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SPIDER-MAN



INSIDE: A GREAT NEW VILLAIN!

PLUS: THE WEB-SPINNER'S ORIGIN AS HE REMEMBERS IT!

PLUS: THE SECRETS OF SPIDER-MAN'S POWERS!

PLUS: A BONUS GATEFOLD POSTER OF SPIDEY, THE SILVER SURFER
AND CAPTAIN AMERICA!



BITTEN BY A RADIACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNIDI ARMED WITH HIS WONDROUS WEB-SHOOTERS. THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

SPIDER-MAN

STAN LEE PRESENTS . . .

WITH GREAT RESPONSIBILITY - !

AS A CLASS OF PEOPLE,
MANHATTANITES TEND TO BE
RATHER BLASE, BUT EVEN
THEY WOULD BE HARD-
PRESSED TO IGNORE
THE PANICKED INDIVIDUAL RACING
DOWN THE STREET--!

WHAT
THE--?!

HELP ME
PLEASE...!

GET ME OUT
OF THIS CRAZY
CONTRAPTION!

EY!!!

BUFF!

THAT WEIRD
GLOWING THING...
IT SLAMMED
INTO ME LIKE A
BRICK WALL!

TOM DEFALCO,
RON FRENZ &
MARK BAGLEY
PLOT, PENCILS
& SCRIPT

KLAUS JANSON,
AL MILGRAM,
KEITH WILLIAMS,
MARK TEXIERI,
TOM PALMER,
& JOE RHOBINSTEIN
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DON'T DESPAIR, TIGER! YOUR SWEET AND LOVING SPOUSAL UNIT KNOWS HOW TO PUT A LITTLE SPICE IN YOUR OTHERWISE DULL EXISTENCE!

WAIT UNTIL YOU SEE MY LATEST PURCHASE FROM VICTORIA'S SECRET!

SOUNDS INTRIGUING! LET'S HURRY HOME, AND-- HEY! WHAT'S ALL THE SHOUTING ABOUT?

HELP! THEY'RE COMING AFTER ME!

:WOOF!



AND EVEN AS JIMMY SPRINGS FORWARD, A STILL TERRIFIED STEWART SMALLS RUNS CARELESSLY INTO THE STREET, DIRECTLY IN FRONT OF A SPEEDING MESSENGER...

I'VE REALLY GOT TO HIT THE JUICE IF I'M GONNA MAKE MY DEADLINE AND... OH, NO!

GET OUT OF THE WAY, MISTER!

MOVE...! I CAN'T STOP IN TIME!

WHAT THE--?!



REACTING INSTINCTIVELY, STEWART DIVES FOR COVER--

--AND UNINTENTIONALLY SHAPES HIS FIELD INTO A GIANT RAMP!

EEE-YEOW!



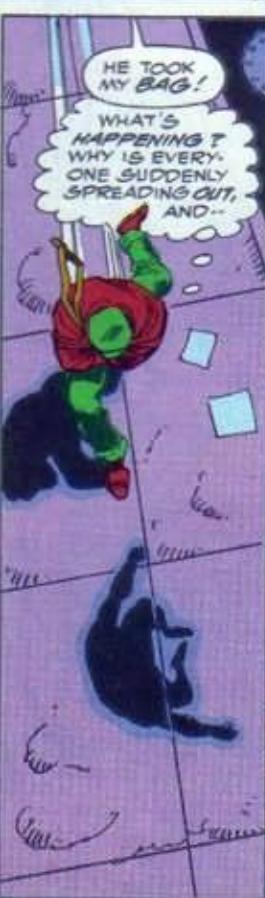
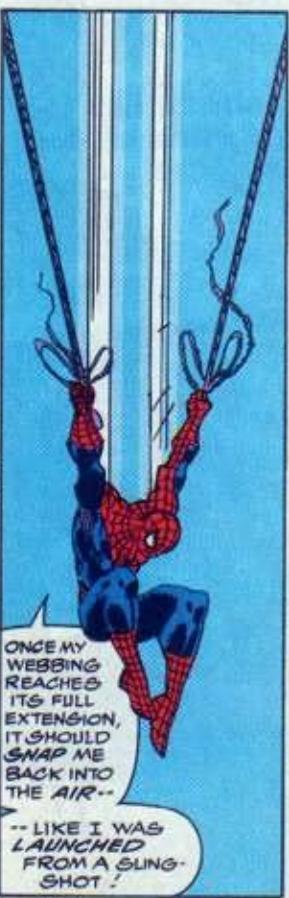
HOLY--!

LOOKS LIKE I BARELY GOT HERE IN TIME!

