

MARVEL
632.com

WELLS
BACHALO
RIOS

the AMAZING SPIDER-MAN

S
H
E
D

PART THREE

RATED A
\$2.99US
DIRECT EDITION
MARVEL.COM



63211

THE HEROIC AGE



RATED A
\$2.99 US
DIRECT EDITION
MARVEL.COM



THE AMAZING
SPIDER-MAN
ISSUE #632

MARVEL

BUGLE GIRL



Tom Brennan – Assistant Editor
Tom Brevoort – Executive Editor
Dan Buckley – Publisher

Stephen Wacker – Editor
Joe Quesada – Editor in Chief
Alan Fine – Executive Producer

GALE, KELLY, SLOTT, VAN LENTE,
WAID & WELLS – WEB-HEADS

SEARCH

GO

Zeb Wells – Writer
Chris Bachalo – Pencils (pg. 1-15)
Emma Rios – Art (pg. 16-22)
Townsend, Mendoza, Olazaba
& Bachalo – Inks (pg. 1-15)
Antonio Fabela – Color
VC's Joe Caramagna – Letterer
Bachalo & Townsend – Cover
Anacleto, Haberlin & McLeod -
Variant Cover



GRISLY END – The remains of foster child Billy Connors were found found in lower Manhattan. Exact details of the murder weren't clear, but Connors is the estranged son of Dr. Curt Connors, also known as the Lizard... more...



KRAVEN'S VAST HUNT! – Ana Kraven, daughter of the late Sergei Kravinoff, has executed most of her mother Sasha's plans across New York the past few months. But who are the Kravens and what's their end game? more...



HIS BROTHER'S KEEPER? – Mysterious assailants executed a group of homeless in the Bronx last night, but their target, Kaine, a seemingly superhuman vagrant, escaped alive. But who is Kaine? more...



When Army doctor Curt Connors lost his arm in combat, he dedicated his scientific knowledge toward cellular regeneration. His experiments with reptile blood turned him into The Lizard, a reptilian beast with super strength and enhanced senses.

Connors has spent the past few years trying to subdue the Lizard. It cost him so much – his good name in the science community was tarnished, and after his wife succumbed to cancer, he again became the Lizard and went on a rampage that cost him custody of his beloved son, Billy. But it did gain him a friend in the Amazing Spider-Man.

Connors resurfaced working for Phelcorp, a pharmaceutical company. But his abusive backer, Brian King, triggered the Lizard's return by engaging in a romantic affair with Connors' assistant, Marissa, secretly the object of Connors' affections. On a rampage, the Lizard killed King and several other Phelcorp employees – leaving only Marissa alive. The Lizard set his sights even closer to Connors' heart – hunting down young Billy Connors, and with the assistance of Ana Kraven's timely interference, killed the young boy.

Spider-Man was always able to put a stop to the Lizard by appealing to Curt Connors' human nature. But that human is dead...and only the Lizard remains.

THE AMAZING SPIDER-MAN (ISSN #0274-5232) No. 632, July, 2010. Published Thrice Monthly by MARVEL WORLDWIDE, INC., a subsidiary of MARVEL ENTERTAINMENT, LLC. OFFICE OF PUBLICATION: 417 5th Avenue, New York, NY 10016. PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. © 2010 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. \$2.99 per copy in the U.S. (GST #R127032852) in the direct market and \$3.99 per copy in the U.S. and \$3.99 in Canada (GST #R127032852) through the newsstand; Canadian Agreement #40686537. Printed in the USA. Subscription rate (U.S. dollars) for 12 issues: U.S. \$27.00; Canada \$37.00; Foreign \$39.00. POSTMASTER: SEND ALL ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, C/O MARVEL SUBSCRIPTION DEPT., P.O. BOX 5187 BRENTWOOD, TN 37024. TELEPHONE # (800) 217-9158. FAX # (615) 377-0525. subscriptions@marvel.com. ALAN FINE, EVP - Office of The President, Marvel Worldwide, Inc. and EVP & CMO Marvel Characters B.V.; DAN BUCKLEY, Chief Executive Officer and Publisher - Print, Animation & Digital Media; JIM SOKOLOWSKI, Chief Operating Officer; DAVID GABRIEL, SVP of Publishing Sales & Circulation; DAVID BOGART, SVP of Business Affairs & Talent Management; MICHAEL PASCUCCIO, VP of Merchandising & Communications; JIM O'KEEFE, VP of Operations & Logistics; DAN CARR, Executive Director of Publishing Technology; JUSTIN F. GARRIC, Director of Publishing & Editorial Operations; SUSAN CREPSI, Editorial Operations Manager; ALEX MORALES, Publishing Operations Manager; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Ron Stern, VP of Business Development, at rsterne@marvel.com. For Marvel subscription inquiries, please call 800-217-9158. Manufactured between 05/05/2010 and 05/14/2010 by R.R. DONNELLEY, INC., GLASGOW, KY, USA.

