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# Cleopatra

By Joseph L. Mankiewicz

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And so it fell out  
that at Pharsalia...  
... the great might and manhood of Rome  
met in bloody civil war...  
... and Caesar's legions  
destroyed those of the great Pompey...  
... so that now only Caesar  
stood at the head of Rome.  
But there was no joy for Caesar  
as in his other triumphs...  
... for the dead which his legions  
counted and buried and burned...  
... were their own countrymen.  
The smoke of burning Roman dead  
is just as black...  
...and the stink no less.  
It was Pompey, not I,  
who wanted it so.  
Let what I have said be set down.  
You may stand.  
Do not try and impress me by looking  
either too penitent or too proud.  
As field officers,  
you fought miserably for Pompey.  
Men under your command will be  
permitted to enlist in my legions...  
...and returned to Rome as Romans.  
You shall have the same privilege.  
I'm not magnanimous. Your names  
are marked. You'll be watched.  
First sign of treachery,  
you'll be killed.  
What is it, Flavius? Antony?  
Oh, yes. Canidius.  
With news of Pompey, I hope.  
- Hail Caesar!  
- Drink that in my name, Canidius.  
To all Marc Antony's cavalry,  
Caesar's left wing and right arm.  
What news of Pompey, or what's left?  
Pompey's gone, Caesar.  
Slipped through our fingers,  
disguised as a peddler.

- Leaving most of his merchandise.  
- Gone? Where?  
He has a galley waiting at the coast.  
Provision enough for Egypt, they say.  
Egypt. Possibly.  
They owe him a great deal.  
He'll ask for sanctuary.  
Borrow money, borrow time.  
I thought it was over.  
It seems it's not.  
Rufio, consult the augurers.  
I want to know.  
In Egypt, will Pompey face me at last?  
But surely Caesar will now  
return to Rome!  
I must go to Egypt in any case.  
King Ptolemy and his sister  
have a civil war of their own...  
...intent on destroying each other,  
and in the process, Rome's wheat.  
That cannot be so urgent.  
Let the Romans welcome  
great Caesar properly at last...  
...in this greatest of his triumphs.  
Triumph? Over what?  
Over whom?  
- Canidius.  
- Caesar?  
Leave me the 10th and 12th.  
Antony's to take the rest to Rome.  
- When can he start?  
- Whenever you say.  
Then at once.  
And in Rome,  
Marc Antony is to speak for Caesar.  
His authority is not to be questioned.  
His word will be yours.  
As always, Caesar's word is law.  
Of course.  
But remind him to keep his legions  
intact. They make the law legal.  
Caesar.  
And even as Caesar's galleys  
sailed the great sea to Egypt...

... it was happening that,  
just as the Romans...  
... so the Egyptians made war,  
one upon the other...  
... for King Ptolemy would no longer  
share the throne...  
... with his sister Cleopatra...  
... but drove her  
from the city of Alexandria...  
... and sought to destroy her.  
We've arrived on their market day.  
Once a week they're allowed  
in the royal enclosure.  
Where's the guard of honor for Caesar?  
Some representative  
of the royal or military?  
We have the privilege of watching  
Caesar battle through our marketplace.  
Marcellus, a dozen front-rank men,  
swords only.  
Clear a direct line  
to the palace steps.  
Then as many more to keep it open.  
It's precisely what they hope we'd do:  
Manhandle their people.  
No. This is their market day,  
we will go marketing.  
- You're not serious.  
- We'll shop our way to the palace.  
Have you my money?  
Everything is to be paid for by coin.  
Tell them to put away the swords  
and carry moneybags.  
Olives. Oil of olives.  
Ah, the wine of Samos.  
How much for your wine? Four drachma.  
Sixty of your wine for my men.  
Pay him.  
Pay him.  
You said they'd push the people  
and make them angry.  
Why aren't they doing  
what you said they'd do?  
Your king has asked a question,

Lord Chamberlain.  
The Romans have degenerated minds,  
Most High Majesty.  
They do the unexpected.  
Particularly one Roman.  
Master of the unexpected.  
But with so few men.  
You all look so impressive.  
Any one of you could be king.  
His Divine Majesty, my Lord Ptolemy...  
...lord of the Upper  
and Lower regions...  
...son of Ra, of Horus and of Thoth,  
beloved of...  
Et cetera, et cetera. You welcome me.  
And I, Gaius Julius Caesar,  
Pontifex Maximus...  
...et cetera, et cetera, thank you.  
From the Senate and people  
of Rome, hail King Ptolemy.  
And his sister and co-ruler,  
Queen Cleopatra?  
They won't tell you so,  
but Cleopatra's dead.  
She tried to kill me,  
and we chased her into the desert.  
And there she died.  
Whereas it is true  
that His Majesty's sister...  
...repeatedly plotted  
to have him killed...  
...it is not true  
that Cleopatra is dead.  
Whereas it is true that she  
fled from Alexandria...  
I seem to always interrupt you...  
...but the search for truth  
can go on and on.  
Pothinus, is it not?  
Lord Chamberlain and chief eunuch  
to King Ptolemy. An exalted rank.  
Obtained not without certain,  
shall we say, sacrifice.  
Theodotus, am I right?

Tutor to His Majesty in history,  
philosophy and ambition.  
And Achillas.  
They say you're a good soldier.  
- As one to another, where is Cleopatra?  
- With her army.  
And how many of your men  
between her and Alexandria?  
- Enough.  
- May I speak?  
Surely you have come in peace.  
And we present ourselves to you  
in warm and respectful welcome.  
Our only problem being an  
internal one, of concern only to us...  
...why have you come, Caesar?  
As we all know, when the father  
of both Ptolemy and Cleopatra died...  
...he named the two of them  
to rule jointly over Egypt.  
Rome was appointed their guardian  
and the executor of his will.  
I have come in the name of Rome to ask  
why Cleopatra has been deposed...  
...to resolve the differences  
between her and King Ptolemy...  
...and to see that they peacefully  
resume their joint rule of Egypt.  
That will be difficult.  
Cleopatra has forfeited her right.  
I shall try to decide justly.  
Don't you see he'll send for her?  
He'll bring her back!  
The sun which sheds its grace  
upon the ruler of the two lands...  
...burns too brightly perhaps.  
If Lord Ptolemy wishes to retire...  
I wish nothing of the kind!  
I won't be put out of the way  
until I've watched you give him that!  
A thousand pardons,  
I had almost forgotten.  
Lord Ptolemy wishes to enhance his  
welcome by a gift of some importance.

Most generous.  
The ring. Give him Pompey's ring.  
And now the token of  
His Majesty's affection for Rome...  
...and regard for Caesar.  
Pompey the Great.  
Dead men, they say, do not bite.  
Does it please you, Caesar?  
They said it would  
please you very much.  
The sun does shed its grace  
too brightly.  
It has become too hot here for kings.  
My Lord Ptolemy will retire.  
For His Majesty,  
a Roman guard of honor.  
It was not by your hand, of course.  
If, as you say, you've been told  
of me, you know better, Caesar.  
My men shall be  
properly housed and fed.  
- May I speak?  
- Not until you're spoken to.  
I'll require rooms in the palace.  
I shall consider myself  
honored to escort you.  
Anyone but you.  
Find the rest of Pompey.  
Tear out a thousand tongues,  
but find him.  
Have him purified...  
...the coin in the mouth  
and the rest, honorably.  
Of course.  
For now, this is what we must hold.  
Moon gate and three others.  
Here, here and here.  
How are we placed?  
The 10th slingers on the moon gate.  
The rest in reserve.  
The 12th holding all other positions.  
Very thin.  
For now, deep enough.  
- And the wells?

- The water's brackish, but drinkable.  
So far. I keep an eye on them.  
Watch the corn and wheat.  
With our supplies secure,  
we can hold indefinitely.  
For a week, perhaps,  
but for the time being, time enough.  
What do you want?  
Is the man to be trusted?  
Seems someone's brought me a gift...  
...from Queen Cleopatra.  
Apparently, a rug peddler.  
Flavius doubts it.  
He seems to know the palace very well.  
He appeared through a secret passage  
which none of the men knew.  
Pothinus might send an assassin  
in Cleopatra's name.  
Have the man brought in.  
Are you the one  
who brings a gift from Cleopatra?  
Put it down and go.  
It is the command of my queen  
I deliver her gift personally.  
I am Caesar. Lay it here before me.  
Forgive me, Admiral Agrippa,  
but you're not Caesar.  
Nor you, General Rufio.  
Nor you, Germanicus.  
My queen's gift is for  
the eyes of Caesar...  
...alone.  
- It seems harmless enough.  
- No, Caesar!  
You can lend me your sword, Rufio.  
It may require some cutting.  
Odd way to carry a rug.  
Isn't it easier  
to sling it over your shoulder?  
It was less comfortable that way.  
- For you or the rug?  
- That sword, Caesar.  
The rug is such a delicate weave.  
If I may untie it for you.



Turn it over first.

- The rug is right-side up.
- I want it the wrong side up.
- Should I flip it over with my sword?
- No.

I find one can tell more  
about the quality of merchandise...  
...by examining the back side first.

All hail Cleopatra,  
kindred of Horus and Ra...  
...beloved of the moon and sun,  
daughter to Isis...  
...and of Upper and Lower Egypt,  
queen.

Thank you.

Here.

Take this to the captain  
of the night watch.

He'll see the queen's quarters  
are made ready to her.

Stay where you are.

- Have I dismissed you?
- No, Your Majesty.

This is my palace, Caesar.

All of it  
is available to me at my will.

I am not your prisoner.

If anything, you are my guest.

Most kind.

And as for having my quarters,  
as you put it, made ready...  
...my chief handmaiden has, by now,  
brought the others out of hiding.

They should almost be finished.

Impossible.

The doors are under guard.

There are doors, and doors.

Of course.

You must take me on a tour someday  
within the walls of your palace.

- What are you waiting for?
- Permission to leave.

Granted.

Apollodorus.

Thank you.  
I'm pleased you received my summons  
and were able to...  
Summons? I'm pleased to say  
I received nothing of the kind.  
I'm surprised you thought  
I would answer one.  
Young lady, the voyage  
in your carpet...  
...has apparently not tired you,  
but I'm exhausted.  
Caesar, it is essential  
we understand each other.  
Only through me  
can you hope to escape...  
...the desperate situation  
in which you find yourself.  
I wouldn't bite into that.  
Did you bring it with you?  
Have you had it tasted?  
If neither, it's probably poisoned.  
At least it's another way out of the  
desperate situation in which I'm found.  
You're being tolerant of me,  
aren't you?  
Is it because you're so much older?  
Your maps are inferior.  
Out-of-date, compared to mine.  
They and I have aged together.  
The lakes to the west  
are poorly marked...  
...certain important hill positions  
not even noted.  
I must arrange for you to address  
my mapmakers and general staff.  
We've gotten off to a bad start,  
haven't we?  
I've rubbed you the wrong way.  
I'm not sure I want to be  
rubbed by you at all, young lady.  
It is permissible  
for me to sit, is it not?  
As quickly as possible you must  
set me alone on the throne of Egypt.

My mission is to put to an end  
to your tiresome squabbling.  
You're not a fool. Or are you?  
Immodestly, perhaps, no.  
You've seen my brother  
and listened to him?  
And that truly evil man  
to whom he belongs?  
Yes.  
Shall we agree upon what Rome  
really wants...  
...has always wanted of Egypt?  
Corn, grain, treasure.  
It's the old story.  
Roman greatness built  
upon Egyptian riches.  
You shall have them.  
You shall have them all and in peace.  
But there is only one way.  
My way. Make me queen.  
That sounds very much  
like an ultimatum.  
There is no other way.  
For one whose assets,  
up to a few moments ago...  
...was a devoted slave  
and a rolled-up carpet...  
But I have you now, Caesar.  
Besides, there are my armies...  
...and the simple fact that  
no mortal hand can destroy me.  
Yes, I recall some  
mention of an obsession...  
...you have about your divinity.  
Isis, is it not?  
I shall have to insist  
that you mind what you say.  
I am Isis. I am worshiped  
by millions who believe it.  
Do not confuse what I am...  
...with the so-called divine origin...  
...that every Roman general acquires  
together with his shield.  
It was Venus you chose to be

descended from, wasn't it?  
I must now do a little  
insisting of my own.  
The journey has tired you  
and you wish to retire.  
I am not your servant, Caesar.  
Do not dismiss me.  
Secondly, you have no armies,  
young lady.  
They are gone because  
you could not pay them.  
Egypt's riches are not  
available for your use...  
...much less to give away.  
Perhaps in a day or two...  
...we can speak again.  
- That may be too late...  
...for both of us.  
Your safety will be  
my responsibility.  
And what about your own?  
I am prepared, I believe,  
for the time being.  
I hope so.  
I hope you are as wise,  
as brilliant...  
...the god they say you are.  
You Roman generals  
become divine so quickly.  
A few victories, a few massacres.  
Only yesterday, Pompey was a god.  
- They murdered him, didn't they?  
- Yes.  
Because they thought  
it would please you.  
- It didn't, did it?  
- No.  
Today I found myself remembering  
how much my daughter loved him.  
She died trying  
to bear him a son.  
Gave him this ring.  
Sleep well tonight, Caesar.  
These next days may

be difficult for you.

