

PROPERTY OF

SMOOTH 7

THE AMAZING  
SPIDER MAN

A TREATMENT FOR A FILM

BY

JAMES CAMERON

BASED ON THE MARVEL COMICS  
CHARACTER CREATED BY  
STAN LEE

SMOOTH 7

PROPERTY OF CAROLCO PICTURES  
AND  
LIGHTSTORM ENTERTAINMENT

EYES ONLY: NOT FOR DUPLICATION

FADE IN:

A geometrical pattern fills the screen. Silver threads in moonlight.

Part of a spider's intricate web.

It moves slightly and we see behind it... the glint of an eye.

Pulling back. Two eyes, blinking in the darkness, behind a mesh of fishnet material.

Continue pulling back to reveal a face. A face shrouded in darkness, covered by a concentric web-like pattern. Behind the mesh we catch a hint of the features. Not much. It is the eyes which command our attention.

Pulling back... head and shoulders. A black night background. Wider still, revealing a muscular silhouetted figure, sitting cross-legged with zen-like composure. The arms are straight down, between the legs. Behind the figure is some kind of steel structure.

But wait. As we pull back, city lights have come into view, and now skyscrapers... but they are above us. Sticking down into frame like the mothership in Close Encounters. CAMERA ROTATES now, 180 degrees...

Putting the city where it belongs... below us. And revealing that the figure is hanging by his hands, by a thread-like wire... cross-legged and chilled-out. Upside down. He is wearing a form-hugging body-suit. Hard to make out the details in the moonlight. Who is this whacko?

Keep pulling back. The figure is hanging, like a spider, from a radio mast high above... Manhattan. There are the familiar landmarks... Pan Am and Chrysler Buildings. Empire State.

FIGURE (V.O.)

Welcome to one of my favorite night spots. The service is slow, but the thing I like about it... it's not usually too crowded.

The Empire State building is lower than us so there's only one place we could be...

1400 feet above the street, on the radio mast of the north tower of the World Trade Center. A quarter of a mile below us, the traffic moves like corpuscles of light through the circulatory system of the city.

We pull back further, orbiting now in a dizzying panorama of the greatest city on this planet until the silhouetted figure is as tiny as... well... a bug.

FIGURE (V.O.)

It all looks so... *civilized*... from up here, doesn't it? Like there's some kind of logic to it all. It's all so clear. But you get down there on the street and nothing's clear.

THE STREET. Cabs and cops. People on the move. Humanity in all its variegated glory... from stockbrokers to hookers, priests to junkies.

A CORNER NEWSTAND. Pushing in on a stack of Newsweeks. Close on the top one. The cover is a grainy, long lens black and white shot, like a UFO photo, of a guy in tights apparently crawling up the side of a building. The headline reads: THE SPIDER MAN - HERO OR VIGILANTE?

An arm, wearing red spandex and a red glove, drops down from the roof of the newsstand. The news-guy whirls as the arm slaps two bucks on the counter and grabs a Newsweek. The owner rushes out the door... looks on top of his kiosk. There's nothing there. He looks up, all around... nothing. He grins and holds his fist in the air.

OWNER

ALRIIIIGHT!

CUT TO THE FIGURE, atop the WTC. Still hanging. He pulls the Newsweek out of his belt and stares at the cover in the moonlight.

SPIDERMAN (V.O.)

How can I expect them to get it. I don't even get it. I do wish they'd at least get my name right. It's Spider Man... not *The Spider Man*. Jeez. Boneheads. I need a better publicist.

He rips the magazine easily in half, then in quarters, then in eighths... somewhere in here we realize that this takes more strength in the hands than you or I have. He releases the stamp-sized shreds. Camera drifts with them as they flutter down over the city like confetti.

SPIDERMAN

Wouldn't they have kittens if they knew Spiderman wasn't even a *man*. Just a kid named...

PETER!

CLOSE UP on an elderly lady yelling. "Peter... you're going to be late!" It's morning and she's calling up the stairs to...

PETER PARKER. Age 17. Peter is in the bathroom, popping a zit in the mirror. He puts on his glasses and checks his look in the mirror. Still the same. Nerdy. He doesn't care. Screw 'em.

He grabs a big stack of books and heads downstairs. Over breakfast we meet his aunt MAY and Uncle BENJAMIN. Nice people but way too old to be the kind of role-model parents a kid needs. Still, he loves them even if he forgets to actually mention it 99% of the time like any kid.

Aunt May is thin and fusses over Peter too much. He indulges her. When he has time, which he doesn't this morning.

Peter's parents were killed in a plane crash when he was six. He woke up one day without a family. Somehow he always felt guilty that they went away. As if he had done something wrong. His 17 year old mind tells him it was just fate, just a random accident... but deep in his subconscious that scared 6 year old still cries, begging for them to come home... he won't cause trouble anymore... he'll go to bed when they tell him.

PROPERTY OF

SMOOTH

Uprooted, moved from the only home he knew, in Maryland, to Ben and May's modest bungalow in suburban Flushing, NY. It is a low to middle income boredom-zone of tract homes pushed too close together. Peter actually goes to high school in nearby Forest Hills, a snotty high-income neighborhood. This makes him a poor kid from the wrong side of the tracks in the eyes of his status conscious schoolmates.

Peter is a bright kid. He doesn't have many friends. He is ostracized for his interest in science. Our MTV culture frowns on people who think too much. Intellectual curiosity is decidedly un-hip. Who cares about where the universe came from or how the Greens hammered Troy? Did you hear the new Pearl Jam album?

Peter is defiant. He thinks they are the real losers. They'll be flipping burgers while he's discovering the cure for cancer. We'll see who wins in the long run.

He wears his isolation like a badge... with an air of superiority. In fact, he is awesomely shy and desperately lonely and unhappy. But whenever this occurs to him, he loses himself in his studies, and finds a kind of peace.

He has the 17 year-old's sense that he knows everything about the world, and can see so clearly all the things that are wrong with it. In fact he is very insulated and knows almost nothing about human nature in all its complexity. He doesn't even understand himself very well. Because his life of the mind is his badge of superiority, he frowns on the pursuits of the body.

Sports? Forget it. Bunch of jock boneheads crashing into each other. Like stag elk in rut. Senseless violence.  
Girls? Good in theory, but how do you talk to them?  
Dancing? No way. He tried it once. Not a pretty sight.

Peter is a virgin. And apt to remain that way for a while. He's your basic sexually pent-up adolescent.

One other thing about Peter. He is a plucky kid. He's got true grit. He's never had an opportunity to prove this, to himself or anyone else. But he will soon...

That day at school, we see Peter with his friends, who are mostly straight-A misfit types like himself. In his last class of the day... his favorite, BIOLOGY... Peter daydreams about the girl across the room. Mary Jane Watson. Peter is captivated by her, though she doesn't seem to know he exists. The teacher tells them to pair up for term science projects and to Peter's surprise Mary Jane comes all the way over to him and asks to be his partner.

Mary Jane needs at least an A in the class, or she won't graduate with a B average, and then her parents won't buy her a car like they promised. So she teams herself with Peter the Nerd. Mary Jane's girl-friends in the class exchange looks and smirks.

Peter flushes with the sudden proximity of the girl he has watched from across the room all year. She even smells good. He feels giddy.

Peter of course knows he has no hope. Mary Jane is going out with one of the school's top studs... Nathan McCreery, AKA "Flash". Nathan is a top athlete, playing on the senior football team and head of the gymnastics team. He is also a tennis snob and drives a Porsche. Peter hates him utterly, on general principles. Peter takes the bus. His aunt and uncle don't have much money.

Mary Jane is a popular girl, in a "sosh" clique, way out of Peter's league. She has it all... looks, money, handsome boyfriend. Peter oscillates between despising her and fantasizing about saving her from a burning building so she will be eternally grateful to him and maybe even kiss him.

Peter is thrilled to be her partner for the term project. School lets out. Peter walks Mary Jane out to the parking lot. Flash comes zipping up in his Porsche to pick her up. In an awkward moment of condescending generosity, Mary Jane invites Peter to go with them, to Flash's house, to play tennis and swim in the pool. Peter declines... he has an honors-student science seminar he's going to at a nearby university. Anyway... he

doesn't want her to see his pale skinny body next to Flash the stud.

McCreery makes some offhand but cutting remark about Peter, then some of Flash's jock friends get into it... mocking him as well. Peter walks away, humiliated.

LATER, at the seminar... Peter is touring the genetics lab of the university he hopes to attend if he can get a scholarship. The lab has one of the nation's leading research programs on recombinant DNA and gene therapy.

As the tour moves through the lab complex they are able to get a glimpse of the restricted area where some of the more advanced research is done, through sealed glass doors. The professor shows them video monitors which show the images of bio-isolation flasks where genetic experiments are done on fruit flies.

He says they are "using synthesized transfer-RNA to recode the genome of the fruitfly... transferring genetic information from one species of fly to another."

He points to the monitors, saying, "You can see the ten mutagenically activated flies on the left, the ten control flies on the right... "

Peter mentions that he only sees nine flies on the left. While the scientist is counting, the camera moves to a high corner of the room. Caught in a spider's web, near an air duct, is the tenth fly. The spider approaches the struggling fly and begins to dine. Rack focus back to the professor... as he continues the lecture. They move on. Peter asks if he can take some photographs for his school paper. The group moves on, leaving him behind.

The tiny spider drops down from above on a nearly invisible thread. Peter, below, is oblivious, as the arachnid descends. It lands on his hand as he is taking his last shot. He feels a stinging pain and sees the spider. He smashes it. Stands rubbing his hand. Then hurries after the group.

Peter on the subway on the way home. He is rubbing his hand, which is red and swollen. He is perspiring and feels faint. His lips are dry.

By the time Peter gets home, his vision is blurry. He goes straight to bed... avoiding Aunt May. He pulls off his clothes and staggers toward the bed, but collapses on the floor.

He is wracked by a convulsive tremor, like a seizure. He is plunged into a psychotropic state... an abyss of dark visions which yawns beneath him. He falls into the maelstrom, barraged by hallucinatory manifestations. Disturbing images of webs... from a POV as if crawling over them. Glistening eyes in the dark. Sudden predatory lunges. Prey struggling hopelessly to escape. A David Lynch bio-horror montage of spiderworld. Shadowy images of rooftops... crawling over buildings and fences. Leaping through the dark air...

