

SPIDER-MAN

MARVEL COMICS GROUP™



20¢ 126
NOV 02457

the AMAZING SPIDER-MAN®



YOU
DEFEATED
ME THE
LAST TIME
WE MET!

BUT, THIS
TIME,
I'VE GOT
SUPER-
POWERS!

THIS TIME--
I'M GOING TO
DESTROY
YOU!

WATCH OUT, WALL-CRAWLER, WHEN --
THE
KANGAROO
BOUNCES BACK!

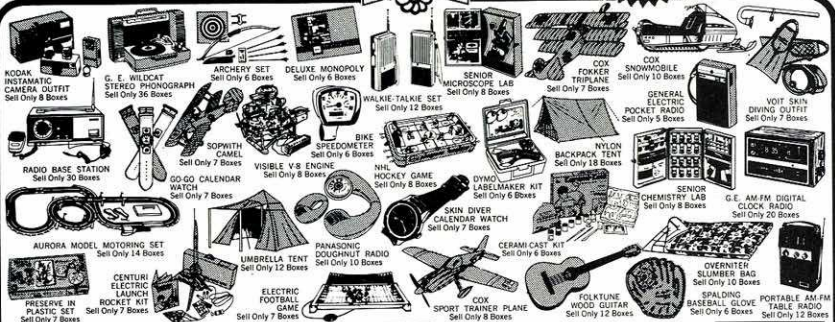
FAMOUS NAME

PRIZES OR CASH

FREE SAMPLE CARDS



EARN \$100 A BOX



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Olympic
SALES CLUB, INC.

DEPT. 73MC8
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YOU CAN GET THESE and many, many other valuable prizes—or cash—simply by selling beautiful Olympic IMPRINTED CHRISTMAS CARDS, ALL-OCCASION CARDS, GIFT WRAPS, SAMPLE BOOKS TO FRIENDS, relatives, Olympic offers more variety! The Olympic way is the IN way! Here's why...
OLYMPIC SAMPLE BOOK IS FREE! It contains samples of fast-selling Olympic products—and it's yours to keep. We don't send you merchandise in advance. With Olympic, you never have to worry about paying for, or returning, boxes you don't sell.

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BE FIRST IN YOUR NEIGHBORHOOD!
DON'T DELAY! JOIN NOW! MAIL POSTCARD TODAY!

OLYMPIC SALES CLUB, INC., DEPT. 73MC8, ENFIELD, CONNECTICUT 06082

Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN™**

GERRY CONWAY * ROSS ANDRU * JIM MOONEY * ARTIE SIMEK, LETTERER * ROY THOMAS
SCRIPTER * ARTIST * INKER * LINDA LESSMANN, COLORIST * EDITOR

MOST COLLEGE STUDENTS TAKE THE BUS TO THE CAMPUS; SOME KIDS DRIVE.

BUT ONLY ONE TEEN-AGED SCHOLAR WEB-SLINGS HIS WAY TO CLASSES IN THE MORNING, AND THAT YOUTH'S NAME IS--

SPIDER-MAN!

COME DOWN A SECOND!

WE WANT TO TALK WITH YOU!

NOT THE MOST ORTHODOX OPENING IN THE WORLD, WE ADMIT-- BUT NEVER FEAR THE ACTION'S GOING TO COME FAST AND FURIOUS WHEN--

THE KANGAROO BOUNCES BACK!

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IF HE'D TAKEN HIS TIME, AND CAST A LEISURELY GLANCE AT THE GROUND BELOW HIM...

...HE'D SEE A STRANGELY-FAMILIAR FACE...

HIS NAME IS FRANK OLIVER... BUT WE KNOW HIM BETTER BY THE NICKNAME WHICH DESCRIBES HIM... FOR HE'S THE MAN CALLED THE KANGAROO!



SPIDER-MAN! HE'S THE ONE WHO RUINED IT FOR ME...



