

MARVEL  
COMICS



SPIDER-MAN

OCT '96 416

# THE AMAZING SPIDER-MAN



*Heroes'  
Farewell*

\$1.50 US \$2.05 CAN © 02457

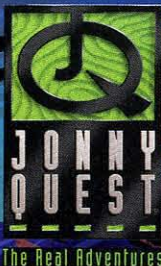


10

TM & © 2006 MARVEL



**PREPARE FOR IMPACT.**



**BETTER HOPE YOUR  
TV HAS AN AIRBAG!**

INTRODUCING THE REAL ADVENTURES OF JONNY QUEST. AN ALL NEW TV SERIES. ALL NEW ADVENTURES.  
ALL NEW EXCITEMENT. ALL NEW POWER. WITH AN IMPACT THAT'S ALL TOO REAL. YOU HAVE BEEN WARNED!

THE REAL ADVENTURES OF JONNY QUEST. Exploding across TV screens every weekday this fall.

**TBS**  
SUPERSTATION  
4:35pm weekdays

**CARTOON  
NETWORK**  
8am weekdays  
TM & © 2006 MARVEL

**TNT**  
8am weekdays

• All Times Eastern •

• All Times Eastern •



LESS THAN TWENTY-FOUR HOURS AGO, THIS CITY WAS UNDER SIEGE.

AN ARMY OF SENTINELS HAD INVADDED MANHATTAN, AND ONSLAUGHT THREATENED TO OBLITERATE HUMANKIND.

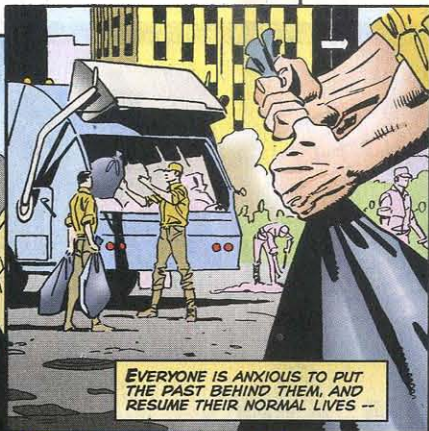
THANKFULLY, THE DANGER IS OVER --

-- DUE, IN NO SMALL PART, TO THE NOBLE SACRIFICE OF MANY OF THIS WORLD'S GREATEST HEROES!

EVEN AS POLITICIANS BEGIN TO DEBATE THE CAUSE AND COST OF THIS DISASTER --

-- SANITATION ENGINEERS COMPUTE THEIR OVERTIME AS THE STREETS ARE SLOWLY CLEARED OF DEBRIS.

★ SEE ONSLAUGHT: MARVEL UNIVERSE - Renovation! Rolf.



EVERYONE IS ANXIOUS TO PUT THE PAST BEHIND THEM, AND RESUME THEIR NORMAL LIVES --

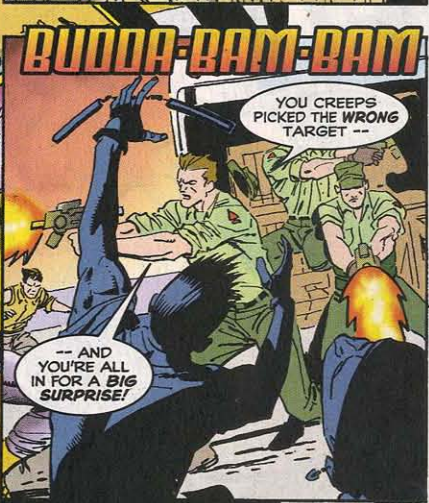


-- AND THAT INCLUDES THOSE WHOSE LIVES ARE DEVOTED TO CRIMINAL PURSUITS!

MOVE AWAY FROM THOSE CRATES --

-- OR YOU'RE DEAD!

Y-YOU'RE HIJACKING US ---?!



**BUDDA-BAM-BAM**

YOU CREEPS PICKED THE WRONG TARGET --

-- AND YOU'RE ALL IN FOR A BIG SURPRISE!





Oh,  
**Goody!**

I JUST  
LOOOVE  
A GOOD  
SURPRISE!


ESPECIALLY  
WHEN I'M THE  
SURPRISER!

I-IT'S  
**SPIDER-MAN!**

CAP HIM...  
BEFORE HE RUINS  
EVERYTHING!

THE AMAZING SPIDER-MAN® Vol. 1, No. 416, October, 1996. (ISSN #0274-5232) Published by MARVEL COMICS, Gerard Calabrese, President. Stan Lee, Publisher. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, NY 10016. PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1996 Marvel Characters, Inc. All rights reserved. Price \$1.50 per copy in the U.S. and \$2.10 in Canada. Subscription rate for 12 issues: \$22.00 U.S.; \$34.00 foreign; and Canadian subscribers must add \$10.00 for postage and GST. GST #R127032852. 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 condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. SPIDER-MAN (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING INC./SUBSCRIPTION DEPT., P.O. BOX 1979, DANBURY, CT 06813 1979. TELEPHONE # (203) 743 5331. Printed in the U.S.A.



A dynamic comic book illustration of Spider-Man in his red and blue suit, swinging through a city. He is holding a yellow web line that stretches across the frame. In the background, a cityscape with various buildings is visible under a blue sky. A large, muscular figure in a yellow suit and blue mask is seen from the back, holding a handgun. The overall style is classic comic book art with bold lines and vibrant colors.

HE EXPLODES AMONG  
THEM WITH THE FURY  
AND SUDDENNESS OF  
SUMMER LIGHTNING --

-- SOMERSAULTING FROM  
A SHADOWED ROOFTOP  
TEN STORIES ABOVE!

OF COURSE,  
IN THIS PARTICULAR  
INSTANCE, I'M ALSO  
A SURPRISE!

THIS  
IS THE FIRST  
HIJACKING -IN-  
PROGRESS I'VE EVER  
STUMBLED ACROSS WHERE  
THE SO-CALLED VICTIMS  
ARE MORE HEAVILY  
ARMED THAN THEIR  
ATTACKERS!

STAN LEE  
PRESENTS:  
THE AMAZING  
SPIDER-MAN

# THE ROAD BACK

TOM DeFALCO Writer RON GARNEY Penciler AL WILLIAMSON Inker  
RICHARD STARKINGS & COMICRAFT/LA Lettering  
BOB SHAREN Colors MALIBU Enhancement

RALPH MACCHIO  
Editor  
BOB HARRAS  
Chief



PARDON MY SUSPICIOUS MIND, BUT --

-- BASED ON THE WAY YOU DELIVERY MEN ARE ALSO TRYING TO PULVERIZE MY EVER-SUNNY PERSONALITY --

-- I'M INCLINED TO BELIEVE YOUR PRODUCT ISN'T EXACTLY KOSHER!

THWOP

THWIPP

THWIPP

I HOPE YOU WON'T MIND IF I SNAG ONE OF YOUR CASES, AND --

KRASH

Whoops!

-- CLUMSY ME!

I ACCIDENTALLY SPILLED YOUR SHINY NEW ILLEGAL ARMAMENTS ALL OVER THE STREET!

DON'T WORRY! I PROMISE TO PICK THEM UP --

SPAT

-- AFTER I'VE FINISHED PUTTING YOU DOWN!

AND SO, FOUR MINUTES, FIVE MORE THWIPS, AND SEVEN KNOCKOUT PUNCHES LATER...

DIAMOND 4

MEG CO

Uh-Oh...

