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the AMAZING SPIDER-MAN®

GOT TO BREAK FREE OF
DOCTOR OCTOPUS--

--BEFORE THE GHOST OF
HAMMERHEAD
MURDERS MY AUNT MAY!!



While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee
PRESENTS: THE AMAZING SPIDER-MAN™

JV302

LEN WEIN | ROSS ANDRU | MIKE ESPOSITO | GLYNIS WEIN | JOHN COSTANZA | MARV WOLFMAN
WRITER/EDITOR | ILLUSTRATOR | EMBELLISHER | COLORIST | LETTERER | LAB TECHNICIAN

HAMMERHEAD IS OUT!

TO ANSWER YOUR UNSPOKEN QUESTION: NO! SPIDER-MAN HAS NOT LEARNED HOW TO FLY!

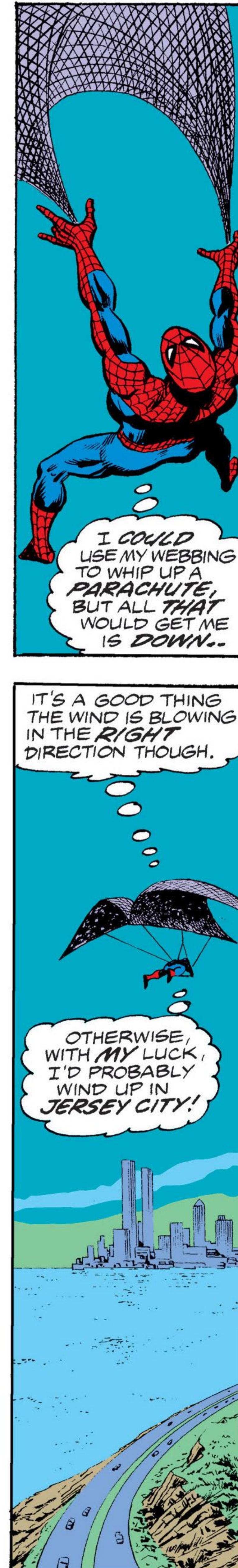
BASICALLY, WHAT HAS HAPPENED HERE IS THIS: Y'SEE, DOCTOR OCTOPUS HAS RETURNED FROM THE DEAD, PURSUED TO THE BRINK OF MADNESS BY THE GHOST OF THE MAN CALLED HAMMERHEAD! TO PROTECT HER FROM HAMMERHEAD'S WRATH, DOC OCK KID-NAPPED OUR HERO'S AUNT MAY, AND FLED ACROSS NEW YORK CITY--WITH SPIDEY IN HOT PURSUIT!

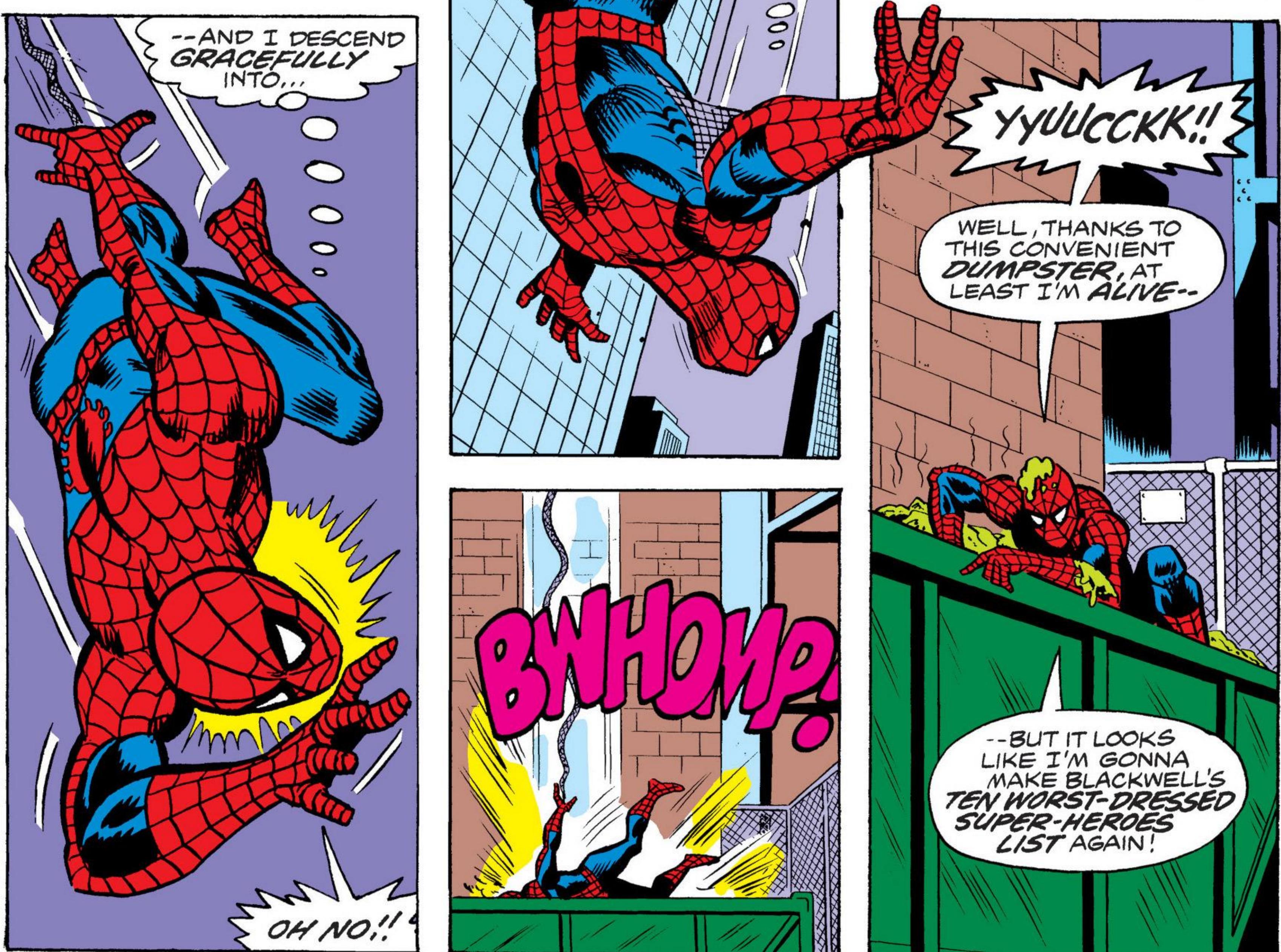
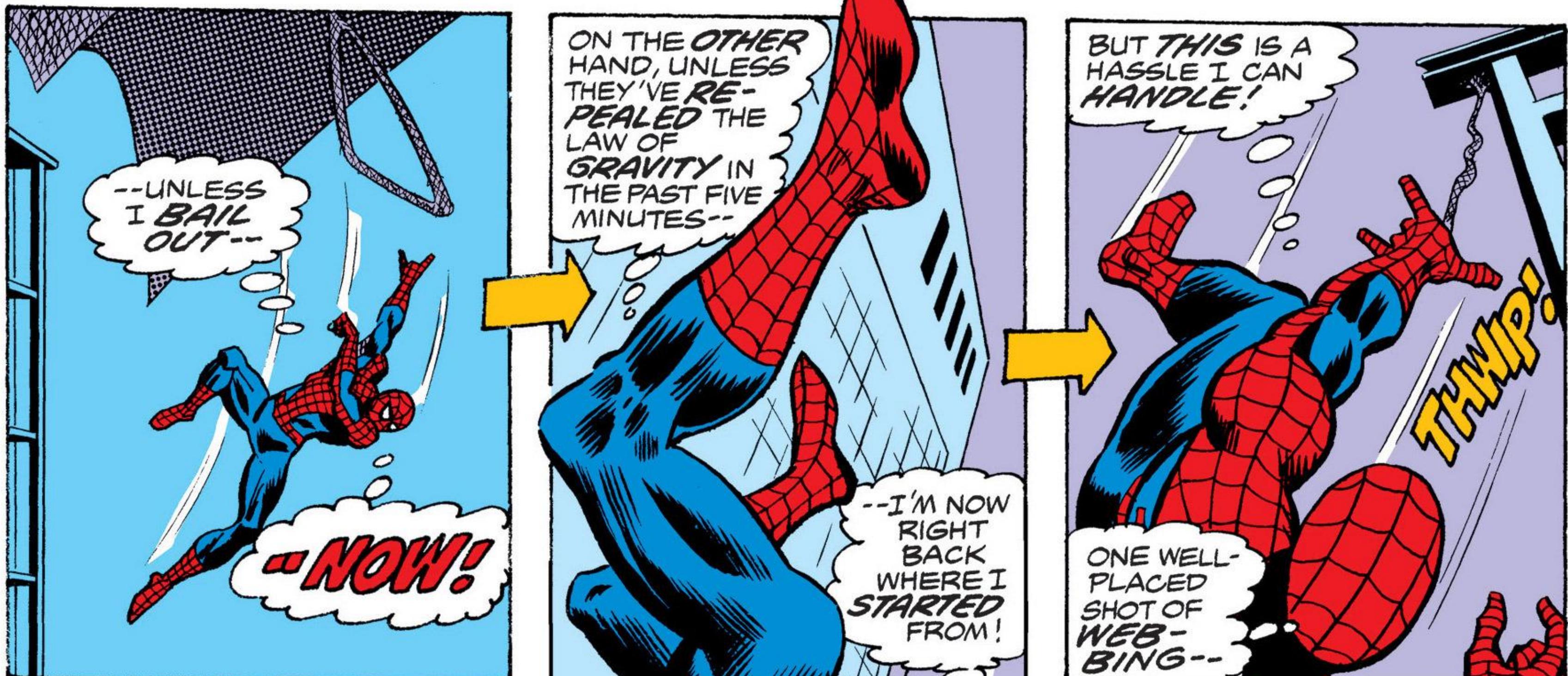
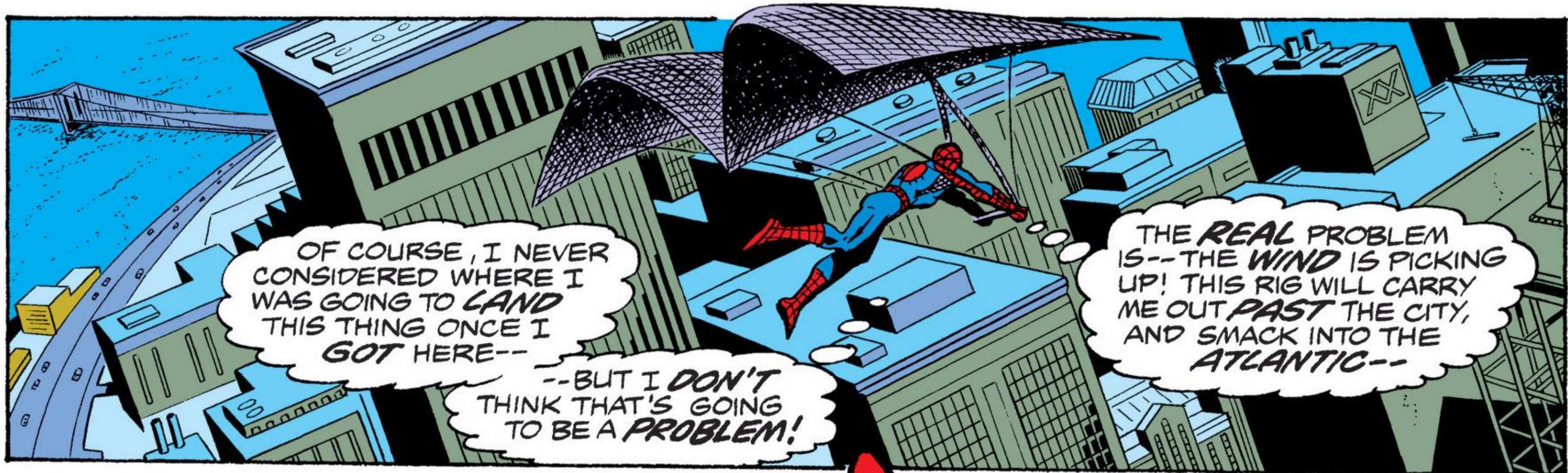
ESCAPING BY HELICOPTER, THE GOOD DOCTOR SUDDENLY NOTICED AN UNINVITED PASSENGER DANGLING BENEATH THE CHOPPER-- AND, WITH A SNIP OF HIS INCREDIBLE TENTACLES, HE SEVERED SPIDEY'S LIFE-LINE!

SO, TO REITERATE: NO, UNFORTUNATELY, EVERYBODY'S FAVORITE WEB-SLINGER HAS NOT LEARNED HOW TO FLY...

...BUT HE CAN PLUMMET TOWARDS CERTAIN DEATH WITH THE BEST OF 'EM!







AND ON THAT SARTORIAL NOTE, LET'S CUT TO PETER PARKER'S CHARMING CHELSEA APARTMENT SOMETIME THE FOLLOWING MORNING, AND LISTEN IN ON OUR HARRIED HERO'S THOUGHTS...

COULDN'T FIND A TRACE OF DOC OCK OR AUNT MAY-- AND I GUESS I DIDN'T REALLY EXPECT TO...

MY BEST BET NOW IS TO STAY PUT-- AND KEEP TUNED TO THE POLICE RADIO BAND!

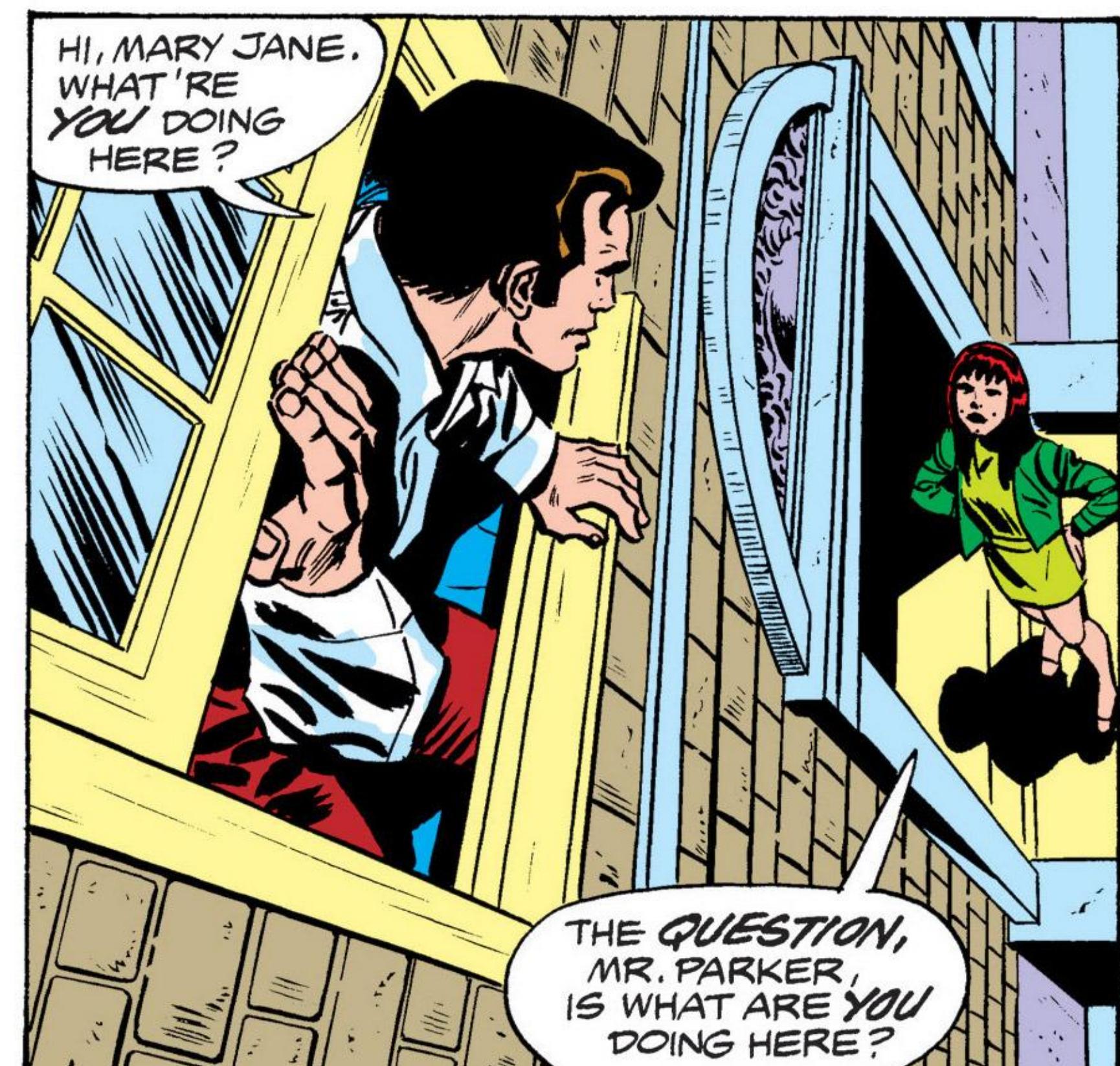
WHATEVER ELSE HE MAY BE, OCK ISN'T EXACTLY INCONSPICUOUS!

