

MARVEL
COMICS

THE AMAZING

SPIDER-MAN

FABULOUS
FLIP
BOOK

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397
JAN
02457

APPROVED
BY THE
COMICS
CODE
AUTHORITY

WEB OF
DEATH

THE LAST
SPIDEY//
DOCKLOCK
SAGA OF ALL
TIME
BEGINS
HERE!



BUT **FIRST** A DYING
SPIDEY'S GOT TO GET PAST

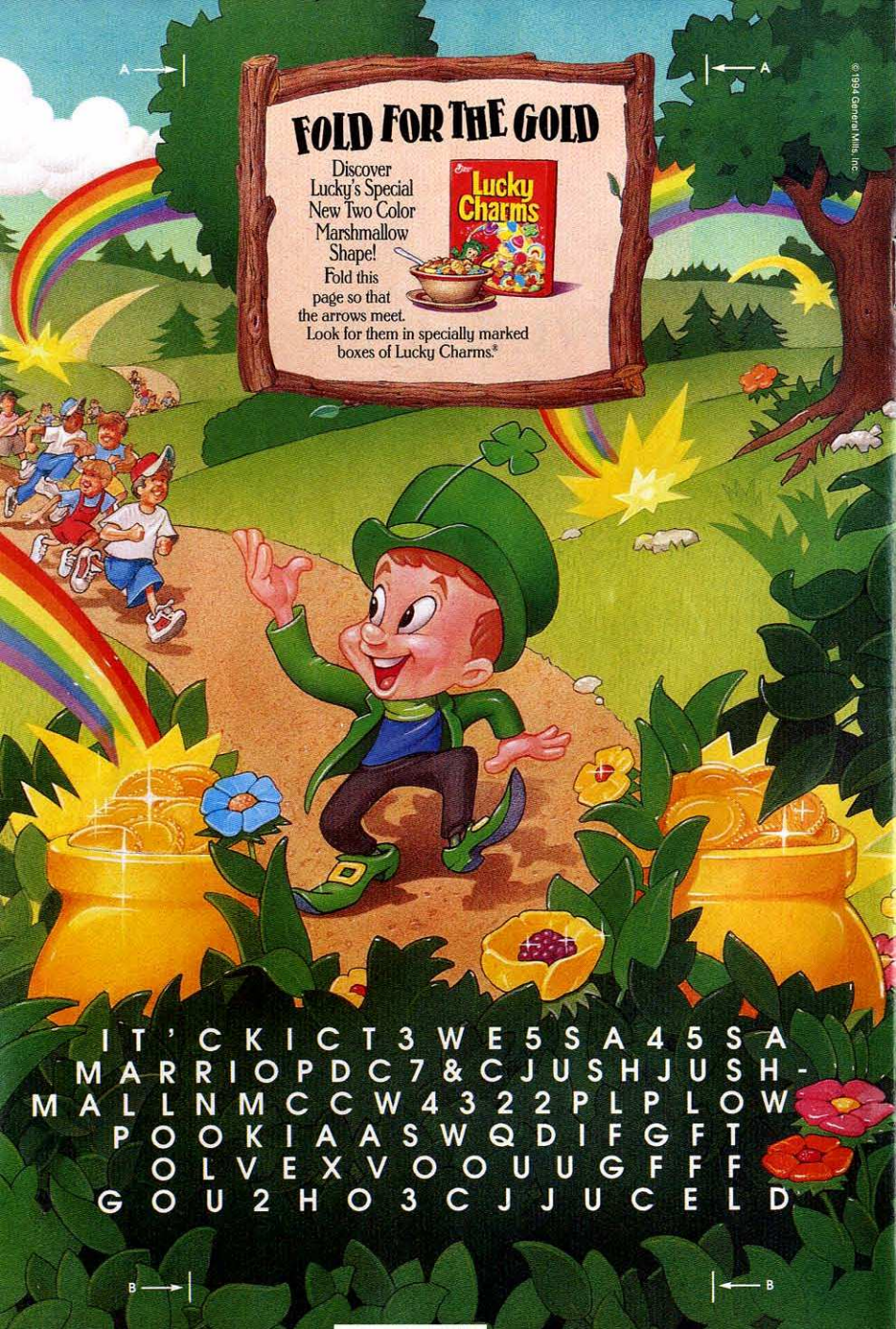
STUNNER!



FOLD FOR THE GOLD

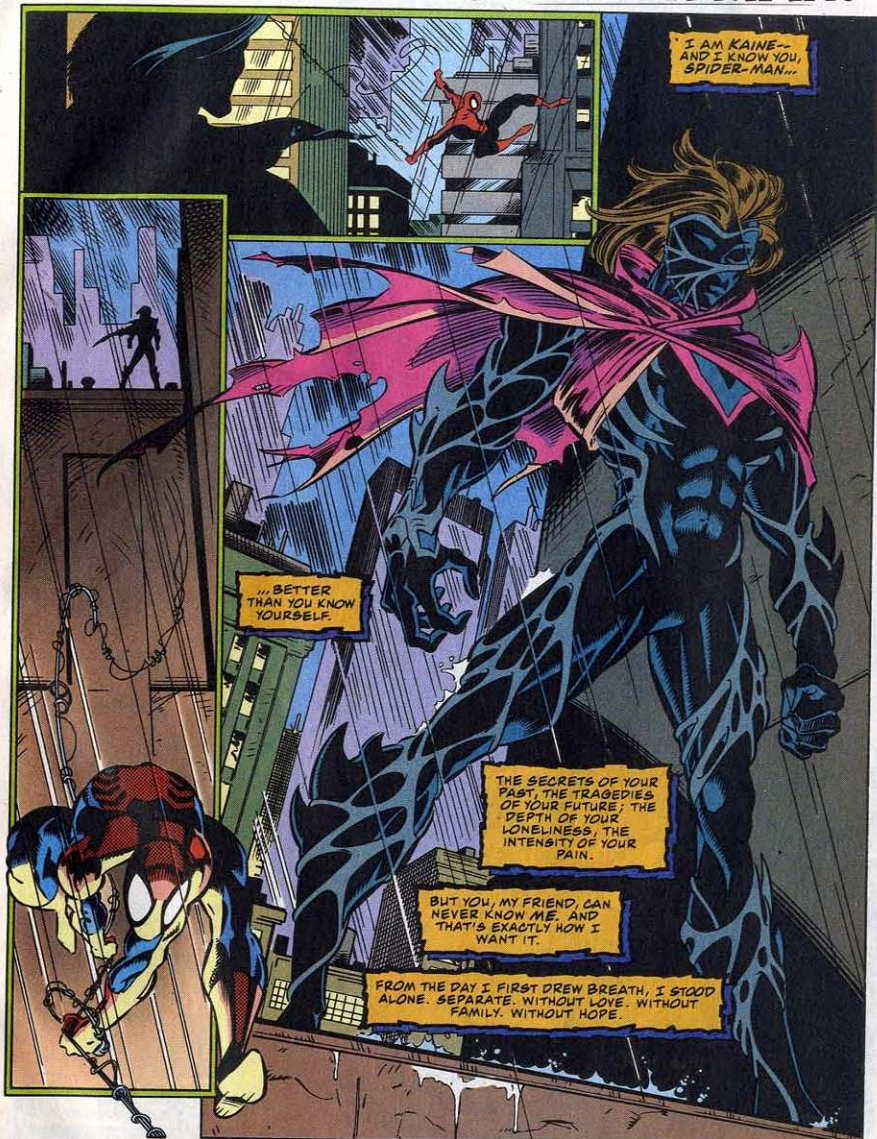
Discover
Lucky's Special
New Two Color
Marshmallow
Shape!

Fold this
page so that
the arrows meet.
Look for them in specially marked
boxes of Lucky Charms®.

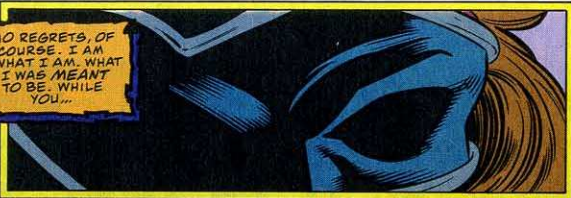


IT ' C K I C T 3 W E 5 S A 4 5 S A
M A R R I O P D C 7 & C J U S H J U S H -
M A L L N M C C W 4 3 2 2 P L P L O W
P O O K I A A S W Q D I F G F T
O L V E X V O O U U G F F F
G O U 2 H O 3 C J J U C E L D


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



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NO REGRETS, OF
COURSE. I AM
WHAT I AM. WHAT
I WAS MEANT
TO BE. WHILE
YOU...




...WERE BORN
TO A FAR
DIFFERENT
DESTINY.




KEEP
MOVING.

Ignore the burning fever and the
pounding in my head. Ignore the
throbbing muscles and the
aching bones.



Ignore the fact
that I'm DYING.

KEEP MOVING.



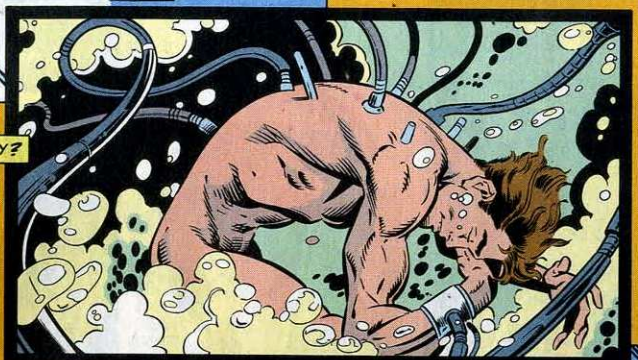
But maybe I SHOULD'N'T
ignore it. Maybe I
should SURRENDER to it.

All these months of struggle
and pain. I've seen the
darkest side of life... of
myself. Haven't I wanted to
disappear into a cocoon...

...give up the world
and just...

THWIP!

