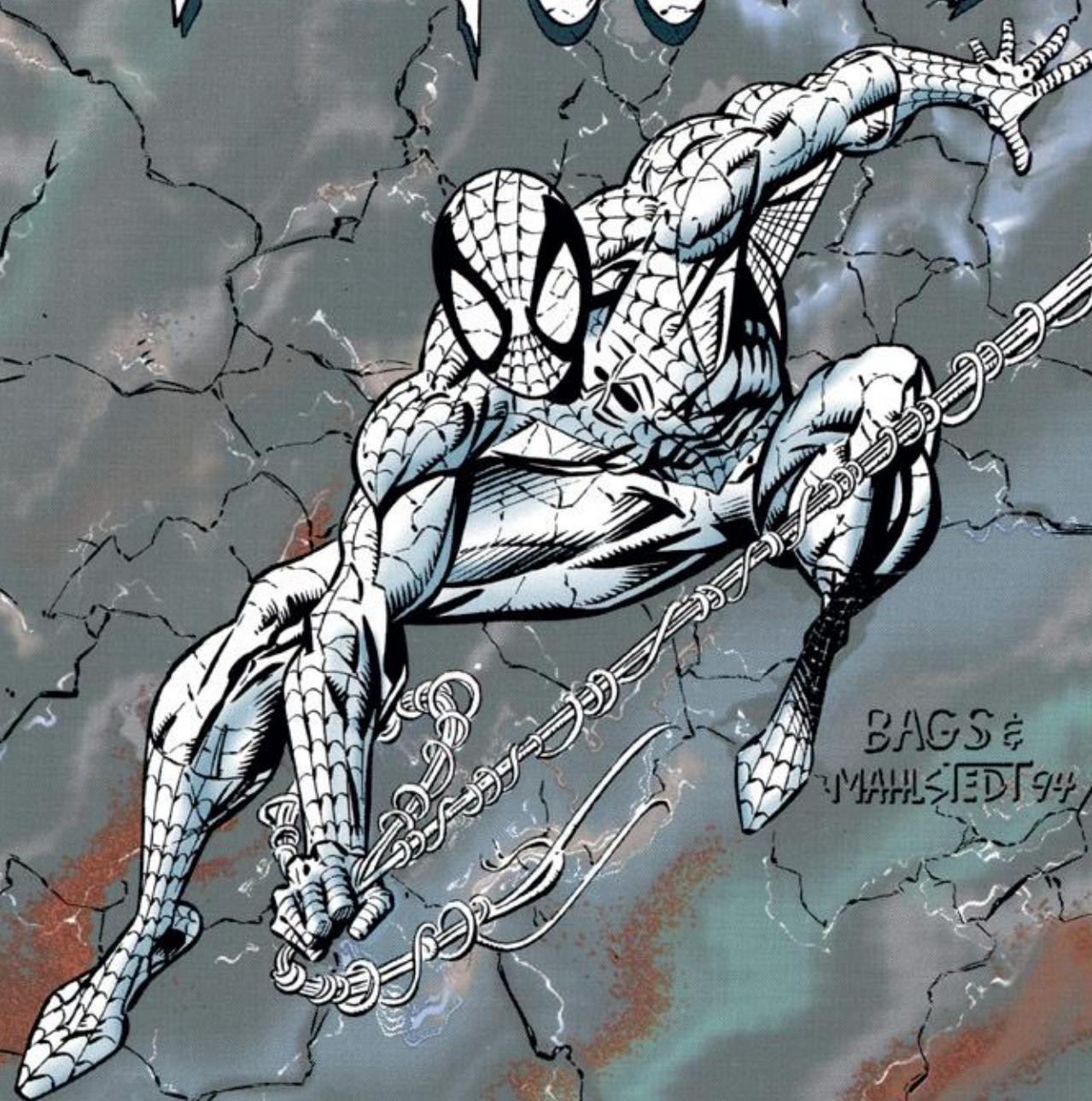


MARVEL
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APPROVED
BY THE
COMICS
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AUGUST
94

THE AMAZING SPIDER-MAN 400



BAGS &
MAILED 94

'A DEATH IN THE FAMILY...'

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Intro

Wow! Did it really happen more than 30 years ago?

It seems like only yesterday that I, as a comic book writer/editor, was trying to convince our publisher to give artist Steve Ditko and me the go-ahead to try a new super hero strip called Spider-Man.

I never expected the reaction we received. We were told, "You can't call a hero Spider-Man, people hate spiders!" Then, when I said Spidey would be a teenager, Mr. Publisher blew a gasket. "A teenager can't be a super hero! Teenagers are only sidekicks!" And finally, after being told that trouble-plagued Peter Parker would be the original hard-luck kid, with all the problems and hang-ups of any average teenager, he went ballistic. "Are you off your rocker? Who ever heard of heroes with everyday problems? Heroes are superior to other people, they don't have ordinary problems. That's why they're heroes!"

Well, you get the idea. The Amazing Spider-Man was not an easy sell. But truth, justice and the American Way finally triumphed, and in the months that followed, a perceptive, culturally cognizant, socially aware reading public proved that even an all-knowing publisher can be wrong.

And now, three dazzling decades later, thanks to the uncanny acumen of fans such as you, your friendly neighborhood Spider-Man is known and loved throughout the globe.

So, thanks for being with us to celebrate his 400th incredible issue, and be sure to catch us again when number 1,000 rolls around!

Excelsior!



Stan Lee



HE SWINGS THROUGH THE NIGHT, OVER THE CITY-- NOT FAR ENOUGH, IT SEEMS; NOT FAST ENOUGH-- TREMBLING LIKE A CHILD, HEART POUNDING IN HIS CHEST.

HE SWINGS THROUGH THE NIGHT, CLINGING TO HOPE-- AND YET AFRAID OF HOPE, MOST OF ALL.

HE'S BEEN DISAPPOINTED
ONCE TOO OFTEN THROUGH
THE YEARS: BEEN LIED TO,
BETRAYED, ABANDONED
AND BROKEN.

YES, IT'S BEEN HARD. YES, THERE HAVE
BEEN TIMES WHEN HE'S GIVEN UP,
SURRENDERED TO DESPAIR. BUT HE'S
ALWAYS COME BACK.



YET IT'S IN HIS
NATURE TO HOPE:
TO BELIEVE IN THE
BEST INSIDE
HIMSELF... AND IN
THE WORLD
AROUND HIM.

AND HASN'T HIS BELIEF
PROVED ITSELF, OVER
AND OVER? HASN'T HE
CHEATED DEATH, FOUND
LOVE, BUILT A LIFE?



PETER PARKER
IS A SURVIVOR...

WHY DON'T
YOU SEE FOR
YOURSELF?



...AND SO IS
HIS AUNT.

Stan Lee Presents:
The Four-Hundredth Issue of
The Amazing Spider-Man!

The Gift



J. M. De Matteis • Mark Bagley • Larry Mahlstedt
WRITER PENCILER INKER

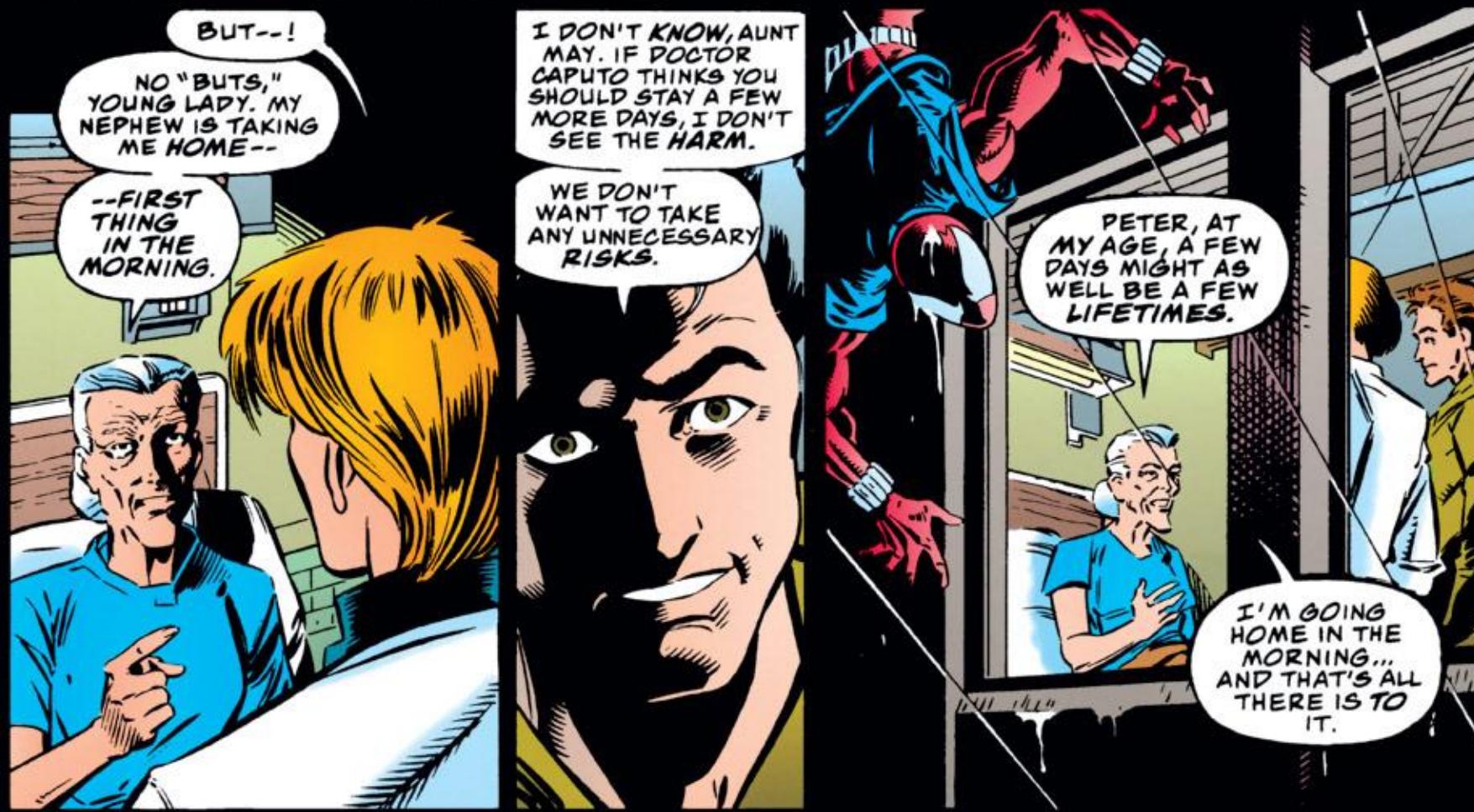
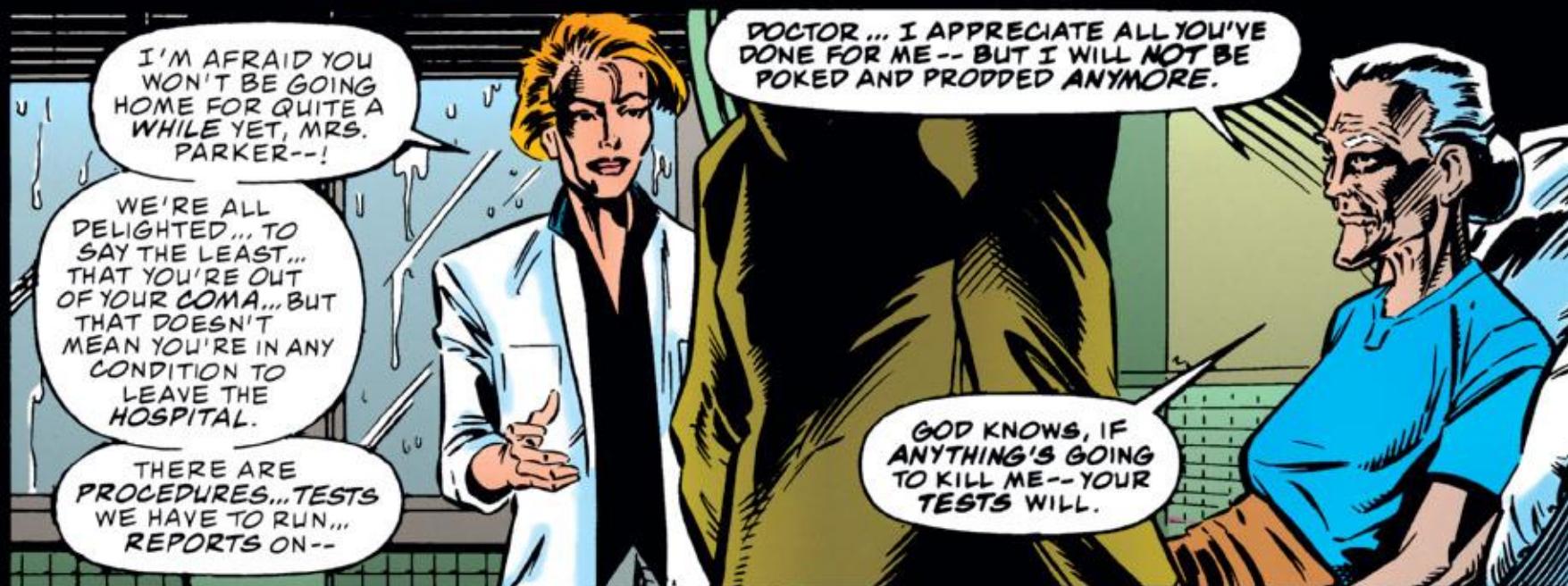
(Randy Emberlin INKER PGS. 32 & 33)

Oakley NY LETTERERS • Bob Sharen COLORIST
Danny Fingeroth EDITOR • Bob Budiansky CHIEF

Dedicated, with deep respect
and admiration, to Stan Lee,
Steve Ditko and John
Romita, Sr.

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I THINK YOU TWO
SHOULD TALK THIS OUT.
REALLY THINK THINGS
THROUGH.

THIS ISN'T A
COLD YOU'RE GET-
TING OVER. NO MATTER
HOW STRONG YOU MAY
BE FEELING RIGHT
NOW... THERE'S EVERY
CHANCE THAT--

PETER KNOWS HE'S OUT
THERE EVEN BEFORE HE
TURNS TOWARD THE WINDOW.

IDIOT, HE THINKS. WHAT
IS HE DOING?



DOESN'T HE REALIZE
WHAT COULD HAPPEN
IF AUNT MAY SEES HIM?
IN HER CONDITION,
SHE MIGHT--

BUT BEFORE THE
THOUGHT IS
COMPLETED...

...THE
SCARLET
SPIDER
IS GONE.

BEN REILLY IS CON-
NECTED TO PARKER
MORE DEEPLY THAN
EITHER OF THEM
CAN BEAR TO ADMIT.
EACH MAN'S SOUL
SHADOWS THE OTHER,
ECHOES IT.

ONE LOOK AT THE FURY ON PARKER'S
FACE WAS ENOUGH TO COMMUNICATE,
QUITE ELOQUENTLY, THE TRUTH
REILLY DOESN'T WANT TO HEAR:

PETER
PARKER'S
CLONE
SCALES
THE SIDE
OF FOREST
HILLS
HOSPITAL,
CURSING
HIMSELF
FOR A FOOL.