THAT CYCLIST CAN'T HOLD ON! SHOULD I SAVE HIM--?

OR TRY TO PREVENT HIS MOTORCYCLE FROM CRASHING INTO THE CROWD BELOW?!





IT ONLY LASTS AN INSTANT!

A BRIEF MOMENT IN TIME,
AS EYES DRAMATICALLY
LOOK AND A DESPERATE
VOICE RINGS OUT--!

STOP HIM! HE'S
A THIEF! IF HE
MAKES IT TO THE
CORNER, HE'LL GET
AWAY!

AND THEN--!

TALK ABOUT
WEIRD--!

THAT WAS JUST
LIKE-- NO! I
CAN'T WORRY
ABOUT IT NOW!

SPINNING!

MUST FOCUS
ON THE JOB
AT HAND.

THE TIMING IS
CRITICAL! I
WON'T GET A
SECOND
CHANCE!

GOTCHA!

B-BUT...
WHO'S GOT
YOU?

AW, MAN! I HAVE
ENOUGH OF A HEAD-
ACHE JUST TRYING
TO SNARE YOU AND
YOUR BIKE...

...DON'T WEAR ME OUT
BY REHASHING OLD
MOVIE DIALOGUE!





SOME TIME LATER, AT A SEEMINSLY INNOCUOUS ELECTRONICS SUPPLY STORE...

CAN'T PUT IT OFF ANY LONGER! I MUST CONFER WITH THE BOSS!

THE STORE SEEKS FAIRLY CROWDED, BUT THE REAL PROFITS COME FROM OUR OTHER, MORE LUCRATIVE BUSINESS!



I'M SORRY TO DISTURB YOU, SUN-SET!

SAVE THE PLEASANTRIES, MAXWELL. DID YOU RECOVER THE APPARATUS?

MR. MAXWELL, UNLESS IT HAS ESCAPED YOUR NOTICE, WE SUPPLY HI-TECH WEAPONRY TO PEOPLE OF QUESTIONABLE PEDIGREE!

WE CANNOT AFFORD TO APPEAR WEAK OR FOOLISH!

OUR CLIENTELE WOULD EAT US ALIVE!

TWO RECENT EMPLOYEES -PEOPLE WHICH YOU SHOULD HAVE SCREENED PERSONALLY-- HAVE MADE OFF WITH A VERY VALUABLE EXPERIMENTAL PROTOTYPE!

I WANT THEM FOUND... AND PUNISHED!

I TRUST THERE IS LITTLE NEED TO STATE THE OBVIOUS REPERCUSSIONS FOR FAILURE!

A FEW HOURS AFTERWARD, IN THE
MODESTLY FURNISHED LOFT
OF PETER AND MARY JANE PARKER...

"WHEW! THAT
BUILDING FACE DID
A REAL NUMBER
ON MY COSTUME!"

"IF THIS MATERIAL
WEARS ANY
THINNER, THE
PUBLIC WILL BE
SEEING A SHIRT
OF ME I'D
RATHER NOT
SHOW."

"WHAT'S WRONG?
YOU'VE BEEN ALL
MOPEDY SINCE WE
GOT HOME!"

"YOU'RE A HERO,
HONEY! YOU MUST
HAVE SAVED A
DOZEN LIVES!"

"I SHOULD HAVE
STOPPED HIM!"

"THEY KIND OF REMIND
ME OF WHEN I FIRST
BECAME SPIDER-MAN!"

"CHEER UP,
TIGER! I CAN
ALWAYS
REPAIR IT IN
THE MORNING..."

"...BUT THAT'S
NOT WHAT'S
REALLY
TROUBLING
YOU!"

"I KNOW THIS
MUST SOUND
CRAZY, BUT
THE WAY THINGS
HAPPENED
TODAY..."

"TALK
TO ME,
PETER!"

"TELL ME
ALL ABOUT
IT..."

"YOU ALREADY KNOW
HOW AUNT MAY AND
UNCLE BEN RAISED ME
BUT YOU NEVER REALLY
MET MY UNCLE..."

"I MIGHT
HAVE HAD THE HAP-
PIEST OF HOME LIVES,
BUT AS FOR HIGH
SCHOOL..."

"THERE'S A GREAT NEW
EXHIBIT AT THE
SCIENCE HALL! ANY-
BODY WANT TO GO
WITH ME?"

"YOU STICK TO
SCIENCE, WE'RE
PARTY PEOPLE!"

"WHAT A
NERD!"

"THAT'S WHEN I WAS
INVOLVED IN A FREAK
LAB ACCIDENT..."



"OW!"

"BUT I DIDN'T REALIZE
IT UNTIL I CARELESSLY
WALKED IN FRONT OF A
SPEEDING CAR..."