Good night.

Germanicus, a guard to escort  
Queen Cleopatra to her apartments.  
Guards!

The corridors are dark, gentlemen.

But you mustn't be afraid.

Haven't we covered everything  
we can tonight, sir?

- Perhaps a fresh start in the morning.

- No, a few more matters.

Rufio, has it occurred to you  
that our maps of this area...

...are not quite what they should be?

Why, no. What makes you  
think they're not?

I have an instinct about these things.

- Actually of Macedonian descent.

No officially admitted Egyptian blood.

"Reputed to be extremely intelligent  
and sharp of wit.

Queen Cleopatra is widely read.

Well-versed in the sciences...

...and mathematics.

She speaks seven languages  
proficiently.

Were she not a woman, she'd be  
considered an intellectual."

Nothing bores me so much  
as an intellectual.

Makes a better admiral of you,  
Agrippa.

Here's something

of more interest to the navy:

"In obtaining her objectives, she has  
been known to use torture, poison...

...and even her own sexual talents,  
which are said to be considerable.

Her lovers, I am told, are listed  
more easily by number than by name.

It is said that she chooses  
in the manner of a man...

...rather than wait to be chosen  
in womanly fashion."

Well, there's more reason  
than we thought...  
...for not wanting to leave  
you two alone, eh, sir?  
I'm sorry, I wasn't listening.  
Are you inclined to trust Cleopatra?  
Trust? Not for a minute.  
"Trust." The word has always  
made me apprehensive.  
Like wine, whenever I've tried it,  
the aftereffects have not been good.  
So I've given up wine...  
...and trusting.  
Oh, it's been a long  
and difficult day, gentlemen.  
The next few may be even longer  
and more difficult.  
- Good night.  
- Good night.  
Flavius!  
Flavius!  
"It is autumn again,  
My best-loved Lesbia  
Look, the torrents of Roman leaves  
Are falling, falling  
And lovers revive in kisses  
The promise of spring  
Which will end the winter world  
With new nightingales calling."  
I taste your food, daughter of Isis...  
...and if there be harm in it,  
let the harm fall upon me.  
"But love must bring  
Despair one day  
As beauty, sorrow."  
- Why do you stop, Phoebus?  
- In the corridor, there is movement.  
That's how the Romans  
frighten the enemy...  
...by stamping their elephant feet.  
- No, this is one man...  
...followed by others.  
- Caesar, I would say.  
- Would you?

We must not disappoint  
the mighty Caesar.  
The Romans tell fabulous tales  
of my bath...  
...and handmaidens...  
...and my morals.  
Cleopatra's requested my presence.  
- That was yesterday, Caesar.  
- I've been occupied.  
The queen is occupied with her bath.  
Perhaps Caesar could return later...  
...or tomorrow.  
- I'm afraid not. Hold him.  
No, don't hurt him.  
You're a good man, Apollodorus.  
I hope you're appreciated.  
Wait here for me.  
"Ah, then let us live and love  
Without one thought  
For the gossip of virgins  
Now grown old and stale  
Suns go down and may return  
But once put out  
Our own brief light  
We sleep through  
One eternal night."  
An intruder! A man!  
Oh, it's you.  
You wanted to see me?  
I summoned you yesterday...  
...to an audience in my throne room.  
I was told I was not  
permitted to go there.  
It's too close to the quarters  
occupied by your brother and the rest.  
I will not be told where  
I can go and where I cannot go!  
Since there's nothing you want...  
Except my throne!  
At least you've dressed  
properly for my presence.  
Your best armor?  
Almost, but I'm afraid  
it's not being worn in your honor.

I know.  
This morning, you paid a formal  
visit to the tomb of Alexander.  
You remained alone beside  
the sarcophagus for some time.  
I'd like to know  
how you know.  
Just staring down at him.  
And then you cried.  
Why did you cry, Caesar?  
That man recites beautifully.  
- Is he blind?  
- Don't you hurt him.  
I won't. Not anyone  
who speaks Catullus so well.  
Catullus doesn't approve of you.  
Why haven't you had him killed?  
Because I approve of him.  
"My desire to please you,  
Caesar, is very slight  
Nor do I greatly care to know  
If you are black or white."  
Achillas is moving  
his entire army to Alexandria.  
By tonight, he'll outnumber you  
20-to-1, 30-to-1.  
He'll have the royal enclosure  
entirely surrounded.  
Except to the sea.  
Do you plan to sail away,  
great Caesar?  
Not for the time being.  
Achillas may attack tomorrow,  
the next day...  
...whenever it suits him!  
- Very probable.  
In your wildest dreams, Caesar,  
how can you possibly hope to hold...  
...the gates of this enclosure  
against such odds?  
And if you say once more,  
"For the time being..."  
My officers say anything  
from a week to indefinitely.



What would you estimate?  
Before you're without water...  
...without food...  
...your troops slaughtered,  
picked off from the rooftops...  
...poisoned in the brothels?  
A few days, Caesar.  
At the most, a few days.  
I'm inclined to agree with you.  
Young man, do you know this  
of Catullus?  
"Give me a thousand  
And a thousand kisses  
When we have many more,  
We'll scramble them  
And forget the score  
So evil envy will not know  
How high the count  
And cast its evil eye."  
It couldn't have been  
as pleasant in the throne room.  
"My desire to please you, Caesar,  
Is very slight..."  
Be still!  
Caesar, a word. It's important.  
The Egyptian galleys in the harbor  
have been taking on men and armaments.  
- When will they be prepared?  
- Tomorrow, with the morning wind.  
Burn them tonight.  
Their ships lie close to shore.  
- The fire may spread to the city.  
- Let's hope it doesn't.  
I can't risk a blockade.  
Remember, not before tonight.  
Prepare as secretly as possible.  
I need this day.  
Good luck.  
Why not before tonight, my lord?  
Why does Caesar need this day?  
I can't give you that information,  
for the time being.  
Flavius.  
Here it is, Caesar. Just arrived.

The gods shouldn't  
tantalize us so, Rufio.  
It's even better than I'd hoped.  
- Be on your way, you haven't much time.  
- Hail Caesar.  
It's called an epilepse because of the  
arching caused by muscular spasms...  
...the contortions.  
The early Greeks considered...  
...those who suffered from it  
to be favored by the gods.  
The great Alexander, they say...  
...had this falling sickness.  
And, so they say,  
the mighty Caesar too.  
Your Majesty, forgive me.  
Sisogenes, the library.  
- What are you saying?  
- The Romans set fire...  
...to the Egyptian fleet.  
- It's about time.  
Come see for yourself.  
The fire's spread to the city.  
- The city?  
- Just a few buildings...  
...but the library is burning.  
The great library.  
Aristotle's manuscripts.  
The Platonic commentaries,  
the plays, the histories.  
The Testament of the Hebrew god.  
The Book of Books.  
- Wind blew into the merchant shipping.  
- Four burned and sank right here.  
- And our ships?  
- Safe and dry.  
Prisoners are surrendering in droves.  
I need help.  
- Not one man. I may need your sailors.  
- Halt!  
Take your hands off me!  
You should attack my guards more  
often. Battle seems to become you.  
You grow more beautiful

each time I see you.  
And you grow bolder.  
And busier.  
- Actually, we're extremely busy...  
- Do you smell smoke?  
We found it necessary  
to burn the Egyptian fleet.  
The ships were in the water.  
Did you find it necessary  
to burn them in the streets?  
Merchant ships caught fire.  
The burning masts fell.  
Some houses...  
One of them, the great  
Library of Alexandria.  
Yes, I've been told.  
I'm extremely sorry.  
- Now, if you don't mind, I must ask...  
- I do mind.  
Are you putting the fire out?  
We're forming prisoners  
into fire brigades.  
Oh, I see. Romans only start fires,  
is that it?  
Have you left the nursery  
to come irritate the adults?  
Another time, we're working.  
- Shall we remove her for you, Caesar?  
- Use Roman genius for destruction.  
Tear down pyramids, wipe out cities!  
How dare you and the rest of your  
barbarians set fire to my library?  
Play conqueror all you want,  
mighty Caesar.  
Rape, murder, pillage thousands,  
millions of human beings.  
But neither you nor  
any other barbarian...  
...has the right to destroy  
one human thought!  
Enough!  
Leave me alone with her.  
I will send for you when I finish.  
It won't be long.

Swords? Javelins?  
Or are you going to set me on fire?  
The time has come for us  
to understand each other.  
Whatever else I may be, in your  
opinion, first of all, I am Caesar.  
And I am Cleopatra,  
queen, daughter of Isis!  
If I say so and when I say so,  
you are what I say you are...  
...nothing more.  
Hail Caesar!  
You, descendant of inbred generations  
of incestuous mental defectives...  
...how dare you call me barbarian.  
- Barbarian!  
Daughter of a drunkard who  
bribed his way to the throne.  
- Your price was too high, remember?  
- I've had enough of you pretenders...  
...parading on ruins of past glories.  
- Only the future concerns me.  
- I Keep out of my affairs, do as I say.  
- Do as you say?  
Literally?  
As if I were something  
you had conquered?  
If I choose to regard you as such.  
Am I to understand that you're free  
to do with me whatever you want...  
...whenever you want?  
Yes, I want that understood.  
Won't you at least wear  
your laurel wreath...  
...so I can be reminded it's  
the divine Caesar that honors me so?  
You talk too much.  
I promise you...  
...you won't like me this way.  
Caesar! An attack on the moon gate!  
The moon gate.  
An attack in force!  
Those ballistas need eliminating.  
Send out a turtle.

Form the turtle!  
Now is the time for us to attack!  
- No.  
- We have a full legion in reserve.  
We hold our positions here.  
Two hours till dawn.  
We'll hold where we are.  
- And what happens at dawn?  
- I thought you knew.  
The sun comes up.  
Tell the men they've won.  
Liberty and wine  
for defenders of the gate.  
All reserves, cavalry, every man  
available, move out behind Achillas.  
- We have him in a vise.  
- What is the other half?  
Rufio and the armies of Mithradates.  
He went out last night.  
Mithradates? How could  
he get here this fast?  
I sent him when we sailed for Egypt.  
No general in his right mind can  
hold Alexandria with two legions...  
...as you and others have repeatedly  
pointed out to me.  
I taste your drink,  
daughter of Isis...  
...and if there be harm in it,  
let the harm fall upon me.  
Lotus.  
You wiped the rim of the cup  
after you tasted it. Why?  
Why? So my mouth would not soil it.  
Lotus...  
...taste it again.  
Pothinus said he would have me killed.  
Forgive me, Majesty.  
Forgive me. Forgive me.  
I forgive you.  
Now drink it.  
Apollodorus!  
Apollodorus!  
Great silence

for Gaius Julius Caesar...  
...senate consul of the people  
of Rome.  
You will all stand.  
Let what is said be recorded...  
...as the judgment and decree  
of the Senate and people of Rome.  
There is no judgment here.  
And the decree not Rome's,  
but Cleopatra's.  
She has lied to you, Caesar.  
She and her slaves lie to you.  
You have not been accused, Pothinus.  
Thus far.  
You are now charged with inciting and  
abetting war against the Roman army...  
...and plotting to assassinate  
Queen Cleopatra.  
You are guilty of both.  
You are sentenced to death.  
It's too bright in here.  
Shut out some of the sun.  
Are you going to kill me too, Caesar?  
What am I accused of?  
King Ptolemy is hereby removed  
from the protective custody of Rome.  
He'll leave within the hour...  
...and be conducted safely  
to the camp of Achillas.  
Achillas! You're going to send me  
back to my own troops?  
He is to be accompanied  
by his learned tutor, Theodotus.  
Do you hear that?  
You'll be saved along with me.  
Stop grinning, you little idiot.  
May I speak?  
You know that Achillas is trapped...  
...between your own legions  
and the armies of Mithradates.  
To send His Majesty to fight  
may mean his death.  
An occupational hazard  
for those who are king.

