

SPIDER-MAN

screenplay by
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revisions by
Alvin Sargent 4/18/2001
David Koepp 11/14/2000
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based on the Marvel Comics character
created by Stan Lee

and on a treatment by
James Cameron

SHOOTING SCRIPT

White - 10/11/00
Blue - 10/26/00
Pink - 11/14/00
Yellow - 12/4/00
Green - 12/18/00
Goldenrod - 12/22/00
Buff - 1/9/01
Salmon - 1/15/01
Cherry - 1/22/01
Tan - 1/29/01
White - 2/5/01
Blue - 2/12/01
Pink - 2/15/01
Yellow - 2/23/01
Green - 3/2/01
Goldenrod - 3/9/01
Buff - 3/22/01
Salmon - 3/28/01
Cherry - 4/11/01
Tan - 4/12/01
White - 4/17/01
Blue - 4/18/01

April 18, 2001

A BLACK SCREEN

SPIDER-MAN (V.O.)

Who am I? You sure you wanna know?
The story of my life is not for the
faint of heart.

1. EXT. PARKER HOUSE - DAY (1987)

A cab pulls up to an average house in Queens.

SPIDER-MAN (V.O.) (CONT'D)

If somebody said it was a happy little
tale, if somebody told you I was just
your average, ordinary guy, not a care
in the world..

A SOCIAL WORKER, gets out, holding the hand of PETER PARKER
(4). Tears streaming down his face, he lugs a small suitcase.
The cab motors away showing Peter--

--his new home. AUNT MAY and UNCLE BEN stand on the porch,
smiling. The Social Worker leads Peter up the steps. Uncle
Ben extends his hand. Peter looks up at the Social Worker,
she nods. Peter looks back at the loving hand before him,
takes it. Uncle Ben and Aunt May lead Peter inside. Peter
turns, looks at the Social Worker. The door closes.

SPIDER-MAN (V.O.) (CONT'D)

...somebody lied.

A2 EXT. A SCHOOL BUS - DAY

A yellow school bus roars through Queens.

SPIDER-MAN (V.O.)

Mine is a tale of pain and sorrow,
longing and heartache, anger and
betrayal. And that just covers the
high school years.

2. INT. A SCHOOL BUS - DAY

A bus full of teenagers. We float down the center aisle,
drifting from face to face--

SPIDER-MAN

But let me assure you -- this, like
any story worth telling, is all about
a girl.

2 CONTINUED:

2

--holding on MARY JANE WATSON, knockout pretty but sad eyes, too sad for seventeen, looking out the window of the bus.

SPIDER-MAN (V.O.) (CONT'D)

That girl... Mary Jane Watson, M.J. to her friends. The woman I've loved since before I even liked girls.

An arm drapes around M.J.'s shoulders, FLASH THOMPSON, self-assured, handsome, the high school Big Name. He's looking across the bus, out the window, HOWLING with laughter.

SPIDER-MAN (V.O.) (CONT'D)

I'd like to tell you that's me next to her.

We pull back, toward the front of the bus. Another KID

SPIDER-MAN (V.O.) (CONT'D)

Or even that.

Further back. Another KID, messily eating a jelly doughnut.

SPIDER-MAN (V.O.) (CONT'D)

Heck, I'd even take him.

3 We turn, look out the window, see what they're laughing about PETER PARKER, 17, bespectacled and book-bagged, chasing after the school bus, to the derision of everyone aboard.

M.J. can't take it anymore. She jumps up, hurries to the front of the bus and SHOUTS over the laughter, to the DRIVER.

M.J.

Stop the bus! He's been chasing us since Woodhaven Boulevard!

There is a collective AWWWW as the bus slows down.

AT THE FRONT.

Peter climbs onto the bus, breathless, limping.

PETER

Thanks... sorry... sorry... thanks...

He eyes an open seat next to a GEEKY GIRL with a mouthful of braces. She makes eye contact with Peter, moves her books to occupy the vacant space.

2 INT. A SCHOOL BUS - DAY

2 *

MARY JANE WATSON's face fills the screen, knockout pretty but sad eyes, too sad for seventeen, looking out the window of a yellow school bus.

SPIDER-MAN (V.O.)

That girl. Mary Jane Watson. M.J., to her friends. The woman I've loved since before I even liked girls.

An arm drapes around M.J.'s shoulders, FLASH THOMPSON, self-assured, handsome, the high school Big Name. He's looking across the bus, out the window, HOWLING with laughter.

SPIDER-MAN (V.O.) (CONT'D)

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We pull back, toward the front of the bus. Another KID.

SPIDER-MAN (V.O.) (CONT'D)

Or even that.

Further back. Another KID, messily eating a jelly doughnut.

SPIDER-MAN (V.O.) (CONT'D)

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19

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He eyes an open seat next to a GEEKY GIRL with a mouthful of braces. She makes eye contact with Peter, moves her books to occupy the vacant space.

3 CONTINUED:

3

GEEKY GIRL
Don't even think about it.

Peter moves on. As he makes his way down the aisle, M.J. sits down next to Flash again, next to the window this time. When she's not looking, Flash slides his foot out in front of Peter's beat up sneakers. Peter trips and falls, hard, face down in the aisle. More laughter. M.J. looks sharply at Flash -- did you do that?

FLASH
(outraged innocence)
What?

On the floor, Peter lifts his head, looks up at Flash and M.J. Flash is grinning, M.J. is staring down at him with pity. Peter looks up at her, helpless, glasses dangling from one ear.

SPIDER-MAN (V.O.)
That's me. Peter Parker.

4 EXT. QUEENSBORO BRIDGE - DAY

4

The yellow bus crosses the Queensboro Bridge and heads for the spectacular skyline of Manhattan.

5 EXT. COLUMBIA UNIVERSITY - DAY

5

A stressed out TEACHER, with a clipboard, enters frame. The students are gathered around the steps. Teen energy. Peter, his camera hanging around his neck, stands alone. M.J. is with her girlfriends.

TEACHER
Okay, people, no wandering! Proceed directly up to the KNOCK IT THE HELL OFF! up the steps and into the building.

They all move slowly to steps. They turn to see:

A CHAUFFEUR-DRIVEN BENTLEY - PULLING TO THE CURB

Inside is HARRY OSBORN, seventeen, sits in the back seat, next to NORMAN OSBORN, mid-forties. Norman exudes power and anger. Harry is slowly acquiring both.

6 INT. BENTLEY DAY

6

HARRY
Dad, could you drive around the corner.

6 CONTINUED:

6

OSBORN

Why? The door's right here.

HARRY

These are public school kids. I'm not showing up to school in a Bentley.

OSBORN

What? You want me to trade in my car for a Jetta because you flunked out of every private school I sent you to?

HARRY

They were not for me. I told you that. It wasn't me.

OSBORN

Of course it was!

(reaches for Harry's door)
Don't ever be ashamed of who you are.

HARRY

Dad, I'm not ashamed, I'm just not what you...

OSBORN

What, Harry?

HARRY

Forget it, dad.

Harry gets out of the Bentley.

7 EXT. COLUMBIA UNIVERSITY DAY 7

PETER

(big lovely grin)
Hi ya, Harry.

HARRY

Hey, Peter.

Behind them the car door opens. Norman emerges holding Harry's book bag.

OSBORN

Won't you be needing this?

Osborn hands Harry the bag.

7 CONTINUED:

7

HARRY

(moving around car to sidewalk)
Peter, this is my father, Norman
Osborn.

PETER

Great honor to meet you.

Harry is looking off at M.J. who is making conversation with her girlfriends about the arrival of the Bentley.

OSBORN

I've heard a lot about you. Harry tells me you're quite the science whiz.

PETER

Well, I don't know about that.

HARRY

He's being modest. I told you, he's won all the prizes.

OSBORN

Anyone who can get Harry to pass Chemistry shouldn't be modest.

PETER

Harry's really smart. He didn't really need my help.

HARRY

We have to go, Dad.

Norman lays his paternal hand on Harry's shoulder, squeezes too hard.

OSBORN

I'm something of a scientist myself, you know.

PETER

I know. I know all about OsCorp. You guys are designing the guidance and re-entry systems for the first shuttle mission to Mars. Really brilliant.

7 CONTINUED: (2)

7

OSBORN

Impressive. Your parents must be
proud.

PETER

I live with my aunt and uncle, they're
proud.

OSBORN

What about your folks?

PETER

My parents died when I was little.

OSBORN

I lost my parents as a young boy as
well.

HARRY

Which no doubt strengthened your iron
will to succeed, huh, dad?

TEACHER

HEY, YOU TWO, I'M CLOSING THE DOOR!

PETER

(moving away)
Nice to meet you, Mr. Osborn.

OSBORN

See you again.

HARRY

(moving fast up steps, passes
M.J., smiles)

Hi.

They walk in. Harry smiles at M.J., now in front of Flash.

PETER

He doesn't seem so bad.

HARRY

Not if you're a genius. I think he
wants to adopt you.

7 CONTINUED: (3)

7

Harry discretely calls Peter's attention to M.J., primes him to say something.

HARRY (cont'd)

Hey.

(nods to M.J.)

Say something.

They approach. M.J. waits, feels the energy. Nothing comes. Harry steps in to fill the awkward moment.

HARRY (cont'd)

Hi. How ya doing?

M.J. smiles.

M.J.

Hey.

Peter does nothing, they continue on.

HARRY

Why didn't you say something?

PETER

I was about to. It wasn't the right moment.

Peter manages to look back over his shoulder to where Harry's father still stands beside his car.

CLOSER SHOT OF NORMAN

Looking off. He seems a lonely figure. Over him, we hear:

TOUR GUIDE (O.S.)

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

8 INT COLUMBIA GENETIC RESEARCH INSTITUTE DAY 8

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

TOUR GUIDE

They are in the order Aranae, which is divided into three sub-orders -- Masothelela, Orthognatha, and Labidognatha.

(MORE)

8 CONTINUED:

8

TOUR GUIDE (cont'd)

All spiders are carnivorous, ravenous eaters who feed on massive quantities of protein, in liquid form, usually the juices of their prey. Arachnids from each of the three groups possess varying strengths which help them in their constant search for food.

Peter, the camera around his neck, keeps an eye on M.J. who is joking around with her friends. Flash moves to M.J., puts his arm around her, nuzzles her neck. Peter winces and turns away, back to the tour. M.J. sees Peter's reaction. She pulls away from Flash, embarrassed.

TOUR GUIDE (cont'd)

For example, the jumping spider -- family Salticidae, genus Salticus --

TEACHER

Excuse me. Is anyone paying attention to the genus Salticus?

(to Guide)

I apologize, go on.

8 CONTINUED:

8

TOUR GUIDE

The genus *Salticus* can leap up to forty times its body length, thanks to a proportionate muscular strength vastly greater than that of a human being.

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

PETER

For the school paper?

The Tour Guide nods. A few STUDENTS around Peter roll their eyes, one or two mutter "geek." Peter ignores them, raises the camera. Behind him, one of Flash's CRONIES bumps Peter's elbow on purpose, ruins the picture. Other kids laugh.

TOUR GUIDE

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

Peter raises the camera again, gets bumped again. He turns. Flash's Crony steps forward, threatening. A VOICE mutters from nearby.

HARRY

Leave him alone.

Flash's Crony turns, sees Harry Osborn staring at him.

FLASH'S CRONY

Or what?

BOY

Or his father will fire your father.

HARRY (ALT.)

Or my father will fire your father.

Laughter.

TEACHER

(loud & clear)

The next person who talks is going to fail this course. I kid you not.

8 CONTINUED: (2)

8

TOUR GUIDE

The crab spider -- family Thomisidae, genus Misumena -- spins no web to catch its prey, but hunts instead, using a set of reflexes with nerve conduction velocities so fast some researchers believe it almost borders on precognition, an early awareness of danger, a "spider sense."

WIDER SHOT

They reach the center of the rotunda floor, where RESEARCHERS work at computers surrounding an electron microscope. Large video screens around the room display giant images of the microscope's area of scrutiny -- spider DNA.

TOUR GUIDE (cont'd)

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

UP ABOVE THEM,

in the high arch of the rotunda, a single spider sits at the center of a magnificent web, glistening in the light.

TOUR GUIDE (O.S.) (CONT'D)

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

19

DOWN BELOW,**TOUR GUIDE (CONT'D)**

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

The class checks it out. Creepy-looking mutant spiders crawl about in a glass tank.

M.J.

(wide-eyed, loving it)
Disgusting.

8 CONTINUED: (3)

8

HARRY
Hateful little thing.

M.J.
I love it.

HARRY
Really? Me, too.

TOUR GUIDE
Just imagine -- if one day we can isolate the strengths, powers, and immunities in human beings and transfer that DNA code among ourselves. All known disease could be wiped out. Of course, we're nowhere near ready to start experimenting with humans, so for the moment we're concentrating on these fifteen spiders. Any questions?

PETER
(whispering)
Fourteen.

HARRY
Fourteen?

TOUR GUIDE
I beg your pardon? 17 19

PETER
There's only fourteen spiders.

TOUR GUIDE
No, there's fifteen. Aren't there?

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

UP IN THE ROTUNDA ARCH,

A spider's web. The mutant spider is on the move, fingering its way across its web. It begins to drop.

DOWN BELOW,

the tour group has given up on the mystery of the missing spider and is following the Tour Guide. M.J. lingers for a moment, to check out her reflection in the glass of one of the tanks. By herself, looking particularly beautiful in her light. Peter stares, mesmerized, snaps up the opportunity.

8 CONTINUED: (5)

8

PETER

Can I take your picture?

(she turns, surprised)

I need one with a student in it.

She hides a smile. Poses, having fun. She loves the camera.

M.J.

Don't make me ugly!

PETER

Impossible. Right there. Good!

Above him the spider descends. He snaps the picture of M.J.

PETER (cont'd)

And one more.

He snaps again but she has turned away moving to her waiting friends.

PETER (cont'd)

Thanks.

The spider continues to drop, straight down upon Peter's right hand.

PETER (cont'd)

Ow!

He shakes his hand, hard, flips the spider off of him.

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

Peter stands again, rubbing his hand. From across the lab, we see him, silhouetted before the huge electron microscope display screens, where swirling strands of DNA molecules combine, detach, and recombine.

9 EXT OSCORP INDUSTRIES DAY 9

A gigantic industrial complex out on Long Island. Smokestacks belch black nastiness into the air. Huge red neon letters that spell OSCORP tower over the gate. A VOICE comes over:

SIMKINS (O.S.)

General Slocum and the others have already started --

A10 INT ENTRANCEWAY TO SUBTERRANEAN LABORATORY DAY

A10

An elevator door opens to the OsCorp R&D headquarters, a sprawling lab complex hundreds of feet below ground level. Norman Osborn quickly strides across a massive catwalk as he is briefed by SIMKINS, his aide, whose voice continues from outside:

SIMKINS

-- the inspection. Mr. Balkan and Mr. Fargas are with them.

OSBORN

Why wasn't I told about this?

SIMKINS

I don't think they wanted you to know
SIR.

10 INT LAB DAY

10

-- a work area where a strange object is mounted on a servo-pole, being worked on by TECHNICIANS. It looks like an aerodynamically perfected boogie board, with upturned fins on each side, footholds carved into the wings, and a center tube that looks like a jet engine.

Next to the device, a TECHNICIAN wears a lightweight, super-tight-fitting electronic suit. As he moves his head, arms and legs, the boogie board, pivots on the pole-- up, down, left bank, right bank.

The Pentagon delegation, a group of UNIFORMED OFFICERS and several MEN and WOMEN IN SUITS observe the device with DR. MENDEL STROMM, the project director. BALKAN and FARGAS, two exceedingly grumpy septuagenarians, look on. Fargas is in a wheelchair.

STROMM

Individual Personal Transports are moving along splendidly.

GENERAL SLOCUM

I've seen your glider. That's not why I'm here.

Norman Osborn and Simkins enter.

OSBORN

General Slocum, good to see you again. Mr. Balkan, Mr. Fargas, always a pleasure to have our board of directors pay us a visit.

Slocum nods to Osborn, keeps talking to the delegation.

GENERAL SLOCUM

I want a progress report on Human Performance Enhancers.

ACROSS THE LAB,

they stand next to a glass-walled isolation chamber, within which several SCIENTISTS work on a bank of equipment.

STROMM

We tried vapor inhalation with rodent subjects, they showed an 800 percent increase in strength.

Fargas rolls forward.

FARGAS

800 percent? That's excellent.

GENERAL SLOCUM

Any side effects?

STROMM

In one trial, yes, the-

OSBORN

(cutting him off)

It was an aberration. All the tests since then have been successful.

GENERAL SLOCUM

(still to Stromm)

In the test that went wrong, what happened? What were the side effects?

STROMM

Violence, aggression and eventually, insanity.

GENERAL SLOCUM

What's your recommendation?

OSBORN

With the exception of Dr. Stromm, our entire staff has certified the product ready for human testing.

STROMM

We need to take the whole line back to formula.

10 CONTINUED: (2)

10

OSBORN**Back to formula?!**

Back to Stromm. He could kill him with his bare hands.

GENERAL SLOCUM

Mr. Osborn, this department has missed seven consecutive delivery dates. After five and a half years of R&D the United States government has a right to expect the super-soldier you were contracted to deliver.

OSBORN

These are quantum leaps in science, gentlemen. We are unlocking the secrets of human evolution. I never said it would be cheap or fast, only groundbreaking.

GENERAL SLOCUM

I'll be frank with you, I never supported your program. We have my predecessor to thank for that.

BALKAN

The General has given the go-ahead to Quest Aerospace to build a prototype of their exoskeleton design. They test in two weeks.

GENERAL SLOCUM

If your so-called Performance Enhancers haven't had a successful human trial by that time, I will pull your funding and give it to them.

FARGAS

Norman, we are not going to lose this contract.

All eyes turn to Osborn. So what are you going to do about that?

11 EXT PARKER HOUSE LATE DAY

11

The Parker house sits indistinguishable among other lower middle income houses on a cozy Franklin street.

12 INT PARKER HOUSE - LIVING ROOM/KITCHEN AREA LATE DAY 12

BEN PARKER, a kindly man in his sixties, is changing a light bulb, standing on a chair, reaching high, stretching precariously. MAY PARKER, a frail woman the same age as Ben, moves into the doorway to the kitchen.

AUNT MAY

Why aren't you using a ladder, you'll fall and break your neck. Wait for Peter to do that.

10 10

12 CONTINUED:

12

UNCLE BEN

(the light bulb in, the light comes on)

"God said let there be light." Voila,
80 soft glowin' watts of it.

Starts getting down, still holding burned out bulb.

AUNT MAY

Good boy, God'll be thrilled, just
don't fall on your ass.

UNCLE BEN

I'm already on my ass. When the plant
senior electrician is laid off after
35 years, what else would you call
it... Of course I'm on my ass.

AUNT MAY

Hand me that bowl. The green one.

Ben hands her a pot, looks at classified page open on the table.

UNCLE BEN

Corporations, firin' people left and
right so they can have a few billion
more. What do they know about
standing on a stool, screwin' in a
light bulb?

AUNT MAY

Ben, you'll get another job somewhere.

UNCLE BEN

(gesturing to paper - moves to
dining room, sits)

Well, lets see.

(reading from paper)

Computer analyst, computer designer,
computer engineer, computer...

(he sighs)

I'm 68 damn years old. I have to
provide for my family.

AUNT MAY

(moves to him, embraces him,
kisses his cheek)I love you. And Peter loves you.
You're the most responsible man I've
ever known. We've been down and out
before but somehow we survive. Where
is Peter, anyway? He's late.

12 CONTINUED: (2)

12

Aunt May starts for the kitchen as the front door opens.
Uncle Ben quickly flips the paper away from the want ads.

UNCLE BEN

Here he is.

AUNT MAY

Just in time for dinner.

UNCLE BEN

How was the field trip?

PETER

... don't feel well... gonna go to
sleep...

AUNT MAY

(moves to table)

You won't have a bite?

Peter looks at her, surprised, is she psychic?

PETER

(staggering upstairs)

... no thanks... had a bite.

UNCLE BEN

Did you get some good pictures Peter?

PETER

... gotta crash... everything's
fine...

His bedroom door SLAMS.

UNCLE BEN

What's that all about?

AUNT MAY

(moving toward the base of the
stairs)

He's a teenager.

UNCLE BEN

He's depressed.

AUNT MAY

He's a teenager.

UNCLE BEN

I better go up.

12 CONTINUED: (3)

12

AUNT MAY

Stay put. He'll let us know if he
needs help.

*
*
*

10

13 INT PETER'S BEDROOM LATE DAY

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

PETER
(gasping)
Help...

He falls to the floor, writhing in agony. He looks at the spot the spider bit, which is now completely red and swollen.

Drenched in sweat, he starts to shake uncontrollably with chills, trembling violently, face pale, eyes black and sunken, teeth chattering. His eyes roll up into the back of his head and he passes out. Under the lids, his eyes flicker crazily.

A14 EXT PARKER HOUSE DAY

14

Morning of a new day. A very new day.

14 INT PETER'S BEDROOM DAY

14

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

Definitely better. He sees the alarm clock. He's late. He grabs his glasses. Puts them on --

-- and walks right into his chair, stumbling to the floor.

He gets up, puts his glasses on again. Looks into a mirror on the wall. He squints, everything's fuzzy now. He takes them off, it's 20/20. He tries once more -- on, off. He can see.

PETER
Weird.

He shrugs and takes off his tee shirt. He walks away from the mirror. Hold on the empty mirror, then:

Peter jumps back in front of it, aghast. His chest is that of a Greek god. Nothing overdone, not a body builder's chest, just a perfect one. Peter tries something, flexes his pecs. They jump like cheerleaders.

Peter SCREAMS.