To find MARVEL COMICS at a local comic and hobby shop, go to www.comicshoplocator.com or call 1-888-COMICBOOK.



THERE'S
NOTHING I COULD
HAVE DONE
DIFFERENTLY.

BILLY'S FOSTER
MOM WAS
BLEEDING OUT.
IF I'D LEFT HER
SHE WOULD
HAVE DIED.

I DIDN'T
STOP TO
TALK TO
THE E.M.T.S.

CRASH!!

I TOLD
NO JOKES.

GOT BACK TO THE
CITY IN RECORD
TIME...PICKED UP MY
TRACER'S SIGNAL
ALMOST INSTANTLY.

MY ARMS ARE
STILL BURNING.
I COULDN'T
HAVE MOVED
ANY FASTER.

A dramatic comic book panel showing Spider-Man from a high angle, looking down at a massive pile of rubble and debris. The scene is dark and chaotic, with twisted metal and shattered concrete. Spider-Man's red and blue suit is visible as he stands amidst the wreckage. In the bottom right corner, a large, dark, web-like shape looms, suggesting the presence of another character.

BUT NONE OF
IT MATTERS.

BILLY CONNORS
IS DEAD.

SNAP
OUT OF IT,
PARKER--

THE **SPIDER-
TRACER**.
IT'S STILL
CLOSE...

THE
LIZARD'S
STILL HERE.

HIDING
IN THIS
GARBAGE...

CONNORS!

BILLY'S
DEAD!

YOU
KILLED
YOUR--

--SON.

OH,
GOD...

THE LIZARD...
CONNORS.

DEAD.
HE'S DEAD.

CURT...

I
FAILED
YOU,
TOO.

SCRATCH

WHA--

SPLORCH

NO...

HE'S NOT DEAD.
SOMETHING'S
CLAWING ITS WAY
OUT OF THE SKIN...

RT-T-T
T-T-T
T-T

IS IT...

CONNORS?

KAH NRRSP



KAHN RRS...
IS SHED.



IT...IT'S **THE**
LIZARD BUT...

CURT,
LISTEN TO
ME...



MONKEY
BRAIN IS
LIZARD HOME
NOW. NO MORE
KAH NRRS...

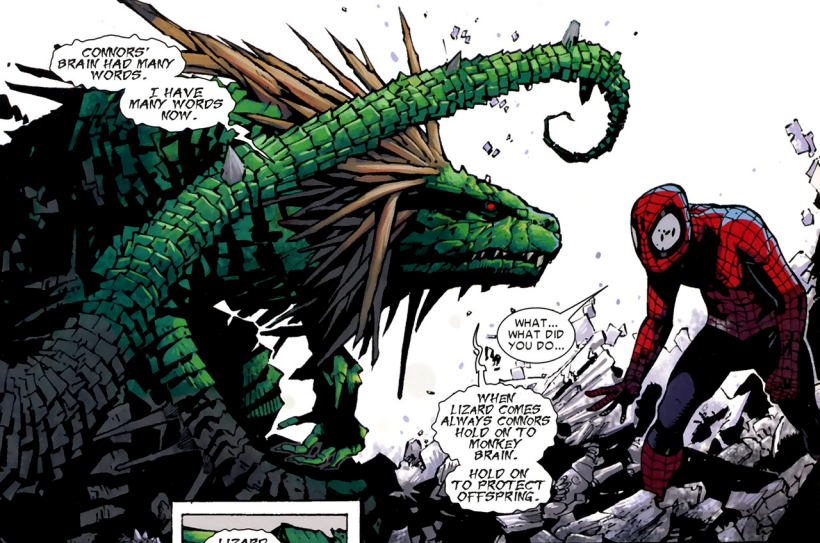


KAHNARS...
CAHNURS...