Peter awakens in the sunlight. He opens his eyes, relieved to be out of the nightmare. That it was just a dream. He blinks, looking around and screams. He is about 80 feet up a high-tension tower... wearing only his underwear. Below him, morning traffic moves along the street. Nobody looks up.

CUT TO PETER sneaking along a fence, trying not to be seen. He hides in the bushes as two girls from his class go by. Deeply embarrassed and confused, Peter makes it back to his house.

He slips inside and gets ready for school. He is pale and shakey. He rushes past Aunt May and Uncle Benjamin, saying he is late. He goes outside, around the house, and climbs into a basement window. He goes to a dark corner and huddles there, shaking. His teeth are chattering. He hugs his knees to his chest and drifts into semi-consciousness.

His eyes fall on something moving in a ray of sunlight coming in the window. It is a spider, descending on a single silken strand.

To Peter it is like a heavenly vision, the tiny figure filling his entire consciousness in some sort of hallucinatory magnification. The morning sun backlights it and it seems to glow with a golden radiance. It is like some kind of divine

messenger, waving its legs slowly as if trying to tell him something. He is riveted by it, hypnotized by its otherworldly beauty and grace.

Peter comes in the front door of the house after dark. He passes the living room, telling his Aunt and Uncle that he has to study. They ask him if he is okay. He says sure, fine.

Peter looks in the bathroom mirror. He looks normal. He looks at his hands. They have stopped shaking. It appears to be over, whatever it was. He rubs his wrists, unconsciously. Rubbing his thumbs over the insides of his wrists. They hurt but who knows why.

He notices suddenly that he can see perfectly. But that he is not wearing his glasses. He rushes into the bedroom and puts them on... the world goes fuzzy. He throws them across the room. Rubs his eyes. Wow! The poison cured his myopia. Cool.

Peter goes to bed, exhausted by his ordeal. He sleeps soundly. The spider dream comes again. This time rather than a dark, roaring horror of confusing, disjointed images... it is more refined. An aerial ballet of eerie grace... the weaving of an orb-web from the spider's point of view. Shimmering geometry in cold black space.

THE NEXT DAY. Tight on Peter as he wakes up. He opens his eyes cautiously. Not knowing what to expect. PULL BACK to reveal that he is still in bed. All is normal. He breaths a sigh of relief. In fact... he feels pretty good. Lots of energy. He pulls back the covers and...

Something is causing the sheet to stick to him. He lifts it, revealing a sticky, white mass completely covering him, gluing him to his bedding. It is some silky substance webbing him into the covers. He cries out in dismay... struggling to free himself from the gluey strands. Where did it come from? He notices his wrists...

They are oozing a pearlescent white fluid from almost invisible slits about a quarter of an inch long. He pushes on the skin next to one of the slits and... a dark shape, the size and color of

a rose-thorn... emerges from beneath the skin. It shoots a jet of liquid silk into his face.

Peter screams at the top of his lungs.

Aunt May comes to the door. "Peter, are you alright?"  
 "Yes", he answers, nervously. "I'm... fine, Aunt May. I was just... uh... practicing for a school play."  
 Aunt May says she's so happy that he's getting into other activities.

He gets out of bed and pulls the silky webbing off himself, realizing how strong the stuff is. He looks again at the horrifying "spinnerets" on his wrists. He is hyperventilating... freaking out. Like the guy in Kafka's Metamorphosis, he has woken up to find out he is a bug.

Peter bangs out the back door of his house. He starts to run. Anywhere. Trying to get away from himself. Away from what is happening to him. He runs and runs in a blind frenzy, not realizing how fast he is going.

Peter shoots through the trees. He bursts out into a street...

Right in front of a speeding delivery truck.  
 Peter leaps. The truck roars on... horn honking. Peter realizes he is twenty feet above the ground.  
 He yells in terror. He is sticking to the side of a perfectly smooth building, by his palms, two stories up.  
 Like a cat, stuck in a tree, he doesn't know how to get down.

A kid rides by on a bike.  
 Hey! Peter yells. Kid! Call 911!  
 The kid looks at him and rides off fast. Peter gingerly pulls one palm loose... then loses traction and falls--

Landing with perfect catlike grace on feet and hands. He stands unsteadily.

What is going on? His body is changing. Where will it stop?  
 He tests his arms and legs, feeling the strange energy pulsing through his muscles

SEVERAL SCENES FOLLOW, of Peter realizing his new physical powers... strength and agility. His horror begins to turn to exhilaration as he finds himself capable of things he never dreamed of. He finds his skinny body suddenly more muscular, man-like. But beyond that he has inhuman power in his muscles... he picks up the back end of a small car by its bumper. Is he dreaming?

He finds a position of his hand which seems to trip the spinneret in his wrist. Hand bent back to 90 degrees, index and pinky finger extended. The fluid jets out under pressure like a shot from a squirt-gun, instantly hardening into a strand tougher than nylon. He tests it... can't break it. He even finds that it will support his weight. He realizes it is spider silk. Peter shoots some up to a tree limb and hangs from it. Starts swinging back and forth... yelling with the thrill of it.

CUT TO Peter at school, with his sleeves pulled down... nervously looking around. Nobody notices him. He realizes that even though the most profound change imaginable has happened to him, no one else knows... or needs to know. Which is good... because he's already enough of a misfit. No point letting them know he's a complete freak.

In biology class he tells the teacher he wants to do the term project on spiders. Mary Jane is aghast. She thinks they're revolting. Peter just wants to know more about them. Because he wants to know more about himself. But he can't exactly tell her that.

Peter, in a junkyard after school. After making sure no-one is around, he practices shooting silk. MONTAGE of him learning to control the flow, the diameter, the dispersion etc. like a real spider does. We see him practicing web-making. Screwing up. Getting more accurate. Then gunslinger moves, shooting the stuff around. Nailing a pop can in mid-air. Cut to long-shot... the area completely covered in webs. A total mess.

Cut to him drinking half a gallon of milk. Eating voraciously. Replacing the protein he has used up. His aunt is pleased with his appetite.

That night he is working on his homework, trying not to let this new reality ruin his life. His window is open.

He looks out into the darkness.

It beckons to him. The blackness, once a source of fear, is now welcoming. He goes through the window, into the world of night. Instead of leaving his home, he feels like he is going home.

He climbs onto the roof. He can see perfectly. He leaps to the house next door. The heights don't scare him in the least. He takes off running...

TRACKING SHOT... going with Peter as he leaps from roof to roof... running along the peaks... finally leaping to a streetlight and doing a full flip around it. He shoots some webbing onto the lightstandard and slowly lowers himself to the street, landing perfectly. He bows theatrically to nobody.

This is great!

He doesn't know what's happening to him-- thinks he is a freak, his body has become a stranger. Hopefully this will be seen correctly as a metaphor for puberty and its awakening of primal drives-- everybody goes through this growing awareness that powerful forces are driving them beneath their supposedly rational consciousness.

SEQUENCE of Peter in the world of night. Climbing sheer buildings... exploring. Learning. Leaping from roof to roof to fire-escape to freeway overpass.

Just when he is starting to get rocky, he slips off the sheer face of a high-rise and falls. He shoots a silk-strand out wildly... it catches on something and he swings in a wild arc through the darkness. He slams against another building and sticks by his palms and feet.

He takes a breath, looking down. Close one, but he is exhilarated. Wants to push it further. It is the first time in his life he has ever been good at anything physical. It is like a dream.

We explore the idea that the lure of the dark replaces fear of the dark... that the dark becomes a comforting, nurturing place

for Peter, rather than a place of dread and uncertainty. He feels at home in the dark, secure there... it is the place he seeks for solace, for peace. Everything is backward for him. Night becomes his day... heights, previously terrifying now attract him. The air becomes his water, he swims weightless where other mortals would plummet and break. He is at home in places others fear. And it stirs something dark inside him. A predatory urge.

We see Peter following a figure far below on the street. He runs along a rooftop effortlessly. A shadow in the moonlight. The person below has no idea he is being stalked. We will hear Peter's thoughts (the equivalent of the thought-bubble word balloons) as a voice over. He is tripping on the power of being able to come and go like a wraith... to watch without being seen. The ability to go anywhere he wants without asking permission. He feels like an adult for the first time. A man.

He goes to Mary Jane's house. Drops down from the roof and looks in her window. She turns off the light, and thinking she is unobserved, strips off her clothes. She slips into bed in just her panties and a T-shirt. But even this forbidden glimpse is too much for Peter. He loses his concentration and with it his palm grip on the wall. He crashes into the rose bushes. He is bounding into the darkness as lights come on in the house behind him.

CUT TO Peter, asleep in class. The teacher calls him aside as the class files out, and asks him what is going on. His grades are slipping. The straight A student has slipped off the track. Peter says it's a personal problem. He should be fine. But we see that he is changing. His life is changing.

Uncle Ben gets laid off. At sixty his job prospects aren't good. They wonder how they will make the mortgage and all the bills. Nobody helps the little guy, Ben says.

Peter figures there must be a way for him to make some money with his new-found powers.

Peter has a piece of cardboard and a magic marker. He writes Human Spider on the cardboard. Thinks about it. Naw. He turns it over and writes... Man Spider.

Naw.

He gets another piece and writes Spider Man.

Naw.

He turns it over to write something else, then he turns it back. Looks at it. Mmmmm.

Cut to the sign leaning against a light pole on the boardwalk at Rockaway. Peter has a black fish-net stocking over his head, and dressed all in black, starts climbing street-lights and doing gymnastics. People throw quarters, and even some dollars into a dish next to the sign. Peter works a few hours, staking out some turf between a mime and a guy using upside-down plastic pails as drums.

A guy asks him if he works private parties and Peter shrugs, sure. The guy tells him he'll pay fifty bucks, but Peter should get a better costume.

Peter, in class... drawing in his math notebook as the teacher drones at the black-board. He is doodling a costume. We see several bad designs.

