



MARVEL
COMICS
GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

3
JULY
IND.

AMERICA'S MOST EXCITING
SUPER-HERO CAPTURED BY
THE WORLD'S MOST DREADED
SUPER-VILLAIN!

YOU
ARE *HELPLESS*,
SPIDER-MAN!
I WARNED YOU
THAT THE POWER
OF *DOCTOR
OCTOPUS* IS FAR
GREATER THAN
YOURS!

CAN
ANYTHING THAT
LIVES DEFEAT
THE MIGHTY
*DOCTOR
OCTOPUS??*

A BOOK-LENGTH SUPER-THRILLER!
SPIDER-MAN FACES
HIS MOST POWERFUL FOE:
"DR. OCTOPUS!"

START YOUR OWN BUSINESS!

ELECTRICAL APPLIANCE REPAIRING

EARN WHILE YOU LEARN!

**SECURITY — INDEPENDENCE —
WORK SHORT HOURS**

There are millions of electrical equipment units in daily use . . . in factories, homes, office buildings and on farms. Skilled electrical technicians are needed to keep this equipment in good running condition. Learn at home in spare time.

You can now **BE TRAINED** to fill this **BIG NEED** . . . a need that grows day by day because of new electrical inventions for home and factory.

If you are mechanically inclined, can hold and use tools, we can give you the training and time-saving kits that will enable you to . . . **Command More Money at Work . . . A Better Paying Job Elsewhere . . . Or A Business Of Your Own!**

The **ELECTRONIC KIT**, a multi-purpose trouble detector, and other valuable Shop Method Training is sent to you! All instruction material is written in simple, easy-to-understand language, chock full of hundreds of detailed photos and drawings. Use! by servicemen the country over.

We show you how to quickly locate the trouble, how to fix it and what to charge. **ALSO**, how to solicit business and keep business coming to you.

Get Full Facts on how you can get this training at home in your spare time and pay for it out of your earnings while learning!

IN YOUR OWN KITCHEN, BASEMENT, OR GARAGE

You don't need elaborate fixtures or expensive equipment to be a successful repairman. Work as many hours as you wish. The Electrical Appliance Technician is his own boss!

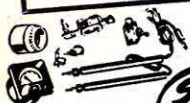
**\$5.00 - \$6.00
HOUR**

often charged for making ordinary repairs. We show you how to repair refrigerators, vacuum cleaners, washing machines, motors, etc., etc.

AGE IS NO BARRIER

Nor is a minor physical handicap. Work is light, pleasant and **PROFITABLE**.

Only had your course a few short weeks and have already made \$800.00. Going to quit my job paying \$250.00 straight salary to operate my own business.—J. D. S., St. Louis, Mo.
I work day times at the shipyard and after 4:00 P. M. I operate from my cellar and garage. I average \$10.00 to \$15.00 clear every day.—Walter Hanley, Brockton, Mass.



SEND COUPON TODAY

**WORKING KIT
FURNISHED**

FREE BOOK

On America's fastest growing industry

**CHRISTY TRADES SCHOOL, Dept. A-271
3214 W. Lawrence Ave., Chicago 25, Ill.**

Gentlemen:

Please rush me your **FREE ILLUSTRATED BOOK** about Electrical Appliance Servicing, facts on your Electronic Kit and Special form for paying later from earnings while learning.

NAME Age

ADDRESS

CITY Zone State

SPIDER-MAN **VERSUS** **DOCTOR OCTOPUS**

THE STRANGEST FOE
OF ALL TIME...

OCTOPUS



STORY BY: STAN LEE
ART BY: STEVE DITKO
LETTERER: JOHN DUFFY

AND NOW BEGIN!

A STORY HAS TO START *SOMEWHERE*, SO LET'S BEGIN WITH A LONELY WAREHOUSE, IN THE DEAD OF NIGHT, WHERE WE FIND A ROBBERY TAKING PLACE...



SUDDENLY, THE MOST AWESOME IMAGE IN CRIME-FIGHTING APPEARS ON THE WALL, DIRECTLY ABOVE THE STARTLED THIEVES...



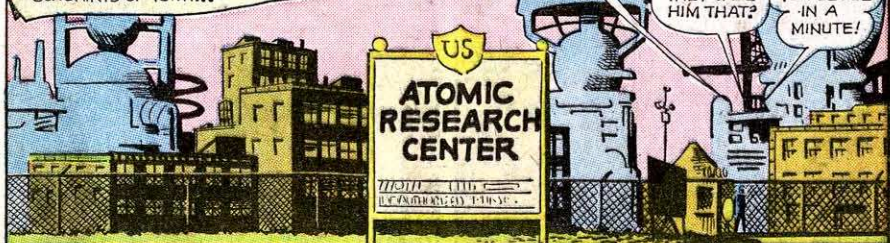
MINUTES LATER...



AND, NOT FAR AWAY...



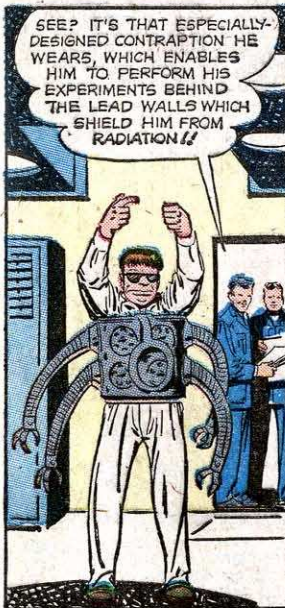
AND LITTLE DOES **SPIDER-MAN** SUSPECT THAT HIS FRIVOLOUS WISH IS ABOUT TO COME TRUE! FOR, AT THAT MOMENT, ON THE OUTSKIRTS OF TOWN...



HERE COMES DOCTOR OCTOPUS!

DOCTOR OCTOPUS? WHY DO THEY CALL HIM THAT?

WATCH! YOU'LL SEE IN A MINUTE!

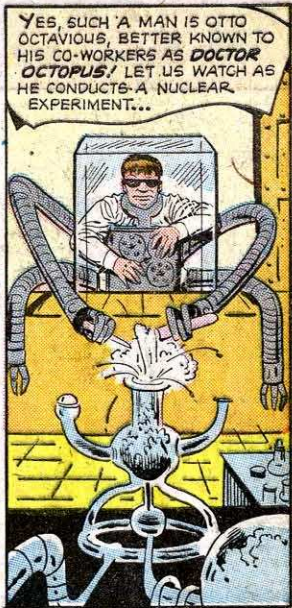


SEE? IT'S THAT ESPECIALLY-DESIGNED CONTRAPTION HE WEARS, WHICH ENABLES HIM TO PERFORM HIS EXPERIMENTS BEHIND THE LEAD WALLS WHICH SHIELD HIM FROM RADIATION!!



HE CREATED THAT GET-UP HIMSELF, AND HE'S THE ONLY SCIENTIST PERMITTED TO WEAR IT!

HE'S THE MOST BRILLIANT ATOMIC-RESEARCHER IN OUR COUNTRY TODAY!



YES, SUCH A MAN IS OTTO OCTAVIUS, BETTER KNOWN TO HIS CO-WORKERS AS **DOCTOR OCTOPUS!** LET US WATCH AS HE CONDUCTS A NUCLEAR EXPERIMENT...



MY ARTIFICIAL EXTRA ARMS PERMIT ME TO WORK SAFELY WITH VOLATILE CHEMICALS WHICH ARE FAR TOO DANGEROUS TO TOUCH WITHOUT PROTECTION!

THOUGH OTHERS FEAR RADIATION, I ALONE AM ABLE TO MAKE IT MY **SERVANT!**



BUT NOTHING IS EVER PERFECT, NOT EVEN THE PROJECTS OF DOCTOR OCTOPUS! AND, AS THE UNSUSPECTING ATOMIC GENIUS CONDUCTS HIS EXPERIMENT...

LOOK! THE RADIATION-METER HAS GONE WHACKY! SOMETHING IS WRONG! THERE'S GONNA BE A **BLOW UP!**

SOUND THE ALARM!

