

SPIDER-MAN  
SPECIAL

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CC

TWICE  
AS MANY  
PAGES!



TWICE  
AS MANY  
THRILLS!

MARVEL  
COMICS  
GROUP

KING-SIZE SPECIAL!

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AUTHORITY

# the AMAZING SPIDER-MAN™

SPIDEY BATTLES  
THE  
VULTURE!

3

OF SPIDEY'S  
GREATEST  
ACTION  
EPICS!

YOU  
HUMAN  
INSECT--  
YOU'RE  
FINISHED!



SPIDEY BATTLES  
THE  
CHAMELEON!



SPIDEY BATTLES



A GUY  
NAMED  
JOE!

# SPIDER-MAN

## VS. THE CHAMELEON!



HOW CAN YOU DEFEAT A MAN WHO CAN CHANGE HIS IDENTITY BEFORE YOU CAN CATCH HIM?? PERHAPS YOU DON'T KNOW THE ANSWER, BUT THE SPIDER-MAN WAS DETERMINED TO FIND OUT-- NO MATTER WHAT THE COST!

**EXTRA BONUS  
EXTRA!!**  
IN THIS SAME AMAZING TALE YOU WILL MEET AMERICA'S MOST FAMOUS, MOST COLORFUL GROUP OF SUPER-ADVENTURERS -- THE FANTASTIC FOUR!!

SCRIPT..... STAN LEE  
ART..... STEVE DITKO  
LETTERING.... JOHN DUFFY



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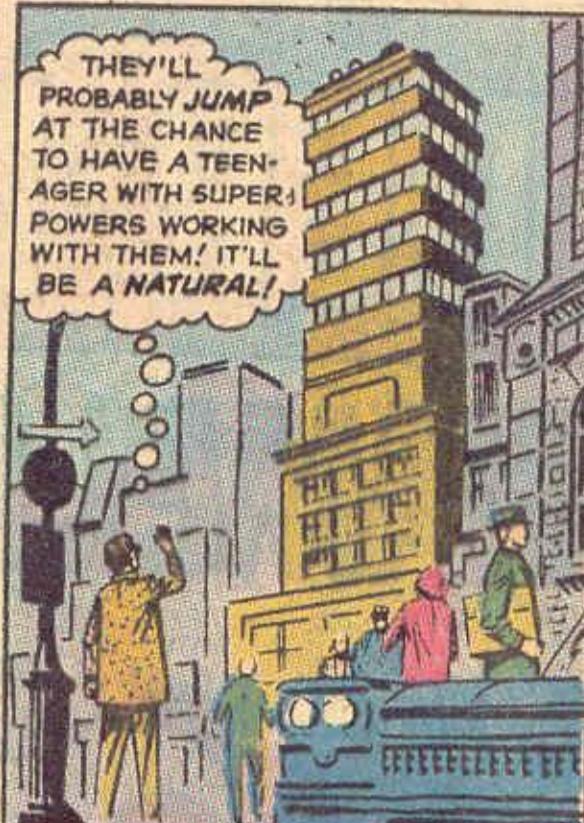
WE KNOW HIM AS PETER PARKER  
...BUT THE WORLD KNOWS HIM  
ONLY AS SPIDER-MAN!

SAY! WHY DIDN'T I THINK  
OF IT BEFORE? THERE'S  
THE WAY I CAN MAKE  
SOME MONEY--BY JOINING  
THE FANTASTIC FOUR!

THEY'LL  
PROBABLY JUMP  
AT THE CHANCE  
TO HAVE A TEEN-  
AGER WITH SUPER-  
POWERS WORKING  
WITH THEM! IT'LL  
BE A NATURAL!

HERE'S THEIR PRIVATE  
ELEVATOR, BUT THE BLAMED  
THING ISN'T WORKING!

UH OH--I  
FORGOT! IT CAN  
ONLY BE OPERATED  
BY ONE OF THE FOUR,  
USING A SPECIAL  
ELECTRONIC BEAM!



WELL, THAT WON'T STOP  
SPIDER-MAN! FORCING A COUPLE  
OF LOCKED DOORS OPEN IS MERE  
CHILD'S PLAY FOR--HECK! I  
DIDN'T FIGURE THE ELEVATOR  
WOULD BE ABOVE ME! NO  
ROOM TO CLIMB PAST IT!

MINUTES LATER, PETER PARKER REACHES  
THE ROOF OF AN ADJOINING BUILDING...

WELL, THERE'S MORE THAN  
ONE WAY TO SKIN A CAT! I  
SHOULD'VE THOUGHT OF  
THIS RIGHT AWAY!

THEY'LL PROBABLY  
BE TWICE AS IMPRESSED  
WHEN THEY SEE HOW  
EASILY I GET INTO THEIR  
PRIVATE SKYSCRAPER  
HEADQUARTERS!



HERE GOES  
NOTHING!

MEANWHILE, DOWN BELOW...

IT'S THE  
SPIDER-MAN!  
HE'S HEAD-  
WHAT A  
BONUS I'LL  
GET FOR  
THIS SHOT!

HE BALANCES  
HIMSELF  
ON THAT  
STRAND  
OF WEB  
LIKE A  
HUMAN  
SPIDER!

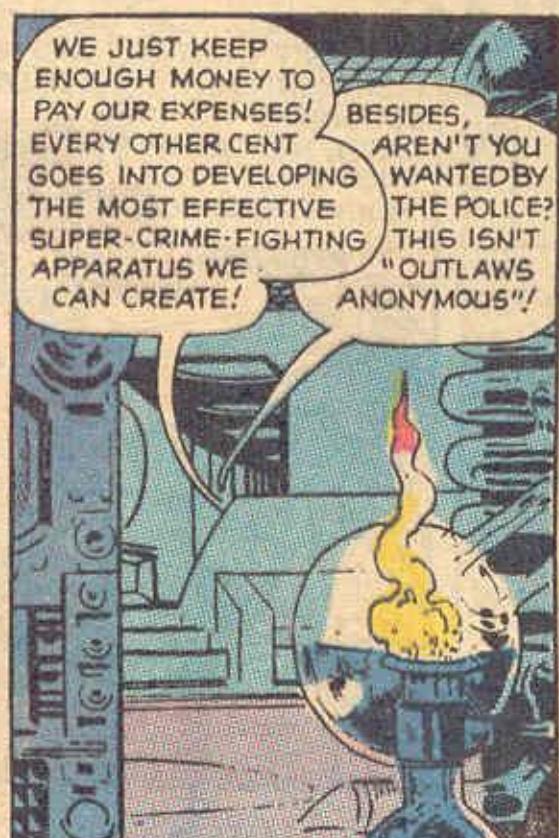
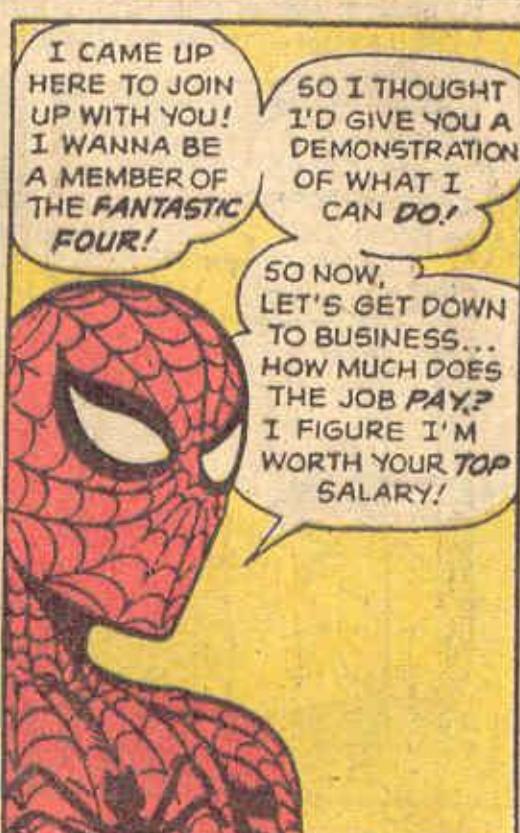
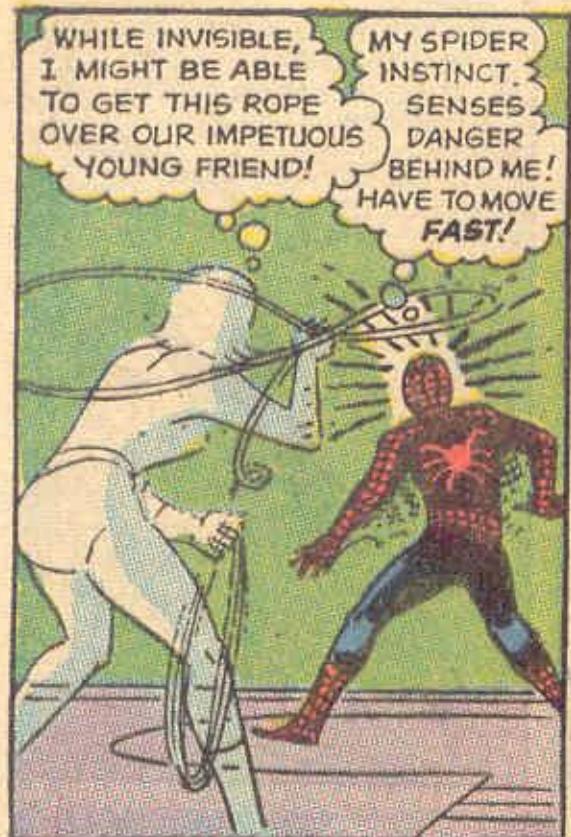
AT THAT MOMENT, AN ALARM RINGS IN  
THE READY ROOM OF THE FANTASTIC  
FOUR...

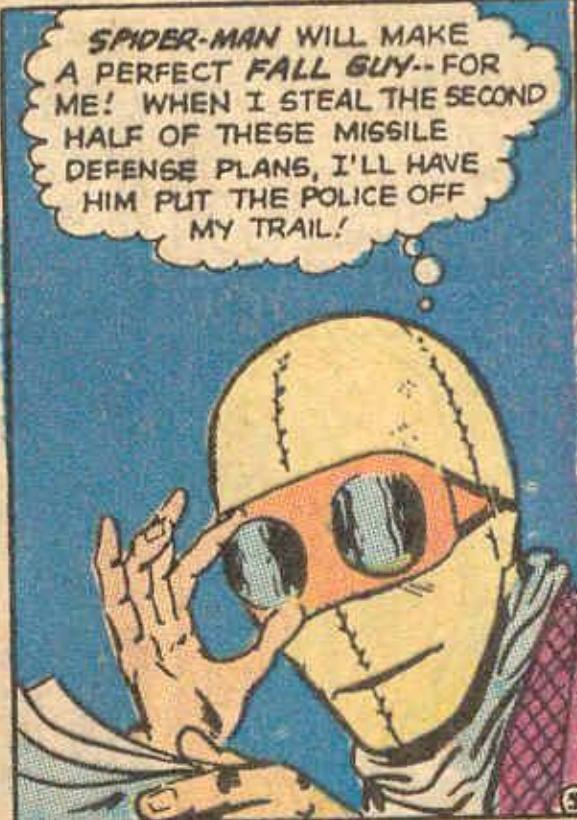
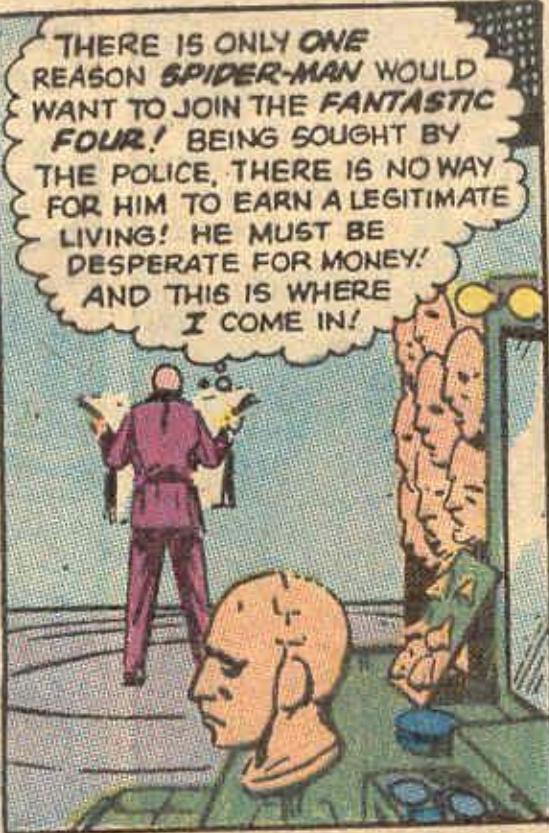
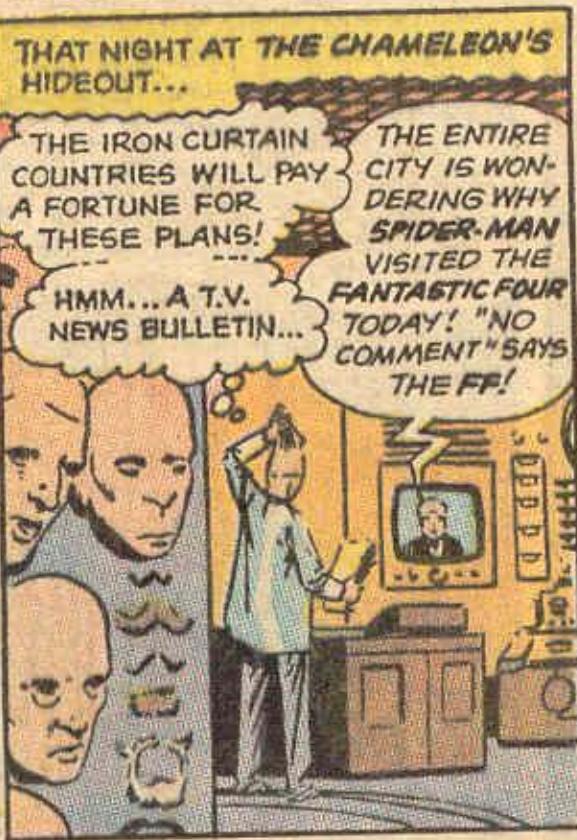
THE ALARM!  
SOMEONE IS  
TRYING TO  
SNEAK IN!

HE MUST BE SOME  
KINDA NUT TO THINK  
HE CAN TAKE US BY  
SURPRISE!









SPIDER-MAN HAS THE POWERS AND INSTINCTS OF A SPIDER! SO I WILL SEND HIM A MESSAGE THAT ONLY HIS SPIDER SENSES WILL BE ABLE TO PICK UP!



AND MILES AWAY, AT A NEIGHBORHOOD MUSEUM, WHERE PETER PARKER IS STUDYING THE SPIDER EXHIBIT...



WELL, NO MATTER WHO IT IS, I CAN'T AFFORD TO PASS UP A CHANCE FOR PROFIT! I'LL JUST LEAVE MY CLOTHES UP HERE, AND THEN...



A FEW MINUTES BEFORE TEN P.M....

ALMOST TIME FOR ME TO TAKE OVER THE ELEVATOR NIGHT SHIFT!

YES, IT IS TIME! BUT NOT FOR YOU--FOR THE CHAMELEON!



AFTER BINDING AND GAGGING THE REAL ELEVATOR OPERATOR, THE BOGUS ONE BRAZENLY TAKES HIS PLACE!



THEN, ONCE INSIDE THE ELEVATOR...

SO FAR, MY TIME-TABLE IS RUNNING RIGHT TO THE SPLIT-SECOND! NOW TO CHANGE TO MY SPIDER-MAN GUISE!



AND FINALLY...

SPIDER-MAN! H-HOW DID YOU GET IN? W-WHAT DO YOU WANT?

THOSE MISSILE DEFENSE PLANS WHICH YOU'RE HOLDING!



I CAN'T BELIEVE IT! YOU--A TRAITOR! WAIT--

MY WEB WILL KEEP YOU A PRISONER UNTIL I CAN ESCAPE!

THIS ARTIFICIAL WEB ISN'T AS STRONG AS SPIDER-MAN'S REAL ONE, BUT NO ONE'LL NOTICE THE DIFFERENCE!



SECONDS LATER...

HELP! POLICE!  
SPIDER-MAN'S  
HEADING FOR  
THE ROOF WITH  
STOLEN PLANS!  
HELP!!

HE FINALLY  
BROKE FREE!  
GOOD! IT'S ALL  
GOING ACCORD-  
ING TO PLAN!

HERE'S MY  
SHIP! I CAN'T  
FAIL NOW!  
I'LL BE  
GONE JUST  
BEFORE THE  
REAL SPIDER-  
MAN GETS  
HERE!

I'M SORRY I WON'T BE THERE  
TO HEAR SPIDER-MAN TRY TO  
TALK HIMSELF OUT OF MY TRAP!

STRANGE -- THAT  
HELICOPTER MUST  
HAVE JUST LEFT  
THE ROOF I'M  
HEADING FOR!

I WONDER WHO SENT FOR  
ME? NOBODY IS WAITING  
ON THE ROOF!

LOOK!  
THERE HE IS!

FREEZE,  
SPIDER-MAN!  
WE WANT THOSE  
SECRET PLANS  
YOU STOLE!  
PLANS?...  
STOLE?...  
I'M BEGINNIN'  
TO SMELL  
A RAT!

I DON'T KNOW  
WHAT THIS IS ALL  
ABOUT, BUT  
NOBODY'S FRAMIN'  
ME FOR ANYTHING!

