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**AUG
#425**



THE AMAZING SPIDER-MAN



**A DOUBLE-SIZED
HIGHVOLTAGE
THRILLER**

**FEATURING
SPIDEY'S
FIGHT TO THE
FINISH WITH THE
AWESOME
ELECTRO!**

**GUEST-
STARRING**

X-MAN

**Featuring
YOUR NEW GUIDE
TO THE
MARVEL
UNIVERSE!**

DeFALCO SKROCE LaROSA

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HEY, IT'S
THE EVER-
AMAZING

SPIDER-MAN!

A true hero at heart, Spider-Man has dedicated his life to preventing injustices against the innocent.



Meeet Peter Parker, once a brilliant, though meek, high school student, orphaned as a child and reared by his doting Uncle Ben and Aunt May. At a science fair, Peter was bitten by an irradiated spider and gained the proportionate strength, speed, agility and early warning "spider-sense" of that arachnid. He used these powers for personal fame and fortune as a masked Spider-Man. But when Peter failed to stop a criminal who later killed his beloved Uncle Ben, the youth's costumed identity took on a far deeper significance. He realized that with great power there must also come great responsibility. So Peter Parker became the wall-crawling nemesis of the criminal element; a young man determined to atone for the tragic death of his uncle — The Amazing Spider-Man!

MARY JANE WATSON-PARKER

The wife of Peter Parker/Spider-Man, and his closest confidant. She has currently returned to Empire State University as a student majoring in psychology.



AUNT ANNA WATSON

The aunt of Peter Parker's wife, Mary Jane Watson-Parker. She recently came to live with Peter and Mary Jane in their house in Forest Hills, Queens.



JOE "ROBBIE" ROBERTSON

A man of great journalistic integrity, he is the conscience of the Daily Bugle newspaper. Robbie began his career there as the paper's city editor, and has risen to become its editor in chief. He is a friend and confidant of Peter Parker.



X - M A N

Nate Gray is a young mutant with immense telepathic, telekinetic and other psionic abilities. He has come from an alternate Earth which has been conquered by an evil entity called Apocalypse. He and Peter Parker have become friends since their first meeting a few months ago. With his telepathic talent, Nate has discerned that Peter Parker and Spider-Man are one and the same.



E L E C T R O

Maxwell Dillon was struck by lightning while working as a high-wire lineman for a power company. The blast infused him with the ability to discharge enormous amounts of electricity, and Dillon quickly put his awesome power to use as the criminal called Electro. He has been defeated by Spider-Man many times.



T H E R O S E

A criminal mastermind whose face is hidden behind a mask; thus, his identity is a secret from all. The Rose's chief goal is the consolidation of New York's underworld behind him and the elimination of Spider-Man as a threat to his power.



D E L I L A H

The Rose's primary enforcer, she is a super-powered woman who has been set on the trail of Spider-Man several times, though she has failed to destroy him.



PREVIOUSLY IN

THE AMAZING SPIDER-MAN

One of Spider-Man's greatest enemies, Electro had reemerged thanks to the efforts of the criminal mastermind—The Rose.



During his search for Electro, who had just recently humiliated him in a battle, Spidey encountered the mercenary Elektra. They teamed to defeat the ninja assassins of the Black Tarantula—The True Believers.

Despite the victory over the Black Tarantula's minions, Spider-Man was no closer to finding the master of the electric force—Electro.



Now, the web-spinner's man-hunt continues as Electro wreaks havoc on New York's defenseless streets.

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THE
Stan Lee
PRESENTS
THE AMAZING SPIDER-MAN

The CHUMP, The CHALLENGE And The CHAMPION!

Oh,
MAA-ANN!
SOMETHING
TELLS ME IT'S
TIME I HELPED
MYSELF, AND
HEADED
HOME.

I'M
EXHAUSTED! I'VE
BEEN UP ALL NIGHT --
CRISSCROSSING THE
ENTIRE CITY IN THE
DESPERATE HOPE OF
GETTING A LINE ON
ELECTRO!

THE
SELF-PROCLAIMED
MASTER OF ELECTRICITY
RECENTLY SUPER-CHARGED
HIMSELF... AND KICKED
MY WEB-COVERED
BUTT!

I'VE
GOT TO FIND
HIM! THOUGH HE'S
KEPT A LOW PROFILE FOR
THE PAST FEW
WEEKS --

-- IT'S
ONLY A MATTER OF
TIME BEFORE HE
ATTEMPTS TO USE HIS
ENHANCED POWER
FOR SOME BIG
SCORE!

TOM DEFALCO **BUD LAROSA**
WRITER INKER
AND A BIG WELCOME BACK TO SUPERSTAR
STEVE SKROCE PENCILER

RICHARD STANKINGS **BOB SHAREN** **RALPH MACCHIO** **BOB HARRAS**
& COMICRAFT/INKS LETTERS COLORS EDITOR CHIEF

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I TOLD MY WIFE I'D ONLY BE GONE A FEW HOURS!

SHE'LL BE FURIOUS, AND I CAN'T BLAME HER!

MY TEMPLES ARE STARTING TO POUND, AGAIN --
-- BUT A HEADACHE'S THE LEAST OF MY PROBLEMS!

MARY JANE THINKS I SPEND TOO MUCH TIME PLAYING HERO THESE DAYS -- TO THE DETRIMENT OF MY OTHER RESPONSIBILITIES -- AND SHE'S PROBABLY RIGHT!



HEY!!! LOOKS LIKE SHE'S STILL ASLEEP!

I MAY ACTUALLY GET AWAY WITH THIS --!



BREEP
BREEP
BREEP

Oh, NO! THE ALARM --!

-- MY ONLY HOPE IS TO LEAP ACROSS THE ROOM --



-- AND DUCK BENEATH THE COVERS BEFORE SHE SPOTS ME!

P- PETER --
P/P



YOU AWAKE, HONEY --?

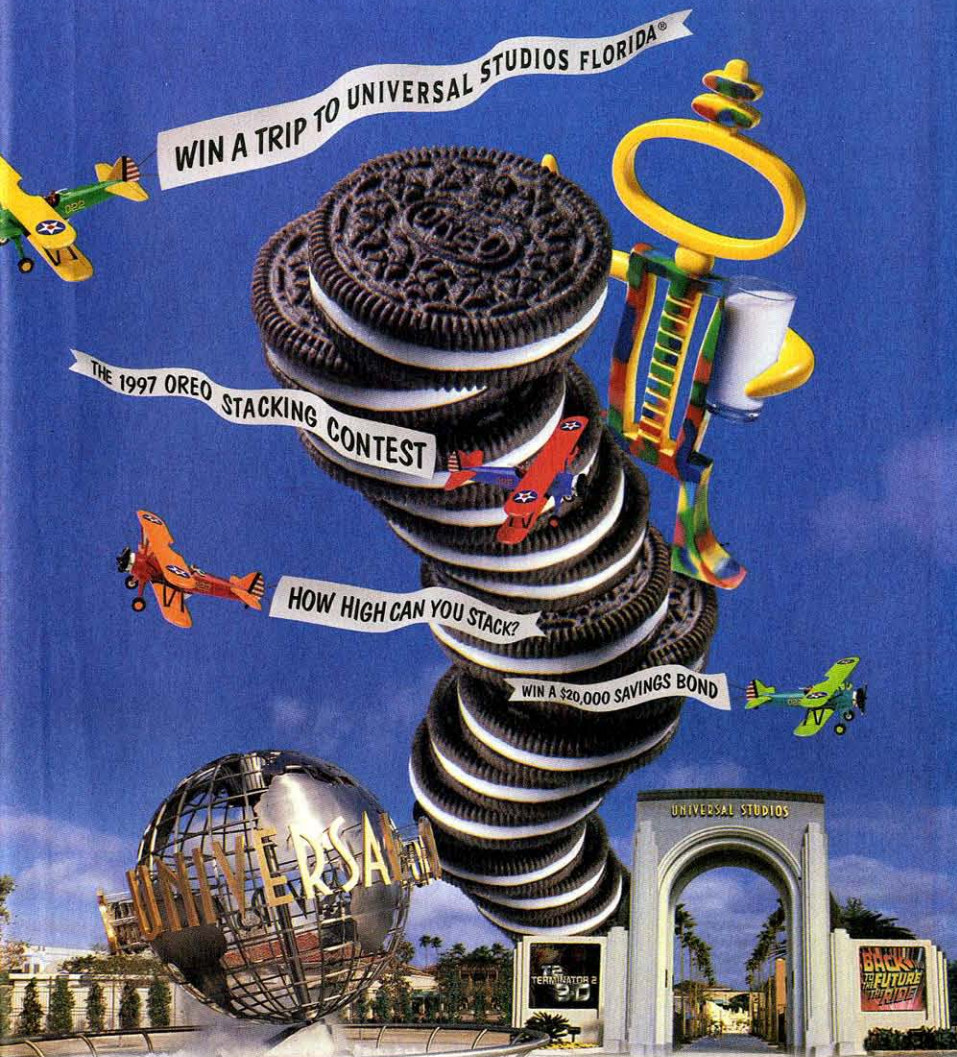
MXJZPTLK

IS IT TIME TO GET UP?