"YOU'RE NOT
HER NEPHEW.
YOU DON'T
BELONG HERE.
GO AWAY
BEFORE YOU
MAKE THINGS
WORSE."

HE KNOWS THAT
PARKER IS
RIGHT: WHAT IF
MAY HAD
SEEN HIM?

HE REMEMBERS HOW SHE'D SIT IN FRONT OF THE TELEVISION, WATCHING THE NEWS... GOING ON AND ON ABOUT "THAT AWFUL SPIDER-MAN."

SOMETHING IN THAT MASKED FACE ALWAYS HORRIFIED HER... MADE HER ALMOST IRRATIONAL.

THAT THE ONLY REASON HE CAME BACK TO NEW YORK WAS TO BE HERE FOR MAY DURING THIS CRISIS.

BUT THE ACHE CUTS TWO WAYS; BECAUSE, IF MAY IS ALL RIGHT, THEN THERE'S NO REASON FOR HIM TO REMAIN IN NEW YORK.

AND NOW THE CRISIS IS OVER. SHE'S ALL RIGHT!

TO SEE HER WELL AGAIN... SITTING UP, TALKING, SMILING... FILLS HIS HEART SO MUCH IT ACES.

HE SHOULD PACK HIS BAG, HIT THE OPEN ROAD, AND RETURN TO THE WANDERER'S LIFE.

I REMEMBER? HE THINKS. NO... PETER REMEMBERS. I JUST REMEMBER--

--THE MEMORY.

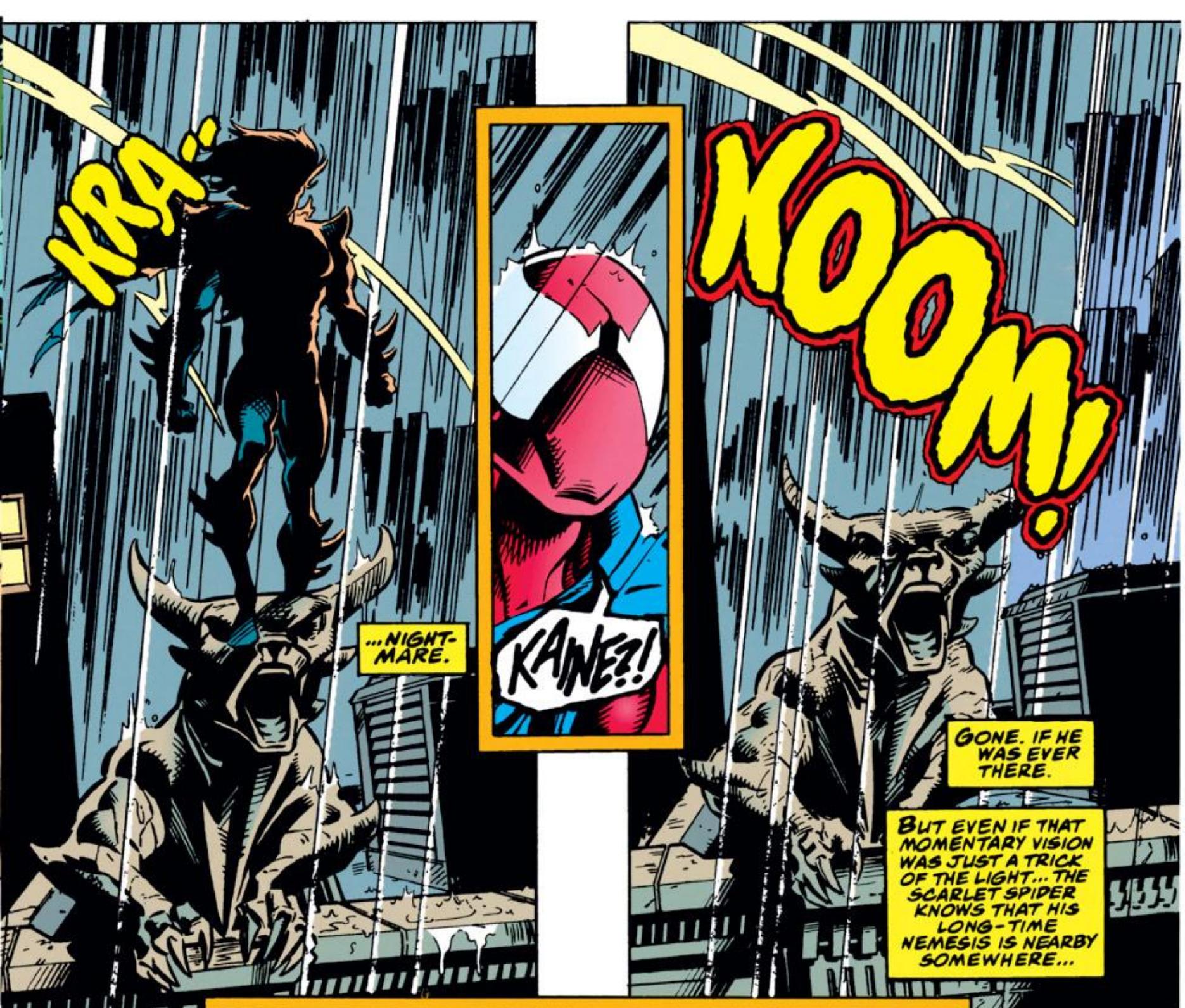
BUT REAL MEMORY OR IMPLANTED ONE, HE CAN'T CHANGE THE FACT THAT HE LOVES HER.

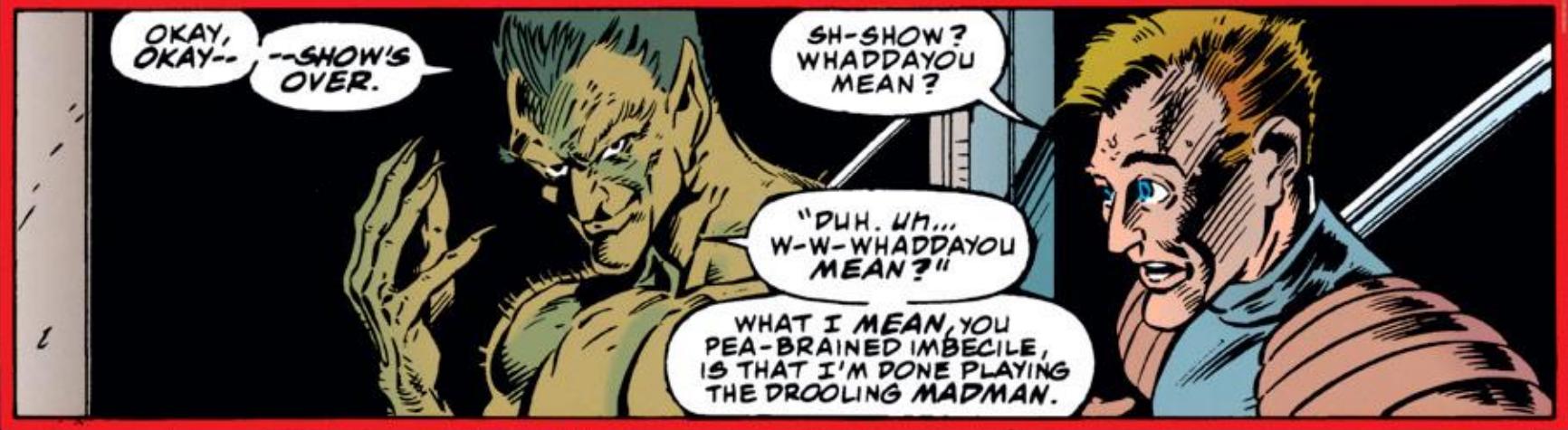
NOT A BAD LIFE, REALLY. HE'S DONE PRETTY WELL THESE PAST FIVE YEARS. HE'S FOUND AN INNER BALANCE, FOUND... HIMSELF.

OR AT LEAST HE THOUGHT HE HAD.

COMING BACK HERE-- TO THIS PLACE WHERE EVERY STREET CORNER MIRRORS A PAST HE YEARS FOR AND A FUTURE HE CAN NEVER HAVE-- HAS BEEN A KIND OF SWEET TORTURE.

EQUAL PARTS PLEASANT DREAM-- AND TERRIFYING...









HE SHOULD BE HAPPY THAT MAY'S HOME. HAPPY THAT THE FAMILY IS TOGETHER AGAIN, SHARING THE DELIGHTS OF THIS MAGIC, MIRACULOUS TIME.

MAYBE, HE THINKS, I'M INCAPABLE OF BEING HAPPY. MAYBE I'VE SPENT SO MANY YEARS WORRYING ABOUT SYMBIOTES AND SIMULACRA AND CLONES THAT I CAN'T TRUST EVEN THE SIMPLEST JOY.

BUT HE'S NOT.

EVEN NOW, EVEN HERE, I'M WAITING FOR SOMETHING DARK AND UGLY TO COME CRAWLING...

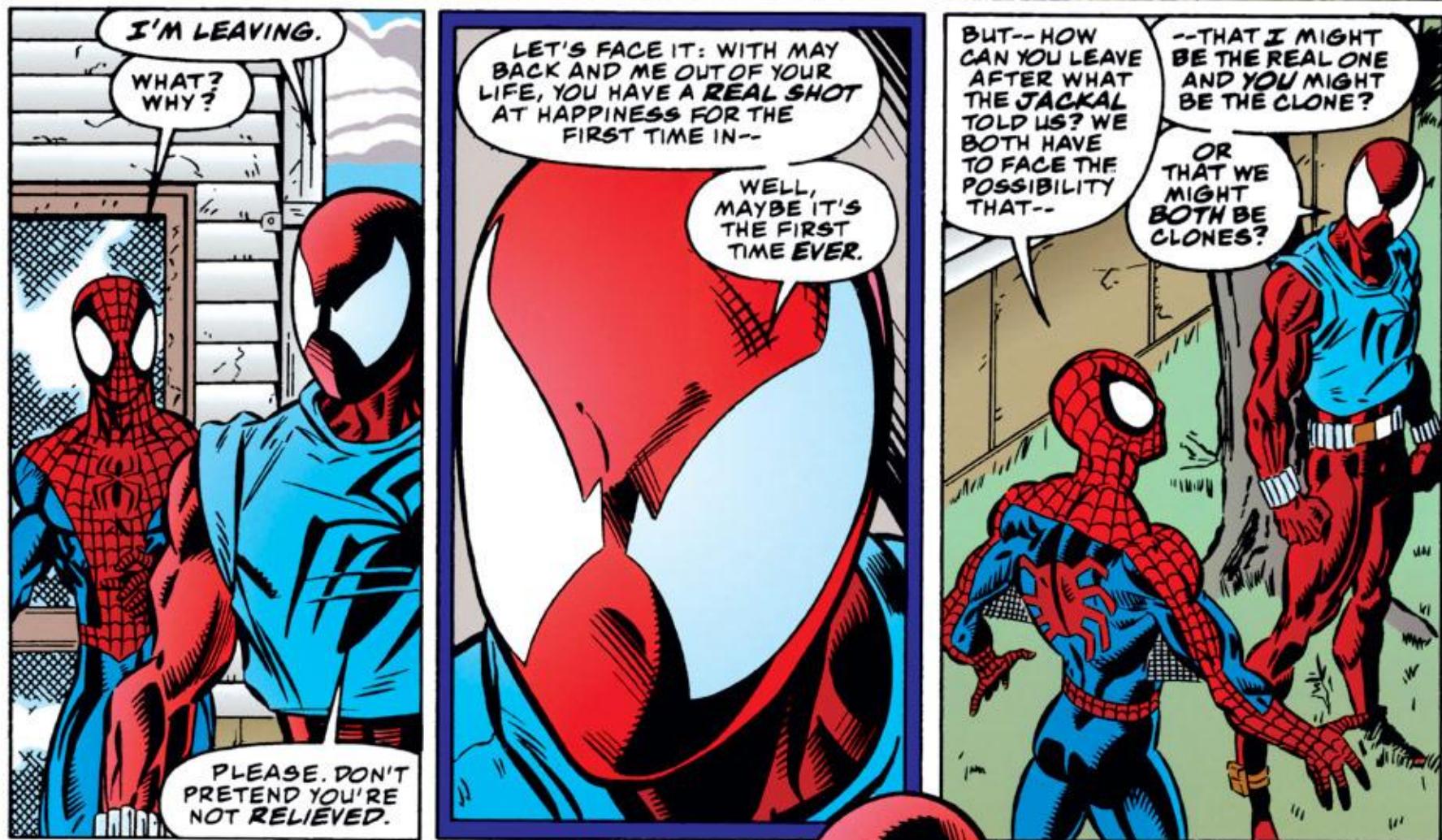
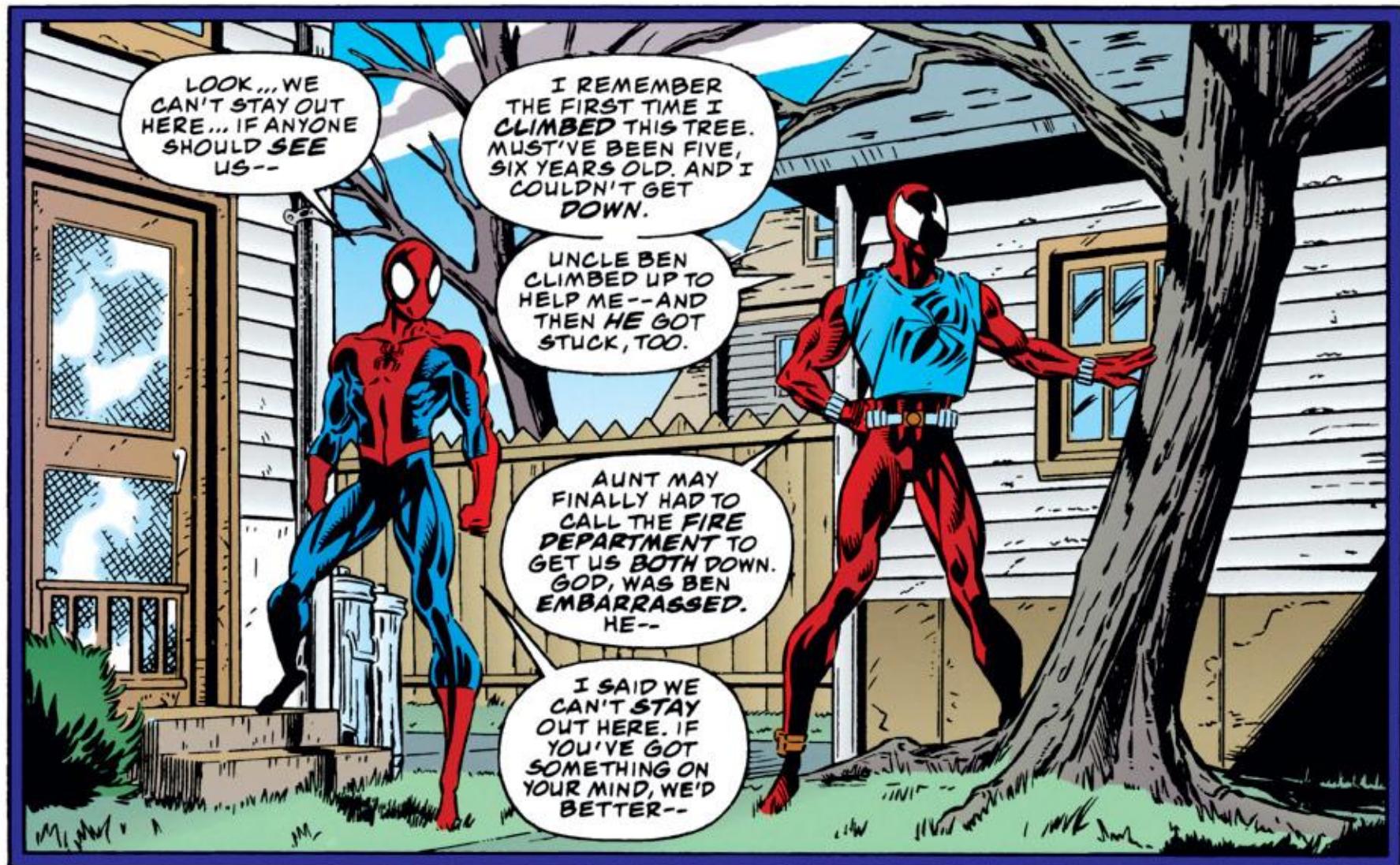
PETER--

