

**MARVEL**  
PSR 505

AVERY  
STRACZYNSKI  
ROMITA JR  
HANNA

# the AMAZING SPIDER-MAN<sup>®</sup>

## VIBES



TM & © 2006 MARVEL

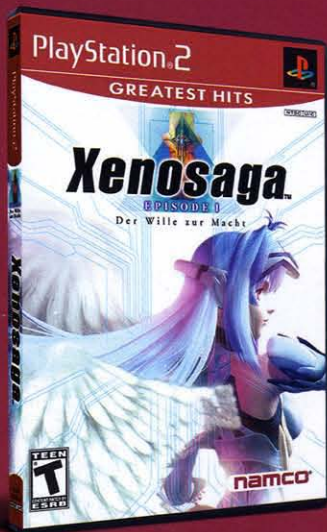
# EPIC REVIEWS. EPIC SAGA. EPIC HIT.

"...an interstellar otherspace opus of the most magnificent kind..."

~GamePro, 4.5 out of 5

"...one of the coolest stories you'll encounter..."

~Official PlayStation Magazine, 4 out of 5



"...Xenosaga is to video games as the original Star Wars is to movies."

~GMR, 9 out of 10

"Xenosaga is truly a triple-A title..."

~Game Informer, 9.75 out of 10

"Calling this game epic would be an understatement."

~IGN

namco-xenosaga.com

PlayStation®2 Greatest Hits edition available now. **ONLY \$19<sup>95</sup>**



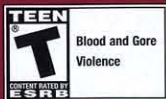
Plunge into a massive adventure as you battle against a brutal alien race across the universe.



Take on 80 hours of gameplay using innovative battle and control systems.

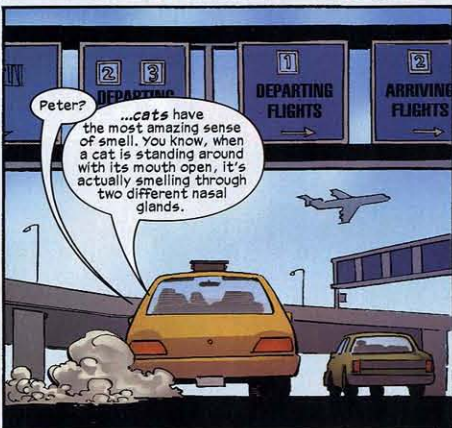
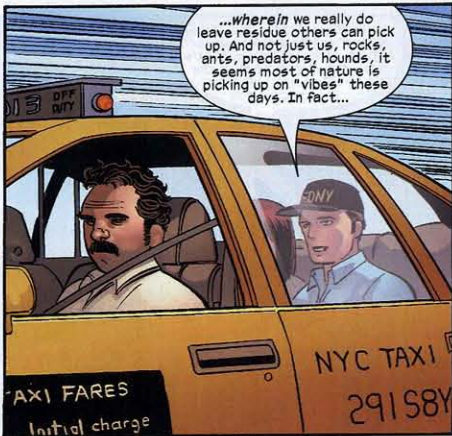


Absorb stunning graphics, awesome cinematics and beautifully rendered 3D environments.

