

HARRY POTTER AND THE PRISONER OF AZKABAN

by
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Based on the book by
J.K. Rowling

FULL TAN DRAFT

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FADE IN:

1 EXT. NUMBER FOUR PRIVET DRIVE - MIDDLE OF THE NIGHT 1

The street slumbers, adrift in shadow. Then... a curious BEAM OF LIGHT BOBS beyond the second-story window of Number Four.

2 INT. HARRY'S ROOM - SAME TIME - MIDDLE OF THE NIGHT 2

A tent of blankets. Within... the SHADOW of a BOY. A WHISPER:

HARRY

Lumos Maxima...

The tent BLOOMS SOFTLY with light -- briefly illuminating a bedside PHOTOGRAPH (of James & Lily Potter) -- then goes dark.

HARRY

Lumos Maxima...

The blankets bloom once again when, down the hall, a TOILET FLUSHES. Instantly, the SHADOW stiffens, the blankets DIM, and the tent flattens. Just as...

... the bedroom door OPENS, revealing... UNCLE VERNON. He peers inside, eyes flashing suspiciously, then... withdraws.

The tent rises.

HARRY

Lumos Maxima...

As the blankets blaze, we CUT INSIDE, find a SKINNY BOY with a crow's nest of black hair, thick glasses sitting crookedly atop his nose: HARRY POTTER. Open before him is Violeta Stitch's *Extreme Incantations*. Once again, he speaks:

HARRY

Lumos... MAXIMA!

2A EXT. NUMBER FOUR PRIVET DRIVE - SAME TIME - NIGHT 2A

A BLINDING BLAST OF LIGHT FLASHES from the second story window of Number Four. DOGS BARK. And a TITLE CARD appears:

HARRY POTTER
and the
Prisoner of Azkaban

2B INT. HARRY'S ROOM - SAME TIME - NIGHT

2B

The light in the hallway SNAPS on, Harry's tent droops once more and, seconds later, Harry's door eases open. Uncle Vernon peers in and switches on the light. The room is utterly SILENT. Slowly, he closes the door.

3
thru
5

OMITTED

3
thru
5

6 INT. FOUR PRIVET DRIVE - STAIRWAY/FRONT HALL - DAY

6

The DOORBELL CHIMES and a shrill VOICE THUNDERS:

AUNT PETUNIA (O.S.)

Harry! *Harry!*

Harry bounds down the stairs and into the front hall, where his AUNT PETUNIA and cousin DUDLEY stand stiffly. Petunia flicks a bit of fluff from Dudley's sweater, glowers crossly at Harry, and jerks her head toward the door.

AUNT PETUNIA

Well, go on. Open it.

Harry reaches for the knob when -- BLAM! -- it BURSTS OPEN, revealing a LARGE, WADDLING WOMAN (AUNT MARGE) and a LARGE WADDLING BULLDOG (RIPPER). Uncle Vernon lurches forward out of the teeming RAIN, an ENORMOUS SUITCASE in hand, and drops it on Harry.

AUNT PETUNIA

Marge! Welcome! How was the train?

AUNT MARGE

Wretched. Ripper got sick.

AUNT PETUNIA

Ah. How... unfortunate.

AUNT MARGE

I would've left him with the others, but he pines so when I'm away. Don't you, darling?

Aunt Marge puckers her lips at Ripper and leads him down the hallway. Harry follows with Uncle Vernon.

(CONTINUED)

HARRY

Uncle Vernon. I need you to sign this form.

UNCLE VERNON

What is it?

HARRY

Nothing. Something for school...

Uncle Vernon eyes the PARCHMENT in Harry's hand suspiciously.

UNCLE VERNON

Later perhaps. If you behave.

HARRY

I will if she does.

AUNT MARGE

(turning, eyeing Harry)

So. Still here, are you?

HARRY

Yes.

AUNT MARGE

Don't say 'yes' in that ungrateful tone. Damn good of my brother to keep you, if you ask me.

(to Vernon, Petunia)

It'd have been straight to an orphanage if he'd been dumped on my doorstep.

Just then Dudley -- sitting comatose before the TV -- emits a HOLLOW, BRAIN-DEAD CHUCKLE.

AUNT MARGE

Is that my Dudders! Hm? Is that my neffy poo? Come and say hello to your Auntie Marge.

Marge flashes a thick FAN of POUND NOTES. Dudley blinks, waddles forward, and extends his plump palm obediently. Harry looks on, then sees Ripper snuffling about his ankle.

As Harry clears the dishes, Uncle Vernon brings out a bottle of brandy.

(CONTINUED)

UNCLE VERNON

Can I tempt you, Marge?

AUNT MARGE

Just a small one. A bit more... a bit more... That's the boy.

(taking a
sloppy sip)

Aah. Excellent nosh, Petunia.
It's normally just a fry-up for
me, what with twelve dogs.

She smacks her lips, lowers her brandy, and lets Ripper
take a slobbery lap out of the glass... then catches
Harry looking.

AUNT MARGE

What are you smirking at! Where
is it that you send him, Vernon?

UNCLE VERNON

St. Brutus's. It's a first-rate
institution for hopeless cases.

Hearing this, Harry frowns, glances at Uncle Vernon, who
glares darkly at him.

AUNT MARGE

I see. And do they use the cane
at St. Brutus's, boy?

HARRY

(sarcastically)

Oh, yes. I've been beaten loads
of times.

AUNT MARGE

Excellent. I won't have this
namby-pamby wishy-washy nonsense
about not hitting people who
deserve it.

(another sip)

Still. Mustn't blame yourself for
how this one's turned out, Vernon.
It all comes down to blood. Bad
blood will out. What is it the
boy's father did, Petunia?

AUNT PETUNIA

(agitated)

Nothing. That is... he didn't
work. He was -- unemployed.

(CONTINUED)

AUNT MARGE

Of course. And a drunk,
I expect --

HARRY

That's a lie.

Aunt Marge pauses on her wine, eyes narrowing on Harry.

AUNT MARGE

What did you say?

HARRY

My dad wasn't a drunk.

POP! The GLASS in Aunt Marge's hand EXPLODES.

AUNT PETUNIA

Oh my goodness! Marge!

AUNT MARGE

Not to worry, Petunia. I have a
very firm grip.

Harry stares at the shattered glass in surprise.

UNCLE VERNON

You go to bed. Now.

AUNT MARGE

Quiet, Vernon. It doesn't matter
about the father. In the end it
comes down to the mother. You see
it all the time with dogs. If
there's something wrong with the
bitch, there'll be something wrong
with the pup...

HARRY

Shut up! Shut up!

Aunt Marge starts to reply, when -- ZING! -- a BUTTON on
her dress sails into the air. SEAMS GROAN. THREAD
SNAPS. Aunt Marge's eyes WIDEN. Her cheeks BILLOW. Her
whole body BILLOWS. And she begins to INFLATE like a
MONSTROUS BALLOON.

UNCLE VERNON

MARGE!

As she rises, Uncle Vernon leaps for her. RIPPER GROWLS,
fixes his teeth to his trousers. Harry frightened by
what he's done, watches Aunt Marge BOUNCE GENTLY across
the ceiling and into the CONSERVATORY.

7A EXT. BACK YARD - CONTINUOUS ACTION - DUSK

7A

The others race outside. As Aunt Marge begins to float away, Uncle Vernon grips her hands.

UNCLE VERNON

Don't worry! I've got you...

Slowly... to his horror... Uncle Vernon himself begins to RISE. Aunt Marge looks fearfully into his eyes...

AUNT MARGE

Vernon. Don't you dare --

But he does. He lets go. Falls to his knees. And watches Aunt Marge float away.

8 INT. HARRY'S ROOM - DUSK (SECONDS LATER)

8

Harry crashes inside, takes his TRUNK, then puts his heel to a LOOSE FLOORBOARD and removes his WAND from its hiding place. Turning, he grabs the PHOTOGRAPH of his parents.

9 INT. HALLWAY - DUSK (SECONDS LATER)

9

BOOM! BOOM! BOOM! Harry tows the TRUNK down the stairs... finds Uncle Vernon waiting for him.

UNCLE VERNON

YOU BRING HER BACK! YOU BRING HER
BACK AND PUT HER RIGHT!

HARRY

No! She deserved what she got!
And you... you keep away from me.

Uncle Vernon eyes Harry's wand nervously, then grins with knowing cruelty.

UNCLE VERNON

You're not allowed to do magic out
of school. They won't have you
now. You've got nowhere to go.

Harry realizes it's true. Briefly falters. Then:

HARRY

Anywhere's better than here.

9A EXT. NUMBER FOUR PRIVET DRIVE - DUSK (SECONDS LATER)

9A

As Harry storms out with his trunk, we DOLLY TO the street WITH him. High in the sky, a plump DOT rises. Aunt Marge.

Harry walks and walks and walks, then... stops. Glances about. An empty PLAYGROUND. SWINGS CREAKING gently on rusted chains. A tiny CAROUSEL, kissed gently by the wind, turning slowly.

Harry drops the trunk. Sits. Deep in the night, an ALARM SHRIEKS, goes SILENT. Harry, still as a statue. Listening. In the trees above, LEAVES TREMBLE. The WIND gathers.

Harry turns, studies the swaying swings, the carousel. Then, he... stiffens. Turns back. Sensing something in the shadows across the street, he rises. Slowly draws his wand.

Then he sees... *it*. Something BIG. Darker than the shadows which conceal it. Something with WIDE, GLEAMING EYES.

Harry steps back. Afraid to look. Afraid not to. Wand outstretched... he TRIPS, tumbles over the forgotten trunk. The tip of his wand BLAZES.

BANG! TWIN BEAMS of BLINDING LIGHT spear the night.

HARRY

Aaaah!

GIANT WHEELS bear down. Harry rolls clear -- just as a PREPOSTEROUSLY PURPLE, TRIPLE-DECKER BUS SCREECHES to a halt. GOLD LETTERS glimmer above the windscreen: *The Knight Bus*.

DOORS HISS. Snap back. REVEAL STAN SHUNPIKE, an 18-year-old boy in a WRINKLED CONDUCTOR'S UNIFORM. Pasty face. Raccoon eyes. Stan looks like he hasn't seen the sun in years.

STAN SHUNPIKE

(wearily, drearily)

Welcome to the Knight Bus.

Emergency transport for the stranded witch or wizard. My name is Stan Shunpike, and I will be your conductor this evening.

(peering at Harry)

Wha' choo doin' down there?

HARRY

Fell over.

STAN SHUNPIKE

Wha' choo fall over for?

(CONTINUED)

10 CONTINUED:

10

HARRY

I didn't do it on purpose.

Stan eyes Harry suspiciously, nods slowly.

STAN SHUNPIKE

Well, come on then. Let's not
wait for the grass to grow.

As Stan grabs Harry's trunk, Harry peers into the shadows
across the street -- now simply shadows -- and climbs
aboard.

11 INT. THE KNIGHT BUS - NIGHT (MOMENTS LATER)

11

No seats. Only BEDS. The BRASS frames need a shine, the
lines a wash. In one bed, a DISHEVELED WIZARD GRUNTS,
turns over in his sleep.

DISHEVELED WIZARD

Not now... I'm pickling slugs...

Behind the wheel, ERNIE, an UNSHAVEN WIZARD in THICK
GLASSES, stares straight ahead, armpits stained with
sweat. A SHRUNKEN HEAD dangles from the rearview mirror,
MUTTERING incessantly through the STITCHES that lace its
mouth.

STAN SHUNPIKE

Take 'er away, Ern.

SHRUNKEN HEAD

Yeah, take it away!

BANG! Ernie rockets away and the beds -- as one -- slide
six inches to the rear. Harry drops onto the bed
nearest, peers up at the CHANDELIER SWAYING directly
above his head. Beyond the windscreen ONCOMING TRAFFIC
WHIPS past in a blur.

STAN SHUNPIKE

Wot you say your name was again?

HARRY

I didn't.

Stan, huddled in an armchair, peeks over The Daily
Prophet, eyes Harry coolly, before disappearing once
more. Harry brushes the fringe of his hair over his
scar, watches an AMBULANCE -- SIREN WAILING -- careen
past.

(CONTINUED)

11 CONTINUED:

11

STAN SHUNPIKE
Whereabouts you headin'?

Harry hesitates. He hadn't thought about this. Decides.

HARRY
The Leaky Cauldron. That's in
London --

STAN SHUNPIKE
Is it now? Get that, Ern? The
Leaky Cauldron. *That's in London.*

Stan grins with sinister delight, showing BAD TEETH.

SHRUNKEN HEAD
Leaky Cauldron! Stay away from
the pea soup!

As the Shrunken Head CACKLES with delight, Harry peers
out the windscreen, watches London careering by.

HARRY
Isn't this a bit... dangerous?

STAN SHUNPIKE
Naah. Haven't had an accident
in -- what? -- a week is it, Ern?

SHRUNKEN HEAD
Heads up! Little old lady at
twelve o'clock!

Sure enough, directly ahead, a LITTLE OLD LADY is
crossing the street. Ernie HITS the BRAKES HARD and
Harry flies forward, palms to the window. The brakes
pinch down, the bus stops inches from the old lady, and
Harry flies back onto his bed. BANG! The bus rockets
forward once more.

As Harry rights himself, he notices the HEADLINE of
Stan's Daily Prophet: ESCAPE FROM AZKABAN! Below, a
sunken-faced MAN with long, matted hair glowers from a
MOVING PHOTOGRAPH.

HARRY
Who is that? That man.

STAN SHUNPIKE
Who is that? That's Sirius Black,
that is. Don' tell me you ne'er
been hearin' o' Sirius Black?

(CONTINUED)

11 CONTINUED: (2)

11

Harry shakes his head, still staring at the man's face.

STAN SHUNPIKE

A murderer, he is. Got 'imself
locked up in Azkaban for it.

HARRY

How'd he escape?

STAN SHUNPIKE

Tha's the question, isn't it?
He's the firs' that's done it.
Gives me the collywobbles thinking
he's out there, though, I'll tell
you that. Big supporter of You-
Know-'Oo, Black was. Reckon you
heard o' *him*.

Harry nods and, as he does, Black's eyes shift. Meet
Harry's.

HARRY

Yeah. Him I've heard of.

Just then, a pair of DOUBLE-DECKER BUSES sweep directly
toward the Knight Bus. Before can scream, the entire
Knight Bus SQUEEZES DOWN and shoots the gap between the
two onrushing buses. The Shrunk Head winces.

SHRUNKEN HEAD

Hate that.

HARRY

This bus. Don't the Muggles ever...

STAN SHUNPIKE

Them! Don' listen properly, do
they? Don' look properly either.
Never notice nuffink, they don'.

Just then, a COUPLE walking a DOG are engulfed by a RUSH
of WIND as the (invisible) Knight Bus WHOOSHES past. The
couple glances about in bewilderment. The DOG YAPS
madly.

SHRUNKEN HEAD

Turn! Turn!

Ernie fans the wheel, sending the Knight Bus into a
dizzying 360-degree turn. HEADLIGHTS pinwheel past the
windows as the bus rides up on two wheels and Harry is
sent flying once more. Grabbing fast to the center POLE,
he pirouettes through the air when Ernie... SLAMS on the
BRAKES.

12 EXT. CHARING CROSS ROAD/LEAKY CAULDRON - NIGHT 12

The Knight Bus fishtails INTO VIEW and SQUEALS to a stop, centimeters from a PARKED CAR. WHOOSH! The bus settles and -- TINK! -- taps the bumper. Instantly, the car's ALARM wails.

12A INT. THE KNIGHT BUS - SAME TIME - NIGHT 12A

The chandelier sways drunkenly as the bus doors open. The steps GROAN with heavy feet and a FIGURE appears: TOM, Innkeeper of the Leaky Cauldron pub.

TOM
Mr. Potter... at last.

12B EXT. LEAKY CAULDRON - NIGHT (MOMENTS LATER) 12B

As the Knight Bus rockets off, Tom and Harry are revealed, Harry glances up, reads the SIGN above: THE LEAKY CAULDRON. Tom drags Harry's trunk inside, then pauses and, with a FLICK of his wand, silences the car alarm.

13 INT. LEAKY CAULDRON - BAR/HALLWAY - NIGHT (MOMENTS LATER) 13

Harry trails Tom through the quiet room. The BARTENDER glances up, his gaze lingering perhaps a bit too long. A solitary WIZARD reads a book while, at his elbow, his COFFEE CUP STIRS ITSELF. Tom leads Harry upstairs.

14 INT. LEAKY CAULDRON - BACK ROOM - NIGHT 14

As Harry follows Tom inside, he finds a SNOW WHITE OWL (HEDWIG) perched atop a chair.

HARRY
Hedwig!

TOM
Right smart bird you've got there,
Mr. Potter. Arrived only minutes
before yourself.

A MAN CLEARS his throat. Harry turns, finds a PINSTRIPED SILHOUETTE (CORNELIUS FUDGE) at the window, staring at the ghostly shadows beyond. Harry's reflection shivers in the glass, but the man doesn't turn. Tom takes a position against the wall, fishes a pair of WALNUTS from his pocket and -- CRACK -- crushes the shells between his palms.

(CONTINUED)

CORNELIUS FUDGE

I should tell you, Mr. Potter, earlier this evening your uncle's sister was located just south of Sheffield, circling a chimney stack. The Accidental Magic Reversal Department was dispatched and she's been properly punctured and her memory modified. She has no recollection of the incident whatsoever.

Harry waits. A man condemned. Then Fudge turns.

CORNELIUS FUDGE

So that's that, and no harm done.
(smiling)
Pea soup?

Harry glances warily from the steaming TUREEN of GREEN to Tom, who works a grimy thumb into his gum, frees a walnut sliver.

HARRY

No thank you. Minister... I don't understand. I broke the law. Underage wizards aren't allowed to use magic at home --

CORNELIUS FUDGE

(dishing up a bowl)
Oh, come now, Harry. The Ministry doesn't send people to Azkaban for blowing up their aunts! On the other hand... running away like that... given the state of things... very, very irresponsible.

HARRY

'The state of things' sir?

CORNELIUS FUDGE

We have a killer on the loose.

HARRY

Sirius Black, you mean. But... what's that got to do with me?

CRACK! Tom SHATTERS another WALNUT. Fudge smiles nervously.

(CONTINUED)

14 CONTINUED: (2)

14

CORNELIUS FUDGE

Hm? Oh, nothing. You're safe,
that's what matters. Tomorrow
you'll be on your way to Hogwarts.
These are your new schoolbooks.
I took the liberty of having them
brought here for you.

Harry eyes the STACK of BOOKS. One is bound by a ROPE.

CORNELIUS FUDGE

By the way, Harry. Whilst you're
here it would be best if you
didn't... wander.

15 OMITTED

15

16 EXT. LEAKY CAULDRON - ROOM ELEVEN - MORNING

16

THROUGH the window: the rooftops of London. A TRAIN
PASSES and CAMERA PULLS BACK, REVEALS Harry, standing
with Hedwig. He turns, eyes his schoolbooks. He studies
the GROWLING TOME -- The Monster Book of Monsters -- then
gives the rope a tug. Instantly...

... the book LEAPS to the floor, pages flying, bookcovers
SNAPPING. Harry gives chase, then the book turns, begins
NIPPING viciously at his shoes. Harry vaults atop the
bed, watches the book disappear underneath, then grabs a
PILLOW.

Seconds later, the book scuttles into view and Harry
POUNCES -- FLUMPH! The BOOK ROARS angrily, muffled
beneath the pillow. Harry takes the ROPE, prepares to
rebind it.

17 INT. LEAKY CAULDRON - HALLWAY/ROOM ELEVEN - MORNING

17

A YOUNG WITCH in maid's robes pushes a cart down the
hall. Harry exits his room as the witch KNOCKS on a
door.

YOUNG WITCH

Housekeeping.

As she opens the door, she's greeted by a THUNDEROUS ROAR
and a RUSH of WIND.

YOUNG WITCH

(unperturbed)

I'll come back later.

(CONTINUED)

17 CONTINUED:

17

Something SMALL and FAST dashes by Harry's feet.
Looking, he spies a rather ragged-looking RAT (SCABBERS),
pursued by a decidedly UGLY ORANGE CAT (CROOKSHANKS).

18 OMITTED
thru
22

18
thru
22

23 INT. LEAKY CAULDRON - STAIRWAY - MORNING (MOMENTS
LATER)

23

As Harry moves down the stairs, VOICES come from below.

RON (O.S.)

I'm warning you, Hermione! Keep
that bloody beast of yours away
from Scabbers or I'll turn it into
a tea cozy.

HERMIONE (O.S.)

He's a *cat*, Ronald! What do you
expect? It's in his nature.

As Harry reaches bottom, he finds RON WEASLEY
protectively cradling Scabbers, while HERMIONE GRANDER
does her best to restrain a HISSING Crookshanks.

RON

A *cat*! Is that what they told
you? Looks more like a pig with
hair if you ask me.

HERMIONE

That's rich coming from the owner
of that smelly old shoe brush.

(cooing to the cat)

It's all right, Crookshanks. You
just ignore the mean little boy...

Then, sensing another presence in the room, both turn.

HERMIONE/RON

Harry.

CUT TO:

CLOSEUP - A DOG-EARED CLIPPING

from The Daily Prophet.