But then certainly not I, Caesar.  
I'm no king, nor general.  
What do I know of war?  
A simple scholar.  
A man of thoughts and words.  
Too many words. Enough.  
Let all be done properly as decreed.  
Flavius.  
Find Apollodorus.  
Return his dagger to him.  
You might clean it first.  
It has Pothinus all over it.  
Yes, yes, I know I'm tired.  
I promise I'll sleep.  
You have my apologies  
for what almost happened to you.  
Caesar, will you talk with me  
for just a minute?  
Yesterday was full.  
Tonight was long.  
This morning has not been uneventful.  
Did you know that Apollodorus  
would kill Pothinus?  
He was kind enough to wait until Rome  
had passed sentence of death.  
And my brother...  
...and Theodotus?  
They too will be killed, possibly.  
Probably.  
Your Majesty, I'm truly weary.  
You knew all along, didn't you,  
that there was no real danger.  
That Mithradates was on his way  
to reinforce you.  
- Why didn't you tell me?  
- You wouldn't believe me.  
- I really must insist...  
- I would've believed you.  
- You didn't trust me.  
- Not for an instant.  
And yet, in these last few minutes...  
...you have made me undisputed queen.  
The sole ruler of Egypt. Why?  
Perhaps tomorrow we could talk.

- Why, Caesar?  
- It was best for Rome!  
- Best for Egypt.  
- For Egypt too.  
Cleopatra, get out.  
I beg of you, get out.  
That will not be needed.  
It wasn't necessary  
for me to betray myself.  
I could have  
called out for Flavius.  
How many new spy-holes  
have you dug in the walls?  
Are we being watched  
even now?  
If you see Flavius,  
you might send him to me.  
- Still trying to dismiss me?  
- What is it you want?  
- What more do you want?  
- To be of help to you.  
There never has been help.  
There never will be.  
Now there is.  
One day it'll happen  
where I cannot hide.  
Where the world will see me fall.  
I shall tumble down before the mob...  
...and foam at the mouth  
and make them laugh.  
And they'll tear me to pieces.  
The gods themselves had your sickness.  
Hannibal, even the great Alexander.  
And in the end, they fell.  
Were torn to pieces by the mob.  
Not you.  
I will see to that.  
In the name of the Senate and the  
people of Rome and by their will.  
Isis herself would surrender her place  
in heaven to be as beautiful as you.  
You're not supposed  
to look at me. No one is.  
If they aren't looking,



how do they know I am?  
You should be kneeling.  
Would that do  
before all these visiting kings?  
Making believe  
they're not watching us?  
You have such bony knees.  
Not only bony, but unaccustomed  
to this sort of thing.  
If we're to get an early start  
in the morning...  
What will it be tomorrow?  
More wheat?  
What I've seen could feed  
more legions than Rome ever had.  
There's enough to feed the world.  
More gold then.  
Why not buy the world?  
Surely you have enough.  
At least enough to pay more legions  
than even Rome has ever had.  
More granite, more marble...  
...more millions of slaves  
to build whatever needs building.  
Better routes to India,  
shorter routes to the East.  
What can there be in Egypt  
that I haven't seen?  
Egypt itself. The reason for Egypt.  
My responsibility is Rome.  
Alexander understood it...  
...that from Egypt  
he could rule the world.  
He was very young.  
And you, even younger.  
At your age, such dreams have a  
reality which grows less in time.  
Caesar no longer dreams?  
Dangerous to a man of my calling.  
Necessary, I would have thought.  
I can't stay away from Rome too long.  
There are problems.  
Messages from Marc Antony  
endlessly demanding my return.

And on my way back, wars  
to be fought in the east and north.  
Even in Rome itself  
I'm not without opposition.  
Do to them  
what you did to Achilles.  
This is opposition  
of a different sort.  
They weave it cleverly, lightly,  
like a cobweb.  
You know what happens when cobwebs  
are not regularly swept away.  
Do you trust this Marc Antony?  
If anyone in the world,  
I trust Antony.  
Let him brush away the cobwebs  
for you and stay with me.  
You've been declared  
dictator for a year.  
You can do what you want  
with your time.  
Everything but make it stand still.  
If... When you return to Rome...  
...these wars that have to be fought  
on the way, are they important?  
Well, there's no such thing  
as an unimportant war.  
I've been reading in your commentaries  
about your campaigns in Gaul.  
How does my writing  
compare with Catullus?  
Well, it's different.  
Dull.  
Perhaps a little  
too much description.  
You're being tactful.  
Some of my critics, Brutus, for one...  
...tell me my Latin is not only  
ungrammatical, but common.  
You spared his life more than once.  
People say it's because  
Brutus is your son.  
Is that true?  
I have no son.

- Calpurnia, your third wife...  
- Fourth.  
...married to you how long?  
12 years?  
And still, Caesar has no son,  
no child at all.  
It is well-known that  
Calpurnia is barren.  
A woman who cannot bear children...  
...is like a river that is dry.  
I see no purpose in discussing  
the subject further.  
A woman, too, must make  
the barren land fruitful.  
She must make life grow  
where there was no life.  
Just as the Mother Nile feeds  
and replenishes the earth.  
I am the Nile.  
I will bear many sons.  
Isis has told me.  
My breasts are filled  
with love and life.  
My hips are rounded  
and well apart.  
Such women, they say...  
...have sons.  
That first time  
when you stood here alone...  
...why did you cry?  
Will you tell me now?  
Because I had lost something.  
- What?  
- A lifetime.  
- Mine.  
- Nonsense.  
Having conquered the world,  
he died at 32.  
I am 52.  
My remaining ambition is to keep  
the world from conquering me.  
Your ambitions  
must always have been his.  
They still must be.

Shall I tell you something?  
When I was 32 in Spain...  
...I came upon a statue of Alexander.  
I wept then too.  
Even then.  
I want you to have his sword  
to take back with you.  
- Too deeply embedded.  
- It can be removed.  
It's buried in time.  
- And Alexander's mantle?  
- Too heavy for Caesar.  
His dream then.  
Make his dream yours, Caesar.  
His grand design.  
Pick it up where he left off.  
Out of the patchwork of conquests...  
...one world.  
And out of one world, one nation.  
One people on earth living in peace.  
So you have told me at last  
what it is you want of me.  
Of us!  
At the center, the capital of this  
world, one people, one nation...  
...Alexandria?  
- He chose it.  
- I am Roman.  
He was Greek! What will it matter  
when we're all one people?  
I am 52. He was 32 and failed.  
We will succeed.  
Your dreams, your ambitions.  
One lifetime is not enough  
for such dreams, such ambitions.  
The cloak of Alexander  
cannot be too heavy...  
...for Rome and Egypt  
to carry together.  
And what if his sword  
is too deeply embedded?  
Yours will replace it, Caesar.  
You have a way of mixing  
politics and passion.

Where does one begin  
and the other leave off?  
That did not start,  
nor will it end with me.  
Cleopatra, whatever it is,  
however it comes out...  
...leave me my destiny.  
Your destiny  
is no longer just yours.  
It's mine too.  
Soon, there will be someone to  
carry both the cloak of Alexander...  
...and the sword of Caesar...  
...and the name of Caesar.  
And in that name he will rule Egypt.  
And whatever part or all  
of the world that we give him...  
...our child...  
...will be a son for you, Caesar.  
By Isis, I swear it.  
Could you put off  
your return to Rome...  
...just long enough?  
I came as quickly as I could.  
Antony is welcome to Caesar's house  
as often and as quickly as he likes.  
As Caesar's wife, before truth  
is distorted into vicious gossip...  
...I wanted you to hear...  
- That my husband has married Cleopatra.  
There's some fresh wine.  
One of your many favorites.  
The ceremony, according to vicious  
gossip, was in the Egyptian religion.  
Even if true, that can't be  
taken seriously.  
During which he was formally  
declared an Egyptian god.  
Officially divine, at last.  
That must have pleased Caesar.  
Calpurnia, we know Caesar, you and I.  
This so-called marriage  
has no validity under Roman law.  
There must be political purpose.

Perhaps a symbolic ceremony  
to ratify our bond with Egypt.  
Perhaps merely  
indulging some barbaric custom.  
You've been loyal and kind.  
You came as quickly  
as you could.  
Unhappily, vicious gossip  
travels even faster than you...  
...and the truth.  
Have you heard, for instance, that  
Cleopatra is carrying Caesar's child?  
Yes, Antony.  
We know him...  
...you and I.  
There shall be...  
There shall be...  
...Rome.  
Mighty and alone and unloved.  
A mistress.  
A mistress shall raise thee again  
from earth to heaven...  
...and all the world shall know  
a golden age of justice and of love.  
A son shall be born to Isis!  
A son shall be born to Isis!  
Rome shall know him in cloth of gold.  
The East shall see him laden  
with jewels and treasure.  
A son of Egypt and of Rome!  
Here shall he find his destiny!  
Do exactly as I tell you.  
When the child is born...  
...after he is anointed  
and named royal prince...  
...take him to Caesar.  
Bring Caesar here.  
No. Exactly as I tell you.  
Take the child to Caesar,  
in front of his men.  
Do you understand?  
In front of all the Romans.  
Lay him at Caesar's feet.  
At Caesar's feet.

I will do just as you say.  
Fear not.  
We have never lost a Caesar.  
That remark was insubordinate  
and in bad taste!  
Caesar, remember Roman law.  
If you pick up this child  
you acknowledge it's yours...  
...and a citizen of Rome,  
as your heir.  
A son.  
I have a son!  
- Hail Caesar!  
- Hail Caesar!  
He's been made king of Egypt.  
They have named their bastard  
Caesarion.  
Prince Caesarion.  
What better name for the heir  
to the throne of Rome.  
There is no throne of Rome.  
Nor shall there be,  
nor would Caesar tolerate one.  
But a son!  
We know how much he's wanted one.  
I am happy for Caesar.  
Your happiness  
is understandable enough.  
Now that Caesar has  
publicly recognized a son...  
...one need no longer  
wonder about Brutus.  
Is it a relief not to be  
wondered about, Casca?  
To be known openly  
as you are for what you are:  
Liar, swindler, bully and coward.  
Brutus, you'll turn Casca's head  
with your flattery.  
And Casca's head, if turned,  
will see Marc Antony.  
A part of Caesar more to be feared  
than his infant son.  
But it is for the good of Rome that

Caesar has stayed so long in Egypt.  
In his absence, the people  
have come to worship him as a god.  
Why should he return to show himself  
as mortal as the rest?  
There are those  
who fear Caesar's ambition.  
But what is to fear?  
That he will destroy the republic?  
Yes, he will.  
I promise you he will.  
Your tongue is old but sharp, Cicero.  
Be careful how you waggle it.  
It may cut off your head.  
It will more likely  
be your sword, Antony.  
'Tis just as sharp and quicker...  
...and frightened of heads.  
There'll be a strong smell  
of wine in the Senate today.  
We must breathe with restraint.  
Octavian, this what's his name,  
this son of Caesar...  
...does it upset you?  
No.  
You run off at the mouth so...  
...one thinks your words  
are as precious as your gold.  
Like my gold, I use them  
where they are worth most.  
And your virtue?  
My friend has a friend.  
That too.  
You know, it's quite possible  
that when you die...  
...you will die without  
ever having been alive.  
I can't leave without saying  
goodbye to my son and to you.  
We thought, your son and I,  
that if we came to you...  
...we would have those  
few minutes more.  
A good thing to remember, my son...



...what you will not let go,  
no one will take from you.  
Hail and farewell, little Caesar.  
Was it a century ago when I was dropped  
at your feet, wrapped in a carpet?  
Or was it last night?  
When will you send for us? When?  
- Soon.  
- How soon? When?  
So much time must go by  
before even I reach Rome.  
And then how soon?  
Within reasonable time.  
Time is never reasonable.  
Time is our enemy, Caesar.  
Am I to conquer it for you?  
What plan of battle do you suggest?  
I must bring your son to Rome.  
Rome must see Caesar's son...  
...who will one day rule  
over Caesar's world.  
Caesar?  
I'm afraid the tides  
will soon be against you.  
Not only time, but the tides.  
Even as divinities, there seems  
little we can do about either.  
But only after more than two years...  
... and many wars  
in Africa and Asia Minor...  
... was Caesar able to cross over  
to Italy and come home at last...  
... to celebrate his triumphs  
and see to his affairs.  
"In recognition, the Senate  
has bestowed upon Caesar...  
...the rank, privilege and title  
of dictator of Rome for life."  
Dictator for life!  
At long last, he is master of Rome.  
Apollodorus,  
everything must be made ready at once.  
- Ships, servants...  
- We are prepared.