BUT THE WARNING, ALAS, IS GIVEN TOO LATE! AND BEFORE THE ALARM CAN BE SOUNDED...



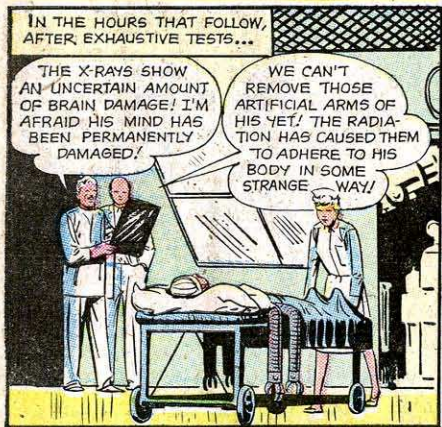
THEN, AFTER THE FLAMES AND SMOKE HAVE PARTIALLY CLEARED...



DOCTOR OCTOPUS IS STILL BREATHING! I HOPE WE'VE REACHED HIM IN TIME!

EVEN THOUGH HE'S ALIVE, HE'S ABSORBED A GREAT DEAL OF RADIATION-- POOR GUY!

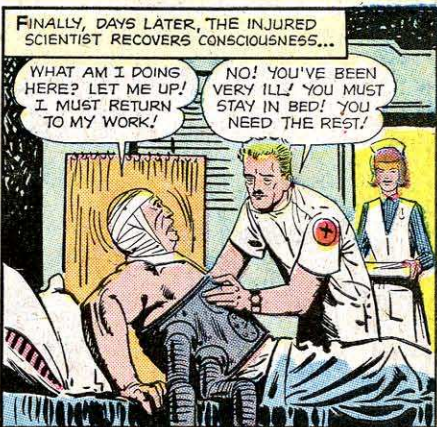
IN THE HOURS THAT FOLLOW, AFTER EXHAUSTIVE TESTS...



THE X-RAYS SHOW AN UNCERTAIN AMOUNT OF BRAIN DAMAGE! I'M AFRAID HIS MIND HAS BEEN PERMANENTLY DAMAGED!

WE CAN'T REMOVE THOSE ARTIFICIAL ARMS OF HIS YET! THE RADIATION HAS CAUSED THEM TO ADHERE TO HIS BODY IN SOME STRANGE WAY!

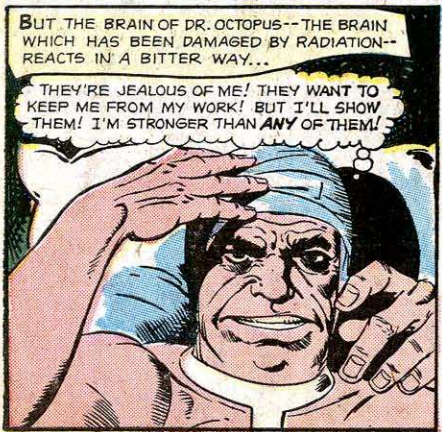
FINALLY, DAYS LATER, THE INJURED SCIENTIST RECOVERS CONSCIOUSNESS...



WHAT AM I DOING HERE? LET ME UP! I MUST RETURN TO MY WORK!

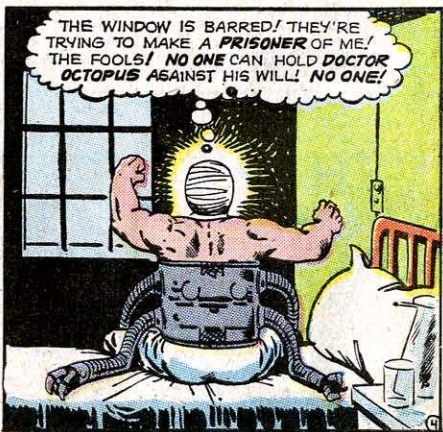
NO! YOU'VE BEEN VERY ILL! YOU MUST STAY IN BED! YOU NEED THE REST!

BUT THE BRAIN OF DR. OCTOPUS--THE BRAIN WHICH HAS BEEN DAMAGED BY RADIATION--REACTS IN A BITTER WAY...

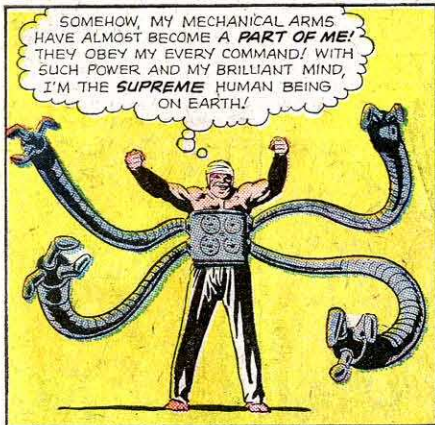
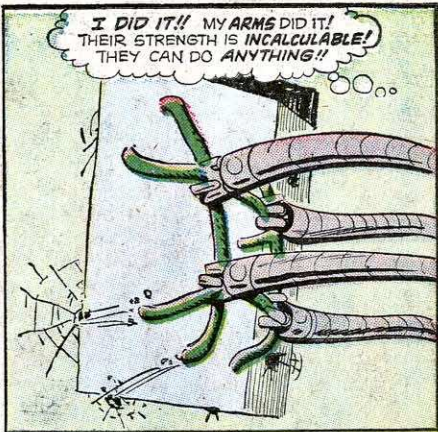
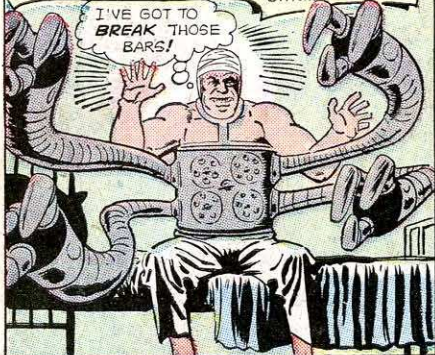


THEY'RE JEALOUS OF ME! THEY WANT TO KEEP ME FROM MY WORK! BUT I'LL SHOW THEM! I'M STRONGER THAN ANY OF THEM!

THE WINDOW IS BARRED! THEY'RE TRYING TO MAKE A PRISONER OF ME! THE FOOLS! NO ONE CAN HOLD DOCTOR OCTOPUS AGAINST HIS WILL! NO ONE!



THEN SUDDENLY, AT JUST A SUGGESTION OF A THOUGHT BY DR. OCTOPUS, HIS ARTIFICIAL ARMS MOVE AS THOUGH THEY HAVE A WILL OF THEIR OWN.



MEANWHILE, AT THE OFFICE OF J. JONAH JAMESON, PUBLISHER OF THE DAILY BUGLE...



AND SO...



HERE'S THE PLACE!
STRANGE THAT IT'S
LOCKED AND NOBODY IS
ADMITTED! WHAT KIND
OF A HOSPITAL IS IT,
ANYWAY?



WELL, THERE'S
ONLY **ONE** WAY TO
FIND OUT-- AND **SPIDER-
MAN'S** JUST THE CAT
TO DO IT!



THESE SUCTION FINGERS OF MINE
WILL GET ME UP THE WALL IN **NO**
TIME! BOY, IT'S **GREAT** BEING
SPIDER-MAN! I CAN DO ALMOST
ANYTHING!



THE ONLY PROBLEM
IS--MY JOBS ARE **TOO**
EASY! I'D WELCOME A
LITTLE **COMPETITION**
ONCE IN A WHILE!

