

“GLADIATOR”

Screenplay

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AT THE HEIGHT OF ITS POWER, THE ROMAN EMPIRE WAS VAST,
STRETCHING FROM THE DESERTS OF AFRICA TO THE BORDERS OF
NORTHERN ENGLAND.

OVER ONE QUARTER OF THE WORLD'S POPULATION LIVED AND
DIED UNDER THE RULE OF THE CAESARS.

IN THE WINTER OF 180 A.D. EMPEROR MARCUS AURELIUS'
TWELVE-YEAR CAMPAIGN AGAINST THE BARBARIAN TRIBES IN
GERMANIA WAS DRAWING TO AN END.

ONE FINAL STRONGHOLD STANDS IN THE WAY OF ROMAN
VICTORY AND THE PROMISE OF PEACE THROUGHOUT THE EMPIRE

OPENING SCENE

Close up – A man is walking through a sun-warmed wheat field, his rough weathered hand, cuffed in leather and finger banded in silver, lightly brushes the tops of the swollen grain spikes. Faint childish laughter is heard in the background. The man, a Roman soldier, is General MAXIMUS. He reluctantly leaves this pleasant vision to return to Germania. The look of peace has left his face and has been replaced with an intense, hardened stare. The armor clad general stands in a muddy burned out forest, cloaked against the cold winter air. The General contemplates the coming battle. As he turns to join his troops, a small robin sitting on a bare twig catches his eye. Maximus smiles as the bird flies away but almost immediately, the smile fades. The reality of the cold day and the men awaiting his signal interrupt his thoughts.

EXT. GERMANIA

Overlooking the battlefield sits Caesar MARCUS AURELIUS atop his horse, surrounded by the Roman Praetorian guards. As the cavalry rides past, Maximus walks through the ranks of men who are lining up for battle. The soldiers rise with respect and admiration as they call out his name as he approaches, “General” – He passes through the ranks with a smile greeting the men as he passes. This is the man who will lead them to victory, and hopefully his leadership will keep them alive. Maximus approaches and addresses QUINTUS and VALERIUS.

MAXIMUS

Lean and hungry. Still nothing?

QUINTUS

Not a sign.

MAXIMUS

How long has he been gone?

VALERIUS

Nearly 2 hours. Will they fight sir?

MAXIMUS

We shall know soon enough.

Quintus looks over at the soldiers readying the catapults.

QUINTUS

Soldier, I ordered you to move those catapults forward, they're out of range.

MAXIMUS

Range is good.

QUINTUS

The danger to the cavalry...

MAXIMUS

(interrupting)

Is acceptable, agree?

In the distance the cries of the Germans can be heard

GERMANIAN

Ihr seid hunde! (you are dogs!)

A horse and rider emerges from the German line.

Maximus watches closely as the horseman approaches and announces.

MAXIMUS

They say no.

The bloodied horse enters the Roman ranks; the rider is without a head. The German leader comes to the front of his lines, waving the horseman's head and tosses it into the mud.

BARBARIAN

Ihr seid verfluchte hunde! (You are damned dogs!)

The mangy band of barbarians emerges from the forest waving their spears and shields, threatening the Roman army.

QUINTUS

People should know when they're conquered.

MAXIMUS

Would you, Quintus? Would I?

Maximus bends down, picks up a handful of dirt and brings it to his nose inhaling the scent. He looks to his side and sees the WOLF OF ROME eagerly watching its master. Their gaze locks as though communicating. Maximus rises and clasps hands with Quintus.

MAXIMUS

Strength and honor.

He mounts his horse.

QUINTUS

Strength and honor.

VALERIUS

Strength and honor.

MAXIMUS

At my signal, unleash hell.

The wolf breaks free from its handler and chases after Maximus. Horse and wolf run side-by-side as Maximus rides off.

EXT. TOP OF HILL

Marcus continues his watch over the battlefield.

QUINTUS

Load the catapults. Infantry form up for advance...archers ready.

CHIEF ARCHER

Archers!

CENTURION

Nock!

ARCHER

Nock!

Maximus rides up into the misty forest where the cavalry waits, the wolf at his side. He stops and addresses the men.

MAXIMUS

Fratres

(beat)

three weeks from now I will be harvesting my crops, imagine where you will be and it will be so. Hold the line

(beat)

stay with me. If you find yourself alone riding in green fields with the sun on your face, do not be troubled, for you are in Elysium and you're already dead!

The men laugh.

MAXIMUS

Brothers

(beat)

what we do in life, echoes in eternity!

A soldier approaches and hands Maximus the plumed helmet of a general. As he readies himself for battle Maximus turns to an archer and nods, giving the signal to "unleash hell" and a flaming arrow is shot into the sky.

ONAGER CENTURION

Pull! Pull!

SOLDIER

Cohorts ready, sir!

1ST CENTURION

Archers, ignite!

2ND CENTURION

Ignite!

1ST CENTURION

Archers, draw!

ONAGER CENTURION

Loose!

Scorpions fire, onagers let loose, flaming arrows and defiant cheers from the troops.

With his sword-wielding arm raised for all to see, Maximus leads the cavalry forward; their advance increases to a charge as they move down the hill and through the trees.

The archers continue firing on the enemy. Black smoke fills the sky. Fiery clay pots are shot from catapults and striking the trees, they set fires among the waiting Germanians.

MAXIMUS

Hold the line! Hold the line!

The cavalry thunders down the hill. The archers at the front maintain their fiery onslaught.

MAXIMUS

Stay with me! Stay with me!

Felix III advances in tortoise formation; fires continue to explode into the trees as the barbarians charge. The WOLF OF ROME leaps through a wall of flame with Maximus and the rest of the cavalry right behind him.

MAXIMUS

Roma Victor!

The Germanians turn to see the thundering cavalry charge coming from behind. Swords are flying as the two sides attack. Maximus' swinging sword takes off a head and becomes stuck in a tree stump. He grabs another from the scabbard on his saddle as a lance thrust in its path fells his horse. Maximus is thrown to the ground in the middle of the foray. Momentarily stunned, he reacts in time to parry an axe swing. As the barbarian continues his attack, Maximus lashes out with his sword and cuts the man's legs from under him. Another Germanian attacks with a sword and Maximus manages to move out of the way, punching and stabbing. Finally getting to his feet, Maximus continues to stab the fallen enemy. He looks around for the next assault he collides with another man. Turning with a feral scream, his sword raised and ready, he recognizes one of his own men. With a fierce smile, Maximus and the soldier turn back to the battle.

EXT. TOP OF THE HILL

Marcus continues his steady watch over the battlefield.

EXT. GERMANIAN WARLORD

The warlord finishes off a legionary but before he has time to recover, another man rushes in and stabs him in the side. The barbarian stumbles, but does not fall. Another soldier strikes him from the opposite side, yet he still remains on his feet. A Roman strikes from behind – a vicious thrust to the neck. The warlord starts to fall.

EXT. MAXIMUS

Maximus punches twice before slashing a man across the chest. A scream from behind causes Maximus to turn. A man ablaze is charging him with an axe. Maximus parries the swing but trips and falls. Just as the fiery man starts to bring his axe down for the final blow, a cavalryman rides behind him and with a swing of his sword brings the barbarian down. Another Germanian charges only to be stopped in midswing by the WOLF OF ROME. The wolf, protecting his master, leaps and brings his jaws down on the man's hand.

Chaotic battle scenes with a wolf's growl audible in the background. We hear horses crying and the clash of metal against metal and bone. The fighting is feverish. A sucking sound is heard as the men struggle to maintain their balance on the muddy field.

EXT. BATTLEFIELD

Dozens of soldiers fighting, two standards of the Felix Legion are thrust into the ground nearby. We see one particular scene where a legionary kneels after stabbing an enemy, but he himself falls at the swing of a barbarian's sword. A cavalryman falling from his horse. A legionary crying. Maximus at one of the battle standards looks around. The battle is over. Roman soldiers are wandering around administering final blows to the wounded enemy. The brutal battle is over. Maximus raises his sword and triumphantly shouts

MAXIMUS

Roma victor!

Others raise their swords and cheer. Maximus standing in the middle of the dead and wounded, the remaining soldiers at his side, raises his sword and breathing heavily, again he cries out

MAXIMUS

Roma victor!

CENTURION

Roma victor!

EXT. HILLTOP

Marcus Aurelius slowly leans back and sighs. Rome is victorious, it is over.

INT. GUARDED ARMORED WAGON.

COMMODUS

Do you think he's really dying?

LUCILLA

He's been dying for ten years.

COMMODUS

If he weren't really dying, he wouldn't have sent for us.

LUCILLA

Maybe he just misses us.

COMMODUS

And the Senators. He wouldn't have summoned them if

LUCILLA

(interrupting)

Peace, Commodus. After two weeks on the road your incessant scheming is hurting my head.

COMMODUS

He's made his decision. He's going to announce it! He will name me. The first thing I shall do

(beat)

when

(beat)

is honor him with games worthy of his majesty.

LUCILLA

For now, the first thing I shall do is have a hot bath.

The wagon stops and there is a knock at the door.

ATTENDANT

Your highness.

Commodus steps out.

ATTENDANT

We look to be almost there, Sire.

A soldier steps forward.

SOLDIER

Sire.

COMMODUS

Where's the Emperor?

SOLDIER

He's at the front, Sire. They have been gone 19 days. The wounded are still coming in.

COMMODUS

My horse!

He mounts his horse, and then to Lucilla.

COMMODUS

Kiss?

Lucilla blows him a kiss.

EXT. BATTLEFIELD

The snow continues to fall and a cold wind blows through the trees and the bones of the men. Maximus is retrieving the sword he lost at the beginning of the battle. He removes the sword and turns to see Marcus Aurelius walking towards him. The soldiers rise and bow at his passing. Maximus bows as Marcus approaches.

MARCUS

You have proved your valor, yet again Maximus. Let us hope, for the last time.

MAXIMUS

There is no one left to fight, Sire.

MARCUS

There is always someone left to fight. How can I reward Rome's greatest general?

Cuts to his cheek and the bridge of his nose, his face splattered with the blood of his enemy, Maximus thinks for a moment.

MAXIMUS

Let me go home.

MARCUS

Ah. Home.

The two men walk through the debris of battle. Soldiers cheering as they pass.

MAXIMUS

They honor you, Caesar.

MARCUS

It is you, Maximus. They honor you.

They stop and Maximus raises his sword in acknowledgment to the cheers of his men.

EXT. COMMODUS

Commodus witnesses this spontaneous outburst and urges his horse forward, his guards following close behind. He dismounts and approaches Marcus.

COMMODUS

Have I missed it? Have I missed the battle?

MARCUS

You have missed the war.

COMMODUS

Father. Congratulations. I shall sacrifice 100 bulls to honor your triumph.

MARCUS

Save the bulls, honor Maximus. He won the battle.

Commodus acknowledges Maximus for the first time.

COMMODUS

General.

MAXIMUS

Highness.

COMMODUS

Rome salutes you and I embrace you as a brother. It has been too long my old friend.

MAXIMUS

(head bowed)

Highness.

COMMODUS

Here father, take my arm.

MARCUS

I think it is time

(beat)

for me to leave.

Marcus mounts his horse with difficulty. Maximus hands his sword to Quintus in order to help the aging monarch. Marcus looks at him with obvious affection.

MARCUS

(to Maximus)

So much for the glory of Rome.

Commodus observes this exchange. His hooded eyes filled with the pain of jealousy.

INT. TENT

A celebration is taking place. Music and laughter fill the air. Maximus enters and washes his hands in a bowl of water filled with red flowers. The water has been stained with their color and serves as a reminder of the blood of battle.

SOLDIER (V.O.)

Well, it was three of our legions against four thousand of them.

Maximus pauses at the sight of his hands in the red water. Looking into the crowd, he notices Marcus and Commodus. He strolls toward Quintus and Valerius, a smile on his face, he speaks first to Quintus.

MAXIMUS

General! Still alive?

QUINTUS

Still alive.