He checks out his body. Incredible. Puny Parker no more. There's a KNOCK at his bedroom door.

14 CONTINUED:

14

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

PETER
 Fine! I'm fine. Just fine!

AUNT MAY (O.S.)
 Any better this morning? Any change?

Peter tosses his glasses in the trash can.

PETER
 Change! Yes! Yes... big change!

He turns to grab his clothes. Through the window sees M.J. in her bedroom finishing brushing her hair. She picks up a purse and darts out of view.

Peter throws on his shirt and moves quickly out his door.

15 OMIT

15

16 INT KITCHEN DAY

16

Peter comes bounding down the stairs and leaps over the bannister, landing with acrobatic grace behind Uncle Ben. He sees the breakfast Aunt May has prepared on the table, goes for it, eats what he can get as he grabs his backpack.

PETER
 Hi. Gotta go.

UNCLE BEN
 We thought you were sick.

PETER
 (mouthful of food)
 I was. I got better.

AUNT MAY
 Sit down dear.

PETER
 Can't. See you later.

UNCLE BEN
 Don't forget, we're painting the kitchen today. Home right after school, right?

PETER
 Sure thing, Uncle Ben, don't start without me.

16 CONTINUED:

16

He's out the door, full of energy, hoping to meet up with M.J.

AUNT MAY

What was that about?

UNCLE BEN

He ate my bacon.

17 EXT M.J.'S HOUSE DAY

17 *

Peter comes out his front door just as M.J. leaves hers. Her father, MR. WATSON, a hungover guy of forty or so, SHOUTS after her. Mrs. Watson behind him.

17 CONTINUED:

17

MR. WATSON

I don't care what your mother said.
It's not okay with me. You're trash.
You'll always be trash. Just like
her.

M.J.

I have to go to school.

MR. WATSON

Who's stopping ya?

MRS. WATSON

Leave her alone.

M.J. runs to the sidewalk, holding back tears.

Peter hurries after M.J.

18 EXT ANOTHER STREET DAY

18

Peter paces her, on the opposite side of the street. She doesn't see him.

PETER

Talk to her... talk to her...

But he doesn't, because he notices M.J. is wiping away tears.

A HORN honks and a car full of her girlfriends pulls up next to her. Peter watches as M.J.'s face transforms, she puts on a mask of happiness and jumps in.

Peter watches as the car ROARS away. She eludes him again.

Peter runs, top speed, chasing the bus again. He reaches out, to the side of it, to pound on it, get them to stop.

His hand touches a "GO WILDCATS!" school banner that's pinned on the side of the bus. But as the bus accelerates, his hand sticks, tears the banner right off the bus.

What the hell? He tries to unstick his hand from the banner, but every time he frees one hand it sticks to the other. He tries everything. Wrestles with it, wads it into a ball to throw it. Nothing doing. Frustrated, he bends down, puts a foot on the banner and stands, thus freeing his hands.

He looks at his hands, confused but happy to be free of the banner. He takes a step and quickly learns otherwise. The banner is stuck to his foot. He tries to shake it free, but his feet get tangled in the banner and he crashes to the ground.

* * * * *

18 CONTINUED:

18

A19 OMIT

A19 *

19-21 OMIT

19-21

22 OMIT

22 *

23 EXT MIDTOWN HIGH DAY

23

KIDS hang out. The BUZZER continues, they move inside.

24 INT CAFETERIA DAY

24

Peter approaches a table with an absurdly overladen tray of food. He sits. M.J. moves past him on her way to her group. As she passes, she slips, her feet fly out under her. She's about to crash hard.

Peter's spider-reflexes are at work and he moves - lightning speed - up and out in front of her, catching her tray with his left hand, and dropping his right shoulder just enough for her to grab onto. It's one of the most graceful moves we've ever seen.

She regains her balance, looks at him, impressed.

M.J.

Wow. Great reflexes!

Peter shrugs, freaked out, he can't believe he did it either. She takes her tray back from him.

M.J. (cont'd)

Thanks.

PETER

No problem.

M.J.

Hey, you have blue eyes. I never noticed without your glasses. You just get contacts?

PETER

Uh-huh.

She waits for more. Nothing comes.

M.J.

Well, see ya.

He blew it again.

24 CONTINUED:

24

She turns and walks off, across the cafeteria. She looks back over her shoulder, smiles--

--and then sits at a crowded, popular table, right next to Flash Thompson and her girlfriends.

Peter sits back at his table. He begins to eat. Actually he begins to chow. Thirsty, he sets his fork down. But it sticks to his hand.

24 CONTINUED: (2)

24

He tries to pull it free with the other hand, but a long gooey strand stretches from his hand to the fork. It dangles. Peter tries to separate fork from strand. Nothing doing.

He tries harder. ANOTHER STRAND shoots out, from his other hand. This one flies out, to the table across from him, and SMACKS onto a GIRL's tray. She doesn't notice, as she's talking to the FRIEND on her right, and wouldn't touch that gross food anyway.

Shocked, Peter stands up and backs away, whipping his arm back, trying to pull free of the strand. But his movement yanks the girl's tray off the table, sending it flying toward Peter, who ducks, and it sails over his head.

Finally, the strand comes free. Relieved, Peter turns --

-- and sees Flash Thompson wearing the girl's lunch. M.J. is covering her mouth, laughing at Flash, but trying to hide it. Peter swallows, and it's one of those swallows you can actually hear.

FLASH

Parker?!

(have you gone insane?)

Horrified, Peter turns and hurries out of the cafeteria.

25 INT HALLWAY DAY

25

Just outside the door of the cafeteria, Peter stops next to a row of lockers, breathing hard, surreptitiously checking out the undersides of his wrists, trying to figure out what's going on.

For the first time, he notices two almost invisible slits in his skin, one on each wrist. Those were not there yesterday. He drops his arms and pulls his shirt sleeves down over his wrists as far as he can.

Suddenly, his features jolt as he's slammed with the strangest feeling he's ever had. He doesn't know it yet, but --

PETER'S SPIDER-SENSE

has kicked in. Everything and everyone surrounding him slows to a crawl and it is as if he is suddenly seeing outside himself -- 360 degree peripheral vision.

And what he sees in back of him is a FIST, Flash Thompson's fist, closing in on the back of Peter's head in slow motion. As quickly as it turned on the Spider-Sense switches off and

25 CONTINUED:

25

BACK IN REAL TIME,

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

FLASH

Think you're pretty funny, don't you,
Freak?!

M.J.

(running in)
It was an accident!

PETER

I'm sorry. It really was.

FLASH

My fist breaking your teeth, that's
the accident.

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

PETER

I don't want to fight you, Flash.

FLASH

I wouldn't want to fight me neither.

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

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

A crowd forms to watch. Harry Osborn, coming down the hall from the other direction, joins them.

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

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

M.J.

Harry, please help him.

HARRY

Which one?

25 CONTINUED: (2)

25

Flash lunges at Peter. Peter throws a punch that lands solidly on Flash's jaw and sends him sailing back against the lockers hard. He slumps to the floor, unconscious.

CRONY

Jesus Parker, you knocked him out!

Peter GASPS, shocked at his own strength, but thrilled. A STUDENT arrives on the scene, steps forward for a better view.

STUDENT

(motioning toward unconscious

Flash)

Parker did that? Yeah right.

Flash MOANS, lifts his head up revealing a face covered in blood. The crowd GROANS. A few kids go to Flash, suddenly a sympathetic figure.

Peter looks at Flash's battered face, then to his hands. He starts to back away, aware and terrified of his newfound strength. He turns on his heels and takes off down the hall.

A26 EXT. STREET DAY

A26

Peter is walking along, looking down at the fading spider bite. What's happening to me?

26 EXT. ALLEY DAY

He turns, sees --

-- a glorious spiderweb that's been spun between a dumpster and the alley wall, the sun glinting off its fresh strands.

Peter looks around. He's alone. He reaches out to the alley wall and as his fingers draw close

WE GO IN SUPERTIGHT ON HIS FINGERTIPS

as tiny, microscopic hairs leap out of his pores and cling to the wall.

Slowly, tentatively, Peter begins to walk up the wall, his hands clinging like suction cups.

A27 EXT. ROOFTOPS DAY

A27

Peter leaps with abandonment, over alleyways from rooftop to rooftop.

A27 EXT. ROOFTOPS DAY

A27

Peter leaps with abandonment, over alleyways from rooftop to rooftop.

27 EXT ROOFTOP DAY

27

He pulls up short at one rooftop. It is too far to the next one. He looks down at his wrist, sees the narrow slits. Gets an idea. He turns, points his wrist at a taller building across the alley.

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

TWIP!

A single strand of webbing shoots out from his wrist, straight up. Peter frowns, tries to direct it more. This time the webbing flies across the alley and sticks to the side of the other building.

Peter tugs on it. It's tough. He pulls harder. Can't break it. He wraps one hand around it, double strength, closes his eyes, mutters a prayer --

-- and jumps off the roof. He sails through the air, comes in for a landing on the side of the other building -- *SPLAT!*

He clings there with his hands and feet, face crushed against the brick. Learning hurts.

28 INT PARKER KITCHEN NIGHT

28

Peter comes into the kitchen at home, late, exhausted, confused. He sniffs the air, smells something funny.

He touches the wall, comes up with paint on his fingers, and notices the buckets and drop cloth folded in the corner of the room. He sees a note on the ladder:

"Meatloaf and vegetables in the oven.
Cherry pie on the shelf. We've gone
to play bridge at the Anderson's."

19

PETER
Ah, shoot...

A SHOUT from next door distracts him. He goes to the window.

THROUGH THE WINDOW,

he can see M.J.'s house, just across the narrow driveway. He can see silhouettes moving in their windows, a man, a woman, and a teenager, SHOUTING at one another.

29 EXT M.J.'S HOUSE NIGHT

29

Outside, M.J. BANGS through her screen door and walks into her postage-stamp back yard, trying to ignore the chaos inside that house. Inside her house.

She's angry, ready to cry, yet able to hold it back. She turns and SEES Peter standing in his yard, other side of the fence. He's caught watching her.

PETER

(embarrassed)

Oh. Hi.

M.J.

Were you listening to that?

PETER

(rattled)

No! Yeah! I heard something, but wasn't listening. To what?

M.J.

I guess you can always hear us.

PETER

No. I was just taking out the trash.

M.J.

You always do your chores, don't you Peter?

PETER

Well...

M.J.

I'm sorry we do that all the time.
Your aunt and uncle never scream.

PETER

Oh, they can scream pretty good,
y'know.

M.J.

So... where to after you graduate?

PETER

I thought I'd go into the city, get a job as a photographer, work my way through college. What about you?

29 CONTINUED:

29

M.J.

Headed for the city, too. I can't wait to get out of here. I thought I'd... Oh, I don't know...

PETER

Try me.

M.J.

I want to... act... on stage. Be an actress.

PETER

Hey, that's great, you were really awesome in all the school plays, Mary Jane.

M.J.

Really?

PETER

Yeah. I cried like a baby when you played Cinderella.

M.J.

Peter, that was in first grade.

PETER

Well, even so, you know how sometimes you can know something, like what's going to be. Like feel what's around you, what's coming?

19

M.J.

Sometimes.

PETER

And you can just see things coming that aren't exactly there, but you just believe.

M.J.

What do you see coming for you?

PETER

I'm not sure, but it feels like something I never felt before, whatever it is.

M.J.

And what for me?

29 CONTINUED: (2)

29

PETER

You? You're...why, you're gonna...
light up Broadway.

Silence between them.

M.J.

Y'know, you're taller than you look.

PETER

I hunch.

She reaches out, puts her hands on his biceps. Wow! She straightens him up.

M.J.

Don't. Hunch.

His heart is going a million miles an hour.

Suddenly we're interrupted by loud shouting again from M.J.'s house. A horn honks.

In the driveway, Flash in his new car. M.J. peers around the corner of the house.

FLASH

Hey M.J. Come take a ride in my
birthday present?

She's torn, turns back to Peter.

M.J.

Thanks, Pete. I gotta go.

She grins, waves and goes.

Peter watches as Flash shows the car to M.J., oohs and aahs. Flash puts down the top. They hop inside and SQUEAL away, she laughs, her hair blowing in the wind.

Peter watches the car disappear. Looks downcast. He thinks a moment, then raises his arm and makes a muscle. A GREAT, BIG MUSCLE. Lowers his arm. So what?

30 OMIT

30

31 INT PETER'S BEDROOM NIGHT

31

His bulletin board with snapshots he's taken at school events and of his Aunt and Uncle. A framed PHOTO OF HIM AS A 4 YEAR OLD WITH HIS MOTHER AND FATHER.

31 CONTINUED:

31

A newspaper CRINKLES open to a big ad for used cars. Peter looks at them wistfully. He turns the page, sees another ad:

Attention Amateur Wrestlers!
THREE THOUSAND DOLLARS
For just three minutes in the ring!
Colorful Characters a MUST!

Peter RIPS the ad from the paper. He has a plan. As he contemplates it, we FEATURE behind him two other snapshots: M.J. at the museum - one posing, the other of her walking away.

32 INT PETER'S BEDROOM NIGHT

32

On a sketch pad, Peter's hand draws the outline of a human figure and various costume possibilities.

He draws a pair of wings on the figure.

PETER
 A spider with wings?

19

He crumples it up, starts over. He tries antennae, hates it, crumples that up too.

He draws some web-type lines over the face and arms, draws the eyes. Large, jack o'lantern ovals, with upturned edges.

33 INT PETER'S BEDROOM NIGHT

33

Two empty glass bottles stand on a bookcase on the far side of Peter's bedroom. SPLAT! A web strand fires toward them, misses by a mile.

Peter, sitting on the opposite side of the room, frowns and tries again. SPLAT! Another wild miss. He looks down at his wrists, thinking.

A34 INT. HALLWAY NIGHT

A34

Aunt May at his door with a bunch of laundry. She knocks

AUNT MAY
 Peter? What's going on there?

PETER
 (opens door a crack, peeks out)
 Exercising... not dressed, Aunt May.

AUNT MAY
 Well, don't catch a cold.

B34 INT. PETER'S BEDROOM NIGHT

B34

B34 CONTINUED:

B34

He closes the door revealing the room is full of webs. He decides to make the web shooter. Takes a pad, sketches it.

34 ANOTHER DAY

34 *

Sparks fly. Peter has dismantled several Zippo lighters, watches, and assorted old jewelry and is silver-soldering them back together in a new way. He picks one up, blows on the solder. Happens to glance out the window -- sees M.J.'s silhouette. She's dancing, acting, being free.

35 LATER, IN THE BEDROOM, NIGHT

35

Peter picks up the finished contraption and puts it around his wrist, right over his biological spinnerets.

He turns his chair, aims his wrist across the room, now with the bracelet. He takes aim and --

-- SPLAT! Scores a direct hit on a can of Jolt Cola on the nightstand. He spins around, fast, in the chair, and fires a web under his arm, as if snuck up on from behind.

SMACK! Hits a plaster lamp, snags it. Yanks it towards him, he ducks. It hits the wall. SHATTERS!

He spins again, fires a double-barreled blast at those two glass bottles. Both of them hit, sending the bottles flying against the wall, where they SHATTER noisily.

Peter is thrilled. But there's a POUNDING on the wall.

UNCLE BEN (O.S.)
What are you doing in there?!

PETER
Studying! Hard.

36 OMIT

36

A37 EXT OSCORP INDUSTRIES NIGHT

A37

Even at night, OsCorp's stacks spew foulness into the air.

37 INT OSCORP LAB NIGHT

37

-- the OsCorp lab, deserted, dark at this hour, except for one area. It's the glass-walled isolation chamber we saw earlier, glowing ominously in the middle of the floor. Inside it, we see a man moving furtively, anxiously, preparing for a test.

INSIDE THE TANK,

37 CONTINUED:

37

Stromm and Norman Osborn making preparations for something --
an experiment.

STROMM

Mr. Osborn, please, I'm asking you for
the last time...

OSBORN

Don't be a coward. Risks are part of
laboratory science.

STROMM

Let me reschedule this with a proper
medical staff and a volunteer. If you
just give me two weeks...

OSBORN

In two weeks this project, this
company, will be dead. Sometimes you
have to do things yourself. Give me
the barium phosphate.

STROMM

Sir?

OSBORN

Decreases nausea when the vapor hits
the bloodstream.

Stromm sighs, gives him the phosphate.

OSBORN (CONT'D)

Forty thousand years of human
evolution and we've barely even tapped
the vastness of human potential.

(he drinks)

To the final realization of man's true
physical and intellectual capability.

(nods to Stromm)

Osborn lies on the gurney.

ZIP! A restraining strap is tightened across his leg.

CLICK! A restraining buckle SNAPS across his waist.

Dr. Mendel Stromm hits switches, a motor HUMS, and the steel
gurney slides into the tank and is rotated up to vertical.

OUTSIDE THE TANK,

37 CONTINUED: (2)

37

Mendel Stromm pops switches and levers on the vast console outside the glass tank, making last second checks on the battery of monitors in front of him.

He grabs hold of a set of controls.

A thick, noxious green gas rises up from the petri dish. Heavy, but still lighter than air, the gas creeps up, swirling around Osborn's feet. Over his legs. Over his groin.

Creeping up his chest. Tickling over his chin.

In spite of himself, Osborn holds his breath.

The green cloud envelopes his head and he forces himself to open his mouth. He draws just a tiny bit of air --

-- and the gas seems to leap into his mouth, as if it had a mind of its own. Osborn panics, chokes on it for a moment.

But then he calms, lets himself breathe normally. The gas flows, in and out of his nostrils, we can see it move. 1g //

Stromm peers through the glass, monitoring every second.

OSBORN (CONT'D)

I-

And suddenly, his entire body begins to convulse, seized by spasms, his fingertips, his teeth, his eyes show only whites.

ON THE MONITORS,

his body functions go crazy. Stromm works the controls frantically. Flat line. All across the monitors. Stromm SLAMS a hand down on a red button and --

IN THE TANK,

-- giant vacuum vents in the ceiling ROAR to life, sucking the green gas up and out of the room.

Stromm races to the door, as soon as the gas is gone the security latches CLUNK open, he shoves his way inside, goes to Osborn, unstraps him, rips open his shirt and frantically begins emergency procedures.

Suddenly, behind him, he hears a SHRIEKING sound. Stromm turns as

THE MONITORS

37 CONTINUED: (3)

37

go crazy, heart rate leaping up to 226, blood pressure BANG, respiration, POW, every single graph and scale and chart registers at or near its peak BEEPING AND WHOOPING.

INSIDE THE TANK,

Osborn's eyes pop open and he leaps to his feet, terrified. He RIPS the sensors off his chest, Stromm tries to restrain him, Osborn ROARS --

-- and bats Stromm across the chamber with just one arm.

But not just across the chamber, he hurls him through the glass wall of the chamber, which explodes in a shower of glass as Stromm's body hits it. Stromm keeps flying, sailing across the lab and SMASHING into a pillar on the far side, some fifty feet away.

He sags to the floor, blood pooling under his head.

Osborn staggers through the broken wall of the tank, steps ^{1g} across the rubble, and towers over Stromm's lifeless body.

FAR AWAY ACROSS THE LAB,

we see Osborn's hulking figure standing over Stromm. We keep pulling away until we see something in the foreground, two items sitting patiently, waiting for someone to finish them, to make use of them. Mounted atop two poles--

-- that strange single-winged flying platform and the remote control suit that controls it.

In the distance, Norman Osborn throws his head back and HOWLS in pain, confusion, transformation. His primitive cry echoes over --

A38 EXT OSBORN'S APARTMENT DAY

A38 *

-- an opulent Tudor Hill apartment building, crowned by an imperious townhouse. Inside --

38 INT OSBORN'S DEN DAY

38

This room in Osborn's lavish apartment. A collection of masks of all kinds. Ancient, tribal, hideous, garish masks. The essence of violent warfare. Norman sits bedraggled, dressed in yesterday's clothes. Disoriented. Dazed.

Harry, ready for school, a backpack over his shoulder walks past the room, looks in, stops and enters.

38 CONTINUED:

38

HARRY
Dad? What is it, Dad?

OSBORN
(blurry)
Harry.

HARRY
You look sick. What's happened?

OSBORN
(sincere)
I don't know...

HARRY
(kneels before him)
Where were you last night, I didn't
hear you come in.

OSBORN
I was... last night I was...

HARRY
What?

OSBORN
I don't remember.

Voices come from the hallway.

AA39 INT. HALLWAY DAY

AA39 *

Simkins briskly walks down the hallway, argues with Osborn's
HOUSEMAN.

SIMKINS
I have to see him.

HOUSEMAN
He can't be disturbed now.

AB39 INT. OSBORN'S DEN - DAY

AB39 *

OSBORN
Who's there?

SIMKINS (O.S.)
This can't wait.
(calls)
Mr. Osborn!

Simkins enters the room.

AB39 CONTINUED:

AB39

HARRY

My father's not well, Mr. Simkins.

SIMKINS

Mr. Osborn. Dr. Stromm is dead.

38 CONTINUED: (2)

38

OSBORN

What?

SIMKINS

His body was found this morning in the laboratory. He was murdered, sir.

HARRY

Murdered?

OSBORN

(on his feet)

What are you talking about?

SIMKINS

And the flying wing prototype, sir...

OSBORN

What about it? 19

SIMKINS

It's missing. It's been stolen.

Silence. Osborn shocked. He moves quickly out of the room.

OSBORN

Take me there.

He exits. Harry remains behind for a moment, then after them. We're in the empty room. Camera lands on one of the masks.

A39 INT. PARKER HOUSE LATE AFTERNOON

A39 *

Peter moves quickly down the stairs into

LIVING ROOM

Uncle Ben and Aunt May are there. Peter holds his shoulder bag, moves quickly to the door. Starts to open it.