...FADE AWAY?



What WAS
that? Like
a door...
opening in
my mind...

Like a fragment of
feeling... a broken
piece of memory...

...that I
never knew
I HAD!



Must be the
fever. Can't
gather up my
thoughts.
Can't concen-
trate.

Can't even shoot
my webbing
straight.



HOW DO YOU BECOME A

SUPER HERO?

GET BITTEN BY
A RADIOACTIVE
SPIDER!BE EXPOSED
TO GAMMA
RADIATION!BE BORN
A MUTANT!OR
JUST EAT

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ADAMANTIUM
SKELETON!BE
BOMBARDED
BY COSMIC
RAYS!TANGY CANDY
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WE'VE COME TOGETHER
TIME AND AGAIN...

...DRIVEN BY
DEMONS NEITHER
ONE OF US
COULD FULLY
UNDERSTAND OR
EXPLAIN.

AND NOW,
AT LAST, I
FIND YOU
LIKE THIS.

WEAK.
VULNERABLE.
PATHETIC.

THWAK!

I COULD CRUSH THE LIFE
OUT OF YOU WITH LITTLE
EFFORT. BATTER YOUR
DEFENSELESS BODY
UNTIL THERE'S NOTHING
LEFT BUT BLOODY PULP.

BUT I CAN'T.
I WON'T.
NOT NOW.

NOT
YET.

BECAUSE I NEED
TO UNDERSTAND
YOU.

(I DON'T KNOW WHY THE IDIOTS EVEN
BOTHR ARRESTING ME. THEY'VE
NEVER BEEN ABLE TO HOLD ME.)

YOU'VE CHANGED,
SPIDER-MAN-- AND
I DON'T LIKE IT.

I'VE BEEN WATCHING
YOU CLOSELY IN THE
WEEKS SINCE I
ESCAPED FROM THE
VAULT. *

*PRISON FOR SUPERHUMAN
CRIMINALS.-- DANNY

WATCHING
--AND WONDERING.

I DON'T LIKE
IT ONE BIT.

WEB OF DEATH PART ONE:

TENTACLES

J. M.
DEMATTEIS
WRITER

MARK
BAGLEY
PENCILER

LARRY
MAHLSTEDT
INKER

BILL
OAKLEY
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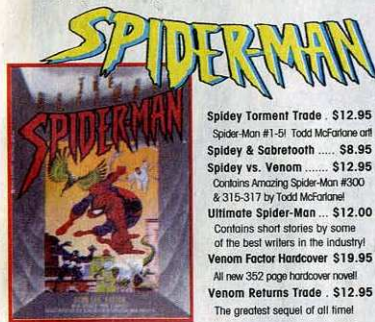


X-MEN Mini-Series

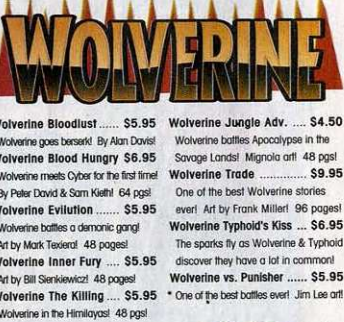
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I'VE ALWAYS LOOKED UPON YOU AS THE LAST DECENT MAN: BRAVE, SELF-SACRIFICING. A BREED WE SEE FAR TOO LITTLE OF IN THESE CORRUPTED TIMES.

IS THAT WHY I'VE ENJOYED OUR ENCOUNTERS SO MUCH DOWN THROUGH THE YEARS?

DO YOU REMIND ME OF A PART OF MYSELF THAT WAS LOST ...LONG AGO... IN THE EXPLOSION THAT TRANSFORMED OTTO OCTAVIUS INTO THE CREATURE THE MEDIA CALLS...


...DOCTOR OCTOPUS?



OR WAS IT LONG BEFORE THAT-- BEATEN DOWN BY AN ABUSIVE FATHER... SMOTHERED BY A MOTHER WHO REFUSED TO ALLOW ME TO--

Hmmmm.

WEARY OF THE CONSTANT ROUNDS OF SCHEMING AND FIGHTING INCARCERATION AND ESCAPE?



AND IF WHAT I'VE HEARD ON THE STREETS IS TRUE ...IF THE VULTURE HAS SUCCEEDED WHERE THE REST OF US HAVE FAILED...

YOU MAY LIVE...FOR NOW... MY OLD ADVERSARY. WHILE I CONTINUE TO WATCH. AND WONDER.

AND PLAN.

...IF YOU'RE DYING--!

I SEEM TO BE GROWING ALARMINGLY REFLECTIVE THESE DAYS. A MID-LIFE CRISIS, PERHAPS? OR AM I SIMPLY... WEARY?

YOU, AT LEAST, HAVE ALWAYS MADE THE GAME WORTHWHILE. BUT, AS OF LATE, YOU SEEM TO HAVE CHANGED BECOME AS MUCH THE BLOOD-THIRSTY VIGILANTE AS THOSE OTHER SO-CALLED 'HEROES' OUT THERE.



Oh, man.



My guts are
on fire. And
my head...
feels like
it's gonna
EXPLODE...

I'M DYING.

I've got to Face it:
this isn't one of
those situations
that I'm going to
get out of with a
fast quip...and a
few well-placed
punches.

And... God help
me... I don't know
where to TURN.



Yes

I

DO.



I'M
REALLY
DYING.

My world... MY
LIFE... it's all
slipping away.



SO I SAID TO HIM--
"YOU THINK YOU GOT A WIFE
WHO'S A WITCH?"

SHOULDA NEVER
TOOK THAT STUPID
JOB!

WOMEN'RE
ONLY GOOD FOR
ONE THING.



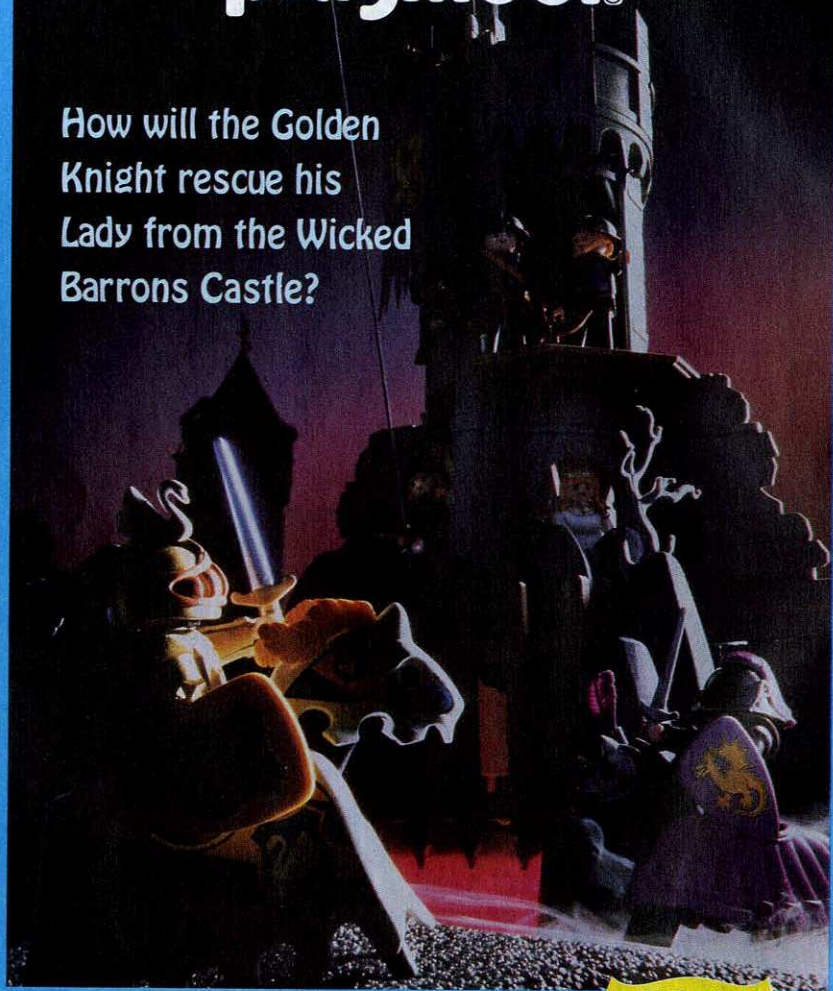
TEN YEARS AN' THEY
FIRE ME... JUS' LIKE--



HELLOOOO!
...BOYS!

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How will the Golden
Knight rescue his
Lady from the Wicked
Barrons Castle?



