

MARVEL COMICS

the AMAZING SPIDER-MAN

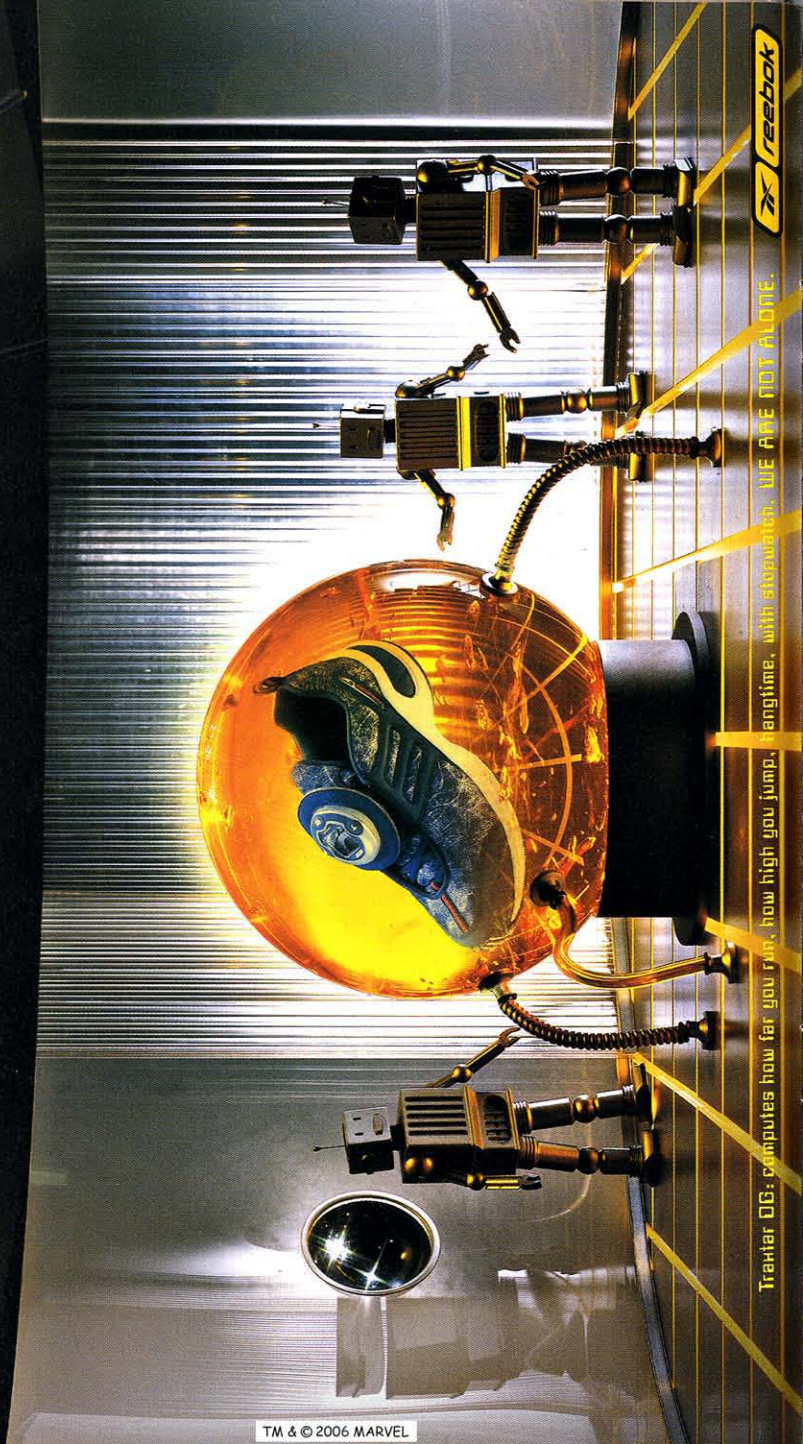
MARVEL
PG 35
476

STRACZYNSKI
ROMITA JR
HANNA

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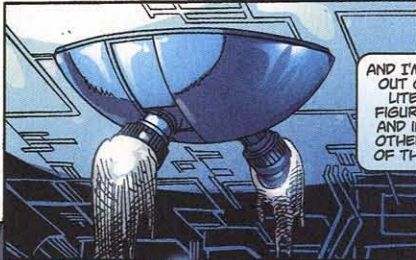


I CAN FEEL MORLUN
APPROACHING.
ALMOST HERE.