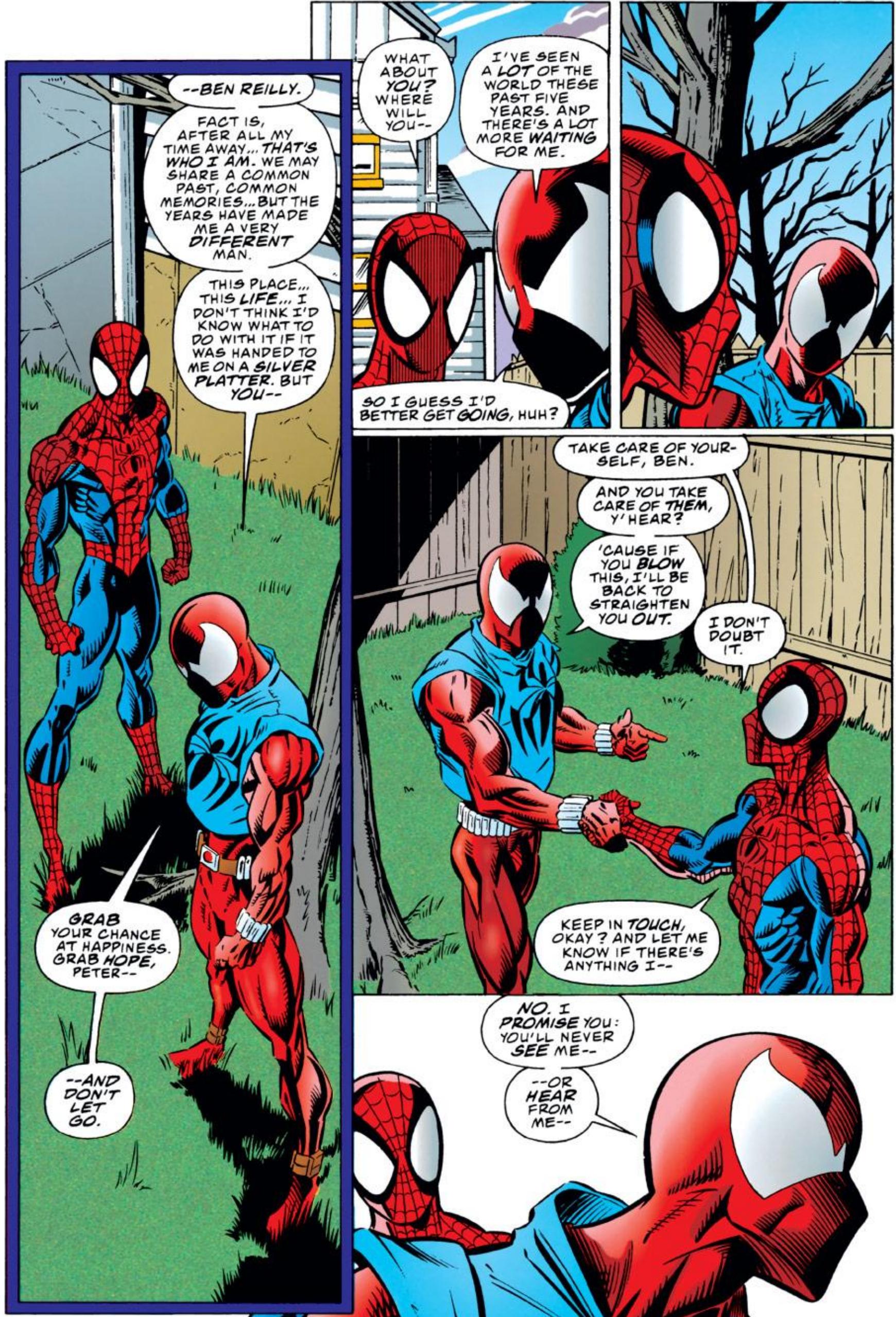
...OUT OF THE SHADOWS.

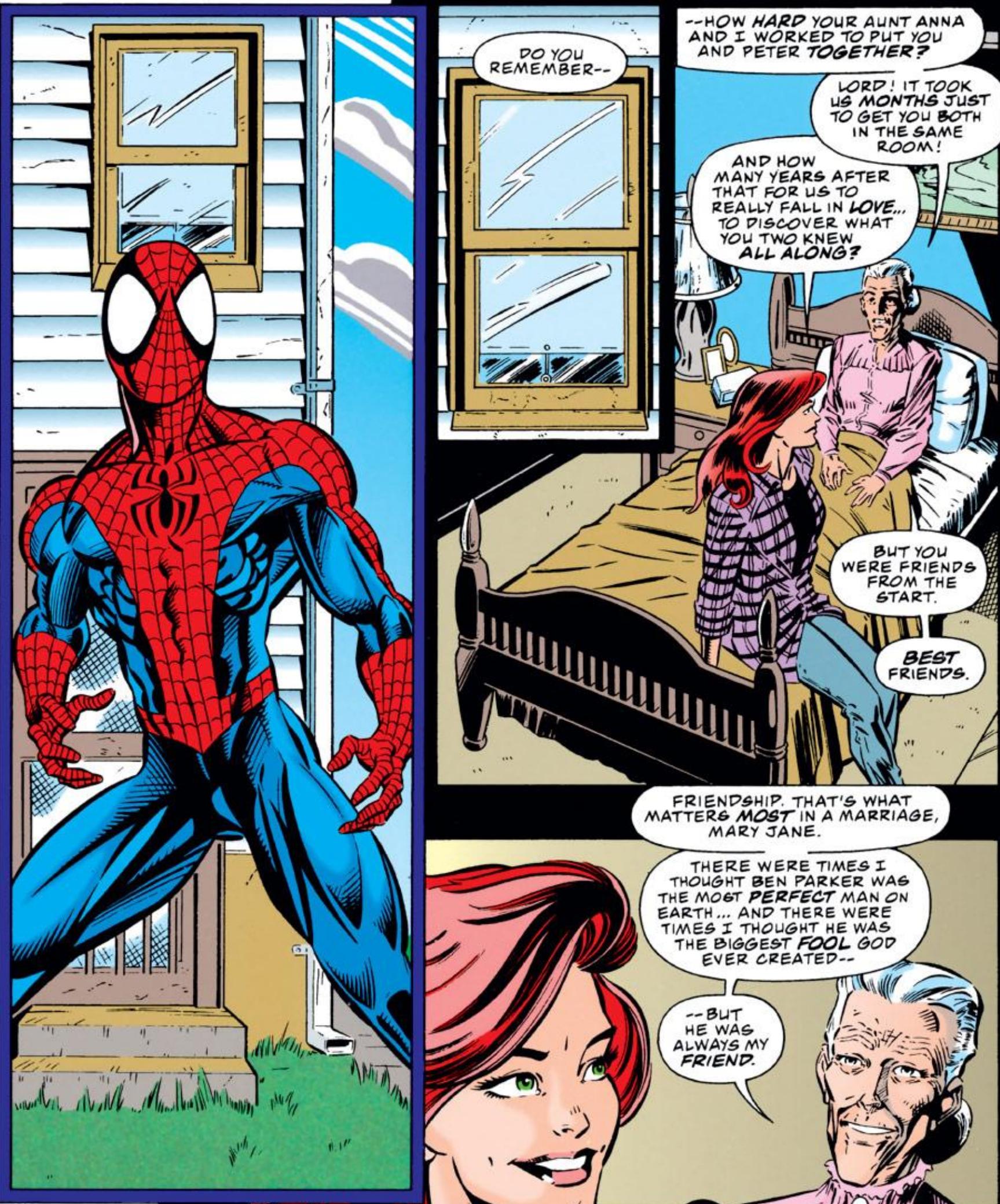
--WE HAVE TO TALK.

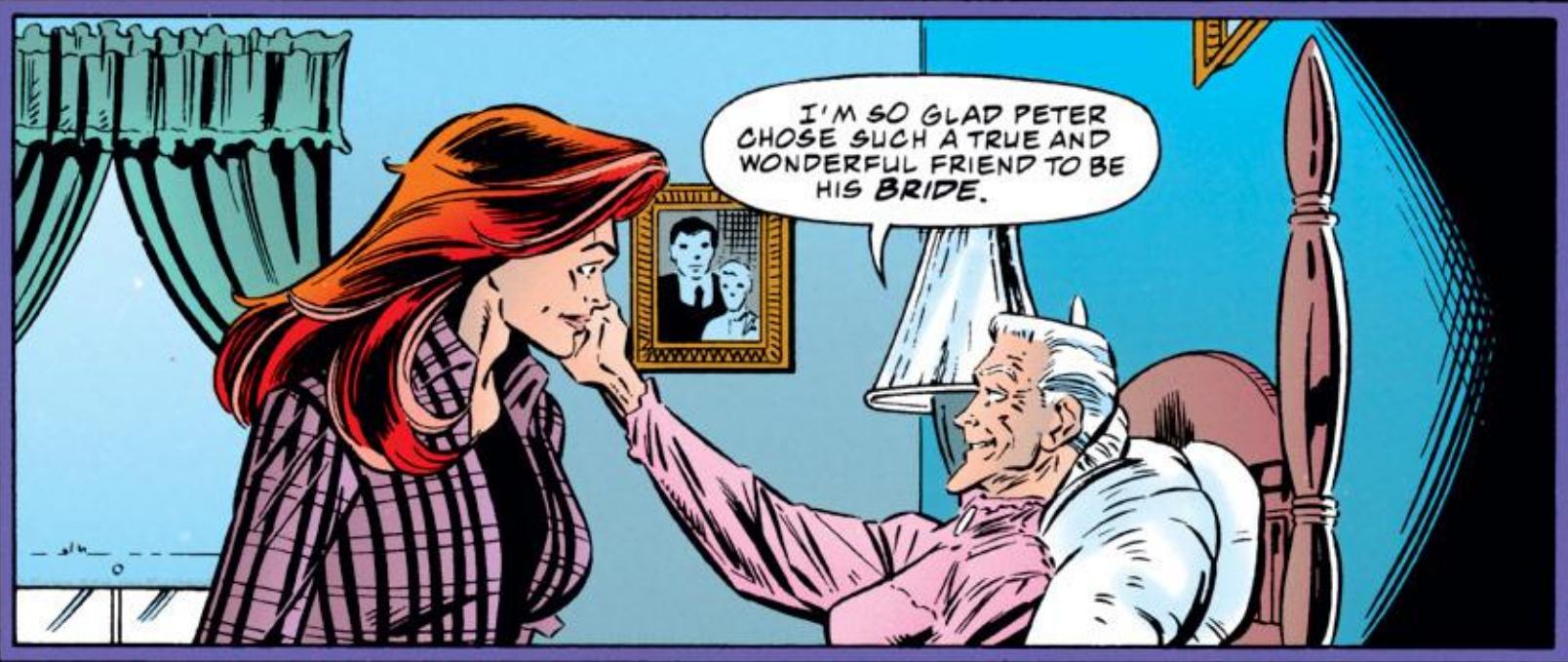
YEAH.