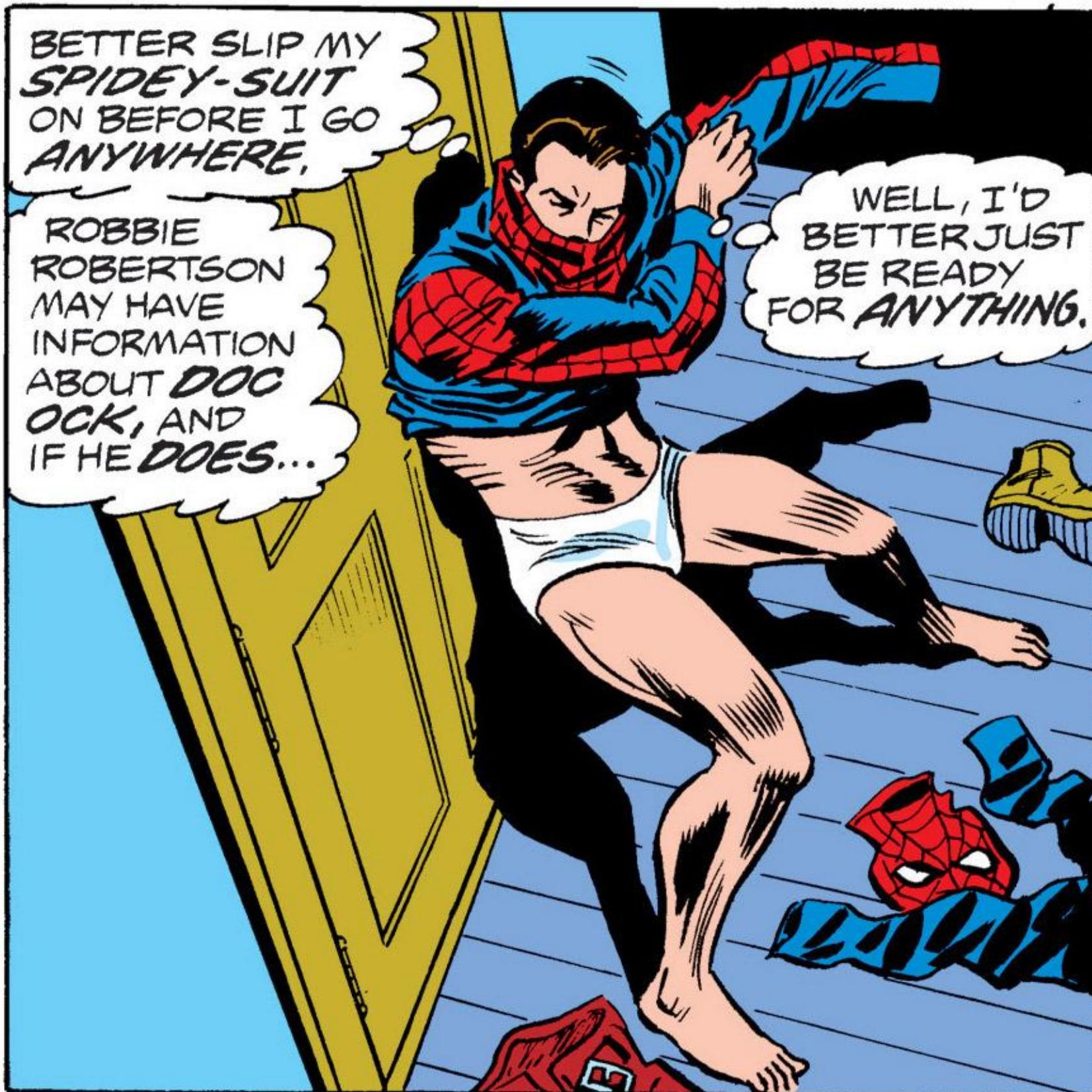
OUCH! ROTTEN NEEDLE!

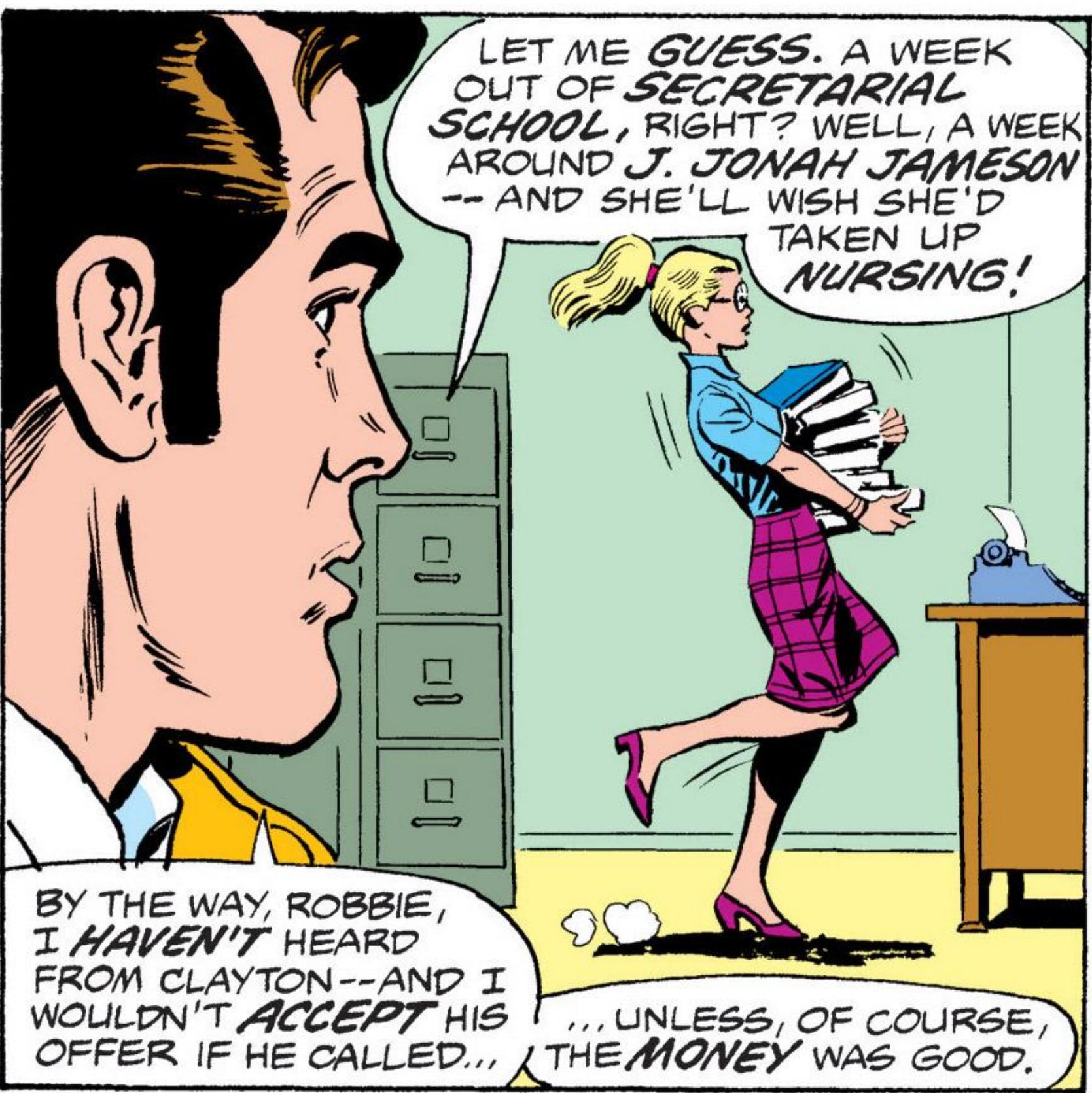
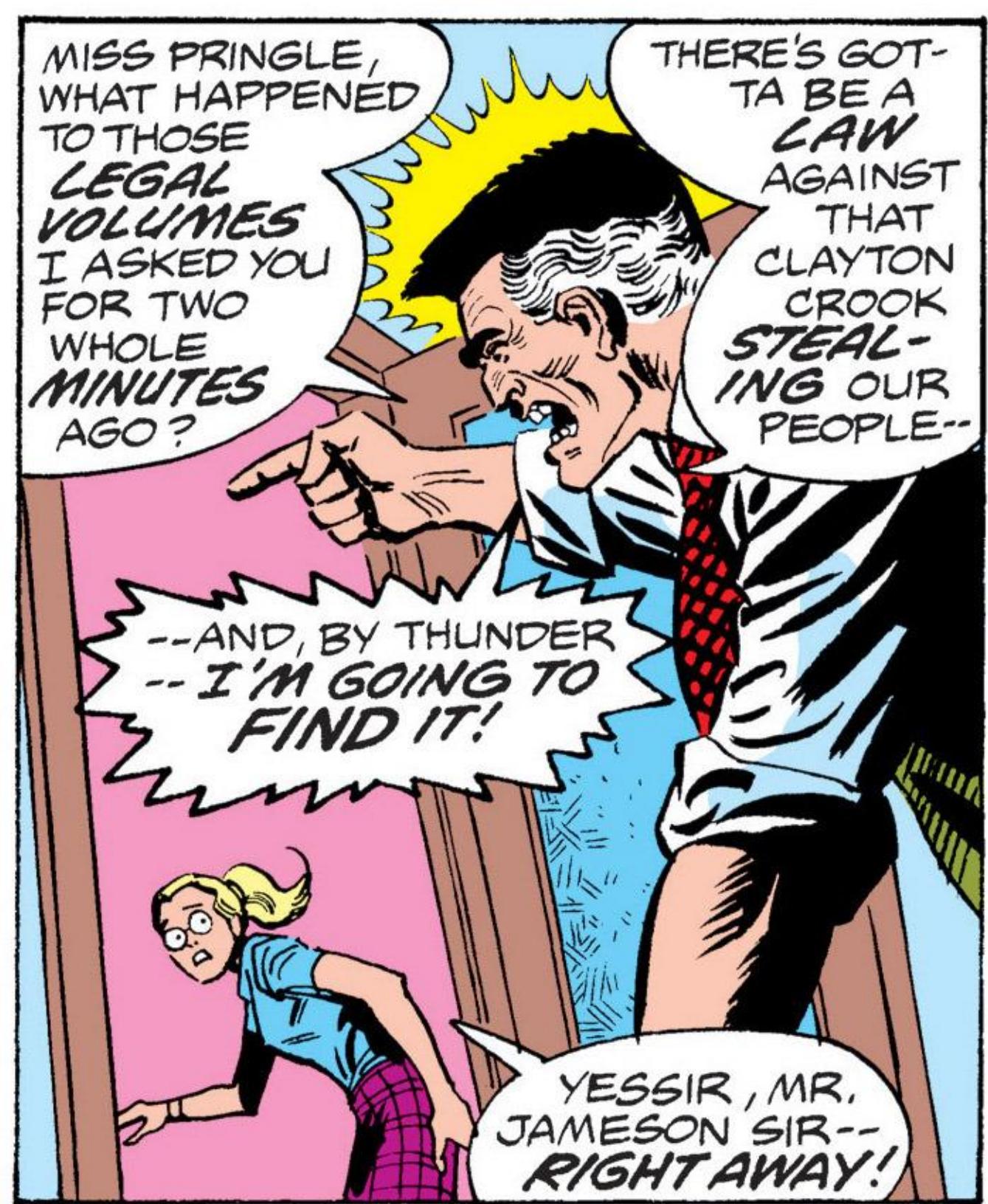
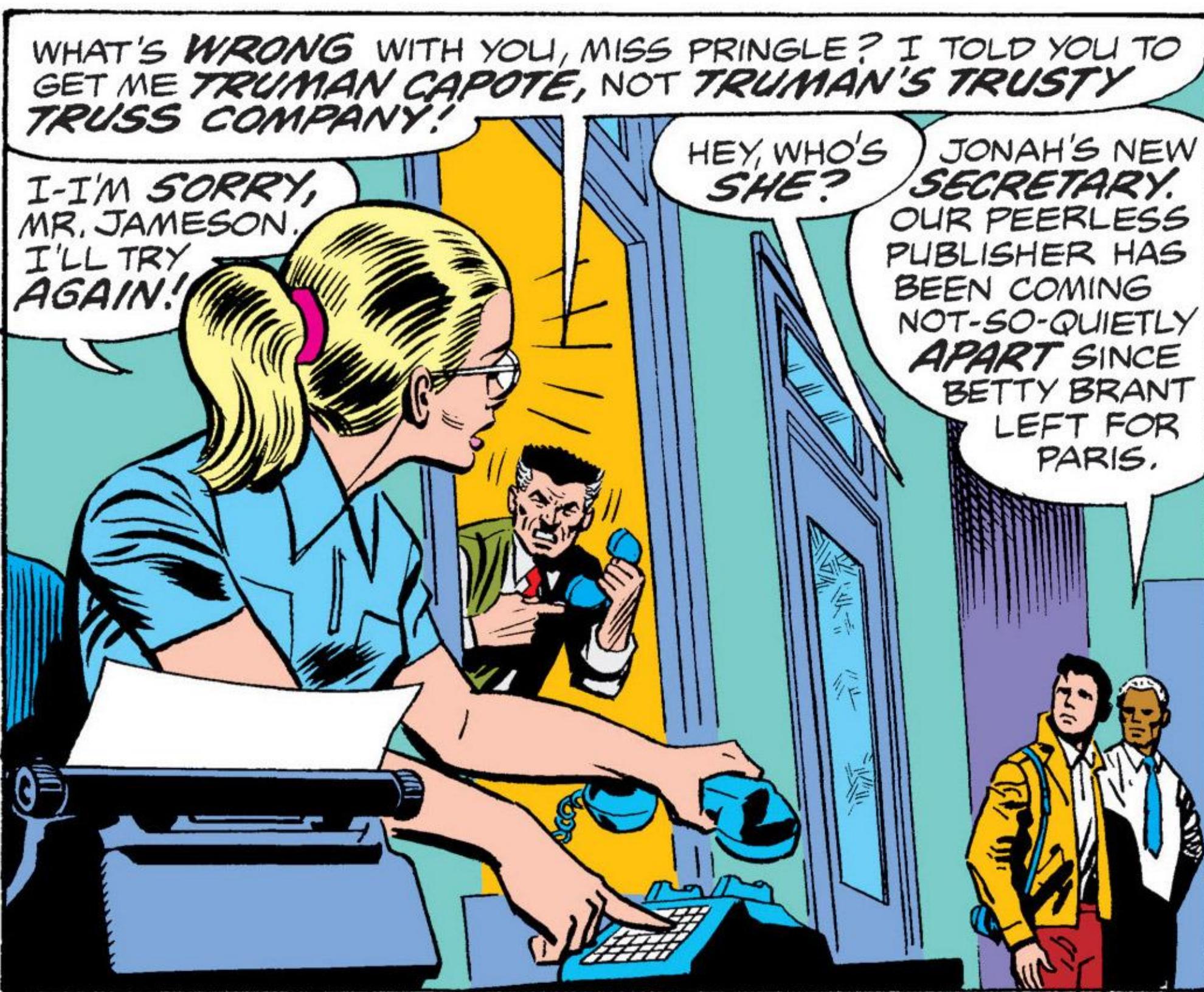
HE'S BOUND TO CRAWL OUT FROM UNDER HIS ROCK EVENTUALLY, AND WHEN HE DOES...