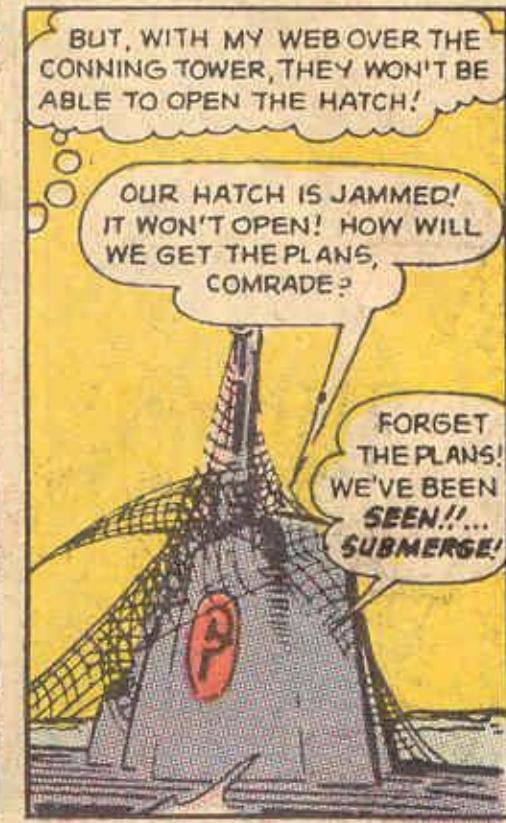
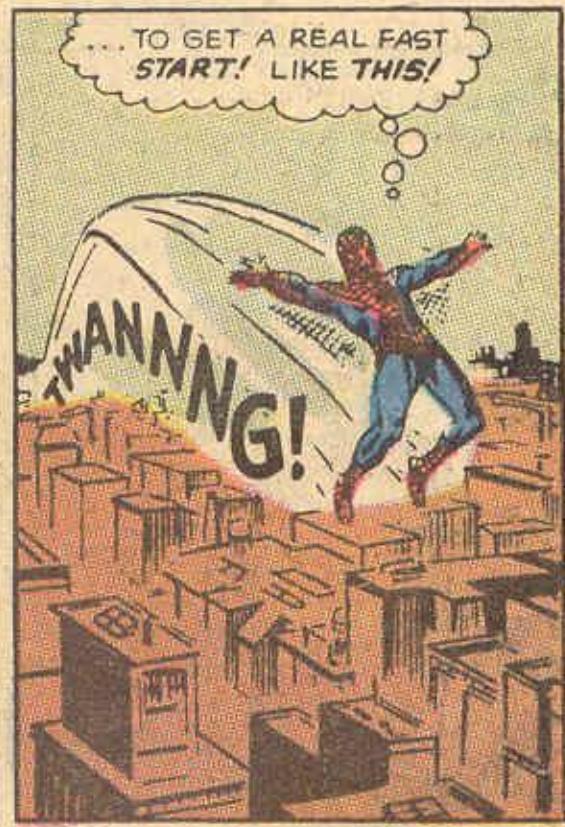
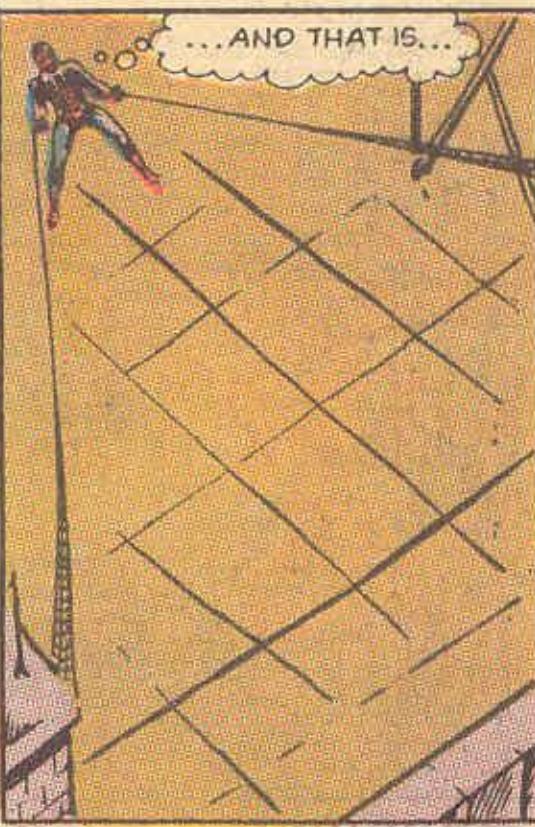
THAT'LL  
HOLD YOU  
TILL I CAN  
GET AWAY!

WHAT A FOOL  
I WAS! THE MESSAGE  
WAS A TRICK TO PIN A  
CRIME ON ME! AND I  
FELL FOR IT!

BUT WHO COULD HAVE...?  
WAIT! THAT HELICOPTER!  
THE PILOT IS THE ONE THE  
POLICE REALLY WANT!

IF HE HASN'T  
FLOWN TOO FAR,  
I CAN USE MY  
SPIDER'S SENSES  
TO "TUNE IN" ON  
THE SHIP... GET  
ITS LOCATION!

GOT IM!  
HE'S OUT  
TOWARDS THE  
WATERFRONT!  
I'VE GOT TO  
STOP HIM!



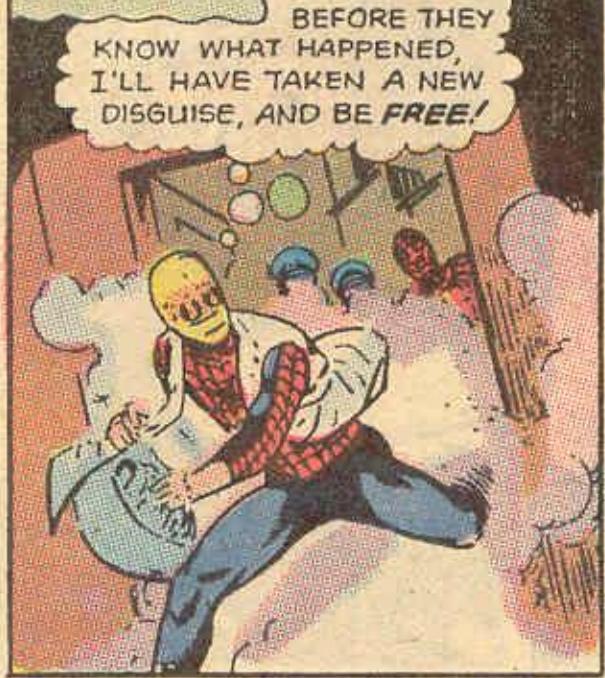
AND BEFORE THE POLICE HAVE LEFT  
THE LARK BUILDING ROOF...

HERE'S THE GUY  
YOU'RE LOOKIN' FOR!  
THE GUY WHO STOLE  
THOSE PLANS AND  
IMPERSONATED ME!



BUT IN THE NEXT SPLIT-SECOND, THE WILY CHAMELEON DROPS A TINY SMOKE PELLET, AND BREAKS FREE IN THE CONFUSION...

BEFORE THEY  
KNOW WHAT HAPPENED,  
I'LL HAVE TAKEN A NEW  
DISGUISE, AND BE FREE!



HE CAN'T GET OUT  
OF THE BUILDING! ALL  
EXITS ARE GUARDED!...  
SEARCH EVERY ROOM!



LET THEM SEARCH!  
I KNEW **THIS** DISGUISE  
WOULD COME IN HANDY!  
WHO WOULD EVER SUSPECT  
A POLICEMAN?



I'LL LOOK  
IN HERE, MEN!  
I'LL TAKE THIS  
CORRIDOR!  
AND I'LL  
HEAD FOR THE  
STREET UNDER  
YOUR VERY  
NOSES!



BUT AGAIN THE CHAMELEON  
HAS RECKONED WITHOUT SPIDER-  
MAN'S SUPERNATURAL SPIDER'S  
INSTINCTS...

THAT TINGLE  
I FEEL! MY QUARRY IS CLOSE--  
WITHIN STRIKING DISTANCE!



HE'S WISE  
TO ME! IF I  
CAN JUST PULL  
THIS FUSE...

ONE OF  
THESE COPS  
MUST BE A  
PHONY!



HE'S DOUSED THE  
LIGHTS! BUT THAT WON'T  
STOP ME! I CAN STILL  
SENSE HIM IN  
THE DARK!



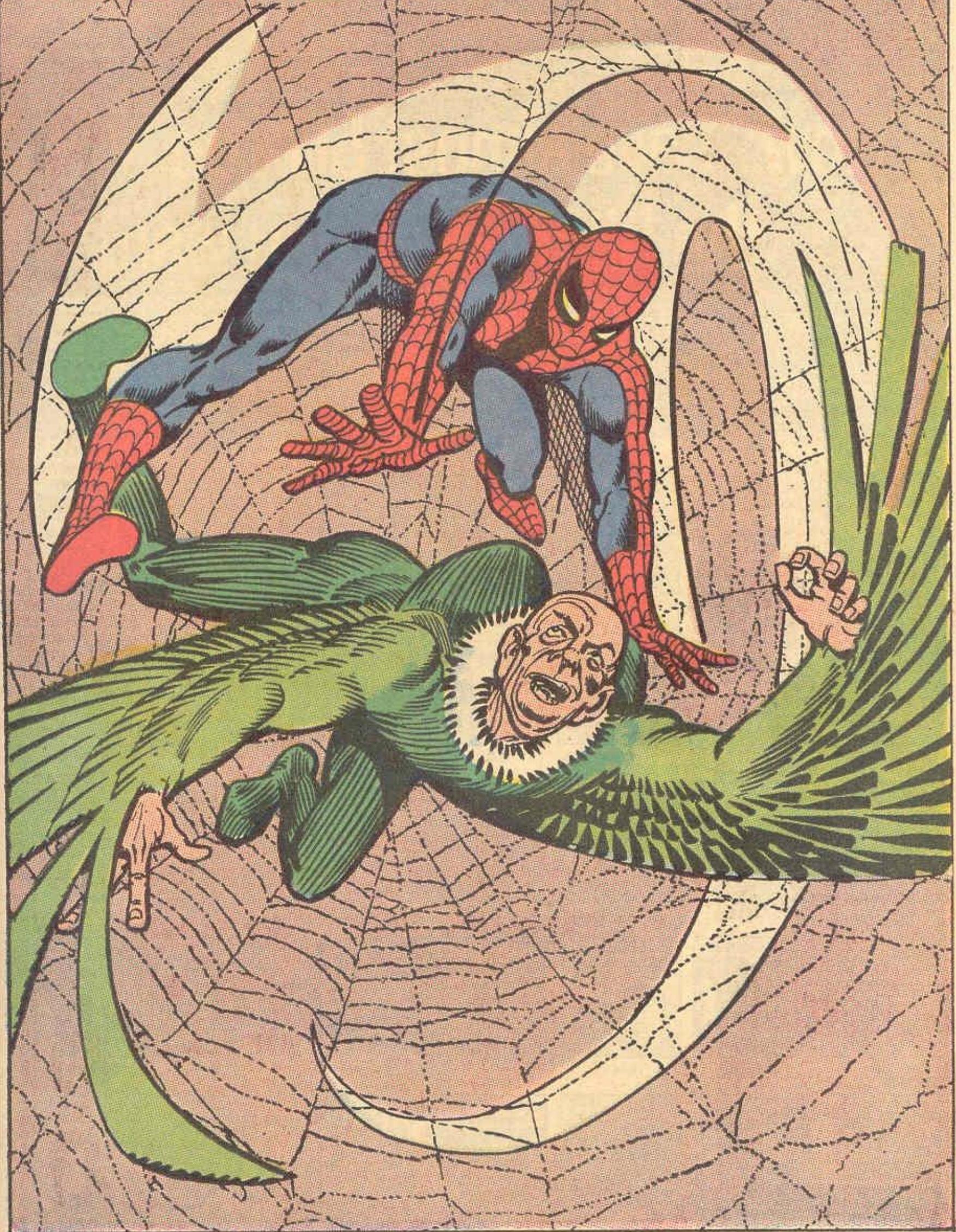
I'LL JUST  
SHOOT MY WEB  
OVER--OH, NO!

I'M ALL  
OUT OF THE  
SPECIAL  
FLUID!





NEXT (AFTER A COUPLE OF OUR AWESOME ADS)  
**SPIDEY'S FIRST FEARSOME FIGHT WITH  
THE VULTURE!**



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# SPIDER-MAN

"DUEL TO THE DEATH WITH  
*The VULTURE!*"



THE MOST COLORFUL SUPER-  
HERO OF ALL... SPIDER-MAN!  
HIS NAME MAKES THE UNDER-  
WORLD TREMBLE! BUT THERE  
IS ONE WHO DOES NOT  
TREMBLE! WHAT FANTASTIC  
POWER CAN THE VULTURE  
HAVE WHICH MAKES HIM SO...  
SURE HE CAN DEFEAT...  
SPIDER-MAN?

SCRIPT:  
STAN LEE  
ART:  
STEVE DITKO  
LETTERING:  
JOHN DUFFY

FOR DAYS, A NEW AND OMINOUS DANGER HAS MENACED THE VAST CITY OF NEW YORK! NO MAN KNOWS WHERE HE'LL STRIKE NEXT! NO ONE CAN COPE WITH THIS NEW, AWESOME THREAT! WITHOUT WARNING, WITHOUT THE SLIGHTEST SOUND, HE STRIKES!



FOR THIS IS -- THE VULTURE!

IT'S THE VULTURE!  
HE STOLE MY BRIEFCASE --  
WITH A FORTUNE IN BONDS! HELP!!



I'VE READ ABOUT HIM--BUT NEVER EXPECTED TO SEE HIM!

I DIDN'T BELIEVE IT!  
I THOUGHT HE DIDN'T EXIST!

IT'S IMPOSSIBLE! IT CAN'T BE! HOW CAN HE FLY -- WITHOUT A SOUND--WITHOUT ANY EFFORT! HE'S MORE LIKE A GIGANTIC BIRD OF PREY THAN A HUMAN!



AND, IN THE EXECUTIVE SUITE OF THE POWERFUL JAMESON PUBLICATIONS, MR. J. JONAH JAMESON IS ON HIS USUAL RAMPAGE...

I WANT TO DEVOTE THE NEXT ENTIRE ISSUE OF NOW MAGAZINE TO THE VULTURE!  
HE'S BIG NEWS! EVERYONE WANTS TO READ ABOUT HIM!

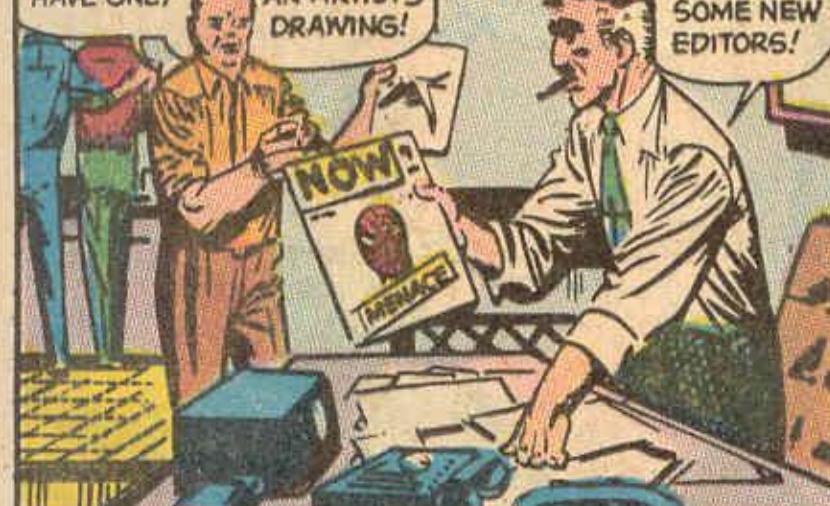
BUT KEEP PRINTING STORIES ABOUT SPIDER-MAN ALSO! I'LL NEVER REST TILL THAT DANGEROUS MENACE IS DESTROYED!



IS THIS THE ONLY PHOTO WE HAVE OF THE VULTURE? WHAT'S THE MATTER WITH YOU MEN?  
WHAT AM I PAYING YOU FOR? THE PUBLIC  
WANTS TO SEE HIM!

BUT, MR. JAMESON,  
NOBODY CAN GET  
PICTURES OF HIM! HE'S GONE  
BEFORE ANY PHOTOGRAPHER  
CAN GET TO HIM! WE  
HAVE ONLY AN ARTIST'S  
DRAWING!

NO MORE EXCUSES! GET ME PICTURES  
OF THE VULTURE -- OR I'LL GET  
SOME NEW EDITORS!



MEANWHILE, IN A NEARBY HIGH SCHOOL, PETER PARKER OVERHEARS AN INTERESTING DISCUSSION AS THE YOUNG SCIENCE MAJOR PERFORMS AN EXPERIMENT IN THE LAB...

BOY! I'D LIKE TO SEE A CLOSE-UP PHOTO OF THE VULTURE..

NOBODY CAN GET CLOSE ENOUGH TO HIM TO SNAP ONE!

SAY! THAT'S AN IDEA! I NEVER THOUGHT OF IT BEFORE! MAGAZINES PAY BIG MONEY FOR HARD-TO-GET PHOTOS! AND I KNOW HOW TO GET THEM!



HERE, BOOKWORM! TAKE A LOOK AT WHAT'S GOIN' ON IN THE OUTSIDE WORLD--OR CAN'T YOU READ ANYTHING BUT SCIENTIFIC FORMULAS?

VER-RY FUNNY, MOOSE! AT LEAST MY BRAIN ISN'T MUSCLE-BOUND, LIKE THAT FAT HEAD OF YOURS!

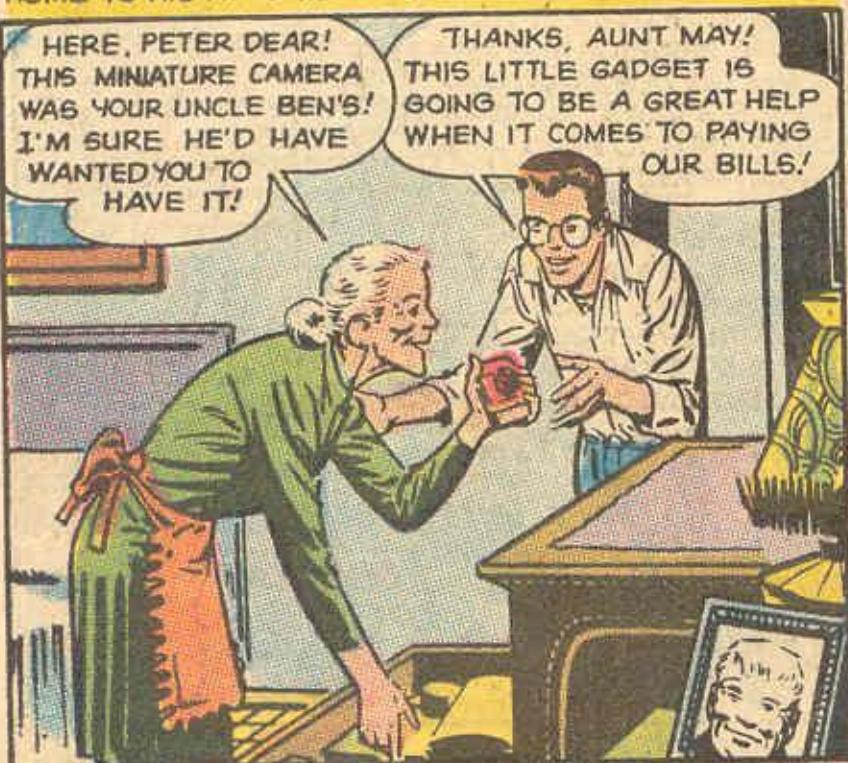
HE'D BE GRINNING OUT OF THE OTHER SIDE OF HIS MOUTH IF HE EVER SUSPECTED TIMID PETER PARKER IS SPIDER-MAN!



AS SOON AS SCHOOL ENDS, THE EXCITED TEEN-AGER RUSHES HOME TO HIS AUNT MAY AND IS DELIGHTED TO LEARN...

HERE, PETER DEAR! THIS MINIATURE CAMERA WAS YOUR UNCLE BEN'S! I'M SURE HE'D HAVE WANTED YOU TO HAVE IT!

THANKS, AUNT MAY! THIS LITTLE GADGET IS GOING TO BE A GREAT HELP WHEN IT COMES TO PAYING OUR BILLS!



MEANWHILE, IN A CAREFULLY-PREPARED HIDEOUT ON THE OUTSKIRTS OF THE CITY...

WELL, WELL! SO THE PARK AVENUE JEWELRY EXCHANGE IS MOVING A MILLION DOLLARS WORTH OF DIAMONDS TO THEIR NEW OFFICES ACROSS TOWN, EH? IT SHOULDN'T BE HARD FOR THE VULTURE TO GET HIS HANDS ON THOSE GEMS!