IF IT HADN'T BEEN FOR HIM, I COULD'VE BEEN SOMEONE IN THIS BLOODY COUNTRY--

--INSTEAD OF A BUM, WITH NOWHERE TO GO, NO ONE TO TURN TO!

ALL HIS FAULT--



HE WAS THE ONE WHO STOPPED ME, WHO BEAT ME SO BADLY* I HAVEN'T BEEN ABLE TO GET THE NERVE UP TO TRY STEALIN' AGAIN!

IF ONLY I HAD ANOTHER CHANCE... SOME WAY TO BE STRONGER, MORE POWERFUL....

YOU! I'VE BEEN SEARCHING FOR YOU!

*SPIDER-MAN #31.
--RASCALLY ROY.

WHAT--?



WHO THE HECK ARE YOU, MATE? AND WHAT'S ALL THIS ABOUT LOOKIN' FOR ME--?

IF YOU'RE OUT TO HAVE ME DEPORTED BACK TO AUSTRALIA, YOU CAN BLOODY WELL--

NO, NO... NOTHING LIKE THAT.

MY NAME'S JONAS HARROW, MY BOY*--!

*WE MET HIM IN #14. --RT.



I'M A DOCTOR-- RECENTLY UNFROCKED, I'M SORRY TO SAY--BUT I HAVE CERTAIN, AH, TECHNIQUES WHICH MIGHT PROVE OF USE TO YOU.

NOW, I HAVE A PROPOSAL TO MAKE...

A MOST INTERESTING PROPOSAL TO MAKE...

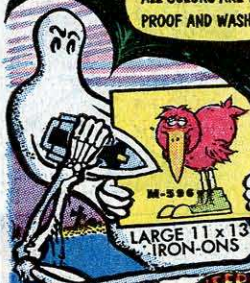


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Let ME SHOW How I Can Make You a Real HE-MAN From Head to Toe — in Just 15

Minutes a Day! Take a good honest look at yourself! Are you proud of your body — or are you satisfied to go through life being just "half the man" you could be? No matter how ashamed you are of your present physical condition — or how old or young you are — the "sleeping" muscles already present in your body can turn you into a real HE-MAN! Believe me, I know — because I was once a skinny, scrawny 97-pound half-alive weakling! People used to laugh at my build and make fun of me. I was ashamed to strip for sports or the beach... shy of girls... afraid of healthy competition.

HOW I CHANGED FROM A "MOUSE" TO A MAN!

One day, I discovered a secret that changed me from a timid, frightened scarecrow into "The World's Most Perfectly Developed Man" — a "magic formula" that can help turn you, too, into a marvelous physical specimen... a real HE-MAN from head to toe... a man who STANDS OUT in any crowd! What's my secret? "DYNAMIC-TENSION" — the natural method! No theory. No gadgets or contraptions. You just do as I did. Simply take the "sleeping" muscles already present inside your own body — build them up — use them every day in walking, bending over, reaching, even sitting! Almost before you know it, you're covered with a brand-new suit of beautiful, rock-hard SOLID MUSCLE!

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Just 15 minutes each day in the privacy of your room is all it takes to make your chest and shoulder muscles swell so big they almost split your coat seams... turn your fists into sledge-hammers... build mighty legs that never tire! Mail coupon today for my famous book showing how "Dynamic-Tension" can give you a Body by Atlas. Charles Atlas, Dept. 60K 115 E. 23 St., New York, N.Y. 10010.

Charles Atlas



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I can add SOLID inches of powerful muscle to your chest — make you look and feel like a Dynamo.



BIG ARM MUSCLES?

You'll see and feel your arm muscles bulge out with super power and energy.



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I make your legs strong and powerful... drive of a long distance runner.



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- ☐ BROAD BACK & SHOULDERS
- ☐ TIRELESS LEGS
- ☐ MORE WEIGHT
- ☐ MAGNETIC PERSONALITY

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I enclose 10¢. Show me how "Dynamic-Tension" can make me a new man. Send your famous 32-page book, full of pictures, valuable advice. No obligation.