BELIEVE IT, BUDDY BOY!
YOU'RE BUSTED!

Y-YOU KNEW --?



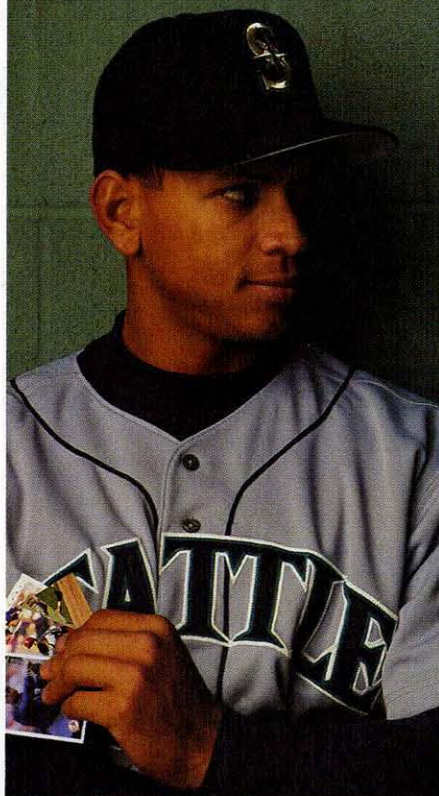
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"I like reading about hitters,
since they so rarely
make it to second where
we can meet."

"And I like
having the shortstop's picture,
since he's usually facing
the fence, watching my ball
go over it."

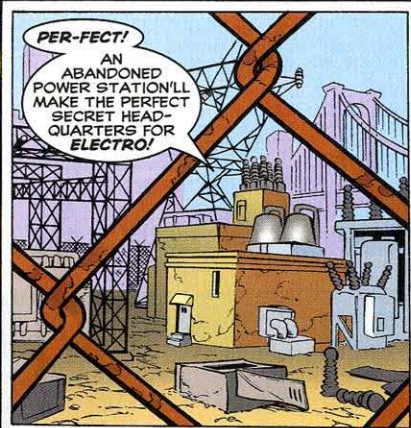


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A
LITTLE
MARTHA
STEWART
HERE!
A
TOUCH
O'OPRAH
THERE!

AND
THIS PLACE
COULD EASILY
RIVAL AVENGERS
MANSION OR FOUR
FREEDOMS
PLAZA!

SOUNDS VERY
HOMEY... AND QUITE
EXPENSIVE!

WHAT A PITY YOU
BURNED UP YOUR
SHARE OF THE TAKE --
AS WELL AS OURS --
OF THIS MORNING'S
HIJACKING!

SOMETHIN'
BOTHERIN' YOU,
ROSE?

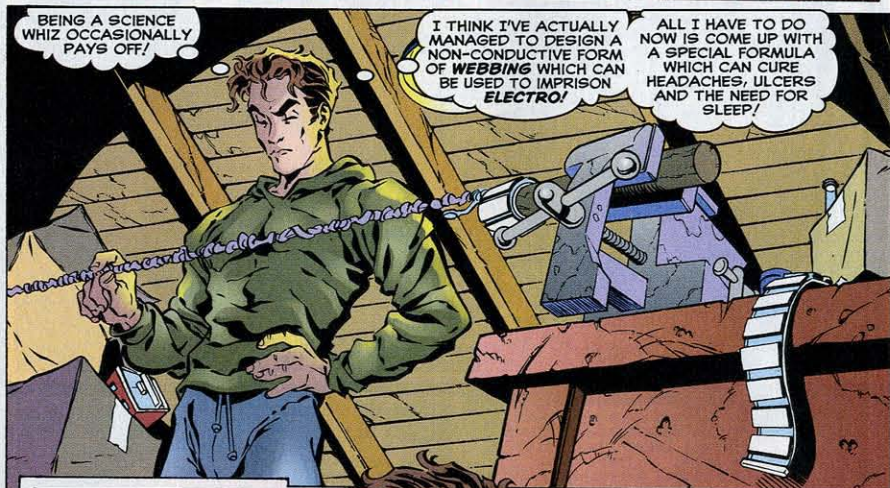
INDEED!
I ADVANCED
CONSIDERABLE
FUNDS TO ENHANCE
YOUR MASTERY OF
ELECTRICITY, AND TO
ACQUIRE THIS
SUB-STATION.

IF I AM TO SEE AN
APPROPRIATE RETURN
ON MY INVESTMENT,
THERE CAN
BE NO MORE
MISHAPS.

DO
WE UNDER-
STAND EACH
OTHER?

YEAH...
SURE... I HEAR
YA!

I
JUST GOT ONE
QUESTION...



I'M...Uh... IN THE MIDDLE OF A SCIENCE EXPERIMENT, AUNT ANNA!





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JUST GIVE ME

A MINUTE

TO CLEAN UP!

DON'T GO TO ANY TROUBLE ON MY ACCOUNT!

I CALLED A FRIEND OF MINE AT THE SENIOR CENTER WHO USED TO OWN A HEALTH FOOD STORE.



HE GAVE ME A NATURAL RECIPE WHICH SHOULD HELP YOUR HEADACHE AND ULCER!

MY! MY! WHATEVER ARE YOU DOING UP HERE?



THIS LOOKS **VERY** INTERESTING!

WHAT IS IT?

A-AN EXPERIMENT DEALING WITH... Uh... TENSILE STRENGTH!



BUT IT'S REACHED A CRITICAL STAGE, AND I NEED TO GET BACK TO IT!

CALL ME WHEN YOU'RE FINISHED WITH THE TRAY!

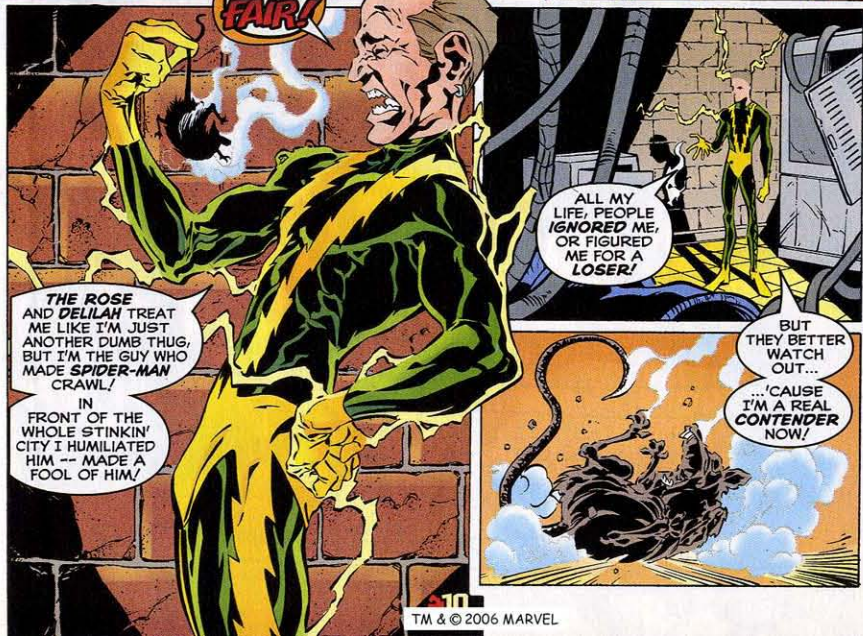
THAT'S NOT NECESSARY! I'LL BRING IT DOWN LATER!



3WHEW! I KNOW ANNA MEANS WELL, BUT LIVING WITH M.J.'S AUNT IS REALLY STARTING TO -- AW, NO!

JUST LOOK AT MY COSTUME!