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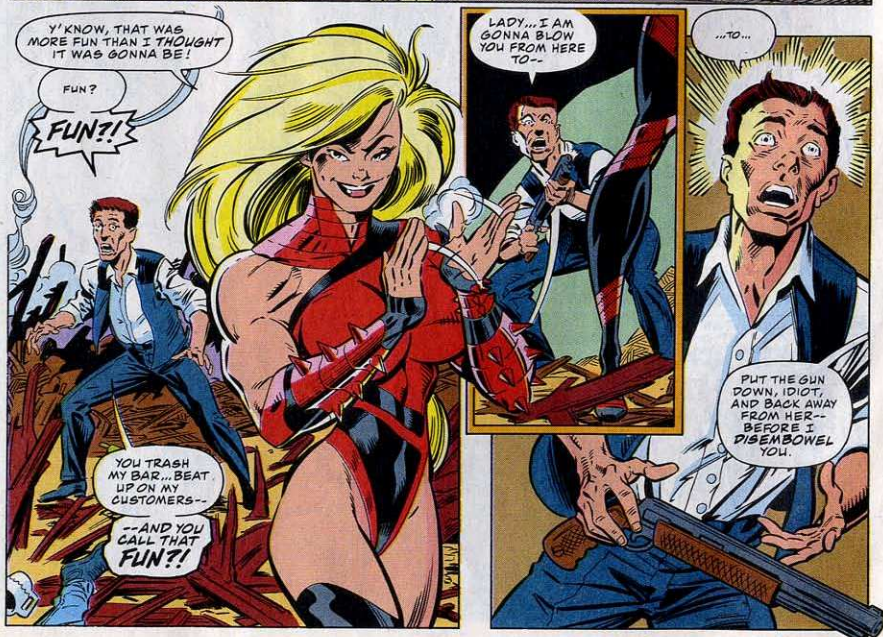


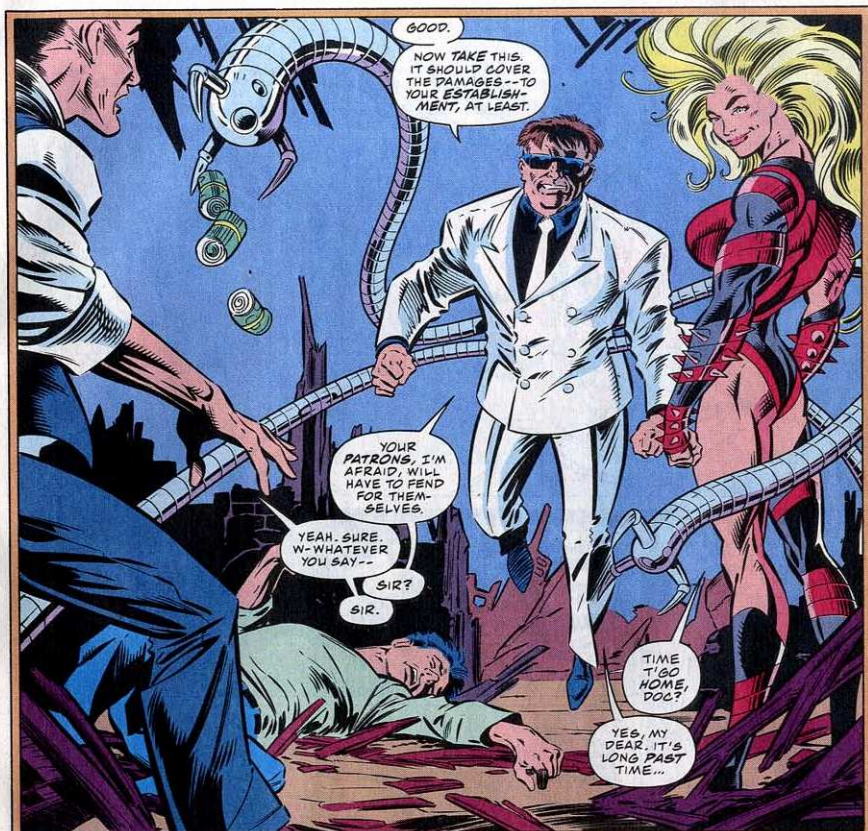
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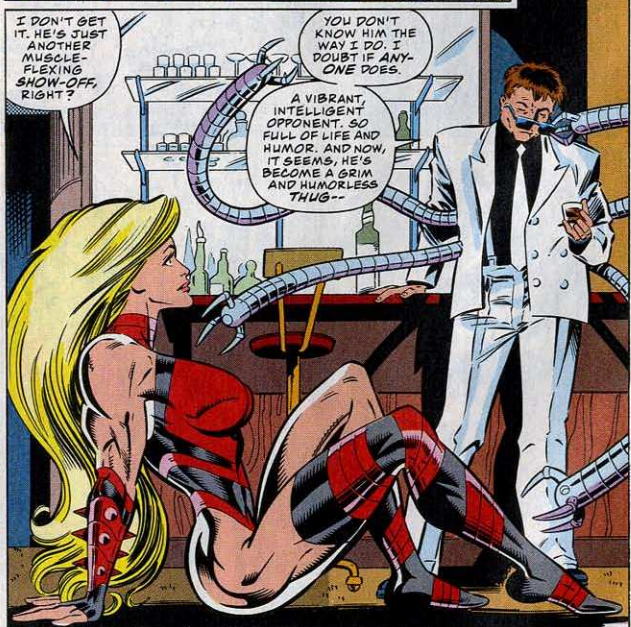
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AND WHY SHOULD I BE UPSET ABOUT WHAT YOU DID? HEAVEN KNOWS, YOU HAVE GOOD REASON TO TREAT THOSE TROGLDYTES THAT WAY.

SPIDER-MAN.

I DON'T GET IT. HE'S JUST ANOTHER MUSCLE-FLEXING SHOW-OFF, RIGHT?

YOU DON'T KNOW HIM THE WAY I DO. I DOUBT IF ANYONE DOES.

A VIBRANT, INTELLIGENT OPPONENT. SO FULL OF LIFE AND HUMOR. AND NOW, IT SEEMS, HE'S BECOME A GRIM AND HUMORLESS THUG--

THEN WHAT IS IT?

IT'S... HIM.

--NO BETTER
THAN MYSELF.

DON'T SAY THAT,
OTTO! YOU--

TRUTH IS
TRUTH, MY
DEAR.

I'VE ALWAYS FELT THAT,
BENEATH HIS MASK,
SPIDER-MAN WAS THE
SAME DECENT AND SELF-
SACRIFICING SOUL HE
WAS IN COSTUME.

WHILE I, ON THE OTHER
HAND, HAVE BEEN HIDDEN
BEHIND THE DARK GLASSES
AND TENTACLES OF DOCTOR
OCTOPUS FOR SO LONG--

--THAT I'VE LOST ALL
SENSE OF WHO AND WHAT
OCTAVIUS TRULY IS!

I'VE BECOME
MY PERSONA.
NOT A MAN...

...BUT A
WARPED
IMAGE OF
ONE!

AND SO,
APPARENTLY,
HAS HE.

IT'S SLIGHTLY
EMBARRASSING...
HOW DEEPLY I
FEEL ABOUT HIM.
I'M ACTUALLY SHOCKED
BY HOW MUCH SPIDER-
MAN HAS CHANGED.

I NEVER
REALIZED HOW
MUCH I DEPENDED
ON HIM TO MAINTAIN
A LEVEL OF
HUMANITY--

--THAT
I NEVER
COULD.

--YOU
ALREADY
ARE.

BUT
DOCTOR
OCTOPUS--

IS THE
FAKE. YOU'RE
OTTO. ALWAYS
WERE. ALWAYS
WILL BE.

AND
I LOVE
YOU, OTTO.
WITH ALL
MY...
:

Y'KNOW--I
CAN'T BELIEVE
SOMEONE AS
SMART AS YOU
ARE--CAN BE SO
UNBELIEVABLY
STUPID.

ALL THOSE
THINGS YOU
THINK YOU
SEE IN
HIM--

...HEART--?!

S-SORRY,
DOC... GOTTA
GO NOW! BUT
DON'T WORRY,
LOVER... I'LL
JUST BE
FOR--





Who're you kidding, Mary Jane?

When you left to go to Pittsburgh your husband was treating you like a leper, hiding behind the spider's mask... webbing himself up so tightly that you couldn't possibly get close to him.



And still you expect him to be here, waiting for you. Just like you always expected your father to be there... even after he abandoned--

No! Enough of that! The whole point of my trip was to lay the past to rest. I've made a peace... however tenuous... with my father.*

Now it's time to make peace with my husband.



God, look at this kitchen.

Guess he was home... long enough to trash the place.

*SPEC.#219
--Danny

I should clean it up. After all, I've been cleaning up the wreckage of Peter's life for months now.

But I can't.



I'm just too tired.



All this stress...
it's starting to
take its toll.

No energy left.
Can hardly look
at food. I'm so
edgy. I'm afraid of
Mother Teresa.

Oughta call the
hospital. See
how May is.

But
I'm
just

so

tired...

Only one
thing to do.

Only one
place to go:

HOME.

The masks are off.
The walls are down.
I'm scared. I'm
alone...

...and I need my WIFE
beside me. My partner.
My BEST FRIEND.

How long can I keep
running from the
person I love most
in the--

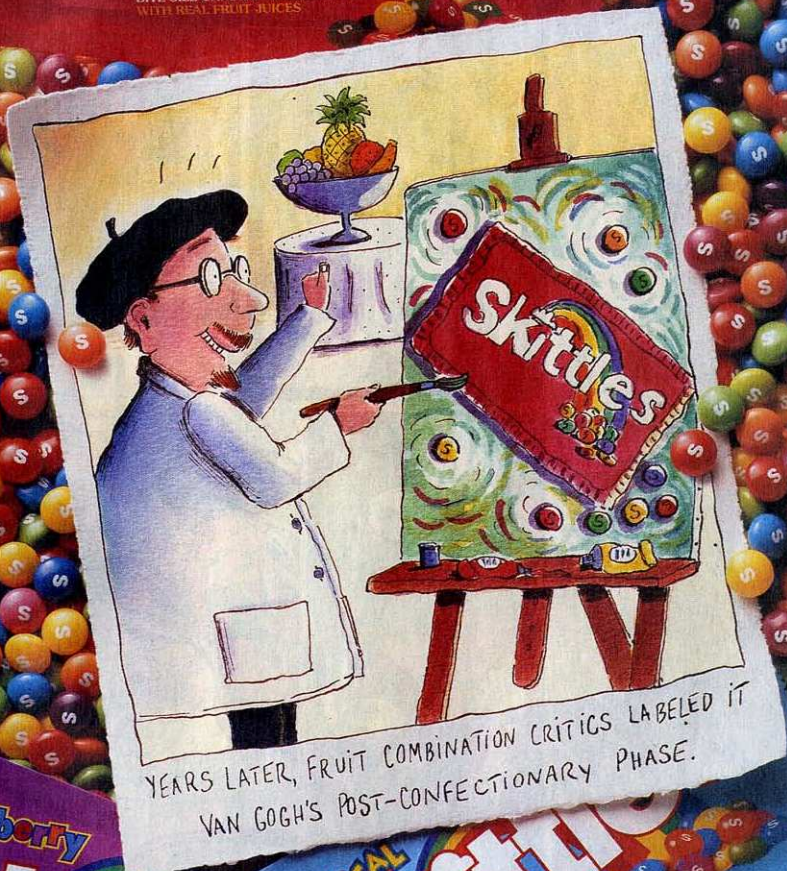
AYEEEE!