STAN LEE presents THE AMAZING SPIDER-MAN in:

COMING OUT

J. MICHAEL STRACZYNSKI writer
JOHN ROMITA Jr. penciler
SCOTT HANNA inker
DAN KEMP & AVALON colors
RS & COMICRAFT's WES letters
JOHN MIESEGAES assistant editor
AXEL ALONSO editor
JOE QUESADA chief
BILL JEMAS president



AND I'M ALMOST
OUT OF TIME.
LITERALLY.
FIGURATIVELY,
AND IN EVERY
OTHER SENSE
OF THE WORD.



THERE ARE THINGS WE DO BECAUSE
WE NEED TO, OR WE WANT TO, OR
WE THINK WE REALLY OUGHT TO...

AND THERE ARE THINGS WE DO ONLY
BECAUSE WE'RE DESPERATE AND
THERE'S NO OTHER CHOICE. USUALLY
THEY INVOLVE THE VERY REAL
POSSIBILITY OF DYING.

THIS
IS
ONE OF
THEM.

THE AMAZING SPIDER-MAN: Vol. 2, No. 35, November, 2001. (ISSN #0274-5232) Published by MARVEL COMICS, a division of MARVEL ENTERTAINMENT GROUP, INC. OFFICE OF PUBLICATION: 10 EAST 40TH STREET, NEW YORK, NY 10016. PERIODICALS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 2001 Marvel Characters, Inc. All rights reserved. Price \$2.25 per copy in the U.S. and \$3.50 in Canada. Subscription rate for 12 issues in U.S. dollars: \$27.00; Canada \$37.00 (GST #R127032652); foreign \$39.00. No similarity between any of the names, characters, persons, 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. THE AMAZING 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, SUBSCRIPTION DEPT., P.O. BOX 32 NEWBURGH, NY 12551. TELEPHONE # (845) 564-7176. FAX # (845) 566-7020. Printed in the U.S.A. PETER CUNEO, Chief Executive Officer; AVI ARAD, Chief Creative Officer; GUY KARVO, Chief Information Officer; BOB GREENBERGER, Director - Publishing Operations; STAN LEE, Chairman Emeritus.

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I CAN'T KID MYSELF.
THIS COULD KILL
ME EVERY BIT AS
EFFECTIVELY AS
MORLIN.



IF IT DOES, THEN AT LEAST I'LL
DENY HIM THE PLEASURE OF
FEEDING OFF THE SPIDER IN ME.

SECTOR 64



HEY!
STOP!



IT'S NOT MUCH OF
A CONSOLATION, BUT
IT'S ALL I'VE GOT.



HE'S INSIDE.
WAIT FOR ME
HERE.

TIME
TO END
THIS.

YES,
MORLIN.



ORGANIC FLUID SUSPENSION
COMPOUND. CHECK. BUFFERING
COMPOUND. CHECK. ACCEPTABLE
RADIATION LEVELS...

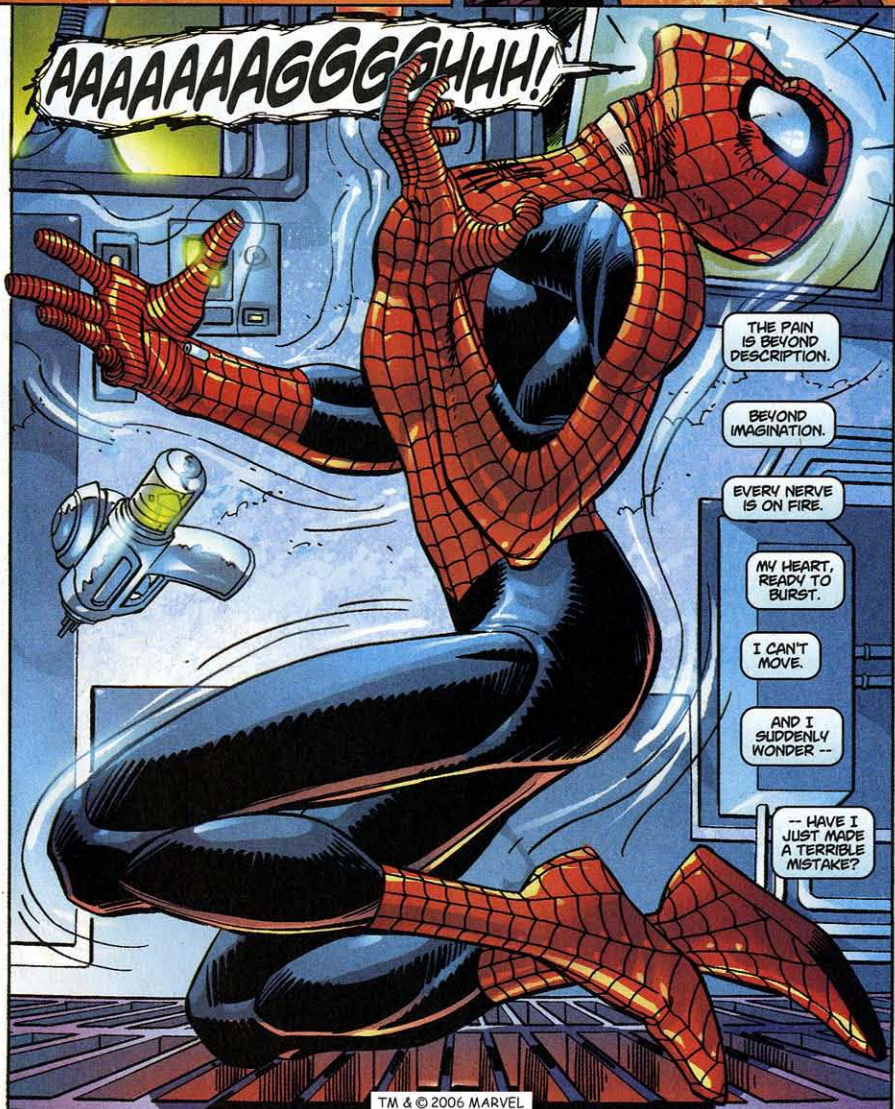
UNKNOWN. WHAT I CAN
CONTROL IS THE AMOUNT
OF FLUID I INJECT. TOO
LITTLE AND IT WON'T HAVE
ANY EFFECT. ASSUMING IT
HAS ANY EFFECT AT ALL.