I'VE BEEN **FORGOTTEN**
WHILE LESS TALENTED
BADDIES GRABBED
THE HEADLINES --

-- WITH
THEIR FLASHIER
COSTUMES --

-- AND
MORE FLAMBOYANT
CRIMES!

GETTIN'
MY PRESS 'CAUSE
THEY WERE THE NEW
KIDS ON THE
BLOCK.



NO
MORE!

"MY OWN FATHER
ABANDONED
ME BECAUSE I
WAS A **USELESS**
NOTHIN'!"



NO
MORE!



"MY WIFE
DIVORCED ME
BECAUSE SHE
THOUGHT I
DIDN'T HAVE
AMBITION!"



NO
MORE!



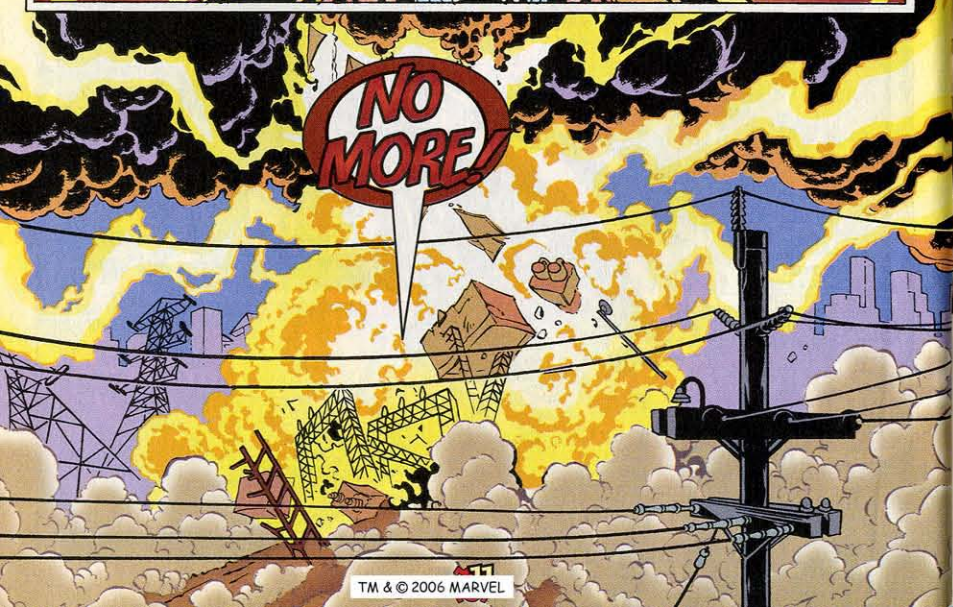
"EVEN MY
BELOVED
MOTHER
THOUGHT I
LACKED THE
DRIVE AND
INTELLIGENCE
T'EVER MAKE
ANYTHIN'
O'MYSELF!"



NO
MORE!



**NO
MORE!**



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SPIDERLIKE
BEHAVIOR.**



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I'LL
SHOW
THEM
ALL!



I'LL BE
TOP O' THE
HEAP BEFORE
THE DAYS
OVER!



THEY'RE
GONNA REMEMBER
THE NAME **ELECTRO** --
FOREVER!



WHERE IS PETER?
HE SAID HE HAD A FEW
CHORES TO DO AT
HOME --

-- BUT HE
PROMISED TO
MEET ME AT THE
E.S.U. CAFETERIA
FOR A QUICK BITE
BEFORE OUR
AFTERNOON
CLASSES.

I HOPE HE HASN'T
COLLAPSED FROM LACK
OF SLEEP, OR -- EVEN
WORSE -- GONE OFF
AS **SPIDER-MAN**
AGAIN.

HE CAN'T
AFFORD TO
CUT ANY MORE
CLASSES

THOUGH
HE'S BEEN TRYING
TO PUT UP A GOOD
FRONT, IT'S PRETTY
OBVIOUS HE'S HAVING
A ROUGH TIME GETTING INTO
A COLLEGE GROOVE.



HEY! YOU'RE **MARY
JANE PARKER** --
RIGHT?

DO I KNOW
YOU?

I'M
PHIL URICH
AND THIS IS
MERIDETH
CAMPBELL!



I REMEMBER NOW!
YOU TWO WORKED
WITH MY HUSBAND
AT THE **DAILY
BUGLE**.

**KIND OF! WE
USED TO BE
INTERNS.**

YOU HEAR ABOUT
J. JONAH JAMESON
GETTING MUGGED IN
HIS OWN BUILDING
A FEW DAYS
BACK?



IT'S **TERRIBLE!**
THEY HAVE ANY
SUSPECTS
YET?

YEAH... LIKE
ANYONE WHO'S
EVER MET THAT
WASTE!



BE NICE,
PHIL.

**C'MON, MERRY -- I
AIN'T GONNA WASTE
SYMPATHY ON THAT
MISERABLE OL'
SKINFLINT!**



NOT WHILE A DECENT BRO LIKE
SPIDER-MAN IS CONSTANTLY
OUT RISKIN' HIS NECK AGAINST
KILLER-PSYCHOS LIKE THE
VULTURE, JACK O'LANTERN
AND **ELECTRO!**



HOO-BOY! I CAN EXPECT AN EARFUL FROM MARY JANE WHEN I GET HOME.

I WENT TO THE E.S.U. CAMPUS WITH THE FULL INTENTION OF ATTENDING MY CLASSES --

-- BUT THEN I GOT TO THINKING ABOUT **ELECTRO** AGAIN! IN FACT, THAT'S ALL I'VE BEEN THINKING ABOUT LATELY!

BESIDES, AUNT ANNA'S MIRACLE BREW ACTUALLY **WORKED**... AND I'M FEELING TOO GOOD TO ZONE OUT ON SOME BORING SCIENCE LECTURE.

I'M JUST GLAD I MANAGED TO CLEAN THOSE GREASE STAINS OFF MY COSTUME.

SPEAKING OF MY COSTUME, MAYBE I SHOULD MAKE A FEW MODIFI! -- HEY!



NO SUCH LUCK! IT'S ONLY A WORKMAN DOING SOME SPOT WELDING.

I NEED TO RELAX. I'M MUCH TOO JUMPY. MARY JANE WOULD ONLY GIVE ME MORE GRIEF IF I TURNED TO HER --

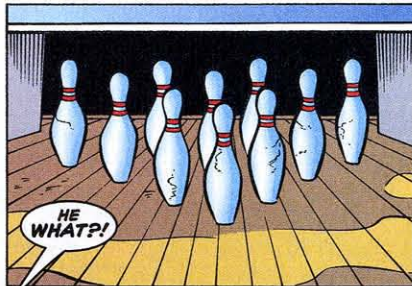


THAT FLASHING LIGHT --!

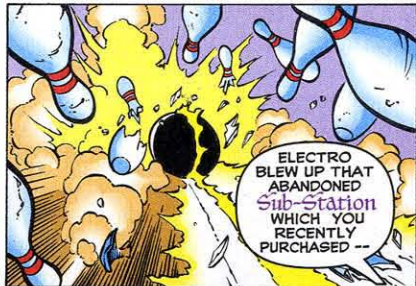
THERE'S A CHANCE IT'S **ELECTRO**!



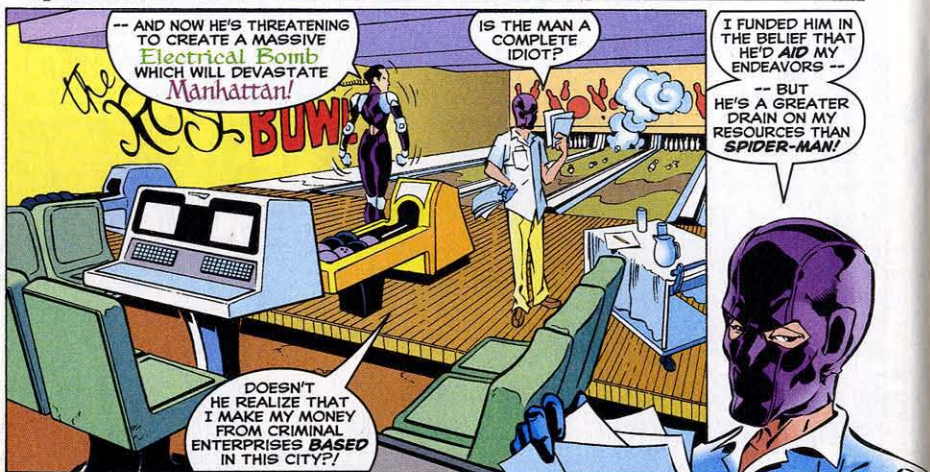
-- BUT I DO HAVE A BUD WHO CAN ACTUALLY UNDERSTAND WHAT I'M GOING THROUGH!



