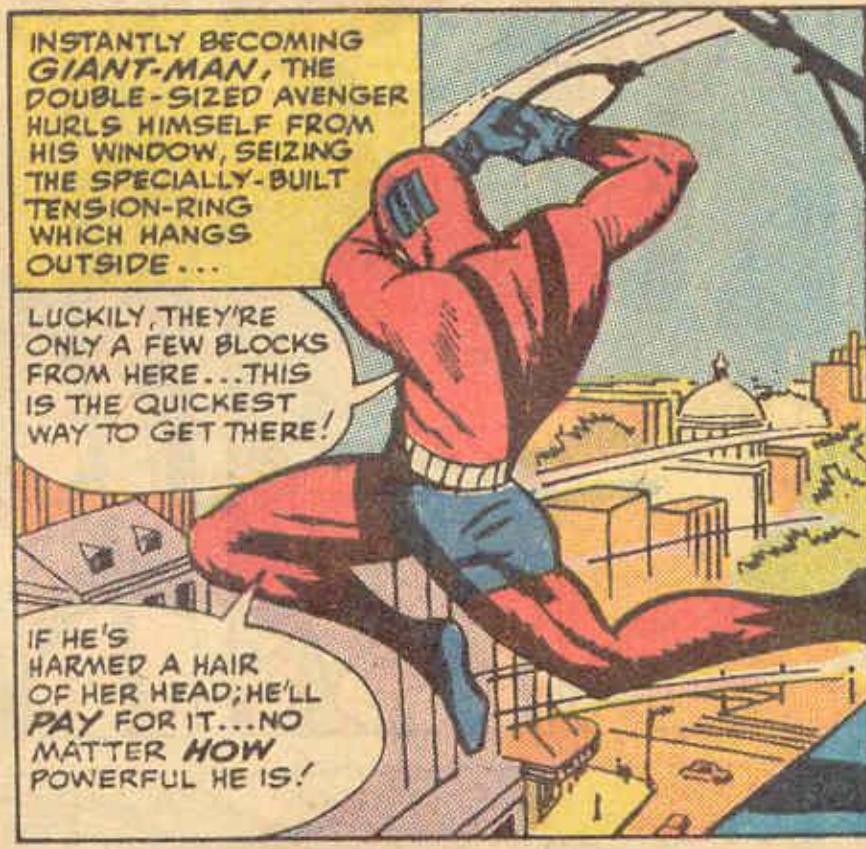
BUT, THE AMAZING SPIDER-MAN HAS THE LIGHTNING-FAST REFLXES OF THE POWERFUL ARACHNID FOR WHOM HE IS NAMED...

SOMETHING HIT ME... SENT ME TOPPLING! AN UNSEEN ENEMY! BUT, I'LL STRIKE BACK LATER... FIRST I'VE GOT TO SAVE MYSELF!

WHOEVER IS RESPONSIBLE WILL LEARN THAT IT TAKES MORE THAN A SNEAK ATTACK TO DEFEAT SPIDER-MAN!!

I'LL SHOOT OUT MY WEB-STRANDS WHILE I'M FALLING... AND, IF I'VE AIMED THEM CORRECTLY...





TRIUMPHANTLY, THE MAN CALLED EGG-HEAD ADDRESSES AN ASSORTMENT OF UNDERWORLD CHARACTERS WHOM HE HAS ASSEMBLED IN HIS HIDDEN LAB..

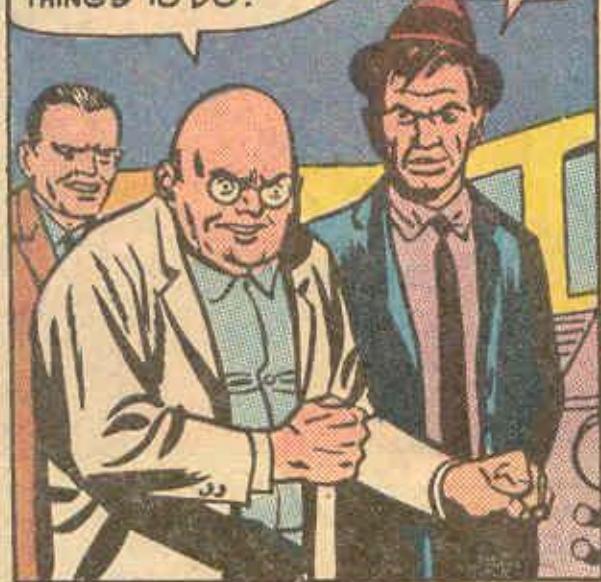
NOW FOR PHASE TWO OF MY PLAN! WHILE GIANT-MAN IS OCCUPIED WITH HIS WEB-SLINGING ENEMY, WE HAVE THINGS TO DO!

YOU'VE SURE GOT EVERYTHING FIGURED OUT TO A "T," BOSS!

NATURALLY! NOW I WANT YOU BOYS TO TAKE THE STATIONS I ASSIGNED YOU TO WHILE I CALL THE POLICE!! WE'RE GONNA PULL THE CRIME OF THE CENTURY... WITH GIANT-MAN'S HELP!!

EGGHEAD, YOU'RE A GENIUS!

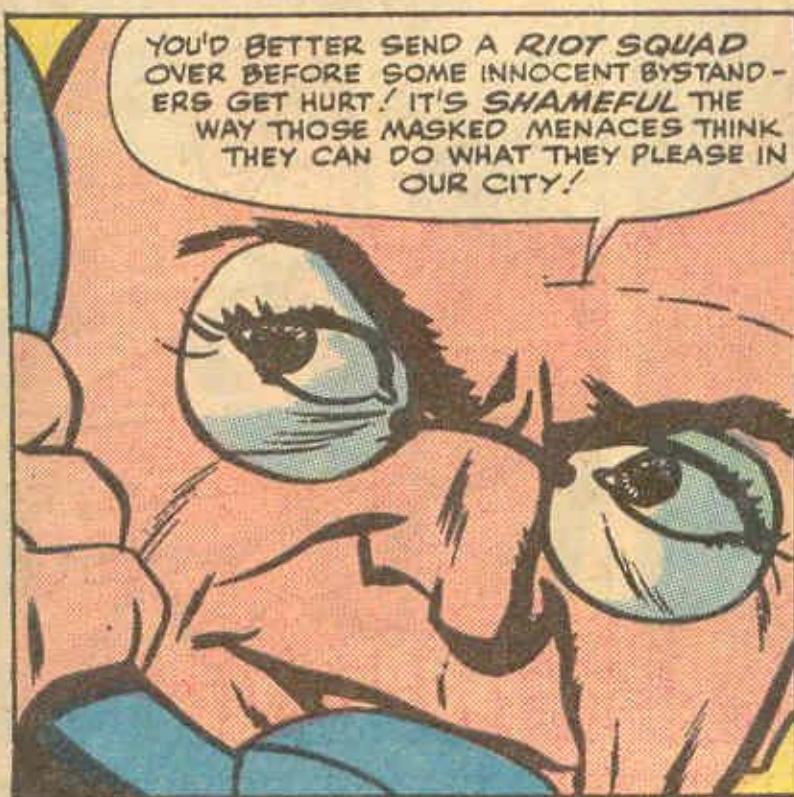
HELLO, POLICE HEADQUARTERS! I'M A PUBLIC SPIRITED CITIZEN AND I WANT TO REPORT A DANGEROUS FIGHT! SPIDER-MAN AND GIANT-MAN ARE BATTLING IN THE STREET...



YOU'D BETTER SEND A RIOT SQUAD OVER BEFORE SOME INNOCENT BYSTANDERS GET HURT! IT'S SHAMEFUL THE WAY THOSE MASKED MENACES THINK THEY CAN DO WHAT THEY PLEASE IN OUR CITY!

MEANTIME...

BIG AS YOU ARE, GIANT-MAN, I'LL BOWL YOU OVER LIKE A TEN-PIN!



MISSED HIM! BUT HOW...??