"...AND A STRANGE
BUZZING IN MY
HEAD INSTINCTIVELY
FORCED ME TO LEAP
OUT OF DANGER!"



"YOU'RE GROWING
SO BIG AND
STRONG, PETEY!
I CAN BARELY
OUT-WRESTLE
YOU NOW!"

"BEN WAS LOVING,
GENEROUS, SUP-
PORTIVE..."

"IF HE HAD ANY FAULTS,
YOU COULDN'T TELL BY
ME!"



"THE JABS MAY
SEEM PRETTY
TAME BY
TODAY'S STAN-
DAARDS..."

"...BUT NOT TO A
GHY TEENAGER!"



"...AND THE BITE FROM A
DYING, RADIOACTIVE
SPIDER CHANGED MY
LIFE FOREVER!"



"WHAT A LEAP
THAT WAS!"

"I STILL CAN'T EXPRESS THE FEAR, HORROR AND SENSE OF EXHILARATION I SUDDENLY FELT!"

"I COULDN'T WAIT FOR AN OPPORTUNITY TO TEST MY NEW POWERS."

I CRUSHED THAT STEEL VENT AS THOUGH IT WERE PAPER!

THAT SPIDER'S BITE...IT MUST HAVE ALTERED MY BODY CHEMISTRY!

I'VE BECOME A HUMAN SPIDER!

THAT MONEY WOULD SURE COME IN HANDY!

\$100

TO THE MAN WHO CAN STAY IN THE RING THREE MINUTES WITH CRUSH HOG!

"AFRAID OF BEING RIDICULED, I DISGUISED MYSELF IN SOME OLD CLOTHES, AND..."

I CAN LIFT THIS BIG BRUISER AS IF HE WERE WEIGHTLESS!

I SEEM TO HAVE THE SPEED, AGILITY, AND THE VERY STRENGTH OF A GIGANTIC SPIDER!

"LUCK WAS REALLY WITH ME THAT DAY BECAUSE...

LISTEN, FRIEND, I'M A BOOKING AGENT--MAX SONIFFMAN'S MY NAME. YOU COULD MAKE A FORTUNE WITH THAT ACT!

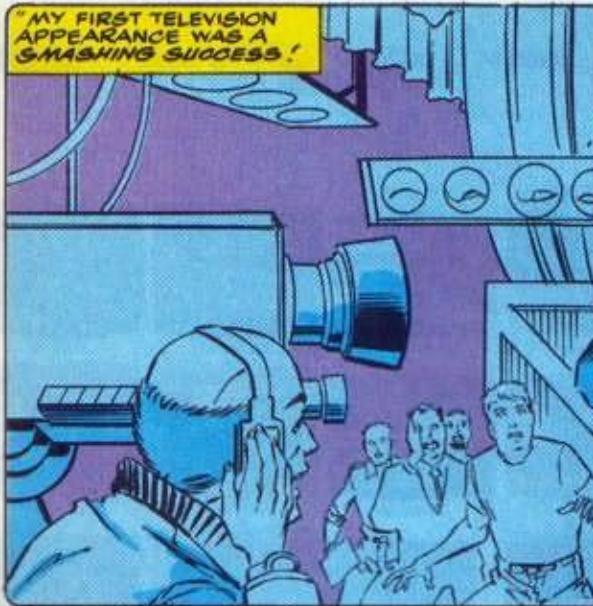
YOU'D BE A SMASH ON TELEVISION!

KEEP THE MASK--IT'S GREAT SHOWMANSHIP!

"REALIZING THAT I COULD FINALLY EARN ENOUGH TO REPAY AUNT MAY AND UNCLE BEN FOR ALL OF THEIR KINDNESS, I BEGAN PREPARING FOR A CAREER IN TELEVISION!"

"THAT'S WHEN I DESIGNED MY NIFTY WEB-SHOOTERS--"

--AND MY DISTINCTIVE COSTUME!"











DON'T FORGET TO
CHECK OUR SPECIALS
ON AISLE THREE!

HMM. STEAKS,
CHOPS, POTATO
CHIPS AND ICE
CREAM!

YOU BOYS
SHOULD REALLY
CONSIDER A
FAT-FREE DIET!

JUST THINK OF THE HARMFUL
EFFECTS ALL OF THAT CHOLESTEROL
IS HAVING ON YOUR
HEARTS!

IN FACT, YOU'RE
TURNING ALL PALE
AND PASTY RIGHT
BEFORE MY EYES!

DO
SOMETHING,
STEWART.
ANYTHING!

YEAH...
SURE!

I GOT HIM.
BILL!