LOOKS LIKE AN ENTERPRISING CITIZEN MANAGED TO FIND A WORKING PHONE --

-- AND DIAL 911!



Back

Reload

Home

Images

Open

Print

Find

Location: <http://www.nabisco.com/>

See packages for rules and entry details.



You can win an ACER® Aspire™ with



-rom plus 10

# WIN AN AWESOME COMPUTER



! It's the...

Craze

Nabisco Thing™ Computer



Sweepstakes.

NO PURCHASE NECESSARY. Void where prohibited. Game ends October 31, 1996. See Official Rules on specially marked packages of participating Nabisco products for details. Game open to U.S. residents 17 and under. PPO's and APO's, excluding Puerto Rico 100 computers plus 10 CD-ROM games and 500 packages of 10 CD-ROM games will be awarded. Odds of winning depend on the number of entries received. Acer is a registered trademark and Aspire is a trademark of Acer, Inc. ©1996 Davidson and Associates, Inc. ©1996 Creative Wonders. Schophouse Rock and elements ©1996 American Broadcasting Companies, Inc.

MAIL-IN CERTIFICATE		EXPIRES: JANUARY 31, 1997
SEND FOR YOUR	NABISCO THING™	CD-ROM/CD CASE!
<p>RECEIVE: A Nabisco Thing™ CD-ROM/CD Case. BUY: Any two (2) packages of the following products—any variety 8 oz. or larger: Oreo® Chocolate Sandwich Cookies, Chips Ahoy!®, Chewy Chips Ahoy!®, Ritz Bits® Sandwiches, Cheese Nips®, Nilla® Wafers, Honey Maid® Grahams and/or Nutter Butter Bites®. <b>SEND:</b> Any two (2) original brand seals (see sample) from any participating Nabisco product listed PLUS a check or money order (no cash please) for \$1.50 (includes shipping and handling) payable to Nabisco Thing™ CD-ROM/CD Case. <b>MAIL TO:</b> Nabisco Thing™ CD-ROM/CD Case, PO BOX 7170, EASTON, MD 21606-7170.</p>		
Name: _____	Age: _____	
(Please Print)		
Address: _____	Apt. # _____	
(No PO Boxes Please)		
City: _____	State: _____	Zip: _____
<p>This certificate must accompany all requests and may be reproduced. Limit one request per envelope. Requests from PO Boxes will not be honored. Please allow 12 weeks for delivery. Good only in USA. PPO's and APO's. Void where prohibited, taxed or restricted by law. Good while supplies last. EXPIRES JANUARY 31, 1997. © 1996 Nabisco, Inc.</p>		





THAT'S  
USUALLY MY  
CUE TO SCURRY  
BACK TO THE  
ROOFTOPS LIKE A  
GOOD LITTLE WALL-  
CRAWLER!

HOLD ON,  
SPIDER-MAN!

NO  
NEED TO  
RUSH  
OFF!

THIS  
BETTER NOT  
BE A PLOY... SO  
THAT YOU CAN CHARGE  
ME WITH **MALICIOUS  
LITTERING...** AND  
**FELON ABUSE!**

THERE'S **SOMETHING**  
I WANT YOU  
TO  
KNOW...

THIS  
CITY SUFFERED  
SOME VERY **TRAGIC**  
**LOSSES** RECENTLY,  
BUT PLENTY OF US  
ON THE JOB ARE  
BREATHING  
**EASIER --**

-- BECAUSE  
**YOU'RE** STILL  
COUNTED AMONG  
THE LIVING!

Uh...

THANKS!

I REALLY DO  
APPRECIATE THE  
SENTIMENT...

... BUT  
YOU'RE GOING  
TO HAVE TO  
EXCUSE ME,  
OFFICER.

A GLIVER  
MUST HAVE  
ACCIDENTALLY  
SLIPPED BENEATH  
MY MASK --

-- BECAUSE  
I THINK I HAVE  
SOMETHING IN  
MY EYE!

WHEN I THINK  
OF ALL WE'VE  
**SACRIFICED!**

I WONDER  
IF THIS  
CITY --

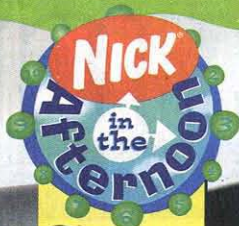
-- AND THE  
WORLD --

-- CAN  
EVER TRULY  
**RECOVER!**

DAILY BUGLE  
**HEY'RE DEAD!**







# The RETURN of STICK STICKLY

Featuring

- \* U Pick
- \* Stump Stick
- \* Stick Witness News
- \* Straight from U & Holly B. Wood

HEY, I CAN'T SEE A THING  
IN THESE GLASSES...  
WHERE'S THE RAILING!  
OH BOY, SIMMER DOWN.

Everybody's favorite stick has returned to host Nick in the Afternoon. Don't miss your favorite Nick shows, all-new Stick Stickly adventures, celebrity interviews with Holly B. Wood, and more!

Every weekday from 3 to 5 PM ET/PT,  
only on Nickelodeon.

For your chance to host Nick in the Afternoon,  
check out the Kraft Kids displays at participating supermarkets.

\* Visit Stick online only on AOL (keyword: Nick).

NICKELODEON®

© 1996 Viacom International Inc. All rights reserved.