CUT TO Peter working on the costume. He buys a snappy lycra dance-skin at a dance studio. It is red and midnight blue. With liquid thread he draws goofy web-patterns all over it. A black spider on the chest. And a big red spider on the back. He tries it on. Not bad. He pulls the fish-net over his head. It disguises his features just enough. He cuts eye-shapes out of black material and glues them on... big jack-o'-lantern eyes, wise and a little wicked in their shape.

Last, he makes wrist pieces out of two old watch bands and some cigarette lighters which he silver-solders together. They do nothing. He will tell everyone he made these high-tech wrist shooters which simulate spider-silk. He doesn't want them to think he's a freak of nature. They are situated in such a way that his biological spinnerets are just hidden, but unimpeded. It looks like the silk is shooting out of the wrist-bands.

In front of the mirror he practices poses. Turning. Catching the light. He works on his voice, lowering it. We see him becoming another person. Spider Man is born, out of Peter the boy. Spider Man is everything Peter is not... confident, cocky. Physical. Powerful. Smooth. Ready with a snappy one-liner. We see long-repressed aspects of Peter coming out, being given form and substance behind the mask.

Aunt May, at the bathroom door, asks Peter when he is going to be done rehearsing for the play... it's late. Peter, flustered, whips off the mask. He reverts instantly to himself. The fantasy broken.

Next we have a sequence of scenes where we see Spider Man become a public phenomenon. He does his spider tricks at an upscale party... climbing walls, swinging across the room. They pay him 50 bucks. A booking agent sees him and wants to put him on a public access variety show... a kind of Gong Show for weird acts. He gets noticed, and becomes a kind of 3 a.m. cult favorite. His put-on deep voice becomes natural to him. He tells the interviewer that he built his wrist-shooters himself, and that the webbing formula is a secret but that the chemical process is similar to rayon.

CUT TO an opulent mansion in Manhattan. Marble floors. Priceless art on the walls. Camera tracking through the luxurious darkness, to a vast living room with a fire burning in an enormous fireplace.

One wall of the room is covered with TV screens. A FIGURE watching it from a high-backed chair. Watching the Amazing Spider Man on the variety show. A hand appears from behind the chair-back. With a minute gesture (and no remote) the hand commands the TV screens, and they all switch to the channel on which Spider Man is performing. Twenty images of Spider Man on cable as...

The audience claps and the host makes some backhanded compliment. A joke at Spider Man's expense. Peter, eager to please, doesn't get it. He does another trick. The band strikes up and they go to commercial.

We reveal the figure in the chair. This is CARLTON STRAND. He is in his early forties and exudes power from every pore. He is wearing a very expensive custom tailored suit. His hair is slicked back very GQ. His nails are manicured. His watch is platinum. He is the image of vast wealth attained not inherited.

SPIDER MAN (V.O.)

Carlton Strand. You think Trump was big. This guy was bigger. There he was sitting like a big fat spider at the center of his web of power and megabucks... and way out at the edge he feels this little vibration.

Strand's eyes are piercing, blazing with a malevolent intelligence. He waves one hand minutely and the TV set goes off. A man enters the room. A square-jawed, solid looking guy with a powerful build, named BOYD.

STRAND

Find out everything you can about this Spider Man.

Boyd nods and exits.

CUT BACK TO SPIDER MAN hanging from the radio tower of the World Trade Center. We will return periodically throughout the film to this image of him in his eyrie.

SPIDER MAN

But he wasn't always Carlton Strand any more than I was always your friendly neighborhood Spider Man. At one time he was just a punk named Carl... a two time loser about to go down for the third time. It was about ten years ago that Strand got his cosmic tap on the shoulder...

TEN YEARS AGO, NEW MEXICO DESERT:

The wind is blowing sand across a desolate stretch of desert highway. It is dusk and storm clouds have turned the sky prematurely black. A single car rocketing along at high speed. Blue and red lights come over the hill behind it. Gaining.

Inside the car we see a younger and very different Carlton Strand. He has crummy clothes, a four day beard and a desperate look in his eye. He's talking to somebody named Bobby, trying to keep him calm, but you hear the panic in Strand's voice.

A view of the backseat reveals Bobby, slumped in the seat. Bobby has been shot in the stomach and isn't holding up his side of the conversation. The desert rolls by unseen by his staring eyes.

A Highway Patrol car pulls behind Strand's stolen Mercury. Strand fires a pistol out the window at them. The running gun-battle results in both cars crashing spectacularly.

Strand leaps from the wrecked car, as more cops appear over the hill, lights blazing. He runs out into the scrubby desert clutching his pistol and a couple stacks of bills... the pitiful score from their robbery gone sour.

ON STRAND, running. He reaches a fence and climbs over it. Nearby is a small cabin, with a sign on it that says "Lightning Field House". A man comes out of the cabin, yelling something at him. Strand ignores him, running on into the desert.

He comes upon a strange place a mile further out. It is a field of stainless steel towers, straight rods over a hundred feet high. There are hundreds of them in perfect rows, covering two acres. It is a conceptual art-piece... a sculpture called "The Lightning Field". Carl doesn't know this. And he doesn't give a shit. He stops amongst the towers, exhausted.

The cops reach the shack and the guy there tells them they can't go any further... the towers are designed to attract lightning and if there's a strike, they'd be toast.

Strand sees lightning strobing through the black, turbulent sky. He crouches behind a tower, panting, gripping his gun. Ready

to make a stand. It is full night now, a wild howling night filled with the fury of a desert storm. Thunder rolls across the hills.

Suddenly the Lightning Field is struck. As it was designed to, it takes the energy of the lightning bolt and distributes it from tower to tower until the whole thing is blazing with blinding electric arcs in a huge rectangular matrix. Caught at the center of it Strand is crucified by lightning from every direction. He is in a vortex of electric fields never before experienced by a human being. It lifts him off his feet with the power of the charge. In tight close-up we see it arcing inside his eyeballs. The money drops from his hands... the bills igniting into flaming moths that swirl away on the wind.

The cops watch the gorgeous, terrifying display. Strand hits the ground, smoking and motionless. The cops, watching through binoculars, know it is over. It begins to rain obscuring their view. They get out a thermos of coffee and settle in to wait for morning.

ON STRAND'S BODY. Still. Then, incredibly, he stirs. He sits up, groggy and disoriented.

Strand escapes in the rain, finding a dirt road through the nearby hills. He comes to a ranch house with a pickup truck. He tries the key. Nothing. He pops the hood and looks... there is no battery. In a rage he grabs the two battery cables. The engine starts to turn over. He looks at his hands and realizes the voltage is coming from his body. He starts the car and slams it into gear... tearing out into the rainy night.

He begins to comprehend that somehow he has been changed by the powerful matrix of electric fields. That he now can generate a powerful charge like an electric eel.

CUT TO STRAND walking into a back-room meeting of a few of his hood acquaintances. It is weeks later and they are surprised to see him. They thought he was dead.

He says he was. For a few minutes. He got zapped by lightning out in the desert. While running from the cops. Somebody set him up. The cops were waiting when he and Bobby pulled the job. You guys wouldn't know anything about that, would you?

He says he died in the desert and came back... but he came back changed. He grabs the leader and stops his heart with a zap to the chest.

Then Strand demonstrates his power over life and death. He puts his hands on the guy's chest and yells, jokingly, "Clear!" He zaps him again and the crook's heart starts to beat. He begins to come around.

Now they fear him. They start to go for their guns. Strand blasts them with powerful bursts of electrical energy, blowing them back against the walls. They collapse, their clothing on fire. Only the leader is left, the guy who set Strand up. Strand is clearly in total command of his new power. He explains that there is more to it than just being able to generate, channel and project electrical energy.

He can sense electrical energy as well. The world to him has been transformed. Instead of matter, solid things, he sees energy. A pulsing web of electric fields. He can sense the current in the wires in the walls. By laying his hand on a telephone wire he can "hear" the conversation. By touching a computer he can download the data from its hard-drive. His brain itself has been energized... and is now able to follow and analyze all these signals. The world is a pulsing circulatory system of electrical and electromagnetic currents and waves. In fact... he can't shut it out.

At first the din almost drove him mad, but he learned to be selective, learned to control his energy... self-control and discipline... not unlike Spiderman's journey of self-discovery. Came to grips with his new nature and embraced it. Discovered the real truth about power.

The real power, he says, is not force but *information*. Then force.

He kills the leader of the gang and takes his place. But he quickly realizes that the kind of crime these guys were involved in was at a penny-ante level. The real rip-offs were happening at a much higher level... the multi-billion dollar leveraged buyouts, corporate takeovers, offshore bank scams.

He takes the resources of the two-bit crime syndicate and takes them legit. Then using his ability to steal and manipulate data, he builds them into a mega-player. He is utterly ruthless, brilliant, feared. And almost magical in the way he knows everything that is going on. Anyone that stands in his way seems to conveniently die of a heart attack.

He considers the brute force display of power to be vulgar. The real power is the power to move the world... through control of economic forces which are beyond the realm of most people's imagination... Donald Trump meets Milken, mixed with homicidal psychosis. He knows he is unique in all the world, destined for greatness, destined to use the masses of everyday mortals for his own gain.

CUT BACK TO PRESENT, in Strand's mansion. A WOMAN enters the room. She is stunningly beautiful. The kind of consort you would expect for a man of wealth, power and taste. This is CORDELIA. He motions her to him and she glides over, but stops a foot away.

STRAND

I must say, my dear. You look very *usable* tonight.

She smiles playfully. He circles her, almost touching her. His hands move over her... inches from her skin. He leans close and breathes in her scent. But he can't touch her.

She opens her silk robe. Underneath she is wearing a rubber wetsuit. He touches the rubber, running his fingertips over her. We hear a faint crackling of electricity. She seems both excited and apprehensive.

STRAND

I want you. Not rubber.

CORDELIA

No, Carl--

STRAND

Yes!

Strand doesn't like the concept of no. He takes her in his arms and kisses her. With passion. And more... her hair stands straight out with the electrostatic charge. She begins to convulse, in tiny shivers at first but then like an epileptic. Suddenly she goes limp. Her eyes stare fixedly at the ceiling.

STRAND

Shit.

He drops her on a couch. Stands there in misery and isolation.