NOT QUITE... BUT
I'M CERTAIN YOU'LL
IMPROVE WITH
PRACTICE!

HOWEVER, THIS "BILL"
AND "STEWART"
STUFF HAS DEFINITELY
GOT TO GO!

YOU'LL NEED
MUCH CATCHIER
NAMES TO MAKE
IT IN THE SUPER
VILLAIN BIZ!



DON'T BE CONCERNED! I HAVE PREPARED FOR EVERY CONTINGENCY. HOWEVER...



"...YOU MAY FEEL FREE
TO KILL HIM IF NECESSARY!"

"SHEESH! I'VE
HEARD OF NEIGHBOR-
HOOD VIGILANTE
GROUPS, BUT THIS
IS RIDICULOUS!"

"MOVE IN! OUR
ONLY HOPE IS TO
CRUSH HIM BY
SHEER WEIGHT
OF MUFFT!"

"SORRY, KIDDIES, IN
CASE YOU HAVEN'T
ALREADY NOTICED...
WE SPIDER-MEN
HAVE A DEFINITE
PREFERENCE FOR
BEING THE CRUSHER
TO THE CRUSHEE!"

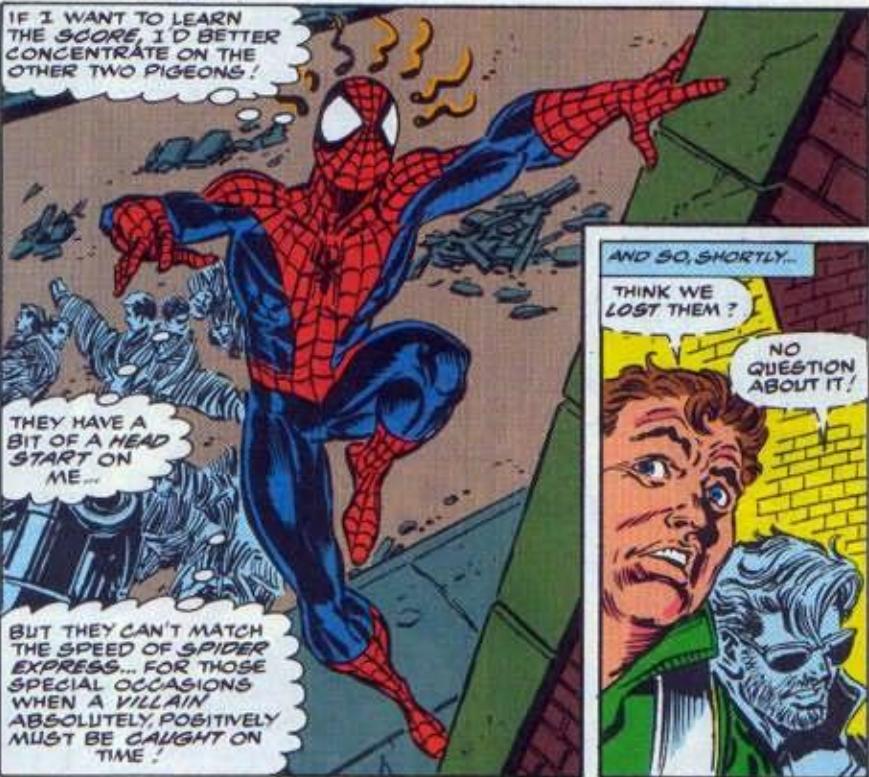
"WOW! HE'S
GOOD! REAL
GOOD!"



SWELL! THESE GUYS ARE REAL PROS! THEIR LIPS ARE SEALED TIGHTER THAN MADONNA'S JEANS!



IF I WANT TO LEARN THE SCORE, I'D BETTER CONCENTRATE ON THE OTHER TWO PIGEONS!



AND SO, SHORTLY...

THINK WE LOST THEM?

NO QUESTION ABOUT IT!



SPEAK UP!

I SOMETIMES FIND IT HARD TO HEAR THROUGH THIS MASK--



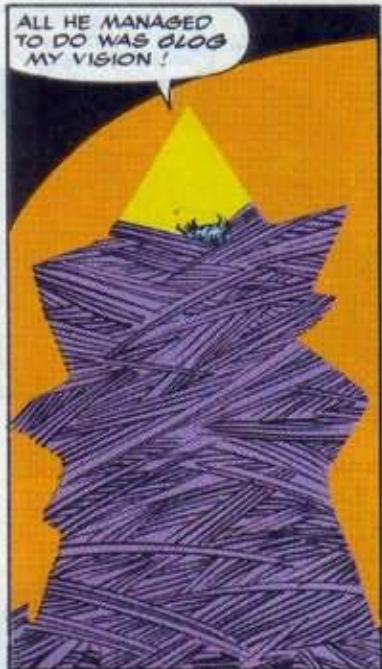
YOU BOYS JUST SAW ME TAKE OUT A GANG OF TRAINED MER-CENARIES!