PETER

(fast)

Going to the downtown library see you later.

UNCLE BEN

Hold on! I'll drive you.

PETER

It's OK. I'll take the train.

As Uncle Ben grabs a jacket and his keys.

A39 CONTINUED:

A39

UNCLE BEN

I said I'll drive you.. Get in the car.

Peter moves out. Ben follows, turning to wink at Aunt May.

39 EXT. NEW YORK PUBLIC LIBRARY DUSK

39 *

An Oldsmobile Delta '88 pulls over at the curb in front of the New York Public Library.

40 INT OLDSMOBILE DELTA '88 DUSK

40 *

Uncle Ben is at the wheel, Peter beside him, moves to get out.

PETER

Thanks for the ride.

UNCLE BEN

Hold on a minute... We need to talk.

PETER

Talk about what?

UNCLE BEN

You're not the same guy lately.
Fights in school, shirking your chores, you barely say a word to me or your aunt -- what's the story?

Peter unconsciously pulls his sleeves down over his wrists.
He just can't tell him.

PETER

There's no story.

UNCLE BEN

You're changing, and that's normal.
This is the age when a man becomes the man he's going to be for the rest of his life. Just be careful who you change into. Okay?

PETER

I feel all this, all this power, but I don't know what it means, or how to control it, or what I'm supposed to do with it, even.

UNCLE BEN

You'll figure it out. You're one smart cookie, always have been.

(MORE)

40 CONTINUED:

40

UNCLE BEN (cont'd)

But knowledge is power. And with great power comes great responsibility. Don't ever forget that.

PETER

Yeah, yeah, I know all that, it's not what I'm talking about. You wouldn't understand.

UNCLE BEN

Wanna bet? When I was your age I went through exactly the same things.

PETER

No you didn't, that's my whole point. It's just possible that something unique is happening to me, isn't it?

UNCLE BEN

Believe it or not, it passes. You grow out of it.

PETER

I'm not gonna grow... just drop it, I'll figure it out myself.

UNCLE BEN

Look, if you won't give me so much as a clue, I can't help you.

PETER

I didn't ask for help.

UNCLE BEN

I know I'm not your father, Peter...

PETER

Then stop pretending to be.

There are some things you say that you wish you could pluck right back out of the air. This is one of them. And it's too late.

Uncle Ben's feelings are deeply hurt. He looks away.

UNCLE BEN

I'll pick you up on this corner at nine o'clock.

Peter wants to say something. But can't.

ON THE STREET,

40 CONTINUED: (2)

40

Peter climbs out of the car, holding a brown paper bag, and closes the door. He starts up the steps of the library and watches as the Oldsmobile pulls out into traffic.

PETER
(to the disappearing car)
I'm sorry.

He turns around, goes back down the steps of the library and heads off in the other direction. A deafening ROAR comes over and --

A41 OMIT

A41

41 INT ARENA NIGHT

-- we see a costumed AMATEUR WRESTLER, CONTESTANT #1, SLAM into the floor of a wrestling ring in the middle of a small, hot, dusty arena. The crowd goes wild as BONE SAW McGRAW, six feet nine if he's an inch, three hundred pounds of pure muscle, climbs to the top turnbuckle. He leaps and delivers a crushing flying elbow to his opponent's chest.

Peter grimaces.

A42 INT. ARENA HALLWAY - NIGHT

A line of colorfully dressed wrestlers. A spunky CHECK-IN LADY sits behind a table taking information. A wrestler, clad in Robin-Hoodesque garb, stands before her.

CHECK-IN LADY
Down the hall to the ramp... and lose the hat.

"Robin Hood" removes his hat, gives the lady a dirty look.

CHECK-IN LADY (cont'd)
Yeah, yeah, nice tights tough guy.
Next.

Peter Parker steps forward. She gives him the once over.

CHECK-IN LADY (cont'd)
There's no feather-weight division here small fry. Next.

PETER
No, no, I know.

CHECK-IN LADY
Okay... you understand the NYWL is not responsible for any injuries you may...

(looking him over)
... and probably will sustain while participating in said event and that you are, at sub 150 pounds, indeed participating under your own free will.

PETER
Yes.

CHECK-IN LADY
Down the hall and up the ramp. May God be with you.

A42 CONTINUED:

A42

Peter turns exits. A male wrestler dressed as "Xena", steps up.

CHECK-IN LADY (CONT'D)
(taking it in)
Let's go princess.

B42 INT. ARENA - NIGHT

B42 *

Bonesaw pulverizes a new victim, CONTESTANT #2. He hurls him into the ropes, sending him careening back to the middle of the ring. Bonesaw grabs him, chuckles him into the stands.

The crowd goes nuts. Bonesaw ROARS with rage. A HECKLER rises in his seat.

HECKLER
Hey Bonesaw! You big fake! You suck!

Bonesaw's eyes zero on the Heckler. He balls up his fists, GROWLS, leaps from the ring.

Bonesaw pushes his way through the crowd. The Heckler's eyes go wide as Bonesaw bears down on him, grabs him by the throat, pops him one.

Bonesaw grabs his folding chair, starts to make his way back to the ring, mumbling as he goes.

BONESAW
Fake my ass.

Bonesaw drags the chair toward the ring, finds CONTESTANT #2 trying to crawl away. CONTESTANT #2 looks up just as Bonesaw rears back, WHACKS him across the face with the chair.

That's it for #2. He's out. The crowd howls.

RING ANNOUNCER (O.S.)
"Are you ready for more?"

The crowd demands more.

Bonesaw climbs back into the ring, sits on a stool in his corner. His bikini clad ring maidens, THE BONETTES, are quick to sponge him off, give him water, massage him.

RING ANNOUNCER (cont'd)
(louder)
"I said, are we ready for more?!"

CROWD
MORE, MORE, MORE!!!!

B42 CONTINUED:

B42

Bonesaw's had enough pampering, rises, flexes, whips the crowd into a frenzy.

BONESAW
Bonesaw's ready!

RING ANNOUNCER (O.S.)
Will the next victim please enter the ring at this time! If he can withstand just three minutes in the cage with Bone Saw McGraw...

Two pendulously-breasted CARD GIRLS strut around the ring with a banner reading "3:00 for \$3,000".

RING ANNOUNCER (O.S.) (CONT'D)
...the sum of three thousand dollars will be paid to...

We find the RING ANNOUNCER standing behind a curtain on a ramp leading to the ring. He covers his microphone with his hand, turns to someone off screen.

RING ANNOUNCER (CONT'D)
The Human Spider? That's it? That's the best you got?

SPIDER-MAN (O.S.)
Yeah.

The Ring Announcer huffs.

RING ANNOUNCER
Nah, you gotta jazz it up a little.
(back into microphone)
...the sum of three thousand dollars will be paid to...

The curtain opens, spotlights search through the crowd, swing to the top of the ramp where we find Spider-Man partially hidden by a black scrim.

RING ANNOUNCER (CONT'D)
...the terrifying...the deadly!...THE AMAZING!!...

The scrim starts to rise.

RING ANNOUNCER (CONT'D)
...SPIDER-MAN!!!

B42 CONTINUED: (2)

B42

The scrim is gone, revealing Spider-Man, clad in a baggy, homemade costume made from old sweatpants, sweatshirts and a Balaclava.

SPIDER-MAN
(to Ring Announcer)
That's "The Human Spider."

RING ANNOUNCER
Get out there dipstick.

A PA gives Spider-Man a shove. He takes in the arena, the crowd for the first time. He's frozen, paralyzed by the spectacle before him.

Spider-Man cautiously makes his way toward the ring. The Bonettes wait like hungry wolves on the ramp. They mercilessly heckle him as he goes, feel his muscles, taunt him, egg on the crowd to do the same.

A gurney with CONTEST #2, groaning in agony, wheels by.

CONTESTANT #2
I can't feel my legs...I can't feel my legs...

Spider-Man watches them wheel him away, cautiously continues. He crawls into the ring, looks around. All of a sudden--

CROWD
CAGE! CAGE! CAGE!

Spider-Man scans the crowd. Cage?

WIDE SHOT

A flat structure with metal bars drops from the ceiling. Its sides fold in, form a cage which sets down on the ring.

RING ANNOUNCER (O.S.)
Will the guards please lock the cage doors!

CLANG!! Stage Hands wrap huge metal chains around the corners of the cage, lock in the combatants.

SPIDER-MAN
Hey, wait a minute...

Spider-Man tests the cage.

SPIDER-MAN (CONT'D)
This thing's locked.

B42 CONTINUED: (3)

B42

BONESAW (O.S.)

Freak show!

Spider-Man turns around, sees Bonesaw standing center ring.

BONESAW (CONT'D)

You're going nowhere! I've got you
for three minutes...three minutes of
playtime with Bonesaw.

Spider-Man flattens himself against the bars.

SPIDER-MAN

What am I doing here?

Bonesaw rushes Spider-Man, lunges at him. Spider-Man leaps out of frame. Bonesaw crashes into the cage wall, bounces off, crumples to the ground. He looks up, sees Spider-Man clinging to the top of the cage.

The Heckler, bloody faced and back in his chair, is shocked.

Bonesaw gets up, looks at Spider-Man.

BONESAW

What do you think you're doing?

SPIDER-MAN

Staying away from you for three
minutes.

Bonesaw's furious, leaps--

--but so does Spider-Man, across the cage, somersaulting to the opposite side. He clings there, drops to the ground.

CROWD

Yeahhhhhh!!! Go Spider-Man!!!!

Go Spider-Man? He looks around, scans the cheering crowd. Turns back in time to see Bonesaw about to grab him. He leaps--

--does a one-handed hand stand on Bonesaw's head. He grins, confidence growing, fast.

SPIDER-MAN

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

Bonesaw swats him down, grabs his leg.

B42 CONTINUED: (4)

B42

BONESAW

I got you now insect!

Bonesaw thrashes him about, pitches him against the cage. Spider-Man falls to the ground.

SPIDER-MAN

Owww.

Bonesaw drags him out of frame.

SPIDER-MAN (CONT'D)

You know, technically it's arachnid.

A shadow falls upon Spider-Man. He looks up, sees Bonesaw flying at him, prostrate, with a flying elbow. Spider-Man's eyes go wide. He flips his feet up, just in time to place them on Bonesaw's chest, kicking him into the cage.

Bonesaw slumps to the mat, knocked cold. The crowd freaks out. Flashbulbs pop.

CROWD

Spider-Man! Spider-Man! Spider-Man!

Spider-Man, looks around the arena, raises his arms, triumphant.

SPIDER-MAN

Ahhh... show biz.

42 INT ARENA OFFICES NIGHT

42

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

PROMOTER

Now get outta here.

SPIDER-MAN

A hundred bucks? The ad said three thousand!

PROMOTER

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

42 CONTINUED:

42

Enraged, Spider-Man grabs the guy by the shirt and pulls him closer. A side of Peter Parker we've never seen before.

SPIDER-MAN
I need that money!

PROMOTER
I missed the part where this is my problem.

Spider-Man stares at him for a long moment, burning with rage, he wants to bust this guy right in the nose --

-- but he turns and leaves instead, passing a squirrelly-looking GUY on the way in, his hair dyed platinum blonde.

43 INT HALLWAY NIGHT

43

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

PROMOTER
Hey! What the hell do you-

He turns, as the door to the Promoter's office BANGS open hard, shattering the glass, and the squirrelly-looking guy races out, clutching a canvas bag. He is a THIEF.

PROMOTER (cont'd)
Help! That guy stole the gate, he's got my money!

A SECURITY GUARD approaches from one end of the corridor. The elevator behind Spider-Man DINGS, its doors start to open, and the Thief takes off down the hallway toward it.

SECURITY GUARD
Hey, you! Stop that guy!

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

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

THIEF
Thanks, pal.

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

43 CONTINUED:

43

SECURITY GUARD
 What the hell's the matter with you?!
 You just let him go!

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

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

SPIDER-MAN
 I missed the part where this is my problem. 19

He turns and walks away, down the corridor.

44 EXT NEW YORK PUBLIC LIBRARY NIGHT 44

As night falls, Peter walks down the street toward the library, dressed in street clothes again. He looks around for Uncle Ben's car.

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

A POLICE CAR races by him, SIREN wailing, and heads for the far corner. We hear an AMBULANCE'S SIREN in the BG.

He takes an interest, moves across the street. As he walks, his brow furrows, two and two coming together in his mind in a bad way.

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

-- where police officers stand over a body. It's Uncle Ben!

PETER
 UNCLE BEN!!

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

COP 1
 Hang on, hang on!

PETER
 My uncle! That's my uncle!

COP 2
 That's not gonna help him!

44 CONTINUED:

44

PETER
What happened?!

COP 1
Carjacker. He's been shot.

Frantic, Peter tries to reach his uncle.

COP 2
Hold on, kid! You can't help the guy.

PETER
The guy? He's not the guy! He's my uncle.

He pushes in, moves to Ben, kneels, takes his head into his lap.

PETER (CONT'D)
Uncle Ben! Uncle Ben! It's me,
Peter!

19

Ben opens his eyes, his mouth forms a smile, then the word "Pete." He dies. Peter cries, holding him. Sirens continue in the BG.

Behind him, a THIRD COP turns around suddenly, radio in hand.

COP 3
They got the shooter! He's headed south on Fifth Avenue!

Very close on Peter -- listens intently, stoney-faced.

45 EXT A DARK ALLEY NIGHT

45

An exaggerated shadow falls on the brick wall of an alley. A man tears off his clothes, violently. The shadow grows bigger as the man starts to run, suddenly the shadow leaps, high into the air, sailing toward the building right in front of us.

The costume's still not right and he's not wearing a mask (or face paint), but make no mistake, this is truly THE AMAZING SPIDER-MAN. He climbs straight up the building. We climb with him, rising higher and higher until we burst out over the roof's edge.

A46 Spider-Man jumps backwards, grabbing a flag pole, swinging on it, allowing his momentum to hurl him to the next building, which he scales quickly.

B46 ON THE ROOF,

B46

he scans the horizon. He sees a cluster of police lights, screaming down Fifth Avenue in pursuit. Spider-Man's right arm rises, palm up.

THWIP!

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

46 We leap with him, swinging out over the city, held aloft by 46 the tensile strength of the web. We plummet down, in a graceful, terrifying arc, and as the ground races up toward us, Spider-Man's left hand rises -- THWIP!

Another web strand rockets out into the night, the web-slinger shifts his weight to the second strand, abandoning the first, pulling himself back up in a graceful arc that leads him out into the avenue.

Well, above the avenue anyway, he's now swinging along directly above the chase, which is below him.

19

DOWN ON THE STREET,

Uncle Ben's Oldsmobile SCREECHES around a corner and SMASHES through a row of newspaper boxes. Three police cars follow, not far behind.

Above, Spider-Man follows, unseen. He webs -- left, right, left, moving faster than the police cars, and THUMPS onto the roof of the Oldsmobile.

INSIDE THE CAR,

Spider-Man's fist SLAMS through the roof of the car and grabs hold of the Carjacker's face.

ON THE STREET,

the car swerves, bumps, scrapes through traffic. Cars SMASH into one another as it careens through an intersection.

GUNSHOTS erupt through the roof of the car, fired from within, missing Spider-Man by inches. He leaps off the roof, on top of a speeding truck.

ON TOP OF THE TRUCK,

Spider-Man stands up. Eyes on the Oldsmobile, he sees something else.

*

B46 CONTINUED:

B46

A low bridge! Stretching straight across the street, right about at chest level for Spidey.

He triple somersaults, up, over the bridge, and lands on the roof of the truck again. The truck starts to slow, so he leaps again, onto the roof of the Oldsmobile.

INSIDE THE OLDSMOBILE,

Spidey lands right in front of us, staring through the windshield and then smashing a fist through the windshield, spiderwebbing it.

47 EXT MARINE BATTERY BUILDING NIGHT 47

The Carjacker loses vision and control, the Oldsmobile SMASHES through the gates of a creepy-looking building near the East River, Spider-Man still on its hood.

The car SCREECHES toward the front door of the building, Spidey sees it coming, knows he'll be crushed, so he leaps, up, out of sight.

FROM UP HIGH,

we see the Oldsmobile crash through and barrel into the building. A second later, the police cars race up, radios SQUAWKING.

19

The camera tilts up to reveal Spider-Man on the wall above them, clinging there. The police cars pulsating light reveals him, fades and Spider-Man is lost in the darkness. When the light again sweeps by, he is gone.

48 INT MARINE BATTERY BUILDING NIGHT 48

In a far corner of the building floor, the Carjacker cowers with his gun. The sweeping search light from the police boat, through the dirty, leaded windows, reveals only his outline.

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

The Carjacker whirls around, BLASTS a shot at Spider-Man. Sensing it, Spidey leaps, onto the nearest wall. The shot SMACKS into the wall where he was.

The Carjacker, whom Spider-Man sees only as a silhouette, starts BLASTING at him, as Spidey leaps from wall to ceiling to wall to floor, just inches ahead of the bullets.

49 IN THE STREET,

49

the Cops hear the shots. Weapons are drawn, rifles steadied. They can see figures moving inside the building.

50 IN THE MARINE BATTERY BUILDING,

50

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

SPIDER-MAN

This is for the man you killed.

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

Spotlights from outside swing around to frame the pair of combatants in the window.

CARJACKER

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

PETER

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

Suddenly, the Carjacker's face is revealed, brightly lit. His squirrelly face. And his platinum blonde hair.

It is, God help him, the Thief who stole the money at the arena. The one Spider-Man stepped aside for.

PETER (cont'd)

No! No, not YOU!

Yes. Yes, him. Peter hurls him aside, the Thief CRASHES against a wall and falls to the floor. Peter starts to hyperventilate, trembling in horror, realizes the ghastly truth:

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

Images flood back at him, fast:

51 INT ARENA OFFICES NIGHT (FLASHBACK)

The Security Guard, yelling at him:

51 CONTINUED:

51

SECURITY GUARD
Stop that guy!

52 INT ELEVATOR NIGHT (FLASHBACK) 52

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

53 EXT ARENA NIGHT (FLASHBACK) 53

Uncle Ben's body, lying in the street.

54 INT MARINE BATTERY BUILDING NIGHT 54

Back in the building, the Thief stands up, not ten feet away from Peter. The Thief aims the gun at him. Blind with rage, Peter walks toward him. The Thief backs up. Peter advances. The Thief pulls the trigger and --

-- CLICK. Empty. The Thief backs up even further, trips --

-- and CRASHES through a window. Peter lunges forward, tries to grab him but misses, and the Thief falls fifty feet, SMASHING into a wooden dock below. Dead. The money flutters down around the body from the canvas bag.

55 OUT ON THE RIVER, 55

a police patrol boat CHUGS into view, swings a spotlight around toward Peter. They get just a glimpse of him.

COP
YOU, FREEZE! DON'T MOVE! WE'VE GOT
THE PLACE COMPLETELY SURROUNDED!

*
*

The Cops raise their guns to fire, but Peter disappears from the window, headed up --

56 IN THE MARINE BATTERY BUILDING, 56

-- and by the time the rest of the lights hit the window Peter is gone. Across the building floor, a DOZEN COPS SMASH through the door, shine flashlights everywhere.

The building is empty.

57 EXT A ROOFTOP NIGHT 57

Peter, still wearing the suit but not the mask, drops his head in his hands on top of a building nearby, alone. All sound drains away, all sound except Peter's soft voice --

57 CONTINUED:

57

PETER
Uncle Ben...

57 CONTINUED: (2)

57

Still with his mask off, tears run down his face.

PETER (CONT'D)

Oh God, I'm so sorry...

Pulling away, we see he's sitting on a stone gargoyle, jutting out from the roof of a lonely building, silhouetted by the full moon of the night he will never forget.

58-60QMIT

58-60

A61 INT. PARKER HOUSE NIGHT

A61

Peter at the front door. Opens it. Enters. Through the window, we SEE Aunt May in her bathrobe (she's been waiting up). We watch Peter tell her the bad news. Her reaction. He moves to her, holds her.

61 EXT QUEST AEROSPACE TESTING GROUNDS NIGHT

61

A bunker sits buried in the middle of nowhere, warning signs posted all around its perimeter:

PROVING GROUNDS
QUEST AEROSPACE CORP.
ABSOLUTELY NO TRESPASSING!

Rising above the signs, we see SECURITY PERSONNEL, sporting machine guns, surrounding the bunker, lit up by harsh white light.

A62 INT. BUNKER NIGHT

A62

We find a small group of military brass, headed by General Slocum, and a handful of Quest AeroSpace employees.

PROJECT COORDINATOR
I think you're gonna like this
General. The BADGER is getting ready
to fire upon its target.

The brass peer out, some with binoculars.

B62 EXT. BUNKER - NIGHT

B62

The BADGER approaches a military truck, fires, blows it to bits.

C62 INT. BUNKER - SAME

C62

C62 CONTINUED:

C62

GENERAL SLOCUM

It's got firepower, but what about armor?

PROJECT COORDINATOR

It's vastly exceeded all external stress tests. It gives as well as it takes, General.

GENERAL SLOCUM

I want to see the figures, but if it does what you say it can, I'll sign the contract tomorrow.

PROJECT COORDINATOR

And what about your commitment to OsCorp?

GENERAL SLOCUM

Norman Osborn has continuously risked our time and money to satisfy his outrageous dreams. Nothing would please me more than to put him out of business.

O.S. A FAINT WHINE

YOUNG EMPLOYEE

What's that?

PROJECT COORDINATOR

Something's headed for the BADGER.

D62 EXT. BUNKER - SAME

D62

A figure flashes past. The Badger's blown to smithereens. The SECURITY PERSONNEL raise their machine guns and fire bursts into the sky at the unseen object. They are mowed down from a hail of rockets that streak from the sky.

E62 INT. BUNKER - SAME

E62

The military brass are shocked.