Strand has the midas touch. He has everything and nothing. His electrical sense gives him the power to manipulate computer bank transfers, the stock market, etc... to make himself a billionaire. To sit at the center of the world's great electronic web and feel its vibrations. So he has everything.

But he cannot touch another person, or shake hands, without a great effort of will to control his electrical potential. And if he lets his guard down, in an intimate moment with a woman, he will kill her with the high voltage discharge. His love is deadly. So he has learned to live without love, without the comfort of human touch, emotion, contact. So he has nothing.

He quickly unzips the front of her wetsuit and puts his hands under the rubber. ZAP! Her body arches. He steps back, scowling. Impatient. Her eyes flutter open and she struggles to breath.

CORDELIA

I don't know how much more of this  
I can take, Carl

PETER STARTS slipping as a student, missing sleep... feeling the strain of a dual life. The only subject which has kept his attention is biology, and he reads voraciously on spiders... ostensibly for his term project.

Mary Jane of course hates him for volunteering them for such a disgusting project. Thinks he's a geek. He tries to get her to see the beauty in spiders... how perfect they are, how amazing,

how their engineering is astounding, how flawless they are as predators... how adaptable etc.... how amazing their web-making ability is... with the equivalent strength for its size greatly in excess of steel... how they can vary the width, speed, texture, stickiness etc.

He tells her how some species actually care for their young. The mother spider can distinguish the vibrations in the web caused by her own young from the movements of prey or enemies... they "see" by touch. Cobweb spiders perform stroking motions on the web to call their young, and plucking motions to warn them of danger

Sometimes the mother cares for the young spiderlings by feeding them regurgitated food... Mary Jane is grossed out, looking at him like he just crawled out from under a rock himself. Somehow, in all this, he manages to make her laugh. She actually starts to like him.

Peter is walking out of the school with Mary Jane when they are ambushed by Flash. He starts to ridicule Peter, then threatens him. Peter just clenches his jaw and backs away. Peter does not believe in violence... and he has never thrown a punch in his life. It just wouldn't occur to him.

Through a row of bushes he sees Flash grab Mary Jane by the arm and spin her around. They are arguing. Flash slaps her across the face. Peter is so enraged his hands snap a four inch tree limb without him realizing it.

Flash is walking to his car after gymnastics practice. It is dark. A figure drops silently down behind him. Flash spins and sees a guy in a black fishnet mask. Thinking it is a robbery, Flash swings... only to grab his own fist in pain. It was like hitting oak.

Peter holds Flash with one hand and slaps him hard.

SPIDER MAN

How do you like it? Huh?!

He slaps him again, backhand. Then he cocks back his fist and BLAM!

Punches Flash so hard he flies ten feet. He picks him up, gets him in a painful armlock... marches him to his beloved Porsche and slams him brutally against it. He pounds Flash into the car until the jock collapses, semi-conscious. Peter then rips a signpost out of the ground and pounds the car into junk. Glass flies everywhere.

Peter leans close to Flash and tells him to stay away from Mary Jane... or else.

Cut to Peter running. He stops around a corner, out of sight. In darkness he stands panting... looking down at his hands. He rubs his knuckles.

SPIDER MAN (V.O.)

I wonder if every hero remembers their first punch. Well I do. Maybe it was all the bullies, over the years, kidding the skinny kid around. All that stored up rage just came out so fast it was scary. For a split second I just wanted to kill him. It's a good thing his car was there. I always hated that Porsche.

Peter is gasping, shaking with emotion. He feels like this strange power flowing through him has unleashed demons. That he is becoming something he doesn't recognize. He doesn't realize that these primal forces are within us all... and the power, like the power of adulthood... gives us the possibility of acting on those dark urges.

SPIDER MAN

But the scariest thing of all was... belting that jock butthead felt so damn good.

Peter takes the subway to Manhattan. Changes in a rest-room. Soon, Spider Man is roaming the rooftops of the most dramatic city in the world. The high-rises of Manhattan become his domain. He swings across the concrete and glass canyons, 40 floors above the street, with ease and grace. It becomes a kind of private odyssey, where he can go anywhere and observe the

entire spectrum of human behavior like a ghost. He sees businessmen, cops, hookers, secretaries, junkies, car thieves, millionaires... all jammed together in the concrete maze. He watches, unnoticed, through high-rise windows... as a man screams at his children, as a beautiful woman works out, as a middle-aged man drinks himself into a stupor crying, as a young woman plays with a baby. His 17 year old mind can't make much sense of it. Why some have so much, others so little. Why there needs to be so much pain.

Peter comes into his room through the window, in his street clothes, at 2 a.m. He sits on the bed... and the door opens from the hall. Ben comes in and sits in a chair. He doesn't turn on the light.

BEN

I know I'm not very good at the father thing, Pete. You came into my life twenty years past my prime time... and I know you're wrestling with things now that I can't help you with much. I was your age once... I know, it's hard to imagine. And it was the most painful, confusing time of my whole life. I'm not going to pretend to have all the answers for you, but I want you to know we're here for you, May and I. You can talk to us. If you're having problems, we'll understand.

Peter watches his uncle fumbling for the words. He notices that Ben's hands are shaking. He is touched. But how can he tell them what's going on in his head? Being a teenager in the 90's is complex enough... Ben is obviously thinking drugs, sex, gangs... but this Spider Man thing would be impossible to explain. He doesn't even understand it himself. Because he doesn't understand all the forces at work in his mind, conscious and sub-conscious. He thanks his uncle and tells him everything is okay.

Ben leaves the room, knowing he has failed.

Peter unbuttons his shirt. Under it is the Spider Man costume. He looks at the spider emblem drawn on his chest. He takes the mask out of his back pocket and holds it in his hand. The eyes seem to stare back at him.

CUT TO Spider Man, creeping around a high-rise. He sees a man and a woman arguing. The man starts beating up on her in a drunken rage. Peter can't stand to watch. She cries and tries to run but the guy catches her... hits her again. And again. The next time he draws back his fist, he feels something grab it and turns...

There is a guy in a mask there! Peter decks the guy with one punch. It feels good to make a difference. To mete out a little justice. To defend the helpless...

Which is what he's thinking at the exact moment the woman smashes a frying pan down on his head from behind.

WOMAN

Leave my husband alone!!

Now they're both beating on him, and he retreats in confusion. This Spider Man thing is going to be harder than he thought. People sure are complex. He has the physical powers, but not the wisdom. Yet.

Spying on Mary Jane, the girl of his dreams. He discovers that her home life is a living hell with mean-spirited and abusive parents. Mary Jane is desperately unhappy... living behind her mask of the popular girl. She has no one to share her pain. Peter is struck by the parallel in their two lives.

Peter makes the big time. A syndicated variety show, on one of the local independent stations. The host introduces Spider Man and nobody comes on the stage. A beat... and then Peter (in costume) drops from the stage ceiling right toward the audience, which screams. Peter swings and lands deftly on the stage. He does some amazing Spider stuff... swinging, web-shooting, acrobatics.

After his appearance on the show, Spider Man is leaving backstage when he is approached by the most beautiful woman

he has ever met. Cordelia. She appears out of the shadows and hands him a note. It says: THERE ARE OTHERS LIKE YOU. There is an address and time for a rendezvous if he wants to learn more.

He looks up and the woman is gone. He runs out the backstage door and sees her getting into a limo in the alley behind the studio. He reaches the car just as it is pulling away. Suddenly a hand grabs him and spins him around. He confronts a solidly built guy in a trenchcoat, a hat pulled down to shadow his mean eyes. BOYD. His hands are huge.

Peter tries to shrug off the grip, and is surprised that he can't. He punches Boyd in the stomach... but his fist sinks in up to the elbow. He pulls his hand out and sees that it is covered with... Sand. Huh??!!

Enter Sandman.  
Boyd slams Spider Man in the jaw with a roundhouse haymaker. It feels like concrete. That's because Sandman can soften his body into sand, or harden any part of it into rock, at will.

Spider Man is slammed back against the alley wall. Boyd clips him again, then gut-punches him, doubling him over. One more solid roundhouse and Peter is on his knees, gasping.

He looks up, groggily. He knows this guy is more than human. Peter yells and leaps up, putting all the force he has into a roundhouse which could rip through the side of a truck. It catches Boyd squarely in the face...  
And goes right through. There is an explosion of white sand. Boyd's face shifts and reforms. He brushes at the sand on the lapel of his coat. Then laughs eerily.  
His face dissolves again, into sand, which runs down... his whole body losing its form, dropping into a puddle of sand, which drains through a grating down into some tunnel below the alley. Only the coat and hat remain, and a few grains of sand blowing in the wind.

Peter is dumbfounded. He is not alone. There are others with strange powers. But it is cold comfort if they are bastards like

this sand-guy. He limps down the alley to where he stashed his clothes and then climbs into the night.

The next day Peter learns that making money as Spider Man is harder than he thought. The TV shows can't pay him cash, so he has the sleazy booking agent cash the checks for him. Peter gets his uncle Ben to drive him to the booking agent's building, under some pretense. He goes in alone and changes into his costume in a restroom. Peter goes in to collect his money and the guy is broke, out of business. The guy tells him to beat it.

#### SLEAZY AGENT

Go ahead. You want to call the cops... call 'em. I'm sure they'll be happy to press charges for you. The second you take off that stupid mask and show them some ID.

Peter doesn't want anyone to know who Spider Man is. He doesn't want to be revealed as Peter Parker, the freak. He wants to spare his aunt and uncle the humiliation. As long as his identity is secret, then people can go on thinking the web-shooters are man-made gizmos... and not a part of him which he can not take off.

As Peter is leaving, he encounters a robbery in progress on the same floor. The thief is wearing a ski-mask. He does a double take at Peter... two masked guys staring at each other. Peter notices the thief has a tattoo of a cobra on his hand.

The thief runs past him, and down the stairs. A security guard runs up... a fat guy who has no chance of catching the criminal. He recognizes the Spider Man costume and tells Peter to go get the guy because he can't. Peter, dejected and pissed off, shrugs.

#### SPIDER MAN

It's not my job.

Peter secretly changes and returns to the parking lot to meet his uncle Ben...

