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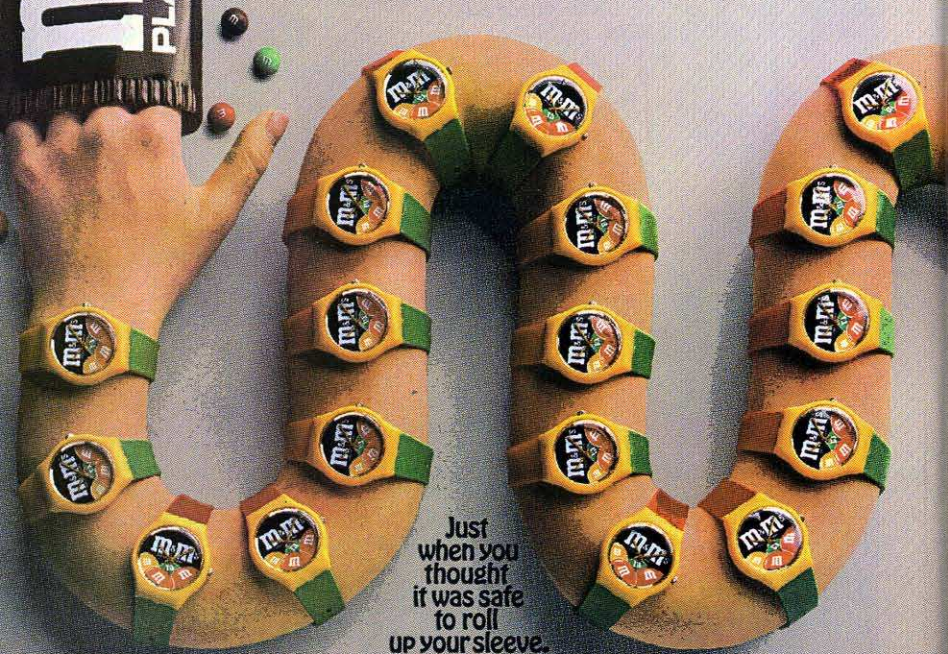
the AMAZING SPIDER-MAN



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to roll
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Stan Lee
PRESENTS:

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FORCE OF ARMS

THROUGHOUT THE YEARS HE'S SPENT IN MANHATTAN, THE AMAZING SPIDER-MAN HAS BEEN CALLED MANY THINGS: HERO, MENACE, MYSTERY... ALONG WITH ANY NUMBER OF MORE COLORFUL NAMES EVEN THE DAILY BUGLE WOULD REFUSE TO PRINT!

BUT TONIGHT, IN THE WORST LATE SUMMER STORM TO HIT THE BIG APPLE IN TWO DECADES, HE FINDS HIMSELF SPORTING A NEW TITLE, ONE AS UNWANTED AS IT IS UNEXPECTED.

NO
PARKING
BAM-PPM
MON-FRI
MAY 2000

PEDESTRIAN!

THAT'S
IT!

NO MORE!

I'VE
HAD
IT!

THE AMAZING SPIDER-MAN® Vol. 1, No. 296, January, 1998. (ISSN 0274-5232) Published by MARVEL COMICS, A NEW WORLD COMPANY. James E. Galt, President, Stan Lee, Publisher, Michael Hobson, Group Vice-President, Milton Schiffman, Vice-President, Production. OFFICE OF PUBLICATION: 397 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1997 by Marvel Entertainment Group, Inc. All rights reserved. Price 75¢ per copy in the U.S. and 95¢ in Canada. Subscription rate \$9.00 for 12 issues. Canada and Foreign, \$11.00. Printed in the U.S.A. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue), and the distinctive likenesses thereof, are trademarks of the MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO SUBSCRIPTION DEPARTMENT, 397 PARK AVENUE SOUTH, 9TH FLOOR, NEW YORK, N.Y. 10016.

AND THE WORST PART IS IT'S MY OWN BLASTED FAULT! WITH ALL THE ACTION I'VE SEEN LATELY I SHOULD HAVE REALIZED--



NAH, IT COULDN'T BE!

-- THAT I WAS USING UP WEB-FLUID TOO FAST! BUT DID I THINK TO REPLACE THE SPARE FLUID CARTRIDGES IN MY BELT? NOOOOO! I HAD TO WAIT--



-- UNTIL BOTH WEB-SHOOTERS RAN DRY TEN STORIES UP! IF I HADN'T BEEN ABLE TO TWIST OVER AND GRAB A WINDOW LEDGE--



IT IS!

-- I'D BE ONE SMAUSHED SPIDER RIGHT NOW!



I REALLY SHOULD RE-DESIGN MY WEB-SHOOTERS SO THIS WON'T HAPPEN AGAIN! EITHER THAT--

-- OR SEW A CHANGE POCKET INTO MY COSTUME SO I CAN CARRY BUS FARE!



NO, WITH A COSTUME THIS TIGHT--

PEOPLE MIGHT THINK I HAD CELLULITE!