Original
FRUIT

Skittles

BITE SIZE CANDIES
NATURALLY AND
ARTIFICIALLY FLAVORED
WITH REAL FRUIT JUICES



YEARS LATER, FRUIT COMBINATION CRITICS LABELED IT
VAN GOGH'S POST-CONFECTIONARY PHASE.

Wildberry

Skittles

BITE SIZE CANDIES
NATURALLY AND
ARTIFICIALLY FLAVORED
WITH REAL FRUIT JUICES

TROPICAL

Skittles

BITE SIZE CANDIES
NATURALLY AND
ARTIFICIALLY FLAVORED
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OF FRUIT FLAVORS®





--WHO'S
GONNA BELT
YOU FROM HERE
TO BOMBAY!!

KA-THOO!

POW!

AND YOU
CAN BET I'M
GONNA HAVE
A GREAT TIME
DOING IT!

BULLPEN COMICS BULLETINS

ProFile: SCOTT LOBDELL

For the past several years, **Scott Lobdell** has been quietly toiling away each month as the writer of the **UNCANNY X-MEN**. This year, he launched Marvel's biggest hit of the year, the all-new mutant book, **GENERATION: X!** Scott, who works as a stand-up comedian in addition to his work for Marvel, got his start in comics a few years back, with countless stories for **WHAT THE — ?!** and **MARVEL COMICS PRESENTS**. (It's been said that Scott has written more Captain Ultra stories than any writer alive, and we can't find anyone willing to dispute that!) As one of the industry's most-read writers, we just had to profile him before he got so big he wouldn't return our calls!



Where and when were you born?

With my mother, on my birthday.

Which Marvel Comic would you most like to work on?

The Captain Ultra swimsuit edition.

Who are some of your favorite performers?

Micha Espinosa: actress, torch song singer, and best friend.

How long have you been in the business?

What time is it?

What comics have you worked on in the past?

I was head hieroglyphic coordinator on **X-MEN 2099 B.C.**

What is the oddest piece of clothing you own?

Everything. (Honest.)

Heard any good jokes lately?

Yes.

What's the one thing nobody knows about you?

I want to play Henry Higgins in "My Fair Lady," opposite Broadway star Melissa Errico.

Who do you think is funny?

Micha's imitation of Sean Connery, J. Steven Cassles, Dennis Hogan, any member of my family, and Jerry Seinfeld.

How is GENERATION: X different from other X-titles?

The "X" comes at the END of the title.

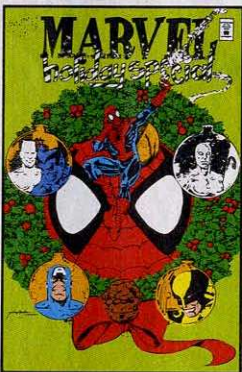
What's your friend Gilbert Gottfried really like?

Like chicken.

Which Marvel staffer does the best impression of you?

Mike Rockwitz (but Mark Powers tries really hard).

THE HYPE BOX



"We've got a real potpourri of stories this year," said Associate Editor **Sarra Mossdorf**, beaming about this year's **MARVEL HOLIDAY SPECIAL**. Sarra noted that all the stories deal "with the holiday spirit," and that the creators come "from all different places in the spectrum of comics."

The lead feature is a festive **Beast/Ice Man** story by **Kurt Busiek** and **James Fry**. Also included are: a Santa-rific Silver Surfer saga by **Marc DeMatteis** and **Rick Leonardi**; a jolly Captain America mini-epic by **John Ostrander** and **Tom Mandrake**; a Yule-tide Thing tale by **Greg Wright** and **Mike Manley**; and rounding out the package is a "cute little X-Men story" called "The Night Before X-Mas" by **Karl Bollers** and **Sal Buscema**. The issue features a cover by **George Perez**. Sarra concluded by saying that she is "real excited" about this year's **HOLIDAY SPECIAL**, and that it left her with "a warm fuzzy feeling." Buy a copy for yourself, and stuff a copy in your friend's stocking, too. Help spread that warm, fuzzy feeling!

HULK #425, on sale this week, features a new art team! A new direction! A new incarnation of the Hulk! All in a double-sized issue printed on deluxe glossy paper with a special hologram cover! According to editor **Bobbie Chase**, "Writer **Peter David** orchestrates the whole thing while artists **Gary Frank** and **Cam Smith** conduct the first half, then pass the artistic baton onto **Liam Sharp** and **Robin Rigg**. It's a moving symphony with a shocking finale!" Sounds Hulkerrific to us!



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- **ALADDIN #4**: Can Aladdin be trusted? Do carpets fly? By **Nordling/Rigaud/Albrecht**!
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- **DOCTOR WHO: CLASSIC COMICS #27**: Four doctors, no waiting!
- **DOOM 2099 #25**: It's Doom vs. Doom, and the loser is doomed!

- Really! By **J.F. Moore/Broderick/Nyberg**!
- **EXCALIBUR DELUXE #85**: Kitty fights **Nightcrawler**! Who gets the Soulword? By **Ellis/Lashley/Wegryn**!
- **GHOST RIDER 2099 #9**: Ghost Rider stalks the man who made him a ghost! By **Kaminski/Buckingham**!
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- **MARVEL SUPER HEROES MAGAZINE**: 96 pages of Hulk, Daredevil, and more!
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- Guest-starring **Man-Thing** and **Scarlet Witch**! By **Abnett/various artists**!
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- **NOVA #13**: Nova wants to fight **Deathstorm**? He'd better start training! By **Martinez/Stephauer**!
- **PUNISHER #98**: Hey, kids! Build your own Punisher, like Mike does in this ish! By **Dixon/Whigham**!
- **PUNISHER HOLIDAY SPECIAL #3**: Frank protects an orphan for the holidays! By **Dixon & Lackey**! Eaglesham & Gosier/Redding & Percy!
- **REN & STIMPY SPECIAL**: Four Swerks: Four times the fun! By **Slott & Dutter/Mitchronev & Kazaleh**!
- **SABRETOOTH CLASSICS #9**: Wolkie vs. Sabretooth! May the sharpest claws win! By **Claremont/Davis/Neary**!
- **SPIDER-MAN #54**: A mysterious figure from the past stalks the

- Spider-clone! By **Mackie/Lyfe/Hanna**!
- **SPIDER-MAN MEGAZINE #10**: Two holiday stories — one with Jubilee!
- **UNCANNY X-MEN #320**: Everything seems foreign as **Legion** flees to Israel! By **Lobdell/Cruz/Green**!
- **WARLOCK & THE INFINITY WATCH #36**: Strange wants the Infinity Gems! By **Skolnick/Sullivan**!
- **WHAT IF #98**: Style like the X-Men! Mutant mayhem, as you like it! By **M. Nicieza/Justiniello**!
- **X-MEN 2099 #18**: Step right up, folks — the X-Men return to the Freakshow! By **Moore/Lim/Candelario**!
- **X-MEN DELUXE #40**: Legion wants to erase the X-Men from existence! By **F. Nicieza/Arndy Kubert/Ryan**!
- **X-MEN SPECTACULAR: A MUTANT CALLED LEGION #3 OF 4**: For all his legions of fans! By **Claremont/Sienkiewicz & Cockrum**/various artists!

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GLAD I GOT BACK IN TIME TO HELP YOU OUT WITH THIS, OTTO-- BUT I'VE GOTTA TELL YA--

--THIS WAS SO EASY I COULDN'T DO IT IN MY SLEEP!

--IT WAS TOO EASY.

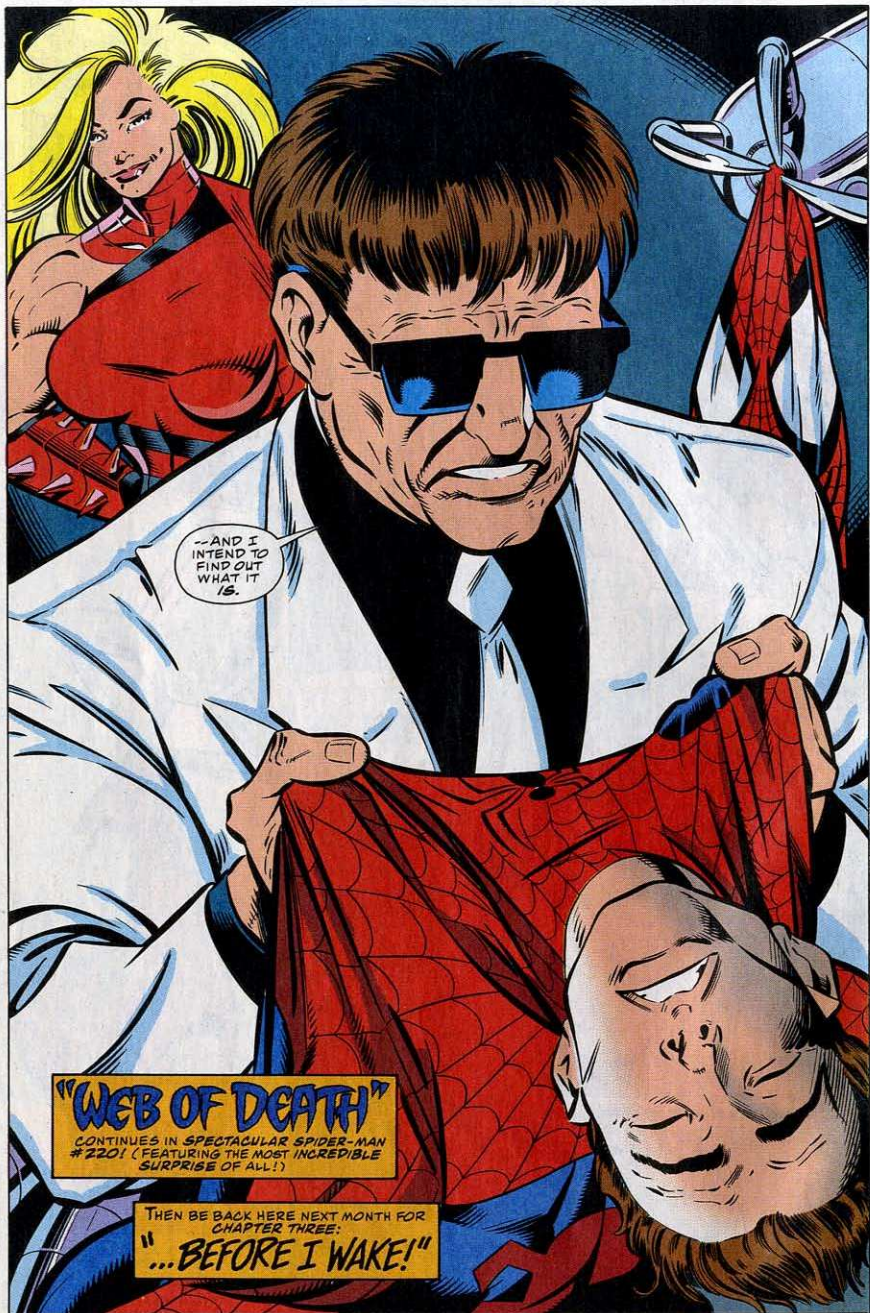
THE SPIDER-MAN I KNOW WOULD HAVE GIVEN YOU A FIGHT YOU'D REMEMBER-- TILL YOUR DYING DAY.