HE
WHAT?!



ELECTRO
BLEW UP THAT
ABANDONED
Sub-Station
WHICH YOU
RECENTLY
PURCHASED --



-- AND NOW HE'S THREATENING
TO CREATE A MASSIVE
Electrical Bomb
WHICH WILL DEVASTATE
Manhattan!

IS THE MAN A
COMPLETE
IDIOT?

I FUNDED HIM IN
THE BELIEF THAT
HE'D **AID** MY
ENDEAVORS --

-- BUT
HE'S A GREATER
DRAIN ON MY
RESOURCES THAN
SPIDER-MAN!

DOESN'T
HE REALIZE THAT
I MAKE MY MONEY
FROM CRIMINAL
ENTERPRISES **BASED**
IN THIS CITY?!



Dump Him!
I'M POWERFUL
ENOUGH TO
Satisfy
YOUR EVERY
NEED!

TRUE,
BUT IT'S GOOD
BUSINESS TO HAVE
A **PAWN** WHICH
YOU CAN EASILY
SACRIFICE!



WHY,
Rose --
THAT'S THE
Sweetest
THING YOU'VE
EVER SAID
TO ME!

SAHEME



I THINK I KNOW THE
PERFECT CANDIDATE,
BUT THERE ARE
COMPLICATIONS!

IF YOU'LL
PLEASE EXCUSE
ME, I MUST MAKE
THE APPROPRIATE
ARRANGEMENTS...



THE
ROSE

X
SIRIUS

DELLAH



I
WON'T GIVE
UP WITHOUT
A FIGHT!

JOE AND I HAVE INVESTED TOO
MUCH INTO OUR MARRIAGE!

I'VE JUST
GOT TO CONVINCE
HIM TO **QUIT** THAT STUPID
JOB BEFORE IT KILLS
HIM!



YOU WOULD BE WELL ADVISED TO
PAY PARTICULAR **ATTENTION**
TO TODAY'S LECTURE.



IT WILL BE
OF PARAMOUNT
IMPORTANCE IN
YOUR NEXT EXAM.

I NOTICE THAT WE'RE MISSING
TWO STUDENTS TODAY... **Mr. FEIN**
AND **Mr. PARKER**.



FEIN'S
DOWN WITH THE
FLU, PROFESSOR
HOWARD BUT I
THOUGHT I SAW
PARKER WALKING
TOWARD THE
CAFETERIA
EARLIER.



REALLY?!
HE
OBVIOUSLY
DOESN'T
CONSIDER
THIS CLASS
A HIGH
PRIORITY.

HOWEVER, IF YOU WOULD BE
SO KIND, **Mr. STACY** -- PLEASE
MAKE YOUR NOTES AVAILABLE
TO BOTH OF OUR
ABSENTEES.

YOU CAN
COUNT ON ME,
PROFESSOR!



YEAH...
RIGHT!

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DID I HEAR YOU CORRECTLY?

YOU THINK WE SHOULD BRAIN-FRY ELECTRO?

THAT'S A JOKE... RIGHT?

FOR A FULL, UNNERVING MINUTE, NATE GREY REMAINS SILENT.

HE IS A POWERFUL MUTANT TELEPATH WHO CAN MANIPULATE MATTER AS WELL AS ENERGY, AND -- OVER THE PAST FEW MONTHS -- HAS BECOME A FRIEND OF SPIDER-MAN.

WHAT GOOD WILL CAPTURING HIM DO?

HE'LL ONLY RETURN TO THREATEN YOU AGAIN.



MAYBE SO...

AND I KNOW THE WORLD YOU'RE FROM IS A VIOLENT KILL-OR-BE-KILLED PLACE... BUT WE'RE SUPPOSED TO BE THE GOOD GUYS, REMEMBER?

BUREAUCRATS, LAWYERS AND JUDGES MAY BE FORCED TO SETTLE FOR **EXPEDIENCY** AT THE COST OF JUSTICE --

-- BUT WE SHOULD HOLD OURSELVES TO A **HIGHER STANDARD!**



I THOUGHT YOU WANTED REVENGE!

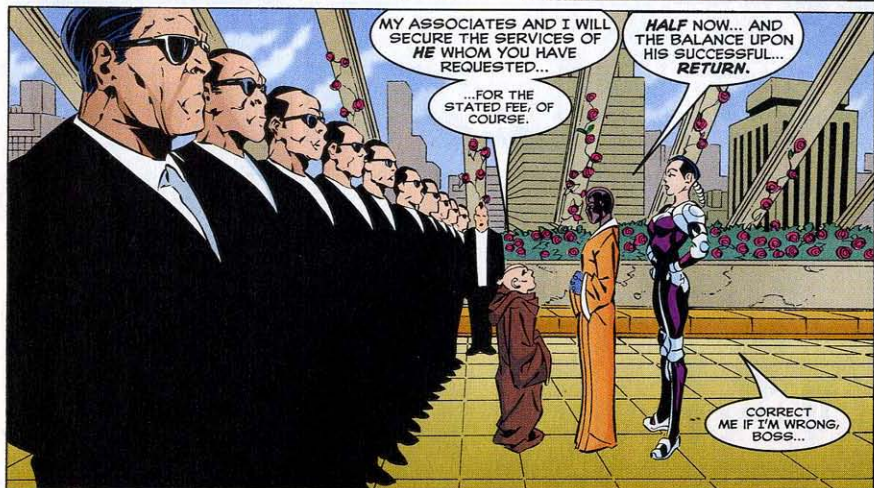
I MAY HAVE SAID THAT IN A MOMENT OF ANGER, BUT WHAT I REALLY WANT IS -- **REDEMPTION** -- THERE'S A BIG DIFFERENCE!

LOOK, NATE, I'LL CHECK IN WITH YOU LATER...



...I'VE GOT TO MAKE A FEW LAST MINUTE PREPARATIONS --

-- THEN, I'M GOING TO HOT-WEB IT OVER TO THE **BUGLE**, AND CHECK ON THEIR LEADS!



DAILY BUGLE

PARKER!

LET A WORKING MAN PASS, KID! I GOTTA GET DOWN TO THE BOWERY!

THERE'S BEEN A BOMBING AT A SUPPOSEDLY ABANDONED POWER STATION!

YOU BE CAREFUL, LOU!

SOUNDS LIKE ELECTRO'S WORK, BUT HE'LL BE LONG GONE BY NOW.

I'D BETTER CHECK IN WITH ROBBIE, AND -- Uh, Oh!

MY TIMING'S AS BAD AS MY LUCK!

LOOKS LIKE HE AND HIS WIFE ARE SQUABBLING AGAIN.

I WONDER IF SHE'S REAMING HIM OVER THE HOURS -- AND DANGERS -- ASSOCIATED WITH HIS JOB.

Oh, MAA-AAN! THIS DOESN'T LOOK GOOD!

GO AFTER HER, ROBBIE! THAT'S THE WOMAN YOU LOVE!

YOU NEED TO GET YOUR PRIORITIES IN ORDER, MAN --

-- AND SO DO I! MARY JANE'S RIGHT! I'VE BEEN ALLOWING ELECTRO TO DOMINATE MY LIFE, AND I PUT MY OWN MARRIAGE AT RISK!

I'VE GOT TO BEG HER FORGIVENESS AND --

YO, PARKER --!

THIS ENVELOPE ARRIVED FOR SPIDER-MAN.

I FIGURED YOU COULD DELIVER IT NEXT TIME YOU SNAP HIS PHOTO.

HEY! I DIDN'T MEAN FOR YOU TO OPEN IT --!



Where
have all
the cookies
gone?

Into Hershey's®
Cookies'n' Creme.

Jammed with Cookies.

Crammed with Crunch.



A mouthful of cookies in every bite.™



I JUST WANTED TO SEE IF IT WAS SOMETHING URGENT, OR --

-- WHOA!



PARKER, YOU'D SHARE A HOT LEAD WITH YOUR OL' BUDDY, BEN URICH?