(CONTINUED)

23 CONTINUED:

23

A HEADLINE SCREAMS: "GRAND PRIZE WINNER VISITS EGYPT!"
In the accompanying PHOTO, the entire WEASLEY FAMILY
stands before the GREAT PYRAMIDS, waving. Smack in the
middle is Ron, Scabbers perched on his shoulder.

23A INT. LEAKY CAULDRON - MORNING (MOMENTS LATER)

23A

As Ron smooths the dog-eared clipping onto the table,
Harry studies it. Hermione ignores it, stroking
Crookshanks.

HARRY

Egypt! What's it like?

RON

Brilliant. It's got loads of old
stuff. Mummies. Death masks.
Tombs --

HERMIONE

You know, the ancient Egyptians of
the Nile River delta worshipped
the cat goddess Bast.

Ron glares stonily at Hermione, then turns back to Harry.

RON

I also got a new wand.

Just then, a COMMOTION is HEARD. The Weasleys -- PERCY,
FRED, GEORGE, GINNY, ARTHUR, and MOLLY -- arrive *en*
masse, laden with purchases from Diagon Alley.

GEORGE

Not flashing that clipping about
again, are you, Ron?

RON

I haven't shown anyone!

FRED

No, not a soul. Unless you count
Tom. The day maid. The night
maid. The cook. The bloke that
came to fix the toilet. That
wizard from Belgium...

Mrs. Weasley takes Harry's face in her hands, smiles. As
if relieved to see him.

MRS. WEASLEY

It's good to see you, Harry.

(CONTINUED)

23A CONTINUED:

23A

HARRY

Good to see you too, Mrs. Weasley.

ARTHUR WEASLEY

Harry. I wonder if I might have a word.

HARRY

Of course, Mr. Weasley.

As Mr. Weasley pulls Harry away, the others continue to hover over the clipping in the b.g.

FRED

George's nose looks positively massive in that photograph.

GINNY

That's *your* nose, Fred.

FRED

Bloody hell. 'Tis, isn't it?
Take after your side of the family, don't I, Mum?

Harry notices Mr. Weasley glance edgily at a FUGITIVE POSTER tacked to the wall. In it, SIRIUS BLACK glowers under the words, "*Have You Seen This Man?*"

ARTHUR WEASLEY

Harry. There are some within the Ministry who would strongly discourage me from divulging what I'm about to tell you. But I think you need to know the facts. Because you're in danger. Grave danger.

Harry's eyes drift to the fugitive poster.

HARRY

Has this anything to do with him, sir?

ARTHUR WEASLEY

What do you know of Sirius Black, Harry?

HARRY

That he escaped from Azkaban.
That he killed someone...

(CONTINUED)

23A CONTINUED: (2)

23A

ARTHUR WEASLEY

Harry, thirteen years ago, when
you stopped...

Mr. Weasley hesitates, unable to continue.

HARRY

Voldemort...?

ARTHUR WEASLEY

(nodding nervously)

Black lost everything. But he
remains a loyal servant to this
day. In his mind, only you stand
in the way of...

Once again, Mr. Weasley hesitates.

HARRY

Voldemort...?

ARTHUR WEASLEY

Harry, I hate it when you say --

HARRY

I know, sorry. Ron hates it too.

ARTHUR WEASLEY

In Black's mind, only you stand in
the way of... You-Know-Who
returning to power. That's why
he's broken. That's why he's
broken out of Azkaban. To find
you. And...

Mr. Weasley hesitates yet again.

HARRY

Kill me?

Mr. Weasley nods. Nervously.

ARTHUR WEASLEY

Harry. I want you to swear
that -- whatever you might hear --
you won't go *looking* for Black.

HARRY

Mr. Weasley, why would I go looking
for someone who wants to kill me?

Mr. Weasley nods, then claps Harry on the shoulder.

(CONTINUED)

23A CONTINUED: (3)

23A

ARTHUR WEASLEY
Just watch yourself, will you,
Harry?

24 OMITTED

24

&
25

&
25

26 EXT. PLATFORM NINE AND THREE QUARTERS - MORNING

26

As the HOGWARTS EXPRESS BLEATS ITS HORN, we CRANE OVER the milling horde of students. Parents hurry their children onboard, tiny siblings wave goodbyes... and Mr. Weasley dashes through the throng and up to an open train window.

MRS. WEASLEY
Ron!

She hands Scabbers through the open window to him.

27 INT. HOGWARTS EXPRESS - TRAIN CAR - DAY (MOMENTS LATER) 27

The aisle teems with students. Harry, Ron and Hermione work their way down the aisle, looking for an empty compartment.

HARRY
I didn't *mean* to blow her up. I
just...
(troubled by
the memory)
... lost control.

RON
Brilliant!

HERMIONE
Honestly, Ron, it's not funny.
Harry's lucky he wasn't expelled.

RON
I still think it was brilliant.

SNAP! SNAP! SNAP! A copy of the The Monster Book of Monsters SCUTTLES CRAB-LIKE down the aisle, pursued by NEVILLE LONGBOTTOM.

NEVILLE
Hi, Harry. Ron. Hermione.

(CONTINUED)

27 CONTINUED:

27

HARRY/HERMIONE/RON

Hi, Neville.

As he bumps past, Hermione nods to a compartment.

HERMIONE

C'mon. We're in here.

28 INT. TRAIN COMPARTMENT - CONTINUOUS ACTION - DAY

28

As they slip inside, they find a MAN in SHABBY ROBES (PROFESSOR LUPIN) slumped against the window, asleep. He looks ill, exhausted. The trio eye him warily. WHISPER.

RON

Who d'you reckon he is?

HERMIONE

Professor R.J. Lupin.

RON

You know *everything*. How is it she knows everything?

HERMIONE

It's on his case.

She points. Stamped in peeling letters on a BATTERED CASE is "Professor R.J. Lupin."

HARRY

Is he really asleep?

HERMIONE

Seems to be. Why? What is it, Harry?

HARRY

Close the door.

Hermione and Ron exchange a curious glance, then Ron rises, slides the door shut, OVER CAMERA, and we --

CUT TO:

29 EXT. HOGWARTS EXPRESS - LATE DAY (LATER)

29

Storm clouds, like dark ghosts, toss SHEETS of RAIN onto the scarlet engine as it heads north.

30 INT. TRAIN COMPARTMENT - LATE DAY

30

Ron and Hermione stare at Harry, faces stricken in the lantern light that now glows in the compartment.

Crookshanks slumbers in his CAGE.

RON

Let me get this straight. Sirius Black escaped from Azkaban to come after you?

HARRY

Yes.

HERMIONE

But they'll catch Black, won't they? I mean... eventually?

RON

Sure -- Of course, no one's ever broken out of Azkaban before and he's a raving, murderous lunatic...

Just then, the COMPARTMENT RATTLES. Lanterns flicker. The train LURCHES, begins to SLOW. Hermione slides down the seat, pinning Ron against the window. They exchange an awkward glance, then Hermione carefully slides to the other end of the seat and glances at her WATCH. Frowns.

HERMIONE

Why're we stopping? We can't be there yet...

Harry rises, slides open the door, peers into the corridor.

HARRY'S POV -- All along the carriage, HEADS look out curiously. Then -- the train JERKS -- the car SWAYS -- and the LAMPS running along the ceiling FLICKER and...

31 EXT. TRAIN - SAME TIME - DUSK

31

... die. One by one. Until all is...

32 INT. TRAIN COMPARTMENT - SAME TIME - DUSK

32

Dark.

RON

What's going on?

(CONTINUED)

A thin WISP of STEAM escapes Ron's mouth. Harry notices.

HARRY

Dunno... Maybe we've broken down?

HERMIONE

Ouch! Ron, that was my foot!

SQUEAK-SQUEAK-SQUEAK. Ron, a dark silhouette against the window, wipes a patch of condensation from the window.

RON

There's something moving out there. I think... people are coming aboard.

Suddenly the CAR SWAYS violently... rights itself. The METAL WINDOW TRIM at Ron's fingertips begins to VIBRATE.

RON

Bloody hell. What's happening?

SSSSST! A soft CRACKLING fills the car and FLAMES bloom... in the hands of R.J. Lupin. In the SHIVERING LIGHT, his face looks tired and gray, but his eyes are alert. Wary.

PROFESSOR LUPIN

Don't. Move.

A HAND -- slimy and scabbed -- a hand of death -- GRIPS the half-open compartment door, pushes it aside. REVEALS: a TOWERING, CLOAKED FIGURE, its face hidden beneath its black hood. CROOKSHANKS' hair rises and as she HISSES...

WHOOSH HHHH. The folds of the hood TREMBLE. A CHILL, RATTLING INTAKE OF AIR is heard. The FLAMES in Lupin's hands SPUTTER. A SOUND SWELLS in Harry's ears. Eerie. Painful. The sound of a WOMAN SCREAMING. Harry's eyes roll up, eyelids fluttering.

And then... a SILVERY WHITE LIGHT drifts from his mouth. The world spins off its axis and Harry falls... glasses tumbling hard to the ground... then Harry... the muscles of his jaw twitching. THUNDER CRACKS. LIGHTNING paints the ICY windows...

WHITE.

BLACK.

WHITE.

(CONTINUED)

32 CONTINUED: (2)

32

BLACK...

With a DESPERATE GASP, Harry opens his eyes. Blinks. DUSK IS GONE. The windows BLACK. The floor at his spine is SHAKING GENTLY. The train moving again. His eyes shift, see a DROP OF WATER, newly unfrozen, running slowly down the window.

HERMIONE

Harry? Harry, are you all right?

Hermione's troubled face hovers above him. He nods. Sits up. Ron -- pale, nervous -- extends his hand. Harry's glasses.

HARRY

Thanks.

Harry slips them on. Discovers the cold sweat glazing his brow. SNAP! Professor Lupin breaks a ragged triangle of CHOCOLATE off the SLAB in his hands. Holds it out.

PROFESSOR LUPIN

Chocolate. Eat. It'll help.

HARRY

What was that -- that thing?

PROFESSOR LUPIN

A Dementor. One of the guards of Azkaban. It's gone now.

Harry frowns in confusion.

HERMIONE

It was searching the train, Harry. For Sirius Black.

PROFESSOR LUPIN

I need to have a word with the driver. Excuse me.

(the chocolate)

Eat. It'll help.

As he leaves, Harry turns to Ron and Hermione.

HARRY

What happened to me?

(CONTINUED)

32 CONTINUED: (3)

32

RON

Well, you sort of went... rigid.
We thought maybe you were having a
fit or something.

HARRY

And did either of you? You
know... pass out?

RON

No. I felt... weird. Like I'd
never be cheerful again. But...
no.

Harry turns to Hermione. She shakes her head.

HERMIONE

I was trembling. Cold. But
then... Professor Lupin made it go
away...

HARRY

But someone was screaming. A
woman.

Hermione and Ron glance nervously at each other.

HERMIONE

No one was screaming, Harry.

Harry looks to the window and we PUSH IN ON his
REFLECTION. It becomes a GLIMMERING PUDDLE and...

33 OMITTED

33

34 EXT. HOGWARTS CASTLE - NIGHT

34

SPLASH!... a CARRIAGE WHEEL shatters the glassy surface
as we TILT UP, catch a procession of HORSELESS CARRIAGES,
carrying students toward the glimmering castle.
Gradually, the sweet sound of a CHOIR rises on the air, a
FLASH of LIGHTNING bleaches the night sky and we --

CUT TO:

35 EXT./INT. GREAT HALL - NIGHT (LATER)

35

... the CAMERA as it GLIDES TOWARD the windows of the
Great Hall, TOWARD the CANDLELIT SILHOUETTES glimmering
within, PASSING THROUGH the glass.

(CONTINUED)

At the High Table, Lupin sits with SEVERUS SNAPE, MINERVA McGONAGALL, RUBEUS HAGRID and ALBUS DUMBLEDORE. We TRACK ALONG the FACES of the choir, singing to the strains of a HARPSICHORD, and LAND ON a QUINTET OF TOADS (one of which -- TREVOR -- belongs to NEVILLE LONGBOTTOM, who looks on with pride).

ARGUS FILCH, Hogwarts' caretaker, stands grimly to the side as red-eyed MRS. NORRIS switches her tail at his feet. As the choir's song concludes, DUMBLEDORE rises, beaming over the sea of black hats.

DUMBLEDORE

Welcome! Welcome to another year at Hogwarts! I have a few things to say, before we become befuddled by our excellent feast. I myself am particularly looking forward to the flaming kiwi cups, which, while somewhat treacherous for those of us with facial hair...

McGONAGALL clears her throat.

DUMBLEDORE

Mm. Yes. First, I'm pleased to welcome Professor R.J. Lupin, who has kindly consented to fill the post of Defense Against the Dark Arts. Good luck to you, Professor.

Amid SCATTERED APPLAUSE, Harry, Ron, Hermione CLAP LOUDLY.

HERMIONE

Of course! That's why he knew to give you the chocolate, Harry.

DUMBLEDORE

As some of you may know, Professor Kettleburn, our Care of Magical Creatures teacher for many years, has decided to retire in order to spend more time with his remaining limbs. Fortunately, I'm delighted to announce that his place will be filled by none other than our own Rubeus Hagrid!

(CONTINUED)

35 CONTINUED: (2)

35

Harry, Ron, and Hermione stare at each other -- stunned -- then APPLAUD vigorously. Hagrid turns ruby red, rises, and nearly topples the staff table, sending water goblets weaving.

DUMBLEDORE

(turning grave)

Finally, on a more disquieting note, Hogwarts -- at the *request* of the Ministry of Magic -- will, until further notice, play host to the Dementors of Azkaban.

A MURMUR of apprehension fills the hall. At the Slytherin table, DRACO MALFOY, flanked by the ever-present CRABBE and GOYLE, catches Harry's eye, feigns a dead faint.

DUMBLEDORE

The Dementors will be stationed at the entrances to the grounds. While they are under strict orders not to enter the castle itself, you will on occasion see them as you go about your daily activities. Under no circumstances are you to approach them. It is not in the nature of a Dementor to be forgiving.

36 INT. ENTRANCE HALL - NIGHT (LATER)

36

Students exit the Great Hall, scale the Marble Staircase.

37 INT. MARBLE STAIRCASE/SEVENTH FLOOR - NIGHT

37

Harry, Ron and Hermione arrive at the seventh floor landing and approach the FAT LADY in the portrait.

HARRY

Fortuna Major.

38 INT. GRYFFINDOR COMMON ROOM - NIGHT

38

The Gryffindors trail through the common room, the girls heading one way, boys the other.

39 INT. TOWER DORMITORY - NIGHT (LATER)

39

While those around him sleep, Harry takes the PHOTOGRAPH of his parents, sets it next to his bed, then glances around in quiet contentment.

(CONTINUED)

39 CONTINUED:

39

RON
Good to be home, eh, Harry?

Harry turns -- caught -- and finds Ron studying him from his own bed, Scabbers cradled in his hand. Harry nods and turns to the window..

39A EXT. HOGWARTS CASTLE - SAME TIME - NIGHT

39A

The Dementors drift to their positions outside the grounds.

39B INT. TOWER DORMITORY - SAME TIME - NIGHT

39B

Harry continues to stare.

HARRY
Yeah...

As his breath CLOUDS THE GLASS, we gradually...

FADE OUT.

FADE IN:

40 EXT. HOGWARTS CASTLE - GROUNDS - MORNING

40

As BRIDGE and CASTLE glimmer in the distance, Hagrid emerges from the Forbidden Forest, dragging a fistful of dead FERRETS by the tail. A BIRD appears, circles his head playfully, CHIRP-CHIRP-CHIRPING merrily before it...

... flutters off, pin-wheeling past flowers, into a BIRDBATH, finally coming to rest upon...

... an ANCIENT TREE. It TWITTERS cheerfully, singing its lovely song, when -- THWOCK! -- a branch punts the bird into the air. As feathers fly, the WHOMPING WILLOW resumes its shape.

41 OMITTED

41

42 INT. DIVINATION CLASSROOM - MORNING

42

Harry, Ron and Hermione sit on fat little pouffes in a murky, incense-laden room, along with Neville, Dean, Seamus, LAVENDER BROWN, PARVATI PATIL and others.

(CONTINUED)

PROFESSOR TRELAWNEY (O.S.)

Welcome, my children. In this room, you shall explore the mysterious art of Divination. In this room, you shall discover if you possess...

A crimson scrim FLUTTERS and SYBIL TRELAWNEY, Divination Professor, glides dramatically INTO VIEW, eyes huge and bug-like behind enormous glasses.

PROFESSOR TRELAWNEY

... *the Sight*. Hello. I am Professor Trelawney. Together, we shall cast ourselves into the future. But know this. One either has the *Gift* or not. It cannot be divined from the pages of a book. Books only cloud one's Inner Eye.

HERMIONE (O.S.)

(under her breath)

What rubbish.

Ron spins. Frowns at Hermione.

RON

Where'd you come from?

HERMIONE

Me? I've been here all along.

PROFESSOR TRELAWNEY

(spinning on Neville)

You, boy! Is your grandmother well?

NEVILLE

I... I think so.

PROFESSOR TRELAWNEY

I wouldn't be so sure of that.

(continuing)

The first term will be devoted to the reading of tea leaves. If all goes well, we will proceed to palmistry, fire omens, and finally... the crystal ball.

(eyeing Parvati)

By the way, dear, beware a red-haired man.

(CONTINUED)

42 CONTINUED: (2)

42

Parvati eyes Ron dubiously. Edges her pouffe away.

PROFESSOR TRELAWNEY

Unfortunately, classes will be disrupted in February by a nasty bout of flu. I myself will lose my voice. And in late spring, one of our number will... leave us forever.

As the class exchanges uneasy glances, Trelawney smiles brightly.

PROFESSOR TRELAWNEY

Well then. Shall we?

CUT TO:

TEACUP - DETAIL - LATER

Inside, a CLOUD of TEA LEAVES mutates oddly. Harry, sitting opposite Ron now, frowns at the leaves, consults the SYMBOLS in the textbook (Unfogging the Future) at his elbow. Trelawney walks amongst them, robes flowing.

PROFESSOR TRELAWNEY

Broaden your minds, my dears. And allow your eyes to see... *beyond*.

Trelawney takes Lavender Brown's cup, peers inside.

PROFESSOR TRELAWNEY

A five-leaf clover... You can expect to wake with a horrible rash tomorrow morning, dear.

(then, casually)

Mr. Longbottom, after you've broken your first cup...

CA-CHINK! Neville fumbles the cup in his hands and the brittle CRASH of CHINA is heard.

PROFESSOR TRELAWNEY

... would you be so kind as to select one of the blue ones? I'm rather partial to the pink.

(pausing by Ron)

What do you see in Mr. Potter's cup, Mr. Weasley?

(CONTINUED)

42 CONTINUED: (3)

42

RON

Well. He's got a wonky sort of cross -- that's trials and suffering. But this lot here could be the sun -- that's great happiness. So... he's going to suffer but be very happy about it.

Professor Trelawney takes the cup, peers inside, and GASPS.

PROFESSOR TRELAWNEY

Ahhh!

PARVATI

What is it, Professor?

Trelawney regards Harry with a mixture of pity and fear.

PROFESSOR TRELAWNEY

My dear boy... You have the Grim.

SEAMUS

The Grin? What's the Grin?

PARVATI

Not the grin, you idiot. The *Grim*.

DEAN THOMAS

But what does it mean, Professor?

LAVENDER

'The Grim...'

All turn, see Lavender bent over her textbook.

LAVENDER

'Taking the form of a giant spectral dog, it is among the darkest omens in our world. It is an omen... of death.'

Harry peers into his cup. The tea leaves shift. The dog disappears. And a new image emerges slowly...

Sirius Black.

43 EXT. CASTLE/BRIDGE/WHOMPING WILLOW/HAGRID'S HUT - DAY

43

The trio emerge from the BRIDGE and make their way toward Hagrid's hut. The Whomping Willow looms in the distance.

(CONTINUED)

43 CONTINUED:

43

HERMIONE

Death omens. Honestly. If you ask me, Divination's a very wooly discipline. Now Ancient Runes. That's a fascinating subject.

RON

Ancient Runes? Exactly how many classes are you taking this term?

HERMIONE

A fair few.

RON

Hang on. Ancient Runes is the same time as Divination. You'd have to be in two classes at once.

HERMIONE

Don't be silly. How could anyone be in two classes at once?
(mimicking Trelawney)
Broaden your minds...

43A EXT. HAGRID'S HUT - DAY (MOMENTS LATER)

43A

STUDENTS gather around Hagrid as Harry, Ron and Hermione arrive. Draco, Crabbe, and Goyle stand with the Slytherins.

HAGRID

C'mon now, get a move on! Got a real treat for yeh. Great lesson comin' up. Follow me.

44 EXT. PADDOCK - HAGRID'S HUT - DAY (MOMENTS LATER)

44

Hagrid leads them toward a small paddock just this side of the Forbidden Forest. In the paddock, a freestanding IRON RACK hangs with DEAD FERRETS, BUZZING with FLIES. Nearby is a PUMPKIN PATCH.

HAGRID

Gather 'round. Find yerself a spot. That's it. Now, firs' thing yeh'll want ter do is open yer books --

DRACO

And exactly how do we do that?

(CONTINUED)

Hagrid looks. Belts, rope, Spellotape: any means available have been employed to bridle The Monster Book of Monsters, which QUIVER VIOLENTLY.

