

"SPIDER-MAN"

by

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Based on Characters Created by

Stan Lee and Steve Ditko

FADE IN:

EXT. A BACK ALLEY - DAY

The screen is filled by the face of PETER PARKER, a seventeen year old boy. High school must not be any fun for Peter, he's one hundred percent nerd- skinny, zitty, glasses. His face is just frozen there, a cringing expression on it, which strikes us odd until we realize the image is freeze framed.

PETER (V.O.)

Look, I'm going to warn you right up front. If somebody told you this was a happy story, if somebody said I was just your average, ordinary seventeen year old, not a care in the world...

The image un-freezes. A FIST, at the end of a right hook, comes into frame and punches poor Peter. His head snaps back and bounces forward, his eyes roll.

PETER (V.O.) (cont'd)

...somebody lied.

The image freezes again, Peter's glasses dangling from one ear.

PETER (V.O.) (cont'd)

That's me. Peter Parker. A.K.A. Spider-Man, but not yet. Gotta go through some ritual humiliation first. All right, I didn't want you to see me like this, but we might as well get it over with.

The image unfreezes again, another fist comes into frame, this one a left cross. It CRUNCHES into Peter's nose and he crumples to the pavement in this alley in the city.

THREE HIGH SCHOOL PUNKS commence pounding the crap out of him. FLASH THOMPSON is the leader, he's seventeen, good-looking, body of a twenty-eight year old.

FLASH

You do NOT talk to her! How many times I gotta tell you that? Do you listen when I talk? Hey! I asked you a question! Do you LISTEN when I'm talking to you?!

PETER

Huh? Sorry, I wasn't listening.

This enrages Flash; he punches Peter in the ribs. Peter groans in pain.

FLASH

Next time you're gonna pay, puny Parker, you are gonna pay.

Peter spits out some blood.

PETER

Will a credit card be okay?

The other two Punks laugh, they find Peter kind of amusing. This upsets Flash even more, he picks up a garbage can and is about to bring it down on Peter's head when a voice from behind stops him.

M.J.

What kind of man-

They turn. A girl stands in the entrance to the alley- MARY JANE WATSON, seventeen, painfully sexy already, with a knowledge and sadness in her eyes that are way beyond her years.

M.J. (cont'd)

-picks on a helpless little dweeb?

PETER

Look, I know you mean that in a good way...

Flash raises the trash can again.

M.J.

Leave him alone, Flash.

Frustrated, Flash upends the trash can, dumping its contents on Peter's head and tossing it aside. He and the other Punks head for the mouth of the alley, leaving Peter behind, covered in garbage, humiliated. M.J. lingers, for a moment it's just the two of them in the alley.

PETER

Thanks, M.J.

She squints at him. Have we met? He gets up and follows her out of the alley.

PETER (cont'd)

Next door...

M.J.

Huh?

PETER

That's what I was trying to say on the bus, I live right next door to you. And I'm in your biology class.

They round a corner out of the alley, and we see-

EXT. COLUMBIA UNIVERSITY - DAY

-they're in Manhattan, in front of an impressive old building on the Columbia campus. A yellow school bus is parked at the curb; a bunch of HIGH SCHOOL STUDENTS scurry like insects up the marble steps. A stressed out TEACHER with a clipboard is next to the bus.

TEACHER

People, please, no wandering! If you are a Midtown High School student on the field trip, I need you in the building now!

PETER

(to M.J.)

This class. Our class.

(no recognition)

I'm Peter.

M.J.

(I've never seen you before in my life)

Oh yeah! Well, you better get away from me. Flash has a real temper, and I might not be there to save your butt next time.

PETER

I was doing fine.

She reaches out, wipes a bit of blood from his lower lip. Slowly. She smiles.

M.J.

Sure you were, Tiger.

She disappears into the crowd. Peter sighs, and sits at the edge of a fountain, starts cleaning himself off. He watches her walk away. She owns his heart. Ours too.

We go with M.J. as she heads into the building. She passes a Town Car with tinted windows that's parked at the curb. She stares, sighs to herself, a heartsick look on her face. Whoever's inside, he owns her heart.

INSIDE THE TOWN CAR,

HARRY OSBORN, seventeen, sits in the back seat, next to NORMAN OSBORN, fiftyish. Harry has already inherited a lot from his

father- a receding hairline, some disquieting facial tics, and, presumably, a fortune. Norman stares out the window, shaking his head.

HARRY

Anything wrong, Dad? You hardly said a word all the way from the house.

OSBORN

You'll have to get dinner yourself tonight, I need to work.

HARRY

They say if you talk about something that worries you, you take away its power.

OSBORN

I was under the impression you asked me to give you a lift, not deliver a speech on the way.

HARRY

(stung)

Sorry.

Norman looks at him, something very definitely on his mind. He glances up, notices the DRIVER's eyes in the rear view mirror as they dart away from him.

OSBORN

John? Would you mind?

DRIVER

Not at all, sir.

ON THE STREET,

A few students notice the Driver as he gets out of the Town Car, closes the door, and stands beside it, hands clasped in front of him.

STUDENT

Osborn. Gotta be Osborn.

IN THE TOWN CAR,

Norman turns to his son.

OSBORN

I don't appreciate the amateur psychoanalysis. Maybe you should stop seeing Dr. Hirsch, you're starting to think you've got his degree.

HARRY

Is it the company? If there's a

problem, you could tell me about it. Is there?

OSBORN

Considering OsCorp's market capitalization just exceeded the gross national product of Spain, the answer to your question is no, there's nothing wrong at the company.

HARRY

Then what?

OSBORN

How many private academies have you been kicked out of?

(Harry looks away)

Has it sunk in for you that you're now attending a public school? Are you aware of the ramifications of that?

HARRY

(feebly)

I like it better.

OSBORN

One day you will inherit OsCorp. One day you will run my company. My grandfather's company. Since you asked, Harry, that's what worries me. In fact, it terrifies me.

Harry mumbles something inaudible, humiliated.

OSBORN (cont'd)

You may have been given the name Osborn, but you haven't earned it.

ON THE STREET,

A rear door SLAMS and the Town Car pulls away fast, leaving Harry on the curb. The first thing he sees is Peter Parker, who has finished cleaning himself up at the fountain and is looking at the Town Car enviously- wow, a chauffeured ride.

HARRY

What are you looking at?

He turns and stalks up the steps of the building. Peter sighs. Rough morning.

TOUR GUIDE (O.S.)

There are more than 32,000 species of spider in the world.

INT. COLUMBIA GENETIC RESEARCH INSTITUTE - DAY

Thirty-odd students are lead around a cavernous laboratory by a TOUR GUIDE. They pass a number of large spider exhibits.

TOUR GUIDE

They are in the order Aranae, which is divided into three sub-orders- Mesothelea, Orthognatha, and Labidognatha. All spiders are carnivorous, ravenous eaters who feed on massive quantities of protein, in liquid form, usually the juices of their prey. Arachnids from each of the three groups possess varying strengths which help them in their constant search for food.

Peter, who wears a 35MM camera around his neck, keeps his eye on M.J. She's with Flash Thompson again, his arm draped possessively over her shoulder. Peter winces and turns away, back to the tour. Hurts to look.

The Guide points out a specific group of spiders in a glass-walled tank.

TOUR GUIDE (cont'd)

For example, the jumping spider- family Salticidae, genus Salticus- can leap up to forty times its body length, thanks to a proportionate muscle strength vastly greater than that of a human being.

Peter is fascinated- the Guide moves to the next tank.

TOUR GUIDE (cont'd)

The funnel web spider, family Hexathelidae, genus Atrax- one of the deadliest spiders in the world, spins an intricate, funnel-shaped web whose strands have a tensile strength proportionately equal to the type of high-tension wire used in bridge building.

M.J. peers closely at the funnel web spider, a big, black, nasty-looking brute. Her eyes shine, she's strangely attracted to it, a touch of the Goth in her.

M.J.

I love spiders.

FLASH

(shudders)

I step on them.

TOUR GUIDE

The crab spider- family Thomisidae, genus Misumena- spins no web to catch its prey, but hunts instead,

using a set of reflexes with nerve conduction velocities so fast some researchers believe it almost borders on precognition, an early awareness of danger, a "spider sense."

Peter catches the eye of the Tour Guide and gestures to his camera- okay to take a few pictures?

PETER
For the school paper?

The Tour Guide nods. A few STUDENTS around Peter roll their eyes, one or two mutter "Geez." Peter ignores them, raises the camera to take a picture. Behind him, a POPULAR KID bumps his elbow on purpose, ruins the picture. Other kids laugh.

Peter raises the camera again, gets bumped again. He turns around, gives a glare. The Popular Kid steps forward, threatening. A VOICE mutters from nearby.

HARRY
Leave him alone.

The Popular Kid turns, sees Harry Osborn staring at him in a slouchy sorta way.

POPULAR KID
Or what?

HARRY
Or my father will fire your father.

The Popular Kid blinks, looks at Harry, who stares, hyper-confident. The Popular Kid backs off, WHISPERS to a friend- can he do that?

Peter looks at Harry gratefully.

HARRY (cont'd)
Owed you one, Parker. Sorry about before.

Hey, Harry's not so bad.

They reach the center of the rotunda floor, where RESEARCHERS and TECHNICIANS work at benches and computers surrounding a large electron microscope that is the lab's centerpiece. Large video screens around the room display giant images of the microscope's area of scrutiny- spider DNA.

The Tour Guide continues, the speech growing intense.

TOUR GUIDE
Over five painstaking years, Columbia's genetic research facility has fully mapped the genetic codes of each of these spiders.

UP ABOVE THEM,

In the high arch of the rotunda, a spider has spun a magnificent web that glistens in the light. The spider sits at the center of it. Waiting. Feeling for the vibrations of an unlucky visitor.

TOUR GUIDE (O.S.)

Armed with these DNA blueprints,
we have now begun what was once
thought impossible- inter-species
genetic transmutation.

DOWN BELOW,

The group is led toward a set of sealed glass doors to another laboratory. The Tour Guide leads the group over.

TOUR GUIDE

This is the Recombination Lab,
where we use synthesized
transfer-RNA to encode an entirely
new genome, combining genetic
information from all three spiders
into these ten genetically-designed
super-spiders, the first mankind
has ever produced.

The class surges forward to check it out. Ten very creepy looking mutant spiders crawl about in a glass tank right in front of their eyes.

M.J.

(wide-eyed, loving it)

Disgusting.

TOUR GUIDE

Just imagine- if one day we can
isolate the strengths, powers and
immunities in human beings and
transfer that DNA code among
ourselves. All known disease
could be wiped out. Of course,
we're nowhere near ready to start
experimenting with humans, nor do
we know that we ever should. So
for the moment we're concentrating
on these ten spiders. Any questions?

PETER

Nine.

TOUR GUIDE

I beg your pardon?

PETER

I only count nine spiders.

TOUR GUIDE

No, there's ten. Aren't there?

As he and the others turn their attention to the tank and start counting the spiders, we drift up to the ceiling.

UP IN THE ROTUND ARCH,

There is an air vent that leads out of the sealed lab area and feeds into the rotunda. The vent has a space between its bars just big enough for a spider to crawl through.

And right next to the air vent is the spider's web, the one we saw before. The mutant spider is on the move, crawling across its web toward a fly that has been caught at the edge.

The spider fingers its way steadily across its web. Then, with a blindingly fast move, it pounces. The hairy beast surrounds the struggling fly, engulfs... and devours it.

DOWN BELOW,

The tour group has given up on the mystery of the missing spider and is following the Tour Guide, who's heading off for the next part of the lab. M.J. lingers behind for a moment, by herself, and Peter swallows. He may never get another chance like this.

PETER

Can I take your picture? I need one
with a student in it.

She hides a smile. She loves the camera.

PETER (cont'd)

Right there, this is good.

He raises the camera as she poses in front of the glass.

Above him, a thin vertical line of spiderweb glistens in the light. At the end of it, the spider dangles, dropping from its web, gliding down toward the floor below.

Unaware, Peter keeps snapping pictures.

PETER (cont'd)

You're photogenic.

M.J.

That's what my agent tells me.

This girl is out of his league.

Above, the spider continues to drop, straight down toward Peter's right hand, which he's using to click the shutter and wind the film advance.

Peter clicks off another shot. The spider draws closer, headed for the spot between Peter's thumb and forefinger. Its hairy legs come in for a landing on Peter's pink flesh and-

PETER

Ow!!!

He shakes his hand, hard, to flip the spider off of him. The spider flies off and lands on the floor.

From across the room, Flash bellows for M.J.

M.J.

I gotta go.

She hurries away, tossing a moderately concerned look over her shoulder.

M.J. (cont'd)

You okay?

But she doesn't stick around for an answer.

Peter looks at his hand. There are two tiny red marks where the spider sank its fangs into his skin. Peter bends down, looks at the spider on the floor.

It's dead.

On the huge electron microscope display screens, swirling strands of DNA molecules combine, detach, and recombine.

CUT TO:

EXT. GENETIC RESEARCH INSTITUTE - NIGHT

Night has fallen, and the city has a different character, more ominous, sirens WAILING nearby. The group of students comes out of the Columbia building and pours down the stairs toward the waiting bus.

Peter straggles along at the rear of the group. He stumbles and puts a hand to his head. Feeling strange.

INT. BUS - NIGHT

The bus rolls through the city. In the very back seat, M.J. is making out with Flash. A few raucous rows up, Peter is alone, covered in sweat and pale as a ghost.

Rubbing his hand, he notices it has turned red and blotchy where the spider bit him. He touches his wrists gently- they seem to cause him great pain. What the hell?

CUT TO:

INT. PARKER HOUSE - LIVING ROOM - NIGHT

On TV, professional wrestlers go at it. BEN PARKER, a kindly man in his early sixties, watches from a Barcolounge in the living room of a modest two-story home. On the television, an ANNOUNCER is terribly excited.

ANNOUNCER (O.S.)
-three thousand dollars, one
thousand per minute in the ring,
payable ONLY if you survive the
full one hundred and eighty
seconds!

The front door opens and Peter staggers in.

UNCLE BEN
Hey, Pete. Take a look at the act
this joker cooked up. Calls himself
Bone Saw McGraw.

PETER
...don't feel well...

UNCLE BEN
What?

MAY PARKER, a frail woman the same age as Ben, appears in the
doorway from the kitchen. Both of them seem way too old to be
Peter's parents.

AUNT MAY
Hello, dear, how was the field
trip. I saved a nice plate for you
in the oven, we had pot roast with-

PETER
(heading upstairs)
...not hungry...

AUNT MAY
Where are you going?

PETER
...gotta sleep... everything's
fine...

His bedroom door SLAMS.

AUNT MAY
Is he alright? Does he have the flu?

UNCLE BEN
(waves it off)
He's seventeen.

AUNT MAY
He's depressed.

UNCLE BEN
He's seventeen.

She heads for the stairs, but Uncle Ben takes her arm and stops
her gently.

UNCLE BEN (cont'd)

Don't hover, May. He'll let us know
if he needs help.

INT. PETER'S BEDROOM - NIGHT

Peter drops to his knees in his bedroom and clutches his abdomen
in pain.

PETER
(gasping)
Help.....

He falls to the floor, writhing in agony. He looks at the hand the
spider bit, which is now completely red and swollen. He touches
his wrists again, but yanks his fingers away. They are intensely
sensitive.

Now drenched in sweat, he begins to shake uncontrollably with
chills. He manages to paw one hand up to the bed, rip the blanket
and sheets off it, and drags them down over him. He huddles under
them, trembling violently, face pale, eyes black and sunken, teeth
chattering.

Suddenly, his eyes roll up into the back of his head and he passes
out. Under the lids, his eyes flicker rapidly.

IN PETER'S DREAM STATE,

Geometric shapes tumble toward us, rectangles, hexagons, octagons,
dodecagons, all merging, blending, making sense, like a way cool
3-D spider Screen Saver.

The geometric shapes suddenly align themselves and flatten out, we
realize we're at the center of a spider's web, first person point
of view. We glide slowly over the web, toward an insect caught at
the edge of it.

A pair of fangs comes into our field of vision, our fangs, they
sink deep into the thorax of the helpless fly, glowing green goo
oozes out around the puncture, the image is terrifying and, with a
SCREAM we

CUT TO:

INT. PETER'S BEDROOM - DAY

Peter wakes up, morning sunlight streaming through his window. He
blinks a few times, horrified by his dream. He hasn't moved from
the position he collapsed into on the floor. But as he orients
himself, he seems to feel better. Carefully he stretches his legs,
takes a few deep breaths.

Definitely feels better. Relieved, he throws aside the blanket and
sheets-

-and GASPS. A sticky white mass is all over him and the sheets,
some kind of silky substance. Grossed out, Peter struggles to peel
the sheets off and free himself from the gluey strands. As he
raises his arms, he notices that the stuff's tendrils lead up to

the undersides of his wrists.

He examines his wrists. They're oozing a pearly white fluid from almost invisible slits about a quarter of an inch long. The slits are puffy, great pressure on the skin from inside. He pushes on the skin next to one of the slits, to relieve the pressure. A dark shape, the size and color of a rose thorn, emerges from beneath the skin and shoots a jet of liquid silk into his face.

Peter SCREAMS at the top of his lungs and paws the stuff out of his face. He holds the other wrist, away from his body this time, and tries again. The same thing happens again, but this time the silk shoots up to the ceiling- and sticks there.

There is a KNOCK on the door.

AUNT MAY (O.S.)
Peter? Are you alright?

PETER
Fine! I'm fine. Just having... had
a bad dream.

AUNT MAY (O.S.)
You must be starving, you ran right
past your dinner last night, so I
made an enormous breakfast. How's
your flu? Any better this morning?

He staggers to his feet, trailing strands of webbing all over the floor.

AUNT MAY (O.S.) (cont'd)
Peter? Any change?

PETER
Change! Yes! Big... change!

INT. BATHROOM - DAY

Peter comes into the bathroom and turns on the shower. He strips off his tee-shirt and does a double-take in the mirror.

His chest, so underdeveloped yesterday, is now that of a Greek god. Nothing overdone, not a body builder's chest, but a perfect one. He checks out his arms, his calves, his thighs. Incredible. Puny Parker no more.

He studies himself in the mirror. Notices something else different.

PETER
Hey.

He picks up his glasses from the counter top and puts them on. He squints, everything's fuzzy now. He takes them off and it's 20/20. He tries once more- on, off. He can see.

IN A CORNER,

Peter's glasses land in the trash can.

CUT TO:

INT. KITCHEN - DAY

The front door of the refrigerator is yanked open, hard, and Peter starts rummaging through the stuff inside, mumbling to himself.

PETER
"...massive quantities of protein...
natural juices of their prey..."

Aunt May and Uncle Ben look at each other, then back at him.

AUNT MAY
Everything okay?

Peter turns, gnawing on a piece of meat loaf.

PETER
Uh huh.

UNCLE BEN
Something you want to tell us?

Peter stops chewing for a second, thinks. How exactly do you word this? Answer- you don't.

PETER
Nope!