TOO MUCH AND IT'LL BOIL
MY BLOODSTREAM, FRY MY
INTERNAL ORGANS, MELT
MY ARTERIES AND COOK
MY HEART FASTER THAN
AUNT MAY'S MICROWAVE.



WHAT THE HELL...
I NEVER WANTED
TO LIVE FOREVER
ANYWAY.



THE PAIN
IS BEYOND
DESCRIPTION.

BEYOND
IMAGINATION.

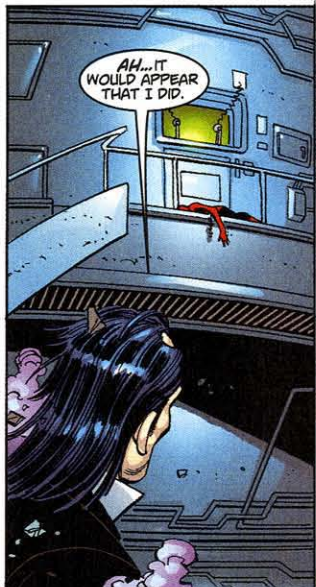
EVERY NERVE
IS ON FIRE.

MY HEART,
READY TO
BURST.

I CAN'T
MOVE.

AND I
SUDDENLY
WONDER --

-- HAVE I
JUST MADE
A TERRIBLE
MISTAKE?



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more fun in real
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THE SPIDER THAT BIT ME HAD BEEN SUBJECTED TO A MASSIVE DOSE OF RADIATION.

WHATEVER THE SPIDER HAD BEEN BEFORE THAT MOMENT, WHATEVER ITS INTENTIONS, IF ANY, WHATEVER POWERS IT CARRIED, IF ANY...ALL THAT CHANGED WITH THE RADIATION.

EZEKIEL ASKED WHICH CAME FIRST, THE CHICKEN OR THE EGG... THE RADIATION OR THE SPIDER? THE TOTEM OR THE ISOTOPE.

YOU KNOW WHAT I SAY?

I SAY IT DOESN'T MATTER TO WHO I AM, WHY I AM OR WHAT I AM.

MAYBE THE SPIDER FINALLY GOT SMART AND DECIDED TO EVOLVE TO THE NEXT LEVEL. MAYBE IT GOT STUPID AND WAS WHERE IT SHOULDN'T HAVE BEEN.

EITHER WAY, THE SPIDER AND THE RADIATION MET IN THE LAB, GOT HITCHED IN THE TEST TUBE, AND TOGETHER THEY PRODUCED... ME.

A CHILD OF THE SPIDER. FIRST COUSIN TO THE ATOM.

YOU CAN HANDLE THE FIRST. THAT'S WHAT YOU LIKE. THAT'S WHAT YOU FEED ON.

BUT RADIATION... AH, THAT'S A LITTLE HARDER TO SWALLOW. ISN'T IT?