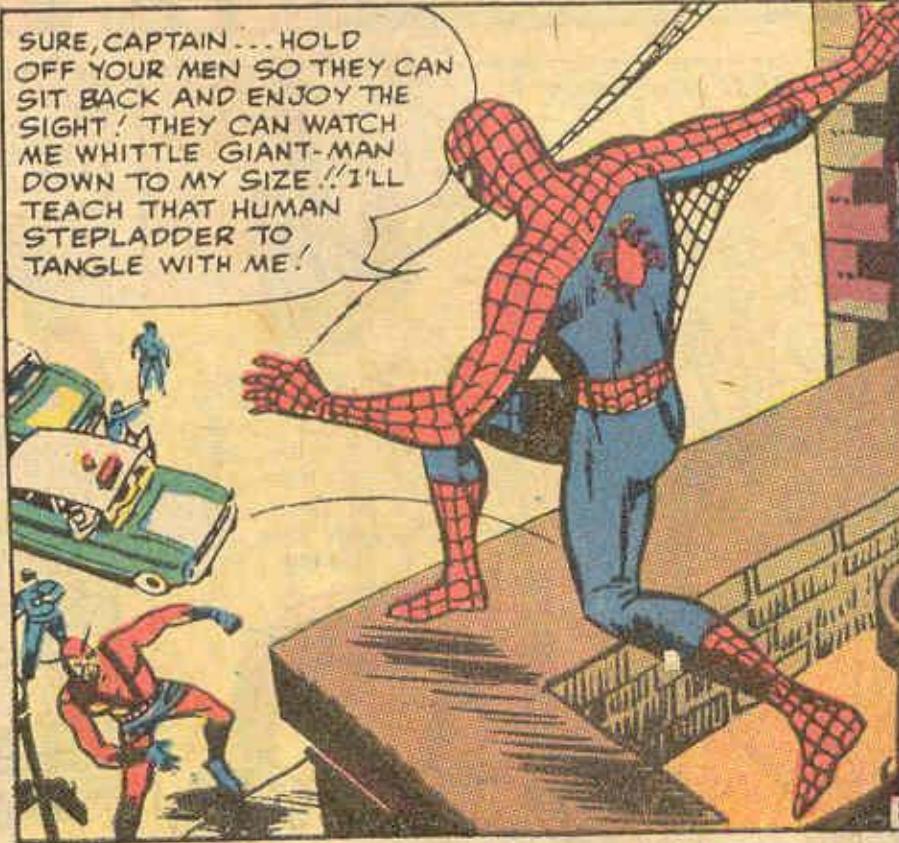
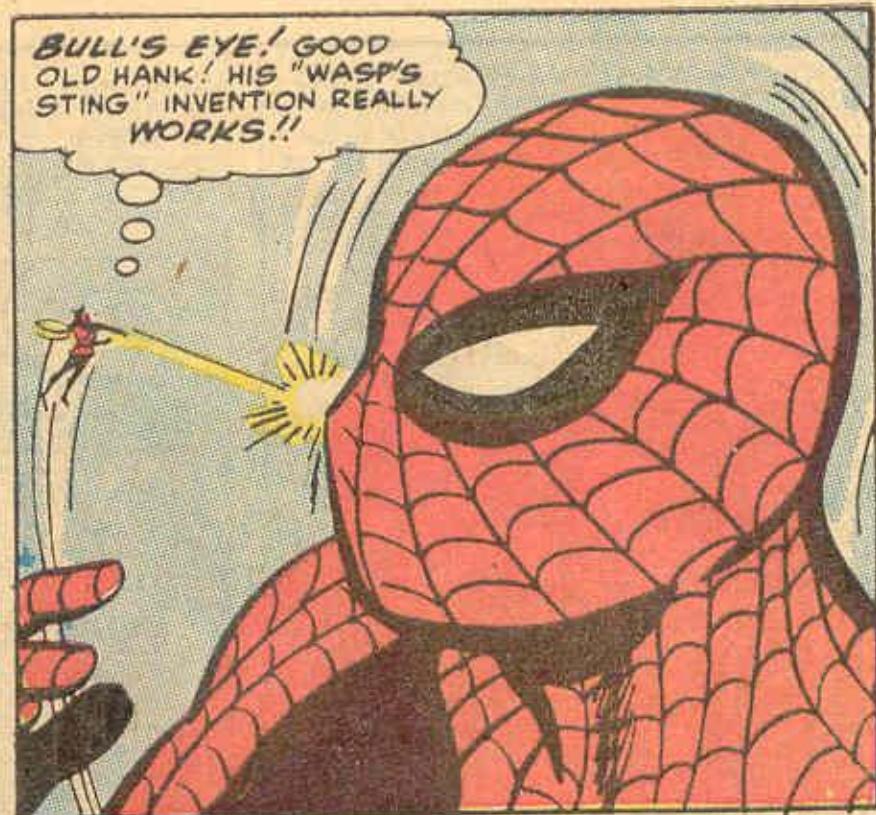
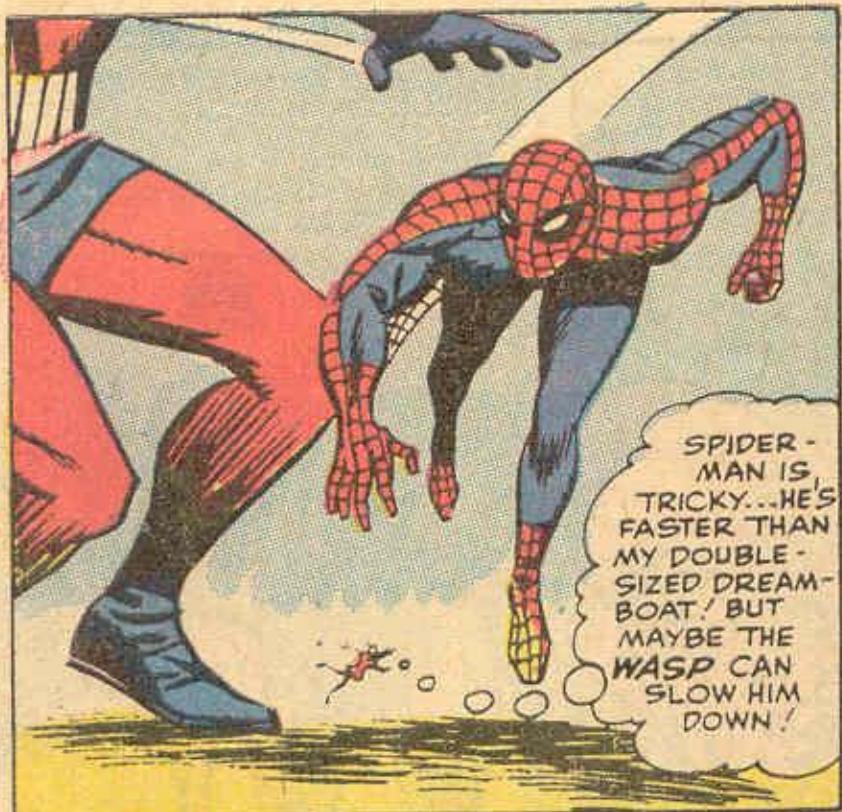
HE'S FAST! BUT SO LONG AS I CAN KEEP CHANGING SIZE IN TIME, I'LL GET HIM, SOONER OR LATER!

HE'S ATTACKING AGAIN! NOW TO ENLARGE QUICKLY, AND GRAB HIM...

UH-OH! THE POLICE ARE HERE!

SURROUND THEM, MEN! THEN CLOSE IN...ON THE DOUBLE!





THERE'S NO PLACE YOU
CAN GO THAT I CAN'T
FOLLOW...ONE WAY OR
ANOTHER!



MISTER, YOU'VE GOT NOTHING
GOING FOR YOU, EXCEPT SIZE!...
AND THAT'S NOT GOING TO DO
YOU ANY GOOD AGAINST ME!

NO? WAIT'LL I GET
MY HANDS ON YOU!
YOU'LL SING A
DIFFERENT
TUNE!



I WONDER WHY
THEY'RE FIGHTING
EACH OTHER?

BEATS ME!
BUT WE'D
BETTER STOP
THEM!

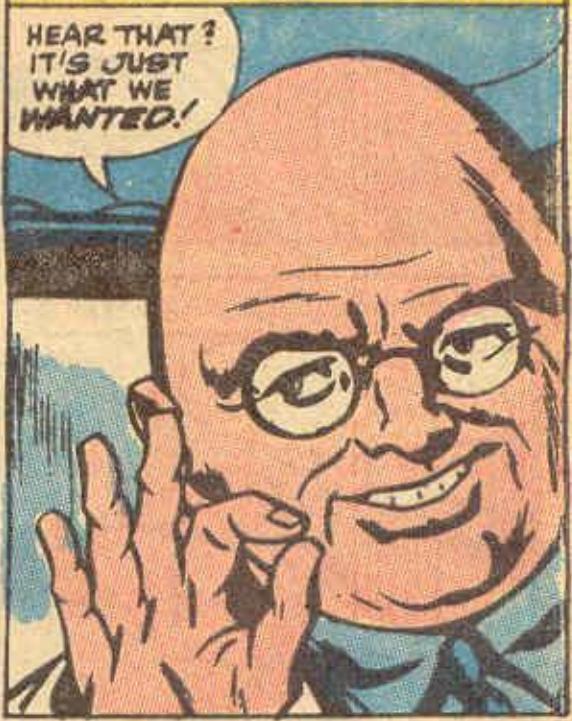


SEND REINFORCEMENTS,
CHIEF! NO HARM DONE YET, BUT
ANYTHING CAN HAPPEN WITH
GIANT-MAN AND SPIDER-
MAN SLUGGING IT OUT!



AT THAT MOMENT, EGGHEAD TURNS
OFF HIS POLICE-BAND SHORT
WAVE RADIO, AND ...

HEAR THAT?
IT'S JUST
WHAT WE
WANTED!



WITH THE POLICE SENDING
EVERY AVAILABLE MAN TO
THE EAST SIDE OF TOWN,
WE'LL BE ABLE TO MOVE
FREELY ON THE WEST
SIDE, AS PLANNED!

IT'S ALMOST LIKE YOU'VE
GOT THOSE TWO MASKED
CLOWNS WORKIN'
FOR YA, EGGHEAD!



I ALWAYS SAID I
COULD ACCOMPLISH
ANYTHING WITH
MY BRAINS!! AND
NOW, LET'S GET
MOVING!

THE PAYROLL TRUCK
WE'RE AFTER SHOULD
BE LEAVING THE WEST
SIDE HIGHWAY AT THIS
VERY MOMENT!!





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AT THAT CRITICAL MOMENT, AN ALERT ANT SENSES THE PRESENCE OF THE ONE WHO SENT THE ORIGINAL MESSAGE A SHORT TIME BEFORE!

WE MADE IT, EGGHEAD!

SHUT UP AND KEEP DRIVING!

