



the AMAZING SPIDER-MAN

MARVEL
COMICS
GROUP 12¢

APPROVED BY THE
COMICS
CODE
AUTHORITY

2
MAY



2 GREAT NEW
SPIDER-MAN
THRILLERS!

2 GREAT NEW
SUPER-VILLAINS!

featuring "The VULTURE!"
and...

...SPIDER-MAN
IS TRAPPED BY
"the
TERRIBLE
TINKERER!"





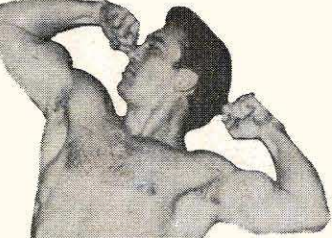
YOU
ALL THE
PICT
STRENGTH
to Make
(form
Now FREE
coupon AT

**ALL these 5 famous
PICTURE-PACKED
STRENGTH-TEST COURSES
to Make YOU a SUPER-MAN.
(formerly \$5.00 each)
Now FREE to you if you mail
coupon AT ONCE! LAST CHANCE!**

in THRILLING MINUTES a day, as I have done to THOUSANDS in 20 YEARS.



20 years Directing Head of the most famous and largest home-training body building institute in the world, through which millions of youths and men applied for training, of which countless were changed from skinny and fat weaklings into streamlined heroic he-men.



How would **YOU** like
to have 18½ inch ARMS
a 52 inch CHEST like this
A.B.C. pupil NOW has?

How to GAIN OR LOSE UP TO 50 LBS. FAST
like my pupils here did and THOUSANDS do now."

17 YEAR OLD SILLS



BEFORE
mailing
coupon,
I was a
125 lb.
6-ft
skinny
weakling."

"That 220 lb. FAT-BOY at the right was ME a few short weeks ago."



YOU can add
7 inches to your **CHEST**
3½ inches to each **ARM**
and the rest in proportion
just as I did.

**YOU can WIN the 18" tall
SILVER TROPHY with name on it.
A GOLD MEDAL \$100 as I did."**

45 year old FATHER and 18 year old SON — now Pals — train A.B.C. way together!



"Both gained pounds of powerful muscles. Advise all you fathers and sons to send for the A B C courses without foolish delay."

—LARRY CAMPBELL

A.B.C. streamlined my
body, made me a new man
my 47" chest
my 32" waist
15" difference
attracts admiration at the beach.

YOU become A WINNER in ALL you do like these and MILLIONS of my pupils!



**YOU become A STAR in ANY SPORT
YOU fear NO MAN or BULLY!**

William Butler, says to YOU, "No matter **WHAT** your age, I advise you, **SEND** for the **A.B.C. WONDER PICTURE COURSES** at once.

Under the World's GREATEST BODY-BUILDER, I now have 18½" ARMS, a 52" CHEST; my STRENGTH has greatly improved. So have my sports. I have won titles like 'Mr. Virginia', 'Mr. State Y.M.C.', etc.

**YOU can soon be a HERO of MEN like Butler is
and an IDOL of WOMEN in a few weeks!**

Yes! In just **10 THRILLING MINUTES** a day, in the **SECRECY OF YOUR OWN ROOM** at home, **MY RAPID-FIRE, EASY** as **ABC FAMOUS PICTURE METHODS** will start building you **THE VERY FIRST NIGHT**, into a big deep **45 INCH Chest** housing **WIRELESS LUNGS**, **WIDE MANLY SHOULDERS** — a **BROAD BRAWNY BACK**, tapering to a **SLENDER WAIST** with **punch-proof STOMACH MUSCLES**, **LEGS OF RUNNING POWER**.

WOMEN always say, "I just adore
ABC ALL-MALE HE-MEN".

NO: I don't care how skinny or flabby you are now. If you're in your teens, twenties, thirties or forties, I'll show you in just 10 thrilling minutes in your home how you can make yourself over by the easy, quick method I turned myself from wreck to a tower of strength and endurance.

YES! You'll ADD INCHES of MIGHTY MUSCLES to your ARMS, deepen your CHEST, broaden your BACK and SHOULDERS. From HEAD to HEELS you'll gain SIZE, POWER, LIGHTNING SPEED. ENDURANCE. You'll become a SUCCESSFUL MAN IN LOOKS and ACTS — a WINNER in EVERYTHING — athletics, business, studies.

BEFORE

mailing
coupon
this
A.B.C.
pupil was
this
90 lb.
skeleton
Gained
70 lbs.
Made
football
team.

"I'm proud of you now, Tony,"

you wouldn't
give me
a tumble
before
I gained
28 A.B.C.
lbs.

AMERICAN BODY BUILDING CLUB, Dept. MA34, GREAT NECK, NEW YORK

Mail me FREE all 5 WORLD FAMOUS STRENGTH TEST COURSES, including PHOTO BOOK of FAMOUS STRONG MEN, once weaklings, now famous Strong Men, and How to Become one of Them.

- ☐ I enclose 10c for mailing and handling.
☐ I am under no other obligation.
 I'm checking everything I need to give me the kind of body I want.
☐ I want to gain lbs. (fill in). ☐ Triple my strength.
☐ I want to streamline my body, get rid of flabby fat.
☐ I want to add inches of muscle to my ☐ ARMS ☐ CHEST
☐ ☐ SHOULDERS ☐ POWERFUL LEGS ☐ SLIM WAIST
☐ I want to become a winning athlete. ☐ I want new pep.

NAME	AGE
------	-----

DO NOT MAIL COUPON IF UNDER 14 YEARS OF AGE.

[illegible]

FREE

**Sports,
Self-
defense,
Strong-man
Stunts
Courses
Apparatus.
Let me
know how
to get these
FREE!**

AMERICAN BODY BUILDING CLUB, Dept. MA34, GREAT NECK, NEW YORK

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SPIDER-MAN

“DUEL TO THE DEATH WITH
The VULTURE!”



THE MOST COLORFUL SUPER-HERO OF ALL... **SPIDER-MAN!** HIS NAME MAKES THE UNDERWORLD TREMBLE! BUT THERE IS **ONE** WHO DOES NOT TREMBLE! WHAT FANTASTIC POWER CAN **THE VULTURE** HAVE WHICH MAKES HIM SO SURE HE CAN DEFEAT... **SPIDER-MAN?**

SCRIPT:
STAN LEE

ART:
STEVE DITKO
LETTERING:
JOHN DUFFY

FOR DAYS, A NEW AND OMINOUS DANGER HAS MENACED THE VAST CITY OF NEW YORK! NO MAN KNOWS WHERE HE'LL STRIKE NEXT! NO ONE CAN COPE WITH THIS NEW, AWESOME THREAT! WITHOUT WARNING, WITHOUT THE SLIGHTEST SOUND, HE STRIKES!



FOR THIS IS -- THE VULTURE!



IT'S THE VULTURE! HE STOLE MY BRIEFCASE -- WITH A FORTUNE IN BONDS! HELP!!

I'VE READ ABOUT HIM-- BUT NEVER EXPECTED TO SEE HIM!

I DIDN'T BELIEVE IT! I THOUGHT HE DIDN'T EXIST!

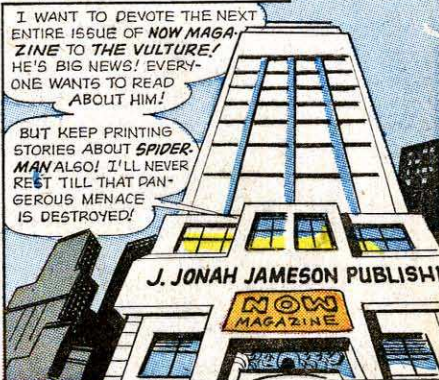
IT'S IMPOSSIBLE! IT CAN'T BE! HOW CAN HE FLY -- WITHOUT A SOUND-- WITHOUT ANY EFFORT! HE'S MORE LIKE A GIGANTIC BIRD OF PREY THAN A HUMAN!