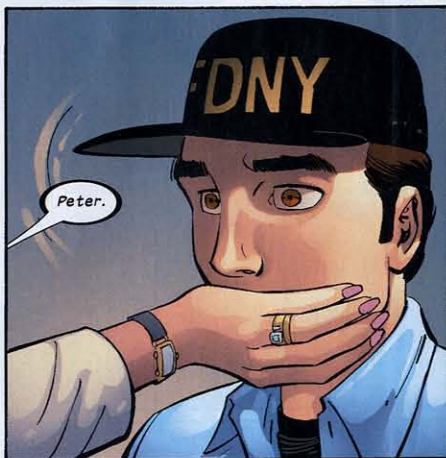


PlayStation.2





Amazing Spider-Man (ISSN #0274-5232) Vol. 585, May, 2004. Published Monthly except semi-monthly in May 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, NY AND AT ADDITIONAL MAILING OFFICES. © 2004 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. 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. \$2.25 per copy in the U.S. and \$2.25 in Canada (GST #R127032852) in the direct market and \$2.99 per copy in the U.S. and \$4.25 in Canada (GST #R127032852) through the newsstand; Canadian Agreement #A0968537. Printed in the U.S.A. Subscription rate (U.S. dollars) for 12 issues: U.S. \$27.00, Canada \$37.00, Foreign \$39.00. POSTMASTER: SEND ALL ADDRESS CHANGES TO Amazing Spider-Man, C/O MARVEL SUBSCRIPTION DEPT., P.O. BOX 32 NEWBURGH, NY 12551. TELEPHONE # (800) 217-9158. FAX # (845) 566-7020. subscriptions@marvel.com, ALLEN LIPSON, Chief Executive Officer and General Counsel; AVI ARAD, Chief Creative Officer; GUY KARYO, President of Publishing and CIO; DAVID BOGART, Managing Editor; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Russell Brown, Executive Vice President, Consumer Products, Promotions and Media Sales at rbrown@marvel.com or 212-576-8561.