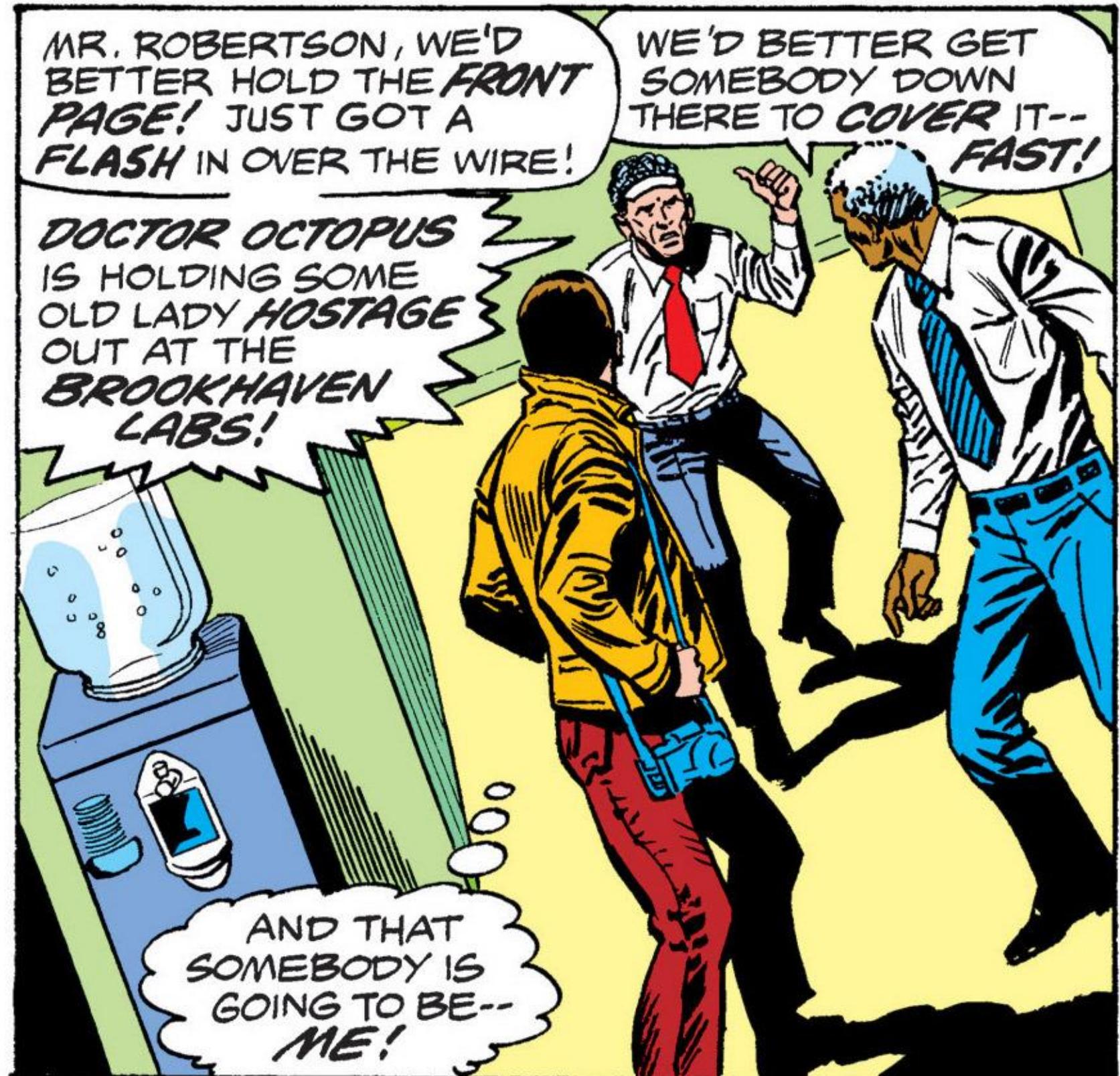
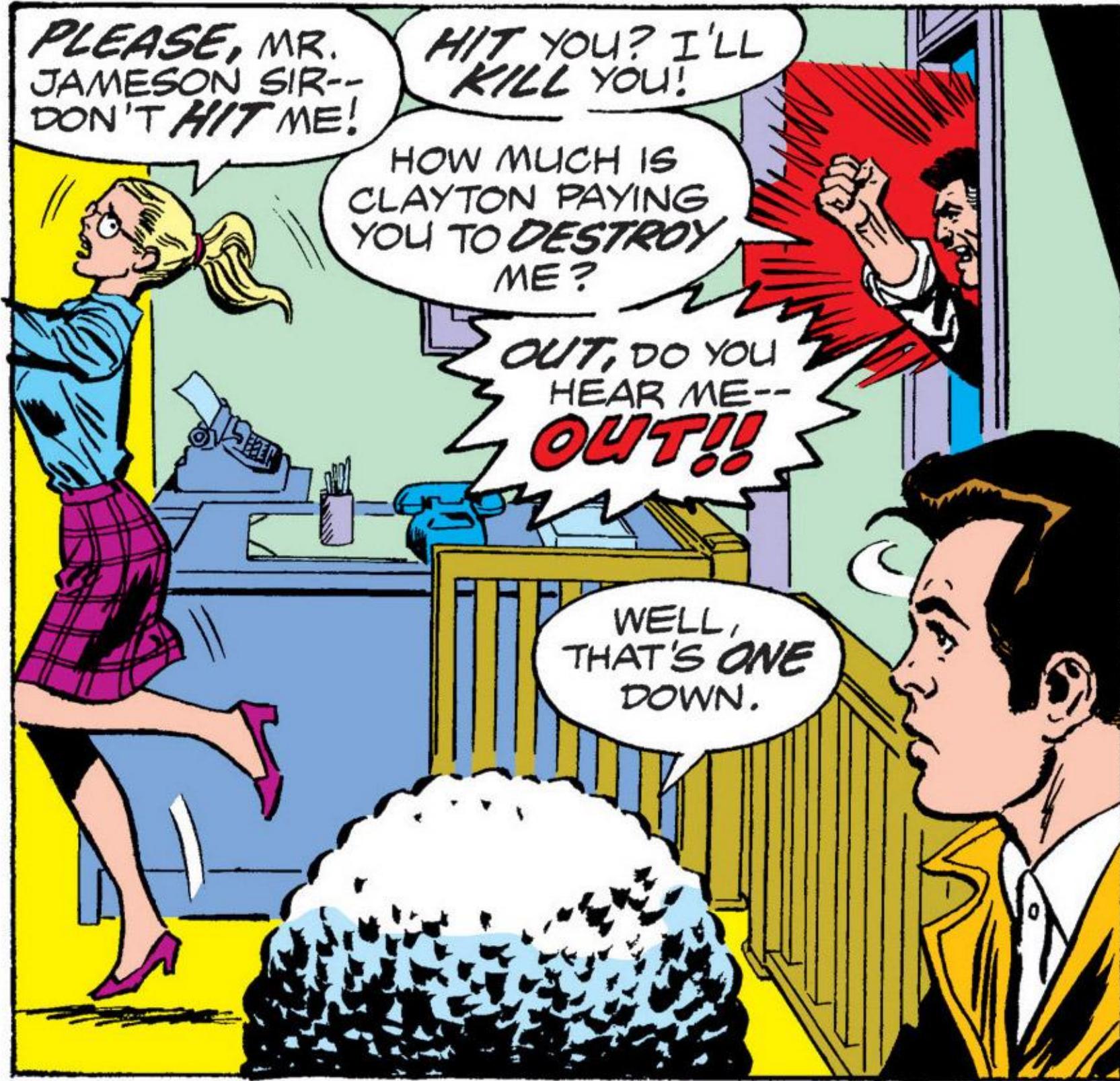
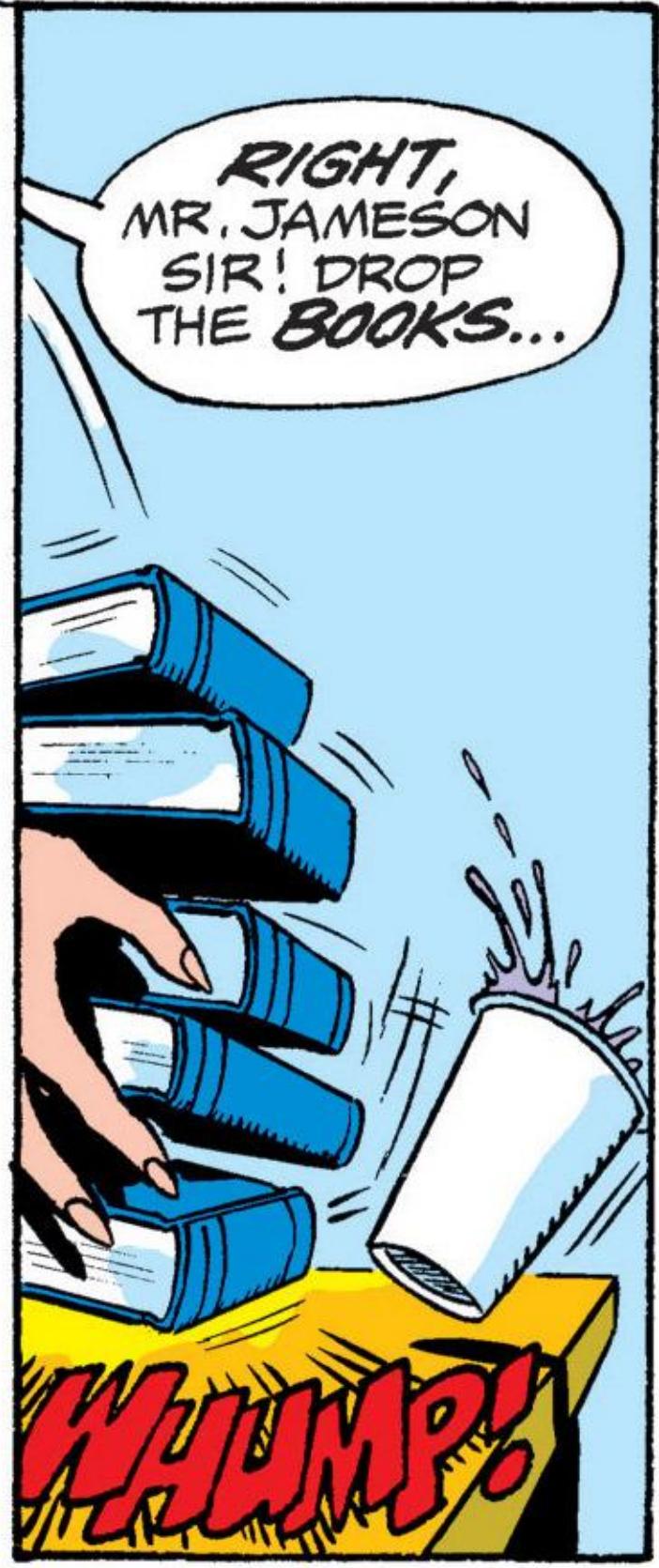
RATS! SOMEONE AT THE DOOR! WELL, AT LEAST I'M FINISHED REPAIRING MY COSTUME!

NOK NOK

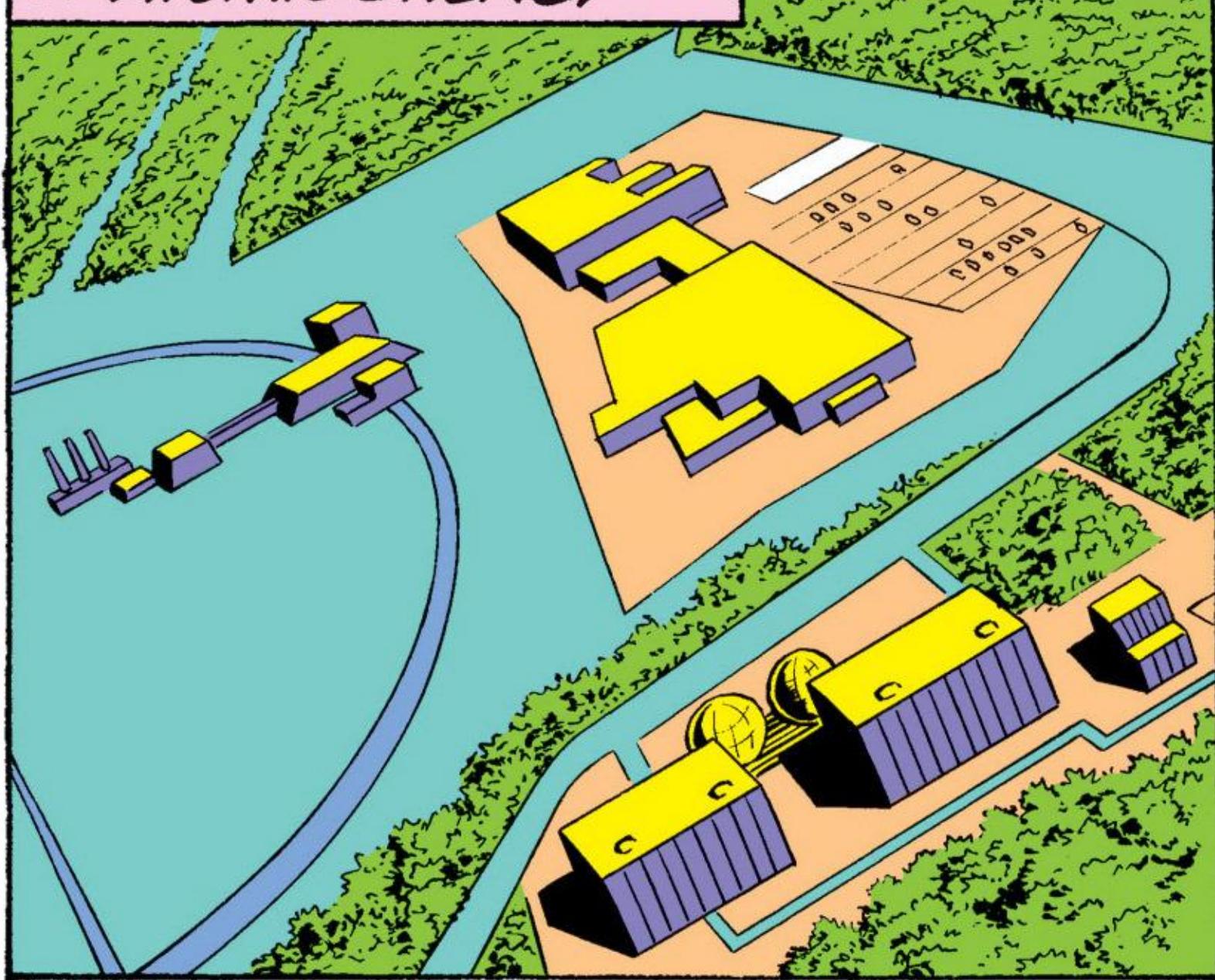








BROOKHAVEN NATIONAL LABORATORY,
ON LONG ISLAND'S THRIVING NORTH SHORE:
USUALLY, THESE QUIET BUILDINGS ARE MERELY
DEVOTED TO EXTENSIVE RESEARCH IN THE FIELD
OF ATOMIC ENERGY--



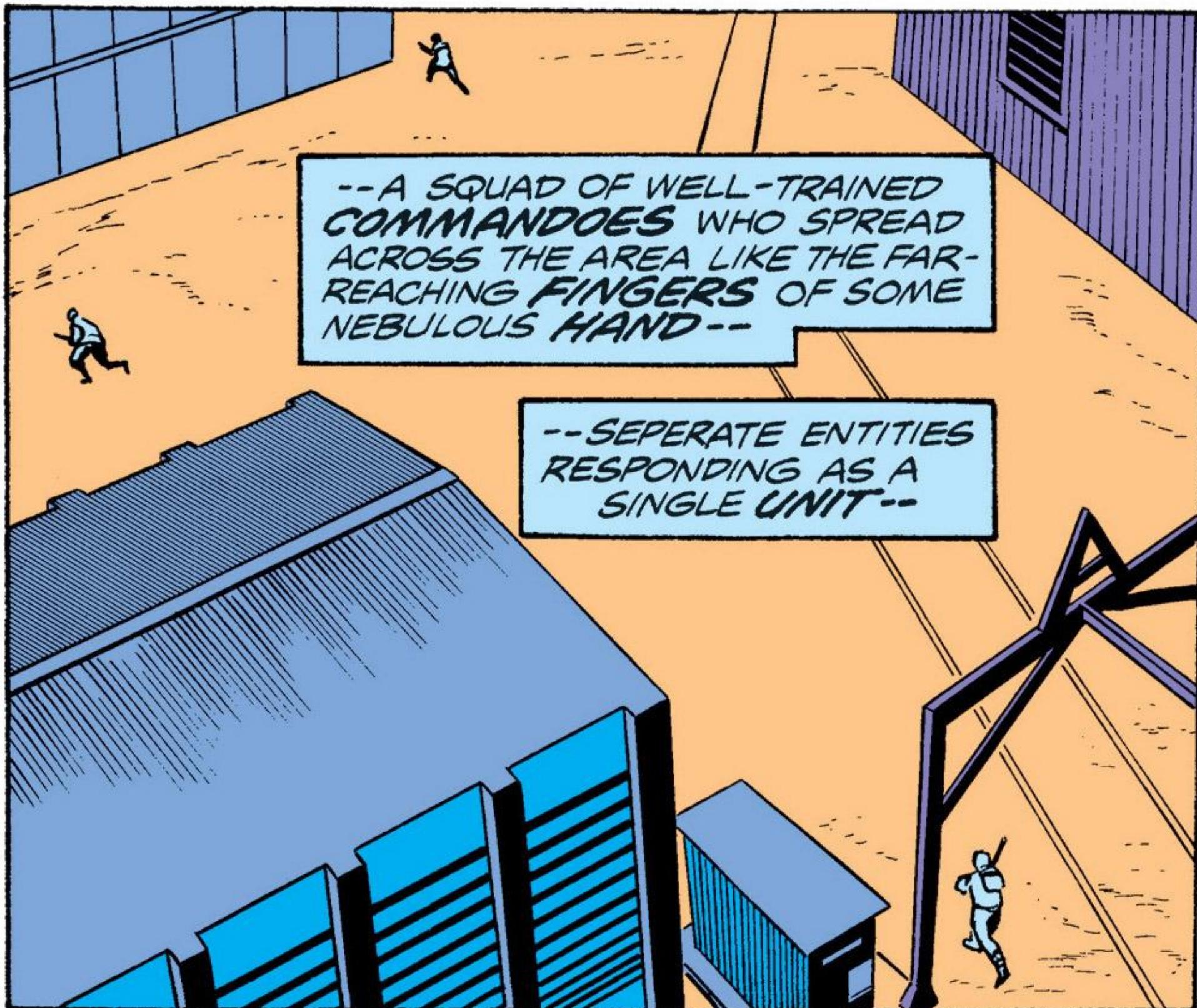
--BUT TODAY THEY ARE AN ARENA, A BURGEONING
BATTLEFIELD DESTINED TO WITNESS COMBAT OF A
MOST UNLIKELY NATURE!