AND, IN THE EXECUTIVE SUITE OF THE POWERFUL JAMSON PUBLICATIONS, MR. J. JONAH JAMSON IS ON HIS USUAL RAMPADE...

I WANT TO DEVOTE THE NEXT ENTIRE ISSUE OF NOW MAGAZINE TO THE VULTURE! HE'S BIG NEWS! EVERYONE WANTS TO READ ABOUT HIM!

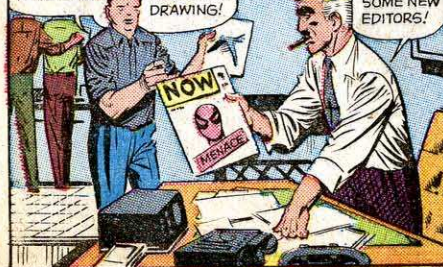
BUT KEEP PRINTING STORIES ABOUT SPIDER-MAN ALSO! I'LL NEVER REST TILL THAT DANGEROUS MENACE IS DESTROYED!



IS THIS THE ONLY PHOTO WE HAVE OF THE VULTURE? WHAT'S THE MATTER WITH YOU MEN? WHAT AM I PAYING YOU FOR? THE PUBLIC WANTS TO SEE HIM!

BUT, MR. JAMSON, NOBODY CAN GET PICTURES OF HIM! HE'S GONE BEFORE ANY PHOTOGRAPHER CAN GET TO HIM! WE HAVE ONLY AN ARTIST'S DRAWING!

NO MORE EXCUSES! GET ME PICTURES OF THE VULTURE -- OR I'LL GET SOME NEW EDITORS!

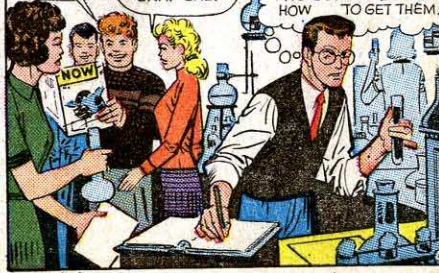


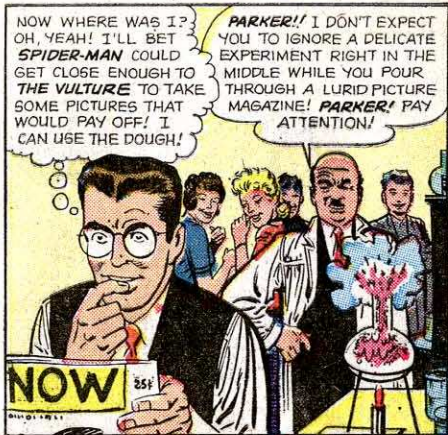
MEANWHILE, IN A NEARBY HIGH SCHOOL, PETER PARKER OVERHEARS AN INTERESTING DISCUSSION AS THE YOUNG SCIENCE MAJOR PERFORMS AN EXPERIMENT IN THE LAB...

BOY! I'D LIKE TO SEE A CLOSE-UP PHOTO OF THE VULTURE!!

A PHOTO OF THE VULTURE WOULD BE WORTH A FORTUNE! NOBODY CAN GET CLOSE ENOUGH TO HIM TO SNAP ONE!

SAY! THAT'S AN IDEA! I NEVER THOUGHT OF IT BEFORE! MAGAZINES PAY BIG MONEY FOR HARD-TO-GET PHOTOS! AND I KNOW HOW TO GET THEM!





AS SOON AS SCHOOL ENDS, THE EXCITED TEEN-AGER RUSHES HOME TO HIS AUNT MAY AND IS DELIGHTED TO LEARN...

AND THEN, IN THE PRIVACY OF HIS ROOM, PETER PARKER CHANGES INTO THE MOST DRAMATIC COSTUMED FIGURE OF ALL -- THAT OF **SPIDER-MAN**!...



MEANWHILE, IN A CAREFULLY-PREPARED HIDEOUT ON THE OUTSKIRTS OF THE CITY...



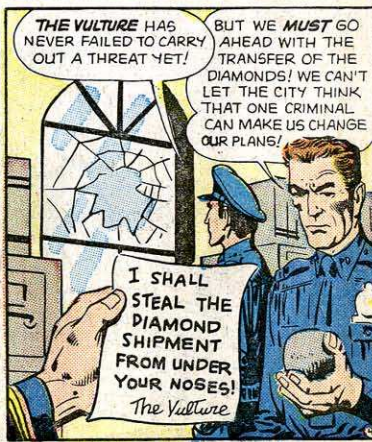
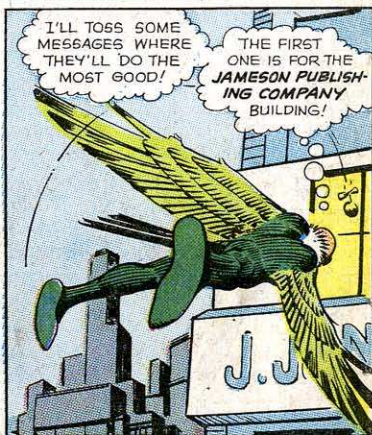
AFTER MAKING CERTAIN HE IS NOT OBSERVED, **THE VULTURE** DARTS FROM HIS HIDING PLACE ATOP AN ABANDONED SILO IN STATEN ISLAND, JUST A FEW SECONDS FROM THE HEART OF MANHATTEN...



SECONDS LATER, ATOP AN APARTMENT HOUSE WHERE HE HAD BEEN CHECKING HIS CAMERA, **SPIDER-MAN'S** AMAZING SPIDER SENSES PICK UP A STRANGE SENSATION...

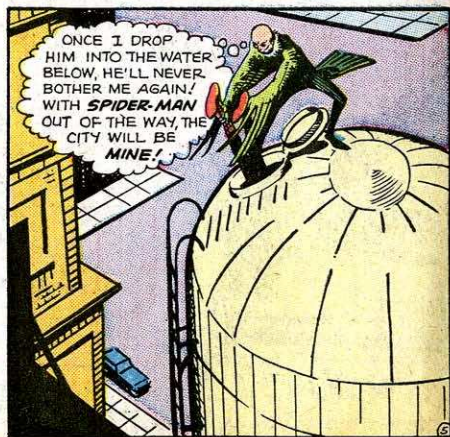


NOT NOTICING THE POWERFUL FIGURE ON THE ROOF TOP, **THE VULTURE** SWEEPS PAST...





BUT IN HIS EAGERNESS TO GET A CLOSE-UP PICTURE OF THE VULTURE, SPIDER-MAN CARELESSLY KICKS A LOOSE BRICK...





MEANWHILE, INSIDE THE TANK, THE SHOCK OF HITTING THE COLD WATER INSTANTLY REVIVES THE POWERFUL SPIDER-MAN...



CONTINUED AFTER NEXT PAGE...

**YOU CAN
HAVE
THE SECRET
WEAPON!**

**NOW YOU'LL BE ABLE TO
OVERCOME ANY ATTACK
WIN ANY FIGHT!!**

**LIGHTNING JU-JITSU
FREE—HOW TO PERFORM**

No need to fear any attacker! Now through the use of simple "A-B-C" instructions, you will be able to protect yourself under any circumstance. Lick your weight in wildcats with the easy-to-learn secrets and destructive power of lightning Ju-Jitsu! You will master the simple grips, pressures, blows, jabs, edge of hand blow, thumb-screw, teeth rattler, shoulder pinch, hip and knee throw and scores of other holds. **\$1.00**

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**STRONG MAN
STUNTS**

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by SARA BROOKS

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ONLY \$1.00 EACH

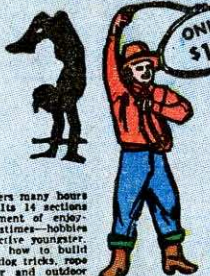
Purchase all 3 of these books so that you will be protected at all times using various methods of self-defense. All 3 books only **\$2.75 ppd.**



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**ONLY
\$1.00**

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FOR ALL OCCASIONS**

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\$1.00**



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You too will be able to enjoy an experience of learning to draw. This amazing new book contains a self-instruction course which will show you how to draw flowers and trees, seascapes, cartoons, animals, fashions, portraits, and especially people. You'll work your way through simple basic steps into more artistic and creative elements. Makes drawing easy and fun for you. **\$1.00**

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A guide to the wonders of the planets, stars, constellations and the whole universe.