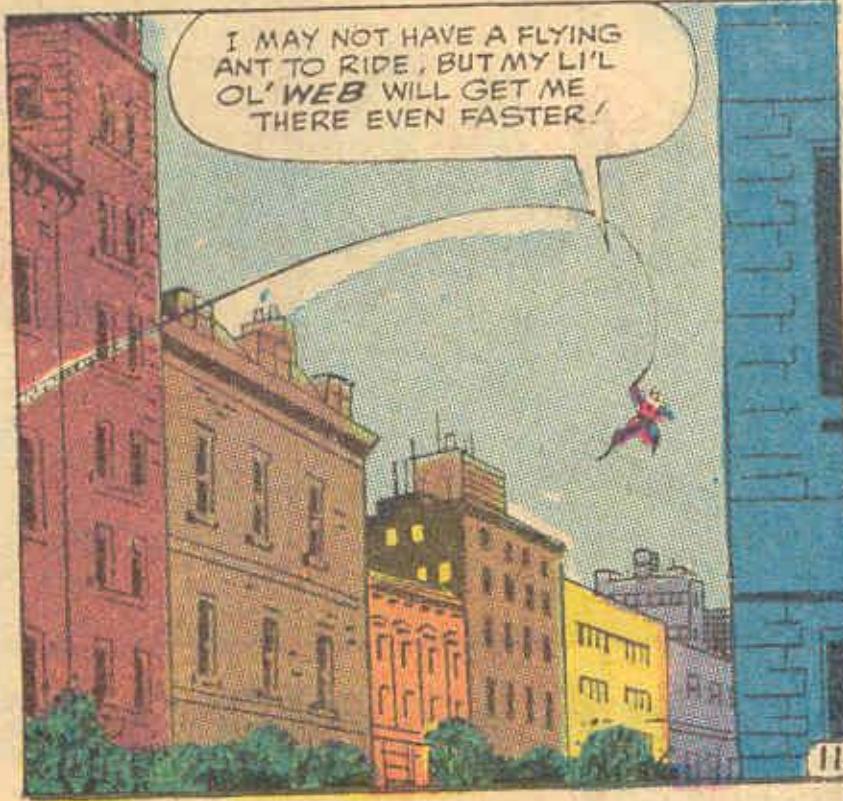
INSTANTLY, ANOTHER MESSAGE IS TRANSMITTED TO THE LEADER OF THE ANT WORLD, UNSUSPECTED BY EGGHEAD OR HIS MEN...

INTO THE HIDEOUT...
QUICK!
NOBODY
WILL EVER
FIND US
HERE!

BUT EGGHEAD HAS NOT COUNTED ON ONE THING...

SPIDER-MAN...
WAIT! MY ANTS
ARE CONTACTING
ME. LOOKS LIKE
WE WERE BOTH
DECEIVED!

WHAT IS
IT, BLUE
EYES??



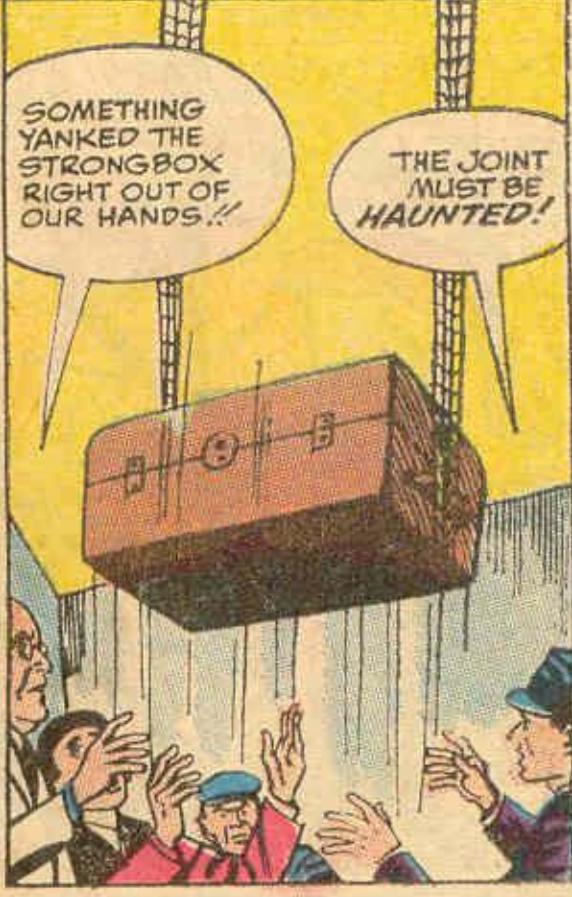
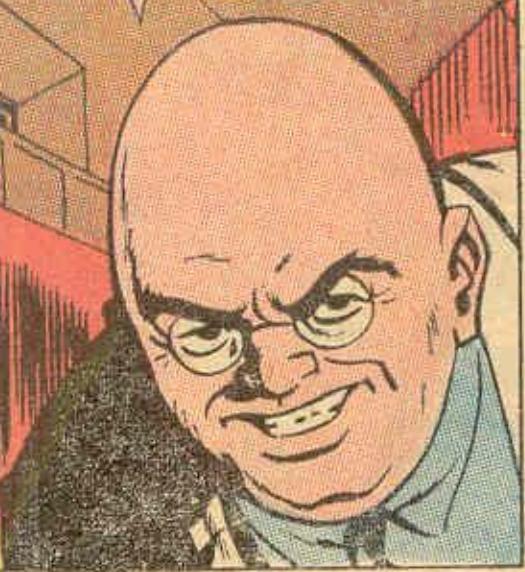
AND, LITTLE DREAMING THAT HE'S "ON-TARGET" FOR TWO OF THE WORLD'S GREATEST SUPER-HEROES, EGGHEAD CONTINUES WITH HIS MASTER PLAN...

KEEP THE GUARDS LOCKED INSIDE THEIR TRUCK AND START UNLOADING THE LOOT!

SO INTENT ARE THEY ON WHAT THEY'RE DOING, THAT EGGHEAD'S MEN FAIL TO NOTICE TWO SILENT STRANDS OF WEBBING SLOWLY DESCENDING...

SOMETHING YANKED THE STRONGBOX RIGHT OUT OF OUR HANDS!!

THE JOINT MUST BE HAUNTED!



IT'S SPIDER-MAN! GET HIM, YOU FOOLS! WE'VE COME TOO FAR TO BE STOPPED NOW!!

YOU BOYS MUST HAVE READ ENOUGH STORIES AND SEEN ENOUGH MOVIES TO KNOW THAT CRIME DOESN'T PAY!!

LUCKY MY SPIDER-SENSE GUIDED ME RIGHT TO THE SPOT WHERE THIS STOLEN STRONG-BOX WAS TAKEN!



UH-OH! EVEN SPIDER-MAN CAN'T LAUGH OFF STEEL BULLETS!!

COME DOWN FROM THERE... OR ELSE!!





WE HAD NO REASON TO FIGHT! EGGHEAD TRIED TO TRICK US! BUT KEEP THE WASP AWAY FROM ME... SHE MAKES ME SEE RED!

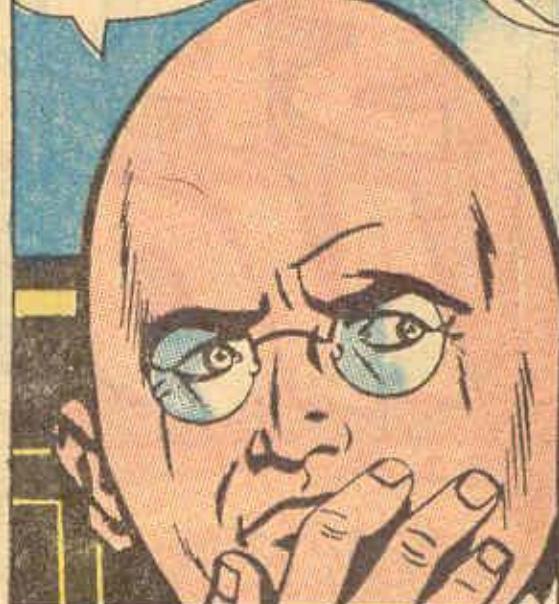
HONEY, YOU HEARD THE MAN! HE CAN'T HELP IT... IT'S HIS NATURAL SPIDER INSTINCT!

L-LOOK, GIANT-MAN! THERE'S NO NEED FOR US TO BE ENEMIES! THERE'S ENOUGH STOLEN LOOT HERE FOR ALL OF US TO DIVIDE!

FOR SHAME, EGGHEAD! YOU KNOW THAT MONEY IS THE ROOT OF ALL EVIL!

WELL, HOW ABOUT YOU, SPIDER-MAN? IF YOU BEAT GIANT-MAN FOR ME, I'LL...

FORGET IT! WHY DON'T YOU ASK ME TO DO SOMETHING EASY?? LIKE BRING YOU FORT KNOX!!



THE END

THE AMAZING SPIDER-MAN!

"SPIDER-MAN NO MORE!"