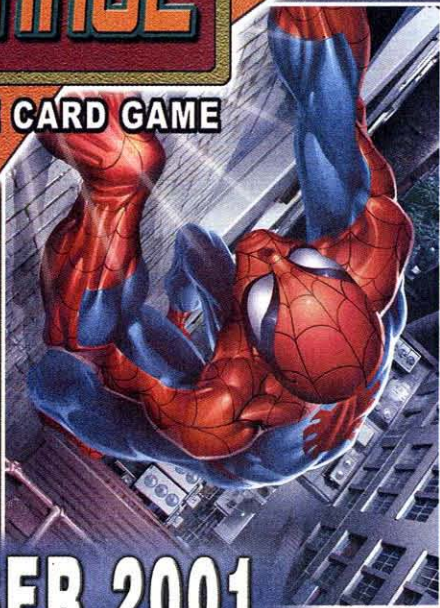
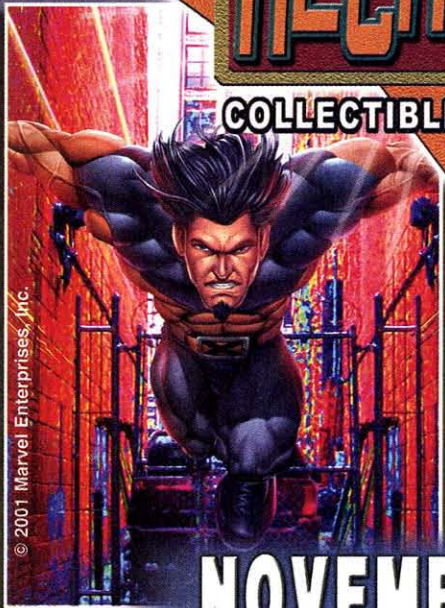
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YES! THAT ONE HURT HIM. THE RADIATION HAS WEAKENED HIM ENOUGH FOR MY FUNCHES TO GET THROUGH.



CAN'T LET HIM CATCH HIS BREATH. CAN'T LET HIM GET AWAY OR GET HIS STRENGTH BACK.



IT'S NOW OR NEVER. ONE CHANCE.

BUT THAT'S ALL I'VE EVER NEEDED.

ONE CHANCE TO TAKE IT TO THE WALL. ONE CHANCE TO STAND OR FALL ON MY OWN. LIVE OR DIE, SUCCEED OR FAIL.



NOT JUST FOR ME. FOR ALL THE PEOPLE HE'S HURT. FOR ALL THE PEOPLE HE'S KILLED.

FOR EZEKIEL.



UNNNH!



PLEASE... NO MORE... I GIVE YOU MY WORD, I WILL LEAVE... I WILL NEVER RETURN --



-- JUST LET ME LIVE, I BEG YOU.

... holy ...



PLEASE...

I CAN'T LET HIM GO... I CAN'T LET HIM GET HIS STRENGTH BACK... I STOPPED HIM ONCE, I DON'T KNOW IF I CAN DO IT AGAIN.



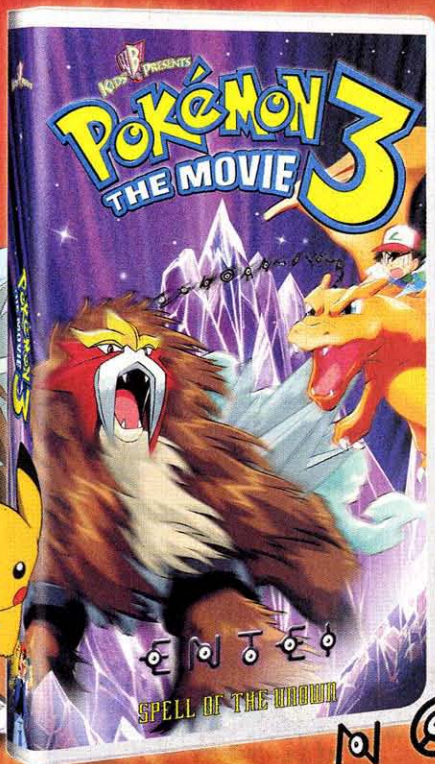
EVEN IF HE DOESN'T COME AFTER ME, HE'LL COME AFTER SOMEBODY ELSE.



HE'S VULNERABLE. HE CAN BE HURT. HE CAN BE KILLED. I STOP HIM RIGHT HERE, RIGHT NOW, OR HE GOES BACK TO KILLING.

GOD IN HEAVEN, PETER... HOW FAR ARE YOU PREPARED TO GO?

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While Supplies
Last.