TM & © 2006 MARVEL



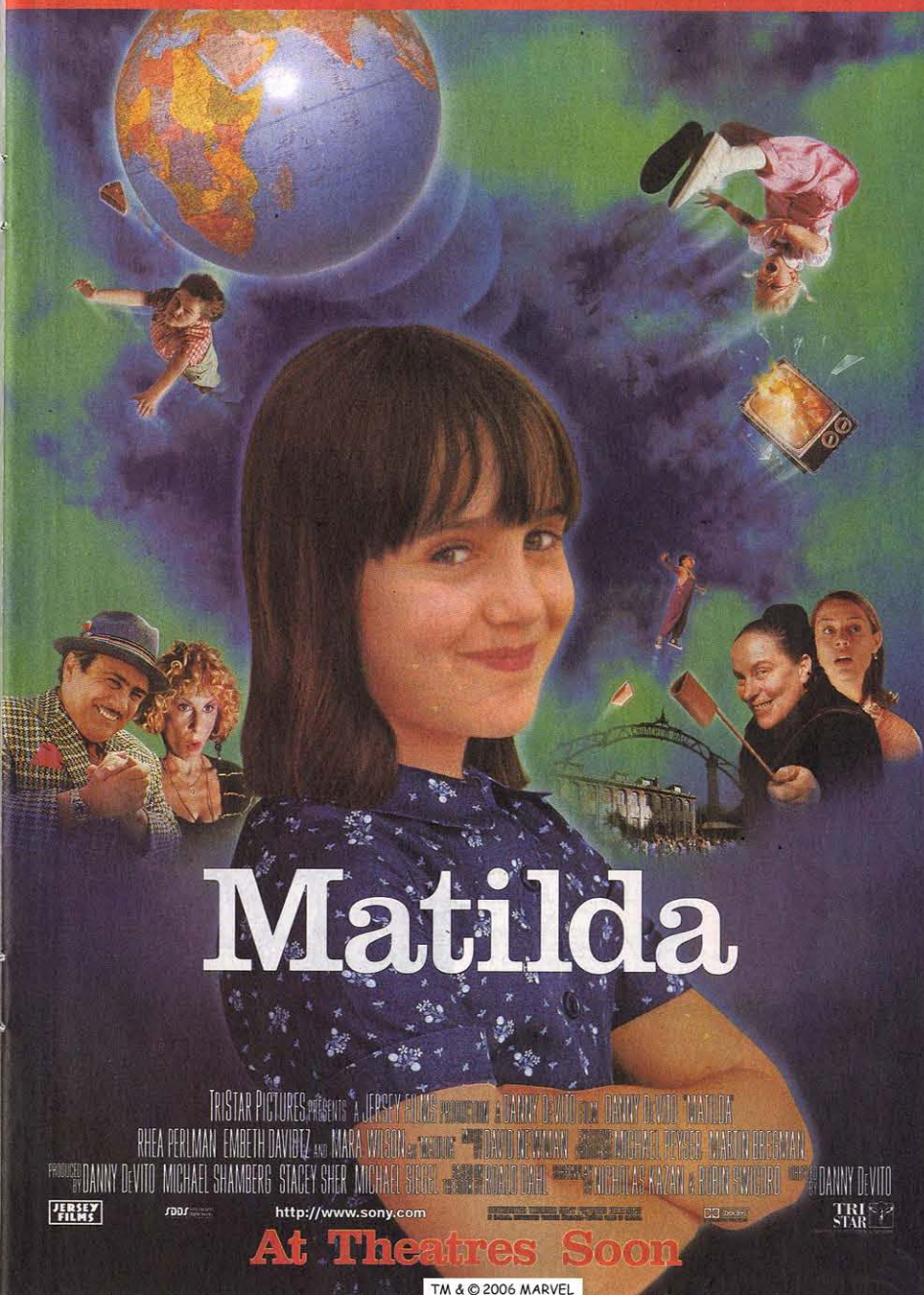
# LY & BUG

ELSEWHERE,  
AT THAT VERY  
MOMENT...





# KIDS RULE!



## Matilda

TRISTAR PICTURES PRESENTS A JERSEY FILMS PRODUCTION A DANNY DEVITO FILM DANNY DEVITO "MATILDA"  
RHEA PERLMAN EMBETH DAVIEZ AND MARA WILSON CASTING BY DAVID W. WINNICK COSTUME DESIGNER MICHAEL POYNER MARTIN PROGMAN  
PRODUCED BY DANNY DEVITO MICHAEL SHAMBERG STACEY SHER MICHAEL SIEGEL EXECUTIVE PRODUCERS ROBERTO CALI EDITOR NICHOLAS KAZAN EXECUTIVE PRODUCERS ROBIN SWICORD DIRECTOR OF PHOTOGRAPHY DANNY DEVITO  
JERSEY FILMS RDS TRISTAR

At Theatres Soon

TM & © 2006 MARVEL



THOUGH OFFICIALLY CALLED THE "MUSEUM MILE," THE SECTION OF FIFTH AVENUE WHICH BORDERS THE SOUTHEAST CORNER OF CENTRAL PARK IS ALSO KNOWN AS "MILLIONAIRES' ROW"...

I RECEIVED SOME RATHER DISTRESSING NEWS FROM MY ASSOCIATES.

SPIDER-MAN APPARENTLY INTERFERED WITH THEIR ATTEMPT TO SECURE THE SHIPMENT --

-- WHICH WAS INTENDED FOR MY RIVAL, FORTUNATO.

THE GUNS -- AND MY PEOPLE -- ARE NOW IN POLICE CUSTODY.

WOULD YOU LIKE ME TO liberate THEM?

HARDLY NECESSARY, DELILAH. MY LAWYERS ARE ALREADY ARRANGING BAIL --

-- AND THE KEY PROPERTY CLERKS WILL SOON RECEIVE THE APPROPRIATE BRIBES.

I SHOULD HAVE KNOWN The Rose WOULD BE ON TOP OF THE SITUATION!

ONE MUST BE PREPARED.

ORGANIZED CRIME CURRENTLY FACES A MOST CRITICAL JUNCTURE.

NOT ONLY IS THERE A VACANCY AT THE TOP THANKS TO THE FALL OF THE FORMER KINGPIN OF CRIME --

-- BUT THIS CITY RECENTLY LOST ITS MOST POWERFUL PROTECTORS!

AND I CAN SHOW YOU HOW TO FULLY EXPLOIT BOTH OF THESE OPPORTUNITIES!

W-WHO ARE YOU?

OTHER MEN CALL ME SCRIBER --

-- BUT YOU MAY ADDRESS ME AS YOUR FUTURE PARTNER!



MEANWHILE, IN A FAR LESS AFFLUENT PART OF TOWN...

A CERTAIN FAMILIAR WEB-SPINNER COMMUTES HOME IN HIS OWN UNIQUE MANNER.

BEN REILLY HAS BEEN ON THE GO OR ALMOST THIRTY-SIX HOURS.

HE'S ON THE VERGE OF EXHAUSTION --

-- DESIRING NOTHING MORE THAN A HOT SHOWER AND A LONG SNOOZE!

BUT, EVEN AS HE NEARS HIS APARTMENT...

UH-OH! MY SPIDER-SENSE IS SUDDENLY WARNING ME TO PROCEED WITH CAUTION!

I WONDER WHAT'S UP?

I SHOULD HAVE GUESSED --!

JIMMY SIX IS CATCHING HIS AFTERNOON SOAPS!

THIS IS JUST GREAT! MY CIVVIES ARE INSIDE... WHERE I CAN'T REACH 'EM!

I KNOW I OWE THE BIG LUG FOR SAVING MY LIFE -- \*

-- BUT I NEVER EXPECTED HIM TO MOVE IN WITH ME!

\* AS SHOWN IN SPIDER-MAN #70 - RPT.

OOOKAY! AN UNWANTED ROOMMATE MAY SEEM LIKE A PETTY ANNOYANCE --

-- COMPARED TO THE DAYS WHEN PETE AND I WERE SORTING OUT WHICH OF US WAS THE ORIGINAL PARKER --

-- AND WHO WAS THE CLONE --

-- BUT WE SPIDER-MEN GET REAL TESTY WHEN WE'RE DENIED OUR BEAUTY REST!





# SUBSCRIBE NOW!

**MARVEL**  
COMICS

- Save money on your favorite comics!
- Free, convenient home delivery. You won't miss an issue!
- Special subscriber-only customer service phone number!
- All issues are mailed with cardboard backing in weather-resistant polybags!
- Satisfaction guaranteed or your money back on all remaining issues!
- Special offers on Mighty Marvel Merchandise!

## HEROES REBORN

Featuring the Talents of **Jim Lee** & **Rob Liefeld**! Order today!

- |                                              |                                             |
|----------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> AVE Avengers        | <input type="checkbox"/> FAN Fantastic Four |
| <input type="checkbox"/> CAM Captain America | <input type="checkbox"/> IRM Iron Man       |

### Marvel Heroes

- ☐ DDV Daredevil
- ☐ GHR Ghost Rider
- ☐ INC Incredible Hulk
- ☐ JIM Journey Into Mystery
- ☐ PRM Prime
- ☐ PNS The Punisher
- ☐ SIL Silver Surfer
- ☐ UFO Ultraforce
- ☐ W99 2099, World of Tomorrow

### Spider-Man

- ☐ AMZ Amazing Spider-Man
- ☐ SSM Sensational Spider-Man
- ☐ PPK Spectacular Spider-Man
- ☐ SPI Spider-Man

### And More!

- ☐ WHI What If...