CONNORS.

YOU...YOU'RE
TALKING...



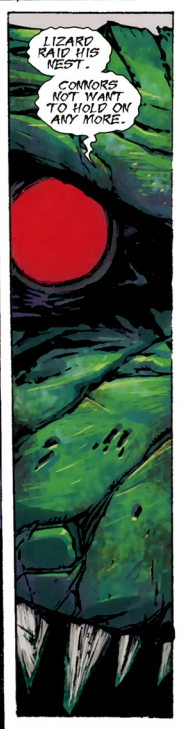
CONNORS' BRAIN HAD MANY WORDS.

I HAVE MANY WORDS NOW.

WHAT... WHAT DID YOU DO...

WHEN LIZARD COMES ALWAYS CONNORS HOLD ON TO MONKEY BRAIN.

HOLD ON TO PROTECT OFFSPRING.



LIZARD RAID HIS NEST.

CONNORS NOT WANT TO HOLD ON ANY MORE.



YOU SHOULDN'T HAVE DONE...

...WHAT YOU DID.



CONNORS HAVE PICTURE OF YOU IN BRAIN.

WHEN LIZARD WAS DUMB, LIZARD WAS YOUR PREY.



LIZARD
TAKE MONKEY
BRAIN.

LIZARD
NO LONGER
DUMB.

YOU ARE
PREY.

YOU'RE
NOT AS SMART
AS YOU THINK
YOU ARE.



THOK!

HNNN...

YEEARRRGHH!

KT-TT
T-T-T
T-T-T

CRASH!



WHY MONKEY BRAIN TELL YOU TO FIGHT?!

I KNOW LIZARD BRAIN TELLS YOU TO RUN.



THAT YOU ARE PREY!



ARRGHHH!



WHY YOU LISTEN TO DUMB MAMMAL BRAIN?



BECAUSE I'M NOT A LIZARD.



DUH.



YOU ARE WRONG!



YOU MAMMALS JUST LIZARD IN MONKEY SUIT..

COMMORS HAVE THIS PICTURE IN HIS BRAIN.

NOW I HAVE THIS PICTURE IN MY BRAIN.

M-MY HEAD... WHAT'S HE DOING...



MONKEY BRAINS HOLD A LIZARD INSIDE.

TRAPPED, LIKE I WAS TRAPPED.

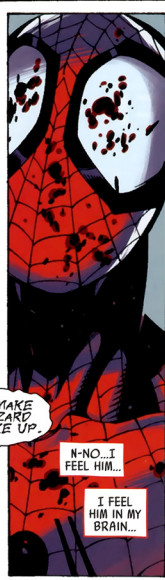
--URK!
CAN'T MOVE...



DUMB LIZARD ONLY TALK TO LITTLE LIZARDS.

AM SMART LIZARD.

I TALK TO LIZARD INSIDE YOU.



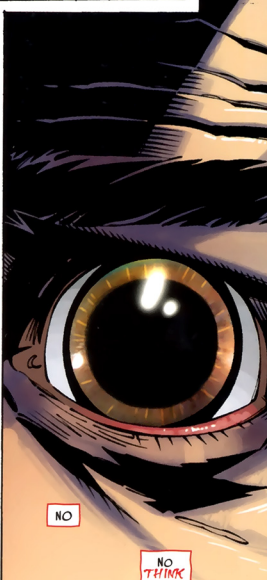
I MAKE LIZARD WAKE UP.

N-NO...I FEEL HIM...

I FEEL HIM IN MY BRAIN...



THINK, PETER...



NO

NO
THINK



NO
THINK ONLY
LOOK



LOOK
TEETH.