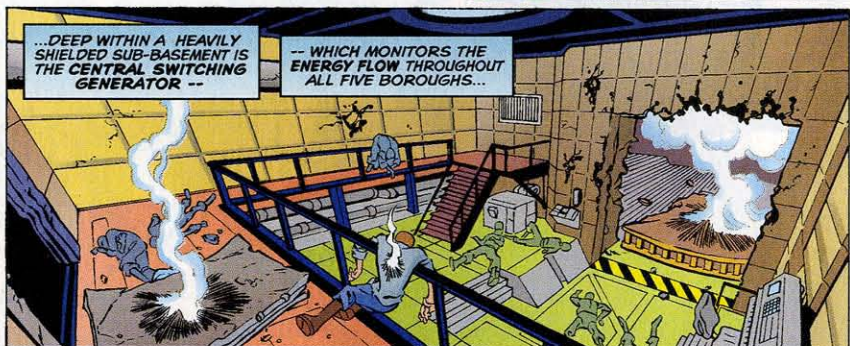
PARKER?

PARKER --!?



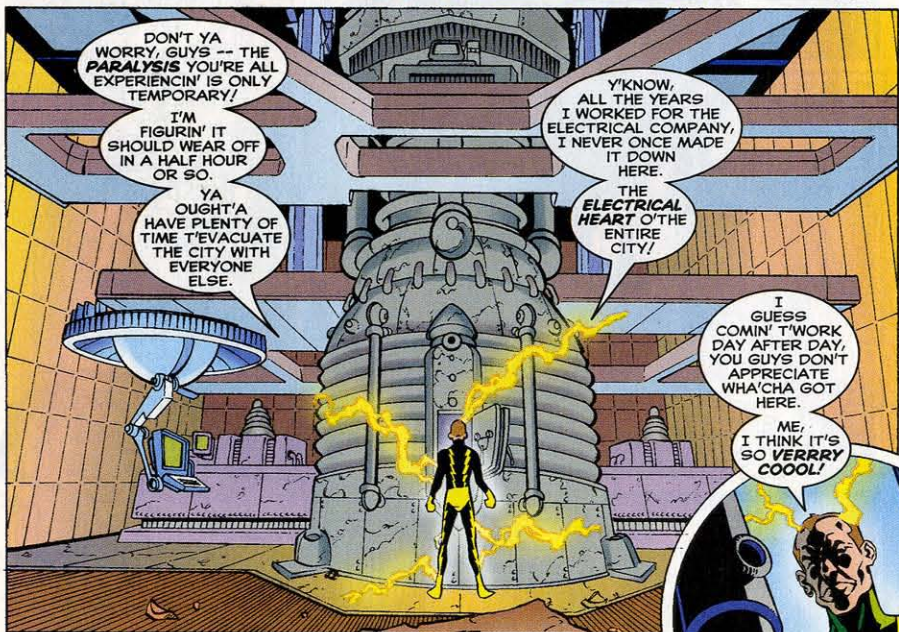
ALONG THE BORDER OF THE EAST RIVER IS AN UNIMPOSING BUILDING OWNED BY CON EDISON --

-- THE COMPANY WHICH SUPPLIES ELECTRICAL POWER TO THE CITY OF NEW YORK...



...DEEP WITHIN A HEAVILY SHIELDED SUB-BASEMENT IS THE CENTRAL SWITCHING GENERATOR --

-- WHICH MONITORS THE ENERGY FLOW THROUGHOUT ALL FIVE BOROUGHS...



DON'T YA WORRY, GUYS -- THE PARALYSIS YOU'RE ALL EXPERIENCIN' IS ONLY TEMPORARY!

I'M FIGURIN' IT SHOULD WEAR OFF IN A HALF HOUR, OR SO.

YA OUGHT'A HAVE PLENTY OF TIME T'EVACUATE THE CITY WITH EVERYONE ELSE.

Y'KNOW, ALL THE YEARS I WORKED FOR THE ELECTRICAL COMPANY, I NEVER ONCE MADE IT DOWN HERE.

THE ELECTRICAL HEART O'THE ENTIRE CITY!

I GUESS COMIN' T'WORK DAY AFTER DAY, YOU GUYS DON'T APPRECIATE WHA'CHA GOT HERE.

ME, I THINK IT'S SO VERRY COOL!



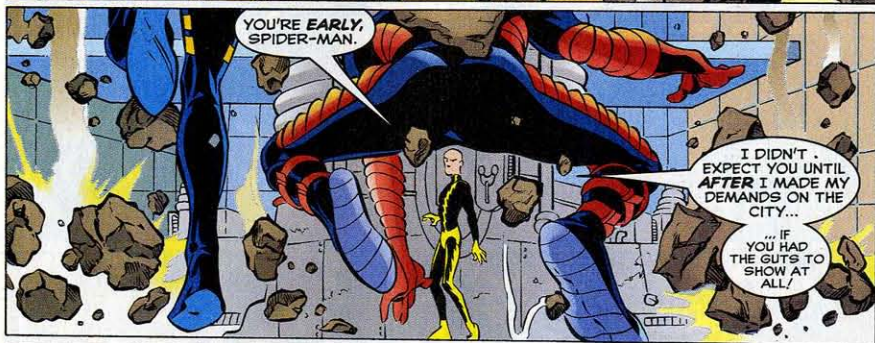
WE'RE SOOO GLAD YOU ENJOYED THE **TOUR PORTION** OF OUR PROGRAM.

YOUR HUMBLE GUIDE WISHES TO REMIND YOU THAT **TIPPING** IS NOT A CITY IN **CHINA**.

AND NOW, BEFORE WE CONTINUE OUR DAYS ACTIVITIES, YOU MUST DECIDE IF YOU'D PREFER...

...A) IMMEDIATE SURRENDER!

OR B) A SEVERE BUTT-KICKING!



YOU'RE **EARLY**, SPIDER-MAN.

I DIDN'T EXPECT YOU UNTIL **AFTER** I MADE MY DEMANDS ON THE CITY...

...IF YOU HAD THE GUTS TO SHOW AT ALL!



AM I SUPPOSED TO **COWER** IN FEAR BECAUSE YOU CAME IN AN **INSULATED** COSTUME... AND BROUGHT **LEATHER BOY** ALONG FOR COMPANY?



YOU'RE THINKING THE **OLD ELECTRO**, PAL. I'M THE MAN WITH THE **POWER** NOW!

YOU AND YOUR **LEONARDO DICAPRIO** WANNABE BETTER HIT THE ROAD BEFORE I **SIZZLE** YOUR SYNAPSES LIKE LAST TIME.

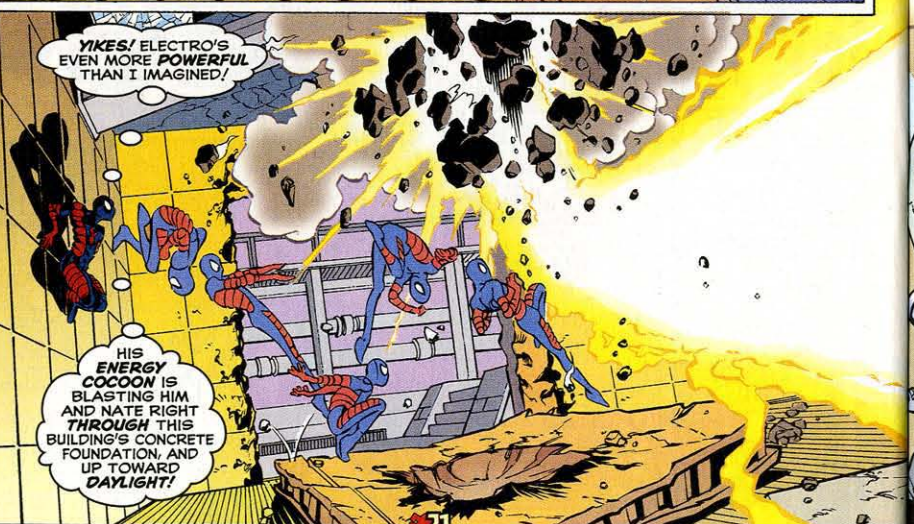


I THOUGHT YOU SAID THIS GUY TENDED TOWARD THE **INSECURE** SIDE.

OOPS! MY MISTAKE!

I'M ASSUMING **DELILAH** RATTED ME OUT!

THAT LADY NEVER DID LIKE ME.





SCOPE IT, MAN! I'LL BET THAT'S A GAS MAIN!

COOOO!

YOU THINK THEY'LL CLOSE THE SCHOOL?

