

SPIDER-MAN

MARVEL® COMICS GROUP

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# the AMAZING SPIDER-MAN®

THE DINOSAUR  
MAN HAS RESTORED  
THESE SKELETONS  
TO LIFE--!

AND YOUR  
FRIENDLY  
NEIGHBORHOOD  
WEB-SLINGER  
IS GONNA BE  
THEIR FIRST  
MEAL!!



THERE'S MIND-BENDING MAYHEM IN STORE WHEN...

**STEGRON STALKS THE CITY!**

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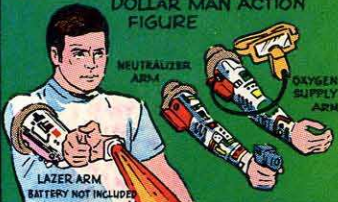
SECRET ESCAPE HATCH  
COMMUNICATIONS CONSOLE  
WITH PLUG-IN CABLES,  
COMMAND CHAIR AND  
HEAD SET

ACTION FIGURE  
NOT INCLUDED

ARMS NOT  
INCLUDED WITH  
MISSION CONTROL  
CENTER

AVAILABLE  
SEPARATELY

**CRITICAL  
ASSIGNMENT ARMS** <sup>TM</sup>  
SNAP ON YOUR SIX MILLION  
DOLLAR MAN ACTION  
FIGURE



LAZER ARM  
BATTERY NOT INCLUDED

**SIX MILLION DOLLAR MAN**  
**13" ACTION FIGURE**

POWERFUL BIONIC ARM LIFTS  
ENGINE BLOCK (INCLUDED)  
SEE THROUGH HIS  
BIONIC EYE  
REMOVABLE MODULES  
IN HIS BIONIC ARM

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**Kenner**

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While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

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

**LEN WEIN**  
WRITER / EDITOR

**ROSS ANDRU**  
ILLUSTRATOR

**MIKE ESPOSITO**  
EMBELLISHER

**GLYNIS WEIN**  
COLORIST

**JOE ROSEN**  
LETTERER

HE WAS HEADING HOME WHEN HIS SPIDER-SENSE STARTED TINGLING LIKE A CHEAP ELECTRIC BLANKET, WHICH REALLY WOULDN'T BE ALL THAT UNUSUAL...

...EXCEPT THAT HE WAS SWINGING TWENTY STORIES ABOVE THE STREET WHEN IT OCCURED!

ALL OF WHICH IS MEANT TO EXPLAIN PRECISELY WHY EVERYBODY'S FAVORITE WEB-SPINNER IS PLUNGING THRU A FRAGILE SKYLIGHT AT THIS VERY MOMENT-- THE REASON: PURE, UNADULTERED CURIOSITY!

DIDN'T THAT IDIOT EVER HEAR HOW CURIOSITY KILLED THE CAT?

MAN, THIS PLACE LOOKS LIKE A MINOR CYCLONE HIT IT!

# STEGRON

## STALKS THE CITY!

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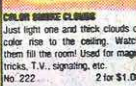
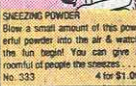

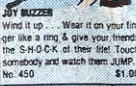








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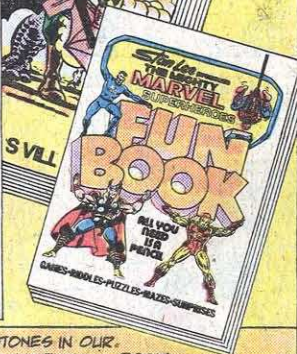
FIND OUT IN THE LATEST BEST-SELLER FROM **STAN (THE MAN) LEE**, WHICH CHRONICLES THE CREATION AND CAREERS OF MERRY MARVEL'S MIGHTIEST VILLAINS, SUCH AS:

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| <input type="checkbox"/> | FUN BOOK                   | PAPER         | 2.95    |
|                          | TOTAL                      |               |         |

SEND CHECK OR MONEY ORDER ONLY!  
(CASH BURNS A HOLE IN OUR POCKET!)

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PLEASE ALLOW 4 TO 6 WEEKS \* WE'LL PAY FOR POSTAGE & HANDLING.



**ELSEWHERE:** IN THE MID-MANHATTAN LABORATORY-APARTMENT OF DOCTOR CURTIS CONNORS...







IT ISSS MOSSST  
INCONSSSIDERATE  
TO KEEP YOUR  
VISSITORS WAITING  
LIKE THAT, MRS.  
CONNORSSSS!

I AM NOT A  
PATIENT  
PERSSSON!

IN FACT,  
I AM NOT  
PERSSSON  
AT ALL!



WH-WHAT ARE YOU  
DOING WITH BILLY?  
YOU MONSTER--  
LEAVE MY CHILD  
ALONE!

KEEP AWAY  
FROM  
ME, WOMAN! YOUR  
WHELP WILL NOT BE  
HURT--AT LEASTSS  
NOT YET!

PUT ME  
DOWN YOU  
BIG CREEP!

YOU! Y-YOU'RE  
ALIVE!!  
THAT'S  
IMPOSSIBLE!



NOT NEARLY  
ASSS IMPOSSIBLE  
ASSS A ONE-ARMED  
BIOLOGISSST THINK-  
ING HIMSELF A  
MATCH FOR--  
SSSTEGRON,  
THE DINOSSSAUR  
MAN!

SPAK!

UUNNGH!

I COULD  
SSSLAY YOU  
WITH A SSSINGLE  
BLOW-- BUT I  
HAVE NEED OF  
YOU, CONNORSSS!

COUNT  
YOURSSSELF  
MOSSST  
FORTUNATE  
FOR THAT!



IN YOUR LABORATORY,  
YOU WILL FIND CERTAIN  
RECENTLY-SSSTOLEN  
MATERIALSSS--  
PLUSSS DETAILED  
INSTRUCTIONSSS  
FOR THEIR USSSE!