NOW WHERE WAS I? OH, YEAH! I'LL BET SPIDER-MAN COULD GET CLOSE ENOUGH TO THE VULTURE TO TAKE SOME PICTURES THAT WOULD PAY OFF! I CAN USE THE DOUGH!

PARKER!! I DON'T EXPECT YOU TO IGNORE A DELICATE EXPERIMENT RIGHT IN THE MIDDLE WHILE YOU POUR THROUGH A LURID PICTURE MAGAZINE! PARKER! PAY ATTENTION!



AND THEN, IN THE PRIVACY OF HIS ROOM, PETER PARKER CHANGES INTO THE MOST DRAMATIC COSTUMED FIGURE OF ALL -- THAT OF SPIDER-MAN!...

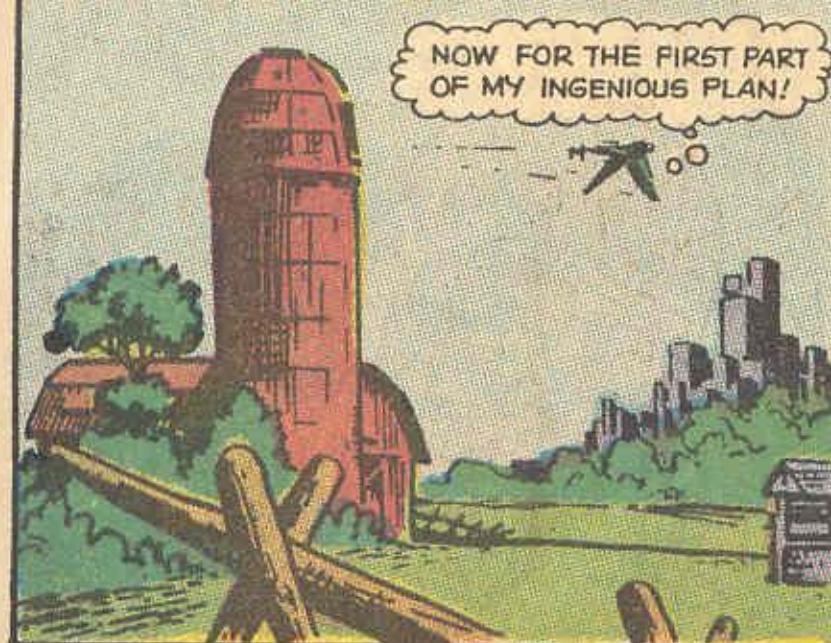
I'LL FIGURE OUT A WAY TO ATTACH THE CAMERA TO MY COSTUME AND THEN TEST IT OUT!



THEY'LL PROBABLY BE EXPECTING ME TO TRY SOMETHING, BUT I'LL GET THOSE GEMS IN A WAY THAT NO ONE WOULD EVER SUSPECT! EVEN SPIDER-MAN WOULDN'T HAVE A CHANCE OF STOPPING ME!



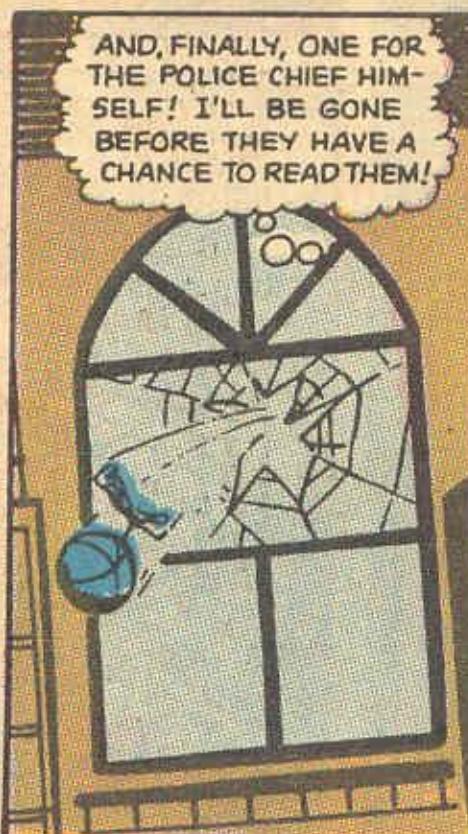
AFTER MAKING CERTAIN HE IS NOT OBSERVED, THE VULTURE DARTS FROM HIS HIDING PLACE ATOP AN ABANDONED SILO IN STATEN ISLAND, JUST A FEW SECONDS FROM THE HEART OF MANHATTAN...

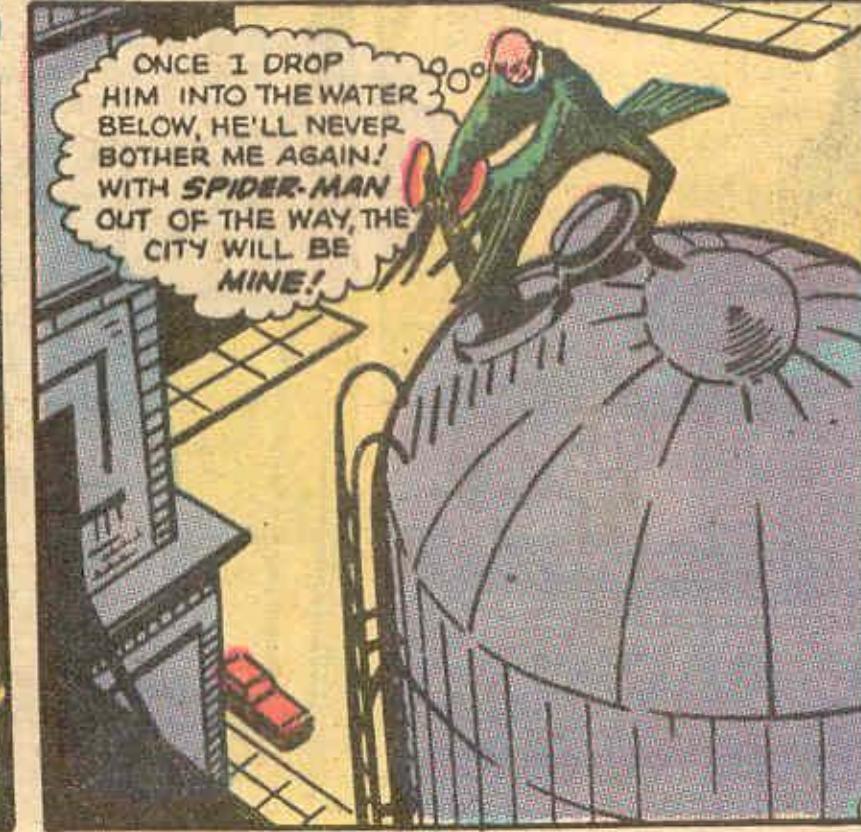


SECONDS LATER, ATOP AN APARTMENT HOUSE WHERE HE HAD BEEN CHECKING HIS CAMERA, SPIDER-MAN'S AMAZING SPIDER SENSES PICK UP A STRANGE SENSATION...



NOT NOTICING THE POWERFUL FIGURE ON THE ROOF TOP, THE VULTURE SWEEPS PAST...





NOW THAT I HAVE DISPOSED OF THAT TEMPORARY INTERRUPTION, I'LL CARRY OUT STEP TWO OF MY MASTER PLAN!



MEANWHILE, INSIDE THE TANK, THE SHOCK OF HITTING THE COLD WATER INSTANTLY REVIVES THE POWERFUL SPIDER-MAN...

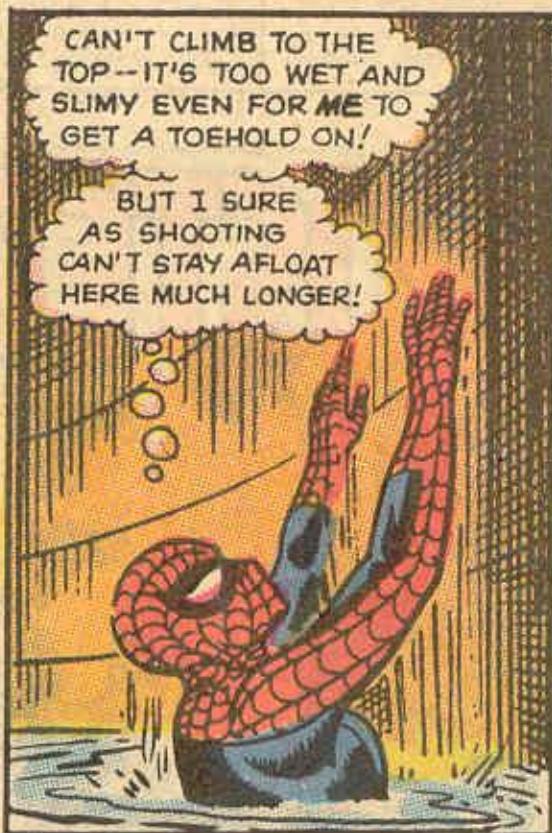


I'LL JUST SHOOT MY WEB TOWARDS THE TOP AND... OH, NO! THE EJECTOR IS EMPTY!



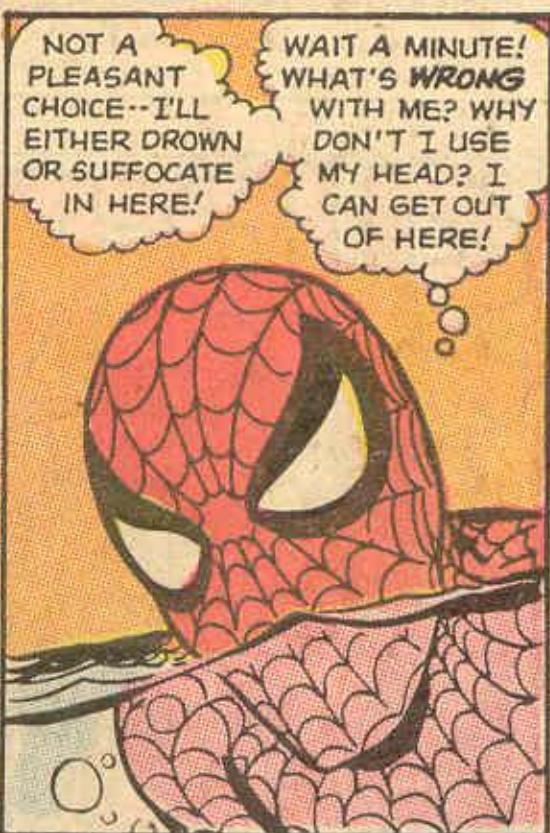
CAN'T CLIMB TO THE TOP--IT'S TOO WET AND SLIMY EVEN FOR ME TO GET A TOEHOLD ON!

BUT I SURE AS SHOOTING CAN'T STAY AFLOAT HERE MUCH LONGER!



NOT A PLEASANT CHOICE--I'LL EITHER DROWN OR SUFFOCATE IN HERE!

WAIT A MINUTE! WHAT'S WRONG WITH ME? WHY DON'T I USE MY HEAD? I CAN GET OUT OF HERE!



MY MUSCLES ARE FAR STRONGER THAN AN ORDINARY HUMAN'S! THERE'S ONE LITTLE TRICK THAT ONLY THE SPIDER-MAN CAN PERFORM!

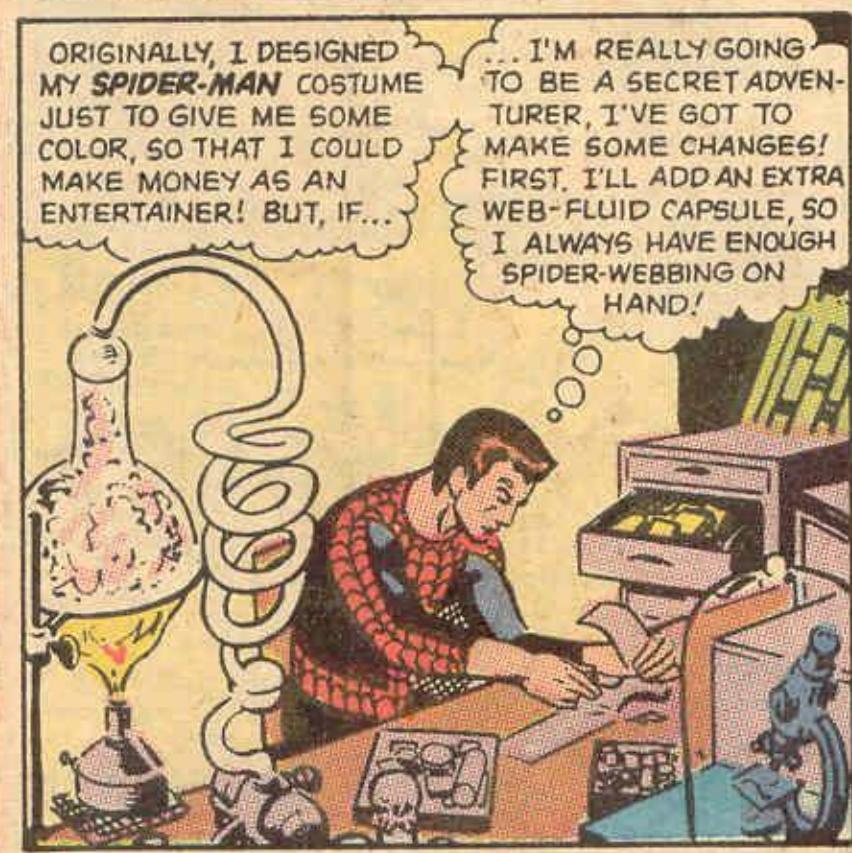
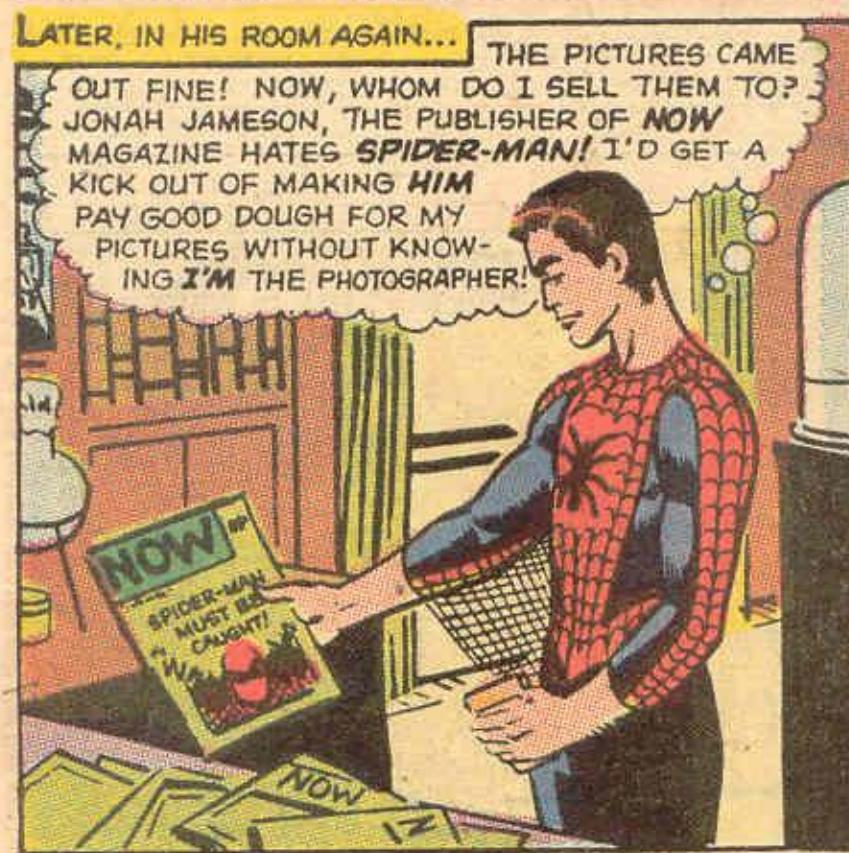


ALL I'VE GOT TO DO IS REACH THE BOTTOM, SQUAT DOWN, AND PREPARE TO HURL MYSELF UPWARD...



...LIKE THIS!!





LONG HOURS LATER...

'WHEW! THAT WAS TOUGHER THAN I EXPECTED, BUT IT'S FINISHED NOW!

I WON'T KNOW IF IT'LL WORK TILL I TRY IT-- BUT RIGHT NOW, I'M GONNA GET SOME SHUT-EYE!



THE NEXT DAY, J. JONAH JAMESON RECEIVES AN EXCITING PHONE CALL...

WHAT'S THAT?? YOU'VE GOT SOME EXCLUSIVE PHOTOS OF THE VULTURE THAT YOU WANT TO SELL?? WELL, DON'T WASTE TIME TALKING! GET OVER HERE RIGHT AWAY!

JOE, HAVE THEM STOP THE PRESSES!



AND SOON...

SORRY, MR. JAMESON CANNOT SEE ANYBODY RIGHT NOW! HE'S HAVING AN IMPORTANT CONFERENCE!

THESE PICTURES ARE SENSATIONAL-- GREAT! BUT HOW'D A KID LIKE YOU GET THEM?

SORRY, SIR! I'LL SELL THEM TO YOU ON CONDITION THAT YOU NEVER ASK ME THAT QUESTION!



OKAY, OKAY! YOU CAN HAVE YOUR LITTLE SECRET! IT DOESN'T MATTER HOW YOU GOT THEM! THE POINT IS, THESE PICTURES WILL MAKE THE NEXT ISSUE OF NOW A SELL-OUT! I'LL ISSUE A CHECK TO YOU IMMEDIATELY!

AND REMEMBER, MR. JAMESON, I DON'T WANT MY NAME USED! YOU CAN MERELY GIVE CREDIT TO A NOW MAGAZINE STAFF PHOTOGRAPHER!



SURE, MY BOY, SURE! AND IF YOU GET ANY MORE GREAT PICTURES, REMEMBER TO GIVE ME FIRST CRACK AT THEM! WE'RE ALWAYS IN THE MARKET FOR SENSATIONAL PHOTOS! IN FACT...

... IF YOU CAN EVER GET A PICTURE OF THAT PUBLIC MENACE, SPIDER-MAN--

BROTHER, WOULDN'T YOU BE SURPRISED IF YOU KNEW!



THE NEXT DAY, AS SCHOOL LETS OUT...

C'MON, PETER! WE'RE ALL GOING TO WATCH THEM MOVE THE DIAMONDS FROM THE PARK AVENUE JEWELRY EXCHANGE!

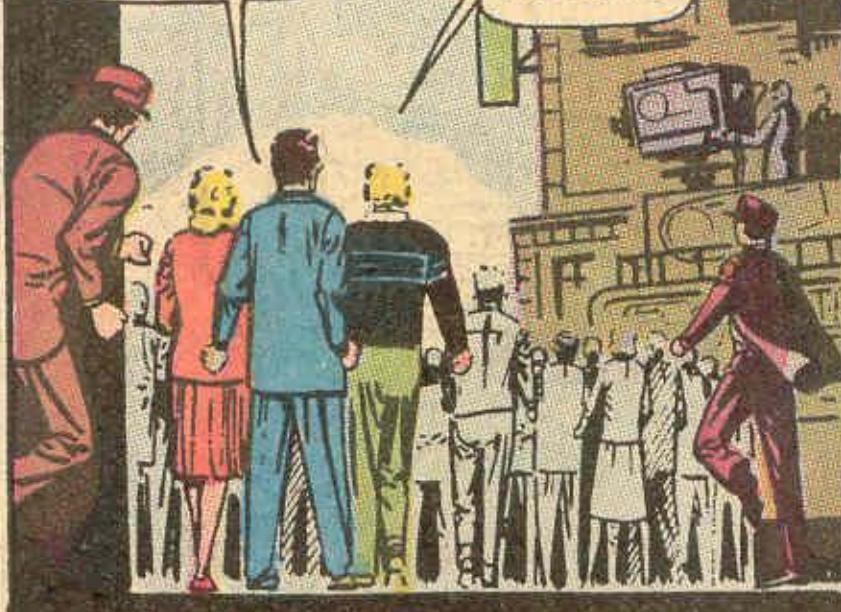
WE'RE HOPEING TO GET A GLIMPSE OF THE VULTURE!