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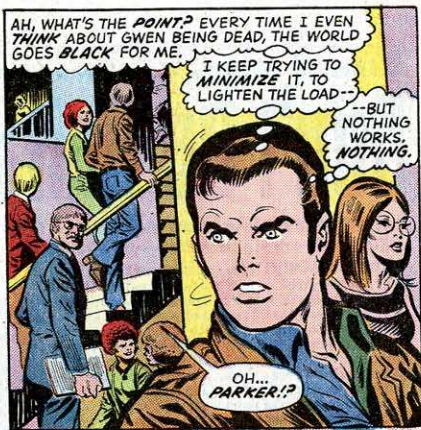
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CHARLES ATLAS ON TV





SOME HOURS LATER,
AS EVENING DARKENS
THE MANHATTAN SKY...



SO
MUCH
FOR
MONDAY.

AT THIS RATE
--I WONDER
IF I'LL LAST
THE WEEK.

--IF WE DON'T COME
UP WITH THE CASH
PROMPT, HARRY AND
I WILL BE EVICTED!

HARRY'S
GONE AND
I'M BROKE,
SO WHERE--?

BRING!

NOW
WHAT?



UH-HUH.

LOOKS
LIKE MY
ROOM-
MATE
IS STILL
GONE.

HARRY
MUST BE AT
HIS FATHER'S
PLACE... TYING
UP THE LOOSE
ENDS LEFT
WHEN OSBORN
DIED.



PETER? THIS
IS YOUR
AUNT MAY.



OH,
TERRIFIC.

JUST WHAT
I NEED--A
NOTE
SLIPPED
UNDER THE
FRONT
DOOR.



ANNA MAY WATSON
CALLED ME, PETER
DEAR... SHE SAID
MARY JANE TOLD
HER YOU WERE
ACTING ODDLY.

IS THERE ANY-
THING I CAN DO?
PERHAPS IF I CAME
BACK TO THE CITY...?

THAT'S NOT
NECESSARY, AUNT
MAY. YOU STAY UP
IN WESTCHESTER.

BESIDES... I
DON'T THINK
DOCTOR
OCTOPUS'
HENCHMEN
WOULD LET
YOU LEAVE--



OBOY, HARRY MUST
HAVE FORGOTTEN TO
TO PAY THE RENT--
BY TWO MONTHS!

AND
ACCORDING
TO THIS--



--AND I'D RATHER
WE DIDN'T FIND OUT--
THE
HARD
WAY!

OF COURSE
I'LL CALL
YOU IF I
HAVE ANY
PROBLEMS.

YOU JUST
TAKE CARE OF
YOURSELF--
YOU HEAR?

AND, AS PETER AND
HIS AUNT EXCHANGE
CONVERSATIONAL
PLEASANTRIES...

Bryan LaRose earns extra money...so can you



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—Bryan LaRose, New York

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RELAX, MY FRIEND, IT'S ONLY ETHER.



THE OPERATION I AM ABOUT TO PERFORM IS A SIMPLE ONE... BUT UNFORTUNATELY, IT'S ALSO A RATHER PAINFUL ONE AS WELL.

SO SLEEP, MR. OLIVER...



...FOR WHEN YOU WAKE, YOU'LL BE A NEW MAN, MORE SKILLED, MORE POWERFUL...

...GIFTED BEYOND YOUR WILDEST DREAMS!



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...ALL ULTIMATELY CONNECTED... TO THE KANGAROO'S LIVING BRAIN!

FOR SEVEN HOURS, JONAS HARROW LABORS AS HE LABORED ON THE MAN NOW CALLED HAMMERHEAD*. AND AT LENGTH HIS LABORS DRAW TO A CLOSE, AND HE EXCLAIMS...

SUCCESS!

