

UNITED ARTISTS
BASIC INSTINCT II

BY

LEORA BARISH & HENRY BEAN

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SECOND REVISIONS
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CREDITS OVER

EXT. NEW YORK HARBOR - NIGHT

The dark convergence of the East River and the Hudson. The Statue of Liberty glows in the blackness between Brooklyn and New Jersey; a Staten Island ferry glides toward us. TILT DOWN TO...

EXT. MANHATTAN END OF THE BROOKLYN BATTERY TUNNEL - NIGHT

A gleaming white PORSCHE BOXTER explodes out the tunnel, squeals up a curving ramp, barely holding the roadway. Rockets down onto the FDR Drive and quickly accelerates.

INT. PORSCHE - DRIVING - NIGHT

Oddly quiet, engine noise imperceptible. Brian Eno's "Discreet Music" (trance-like, glacially erotic) plays on the stereo.

CATHERINE TRAMELL is driving, serenely enjoying herself as she pushes the car to 105. Her passenger, LARRY HOUSEMAN, leans against the passenger door, watching Catherine through half-closed eyes: the tilt of her chin, the glow of skin under her short skirt.

HOUSEMAN

(very stoned)

Hey, guess what? I can't move...

CATHERINE

You don't have to move. You're in a car.

HOUSEMAN

Am I driving?

CATHERINE

Yeah, you're doing a great job.

Smiling, she pulls a half-pint of scotch from between her thighs, unscrews the cap with her teeth, and offers him the bottle. As he drinks, his eyes move back to her legs.

He leans over, puts his hand between her legs. Her knees part, her lips open slightly as his hand moves deeper. SUDDEN CUT TO:

EXT. FDR DRIVE - NIGHT

A shock: the Porsche screaming up the Drive...loud, terrifying, flicking in and out of traffic.

INT. PORSCHE - DRIVING - NIGHT

Abruptly quiet except for the sound of Catherine's breathing as Houseman's hand, guided by hers, moves between her thighs. He presses his face into her hair.

HOUSEMAN
(without looking at the road)
Are we okay?

CATHERINE
Uh huh...

EXT. FDR DRIVE - NIGHT

Another burst of noise, speed, fear. The Porsche streaks past midtown, the UN, the high-rises of the East Side..

INT. PORSCHE - DRIVING - NIGHT

CATHERINE: eyes closing, concentrating inward. As she comes, she draws a sharp breath and WRENCHES THE STEERING WHEEL SIDEWAYS.

EXT. FDR DRIVE - NIGHT

With a SHRIEK of metal, the Porsche rips through the guardrail.

LOOKING UP FROM BELOW: the car sails across the sky, momentarily suspended... then begins to fall.

EXT. EAST RIVER - UNDERWATER - NIGHT

The car plunges into the water, billions of bubbles shooting upward along its metal skin.

INT. PORSCHE - UNDERWATER - NIGHT

Very dark, water RUSHING past. Houseman semi-conscious, confused.

HOUSEMAN
(hoarse, gasping)
Where are we...?

Catherine unlatches her seat belt and tries to open the door. Too much pressure. She tries the POWER WINDOW BUTTON; it's stuck. She pounds on the door. Water seeps into the car from below. Finally, the pressure equalizes, she manages to open the door. Water pours in, engulfing them. Houseman hasn't moved.

Catherine coils out of her seat like Houdini, and tries to unbuckle his seat belt. But he's slumped over it, dead weight. She's running out of breath.

WASHBURN'S VOICE (OVER)

Did you try to help him get free?

CATHERINE'S VOICE (OVER)

Briefly.

EXT. EAST RIVER - NIGHT

Catherine bursts to the surface.

EXT. WATER'S EDGE - NIGHT

She drags herself onto the rocks, gasping for air.

WASHBURN'S VOICE (OVER)

Briefly...?

As she catches her breath, a surge of triumph goes through her - she's alive. A feeling of limitlessness bordering on hysteria. She grips her head between her hands.

INT. POLICE INTERROGATION ROOM - TWO DAYS LATER

CATHERINE, wearing a short, metallic looking skirt and top, sits across a table from DAVID WASHBURN, a homicide detective. Washburn is 52, an animal of the New York streets, big, virile, with a strength at once paternal and cruel. A young cop, FERGIE, watches.

CATHERINE

I guess when it came down to it, my life
was more important to me than his.
Selfish, huh?

They stare at each other a moment. Then Washburn picks up an envelope, takes out a clear plastic bag with a syringe inside.

WASHBURN

We found this in the Porsche.

CATHERINE

(looks at it briefly)
The king's stilts. Allen worked very, very
hard.

WASHBURN

And played hard, too... Like shooting
himself up with D-curaramine?

CATHERINE

(shrugs)
We'd just come from a party near the Brooklyn piers. He could have gotten anything there.

WASHBURN

Curaramine isn't a party drug. It's a skeletal muscle relaxant. A large enough dose can paralyze the lungs. Houseman didn't die of drowning. He stopped breathing before he went in.

CATHERINE

He was definitely breathing when he went in.

FERGIE

How do you know?

CATHERINE

He was making me come. I finished just as we went off the road.

Washburn and Fergie exchange glances.

FERGIE

You were fu-- having sex at a hundred miles an hour?

CATHERINE

A hundred and ten. I guess I hit a pothole.

Fergie looks at Washburn, then back at Catherine.

FERGIE

Do you know a Dickie Pep?

She tries to place the name, can't.

FERGIE

He says he sold you fifteen milliliters of D-curaramine last Thursday.

CATHERINE

He's lying.

FERGIE

Why would he lie?

CATHERINE

Because you have him on some other charge,
and he's trying to deal his way out.

(beat)

If he even exists.

She smiles, faintly playfully, at Washburn.

WASHBURN

You and Houseman were engaged to be
married.

She looks at the engagement ring on her finger, takes it off and
drops it in her purse.

CATHERINE

That's right. So if I'd wanted to kill
him, I'd have waited 'til we were married,
wouldn't I? So I could get all the money.

WASHBURN

Maybe you didn't do it for money.

CATHERINE

Maybe I didn't do it at all.

WASHBURN

Ms. Tramell, are you upset about your
fiancee's death?

CATHERINE

Of course I'm upset. I'm traumatized. Who
knows if I'll ever come again.

Her sarcasm suggests that she's concealing her emotions. Or maybe
she's just concealing her lack of emotion. And maybe, like Camus' *Stranger*, she's refusing on principal to express a private emotion
in public just because the authorities expect it.

Washburn glares at her. She looks right at him, smiling faintly.
A stand off.

INT. COURT CLINIC EVALUATION ROOM - DAY

DR. ANDREW GLASS is alone, carefully arranging two chairs at an
oblique angle, almost but not quite facing each other. Andrew
isn't your standard, old-fashioned shrink. He's younger, more
worldly, better dressed. He exudes confidence and intellect,
beneath a veil of appealing, if slightly false, humility.

A KNOCK at the door. He opens it, and there is Catherine Tramell, flanked by a COURT GUARD, and her lawyer, HENRY ROSENMAN, the latest Dershowit. Washburn stands to the rear, a brooding presence.

ROSENMAN

(making introductions)

Dr. Andrew Glass...This is Catherine Tramell. I'm Henry Rosenman, Ms. Tramell's attorney. I'll be present during the evaluation.

Andrew and Catherine look at each other: a spark jumps between them - each is not what the other expected.

ANDREW

(as calm as Rosenman is tense)

Okay by me, but I'm going to be asking Ms. Tramell some fairly personal questions. If she doesn't mind your being here...

He's really addressing Catherine, which Rosenman resents.

ROSENMAN

My client agreed to cooperate on condition that--

CATHERINE

It's okay. I'll talk to him alone.

ROSENMAN

Catherine, I strongly advise you not to--

CATHERINE

(walks past Glass into the office)

Is this where we're meeting?

Andrew looks at Rosenman helplessly: out of his hands. As he closes the door on the fuming lawyer, his gaze meets Washburn's and something passes between them.... He turns to find Catherine studying his careful arrangement of the chairs.

ANDREW

(politely friendly)

Would you like some coffee?

He indicates a hot plate, coffee. Catherine doesn't look at them.

CATHERINE

I hear that with managed medical care, psychiatrists can't survive on private practice anymore. That's why they're all looking for forensic work...

ANDREW

I do forensic work because I like it. I find it interesting.

Just slightly cocky. Catherine responds by choosing a chair. She shifts it slightly to a spot that suits her, and sits. She looks at him: can we get started?

He takes the other chair, shifts it slightly, and sits, pen and legal pad poised casually on his knee.

ANDREW

What were you told about the purpose of this evaluation?

CATHERINE

The court wants to know if I'm "fit to proceed" to trial. If I'm lucid, if I'm processing, if I can tell right from wrong, if I'm paranoid, delusional, suicidal... if I'm capable of murder.

ANDREW

And your lawyer explained that anything you tell me may be quoted verbatim in testimony --and that could affect the outcome of your case...

CATHERINE

You can quote me all you want.

He smiles. Clearly, it's going to be a chess match. And they're both going to enjoy it. Their opening moves are brisk and jazzy:

ANDREW

I notice that you're a writer. What do you write about?

CATHERINE

(neutral)
Psychotic killers.

ANDREW

(politely, unimpressed)
That's right: murder mysteries... Do you ever write about yourself?

CATHERINE

I'm not interested in autobiography.

ANDREW

Really, why not?

CATHERINE

Maybe I just like to sit back and get other people to reveal themselves.

Like him: touche. He laughs, genuinely pleased.

ANDREW

When you were a kid - what was your favorite thing to do?

CATHERINE

Riding my bike.

ANDREW

What did you like about it?

CATHERINE

Seeing how fast I could go. And how far I could ride and still make it back.

ANDREW

Did you ride by yourself or with friends?

CATHERINE

We lived in San Francisco, but my parents had a farm in Napa. I kept my bike out there. There was no one else around, so I rode alone.

ANDREW

Siblings?

CATHERINE

No.

She watches him make a note, then just as he's about to ask his next question...

CATHERINE

Are you divorced?

ANDREW

What makes you think I'm divorced?

CATHERINE

Someone else bought those clothes for you, but you put them together yourself. So I assume she's not around.

ANDREW

You're very imaginative.

CATHERINE
Does that mean I'm wrong?

ANDREW
Would it bother if you were wrong?

CATHERINE
(smiles)
Would it bother you if I were right?

He smiles, makes a note on his pad.

CATHERINE
What did you write?

ANDREW
The word "authority".

CATHERINE
You're on the wrong track, but don't let me stop you.

He makes another note.

ANDREW
Tell me something you're afraid of.

CATHERINE
Boredom.

ANDREW
Is that why you like to take risks?

CATHERINE
(pleased with him)
I do like to take risks.

ANDREW
Like driving fast while having sex? Or doing this interview without your attorney?

CATHERINE
Actually, that was your idea.

He nods: a point for her.

ANDREW
Is it exciting being on trial for murder?

She gestures: maybe, maybe not.

ANDREW

If you're convicted, you could be looking at a lot of time. Conceivably the death penalty. How do you feel about that?

He's trying to shake her act, and she knows it.

CATHERINE

Why would I be convicted? I didn't kill him.

ANDREW

Innocent people sometimes go to prison.

CATHERINE

Not rich, innocent people with Henry Rosenman for a lawyer.

ANDREW

Then it isn't really exciting unless you're guilty.

A point for him. She's enjoying this.

CATHERINE

I bet you like to take risks sometimes - Dr. Glass? Or do you?

A little knife thrust. He feels it, but answers coolly:

ANDREW

Everyone takes risks sometimes. Some people enjoy it more than others.

CATHERINE

(his evasiveness bores her)
How's the coffee?

He smiles amiably, gets up to get it for her like a good host.

INT. OFFICE - LATER

Their cups are nearly empty. They are mid-conversation and seem more at ease with each other.

ANDREW

How old were you?

CATHERINE

The first time?...Twelve. It was with a friend of the family.

ANDREW

An older man?

CATHERINE

My cousin Sarah's college roommate. Her name was Helen. She was nineteen, incredibly beautiful--the boys were crazy about her, but she wasn't interested them. I was her pet. She liked to hold my hand, stroke my hair. ...Pretty innocent stuff.

ANDREW

How innocent could it be, seducing a twelve-year-old?

CATHERINE

It wasn't like that. We were up at the farm, in Napa. There was a hammock out back, between two eucalyptus trees. Helen and I were lying in it after lunch. It was hot, and I guess we were half asleep and without even thinking about it, I put my hand on her breast -- very lightly...

(her hand brushes her own breast)

I pretended to be asleep, and she pretended to be asleep, too. Then I let it fall down, between her legs.

(the hand drops into her lap)

Pretty soon she began to move against me.

ANDREW

What did you think was happening?

CATHERINE

I knew what was happening. I was giving her something she wanted, but couldn't admit she wanted.

ANDREW

But how did you feel?

She hesitates a moment, as if wondering how much to reveal, then seems to plunge ahead heedlessly.

CATHERINE

Like a god... Knowing I could excite her, that I could make her move how I wanted, where I wanted, it was... When I touched her, she'd make a sound deep inside. Do you know that sound, Dr. Glass? When you give someone what they really want -- but can't ask for...

A pause, as if reflecting on what she might want that much. Glass waits, motionless, utterly absorbed.

CATHERINE

When she came, she shook so hard it scared me. But I kept my eyes closed. And then I must have really fallen asleep, because when I woke up, she was dead...

ANDREW

(didn't see that coming)
Dead...??

She takes out a cigarette, lights it.

ANDREW

There's no smoking in the building.

CATHERINE (ignoring that)

Apparently, while I was sleeping, she and Sarah decided to drive into town. They pulled onto the road in front of a farm truck and it plowed right into them. Sarah sprained her ankle, Helen was killed instantly.

ANDREW

That must have been quite a shock.

CATHERINE

Actually, I thought it was beautiful.

ANDREW

Beautiful...?

CATHERINE

It was perfect. That moment in the hammock -and then she was gone: like magic.

He looks at her a moment before making a brief note.

ANDREW

Was your fiance's death like that?
Beautiful and magical?

CATHERINE

No, it was wet and clumsy.

She stubs out the cigarette impatiently, as he takes notes.

CATHERINE

Do you think I killed him?

ANDREW

I don't make judgements about guilt or innocence.

CATHERINE

I'm asking your opinion. I won't quote you in the courtroom.

ANDREW

I'm not thinking about what you did or didn't do. I'm trying to get a picture of who you are, how you look at the world. ...You don't express emotion about the deaths of people you were apparently close to. Or about your own situation. Is that because these things don't matter?