YOU DON'T REALLY THINK THE VULTURE WOULD DARE TRY ANYTHING WITH ALL THE POLICE THERE, DO YOU?



GOSH, THE WHOLE AREA IS CORDONED-OFF! AND LOOK-- T.V. CAMERAS, NEWSPAPERmen, POLICE! IT'S LIKE A CARNIVAL!

THE VULTURE WOULD BE NUTS TO TRY ANYTHING WITH A CROWD LIKE THIS AROUND! THIS IS ONE TIME HE WON'T MAKE GOOD HIS BOAST!



IT IS HARD TO SEE HOW THE VULTURE COULD HAVE A CHANCE AT THE JEWELS UNDER THESE CONDITIONS! THERE ARE POLICE ON EVERY ROOF, AND AN ARMED HELICOPTER FLYING OVERHEAD!

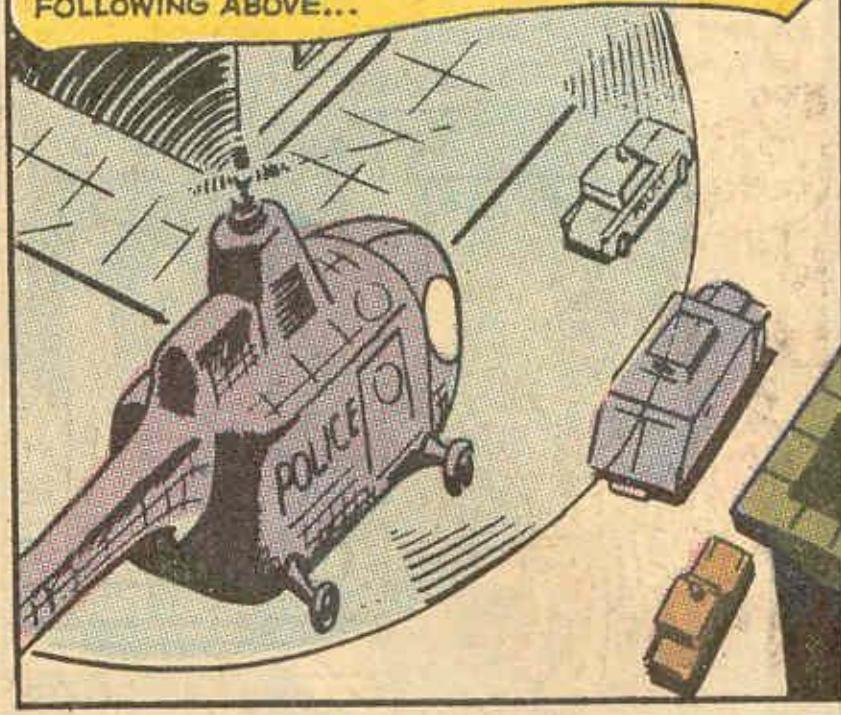


I'D BETTER MAKE MYSELF SCARCE! IF I HAVE TO CHANGE TO SPIDER-MAN, I WON'T BE ABLE TO DO IT IN THE MIDDLE OF THIS MOB!

LOOK, GANG! LITTLE PETEY IS CHICKENING OUT! GUESS THE EXCITEMENT IS TOO MUCH FOR HIS DELICATE LITTLE SELF!



MINUTES LATER, THE VALUABLE JEWELRY SHIPMENT STARTS ITS CROSSTOWN CONVOY, ACCCOMPANIED BY PATROL CARS AND THE POLICE WHIRLYBIRD FOLLOWING ABOVE...



I WISH THE VULTURE WOULD MAKE A TRY FOR THOSE DIAMONDS, CHUCK! WE'D NAB 'IM FOR SURE!

YEAH, BUT HE WON'T SHOW! HE'S TOO SMART FOR THAT!



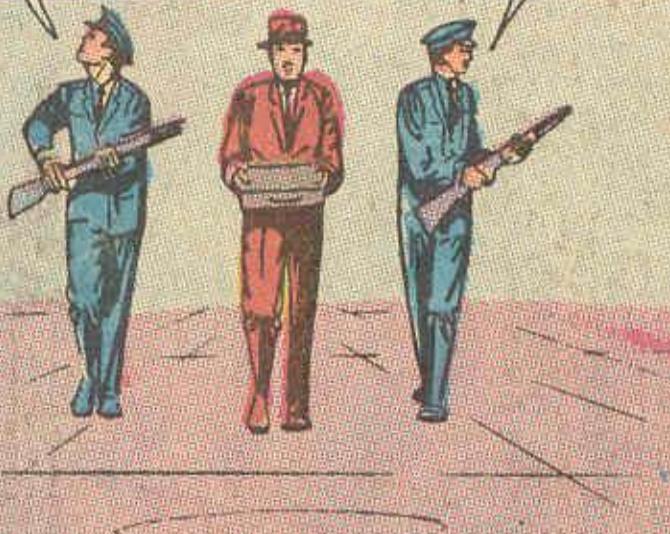
IT'S ALL CLEAR! START BRINGING THE JEWELS OUT!

NOT A SIGN OF THE VULTURE! HE KNOWS HE WOULDN'T HAVE A CHANCE!



THE SKY'S CLEAR  
EXCEPT FOR OUR OWN  
CHOPPER UP THERE! LOOKS  
LIKE THE WHOLE THING  
WAS A FALSE ALARM!

BUT STAY ALERT ANYHOW!  
WITH A CHARACTER LIKE  
**THE VULTURE**, YOU  
NEVER KNOW WHAT'S  
GONNA HAPPEN NEXT!



BEFORE THE STARTLED OFFICERS CAN FIRE, THE WILY  
**VULTURE** PLUMMETS BACK UNDERGROUND, DROPPING  
THE MANHOLE COVER INTO PLACE ABOVE HIM! THEN...

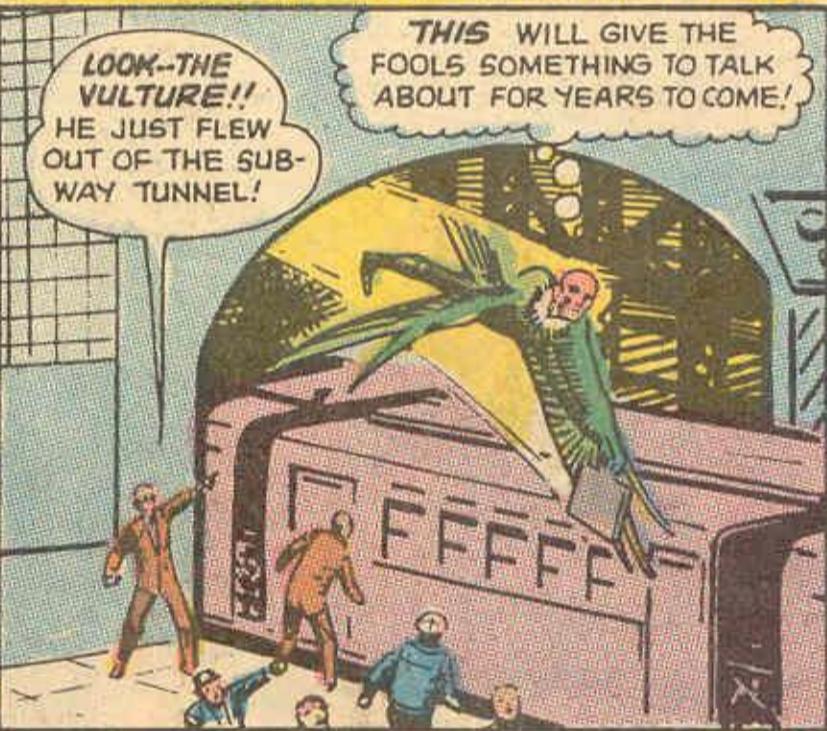


GENTLEMEN, YOU ARE SO RIGHT! AND NOW I'LL TAKE THOSE DIAMONDS!

**THE VULTURE!!** WE EXPECTED AN ATTACK BUT HOW--? FROM ABOVE!

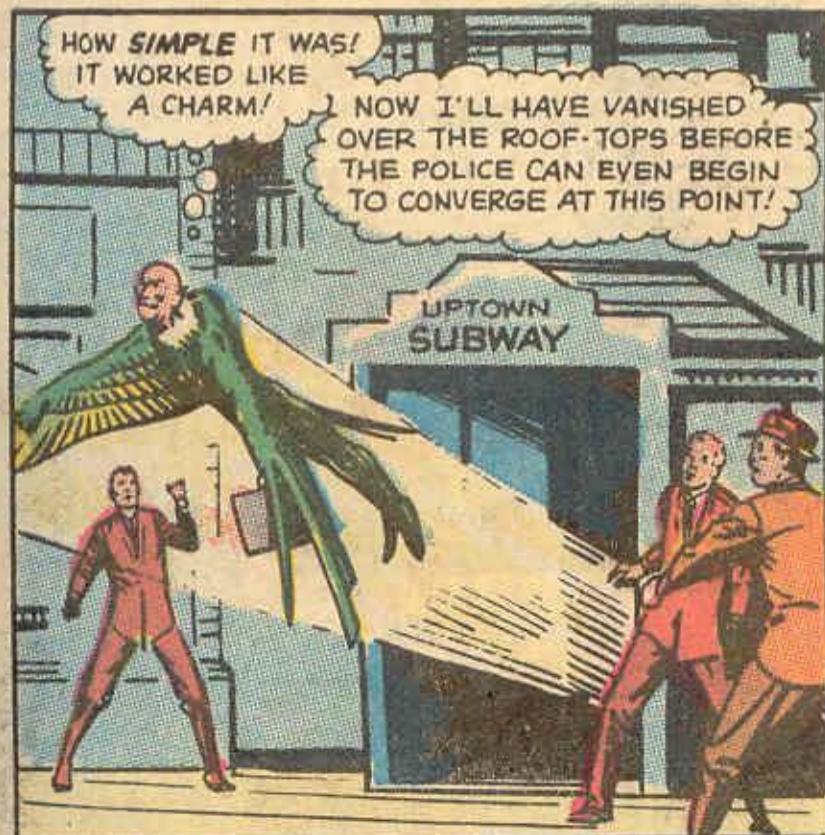


A SHORT TIME LATER, AT THE OTHER END OF TOWN, A TRIUMPHANT **VULTURE** DECIDES TO LEAVE HIS UNDERGROUND LAIR AS DRAMATICALLY AS POSSIBLE...



HOW SIMPLE IT WAS!  
IT WORKED LIKE  
A CHARM!

NOW I'LL HAVE VANISHED  
OVER THE ROOF-TOPS BEFORE  
THE POLICE CAN EVEN BEGIN  
TO CONVERGE AT THIS POINT!



MEANWHILE, LEARNING WHAT HAS OCCURRED, PETER PARKER MANAGES TO FIND A DESERTED ALLEY, AND THEN, MOVING WITH BLINDING SPEED...

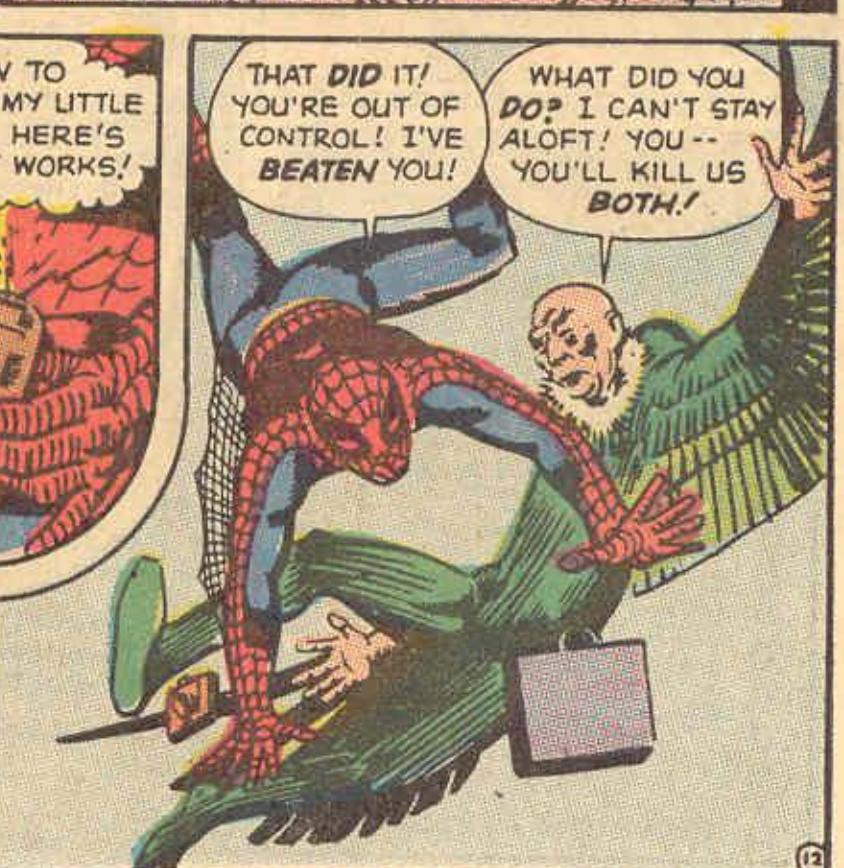
HE DID IT!  
HE FOOLED EVERYONE--EVEN ME! BUT I'LL FIND HIM! IF I CAN GET SOME NEW PICTURES OF HIM NOW, I'LL BE ABLE TO NAME MY OWN PRICE FOR THEM!





**WAIT!!** I--I FEEL VIBRATIONS IN THE AIR **BEHIND ME!** THE VULTURE MUST HAVE DOUBLED BACK BEHIND ME SOMEHOW!

FOREWARNED BY HIS FABULOUS SPIDER'S SENSE, SPIDER-MAN WHEELS ABOUT IN TIME TO AVOID THE FULL IMPACT OF THE VULTURE'S SWOOPING DIVE, BUT ONE POWERFUL WING SENDS THE COLORFULLY CLAD FIGURE TOPPLING FROM THE EDGE OF THE ROOF!



CONTINUED AFTER NEXT PAGE

SPEAK FOR YOURSELF, MISTER! THE SKY IS  
MY ELEMENT AS MUCH AS YOURS!  
JUST WATCH!!



I CAN ALWAYS SAVE  
MYSELF BY SHOOTING MY  
WEB AT A NEARBY BUILD-  
ING-- LIKE THIS!



AS FOR THE VULTURE, HE'LL  
MANAGE TO BREAK HIS FALL  
BY SPIRALING DOWN, BUT HE'S  
GONNA HAVE A TOUGH TIME  
EVER USING THOSE WINGS  
AGAIN!



HERE COMES THE POLICE HELICOPTER! THEY  
MUST HAVE SIGHTED US WHEN WE WERE  
BATTLING! THIS IS MY CHANCE TO GET SOME  
EXCLUSIVE PIX OF THE CAPTURE OF  
THE VULTURE!



TAKE 'ER DOWN,  
CHARLIE! WE WERE  
RIGHT! IT IS THE  
VULTURE!

CAN'T GET  
UP! WIND KNOCKED  
OUT OF ME! WHAT'LL  
I DO--??



IF THIS DOESN'T TAKE  
THE CAKE! WHO EVER  
THOUGHT WE'D BE ABLE TO  
CAPTURE THE VULTURE SO NICE  
AND EASY?!! WHAT HAPPENED,  
FELLA?

DID YOU HAVE A  
TAILSPIN?

PLEASE--  
NO JOKES!

THESE  
PICTURES  
SHOULD BE  
PRIZE-  
WINNERS!



THAT DOES IT!  
NOW TO GET THESE  
SHOTS TO JAMESON  
AND ASK FOR TOP  
DOLLAR FOR  
THEM!

LET'S GO, BIRDMAN! WE'LL  
GET YOU TO HEADQUARTERS  
AND FIND OUT ONCE AND  
FOR ALL HOW YOU MANAGED  
TO FLY THE WAY YOU DID!



IF THEY ASKED ME,  
I COULD HAVE TOLD THEM!  
THE ABSENCE OF NOISE  
GAVE ME THE CLUE! I  
SUSPECTED THAT HE  
HAD DISCOVERED A WAY  
TO HARNESS MAGNETIC  
POWER! THAT'S WHY  
MY GADGET MADE HIM  
FALL--IT'S AN ANTI-  
MAGNETIC INVERTER--  
AND IT WORKED!



THEN, AS THE NEXT DAY DAWNS...

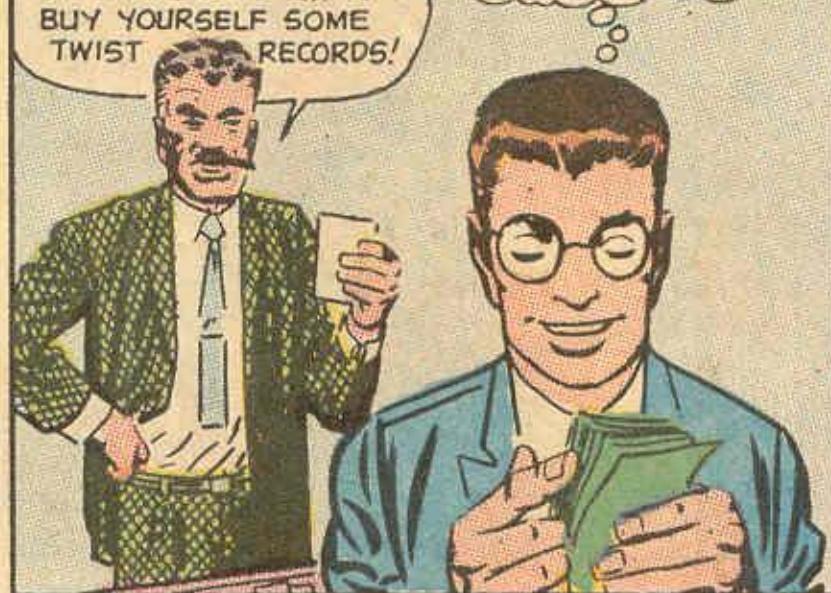
TELL ME, PARKER, ARE YOU A  
**MAGICKIAN?** HOW DOES A TEEN-  
AGER LIKE **YOU** MANAGE TO GET  
PICTURES THAT OUR BEST STAFF  
PHOTOGS WOULD GIVE THEIR  
EYE TEETH FOR?