Only to find a small crowd of people gathered around someone lying on the ground. It is his Uncle. He has been shot in the chest by a car-jacker who pulled him out of his car and took off. Peter watches him die before the ambulance gets there.

A random crime. Senseless. Hard to solve.

Peter becomes obsessed with finding his uncle's killer.

Using his Spider Man skills he begins a one-man manhunt. For the first time we see him using his new powers for a non-selfish end. He spies on the police, taking what they know and following his own leads.

He tracks the guy down to a warehouse and goes in to get him. Peter drops into the room with the guy... who laughs when he sees him.

KILLER

Well. The fag in tights. We keep bumping into each other.

Without warning the guy grabs a gun and shoots at Peter, who reacts without thinking, actually dodging the bullet. The thief keeps firing and Spider Man moves like lightning, dodging the rounds as he leaps... firing his web and jerking the gun out of the guy's hand. He grabs the killer and slams him against the wall... wanting to pound the life out of him. He hauls back his fist to smash the guy's face in..

And sees the cobra tattoo on the back of his hand.

FLASHBACK: the guy in the hall. The tattoo. The guard telling him to catch the guy.

Peter realizes it is the thief who ran past him in the building. If he had stopped him then, his uncle would still be alive. He could have done it. The power, the speed, the strength, to do it... all his now. But he didn't use it responsibly. The crushing weight of the responsibility that goes with power suddenly descends on him.

He releases the guy, his anger gone. He is overwhelmed by guilt. He raises his hands and shoots webbing all over the guy.

CUT TO two cops driving through the park. Spider Man drops down in their headlights, with the killer over his shoulder. He

slams the guy, bound in webbing, onto the hood of the car and tells them he is the killer of Ben Parker. Peter expects to see some justice done...

But the cops aren't about to take the word of some whacko in tights. The killer is wailing and trying to get free, saying this crazy guy tied him up, HELP! The cops tell Peter to pull off the mask. He won't. They tell him to come to the station with them. They put handcuffs on him and start to take him in. Peter becomes furious... that he is being treated like the criminal, when he has solved the crime and brought them the murderer. When he resists, the cops get rough.

Spider Man breaks the handcuffs and hurls the cops away from him. They land on the pavement, and go for their guns. Peter, cursing, leaps into the darkness, catching a streetlight, swinging up to a rooftop, and vanishing. The bruised cops are amazed.

That night a local TV station, owned by J. JONAH JAMESON, runs a story on the evening news that two cops were assaulted by the mysterious character known as the Spider Man.

Thus begins Spider Man's feud with the cops and Jameson, his media nemesis. This can be developed over ensuing scenes as Peter accepts the mantle of crime fighter.

Peter goes after criminals now with a vengeance. He wants the world to have some justice... something that seems to be lacking everywhere he looks.

Spider Man becomes a one-man anti-crime wave. He goes after crooks so single-mindedly and viciously that we fear for him... for what he is becoming. He seems to feed on it, going a little nuts. He makes enemies of virtually everybody. Except for a few grateful victims or near-victims. Maybe it was all those years of being the helpless geek, kicked around by the schoolyard bullies, with no one to protect him. No father. No older brother. Now he wants to be the big strong older brother to world. Fix it all. Let there be no more victims... no more pain. As long as he has this strength, these senses... he's going to go for it.

One night he sees cops beating the shit out of a guy.

He intervenes and webs up the two cops.  
Now Spiderman is officially a wanted criminal.  
And Peter has crossed a line... with the realization that justice is something that exists only in the mind... not in a uniform or a badge or any symbol which our society sets up to represent it.

And now, as a felon, he can't make any more public appearances for money. He's back to square one... broke.

Peter feels outcast, persecuted, misunderstood... answerable only to himself... and he doesn't have the answers. He is alone in a moral wasteland, without a map or compass. He is totally isolated... with no parents to talk to, with no one to confide in who would understand what's going on inside him.

He needs someone to tell him what to do, what to be. And there is no-one. He tries to ignore his powers... and the path of non-commitment is the guilt and pain of his uncle's death. He realizes he must accept responsibility and use his gifts, but how?

The cops want him. He can't go work with them. Does he ignore the crime and injustice going on around him or become a vigilante?

When he stops criminals in the act, the cops hate him more for making them look ineffective.  
He is condemned in the media as a vigilante.

J. Jonah Jameson, using the media, shades the story, creating a threat... going for the dark side, peddling fear. Fear of the spider, which lurks in the dark.

And fear sells. Jameson is getting ratings. It's a good story and he's going to work it as long as he can.

Oh, and incidently... he still has to deal with the actual bad guys themselves, who want him dead. He's hurting their business. He's got them looking over their shoulders. All the gangs in the city, and the mob, the crack dealers, the Colombians, everybody... they all have a grudge against this guy.

At the same time, in some neighborhoods, he is a local legend. Crime is down, and the friendly neighborhood Spider Man is a welcome sight. And everyone wants to claim him.

Black kids think he's black. White kids white. Hispanic etc.

"Spidey man ain't no white dude. He too down. What I'm sayin. You see his moves? He definitely a brother."

"No way, home. He's a vato. My brother knows a guy that talked to him once, man"

Italians say he's Italian.

Gays think he's gay.

Peter, working with Mary Jane to finish the science project, discovers that she is a big Spider Man fan. She thinks he is mysterious and romantic... someone with courage and conviction. And she relates to his need for a mask. To keep his inner self private.

Peter wants so much to tell her... but he can't now that he is a wanted criminal.

He follows her after school and she goes by herself to her private place. The place she goes to think. None of her friends even know about it. He watches her from a high place.

ON MARY JANE, walking home. She is being followed by some punks. They accost her. There is no one around to help. She screams and they drag her off the street into an abandoned junk-yard.

Suddenly, Spider Man is there. He trounces the attackers and webs them up. He knows by now that without a crime actually taking place, the cops won't even hold these guys, so all he can do is warn them.

#### SPIDER MAN

If you worthless chunks of vomit  
show your faces around here again,  
I'll decorate my Christmas tree with  
your intestines. Got it?

They get it. They're still worthless chunks of vomit, but at least they'll be somewhere else.

He picks Mary Jane up and whisks her through the air, swinging from roof to roof. It is a wild fantasy ride for her... like a dream. He takes her to the top of the world... literally. The stainless steel globe from the '64 World's Fair in Flushing Meadow Park. They sit up there in the moonlight. She melts against him. And with the confidence which the mask gives him... he kisses her... through the fabric. It is a tender, sensuous moment.

PETER, in costume, goes to the rendezvous point. He is met by Cordelia and Strand. This begins the most important relationship of the film.

Strand is looking for others like him. Exceptional people, people who have been touched by fate, through some cosmic fluke. People who have been given some power which elevates them above the teeming masses. He describes finding Boyd, who was doing nickel and dime bank jobs with his new powers as Sand Man.

Boyd apparently was a low-paid maintenance man at a big military research project having something to do with SDI. They were experimenting with a quantum physics effect called bilocation. They thought they could find tunnels in the fabric of space, and transpose matter between the two ends of the tunnel... essentially teleportation. And this would be a really neat way to deliver a weapon payload to the bad guys, inside deep bunkers etc.

Well, Boyd was fixing some pipes in a service tunnel under the main floor of the experiment and nobody told maintenance that day that they were going to test the big collider that generates the bilocation effect.

Somehow, things went wrong. There was a runaway reaction, then an explosion, and Boyd got hit by the effect. He transubstantiated with the sand underneath him in the crawlway. His molecules and the sand molecules took on each other's characteristics.

Boyd wasn't happy about what happened. Especially when he told the project doctors and they wanted to lock him up and study him. So he dissolved out under the door, and escaped. They even tried to shoot him... but the bullets went right through. He turned from a mean-spirited little guy with no power to a mean-spirited guy with incredible physical power. Needless to say he wasted no time abusing it.

FLASH BACK SCENE: Boyd robbing an armored car. The guards fire into his body, but only puffs of sand mark the exit wounds. He turns his fist into a rock-hard sledge-hammer. It actually looks like a sledge-hammer. He swings it, knocking the guards flying. In a fury he beats his way through the steel doors of the truck and takes the money bags.

CUT TO: Boyd in a cheap hotel room. On the lam. He has some stacks of money from the robbery on a dresser. A tough-looking girl is in bed next to him. He is drinking vodka straight and looking about ready to eat a snake. He gets up to find another bottle. The girl brushes distastefully at the sand in the bed. She hates sand in the bed.

There is a knock and Boyd warily answers the door. It is STRAND.

IN THE PRESENT, Strand describes how he took him in, and showed him a better way. How the real money was made. Now Boyd is Strand's right-hand, his enforcer. He apologizes for Boyd's behavior the other night, but he felt it was necessary to get Spider Man's attention. Frankly, he was curious to see if Spider Man had the balls to fight back when the adversary was as strong as he was.

Peter realizes how much he has changed. How much the mask has changed him. He did fight back. He acted on his anger... and his anger made him fearless.

What does Strand want? Somehow he senses, though he does not know who Spider Man really is, that he is young. Strand wants to take him under his wing. Teach him. And Peter, needing a father figure, is seduced by this. Strand has had years to ponder the nature of his gifts, and he is so brilliant. The things he says make so much sense.

Strand believes that they are extraordinary individuals joined by fate. That's why he sought out the Sandman... and now wants Spider Man to join. Out of 5 billion people, they are the special ones... not freaks, but masters... each created by a fluke of technology. It is some new form of evolution.

Strand invites him to the Manhattan mansion. Peter has never seen such opulence. Strand sips a martini and strokes the electric eels in his huge aquarium. Peter stares around at millions of dollars worth of art and antiques.

Strand says the whole Spider Man costume and character are pretty juvenile, and wants to know who he's really talking to here. He asks him to remove the mask but Peter won't.

Strand expands on his vision of the "special ones".

The huddled masses exist, in their vicious ignorance and limitations, to lift a few exceptional people on their shoulders. However unwillingly.

That's what human evolution is all about... the highest common denominator, not the lowest.

Natural selection honors the efficient predator. And Spider Man has the instincts of a predator. The top of the food chain is always held by the most advanced predators that millions of years of evolution could produce... noble creatures like the wolf and the lion, not the cud-chomping herd beasts..