### X-Men

- ☐ CAB Cable
- ☐ **ELK Elektra** New Title!
- ☐ EXC Excalibur
- ☐ GEN Generation X
- ☐ XME Uncanny X-Men
- ☐ WOL Wolverine
- ☐ FAC X-Force
- ☐ XFO X-Force
- ☐ MAN X-Men
- ☐ MEN X-Men

### Star Trek

- ☐ **DS9** Star Trek: Deep Space Nine
- ☐ **VOT** Star Trek: Voyager
- ☐ **SFA** Star Trek: Star Fleet Academy

## NEW!

Low prices on these titles!

### Early Tales of Spider-Man & The X-Men

- ☐ UTS Untold Tales of Spider-Man
- ☐ PXX Professor Xavier & The X-Men
- ☐ OGN Uncanny Origins New Title!

### From the Hit TV Shows!

- ☐ ASM The Adventures of Spider-Man
- ☐ AVX The Adventures of The X-Men

### For Younger Readers

- ☐ DCH Disney Comic Hits

### Marvel's New Fan Magazine!

- ☐ MVS Marvel Vision

These titles are not included in the above combination discount offer.

**\$21.97** for your first subscription!  
Only **\$20.97** each for two titles!  
**Best Deal!** Just **\$19.97** each for 3 or more titles!

☐ **Yes!** Sign me up for the Marvel comics I've checked.

Check off the subscriptions you want delivered to your home (12 issues each) and return this Savings Coupon or a copy to: **MARVEL DIRECT MARKETING, P.O. BOX 1979, DANBURY, CT 06813**. Please provide credit card information or make your check or money order payable to "Marvel Direct Marketing Inc." For even faster service call: (203) 743-5331 and have your credit card handy!

Please print:

NAME OF READER \_\_\_\_\_ DATE OF BIRTH (M/D/Y) \_\_\_\_\_

STREET ADDRESS \_\_\_\_\_

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

# of subscriptions \_\_\_\_\_ Amount enclosed: \$ \_\_\_\_\_

Charge my: ☐ VISA ☐ MasterCard  
☐ Discover Card ☐ American Express

CREDIT CARD # \_\_\_\_\_ EXPIRATION DATE \_\_\_\_\_

NAME OF CREDIT CARD HOLDER (IF DIFFERENT FROM ABOVE) \_\_\_\_\_

SIGNATURE FOR CREDIT CARD ORDERS \_\_\_\_\_

Offer good until 12/31/96

**YES, YOU CAN PHOTOCOPY THIS COUPON!**

Canada, add \$10.00 per title (in U.S. funds only, includes GST#R127032652). Foreign, add \$12 per title in U.S. funds only. Allow 6 to 8 weeks for delivery of your first issue. TM & © 1996 Marvel Characters Inc. All rights reserved.

H6SMDR

**SATISFACTION  
GUARANTEED!**



AND SPEAKING OF  
PETER PARKER...

YT1J  
MOOR

A GIRL!  
MARY JANE  
AND I ARE ABOUT  
TO BECOME THE  
PROUD PARENTS  
OF A BABY  
GIRL!

I...  
I AM SO  
HAPPY... BUT  
I... CAN'T STOP  
WORRYING!

WHAT KIND  
OF WORLD WILL MY  
LITTLE GIRL HAVE  
TO FACE?

WILL  
THINGS EVER  
LIGHTEN UP,  
OR WILL THEY  
CONTINUE GROWING  
DARKER AND --  
**HEY!!**

\* THEY RECENTLY HEARD THE  
HAPPY NEWS IN SENSATIONAL  
SPIDER-MAN #9 - Rugrat Rall!

WHAT'S GOING  
ON, GLORY?

WHY DOES  
EVERYONE  
LOOK SO  
DEPRESSED?

Y-YOU  
HAVEN'T  
HEARD --?!

THE DAILY  
BUGLE IS  
DOWN-  
SIZING!

WHAT?!

THEY'RE LAYING  
OFF NEARLY A  
HUNDRED  
PEOPLE!

KATE  
CUSHING AND  
MOST OF OUR  
PAID INTERNS  
ARE ALREADY  
GONE.

I HEAR  
ONE POOR KID  
FAINED WHEN  
HE WAS TERMINATED!

**ME?!**

YOU'RE  
LETTING  
ME GO?

HAVE  
YOU AND  
JAMESON  
GONE  
CRAZY?!

SOUNDS  
LIKE ANOTHER  
CASUALTY!









HOW  
DID YOUR  
MEETING GO  
WITH **THE ROSE**?

AS WELL AS CAN  
BE EXPECTED...

... FOR  
AN INITIAL  
CONTACT.

ON THE  
SURFACE, HE  
APPEARS TO BE A  
MIDDLE MANAGEMENT  
CRIMELORD WITH  
DELUSIONS OF  
GRANDEUR.

BUT, AS  
WE BOTH  
KNOW --

-- APPEARANCES ARE  
OFTEN CAREFULLY  
CRAFTED  
**ILLUSIONS!**

OUR  
RESEARCH  
INDICATES THAT  
**THE ROSE** IS  
ACTUALLY  
**RICHARD  
FISK** --

-- THE SON  
OF **WILSON FISK**,  
THE RECENTLY  
FALLEN KINGPIN  
OF CRIME!

IT SEEMS  
THE SON WISHES  
TO FILL THE **VOID**  
LEFT BY HIS FATHER.

HOWEVER, **RICHARD**  
HAS HAD A RATHER  
ERRATIC PAST.

OVER  
THE YEARS  
HE HAS ASSUMED  
VARIOUS IDENTITIES  
SUCH AS **THE SCHEMER**,  
**THE ROSE**, AND **THE  
BLOOD ROSE**.

I MUST  
SAY THAT I  
AM PUZZLED BY  
HIS RECENT RETURN  
TO **THE ROSE**  
IDENTITY.

WHO  
CARES WHAT  
HE CALLS  
HIMSELF?

YOUR  
ONLY JOB  
IS TO **HOOK**  
THE PATSY!

I AM  
AWARE OF MY  
ASSIGNMENT,  
**GAUNT**.



**L**ongtime mutant fans saw him burst on the scene with a vengeance years ago in the early issues of **X-FACTOR**. You watched in horror as he irrevocably changed the life of Warren Worthington III, transforming him from the high-flying Angel to the ruthless Archangel. You were perplexed and intrigued by his enigmatic agenda for the future of mutantkind, and the **X-Men** in particular. You were riveted by the depiction of a bleak, dangerous world where mutantkind was ascendant, with him as its absolute, iron-fisted ruler. But after all this time, how much does anyone really know about the mysterious mutant tyrant called **Apocalypse**? For the most part, he and his past are still shrouded in mystery... until now!

**X-MEN: THE RISE OF APOCALYPSE**, a four-issue limited series beginning next week, finally provides an in-depth look at the early years of the man named *En Sabah Nur* — and shows his inevitable evolution into the megalomaniacal mutant conqueror the world (and fandom) knows as **Apocalypse**. This blockbuster limited series also sheds light on the connections between **Apocalypse** and the ancient being *Ozymandias*, and their roles in the cryptic predictions that foretold the end of the **Marvel Heroes** in **Onslaught**.

**X-MEN: THE RISE OF APOCALYPSE** is written by Terry (X-MAN) Kavanagh, and penciled by rising star Adam (X-FORCE) Pollina! And judging from the intriguing plot twists, hair-raising revelations, and breathtaking visuals in this once-in-a-lifetime **X-Event**, the project seems to be a labor of love for all involved... and a must-have for everyone that wants the full story behind the events of **Onslaught**!