MAXIMUS

The gods must have a sense of humor.

They fondly embrace, Maximus cupping the back of Quintus head.

QUINTUS

The gods must love you.

Maximus reaches for Valerius hand.

MAXIMUS

Valerius.

VALERIUS

Back to your barracks, General? Or to Rome?

MAXIMUS

Home. The wife, the son, the harvest.

QUINTUS

Maximus the farmer. I still have difficulty imagining that.

MAXIMUS

You know dirt cleans off a lot easier than blood, Quintus.

Commodus approaches, the senators following.

COMMODUS

Here he is.

MAXIMUS

Highness.

Commodus makes the introductions.

COMMODUS

Senator Gaius. Senator Falco. Beware of Gaius, he will pour honeyed potion in your ear and you will wake up one day and all you'll say is, 'Republic! Republic! Republic!'

GAIUS

Well, why not? Rome was founded as a Republic.

COMMODUS

Yes, and in a republic the senate has the power. But Senator Gaius is not influenced by that, of course.

FALCO

Where do you stand General, Emperor or Senate?

MAXIMUS

(smiling warily)

A soldier has the advantage of being able to look his enemy in the eye, Senator.

GAIUS

But with an army behind you, you could become extremely political.

COMMODUS

I warned you, but I shall save you. Senators.

He nods to the senators and leads Maximus aside.

COMMODUS

I'm going to need good men like you.

MAXIMUS

How may I be of service, Highness?

COMMODUS

You are man who knows what it is to command. You give your orders, the orders are obeyed and the battle is won. But these Senators, they scheme and squabble and flatter and deceive. Maximus we must save Rome from the politicians.

(glancing at Marcus)

Can I count on you

(beat)

when the time comes?

MAXIMUS

(following Commodus glance)

Highness, when your father releases me I intend to return home.

COMMODUS

Home, well, no one has earned it more. Don't get too comfortable

(beat)

I may call on you before long.

Maximus is troubled by the reference to future service.

COMMODUS

Lucilla is here. Did you know? She has not forgotten you. And now you are the great man.

INT. MARCUS TENT

Marcus enters and observes Lucilla and her maid discretely admiring the gathered men through the curtain.

LUCILLA

(murmuring)

Maximus.

The maid notices Marcus' entrance and pulls away, Lucilla drops the curtain.

MARCUS

If only you had been born a man. What a Caesar you would have made.

LUCILLA

Father.

She walks towards him and kisses his cheek.

MARCUS

You would have been strong. I wonder

(beat)

would you have been just.

LUCILLA

I would have been what you taught me to be.

MARCUS

Oh. How was your journey?

They walk arm-in-arm.

LUCILLA

Long. Uncomfortable.

(beat)

Why have I come?

MARCUS

I need your help

(beat)

with your brother.

LUCILLA

Of course.

MARCUS

He loves you, he always has and

(beat)

he will need you now, more than ever.

(pauses contemplating his next words)

Enough of politics. Let us pretend that you are a loving daughter and I am a good father.

LUCILLA

This is a pleasant fiction, isn't it?

EXT. CAMP

Fire pits attempt to warm the chill of a light snowfall. Maximus is walking through the camp, greeting his men as they rest. Some are eating; some are sharpening weapons. Maximus approaches a horse and strokes its head. His attention is suddenly caught by the unmistakable sound of swords clashing. Commodus and his guards, shirtless in the cool weather, are engaged in exercise. Commodus proves to be an expert swordsman.

INT. MARCUS TENT

Marcus is sitting hunched over his writing desk. Maximus enters and stands at attention. Marcus seems unaware of his presence. Maximus hesitates and then turns his gaze to Marcus.

MAXIMUS

You sent for me Caesar?

(beat)

Caesar?

Marcus puts down his pen and scratches his nose.

MARCUS

Tell me again Maximus, why are we here?

MAXIMUS

For the glory of the Empire, Sire.

MARCUS

Ah yes

(beat)

Ah yes. I remember. Do you see that map, Maximus? That is the world, which I created. For 25 years, I have conquered, spilt blood, expanded the Empire. Since I became Caesar, I have known four years without war

(beat)

four years of peace in 20. And for what? I brought the sword, nothing more.

Sounds from outside can be heard. The wind howling against the tent, horses whinny, dogs bark and from inside, the tent creaks, straining against the wind.

MAXIMUS

Caesar, your life

MARCUS

(interrupting)

Please, please don't call me that. Come, please, come sit. Let us talk, together now. Very simply, as men. Well Maximus

(beat)

talk.

Marcus motions for Maximus to sit.

MAXIMUS

5000 of my men are out there in the freezing mud. 3000 are bloodied and cleaved. 2000 will never leave this place. I will not believe that they fought and died for nothing.

MARCUS

And what would you believe?

MAXIMUS

They fought for you and for Rome.

MARCUS

And what is Rome, Maximus?

MAXIMUS

I have seen much of the rest of the world. It is brutal and cruel and dark. Rome is the light

MARCUS

Yet you have never been there. You have not seen what it has become. I am dying Maximus. When a man sees his end, he wants to know that there has been some purpose to his life. How will the world speak my name in years to come? Will I be known as the philosopher, the warrior, the tyrant? Or will I be the emperor who gave Rome back her true self? There was once a dream that was Rome. You could only whisper it. Anything more than a whisper and it would vanish. It was so fragile and I fear that it will not survive the winter. Maximus let us whisper now. Together, you and I. You have a son?

MAXIMUS

(nodding)

MARCUS

Tell me about your home.

Surprised at the levity, Maximus relaxes and a visible peace comes over him.

MAXIMUS

My house is in the hills above Trujillo. Very simple place, pink stones that warm in the sun. Kitchen garden that smells of herbs in the day, jasmine in the evening. Through the gate is a giant poplar. Figs, apples, pears. The soil, Marcus, black

(beat)

black like my wife's hair. Grapes on the south slopes, olives on the north.

(chuckles and rubs his thigh)

Wild ponies play near my house, they tease my son. He wants to be one of them.

MARCUS

When was the last time you were home?

MAXIMUS

Two years, 264 days and this morning.

MARCUS

I envy you, Maximus. It is a good home? Worth fighting for?

Maximus nods and Marcus rises.

MARCUS

There is one more duty that I ask of you before you go home.

Maximus rises and snaps to attention.

MAXIMUS

What would you have me do Caesar?

MARCUS

I want you to become the protector of Rome after I die. I will empower you to one end alone

(beat)

to give power back to the people of Rome and end the corruption that has crippled it.

A look of despair comes over Maximus as he tries to control his emotions.

MARCUS

Won't you accept this great honor that I have offered you?

MAXIMUS

With all my heart, no.

Marcus has approached and now tenderly cradles Maximus head in his hands.

MARCUS

Maximus that is why it must be you.

MAXIMUS

But surely a prefect, a senator, somebody who knows the city, who understands her politics...

MARCUS

(interrupting)

But you have not been corrupted by her politics.

MAXIMUS

And Commodus?

MARCUS

Commodus is not a moral man; you have known that since you were young. Commodus cannot rule, he must not rule. You are the son that I should have had. Commodus will accept my decision. He knows that you command the loyalty of the army.

Before answering, Maximus swallows hard. He finds it hard to speak.

MAXIMUS

I need some time, Sire.

Marcus moves to his cot again.

MARCUS

Yes. By sunset, I hope you will have agreed. Now embrace me as my son and bring an old man another blanket.

EXT. EMPEROR'S TENT

Maximus hesitates, troubled. Lucilla steps out of an adjacent tent. She appears to have been waiting for Maximus. In the background can be heard the sounds of anvils clanging, dogs barking and horses neighing and the cry of a hawk overhead.

LUCILLA

My father favors you now.

MAXIMUS

My lady.

LUCILLA

T'was not always so.

MAXIMUS

Many things change.

LUCILLA

Many things, not everything.

Maximus turns to leave.

LUCILLA

Maximus stop. Let me see your face. You seem upset.

MAXIMUS

I lost many men.

LUCILLA

What did my father want with you?

MAXIMUS

To wish me well before I leave for home.

He turns and begins to leave.

LUCILLA

You are lying. I could always tell when you were lying because you were never any good at it.

Maximus turns back and approaches her.

MAXIMUS

I never acquired your comfort with it.

LUCILLA

True. But then you never had to. Life is more simple for a soldier. Or do you think me heartless?

MAXIMUS

I think you have a talent for survival.

Once again, he turns to leave.

LUCILLA

(laughing)

Maximus stop. Is it really so terrible seeing me again?

MAXIMUS

No, I am tired from battle.

LUCILLA

It hurts you to see my father so fragile.

Maximus nods.

LUCILLA

Commodus expects that my father will announce his succession within days.
Will you serve my brother as you have served my father?

MAXIMUS

I will always serve Rome.

LUCILLA

Do you know, I still remember you in my prayers. Oh yes, I pray.

MAXIMUS

I was sad to hear of your husband's death. I mourned him.

LUCILLA

Thank you.

MAXIMUS

And I hear you have a son?

LUCILLA

Yes, Lucius. He will be nearly 8 years old.

MAXIMUS

My son is also nearly 8.

(he smiles for just a moment)

I thank you for your prayers.

Lucilla watches him as he finally leaves.

INT. MAXIMUS TENT

Maximus kneels before his personal altar. It contains the icons of his religion and his family. Candles glow warmly.

MAXIMUS

(quietly)

Ancestors, I ask you for your guidance. Blessed Mother, come to me with the god's desire for my future. Blessed Father, watch over my wife and my son with a ready sword. Whisper to them that I live only to hold them again. Ancestors, I honor you and will try to live with the dignity you have taught me.

He kisses the icons of his wife and son and replaces them on the altar. He rises and moves to a nearby chair calling to his friend and servant, CICERO.

MAXIMUS

Cicero.

Cicero enters and hands Maximus a goblet then turns to put out the candles.

MAXIMUS

Do you ever find it hard to do your duty?

Cicero hands Maximus a goblet and turns to put out the candles.

CICERO

Sometimes I do what I want to do. The rest of the time, I do what I have to.

Maximus is rubbing his beard, thinking.

MAXIMUS

We may not be able to go home after all.

INT. MARCUS TENT

Commodus enters and gazes at a bust of his father. He reaches out to touch it as Marcus enters from behind.

MARCUS

Are you ready to do your duty for Rome?

COMMODUS

(smiling)

Yes, father.

MARCUS

You will not be Emperor.

COMMODUS

(smile turns to bewilderment)

Which wiser, older man is to take my place?

MARCUS

My powers will pass to Maximus to hold in trust until the Senate is ready to rule once more. Rome is to be a Republic again.

COMMODUS

Maximus?

Marcus reaches to Commodus, who pulls away.

MARCUS

My decision disappoints you?

COMMODUS

(fighting back tears)

You wrote to me once, listing the four chief virtues – wisdom, justice, fortitude and temperance. As I read the list, I knew I had none of them. But I have other virtues, Father. Ambition, that can be a virtue when it drives us to excel; resourcefulness; courage, perhaps not on the battlefield but there are many forms of courage; devotion, to my family, to you. But none of my virtues were on your list. Even then, it was as if you didn't want me to be your son.

MARCUS

Oh, Commodus, you go to far.

COMMODUS

(through tears)

I searched the faces of the gods for ways to please you, to make you proud. One kind word, one full hug while you pressed me to your chest and held me tight, would have been

like the sun on my heart for a thousand years. What is it in me you hate so much? All I ever wanted was to live up to you, Caesar. Father.

Marcus kneels in front of Commodus, arms raised.

MARCUS

Commodus, your fault as a son

(beat)

is my failure as a father.

Commodus slowly embraces him, together they weep.

COMMODUS

Father, I would butcher the whole world if you would only love me!

Marcus begins to struggle and it becomes obvious that Commodus is pressing his fathers face tightly to his body, suffocating him. Commodus cries aloud, sounding like a child in pain.