We honor competition right? We honor the winners. But for every winner there must be a thousand losers. It's a law of nature. So you must ask yourself... am I a winner? Or a loser?

It is the temptation of power. A carefully rationalized seduction. But Peter also sees a kindred spirit in Strand. A gifted and misunderstood outcast. Alone. Peter feels so alone he needs that companionship. And it keys in psychologically... the father figure. The older brother. Someone who understands him. Cares about him. Doesn't think he's a freak.

We are more than human, you and I. Not less. We deserve whatever we can take. It is the only true law. The law that existed for half a billion years before the laws of man.

Cordelia comes on to Peter, trying to get him to relax. Strand watches as Cordelia does her thing. Peter is starting to get a bad vibe. Strand takes him aside and says if Peter joins him he can have his fill of Cordelias, they come with the territory.

Strand holds a lightbulb by its base, between two fingers. He holds it over Peter's head and makes it glow.

STRAND

Starting to get the idea, kid?

Spider Man says he's not interested in a girl with values that screwed up, and he's not sure he likes Strand any more either.

Strand makes the mistake of going too fast. Of assuming that Peter will accept his amoral view of the world immediately. When Peter finds out that Strand is a crook, he says they are enemies. Strand says Spider Man cannot afford any more enemies. As a demonstration he blasts Peter across the room with a bolt of power, stunning him. He tries to remove Peter's mask, but Peter fights back. He dodges energy blasts by leaping to the ceiling, the walls, etc. Each blast costs Strand millions as he destroys his own place, growing more frustrated as he tries to hit Peter and can't. The spider sense is keeping him just out of the line of fire.

Boyd comes in and the carnage intensifies. Peter gets zapped and almost loses consciousness. He shoots a web, snagging the huge aquarium, and topples it in an explosion of glass and thousands of gallons of water which cascades around Strand's feet. Strand is temporarily shorted out. The eels flop helplessly.

Spider Man ducks the Sand Man's blows and leaps through a window out into the night. Boyd cannot follow. Strand looks around the demolished room. He is pissed off but intrigued.

He picks up some of Peter's stray webbing. Pulls on it with all his strength. Can't break it. Hmmmm.

Strand begins a campaign to win Spider Man. First he buys the TV station and gives J. Jonah Jameson an unlimited budget to bash Spider Man.

#### STRAND

Here is what you will do. You will fixate on Spider Man. You will devote every program solely to him. You will not rest until this psychopath is arrested and his identity is revealed. He is a menace to the public. Trust me, your ratings will soar.

He gets the stories on network, and into the major magazines and papers owned by his media conglomerate.

Strand's agenda is to make the world such a hostile place for Spider Man that Spidey will be driven back to him. Strand can say, see how fucked up people are? See how frightened and dangerous they can be? He wants to sour Spidey on humankind.

Then he wants to be there for him, as the only one who understands what it is to be different from the herd. To be truly alone.

He even gets thugs to dress up in knock-off Spider Man costumes and rob stores, beat people up. Push down old ladies. There is a proliferation of Spider Man sightings, all negative.

Now even the neighborhood people don't trust Spidey. When he tries to help they tell him to get lost.

To make matters worse, his costume got wrecked in the big fight with Strand and Sandman. Can't be fixed. He goes looking for a new suit and...

Incredibly, Spider Man has become so popular that his costume is available in a specialty store for 120 bucks. They even have

his size. Peter shrugs and buys it. What the heck. It's made better than his old one anyway.

He gets the flu one day and he still has to go out and do the Superhero bit. He's swinging from building to building and has to stop on a ledge and throw up. A black kid sticks his head out.

KID

Hey yo, hey yo Spidey. S'up, man?

SPIDER MAN

I've got the flu.

KID

Hey yeah 's'goin' around, man.

The kid goes back in. His mom asks who you talking to?

KID

Spidey got the flu, mama. He puking on the fire escape.

MOM

Well you tell him to "spidey" his ass on over to the next building and throw up there. Shit, it's bad enough with the wino's in the neighborhood...

Peter is disheartened by the ungrateful response of the general populace to his well-meant attempts. And then he hits a string of bad luck, where his intervention makes the situation worse, because of his lack of experience in human affairs... the sheltered science nerd gets a rude education in the ways of the world. He comes in contact for the first time with the pain, desperation, and frustration which causes criminal behavior.

Peter will have a crisis of faith, where the burden of the world's ills becomes so overwhelming that he feels paralyzed. His new power is partially about the power to see, and the responsibility to not turn his head away-- he can go into the shadows, look in the windows, watch us all from above... and he will see human nature for what it is. He will enter a moral

twilight zone where the victims and the crimes are not so clear cut, where it is hard for a well-meaning crusader to jump in and help or save when the victims must be saved from themselves, or from a society which grinds them down. And how can one man, one boy really, make a difference? The tide of injustice and pain is too great... too overwhelming.

Like an avalanche thundering down on him... until he starts to think there are no good people to save. Only varying degrees of bad. That the whole city is a toilet of greed and dark passions.

He busts some thieves only to find out that they are just a bunch of kids, like himself. One of the kids runs, trying to escape, and slips on a fire-escape. Peter tries to catch him but he can't. The kid hits the street and dies. Just kids. Needing some money in a tough world. Just like him. The line between good and evil is getting blurred.

Aunt May can't make the house payments on just her social security check. Not with medical bills piling up. Peter is going to have to get a job. Let's see... there's Pizza Hut. Or the car wash. Or... mmmm. There's always the 20,000 dollars in twenties and fifties sitting on the coffee table of the drug-dealer's house he just dropped in on. There won't be any objection from the drug dealers, who are all webbed up and waiting for the cops (who will take credit for the bust). And there's the money. Go on, take it.

Aunt May needs that operation. Her medicare won't cover it. Why should she suffer in pain? Maybe die? There's the money. Nobody would know. Spider Man can move like a ghost. And Peter would have a little extra cash. Stop having to ride a moped or take the bus. He could buy a car... and take a girl on a real date.

That would show those sosh buttheads with the dentists and lawyers for dads... the smirking laughter of all the Mindys and Mandys and Sandys would finally stop ringing in his ears.

He is hovering on the brink of going over the line... of becoming a criminal himself. He sees the opportunities right in front of him. It would be so easy.

CUT TO: TOP OF THE WORLD TRADE CENTER...

Spidey's lonely vigil. Still hanging upside down, over the world of bright lights and chaos.

SPIDER MAN

I figured being your friendly neighborhood Spider Man would get easier as I went along. Well... I'm waiting.

CUT TO SPIDER MAN his hand reaching slowly for the stack of bills. He looks into the eyes of the drug dealer.

SPIDER MAN

What the hell are you looking at?!

He leaps out the window with the money.

CUT TO next morning. A parking lot in a bad neighborhood. Asphalt, chainlink and graffiti. Kids playing basketball.

Suddenly hundreds of bills come fluttering down into frame like green snow, scattering far and wide on the wind. The kids chase the bills up and down the block. It is an instant celebration in the whole neighborhood. Somebody looks up in time to catch a glimpse of a red and blue figure swinging between rooftops.

SPIDER MAN (V.O.)

What was I gonna do? Track down all the crackheads and give it back? Anyway, I figure there's more than one way to be a saint in this world. But I've gotta tell you, even fighting sandman was easier than turning that bag upside down.

Meanwhile, Strand is analyzing the Spider Man sightings and incidents. He of course, knows which ones are real and which are faked to discredit Spidey. He has his analysis people plot everything on a map of the greater New York area and they see quickly that Spider Man's activities seem to center on Queens. Strand tells his minions to concentrate their search there.

CUT TO Mary Jane doing a TV interview. She is introduced as a local high-school girl who has actually met and talked to the Spider Man. She has come forward, she says, because she is outraged by the beating he's taking in the media. Spider Man saved her, she says, and he is a kind, gentle man. He is a hero, and we should be thankful he is here.

MARY JANE goes alone to her private spot. She is sitting, thinking, when she hears something behind her. She turns as Spider Man drops down to her, and gasps, startled by his sudden presence. She feels a rush of excitement as he offers his hand to help her up.

SPIDER MAN

Do you still trust me?

Her answer is a kiss. Sweet and soulful... their lips separated by the sheer fabric of the mask. She can feel his breath on her face.

MARY JANE

Where are we going?

SPIDER MAN

It's a surprise.

CUT TO: The Brooklyn Bridge. A stunning aerial shot. A tiny shape swinging in an arc, racing past the support cables, sweeps toward us. It is Spidey, with MJ in his arms. He shoots another web strand, swings to one of the stone towers, and races up the side. She is light as a feather in his arms. She screams like a kid riding Colossus, in fear and exhilaration.

They pass us. Her screams continue, fading as he carries her up to the dizzying heights above us.

ON TOP OF THE BRIDGE TOWER. Hold a beat. We hear screams approaching. Spidey appears and sets her on terra firma. She clings to him, looking down and around in wonder. He has put the world at her feet. She can't believe this is happening to her.

In a dizzying down-angle we see how the suspension cables all meet radially at the top of the tower... like the threads of some vast spider web. Peter and MJ seem to sit at the very center of the web, surrounded by the lights of the city. It is a warm spring night. And the moment is pure magic.

She stands with her back against a girder, needing to feel something solid. Spider Man stands before her, a perfectly formed male silhouette with a soothing low voice.

SPIDER MAN

Courtship among spiders is highly ritualized. It varies from species to species. The male spider may circle the female, or wave his front legs... to signal that he is not prey.

Spider Man moves in a hypnotic arc around her. He raises his hands in a dance-like movement. Lowers them.

SPIDER MAN

The female usually signals her willingness by an uncharacteristic passivity.

MJ takes a deep breath. Her lip trembles. Her knees are weak. Her eyes, though, are steady, gazing at the silhouette before her. She doesn't move or speak. He moves closer.

SPIDER MAN

In certain crab spiders, such as Xysticus, the male will attach strands of silk to the female... tying her limbs...

Spider Man moves his hand gracefully across her, and she sees the sheerest silk webbing glinting in the moonlight. First one

wrist. Then the other. Hypnotic movement in the moonlight. Her arms are bound to the wall. Her breathing gets more rapid.

