

Alternative take on bar 3-8 and 9-16:

The E7/A7/Dm progression is a circle of fifth movement that (would) lead back to I. In other words, They are all dominants of dominant that would follow the pattern E / A / D / G / C. Except that at bar 8 we get a Dm instead of a D7, and besides the melody rests on a long F natural. So that would suggest a modulation to Dm with the melody ending on degree 3.

Then bar 9 repeats the same idea

All of me

♩ = 126
Swing

A

C I
All of me, Why not take all of me?

E7

A7 Can't you see I'm no good with - out you?

Dm

E7 Take my lips, I want to lose them,

Am

D7 Take my arms, I'll ne - ver use them!

Dm7 **G7**

C **E7**

A7 **Dm**

Fmaj7 **Fm6** **Em7** **A7**

Dm **G7** **C** (**E♭dim7** **Dm7** **G7**)

Why not take all of me!

E7 can't be 3 of C (it would be Em). Given that harmony moves down a 5th to A7 and then another fifth to Dm, I think the song is modulating in bar 3 C to Dm (reached in bar 7).

Third take on bars 1-16

Looking at the melody, it seem the same motif is repeated in different keys at 1, 5, 9, 13.

So, we start in C, then we are in Am in bar 5 and still in Am in bar 9 (but the motif starts on 3 instead of the tonic).

Then the last four bars (13-16) go back to C, with a turnaround at 15-16.

So, the progression is I (C), V - I (in Am: E7 to A7), but then I would expect Am, not A7 in bar 5. In fact, that's how bars 9-12 go: E7 to Am, i.e. V / i in Am