CATHERINE

Maybe the expression of emotion is an act I don't feel like laboring over.

Which makes her sound strangely sincere.

Andrew writes on his pad. When he looks up, she uncrosses her legs, opens them slightly. His glance flickers downward briefly - then back to her face - unfazed. She smiles.

CATHERINE

You know, Dr. Glass... I like you.

ANDREW

Why do you like me?

CATHERINE

Because when I say I like you, you ask me why. And when I cross my legs... you don't even think about it. Or do you?

ANDREW

(lightly)

I try to think about everything--that's relevant to your evaluation.

CATHERINE

You like being in control. Like me.

End of round one.

INT. COURT ROOM - DAY

AT THE DOORWAY: MICHAEL TOWER, 30s, handsome, club-hopping journalist (Vanity Fair), sits with Spike Lee at Knicks games. He shows his press pass to the GUARD who indicates he can't bring the coffee in. Tower drops it in a trash can, goes inside, squeezes into a seat.

ANDREW is on the witness stand, answering a question.

ANDREW

...a sense of control, even omnipotence.

D.A.

You're saying Ms. Tramell thinks she's all-powerful?

ANDREW

I'm saying she needs to feel all-powerful.

Catherine watches him with intense interest. Though we cut around the room, to the D.A., Rosenman, the JUDGE, Tower, Washburn... Mostly we watch ANDREW SPEAKING and CATHERINE LISTENING. Deep down, this is a scene between the two of them.

ANDREW

In talking about an early sexual experience in which she seduced an adult, Ms. Tramell said, "I felt like a god." I think she vacillates between that grandiosity, and the feeling that she doesn't exist at all - which of course, is intolerable.

D.A.

And might that make her violent?

ANDREW

Not in a typical way, like someone overwhelmed by an uncontrollable impulse. Ms. Tramell is in remarkable control of her impulses. If she did commit a violent crime, it would be simply to prove that she can do what other people can't, take risks they're afraid to take... and, above all, get away with it.

CATHERINE: listening with every atom of her being as Andrew explains her to the world.

AROUND THE ROOM: Tower furiously scribbling, Washburn, brow furrowed in concentration, Rosenman annoyed...

INTERCUT ANDREW AND CATHERINE in closer and closer shots, as if they are being drawn to each other. At one point he glances at her; she holds his gaze a moment, then he looks away.

ANDREW

In fact, the crime itself would be almost irrelevant. What she craves is the stimulation of risk, the subsequent encounters with the police, the courts, the powers that be. So she can prove that her power is greater than theirs.

D.A.

How far would she go to prove that?

ANDREW

I can't tell, but Ms. Tramell has what you might call a risk addiction. She's developed a considerable tolerance, and I suspect that she will have to seek greater and greater risks in order to satisfy her need. As long as she gets away with it, I don't see that there is a limit - except death, of course.

ON CATHERINE

Strangely radiant, almost uplifted by his words.

ON ANDREW

Glancing over at her, puzzled by her seeming happiness.

ON TOWER

Chewing gum, slaps his notebook shut. Happy as a clam.

INT. COURTROOM - DAY

As Andrew leaves, he's besieged by REPORTERS.

REPORTER #1

Dr. Glass: did Catherine Tramell kill her fiancé?

REPORTER#2

Dr. Glass, I'm Mona Levy with Court TV...

REPORTER #3

Dr. Glass, on the Jed Bowman show you said...

Glass waves them off in a friendly way; reveling in the attention. As he goes by, WASHBURN takes his elbow, they talk privately as they move toward the door.

WASHBURN

Great. You were great.

He squeezes Andrew's shoulder, then walks away.

INT. COURTHOUSE - STAIRCASE - DAY

Glass is going down the big, marble stairs when he hears...

VOICE

Oh, Dr. Glass, Dr. Glass...

At first he ignores it, but the familiar, taunting tone finally makes him turn around. It's TOWER. Glass grimaces--his good mood darkened--waits reluctantly for the man to catch up.

TOWER

God, what a big thing you are all of a sudden.

ANDREW

What are you doing here? You're not writing about this...

TOWER

Sexy, omnipotent killer with a Bantam contract? How could I not write about it?

ANDREW

You don't know she killed him.

TOWER

I hope she did. I pray to God she did. By the way, you were brilliant in there. You're so damn lucid - it's disgusting.

That's Tower: mockery, envy, frivolity - then sudden boyish sincerity. For a second, Andrew almost likes him. Then:

TOWER

Saw you on Bowman--nice tie! Anyway, this must be great for your private practice.

ANDREW

Not to mention Denise's alimony. How are you two getting along?

TOWER

You moved out five months ago, Andy. Let the girl do what she wants.

ANDREW

I never stopped her from doing what she wanted.

TOWER

(as Andrew walks on)

Speaking of killers: can we talk about George Cheslav some time...?

Glass stops half way out the door, frozen. Turns back...

ANDREW

Who told you about Cheslav - Denise?

TOWER

I looked up the records. Jesus, it must be every shrink's nightmare. Your patient runs amok, hacks up his girlfriend with a butcher knife...

This is indeed the nightmare of Andrew's life. He's been through it a thousand times. It simultaneously bores and horrifies him.

ANDREW

(angry but controlled)

Cheslav came to the student clinic for depression. We gave him counselling and a mild anti-depressant. He never said anything to indicate he might...

(can't bring himself to finish)

TOWER

(subtly prosecutorial)

He never talked about Anita Davalos?

ANDREW

He never said he was going to kill her.

TOWER

Andy, you're a brilliant shrink. You were seeing the guy twice a week. You're telling me you had no idea he--

ANDREW

Patients talk about angry feelings all the time. Unless there's a specific threat against a specific person, the law doesn't-

TOWER

I'm not talking about the law. I'm talking about--

ANDREW

There were three separate review panels; They all agreed that I - that we had acted responsibly and appropriately in all respects.

Turns to go.

TOWER

But Anita Davalos is still dead.

ANDREW

Believe me, I never forget that for a minute.

He walks away, jaw set... PAN UP to the landing above, where WASHBURN is looking down over the rail, observing Andrew and Tower.

EXT. STREET - DAY

Avoiding the other reporters, Andrew flags a taxi. It pulls over, he gets in. We hear him ask for: The Museum of Modern Art.

CUT TO:

INT. DARKENED ROOM - DAY

Andrew bursts into a room where his ex-wife, DENISE (sexy, arty, neurotic) and her ASSISTANT are looking at slides of a contemporary artist. These are projected one after another throughout the scene.

DENISE

(heavy sarcasm)

Andrew, how nice of you to drop by--

ANDREW

What did you tell Michael Tower about the Cheslav case?

The assistant hears the battle call: he discreetly leaves the room. An oblong of light as the door opens, closes...

DENISE

Nothing, I just... I didn't tell him anything. He already knew.

ANDREW

He said you told him.

A lie, but she falls for it.

DENISE

Shit...

ANDREW

He's going to write about it. He'll put it on the cover of that stupid magazine--

DENISE

No, he won't. You're just being paranoid. ...Anyway, you didn't do anything wrong in Cheslav.

ANDREW

Tell that to your nitwit boyfriend. A girl got murdered, I was sued: end of story. I'm up for a tenured chair at NYU. Think that's going to help?

DENISE

Look, what do you want me to do? I had no idea he was--

ANDREW

You had no idea what a venal little prick you'd been fucking for the last year? How long does it take to figure it out?

She's startled.

ANDREW

Didn't think I knew when it started? Your powers of self-deception never quit, do they.

DENISE

Shut up. Get out of here.
(pushes him with both hands)
Just get out!

She raises her fists to push him harder. He grabs her wrists and grips them briefly, then releases her. She steps back, glaring. He opens the door, the oblong of light widens, narrows.

Denise hits the table with the slide projector, accidentally punches up the next slide.

EXT. LOWER FIFTH AVENUE - DAY

The NYU crowd, the church, church bells striking the hour.

INT. NYU MEDICAL SCHOOL - PSYCHIATRY - DAY

Andrew walks down the hall talking with an uncertain black INTERN.

INTERN

...The outpatient program in Merrick won't take him if he goes off his medication. And last time we discharged him...

ANDREW

That was a year ago; he's done great since then... Jimmy, this kid's twenty. He needs to be out in the world, hold a job, make some friends. We've just got to get him into the program.

(sees Jimmy's reluctance; warm:)

Come on, you can talk them into it. Guilt trip them, Jimmy. You're a shrink...

(Jimmy can't help laughing)

If you need me, I'll be with Dr. Gardosh.

He smiles encouragement, touches Jimmy on the shoulder.

INT. DR. GARDOSH'S OFFICE - DAY

MILENA GARDOSH, the clinic director, is a beauty in her 60s with a faintly bohemian air. On her desk is an article about the Lawrence Houseman murder case, with a picture of Catherine Tramell.

ANDREW

How bad is it if he writes about Cheslav?

MILENA

For the NYU chair? Not great, but...

ANDREW

(aggressive)

I want to go to the selection committee right now. Tell them my version.

MILENA

You'll look defensive.

ANDREW

I'm not defensive. I just want to pre-empt that little prick. I need that chair; then I'll feel like this Cheslav thing is behind me.

MILENA

Andrew, it is behind you. There's nothing new for Tower to tell. He's probably drop the whole story. Why bring it up if you don't have to?

He sees her point, but it frustrates him. As they exit her office and walk down the hall, she switches to a lighter subject...

MILENA

So what's Catherine Tramell like - besides great looking?

ANDREW

Very bright. Complicated.

MILENA

Seductive. Manipulative...

ANDREW

She's going to the Olympics in both events.

MILENA

Did she kill Larry Houseman?

ANDREW

(enjoying this)

Probably. But believe me, you meet this woman, you can't tell a thing. Her responses, everything she says or does is so perfectly composed, it's impossible to read. She's brilliant, really.

MILENA

(smiles at his enthusiasm)

A masked psychotic - your favorite type.

ANDREW

I'm already working it into the new paper.

MILENA

You're writing another one? Already??

ANDREW

I'm writing two. But this is the hot one.

Milena shakes her head: it exhausts just to think about Andrew's ambition and energy. They're interrupted by...

PUBLIC ADDRESS SYSTEM

Dr. Glass...Dr. Andrew Glass...

ANDREW

That must be Jimmy. He's getting Mark Lanier into the program in Merrick...

(says goodbye to Milena,
grabs a hall phone)

This is Dr. Glass...

WASHBURN'S VOICE

Glass...David Washburn.

INTERCUT WITH:

INT. POLICE STATION - DAY

Washburn on the phone.

WASHBURN

You watching TV...?

Andrew turns. Across the hall, a TV plays silently to a waiting room full of empty chairs. ON TV: A BRIEF SHOT OF CATHERINE...

ANDREW

What happened?

WASHBURN

The D.A.'s office let her go.

ANDREW

What?? Why?

ON TV: A REPORTER speaking from the courthouse steps. Then more shots of Catherine, earlier footage, etc.

WASHBURN

We had a guy who said he sold her D-curaramine; the judge found out he'd perjured himself in another case and disqualified him as a witness.

ANDREW

Couldn't they indict without him?

WASHBURN

(bitter)

The Assistant DA didn't have the balls. So - she's back on the street. Nothing we can do about it.

ANDREW

(eyes on the screen)

Damn...

WASHBURN

I just wish I could fucking--...That's okay, she'll do it again. And next time, I'll get her. We'll get her, right?

Andrew is surprised by Washburn's vehemence, but simply says:

ANDREW

Yeah. Thanks for letting me know.

He replaces the phone, then walks toward the TV, eyes on Catherine. In a final shot, she GLANCES into the lens, as if looking right at - or through - ANDREW - and smiles.

DISSOLVE TO

A PAGE OF TEXT -- A PSYCHOANALYTIC PAPER

We catch psychoanalytic terms, abstruse mumbo jumbo. A HAND WITH A PEN furiously scribbles revisions, crowding the printed text with an outburst of passionate, new ideas. We are...

INT. JAPANESE RESTAURANT - TWO WEEKS LATER - DAY

Andrew is bent over his work at a table littered with the remains of a meal. He's totally absorbed when a PRETTY JAPANESE WAITRESS stops by his table to deliver his check.

Without looking up from his writing--he can't barely get it all down--he passes her his credit card. She smiles, then lingers a second longer than necessary. Only when she walks away does he glance up at her pretty rear end. A twitch of regret: should he have spoken to her? But then he goes back to his paper.

INT. ANDREW'S OFFICE BUILDING - DAY

The elevator opens revealing: Andrew, writing on the paper against the wall of the carriage. He holds the door open with his foot as he finishes, then steps off, walks to his office, reading over what he's written. He's fishing for his keys when...

VOICE

Dr. Glass...

He starts, turn - to his astonishment, it's Catherine Tramell. She's been waiting for him.

ANDREW (reacts)

Ms. Tramell...

CATHERINE

I didn't mean to startle you.

Didn't she? As she comes toward him, he fold the papers and slips them into the breast pocket of his suit jacket.

CATHERINE

I wanted to talk to you, but not on the phone...I've been thinking a lot about the evaluation, the things you said about me...

ANDREW

I'm sorry you had to hear all that.

CATHERINE

No, I'm glad I heard it. I thought you were very perceptive. The D.A., she just hated my guts. But you were trying to be objective.

(glances at the door appealingly)
Do you have a few minutes?

This is hardly what he expected. He makes an apologetic gesture...

ANDREW

I'm afraid I can't right now...

(searching his pockets)

Let me give you my card. If you call, maybe we could schedule a time to--

CATHERINE

Dr. Glass...

(as fidgets; softly)

Are you afraid of me?

ANDREW

(looks at her, smiles)

Not at all...

(glances at his watch)

I guess I have a few minutes, if you want to talk for just a few minutes...

She waits demurely while he unlocks the door. He leads her into a tiny, waiting area, then unlocks an inner door and ushers her ahead of him into...

INT. ANDREW'S OFFICE - DAY

Two seating areas, one with a couch and chair, the other with two chairs not quite facing each other. He directs her toward the latter. She is about to take the larger, more comfortable chair, the one facing the windows when:

ANDREW

Uh, actually...

He smiles, indicates that he sits there. She takes the lesser chair, and they sit simultaneously, like the final chord of a musical passage.

CATHERINE

What you said about me being addicted to risk, having to do more and more dangerous things... I never thought about it that way, but when you said it, I realized... it scared me.

ANDREW

What exactly scared you?

CATHERINE

You said the only limit was death.

(looks at him)

The night Larry died... I think I drove off the road on purpose.

ANDREW

You're not sure?