AT LEAST THE STORM'S KEEPING CANDI, RANDI AND BAMBI-- MY SUN-WORSHIPING NEIGHBORS-- INDOORS.



I SHOULD BE ABLE TO GET INTO MY APARTMENT WITHOUT BEING SPOTTED!

AT LAST! HOME... WARMTH... COMFORT...



...WET FLOORS

I'VE GOT TO REMEMBER TO LEAVE A BATH MAT UNDER THIS SKYLIGHT! :SIGH:

AND SOON, AS AN EXHAUSTED PETER PARKER EMERGES FROM A NEAR-SCALDING SHOWER...

SURE WISH MARY JANE WASN'T ON THAT FASHION SHOOT IN ASPEN. WE DO NEED THE MONEY HER MODELING CAREER BRINGS IN--



--BUT I SURE COULD USE ONE OF HER KILLER NECK RUBS ABOUT NOW!

GUESS I'LL HAVE TO SETTLE FOR SOME STRONG OOLONG INSTEAD.

GOOD WATER'S HOT.



Y'KNOW I YAWN & I'VE THOUGHT ABOUT MODIFYING MY WEB-SHOOTERS BEFORE TO MAKE THEM OUT OF PLASTICS SO THEY WOULDN'T TRIP METAL DETECTORS AT AIRPORTS WHEN I HAVE TO FLY TO PHOTO ASSIGNMENTS.



SO WHY NOT MAKE A FEW ADDITIONS WHILE I'M AT IT? LIKE MAYBE SOME SORT OF WARNING DEVICE I YAWN & TELL ME KNOW WHEN MY WEBBING IS RUNNING OUT?



SURE... THAT'S THE TICKET... CHECK YER WEB FLUID, MISTER? 'SABOUT A QUART LOW... AN' HOW 'BOUT SOME AIR IN THOSE TIRESZZZZZZ

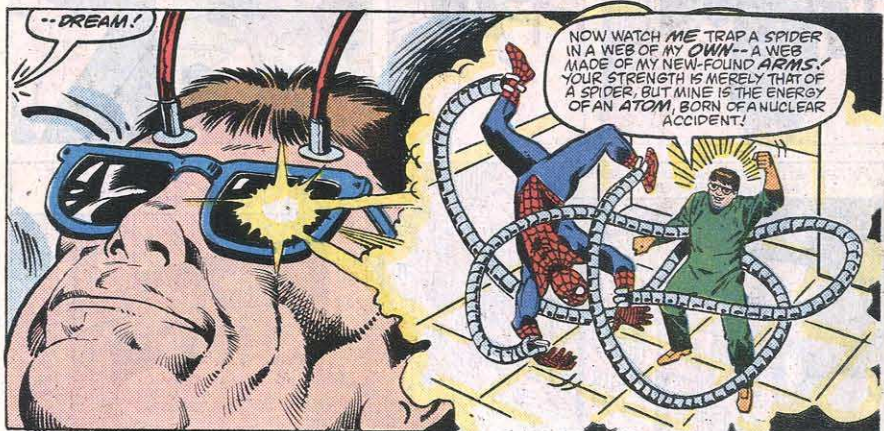
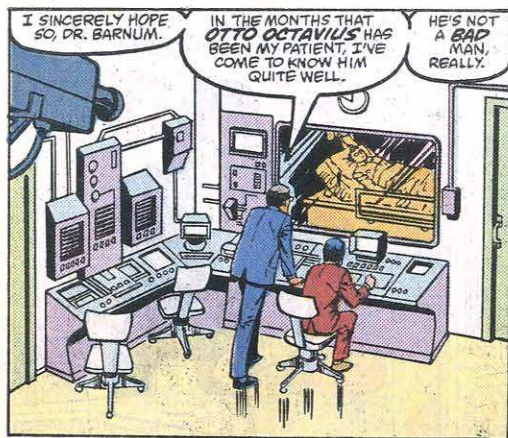


PETER SLUMBERS--A MUCH-NEEDED, WELL-EARNED REST.



WHILE A BOROUGH AWAY, AT THE SOUTH BROOKLYN PSYCHIATRIC FACILITY...

DO YOU THINK THIS WILL WORK, DR. JEFFERSON?



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OF THE TANG SOCCER
TEAM. BUY TANG TO JOIN
MY TEAM AND YOU'LL
GET ALL THESE THINGS
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POW!