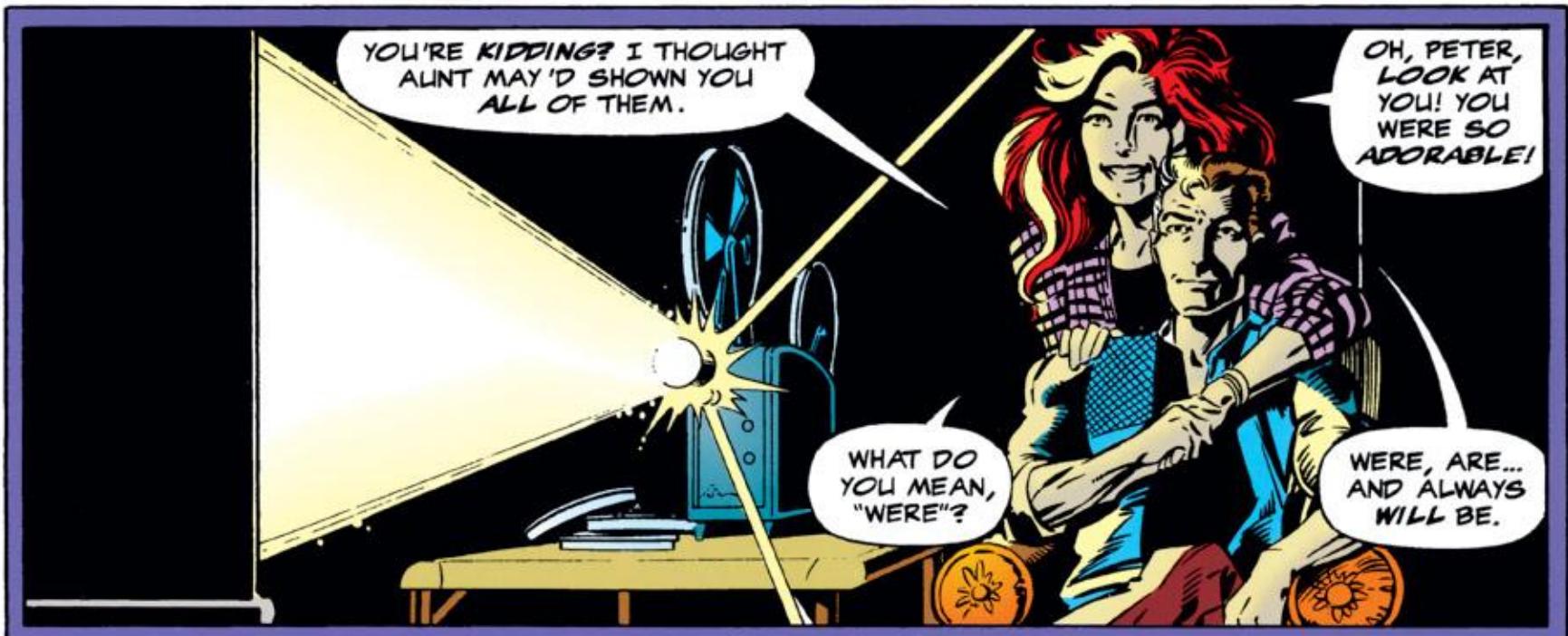
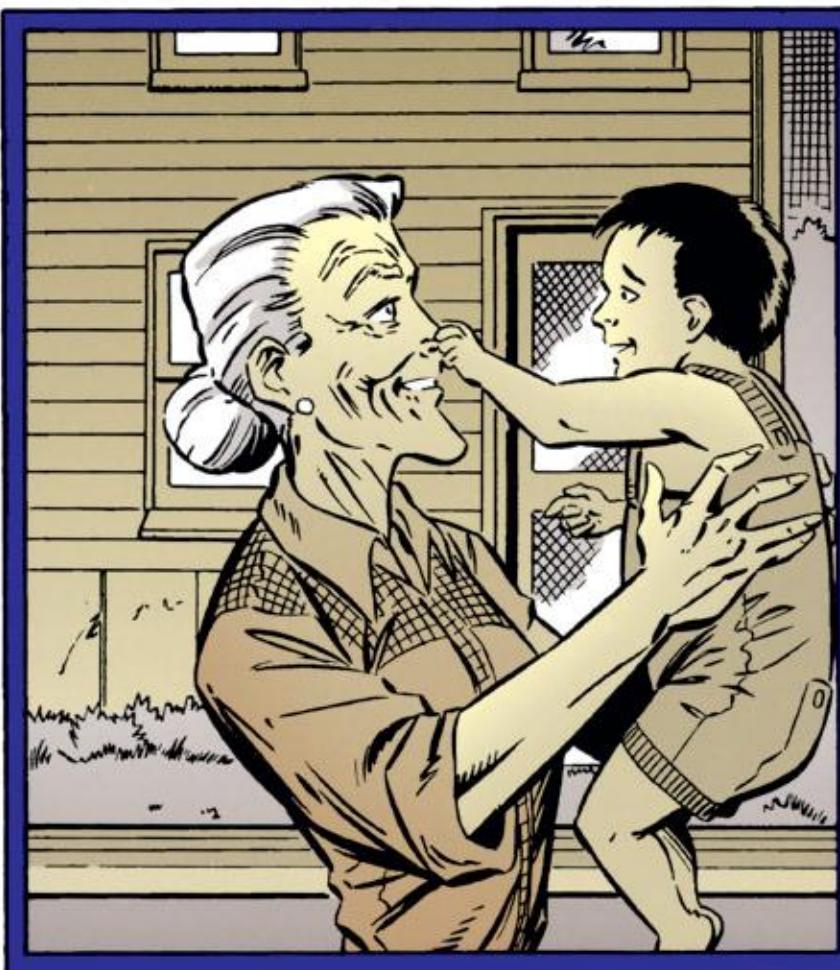
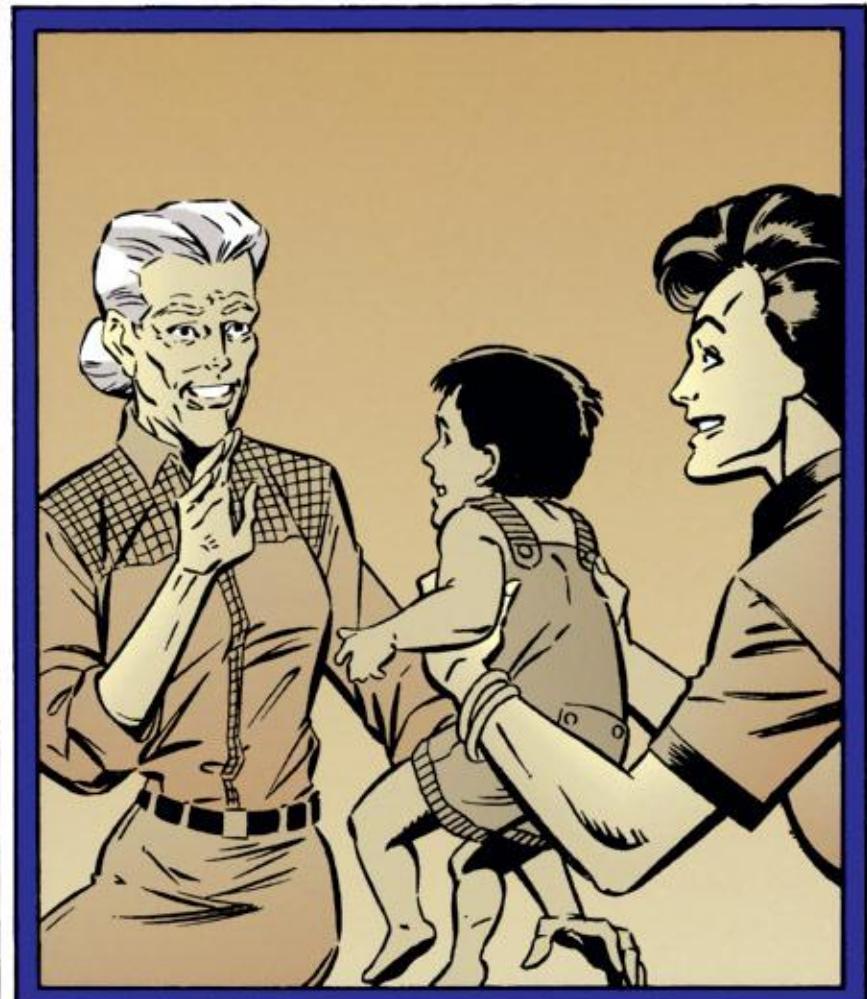
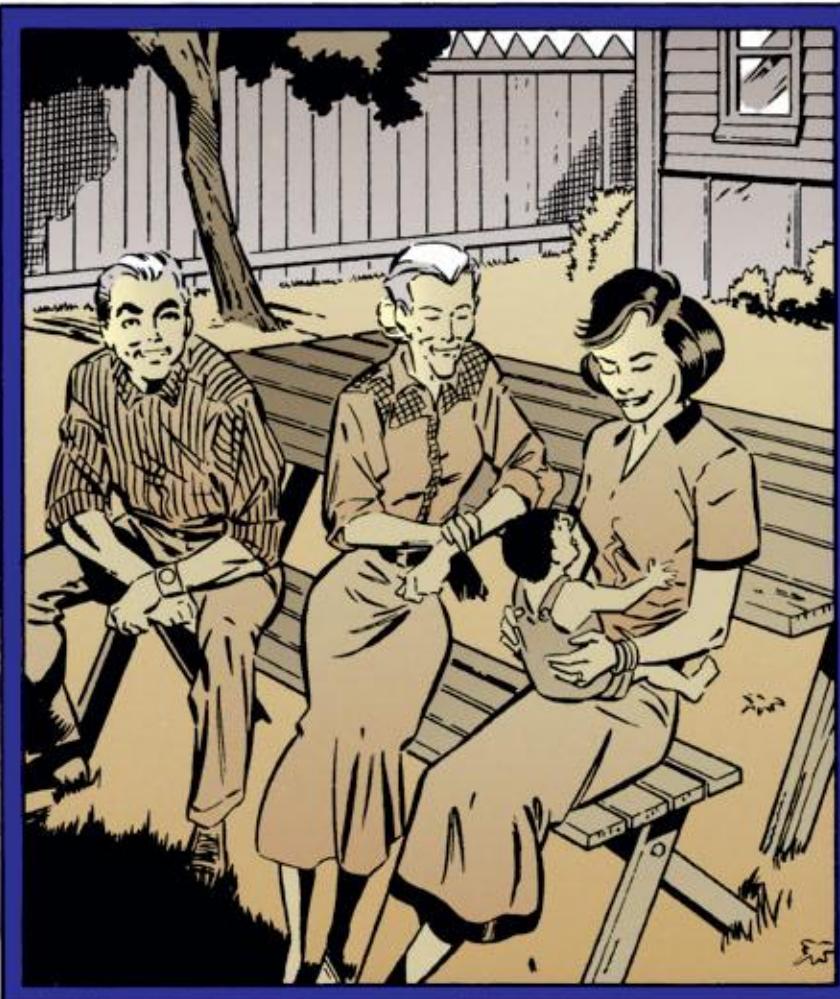
MAYBE WE DO.











AMAZING, ISN'T IT? TO JUST SIT HERE ON THE COUCH AND LOOK AT THE PAST LIKE THIS?

FUNNY THING IS... I HARDLY REMEMBER ANY OF IT. IF IT WASN'T FOR THESE OLD HOME MOVIES... I'D NEVER KNOW MOST OF THIS EVER HAPPENED.

WELL, YOU WERE SO LITTLE-- HOW COULD YOU REMEMBER IT?

BUT DON'T OUR MEMORIES DEFINE US? MAKE US WHO AND WHAT WE ARE?

YOU'RE GETTING AWFULLY PHILOSOPHICAL ALL OF A SUDDEN.

THINK ABOUT IT. IF SOMEONE TOOK AWAY OUR MEMORIES... OUR PAST... WOULD THAT MAKE US ANY LESS WHO WE ARE?

AND IF SOMEONE ELSE HAD THOSE MEMORIES... EVEN IF THEY WEREN'T REALLY THEIR OWN... WOULDN'T THAT PERSON STILL BE US, IN SOME WAY?

OH, SO THAT'S WHAT THIS IS ABOUT.

YOU'RE TORTURING YOURSELF OVER THIS BEN REILLY THING.

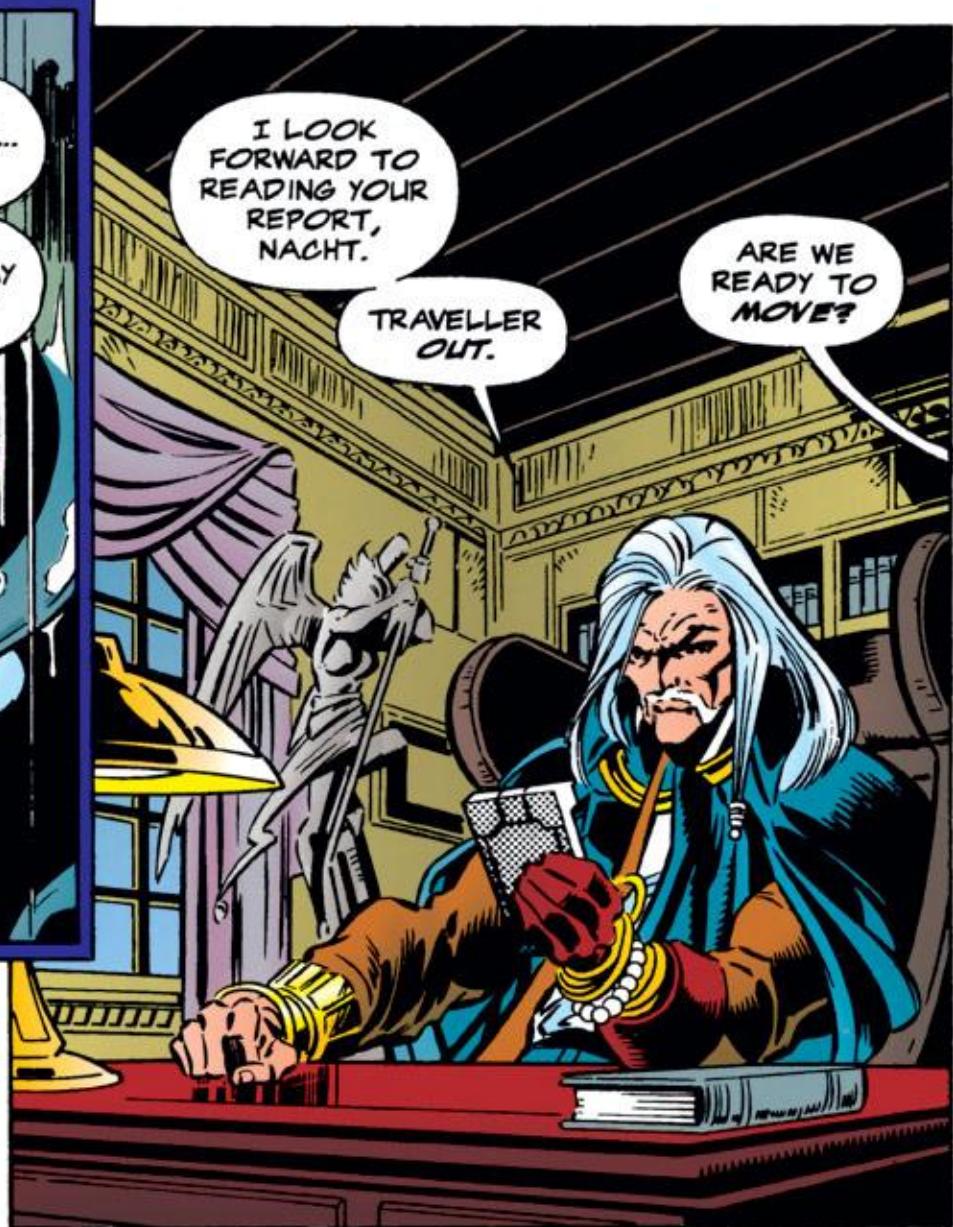
I'M NOT TORTURING MYSELF, IT'S JUST THAT--

JUST WHAT?

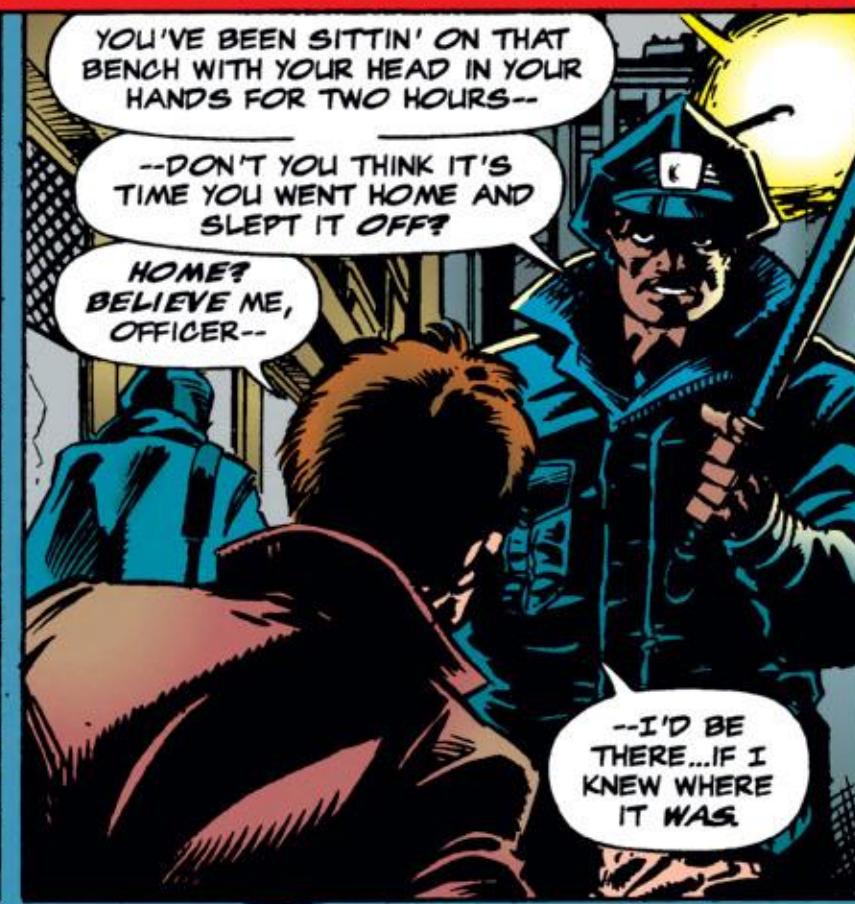
MARY JANE... EVERYTHING I'VE LIVED THROUGH... EVERYTHING I AM--

-HE IS, TOO.









