



MARVEL
COMICS
GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY
IND.

6
NOV.

HALF-MAN... HALF-REPTILE...
THE LIZARD
WILL TAKE OVER ALL OF
EARTH UNLESS SPIDER-MAN
ALONE CAN STOP HIM!



THE MARVEL AGE OF COMICS IS HERE!

THE WORLD'S GREATEST MOLDER OF HANDSOME HE-MEN and CHAMPS out of WEAKLINGS says

can now get
YOU FREE!

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!

**SKINNY OR FAT, 15, 20, 30 OR 40 YEARS
OF AGE**
**I'LL BUILD YOU INTO A NEW
ATHLETIC MIGHTY-MUSCLED**

ALL-MALE HE-MAN

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



BEN REBHUN

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.



**This now MAGNIFICENT
MODERN HERCULES,
26 year old teacher,
William Butler,**

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

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

"NO MATTER WHAT YOUR AGE
I'll show you, by my quick, easy SECRETS

How to GAIN OR LOSE UP TO 50 LBS. FAST

like my pupils here did and THOUSANDS do now."

17
YEAR
OLD
SILLS



"I GAINED
60 LBS.
OF SHAPELY
MIGHTY
MUSCLES.

BEFORE

mailing
coupon,
I was a
225 lb.
6 ft.
skinny
weakling."

says **JOHN SILL**

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

"I LOST
30 LBS.
OF
DANGEROUS
UGLY
FAT



28 year old
Felipe
Mendoza

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

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!

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. I'll
show you How to Mold 16 INCH ARMS OF MIGHT,
a big, deep 45 INCH CHEST showing TIRELESS
LUNGS, WIDE MANLY SHOULDERS — a BROAD
BRAWNY BACK, tapering to a SLENDER WAIST with
punch-proof STOMACH MUSCLES, LEGS OF RUN-
NING POWER.

**WOMEN always say, "I just adore
A.B.C. 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
weak to a tower of strength and endurance,
of others into all-male he-men!

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 EVERY-
THING — 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,
Tony!"
28 A.B.C.
lbs.

Pascarella

AMERICAN BODY BUILDING CLUB, Dept. MA310, 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.
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☐ SHOULDERS ☐ POWERFUL LEGS ☐ SLIM WAIST
☐ I want to become a winning athlete. ☐ I want new pep.

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DO NOT MAIL COUPON IF UNDER 14 YEARS OF AGE.

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Self-
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know how
to get these
FREE!

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"FACE-TO-FACE WITH... THE LIZARD!"

IT IS COMMON KNOWLEDGE THAT **SPIDER-MAN** IS THE MOST SUCCESSFUL NEW SUPER-HERO SINCE THE FANTASTIC FOUR!

THIS, THE LATEST, AND POSSIBLY THE GREATEST OF ALL HIS ADVENTURES, WILL SHOW YOU **WHY** THE MYSTERIOUS MASKED TEEN-AGER HAS BECOME AMERICA'S SUPER SENSATION!

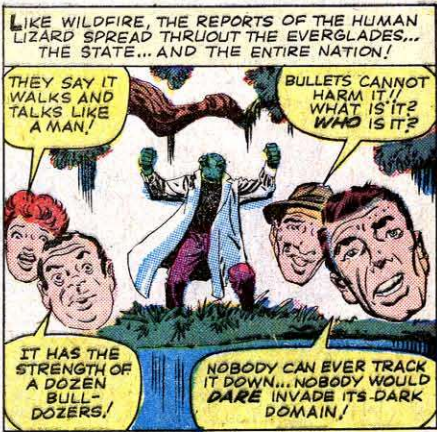
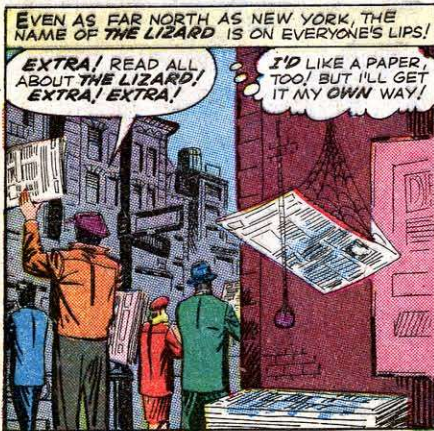
WRITTEN BY:
STAN LEE

DRAWN BY:
STEVE DITKO

LETTERED BY:
ART SIMEK

A
21-PAGE
SPIDER-MAN
SUPER
EPIC!

A **SUPER-HERO** IS NOTHING WITHOUT A **SUPER-VILLAIN!** AND, OUR LATEST SUPER-VILLAIN APPEARS, WITHOUT WARNING, IN THE MURKY SWAMPS OF FLORIDA'S EVERGLADES. THIS IS THE FIRST ENCOUNTER BETWEEN MAN--KIND AND--**THE LIZARD!**



WELL, I'LL CHANGE TO PETER PARKER, AND GO SEE MISTER JAMESON! MAYBE HE'LL SEND ME TO FLORIDA TO SNAP SOME PHOTOS OF THAT LIZARD CHARACTER!



A FEW MINUTES LATER, AT THE OFFICE OF THE "DAILY BUGLE"...

YOU'RE OUT OF YOUR MIND, PARKER! I JUST PRINTED THAT "CHALLENGE" HEADLINE TO SELL PAPERS! THE LIZARD IS PROBABLY JUST A PHONY, ANYWAY! I'M NOT PAYING YOU TO WASTE TIME!