GENERAL SLOCUM

What the hell was that?

They hear a faint WHINE. It grows louder, the sound of a turbine engine, working hard.

The WHINING SOUND crescendos, ZOOMING right at them.

E62 CONTINUED:

E62

GENERAL SLOCUM (cont'd)

Oh, my God.

The interior of the bunker is lit up with a bright flash.

F62 EXT BUNKER NIGHT

F62

There is a massive explosion in the bunker. Fire and debris shoot through the observation slits.

A hideous CACKLE is heard disappearing into the night.

G62 OMIT

G62 *

H62 EXT OUTDOOR AMPHITHEATER DAY

H62

Hundreds of mortarboards fly into the air and a great CHEER rises up from the bare-headed HIGH SCHOOL STUDENTS. Graduation day.

IN THE CROWD,

the GRADUATES swarm everywhere, hooking up with their jubilant PARENTS. Norman Osborn and Aunt May, separate from one another, searching for their kids.

Favor Peter looking for Aunt May. He sees Harry.

PETER
We made it buddy!

HARRY
Good news. My father owns a building downtown with an empty loft he said we could have. Why not move in with me when you get to the city.

PETER
I'm not sure I can afford the rent.

HARRY
We'll work something out.

H62 CONTINUED:

H62

PETER
(crossing his fingers)
Gotta get a job first.

ANOTHER ANGLE

Favor Aunt May and Norman Osborn still searching. Aunt May spots Norman.

AUNT MAY
Mr. Osborn... I'm May Parker, Peter's aunt. I've heard about you.

OSBORN
Aunt May. How do you do? Can't find my boy.

AUNT MAY
(spotting him)
There's Harry.

Harry appears with his diploma. Norman looks at him, a tight smile.

HARRY
Hey, dad.

OSBORN
You made it. It's not the first time I've been proven wrong.
Congratulations.

H62 CONTINUED:

H62

PETER
(crossing his fingers)
Gotta get a job first.

ANOTHER ANGLE

Favor Aunt May and Norman Osborn still searching. Aunt May spots Norman.

AUNT MAY
Mr. Osborn... I'm May Parker, Peter's aunt. I've heard about you.

OSBORN
Aunt May. How do you do? Can't find my boy.

AUNT MAY
(spotting him)
There's Harry.

Harry appears with his diploma. Norman looks at him, a tight smile.

HARRY
Hey, dad.

OSBORN
You made it. It's not the first time I've been proven wrong.
Congratulations.

H62 CONTINUED: (2)

H62

He holds out a hand. Harry takes it, accepts the firm handshake.

HARRY
Thanks.

AUNT MAY
(hugging him)
Congratulations, Harry.

Osborn's face suddenly lights up, noticing something over Harry's shoulder.

OSBORN
Ah hah! The winner of the science award.

Peter appears, carries his diploma and science award.

AUNT MAY
Here's our graduate
(she hugs him)
You two looked so handsome up there.

Osborn puts his arm around Peter.

OSBORN
I know this has been a hard time for you, but try to enjoy this day. Commencement: the end of something. The start of something new.

PETER
Thanks Mr. Osborn.

OSBORN
And if you ever need anything...

Favor Harry watching his father and Peter. Harry spots M.J.¹⁹ with Flash and her crowd. He moves toward her.

Flash puts his arms around M.J.'s waist, she pulls away. A few words between them. We see her remove something from one of her fingers, hands it to Flash. Flash is stunned, angry, he hurls it over the crowd and stalks off. Harry sees this, looks back over at Peter, still next to his father. Harry moves to console M.J.

J62 INT. THE PARKER HOUSE - DAY (LATE AFTERNOON)

J62 *

Aunt May and Peter have just come in. Peter carrying his gown, moves slowly to the stairs. Aunt May holds his diploma and his science prize. She watches him start up.

52A.

Rev.-Goldenrod 12/22/2000

J62 CONTINUED:

J62

AUNT MAY
May I fix you something?

PETER
No thanks.

She watches him, recognizes the sadness.

K62 INT PETER'S BEDROOM NIGHT

K62 *

Peter sits on the side of his bed. His door left ajar. In a moment Aunt May appears at the door, knocks. Enters. She looks at him, then puts his diploma on his desk and his science prize on a shelf along with a few other awards.

She moves to the bed and sits beside him. Finally:

PETER
I missed him a lot today.

AUNT MAY
I know. I miss him too.
(takes his hand)
But he was there.

PETER
I just wish I hadn't --

AUNT MAY
Peter, don't start that again.

PETER
I can't help thinking about the last thing I said to him.

AUNT MAY
Stop it.

PETER
He tried to tell me something important and I threw it in his face.

AUNT MAY
You loved him. And he loved you. He never doubted the man you would grow into. How you were meant for great things. You won't disappoint him. Or me.

She waits another moment, then squeezes his hand and gets up. Moves to the door.

She leaves quietly closing the door all the way. Peter gets up, opens a dresser drawer, moves some sweaters out of the way, digs all the way to the bottom of the drawer...

...where his Spider-Man costume is crumpled, the red sweatshirt lying on top of it. The spider outline, sketched on its front.

K62 CONTINUED:

K62

UNCLE BEN (V.O.)
 Remember... with great power comes
 great responsibility.

We HEAR the approach of what will become a GREAT ROAR.

DISSOLVE TO:

L62 EXT MANHATTAN DAY

L62

The skyline of Manhattan as a train ROARS out of a tunnel and heads into the heart of the city.

62 OMIT

62

63 EXT DELI DAY

63

A ROBBER races out of a Korean deli, gun in one hand, sack of money in the other. The GROCER chases him out, carrying a baseball bat, the Robber turns, to shoot him, when suddenly --

-- *TWIP!* A web-strand wraps around the gun and yanks it sharply out of the Robber's hand. Stunned, both Robber and Grocer turn.

A shadow disappears into the night, barely seen.

64 EXT STREET DAY

64

A CABBLE leans against his cab, talking to a couple other CABBIES.

CABBIE

(heavy accent)
 This is not a man. My brother saw it building a nest in the Lincoln Center fountain.

65 EXT JEWELRY STORE NIGHT

65

A POLICE CAR SCREECHES to a halt in front of a jewelry store, siren SCREAMING. TWO COPS race up to the glass doors, which have been smashed, the store's alarm WAILING.

The Cops suddenly look up, over the door, where they see TWO JEWELRY THIEVES and their bag of loot caught in a web-net, dangling from a lamppost, tied up neatly for them.

A66 EXT CONSTRUCTION SITE DAY

A66

TWO CONSTRUCTION WORKERS dangle their feet off a beam while eating lunch.

K62 CONTINUED:

K62

UNCLE BEN (V.O.)
 Remember... with great power comes
 great responsibility.

We HEAR the approach of what will become a GREAT ROAR.

DISSOLVE TO:

L62 EXT MANHATTAN DAY L62

A train ROARS out of a tunnel. *

62 INT. TRAIN DAY 62 *

Peter sits in the train, staring at the skyline, a pile of college textbooks in his lap. *

A63 EXT. MANHATTAN DAY A63 *

Manhattan is in the background as the train heads into the heart of the city. *

63 EXT DELI DAY 63

A ROBBER races out of a Korean deli, gun in one hand, sack of money in the other. The GROCER chases him out, carrying a baseball bat, the Robber turns, to shoot him, when suddenly --

-- THWIP! A web-strand wraps around the gun and yanks it sharply out of the Robber's hand. Stunned, both Robber and Grocer turn.

A shadow disappears into the night, barely seen.

64 EXT STREET DAY 64

A CABBIE leans against his cab, talking to a couple other CABBIERS.

CABBIE
 (heavy accent)
 This is not a man. My brother saw it building a nest in the Lincoln Center fountain.

65 EXT JEWELRY STORE NIGHT 65

A POLICE CAR SCREECHES to a halt in front of a jewelry store, siren SCREAMING. TWO COPS race up to the glass doors, which have been smashed, the store's alarm WAILING.

65 CONTINUED:

65

The Cops suddenly look up, over the door, where they see THREE JEWELRY THIEVES and their bag of loot caught in a web-net, dangling from a lamppost, tied up neatly for them.

A66 EXT CONSTRUCTION SITE DAY

A66

TWO CONSTRUCTION WORKERS dangle their feet off a beam while eating lunch.

A66 CONTINUED:

A66

CONSTRUCTION WORKER

Have you ever seen his face? Neither have I. Wait until his wife figures out he's running around in tights.

B66 EXT DARK STREET NIGHT

B66

A WOMAN holds out her purse, huddling before a MUGGER, who's holding a gun on her --

-- until he's suddenly gone, swept up into the air by the red and blue blur that flashes through the frame.

Her purse falls back into frame. She scoops it up. A Note attached reads, "COURTESY, YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN."

C66 EXT POLICE STATION DAY

C66

A UNIFORM COP talks excitedly with a couple other Cops.

COP

Never mind the vigilante thing, you seen all those webs he leaves all over the city, I'm gonna site the guy for littering.

D66 INT DAILY BUGLE DAY

D66

WHO IS SPIDER-MAN?
Costumed Figure Saves Fire Victims

It's the headline of a tabloid newspaper, the Daily Bugle. There's also a large photograph, of a burning building, and a fuzzy, indistinct figure crawling up the side of it.

JAMESON (O.S.)

He's a criminal, that's who he is!

The paper lowers with a crumple, revealing the face of J. JONAH JAMESON, owner of the last flattop haircut in America.

JAMESON (cont'd)

A vigilante! A public menace! What's he doing on my front page?

HOFFMAN, an employee of The Bugle enters the office, interrupting the meeting Jameson is having with his city editor, ROBBIE ROBERTSON.

HOFFMAN

Mr. Jameson, we have a page 6 problem.

D66 CONTINUED:

D66

JAMESON

We have a page 1 problem. Shut up!

ROBBIE

He's news.

HOFFMAN

They're a major account, it can't wait.

JAMESON

It's about to.

ROBBIE

(ignoring Hoffman)

He saved six people from burning to death.

JAMESON

- in a fire he probably started!
Something goes wrong and this creepy crawler's there, what's that tell ya?

D66 CONTINUED: (2)

D66

ROBBIE
Boss, he's a hero.

JAMESON
Then why does he wear a mask? What's he got to hide?

HOFFMAN
We double sold page 6. Both Conway and Macy's bought three quarters of it.

ROBBIE
We sold out all four printings, Jonah.

JAMESON
Sold out?!

ROBBIE
Every copy.

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

Jameson turns to Hoffman.

JAMESON (cont'd)
Move Conway to page 7.

HOFFMAN
There's a problem with page 7.

JAMESON
Then move them to page 8 and tell 'em we'll give 'em an extra column inch. Get out of here!

ROBBIE
Can't get a picture. I've had Eddie on it for weeks, nobody ever gets more than a glimpse of him.

JAMESON
What is he, shy?! If we can get a picture of Julia Roberts in a thong, we can certainly get a picture of this nut. Put an ad on the front page! "Cash money for a picture of Spider-Man!" Doesn't want to be famous?!

E66 EXT DAILY BUGLE DAY

E66

His voice continues over the exterior of the building:

JAMESON (O.S.)
Then I'll make him *INFAMOUS!*

66 OMIT

66

A67 OMIT

A67 *

A67 CONTINUED:

A67

B67 OMIT

B67

C67 EXT CHELSEA STREET DAY

C67

We're looking through the glass doors of MOONDANCE, a seedy-looking diner downtown. Inside, we see Mary Jane Watson, wearing a hideous orange waitress uniform, being berated by a SURLY COOK. She punches a time clock, grabs a raincoat, and stalks out of there.

As the doors open, a blast of NOISE and grease washes out after her. She makes her way down the street. The guy passing her stops, checks her out. It turns out to be Peter.

A67 CONTINUED:

A67

Peter makes his way up a flight of steps. As he reaches for the door, it is opened by a one-armed professor, DR. CURT CONNORS. Connors carries a cage which houses a lizard.

PETER

Dr. Connors.

DR. CONNORS

You're an hour late Parker. Class is over. You've missed another session.

Connors sighs, looks at Peter. He looks like hell, tired, disheveled, bumped and bruised, his hair half-singed.

DR. CONNORS (CONT'D)

I'm sorry, Peter, you have a hell of a scientific mind, but you can't seem to get your priorities straight. You've been late six times this semester.

PETER

Professor, please let me explain... 19

DR. CONNORS

This is a paid internship, do you know how many freshmen applied for it?

Dr. Connors puts his hand on Peter's shoulder, starts to leave.

PETER

Dr. Connors, I need this job!

DR. CONNORS

I like you, Peter. Come see me when you grow up a little.

Dr. Connors walks away leaving Peter with his thoughts.

B67 OMIT

B67

C67 EXT CHELSEA STREET DAY

C67

We're looking through the glass doors of MOONDANCE, a seedy-looking diner downtown. Inside, we see Mary Jane Watson, wearing a hideous orange waitress uniform, being berated by a SURLY COOK. She punches a time clock, grabs a raincoat, and stalks out of there.

As the doors open, a blast of NOISE and grease washes out after her. She makes her way down the street. The guy passing her stops, checks her out. It turns out to be Peter.

C67 CONTINUED:

C67

PETER

Hey!

M.J.

(doesn't look up)
Buzz off!
(keeps walking)

PETER

Mary Jane Watson?

She freezes. As if hearing her own name frightens her.

PETER (cont'd)

(continuing)
M.J. It's me. Peter.

M.J.

(turns, lights up, pulls her
raincoat closed)
Peter!

PETER

Hi. How have you been? What are you
doing around here?

M.J.

I live around the corner. I was...
headed to an audition.

PETER

An audition. So you're an actress
now.

M.J.

Working steady. In fact I just got
off a job.

PETER

That's great M.J.

M.J.

Yeah, I've never been happier. It's
like they say, it's all about the
work, y'know, the work is
everything... But how about you?
How's the photography?

PETER

Great.

(beat)

Actually... I haven't done much with
it. I've been kind of busy...

(MORE)

C67 CONTINUED: (2)

C67

PETER (cont'd)
going to college...
(holds up the classifieds)
looking for a job, saving the world.
But you! Look at you. You're
actually living the life you dreamed
about.

Suddenly, the door to the diner opens and the Surly Cook steps out, clutching a pile of restaurant checks in his meaty fist.

SURLY COOK
Hey, glamour girl! Your drawer's off
by six bucks!
(MORE)

C67 CONTINUED: (3)

C67

SURLY COOK (cont'd)

Next time I take it out of your check,
y'get me?

(she ignores him)

Excuse me, Miss Watson, I am speaking
words to you. You get me?

M.J.

Yes, Enrique, okay? I "get you,"
Enrique.

He goes back inside, BANGING the door shut behind him. M.J. looks down, can't look Peter in the face. By way of an explanation, she opens her raincoat, flashes him the uniform.

M.J. (cont'd)

Some dream, huh? But it's just
temporary. Few extra dollars.

PETER

Well that's nothing to be embarrassed
about. (You think they need a
waiter?)

M.J.

Don't tell Harry.

PETER

...Harry?

M.J.

(sees his look)

Aren't you guys living together?
We've been going out. Didn't he tell
you?

PETER

(recovering)

Oh, yeah... right.

M.J.

I think he'd hate the idea of my
waiting on tables. He'd think it was
low.

PETER

Well, Harry never has lived on a
little planet I like to call earth.

M.J. laughs.

PETER (cont'd)

Probably half the people starring on
Broadway were waiters or even
dishwashers.

C67 CONTINUED: (4)

C67

M.J.

How come you always make me feel
better?

He smiles. Shrugs. An awkward moment.

M.J. (cont'd)

Well...
(she turns to go)
It's good to see you Peter.

C67 CONTINUED: (5)

C67

PETER.

(calls after her)

Maybe I'll come down and have a cup of
your Moondance coffee some day.

(quickly)

And I won't tell Harry.

M.J.

(looks back)

No, don't tell Harry.

PETER

(to himself)

No, I won't. I won't tell Harry.

Finally, he turns and starts off in the other direction. He walks alone.

PETER (cont'd)

Harry and Mary Jane. Wow.

(keeps walking, sad)

Don't tell Peter.

Walks on.

D67 EXT HARRY'S APARTMENT DAY

D67

A cool place in Tribeca.

E67 INT HARRY'S APARTMENT DAY

E67

The door opens. Peter enters, downhearted. He spots Norman pacing around, speaking on a cell phone. Norman nods to him, Peter nods back. He SEES Harry at the dining room table. College textbooks open. Harry turns, out of sorts.

HARRY

Stormin' Norman making his weekly inspection. Spends half of it on the phone.

(re: open books)

Man, am I glad you're here.

E67 CONTINUED:

E67

HARRY (cont'd)

I need your help, I'm hopelessly lost.
What's wrong with you? Somebody run
over your dog?

PETER

No. I, uh... I was late and Dr.
Connors fired me.

HARRY

Late again? What is it with you?
Where d'you go all the time?

PETER

Around.

HARRY

For a completely responsible guy,
you're completely irresponsible.

Osborn hangs up his phone.

OSBORN

Peter Parker.

He turns. Norman Osborn is walking toward him, all smiles.

OSBORN (cont'd)

Maybe you can tell me who she is.

PETER

Who?

OSBORN

This mystery girl Harry's been dating.

HARRY

Dad...

OSBORN

I think he wants me to meet this one,
and believe me, it's the first time
that's hap-

HARRY

(sharply)

Dad.

Osborn stops, looks at Harry -- what? Peter looks at Harry too, but Harry avoids his gaze.

E67 CONTINUED: (2)

E67

PETER

Sorry. Harry hasn't mentioned her.

HARRY

(to change the subject)
Hey, Pete you're probably looking for
work now. Dad, maybe you can help him
find a job?

Peter shakes his head, makes his way toward the kitchen.

PETER

Oh, no. I appreciate it, but I'll be
fine.

OSBORN

It's no problem. I'll make some phone
calls.

PETER

No. I couldn't accept it. I like to
earn what I get. I can find work.

OSBORN

I respect that.

(making his way over to Harry)
You want to make it on your own steam.
That's great.

(to Harry)
Interesting, isn't it, Peter is
looking for work. As in, actively
seeking, as opposed to strenuously
avoiding.

HARRY

What do you want from me? I'm trying
to keep my grades up.

Peter notices a copy of the Daily Bugle on the kitchen
counter. He picks it up, looks at the front page.

OSBORN

What other skills do you have Parker?

Peter looks up from the front page of the Daily Bugle, which
he's been studying intently.

PETER

I'm thinking of something in
photography.

E67 CONTINUED: (3)

E67

He tosses the Bugle back on the counter, where we see the front page. There's a crude sketch of Spider-Man's face, under the headline:

WANTED: PHOTOGRAPHIC PROOF

Bugle Offers Reward!

67 EXT BANK NIGHT

67

A 35MM camera is suspended in the cornice on the third floor of a building. Peering in through the lens, we see a red light flashing.

THROUGH THE CAMERA LENS,

the words "Auto Shutter" flash in red in the lower right corner of the frame.

E67 CONTINUED:

E67

HARRY (cont'd)

I need your help, I'm hopelessly lost.
What's wrong with you? Somebody run
over your dog?

PETER

No. I, uh... I was late and Dr.
Connors fired me.

HARRY

Late again? What is it with you?
Where d'you go all the time?

PETER

Around.

HARRY

For a completely responsible guy,
you're completely irresponsible.

Osborn hangs up his phone.

OSBORN

Peter Parker.

He turns. Norman Osborn is walking toward him, all smiles.

OSBORN (cont'd)

Maybe you can tell me who she is.

PETER

Who?

OSBORN

This mystery girl Harry's been dating.

HARRY

Dad...

OSBORN

He wants me to meet this one, and
believe me, it's the first time that's
hap-

HARRY

(sharply)
Dad.

Osborn stops, looks at Harry -- what? Peter looks at Harry
too, but Harry avoids his gaze.

E67 CONTINUED: (2)

E67

PETER

Sorry. Harry hasn't mentioned her.

HARRY

(to change the subject)
Dad, Pete's looking for work. Give
him a job, why don't you?

PETER

No, don't do it, sir. I couldn't
accept it. I can find work.

OSBORN

I know you can. Interesting, isn't
it, Peter is looking for work. As in,
actively seeking, rather than
strenuously avoiding.

HARRY

What do you want from me? I'm trying
to keep my grades up.

Peter notices a copy of the Daily Bugle on the coffee table.
He picks it up, looks at the front page.

OSBORN

What other skills do you have Parker?

Peter looks up from the front page of the Daily Bugle, which
he's been studying intently.

PETER

I'm thinking of something in
photography.

He tosses the Bugle back on the coffee table, where we see the
front page. There's a crude sketch of Spider-Man's face,
under the headline:

NANTED: PHOTOGRAPHIC PROOF

Bugle Offers Reward!

67 EXT BANK NIGHT

67

A 35MM camera is suspended in the cornice on the third floor
of a building. Peering in through the lens, we see a red
light flashing.

THROUGH THE CAMERA LENS,

the words "Auto Shutter" flash in red in the lower right
corner of the frame.

67 CONTINUED:

67

We're looking through the viewfinder now, watching as THREE BANK ROBBERS emerge from a bank, guns drawn, hostage in tow.

A dark figure swings into view and does battle with the bank robbers. The camera on the cornice suddenly FLASHES, and in that flash-instance, we get our first good look at --

-- *THE AMAZING SPIDER-MAN*, in his new, improved, extremely snazzy costume. The image freezes, changes to --

68-69 OMIT

68-69

A70 INT DAILY BUGLE - NEWSROOM DAY

A70

-- the resultant still photograph. A hand flips past it, to more pictures of Spider-Man, all good shots, swinging, flying, web-shooting. Robbie Robertson looks up, in the newsroom of the Daily Bugle.