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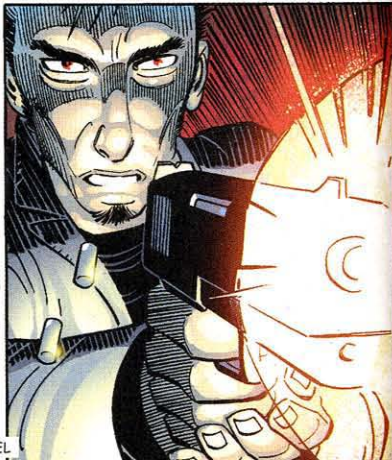
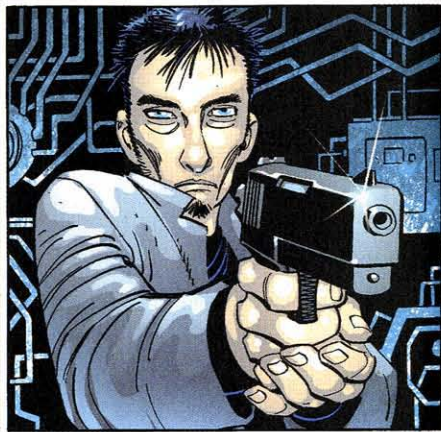
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100 GREATEST MARVELS #5

So what did you choose as picks #25-#22 of the best Marvel comics of all time? Find out!

AIRAS #2

Following last issue's shock ending, Jessica Jones follows a trail of heartache and murder! By Brian Michael Bendis and Michael Gaydos!

AVENGERS: CELESTIAL QUEST #2

Mantis and her Avengers allies take to the stars to stop Thanos! By Steve Englehart and Jorge Santamaría!

DAREDEVIL #26

The Marvel Knights kick off their fourth year as a red-hot creative team begins a new story! By Brian Michael Bendis and Alex Maleev!

DAREDEVIL: YELLOW #5

The love triangle between Matt Murdock, Karen Page, and Foggy Nelsen heats up as the Owl attacks! By Jeph Loeb and Tim Sale!

EXILES #5

Can our rookie team stop the rampaging Hulk? And can even Alpha Flight - led by Wolverine - help? By Judd Winick and Jim Calafiore!

FANTASTIC FOUR #48

The Abraxas Saga continues as the cosmic creature hunts the FF through the Multiverse! By Carlos Pacheco, Rafael Marín, Jeph Loeb, and Jeff Johnson!

ICEMAN #1

The coolest X-Man heads to the Land of the Rising Sun as his very own solo story begins! By Dan Abnett, Andy Lanning, and Karl Kerschl!

ORIGIN #2

Continuing the greatest story never told: the origin of Wolverine! By Paul Jenkins and Andy Kubert!

SPIDER-GIRL #39

"Mayday" struggles to get her personal life together - while Peter Parker tracks down the new Spider-Man! By Tom DeFalco and Pat Olliffe!

THOR #42

Odin is dead - and Thor must face his fate! Will the son now have to become the father? By Dan Jurgens and Stuart Immonen!

ULTIMATE SPIDER-MAN #14

You saw a sketch of him in Wizard, now the Ultimate version of Dr. Octopus strikes! By Brian Michael Bendis and Mark Bagley!

UNCANNY X-MEN #399

What is the X-Ranch? And can the X-Men find it before the Church of Humanity does? By Joe Casey and Tom Raney!

U.S. WAR MACHINE #4

James Rhodes learns of A.I.M.'s monstrous plans - and takes his first look at the all-new, all-scary... *Darkhawk*! By Chuck Austen!

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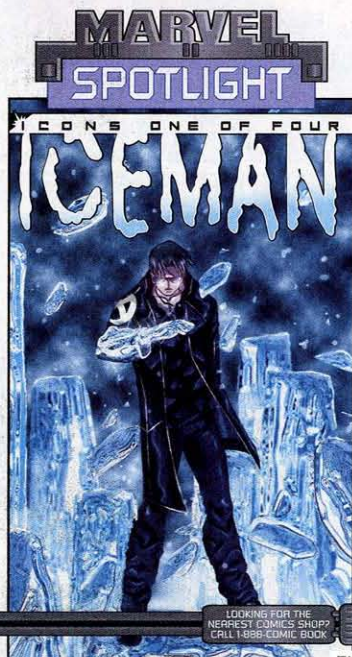
BULLETINS

THE 100 GREATEST

Okay, True Believers, time to reveal more cool comics that you picked as the 100 Greatest Marvels Of All Time! Last time we unveiled choices #44 through #35, now it's time for 10 more titles that will forever be remembered as Mighty Marvel's finest!