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You can acquire the ability to carry on an interesting conversation. Tells what to talk about, talking to opposite sex, talking to one person or group.

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Space travel is a fact. Spacemen are now trained and are traveling in space. This amazing book explains what we know of outer space, other worlds, and things to come.



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I am enclosing \$..... for which please send me the books I have checked below:

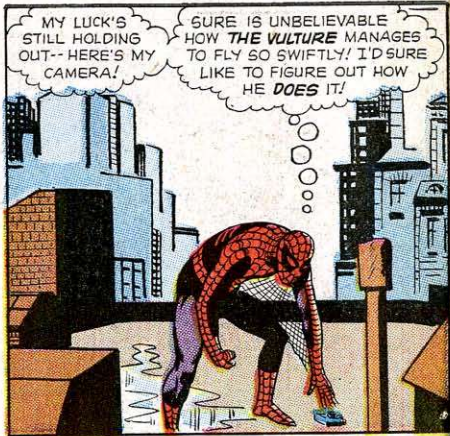
- ☐ Lightning Ju-Jitsu with free copy How To Perform Strong Man Stunts \$1.00
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NAME (please print)
ADDRESS
CITY ZONE STATE



DID IT!!

I MAY NOT BE ABLE TO FLY LIKE THE VULTURE-- BUT MY SPIDERSTRENGTH HASN'T LET ME DOWN YET!



MY LUCK'S STILL HOLDING OUT-- HERE'S MY CAMERA!

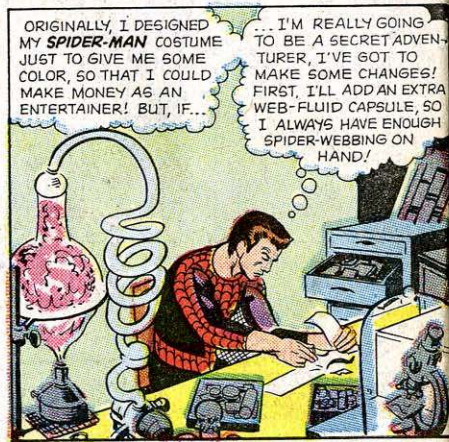
SURE IS UNBELIEVABLE HOW THE VULTURE MANAGES TO FLY SO SWIFTLY! I'D SURE LIKE TO FIGURE OUT HOW HE DOES IT!

LATER, IN HIS ROOM AGAIN...



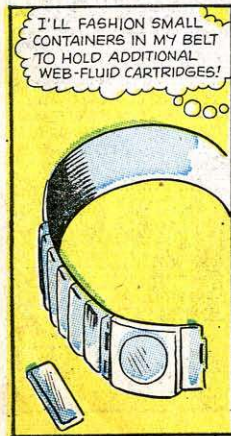
THE PICTURES CAME

OUT FINE! NOW, WHOM DO I SELL THEM TO? JONAH JAMESON, THE PUBLISHER OF NOW MAGAZINE HATES SPIDER-MAN! I'D GET A KICK OUT OF MAKING HIM PAY GOOD DOUGH FOR MY PICTURES WITHOUT KNOWING I'M THE PHOTOGRAPHER!



ORIGINALLY, I DESIGNED MY SPIDER-MAN COSTUME JUST TO GIVE ME SOME COLOR, SO THAT I COULD MAKE MONEY AS AN ENTERTAINER! BUT, IF...

... I'M REALLY GOING TO BE A SECRET ADVENTURER, I'VE GOT TO MAKE SOME CHANGES! FIRST, I'LL ADD AN EXTRA WEB-FLUID CAPSULE, SO I ALWAYS HAVE ENOUGH SPIDER-WEBBING ON HAND!



I'LL FASHION SMALL CONTAINERS IN MY BELT TO HOLD ADDITIONAL WEB-FLUID CARTRIDGES!



THEN, WHEN I GET PAID FOR MY PICTURES, I'LL BUY A SPECIAL MINIATURE CAMERA TO SECRETLY ATTACH TO THE BELT BUCKLE!



THERE! THE WHOLE CONTRAPTION FITS UNDER MY SHIRT, WHERE IT'S OUT OF SIGHT, AND DOESN'T INTERFERE WITH MY MOVEMENTS!



AND NOW, I'VE GOT A HUNCH I KNOW THE SECRET OF THE VULTURE'S POWER OF FLIGHT! I'LL JUST WORK ON A LITTLE DEVICE WHICH MAY COME IN HANDY NEXT TIME WE MEET!

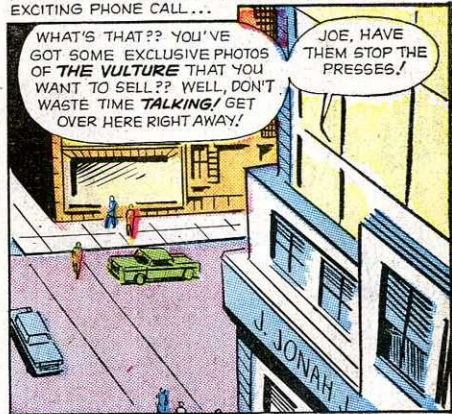
LONG HOURS LATER...



'WHEW!' THAT WAS TOUGHER THAN I EXPECTED, BUT IT'S FINISHED NOW!

I WON'T KNOW IF IT'LL WORK TILL I TRY IT-- BUT RIGHT NOW, I'M GONNA GET SOME SHUT-EYE!

THE NEXT DAY, J. JONAH JAMESON RECEIVES AN EXCITING PHONE CALL...



WHAT'S THAT?? YOU'VE GOT SOME EXCLUSIVE PHOTOS OF **THE VULTURE** THAT YOU WANT TO SELL?? WELL, DON'T WASTE TIME **TALKING!** GET OVER HERE RIGHT AWAY!

JOE, HAVE THEM STOP THE PRESSES!

AND SOON...



SORRY, MR. JAMESON CANNOT SEE **ANYBODY** RIGHT NOW! HE'S HAVING AN IMPORTANT CONFERENCE!

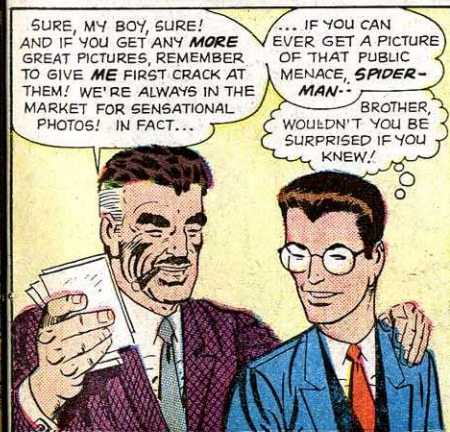
THESE PICTURES ARE **SENSATIONAL-- GREAT!** BUT HOW'D A KID LIKE **YOU** GET THEM?

SORRY, SIR! I'LL SELL THEM TO YOU ON CONDITION THAT YOU NEVER ASK ME THAT QUESTION!



OKAY, OKAY! YOU CAN **HAVE** YOUR LITTLE SECRET! IT DOESN'T MATTER **HOW** YOU GOT THEM! THE POINT IS, THESE PICTURES WILL MAKE THE NEXT ISSUE OF **NOW** A SELL-OUT! I'LL ISSUE A CHECK TO YOU **IMMEDIATELY!**

AND REMEMBER, MR. JAMESON, I DON'T WANT MY NAME USED! YOU CAN MERELY GIVE CREDIT TO A **NOW** MAGAZINE STAFF PHOTOGRAPHER!