ROBBIE

They're good. Very good. How'd you get 'em?

PETER

If I tell you, you'll send your own photographer. Am I hired?

ROBBIE

It's not up to me. Mr. Jameson hires all staff personally.

They hear SHOUTS from the office across the hall.

JAMESON (O.S.)

IS THAT WHAT I SAID?! IS THAT WHAT I ASKED?! I SAID A PICTURE, EDDIE, NOT AN INK BLOT! WHY THE HELL CAN'T ANYBODY BRING ME DECENT ART ON THAT FREAK?! GET THE HELL OUT OF HERE!

ROBBIE

He fires 'em that way, too.

EDDIE BROCK, another young photographer, comes out of Jameson's office. Brock is shabbily dressed.

EDDIE

(locks eyes with Peter)
What're you looking at greenhorn?

Brock walks away. Jonah Jameson appears in the doorway, shouts after him.

A70 CONTINUED:

A70

JAMESON
AND BROCK! WOULD IT KILL YOU TO GET
A DECENT SUIT?!

He turns, sees Peter, inexplicably continues in shouting mode.

A70 CONTINUED:

A70

JAMESON (cont'd)
WHAT?!

70 INT JAMESON'S OFFICE DAY

70

Jameson sits behind his desk, flipping through the photographs. Peter is across from him, nervous, but Robbie gives him a wink -- hang in there.

JAMESON
They're crap.
(flip)
Crap.
(flip)
Crap.
(flip)
Megacrap. I'll give you three hundred for all of 'em.

PETER
That seems a little low.

JAMESON
Then take 'em somewhere else.

Peter rises, starts to collect the photographs.

JAMESON (cont'd)
Sit down. Alright... I'll give you five hundred. That's the standard freelance fee.

Jameson takes the photographs back and hands them to Robbie muttering as he points to one in particular.

JAMESON (CONT'D)
Tear up page one, run that shot instead.

Peter does a double take -- page one?!

ROBBIE
Headline?

JAMESON
Spider-Man, Hero or Menace? Exclusive Daily Bugle photos!

PETER
Menace? Sir, he was protecting that bank from those-

70 CONTINUED:

70

JAMESON

Tell you what, Atticus, you take the
pictures, I make up the headlines,
okay, that alright with you?

PETER

Yes, sir. -- I would like a job, sir.

70 CONTINUED: (2)

70

JAMESON

No jobs! Free lance. Best thing in the world for a kid your age. Bring me more shots of that newspaper selling clown and I might take 'em off your hands. Come on, get out of here, I got deadlines.

MONTAGE:

A71 EXT. NONDESCRIPT BUILDING - NIGHT

A71 *

We see a web. A camera flashes.

71 INT. BUGLE - DAY (LATE AFTERNOON)

71

Jameson, Robbie and Peter in Jameson's office. Robbie hands Jameson a front page mock-up with a photo of Spider-Man in action. The Headline reads:

NY CHEERS COSTUME HERO

Jameson frowns. Crosses out "CHEERS" writes in "FEARS," crosses out "HERO" writes in "COWARD." Holds up the paper. Headline now reads:

NY FEARS COSTUME COWARD

Peter sees it.

A72 INT. JAMESON'S OFFICE DAY

A72 *

Peter brings in an envelope, hands it to Jameson who opens it. More Spider-Man photos.

72 INT. BUGLE - ANOTHER DAY

72

Robbie hands Jameson another newspaper mock-up with a Spider-Man photo on the front page and no headline.

ROBBIE

Headline?

JAMESON

(thinking)

"Spider-Man: Super-Hero or Super-Zero?"

Peter reacts.

73 INT. BUGLE - ANOTHER DAY

73

Robbie, Peter, Jameson. A newspaper is lowered to his desk.

Close shot - The headline shouts:

73 CONTINUED:

73

"BIG APPLE FEARS SPIDER BITE!"

Pull back -- all.

PETER

Why are you so hard on him? He's on the side of the law.

JAMESON

He thinks he is the law. There's no place in this society for vigilante justice. Once one person takes the law in his own hands, it's anarchy.

PETER

(growing dissatisfaction of Spider-Man photos & headlines)

Mr. Jameson. How about an assignment. I'd like to shoot something other than Spider-Man.

JAMESON

No, you just keep doing what you're doing.

ROBBIE

J.J., we need someone to cover the World Unity Festival. Let's send Peter.

JAMESON

World Unity Festival! Another epic display of OsCorp self-aggrandizement. Fine, send him, but I never said you have a job! Meat! I'll give you a box of Christmas meat! Best I can do! **NOW GET ME MORE PICTURES!**

74-750MIT

74-75

A76 EXT. OSCORP CORPORATE HEADQUARTERS DAY

A76

A sprawling high-rise adorning the Manhattan skyline.

76 INT OSCORP BOARD ROOM DAY

76

Norman Osborn sits at the head of a long table in the OsCorp board room, concluding a meeting. The cat who ate the canary.

76 CONTINUED:

76

OSBORN

In addition, we've secured three major new government contracts and I'm pleased to announce that as of today, OsCorp Industries has surpassed Quest Aerospace as the principal supplier to the United States military. In short, ladies and gentlemen of the board, costs are down, revenue is up, and our stock has never been higher.

Simultaneously, they all close the leather-bound folders that were open in front of them. Balkan sits forward.

BALKAN

That's wonderful news, Norman.

(clears his throat)

In fact, it's the reason we're selling the company.

OSBORN

What?!

BALKAN

It took us ALL by surprise, but Quest Aerospace is recapitalizing in the wake of the bombing.

76 CONTINUED: (2)

76

OSBORN

Fargas, what the hell's going on here?

Fargas doesn't respond.

BALKAN

Quest is expanding and they've made a tender offer we can't ignore.

OSBORN

Why wasn't I told about this?

BALKAN

The last thing they want is a power struggle with entrenched management...

FARGAS

They want you out, Norman. The deal is off if you come with it. The board expects your resignation in thirty days.

OSBORN

You... can't do this to me, I built this company.

(to Fargas)

Max... please...

Norman quickly scans the faces of the hostile board members.

FARGAS

The board is unanimous. I'm sorry. We're announcing the sale right after the World Unity Festival.

BALKAN

You're out, Norman.

OSBORN

(Oh, yeah?)

Am I.

77 EXT TIMES SQUARE DAY

77

An enormous, multi-colored globe stands over Times Square, today the site of World Unity Festival, a festival of healing and unification.

ON THE STAGE

Macy Gray entertains the crowd with a soulful rendition of "Why Didn't You Call Me."

77 CONTINUED:

77

IN THE STREET

Peter Parker works his way through the crowd taking pictures. Through the lens he spots a YOUNG MAN reading the Daily Bugle. Peter focuses on the headline which reads--

"Big Apple Dreads Spider Bite!"

Peter lowers his camera, shakes his head.

He takes in the spectacle before him, continues working his way through the crowd taking pictures.

77 CONTINUED:

77

Giant balloons float in the air. Thousands are in attendance here, the vibe is sweetness and light.

A MOTHER buys her seven year old boy, BILLY, some cotton candy. Five stories up, a balcony on one building has been converted into

A REVIEWING STAND,

buttressed by two Hercules statues, one at each corner, which appear to be holding the reviewing stand aloft.

All this under a large banner which reads "OSBORN INDUSTRIES WELCOMES YOU TO THE 3RD ANNUAL World Unity Festival."

NINE ANGRY MEN AND WOMEN, the OsCorp board of directors, sit in a row in suits and ties, chatting up other DIGNITARIES. Balkan and Fargas are smiling, but it's sorta gruesome.

Harry is fixing a UNITY DAY pin to M.J. He stands back to study her.

HARRY

Perfect. Except how come you didn't wear the black dress? I wanted to impress my father. He loves black.

M.J.

Maybe he'll be impressed, no matter what? You think I'm pretty.

HARRY

Of course I do. You're beautiful.

ANGLE ON PETER IN THE STREET,

Peter raises his camera, squeezes off a few shots.

THROUGH HIS LENS,

Peter scans the balloons, the floating streamers, comes to a Hercules statue. He tilts his camera up the statue's torso, rising up, to the balcony's edge, up past Harry and M.J., up further...

He sees Harry put his arm around M.J., leans in for a kiss. Time slows down, Harry's mouth approaches M.J.'s, the worst is about to happen, but at the last second --

-- M.J. turns, giving Harry cheek when he wanted lips.

77 CONTINUED: (3)

77

ON THE STREET,

Peter whips the camera down, pumps a fist in the air. Hope!

Harry, his cheek turned, is looking down at the street. He sees Peter, who looks back up and sees Harry. They each see each other seeing each other. Harry, caught in the act.

ON THE REVIEWING STAND

Harry averts his gaze from Peter, puts his arm around M.J., ushers her away.

ON THE STREET

Peter's expression suddenly changes, completely, his eyes widen. We leap outside him as --

HIS SPIDER-SENSE

goes off, slowing everything to a crawl. Spidey P.O.V. races all around him, searching the crowd for any sign of danger, but finding nothing.

BACK ON THE STREET,

things return to normal speed. Peter looks around, puzzled.

ON THE REVIEWING STAND,

Harry leads M.J. through the balcony crowd, spots Balkan and Fargas, walks up to them.

HARRY (cont'd)
Have you seen my father?

The two board members share an uncomfortable look.

FARGAS
I'm not sure he'll be joining us.

Balkan and Fargas turn, hear something. So do the others around them. It's a high-pitched WHINING sound. Harry and M.J. look for the noise, make their way to the balcony edge.

ON THE STREET,

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

IN THE SKY,

19

77 CONTINUED: (4)

77

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

ON THE REVIEWING STAND,

Fargas is squinting up into the sky, at the source of the whining.

FARGAS (CONT'D)
What is that?

Balkan joins him.

77 CONTINUED: (5)

77

BALKAN

Must be new this year.

He raises a pair of binoculars.

BALKAN (cont'd)

What the devil! Is that our wing?

IN MID-AIR,

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

ON THE STREET,

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

ON THE REVIEWING STAND,

Balkan and Fargas look troubled. But the crowd APPLAUDS, all smiles. They like this bit.

IN MID-AIR,

whatever-it-is curls up into the sky, banks and hovers, turning right toward the reviewing stand.

From behind it, we see that it's a figure atop a flying thing, and the figure reaches down to his belt and detaches some kind of device, the size of a softball, with vertical bulges like those on a pumpkin. As he raises the device, we get our first look at...

THE GREEN GOBLIN!

He's clad in a form-fitting dark green suit densely layered with complicated circuitry, a suit we have seen before, in the OsCorp lab. Over his face he wears a grotesque, green demonic mask, and he has both legs astride a small flat flying wing, big enough for one -- also the one we saw in the lab.

The Goblin CACKLES, a hideous laugh that echoes over the street.

ON THE STAGE

Macy Gray, her background singers and dancers stop performing, look around. Weren't informed regarding this part of the "show."

And the crowd CHEERS! They love this guy!

19

77 CONTINUED: (6)

77

The Goblin twitches and the Glider responds immediately,
banking and plummeting --

-- straight down toward the reviewing stand.

The Goblin detonates the device he holds (a pumpkin bomb) and hurls it toward one of the Hercules statues.

KA-BOOM! Hercules crumbles. The reviewing stand begins to collapse, lurches lower, sways, V.I.P.s topple, M.J. is thrown forward, Harry backwards.

Debris showers the pavement below, nearly crushing terrorized CITIZENS.

ON THE STAGE

Ms. Gray's security guards rush in, cover her, escort her to safety.

ON THE STREET,

Peter elbows his way through the crowd and takes off toward the mouth of an alley.

ON THE REVIEWING STAND,

there is a shudder, a CRACK and the entire stand drops a few feet. M.J. is splayed precariously on the dangling balcony balustrades.

Harry gets to his feet, goes to her. But his weight causes the balcony to shift.

Hercules CRACKS yet again. M.J. is tossed further to the outer edge of the balcony.

THE GREEN GOBLIN

soars upward. Takes another pumpkin bomb from his pouch and hurls it.

ON THE REVIEWING STAND,

the bomb lands with a THUNK, bounces to a stop right in front of the members of the OsCorp board. The bomb WHIRS a few feet into the air, and then --

ZAP-FLASH!

It explodes in a brilliant orange, so bright and searing it irradiates half a dozen members of the board, turning them into X-ray images.

SCREAMS everywhere. They don't love this guy anymore!

The blast's concussion causes the balcony to separate yet again. Now M.J. is really in trouble.

77 CONTINUED: (8)

77

Harry crawls over to her... blinking to get the spots from his eyes, he reaches out his hand.

M.J. reaches out her hand to him, when --

77 CONTINUED: (7)

77

THE GREEN GOBLIN

rises up behind her, on his Glider. Malefic grin. M.J. turns to him, SHRIEKS.

77 CONTINUED: (8)

77

The Goblin lets out a blood-curdling CACKLE, revels in the mayhem unfolding, but cuts it short, hesitates, hearing something. He turns and

THE AMAZING SPIDER-MAN!

swings down from a building above and (POW!) smacks right into the Goblin, knocking the villain clean off his Glider.

The Goblin plummets, from six stories up, except that he lands on one of the passing floats, bounces off it, makes a nifty mid-air twist --

And crashes feet first into a large tent below, which breaks his fall.

IN MID-AIR,

the Glider comes sailing down after the Goblin, as with a homing device. It SMASHES through the globe replica, which is knocked off its perch, and comes out the other side, heading for the Goblin.

SPIDER-MAN

clings to the side of a building, overlooking the chaos. His eyes zip over to --

THE REVIEWING STAND,

where M.J. is in big trouble. But then there are SCREAMS, and his eyes zip over the other way, to where the globe replica has begun to roll --

ON THE STREET

-- crushing everything in its wake. And headed straight for Little Billy, who stares in frozen shock as it heads right for him. His Mother SCREAMS.

ON THE BUILDING,

Spider-Man fires a web at a billboard high atop a nearby building.

AND SWINGS

77 CONTINUED: (7)

77

in a huge arc. Straight for Billy. He sweeps the child up, just as the globe rolls past, stamping out parking meters like matchsticks.

THE GREEN GOBLIN

is on the ground, stuck in the tangle of the collapsed tent and surrounded by COPS, whose guns are raised.

GREEN GOBLIN (CONT'D)

I surrender! I surrender! Media violence made me do it!

The Cops hesitate, and in that moment the Goblin leaps, inhumanly, into the thick of them. They go after him, piling on, in a blizzard of flashing nightsticks.

NEARBY,

Spider-Man swings to the ground, depositing Billy in the arms of his Mother. He looks over, to where the Cops have blanketed the Goblin, fists flying.

But with a shocking burst of strength, the Goblin *hurls the Cops off him*, and they go flying in all directions.

Spider-Man makes a leaping run, he hand-springs, somersaults, vaults himself in the air, and lands on his feet in front of the Goblin.

GREEN GOBLIN (CONT'D)

How dare you interfere with me! What do you want?!

SPIDER-MAN

World peace. But I'll settle for your chin.

And he sends a FIST into the Goblin's chin.

The Goblin flies across the street, crashing into a brick wall. Spider-Man comes at him again, with another haymaker --

-- which the Goblin catches in one gloved hand. Stopping it.

GREEN GOBLIN

See what I did there?

And now it's his turn to throw a massive punch.

Spider-Man goes ass over elbows, smashing through an ice cream cart and into a lamppost.

77 CONTINUED: (10)

77

The Goblin touches something on his wrist and a moment later his Glider comes whizzing down, right behind Spider-Man, who leaps up and over it at the last second.

The Goblin jumps on the Glider, CLICKS his boots into the wings, and he's off, into the sky.

IN MID-AIR,

the Goblin banks left, turns back. He hits a button and small machine guns appear from the Glider's tips.

ON THE REVIEWING STAND,

Harry reaches for M.J. but she's out of reach, still trapped on the reviewing stand. She tries to climb to safety as it sways, CRACKS like ice in springtime. Rivets POP.

IN MID-AIR,

the Goblin FIRES at Spider-Man, raking the ground around him with bullets.

Spider-Man fires a web up to an enormous Rasta Man float. And he swings up, out of the gunfire's path, up and over the top of the float as the Goblin disappears into the sky.

FROM SPIDER-MAN'S P.O.V.

we see M.J. on the crumbling balcony, imperiled. A procession of floats hover between her and Spidey.

So Spider-Man leaps. A super jump, a tuck and roll, and he leap frogs from float to float, one, two, three. He makes his final leap for the balcony when--

IN MID-AIR,

The Goblin zooms in behind Spider-Man, wraps him in a bear hug and drives him into the building above the balcony. Glass and debris rain down.

ON THE BALCONY

Harry is struck in the head by a chunk of debris. His knees buckle and he crashes to the floor, unconscious.

IN MID-AIR

The combatants trade blows. The Goblin rears back, delivers a crushing elbow to Spidey's jaw, sending him plummeting toward the balcony.

19

77 CONTINUED: (11)

77

ON THE BALCONY

Spider-Man, glass and chunks of the building come crashing down near M.J. causing her to roll out, to the very edge. She is saved by the balustrades, which break her fall. M.J. watches as debris crumbles, falls five stories.

Spider-Man is just about to move toward M.J. when the Goblin appears, rising up out of nowhere, HOVERING right over them.

77 CONTINUED: (14)

77

He whirls toward Spider-Man. A weapon HUMS up out of the Glider, points at Spider-Man.

Spidey shoots a web, it SPLATS over the Goblin's face, obscuring his vision. A laser beam BLASTS into the wall next to Spidey.

Spider-Man reaches up into the Glider and pulls out a handful of wiring from underneath the wing.

The Goblin takes off, clawing the webbing out of his face, the Glider smoking and sputtering. Safe!

No, not safe! The building ledge finally crumbles and she falls, SCREAMING!

IN MID-AIR,

Spider-Man dives down after her, straight down, trailing a web behind him. He catches M.J. just short of the street, the web pulls taut, and they bounce back up just before hitting the pavement, like at the end of a bungee jump.

They sail back up into the air, just as the balcony finally collapses behind them.

A78 EXT. COLLAPSING BALCONY

A78

Harry wakes. He's at the edge of the balcony and just then he sees Spider-Man swinging away with M.J.

AB78 EXT. STREET DAY

AB78 *

They SWOOSH by overhead. A CABBLE exits his cab, points, watches the duo swing away.

CABBIE
What the hell's that?

CABBIE (ALT.)
Look, it's Superman.

B78 IN MID-AIR

B78

Spidey and M.J. swing through the spectacular canyon of skyscrapers, she works up the nerve to ask him:

M.J.
Who are you?

SPIDER-MAN
You know.

M.J.
I do?

AB78 CONTINUED:

AB78

SPIDER-MAN
Your friendly neighborhood Spider-Man.

*

78 EXT. ATOP ROCKEFELLER CENTER - THE GARDENS

78

Spider-Man lands gracefully, deposits her gently on the grass, where two YOUNG LOVERS are making out on a bench.

SPIDER-MAN

Don't mind us. She needs to use the elevator?

Jaws drop. Spider-Man turns and leaps off the edge of the building, throwing in a double somersault before shooting out a web. Breathless, M.J. watches him swing away into the city.

M.J.

Spider-Man...

79 OMIT

79

A80 EXT. HARRY'S APARTMENT NIGHT

A80

A tenant walks out, hails a cab.

B80 INT. HARRY APARTMENT - NIGHT

B80

The door opens. Harry enters with cell in hand. He's in a panic. Peter at window drinking a glass of milk.

HARRY

Pick up! Pick up! If somehow you get this, call me right away.

(hangs up, sees Peter - he's manic)

Pete! Oh, man, I'm glad you're here. Any word? Has she called?

PETER

Not yet. She will.

HARRY

She will? How do you know, you don't know that.

PETER

Feeling I have. You okay? How's your head?

HARRY

They patched it up, it's nothing. Where did he take her? What would he do to her? Thank God my father wasn't there. That whole scene, where'd that thing come from? What was it?

(MORE)

B80 CONTINUED:

B80

HARRY (cont'd)
(re Peter's glass)
What is that? Milk?

PETER
Uh huh, got milk.

HARRY
Why aren't you worried?

PETER
(remembering)
Oh. Right. I am worried.

HARRY
I've put it together. Spider-Man
knows she's my girlfriend. He'll want
a ransom from my father.

PETER
(cocks his head)
Really? What could he get?

The PHONE RINGS. Harry picks it up.

HARRY
Hello?

M.J. (V.O.)
(in a state of bliss)
Hi ya.

HARRY
Oh, thank God!
(to Peter)
It's her.
(to phone)
Where are you? Are you alright? Did
he hurt you?

M.J. (V.O.)
Ohh, noo. He was incredible.

HARRY
He was what? What do you mean he was
incredible?

Peter reacts. Smiles.

M.J. (V.O.)
Oh, I don't know. You know.

HARRY
Are you sure you're alright? Are you
drugged? Where did he take you?

19

B80 CONTINUED: (2)

B80

M.J. (V.O.)
To a beautiful roof garden.

HARRY
To a roof garden?

M.J. (V.O.)
Have you ever been there? You should
go.

HARRY
No, I've never been there, listen, I'm
coming over.

M.J. (V.O.)
Why?

HARRY
Because you need to tell me
everything, that's why. And what did
you mean by incredible?

M.J. (V.O.)
I'm going to sleep now.

HARRY
Well, then, call me in the morning.
Are you sure you're feeling alright?

M.J. (V.O.)
(still blissed)
Incredible.

HARRY
STOP SAYING THAT! Call me when you
wake up, we'll go for breakfast and
I'll buy you something beautiful...

M.J. (V.O.)
Why?

HARRY
Because I want to, it'll make you feel
better.

M.J. (V.O.)
G'night.

HARRY
Alright, g'night, get some sleep, uh,
sleep tight, don't let the---

B80 CONTINUED: (3)

B80

She hangs up. One of those sloppy hang ups, a good three seconds for the receiver to set down.