INT. MAXIMUS TENT

The howl of a dog can be heard. Quintus enters and reaches out to awaken Maximus who quickly pulls a dagger. He smiles with embarrassment when he realizes who has awakened him.

QUINTUS

Maximus. The Emperor needs you. It is urgent.

INT. MARCUS TENT

Commodus pulls back the tent flap and bids Maximus and Quintus enter.

COMMODUS

Lament with me brother. Our great father is dead.

Maximus shocked turns to Marcus body and places a hand to his forehead and then to the dead Emperor's throat, checking for signs of life.

MAXIMUS

How did he die?

COMMODUS

The surgeon said there was no pain. His breath gave out as he slept.

Maximus leans down and kisses Marcus forehead.

MAXIMUS

(whisper)

Father.

COMMODUS

Your Emperor asks for your loyalty, Maximus. Take my hand. I only offer it once.

Maximus turns from Marcus, looks at Lucilla who is sitting in the corner, eyes moist with grief. He ignores Commodus outstretched hand and walks from the tent, calling to Quintus as he leaves.

MAXIMUS

Quintus!

Quintus looks to Commodus. Commodus nods. The command has already been given and Quintus follows Maximus from the tent.

Lucilla, sitting to the side has observed the previous exchange. She now steps forward, slaps Commodus, then lifts his hand, and kisses it. She has been crying.

LUCILLA

Hail, Caesar.

INT. MAXIMUS TENT

He is rushing about, buckling his armor, Cicero assists him.

MAXIMUS

I must talk to the senators. I need their counsel. Wake Gaius and Falco.

CICERO

Gaius and Falco.

MAXIMUS

Sword!

CICERO

Sword.

Cicero goes off to collect the sword and he is behind a curtain ready to hand Maximus his sword when Quintus enters.

QUINTUS

Maximus, please be careful, that was not prudent.

MAXIMUS

Prudent? The Emperor has been slain

QUINTUS

The Emperor died of natural causes.

MAXIMUS

Why are you armed Quintus?

QUINTUS

Guards!

They enter quickly, grabbing Maximus arms and holding them behind his back. He is turned facing the curtain that Cicero is behind. Quietly, Cicero begins to draw the sword from its scabbard and Maximus shakes his head no. The time is not right.

QUINTUS

Please don't fight Maximus. I am sorry. Caesar has spoken.

(to the guards)

Ride until dawn

(beat)

and then execute him.

MAXIMUS

Quintus, look at me. Look at me! Promise me that you will look after my family.

QUINTUS

Your family will meet you in the afterlife.

Maximus struggles to free himself only to have one of the guards hit him across the back of his head with the hilt of a sword. A vision of his wife and son, his land and home, and of himself walking through a wheat field flashes before him.

EXT. EXECUTION GROUND

Maximus is in the lead as they walk over uneven ground. Two guards remain on the road while two others escort him to the execution ground. The forest floor is filled with broken branches, the devastation of battle and the skeletal remains of the fallen. Maximus carefully steps over the debris, his hands tied in front of him.

GUARD

Kneel.

The men position themselves for the execution, one man to the left, the other to the right of the prisoner. Maximus sinks to his knees and silently prays as images of home return.

MAXIMUS (V.O)

Blessed Father, watch over my wife and son, whisper to them that I live only to hold them again.

MAXIMUS

At least give me a clean death

(beat)

a soldier's death.

The guard to his left moves behind Maximus and places his sword at the base of the condemned man's neck. The guard raises his arms to drive the blade home with his full weight. Maximus reaches up, grabs the sword and yanks it away from the startled guard. His bleeding hands gripping the sword, Maximus jumps to his feet and swings the handle at the would-be executioner, hitting him in the face and in the next instant draws the sword backwards, stabbing him in the chest. Yanking the sword free, he tosses it blade first into the air and catches it by the hilt. He now faces the first guard who is attempting to draw his own sword.

MAXIMUS

Frost

(beat)

sometimes it makes the blade stick.

Maximus swings the sword, slicing through the guards face, killing him instantly. Of the two guards left on the road, one hears a strange sound and turns just in time to see a spinning sword flying through the air straight towards his chest. He falls from his horse. The one remaining guard, unaware of what has happened is drinking from a flask hears

MAXIMUS

Praetorian!

The startled man turns to see Maximus standing alone and armed. The guard tosses the flask aside and draws his own sword in one motion. He urges his horse forward and raises his arm to cut Maximus down, but at the last minute, Maximus switches sides. The Praetorian swings, Maximus swings. The momentum of the horse carries the guard forward and as he begins to turn to come back again, he falls off his horse. Dead. Maximus drops to one knee and runs his hand under his shoulder armor. He has been severely wounded and is bleeding. He collects two horses and begins the long journey home.

EXT. ON ROAD

After a long run under a full moon, Maximus finally stops to rest and nurse his wound. His mind races with thoughts of his family and of Marcus.

MARCUS (V.O)

When was the last time you were home?

MAXIMUS (V.O.)

Two years, 264 days and this morning...Blessed Father, watch over them with a ready sword...with the dignity you have taught me...whisper to them that I live only to hold them again...my wife and son with a ready sword...for all else is dust and air...whisper that I live only to hold them again...for all else is dust and air.

Back on the road with only one horse this time. Maximus exhausted, has a vision of home – wheat fields and his son playing with a white pony, his wife watching.

Suddenly, the vision changes, the boy seeing an approaching group of riders, drops the pony's rope and races towards the riders

SON

(shouting)

Mama, I soldate (mother the guards).

his troubled mother following

SON

Papa! Papa!

The approaching men are Praetorian and they run over the boy knocking him to the ground. His mother looks on helplessly.

Maximus regains full consciousness and pushes his horse even harder. The wound on his arm is bleeding freely. His exhausted horse is sweaty and lathered as it strains under the run. Nearing his home, a pall of black smoke is seen rising over the countryside. His spent horse gives out and falls, throwing Maximus to the dirt where he groans heavily. The vision was real. Maximus with great effort rises and staggers the rest of the way. As he draws nearer to his home he see the burned bodies of his servants, his fields are smoldering. He pushes himself on. The site that greets him as he enters the courtyard is truly heartbreaking. Two charred bodies hang side-by-side, the burned and crucified bodies of his wife and son. Overcome with grief Maximus falls to his knees, the anguish more than he can bear. He pulls himself up and stumbles towards the bodies of his loved ones. Gently taking his wife's blackened feet in his cupped hands, he brings them to his lips. Agonized cries overcome him. He is next seen collapsed over two freshly dug graves. Flowers lovingly placed atop each one. He can take no more.

A Bedouin troupe, drawn by the smoke can be heard off camera. As they move about the sound of their rustling clothes and the tinkling of bells can be heard. They are speaking to each other.

BEDOUIN I

Hada mish huy? (This one's not alive?)

BEDOUIN II

Ma adri. (I don't know.)

One of the brigands nudges Maximus with his toe.

BEDOUIN I

Huy! (He's alive!)

BEDOUIN II

Kalbash'hu (Shackle him)

(beat)

Hada mish huy. (This one is still alive.)

EXT. WAGON

Maximus wakes to find himself on a wagon. He is slipping in and out of consciousness, into the afterlife. His eyes closed, he is floating along barely above the ground. The images are of a wall with pink stones, his home, a galloping white stallion and the wheat field. His hand touches the rocky ground he is hovering over and he becomes aware of a sound. Dazed, he sees his wife and son and himself, chained. A soft voice is heard. It is JUBA.

JUBA (O.S.)

You will meet them again, but not yet.

Maximus looks at his wound, teeming with maggots. He reaches to remove them and the voice is heard again. This time we see a face.

JUBA

No, they will clean it. Wait and see.

Maximus looks into the friendly face of a Numidian and once again lapses into unconsciousness. He awakens later to the same face rising above his.

JUBA

Don't die; they will feed you to the lions. They are worth more than we are.

Maximus looks around and sees that he is part of a caravan of slaves and exotic animals winding through the desert. Juba turns Maximus' attention back to his wound, removes a paste from his mouth and gently places it in the gaping wound, creating a poultice.

JUBA

Better now? Clean. You see?

EXT. ZUCCABAR, A ROMAN PROVINCE

PROXIMO is sitting at a table, drinking tea as a SLAVE TRADER approaches him.

SLAVE TRADER

Proximo, my old friend. The day is a great day when you are here. Today is your most fortunate day.

Proximo looks suspiciously at the man and as he comes closer reaches out and grabs the other man's crotch.

PROXIMO

Those giraffes you sold me, they won't mate. They just walk around eating and not mating. You sold me queer giraffes. I want my money back.

SLAVE TRADER

Not a chance.

Proximo squeezes harder.

SLAVE TRADER

I'll do a special price for you!

PROXIMO

On what?

SLAVE TRADER

Have you seen my new stock? Come and see them.

With one final squeeze, Proximo releases the man.

EXT. MARKETPLACE

Slaves sitting and standing waiting their fate.

PROXIMO

Do any of them fight? I've got a match coming up?

SLAVE TRADER

Some are good for fighting, others for dying. You need both, I think.

PROXIMO

Get up.

Proximo inspects Juba, slapping his body to check for muscle tone.

PROXIMO

What was your trade?

JUBA

I was a hunter.

SLAVE TRADER

No, no, I bought him from a salt mine in Carthage.

(impatiently motions for Juba to sit)

Sit down.

Proximo moves towards Maximus who is sitting in the dirt, weak and almost lifeless. He prods Maximus' wounded arm, a tattoo, "SPQR" is visible above the festering gash.

PROXIMO

The mark of the legion

(beat)

deserter?

SLAVE TRADER

Maybe, but who cares? He's a Spaniard.

PROXIMO

I will take 6 for 1,000.

SLAVE TRADER

1,000? The Numidian alone is worth 2,000!

PROXIMO

(not impressed)

These slaves are rotten!

SLAVE TRADER

It adds to the flavor.

Proximo turns to leave.

SLAVE TRADER

No, no, wait, wait, wait. We can negotiate.

PROXIMO

I'll give you 2,000 and four for the beasts. That's 5,000 for an old friend.

EXT. PROXIMO'S COMPOUND

Proximo is riding in a cart drawn by white asses; he impatiently orders his entourage to hurry.

PROXIMO

Come on, how long does it take to get into my own house?

Following his cart is a wagon carrying his newly purchased merchandise.

Upon arriving, the men are lined up and dusted to rid them of vermin.

A caged lion is being fed, vultures tear at a pile of rotting corpses and earlier arrivals are going through training. As the new slaves watch, one of the recruits is shot through with an arrow.

PROXIMO

I am Proximo. I shall be closer to you for the next few days which will be the last of your miserable lives than that bitch of a mother that brought you screaming into this world. I did not pay good money for you for your company. I paid it so that I could profit from your death and as your mother was there at your beginning, so I shall be there at your end. And when you die, and die you shall, your transition shall be to the sound of

(claps his hands)

Gladiators, I salute you.

EXT. TRAINING AREA

Each slave is given a test of courage and skill. Proximo is heard calling out

PROXIMO

Yellow! Red!

Juba is next. He is given a wooden sword as he steps forward. Proximo's lead gladiator HAGEN pushes Juba backwards, then Juba takes the initiative and pushes Hagen back.

HAGEN

Good.

PROXIMO

Red.

Hagen shows his respect to Juba for having earned the red, and turns next to Maximus who is sitting unconcerned in the shade.

HAGEN

Spaniard!

Maximus looks slowly, side to side. He gets up, walks towards Hagen and is handed a sword. Looking Hagen in the eye, he tosses the sword to the ground, refusing to take part.

Hagen looks to Proximo for direction. Proximo nods and Hagen slams the broad side of his sword into Maximus stomach. Maximus stumbles but pulls himself upright. Hagen is about to hit him once again, this time to his neck when Proximo stops him.

PROXIMO

That is enough for the moment. His time will come.

Maximus looks at Hagen with a slight grin of defiance and turns to reclaim his spot in the shade but not before receiving the “yellow”.

HAGEN

Next.