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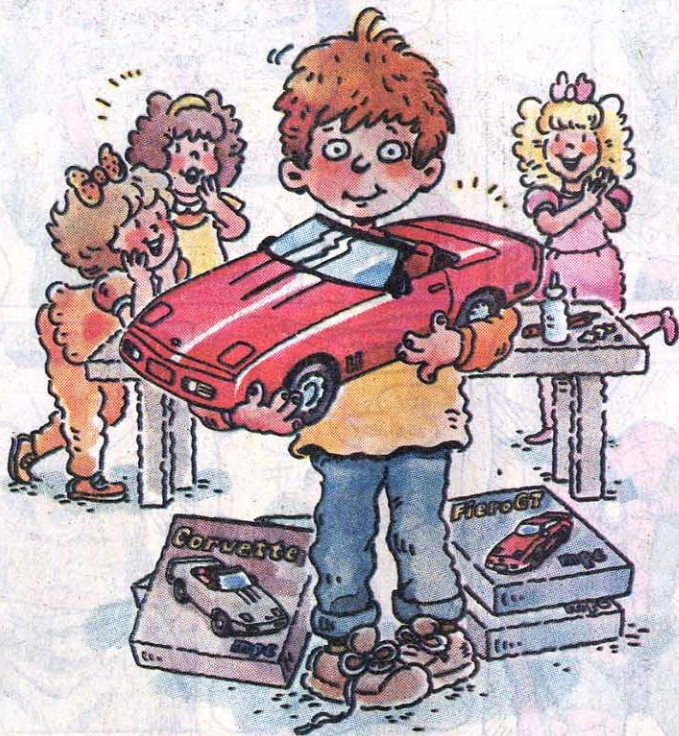
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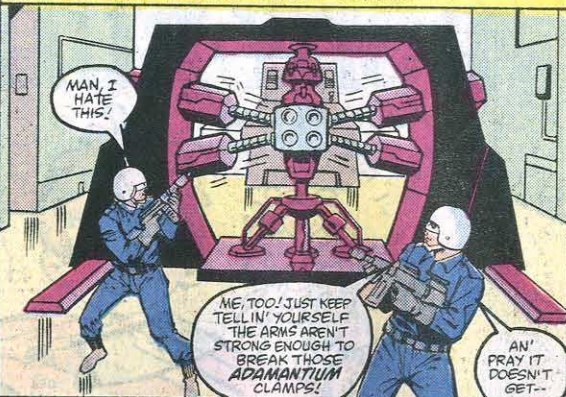
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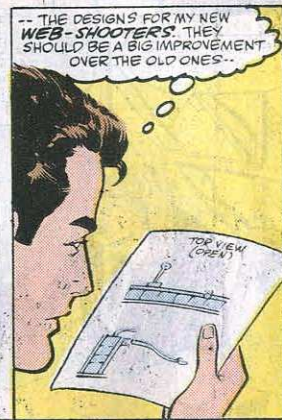
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MODEL KITS

I DON'T LIKE THIS. PULSE RATE UP... GALVANIC RESPONSE ERRATIC. IT SEEMS HE'S HAVING SOME SORT OF --



AND HE ISN'T THE **ONLY** ONE! FOR AT THAT MOMENT, IN A REINFORCED POLICE BUNKER BENEATH MANHATTAN, WHERE DR. OCTOPUS'S MENTALLY-CONTROLLED ARMS HAVE BEEN "SAFELY" STORED...







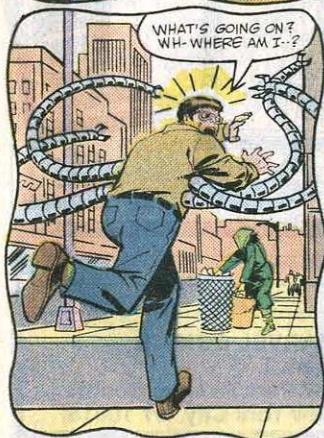
SLEEP? IT'S A LOCKED DOOR, DR. BARNUM. AND PSYCHIATRY IS STILL LOOKING FOR THE PROPER KEY.

BUT THE EXPERIMENTAL DRUGS WE'RE USING SHOULD SEND OCTAVIUS INTO A DEEPER SLUMBER THAN EVER BEFORE.

HOPEFULLY HIS BRAINWAVE PATTERNS WILL PROVIDE INSIGHT FOR OUR THERAPY SESSION TOMORROW. AND WITH LUCK--

-- PERHAPS WE CAN ROUT SOME OF THE DEMONS THAT HAUNT THE POOR MAN'S SOUL.

C.CAN'T BE...!