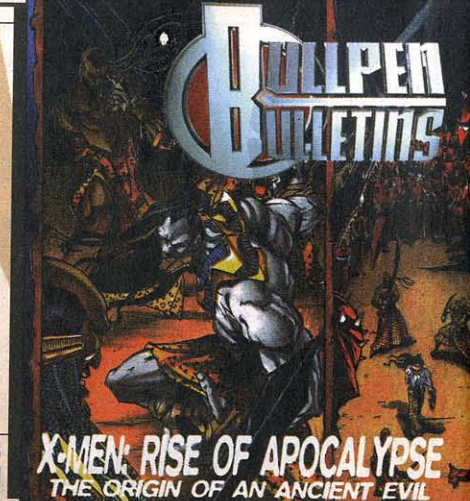
## PUNISHER UP & COMING COMICS

**S**o you've been caught up in the grandiose, cosmic events of the **Onslaught** saga, and your brain is fried? Well, how about coming back down to earth to thrill to some great tales of action and intrigue with everyone's favorite skull-chested vigilante?

If you haven't checked out the **PUNISHER** lately, you've been missing out on some major developments, with ramifications for not just **Frank Castle**, but for the **Marvel Universe** as a whole. The Geraci crime family, whom the **Punisher** has been heading up as capo since issue #1 of the current series, has been brutally wiped out by a coalition of rival crime lords, and **Frank** has once again begun in earnest his war on crime. Only this time, there are some complications.

Still wanted by the government organization **SHIELD** for the murder of their former director, Colonel Nick Fury, **Castle** has been offered a deal by the current administration of **SHIELD**: perform a special mission for them in exchange for his freedom. And the **Punisher's** clandestine operation begins with a bang, when he ends up face to face with the assassin *Deadeye*, and crosses paths with the ruthless mutant vigilante called the **X-Cutioner**!

Writer **John (X-MAN, X-MEN/BROOD) Ostrander**, no stranger to hard-hitting adventure or spine-tingling intrigue, provides this kickoff to **Pun's** new direction, while artists **Tom (SPIDER-MAN) Lyle** and **Robert Jones** supply the stunning visuals. You don't want to miss **Punisher's** violent entry into the world of mutant madness, happening right now!



## MARVEL HEROES & LEGENDS: COMICS GREATS STRUT THEIR STUFF

**T**hey were names who defined the Silver Age of Comics — names who helped build the foundations of today's **Marvel Universe**. They were writers and artists who created the definitive versions of **Marvel's** brightest, most popular stars... and defined those characters for a generation of comic readers. They were also an influence and inspiration to today's hottest and most sought-after talents. Their names read like a **Comic Book Hall of Fame**: **Steve Ditko**, **Gene Colan**, **John Buscema**, **Neal Adams**, **John Romita**, **Tr. Terry Austin**, **Tom Palmer**, **Bill Reinhold**, **Al Milgrom**, **Joe Sinnott**. And all of these comic book legends have been gathered together for the first time ever between two covers, in the one-shot, 48-page instant classic, **MARVEL HEROES AND LEGENDS**!



And what better venue in which to show off their skills than in a jam-packed epic plotted by **Fabian Nicieza** and scripted by none other than **Marvel** founding father and fellow living legend **Stan "The Man" Lee**?! The story in question is a modern-day retelling of a **Silver Age** milestone: the frenetic, thrill-a-minute wedding of the **Fantastic Four's Reed and Sue Richards**! And, if any of you have read the original tale in **FANTASTIC FOUR ANNUAL #3**, then you're ready for the cavalcade of **Marvel Heroes** who jump in to save the blessed event from the army of evildoers gathered by **FF** archfoe **Dr. Doom** to spoil the nuptials! For the first time in many a moon, you will thrill to the exploits of the **Fantastic Four**, **Spider-Man**, the **X-Men**, the **Avengers**, and **Daredevil**, brought to you by the artists who made them great — and the writer who first brought them to life!

## CHECKLIST FOR AUGUST 21

**INCREDIBLE HULK #446** *Onslaught's* over, and the world's greatest heroes are presumed dead! And guess which emerald-headed giant the world holds responsible? It's back on the run for the **Hulk**! By **Peter David** and **Angel Medina**!

**MARVEL HEROES AND LEGENDS #1** It's a cavalcade of classic comic creators bringing you an all-new epic tale featuring **Spider-Man**, the **FF**, the **Avengers**, the **X-Men**, and **Daredevil**! You'll never see this kind of talent between two covers again! A groundbreaking 48-page one-shot written by **Stan Lee** and **Fabian Nicieza**!

**PUNISHER #12** Attempting to pay off his debt to **SHIELD**, the **Punisher** travels to Washington to investigate a new anti-mutant terrorist group... but finds more trouble than he bargained for when he encounters the **X-Cutioner**! By **John Ostrander** and **Tom Lyle**!

**ADVENTURES OF SPIDER-MAN #7** The ruthless *Kingpin* of Crime is back, and he's brought the **Enforcers** with him! But **Spidey**'d rather take them all on than face his problems with **Mary Jane**! By **Net Yamtor** and **Alex Savicki**!

**AMAZING SPIDER-MAN '98** Two new tales from **Spidey's** past! **Spidey** faces **Kraven the Hunter**, and his future with **Gwen Stacy** in a tale by **Tom DeFato**, **Ron Frenz** and **John Romita, Sr.**... then clashes with the mysterious **Deadmaker**, courtesy of **Fabian Nicieza** and **Steve Lighter**!

**GREEN GOBLIN #13** **Phil Urich** is forced to make a momentous decision

about his career as a costumed hero! Final issue! By **Tom DeFato** and **Josh Hood**!

**SPIDER-MAN #73** The crime lords of the **Marvel Universe** gather to prey on the ruins of the world without heroes... and only **Spidey** stands in their way! And what is the shocking secret of *Fortunato*? By **Howard Mackie** and **John Romita Jr.**!

**EXCALIBUR #102** Great Britain's mutant super team attempts to carry on amid the ashes of **Onslaught**! By **Warren Ellis** and **Casey Jones**!

**THE ROAD TO ONSLAUGHT #1** It's a special look at the formation of the biggest **Marvel Crossover** Saga of the decade! Featuring early sketches, memos, and other behind the scenes tidbits!

**X-MAN #20** Nate's on a desperate search for his companion *Therodny* — only to find her in the powerful clutches of the **Hulk's** old foe, the savage *Abomination*! By **Terry Kavanagh** and **Steve Skroce**!

**X-MEN #57** The **X-Men** are caught in the sweeping, deadly sanctions of *Bastion's* Operation: Zero Tolerance, and are forced into hiding as the **X-Mansion** is compromised! By **Mark Waid** and **Andy Kubert**!

**X-MEN: THE RISE OF APOCALYPSE #1 (of 4)** He's plagued the lives of the **X-Men** for years — now learn the secret origin of *En Sabah Nur*, the man called **Apocalypse**! By **Terry Kavanagh** and **Adam Pollina**!

# [WISH LIST]









IT ISN'T  
THE END OF  
THE WORLD,  
PETER...

YOU'LL STILL  
HAVE PLENTY OF  
**FREELANCE  
WORK.**

PROBABLY  
**MORE** THAN  
EVER!

BUT I  
WAS COUNTING  
ON A STEADY  
**PAYCHECK.**

I KNOW,  
AND I'M ALSO  
AWARE THAT YOU  
AND MARY JANE  
RECENTLY UPROOTED  
YOUR LIVES FOR  
THIS JOB.

YOUR  
SEVERANCE  
PACKAGE HAS  
AN ADJUSTMENT  
WHICH SHOULD  
**COMPENSATE**  
YOU FOR ANY  
INCONVENIENCE.



INCONVENIENCE --?!