CUT TO:

EXT. STREET - DAY

Peter walks to his bus stop, ravenously eating a chunk of leftover steak. He sees M.J., walking down the other side of the street.

PETER
Talk to her, talk to her, talk to
her, talk to her...

Feeling emboldened today, he raises a hand and waves.

PETER (cont'd)
Hi!

She smiles, waves back. She stops and says something, but a car driving between them makes it impossible to hear. He cups a hand to his ear, can't hear you. She says it louder, still can't hear her. Curious, Peter steps off the curb-

and into the path of a speeding delivery truck. The horn WAILS. M.J. SCREAMS. Peter looks up, the truck's grill is right on top of him and bearing down fast, there's no way he will avoid being hit, unless of course he jumps.

So he jumps. Twenty feet, straight up into the air. He lands on a building, but on the side of the building, and clings to it by his hands and feet, held there as if by suction cups.

PETER (cont'd)

HAH?!

DOWN ON THE STREET,

M.J. stares in horror as the truck clears her line of vision. Peter has vanished.

She looks down the street, as the truck slows and turns a corner. No body stuck to the grill. And no thud, either. That's weird.

Another HORN jars her from her reveries. It's Flash and his Cronies, come to give her a ride to school in a very expensive car. She climbs in the back and it pulls away, leaving her still staring out the back window, puzzled.

ON THE SIDE OF THE BUILDING,

Peter clings, terrified, looking down at the ground far below. He pulls one hand off the side of the building gingerly, to reach up, for the roof. But he loses his traction and drops, plummeting straight toward the ground.

Where he lands with catlike grace.

PETER

Damn!

He looks around him. Nobody's watching, so he tries it again, bending his knees this time. He jumps, soars, straight up into the air-

EXT. BUILDING ROOF - DAY

-and lands on the roof of the three story building. Teetering for balance, he reaches out and grabs hold of a drainpipe-

-and the metal CRUSHES under his grip. He laughs, giddy, thrilled beyond belief. He grabs another pipe, this one galvanized steel, and squeezes it with the other hand. Same result.

Completely freaked out, Peter walks to the edge of the building and looks down, then across at the even taller building across the alley.

He looks at his wrists again. He raises his right arm and extends it toward the building, tries to get the goop to spray out. But it doesn't come. He makes a fist. Nothing. He closes his thumb and little finger together. Nothing. He rotates his hand so the palm faces up, extends all five fingers, and brings his ring and middle fingers toward his palm, together.

THWIP!

A single strand of webbing shoots out from his wrist, straight up.

Peter frowns, tries to direct it more. This time it goes off in an arch to the left.

PETER
Hard to aim...

One more try. This time the webbing flies across the alley and sticks to the side of the other building.

Peter tugs on it. It's tough. He pulls harder. Can't break it. He wraps both hands around it and yanks as hard as he can. He doesn't break the webbing, what he does is pull himself right off the roof of the building.

Peter SCREAMS as he sails through the air, but he keeps his grip on the web, and the result is that he swings across the alley and lands on the wall of the building opposite, clinging there with his hands and feet.

He turns, almost instinctively, crawls head first down the side of the building, and lands on his feet in the alley.

He turns and looks around. Nobody saw him. He laughs. Stops. Freaks out.

PETER (cont'd)
Oh boy.

CUT TO:

INT. MIDTOWN HIGH - CORRIDOR - DAY

CLOSE ON Peter's shirtsleeves, which he has pulled down as far as he can to cover his wrists. In fact, he's clutching them with his fingers to keep them down, not taking any chances as he walks down a crowded high school corridor.

He reaches his locker and starts dialing a combination. Suddenly his brow furrows, he puts a hand on the back of his neck.

PETER
Weird sense... danger...

We follow his hand and draw close to the back of his neck, very close, so close that we can see the very hairs on the back of his neck as they stand up!

Reflexively, he whips around in defense posture, in time to see a FIST that's headed straight towards him.

Lightning-quick, he darts to the side, a split-second ahead of Flash Thompson's thrown punch, which BANGS into the locker where Peter was standing.

FLASH
Couldn't keep away from her, could you? You just had to stick your camera in her face.

Two of Flash's cronies hurriedly close the classroom doors on either side of the hallway, to block the view of the teachers within.

PETER

I don't want to fight you, Flash.

FLASH

I wouldn't want to fight me either.

A crowd quickly forms around them. Flash takes two more swings, but again Peter ducks them- and fast. Flash is puzzled.

Sensing an attack from behind, Peter suddenly ducks. One of Flash's cronies, who was sneaking up on him, is left grabbing air. Peter stands, flips the guy off his back.

A crowd forms to watch, Harry Osborn among them.

Enraged, Flash ROARS and lunges at Peter. Peter ducks one, two, three, four punches, never even having to move his feet, just darting his torso around so fast he creates a motion blur.

Harry shakes his head, impressed, gives a look to the person standing next to him, who happens to be M.J. She returns the look. Harry looks back at the fight, then does a double take back at M.J.

Hold the phone, she's hot...

Back in the fight, Peter clenches his hands into fists to go on the offensive.

Off to the side, one of the classroom doors opens.

Peter pulls back to throw a punch, just as a TEACHER steps out of the open door.

TEACHER

What the hell is going on out here?!

Flash turns at the voice, but it's too late for Peter to pull the punch. It lands solidly on Flash's jaw and sends him sailing back against the lockers, hard. He slumps to the floor, unconscious.

Peter GASPS, shocked at his own strength.

FRIEND 1

You chicken-shit, he wasn't even looking!

FRIEND 2

(to the Teacher)

Flash was just standing there and Parker sucker-punched him!

TEACHER

Parker? Sure he did.

PETER
I did! Really!

Friend 1 lunges at Peter, more Teachers stream in to hold them back, and it all dissolves into chaos.

PETER (cont'd)
(shouting over the melee)
I SWEAR I DID! ASK 'EM! I ACTUALLY
DID!

Harry turns to M.J., grinning.

HARRY
I'm starting to like the little
spazz.

She smiles- friendly, shy, demure, leading- a proven-effective combination, and it's not lost on Harry.

HARRY (cont'd)
By the way, my Name's Osborn.

M.J.
By the way... I know.

CUT TO:

EXT. STREET - FOREST HILLS - NIGHT

An expensive car pulls over, loud MUSIC playing from inside. Harry Osborn at the wheel. A laughing Mary Jane Watson climbs out, to the raucous good-byes of Harry and his friends.

Always a party somewhere for M.J. As the car pulls away, a SHOUTED CURSE draws her attention to her house, a lower-middle class home just like Peter's.

Through the living room windows, she can see a MAN and WOMAN arguing, plainly visible out here, their voices way too loud. M.J. races up the steps and goes into the house. We linger outside, hear the SHOUTS continue, her voice now adding to them. M.J. pulls the blinds, but the silhouettes are still visible inside. A child begins to CRY, which only seems to inflame the man more. The man's speech slurs, he's unsteady on his feet, he's much too loud.

M.J. BANGS through the screen door, coming out on the porch again, carrying a THREE YEAR OLD BOY. She drops on the front steps, trying to ignore the chaos inside that house. Inside her house. The little boy buries his head in her shoulder, sucks his thumb. M.J. tries to comfort him.

M.J. glances to the side, to the house next door. It's Peter Parker's home, right beside hers, maybe eight feet away, across a narrow driveway. She sees Peter, also out on his porch, with his Uncle Ben. In contrast to her own situation, Peter and his uncle seem to be having a quiet, thoughtful conversation. M.J. watches them, envious. To have someone older, wiser, someone who truly cares...

ON THE PORCH OF THE PARKER HOUSE,

Peter listens to his uncle.

UNCLE BEN

I won't ask what the fight was about, that's your business. You're changing, and that's normal. This is the age when a man becomes the man he's going to be for the rest of his life. All I'm saying is to be careful who you change into. Okay, pal?

PETER

I'm trying, Uncle Ben, I am. I feel all this, this-
(choosing words carefully)
-power, but I don't know what it means, how to control it, even, or what I'm supposed to do with it.

UNCLE BEN

You'll figure it out. You're one smart cookie, Pete, your teachers tell me they've never seen a science whiz like you at this age. Knowledge is power. But with great power comes great responsibility. Remember that. "Of those to whom much is given, much is required." Much more than hallway fist fights.

Peter nods, thinking, amazed at how insightful his uncle's words are- if only he knew everything.

PETER

Uncle Ben, I think you're about the best father a guy could ever have.

UNCLE BEN

Uncle, Peter. Uncle. You had a father.

PETER

What really happened to my parents?

UNCLE BEN

Here we go again...

PETER

They worked for the government, didn't they?

UNCLE BEN

It was a plane crash, son. Nothing more, and nothing less.

PETER

I wish there was some way I could help you and Aunt May the way you helped me. Maybe get a job, pay some of the bills while you're laid off. Aunt May's medicine isn't exactly free, I mean, how are we-

UNCLE BEN

(gets up)

Paying bills is my job, not yours.

PETER

I just want to help.

Uncle Ben kisses him on top of the head.

UNCLE BEN

Love you for that, kiddo.

He goes inside. Peter turns and looks through the window as Uncle Ben settles back into his Barcalounger. He says something positive to Aunt May, who's on the sofa. She casts a hopeful look out at Peter as Uncle Ben picks up the remote and turns the TV back on.

Hey, guess what's on- wrestling. From here, Peter can see the screen.

A smile spreads across Peter's face as an idea takes shape. He jumps to his feet, HOOTS in excitement, and leaps- onto the side of the house. He crawls, straight up.

EXT. WATSON HOUSE - NIGHT

Next door, M.J. is slumped over, head in her lap. Next to her, the Three Year Old watches, still sucking his thumb, as Peter crawls up the side of his house, over the top of his window, then reaches over, upside-down, pulls the window open, and crawls down through it, across the ceiling of his room. He drops onto the floor and pulls the shade.

The Three Year Old pulls his thumb from his mouth.

THREE YEAR OLD

The man crawls up his house.

The thumb goes back in. M.J. raises her head. She sees nothing unusual. She drops her head in her lap again. If only she'd been looking...

CUT TO:

INT. PETER'S BEDROOM - NIGHT

A newspaper CRINKLES open to a large ad in the sports section.

Attention Amateur Wrestlers!

THREE THOUSAND DOLLARS
For just three minutes in the ring!
Colorful characters a must!

Peter's hand RIPS the ad from the paper.

AT A DESK,

Peter has a sketch pad in front of him and is drawing rapidly, the outline of a human figure and various costume possibilities. He draws a pair of wings on the figure.

PETER
A spider with wings?

He scribbles them out. He tries antennae, hates those too, crumples up the page and starts over.

He sketches some web-type lines over the face and arms- hey, that looks cool. He draws the eyes. Large, wicked jack o'lantern ovals, with upturned edges. Ooohh...

IN THE SCHOOL LIBRARY,

Peter is studying a book called "Principles of Sewing," taking copious notes. An ATTRACTIVE GIRL walks past, Peter slams the book closed. On his finger.

ON HIS BED,

Two Danskins spill out of a plastic bag, one midnight blue and the other a deep red. Colors look good together.

A RAZOR KNIFE

Cuts through the blue, then the red, then through a nearly-opaque white mesh he's using for the eyes.

With a black marker, he draws a big black spider outline in the middle of the red fabric.

EXT. JUNKYARD - DAY

Peter stands in an abandoned junkyard, experimenting with the spinnerets that have grown in his wrists. He's set up a row of targets of varying sizes about fifty feet away.

He tries to hit an old television set. Misses wildly. Tries something larger- a '68 Plymouth Duster. Not even close. Peter is frustrated.

Jumping back a ways, we get a look at the whole junkyard. Web strands cover everything, everywhere. He's going to have to figure this out.

INT. SCHOOL SCIENCE LAB - DAY

Peter hunches over a microscope. He looks both ways, makes sure nobody is watching him, then shoots a little jet of web fluid from

his wrist onto a slide and puts it under the microscope.

INT. PETER'S BEDROOM - NIGHT

Sparks fly. Peter has dismantled several Zippo lighters, watches, and assorted old jewelry and is silver-soldering them together in a new way. He picks one up, blows on the solder, and puts it around his wrist.

It's hinged in the middle, right underneath a small, delicately mounted nozzle that swivels in all directions. Peter closes the wrist-bracelet around his wrist, right over his biological spinnerets.

EXT. JUNKYARD - DAY

Back in the junkyard, Peter now wears the bracelets over his wrists. Peter shoots out a web-

SPLAT! A direct hit on a Coke can fifty feet away.

Peter grins. He shoots another web, SMACKS into a milk container a hundred feet away, pinpoint accuracy.

He spins around like a gunslinger, shooting webs in all directions, giddy. One web SMACKS into the side of a car that's been crushed and stacked on top of ten other cars.

Peter pulls, forgetting his strength, and the entire tower of wrecked cars begins to tip over toward him. He lunges forward, instinctively, and pushes the stack back upright.

Amazed and delighted with himself, he raises both arms, SHOUTING in triumph, he aims right at us, bends the two middle fingers of each hand back toward his palms, two jets of webbing immediately fly straight out to us, smack us in the face, and we "web" dissolve to-

EXT. ARENA - DAY

-midtown Manhattan, where A THOUSAND WRESTLING FANS stream into a smallish arena on a Saturday afternoon. An old Chevy Caprice pulls over at the curb.

INT. CAR - DAY

Uncle Ben is at the wheel, Peter beside him.

PETER

You didn't have to drive me, Uncle Ben. The train stops right across from the Library.

UNCLE BEN

I thought this'd give us a chance to talk.

PETER

We hardly said a word!

UNCLE BEN
Who needs words?

Peter laughs and shakes his head. Uncle Ben grabs a brown paper bag from the back seat and starts to hand it to Peter, who snatches it away from him anxiously.

PETER
Thanks. I got it.

UNCLE BEN
Pick you up on this corner at six o'clock!

Peter waves and heads off down the street, walking against the tide of wrestling fans as his uncle pulls back into traffic.

Peter watches till the Chevy is gone, then turns around and joins the crowd headed into the arena, just as a deafening ROAR comes over and-

INT. ARENA - DAY

-we see a COSTUMED AMATEUR WRESTLER slam into the wall of a cage match ring in the middle of a small, hot, dusty arena. The Wrestler GROANS in agony, a REFEREE jumps in to stop the match as BONE SAW McGRAW, six feet nine if he's an inch, three hundred pounds of pure muscle, ROARS at the crowd, standing over the broken body of his fallen challenger.

This place is nasty.

A GUARD hurries to a gate in the wall of the cage, unlocks it, and PARAMEDICS rush in to help the helpless amateur.

A RING ANNOUNCER steps forward, grabs a dangling microphone.

RING ANNOUNCER
Seventeen seconds?! Seventeen seconds, ladies and gentlemen!! Is there no one who can last three minutes in the cage with Bone Saw McGraw?

Bone Saw ROARS again, through a mouthful of bad teeth. Might even be a few words in English in there.

As the Paramedics carry the amateur wrestler from the ring on a stretcher:

RING ANNOUNCER
Will the next victim please enter the ring at this time! If he can withstand just three minutes in the cage with Bone Saw McGraw the sum of three thousand dollars will be paid to...

He turns and gestures to ringside. A spotlight flicks on. Two GUARDS open the cage doors wide and Peter climbs to the top of the stairs, into the spotlight, clad in his homemade costume. It looks pretty good.

The Announcer checks him out, leans over, covers the microphone.

RING ANNOUNCER (cont'd)
What do they call you, man, "The Spider?"

SPIDER-MAN
(likes the sound of it)
"Spider-Man." Yeah, Spider-Man!

RING ANNOUNCER
(back into microphone)
Three thousand dollars will be paid to SPIDER-MAN! Will the guards please lock the cage doors!

SLAM! SLAM! Two huge barred doors CLANG shut right behind Spider-Man, startling him.

CLICK! CLICK! Keys turn ceremoniously in the locks.

A BELL RINGS

And the fight begins. Bone Saw does his usual ROARING thing. Spider-Man swallows, hovers at the edge of the ring. This guy is terrifying.

Bone Saw ROARS again, louder, expecting Spider-Man to lunge at him. Spider-Man trembles in the corner.

The Crowd CHEERS wildly, calls for Spider-Man's immediate destruction. Bone Saw ROARS, happy to oblige, and hurls himself across the ring, three hundred pounds of brute force.

Spider-Man's wide white eyes pop even wider and whiter. At the last second, he leaps, straight up into the air. Bone Saw passes under him, rebounds off the ropes, and Spider-Man lands neatly on his shoulders. He grins, confidence growing, fast.

SPIDER-MAN
Not a bad costume, what is that, Spandex? I used Lycra for mine and it itches like crazy.

Bone Saw attempts to back fall, to crush Spider-Man under him, but our hero is too quick for that. He stretches out a wrist and shoots a web straight above him, to the bars at the top of the cage, twenty feet up. The web sticks there, and when Bone Saw drops to the canvas, he is alone.

He blinks, the wind knocked out of him. Directly above him he sees Spider-Man, dangling upside-down from his web, miming checking his watch.

SPIDER-MAN (cont'd)
Gee, a minute already. Can I get a
magazine?

Bone Saw SCREAMS in anger and leaps to his feet. Spider-Man flips over, climbs up his web strand until he's twenty feet above it all. He yells down.

SPIDER-MAN (cont'd)
Hey, Bone Head! Does that count as
staying in the ring?

BONE SAW
COME DOWN HERE!

SPIDER-MAN
Okey-dokey!

He lets go of his webbing, dropping twenty feet, straight down. He lands right on top of Bone Saw, who drops to the canvas beneath him, pinned. The Crowd freaks out. Flashbulbs pop. Spider-Man raises his arms, triumphant.

SPIDER-MAN (cont'd)
Ahh.... show biz.

INT. ARENA OFFICES - NIGHT

The administrative offices, upstairs at the arena. The PROMOTER puts a single hundred dollar bill into Spider-Man's palm (Peter is still wearing the costume).

PROMOTER
Now get outta here.

SPIDER-MAN
A hundred bucks? The ad said three
thousand!

PROMOTER
Check it again, webhead. It said
three grand for three minutes. You
pinned him in two. For that I'll
give you a hundred, and you're
lucky to get it, wise ass. You
made my best fighter look like a
girl out there.

Behind them, a squirrely-looking guy slips into the office, hair dyed platinum blonde.

SPIDER-MAN
You don't understand, it's not
for me, it's for my aunt, she
needs this medicine, see, and-

PROMOTER
A sick aunt? Are you for real? I
missed the part where this is my

problem.

Spider-Man stares at him for a long moment, burning with rage, he wants to bust this guy right in the nose, he trembles, his hands curl into fists, he could put him right through the wall if he wanted to-

-but he turns and leaves instead.

INT. HALLWAY - NIGHT

Spider-Man walks away down the corridor, clutching the lousy hundred dollar bill, muttering under his breath. He's nearly to the elevator when he hears a SHOUT from behind him.

PROMOTER

Hey! What the hell do you-

He turns. Silhouettes move violently in the frosted glass window in the door to the administrative offices. The Promoter's shadow is thrown violently to the floor, the door BANGS open hard, shattering the glass, and the squirrely-looking guy races out, clutching a canvas bag. He is a THIEF.