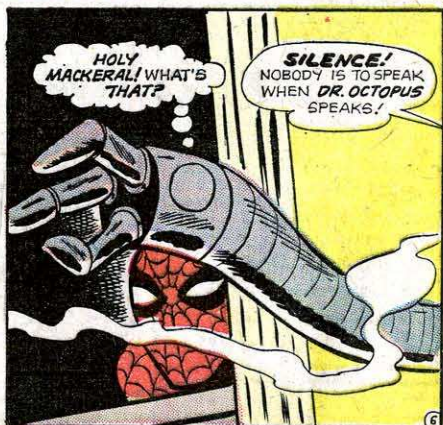


AND, AS HE STEADILY CLIMBS
UP THE SHEER OUTER WALL,
LITTLE DOES **SPIDER-MAN**
DREAM THAT HE IS SOON TO
GET FAR **MORE** "COMPETITION"
THAN HE EVER BARGAINED FOR!

SECONDS LATER...



ALMOST
THERE!



HOLY
MACKERAL! WHAT'S
THAT?

SILENCE!
NOBODY IS TO SPEAK
WHEN **DR. OCTOPUS**
SPEAKS!

CONTINUED AFTER NEXT PAGE...

GIVE ME JUST ONE EVENING and I'LL TEACH YOU TO HYPNOTIZE EASILY!



Hypnotize others quickly, safely---perform any known HYPNOTIC FEAT with EASE! Amaze friends-Exert your Hypnotic Power over others - Be POPULAR and WANTED!

YES, it's true! You can hypnotize anyone so EASILY and quickly you'll be amazed! And it doesn't take special talents or long months of study. The very first day you receive this miracle GUIDE TO HYPNOTISM you'll be able to perform wonders that will astound everyone, it's that SIMPLE.... WHEN YOU KNOW HOW.

Imagine the thrill of being able to EXERT YOUR POWER OVER OTHERS. You'll be the center of attraction at parties or work. You'll be able to make others do your bidding...perform and entertain with feats that have baffled millions for years. And you'll do these wonders with EASE. For Hypnotism is no longer a secret miracle of science but a POWER anyone can exert over another...when you know how!



25 Fact-Packed LESSONS TELL ALL!

Never before has such a Complete and authentic course on Hypnotism been available at such a low price. Doctors and students have PAID hundreds of DOLLARS for personal instruction in Hypnotism, when obtainable. Knowledge such as this can be worth THOUSANDS of DOLLARS to the user over the years. Yet, due to printing economies, large press runs and also by the elimination of correspondence costs, the complete 25-Lesson Guide TO HYPNOTISM is yours for only \$1.98. Yes, only \$1.98 for the COMPLETE COURSE bound in book form. Certainly a tiny investment for so much!

• USE FOR 30 DAYS • WITHOUT OBLIGATION!

PROVE TO Yourself that YOU CAN HYPNOTIZE ANYONE! Order the 25-Lesson Guide to Hypnotism today and put it to the test the very next evening. The first three chapters teach you the SECRET of Hypnotism and the 22 chapters that follow introduce you to many new WONDERS of this miraculous art. For the next 30 days as our guest, perform the WONDERS of Hypnotism among your friends, at home and at work. Then, if you don't feel it's the GREATEST VALUE you have ever received for \$1.98--we don't want you to keep it. Just mail it back and the small payment you sent will be PROMPTLY refunded--no questions asked. You have nothing to lose--amazing new POWERS TO GAIN! So order now!

25 MIRACLE LESSONS

HOW TO HYPNOTIZE
New Simple Technique

HOW TO AWAKEN SUBJECT

THE POST-HYPNOTIC
SUGGESTION

How to make others do your bidding after they are awakened; hypnotizing by telephone.

HOW TO GAIN MAGNETIC
NEW PERSONALITY

MESMERISM

Quick technique for hypnotizing.

MAGNETIC HEALING

How to stop pain. Much surgery is performed by Hypnotism.

HOW TO HYPNOTIZE
FOR MONEY

CURING BAD HABITS

End sleeplessness, stop smoking, lose weight, etc.

POWER OF SUGGESTION

HYPNOTIZE YOURSELF

MAGNETIC INFLUENCE
Control others.

HYPNOTIZING CROWDS

HOW TO ENTERTAIN

MIND READING

HYPNOTISM IN BUSINESS
and much, much more is covered!

SIMPLE SECRETS REVEALED AT LAST

For years the knowledge of how to produce hypnotic sleep has been so well guarded that only a few have mastered this art. But now the veil of secrecy has been lifted and the innermost SECRETS and techniques revealed for the first time. The fact is that Hypnotism is a scientific fact that anyone can learn. Once you know these secrets and methods you can bring about this strange and wonderful control that has only been used by doctors, psychiatrists and entertainers in the past. Yes, now this remarkable phenomena will be yours to use for pleasure, self-development and countless other benefits.

YOU CAN PERFORM ANY HYPNOTIC FEAT!

First, you must understand that what another person does with Hypnotism, you can also do. There isn't anything anyone has ever done with this art that you cannot do! YOU can make people cry, laugh, shout, stop smoking, recall childhood memories, act like an infant, make water taste like vinegar, get folks to sing, dance...do a 1001 things they would never do when not UNDER YOUR POWER. And the most amazing thing of all is --- HOW EASY IT IS TO DO!

SO EASY TO MASTER!

Here at last is the most perfect, complete and easily-learned course on Hypnotism ever written. In three short, simple chapters you learn the hidden secrets of Hypnotism and how to work this scientific miracle. No long, technical, mumbo-jumbo explanations are given. The entire 25-lesson Guide to Hypnotism is written in plain, SIMPLE language that anyone can understand. After the third lesson you are able to begin performing countless techniques and powers clearly explained in the next 22 lessons. You'll learn how to cure bad habits in yourself and others, how to BUILD PERSONAL MAGNETISM, SLEEP without drugs, Hypnotism to help STOP PAIN, stop smoking, BUILD WILL POWER, LOSE WEIGHT, IMPROVE YOUR MEMORY and so much more. And you'll learn how to MAKE MONEY with your new power by entertaining at parties, lodges, club meetings, etc. Truly, this knowledge will give you a NEW SURGE OF CONFIDENCE and POWER unlike any you have ever known!

ACT, FEEL AND
BE A NEW PERSON!

How often have you wished that you could EXERT a MAGNETIC POWER and INFLUENCE OVER OTHERS? Get people to respond to your every command, win respect, admiration and envy from both men and women? Well, DREAM NO LONGER. It's all possible through the secret, magnetic power of Hypnotism. You'll not only be MASTER OVER OTHERS but also yourself. You can BUILD a STRONG, MAGNETIC PERSONALITY through Self-Hypnotism. You can mesmerize to READ the MINDS of others and Plant YOUR Thoughts in their minds. You can direct your self to ACCOMPLISH anything, as easily as you can command others. You have the power to accomplish your innermost dreams.

CHECK HERE HYPNOTIC POWERS YOU WANT!

- ☐ INFLUENCE OTHERS
- ☐ SELF-HYPNOSIS
- ☐ CURE BAD HABITS
- ☐ LOSE WEIGHT
- ☐ STOP SMOKING
- ☐ PERFORM STUNTS, TRICKS
- ☐ DO MIND READING
- ☐ GAIN MAGNETIC PERSONALITY
- ☐ RELIEVE TENSION
- ☐ MAKE MONEY



MAIL NO-RISK FREE TRIAL COUPON!

PALMER-JONES PUBLISHERS, Dept. 22

265 Market Street, Newark, New Jersey

YES, Send me for 30-day HOME TRIAL the complete 25-Lesson GUIDE TO HYPNOTISM.

☐ I enclose \$1.98 - payment in full - which will be refunded to me if I am not 100% delighted.

Name

Address

City Zone State

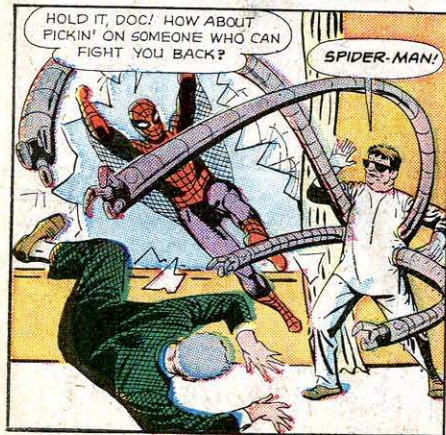
☐ I agree that I will not use this power for other than proper use.