REMEMBER OUR  
DEAL, MR. JAMESON?  
THAT'S **MY**  
SECRET! NOW IF  
YOU DON'T WANT  
THE PIX--



ARE YOU OUT OF  
YOUR **MIND?** WITH  
PICTURES LIKE **THESE**,  
I CAN ALMOST STAND  
LIVING IN THE CITY WITH  
**SPIDER-MAN!** TAKE A  
BONUS AND GO OUT AND  
BUY YOURSELF SOME  
TWIST RECORDS!

HE THINKS I'M JUST  
A TYPICAL TEEN-AGE KID!  
GOOD! THAT'S THE WAY I  
**LIKE IT!** AND THIS WAD  
OF BILLS HE PAID ME IS  
WHAT I **LIKE ALSO!**



AND UPON REACHING HIS HOME...

AUNT MAY, THIS MONEY  
MEANS YOU'RE NOT GONNA  
HAVE TO WORRY ABOUT ANY-  
THING AGAIN! I PAID THE  
RENT FOR A FULL YEAR, AND  
TOMORROW I'M BUYING YOU  
THE NEWEST KITCHEN  
APPLIANCES YOU EVER  
DROOLED OVER!

OH, PETER,  
I'M SO PROUD  
OF YOU! IT'S  
JUST LIKE YOUR  
UNCLE BEN ALWAYS  
SAID--YOU'RE THE  
MOST WONDERFUL  
BOY IN THE  
WORLD!



WHILE, IN A LONELY  
CELL, **THE VULTURE**  
HAS A SLIGHTLY  
DIFFERENT OPIN-  
ION OF OUR  
**HERO...**

I WOULDN'T BE HERE  
IF NOT FOR THAT ACCURSED  
**SPIDER-MAN!** BUT SOONER  
OR LATER, I'LL GET FREE--  
AND I'LL DEVELOP A FLYING  
POWER THAT HE **CANNOT**  
OVERCOME! AND THEN,  
**SPIDER-MAN**, IT WILL BE  
MY TURN TO GLOAT!



REMEMBER THIS EXCITING SCENE FROM 1964?  
**SPIDER-MAN VS MYSTERIO!**



HERE'S A  
SPECIAL TREAT,  
SPIDOPHILE!  
A GALLERY OF  
CANDID SHOTS  
--COMPLETE  
WITH NOTES  
BY OUR  
CATACLYSMIC  
CAST  
THEMSELVES!

Peter  
not such a  
bad guy but  
I sure wish  
he had a  
little spark  
like  
Spider-Man!



*I sure get a Charge out of Electro!*

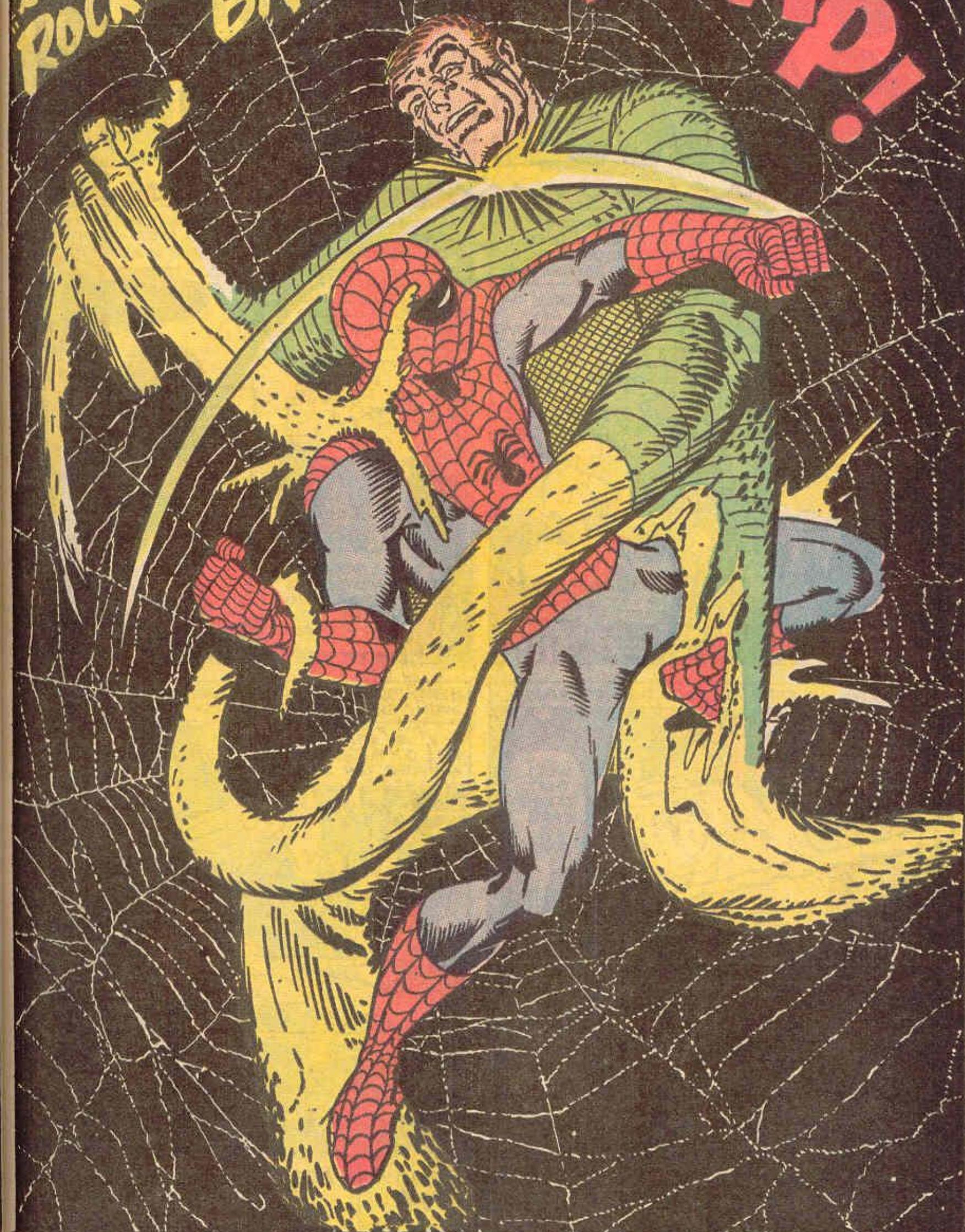


*A little more practice and I  
might make the Bolshoi!*



I sure he'd wish he'd  
stop nummin' Rock-a-bye Baby!!

**WHA?**



**THE AMAZING SPIDER-MAN!**

# "JUST A GUY NAMED JOE!"

OUR MILDLY TERRIFIC TALE OPENS IN A CROWDED NEIGHBORHOOD GYM, WHERE WE FIND A NOT-OVERLY-BRIGHT HABITUE NAMED JOE SMITH INDULGING HIMSELF IN ONE OF HIS EVER-PRESENT DAY-DREAMS--

YES SIREE! NO MATTER WHAT ANYONE THINKS OF ME NOW, I'M GONNA BE THE CHAMP SOME DAY! I'M GONNA REALLY BE SOMEBODY! I KNOW IT!

GOOD THING YOU KNOW IT, SMITH! NOBODY ELSE DOES!

THAT GUY'S A REAL PANIC!

GOWAN, LAUGH AT ME NOW! YOU WON'T LAUGH LATER!



MR. TOMKINS, I'VE ASKED YOU TO MANAGE ME FOR MONTHS! AND I'M NEVER GONNA STOP ASKIN' UNTIL YOU SAY YOU WILL! NOW, HOW ABOUT IT--?

OKAY, KID! IF YOU WANNA GET YOUR HEAD HANDLED TO YOU, THAT'S YOUR BUSINESS!

I'LL BOOK YOU A MATCH! IT'S THE ONLY WAY I'LL GET YOU OFF MY BACK!



AND, DURING THE FIRST MINUTE OF THE FIRST ROUND...

KHOK!  
WELL, THAT TAKES CARE OF THAT!



NEXT, JOE SMITH TRIES THE WRESTLING GAME-- WITH VERY SIMILAR RESULTS--!

HEY! YOU WUZN'T SUPPOSEDTA FALL OUTTA THE RING FER ANUDDER TEN MINUTES!

I-I MUST HAVE SLIPPED!

WOTTA BUM!



WRITTEN AND EDITED  
BY STAN LEE

PLOTTED AND DRAWN  
BY STEVE DITKO

LETTERED, UNFETTERED  
BY ARTIE SIMEK

BUT, HIS MANAGER, TOMMY TOMKINS, FELT A TWINGE OF  
PITY FOR THE GAME JOE SMITH, AND SO...

LOOK, KID, THE  
FIGHT GAME  
JUST ISN'T FOR  
YOU! YOU'RE  
NOT TOUGH  
ENOUGH! YOU  
HAVEN'T A  
KILLER  
INSTINCT!

BUT I DID LAND YOU  
A JOB--AS A COSTUMED  
EXTRA IN A TV  
FANTASY FILM! ACTOR!

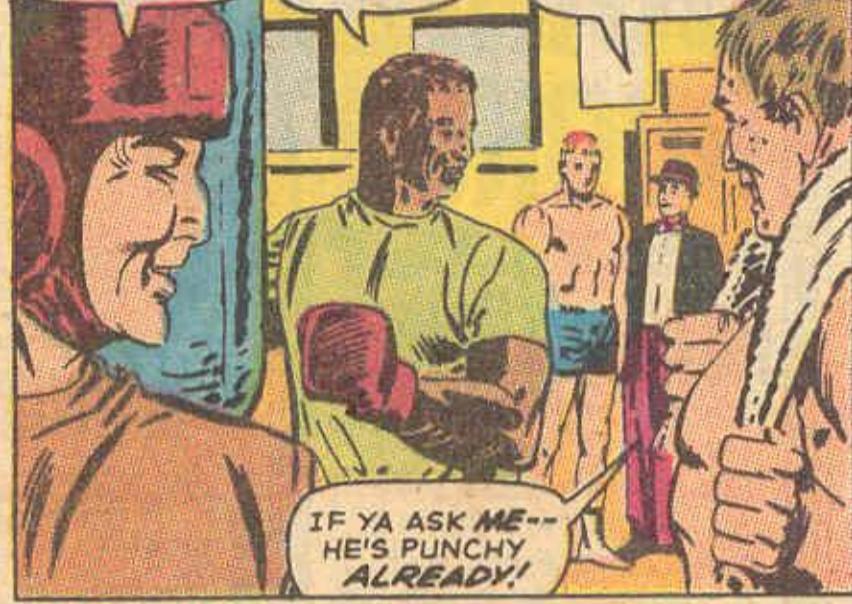
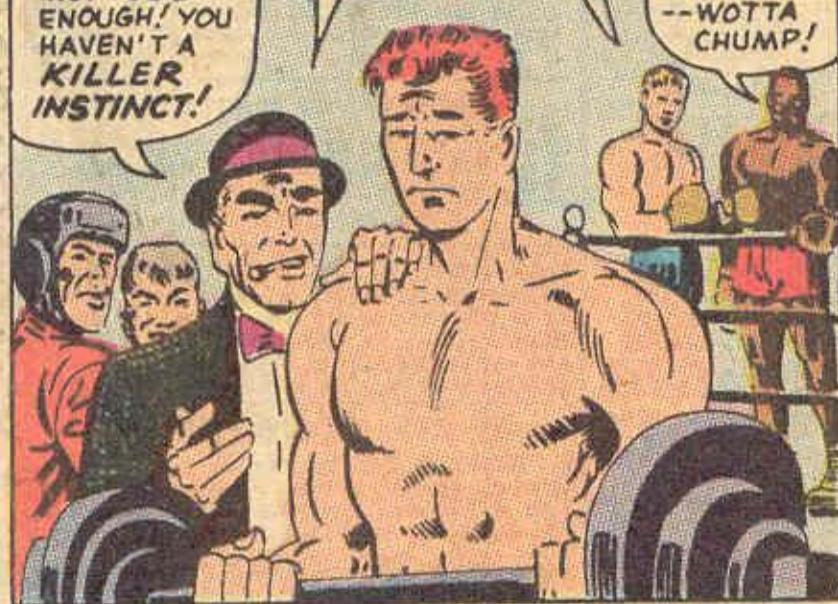
'IM, TOMKINS!  
AS A FIGHTER,  
HE'S A GREAT  
ACTOR!  
JOE SMITH  
--WOTTA  
CHUMP!

HEY, SLUGGER!  
WHEN ROCK  
HUDSON HEARS  
ABOUT YOU  
BECOMIN' AN  
ACTOR, HE'LL  
PROBABLY GIVE  
UP!

SMITH MAY  
BECOME A  
STAR! THEY'RE  
ALWAYS  
LOOKIN' FOR  
ANOTHER  
BELA  
LUGOSI!

DON'T LET 'EM RIDE  
YOU, KID! ANYTHING'S  
BETTER THAN WINDING  
UP PUNCHY!

AT LEAST, AS AN  
ACTOR, THAT WON'T  
HAPPEN TO YOU!

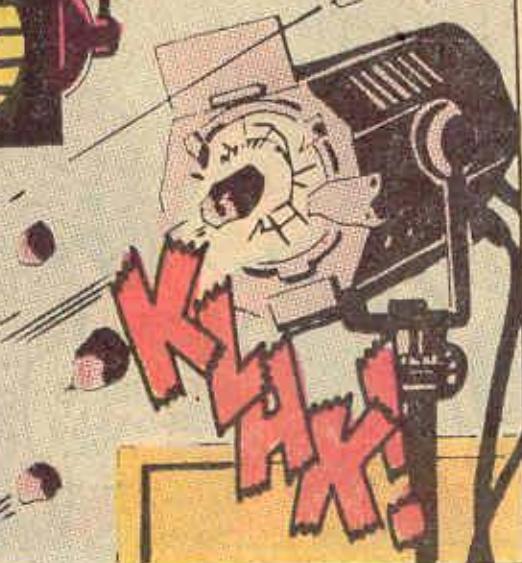


BUT, WHEN YOU'RE A "HARD-LUCK JOE", AS OUR HERO SEEMS TO BE, TROUBLE CAN POP UP ANY TIME--

LOOK OUT! THAT DEBRIS IS FLYING TOO NEAR THE ARC LIGHTS! UH OH--!

HEADS UP! IT'S FALLING IN A PUDDLE OF SPILLED CHEMICALS, FROM THE PREVIOUS SCENE!

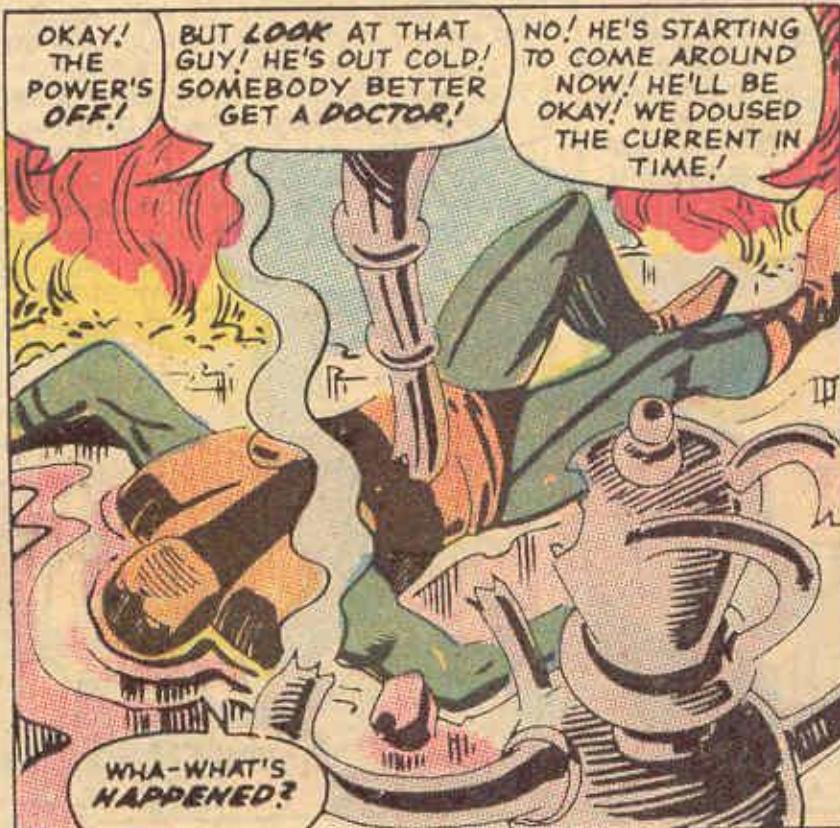
SWITCH OFF THE CURRENT!! HURRY, MAN! THAT EXTRA IS GETTING THE FULL IMPACT OF THE SHOCK!!



OKAY! THE POWER'S OFF!

BUT LOOK AT THAT GUY! HE'S OUT COLD! SOMEBODY BETTER GET A DOCTOR!

NO! HE'S STARTING TO COME AROUND NOW! HE'LL BE OKAY! WE DOUSED THE CURRENT IN TIME!



TAKE IT EASY, JOE! YOU'LL BE OKAY! I GUESS YOU JUST WEREN'T CUT OUT TO BE AN ACTOR EITHER, KID!

WE'LL USE THAT SCENE! IT'LL BE SENSATIONAL! GOOD WORK, WHATEVER YOUR NAME IS!

I FEEL LIKE I BEEN KICKED BY A MULE! MY HEAD-- IT'S ACHING TO BEAT THE BAND! ---I WAS BETTER OFF IN THE RING!



THEN, A FEW MINUTES LATER...

I STILL FEEL KINDA STRANGE! NOTHING HURTS ME, BUT I FEEL SORT OF--- DIFFERENT!

WELL, ANY CHANGE'LL BE AN IMPROVEMENT! JUST REST UP FOR A WHILE!

AND NOW, WHILE JOE SMITH IS RESTING, WE JUST REMEMBERED THAT YOU MIGHT ALSO BE INTERESTED IN THE ACTIVITIES OF PETER PARKER--

HOLY SMOKE! HAS OLD JAMESON GOT ANOTHER NEW SECRETARY? SHE MUST BE THE THIRD THIS WEEK!

I QUIT! I WON'T WORK FOR THAT OLD SKINFLINT ANOTHER SECOND!

--AND TODAY'S ONLY TUESDAY!

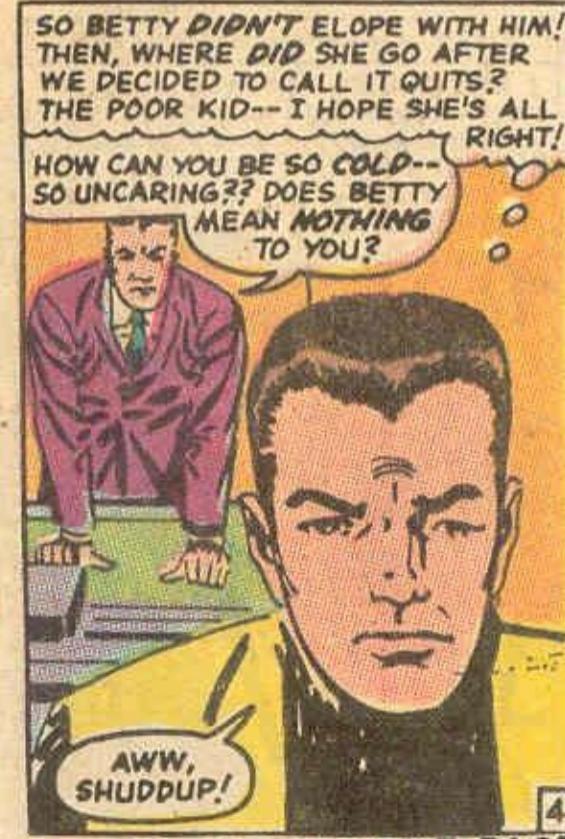


NO WONDER HE CAN'T KEEP A SECRETARY! A MAN WITH A TEMPER LIKE HIS OUGHT TO BE IN A CAGE!