PROMOTER (cont'd)

Help! Police! That guy stole the gate, he's got my money!

A COP approaches from one end of the corridor. The elevator DINGS, its doors start to open, and the Thief takes off down the hallway toward it. The Cop gives chase, calling ahead to Spider-Man.

COP

Hey, you! Stop that guy!

Spider-Man looks up, at the Thief racing straight at him, at the Cop giving chase, at the opening elevator behind him. He thinks, debates-

-and takes a step back. The Thief races right past him and into the elevator.

THIEF

Thanks, freak.

The doors close and he gets away. The Cop arrives, SLAMS his fist on the elevator doors.

COP

What the hell's the matter with you?! You just had to knock him down!

The Promoter comes rushing up out of the office, a large red welt growing on his cheek.

PROMOTER

You coulda taken that guy apart!
Now he's gonna get away with my

money!

SPIDER-MAN

I missed the part where this is
my problem.

He turns and walks away down the corridor.

CUT TO:

EXT. ARENA - NIGHT

As night falls, Peter comes out of the arena, dressed in street clothes again. On the far corner, there are flashing lights and a small crowd gathered, but he doesn't notice, just starts looking around for Uncle Ben's car.

Peter stands on the corner where Ben said he'd pick him up. Looks to the left, to the right. Not there yet.

Another POLICE CAR races by him, SIREN wailing, and heads for the far corner. Peter ignores that too. Checks his watch. Looks up the block. Still no Uncle Ben.

An ambulance SCREAMS past him, also headed for the far corner. Peter turns, watches it pull up, PARAMEDICS jump out.

Now he takes a mild interest. He wanders across the street. As he walks, his brow furrows, two and two coming together in his mind in a bad way. He walks faster. Couldn't be.

He walks faster. And faster. He elbows his way through the back of the swelling crowd. Then the middle. As a desperate conviction grows in his mind, he thrashes, breaking through the front of the crowd and looking down at the ground-

-where the Paramedics are bent over a body, working.

PETER

UNCLE BEN!!

He lunges forward, but COPS stop him, pulling him back.

COP 1

Hang on, hang on!

PETER

My Uncle! That's my uncle!

COP 2

That's not gonna help him!

COP 1

Let the paramedics do their work!

PETER

What happened?!

COP 1

It was a carjacker. He's been shot
in the chest.

PETER
Oh, God, no!

Frantic, Peter looks at the Paramedics. They're not giving CPR, no
mouth to mouth, in fact, they're packing up their equipment.

PETER
They're not doing anything!
Why aren't you doing anything?!
(bursts away from the cops)
What's the matter with you?! Is
he okay? Is he gonna be okay? Why
are you stopping?!

The Paramedics look at each other, then at Peter.

PARAMEDIC
He passed away, sir.

PETER
He....?

PARAMEDIC
I'm sorry, sir.

Peter backs away in horror, unable to believe his eyes. Behind
him, a THIRD COP comes hurrying up to the other two.

COP 3
Hey, it just came over the radio!
Patrol car spotted the vehicle
running a red light on Ninth
Avenue!

COP 1
They got the guy?!

COP 3
Not yet! He cracked up the car at
the waterfront- he's holed up
inside an abandoned factory at the
river!

Very close on Peter now- he's listening intently, his face hard as
stone.

COP 1
Which river?

CUT TO:

EXT. A DARK ALLEY - NIGHT

An exaggerated shadow falls on the brick wall of an alley. A man
tears off his clothes, violently. The shadow grows rapidly bigger
as the man starts to run, suddenly the shadow leaps, high into the

air, and lands on the side of the building right in front of us.

THE AMAZING SPIDER-MAN begins to climb, straight up the side of the building. Peter may have been in the Spider-Man suit when he climbed into the ring, but now he truly is Spider-Man. We climb with him, rising higher and higher until we burst out over the roof's edge.

ON THE ROOF,

He scans the horizon. Off to the west, he sees a cluster of police lights at the edge of the Hudson River. His right arm rises, almost instinctively, palm up.

THWIP!

A silver strand of web fluid shoots out across the street. Spider-Man wraps his hands around it and leaps.

We leap with him, swinging out over the city, held aloft by the tensile strength of the web alone. We plummet down, in a graceful, terrifying arc, and as the ground races up toward us, Spider-Man's left hand rises- THWIP!

Another web strand rockets out into the night, the web-slinger shifts his weight to the second strand, abandoning the first, pulling himself back up in a graceful arc that rises toward a glass-front building right in front of us.

The glass-front building races up at us, impossibly fast, but instead of crashing through it, we land on it, we stick.

We pivot, look for another tall building. We spot one, our gloved wrist rises up into frame, shoots out a web, and we leap from the building, swinging off into space again.

So that's what it's like to be Spider-Man.

DOWN IN THE STREET,

a CHILD, holding his mother's hand, has seen the whole thing. He drops his ice cream cone, it SPLATS on the pavement at his feet.

CUT TO:

EXT. ABANDONED FACTORY - NIGHT

At the Hudson River, a ring of police cars surround an abandoned factory. Uncle Ben's Chevy is crashed into a dumpster in front, the driver's door hanging open. Radios SQUAWK, COPS cluster around the barricades, planning how to go in and who has to do it.

Behind and above them, a glistening dark figure swings through the night, right past them. Unseen.

ON THE SIDE OF THE FACTORY,

Spider-Man lands silently. His movements are flawless, graceful, economical now, as if he has become his perfected self in the last

five minutes. He crawls, sideways like a crab, but ten times as fast. He slithers through a blown-out window near the roof line.

INT. FACTORY - NIGHT

Spider-Man crawls, upside-down, across the roof of the factory. His eyes scan the abandoned factory floor below, which we see upside-down too, the way he does.

Over in the far corner, the Carjacker huddles, a dark figure trying to hide in the middle of the rusted-out equipment.

Spider-Man creeps close, fast and silent, until he is directly above the Carjacker, looking down at him.

DOWN ON THE FLOOR,

The Carjacker cowers, MUTTERING to himself, obsessively checking his weapon to make sure it's loaded. Can't make out a word he's saying, but he's terrified. Red police lights reflect off him, bouncing around the empty factory as they strobe through the dirty, leaded windows, revealing only his outline.

Behind him, Spider-Man descends slowly, upside-down, from a web strand. He rotates, lands softly on his feet, looming behind the Carjacker.

The Carjacker senses something and whirls around. BLASTS a shot at Spider-Man. Sensing it, Spidey leaps onto the nearest wall. The Carjacker, whom Spider-Man sees only as a red silhouette, starts BLASTING at him, one shot after another, as Spidey leaps from wall to ceiling to wall to floor, just inches ahead of the bullets.

IN THE STREET,

The Cops hear the shots, press forward. Weapons are drawn, rifles steadied. They can see figures moving inside the factory.

IN THE FACTORY,

Spider-Man does one particularly acrobatic leap and lands on top of the Carjacker's arm, kicking the gun free. It SKITTERS across the cement floor as Spidey holds the guy up, curls a fist-

SPIDER-MAN

This is for the man you killed.

-and punches the Carjacker in the jaw. The blow lifts the man right off his feet and sends him sailing into one of the unbroken windows, which SHATTERS. Spider-Man leaps into the window frame, grabs the Carjacker, pulls him to his feet.

IN THE STREET,

The Cops hear the breaking glass.

COP 1

In the window!

COP 2
Get some light on it!

They turn their spotlights toward the factory.

IN THE FACTORY,

CARJACKER
Don't hurt me! Give me a chance,
man, give me a chance!

SPIDER-MAN
DID YOU GIVE HIM A CHANCE!? THE
MAN YOU KILLED?! DID YOU?! ANSWER
ME!

One by one, the spotlights from outside swing around to frame the pair of combatants in the window. Suddenly, the Carjacker's face is revealed, brightly lit. A police helicopter is overhead, the prop wash blows the Carjacker's hair around wildly.

His platinum blonde hair...

Spider-Man's eyes open wide in horror as he recognizes the Carjacker. It is, God help him, the Thief who stole the money at the arena. The one Peter stepped aside for.

SPIDER-MAN (cont'd)
No! No, not YOU!

Yes. Yes him. Spider-Man trembles in horror as he realizes the ghastly truth:

He failed to stop the very man who murdered his uncle.

Images flood back at him, fast:

INT. ARENA OFFICES - NIGHT

The Cop, yelling at him:

COP
Stop that guy!

INT. ELEVATOR - NIGHT

The Thief, standing in the elevator, looking at him evilly as the doors close on his escape.

EXT. ARENA - NIGHT

Uncle Ben's body, lying in the street.

EXT. FACTORY - NIGHT

Outside the factory, the Cops stare in wonder at the strange pair, framed by the brilliant lights now shining into the broken-out second floor windows of the factory.

COP 1
What the hell is that!?

SERGEANT
OPEN FIRE!

The Cops open up on the figures in the window.

IN THE WINDOW

More glass breaks, wood splinters, the Thief SCREAMS as bullets fly everywhere. Spider-Man SCREAMS right back, in rage and pain-

-and HURLS the Thief off the building!

The Thief SHRIEKS in terror as he plummets toward the ground, toward certain death. Spider-Man trembles, watching him fall, but finally-

SPIDER-MAN
I can't!

-he shoots out a web, which catches the Thief by the ankle, just above the ground, saving his life. With a ROAR of effort, Spider-Man swings the web, hard-

DOWN ON THE GROUND,

-sending the Thief flying across the parking lot and SMASHING into the windshield of a police car.

FROM INSIDE THE POLICE CAR,

The Thief lands on the windshield right in front of us. He writhes, in pain, but alive, a giant fly caught in the spiderwebbed windshield.

ON THE STREET,

The cops unleash a hail of gunfire as Spider-Man leaps up, onto the factory wall and crawls all the way up the roof, six stories above them.

COP 2
Don't shoot, don't shoot! He's on
our side, can't you see it, HE'S
ON OUR SIDE!

But the gunfire continues, just the first salvo in Spidey's long and misunderstood career to come.

EXT. ROOF OF FACTORY - NIGHT

Spider-Man falls to his knees on the roof of the factory in the whipping wind of the helicopter, arms thrown up in anguish as he faces the dramatic skyline of the unforgiving city.

SPIDER-MAN
NOOOOO!!

Another image comes to him, this one billowing right out of the black-bottomed clouds above him, a gigantic image of Uncle Ben's face:

UNCLE BEN
Always remember, Peter.

Lightning flashes in the sky, outlining Uncle Ben's face, turning it into a skeleton's head for a split-second before wiping it out completely. As Spider-Man dissolves into SCREAMS of anguish, Uncle Ben's VOICE resonates over the BOOMING thunder of the coming summer storm.

UNCLE BEN (cont'd)
With great power...

SPIDER-MAN
OH GOD, PLEASE NO, I'M SORRY,
UNCLE BEN, FORGIVE ME...!!!

UNCLE BEN
....great responsibility.

Lightning flashes, GUNFIRE echoes in the distance, sounding like the dull cannon BOOMS of a faraway funeral.

CUT TO:

INT. DAILY BUGLE - DAY

The front page of a tabloid newspaper, the Daily Bugle, carries three bold words in enormous typeface:

WHO IS SPIDER-MAN?!

The paper lowers with a noisy crumple, revealing the face of J. JONAH JAMESON, owner of the last flattop haircut in America. Jameson talks even faster than he walks: both are machine-gun paced.

JAMESON
Yeah, who the hell is he, and
what's he doing on the front page
of my newspaper?

He struts off across the chaotic newsroom, side by side with ROBBIE ROBERTSON, his city editor.

JAMESON (cont'd)
And why don't we have a picture?!
Damn it, Robbie, I go to Palm
Beach for two days and-

ROBBIE
We sold out all four printings,
Jonah.

JAMESON

Sold out?

ROBBIE

Every copy.

JAMESON

Spider-Man, page one, tomorrow!
With a picture this time!

ROBBIE

(smiles)

You're the boss.

EXT. CITY STREET - NIGHT

Snow flies, it's wintertime now. A bunch of THUGS have surrounded M.J., who has just come up from a subway stop in a not-great part of town. The Thugs are taunting her, harassing her, putting their hands on her. M.J.'s looking around for help, but it's late, cold and empty streets around here. One of the Thugs grabs her by the jacket, pulls her forward, and raises his other hand, CLICKING open a switchblade.

Suddenly the Thug stiffens, hit in the back by a web line. The second Thug does likewise, then they both fly backwards off their feet, yanked hard by Spider-Man, who clings to the building across the street.

SPIDER-MAN

We do not hit women!

The Thugs ROAR in anger and lunge across the street toward him.

SPIDER-MAN (cont'd)

We hit the men who hit women.

He drops off the wall and into the thick of them. We don't see much, just flying fists, motion blurs, and Thug after Thug flying off his feet.

M.J. watches, transfixed. Now, that's a hero.

The Thugs all scatter, Spider-Man stands there, chest heaving.

M.J.

Who are you?

SPIDER-MAN

You know.

M.J.

I do?

SPIDER-MAN

Your friendly neighborhood
Spider-Man.

He leaps up, onto the side of the nearest building and starts climbing, straight up. She watches him go, astonished.

And totally lovestruck.

IN THE STREET,

A TOURIST races into the street, whips out a camera, hastily focuses a long lens, and snaps

A GRAINY STILL PHOTOGRAPH

Of Spider-Man on the side of the building.

IN THE NEWSROOM,

Jonah Jameson stares at the picture, furious. As usual.

JAMESON

I said a picture, not an ink blot!

Leaping back across the newsroom, we hear him bellow.

JAMESON (cont'd)

CAN'T ANYBODY TAKE A DECENT PICTURE
OF THAT FREAK?!

EXT. PARKER HOUSE - NIGHT

CLOSE ON a sign in the window of the Parker home- "ROOM FOR RENT."
Peter comes out of the house he shares with Aunt May, carrying a box of his possessions, and loads it into the back of Harry Osborn's car. Harry waits beside it.

AUNT MAY

You don't have to give up your
room, Peter.

PETER

You need the extra money, you know
you do. And I'll send more, as
much as I can, as soon as I get a
job.

AUNT MAY

College, a job, your own place...
You're not Superman, you know.

Peter laughs, grabs her in a ferocious hug.

EXT. CITY STREET - NIGHT

In a rough part of town, a COP beats a TEENAGER with his night stick while his PARTNER stands awkwardly a few feet away, not joining in, but not stopping him either.

The Cop raises his nightstick for a vicious blow, but suddenly THWIP-THWIP! Two web strands wrap around the nightstick and yank it out of his hand.

The Cop whirls around. Spider-Man clings to the side of a building

behind him, upside down.

COP

Hey! What the hell do-

THWIP! A strand of webbing shoots out, SPLATS over the Cop's mouth. In the moment of distraction, the Teenager gets to his feet and races away.

SPIDER-MAN

Leave him alone.

The Cop fumbles for his gun, Spider-Man turns, crawls up the building.

The Cop FIRES, two shots that CHINK off the brick where Spider-Man was, but he's already swinging off into the darkness.

THE DAILY BUGLE

Shows a front page picture of the angry Cop, next to the headline:

"SPIDER-MAN HELPS CROOK ESCAPE!"

IN THE NEWSROOM,

Jonah Jameson lowers the paper, sees Robbie glaring at him.

ROBBIE

You know that isn't true.

JAMESON

That's why we put quotes around it!

Other STAFFERS glower at him. They don't like it either.

JAMESON (cont'd)

If you all love him so much, GET
ME A PICTURE!

INT. SOUVENIR SHOP - DAY

A STORE OWNER stares at a crude Spider-Man doll offered to him by a young ENTREPRENEUR in a cheap suit carrying an open case with lots of money.

STORE OWNER

He's a criminal!

He tosses the action figure back at the Entrepreneur.

INT. PETER'S APARTMENT - DAY

Holding a box with his meager possessions, Peter stands in the doorway of his new apartment. One tiny room, cracked walls, dirty window, SIREN WAILING right below. Harry stands next to him, helping him move in.

HARRY

What a dump.

PETER
Expensive dump.

HARRY
How you gonna pay for it?

INT. PETER'S APARTMENT - NIGHT

Peter is hunched over a table in his apartment, delicately assembling a complicated-looking camera apparatus.

EXT. ROOFTOP - NIGHT

THWIP! Up on a rooftop, a web strand shoots into the corner of a building cornice, holding the camera in place.

A red and blue webbed glove reaches into the frame and selects a shutter setting.

THROUGH THE VIEWFINDER,

We see a camera's eye view of the rooftop, looking slightly down over the city. The word "automatic" flashes in red in the corner of the frame.

Suddenly Spider-Man comes swinging into frame, right toward the camera, dangling dramatically from a web strand. The shutter CLICKS, the image freezes, changes to-

INT. DAILY BUGLE - JAMESON'S OFFICE - DAY

-the resultant photograph, an action shot of Spider-Man. CLOSE ON the photo as a hand flips past it, to another, and another- all good shots, swinging shots, flying shots, web-shooting shots.

Jonah Jameson looks up, trying to hide his enthusiasm. Peter stands across his desk.

PETER
Your ad mentioned a reward?

JAMESON
Where'd you get these?

PETER
If I tell you that, you'll send
your own photographer next time.
I want a job.

JAMESON
No jobs! Free lance, Perky, best
thing in the world for a man your
age, don't get tied down! I'll
give you a hundred bucks for the
lot.

He turns and leaves his office. Peter follows.

INT. NEWSROOM - DAY

Jameson walks fast; Peter struggles to keep up.

PETER
A hundred?!

JAMESON
Deal!
(holds out his hand)

PETER
No! Five hundred!

JAMESON
Two!

PETER
Four!

JAMESON
You win. Hoffman. HOFFMAN!

HOFFMAN, a tired guy, looks up from his cubicle.

JAMESON (cont'd)
Cut a check to Peter Porker for
three hundred dollars, less
taxes-

PETER
(to Hoffman)
It's Parker, P-A-R-

JAMESON
-social security, and voluntary
contribution to that charity my
wife likes.

PETER
Sir, if you could just put me on
the payroll, see, I really need
the insurance I'd get with a
full-time job, my aunt has this
condition she-

JAMESON
Insurance?! What are you, a
photographer or a claims adjuster?!
What happened to hard drinking and
Australian bush hats and lying to
foreign women? Stick around, Kid,
I'll make a journalist out of you,
hell, HOFFMAN!, remind me to send
him some Christmas meat, NOW GET
ME MORE PICTURES!

THE DAILY BUGLE

Displays one of Peter's dramatic shots of Spider-Man, over the headline:

SPIDER-MAN: HERO OR MENACE?!
exclusive photos!

EXT. SOUVENIR SHOP - DAY

The same Store Owner stands in front of his store as a delivery truck backs up, blue-suited DELIVERYMEN leap out of the back and start unloading cases of Spider-Man merchandise.

The young Entrepreneur stands next to the Owner, in a very expensive suit, talking frantically into a mobile phone while the Store Owner tries to get his attention.