LOOK
CLAWS.



LOOK
BLOOD.





YES,
YOU RUN
NOW.

NOW
YOU KNOW!
YOU ARE
PREY.

NOW
YOU--



WHY MONKEY
BRAIN TELL
LIZARD TO
STOP?



MONKEY
BRAIN SAY I
NEED MORE
SKIN?



WHAT IS
MEAN...

I
NAKED?

Phelcorp Industries.

OFFICE OF DOCTOR
CURT CONNORS.



CARLIE...

IS...IS IT
SAFE?

WHAT
ARE YOU
TALKING
ABOUT?

AM I
SAFE
HERE?!

WHAT
HAPPENED
TO YOU?



THE
LIZARD...
HE'S BACK.

AND...
AND...HE'S
GOT REALLY
BIG TEETH...

I...I'M
SORRY. HE
DID SOMETHING
TO MY
BRAIN.



CARLIE,
I NEED YOU
TO CALL--
I DON'T--

WHO DO
YOU CALL
WHEN THERE'S
A DEAD
BODY?



OH, GOD...
BILLY?

AND
CURT, HE'S
THE ONE
WHO--

YES.



OH,
GOD...

HE WAS
THE LIZARD,
BUT HE WAS
DIFFERENT...
SMARTER.

I NEED TO
KNOW WHAT HE
WAS WORKING ON
HERE.

ACCORDING
TO PHELCORP IT
WAS SOME SORT OF
NEURAL STIMULANT
TO INCREASE
LIBIDO.



BUT ACCORDING
TO HIS JOURNALS
HE WAS ALSO
DEVELOPING A SERIES
OF NEURAL INHIBITORS
TARGETING THE
R-COMPLEX.

HE WAS TRYING
TO CORRECT AN
IMBALANCE IN HIS
OWN BRAIN.



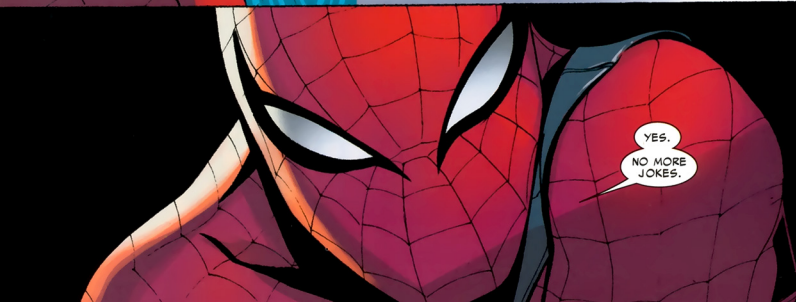
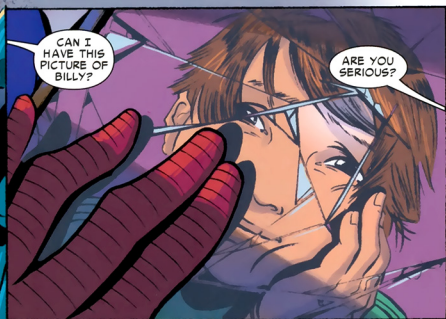
SEE
HOW HIS
R-COMPLEX
IS SWOLLEN?
IT'S PUTTING
PRESSURE ON
THE NEO-
CORTEX.

...THE
MONKEY
BRAIN.



CONNORS WAS
CONVINCED THE LIZARD
"LIVED" INSIDE HIS PRIMITIVE
BRAIN STRUCTURES...THAT
IT WAS TRYING TO "INVADE"
HIS HIGHER, MAMMALIAN
FUNCTIONS.

HE THOUGHT
THE LIZARD WAS
TRYING TO KILL
HIM.








MONKEY
BRAIN GROWS
QUIET NOW.

I AM NO
LONGER
NAKED.



OTHER COLD
BLOODS GATHER.
I MAKE PICTURES
IN THEIR BRAINS.

...I AM THEIR
BROTHER.



BUT I FEEL
OTHER COLD
BLOODS NOW.

THEY ARE
TRAPPED IN THE
BRAINS OF THE
MAMMALS.