CATHERINE

(hesitates; takes the plunge)

A few weeks before the accident, I had the same fantasy, over and over, I even wrote a scene about it--The woman is driving, the man is making her come. She drives off the road, and he's killed.

She waits for a reaction; there is none.

CATHERINE

So maybe in a way, I made it happen. Maybe there's a part of me that isn't as controlled as I think. That I don't even know about.

(looks at him)

That's why I came to see you.

ANDREW

Are you saying you want to go into therapy?

She nods. A surge of pleasure runs through him... a mental erection. But he responds with measured caution.

ANDREW

I think that's a good idea. I couldn't treat you myself, but I'd be happy to refer you to a colleague of mine who -

CATHERINE

Why can't you treat me?

ANDREW

It's not appropriate for a doctor who's done a forensic evaluation to start treating that person in a therapeutic setting.

CATHERINE

Why not?

ANDREW

Because the legal situation is basically adversarial. Therapy is the opposite. You need a clean slate, to have the kind of trust that's essential--

CATHERINE

You mean, you don't trust me.

ANDREW

Actually... Look, what I said at the hearing must have seemed very negative. If you'd gone to trial, it would have hurt you. I'm sure you have feelings about that.

CATHERINE

I didn't mind. You were doing your job, being objective. Actually, that was what...attracted me to you.

ANDREW

(friendly but firm)

I'd feel more comfortable referring you to another doctor. There's an excellent woman named Milena Gardosh, she's head of the clinic where I--

CATHERINE

(cut him off)

Okay, you want to know the truth. I agreed to the evaluation because I thought it'd be fun to play games with some pompous, insecure shrink. Make him jump around in his cage. I didn't expect... I never talked to anyone who "got" me the way you did.

Andrew is flattered, tempted; he knows better, but.... Sound of the DOOR OPENING and CLOSING in the outer room. Catherine stands.

CATHERINE

Your patient is here.
(getting out a checkbook)
How much do I owe you for today?

ANDREW

You don't owe me anything, but... I think
Dr. Gardosh would--

CATHERINE

No, she wouldn't.
(signing a blank check)
If I can't see you, I don't want to see
anyone.

She tears off the check and hands it to him. He doesn't want to
take it. He can't let her go...

ANDREW

Maybe we should meet once more--at least
talk about this when we're not so rushed...
Do you want to do that?...

Clearly she does. Church BELLS RING in the distance. HOLD on them
standing together, about to move, but not moving. JUMP CUT TO:

A MINUTE LATER - SAME

Glass watches Catherine walk out. The moment the door closes, he
pulls the paper out of his pocket, hurries to his desk and starts
rapidly writing down his observations...

INT. ANDREW'S OFFICE BUILDING, ELEVATOR - DAY

Catherine riding down in the elevator, looking straight ahead
without expression. The doors open. She crosses the lobby, puts
on her sunglasses and steps outside onto the street.

INT. PSYCHOANALYTIC SOCIETY - NIGHT

The high church of the New York psychoanalytic world. Portraits of
Freud and the holy apostles line the dark-panelled walls.

A "collation" is in progress, a social gathering preceding a
lecture; polite babble of cultured voices... Glass is drawing
coffee for Milena from a huge, ornate silver urn, his face
distorted in the polished surface.

A young woman with blonde hair (MICHELLE) greets him in a friendly,
experimentally flirtatious way. He's about to respond when Milena
taps him urgently on the shoulder.

MILENA

Andrew--

(he looks up, her tone becomes formal)
You know Dr. Gerst...

He looks up to see DR. JAKOB GERST: white beard, German accent, a psychoanalytic patriarch. Michelle is forgotten.

ANDREW

(smoothly)
Dr. Gerst, always an honor...

GERST

I read your article about my last book.
You didn't quite understand it, but you
made one or two interesting remarks...

Some senior honcho (NAGLE) is belying toward Gerst. Gerst excuses himself to Andrew and drifts away. Andrew is amused.

ANDREW

One or two interesting remarks?!

MILENA

That was a compliment, believe me. He was
very impressed.

Andrew's eyes shine: he expects compliments.

HIGH ANGLE FACING EAST OVER CENTRAL PARK

A cloudy day. Church bells ringing. CAMERA PULLS BACK into:

INT. ANDREW'S OFFICE - DAY

Catherine is walking in just as she walked out the last time.
Glass waits for her to get settled before sitting down.

CATHERINE

You look different today. More relaxed.

GLASS

I was just thinking that you seemed more
relaxed.

CATHERINE

The more nervous I feel, the more relaxed
people think I am.

(smiles; then)

What did you decide? About taking me as a
patient.

ANDREW

Actually, I wanted to talk a little more about something you brought up on Wednesday ...You said that before the accident, you had had fantasies of being sexually excited and driving off the road...Do you have other fantasies like that?

CATHERINE

I have fantasies all the time.

ANDREW

Fantasies involving violence, death?

CATHERINE

People die in my novels. I have to think of new and interesting ways to kill them. Otherwise my readers will get bored.

ANDREW

When you imagine those deaths, do you find it exciting? Beautiful?

(she frowns, puzzled)

I'm thinking about your experience when you were twelve with your cousin's roommate. Helen?

(as Catherine nods)

There sex was followed by a fatal accident.

CATHERINE

That was different.

ANDREW

Why?

She seems stymied, can't answer. He studies her:

ANDREW

What happens when you don't take risks?

CATHERINE

I get bored. I can't write.

(with growing vehemence)

I feel restless, impatient, disconnected. Unreal. It's hideous!

ANDREW

Is that how you feel now?

CATHERINE

Yes.

ANDREW

Why? Is nothing at risk here?

Impatient, she takes out a cigarette, is about to light it--

ANDREW

--I'm sorry. There's no smoking here.
(she hesitates, cigarette poised)
It's a rule.

CATHERINE

I don't like rules.

ANDREW

Well, I have some and that's one of them.

CATHERINE

(cigarette still poised)
What are the others?

ANDREW

We can talk about them as they come up.

Meaning, if you're good and I accept you as a patient. A look of hatred flashes across her face, then vanishes. She puts away the cigarette, but continues to play with the bright blue disposable lighter, sliding it absently between her fingers.

STREET NOISE drifts in through the window. A plush, suspended silence, intimate, tinged with ghostlike feelings. Then:

CATHERINE

During the trial, a reporter from Vanity Fair asked me for an interview. Michael Tower, he said he knew you.

Andrew is not happy about this, but remains neutral.

ANDREW

Slightly. Why?

CATHERINE

He told me about the Cheslav case.

Andrew's stomach turns over.

CATHERINE

...I was impressed by what you did.

ANDREW

(surprised, guarded)
What did I do that impressed you?

CATHERINE

You knew Cheslav was dangerous. Still, you were on his side, you honored his confidentiality - even at risk to yourself.
(waits for that to sink in, then:)
Do you think you made the right decision?
...Or do you think you fucked up?

A slap in the face, but he doesn't flinch.

ANDREW

Given what I knew at the time, I think I made the right decision.

CATHERINE

So you still believe in confidentiality.

ANDREW

Within legal limits. What are you really concerned about here?

CATHERINE

If I told you I murdered Larry Houseman --
Would you report it to the police?

An unexpected bomb, yet Andrew remains calm.

ANDREW

No. Anything that happened in the past, I would never discuss outside this room. But if you told me you were planning to kill someone specific -- and I thought you were serious -- then I'd go to the police.

CATHERINE

How would you know if I were serious? I might be manipulating you - to create a risk for myself.

ANDREW

It's not always easy to know.--Do you want to talk about what happened with Larry?

CATHERINE

Not really. I just wanted to know your policy.

Then, as if she'd forgotten all about Larry Houseman and confidentiality, she flashes a friendly, innocent smile:

CATHERINE

--So what did you decide? Will you take me as a patient?

A critical moment; if he says yes, he's committed. Before he decides, we CUT TO:

INT. HOSPITAL CLINIC - MILENA'S OFFICE - DAY

Milena and Glass. She's smoking out the window. He's full of nervous energy. She's incredulous - titillated by his story.

MILENA

And you said yes?!

ANDREW

Five times a week, full fee, no HMO... How could I say no?

MILENA

Andrew, you evaluated her in court. It's against the guidelines...

ANDREW

They're guidelines; I've considered them. But this is an exceptional case.

A bit arrogant, but she lets it pass.

MILENA

What if she's homicidal?

ANDREW

(half humorous)

There's always the gun I bought when Carl Solomon was released.

MILENA

What if she's another Cheslav?

ANDREW (serious)

That's why I have to treat her. Look, she wants help, or she wouldn't have come to me. And because of Cheslav I think I can help her--I've been down that road.

MILENA

So I'm confused: is it guilt or arrogance that's making you do this? Or both?

(she notices the time; jumps up)
I'm late to staff...

INT. ANDREW'S OFFICE - DAY

TIGHT ON: Catherine's face. We hear Glass off-screen.

ANDREW (O.S.)

Why don't you tell me about your family.

CATHERINE

My parents. Let's see...

(then, as if beginning a novel...)

My father was handsome and brilliant and charming. He was a doctor, actually, but he only practiced for a few years. Then he lived off my mother. She was rich and very angry. He'd seduce all her friends, then she'd make him sleep in the guest house. He liked the guest house; it was nice and private.

ANDREW

What's your relationship like now?

CATHERINE

They died in a boating accident when I was seventeen.

ANDREW

That must have been difficult for you.

CATHERINE

I guess.

She looks out the window. She's wearing an intensely blue suit.

EXT. CENTRAL PARK WEST - DAY

Cars, pedestrians, people pushing each other aside, frantically competing to win, survive... Yet for a moment strangely silent. Then the DIN: horns, cars, sirens... And abruptly SILENCE again.

ANDREW (OVER)

Not so difficult?

INT. OFFICE - DAY

CATHERINE

(takes a moment, then)

You remember that cop, Washburn?

ANDREW

The police detective.

CATHERINE

To him, the fact that I didn't act upset about Larry was proof that I must have killed him.

ANDREW

You felt he was judging you.

CATHERINE

He just wanted to knock me down. And when he couldn't, he hit on me.

ANDREW

Hit on you how?

CATHERINE

He said if I fucked him, "things would go easier". It was such a low-budget move. Homicide cops are usually smarter than that.

ANDREW

Have you met a lot of homicide cops?

CATHERINE

Sure, doing research for my books. ...I like cops. Once you get past the bullshit.
(remembers fondly)

I knew this detective in San Francisco. Nick. Nick Curran. They called him Shooter - he'd killed a few people -- not always for the right reasons. We used to drive around listening to 911 calls on his scanner, then speed over--beat everybody to the crime. You ever been to a murder scene right after it happened...

She looks at him questioningly. He raises his eyebrows.

CATHERINE

The body's still warm and you can smell the blood, and the witnesses can't even remember what they saw? We'd hang around for a while, then go have sex in Nick's car.

(smiles)

Sex and death again, huh?

(remembering)

Nick used to say death was always there, behind everything. Like the beat in music.

ANDREW

Do you feel that way, too?

CATHERINE

It's the only thing that's real. Except sometimes sex.

ANDREW

Why only sometimes...?

CATHERINE

I fucked a guy last night. Fucked him for hours. We did everything to each other. Multiple, screaming Masters & Johnson's greatest hits. A week from now I'll barely remember it. But if I were with him when he died, I'd never forget that, would I?

ON ANDREW: can't help responding to the Masters & Johnson scene, but makes him push on...

ANDREW

Were you ever with someone when they died?

CATHERINE

No.

But she lies there for a moment, then gets up impatiently, picks up her jacket and starts for the door. Andrew is caught off guard.

ANDREW

We have twenty minutes left.

CATHERINE

I feel like smoking a cigarette. I'll see you tomorrow, Dr. Glass.

He rises quickly, but she's already out the door. He arrives at the inner door just as the outer one (to the waiting room) closes behind a flicker of blue suit.

INT. CLINIC, MILENA'S OFFICE - DAY

Andrew and Milena are eating salad out of deli containers.

MILENA

She just walked out? How Lacanian.

ANDREW

For her, time is a weapon - everything is a weapon, everyone is an enemy.

MILENA

...Do you think she was making that up?
About the cop, Washburn?

ANDREW

It's hard to believe anything she says...

MILENA

She's trying to seduce you.

ANDREW

They're always trying to seduce you.

MILENA

But this one's different, isn't it?

ANDREW

I don't know. More fun maybe.

He grins. She wags a celery stick at him, comically cautioning.

MILENA

Be careful, Andrew.

(and then, a bit reluctant)

By the way, I got a call from that
reporter, Michael Tower.

ANDREW

(outraged)

He called you talk to about me?? About
Cheslav?

MILENA

It's fine. I made the whole thing sound
incredibly boring. I assured him there
wasn't a story there.

ANDREW

(not reassured)

What if he calls other people? What if he
calls Gerst?

MILENA

He'd never get past Mrs. Gerst. And even if
he did, Gerst wouldn't talk to him. A
popular magazine reporter? Are you kidding?

But Andrew isn't reassured, but he can't help smiling.

INT. ANDREW'S OFFICE - DAY

Pouring rain. Catherine is shaking off her wet jacket, takes off her shoes. Her shirt is wet. She takes that off. Underneath she's wearing a thin silk t-shirt.

Instead of going and sitting in the chair, she walks over to him, almost touches him. He smiles as if he gets the game, but her sexual presence is clearly getting to him.

ANDREW

What are you doing?

She smiles mockingly, moves away. He sits in his chair.

CATHERINE

You know who could play you? Michael Douglas. He's very good at being uncomfortable.

ANDREW

How does it feel to make people uncomfortable?

CATHERINE

Not nearly as good as being a god.

She scans his bookshelves, touches items on his desk.

CATHERINE

(without looking at him)

Do you know that little the coffee shop, across from Lincoln Center? I go there to write sometimes in the afternoon. Yesterday, a man came in. He was wearing a leather jacket and for a minute I thought it was Nick. I got up and left, he followed me for a couple of blocks. Then I lost him.

ANDREW

Why would Nick be following you?

CATHERINE

When I stopped seeing him, back in San Francisco, he didn't take it well. He had people tail me--sometimes he'd do it himself. They were cops, so they were good at it. There'd always be someone outside my house, or watching me in a club. Even when I couldn't spot anybody, I could feel them there.

ANDREW
Like the beat in music.

She looks at him. She's behind his desk, but not touching it.

CATHERINE
Why do you lock your desk?

ANDREW
How do you know it's locked?

CATHERINE
Do you keep a gun?

ANDREW
Why would I keep a gun?