BUT IF SPIDER-MAN DOES FIGHT HIM, THINK WHAT A SCOOP WE COULD GET!



DON'T MAKE ME LAUGH! IF THERE REALLY IS A GIANT LIZARD DOWN SOUTH, SPIDER-MAN WILL NEVER TACKLE HIM! HE'D RATHER STAY HERE, FIGHTING TWO-BIT HOODS AND MAKING A REP FOR HIMSELF!

I SHOULD HAVE KNOWN OLD HATCHET-FACE WOULD TURN ME DOWN!



TOO BAD, PETER! I THINK HE SHOULD HAVE SENT YOU TO COVER THE LIZARD STORY! IT MIGHT BE A REAL SCOOP!

THANKS, BETTY! I SURE WISH YOU WERE THE PUBLISHER, INSTEAD OF JUST BEING HIS SECRETARY!



NEXT DAY, AT THE NATURAL HISTORY MUSEUM...

I FIGURE IT WON'T HURT ME TO LEARN ALL I CAN ABOUT LIZARDS, JUST IN CASE! SO, I MIGHT AS WELL START WITH THE BIGGEST ONES... THE DINOSAURS!

HEY, LIZ! WOULDN'T YOU KNOW WE'D FIND BOOKWORM PARKER HERE!

HUSH, FLASH! I WANT TO HEAR THE LECTURE!



...IF THEIR INTELLIGENCE HAD MATCHED THEIR SIZE, THEY MIGHT STILL RULE THE EARTH TODAY!

THEIR HIDES WERE SO THICK THAT IF THEY LIVED TODAY NO GUN SMALLER THAN A CANNON COULD INJURE THEM!

MY SPIDER SENSE IS TINGLING! THOSE TWO MEN COMING IN... IT'S DUE TO THEM!

NO ONE SAW US TAKE THE IDOL'S RUBY! NOW LET'S SCRAM!

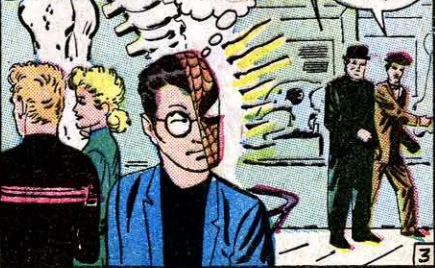


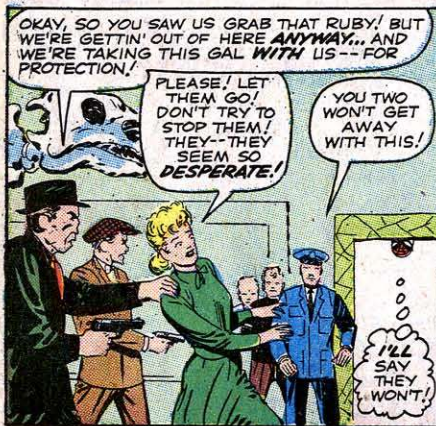
THEY LIVED IN OR OUT OF WATER... THEY COULD CRUSH A PRESENT-DAY TANK...

THEY'VE STOLEN SOMETHING! I CAN SENSE IT! I HAVE TO FOLLOW THEM!

DON'T LIKE THE WAY THAT KID'S LOOKIN' AT US!

ME, NEITHER! COME ON!









**YOU CAN
HAVE
THE SECRET
WEAPON!**

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

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FREE—HOW TO PERFORM
STRONG MAN
STUNTS**

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 lightning Ju-Jitsu! You will master the simple grips, pressures, blows, jabs, edge of hand blow, thumbscrew, wrist rattle, shoulder pinch, hip and knee throw and scores of other holds.

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EXPERIMENTS
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This sensational new book offers many hours of instructional and educational recreation. Build your own electric motor, magnetic compass, Telegraph set, Buzzer type bells, crystal radio receiver, and a one tube radio, etc. You'll be excited with the scores of experiments this book has to offer. Discover the fun that comes with electricity. \$1.00