THE WAY THAT SUCKER'S BLOWIN', THEY'LL PROBABLY CLOSE THE ENTIRE BOROUGH!



Oh, MAN!

Oh, MAN!

Oh, MAN!

THIS IS EXACTLY WHAT I FEARED!

THE STREETS ARE CROWDED WITH PEOPLE, AND ELECTRO'S GOING BERSERK!



Uh-Oh! NATE'S STUNNED --

-- AND HE'S ABOUT TO BECOME THE GUEST OF HONOR AT A MUTANT BARBECUE --



-- UNLESS I DO MY HERO THING!



HAHAHAHA!

I... I DON'T BELIEVE IT! HE'S ACTUALLY LAUGHING AT ME!

YOU OKAY, BUD?

H-HIS ELECTRICAL FEEDBACK CAUGHT ME BY SURPRISE... BUT I'LL RECOVER!



I GOTTA HAND IT TO YOU, WEBS.

THE NEW UNION SUIT ACTUALLY WORKED!



IT ALLOWED YOU T'MAKE CONTACT WITHOUT BEIN' FRIED TO A CRISP.

I'M VERY IMPRESSED!



ELECTRO, THERE'S NO **NEED** FOR US TO FIGHT.

I ONCE SAVED YOUR LIFE... REMEMBER?!



OOOOO! WRONG TACK, WEB-MAN!

THAT'S A VERY SORE SUBJECT, AND YOU SHOULD'A KNOWN **BETTER** THAN T'BRING IT UP!

IN CASE
YOU HAVEN'T
NOTICED...

...I'M A
WHOLE NEW
ME!

MY DAYS
O'WHININ' AND
SNIVELIN' ARE
LONG GONE!

CONGRATULATIONS!

YOU
SHOULD
CONSIDER
WRITING A
BOOK, AND
HITTING THE
TALK SHOWS!

A
STORY AS
INSPIRATIONAL AS
YOURS DESERVES A
MUCH WIDER AUDIENCE!



I-IT'S
TAKING ALL
MY **SPEED** --
ALL MY **AGILITY** --
TO STAY AHEAD OF
HIS ELECTRICAL
BARRAGE --

-- BUT
I CAN'T KEEP
THIS PACE
UP MUCH
LONGER!

I'M
STARTING
TO **TIRE**, AND
JURKKKK ALL THIS
TENSION IS
TRIGGERING MY
ULCER!

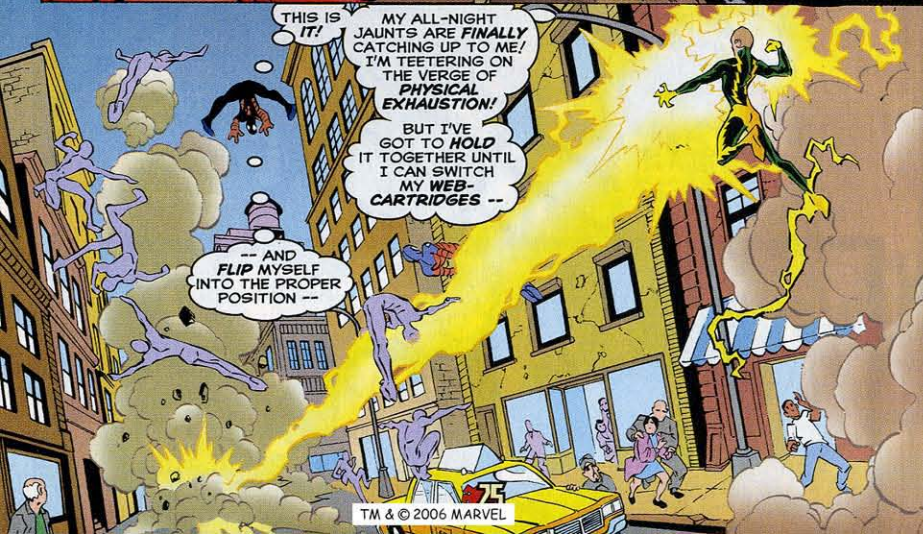
Fascinating!

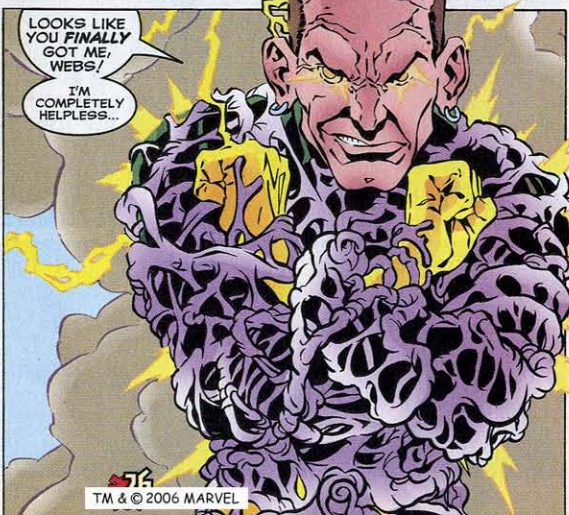
ELECTRO ISN'T
THE INEFFECTIVE
Dope
I THOUGHT!

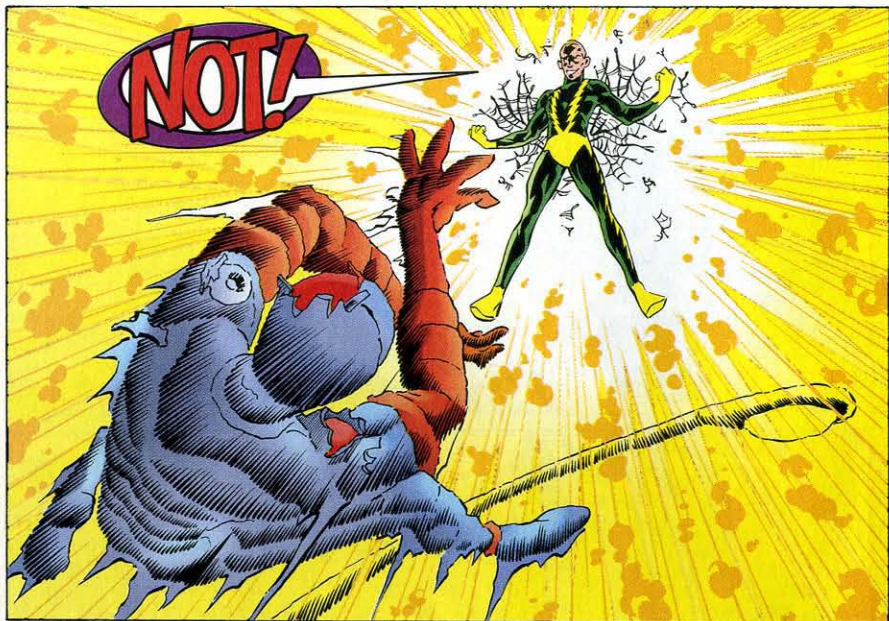
HE
APPEARS VIRTUALLY
Unstoppable!

MAYBE I
SHOULD HAVE
TREATED HIM
Better
WHEN I HAD THE
CHANCE!

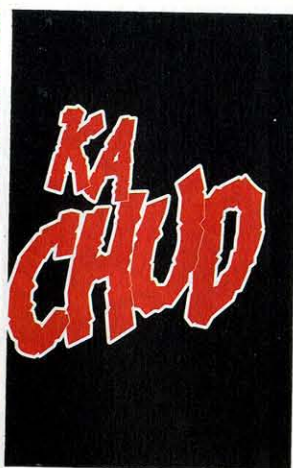
Nahhh!















I WAS ORIGINALLY GONNA SET OFF A SIMPLE ELECTRICAL BOMB!

NOTHING FANCY! I JUST WANTED T'ESTABLISH MYSELF AS A MAJOR PLAYER BY TAKIN' OUT A FEW DOZEN CITY BLOCKS!



I EVEN WOULD'A GIVEN EVERYONE A CHANCE TO EVACUATE!

THAT WAS MY OLD PLAN. MY NEW ONE'S A LOT SIMPLER AND MORE SPECTACULAR!



"I'M JUST GONNA FIRE A SUPER-BLAST INTO THE CORE O'THE CENTRAL SWITCHING GENERATOR --



"-- AND START A CHAIN REACTION WHICH OUGHT'A CONSUME THE ENTIRE FIVE BOROUGHES -- AN MAYBE EVEN ME ALONG WITH 'EM!"