SPIDER MAN

Since the female can break free at any time, the bonds have only symbolic significance.

MARY JANE

The male must be very bold... to take such liberties with the predatory female.

SPIDER MAN

Yes. He is very bold. But he must also trust her.

(He moves very close)

Close your eyes.

He removes his mask and kisses her. Their mouths very slowly and very sensuously devour each other.

Peter and MJ are locked together. He is mesmerizing, gentle, powerful. He pushes up her skirt. They make love, high above the world.

She doesn't look.

CUT TO MARY JANE the next day at school. She is humming happily as she lets a tarantula walk over her arm in the science room. Two of her sosh girlfriends come up and are completely grossed out. They talk about Peter Parker having a negative effect on her, that she's becoming a nerd like him. She laughs at them and tells them exactly how full of shit they are.

We see that she is becoming more confident herself... more able to be different. The crushing need for acceptance has been lifted. Her mask is not important anymore.

CUT TO STRAND, in his luxurious living room. Boyd is showing him a videotape he shot the night before. It is a shaky, long lens shot, quite amateurish. We see Spider Man drop down to MJ, startling her, then he and MJ kissing. Finally he hoists her in his arms and swings off into the darkness.

Boyd says he followed the girl for two days, but it paid off. Looks like she's this spider geek's main squeeze. Carlton Strand just nods. Thinking.

The Sandman comes to MJ that night and puts her to sleep. When the chloroform wears off, she wakes up at Strand's place. A prisoner.

When MJ turns up missing, Peter goes to her house. He finds traces of sand in her room, and figures out what has happened.

At that moment, Jameson is airing a tape which was submitted anonymously to the station. It is Boyd's tape, but the kiss has been edited out so what you see is Spider Man dropping down, surprising MJ, and then whisking her off into the darkness. The announcer says police have no other leads in the case of the missing girl, and this tape is compelling evidence that Spider Man may have kidnapped her.

Meanwhile, Peter swings into action as Spider Man. Various action shots of him swinging from skyscraper to skyscraper. Eating up the miles across town.

He arrives at the mansion in midtown. He searches the mansion... can't find them. But he finds Cordelia dead. Strand was in a hurry, didn't have time to jumpstart her after his farewell kiss. The huge bank of TV monitors all show the same image. It is Strand's smiling face... held in PAUSE from a VCR. Peter hits PLAY.

Strand pulls MJ into frame with him. He says meet him at the top of the World Trade Center.

A second later the doors are kicked in. SWAT team members pour into the room. Another set-up.

The SWATs see Spider Man, the body... it looks bad.

SPIDER MAN

Sorry boys. Can't stay.

They open fire and Peter leaps, spins, ducks... barely escapes. He swings across the room in a vicious arc, swooping up and crashing out through a sky-light. In mid-air, surrounded by broken glass, he fires a web and catches a flagpole... swinging across the street, as...

A Police helicopter swoops toward him...

Cutting his web, and...

He falls ten stories, shooting strands, missing...

Shooting one, which catches and he does a bungee bounce at a hundred miles an hour... straight back up...

He spins around a horizontal flag-pole sticking out the side of building and launches himself across the street.

Now he's in the groove, swinging across town like a Spider Man should.

ON THE NEWS, the manhunt for Spiderman is the top story. His escape from the police, the kidnapping of Mary Jane Watson, and now the murder of Cordelia... it's all stacking up against him. Live feeds from news helicopters show cops in the streets, police helicopters circling. One of the copters even got a fleeting shot of Spider Man on the move, in the canyon between two rows of buildings. But they lost him.

PETER reaches the World Trade Center towers. He starts to climb... racing up the sheer metal face of 2 WTC like he's never climbed before.

He crashes through the glass into the observation deck (closed). There he confronts Strand, who is holding MJ. Peter tells him to let her go, and Strand shrugs.

STRAND

I don't care about her now that you're here. She was just a lure.

(he let's go of her)

It's hard to get a meeting with you, young man.

MJ goes to Spider Man. She seems to be okay. Strand comes over to them. He gestures to the world laid out at Peter's feet, like it's something he made just for him. The city glitters like a billion jewels, as far as the eye can see.

STRAND

Relax, kid. I just want to talk.

SPIDER MAN

About what?

STRAND

About you. About your career. Think of me as a kind of guidance counselor. So let's take your chosen field... *hero*. See? Bad choice. I'm recommending against it.

SPIDER MAN

It's not up to you.

Strand goes to the window and looks down. He puts his hands on his hips, surveying the world below like some wise lord.

STRAND

Think about it. You can't save the world. Why? Because you can't save people from themselves... from their own brutal and venal natures. You're either a predator or prey in this world. A killer or a victim. People are by nature violent, stupid, confused, greedy. Why waste your gift on the ungrateful masses, who would love to see your mask ripped off and see you dragged through the slime. The only thing they love more than a hero is to see that hero fail, fall, screw-up, to see him exposed in a scandal, arrested with his pants down, caught with his hand in the till. You know why? It lets them feel better about their own miserable lives.

He turns dramatically to face Spider Man. He moves closer, his voice hypnotic.

STRAND

It's a myth that people need heroes. People hate heroes! Heroes make them feel bad! By creating examples they can never live up to. As long as the media can show, day after day, that the people they respect and admire are just as twisted inside as they are... they're reassured. They can sleep at night. They can face their puffy faces in the mirror in the morning.

MJ looks at Spider Man. It is impossible to read his expression through the mask, from her perspective (though by clever lighting we will be able to see the uncertainty in his eyes).

STRAND

Misery loves company. And everybody's miserable. You run around in your long underwear coming off to them like some holier than thou saint, Mr. My Socks Don't Smell... you're heading for a big fall. They hate you.

Strand steps up to Peter.

STRAND

I want this to work out. You're a smart kid. Like those phony bracelets. That was a good idea.

PETER

(alarmed)

What are you talking about?

Strand puts his hands on Peter's shoulders.

STRAND

Son. I know your secret. See... I had the web material you left all over my

living room analyzed. It's real spider silk.

He grabs Peter's wrist and rips off the fake wrist-shooter. Looks closely at his wrist. Bends his hand back, forcing the spinneret to poke out a little. Mary Jane looks a little shocked at that one. Peter sees the fear in her eyes and his will seems to collapse. He sees everything she feels for him changing in a second. It's true. He is a freak. He is no longer human.

STRAND

You can take off the costume, but you will always be the Spider Man.

SPIDER MAN

It's just Spider Man.

STRAND

The point is, you are not a hero. You are a spider. It's something you don't have a choice in. And spiders are predators. They kill to live. They live to kill. They are not hampered by humanitarian ideals or impeded in their lethal efficiency by delusions of morality. They are pure. Powerful. As God made them. There are no merciful spiders. There are no vegetarian spiders. It is now time for you to face and accept your true nature.

Strand turns again to the window, this time putting his arm around Peter's shoulders. Father and son, staring down at the world they can own.

STRAND

Join me. Together we can shake this two-bit planet down for its last nickel. *Take* what is rightfully yours. You have been given a great gift. for a reason. Do not squander it.

Peter stares out at the vista for a long time. It all makes so much sense. And it seems to explain so much of what he feels. All this churning confusion.

Strand gestures to Boyd, who walks to a shape in the shadows nearby. Its about the size of two refrigerators and its covered by a tarp. Boyd pulls back the tarp to reveal...

Money. Neatly stacked, bankshipped, piles of hundreds. Six feet tall by eight feet long. Mary Jane gasps.

STRAND

Of course I seldom carry cash, but I had Boyd bring this for demonstration purposes. Much more dramatic than a bank statement, wouldn't you say?

MARY JANE

How much is it?

STRAND

It's about ... what is it, Boyd?

BOYD

Two hundred and fifty.

MARY JANE

Thousand?

STRAND

(insulted)

Million, dear girl. Million. It's all I had lying around on such short notice.

(to Spider Man)

Of course it's chump change compared to what you and I could do together. It's out there. All we have to do is take it. You know how I get this? It's a half a cent here. a half a cent there... electronic transactions taking place a million times a

second... all over the world. And nobody misses it. That's the beauty.

SPIDER MAN

You know, I took some money once. It was easy. It was just sitting there. It was the solution to all my problems, and there was nobody to stop me. Nobody could touch me. So I took it. And you know what I found out?

STRAND

What, son?

SPIDER MAN

That there is a line you don't cross. And that sometimes you only find that line by tripping over it the first time you cross it. But once you do, you always know right where it is.

STRAND

Oh, please! Next you're going to tell me you gave the money back.

SPIDER MAN

More or less.

STRAND

This is a disappointment.

SPIDER MAN

Listen, you want to talk about fate? Maybe there is a reason for all this. Maybe I was put here to stop guys like you when nobody else has the balls.

BOYD

Pretty tough talk for a guy in a danceskin.

Strand moves without warning, grabbing Mary Jane before Peter can pull her away. She feels the current running through her. Peter lunges forward and Strand turns up the juice. Mary Jane cries out.

Peter stops. He can only watch helplessly as Strand toys with her life. Strand grabs her head and kisses her. The voltage makes her hair shoot straight out. She starts doing the watusi.

STRAND

See how power turns women on?

He breaks the kiss. She slaps the shit out of him and he kisses her again, this time at a much higher voltage. MJ starts to convulse wildly.

Meanwhile, Sandman has dissolved and is flowing across the floor. He reforms behind Peter and grabs him in grip of solid rock. Peter struggles as Strand electrocutes MJ.

She bucks and goes still. Her head lolls back and Peter sees her staring eyes, pupils fixed and dilated.

Dead as they come. Peter can only stare in horror.

STRAND

Mmmm. What should we do? Call 911?

PETER

I'll kill you! Motherfucker! You hear me?! You're dead, you sick bastard!

STRAND

See! That's my point exactly! You are a killer, kid. You've got it in you. Why don't you accept it? You want to rip my throat out right now.

Strand puts his hand on Mary Jane's sternum and zaps her with a defibrillating pulse. She arches, then relaxes. Her chest starts to move. She opens her eyes, weakly, seeing Strand looking down at her.

## STRAND

I think there's real electricity  
between us, don't you?

Peter goes berserk.