I'D WONDERED IF THIS ILLNESS WAS A POSE... A RUSE... TO DRAW SOME OLD ENEMY -- PERHAPS EVEN MYSELF-- OUT INTO THE OPEN.

WITH ALL DUE RESPECT, MY DEAR--

THANKS TO OUR LITTLE... EXPERIMENT, I SEE THAT IT'S NOT.

THERE IS SOMETHING HORRIBLY WRONG-- BOTH PHYSICALLY AND PSYCHOLOGICALLY-- WITH THE MAN BENEATH THE SPIDER'S MASK--



--AND I
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FIND OUT
WHAT IT
IS.

"WEB OF DEATH"
CONTINUES IN SPECTACULAR SPIDER-MAN
#220! (FEATURING THE MOST INCREDIBLE
SURPRISE OF ALL!)

THEN BE BACK HERE NEXT MONTH FOR
CHAPTER THREE:
"...BEFORE I WAKE!"

THE SPIDERS WEB

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DANNY
FINGEROTH,
EDITOR
MARK
BERNARDO,
ASST. EDITOR

CORRESPONDENTS: IF YOU DON'T WANT YOUR FULL
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Dear AMAZING crew,

If you'll recall, you printed my last letter in *SPECTACULAR* #204, in which I told Mr. DeMatteis that although he did an excellent job on the story, I was angry at him for killing the Green Goblin, and I wished he hadn't done it. When I looked at *AMAZING SPIDER-MAN* #389, I thought, "Oh, no, you couldn't stop with the Green Goblin and Kraven, now you're gonna kill the Chameleon, too!" When Spidey was at the peak of his rage, holding that gravestone up over his head with the Chameleon beneath him, I fully expected to turn the page and see Spider-Man crush his foe. As a result, not only would the Chameleon have died, but for me and many other readers, Spider-Man would have forever died as well.

Holding my breath, I turned the page and saw him toss it aside. Yes! I let out a sigh of relief, which would later turn into a gasp of disbelief when I discovered that the one behind the whole plot with the parents was actually the Green Goblin!

Mr. DeMatteis, within a few short months, you have created the two comics that have affected me the most. I realize that the last words of dialogue in issue #389 were from the Goblin to Spider-Man, but they also seemed to be from you to the readers as well! "Gotcha!" indeed!

As for the rest of the creative team, Mr. Bagley, you're by far my all-time favorite Spider-artist. (Thanks for the Spidey card set, also!) Mr. Emberlin, your inks are beautiful, and Mr. Sharen, you've been excellently coloring this title for as long as I can remember. Hope you all stick around for a long, long time as you continue to make this title the best in comicdom.

Jeremy Yoder
LeMars, IA 51031

Wow! The best title in comicdom! For a compliment of that magnitude, we'll even forgive you for not mentioning the topnotch editing on this book, Jeremy! (You know how sensitive we creative types are!) But seriously, thanks for the comments. We're always glad to hear that our efforts have been appreciated.

Dear Danny,

AMAZING SPIDER-MAN #389 wrapped up one of the finest, most thought-provoking stories in quite a while. And, even though it jumped from title to title and a variety of creative teams, one of the most seamless. That it was all a devious joke planned far in

advance by the Green Goblin knocked me flat!

I've seen Spidey on a rampage before, but never with this intensity. And now that "Pursuit" is over, I would be surprised if he isn't changed in a major way. Not that I expect him to send great quantities of villains flying beyond the sunset anytime soon, but if they don't start to think twice before crossing his path, they may be in too much agony to think at all.

Steve Perram
2920 Meridian Street
Bellingham, WA 98225

We're glad you liked "Pursuit," Steve, and by now you know that that tale was just setting the stage for the even more shattering events going on in the spiderverse now -- and the downright amazing turn of events coming up in *ASM* #400!

Dear Marvel,

Re: *ASM* #389

Is Harry still alive? I just knew he wasn't dead at the end of *SPECTACULAR* #200! Did he take some drug to fake his death, or hire false paramedics to confirm it? I just knew he wasn't done torturing Pete! I should've known it was Harry behind the Chameleon all along. And speaking of the Chameleon, J.M. has made him into a living, breathing person, like he does with all his characters. I'm really excited about the direction this mag is taking. This is the year of the Spider!

David L. Pfeil
32 Dixon Avenue
Woodstock, NY 12498

David, we've also got to love a letter that gives us such a great catch phrase! "The year of the Spider"... we couldn't have said it better ourselves!

And Harry is very dead. That monitor showed a videotape and that's all.

But as for the Green Goblin... well, that's another story -- which we say no more about here.

Dear Spider's Web,

Re: *ASM* #389.

Amazing! Truly amazing! I thoroughly enjoyed this issue! Unfortunately, I do have reservations about Mr. DeMatteis' script. Please, please, please don't let everyone's favorite web-slinger become some dark, brooding

vigilante like the Punisher. The world has enough of those. Don't get me wrong, I think that J.M. is a fabulous writer, I just don't think that style suits the ol' Webhead.

Spidey has always been my favorite hero because he doesn't let himself drop down to his enemies' level. He always had a wisecrack for the likes of Dr. Octopus, Green Goblin, and Kraven. I'd like to see Mr. DeMatteis maintain that image for Spider-Man. Well, I've got to bolt. Thanks for a great issue!

Tony Brandl
1617 Mehrtens Ave.
Sheboygan, WI 53081

We hope that J.M.'s more recent issues have laid your fears to rest, Tony. Spidey's been going through a pretty rough time lately, but he's never become a "dark, brooding vigilante." That's not to say that his life's going to get any easier in the coming months! To wit:

IN TWO WEEKS: "Web of Death" continues in *SPEC* #220! Doc Ock knows Spidey's secret identity! How will this discovery affect the still-dying hero? And how do Stunner and the enigmatic Kaine fit in? Plus, Mary Jane makes a startling announcement!

NEXT ISSUE: The aftermath of Mary Jane's revelation has Peter Parker desperately trying to hold on to his life... and perhaps the only man he can turn to for a cure is his deadliest foe, Doctor Octopus! Meanwhile, Kaine is closing-in on his target -- who may or may not be Spider-Man! And this sets the stage for the ultimate, final battle between Spidey and Ock! That's right -- the last ever Spidey-Ock conflict! Think we're kidding? Just wait...! In thirty days chapter three of "Web of Death!"

[And if you think life's any picnic for the Scarlet Spider--despite his feeling more and more at home as a hero--then check out his story in *SPIDER-MAN* and *WEB*, where he's involved in all sorts of action with the *Grim Hunter* and *Kaine* (that guy does get around)! Somebody's not walking away from that fracas, either! If you're not following those mag's (and *SPIDER-MAN UNLIMITED*) you're only getting part of the Spider-Saga.]

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- ☐ X99 X-Men 2099
- ☐ XEY X-Men: The Early Years

The One and Only Spider-Man

- ☐ SPI Spider-Man
- ☐ AMZ Amazing Spider-Man
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- ☐ GHR Ghost Rider
- ☐ DDV Daredevil
- ☐ SIL Silver Surfer
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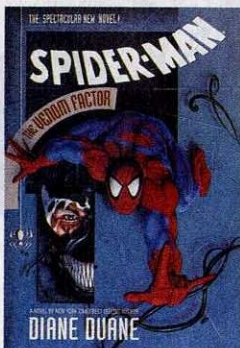
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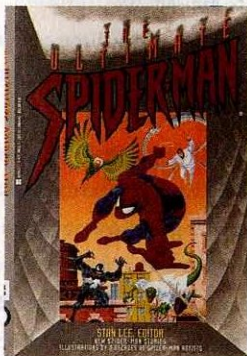
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RADICALLY BOTH

by Christopher Golden



Here it is! A sneak preview of a story from the upcoming Byron Preiss Multimedia/Berkley Books *"The Ultimate Spider-Man"* anthology of short stories about the one and only Web-Spinner! Enjoy!

Of the two natures that contended in the field of my consciousness, even if I could rightly be said to be either, it was only because I was radically both.