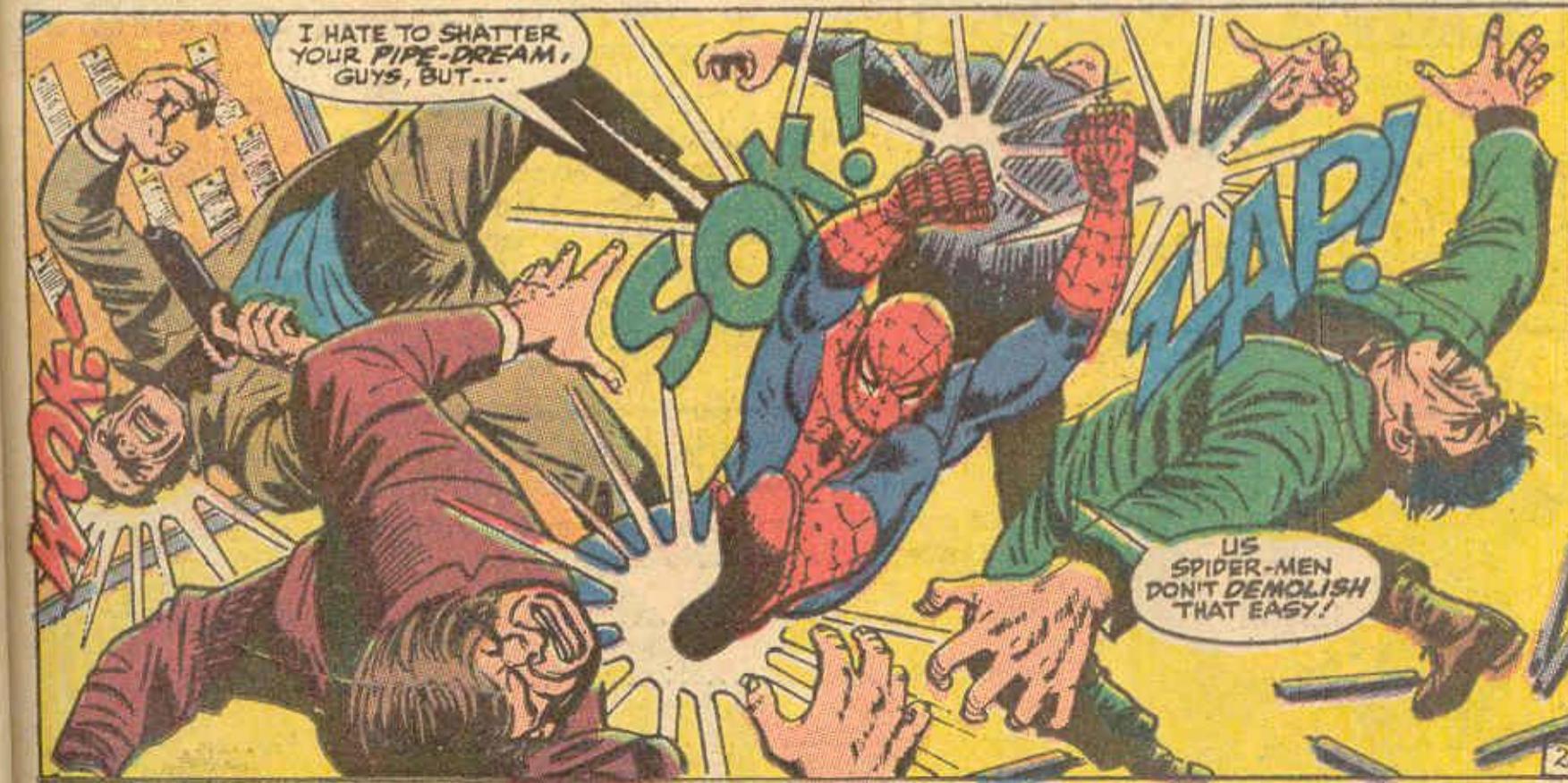
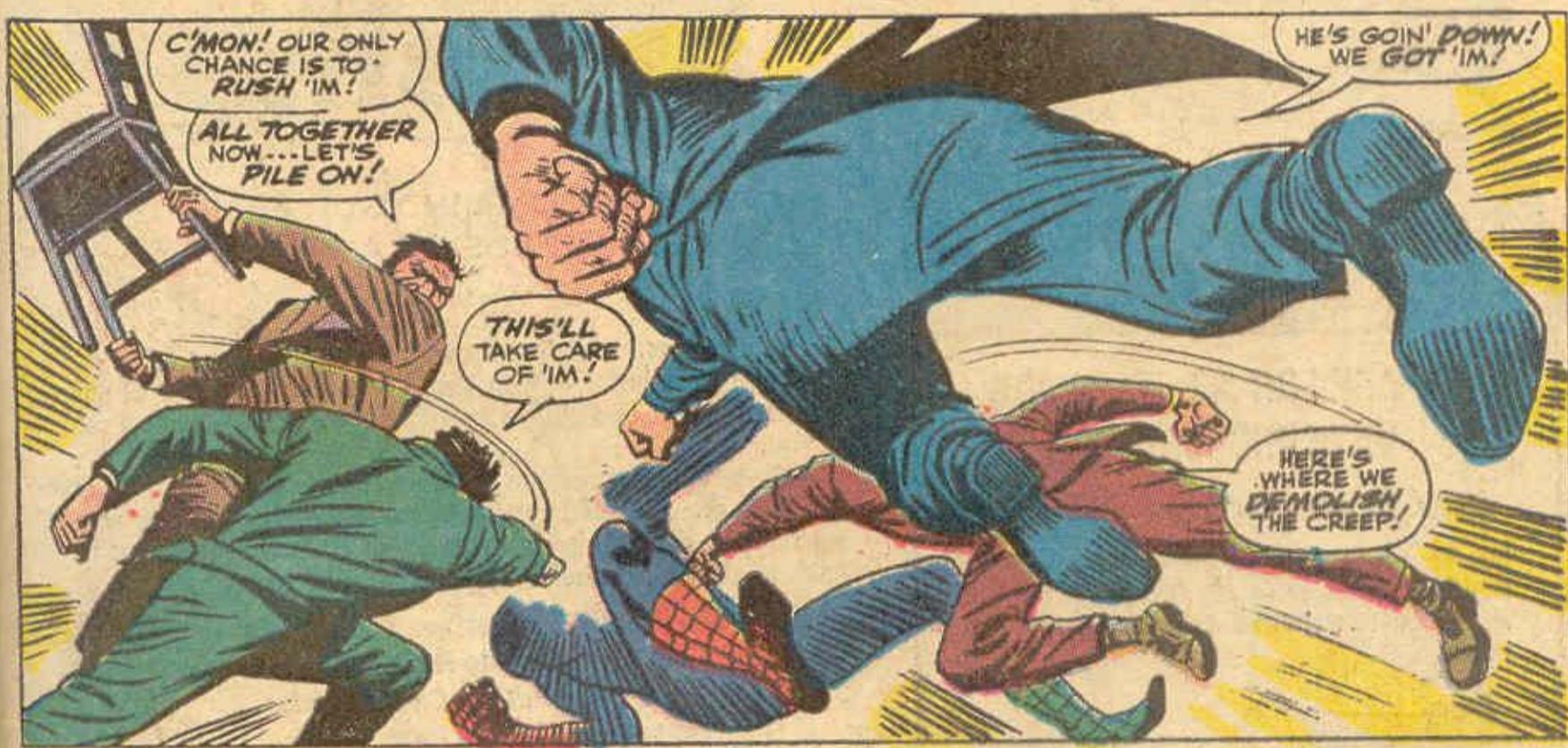
WHAT SAY WE SKIP ANY LONG INTRODUCTIONS? IF ONE GLANCE DOESN'T TELL YOU WHERE THIS LITTLE CAPER'S AT, THEN TURN IN YOUR WEB-SHOOTER ON THE WAY OUT!



I'M SURPRISED AT YOU, GENTS!
DON'TCHA KNOW BETTER THAN TO
TRY ROBBING AN OFFICE IN
SPIDEY-SWINGIN' TERRITORY?

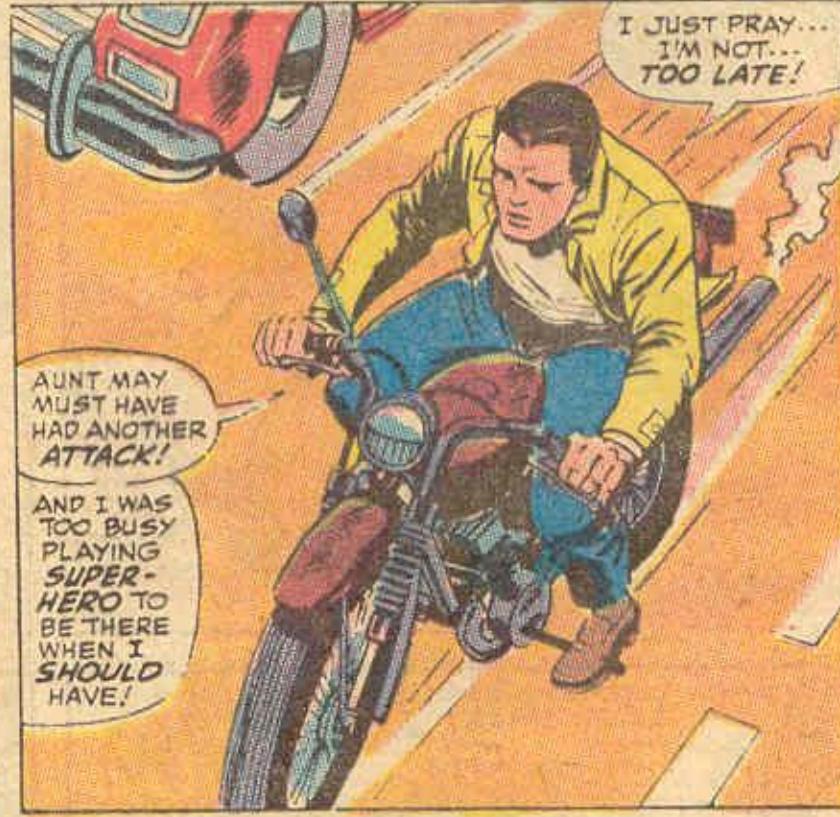
YA MASKED CREEP...
YOU AINT GONNA
STOP US! NOT UNLESS
YER BULLET-PROOF!

AND BULLET-PROOF
YOU AINT!