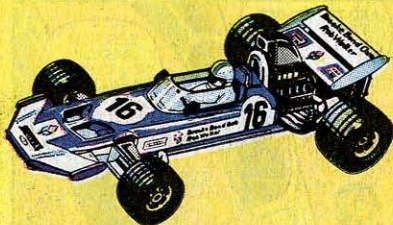
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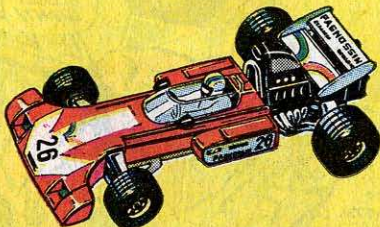
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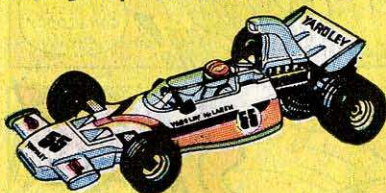
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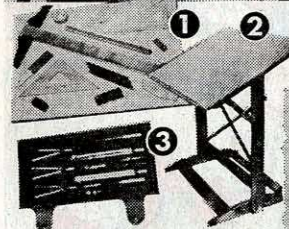
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Send us your resume and we will call you.

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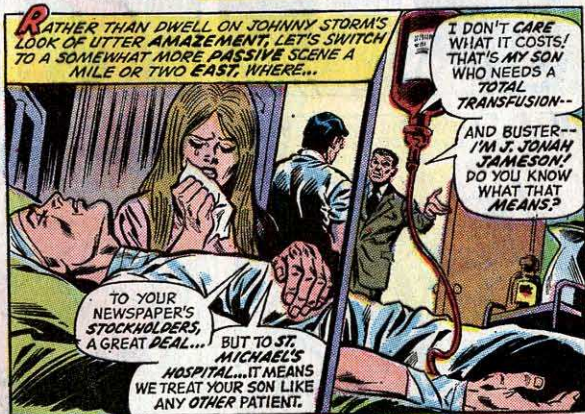
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SPECIAL BULLPEN NOTE:

Still your letters continue to pour in—literally by the hundreds—with your comments, criticisms, and assorted threats on our lives in response to SPIDER-MAN #121 & #122, the issues in which Gwen Stacy and the Green Goblin, respectively, departed this mortal coil.

A further sampling of those letters, pro and con, follows...after which, more of our comments.

Dear Bullpen,

Okay. You guys have finally done it. You have turned SPIDER-MAN from a fantastic magazine into a total masterpiece! Issues #121 & #122 were...well, I'm quite sure the flood of mail that must be pouring in says all you need to know.

Spider is human. That's why he is so popular. The sub-plots are great; but I'm going to miss Gwen a lot. I hope you guys know what you're doing. I'll tell you one thing: if the next few issues continue the same quality as the last two, I'll go crazy waiting a month between them. I will miss Gwen, but don't bring her back; it would be too corny, too much like Dumb Duck comics.

Maybe that's why you fellows are different: you write stories, while everyone else writes comic books.

William Burden
214 Clark Howell
UGA
Athens, GA. 30602

Dear Spider-People,

Okay. Gwen Stacy is dead. Forget all comments about shoes and boots. That's petty in the wake of death. My first reaction to issues #121 & #122 was to say "how arbitrary." Why Gwen? Don't blame Spider-Parker. Don't blame the Goblin. Blame the Bullpen! Blame them for inventing, breathing life into, and then finally snuffing that life from the characters we've grown to love! How totally arbitrary.

But, then so is life.

Brian Lee
Milwaukee, Wisc.

Editor: To Gerry Conway, Gil Kane and Roy Thomas.
Subject: Gwen Stacy.
Charge: First Degree Murder!

You have the right to remain inkless. Anything you write can, and will, be used against you by D.A. Foggy Nelson. You have the right to an attorney (I'm Matt Murdock), and to have him present at a hearing. Any questions?

Mitchell Muson
1935 Shore Parkway
Brooklyn, N.Y. 11214

Dear Bullpen,

No doubt many will disagree with me, but in my opinion SPIDER-MAN #'s 121 & 122 are Marvel at its best. The fact that I never know what will happen next has kept me a Marvel maniac over the past decade. Keep up the good work.