—Robert Louis Stevenson

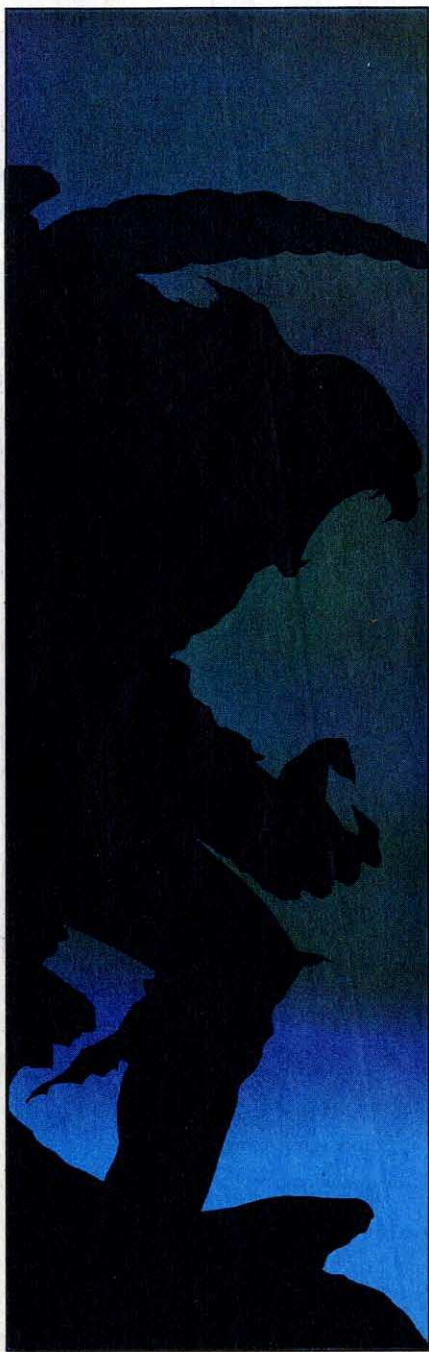
The Strange Case of Dr. Jekyll & Mr. Hyde

There was a time in his life, in younger, more naive days, when Dr. Curt

Connors would have yelled "Eureka!" upon the successful development of a new serum or formula. In those days, he had enthusiasm and humor to spare and he spread them liberally among his many friends and to his new wife and infant son.

But the Lizard took all that away.

In that reckless time, his experiments were daring, some would even say he'd been tempting fate. And it turned out that fate was



not amused. Since then, his body had been mutated into the Lizard and back so many times—his biochemistry and physiology so completely altered—that even when things seemed back to “normal,” Dr. Connors would often wonder if he could ever be the man he’d been before.

Before the Lizard.

There had, admittedly, been times when he thought he’d won. But of late, optimism had been at a premium. In truth, several months earlier, he had abandoned all hope of ever completely excising the Lizard from his mind, the Hyde from his Jekyll, the id from his superego. But, as had happened several times in the past, in the dark depths of the despair which came with such a terrible admission, came inspiration.

Twice before, due to the oddest of circumstances, he had been changed into the Lizard while retaining his own mind. Twice before, the mind of Curt Connors had overcome that of the Lizard. Oh, the savage creature’s mercilessly evil consciousness was still there, but subjugated to the mind of its host, Dr. Curt Connors. He had even fought alongside the Lizard’s greatest enemy, Spider-Man, during those periods, becoming the oddest kind of super hero—a monster with the mind of a man.

Dr. Connors knew that in order to protect his family from himself, or rather, from the thing that was within him, he would do anything. If the Lizard could not be cut from his body like a tumor, then perhaps he could create a serum which would once again

allow him to remain in conscious command of his body, even after it had become the Lizard?

It was just past sunrise, and Dr. Curt Connors paced the length of his uptown Manhattan lab. The blinds were down, but cracked open so that the brightness sliced in, a fresh contrast to the fluorescent office lights that Connors had worked under all night. Noticing for the first time that the sun was up, Curt went to the window and pulled the blinds all the way open, letting the sun flood the room. Half a smile creased his face as he rubbed the ghost of sleep from his eyes.

Dr. Connors walked back to the table over which he'd stood the whole night, but took a step back when he saw the vial of serum he had concocted. It may have been a trick of the light, for it was gone now, but he was sure that the liquid in that vial had been almost phosphorescent. Ah, but now it was just a sickly green, the color of Gatorade.

He lifted the vial from the rack and

stared at it for a long time. This was how it had started, all those years ago. He was confident now, as he had been then, that he had done all of his calculations correctly, that his serum would do exactly what it was intended to do. And that was the problem . . . he had always been confident. Too often, running the razor's edge of scientific discovery, confidence was little more than wishful thinking. His experiments had gone wildly wrong in the past, and Dr. Curt Connors had finally come to realize that each new serum, each new formula, each new test was nothing more than a shot in the dark.

The time had come 'round again. He could procrastinate no longer. Taking a last look at the way the sunlight glittered in the greenish liquid, Curt Connors lifted the vial and drank the four ounces of serum without taking a breath. It tasted horrible, and when he put the empty vial down he bit his lip a moment and squeezed his eyes together,





was almost black, its consistency more akin to oil than water.

He drank the transformative serum, its thick pasty texture making it difficult to swallow, leaving a terrible taste and a thick film inside his mouth. He had not even made it to the window before the change began in all its glorious pain.

God, was it ever this bad?!?

He couldn't recall whether in those times when his mind had control of the Lizard's body, if the change in form had been so violent; it was as if his entire body were tearing itself apart. In truth, quite the opposite was occurring: he grew, the scales thrust out of his flesh, the agonizing growth of snout and tail continued.

warding off imaginary tears. It had been a long time since he'd cried, his body seemed somehow incapable of it now, but not a day went by that he did not want to.

He laughed softly. That had been the easy part, the serum which would enhance the chemistry of his subconscious mind. Now the hard part would begin, for the serum was untested. The only way to see if it had worked was to purposely, willingly transform himself into the Lizard.

He didn't want to do it, but the time for stalling was over. Perhaps due to some effect of the serum, his mind seemed to race now, to urge him into action. He cast aside all doubts, all fears, and took half a dozen steps to another table in the lab, where a different vial was filled with a liquid so darkly green it

"YEEAARRRRGGGHHHH!" he screamed, but in his mind, the litany went on and on, *for Martha, for William, for Martha, for William*. And for the sake of his wife and child, he resisted the urge to simply throw himself out the fifteenth story plate glass window, ending it all, the research, the pain, the despair. They had been through too much as a family for him to abandon them now.

One thing was certain, something different was happening. In the past he'd felt only the beginning of the change, save for those few times he'd been in complete control. This time, he was getting the full brunt of it, the pain increasing as his metamorphosing body grew more powerful, more able to handle the pain, as if strength and agony were growing together.



Connors fell to the ground, shuddering and writhing from the pain.

His hands curled into slashing talons, and in his new mouth rows upon rows of needle teeth pushed through his gums. His spine curved, forcing him into an almost fetal position, and the tail continued to grow, muscle upon muscle bursting forth from somewhere else. Had he evolved or devolved, or was that even a facet of the answer? He would probably never know.

The pain subsiding somewhat, Dr.

Connors tried to get up, but he couldn't move. His eyes were open, his heart was beating, he was breathing and he could feel the pull of every muscle, but while his brain was sending the mental message to stand, the body of the Lizard wasn't responding.

Then he felt his mouth opening, his tongue snaking out to flicker around his nose and caress his fangs. He felt it all . . . but he wasn't doing it! In a flash, the Lizard was standing, sniffing, then rushing to the window. Its tail whipped around at extraordinary speed and shattered the glass, sending shards plummeting toward the early commuters

innocently passing below . . . and Dr. Curt Connors was helpless to stop it.

Rather than asserting control over the Lizard, all his experiment had succeeded in doing was bringing his consciousness awake, so that he remained aware through the transformation and whatever destruction the creature might wreak upon the city now that it was loose again. Curt Connors was aware of every move, felt every muscle, smelled every scent, saw what the Lizard saw, but he was merely a passenger, a witness. He had no control.

In his mind only—for no matter how his brain commanded them otherwise, his vocal cords would not do his bidding—Curt screamed in rage and frustration. He knew that if he could control the body he would cry,

as he had been unable to for so long.

The Lizard was out the window and using the sticky resin of its hands and feet to rapidly descend the building's outer wall. A camera crew of some sort was gathered nearby. Curt was torn between the natural inclination to flee and the new urge that filled him.

Yes, he thought, kill them. Kill him. Kill us. End it.

That was not what he really wanted, but the thought did cross his mind. No matter, however, for he was utterly, completely helpless in a way he had never imagined possible. A prisoner within his deadliest enemy, himself.

And he knew where the Lizard would head—downtown, to the Village, where his wife Martha and their son William were probably still sleeping.

Unaware of the danger that was even now approaching.

"Breakfast, tiger?" asked Mary Jane Watson-Parker to her husband, Peter. He nodded as he got out of bed and put on a pair of sweatpants.

He knew the routine. She asked if he wanted breakfast, which meant, "Sweetheart, while I put some clothes on, you go make coffee and eggs, toast the bagels, and get the paper from the hallway." Meanwhile, Mary Jane clicked the TV on in the bedroom grumbling about how it was so early, *Good Morning America* wasn't even on yet. Married life; Peter absolutely loved it.

The coffee was brewing and the eggs were done and Peter was flipping through the



Times when Mary Jane yelled, "Peter, come in here!" He was up and sprinting for the bedroom before she finished, alarmed by her tone.

She was pointing to the TV. It was the Lizard, sighted by a news crew that was doing a human interest piece of some sort. Peter recognized one of the nearby buildings as the one which housed the laboratory of Dr. Curt Connors.