HAGRID

Crikey. Didn' yeh know? All yeh've got ter do is *stroke* 'em. Look --

Hagrid takes Hermione's copy, SNAPS the Spellotape binding it. As it begins to BITE, Hagrid calmly runs a forefinger down the book's spine and it... SHIVERS. Falls quietly open.

Hagrid glances at the class, looking suddenly unsure.

HAGRID

Righ' then. So... so... yeh've got yer books, an' now yeh need the Magical Creatures. Right. So... I'll... I'll go an' get 'em.

Hagrid turns, disappears into the trees. Draco shakes his head, SPEAKS LOUDLY to Crabbe and Goyle.

DRACO

God, this place is going to the dogs. Wait until my father hears Dumbledore's got *this* oaf teaching classes.

HARRY

Listen, you stupid prat --

Eyes WIDENING in fear, Malfoy steps back, points.

DRACO

Potter, there's a Dementor behind you.

Harry JUMPS, wheels in fear, finds... nothing. Instantly, the SLYTHERINS make an eerie OOH... and OOH sound, then break up laughing. Harry reddens, embarrassed, then...

A STRANGE BEAST (BUCKBEAK) emerges from the trees. It has the torso, hind legs, and tail of a horse, but the front legs, wings and head of a giant eagle. The students step back in fear, then Hagrid appears, shooping the beast on.

HAGRID

Gee up, there!
(grinning)
Beau'iful, isn' he?

(CONTINUED)

There seems no consensus on this, but the students stare in wary wonder nonetheless. As Hagrid coaxes the beast to the center of the paddock, Ron stares uneasily.

RON

Hagrid. Exactly what is that?

HAGRID

A Hippogriff, o' course. Now, firs' thing yeh gotta know is they're proud. Easily offended, Hippogriffs are. Don't never insult one, 'cause it migh' be the las' thing yeh do. Right then -- who wants ter come an' say hello?

The entire class STEPS BACK, leaving Harry in front.

HAGRID

Good man, Harry!

Harry looks around, then -- reluctantly -- approaches.

HAGRID

Tha's it. Easy now... stop! This here's Buckbeak, Harry. Yeh want ter let 'im make the firs' move. It's polite, see? Jus' take step forward, give 'im a bow, and if Buckbeak bows back, yeh're allowed ter touch him. Ready?

Unsure, Harry nods anyway. Steps forward. And... bows. Buckbeak's head cocks, eagle eyes studying Harry cannily. Harry waits. And waits...

HAGRID

Back off, Harry! Back off!

Harry starts to step back, when... Buckbeak ducks his beak. Hagrid sighs, relieved.

HAGRID

Well done, Harry! Go on. Give 'im a pat.

Tentatively, Harry reaches out, lays his hand on Buckbeak's fierce beak. The class CLAPS. Harry smiles.

(CONTINUED)

HAGRID

Look at that! I reckon he migh'
let yeh ride 'im!

HARRY

(smile drooping)

Excuse me?

HAGRID

We'll jus' set yeh behind the
wing joint. Mind yeh don' pull
any feathers out. He won' like
that.

Hagrid lifts Harry high, drops him onto Buckbeak's
back, and before Harry's settled, SLAPS Buckbeak's
hindquarters.

HAGRID

Off yeh go!

As Buckbeak GALLOPS FORWARD, Harry slides scarily back,
giant WINGS unfold, huge and powerful, and -- WHOOSH! --
they SOAR into the air. Rising higher. And higher.
And higher.

Gradually, Harry loosens his hold on Buckbeak's neck.
Losing himself in the joy of flying. Smiling at the
sight of his and Buckbeak's SHADOW racing across the
grass below. Circling over the Whomping Willow, past
Hogwarts castle, and then SWOOPING, with heart-stopping
speed, over the Black Lake, Buckbeak's talons tickling
the smooth glass of the water, summoning the GIANT SQUID
to the surface briefly. Hagrid WHISTLES then, and
Buckbeak wheels, beating his way back to the paddock,
galloping to a halt. As Harry slides off, the class
CHEERS -- all except Draco, who narrows his eyes
maliciously.

HAGRID

Good work, Harry!

(under his breath)

How'm I doin' me firs' day?

HARRY

Brilliant... Professor.

They both grin, when Draco pushes past them roughly,
strides toward Buckbeak.

(CONTINUED)

44 CONTINUED: (4)

44

DRACO

Give me a go at that thing. If
Potter can do it, it must be
easy. You're not dangerous at
all, are you, you great ugly
brute --

HAGRID

Malfoy! No!

In a flash, Buckbeak's steely talons SLASH DOWN. Malfoy
freezes. Looks down at the BLOOD BLOSSOMING on his
robes. SHRIEKS. Instantly, Harry dashes forward.
Buckbeak WHIPS AROUND, raises its talons and -- seeing
Harry -- lowers them. Ducks its beak. Harry...
realizing what he's done... breathes.

DRACO

It's killed me! It's killed
me!

HAGRID

Calm yerself! Yer fine... jus'
a scratch...

Hagrid looks: a DEEP GASH glistens on Draco's limp
arm.

HERMIONE

Hagrid. He's got to be taken to
a hospital. I'll go with you,
if you like --

HAGRID

No. I'm the teacher. You all...
you all just... Class dismissed!

And with that, Hagrid -- looking shaken -- swoops up
Malfoy, flops him over his shoulder, and lumbers
toward the castle.

45 INT. GREAT HALL - NIGHT

45

As Lavender and Parvati huddle over a DOZEN TEACUPS,
Avidly interpreting patterns in HUSHED VOICES, Draco,
arm bound in a SLING, holds court before a clot of
Slytherins.

PANSY

Does it hurt terribly, Draco?

(CONTINUED)

DRACO

(a tad theatrical)

It comes and goes. Still... I consider myself lucky. According to Madam Pomfrey, another minute or two... and I could've lost the arm.

Harry, Ron and Hermione watch from the Gryffindor table.

RON

The little git. He's really laying it on thick, isn't he?

HARRY

At least Hagrid didn't get sacked.

HERMIONE

Yes. But I hear Draco's father's furious. I don't think we've heard the end of this...

SEAMUS

He's been sighted!

They turn. Seamus and the other Gryffindors are huddled over a copy of The Daily Prophet.

RON

Who?

But the PHOTOGRAPH on the Prophet's front page provides a chilling answer: Sirius Black. Hermione reads over the shoulders of others. WHISPERS half to herself:

HERMIONE

Achintee? That's not far from here...

NEVILLE

You don't think he'd come to Hogwarts, do you?

LAVENDER

With the Dementors at every entrance?

LAVENDAR

Dementors? He's already slipped by them once, hasn't he? Who's to say he can't do it again?

(CONTINUED)

45 CONTINUED: (2)

45

As a flicker of fear passes through Harry's face, BEM, a Nigerian boy, stares grimly at the grainy image of Black.

BEM

That's right. Black could be anywhere. It's like trying to catch smoke. Like trying to catch smoke with your bare hands.

46 EXT. HOGWARTS CASTLE - MORNING

46

Beautiful flowers gleam in the dawn light, then, slowly begin to WITHER. The dew FREEZES, the grass grows brittle. Seconds later, the Dementors sweep by.

47 OMITTED

47

&

&

48

48

49 INT. LUPIN'S CLASSROOM - MORNING

49

A tall WARDROBE RATTLES VIOLENTLY as Harry, Ron and several classmates regard it warily.

PROFESSOR LUPIN

Intriguing, yes? Would anyone like to venture a guess as to what's inside?

SEAMUS

(in a hushed voice)

That's a Boggart, that is.

PROFESSOR LUPIN

Very good, Mr. Finnigan. Can anyone tell us what a Boggart looks like?

HERMIONE

No one knows.

Ron JUMPS, glances at Hermione, then WHISPERS to Harry.

RON

When'd she get here?

(CONTINUED)

HERMIONE

Boggarts are shape-shifters.
They take the shape of whatever
a particular person fears most.
That's what makes it so --

PROFESSOR LUPIN

Terrifying, yes. Luckily, a very
simple charm exists to repel a
Boggart. Let's practice it now,
shall we? Without wands,
please... *Riddikulus!*

STUDENTS

Riddikulus!

DRACO

(muttering softly)

It's this class that's ridiculous.

PROFESSOR LUPIN

Good. So much for the easy part.
You see, the incantation alone
is not enough. What really
finishes a Boggart off is...
laughter. You need to force it
to assume a shape you find truly
amusing. Neville, come up here,
will you?

Neville eyes the rattling wardrobe, steps forward
queasily.

PROFESSOR LUPIN

What would you say is the thing
that frightens you most?

NEVILLE

Profter... Snafpt...

PROFESSOR LUPIN

Didn't catch that, Neville, sorry.

NEVILLE

Professor Snape.

Everyone LAUGHS good-naturedly. Lupin nods thoughtfully.

PROFESSOR LUPIN

Hmmm... yes. Neville, I believe
you live with your grandmother?

(CONTINUED)

NEVILLE

Yes, but I don't want the Boggart to turn into her either.

PROFESSOR LUPIN

It won't. But I want you to picture her clothes, only her clothes, very clearly in your mind. Can you do that?

NEVILLE

(closing his eyes)

She carries a red handbag...

PROFESSOR LUPIN

That's fine. We don't need to hear it. If you see it, we will. Now, when I open this wardrobe, Neville, here's what I want you to do...

Lupin leans close to Neville, WHISPERS. Neville's eyes POP OPEN in shock. Consider Lupin uncertainly.

PROFESSOR LUPIN

You can do this, Neville.

Neville nods nervously, takes a deep breath.

PROFESSOR LUPIN

Right then. Wand at the ready.
One. Two. *Three!*

SPARKS jet from Lupin's wand, strike the doorknob, and the wardrobe BURSTS OPEN. Instantly, Snape appears, eyes flashing hideously as he stalks forward. Neville backs away in fright.

PROFESSOR LUPIN

Think, Neville. *Think!*

NEVILLE

R-r-riddikulus!

CRACK! Snape stumbles in a FLASH OF LIGHT and reappears... in a LONG, LACE-TRIMMED DRESS, TOWERING MOTH-EATEN HAT, and CRIMSON HANDBAG. Instantly, the class ROARS (except for Draco and his fellow Slytherins). Neville blinks, amazed, then slowly, grins himself.

Lupin drops the needle on an OLD GRAMAPHONE. As a SCRATCHY RHUMBA fills the room, he points to Ron.

(CONTINUED)

PROFESSOR LUPIN

Ron! Forward!

Snape DISSOLVES into a mad whirling mass, then mutates into a... GIANT SPIDER. As Ron GASPS, Harry and Hermione exchange an uncertain glance. Lupin puts his hands on Ron's shoulders to steady him. Ron raises his wand.

RON

Riddikulus!

CRACK! ROLLER SKATES materialize on the spider's hairy feet and it begins to shuffle crazily in place. Instantly, Ron relaxes as the class' LAUGHTER rings out.

PROFESSOR LUPIN

Parvati!

As Parvati steps up, the spider SPINS faster and faster, a DIZZYING BLUR, then reappears as a VAMPIRE.

PARVATI

Riddikulus!

As the vampire WHIPS its cloak across its eyes, we CUT BEHIND... so our POV is of the students. SWISH! The cloak reopens, the class LAUGHS, and we REVERSE again... see that the vampire is now dressed like CARMEN MIRANDA. As it begins to SHIMMY about -- against its will -- the class starts to CLAP.

PROFESSOR LUPIN

Mr. Thomas!

As Dean steps up, the vampire's undulating body attenuates, its skin darkening with diamond-thatched SCALES becoming... a GIANT COBRA.

DEAN THOMAS

Riddikulus!

The cobra's hooded head BOBS back and forth, transforms into a JACK-IN-THE-BOX. Lupin grins and...

PROFESSOR LUPIN

Next!

... turns, sees Harry step forward expectantly. Concern flickers through Lupin's face. The Jack-In-The-Box pivots on its spring, its face tumbling toward Harry, becoming more sinister, transforming into a...

(CONTINUED)

49 CONTINUED: (4)

49

... *Dementor*. Suddenly the MUSIC FADES. Harry starts to raise his wand, then... freezes, transfixed. The Dementor looms closer and closer, when...

... Lupin steps between, snaps his wand.

PROFESSOR LUPIN

Here!

CRACK! -- the Dementor vanishes and a ROILING MIST appears, which becomes CLOUDS. Something glows within the clouds, white, silvery and round...

PROFESSOR LUPIN

Riddikulus!

POP! The orb deflates like a punctured balloon, WHIZZES crazily about the room, then darts back into the wardrobe. The door SLAMS SHUT and the CLASS CHEERS.

PROFESSOR LUPIN

Well done, everyone. I think that's enough excitement for today.

As the students exit, chattering loudly, only Harry, subdued, remains behind. At the doorway, Lupin glances back, exchanges a private glance with him. As he exits, the WARDROBE gives one last RATTLE.

50 EXT. CLOCK TOWER COURTYARD - MORNING (TWO WEEKS LATER)

50

A great buzzing queue of STUDENTS -- Third Years and older -- each clutching a PERMISSION FORM -- pass by a glowering Filch.

PROFESSOR McGONAGALL

Remember! These visits to Hogsmeade Village are a privilege. Should your behavior reflect poorly on the school in any way, that privilege shall not be extended again.

Harry approaches her, but before he can utter a syllable:

PROFESSOR McGONAGALL

No permission form. No visiting the Village. That's the rule, Potter.

(CONTINUED)

50 CONTINUED:

50

HARRY

Yes, Professor, but I thought if
you said I could go --

PROFESSOR McGONAGALL

But I don't say so. A parent or
guardian must sign, and since I am
neither, it would be
inappropriate.

(a flicker of pity)

I'm sorry, Potter. But that's my
final word.

Ron and Hermione -- watching Harry expectantly from
across the way -- see him turn, shake his head. Their
faces fall. Harry raises his hand in farewell. Watches
them go.

PROFESSOR LUPIN (O.S.)

So. No Hogsmeade, eh ?

51 OMITTED
thru
54

51
thru
54

55 EXT. BRIDGE (HOGWARTS GROUNDS) - MORNING (MOMENTS
LATER)

55

Deep in the distance, some BOYS skate about on brooms,
tossing a RAGGED QUAFFLE back and forth. CAMERA TILTS.
FINDS Harry and Lupin walking along the bridge.

PROFESSOR LUPIN

Well, don't feel too bad. I was
roundly disappointed the first
time I went.

HARRY

Really?

PROFESSOR LUPIN

No. I was just trying to make you
feel better. Honeydukes' sweets
are the best in the world. Their
Pepper Imps are so strong you
smoke at the ears. And Zonko's
Joke Shop may be dangerous, but
you can't beat their Stink
Pellets.

(CONTINUED)

HARRY

(nodding glumly)

Not to mention The Shrieking Shack, which, according to Hermione, is the most severely haunted building in Britain.

PROFESSOR LUPIN

Yes, that too...

HARRY

Professor, can I ask you something?

PROFESSOR LUPIN

You'd like to know why I stopped you from facing the Boggart.

(off Harry's surprise)

I should think it'd be obvious. I assumed the Boggart would take the shape of Lord Voldemort.

Harry frowns. Lupin studies him curiously.

PROFESSOR LUPIN

But clearly... I was wrong.

HARRY

I did think of Voldemort first. But then, I remembered that night on the train... and the Dementors...

(CONTINUED)

PROFESSOR LUPIN

Well, well. I'm impressed. That suggests that what you fear most of all is... *fear*. Very wise.

HARRY

Before I fainted... I heard something. A woman. Screaming.

PROFESSOR LUPIN

Dementors force us to relive the worst memories of our lives. Our pain becomes their power.

HARRY

I think it was my mother. The night she was murdered.

Harry looks up. Finds Lupin studying him.

(CONTINUED)

55 CONTINUED: (2)

55

PROFESSOR LUPIN

The first time I saw you, Harry, I recognized you immediately. Not by your scar. By your eyes. They're your mother Lily's.

(nodding)

Yes. I knew her. She was there for me at a time when no one else was. We used to talk for hours. She was not only a singularly gifted witch but an uncommonly *kind* woman. She had a way of seeing the beauty in whoever she met, even -- and perhaps most especially -- when that person couldn't see it in themselves...

Lupin's eyes glaze in memory, then he blinks, smiles.

PROFESSOR LUPIN

Which perhaps explains her affection for your father. James had, shall we say, a certain talent for trouble. A gift, rumor has it, he passed on to you.

Lupin turns, eyes Harry affectionately. Harry smiles vaguely.

PROFESSOR LUPIN

I could tell you stories -- and there are many about your parents, Harry -- but know this...

(eyeing Harry intensely)

They *lived*. Every moment of every day. You should know that. That's how they'd want to be remembered.

56 INT. GREAT HALL - EVENING (LATER)

56

The Hall buzzes with tales of Hogsmeade, as students swap stories, sample sweets, and send SOAP BUBBLES of all shapes, sizes and colors into the air. A MARIONETTE of a HARLEQUIN cavorts atop the Gryffindor table, moving its limbs in response to the STRANDS of LIGHT that extend from Neville's fingertips. Seamus passes his hand through the light beams and -- FLUMPH! -- the Harlequin collapses.

(CONTINUED)

HERMIONE

And the post office! It's about 200 owls, all sitting on color-coded shelves, depending on how fast you want your letter to go!

RON

And Honeyduke's is brilliant! Sugar Quills, Flaming Whizbees -- and blood-flavored lollipops for Halloween!

Harry nods, picking quietly through the spray of brilliantly colored sweets on the table. Hermione notices.

HERMIONE

But, I mean, after awhile, it got a bit boring. Don't you think, Ron?

RON

Huh? Oh. Yeah. Dead depressing. Hang on. I almost forgot. I got you something wicked at Dervish and Banges. It's a Pocket Sneakoscope.

Ron places a SMALL GLASS SPINNING TOP on the table.

RON

If there's someone untrustworthy around, it's meant to light up and spin. Mind you, Fred and George say it's rubbish, sold for wizard tourists, but I thought, you know, it can't hurt, given that...

HARRY

Sirius Black's trying to kill me.

Harry looks up, GRINS at the two of them.

HARRY

I'm glad you had a good time. Really. And thanks for this.
(eyeing the Sneakoscope)
Rubbish or not, you're right. It can't hurt.

With that, Harry pops a PEPPER IMP into his mouth.

(CONTINUED)

56 CONTINUED: (2)

56

RON

Oh, careful of those, they'll make
your...

On cue, SMOKE CURLS from Harry's ears and nose.

RON

Never mind.

57 INT. MOVING STAIRCASE/SEVENTH FLOOR CORRIDOR - NIGHT
(LATER)

57

As Harry, Ron, and Hermione climb the stairs, they find a
crowd gathering on the Seventh Floor landing.

RON

What's the hold-up? Only Neville
ever forgets the password.

PERCY

(pushing past)

Let me through, please. Excuse
me, thank you, I'm Head Boy...

(stopping dead)

Back! All of you! No one is to
enter this dormitory until it has
been fully searched!

Harry, Ron, and Hermione exchange dark glances, when...
Ginny emerges from the crowd, her face ashen.

GINNY

The Fat Lady... she's gone.

RON

Probably stuffing her face with
the apples in that still life on
the second floor again.

GINNY

No. You don't understand --

Hermione GASPS. GRABS Harry's arm. He looks. SEES:
The Fat Lady's portrait has been SLASHED VICIOUSLY, great
strips of canvas hanging from the frame. Just then,
Dumbledore appears.

DUMBLEDORE

Mr. Filch. Round up the ghosts.
Tell them to search every painting
in the castle for the Fat Lady.

(CONTINUED)

57 CONTINUED:

57

Just then, there is a SCREAM. The students dash to the landing, where all THE PAINTINGS WHISPER FEARFULLY. Filch's rheumy eyes peer up, searching the upper shadows, then... narrow.

FILCH

There'll be no need for
ghosts, Professor...

Filch extends a crooked finger. High up, near the ceiling, the Fat Lady cowers in a portrait not her own, trembling.

DUMBLEDORE

Dear lady. Who did this to you?

FAT LADY

(in a trance)

Eyes like the devil he's got. And
a soul as dark as his name. It
was him, Headmaster. The one they
talk about. He's here. Somewhere
in the castle. Sirius Black.

As the students REACT, Dumbledore's VOICE cuts through.

DUMBLEDORE

Secure the castle, Mr. Filch. The
rest of you... to the Great Hall.

58 MONTAGE - SECURING THE CASTLE - NIGHT

58

CLOCK TOWER DOOR: Great GROANING TUMBLERS fall.
SPINDLES rotate. CYLINDERS -- one after another -- fire
into place.

WINDOWS: Iron SPIKES, sharp as razors, rise instantly.

59 OMITTED

59

60 EXT. HOGWARTS CASTLE - CONTINUOUS ACTION - NIGHT

60

One by one, deep in the distance, the LIGHTS of the Great
Hall go out. Dementors appear, COVERING FRAME, then
separate like a curtain...

61 INT. GREAT HALL - NIGHT (HOURS LATER)

61

CAMERA DRIFTS THROUGH the silent room, OVER an ocean of
SLEEPING BAGS, FINDS Harry lying awake, staring at the
net of stars glimmering beyond the highest window.

(CONTINUED)

61 CONTINUED:

61

A gentle CREAK is heard and Harry's eyes shift, see Snape pass through the great doors, converge with Dumbledore.