YOU HAVE 48 HOURSSS  
TO DO ASSS THOSSSE  
INSSSTRUCTIONS  
DEMAND--OR I WILL  
RETURN YOUR  
SSSQWIRLING WHELP  
TO YOU BONE-BY-  
BONE!

DON'T  
WORRY DAD!  
THIS UGLY  
BULLY DOESN'T  
SCARE ME!



BUT HE TERRIFIES  
ME, CURTIS!

THAT CREATURE  
HAS KIDNAPPED  
OUR SON, DARLING!  
WHAT ARE WE  
GOING TO DO?

THE ONLY  
THING WE  
CAN DO,  
MARTHA!

I'M GOING  
TO GO INTO  
MY LAB...  
READ THE  
INSTRUCTIONS  
WAITING  
THERE... AND  
GET TO  
WORK!



# The Mighty Meat Snack conquers The Horrible Hungries.

You've tangled with the Hungries before. They sneak up behind you at the library, and make your stomach growl until your face turns red. They strike when you're halfway home from school, at least ten minutes from the nearest sandwich.

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A little more than a snack.***



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D70



AND WHILE THE BATTERED BIOLOGIST STAGGERS TO HIS LAB, LET'S REJOIN THE WEB-SLINGING STAR OF THIS BOOK...

IS IT JUST ME, OR HAS LIFE REALLY BEEN TWICE AS HECTIC LATELY?

FIRST THE KINGPIN, THEN THE TARANTULA, AND KRAVEN THE HUNTER\*. AND NOW HEAVEN-ONLY-KNOWS-WHO!

THE SUPER-VILLAINS' UNION MUST BE PAYING A FORTUNE IN OVERTIME TO ...

HEY, IF IT ISN'T FLASH THOMPSON--EVERYBODY'S FAVORITE CASANOVA!

MAYBE NOW ISN'T EXACTLY THE RIGHT TIME--BUT THERE'S SOMETHING I'VE JUST GOT TO GET OFF MY CHEST!

FLASH: HEY, THOMPSON--WAT UP! I WANT TO TALK TO YOU FOR A SECOND!

HI, PETE! I WAS JUST ON MY WAY OVER TO SEE MARY JANE!

WHAT'S UP, OL' BUDDY?

\*AS SEEN IN THE PAST TWO ISSUES, PLUS THE FIRST FEW ISSUES OF PETER PARKER, THE SPECTACULAR SPIDER-MAN, RIGHT?--LEN.

I'M UP THOMPSON--I'M FED UP--WITH YOU CHASING AFTER MY GIRL!

I WANT YOU TO STOP IT, MISTER--OR THERE'S GOING TO BE TROUBLE BETWEEN US!

BUT...

UH-UH--NO BUTS! I THOUGHT WE'D GOTTEN OVER OUR OLD HIGH SCHOOL RIVALRY WHEN I SHARED YOUR APARTMENT A WHILE BACK--

--BUT IF YOU WANT TO OPEN OLD WOUNDS, BUSTER--THEN, BELIEVE ME, YOU'RE ASKING FOR GRIEF!

YOU DONE PARKER?

WHY?

BECAUSE I HAVE NO IDEA WHAT YOU'RE TALKING ABOUT, FELLA!

I THOUGHT MARY JANE WATSON WAS A FREE AGENT, PETE, AT LEAST, THAT'S THE WAY SHE MADE IT SEEM WHEN SHE SUGGESTED WE GO OUT TOGETHER.

HUH?

LISTEN, IF I HAD KNOWN THERE WAS STILL A THING BETWEEN YOU TWO, I WOULD NEVER HAVE CUT IN!

AFTER ALL, PETE--YOU'RE MY FRIEND. AREN'T YA?

I AM?

YEAH... I GUESS I AM!

SHAKE, FLASH?

SURE, OL' BUDDY... WHY NOT?

NOW I THINK I'M GONNA GO HAVE A LITTLE CHAT WITH OUR DEAR MS. WATSON.

THIS IS ONE EX-SOLDIER WHO DISLIKES BEING PLAYED FOR A CHUMP!

CATCH YA LATER, PETE?

UH...YEAH... SURE.

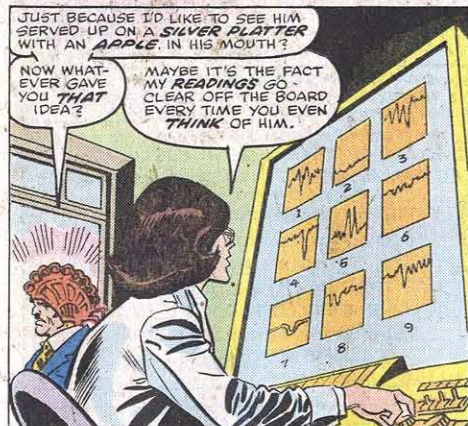
DUMB, PARKER!

DUMB! DUMB! DUMB!!

YOU HAVEN'T GOT ALL THAT MANY FRIENDS, MISTER--THAT YOU CAN AFFORD TO WALK AROUND WITH A BOULDER-SIZED CHIP ON YOUR SHOULDER!



**ELSEWHERE:** IN THE ALMOST-DESERTED SCIENCE WING OF EMPIRE STATE UNIVERSITY...





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(DON'T ASK)

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I KNOW A BARGAIN WHEN I SEE IT. I'VE ENCLOSED \$\_\_\_\_\_ \* FOR THE FOLLOWING CHARGE MY MASTERCARD A/C # \_\_\_\_\_

(\* INCLUDES POSTAGE AND HANDLING ALLOW FOUR (4) WEEKS FOR DELIVERY.)