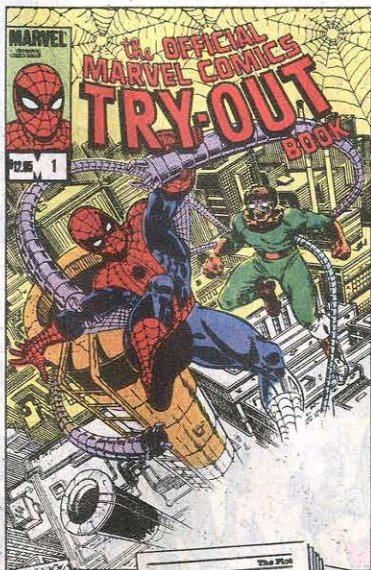


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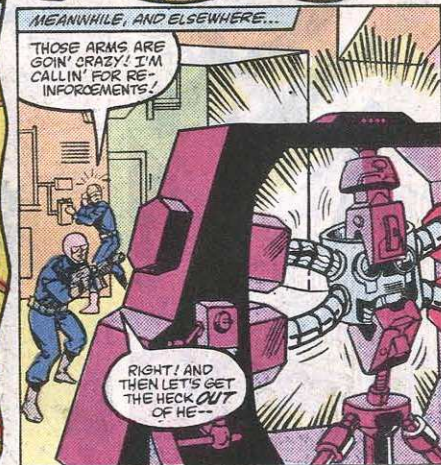
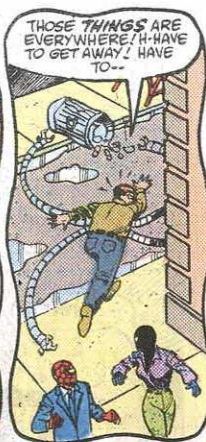
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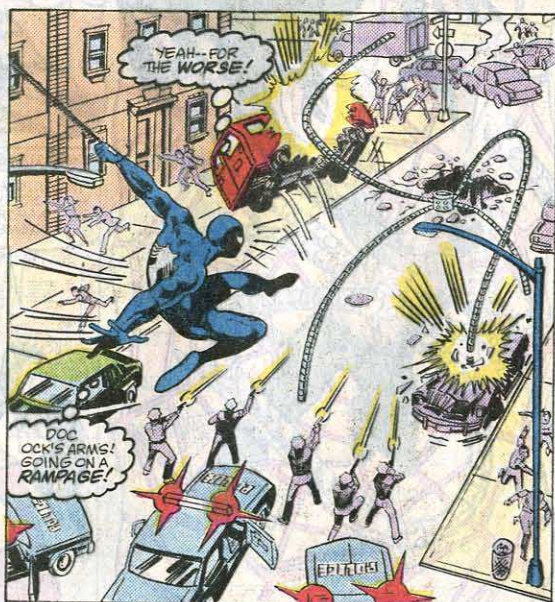
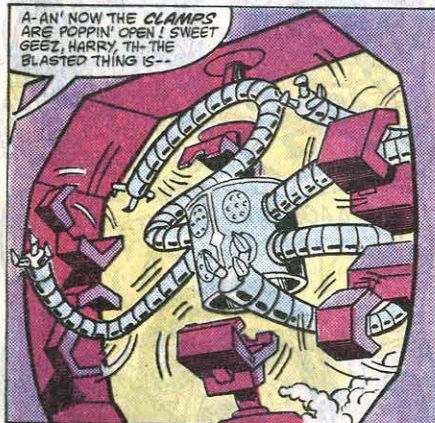
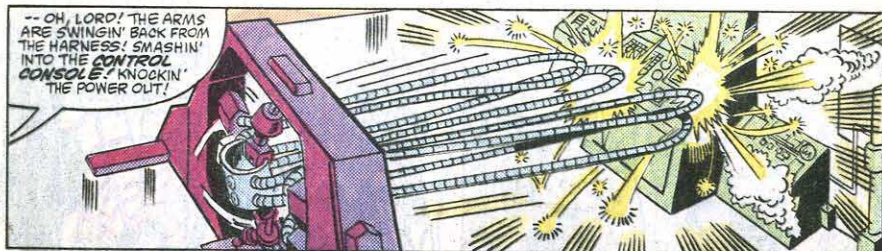
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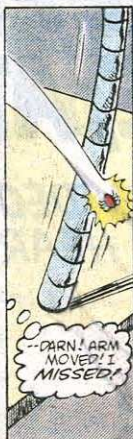
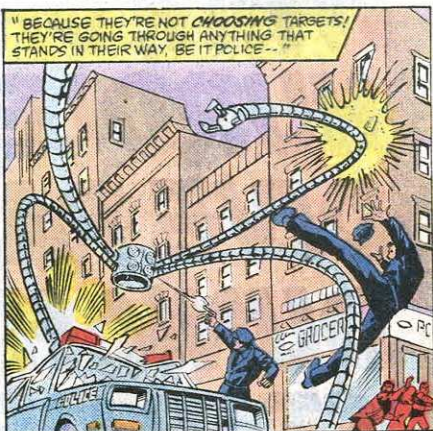
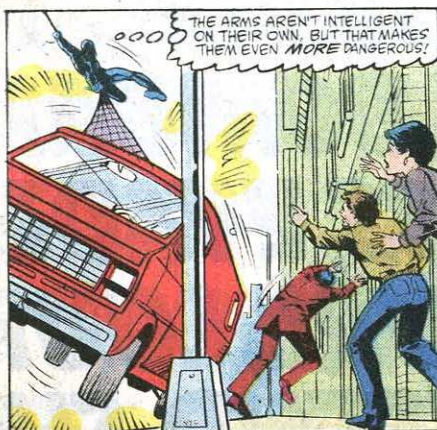
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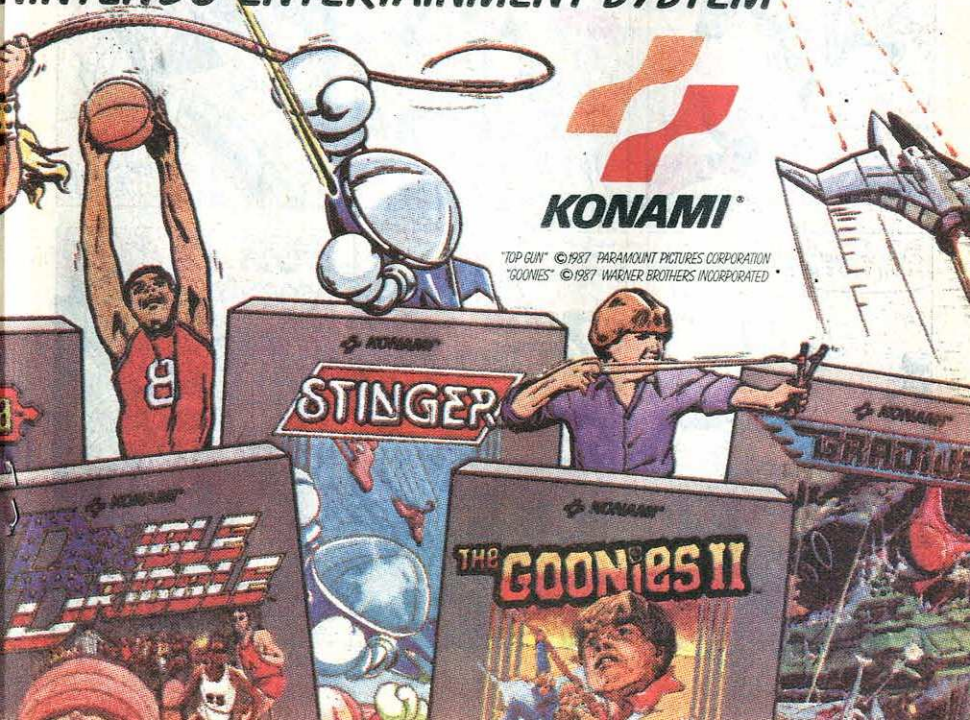
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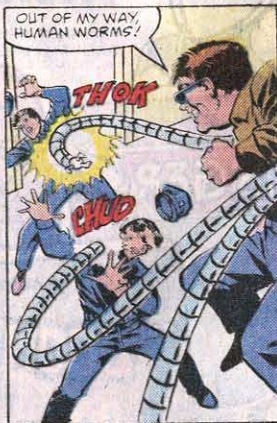
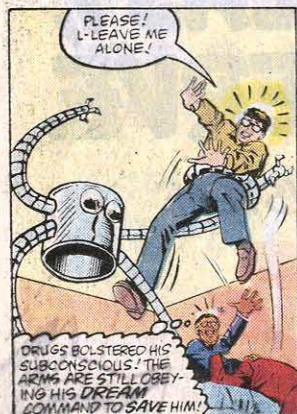
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A DAY PASSES. INFLATION GOES UP
SANITATION WORKERS GO ON STRIKE.
AND STILL...