I'M AFRAID HE'S DEADLY SERIOUS!

WE HAVE ONLY ONE HOPE. I HAVE TO SUMMON ENOUGH STRENGTH FOR A LETHAL PSI-BOLT!

NO, NATE!
NO!



HOLD OFF AS LONG AS POSSIBLE!

I WANT TO TRY TO BRING HIM IN!

WHY TAKE THE RISK?

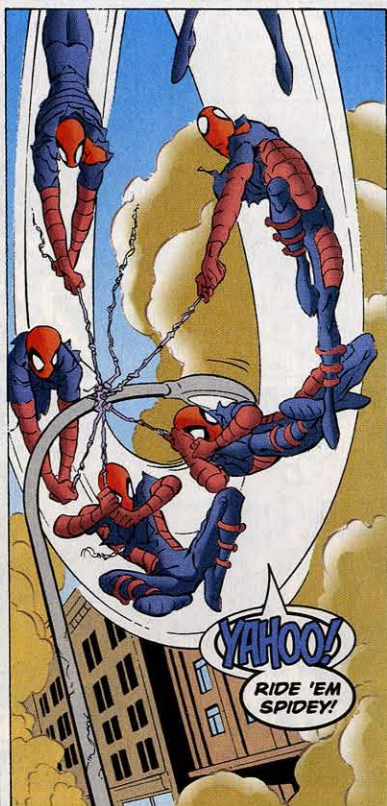


DON'T YOU SEE?

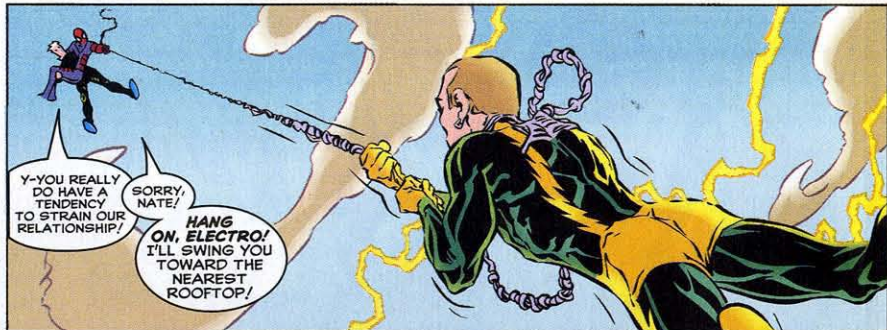
I NEVER SHOULD HAVE LOST MY TEMPER OR TAKEN MY FRUSTRATIONS OUT ON HIM! TAKING YOUR LUMPS FROM THE BAD GUYS GOES WITH THE TURF!

IT'S MY FAULT HE FREAKED!



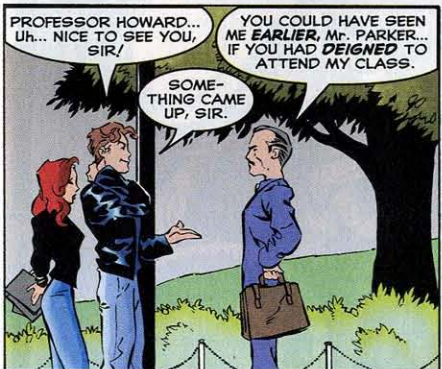














IN OTHER NEWS,
POLICE RESPONDED
TO REPORTS OF A
MOST BIZARRE
KIDNAPPING!

GRAVE
ROBBERS
HAVE ALLEGEDLY
STOLEN THE BODY
OF DOCTOR OTTO
OCTAVIUS --

--- WHO IS BETTER KNOWN
AS THE ORIGINAL
DOCTOR OCTOPUS!

CRACK

OTTO?!

T-THEY'VE
TAKEN MY
OTTO?

**NEXT
ISSUE**
BECAUSE YOU DEMANDED
IT! WE BEGIN THE LONG-
AWAITED RETURN OF
THE ORIGINAL DOCTOR!
YOU MUST NOT MISS...
ONLY THE EVIL RETURN!

THE SPIDER'S WEB

Dear Spider's Web,

Usually, I don't like Marvel Christmas stories. Usually, they're cloying, boring, or too violent to be called Christmas stories.

This all changed with AMAZING SPIDER-MAN #420. It's a pleasure to see two super beings just kick back, relax, and talk about life. I'm not well versed on Nate Grey's past and his abilities, but I'm glad to see he and Spidey as friends instead of foes. They are both heroes, after all. I hope Spider-Man and X-Man can someday be allies, perhaps against a threat like the Green Goblin or Mr. Sinister.

I'm glad El Uno is dead. He reminded me of a DC villain I didn't like much (I won't say who, but he broke a major character's back, and Cap defeated him in MARVEL VS. DC). I'm glad it was done by Delilah. I'm getting to like her as a villainess.

A few requests:

1. Reunite the Oulaws! Rocket Racer, Prowler, Puma, Sandman and Spider-Man. It would be a blast!

2. I'd also like to see some of Spidey's lesser known villains. Guys like Skinhead, Styx and Stone, Knight and Fogg, and Carlos Lobos. These guys haven't been seen in ages.

3. Reunite Peter and MJ with little May! Don't leave her in the power of the Goblin!

4. Speaking of which, bring back the Green Goblin!

Until MJ has an affair with the Rose, Make Mine Marvel!
Brian Corvello
1720 East Monte Vista
Phoenix, AZ 85006

Thanks for the letter, Brian! As you'll see as you continue to read down the page, quite a few readers were also taken by our off-beat Christmas tale, as well

as the budding friendship between Peter and Nate. Now, on to your questions:

1. No. It certainly would not.

2. We're always game to dredge up a forgotten character (like the Looter over in SENSATIONAL; the Gibbon, Grizzly and Kangaroo in SPECTACULAR), but, alas, there are no immediate plans for any of these tomato cans anytime soon.

3. Uh, uh, uh! We're not tellin'!

4. Oh, all right, you twisted our collective arm. The next numerically numbered anniversary we have, we'll try to fit him in. Quick, check all the numbering on your monthly Spider-Man mags to figure out where!

Dear Spider's Web,

RE: AMAZING SPIDER-MAN #420

By the time I write this letter, it'll have been exactly 13 months since I've been on comics.

One thing to say: Congrats on issue #420!!!! What I want to talk about is X-Man and Spidey teaming up. I was looking forward to it and it was fun to see two heroes who met for the first time without beating each other up. The principal thing is that I reeeeeeally love the way the relationship is developing between these two characters. Before reading ASM #420, I hoped that X-Man would know the identity of Spider-Man so he wouldn't think of Peter as a wimpy Bugle photographer and Spider-Man as a good ally and friend. That's why I really liked that part where X-Man asked, "What if I read your mind and uncovered your 'web' thing?"

Another good element in the book was their similar pasts (it was fun for Peter to learn about the Age of Apocalypse, too) and, just to

add to the friendship, Peter invites Nate for a Christmas Eve dinner and all that. My advice: keep these guys close, as good friends! They're both lonely and feel guilty sometimes; they'll need each other! By the way, team-ups with anybody wouldn't hurt once in a while (especially with X-people, any of 'em)...

Finally, congrats to the guys who actually make these things: Tim, who is one of the best in the biz, and do I even need to talk about Steve (gee, he didn't wait long to get back to his "old stuff")? You two guys are great!!! You really are still the best at what you do (remind you of anyone?)!

So, until Ned Leeds, Harry Osborn, Bart Hamilton, Norman Osborn, Lefty Donovan, Jason Macendale, and the Demogoblin (whew!) teamup against Spidey, Make Mine Marvel!

Julien Deschenes
69 de la Galene
Hull, QUE
CANADA J8Z 2P7

"On comics"? Jeez, Julien, you make it sound like you should be in rehab, or something! But seriously, we're just tickled to hear how much you enjoyed #420, as well as the Pete/Nate meeting of the minds. We'll add your name to the growing list of fans of this new friendship.

So, you like team-ups, eh? Then you should be glad to hear that next month marks the return of the classic title, MARVEL TEAM-UP! Yes, the classic series from days gone past is back and ready to knock fandom on its collective ear! Oh, and you're rather fond of people who attach X's to their monikers? Then you should be doubly happy, as the debut ish features none other than Generation X! Look for it in June!