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MEGO ACTION FIGURE - \$4.38 each.\*

☐ THOR ☐ CONAN ☐ FALCON ☐ TORCH

☐ CAP. AMERICA ☐ SPIDEY ☐ THING

☐ INVISIBLE GIRL ☐ LIZARD ☐ IRON MAN

☐ GREEN GOBLIN ☐ CONAN

☐ MR. FANTASTIC

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STREET \_\_\_\_\_  
CITY \_\_\_\_\_  
STATE \_\_\_\_\_ ZIP \_\_\_\_\_

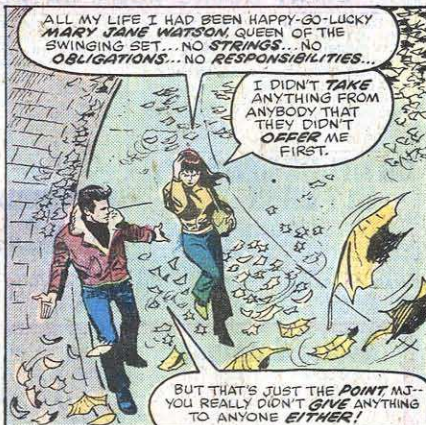
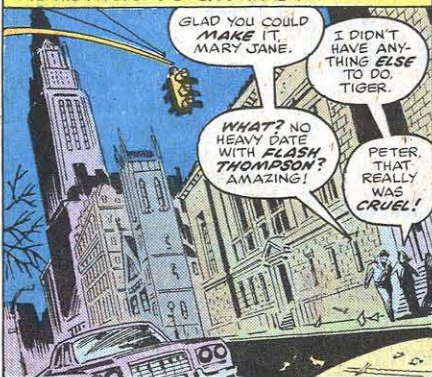








UNFORTUNATELY, WE HAVE TO LEAVE THE GLOATING J. JONAH JAMSON FOR THE MOMENT--AND RETURN TO THE HARRIED PETER PARKER...





THE SPRAWLING **MUSEUM OF NATURAL HISTORY** HAS PASSED BY UNNOTICED AS PETER AND MARY JANE STROLL TOWARDS THE WORLD-FAMED **HAYDEN PLANETARIUM...**

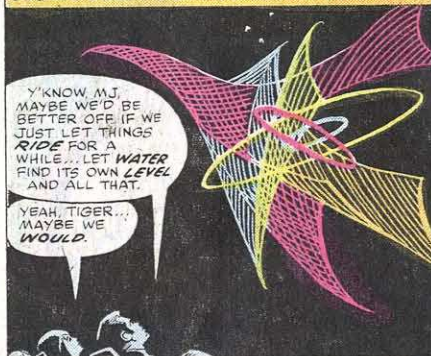
SO WHAT DO WE DO **NOW**, PETER? WHERE DO WE GO FROM **HERE?**

I LOOK AROUND AND SEE ALL OUR **FRIENDS** GETTING TOGETHER... **NED** LEEDS AND **BETTY BRANT** **MARRIED...** **HARRY OSBORN** AND **LIZ ALLEN** BOTH **STARRY-EYED...**



...AND YOU KEEP RUNNING OUT ON ME TO TAKE YOUR **PRECIOUS PHOTOS!**

AND IN AN EXPLOSION OF SIGHT AND SOUND, THE **COSMIC LASER LIGHT CONCERT** GETS UNDER WAY...



Y'KNOW, M.J. MAYBE WE'D BE BETTER OFF IF WE JUST LET THINGS **RIP** FOR A WHILE... LET **WATER** FIND ITS OWN **LEVEL** AND ALL THAT.

YEAH, TIGER... MAYBE WE **WOULD.**



PSSEST... HEY RED... NO MATTER WHAT **FINALLY HAPPENS** I'M GLAD WE HAD THIS **LITTLE CHAT.**

FOR THE FIRST TIME IN MONTHS, IT SEEMS LIKE I CAN SEE A **LIGHT** AT THE END OF THE **TUNNEL.**

YEAH, HANDSOME... SO CAN I.

SO I GET **POSSESSIVE** AND I **HATE** MYSELF-- AND I **HATE** YOU FOR **MAKING** ME **HATE** MYSELF...

...AND ALL WE DO IS GO AROUND IN **BIGGER** AND **BIGGER CIRCLES!**

THESE **SEATS** ALL RIGHT?

YEAH... **FINE**, WE'D BETTER GET **COMFORTABLE QUICK**, MARY JANE.

THE **LASERIUM** IS ABOUT TO **BEGIN!**



HEY, **PIPE DOWN**, WILL YA? SOME OF US ARE ACTUALLY HERE TO SEE THE **SHOW**. Y'KNOW!

YEAH-- GIVE US A **BREAK**, OKAY? FINISH THE **SOAP OPERA** AT HOME!

OH... UH... **SORRY** ABOUT THAT, FOLKS.



MAN, SOME PEOPLE HAVE GOT **NO CLASS** AT ALL!

AND THEN SOME IDIOT TURNED OFF THE **LIGHTS!**



HEY! WH-WHAT'S GOIN' ON?

SOMEBODY MUSTA BLOWN A **FUSE** OR SOMETHIN'!

WHATEVER YOU DO, PEOPLE-- DON'T **PANIC!**



MEANWHILE, SEVERAL  
BLOCKS SOUTH...

MARTHA--NO! I'VE  
ALREADY TOLD YOU WE  
CAN'T CALL THE POLICE!



WE'LL HAVE  
TO SOLVE THIS  
PROBLEM SOME  
OTHER WAY!

BUT, CURTIS--  
OUR  
BILLY--!

WHEN I  
THINK  
OF OUR  
CHILD  
IN THAT  
MONSTER'S  
CLUTCHES...



I SWEAR  
TO YOU,  
DARLING--  
STEGRON  
WILL NOT  
HURT  
OUR SON,  
EVEN IF I  
HAVE TO...  
TO...

NO--MY HAND--! I  
CAN'T LET IT HAPPEN  
NOW!



NOT  
NOW!

DARLING, I HAVE TO GET  
BACK TO WORK-- BUT  
PLEASE DON'T WORRY!



I PROMISE YOU  
EVERYTHING  
WILL BE ALL  
RIGHT...

...AND I  
PRAY THAT'S  
A PROMISE I  
CAN KEEP!