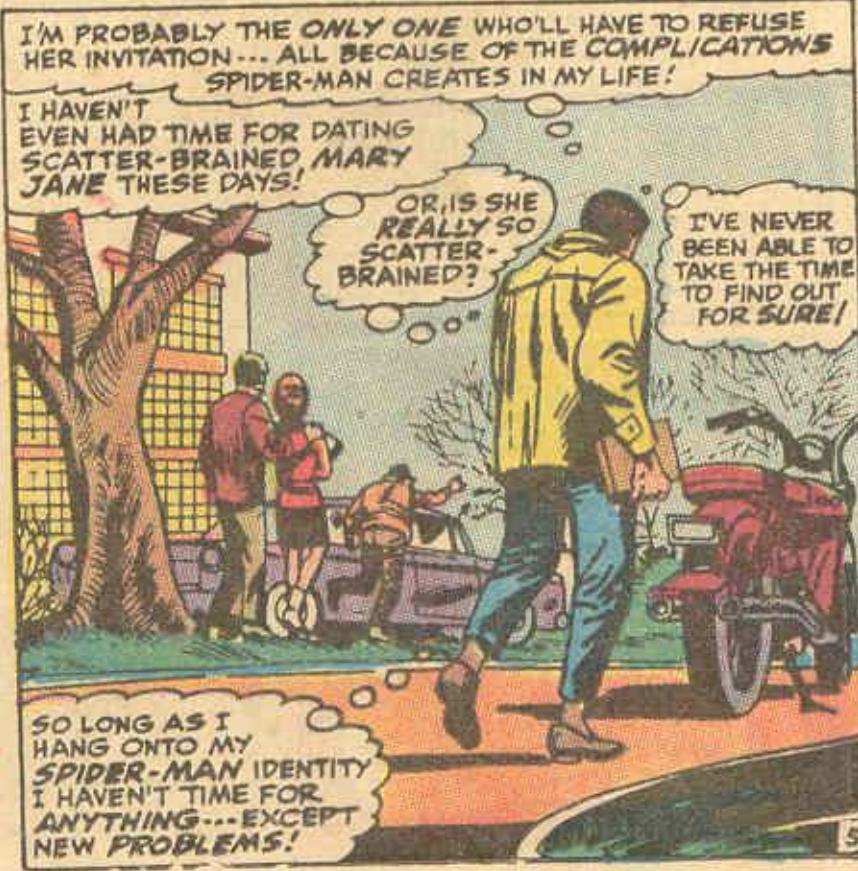
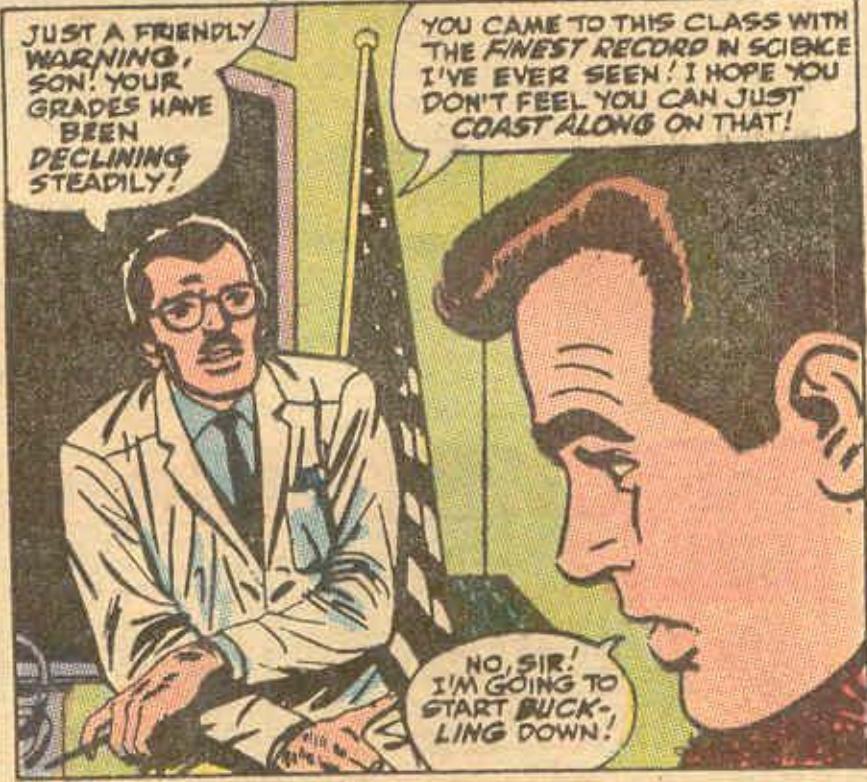
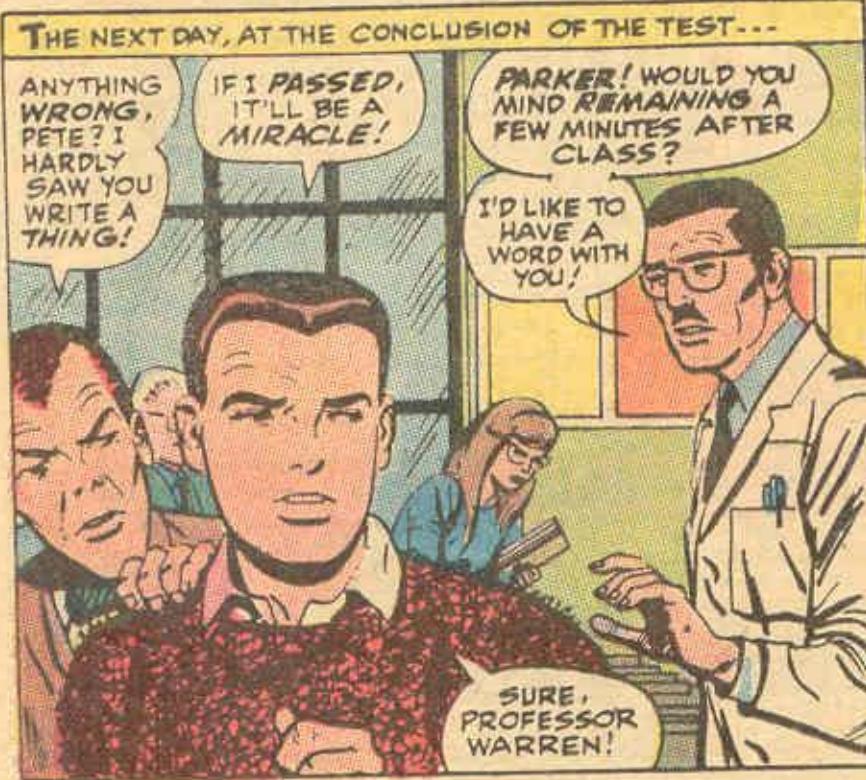


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ALL THE WAY HOME, THE TROUBLED YOUTH'S THOUGHTS KEEP TUMBLING TORTUOUSLY IN HIS BRAIN, UNTIL...

HARRY'S DAD OFFERED ME A JOB... WORKING IN HIS CHEMISTRY LAB... A JOB I'D GIVE MY EYE TEETH FOR!

BUT I'VE EVEN HAD TO TURN THAT DOWN, BECAUSE IT WOULD INVOLVE A LOT OF NIGHT WORK!

AND, I'VE GOT TO KEEP MY EVENINGS FREE.. IN CASE SPIDER-MAN HAS TO GO INTO ACTION!

SPIDER-MAN!! I'M BEGINNING TO HATE THE VERY SOUND OF THAT NAME!

BUT, HATE IT OR NOT, NO SOONER DOES HE TURN ON THE T.V., THAN THAT SOBRIQUET CONTINUES TO HAUNT THE BROODING ADVENTURER...

MAYBE IF I HEAR THE NEWS FOR A WHILE, I'LL... OH NO!

...AND MY NEWSPAPER CHALLENGES ANYONE TO PROVE THAT SPIDER-MAN ISN'T A PUBLIC ENEMY!

IT'S JAMESON AGAIN... USING THE SHOW HE SPONSORS TO STIR UP THE PEOPLE AGAINST ME!

SOME MISGUIDED FOOLS CALL HIM A SUPER-HERO! BUT, WHY DOES HE OPERATE OUTSIDE THE LAW? WHY DOES HE CLOAK HIS IDENTITY BEHIND THAT UGLY FRIGHT MASK??

LET ME TELL YOU WHY...

A THOUSAND DOLLARS REWARD... JUST FOR ME?!

HE.. HATES ME.. FAR MORE THAN I THOUGHT..!

BECAUSE HE'S REALLY AN EGOMANIAC... A NEUROTIC TROUBLE-MAKER, FLAUNTING HIS POWER BEFORE THE ORDINARY CITIZENS WHOM HE DESPISES!

FOR ALL WE KNOW, HE HIMSELF PROVOKES THE CRIMINALS WHOM HE LATER SEEMS TO DEFEAT!

DO WE WANT OUR YOUNGSTERS TO MAKE AN IDOL OF A MENTALLY-DISTURBED MENACE??

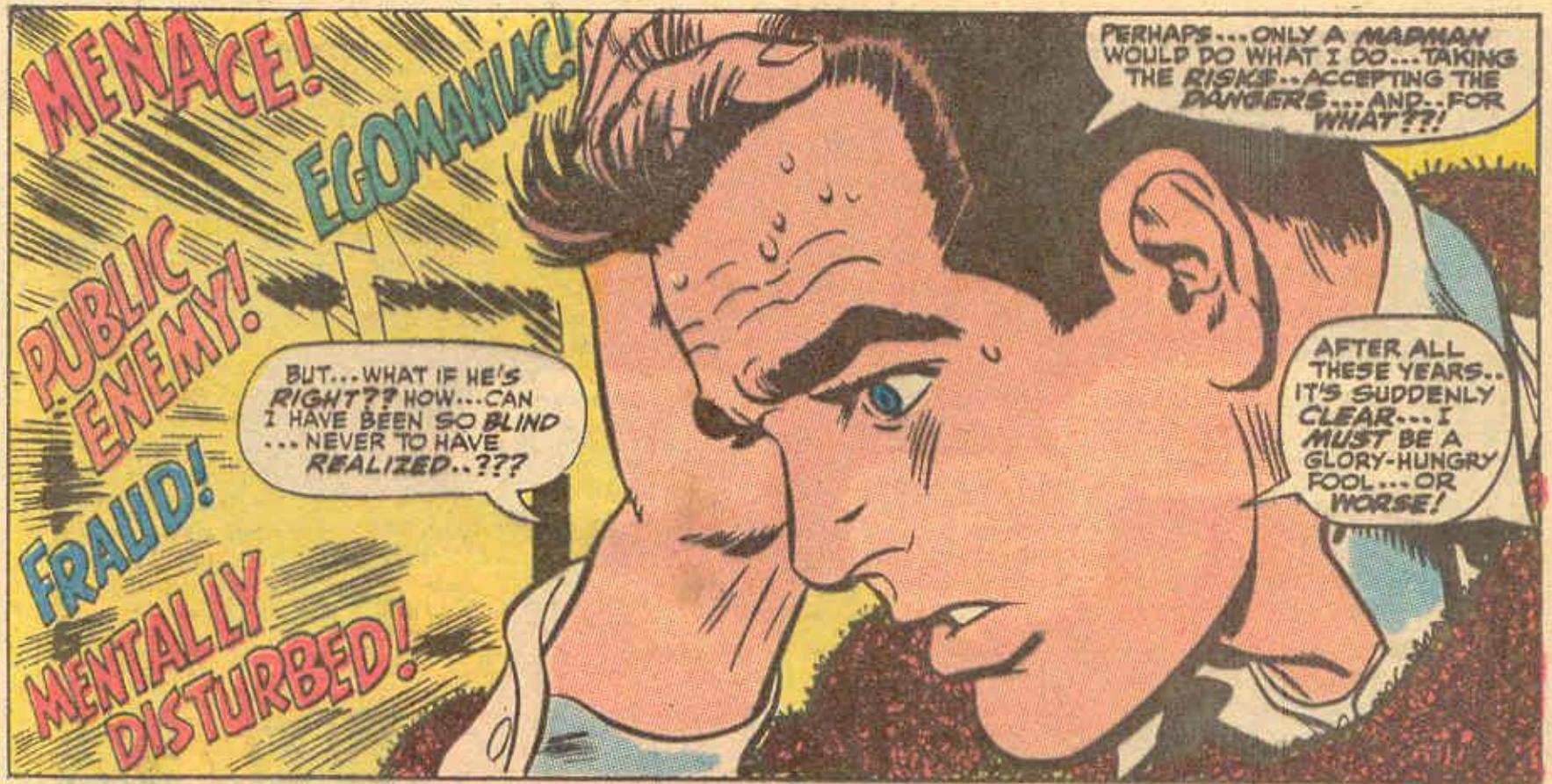
I SAY NO!! WE MUST FIND HIM... UNMASK HIM--AND THEN... DESTROY HIM!!