**ONLY
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FOR ALL OCCASIONS**

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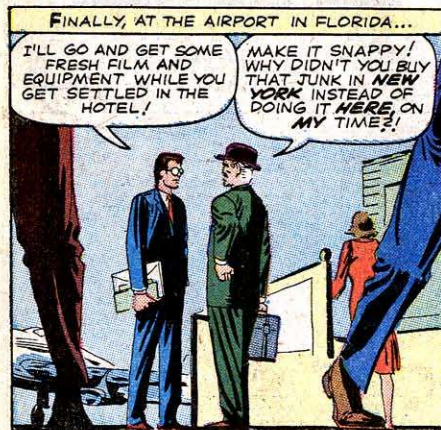
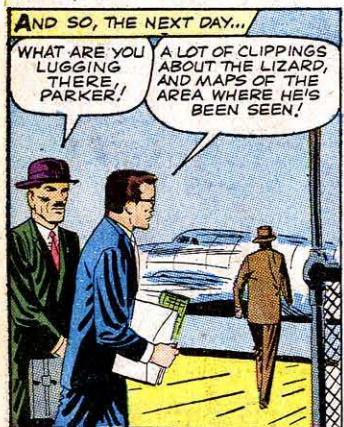
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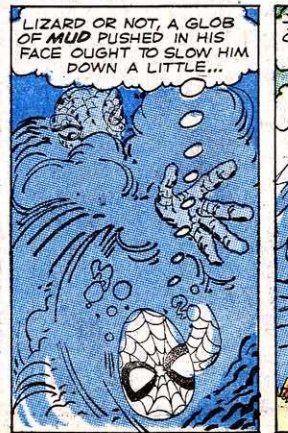
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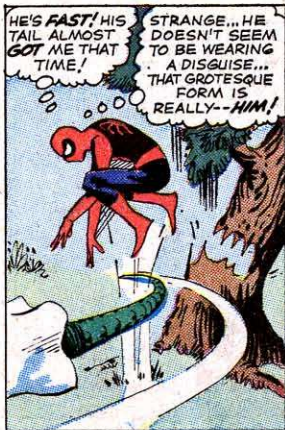
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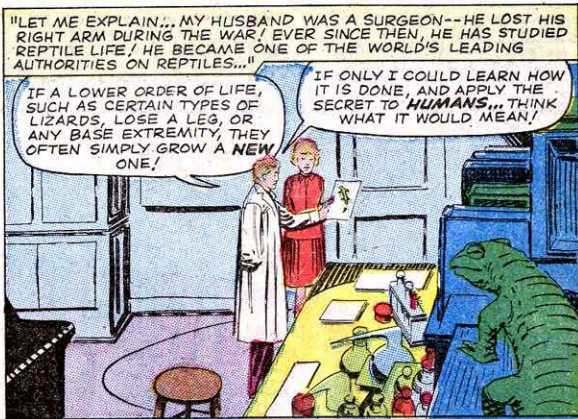
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**THIS SPARE TIME SHOE BUSINESS
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It's just like having an EXTRA payday every week... just for showing friends, relatives and neighbors how they'll "walk on air" in Mason comfort shoes! Many a man sells 2, 3, 4 or 6 pairs of Mason shoes on Saturday morning alone—and makes himself as much as \$5 to \$20 or more extra for 2 or 3 hours of his time. *You keep all of your profit!* We furnish you a FREE selling outfit containing everything you need to start making money right away. We carry the stock for you and ship the shoes for you—your profit is clear! You never invest a cent. And think what you'll save on your own shoes, too!

Here's Why You'll Make Money!

You'll take orders for over 230 different shoe styles for dress, sport or work, for men and women—a far greater selection than any neighborhood store can possibly stock. And you can fit almost anyone! You'll draw from our 300,000-pair stock with sizes ranging from 2½ to 15, widths AAAA to EEEE! You'll feature exclusive Velvet-eez shoes with foamy-soft air-cushion innersoles that let you "walk on air." You show many other exclusive features... Ripple-Sole Shoes, Oil-Resistant Work Shoes, Magic Shu-Lok Shoes, colorful styles for women—a line that's far beyond the reach of any store. That's why EVERYBODY is your prospect. And because Mason Shoes are never sold through stores, folks must buy from you!

Sales Equipment Absolutely FREE

Fill out and mail coupon below. We'll rush you your FREE selling outfit. Kit features 230 fast-selling shoe styles, plus foolproof measuring equipment—and "How To Make Extra Money" booklet. Send no money now or later. You get everything you need to start. Rush coupon for your FREE selling outfit... have an EXTRA payday next Saturday! Act today!

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Dept. F-3
Chippewa Falls, Wisconsin

RUSH STARTING OUTFIT

MR. VICTOR MASON

Mason Shoe Mfg. Company, Dept. F-3 Chippewa Falls, Wis.

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

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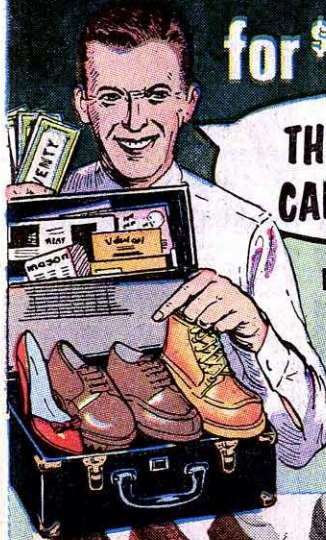
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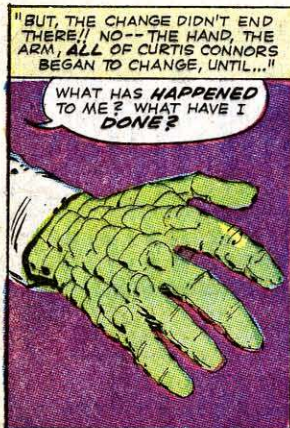
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If you have ambition, can sell, and can train and supervise others, we may have an opening for you as a District Sales Manager. If you are qualified for this type of promotion, write us. Give age, education, sales and management experience. Personal interviews arranged with qualified men.

Write F. H. Froberg, Desk B, Mason Shoe Mfg. Company, Chippewa Falls, Wis.





SUDDENLY, A COLORFUL, FAST-MOVING FIGURE SWINGS DOWN FROM ABOVE, AND...



OWW! HIS SKIN IS HARD AS A DINOSAUR'S ARMOR. I ALMOST BROKE MY HAND... AND HE HARDLY FELT IT!



I'LL TRY TO HOLD HIM WITH MY WEB, UNTIL--NO! THAT'S NO GOOD, EITHER! HE SNAPPED IT WITH HIS TAIL AS IF IT WERE MADE OF PAPER!