I TALK
TO THEM.

PUT
PICTURES
IN THEIR
BRAINS.

WAKE
UP.

ARE YOU
OKAY?

AIRBEE!

WANT.
MINE.

S-STOP
IT...

YOU ARE
LIZARDS IN
MONKEY
SKINS.

FOOD!
MINE!
MINE!

NO MORE
HIDING.

I AM
STRONGER!!

GIVE
ME THE
CAB!!

PUSH
THROUGH
MONKEY
SKIN.



SHED.

TO BE CONTINUED...

the AMAZING SPIDER-MAIL



TOM BRENNAN **STEPHEN WACKER**
ASST. EDITOR EDITOR

TOM BREVOORT **JOE QUESADA**
EXECUTIVE EDITOR EDITOR IN CHIEF

DAN BUCKLEY **ALAN FINE**
PUBLISHER EXEC. PRODUCER

Issue #625—featuring the tragic story of the Rhino—elicited a massive amount of e-mail, so I'm going to try and shut up this week and let you folks speak your minds.

Dear Spider-Mail,

You have broken my heart.

The story of Rhino's redemption was so beautiful, it moved me to tears. I made my wife read the issue and she is not much of a comic book reader at all.

Why couldn't you have let him be healed and whole and loved and free? Why couldn't you have just left him alone? I'm not only reeling in shock from having just read issue #625, I'm actually feeling hurt and angry. It's irrational, I know—the Rhino is a fictional character, a mere pawn in a greater epic story. He has his part to play, which apparently will never change from what it has always been: a villain for Spidey to beat on.

Please don't get me wrong—I hated One More Day, but the writing has been so very good since then, I haven't been able to take Spidey off my pull list. I have been enjoying the title immensely.

Part of the reason for that was stories like those in issue #617—stories that break the mold, that actually break out of the Marvel Universe and connect to real life because of the way they break the mold. Issue #617 was inspiring. It was like you were saying that we all don't have to keep following negative and self-destructive patterns just because we've always followed them. We don't have to respond to hurt and loss by perpetuating hurt and loss, so the cycle continues endlessly until the end of time.

Who would have thought that the Rhino could change? Who would have thought that he could ever choose to be a coward for any reason? Who better to illustrate such a beautiful principle than the Rhino?

But now he's lost his wife and it's all been undone. That powerful, inspirational message has been reversed, and maybe more damage caused because it was allowed to come to print at all. The hope for that kind of change gets beaten back so often by life, and so many people think that it's just not possible at all, that they let that kind of hope die. "Why should I change? It's not who I am? I'll never be any different." Aleksei Sytsevich had risen above that negative kind of thinking, and a lot of us rose above it with him.

But where are we now? You may think I'm overreacting (and maybe I am), that it's just a story, but this is different than Captain America dying (everyone knew he was coming back eventually), or the Sentry being enveloped by the Void (though that is tragic), Tony Stark losing his mind, the Punisher becoming a Frankenstein's monster, or even Ares' recent demise (which, unlike Cap, he'll have a heckuva time coming back from). Those are all great plot-twisting storytelling devices that keep things fresh and interesting. Well, a reformed Rhino was fresh and interesting, and he's not anymore. He's another villain with a grudge. Just another grunt stuck in the same depressing patterns until somebody with a mental illness and godlike powers rips him in half.

Or worse yet, like all of us here in the real world, unceremoniously leaves this mortal coil failing to realize the difference that we can all make despite having made mistakes or having let opportunity pass us by.

I realize the jury's not out on Aleksei. PLEASE give him another chance. Show him and us that people can change for good—permanently—even when they have made really, really bad decisions. I'm begging you. There are so many of us out here who need that message, and we're listening to you. Really.

Either way, I'll keep reading. Like I said, you all turned a ridiculous event (again, BND, sorry) into something compelling and exciting. And I'm probably hooked for the long haul. But you must know that you have broken my heart.