SOMETHING TELLS ME I PICKED A BAD TIME TO COME TO THE DAILY BUGLE TO ASK JOLLY JONAH WHY HE HASN'T SENT ME MY CHECK YET FOR THE NEWS PHOTOS I SOLD HIM LAST MONTH!

OH WELL...





CONTINUED AFTER NEXT PAGE

PERHAPS I SHOULD HAVE TOLD BETTY THE TRUTH ABOUT MYSELF-- FROM THE BEGINNING!

EVERYTHING MIGHT HAVE BEEN DIFFERENT IF SHE KNEW THAT PETER PARKER IS-- SPIDER-MAN!

I ALMOST HOPE THAT LEEDS DOES FIND HER! IT MIGHT BE FOR THE BEST!

WHAT CHANCE WOULD WE HAVE FOR HAPPINESS-- WITH THE SECRET I MUST ALWAYS CARRY WITH ME?!!

BUT NOW, LET'S CHANGE OUR SCENE BEFORE THERE'S NOT A DRY EYE LEFT IN THE HOUSE--

OKAY, FELLA-- IF YOU'RE FEELING BETTER NOW, WE'LL START SHOOTING THE BIG FIGHT SCENE!

I FEEL ALL RIGHT! LET'S GET IT OVER WITH!



REMEMBER, YOU'RE A MONSTROUS ALIEN BEING-- AND YOU WANT TO DESTROY THOSE INNOCENT SPACE EXPLORERS!

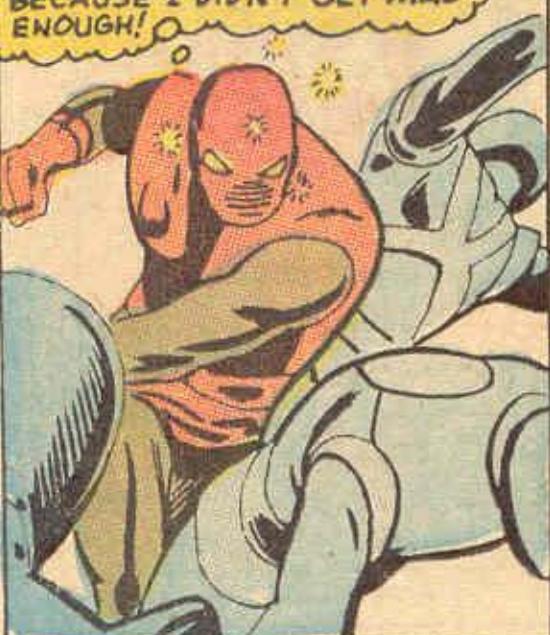
SO, TEAR INTO THEM AS THOUGH THEY'RE YOUR WORST ENEMIES-- AND DON'T WORRY-- THEY'RE ALL WELL-TRAINED STUNT MEN-- THEY WON'T HURT YOU!

QUIIIET ON THE SET! SCENE SIXTEEN-- TAKE ONE!

IT'S FUNNY! I FEEL AS THOUGH THEY ARE MY ENEMIES!



THEY ALWAYS SAID I'D NEVER MAKE A GOOD FIGHTER BECAUSE I DIDN'T HAVE THE KILLER INSTINCT-- BECAUSE I DIDN'T HAVE A FIGHTER'S HEART-- BECAUSE I DIDN'T GET MAD ENOUGH!



BUT THEY'LL NEVER SAY THAT TO ME AGAIN-- NOT EVER!



I DON'T EVEN THINK HE'S ACTING! IF YOU ASK ME, HE'S GONE BERSERK!

SHOULD WE BREAK IT UP?



BUT THEN, MINUTES LATER--

WAIT! COME BACK!  
OUR CAMERAS AREN'T  
SET UP TO TAKE PICTURES  
IN THE STREET!

CAMERAS?  
WHO  
CARES  
ABOUT  
CAMERAS  
???

CAKK!

ALL I WANT TO DO  
IS STRIKE BACK  
AT EVERYBODY!!  
MAKE THEM ALL  
SORRY THEY  
LAUGHED AT ME!!  
I'LL SHOW THEM!  
I'LL SHOW THEM  
ALL!

BEFORE I'M DONE--THEY'LL  
REALIZE THAT JOE SMITH IS  
SOMEBODY!! BUT--I DON'T  
GET IT! I DON'T UNDERSTAND--!

WHERE DID ALL THIS  
STRENGTH COME FROM??  
HOW COME I CAN LIFT A  
COUPLE OF CARS SO  
EASILY??

AND, WALKING DOWN THAT VERY  
STREET, WE FIND--

OF COURSE, BEING  
A REPORTER, THERE'S A GOOD  
CHANCE THAT NED LEEDS MIGHT  
BE ABLE TO LOCATE  
BETTY--! RUN! THE  
STREET ISN'T  
SAFE WITH THAT  
COSTUMED  
POWERHOUSE  
BACK THERE!

SHE'S SO ALONE! NO FAMILY--  
NO FRIENDS! IF ONLY I KNEW  
SHE WAS OKAY! WHAT IF SHE  
NEEDS SOMETHING?

IF--IF ANYTHING'S  
WRONG-- I'LL  
ALWAYS FEEL  
IT WAS MY  
FAULT!

BIK!

SAY! WHAT'S  
GOING ON  
HERE?

-WOW!-- I DON'T  
KNOW WHO THAT  
IS--BUT I GUESS  
IT'S WEB-  
SPINNING TIME!!

IT LOOKS LIKE SOME REFUGEE  
FROM A HALLOWEEN PARTY  
RUNNING AMOK!

I'D BETTER  
SLOW HIM  
DOWN WITH  
SOME  
WEBBING  
UNTIL I LEARN  
WHO--AND  
WHAT--HE IS!

GERONIMO!!  
RIGHT ON  
TARGET!

SOMETHING  
DROPPED  
ON ME--!

SOME KIND OF  
THIN, STICKY  
THREAD!!

-WOW, I DON'T TEAR THAT IF YOU CAN HELP IT, HUH? THAT STUFF DOESN'T COME CHEAP!

SOMEONE DROPPED IT ON ME--IN ORDER TO TRAP ME! WHOEVER HE IS-- HE'LL NEVER GET A CHANCE TO DO IT AGAIN!



-UH OH! HE'S MORE THAN SOME NUTTY, TROUBLE-MAKING CLOWN! ONLY SOMEONE WITH REAL SUPER-STRENGTH COULD HAVE BROKEN THAT WEBBING!

LOOK, CHUM--WE'RE HAVING A POPULATION EXPLOSION WITH COSTUMED CHARACTERS AROUND HERE!

WHY DON'T YOU FIND YOURSELF SOME OTHER PLAYGROUND?



I'LL PUT YOU OUT OF ACTION WITH ONE PUNCH, AND THEN-- UNHHH!

I DON'T KNOW WHO YOU ARE, SIR, BUT YOU'VE GOT DEFINITE MANIFESTATIONS OF A DEEP-ROOTED ANTI-SOCIAL FIXATION!



THAT'S IT! TALK! TALK! THE MORE YOU TALK, THE ANGRIER I GET! AND, THE ANGRIER I GET, THE STRONGER I GET!

IN THAT CASE, IF IT'S ALL THE SAME TO YOU-- I'LL KEEP MY MOUTH SHUT FOR-- URRRGHH!



LOOK, WHILE WE'RE STILL ON SPEAKING TERMS-- WHAT'S YOUR NAME? I LIKE TO KNOW WHO IT IS THAT'S KNOCKING MY BLOCK OFF!

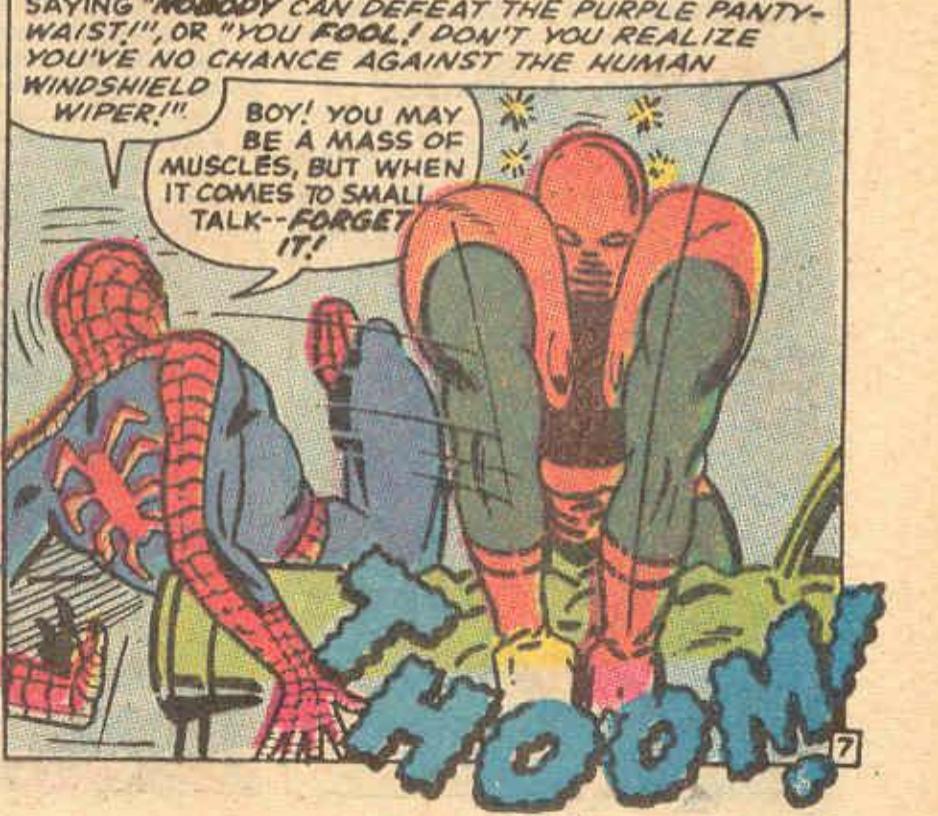
WON'T TALK, EH?

THEN I'LL JUST HAVE TO KEEP SAYING "HEY YOU!"



ACTUALLY, I'VE NEVER MET A MODEST COSTUMED SCRAPPER BEFORE! USUALLY, THEY START OFF BY SAYING "NOBODY CAN DEFEAT THE PURPLE PANTYWAIST!", OR "YOU FOOL! DON'T YOU REALIZE YOU'VE NO CHANCE AGAINST THE HUMAN WINDSHIELD WIPER!"

BOY! YOU MAY BE A MASS OF MUSCLES, BUT WHEN IT COMES TO SMALL TALK--FORGET IT!

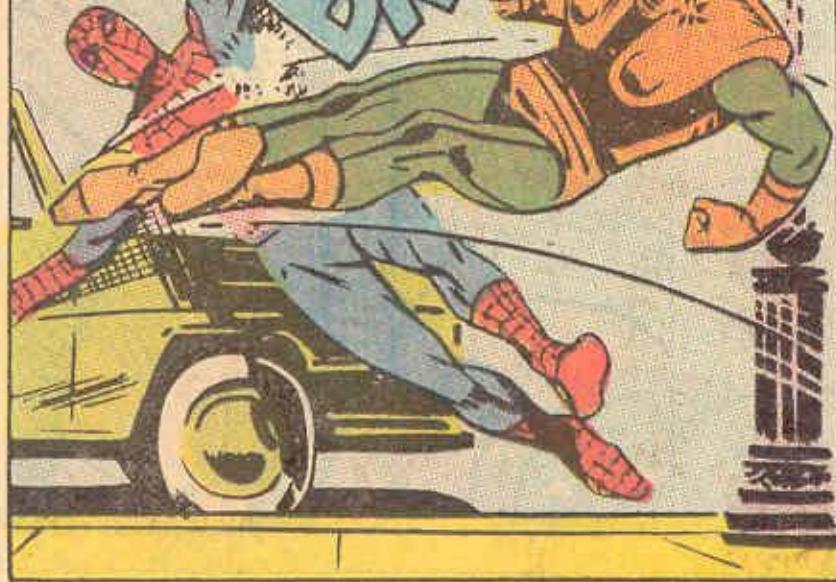
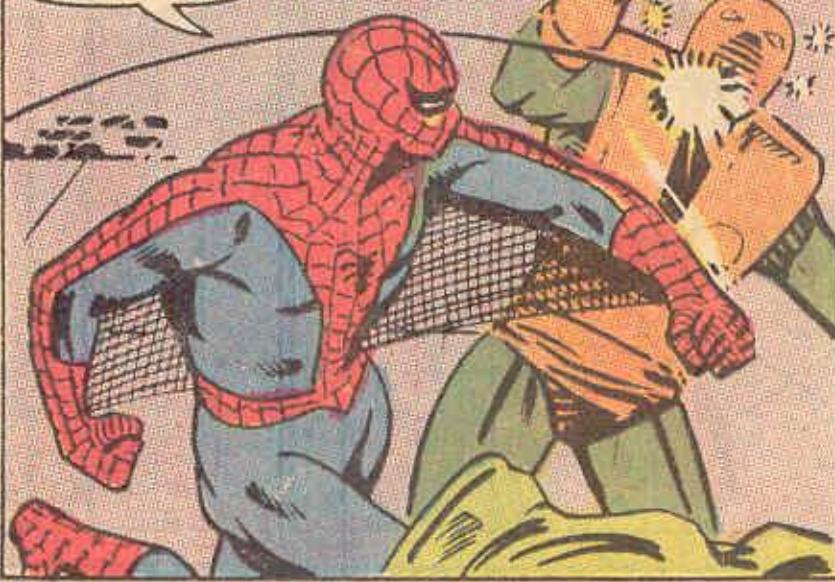


YOU MUST FIGURE IF YOU CAN'T BEAT A FELLA BY FIGHTING HIM, YOU'LL BORE HIM TO DEATH WITH YOUR SILENCE!

I'VE NEVER FOUGHT ANYONE LIKE HIM BEFORE! IT'S AS THOUGH HE ISN'T QUITE WITH IT! BUT, HOW DID HE EVER BECOME SO STRONG?!

WHOOSH! - THAT'LL TEACH ME TO PHILOSOPHIZE INSTEAD OF KEEPING MY MIND ON MY BUSINESS!

**BRAM!**



AWW, C'MON--  
LET GO!  
I CAN BEAR BEING BEATEN  
--BUT, THIS IS  
TOO UNDIGNIFIED!

THE WACKIEST PART ABOUT THIS IS I DON'T KNOW WHO I'M FIGHTING-- NOR WHAT WE'RE FIGHTING ABOUT!

I DON'T EVEN FEEL THAT HE'S PARTICULARLY TRYING TO HARM ME! THERE'S SOMETHING MUCH BIGGER THAN SPIDER-MAN THAT'S BUGGING HIM!

MY HEAD-- IT'S CLEARING! THE STRANGE MIST IS BEGINNING TO FADE AWAY!

JOE! I'M GLAD I FOUND YOU! COME ON, KID-- YOU'VE GOT TO GET OUT OF HERE!

I-I DON'T KNOW WHAT CAME OVER ME!

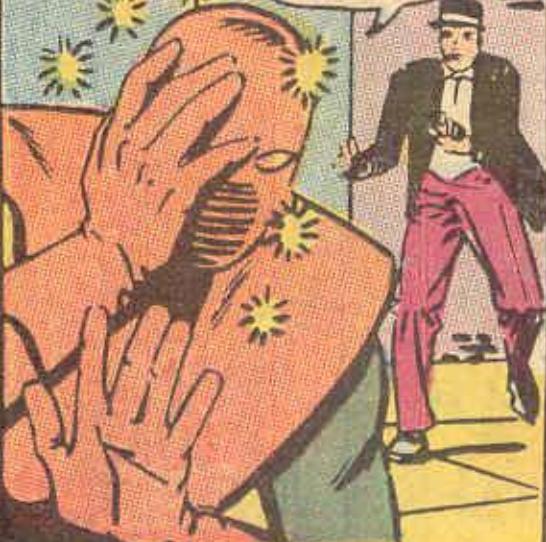
NO TIME FOR GUESSING GAMES NOW, JOE! YOU'RE IN A JAM-- BUT I'LL STAND BY YOU!-- EVEN THOUGH I OUGHTTA HAVE MY HEAD EXAMINED FOR IT! COME ON--!

I WON'T FORGET YOU FOR THIS, I KINDA WISH YOU WOULD! YOU'RE A BORN LOSER, KID!

AND, BY THE TIME SPIDEY RETURNS TO THE SCENE OF BATTLE, HE FINDS--

HE'S GONE!

FIRST TIME I'VE EVER OWED A FELLA SOME WHACKS, WITHOUT EVEN KNOWING WHAT HE CALLS HIMSELF!



AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN...

THANKS FOR THE LIFT, HARRY!

DON'T MENTION IT, PA!

CAN FLASH AND I BORROW THE CAR FOR THE REST OF THE EVENING?

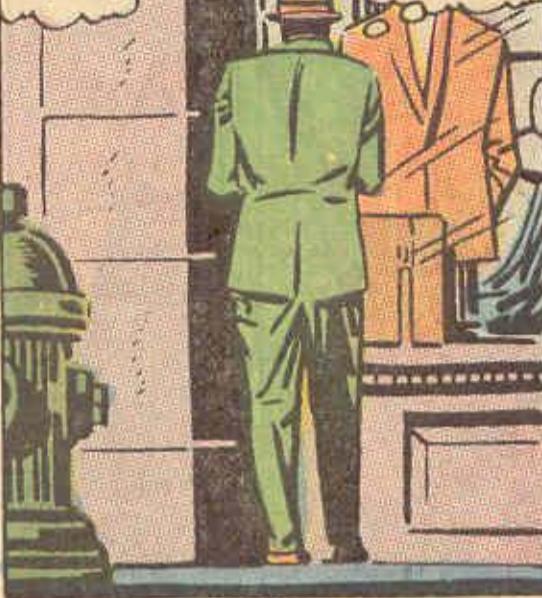
SURE! WHY NOT?



BUT, A FEW SECONDS LATER...

I THOUGHT THEY'D NEVER DRIVE AWAY!

NOW'S MY CHANCE TO MAKE A QUICK CHANGE! NO ONE IS APT TO NOTICE IN THIS GLOOMY, DARKENED CORNER...



THERE! NOW, WITH MY IDENTITY SAFELY DISGUISED, IT'S TIME FOR ME TO KEEP MY LITTLE APPOINTMENT!



AND SO...

YOU CALLED US TOGETHER TO DO A JOB FOR YOU, AND YOU WON'T EVEN TELL US WHO YOU ARE?