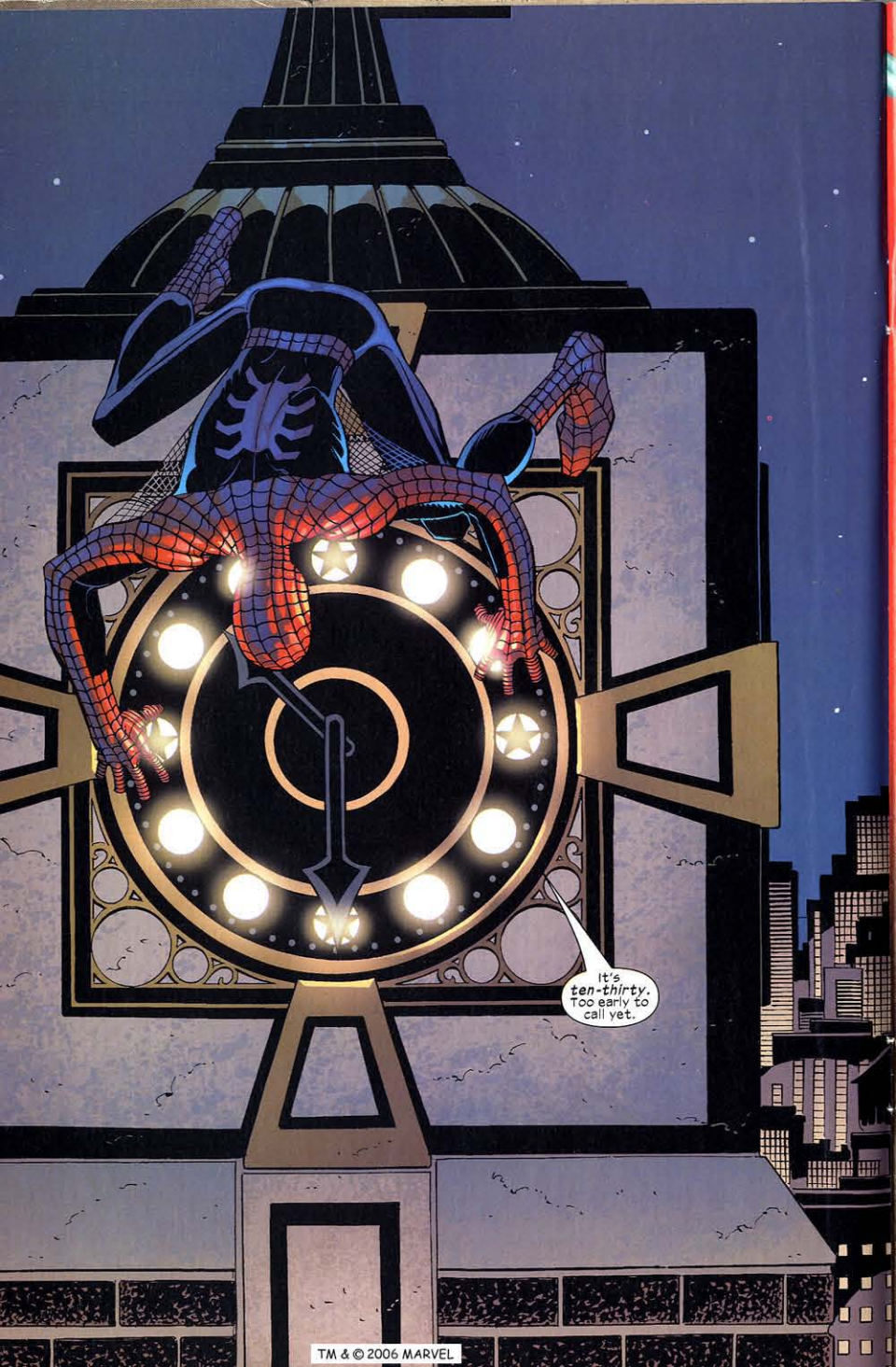












It's  
ten-thirty.  
Too early to  
call yet.



# SPIDER-MAN

Check out our  
Cellular Accessories



Nokia Faceplate



Motorola Faceplate



Hands-Free



Flip Phone Case



Motorola V60 Phone Case

**MARVEL**

TM & © 2004 MARVEL

**SMOOTH  
TALK  
INTERNATIONAL**

**Smooth Talk International**

© 2004 Smooth Talk International, New York, USA  
All Rights reserved.

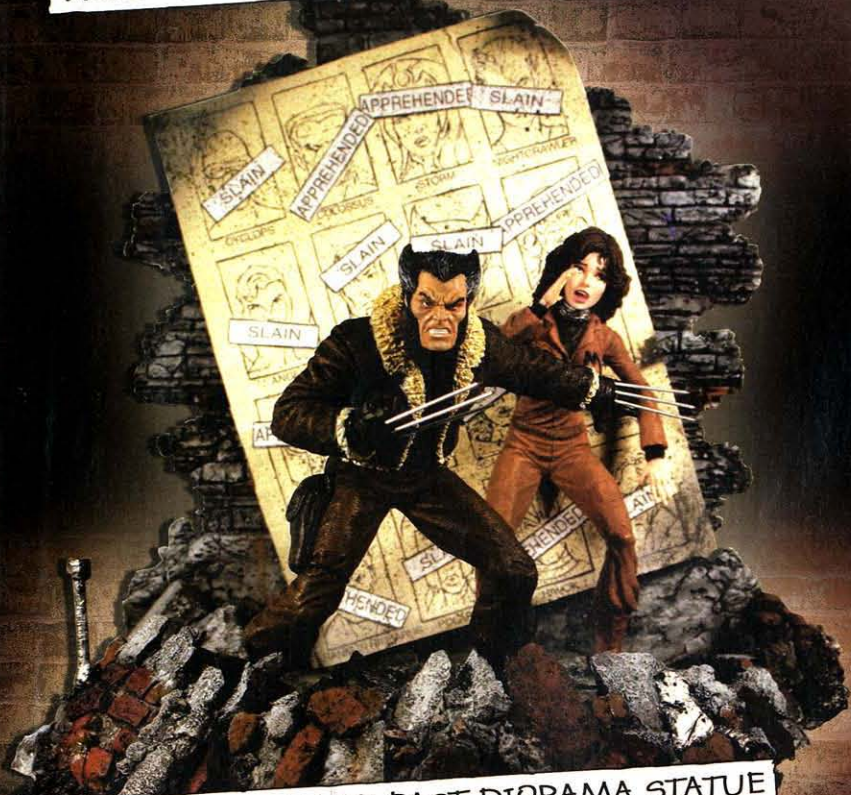
TM & © 2006 MARVEL





THE MOST DEFINING  
MOMENT IN X-MEN HISTORY!

WHEN THE FUTURE DEFINED THE PAST!