LOOK...MAYBE YOU ARE DRUNK...
OR MAYBE THERE'S SOMETHING
ELSE GOIN' ON HERE--

EITHER WAY, I THINK WE'D
BETTER GO ON OVER TO
THE STATION AN'--

NO!

THE BUZZING! IT COMES
FROM NOWHERE. AND
EVERWHERE!

SEEMS TO VIBRATE THROUGH
HIS BONES...PULSATE
THROUGH HIS MUSCLES!

HE LEAPS--WITH-
OUT KNOWING HE'S
EVEN DONE IT.

SKITTERS UP
THE SIDE OF
THE BUILDING
LIKE AN
INSECT--
ESCAPES--
ALL THE
WHILE
WATCHING
HIMSELF...

...BOTH AMAZED
AND TERRIFIED BY
WHAT HE'S DOING.

WHO AM I? HE
THINKS AGAIN.

AND FOR THE
FIRST TIME...
HE'S AFRAID OF
THE ANSWER.

BAG

A WEEK PASSES UNEVENTFULLY; MAY'S CONDITION REMAINS BLESSEDLY STABLE.

MARY JANE AND HER AUNT ANNA HOVER OVER THE OLD WOMAN LIKE GUARDIAN ANGELS. DOCTOR CAPUTO CALLS REGULARLY. STOPS IN WHEN SHE CAN.

PETER, OF COURSE, WORRIES.

NOT THAT HE DOESN'T SPEND HOURS SITTING WITH HIS AUNT--READING TO HER, TELLING STORIES, JOKING. THEY ALWAYS COULD MAKE EACH OTHER LAUGH--AND NOW, MORE THAN EVER...

...HE CHERISHES THE LAUGHTER.

I CAN'T BELIEVE I LET YOU TALK ME INTO THIS, AUNT MAY.

OH, PLEASE, PETER... ONE MORE DAY COOPED UP IN THAT HOUSE AND I'D GO ABSOLUTELY BATTY.

WHERE'S THE HARM IN COMING UP HERE FOR AN HOUR?

TOP OF THE EMPIRE STATE. I USED TO LOVE IT WHEN YOU AND UNCLE BEN WOULD BRING ME HERE.

HE WAS CRAZY ABOUT THIS PLACE. USED TO TAKE ME HERE WHEN WE WERE COURTING.

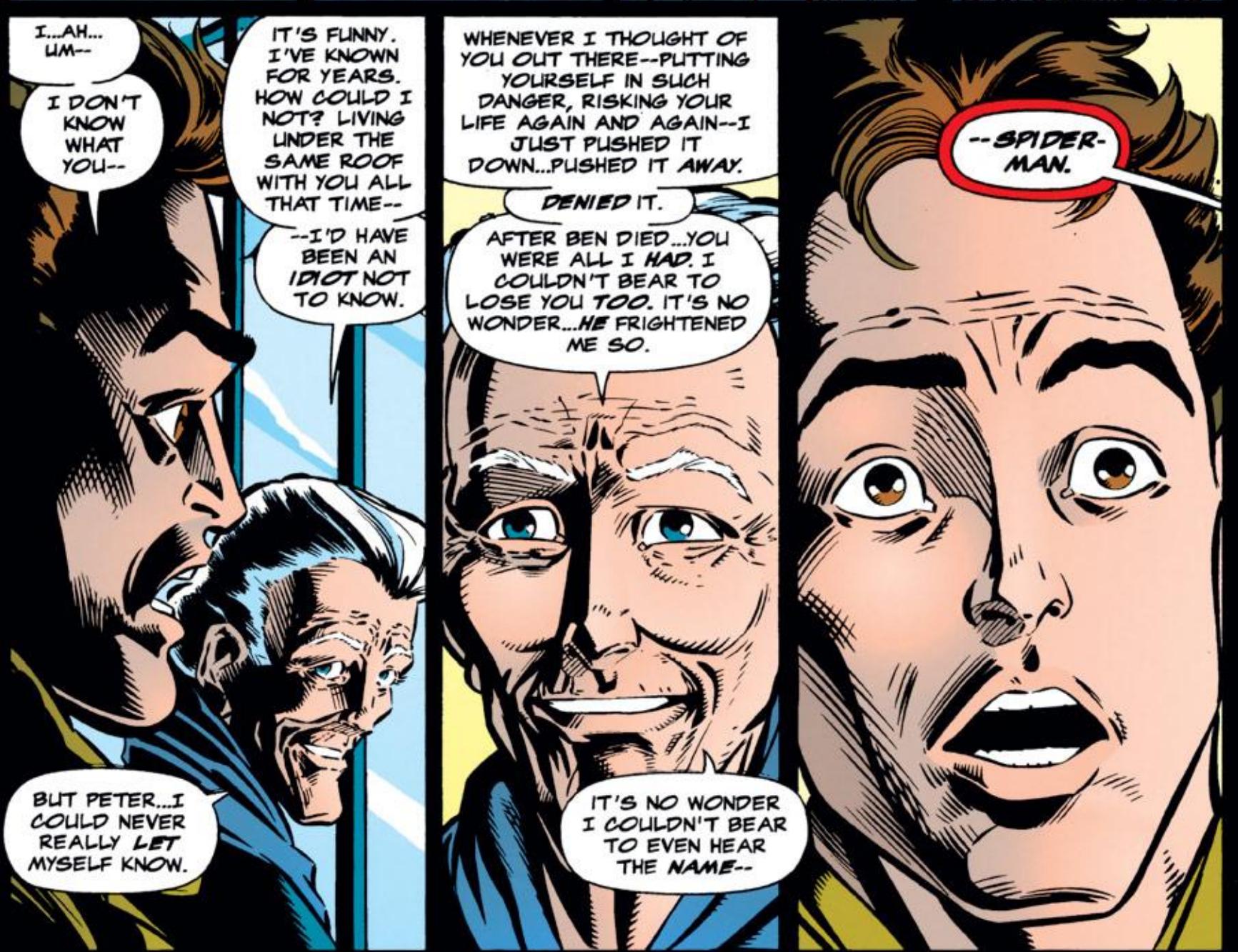
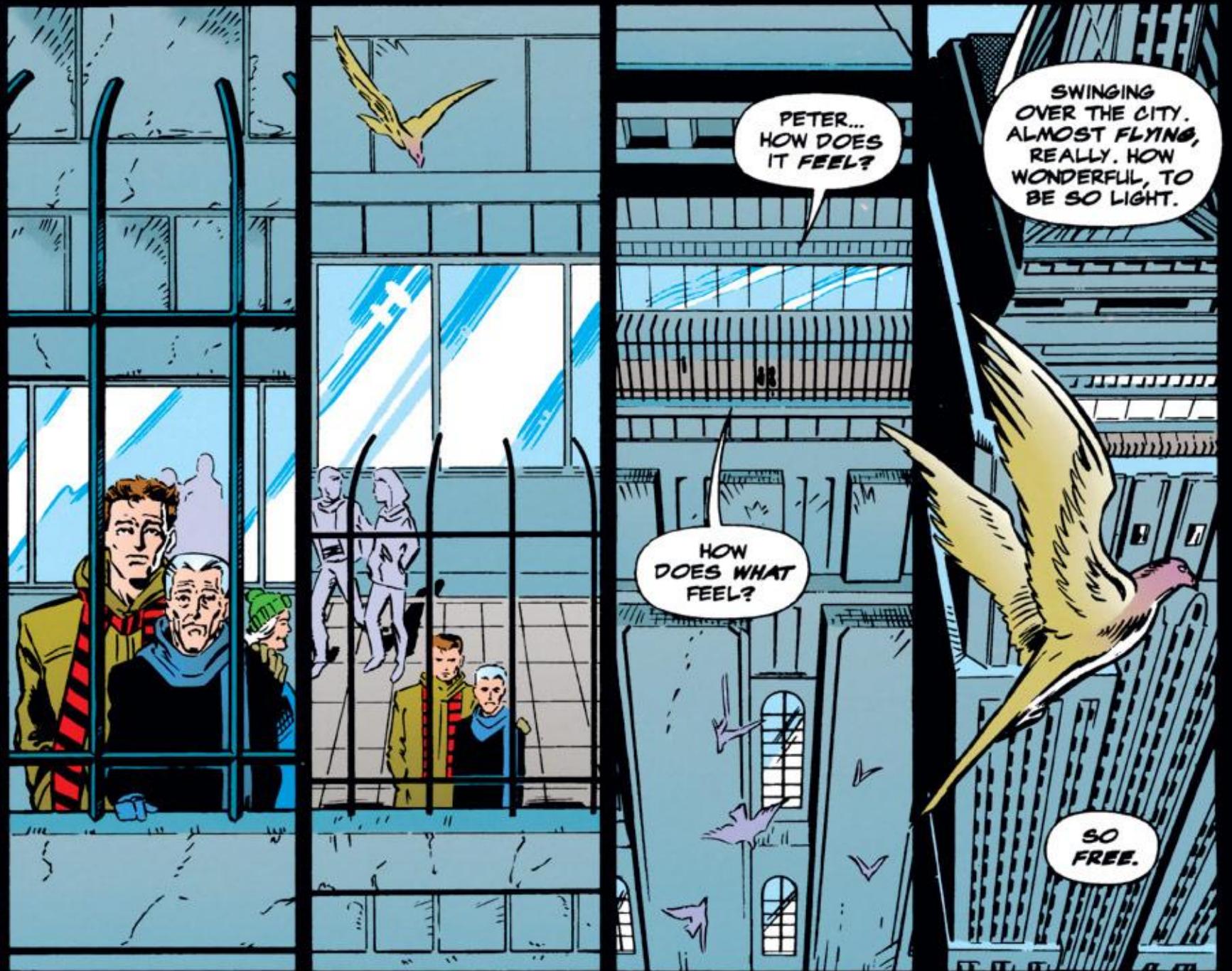
GUESS IT WAS A CHEAP DATE, HUH?

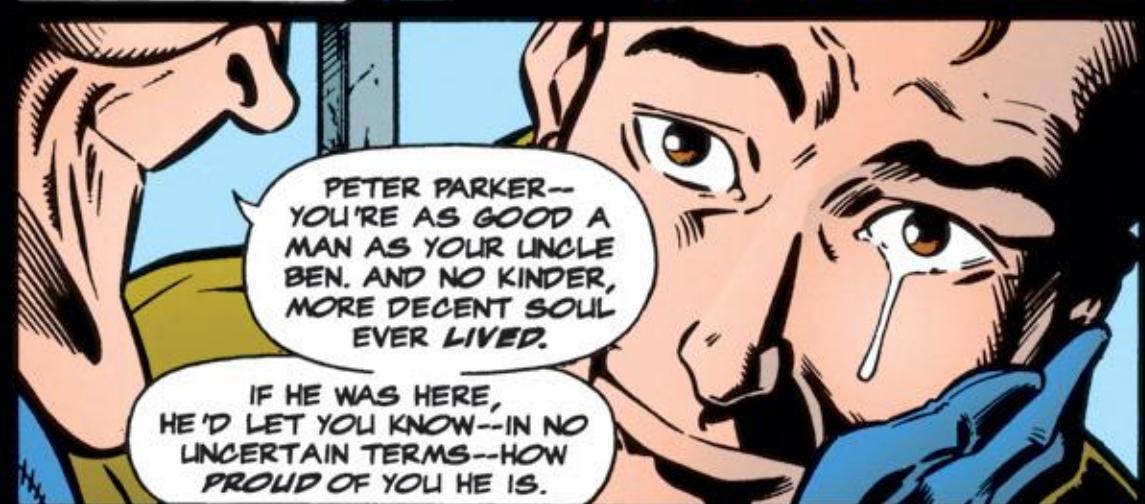
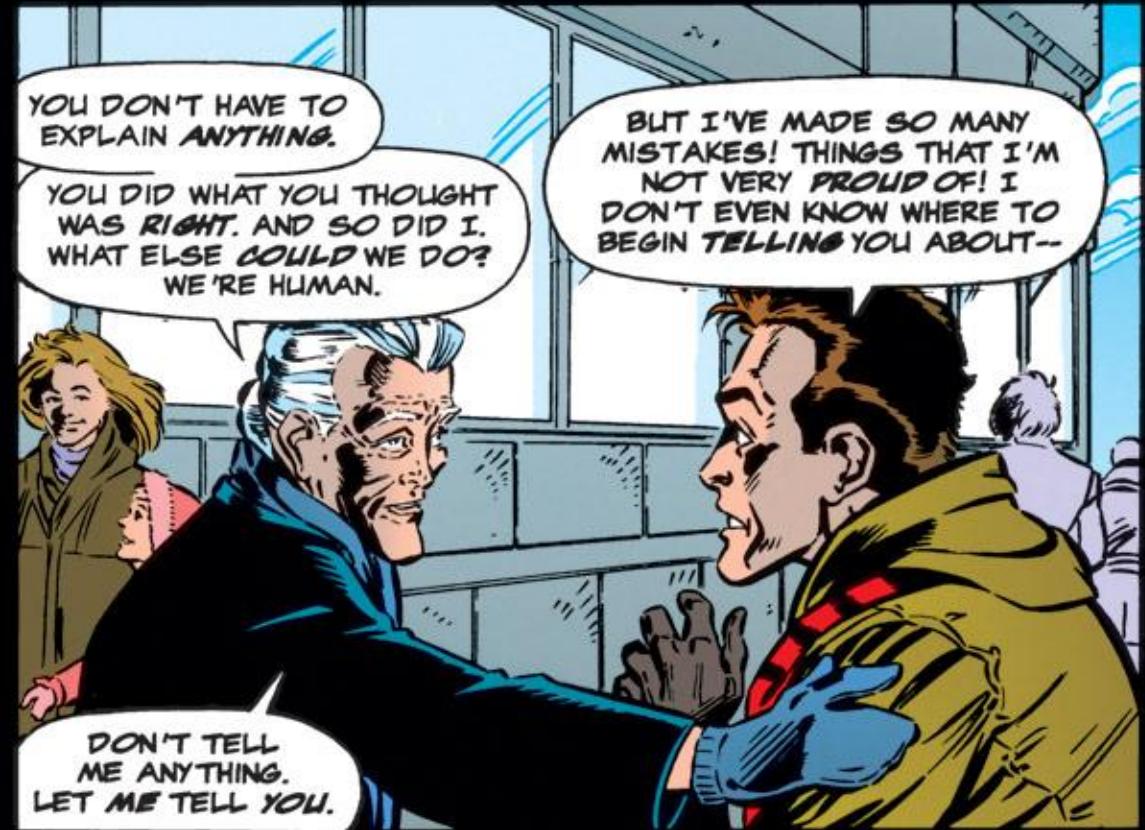
WE DIDN'T HAVE VERY MUCH MONEY...BUT I SWEAR TO YOU IT WAS BETTER THAN ANY MOVIE OR ANY MEAL IN A FANCY RESTAURANT--