STORE OWNER
I ORDERED TWICE THIS MUCH STUFF!

EXT. CITY STREET - NIGHT

Three police cars SCREECH around a corner and SQUEAL to a stop outside a jewelry store in the diamond district. AN ALARM BELL rings, the front window of the store is smashed-

-and THREE THIEVES are suspended above the doorway, trapped, squirming in a web-net that dangles from a lamppost.

The FIRST COPS leap out and stand underneath, staring up in amazement. The image turns into a photograph, the photograph turns into the front page of, what else-

THE DAILY BUGLE,

Next to the headline:

WHO RUNS THIS TOWN?!?
Cops Powerless Against Spider-Man

IN THE NEWSROOM,

Robbie looks at Jonah.

ROBBIE
How come you hate him so much?

JAMESON
Because he's a vigilante! Thinks he's above the law! What if he turns against us someday?! It's just a matter of time! Look at him! Look at those eyes!

They look up at a picture of Spider-Man, a grainy blow up of his face, his wicked white jack o'lantern eyes staring straight out at us.

JAMESON (O.S.) (cont'd)

Is there a man alive who could
give that lunatic a fight?

Drawing very close to the picture now, Spider-Man's eyes dissolve
into-

DISSOLVE TO:

INT. TOWN CAR - DAY

-two icy blue eyes, darting rapidly back and forth. Norman Osborn
is in the back of his Town Car, consuming the Wall Street Journal
as the car crawls through busy midtown traffic. Rain POUNDS on the
tinted windows, it's one hell of a day out there.

The eyes turn, fix coldly on whoever's in the seat next to Norman.
It's his son, Harry, uncomfortably dressed in a suit and tie.
Harry is drumming his fingers nervously on his knee.

Norman's jaw fixes in a tight line. He folds his paper and stares
at Harry.

OSBORN

Are you going to disappoint me?

Harry turns, dares to raise his eyes to his father's. His mouth
moves, he's going to try to answer, but he's afraid.

Suddenly, both rear doors fly open, pulled smartly by SECURITY MEN
in suits, and Norman bolts sharply out of the car. Harry follows,
dreading whatever is to come.

VERY HIGH ABOVE THEM,

We are looking down from high atop a cold black monolithic
skyscraper that stands in the middle of Manhattan. Tall, searing
red letters atop the building announce its resident- OSCORP.

Far, far down in the street, we see Harry and Norman walk from the
car, parked at the curb, to the front of the building, immediately
covered by a sea of umbrellas carried by MINIONS who race out to
meet them.

DOWN ON THE SIDEWALK,

Norman turns and BARKS at Harry over his shoulder as they head for
the building.

OSBORN

Walk beside me, not behind.

Harry steps up his pace to fall in beside his father. They reach
an elevator, one of the two glass ones that cling to the side of
the building. The twin elevators are guarded by two more SECURITY
GUYS, wires in their ears and sunglasses in the rain.

One set of doors WHOOSHES open as Harry and Norman approach; they
step inside.

IN THE ELEVATOR,

The doors close. Harry turns to his father.

HARRY
Please don't make me do this.

OSBORN
You wanted to learn. You'll learn.

HARRY
I'm begging you.

Impatient, Osborn reaches past him and pushes one of only two silver buttons on the panel next to the door.

OSBORN
Don't. I just ate.

Inside the elevator, a motor starts to HUM and-

ON THE SIDEWALK,

-the elevator moves. But instead of going up like we thought it would, the elevator zips downward, into and through the sidewalk. We see Norman and Harry's faces through the glass as they descend into the bowels of the building.

IN THE ELEVATOR,

Large red and white horizontal stripes whip past as the elevator drops far into the ground beneath the streets of Manhattan.

OSBORN
I abhor weakness. I don't permit
it in myself; I won't tolerate it
in you. Running a company is a lot
more than handing out paychecks.

Suddenly, the elevator stops and the doors ZIP open on-

INT. LAB - DAY

-a massive underground laboratory. Row after row of test tubes, beakers, piles of microcircuitry, half-assembled devices, scribbled formulas, schematics, warning signs. The sheer volume of thought that goes on here is humbling.

A LAB WORKER notices Osborn. He turns and hurries across the floor in the opposite direction, urgently. He passes a thing that looks like an aerodynamically perfected boogie board, with upturned fins on each side, footholds carved into the top of each wing, and a single row of switches down the middle of the center tube, which is a propulsion system of some kind.

While the device hovers over a bench, a TECHNICIAN wears a lightweight, super tight-fitting helmet, eyes protected behind big yellowish-green plastic bulges that make it look like an evil insect's head. As the Technician turns his head, the device

responds, pointing up when he raises his head up, banking to the side with a turn of the head, etc.

We stay with the Lab Worker, follow him across the lab. He approaches a raised platform, where a man in a long white lab coat works in front of a large glassed-in room. His arms are plugged into a device of some kind, and on the other side of the wall, four long, telescoping metal tentacles emerge, working delicately with a maze of interlocking chemical tubes and micronic circuitry sealed in a glass-walled isolation tank. Strange gases leak from the tubes, must be the reason they're behind glass.

The Lab Worker hurries up beside him and whispers in his ear.

LAB WORKER

Dr. Ocatvius....

OCTAVIUS

Vanish.

LAB WORKER

It's Mr. Osborn, sir, he's here.

In the lab, sir.

The man turns and we see the face of DR. OTTO OCTAVIUS, intense, driven, ferocious concentration under hooded brows. Jet black hair, opal-white skin that looks as if it's never seen the light of day. He sees Norman Osborn over the Worker's shoulder, already coming up the stairs to the platform. Harry trailing behind him.

Octavius sighs and turns back to his work.

OSBORN

Good morning, Doctor...

He casts a glance inside the isolation tank, where the robotic arms wave, in constant elegant motion.

OSBORN (cont'd)

Shall I call you Dr. Octopus?

OCTAVIUS

I don't have time for insults.

What do you want?

OSBORN

An update. What are you working on right now?

Annoyed, Octavius touches a foot pedal at the base of the robotic arm device he's wearing. A metal corset that grips his torso automatically opens, releasing him from its grasp. He pours himself a coffee from a nearby pot.

OCTAVIUS

Human Performance Enhancers.

OSBORN

How's it going?

OCTAVIUS

Nearly there. We tried vapor inhalation with rodent subjects, they showed an 800 percent increase in strength. Intellectual capacity increased beyond measurable limits of testing, and maze-solving ability became nearly instantaneous.

OSBORN

Excellent. Side-effects?

OCTAVIUS

(shrugs)

Propensity toward violence, central nervous system breakdown, domination obsession, decompensation, insanity, death.

OSBORN

So they become stronger and smarter. But it kills them. Not exactly marketable yet. The other projects?

OCTAVIUS

All good, individual airborne transports are all tested, they look fine, hallucination orbs are good to go. Manufacture can start in a month, we can deliver to the government by the end of the year. You're going to make another fortune, Norman.

OSBORN

That's what I'd hoped to hear.

OCTAVIUS

If that's all...

He finishes his coffee and steps back into the robotic arm device, hits the footpedal. The metal corset holds him in its grip again and he goes back to work.

Osborn turns, looks at Harry, who is lurking nearby. Osborn raises an eyebrow. Harry takes a step forward, nervously.

HARRY

Dr. Octavius...

Octavius turns, what do you want? Norman raises an eyebrow. Well? Harry swallows-

-then turns and walks quickly out of the lab. Whatever it was, he can't do it.

Norman's face registers his disapproval. He turns back to Octavius, who is staring at him, his face a question mark.

OSBORN

How long have you been with the company, Otto?

OCTAVIUS

Five years. Why?

OSBORN

Close. Four years, three hundred and sixty-four days. Tomorrow will be five years. Tomorrow your stock options will vest and you will become a disturbingly wealthy man. That would be tomorrow. Today- you're fired.

An AIDE who suddenly materialized behind Osborn speaks into his shirt sleeve and-

OCTAVIUS

What?!

-doors on the sides of the lab open suddenly. SECURITY GUARDS sweep into the room and begin separating Researchers from their work, escorting them swiftly out of the room.

OSBORN

All projects, notes, works-in-progress, and, oh yes, unvested stock options will remain the exclusive property of OsCorp Industries.

Two guards appear on either side of Octavius to take him out of the building.

OCTAVIUS

Norman, please, I don't care about the money, this work is my life!

OSBORN

And this company is mine. I made a rash promise to you; I'd be unwise to keep it. I have shareholders to answer to. Thank you for your service. Feel free to list me as a reference.

He nods to the Guards, who step forward, grab hold of Octavius to escort him from the building. Octavius SHOUTS and thrashes, the metal corset holding him tight.

Inside the isolation chamber, the telescoping metal arms flail, violently SMASHING against the walls.

OSBORN (cont'd)

Step out of that machine, Otto.

OCTAVIUS
Get away from me!

OSBORN
I said GET OUT! NOW!

The Guards continue to wrestle with Octavius, and now Osborn steps forward, searching for the switch that will open the metal corset and release Octavius.

OSBORN (cont'd)
How do you open this damn thing?!

He goes to the control panel, BANGS on a switch that he thinks is the one Octavius pushed earlier.

OCTAVIUS
Norman, stop it!

Frustrated, Osborn BANGS on switches indiscriminately.

OCTAVIUS (cont'd)
What are you doing?!

Octavius is desperate to stop him. Inside the tank, one of the robotic arms hits a button on the wall, the door HISSES open, and the arm reaches through the open window and grabs Osborn by the throat.

Osborn CRIES OUT as the arm drags him into the tank.

OCTAVIUS (cont'd)
Who do you think you are?!

The Security Guards lunge toward the doorway to the tank, but the two other arms whip around and block their way, SNAPPING and CLICKING at them like lobster claws.

Still holding Osborn with one claw, Octavius SMACKS him in the chest with another, sending Norman flying across the tank.

Osborn crashes into a control panel against the far wall, rows and rows of switches and levers that are knocked all out of whack. A low HUM permeates the lab. The monitors of an adjacent bank of computers flashing formulas and data.

OCTAVIUS (cont'd)
HOW DARE YOU TOY WITH MY WORK!!

On a workbench, heat spins around the edges of a blue coil and begins to warm a gravy-brown liquid. All around the lab, liquids and vapors awaken, creep through a nest of tubes.

OCTAVIUS (cont'd)
WITH MY LIFE!!

Osborn struggles to his feet. The robotic arms close in around him again. Octavius picks him right up off the floor with the arms,

holds him dangling in the air. Osborn kicks and struggles ferociously.

Meanwhile, all around him, the liquids and gases start to move faster. To BUBBLE. To HISS. Tubes swirl with strange gases. Smoke and vapor are leaking out of the connections, the entire system is GROANING, something is terribly wrong.

A shrill ALARM begins to sound. Anyone who was left in the lab, including the Security Guards, turns and races for the doors, desperate to get the hell out of there.

Both Octavius and Osborn stop suddenly.

OCTAVIUS (cont'd)

Good God.

All over the lab, glass tubes CRACK like ice in the springtime. With a great strange SUCKING SOUND, the entire works implodes, tubes and gases and liquids and vapors all collapsing inward on each other. There is a moment of horrible silence in which Octavius' voice is the only sound in the lab:

OCTAVIUS (cont'd)

What have we done?

KA-BOOM!

Now it explodes, and everything flies everywhere. Osborn, freed of the arms, is hurled to the wall and slumps to the floor, unconscious.

The entire glass wall Octavius is standing behind is blown ten feet across the room, and Octavius disappears under it.

In (what was) the isolation tank, a thick, fat green cloud rolls out and oozes down toward the floor. The vapor has a bizarre property, as it moves past a row of storage cabinets, it reveals what's inside them, as an x-ray would, and when it moves beyond the cabinets, the doors are opaque again.

The vapor oozes over the unconscious form of Norman Osborn, sprawled out on the floor. It envelopes him bit by bit, and as it does we see his skeletal form, the very bones under his flesh. We see the top of his cranium, his eye sockets, his mouth and teeth, the skin becoming momentarily transparent.

He's still breathing, we can tell because little currents of the fantastic green gas are being sucked up into his nose, rhythmically.

We can actually see the gas as it enters his now-visible system, sucking down, through his windpipe, billowing momentarily in his lungs, then gushing out through the cilia as it is distributed into his bloodstream.

Eager, oxygen fed tendrils of the stuff swirl up inside his brain.

In their cages inside the ruined isolation room, chemically

enhanced rats SCREECH and SCREAM, writhing in the thick gas.

ACROSS THE LAB,

We see the long, telescoping metallic arms, trapped under the rubble. They're inert, lifeless, until-

-they twitch. They tremble. They sweep across the floor like mad snakes. We follow them all the way up to their source, to that metallic straightjacket-

-which is still wrapped around the charred figure of Dr. Otto Octavius. He opens his eyes.

He GROANS, tries to move, but he's trapped under the heavy rubble. Suddenly, the robotic arms, all four of them, rise up into his field of view. While he watches in shock, the arms, moving in coordination, begin to lift the rubble off him, freeing him.

He SCREAMS, and as he does, all four robotic arms swirl about his head, expressing his horror, doing his mind's bidding, even without his conscious effort.

A cruel taunt no longer, Otto Octavius has become, truly-

-DOCTOR OCTOPUS!

ACROSS THE LAB,

The green gas hovering over Norman Osborn's motionless body finally dissipates, leaving Osborn on the floor, his body no longer transparent.

Suddenly, his eyes pop open. Wide open. His blue eyes (remember, we saw them in close-up at the beginning of this sequence) have changed color, from their icy azure to a sickly, fluorescent, demonic...

...green!

CUT TO:

EXT. STREET - DAY

Peter walks down a grungy street in Manhattan. It's still raining, he holds a newspaper over his head. He stops right in front of us, at the door to a decrepit apartment building you wouldn't wish on your enemy. As he's putting his key in the door, he stops, squints down the sidewalk, recognizes somebody. Mary Jane Watson is walking straight toward him.

PETER

Hey!

M.J.

(doesn't look up)

Buzz off.

She walks right past him and continues on down the sidewalk.

PETER

No, wait!

He turns and follows, catches up to her.

PETER (cont'd)

M.J., it's me.

She stops, turns and looks at him.

PETER (cont'd)

Peter.

(nothing)

From high school.

(still nothing)

Mary Jane, I lived next door to
you. For fourteen years.

Finally, she recognizes him. Uncomfortable, she pulls her raincoat
around herself more tightly.

M.J.

Oh, hey, right, how are you?

PETER

Good, good, okay, I'm... I'm
alright. What are you doing here?

M.J.

I live around the corner.

PETER

Wow, I'm right here!

(points to the building)

I'm moving, though. This is
hilarious, we can't get away from
each other, huh?

M.J.

Yeah. Hey, I gotta take a shower
and get over to an audition, so,
uh...

PETER

An audition, that's great, so
you're an actress now, you're a
real actress!

M.J.

Yeah, I'm working steady. It's
great, you know, I've never been
happier. It's like some kind of
dream.

PETER

Good for you. I'm going to college,
Empire State. I could have stayed
at home, but after... Well, a

buncha stuff happened and money got pretty tight for my aunt, so I let her sublet my old room and I got a job here.

Remembering his story more fully now, she feels badly for him. She makes eye contact.

M.J.

Peter, I'm so sorry. I heard about your uncle, when that happened. I'm sorry, man.

He just nods, looks away. There is an awkward pause.

PETER

You wanna, um... grab a coffee or something? With me? I mean?

Considering how hard his heart is beating, that came out as smoothly as could be expected.

As she is about to answer, a truck ROARS by, so we don't hear her response to what he said. But does it matter? By the time the truck passes and the noise subsides, M.J. has turned, waved, and is walking away. We can guess.

Peter watches her go, heartbroken. Stands there in the rain, newsprint running down his arm from the rain-slicked paper he still holds over his head.

INT. M.J.'S APARTMENT - DAY

A door opens on a tiny, crappy, unfurnished apartment. M.J. comes in. Hardly the place you'd pick if you were living a dream.

She takes off the overcoat she was clinging to so tightly while she spoke with Peter. Underneath, she's wearing a hideous orange waitress uniform. She takes the name tag off, hurls it onto a dresser.

She goes to the kitchenette sink, all of four steps from the door. She picks up a water glass and turns on the tap.

No water comes out, just a hideous loud CLUNKING and GRINDING sound. She CURSES and SLAMS the glass back down. At least it doesn't break.

She looks up, catches sight of herself in a dirty mirror over the sink.

M.J.

Some dream.

CUT TO:

INT. PETER'S APARTMENT - DAY

A door opens on Peter's tiny, crappy, unfurnished apartment. Peter

flicks a switch. Bare bulb. Air mattress for a bed. String crisscrossing the room, black and white eight by tens drying from it. From behind him, a VOICE speaks up.

HARRY (O.S.)

Your stuff's not even packed?

Peter turns. Harry Osborn stands in the doorway, still in the suit and tie he wore earlier.

PETER

I don't have stuff, Harry, this'll take me about three minutes.

Harry comes in and flops on the "bed." Peter starts putting things in a moving box.

HARRY

Sorry I'm late, my father was inflicting permanent psychic damage on me. That takes time, even for him. And he's good.

(noticing Peter)

What's the matter with you? You should see your face, you look like a pound puppy.

PETER

(shrugs)

Ran into a friend.

HARRY

Wow, yeah, that's horrible. Dude, lighten up? This is the day you kiss this dump goodbye.

PETER

You sure you've got room for me?

INT. HARRY'S APARTMENT - DAY

The door opens on a stunning Upper East Side corner apartment with a spectacular view. Peter stops in the doorway, thunderstruck. Harry pulls the key from the door.

HARRY

I think I can squeeze you in.

PETER

Oh, my...

HARRY

Eh? Eh?

PETER

I'm gonna live here?

HARRY

Can't beat the rent.

PETER

This is too generous. You've gotta let me pay you my share.

HARRY

Okay. Your share is half of what I pay, so you owe me... hang on, let me run the numbers... nothing. My dad bought it for me, for God's sake! A three bedroom apartment in the middle of Manhattan? If I don't give a room to somebody I'll go to hell. You're saving my soul.

PETER

I insist. I'm totally broke as usual, but I want to pay something.

HARRY

Look, all you have to do is meet the old bastard and make him like you, and believe me, that'll be payment enough. He's coming by tomorrow, after the parade. Hey, you wanna come to the parade with me? My dad got me tickets, great seats.

PETER

Thanks, but I've gotta work the parade. Taking pictures.

There is a KNOCK at the door. Harry looks at it, then back at Peter, suddenly nervous.

HARRY

Pete, there's something I gotta tell you.

Peter looks at him- what? Harry hesitates. This is awkward. The knock comes at the door again.

PETER

What is it?
(another knock)
Aren't you gonna...
(answer the door?)

HARRY

Yeah, I just... yeah. I... oh, hell.
Hang on a second.

He goes to the door, opens it-

-and M.J. walks in. Peter stares, stunned, uncomprehending.

M.J.

Hey, Tiger.

She gives Harry a deep kiss. Peter comprehends. He is devastated, stunned by the kiss, embarrassed.