IN THIS CORNER,
SUFFOLK COUNTY'S
CRACK SPECIAL
WEAPONS AND
TACTICAL TEAM...



--A SQUAD OF WELL-TRAINED
COMMANDOES WHO SPREAD
ACROSS THE AREA LIKE THE FAR-
REACHING FINGERS OF SOME
NEBULOUS HAND--

--SEPERATE ENTITIES
RESPONDING AS A
SINGLE UNIT--



--AND PREPARED FOR
ANYTHING!

OKAY, MISTER -- WE
KNOW YOU'RE IN
THERE! YOU CAN'T
ESCAPE!

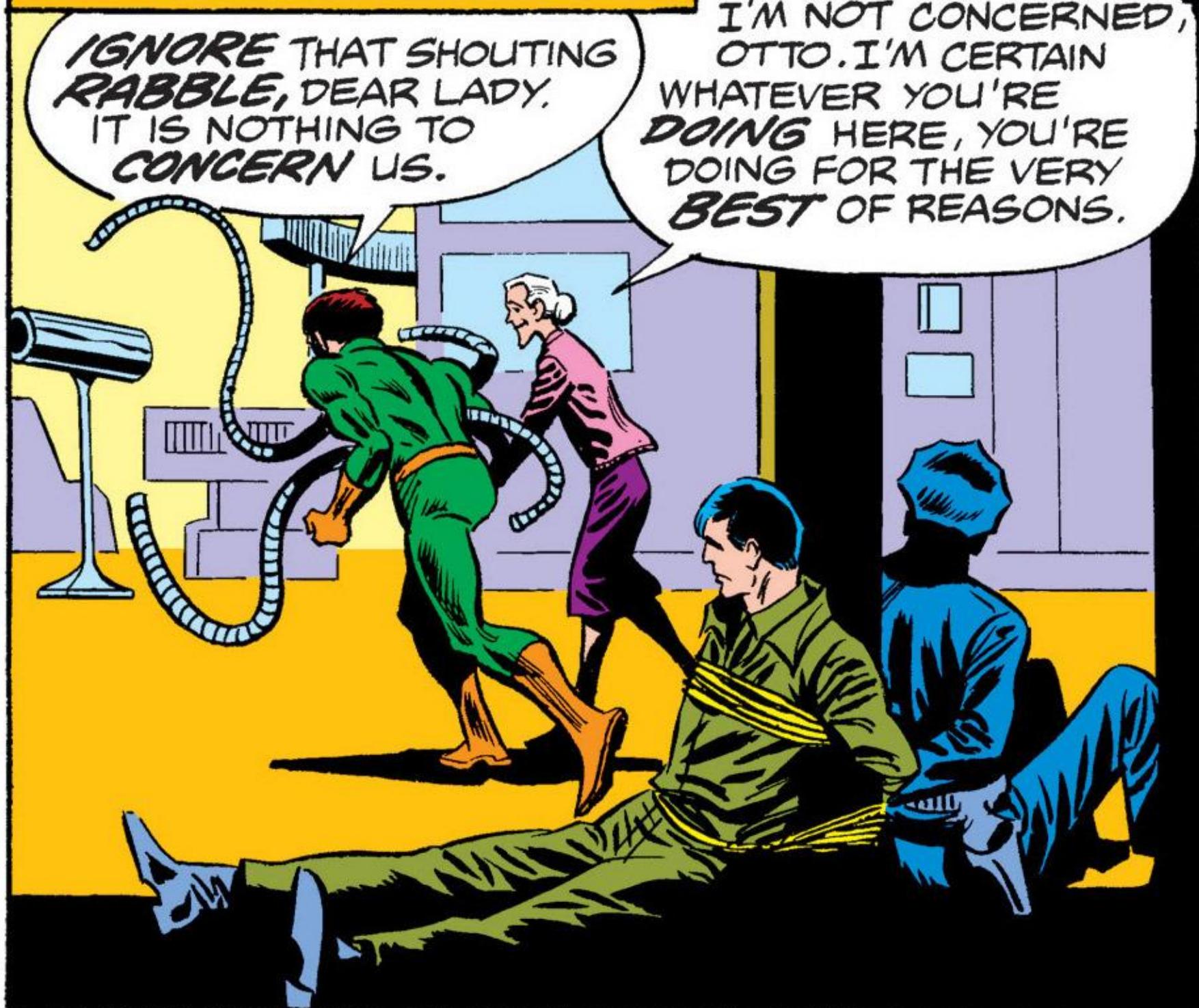
SEND OUT
THE WOMAN--
AND YOU WON'T
BE HURT!



IN THIS CORNER, DR. OTTO OCTAVIUS--A.K.A.
DOCTOR OCTOPUS, SUPER-VILLAIN SUPREME
AND SWORN PROTECTOR OF MAY PARKER, SPIDER-
MAN'S EVER-LOVING AUNT!

IGNORE THAT SHOUTING
RABBLE, DEAR LADY.
IT IS NOTHING TO
CONCERN US.

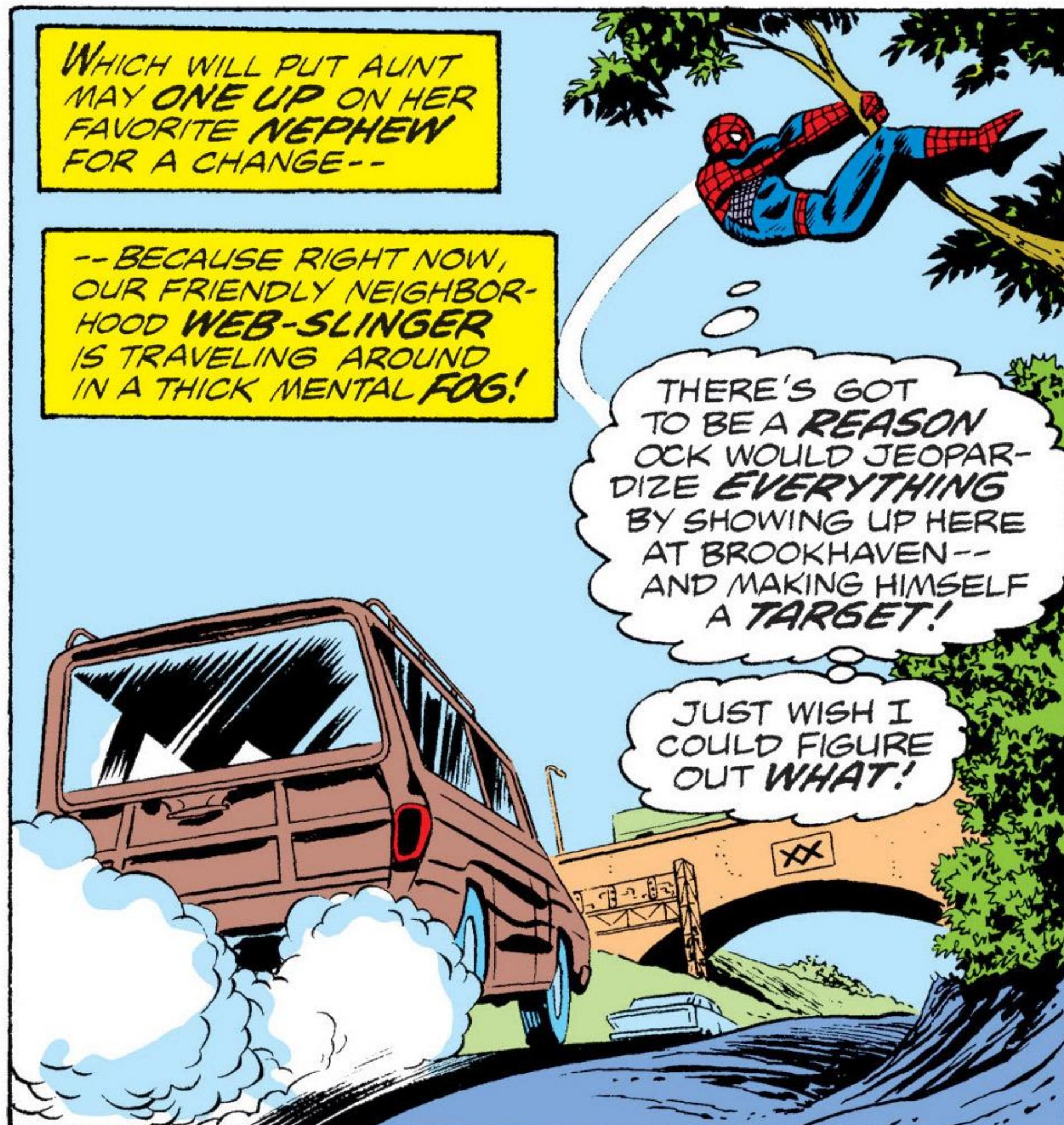
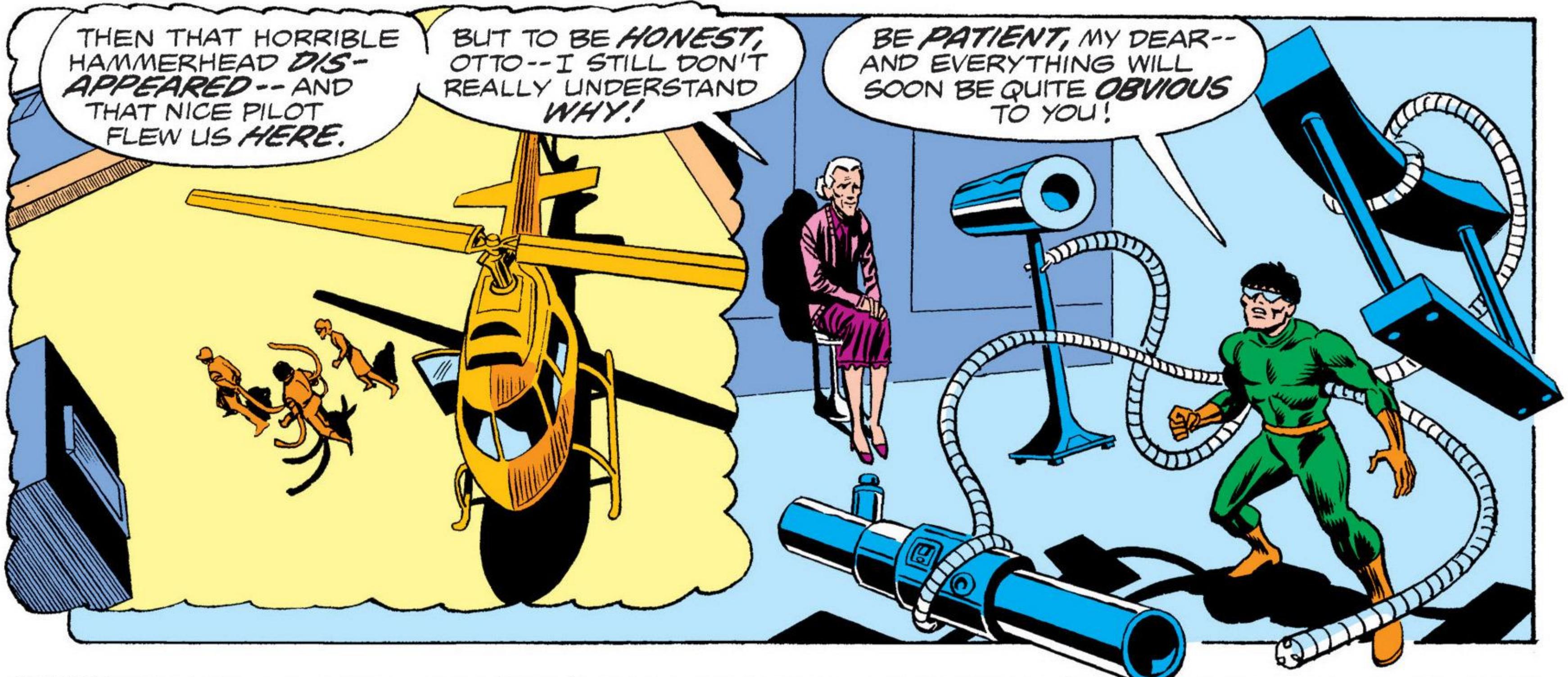
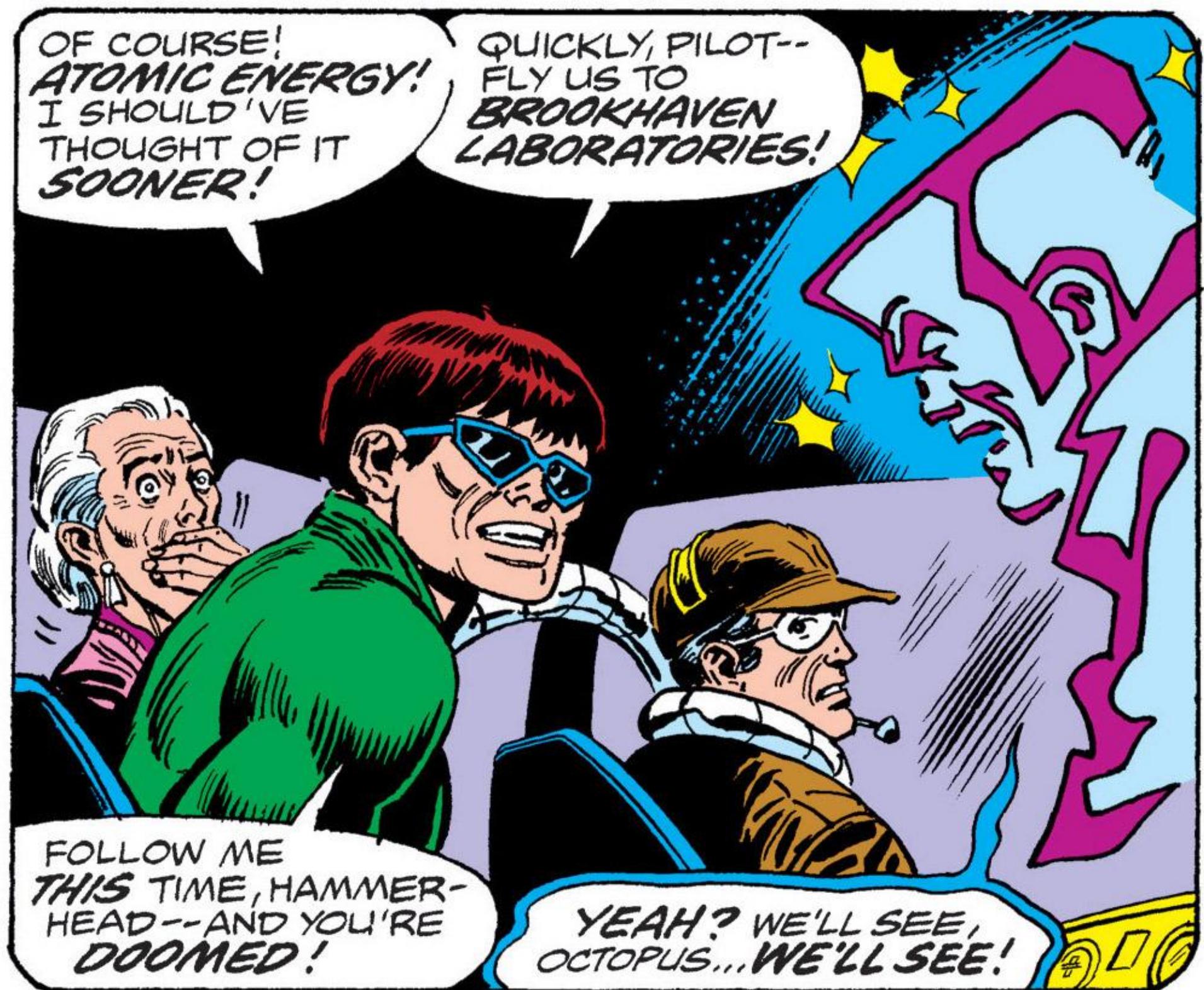
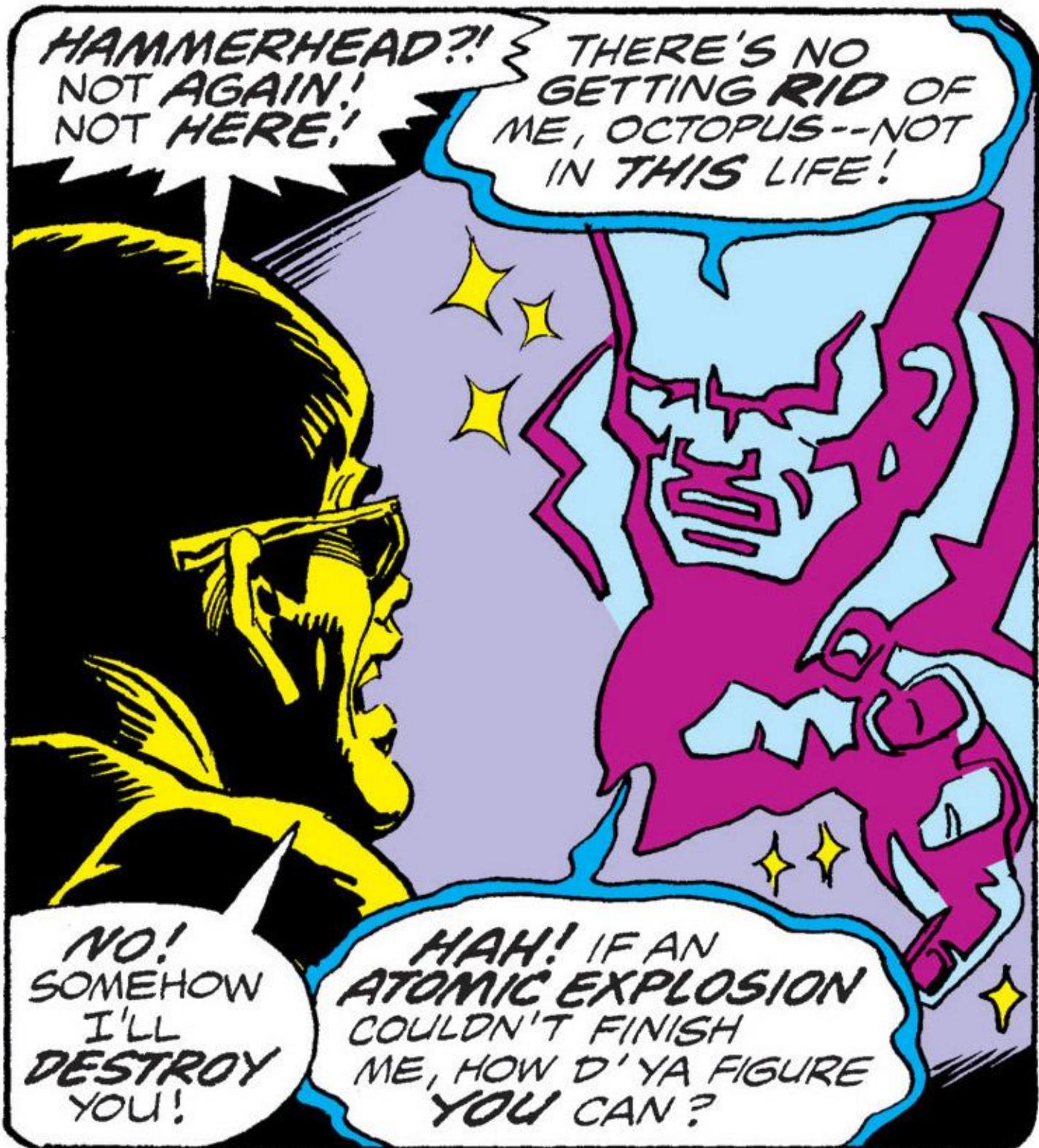
I'M NOT CONCERNED,
OTTO. I'M CERTAIN
WHATEVER YOU'RE
DOING HERE, YOU'RE
DOING FOR THE VERY
BEST OF REASONS.