PEERING UNSEEN THROUGH THE LARGE PICTURE-WINDOW,
SPIDER-MAN WITNESSES A STRANGE, UNEXPECTED SIGHT...

YOU CAN'T KEEP ALL OF US
PRISONERS **FOREVER**, DOCTOR.
OCTOPUS! WE'VE DONE WHAT
YOU ASKED--GOTTEN YOU ALL
THE EQUIPMENT YOU WANTED!
WHEN WILL YOU LET
US GO?

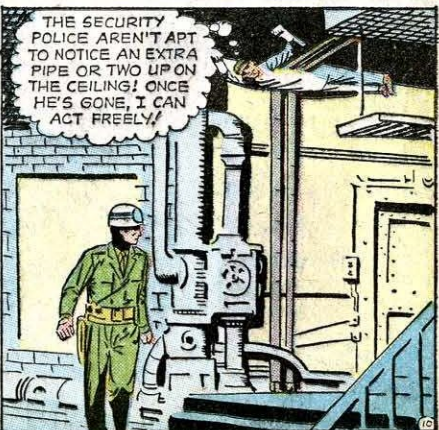
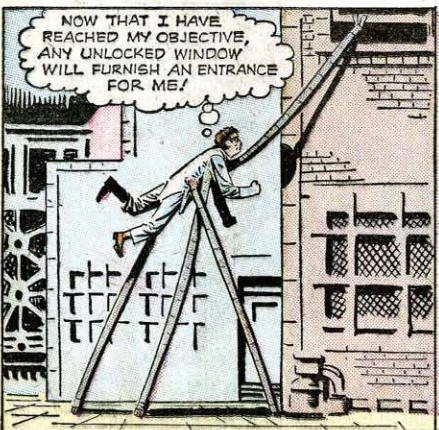
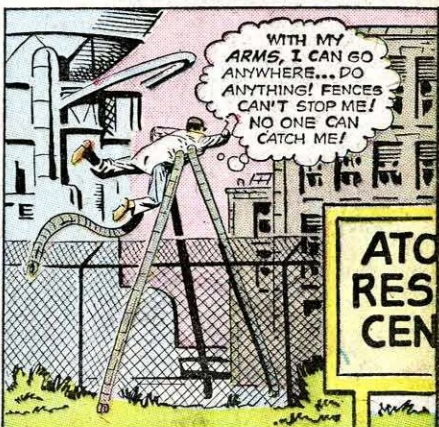
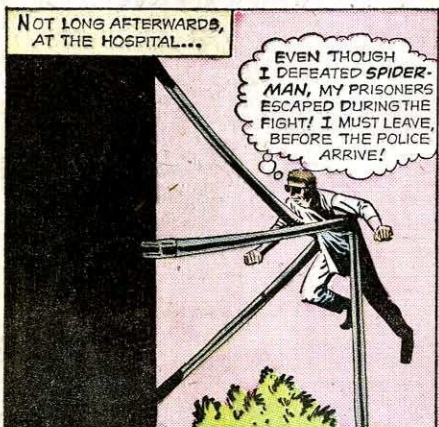
NOT UNTIL I'M READY! WITH
MY POWERS, NO ONE CAN RESIST ME! YOU'LL REMAIN
TO SERVE ME UNTIL I NO LONGER NEED YOU--
AND NOT BEFORE!

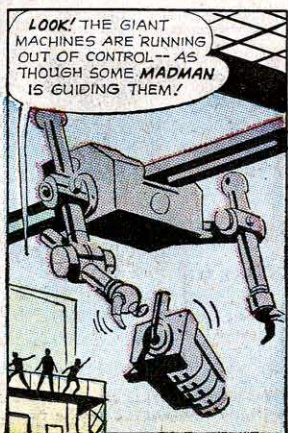
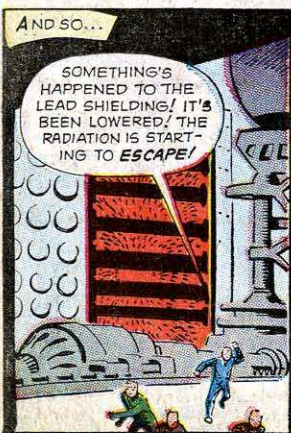
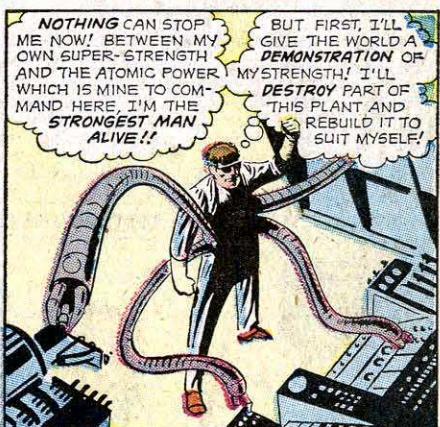
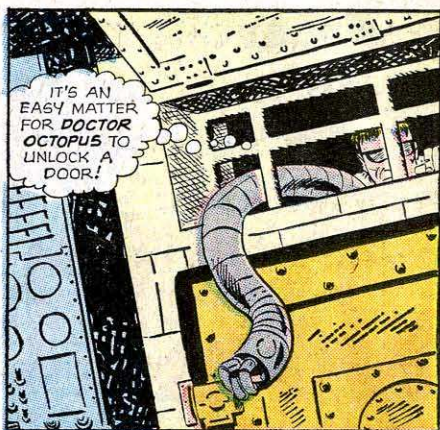
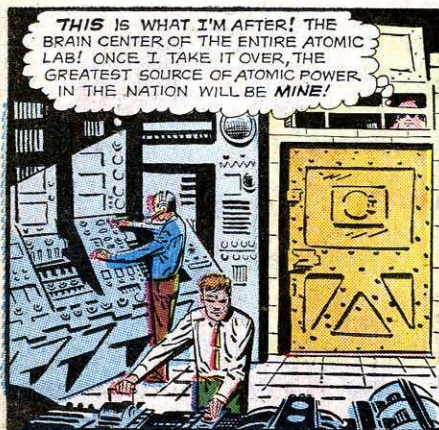
WELL, WELL! SO THE GOOD
DOC HAS FLIPPED HIS LID, EH?
WELL, THIS IS JUST WHAT
I'VE BEEN HOPIN' FOR--
A LITTLE ACTION!











CONTINUED AFTER NEXT PAGE

How to make money as you train at home for a better job or a business of your own in Auto Mechanics

"Jobs for auto mechanics are going begging. Good jobs. Ones paying well and offering better-than-expected freedom from layoffs. There are perhaps 300,000 openings to be filled in cities and towns across the country." These are the words of an automotive expert writing in a famous Chicago newspaper. These are words that spell a bright future for you in an established, yet ever-growing industry. A noted Detroit motor executive said that America needs 25,000 more auto repair shops. Thus, you also have opportunities to go in business for yourself — to be independent.

30 Job Experience Projects. Help You Learn By Practicing

Train at home in your spare time for a better job. The CTI course includes 15 kits of mechanic's tools and testing instruments. In addition, you receive 30 Job Experience Projects to help you learn by practicing. Our course covers all necessary subjects such as engine overhaul; tune-up; repair of electrical, brake, fuel and cooling systems; automatic transmissions. Many pictures make instruction clear and easy to understand. No guess-work!

15 KITS OF TOOLS AND TESTING INSTRUMENTS



MECHANIC'S TOOLS INCLUDING SOCKET SET AND TRAY



TORQUE WRENCH



VISO-ANALYZER (VOLT-AMPERE TESTER)



CAM ANGLE TACHOMETER



VACUUM GAUGE AND FUEL PUMP TESTER; COMPRESSION TESTER



STARTER CURRENT INDICATOR



BATTERY CELL TESTER



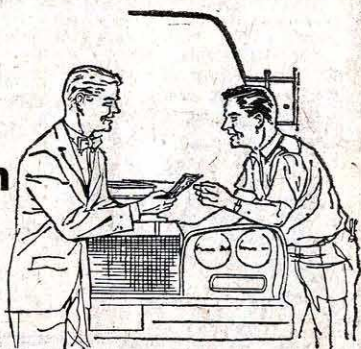
POWER TIMING LIGHT

• ONLY CTI SENDS SO MUCH EQUIPMENT!