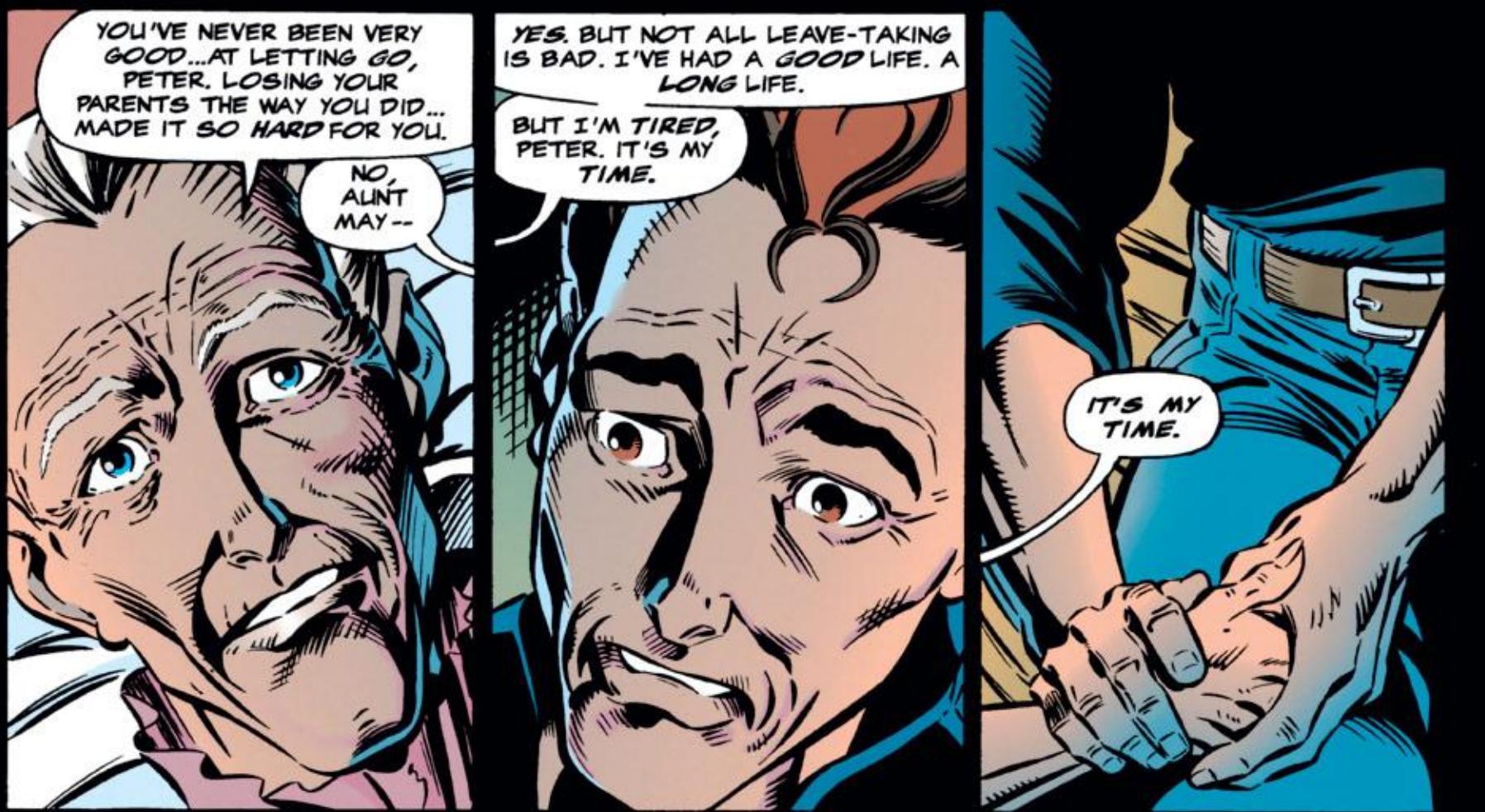
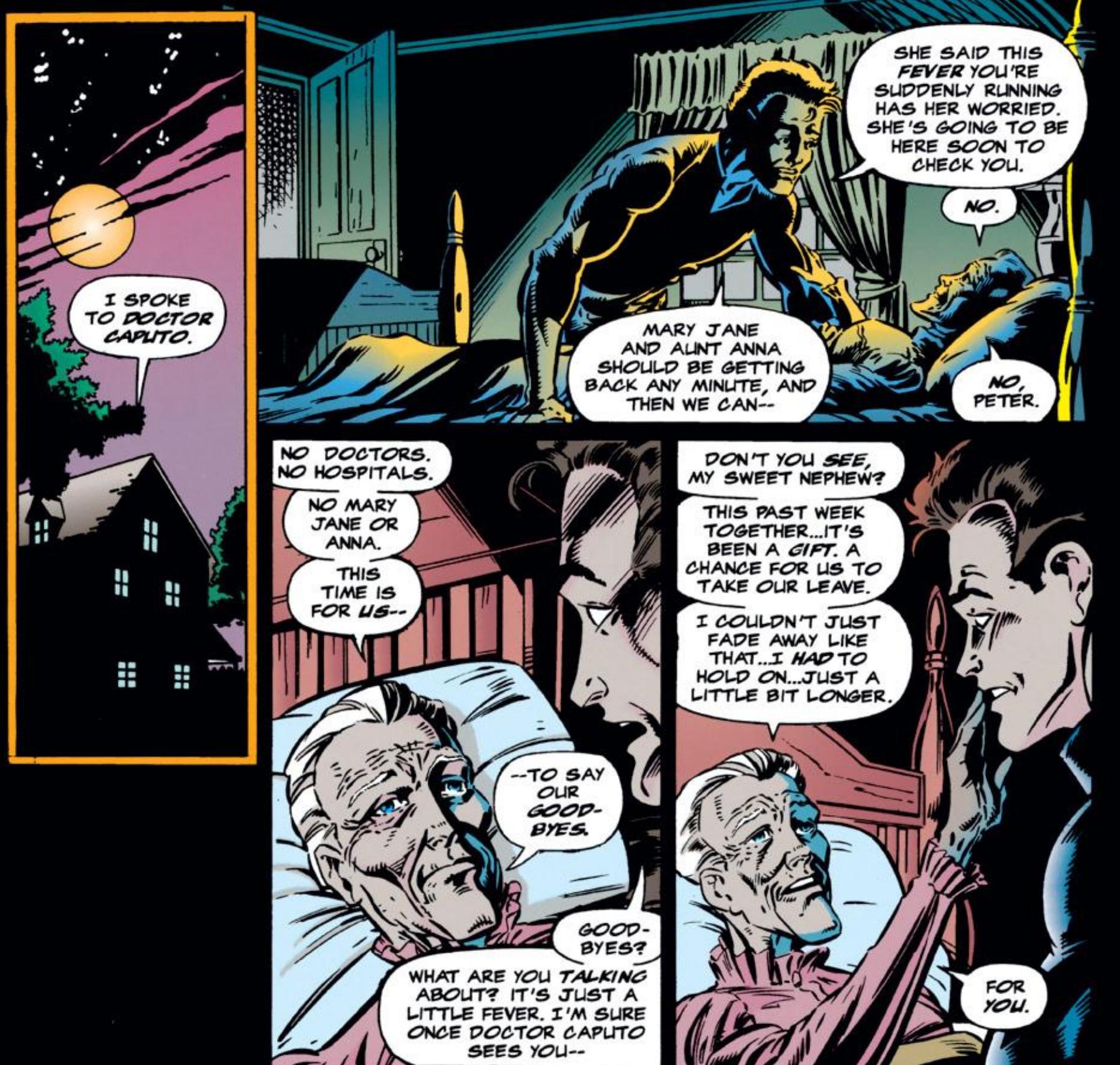
--BECAUSE WE WERE TOGETHER.

YOU STILL MISS HIM, DON'T YOU?

AUNT MAY?









I... I HAD A... DREAM RECENTLY.
I DREAMED I WAS DYING.
AND YOU WERE THERE WITH
ME, AUNT MAY.

I WAS SO SCARED...
SO CONFUSED... BUT I
KNEW THAT YOU'D HELP ME.

AND
YOU DID.

YOU TOLD ME I HAD A
JOURNEY TO MAKE. IT WAS MY
DESTINY, YOU SAID. "WHAT AM I
SUPPOSED TO DO?" I ASKED
YOU. "WHERE AM I SUPPOSED
TO GO?"

AND YOU REMINDED ME OF
THAT BOOK YOU'D READ TO
ME... OVER AND OVER... WHEN I
WAS LITTLE.

YOU POINTED TO THE NIGHT
SKY... AND DO YOU KNOW
WHAT YOU SAID?

"SECOND TO
THE RIGHT... AND
STRAIGHT ON
TILL MORNING."

REMEMBER THAT? HOW
PETER PAN AND WENDY,
MICHAEL, AND JOHN, WOULD
FLY... OVER THE CITY AND
UP... INTO THE HEAVENS?

LET
GO.

FLY.

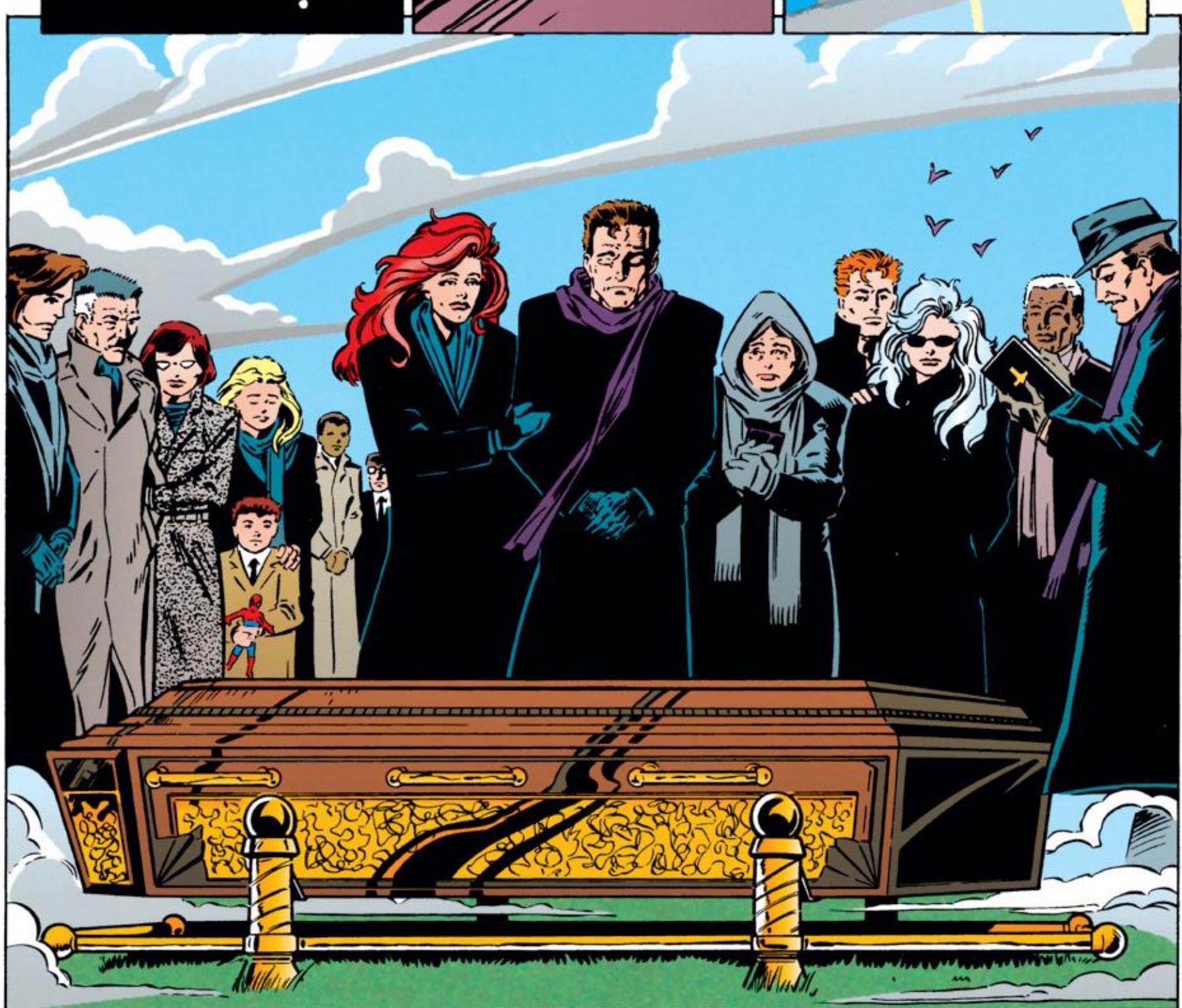
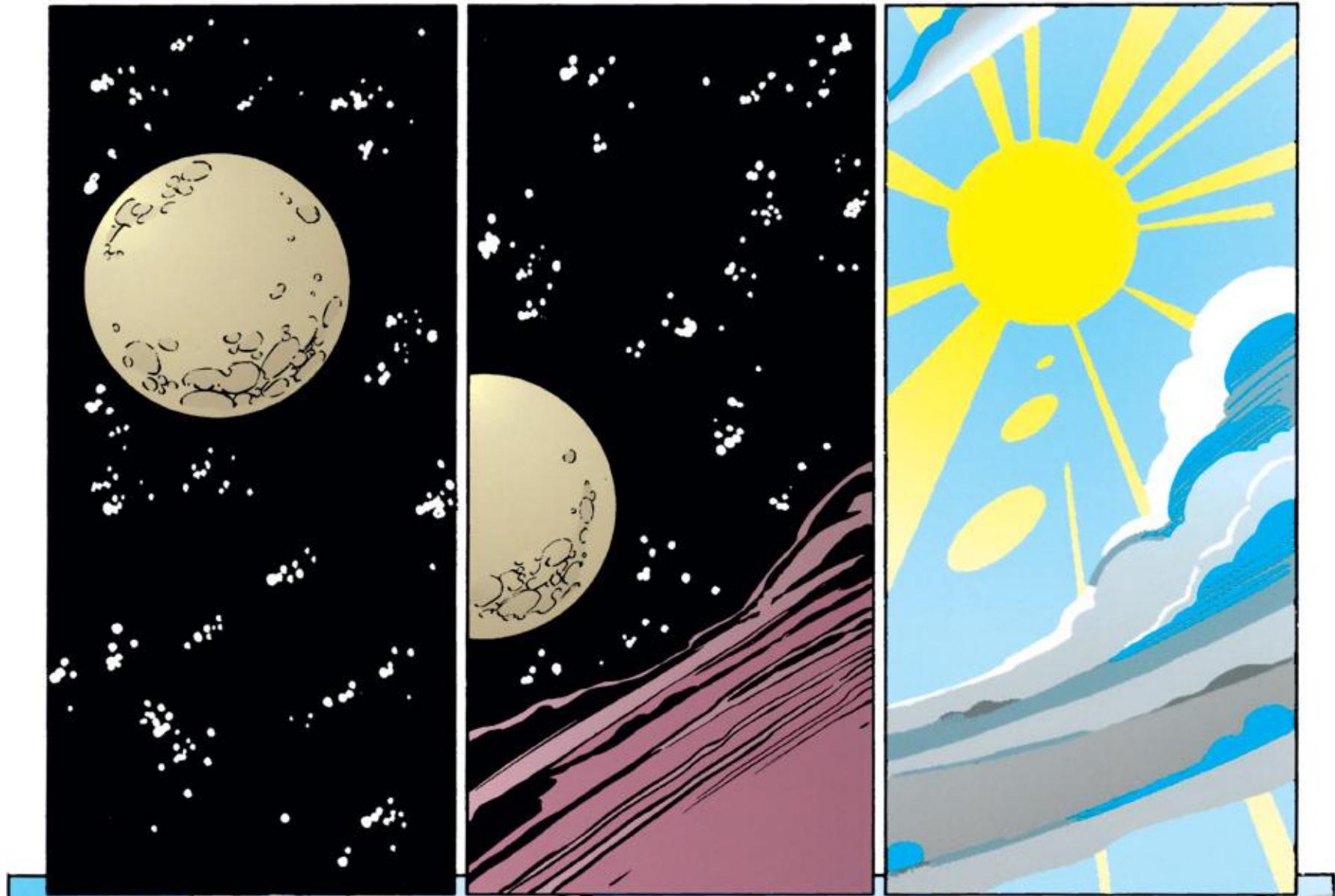
"SECOND TO
THE RIGHT--"