AS PUBLISHER OF THE DAILY BUGLE, I OFFER ONE THOUSAND DOLLARS FOR THE CAPTURE AND CONVICTION OF THAT WEB-SLINGING, WALL-CRAWLING MOCKERY OF A MAN...

THE TIME HAS COME TO RID OURSELVES OF THAT FALSE-FACED FREAK WHO HIDES BY DAY AND TRIES TO TAKE THE LAW INTO HIS OWN HANDS UNDER COVER OF NIGHT!

THE TERRIBLE THING IS... HE MEANS IT! HE ACTUALLY BELIEVES WHAT HE SAYS! HE SINCERELY THINKS I AM A THREAT TO SOCIETY!

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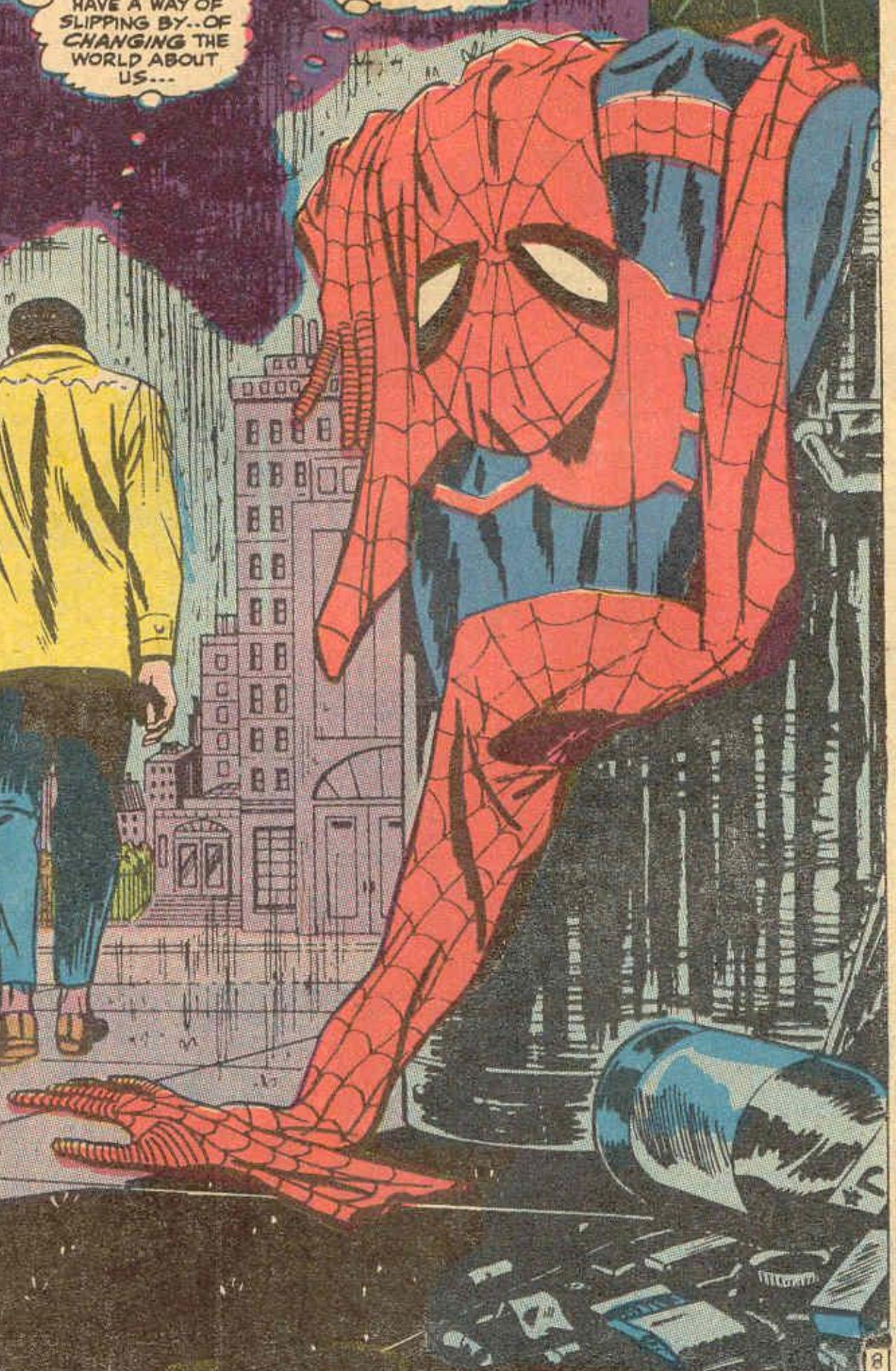
LIKE A MAN IN A TRANCE, THE HEARTSICK YOUTH LEAVES HIS APARTMENT, TRUDGING LISTLESSLY THROUGH THE NIGHT... HIS THOUGHTS AS DARK AND STORMY AS THE SKIES ABOVE HIM...



I WAS JUST A YOUNG,
UNTHINKING TEENAGER...
WHEN I FIRST BECAME...
SPIDER-MAN...

BUT, THE YEARS
HAVE A WAY OF
SLIPPING BY..OF
CHANGING THE
WORLD ABOUT
US...

AND, EVERY BOY...
SOONER OR LATER...
MUST PUT AWAY HIS
TOYS.. AND BECOME..
A MAN!



NO... DESPITE WHAT YOU MAY THINK... OUR TALE IS NOT YET ENDED! FOR, THE VERY NEXT MORNING...



ALAS, WE WILL NEVER KNOW WHETHER OUR DISILLUSIONED YOUNGSTER EVER TOOK HIS FREE COPY OR NOT, FOR WE NOW LEAP AHEAD TO THE NEXT MORNING...



NEEDLESS TO SAY, IT DOESN'T TAKE LONG FOR THE T.V. NETWORKS TO COVER THE BIGGEST HUMAN-INTEREST STORY OF THE YEAR...

I'LL GIVE THE FOLKS A CLOSE-UP VIEW OF IT, JOHNNY!

LET'S NOT FORGET TO MENTION THAT IT WAS MY DAILY BUGLE THAT FIRST PUBLISHED THE NEWS!

WE'RE OFFERING A BARGAIN SUBSCRIPTION RATE RIGHT NOW!

SUPPOSE WE GET THE CONVERSATION BACK TO SPIDER-MAN, MR. JAMESON...

AS A PUBLIC SERVICE, OF COURSE!

NATURALLY! NATURALLY! YOU DON'T THINK I WAS TRYING FOR A FREE PLUG, DO YOU?

OH, PERISH FORBID!



IN FACT, ON JUST ABOUT EVERY MAJOR CHANNEL, THE SUBJECT IS THE SAME...

DO YOU FEEL THAT THE HUMAN ARACHNID'S PROCLIVITIES PRECLUDE THE POSSIBILITY OF THIS BEING MERELY A MONUMENTAL BIT OF CHICANEY?

WHAT DO YOU GENTLEMEN THINK IS THE ANSWER?

IT'S OBVIOUS TO ME THAT THE UNDERWORLD HAS FINALLY DONE AWAY WITH HIM!

I'D RATHER NOT ANSWER THAT DAVID!

BECAUSE OF ITS POSSIBLE IMPACT ON OUR VIEWERS?

NO... BECAUSE I DON'T UNDERSTAND THE QUESTION!

MENACE?

AERO?

SPEAKING AS A PSYCHIATRIST, I FEEL HE HAS SUFFERED A SCHIZOPHRENIC WITHDRAWAL FROM REALITY!

OR, TO COUCH IT IN LAYMAN'S TERMS, HE'S OUT OF HIS TREE!



AND, AMONGST THE HIGHEST ECHELONS OF THE UNDERWORLD, THE REACTION IS EQUALLY FAST AND FAR-REACHING...

THIS IS THE MOMENT WE'VE BEEN WAITING FOR!

WITH SPIDER-MAN GONE, MY PLANS CAN NOW REACH FRUITION!

TELL THE BOYS TO START SPREADING THE WORD...

I WANT EVERY MOB IN THE CITY TO KNOW... THE KINGPIN IS READY TO TAKE OVER!

WILL DO, KINGPIN!

WE'LL HAVE A SUMMIT MEETIN' THAT'LL MAKE APPALACHIA LOOK LIKE A TEA PARTY!

AS THE LONG, FATEFUL HOURS TICK BY, ONE MAN BECOMES INCREASINGLY AWARE OF A NEW MOOD AMONG THE CITY'S CRIMINAL ELEMENT...