She moves to the analytic couch, steps out of her shoes and lies on the couch... Andrew doesn't move.

CATHERINE
Do you ever wonder if your patients make up half the stuff they tell you? How do you know I'm not lying about Larry Houseman, Nick the Cop - even seducing Helen in the hammock?

ANDREW
It doesn't really matter. According to Freud, the patient always lies. Consciously, unconsciously - we lie to conceal our real desires - from ourselves, from others.

He smiles, pleased with this. But as so often, Catherine seems indifferent to his most brilliant insights. After a beat...

CATHERINE
By the way, when you look for my books in the bookstore, they're listed under my pseudonym: Catherine Woolf...

ANDREW
Would you like me to read your books?

Catherine smiles as if somehow he's missed the joke and gazes out the window...

JUMP CUT TO:

INT. OFFICE - A DIFFERENT DAY

She's still on the couch, but now he's sitting in the chair just behind her. Silence. He picks a piece of lint off his sock. Then:

CATHERINE

I've started a new novel. It's about a shrink: smart, ambitious, a little arrogant. He thinks he can see the truth in people, but he can't see it in himself; that's his fatal flaw.

ANDREW

(dry)

I see. And what happens to him?

CATHERINE

He becomes obsessed with a patient. He starts to imagine that she's manipulating him: seducing him, getting him to violate boundaries...

ANDREW

Is she, or is he just imagining it?

CATHERINE

That's what the book's about. Not knowing drives him crazy. He starts to lose control. Of course he thinks he's totally in control.

He can't help smiling at her obvious hostility.

CATHERINE

You're smiling. You think it's a comedy?

ANDREW

How do you know I'm smiling?

CATHERINE

I don't have to look at you to know when you're smiling. Or when you're angry or staring out the window or taking off your glasses or picking a piece of lint off your sock - I can tell. Maybe I'm psychic.

This last is ironic, but he answers her calmly, confidently.

ANDREW

Maybe you really care about how I'm reacting to the things you say. Maybe you're even worried about it.

Bull's eye. She goes inside herself and shuts the door. Silence petrifies the room.

Then abruptly, DEAFENING NOISE as we CUT TO:

EXT. STREET OUTSIDE ANDREW'S OFFICE - LATE AFTERNOON

Workers drilling. Noise, dirt, hole in pavement, the guts of the city spilling out. Andrew comes out, says goodnight to the doorman.

Walking past the construction, he thinks he sees Catherine across the street, her back to him. He keeps looking, until he...

...Almost collides with three raucous TEEN-AGE girls in bell-bottoms, nose rings, etc screaming with laughter. They push past him...And when he looks again, the woman is gone. A tall man in a LEATHER JACKET crosses the street in front of the construction.

Andrew feels a tremor in his brain: a crack in his objectivity. He forces himself to look away.

INT. BOOKSTORE - DINNER TIME

A POV SHOT moves slowly, ominously through the enormous store, past browsers, readers, scurrying clerks...

CATHERINE'S VOICE

...Shooter had an ex-wife, a drinking problem, a drug problem, a complicated sex problem he was barely aware of, and a tremendous amount of free-floating rage. In short, he was a cop and very good one...

The POV spots ANDREW leaning against a bookcase in the mystery section, reading the novel Catherine was writing during Basic Instinct. On the cover we see the name Catherine Woolf... Andrew smirks knowingly at the tough-guy prose.

CATHERINE'S VOICE

...On the morning of March third, his 27th day of sobriety, Shooter and his partner George Malley caught the Johnny Bozz murder case. Bozz was a rocker who'd had six or seven big hits back in the early '70s...

Andrew flips pages, finds another passage.

CATHERINE'S VOICE

...She knelt in front of him, folded over her thighs, face buried in a pillow. She let him lift up her rear, and she gasped softly as Shooter ran his hand through the cleft of her...

Andrew glances around, as if afraid someone might know what he's reading... He closes the book and heads for the register.

AS HE PASSES THE MAGAZINE RACK

He sees the cover of the new Vanity Fair: "MICHAEL TOWER GOES ONE-ON-ONE WITH MICHAEL JORDAN." At the sight of Tower's name blazoned across the cover, Andrew grimaces and hurries on.

INT. ANDREW'S APARTMENT - NIGHT

A sparsely furnished one-bedroom high above Columbus Circle. Andrew sits at a desk covered with psychoanalytic works, reading the end of Catherine's mystery.

CATHERINE'S VOICE

...The blood had hardened into a maroon enamel, and he was holding a single-edge razor blade between the thumb and first fingers of his left hand...

(Andrew turns to the last page)

...The M.E. and the forensic pathologist argued for weeks over whether Shooter had cut his own throat or someone had cut it for him. In the end, it was ruled a suicide. Only Kelly Lash -- who, some said, ought to know -- expressed public doubt...and her regret that the killer would never brought to justice.

Andrew closes the book, looks at the cover, then at Catherine's photo on the back. The book--or Catherine--has gotten to him. He walks to the window and looks out. He walks back and looks at her picture again. Something unwanted is rumbling within him.

He takes off his glasses -- his eyes are a beautiful blue -- and continues staring at Catherine's picture.

INT. OFFICE - DAY

A long silence, then:

ANDREW

When you left early the other day, I wondered if you were upset about something.

CATHERINE

(after a long beat)

I'll tell you what, if you meet me at the coffee shop across from Lincoln Center, I'll tell you the truth about what happened with Larry Houseman.

ANDREW

Why don't you just tell me here - now?

CATHERINE

Because you make the rules here.

(beat)

Well, what do you say?

ANDREW

I don't meet with patients outside the office. That's one of the rules.

CATHERINE

Because then you wouldn't be in control.

ANDREW

Do you think I want to control you?

CATHERINE

What do you think? You think you want to help me?

He irony makes him smile.

CATHERINE

You know what I think? I think you were a very smart kid. A brain. One day you woke up and realized you didn't care about anyone except yourself. It terrified you, and you tried to hide by going into a "helping profession." To show you cared. But it didn't work. And now you care even less.

ANDREW

So being an analyst is a lie -- to conceal my selfishness.

CATHERINE

But what you don't understand is... that calm, insipid nice guy you're pretending to be bores me out of my fucking mind. And what you really are, the ruthless, greedy; selfish thing -- that's what's great in you. That's the part of you I love.

Andrew takes off his glasses and pressed the bridge of his nose.

ANDREW

I got the sense your mother was like that -
- controlling, self-centered.

CATHERINE

No, not really. And neither was my father.
But I'm like that...

(beat)

You're not smiling, are you?

He is not smiling.

INT. BROWNSTONE - GREENWICH VILLAGE - NIGHT

A party. People from the psychoanalytic community. In the KITCHEN, Milena is complimenting the hosts (DAVID and SUSAN, forties, attractive) on their new kitchen cabinets.

Andrew stands with them, smiling politely, while his eyes track a woman across the room: MICHELLE, the blonde from the collation, who we realize bears a general resemblance to Catherine. Andrew becomes aware that David is talking to him...

DAVID

What about you, Andrew? You look tired. All those new patients wearing you out?...

A hint of envy, maybe. Andrew smiles weakly. Milena bails him out.

MILENA

Just thinking about Andrew's patients wears me out. In fact, I'm going outside to "smoke up".

(waves a cigarette humorously)

Don't forget to give me the name of the contractor.

We FOLLOW MILENA down a HALL toward the door. Cigarette between her lips, she is fishing in her purse for matches when her HEEL BREAKS. She starts to go down, falling helplessly to one side but then...someone catches her from behind. Panic transformed to relief...

MILENA

Thank you. My God...

She turns to her rescuer. It's Catherine Tramell. She looks a little familiar, and if Milena weren't shaken by her near fall, she might be able to place her.

CATHERINE

Are you all right?

Milena nods, kicks off both shoes, leans against wall and again looks for her matches; she needs that cigarette even more now.

A flame appears. Catherine holds out her bright blue lighter. As Milena holds her cigarette to it, her hand shakes.

Catherine steadies Milena's hand with her own... Milena exhales gratefully, looks at Catherine. Their gazes meet, calm but present, some kind of connection.

CATHERINE

Can I get you a drink?

MILENA

(smiles, embarrassed now)

--You almost fall down, and your whole life feels shaky for a moment.

At that moment, Andrew comes down the hall and stops short at the sight of them together. Catherine sees him and reacts.

MILENA

Andrew, this is...

She looks to Catherine, realizes who she is, but can't give away that she knows her. Andrew gets it, too, rescues her...

ANDREW

Milena Gardosh...Catherine Tramell.

MILENA

(remains cool)

Nice to meet you.

Andrew, of course, is appalled. Before he can say anything, a big, bearded man (NAGLE; from the collation) approaches Catherine...

NAGLE

There you are...

He puts a proprietary arm around her, turns to Milena and Andrew...

NAGLE

Andrew, Milena...You've met Catherine.

ANDREW & MILENA

(both dislike Nagle)

Tony... Hello, Tony...

Milena takes Andrew's arm.

MILENA

Andrew, you promised me a drink.
(as she leads down the hall,
whispers angrily)
Is Tony crazy? What was he thinking of,
bringing her here?

Andrew glances back at Nagle fawning over Catherine. Andrew is aroused, jealous, angry.

INT. UPSTAIRS BEDROOM - NIGHT

Glass is retrieving his coat from a big pile, turns and finds Catherine in the doorway.

CATHERINE

Are you leaving because of me?

ANDREW

I was going anyway.

CATHERINE

I'm sorry, did I break a rule or something?

Andrew gives a tight smile. For a beat, neither one moves.

CATHERINE

What if I ditched my date, and we left together?

He looks up. It's what he wants and what he can't have, and he knows that she delights in torturing him with the contradiction. And he refuses to yield.

ANDREW

We can talk about it Monday.

She shrugs, picks up her own coat and leaves. Andrew stands there, shaken and bitter. Now he becomes aware of someone else. For a second he thinks it's Catherine, then realizes that it's Michelle, looking in from the hallway.

MICHELLE

Andrew... Hi.

He tosses his coat back on the bed and turns to Michelle like a drowning man reaching for a life-float.

ANDREW

Michelle, hi. I was looking for you.

MICHELLE

In here?

ANDREW

(smiles, charming)

I was looking for your coat so we could go
get something to eat at Raoul's. How does
that sound?

She smiles, obviously charmed and delighted.

INT. ANDREW'S APARTMENT, BEDROOM - NIGHT

Andrew and Michelle are making love. Now he comes out of her.

MICHELLE

What's the...(matter)?

ANDREW

Ssshhhh...

He turns her over. She's surprised but compliant. He puts the
pillow under her face, lifts her rear-end in the air -- exactly as
described in Catherine's novel (we see the novel on the night
table)--and, standing on his knees, attempts to enter her from
behind. She gasps.

MICHELLE

Don't. It hurts like that...

ANDREW

Lift up a little more...
(over her objections)
Relax... I'll go slow.

MICHELLE

No, please, it's too...

She tries to pull away, but he holds her and goes slow. Almost at
once her gasps soften, poise on the boundary between pleasure and
pain. His movements become slower, more forceful. As she begins
to respond, pushing back into him...the PHONE RINGS. They pause.
After two rings, a machine picks up. They resume, Michelle moaning
with pleasure as...

ANDREW'S RECORDED VOICE

This is Dr. Glass on a recording. I'm unable
to answer your call right now, but if you
leave a message, I'll get back to you as
soon as I can.

The machine BEEPS, and we hear only a hysterical SOBBING on the other end. Andrew stops moving and waits. Michelle whimpers in protest. It takes the caller several seconds to speak.

DENISE'S VOICE
(through answering machine)
Andrew...You're not there?...Oh, God, please
be there...Please...

Michelle is trying to look back at Andrew to see what to make of this. Finally - enraged - he pulls out of her and grabs the phone.

ANDREW
Denise...

DENISE'S VOICE
Oh, thank God...

ANDREW
What's the matter? What happened?...

EXT. CORNELIA STREET - NIGHT

Andrew gets out of a cab, looks around. Denise calls from the gate to a tiny courtyard. She throws herself into his arms, weeping.

ANDREW
What happened? What is this place? Isn't
this Michael Tower's--

She stops him with a gesture, leads him into a tiny courtyard at the end of which is a one story CARRIAGE HOUSE. Clinging to Glass, Denise leads him inside.

INT. CARRIAGE HOUSE - NIGHT

A single, open space with a kitchen-dining area at the near end, sleep and work area at the far.

The bed looks like a butcher shop. Michael Tower lies naked, stabbed to death... blood everywhere. Glass stares at the body, transfixed. A bloody kitchen knife lies beside it...

ANDREW
My god.

As he turns away, something CRUNCHES under his foot. He picks up: a bright blue disposable lighter - like the one Catherine plays with during sessions.

DENISE

Don't touch it!

Too late, lighter fluid is leaking all over his hands. He puts the lighter down on Tower's desk.

ANDREW

(a thick, dull voice)

What happened?

DENISE

(lingering residue of hysteria)

I don't know - the door was unlocked, I just walked in--I thought it was--and then-- Oh, God...

She looks at Tower's body, covers her mouth. To avoid an eruption of hysteria (in both of them), Andrew turns her head away.

ANDREW

Don't look. Did you call the police?

DENISE

No! No, I was too upset--! I didn't want to be alone...

He picks up the phone, dials 9-1-1. As he waits, he smells the lighter fluid on his hands, tries to wipe it off. He looks at the lighter on the desk. He picks it up with a piece of paper and drops it in a trash can, drops the paper on top of it.

INT. SAME - TWO HOURS LATER

Now full of COPS, ETs, a CORONER, etc. Glass is watching Denise tell her story to a homicide DETECTIVE.

DENISE

...I saw his light, so I buzzed. No one answered, but I knew he was there, so I tried the door and it was open...

A HAND falls on Andrew's shoulder. He turns, startled; it's Washburn.

ANDREW

David....

WASHBURN

What are you doing here?

Glass inclines his head toward Denise. Washburn inclines his head

toward her as if to ask what the gesture means. Andrew remembers what Catherine said about Washburn; it lends a faint edge of wariness to their exchange.

ANDREW

My wife. Ex-wife. She found him like that and... so she called me.

WASHBURN

How did she happen to find him "like that"?

ANDREW

(beat, reluctant)
They'd been...seeing each other.

WASHBURN

Really... Since when?

ANDREW

That's why I moved out.

He gives a tight little smile, acknowledging the implications.

WASHBURN

I saw you talking to Tower at the Catherine Tramell hearing.

ANDREW

That was just reporter stuff. He was trying to get me to talk about Tramell. It wasn't personal.