SNAPE

I've done the dungeons,
Headmaster. No sign of Black.
Nor anywhere else in the castle.

DUMBLEDORE

(nodding)

I didn't really expect him to
linger.

SNAPE

Remarkable feat, don't you think?
To enter Hogwarts castle on one's
own, completely undetected...

Dumbledore gazes at the students, refusing to take the
bait.

SNAPE

You may recall, prior to the start
of term, I did express my concerns
when you appointed Professor --

DUMBLEDORE

I do not believe a single
professor inside this castle
would have helped Sirius
Black enter it, Severus.

As Snape's eyes glitter darkly, Dumbledore gazes out over
the slumbering students.

DUMBLEDORE

No... I feel quite confident the
castle is safe. And I'm more than
willing to let the students return
to their Houses. But tomorrow.
For now, let them sleep...

As Dumbledore's gaze finds Harry, he shuts his eyes,
feigns sleep.

DUMBLEDORE

It's astonishing what the body can
endure when the mind allows itself
to rest.

62 EXT. HOGWARTS CASTLE - DAY

62

The Whomping Willow idly casts off a few withering
leaves.

(CONTINUED)

62 CONTINUED:

62

SIR CADOGAN (V.O.)

What villains are these that
trespass upon my private lands!

63 INT. GRYFFINDOR COMMON ROOM - MORNING

63

The Fat Lady has been replaced by a PAINTING of a TINY KNIGHT (SIR CADOGAN). Stalking a bare stretch of grass as his PONY grazes nearby, he brandishes his sword wildly as a group of Gryffindors regard him warily.

SIR CADOGAN

Who dares challenge Sir Cadogan!
Back, you scurvy braggarts! You
rogues!

SEAMUS

He's barking mad!

DEAN THOMAS

What d'you expect? After what
happened to the Fat Lady, none of
the other pictures would take the
job.

NEVILLE

But he keeps changing the
password. Twice just this
morning! I've taken to keeping a
list.

As Neville holds up a wrinkled piece of parchment, Harry,
Ron and Hermione begin to exit.

SIR CADOGAN

Farewell, comrades! If ever you
have need of noble heart and
steely sinew, call upon Sir
Cadogan!

RON

Yeah, we'll call you... if we ever
need someone mental.

64 OMITTED

64

65 INT. LUPIN'S CLASSROOM - MORNING (LATER)

65

SNAP! Snape PULLS DOWN a SCREEN over the blackboard,
turns.

(CONTINUED)

SNAPE

Turn to page 394.

As the students eye Snape with guarded curiosity, Malfoy finishes SCRAWLING something on a bit of PARCHMENT and balls it up in his hands. As he opens them, a MOTH flutters from his palms.

HARRY

Excuse me, sir, but... where's Professor Lupin?

SNAPE

That's not really your concern, is it, Potter? Suffice it to say, your Professor finds himself incapable of teaching at the present time. *Page 394.*

Snape waves the MOTH away, blows out a candle and a SLIDE SHOW BEGINS. An ANCIENT WOODCUT of a HORRIFIC BEAST flickers at the front of the room. Ron frowns down at his book.

RON

Werewolves?

HERMIONE

But, sir, we've only just begun learning about Red Caps and Hinkypunks. We're not meant to start nocturnal beasts for weeks --

SNAPE

Quiet!

RON

(to Harry)

When did she come in? Did you see her come in...

SNAPE

Now. Which of you can tell me the difference between an Animagus and a werewolf?

As the class stares mutely at a SLIDE of an ATTACKING WEREWOLF, Hermione waiting desperately for someone to respond to Snape's question, the moth flutters by Harry.

(CONTINUED)

65 CONTINUED: (2)

65

SWAT! He pins it to his desk. A tiny cloud of moth dust mushrooms into the air and Harry lifts his palm. Malfoy's PARCHMENT has reappeared.

SNAPE

No one? How... disappointing.

HERMIONE

Please, sir, an Animagus is a wizard who *elects* to turn into an animal. A werewolf has no choice in the matter. Furthermore, the werewolf actively hunts humans and responds only to the call of its own kind -- Malfoy lets out a LOW HOWL.

SNAPE

Quiet, Malfoy! Though one must admit to feeling your pain. That is the second time you have spoken out of turn, Miss Granger. Tell me. Are you incapable of restraining yourself? Or do you take pride in being an insufferable know-it-all?

RON

(to Harry)

He's got a point, you know.

Harry stares at the parchment. Malfoy has drawn a crude caricature of Harry in his Quidditch robes being STRUCK BY LIGHTNING over and over.

SNAPE

Five points from Gryffindor!

(to the class)

As a antidote to your ignorance, I prescribe two rolls of parchment on the werewolf by Monday morning, with particular emphasis placed on *recognizing* it.

(suddenly)

Passing notes, Potter?

Snape SNATCHES the drawing from under Harry's nose. Eyes it.

SNAPE

Not exactly Picasso, are you? I hope you demonstrate more talent on the Quidditch pitch this weekend then you do as an artist.

(MORE)

(CONTINUED)

65 CONTINUED: (3)

65

SNAPE (CONT'D)

If not, I fear you'll perish,
 given the weather forecast. Until
 that time, however, you'll forgive
 me if I don't let you off
 homework. Should you die, I
 assure you... you need not hand it
 in.

As Snape turns away, Malfoy sniggers with Crabbe, Coyle
 and PIKE. Harry glances down at the drawing once more
 and we hear a true RUMBLE of THUNDER and --

CUT TO:

... a STITCH OF LIGHTNING...

66 OMITTED
 &
 67

66
 &
 67

68 EXT. QUIDDITCH PITCH - A STITCH OF LIGHTNING - DAY

68

as it strikes one of the GOLDEN QUIDDITCH RINGS and the
 clouds bloom with ICY BLUE light. Far below, in the
 stands, RAIN lashes the SEA OF UMBRELLAS. As one flies
 free, soaring end over end into the sky, the...

... CROWD EXPLODES and two Quidditch squads -- Gryffindor
 in SCARLET, Hufflepuff in CANARY-YELLOW -- shoot into the
 air. Twin BLUDGERS FIRE skyward, and the match is on.

We CUT INTO Harry, rising like a rocket through the mist,
 his robes SNAPPING VIOLENTLY in the wind.

INTERCUT HARRY'S POV

-- as he flies, RAIN falling like NEEDLES before him,
 every dark cloud concealing potential danger. Beaters
 crisscross his path. A BLUDGER WHIZZES past, then a
 second ROCKETS DIRECTLY AT HIM.

SWOOP! -- Harry ducks, watches the BLUDGER SHATTER the
 BROOM of a HUFFLEPUFF BEATER. The Beater goes into a
 wild spiral, vanishes in the mist.

(CONTINUED)

IN THE STANDS

Ron squints upward, the players little more than STREAKING BLURS from his vantage. KA-SSSST! A STITCH OF LIGHTNING strikes the TAIL of ANGELINA JOHNSON'S broom. As it BURSTS into FLAMES, she PLUMMETS to the pitch. Ron looks down at his own HAND. In the HIGHLY-CHARGED AIR, the HAIR above his knuckles RISES.

In the sky, Harry flies fearlessly, searching for the Snitch as Bludgers pierce the clouds above him and CHASERS flit IN and OUT OF VIEW far below. Suddenly, in the stands opposite, a BLACK UMBRELLA flies from the hand of a RAVENCLAW GIRL. For a moment, it sails wondrously through the heavy air, a Magritte dream, then -- WHOOP! WHOOP! WHOOP! -- abruptly picks up speed, ROTATING LIKE A HATCHET. Harry DUCKS, turns, and watches it disappear into a bank of clouds. Then...

... something GLIMMERS: the Snitch. Instantly, Harry jets off closing fast on the tiny, glimmering ball, chasing it through one cloud... then another... and another... until...

... he BREAKS into a clear patch of sky... only to find the Snitch is gone. Angrily, Harry whips the Nimbus back around, searching the horizon frantically, when he spies something:

In the stadium's HIGHEST TOWER, something ENORMOUS flickers briefly in SILHOUETTE, then is obscured by a veil of mist.

Harry turns. In the distance, the stray umbrella spins INTO VIEW, harpoons a player. Harry's eyes shift. The SNITCH SHIMMERS like a FIREFLY in the dark underbelly of a cloud. Harry begins to go... when the veil of mist shrouding the high tower shifts and -- for one brief moment -- a GREAT DOG is revealed. As this mist closes, Harry frowns, jets away.

As Harry pelts after the Snitch, the crowd RISES TO THEIR FEET, ROARING. Ron GRINS over the binoculars, watching Harry shred the mist as he urges his broom on.

HARRY

Come on! *Faster!*

The trace of a smile forms on Harry's lips as he closes on the Snitch... only yards away... reaching out... when...

(CONTINUED)

... a THIN GLAZE of ICE clouds his GLASSES. He wipes at them, then flinches: BLOOD trickles down his cheek. *The rain is turning to needles. Needles of ice.* Harry glances at the HANDLE of his BROOMSTICK. The water sluicing through the grain is FREEZING. VAPOR streams from his mouth and nose.

SWOOSH! A dark SILHOUETTE passes on his right. He turns. SWOOSH! -- a twin SILHOUETTE passes on his left. Harry sees neither. Looks down. The layers of mist are parting below. LIGHTNING STRIKES. Reveals: an ARMY OF SILHOUETTES drifting onto the pitch. A vast legion of them...

DEMENTORS.

A DISTANT WHISTLE weaves into the WIND, rises in pitch, not a whistle at all, but a... SCREAM. A WOMAN'S SCREAM. Harry's eyes flutter, and wisps of SILVERY WHITE LIGHT float from his mouth. His glasses glaze over completely. His fingers, rigid, can no longer grip the broom and...

He FALLS.

HERMIONE

No!!!

Harry and broom tumble in opposite directions.

The Nimbus soars end over end, tossed by the currents, then drops... right into the Whomping Willow.

FLOOMP! Harry, in freefall, drops through one cloud, then another. Plummeting through the circling Dementors.

Then... a TALL FIGURE rises from the crowd. Raises an OPEN HAND to the heavens. Eyes angry but clear. Dumbledore.

An EXPLOSION -- more powerful than thunder -- rocks the air.

A FLASH -- more fierce than lightning -- shocks the sky.

And then...

THE SCREEN GOES BLACK.

Not a sound. For the longest time. Then... VOICES:

RON

Looks a bit peaky, doesn't he?

(CONTINUED)

68 CONTINUED: (3)

68

FRED

Peak-y? What d'you expect him to look like? He fell fifty feet.

GEORGE

Yeah, c'mon, Ron. We'll walk you off the Astronomy Tower and see how you come out looking.

HARRY

Probably a right sight better than he normally does.

Harry opens his eyes and Ron, Fred, George, and Hermione SLOWLY COME INTO FOCUS, standing at the foot of his bed in the hospital wing.

HERMIONE

Harry! How're you feeling?

69 INT. HOSPITAL WING - DAY

69

As Harry edges up against his pillow, we see a NURSE in the b.g., removing the SPOKES of an umbrella from a Hufflepuff player's neck. Harry doesn't look so good himself.

HARRY

Brilliant.

FRED

Gave us a right good scare, mate.

HARRY

What happened?

RON

You fell off your broom.

HARRY

Really? I meant the match. Who won?

Silence. Uncomfortable glances.

HERMIONE

No one blames you, Harry. The Dementors aren't meant to come on the grounds. Dumbledore was furious. After he saved you, he sent them straight off.

(CONTINUED)

69 CONTINUED:

69

Harry nods grimly, stares at the RAIN LASHING the window.

RON

There's something else you should know, Harry. Your Nimbus -- when it blew away? -- it sort of landed in the Whomping Willow. And well...

He tips a BAG of SPLINTERED WOOD and TWISTED TWIGS onto the bed. As Harry stares, we hear a gentle WIND, then...

PROFESSOR LUPIN (V.O.)

I'm sorry about your broom, Harry.
There's no chance of fixing it?

70 EXT. BLACK LAKE - LATE AFTERNOON

70

Harry shakes his head in response to Lupin's question, then -- WHOOSH! -- sets Hedwig free of her traces. As she soars into the sky, Harry and Lupin watch from the lake's edge.

HARRY

Why do they affect me so,
Professor? I mean, more than
everyone else...

PROFESSOR LUPIN

Dementors are among the foulest creatures that walk this earth. They feed on every good feeling, every happy memory, until a person is left with nothing but his worst experiences. You're not weak, Harry. The Dementors affect you most, because there are true horrors in your past. Horrors your classmates can scarcely imagine. You have nothing to be ashamed of.

HARRY

I'm scared, Professor.

PROFESSOR LUPIN

I'd consider you a fool if you weren't.

(CONTINUED)

70 CONTINUED:

70

HARRY

I need to learn how to fight them.
 You could teach me, Professor.
 You made that Dementor on the
 train go away...

PROFESSOR LUPIN

There was only one that night...

HARRY

But you made it go away.

PROFESSOR LUPIN

(a beat)

I don't pretend to be an expert,
 Harry. But yes, I can teach you.
 Perhaps after the holiday. For
 now, though, I need to rest. I'm
 feeling... tired.

Harry turns, studies Lupin's haggard face. A weary smile
 appears as Hedwig's reflection glides over Lupin's
 irises.

PROFESSOR LUPIN

Beautiful...

Harry looks up, watches Hedwig pinwheel through the blue,
 past the CLOCK TOWER and EXIT FRAME. CAMERA HOLDS, the
 skies PALES, and SNOW begins to fall. We TILT DOWN...

70A EXT. HOGWARTS CASTLE - DAY (WEEKS LATER)

70A

... to Hogwarts castle, weeks later, dusted in white.

71 EXT./INT. CLOCK TOWER - DAY

71

Harry, framed in the window, stares out, looking forlorn.
 In REFLECTION, SNOW falls on the glass.

HARRY'S POV

A ragged line of students follows McGonagall toward the
 bridge. Harry's POV becomes OBJECTIVE and...

72 EXT. CLOCK TOWER COURTYARD - DAY

72

... FOOTPRINTS appear in the snow, moving quickly to join
 the other students.

(CONTINUED)

72 CONTINUED:

72

Suddenly, Fred and George appear, heading the opposite way and... the FOOTPRINTS reverse themselves... *as if Fred and George were escorting an invisible person.*

FRED

Clever, Harry.

GEORGE

But not clever enough.

FRED

Besides, we've got a better way.

73 INT. ENTRANCE HALL - DAY (MOMENTS LATER)

73

The great doors open and Fred and George enter. The INVISIBILITY CLOAK drops and Harry is revealed, looking cross. Instantly, Fred slaps a WORN ROLL OF PARCHMENT into his hand. Harry unfurls it. Frowns. It's blank.

HARRY

What's this rubbish?

FRED

Rubbish he says. That there's the secret to our success.

GEORGE

It's a wrench giving it to you, believe me.

FRED

But we've decided your need's greater than ours. George, if you will...

GEORGE

I solemnly swear that I am up to no good.

George touches his wand to the parchment and INTRICATE INK LINES surface in the fiber of the paper, spread like veins. Harry reads the CURIOUS WORDS at the top:

HARRY

'Messrs Moony, Wormtail, Padfoot and Prongs are proud to present The Marauder's Map'...?

GEORGE

Ah... Moony, Wormtail, Padfoot and Prongs. We owe them so much.

(CONTINUED)

HARRY

Hang on. This is Hogwarts! And that... No. Is that really...

Harry points to a small MOVING DOT labeled "*Dumbledore.*"

FRED

Dumbledore.

GEORGE

In his study.

FRED

Pacing.

GEORGE

Does that a lot.

HARRY

You mean, this map shows...

FRED

Everyone.

HARRY

Everyone?

GEORGE

Everyone.

FRED

Where they are.

GEORGE

What they're doing.

FRED

Every minute.

GEORGE

Of every day.

HARRY

Brilliant! Where'd you get it?

FRED

Nicked it from Filch's office, of course, first year. Now listen. There's seven secret passageways out of the castle. But we'd recommend...

(CONTINUED)

73 CONTINUED: (2)

73

FRED/GEORGE

This one.

GEORGE

The One-Eyed Witch on the third floor.

HARRY

The One-Eyed...

FRED

Witch, right. But you best hurry. Filch is heading this way.

(as they go)

Oh. And, Harry? When you're done, make sure to give it a tap and say, '*Mischief managed.*' Otherwise, anyone can read it.

74 INT. DIVINATION STAIRWELL - DAY (MOMENTS LATER)

74

Harry approaches a STATUE of a hump-backed, ONE-EYED WITCH.

INSERT MAP -- Harry traces his finger along the tattered surface to an INK FIGURE labeled "Harry Potter." A tiny SPEECH BUBBLE appears: "*Dissendium.*"

HARRY

Dissendium?

CLICK! The witch's EYE OPENS and the statue pivots, revealing a DARK OPENING in the floor. As Harry crouches, squinting, a cool DRAFT OF AIR ruffles his hair and the CAMERA DRIFTS INTO the DARKNESS...

75 INT. UNDERGROUND PASSAGEWAY - DAY (LATER)

75

A tiny LIGHT bobs in the distance, fracturing the darkness, then Harry appears, the tip of his wand GLOWING, map in hand. INSERT MAP: "Harry Potter" glides across the parchment.

NEW ANGLE - DAY (LATER)

Harry stops, cranes his neck. STONE STEPS. Taps the map.

HARRY

Mischief managed.

76 INT. HONEYDUKE'S SWEETSHOP - CELLAR - SAME TIME - DAY 76

CRATES. HUGE ROLLING BINS. A WOOD STAIRCASE. A trapdoor lifts. Harry's eyes appear. As he pulls himself up, a DOOR BANGS OPEN. Dense CHATTER ROARS from above. Quickly, Harry hides, watches a MAN'S BOOTS descend the stairs. Then...

WOMAN (O.S.)

A box of Jelly Slugs as well,
Horace. We're nearly cleared out.

HORACE grunts, begins moving boxes. Harry looks up to the cellar door, takes out the invisibility cloak...

77 INT. HONEYDUKE'S SWEETSHOP - SAME TIME - DAY 77

The CELLAR DOOR EASES open -- but no one appears. We TRACK THROUGH a sweet tooth's dream, SWARMING with customers. Up ahead, Neville prepares to lick the LOLLIPOP in his hand, when it simply floats from his fingers and out the door...

78 EXT. MAIN STREET (HOGSMEADE VILLAGE) - CONTINUOUS 78
ACTION - DAY

... into the MISTY, FOG-SHROUDED chaos of Main Street. As the lollipop drifts on, FOOTPRINTS appear in the snow below...

79 EXT. SHRIEKING SHACK - DAY (LATER) 79

At this elevation, the MIST hangs in thick, undulating veils, the Shrieking Shack an eerie silhouette in the gloom. Ron and Hermione stand stiffly, attempting, as best they can, to conceal the fact that, basically, they're scared stiff.

HERMIONE

It's meant to be the most haunted
building in Britain. Did I
mention that?

RON

Twice.

HERMIONE

Should we move a bit closer?

RON

Huh? Oh... All right...

(CONTINUED)

They take a step. One step. Stop dead.

RON

Actually, it's fine from here.

HERMIONE

Perfect.

Just then, VOICES ECHO and THREE FIGURES appear over the rise, phantoms in the mist. Malfoy. Crabbe. Goyle. Pike.

DRACO

Well, well. Look who's here. You two shopping for your dream home? Seems a bit grand for you, Weasel-Bee. Don't your family all sleep in one room?

RON

Shut your mouth, Malfoy.

DRACO

(clucking his tongue)

Now that's not very friendly. Boys, I think we're going to have to teach Weasel-Bee to respect his superiors.

HERMIONE

(a harsh chuckle)

Hope you don't mean *yourself*.

Malfoy's eyes shift, regard Hermione with disgust.

DRACO

How dare you speak to me, you filthy, little mud --

SPLAT! Malfoy takes a SNOWBALL to the grill. Splutters:

DRACO

Who did that!

Malfoy glances about in confusion, when -- SPLAT! SPLAT! -- he takes two more. Hermione and Ron glance about uneasily.

DRACO

Well, don't just stand there!

(CONTINUED)

79 CONTINUED: (2)

79

Crabbe and Goyle start for Ron and Hermione, when -- FLUMPH! -- their knees go out and they fall headfirst into the snow. Draco begins to back away fearfully, eying the mist...

DRACO

Wait a minute, there's something out here -- Aaaaaaahhhh!!!

Malfoy's SKI MASK is pulled over his eyes, he's spun about, given a ROUGH KICK to the ass and sent stumbling over the rise and out of sight. Instantly, Crabbe and Goyle join him.

Ron and Hermione stand frozen, exchange a nervous glance, and... DASH OFF... when -- FLUMPH! -- they both go flying, land on their pants in the snow. As they sit up, they hear...

LAUGHTER. Hermione's eyes narrow in suspicion.

HERMIONE

Harry...? *Harry?*

The Invisibility Cloak drops. Sure enough. Harry. Grinning.

RON

Bloody hell, Harry! That was *not* funny!

But he's smiling. They all are. As he and Hermione pelt Harry with SNOWBALLS, we --

CUT TO:

80 EXT. MAIN STREET (HOGSMEADE VILLAGE) - DAY (MOMENTS LATER)

80

The trio trudge through the SWIRLING SNOW. Harry's donned Hermione's scarf and Ron's hat to disguise himself.