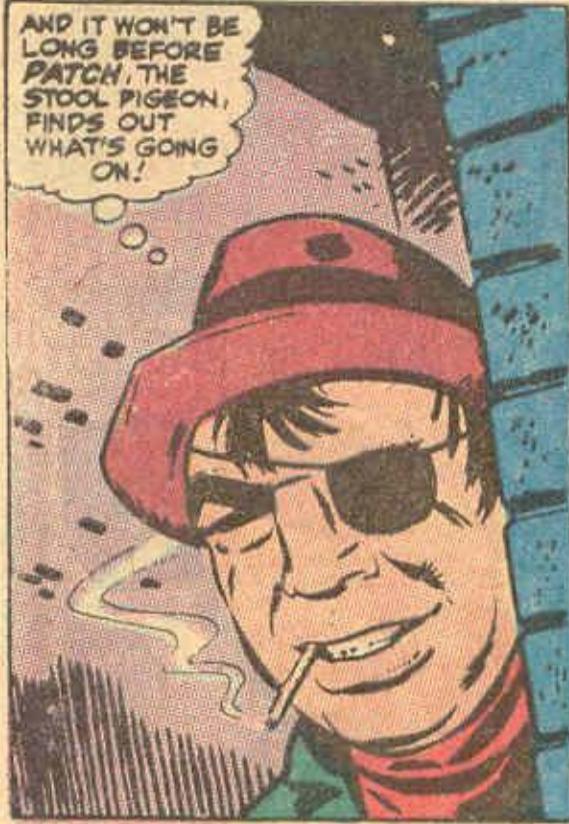
SOMETHING'S IN THE AIR! I CAN SEE IT.. FEEL IT.. I CAN ALMOST REACH OUT AND TOUCH IT!

MOBSTERS WHO WOULDN'T BE CAUGHT WITHIN MILES OF EACH OTHER.. DEADLY ENEMIES.. ARE MEETING... AND WHISPERING...

WHATEVER IT IS THAT'S IN THE WIND... ONE THING'S FOR SURE... IT'S SOMETHING BIG!



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HOW DO YOU LIKE IT? IT'S THE GREATEST TROPHY A MAN COULD HAVE! AND IT'S ALL MINE!

NOW, I WANT YOU TO FOLLOW UP THE SPIDER-MAN STORY! GET ALL THE LEADS YOU CAN...

YOU'VE GOT COMPANY, JJ!

CAN I SEE YOU A MINUTE, MR. JAMESON?

IT'S PARKER!

SAY! WHA... WHAT'S THAT DOING HERE? WHAT DOES IT LOOK LIKE IT'S DOING? IT'S ON DISPLAY... JUST LIKE SOME MASTER-PIECE IN A MUSEUM!

I NEVER MANAGED TO CATCH THAT WEAK-KNEED WEB-HEAD, BUT I DID THE NEXT BEST THING...

PARKER PROBABLY KNOWS AS MUCH ABOUT SPIDER-MAN AS ANYONE--THE WAY HE MANAGED TO GET ALL THOSE EXCLUSIVE ACTION PHOTOS OF HIM!

I GOT HIS COSTUME FOR A TROPHY!

WELL, DON'T JUST STAND THERE... I HAVEN'T TIME FOR EVERY EMPTY-HEADED JUVENILE THAT BARGES IN!

I'D BETTER TURN AWAY! CAN'T LET THEM SEE THAT I'M TOO INTERESTED IN THE COSTUME!

I JUST CAME BY TO TELL YOU NOT TO EXPECT ANY MORE PIX FROM ME!

I'M GONNA STUDY... BUT GOOD... LIKE A COLLEGE JOE SHOULD!

NO! YOU CAN'T QUIT! YOU WERE THE BEST PHOTOG I EVER HAD!

THEN WHY DIDN'T YOU EVER PAY ME TOP RATES?

I DIDN'T WANNA SPOIL YOU!

PARKER QUITTING... AT THE SAME TIME AS SPIDER-MAN SEEMS TO BE OUT OF ACTION! IS IT MERELY A COINCIDENCE OR...?

I'VE BEEN BETRAYED... STABBED IN THE BACK!!

AFTER ALL I'VE DONE FOR YOU... YOU'RE DESERTING ME!

I WAS LIKE A FATHER TO YOU... GAVE YOU THE BENEFIT OF MY WISDOM, MY KINDNESS, WARMTH... AND FRIENDSHIP!

AND NOW, YOU PROVE THAT IT DOESN'T PAY TO BE A LIVING DOLL! NICE GUYS ALWAYS FINISH LAST!

THEY DO? THEN SIMMER DOWN, SKINFLINT.. YOU'LL NEVER HAVE TO WORRY!

BUT, EVEN AS WE CAREFULLY TIE THE LOOSE ENDS OF OUR TITANIC TALE TOGETHER, A SUDDEN SERIOUS OUTBREAK OF CRIME BEGINS TO PLAGUE THE STARTLED CITY...

YOU GUYS MUST BE NUTS! YOU CAN'T GET AWAY WITH A HIJACKING... NOT IN BROAD DAYLIGHT!

WHEN THE KINGPIN WANTS A TRUCK HIJACKED, WE DO IT, MAC! NOW CLIMB ON OUTTA THERE!

YOU GONNA PAY ME THAT PROTECTION MONEY... OR SHOULD I TELL THE KINGPIN YA REFUSED?

NO! NO! I'LL PAY! I'LL PAY!

EVERYTHING WENT OFF PERFECT... JUST LIKE THE KINGPIN PLANNED IT!

YEAH! THE

COPS CAN'T BE EVERYWHERE..

AND, WITH SPIDER-MAN GONE, OUR JOB'S A LOT EASIER NOW!

NOT LONG AFTERWARD, THE BROUDING KINGPIN RECEIVES A SPECIAL REPORT...

MOST OF THE BOYS GOT THEMSELVES NABBED BY THE COPS, BOSS... BUT IT WAS WORTH IT!

WE FOUND OUT WHAT YOU WANTED TO KNOW!

IT LOOKS LIKE SPIDER-MAN REALLY IS OUT OF ACTION!

HE DIDN'T SHOW UP NOWHERE... AT NO TIME... NOWOW!

GOOD! IT WAS WORTH LOSING A FEW PETTY HOODS TO MAKE CERTAIN!

THIS MEANS THE TIME HAS COME TO PROCEED WITH MY MASTER PLAN!

INSTEAD OF MANY RIVAL GANGS OPERATING HAPHAZARDLY THROUGHOUT THE CITY... INSTEAD OF COUNTLESS CROOKS ACTING ALONE... WITHOUT A CHANCE AGAINST THE POLICE...

THE UNDERWORLD WILL NOW BE RUN LIKE A BUSINESS.. AND THE CHAIRMAN OF THE BOARD WILL BE.. THE KINGPIN!

THE NEXT DAY, AT GOOD OL' E.S.U.

THE POLICE SURE HAD THEIR HANDS FULL LATELY!

I WONDER WHAT REALLY HAPPENED TO SPIEY?

DO YOU THINK SOMEONE POLISHED HIM OFF?

HE'S IN MOTH-BALLS, WITH THE OTHER RELICS!

AND HE'S GONNA STAY THERE!

HI, GWEN! CAN I GIVE YOU A LIFT?

MOVE OVER, MR. P.! YOU FOUND YOURSELF A PIGEON!

JUST GOT A LETTER FROM OUR SWINGIN' SOLDIER BOY!

FEARLESS FLASH? LET'S SEE...

HE'S THE SAME OL' HOWLIN' HOT-SHOT! HE GIVES THE VEE-CEES 24 HOURS TO CLEAR OUT WHEN HE GETS THERE!

IF ANYONE ELSE SCRIBBLED THAT, WE'D CALL HIM A GREAT LITTLE KIDDER!

BUT, SINCE IT'S FLASHEROO, THEY'D BETTER START PACKING!

FACE IT, CLASS-MATE...

HOW MANY BLUSHING BLONDES WOULD FIND A HIP, HANDSOME FOOTBALL HERO TOTALLY REPULSIVE?

THANKS FOR THE LIFT, NEIGHBOR!

ANYTIME, PRINCESS!

MAN! IF ONLY I HAD A CHANCE IN HER LEAGUE!

A FELLA COULD SURE SAIL THROUGH LIFE WITH A GAL LIKE THAT TO COME HOME TO!

John - 4/1
Kathy - 4/1
Mike - 4/1

HE REALLY TURNS YOU ON, DOESN'T HE, GWEN?

A DISASTER AREA... WITH-OUT YOU!

Y'KNOW... I KINDA WISH YOU MEANT THAT!
OH... YOU LOVABLE, BLIND GOOF!! CAN'T YOU SEE I DO?!!

THEN, TWO OUNCES OF GASOLINE
LATER...

AUNT MAY! YOU'RE
SITTING UP... YOU'RE BETTER! GOSH,
THAT'S TERRIFIC!

IS THERE ANYTHING YOU
NEED? ANYTHING I
CAN GET YOU?

BUT DON'T ASK
FOR CARY
GRANT... HE'S
OUT OF TOWN!

I TOLD YOU HE'D
BE HERE RIGHT AFTER
CLASS, MAY DEAR!

QUICK!
SOMEONE
CALL THE
BEAUTY
PARLOR.
IT'S AN
EMERGENCY!

A LIVING, BREATHING
MALE WALKED IN AND
DIDN'T NOTICE ME! I'M A
WASHOUT! A HAS-
BEEN! IT'S THE UTTER
END, FRIEND!

OH... HI, MARY
JANE! I DIDN'T
KNOW YOU WERE
HERE!

OBVIOUSLY,
DAD... OR, YOU'D
HAVE ARRIVED
EVEN SOONER!

WELL, IT'S YOUR
LOSS, TIGER! HAVE TO
CUT OUT NOW... I'M
LATE FOR REHEARSAL!

KNOCK 'EM
DEAD, LADY!

WITH THESE NEW
THREADS AUNT ANNA
JUST STITCHED FOR ME.
HOW CAN I MISS?

IF YOUR WHEELS ARE POINTED IN THE
RIGHT DIRECTION, PETEY-O... THIS
COULD BE YOUR LUCKY DAY!