Andrew is omitting the real subject of Tower's questions that day - the Cheslav case. Washburn just grunts.

WASHBURN

You think she killed him?

ANDREW

Who...? --Oh, you mean, Denise--

(short, awkward laugh)

---Not a chance. She's a nice girl from Larchmont who liked to go to loft parties and sleep with people she thought might be famous. Murdering them is beyond her.

(exhausted)

Listen, David: I already talked to two detectives. You think I could get out of here and go home?

WASHBURN

Yeah, sure -- Be around tomorrow?
(Andrew nods, grateful, turns to go:)
By the way: is this yours?

Washburn holds up a plastic bag with the blue lighter inside.

ANDREW

No, I just - stepped on it. It was on the floor.

WASHBURN

Why'd you put it in the trash?

ANDREW

I don't know.... I wasn't thinking. It was just a reflex.

Washburn nods thoughtfully. Andrew heads for the door.

INT. ANDREW'S OFFICE, INNER ROOM - DAY

The CHURCH BELLS RINGING. Glass stands at the window:

ANDREW'S POV: CENTRAL PARK WEST & THE PARK: Taxis, busses, pedestrians moving below. The world going about its business, indifferent to Michael Tower's death or Glass's fears. The BELLS STOP...

He looks at his watch: five past the hour. Catherine should be here. He opens the door to the waiting area: no one. He's about to go back in when he changes his mind, looks out into:

INT. HALL -DAY

An ornate iron railing makes a beautiful Z against the creamy plaster walls. Catherine is standing in the crook of the Z, smoking a cigarette as she looks down into the stairwell.

CLOSE ON CATHERINE: Wound up tightly within herself. We're reminded of her mood on the rocks beside the East River, after the crash with Houseman.

POV CATHERINE: looking down the centrifugal spiral of twelve flights of stairs...

ANDREW

Hello...?

She looks up. Their eyes meet. She drops the cigarette down the stairwell and comes toward him.

INT. OFFICE - DAY

Catherine lies on the couch, stares at the air for several seconds, a gritty, inward focus.

CATHERINE

I just spent five hours talking to the police.

Andrew's pulse jumps; this is what he feared.

CATHERINE

Michael Tower was killed last night. I assume you know.

ANDREW

Why would I know?

CATHERINE

Because of your wife, ex-wife, Denise... I knew about her, I figured she must have known about me. New York is such a small town.

ANDREW

Wait a minute. What do you mean, she knew about you?

CATHERINE

That I was seeing Michael, too. Remember the Masters and Johnson guy? That was him.

ANDREW

You were sleeping with Michael Tower?!

CATHERINE

Occasionally.

(as he's reeling from this)

Now Washburn thinks I killed him.

ANDREW

Why does he think that?

CATHERINE

He doesn't need a reason. I kill people because I'm a risk addict. Or to prove I exist - I forget which.

ANDREW

I never said you killed anyone.

CATHERINE

Look... I don't want to fight with you. I need you to... I don't know why, I just need you. It doesn't make sense, I hate myself for needing you - but all that's beside the point.

ANDREW

What's the point?

CATHERINE

The point is, I trust you.

(takes a breath: this is hard)

And I need you to trust me.

ANDREW

Then be honest with me.

CATHERINE

Okay. As honest as I can. You know what I really want? I want to have sex with you, right now, here on the couch. No talk, no games, no asking what it means.

ANDREW

What does it mean?

CATHERINE

Maybe it just means I want to fuck you. I don't know why. Because Tower is dead and we're not. Because I always wanted to, from the first minute I saw you, and you wanted it too. You still do.

ANDREW

What makes you think that?

CATHERINE

The way you look at me. The way you don't look at me. The sound of your voice when I talk about sex, and you're turned on, but you're trying to sound detached and analytic - even though you're sitting there with a big hard-on. It's all in your voice. Even the hard-on. The one you have right now.

ANDREW

Does my analytic detachment bother you?

CATHERINE

Do you have a hard-on?

CATHERINE

But you think it. You think I killed Larry, and you're wondering about Michael... Why don't you just ask me? Or is that too direct for you?

ANDREW

Did you kill him?

CATHERINE

If I said I didn't, would you believe me?

ANDREW

It depends.

CATHERINE

On what? The quality of my performance?
(impatient)

Look, Andrew, you're glad he's dead. If he'd written the article about Cheslav it would have ruined you. Let's face it, Tower was a pompous, careless liar whose mission in life was to destroy people who were better than he could ever be.

ANDREW

You still haven't told me: did you kill him?

In exasperation, she gets out a cigarette and lights it.

ANDREW

Please put it out.

(she ignores him; cold, harsh)

Put it out now, or I'll ask you to leave.

A showdown. Angrily she stubs out the cigarette on his parquet floor, leaving the crushed butt standing there.

CATHERINE

Is that better?

But he's just noticed something: her lighter is RED, NOT BLUE.

ANDREW

You have a new lighter.

She sighs, rests the back of her wrist on her forehead.

ANDREW

Why is that so important?

CATHERINE

God, you're depressing.

ANDREW

Why am I depressing?

CATHERINE

Because you have to lie about everything. About having a hard-on, about wanting to fuck me. When you think about fucking me, how do you imagine it? I know you can't answer, but just think it. Do you want it straight up? You on top? Me on top? Do you want to fuck me from behind, on your knees, holding my hips, my face in the pillow? Do you want to come in my mouth? Do you want to beat me up? What if I told you that I masturbate thinking about you, that I make myself come thinking about you making me come? That I want to hold your cock while you come and stick a finger up your ass so you go crazy. That I want to get you so excited you can't read a book or think a thought or be an analyst, and you don't even care. None of it matters to you anymore.

They sit in silence a long time. Catherine looks at her watch.

CATHERINE

I guess we're out of time for today.

She stands up. He forces himself to stand also.

CATHERINE

(matter-of-fact)

I'm terminating therapy. Just send me the bill.

She goes out, leaving the door open. Andrew is in shock.

After a moment, he becomes aware of his next patient, MRS. SADLER (51, divorced, attractive, over-dressed, insecure, demanding) peering through the open door.

MRS. SADLER

Are you ready to see me, Doctor?

ANDREW

In a minute.

He closes the door, stands at his desk, pressing his fingers to his forehead. Then he takes out his pocket organizer and punches up: TRAMELL, CATHERINE. Picks up the phone and dials her number.

ANDREW

(into phone)

Ms. Tramell, this is Dr. Glass. I think we should talk about what happened today... It's very important, even if you're upset--

He stands there with the phone in his hand, not saying anything, not hanging up.

EXT. STREET - EVENING

Andrew walking along, brooding. Suddenly he pulls out his cellular, dials a number.

ANDREW

(into phone)

Detective Washburn, please... Dr. Andrew Glass... Do you know... Okay, thanks.

He ends the call, places another. It's answered.

ANDREW

David...Andrew Glass....No, I was just... Anything new on Michael Tower... What about that lighter...?...Unh huh...

Andrew enters his apartment building.

INT. ANDREW'S APARTMENT BUILDING, LOBBY - EVENING

Phone to ear, Andrew is heading for the elevator when he realizes the DOORMAN is talking to him. Indicating across the lobby. He turns, is surprised to see Washburn, also on a cellular talking to him. Like in Clueless. Andrew sighs, clicks off his phone.

INT. ANDREW'S APARTMENT - EVENING

Washburn looks around: his brain records everything: modern, post-divorce apartment, a George Nelson table, aluminum chairs, stereo, cartons of books that were never unpacked. The only warm touch is a series of framed block prints hanging on the wall, scenes from Wozzeck with captions in German. They are crude, violent, naive.

WASHBURN

"Ich riech Blut!" - Is that German?

ANDREW

They're illustrations for Wozzeck - the Alban Berg opera...Can I get you anything?

Washburn gestures: no thanks. Glass takes a beer from the fridge.

WASHBURN

Well, here's a surprise. Tower had a girlfriend - besides Denise - guess who.

(looks at Glass, pauses for drama)
Catherine Tramell...You don't look surprised.

ANDREW

(reluctantly)

She's a private patient of mine.

WASHBURN

Really. Since when?

ANDREW

About two months ago.

WASHBURN

So your ex-wife and your...private patient were both screwing Michael Tower. Quite a coincidence. Did they know each other?

ANDREW

(unhappy/unsure)

I don't know. I don't think so.

WASHBURN

Catherine's fingerprints were all over Tower's place. Along with lots of others, of course. But Tower placed a call to her apartment about an hour before he was killed. Five minutes later, she says she went out for a walk. A two hour walk on the Upper West Side, and nobody saw her.

(Andrew says nothing)

Come on, Andy - talk to me.

ANDREW

You know I can't. Even if I knew something - which I don't.

WASHBURN

Look: Tower is her second, after the fiancé. Obviously, there'll be a third. This goes beyond confidentiality: you have a legal obligation to protect a potential victim.

ANDREW

You can't lock people up because of what you think they might do.

WASHBURN

What do you know about this article Tower was writing - about you and George Cheslav?

ANDREW

Who told you he was writing an article?

WASHBURN

His editor at Vanity Fair. Apparently he had a lot of information. He'd talked to the dead girl's family, DAs, doctors... And guess what. Surprise number two: all his notes are gone.

ANDREW

What do you mean gone?

WASHBURN

Missing. Vanished. Computer files, disks, notebooks... Everything on Andrew Glass.

Andrew is stunned, furious, flails around for an explanation:

ANDREW

What?! You think I took them? Think I killed him?

WASHBURN

No, I don't. But just for the record why don't you tell me how you spent last night. Between say seven PM and two this morning. Broad strokes.

ANDREW

I had patients until 7:45. Then I went to a party at the home of a colleague on West Tenth Street. I left around eleven with a woman I know. We had a drink at Raoul's, then we went back to my place, and I was on my knees fucking her when Denise called...

WASHBURN
 (raises his eyebrows)
 On your knees, huh...?

Andrew immediately regrets the detail. But Washburn is amused.

WASHBURN
 Sounds like your evening was better than mine.... Could you give me her name? Just so there are no loose ends.

Andrew can't believe he's asking this.

WASHBURN
 Look, Andy, Tower was fucking your wife and about to hit you in the career. Worse than the balls, they say. I've got to ask.

ANDREW (reluctant)
 Michelle Broadwin. She's a pediatric psychologist at St. Vincent's.

Washburn writes it down, snaps closed his notebook.

WASHBURN
 Thanks, Andrew. I'll be in touch.
 (heading for door, passes Wozzeck)
 "Ich riech Blut!" What's that mean?

ANDREW
 "I smell blood."

Washburn smiles faintly as he goes out. The minute he's gone, Andrew grabs the phone, punches out numbers.

ANNOUNCING VOICE
 You have two new messages.
 (Glass hits a button)
 Message one...

MAN'S VOICE
 Dr. Glass, this is Alan Richman, I'm a reporter with--

Glass pounds the "two" button.

ANNOUNCING VOICE
 Message saved...Message two...

MALE VOICE
 Hi, this is Mort Veblen. I'm with the Yale Alumni Association and I'd like to--

He pounds a button.

ANNOUNCING VOICE

Message erased. End of messages...

He clicks off the phone - frustrated. He has a thought, hesitates, then he looks up a number and places a long-distance call. He walks to his desk, skimming his essay until the connection is made:

ANDREW

(into phone)

Mark D'Angelo, please...Andrew Glass.

(feigning cheerfulness)

Hey, how're you doing?...I'm great. How are the kids?

As they chat--Andrew all charm--he looks at Catherine's photo on the back of her novel while saying casually...

ANDREW

Listen: I've got a patient here who I think might be dangerous, I may have to do an involuntary commitment. But I don't want a lawsuit. If I could get a look at her juvenile file, criminal record, family services - anything you can pull up.... Catherine Davis Tramell...

INT. ANDREW'S OFFICE - DAY

A tall, thin, ANGRY PATIENT is lying on the couch complaining.

ANGRY PATIENT

I'm so unhappy I can't stand it.

Glass stares out the window. He's not listening.

SAME - TWENTY MINUTES LATER

The patient is gone. Andrew is dialing Catherine's number off his pocket organizer. He gets the machine.

ANDREW

Ms. Tramell, it's Dr. Glass. I haven't heard from you and I feel strongly ...that you shouldn't terminate therapy without discussing it further, if not with me then with another therapist... Please call me, my number at home is...

EXT. BROADWAY - EVENING

Glass walking, briefcase in hand, cellular to his ear. He hardly knows where he's going.

ANNOUNCING VOICE (VO)

You have no new messages.

He clicks off the phone, looks up and realizes that he's standing in front of Lincoln Center, the buildings lit against the evening sky. A monument to art, culture, civilization.

He turns and looks across Broadway at the [NAME] ...A COFFEE SHOP. The one where Catherine said she sometimes writes. Suspecting his own motives, Andrew keeps walking south. Twenty feet on he stops and, as if on an irresistible impulse...

HURRIES ACROSS THE STREET, dodging cars....

INT. COFFEE SHOP - EVENING

Glass walking slowly through the place. Hoping to see Catherine, hoping not to. Reaching the back, he retraces his steps.

Andrew sitting at a table with a cup of coffee facing the doors. THROUGH THE WINDOW he sees: CATHERINE walking north past the shop without glancing in. Andrew throws money on the table.

INT./EXT. COFFEE SHOP - EVENING

Andrew waiting for Catherine to get sufficiently ahead, trying to act unhurried. A dozen people walk by during that time.

EXT. BROADWAY - EVENING

Glass walking half a block behind Catherine -- pausing when she pauses to light a cigarette, hanging back as she waits for a light, then increasing his pace to cross on the same green.

EXT. W. 65TH STREET - EVENING

Where Columbus and Broadway cross. Catherine continues north on Broadway. A MAN IN A LEATHER JACKET does the same -- about thirty feet behind. Glass follows another thirty feet back.

At 66th Street, Catherine appears to change her mind, turns east. Leather Jacket turns, too. Now Glass notices him. He also notices Catherine look back - nervously? - as if she sensed someone following her.

He remembers her fears of a stalker... He remembers the man in leather he saw outside his building. Is this a stalker? Or just an ordinary pedestrian? Glass follows them both.

EXT./INT. BARNES & NOBLE ON 66TH STREET - NIGHT

Catherine enters. Leather Jacket follows. Pretending (to himself, to others?) that he is not really doing this, Andrew "glances casually" into the store through a window.

HIS POV: Catherine scanning a table displaying recently published books... Leather Jacket at another table, watching her... She is aware of him and seems uneasy about it.