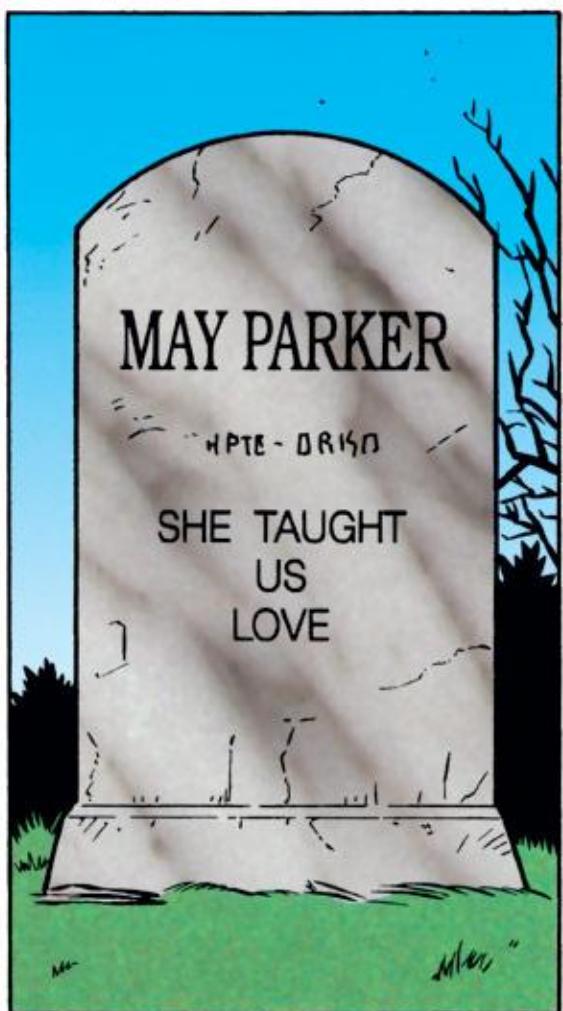
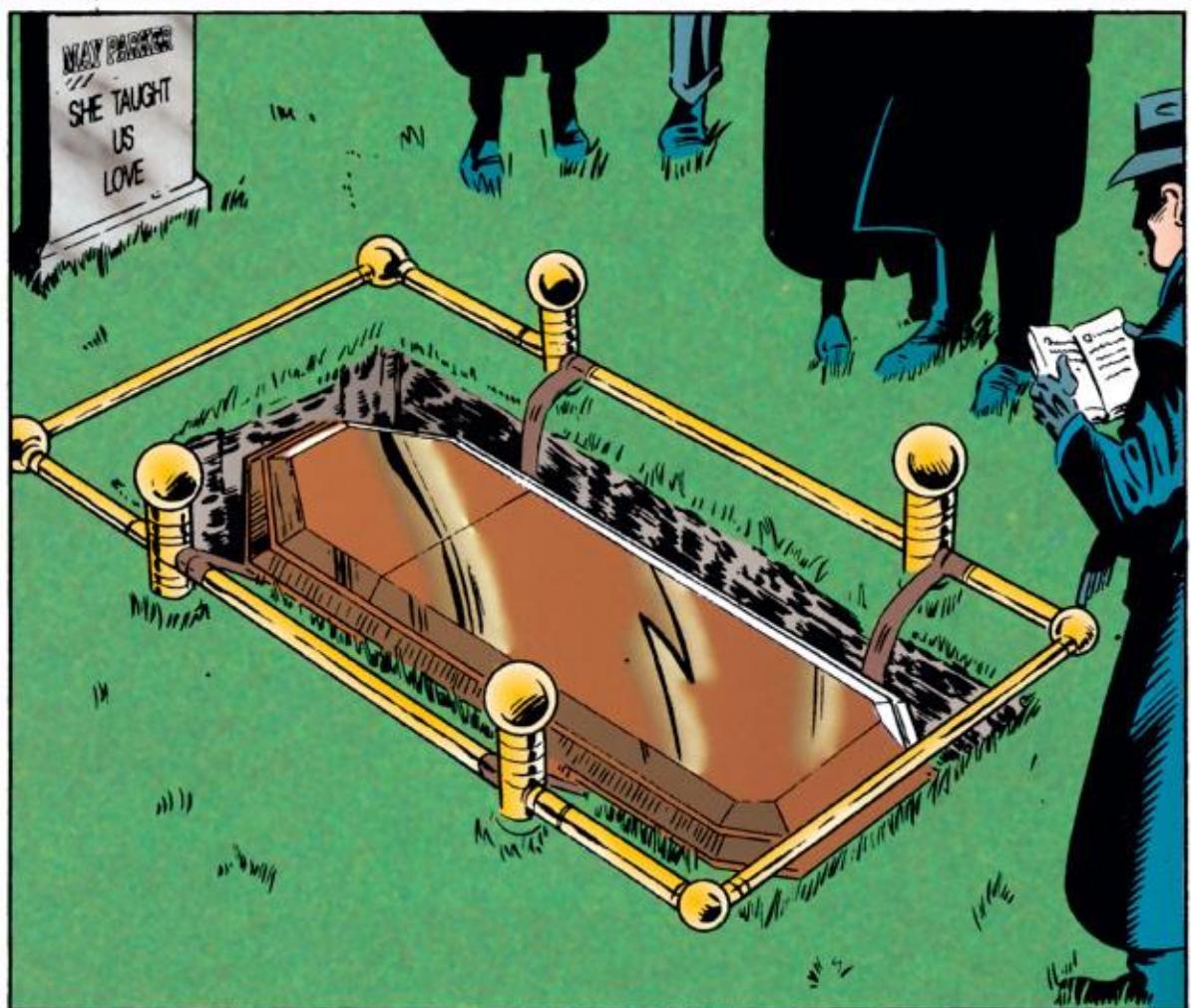
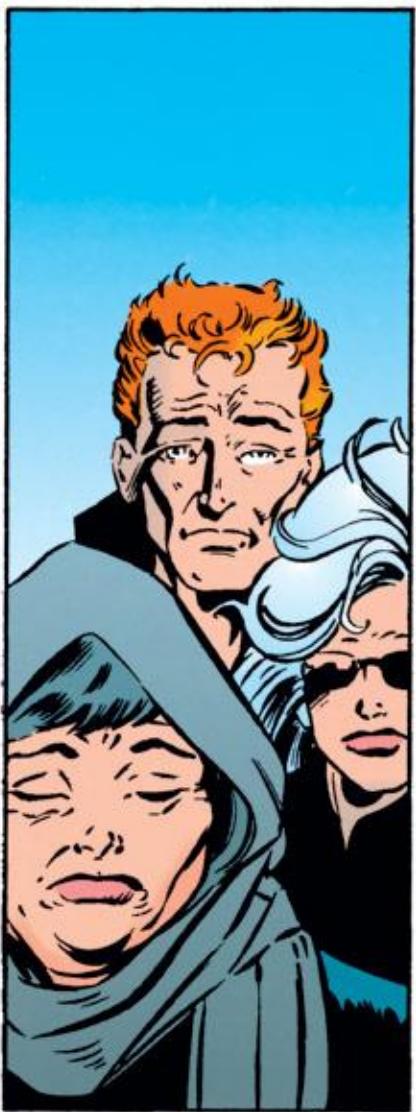
THAT'S WHAT
I WANT YOU
TO DO, AUNT
MAY.

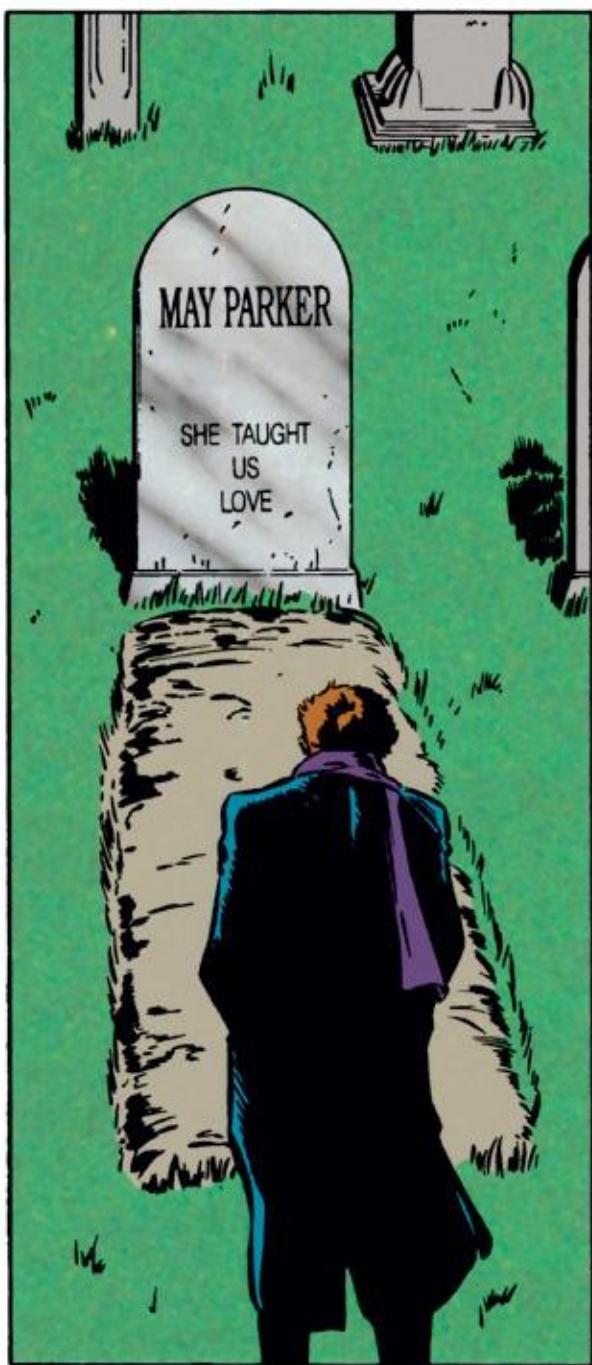














...THE MOURNERS GATHER AT PETER AND MARY JANE'S BROWNSTONE TO SHARE THEIR GRIEF--AND THEIR MEMORIES OF A REMARKABLE WOMAN.

...BUT HIS THOUGHTS ARE FAR AWAY.

HE THINKS OF THE LOSS THAT WILL HAUNT HIM FOR YEARS TO COME; OF THE EMPTINESS IN HIS SOUL--SO DEEP IT MAY NEVER BE FILLED.

YET, PARADOXICALLY, HE'S FILLED TO BURSTING BY THE GIFTS MARY PARKER HAS BEQUEATHED HIM:

AND THE GREATEST GIFT OF ALL--HER BLESSINGS ON HIS LIFE AS SPIDER-MAN.

HIS MIND WANDERS TO BEN REILLY. PERHAPS IT'S INTUITION...PERHAPS IT'S FOOLISHNESS...BUT HE'S FELT REILLY'S PRESENCE THESE LAST DAYS...

PETER PASSES AMONG THEM, ACCEPTS THEIR WORDS OF CONSOLATION...

HER WRY HUMOR AND STUBBORN LOVE...HER UNCANNY ABILITY TO FACE LIFE'S HARDSHIPS WITHOUT BITTERNESS OR ANGER.

...AS IF HIS DOUBLE HAS BEEN BY HIS SIDE, SUPPORTING HIM, GIVING HIM STRENGTH.

HE PRAYS THAT IT'S TRUE. THAT SOMETHING DEEP IN HIS HEART KEPT BEN FROM LEAVING LAST WEEK. KEPT HIM NEARBY--SO THAT HE, TOO, COULD SAY GOODBYE.

AND SUDDENLY, PETER REMEMBERS REILLY'S PARTING WORDS TO HIM.

WORDS AUNT MAY HERSELF MIGHT HAVE SPOKEN:

NO! NO!

WHO CAN THAT BE?

"--AND DON'T LET GO."

PETER PARKER?