HARRY (cont'd)

(he hangs up)
She's still a little rattled.

Peter tips his glass of milk back, head back, finishes it to the last drop. Milk on his lip.

PETER
At least she's alright.

HARRY
Look...about M.J. I know that was a picture you didn't want to take.

PETER
I didn't take it.

HARRY
I know I should've told you about us, but you have to understand, I'm crazy about her.

PETER
We're friends. You didn't have to lie.

HARRY
I always knew you wanted her for yourself, but you never made a move.

PETER
I guess I didn't.

B80 CONTINUED: (4)

B80

HARRY

Look, I'm going to get some sleep.
How about you?

PETER

I think I'll look out at the skyline.
I'd like to pray for those people who
died.

HARRY

What was that thing that killed them?
It happened so fast.

PETER

I don't know. But somebody has to
stop it.

HARRY

Right. Well... I'll pray in the
bedroom.

He hesitates, then moves into another room. Peter moves to
the window and looks out at the night sky, the skyline. The
terror that lurks.

80 OMIT

80

81 THE DAILY BUGLE

81

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

TIMES SCARE!
Spider-Man, Green Goblin Terrorize City!

We tilt up from the paper to see --

INT OSBORN'S APARTMENT - ENTRY HALL DAY

-- Norman Osborn, who's been staring at the front page,
standing in the still-open doorway of his apartment.

81 CONTINUED:

81

He's dressed in rumpled clothes from last night, he must have slept in them. He's disheveled, bags under his eyes, looks like hell.

And there's this headline. He looks back down at it, uncomprehending, searching for meaning.

ON THE FRONT PAGE,

we zip down to a box at the bottom of the page, where there's another, less prominent headline:

OsCorp Board Members Killed

IN THE APARTMENT,

Osborn rubs his head, trying to make sense of it. He's starting to sweat. He SLAMS the door --

INT ENTRY HALL DAY

-- and staggers away, across the entry hall. Somewhere, far in the distance, he hears a faint CACKLE.

He stops, looks around. Where the hell did that come from? Frightened now, he lurches across the foyer and up the stairs.

82 INT NORMAN'S STUDY (MASK ROOM) DAY

82

Osborn enters his study, paper in hand.

OSBORN

Somebody there?
 (looks around room, to balcony,
 silence)
 Of course not.

He moves to a small table, whisky decanters. Hands shaking, pours a shot, raises it to his mouth.

GREEN GOBLIN (O.S.)
Stop pretending, Norman...

He turns around, looks up sharply, the wobbling glass still in his hand, his face dripping, terrified. The VOICE -- mirthful, other-worldly, we've heard before, it's The Goblin. Osborn stumbles to the middle of the room.

OSBORN
 Who said that?

82 CONTINUED:

82

GREEN GOBLIN (O.S.)
(his demonic monotone)
*Don't play the innocent with me.
You've known all along.*

*
*

82 CONTINUED: (2)

82

OSBORN

Who are you?

GREEN GOBLIN*Follow the cold shiver that's running
down your spine. Look, I'm right
here.*

Norman turns to the mirror.

OSBORN

I don't understand.

GREEN GOBLIN*Did you think it was coincidence? So
many good things... all happening for
you... all for you, Norman.***OSBORN**

What do you want?!

GREEN GOBLIN (O.S.)*To say what you won't... to do what
you can't--**(shows Osborn paper in mirror)
--to remove those in your way.***OSBORN***(holds paper, studies it)
The board members! YOU killed them?!***GREEN GOBLIN (O.S.)***WE killed them...***OSBORN**

Oh, God! My God!

GREEN GOBLIN (O.S.)*Stop mewling... You sicken me... you
ooze weakness...*

82 CONTINUED: (3)

82

OSBORN

I'm not a murderer, I'm a scientist, a
respectable businessman. The police.

Norman scurries over to the phone, reaches for it--

--but The Goblin beats him to it.

GREEN GOBLIN (O.S.)

(shrieking)
HYPOCRITE! LIAR!

The Goblin rears back, heaves the phone toward the balcony. Norman watches it fly through the air, sees The Goblin, now standing on the balcony, duck as it zips past his head. The Goblin stands there, looking down on Osborn.

GREEN GOBLIN (cont'd)

*Now shut up and listen! Try to
understand the beauty of all this.*
(MORE)

82 CONTINUED: (4)

82

GREEN GOBLIN (cont'd)
YOU are now in full control of OsCorp
Industries. Your greatest wish,
granted by me. Say thank you.

Osborn thinks, takes everything in.

OSBORN
Hmmm. And then what?

GREEN GOBLIN (O.S.)
We'll eliminate your rivals. OsCorp
will become the most powerful military
supplier in history. You'll have
limitless wealth. Presidents and
Kings will court your favor. So don't
be shy. Take what you've always
wanted. Power. The weak will serve
you. The world will be yours and
mine. Yes. You and I, we can have a
hell of a time.

Osborn lurches to his chair.

OSBORN
I suppose the damage has been done,
right?

GREEN GOBLIN
Yeah.

OSBORN
Can we do it alone?

GREEN GOBLIN (O.S.)
There's only one who could stop us.

OSBORN
(a better thought)
Or... be our greatest ally.

GREEN GOBLIN
Exactly! We need to have a little
chat with you know who.

82 CONTINUED: (5)

82

OSBORN
But how do we find him?

With that he snatches up the *Bugle* from the table top, looks at the front page picture of Spider-Man and the Goblin.

83 OMIT

83

84 INT JAMESON'S OFFICE LATE DAY

84 *

JAMESON
(finishing the sentence)
"The Green Goblin."

Jonah Jameson is in his office, chewing a cigar and admiring the front page of his newspaper. Peter Parker stands opposite. (On the wall behind Jameson is a framed photograph of a handsome astronaut.)

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

PETER
Spider-Man wasn't terrorizing the city, he was trying to save it! It's slander!

JAMESON
I resent that! Slander is spoken! In print it's libel.

He tosses his cigar over his shoulder, out the window behind him.

PETER
You don't trust anybody, that's your problem, Mr. Jameson.

19

84 CONTINUED:

84

Peter walks out of his office. Jameson yells after him.

JAMESON

I trust my barber! What are you, his lawyer? Let him sue me and get rich like a normal person! That's what makes this country-

His cigar flies back through the window and lands on his desk. Jameson looks at it, puzzled, turns around --

-- and **THE GREEN GOBLIN SMASHES** through the window frame. He grabs Jameson by the throat with one hand and scoops him up off his feet, his glider hovering over the floor of the office.

A85 INT NEWSPAPER OFFICE OUTSIDE JAMESON'S OFFICE LATE DAY A85 *

Peter's eyes pop wide as he looks into Jameson's office. Secretaries, reporters and other Bugle employees scurry about to escape the mayhem. Peter quickly ducks into the hallway.

B85 INT JAMESON'S OFFICE LATE DAY B85 *

The Goblin's grip remains firm on Jameson's throat.

GREEN GOBLIN

Who's the photographer who takes the pictures of Spider-Man?! I need to talk to him about his favorite subject. Where is he?

JAMESON

He's a free-lancer, I don't know who he is! His stuff comes in the mail.

GREEN GOBLIN

You're lying.

JAMESON

(choking)
I swear!

GREEN GOBLIN

This is your last chance!

JAMESON

Please... air... stop...

SPIDER-MAN (O.S.)

Hey.

19

B85 CONTINUED:

B85

The Goblin whirls. Spider-Man hangs upside-down in the window.

B85 CONTINUED: (2)

B85

SPIDER-MAN (cont'd)
 I wear the tights in this town.

GREEN GOBLIN
 Speak of the devil.

He lets go of Jameson, who drops to the floor in a heap, gasping for air.

JAMESON
 I knew it! You and Spider-Man are in this together! I knew that creep was-

THWIP! A bunch of webbing SPLATS across Jameson's mouth, shutting him up.

SPIDER-MAN
 Hey Kiddo, let Mom and Dad talk for a minute, will you?

The Goblin points his glove at Spider-Man and sprays gas directly from it, into Spidey's face. Everything goes black.

85 EXT DAILY BUGLE LATE DAY

85 *

Spider-Man, unconscious, tumbles from what used to be Jameson's window and plummets toward the ground below.

Right before he meets his demise, The Green Goblin swoops in, catches Spider-Man and zooms away.

86 EXT MIDTOWN ROOFTOP NIGHT

86 *

Spider-Man is regaining consciousness on the roof of a tall building in midtown. The Goblin Glider nearby, the Goblin standing next to it in the shadows. Spidey tries to move.

GREEN GOBLIN
 Relax.

Spider-Man struggles, drags himself to a sitting position, against an abutment. Feels like he weighs a thousand pounds.

GREEN GOBLIN (cont'd)
 My hallucigen gas slowed your central nervous system to a crawl, just for a few minutes. Long enough for us to have a talk. Don't worry, I didn't remove your mask. I'll respect your privacy, for the moment anyway. Because I respect you.

86 CONTINUED:

86

SPIDER-MAN
(fighting to be alert)
Who are you?

GREEN GOBLIN
A kindred spirit. A fellow traveler... You've changed and now you want someone to tell you what to do, who to be. And there's no one who could possibly understand...
(leans in)
...except me.

Spider-Man looks down, at his hand. He can raise a few fingers, but they're trembling.

GREEN GOBLIN (cont'd)
They call us freaks. But we're not less than human, we are more than human.

SPIDER-MAN
I'm not like you. You're a murderer.

GREEN GOBLIN
Well... to each his own. I chose my path. You chose the way of the hero. And they found you amusing for a while... the people of this city. But the one thing they love more than a hero is to see the hero fail, fall, die trying. The truth is people don't like heroes. Who wants an example you can never live up to? Take my word for it... in spite of all you've done for them, eventually *they will hate you. Read the headlines.*

In spite of himself, Spider-Man is listening.

GREEN GOBLIN (cont'd)
We are who we choose to be, but a day will come when you must ask yourself, did I choose wisely -- why am I risking my life for ungrateful fools?

SPIDER-MAN
Because it's right.

The Goblin circles Spider-Man.

86 CONTINUED: (2)

86

GREEN GOBLIN

Right? Wrong? Capital R, capital W?
 You're young, aren't you? You believe
 in truth, beauty, professional
 athletes as role models. Well here's
 the real truth. There are fourteen
 million people in this city, and those
 teeming masses exist for the sole
 purpose of lifting a few exceptional
 people onto their shoulders. You, me,
 we are exceptional. I had problems,
 but I used my God given powers and
 poof, those problems vanished.

Spider-Man stares. He's thinking...

GREEN GOBLIN (cont'd)

Imagine what we could accomplish
 together. What we could create.

(loving this)

OR... we could destroy, cause the
 deaths of countless innocents in
 selfish battle, again and again. And
 again, until we both are dead.

He summons his glider. Hops aboard. Looks at Spider-Man.

GREEN GOBLIN (cont'd)

Think about it, hero.

He cackles and shoots off into the night.

87-94 OMIT

87-94

95 OMIT

95

AA96 EXT. MANHATTAN DAY

AA96 *

The sun rises over the Manhattan skyline.

A96 EXT. STREET CORNER - DAY

A96

A Daily Bugle truck motors up to a newspaper stand. A bundled
 stack of papers tumbles to a stop at the feet of the newsstand
 proprietor. Citizens gather around, fish out their money.
 The proprietor bends down, cuts the twine bundling the papers
 revealing the headline--

Spider-Man, Green Goblin Terrorize City!

19

95 CONTINUED:

95 *

96 EXT MIDTOWN BUILDING NIGHT

96

Peter leans against the wall of a midtown television studio. He's glum. He's staring at a line of newspaper vending machines across the sidewalk. Each displays the headline: "Spider-Man, Time for a Bug-Free City!"

Mary Jane Watson comes out the side door of a television studio. As it SLAMS behind her, a little too hard, she turns and looks at it, notices the sign that says "ARTISTS ONLY." She laughs bitterly to herself, starts walking away. Peter's been waiting.

96 CONTINUED:

96

PETER

Hey!

M.J.

(turns)

Hey.

PETER

How was the audition?

M.J.

How'd you know?!

PETER

The hotline. Your mom told my aunt told me. We have no secrets from each other.

M.J.

So you just came by?

PETER

I was in the neighborhood. I needed to see a friendly face. Took two buses and a cab to get in the neighborhood, but...

M.J.

They told me I need acting lessons. A soap opera told me I need acting lessons.

A light rain starts to fall.

PETER

I'll buy you a cheeseburger. Sky's the limit, up to seven dollars and eighty-four cents.

She laughs. She smiles. But:

M.J

I'd like a cheeseburger, but I'm going to dinner with Harry. Come with us.

PETER

No thanks.

(a beat)

So how's it going? I mean, with you and, nevermind, none of my business.

96 CONTINUED: (2)

96

M.J.

It's not? Why so interested?

PETER

I'm not, am I interested?

M.J.

You're not?

PETER

Well... why would I be?

M.J.

I don't know. Why would you be?

PETER

Y'know... just... I don't know.

She smiles.

M.J.

Sorry you won't come with us.

It's raining harder.

M.J. (CONT'D)

Gotta run.

(runs)

Disappointed yet again, confused. Did she want him to confess his love?

But he's suddenly jostled by FOUR PUNKS, walking past him from behind, bumping into him.

PETER

'Scuse me.

They ignore him, keep walking in M.J.'s direction. Peter turns, walks away. Then turns back, furrows his brow.

97 EXT DARK STREET NIGHT

97

From high above, we see M.J. turn a corner onto a dark street. The Four Punks catch up, surround her. They stop to admire her, heckle her, she says something to them... Now they're pissed. And Punk #1 goes for her purse.

DOWN ON THE STREET,

97 CONTINUED:

97

M.J.'s no pushover, she's mixing it up with them. She shin-kicks Punk #1, elbow-jabs Punk #2, punches Punk #3 and maces Punk #4 with the cannister that dangles from her keychain.

M.J.

What are you guys, from out of town or something?

Now they're really pissed. And bigger. And there's four of them. M.J. is shoved into a wall, and Punk #1 SNICKS open a knife. It looks bleak.

Suddenly, *THWIP-WRAP!* all four Punks are slammed together as if lassoed, and they go flying up, out of frame.

M.J. stands, slack-jawed, staring in wonder at something we can't see. Then, suddenly, she leaps out of the way as --

-- Punk #1 comes flying back and SMASHES through a window next to where she was standing. Punk #2 SMACKS up against a brick wall, Punk #3 flies through another window and Punk #4 goes barreling into a trash can. They lie about on the ground, either unconscious or with the good sense to fake it.

M.J. walks forward, staggered, and as we come around behind her, we see what she sees.

Spider-Man stands in the shadows, breathing hard after his exertions. She looks at him, can't make him out in the inky darkness. But we get closer to him -- and he's not wearing his mask! Didn't have time to put it on.

Peter fumbles for it, pulls it from his waistband. But hesitates, knowing she can't see him fully.

PETER
You have a knack for getting in trouble.

M.J.
You have a knack for saving my ass. I think I have a superhero stalker.

She walks closer. He retreats, further into the shadows, still no mask.

PETER
I was in the neighborhood.

She stops, squints at him. She's heard that before, and recently. Does she suspect?

M.J.
You are amazing...

She's almost to him now -- so Peter pulls the mask on.

SPIDER-MAN
Some people don't think so.

97 CONTINUED: (3)

97

M.J.
But you are.

97 CONTINUED: (4)

97

SPIDER-MAN

Thank you.

He leaps up, onto the wall above her, clinging there upside-down. She steps up underneath him. He's right at lip height.

M.J.

Do I get to say thank you this time?

She puts her hands on his mask... and starts to lift it. Spider-Man is paralyzed, can't stop her.

SPIDER-MAN

Wait...

But she doesn't lift it all the way up. Just so his mouth is exposed. And she kisses him. That is, she *kisses* him, rain streaming down both their faces and over their parted lips. She pulls back. Touches his lips with her fingertips.

M.J.

That's so you'll remember where your mouth is..

She replaces the mask, tenderly. Spider-Man hesitates, then scampers up the wall and out of sight. She watches him go, eyes shining.

M.J. (cont'd)

Yowza.

98 EXT CITY SCAPE DAY

98 *

"YOWZA" is HEARD again. But it's being DISTORTED into the SOUNDS of the sirens of fire trucks and police cars and ambulances.

A99 EXT. CITY DAY

A99 *

Spider-Man swings through a city corridor.

SPIDER-MAN

Help is on the way! Yowza! Yowza!

CAMERA COUNTERS Spider-Man as he swings past lens and he heads towards a burning apartment house surrounded by fire trucks, police cars, ambulances. A crowd is there, including some people who have been rescued.

B99 EXT. APARTMENT BUILDING DAY

B99

FEATURE a MOTHER, her two young sons holding on to her skirt, as she, against her will, is being forced out of the building by two FIREMEN. She fights to get back in:

MOTHER

Let me go, my baby's in there,
somebody save my baby, let me go!

FIREMAN

It's too late, lady, the roof's ready
to collapse.

The woman continues to struggle and scream.

ANOTHER FIREMAN reacts to something above.

FIREMAN #2

Hey! Up there! Look! It's him!

Above the crowd we SEE Spider-Man swinging his way to the burning building. He disappears inside. We BOOM DOWN to--

FIREMAN

What's he doing?

FIREMAN #2

He's crazy, he hasn't a chance.

MOTHER

Save my baby, please, please!

They wait. The building continues to burn. There is a loud CREAKING noise as the roof starts to collapse.

MOTHER (cont'd)

NOOOOOOOO!!!!

THROUGH A SMOKY, FIRE-ENCASED WINDOW, Spider-Man swings out, cradling a web-encased parcel. Behind him, a tremendous fireball. He descends towards CAMERA.

VOICES

He's alive! He's got the kid! I
don't believe it!

The crowd applauds. Spider-Man drops into view, landing at the feet of the mother and her two boys. He still holds the parcel.

B99 CONTINUED:

B99

SPIDER-MAN

(extends baby)
Here's your baby.

MOTHER

(takes it)
Oh, God Bless you, Spider-Man. Bless
you, bless you.

SPIDER-MAN

(to the boys)
You children be good. Stop playing
with matches. Don't start something
you can't put out.

COP (O.S.)

Don't let him get away!

A COP bursts through the crowd, draws his gun, levels it on
Spider-Man.

COP (CONT'D)

Hold it right there. You're wanted in
connection--

OLD WOMAN (O.S.)

Hellllpppp!! Hellllpppp!!

Behind the COP, a YOUNG MAN raises a finger toward the
building.

YOUNG MAN

Look! There's somebody else!

The crowd turns, sees an OLD WOMAN barely visible through a
window dancing with fire.

The COP looks at Spider-Man, Spider-Man to the COP.

COP

I'll be here when you get back.

The COP lowers his revolver.... Spider-Man leaps away.

C99 EXT. NEARBY SMOKY ROOM DAY

C99

Spider-Man flips through a window, lands, scans the smoky
room, fire leaping about. He sees what appears to be an OLD
WOMAN, draped in a shawl, huddled in the corner.

SPIDER-MAN

Everything's going to be okay ma'am.

C99 CONTINUED:

C99

OLD WOMAN (V.O.)

Oh. Thank you sonny. You're my hero.

SUDDENLY WE HEAR:**The CACKLE!****GREEN GOBLIN (O.S.)**

What's wrong with lighting up now and then?

(another CACKLE)

The "OLD WOMAN" lets the shawl fall to the ground, turns.

SPIDER-MAN

(sees Goblin through licking flame)

Goblin!

GREEN GOBLIN

(moving closer)

I thought you might be in the neighborhood.

SPIDER-MAN

YOU? You started this fire.

GREEN GOBLIN

You know what they say: When you want to meet a hero, start a fire.

(then super serious)

What about my offer? Are you in, or are you out?

SPIDER-MAN

It's you who's out, Gobby.

(preparing to attack)

Out for good!!

GREEN GOBLIN

Your final answer?

SPIDER-MAN

My final answer.

GREEN GOBLIN

Imbecile! You've crawled your last wall!

He reaches to his belt, hurls a razor bat at Spider-Man who deflects it with his left arm. SNICK!

C99 CONTINUED: (2)

C99

SPIDER-MAN

(pain)
AHHH!

Spider-Man looks down at his arm. A deep gash oozes blood.

He shoots a "web ball," about the size of a softball, into The Goblin's face, sending him ass over elbows back into the wall.

The Goblin rises, determined, pissed, flicking gooey web from his face. When his eyes clear, Spider-Man is gone. A trail of blood leads out the window. The Goblin's body tenses, he howls with anger.

GREEN GOBLIN

I don't forgive and I don't forget.
You can consider my offer withdrawn!

99 INT. HARRY'S APARTMENT - DAY

99 *

A browning turkey is pulled out of the oven by a pot-holder.

Aunt May forks the turkey to test it. M.J., in her black dress and apron, helps. The signs of a full Thanksgiving meal are on the counter all around them, and the dining room table in Harry's apartment is set for five.

Harry is fastidiously checking the table, plumping pillows, straightening chairs. The doorbell RINGS.

HARRY

Okay... he's here.

Mary Jane comes out of the kitchen, takes off apron.

HARRY (cont'd)

You look great.

Harry opens the door. Norman Osborn stands in the hallway in a very nice suit, dabbing sweat off his forehead with a handkerchief. He carries a small, ribboned pastry box. Mary Jane comes out of the kitchen.

OSBORN

Sorry I'm late. Work was murder.
Here's a fruitcake. Who's this young lady?

HARRY

M.J., I'd like you to meet my father,
Norman Osborn. Dad, I'd like you to
meet Mary Jane Watson. M.J.