MAIL COUPON FOR FREE BOOKLET

It takes only five minutes to fill out the coupon. Do it now and get your letter in the mailbox today. Without cost or obligation, CTI will send you a valuable booklet describing your future in auto mechanics. You can judge the job situation for yourself, and make up your own mind, when you read the facts. But make today.

COMMERCIAL TRADE INSTITUTE • CHICAGO 26, ILLINOIS
Accredited Member National Home Study Council



Many Earn Cash Soon After Starting

Because CTI training is shop-proved, many students start to fix cars in spare time soon after enrolling. Some work on their own; others take part time jobs with local shops. With their earnings, students meet the easy tuition payments and they sometimes have enough left to buy extra equipment. At the same time, these students gain valuable experience and become skilled in the use of tools and instruments.

Training Is Paying Off

CTI gets letters like these all the time: "Am working as a mechanic and earn twice what I used to. Made \$25 a week as I trained."—Jerome Slowik, Ill. "Am now a senior auto mechanic. Made \$800 during training."—Ronald Wharton, Md. "Am proud I finished course. Have two job offers."—Barden Vance, Ind. "Have started my own tune-up and brake shop. Am earning about \$50 a week more than before."—G. Gunz, Cal.

Diesel Mechanics or Body-Fender Repair

In addition to full training in auto mechanics, you also receive instruction in Diesel Mechanics or Body and Fender Rebuilding. No extra charge. Only CTI gives you this generous choice.

Open An Auto Repair Shop

Almost every community offers you a chance to go in business. Your own shop will pay more and give you greater security. Many CTI students start on a spare-time basis, then go full time when business is good enough. Start in your back yard—end up on Main Street!

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1400 GREENLEAF AVENUE
CHICAGO 26, ILLINOIS

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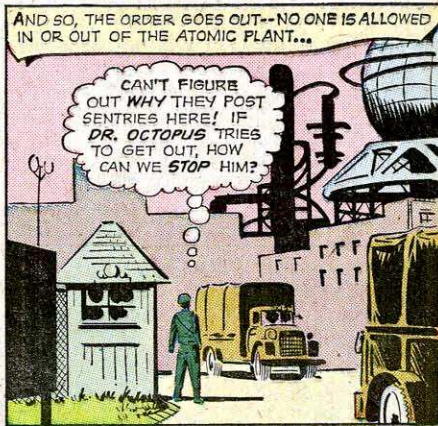
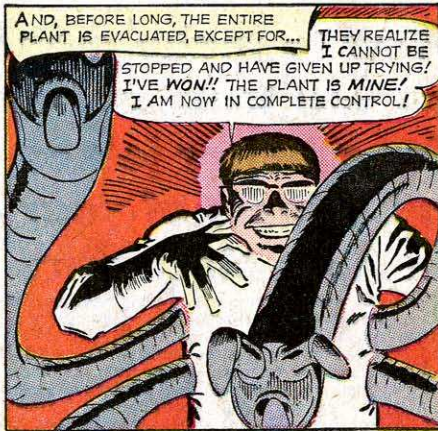
Send me your opportunity booklet, *Make Big Money in Auto Mechanics*. Also, *Sample Lessons*. Both FREE.

Name _____ Age _____

Address _____

City _____ Zone _____ State _____







HELLO, PETEY!...SAY, WHAT'S WITH HIM? HE DIDN'T **ANSWER!**

AND THERE'S NO ONE I CAN TALK TO...NO ONE WHO'D UNDERSTAND!

HIM? HE'S DOWN IN THE DUMPS! LOOKS LIKE HE LOST HIS FAVORITE TEST TUBE!



PETE, DID YOU HEAR THE BIG NEWS? THE GOVERNOR'S ASKED THE **FANTASTIC FOUR** TO TRY TO CAPTURE DOCTOR OCTOPUS!

THEY'RE BUSY WITH ANOTHER CASE, BUT THEY SENT THE **HUMAN TORCH** TO SEE

WHAT HE CAN DO! HE'S SPEAKING TO OUR ASSEMBLY TODAY!

BIG DEAL!



LATER, AT THE SCHOOL ASSEMBLY...

I WAS ASKED HERE TO TACKLE DOCTOR OCTOPUS! BUT I'VE USED MY FLAME SO MUCH RECENTLY, I HAVE TO WAIT A FEW DAYS TO LET IT GET STRONG AGAIN! WHILE I'M WAITING, YOUR PRINCIPAL ASKED ME TO ADDRESS YOU...

IF ONLY I HAD HIS POWER... HIS CONFIDENCE!... BUT THAT'S EASY WHEN YOU'VE NEVER BEEN BEATEN!



NOW FOR A LITTLE DEMONSTRATION! I CAN'T APPLY MY TOTAL FLAME, BUT HERE ARE SOME FIERY FIGURES FOR YOU!

THIS IS WHAT USUALLY HAPPENS WHEN THE **THING** HELPS ME WITH MY HOMEWORK! I GET RESULTS LIKE **THIS!**



THEN, AFTER A FEW MORE COLORFUL DEMONSTRATIONS...

NOW, FOR A PARTING THOUGHT! STICK TO YOUR SCHOOL WORK AND DO YOUR BEST IN YOUR STUDIES! DON'T BE DISCOURAGED IF IT SOMETIMES SEEMS TOUGH! THE IMPORTANT THING IS NEVER GIVE UP! REMEMBER THAT--**NEVER GIVE UP!**



ABILITY ALONE ISN'T ENOUGH! IT'S **ONE** LESSON I'VE LEARNED FROM MY PARTNERSHIP WITH THE **FANTASTIC FOUR**!

IT'S ALMOST AS THOUGH HE'S TALKING TO ME!



EVEN THE **FANTASTIC FOUR** HAVE HAD DEFEATS--BUT WE ALWAYS COME BACK! OUR MOTTO IS NEVER SAY DIE!

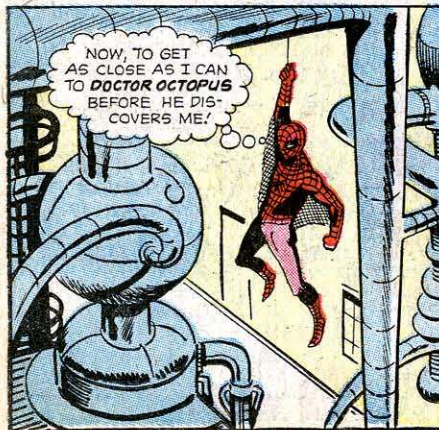
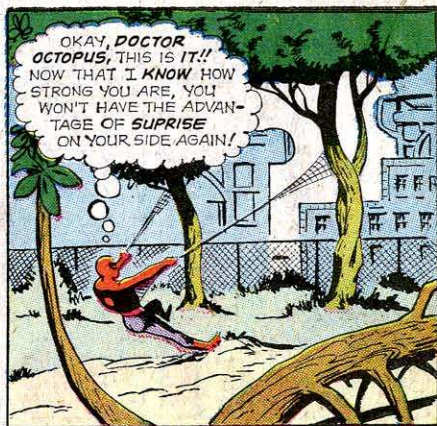
HE'S **RIGHT!** BY GOLLY, HE'S **RIGHT!**



LATER, AT THE CONCLUSION OF THE **TORCH'S** LECTURE...

I WANT TO THANK YOU FOR THAT SPEECH! I--I'LL NEVER FORGET WHAT YOU SAID TODAY! IT MEANT A LOT TO ME!