- 34. Silver Surfer #1 (by Stan Lee & John Buscema)
- 33. Fantastic Four (vol. 1) #12 (The Thing vs. The Hulk)
- 32. Uncanny X-Men #95 (death of Thunderbird)
- 31. Journey Into Mystery #83 (Intro of Thor)
- 30. Uncanny X-Men #4 (Intro of the Brotherhood)
- 29. Tales of Suspense #39 (Intro of Iron Man)
- 28. Fantastic Four (vol. 1) #5 (Intro of Dr. Doom)
- 27. Amazing Spider-Man #14 (Intro of Green Goblin)
- 26. Daredevil #1 (Marvel Knights run)

So what were your top picks? Look for our rip-roarin' reprints in October and November for the elite issues that you voted into the Top 25!



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WHEN MY KNEES STOP SHAKING, I GO TO CHECK ON EZEKIEL'S PLACE. I FIGURE SOMEBODY HAS TO TELL THEM HE'S GONE. TELL THEM HE STOOD UP, ANTED IN, AND WENT DOWN SWINGING.



BUT THE PLACE IS EMPTY. THE FURNITURE LOOKS LIKE IT WAS YANKED OUT FAST.

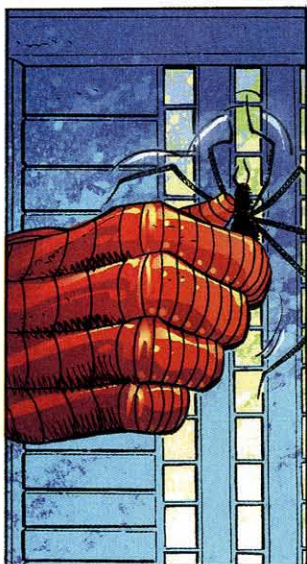


NOTHING. DID SOMEONE TELL THEM? DID THEY FIND OUT ON THEIR OWN? OR...



ARE YOU OUT THERE, EZEKIEL? DID YOU LAND ON YOUR FEET?

DO I NOT HAVE TO CARRY ONE MORE DEATH ON MY CONSCIENCE?



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- ☐ **BRO** Brotherhood
- ☐ **CAB** Cable
- ☐ **DDP** Deadpool
- ☐ **XME** Uncanny X-Men
- ☐ **WOL** Wolverine
- ☐ **XFO** X-Force
- ☐ **MEN** X-Men
- ☐ **XTR** X-Treme X-Men

MARVEL ULTIMATES

- ☐ **USM** Ultimate Spider-Man
- ☐ **UXM** Ultimate X-Men
- ☐ **UMT** Ultimate Team-Up
- ☐ **ULT** Ultimate Marvel Magazine

SPIDER-MAN

- ☐ **AMZ** Amazing Spider-Man
- ☐ **SPI** Peter Parker, Spider-Man
- ☐ **TAW** Spider-Man: Tangled Web
- ☐ **SPG** Spider-Girl

MARVEL HEROES

- ☐ **AVE** Avengers
- ☐ **CAM** Captain America
- ☐ **CMV** Captain Marvel
- ☐ **DEF** Defenders
- ☐ **DDV** Daredevil
- ☐ **ELK** Elektra (Mature Readers)
- ☐ **FAN** Fantastic Four
- ☐ **INC** Hulk
- ☐ **IRM** Iron Man
- ☐ **PUN** Punisher (Mature Readers)
- ☐ **THO** Thor
- ☐ **BLT** Thunderbolts