MATT
HICKS
ASSISTANT
EDITOR

RALPH
MACCHIO
EDITOR

BOB
HARRAS
CHIEF



Dear Ralph,

As a kid growing up in the early '80s, three of my favorite titles were AMAZING SPIDER-MAN, SPECTACULAR SPIDER-MAN, and THE (DYNAMIC) DEFENDERS. The flashiness of AMAZING #420 took me back to those days when you could get a comic and a Slurpee for a \$1.50 or less. Sometimes, it's fun to go to a local comic shop, and buy a 50¢ or 60¢ back issue, and then go buy a Slurpee. On average, that (depending on the back issue) costs about \$3.00-5.00, but it's worth it just for the memories.

A lot has changed since the 50¢/60¢ days, and a lot has stayed the same, such as the integrity of THE AMAZING SPIDER-MAN.

Lloyd A. Grant
420 North Oakley
Saginaw, MI 48602

Thank you, Lloyd! Please feel free to enjoy your Slurpee over the sounds of us tearing up. (Sniff!)

Entomologists,

AMAZING SPIDER-MAN #420? A solid enough Xmas-time tale. Looks like Spidey's in the midst of a weird art era right now by way of the firm of Skroce and LaRosa. Shall we say a cross between maybe Steve Ditko and...I dunno...Frank Robbins? Anyway, this work is neat to see...unique.

Our DeFalco script was clever. Start right away with a hole in the wall, and allude to it with different characters later in the story. Then we have the Parker plot that goes back centuries: Peter taking pics for the Daily Bugle so he can get some money, just like your everyday, economically-challenged type. Problem is...Spidey, with all his abilities, would be able to make lots of money easily, so why does he bother with a minimum wage gig? Same with the X-guy who was in this story. Why should he, with all his power, bother with fortune telling?

Then another ol' Marvel trick—the abrupt cut to a remote Argentina. One was led to believe that the Tarantula was the heavy in this one

when he knocked over the holiday tree. But Delilah topped him when she sent the gift. Tom did a good job with the mind-reading thing. On the one hand, you might say a character "reads minds." Whoa. Yawn. And on the other, you might actually take this idea and do something with it, which was the case here.

And yet another old trick, the raging battle scene through the old guy's residence. But it was funny. Kinda bogus the way Dee completely escaped the truck explosion. I mean, she was falling right behind El Uno. But, you had so much story and so little space to tell it in. So now we need to see just how Spidey gets involved with all these sick individuals...

Andy Herman

702 Wright Lp. #118
Aurora, CO 80045

Steve Ditko meets Frank Robbins, huh? Not bad, we see your point.

Why does Peter bother with the "minimum wage gig" as you call it? Well, for one thing, it allows him to make a living while he's out fighting crime, and doesn't tie him down to a location that he would often need to extricate himself from when the need arose. Many of the jobs Peter would qualify for wouldn't allow the kind of flexibility that he needs to keep the city safe. Yeah, it kinda stinks, but that's the dilemma, isn't it?

Dear Spider's Web,

RE: AMAZING SPIDER-MAN #420

What a strange approach to meeting a new friend—actually talking to that person, getting to know them, inviting them over for dinner...this isn't the way superheroes do things at all!

Seriously, Nate's gift to Peter—that vision of Aunt May—was a very touching gesture, even if it did misrepresent the fate of little May, which, of course, Nate had no way of knowing about. (And just when will we find out?)

Can't wait to see Mary Jane in those boots...

Mark J. Kiewlak

316 West Main Street
Nanticoke, PA 18634

P.S. Although I had my doubts about Steve Skroce taking over the art chores on this title, I'd just like to say that, now having seen his work, he is doing an outstanding job, much in the tradition of the stellar artists who have preceded him.

Thanks for your insightful comments, Mark. Consider yourself part of the growing legion of Skroce fans, a multitude which is no longer growing by the day, but by the hour!

NEXT ISSUE:

HOO-BOY! OKAY, YOU FANS HAVE BEEN DEMANDING IT! YOU'VE EVEN BEEN PORTENDING IT! WELL, THAT FATEFUL DAY HAS INDEED COME! THERE'S A PORTLY GENT OUT ON THE PROWL FOR SPIDEY, AND HE'S GOT A BOWL CUT AND MORE THAN TWO ARMS! YOU DO THE MATH! OR DON'T (WE WON'T CHECK)! BUT DO MAKE SURE TO JOURNEY DOWN TO YOUR PREFERRED PLACE OF COMIC BOOK PURCHASING AND SNATCH UP A COPY OF THIS HISTORIC CHAPTER IN SPIDEY'S LIFE! IT'LL BE WRITTEN BY TOM DEFALCO, PROUDLY PENCILLED BY STEVE SKROCE, ILLUMINATINGLY INKED BY BUD LAROSA, AND ERSATZ EDITED BY RALF!

ALSO ON SALE THIS MONTH!

THE FRENZIED REQUESTS OF MARVEL DOM ASSEMBLED HAVE BEEN ANSWERED! MARVEL TEAM-UP MAKES ITS TRIUMPHANT RETURN IN JUNE! YOU KNOW THE CONCEPT: SPIDER-MAN TEAMS UP WITH A DIFFERENT CO-STAR (OR CO-STARS) EACH MONTH, SHOWCASING THE BEST, THE BRIGHTEST, AND OCCASIONALLY THE MOST OVERLOOKED CHARACTERS MARVEL HAS TO OFFER! FIRST UP IS A WHACKY LITTLE BAND OF MUTANTS YOU MIGHT HAVE HEARD OF... GENERATION XI! SO JOIN US, WON'T YOU, AS WE USHER IN A NEW AGE OF MARVEL GLORY WITH THE REGULAR CREATIVE CREW OF WRITER TOM PEYER, PENCILER PAT OLLIFFE AND INKER AL WILLIAMSON! BE THERE!

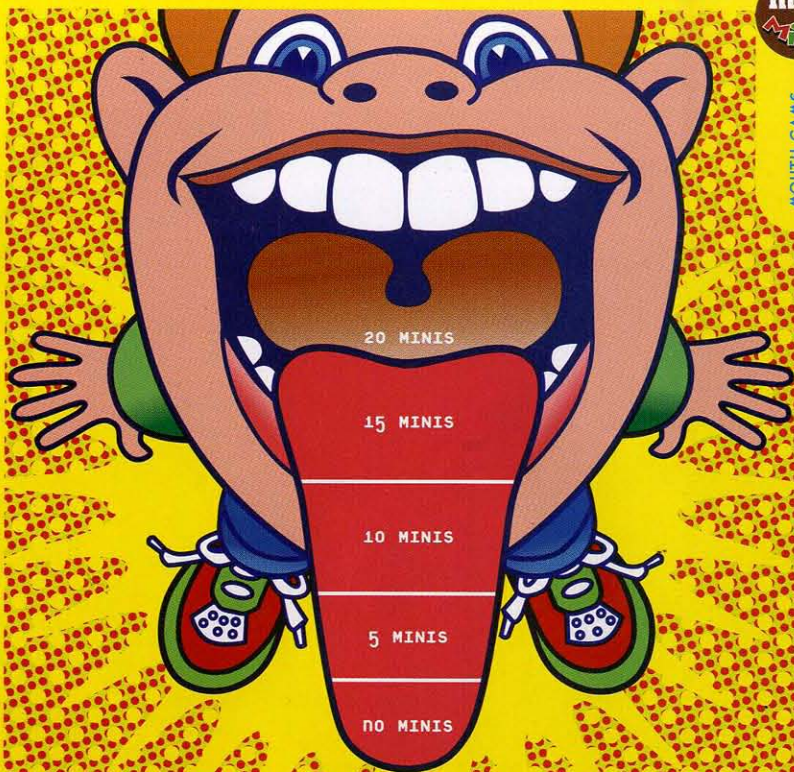
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MOUTH GAME



m&m's MOUTHFUL OF MINIS GAME

Think putting an "M&M's" MINI in this mouth is as easy as putting one in yours? Then give it a try, chocolate breath. First, pick out an "M&M's" MINI, and place it behind the yellow dotted line. Then, lightly flick it into the mouth. If it stops inside the mouth, you get to eat 20 MINIs. You've hit the chocolate jackpot! If it stops on any part of the tongue, you get to eat the amount of MINIs specified. And if it doesn't land on anything, put it back behind the line, and let the next player go. What!? It went up the nose? Yuck. Don't eat it. Put it in a pile, and save it for your little brother. Continue until all the MINIs are eaten.

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TONS OF CHOCOLATE CANDY SEARCHING FOR A MOUTH



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