She moves between shelves where Andrew can't see her. Leather Jacket follows. Andrew strolls to the next window, looking for a better angle. He's getting desperate when he spots...

...Catherine heading out the Columbus Avenue door. A moment later, Leather Jacket follows her...Glass hurries after them.

EXT. 66TH / COLUMBUS AVENUE - NIGHT

As he rounds the corner, Glass sees...Catherine heading east on 67th Street, Leather Jacket following.

EXT. W.67th STREET - NIGHT

Catherine walking on the north side of the street. Leather Jacket thirty feet back on the south side. Glass thirty feet behind him, also on the south. At the end of the block is Central Park.

CATHERINE...enters the Des Artistes Building. In the lit lobby, we see her and the DOORMAN greet each other familiarly. She moves out of sight toward the elevators.

Now LEATHER JACKET...enters the lobby. The Doorman comes to meet him--he is not familiar--but Leather Jacket speaks to him briefly, then he walks to the elevators. The Doorman returns to his station.

ACROSS THE STREET

ANDREW: frowns, not sure what to do. An idea: opens his briefcase, finds his pocket organizer, punches in TRAMELL. Up pops her phone number and address: 1 W. 67th St., Penthouse. He looks up at the PENTHOUSE - a light goes on there.

ANDREW takes out his pocket phone, dials her number. He paces anxiously. It rings once and then...

CATHERINE'S VOICE

Leave a message.

ANDREW

Catherine, it's Andrew Glass... Please pick this up. If you're there, pick it up, it's important... Catherine, if you can hear me...

Nothing. He hangs up. He sees a delivery man carrying TWO ENORMOUS BOUQUETS of flowers into the building next door to the Des Artistes. He hurries over, follows the man into the building.

INT. BUILDING NEXT DOOR TO DES ARTISTES, LOBBY - NIGHT

The DOORMAN is trying to put the bouquets somewhere safe; they obscure his face so he doesn't really see Glass cutting across the lobby. Peering around the flowers he sees a man heading for the elevators. He's about to say something when his desk phone BUZZES.

INT. BUILDING NEXT DOOR TO DES ARTISTES, TOP FLOOR - NIGHT

Glass steps off the elevator, looks around, sees the door to the fire stairs. He runs through it and up the steps.

EXT. ROOF - NIGHT

TWO GIGANTIC WOODEN WATER TOWERS, a steep metal staircase leading from one roof level to another. Glass looks toward the Des Artistes rooftop. It's a little higher than the one he's on. He can't see over the parapet. He runs up the metal staircase to the higher roof level, where he's able to see over the parapet wall.

He's looking across a roof garden. Beyond the garden, twenty five feet away, the penthouse sits like a jeweled greenhouse. On the west wall, a sliding glass door is slightly open. Through parted curtains, he sees a broad sliver of bedroom, living room and entryway beyond, en filade.

Catherine is in the middle room, pacing back and forth (appearing and disappearing as she crosses the doorway). She's on the phone, agitated.

Andrew hears the distant CHIME of the DOORBELL, followed by POUNDING. Catherine hangs up quickly and goes to answer it.

She unlocks the door and it flies open. Leather Jacket pushes his way in, grabs her, kicks the door closed behind him.

Glass starts scrambling frantically over the wall. He drops down onto the roof garden and creeps forward.

Catherine manages to wrench free, and run back into the middle (living) room. Leather Jacket goes after her. Glass hears angry VOICES, but can't see them any more.

He scrambles for his pocket phone, punches 9-1-1, almost dropping the phone. Meanwhile, he moves closer to the house, trying to get a glimpse of Catherine.

While he waits for the 911 response, Leather Jacket crosses the doorway, tearing off his coat. Then Catherine crosses in the opposite direction. Her blouse is off, her arms crossed across her chest. Leather Jacket reappears holding a REVOLVER.

VOICE ON PHONE

Police emergency...

ANDREW

(breathless)

There's a man with a gun assaulting a woman in the penthouse apartment at #1 West 67th, between Columbus and the Park.

VOICE ON PHONE

Are you in the apartment?

ANDREW

No, I'm on the roof. I'm looking in through the...

(exasperated)

Look, it doesn't matter where I am. Get somebody over there - now!

VOICE ON PHONE

What kind of assault? What is he doing?

Glass see both of them now. Catherine uncrosses her arms, holds out her hand, palm up as if she were demanding something. Glass frowns: What's going on?

Leather Jacket is putting something into her hand - the gun? Money? Drugs? Glass approaches the sliding glass doors, transfixed... He sees fractured, shifting glimpses of their bodies, gestures...

VOICE ON PHONE

Sir...?

Now they've moved away, he can't see them. He waits for them to reappear...

VOICE ON PHONE

Sir? Are you still there? Are you all right?

With a shock, he becomes aware of tight, rhythmic groans, sighs of (it's now obvious) carnal pleasure - hers and his.

Glass clicks off the phone.

Another shock: he realizes that he can see them, pressed together in a triangle of darkness less than ten feet away from where he's standing. Her white fingers clutching his sleek dark back...

Glass suddenly feels like a madman. He rushes to the parapet and vaults over it, dropping down onto the neighboring roof...

INT. MILENA'S HOUSE - EVENING

He's just told her some version of the preceding. They're both appalled, but trying to make light of it. He's pouring a whiskey.

MILENA

My God, Andrew...

ANDREW

I know, I know it's insane. I thought she was in danger. But that's not the point.

MILENA

The woman could be a murderer--twice over. And you're acting like she's a princess you have to rescue. Don't you see what--

ANDREW

Don't patronize me, please...
(as Milena sits back; a confession)
It's driving me crazy.

MILENA

You're in love with her.

ANDREW

It's not love. It's... She's sick, and I want to fix it.

MILENA

That's all?

ANDREW

(conceding)
No.

MILENA

You have to terminate this therapy. Right away.

ANDREW

It's done. She terminated it herself.

MILENA

Good. If she calls again, give her my number. I'll deal with her.

(off him)

I'm a woman, she'll relate differently to me.

He doesn't like this, but finally nods, accepting it. Milena is relieved; she steers the conversation to safer, happier ground.

MILENA

I read your new paper.

Andrew looks up quickly, anxious to know what she thinks.

MILENA

It's really brilliant: original, daring, beautifully argued....

He is deeply gratified: this is what he lives for.

MILENA

I showed it to Gerst - I hope you don't mind.

ANDREW

What did he say?

MILENA

He admits it has "some merit" -- in other words, he's totally knocked out. He's sending it to the A.P.A. Journal, telling them to publish it or else...

ANDREW

(thrills with triumph)

Great!

(then a rueful thought)

The best stuff in it I learned from her.

INT. ANDREW'S OFFICE - DAY

Andrew listening to his messages.

ANSWERING MACHINE VOICE

You have no new messages...

He clicks off in frustration, opens the door and looks out into the waiting area where Mrs. Sadler is reading a magazine. Mrs Sadler-- the very sight of her depresses him

ANDREW

(his standard greeting)

Hello...

Mrs. Sadler closes the magazine and gets up. But as she does, the outer door opens, and Catherine walks in. Glass is riveted.

ANDREW

(to Mrs. Sadler)

Excuse me -- I need to speak to someone for a minute.

Without waiting for Mrs. Sadler's okay, Catherine goes into the inner room. The door closes, Mrs. Sadler sits. She is not happy.

INNER OFFICE

Catherine turns to face Andrew in the middle of the room.

CATHERINE

Why were you following me?

ANDREW

What...!

CATHERINE

Last night. You followed me back to my apartment. You watched me having sex with my friend.

ANDREW

Your friend?! I thought you were in danger!

CATHERINE

No, you didn't. Maybe you lied to yourself to conceal your desires - but you knew.

(smiles)

I could have you prosecuted. I could have your license taken away.

ANDREW

(his voice thick with anger)

What did you do, stage it for my benefit!?
Some stupid sex game--

CATHERINE

(laughs)

Oh, you didn't like it - I'm sorry. What would you have preferred? I read you the menu the other day, but nothing seemed to interest you. Is there anything you want?

He can't stand it anymore. Grabs her by the shoulders - and kisses her. Hard. He's possessed. His energy is quick and desperate to assert itself. He pulls her against him. His hands push roughly under her dress, between her thighs. She leans to him, parting her legs for him.

Urgently he pulls her to the couch, hiking up her skirt, undoing his belt. Bending her backward, he pushes her knees apart, kneels between them, puts his hand there possessively - the belt wrapped loosely around his hand - then lowers himself into her.

She draws the belt out of his hand, down between their bodies. The cold, metal buckle, the rough, flat leather pressed against warm, soft skin.

As they move together, we feel the letting go in him. This isn't stately or romantic or ritualistic sex - that will come later. This is compressed, urgent, abandoned sex. And yet, they stifle their cries to keep Mrs. Sadler from hearing.

They come quickly, in sharp, seismic waves, then Glass collapses on top of her, at once defeated and relieved. Reality starts to bleed back into his consciousness. What has he done?

ANDREW

(still gasping for air, looks at his watch)

I have to go...my patient.

INT. OFFICE, WAITING AREA - THREE MINUTES LATER

Catherine goes out, straightening her clothes. Glass, tie askew, is finally admitting a distressed Mrs. Sadler.

ANDREW

I'm sorry about that. It was an emergency. I'll give you extra time.

MRS. SADLER

(peering suspiciously into the room)
What kind of an emergency?

ANDREW

(sharp)

A private one, Mrs. Sadler. Like everything that occurs in this office. Including your sessions.

Mrs. Sadler is suddenly meek, apologetic. As they enter the inner room, he glances at the disheveled couch, notices a wet spot. He moves a cushion to cover it, just as Mrs. Sadler (who is not in analysis yet, but will be shortly) warily lowers herself into the patient's chair.

She begins speaking, but Andrew CANNOT HEAR HER. His head is absolutely killing him. After a few seconds...

ANDREW

Just let me...

He goes to his desk, rummages among some pharmaceutical samples, furtively swallows one without water, returns to his chair.

ANDREW

I'm sorry. Go on...

INT. ANDREW'S OFFICE BUILDING, ELEVATOR - EVENING

TIGHT ON ANDREW'S FACE: grim, haunted, locked in his thoughts, he rides down in the elevator. Stay in CLOSE UP as he gets off the elevator and goes out through the front door. (Not unlike the shot of Catherine leaving his office the first time.)

EXT. BUILDING - EVENING

As Glass emerges onto Central Park West...

MAN'S VOICE

Dr. Glass...

A figure in the periphery of his vision is demanding attention. Andrew barely looks over; the figure keeps pace alongside.

RICHMAN

...I'm Alan Richman. I was Michael Tower's researcher at Vanity Fair. I left a message for you...?

ANDREW

(still walking, not looking)
I have nothing to say.

RICHMAN

Your wife, Denise Sciarra, told Michael that you lied to the judge at the Cheslav-Davalos inquest.

Only now does Andrew stop, and the ANGLE WIDEN so that we see Richman: a burly, combative, superficially cheerful man of 30.

INT. TEA ROOM - EVENING

Glass and Richman hunched over a table, ignoring their tea.

RICHMAN

You told the court that Cheslav never made a specific threat against Anita Davalos.

ANDREW

That's right. He didn't.

RICHMAN

According to Tower's notes, Denise said you told her that Cheslav threatened to kill Anita a month before he actually did it.

ANDREW

That's not true.

RICHMAN

Then why did Denise say it?

ANDREW

Why did she say it to Tower, when she never said it to anyone else for the last six years? Anyway, I thought Tower's notes had disappeared - how come you have them?

RICHMAN

I had copies of the stuff I worked on. I wonder what happened to the rest.

ANDREW

You know what? You start saying things in print--about Cheslav or the notes, I'll sue your fucking ass. But first, I'll kick your teeth down your throat.

Richman is intimidated. Andrew walks out.

INT. ANDREW'S APARTMENT - EVENING

He's on the phone, pacing as he talks.

ANDREW

...Denise!...Denise, listen to me. You know what he's saying? He's saying that you said...

INT. SUBURBAN HOUSE, LARCHMONT, NEW YORK - EVENING

Denise is at her mother's house. Her mother can be seen through the French doors, weeding the flower beds in the twilight. Denise paces in front of the doors, talking on her cellular.

DENISE

...I didn't say that, I said... No, I'm not. I'm at my mother's...Because you and Alan Richman and the Vanity Fair lawyers and a million other people are calling me every five minutes...Andrew, I don't want to talk about it...No, I won't. I'm coming in tomorrow...To Vanity Fair, yes...I'm going to tell them the truth, Andy, and if you don't like it, too bad.

INT. GRAND CENTRAL - DAY

People streaming off a commuter train. We see DENISE wearing a beret. As she enters the main waiting room, she sees Andrew scanning the crowd. She veers away, trying to avoid him, but he spots her and catches up, both of them walking fast.

DENISE

What are you doing here? This is none of your business.

ANDREW

None of my business? I'm the one whose life you're ruining. Did you tell Tower that Cheslav threatened to kill Anita?

DENISE

No. I said you knew he was going to kill her.

ANDREW

That's not true. I didn't.

DENISE

Yes, you did: after the hearing, you couldn't stop berating yourself. You kept saying how you knew all along, how you should have gone to the police...

ANDREW

I didn't know, Denise. I intuited. I sensed...And I told you that in confidence - as my wife. I didn't think you'd turn around and quote me in bed to some moron reporter.

DENISE

Why not? You're such an expert on human nature. You should have known how trivial and irresponsible I am.

ANDREW

Okay, look, I wasn't the easiest husband in the world. I'm sorry. But this could hurt me. Badly. I said at the inquest I didn't know. You tell them I did--I'll look like a perjurer!

DENISE

Well, why'd you say you didn't know, if you did?

ANDREW

Because the press doesn't care about fine distinctions - they smell blood and that's it -- they chew you up and spit you out.

DENISE

I'm sorry, Andrew, that's not my problem.

She turns to go. He grabs her.

ANDREW

(a flash of rage)

Then stay out of it, you stupid... You want to ruin me, don't you, my practice, my life...

DENISE

(as furious as he is)

Your practice, your life. Everything's always about you. Leave me alone.

She pulls free of him and walks away.

ANDREW
 (murderous)
 Godammit, Denise, if you...

Enraged, he bolts after her, collides with a well-dressed MAN.
 The man goes down, Glass falls sideways onto one knee.

ANDREW
 (staggers up, his knee hurt)
 Jesus...
 (to Man, helping him up)
 Are you all right?...

COLLIDING MAN
 (holding his hip)
 You have no business running through a
 crowded station like that!! Not looking
 where you were going! My hip - I think
 you broke it--

ANDREW
 (steadies him hastily, not listening)
 Your hip isn't broken. Believe me: I'm a
 doctor.