NO SIGN OF OCTOPUS!
I'VE BEEN CRISS-CROSS-
ING MANHATTAN FOR
HOURS! IF ONLY THAT
TRACER HADN'T
MISSED!

MAYBE IT'S BEST THAT
MARY JANE IS OUT OF
TOWN. SHE'S ACCEPTED
THAT I'M SPIDER-MAN--



-- BUT SHE'D PROBABLY
STILL GET NERVOUS
AT THE WAY I'VE BEEN
LOOKING FOR TROUBLE!

OH, WELL, IF I
CAN'T FIND DOC
OCC--



-- MAYBE I CAN
LURE HIM
TO ME!

QUICKLY, SPIDER-MAN
SWINGS DOWNTOWN
TO CHECK AN EXCLUSIVE
GREENWICH VILLAGE APARTMENT--

-- AND, FINDING IT EMPTY, RE-
ROUTES HIMSELF TO A MORE
FAMILIAR LOCALE...



DAILY BUGLE

... WHERE CITY EDITOR
KATHRYN CUSHING
IS PUTTING IN ANOTHER
LONG DAY.



HAVE TO DUMP THAT
CITY COUNCILMAN
STORY. JUST COULDN'T
GET ENOUGH CON-
FIRMATION ON--

PARDON ME, BUT I
FORGOT TO PICK UP
THE EVENING EDITION.



WHAT--?

COULD YOU TELL ME
WHAT HAPPENED IN
"BROOMHILDA"
TODAY?



SPIDER-MAN!
NOT FUNNY, MISTER!
I'M CALLING
SECURITY!

FINE. IF YOU THINK
THEY CAN STOP...
DOCTOR OCTOPUS!



"DOC...?"

NO.
I-I
DON'T.



AS A RESULT, TWO DAYS LATER...

CURSE THAT CHARLATAN! HE WAS IN IT FOR THE MONEY ALL ALONG!