THAT'S RIGHT! MY OWN IDENTITY IS OF NO IMPORTANCE!

AT FIRST I THOUGHT HE WAS PUTTIN' US ON--BUT

NOPE! HE MEANS IT, ALL RIGHT!

HE ISN'T POSSIBLE! HOW CAN WE DO IT??

WHAT CHANCE WOULD WE HAVE OF FINISHING OFF --SPIDER-MAN?!!



AS YOU CAN SEE, I'M PREPARED TO PAY HANDSOMELY TO INSURE THAT SPIDER-MAN NEVER INTERFERES WITH ME AGAIN!

AND, TO PREVENT ANY DOUBLE-CROSSING, I'VE CUT THESE BILLS IN HALF! YOU TAKE ONE HALF NOW--I'LL DELIVER THE OTHER HALF WHEN THE WEB-SLINGER HAS BEEN PUT OUT OF ACTION!

YOU KNOW I'LL PAY OFF, SINCE MY HALF IS WORTHLESS TO ME NOW, ANYWAY!

IT'S A DEAL!

WHAT'S HE DONE TO YOU THAT MAKES YOU SO ANXIOUS TO GET 'IM?

THAT'S MY BUSINESS! JUST YOU HANDLE YOUR END OF THE DEAL--AND DON'T ASK TOO MANY QUESTIONS!



HANDLE IT ANY WAY YOU WANT TO! ALERT THE ENTIRE UNDER-WORLD TO THE REWARD I'M OFFERING! SPIDER-MAN CAN'T ELUDE ALL OF YOU!

WITH ALL THAT BREAD WAITIN' FOR US, HE AINT GOT A CHANCE!



RELAX, MY FRIEND! SPIDER-MAN IS AS GOOD AS KAPUT!

AND NOW, WHILE WE ALL CLEAR OUR HEADS AND TRY TO UNDERSTAND WHAT'S GOING ON HERE, LET'S QUICKLY VISIT THE CAMPUS AT EMPIRE STATE U....

HI, GALS! WAIT UP FOR US!

LOOK, GWEN! IT'S FLASH THOMPSON AND HARRY OSBORN!

I KNOW--THE TWO CHARTER MEMBERS OF THE "LET'S HATE PETE PARKER" CLUB!



WHILE, JUST A STONE'S THROW AWAY...

ANOTHER STUDENT PROTEST! WHAT ARE THEY AFTER THIS TIME?

DIDN'T YOU HEAR? THEY'RE PROTESTING TONIGHT'S PROTEST MEETING!

IT FIGGERS!

HEY, PARKER! NOT SO FAST! WE CAN USE ANOTHER MAN TO CARRY A SIGN! C'MON, JOIN IN THE PROTEST MARCH!

NOT ME! I HAVEN'T GOT TIME! BESIDES, I'VE NOTHING TO PROTEST ABOUT!

NOTHING TO PROTEST ABOUT?? WHAT ARE YOU-- SOME KINDA RELIGIOUS FANATIC, OR SOMETHIN'?

WHAT'S MATTER WITH YOU? AREN'T YOU INTERESTED IN SAVING THE WORLD??

ANYWAY, IT'S AN EXCUSE TO CUT CLASSES!

--AND MAYBE YOU'LL GET YOUR PICTURE IN NEWSWEEK!



CONTINUED AFTER NEXT PAGE

**STUDENTS! ALL TOGETHER NOW!  
SWITCH SCENES--SWITCH!**

I STILL  
DON'T  
UNDERSTAND  
WHAT  
HAPPENED?  
WHAT CAME  
OVER ME,  
TOMMY?

I DON'T KNOW, KID!  
BUT TRY TO REST--  
AND THEN WE'LL  
SEE IF WE CAN  
FIGURE IT OUT!

I THINK IT  
HAD SOME-  
THING TO  
DO WITH  
THAT ARC  
LIGHT  
HITTING  
THE  
PUDDLE OF  
CHEMICALS!

IT SET OFF SOME  
KIND OF ELECTRIC  
SHOCK THAT WENT  
RIGHT THRU YOU!  
AT FIRST, I WAS  
SURE YOU WERE  
KAPUT!

HE FELL  
ASLEEP  
WHILE I  
WAS YAKKIN'  
AT HIM!

HE'S REALLY A  
GOOD EGG! I'D  
LIKE TO HELP  
HIM--BUT I DON'T  
EVEN KNOW WHERE  
TO START--WHAT  
TO DO--?

**MEANWHILE, AT THE HEADQUARTERS  
OF WHAT MIGHT BE CALLED:  
HOODS, INCORPORATED!**

AWRIGHT, YOU GUYS--PIPE DOWN!  
I WANNA TELL YA WHY I ASKED  
YOU ALL TO COME TO THIS  
MEETING!

YEAH!  
WE SORTA  
BEEN  
WONDERIN'!

SPEAK  
LOUDER! CAN'T  
HEAR YOU IN  
THE BACK!

OKAY! OKAY!  
NOW CLAM  
UP--ALL  
OF YOU!

A CERTAIN PARTY HAS OFFERED A  
REWARD TO THE MAN WHO  
FINALLY BEATS SPIDER-MAN! A  
REWARD BIG ENOUGH TO PUT YOU  
ON EASY STREET--PERMANENTLY!  
WHAT DO YOU SAY TO THAT?

SPIDEY'S  
NO PUSH-  
OVER!  
HOW BIG  
IS THE  
REWARD?

HOW DOES  
TWENTY  
THOUSAND  
GREENIES  
SOUND TO  
YOU?

TWENTY  
GRAND?!!

WHAT  
ARE WE  
WAITIN'  
FOR??

LET'S  
GO!

**BEHIND THE IVY-COVERED, TIME-HALLOWED WALLS  
OF E. S. U....**

TRYING TO MAKE LIKE A  
SCIENTIST! MY OLD MAN FOR-  
GOT MORE ABOUT SCIENCE  
THAN HE'LL EVER KNOW!

LOOK AT PARKER  
SEEMS TO ME I  
READ ABOUT OSBORN'S  
FATHER SOMEWHERE!  
--BUT CAN'T REMEMBER  
WHERE!

WELL,  
WHAT  
DOES IT  
MATTER?

**THEN, THE MOMENT CLASSES ARE LET OUT--**

I'VE GOT TO GET  
OFF BY MYSELF  
AND CHANGE TO  
SPIDER-MAN!  
I FEEL TOO  
COOPED-UP HERE!

MY HEAD IS SPINNING! I CAN'T  
FORGET BETTY BRANT--NED  
LEEDS--THAT COSTUMED  
MUSCLE-MAN I FOUGHT BEFORE--  
OR AUNT MAY,  
AND MY SCHOOL  
WORK!

I CAN'T HELP  
FEELING SORRY  
FOR PETE! I WISH  
THEY'D ALL STOP  
RIDING HIM!

AND SO--

I'LL SWING THRU THE CITY AND SEE WHAT'S DOING!

THIS IS THE ONE THING THAT ALWAYS CLEARS MY HEAD-- CHASES THE COBWEBS AWAY!



BUT, IT LOOKS AS THOUGH IT'S GONNA BE A DULL NIGHT! I HAVEN'T EVEN HEARD A POLICE SIREN YET!

LOOK! IT'S HIM!

WE'VE STRUCK PAY DIRT!



LET'S TACKLE HIM FROM BEHIND!--

YEAH! WE'LL POLISH 'IM OFF BEFORE HE KNOWS WHAT HIT 'IM!

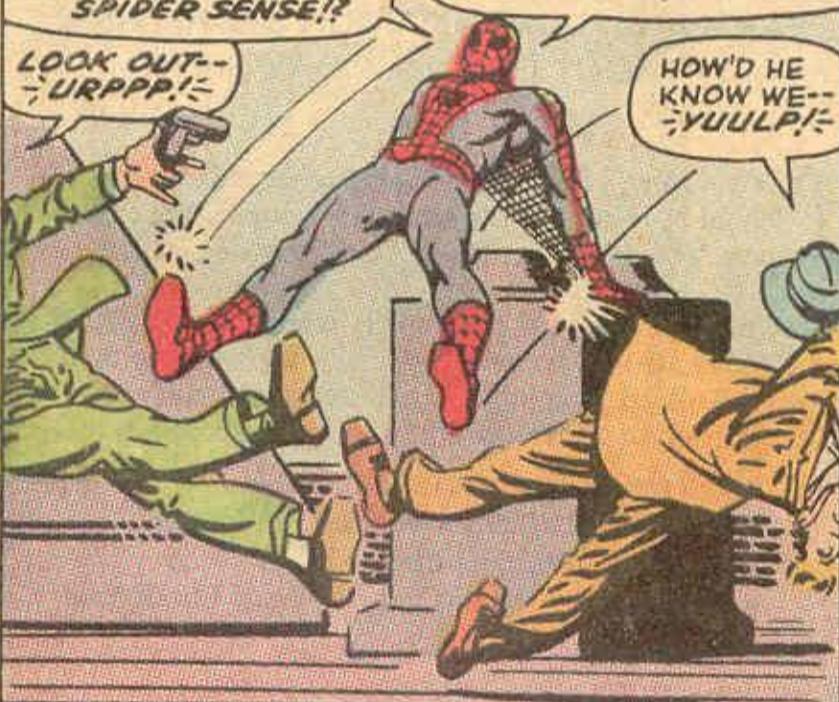


DON'T YOU GENTS KNOW BETTER THAN TO TRY A SURPRISE ATTACK ON A FELLA WITH BUILT-IN SPIDER SENSE?!

YOU NEEDN'T BOTHER ANSWERING, OF COURSE! IT WAS PURELY A RHETORICAL QUESTION!

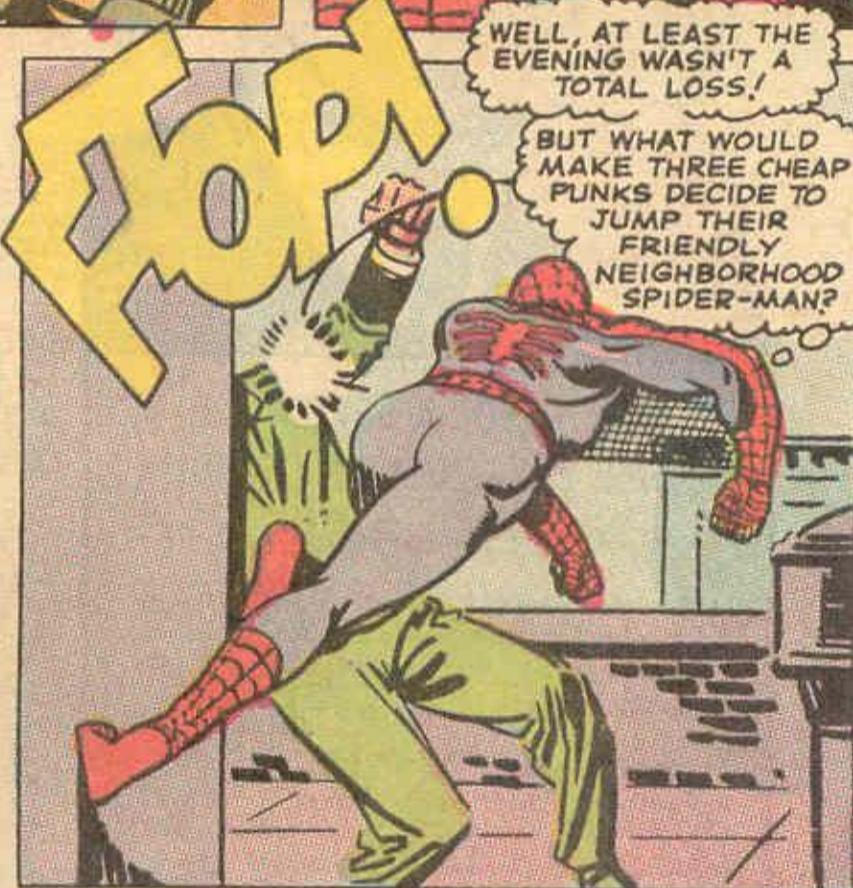
LOOK OUT-- URPPP!-

HOW'D HE KNOW WE-- YUULP!-



WELL, AT LEAST THE EVENING WASN'T A TOTAL LOSS!

BUT WHAT WOULD MAKE THREE CHEAP PUNKS DECIDE TO JUMP THEIR FRIENDLY NEIGHBORHOOD SPIDER-MAN?



AND, AS SPIDEY SPECULATES OVER HIS FALLEN FOES--

IT'S NO USE, TOMMY! I CAN'T SLEEP! MY HEAD'S GOIN' AROUND LIKE A TOP!

WELL, GET DRESSED AND TAKE A SHOWER, KID! MEbbe IT'LL MAKE YOU FEEL BETTER!



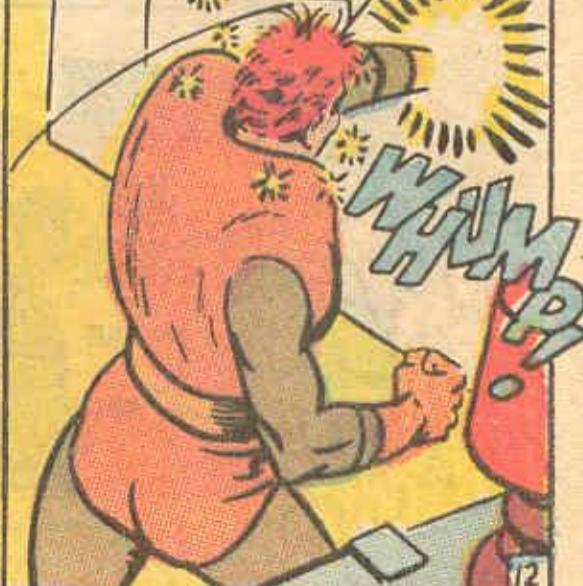
THEN, WE'D BETTER GO DOWNTOWN AND FIGURE OUT WHAT DAMAGE YOU'VE DONE! THE ONLY WAY TO KEEP YOU OUTTA THE CLINK IS TO SETTLE UP, SOMEHOW!

EVERYTHING I DO GOES WRONG! I WAS BORN A FAILURE, AND I'LL DIE A FAILURE! I'M JUST A BUM!



DON'T SAY THAT, JOE! YOU'VE JUST HAD A LOTTA BAD BREAKS, THAT'S ALL!

I SHOULD'A BEEN CHAMP! DO Y'HEAR-- JOE SMITH, CHAMP! THAT'S THE WAY IT OUGHTTA BE! BUT IT AINT!



CONTINUED AFTER NEXT PAGE



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AND, AT THAT EXACT, PRECISE, SELF-SAME SPLIT-SECOND (NOT THAT IT WOULD REALLY MAKE ANY DIFFERENCE IF IT WAS A BIT EARLIER OR LATER), A STRANGELY-GARBED FIGURE ENTERS A CROWDED GYM--

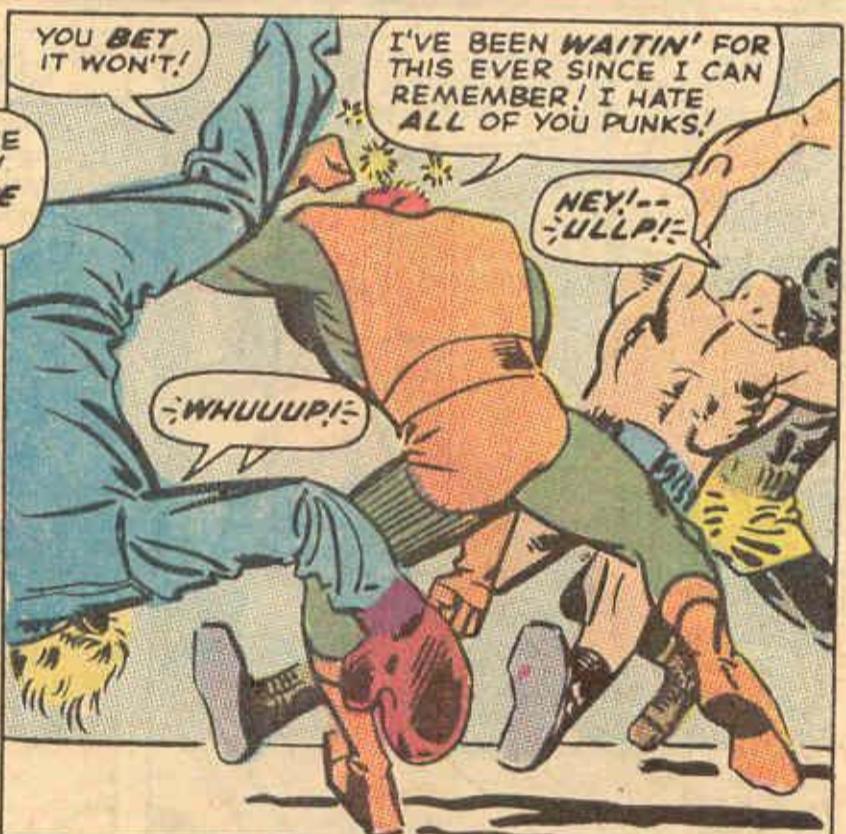
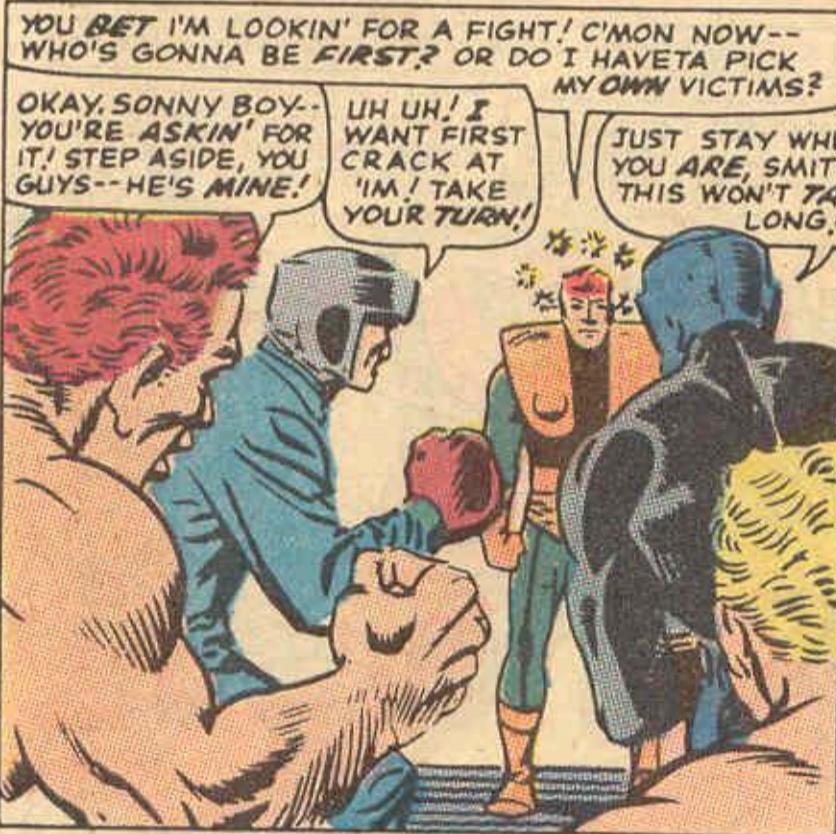
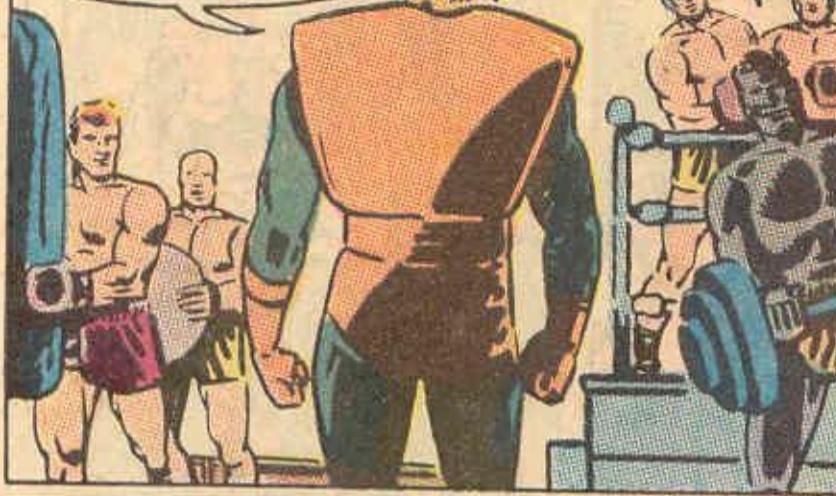
REMEMBER ME,  
YOU CREEPS? I'M JOE  
SMITH-- AND I'M GONNA  
WALLOP THE LIVIN' DAY-  
LIGHTS OUT OF THE  
WHOLE MANGY PACK  
OF YA!