Surely now nothing  
can prevent his sending for us...  
...if only to attend  
his coronation as he did mine.  
- Your Majesty...  
- Three long, wasted years!  
Why should the Senate  
have taken so long...  
...to recognize what the world  
has already known?  
That Caesar was master of Rome.  
Rufio wishes to speak.  
Your Majesty seems to misunderstand.  
It seems quite clear. Caesar has been  
declared dictator of Rome for life.  
True. But there is a vast difference  
between dictator and master.  
No man can call himself  
master of Rome.  
Why not?  
It has a meaning far too close  
to a word no Roman will tolerate:  
King.  
And to be dictator of Rome for life?  
Is to be granted the lifelong respect  
and honor of the Roman people.  
And the dictates of the dictator?  
Must in each case, of course,  
be approved by the Senate of Rome.  
Thank you, Rufio.  
The enemy! The enemy! The enemy!  
Sisogenes.  
You must think it odd that I propose  
an invitation to Queen Cleopatra.  
Do you?  
Egypt, after all, has been  
officially declared ally of Rome.  
Still, I confess I was surprised  
at some of those who voted in favor.  
Were you?  
May I express my gratitude for being  
permitted to visit today's session?  
It was truly inspiring...  
...to witness the free will

of free men so fearlessly expressed.  
He seemed most anxious to be present.  
- I saw no harm in granting permission.  
- Didn't you?  
After today, never again shall I  
doubt the extent of Egypt's wealth.  
I don't like Cicero's implication.  
There's not enough gold in Egypt  
to buy a Roman senator.  
More than enough, it seems,  
to buy his vote.  
How was it now?  
"Rome will know him in cloth of gold."  
By reports, the reception  
in the streets is extraordinary.  
The queen has instructed  
the procession to move slowly...  
...for the people's enjoyment.  
I might almost believe Cleopatra set  
out to capture the citizens of Rome.  
One would have every reason  
for believing exactly that.  
Nothing like this has come  
into Rome since Romulus and Remus.  
How unafraid he is.  
How unafraid he is.  
Your queen has conquered  
the people of Rome.  
The people, yes.  
Now then, walk like a king.  
Head up.  
Listen to them cheer.  
Take your throne.  
Bow to the right, left.  
Now an angry glance at someone  
who's displeased you.  
Very good. I tremble.  
See me tremble?  
No, don't smile.  
Not when they're trembling.  
It makes them stop.  
Now the prisoners  
are dragged before you, one by one.  
This one has no power anywhere,

therefore means nothing.  
But you wish to be known  
as a noble ruler. What do you say?  
"I pardon you."  
Louder. You pardon somebody,  
you want it known.  
"I pardon you!"  
Ah, now, who comes here?  
Once your friend. You trusted him,  
and he turned against you.  
He has power, wealth and family.  
He kneels.  
He begs you to be his friend again.  
To have you trust him again.  
And then? What then, little king?  
Caesar must wish  
what needs commanding.  
To drain the Pontine Marshes.  
To free Rome from malaria.  
To fill my belly.  
To control the Tiber's floods.  
To improve the harbor at Ostia.  
To please my ambition.  
And must I wish roads to be built,  
libraries for public use?  
The men of Italy to be equal  
to those of Rome?  
Many of these have merits  
and merit our approval.  
"Merit your approval." Is Caesar  
to come before the Senate each day...  
...like a schoolboy,  
now passing, now failing?  
Do you suggest the Senate no longer  
deliberate the welfare of Rome?  
To end the process of Roman law?  
I must be the law! And my word  
must be the welfare of Rome.  
Else, take from me  
this meaningless title of dictator.  
I've carried a sword for too long.  
I cannot now pretend  
with an empty scabbard.  
Surely Caesar recalls the symbolic

nature of the title "dictator"...  
...at the time it was conferred.  
It was to honor Caesar  
above all men...  
...and to indicate Rome's gratitude  
for your triumphs in its name.  
Brutus, I recall them well,  
those triumphs.  
Do you?  
Pharsalia, for one.  
You trembled in Antony's hand...  
...when he was hot  
to separate you from your head...  
...with just cause.  
My command spared your life.  
There was no deliberating body.  
It was not my wish, but my command.  
By my dictate that you stand here  
dribbling virtue out of your mouth.  
Sit down.  
No, I want no more meaningless  
privileges and considerations.  
No more honors designed to pacify me.  
I would rather have nothing.  
Remain what I am at heart.  
A humble man, anxious only to serve.  
Why are the eyes of a statue  
always without life?  
Have any of you here seen the Nile?  
Spare yourselves the journey.  
She carries it within her eyes.  
I suggest, Caesar,  
that the hour is late.  
Very late for Rome.  
I was speaking, Cassius! I was...  
Now, where was I?  
"Anxious to serve."  
Yes, I've served.  
Served for all of my life.  
I've won for Rome  
more than half of the world.  
Most of you owe your honors  
and fortunes to me.  
And now I want you to do as I say.

You will appoint me...  
...emperor of Rome.  
There is no need to resume your seats.  
On behalf of all, thank you,  
Majesty, for your hospitality.  
Good night.  
Thank you and good night.  
They resent being summoned here for  
meetings properly held in the Senate.  
Resent it, do they?  
I cannot understand...  
...that the eyes of a statue  
should be always without life.  
They resent me.  
To flaunt me like this.  
They'll use it to keep from you  
that which is yours.  
By divine right, is that not so?  
Yes. It is.  
By divine right.  
We shall have the Senate,  
in its deliberations, deliberate that.  
Are you quite sure  
what it is you want...  
...so desperately?  
I've always been sure.  
And Caesar?  
Does anyone speak for him?  
No.  
Good night.  
Tell me, Brutus, is it proper  
to stand before this goddess...  
...Caesar's set here in the temple?  
- Or must we, as Romans, kneel?  
Not yet. See there, where room  
has been left for another deity?  
When the god Caesar stands beside the  
goddess Cleopatra...  
...then Rome will crawl before them.  
When that day comes, if it comes.  
- He demanded we make him emperor.  
- Only once, and it was his sickness.  
His sickness grows worse.  
Soon it will kill us.

He asked once to be made emperor,  
but he's since decreed himself god!  
Emperor and god. No longer just king,  
but emperor and god!

- Brutus, open your eyes!  
- What do you want of me?

When the people think  
upon the honor of Rome...  
...they think upon one man:  
Brutus.

By that honor and  
by the responsibility you carry...  
...Brutus, save Rome from Caesar!  
You cannot ask me to destroy him.  
Then let Caesar destroy Rome.  
Antony has just come from a meeting  
of my friends with good news.  
Tomorrow at the Senate, Lucius Cotta  
will move that I be made king.  
It will pass.  
But I don't understand.  
King and emperor.  
And it will pass?  
The last few months,  
I've been enjoying...  
...one of the few privileges  
of being dictator.  
I have been appointing senators.  
Slightly more than half the Senate  
has been appointed by me.  
Once again, the army of Mithradates...  
...on its way all the time.  
It will pass.  
Tomorrow, the ides of March,  
a day to be remembered...  
...the Senate will declare me  
king of Rome.  
King, yes, but not of Rome.  
Not of Rome? What are you saying?  
They'll offer you king  
of the Roman Empire, outside Italy.  
They're afraid, Caesar.  
Even your friends.  
Afraid of the people.

- Perhaps in time...  
- To be afraid of the people.  
To waste time on the people.  
King of all but Rome?  
What is there? The huts of Gaul?  
The caves of Britain?  
The whole of the empire outside Italy.  
I will not accept.  
They mean it to be an empty gesture.  
Another title to please your fancy,  
flatter your ego.  
Nothing more.  
And it will pass.  
Then accept it, Caesar.  
I have never settled  
for half a victory.  
Nor will you now.  
Caesar, mighty Caesar...  
...all I can say  
is what you've taught me:  
Take a little, then a little more  
until finally you have it all.  
Let them declare you king.  
Even if it's only  
of a tree in Asia Minor.  
The rest will come to you.  
To redo once more everything  
I have already done?  
It's what you have never done, what  
you never conquered that waits for you.  
The great legions of Rome in the outer  
empire that will become your legions.  
The gold, the power of Egypt.  
Your Egypt.  
Caesar, you can conquer  
and hold the world as your own.  
Won't you understand?  
Kings are not elected.  
Gods are not elected.  
Why, not only Rome but all of Italy  
upon which Rome stands...  
...must fall in your hands  
like a drop of sweat.  
Let them make you what they choose.



I'll serve with you.  
My legions with yours.  
Together we'll conquer a world beyond  
the wildest dreams of Alexander.  
Rome.  
What was Rome when Sulla died...  
...when Crassus lost the armies  
in Parthia?  
These same men came after me  
through the streets...  
...howling like frightened dogs,  
"Caesar, save us!"  
They would've made me king then.  
I wouldn't let them then.  
He was thrown over the wall.  
It's not a pretty sight.  
Titus, the moneylender.  
Why should he be killed savagely  
and brought here?  
Obviously, I am being warned.  
Perhaps I am next.  
They dare to threaten you?  
- Caesarion. Where was my son...?  
- Not far away.  
It frightened him.  
- Lepidus, how many legions has he now?  
- Fifteen. Perhaps more.  
- Where?  
- Scythia.  
You and I will dine  
with Lepidus tonight.  
We'll talk of armies and battlefields  
and lists of men to die.  
Tomorrow in the Senate, let them offer  
the sands of Libya as my kingdom...  
...I will accept.  
This is great Caesar...  
...beloved by Rome...  
...and at least one of us...  
...who must die so that Rome may live.  
If it must be done, then let us do it  
unashamed and unafraid.  
If the world is to know that  
Rome will not have a king...

...then let us make it the honorable  
act of free men in the light of day.  
In the light of what day, Brutus?  
Tomorrow?  
In the curia of the Senate?  
And shall we be armed, all of us?  
Decimus, come to Caesar's villa early  
tomorrow to escort him to the Senate.  
Cimber, Marc Antony must not enter  
the curia with Caesar.  
On a pretext, lead him aside to speak  
of what you heard at Lepidus' house.  
I remember something odd.  
At one point,  
Caesar asked of each of us...  
...what manner of death  
we would choose.  
And Caesar, when it came to him,  
looked straight at me and said:  
"Sudden."  
Odd, isn't it?  
I was afraid I'd find you  
still asleep.  
Caesarion is.  
He was awake most of the night.  
Did the storm frighten him?  
He said not, but it did.  
I could tell.  
Have you time to come in?  
Decimus awaits. He came by expressly  
to accompany me to the Senate.  
Decimus? Has he done this before?  
A shrewd politician.  
He hopes to benefit  
by arriving with me, this day of days.  
IKeep Antony close by.  
You too?  
The ladies of Rome seem to have caught  
each other's fears this morning.  
Like a head cold.  
Calpurnia pleaded with me  
not to go to the Senate at all.  
Why? Why would she  
not want you to go?

Oh, the bad night. Nothing else.  
She awoke screaming in her sleep.  
The thunder, the lightning.  
She dreamed that she saw me murdered.  
That she saw me...  
...or a statue of me covered in blood.  
The servants told her of seeing  
men of fire in the heavens...  
...odd happenings and so forth.  
Strange birds were seen in the Forum.  
One flew into the Senate carrying a  
sprig of laurel which it dropped...  
...at the base of Pompey's statue.  
Pompey?  
- Caesar, I'm afraid.  
- You must not tell me to stay away.  
Shall I too be afraid?  
Can it be said of Caesar, he gave up  
the world because of a thunderstorm?  
That such divinity that was in him ran  
before mortal superstition?  
I feel you need me now...  
...and I cannot help you.  
Then help me to live as I have lived,  
always differently from the rest.  
The others, for whom life is merely  
an endless fear of dying.  
Your gods...  
...and mine go with you, Caesar.  
The world, except for you,  
is filled with little men.  
Fire burns.  
Fire burns.  
The winds of destruction blow.  
Rome...  
...mighty and alone, the winds of  
destruction blow down upon thee!  
Storms and hail  
shall cut down wheat...  
...shall cut down birds  
and living things of earth.  
The heavens...  
...and the gods themselves.  
My son!