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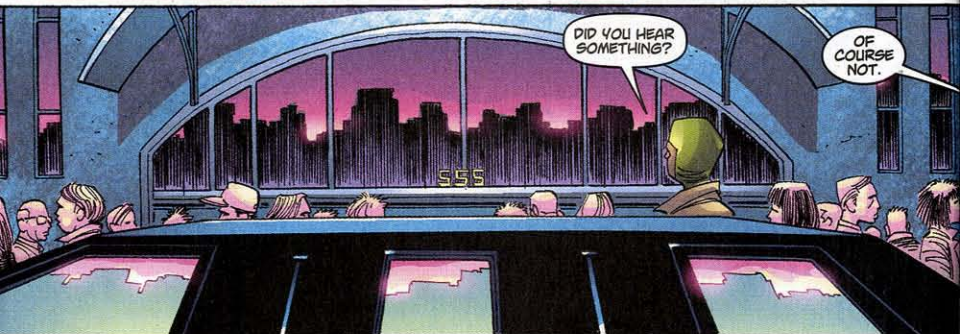
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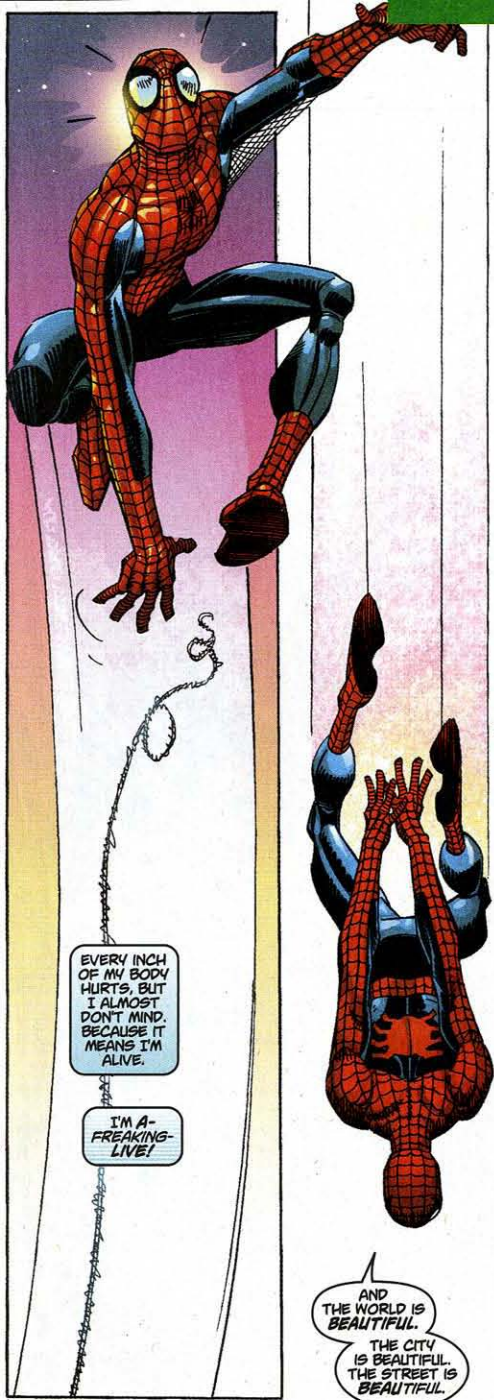
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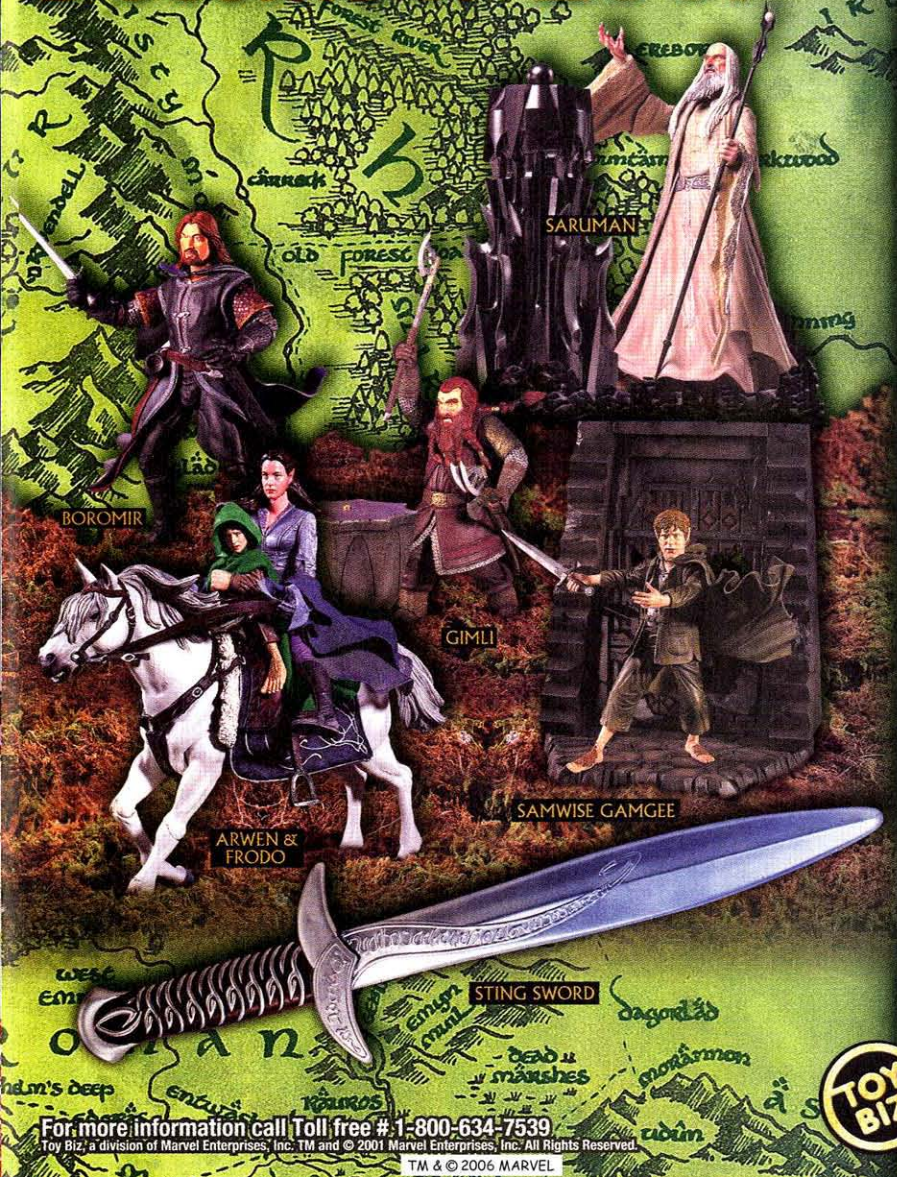
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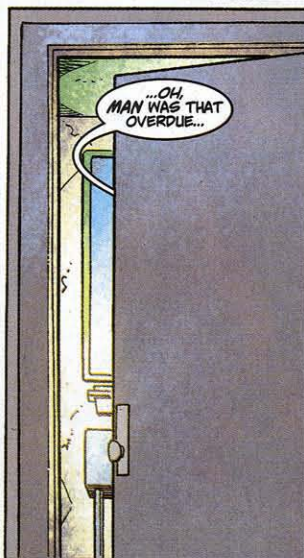
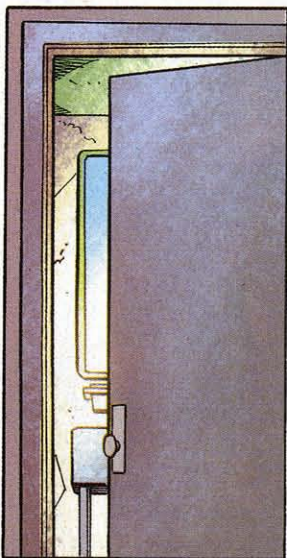
The Trilogy Begins
December 2001