DAILY BUGLE 304

DOC OCK DOCTO TELL ALL

DR. CHARLES JEFFERSON TO WRITE MEMOIRS

BUT I'LL NOT LET MY PRIVATE EMBARRASMENTS BEAIED IN PUBLIC! JEFFERSON'S SLEAZY BOOK MUST NEVER BE PUBLISHED!

NEVER!

AND THUS, THAT NIGHT IN SOUTH BROOKLYN...

ELEVEN-THIRTY

ROUNDS ALMOST OVER. NEARLY TIME TO GO HOME.

I GUESS SPIDER-MAN'S PLAN DIDN'T—

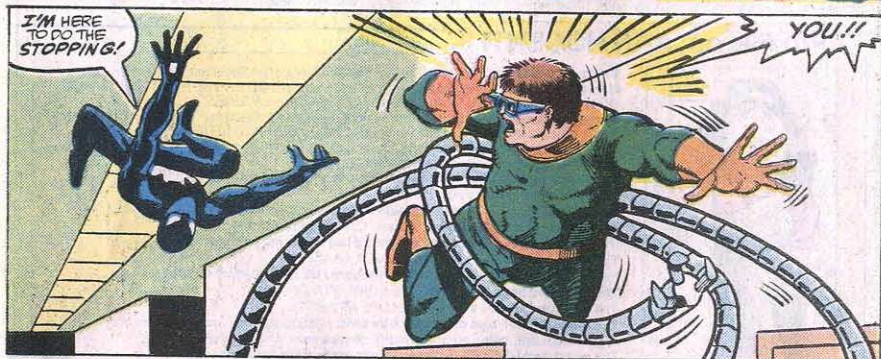
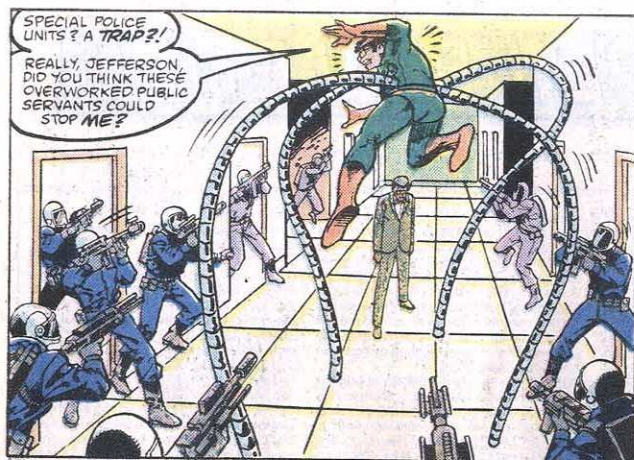
-- WORK?

NAUGHTY NAUGHTY DOCTOR!

YOU KNOW WE PROFESSIONALS AREN'T SUPPOSED TO TREAT AND TELL!

OTTO! I-I'M SORRY! IT HAS TO COME TO THIS! TRULY I AM!

A-ALL RIGHT! HE'S HERE!



BULLPEN BULLETINS

QUOTE OF MONTH:

"You're lucky I didn't disintegrate you — or turn you all to elephants."

— Spellbinder, SPELLBOUND 4

ITEM: After an eight year tour of duty, one of Marvel's staunchest men in the editorial trenches has been granted an honorable discharge. We're talking about none other than Lethal Larry Hama, editor of such hard-hitting hits as *THE NAM*, *CONAN THE BARBARIAN*, *SAVAGE SWORD*, and *KING CONAN*, among others. Profiled on this page a mere few months ago, Larry is a man of many accomplishments in and outside the comics field. He began freelancing as an artist for Marvel back in 1974 on *IRON FIST*, signed on to the editorial staff in 1979 as the editor of *CRAZY MAGAZINE*, and when that mag had its last laugh, took on the Conan stable of books, eventually becoming Marvel's Senior Editor. Somewhere along the way, he found the time to originate and

write the G.I. JOE comic, creating scores of characters for one of the best-selling comics published today. Larry is leaving his staff position to free up more time for writing. He will not only continue to script G.I. JOE and G.I. JOE SPECIAL MISSIONS, but he'll also be working on a number of new projects (for Marvel, naturally). Those of us who are still in the trenches wish Larry all the best. We will miss his maniacal laugh echoing down our corporate corridors.

ITEM: Stepping into the breach to edit the *CONAN* books is Melancholy Michael Higgins, who will be assisted by Larry's ex-aide-de-camp (not to be confused with L. Sprague de Camp) Pat Redding, and Mike's right hand man Mike Rockwitz. Meanwhile, filling the venerable Senior

Editor position left vacant by Larry is the ever-redoubtable Ralph Macchio. Update your scorecards now!

ITEM: Not only does Marvel's maverick editorial staff move around a lot, but we're also quite an opinionated and unruly mob (as comicbook creative types tend to be). So when it came time to give the head of the mob, Marvel's spanking new Editor in Chief Tom DeFalco a birthday present, what do you think we chipped in and bought him? Yep, his very own personal robot. We figured the Two-Fisted Tom deserved one employee who'd always listen and obey him. (But really, Tom, did you have to teach it how to light your smelly cigars during editorial meetings?)