Caesar! Caesar!  
Caesar! Caesar!  
There has been much to do.  
And it seems you have  
done it extremely well.  
Is that where...?  
Yes.  
In Egypt, we build eternal monuments  
to our dead heroes.  
Here, you burn them like rubbish.  
Goodbye.  
I've brought the 10th Legion.  
You have nothing to fear.  
Nothing to fear?  
That's no reason for staying.  
So much has happened so quickly.  
Suddenly I have the pieces  
of a broken world to pick up:  
Caesar, you running off  
at night like this.  
Do you suggest that I stay? Why?  
Don't ask me to be clear about  
my feelings right now. I'm tired.  
And with you,  
it's never easy to say my meaning.  
But you speak so well, Antony.  
I've been told how excitingly  
you read Caesar's will...  
...to the sobbing, murdering,  
free citizens of Rome.  
Naming as his heir  
his great nephew, Octavian!  
I knew Caesar's will  
and the reasons for it.  
If Octavian hadn't been named...  
...how many hours or minutes  
would you have survived?  
And if Caesar had become truly king...  
...do you believe he would  
still have named Octavian?  
In any case, it's over.  
Caesar...  
...and the dream  
that was murdered with him.

First Alexander's...  
...then Caesar's.  
Now over. Finished.  
- First, Rome must be put in order.  
- Rome again.  
Brutus and the others  
must be found and killed.  
- Then?  
- In death...  
...Caesar must be granted the power  
and title he was denied in life.  
A dead king, a dead god.  
Safe enough even for Rome.  
Caesarion as Caesar's son could claim  
the title of king and his deification.  
And to what court of law  
would my son and I take our claim?  
I will present it  
to the Roman Senate myself.  
I believe you would.  
And after the noble senators  
have stopped laughing...  
...do my son and I  
then declare war on Rome?  
No. For this,  
a Caesar would be needed.  
You have very little time.  
Another Caesar.  
But thank you.  
I shall remember your kindness to us.  
- You give up too easily.  
- Do I?  
Let me come to Alexandria  
and talk more with you.  
- Whenever you like.  
- Now. Tonight, if I could.  
In any case, try to remember.  
For more than two years did Antony  
seek out the assassins of Caesar.  
At last, at Philippi...  
... he was able to set against them  
his legions and those of Octavian...  
... who was Caesar's heir.  
Cassius was the first to die...

... by his own hand.  
Then Brutus and the others.  
Hail Antony!  
Hail Antony!  
Hail Antony's legion!  
You remember Philippi.  
He won it.  
My lord.  
- This way.  
- But my tent is this way.  
Later. I'll see him later.  
Octavian depresses me.  
You promised.  
Well, the fighting's over.  
We've won it all.  
Your health should improve quickly.  
Even if I die,  
my place is with you on the field.  
- You were wrong to prevent me.  
- Caesar was ill.  
Caesar? Ah, yes. I keep forgetting.  
I have inherited the name.  
I have made it mine.  
Why not? You'll never be confused  
with the other one.  
At least your troops  
fought bravely, under my command.  
Agrippa has kept me fully informed.  
What were you doing there?  
The battle was fought on land, between  
men, not wood bumping on water.  
Why did you bring Agrippa?  
Were you expecting rain?  
Shall we choose a piece of land,  
just you and I?  
Be quiet. There are matters  
to talk about.  
Have you an objection  
to Agrippa remaining?  
I object to Agrippa at all times.  
Lying here, indisposed...  
...you must have had time  
to consider the problem.  
I think it is best

to continue the Triumvirate.

You and I and Lepidus.

Very well.

Lepidus shall have Africa and  
the islands. You, Spain and Gaul.  
Rome and Italy to be administered  
by the three of us, jointly.

- And you?

- All the rest.

Then, with Lepidus in Africa  
and you in the East...

...bringing order to Rome and Italy  
will be my problem.

- So it seems.

- Spain and Gaul aren't enough.

I'll need money.

- There have been tax riots in Rome.

- So I've heard.

Done.

And done.

Would Caesar approve, do you think?

Definitely. Perhaps the veil of Isis  
would have bothered him a bit.

Three years...

...and Rome remembers him

only by the image on a gold coin.

Are they those I brought back with me?

When Octavian had them struck off...

...it was to commemorate

Caesar's deification.

So that he could inherit Caesar's  
divinity together with all the rest.

Even a dead god

cannot rewrite his will.

Antony did present

Caesarion's claims to the Senate.

He kept that much of his promise.

And he will keep the rest of it.

After almost three years

since Caesar's death...

...more than a year

since Philippi?

Antony will come. He will need Egypt.

Egypt is you.

That's what I meant, of course.  
Antony will need me.  
Finances! My head hurts  
when you talk of money.  
Change the subject.  
All right. News from Rome.  
Octavian has forced Lepidus  
out of his command and into exile.  
I wish I hadn't...  
I wish I had not drunk so much today.  
So do I.  
Do I trouble you, Rufio?  
Yes, you do.  
I'll wager Caesar was never befuddled  
by wine. Nothing befuddled him.  
The campaign against Parthia  
won't be easy.

- How many legions have we left?
- It's hard to tell.
- So many desertions.
- Desertions?

They haven't been paid in months.  
You remember when  
we started into Greece?  
I lived with them, ate with them.  
I was one of them.  
They seem distant to me now,  
as if they were a memory.  
We must find the gold to pay them...  
...the wheat to feed them,  
supplies, ships, armor.  
And where do you suggest  
we look for all these?

- I thought perhaps further to the east.
- Syria?
- Perhaps more to the south.
- Ethiopia?

To the north...

- I forbid her mention!
- I didn't.

I won't crawl to her!  
Why hasn't she offered assistance?

- She may not know.
- She knows everything.



- If only in gratitude...  
- Perhaps she'll express it in person.  
Then let her come.  
Am I so much less than Caesar?  
Nor she less than queen of Egypt  
who you promised...  
Strip them naked,  
they're no longer queens.  
It is also difficult  
to tell the rank of a naked general.  
And generals without armies  
are naked, indeed.  
All right. I'll meet her halfway.  
I'll send you to her.  
- Order her to come.  
- If I order, I need not journey.  
- Then summon her.  
- Even worse.  
Then beg, entreat,  
find the word you like...  
...pour perfume, whinny like a stallion.  
But see that she comes to me.  
I understand your position, Rufio.  
Surely you must understand mine.  
I do not intend to join  
that long list of queens...  
...who have quivered happily  
at being summoned by Lord Antony.  
But surely I didn't say "summoned."  
You said "invite." He meant "summon."  
In any case, I am the queen of Egypt.  
And I choose to remain  
on Egyptian soil.  
Tarsus is not the other end  
of the world, Your Majesty.  
If it were one step from Egypt,  
that would be too far.  
I will meet with Lord Antony...  
...but only on Egyptian soil.  
My lady, a way must be found,  
a time, a place to satisfy you both.  
Must it, Rufio?  
Cleopatra.  
Cleopatra!

It is.  
It must be.  
She said never,  
except on Egyptian soil.  
"Never." Something  
women say to begin with.  
Welcome Queen Cleopatra on my behalf.  
Extend my invitation  
to a banquet in her honor.  
- Don't you think...?  
- Still not convinced?  
Hurry back, there's much to be done.  
Have the cooks sent to me.  
Forgive me, noble Rufio.  
It is you who do not understand.  
Queen Cleopatra, at present in her  
chamber, is on Egyptian territory...  
...and intends to remain on it.  
Most learned Sisogenes, forgive me...  
...but this is Tarsus, not Alexandria.  
You are on Tarsus, noble Rufio.  
I am on Egypt.  
Tonight and tomorrow night, if Lord  
Antony desires to meet Her Majesty...  
...he will come to her, to Egypt.  
I shall do my best  
to prevail upon Lord Antony to attend.  
Marc Antony, how prompt you are.  
If I had not been,  
it would be unforgivable of me.  
I hoped to be here  
as you came aboard.  
If you had, it would be  
unforgivable of me.  
Be more tolerant.  
Forgive yourself now and then.  
Almost three years. Have you  
possibly become more beautiful?  
Almost three? That long?  
The time has passed so quickly.  
Your necklace.  
It seems to be made of gold coins.  
Coins of Caesar.  
- Do you find it attractive?

- Very.

And I find what you're wearing  
most becoming.

Greek, isn't it?

I have a fondness

for almost all Greek things.

As an almost all-Greek thing,

I'm flattered.

An unusual necklace.

Nothing but gold coins of Caesar.

- How did you come by it?

- I had it made.

I wear it always.

A fabulous feast.

One is so limited

when one travels by ship.

This fabulous ship...

...together with its queen,

the fabulous Cleopatra.

The name of Marc Antony

is not exactly unknown to the world.

- In the last year or so since we met...

- Almost three.

By now you have become

one-third the master of Rome.

You don't permit yourself

to forget him?

That's an odd way of putting it.

"Don't permit myself?"

Is it necessary

to wear him around your neck?

You forget, Antony,

in these almost three years...

...how full your own life has been.

They can't have been uneventful

for you. You rule Egypt alone.

Oh, they have been busy, but not full.

There's a difference.

There cannot be enough hours

in the days of a queen...

...and her nights have too many.

- So I fill them with memories.

- Of Caesar?

And of a dream...

...that almost came true.  
You may remember.  
I remember that night in Rome,  
saying it could still come true.  
You said so much that night  
to so many.  
Let me get rid of them all.  
Why? I have arranged  
an entertainment.  
A dance in the Greek fashion  
to welcome the god Bacchus.  
If I make a great show of going,  
they'll have to leave too.  
Then I can return...  
...and we can talk alone, you and I.  
- When would you return?  
- In an hour, no more than two.  
- How long would you stay?  
- Until we had nothing more to say.  
Are you a strong swimmer?  
We sail at sunrise.  
I don't understand.  
Home to Alexandria, to Egypt.  
You've come all this way for one  
night. All to make a fool of me.  
Perhaps you would feel less a fool...  
...if you stayed the night with me,  
is that it?  
I've told you before.  
With you, words do not  
come easily to me.  
There is too much unsaid  
within me that I cannot say.  
Then I cannot know it.  
There is much unsaid within you too.  
That is probably true of everybody.  
Stay for a while.  
I have known you so long  
but so little. Give me time.  
Not I. Not Egypt and Rome together.  
Not even the gods  
have time to give you.  
But, Antony, use what you have.  
Don't waste it by playing

at god here in Tarsus...  
...while Octavian in Rome  
becomes a god.  
The dance, I take it, is over.  
Sit up.  
I want to see whether you sleep  
with your memories.  
With so much left unsaid  
within you...  
...it must be a relief  
to break and tear things.  
- I want to say something now.  
- Perhaps some other time.  
Now!  
Caesar.  
Conquer and conquer.  
Bring the world to its knees.  
"You're not a Caesar.  
Did you know that?  
Be braver than the bravest...  
...stronger than the strongest.  
Still no Caesar.  
Caesar's done it first and better.  
Ruled better, loved better.  
Run where you will, you can't get out.  
There's no way out.  
The shadow of Caesar will cover you  
and the universe for all of time."  
"Whenever you like," you said in Rome.  
"Come to Alexandria  
whenever you like."  
"Now, tonight," I said.  
To bow to the throne  
upon which Caesar put you.  
To talk of a new treaty.  
Caesar's can't be improved. Copy it.  
Of Caesar's son. Of the dream  
you shared that still fills your life.  
Alexander's design for a world  
to be ruled by you and Caesar.  
Where is Antony?  
Where is Marc Antony?  
Antony the Great! The divine Antony!  
Here.

He's...  
...here.  
One step behind Caesar.  
At the right hand of Caesar.  
In the shadow of Caesar.  
Tell me, how many  
have loved you since him?  
One? Ten? Anyone? No one?  
Have they kissed you with Caesar's  
lips? Is it his name you cry out?  
Afterwards, has he reproached you  
and have you begged forgiveness?  
You've come here, then, running over  
with wine and self-pity...  
...to conquer Caesar.  
For so long now,  
you've filled my life...  
...like a great noise  
I hear everywhere in my heart.  
I want to be free of you,  
of wanting you...  
...of being afraid.  
Yet, Caesar would not permit it.  
But I will never...  
...be free of you.  
From the first instant I saw you...  
...entering Rome  
on that monstrous stone beast...  
...shining in the sun...  
...like a little gold toy.  
...how I envied Caesar.  
Went suddenly sick with it.  
Not his conquests or his triumphs.  
Not his titles  
or the roaring of the mob.  
I envied him you.  
When we first met in Rome,  
I remembered you.  
I wondered that I could  
ever have forgotten.  
Remembered me?  
Years ago, when you were  
a young cavalry officer...  
...stationed at the palace in

Alexandria under that Roman general.