AND BACK IN THE MUSEUM OF NATURAL HISTORY,  
THE MAN-MONSTER THAT WAS ONCE DOCTOR  
VINCENT STEGRON MOVES STEALTHILY THRU THE  
GROTESQUE SHADOWS--

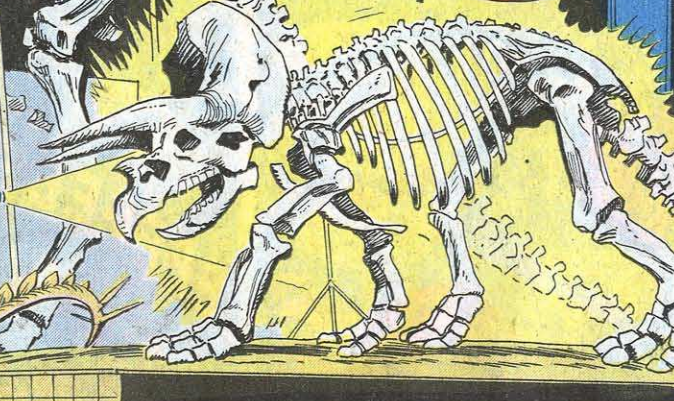
--UNTIL HE STANDS BEFORE THE  
YELLOWING IVORY FIGURES OF  
THOSE TO WHOM HE HAS  
DEDICATED HIS LIFE, HIS  
HOPES, HIS FUTURE...

A LITTLE WHILE  
LONGER AND  
EVERYTHING I HAVE  
DEIGNED ABOUT...  
EVERYTHING I HAVE  
PLANNED FOR...  
WILL AT LASST  
REACH FRUITION!



SSSSON  
THE ELECTRO-  
MAGNETIC  
FIELD GENERATED  
BY THISSS WEAPON  
WILL REANIMATE  
THESSSE NOBLE  
SSSKELETONSSS...

...AND THEN  
SSSTEGRON  
WILL RULE OVER  
ALL THAT LIVSSS!





WHILE, IN THE PLANETARIUM...

MARY JANÉ, YOU'RE NOT GONNA BELIEVE THIS--

--BUT I'VE GOTTA GO TAKE MY PRECIOUS PHOTOS AGAIN!

WILL YOU BE OKAY HERE?

I'LL BE FINE PETEY, YOU GO DO WHAT YOU HAVE TO DO. THIS TIME I'LL UNDERSTAND.

WOW! LIFE MIGHT REALLY BE SIMPLER WITH THIS NEW ARRANGEMENT. MJ BOUGHT MY STORY WITHOUT QUESTION.

NOW IF ONLY SHE DOESN'T REALIZE I DIDN'T BRING MY CAMERA!

OKAY, THAT SHOULD COVER JUST ABOUT EVERYONE, RIGHT? THE PLAYERS ARE ALL IN POSITION?

SWELL! THEN LET'S GET THIS CCKAWANE SHOW UNDER WAY!

SSSSON, MY LONG-TAILED BROTHERSSSS... SSSOON THE WORLD WILL BE YOURSSS ONCE MORE...

...ASSS IT SHOULD ALWAYS HAVE BEEN...

...AND I SSSSHALL BE YOUR KING!!

DON'T KNOW EXACTLY WHAT CAUSED THAT BLACKOUT...

...BUT MY SPIDER-SENSE TELLS ME IT WAS NOTHING VERY GOOD! I'D BETTER...

CLUMP!  
CLUMP!

EH?

I WAS RIGHT! SOMEBODY'S COMING THIS WAY--

--AND IT SOUNDS LIKE HE'S WEARING SOLID-STEEL SNEAKERS!

WELL, NOW THAT MY MASK IS IN PLACE--

--IT'S TIME EVERYONE'S FAVORITE WEBHEAD GOT INTO THE--



WHAT DOES THE *INCREDIBLE*  
**HULK** SAY ABOUT

**CRAZY**

THE MAGAZINE THAT  
DARES TO BE *DUMB*?!

FRANKLY, WE'VE NEVER GOTTEN *CLOSE* ENOUGH  
TO FIND OUT. EVEN *WE'RE* NOT *THAT* DUMB!

BUT IF WE *DID* GET CLOSE, WE'RE *CERTAIN*  
THE GREAT GREEN GREMLIN WOULD  
PROBABLY SAY: "*HULK THINK FAR-OUT  
FUNNIES IN CRAZY ARE SMASHING!*"

AND IF YOU *DOUBT* HE'D SAY THAT...  
THEN *YOU* GET CLOSE TO HIM!



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CONAN--THOR--* YOU'LL SEE THEM  
ALL, IN THE ADVENTURES YOU SWORE  
*COULD NEVER HAPPEN* IN EACH  
AND EVERY ISSUE OF...

**WHAT IF...?**







# THE SPIDER'S WEB

56 MARVEL COMICS GROUP, 375 MADISON AVE., N.Y.C. 10022

Dear Len and Ross,

Your latest issue of SPIDER-MAN was very well done, I hope that the second part shows as much creativity. I did, however, spot one mistake. It had to do with the time that Nightcrawler materialized behind Spider-Man after being knocked off the cable tower. In X-MEN #95, Nightcrawler stated that he must materialize with the same velocity that he started with. Wouldn't that mean that Nightcrawler would have been either killed or hurt badly teleporting himself? If so, do I consider myself no-prized?

Jim Hoskins  
809 Eastwick Drive  
Lafayette, IN 47904

Dear Len:

You and Chris Claremont should really get together about the latest issue of SPIDER-MAN. On page 27 of issue #161, we see Nightcrawler falling off the tower. Then on the next page we see him teleporting back up. This cannot happen. Back in issue #95 of the brand new X-MEN comic, Nightcrawler states on page two, last panel, "I can teleport, yes. But if I teleport from this height, the law of conservation of energy demands I materialize with the same velocity I started with." I would really like to see you weasele out of this one. When do I get my no-prize?

Walter Alcott  
25 Brookwood Lane  
Shelton, CT 06484

Well, it doesn't exactly take a psychic to guess the major topic of conversation this time around, does it?