DAYS OF FUTURE PAST DIORAMA STATUE

DESIGN BASED ON THE COVER  
TO UNCANNY X-MEN #141

SCULPTED AND PAINTED BY  
THE KUCHAREK BROTHERS

MEASURES 7.75" x 11" x 11"

TO ORDER LOG ONTO [WWW.DYNAMICFORCES.COM](http://WWW.DYNAMICFORCES.COM)  
OR CALL 856.312.1040 EXT.105!

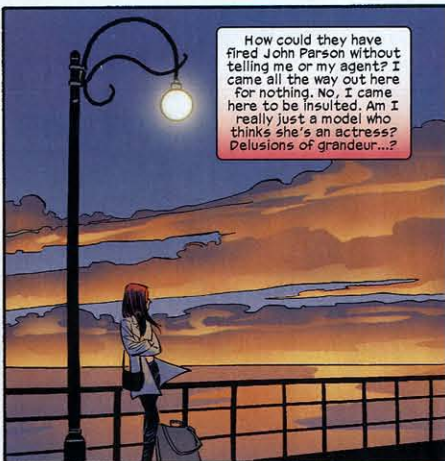


Wolverine and Kitty Pryde™ and © 2004 Marvel Characters, Inc. All Rights Reserved. DYNAMIC FORCES logo™ and © 2004 Dynamic Forces, Inc. All Rights Reserved.





I never believed it when they said people in L.A. can kill you with a smile on their face.



How could they have fired John Parson without telling me or my agent? I came all the way out here for nothing. No, I came here to be insulted. Am I really just a model who thinks she's an actress? Delusions of grandeur...?



What am I going to tell Peter? I can't... I just can't tell him. I'm so ashamed.



What am I *doing* here? Nothing.



Nothing yet.



Just a minute, guys, I have a call to make.

Spider-Man has a cell phone?

Who do you suppose he's callin'?





**BRRRINGG  
BRRRINGG  
BRRRINGG  
BRRRINGG**



The guest you are trying to reach is not available now. Please leave a message after the beep...

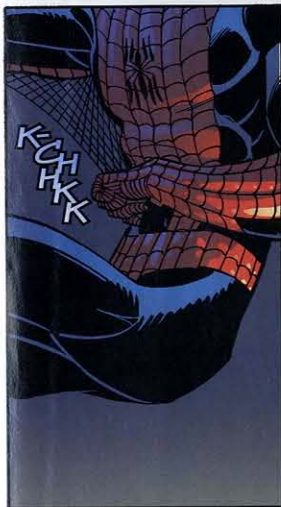


**BEEP**

Hey, it's me, calling to see how you're doing. You there?

Oh, it's a hotel phone. Even if you were, you wouldn't be able to pick up.

Hmm. Okay I'll call back a little later. Worried about you though. You can call if you get in-- it's slow tonight.



**KCH  
KCH  
KCH**

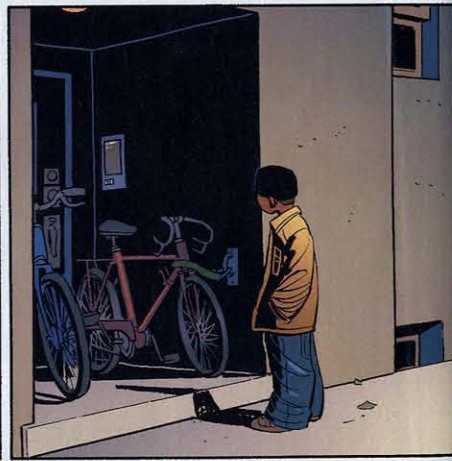


That kid's gotta be 12 at most. Way too late for him to be cu---

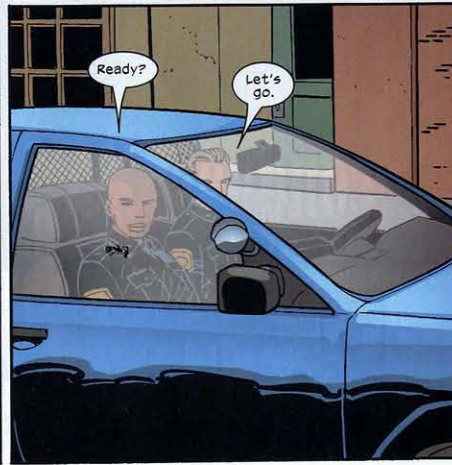


**AOUGH!**

Spidey Sense--calling--collect--again! The pain the pain! But why? What's so bad about this situation?