SURE, MY BOY, SURE! AND IF YOU GET ANY **MORE** GREAT PICTURES, REMEMBER TO GIVE **ME** FIRST CRACK AT THEM! WE'RE ALWAYS IN THE MARKET FOR SENSATIONAL PHOTOS! IN FACT...

... IF YOU CAN EVER GET A PICTURE OF THAT PUBLIC MENACE, **SPIDER-MAN--**

BROTHER, WOULDN'T YOU BE SURPRISED IF YOU KNEW!

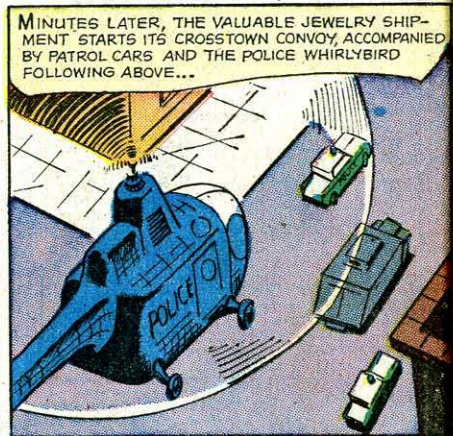
THE NEXT DAY, AS SCHOOL LETS OUT...



C'MON, PETER! WE'RE ALL GOING TO WATCH THEM MOVE THE DIAMONDS FROM THE PARK AVENUE JEWELRY EXCHANGE! WE'RE HOPING TO GET A GLIMPSE OF **THE VULTURE!**

YOU DON'T REALLY THINK **THE VULTURE** WOULD DARE TRY ANYTHING WITH ALL THE POLICE THERE, DO YOU?

DON'T BE SCARED, BOOKWORM-- WE'LL PROTECT YOU!





BEFORE THE STARTLED OFFICERS CAN FIRE, THE WILY **VULTURE** PLUMMETS BACK UNDERGROUND, DROPPING THE MANHOLE COVER INTO PLACE ABOVE HIM! THEN...

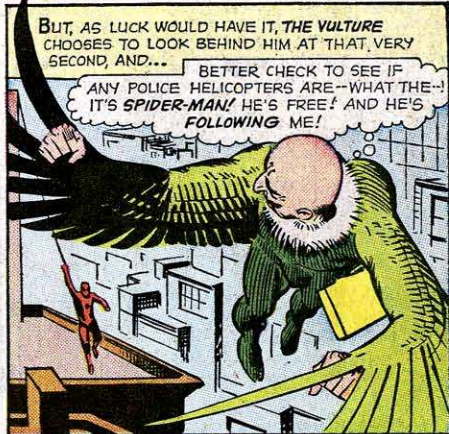


A SHORT TIME LATER, AT THE OTHER END OF TOWN, A TRIUMPHANT **VULTURE** DECIDES TO LEAVE HIS UNDERGROUND LAIR AS DRAMATICALLY AS POSSIBLE...



MEANWHILE, LEARNING WHAT HAS OCCURRED, PETER PARKER MANAGES TO FIND A DESERTED ALLEY, AND THEN, MOVING WITH BLINDING SPEED...





CONTINUED AFTER NEXT PAGE...

Great NEW Idea from CTI

...to help you get and hold a fine job
(or start a business of your own) in
Air Conditioning and Refrigeration!

"Practice" Your Way
to Bigger Pay!



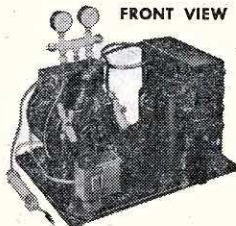
Here Is Your
"Training Shop"

REAR
VIEW



Move up to a better job, higher pay, steady work. Install and repair air conditioners and refrigerators in homes, office buildings, shopping centers, factories, autos. Air conditioning is one of America's two fastest-growing industries. Over 150 million units are in use, and nearly 8 million units more are produced annually. It's an uncrowded field for mechanics and technicians. There are more jobs and fewer qualified applicants. Industry leaders report that *20,000 men must be trained each year to fill new job openings*. Train yourself at home for higher income, more security. It's easy, it's fast when you enroll with CTI. For complete information, *fill out and mail coupon below, for three valuable free booklets*. No obligation.

FRONT VIEW



**You learn by practicing
with operating equipment**

Thousands once learned this rewarding craft just by completing home study lessons. But CTI goes a step farther—and an important step it is! CTI also sends you 25 kits of tools and parts. You build these parts into an operating unit. It's a practical method because *you get experience as you train*.

EXCLUSIVE
CTI FEATURE!

25 KITS—20 SHOP PROJECTS

Illustrated above is a view of the new CTI condensing unit, fully assembled. This is a commercial-type, heavy-duty, 1/4 h.p. unit. You build it from 25 kits of parts (and with tools) that CTI sends without extra cost. In addition, CTI includes 20 Shop Projects, which simulate the kind of problems you are likely to encounter in the field. After assembling your condenser, you may then build an air conditioner, freezer, refrigerator or milk cooler.

Go in Business



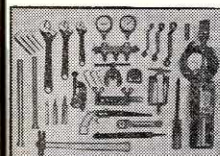
Because air conditioning and refrigeration is expanding so rapidly all over the nation, opportunities to go in business are plentiful. Many CTI graduates have accomplished this high aim. Start in a small way, from your own home, and gradually expand. In time you may wish to add a sales division. Manufacturers offer attractive franchises, including merchandising aids, to ambitious, qualified men.

Earn Cash in Spare Time

Soon after enrolling, many CTI students earn money in spare time. Some handle servicing on a monthly fee basis for food stores, restaurants, taverns and office buildings. Many work part time at local dealers. Quite a number of CTI students have a full-time business going by the time they graduate. CTI kit training gives you the practice and experience you need to step from lesson study to actual field work.

Tools Are Included

You receive wrenches, tube flaring tools, hammer, tubing, fittings, gauges and many other items used by the experienced mechanic. Everything is of professional quality. Best of all, CTI trains you to use tools with speed and skill.



3 FREE BOOKLETS

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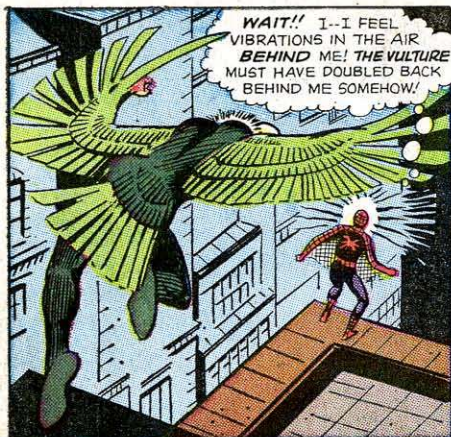
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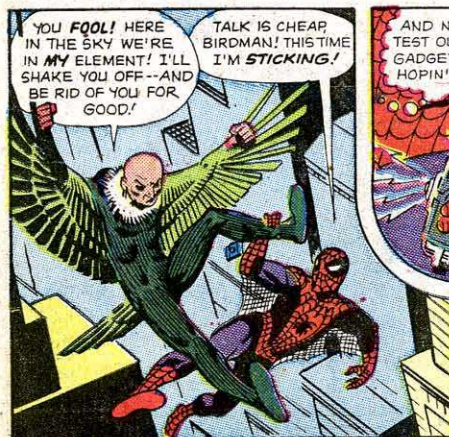




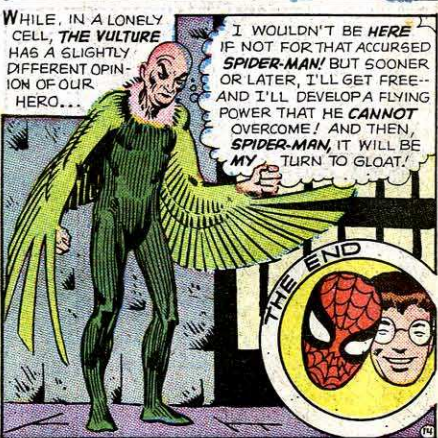
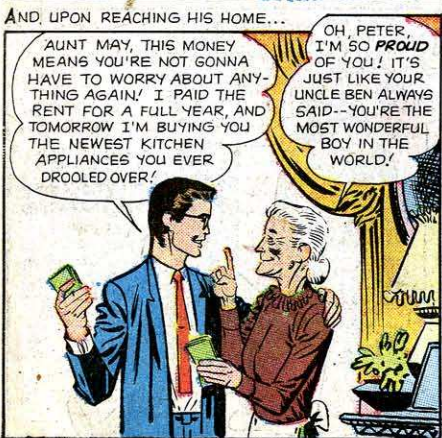
FOREWARNED BY HIS FABULOUS SPIDER'S SENSE, **SPIDER-MAN** WHEELS ABOUT IN TIME TO AVOID THE FULL IMPACT OF **THE VULTURE'S** SWOOPING DIVE, BUT ONE POWERFUL WING SENDS THE COLORFULLY CLAD FIGURE TOPPLING FROM THE EDGE OF THE ROOF!