OKAY, CANVASBACK,  
WE ALL GOT A LAUGH  
OUTTA YOUR CRAZY  
COSTUME--NOW  
GET LOST!

NAH, LET 'IM  
HANG AROUND,  
MARVIN! HE  
KINDA DRESSES  
UP THE JOINT!

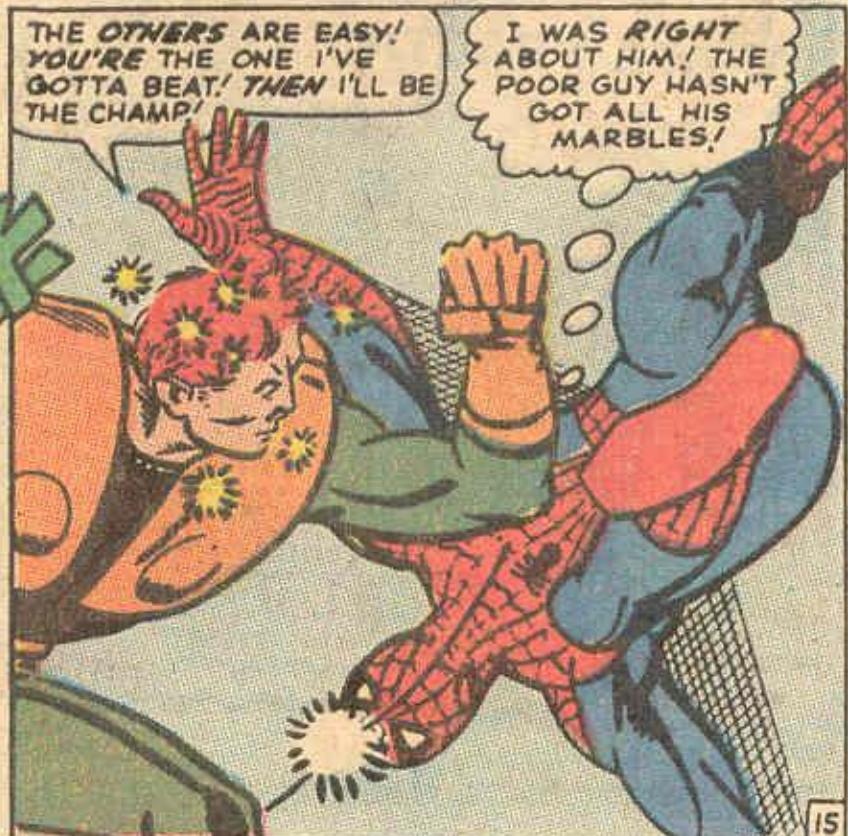
YEAH! HE'S PURTY AS A PICTURE  
IN HIS NEW SUNDAY-GO-TO-  
MEETIN' DUDS!

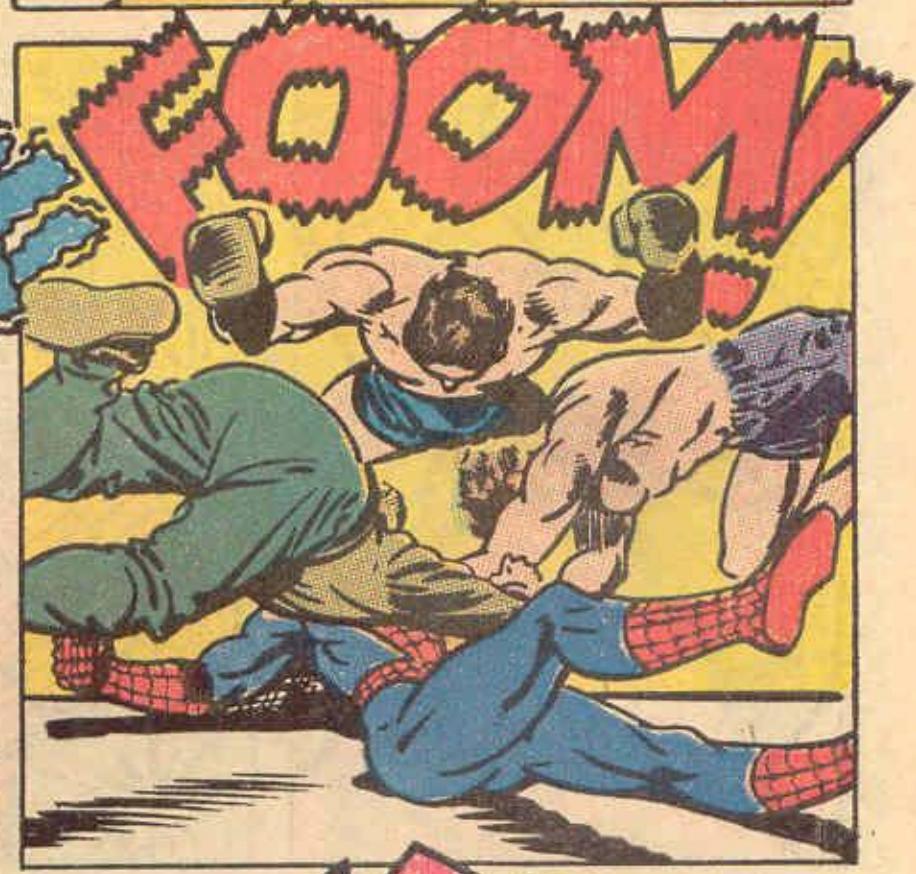
I HOPE HE REALLY IS  
LOOKIN' FOR A FIGHT!  
I AINT KNOCKED NOBODY'S  
BLOCK OFF IN WEEKS!

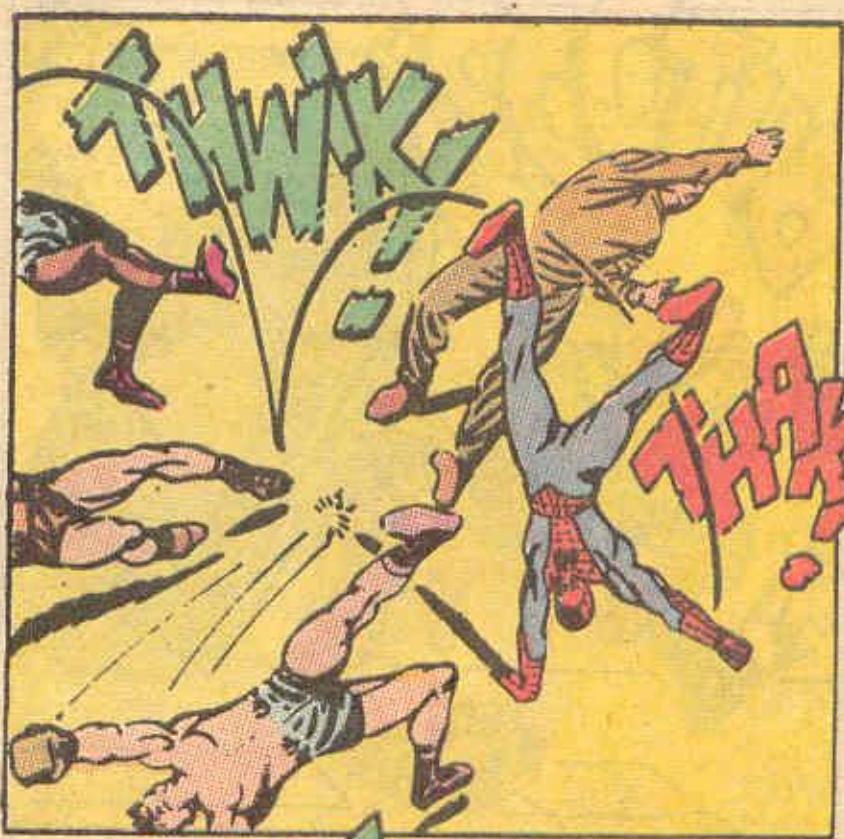


AND NOW, WE'RE SURE IT WILL COME AS NO SURPRISE TO ANY LOYAL SPIDEROPHILE TO SEE SPIDEY SWINGING PAST THE GYM DURING THE AFOREMENTIONED DONNY-BROOK... (OR: HOW WORDY CAN YOU GET?!!)









AND NOW, WITH ONE FINAL  
"PAKOW!" WE END OUR  
SCINTILLATING SOUND-EFFECTS  
SECTION--AS SMILIN' STAN  
THANKS YOU, ONE AND ALL, FOR  
THE BRIEF BREATHER YOU'VE  
ALLOWED HIM!

WELL? HAD  
ENOUGH,  
BIG  
FELLA?  
THE SPOTS! I DON'T  
SEE 'EM ANY-  
MORE! AND--I  
FEEL JUST LIKE  
I ALWAYS USED  
TO--!



I HAD A LONG TALK WITH THE TV PEOPLE! THEY'RE WILLING TO DROP ALL THE CHARGES AGAINST YOU!

THEIR TECHNICAL EXPERTS SAID THE ELECTRIFIED CHEMICALS WHICH SPLASHED YOU CAUSED YOU TO RUN AMOK! BUT THE EFFECTS SHOULD BE WEARING OFF SOON!

I THINK THEY'VE WORN OFF ALREADY! I FEEL LIKE MYSELF AGAIN!

BUT YOU HAVEN'T HEARD THE BEST--

THEY SAW THE FIRST RUSHES OF YOUR FILM! YOU WERE SENSATIONAL! THEY WANNA ENLARGE YOUR ROLE--SIGN YOU UP TO A LONG-TERM ACTING CONTRACT! THE WORKS!

AND THEY'RE TAKIN' ME ALONG AS YOUR MANAGER!

I-I'M GONNA BE SOMEBODY--AT LAST! ME, JOE SMITH--AN ACTOR!

HEY, THAT'S TERRIFIC, JOE! WE ALWAYS KNEW YA HAD IT IN YA!

I AINT A STUMBLEBUM ANY MORE! IT'S LIKE A REAL MIRACLE!

SINCE THE TV STUDIO IS DROPPING CHARGES, AND HE'S WILLING TO PAY FOR ALL OTHER DAMAGES, WE WON'T BE TAKING HIM INTO CUSTODY!

HOW'S ABOUT GETTIN' US IN THE MOVIES WITCHA, CHAMP? ME, I ALWAYS T'OUGH I WUZ KINDA THE CARY GRANT TYPE!

MINUTES LATER, AS SPIDEY MAKES HIS WAY THRU A NEARBY ALLEY--

THERE HE IS! IT'S SPIDER-MAN!

LET'S GRAB 'IM BEFORE HE CAN GET AWAY! ALL TOGETHER-- RUSH 'IM!

AH HA! MY CHEERING SECTION'S HERE AGAIN!

WE'VE GOT 'IM NOW! HE CAN'T GET PAST US-- THE ALLEY'S TOO NARROW!

I'VE GOT NEWS FOR YOU EAGER BEAVERS! IT'S YOU WHO CAN'T GET PAST ME!

DON'T RUSH, BOYS --WE'VE GOT ALL THE TIME IN THE WORLD! JUST STEP RIGHT UP--!

THAT TWENTY GRAND IS AS GOOD AS OURS RIGHT NOW!

TWENTY THOUSAND!! IS THAT THE REWARD OFFERED FOR ME?

I WISH I COULD CLAIM IT MYSELF!

LIFE IS REALLY A RIOT!  
JOE SMITH CAUSES ALL  
THAT TROUBLE, AND  
WINDS UP A BIG HERO!

I SAID  
DON'T  
RUSH!!



--WHILE SPIDEY, THE POOR  
MAN'S SIR LANCELOT, ALWAYS  
MANAGES TO WIND UP IN  
NOWHERESVILLE!



IT'S A GOOD THING I'M  
NOT THE HYPER-EMOTIONAL  
TYPE! I'D PROBABLY HAVE  
HAD A BREAKDOWN LONG  
BEFORE THIS!



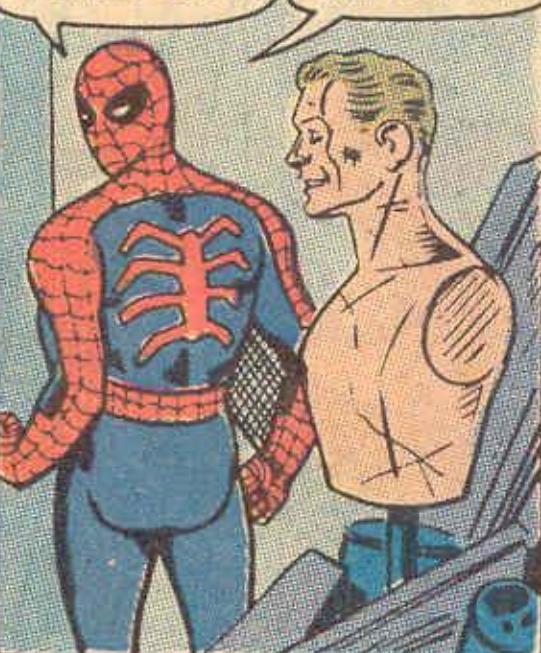
SORRY I'M  
DEPRIVING  
YOU OF  
YOUR  
REWARD  
BUNDLE,  
FELLAS--

BUT THINK OF  
THE MONEY I'M  
SAVING YOU IN  
TAXES!



BIG DEAL! SO I  
WIN ANOTHER  
FIGHT, AND--AS  
USUAL, I WIND  
UP WITH NOTHING  
TO SHOW FOR IT!

EVEN A  
BLAMED STORE  
WINDOW  
DUMMY SITS  
THERE AND  
GRINS AT ME!



GO ON--SMIRK! SIT THERE WITH  
A DUMB-LOOKING SMILE ON  
YOUR LIFELESS PAN!  
THE MORE I LOOK AT HIM,  
THE MORE HE REMINDS ME  
OF NED LEEDS!



KNOW WHY I  
HATE YOU,  
LEEDS--?

--BECAUSE YOU HAVE THE RIGHT  
TO PROPOSE TO BETTY!



THE  
SHADOW  
OF--  
SPIDER-MAN  
--ISN'T  
STANDING  
BETWEEN  
YOU!



A SHORT TIME LATER, AT THE  
HOME OF MRS. MAY PARKER...

I'M SO SORRY YOU CAN'T STAY  
ANY LONGER, MARY JANE! I'M  
SURE PETER WILL BE HOME  
'MOST ANY MINUTE  
NOW!

I'D SO LIKE  
TO MEET HIM, MRS.  
PARKER! BUT, SOME  
OTHER TIME,  
PERHAPS--!



NO SOONER HAS THE FRONT DOOR CLOSED BEHIND THE VISITOR, THAN MAY PARKER HEARS A WEARY VOICE BEHIND HER...

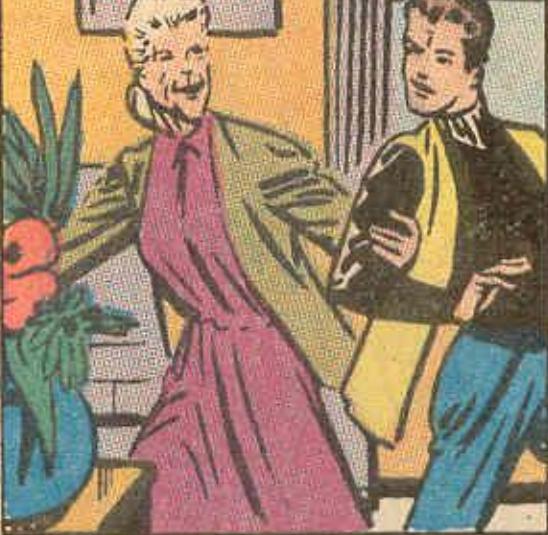
SORRY I'M LATE, AUNT MAY--BUT I'VE ALREADY HAD DINNER! SURE! WHAT'S THE DIFFERENCE?

THERE WAS SOMEBODY TO SEE YOU AT THE FRONT DOOR! HURRY--SHE MAY STILL BE THERE!

SHE?? WHO WAS IT?

OH PSNASH!! WE'RE JUST SECONDS TOO LATE! ISN'T THAT A SHAME!

I DON'T RECOGNIZE THE CAR! TELL ME, AUNT MAY-- WHO IS SHE?



WHY, IT WAS MARY JANE WATSON, YOU SILLY BOY! THE GIRL I'VE BEEN TRYING TO HAVE YOU MEET FOR MONTHS!

FOR JUST A SECOND--I THOUGHT--IT MIGHT HAVE BEEN--BETTY!

OH!



SHALL I HEAT A GLASS OF WARM MILK FOR YOU, DEAR?

NO, THANKS! I'LL JUST CATCH THE LATE NEWS ON TV, AND THEN GO TO BED!



IT HAS JUST BEEN ANNOUNCED THAT JOE SMITH HAS SIGNED A FIVE-YEAR CONTRACT WITH THE INTERNATIONAL BROADCASTING NETWORK TO STAR IN A NEW SUPER-HERO SERIES! MR. SMITH, A VIRTUAL UNKNOWN UNTIL RECENTLY, WAS--



--REPORTED TO HAVE FOUGHT SPIDER-MAN HIMSELF TO A STANDSTILL!

THAT TAKES THE CAKE! NOT ONLY WILL HE BECOME A BIG STAR NOW--BUT I'LL SEEM WORSE THAN EVER!



I'M TOO TIRED TO WATCH THE REST OF THE NEWS, AUNT MAY! I'LL SAY GOOD NIGHT TO YOU NOW!

SLEEP WELL, PETER DEAR! I'M GLAD YOU TURNED OFF THE TV! SOME OF THOSE NEWS ITEMS CAN GIVE A BODY NIGHTMARES!



NOT MUCH CHANCE OF THAT IN MY CASE!



**FINIS**  
-- TILL NEXT YEAR!