INT. SLAVE QUARTERS

Juba is standing in the doorway observing Maximus.

JUBA

Spaniard, why don't you fight? We all have to fight.

Maximus looks up at Juba and continues to scrape at his shoulder tattoo with a sharp stone. Blood is flowing freely as he works to remove the Mark of the Legion.

JUBA

Is that a sign of your gods?

Maximus nods, a sardonic smile spreading across his face.

JUBA

Will that not anger them?

Maximus smiles at the irony of the question and continues to scrape.

EXT. ZUCCABAR - MARKET PLACE

Camels carry heavy loads to the bazaar and people to the arena. Dogs run about barking while vultures circle overhead. Banners are flapping in the wind above the arena. Proximo's slaves, shackled to a pole, walk through the market place. They are on the way to the arena. Newly dyed yarn hangs overhead drying in the sun. Red dye drips on the men as they make their way to the arena. A white bull is seen with red dye poured along its back. Proximo follows closely behind, protected from the dye by a large umbrella.

Hagen speaks to Maximus.

HAGEN

The gods favor you. Red is the god's color. You will need their help today.

INT. UNDER THE ARENA

Proximo and his slaves are gathered together for one final pep talk. The crowd can be heard cheering and stamping their feet. Dust seeps through the boards of the roof.

PROXIMO

Some of you are thinking you won't fight, some that you can't fight. They all say that until they are out there. Listen.

He pulls a sword and jabs it forward.

PROXIMO

Thrust this into another man's flesh and they will applaud and love you for that. You

(beat)

you may begin to love them for that.

He slams the sword point into a wooden table in front of the men.

PROXIMO

Ultimately, we're all dead men, sadly, we cannot choose how, BUT we can decide how we meet that end in order that we are remembered as men.

Maximus listens intently. Proximo's words are reminiscent of Marcus' words following the battle in Germania. "When a man sees his end he wants to know that there has been a purpose to his life. How will the world speak my name...?" Maximus reaches down, picks up a handful of dirt and lets it fall from one hand to the other and then rubs the dirt into his hands. He has decided to fight. He will not give up the honor of dying like a man.

The men are paired up, red to yellow. Maximus is paired with Juba. Hagen is paired with a frail, frightened scribe. They are lined up waiting for the gate to open when the scribe, standing in front of Maximus loses control of his bladder. Maximus notices and takes a step backwards. Hagen closes his eyes as if in prayer.

The gate is thrown open and andabata, gladiators garbed as monsters from Greek and Roman myth, await them. The first man out is immediately hit on the head, his skull crushed by a spike ball. Blood and gore fly as the others enter the arena after him. A dozen gladiators closing in. Proximo is watching from above. The slaves are dressed in simple tunics and are bareheaded. They carry only simple swords and small round shields. The andabata have huge iron helmets and tunics of chain mail. Their sword arms are sheathed in sleeves of jointed metal. They carry swords, battle-axes and tridents.

Side by side, their chain dangling between them, Maximus and Juba enter the arena and attack as one. Juba is under attack from an andabata wielding both a sword and a broadaxe. He is much surprised to see Maximus attacking with ferocity. Maximus releasing the anguish and rage held in check until now slays his attacker with one blow, thrusting his sword into the other man's neck. Juba is about to receive a mortal blow when Maximus yanks the chain connecting the two and pulls Juba out of immediate danger. He blocks an oncoming blade with his shield and stabs the man in the chest with his sword. His thrust is so powerful; the blade emerges from the man's back.

Hagen fighting with such power is dragging his much weaker partner along. A minotaur attacks and kills the scribe, Hagen kills the minotaur and with one powerful swing, slices through the wrist of the dead scribe. The chain attached to his own wrist becomes another weapon and he swings it, effectively taking out two more opponents. As the fighting continues, Hagen lifts a man and impales him on a horn adorning the side of the arena.

Maximus is swinging his shield, his sword held in the hand that is chained to Juba. They make a good team. At last, only one huge gladiator is left. He is carrying a long handled trident. Juba has taken up a position behind and over Maximus shoulder, both men's swords pointed at the giant. They turn the trident on the man, piercing his midsection. They stand back exhausted and unbelieving as the crouching man pulls the weapon from his stomach and stands ready. Maximus and Juba spin and garrote the man with their connecting chain, knocking him down. Together they stab, finishing off the final opponent. The crowd erupts in excitement as the "new gladiators" look around at the carnage. Maximus looks on in disgust and turns with Juba towards the gate, ignoring the cheering crowd.

EXT. ROME – STEPS OF THE SENATE

Roman soldiers line the streets as the crowds cheer and jeer. Praetorian Guards line the final distance. Senators GRACCHUS, Falco and Gaius stand at the portico of a large building, the long sweeping stairway in front of them leads down to a plaza filled with citizens of Rome awaiting the arrival of their new emperor. Commodus and Lucilla enter in a chariot driven by a Praetorian.

GRACCHUS

He enters Rome like a conquering hero. But what has he conquered?

FALCO

Give him time. He's young. I think he could do very well.

GRACCHUS

For Rome

(beat)

or for you?

Gracchus bends down to the boy beside him, it is LUCIUS.

GRACCHUS

Go to your mother. It's what she would want.

LUCIUS

Mother!

Lucius rushes down to meet his mother, and they embrace warmly. Commodus continues upwards. Children hand him flowers. He nods to them and then turns to the senators.

COMMODUS

Senators.

FALCO

Rome greets her new Emperor. Your loyal subjects bid you welcome, Highness.

COMMODUS

Thank you Falco, and for the loyal subjects, I trust they were not too expensive.

GRACCHUS

(greeting Commodus)

Caesar.

COMMODUS

Gracchus.

GRACCHUS

All Rome rejoices in your return, Caesar. There are many matters that require your attention.

EXT. SENATE CHAMBERS

The senators are gathered and Gracchus is speaking.

GRACCHUS

For your guidance Caesar, the Senate has prepared a series of protocols to address the many problems in the city, beginning with basic sanitation for the Greek quarter to combat the plague, which is already springing up here. So if Caesar...

Obviously bored, Commodus is spinning his sword on its tip on the marble floor. He interrupts.

COMMODUS

Shhh. Don't you see Gracchus? That's the very problem, isn't it? My father spent all his time at study, at books, learning and philosophy. He spent his twilight hours reading scrolls from the Senate. All the while, the people were forgotten.

He rises and brings his sword to rest across his shoulders. He begins to pace.

GRACCHUS

But the Senate is the people, Sire, chosen from among the people, to speak for the people.

COMMODUS

I doubt if many people eat so well as you do Gracchus, or have such splendid mistresses, Gaius. I think I understand my own people.

GRACCHUS

Then perhaps Caesar would be so kind as to teach us, out of his own extensive experience.

Laughter is heard from the other senators.

COMMODUS

I call it love. The people are my children and I their father. I shall hold them to my bosom and embrace them tightly

GRACCHUS

(interrupting)

Have you ever embraced someone dying of plague, Sire?

Commodus stops pacing and turns to face Gracchus bringing his sword down from his shoulder.

COMMODUS

No, but if you interrupt me again, I assure you, that you shall.

Lucilla recognizing the potentially dangerous moment steps forward. Commodus turns and leaves the room.

LUCILLA

Senator, my brother is very tired. Leave your list with me. Caesar shall do all that Rome requires.

GRACCHUS

My lady, as always, your lightest touch commands obedience.

Gracchus hands a scroll to Lucilla.

INT. PALACE – COMMODUS CHAMBERS

He is struggling to remove the baldric that holds his sword. Lucilla assists him.

COMMODUS

Who would deign to lecture me?

LUCILLA

Commodus, the senate has its uses.

COMMODUS

What uses? All they do is talk. It should be just

(beat)

you and me, and Rome.

LUCILLA

Don't even think it. There has always been a senate.

COMMODUS

Rome has changed. It takes an emperor to rule an empire.

LUCILLA

Of course, but leave the people their

(beat)

She hesitates, searching for the right word.

COMMODUS

Illusions?

LUCILLA

Traditions.

COMMODUS

My father's war against the barbarians, he said it himself. It achieved nothing.
But the people loved him.

LUCILLA

People always love victories.

COMMODUS

Why? They didn't see the battles? What do they care about Germania?

LUCILLA

They care about the greatness of Rome.

COMMODUS

The Greatness of Rome? Well what is that?

LUCILLA

It's an idea, greatness. Greatness. Greatness is a vision.

COMMODUS

Exactly. A vision. Do you not see, Lucilla? I will give the people a vision of Rome and they will love me for it. And they'll soon forget the tedious sermonizing of a few dry old men

He extends his hand to her and without hesitation, she accepts it. Commodus raises her hand to his lips and kisses it.

COMMODUS

I will give the people the greatest vision of their lives.

A hand reaches into a model of the Colosseum and places a figure on the arena's floor. It is Commodus.

An aerial scene of the great Colosseum. The splendor of Rome.

EXT. ROME – MARKET

Gaius approaches Gracchus at an outdoor café. Gaius is waving a leaflet advertising “Gladiators Violante.”

GAIUS

Games. 150 days of games!

GRACCHUS

He's cleverer than I thought.

GAIUS

Clever? The whole of Rome would be laughing at him if they weren't so afraid of his Praetorian.

GRACCHUS

Fear and wonder. A powerful combination.

GAIUS

You really think the people will be seduced by that?

GRACCHUS

I think he knows what Rome is. Rome is the mob. He will conjure magic for them and they will be distracted. He will take away their freedom, and still they will roar. The beating heart of Rome is not the marble floor of the Senate; it is the sand of the Colosseum. He will give them death, and they will love him for it.

EXT. ZUCCHABAR – GLADIATOR’S CELL

Proximo’s gladiators are waiting their turn in the arena. They sit in two rows facing each other. Maximus is at the head of the group. He is honing the edge of his sword. The crowd is yelling for him.

CROWD

Spaniard! Spaniard! Spaniard!

Maximus has gained popularity as well as a name. He rises and walks fearlessly between the seated men. They speak his name as he passes.

GLADIATOR

Spaniard.

The crowd continues to cheer.

CROWD

Spaniard!

Maximus steps out to face, not one but five opponents and the crowd falls silent. He acknowledges the men with a nod and then methodically, one-by-one and without emotion Maximus defeats each one. The final man earning special treatment. Maximus using two swords first plunges them into the other man’s stomach and when he doesn’t drop, Maximus pulls the swords out and beheads the man with a scissor action. Having defeated this last challenger, Maximus looks up at the crowd, bloody swords in both hands. He hurls one sword high into the stands, striking a table and startling those nearby. The crowd grows silent and Maximus screams out

MAXIMUS

Are you not entertained? Are you not entertained? Is this not why you are here?

He throws the final sword to the ground, spits in disgust and turns to leave the arena. The crowd grows wild and cheer even louder.

CROWD

Spaniard! Spaniard! Spaniard!

He stops and looks on in amazement.

INT. PROXIMO'S QUARTERS

PROXIMO

What do you want? Hmmm? Girl? Boy?

MAXIMUS

You sent for me?

PROXIMO

Yes, I did. You are good, Spaniard, but you're not that good. You could be magnificent.

MAXIMUS

I am required to kill, so I kill. That is enough.

PROXIMO

That's enough for the provinces but not for Rome.

Proximo throws a tidbit to a chained hyena.

PROXIMO

The young Emperor has arranged a series of spectacles to commemorate his father, Marcus Aurelius. I find it amusing since it was Marcus Aurelius, the wise, the all-knowing Marcus Aurelius, who closed us down. So finally after five years of scratching a living in flea infested villages we are finally going

back to where we belong, the Colosseum. Oh, you should see the Colosseum, Spaniard. 50,000 Romans watching every movement of your sword, willing you to make that killer blow. The silence before you strike, and the noise afterwards. It rises, rises up like...like...like a storm, as if you were the Thunder God himself.

MAXIMUS

You were a gladiator?

PROXIMO

(responding proudly, possibly remembering times past)

Yes, I was.