HUH? OH, SURE--SURE! GLAD YOU ENJOYED IT, FELLA!



CONTINUED AFTER NEXT PAGE

REWARD \$9,985.50

FOR THIS COIN!



ILLUSTRATED: 1804 Silver Dollar: 19,000 Minted, only 12 accounted for—where are the rest?

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SHOE BUSINESS
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MONEY FOR
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You'll take orders for over 230 different shoe styles for dress, sport or work—far more than any store could stock. And you can fit anyone! You'll draw from our 250,000 pair stock with sizes ranging from 2 1/4 to 14, widths AAAA to EEEE! You'll feature exclusive Velvet-ez shoes with foamy-soft air-cushion inner-soles that let you "walk on air". Everyone wears shoes—and because Mason shoes are never sold through stores, folks must buy from you! Rush the coupon today for your FREE selling outfit... have an EXTRA payday next Saturday!

MAIL THE COUPON NOW!
Get started making BIG PROFITS

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Dept. H-656 Mason Shoe Mfg. Company
Chippewa Falls, Wisconsin

Dear Ned: Please rush FREE and postpaid my Starting Shoe Business Outfit with EVERYTHING I need to start making extra cash Saturday mornings.

Name PLEASE PRINT

Address

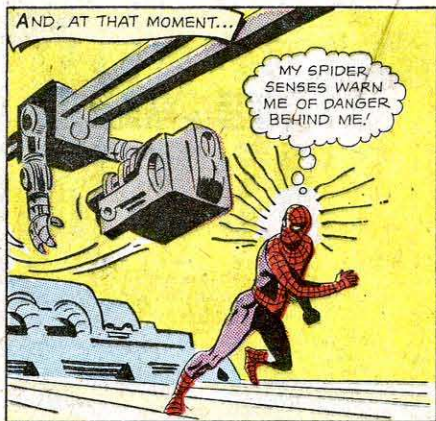
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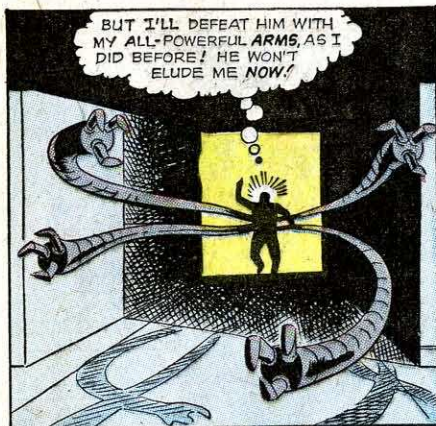
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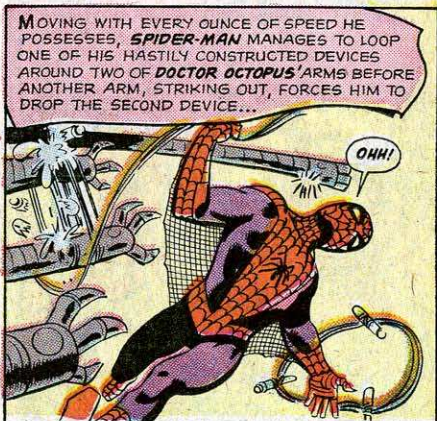
FREE SELLING OUTFIT

**MR. V. MASON, Dept. H-656
MASON SHOE MFG. COMPANY
Chippewa Falls, Wisconsin**









ONCE AGAIN, AT THE LAST SPLIT-SECOND, **SPIDER-MAN'S** SPIDER INSTINCT SAVES HIM FROM SUDDEN DEFEAT...

MOVING WITH EVERY OUNCE OF SPEED HE POSSESSES, **SPIDER-MAN** MANAGES TO LOOP ONE OF HIS HASTILY CONSTRUCTED DEVICES AROUND TWO OF **DOCTOR OCTOPUS'** ARMS BEFORE ANOTHER ARM, STRIKING OUT, FORCES HIM TO DROP THE SECOND DEVICE...

BUT **SPIDER-MAN** HAS SUPER-HUMAN STRENGTH, EVEN AS **DOCTOR OCTOPUS** AND HE RECOVERS FROM THE BLOW IN SECONDS, IN TIME TO DIVE OUT OF HARM'S WAY...

NOW TO GET OUT OF REACH AND WATCH WHAT HAPPENS!

YOU HOPE TO DEFEAT ME WITH A FOOLISH THING LIKE THIS? YOU MUST BE MAD!

OH, I SEE! IT'S A CHEMICAL WHICH FUSES MY METAL ARMS TOGETHER! HMM... CLEVER!

BUT I CAN TAKE CARE OF THAT EASILY-- AFTER I DISPOSE OF YOU FOR GOOD!

SLOWLY, INEXORABLY, **DR. OCTOPUS** FORCES **SPIDER-MAN** BACK AGAINST THE WALL, BLOCKING HIS WEB WITH HIS SWIFTLY-MOVING ARMS...

HA-HA! EVEN YOUR FAST-SHOOTING WEB ISN'T QUICK ENOUGH FOR ME!



HE'S USING HIS FUSED ARMS LIKE A CLUB! I CAN'T RETREAT ANY FURTHER! MY BACK IS TO THE WALL! I'VE GOT TO TAKE A DESPERATE CHANCE!



MOVING LIKE A PERSON POSSESSED, **SPIDER-MAN** WHIPS HIS LEGS AROUND ONE OF **DOCTOR OCTOPUS'** TENTACLE ARMS, WHILE HE SEIZES THE OTHER FREE ARM WITH BOTH OF HIS POWERFUL HANDS...

GOT YOU!

BUT NOT FOR LONG!



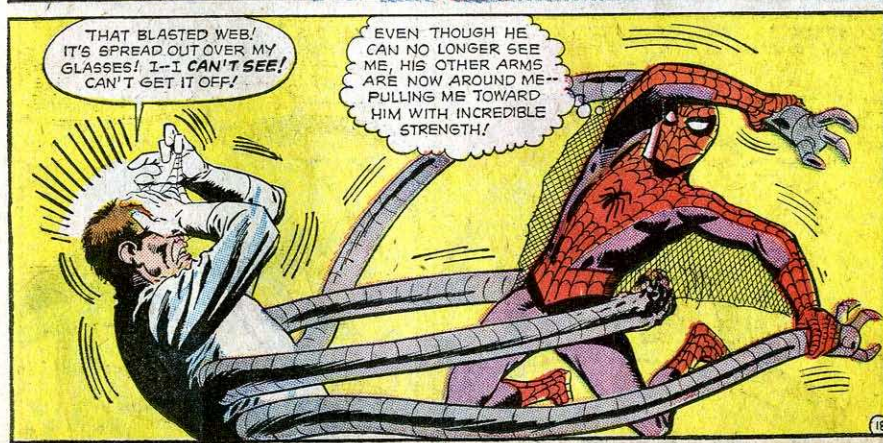
THEN, BEFORE **DOCTOR OCTOPUS** CAN MAKE ANOTHER MOVE, **SPIDER-MAN** SHOOTS HIS AMAZING WEB DIRECTLY AT THE STARTLED SCIENTIST'S FACE...

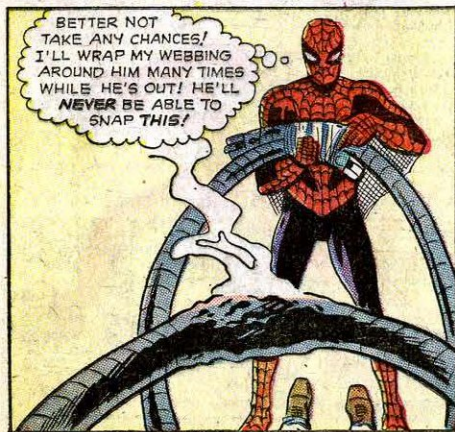
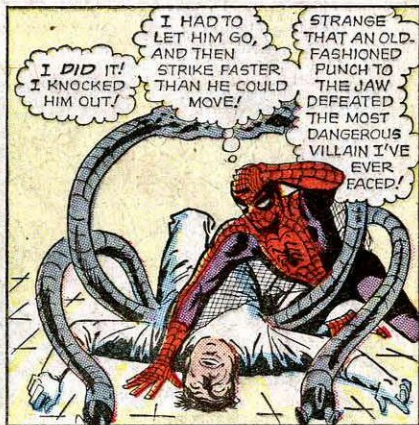
I SHOULD HAVE REALIZED SOONER, **OCTOPUS**, THE BEST DEFENSE IS A SMASHING OFFENSE!