# conquest XI



# mystery XI



Game Experience May Change During Online Play



PlayOnline.

**www.us.playstation.com** Online play requires Internet connection and Network Adaptor (for PlayStation 2) (sold separately). Players are responsible for all is required. A valid credit card required to set up account. Free subscription for 30 days. Some restrictions may apply. ©2001-2004 SQUARE ENIX CO., LTD. All Rights PLAYONLINE and the PlayOnline logo are trademarks of Square Enix Co., Ltd. "PlayStation" and the "PS" Family logo are registered trademarks and the HDD is a





The forces of the evil beastmen are gathering, casting a shadow of uncertainty over the future of Vana'diel. Now three proud nations must unite in an epic battle whose outcome depends on you. Enter the vast realm of FINAL FANTASY XI Online, where you can join forces with people from all over North America, as well as Japan. Immerse yourself in a persistent world that continues evolving whether you're in it or not. And even play across platforms with PC gamers as you work together to alter the course of Vana'diel history. FINAL FANTASY XI. Infinitely beyond.<sup>XI</sup>



HDD  
PlayStation 2

Introducing the internal Hard Disk Drive (40GB) (for PlayStation 2).

Included with your purchase of FINAL

FANTASY XI, the HDD exponentially expands the PlayStation 2 experience. With it, it's possible to download content like new missions, levels and characters. Experience persistent worlds. And even speed up loading times. It's just one more way the world of PlayStation 2 is constantly evolving.



SQUARE ENIX.

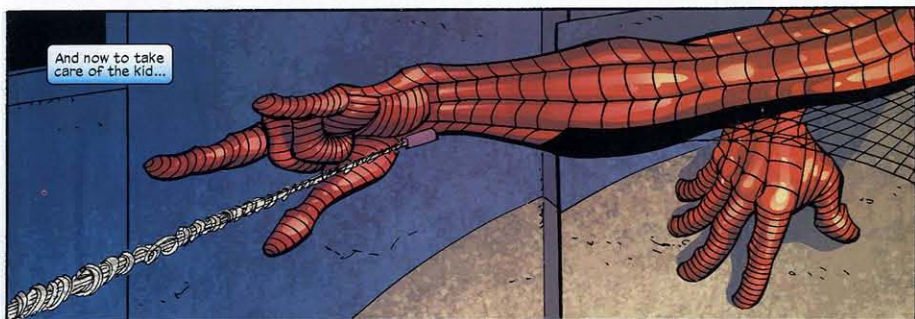
PlayStation 2

LIVE IN YOUR WORLD.  
PLAY IN OURS.

applicable Internet and subscription fees. Children under the age of 13 are not permitted to use PlayOnline services, including games. Acceptance of certain agreements Reserved. Title Design by Yoshitaka Amano. FINAL FANTASY and VANA'DIEL are registered trademarks of Square Enix Co., Ltd. SQUARE ENIX, the SQUARE ENIX logo, trademark of Sony Computer Entertainment Inc. The Online icon and "Live In Your World. Play In Ours." are trademarks of Sony Computer Entertainment America Inc.







And now to take care of the kid...



Without anyone getting hurt by the gun...

What the--



Fingers stuck!

--myself included!



Gotta be careful, knock him down without hurting him--



Oof!