WHAT ABOUT  
MY MEDICAL  
BENEFITS?



FULL FAMILY  
COVERAGE FOR  
A YEAR.

THAT'S VERY  
GENEROUS.

THANK  
JONAH.

HE FELT  
IT WAS THE  
LEAST WE  
COULD  
DO.



PETER...  
I AM VERY  
SORRY.

YEAH...

...ME,  
TOO?



MAYBE I SHOULD TRY TO SWEET-TALK HIM INTO -- NAH! THE GUY'S ABOUT TO BE A FATHER! HIS ROOF-HOPPING DAYS ARE LONG BEHIND HIM!

OWNW

WELL/  
WELL...

WHAT  
HAVE WE  
HERE?

SOOO...

... WHAT  
HAPPENS  
NOW?

THIS  
IS STILL A  
PRETTY BIG  
CITY --

-- BUT  
THERE AIN'T  
ALL THAT MANY  
OF US HERO  
TYPES LEFT!

I WONDER  
HOW PETE'S  
BEEN FILLING HIS  
SPARE TIME?

TAKE IT  
**BACK,**  
KADRIL!

APOLOGIZE  
FOR WHAT  
YOU SAID!

SPWAK

T-THEY'RE  
FREAKS AND  
MURDERERS,  
ALESIA --

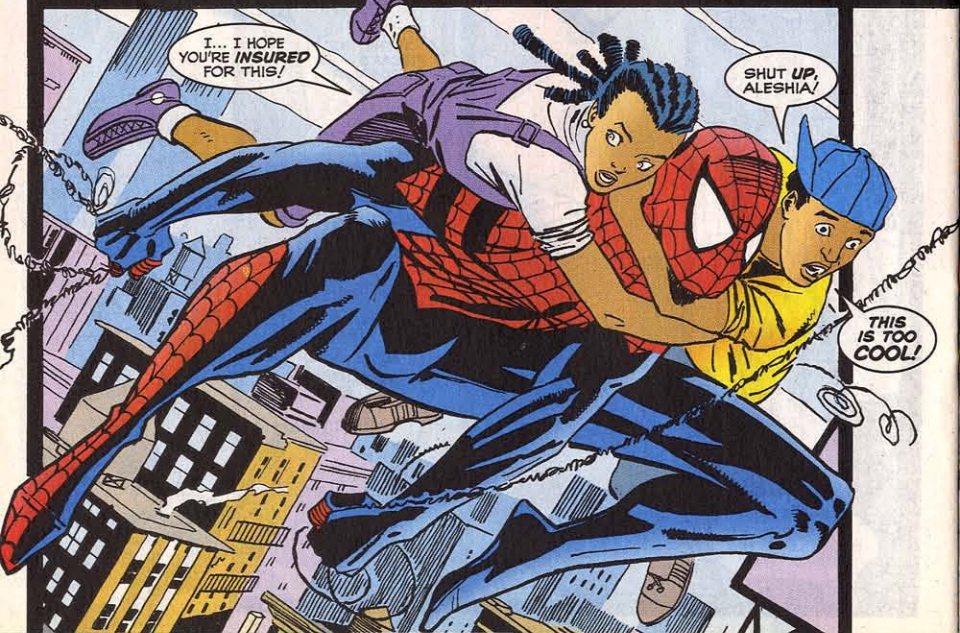
-- AND  
ONLY A TOTAL  
PERV WOULD  
DEFEND 'EM!

WHOA!

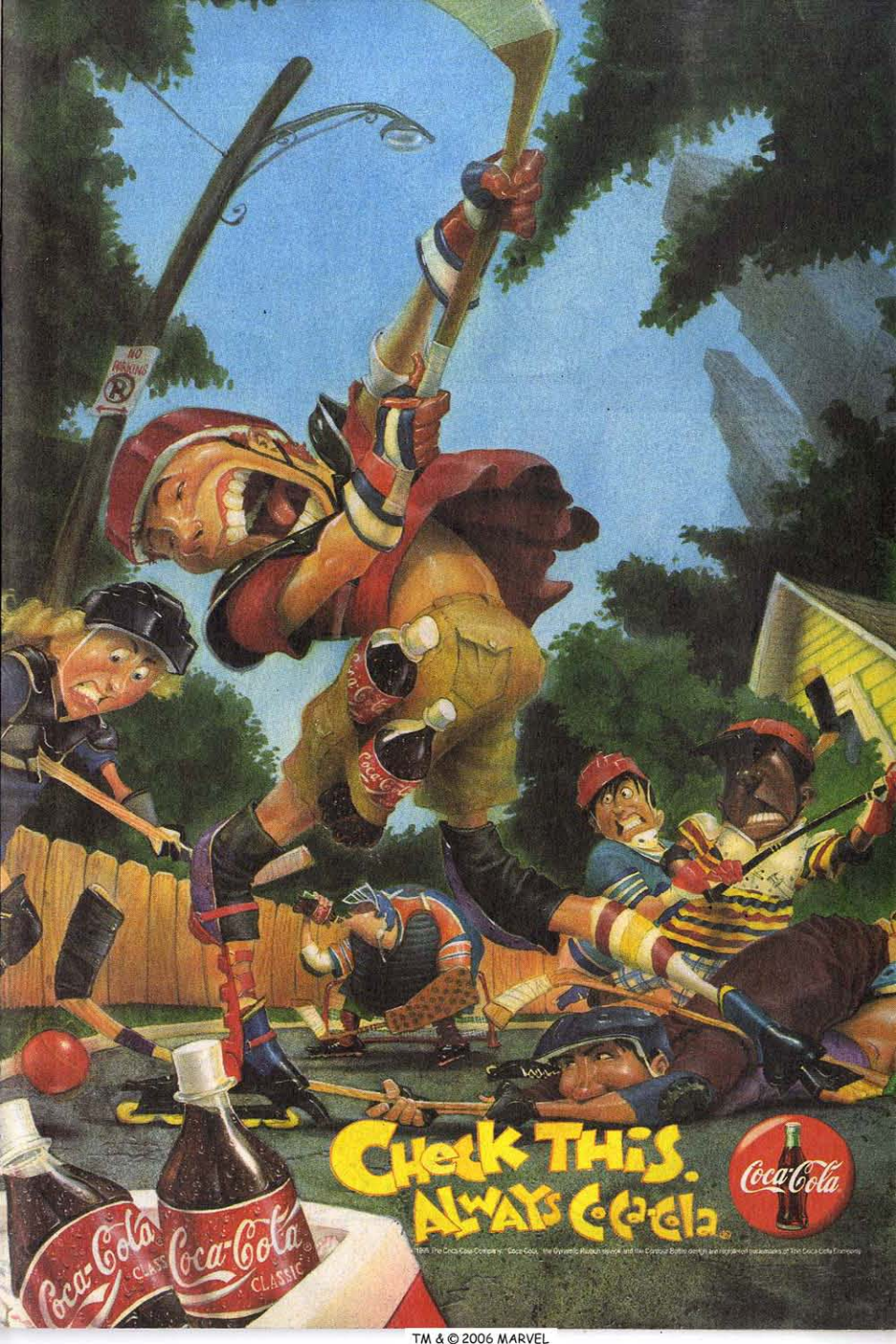
ARE  
YOU TWO  
PLAYING **POWER**  
**RANGERS ZEO...** OR  
IS THIS **RUMBLE**  
FOR REAL?!

ALESIA  
STARTED IT!