But before we explain away this seeming blunder (confident sorts, we armadillos), let's peruse the following missive and discuss another problem or two.

Dear Len and Ross,

A few questions on SPIDER-MAN #161.

1) On page 6, panel 4, why didn't Spidey's spider-sense warn him of danger? After all, he was in someone's gunsights, even if the trigger wasn't being squeezed.

2) On page 11, panel 3, why didn't Nightcrawler merely teleport to the other side of the door?

3) On page 27, panel 3, Nightcrawler was "plunging helplessly thru (sic) space." The laws of physics dictate that when he reappeared on page 30, panel 2, he be, at the very least, crushed to the floor. He wasn't. Why not?

4) On page 30, panel 5, he grabs Spidey's webbing. Why didn't it stick to his hands? It was gone from sight by the next panel.

5) On your explanation of the coloring mistake in issue 157: I was always under the impression that the printer's plates were per page, not per panel. If the printer omitted the blue plate, wouldn't the entire page have been devoid of blue? It seems like a colorist's mistake to me.

6) (This isn't a question). SPIDER-MAN #161 was a lot of fun to read.

Jack Steinmann  
1627 W. 26th Street  
Minneapolis, MN 55405

Boy, Jack, don't you have anything better to do with your spare time then find new ways to give a tired old armadillo gray hairs?

Honestly, though, you've raised a few very valid questions, and we'll try to cover them point by point.

1) Peter's spider-sense didn't warn him of danger, because he really wasn't in any danger. It was the opinion of Len and Ross that the mysterious assassin was only lining up his shot

when Pete passed thru his sights and had no intention of firing until he found a more convenient target; specifically, that poor guy who was sitting alone in the front seat of the roller coaster when he was killed. And as an aside to those of you out there who wondered why the assassin's victim was standing up in his seat, he wasn't. It was the impact of the high-caliber bullet that literally *lifted* him out of his seat.

2) The reason Nightcrawler didn't simply teleport thru the locked steel door was that he simply didn't think of it, any more than Lively Len and Rip-roarin' Ross did when they plotted the tale. Proof positive that Nighty still isn't ready to graduate from Professor Xavier's School for Fledgling Super-Heroes.

3) We'll answer that one, Gang, we promise you—but not just yet.

4) We're not really sure either, Jack. Suppose we just chalk it up to Nightcrawler's natural mutant powers. Okay, how's about we just admit we blew it?

5) We'll try to keep this answer short. The printer's plates are indeed per page, but each page is hand-separated on celluloid sheets before being transferred to the printing plates. What happened was that the person indicating the solid blue separation on the celluloid sheet neglected to indicate Spidey's pants in that fateful panel, and the rest, as they say, is history.

6) Sorry, Jack, but we have no answer for that one...except *thanks!*

Dear Len and Ross,

Before hundreds of people write in to say that the Nightcrawler can't save himself from falling as he did in SPIDER-MAN #161, based on what occurred in X-MEN #95, I'll answer for you.

Kurt (Nightcrawler) Wagner can indeed teleport himself at any time, but only as governed by the laws of action-reaction physics. If he is hurtling at a hundred miles an hour, he will still be travelling at that velocity even if he teleports himself elsewhere. But in SPIDER-MAN #161, on page 27, Kurt has not fallen far enough to build up a deadly velocity—so poof, and he reappears, no worse for wear.

I'm sure all X-MEN readers are aware of this, but this may help to clear things up for non-X-fans (shame on you, whoever you are) who have never before seen the Nightcrawler.

Who says this isn't the Marvel Age of Easy Answers?

Larry Lisowski  
115 Southberry Lane  
Levittown, NY 11756

And there you have it, Folks—as good an explanation as any for what seemed to be the biggest blunder of the month. In all honesty though, there's a lot more to the story than that.

You see, when Lively Len Wein created the all-new X-Men along with Dynamic Dave Cockrum, it was never Len's intention that Nightcrawler should be governed so judiciously by the normal laws of Physics. In order to prevent Nighty's teleportational power from becoming an easy out whenever necessary, it was Len's contention that Nightcrawler simply could not teleport any great distance without debilitating himself terribly, as witnessed in SPIDER-MAN #162. That was the reason Nighty couldn't teleport to the ground back in X-MEN #95, but circumstances dictated that Len had to turn the scripting chores of that issue over to Chris. The Cheerful One therefore conceived his own reason for Nighty's teleportational inability, and Len, in editing that issue, left it in print, little realizing it would one day return to haunt him.

Clear enough for you, Faithful Ones? No, we didn't really think so.

By the way, Larry, Lively Len spent his formative years in legendary Levittown, and it does his poor heart proud that one of his own people leaped so readily to his defense. Give Len's regards to the gang at the Green.