She flashes a radiant smile. Osborn steps closer, holding out a hand but also, unmistakably, narrowing his eyes. Studying her.

OSBORN

How do you do? I've been looking
forward to meeting you.

M.J.

(senses badness)

Happy Thanksgiving, sir.

AUNT MAY

(moves in)

Hello Norman. We're so pleased you're here. Where's Peter? He better have remembered the cranberry sauce.

99 CONTINUED:

99

Behind them, a red and blue costumed figure WHOOSHES past the living room window, unnoticed, and lands --

100 EXT APARTMENT BUILDING DAY

100 *

-- on the side of the apartment building. Spider-Man pivots and crawls down a few floors, to his window, opens it. *

101 OMIT

101 *

102 IN THE LIVING ROOM,

102

they hear the SMALL THUD, and all turn toward his room.

HARRY

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

AUNT MAY

Peter?

A103 INT. PETER'S BEDROOM

DAY

A103 *

Peter crawls across the ceiling and drops onto the floor in
his bedroom.

B103 IN THE LIVING ROOM,

B103 *

They hear a BIG THUD.

AUNT MAY

My goodness.

103 IN PETER'S BEDROOM,

103

He pulls off his mask and immediately tends to his injured,
bleeding arm. He whips around and looks at the door, wild-
eyed. He sees shapes moving through the frosted glass of his
bedroom door, hears Aunt May's voice calling to him.

He still has his mask off, holding a bundle of street clothes.

104 IN THE LIVING ROOM,

104

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

105 IN PETER'S BEDROOM,

105

-- nothing. The room is empty.

HARRY

Pete?

AUNT MAY

But there's nobody here...

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

105 CONTINUED:

105

We look up. Peter, maskless, clings to the ceiling not three feet over their heads. A big, fat drop of blood is oozing from the cuts on his arm, right over Osborn's head.

OSBORN

Bit of a slob, isn't he?

AUNT MAY

All brilliant men are.

Osborn smiles, loves that Aunt May, they turn to walk out --

105 CONTINUED: (2)

105

-- and the drop of blood falls. It hits the light-colored carpet, right where he was standing. Osborn, the last in the doorway, freezes, tilts his head at the sound. Good hearing, man. Human Performance Enhancers will do that for you.

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

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

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

There's nobody there.

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

106 FROM OUTSIDE THE WINDOW,

106

Osborn leans outside and looks in both directions. Camera pulls back to reveal Spider-Man clinging to the underside of the ledge.

Apparently satisfied, Osborn turns and goes back inside.

107 INT HARRY'S APARTMENT DAY

107

The front door to Harry's apartment opens again. Peter attempts a casual entrance, now dressed in street clothes and carrying a brown paper bag.

PETER

Hey everyone.

(kisses Aunt May)

Sorry I took so long, it's a jungle out there. I had to hit an old lady with a stick to get these cranberries.

AUNT MAY

Oh, Peter. Come on everyone, let's sit down and say a prayer.

They all move for the table. Norman reaches for the jellied cranberry log. Aunt May slaps his hand.

AUNT MAY (cont'd)

...and Norman...

(indicates turkey and carving knife)

...will you do the honors?

Norman picks up the knife. Aunt May reacts to blood on Peter's arm.

107 CONTINUED:

107

AUNT MAY (cont'd)
Peter, you're bleeding!

PETER

Yeah, I stepped off a curb and got
clipped by one of those bike
messengers.

AUNT MAY

Let me see.

She pushes his sleeves up, exposing the X-shaped slashes in
his forearm.

AUNT MAY (cont'd)
What in the name of heavenly glory?!

Norman Osborn's eyes widen. He *recognizes* those slashes!

AUNT MAY (cont'd)
You've got to be more careful out
there! This city has a lunatic on
every corner.

We move in on Norman, holding the carving knife, his eyes
focusing in like laser beams, staring at the distinctive cuts
on Peter's arms.

AUNT MAY (cont'd)
Everyone sit down, I'll go and get the
First Aid kit. And then we'll say
grace. This is the boys' first
Thanksgiving in this apartment and
we're going to do things properly.

OSBORN

(to Peter)
How did you say that happened?

PETER

... Bike messenger.

As Peter turns to Norman, his breathing sharpens, his eyes
widen and fill with fear, suddenly and inexplicably

HIS SPIDER-SENSE

kicks in like crazy. Everybody around him slows to a crawl,
and his P.O.V. pivots around the room, rapidly scanning every
nook and cranny for the source of the danger that must surely
be nearby. He flips from frozen face to frozen face -- Aunt
May, M.J., Norman, Harry -- all friends, right?

107 CONTINUED: (2)

107

BACK IN THE APARTMENT,

Peter pops out of his Spider-Sense, confused, drops of sweat on his forehead, to find Osborn still staring at him.

PETER (CONT'D)
(finishing)
... knocked me down.

OSBORN
You'll have to excuse me, I'm afraid
I've got to go.

HARRY
What? Why?

OSBORN
Something... has come to my attention.

HARRY
Are you all right?

OSBORN
Fine, I'm fine. Thank you. Mrs.
Parker. Everyone.

AUNT MAY
What happened?

He strides out of the apartment, throwing one last look back at Peter Parker.

HARRY
Dad!

108 IN THE HALLWAY,

108

Osborn leans against the wall in the hallway, eyes darting, thinking a mile a minute. Harry comes out behind him, leaving the door ajar.

HARRY
What are you doing? I planned this whole thing so you could meet M.J. and you barely even looked at her!

OSBORN
I've got to go.

He turns, starts down the hall. Harry grabs him by the arm, turns him around.

108 CONTINUED:

108

HARRY

Hey, I like this girl, this is
important to me!

OSBORN

Harry, please. Look at her. You
think a woman like that's sniffing
around because she likes your
personality?

HARRY

What are you saying, Dad?

OSBORN

Your mother was beautiful, too.
They're all beautiful, till they're
snarling after your trust fund like
ravelling wolves.

HARRY

Dad... This girl's not...

OSBORN

(interrupts him)
A word to the not-so-wise about your
little girlfriend. Do what you need
to with her and broom her fast.

Osborn leaves.

HARRY

What?

109 IN THE APARTMENT,

109

M.J. stands on this side of the door. Listening. Everyone
else is in the living room or kitchen. They can all hear.

M.J. turns away and grabs her coat. Harry comes back in.
M.J. storms past him.

HARRY

Where are you going?

M.J.

Thanks for sticking up for me, Harry.

HARRY

You heard?

M.J.

Everyone could hear that creep.

109 CONTINUED:

109

HARRY

(suddenly angry)

That "creep" is my *father!* *Alright?!*
If I'm lucky, I've got the brains and
the guts to become *half* of what he is,
so you keep your goddamn mouth shut
about things you don't understand.

109 CONTINUED: (2)

109

AUNT MAY
Harry Osborn!

M.J.
You're acting like somebody's father --
mine!
(as she goes)
I'm sorry, Aunt May.

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

PETER
Harry, go after her!

HARRY
I don't think so.

PETER
Harry, come on!

HARRY
No. I can't.
(to Aunt May)
Welcome to an Osborn Thanksgiving.

He storms into his bedroom and SLAMS the door.

PETER
Sorry, Aunt May. It looked great.

He jumps up, gives her a kiss, and hurries out of the apartment. Aunt May, shocked at all the discord, sits at the table alone.

AUNT MAY
We didn't even get to say grace.

110 EXT STREET DAY

110 *

Peter hurries out of the building. Looks for M.J., sees her sitting on a nearby step. She's crying. The chauffeur-driven Bentley drives past. M.J. gives it the finger.

Peter stands by her. She looks up at him, mascara dripping. She needs a hanky. He has one. Holds it out to her.

PETER
Take it.

She hesitates, takes it.

110 CONTINUED:

110

PETER (cont'd)

Keep it, it's yours. Got a million of
'em. Aunt May, a dozen every
Christmas.

110 CONTINUED:

110

She laughs through her tears. She blows her nose. "Honnnk." She laughs harder. Then starts to cry harder. He sits next to her.

PETER (cont'd)
That's okay. Good cry.

M.J.

I'm sorry I acted like that, but I couldn't stay there. Being treated that way brings back bad stuff. I hate being thought of as if I'm not worth anything.

PETER
I understand.

M.J.
I know you do. Your poor Aunt May.
But I can't go back in there.

PETER
She'll be okay. She's tough. I've never seen Mr. Osborn act like that. I've never seen either of them act like that.

(a beat)
But I know Harry really loves you.

M.J.
Sometimes I wonder why I ever went out with him in the first place. I guess because he asked me. Dumb, black dress.

PETER
However, you do look extremely beautiful in it.

She looks at him, smiles at him.

M.J.
Thank you. You look very handsome yourself tonight.

An opportunity. He could kiss her now, but he doesn't make a move. He's more in love than ever. She puts her arm around his shoulder. Looks off. No move.

CAMERA angles up to SEE HARRY at the window looking down.

111-113 OMIT

111-113

114 EXT OSBORN'S APARTMENT NIGHT

114 *

Norman Osborn's apartment building. Nighttime, drifting toward it. We hear a VOICE from inside. The Goblin.

GREEN GOBLIN (O.S.)
This changes everything...

115 INT OSBORN STUDY NIGHT

115 *

We see Osborn, huddled on the floor, cowering in a pool of light at the end of the hall. He's got something in his hand.

GREEN GOBLIN (O.S.)
*Spider-Man is all but invincible...
 but Parker... Parker is flesh and
 blood... We can destroy him...*

OSBORN
*I can't! I've been like a father to
 that boy. He the good son.*

GREEN GOBLIN (O.S.)
*Which is exactly what he wanted! He
 came to you, the greedy, open-mouthed,
 scheming little orphan...*

OSBORN
He did...

GREEN GOBLIN
*Plucked your heartstrings like a
 master... Connived his way into your
 heart, leaving no room for Harry, your
 TRUE son and heir...*

Closer to him now, we see what he's got in his hand. It's the mask he has worn as the Green Goblin. He's clutching it in two hands, talking to it.

OSBORN
It's true... oh God...

GREEN GOBLIN (O.S.)
*And now, after everything you've done
 for Peter Parker, after everything
 you've taught him, THIS is how he
 repays you?!*

OSBORN
*What have I done to Harry? What have
 I done to my own son?*

115 CONTINUED:

115

GREEN GOBLIN (O.S.)
*Betrayal must not be countenanced....
 Parker must be... educated.*

OSBORN
 What do I do?

GREEN GOBLIN (O.S.)
*Instruct him in the matters of loss
 and pain... Make him suffer, make him
 wish he were dead...*

OSBORN
 Yes!

GREEN GOBLIN (O.S.)
And then grant his wish.

OSBORN
 But how?

GREEN GOBLIN (O.S.)
*The cunning warrior attacks neither
 body nor mind...*

We drift down, to the mask, which doesn't speak, of course, that's all in Norman's head. But we continue to hear his thoughts as we drift into its ghastly yellow eyes --

OSBORN
 TELL ME HOW!

GREEN GOBLIN (O.S.)
*The heart, Osborn... first we attack
 his heart.*

-- and the screen turns yellow.

A116 EXT. PARKER HOUSE NIGHT

A116 *

The Parker house sits silent.

116 INT AUNT MAY'S BEDROOM NIGHT

116 *

Aunt May is getting ready for bed dressed in flannel pajamas. She moves to a photograph of Uncle Ben on the bedside table, touches it affectionately. Aunt May kneels by the bed. Her knees CREAK, it's painful for her. She rests her elbows on her bed, which is turned down for the night, folds her hands, and closes her eyes in prayer.

116 CONTINUED:

116

AUNT MAY

Our Father, who art in heaven,
 hallowed be thy name. Thy kingdom
 come, thy will be done, on earth as it
 is in heaven. Give us this day our
 daily bread, and forgive us our
 trespasses as we forgive those who
 trespass against us. Lead us not into
 temptation, but...

Suddenly the wall behind her EXPLODES, SHATTERED glass flying
 in all directions.

Aunt May spins around, horrified, and falls to the floor. The
 Goblin hovers over her and the room slowly fills with green
 vapor and the horrible BUZZ of the Glider's turbine engine.

AUNT MAY (cont'd)

... but... but... but...

Aunt May pales as she stares into the Goblin's inhuman eyes.

GREEN GOBLIN

FINISH IT! FINISH IT!

Her hands clutch her chest, she GASPS:

AUNT MAY

... DELIVER US FROM EVIL!!

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

GREEN GOBLIN

AMEN, SISTER!

117 EXT PARKER HOUSE NIGHT

117

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

118 INT HOSPITAL CORRIDOR NIGHT

118

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

119 INT HOSPITAL ROOM NIGHT

119

-- Aunt May, in a hospital bed, hooked up to a variety of
 urgently BEEPING machines. DOCTORS and NURSES swarm around
 her, treating her. Peter rushes forward, to her bedside.

PETER

Aunt May!

119 CONTINUED:

119

She looks up at him, still conscious, but barely so.

PETER (cont'd)

What happened?! Is she going to be
okay?!

NURSE

Sir, please! Let the doctors work!

The nurse leads Peter to the door. The doors start to close
when Peter hears --

AUNT MAY

Those eyes... those horrible yellow
eyes!

A Doctor hurriedly puts an oxygen mask over Aunt May's face.
The door shuts in Peter's face.

120 OMIT

120

A121 INT HOSPITAL CORRIDOR NIGHT

A121

Peter's own eyes widen as he realizes who she means.

PETER

The Goblin. He knows... oh God, he
knows who I am...

121 INT HOSPITAL ROOM NIGHT

121

The middle of the night. Peter sits a lonely vigil in Aunt
May's hospital room. He's brought a picture for her bedside,
a framed shot of May, Ben, and himself.

He looks at the picture, at Uncle Ben. Gone. Back at Aunt
May. Nearly killed, because of me. He leans down, kisses her
forehead as he blinks back tears.

PETER

I'm sorry.

A122 INT. HOSPITAL HALLWAY - DAY

A122 *

M.J. carries a bouquet of flowers, checks room numbers as she passes. She comes across Aunt May's room, peeks in.

Peter sits in a chair next to Aunt May's bed, his head in his hands. Open text books and fast food sacks lie scattered about. Aunt May is asleep. If it wasn't for the surroundings and the circumstances, it would be a beautiful sight.

M.J. takes this in, moved.

122 INT HOSPITAL ROOM DAY

122 *

FAVOR PETER. There's a soft TAPPING from the door behind him. He turns. It's M.J. He lights up.

M.J.
Can I come in?

Peter nods. M.J. looks at Aunt May. She comes to Peter, still holding the flowers, puts her arms around his neck, gives him a hug. He closes his eyes, almost can't bear it.

M.J. (cont'd)
(with arms around him)
I'm so sorry. I just heard about it.

She turns to the bed, moves closer to Aunt May. She lays the flowers on the bedside table, gently touches Aunt May's forehead.

M.J. (cont'd)
Will she be okay?

PETER
We think so. She finally woke up this morning. For a while. Thanks for coming.

M.J.
Who would do this to your Aunt May?
Why would anyone want to hurt her?

Peter doesn't answer.

M.J. (CONT'D)
I'm sorry, Peter, I know you've asked yourself these questions.

PETER
It's okay, how about you? Are you alright about the other night?

122 CONTINUED:

122

M.J.

I'm sorry about that. Makes things
worse for everybody.

PETER

You were fine. Have you talked to
Harry?

M.J.

He called me. I haven't called him
back.

She turns away from Peter, looks at sleeping Aunt May. She
takes the time to tuck in her bed sheet.

M.J. (cont'd)

(without facing Peter)

The fact is, I'm in love with somebody
else.

PETER

You are?

M.J.

At least I think I am.

(turns to Peter)

This isn't the time to talk about
this.

122 CONTINUED: (2)

122

PETER

No, go on. Would I know his name?
This guy.

M.J.

You'll think I'm a stupid little girl
with a crush.

PETER

Trust me.

M.J.

I'm like head over heals, it's
whacked...

PETER

Who is he?

M.J.

It's funny. He saved my life twice,
and I've never seen his face.

PETER

(pleased)

Oh. Him.

M.J.

You're laughing at me.

PETER

No, I understand, he is extremely
cool.

M.J.

But do you think it's true, the
terrible things they say about him?

PETER

No way. That isn't Spider-Man, not a
chance in the world. I know him a
little bit. I'm sort of his
unofficial photographer.

122 CONTINUED: (3)

122

M.J.

How do you always manage to find him?

PETER

Wrong place, right time, I guess.

M.J.

You ever talk to him?

PETER

Sometimes.

M.J.

Does he ever talk about me?

PETER

Uh...yeah...once. Once he asked what I thought of you.

M.J.

What did you say?

PETER

(searching for the words)
I said... I said, Spider-Man, I said the great thing about M.J. is when... when you look in her eyes and she's looking back in yours and smiling, well, everything feels...not quite normal because you feel...stronger. And weaker at the same time and you feel excited and at the same time terrified. The truth is, Spidey, I call him Spidey sometimes, the truth is you don't know what you feel, except you know the kind of man you want to be and what it is, is, it's as if when you're with her, it's as if you've reached...the unreachable...and you weren't ready for it.

And he looks up, because these inner thoughts were said out loud, and M.J. is staring at him, tears welling in her eyes.

M.J.

You said that?

PETER

Uh...umm...ssssomething like that.

Aunt May opens her eyes...looks at them, unbeknownst to them.

122 CONTINUED: (4)

122

Peter is embarrassed, he's said too much. To his surprise, M.J. reaches out and takes his hand. Which, of course, is exactly when --

-- Harry Osborn comes in the door, carrying a bouquet of flowers. His eyes go immediately to M.J. and Peter, standing so close, holding hands, looking at each other in That Way.

HARRY

Hello.

And they confirm it all by hastily withdrawing their hands. Harry's face hardens.

123 EXT OSBORN'S BUILDING NIGHT 123

That night. We drift toward the rooftop colonnades of Norman Osborn's spooky apartment building.

124 INT FIRST FLOOR NIGHT 124

Harry comes in the front door.

HARRY

Dad?

No answer. But light spills from the staircase that leads up.

125 INT UPSTAIRS HALL NIGHT 125

Harry stands at the bottom of the stairs, he can faintly hear voices, ANGRY MURMURING. But he can't make out the words.

HARRY

Dad? Is that you?

The voices abruptly stop. A moment later, his father appears at the top of the stairs. They talk, from this great distance. Osborn is just a dark shadow.

OSBORN

What is it?

HARRY

You were right about M.J. You were right about everything. She's in love with Peter.

OSBORN

(pause)

Parker?

Osborn begins to move down the stairs toward Harry.

HARRY

Yeah.

OSBORN

And... how does he feel about her?

HARRY

Are you kidding? He's loved her since the fourth grade. He just acts like he doesn't. But there's nobody Peter cares more about.

Osborn's eyes light up at this information.

125 CONTINUED:

125

OSBORN

I'm sorry...

(pause)

I haven't always been there for you,
have I?

HARRY

Well... you're busy... you're an
important man, I understand that.

OSBORN

It's no excuse. I'm proud of you.
And I lost sight of that somewhere.
But I'm going to make it up to you.
I'm going to rectify certain...
inequities.

He comes into the light, slips an arm around his son. Hugs him. It'd be nice, if it weren't so creepy.

OSBORN (cont'd)

I love you son.

126 INT HOSPITAL ROOM NIGHT

126

FAVOR PETER, his eyes closed, homework on his lap. Then, as if from a horrible dream, he opens his eyes, startled, looks around, trying to come awake.

WIDER SHOT

Aunt May, in her bed, looking at him. (M.J.'s flowers, now in a vase on the bedside table.)

AUNT MAY

Peter. Pete?

PETER

(suddenly aware, sees her)

Huh?

(he stands quickly, his
homework falls to the floor)You're awake. That's good. Good.
You okay?

AUNT MAY

I'm okay, but I think you should go
home and get some sleep. You look
awful.

126 CONTINUED:

126

PETER

And you look beautiful.

(a beat)

I don't like to leave you.

AUNT MAY

I'm safe here.

PETER

I should have been there. Maybe I could've done something.

AUNT MAY

Done something?

She gives a light-hearted chuckle.

AUNT MAY (CONT'D)

You do too much. College, a job, all this time with me -- you're not Superman, you know.

(Peter can't help but find that funny)

A smile, finally.

(MORE)

126 CONTINUED: (2)

126

AUNT MAY (CONT'D)

Haven't seen one of those on your face
since Mary Jane was here

PETER

Hey, you were supposed to be asleep.
What did you hear?

AUNT MAY

(an enigmatic smile)
You know, you were about six years old
when M.J.'s family moved in next door.
And when she got out of the car and
you saw her for the first time, you
grabbed me and said "Aunt May, Aunt
May! Is that an angel?"

PETER

Gee, Aunt May, did I say that?

AUNT MAY

You sure did, Peter.

PETER

Harry's in love with her. She's still
his girl.

AUNT MAY

Isn't that up to her?

PETER

She doesn't really know me.

AUNT MAY

Because you won't let her. You're so
mysterious all the time. Tell me,
would it be so dangerous to let Mary
Jane know how much you care? Everyone
else knows.

Peter considers this for a beat, the full meaning coming to
him. A concerned look spreads across his face.

PETER

I'll be right back.

Peter rises, races out of the room--

A127 INT HOSPITAL CORRIDOR NIGHT

A127

-- and snatches up a pay phone in the corridor of the
hospital. He puts a quarter in, dials, waits while it rings.

A127 CONTINUED:

A127

PETER

Come on, pick up.

M.J.'s answering machine picks up, her recorded voice:

M.J. (O.S.)

Hi it's me, sing your song at the
beep.

PETER

M.J., it's Peter, you there? Hello?
Alright, well, I'm calling to check up
on you, so call me when you get
in... Uh... don't go up any dark alleys.

There is a CLICK as the phone picks up at the other end.