[www.milehighcomics.com](http://www.milehighcomics.com)™

# WANTED!



Amazing Fantasy #15  
nm/m 9.6  
We will pay up to  
**\$30,000.00**



Action Comics #1  
nm/m 9.6  
We will pay up to  
**\$200,000.00**



Superman #1  
nm/m 9.6  
We will pay up to  
**\$125,000.00**



Amazing Spider-Man #1  
nm/m 9.6  
We will pay up to  
**\$16,000.00**



Batman #1  
nm/m 9.6  
We will pay up to  
**\$60,000.00**



Captain America #1  
nm/m 9.6  
We will pay up to  
**\$60,000.00**



Detective Comics #27  
nm/m 9.6  
We will pay up to  
**\$175,000.00**



Human Torch #1  
nm/m 9.6  
We will pay up to  
**\$20,000.00**



Uncanny X-Men #1  
nm/m 9.6  
We will pay up to  
**\$6,000.00**



Wonder Woman #1  
nm/m 9.6  
We will pay up to  
**\$15,000.00**



Marvel Comics #1  
nm/m 9.6  
We will pay up to  
**\$150,000.00**



Hulk #181  
nm/m 9.6  
We will pay up to  
**\$1,200.00**

All prices listed are what we will pay you in cash for 1st Prints and in Near Mint 9.6 conditions!  
Questions call 1-800-676-6423 (Monday - Friday 8am-5pm (MST)) and ask for Will Moulton.

You can email us at: [moulton@milehighcomics.com](mailto:moulton@milehighcomics.com)

FOR OUR COMPLETE BUYING LIST, PLEASE VISIT

[www.milehighcomics.com](http://www.milehighcomics.com) AND CLICK ON "WE'RE BUYING"


Please Note: Prices above expire March 31, 2004. After this date please check our website.

We also offer 10,000,000 back issue comics for sale!

[www.milehighcomics.com](http://www.milehighcomics.com)™  
**America's Largest Comics Dealer!**

Spider-Man is shown in profile, running quickly across a rooftop. The background shows a city skyline at night with some buildings and a dark sky.


I move fast.

A high-angle shot of Spider-Man on a rooftop. A car is parked on the street below, and a person is walking on the sidewalk. Spider-Man is looking down at the street.

He's on the run, darting in and out of back alleys and through fences. Anybody could come out of those back doors.

Spider-Man is running across a rooftop, looking back over his shoulder. The background is a dark city at night.


He's veered again. Nuts...

Spider-Man is running across a rooftop, looking back over his shoulder. The background is a dark city at night.

This just got a lot more serious.

Spider-Man is running across a rooftop, looking back over his shoulder. The background is a dark city at night.

Where'd he get off to?

Spider-Man is running across a rooftop, looking back over his shoulder. The background is a dark city at night.

He's my responsibility now. I can't lose him!

Spider-Man is running across a rooftop, looking back over his shoulder. The background is a dark city at night.

Oh. There he is.



MARVEL

DISCOVER ALL  
THE ACTION  
FEATURES

SPIDER-MAN™

SPIDER-MAN™  
VS GREEN GOBLIN™

Magnetic  
feature



CONSTRUCT AND LIVE  
THE ULTIMATE BATTLE  
"SPIDER-MAN" VS.  
GREEN GOBLIN™

MARVEL, SPIDER-MAN, HULK, GREEN GOBLIN and the distinctive Marvels Herald  
are trademarks of Marvel Characters, Inc., and are used with permission.  
Copyright © 2005 Marvel Characters, Inc. All rights reserved. www.marvel.com

**BLOCKS**  
CONSTRUCTION  
SYSTEM



HULK™  
BREAKS HIS  
WAY OUT



Includes  
transformation  
chamber

HULK™ DESTROYER  
**THE INCREDIBLE  
HULK**



Available in  
SEARS WISHBOOK  
and TOYS'R'US

**popular  
toys**

Worst place he could be.  
Forward, he falls, backward,  
he'll shoot. If I try and web  
him, he could shoot or fall.

I'll have to  
do this the  
hard way.

Hey...  
how's it  
going?

What--

stay back!  
stay back, I  
mean it!

Just  
thought I'd  
come by, check  
out the view.  
Nice night,  
isn't it?