HARRY

You remember M.J., don't you, Pete?
Peter Parker, Mary Jane Watson.
Mary Jane Watson, Peter Parker.
Peter Watson, Mary Parker Jane...

Peter just stands there, feeling like an idiot. M.J. looks at him, smiles. It kills him.

PETER

Hi.

M.J.

Can't keep away from one another,
right?

PETER

(trouble forming words)
Guess not.

HARRY

So we, um, M.J. and me, I mean,
uh, obviously we, uh- kinda got
back together again.

PETER

Great! 'Scuse me a sec.

He turns for the other room, anything to get out of there and regain his composure. Harry hurries across the room, catches up to him, lowers his voice.

HARRY

I had to do it, man, she's all I
thought about for the past year.
I couldn't get her out of my mind.
She drives me insane, Dude, just
look at her...

Hey, you don't have to sell Peter Parker on Mary Jane Watson, okay?

HARRY (cont'd)

I was gonna tell you, buddy. I
just couldn't find the right
moment.

PETER

(not a good actor)
Why would I care?

HARRY

Well, I mean, I know you, uh-

PETER

Harry, I really don't know what
you mean. I'm happy for you. Woah,
I gotta get to work.

He turns and walks away, leaving Harry staring after him.

CUT TO:

EXT. JUST OFF PARK AVENUE - NIGHT

A townhouse mansion, forty feet wide at least, just off Park Avenue. A man staggers down the sidewalk, makes his way up the steps and into the house.

We drift toward the front door.

INT. MANSION - NIGHT

Still drifting, now through the opulent first floor of the empty mansion. Some light and noise from upstairs, we drift toward that.

Up a staircase. Down a hall. Up another staircase. There's a light at the top of these stairs.

INT. MASTER SUITE - NIGHT

Into the master suite. Into a closet the size of most New York apartments. Past rows and rows and rows of tailored suits. Past a column of hanging neckties, there must be five hundred of 'em. Toward the open to the-

INT. MASTER BATHROOM - NIGHT

-master bathroom, all gleaming white tile and polished silver. Norman Osborn, scraped and singed by the explosion, splashes water on his face, desperately.

He looks up, into the mirror, face dripping. He peers closer, at his face. Something strange is happening. The features aren't solid, they're moving, melting, as if Norman has dropped some extremely heavy acid.

Now, to his horror, his face actually tears in two, ripping right down the middle, and one whole face slithers out of his own, taking up position right next to it.

But this is a hideous face, faintly resembling his own. It's mechanical, grotesque, with a sickening greenish hue. In fact, if it looks like anything, it's that insect-looking helmet we saw back in the lab at OsCorp, the one that's used to control that flying glider.

The second face speaks, with a voice that is like Osborn's, but different, warped, other-than-human. This is the GREEN GOBLIN'S voice. (More on the name later.)

GREEN GOBLIN

Osborn...

OSBORN
Who... who are you?!

GREEN GOBLIN
I am the voice you refuse to hear...
The dream you're afraid to
remember...

OSBORN
What do you want?

GREEN GOBLIN
To say what you won't... To do what
you can't...

OSBORN
What do you mean?

GREEN GOBLIN
You already know...

Horrified, Osborn shakes his head from side to side- no, not that-
It seems he does know.

GREEN GOBLIN (cont'd)
There is a weak link.

OSBORN
No!

GREEN GOBLIN
A threat to the company.

OSBORN
Don't talk like that!

GREEN GOBLIN
One day he will destroy it.

OSBORN
Don't say these things!

GREEN GOBLIN
Lay waste to your grandfather's
company...

OSBORN
Please...

GREEN GOBLIN
Unless he's stopped. Before it's
too late.

OSBORN
That isn't true!

GREEN GOBLIN
You believe it is.

OSBORN
I've never thought that!

GREEN GOBLIN
You think that every day.

OSBORN
But he's- my God, he's-

GREEN GOBLIN
Abraham was willing... he had the
strength... so too do I.

OSBORN
What are you going to do?!

The face begins to move, sliding grotesquely back into Osborn's
own face.

GREEN GOBLIN
Protect the company...

Osborn SHRIEKS, grabs hold of his head as the Goblin melds back
into him- it hurts!

OSBORN
God, no, no, please-

GREEN GOBLIN
Find the weak link.

OSBORN
HE'S MY SON!!!

GREEN GOBLIN
Break it in two.

CUT TO:

EXT. COLUMBUS CIRCLE - DAY

Harry Osborn stares up into the sky, a look of childlike innocence
and wonder on his face.

HARRY
Isn't it great?

Harry and M.J. are in the middle of the crowd in Columbus Circle
on a beautiful early winter morning. Giant balloons float high in
the air as the Thanksgiving Day Parade makes its way down Central
Park West, bound for Broadway and Times Square.

Harry looks down at the tickets in his hand.

HARRY (cont'd)
Come on, our seats are right up
front!

He takes her hand and leads her toward a reviewing stand, tall

bleachers three stories high, set up nearby.

ON THE REVIEWING STAND,

These are the expensive seats. The MAYOR OF NEW YORK sits next to a visiting FOREIGN LEADER, a grim-faced guy. The Mayor makes conversation through INTERPRETERS.

MAYOR

Ah! Yes, that one is Snoopy, a sort of devil-may-care dog who flies his doghouse around and pretends to be a World War I pilot.

The Interpreter interprets, but the Foreign Leader looks baffled.

MAYOR (cont'd)

World War I? The Great War? War to end all Wars?

(low to his aide)

Did they sit that one out?

NEARBY,

Harry and M.J. arrive, find their seats.

IN THE STREET,

Peter Parker works his way through the crowd, loaded down with cameras. He raises his camera, squeezes off a few shots.

THROUGH HIS LENS,

Peter searches the crowd, finds M.J. and Harry. He sees Harry lean over to give her a kiss. Was it Peter's imagination, or did M.J. give Harry a cheek when he wanted lips? Hope!

ON THE STREET,

Peter suddenly stops what he's doing, rubbing the back of his neck, his Spider-Sense going off. He looks around, doesn't see anything.

ON THE REVIEWING STAND,

The Mayor is still doing his best with the Foreign Leader.

MAYOR

Oh, here comes Garfield, my favorite! Garfield is a wonderful sort of, uh, sarcastic cat.

(the Interpreter looks puzzled)

"Sarcastic cat?" Don't you have a word for that?

The Mayor turns, hearing something. So do the others around him. It's a high-pitched WHINING sound.

ON THE STREET,

Peter is really going crazy, certain there is a problem somewhere, but not sure where it is. He looks up.

IN THE SKY,

Something darts in and out of the clouds, something small and very, very fast.

ON THE REVIEWING STAND,

The Mayor is squinting up into the sky, at the source of the buzzing.

MAYOR

I, uh... I'm not familiar with that one, it must be new this year.

He raises a pair of binoculars.

IN MID-AIR,

We're flying, a first-person shot. A deranged CACKLE echoes over the whine of a jet-engine turbine.

ON THE STREET,

A bunch of COPS have noticed it too. They look up.

Whatever-it-is comes through for another pass, lower this time. But it passes so fast, zigzagging through the floats, that we can't really get a handle on it.

The crowd APPLAUDS. Must be part of the act.

ON THE REVIEWING STAND,

The Foreign Leader applauds, smiles for the first time. He likes this bit.

ON THE STREET,

The Cops relax. Guess it's part of the show. But Peter senses trouble. He elbows his way through the crowd and takes off down the street, toward the mouth of an alley.

IN MID-AIR,

Whatever-it-is curls up into the sky, banks, and hovers right over us, giving us our first good look at it. It's the GREEN GOBLIN, clad in form-fitting dark green with a decidedly military look to it. That grotesque, skin-tight helmet is pulled over its face, green mechanical eyes shining brightly through it. The Goblin has both legs astride a small flat flying wing, big enough for one, with footholds on either side of a single jet engine- both helmet and wing are the ones we saw back in Otto Octavius' lab.

The Goblin's head twitches, the Glider responds immediately,

banking and plummeting-

-straight down toward the street!

He flies right down into the thick of the crowd, which SCREAMS and scatters, and he SLAMS through a line of Cops, sending them tumbling in all directions. Reaching into an armament pouch (should we call it a Goblin bag?) fitted on the side of the Glider, the Goblin drops a small orange pumpkin-shaped grenade in the middle of them.

The Goblin races on around Columbus Circle at chest level, people SCREAMING and leaping out of his way as he CACKLES maniacally, dropping pumpkin bombs left and right.

He reaches the end of the street and rockets straight up into the sky, disappearing into the clouds.

IN AN ALLEY,

Peter finishes surreptitiously webbing a camera into place on a second floor balcony, pointed at the reviewing stand. He sets the shutter on automatic and starts to unbutton his shirt, revealing his Spider-Man costume underneath.

ON THE STREET,

ZAP-FLASH! A pumpkin bomb explodes in a brilliant orange flash, so bright and searing it turns everything into an X-ray image for a split-second, showing us the skeletons of the Cops grouped around it. When the flash fades-

COP 1
I CAN'T SEE!!

The other Cops start shouting too, they have all suffered the same fate, they are completely blind!

ON THE REVIEWING STAND,

M.J. and Harry throw their hands to their faces, SHOUT in surprise and alarm, they too are unable to see.

HIGH UP ABOVE THEM,

The Goblin looks down joyfully as the other bombs go off, one after the other, like a circle of flashbulbs popping off all around Columbus Circle.

ON THE REVIEWING STAND,

It's chaos. The bombs have blown out two of the supports of the reviewing stand, and it lurches off to one side, swaying. People SCREAM and SCRAMBLE.

IN MID-AIR,

Over the WAILS OF ANGUISH rising up from the street below, the Green Goblin spins his Glider around and plummets straight toward

the reviewing stand, the nose of the Glider pointed right at-

-HARRY OSBORN!

The Goblin hits a switch on the center console of the Glider. On the nose, a sharp-pointed spear rotates into place.

Harry looks up in horror- ME?!

The Goblin flicks a switch, CACKLING WILDLY-

-The spear ROCKETS out of the Glider, flies straight toward Harry, and-

-THWIP!

A single web strand shoots gracefully out of nowhere, intercepts the spear just inches from Harry's chest, and flips it away.

IN MID-AIR,

The Goblin looks up, amazed. Now- THWIP-THWIP-THWIP!- a torrent of web strands curl around the engine of his Glider, yanking it down to street level and binding it to a cement post.

ON THE STREET,

Goblin and Glider are yanked to an abrupt halt. Enraged, the Goblin looks around for whoever dared to thwart his plans.

As panic and mayhem engulf the streets around them, Spider-Man descends calmly from a lightpost behind the Goblin, hanging upside-down from a web.

SPIDER-MAN

Hey.

The Goblin whirls around, furious.

SPIDER-MAN (cont'd)

I wear the tights in this town.

POW! Spider-Man uncorks a powerful punch that sends the Goblin sailing back across the street, legs still straddling his Glider. He SMACKS into a wall.

ABOVE THEM,

Rivets CRACK and POP out of the reviewing stand as it begins to collapse. M.J. and Harry still stand in the middle of the swaying stand, like skaters on thin ice.

M.J.

Oh, no...

IN THE STREET,

The Goblin recovers himself, spins upright on his Glider, and SHOUTS at Spider-Man.

GREEN GOBLIN
Get out of my way or I'll destroy
you!

SPIDER-MAN
"Get out of my way or I'll destroy
you, please."

The Goblin whips a boomerang out of his Goblin bag and SLICES the web strand that binds the Glider. He hits the acceleration and the Glider ROCKETS forward, straight at Spider-Man.

The web-slinger leaps at the last second and lands on the side of a building, three floors up.

DOWN BELOW,

The Goblin is going too fast to stop, and sails right through the open door of an office building.

INT. OFFICE BUILDING - DAY

The Goblin Glider blasts through the building at top speed, SMASHES through a window on the other side of the lobby-

EXT. CITY STREET - DAY

-comes out of the opposite street, loops up, over the intervening buildings-

EXT. COLUMBUS CIRCLE - DAY

-and plummets down again, straight toward Spider-Man, who's still on the side of the building.

Spidey flattens himself against the building, the Glider SCRAPES past, Spidey releases his grip, and he lands square on top of the Goblin's shoulders, legs straddling him.

The Goblin SCREAMS and loses control of the Glider. It rockets down the street, spinning over and over.

IN THE AIR,

A news helicopter whips around, a CAMERAMAN hastily points his lens at the incredible mid-air battle.

THROUGH HIS LENS,

We see the Goblin and Spider-Man, locked in battle, a video image that turns into someone's television set, and we're suddenly in-

-somebody's dingy basement apartment, where we're watching a television report about the mayhem at the parade. A METAL CLAW snakes around a bottle of bourbon. A SECOND CLAW comes into frame, twists the cap off. A THIRD CLAW drops some ice into a glass while the first claw pours.

As the ice CRACKS, the second claw raises the glass to the lips of Dr. Otto Octavius, who is seated in a ratty armchair in front of the television, glowering at the screen.

Octavius looks like hell. He's shirtless, huge lumpy pink gashes crisscrossing his chest every which way, all around the area where the metal corset was seared into his blackened flesh. He seethes as he stares at the screen, watches the report, sees the herky-jerky footage of the Green Goblin atop the Glider.

OCTAVIUS

That... is MINE!

He stands, hurls the glass to the carpet with one arm, shakes a fist in the air with the other arm, puts a metal claw through the TV screen with the other arm, sweeps the bottles and things off the countertop with the other arm, punches a hole in the wall with the other arm, and punches a hole in the ceiling with the other arm.

OCTAVIUS (cont'd)

MINE MINE MINE MINE MINE!!!

The TV image of the Goblin abruptly becomes reality again, and we're back-

ON BOARD THE GLIDER

Where the Goblin finally regains control.

GREEN GOBLIN

I'm warning you, Spider-Man! I'm
no purse snatcher or chain-grabber!
I am like you! I am more than you!

The Goblin throws a furious punch that sends Spider-Man flying off the Glider. Spidey sails through the air-

EXT. ROOFTOP - DAY

-and SMACKS neatly up against the side of a glass building, splay-legged.

ON THE REVIEWING STAND,

Harry and M.J. are part of the crowd that's madly climbing across the swaying bleachers, trying like hell to get off them.

A huge support beam CRACKS and falls, SMASHING through the bleachers between them. M.J. stumbles, falls, the beam rolls over and pins her leg beneath it- not hard enough to break it, just hard enough to trap her there.

Harry hears her SCREAM, but he claws at his eyes, he can't see her to help her!

HARRY

M.J.!

ON THE SIDE OF THE BUILDING,

Spider-Man pivots as the Goblin, above, circles around for another pass. Behind the Goblin, he sees something even more terrifying-M.J., trapped inside the collapsing reviewing stand, Harry trying to reach her.

SPIDER-MAN

M.J.!

The Glider comes in, low and hard, straight at Spider-Man, who shoots a web onto the building across the street. At the last second, he leaps out of the way, swinging out into the air.

ON THE GLIDER,

The Goblin pulls out a boomerang and hurls it.

IN MID-AIR,

The boomerang ZIPS through the air and slices across Spidey's hand!

Spider-Man SHOUTS in pain as the boomerang makes a long, jagged cut right across his palm, severing his webbing in the process.

ON THE GLIDER,

The Goblin sees the cut and SHRIEKS with glee as the boomerang doubles back toward him.

IN MID-AIR,

Spider-Man falls, straight down, plummeting toward the pavement.

ON THE GLIDER,

The Goblin catches his boomerang, sees the blood glistening on its edge, and watches Spider-Man fall.

IN MID-AIR,

Just two floors from becoming a smashed spider, Spider-Man reaches out and grabs hold of a flagpole that juts out from the side of a building. His grip is strong, he flips around it twice, releases, sails through the air, and lands-

ON A ROOFTOP,

-on a rooftop, hard. Spider-Man rolls over, GROANING, in terrible pain, clutching a badly wrenched ankle.

ON THE REVIEWING STAND,

Boards are falling, the whole rickety thing is about to go, everyone is climbing crazily to get off it, but nobody's helping M.J., who is trapped in the middle of it all, her leg pinned under the beam.

Harry is straining to reach her, but he can't quite get to her with his outstretched hand. A beam falls, SMASHES through the wood next to him, SPLINTERING it. Rivets ROCKET OFF in all directions like crossfire.

Frightened, Harry pulls back.

HARRY
I'll get help!

M.J.
No! Don't leave me here!

Harry hesitates, torn- turns and climbs away, off the bleachers.

M.J. (cont'd)
HARRY!

IN THE AIR,

The helicopters that were covering the parade have noticed the reviewing stand and are racing over toward the scaffolding.

ON THE REVIEWING STAND,

A huge beam GROANS ten feet over M.J., at a forty-five degree angle. It is going to fall, the question is, will she be there when it does?

She pulls harder, trying to wrench her leg out from under the beam.

BELOW, ON THE ROOFTOP,

Spider-Man leaps to his feet, sees M.J. above him. He runs, hurls himself off the side of the building, and lands on the scaffolding, about thirty or forty feet beneath her. He starts to climb toward her, straight up. (And if you've never seen Spider-Man on scaffolding, it is something.)

UP ABOVE HIM,

M.J. sees the helicopters coming.

M.J.
Thank God! Help me!

The helicopters arrive, the doors open-

-and they point their cameras at her. Some help!

From below, Spider-Man is approaching.

SPIDER-MAN
HANG ON!

She looks up. The GROANING BEAM shudders, begins to fall.

Spider-Man hurls himself the last few feet, lands in the middle of

the wreckage, standing right over M.J.

The beam falls-

-and he catches it, holding it aloft with one hand, a display of incredible strength.

He reaches down with the other hand, grits his teeth, and lifts the beam that is pinning M.J. in place.

She drags herself free, Spider-Man BELLOWs with effort as he hurls the beam away from them-

-and the bleachers finally collapse, beams falling straight toward them, no way he'll be able to stop these.

He grabs M.J. with one arm, bends his legs, and leaps! It's an incredible jump, three stories, straight up into the air-

IN MID-AIR,

-and at the apex of his jump, he shoots out a web, it catches on the side of a building, and he swings away as the scaffolding implodes in a would-have-been deadly rumble of wood and metal.

M.J. looks at Spidey, wide-eyed, thrilled.

M.J.
I knew you'd call!

IN THE STREET,

Harry Osborn, who is racing across the street with two FIREMEN, stops in his tracks, watches M.J. and Spider-Man swinging away, out over the city.

A swarm of PEOPLE race around Harry, he is buffeted by the crowd, but he can't take his eyes off the vanishing superhero who just stole his girl.

ON A ROOFTOP,

The Goblin lands his Glider and hops off. He goes to the edge and looks down- in the swarming crowd, he'll never find Harry again.

He looks up, sees Spider-Man flying away, across the city. The Goblin's face sets in a horrible, determined grimace.

GREEN GOBLIN
I may not be able to kill you,
Spider-Man... but if it's the last
thing I do, I'll make you wish you
were dead!

ON A ROOFTOP FAR AWAY,

Spider-Man comes in for a landing, sets M.J. down gently.