JUST THEN, A FEMALE VOICE CRIES OUT, AND IT STRIKES A HIDDEN CHORD DEEP WITHIN THE LIZARD'S BREAST! SLOWLY HE TURNS, AND THEN SILENTLY SLITHERS INTO THE MURKY SWAMP...



MINUTES LATER...



I KNOW WHO YOU ARE! I SAW PICTURES OF YOU! YOU'RE SPIDER-MAN!



IT'S A GOOD THING I'M A SCIENCE MAJOR IN HIGH SCHOOL! SO, THE KIDS MAKE FUN OF ME, AND CALL ME A BOOKWORM, DO THEY? WELL, THIS BOOKWORM IS GOING TO FIND AN ANTIDOTE FOR THE LIZARD!





CONTINUED AFTER NEXT PAGE...



HYPNO-COIN

NEW - POCKET SIZE INVENTION HELPS HYPNOTIZE IN MINUTES

IT MUST WORK FOR YOU OR MONEY BACK!

Hold the HYPNO-COIN in front of the person you want to hypnotize. Then, gently vibrate the plastic lens. This sets the hypnotic pattern into a whirling motion. A motion that is so fascinating, it captures and rivets your subject's eyes to the "Hypno-Coin".

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bitions!**

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IT IS NOT ONLY HIS **STRENGTH** THAT WAS AFFECTED, BUT HIS **BRAIN!** HE PLANS TO INJECT HIS SERUM IN GIANT LIZARDS, MAKING THEM LIKE **HE** IS... CREATING A SAVAGE, SUPER-POWERFUL **LIZARD ARMY!**

DO YOU REALIZE HOW **MANY** LIZARDS THERE ARE ON EARTH?? MANKIND WOULDN'T STAND A **CHANCE!**



HE **MUST** BE STOPPED, QUICKLY, BEFORE HE CREATES THE **FIRST** SUPER-LIZARD! OTHERWISE, THEY WILL MULTIPLY TOO FAST TO **EVER** BE CHECKED!

HERE IS THE ANTIDOTE! BUT HOW WILL YOU GET HIM TO **DRINK** IT?



I DON'T KNOW YET, BUT THE FIRST THING I MUST DO IS TRACK HIM DOWN NOW! YOU AND YOUR SON REMAIN HERE... I DON'T THINK HE WILL RETURN!

HE IS **STRONGER** THAN YOU... AND HE HAS BECOME **RUTHLESS!** PERHAPS YOU SHOULD GET **HELP!**



THERE ISN'T **TIME** FOR THAT! WHAT-
EVER MUST BE DONE, MUST BE
DONE BY **SPIDER-MAN** ALONE!
I'LL BUILD SOME WEB SWAMP-
SHOES FOR MY FEET...

D-DON'T **HURT** HIM,
SPIDER-MAN! HE'S
STILL... MY **FATHER!**
SOB!



THE BOY IS **RIGHT!** BENEATH THE SAVAGE EXTERIOR OF THE **LIZARD**, IS A DECENT, TALENTED MAN! BUT HOW CAN I DEFEAT HIM-- AND SAVE **MYSELF**-- WITHOUT **HARMING** HIM??



LUCKILY, HIS TRAIL IS STILL RECENT ENOUGH FOR MY SPIDER-SENSE TO TRACK HIM! AND I CAN KEEP THESE SWAMP SNAKES AT BAY AS LONG AS MY **WEB FLUID** HOLDS OUT!



I SENSE HIM MORE CLEARLY THAN EVER NOW! HE MUST BE INSIDE THAT OLD, ABANDONED SPANISH FORT!



AND NOW... FOR THE **SHOWDOWN!**



THERE HE IS! BUT... AM I TOO **LATE?**



THE SCENE IS SO AMAZING, SO FRAUGHT WITH DRAMA, THAT SPIDER-MAN TAKES A FEW FAST PICTURES OF IT, AS HE FRANTICALLY TRIES TO PLAN HIS NEXT MOVE!

HE'S SURROUNDED BY HUGE ALLIGATORS! BUT THEY SEEM TO BE OBEIENT TO HIM!

AND NOW FOR OUR GREAT MOMENT, MY PETS!!!



WE SHALL BE THE FIRST! THE FIRST OF EARTH'S NEW RULERS! THE HUMANS WILL HAVE NO PLACE TO RUN...NO PLACE TO HIDE FROM US! FOR THE LIZARDS ARE PART OF THE REPTILE FAMILY, WHICH INCLUDES YOU, THE SNAKES, AND ALL THE CRAWLING HORDES!

THINK OF THE COUNT-LESS MILLIONS OF REPTILES IN THESE EVERGLADES ALONE! ONCE I SPILL MY SERUM IN THE MURKY WATERS, NOTHING WILL STOP THE BIRTH OF A NEW RACE OF LIZARD CREATURES!



AND I SHALL BE THE MASTER! MASTER OF AN ENTIRE PLANET! NOW, FOLLOW ME, WHILE I GO TO PREPARE THE SERUM, OUR SUPREME MOMENT IS NEAR AT HAND!

GOOD! THEN I AM STILL IN TIME! HE HASN'T STARTED HIS DEADLY CHAIN REACTION YET!



BUT UNEXPECTEDLY, THE ANCIENT, TIME-WORN MORTAR CRUMBLES BENEATH SPIDER-MAN'S WEIGHT, AND...

I'M FALLING!