PMM, David M. Veglia
50 Stony Road West
Edison, N.J. 08817

William, Brian, Mitchell, and David...our sincere thanks for your succinct summing-up of your fellow Marvelites' reactions.

There were, of course, other questions asked, charges made, and points raised as well—including a non-negotiable demand by many readers that we bring Gwen back from the dead, no matter how illogical the means.

In a word: no.

We cannot. Life (and death) simply doesn't work that way. To somehow revive Gwen now would, in our view, be perhaps the single most tasteless act ever committed in comics. Think on it, and we believe you'll have to agree.

Just as many readers wondered if Mary Jane Watson is now destined to become Pete's girlfriend.

In a word: maybe.

But just as possibly...maybe not. We're only certain of one thing at this juncture—that virtually anything can, and probably will, happen in this magazine. We can only advise that you keep reading. (Frankly, that's what we're doing!)

Now, we'd like to close this column with two letters that speak so eloquently for themselves that they require no comment from us.

Dear Gerry, Gil, John, Tony Mortellaro, Roy, Dave, Art, and Steve,

You've finally done it! For about a decade now I've been following the life of Mr. Parker. And now you've given him the first taste of reality he has ever received. Gwen Stacy, the woman he loved, is dead.

Just 12 short hours ago I lost my own love...not through death, but through other circumstances. Already it seems like a lifetime has passed.

Besides her, the only things I held important, and still do, are my books, including my comics. I've waited long, with Mr. Parker, to mature, grow up, and I've done it right along with him. Our ages and backgrounds are close, both of us were quite unpopular in our youth, but gained popularity through the years. And now this.

There's not much I can say. But maybe what a good friend told me last night holds meaning for both Peter and myself.

"It was the setting of the sun. Eurlion, yet the sun will rise tomorrow, and it will be a new day. For after all, what would life be like without a little pain?"

Eurlion Enjaven
4 Elm St.
Batavia, N.Y. 14020

Dear Kane, Conway, Romita,

Gwen's death really opens a lot of feelings, maybe some hard experience that I want to forget. I'm a loner like Spider-Man, and I relate to his feelings because a lot of tragedy has happened in my life too. Yes, oh yes, but true. We all must die, but can we live on just seeing our own death?

I enjoyed SPIDER-MAN #'s 121 & 122, because as you promised, it was a turning point in Spider's life. Marvel Forever!

D. Horowitz
80-06 57th Street
Floral Park, N.Y.

Eurlion and Mr. Horowitz—thank you. And take care.

And that goes for the rest of you, too.

Whether you're speaking to us these days or not, we'd like to have you here next issue. (Nuff said.)

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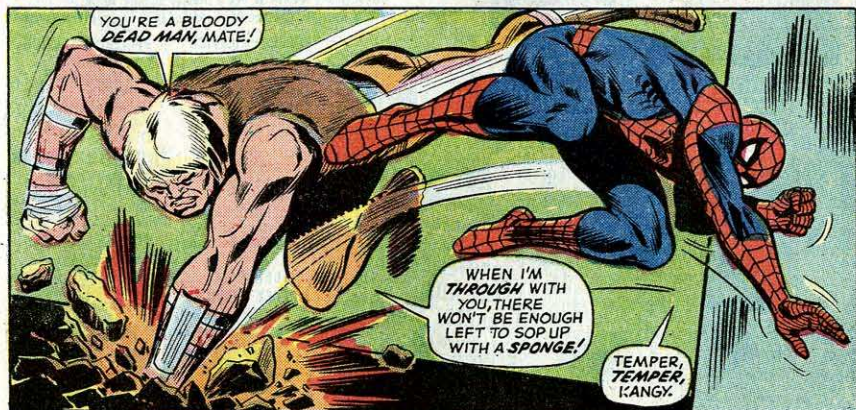
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ITEM! Know what, friend and neighbor? It's been a good summer—at least from 'mirthful Marvel's' point of view! What with presenting the fifth and sixth of our giant-sized mags to the waiting world (that's SAVAGE TALES and something called CRAZY Magazine, for those of you who haven't been counting), plus the birth of such super-stars as Brother Voodoo (in the pages of the new STRANGE TALES), the Son of Satan (in MARVEL SPOTLIGHT), and Satana (in VAMPIRE TALES #2)—not to mention a couple of regular series at least for the ever-lovin' blue-eyed Thing (in MARVEL FEATURE) and the long-suffering Black Panther (in JUNGLE ACTION, no less)—we sorta feels it's been a mighty Marvel summer all the way!