SPIDER-MAN

This is where you get off.

M.J.

Promise?

He turns to go, but she holds onto him.

M.J. (cont'd)

You're bleeding!

She pulls out a handkerchief and wraps it around his hand, where the boomerang slashed him.

M.J. (cont'd)

Does that hurt?

He shakes his head, in heaven, thrilling to her touch. She moves her hand around on his arm, feeling him.

M.J. (cont'd)

Wow.

She slides her other hand lightly over his chest.

M.J. (cont'd)

Honey, you are built.

SPIDER-MAN

I... got to go...

He leaps up onto the side of the building, doing a mid-air flip so he's clinging to the wall upside-down, right above her head.

M.J.

Hey! Don't I get to say thank you this time?

She stretches up, on her tiptoes, and leans in close to him. She kisses him, open-mouthed, brushing her lips along the outside of his mask. He nearly swoons, leans in for more-

-then pulls back. This is his best friend's girl!

SPIDER-MAN

I really gotta go.

But he doesn't move. She whispers, close and breathy.

M.J.

How come? Got a Mrs. Spider-Man waiting somewhere?

He pivots and takes off, disappearing over the edge of the building. M.J. rushes forward and watches him swing away into the city. She is breathless.

M.J. (cont'd)

Yowza.

CUT TO:

INT. HARRY'S APARTMENT - DAY

A door opens and Harry Osborn looks surprised.

HARRY
Dad! You're early.

Norman Osborn takes a few proprietary steps into the apartment.
He's sweating.

OSBORN
Happy Thanksgiving to you too.

HARRY
You're not going to believe what
happened at the parade! M.J. and
I were almost...

OSBORN
I know. I heard all about it.

He settles onto the sofa next to M.J., wipes the sweat from his
forehead with a handkerchief. He looks up at Harry, consumed with
guilt.

OSBORN (cont'd)
Are you... all right, son?

HARRY
I'm fine.
(off Norman's concerned
look)
Really. Thanks for asking.

M.J.
(pause)
I'm fine too. Thanks.

OSBORN
(ignoring her)
Harry, I know I've... let you down.
On occasion. In the past.

He glances at M.J. in irritation, wishes she wasn't there, but
he's got to get this off his chest.

OSBORN (cont'd)
Let's just say... I didn't know
what I was doing. And that it
won't happen again.

HARRY
Thanks, Dad.
(what's up with you?)
Hey, why don't we have a
Thanksgiving dinner? I didn't make
anything, but the three of us

could go out.

OSBORN

(back to the old Norman)

Can't today, working. But I'd be happy to pick up your check. Where's this new tenant of ours? I'm afraid I need to meet him and go.

HARRY

He's not a tenant. He goes to school with me. He's you know, an amigo.

EXT. APARTMENT BUILDING - DAY

WHOOSH! Harry's amigo, dressed as El Hombre Arana at the moment, lands on the side of his apartment building, injured. He pivots awkwardly, favoring his injuries, and crawls down a few floors.

He finds his window, slides it open, and crawls inside.

INT. PETER'S BEDROOM - DAY

Peter pulls off his mask and drops onto the floor in his bedroom. He's bleeding from the cut on his hand and his ankle is killing him.

IN THE LIVING ROOM,

They hear a THUD as he hits the floor.

OSBORN

Speak of the devil.

HARRY

That's weird, I didn't know he was here.

M.J.

Peter?

She gets up and heads for his bedroom.

IN PETER'S BEDROOM,

He whips around and looks at the door, wild-eyed. He sees shadows moving in the light under it, hears M.J.'s voice calling to him.

He's still in his costume, mask off, holding a bundle of street clothes.

IN THE LIVING ROOM,

M.J. is nearly to the door. Norman and Harry just behind her. She turns the handle, opens it, and they all see-

IN PETER'S BEDROOM,

-nothing. The room is empty.

Osborn leans past her and glances around the room. Kind of a mess, clothes and books and science equipment scattered everywhere. But no Peter.

We look up. Peter, in full costume but without his mask, clings to the ceiling not two feet over their heads, clutching his bundle of street clothes under his arm. He looks at his right hand. A big, fat drop of blood is oozing out from the cut, right over Osborn's head. Peter bites his lip.

OSBORN

Tell him we don't have maid service.

The drop of blood falls-

- and Osborn turns to walk out. The drop hits the light-colored carpet, right where he was standing. Osborn, the last in the doorway, freezes, tilts his head at the sound. Good hearing, man.

The other two leave, but Osborn turns and walks back to where he was standing.

On the ceiling, Spidey's eyes widen - oh no. Osborn is directly below him.

Osborn bends down, studies the carpet. He sees the drop of blood. Quickly, he looks up at the ceiling above him.

There's nobody there.

He turns, looks at the open window. He walks to it.

FROM OUTSIDE THE WINDOW,

We see Spider-Man, clinging to the side of the building, curled over the window as Osborn comes, leans outside, and looks in both directions.

Apparently satisfied, he turns and goes back inside. Spidey breathes a sigh of relief.

INT. HARRY'S APARTMENT - DAY

The front door to Harry's apartment opens again. Peter attempts a casual entry, now dressed in street clothes.

PETER

Did you see it? Did you see what happened? Man, I hope I got a decent picture!

HARRY

Pete, there you are. This is my father, Norman Osborn.

PETER

Oh! Pleasure to meet you, sir.

OSBORN

Likewise.

Osborn steps forward. Forgetting, Peter extends his right hand, the one with the cut, which has been hastily wrapped up. Osborn takes it and squeezes, Peter GASPS.

OSBORN (cont'd)

Sorry... hurt your hand?

Still holding Peter's hand, he pulls it into view.

PETER

Broken glass. Landed on it.

M.J.

You landed on it?

PETER

Yeah. I'm an idiot. I was trying to get a picture of that thing in the sky and I stepped right out in front of a taxi. Must have knocked me twenty feet.

OSBORN

Better have me take a look at it.

Osborn unwraps the handkerchief, takes it off Peter's hand, revealing the jagged cut made by the Goblin's boomerang.

Osborn's eyes widen, he looks directly into Peter's eyes.

OSBORN (cont'd)

You've got to be more careful in the streets. This city's full of lunatics.

Peter nods, uneasy. We pan around behind him, we see the hairs on the back of his neck - standing up. Spider sense going off like crazy. Peter furrows his brow, rubs the back of his neck. Can't figure it out.

PETER

Just a... few cuts and scrapes.
I'll be fine.

Avoiding Osborn's gaze, he limps over to the couch, where M.J. helps him to sit down, concerned. Osborn watches him as he walks, studying the limp. Thinking. Always thinking.

Peter sits, noticing Osborn's glare. What's going on here?

While Harry and M.J. start peppering Peter with questions, Osborn just stares at him, long and hard. He looks down, at the bloody handkerchief that wrapped Peter's hand, which he still holds. He slips it into his pocket.

OSBORN

I really should be going. Harry?

He nods toward the hallway, for Harry to join him.

IN THE HALLWAY,

Osborn leaves the apartment, followed by Harry. Osborn pulls the door nearly shut behind him. But not all the way shut.

OSBORN

A word to the not-so-wise. That little tart will be gone at the first sign of trouble and she'll take half your trust fund with her.

HARRY

But-

OSBORN

I'm not finished.

IN THE APARTMENT,

Osborn's voice can be heard clearly in here, as the door is standing ajar. Peter throws an anxious look at M.J., who listens while Norman Osborn assassinates her character and Harry mumbles, softly, offering no objections.

M.J. looks at him. Peter looks away, embarrassed for her. After a moment, Harry comes back in and closes the door. There's a long, awkward pause. Finally:

M.J.

Thanks for standing up for me, Harry.

HARRY

He just doesn't understand.

M.J.

You know what? He's right. I don't know what I'm doing with you either. That creep is right.

HARRY

(suddenly angry)

That "creep" is my father! If I'm lucky, I've got the brains and the guts to become half of what he is, so you just watch your mouth, you little-

M.J.

You're becoming somebody's father, all right. Mine.

She storms out of the apartment, SLAMMING the door behind her.

EXT. APARTMENT BUILDING - DAY

M.J. storms out of the building and hurries down the sidewalk. Peter hurries up behind her, takes her by the arm to stop her.

PETER

M.J., wait, you've got to understand Harry-

M.J.

I do, better than I ever have. Twice today, I needed him, really needed him, and he wasn't there. I need, I need- look, I don't have a clue what I need, okay? There isn't a person on this earth who knows me, including me.

She covers her face. Peter reaches out, puts a hand on her shoulder.

PETER

I know you. I grew up six feet away from you. I knew when you were happy, I knew when things were bad- you'd play Nirvana. I'd lie in bed and listen to you crying. "All alone is all we are." Well, you're not alone, okay? You never have been.

(embarrassed, this is
going too well)

I want you to know that.

She looks at him, thinking about him, in a way, for the first time.

M.J.

There's only one guy who's ever been there when I needed him.

(Peter looks hopeful)

And he wears a leotard.

(laughs, in spite of
herself)

God, I'm a mess.

INT. HARRY'S APARTMENT - DAY

Harry stands at the window in his apartment, looking down at the street, far below. He sees M.J. and Peter, in urgent conversation.

He steps over to a telescope that's pointed out over the park. He swings it down into position, to look at them.

THROUGH THE TELESCOPE LENS,

We see M.J. and Peter, talking urgently, Peter explaining things, comforting her, touching her arm, pleading Harry's case on his behalf.

M.J. listens, listens- and then steps forward, puts her arms around Peter, and holds on tight. Peter turns, we see his face as he closes his eyes, in heaven in her arms.

THROUGH THE LENS THE OTHER WAY,

We see Harry's enormous eye, watching them, the embracing couple reflected in his glassy pupil. The eye widens, jealousy is born.

CUT TO:

THE DAILY BUGLE

Has a front page picture of Spider-Man and the Green Goblin, doing battle atop the Goblin Glider, next to the headline:

HAPPY FREAKS-GIVING!
Spider-Man, Green Goblin Terrorize City!

We zip down to the corner of the page, where a tiny photo credit is printed, under the picture:

Photo by Peter Parker

IN JAMESON'S OFFICE:

The paper crumples, revealing the face of Jonah Jameson, proudly chewing a cigar in his office. (By the way, on the wall behind Jameson is a framed photograph of a handsome young astronaut.) Peter Parker stands opposite him- he seems nervous.

JAMESON
You like that, "Green Goblin?" Made it up myself. Ever since Spider-Man, they all gotta have a name. HOFFMAN! Call the patent office and copyright the name Green Goblin! I want a quarter every time somebody says it!

PETER
Spider-Man wasn't terrorizing the city, he was trying to save it! How could you say that, it's libel!

JAMESON
What are you, his lawyer?

PETER
It's slander!

JAMESON
So let him sue me, and get rich like a normal person, that's what makes this country GAAAACK!

That "Gack" was because a long, steely claw has suddenly wrapped around Jameson's throat and squeezed. Jameson's whole body lifts up into the air, Peter GASPS and leaps back, Jameson CHOKES for

breath-

-and Otto Octavius climbs through the open window of Jameson's office! He's using his human arms to pull himself into the room, meanwhile, one claw remains on Jameson's throat, the other is wrapped around his torso to lift him off the ground, and the other ones are waving and SNAPPING in the air, to hold Peter at bay.

Jameson manages to choke out a few words.

JAMESON (cont'd)
Who... are you?!!

OCTAVIUS
I am Otto Octavius. Where is Peter Parker?

Peter's eyes widen. He freezes. Jameson chokes, GASPS, can't get words out. His face is turning crimson. He gestures- put me down.

Octavius releases his throat, BANGS Jameson back down on the floor, one tentacle still wrapped around his torso to hold him there.

Peter's hand goes instinctively to his shirt, under which he wears his Spidey costume- but where to change? He makes a move for the door, but a tentacle reaches it first, SLAMS it shut, LOCKS it against the PEOPLE who are racing up to it from outside.

OCTAVIUS (cont'd)
Parker, I said! The photographer who took the picture! Where is he?!

JAMESON
He isn't here! He's a free-lancer, we don't even know where he lives!

SMACK! The tentacle goes back around Jameson's throat and another tentacle grabs hold of his phalum bwe-bwe. Squeezes.

OCTAVIUS
You're lying.

Jameson opens his mouth, words come out.

PETER
I'm Peter Parker.

They weren't Jameson's words, they were Peter's. Immediately, all four tentacles release Jameson and he collapses to the carpet. The tentacles slither and CRACK through the air, suddenly swirling around Peter like airborne vipers. He dares not move.

OCTAVIUS
The man in the mask, the "Green Goblin." Who is he?

PETER
Why?

The tentacles SNAP like bullwhips.

OCTAVIUS
I HAVE BUSINESS WITH HIM! WHO
IS HE?!

PETER
I don't know. I never saw his face.

Octavius is livid. He peers more closely at Peter, one tentacle grabs his chin, turns his face toward him.

OCTAVIUS
How did you get that picture?

PETER
Got lucky. Right place at the
right time.

OCTAVIUS
I'll be watching you, Peter Parker.
In case you're ever "lucky" again.

Octavius turns and heads back for the window. Jameson, who has regained himself, struggles to his feet, rubbing his neck.

JAMESON
Next time call for an appointment,
Doctor... Doctor... Octopus.

SMACK! SLAP! PUNCH! OOOFF!!

The tentacles smack Jameson in the 1) chin, 2) cheek, 3) gut, and 4) ribs. He doubles over in pain.

OCTAVIUS
Don't call me that!

Okay, from now on, we'll call him "Doc Ock." In a flash, Doc Ock is gone, out the window. Peter and Jameson hurry over, Jameson still GROANING in pain. They lean out the window and look down.

OUT THE WINDOW,

They see Doc Ock, climbing straight down the building, tentacles grabbing and releasing the side of the building, punching through the windows, smashing through brick. In the street, PEOPLE see, POINT, and SCREAM, cars crash into each other. It's quite a sight, and none too cheap!

JAMESON
(shaking his head)
City just isn't the same since
Rudy's gone.

INT. NORMAN OSBORN'S DRESSING ROOM - NIGHT

At home, in his dressing room, Norman Osborn pulls Peter's

bloodied handkerchief from his pocket, looks at it.

He raises his other hand. He's holding the Goblin's boomerang, its serrated edge red with crusty blood. Spider-Man's blood.

INT. NORMAN OSBORN'S OFFICE - DAY

A piece of paper with the bold words LAB REPORT at the top makes its way across the expensive rug in Norman Osborn's office at OsCorp, clutched in the hand of an AIDE.

The paper slides across the desk, to Norman, who pulls it around and studies it as the Aide scurries out of the room.

His eyes skim down the page, past the words "BLOOD MATCH TEST RESULT," all the way down to a single word, boxed in red at the bottom of the page:

POSITIVE

Norman Osborn smiles.

OSBORN

Peter Parker...

INT. M.J.'S BEDROOM - NIGHT

M.J., alone and forlorn, stares out the open window of her crappy apartment, letting in the blasts of cold air and fresh-falling snow. She looks out the window longingly, staring at the city, searching its rooftops for:

M.J.

...Spider-Man!

CUT TO:

INT. AUNT MAY'S BEDROOM - NIGHT

Back in Peter's boyhood home, Aunt May is in her flannel nightgown, getting ready for bed. She turns the bed down carefully, smooths the pillow.

She walks to her bathroom past a window. The drapes are still open. She fills a glass of water, carries it past the window again, and brings it to the night table.

She sets it down on the night table, next to a raft of prescription pill bottles.

She turns, her back to the window, and kneels down next to the bed. Her knees CREAK, it's painful for her, she folds her hands and closes her eyes in prayer.

AUNT MAY

Our Father, who art in Heaven,
hallowed be thy name.

Behind her, the drapes are still open. Out the window, a tiny

speck appears on the horizon. But that speck is approaching. Aunt May is kneeling with her back turned, she has no idea.

AUNT MAY (cont'd)
Thy kingdom come, thy will be done,
on earth as it is in Heaven.

The speck grows larger fast, it's the Green Goblin, on his glider, headed right toward the window, but just before he is about to smash right through the window he stops, abruptly, staring inside.

AUNT MAY (cont'd)
Give us this day our daily bread...

The Goblin tilts his head, as if listening to her strange murmuring. As his helmet tilts, cocking off to the side like the RCA Dog.

AUNT MAY (cont'd)
...and forgive us our trespasses as
we forgive those that trespass
against us. Lead us not into
temptation, but...

With an incomprehensible burst of acceleration, the Goblin hits the gas and the glider rockets forward, EXPLODING through the window, sending SHATTERING glass flying in all directions.

Aunt May spins around, horrified, and falls to the floor, on her back. The Goblin hovers over her terror-stricken face. The room slowly fills with green vapor and the low, horrible BUZZ of the glider's engine.

AUNT MAY (cont'd)
... but... but... but...

Aunt May pales, her eyes pop wide, staring up into the inhuman, yellow eyes of the Goblin's helmet, now just twelve inches separate her from those eyes.

GREEN GOBLIN
FINISH IT! FINISH IT!

Her hands clutch her chest, she GASPS:

AUNT MAY
...DELIVER US FROM EVIL!!

Her body arches, tenses, then goes limp. Her eyes close.

GREEN GOBLIN
(piously)
Amen.

ON THE WALLS OF THE BEDROOM,

Green spray paint sprays a hideous message over Aunt May's pastel flowered wallpaper:

CRAWL AWAY, SPIDER!

EXT. PARKER HOUSE - NIGHT

From across the street, the Green Goblin's horrible CACKLE fills the neighborhood night.

CUT TO:

INT. HARRY'S APARTMENT - DAY

Harry Osborn stands over the telephone in his apartment, his hand still on the receiver. He looks up. He has some sad news for us:

HARRY

She's gone.

Peter has just come out of his bedroom.

PETER

What?

HARRY

M.J. She just broke up with me, man. She scraped me off her shoe. She's in love with somebody else.

PETER

Who?

HARRY

I wonder.

PETER

What?

HARRY

Get that innocent look off your face, you can't pull it off.

The phone starts to ring.

HARRY (cont'd)

Things just come to you, don't they, Golden Boy? You don't even have to try, you just have to want it. The brains. The grades. This apartment, but all that wasn't enough, you had to have my girlfriend too.

PETER

You're way out of line, man, you're paranoid. You don't know what you're talking about.

Harry stares Peter down for a long moment. The phone is still ringing.

HARRY
We're not finished.
(snatches up the phone)
Hello. Yeah? What?

There is a long pause, then he turns to Peter, his face ashen.

HARRY (cont'd)
Someone broke into your Aunt May's
house. She... Pete, she's...

Before he can finish his sentence-

CUT TO:

EXT. APARTMENT BUILDING - DAY

-BANG! The front door of the apartment building flies open and Peter races outside to the curb, looking for a cab.

Peter runs right out into traffic, desperate. It's morning rush hour, traffic is bumper to bumper, even if he could find a cab it wouldn't be able to move.

Peter POUNDS the hood of a car in frustration, the DRIVER SHOUTS out the window, HORNS HONK, chaos. Peter takes off, down a side street.