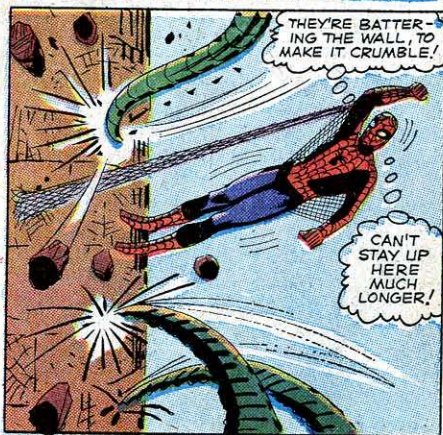
YOU! YOU STILL LIVE!



WELL, THIS SOLVES MY FIRST PROBLEM... THE PROBLEM OF WHEN TO ATTACK! LOOKS LIKE IT'S NOW OR NEVER!

GET HIM, MY PETS! SPIDER-MAN MUST NEVER LEAVE HERE ALIVE!







AS SPIDER-MAN PLUNGES TOWARD THE FLOOR BELOW, GRASPING HIS LIFE-SAVING STRAND OF WEB IN ONE HAND, HE LUNGES OUT SKILLFULLY, AND...



THEN, IN MID-AIR, THE AMAZING COSTUMED CRUSADER SUMMONS ALL HIS SPEED, HIS UNERRING SKILL, HIS LIGHTNING-FAST REFLEXES, AND WHISKS A SMALL VIAL FROM HIS BELT...



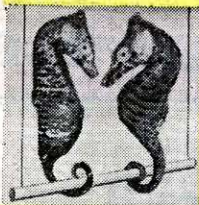
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Name

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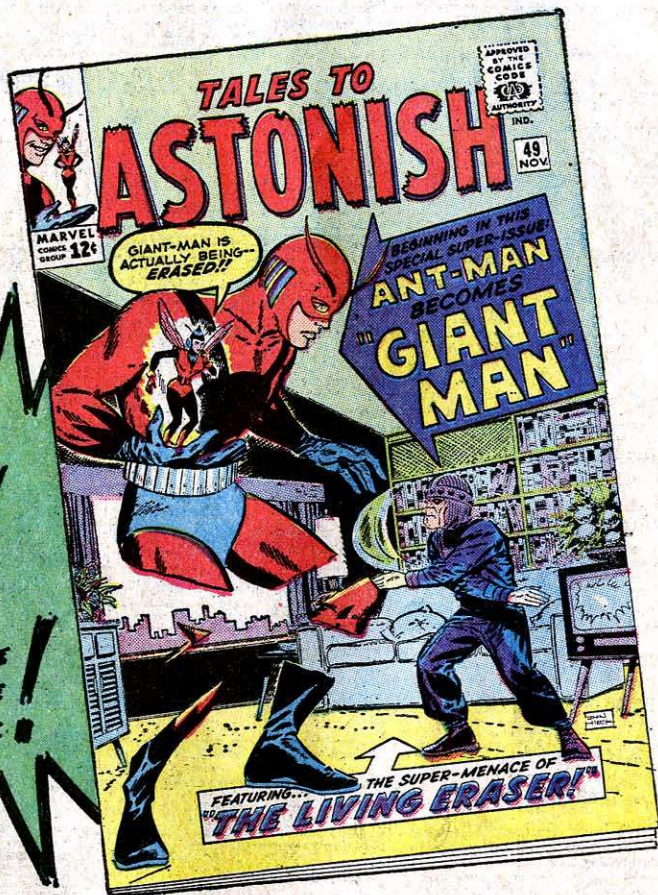
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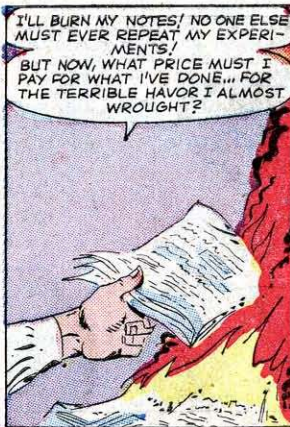
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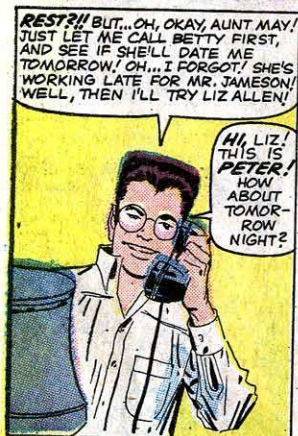
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SPIDER'S WEB

Please address
your letters to:
THE SPIDER'S WEB
Third Floor
655 Madison Ave.
New York 21, N. Y.

Dear Stan and Steve,

The truth is I've loved Spider-Man from the very beginning and sincerely hoped he would get his own magazine. Well, I decided to wait until the next issue to send in my verdict. Here is the newly discovered evidence: 1) Issue #3's artwork improved greatly; 2) Issue #3's color schemes were much better; 3) Issue #3's paneling improved. (I especially liked page 9.) Now that I have brought before the court the new evidence, I will give you some helpful (I hope) hints. Keep up the fabulous plots as in issue #3. Also, please keep your human interest gimmicks. Let's have more villains, and keep returning them. Your interesting sub-plots help, too. On the condition that these hints are fulfilled, the prosecuting attorney withdraws all charges and submits this verdict for consideration by the judge, your reader - The verdict is: Guilty - guilty of having the greatest comic magazine! The sentence is: Eternity - an eternity of success for Spider-Man. Case is closed.