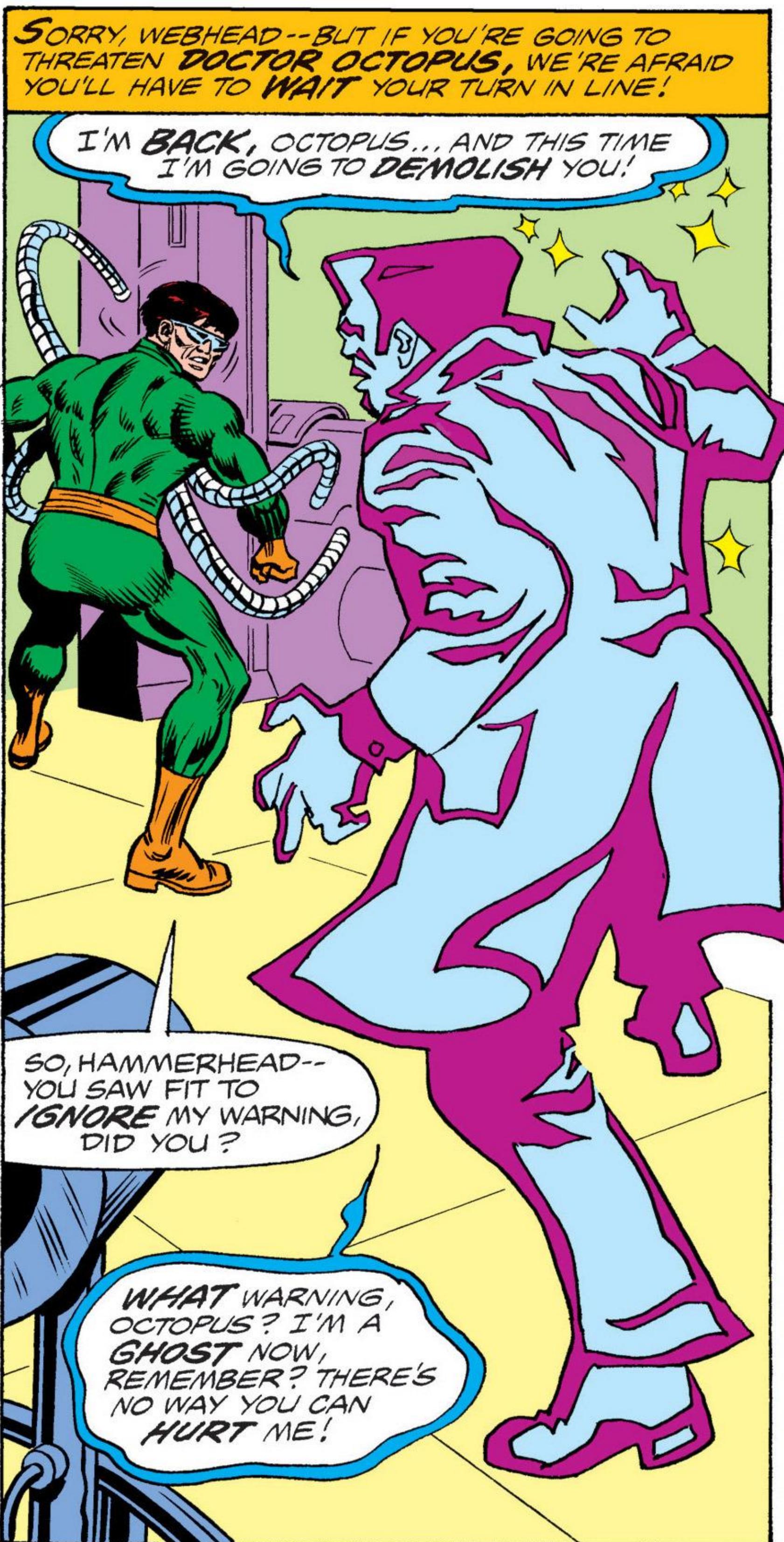
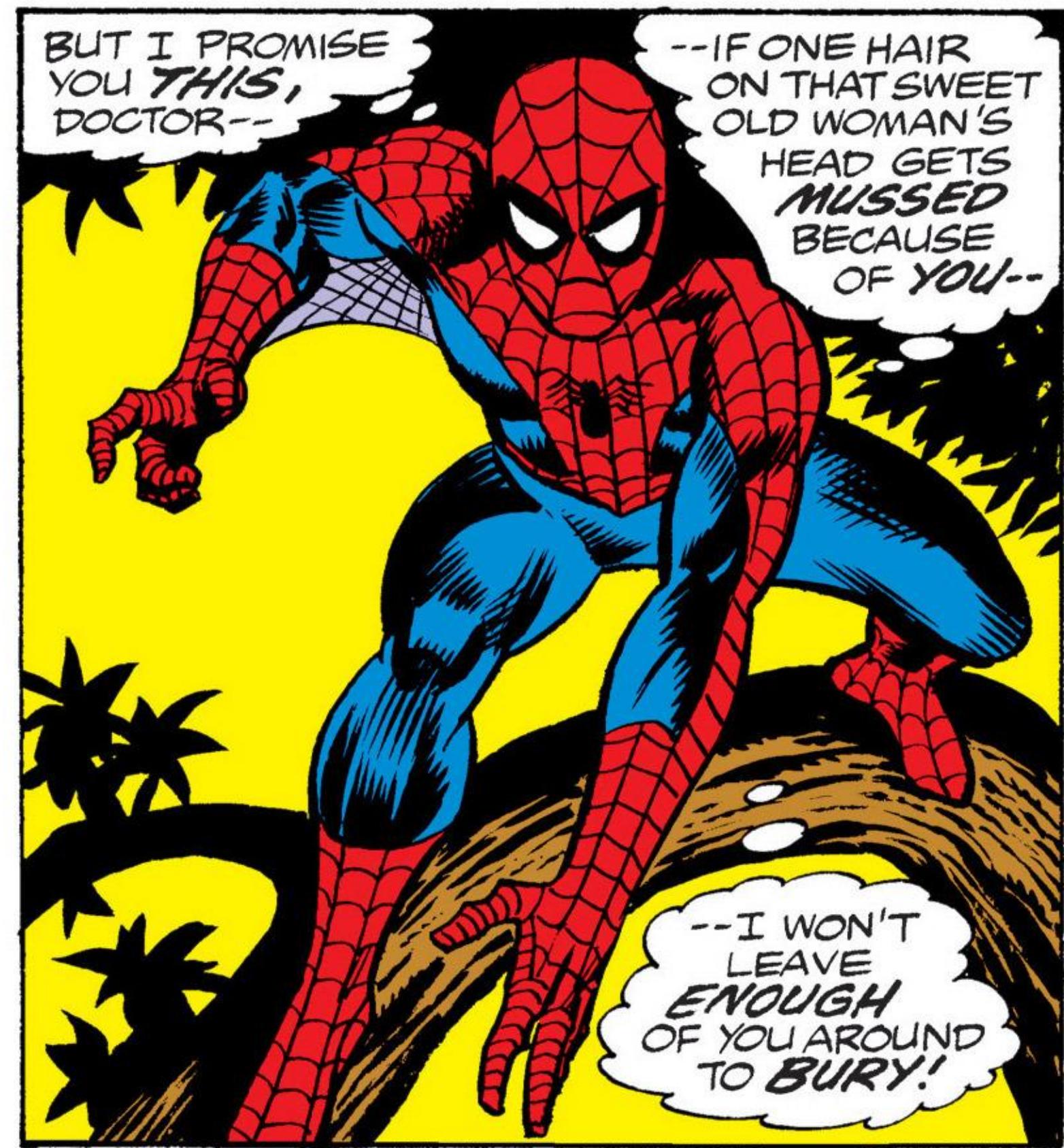