EXT. ALLEY - DAY

Peter ducks into an alley and turns to his alternative mode of transportation. Still in his street clothes, he hurls himself at the side of a building and begins to climb, shrugging off the pain from his injured ankle.

EXT. ROOFTOP - DAY

Gaining the building's rooftop, Peter slings out a web and takes off across the city, not even bothering to strip down to his Spidey suit.

INT. HOSPITAL CORRIDOR - DAY

Peter races down a hospital corridor, checking room numbers. He reaches the last one on the right, ducks inside, and sees-

INT. HOSPITAL ROOM - DAY

-Aunt May, semi-conscious in a hospital bed. TWO NURSES are at work on her, she looks rough. The Nurses look up, see Peter and nod to him to come over.

Peter comes up to the bed, takes Aunt May's frail, papery hand. She turns her head, sees him through milky blue eyes. Peter's own eyes fill with tears.

PETER
I'm sorry... I should have been
there with you... I should have

been there...

AUNT MAY
Those eyes... the devil's eyes...

PETER
Whose eyes? Who was it?

AUNT MAY
...horrible yellow eyes!

With a frightened shudder at the memory, Aunt May rolls over and lapses back into unconsciousness.

Peter's own eyes pop open. Oh, God. Surely she doesn't mean...

CUT TO:

EXT. OSBORN MANSION - NIGHT

The Osborn mansion, just off Park. A figure trudges up the steps, head hung low.

INT. OSBORN MANSION - UPSTAIRS HALLWAY - NIGHT

Harry Osborn tiptoes up the stairs of the townhouse. He walks toward the end of a long, long dark hallway, where a light is on. From the room at the end of the hall, he hears an ANGRY MUTTERING, but he can't make out any of the words.

HARRY
Dad?

Norman Osborn, dressed in normal clothes, steps into the hallway, startled. They talk, from this great distance. Osborn is just a dark shadow.

HARRY (cont'd)
You were right about M.J. You were
right about everything. I think
she's in love with Peter.

OSBORN
Peter... Parker?

He takes a few steps forward, closer in this long hallway.

OSBORN (cont'd)
And does he... love her as well?

HARRY
Are you kidding? He tries to deny
it, but he's been in love with her
since he was twelve years old.

OSBORN
Reeeeeally. What a... tangled web.

Harry covers his face with one hand, to cover his shame, to hide

the fact that he has begun to sob.

HARRY

I'm sorry. You must think I'm so weak. Oh God, Dad, you hate me... I know you hate me.

OSBORN

Harry... no, Harry, you mustn't say that, you mustn't ever say that. Whatever's happened with us in the past, it doesn't matter. I love you. I love you and I'll do anything I can to help you.

Finally, he steps into a pool of light right in front of his son.

OSBORN (cont'd)

(utterly sincere)

What kind of dad do you think I am?

CUT TO:

INT. HOSPITAL ROOM - NIGHT

Late at night. Dark. Peter sits a lonely vigil next to Aunt May's bed, in and out of consciousness. He hears a soft TAPPING from the door behind him. He turns.

M.J. stands in the doorway, holding a bouquet of flowers. Peter looks at her, then looks away, back at his Aunt.

M.J. comes in, sets the flowers down. She bends over, puts her arms around Peter's neck, gives him a hug. He closes his eyes, almost can't bear it. They speak in hushed whispers.

M.J.

Will she be okay?

PETER

Maybe. Maybe not.

Words flow out of him, almost against his will. They speak in hushed whispers.

PETER (cont'd)

No matter what I do, no matter how hard I try, the people I love are always... the ones who pay.

M.J.

I been there. I know it feels like your fault. I thought it was my fault when my dad left, but it wasn't. You're good to her. That's all you can be. You're good to everyone, Peter.

She gives him a kiss on the cheek, a soft, lingering one. This is

almost torture, and it awakens something ugly in him.

PETER

What is this, an audition?

M.J.

What?

PETER

Are you trying out for a new part?
The best friend? That's what you're
about to tell me, isn't it? You
respect me, you admire me, you love
me, as a friend. Right?! Don't
bother with that speech, M.J., I've
heard it plenty of times before.

He gets up and heads for the door, fast.

M.J.

Hey, wait, I...

He turns back, sharply, grabs her by the shoulders, and pulls her close to him, anger and confusion boiling over. He looks at her, just inches from him. She is the most beautiful thing on this earth, and he has never been more powerful. Not as Peter Parker, anyway.

PETER

If you knew the first thing about
me, you'd, you'd... if I could just
tell you...

He stops himself, barely. She looks at him.

M.J.

Peter?

(closer)

Peter?

She's really studying him, staring into his eyes. Is there a flash of something else there?

M.J. (cont'd)

Something's... different.

She leans closer, thinking, trying to place that look she's seen before. Peter's face turns to steel, like a cell door closing.

PETER

Keep away from me. I love- people
get hurt. That's how it works.

He turns and hurries off down the hospital corridor, leaving one very puzzled chick behind. FLAMES shoot up in front of her-

CUT TO:

INT. PARKER LIVING ROOM - NIGHT

-and we see Peter through them, standing in the living room of the Parker house, where he has built a raging fire in the fireplace. He's clutching his costume, bunched up in his right hand, staring down at it, tears streaking his cheeks.

He looks up, at the mantle, at a picture of himself, with Uncle Ben and Aunt May, taken a couple years ago.

He stares, he clutches his costume, his hand shakes with the agony, the indecision, the choice.

He hurls his costume into the fire.

The flames ROAR, the orange tongues licking up, consuming it, the sheer fabric curling up and melting, the stenciled spider outline warping and dripping down into the flames.

Peter leans against the mantle, in unendurable pain.

EXT. PARKER HOUSE - NIGHT

Out in front of the Parker house, a DARK FIGURE in an overcoat stands in the shadows, just outside the arc of light thrown by a streetlamp.

The Dark Figure stares into the living room of the Parker house, its drapes wide open. The Figure watches Peter, still leaning against the mantle, the fire burning brightly in the fireplace.

The Figure waits. Puts a cigarette in its mouth. CLINKS open a Zippo lighter. Swats a mosquito. And unscrews the lightbulb in the streetlight. All at once.

Guess who.

In the house, we see Peter leave the living room.

INT. PARKER HOUSE - BATHROOM - NIGHT

Peter comes into the bathroom of the Parker house, runs the taps in the sink.

INT. M.J.'S APARTMENT - NIGHT

In her shabby bathroom, a very disconcerted M.J. bends over her sink, cups water in her hands, splashes it on her face.

INT. OSBORN GUEST BATHROOM - NIGHT

In a guest bathroom in Norman's townhouse, Harry Osborn looks up from having just splashed water on his face. He looks into the mirror, water dripping from his features-

INT. NORMAN OSBORN'S BATHROOM - NIGHT

-and in his opulent bathroom, Norman Osborn is also staring at his recently splashed face. He reaches for a towel, covers his face to dry it, pulls the towel away-

-and the Green Goblin stares back at him!

Osborn SHOUTS in terror, but stands frozen in front of the mirror. He watches in HORROR as the Goblin face, again, tears free of his own, this time not just appearing in the mirror next to his own face, but floating right out of the mirror, to stare Norman down, eye to eye.

Osborn stands there, quivering, eye to menacing eye with his alter ego. There is a knock on the door.

HARRY (O.S.)
Dad? Are you okay?

OSBORN
(barely maintaining)
Be... right down... son.

Off, we hear Harry's footsteps as he leaves. Osborn turns back to face the Goblin.

GREEN GOBLIN
Those ungrateful brats!

OSBORN
Go away!

GREEN GOBLIN
Did they think they could treat an
Osborn this way? Did they dream
there would not be hell to pay?

OSBORN
Leave my son alone!

GREEN GOBLIN
Not just the idiot son, Osborn...
the harlot as well... the
interloper... All three of them...
They must be dispatched. From a
great height...

Osborn suddenly clutches his head, in horrible agony, trying desperately to maintain sanity.

OSBORN
I am Norman Osborn, I am Norman
Osborn, I am Norman Osborn...

GREEN GOBLIN
Norman is weak... Norman's a
waste...

Osborn drops to his knees, hands to his skull.

GREEN GOBLIN (cont'd)
...AND I'M IN HIS PLACE!!!

CUT TO:

EXT. CENTRAL PARK - DAY

Central Park on a cold day. Peter sits on a park bench, overcoat pulled up against the snow. A figure walks past him, turns, sits. We can't see the figure, he's just out of frame.

A moment goes by. Peter has a strange feeling. He turns, looks at the person who just sat down next to him.

It's Uncle Ben!

Peter GASPS. Makes some inarticulate sounds. Uncle Ben flashes an enigmatic smile.

PETER

You...

UNCLE BEN

Relax, kiddo.

PETER

This isn't possible...

UNCLE BEN

It's a dream, Pete. You're still back at home. You fell asleep on the sofa, it's about seven in the morning. You're gonna wake up in a few minutes.

Peter just stares, stunned for a long moment, absorbing this information. And then, he launches himself across the bench, grabbing his uncle and hugging him as tightly as he can.

Uncle Ben laughs, taken pleasantly by surprise.

UNCLE BEN (cont'd)

Woah, woah...

PETER

Uncle Ben... Oh God, I'm sorry, I'm so sor-

UNCLE BEN

Hey.

He pulls back, sharply, puts his hands on Peter's shoulders.

UNCLE BEN (cont'd)

Don't apologize to me. My life was my own; the day I was born I was a book that was already written, and my story ended how it was always meant to end. But you, here, now, today... you're a work in progress.

PETER

There's so much I want to ask you,
so much I want to tell you...

UNCLE BEN
I've only got a minute or two,
before the doorbell wakes you up.

PETER
I love her, Uncle Ben.

UNCLE BEN
I know you do.

PETER
All I'd have to do is tell her,
tell her who I really am, and she'd-

UNCLE BEN
Be pretty easy, huh?

PETER
Sure would.

UNCLE BEN
So why don't you tell her?

PETER
Because she wouldn't be safe a
single minute for the rest of her
life.

UNCLE BEN
Is that why?

PETER
(looks at him, knows
there's more)
Partly.

UNCLE BEN
She needs to love you, Pete. Not
the guy in the mask. But burning
that mask isn't the way to protect
her, or yourself. You can't deny
who you are, buddy.

PETER
Who I am? Because of who I am, you
were killed. Aunt May almost- who's
next? How can I be sure no one else
will get hurt?

UNCLE BEN
You can't. It's called life. You
can't bet on it, you can't manage it
or control it, all you can do is
lead the one you were meant to live.

A faint BUZZING sound starts in the distance. Uncle Ben turns his

head at the sound, looks back at Peter.

UNCLE BEN (cont'd)

Kiddo, the one thing you gotta know,
the only thing you gotta know, is
who you are. The rest is just noise.

The BUZZING comes again, more insistent. Peter turns, looks for it. Next to the park bench, he sees the front door of Aunt May's house, standing right out here on the grass in Central Park, with just a frame around it. A MAN stands outside the door, ringing the bell, visible through a skinny glass window in the door frame.

Peter turns, confused, looks back at Uncle Ben, but he's gone, and Peter's alone on the bench again. The BUZZING comes once again, Peter turns back to look at-

CUT TO:

INT. PARKER LIVING ROOM - DAY

-the front door of Aunt May's house, in reality, a MAN standing outside it, ringing the bell, visible through the skinny glass window beside the door.

Peter sits up, groggy, still fully dressed, same clothes as last night. He goes to the front door, opens it. A MAN IN A BLACK SUIT stands in front.

MAN

Peter Parker?

PETER

Yes?

Wordlessly, the Man in the Black Suit hands Peter a creamy white envelope, then turns and walks away.

Peter looks down at the envelope, curious. He opens it, his eyes scan the page, the typed letters dissolve into the image, backwards red letters that spell-

EXT. OSCORP PLAZA - DAY

-OSCORP.

The early morning is thick with fog. We're high above OsCorp Plaza, on top of the towering black OsCorp Building, behind its red neon sign. Down below, we see three solitary figures approaching the middle of the plaza from three different directions. The plaza and the building are deserted at this hour.

DOWN ON THE GROUND,

Peter, walking toward the plaza, recognizes one of the people coming toward him.

It's M.J. Peter looks to his left, recognizes the other person. It's Harry.

They meet one another in the middle of the plaza.

HARRY
(to Peter)
Well? What do you want?

PETER
Me? She sent me a-

M.J.
Harry, you're the one who-

She stops herself and the three of them stare at one another in confusion. But they aren't looking at each other for long before they hear something, something WHISTLING as it sails through the air.

It lands with a CLUNK about twenty feet from them, whizzing out of the fog from above. It bounces twice, hard, rolls to a stop right in the middle of them. They all take a step back, away from-

-a pumpkin bomb.

HARRY
Oh, God...

They all leap back as the bomb EXPLODES.

Harry, Peter and M.J. each hit the ground with a CRUNCH, stunned by the force of the bomb. Suddenly, the WHISTLING sound comes again.

Another pumpkin bomb drops inexplicably out of the fog, lands to one side of them. They leap to their feet and take off as the second bomb EXPLODES behind them. They turn in another direction, but a third pumpkin bomb THUNKS to the ground in front of them. They change directions again, scampering away just before the third bomb EXPLODES.

HARRY (cont'd)
This way!

Peter and M.J. follow him, racing toward the twin glass elevators that run up the side of the OsCorp Building. Harry whips a set of keys from his pocket, fumbles to key the elevator.

Another bomb drops behind them.

The doors WHOOSH open. Harry and M.J. race into the elevator, but Peter stops in the doorway, a look of terror on his face. He shoots a hand to the back of his neck.

PETER
Danger!

M.J.
What?!

PETER
The elevator! Don't go in it!

HARRY
Fine, stay down here and die!

He jabs one of the two silver buttons, the one with a big arrow pointing up. Peter takes a step back, the doors begin to close.

M.J.
PETER!

But the doors close.

Behind Peter, another bomb EXPLODES, hurling him to the ground. We drop down to him, and as we do the camera passes through the wall next to the elevator.

ON THE OTHER SIDE OF THE WALL,

We move in toward an odd-shaped object, located right at the base of elevator machinery, near the giant wheel that is running the elevator cables.

It's a bomb. Pumpkin shaped.

We hear a CHUNK and the wheel starts to turn, drawing in the cable. The elevator box begins to rise.

INT. GLASS ELEVATOR - DAY

In the ascending elevator, M.J. turns to the window, sees Peter stranded in the plaza below, amid the smoke of the explosions.

M.J.
PETER!!

EXT. OSCORP PLAZA - DAY

Peter stands in the plaza, watching as the elevator slowly rises. Instinctively, his hands dart up to his shirt, pull it open, he feels underneath for his costume.

But of course, it isn't there. He burned it.

Peter turns, thinks like crazy. In the distance, SIRENS start to sound, PEOPLE start to emerge from the fog, having heard the explosions.

Peter looks around frantically. He sees something, his eyes light up.

Across the street, a sign in the window of a souvenir shop on Broadway says "HALLOWEEN COSTUMES HALF OFF."

He takes off, across the street, and is nearly hit by a car, racing toward him.

The car stops, but Peter keeps going. The DRIVER gets out- a MAN

IN A DARK OVERCOAT.

A hand snakes out from underneath the overcoat, SLAMS the car door. But it isn't a hand, it's a metal tentacle with a claw at the end.

INT. SOUVENIR SHOP - DAY

Peter races past a rack of Halloween costumes. There's a clown, a cowboy, Mr. Potato Head, Wolverine- ah hah! He yanks a Spider-Man costume off the rack. He tugs at the sleeves, checks out the crotch.

AT THE REGISTER,

A twenty dollar bill lands on the counter. Peter stands in front of the CLERK, now in the Spider-man costume.

SPIDER-MAN

Can I wear it home?

INT. ELEVATOR - DAY

The glass elevator is still rising, up above the city, and up, and up, toward the roof of the building.

M.J. looks at Harry, who stares back at her.

HARRY

Who is he?

M.J.

What?

HARRY

You're in love with someone else.
I've got a right to know who it is.

M.J.

Harry, for God's-

HARRY

(scary Harry)

WHO IS HE?

He reaches out and pushes the STOP button. The elevator jerks to a halt, sixty floors above the street.

INT. ELEVATOR MACHINERY - DAY

Inside the elevator machinery, the big greasy wheel stops turning, the cable stretches tight. Next to it, the red light on the pumpkin bomb continues to flash.

EXT. SIDE OF THE BUILDING - DAY

We're outside the glass elevator, looking in at Harry and M.J., who are arguing. From off in the distance, we hear a high-pitched WHINING that's growing closer.

Harry and M.J. hear it and turn sharply. We follow their gaze.

The fog, thick as cake frosting, suddenly parts, billowing around the Green Goblin, atop his Glider! He banks, comes to an impossible stop just outside the elevator.

Harry and M.J. stare in shock and horror. The Goblin CACKLES, pulls a remote control device from his Goblin bag, and flips up the cover. A red button flashes on its panel.

GREEN GOBLIN

Goodbye, children! Time to throw
you from the nest!

He presses the button.

INT. ELEVATOR MACHINERY - DAY

Inside the elevator machinery the flashing red light on the bomb goes steady, it BEEPS-

The cable SNAPS, goes whirling and SNAPPING up the shaft like a wild snake.

INT. ELEVATOR - DAY

SNAP!

Through the glass wall, Harry and M.J. can see right into the elevator shaft, where the severed cable races past them, untethering the elevator.

They SCREAM-

-hang there for a second like Wile E. Coyote-

-and then plummet.

The Goblin SCREECHES with glee.

EXT. OSCORP BUILDING - DAY

SMACK! Spider-Man swings into frame, splats to a stop on the side of the OsCorp Building, near the base. He looks up, sees the elevator falling toward him.

He crawls to the machinery panel atop the elevator works.

SMASH! He dives in through the glass, reaches into the machine room, grabs hold of the loose cable as it flies by!

He GROANS in pain, wraps both hands around the cable and falls back to the ground, but still it whizzes through his hands!

The Goblin ROARS down the building, atop his Glider, SCREAMING in anger.

GREEN GOBLIN

NO!

INT. ELEVATOR - DAY

Still, the elevator plummets! Harry and M.J. have gone weightless, they're plastered against the ceiling!

EXT. OSCORP BUILDING - DAY

Down below, Spider-Man squeezes the cable as hard as he can. Blood seeps through his gloves. He's in agony!

The Goblin opens his Goblin bag, releasing half a dozen small black winged objects into the air. They swarm over Spider-Man, BUZZING and BEEPING horribly.

Spider-Man is forced to take one hand off the cable, to try and swat them away. He reaches out and snares one, but he immediately releases it, SHOUTING in pain.

GREEN GOBLIN

Do you like my razor bats?

The razor bats swarm around Spider-Man, slashing his skin and costume. But he is forced to put both hands back on the cable, to try and abate the elevator's deadly plunge! He looks up- it's only a hundred feet above, and still dropping!

GREEN GOBLIN (cont'd)

Would you like to meet the rest?!