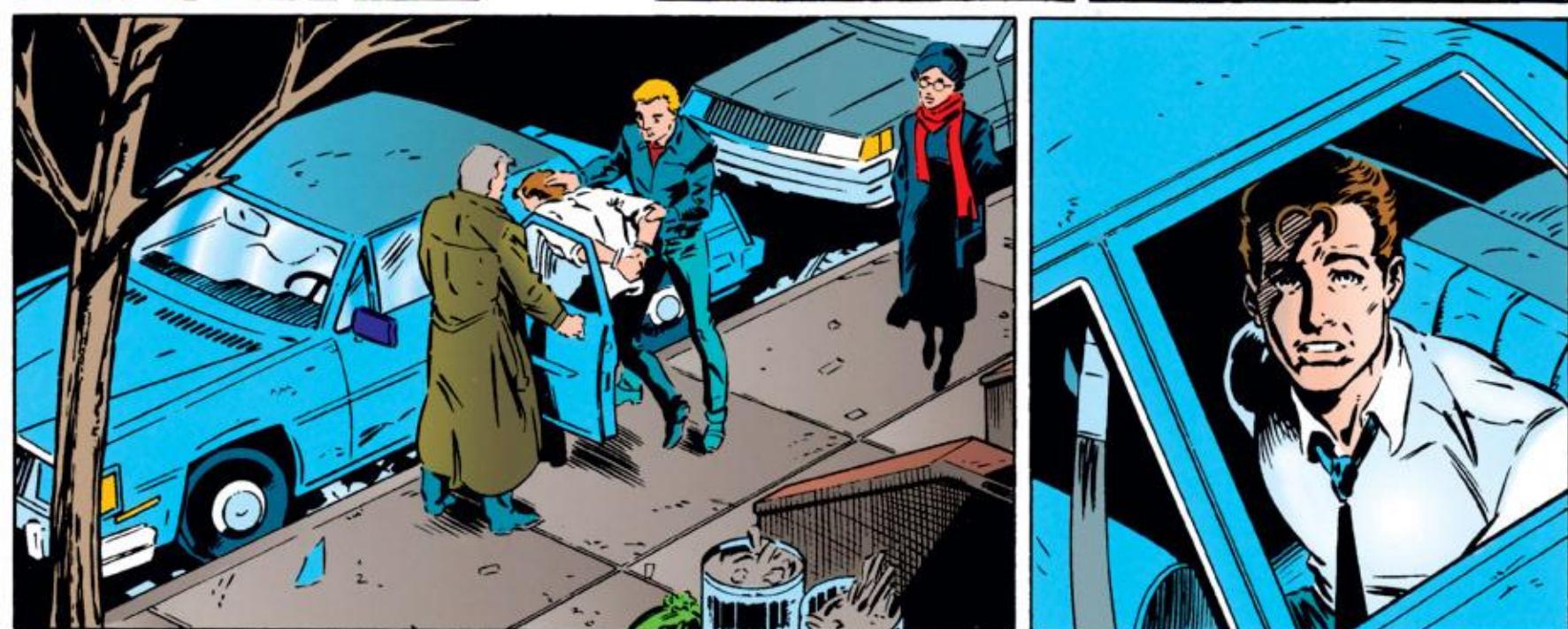
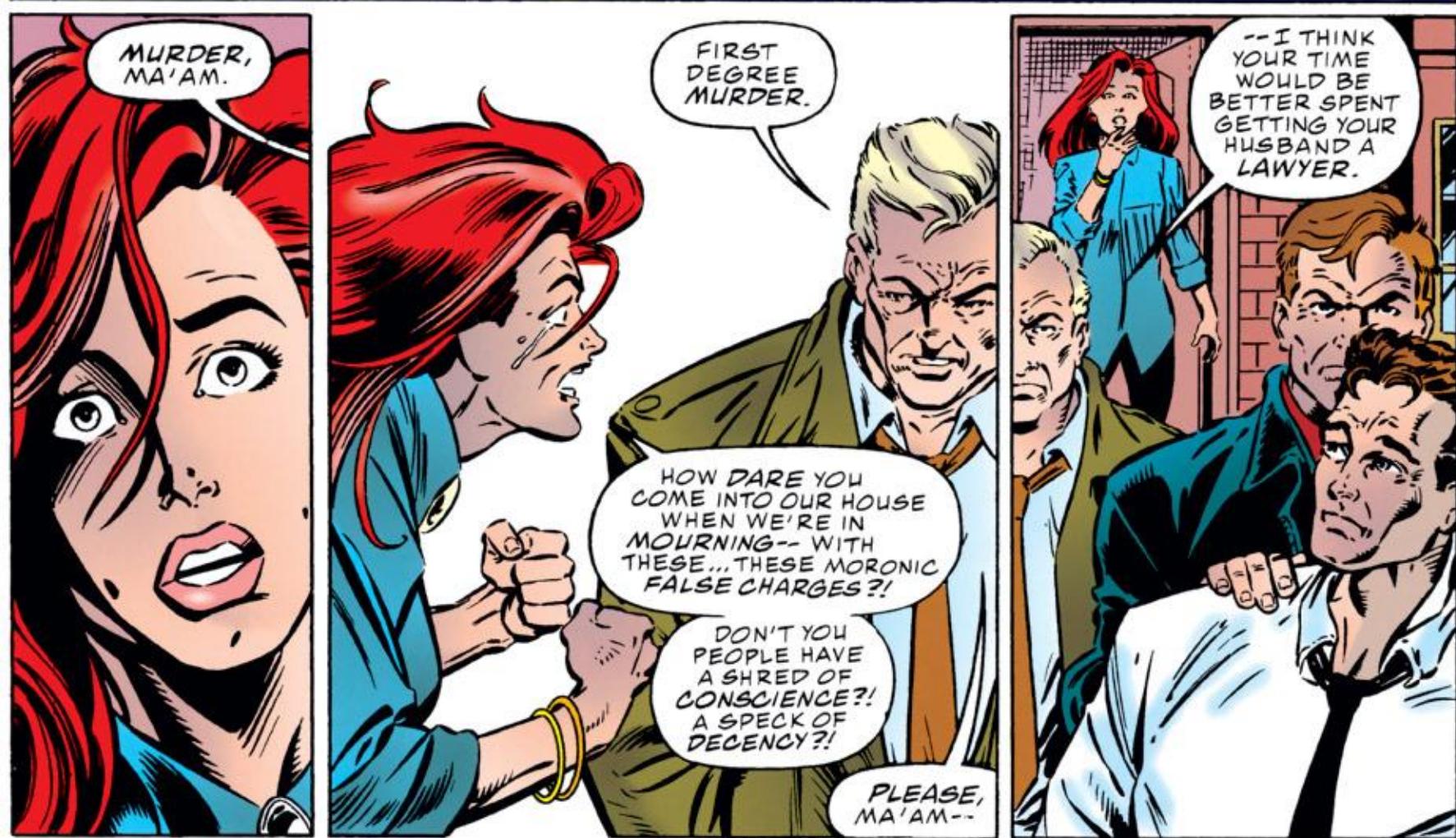
YES?
DETECTIVE CONNOR TREVANE, NYPD. THIS IS LIEUTENANT RAVEN OF THE SALT LAKE POLICE.

--THAT YOU'RE UNDER ARREST.

"GRAB YOUR CHANCE AT HAPPINESS. GRAB HOPE, PETER--

LOOK, THIS REALLY ISN'T THE BEST--

WE'RE VERY SORRY TO INTRUDE ON YOU AT A TIME LIKE THIS, MR. PARKER. BUT IT'S MY SAD DUTY TO INFORM YOU--







THE MORNING AFTER



I WAS
SIXTEEN.

BLOOD GLUSHING
IN MY EARS.

HEART POLINDING
WITH HATE AND
RAGE.

I HAD
FOUND MY
UNCLE'S
KILLER.

THAT NIGHT, A
BOY BECAME
A MAN.

J.M. DEMATTEIS STAN LEE
PLOT
TOM GRUMMETT AL MILGROM
PENCILS INKER
RICHARD STARKEYS CHIA-CHI WANG DANNY FINGEROTH
COMICRAFT LETTERING COLORS EDITOR
BOB BUDIANSKY EDITOR IN CHIEF

IT WAS DARK.
I COULDN'T
MAKE OUT HIS
FEATURES.

WHO CARED WHAT
HE LOOKED LIKE?

I WANTED
REVENGE.

NO WAY
COULD HE
ESCAPE ME!

FREAK!
I'LL GLIN YA
DOWN!

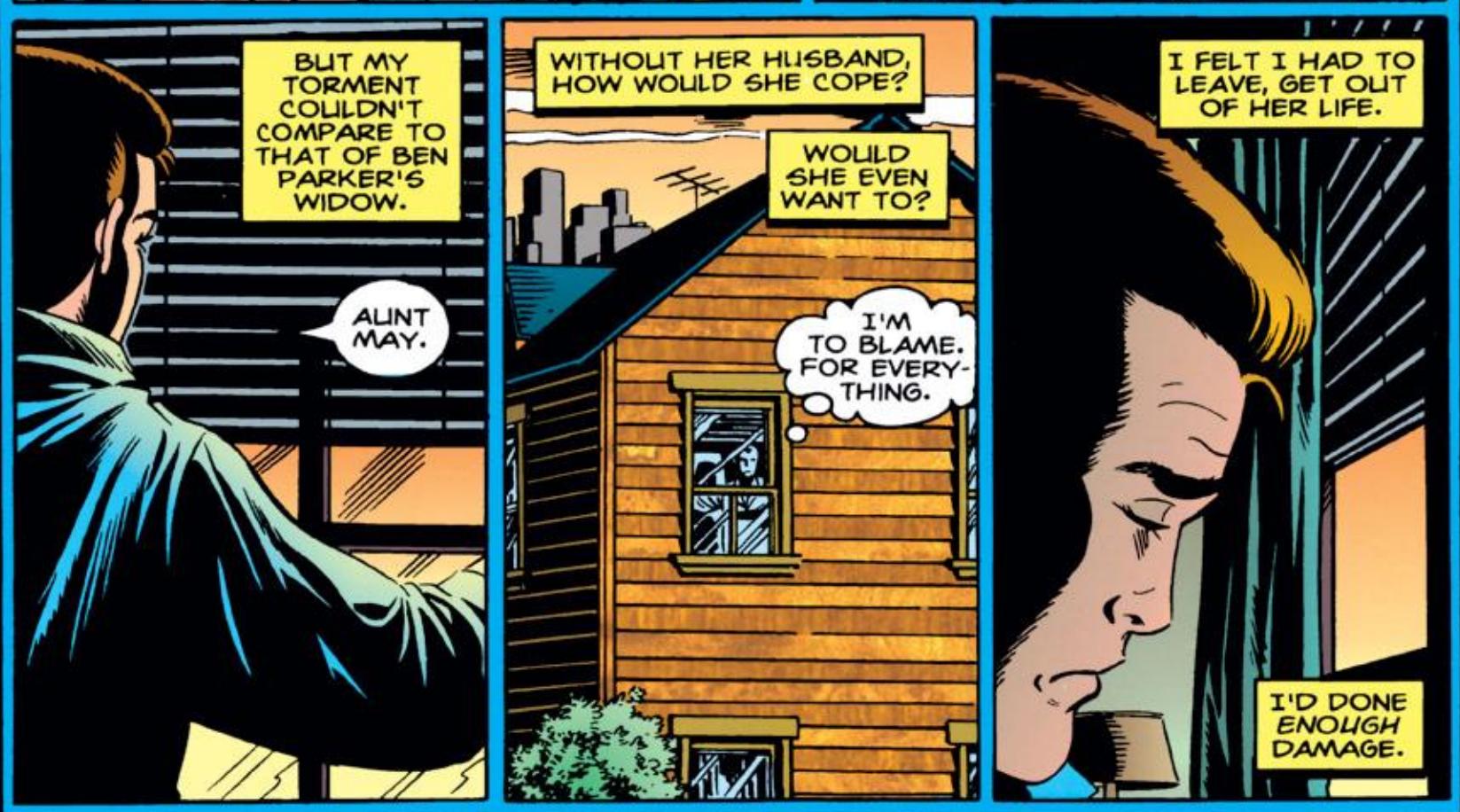
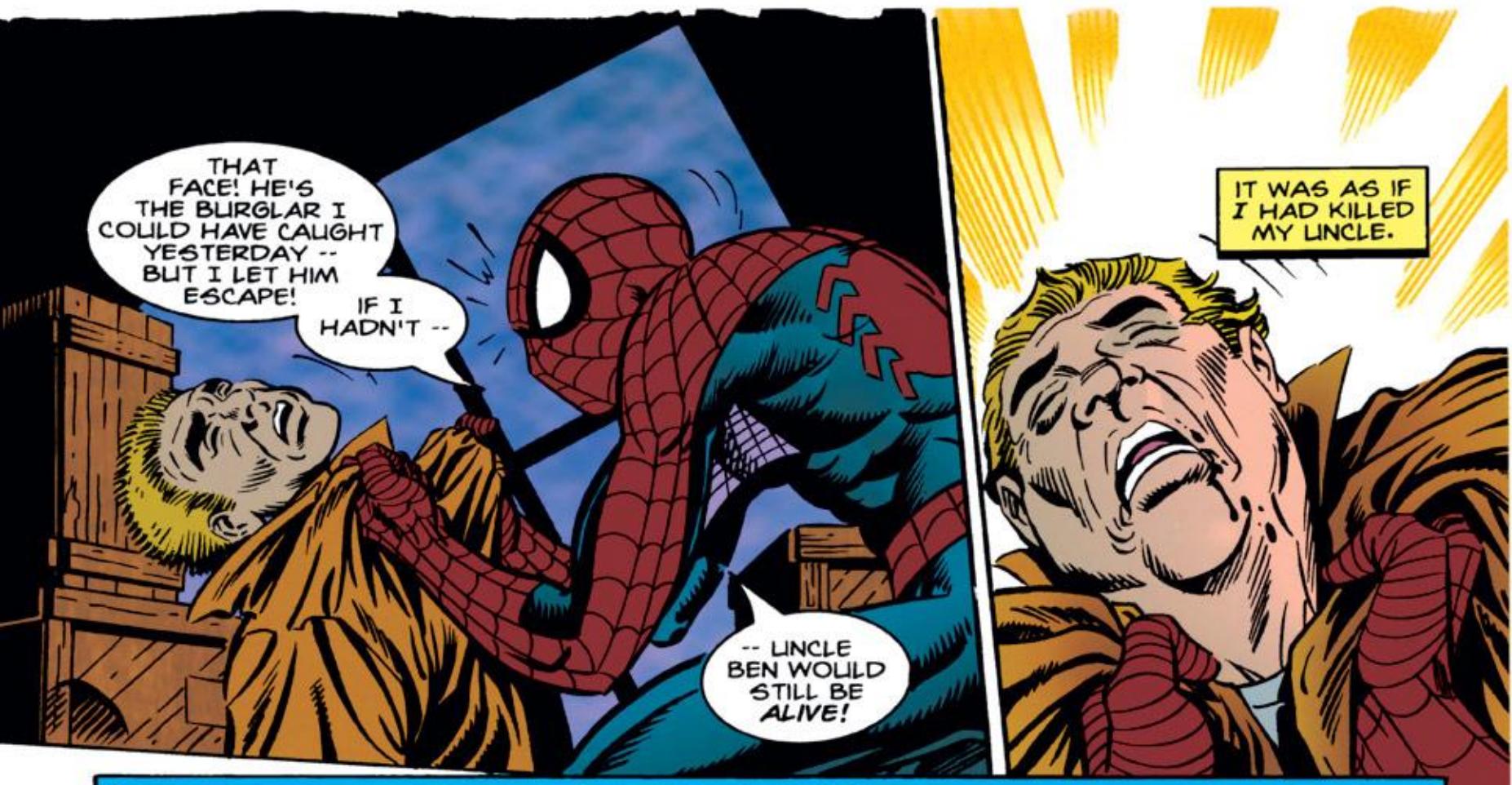
YEAH --

-- WHEN
HELL FREEZES
OVER!

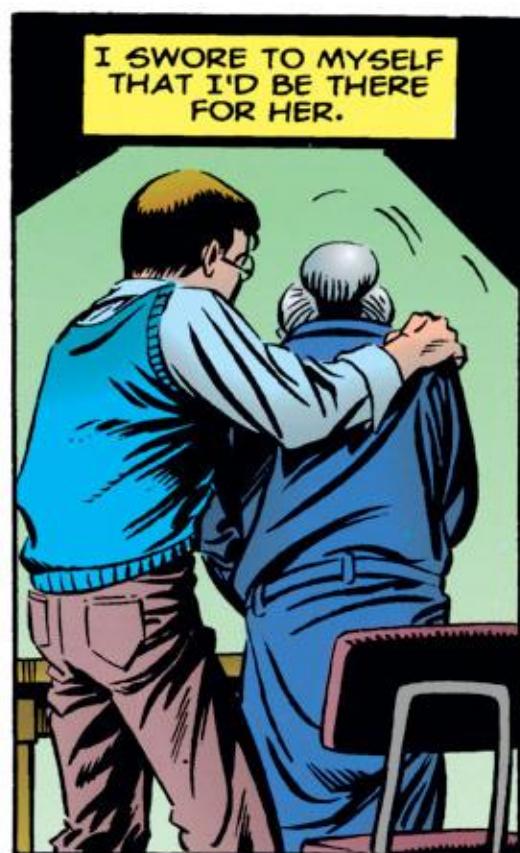
I WANTED TO
DO TO HIM --

-- WHAT HE
DID TO BEN
PARKER.

BUT, SECONDS
LATER, SOMETHING
STOPPED ME.







ALWAYS.