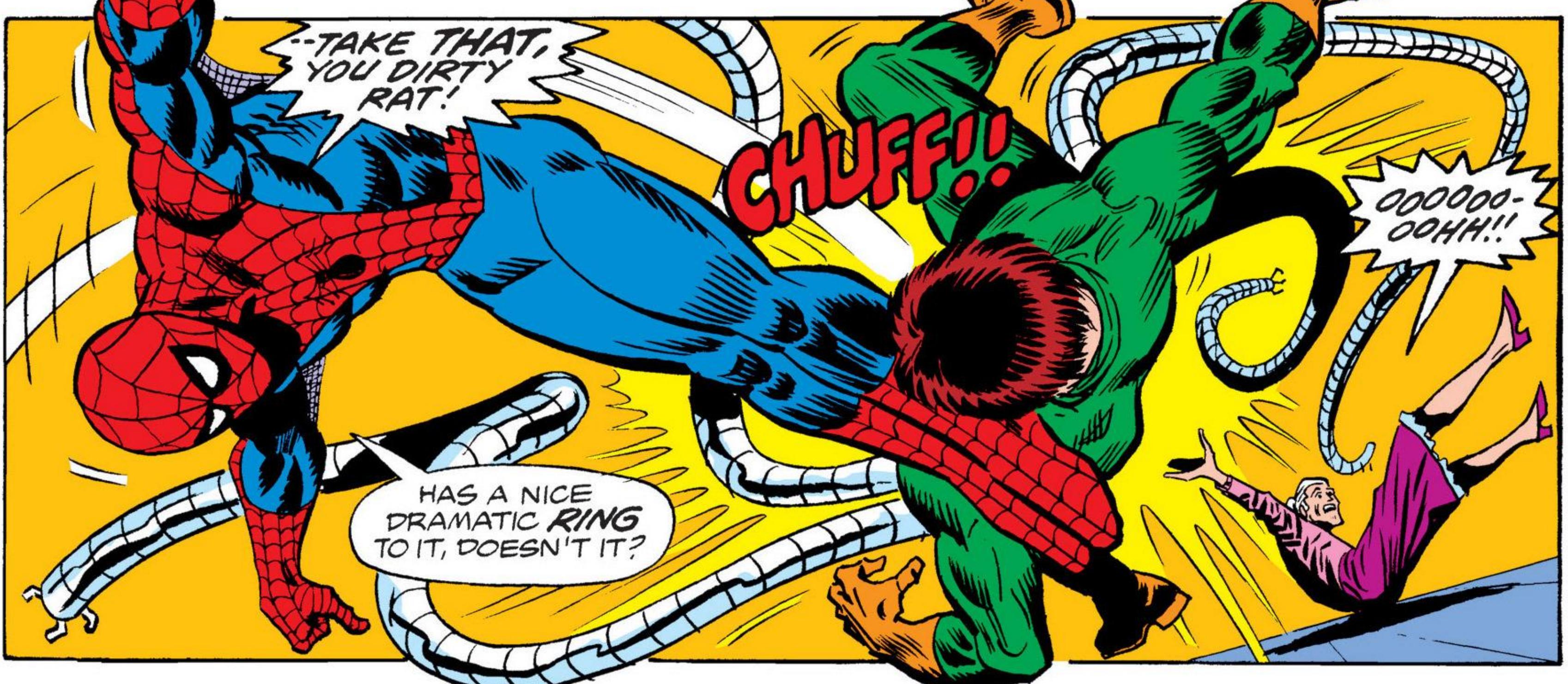
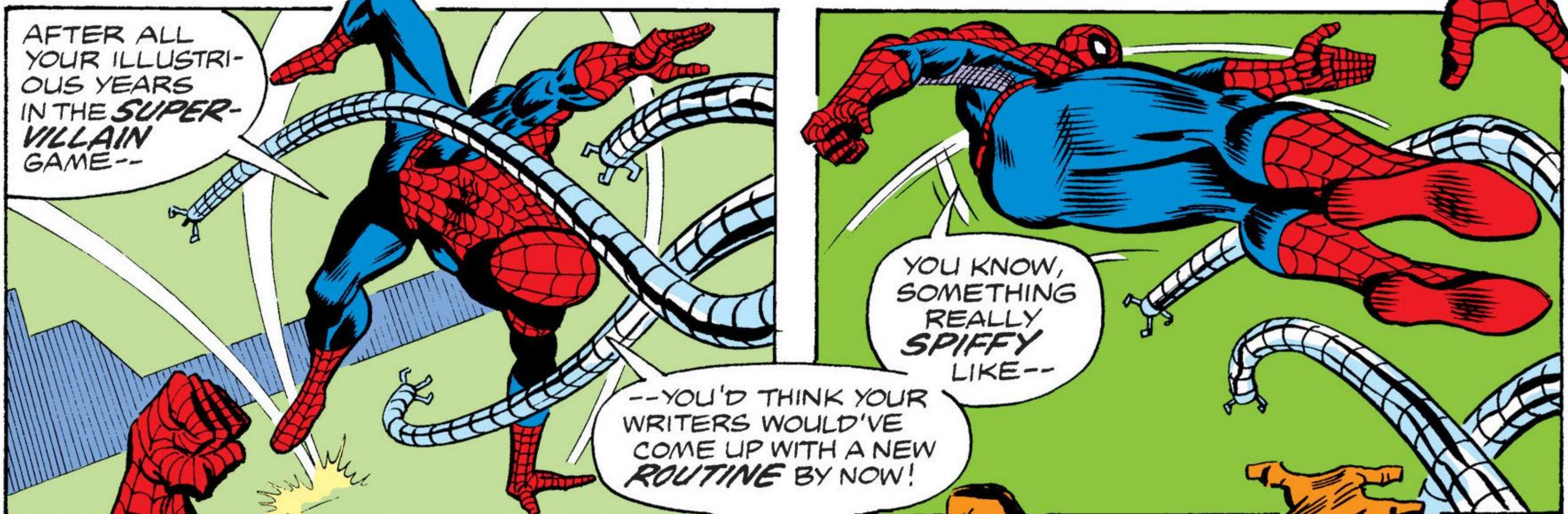
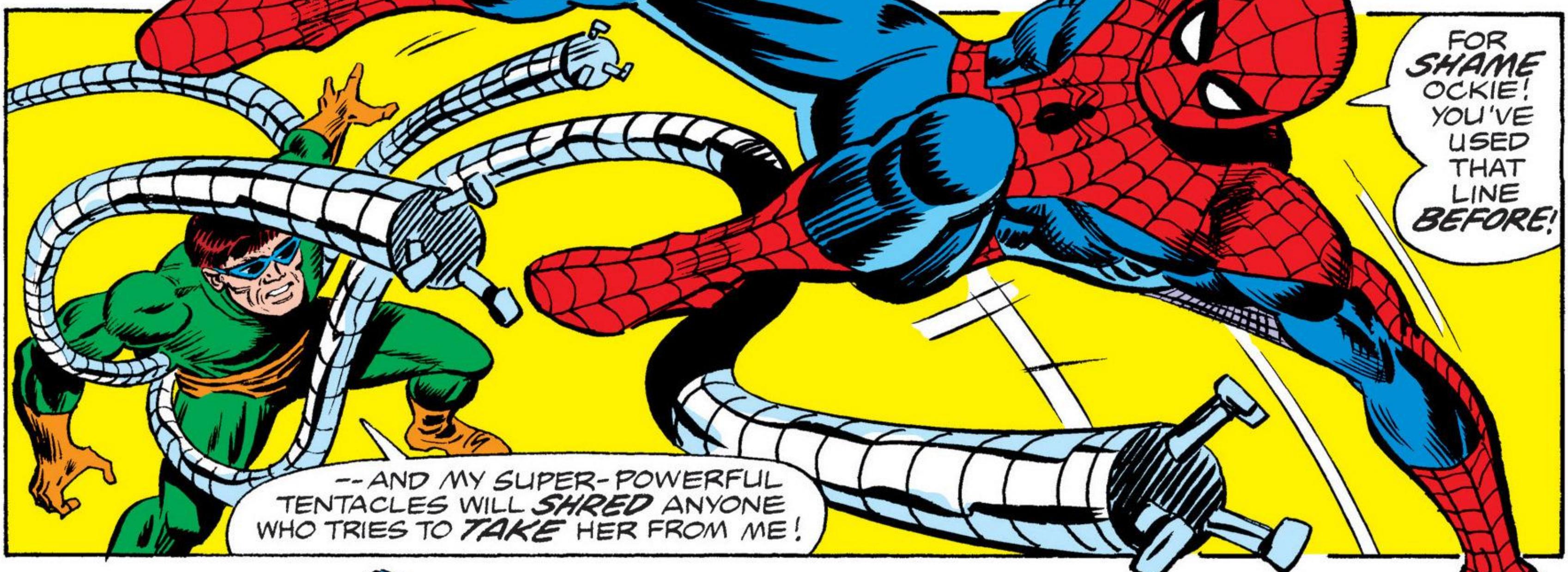
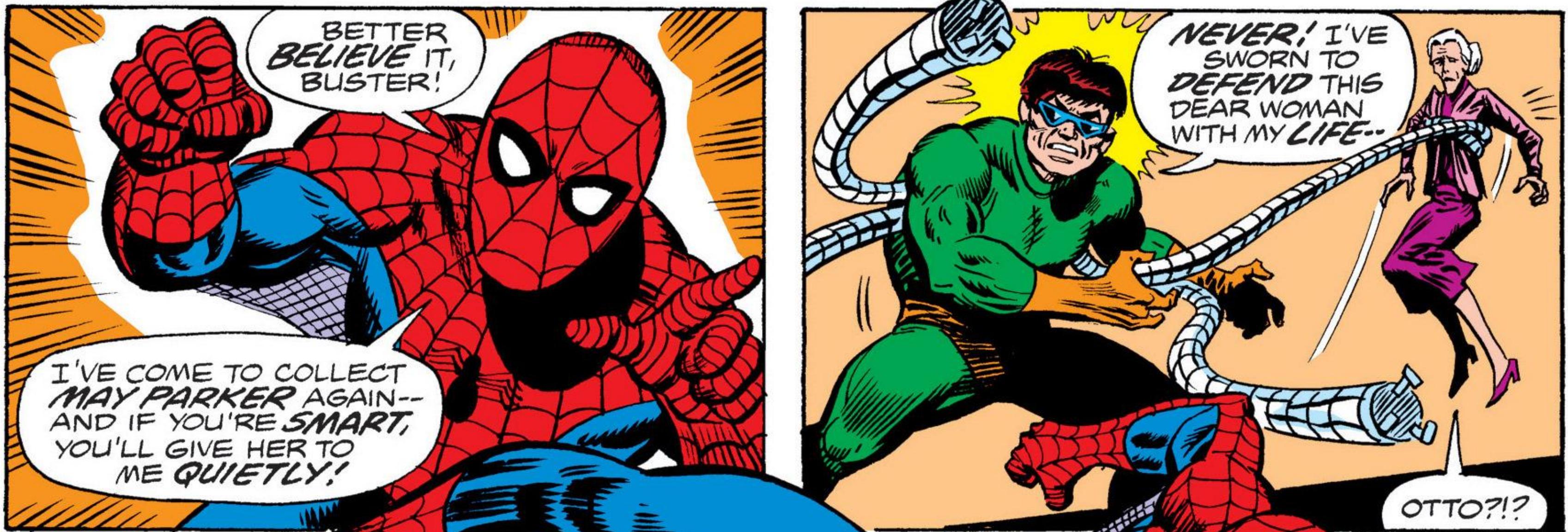
AFTER ALL, I
WAS WITH
YOU IN THE
HELICOPTER--

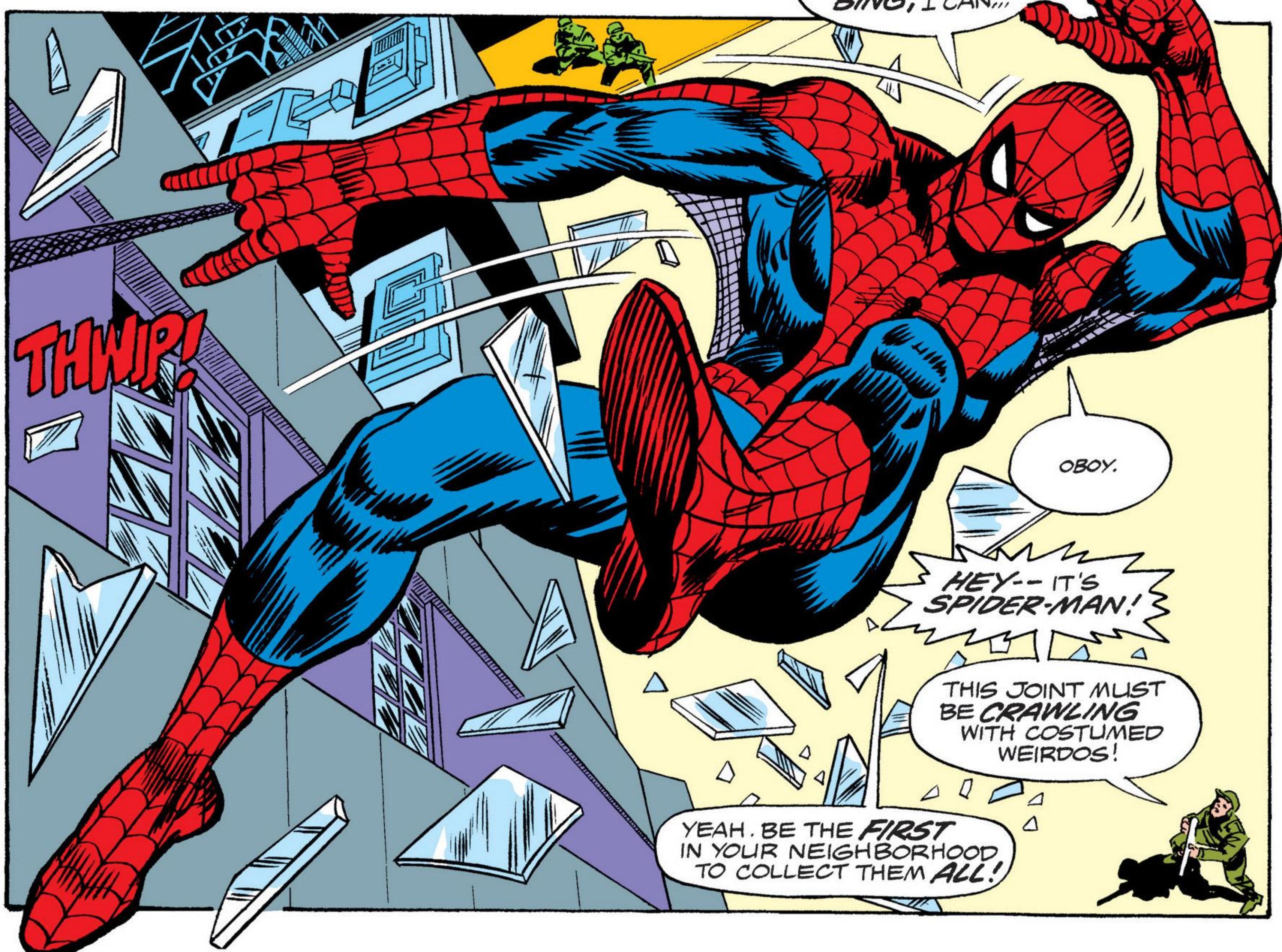
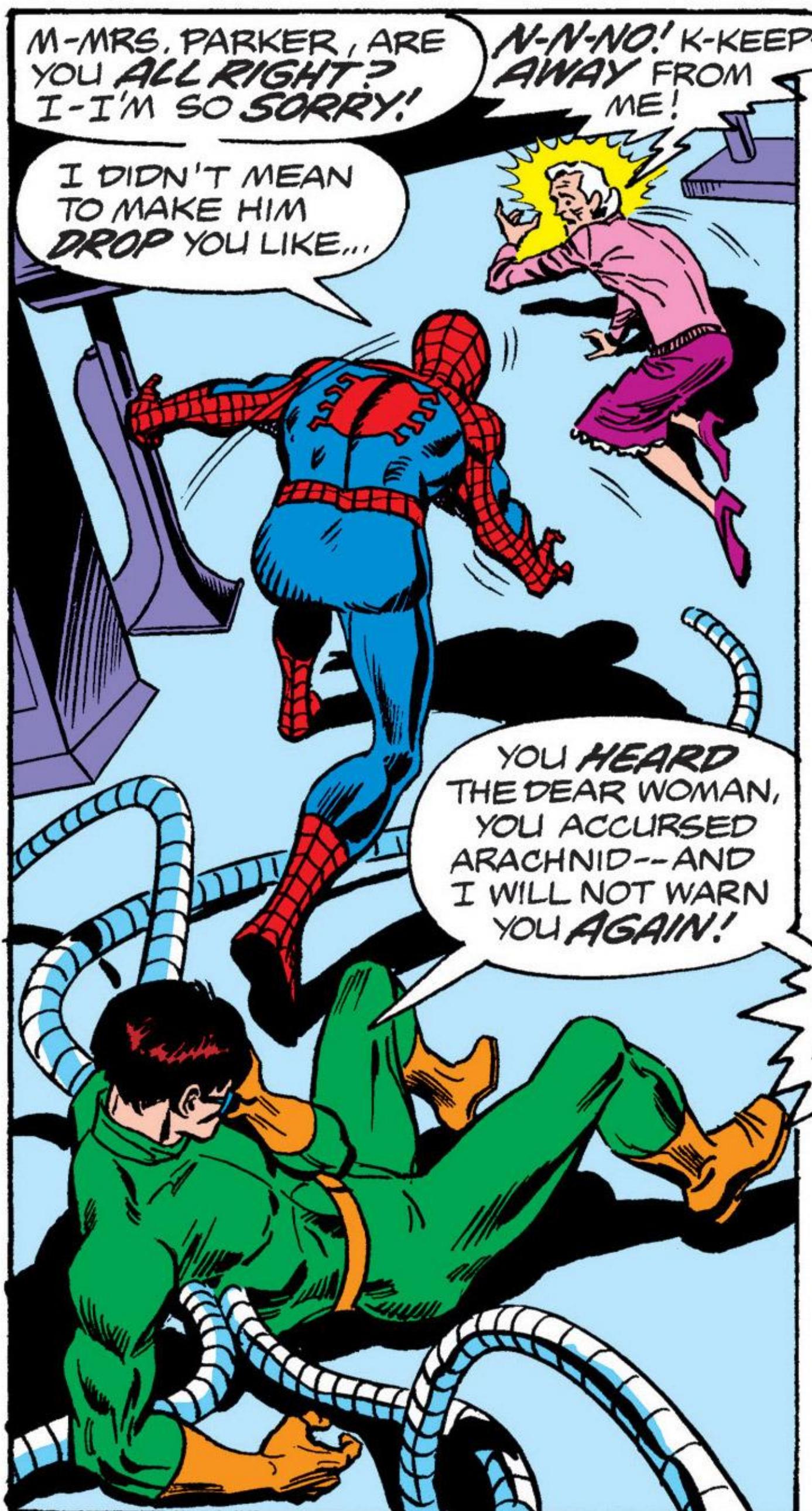
--WHEN THAT DREADFUL
HAMMERHEAD PERSON
THREATENED YOUR
VERY LIFE!