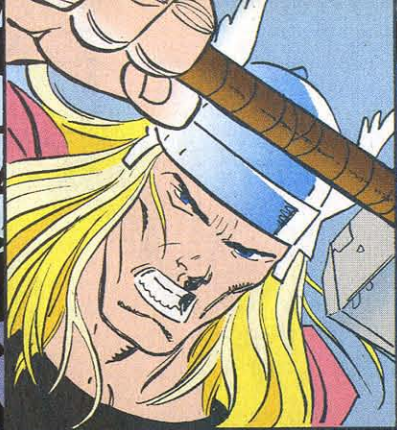


Check This.  
Always Coca-Cola.



© 1999 The Coca-Cola Company. "Coca-Cola," the Dynamic Ribbon Device and the Contour Bottle design are registered trademarks of The Coca-Cola Company.





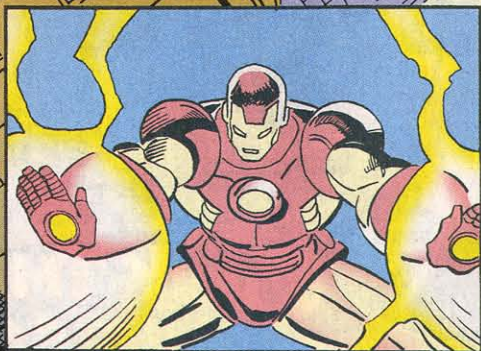
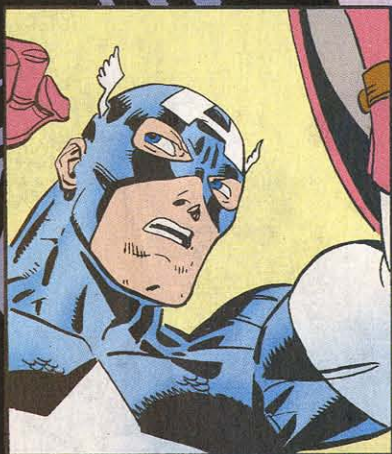
I KNOW  
YOU'RE BOTH  
UPSET AND  
ANGRY.

SO  
ARE MANY  
OTHERS!

THIS WORLD  
RECENTLY LOST  
SOME ITS MIGHTIEST  
AND GREATEST  
DEFENDERS!

THEY WERE  
**COURAGEOUS,**  
**NOBLE AND SELF-**  
**SACRIFICING!**

TRUE  
**HEROES** IN  
EVERY SENSE  
OF THE  
WORD!





WHILE  
THEY MAY  
HAVE HAD THEIR  
PERSONAL FAULTS  
AND PRIVATE PROBLEMS,  
THEY STILL PUT THEIR  
**LIVES ON THE LINE...**  
TIME AND TIME  
AGAIN!

**FIGHTING  
UNBEATABLE  
FOES!**

**STRIVING  
AGAINST  
IMPOSSIBLE  
ODDS!**

**WINNING  
IN THE FACE  
OF CERTAIN  
DEFEAT!**



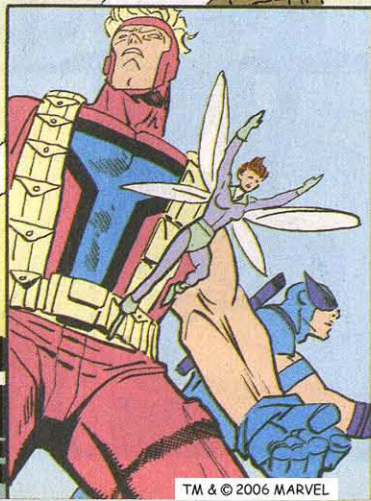
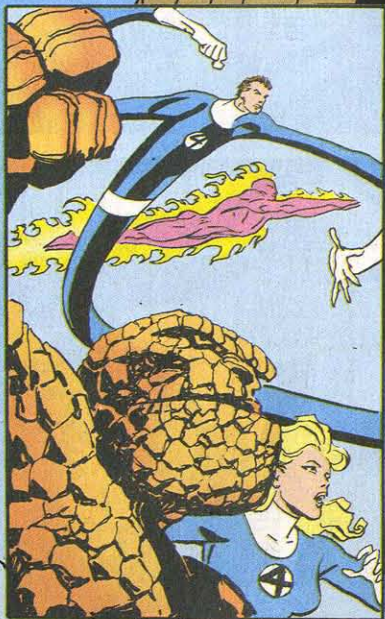
ARGUING  
ABOUT WHAT  
HAPPENED, AND  
TRYING TO ASSIGN  
BLAME, **WON'T**  
BRING THEM  
BACK!

IT ONLY  
DIMINISHES THEIR  
**SACRIFICE!**

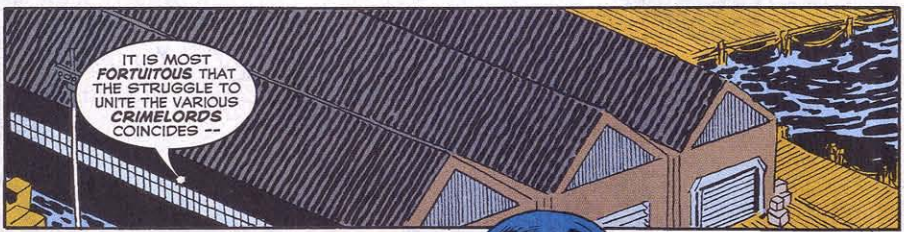
REMEMBER  
THEM AS  
THEY WERE!

HONOR THEM BY  
FOLLOWING THEIR  
PRINCIPLES --

-- AND  
**LIVING THE  
BEST LIFE  
YOU CAN!**







IT IS MOST  
FORTUITOUS THAT  
THE STRUGGLE TO  
UNITE THE VARIOUS  
CRIMELORDS  
COINCIDES --



-- WITH  
THE TIMELY  
DEMISE OF SO  
MANY COSTUMED  
VIGILANTES!

OUR  
MUTUAL  
EMPLOYER  
MUST BE  
PLEASED.

AFRAID NOT,  
SCRIER.

HIS  
ATTENTION  
IS CURRENTLY  
FOCUSED ON  
A PROJECT  
WHICH IS --

-- FAR MORE  
PERSONAL  
IN NATURE!



REALLY?

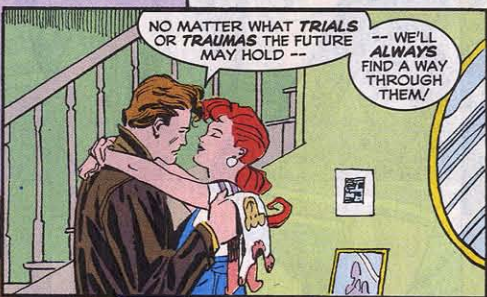
TELL ME  
MORE...













**You and  
the CAPN  
Make it Happen!**







An asteroid from the fourth planet from the sun came hurling to earth, spewing fiery flames and rancid, toxic fumes. Sent from an evil alien, the asteroid began oozing slimy, gruelish goo as it morphed into a mutant alien life form, on a mission to annihilate earth with telekinetic powers. Panic surged among the people. Super Heroes gathered. What would be saved?

What could be saved?



Thankfully, lunch.



ZIPLOC® KIDZ Printed Sandwich Bags featuring Marvel Super Heroes® are available in stores for only a millisecond.



THERE!  
THAT WAS  
FUN!

I HOPE  
I CAN COUNT  
ON YOU TWO  
TO KEEP THE  
PEACE FROM  
NOW ON.

NO MATTER WHAT THEY  
SAY ABOUT YOU IN  
THE BUGLE --

-- YOU  
ARE MOST  
DEFINITELY AN  
ALL RIGHT  
GUY!