Ken Dixon
674 Buttonwood Drive
Springfield, Del. Co., Pa.

The FANTASTIC FOUR is trying to appeal the verdict, we hear, but it's too late! Thanks for your unusual way of telling us you like us. (At least, that's what we HOPE you were saying.)

Dear Stan and Steve,

Just bought AMAZING SPIDER-MAN #3 this morning and I can't say I'm sorry! If you can keep up the good work, in a few years you ought to be able to publish it oftener than monthly. But Stan, old boy, you'll have to keep up the story quality! I wish you lots of luck, since you already must have to use a separate typewriter for each hand with all the work you do. (Looks like you get snowed under occasionally and have to use your feet, too - once in a while you do slip; then again, nobody's perfect.) Together, you and Steve have made SPIDER-MAN one of the few books I not only buy regularly, but also enjoy without a sense of disappointment at substandard stories or a closefist of cliches. Sincerest congratulations on your new feature, DR. STRANGE, in STRANGE TALES! If the first story is any indication, you've got another winner on your hands. This is really good!

Phil Castora
Burbank Hotel
Burbank, Calif.

We almost hoped not too many readers would notice DR. STRANGE, so that we could turn out the stories without too much effort. But, the reaction has been far more favorable than we expected, so it looks as though the ol' Master of Black Magic will be a regular feature, which means another headache for us! If you haven't seen him yet, treat yourself to a copy of the latest STRANGE TALES - but only after you've bought SPIDER-MAN, of course!

Dear Stan and Steve,

How do you do it? First, you came out with the F.F., then Ant-Man, Thor, and Iron Man, and now - the best of all - Spider-Man! What a rare character - he sure is neat. I love his origin, his aunt, and especially him. I

liked his idea of joining up with the F.F. My one gripe is his costume. It may be snazzy, but he looks like a criminal in it. Please tell me, is he ever going to be at peace with the world?

John Black
37 Windsor Sq.
Penicuik, Midlothian
Scotland

Never mind YOUR questions! What WE wanna know is: how do you pronounce the name of that town you live in??

Dear Stan and Steve,

AMAZING SPIDER-MAN #3 topped the excellent #2. Although I like two stories in a comic rather than one long one, this story was great. At first, Doctor Octopus looked too crazy, but he turned out to be a great foe. Maybe he should return in a future issue. One of the high points of the story was his crushed spirit at being defeated, and his thoughts of quitting the hero business. It will be a long time before I forget those terrific action scenes on pages 15-19. They were really great. I enjoyed the Human Torch's appearance and I'm glad he didn't play too big a part in capturing Doctor Octopus. My reasons for saying this is since this is Spider-Man's comic, he should have most of the action to himself. I don't agree that Spider-Man should have a secret partner. He wouldn't be the same with one. I like Spider-Man's new sign. The way he flashes it on walls and such gives the story more color (as if you needed it!). I agree that Spider-Man should be published monthly. He is very deserving of it. Finally, the pin-up page was excellent, and it was very skillfully drawn.

Dave Bibby
40 Hillside Ave.
Verona, N. J.

Don't worry, Davey boy - good villains are hard to come by, and when we succeed in creating a few, you can be sure we'll bring them back whenever possible! So don't be surprised if you see Doc Ock (as we call him, here in the bull-pen) coming back for more maypole dances in future issues.

Dear Stan and Steve,

I guess it'll seem kind of funny hearing from the mother of some of your fans, but I'd like to say that I enjoy your comic SPIDER-MAN. I'm not one to interfere in the hopes of others, but I noticed in your fan mail that they are already searching for a secret pal for Spider-Man or trying to push him into the Fantastic Four. He does a mighty fine job alone! Come on, you kids, why not let Spider-Man live his role alone like Richard Diamond?? Don't mess up two mighty fine comics just because Spider-Man goes it alone, huh? I have four daughters who are fans, also. They say they like Spider-Man just as he is... only thing they'd like to see is his clobbering Flash, the boy who is always blabbing at him.

Ruth Green
115 Oak Drive
Central Point, Oregon

We're very pleased to announce that we have received many letters from parents, such as Mrs. Green, all with kind words for SPIDER-MAN! As

CONTINUED

for S-M getting any secret partners, the mail so far has been heavily AGAINST the idea, so we have no plans to introduce any secret pals just yet. (Although we like to spring surprises on you from time to time — such as changing ANT-MAN into GIANT-MAN unexpectedly, in TALES TO ASTONISH #49.)

Dear Stan and Steve,

I find your comic simply perfect! Wait a cotton-picking minute now, and let me finish — I don't mean your stories are all perfect — I mean your style is perfect. First of all, I like the idea of your letter column being at the end of the story, not in the middle. I like the idea of Spider-Man being a teenager and not a full grown man. I like the idea of his costume being completely different with not one thing being a take-off from some other hero. Last, but not least, I like his personal style which is his alone. I very seldom write to a comic but I couldn't resist this letter because of all the perfectly original ideas you have come up with.

Ralph Gershovich
3200 N.W. 169th Terr.
Miami, Fla.

Never mind the soft soap! What do you MEAN our stories aren't all perfect?? For 12¢ do you expect HEMINGWAY??!! (Irving Hemingway, our next door neighbor!)

Dear Stan and Steve,

Please have the Vulture return occasionally to plague Spider-Man. I like the idea of Spider-Man, who can't fly, fighting the Vulture who can. Please don't have Spider-Man win so easily against normal crooks. Please have Dr. Octopus return again, too, and please have SPIDER-MAN monthly. Please tell me why someone hasn't noticed his super-muscles while he is Peter Parker — doesn't his school have Physical Education??