ITEM! Lest you suspect, however, that Marvel's brain-trust intend to start hibernating come the fall, this might be the place to clue you in that the next few weeks will see the dynamic debut of a new comic-mag called—FU MANCHU. Not only that, but this most famous of mystic menaces has a son these days—an awesome offspring who's mastered the martial arts of judo, karate—and kung fu! More details next time around, culture-lover!

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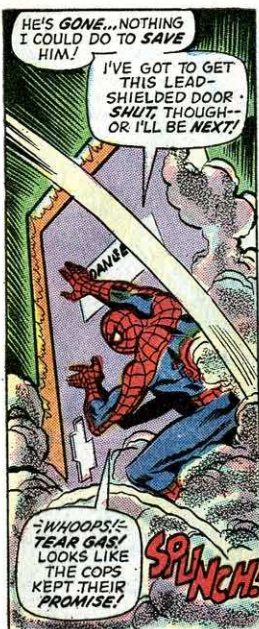
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EPILOGUE: LATER THIS SAME EVENING, IN THE HALLWAY OUTSIDE THE FAMILIAR APARTMENT SHARED BY PETER PARKER AND HARRY OSBORN...

HARRY? SAY, COME ON, HANDSOME-- I SAW YOU GO UP THE STAIRS.

I KNOW YOU'RE IN THERE, LOVER.

LOOK...I'M NOT GOING TO STAND HERE ALL NIGHT. THERE'S A MOVIE I WANT TO SEE, AND I THOUGHT YOU'D...

OKAY. HAVE IT YOUR WAY.

YOU DON'T WANT ME TO THINK YOU'RE HOME... FINE.

YOU'RE NOT HOME, AND FROM NOW ON, MISTER OSBORN--

NEITHER AM I!

AND, INSIDE THE SHADOWED APARTMENT, STANDING WITH HIS BACK AGAINST THE FRONT DOOR, CLUTCHING A STRANGE AND BIZARRE COSTUME TO HIS CHEST, THE OBJECT OF MARY JANE WATSON'S ANGER BREATHES A SIGH OF RELIEF!

SHE'S LEFT... I'M ALONE AGAIN.

FATHER WOULDN'T LIKE ME TO SEE PEOPLE HE HATES-- JUST LIKE HE WOULDN'T HAVE WANTED PEOPLE TO SEE HIS COSTUME.

IT'S MY COSTUME, NOW...I TOOK IT OFF HIS BODY, SO IT'S MINE.

AND NOBODY MUST EVER KNOW... NOBODY MUST EVER FIND OUT...

HARRY OSBORN IS THE GREEN GOBLIN!

AND WHAT ABOUT SPIDEY? AT THE MOMENT, HE TOO IS BROODING--

IT'S TOO LATE TO GO BACK TO WORK WITH THE TORCH...

...AND IT'S TOO EARLY TO GO HOME.

GUESS ALL THAT'S LEFT IS SOME WEB-SLINGING. MAYBE THAT WILL CHEER ME UP.

SEEMS LIKE EVERY TIME I FINISH A FIGHT, I'M ALL ALONE AGAIN--

--WHICH MAKES ME THINK OF GWENDY--

AND BROTHER... THAT MAKES ME WANT TO DIE!

NEXT ISSUE: "THE VULTURE!"

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