RON

Those weasels! Never told me about any Marauder's Map!

HERMIONE

But Harry isn't going to keep it. He's going to turn it over to Professor McGonagall, aren't you?

(CONTINUED)

RON

Oh sure. Along with his
invisibility cloak, his pack of
exploding snap cards, his --

HERMIONE

Oh, shut up.

CORNELIUS FUDGE (O.S.)

Rosmerta, m'dear!

Up ahead Cornelius Fudge emerges from a MINISTRY SLEIGH as Hagrid swings the door clear and -- with unfortunate ease -- rips it clean off the fittings. Fudge joins McGonagall and a CURVY BARMAID (ROSMERTA) outside the THREE BROOMSTICKS PUB.

HERMIONE

That's Madam Rosmerta. Ron
fancies her.

RON

It's not true!

HARRY

Shhh.

CORNELIUS FUDGE

I trust business is good?

MADAM ROSMERTA

It'd be a right sight better if
the Ministry wasn't sending
Dementors into my pub every other
night.

CORNELIUS FUDGE

We have a killer on the loose.

MADAM ROSMERTA

Sirius Black? In Hogsmeade! And
what would bring him here?

CORNELIUS FUDGE

Harry Potter.

MADAM ROSMERTA

Harry Potter!

(CONTINUED)

80 CONTINUED: (2)

80

Fudge looks around nervously, then jerks his head toward the pub. As he leads Rosmerta and McGonagall inside, we --

CUT BACK TO:

HERMIONE AND RON

RON

Harry?

He's gone. FOOTPRINTS track through the snow, into the pub.

81 INT. THREE BROOMSTICKS PUB - HARRY'S POV FROM UNDER THE INVISIBILITY CLOAK - DAY (MOMENTS LATER) 81

... as he THREADS THROUGH the teeming pub, PAST a SIGN ("*No Underage Wizards*") and nearly collides with some very STRANGE-LOOKING PATRONS. Ron and Hermione ripple briefly past a frosted window, then... THREE SHRUNKEN HEADS swing INTO VIEW.

SHRUNKEN HEAD #1

So I says to him, 'Careful, Ned.

Don't want to go losing your head!'

As the three heads CACKLE HYSTERICALLY, bobbing up and down on their strings, Harry turns... just as an UNSHAVEN WIZARD'S arm whips down and a DART goes WHISTLING right toward Harry's eyes. Harry DUCKS, pivots, and -- THWOCK! -- sees the dart pierce the cork of the disfigured DARTBOARD behind him.

Harry hurries on, trailing Fudge and McGonagall up a DARK STAIRWELL as Rosmerta leads them into a small BACK ROOM. As the door starts to close, Harry rushes forward: SLAM! Too late. CAMERA TILTS. The KNOB turns, the door opens...

82 INT. THREE BROOMSTICKS PUB - CARD ROOM - DAY

82

... and SNOW flutters off the sill of a HALF-OPEN WINDOW. McGonagall turns, frowning, and re-closes the door, harder this time, then joins Fudge and Rosmerta. HARRY'S POV SHIFTS FROM one TO the other as they speak.

MADAM ROSMERTA

Come on then. Let's hear it.

(CONTINUED)

PROFESSOR McGONAGALL

Years ago, when Harry Potter's parents were marked for death, they went into hiding. Few knew where they were. One who did was black. And he told...

MADAM ROSMERTA

You-Know-Who. I've heard this rot. It was all over The Daily Prophet back in the day. And I'll say now what I said then: Of all the boys I ran out of here, Black's the last who would've gone over to the dark side. Hearsay. That's all the Ministry had. Hearsay.

CORNELIUS FUDGE

Ha! Tell that to Peter Pettigrew!

MADAM ROSMERTA

Peter Pettigrew?

PROFESSOR McGONAGALL

Little lump of a boy? Always tagging after Black and...

MADAM ROSMERTA

I remember him. What's he got to do with it?

PROFESSOR McGONAGALL

After the Potters were killed, Pettigrew went looking for Black. And, unfortunately... found him.

CORNELIUS FUDGE

Black was vicious. He didn't kill Pettigrew. He *destroyed* him. A finger. That's all that was left. A finger -- there's your hearsay.

Rosmerta looks to McGonagall. She nods grimly.

PROFESSOR McGONAGALL

Sirius Black may not have put his hands to the Potters, but he's the reason they're dead. And now he wants to finish what he started.

MADAM ROSMERTA

Harry.

(CONTINUED)

82 CONTINUED: (2)

82

McGonagall nods, then looks pained.

CORNELIUS FUDGE

But that's not the worst of it.

MADAM ROSMERTA

What could be worse?

PROFESSOR McGONAGALL

This: Sirius Black was and
remains today... Harry Potter's
godfather.

BLAM! The pub doors fly open, REVEAL Main Street, where
Ron and Hermione wait, rubbing their hands against the
chill. As they look down, CAMERA TILTS...

83 EXT. MAIN STREET (HOGSMEADE VILLAGE) - MOMENTS LATER - DAY 83

... and FOOTPRINTS appear in the snow. HARRY'S POV ENDS.
CAMERA TILTS UP, FOLLOWS Hermione and Ron until they
LEAVE FRAME, then HOLDS ON a POSTER of BLACK, fluttering
against a lamppost: "*Have you seen this wizard?*"

84 EXT. OUTSKIRTS OF TOWN - DAY (MOMENTS LATER) 84

At the end of a ROCKY OUTCROP, the FOOTPRINTS end and
SOBS are heard. Ron takes Hermione's arm, discouraging
her from going further, but she does, filling the
footprints with her own, then kneeling and -- very gently
-- drawing the cloak from Harry. He stares into the
mist, eyes stinging with tears.

HARRY

He was their *friend*. And he
betrayed them. He was their
friend.

(eyes hardening)

I hope he finds me. But when he
does, I'm going to be ready. When
he does, I'm going to kill him.

85 EXT. HOGWARTS CASTLE - DUSK (TRANSITION TO SPRING) 85

Butterflies flutter over the great green lawn. The GIANT
SQUID breaks through the last GLAZE of ICE on the Black
Lake. The Whomping Willow shakes the water from its
branches...

The DYING SUN streams through high windows, painting Harry's face a fierce AMBER-RED as he stands opposite Lupin. ANCIENT CHARTS drape the walls while gleaming SPHERES OF SPUN GLASS ORBIT one another silently. Lupin paces before a LARGE TRUNK.

PROFESSOR LUPIN

You're sure about this, Harry?
This is very advanced magic. Well
beyond Ordinary Wizarding Level.

HARRY

If Black can fight the Dementors,
I need to know how too.

Lupin studies Harry -- as if conflicted -- then decides.

PROFESSOR LUPIN

Very well. The spell I'm going to
teach you is called the Patronus
Charm. Ever hear of it?

Harry shakes his head.

PROFESSOR LUPIN

A Patronus is a kind of positive
force. For the wizard who can
conjure one, the Patronus works
something like a shield. The
Dementor feeds on it instead of
him.

Just then, the trunk RATTLES VIOLENTLY. As Harry's eyes
wander, Lupin SNAPS his fingers, brings his attention
back.

PROFESSOR LUPIN

But in order for it to work, you
must think of a memory. And not
just any. This memory needs to be
a very happy one. And powerful.

Harry thinks a bit. Then... nods.

PROFESSOR LUPIN

Got something? Good. Let it fill
you up. *Lose yourself in it.*
Then speak the incantation:
Expecto Patronum. Without your
wand...

HARRY

Expecto Patronum...

(CONTINUED)

PROFESSOR LUPIN

Right then. Shall we?

Harry nods, raises his wand. Lupin, watching closely, reaches over, grips the lid of the TRUNK...

PROFESSOR LUPIN

Concentrate, Harry.
Concentrate...

As Lupin FLINGS open the case, Harry OPENS HIS EYES. In the sun's BLOOD-LIGHT, the Dementor looks particularly horrific.

HARRY

Expecto... Patronum...

The torches on the wall FLICKER as a CHILL BREEZE fills the chamber. A SCREAM ECHOES distantly. Harry's hand trembles. His eyes begin to roll up...

HARRY

Expecto... Expecto...

PROFESSOR LUPIN

Here!

CRACK! -- the Dementor mutates into a SILVERY WHITE ORB.

PROFESSOR LUPIN

Riddikulus!

Lupin flicks his wand, sends the orb back into the packing case. Harry stands blinking. Dazed. Lupin fishes a CHOCOLATE FROG from his pocket. Presses it into Harry's trembling hand.

PROFESSOR LUPIN

Quickly.

Harry studies the frog. Takes a bite. Begins to recover.

HARRY

That's one nasty Dementor.

PROFESSOR LUPIN

Boggart, Harry. The real thing would be much, much worse. Just out of interest, what were you thinking of? What memory did you choose?

(CONTINUED)

HARRY

The first time I rode a broom.

PROFESSOR LUPIN

That's not good enough, Harry.
Not nearly.

Harry glances toward the window, at the bloody sun.

HARRY

There's another. It's not happy exactly. I mean, it is. It's the happiest I've ever felt. But it's... *complicated*.

PROFESSOR LUPIN

Is it strong?

Harry looks up into Lupin's eyes. Emotional. Nods.

PROFESSOR LUPIN

Then let's try it.

Harry takes a breath. Tosses the frog aside. Poises himself.

PROFESSOR LUPIN

Think, Harry, think --

HARRY

Just do it!

Lupin blinks at Harry's quiet fierceness. Opens the packing case. Instantly, the Dementor appears again. A chill fills the air. The hair skates off Harry's scar. He sets his jaw...

HARRY

Expecto Patronum!

Harry's hand TREMBLES. His whole BODY TREMBLES. But he holds his ground, when -- WHOOSH! -- a huge SILVER SHADOW BURSTS from the end of his wand, hovering between him and the Dementor. The Dementor falters... Harry's legs like water...

PROFESSOR LUPIN

Riddikulus!

CRACK! The Dementor vanishes. Harry's arm drops. Slack. Lupin eyes Harry with a kind of awe. His voice barely a WHISPER.

(CONTINUED)

86 CONTINUED: (3)

86

PROFESSOR LUPIN

Well done.

HARRY

I think I've had enough. For
today.

Lupin nods. Watches Harry move to the door.

PROFESSOR LUPIN

So you know, Harry: You'd have
given your father a run for his
money. And, believe me, that's
saying something.

Harry ponders this. Then speaks, deep inside himself.

HARRY

I was thinking of him. And Mum.
Seeing their faces. They're just
talking to me. Just... talking.
That was the memory I chose. I
don't even know if it's real...

Harry grips the door, pushes past.

HARRY

But it's the best I have.

87 INT. TOWER DORMITORY - NIGHT

87

All the boys asleep.

All except Harry, who lies in bed, studying the photo of
his parents, barely visible in the fluttering light of a
guttering candle. As the FLAME DIES with a soft HISS,
all goes BLACK and we --

CUT TO:

88 EXT. HOGWARTS CASTLE - NIGHT (LATER)

88

A hulking, haunted goliath against the sky.

89 EXT. COURTYARD - NIGHT

89

A cautious breeze rises. Leaves scud across the gravel.

90 INT. GREAT HALL - NIGHT

90

A church. Empty. Silent.

91 INT. SEVENTH FLOOR CORRIDOR - NIGHT 91

A WINDOWPANE RATTLES, up high, the corridor thatched in shadow. Slowly... CAMERA BEGINS TO MOVE. CREEPING FORWARD. A SHADOW ENGULFS Sir Cadogan, dozing against his tree...

92 INT. TOWER DORMITORY - NIGHT (MOMENTS LATER) 92

A WHISTLE SHRIEKS. The Sneakoscope, whirling madly, skitters across the bedside cabinet and -- CLICK! CLICK! CLICK! -- taps against a WATER GLASS, sending shafts of RED LIGHT pinwheeling over the photo of Harry's parents...

RON

Aaaahhhh!

Harry BOLTS UP, sees a SILHOUETTE etched on the window -- a MAN CLUTCHING A KNIFE. All the boys are up now. Screaming. Amid the chaos, Harry grabs his wand.

HARRY

Everybody out!

The others flee. Harry faces the HULKING SHADOW, wand poised.

HARRY

Show yourself.

Crash! The water GLASS SHATTERS on the floor and Scabbers darts past Harry's bare feet, chased by Crookshanks. Seizing the moment, the SILHOUETTE grasps the curtains and swings through the open window, plunging into the night. Harry rushes to the window, looks down.

92A EXT. GRYFFINDOR TOWER - CONTINUOUS ACTION - NIGHT 92A

The SILHOUETTE leaps from ledge to ledge with an animal's grace, then... vanishes.

92B INT. TOWER DORMITORY - CONTINUOUS ACTION - NIGHT 92B

Harry sweeps Ron's curtains aside. His bed is... empty.

HARRY

Ron! Ron!

Harry's eyes flash toward the window, when... Ron pokes his head out from under the bed.

RON

Is he gone?

The entire Gryffindor House, in pajamas, stand before McGonagall, who wears a TARTAN ROBE and an expression of singular irritation.

PROFESSOR McGONAGALL
That's preposterous, Weasley. How could Sirius Black possibly have got through the portrait hole?

RON
I don't know how he got in! I was a bit busy dodging his knife!

Just then, a curiously content Crookshanks wends his way through Ron's legs.

RON
And this bloody cat ate my rat!

HERMIONE
That's a lie!

RON
It is not and you bloody well know it!

PROFESSOR McGONAGALL
Silence!

McGonagall turns then and everyone follows her eye to Sir Cadogan who, sensing the attention, perks up instantly.

DUMBLEDORE
Sir Cadogan. Is it possible that you let a mysterious man enter Gryffindor Tower tonight?

SIR CADOGAN
Certainly, good lady! He had the password. Had the whole week's, in fact. On a little piece of paper.

PROFESSOR McGONAGALL
Which abysmally foolish person wrote down the passwords and then *proceeded to lose them!*

Every eye shifts once more: Neville. McGonagall sighs.

PROFESSOR McGONAGALL
Is it always going to be you, Longbottom?

(CONTINUED)

93 CONTINUED:

93

NEVILLE

I'm afraid so, ma'am.

PROFESSOR McGONAGALL

(to the group at large)

While we know Sirius Black is gone tonight, I think you can safely assume he will, at some future time, attempt to return. Let me be clear. You are not to move about the castle alone. And you are not to write down the password! Understood!

A collective nod of the head. McGonagall gives the ties of her robe a sharp tug, collects herself, and exits.

PROFESSOR McGONAGALL

Very well then. Go to bed.

As the students drift off, Ron casts a last angry glance toward Hermione, who now holds Crookshanks in her arms.

HARRY

I could've killed him.

Hermione turns, sees Harry staring out the window.

HARRY

He was right there. Close enough to touch. I could've killed him.

94 OMITTED
thru
96

94
thru
96

96A EXT. SLOPE - DAY

96A

The trio make their way down the slope.

RON

I find it astonishing that someone who prides herself on being so logical can be in such denial.

HERMIONE

Harry. Will you explain to your friend Ronald that he has absolutely no proof *whatsoever* that my sweet, unassuming cat ate his shabby, decidedly decrepit rat.

(CONTINUED)

96A CONTINUED:

96A

RON

Harry was there! He'll tell you how it was. Go on, Harry, tell her.

HARRY

No, I won't. Know why? Because I don't care about your stupid rat! I don't care about your stupid cat! I've got few other things on my mind right now!

RON

Really? Wasn't you had to roll under the bed last night to avoid getting cut to ribbons! A person could *die* being your friend, Harry!

Ron stops, wishes he could take it back. They all wish he could. Avoiding each other's eyes, they turn, continue on.

97 EXT. BLACK LAKE - DAY (MOMENTS LATER)

97

Hagrid, wearing a GIGANTIC, HAIRY BROWN SUIT and perhaps the world's ugliest YELLOW AND ORANGE TIE, stands knee-deep in the shallows of the Black Lake, skimming rocks as big as flagstones across the water's shiny gloss. As he turns, the trio catches a brief sight of his eyes, red with tears, then he looks away.

HERMIONE

How'd it go, Hagrid?

HAGRID

Buckbeak liked London.

HERMIONE

I meant the hearing.

HAGRID

Oh. That. Well, I got up an' said my bit -- You know, how Buckbeak was a good Hippogriff an' as long as yeh treated 'im with respect, he'd treat you the same. Then Lucius Malfoy got up an' said his bit -- you know, how Buckbeak was a deadly dangerous beast that no teacher in their righ' mind would expose their students to...

(CONTINUED)

97 CONTINUED:

97

HERMIONE
 (dreading it)
 And...?

Hagrid slings another rock into water.

HERMIONE
 You mustn't blame yourself,
 Hagrid.

RON
 Draco. It's him the Committee
 should punish. It's him they
 should send off to the forest, not
 Buckbeak.

HAGRID
 Buckbeak's not going back to the
 forest...

HERMIONE
 (dreading the answer)
 Where's he going, Hagrid?

HAGRID
 He asked fer the worse, yeh see,
 Lucius Malfoy did. An' the
 Committee granted it. Buckbeak's
 bin sentenced ter death.

98 EXT. HOGWARTS CASTLE - NIGHT

98

Dark. Ominous. Dementors drift in the distance.
 Restless...

99 INT. TOWER DORMITORY - NIGHT

99

Silent. A room of shadows. While those around him
 slumber, Harry lies awake, unable to sleep. Finally, he
 turns to his cupboard, takes the Marauder's Map.
 WHISPERS:

HARRY
*I solemnly swear that I am up to
 no good.*

The crooked corridors and serpentine passageways of
 Hogwarts radiate across the parchment, then... a TINY DOT
 catches Harry's eye. He frowns. It reads: "*Peter
 Pettigrew.*"

100 INT. CORRIDOR - NIGHT (MOMENTS LATER)

100

Harry moves down a DARK corridor, map in hand, WAND AGLOW. In the PAINTINGS he passes, the subjects SNORE SOFTLY.

INSERT - MARAUDER'S MAP

"Harry Potter" and *"Peter Pettigrew"* draw closer and closer.

BACK TO SCENE

Harry squints toward the end of the corridor. Down at the map. Pettigrew moves quickly down the adjoining corridor. Twenty yards away. Ten. Only seconds away...

Wand trembling in his hand, Harry glances from the map to the dark corridor ahead, again and again. Then... as the two DOTS are about to collide... he looks slowly up... turns the corner... heart in his chest... and meets...

HIMSELF

... reflected in a MIRROR. He BLINKS, startled, then glances back down at the map. *Pettigrew has moved past him.* Confused, Harry wheels, casts his wand along the walls.

VOICE (O.S.)

Watch it there, boy!

Harry JUMPS. But it's only an OLD MAN in a PAINTING, scowling in the glare of Harry's wand light. On the map, *"Pettigrew"* continues to move away. Harry makes to follow, then stops. HEARS FOOTSTEPS. The WAND'S SPOT dances across the parchment, finds another DOT. Approaching FAST: *"Severus Snape."*

HARRY

Mischief managed!

Harry stashes the map, extinguishes his wand, and turns... into the harsh glare of Snape's wand.

SNAPE

Potter. What're you doing
wandering the corridors at night?

HARRY

I was... I was... *sleepwalking...*

A sneer curdles the corners of Snape's lips.

(CONTINUED)

SNAPE

How extraordinarily like your father you are, Potter. He, too, was exceedingly arrogant. Strutting about the castle --

HARRY

My dad didn't *strut*. Nor do I. Now, if you don't mind, I'd appreciate you lowering your wand.

Snape eyes Harry coldly. Containing himself. Lowers his wand.

SNAPE

Turn out your pockets.

Harry doesn't move, eyes still boring into Snape.

SNAPE

Turn out your pockets!

Finally, Harry obliges. Seeing the map, Snape's eyes glitter.

SNAPE

And this. What might it be?

HARRY

Spare bit of parchment...

SNAPE

Really...

(poising his wand)

Reveal your secret!

To Harry's horror, words begin to appear. Snape studies him, a sadistic half-smile on his lips. Turns the map his way.

SNAPE

Read it.

HARRY

'Messrs. Moony, Wormtail, Padfoot and Prongs offer their compliments to Professor Snape and...'

SNAPE

Go on.

(CONTINUED)

100 CONTINUED: (2)

100

HARRY

*'... and request that he keep his
abnormally large nose out of other
people's business.'*

SNAPE

(smile drooping)

Why you insolent little --

PROFESSOR LUPIN

Professor...?

Snape turns. Sees Lupin standing in the shadows.

SNAPE

Well, well. Lupin. Out for a little
walk in the moonlight, are we?

PROFESSOR LUPIN

Harry? You all right?

SNAPE

That remains to be seen. I've
just now confiscated a rather
curious artifact from Mr. Potter.
Take a look, Lupin. This is
supposed to be your area of
expertise.

Lupin takes the parchment, which now displays a rather
unflattering caricature of Snape and a pair of potions.

SNAPE

Clearly, it's full of Dark Magic.

PROFESSOR LUPIN

I seriously doubt that, Severus.
It looks to me as if it merely
insults anyone who tries to read
it. I suspect it's a Zonko
product. Nevertheless, I shall
pursue any hidden qualities it may
possess. As you say, it's my area
of expertise. Come, Harry.