MAXIMUS

You won your freedom?

PROXIMO

A long time ago the emperor presented me with a rudius. It's just a wooden sword, a symbol of your freedom. He touched me on the shoulder, and I was free.

MAXIMUS

(laughing in disbelief)

You knew Marcus Aurelius?

PROXIMO

(proudly and indignantly)

I did not say I knew him. I said he touched me on the shoulder once.

Maximus moves closer and speaks more intimately.

MAXIMUS

You asked me what I want. I too, want to stand in front of the Emperor

(raising his left eyebrow, he nods)

as you did.

PROXIMO

Then listen to me. Learn from me. I wasn't the best because I killed quickly. I was the best because the crowd loved me. Win the crowd and you'll win your freedom.

Maximus stands as if at attention like the general he once was. He ponders this information, sadness still evident on his face but the sadness seems to change to determination.

MAXIMUS

I will win the crowd. I will give them something they have never seen before.

PROXIMO

Ha! So, Spaniard, we shall go to Rome together and have bloody adventures and the great whore will suckle us until we are fat and happy and can suckle now more. And then, when enough men have died...perhaps you will have your freedom. Here

(beat)

use this.

He tosses Maximus a leather cuirass (chest armor). Maximus turns to leave and Proximo turns to the window, raising both arms in victory.

EXT. ROOFTOP

JUBA

It is somewhere out there, my country, my home. My wife is preparing food. My daughters carry water from the river. Will I ever see them again? I think not.

MAXIMUS

Do you believe that you will see them again when you die?

JUBA

I think so, but then, I will die soon. They will not die for many years. I will have to wait.

MAXIMUS

But you would

(beat)

wait?

PROXIMO

Of course.

MAXIMUS

You see, my wife and my son are already waiting for me.

JUBA

You will meet them again. But not yet.

(taking Maximus hand)

Not yet.

Maximus gazes off into the distance.

MAXIMUS

Not yet

(beat)

not yet.

EXT. ROAD TO ROME

Panoramic view of the sky filled with rolling storm clouds that thunder in the distance. A wagon carrying the gladiators comes within sight of the city. Children run alongside. In the distance, Rome.

EXT. ROME – OUTSIDE THE COLOSSEUM

The gladiators upon alighting from the wagon gaze in awe at the giant structure. A flock of birds fill the sky. Proximo walk up to a statue of Mars.

PROXIMO

Good to see you again, old friend.

He touches his lips to transfer a kiss to the statues foot in homage.

PROXIMO

Bring me fortune.

JUBA

Have you ever see anything like that before? I didn't know man could build such things.

Maximus looks overwhelmed by the sight and shakes his head. Proximo looks at him.

PROXIMO

Win the crowd.

INT. PALACE – LUCIUS ROOM

Commodus is standing over the sleeping Lucius. Lucilla walks in obviously concerned.

COMMODUS

He sleeps so well because he is loved.

LUCILLA

Come brother, it is late.

INT. PALACE – COMMODUS ROOM

Commodus is leaning over his writing desk, holding his head. Lucilla is mixing a tonic.

COMMODUS

I will make Rome the wonder of the ages. That is what Gracchus and his friends don't understand. All my desires are splitting my head into pieces.

Lucilla hands him the tonic.

LUCILLA

Commodus. Drink this tonic.

He takes it with no hesitation.

COMMODUS

I think the time is almost right. I'm going to announce the dissolution of the senate in celebration to honor our father. Do you think I should? Are the people ready?

LUCILLA

I think you need your rest now.

COMMODUS

Will you stay with me?

LUCILLA

Still afraid of the dark, brother?

He looks over his shoulder and smiles painfully.

COMMODUS

Still? Always. Stay with me tonight?

LUCILLA

You know I won't.

COMMODUS

Then kiss me.

She leans closer and placing both her hands to the sides of his head, she kisses his forehead.

LUCILLA

Sleep brother.

EXT. COLOSSEUM

A cacophony of sounds fill the air – the hissing sounds of a fire-eater, horses whinny, dogs bark, an elephant roars. Vendors are calling out their wares, the crowd laughs and shouts as the shackled gladiators approach the Colosseum. Prostitutes throw their arms around the men, whispering in their ears as they pass. A woman grabs Maximus and kisses him on the cheek. He pulls free with a look of amusement. Gamblers are posting their bets and placing their marks on a board. Proximo and CASSIUS are discussing the upcoming spectacle.

PROXIMO

The Emperor wants battles and I don't want to sacrifice my best fighters.

CASSIUS

The crowd wants battles so the Emperor gives them battles. You get the Battle of Carthage.

PROXIMO

The Massacre of Carthage!

As he passes, he calls out to an acquaintance.

PROXIMO

Guten tag. (how do you do?)

(to Cassius)

Why don't you get the beggars and thieves from the prisons?

CASSIUS

We've done that.

PROXIMO

If you want to give away the best gladiators in the empire, then I want double the rates.

CASSIUS

You will get your contract rates or you will get your contract canceled. If you don't like it, then you can crawl back down that shit hole that you came from.

Cassius plops a red curly wig on his nearly bald head and walks off.

INT. GLADIATOR CELLS

The gladiators in their cells are on display. Young Lucius, followed by a servant, is walking along examining the new gladiators. He stops at Maximus cell. Maximus is sitting quietly and looks up at the young boy. Lucius motions him to come forward. With a slight smile, Maximus rises and steps forward.

LUCIUS

Gladiator, are you the one they call Spaniard?

MAXIMUS

Yes.

LUCIUS

They said you were a giant. They said you could crush a man's skull with one hand.

Maximus holds out his hand, turning it over and looking at it.

MAXIMUS

A man's? No...

He holds his hand out to Lucius.

MAXIMUS

(grinning)

...but a boy's...

LUCIUS

(returning the smile)

They have good horses in Spain?

He points to Maximus leather chest armor.

MAXIMUS

Some of the best. This is Argento, this is Scato

(beat, indicating the figures on his armor)

They were my horses. They were taken from me.

LUCIUS

I like you, Spaniard. I shall cheer for you.

MAXIMUS

They let you watch the games?

LUCIUS

My uncle says it makes me strong.

MAXIMUS

What does your father say?

LUCIUS

My father is dead.

SERVANT

Master Lucius, it is time.

LUCIUS

I have to go.

MAXIMUS

Your name is Lucius?

LUCIUS

Lucius Verus. After my father.

A look of recognition comes over Maximus. Quietly he slips back into the shadows, searching the crowd for anyone that may give him away.

INT. COLOSSEUM – UNDER THE ARENA FLOOR

Sounds of anvils clanging and the roar of animals can be heard. A group of men descend on a platform. Proximo's gladiators walk through the area. Maximus reaches down and collects a handful of dirt. He lifts the dirt to his nose and inhales in his now familiar pre-battle ritual. They choose helmets and pilas (spears) and prepare themselves for whatever is to come. Maximus chooses a helmet with an attached face guard. They line up and a fight official addresses them with last minute instructions.

OFFICIAL

When the Emperor enters, raise your weapons, salute him and then speak together. Face the Emperor and don't turn your back on him. Go and die with honor.

Maximus takes a deep breath and follows the others up the ramp and out into the arena. The crowd is cheering madly. Trumpets and drums are heard. The gladiators look around, amazed at the overwhelming size and spectacle of 50,000 people chanting together.

CROWD

Caesar! Caesar! Caesar!

The gladiators turn to the Emperor's box and all but one salute.

GLADIATORS

We, who are about to die, salute you.

Maximus, the lone holdout, stands silent, refusing to salute. The hand holding his spear tightens and then loosens in anticipation.

CASSIUS

On this day, we reach back to hallowed antiquity to bring you a recreation of the second fall of Might Carthage. On the barren Plain of Zama, there stood the invincible armies of the Barbarian Hannibal. Ferocious mercenaries and warriors from all brute nations bent on merciless destruction. Commodus, your Emperor is pleased to give you

(shouting)

The Barbarian Horde!

On the arena floor Maximus is addressing the other gladiators.

MAXIMUS

Anyone here been in the army?

GLADIATOR #1

Yes.

GLADIATOR #2

I served with you in Vindobona.

MAXIMUS

(nodding)

You can help me. Whatever comes out of these gates, we've got a better chance of survival if we work together. Do you understand? If we stay together, we survive.

CASSIUS

The Emperor is pleased to bring you

(shouting)

The Legionnaires of Scipio Africanus.

The gates open and six chariots enter and circle the waiting gladiators. Each chariot carries an archer in golden armor. The chariots and archers begin the attack at once and a gladiator is crushed. Maximus shouted commands can be heard above the crowd.

MAXIMUS

Stay close.

An arrow brings down one man who does not heed the command. Hagen knocks an arrow aside with his shield.

MAXIMUS

Come together. Stay close. Lock your shields...stay as one...hold as one.

The men come together, Maximus standing in the center, his back to Juba's

MAXIMUS

Hold...hold...as one.

They thrust their pilas as one toward the spokes of the oncoming chariot.

MAXIMUS

Well done.

Still huddling in their circle, another chariot is speeding towards them and as it nears Maximus continues to shout orders.

MAXIMUS

Hold...diamond, diamond.

He is telling them to create a formation that will bring the chariot in closer and at the last minute they forms into the tesudo (tortoise). The Barbarians nearest the chariot do as ordered, changing their positions and the angles of their shields. The near wheel rides up the shields, unbalancing the chariot so that it heels over on its side, tossing out its occupants.

Hagen rushes out to collect their weapons and kicks the driver as he tries to stand. From another chariot comes an arrow hitting Hagen in the calf. As a second chariot passes, Juba throws a pila and hits the driver in the back, killing him and throwing his archer to the ground. Hagen stands unaware that he is about to be run over by yet another chariot. Maximus sees the danger and calling out him, throws himself at his friend, knocking him down and out of the way as the wheel's blades pass harmless over them.

The archer of the second chariot is trying to stand when the razor sharp wheel-blades slices her in half.

One chariot breaks a wheel, loses control, overturns and slides along the sandy floor. It crashes into the side of the arena, the driver hitting the wall headfirst.

Maximus calls out again.

MAXIMUS

This column to the chariot. This column stay with me.

Maximus' group runs to one of the chariots, quickly cutting one of the horses loose, Maximus leaps onto its back. He grabs a pila and begins to chase one of the remaining chariots. As he gets closer, he takes aim and throws the pila, killing the driver.

An archer using a device that shoots multiple arrows is attacked by Juba. He backhands the woman and knocks her to the ground, killing her with the spike on his helmet.

Maximus passes the chariot and now he is in the lead. They move towards a spot where the Barbarians have pulled together two overturned chariots. The pursuer is so focused he doesn't realize he's being led into a trap. At the last minute, Maximus horse leaps over the wreckage and his follower crashes into the mess. The Barbarians kill the driver.

Commodus is obviously enjoying the 'battle'. His mouth has fallen open and his tongue laps the air gleefully, like a child's. He tosses his head, side-to-side.

As Maximus rides by, Juba tosses him a sword. Maximus catches the sword and turns it in hand in one maneuver. He stops his horse at one end of the arena. The last two chariots are lined up coming directly at him. He points his sword to the right and commands.

MAXIMUS

Single column.

He points to his left.

MAXIMUS

Single column.

The Barbarians lined up as they are, force the chariots into a single column. Maximus roars as he charges between the two chariots. He beheads the Legionnaire on his right with a slashing swipe and with a backhanded swing; he beheads the Legionnaire on his left.

Juba and Hagen drag the drivers out and kill them with swords. Proximo is shown, thrilled at the win by his gladiators.

Having won the battle, Maximus turns his prancing horse around to face his 'army'. He is magnificent atop the beautiful white horse. He raises his sword in triumph as spontaneous cheers erupt around him

COMMODUS

My history's a little hazy Cassius, but shouldn't the barbarians loose the battle of Carthage?

CASSIUS

Yes, Sire. Forgive me, Sire.

COMMODUS

No, I rather enjoy surprises. Who is he?