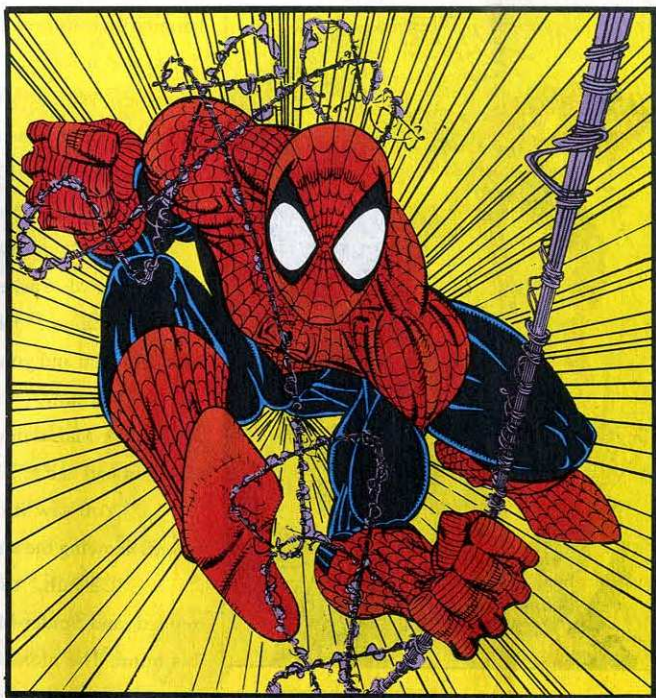
"Oh, man," Peter whispered. "Poor Curt." Louder, he asked, "When did this happen?"

"About a minute or two ago," she answered. "He disappeared into a subway station."

"Of course!" Peter nearly shouted, smacking himself in the head, and then he was a blur of motion as he ran around the room hurriedly, slipping into his costume.

He knew exactly where the Lizard was headed, and in that moment, so did Mary Jane. She looked back at the TV and the color drained from her face.

"He's not wasting any time," she said softly. "He's going right home."



Peter had never crossed the city faster in all his years in New York. In midtown there was some fracas going on with the Avengers, but he didn't even slow down. As Spider-Man, he had struggled again and again over the years to save the lives of the entire Connors family, and today was not going to be the day he lost that struggle. He promised himself that.

He arrived on the roof of the Connors's building and climbed down the wall to enter through the top story into their living room window, as he had several times before. But this time there were bars across the sixth floor window and steel shutters inside them, closing out the world, closing out



banging on the Connors's door, realizing as he did so that it was probably barricaded on the other side. With no place in his heart for his usual witty patter, he simply pounded on the door, calling for William and Martha until finally, there came a reply.

"Who's out there?" an angry, frightened young voice asked.

"William?" he said. "It's me, Spider-Man. Are you and your mom okay?"

"For now," the boy answered gravely, and Spider-Man thought how sad it was that the child had had to grow up so fast.

"You saw it on TV, the Lizard?" he asked, knowing the answer.

"Uh-huh," the boy, the young man, replied, and Spider-Man began calculating in his mind. The monster should have already arrived, or would arrive at any minute.

He knew almost without considering it that the Lizard would try the windows first, wanting to avoid the people in the lobby until after its murderous passion had been fulfilled.

"Don't worry," Spider-Man told William. "I'll stand guard."

With that, he slipped out the hall window again and in seconds, was on the roof, where he watched the street, surrounding buildings, and the walls of the Connors's apartment with increasing anxiety.

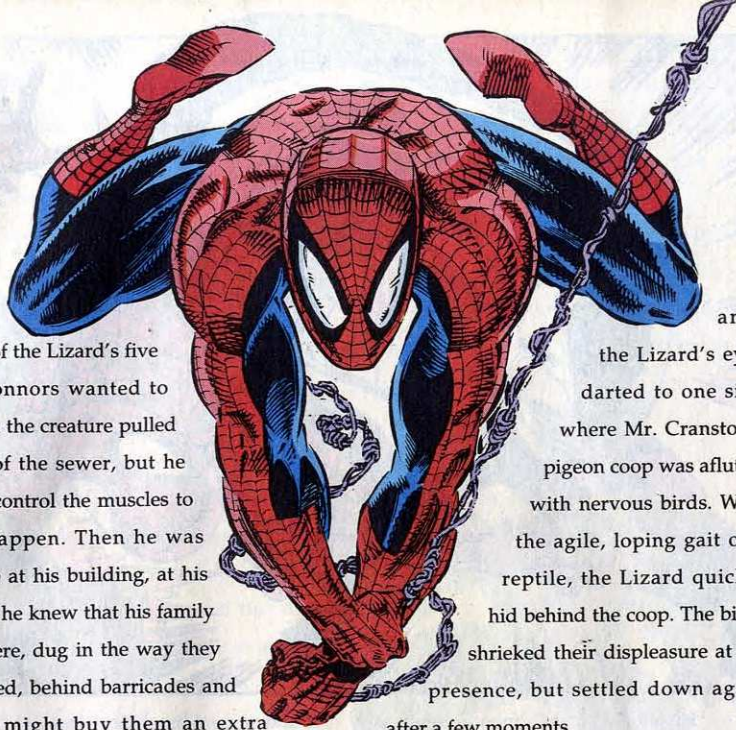
Where was the Lizard?

It had been a mad, full throttle dash across Manhattan, underground. The Lizard knew every nook and cranny of the subway tunnels, current and abandoned, and the sewer system as well.

the danger of the Lizard, the loving father and husband to the people hiding inside.

Wouldn't you do the same, he thought, if the Lizard had destroyed your life, had haunted your family? And yet, Spider-Man was saddened by the sight, for the Connors had always remained optimistic in spite of the tragedies that had befallen them. They had abandoned hope now, but Peter knew that their preparations would not be much of a real defense once the Lizard arrived. They must have known it too, and to Spider-Man that was the real tragedy.

Spider-Man scuttled along the wall until he found a window which opened onto a common hallway in the apartment building. No time for niceties, he popped the screen in and climbed through. In seconds, he was



A captive of the Lizard's five senses, Connors wanted to blink when the creature pulled itself out of the sewer, but he could not control the muscles to make it happen. Then he was looking up at his building, at his home, and he knew that his family was up there, dug in the way they had planned, behind barricades and bars that might buy them an extra minute of life.

Dr. Curt Connors thought he might go mad.

Though he could not hear any real thoughts in the Lizard's mind, Curt did sense a terrible anger once the creature had scaled the wall and reached the barred and steel-shuttered apartment windows. But instead of simply tearing and smashing his way through, as Curt had expected, the Lizard kept going, climbing up to the roof. He didn't understand. The Lizard was strong enough to peel the steel shutters away like aluminum foil, and yet . . . well, he could never profess to having understood the monster's thought processes.

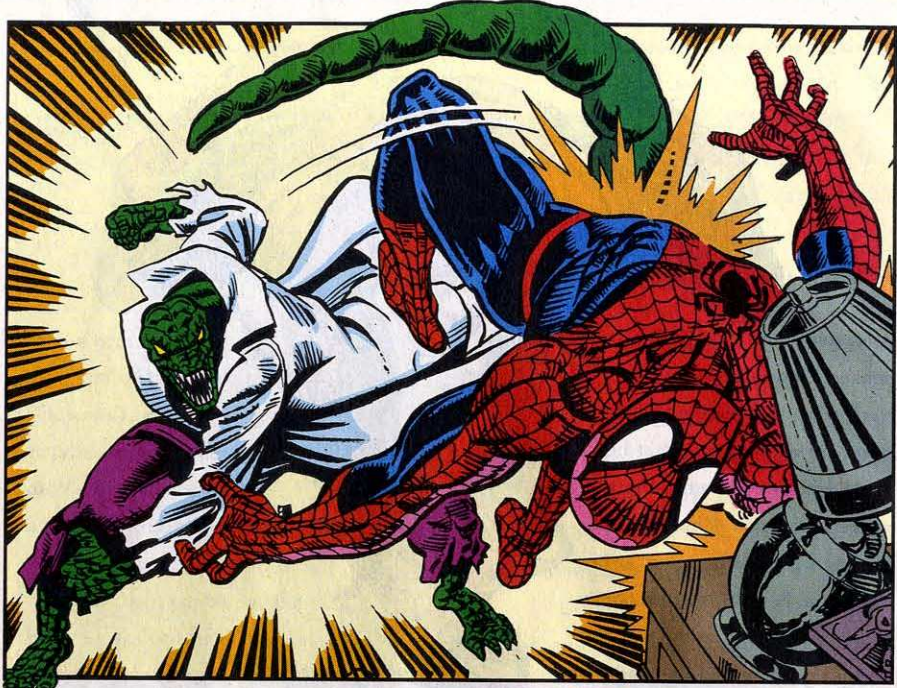
Curt heard the warbling of pigeons,

and the Lizard's eyes darted to one side where Mr. Cranston's pigeon coop was aflutter with nervous birds. With the agile, loping gait of a reptile, the Lizard quickly hid behind the coop. The birds shrieked their displeasure at his presence, but settled down again after a few moments.

What was the Lizard waiting for?

And then Dr. Curt Connors had his answer. Over the edge of the building, exactly where the Lizard had come onto the roof, Spider-Man appeared. And now Curt knew what had stopped the Lizard outside the barred apartment windows. Spider-Man had been inside, and the beast had somehow sensed him.

And now it lay in wait, hoping to ambush its most hated enemy, Spider-Man, the only creature on Earth it wanted to destroy, to devour, as much as it wanted to kill Martha and William Connors. It was a murderous hate that Curt could not help but sense. It enveloped him and made him feel unclean, filthy, less than human.



He felt the Lizard's muscles tense as it was about to spring from behind the pigeon coop, ready, at the very least, to tear Spider-Man's heart from his chest. Dr. Connors wanted to call out, to warn the web-slinger, but it was too late. The monster was completely silent as it leapt. The pigeons panicked then, and sensing the Lizard's attack Spider-Man leaped from harm's way, barely escaping the swish of the creature's tail (of *his* tail, though he didn't like to think of it that way).

And the battle raged.