THAT BLASTED WEB! IT'S SPREAD OUT OVER MY GLASSES! I-I CAN'T SEE! CAN'T GET IT OFF!

EVEN THOUGH HE CAN NO LONGER SEE ME, HIS OTHER ARMS ARE NOW AROUND ME--PULLING ME TOWARD HIM WITH INCREDIBLE STRENGTH!





CONTINUED AFTER NEXT PAGE...

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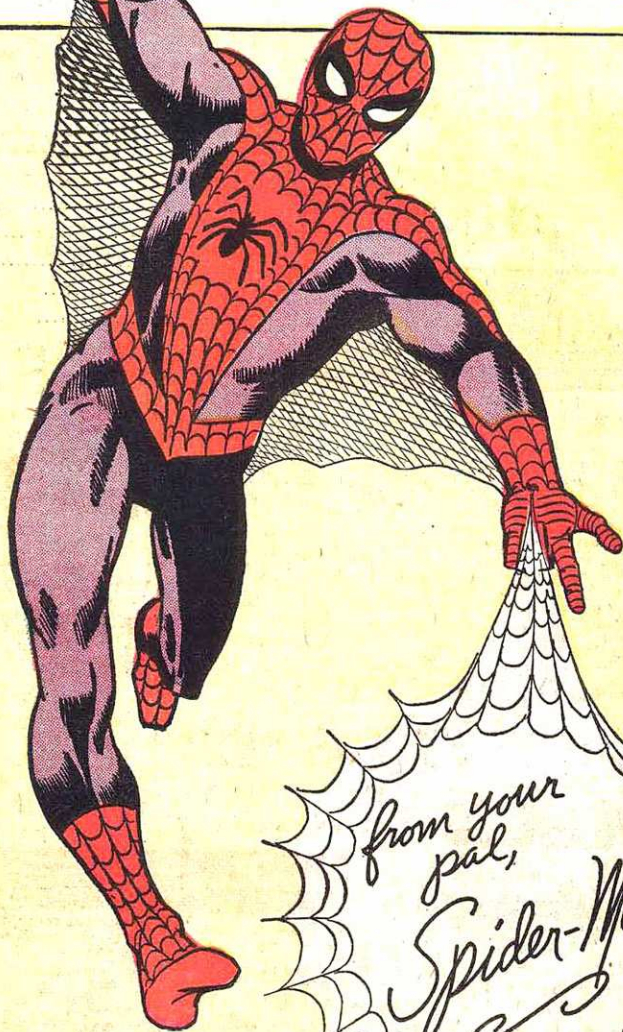
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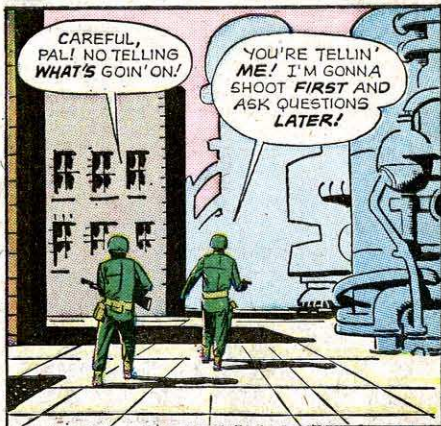
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AND INSIDE THE ROOM IN QUESTION...

GOOD NEWS, TORCH! YOUR TEMPERATURE IS DOWN AND YOUR VIRUS IS GONE! BY NOW, YOUR FLAME SHOULD BE WORKING AT FULL STRENGTH!

GREAT, DOC! I WANNA SHOW MY PARTNERS IN THE FANTASTIC FOUR THAT I CAN TACKLE DR. OCTOPUS ALONE!



FLAME ON!

AND NOW FOR-- RELAX, TORCH! DR. OCTOPUS HAS BEEN CAPTURED ALREADY!



THANKS TO YOU, TORCH, OCTOPUS IS SAFELY UNDER WRAPS! AND I OWE YOU ADDITIONAL THANKS BECAUSE IF NOT FOR YOU, SPIDER-MAN MIGHT'VE BEEN FINISHED, TOO!

HUH?



SO LONG, TORCH! SEE YA AROUND, PAL!

FLAMIN' FIREBALLS! I DON'T GET IT! WHAT DID I DO??



THE NEXT DAY, THE HUMAN TORCH GIVES A PULSE-POUNGING DEMONSTRATION OF HIS FULL POWERS BEFORE RETURNING TO HIS HEADQUARTERS...

WISH SPIDER-MAN WAS STILL AROUND TO JOIN ME IN THIS SHOW! BUT I DON'T KNOW WHERE HE CUT OUT TO!

NOW THERE'S MY IDEA OF A HERO! THE HUMAN TORCH-- AND A GUY LIKE SPIDER-MAN! TOO! WHY DON'TCHA WATCH AND SEE WHAT A REAL MAN IS LIKE, BOOKWORM?

SOMEDAY I'LL TELL YOU WHY, LOUD MOUTH! AND I'M SURE GONNA ENJOY IT! YES SIR, IT'S GONNA BE A REAL PLEASURE!



AND, FOR THE FIRST TIME, A CASE ENDS WITHOUT PETER PARKER DELIVERING ANY PHOTOS TO MR. JAMESON! BUT, RIGHT NOW, PETER COULDN'T CARE LESS!

The END



ACTION
in the
**SPIDER-MAN
STYLE**

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SPIDER'S WEB

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your letters to:
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New York 21, N. Y.

We regret that no letters can be answered personally, but we will print as many as possible each issue, and you may rest assured that either Stan Lee or Steve Ditko, or both, carefully read each and every letter received here at the Web!

Dear Stan and Steve:

The Amazing Spider-Man #1 was quite good as first issues go, and in comparison to other first issues edited by you two, it was great. In the Spider-Man, you have a hero that really reaches out to the hearts of the readers. His financial state, his social life, and his acceptance as a super-hero are all things that make this guy appealing. (Yes, appealing; his appeal is gained more through pity than admiration of him.) And oh, how I hate that J. Jonah Jameson. I can't really say that I know a fictional character that I've hated so much. Of course, being as I hate him, I have to put in a good word for him. Like—how can the reading public believe what this guy writes? I can understand how a few or even a majority might have sided with him after his first editorial. And it's understandable that as each new "masterpiece" on his part came off the press that his following might increase. But when Spider-Man saves this bum's son and then he turns around and claims that the Spider-Man is a headline grabber, come on... I say that this J. J. Jameson guy is the headline grabber. The second story was the better of the two and this is understandably so when you figure that the FF were contained therein. I think that Ditko did an exceptionally fine job on the Four. I also think that in this story, Mr. Fantastic played a far larger role than he's ever done. Usually he's confined to controlling the Thing and the Torch and tellin' the others what to do. Question: How was the Spider-Man able to rip the door of the helicopter off its hinges? Or do spiders normally have this ability? I also liked the end of the story (second) where the Four are pondering over the future of the Spider-Man. The cover of this issue was exceptionally well done in comparison with other covers done by you guys. The costume of Spider-Man is quite good-looking and it's second only to Thor, as costumes go. Thanks for your time and your fine publication.

Tom Jones
622 Flater
Aberdeen, Maryland

You're welcome, Thomas. And, regarding your question, remember—a spider is far stronger than a human being in proportion to his size! Inasmuch as Peter Parker has the relative strength of a spider, and the size of a human, well—just imagine!