PULLING HIMSELF UP HAND OVER HAND, THE MIGHTY **SPIDER-MAN** MANAGES TO GET 'WITHIN GRABBING DISTANCE OF **THE VULTURE'S** ANKLE, AND THEN...







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HE LOOKS SO HARMLESS--AND
YET THE **TINKERER** IS ONE OF THE
GREATEST MENACES I'VE EVER
FACED!



EVERYBODY LOVES A BARGAIN!
BUT SOMETIMES IT CAN BE
DANGEROUS TO ACCEPT A
BARGAIN WHICH IS TOO GOOD
TO BE TRUE! ESPECIALLY IF
THE BARGAIN IS BEING
OFFERED BY SOMEONE LIKE
THE **TINKERER**, WHO--
BUT WAIT! LET'S SEE HOW IT
ALL BEGAN--AND HOW IT
TOOK **SPIDER-MAN** TO
FINISH IT!

STORY:
STAN LEE
ART:
STEVE DITKO
LETTERING:
ART SIMEK

A STORY HAS TO START SOMEWHERE, SO LET'S BEGIN OURS IN THE SCIENCE LAB OF MIDTOWN HIGH, WHERE WE FIND PETER PARKER HARD AT WORK WHILE...

GOSH, I THOUGHT CLASS WOULD NEVER END TODAY! I COULDN'T BEAR LOOKING AT ONE MORE TEST TUBE OR BUNSEN BURNER!

QUIET! YOU'LL BREAK PETER'S HEART! HE CAN'T BEAR TO BE PARTED FROM THEM!

THERE'S THE BOY I WAS TELLING YOU ABOUT, DOCTOR! HE'S PETER PARKER, OUR TOP SCIENCE STUDENT!



PETER, PROFESSOR COBBWELL HAS ASKED ME TO RECOMMEND A STUDENT WHO COULD HELP HIM WITH SOME RESEARCH OVER THE WEEK-END, AND I WAS WONDERING--?

GOSH! A CHANCE TO WORK WITH THE MOST FAMOUS ELECTRONICS EXPERT IN TOWN? I'D BE DELIGHTED, SIR!

THANK YOU, MY BOY! I HAVE SOME URGENT EXPERIMENTS TO PERFORM, AND WILL APPRECIATE YOUR ASSISTANCE!



HERE IS MY ADDRESS, SON! ON YOUR WAY OVER TOMORROW, PLEASE STOP AT THE RADIO REPAIR SHOP AND PICK UP A SMALL RADIO FOR ME, I HAD SOME NEW TUBES PUT IN IT!

SURE, I'LL BE GLAD TO DOCTOR COBBWELL!



MINUTES LATER, WHEN THE STUDENTS ARE ALONE AGAIN...

WELL WELL! SO TEACHER'S PET IS GONNA HELP THE NICE LITTLE DOCTOR WITH SOME EXPERIMENTS THIS WEEK-END, EH? WHILE US OTHER DUMBHEADS WASTE TIME HAVING DATES AND LIVIN' IT UP!

KNOCK IT OFF, FLASH! YOU'RE DARN RIGHT I'D JUMP AT THE CHANCE TO WORK WITH A BRILLIANT MAN LIKE DOCTOR COBBWELL! AS FOR YOU BEING A DUMBHEAD, IT'S NOTHING TO BE ASHAMED OF! YOU WERE JUST BORN THAT WAY!



THEN, BEFORE THE ANGRY FLASH THOMPSON CAN THINK OF A SUITABLE RETORT, PETER PARKER IS GONE! AND, THE NEXT DAY, AT HOME...

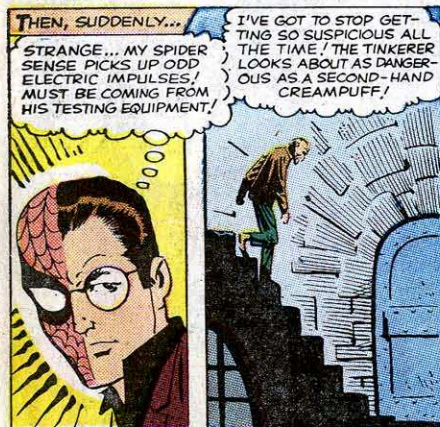
I'D BETTER TAKE MY SPIDER-MAN OUTFIT! NEVER KNOW WHEN I'LL NEED IT! BESIDES, I FEEL ALMOST UNDRESSED WITHOUT IT!



HMMM, HERE'S THE PLACE THE DOC WANTED ME TO PICK UP HIS RADIO!

THE TINKERER REPAIR SHOP-- SURE IS AN OFF-BEAT NAME! WONDER WHAT KIND OF KOOKIE CHARACTER RUNS IT?





AND THEN, AFTER THE LONG CLIMB UPSTAIRS AGAIN...

YOU MEAN YOU ONLY CHARGE A DIME TO FIX RADIOS?? BUT--

TUT TUT, MY BOY! I LIKE TO GIVE BARGAINS! THEY BRING ME IN LOTS OF CUSTOMERS!



FINALLY, AT DR. COBBWELL'S LAB...

YES, I HEARD THE TINKERER'S PRICES WERE RIDICULOUSLY CHEAP! THAT'S WHY I TOOK MY RADIO TO HIM! BUT ENOUGH OF THAT-- HERE'S THE EXPERIMENT I WANT YOU TO WORK ON FOR ME...

I STILL DON'T GET IT! THE TINKERER MUST BE LOSING MONEY ON EVERY CUSTOMER! AND HE DIDN'T LOOK LIKE A NUT TO ME! SO WHAT'S HIS ANGLE?? NOBODY GIVES ANYTHING FOR NOTHING!



THIS IS BATTY! I'VE GOT TO FORGET THE TINKERER AND CONCENTRATE ON WHAT I'M DOING!

BUT SOMETHING ABOUT HIM KEEPS STICKIN' IN MY CRAW!



WAIT! I KNOW! THOSE ELECTRICAL IMPULSES WHICH I SENSED IN HIS SHOP! NOW I SENSE THEM HERE!

THE PART OF ME WHICH IS SPIDER-MAN IS REACTING SUSPICIOUSLY TO THEM! I'VE GOT TO CHECK THIS OUT!

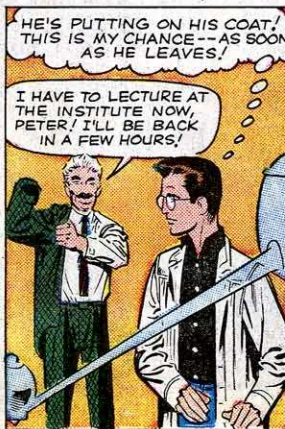


BUT WHERE CAN THE IMPULSES BE COMING FROM? THE RADIO IS SHUT OFF! AND DOCTOR COBBWELL DOESN'T HAVE ANY OTHER ELECTRICAL GADGETS OPERATING NOW!