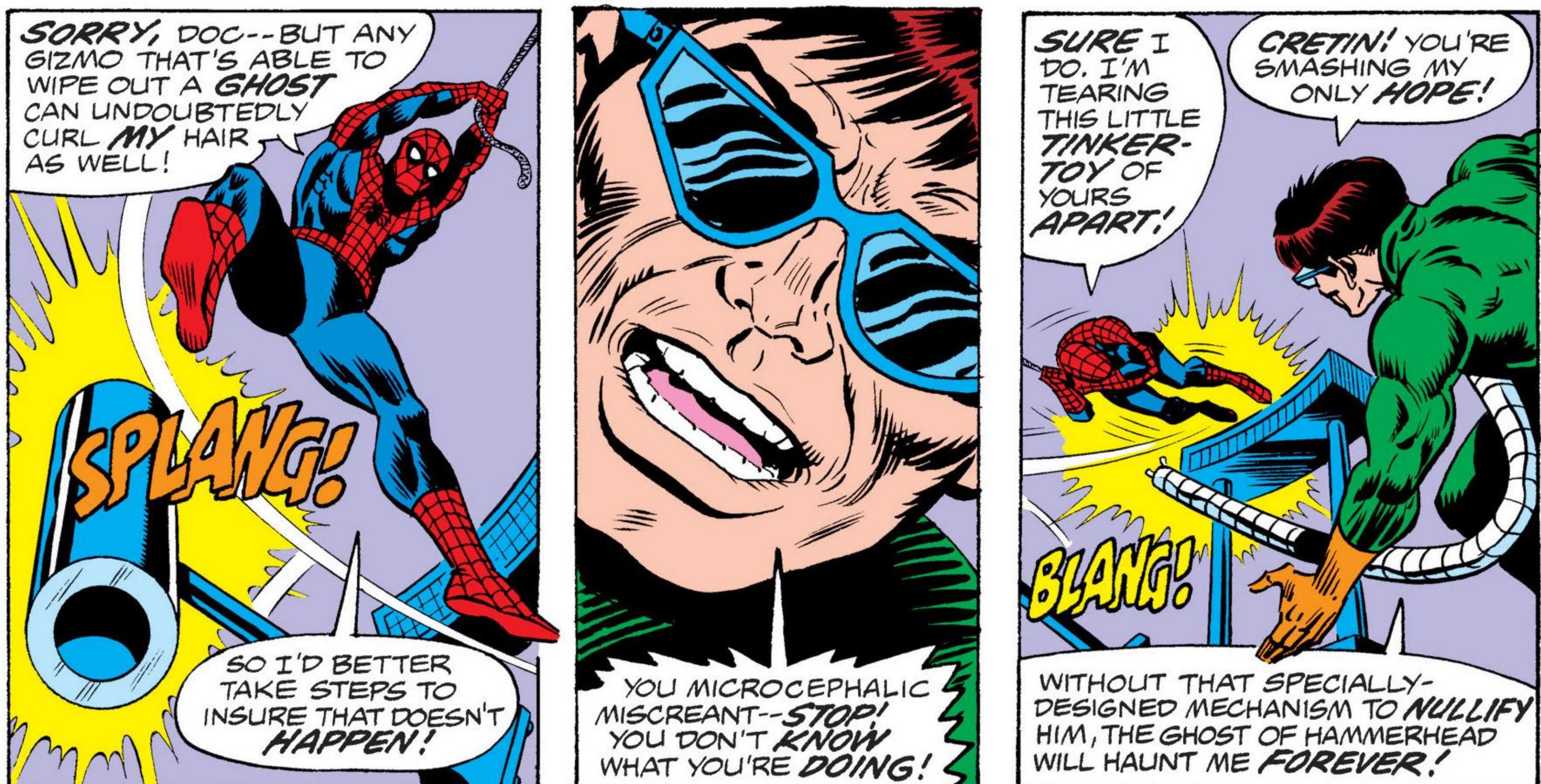
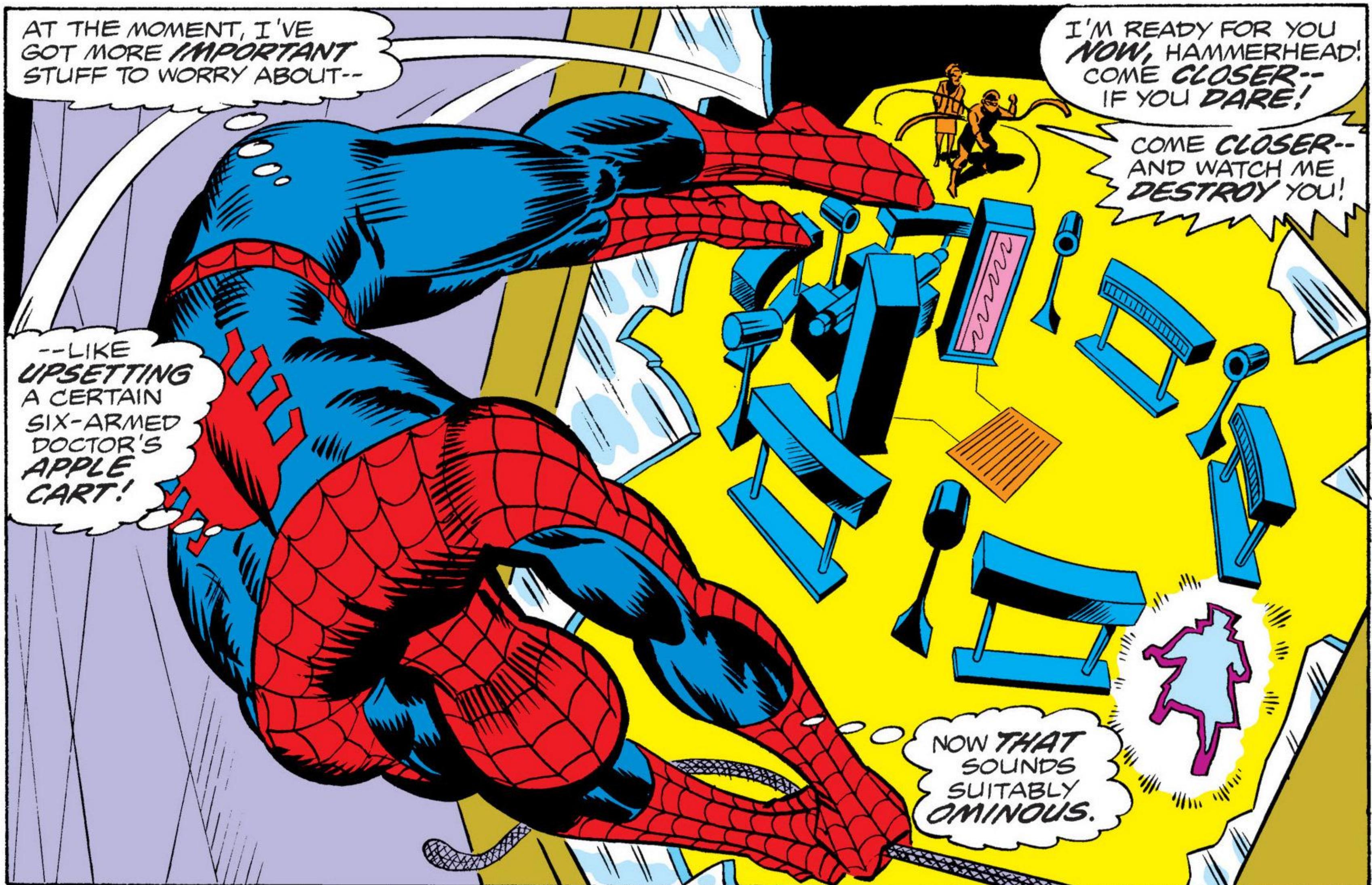
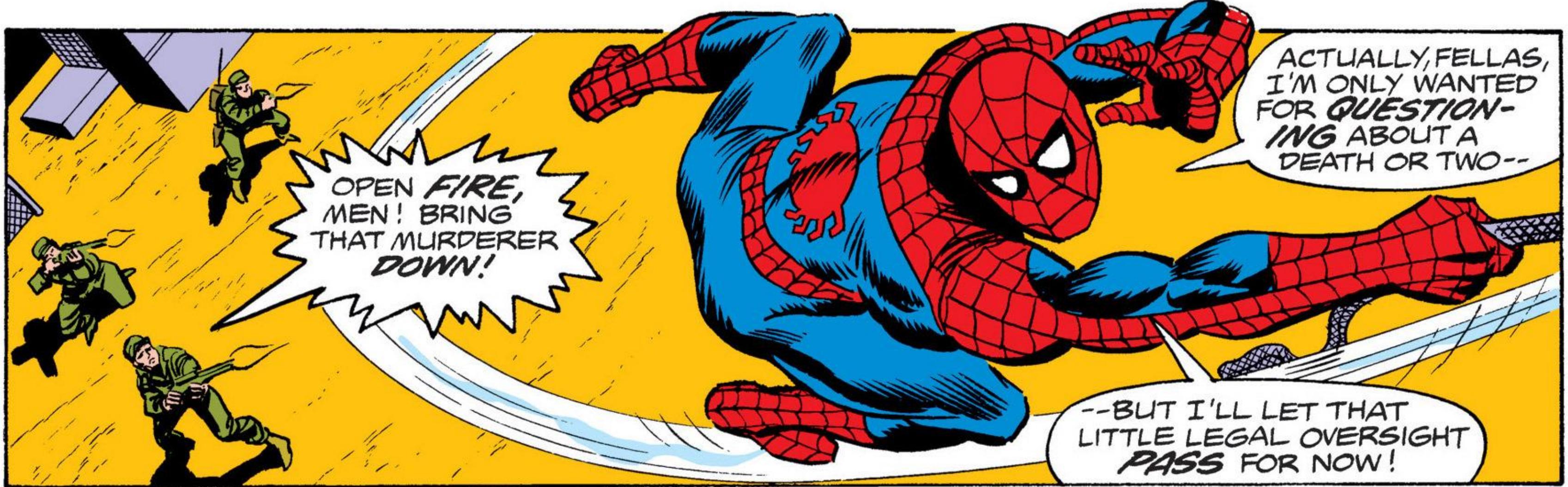




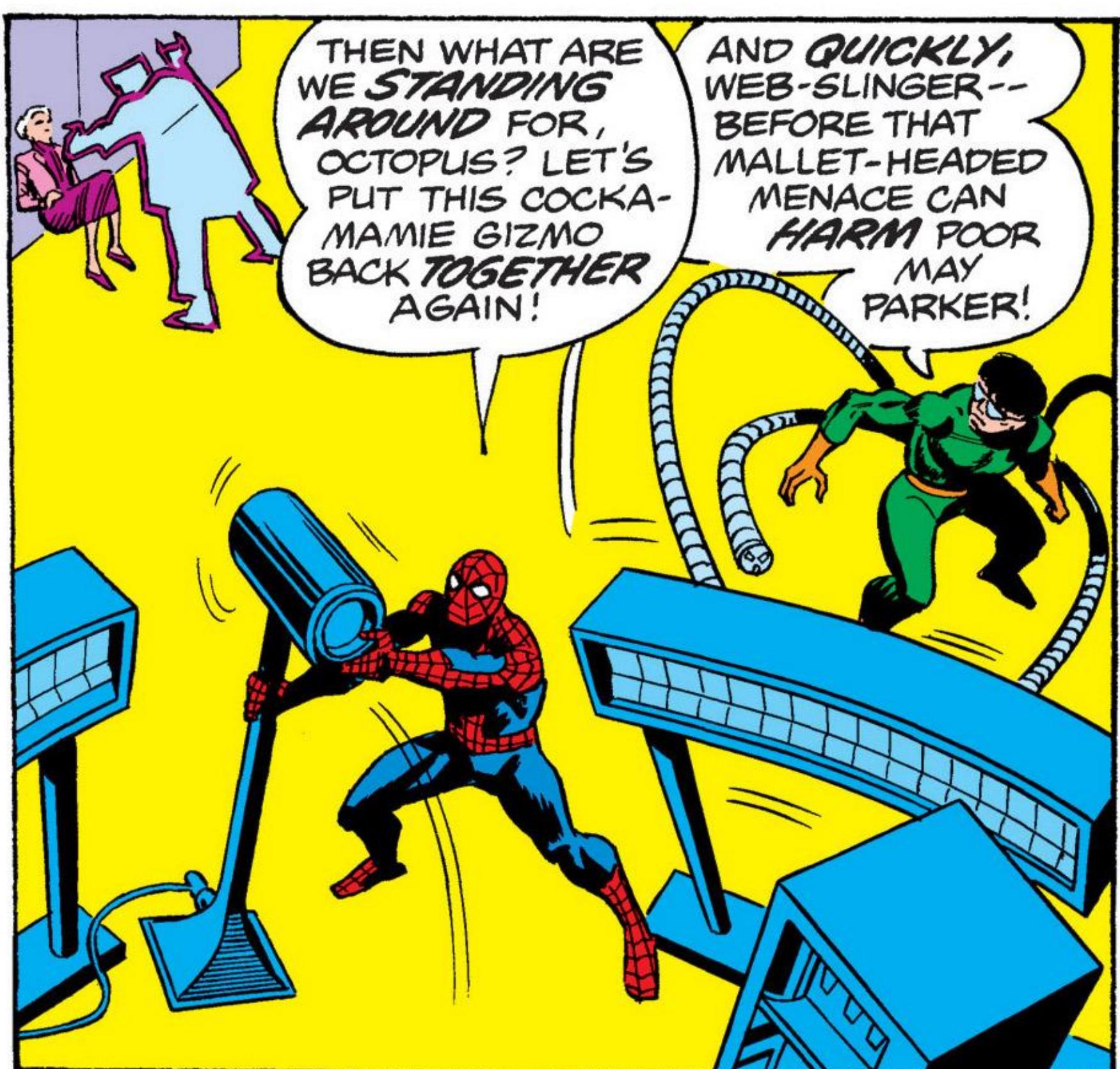
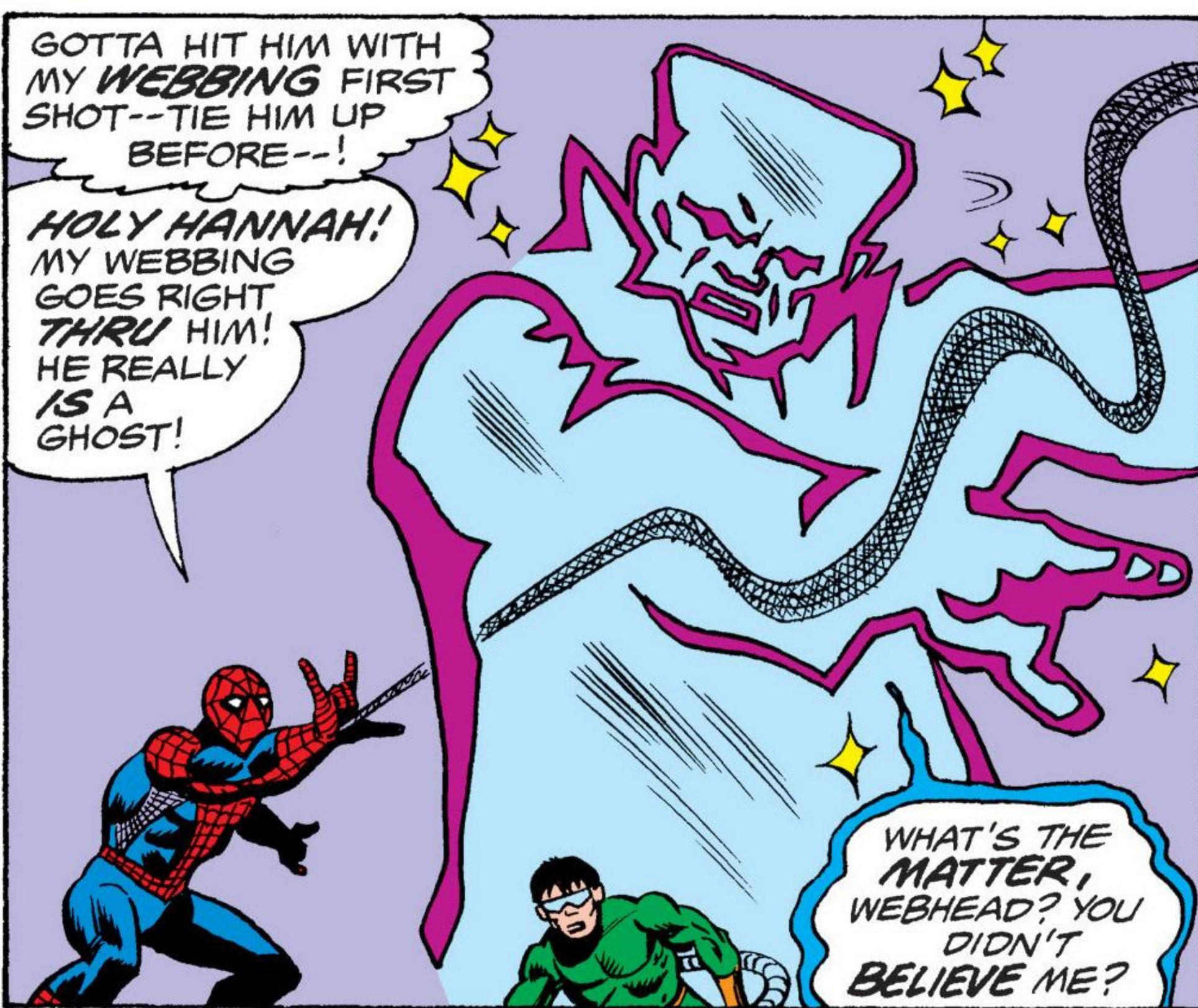
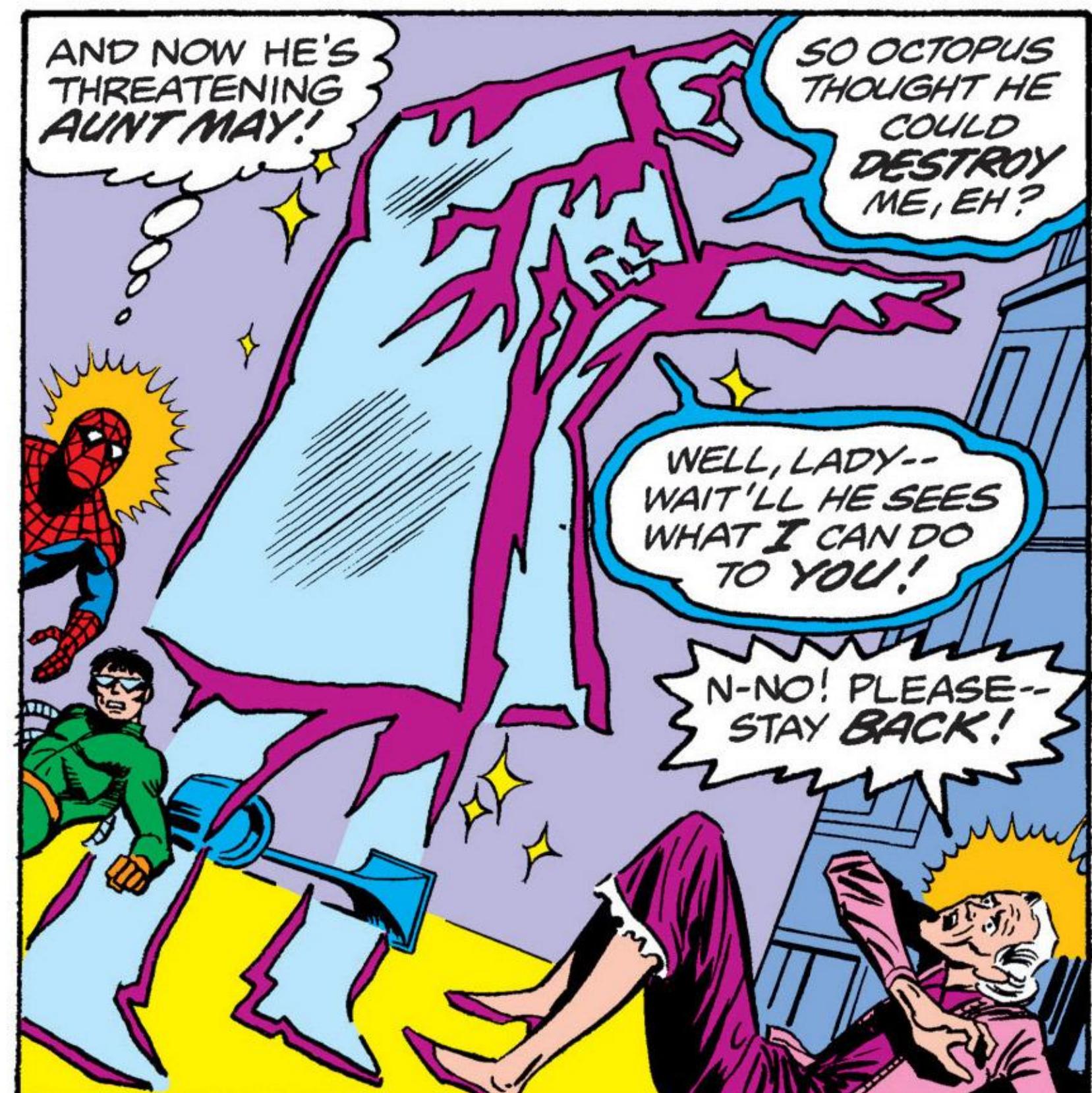