He fires webs at MJ, jerking her out of Strand's arms before he can react. Then...

Mustering all his force, he EXPLODES the Sandman into loose chunks, which rain down around the room.

He dives out of the way of Strand's first bolt of lightning, which sets a wall on fire...

Peter tackles MJ and scoops her up...

Diving right through the glass, a quarter mile up...

Her scream vanishes on the wind.

Sandman chunks dissolve into puddles of sand and quickly flow together... forming back into a human shape. Strand, in a fury runs to the window, looking down. No sign of Spider Man. Looking up he catches a glimpse of a figure leaping from one tower to the next... carrying MJ to safety. He fires a lightning bolt which sears the night.

It explodes glass out of the north tower.

ON THE ROOF of the tower, Spider Man gets MJ to the stairwell door. He rips it off its hinges and he tells her to run. She starts down. Then turns back to him.

MARY JANE

I love you.

SPIDER MAN

Cool.

He turns to see...

Across the gap, on the outdoor deck of the south tower, Sandman and Strand come out the door. Strand fires lightning bolts across to the other roof, blasting debris into the air. Peter knows enough not to leap onto the microwave tower... a natural lightning rod.

Strand summons a furious force field of electromagnetic energy, like a sorcerer calling up a demon. The fiercely

glowing plasma leaps across to the base of the microwave mast on the north tower. It starts to glow cherry red. Concentrating, he uses electromagnetic force to bend the microwave tower toward him. It topples, falling across the gap. Bridging the two towers. Sandman leaps onto the bridge and runs across to Spiderman.

THE FINAL BATTLE IS JOINED.

And it's a real barn-burner. Vicious and elemental. I won't bore you with the details right now, but it's big.

Some of the highlights:

A major slug-fest with Sandman, during which...  
They pound each other mercilessly and reduce every object in sight to junk...  
Peter is pummeled, his costume ripped half off...  
Sandman gets spread around and reforms...

All the while, Strand is ripping open the power panel next to the huge roof fans...

Pulling out the 440 volt main cables...

And FEEDING off the power...

Screaming to high heaven as the energy blasts through him and...

A brown-out darkens the whole lower half of Manhattan...

And Strand conjures a writhing, living field of blinding blue-white force around him. It lifts objects into the air and melts the steel railing near him. The power of his mind to control the electromagnetic forces has grown exponentially.

This guy is really scary.

Sandman pounds Spidey into semi-consciousness. Hurls him off the roof...

But he catches a web and pulls himself back up, like one of those spiders you can't get to stay down the drain...

Spidey sees Strand readying a mega-blast...

He leaps as the bolt rips along the edge of the roof...

Blasting glass into space and fusing the steel in a glowing track a yard wide.

Spidey sees that Strand is about to fire again...  
He fires a web at Sandman, lassoing him...  
Just as Strand unleashes a bolt...  
Spidey drops over the edge, pulling the web taut...  
Jerking Sandman, screaming, right into the path of the lightning  
beam...  
The furious bright plasma wraps over the Sandman...  
Fusing him into molten glass.

Strand swears and runs across the bridge to the north tower.  
Sandman is a smoking lump of melted glass in the vague form  
of a man. Poised, cooling, in a position of agony. Like  
Michaelangelo's dying slave. His glass mouth is a shapeless pit  
of eternal pain.  
Bummer.

Strand looks around in a fury.  
Spiderman appears around the superstructure of the tower  
with a fire-hose. He unleashes a stream of water at Strand just  
as he is summoning a surge of power.  
It shorts, and there is a tremendous steam explosion. They are  
both hurled several yards.  
Spider Man comes up running and dives at Strand, smashing  
him brutally across the face...  
Pummelling him even as Strand shoots pulses into Peter's body  
which cause him to scream and writhe in agony.  
Peter is hurled back against a wall...  
He is crumpled on the ground, his costume in smoking rags...  
And Strand, unsteady and bleeding, advances.

Strand summons his amperage for a single, lethal blast.  
The veins stand out on his neck and forehead. This is the big  
one...  
And Peter raises his head, his eyes steady...  
They lock eyes...  
And in the blink of an eye...  
Strand fires. Peter leaps. In midair he tags Strand with a loop  
of web and sails past him...  
Over the edge...  
Jerking Strand with him, over the side...  
And they fall together, down the face of the tower...  
Strand screams, unleashing bolts of power in all directions...

From a distance it looks like some kind of fantastic Jacob's Ladder as the arcs light up the gap between the two towers. Strand's death fall is one of the most beautiful displays ever seen, like a symmetrical release of the energy which created him out of art and the elements.

Falling... Peter, fighting for consciousness, fires webs at the wall...

And one finally sticks...

But it breaks. They're going too fast...

He fires one at the far tower, fifty feet away...

It grabs...

And he swings toward the tower...

Slamming against it as the line pulls taut...

HOLDING. Jerking him to a stop, from a hundred miles an hour to zero in one second...

And Strand rockets past him, still falling...

Peter holds the web with all his might...

Stopping Strand so suddenly that he slams into the steel columns along the side of the building with a sickening smack.

The lightning stops suddenly.

A few stray arcs as Strand's broken body dangles at the end of Peter's line. The sound of sirens wafts up from the street far below.

OBSERVATION FLOOR, SOUTH TOWER: It is the window Peter shattered leaping out with Mary Jane. He climbs painfully up into view. Moving slowly, he swings in until he is on the floor. He pulls up on the taut lifeline, dragging a semi-conscious Strand up into the building. He lays him out on the floor.

Strand is bleeding badly, and broken inside. Dying.

Peter's mask is ripped half off by the fight. He pulls it off his head, showing his face to Strand for the first time.

STRAND

What's your name kid?

PETER

Parker. Peter Parker.

STRAND

Peter Parker. So... what're you?  
Senior in high school?

PETER  
Yeah. I graduate next week.

Strand chuckles weakly, coughing blood from ruptured lungs.

STRAND  
Unbelievable

He dies.

Peter sags, spent. Then he sees the pallet of money.  
Two hundred and fifty million dollars.  
Stolen a half a cent at a time from a billion accounts all over  
the world. Impossible to give back.

What the heck.

People don't notice the cloud at first.  
A green cloud, covering the city... a cloud of hundred dollar  
bills fluttering out across the city on a brisk breeze. Spreading  
for miles.

But New York notices when it reaches the street. From Central  
Park to the Battery, it is one big street party. On a warm  
evening, the first night of summer, it's raining hundred dollar  
bills as far as the eye can see.

CUT TO: SPIDER MAN hanging in his eyrie.

SPIDER MAN  
Well, when they rebuilt the radio  
tower, I sort of made it my favorite  
hang. The money? Cute trick, huh?  
Like I said, there's more than one  
way to be a saint. Did it save the  
world? Naw. It probably didn't save  
anybody. Except maybe me.

CUT TO PETER, at school. It is the end of the schoolyear.

He has a lot of bruises. He tells them he fell off his moped.  
They think he's a putz.

MJ is back too. She is very quiet. She doesn't hang with any of  
her old friends. They think she's odd now. She doesn't care.

SPIDER MAN (V.O.)

There was still the small matter of  
the woman I loved.

Peter and MJ get their grade on the science project. A+.  
He is happy for her that she will graduate with a B and get her  
car. But she doesn't care about that anymore. She's decided to  
go to a different college, get her grades up, and then go to med-  
school.

She thanks him for helping her see the wonder of things. She  
kisses him. And whoa... wait a minute. Why does that kiss  
seem so familiar? Peter is smiling. Not a geek. But confident.  
Even, somehow... *charming*.

PETER

Mary Jane. Close your eyes.

She does. Puzzled. He moves very close to her.

PETER

(in Spidey-voice)

*Do you still trust me?*

She gasps and her eyes pop open... staring at him. Then she  
gulps, nods once and squeezes them shut. He kisses her long  
and deep, and she twines her fingers in his hair.  
Two of MJ's snotnose girlfriends are walking by. They just  
stare, shocked.

MJ breaks, staring at him in wonder.

MARY JANE

My God, Peter. Are you really him?  
I mean--

PETER

Shhhh!

It is what everyone secretly hopes for... that someday someone will see past the face that everyone sees to their secret self-- what is inside and hidden. Peter grins, and she returns it. They go back into the kiss, just as...

Flash grabs Peter by the shoulder and spins him around. He can't believe it's true. MJ with this pencil-neck. He tells Peter to walk with him a second and Peter shrugs. Sure. He turns back to Mary Jane.

PETER

When two male wolf spiders, *Pardosa*, encounter one another in the presence of a female, they assume ritual threat postures.

MJ smirks. Her eyes merry. Poor Flash. Flash drags Peter by his arm around the corner. He whirls on Peter without warning, with a lightning roundhouse. But of course Peter ducks and Flash hits a brick wall.

PETER

Careful, Flash. You could sprain something.

Howling in pain, Flash holds his hand, then charges again. Peter steps aside, and Flash roars past. In the blink of an eye Peter shoots a tiny strand of web to a nearby railing. Flash rushes him, tripping on the silk, and cartwheels into a wall.

PETER

Flash, you should really watch your step. Here, let me help you up.

Peter helps Flash to his feet, surreptitiously attaching a web to the back of his jacket. He shoots the other end to a nearby railing. Peter dusts Flash off and turns, walking away. Flash roars and charges... only to get jerked short like a mean dog on a short chain. His feet fly out from under him and he crashes on his back. Dazed.

All the kids standing around the schoolyard laugh uproariously. Peter grins and holds up his hands.

PETER

I never laid a glove on him. I swear.

Everybody cheers. Because the truth is: we really do like heroes. Especially when they're underdogs.

CUT TO: SPIDER MAN. STILL HANGING.

SPIDER MAN

Mary Jane and I got accepted to different colleges. Wouldn't you know it? But we see each other every weekend. Her grades are better than mine, but I blame it on the heavy hours. It's not easy being your friendly neighborhood Spider Man. Takes it out of you. Well, it's a schoolnight. Gotta fly. Be good.

He pushes off from the mast... swinging in an arc out over the edge of the roof. Paying out web-line he drops like an express elevator toward the street far below.

TILTING DOWN to follow as he becomes a black dot above the sea of lights. A tiny spider going home.