HE'S PUTTING ON HIS COAT! THIS IS MY CHANCE-- AS SOON AS HE LEAVES!

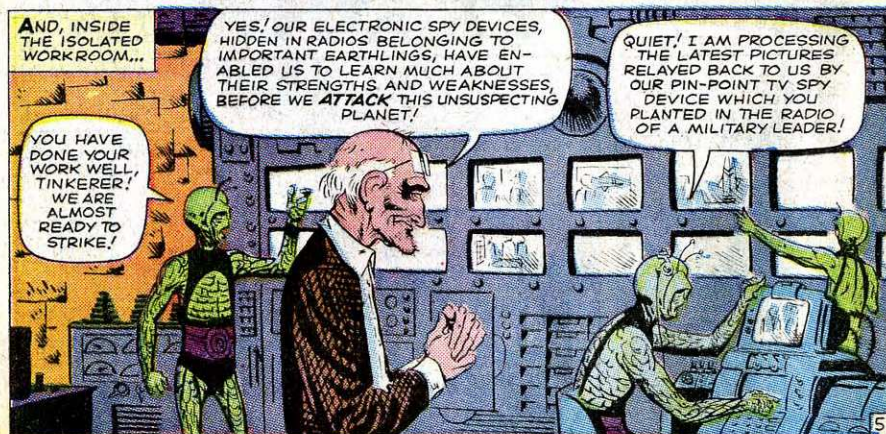
I HAVE TO LECTURE AT THE INSTITUTE NOW, PETER! I'LL BE BACK IN A FEW HOURS!



SLAM!

HE'S GONE! NOW TO SEE WHAT THIS IS ALL ABOUT!





CONTINUED AFTER NEXT PAGE.

REWARD \$9,985.50

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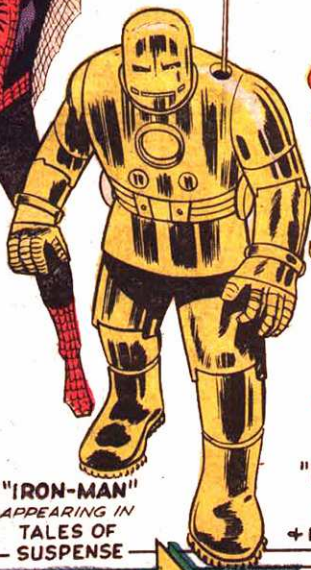
"THE
AMAZING
SPIDER-MAN"



"ANT-MAN"
APPEARING IN
TALES TO
ASTONISH



"THOR"
APPEARING IN
JOURNEY INTO
MYSTERY



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Gorgeous Solitaire and Wedding Ring set with beautiful imitation diamonds in 14K gold or 18K gold. Gold plated or Sterling Silver or White Gold. GUARANTEE! NO MONEY BACK! 100% Refund on delivery plus postage. Send your name and address or money order with order we pay postage.
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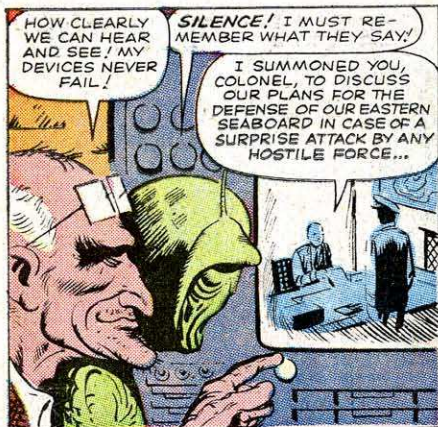
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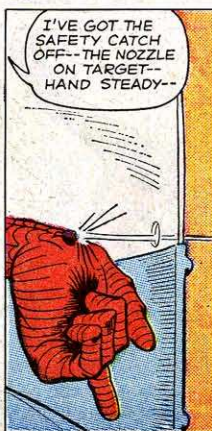
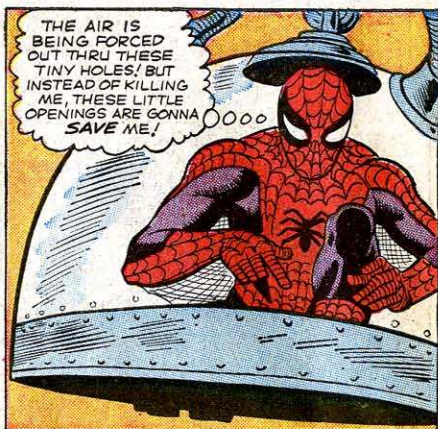
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MEANWHILE, A STRANGE SPACECRAFT BEGINS TO STREAK AWAY FROM EARTH...

SAFE AT LAST! PRESS THE BUTTON WHICH WILL DESTROY ALL OUR SPY DEVICES BY REMOTE CONTROL!

IT IS **DONE!** WE CAN NEVER AGAIN RETURN TO EARTH--THEY WILL BE ON GUARD FROM THIS DAY ON!



AND, BACK AT THE LABORATORY OF DOCTOR COBBWELL...

I'VE RE-EXAMINED THE RADIO, AND IT'S PERFECTLY **NORMAL** NOW! NO DEVICES -- NO IMPULSES -- NOTHING!

HERE COMES DR. COBBWELL! HE LOOKS EXCITED!

MY BOY, I JUST SAW THE MOST STARTLING SIGHT!



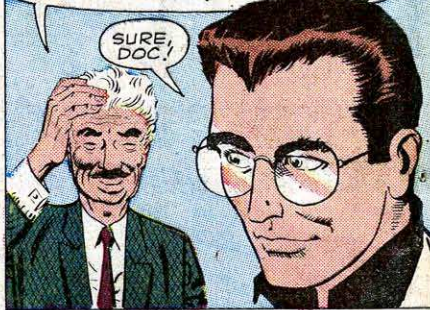
AS I WAS RETURNING FROM THE LECTURE IN MY CAR, I GLANCED SKYWARD--AND I COULD HAVE SWORN I SAW A **SPACE SHIP** OF SOME SORT, FADING INTO THE ATMOSPHERE!

REALLY? WHAT DID IT **LOOK** LIKE, SIR?



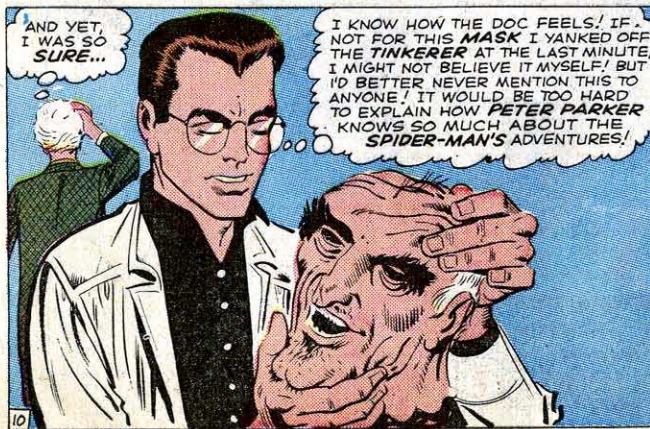
WELL, IT WAS SORT OF--OH-H-H, WHAT AM I SAYING?? I MUST HAVE **IMAGINED** IT! NOBODY WOULD BELIEVE ME, ANYWAY! I HAVE NO **PROOF**! PEOPLE WILL THINK I'M A TYPICAL ABSENT-MINDED PROFESSOR! FORGET IT, PETER! LET'S GET BACK TO WORK!

SURE, DOC!



AND YET, I WAS SO **SURE**...

I KNOW HOW THE DOC FEELS! IF NOT FOR THIS **MASK** I YANKED OFF THE **TINKERER** AT THE LAST MINUTE, I MIGHT NOT BELIEVE IT MYSELF! BUT I'D BETTER NEVER MENTION THIS TO ANYONE! IT WOULD BE TOO HARD TO EXPLAIN HOW **PETER PARKER** KNOWS SO MUCH ABOUT THE **SPIDER-MAN'S ADVENTURES!**



THE BEGINNING... OF MORE AND GREATER **SPIDER-MAN ADVENTURES**, STARTING NEXT ISSUE!