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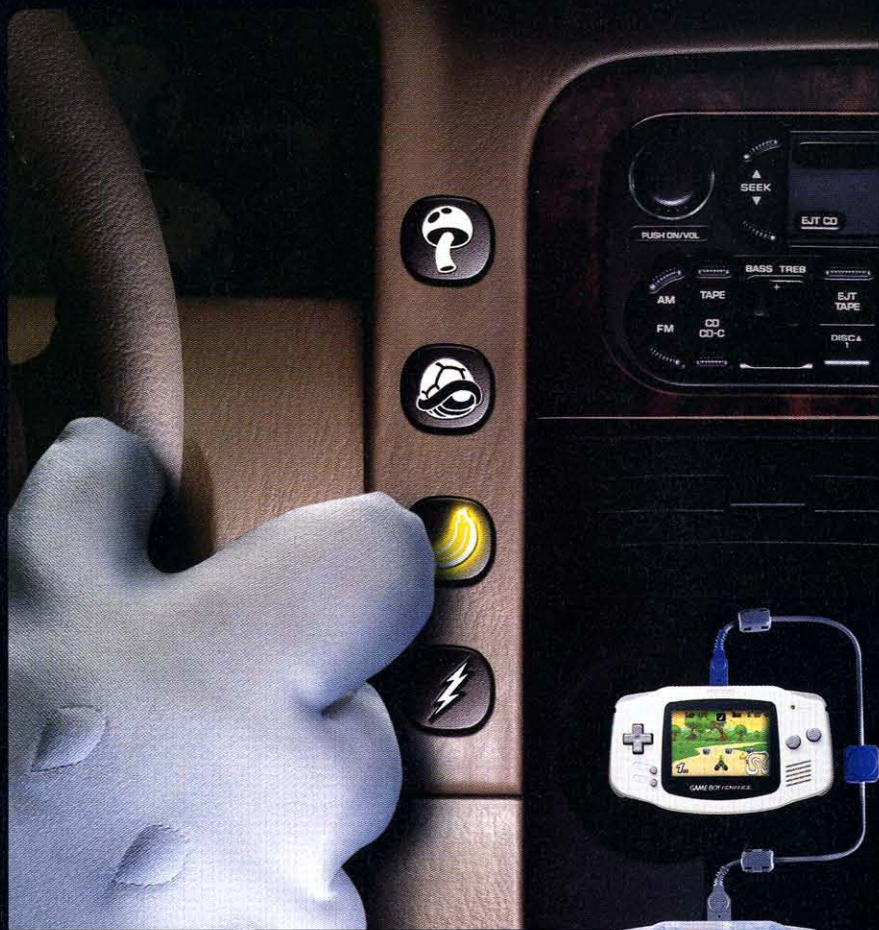








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