Dear Editor:

I just finished reading the first issue of your wonderful magazine. I thought that it was very good. I especially liked the way the Spider-Man spins his webs. This is quite an original idea. One question, though: why doesn't the Spider-Man appear monthly instead of bi-monthly?

Jerome Haro
515 S Street
Chula Vista, California

Maybe he will, Jerry, if enough fans feel the way you do.

Dear Stan and Steve:

At last you have put out a single comic book devoted to one super-hero. Spider-Man sure deserves it. The cover was exceptionally well done. The title, *The Amazing Spider-Man*, on the cover should stay as it is. Of the two titles inside, the one used on the Chameleon story was better. The plot of the first story was a good one, but I hope that the public will be straightened out, and Spider-Man will be on the side of the law and make everybody know it. The plot with the Fantastic Four was also good, but I don't think Steve Ditko drew the FF too well. In some panels, the Human Torch looked like he did in *Fantastic Four #1* and #2. If Spider-Man is treated right, and is made to appear to the public as a normal super-hero, he will be one of the better ones. Looking forward to the next issue of *Amazing Spider-Man*.

Fred Bronson
11620 Port Rd.
Culver City, California

So are we, Fred! But tell us: Just what is a "normal super-hero"???



Dear Stan and Steve:

Here are some suggestions for Spider-Man. ... Have him battle common criminals. Make him more like a detective than a lifeless mannikin who scares away alien invaders. Have pictorial previews of forthcoming issues. Have a letter column in the first issues with comments on the Spider-Man origin in *Amazing Fantasy #15*. Have Steve Ditko do all the art, and Stan Lee the writing. Have the type of spectacular covers you had in the 40's, keeping Spider-Man the main figure. In closing, I would like to say that the Spider-Man could be the best mag on the market, and you have everyone's hopes to be just that.

Bill Ryan
1247 Dellwood Drive
Westlake, Ohio

Thanks for your advice, Bill, although we could mention some competitors who probably don't share your hopes!

CONTINUED...

Dear Spider-Man:

I feel sorry for you, buddy. It was pretty mean of the Fantastic Four to desert you, but I think they will let you in if you tell them about your problems, and beat the rocks out of Thing's head! I'm sure Johnny Storm is on your side. I'm going to write to the Fantastic Four as soon as possible.

Your full-of-pity-Friend,
Frank Glen
Box 154
Hopewell Junction, New York

Hey, hold on there, Frankie boy! The FF get more than enough letters! WE'RE the ones who can use 'em!

Dear Stan and Steve:

Your new Spider-Man mag is the greatest!! Your title-logo is striking and appropriate. I missed this trial issue in *Amazing Fantasy* (and you can give me fifty lashes with a wet noodle for this). His costume is superb. His powers are confined, not branched out like some heroes who can do anything. He is the only hero of this New Age of Comics that is hunted by the law. I heard that in the Golden Age of Comics, almost all super-heroes were. Here's to Spider-Man's running 50 years in his own comic.

Phil Leibfred
105 Parkway Rd.
Bronxville, N. Y.

Only fifty???

Dear Stan and Steve:

Your Spider-Man shows great promise as a really great super-hero. I'm very sure you made no mistake in giving him his own magazine after only one tryout in *Amazing Fantasy*. It doesn't take a second look to know that Spider-Man is a natural. A super-hero's success is based on the reaction of the reader to said super-hero's assortment of super powers, the quality of his art, and lastly the writing quality. I'm sure you know this better than I. I think reader reaction to Spider-Man's powers will be almost wholly in his favor. His powers are original, different, and very interesting, to say the least. You've no problem on this point. As to art I have nothing but praise. Mr. Ditko is the perfect choice to illustrate Spider-Man. He's had much experience illustrating weird and off-beat stories as in the case of *Amazing Fantasy*. When he began to draw Spider-Man he also proved he could handle a super-hero as well. But of interest is the fact that he could inject into the Spider-Man art the weird feeling from his earlier work of unusual stories. Mr. Ditko has a knack for drawing a man so that he seems half man and half spider — the Spider-Man. His style in SM art is almost hypnotic. He draws SM in such poses as to suggest a spider and he does it so well that I find myself counting Spider-Man's limbs to assure myself that he has no more than four. But art can't make the whole comic. Story-wise I think there's room for improvement. The handling of Spider-Man's character has been well done, but otherwise the plot hasn't been as good as it could be. The first appearance in *Amazing Fantasy* was great, but the plot in the first issue wasn't as good. The appearance of the Fantastic Four was good but I didn't like the plot otherwise. I realize Spider-Man is just out and brand new, so I'm sure not going to give him up. With each issue I'm positive he'll improve as did your your great mag, *Fantastic Four*. In no time at all Spider-Man should be ranking among the very tops in the comic world.

Buddy Saunders
1605 Joyce
Arlington, Texas

Thanks — we think!

Dear Stan and Steve:

I think Spider-Man should have a secret partner to find out inside information and to help him keep his identity secret from outsiders. I just loved your first issue and

hope you keep up the good work. I'm looking in the news-stands for your next issue.

Doug Arch
Box 48
Joshua Tree, California

Hope you find it, Doug! As for a secret partner for S-M, well, what do the rest of you fans think? (Both of you!)

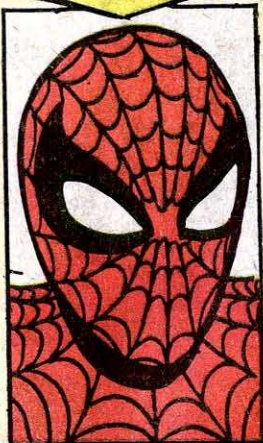
Dear Stan and Steve:

Having read almost as many stories as you have written I feel my opinion is as good as the next fellow's. Meaning to say that your startling story in #1 copy of Spider-Man was terrific. But may I ask what in the world did you do to the second part? Is he so different that nothing can go his way? Your next issue is supposed to be great, but if more of your fans such as I feel this way after reading the first issue . . . well, I don't think I'd waste my good money on another copy like the first. Having read as many of your great stories as I have, I'd just like to know which side of the bed you got up on to finish a good story such as Spider-Man the way you did? Good luck on your next issue. I have a feeling you'll need it.

Margaret Seth
955 Preston St.
Sciotoville, Ohio

'Twas an interesting letter, Maggie, although we still can't decide whether you're for us or agin' us!

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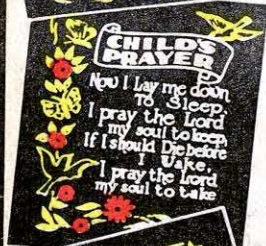
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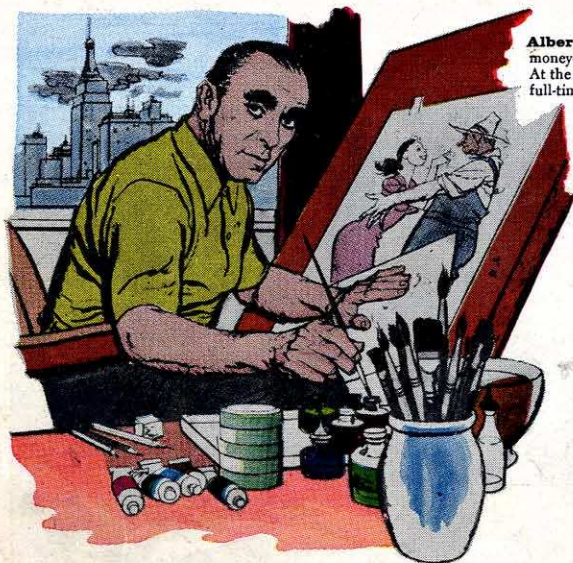
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Albert Dorne — probably the greatest money-maker in the history of commercial art. At the height of his career, he began a full-time search for people who like to draw.

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 Kuzniewski 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 Pickulski 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

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.

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

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America's 12 Most Famous Artists

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