Maximus races towards the celebrating men, tosses his sword down and grabs a pila. He raises it towards Commodus and the royal box.

CASSIUS

They call him the Spaniard, Sire.

COMMODUS

I think I'll meet him.

CASSIUS

Yes Sire.

Commodus gets up to leave and Maximus seeing his chance disappear, throws down the pila and dismounts to stand with the rest of the men. The crowd is wild.

The victorious gladiators relish in the crowds cheers. Gates open and a contingent of Praetorian guards enter and surround the gladiators.

PRAETORIAN

Drop your weapons.

Maximus nods to the other men and they all drop their weapons. The Praetorian speaks to Maximus.

PRAETORIAN

Gladiator, the Emperor has asked for you.

MAXIMUS

I am at the Emperor's service.

Commodus, with Quintus following close behind, enters and Maximus lowers his gaze to the blood stained sand. Seeing what he wants, he kneels as if in homage, but in reality uses the move to pick up an arrowhead, which he hides in his hand. The others follow Maximus lead and kneel. Lucius enters behind Commodus and they approach Maximus.

COMMODUS

Rise, rise. Your fame is well deserved, Spaniard. I don't think there has ever been a gladiator to match you. As for this young man.

Lucius is now standing in front of Commodus, Commodus arms affectionately holding the boy close.

COMMODUS

He insists you are Hector reborn, or was it Hercules? Why doesn't the hero reveal himself and tell us all your real name. You do have a name?

MAXIMUS

My name is Gladiator.

He turns to leave, his back to Commodus. He will not attempt to harm Commodus with Lucius present.

COMMODUS

How dare you show your back to me, Slave? You will remove your helmet and tell me your name.

The Praetorian take a ready-stand. The gladiators without weapons, move forward ready to fight if that is what their leader commands. Maximus stops, takes a deep breath and removes his helmet. He turns to face Commodus.

MAXIMUS

My name is Maximus Decimus Meridius. Commander of the Armies of the North, General of the Felix Legions, loyal servant to the true emperor Marcus Aurelius...father to a murdered son...husband to a murdered wife, and I will have my vengeance in this life or the next.

Commodus is clearly in shock and without words. Quintus just as surprised stands ready. Commodus stumbles and turns slightly towards Quintus as if for help. Lucius not understanding looks on in alarm.

QUINTUS

Arms!

The guards draw their swords.

In the royal box, Lucilla has jumped to her feet in amazement at seeing Maximus alive.

CROWD

Live! Live! Live! Live!

He brings his finger to his mouth, calling for silence.

COMMODUS

Shhh!

He extends his arm, struggling to maintain his composure; slowly his thumb comes up although it's obvious he wants to do the opposite. At his thumbs up, the crowd once again goes wild. He looks to the crowd accepting their cheers and then looks back to Maximus as if to say, "this is not over." He turns and leaves.

Quintus begins to follow but not before Maximus acknowledging his presence, raises his clinched fist to his heart in salute to his old comrade. Quintus stares back in astonishment. Not quite sure how to react, he slowly backs away from Maximus then turns and follows Commodus out of the arena.

Maximus raises his helmet in victory and the crowd and the other gladiators cheer. The 'Barbarians' leave the arena to return to their holding cells. They are lowered on a crude elevator platform and are met with the shouts and cheers of all the other gladiators.

GLADIATORS

Maximus! Maximus! Maximus!

Maximus stands tall and proud in the middle of his 'army'. Although he is shorter in stature than the majority of them, they are aware that they are in the presence of greatness.

INT. PALACE

Commodus is signing papers and handing them to a scribe. Lucilla walks in. Without looking up Commodus speaks.

COMMODUS

Why is he still alive?

LUCILLA

I don't know.

COMMODUS

He shouldn't be alive. It vexes me. I am terribly vexed.

He motions the scribe away and leans back in his chair.

COMMODUS

I did what I had to do. Had father had his way, the empire would have been torn apart. You do see that?

LUCILLA

Yes.

COMMODUS

What did you feel when you saw him?

LUCILLA

I felt nothing.

COMMODUS

He wounded you deeply, didn't he?

LUCILLA

No more than I wounded him.

COMMODUS

They lied to me in Germania. They told me he was dead. If they lie to me, they don't respect me. If they don't respect me then how can they ever love me?

LUCILLA

Then you must let the legions know that treachery will not go unpunished.

COMMODUS

Oh sister, I wouldn't want to be your enemy.

LUCILLA

What will you do?

Commodus leans farther back in his chair and brings his finger to his lips, signaling quiet.

INT. GLADIATOR CELLS

Maximus is being taken from the cell he shares with Juba to another one where his wrists are chained to the wall. The guards leave and Lucilla turns.

LUCILLA

Rich matrons pay well to be pleased by the bravest champions.

Responding viciously, he lunges towards her only to be held back by the chains.

MAXIMUS

I knew your brother would send assassins. I didn't realize he would send his best.

LUCILLA

Maximus, he doesn't know.

She moves closer.

MAXIMUS

My family was burned and crucified while they were still alive.

LUCILLA

I knew nothing...

MAXIMUS

(interrupting)

Don't lie to me!

LUCILLA

I wept for them.

Maximus quickly reaches out and takes her by the throat.

MAXIMUS

As you wept for your father! As you wept for your father?

LUCILLA

I have been living in a prison of fear since that day. To be unable to mourn your father, for fear of your brother. To live in terror, every moment of every day because your son is heir to the throne. Oh, I have wept.

MAXIMUS

(teeth clenched)

My son was innocent.

LUCILLA

So is mine. Must my son die too before you'll trust me?

Maximus releases his grip on her throat.

MAXIMUS

What does it matter if I trust you or not?

LUCILLA

The gods have spared you. Don't you understand? Today I saw a slave become more powerful than the Emperor of Rome.

MAXIMUS

The gods have spared me? I am at their mercy with the power only to amuse a mob.

LUCILLA

That is power. The mob is Rome and while Commodus controls them, he controls everything. Listen to me. My brother has enemies, most of all in the senate. But while the people follow him, no one would dare stand up to him until you.

MAXIMUS

(disgustedly)

They oppose him, yet they do nothing.

LUCILLA

There are some politicians who have dedicated their lives to Rome. One man above all. If I can arrange it, will you meet him?

MAXIMUS

Do you not understand? I may die in this cell tonight or in the arena tomorrow. I am a slave! What possible difference can I make?

LUCILLA

This man wants what you want.

MAXIMUS

(shouting)

Then have him kill Commodus.

LUCILLA

I knew a man once. A noble man. A man of principle, who loved my father and my father, loved him. This man served Rome well.

MAXIMUS

(quietly)

That man is gone. Your brother did his work well.

LUCILLA

Let me help you.

He lowers his voice almost to a whisper and moves closer.

MAXIMUS

Yes. You can help me. Forget you ever knew me. Never come here again.

(shouting)

Guard! The lady has finished with me.

Lucilla stands helplessly, tears in her eyes.

INT. GLADIATOR BARRACKS

A group of men are sitting at a table playing a game of chance with a cobra. Maximus, Juba and Hagen are sitting in a circle. Juba and Hagen each have a bowl of food.

HAGEN

Maximus, you commanded legions? You had many victories.

MAXIMUS

Yes.

HAGEN

In Germania?

MAXIMUS

(grinning, slightly uncomfortable)

In many countries.

COOK

General!

Maximus goes to him where he is handed a bowl of food. Maximus walks back to Juba and Hagen. He looks to Juba and Juba is shaking his head 'no'. Maximus sits back down looking at the bowl.

Hagen, seeing the hesitation, takes a spoonful of food from the bowl and tastes it. He begins to choke and gasp for air; he grabs his throat and then begins to laugh. Juba and Maximus join in with relief.

Maximus looks up to Juba with a look of doubt; not for the moment but for what must lie ahead. Juba assures him the only way he can.

JUBA

You have a great name. He must kill your name before he kills you.

EXT. COLOSSEUM – SENATOR’S BOX

GRACCHUS

Senator Gaius.

FALCO

Senator Gracchus. I don’t often see you enjoying the pleasures of the vulgar crowd.

GRACCHUS

I don’t pretend to be a man of the people, Senator. But I do try to be a man for the people.

Wagons enter the arena tossing bread and fruit to the crowd. Commodus enters the royal box and moving to the front, accepts the cheers of the mob. Cassius waits for Commodus to take his seat and then introduces the next match.

CASSIUS

People of Rome. On the 4th day of Antioch, we can celebrate the 64th day of the games. And, in his majestic charity, the Emperor has deigned this day to favor the people of Rome with an historical final match. Returning to the Colosseum today after five years in retirement, Caesar is pleased to bring you the only undefeated champion in Roman history, the legendary...TIGRIS OF GAUL!

A grand chariot bursts out of the tunnel. The champion is huge and he wears a full-head helmet.

In the stands is Cicero, Maximus’ old friend and servant. He sits anxiously, waiting to see for himself that the General still lives.

INT. TUNNEL

Maximus is awaiting his entry into the arena. He is using the time to limber up his sword arm. He swings and twirls his weapon around his body, the movement fluid and natural. Proximo calls to him.

PROXIMO

He knows too well how to manipulate the mob.

MAXIMUS

Marcus Aurelius had a dream that was Rome, Proximo. This is not it. This is not it!

PROXIMO

Marcus Aurelius is dead Maximus. We mortals are but shadows and dust. Shadows and dust, Maximus.

Still in motion, Maximus is ready. The voice of Cassius can be heard.

CASSIUS (V.O.)

Representing the training lyceum of Antonius Proximo, Caesar is proud to give you Aelius Maximus.

Maximus calmly walks out into the arena. Small round shield in one hand, lethal sword in the other. The crowd cheers.

CROWD

Maximus! Maximus! Maximus!

Commodus, Lucilla, Lucius and Quintus watch from Caesar's box as Maximus and Tigris are introduced to the crowd. On the arena floor, Maximus plants his sword in the sand and bends down to collect a handful of sand. Cicero is again seen in the stands, this time, smiling with relief at the sight of Maximus familiar ritual. His General is alive and in obvious good health. Lucilla works hard to maintain her composure.

COMMODUS

They embrace him like he's one of their own.

LUCILLA

The mob is fickle brother. He'll be forgotten in a month.

COMMODUS

No, much sooner than that. It's been arranged.

Lucilla looks at her brother unsure of what he means.

On the arena floor, the two combatants turn to the royal box. Tigris with sword and axe crossed over his chest, bows.

TIGRIS

We who are about to die, salute you!

Once again, Maximus refusing the customary salute to Caesar merely glances in Commodus direction. As Maximus crouches, ready for the onslaught he knows is coming, the large doors leading from the tunnels are thrown open.

Maximus is caught off guard and glances towards the movement. From each door emerges a team of four men who run into the arena. Each of the teams picks up a chain that until now have been hidden in the sand.

Tigris taking advantage of Maximus distraction kicks sand into his face. Maximus is knocked to the ground from a kick to the chest. Before he can get up one of the teams of men pull on their chain opening a trapdoor almost directly under him.

A large tiger jumps out and now Maximus has to dodge the tiger's claws as well as his opponent's weapons. The tiger lunges at Maximus but he rolls out of the way of the large paws.

The tiger handlers can be heard giving each other direction, trying to coordinate their efforts while simultaneously shrinking the fighting area.

HANDLERS (V.O.)

Loose, loose, loose.... pull, pull, pull.

It become obvious they are allowing the tigers to get close to Maximus while pulling them away from Tigris. The crowd realizes this and an angry outcry is heard. Lucilla looks again to Commodus who returns her look with one of total disregard.

Maximus finally manages to land a stunning blow to his opponent's head causing Tigris to drop his axe. Maximus switches his sword to his other hand and stands ready to administer the killing blow. Suddenly a fourth tiger jumps out of the last door and leaps on Maximus and just as quickly, Maximus twists and turns his sword arm, impaling the tiger. He is thrown to the ground by the

weight of the beast all the while stabbing and eventually killing the big cat. The crowd cheers.