SAVE YOURSELVES THE PAIN... AND SURRENDER NOW!









BUT, IN THE VERY
NEXT INSTANT...

OH, NO!

WE'RE DEAD!

WHEEEEEE

POLICE

WE GOT A REPORT OF A
BREAK-IN AT A NEARBY
SUPERMARKET, AND
FOUND A PACK OF MODEL
CITIZENS... ALL GIFT-
WRAPPED FOR US!

THESE TWO
COMPLETE
THE GET!

I ASSUME
WE'LL NEED
THIS FOR
EVIDENCE!

YOU'D BETTER
SCOOT, PAL.

THE BRASS
DON'T AP-
PRECIATE YOU
COSTUMED
CHARACTERS!

YEAH...

I'VE
NOTICED!

UH... SEE
YOU
AROUND!

STEP LIVELY, BOYS! YOU'RE
GOING FOR A RIDE!

LISTEN,
OFFICER...
WE NEED
PROTEC-
TION!

WE COULD
BE IN GREAT
DANGER--!

THAT'S QUITE
AN UNDER-
STATEMENT,
MR. SMALLS!

MAXWELL!
HOW?--

THAT SHOULD
BE OBVIOUS,
STEWART...

I'VE BEEN
KEEPING TABS
ON YOU THROUGH
THE MIRACLE
OF MODERN
ELECTRONICS!

AFTER ALL, I COULD
HARDLY RISK LOSING
SUCH A PRECIOUS PROTO-
TYPE TO THE POLICE!

THEIR PROPERTY
ROOM IS FAR
MORE SECURE
THAN POPULAR
FICTION WOULD
HAVE YOU
BELIEVE!

BESIDES, MY EMPLOYER HAS A STRICT RULE AGAINST KILLING PEOPLE WHO ARE IN POLICE CUSTODY!

SHE THINKS IT LACKS A CERTAIN FINESSE, AND ISN'T VERY COST-EFFECTIVE!

NO NEED TO DO ANYTHING DRASTIC, MAXWELL!

WE... WE DIDN'T MEAN NO HARM, SIR! HONEST!

DON'T BEG! IT'S DE-MEANING... AND QUITE POINTLESS!

AH! WE'RE STOPPING--! WE'VE ARRIVED!

I INSTRUCTED WORMWOOD TO FIND A DESERTED ALLEY WHERE WE COULD SAY OUR FINAL FAREWELLS WITHOUT FEAR OF BEING--











THE AMAZING
SPIDER-MAN
IS HERE TO
STAY!

STAN
STEVE
&
WERE HERE!

NEVER...
THE END!

NO ONE EVER SAID THAT THE LIFE OF A FRIENDLY NEIGHBORHOOD WEB-SWINGER WOULD BE EASY!

YOU HAVE ALMOST AS MANY ENEMIES AS THE BEACH HAS GRAINS OF SAND! AN ATTACK CAN COME FROM ANY QUARTER-- AT ANY TIME--!

INCLUDING WITHIN YOUR VERY OWN APARTMENT... AT ONE THIRTY-SEVEN IN THE MORNING!

YOU'RE TRAPPED, PARKER...

Stan Lee
PRESENTS:

THESE GREAT POWERS!