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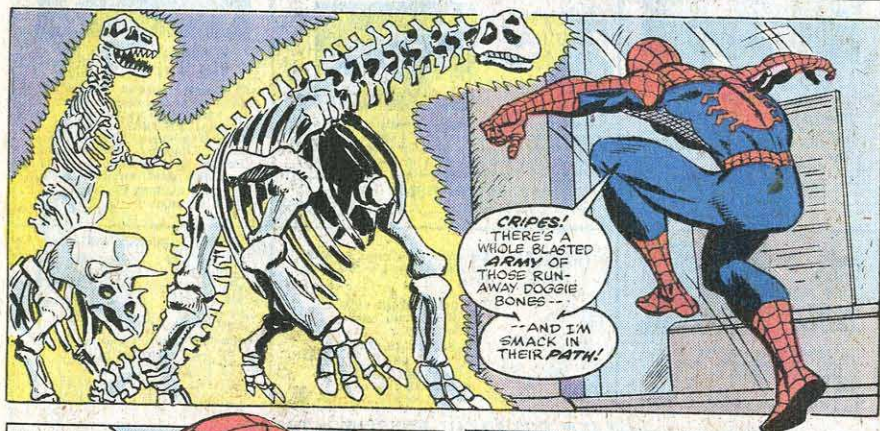
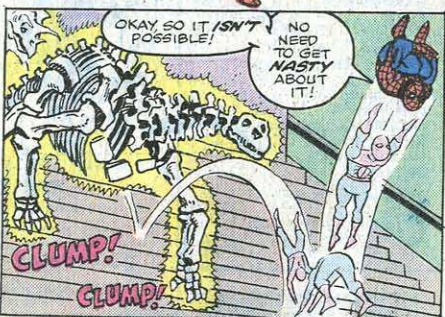
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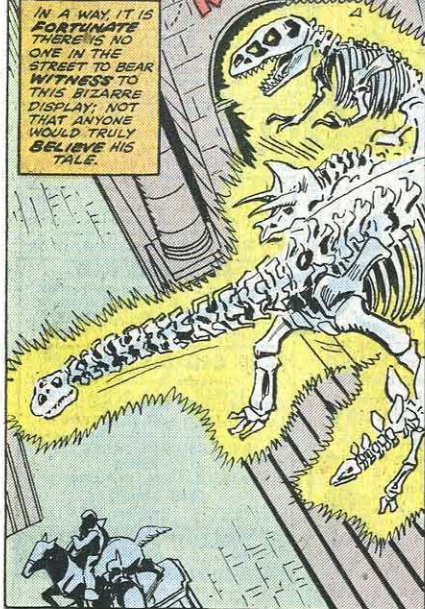


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AFTER ALL, WOULD YOU BELIEVE THE RAVINGS OF A HOPELESS LUNATIC?

WELL, THERE THEY GO-- CHARGING ACROSS THE STREET, STRAIGHT INTO CENTRAL PARK!

I ONLY WISH I KNEW WHAT WAS CONTROLLING THEM-- OR WHO WAS RESPONSIBLE FOR...



HUH? MY SPIDER-SENSE-- IT'S STARTED TINGLING!

THERE'S SOMEONE COMING UP BEHIND ME--

I WARNED YOU NOT TO INTERFERE ONCE SPIDER-MAN!

THISSS TIME I'LL SSSIMPLY KILL YOU!!

-- AND SUDDENLY, I'M AFRAID I KNOW WHO!



**STEGRON!!**

I THOUGHT I RECOGNIZED YOUR VOICE BACK AT THAT SECRET SHIELD LAB!





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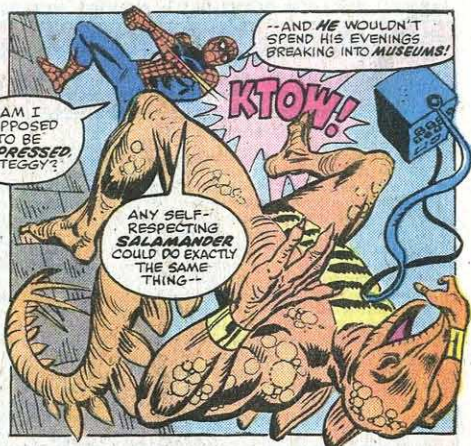
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# OF VAINGLORIOUS VAMPIRES, VANQUISHED VILLAINS, AND VALIANT VICTORS!

## STAN LEE'S SOAPBOX

Hi, gang! It's hard to believe a whole year has zipped by since I wrote my last, eminently forgettable Thanksgiving poem on this very page. I was tempted to try another synopsized sonnet this time, but I figured I'd rather just rap with you instead. Anyway, speaking of Thanksgiving, I wonder how many of you remember one of the prime goals we set for ourselves here at Marvel more than a decade ago. I recall writing that our greatest ambition was to change the image of so-called "comicbooks"—to take them from the exclusive domain of the bubble-gum brigade and expand our audience to include readers right up to college age—and beyond. Well, the rest of the media felt we'd never make it, while our competitors just laughed at us. No one thought we had a ghost of a chance to grab a significant share of adult readership. But here in the batty Bullpen we were probably too naive to realize how impossible it was. So, we just kept on writing and illustrating the very best stories we could, combining a university-level vocabulary with mature concepts in plotting and characterization, together with adult premises and rationalizations. And, most important of all, we never let ourselves forget that, above all else, Marvel Comics are meant to be *fun*! No matter how scholarly, no matter how profound, no matter how philosophically or socially relevant our yarns might be, their primary purpose was (and still is) to *entertain* you. Finally, we vowed never to "write down" to you; we'd only present stories that we ourselves enjoyed; tales we ourselves would be anxious to read. So you see, we weren't merely producing pabulum

for a bunch of nameless, faceless kids—we were creating far-out, fantastic epics for ourselves, and for countless thousands of our hip, heroic readers who share the same love of fantasy and excitement as we do. And, y'know something? It worked! We succeeded beyond our own wildest expectations! Today, a full 50% of our readership is from 15 to 25 years of age! Today, newspapers, radio, and TV are enthusiastically aware of us, giving us more media coverage than almost any other publications! Today, comicbook conventions are among the biggest crowd-pulling events in virtually every major city in the U.S.—and overseas as well! And there's more! One of the world's largest book publishers, Simon & Schuster, has created virtually an entire line of Marvel hardcover editions, while Grosset and Dunlap will soon be presenting another unique line of Marvel creations! Each week new invitations cross my desk, requests to speak about Marvel Comics at colleges and universities from Maine to Mexico! In short, our dreams have come true; comics have come of age! And we'll never forget, not for one single second, that we owe it all to you! So now, during this festive Thanksgiving season, nothing could be more appropriate than for all of us in the Marvel Bullpen to extend to each and every one of you our deepest, most heartfelt thanks for making it all possible; for making this truly—The Marvel Age of Comics!

Excelsior!