Alan Oberle
760 Oakway Place
Glendale 22, Mo.

Pete's muscles aren't the bulging kind, Alan. Even in Physical Education (known as P.T. in the N.Y. area, for Physical Training) he just looks like a well-built slim teen-ager. Of course, if one should FEEL his muscles, that would be another story!

Dear Stan and Steve,

I just bought SPIDER-MAN #3 and it was great. I'm surprised with each issue that Steve Ditko does such wonderful art. I was happy to see that Steve signed the cover of SPIDER-MAN #2 and #3. I'd like to see this carried over to other MARVEL COMICS. When Joe Sinnott draws a story for JOURNEY INTO MYSTERY I'm not sure if he or Jack Kirby drew the cover. The same is true of TALES OF SUSPENSE. I think that Jack drew the covers, even if Don Heck drew some of the stories, but I could be wrong. If each artist would sign his covers, all we fans would be sure of the artist. Here are a few other items I would like to comment on: don't give Spider-Man a secret partner, let Dick Ayres do more art in STRANGE TALES, and let Prince Namor team up with Spider-Man in a full length adventure. Next to Dr. Doom, Dr. Octopus is in second place as far as villains go — the reason is his having such different powers — and in third place is the Vulture. What I'd like to see is the F.F. battling Dr. Octopus and the Vulture together. I bet the Thing would have his hands full trying to hold Dr. Octopus. This would give Spider-Man a chance to get a crack at Dr. Doom. The Torch should be added and make it a book length adventure. I'd also like to see Spider-Man guest star with the Torch in STRANGE TALES, and have Dick Ayres do the art for both. Since both Spider-Man and the Torch are teenagers, they should be featured together every once in a while. They would make a great team! Thanks for letting me bend your ear.

Gerry Johnson
30A Bayview Place
Superior, Wis.

BEND it? You practically BROKE it! The reason we don't usually have artists sign the covers,

Gerry, is that they often represent the work of MANY men. One might do the rough layout — another the pencilling — then, we might decide to change a figure or two and still another artist might make the correction — ditto for the inking. However, when one man does the whole thing as Steve did on the covers you mentioned, he usually DOES affix his signature! There! That ought to pretty well confuse everybody!

Dear Stan and Steve,

PHOOEY! With complaints, that is. I hate all those know-it-all and I-want-to-make-a-comment readers. In the first SPIDER'S WEB there were only two letters I completely agreed with and these were the ones written by Jerome Haro and Bill Ryan. Bill's letter wasn't "suggestions," as he put it, but praises telling you to keep up the good work. Fred Bronson and his "normal superhero." Bah! It clearly states in the first issue that "there's never been a hero like Spider-Man!" Frank Glen can take that "full of pity" letter and stand in the corner. Let Spider-Man stay as he is. Phil Leibfried should learn that a hero like S-M will live on the pages of a comic book as long as someone is there to draw him. Your plots are terrific, so go tell Buddy Saunders to soak his head. Secret partner, be hanged... the only partner Spider-Man could have is Ant-Man. You can also tell any "middle of the road" readers to take a long walk off a short pier. Your book is the greatest. Keep up the good work!

Paul McDonough
5 Cherry St.
Hartford 6, Conn.

We appreciate your praise, Paul, but in all honesty, we like the letters of complaint, too. Many times the complaints of our readers are well-founded, as our steady fans know, we have made many changes over the past months based on readers' comments — and will continue to do so in the future. Our one job — our ONLY job — is to please YOU, the wonderful, loyal fans who make our mags possible.

SPECIAL ANNOUNCEMENTS SECTION:

- A personal message to our readers, from Stan and Steve: We've been in the business of creating comics for many years. During that time we've had quite a few hits (and our share of duds, too!) But no successful mag has ever given us the pleasure, or the THRILL, which we get from seeing how you, the magazine readers, have made SPIDER-MAN the success story of '63! Just as he seems to appeal to YOU, he appeals to US the same way! We really ENJOY writing and drawing his adventures, and we want to repeat that your letters mean a lot to us — we read every single one — and we feel that a great deal of Peter Parker's growing fame is due to your intelligent suggestions and sincere criticism. So, from the bottom of our hearts to the tips of our ink-stained fingers — many many heartfelt thanks to you, from Stan and Steve!
- By now, you have probably seen S-M's appearance in STRANGE TALES ANNUAL #2, and FANTASTIC FOUR ANNUAL #1. If you haven't, we suggest you try to find a copy. (Not as easy as it sounds — they're already sold out in some areas.) We're anxious to hear how you like his guest appearances in other mags, and if you'd like to see more of the same.
- Well, let's all put away our little webs and resume our normal identities again, until we meet here next ish for more of SPIDER-MAN'S own brand of super-excitement!

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



**Hypnotize others quickly, safely---perform
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Amaze friends-Exert your Hypnotic Power
over others - Be POPULAR and WANTED!**

YES, it's true! You can hypnotize anyone go 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 amaze 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!

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, use 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 use Mesmerism to READ THE MINDS of others and Plant YOUR Thoughts in their minds. You can direct yourself to ACCOMPLISH anything, as easily as you can command others. You have the power to accomplish your innermost dreams.

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 economics, 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!