He turns the Goblin Bag inside out, releasing another half dozen. Spider-Man is surrounded, and slowly being cut to ribbons. Desperate, he leaps up into the sky, through the black swarm that is slowly killing him.

SPIDER-MAN

Hang on, hang on!!

He squeezes even tighter.

The elevator approaches at breakneck speed!

The Goblin reaches into his bag again, pulls out a pumpkin bomb. He pulls a hand back, to throw the bomb. The hand starts forward-

-but is stopped in mid-air, grabbed-

-BY THE CLAWED END OF A METAL TENTACLE!

A second claw seizes the Goblin's other hand, a third claw grabs the pumpkin bomb and hurls it hundreds of feet into the air, a fourth claw grabs the Goblin around the neck.

Spider-Man looks up, amazed.

DOC OCK (!) throws open his human arms, sending the overcoat flying off of his shoulders, just as the bomb he hurled EXPLODES in the sky above, washing him over with brilliant light and

THUNDEROUS NOISE!

Spider-Man grimaces, tightens his grip on the cable one final time-

INT. ELEVATOR MACHINERY - DAY

-the greased, spinning wheel slows, slows-

INT. ELEVATOR - DAY

-and the elevator GROANS to a halt, BUMPING to the ground. Harry and M.J. tumble to the floor of the elevator, the doors DING open on OsCorp Plaza revealing-

EXT. OSCORP BUILDING - DAY

-the ongoing fight, which includes, (1) the Goblin, held aloft by (2) Doc Ock's tentacles, and (3) Spider-Man, writhing in pain on the ground, his hands torn to shreds by the elevator cable.

DOC OCK

Thought you'd never see me again,
didn't you Osborn?!

Harry turns, eyes wide, to look at Doc Ock. Who, me?

Spider-Man turns, eyes wide, and looks at Harry. Who, him?

DOC OCK

I've awaited this moment, Norman!

Harry and Spider-Man both turn, eyes wide, and look at the Goblin. Who, HIM?!

Using a free tentacle, Doc Ock reaches up and RIPS the helmet from the Green Goblin's head, revealing Norman Osborn's maniacal face underneath.

Spider-Man, Harry, and M.J. are, well, you know. Surprised.

Osborn SCREAMS, weirdly, thrashes.

POW! Doc Ock CRACKS Osborn across the face, sending him CRASHING into an unbroken glass wall. He sags to the ground, weakened.

As Harry and M.J. race out of the elevator, Doc Ock presses in for the kill. He strides forward quickly, tentacles waving over his head.

DOC OCK (cont'd)

You stole my work! You stole my
life! And now I'm going to take
yours!

He picks up a chunk of debris-

DOC OCK (cont'd)

With my hands!

-a huge potted plant.

DOC OCK (cont'd)
THESE hands! These arms!

-and two enormous chunks of rubble.

DOC OCK (cont'd)
THE ARMS THAT MADE ME A MONSTER!

He raises it all up over his head, to bring it crashing down on Osborn.

Spider-Man, rolling on the ground, holding his bloodied hands in pain, watches weakly.

HARRY
Stop him! Please!

Spider-Man turns towards Harry who is beseeching him.

GREEN GOBLIN
I'll kill you!

HARRY
He's my father...

Hey man, Spidey can relate to that. He rolls over, flips his wrists up, sends out two heavy strands of webbing-

-which THWIP THWIP THWIP around the tentacles, binding them together.

Doc Ock RAGES, he loses his grip on the chunks of glass and cement, giving Osborn the split-second he needs to roll out of the way as the CRASH to the ground around him.

DOC OCK
N0000!!

He has one tentacle still free, and he uses it to SMACK Spidey across the chest. Spider-Man leaps to his feet, fights back. As Spider-Man and Doc Ock mix it up, Norman Osborn, unnoticed for the moment, rolls free, picks up his helmet, and slips it back over his head.

Now the Goblin again, he raises his wrist, punches a button on a small touch panel there. A short distance away, the Glider responds to the remote command, spinning around and heading back for him.

Spider-Man gets hold of the last of Ock's tentacles, webs it up with the other three. Doc Ock SCREAMS and struggles, but the webbing holds. That stuff is strong.

As the Glider scoots past the Goblin, he leaps neatly upon it, a rider jumping onto a runaway horse, and barrels straight toward-

-M.J.!

He scoops her up as he ROARS past, bringing her aboard the Glider.
M.J. SCREAMS.

SPIDER-MAN

M.J.!!!!

The Goblin twitches his head, the Glider spins neatly and accelerates, out into the empty sky.

Spider-Man doesn't hesitate, he shoots a web out at the departing Glider. It strikes the underside of the Glider, spins out for a moment, the line stretches taut-

-and Spider-Man is jerked off the ground.

OVER THE CITY,

The Goblin shouts down at Spider-Man as he dangles from the web.

GREEN GOBLIN

LET'S SEE HOW THIS SPIDER FLIES!

EXT. OSCORP BUILDING - DAY

RIP! Doc Ock finally tears the webbing which binds his tentacles together, freeing himself.

EXT. MID-AIR - DAY

The Goblin pilots the Glider straight up into the air, through the thick fog.

On board the Glider, M.J., thrashing, manages to get her hands around the Goblin's throat. He CHOKES, flexes his hand, and a needle pops out from a secret pad in his palm. He reaches back and CLAMPS his palm around her neck, piercing her skin with the needle.

M.J. SHRIEKS, her body goes limp. She starts to fall off the Glider, but he grabs her by one hand, heaves her back aboard.

GREEN GOBLIN

Don't play your death scene yet,
my little actress! Let's stop
somewhere you'll have an
audience!

Below, Spider-Man is crawling up the web strand toward them. The Goblin sees him. He pulls out a boomerang and SLICES right through the web strand.

IN MID-AIR,

Spider-Man falls, falls, tumbles through the sky over Manhattan, the ground racing up at him, fast and inevitable.

He stretches out his arms, shoots out webs, one after the other,

trying to catch them on anything. Finally-

SPLAT!

A web THWIP-THWIP sticks to the skeleton of an under-construction skyscraper.

-it tightens, changes the angle of his fall, turns it into a swing, he soars through space, flips over twice-

EXT. SKYSCRAPER SKELETON - DAY

-and lands on the top girder of the skyscraper, poised on an I-beam between two CONSTRUCTION WORKERS.

The Workers freeze, staring at him. Spidey says nothing, just studies the horizon. A few blocks away, over the East River, he sees a swirl of helicopters, clustering around something.

Spidey shoots a web in that direction and leaps out, into space, leaving the Construction Workers behind, still standing on the beam.

They turn, look at each other,

-and break into SCREAMS of excitement.

CONSTRUCTION WORKERS
ALL RIIIIIGHT!!!

EXT. MIDTOWN STREET - DAY

Harry Osborn and Doc Ock are racing down the street near the OsCorp Building. Broadway is choked with PEOPLE now, most of them running in one direction, toward the river.

Harry takes off, into the crowd. Doc Ock stops, looks up into the sky in the distance where everyone is pointing. He sees the police swarming in that direction, SIRENS blaring and helicopters WHIRRING toward the scene.

DOC OCK
No! Don't arrest him!

He points all four tentacles down, straight toward the pavement. They stiffen, elongate, become stilts that lift his body up, high above the crowd.

DOC OCK (cont'd)
LET HIM DIE!

He turns around and moves on his tentacle/stilts, scurrying like a crab above the GAWKING crowd, giving them something new to scream about.

His SHOUTS can be heard over them.

DOC OCK (cont'd)
I MUST HAVE MY REVENGE!!!

He lurches away down Broadway, headed toward-

CUT TO:

EXT. BROOKLYN BRIDGE - DAY

-the Brooklyn Bridge, the six thousand foot suspension bridge that links Manhattan to Brooklyn. Its twin towers stand both feet buried in the East River, miles of suspension cables shining like prison bars in the morning sunlight that's breaking through the fog.

It's rush hour now and the bridge is busy- extremely busy. In fact, cars are stopped, SIRENS are WAILING, half a dozen news and police helicopters are circling over the Manhattan tower-

ATOP THE MANHATTAN TOWER

-where the Goblin stands defiant, SCREAMING A HORRIBLE LAUGH up to the heavens. M.J. is at his feet, conscious but drugged, unable to stand.

The police helicopters bark orders at them, but with the sirens, the horns, the ROARING prop wash, the HOWLING wind- it's all a deafening chaos.

DOWN BELOW,

Spider-Man swings into view and lands, hands and feet clinging to the vertical high tension wires.

THWIP! He shoots out a web, it sticks to one of the dramatic upswEEP cables that leads to the top of the Manhattan tower. Spider-Man swings out and down, landing on the cable, still silent. He begins to crawl up its thirty degree angle, climbing fast, inhuman- spider-like.

He scampers up the wires, going so fast and so surely, moving as we've never seen him move before, a spider nimbly plucking its way across its web towards its prey.

The helicopters swoop toward him, but the news cameras go batshit, this is the best and longest look at Spider-Man anyone's ever had- life will never be the same after this.

ATOP THE MANHATTAN TOWER,

The Goblin sees Spider-Man's inexorable approach. He watches, hands on his hips.

GREEN GOBLIN
WHY LOOK! IT'S YOUR BOYFRIEND,
COMING TO DIE WITH YOU!

M.J. crawls to the edge and looks down.

THROUGH HER EYES,

We see Spider-Man coming up the cables, but the image is blurry, distorted, how she must feel.

ON THE CABLES,

Spider-Man is nearing the top when he sees something rolling straight at him. It bumps up against his hand, stops.

It's a pumpkin bomb.

He reaches for it, but too late, it DETONATES, releasing a cloudy vapor. He backs away and keeps crawling.

ATOP THE MANHATTAN TOWER,

Spider-Man swings himself up, into the air, right over M.J., and lands between her and the Goblin.

GREEN GOBLIN
HAPPY TO SEE YOU!

Spider-Man looks at him, blinks, touches his eyes.

THROUGH SPIDER-MAN'S EYES

We see not one, but nearly a dozen Green Goblins, all around us.

GREEN GOBLIN
HOW ABOUT SEEING ME?!

ATOP THE MANHATTAN TOWER

Spidey lunges, but at the wrong Goblin. The real Goblin counters with a blow that sends Spider-Man falling to his knees.

ZIP! The Goblin flexes his hand, makes the needle point pop out of his palm again.

M.J.
Watch out! Don't let him-

Too late. The Goblin SLAPS his hand down on Spider-Man's thigh and the needle point does its work.

The Goblin yanks it out, grinning in delight.

Above, the helicopters descend even closer, the POLICEMEN aboard SCREAMING their threats and warnings ever louder.

DOWN ON THE BRIDGE,

A taxi SCREECHES to a halt in the middle of the dense traffic, Harry Osborn leaps out. He looks up, sees the battle raging overhead.

The crowd SCREAMS near the entrance to the bridge. Harry whirls-
-and sees DOC OCK coming toward him on his tentacle legs.

ON A CABLE,

A claw grabs hold of a high tension cable, WHIRS shut with a mechanical hum. A second claw grabs hold of the cable, closes around it. Now, locked onto the cable with those two claws, Doc Ock starts to pull himself up, using the other two claws, arm over arm, toward the top of the Manhattan Tower.

He looks kind of like a caterpillar swimming, if you can picture that. It's cool. Really. (And none too cheap.)

ATOP THE MANHATTAN TOWER,

The Goblin is in control. Cackling madly, he upends his Goblin Bag, dumping dozens of pumpkin bombs on top of the tower. He runs from one to the other, pulling the tops off.

M.J. grabs hold of one of the pumpkin bombs. She's about to throw it over the edge when she gets another idea. She drags herself toward the Goblin Glider ahead.

Behind her, Spider-Man pulls himself to his feet, falls, no balance whatsoever. He shrugs, rubs his eyes, trying desperately to clear himself.

M.J. sticks the pumpkin bomb to the turbine engine-

-the first bombs begin to FLASH-BANG-

-the Goblin leaps aboard his Glider, hits the acceleration-

-and the turbine engine EXPLODES in a blaze of white, throwing the Goblin off it.

Spider-Man, still on his knees, grabs the Goblin, who is stunned by the blast, just as Doc Ock arrives atop the Manhattan tower of the bridge.

DOC OCK
KILL HIM! KILL HIM!

Spidey, obliging, grabs the Goblin by one arm and one leg and hurls him far out into the air.

DOC OCK (cont'd)
DIE, OSBORN, DIE, DIE!!!

But Spidey, in case you don't know, kills no man, and certainly not the father of his best friend. While the Goblin sails through the air, Spidey raises both wrists and shoots out heavy webs in the same direction.

ON THE CABLES,

The Green Goblin hits the bridge's vertical high tension cables and is webbed into place right there, a fly trapped in the center of a perfect symmetric spider web. He SCREAMS in frustration, alive and kicking, but prisoner.

ATOP THE MANHATTAN TOWER,

Doc Ock is outraged.

DOC OCK

N000!!!

The rest of the pumpkin bombs explode. Ock is knocked to his knees, Spidey is shaken.

-and M.J. is knocked right off the tower!

SPIDER-MAN

M.J.!!

He lunges to the edge of the tower, dangling himself, and shoots out his web at M.J., falling to certain death.

IN MID-AIR

The web catches M.J. by the ankle, she GROANS as it stops her fall, but-

ATOP THE MANHATTAN TOWER,

-Spider-Man is slipping, pulled toward the edge by her weight, nothing for him to hold on to. Just before he goes over he looks up, but there is no help there, just those helicopters overhead, he's almost over the edge now, those helicopters, those helicopters, he rolls onto his back-

-he slips over the edge, he falls-

IN MID-AIR,

-M.J. SCREAMS as she plunges toward the water-

-Spider-Man shoots out a web, as-

-the water rockets up toward them-

-the web SMACKS into the undercarriage of the helicopter-

IN THE HELICOPTER,

The PILOT jerks as the added weight pulls him down.

CO-PILOT

PULL UP, PULL UP, PULL UP!!!

The Pilot yanks back on the stick-

IN MID-AIR,

-and M.J. and Spider-Man are jerked upwards as the helicopter pulls up, up and away from the bridge, bringing them with it as they dangle from the undercarriage by the strength of his webbing.

Using the last of his strength, Spider-Man pulls M.J. up to his

level and holds her, only one arm wrapped around her, the other holding onto the web.

They soar over the water which sparkles like diamonds now, the morning sunlight has blasted away the last traces of the fog.

M.J. looks into Spider-Man's eyes. She reaches up and raises the bottom of his mask, revealing only his lips.

M.J.
Kiss me now.

Don't have to tell him twice. Their mouths fall together and devour one another.

ATOP THE MANHATTAN TOWER,

Doc Ock stands alone on the bridge tower, watching as POLICEMEN climb the high tension cables, approaching the Green Goblin, to take him into custody.

DOC OCK
He's alive! You fool, you left him
alive! Spider-Man!

Doctor Octopus strikes a pose of operatic anguish- head thrown back, tentacles waving, SNAPPING in the air around him. He SCREAMS to the heavens.

DOC OCK (cont'd)
SPIDER-MAN!

DOWN ON THE BRIDGE,

Harry Osborn staggers to the railing of the bridge. Looking out over the river, he sees Spider-Man, dangling from the helicopter as it soars off, locked in a passionate kiss with the woman Harry loves.

Rage is born. Permanent, murderous rage. Harry Osborn strikes a pose of operatic anguish- head thrown back, fists shaking at the heavens and SCREAMS:

HARRY
SPIIIIIIDERRRMAAAAAANNNN!!!!

IN MID-AIR,

M.J. and Spider-Man spin and pull out of the kiss. She opens her eyes-

-and he's gone, swinging away into the canyon of skyscrapers. She must be really, desperately in love:

M.J.
....SPIDER-MAN....

DISSOLVE TO:

EXT. COURTHOUSE - DAY

Letters are etched in stone:

NEW YORK STATE SUPREME COURT

Harry Osborn, dressed in a suit, walks slowly down the front steps of the courthouse downtown, flanked by LAWYERS. It's a grim day. He nods, the Lawyers offer supportive pats on the back, we catch a few stray words of hope- "parole," "thirty years," "visitation," that sort of thing, but they're more than outweighed by the term "life in prison," which we also pick up.

Peter, also dressed in a suit, draws close, takes a deep breath. Here goes a tough moment. Harry sees him, holds out a hand to shake. Good thing it's still winter, Peter can wear gloves to cover his hands, which were cut to ribbons by the speeding elevator cable.

HARRY

Thanks for everything, Peter.

Harry takes Peter's hand, shakes it hard. Peter wants to cry out, but manages to just wince.

HARRY (cont'd)

Hardly... Guess I can't blame you.

Peter throws his arms around him and they hold on tight.

HARRY (cont'd)

I don't have a father any more.
Now it feels like I never did.

PETER

I'm so sorry.

HARRY

Me too, Buddy. Me too.

PETER

We're sort of orphans, aren't we?
What do we have left?

HARRY

Not much.

Harry pulls away and looks Peter in the eye.

HARRY (cont'd)

Just a best friend.

He embraces Peter again. Peter closes his eyes. You want irony? We got irony here. After a moment, Harry is pulled away, drawn into another embrace by some RELATIVES.

Peter turns-

-and is face to face with M.J. She looks at him, doesn't know what

to say. Neither does he. She embraces him.

M.J.
Us too? Friends again?

Over her shoulder, Peter's eyes are filled with emotion, he's torn in half.

A VOICE comes over. Spider-Man's voice:

SPIDER-MAN (V.O.)
Tell her. Tell her.

Peter and M.J. hold their place. Very slowly, the image begins to dissolve, a blur of emotion coming over their faces.

SPIDER-MAN (V.O.) (cont'd)
How easy it would be... just open
my mouth and say the three words
that would make me love me, love
me, Peter Parker, the skinny kid
next door who's always loved her.
And always will. Tell her.

The blur of motion becomes wider, we recognize it as the
skyscrapers of Manhattan whizzing by us-

DISSOLVE TO:

EXT. OVER THE CITY

-we swing through the sky, first-person Spidey-cam again, rushing
past the buildings in great, graceful arcs.

SPIDER-MAN
But I can't. I will never forget
these words: "With great power
comes great responsibility."

Our gloved hand rises up into frame, shoots out a web, we swing
off in another direction. It's exhilarating, dizzying, we see only
the buildings racing by, but not ourselves.

SPIDER-MAN (V.O.) (cont'd)
Because I love her, she will never,
ever know.

Up ahead, an enormous mirrored building looms up in front of us,
maybe it's the one Saul Bass used in the opening of "North By
Northwest."

SPIDER-MAN (V.O.) (cont'd)
This is my gift.

We're approaching the building fast, fast, we see ourselves now,
our reflection, growing bigger, bigger, bigger, huge.

SPIDER-MAN (V.O.) (cont'd)
This is my curse.

We SPLAT up against the side of the mirrored building, and finally see ourselves as a figure, blood red and midnight blue just hanging there in the camera lens.

SPIDER-MAN (V.O.) (cont'd)
I am Spider-Man.

CUT TO BLACK.