TOM DE FALCO
WRITER

MARK
BAGLEY
PENCILER

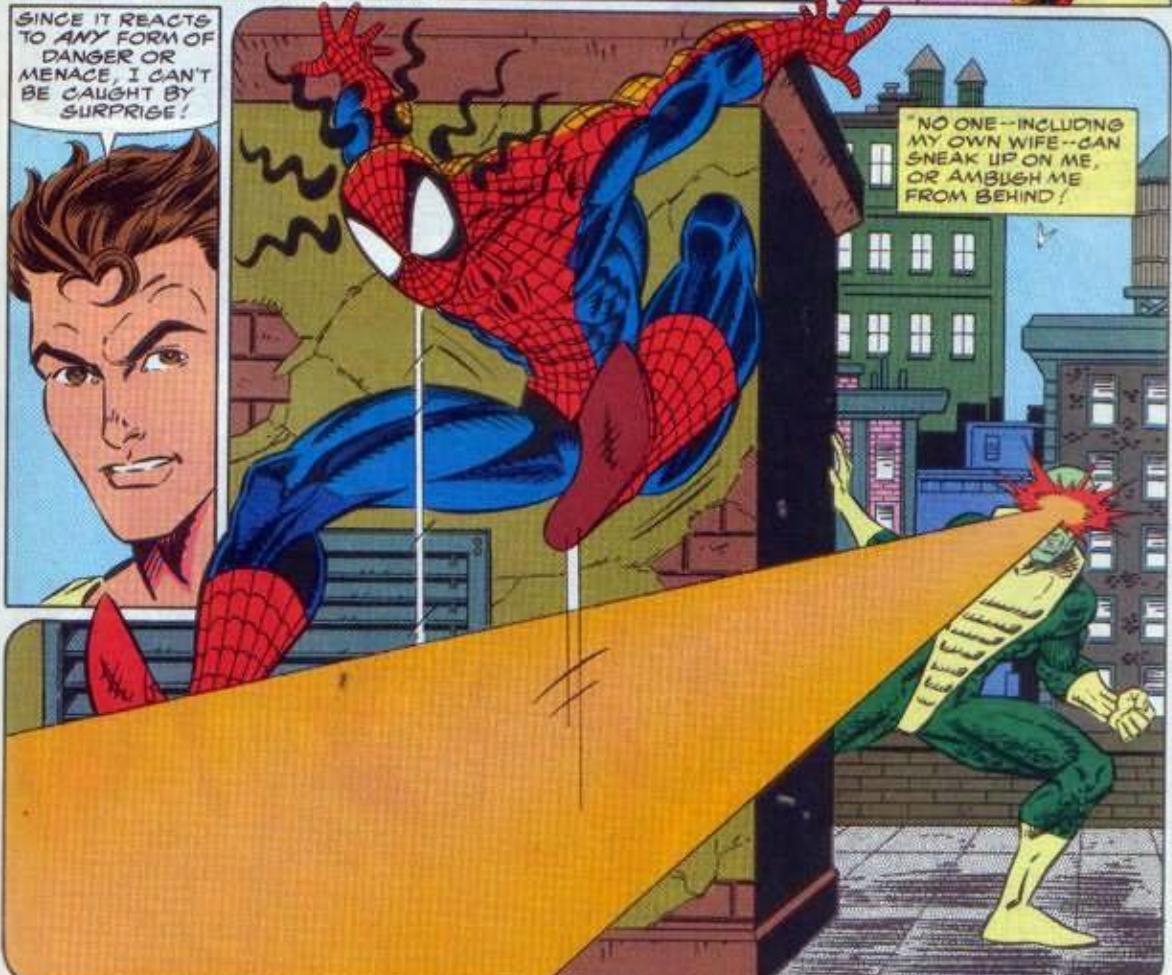
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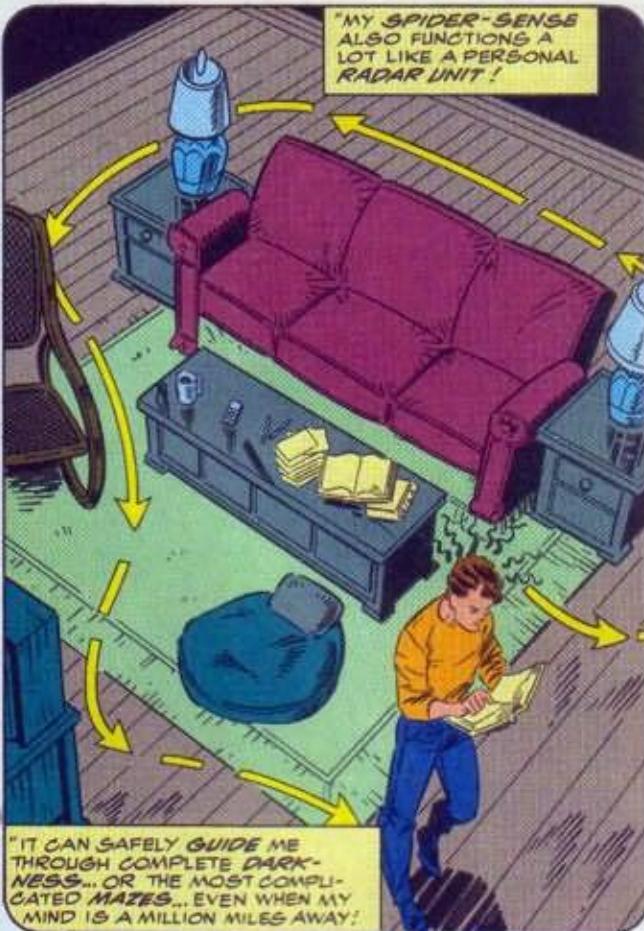