DARLING LIVE PET MONKEY!

This live Squirrel Monkey makes an adorable, playful pet. Show it affection, and receive companionship and joy from its company. Almost human with its friendly eyes, children and adults love it as a pet. Approximately 6 months old, simple to take care of and train. Eats same food as you do, grows about 12 inches high. Free cage and instructions included. Live delivery guaranteed. Only \$19.95 express collect. Mail check or money order for \$19.95 to:

ANIMAL FARM, DEPT. 202, BOX 1042, MIAMI BEACH 39, FLORIDA



LIVE SEA HORSES! ON UNDERWATER TRAPEZE

FREE underwater Sea Horse TRAPEZE included with all orders. Playful Mr. & Mrs. Sea Horse hang from trapeze with their "monkey-like" tails, swim upside down with tails entwined, etc. Children and adults love them. Father bears the young alive! At times 3 or 4 babies take a ride on Father's head. Easily kept in a goldfish bowl. Live delivery guaranteed via air mail anywhere. Send only \$3.50 postpaid for mated pair (Mr. & Mrs.) Dwarf Sea Horses, food and instructions, and FREE trapeze. Or send \$6.98 for the 2 mated pair of Dwarf Sea Horses and receive 1 pair free (with extra food and trapeze). 2 decorative Sea Horse TREES to beautify bowl are \$1.00 extra.

FLORIDA SEA HORSE CO., Dept. 402, Box 5095, Miami 1, Florida

LEARN ANY DANCE FAST!

IN ONE HOUR — GIANT FOOT CHARTS! ONLY \$1

Now it's easy to learn any dance AT HOME in 1 HOUR with GIANT FOOT CHARTS. Surprise your friends with NEW steps in CHA-CHA, JITTERBUG, FOX TROT, TWIST! Place the Giant Foot Charts on floor. Left foot red, right foot black. Turn on radio — and START TO DANCE. You step from one to the other, following easy-to-understand directions. Simple as A-B-C. Anybody "catches on" in minutes — teenagers, husband and wife, or old folks. This NEW MODERN WAY will make a good dancer out of YOU! Gain new self-confidence and friends... look professional on the dance floor. Be popular with dates. Avoid the embarrassment of not knowing the "latest steps." Learn over 30 new steps... includes 100 pictures. Send \$1 plus 50c handling — get 1 complete American-style Dance Course including Fox Trot, Jitterbug, Waltz and TWIST — SPECIAL! Send \$2, plus 50c handling (\$2.50 total) and get BOTH American-style and Latin-American Courses including Cha-Cha-Cha, Rumba, Tango, Mambo and Meringue. (Necessary Giant Foot Charts included.) Satisfaction Guaranteed — or return Courses and Money Refunded. Send cash or check (save c.o.d. fee). ORDER TODAY!

FAMOUS DANCE COURSE, Dept. A22, Box 1042, Miami Beach 39, Florida

BOYS

12 or older

MAKE \$1 to \$5 WEEKLY

IN YOUR SPARE TIME

5¢

PROFIT on every GRIT you sell.

Win FREE PRIZES, Like These, Too

Sell GRIT

"America's Greatest Family Newspaper"

—the popular publication in more than 900,000 homes every week.

Over 30,000 boys, 12 or older, sell GRIT every week in a few hours of their spare time — make lots of spending money — win prizes — get valuable business training.

GRIT WILL HELP YOU GET STARTED in a profitable business of your own. We will send you papers and easy-to-understand selling instructions.

You pay only for the papers you sell until you know how many to order. GRIT sells for 15c a copy. You keep 5c and send GRIT 10c for each paper you sell.



GRIT PUBLISHING CO., Williamsport, Pa. MC4-3

Send my first bundle of papers, selling helps and prize offers.

Name

Are You a Boy? Age Date Born Year

In Care of

Street and No. R. F. D.

Post Office State

Print Your Last Name Plainly Here

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If you are a boy — 12 or older
Grab This Great Opportunity!
SEND THE COUPON NOW
in an envelope or pasted on a postcard

BOYS! MEN!

MY SECRET NEW DYNAFLEX METHOD

CAN BUILD YOU A MAGNIFICENT NEW HE-MAN-MUSCLED BODY IN JUST TEN MINUTES A DAY—with absolutely NO weights—NO bar-bells—NO EXERCISE AT ALL!

Yes! If the girls LAUGH at you now when you take off your shirt—they'll be breaking down the doors to get dates with you—once they've seen the rugged DYNAFLEX BODY I can give you! I'll build you a tough brutal massive body—shoulders clad with solid inches of he-man BRAWN. I'll give you bulging biceps, trip-hammer fists, power-packed legs, and a chest that will have you popping the buttons off your shirt with pride!

(—says MIKE MARVEL, "Builder of Champion Bodies")

IN MY CLASSES THIS SAME COURSE OF INSTRUCTION WOULD COST \$110.00

ARE YOU ASHAMED OF YOUR BODY NOW?

Pal—do YOURSELF a favor! Take a good long look in a mirror. Do you see a puny, starved body—scrawny arms—bony shoulders—a flabby stomach and skinny legs? Do girls laugh and follow grin when you take off your shirt?

BELIEVE IT OR NOT—I can add solid pounds of rippling, steely he-man MEAT to your build. I CAN TAKE those skeleton arms and PACK EVERY INCH with exclusive virile MAN-MUSCLE. I can rugged inches of strong sleek MAJESTIC BRAWN. I can clothe your skinny frame with GIANT RIPPLING DYNAFLEX MUSCLES that will have the girls gasping with awe and admiration! And with NO tiring exercise. NO high-priced bar-bells or gym equipment!

Or is your problem a body sagging with soft rolls of unhealthy, unhandsome FAT? Flabby muscles—sagging stomach—bloated face—arms heavy with layers of BLUBBER? Are you ASHAMED to go to the beach and let them see your "FAT-MAN PHYSIQUE"?

If so, wake up folks! THIS IS IT! I will put on that fat and give you a lean virile DYNAFLEX BODY, armored with a sheath of hard hand handsome muscle. I can build you into a healthy, streamlined HERCULES—bursting with dynamic manly strength. I'll give you a taut rock-hard midsection—legs muscled like coiled steel springs. I can give you solid DYNAFLEXITE into your bice and arms—a rugged handsome build of full APPEAL. Girls are hungry for you! And NO starvation diets—NO fatiguing calisthenics—NO expensive health-food!

HOW DYNAFLEX BUILDS BEAUTIFUL BODIES

DYNAFLEX is the modern miracle of body-building. It takes no tiresome exercises, "crash" diets, protein foods, and no weights or bar-bells. DYNAFLEX is the amazing discovery of a West German Doctor

whose research into the Science of Strength found a thrilling new way to build GIANT BRAWNY MUSCLES in just minutes a day. With DYNAFLEX you "flex" each muscle once—in a certain way—that is more effective than if you exercised that muscle 20, 30, even 100 times the old-fashioned way. With DYNAFLEX you get bigger results in ten minutes than after hours of grunting and gasping, heaving heavy weights.

DYNAFLEX makes each muscle in your body to bring out its round, steely fullness and active symmetry. It gives you pace that muscle with glowing vibrant new strength and energy—FAST. In ten minutes a day I can create a muscular chest with a healthy rippling muscle—give you a deep, powerful chest—solid shoulders and iron wrists—tough, slim midsection—and trim, steel-spring legs—simply then DYNAFLEXING! Each muscle once a day! There's nothing wrong with the bar-bell and weight-lifting method... but why bother? Why waste time and money, why sweat and strain your way to a streamlined symmetrical SAMSON-STRONG BODY—when you can do it better—faster—easier with the DYNAFLEX SECRET?