Perfect for  
hanging around,  
target practice...  
surrendering  
your gun....



# SUBSCRIBE AND SAVE!

Check out our new website!  
Subscribing has never been easier!  
[marvel.com/subscribe](http://marvel.com/subscribe)

## GET HOME DELIVERY!

- 1 Title For \$23.97- Save \$3!
- 2 Titles For \$22.97 each - Save \$8!
- 3 Or More Titles For \$21.97 each-
- A savings of \$15 or more!

### SPIDER-MAN

- ☐ Amazing Spider-Man (AMZ)
- ☐ Spectacular Spider-Man (SPI)
- ☐ Spider-Girl (SPG)

### MARVEL ULTIMATES

- ☐ The Ultimates (ULA)
- ☐ Ultimate Fantastic Four (UFF) **NEW!**
- ☐ Ultimate Spider-Man (USP)
- ☐ Ultimate X-Men (UXM)

### MARVEL HEROES

- ☐ Incredible Hulk (INC)
- ☐ Avengers (AVE)
- ☐ Captain America (CAM)
- ☐ Captain Marvel (CMV)
- ☐ Fantastic Four (FAN)
- ☐ Iron Man (IRM)
- ☐ Thor (THO)

### X-MEN

- ☐ Exiles (EXL)
- ☐ Mystique (MYS) **NEW!**
- ☐ Uncanny X-Men (XME)
- ☐ Wolverine (WOL)
- ☐ X-Statix (XFO)
- ☐ New X-Men (MEN)
- ☐ X-Treme X-Men (XTR)

### MARVEL KNIGHTS

- ☐ Marvel Knights 4 (FOR) **NEW!**
- ☐ Daredevil (DDV)
- ☐ Elektra (ELK) (Mature Readers)

## Ordering is fast and easy!

☐ **Yes!** Sign me up for home delivery of the comics I've checked. I deserve the most in savings, convenience, service, and selection!

**Your satisfaction is guaranteed or your money back on remaining issues!**

Check off the subscriptions you want delivered to your home (12 issues each) and return this page or a copy to:

**MARVEL ENTERTAINMENT GROUP, INC.**  
P.O. BOX 32 NEWBURGH, NY 12551.

Please provide credit card information or make your check or money order payable to "Marvel Entertainment Group, Inc."

**OFFER GOOD UNTIL 6/30/2004.**

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

Please print:

NAME OF READER		DATE OF BIRTH (M/D/Y)	
STREET ADDRESS		E-MAIL	
CITY	STATE	ZIP	
# of subscriptions		Amount enclosed: \$	
Charge my: <input type="checkbox"/> VISA <input type="checkbox"/> MasterCard			
CREDIT CARD #		EXPIRATION DATE	
NAME OF CREDIT CARD HOLDER (IF DIFFERENT FROM NAME ABOVE)			


#### SIGNATURE FOR CREDIT CARD ORDERS

Canada, add \$10.00 per title (in U.S. funds only, includes GST#R127032852). Foreign, add \$12 per title in U.S. funds only. Allow 6 to 10 weeks for delivery of your first issue. TM & © 2003 Marvel Enterprises Inc. All rights reserved.

**H43SP**


**WWW.MARVEL.COM/SUBSCRIBE**  
For a comic store near you call 1-888-comicbook

**MARVEL**



It's not my gun...  
it's my dad's gun.  
If he finds out--

He will. And  
he'll be really unhappy.  
But he'd be more unhappy  
if you did all this and got  
yourself killed at the  
same time.



But I *had* to...the other  
kids, they always said I  
wasn't nothing...that I was  
a wuss...they were always  
ganging up on me...I  
wanted to show them...  
show them I could be as  
tough as they are...  
tougher.

Well, I think you did that.  
Now you have to show if  
you're smarter than  
they are. Are you? Are  
you smarter?




Don't  
make me--

Nobody's  
making you do  
anything. You're  
in charge here.  
It's all your  
decision.


I know  
what it's like  
to get beat  
up a lot.

yeah,  
right.