Tigris seeing an advantage moves closer. Maximus, pinned under the weight of the tiger, reaches out and grabs Tigris lost axe. The axe has a spike on one end and in one movement; Maximus brings the spike down and into the top of Tigris foot. Tigris bends over from the pain, blood pouring from the mouth of his mask. Maximus jumps to his feet and kicks Tigris to the ground. Maximus standing over the fallen Tigris lifts the other man's face cover and raised the axe. He looks to Commodus for direction. The crowd yells.

CROWD

Kill! Kill! Kill!

The Emperor clearly disappointed, rises, his arm extended and slowly displays a 'thumbs down'.

Maximus lifts the axe over his head and then in defiance tosses the sword down, finished with the senseless killing. The senators sit in their box, astonished and silent.

CROWD

Maximus. Maximus the Merciful.

Commodus turns and leaves his box. Quintus follows.

Maximus turns and starts to walk away when the Praetorian guard enter and encircle him. Commodus enters the arena to the shouts of "boo" from the crowds. He approaches Maximus.

COMMODUS

What am I going to do with you? You simply won't die. Are we so different, you and I? You take life when you have to, as do I.

MAXIMUS

(noticeably winded)

I have only one more life to take and then it is done.

COMMODUS

(hissing)

Then take it now.

Maximus glances around and knows if he takes one false step the Praetorian will attack. Calmly, he turns to leave.

COMMODUS

They tell me your son squealed like a girl when they nailed him to the cross

Maximus slowly turns back.

COMMODUS

and your wife, moaned like a whore when they ravaged her again, and again, and again.

MAXIMUS

The time for honoring yourself will soon be at an end

(beat)

Highness.

He bows his head, eyes never leaving Commodus and turns away. The Praetorian step aside and let him pass. He walks gallantly from the arena.

CROWD

Maximus! Maximus! Maximus!

EXT. STREET

A guard is taking Maximus back to Proximo's compound. A large group of fans is waiting along the road. They are chanting his name and waving banners. Cicero has joined them and is waiting for Maximus to pass.

CICERO

General! General! General!

Maximus turns to locate the familiar voice but the guards push him on.

MAXIMUS

Cicero!

CICERO

General!

Cicero runs to a spot further ahead, getting Maximus' attention. As Maximus comes near Cicero, he moves towards his friend.

MAXIMUS

Where are you camped?

CICERO

Ostia.

MAXIMUS

Tell the men the General lives. Find me, find me!

GUARD

Go, move along.

The guards pull Maximus away but not before Cicero manages to pass him a small leather pouch. He realizes what it is and hides it in his palms.

INT. MAXIMUS CELL

Maximus opens the leather pouch and inside is two icons from his altar; they are the figures of his wife and son. He kisses them tenderly. Juba approaches.

JUBA

Can they hear you?

Maximus turns to Juba, his eyes moist.

MAXIMUS

Who?

JUBA

Your family? In the afterlife.

Maximus gazes lovingly at the figures.

MAXIMUS

Oh, yes.

JUBA

What do you say to them?

MAXIMUS

To my boy, I tell him I will see him again soon, and to keep his heels down when he's riding his horse. To my wife...

He turns back to Juba with a smile.

MAXIMUS

...that is not your business.

They share the happy moment as Maximus holds tight to his family, a look of peace on his face.

INT. PALACE

COMMODUS

(pouting)

And now they love Maximus for his mercy, so I can't just kill him or it makes me even more unmerciful. The whole thing is some great

(beat)

nightmare.

FALCO

He is defying you. His every victory is an act of defiance. The mob sees this and so do the Senate. Every day he lives, they grow bolder. Kill him!

COMMODUS

No! I will not make a martyr of him.

FALCO

I have been told of a certain sea snake, which has a very unusual method of attracting its prey. It will lie at the bottom of the ocean as if wounded. Then, its enemies will approach and yet it will lie quite still and then its enemies will take little bites of it and yet, it remains still.

COMMODUS

So, we will lie still and let our enemies come to us and nibble. Have every senator followed.

Unknown to either man, Lucilla has overheard their conversation.

INT. PROXIMO'S TRAINING COMPOUND

The gladiators are training and Maximus walks through the camp towards the gate. A crowd has assembled to catch a glimpse of their favorite fighters. Maximus passes a guard who calls out to him by name; he nods in acknowledgment. Cicero is waiting at the gate, in greeting Maximus places his hand at the back of the other man's head and pulls him close.

MAXIMUS

Cicero, my old friend. I thought perhaps I had seen you for the last time.

CICERO

I thought you were dead.

MAXIMUS

Close. How long have the men been in Ostia?

CICERO

All winter.

MAXIMUS

And how do they look?

CICERO

Fat and bored.

MAXIMUS

Who's in command?

CICERO

Some fool from Rome.

MAXIMUS

How soon do you think they could be ready to fight?

CICERO

For you, tomorrow.

MAXIMUS

I need you to do something for me.

EXT. MARKETPLACE

Cicero waits, anxiously looking about the market. Nearby a street show is underway.

CASSIUS IMPERSONATOR

Come! Be witness. If you haven't been in the arena, you can see the show here. Giant Maximus is defeating our Emperor Commodus. What are we to do?

A large man dressed in the same blue tunic that Maximus wears is fighting a dwarf dressed as Commodus. The crowd cheers its approval.

Cicero sees a litter making its way through the crowd, recognizing it as belonging to Lucilla. He hurries to overtake it.

CICERO

My lady. I served your father at Vindobona!

GUARD

Back.

CICERO

My lady, I served your father at Vindobona.

GUARD

Back!

CICERO

I then served the General Maximus. I serve him still!

LUCILLA

Stop! Stop! Stand back.

The litter carriers place her gently on the ground and step back. Cicero kneels alongside and whispers.

CICERO

The General sends word; he will meet your politician.

She hands him two coins.

LUCILLA

For your loyalty, soldier.

CICERO

Thank you, My lady.

INT. GLADIATOR CELL

Maximus has been brought to a cell by a Proximo.

LUCILLA

Leave us.

Lucilla speaks to Proximo and then turning to a side chamber

LUCILLA

Senator Gracchus.

He enters the room from a side chamber. Maximus nods to him and takes a seat.

GRACCHUS

General. I hope my coming here today is evidence enough that you can trust me.

MAXIMUS

The Senate is with you?

GRACCHUS

The Senate? Yes, I can speak for them

MAXIMUS

You can buy my freedom and smuggle me out of Rome?

GRACCHUS

To what end?

MAXIMUS

Get me outside the city walls. Have fresh horses ready to take me to Ostia. My army is encamped there. By nightfall of the second day, I shall return at the head of 5,000 men.

LUCILLA

But the Legions all have new commanders, loyal to Commodus.

MAXIMUS

Let my men see me alive you shall see where their loyalties lie.

GRACCHUS

This is madness. No Roman army has entered the capital in 100 years. I will not trade one dictatorship for another.

MAXIMUS

The time for half measures and talk is over, Senator.

GRACCHUS

And after your glorious coup. What then? You'll take your 5,000 warriors and leave?

MAXIMUS

I will leave. The soldiers will stay for your protection under the command of the Senate

GRACCHUS

So, once all of Rome is yours, you'll just give it back to the people. Tell me why?

MAXIMUS

(to Lucilla)

Because that was the last wish of a dying man.

(to Gracchus)

I will kill Commodus

(beat)

the fate of Rome I leave to you.

GRACCHUS

Marcus Aurelius trusted you. His daughter trusts you. I will trust you. But we have little time. Give me two days and I will buy your freedom. And you, you stay alive, or I'll be dead. Now we must go.

INT. PROXIMO'S PRIVATE QUARTERS

PROXIMO

It won't work. The Emperor knows too much. And as for me, it's becoming dangerous.

MAXIMUS

You will be paid on my return. I give you my word.

PROXIMO

Your word! What if you don't return?

MAXIMUS

Do you remember what it was to have trust, Proximo?

PROXIMO

Trust? Who am I to trust?

MAXIMUS

I will kill Commodus.

PROXIMO

Why would I want that? He makes me rich. Oh I

(beat)

I know that you are a man of your word, General. I know that you would die for honor. You would die for Rome. You would die for the memory of your ancestors. But I on the other hand, I am an entertainer. Guard!

Maximus begins to leave but turns back.

MAXIMUS

He killed the man who set you free.

EXT. GRACCHUS HOME

Gracchus is feeding his chickens and ducks. A handsome young servant stands near.

SERVANT

Praetorians, Master.

Gracchus sends him away. The Praetorians arrest Gracchus.

INT. PALACE – COMMODUS ROOM

Lucilla enters and not seeing Commodus, turns to leave. She doesn't see him sitting quietly in the dark.

COMMODUS

Where have you been? I sent for you.

LUCILLA

Please, brother. What's troubling you?

COMMODUS

Does Gracchus have a new lover?

LUCILLA

I don't know.

COMMODUS

I thought you had seen him. He infects everyone like a putrid fever. For the health of Rome, the Senate must be bled and he will bleed too, very soon.

LUCILLA

But not tonight.

Commodus moves towards his bed and sits.

COMMODUS

Do you remember what our father said once? It's a dream, a frightful dream
(beat)

life is. Do you think that's true?

Lucilla sits beside him. A concerned and sympathetic expression on her face.

LUCILLA

I don't know.

COMMODUS

I think it is. And I have only you to share it with.

Lucilla tries to comfort him. Commodus rests his head on her shoulder. He leans her back onto the bed.

Lucilla lies still. The fear obvious on her face.

Commodus brings his face closer to hers and puts his finger to her lips.

COMMODUS

Open your mouth.

Hesitantly she opens her mouth. He traces her open lips with his finger and then brings that finger to his mouth. He brings his face closer still and then reluctantly lowers his head to her neck.

COMMODUS

You know I love you.

LUCILLA

And I love you.

Lucilla remains still until Commodus falls asleep and then quietly gets up and leaves. Waiting outside are her two guards. They follow her out of the palace.

INT. MAXIMUS CELL

Proximo orders the others from the room.

PROXIMO

Get out. Move!

The other men look to Maximus for approval. He gives it with a slight nod.

PROXIMO

Congratulations, General. You've got very persuasive friends.

He turns to leave and Lucilla enters.

LUCILLA

My brother's had Gracchus arrested. We dare not wait any longer. You must leave tonight.

Maximus comes closer.

LUCILLA

Proximo will come at midnight and take you to the gate. Your servant Cicero will be waiting there with horses.

MAXIMUS

You have done all this?

LUCILLA

Yes.

MAXIMUS

You risk too much.

LUCILLA

I have much to pay for.

MAXIMUS

You have nothing to pay for. You love your son. You are strong for him.

LUCILLA

I am tired of being strong. My brother hates all the world and you, most of all.

MAXIMUS

Because your father chose me?

LUCILLA

No, because my father loved you

(beat)

and because I, loved you.

MAXIMUS

A long time ago.

He takes her hand tenderly and kisses it.

LUCILLA

Was I very different then?

He gently strokes her cheek.

MAXIMUS

(smiling)

You laughed more.

LUCILLA

I have felt alone all my life, except with you.

Maximus takes a deep breath.

LUCILLA

...I must go.

MAXIMUS

Yes.

They exchange a long tender kiss.

INT. PALACE

Commodus is waking up and we hear Lucius.

LUCIUS

There. There. There. There. There. And I've got you.

Commodus goes to where Lucius is playing at a sword fight with a servant.

COMMODUS

Isn't it late to be playing legionnaire?

LUCIUS

I'm not a legionnaire.

COMMODUS

Not a legionnaire?

LUCIUS

I'm a gladiator.

COMMODUS

A gladiator? Gladiators only fight in the games. Wouldn't you rather be a great Roman warrior like Julius Caesar?

LUCIUS

I'm Maximus. The Savior of Rome.

COMMODUS

(kneeling, he pulls Lucius in closer)

The Savior of Rome? And who said that?