101 INT. CORRIDOR/LUPIN'S OFFICE - EVENING (MOMENTS LATER)

101

Harry walks aside a fuming Lupin, who grips the map
fiercely.

(CONTINUED)

PROFESSOR LUPIN

I don't know how this map came to be in your possession, Harry, but I'm astounded that you didn't turn it in. Did you ever stop to think that *this* -- in the hands of Sirius Black -- is a map to *you*?

Harry walks silently. Lupin can barely contain his anger.

PROFESSOR LUPIN

Your father didn't set much store by rules either. But he and your mother did give their lives to save yours. Gambling their sacrifice by walking about the castle unprotected, with a killer on the loose, strikes me as a poor way to repay them. I won't cover up for you again, Harry.

Lupin enters his office, tosses the map on his desk, and begins to sort through some papers. Harry lingers briefly in the doorway, absently eyes the WAXING MOON that glimmers beyond the window, then starts to turn away. Stops.

HARRY

Professor. Just so you know, I don't think the map always works. Earlier, it showed someone in the castle. Someone I know to be dead.

PROFESSOR LUPIN

(only half-listening)

And who was that, Harry?

HARRY

Peter Pettigrew.

Lupin hesitates ever-so-slightly, then returns to his papers.

PROFESSOR LUPIN

Very well. I'd like you to return to your dormitory now. Oh, and Harry? Don't take any detours.

As Harry looks back, Lupin taps the map.

PROFESSOR LUPIN

If you do. I'll know.

CUT TO:

(CONTINUED)

101 CONTINUED: (2)

101

CLOSEUP - CRYSTAL BALL

murky with smoke.

PROFESSOR TRELAWNEY (V.O.)
Relax... Let your mind... go...

102 INT. DIVINATION CLASSROOM - MORNING

102

The students gaze into CRYSTAL BALLS, faces reflecting the mist within, so that their very skin seems to be made of smoke.

Conspicuously, Harry, Ron and Hermione sit apart.

PROFESSOR TRELAWNEY
Crystal-gazing requires that you clear the Inner Eye. Only then, will you... See. Oh my, what do we have here...?

As Trelawney eyes Harry's crystal, Hermione rolls her eyes.

HERMIONE
Here we go again. It's the Grim!
It's the Grim!

PROFESSOR TRELAWNEY
(eyes narrowing)
My dear, from the moment you first arrived in my class, I sensed that you did not possess the proper spirit for the noble art of Divination. You may be young in years, but the heart that beats beneath your bosom is as shriveled as an old maid's, your soul as dry as the pages of the books to which you so desperately cleave.

Stung, Hermione starts to reply, but -- remarkably -- seems incapable of a single word. Rising gracelessly, she exits, knocking her crystal ball to the floor. Harry watches curiously as the ball rolls slowly OUT the doorway...

LAVENDER
'In late spring, one of our number will leave us forever!' You knew, Professor! You saw.

PROFESSOR TRELAWNEY
On these occasions, I take no joy in my gift, Miss Brown.

102A EXT. DIVINATION CLASSROOM - MORNING (LATER)

102A

As the students exit, Ron, walking separately from Harry, turns to Neville.

RON

She's gone mental, Hermione has.
I mean, not that she wasn't always
mental, but now it's out in the
open for everyone to see...

Ron stops, glances at Harry, then moves off. Harry watches him go, along with the others, then spies Hermione's crystal ball lying on the landing.

102B INT. DIVINATION CLASSROOM - DAY (MOMENTS LATER)

102B

Harry sets Hermione's crystal back on its stand, starts to go, when... the SMOKE within the crystal suddenly DARKENS. Leaning close, Harry watches the shape that appears. It is unmistakable: Sirius Black. Just then, a SHADOW crawls the glossy surface of the crystal and...

... a HAND SNATCHES Harry's shoulder. He wheels, finds...

HARRY

Professor Trelawney --

PROFESSOR TRELAWNEY

He will return tonight....

Harry stiffens. Trelawney's voice is eerily HOLLOW.

HARRY

S-sorry?

PROFESSOR TRELAWNEY

*Tonight, when the clock strikes
twelve, the servant shall break
free. He and his Master shall be
reunited. It cannot be prevented.*

Trelawney smiles savagely... then her head falls forward. When it rises, she blinks, eyes the hand that lies upon Harry's shoulder. Her hand.

PROFESSOR TRELAWNEY

So sorry, dear boy. Did you say
something?

Her voice is normal once more. Harry shakes his head.

HARRY

No. Nothing.

103 INT. DIVINATION STAIRWELL - DAY (MOMENTS LATER) 103

Harry -- clearly unsettled by his encounter with
Trelawney -- hastens down the stairs, and we...

FADE OUT.

104 INT. CLOCKTOWER COURTYARD - DAY (LATER) 104

SWOOK! SWOOK! We FADE UP ON a MOVING POV OF a CROW as
it glides to the flock circling the feet of a POT-BELLIED
MAN (THE EXECUTIONER) sitting in the courtyard. As he
sharpens his AXE -- SWOOK! SWOOK! -- we --

CUT TO:

HARRY, RON AND HERMIONE

hurrying past. The Executioner looks up and we --

CUT TO:

105 EXT. HOGWARTS CASTLE - BRIDGE - LATE AFTERNOON 105

... Harry, leading Ron and Hermione toward Hagrid's hut.

HERMIONE

I can't believe they're going to
kill Buckbeak! It's too horrible.

HARRY

It just got worse.

She and Ron look and SEE:

106 EXT. SUNDIAL GARDEN - CONTINUOUS ACTION - LATE 106
AFTERNOON

Malfoy, along with Crabbe and Goyle, lurks within a
grouping of monolithic menhirs, BINOCULARS in hand,
spying on Hagrid, who stands in the pumpkin patch,
tossing dead ferrets to Buckbeak. Hagrid wipes his eyes,
lopes into the hut.

DRACO

Did you see the big, fat
blubbering oaf?! Oh, this is
going to be rich. Did I tell you,
Father said I can keep the head --

(looking up)

Ah. Come to see the show?

(CONTINUED)

106 CONTINUED:

106

HERMIONE

You... foul... loathsome...
evil... little cockroach...

Malfoy stumbles back against a tree, cross-eyed with fear as Hermione jabs the tip of her wand under his nose, when...

RON

Hermione! No!

She turns, surprised Ron's spoken to her. He looks away.

RON

He's not worth it.

Hermione nods, then -- SMACK! -- quick as lightning, lands a looping right to Malfoy's jaw, putting him flat on his back. Stunned, he leaps to his feet and runs, Crabbe and Goyle huffing and puffing behind.

HERMIONE

That felt good.

107 EXT. SLOPE/PUMPKIN PATCH - LATE AFTERNOON (MOMENTS
LATER)

107

The trio makes their way down the slope and past Buckbeak, chewing on a ferret with idle satisfaction.

108 INT. HAGRID'S HUT - LATER (LATE AFTERNOON/DUSK)

108

Hagrid stands by the window watching Buckbeak. Harry and Ron sit. Hermione makes tea.

HAGRID

Look at 'em. Loves the smell
o' the trees when the wind
blows...

HARRY

I say we set him free.

HAGRID

(shaking his head)

They'd know I did it. And tha'
would only get Dumbledore in
trouble. Gonna come down, yeh
know. Says he wants ter be with
me when it... when it happens.
Great man, Dumbledore.

(CONTINUED)

HERMIONE

We'll stay with you too, Hagrid.

HAGRID

Yeh will not! Think I wan' yeh
seein' a thing like this! No.
Yeh'll drink yer tea an' be off.
But before yeh do -- I wan' ter
see you an' Ron shake hands,
Harry.

Ron and Harry exchange a glance, then look to Hagrid.

HAGRID

Thin' I haven' seen 'ow it's bin
betw'n you two? Go on now...

Reluctantly, Harry and Ron extend their hands. Shake.

HAGRID

Good. Now then. Ron, I wan' ter
see you give Hermione a hug.

HERMIONE/RON

What!

HAGRID

Go on! You two've been at it all
year. An' I'm sick o' it.

Acutely uncomfortable, Hermione and Ron step forward and perform perhaps the most awkward hug Hogwarts has ever seen.

HAGRID

Crikey, tha's jus' abou' the most
pathetic hug I e'er seen. But yeh
did it, an' tha's wha' matters.
There's jus' one other thing...

RON

I'm not kissing Fang if that's
what you're thinking...

Hearing his name, FANG -- Hagrid's giant boarhound --
THUMPS his tail happily on the floor. Hagrid turns,
takes the lid from a FLOUR TIN, A TINY HEAD, ears flecked
with powder, emerges.

RON

Scabbers! You're alive!

(CONTINUED)

108 CONTINUED: (2)

108

HAGRID

Yeh should keep a closer eye on
yer pets, Ron.

HERMIONE

I think you owe someone an
apology.

RON

Right. Next time I see
Crookshanks, I'll let him know.

HERMIONE

I meant *me*.

HAGRID

Crikey. Here we go agin...

SMASH! A GLASS JAR on the SHELF SHATTERS. As Hermione
scoops up a JAGGED STAR-SHAPED STONE, a second STONE
bounces off the back of Harry's head.

HARRY

Ow!

Harry turns, looks out the window.

HARRY

Hagrid...

Everyone turns. Looks. Dumbledore and Fudge approach.
Behind them, in a fluttering shroud of CROWS, the
Executioner follows, axe at his side. Hagrid begins to
panic.

HAGRID

Yeh got to go! It's almost dark.
Anyone sees yeh outside the castle
it'll be trouble! Big trouble!
'Specially you, Harry --

BANG! BANG! BANG! The door SHAKES. Hagrid stiffens in
fear. Harry reaches up, puts his finger to Hagrid's
trembling lips, speaks softly to the others.

HARRY

C'mon.

109 EXT. HAGRID'S HUT - PUMPKIN PATCH - WIDE SHOT - DUSK
(MOMENTS LATER)

109

As the trio exit through the back door, Fudge, Dumbledore
and the Executioner enter through the front.

(CONTINUED)

109 CONTINUED:

109

A veil of crows flutters onto the roof. More drop into the patch, begin to slowly circle Buckbeak.

Harry and the others duck behind the pumpkins, watch Hagrid solemnly greet the others. Fudge appears at the window. Picks his nose. Just then, a *Shhh!* is heard. Hermione turns. The branches of the trees behind her are DANCING ODDLY.

HARRY

What?

HERMIONE

Nothing, I just thought I saw...
Never mind.

110 EXT. SUNDIAL GARDEN - DUSK (MOMENTS LATER)

110

The trio slip silently into a stand of trees. Beyond them, Hagrid's hut glimmers desolately in the dying sun. High in the CLOCK TOWER, a BELL begins to TOLL.

*DING!**DING!**DING!*

The trio stops, fighting their tears. A QUARTET OF BLEAK SHADOWS files from the hut. One of the SHADOWS -- Dumbledore -- raises his hand and points, *directing the attention of the others away from Buckbeak*. Dumbledore speaks briefly -- unintelligible from this distance, then -- CAW! CAW! -- The crows SHRIEK excitedly and the Executioner separates from the others, disappears behind a LOW STAND OF TREES.

DING!

All goes very still. The wind loses its voice...

DING!

Sunlight kicks off the axe as it rises over the trees, INTO VIEW...

DING!

The ax hangs seemingly forever, etched against the sky, then drops from sight. A SICKENING CHOP! fouls the breeze and Ron and Harry stare toward the trees in numb disbelief. Hermione, face turned away, trembles...

(CONTINUED)

110 CONTINUED:

110

DING!

The SUN sets, dropping behind the mountains in the distance. Hermione turns. Sees a frenzied spray of crows stain the bloody sky, their PRIMAL SHRIEKING rising like a curse.

Slowly, Hermione's hand falls onto Ron's shoulder and CAMERA FALLS WITH her, CONTINUING DOWN the length of Ron's arm to his hand, where a DROP OF BLOOD hangs from his finger, drops like a tear...

DING!

Ron stares at his hand. At the blood running down his finger.

RON

He bit me...

His eyes shift. See Scabbers streaking away.

HERMIONE

Ron! No!

As Ron pelts after Scabbers, Harry and Hermione give chase.

110A EXT. RIDGE - CONTINUOUS ACTION - DUSK

110A

Ron reaches the summit, disappears over the top. Hermione and Harry follow.

110B EXT. WHOMPING WILLOW - CONTINUOUS ACTION - DUSK

110B

Harry and Hermione reach the top of the ridge. Stop.

HERMIONE

Harry. You *do* realize what tree this is...

Ron nabs Scabbers, cradles him in his bloody palm.

RON

Now behave yourself.

CAMERA PULLS BACK: Ron is kneeling under the Whomping Willow.

(CONTINUED)

110B CONTINUED:

110B

HARRY

That's not good.
(yelling)
Ron! Run!

Ron spins. Looks toward Harry.

RON

Harry! Run!

Harry's eyes shift. Bounding toward him in the gathering gloom is an ENORMOUS, PALE-EYED, JET-BLACK... DOG. Harry shields himself when... the dog LEAPS CLEAR OVER HIM.

RON

Aaaahhh!

The dog's TEETH flash and -- SNAP! -- close on Ron's foot, dragging him TOWARDS THE TRUNK like a rag doll. Instantly, Harry dashes forward, leaps out, and grabs Ron's hands... but he and Ron just keep skidding along the ground.

HERMIONE

I've got you --

Hermione pitches herself onto Harry's feet... and the three of them go scudding along.

RON

Harry!

Harry raises his chin. The dog vanishes into the GAP at the base of the tree, begins to pull Ron through...

HARRY

Hold on, Ron!

But it's no use. The dog is too powerful. Harry glances around desperately, then finds himself looking directly in Ron's eyes. He can read his mind.

HARRY

No, Ron...

One by one, Ron releases his fingers from Harry's forearm. Sacrificing himself.

HARRY

Nooooo!!!

But Ron closes his eyes, releases his hands fully, and...

(CONTINUED)

110B CONTINUED: (2)

110B

Disappears. As his VOICE ECHOES deep into the earth...

Harry and Hermione rise, peer into the hole.

WHOMP! The Whomping Willow sweeps first Hermione, then Harry, into the air and -- FLOOMPH -- drops them on their backsides.

HARRY AND HERMIONE'S POV - THE BRANCHES OVERHEAD

Swaying beautifully against the dusky sky, swishing softly.

BACK TO SCENE

As one, they rise. Run back toward the gap in the tree. A branch swoops down. Hermione ducks. Harry doesn't. WHOOSH -- he is flung one way, his GLASSES the other.

Hermione HOPS over another branch -- looks briefly pleased with herself -- only to find herself SWEPT HIGH IN THE AIR by a second branch. She looks down, sees Harry searching the ground for his glasses.

HERMIONE

Haaaaaaarrrrrrr!!!!!!!!!!

Harry squints up, sees a PILE-DRIVING FIST of a branch screaming straight down for his head. He rolls away just as -- WHOMP! -- the branch PULVERIZES the ground.

Hermione WHIPS THROUGH FRAME, still clinging on for dear life, and Harry rises. FLUMPH! -- he's promptly knocked to the ground again. Hermione goes CRASHING through the high branches, Harry spies his glasses and grabs them. Rising, he fits them to his face and...

HIS BLURRY POV...

... turns CRYSTAL CLEAR just in time to see Hermione FLYING MADLY TOWARD HIM.

HERMIONE

Ahhhhhhhhhhhhhhhhhh!

HARRY

Ahhhhhhhhhhhhhhhhhh!

Hermione reaches out, grabs Harry's shirt and -- riding the branch in tandem -- the two boomerang back, hurtling toward the trunk of the tree, through the gap, and into the darkness...

111 INT. WILLOW ROOTS - TUNNEL - NIGHT (MOMENTS LATER) 111

... below. OOMPH! Harry hits the ground hard. OOMPH!
Hermione falls on top of him.

HERMIONE

Thanks.

HARRY

Don't mention it. *Lumos.*

As the tip of Harry's WAND GLOWS, reveals a long, snaking tunnel.

HERMIONE

Where do you suppose this goes?

HARRY

I have a hunch. I just hope I'm
wrong...

111A INT. TUNNEL TO SHRIEKING SHACK - NIGHT 111A

Harry and Hermione make their way through the primitive passageway, ducking the roots that dangle overhead. Then, abruptly, the tunnel... ends. Confused, Harry and Hermione glance about, then -- as one -- peer up. A small opening. Harry reaches up, hoists himself through.

112 INT. SHRIEKING SHACK - DECREPIT ROOM - NIGHT 112

Harry pulls Hermione up. Looks about. Paper peels from the walls. Stains -- suspiciously similar to dried blood -- blot the floorboards. Shattered furniture lies strewn everywhere.

HERMIONE

We're in the Shrieking Shack,
aren't we?

Harry doesn't answer, staring at the DOG PRINTS in the DUST on the floor. The CEILING CREAKS. They dash to the stairs.

113 INT. HALLWAY - LANDING - NIGHT (SECONDS LATER) 113

They come out, look down. A wide, shiny stripe cuts through the DUST-LADEN floor -- as if something has been dragged -- to the end of the hallway, where a LIGHT seeps from a door.

HARRY

Nox.

(CONTINUED)

113 CONTINUED:

113

His wand-light dies. Slowly, they step to the door.
Exchange a look. She nods, wand ready, and Harry KICKS
the door aside.

114 INT. UPSTAIRS ROOM - SAME TIME

114

Ron sits upon a sagging bed, clutching his bloody foot.

HERMIONE

Ron! You're okay --

HARRY

The dog -- where's the --

RON

It's a trap, Harry. *He's* the dog.
He's an Animagus...

Harry looks down, follows the PAW PRINTS on the floor to
a pair of FILTHY HUMAN FEET. Harry looks up slowly at
the MAN standing in the shadows. Filthy, matted hair
hangs to his shoulders. His skin like a corpse.

SIRIUS BLACK.

He studies Harry's face keenly. Harry draws his wand.

HERMIONE

If you want to kill Harry, you'll
-- you'll... have to kill us, too!

SIRIUS BLACK

No. Only one will die tonight.

HARRY

Then it'll be you!

HERMIONE

Harry! No!

Just then, FOOTSTEPS sound. Black wheels toward the
door, edgy. Harry eyes Black, wand hand shaking
violently. As Black turns back, he stops, regards Harry
cautiously.

SIRIUS BLACK

Going to kill me, Harry?

HARRY

Yes.

(CONTINUED)

114 CONTINUED:

114

Harry raises his wand. BLAM! -- the DOOR CRASHES OPEN:
Lupin.

HARRY/HERMIONE/RON
Professor Lupin!

Lupin ignores them, eying Black intensely.

PROFESSOR LUPIN
Looking a bit ragged, aren't we,
Sirius? Finally the skin reflects
the madness within.

SIRIUS BLACK
You'd know all about the madness
within, wouldn't you, Remus?

The two regard each other, the moment taut with tension,
then Lupin steps forward and... EMBRACES Black like a
brother.

HERMIONE
No! I trusted you! I covered up
for you. And all this time you've
been his *friend*!
(pointing)
*He's a werewolf! That's why he's
been missing classes!*

Harry and Ron stare, dumbfounded, at Lupin. Black HOWLS
then, bitterly amused. Lupin eyes him, then turns back.

PROFESSOR LUPIN
How long have you known?

HERMIONE
Since Professor Snape set the
essay.

PROFESSOR LUPIN
You're the brightest witch of your
age I've ever met, Hermione.

SIRIUS BLACK
Yes, you glow like the sun. And
you howl at the moon. Enough
talk! He dies. Now. If you
won't do it with me, Remus, I'll
do it alone.

PROFESSOR LUPIN
Wait, Sirius --

(CONTINUED)

114 CONTINUED: (2)

114

SIRIUS BLACK

I did my waiting! Twelve years of it! In Azkaban! Trust me, you wouldn't have lasted a week!

Lupin eyes Black, then nods.

PROFESSOR LUPIN

All right then. As you wish...

HARRY

No!

Harry raises his wand when Lupin wheels and, with a flick of his own, disarms him. Furious, Harry eyes Black murderously.

HARRY

You betrayed my parents! You sold them to Voldemort!

SIRIUS BLACK

It's a lie! I never would've betrayed James and Lily!

PROFESSOR LUPIN

Harry! You've got to listen --

HARRY

Did he listen! When my mother was dying! Did he hear her screaming!

SIRIUS BLACK

No! I wasn't there! And I'll regret it the rest of my life!

Harry's eyes flash to Black's, glittering with pain.

PROFESSOR LUPIN

Someone else betrayed your parents, Harry. Someone in this room right now. Someone who, until quite recently, I believed to be dead.

SIRIUS BLACK

He's as good as dead.

HARRY

What're you talking about? There's nobody here.

(CONTINUED)

114 CONTINUED: (3)

114

SIRIUS BLACK

Oh yes there is...

Black turns then, to Ron, and CROONS in a cruel sing song:

SIRIUS BLACK

*Come out, come out, Peter
Come out, come out and play...*

Ron draws back from Black's demented gaze.

RON

You're mad...

Harry's eyes shift from Ron's FACE to his HANDS, where Scabbers TWISTS violently. As a curious expression befalls Harry, Lupin and Black, as one, raise their wands... when.

SNAPE

Expelliarmus!

The wands fly from their hands. The others turn, find Snape standing in the doorway, smiling smugly.

SNAPE

(eying Black)

Ah, vengeance is sweet. How I hoped I'd be the one to catch you.