PETER (cont'd)

Hello?

No answer. Then, a sound. No... a CACKLE.

Peter's face pales.

The CACKLE grows louder. Finally, the Goblin's VOICE:

GREEN GOBLIN (O.S.)

Can Spider-Man come out to play?

PETER

Where is she?

We move in on Peter's face as he hears the most terrifying
words of his life.

GREEN GOBLIN

Be of love, a little more careful,
Spider-Man.

127-132 OMIT

127-152

A133 EXT DARK PLACE NIGHT

A133

M.J. opens her eyes, regaining consciousness.

A133 CONTINUED:

A133

She pulls herself to her feet, disoriented, holding her head in pain. She takes a step backward but stops, suddenly, windmilling her arms for balance. Looking down, she sees --

-- the roadway of a bridge, hundreds of feet below her!

She GASPS, takes a step back, horrified as she figures out where she is. Camera leaps back to reveal that she stands --

-- ATOP THE WESTERN TOWER OF THE QUEENSBORO BRIDGE!

133 EXT NEARBY BUILDING NIGHT

133 *

Spider-Man lands on the side of a building. He sees the Goblin Glider soaring past, toward the top of the west tower of the Queensboro Bridge, where M.J. is still stranded.

134 EXT. QUEENSBORO BRIDGE NIGHT

134 *

M.J. hears a WHINING sound and turns, just in time to duck as The Goblin zooms overhead. She watches as he rockets toward the Roosevelt Island Tram Station.

135 INT. TRAM NIGHT

135 *

A red tram with ten EIGHT YEAR OLDS wearing New York Rangers paraphernalia watch in awe as The Goblin zips by. They rush to the windows, as do the THREE DADS who are chaperoning them, for a better view.

136 EXT ROOSEVELT ISLAND TRAM STATION NIGHT

136 *

The Goblin CACKLES with glee as he races toward the tram station. A rocket launcher emerges from the glider. WHOOSH! The rocket launches, headed toward the station.

The Goblin peels off just as the rocket barrels into the tram station, obliterating it in a massive ball of flame and smoke.

137 EXT. QUEENSBORO BRIDGE NIGHT

137 *

M.J. lit from the fireball, takes in the carnage.

138 EXT. NEARBY ROOFTOP NIGHT

138 *

Spider-Man watches as flame and smoke bellow out of what remains of the tram station. He leaps off the building toward the bridge.

139 EXT QUEENSBORO BRIDGE NIGHT 139 *

M.J. watches in horror as huge chunks of debris from the tram station rain down on the roadway below her. *

140 EXT. QUEENSBORO BRIDGE ROADWAY NIGHT 140 *

Cars come to a screeching halt, others crash into one another, as flaming chunks of the tram station plummet from the sky. *

141 EXT. QUEENSBORO BRIDGE NIGHT 141 *

Spider-Man zips toward the bridge, sliding across a web he has shot. *

142 EXT. 2ND AVENUE TRAM STATION NIGHT 142 *

From inside of what remains of the tram station, a cable SNAPS, WHIPS LIKE A SNAKE, rockets past camera. *

143 INT. TRAM NIGHT 143 *

The EIGHT YEAR OLDS and the THREE DADS, suspended several hundred feet above the river, watch as the snaking cable whips toward them. The tram suddenly drops. *

144 EXT. TRAM NIGHT 144 *

SCREAMS are heard as the tram plummets toward the water below. *

The Goblin rockets into frame, grabs the dancing cable and zooms away, halting the trams' descent. *

145 EXT. QUEENSBORO BRIDGE NIGHT 145 *

Spider-Man drops onto the vertical high-tension wires that hold the bridge aloft, takes a giant leap and lands on the bridge. *

GREEN GOBLIN
Spider-Man!

Spider-Man looks up, sees--

--The Goblin, standing at the edge of the bridge tower, clutching M.J. in one hand, the cable holding aloft the tram full of kids in the other. *

GREEN GOBLIN (CONT'D)
This is why only fools are heroes!

Spider-Man freezes. *

145 CONTINUED:

145

GREEN GOBLIN (cont'd)
Because you never know when some lunatic will come along with a sadistic choice...

He shoves M.J. further out, so her toes are actually over the edge. She looks down, almost loses her balance. Cars race over the bridge platform, two hundred feet down.

GREEN GOBLIN (cont'd)
Let die the woman you love...

The Goblin loosens his grip on the cable, lets it slip through his hands causing the tram to drop, a sickening dip. The children SCREAM.

ATOP THE BRIDGE

The Goblin watches with glee, tightens his grip on the cable.

GREEN GOBLIN (cont'd)
... or suffer the little children.

Spider-Man watches as the tram sways horribly, sees the pleading faces of the Children and their Fathers as they POUND on the glass, begging for help.

He looks back up, sees J.J. teetering over the edge, the Goblin's hand in her back.

GREEN GOBLIN (cont'd)
Make your choice, Spider-Man, and see
how a hero is rewarded!

Spider-Man is momentarily paralyzed, torn in half.

The tram quivers.

M.J. teeters.

GREEN GOBLIN (CONT'D)
This is *your* doing! You caused this!
This is the life you have chosen!

Spider-Man looks, left, right, left, right, agonizes over his choice.

GREEN GOBLIN (CONT'D)

The Green Goblin lets go of M.J. and the cable at the same time, sending them to their deaths below.

145 CONTINUED: (2)

145

Spider-Man watches as the tram falls before him, M.J. behind him. He looks back and forth, turns, sprints along the bridge toward M.J. and leaps--

--grabbing M.J. in mid-air. He shoots a web to the undercarriage of the bridge, swings underneath with M.J.

SPIDER-MAN

Hold on!

He releases his web, grabs the cable to the tram dancing before him. The weight of the tram yanks Spider-Man and M.J. down, out of frame.

IN MID-AIR

Spider-Man, the cable in one hand, M.J. on his back, falls with the tram to the water below.

Spider-Man uses his free hand to shoot out a web toward the underside of the bridge. The web sticks.

146 INT. TRAM - NIGHT

146

The tram comes to a halt, bounces up and down. KIDS, DADS and equipment tumble about.

147 EXT. BRIDGE ROADWAY - NIGHT

147

A crowd has formed atop the bridge. Some cheer at Spider-Man's heroics.

148 EXT. QUEENSBORO BRIDGE NIGHT

148

Spider-Man's body is stretched to the limit with one hand holding on to the cable, the other the web.

149 OMIT

149 *

149 CONTINUED:

149

150 EXT. QUEENSBORO BRIDGE NIGHT

150

Spider-Man looks at M.J.

SPIDER-MAN

Climb down.

M.J. turns, looks at him, confused.

SPIDER-MAN (cont'd)

The cable to the tram, climb down.

M.J.

(voice quivering)

I can't.

SPIDER-MAN

M.J., just do it.

M.J.

I'm scared.

SPIDER-MAN

Trust me.

M.J. looks him in the eyes, down to the water below, then back to his eyes.

SPIDER-MAN (cont'd)

Trust me.

She climbs down his body, then the cable.

Spider-Man watches M.J. descend the cable. He hears a WHINE from behind and turns to see just as--

--The Goblin hauls off and cold cocks him in the jaw, zooms away.

The force of the blow causes Spider-Man to sway back and forth as he struggles to remain conscious.

ON THE CABLE

M.J. barely manages to hang on as she is thrown side to side.

151 INT. TRAM NIGHT

151

The tram dips again, causing bodies to go flying.

152 EXT. QUEENSBOR BRIDGE - NIGHT

152 *

The Goblin swings around for another assault. He CACKLES as he extends his arm, exposing the razor sharp blades which adorn it. Spider-Man watches, helpless as The Goblin delivers a crushing blow to his stomach. Pieces of flesh and Spidey suit go flying. He loses his grip on the cable.

WIDE SHOT OF TRAM & M.J. PLUNGING TOWARD THE WATER BELOW *

Spider-Man dangles from the web grasping for the cable snaking past him. As the last of the cable whizzes by he lunges for it, catches it. Spider-Man SCREAMS out in agony, blood gushing from his hand.

The cable goes taunt causing M.J. to lose her grip. She falls, landing on the tram below. She raises her head and sees Spider-Man, head to the side, out of energy, holding on to cable and web. She hears the glider's engine and sees The Goblin circling in for a final blow--

--but he stops. Looks at Spider-Man before him, his body stretched to the limit, looking like a rag doll with his head to the side. He almost looks as if he feels sorry for Spider-Man. His hovering engine emits a light HUM.

Spider-Man raises his head, looks at the Goblin.

Sorry for? Naah! The Goblin gives an evil grin and the glider races toward Spider-Man full throttle.

Spider-Man braces for the blow. The Goblin zeros in on his prey, cocks back a fist--

--but a huge chunk of asphalt clocks him in the side of the head, sending him spiraling out of control, past Spider-Man.

The Goblin regains control, looks around. Where the hell'd that come from? He raises his head just as he is pelted with more asphalt, bottles, shoes, etc.

We PULL BACK to reveal a bridge full of New Yorkers hurling anything and everything they can get their hands on.

GREEN GOBLIN
(covering his face)
AHHHHHHHHHHHHHHH!

He zooms out of sight to avoid the raining debris.

153 EXT. BRIDGE - NIGHT

153

Spider-Man looks down, sees a massive mound of rock that spreads from the support piling. He eyes the cheering crowd and with newfound strength starts to lower the tram to the piling.

154 OMIT

154 *

155 EXT. SUPPORT PILING - NIGHT

155 *

The tram touches down gently on the rocks. M.J. stands, looks up. We push in on her face looking adoringly at Spider-Man.

156 EXT. BRIDGE - NIGHT

156

Suddenly, a line wraps around Spider-Man's waist.

The Goblin zooms by, holding the rope. It goes taunt and yanks Spider-Man out of frame.

Spider-Man thrashes about as he spins out of control behind the glider.

157 EXT. SUPPORT PILING - NIGHT

157 *

M.J. reacts in horror as she sees Spider-Man being dragged away.

158 EXT. APPROACHING ROOSEVELT ISLAND - NIGHT

158

The Goblin turns around and CACKLES, getting a kick out of watching Spider-Man struggle.

He's seen enough, holds out his arm, once again exposing the blades on it, and SNICKS through the rope. Spider-Man goes crashing into the abandoned hulking ruin of a condemned small pox hospital on Roosevelt Island below.

158 CONTINUED:

158

159-164 OMIT

159-164 *

165 INT. HULKING RUIN - NIGHT

165 *

From below, we watch as Spider-Man crashes through the termite-infested boards of the third floor. As he falls he shoots a web to a support beam, swings down and smashes through a wall of crumbling brick and rotten wood, knocking him out and ripping off the majority of his mask.

166 INT. HULKING RUIN - NIGHT - LATER

166 *

Spider-Man comes to. Can't quite make out where he is. Light streams in from the massive holes of the condemned structure. Dust dances about, making it difficult to see.

He looks up, hears the WHOOSHING of the Goblin's Glider circling about. He gets to his feet, staggers and falls down. Pulls himself back up. He looks at himself, covered in blood, costume in shreds.

He hears a strange blood curdling scrapping noise. He looks around, spots the lone unbroken window in the structure covered by a wooden shutter.

He approaches the window, still punch-drunk and flings back the shutter. A horde of razor bats press against the window, flapping their wings against the glass. Suddenly they burst through, sending shards of glass raining down on Spider-Man. They encircle him, dive, SLICE and SLASH at the few parts of his body that remain unbloodied. He screams out, tries to swat at them but that only leaves massive gashes in his hands.

Spider-Man looks across at the wall on the far end of the room and races toward it. The swarm of razor bats follow.

He runs full speed at the wall, jumps, plants his feet on the wall and does a back flip. The razor bats fly under him, crash into the wall, crumple to the ground.

Spider-Man looks at the heap of razor bats on the ground. A cocky smile creeps across his face.

SPIDER-MAN
You ain't so bad.

His happiness soon fades as more bats come after him. He flips and tumbles around the structure to elude them, but is quickly overtaken as they revert to ripping him to shreds. He falls to the ground.

GREEN GOBLIN (O.S.)

Enough!

20

166 CONTINUED:

166

The razor bats fail to heed their master's call, continue slicing and dicing.

GREEN GOBLIN (O.S.) (CONT'D)
I SAID, ENOUGH!

The razor bats stop their destruction, meekly fly away.

Spider-Man rolls over in a daze, an outline of blood marking his previous spot. He looks up at The Goblin hovering over him, tries to stand. His legs turn to jelly and he crashes to the ground. The Goblin laughs, reaches down onto his glider and pulls out a rod. He presses a button and three blades pop out giving the weapon a pitchfork/spear appearance.

GREEN GOBLIN (CONT'D)

Ahhh, misery, misery, misery. Again and again I've tried to make my case, but you won't oblige. Had you not been so determined, your sweetheart's death would have been quick and painless, but now, now that you've really pissed me off, I'll see to it that it's slow and... painful.

(moving in for the kill)

...just...like...yours.

The Goblin rears back with the spear, brings it down on Spider-Man's chest. At the last moment Spider-Man catches it, looks at The Goblin, his strength returning. He yanks the spear from The Goblin, SMASHES it against his head so hard it sends The Goblin flying back ten feet crashing to the ground.

Spider-Man rises, pissed, full of adrenaline, fury. He breaks the pitchfork over his knee, tosses the parts to the side. He grabs The Goblin by the chest, pulls him up from the ground, throws a haymaker to The Goblin's jaw.

The Goblin goes flying through a nearby wall. The Goblin rises, manages to advance. SMACK! Spider-Man delivers another devastating blow. The Goblin crumples against a nearby stone wall.

GREEN GOBLIN (CONT'D)

Please...

Spider-Man picks him up yet again, his rage is barely controlled. He pulls his fist back for another blow, and knowing this one will put him down for the count, Goblin, to save himself, pulls off his mask to reveal Norman Osborn.

166 CONTINUED: (3)

166

GREEN GOBLIN (CONT'D)

Peter...

Spider-Man, his fist still in the air, ready to deliver the final blow, stares in the face of his best friend's father.

Shock. Disbelief. He rips off pieces of his own mask to make sure he's seeing right. He is. He lets go of Osborn who slumps to the floor, looking up at Peter, pathetically.

OSBORN

(small voice)

Peter...thank God for you.

Peter, his hands covered in blood, trembles, still with rage, shaken by the violence he feels inside.

PETER

Can't be...you're a monster.

OSBORN

Please, Peter, don't let it take me back. I need your help. I'm not a monster.

PETER

You killed those people on the balcony, you could have killed your son.

OSBORN

"IT" killed. The Goblin killed. I had nothing to do with it. Please, don't let it have me again. Protect me, I beg you. Talk to me about this--

Surreptitiously, Osborn brings his right hand around in front of him, unseen by Peter. On his wrist, the TOUCH PAD CONTROLS of the Goblin Glider flash patiently.

PETER

You tried to kill Aunt May. You wanted to kill Mary Jane.

OSBORN

But not you, I would never hurt you.

Osborn presses the RED BUTTON on the pad. Peter doesn't see. Behind Peter, the Glider rises up into the air without a sound. Osborn keeps talking, to keep him distracted.

166 CONTINUED: (4)

166

OSBORN (cont'd)

I knew from the beginning if anything happened to me, you were the one I could count on, you Peter Parker, would save me, and so you have. Thank God for you.

During this, Osborn pushes himself to his feet. With his back against the wall, holds out a hand in pathetic supplication.

OSBORN (cont'd)

Give me your hand. Believe in me as I believed in you. I was like a father to you. Be a son to me now.

PETER

I have a father. His name was Ben Parker.

Suddenly a look crosses Peter's face. Osborn begins to cackle. It grows louder, crazier, totally, happily insane.

HIS SPIDER-SENSE KICKS IN

OSBORN

God's speed, Spider-Man.

Spider-Man's perception leaps outside his body and whips around, giving him a look behind him, just as --

-- the Goblin Glider's SPEAR rotates into position on the front of the moving Glider, in ultra-slow motion, just a few feet behind Peter, headed straight for his back!

In sudden real time, Peter hurls himself to the side, twisting and bending in a near-impossible contortion --

-- the Glider's turbine SCREAMS as it whistles just past him --

-- terror creases Osborn's face --

-- and his own Glider rockets right through him.

Norman Osborn slumps over, impaled by his own contraption, pinned to the wall. Peter rushes forward, but it's too late.

So dies Spider-Man's first, and most heinous, archfoe.

In the distance, Peter hears SIRENS, headed for the hulking ruin. He looks back at the body of Norman Osborn. Steps forward. He cradles him in his arms, lifts him --

167 OMIT

167

19

A168 INT OSBORN'S APARTMENT NIGHT

A168

-- and sets the body down again, this time on the floor of Osborn's apartment, beside wide-open French doors, curtains wafting in the breeze. Osborn's body is dressed again, no trace of the incriminating Green Goblin costume. Blood soaks through Osborn's shirt, he looks like the victim of a murder.

Spider-Man takes a few steps away, toward the open French doors, then hears a nearly-silent GASP from the door to the apartment. He whirls around.

Harry Osborn stands in the doorway, looking from his dead father to Spider-Man, aghast.

HARRY

You...

Spider-Man raises his hands to protest his innocence. He takes a step forward -- but Harry takes a step back in fear.

SPIDER-MAN

No...

HARRY

MURDERER!

Harry lunges toward a table nearby, opens the top drawer, grabs a gun and turns.

But Spider-Man is gone. The curtains blow in the wind.

168 EXT CEMETERY DAY

168

Track a line of expensive cars parked along the narrow winding road. In BG, a fresh grave, a few people from the service, including Pentagon generals, are dispersing. Aunt May and M.J. stand talking.

Harry and Peter walk toward the Osborn Bentley. Silent. Then.

PETER

I'm so sorry, Harry. I know what it's like to lose a father.

HARRY

I didn't lose him, he was stolen from me. And one day Spider-Man will pay.

(into Peter's eyes)

I swear on my father's grave, Spider-Man will pay.

168 CONTINUED:

168

They reach the Bentley. Norman's chauffeur opens the door for Harry and moves off.

HARRY (cont'd)

Look... about M.J. I was just trying to please my dad. I thought he'd be impressed, me, with such a beautiful woman. I know she was never right for me. I wanted to make him proud, that's all. Now I'll never be able to. Thank God for you my friend. You're all the family I have left.

Harry gives Peter a hug, then gets in the car. Closes the door. The Bentley drives off.

Peter turns and looks toward M.J. and Aunt May on the hill by Norman's gravesite. As he turns, M.J. locks eyes with Peter. Smiles at him.

VERY CLOSE ON PETER - V.O. -- THE VOICE FROM THE OPENING SCENE

PETER (V.O.)

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

EXT. CEMETERY - ANOTHER HILLTOP - DAY

Peter is walking towards another tombstone.

VERY CLOSE SHOT - M.J.

Her bright smile. It fills and lights up the screen.

M.J.

(looking past camera - shouts)
HEY!

NEW SHOT - PETER

He turns. PULL BACK to show we are at Uncle Ben's gravesite. M.J. enters frame.

M.J. (cont'd)
Your aunt thought I'd find you here.

PETER

(to "Ben")
M.J.'s here, Uncle Ben.

FAVOR THE TOMBSTONE - It reads:

168 CONTINUED: (2)

168

**BEN PARKER
BELOVED HUSBAND AND UNCLE**

M.J. moves closer to Peter.

M.J.
You must miss him so much.

PETER
He was a beautiful guy.

A pause. They begin to walk, heading up a small knoll. The skyline of New York in the background. M.J. stops.

M.J.
There's something I've been wanting to tell you.

(M.J. pauses a beat, Peter stops, waits)
When I was up there and I was sure I was going to die, there was only one person I was thinking of, and it wasn't who I thought it would be. It was you. I kept thinking, I hope I make it through this, so I can see Peter Parker's face one more time.

PETER
My face?

M.J.
(she nods)
Sometimes what you want... you have to go to the edge of your life to find out it was right next door.

This is blowing his mind.

M.J. (cont'd)
I've been so stupid for so long. There's only one man who was ever there for me, who has always been there for me...who makes me believe that I'm... more than I ever thought I was. That I'm just... me, and it's okay. The truth is... I love you. I really love you Peter.

During the last speech, CAMERA has moved slowly in for a TIGHT SHOT of Peter.

A170 INT. JAMESON'S OFFICE DAY

A170

JAMESON

Spider-Man, I don't get it. First the town thinks he's trash, now he's a glamour boy.

ROBBIE

He's a hero, J.J.

JAMESON

Don't give me that line again, I don't trust heroes, they're nothing but criminals in disguise. HOFFMAN, where's Parker, I want some pictures.

HOFFMAN

He just left.

JAMESON

Left? He's always leaving.

HOFFMAN

He went to cover the hostage story.

JAMESON

Sure! Another hostage story. But where is he when The Green Goblin busted through my window? The Goblin and Spider-Man, in front of our noses! A golden opportunity and the photographer when to lunch.

(looking off)
And what's that?

He's looking at an OFFICE BOY holding up a pair of trousers.

OFFICE BOY

Peter Parker's pants, J.J.

JAMESON

What?

OFFICE BOY

They were in the closet.

JAMESON

Parker's pants?

OFFICE BOY

With his shirt and tie and shoes and socks.

A170 CONTINUED:

A170

JAMESON

What's going on here, who's he think
he is, Tarzan? Where is he, running
around the town naked? And who put
flowers on my desk?

MISS BRANT

I did, sir, it's your birthday.

JAMESON

What're you looking for, a raise? I
don't want flowers, I want Peter
Parker, not his pants, I want
pictures, I wanna sell papers, I want
Spider-Man!

(He continues on as:)

170 EXT CITY DAY

170

Spider-Man swings away, shimmering into the glass and stone
canyons of his city.

FADE OUT.