He tries to run again, nearly falls--the knee is killing him--
 limps as fast as he can after Denise -- whose dark hair and grey
 beret he can see bobbing up the marble stairs toward Vanderbilt
 Avenue and the taxi stand.

ANDREW
 (calling)
 Denise...Damn you!

People stare. He hobbles up the steps after her. At the
 landing, LEATHER JACKET goes quickly past: the same man he saw
following Catherine. Glass is confused, alarmed...

ANDREW
 DENISE!!!

A cop on the main floor turns, looks...

Glass reaches the top of the steps and through the glass doors
 sees Denise ducking into a cab.

ANDREW
 Denise...Denise...

EXT. GRAND CENTRAL - DAY

The cab pulls away as Glass comes through the doors. Six people are waiting for taxis. He runs after the cab, despite his knee.

Across Vanderbilt, he sees Leather Jacket slide into an American sedan and take off. The sedan follows the cab west onto 42nd Street. Glass cuts across the street, ignoring traffic...

EXT. 42ND STREET - DAY

As Andrew runs west, the knee begins to loosen up. He sees the cab, the sedan. He knifes between pedestrians, cuts into the street, dodging the heavy traffic, gaining on the cab. He sees it ahead, stopped for a light.

He's four cars back when the light changes. Cab and sedan swing right onto Madison. Glass puts on a burst, cuts across the corner, zig-zags through foot traffic, then out into...

EXT. MADISON AVENUE - DAY

Traffic is looser here, and the cab speeds ahead. Desperate, Andrew yanks open the rear door of a passing taxi and jumps in while it's still moving.

EXT. MADISON/INT. CAB - DAY

DRIVER

(startled)

Jesus Christ!

ANDREW

Keep going....KEEP GOING!

DRIVER

(slamming brakes)

Are you fucking crazy? Get out of my cab--

Andrew shoves a twenty at him. The driver snatches it and hits the gas. Andrew never takes his eyes off Denise's cab.

EXT. MADISON & 59TH - DAY

THE LIGHT TURNS RED. Glass's cab is caught behind another car at the light. Meanwhile, the sedan turns left, and Denise's cab continues north on Madison.

Glass leaps out of his cab, sprints through the intersection, hops into another cab.

INT. ANDREW'S CAB/EXT. MADISON & 65TH - DAY

Denise's cab makes a left. The light turns.

ANDREW
(to the driver)
Make the light!

The driver leans on his horn, cuts hard into the oncoming westbound traffic on 65th and goes with it.

ANDREW
Make the light at Fifth!

DRIVER
I can't!

ANDREW
(shoves bills through the plexiglas)
Twenty - forty!!

The driver makes it skidding, swerving. Glass sits back as they traverse the Park. A brief interlude of green tranquility...

EXT. 65TH & CENTRAL PARK WEST - DAY

Glass's cab caught at the light behind five cars as Denise's cab turns right onto Central Park West. Once more, Glass jumps out and runs up the ramp to Central Park West....

...Where he sees Denise's cab turn left onto 67th. He runs diagonally across the street, cars careening around him.

EXT. 67TH STREET - DAY

As he reaches the corner, he sees Denise's cab heading west toward Columbus, dome light on (i.e. no passenger). Then he realizes: he is right in front of the Des Artistes building, where Catherine lives.

INT. DES ARTISTES LOBBY - DAY

Andrew rushes in. The lobby is empty except for the DOORMAN.

ANDREW
Did a woman come in here just now--?

DOORMAN
Just to the restaurant.

He points to the lobby entrance to the restaurant next door...

INT. CAFE DES ARTISTES - DAY

Lunch time, the tables full, the entry packed with arriving and departing customers. Glass shoves his way in, looks around. No Denise. He grabs the MAITRE D'...

ANDREW

Excuse me, did a woman just come in? Dark hair, green jacket...?

The Maitre D', already juggling several self-important CUSTOMERS, ignores Andrew who now spots...

THE COAT CHECK ROOM

Andrew is saying to the COAT CHECK GIRL

ANDREW

...dark green... grey hat?

She points to a hanger: Denise's coat, the beret clipped to it. Glass gives her a twenty and hurries into the restaurant.

The Cafe des Artistes has a sprawling, serpentine layout, and Andrew works his way through this colorful labyrinth, scanning CUSTOMERS. It's like his tour of the coffee shop, but the luxury version: beautiful food, beautiful murals, beautiful people. Andrew (sweaty, driven) is the easy-to-identify item that doesn't belong. Which is why the Maitre D' whose attention he couldn't get is now after him.

MAITRE D'

Excuse me, Sir, can I help you?

ANDREW

(now ignoring him)
I'm looking for a friend...

The Maitre D' gestures to one of the waiters to keep an eye on Glass, but a second later an IRRITABLE DINER stops the waiter, and the moment he turns, Glass is gone.

ANDREW, at the end of the seating area-- still no Denise -- slips through the doorway leading to the rest rooms.

INT. REAR OF CAFE DES ARTISTES - DAY

Five individual powder rooms for use by either sex.

ANDREW

(knocks on all the doors)
Hello...? Denise...?

VARIOUS VOICES

(male and female)

Just a minute... Someone's in here...

From one, he gets no response. He hears WATER RUNNING within. He knocks again, louder.

ANDREW

DENISE?...IS THAT YOU??

(no response)

DENISE!!!!

A MAN exits another stall, stares at him, leaves. Glass tries the door. Locked. He hammers on it: nothing. He looks down...

...Water coming out under the door and surrounding his shoes. He squats to see better...the water is threaded with blood.

Glass lifts one foot and kicks hard at the handle. The sound of SPLITTING WOOD. He kicks again. The door bounces open...

INT. BATHROOM STALL - DAY

Denise lies wedged between the toilet and the wall. Blood wells out of a wide slice in her throat. Her hands seem to be wearing shiny, red gloves that reach out toward Glass. She's trying to scream, but only a glistening blood bubble forms on her lips.

ANDREW

Denise...

He kneels beside her, holds the wound closed, tries to unwedge her without hurting her, almost slips and falls on the floor as water cascades over the edge of the stopped-up sink.

VOICE

Oh, my God!!!

A woman has come out of another stall, sees this nightmare of water, blood, Glass and Denise as if wrestling on the floor.

ANDREW

Get help! Call 9-1-1. Get an emergency vehicle here from St. Luke's.

(she's frozen; thundering)

NOW!!!

She leaps to obey. He lifts Denise into his lap, applies pressure to the wound. He's a doctor, he knows how to do this. A KITCHEN WORKER appears, wiping his hands. Stares, stupefied.

SAME - FIVE MINUTES LATER

PARAMEDICS are loading Denise (near death) onto a gurney. Glass, drenched and bloody, confers with them about the degree of blood loss, shock, etc. as they wheel her through the

DINING AREA

Beautiful people look up from their beautiful food, riveted by the grotesque scene going by their tables. Near the doorway, Andrew sees...

ANDREW

Catherine...!

Looking down at the figure on the gurney, Catherine's face is tense, withdrawn, reminding us of that moment on the rocks by the river. She's clutching a manila envelope...

CATHERINE

Is that Denise...? I was meeting her...

ANDREW

Meeting her?!

But the gurney is moving, and Andrew is swept along with it. He keeps looking back, torn between Denise and Catherine...

EXT. CAFE DES ARTISTES - DAY

They lift the gurney into an ambulance. Glass starts to climb in when he's stopped by...FERGIE, Washburn's colleague.

FERGIE

Dr. Glass...

(as Glass turns)

You were the one found with her?

ANDREW

(important distinction)

I found her.

Again, he starts into the ambulance; Fergie pulls him back.

ANDREW

I'm going with them.

FERGIE

You better stay here. We need you to answer some questions.

Andrew, indignant, starts to argue, but the paramedics are closing the door. Reluctantly, he allows himself to be drawn away as the ambulance speeds off, SIREN wailing.

INT. PRECINCT HOUSE - OFFICE - NIGHT

Glass is being interrogated by WASHBURN and FERGIE. A STENOGRAPHER transcribes the conversation. It's heated.

FERGIE

(reading notes)

Witnesses say you were arguing. She was trying to get away, you grabbed her. She pushed you, causing you to fall down--

ANDREW

That's not what happened.

He looks to Washburn for help. A phone rings. Washburn picks it up, listens for a moment, hangs up without speaking.

WASHBURN

She's in a coma. There was loss of oxygen to the brain. They're doing a CAT scan.

Andrew puts his face in his hands. Washburn sends Fergie away, pulls up a chair so he's almost knee to knee with Andrew.

WASHBURN

(low, private, confidential)

Andy, you've got a problem: there are people here who think you killed Tower...

ANDREW

(looking up)

Didn't you talk to Michelle?

WASHBURN

We're still checking that. Now there's this argument at Grand Central, a cop saying you cursed Denise. People at the restaurant describing you as angry, distraught, out of control...

ANDREW

I was trying to save her damn life!

Washburn gestures: calm down. Glass realizes he isn't helping himself.

WASHBURN

I spoke to Alan Richman at Vanity Fair.
He expected Denise to tell them that you'd
perjured yourself at the Cheslav inquest.
That you knew Cheslav was going to kill
the girl-

ANDREW

(strong)
She was not going to say that...

WASHBURN

What was she going to say?

An awkward moment. Glass grimaces, about to tell the truth--
which won't help--when a COP sticks his head in. Washburn turns.
The cop gestures toward a window through which we see:

CATHERINE TRAMELL -- IN THE DETECTIVES' ANTE-ROOM

standing alone in a long red coat. Her mere presence rivets the
attention of everyone in the room. Henry Rosenman is off to one
side conferring with the precinct CAPTAIN.

WASHBURN's eyes narrow at the sight of her. He gets up. Andrew
starts to follow, but Fergie stops him, and he has to watch
through the window as Washburn approaches Catherine. A brief,
tense encounter, then Washburn leads her into another windowed
office across the way.

ANDREW--overcome with frustration and paranoia--observes this
interview he cannot hear.

HIS POV: WASHBURN AND CATHERINE

Even silent it's clearly a duel: warring postures of challenge,
disdain, pride. A droll, hostile, intimate pas de deux.

As they emerge from the office, Catherine glances briefly at
Andrew--and we are reminded of the courtroom when he spoke while
she sat forcibly mute. Now the roles are reversed.

She turns and walks out of the building with Rosenman. Washburn
re-enters this office, burning.

WASHBURN

Your ex-- and Catherine TrameLL were girl
buddies. Did you know that?

ANDREW

What do you mean, girl buddies?

WASHBURN

According to Catherine, they met through Tower, they hit it off. Denise told Catherine that Richman was trying to pressure her into saying you perjured yourself. But Denise wouldn't fall for it. She was going to tell them you were clean as a whistle with wings.

(stunned, Andrew remains silent)
You had no idea Cheslav would kill his girlfriend. It came as a complete surprise. Didn't it?

(before he can answer)
Of course, she's lying.

ANDREW

How do you know?

WASHBURN

Because everything out of her mouth is a lie. Even "and" and "the." Even the truth is a lie with her, it's just to get you thinking what she wants you to think. That's her art, the art of mind-fucking. She may have talent as a writer, but at mind-fucking she's the all-time genius.

ANDREW

She really got to you, didn't she?

WASHBURN

(immediately suspicious)
What do you mean? Did she tell you something about me?

ANDREW

What is there to tell?

Washburn grins with cold humor and leans his face in close to Andrew's, deliberately intimidating.

WASHBURN

Don't play games with me, Andy. She can pull it off; you can't.

Andrew works hard not to back away. Then suddenly he smiles. A ballsy, fuck-you smile, and gets up and walks to the door.

WASHBURN

Where do you think you're going?

ANDREW
Somewhere else. Unless you have evidence
to hold me. Do you?

Fergie looks at Washburn for guidance. Washburn is silent.

ANDREW
I didn't think so.

And he leaves.

INT. ST. LUKE'S INTENSIVE CARE UNIT - NIGHT

Andrew (hospital ID around his neck) stands over Denise's bed.
She's sprouting electrical cable and looks awful.

Andrew tries to feel terrible, can't. He starts guiltily as:

HOCHSTER (OS)
Andy...

A doctor he knows, HOWARD HOCHSTER stands behind him.

ANDREW
Howard...Jesus...

Hochster comes over, puts a comforting hand on his shoulder.

HOCHSTER
I just talked to Liebowitz -- he's on his
way over to do the lung shunt.

ANDREW
Great.

HOCHSTER
The carotid tear caused a series of
strokes. I think her chances are pretty
good, but how extensive the damage will
be...

He shrugs helplessly. The phone rings at the nurses' station.

NURSE
(calling softly)
Dr. Hochster... a Catherine Tramell wants
to talk to you about Denise Sciarra...

Hochster starts toward the phone, but Andrew stops him...

ANDREW
(to Hochster)
I know her. Can I?

Hochster shrugs, go ahead. Andrew takes the phone.

ANDREW
Catherine. It's me. What are you...
How's she doing? She's a mess...
(pushing his agenda)
--Where are you?...We have to talk.

INT. CATHERINE'S APARTMENT - NIGHT

She's pouring him a drink.

ANDREW
You lied to Washburn for me. Why?

CATHERINE
I knew you hadn't hurt Denise.

ANDREW
How?

Half an accusation. She smiles--she likes him scoring points.

CATHERINE
Because I know you.
(a point for her)
And I figured the cops were just holding
you to play some game.

ANDREW
Like getting me to talk about you.

CATHERINE
But you never would. You believe in
confidentiality.
(they look at each other)
What is there to tell about me, anyway?

ANDREW
Why were you meeting Denise?

CATHERINE
I was doing research -- for my novel.

ANDREW
Research about what?

CATHERINE

About you. And Cheslav -- the "masked psychotic." The analyst in my novel is obsessed with that sort of thing.

Andrew smiles. She's playing with him; he'll play, too.

ANDREW

Washburn thinks you cut Denise's throat.

CATHERINE

Why? You're the one who hated her.

ANDREW

(a concession)

She hated me.

CATHERINE

Of course she hated you. You're great; she isn't.

(off his reaction)

Maybe I'm acting out your unconscious impulses.

ANDREW

(upset)

Stop it.

CATHERINE

You really I think I did it.

(when he doesn't answer)

Can I ask you something? Is it possible that in some way you like the idea that I'm a killer, a "disguised psychotic?"

ANDREW

Like it?

CATHERINE

That's why we're standing here, isn't it?