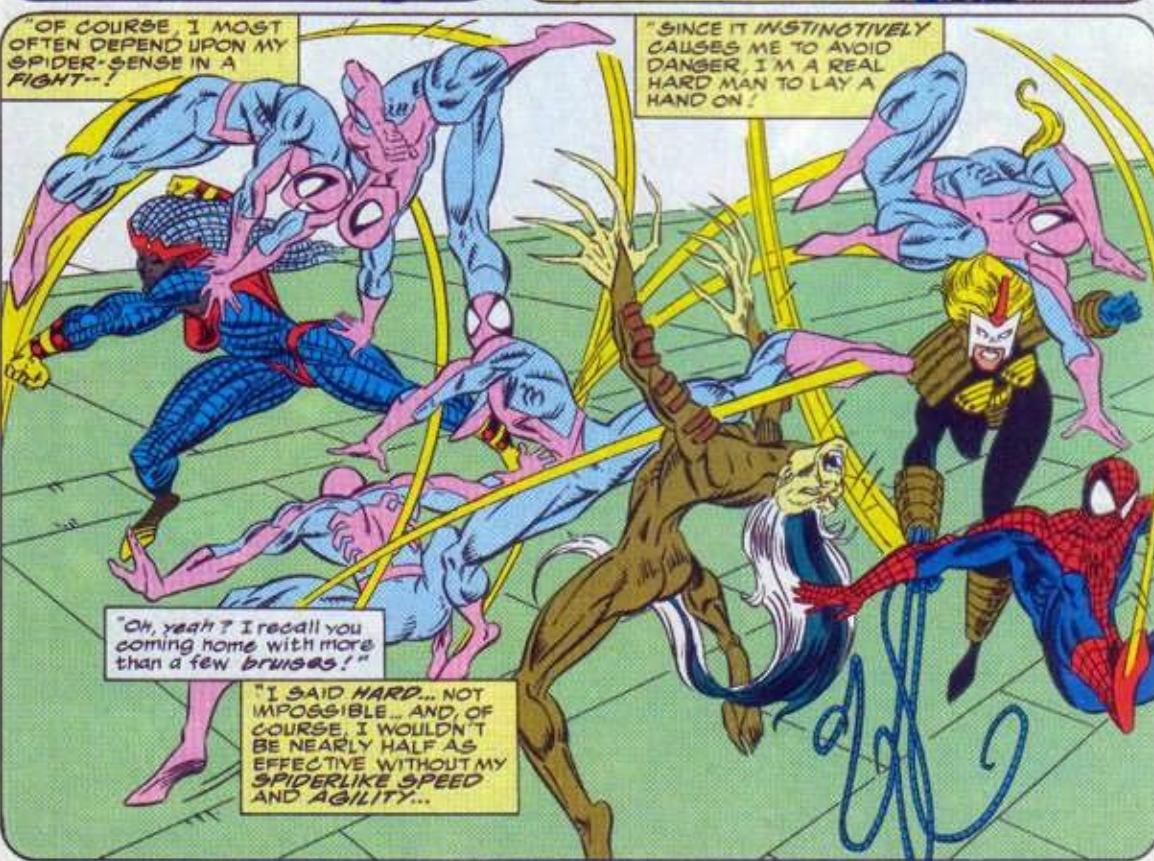
"IT'S SO SENSITIVE THAT I OFTEN DON'T EVEN KNOW WHAT I'M SENSING!"