PROFESSOR LUPIN

Severus --

SNAPE

I told Dumbledore you were helping your old friend into the castle. And here's the proof.

SIRIUS BLACK

Brilliant! And -- as usual -- dead wrong. Now give us our wands back. Remus and I have a bit of unfinished business to tend to.

As Black approaches, Snape puts his wand to Black's neck.

SNAPE

Give me a reason. I beg you.

PROFESSOR LUPIN

Don't be a fool, Severus!

(CONTINUED)

114 CONTINUED: (4)

114

SIRIUS BLACK

He can't help it. It's habit by now.

PROFESSOR LUPIN

Quiet, Sirius!

SNAPE

(clucking his tongue)

Listen to you two. Quarreling like an old married couple. The creature and the criminal.

SIRIUS BLACK

Piss off.

SNAPE

Witty as ever I see. Tell me, will you be so *irreverent* when I turn you over to the Dementors?

(as Black reacts)

Do I detect a flicker of fear? One can only imagine what it must be like to endure the Dementor's Kiss. It's said to be unbearable to witness. But I'll do my best.

Snape's eyes harden. He gestures to the door.

SNAPE

After you.

As the others start to go, Harry glances at the table where Lupin has left Harry's wand. In a flash, it's in his hand.

HARRY

Expelliarmus!

Snape soars into the air, hits the wall with a THUD, and slides down. Ron and Hermione stare in shock.

HERMIONE

Harry. You attacked a *teacher*.

Harry looks a bit shocked himself, then turns to Black.

HARRY

You said Peter before. Peter who?

PROFESSOR LUPIN

Pettigrew. He was at school with us. We thought he was a friend.

(CONTINUED)

114 CONTINUED: (5)

114

HARRY

No. Pettigrew's dead. *He* killed him.

As Harry points at Black, Black laughs mirthlessly.

PROFESSOR LUPIN

I thought so, too. Until you mentioned seeing Pettigrew on the Map.

HARRY

The Map was lying then --

SIRIUS BLACK

The Map never lies. Pettigrew's alive. And he's right *there*.

Black points at... Ron. Ron goes white with fear.

RON

M-me? It's lunatic...

SIRIUS BLACK

Not you, you idiot. Your rat.

RON

Scabbers? Scabbers has been in my family for --

SIRIUS BLACK

(bitterly)

Twelve years. A curiously long life for a common garden rat. He's missing a toe, isn't he?

Black unfolds a dog-eared clipping from *The Daily Prophet*: it shows Ron in Egypt with his family, Scabbers on his shoulder.

RON

So what?

HARRY

All they could find of Pettigrew was his --

SIRIUS BLACK

Finger. Dirty coward cut it off so everyone would think he was dead. Then he transformed into a rat.

(CONTINUED)

114 CONTINUED: (6)

114

Harry stares into Black's sunken eyes. Wanting to believe. *Desperate* to believe. Glances at Ron, his agonized face. Scabbers SQUIRMS VIOLENTLY.

HARRY

Show me.

Lupin and Black turn to Ron. He holds Scabbers protectively.

RON

What are you going to do to him?

Sirius and Lupin exchange a glance.

SIRIUS BLACK

Together.

With that, Lupin takes out his wand and, as one, he and Black cast a stream of BLUE-WHITE LIGHT. Scabbers twists madly in midair, then -- FLASH! -- transforms into... a very short man with thinning hair and grubby hands. PETER PETTIGREW.

PETTIGREW

S-Sirius... R-Remus. My old friends.

Neither speaks. Pettigrew's small, watery eyes dart toward the windows and door. Suddenly, he makes a break for it, but Sirius merely shoves him back. Pettigrew's nose twitches, his gaze finding Harry. His hands flutter nervously, reveal a MISSING INDEX FINGER.

PETTIGREW

Harry! Look at you! Y-you look just like your father. Like James. We were the best of friends, he and I --

SIRIUS BLACK

Shut up!

PETTIGREW

I didn't mean to! The Dark Lord, you have no idea the weapons he possesses! Ask yourself what you would have done, Sirius. What would you have done!

(CONTINUED)

114 CONTINUED: (7)

114

SIRIUS BLACK

Died! Died rather than betray my friends! And you should have realized, Peter, if Voldemort didn't kill you...

PROFESSOR LUPIN

We would.

PETTIGREW

No... please... you can't...

(eyes darting,
finding)

Ron! Haven't I been a good friend? A good pet? You won't let them kill me, will you? I was your rat...

Ron draws back in disgust. Pettigrew turns to Hermione.

PETTIGREW

Sweet girl. Clever girl. Surely you won't let them...

As one, Lupin and Black raise their wands, point them directly into Pettigrew's face. He shrinks back trembling, closing his eyes in fear, when...

HARRY

No.

Pettigrew's lids lift. Lupin and Black turn. Staggered.

PROFESSOR LUPIN

Harry, this man...

HARRY

I know what he is. But we'll take him to the castle.

PETTIGREW

Bless you, boy! Bless you --

HARRY

Get off! I said we'd take you to the castle. After that, the Dementors can have you.

115 OMITTED

&
116

115

&
116

117 EXT. WHOMPING WILLOW - NIGHT (LATER)

117

As Pettigrew emerges from the gap, he prattles desperately:

PETTIGREW

Turn me into a maggot. A dung beetle. A *Flobberworm*! Anything but the Dementors...

(as Ron emerges)

Ron! Haven't I been a good friend? A good pet? You won't let them kill me, will you? I was your rat...

As Ron draws back in disgust, a sleepwalking Snape BUMPS his head against a low limb. Hermione turns to Harry.

HERMIONE

Don't worry. He's under the *Somnambulist Charm*. It's primarily used to transport the seriously deranged.

As Harry nods, Pettigrew's pleading eyes find Hermione.

PETTIGREW

Sweet girl. Clever girl. Surely you won't let them...

Hermione tugs her robes from Pettigrew's sweaty grasp. Harry turns, sees Black staring in wonder at the castle, shining radiantly under the bright bowl of the night sky.

SIRIUS BLACK

Beautiful, isn't it? I'll never forget the first time I walked through those doors. It'll be nice to do it again. Freely.

(turning to Harry)

That was a noble thing you did back there. He doesn't deserve it.

Harry studies Pettigrew briefly, looks away. Lost in thought.

HARRY

I don't reckon my father'd want his best friends to become killers for a worthless piece of vermin like Pettigrew. Besides: Dead, the truth dies with him. Alive... you're free.

(CONTINUED)

117 CONTINUED:

117

Sirius studies Harry's profile, moved by this.

SIRIUS BLACK

I don't know if you know, Harry,
but when you were born, James and
Lily made me your guardian...

HARRY

I know.

SIRIUS BLACK

And, well, I'll understand if you
choose to stay with your aunt and
uncle, but, so you know, you
could --

HARRY

Come live with you? *When!*

SIRIUS BLACK

Soon as my name's cleared...

Harry looks at Hogwarts. GRINS. Sirius does the same.
Then, Hermione's voice rises on the air, quavering with
fear.

HERMIONE

Harry...

He turns, see Hermione staring at the FULL MOON. His
eyes shift. Lupin is a rigid silhouette, his fingers
twitching.

SIRIUS BLACK

Remus, old friend... did you take
your potion tonight?

Lupin, twitching, SHAKES HIS HEAD. Pettigrew's eyes
dart, taking in the situation, then slowly shift, note
the WAND trembling in LUPIN'S LENGTHENING FIST.

SIRIUS BLACK

Run. All of you. Now.

But none of them do, transfixed, watching as BRISTLES
POKE THROUGH LUPIN'S SKIN. Black steps forward, wraps
his arms around his friend, presses his mouth to his ear.

SIRIUS BLACK

You know the man you truly are,
Remus. This flesh is only flesh.

(MORE)

(CONTINUED)

117 CONTINUED: (2)

117

SIRIUS BLACK (CONT'D)pounding Lupin's
chest)

This heart is where you truly
live. This heart! Here!

As Lupin's WAND DROPS... Pettigrew LEAPS.

HARRY

No!

(flashing his wand)

Expelliarmus!

Lupin's wand flies from Pettigrew's hand and he FREEZES.
Then slowly turns. Face blank, eyes closed, he... GRINS
HIDEOUSLY. Transforms. Stunned, Harry watches a RAT
dart into the night.

A HOWL PIERCES THE AIR and Harry wheels. With a shrug,
Lupin tosses Black into the air, then turns. He is no
longer human. He's a werewolf. Harry and Hermione begin
to edge back.

HERMIONE

Professor...?

The WEREWOLF'S eyes blaze. Long teeth glitter. Then...
a horrifying GROWL ERUPTS from its throat. Harry and
Hermione spin, begin to flee... and run flat into Snape.
As they collapse in a great clumsy pile, Snape's eyes
flutter open, the spell broken. Seeing Hermione atop
him, he sweeps her aside...

SNAPE

Out of the way!

... and finds the werewolf preparing to pounce. Leaping
to his feet, Snape draws his wand and steps forward,
shielding Hermione, Harry and Ron.

The WEREWOLF HOWLS, SPRINTS forward, when -- SWOOSH! -- a
GIANT DOG (Black) intercepts it in MIDAIR. They hit the
ground in a FIERCE TANGLE of FLASHING TEETH, a single
horrible flailing beast. Again and again, the dog pushes
the werewolf back, but the werewolf is too strong...

HARRY

Sirius!

The DOG YELPS, ROARS in pain, and the werewolf flings it
into the tall grass. As it charges after, Harry pushes
past Snape, dashes into the night. Hermione makes to
follow, but Snape holds her back.

(CONTINUED)

117 CONTINUED: (3)

117

HERMIONE

Harry!

Harry runs full out. Up ahead, FRAMED AGAINST A FULL MOON, he spies the dog, lying inert, the werewolf's razor-sharp claws suspended over its neck.

HARRY

NO!!!

Desperately, Harry plucks a THICK BRANCH from the ground and hurls it with all his might. Bull's-eye. The werewolf freezes. Turns. Begins to move toward... Harry.

Harry draws his wand, terrified, but tormented as well, knowing Lupin dwells somewhere within the beast.

HARRY

Please, Professor. Stop... It's me.

Suddenly... a HOWL pierces the night.

The werewolf falters, cocking its head toward the forest. Harry waits, petrified. The WEREWOLF's eyes shift back to him. It SNARLS, moves closer, ready to kill. Harry covers his face with his arm, when...

... a SECOND HOWL ECHOES high above the forest. Slowly, Harry drops his arm. Looks. The werewolf bounds toward the forest, vanishes. Harry's eyes shift. In the darkness, the wounded dog lurches through the tall grass. Falls. Rises. Falls again. Each time becoming more human. As he disappears over the ridge, Harry sprints after.

117A EXT. BLACK LAKE - SAME TIME - NIGHT

117A

Harry stumbles down to Black, who lies on the water's edge, now fully a man, arms and face gleaming with lacerations.

HARRY

Sirius!

Harry looks into his glassy eyes.

HARRY

Sirius!

(CONTINUED)

117A CONTINUED:

117A

A fragile MIST escapes Harry's mouth. A raw WIND TOSSES his hair. CHILL-BUMPS pebble his SKIN. A FRINGE of ICE appears at the lake's edge. Then they appear, oozing like smoke through the TREES across the lake. Dementors.

HARRY

No... No!

(drawing his wand)

Expecto... Patronum!

A thin silvery wisp weeps from Harry's wand, hovering like a VEIL, but the Dementors continue to come. Harry places his hand on Black's HEAVING HEART, poises his wand once more:

HARRY

Expecto... Patronum...

Harry's Patronus blooms briefly... and dies. Harry's eyes flutter, the DEMENTORS twisting madly in his vision, drawing closer. Black GASPS. SILVERY FEATHERS of LIGHT tumble from his lips, as if his very soul were leaving him...

Then... a LIGHT splinters the trees. Harry squints, sees a FIERY STAG appear... its body luminous... slashing through the trees... sowing light in the darkness. The Dementors wilt in its wake, but more replace them, sweeping down in waves. Still, the stag charges on. The LIGHT EXPANDS. The forest blazing with it. The remaining Dementors flee, drifting across the moon like ash.

The light ebbs. The stag's luminous body flickers. There is a BRIGHT FLASH and darkness returns, a single THREAD of LIGHT all that remains, spinning down to the size of a PEARL... in the palm of MAN, standing deep in the trees. Harry studies the strangely familiar SILHOUETTE, then... it is gone.

Silence drops like a curtain. MIST rises from the lake. As Snape appears at the top of the rise, we --

FADE TO BLACK.

FADE IN:

118 INT. HOSPITAL WING - NIGHT (LATER)

118

CAMERA PULLS BACK SLOWLY... out of HERMIONE'S SHADOW, which ripples against the curtain that encircles Harry's bed. A HAND reaches out -- Harry's hand -- and sweeps the CURTAIN ASIDE. Ron lies opposite, his leg BANDAGED. Hermione paces. Stops.

(CONTINUED)

HERMIONE

Harry --

HARRY

I saw my dad.

HERMIONE

What...?

HARRY

He sent the Dementors away... I
saw him. Across the lake...

Hermione exchanges a private glance with Ron, turns back.

HERMIONE

Listen, Harry. They've captured
Sirius. Any minute the Dementors
are going to perform the Kiss.

HARRY

The Kiss...?

HERMIONE

It's what Dementors do to those
they want to destroy. They clamp
their jaws over the victim's mouth
and... suck out his soul.

HARRY

You mean, they're going to *kill*
Sirius?

HERMIONE

No. It's worse. Much worse. You
go on living. But you have no
memory. No sense of self. You're
just a shell. An empty shell...

As Harry reacts, the door opens and Dumbledore enters.

HERMIONE

Headmaster! You've got to stop
them! They've got the wrong man!

HARRY

It's true, sir. Sirius is
innocent --

RON

It's Scabbers who did it!

(CONTINUED)

DUMBLEDORE

Scabbers...?

RON

My rat, sir. Only he's not really a rat. Well, he was a rat. You see, he used to be my brother Percy's --

HERMIONE

The point is... we know the truth. Please, sir, you must believe us.

DUMBLEDORE

I do, Miss Granger. But I'm sorry to say the word of three thirteen-year-old wizards will convince few others. A child's voice, however honest and true, is meaningless to those who have forgotten how to listen.

As Dumbledore turns to the window, a SHOOTING STAR plummets silently through the sky.

DUMBLEDORE

Ah... a shooting star. If ever one was to make a wish, now would be the time. But time, I'm afraid, is precisely our problem...

On cue, the MIDNIGHT BELL begins to CHIME... DING!... DING!

DUMBLEDORE

Mysterious thing, time. Powerful. And, when meddled with... dangerous. Sirius Black is in the topmost cell of the Dark Tower.

(to Hermione)

You know the laws, Miss Granger. You must not be seen. And you would, I feel, do well to return before this last chime. If not... well, the consequences are really too ghastly to discuss. Three turns should do it, I think. If you succeed, more than one innocent life may be spared tonight.

(CONTINUED)

118 CONTINUED: (3)

118

Dumbledore hands Harry and Hermione each a stick of CHOCOLATE, then starts to go... stops.

DUMBLEDORE

By the way, when in doubt, I find
retracing my steps to be a wise
place to begin... Good luck.

He smiles, exits. Harry glances curiously at the chocolate.

RON

What in bloody hell was all that
about?

But Hermione doesn't reply, instead looping the pendant's long chain around Harry's neck as well as her own.

HERMIONE

Sorry, Ron. But seeing as you
can't walk...

As Ron and Harry exchange a curious glance, the BELL continues to CHIME -- DING! DING! -- and...

119 INT. HOSPITAL WING - TIME REVERSAL - NIGHT/LATE
AFTERNOON

119

TIME REVERSES in a dizzying backward blur, as if a tape were being rewound, every moment that occurred in the hospital room flickering by at a dizzying speed while, outside the window, darkness gives way to dusk and the sun "un-sets," returning to its place low on the horizon. At this point, the TIME REVERSAL ends and the room is...

Empty. Except for Harry and Hermione. As Hermione unloops the necklace, Harry glances around in confusion.

HARRY

What just happened? Where's Ron?

Hermione ignores the question, eyes the CLOCK on the wall.

HERMIONE

Seven-thirty. Where were we at
seven-thirty?

HARRY

Huh? Dunno... going to Hagrid's?

(CONTINUED)

119 CONTINUED:

119

HERMIONE

Come on! We can't be seen!

Hermione grabs Harry's arm, slams through the door.

120 OMITTED

120
thru
122

123 EXT. BRIDGE - LATE AFTERNOON (MOMENTS LATER)

123

Harry and Hermione come to a mad, huffing halt.

HARRY

Hermione! Will you please tell me
what it is we're doing?!

She holds up a hand, silencing him. Annoyed, Harry
follows her gaze and BLINKS in DISBELIEF. Across the
grounds...

124 EXT. SUNDIAL GARDEN - SAME TIME - LATE AFTERNOON

124

... he sees *himself*, along with Hermione and Ron, about
to confront Malfoy, Crabbe, and Goyle near the monoliths.

HARRY

But that... that's... *us*. This is
not... *normal*.

INTERCUT BETWEEN BRIDGE AND SUNDIAL GARDEN.

Dumbfounded, Harry turns. Hermione holds up the HOURGLASS.

HERMIONE

This is a Time-Turner, Harry.
McGonagall gave it to me first
term. *This* is how I've been
getting to my lessons all year.

HARRY

You mean, we've *gone back in time*?

HERMIONE

Yes. Dumbledore wanted us to
return to *this moment*. Clearly
something happened he wants us to
change.

(CONTINUED)

124 CONTINUED:

124

A soft SMACK is HEARD. They turn, see Malfoy land on the seat of his pants in the Sundial Garden, rub his kisser.

HARRY
(in admiration)
Good punch.

HERMIONE
Hurry! Malfoy's coming!

Hermione pulls Harry under the bridge. Seconds later, FOOTSTEPS CLAMOR over their heads.

DRACO (O.S.)
Not a word of this to anyone,
understood! I'll get that jumped-
up Mudblood one of these days.
Mark my words...

Eyes narrowed in anger, Hermione leans out, reaches up, and sends Malfoy SPRAWLING. As Harry pulls her back, Malfoy looks around in confusion, then dashes off with the others.

Seconds later, Harry emerges, marvels at the sight of himself and Hermione, and Ron heading down the slope to Hagrid's hut. His eyes shift to the pumpkin patch.

HARRY
Look. Buckbeak's still alive.

HERMIONE
Of course! Remember what
Dumbledore said. If we succeed,
*more than one innocent life could
be spared.*

HARRY
Buckbeak? But... how will saving
Buckbeak help Sirius?

HERMIONE
We'll see.

125 EXT. HAGRID'S HUT - PUMPKIN PATCH - LATE AFTERNOON/DUSK

125

As Buckbeak feasts on a ferret, Harry and Hermione duck behind a pile of pumpkins. Peering into the hut, Harry sees Hermione and Ron embrace awkwardly.

(CONTINUED)

He grins, turns, only to find Hermione analyzing the moment with considerable fascination. Caught -- regards Harry defensively.

HERMIONE

What?

HARRY

Nothing.

Harry looks toward the slope, sees Fudge and the others approaching in a CLOUD of CROWS.

HARRY

Here they come. I better hurry.

HERMIONE

No! Fudge has to see Buckbeak before we steal him. Otherwise, he'll think Hagrid set him free!

Harry nods, then looks toward the hut. Inside, Hagrid is handing Scabbers to Ron.

HARRY

That's Pettigrew --

As he starts to rise, Hermione grabs him, speaks fiercely.

HERMIONE

No, Harry! You can't!

HARRY

Hermione, that's the man who betrayed my parents! You don't expect me to just sit here...

HERMIONE

Yes! You Must!

(pointing inside)

Harry, you're in Hagrid's hut right now. If you go bursting inside, you'll think you've gone mad. Awful things can happen when wizards meddle with time. *We can't be seen.*

Hermione turns, watches Fudge and the others drawing closer. She frowns, glances into the hut.

(CONTINUED)

HERMIONE

Fudge is coming and... we're not
leaving... why aren't we leaving?

Just then... on the ground beside her... Hermione notices
a JAGGED STAR-SHAPED STONE. Instantly, she grabs it,
rises, and hurls it through the OPEN WINDOW. SMASH! The
sound of a GLASS JAR SHATTERING is heard within the hut.

HARRY

Are you mad?

Hermione ignores him, swiftly whistling a second stone
through the window and -- CONK! -- off the back of
Harry's head.

HARRY

That hurt.

HERMIONE

Sorry.

Crows begin to drop atop the roof. Fudge's party
arrives, RAPS on the door.

HERMIONE

C'mon. Any minute now we're going
to be coming out the back door.

Quickly, Hermione and Harry dash into the trees directly
behind... just in time to see themselves -- along with
Ron -- exit the back door and slip behind the pumpkin
pile where, only seconds before, they were hiding. As
Fudge appears at the window and picks his nose as before,
Hermione ponders the back of her own head.

HERMIONE

Is that really what my hair looks
like from the back?

HARRY

Shhh!

Hermione sees herself turn. Ducking, she accidentally
stirs the branches, then peeks out and sees herself
staring curiously at the branches DANCING ODDLY. Next
she hears her own voice:

HERMIONE (O.S.)

Nothing, I just thought I saw...
Never mind.