YOU  
ACTUALLY  
KNEW MOST OF  
THE GUYS WHO  
BOUGHT  
IT!

HOW DO  
YOU KEEP ON  
GOING?

AFTER ALL,  
SOMEONE'S GOT  
TO SET A GOOD  
EXAMPLE FOR  
THE ADULTS!

THANKS  
FOR THE  
WILD RIDE,  
GUY!

I-IT'S  
HARD.

MAYBE  
THE HARDEST  
THING I'VE EVER  
ATTEMPTED.

I JUST TRY  
TO DO MY  
BEST...

... ONE  
DAY AT A  
TIME!





BESIDES,  
MY FRIENDS  
WILL NEVER  
LEAVE ME!

THEY'LL  
ALWAYS  
BE IN MY  
HEART!

*Dedicated to  
Stan Lee and Jack Kirby,  
Who Created the Greatest Universe OF ALL*



# THE SPIDER-SENSE WEB



Be afraid. Be very afraid. Bagley is writing. Last month, you held in your paws my final issue of **THE AMAZING SPIDER-MAN**. After almost five years on what has always been a dream assignment for me, I'm moving on to other things. But before I do, I need to thank some of the people who helped to make this comic the joy it's (almost!) always been to work on. First and foremost, to Danny Fingeroth for giving me the book that I grew up wanting to draw. Danny has always been one of my best editors, and has continued to be one of the best friends I've ever had. I'll always be in his debt.

I've always maintained that I could never be a writer because they work too hard. Luckily, with writers like David Michelinie, J.M. DeMatteis, and Tom DeFalco, that job has been handled by some of the best in the business. I have been honored to tell their stories.

Thanks are also due to Randy Emberlin and Larry Mahlstedt, the inkers who always did their utmost to bring the best out of my pencils. Also, thanks to colorist Bob Sharen, who's been there since the beginning.

To my friends Eric Fein and Mark Bernardo, who toiled and toiled to keep those monthly balls rolling — quite often, they were the ones who made this Georgia boy feel like he was in the office next door. Thanks also to Bob Budiansky and Ralph Macchio.

Finally, I give my humble and boundless gratitude to all of you readers out there. I stepped into a book that legends have worked on, and your continuing support allowed me to play here. For that, I will be forever thankful.

Whoa! My spider-sense is tingling! I've gotta go!

— Mark Bagley

Dear Spider's Web,

After reading the excellent (as usual) **AMAZING SPIDER-MAN** #412, I looked through my collection of Marvel Trading Cards and concluded that the enigmatic Gaunt is actually Silvermane, and that his shadowy employer is either Richard Fisk, the Foreigner, or the Answer. Then again, I'm probably wrong. I also have a couple of questions:

1) How long is Mark Bagley going to stay with ASM? (When he leaves, I shall go insane.)

2) I thought Molten Man died long ago in ASM #133. What's the story?

Keep up the good work! And until the disembodied spirits of Doc Ock and the Jackal team up in a maniacal plot to clone every Spider-Man villain that ever existed and unleash the clones to wreak havoc, Make Mine Marvel!

The Mad Carrot  
8021 Herb Farm Drive  
Bethesda, MD 20817

c/o Marvel Comics, 387 Park Avenue South, New York, NY 10016

**RALPH MACCHIO**

Editor

**JOE ANDREANI**

Assistant Editor

Correspondents: If you don't want your full address printed, please let us know.

Uh... Ralph, cancel that Doc Ock/Jackal plotline! Somebody figured it out!

Interesting guesses as to Gaunt's identity... you don't have long to wait now to find out for sure! As for your other questions...

1) Uhhm... see (gulp!) above for that answer. Have faith, friend. You'll still be seeing Mr. Bagley's stuff around, and we predict you'll be utterly blown away by our new regular penciler, X-MAN's own Steve Skroce! And what do you think of Ron Garney's stunning pencils in the meantime? (We've got a question for you, actually... how will you go insane over Mark's departure if you're already calling yourself "The Mad Carrot"? Here's where we remind everyone to please use their real names when writing to us. It's just more personal, and you can avoid bad jokes like the preceding!)

2) You must've missed some issues, pal! Molten's been alive and well for a long time!

Dear Spider's Web,

Great work on ASM #412! Mr. DeFalco wrote an awesome story, but one thing gets me. The title of the story was "The Face of My Enemy!" but you never showed the face! I'm with Ben that it might be Harry Osborn. It could also be...

1) The Vulture. Last I saw, he was getting old again...

2) The Chameleon. He's bound to have a grudge against Spidey.

3) Another Spider-clone. Degeneration can do that to ya!

4) A Miles Warren clone. Degeneration again.

If I'm right, I'm right. If I'm wrong, I guess I'd be... well... wrong.

Josh Vaughan  
P.O. Box 87  
Margarettsville, NC 27853

Well, you see... uh... the title was like a... like a Jeopardy question! Yeah! Think of it followed by, "What don't we actually see in **AMAZING SPIDER-MAN** #412?"

And you seem to be another one of those guys who just can't let the poor Osborns rest in peace!

Dear Spidey-people,

Extraordinary job on issue #412! Mark Bagley's outstanding pencils are always appreciated, and I also loved the idea of Spidey teaming up with Molten Man to solve the problem. I would also like to take a guess at the identity of "Gaunt": Harry Osborn! This explains his connection to Osborn Industries. It would also explain the reason for the contain-

ment suit, because Harry fell victim to his father's super-strength serum and was thought to have died in SPECTACULAR #200. More proof is the weapons. The Green Goblin also had some kind of green gas in his pumpkin bombs. As for the identity of his boss, and his connection to Trainer, you've still got me stumped! Now that I'm done with the guessing games, I have a few questions:

1) Is Ben Reilly's last name pronounced with a long "e" or a long "i"?

2) Is the Jackal really dead this time (we also saw him die way back in #149)?

3) Are there any plans for any Spidey/X-Men crossovers?

4) Any chance we can see the return of the Lizard or Venom?

5) Whatever happened to Ben being part of the New Warriors?

Well, thanks for your time, and until Wolverine starts baking cakes, Make Mine Marvel!

Adam Polk  
311 Woodledge Drive  
Bloomfield Hills, MI 48304-1784

Our time is yours, Adam! In regards to your queries...

1) "Reilly" rhymes with "Smiley." Really! Har-har!

2) The Jackal is at least as dead as he was that first time. Maybe even more. Or maybe not...

3) Spidey/X-Men crossovers remain a distinct possibility in the post-Onslaught Marvel Universe, though the X-Men seem to have a great deal of their own problems of late.

4) Venom's too busy in his own book to play around with Spidey in the near future, but beyond that, who knows? The Lizard, on the other hand, is back with a vengeance in SPECTACULAR!

5) Ben was in the NEW WARRIORS as the Scarlet Spider, not as Spider-Man — and as far as the Warriors are concerned, that Scarlet Spider went bad and became a monster! Ben would have to reveal his secret i.d. to explain things, and he's not prepared to do that!

## NEXT ISSUE:

Well, we teased you a bit this issue... now you're gonna get the full scoop! Judas Traveller, Scier, and the Host have been meddling in the lives of the Spider-Men since Ben Reilly's return, and now we learn what their real story is! The unraveling of the clone mysteries begins right here, by this issue's stellar team of DeFalco, Garney, and Williamson!

DESIGN BY COMICBOOKART







Shatter  
your  
senses



Have a  
Butterfinger  
blast.