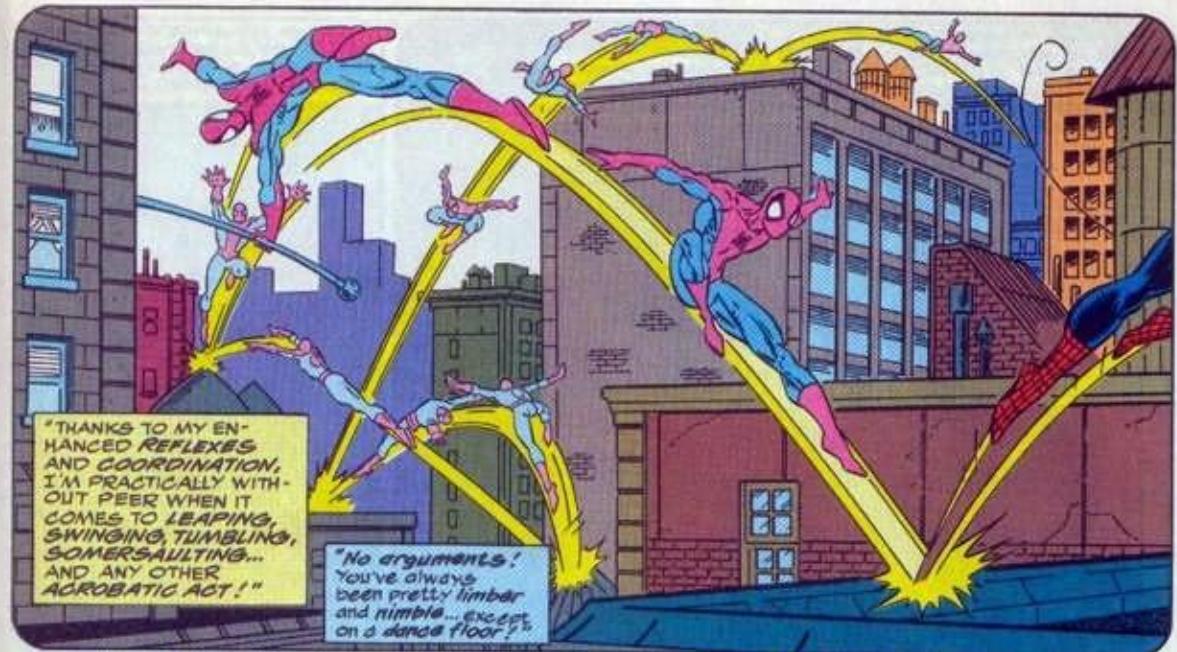
"MY SPIDER-SENSE ALSO FUNCTIONS A LOT LIKE A PERSONAL RADAR UNIT!"



"IT CAN SAFELY GUIDE ME THROUGH COMPLETE DARKNESS... OR THE MOST COMPLICATED MAZES... EVEN WHEN MY MIND IS A MILLION MILES AWAY!"



"SINCE IT INSTINCTIVELY CAUSES ME TO AVOID DANGER, I'M A REAL HARD MAN TO LAY A HAND ON!"



"I GUESS MY WEIRDEST POWER IS MY ABILITY TO CLING TO ANY SURFACE... NO MATTER HOW SMOOTH OR SLEEK IT MAY BE!"

"EVERY SINGLE PART OF MY BODY SEEMS TO HAVE THIS ABILITY!"



"Really? That leads to some very interesting speculation!"

"MAYBE, BUT NOW IS NOT THE TIME TO GO INTO IT!"

"UNLIKE MY SPIDER-SENSE, MY CLINGING POWER IS STRICTLY A CONSCIOUS ACT!"



"I CRAWL ALONG WALLS AND CEILINGS... BY ACTIVELY DECIDING WHICH PARTS OF MY BODY ARE STICKING AT ANY GIVEN TIME!"

"AS YOU KNOW, MY COSTUME AND BOOTS ARE COMPOSED OF A THIN, LIGHTWEIGHT MATERIAL WHICH DOESN'T INTERFERE WITH MY WALL-CRAWLING!"

"A little too thin, if you ask me...especially during the flu season!"

"I'VE NEVER COME ACROSS ANYTHING THAT CAN ACTUALLY SEPARATE ME FROM A SURFACE ONCE I'VE STUCK TO IT..."

"--ALTHOUGH I'VE BEEN IN SOME SITUATIONS WHERE THE SURFACE BROKE UNDER THE STRAIN!"



"AND, AS IF MY SENSATIONAL SPIDER POWERS WEREN'T ENOUGH TO MAKE ME THE SUPER HERO OF ANY YEAR, THERE'RE ALSO MY INCREDIBLE WEB-SHOOTERS..."



"TWO TAPS ON MY PALM TRIGGERS IS ALL THAT'S NEEDED TO UNLEASH MY WEBBING..."



"MY WEBBING HAS AN INCREDIBLE TENSILE STRENGTH..."

"...AND IT INCREASES IN DIRECT PROPORTION TO THE THICKNESS OF THE STRAND!"



"HOWEVER, SINCE I DIDN'T INTEND TO HOLD MY PRISONERS FOREVER..."

"...MY WEB FLUID WAS DESIGNED TO EVAPORATE AFTER ABOUT TWO HOURS!"



"THANKS TO COUNTLESS HOURS OF PRACTICE AND THE FACT THAT MY WEB-FLUID HARDENS ALMOST INSTANTLY, I CAN EASILY FORM SIMPLE SHAPES WITH IT... WHICH CAN BE USED IN A VARIETY OF WAYS!"



"WHILE MY SUPER STRENGTH DOESN'T APPROACH THE POWER OF SOME OF THE HEAVIER HITTERS AROUND--"

"--THE COMBINATION OF ALL MY SPIDER ABILITIES PUTS ME ON A PAR WITH ALMOST ANYONE!"