Spider-Man turned to look back down the way he'd come, wondering how long it would be before the Lizard arrived. His spider-sense was rattling his teeth, but he searched the roof and then back down the side of the building for any trace of the Lizard and

found none. His spider-sense was a little on the fritz, he finally decided, because though it was loud, it was muddled, uncertain, directionless, as though the danger itself were uncertain.

He jumped back and up, away from the sharp-taloned attack of the Lizard. Both the pigeons and his spider-sense had started screaming, and he'd realized what that meant just in time. If he'd been any slower, he'd have had new air-conditioning in the old red and blue tights, not to mention his lower back. Even in mid-jump, he was forced to whip his legs up and over his head to avoid the creature's slashing tail.

As he landed, the Lizard charged at him again. Spider-Man shot from the hip. His webbing wrapped around the savage thing

but barely slowed it down. As fast as he could web it up, the Lizard was tearing itself free. They traded blows for nearly a minute, Spider-Man desperately trying to avoid that deadly tail, testing his old enemy and finding the Lizard, to his distress, more powerful than ever. He was going to have to use his brain, he decided, because a one-on-one had uncertain results, and with William and Martha downstairs, there was no room for uncertainty.

Then, suddenly, the savagery of the Lizard diminished a bit and it seemed to slow down, as if confused. Spider-Man's head rang with the aftershocks of the one time the Lizard's tail had connected, but he was still alert enough to take advantage of this new development. The web-shooters came up and the spider began spinning; the Lizard's green scales quickly disappeared under a mound of sticky gray. It wouldn't hold him long, but Spider-Man hoped it would be long enough to get him back to the lab, where he guessed he would find the serum to transform the creature back to Curt Connors.

The webbing built up quickly, it was almost enough. Spider-Man locked eyes with the Lizard for a moment . . . and they weren't the Lizard's eyes. In fact, they weren't even vaguely reptilian. No, they were the most human eyes he had ever seen, filled with a terrible, aching sadness. They were the eyes of Dr. Curt Connors, as if that one part of him had not been transformed into the Lizard after all, or had fought to change back. Somehow, Curt Connors' mind was in there, fighting, slowing the Lizard's attack.

"Curt?" Spider-Man asked, pausing for a moment in his efforts to web the Lizard up.

And then the sadness was gone, replaced by a consuming rage, and the Lizard's eyes were its own again. It thrashed about, using claws and tail to tear at the webbing. Fearing that it would not hold, Spider-Man moved in to grab the Lizard, but at that second, its tail snapped free and slashed



around to drive into his stomach at seventy miles per hour, tossing him across the roof and far out over the edge. He slammed into the bank building across the street and fell three stories before he managed to shoot a webline up onto the brick face of the building and crash out of control through the picture window at the front of the bank, scattering glass and tellers everywhere.

Wonderful, he thought. In tomorrow's *Bugle*, Jonah will accuse me of bank robbery.

Curt Connors knew exactly what had happened. When it seemed as though the



Lizard might actually hurt Spider-Man, he had reached out with the force of his will, with every ounce of concentration he could muster, and attempted to usurp the Lizard's control over its body. It hadn't worked, but he had slowed the thing down, had affected it, at least somewhat. Enough that Spider-Man had seen something, had somehow begun to understand!

Spider-Man was gone now, injured at least, perhaps worse than that, but maybe Curt wasn't as helpless as he'd thought. The Lizard smashed open the door leading into the building, and pounded down the stairs. He could expect no more help from the wall-crawler, so Curt Connors reached out again, concentrating as he had before. He would take over the Lizard's form, or at least stop him from moving, from hurting, from slaughtering his family. He could not. His efforts seemed only to enrage the Lizard more.

The apartment door, 6J, was torn from its hinges and flung into the hallway. Despite the noise, none of the other doors on the floor opened. The barricade they had built up—bookcases, a fold-out sofa, and an incredibly

heavy bureau that Curt couldn't imagine William and Martha moving by themselves—were thrown aside as if the Lizard were marching through irritating strands of cobweb.

The living room was empty, but Curt knew it would only be moments before the Lizard was face to face with his family. He tried with every fiber of his soul to stop the creature, but it was useless. He fell into despair. He would not give up, he kept trying despite the apparent ineffectiveness of his efforts, and yet, in a way he had given up . . . in all the ways that mattered.

He remembered Martha asking him once if he truly believed that, when the seemingly inevitable occurred and she and William were face to face with the Lizard with no hope of escape, the creature would actually kill them despite the fact that it was, in essence, a separate personality born of his own consciousness.

"Don't you ever doubt it," he'd told her at the time. "I hope we'll never have to put that question to the test."

Now it had come to that, and Curt

knew the answer as certainly as he'd known it that day. The Lizard *was* a part of him, but to the creature, Dr. Curt Connors was nothing more than a prison it had escaped. Its hatred of him was its driving passion, and if it couldn't destroy him, then his family, a reminder of its human counterpart, would have to do in his place.

The Lizard walked through the bedroom door, which was closed and dead-bolted from the inside, like it wasn't even there. Martha sat, weeping, on the edge of the bed, but William, his beautiful son, soon to be a man, stood firm in the center of the room, protecting his mother against the savage beast, all of nine courageous years old.

"Go on then," William said angrily. "You're afraid of us, that's why you want to hurt us. Afraid of him, of Dad. Because you're not him. You're not my father. Kill us and get it over with, but you'll never be him."

And that did it. Curt Connors was back, fighting now as never before, screaming in his mind, trying to get through to the Lizard, attempting to steal even an ounce of control over the monster's limbs.

The Lizard reached out a hand and rested his claws on William's face, and the boy started to cry.

No, damn you! Leave my boy alone!

The Lizard

drew his claws lightly across William's cheek, just softly enough so that he did not draw blood.

Stop! You can't do this, you're a part of me!

The Lizard clamped his other hand down on William's shoulder, and the boy whimpered, speaking softly, snuffling, through his tears.

"I'm afraid all right," William Connors said. "But I'm not as scared as you are."

Holding William in place with one talon, the Lizard raised the other above his head, about to tear the boy's head from his shoulders.

I will not allow this! This is my body! I am Dr. Curt Connors! I am the Lizard!

As he sprinted through the living room, Spider-Man could see what was happening—and what was about to happen. It was something he would not allow. William Connors was about to be viciously murdered by a creature who was, in truth, his own father. Spider-Man wondered if he had

imagined that awareness, that part of Dr. Connors





that he had seen in the Lizard's eyes, but there was little time to reflect.

With extraordinary speed he rushed into the bedroom, tore the Lizard away from its alter ego's son and threw the creature against the closet door, which sprang open, leaving it thrashing in a pile of suits and gowns. Without missing a step the hero leapt on top of the Lizard and began to pummel its face again and again and again. For once, Spider-Man had no wisecracks to offer. For once, the fear and anger and frustration of his avocation was too much for him. The thought of the danger William Connors faced, and the scars the Lizard's actions had already forever left on that small, noble family drove Spider-Man into a fury unlike any he had ever known.

And then, in mid-swing his fist was caught, held, by the powerful grip of the Lizard. But the monster didn't throw him off, didn't strike out with talon or tail. Instead, in its snarling half-voice it growled one word: "Enough!"

Spider-Man looked down at the beast,

and once again, its eyes were the grieving, terrified eyes of Curt Connors.

"The serum," the Lizard growled, "working. Get to the lab."

Or at least, that was what it sounded like the beast . . . like Dr. Connors was saying. Suddenly uncomfortable in the apartment, Spider-Man stood, for a moment unable to think. Then he helped the Lizard to its feet, to *his* feet. He had a hard time thinking of it as a monster when he knew that Curt Connors's mind was in there, that Connors had overcome the Lizard.

"Are you okay, William?" Martha Connors asked her son, and both Spider-Man and the Lizard turned to see the boy hugging his mother. Martha would not look at her transformed husband, regardless of his newly asserted control. Spider-Man could not blame her; the Lizard was the great tragedy of their lives.

The Lizard went out into the living room, but no further. Dr. Connors was waiting for Spider-Man to come along, anxious to be human again, anxious to begin anew the

process of repairing his family, a process which was becoming, to them, the same as breathing.

"Are you okay, William?" Spider-Man asked, because the boy had not answered his mother.

"Totally," William said, mostly to his mom, then turned to Spider-Man and added, "He's just a big bully. Dad would never have let him hurt me, not really."

Then the man disappeared from William Connors's face, and he was simply a little boy again.

"Dad wouldn't have let him hurt me," he repeated, insistent now, as though trying to convince himself.

"Not in a million years, William," Spider-Man said confidently. "Your father loves you, you know that."

He heard a shuffling noise and looked up to see that the Lizard, Dr. Connors, had been standing in the doorway of the room, watching the exchange. He moved back into the living room, and with one scaly claw beckoned Spider-Man to hurry and join him.

"Tell him he should stay away for a couple of days," Martha Connors said, and Spider-Man opened his mouth to respond, to ask if that was really necessary. But then he realized that it was not his place. He had done his part, had been there, that was the important thing. The rest of the healing was up to them.

At top speed, he and the Lizard fled the building. Sirens wailed, growing ever closer as they descended the outer wall and slid



into a sewer hole to make the best speed uptown. Momentarily, Spider-Man wondered how it was that Curt Connors also knew the city's underground so well, but decided that was a question for another day. He also wondered what, exactly, Martha was going to tell the police when they showed up.

"You lied to him," the Lizard growled several minutes later as they entered an abandoned subway tunnel.

"Did I?" Spider-Man asked sincerely.

The Lizard was silent then, and Spider-Man was glad he could not see its eyes, for he was certain that they would show the truth. The truth of life or death for a young boy, and the heart of a family.

It was a truth he was glad not to know.

THE END



The preceding is an abridged version of the story appearing in the forthcoming Byron Preiss Multimedial Berkley Books Anthology "The Ultimate Spider-Man."



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