Pro File on: ANN NOCENTI



Editor on: X-MEN, NEW MUTANTS, CLASSIC X-MEN and endless other X-Mutant projects. Marvel freelance credits (past): SPIDER-WOMAN, BEAUTY & THE BEAST, LONGSHOT, STAR WARS, SPIDER-MAN Annuals, and BIZARRE ADVENTURES.

Marvel freelance credits (present): DAREDEVIL, SPIDER-MAN, INHUMANS Graphic Novel, the new *LONGSHOT* Mini-Series, and the *SOMEPLACE STRANGE* Graphic Novel. **My hobbies are:** Acting, oil painting, piano, shooting pool, any & all sports, eavesdropping on New Yorkers, getting in my truck and driving anywhere.

The single work of which I am most proud is: Upcoming *DAREDEVIL's*.

My place of birth is: Manhattan.

My greatest accomplishment outside the comics field is: Staying alive and sane.

My oddest habit is: Forgetting the basics, like eating & sleeping.

If they were making a movie of my life, I'd like to see my part played by: Me.

The reason I got into comics was: Love & money.

People who knew me in high school thought I was: Not really there at all.

The last good book I read was: *THE BONE PEOPLE*.

The last good movie I saw was: *MY LIFE AS A DOG*.

The biggest influences on my work include: Hitchcock, The Symbolists, New York City.

My greatest unfulfilled ambition in the comics field is: To draw a story.

The worst part of my job is: Telling talented new artists I have no work for them.

When nobody's listening I like to: Sing.

The one thing I really want the world to know about me is: You don't want to know any more!

✓ Checklist

- ☐ **THE NEW MUTANTS #61** — The New Mutants have seen the X-Men did! Written by LOUISE SIMONSON, penciled by BRIET BLEVINS, and inked by TERRY AUSTIN.
- ☐ **PSYFORCE #15** — Meet the New Universe's newest paranormal web of SPIDER-MAN #36.
- ☐ **WEST COAST AVENGERS #30**
- ☐ **STRIKEFORCE: MORITURI #16** — "Grudge Match" is written by PETER B. GILLIS, penciled by WHILCE PORTACIO, and inked by SCOTT WILLIAMS.
- ☐ **CONAN THE BARBARIAN #45**
- ☐ **DAREDEVIL #252** — Apocalypse's Horseman War takes on the masked assassin Bullet in this 48-page spectacular! "Ground Zero or The Day the Lights Went Out" written by ANN NOCENTI and penciled by JOHN ROMITA JR.
- ☐ **SPELLBOUND #4** — A bi-weekly series.
- ☐ **TALES OF G.I. JOE #9**
- ☐ **CAPTAIN AMERICA #339** — X-Factor's Joe Famine is on the loose! See the Captain's new shield! Written by MARK GRUENWALD, penciled by KIERON DWYER.
- ☐ **SOLD AVENGERS #4** — Two avenging adventures for the price of one!
- ☐ **THE AMAZING SPIDER-MAN #236**
- ☐ **STRANGE TALES #12** — Double the thrills! "Blue Skies" is written by TERRY AUSTIN, penciled by WHILCE PORTACIO, and inked by BOB WIAKAC. Plus: Doctor Strange needs all the mystic power he can get — "Make Me Mysteri-er" is written by PETER B. GILLIS, penciled by DAN LAWIS, and inked by RANDY EMBERLIN.

- ☐ **ALPHA FLIGHT #56**
- ☐ **THE AVENGERS #289**
- ☐ **INCREDIBLE HULK #341**
- ☐ **JUSTICE #18**
- ☐ **MARVEL TALES #210** — Re-presenting the first appearance of the Punisher from *AMAZING SPIDER-MAN* #129!
- ☐ **SILVER SURFER #9** — Can even the Elders of the Universe destroy Galactus? And if they can, will the universe survive? Written by STEVE ENGLEHART, penciled by MARSHALL ROGERS, and inked by JOE RUBINSTEIN.
- ☐ **THE UNCAUNTY X-MEN #227** — The surprising conclusion to the Fall of the Mutants saga.
- ☐ **CONAN THE BARBARIAN #204** — Red Sonja accidentally releases a ravenous goblin and only Conan stands between his old comrade and certain death!
- ☐ **G.I. JOE #69**
- ☐ **SPELLBOUND #5**
- ☐ **D.I.7 #17**
- ☐ **THE FANTASTIC FOUR #312**
- ☐ **IRON MAN #226**
- ☐ **THE NAM #16** — "Good for the Goats" is written by DOUG MURRAY, penciled by MIKE GOLDEN, and inked by JOHN BEATTY.
- ☐ **PETER PARKER, THE SPECTACULAR SPIDER-MAN #136**
- ☐ **THE PUNISHER #7** — The Punisher lays into the world of toxic waste. Written by MIKE BARON with art by DAVID ROSS.
- ☐ **THE STAR BRAND #11** — The true nature of the White Event is revealed! Written and penciled by JOHN BYRNE and inked

by TOM PALMER.