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



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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
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...21 magnificent cards on luxurious Parchment Paper, enriched with gold bronzing and sparkling decorations. Sells on sight!
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Everyone You Know Needs Christmas Cards and Everyone Loves Wallace Brown Cards

Do you know 20 people? Of course you do! Add up a half-dozen relatives, perhaps 5 neighbors, the butcher, the baker, the milkman, the grocer, your dentist, several friends and other tradespeople—and you've probably got a lot more than 20. So what are you waiting for? These folks alone can bring you in at least \$30.00, probably \$100.00 to \$200.00 extra money in just a few hours spare time. And this is just a start! Almost everyone you know needs Christmas Cards, and when you show them the spectacular nationally famous 1963 Wallace Brown Line of Cards and Gift Items—it's love at first sight. They'll snap up 2,3,6 or more Christmas Card Boxes right on the spot. Keep up to 50¢ of every dollar you take in! This is the fun way to making money because it's so easy. We send you samples that do the selling for you. And, besides making money you'll save money on your own personal Christmas Cards, Gifts, Wrappings, etc. See for yourself without risking a penny. Mail coupon, you'll be glad you did!

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Churches, clubs, veterans' auxiliaries, etc. can now add hundreds of dollars to their treasuries with these fast sellers. Give organization name on coupon for Fund-Raising Plan. Mail coupon NOW!

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Paste Coupon on postcard or mail in envelope

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Send 2 Christmas Card Assortments on approval, plus FREE Samples of Name-Imprinted Personal Christmas Cards, FREE full-color Catalog, and details of simple money-making plan.

Name

Address

City & Zone State

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New York 10, New York

Make \$3 to \$5 an Hour Starting Soon

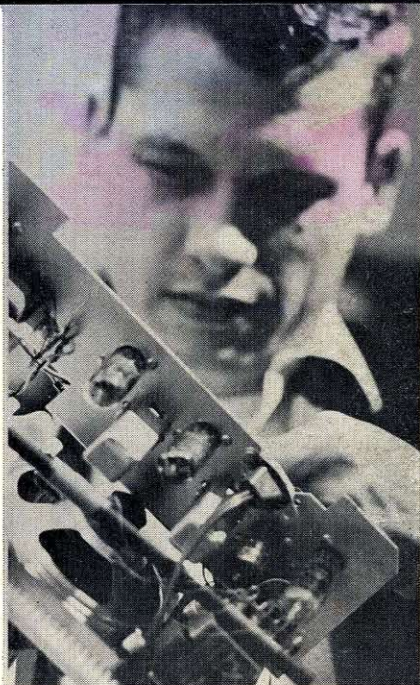
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If your problem is, "How can I get my hands on more money fast?" a proven solution is: start NOW to be a Radio-Television Service Technician. Just as thousands of other men who trained with NRI have done, you can be picking up \$3, \$4, \$5 an hour in spare time starting soon after you enroll. Many NRI-trained men move ahead to full time businesses of their own. Others find good paying jobs with Radio-TV service shops, distributors and dealers. Still others step up to career positions in industrial and military Electronics and in the growing field of Automation where trained technicians are in demand.

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There is nearly half a century of experience behind the NRI course you take. Nearly fifty years of simplifying and perfecting home-study techniques to make learning faster and easier for men like you. Nearly fifty years of careful development of special training equipment NRI furnishes at no extra cost to build in your own home, work experiments and "learn by doing." NRI equipment is designed to make clear the things you read about in illustrated, easy-to-read lesson texts. Thanks to NRI's pioneering home-study techniques, even men who didn't complete high school can successfully launch new careers as Service Technicians. Find out now about NRI training, opportunities in Electronics, payment plans. Mail the coupon. NRI TRAINING, Washington 16, D.C.



NRI Has Trained Thousands



EARL GROSS, Hanover, Ont., has spare-time Radio-TV service shop. Does work for four dealers. W. F. KLINE, Cincinnati, Ohio, went from factory laborer to his own business with sales of \$158,000 in one year.



F. W. COX, Hollywood, Calif., averaged \$150 a month spare time while training, now has his own full time business.



E. DUANE BITNER, Northfield, N.J., works on missiles. He says, "NRI training gave me the biggest boost in my life."



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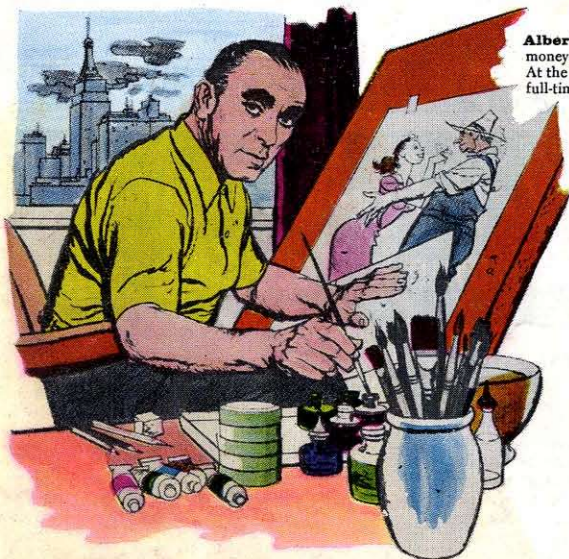
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Albert Dorne — probably the greatest money-maker in the history of commercial art. At the height of his career, he began a full-time search for people who like to draw.

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.

America's 12 Most Famous Artists

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

Famous Artists Schools Studio 7066, 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.

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