- What was his name?

- Gabinius.

Gabinius.

I was 12 years old, and I loved you.

- Nonsense.

- It's true.

Lovers always want so much  
never to have loved before.

It's possible, you know.

It becomes a game.

Who loved whom first?

I did.

If you noticed me at all then,  
you were probably terrified of me.

With good reason. Everybody knows  
Romans cut up little children...

...and feed them to their horses.

We'll make this our beginning.

Beginning with tonight...

...you must never envy Caesar...

...or anyone, anything again.

After all...

...this is nothing new.

For so many years...

...Antony has fed upon the crumbs...

...that fell from

Julius Caesar's table.

I say...

...they are deserving of each other.

Let him stay in Egypt.

Let him fritter away his life...

...but not the possessions

and the empire of the Roman people!

The Roman people!

The Roman people. What are  
glory and possessions to them?

Is their Antony content?

Then so are they.

Does their Antony sweep  
their empire...

...under Cleopatra's bed?

His adoring Romans sigh  
and remain content.

Let him stay however distant  
for however long...  
...with never a thought of them.  
The Roman people hold him  
close to their hearts.  
Distant?  
Perhaps from Rome  
but not from Caesar, I think.  
Nor from Caesar's son.  
Germanicus, do you speak of me?  
No, I speak of Caesar.  
I am Caesar.  
Only while Antony remains...  
...distant from Rome.  
Antony!  
Stay not too long in Alexandria!  
Germanicus...  
...stay not too long in Rome.  
- How much is known to Antony?  
- All of it and more.  
I've written him regularly. Letters,  
dispatches by personal messenger.  
And what has he answered?  
He wrote he was no longer interested  
in the matters I described.  
That he would not return to Rome.  
That he understood quite clearly  
what was at stake, what he would lose.  
But that he would not leave you.  
Let's try the goat.  
Let's have that goat again.  
There. Not too much.  
There.  
The milk of a cow...  
...of a goat and of an ass.  
Which is best for softening the beard?  
Is it true Octavian shaves  
but once a week?  
Even then, he has merely to face  
the wind and let the fuzz blow away.  
You knew, didn't you,  
Germanicus was here from Rome?  
Yes.  
Have you strong feelings about beards?



I had one. Bright red.  
Why haven't you seen him?  
When you go...  
...must it be for very long?  
I must take some of these with me.  
They don't have them.  
At least, they didn't  
when I was last...  
...in Rome.  
While they were digging  
the foundation of my tomb...  
...the workers found an old wall.  
Someone had scratched on it  
hundreds of years ago:  
"You were not here last night,  
and I could not sleep.  
Will you be here tonight?"  
Do you suppose they ever met again?  
Everything that I shall want to hold  
or look upon or have or be...  
...is here now with you.  
I must not be sorry for myself.  
Queens are sometimes no better at that  
than kings, or even princes.  
It doesn't seem fair.  
What I feel I should have felt  
long ago when I was very young.  
When I could say to myself  
that this was how love was...  
...and how it would be.  
But to have waited so long,  
to know so suddenly...  
...this late...  
...how it hurts.  
How love can stab the heart.  
Be careful with Octavian.  
Let him be careful with me.  
The Romans want no war  
between the two of you.  
In any case, you are not ready yet.  
War? The world is filled with love.  
There'll be no more wars.  
You must have your share.  
Your titles and powers

must be spelled out exactly.  
There can be no question of your  
complete authority in the East.  
Antony, how will I live?  
The same as I.  
One breath upon the other.  
Each bringing us...  
...one breath closer.  
You take so much of me  
with you so far.  
Remember, remember.  
They'll want you to forget.  
- Please...  
- Forget? How?  
I can never be more  
far away from you...  
...than this.  
He will come first to Brindisium.  
Agrippa and I plan to welcome  
his arrival with a great ceremony.  
He must see how dear to the hearts  
of the Romans, of us all...  
...he is and has been.  
He has been away for a very long time.  
Perhaps we can persuade him  
to stay with us even longer.  
Perhaps, Octavia, if you came  
to Brindisium, you could help.  
You may have forgotten.  
It is only six months since...  
Begging the pardon  
of Agrippa and our ancestors...  
...I do not agree that a young widow  
must retire from life.  
You haven't left my house  
since your husband died.  
If only for the sake of your health,  
the change alone...  
Then, begging the pardon of  
Lord Agrippa and our ancestors...  
...I would look forward  
very much to the change.  
Nothing, no one, could possibly  
shine more brightly in the sun.

Not only Antony.  
Any man would not hold out  
his greedy fists for Octavia.  
After all, what greater pledge  
could I offer...  
...of my goodwill toward him?  
And how could Antony better show  
his love of peace and Rome...  
...than by accepting?  
And Cleopatra?  
Are you suggesting  
we invite her to the wedding?  
You remember when  
Julius Caesar returned...  
...and those months  
while she was in Rome?  
There was a poison  
in his heart, in his brain.  
Yes, the falling sickness.  
But more than that.  
- Cleopatra.  
- I remember well.  
- Antony is no Caesar.  
- I am grateful for that.  
Granted that he marries Octavia,  
will he forget Cleopatra?  
- Will she permit him to forget?  
- Most probably not.  
- Have I permission to speak?  
- Quickly.  
A galley came to Pelusium  
with news from Rome.  
Antony and Octavian  
have sealed a great pact.  
Antony has 10 more legions  
and all of the East for his domain.  
Egypt will be declared ally of Rome.  
It is done.  
- There is more.  
- No. No more, my lord.  
- He's afraid.  
- Is there anything more?  
Forgive me, Divine Majesty.  
There has been a marriage.

A marriage of state.  
Between Octavia,  
the sister of Caesar...  
...and Lord Antony.  
Anything more?  
They're presently in Athens.  
Sometime within the year,  
Lady Octavia is to return to Rome.  
Antony will come here to negotiate  
the alliance of Rome and Egypt.  
Leave me.  
No.  
Completely alone.  
Antony!  
Do you find it pleasing, my lord?  
Oh, yes. Very.  
It was made here in Athens.  
Not as practical  
as our Roman ones, of course.  
The Greeks have such  
a weakness for beauty.  
Does the dinner  
not please you, my lord?  
Very much.  
I'm not particularly hungry.  
If anything would please you more...  
Believe me, I am pleased.  
The gods know you do  
nothing but please me...  
...in every way.  
Word from Domitius?  
He never even reached the palace.  
He was not permitted  
through the city gate.  
If I may be excused.  
There's no need for you to go.  
When I hear matters of state  
discussed by men...  
...invariably I find myself  
wondering about...  
...why the wine has gone sour.  
Good night, Rufio.  
Good night, my lord.  
Domitius turned away at the gate.

That makes how many?  
Five of your ambassadors  
turned away within this year.  
- If you'd gone when...  
- It was the only favor I ever asked.  
You granted it.  
The treaty with Egypt must be made.  
We've received no wheat, no gold...  
I cannot go to her  
to negotiate a treaty!  
She'll have no one else.  
And what if she should...  
...turn me away?  
That would be quite impossible.  
Have you ever really left her?  
No.  
Three days I've waited  
for an audience with you.  
What is the purpose?  
Get out, all of you.  
- You're before the throne of Egypt.  
- I know!  
State your purpose!  
Matters I won't discuss publicly.  
I do not grant private audiences  
to unidentified persons.  
I am Marcus Antonius.  
I know who you are.  
What are you, at the moment?  
Envoy of Rome, proconsul of all  
the Roman Empire to the east of Italy.  
An impressive title.  
Worthy, perhaps,  
of a private audience?  
Without a treaty of alliance  
with Egypt...  
...you could not hold the territories  
under your command. True?  
Possibly.  
Then, Lord Antony, you come before me  
as a suppliant.  
- If you choose to regard me as such.  
- I do.  
You will therefore assume the position

of a suppliant before this throne.  
You will kneel.  
- I will what?  
- On your knees.  
You dare ask the proconsul  
of the Roman Empire...  
I asked it of Julius Caesar.  
I demand it of you!  
Now...  
...you may have the treaty  
you asked for...  
...on the following conditions:  
By your authority  
as proconsul of Rome...  
...you will cede to Egypt immediately  
the following territories:  
Judea, Jordan, Armenia, Phoenicia,  
the provinces of Sinai and Arabia...  
...the islands of Cyprus and Crete.  
You ask for one-third  
of the Roman Empire!  
Put it another way.  
I give to you two-thirds.  
Most generous.  
I cannot accept.  
I suggest you deliberate further.  
Perhaps consult with your superior  
in Rome.  
My superior?  
Octavian.  
Caesar Octavian?  
You have not been dismissed!  
You are now dismissed.  
Outside, all of you. Her Majesty  
and I will speak in private.  
Out! Before I chop you up  
and feed you to my horses.  
That's how Romans  
frighten little girls.  
They like to frighten little girls.  
Wait outside.  
I married Octavia  
at her brother's insistence...  
...as a gesture of faith, of peace.

A bargain sealed.  
With a kiss? Or did you simply  
shake hands on your wedding night?  
Rome was celebrating the marriage even  
before I arrived. How could I refuse?  
By saying no.  
As you have said no to all my demands.  
They're unreasonable! The kind  
laid down for a helpless enemy!  
You're not helpless... yet.  
I can't cede the territories. It would  
cause a break between Rome and me.  
Why do you think  
I asked for them?  
It would be playing  
into Octavian's hands!  
It would not be wise!  
What is wise?  
To hand over Rome, Italy,  
the world to Octavian?  
To grovel publicly  
before his authority?  
Take his sister to wed and to bed.  
As if to beg forgiveness...  
...for having stayed so long  
with your Egyptian harlot.  
What has angered you?  
That I dealt with him how I could...  
...or that I married his sister?  
Jealousy or politics?  
Both! And damn you for not  
understanding either.  
I wouldn't look to you  
for instruction.  
Which is why you have come back  
chained to Octavian like a slave.  
- Slave!  
- And with such exquisite chains.  
So softly spoken, so virtuous.  
She sleeps, I hear, fully clothed.  
I'm back. That's all  
that should concern you.  
Should it?  
How long before your master snaps his

finger and you run back to him, or her?  
I have only one master.  
My love for you.  
No.  
Your master must not be love.  
Never love.  
Give yourself to love and you  
give yourself to forgetfulness...  
...of what you are and who you are  
and what you want.  
And what you want  
is worth so much more?  
I will not have love as my master.  
- Then you will not have love.  
- Nor will I have Octavian.  
- Never fear.  
- How confident you are.  
And has Octavian a master?

**His ambition:**

as emperor and god.  
The Roman world, to begin with.  
And what stands in his way?  
- You and I.  
- And my son!  
The rightful heir to the name  
and glory of great Caesar.  
Octavian has already stolen those  
and he will now destroy...  
...in the name of his sister,  
Rome's love for you.  
And by your marriage to her...  
...he has made of me, unmistakably,  
your whore.  
Never fear Octavian?  
It is he, now, who I think  
must be unafraid.  
Show me a city and I'll take it.  
I'll find an army's weak points  
and hit them hard.  
But make me to sit down and talk  
in whispers of this and that...  
...with an emphasis here and a shrug,  
and I'm soon confounded and defeated.