What--you never watch  
the news? I've been ganged  
up on by everybody this side  
of the Bronx. And I used to  
be a kid just like you, before  
I got...like *this*.

If you get hurt,  
they'll just laugh.  
They'll say you're a  
jerk. You want  
that?



You want to  
give them that  
satisfaction? Or  
do you want to be  
your own guy?  
Because the gun  
doesn't make you  
your own guy.

The gun  
just kills people.  
People like you. Or  
those cops down  
there.

Don't  
give them the  
satisfaction.



Don't.



**Priority Seating**  
for White passengers only

**Priority Seating**  
for White passengers only

**Priority Seating**  
for White passengers only

**WITHOUT**  
MARTIN LUTHER KING

**2003**  
WOULD LOOK A LOT LIKE  
**1963**

Regardless of color, religion, or ethnicity, Martin Luther King Jr. believed in equality for all Americans. Now it's our turn to keep his dream of hope alive. Help build The Martin Luther King Jr. National Memorial on the Mall



in Washington, DC. Your support will help future generations learn that without the tireless work of Dr. King, the world they live in could be a very different place.



CALL 1 888 4-THE DREAM or VISIT [BUILDTHEADREAM.ORG](http://BUILDTHEADREAM.ORG)

WASHINGTON DC



"...And never, ever let them see that you doubt yourself."



What can I get for you?

Club soda.

Coming right up.



I didn't order this.

On the house. It's miso soup, guaranteed to cure anything.



Probably a good idea... I haven't eaten all day. Thanks.

No problem. And I promise I won't ask for your autograph.





These shoes were found 46 yards from  
the crash caused by a drunk driver.  
Carissa Deason was thrown 30 yards and  
not even her father, a doctor, could save her.

**Friends Don't Let Friends Drive Drunk.**



Photo by Michael Mazzeo



**BLEEP-BLEEP-  
BLEEEEP!**







Couldn't  
be better  
...couldn't  
be better.



**FIONA AVERY and  
J. MICHAEL STRACZYNSKI**  
STORY

**FIONA AVERY**  
SCRIPT

**JOHN ROMITA JR.**  
PICTURES

**SCOTT HANNA**  
INKS

**MATT MILLA**  
COLORS

**VIRTUAL CALLIGRAPHY'S  
CORY PETIT**  
LETTERS

**WARREN SIMONS**  
ASSISTANT EDITOR

**AXEL ALONSO**  
EDITOR

**JOE QUESADA**  
EDITOR IN CHIEF

**DAN BUCKLEY**  
PUBLISHER





Strong bones. Weak gravity.

Milk can help prevent stress fractures and broken bones.

got milk?

TM & © 2006 M&M/DVEI

UNLEASH THE FORCE IN 7.1 SURROUND WITH

Sound  
BLASTER  
**AUDIGY 2 ZS**  
**GAMER**  
LIMITED EDITION



AND

**GIGAWORKS™**  
**S750**



**700 WATTS**  
Total System Rated Power

**STAR WARS®**  
**JEDI KNIGHT:**  
**JEDI ACADEMY™**

Introducing Sound Blaster® Audigy® 2 ZS Gamer with 5 full version games including Star Wars Jedi Knight: Jedi Academy. The **ONLY** way to experience 7.1 Surround with EAX® ADVANCED HD™ Technology.

Sound Blaster® Audigy® 2 ZS Gamer and Creative GigaWorks™ S750 7.1 speaker system make great games sound awesome!

SOUNDS BEST ON



Visit us at [www.soundblaster.com](http://www.soundblaster.com)  
or call 1.800.998.1000

Get **CREATIVE™** in 7.1 Surround



ACTIVISION



©2004 Creative Technology Ltd. All rights reserved. Creative, Sound Blaster, GigaWorks, and EAX are trademarks or registered trademarks of Creative Technology Ltd. in the United States and/or other countries. LucasArts and the LucasArts logo are registered trademarks of Lucasfilm Ltd. All rights reserved. All other brands are trademarks of their respective holders.

TM & © 2006 MARVEL