ITEM! Over the last few months we've been making periodic mention of a new periodical we were planning, called WHAT IF...? Well, the planning is over and the real thing is here! At last we can finally tell you just exactly what WHAT IF...? is! Actually, it's the culmination of a lot of things you readers have suggested to us, and a lot of things Bullpeners have often talked about over lunch or at a party, whenever the standard shop-talk ("What new villain are you having Ghost Rider meet after he finishes off the Cosmic Carburator?") begins to get wilder and more speculative. Things like: "Gee, what would have happened if that buzz-bomb which killed Bucky and sent Capt. America into suspended animation had never exploded?" or "What if the Hulk had always had Bruce Banner's brain?" Fun things like that which are fascinating to think about, but could never really be done without changing most of Marvel's Madcap history. Then, Rascally ROY THOMAS, who has a knack for taking the difficult or the improbable and turning

them into successful comics (Like I'r instance, CONAN or THE INVADERS), suddenly presented us with a format where virtually anything we wanted to do *would* be possible! How? Well, that you'll find out when you see what Roy, talented new penciler from Canada way, JIM CRAIG, and eminent embellisher PABLO MARCOS have done with the novel notion, WHAT IF...? SPIDER-MAN HAD JOINED THE FANTASTIC FOUR? This first issue picks up on an incident from AMAZING SPIDER-MAN #1 where Spidey attempted to join the FF (and changed his mind) and builds it into one of the most unexpected and entertaining epics ever. Naturally, something like this is too big to be contained in one average-size comic. So we've made WHAT IF...? a double-length king-size book just like our awesome annuals, only instead of being a mere once-a-year blockbuster, WHAT IF...? is going to be exploding on the newsstand every other month. Each and every issue will have an exciting new concept (such as those we mentioned about

Capt. America and the Hulk) and an exciting new writer/artist combo to bring it all alive for you. In fact, we're set to be flooded with tales of 'what if' suggestions, once everyone gets a look at what we're doing. If we're not careful, WHAT IF...? could turn into the biggest thing since the no-prize!

ITEM! Congratulations to Marvelous MARV and Meticulous MICHELE WOLFMAN, who recently announced that they're expecting a baby (but there is absolutely no truth to the rumor that Marv intends to hold another name-the-child contest such as he's doing with the Lord of Vampire's off-spring in TOMB OF DRACULA!)

ITEM! Jubilation fills the hallowed halls of Marvel Word just came in that our Sultans of Softball are currently tied for first place in their division of the Publisher's Softball League. Said jubilation is sorely needed as in a non-league exhibition game with a certain Distinguished Competitor, the Bullpeners somehow managed to come in second. A rematch has been talked about, but next time we're making certain that their guy with the big red 'S' on his chest doesn't get in the game!

ITEM! Two more goodies coming your way this month, friends... MARVEL SPOTLIGHT #32, featuring the most surprising superhero of them all, SPIDER-WOMAN (And if you think you can guess what this one is like, we're betting you're wrong!)... And finally, there's our gala HOLIDAY GRAB-BAG TREASURY EDITION, which features just about all of our coveting characters in some of their best stories from the past and in specially prepared all new material as well just to truly make the season bright!



ITEM! Almost no space left, so we'll quickly say "hi" to Devastating DAVIDA DALE, recent addition to our art production staff, Dimply DIANE RODRIGO, who assists Nifty NANCY MURPHY in processing your subscriptions, Jubilant JOHN ROMITA JR. (Why does that name seem so familiar?), now doing pulse-pounding pencilling on some covers and back-up stories, and Handy ANDY YANCHUS, newly chosen Chieftain of our capricious Color Department! And that's about it, except to say good-bye... and be good to yourselves!

Stan Lee  
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# THE INCREDIBLE HULK AND THE GREEN THUMB

THE HULK HAS BEEN "BEFRIENDED" BY "COUSIN BETSY, THE PLANT LADY."

COUSIN BETSY  
THE PLANT LADY

NOW, NOW, DEAR GREEN THING! I'M ONLY TOO HAPPY TO TAKE YOU IN WITH ALL MY OTHER...ER...ALL MY VEGETABLES AND PLANTS.

HULK NO REMEMBER HOW HE GOT HERE, BUT HULK HAPPY, FINALLY FIND PLACE WHERE HULK CAN FIND PEACE...AND NICE COOL SHADE PLANT TO SIT UNDER.

AH, MY BEAUTIFUL PLANTS... MY OWN LITTLE GANG, WHAT FINE SPECIMENS YOU ARE. RHODA, MARI, ARTIE--I WANT YOU TO MEET THE HULK. THAT JADE GIANT IS GOING TO JOIN US...IN OUR NEXT ROBBERY OF DIAMONDS AND OTHER PRECIOUS THINGS...WHAT A SPECIMEN--AND SO GREEN...

RHODA DENDRON  
ARTIE CHOKO  
MARI GOLD

HULK NO JOIN STRANGE PLANTS. HULK NO LIKE PEOPLE--OR PLANTS. HULK WANT TO BE ALONE.



I WARN YOU GREEN GARGANTUA--JOIN US--OR ELSE!--THE ARTICHOKE--CHOKES--...GO GET HIM ARTI!--!!

SEE, GREEN GOLIATH--WHEN I TALK TO MY PLANTS, THEY LISTEN!

HULK ALWAYS WIND UP SAME--DOUBLE-CROSSED--FIRST BY PUNY HUMANS...NOW BY PUNY PLANT...NOW HULK MAD!



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YOU'LL GET YOUR CURSED HANDS ON **NOTHING** SSSPIDER-MAN!

MOMENTS AGO YOU **MOCKED** MY ALL-POWERFUL **TAIL**! HOW **IRONIC** THAT IT NOW SSSHOULD PROVE YOUR **DOWNFALL**!

**SKRA-DAK!**



**DOWNFALL: AN UNFORTUNATELY APPROPRIATE CHOICE OF WORDS!**

**CRIPES!** HE **SHATTERED** THOSE PLARS WITH A SINGLE **BLOW**-- FINISHING THE JOB HIS BONY **BUDDIES** BEGAN!

AND THERE'S NO WAY FOR ME TO **AVOID** THE FALLING **RUBBLE**--!