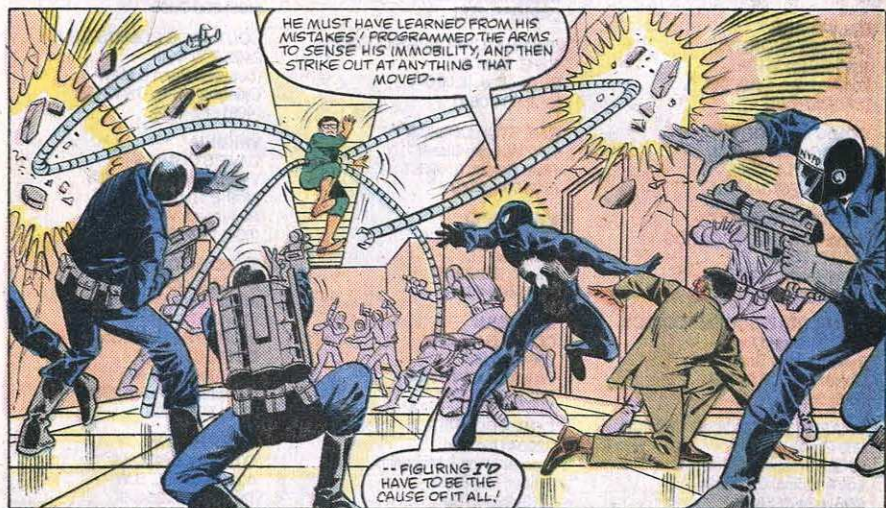
- ☐ **THOR #389**
- ☐ **X-FACTOR #26** — As the Fall of the Mutants saga reaches its climax, X-Factor reimagines its mutant hunter pose and sets off in a bold new direction with a brand new look! Written by LOUISE SIMONSON with art by WALT SIMONSON.
- ☐ **CLASSIC X-MEN #19** — With a new story written by CHRIS CLAREMONT with art by JOHN BOLTON.
- ☐ **TRANSFORMERS #38**
- ☐ **SLEDGE HAMMER! #2**

MARVEL MAGAZINES

- ☐ **SAVAGE SWORD OF CONAN #145**
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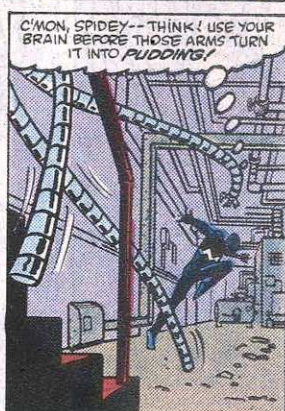
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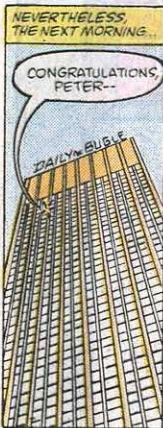
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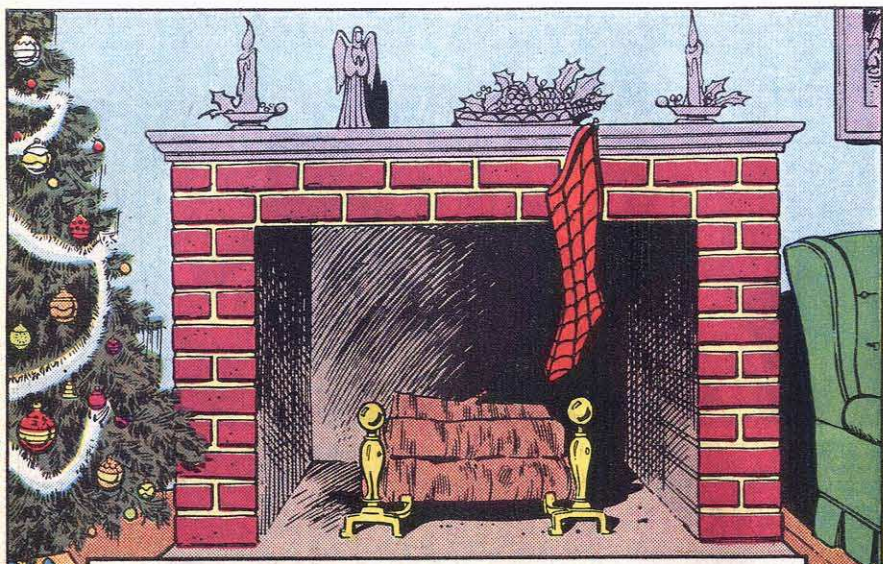
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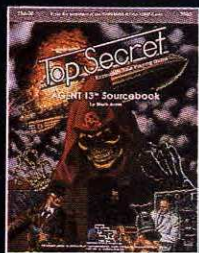
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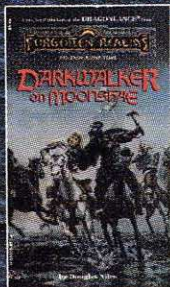
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