SORRY, MJ... I'D
BETTER STAY WITH
AUNT MAY FOR A
WHILE!

NO SWEAT,
NICE BOY!

FINALLY, AS TWILIGHT
BEGINS TO FALL...

I FEEL LIKE A
MILLION BUCKS!
NO MORE WORRIES...
NO MORE PROBLEMS...

I SHOULD'A KISSED
SPIDEY OFF
LONG AGO!

AND, I'LL HAVE
PLENTY OF TIME
TO STUDY
TONIGHT!

NO MORE
GUILT
FEELINGS
ABOUT AUNT
MAY...

YEP, THIS IS THE
LIFE, ALL RIGHT!

I NEVER HAD IT
SO GOOD BEFORE!

IT'LL BE A
PLEASURE
TO KNOW
WHAT
THEY'RE
TALKING
ABOUT IN
CLASS!

WONDER IF
GWEN WILL
NOTICE THE
DIFFERENCE?

BUT EVEN AS THE SEEMINGLY-
RETIRED SUPERHERO LUXURIES
IN HIS ROOM, BUSINESS GOES ON
AS USUAL THROUGHOUT THE CITY...

FASTER, MAC! WE
AIN'T GOT ALL
DAY!

BUT, THIS MONEY IS FOR
WELFARE!

YEAH... THE
KINGPIN'S WELFARE!
NOW SHUDDUP AND
KEEP LOADIN' THAT
CASE!

A WEST-SIDE WELFARE OFFICE HAS JUST
BEEN ROBBED OF ITS TOTAL CASH ALLOT-
MENT, DESTINED FOR THE CITY'S NEEDY...

A ROBBERY!
ON THE WEST
SIDE!

IF THAT
MONEY ISN'T
RECOVERED,
WHAT HAPPENS
TO RELIEF
PAYMENTS THIS
MONTH?



IT'S THE WATCHMAN...
HE'S OUTNUMBERED...
IF I DON'T GET THERE
FAST...

THEY'RE TOO
DANGEROUSLY
CLOSE TO
THE EDGE
OF THE
ROOF!!

WE CAN'T SHUT 'IM UP!! THERE'S ONLY ONE
THING TO DO...

HOLD IT!!
LOOK!
SOMEONE'S VAULTIN'
OVER THE LEDGE...
COMIN' RIGHT AT
US!

BUT.. HOW'D HE
GET UP THERE???

HAVE TO
MOVE FAST...
SO FAST THAT THEY
WON'T RECOGNIZE
ME!



WAIT! I... I DON'T KNOW WHO YOU ARE... OR WHERE YOU CAME FROM... BUT.. YOU PREVENTED A ROBBERY...

AND.. YOU PROBABLY SAVED MY LIFE!

I'VE GOT TO KEEP IN THE SHADOWS... MAKE MY WAY DOWN THE STAIRS... CAN'T EVEN LET HIM HEAR MY VOICE!

THE WATCHMAN... HE REMINDS ME OF SOMEONE... SOMEONE FROM THE PAST...

I DON'T UNDERSTAND!! HOW DID YOU DO IT??

IF YOU WAIT... THERE'S BOUND TO BE A REWARD!

ALL RIGHT... I WON'T TRY TO STOP YOU.. YOU MUST HAVE YOUR REASONS.

MINUTES LATER... WELL, I DID IT! AND YET.. HOW COULD I HAVE PLEDGES.. ALL MY BIG PLANS.. I REVERTED TO TYPE AT THE FIRST CHANCE I GOT!

A MAN'S VERY LIFE WAS IN DANGER...

I SEEM TO REMEMBER... FEELING THIS WAY.. ONCE BEFORE! WHEN WAS IT..?

OF COURSE! NOW
I KNOW!!

THAT'S WHY THE
WATCHMAN SEEMED
SO FAMILIAR...

UNCLE
BEN!! HE
REMINDERED
ME OF MY
UNCLE
BEN!!

HOW COULD I
HAVE FORGOTTEN?!!
IT SEEMS LIKE ONLY
YESTERDAY NOW...

AUNT MAY...
AND UNCLE BEN...
THE ONLY FAMILY
THAT I EVER
KNEW...!!

THEY WERE THE GREATEST FOLKS
THAT ANYONE COULD HAVE... KIND,
LOVING, GENEROUS...

I'LL NEVER FORGET UNCLE
BEN SAVING FOR MONTHS
TO BUY ME MY FIRST
MICROSCOPE...

THEN, WHEN I HAD THE LAB
ACCIDENT WHICH GAVE ME MY
SPIDER-MAN POWERS, I JUST
BECAME A COSTUMED ADVENTURER
FOR KICKS... AND THE MONEY I
THOUGHT IT WOULD BRING!

I HOPE I'D BE ABLE TO PAY
UNCLE BEN BACK AT LEAST A
FRACTION OF WHAT I OWED
HIM...!!

AND WHEN IT CAME TO
CHASING CRIMINALS, I
WAS MORE THAN WILLING
TO "LET GEORGE DO IT!"



EVEN WHEN I WAS YELLED AT
FOR NOT EVEN TRYING TO STOP A
FLEEING BURGLAR, I SHRUGGED IT
OFF! AFTER ALL, IT WASN'T ANY OF
MY BUSINESS...

OR, SO I
THOUGHT...

...UNTIL I LEARNED THAT THE
BURGLAR HAD ACTUALLY COMMITTED
A MURDER... AND HIS VICTIM HAD
BEEN...

UNCLE
BEN!!

THAT WAS THE TURNING
POINT...



THAT'S WHEN
I BECAME
SPIDER-MAN
--FOR REAL!!

ONE OF THE FIRST VICTORIES IN MY CRIME-BUSTING CAREER CAME A SHORT TIME LATER, WHEN I CORNERED AN ARMED ROBBER...



EVEN WITH HIS GUN, HE WAS NO MATCH FOR MY SPIDER-POWERS... AND I PUSTED HIM OFF FAST AND EASY...



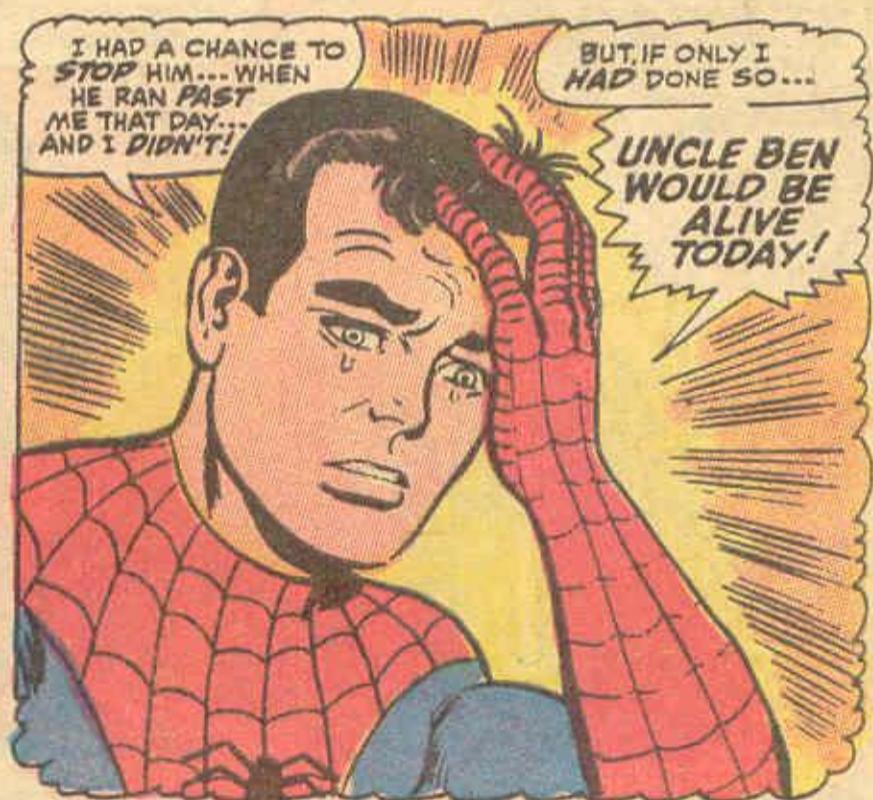
IT'S HIM!! HE'S THE ONE ... WHO KILLED... UNCLE BEN!!



I HAD A CHANCE TO STOP HIM... WHEN HE RAN PAST ME THAT DAY... AND I DIDN'T!

BUT, IF ONLY I HAD DONE SO...

UNCLE BEN WOULD BE ALIVE TODAY!



NOW, AT LAST... IT'S ALL CRYSTAL CLEAR TO ME ONCE MORE!

I CAN NEVER RENOUNCE MY SPIDER-MAN IDENTITY! I CAN NEVER FAIL TO USE THE POWERS WHICH A MYSTERIOUS DESTINY HAS SEEN FIT TO GIVE ME!

NO MATTER HOW UNBEARABLE THE BURDEN MAY BE... NO MATTER HOW GREAT MY PERSONAL SACRIFICE...

I CAN NEVER PERMIT ONE INNOCENT BEING TO COME TO HARM... BECAUSE SPIDER-MAN FAILED TO ACT...

AND I SWEAR THAT I NEVER WILL!



WHILE, AT THE PALATIAL HEADQUARTERS OF THE COLD-BLOODED KINGPIN, WE FIND...

EVER HEAR OF THE BIG MAN, MISTER?

I RAN THE RACKETS IN THIS TOWN... BEFORE SPIDER-MAN PUT ME ON ICE!

I REMEMBER YOU, FOSWELL! I THOUGHT YOU HAD GONE STRAIGHT!

YOU'RE LOOKING AT HIM!

BUT THE WEB-SLINGER'S GONE NOW, SO I'M AIMING TO RUN THINGS AGAIN!

SO DID I! BUT I CAN'T STAND BY AND WATCH SOMEONE ELSE PICK UP WHERE I LEFT OFF!

IF ANYONE'S GONNA ORGANIZE THE MOBS... IT'S GOTTA BE ME!