**FAREWELL, WEB-SSSLINGER!**

I TRUSSST THAT WE WILL **NOT** MEET AGAIN!



AN INTERMINABLE MOMENT OF SILENCE, THEN...

**TAK**

UUNHHH.

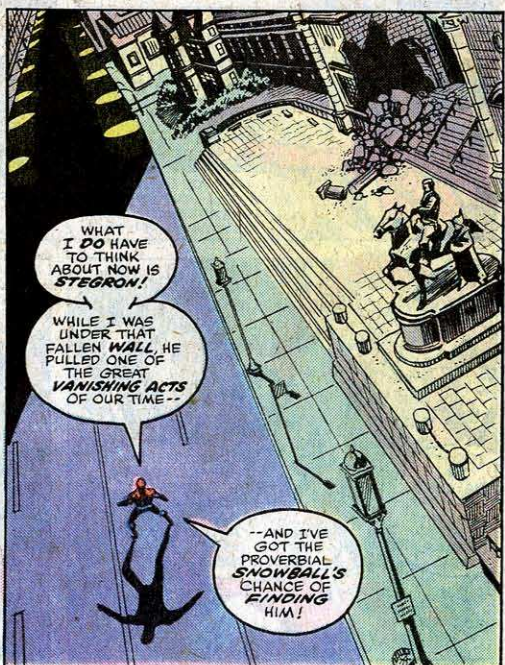
**THAK**

**PAK**



I'LL SAY **ONE** THING FOR THAT LEATHER-LIPPED JOKER-- HE SURE KNOWS HOW TO BRING THE **HOUSE** DOWN!

IF I HADN'T **BRACED** MYSELF... NO, I'D RATHER NOT EVEN **THINK** ABOUT THAT!



WHAT I **DO** HAVE TO THINK ABOUT NOW IS **STEGRON**!

WHILE I WAS UNDER THAT **FALLEN WALL**, HE PULLED ONE OF THE GREAT **VANISHING ACTS** OF OUR TIME--

--AND I'VE GOT THE PROVERBIAL **SNOWBALL'S** CHANCE OF **FINDING** HIM!





AND ELSEWHERE FOR ONE FINAL TIME...

NO--IT'S HAPPENING!

THE STRAIN OF WORKING UNDER SUCH TERRIBLE PRESSURE IS GETTING TO ME AT LAST!



SINCE THAT EXPLOSION, I'VE FELT AS IF MY INSIDES WERE IN CONFLICT-- AND NOW I KNOW WHY!

MY MISSING ARM IS REGENERATING ITSELF...



...TAKING ON REPTILIAN PROPERTIES...



...AND GOD HELP ME, MY ENTIRE BODY IS FOLLOWING SUIT!



THE TRANSFORMATION IS OVER AT LAST!

THAT SNIVELING CRETIN CURTIS CONNORS IS GONE FOREVER-- AND THE MOST POWERFUL BEING TO EVER WALK THE EARTH STANDS HERE IN HIS PLACE!

BEWARE, STEGRON! BEWARE, YOU SO-CALLED DINOSAUR MAN!

FOR THE **LIZARD** IS COMING TO DESTROY YOU!!

**NEXT ISSUE:**

IT'S THE MOST BIZARRE BATTLE NEW YORK HAS EVER SEEN-- WITH THE WONDROUS WALL-CRAWLER CAUGHT SMACK IN THE MIDDLE! IF YOU KNOW WHAT'S GOOD FOR YOU, PILGRIM, YOU'LL BE HERE FOR...

**THE WAR OF THE REPTILE-MEN!**



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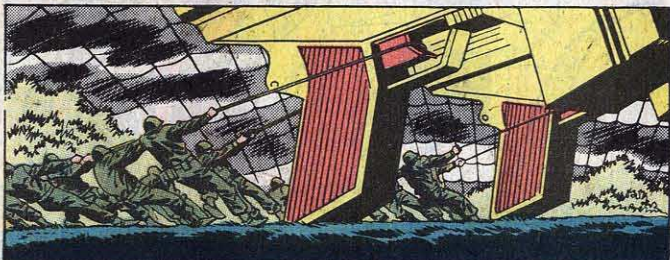
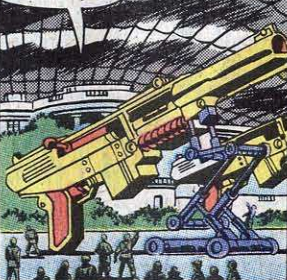
THE PRESIDENT HAS SUMMONED CAPTAIN AMERICA AND SPIDER-MAN.



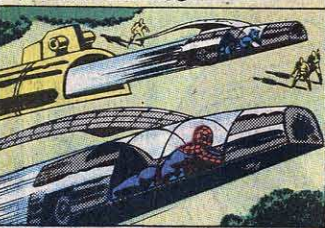
GENTLEMEN, THE COUNTRY TURNS TO YOU IN THIS TIME OF CRISIS! WE HAVE ONLY ONE HOPE...PROJECT RICOCHET!

THOSE LAUNCHERS HAVE THE POWER TO DO THE JOB!

IT WILL BE A BICENTENNIAL SMASH!



AT A SPEED BEYOND BELIEF, THE TWO SUPERHEROES RACE TOWARDS THE OMINOUS WEB.



LOOK, CAP--THIS IS A BREEZE WITH THOSE RICOCHET LAUNCHERS. WE MADE A HOLE EVEN BIG ENOUGH FOR YOU...



FOR SURE, SPIDEY!



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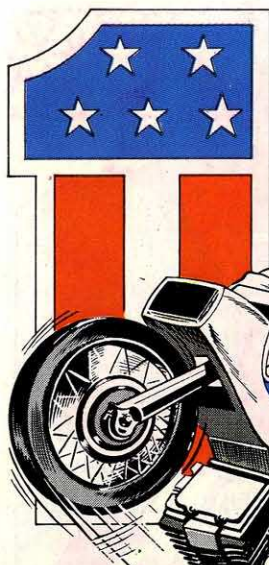
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