Lucius whispers in his ear.

INT. PALACE – LUCIUS ROOM.

Lucilla enters and asks the female servant.

LUCILLA

(anxiously)

Where's Lucius.

SERVANT

He's with the Emperor, my lady.

Lucilla quickly turns in search of her son.

She slows her pace as she approaches Commodus and Lucius.

INT. PALACE – COMMODUS ROOM.

LUCIUS

She couldn't.

COMMODUS

Yes, she did. She took it from a basket, pressed it to her breast, right here above her heart...hsss!

He has some sort of pin and presses it to Lucius chest. Lucilla comes around the curtain and enters the room.

LUCIUS

It bit her on the breast?

COMMODUS

Yes, you see Lucius...

Commodus looks up and though speaking to the boy looks straight into Lucilla's eyes.

COMMODUS

...sometimes royal ladies behave very strangely and do very odd things in the name of love.

LUCIUS

I think it's silly.

COMMODUS

(to Lucius)

So do I. So do I.

(to Lucilla)

Sister...join us. I've been reading to dear Lucius.

LUCIUS

I've been reading too.

COMMODUS

Yes, he's a very clever little boy. He'll make a grand Emperor one day.

Lucilla, fearful of what is happening, attempts a smile.

COMMODUS

We've been reading about the great Marc Anthony and his adventures in Egypt.

LUCIUS

And the Queen killed herself with a snake!

COMMODUS

And just wait until you hear what happened to our ancestors. If you're very good, tomorrow night I'll tell you the story of Emperor Claudius. He was betrayed by those closest to him

(beat)

by his own blood. They whispered in dark corners and went out late at night and conspired and conspired.

Tears begin to form in Lucilla's eyes as she realizes that Commodus knows of her betrayal.

COMMODUS

But the Emperor Claudius knew they were up to something. He knew they were busy little bees. And one night he sat down with one of them and he looked at her and he said, 'Tell me what you've been doing; busy little bee, or I shall strike down those dearest you. You shall watch as I bathe in their blood.' And the Emperor was heartbroken. The little bee had wounded him more deeply than anyone else could ever have done. And what do you think happened then, Lucius?

Lucius looks from his mother to Commodus; aware that something more is being said.

LUCIUS

(trembling)

I don't know, Uncle.

COMMODUS

(looking straight at Lucilla)

The little bee told him everything.

Silent tears roll down Lucilla's face.

INT. MAXIMUS CELL.

He is gathering his things getting ready to leave. He places his family's icons into the leather pouch and slips a ring on his finger.

EXT. OUTSIDE PROXIMO'S COMPOUND

A company of Praetorian guards approach. Some on foot, others on horseback.

Meanwhile, unseen assassins are releasing a red coral snake into the bed of Senator Gaius as he lies sleeping with his wife.

The Praetorian reach Proximo's gates and call out

PRAETORIAN

Open in the name of the Emperor. Proximo. Open the gates in the name of the Emperor. Proximo. Open the gates Proximo. Do you want to die, old man?

We see Proximo crossing the compound to Maximus' cell, where he hands him a large ring of keys.

PROXIMO

Here. Everything is prepared. It seems you have won your freedom.

MAXIMUS

Proximo, are you in danger of becoming a good man?

PROXIMO

Bah!

Proximo turns away and Maximus calls to Juba.

MAXIMUS

Juba!

He hands the keys to Juba who rushes to unlock the other cells.

The Praetorian are gaining entrance to the compound by pulling down the gate. They continue to call out.

PRAETORIAN

All enemies of the Emperor die!

The now freed gladiators gather around Maximus listening to his orders.

MAXIMUS

I only need moments so do not be careless with your lives. If you don't want any part of this, go back to your cells.

HAGEN

We wait here for you, Maximus.

GLADIATORS

Strength and honor.

MAXIMUS

(to Juba)

Strength and honor.

The two friends gently butt foreheads.

The gladiators rush out to meet the Praetorian as they attack. Hagen is killed when several guards stab him with their swords and several arrows pierce his body. Juba is seen fighting.

INT. PROXIMO'S QUARTERS

The Praetorian run up the stairs to Proximo's room.

Proximo stands with his back to the door and holds his rudius up.

PROXIMO

Shadows and dust.

The guards rush in and stab him. Many times.

Maximus unseen by the guards makes his way to a spiral staircase that will lead him to a tunnel to the outside. He grabs a torch and begins his decent. Proximo has placed his armor and sword around one of the turns and Maximus hurriedly arms himself.

When he gets close to the end of the tunnel he tosses the torch down and steps outside. He sees a rider and signals with a whistle.

Cicero, recognizing the signal calls out.

CICERO

Maximus!

At that instant, his horse bolts but Cicero remains swinging at the end of the rope, a noose around his neck and his hands tied behind his back. Maximus runs to him to lift his body and Cicero says...

CICERO

I'm sorry...

As his body is shot through with arrows. Maximus cries out in disbelief

MAXIMUS

NO!

drops Cicero's legs and reaches for his sword. Praetorian surround him.

INT. PALACE – MORNING

Commodus is looking out at the city as Senator Falco approaches. A flock of birds can be seen rising up over the Colosseum.

FALCO

It's done.

COMMODUS

And what of my nephew and what of his mother? Should they share her lover's fate or should I be merciful? Commodus the Merciful. Lucius will stay with me now and if his mother so much as looks at me in a manner that displeases me, he will die. If she decides to be noble and takes her own life, he will die. And as for you...

(turning to Lucilla)

...you will love me as I loved you. You will provide me with an heir of pure blood so that Commodus and his progeny will rule for a thousand years. Am I not merciful?

He leans down and tries to kiss her but Lucilla turns her face away in disgust. Commodus angrily grabs her jaw and turns her back to face him and then screams in her face.

COMMODUS

Am I not merciful?

Tears of anguish and pain cover Lucilla's face.

EXT. COLOSSEUM

The crowd chants

CROWD

Maximus! Maximus! Maximus!

Flower petals float down from above to land on the sand of the arena floor.

INT. COLOSSEUM

Maximus is chained, his arms extended out and above his shoulders. His bruised face showing evidence that he did not allow himself to be taken easily.

Commodus enters the room with Quintus following as his guard and walks up to Maximus.

Other prisoners, Gracchus, Juba and the remaining gladiators, stand behind bars watching Commodus' approach. Commodus is dressed, almost statue-like, in white armor.

COMMODUS

(whispering)

Maximus. Maximus. Maximus. They call for you. The general who became a slave. The slave who became a gladiator. The gladiator who defied an emperor. A striking story.

(beat)

Now the people want to know how the story ends. Only a famous death will do. And what could be more glorious than to challenge the Emperor himself in the great arena?

Commodus places his finger alongside Maximus face, stroking his cheek as he speaks.

MAXIMUS

You would fight me?

COMMODUS

Why not? Do you think I'm afraid?

MAXIMUS

I think you have been afraid all your life.

COMMODUS

Unlike Maximus the Invincible, who knows no fear?

MAXIMUS

(laughing)

I knew a man who once said, 'Death smiles at us all. All a man can do is smile back.'

COMMODUS

I wonder. Did your friend smile at his own death?

MAXIMUS

You must know. He was your father.

COMMODUS

You loved my father, I know. But so did I. That makes us brothers, doesn't it?

Commodus embraces Maximus and with one cowardly, fierce thrust of a dagger, stabs Maximus in the side and then kisses him on the neck. Blood immediately runs from the wound. Maximus gasps from the pain.

COMMODUS

Smile for me now, brother!

(to Quintus)

Strap on his armor. Conceal the wound.

Quintus obviously troubled by what he has seen, follows the order.

EXT. COLOSSEUM

The elevator slowly rises from the depths to the arena floor. The Praetorian stand shoulder to shoulder behind their large black shields creating the tortoise formation. Inside the square, stand the white clad Commodus, gazing upward into the sunlight. Next to him stands the wounded Maximus in his black armor. His head is bowed. Quintus looks on warily.

Once at ground level, the Praetorian spread out into a ring formation. Commodus acknowledges the cheering crowd with sword raised above his head. Painfully, Maximus reaches down for a handful of sand and rubs his hands together.

Maximus holding his arm to his wounded side approaches Quintus for his own sword. In fear, Quintus throws the sword down and away, forcing Maximus to retrieve it. Stumbling he painfully reaches down for the sword and Quintus quickly steps back. Immediately Maximus charges Commodus.

He roars as he attacks but Commodus does well and presses his own attack. Maximus manages to knock Commodus' legs out from under him and Commodus falls flat on his back. He quickly gets up and strikes at Maximus with all his power.

Their swords crash together and as Maximus spins, Commodus sword catches him on the leg. The wound begins to bleed. Maximus stumbles but maintains his balance and charges Commodus. With a mighty swing, Maximus slices at Commodus, cutting the other man's arm and knocking his sword from his hand. Commodus stands unarmed.

Maximus, loosing strength and suffering from the dagger wound to his side, begins to drift into the afterlife. He sees the gate to his home. He reaches out in an effort to push the portal open, his sword dropping from his hand.

Meanwhile, Commodus is calling to Quintus.

COMMODUS

Quintus. Sword. Give me your sword!

Quintus does not move. Commodus then turns to the Praetorian, calling out

COMMODUS

Sword!

The guards begin to draw their swords.

QUINTUS

Sheath your swords. Sheath your swords.

The guards do as Quintus orders.

Commodus once again pulls his dagger. It has been hidden up his sleeve. He charges Maximus only to be met with the wounded mans fist. Maximus then elbows Commodus head. Commodus strikes back but is no match for Maximus.

Maximus grabs Commodus knife arm and they stand face to face. Pulling him closer, Maximus puts one hand to the back of Commodus' head bringing him towards the knife still clutched in Commodus' hand.

Commodus slaps futilely at Maximus. With the last of his strength, Maximus slowly pushes the knife into Commodus' throat. It slides deeper and deeper until it can go no further. Commodus falls to the ground.

Leaning over, exhausted and dying, Maximus begins to drift away. He reaches out with his blood hand to push open the gate leading him to home and family, but once again, a voice brings him back.

QUINTUS

Maximus. Maximus.

MAXIMUS

(pulling himself upright)

Quintus, free my men. Senator Gracchus is to be reinstated.

(beat)

There was a dream that was Rome. It shall be realized. These are the wishes of Marcus Aurelius.

QUINTUS

(to a guard)

Free the prisoners. Go!

Maximus stands unsteady as the vision of the wheat field comes once again, this time more clearly. His wife and son are waiting. He loses consciousness and falls hard to the ground.

Lucilla runs into the arena and drops to her knees at his side. She calls to him

LUCILLA

Maximus!

Maximus' eyes open and he looks up at her.

MAXIMUS

Lucius is safe.

Lucilla gently nods and Maximus' eyes flutter.

LUCILLA

Go to them.

His face calm and at peace as he leaves this world.

Again the vision comes. Tall cedars are beyond the gate and the sound of childish laughter is heard. His wife and son stand along side a road. His son runs toward him as he walks through the tall wheat...now he is free.

Lucilla gently closes his eyes.

LUCILLA

You're home.

Grieving, with one hand to her heart the other to her head, she regains her composure. She rises and turns to Senator Gracchus and the others, Lucius among them

LUCILLA

Is Rome worth one good man's life? We believed it once. Make us believe it again. He was a soldier of Rome. Honor him.

GRACCHUS

(stepping forward)

Who will help me carry him?

Many gather to lift Maximus and carry his body from the arena; among them are Juba and Quintus. Lucius follows behind. Commodus body is left lying alone, where it fell.

EXT. COLOSSEUM

Juba is making a hollowing in the blood stained sand on the spot where Maximus died. He unfolds a small leather pouch and removes the icons of Maximus' wife and son. He gently places the figures in their resting place and smoothes sand over them.

JUBA

Now we are free. I will see you again. But not yet.

(beat)

Not yet.

FADE TO BLACK:

NOW WE ARE FREE

(As interpreted by DreamWorks SKG Members)