Jason M. Poole



Dear Editor,

For awhile I wasn't sure what I thought of Brand New Day but over the past few months I have been absolutely floored. Here was the character that I admired and looked up to my whole life on brilliant display. The Gauntlet has been amazing, especially all the work that Joe Kelly is doing. I just finished #625, and put it with the rest of my almost full collection. This is one of the greatest Spidey tales ever told...heartbreaking...realistic...and best of all fun! I'll be making mine Marvel until Norman Osborn and Mary Jane have a child!

Dan Gvozden, Age 23
Severna Park, MD



Dear Editor,

My name is Corey and I am an avid DC fan. (Please do not stop reading my letter.) While I am DC fan, I keep my eyes on Marvel and pluck issues here and there to read and add to my ever growing collection.

Sometime back, I decided to take a look at "The Gauntlet" when I first heard it was coming out...the premise sounded interesting...the covers looked amazing. Electro's issues were pretty good and I liked the Sandman issues...but then I bought and read issue #617 with the Rhino and I was really impressed.

Time has passed and I have opted to skip a few issues of The Gauntlet. I shopped for my books on Wednesday and on Thursday, I checked the ratings a popular comic book news site gave the issues I bought the day before. I noticed that Amazing Spider-Man #625 had one of the highest scores of all the DC and Marvel issues this week. A 9.0 out of 10, which is a number seldom reached. I realized this issue also had The Rhino.

So, I rode back to the comic store and bought the issue. Having read it...I do not regret it. This was a fantastic read on so many levels. It had everything every comic book story should have. Adventure, Action, Love, Loss, Pain, Good vs. Evil...and sadly...the loss of a good man turning back to his villainous roots and again becoming an enemy. I felt the emotions of the characters like never before.

I felt Aleksei's love and loss and pain and anger...I felt Peter's desperation to talk to Mary Jane...that phone conversation broke my heart. I felt for Peter in the last pages of the issue as his life as a man and super hero crumble around him. I felt the weight of everything on his narrow shoulders. What balance and remarkable storytelling, Joe Kelly. The artwork partnered the story so that it flowed and moved with ease. It was all truly great and I just wanted more.

So to you all there doing Amazing Spider-Man, to Marvel, and my comic book friend and Spider-Man Super fan, Kream...to whom I debate unceasingly on the topic of super heroes and comic books and who is better...I humbly admit...this week...you won...and to those who read issue #625 of Amazing Spider-Man...like I did...we won too.

Corey Weeks
Greenville, NC

To Joe Kelly and Max Fiumara,
Re: ASM #625

Some guys have the remarkable ability to create a bunny rabbit, a cute bunny rabbit, a sweet, wonderful, cuddly-wuddly bunny rabbit, make us fall in love with the bunny rabbit, make us want to live happily ever after with the lovable bunny rabbit, and then, they kill the bunny rabbit.

Such guys ought to be tarred, feathered, and run out of town on a pole!

Wilfred D. DeVoe
Salem, Ma.



My thanks to the many of you who wrote in on #625. It was obviously an issue that moved many of you...which tells me we need more Rhino stories! You'll see more of Aleksei later in the year. In fact, Waid just delivered a plot today with the horned one in it.



And if you're looking for more Spidey this week, check out ASM Annual #37 featuring the never-before-told story of the first team-up between Spidey and Captain America as well as the Return of Kurt Busiek and Patrick Olliffe's fan-fave feature: Untold Tales of Spider-Man (guest-starring a certain Spidey creator whose name rhymes with Flan Flea!)

And with that, you go rest up for a couple weeks as we put the finishing touches on the disgustingly deadly conclusion of Shed.

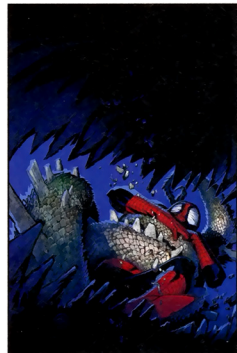
Viva Cumpleanos!

Flephen Flacker
5/6/10

Regular cover by Bachalo (with lettering by Chris Eliopoulos).

Villain variant by Joe Quinones.

NEXT!



SHED CONCLUDES!

Send e-mail to
SPIDEYOFFICE@MARVEL.COM
(please mark as OKAY TO PRINT)

Special thanks to ScanDog for the variant cover!