Meaning to do the best...  
...I suppose I could not  
have done worse.  
There is still time.  
Let someone ask me what I want:  
To live with you in peace and love.  
Do you have...  
...conditions for total surrender?  
First, as did Caesar...  
...you will marry me  
according to Egyptian ritual.  
That's not a condition,  
that's a reward.  
You'll declare, by your authority...  
...Caesarion to be king of Egypt...  
...and we will rule together  
in his name.  
Happily granted.  
You will cede to Egypt  
all the territories I have demanded.  
You must.  
If only to assert  
your own authority and power.  
Otherwise, inevitably,  
in time we will lose everything.  
Can't you see that?  
I can see nothing...  
...but you.  
To marry this Egyptian  
under their barbaric rites!  
Meaningless under Roman law!  
Great Caesar himself...  
Yes. Bit by bit,  
Antony crawls behind his memory.  
But tell us this, Germanicus:  
Did great Caesar also toss one-third  
of the Roman Empire...  
...into Cleopatra's  
undoubtedly deserving lap?  
The territories in dispute  
were subjugated by Julius Caesar.  
The right to rule over them  
is the heritage of his son.  
And in the name of the mighty Caesar

I grant to King Ptolemy Caesarion...  
...that right.  
Let it be known the greatness of Rome  
lies not in what she takes...  
...but in what she gives.  
"Rome's greatness lies  
in what she gives," he says.  
Then calmly gives what is not his.  
And Cleopatra takes...  
...and will take more.  
And war will come.  
She knows and I know...  
...that war will come.  
But I will not speak for it...  
...nor will I speak against Antony.  
I must be forced into war.  
The people of Rome  
must force this war upon me.  
They must storm the doors  
of the Senate, crying for it.  
If we move quickly, they won't know  
we've crossed the Mediterranean...  
...until we land in Greece.  
You and General Rufio,  
start embarking the troops.  
Yes, Your Majesty.  
If it is decided  
to move our armies into Greece.  
It has been decided.  
My men do not...  
...travel well by sea.  
They fight on land.  
They move on land.  
Your men will do  
as they are told, as mine will.  
My men will do as they're told by me.  
They have not yet become...  
They are still Roman.  
However...  
...since I do as I'm told...  
The final decision will,  
of course, be Lord Antony's.  
And I'm sure that in time  
he will make it.

That is all.  
It would be wiser not to disagree  
in the presence of our officers.  
Your officers.  
What final decision  
have you decided I am to make?  
Why do you oppose transporting  
our armies to Greece?  
Because I do not want war  
against Rome.  
One hundred thousand men  
led by Marc Antony.  
Octavian is no fool. He won't fight.  
He'll have to, instantly,  
on the spot where they land.  
Rome will not declare war against you.  
I do not agree.  
I have not asked for your opinion.  
Not for some time.  
Not since I doubted the necessity  
of building 300 ships.  
The way to prevent war  
is to be ready for it.  
Have 300 warships ever been  
built for war without war?  
We shall have what we want  
without it.  
Your Majesty, please hear me.  
I think we are very near the edge.  
Strings are being pulled,  
and not by us.  
We are being managed and maneuvered  
without our choosing.  
The deputation sent on behalf  
of Lady Octavia...  
...chosen from the most  
highly revered men of Rome.  
Why? They can take back to their  
people nothing but Lord Antony's...  
...forgive me, insulting and  
unnecessary divorce of her...  
...and his rejection of them.  
It was done at my bidding.  
The responsibility is mine.

The doing was mine.  
What do you propose?  
Let me go to Rome and approach  
Octavian, possibly the Roman people...  
...and assure them that we want peace.  
Go then.  
Go to Rome.  
Sisogenes!  
Take care.  
He's very dear to you.  
Your concern and worry  
are written all over you.  
Forgive me, but it's a kind of love  
that you're showing.  
Let them talk. Let them  
negotiate all they want.  
Time is on our side.  
We can only grow stronger.  
These walls must not  
believe their ears...  
...to hear such silence...  
...from the right...  
...from the left.  
The call of the Roman people  
can be clearly heard...  
...yet the Roman Senate...  
...has no answer.  
Shall we then just sit...  
...and listen?  
There is not one of us that would not  
willingly make war upon Cleopatra.  
But how...  
...without also making war  
upon Marc Antony...  
...loved by Rome and loving Rome?  
"Loved by Rome and loving Rome."  
I have here the last will  
and testament...  
...of Antony, who so loves Rome.  
Read for yourselves...  
...how dearly Antony loves you,  
loves Rome...  
...in this, his last will  
under his seal.

Only lately brought from Egypt...  
...and deposited in our holy temple  
at Antony's request...  
...by the distinguished Sisogenes.  
An extraordinary mission  
for an extraordinary man.  
So wise, so close to Cleopatra,  
so trusted by her.  
Read in Antony's will...  
...at the end.  
Commit to memory the last request  
of your beloved Antony.  
It bears witness to his love for Rome.  
When he is dead, it says...  
...when Marc Antony has died...  
...it is his wish to be buried...  
...in his beloved Alexandria!  
In Egypt!  
Among Egyptians.  
Beside his Egyptian whore!  
Is what I say the truth?  
Do I speak the truth?  
- War!  
- War!  
I hold before you  
the Golden Spear of War.  
Placed into my hands  
without dissent...  
...by the command and will  
of the Senate of Rome.  
And now it is you,  
the people of Rome, who must direct me.  
Where is the enemy?  
Where is Egypt? Show me the way!  
No!  
No!  
There!  
There is Egypt.  
And just as Antony had foretold...  
... the forces of Octavian  
came to meet them...  
... on the spot where they landed.  
Which was at Actium, in Greece.  
Action begins

with the rise of the sun.  
Your plan is brave and simple.  
It's possible on land...  
...but we debate  
its wisdom on the sea.  
I have an enemy on land with fewer  
troops, on sea with fewer ships.  
Let him debate the wisdom  
of his position.  
I have a happy choice. To destroy him  
wet or dry. I have chosen wet.  
I think it best, Euphranor, you report  
to Cleopatra aboard her vessel.  
There you may point out to her...  
...the reasons why my brave simplicity  
has failed.  
In any case, you are relieved  
of your battle command.  
This final commitment of yourself,  
your ships, of all of us...  
...to fight at sea,  
when did you decide?  
- Forgive me. I had...  
- We've worked hard for many months.  
We've trained an army  
of 200,000 men from 20 countries.  
- They won't be wasted...  
- Of which 20,000 of them...  
...will be herded onto those ships and  
dragged out to sea, puking and afraid.  
- Why, my lord? Why?  
- Because I have decided it will be so!  
I consider it an honor...  
...to fight beside Lord Antony  
at any time, anywhere.  
Spoken like a Roman, Ramos.  
And you shall fight at my side,  
in Rufio's place.  
Rufio, you will remain with  
Her Majesty aboard her vessel.  
As you command.  
Canidius, you will remain  
with the land forces...  
...cheering from the hilltop,

if you like.  
- As you command.  
- Exactly.  
As I command.  
You're all dismissed.  
Antony.  
What has happened?  
To me?  
You have happened to me.  
Do the lookouts have  
Octavian's insignia?  
- A golden eagle. Sighted at sunrise.  
- By sunset we'll have those feathers.  
Let Octavian know we're coming!  
Let the enemy hear the voice  
of Antony's legions!  
He's on his way.  
Signal Lord Caesar's ship.  
Does it fly his insignia?  
My orders are to be followed  
exactly as issued.  
And may the gods grant that Antony  
has not changed his plan of battle.  
There he goes...  
...as he's done 100 times on land.  
Straight for the center.  
If only it were on land, and we  
were there to protect his flanks.  
But we're not.  
This and all dispositions  
are to be signaled to Euphranor.  
But Euphranor's in command of...  
In command of moving toy ships  
on a painted ocean...  
...so that Egypt's queen can more  
clearly follow her war upon water...  
...to which she has committed  
Marc Antony and 20,000 Romans.  
Just as he said he would.  
Antony and his escorts  
by themselves are after Octavian.  
- He's already broken through.  
- They let him through.  
They'll close behind him.

Not if we engage, as Antony said.  
They won't engage. Agrippa will pull  
them back and back, behind Antony...  
...as Antony chases Octavian.  
What report?  
Lord Antony is already through  
the center of the Roman line.  
He is now deep within the Roman fleet,  
in pursuit of Octavian.  
Faster! Faster!  
They've increased their own speed.  
We're too heavy to catch them.  
Then we'll slow them down.  
Start the ballistas.  
Javelin throwers.  
Aim high.  
Overshoot rather than under.  
Ballistas. Javelins.  
Ballistas!  
Octavian's ships are so much faster  
than our Egyptian tubs.  
Why doesn't Agrippa keep him away  
from Antony's ballistas?  
Ballistas!  
Ballistas!  
Ballistas!  
My lord! My lord!  
A direct hit on the enemy!  
A bank of oars is destroyed!  
He's coming around broadside.  
We've got him!  
Collision course.  
We'll ram him, board and destroy him.  
Octavian!  
Octavian!  
Now is your time to be a Caesar!  
- Where is he hiding?  
- My Lord Octavian is not on board.  
And now we close the trap.  
Now we hit my Lord Antony  
with everything we have.  
No word of Lord Antony?  
By now he must have Octavian.  
You said he rammed his ship.



It may be Lord Antony rammed a ship  
flying Octavian's insignia.  
But if it is Octavian's ship,  
if Octavian is on board...  
If he finds and kills Octavian, he's  
still surrounded by the Roman fleet.  
- Then send him help.  
- I've none to send.  
They're pulling our ships apart now.  
They've got Antony  
alone and cut off...  
...closing in on him  
like a pack of dogs on a wounded bear.  
- Lord Antony's ship?  
- Gone.  
- And Octavian's ship?  
- Burning, helpless.  
Would you say, admiral...  
...that Lord Antony is dead?  
How is the wind for Egypt?  
Fair.  
We'll sail at once.  
Man the oar banks. Hoist anchor.  
We sail for Egypt!  
My Lord Canidius!  
Remember always,  
that after the battle of Actium...  
...with Octavian dead  
and Antony dead...  
...you saw the victor...  
...sail away on her golden barge.  
She's going.  
Cleopatra's going!  
Leaving me!  
My lord.  
My lord, our casualties are heavy.  
We have little armor left.  
Our men need regrouping,  
someone to give them courage.  
The dying are calling for you.  
The living need your help.  
You can't leave them.  
Listen to me!  
Help!

Help!

Caesar, news!

Great news! Cleopatra is leaving  
the battle. Antony follows.

We have won a great victory.

Weigh oars!

Her Majesty is most anxious  
to see you. Will you come below?

Perhaps if you remain,  
she will come to you.

Shall I send you food? Wine?

Her Majesty's orders.

She's afraid you might...

...harm yourself.

Please.

Octavian has crossed  
from Syria into Egypt.

He can be here in a matter of weeks.

There are two full legions  
here in Alexandria...

...who have remained loyal to you.

They and their officers...

...are waiting for you  
to command them.

If not to me, won't you speak  
to Rufio at least...

...or to anyone you choose?

Antony, just say what you want done  
and it will be.

It's been so long since you've  
looked at me. Don't turn away...

...even like this...

...with your eyes filled with hate.

How they burn with hate.

Why, Antony? Why?

Because I ran away?

They told me you were dead!

What...

...could I do?

Where could I go...

...in a world suddenly without you...

...except to my son and my country...

...Caesarion and Egypt?

I wanted to save them from Octavian.

You would have wanted me to go.  
You would have commanded me to go.  
Tell me you would have!  
They told me you were dead.  
They told me you were dead.  
You were quite right.  
I am dead.  
The armies of Gaius Julius Caesar...  
...are advancing without opposition  
upon Alexandria.  
Gaius Julius Caesar?  
So now Octavian has  
stolen all of the name.  
Caesar wishes it known he has  
no quarrel with Cleopatra of Egypt.  
Then let him take his armies  
out of here and go home.  
He has charged me to say  
that the choice of war or peace...  
...now rests with Egypt.  
And that for himself,  
he desires only peace.  
And what are his terms  
for this unconditional peace?  
A small token.  
A demonstration. A gesture.  
An indication of Queen Cleopatra's  
goodwill and good faith.  
What does Octavian want?  
Marc Antony.  
The...  
...head of Marc Antony?  
Take this to him as my answer.  
Egyptian generosity.  
Octavian may have two heads  
for the price of one.  
Either two...  
...or none.  
I'm told you come here to sleep.  
Not to sleep.  
To pass the night then.  
I'm not alone.  
The old boy and I  
exchange memories of life.

It's like having a roommate,  
or should I say, "tomb-mate"?  
If he were in your place,  
would I find Caesar here?  
Hidden away, wrapped in moonlight  
and endless self-pity?  
Self-pity! You repeat yourself!  
Find new reproaches!  
Until now it has just been  
a part of your being drunk.  
Singing sad songs for Antony.  
Your time would be better spent  
negotiating with Octavian.  
Why not give over my head?  
It's no great loss to me.  
Dying the second time is painless  
and possibly an advantage to you.  
The basis  
of a great new alliance with Rome.  
I do not want a great  
new alliance with Rome.  
Then what do you want?  
I have come for Marc Antony.  
What is left of his army,  
Rufio, my son and I...  
...all of Egypt are waiting for him.  
There is little time.  
Marc Antony?  
There is no one here by that name...  
...alive.  
Time for what?  
For Marc Antony  
to appear in shiny armor...  
...swords flashing in both hands?  
Agrippa. Octavian.  
Stand back! Rejoice!  
Marc Antony will save the day!  
Antony, you say?  
He died at Actium...  
...running away.  
He tried to run on the water, but  
you weren't there to hold his hand!  
Rufio, my legions, waiting.  
For what?