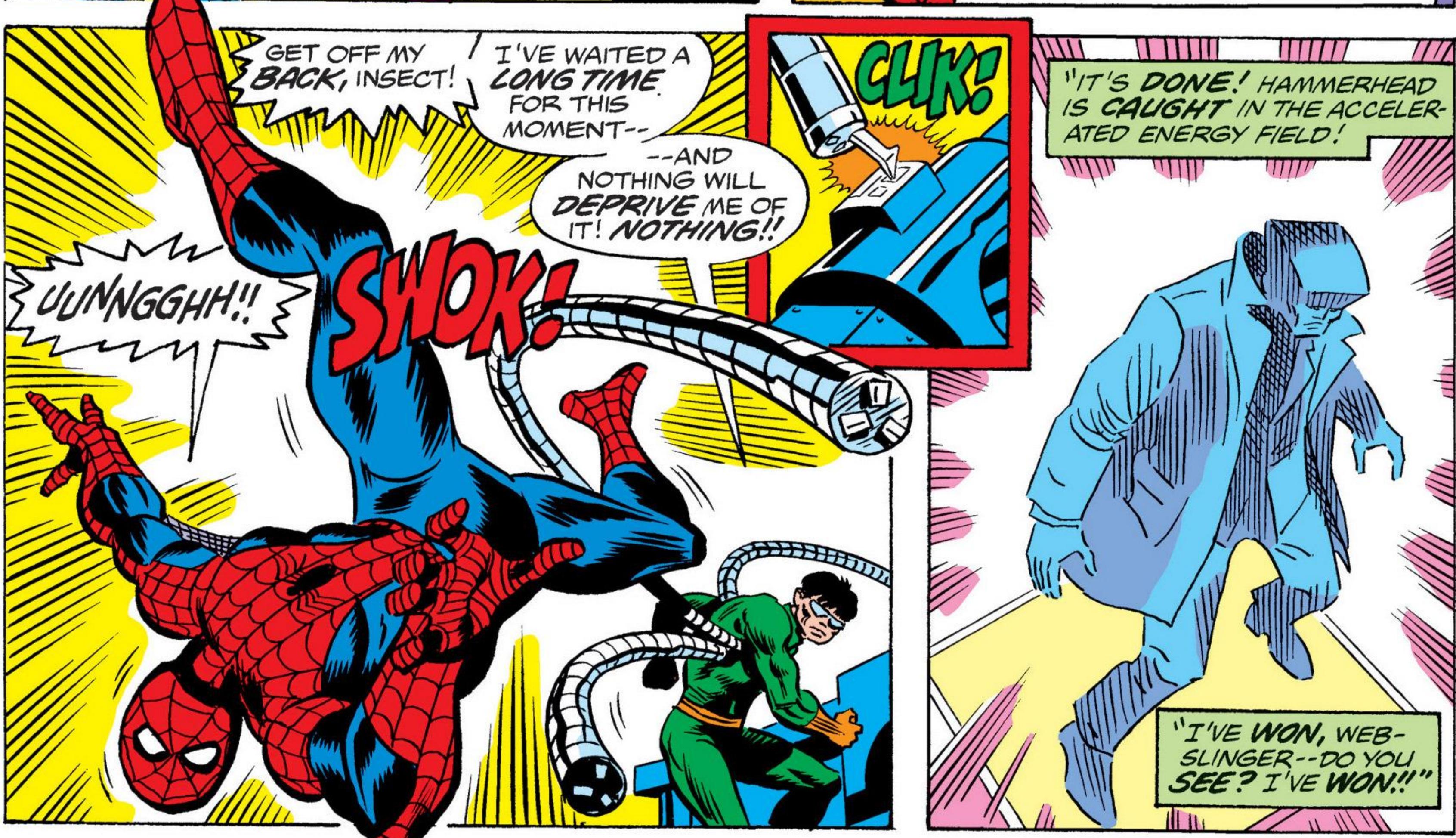
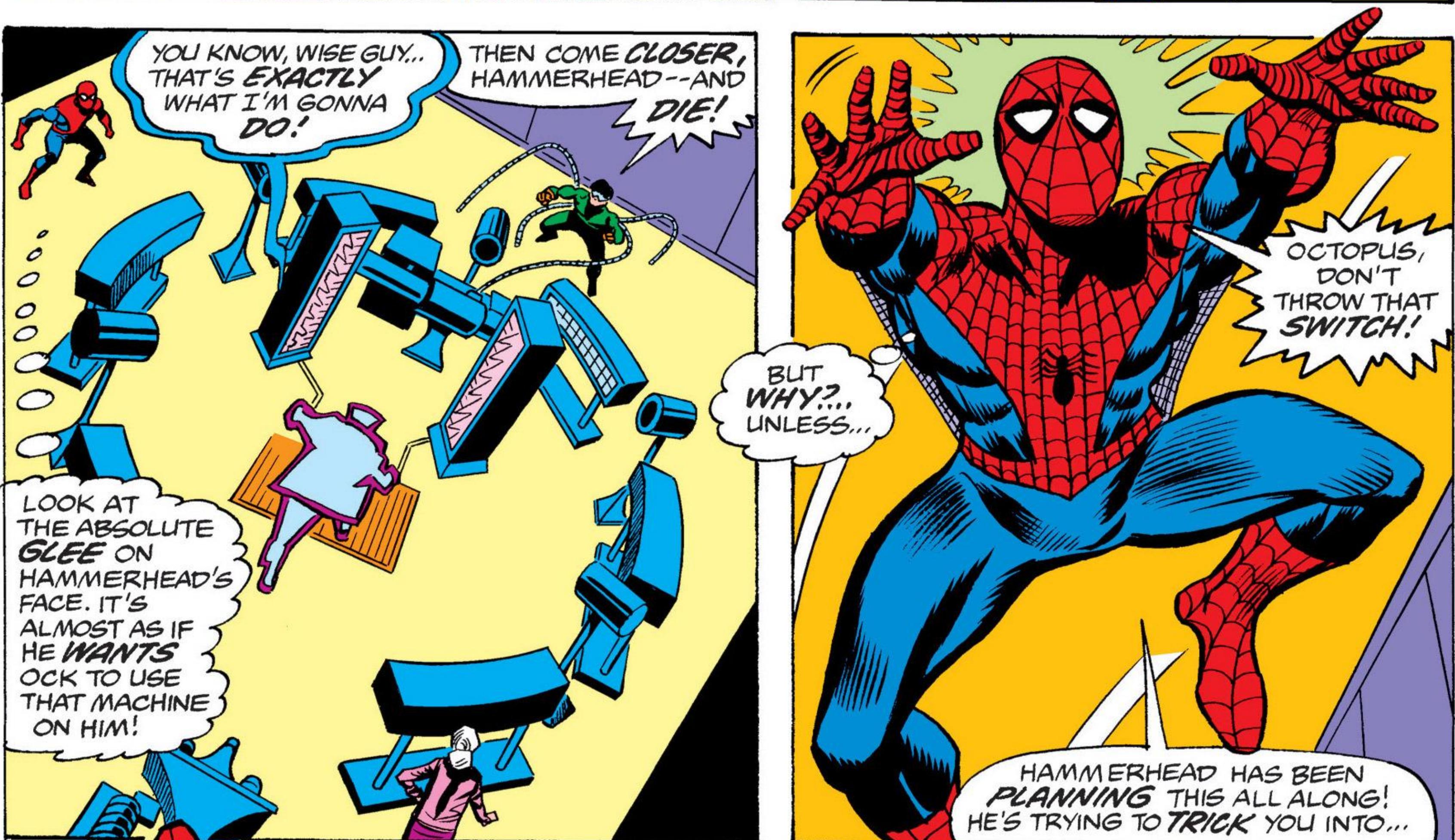
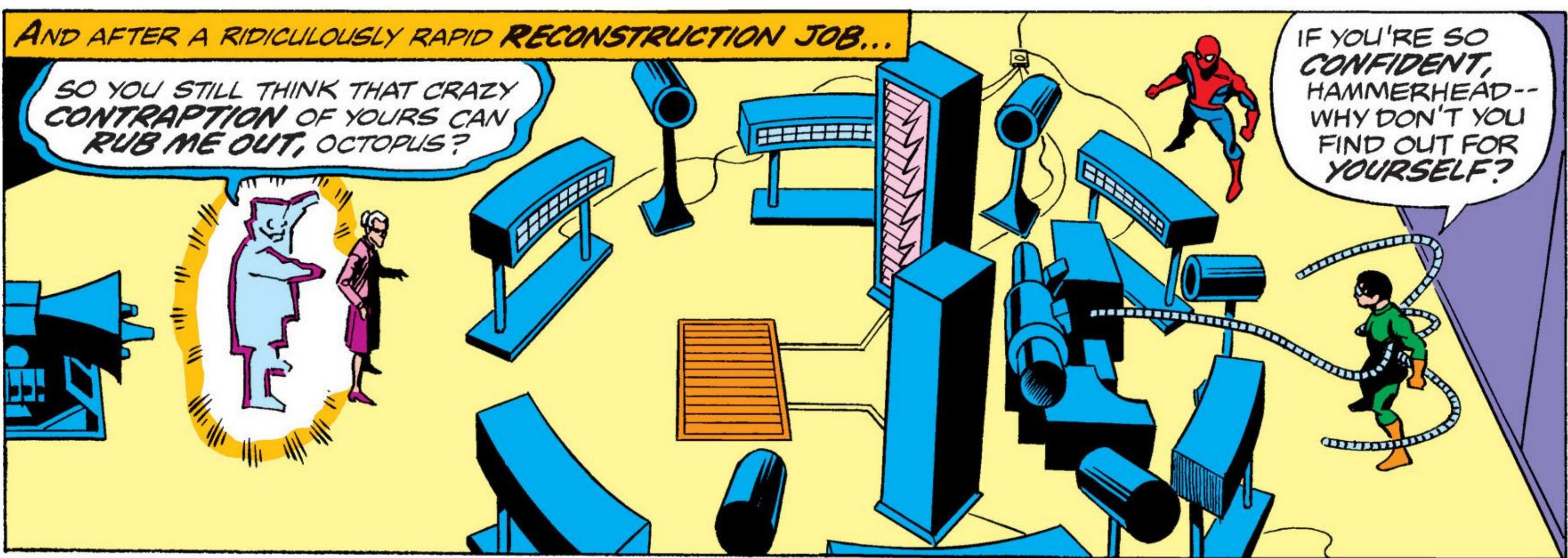


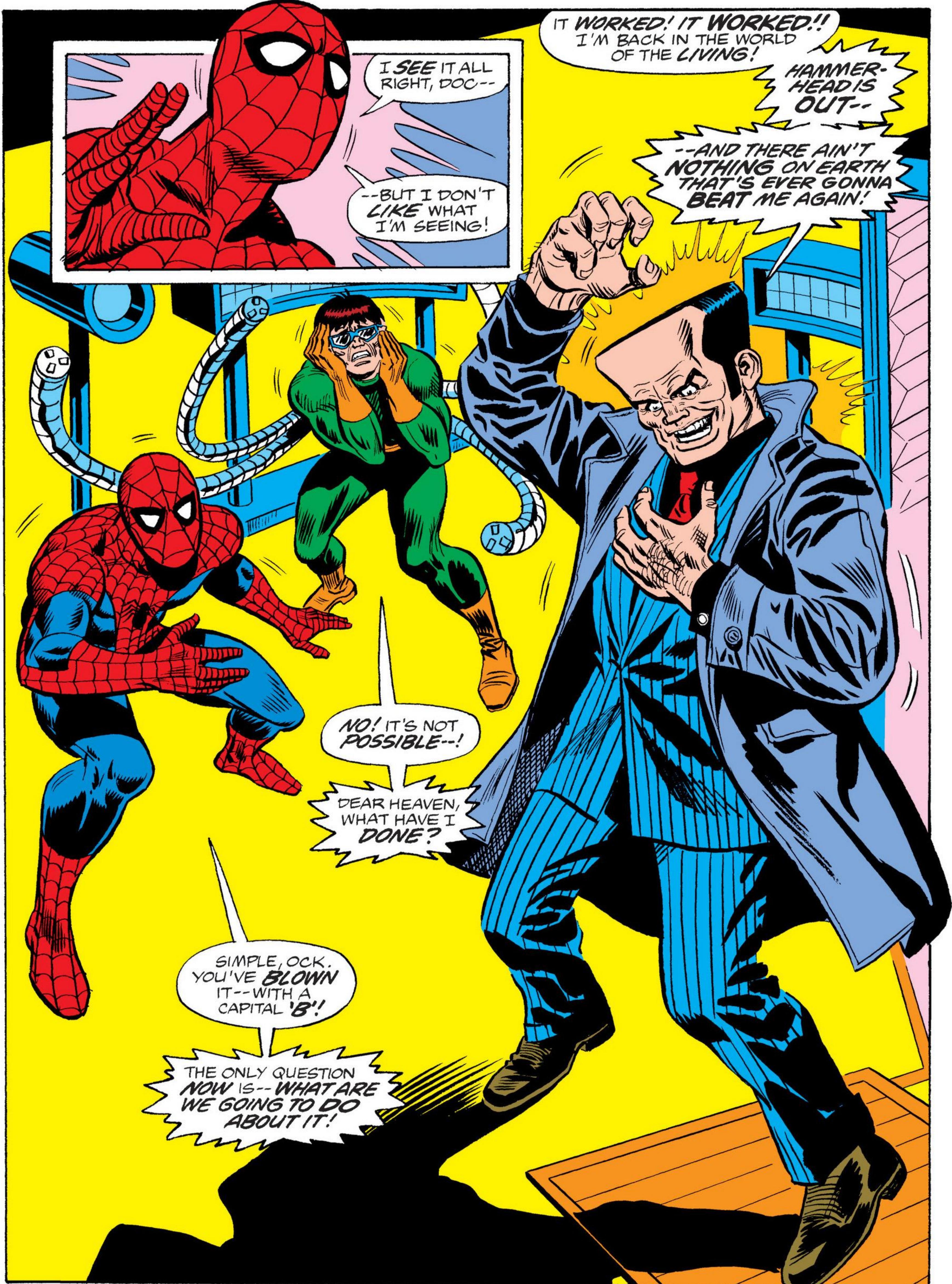












**NEXT
ISSUE:**

THE STORY YOU NEVER THOUGHT
YOU'D SEE! SPIDEY BATTLING
SIDE-BY-SIDE WITH HIS GREATEST
FOE--AGAINST THE NEW, IMPROVED
MENACE OF--HAMMERHEAD!
BE HERE FOR...

ARM-IN-ARM-IN-ARM-IN-ARM-IN-ARM-IN-ARM
DOCTOR OCTOPUS!