(CONTINUED)

125 CONTINUED: (3)

125

Harry and Hermione watch themselves start up the slope. The coast clear, they slip out of the trees.

HERMIONE

Now, Harry!

As Harry vaults into the patch, the CROWS STIR, CAWING at his ankles, pecking at his feet.

CORNELIUS FUDGE (O.S.)

'It is the decision of the Committee for the Disposal of Dangerous Creatures that the Hippogriff Buckbeak, hereafter called the condemned, shall be executed this day at sundown...'

As Harry approaches, Buckbeak studies him curiously, a ferret leg dangling from his beak. Harry bows. SLURP! The ferret leg disappears and Buckbeak returns Harry's nod. As Harry takes Buckbeak's chain... a flint-eyed crow PECKS his hand.

HARRY

Get away!

Harry waves the crow away, yanks hard on Buckbeat's chain.

CORNELIUS FUDGE (O.S.)

'The Committee's appointed executioner shall dispatch the condemned by means of beheading...'

HARRY

C'mon, Buckbeak. Come on...

Buckbeak refuses to move.

CORNELIUS FUDGE (O.S.)

'As witnessed below.' You sign here, Hagrid. Very well, gentlemen. Let's step outside, shall we...

DING! The Hogwarts BELL begins to TOLL. Harry and Hermione exchange a glance. Harry tugs harder. No go.

DUMBLEDORE (O.S.)

Excuse me, Minister. I believe I must sign as well...

(CONTINUED)

125 CONTINUED: (4)

125

Harry PULLS at the chain, straining mightily...

DING! when Hermione POPS UP, BOWS QUICKLY, and dangles a dead ferret before Buckbeak.

HERMIONE

Here, Beaky... Come and get the
nice dead ferret... yum yum...

Harry looks at her as if she's mad, but it's... working.
As Buckbeak trots after, the CAWING CROWS scatter.

DING!

Harry and Hermione lead Buckbeak away when the back door suddenly opens. They freeze... caught... Fudge's eyes drifting their way, when -- as before -- Dumbledore raises his hand and directs the attention of the others away from Buckbeak.

DUMBLEDORE

Professor Dippet had those
blackberries planted when he was
Headmaster...

Harry and Hermione shoo Buckbeak along, disappear into the forest... just as Dumbledore concludes his reverie.

CORNELIUS FUDGE

Let's get this over with, shall
we?

Harry and Hermione -- their view unobstructed by the LOW STAND OF TREES this time -- watch the Executioner approach the pumpkin patch... and stop. Quickly, the confusion in his masked eyes turns to anger.

CORNELIUS FUDGE

But... where is it? I just saw
the beast not moments ago --
Hagrid?

HAGRID

Beaky...

Hearing Hagrid's husky voice, BUCKBEAK strains at his tether, WHIMPERS eerily. Hermione tosses him another ferret.

DUMBLEDORE

(a hint of amusement)
How extraordinary!

(CONTINUED)

125 CONTINUED: (5)

125

CORNELIUS FUDGE

Come now, Dumbledore. Someone's obviously released him.

HAGRID

Professor, I swear! I didn't!

DUMBLEDORE

I'm quite sure the Minister isn't suggesting that you had anything to do with it, Hagrid. How could you? You've been with us all along.

CORNELIUS FUDGE

We should search the grounds --

DUMBLEDORE

Search the skies if you must, Minister. In the meantime, I wouldn't say no to a cup of tea, Hagrid. Or... a large brandy.

(to the Executioner)

It seems your services will no longer be required.

The Executioner lifts his blade and -- with a brutal fury -- plunges it into the flesh of a PUMPKIN with a SICKENING CHOP!

The CROWS SCATTER to the skies.

126 EXT. FORBIDDEN FOREST - DUSK (MOMENTS LATER)

126

Harry and Hermione race through the trees as Buckbeak lopes easily behind.

HARRY

Now what?

HERMIONE

We save Sirius.

HARRY

And we do that... how?

HERMIONE

No idea.

127 EXT. EDGE OF FOREST AT WHOMPING WILLOW - DUSK

127

SUBJECTIVE POV, GLIDING THROUGH a thicket of trees, TO the forest's edge, the trees thinning, REVEALING...

127A EXT. EDGE OF FOREST AT WHOMPING WILLOW - DUSK

127A

... the Whomping Willow THRASHING. Hermione disappears down the hole, then a FIGURE approaches the tree. Lupin.

INTERCUT.

HERMIONE

Look. It's Lupin.

As the Whomping Willow begins to thrash, its violence oddly muted at this distance, Lupin takes a stick, pokes a knot on the trunk. Instantly, the Willow calms.

HARRY

Wait until Fred and George hear about *that* one.

HERMIONE

Here comes Snape.

As Lupin disappears into the gap at the base of the tree, Snape makes his way down the slope.

HARRY

And now we wait.

HERMIONE

Now we wait.

127B EXT. EDGE OF FOREST AT WHOMPING WILLOW - DUSK TO NIGHT
(LATER)

127B

We look UPWARD, see the tops of the trees etched against the darkening sky. BATS fly TOWARD us. We FOLLOW one, when Buckbeak snags one. A tail twitches briefly between his beak, then -- SLURP! -- is gone.

HERMIONE

'Least someone's enjoying himself.

Harry and Hermione sit together in the lengthening shadows. Harry snaps off a piece of chocolate, hands it to Hermione.

HARRY

Hermione...

HERMIONE

Yes?

(CONTINUED)

127B CONTINUED:

127B

HARRY

Before. Down by the lake. When I was with Sirius... I *did* see someone... that someone made the Dementors go away...

HERMIONE

With a Patronus. I heard Snape telling Dumbledore when we were taken to the hospital. According to him, only a really powerful wizard could have conjured it.

HARRY

It was my Dad.

Hermione looks at Harry.

HARRY

It was my Dad who conjured the Patronus.

HERMIONE

But, Harry, your Dad's...

HARRY

Dead. I know. I'm just telling you what I saw.

Hermione nods, not wanting to press Harry further, then glances beyond the trees, toward the Whomping Willow.

HERMIONE

Here we come.

128 EXT. EDGE OF FOREST AT WHOMPING WILLOW - NIGHT

128

SHADOWS emerge under a FULL MOON: Black. Harry. Pettigrew. Lupin. Hermione. Ron. Sleepwalking Snape...

INTERCUT:

Harry studies himself and Sirius.

HARRY

You see Sirius talking to me? He's asking me to come live with him.

HERMIONE

Really?

(CONTINUED)

128 CONTINUED:

128

Harry nods, his voice wistful.

HARRY

When we free him, I'll never have to go back to the Dursley's. I'm going to tell him I'd like to live someplace in the country. I think he'd like that, after all those years in Azkaban. We don't need a big place and I can help him...

A HOWL pierces the night. Hermione glances toward the Willow.

HERMIONE

It's happened. Lupin's transformed.

HARRY

Which means Pettigrew is slipping safely into the night. While we just stand here...

A FIERCE GROWLING is heard as twin silhouettes -- the DOG and the WEREWOLF -- bound into the tall grass. Harry watches himself appear, hurl the stick as before. The werewolf turns, begins to stalk...

OWWWWWWWW! Harry wheels, sees Hermione, hands cupped to her mouth, making a loud HOWL. He covers her mouth.

HARRY

What are you doing?

HERMIONE

Saving your life.

Harry looks back to the tall grass. The werewolf is frozen. As before, it begins to approach Harry again.

OWWWWWWWW! This time, Harry doesn't stop her.

HARRY

Thanks. But we have to move.

HERMIONE

Why?

HARRY

Because that werewolf you just called is running right this way.

They exchange a glance and... RUN.

129 OMITTED
 &
 130

129
 &
 130

130A EXT. FOREST - NIGHT (MOMENTS LATER)

130A

Harry and Hermione dash for the lives, swing behind a HUGE TREE. As CAMERA BEGINS TO CIRCLE, the werewolf appears. Pauses. As it approaches the tree, Harry and Hermione silently sidestep in the opposite direction, until the werewolf... disappears. CAMERA CONTINUES TO CIRCLE the tree...

HERMIONE

Buckbeak. We've got to find him.

... and REVEALS the werewolf, fifteen feet past, waiting. As Harry and Hermione step out, they freeze. The werewolf poises itself, preparing to pounce, when...

SKREEEK! The TREES shake with the fury of a HURRICANE and Buckbeak charges into the clearing, screening Harry and Hermione. The WEREWOLF SNARLS ANGRILY, makes to charge. With lightning-fast reflexes, Buckbeak's claws slash the air... only inches from the werewolf's face. The werewolf stops, eyes glittering with rage, then... HOWLS. Turning, it vanishes into the forest.

HERMIONE

Poor Professor Lupin is having a really tough night...

Just then, a CHILL WIND rises...

The LEAVES of the trees TREMBLE...

EERIE SHADOWS flutter over the moon, greasy as smoke...

Dementors.

HARRY

Let's go.

CUT TO:

MOVING POV

Looking UPWARD... THROUGH the trees as the sky wheels by, Dementors streaking IN AND OUT OF VIEW.

130B EXT. EDGE OF FOREST AT BLACK LAKE - NIGHT (MOMENTS LATER)

130B

CAMERA RUSHES IN, HOLDS ON Harry and Hermione's faces.

(CONTINUED)

130B CONTINUED:

130B

Shocked.

Terror-stricken.

Opposite them, across the lake...

130C EXT. BLACK LAKE - SAME TIME

130C

... a CYCLONE of DEMENTORS whirl madly above Harry and Black.

INTERCUT BETWEEN BLACK LAKE AND EDGE OF FOREST.

Harry watches himself vainly attempt to conjure a Patronus as the cyclone only continues to grow...

HERMIONE

This is horrible...

HARRY

Don't worry. My Dad will come...
Right there... you'll see... he'll
come... any minute... he'll
conjure the Patronus

Hermione eyes Harry warily. He is transfixed, staring hungrily toward the outcrop. The WIND RISES. The Lake begins to freeze. WHOOSH! WHOOSH! One after another, Dementors drop from the sky, vanish in the cyclone...

HERMIONE

No one's coming, Harry...

HARRY

HE WILL! He will come!

She looks. Nothing. Desperately, her eyes flash to the cyclone, to the pitiful sight of Harry and Black at the water's edge... wracked with pain... dying...

HERMIONE

No one's coming! *You're dying,
both of you... and no one's
coming!*

Harry's face changes. A riddle unravels. He draws his wand.

HERMIONE

HARRY, NO!

(CONTINUED)

130C CONTINUED:

130C

Too late. Harry slashes through the trees, down to the rocky outcrop, to the exact spot where his father appeared. Poising his wand, he looks out over the sea of Dementors on the other side of the lake.

HARRY
EXPECTO PATRONUM!

A WISP of SILVER escapes his wand, hovering like a MIST, then BLOOMS MAGNIFICENTLY. The trees EXPLODE WITH LIGHT. The Lake BLAZES with reflected FIRE. Harry stands utterly still, wand extended to the heavens. Across the lake, the Dementors retreat. Harry waits, still as a statue, until each and every one is gone.

Then he simply lets his arm drop.

131 EXT. HOGWARTS - SKY - FLYING - NIGHT (LATER)

131

WHOOSH! Harry and Hermione plunge INTO FRAME astride Buckbeak, SOARING toward the castle. Outside the grounds, the Dementors wait restlessly. Up ahead, Fudge and Snape enter the Dark Tower, TORCHES in hand.

HARRY
You were right, Hermione. It wasn't my dad I saw earlier. It was... me. I saw *myself* conjuring the Patronus before. I knew I could do it this time, because... because I'd already done it. Does that make sense?

Hermione contemplates this.

HERMIONE
No.
(looking down
in fear)
But I don't like this!

132 EXT. HOGWARTS - DARK TOWER - WIDE SHOT - NIGHT (MOMENTS LATER)

132

We see Buckbeak land.

CUT TO:

133 EXT. DARK TOWER - TERRACE - NIGHT

133

Sirius paces within a SMALL CELL, a man condemned. Spying Harry and Hermione, he stops. Stunned to see them.

134 INT. DARK TOWER - STAIRWELL - NIGHT (SAME TIME) 134

Snape, TORCH in hand, leads the way as Fudge HUFFS after.

135 EXT. DARK TOWER - TERRACE - NIGHT (SAME TIME) 135

Hermione pushes past Harry.

HERMIONE

Out of the way!

(raising her wand)

Alohomora!

Sirius tests the IRON DOOR. Still locked.

HERMIONE

Didn't really expect that to work.

136 EXT. DARK TOWER - STAIRWELL - NIGHT (SAME TIME) 136

Snape and Fudge draw closer...

137 EXT. DARK TOWER - TERRACE - NIGHT (SAME TIME) 137

Wand flashing, Hermione tries spell after spell.

HERMIONE

Dunamis! Liberare! Annihilare!

Emancipare!

No. No. No. No.

SIRIUS BLACK

You might try --

HERMIONE

Quiet! I'm trying to think.

She resumes pacing, MUTTERING furiously. Then... stops.
Turns.

HERMIONE

BOMBARDA!

KA-BOOM! The CELL DOOR ROCKETS to the sky.

SIRIUS BLACK

That'll do.

138 EXT. SKY/HOGWARTS - HELICOPTER SHOT - NIGHT 138

We see Buckbeak spirit Harry, Hermione and Sirius off the terrace and soar directly TOWARD us... Just as Snape and Fudge reach the top of the Tower.

139 EXT. BUCKBEAK - FLYING - NIGHT (MOMENTS LATER)

139

Sirius laughs, hair blowing in the wind.

SIRIUS BLACK

You truly are your father's son,
Harry!

140 EXT. CLOCKTOWER COURTYARD - NIGHT (MOMENTS LATER)

140

Black puts his hands to Hermione's waist, swings her off
Buckbeak and onto the ground next to Harry.

SIRIUS BLACK

I'll be forever grateful for this.
To both of you.

HARRY

I want to go with you.

SIRIUS BLACK

One day perhaps. For some time...
life will be too... *unpredictable*.
Besides, you're meant to be here.

Black claps his shoulder, looks him in the eye.

SIRIUS BLACK

But promise me something, Harry.

HARRY

Anything.

SIRIUS BLACK

Trust yourself. No matter the
challenges you face -- and I fear
they will be many -- you'll be
surprised how many times you can
find the answers...

(tapping his heart)

...here.

As Sirius climbs atop Buckbeak, a SHOOTING STAR arcs
through the heavens.

SIRIUS BLACK

A shooting star. Make a wish.

WHACK! -- Black gives Buckbeak a SLAP and they soar into
the glittering sky. Harry and Hermione stand watching,
when... DING! They wheel. Look to the Clock Tower.

HERMIONE

We have to go.

(CONTINUED)

140 CONTINUED:

140

As Harry and Hermione dash off, CAMERA TRACKS AFTER, RISING WITH them as they race up the tower stairway, then passing through the mechanism and on through to the end of...

141 OMITTED
thru
143

141
thru
143

144 INT. CORRIDOR/CLOCK TOWER - NIGHT (MOMENTS LATER)

144

... the corridor. The Clock Tower BELL THUNDERS. The DOOR OPENS. Dumbledore backs out...

DUMBLEDORE

By the way, when in doubt, I
always find retracing my steps to
be a wise place to begin... Good
luck.

As Dumbledore begins to close the door, Harry and Hermione stumble frantically forward, the door about to hit the jamb, when... suddenly... Dumbledore stops. Looks up.

DUMBLEDORE

Well?

HARRY

He's free -- Sirius. We... we did
it.

DUMBLEDORE

Did what?

With a twinkle in his eye, Dumbledore swings open the door. As Harry and Hermione enter.

145 INT. HOSPITAL WING - NIGHT (SAME TIME)

145

... they catch the faintest glimpse of... themselves... across the room... just as they EVAPORATE. Ron blinks. Turns. Frowns.

RON

How'd you two get over there? I
was just talking to you... over
there.

(CONTINUED)

145 CONTINUED:

145

Ron glances to the other side of the room. Frowns.
Hermione glances mischievously to Harry.

HERMIONE

What d'you think, Harry? Too much
for him -- everything that's
happened tonight?

HARRY

Afraid so. Always been a bit of
the nervous type, Ron has.

Ron stares at them, confounded. Slowly, they... GRIN.

146 EXT. HOGWARTS CASTLE - MORNING

146

The Whomping Willow sways in a light breeze. The Black
Lake shimmers, clouds drifting in its glassy mirror.

147 INT. CORRIDOR/LUPIN'S OFFICE - MORNING

147

Harry walks softly toward an OPEN DOOR -- Lupin's
office -- and peers in. Lupin stands over a battered
suitcase, filling it with the last of his books. Without
turning, he SPEAKS.

PROFESSOR LUPIN

Hello, Harry.

Harry JUMPS. Lupin turns, smiles through haggard eyes.

PROFESSOR LUPIN

Saw you coming.

The Marauder's Map lies open on an otherwise bare desk.
Harry nods, looks back to Lupin. Unable to disguise his
shock at Lupin's appearance.

PROFESSOR LUPIN

I've looked worse, believe me.

Harry eyes the open desk drawers... the bare
bookshelves...

HARRY

You've been sacked.

PROFESSOR LUPIN

Resigned, actually.

(CONTINUED)

HARRY

Resigned! But why!

PROFESSOR LUPIN

It seems that someone has let slip the nature of my condition.

HARRY

Snape.

PROFESSOR LUPIN

Whoever. It was bound to get out. This time tomorrow, the owls will start arriving. Parents will not want a -- *someone like me* -- teaching their children.

HARRY

But Dumbledore --

PROFESSOR LUPIN

Has already risked enough on my behalf. Besides, people like me, well... let's just say I'm used to this by now. But before I go, tell me about your Patrons.

HARRY

Well. At first I thought it was a horse, or perhaps a unicorn, but I think it was --

PROFESSOR LUPIN

A stag.

HARRY

Yes.

PROFESSOR LUPIN

Your father used to transform into one. That's how he was able to keep me company when I became... sick. He was a great friend James.

Lupin smiles wanly, lifts his sorry suitcase. Then stops.

PROFESSOR LUPIN

There are stories about him and your mother, you know. Some are even true. But I think it's safe to say, in the end, you'll know them best by getting to know yourself. Lupin then -- with a wicked twinkle -- raises his wand.

(CONTINUED)

147 CONTINUED: (2)

147

PROFESSOR LUPIN
Mischief managed.

Harry watches the Map go blank. Looks back. Lupin is gone.

148 OMITTED

148

149 INT. GREAT HALL - DAY (MOMENTS LATER)

149

Ron stands amid a circle of excited Gryffindors.

RON
Stand back, I said! I'll take it
upstairs if you don't settle!

As Harry arrives, he glances at Hermione, who CLEARS HER THROAT LOUDLY. The others turn, begin all speaking at once.

NEVILLE
Harry! Wherever did you get it!

SEAMUS
Can I have a go, Harry? After
you, of course --

RON
Quiet!
(as they oblige)
Thank you. Let the man through.

Mystified, Harry steps forward, the boys peeling away, clearing his view of the BROOMSTICK in Ron's hands. The LABEL GLEAMS: "FIREBOLT."

HARRY
Whose is that?

RON
(as everyone laughs)
Whose is it? It's yours, mate.

HARRY
But... how? *Who?*

HERMIONE
It's a mystery. Though... *this*
fell out of the wrapping.

Harry turns, sees Hermione holding up a FEATHER.

(CONTINUED)

149 CONTINUED:

149

HARRY
That's a Hippogriff feather --

As Harry stops short, Hermione raises her eyebrow. As they share a secret glance, we...

CUT TO:

150 INT./EXT. HOGWARTS CASTLE - FRONT DOORS - DAY

150

BOOM! The huge vertical DOORS BURST OPEN and Harry, trailed by the others, exits with the Firebolt. As he strides off, others join the assembly -- Hagrid, Malfoy, Crabbe, and Goyle among them -- curious to see what the commotion is all about.

151 EXT. COURTYARD - DAY (MOMENTS LATER)

151

As Harry stops, an expectant HUSH hangs over the moment.

SEAMUS
Go on, Harry.

NEVILLE
Yeah. Let's see.

Harry mounts the broom. Licks his finger and jabs it in the air. A few others do the same. Hagrid does the same. Crabbe and Goyle start to do the same, when Malfoy SLAPS their hands down. Finally, Harry places his hand on the broom. Sets his grip. Takes a breath. And...

Frowns.

FRED/GEORGE
What's wrong?

HARRY
I don't think it works. I think it's defective.

A collective GROAN. Dejected, many of the kids begin to drift toward the castle. Harry calls after.

HARRY
Oh, come on now. It's just a broom.

HAGRID
(nodding sagely)
Just a broom.

(CONTINUED)

151 CONTINUED:

151

Harry's eye shifts to Ron and Hermione. A wink.

HARRY

The fastest broom in the world.

As everyone turns -- WHOOSH! -- Harry JETS OFF and we --

CUT TO:

152 EXT. HIGH IN THE SKY - DAY (SAME TIME)

152

A tiny DOT, GROWING LARGER AND LARGER, races upward. It's Harry shooting straight into the blue on the Firebolt. A SCREAM GROWS LOUDER as he approaches. A scream of release, of utter abandon. It's Harry screaming. But something else is clear as he JETS PAST and...

The SCREEN GOES BLACK.

It's a SCREAM of joy.

FADE OUT.

THE END