To ask me  
what they carry in their eyes...  
...in their hearts, in their sleep,  
as I have.  
Why are you not dead?  
Why do you live? How can you live?  
Why do you not lie  
in the deepest hole of the sea...  
...bloodless and bloated and  
at peace with honorable death?  
You begged forgiveness from me  
for running away.  
You wept and gave reason. A mother  
to her child, a queen to her country.  
Where and how can I weep and beg?  
From whom?  
The thousands and thousands  
who can no longer hear me?  
Shall I give my reason?  
Shall I say simply, I loved?  
When I saw you go, I saw nothing.  
Felt, heard, thought nothing  
except your going.  
Not the dying and dead,  
not Rome, not Egypt...  
...not victory or defeat,  
honor or disgrace...  
...only that my love was going  
and I must be with her.  
That my love, my master, called.  
And I followed.  
And that only then...  
...I looked back...  
...and I saw.  
How right you were.  
"Have as your master  
anyone, anything...  
...but never love."  
How wrong.  
How wrong I was.  
Antony, the love you followed is here.  
To be had upon payment of an empire.  
Without you, Antony...  
...this is not a world

I want to live in...  
...much less conquer.  
Because for me...  
...there would be no love anywhere.  
Do you want me to die with you?  
I will.  
Or do you want me to live with you?  
Whatever you choose.  
Are we too late, do you think,  
if we choose to live?  
Better too late...  
...than never.  
My lady, there is disturbing news  
from the city.  
The people are frightened. Some are  
beginning to leave their homes.  
During the night, hundreds of notices  
were posted everywhere.  
They were found  
stuck up in the marketplace.  
Even painted on temples  
and other holy places.  
Signed by Octavian Gaius  
Julius Caesar Augustus...  
...promising the Egyptian people  
peace if they surrender to him...  
...and destruction if they do not.  
I've had all of them removed  
and I've ordered the death penalty...  
...for anyone who spreads the rumors  
that Antony's men might desert him.  
And what penalty  
if the rumors might come true?  
How do you know?  
I know the Romans.  
There is only one commander  
they will never desert.  
His name is "Victory."  
But yet, just now,  
you let Lord Antony go as if...  
If you could have seen him,  
how proud he was...  
...unafraid...  
...as he used to be.

All of my attendants, have they been  
given their freedom? Have they gone?  
Yes. They wanted once more  
to tidy up.  
Octavian can do his own housecleaning.  
The captain of the guards and three  
of his best men are to report to me...  
...disguised as merchants.  
They are to escort  
Caesarion out of Egypt...  
...for the time being.  
And you?  
Your Majesty, please reconsider.  
There are two of Euphranor's ships  
in the east harbor.  
And would you roll me  
on board in a carpet?  
No.  
There are no more Caesars to go to,  
at least not for me.  
- Then it is still your intention...  
- To remain in Alexandria.  
In the last possible place  
anyone would look.  
Literally, the last possible place.  
Your Majesty, I have never  
questioned your decisions.  
It's not the time to begin.  
Let me stay with you.  
Charmian and Eiras will look after me.  
If Lord Antony should...  
When Lord Antony returns...  
...you will be here to tell him  
where to find me...  
...waiting for him.  
Together, we will then do...  
...what he thinks best.  
Is that clear?  
- Yes, my lady.  
- Was there anything more?  
I have always loved you.  
And I have always known.  
Rome has never known such an army.  
We should be taking on all of Asia.

It seems a waste to slaughter what's  
left of Antony's army and Antony.  
There will be no slaughter.  
I doubt there will be even bloodshed.  
Has a battle ever been won without  
a blow being struck? I wonder.  
At any rate, let me  
make it clear once more.  
I want Antony alive,  
and I want her alive.  
She must be taken alive.  
Queen Cleopatra's second procession  
into Rome...  
...will surpass her first.  
The ring your father gave you.  
It is yours now...  
...to keep.  
Wear it with pride and with honor.  
I'm afraid.  
I know I shouldn't be.  
Who told you that?  
All kings...  
...and especially queens, are afraid.  
They just manage not to show it.  
Something ordinary people cannot do.  
Hail Antony!  
- How near is Octavian?  
- Very near. Over that low ridge.  
As it grows dark, the glow from  
his campfires will light up the sky.  
Our troops must find it  
attractive to watch.  
Inviting, even.  
Antony's legions warm themselves  
at their own fires.  
Yes.  
I could feel the warmth as I rode by.  
- How many legions has he?  
- Twenty.  
- And we?  
- Two. The 12th and one made up...  
Made up from what was left  
of the others.  
As I remember it, Caesar



held Alexandria with two.  
How are they deployed? Rufio.  
Cavalry to the left, cavalry  
to the right, infantry to the center.  
Three elephants deployed  
to stamp out a fly.  
My lords Octavian and Agrippa have  
all the strategic brilliance...  
...of two vestal virgins.  
We can move to ground too soft for  
cavalry and fight their infantry.  
Stand? And let them stamp on us?  
No. Let the elephants stand.  
We flies will bite  
and buzz and tickle.  
At the first light of day...  
...while Octavian's glow  
still lights up the sky...  
...we will attack.  
By sunset, both our loyal legions  
will have grown larger...  
...and even more loyal, I promise you.  
Good night.  
Rufio, tell the guards, please...  
...I am to be awakened  
just before dawn.  
Of course.  
And, Rufio...  
...if, for whatever reason, the guards  
should forget or misjudge the time...  
...will you, yourself, wake me?  
The guards will wake you.  
- But if they don't?  
- Then I will. Never fear.  
I never fear.  
Not anymore.  
Rufio!  
Rufio.  
Fight!  
Fight!  
Fight!  
Why don't you fight?  
Is there no one  
who would grant Antony...

...an honorable way to die?  
Before me...  
...this was carried by another Roman  
killed by Rome.  
Another...  
...Caesar.  
No.  
We will have him.  
We will have them both together.  
Where is she?  
Where is she?  
Her Majesty said to tell you...  
...she can be found in the last  
possible place anyone would look.  
Literally, the last possible place.  
She might have waited.  
Once more, it seems...  
...Cleopatra is out of reach...  
...and I must hurry after.  
Throughout life...  
...and now beyond.  
One woman, one love!  
Nothing changes...  
...except life into death.  
Will you help me?  
Help me to die, Apollodorus!  
I want to!  
But I can't.  
I've always envied Rufio...  
...his long arms.  
The ultimate desertion:  
I from myself.  
Else, how could I have missed what  
I must have aimed for all my life?  
Will you finish me now?  
Where is my sword?  
I beg you to finish me.  
I lied to you.  
I let you think the queen is dead.  
But she's alive in her tomb,  
waiting for you.  
Cleopatra waiting?  
There will be just enough time...  
...if you'll help me.

Perhaps, my lady, if we were  
to bind his wounds tightly...  
It would only give him pain.  
Let him sleep.  
Sleep.  
Will you come tonight...  
...so that I can sleep...  
...the dark sleep?  
They did meet after all...  
...the lovers.  
They will always meet.  
Be lonely for me.  
But not for very long.  
I promise.  
I thought always I would die...  
...so well...  
...as becomes a soldier.  
A soldier's death.  
I lived always as I saw fit.  
Unfittingly.  
I would make it up, I thought,  
in death.  
I expected...  
I expected too much of me in death...  
...as in life.  
Are you holding me?  
Never so closely.  
Even closer.  
You and I will prove death...  
...so much less than love.  
You and I, we will...  
We'll make of dying...  
...nothing more than one...  
...last...  
...embrace.  
A kiss...  
...to take my breath away.  
There has never been...  
...such a silence.  
Turn him over.  
Strange people.  
Poisons that smell like perfume.  
Find more. Have it analyzed.  
Test it on one of the badly wounded.

My lord, they have  
found Queen Cleopatra.  
She is locked in a building,  
that is to say, a tomb.  
Hurry.  
Oh, Marc Antony is with her,  
they say. He's dead.  
- What?  
- Lord Antony is dead.  
Is that how one says it?  
As simply as that.  
Marc Antony is dead.  
Lord Antony is dead.  
The soup is hot. The soup is cold.  
Antony is living. Antony is dead.  
Shake with terror when  
such words pass your lips...  
...for fear they be untrue and Antony  
cut out your tongue for the lie!  
And if true...  
...for your lifetime boast...  
...that you were honored  
to speak his name even in death.  
The dying of such a man...  
...must be shouted.  
Screamed.  
It must echo back  
from the corners of the universe.  
Antony is dead!  
Marc Antony of Rome lives no more!  
You needn't lower  
your head before Caesar.  
I never did.  
But if he were here, I'd be happy to.  
I am Caesar.  
If it pleases you, Octavian.  
Look at me.  
If it pleases you.  
After all this time  
and all that has happened...  
...I suppose you are still beautiful,  
in a way.  
You flatter me.  
My interest is impersonal.

Should you have any intention...  
Now you flatter yourself.  
The fighting is over.  
Your country, your possessions  
and you are mine by right of conquest.  
I permit you to rule Egypt as a Roman  
province and return your possessions.  
There is one condition.  
You will first accompany me to Rome.  
Behind your chariot?  
Look at me!  
Would the proud citizens of Rome  
wait for hours in the hot sun...  
...to see my dead body  
dragged through the Forum?  
I'll have you closely watched.  
Octavian...  
...when I am ready to die...  
...I will die.  
What if I promise  
no harm will come to you...  
...that you will be returned  
to Alexandria?  
Look at me!  
What more could you ask?  
You have not spoken...  
...of my son.  
Your son. I'd forgotten him.  
Where is he?  
Safe.  
If I go with you to Rome...  
...would you permit my son  
to rule Egypt?  
And his sons?  
And theirs?  
I'll do everything I can.  
Do I have your word...  
...as a Roman emperor and god?  
Yes.  
When will you require me to go?  
As soon as possible.  
At the moment, I am very tired  
and would like to rest.  
If you'll leave me.

Do I have your word...  
...that you will not harm yourself  
in any way?  
I swear it.  
On the life of my son.  
Must the guards remain inside?  
I have sworn...  
...after all...  
...on the life of my son.  
And now I must make ready to go.  
There's little to do.  
First, I shall want something to eat.  
Something to sustain me on my way.  
Some fruit, perhaps?  
Bring it to me.  
Charmian.  
You then, Eiras.  
You have never been without us.  
You cannot leave us behind.  
Perhaps...  
...there may be enough for us all.  
Bring me a tablet to write on.  
I want a message  
brought to Octavian.  
Words are wasted on such a man.  
I have wasted so many on so many men.  
A few more. One last request.  
Will he grant it, do you think?  
I may never know.  
In this case...  
...I think I shall.  
I will serve Her Majesty as always.  
I have always served her.  
You will both wait...  
...to dress me for my travels.  
I will wear...  
I want to be as Antony first saw me.  
The dress of gold?  
He must know at once...  
...even from a great distance...  
...that it is I.  
This will be the last thing you do.  
Drop this to one of the guards outside  
for Octavian.

But be sure to wait.  
And now let me see if the figs  
are as they should be.  
The taste of these, they say,  
is sharp...  
...and swiftly over.  
How strangely awake I feel.  
As if living  
had been just a long dream.  
Someone else's dream.  
Now finished at last.  
But then now...  
...will begin...  
...a dream of my own.  
Which will never end.  
Antony?  
Antony, wait.  
From the Egyptian queen,  
message for Caesar.  
Read it. Whatever she wants will be  
granted upon her arrival in Rome.  
We will discuss it  
as she walks beside my chariot.  
What is it?  
"My one wish,  
which I implore you to grant...  
...is to be buried at the site of  
Antony and to remain there...  
...until all things end."  
Was this well done of your lady?  
Extremely well.  
As befitting...  
...the last of so many noble...  
...rulers.  
And the Roman asked:  
"Was this well done of your lady?"  
And the servant answered:  
"Extremely well.  
As befitting the last...  
... of so many noble rulers. "