STRONG-MAN SEX-APPEAL ATTRACTS GIRLS

Be honest. Draw deep you KNOW you envy the boy with the virile, magnificent build. Every man and boy secretly desires a broad brawny back, a solid man-muscled chest, handsome he-man shoulders, arms rippling with tough, steely sinews, a narrow waist, slim hips and springs, power-packed legs. Girls go for a fellow with TWO-FISTED BIG MUSCLES. SEX-APPEAL. And they only laugh at skinny guys or "fatso's".

Let me give you a glowing new body, brimming over with energy and irresistible force of solid muscle. Build your chest—he-man appeal. I can build three inches of bice and brawn on your shoulders. I'll mold you a handsome super-body of terrific virility. You'll be a crushing, bice, steel-armed with steel springs. A lean taut rock-solid, high-powered SEX-APPEAL. Pack your body with energy and thrilling stimulation that will have girls falling at your feet.

Mike Marvel System, D222-21, 285 Market St., Newark, N.J.

GIVE ME TEN MINUTES A DAY—THAT'S ALL!

After DYNAFLEX, you'll be able to roll up your sleeves and take off your shirt and show your friends the first time your life, you'll be PROUD of your manly build. Yes, pal, say goodbye to your weak, flabby frame—get ready for adventure and romance with a solid physique that glows and vibrates with virile he-man appeal. You'll be real proud to have people see your MAGNIFICENT HE-MAN-MUSCLED BODY at the beach or gym. And, when the fellows stare with awe and admiration, you'll be able to stand around to squeeze your iron biceps or touch your solid shoulders and chest and feel as amazed. NOW you did it—tell them about the Magic Secret of DYNAFLEX!

YOUR MIKE MARVEL "Builder of Champion Bodies"

YOU PAY ONLY 1.98 COMPLETE NOTHING ELSE TO BUY

Mike Marvel

ARE YOU WEAK, ALWAYS TIRED, LACK PE?

Whether you're thin and scrawny, or sagging with unightly fat—my secret DYNAFLEX method will transform you into a virile, work-and-howl I've put two inches of solid muscle on my biceps, three inches on my chest. It's like magic!

PROOF!

"I tried the other system before my buddy told me about DYNAFLEX. It really works—and now! I've put two inches of solid muscle on my biceps, three inches on my chest. It's like magic!"

C. New York City
"I never thought you could build terrific muscles without exercises or weights. Started DYNAFLEX two weeks ago, and am building a great physique."

E. G. Detroit, Mich.
"DYNAFLEX is the best yet. Only three weeks, and I have more dates than I can handle! I am telling all my pals about DYNAFLEX."

F. S. Chicago, Ill.

FREE! 'SECRETS OF ATTRACTING GIRLS'

Fellow! Mail the coupon now, and receive Mike Marvel's FREE GIFT to you, this exciting and informative book. Discover the secret method for developing a new, almost MAGNETIC way of attracting the girls. At parties, dances, at the beach—you will have the girls clustering around you breathlessly, while the guys watch enviously. "What does HE have that WE don't?" they will say. The answer is in this exciting new book, your GIFT from Mike Marvel. Fill out and mail the coupon NOW!



MAIL MONEY-SAVING NO RISK FREE TRIAL COUPON NOW!

Check as many of the boxes you want HERE Complete System \$1.98

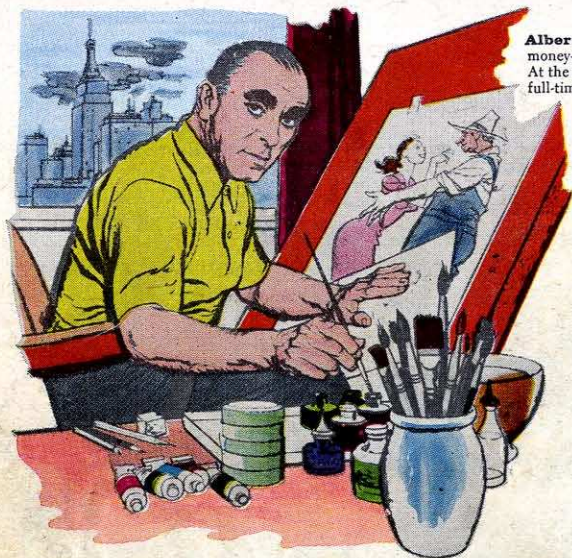
- ☐ Lose fat, be trim and solid
- ☐ Lose fat, build brawny chest, bulging with vigorous virility
- ☐ Lose fat, be trim, strong, handsome
- ☐ Mold mighty back, taut beefy shoulders
- ☐ Build muscle on skinny wrists and arms
- ☐ Develop crushing grip, lift, lift, punch-power

MIKE MARVEL System, Dept. 91 285 Market St., Newark, N.J.

Okay, Mike! Here's \$1.98. Send me your COMPLETE (nothing else to buy later) body-building course. I want to use your new secret of DYNAFLEX to win a HERCULES HE-MAN BODY in just ten minutes a day. Rush me copies of the DYNAFLEX SYSTEM and my free gift book "Secrets of Attracting Girls" on your money-back guarantee, in plain wrapper. If I don't develop a splendid physique and become more popular with girls you will refund my money-in full.

NAME _____ AGE _____
ADDRESS _____
CITY _____ ZONE _____ STATE _____
(Please Print!)

Outside U.S.A. Send International Money Order or cash. Great Britain: \$1.98 is about 15 shillings. For air mail delivery, send 1 pound.



Albert Dorne — probably the greatest money-maker in the history of commercial art. At the height of his career, he began a full-time search for people who like to draw.

He's Looking for People Who Like to Draw

TODAY HUNDREDS of men and women who never thought they could be artists are working happily at easels and drawing boards, making pictures, and getting well paid for it. They all can thank Albert Dorne, a famous artist who devotes almost his full time to helping other people become artists.

Some of the people Dorne has helped

Herb Smith was a payroll clerk. Soon after he started studying with us, he landed an art job with a large printing firm. This was four years ago; today he's head artist for the same firm.

John Busketta is another. He was a pipefitter's helper in a big gas company. Today he still works for the same company, but as an artist in the advertising department, with a big increase in pay.

Harriet Kuzniowski was bored with an "ordinary" job before she heard of Albert Dorne. Today she does high-style fashion illustration in New York.

With the right training, Wanda Pickulus gave up her typing job to become fashion artist for a local department store.

John Whitaker of Memphis was an airline clerk two years ago. Recently he won a national cartooning contest and was signed to do a newspaper comic strip.

Long before Albert Dorne started looking for people who like to draw, they came to him for advice and help. Since he alone could only help a few of these people he called together America's most successful artists — men like Norman Rockwell, Jon Whitcomb, Stevan Dohanos and Al Parker.

A Plan to Help Others

He said: "All over America, there are people who like to draw, who could be turned into good artists. Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years? I'm suggesting a new kind of school—a home-study art school

America's 12 Most Famous Artists

Norman Rockwell	Fred Ludekens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Giusti	Harold Von Schmidt
Peter Helck	Albert Dorne

that would give talented people the best professional art training, no matter where they live."

The famous artists agreed. Taking time from their busy careers, they spent several years creating a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, the famous artists developed a wonderful way to give each student personal correction and advice all through his training.

Albert Dorne is not surprised by the success of his students. "The art field is growing. We keep getting calls from all over the country, asking us for practical, well-trained students who can step into full-time or part-time art jobs."

Famous Artists Talent Test

To find others with art talent worth developing, the famous artists created a 12-page talent test. Thousands paid \$1 for this test, but now the School offers it free and will grade it free. If you show talent on the test, you will be eligible for training by the School. No obligation. Simply mail coupon. It might be your first step to an exciting, well-paid career in art.

Famous Artists Schools Studio 5849, Westport, Conn.

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists' Talent Test.

Mr. _____ Age _____
Mrs. _____ (please print)
Miss _____
Address _____

City _____ Zone _____

County _____ State _____

Accredited by the Accrediting Commission of the National Home Study Council, Washington, D.C.