He looks at her; her eyes are shining, her lips are parted. He pulls her to him, gripping her shoulders in both hands as if not sure whether embrace her or rip her in half. Finally he kisses her hard.

ANDREW

What are we doing?

CATHERINE

What we both want.

And of course, it's true. Like a weight being lifted off him. He feels light, light-headed. He kisses her without reserve, plunges his hands under her clothing.

INT. SLEEPING LOFT - NIGHT

Andrew and Catherine making slow, unfettered love. Andrew is escaping all the tension and horror into a world of sensuous delight. A heightened, deepened, prolonged release.

INT. SAME - DAWN

Andrew wakes, his limbs entangled with hers. A momentary panic where he is. Then he remembers.

INT. KITCHEN - DAWN

Andrew, dressed and desperately thirsty, finds a bottle of water on the counter, pours some into a glass, drinks. On the wall he notices

A CORK SHEET - FILLED WITH PHOTOS.

With a shock, he realizes he's looking at photos of DENISE, half naked. Lots of them. In some, Denise is seen with an older WOMAN, late 40s, very beautiful, the woman's arm draped over Denise's shoulders. In one of the photos he sees a syringe on a table in the background.

Andrew is stunned. He feels deceived somehow. He sees another photo: CATHERINE LAUGHING, as if she were laughing at him.

He pours more water into his glass, opens the freezer, grabs a handful of ice. As he's closing it he sees, on a shelf in the freezer door...

...A STRIP OF DISPOSABLE SYRINGES. Originally six, four left... And a small BOTTLE OF CLEAR LIQUID with a red, rubber stopper. The label has been carefully scraped off. He rolls the bottle between his fingers, his head spinning with hideous thoughts.

INT. POLICE PRECINCT - WASHBURN'S OFFICE - DAY

Washburn comes into his office, carrying coffee, reading a report, is surprised to find Andrew waiting for him. Washburn is still wary from their last encounter.

WASHBURN

What are you doing here?

ANDREW

Wanted to see if you had anything new.

WASHBURN

(indicating the report)

Yeah, a Dominican busboy at the Cafe Des Artistes saw a well-dressed blond leaving the restaurant through the kitchen door less than five minutes before you found Denise. He picked out a photograph of Catherine Tramell.

ANDREW

(reacts, but cautiously)

Is he going to testify?

WASHBURN

(shaking head no)

He's afraid of immigration. He told it to Ernie Rivera before he realized Ernie was an undercover cop. Then he shut up.

ANDREW

You're having bad luck with witnesses.

(as Washburn bristles)

Can't you get the busboy to talk? Promise him a green card or something.

WASHBURN

I was going to--but now he's disappeared.

As if that, too, were somehow Catherine's fault.

Andrew sits a moment, digesting this. Finally he takes out the bottle with the red stopper and puts it on Washburn's desk.

WASHBURN

What is it?

ANDREW

I don't know. D-Curaramine?

WASHBURN

Like what killed Larry Houseman?

ANDREW

Let's find out.

WASHBURN

Want to tell me where you got it?

(when Andrew doesn't answer)

Fine. I'll send you the lab report by the end of the day.

(grabs Andrew's shoulder by way of renewing their friendship)

Thanks.

EXT. PRECINCT HOUSE - DAY

As Andrew comes out, he almost bumps into Catherine's lawyer, Henry Rosenman, on his way in.

ROSENMAN

Doctor, how are you? I'm sorry about your wife.

ANDREW

Thanks...

(looks around distracted)

...Is Catherine here?

ROSENMAN

Believe it or not, I have other clients.

(glances into the precinct)

What were you doing, seeing Washburn? Is he pressuring you about her?

ANDREW

About Catherine...?

ROSENMAN

If he tries to intimidate you, call me. I'll handle it pro bono. That guy's the fucking perjury king. I nearly got him indicted two years ago for harassing a witness and falsifying evidence.

ANDREW

Perjury King??

ROSENMAN

He pushed his own wife down the stairs, crippled her for life. Don't take my word for it... There was an article in Esquire last January. Look it up.

He has to run. Glass glances back into the precinct building. Maybe he shouldn't have given Washburn the syringe...

INT. CLINIC - DAY

A staff meeting. Everyone's actively discussing cases except Andrew who is lost in thought. Finally he walks out of the room. Milena and Jimmy watch him go, puzzled. The meeting continues.

INT. NEW YORK PUBLIC LIBRARY, MAIN BRANCH, PERIODICAL ROOM - DAY

Glass with a bound volume of last year's Esquires. He flips through until he finds the right issue.

COVER OF MAGAZINE

A cop, face hidden by two objects he's thrusting at the viewer: a gold detective's shield and the barrel of a 9mm automatic. A rap sheet reads: "extortion...assault...evidence tampering...perjury...obstruction of justice...murder for hire." A headline slants across the page: "THE DIRTIEST COP IN NEW YORK..."

He skims through it, forward then backward, looking for reference to Washburn. Nothing. But when he comes to the first page again he discovers an interesting fact: the article was written by MICHAEL TOWER...

EXT. PLAZA OF A SKYSCRAPER, MIDTOWN - DAY

Andrew--waving a xerox of the "Dirtiest Cop" article--is pursuing a nervous Alan Richman across the outdoor plaza. It's like the earlier scene in which Richman was asking Andrew about Denise and Cheslav, only here their roles are reversed.

ANDREW

Is this about Washburn?

(Richman keeps walking)

It doesn't mention his name, but it sounds like him... Is it?

RICHMAN

I wasn't involved in that story.

He tries to get away. Andrew walks with him.

ANDREW

What happened to Washburn's wife?

RICHMAN

She fell down the stairs.

ANDREW

Or did he push her?

RICHMAN

Ask him, I wasn't there.

He heads for a flight of stairs. Andrew blocks his path. Richman looks up at him as if he's way out of line.

ANDREW

Just listen.

(as Richman relaxes; reads:)

"On the street he's known as cybercop--
because all his evidence is virtual?..."
Is that true?

RICHMAN

What? That Washburn fabricates evidence?
Lies on the stand? All cops do.
Otherwise they'd never get a conviction.

ANDREW

What about intimidating witnesses, beating
people up, murder for hire...?

Richman takes the article from Andrew, glances through it:
clearly he knows this document well.

RICHMAN

Michael was a sloppy investigator, and a
lazy writer, but he had amazing sources...

ANDREW

You mean this is true?

RICHMAN

Some people thought so. Washburn's very
smart, very political. People said he was
headed for a big promotion: Deputy Chief,
mayor's liaison...Then the article
happened, and the promotion didn't.

ANDREW

When Tower was killed...did you think
about Washburn?

RICHMAN

I don't think about Washburn. It's a
policy.

ANDREW

You're afraid of him.

Richman starts down the stairs to the subway. Andrew goes with
him. They talk as they go.

RICHMAN

Larry Houseman had D-Curaramine in his blood. That was real. But Tower thought Washburn had planted the syringe in the Porsche to set up Catherine Tramell.

ANDREW

Why didn't Tower write about it?

RICHMAN

He was going to, but he got killed. That's the whole point.

INT. CATHERINE'S APARTMENT - NIGHT

Catherine greeting Andrew in the half-open doorway. Her appearance seems unpremeditated for once: jeans, a sweater.

ANDREW

I owe you an apology...

CATHERINE

I don't like apologies.

She beckons, and he follows her into the apartment.

CATHERINE

But I also don't like when you take things out of my apartment, because you trust me that little...

(off his look)

The insulin you took out of my freezer this morning.

ANDREW

Insulin??

CATHERINE

I assume you've had it analyzed by now, so you know what it is.

ANDREW

What are you doing with insulin? You're not diabetic...

CATHERINE

It belongs to a friend of mine.

(off his skeptical look)

She's here. Would you like to meet her?

She starts down the hall. He becomes aware of MUSICAL NOTES floating in the air and follows her into

INT. LIVING ROOM - NIGHT

A WOMAN half reclines on the couch tuning a lute. She is in her 40s, with rippling, chestnut hair, fine cheekbones, indigo eyes, wearing a long, blue, silk shirt (and apparently nothing else). Andrew realizes it is the woman in the photo with Denise.

CATHERINE

Laney Ward, this is Dr. Glass. He's anxious to meet you. He's very interested in diabetes.

Laney looks at Andrew with amused, intelligent eyes.

ANDREW

I'm not interested in diabetes.

LANEY

It's not a pre-requisite. What are you interested in?

ANDREW

In you. I saw a picture of you with my ex-wife, Denise. What was that about?

LANEY

(to Catherine)

Oh, that was the day we were playing with my new camera and the champagne. I think we got a little crazy. Did we get a little crazy with Denise?

Catherine smiles warmly, her voice is relaxed, almost tender.

CATHERINE

But she had a good time, didn't she?
Speaking of champagne...
(indicates)
...I'll be right back.

Andrew doesn't take his eyes off Laney, whose expression becomes serious, sympathetic.

LANEY

It was a shock - about Denise. Do they know who did it?

ANDREW

Not yet.

LANEY

It's strange, the way these things happen
out of the blue - the gods decide to
punish you and you have no idea why.

(realizes he's still standing)

Don't you want to sit down?

She draws her knees up, pats the cushion beside her. He's trying to figure out whether to sit or not, when he realizes that Laney is smoking a tiny hash pipe. He sits down next to her drawn up feet. She offers him the pipe.

ANDREW

How do you know Catherine?

LANEY

We're old friends. I stay with her in the
city sometimes. Do you stay with her in
the city sometimes?

Andrew just smiles, takes the hash pipe. They stare at each other as he inhales the smoke.

LANEY

She told me she's been rough on you - she
feels a little guilty about it.

ANDREW

Guilty - who'd have guessed?

LANEY

She's shyer than people realize. In a
way, she's still a little girl.

ANDREW

Who just wants to see how far she can ride
her bike...

Laney smiles. Andrew is groping his way toward a thought he's still a long way from formulating. But now Catherine returns. She has changed her clothes, is wearing a short black Japanese robe and carrying a bottle of Cristal and three glass flutes.

CATHERINE

So how do you like my psychiatrist? He
has beautiful eyes.

She takes off Andrew's glasses to show Laney.

Catherine kneels between Laney and Andrew, takes the pipe from Laney and draws on it, then sets it aside. She rests one hand casually on Andrew's knee, the other hand plays lightly with the

fabric of Laney's shirt. Andrew is stoned, fascinated, uneasy.

ANDREW

I think it's time for me to go.

But he doesn't get up. The women ignore his remark.

LANEY

I like your kimono. Where did you get it?

CATHERINE

In San Francisco - a long time ago. Try it on? It'd look great on you.

She starts to take the robe off to give to Laney. Andrew starts up as quickly as the hash will allow him, finds he can't move. Catherine puts her hand on his arm.

CATHERINE

Why don't you stay?...Laney doesn't mind, do you Laney?

LANEY

Not at all.

No pressure, no discomfort; just an offer of indolent pleasure, and the freedom to enjoy it without guilt.

ANDREW

I'm not sure this is really my scene.

LANEY

(to Catherine)

It's not his scene.

As she says it, Catherine is opening Laney's shirt, touching her breasts and kissing her.

CATHERINE

(lightly)

But he's not sure.

Andrew's mouth is dry. He still can't budge.

Still on her knees in front of Laney, Catherine looks at him. He turns, pulls her legs toward him and starts to touch her and kiss her in a hungry, selfish, impulsive way.

Laney runs her hands along Catherine's hips, the curve of her back, causing Catherine to shudder deeper into the kiss with Andrew.

Andrew runs his hand along Laney's. Then he climbs between the women, starts touching Laney. Catherine smiles... as if she were somehow the author of his pleasure. And yet, Andrew is the author. And so is Laney. A strange tension... between three active desires, not just three busy bodies.

Laney's breasts press against Catherine's naked back... Catherine twists around to kiss Laney while her hand opens Andrew's fly and slides down inside.

His conscience, his thinking brain are gone, and there's nothing left of them to know or care where they went...

INT. SAME - EARLY MORNING

Andrew wakes in the grey light of dawn, the women asleep on either side. Catherine is curled on her side sucking her thumb.

His head is splitting from the hash, from everything. More than anything in the world, he wants to get back to himself. He gets up, desperately searches for

HIS WATCH.

When he finds it, he looks at the time: later than he thought. He straps it on. It's the only thing he's wearing.

INT. ANDREW'S APARTMENT - MORNING

ON THE WOZZECK PRINT: Ich riech Blut! We hear the front door open and, reflected in the glass of the print, see Andrew enter. He goes to the FAX, picks up something that arrived in his absence. It's a lab report, the words D-CURARAMINE typed neatly on the dotted line... The initials D.W. scribbled in ink below.

Andrew on the phone:

ANDREW (VO)
Police?...Forensics, please...

He looks at the Wozzeck print as holds...

ANDREW
Forensics... This is Dr. Andrew Glass. David Washburn of the one-nine just faxed me a lab report and I wanted to check one thing. The sample was submitted yesterday morning.... A 2.5 ml ampule.... Sample number...A61065...Yeah, I'll hold.

He nervously taps a finger.

ANDREW

...No such number?... What do you mean?
Did-- Washburn hasn't submitted anything?
...No, that's all right. I'll talk to him
myself...

EXT. 19TH PRECINCT - DAY

Washburn steers an angry Andrew out of the building and down the street to a place where they can speak privately.

WASHBURN

(to an amateur)
...Think about it: I don't know where and
how you acquired that sample...But if you
took it without the owner's permission...
(Glass doesn't say no)
...It's stolen property. And I don't want
it in our lab where I might have to answer
questions about it under oath. Get it?

ANDREW

Where is it?

WASHBURN

I had it analyzed "privately." A lab in
Jersey I use for this kind of thing.

ANDREW

I want it back.

Washburn gives him a long look. Then, cool disappointment:

WASHBURN

I'm getting it from my guy this afternoon.
We'll go meet him together. Then you can
go have it analyzed yourself.

EXT. BROOKLYN, NEAR THE GOWANUS CANAL - SUNDOWN

A vast construction site, the roadway ripped open, exposing water mains, electrical conduits, the gravel and dirt exposed. The canal itself--the most polluted waterway in New York--is a surreal cesspool of toxic colors glinting in the failing light.

INSIDE WASHBURN'S CAR (UNMARKED POLICE VEHICLE)

Washburn driving Andrew through this landscape. They pull up next to another, similar car. A figure behind the wheel. It doesn't move. Washburn frowns and gets out. Glass follows.

OTHER CAR

Alarmed, Washburn yanks open the door. The DRIVER falls to the ground. His trousers are at his knees. A disposable syringe is stuck in his neck. It's Leather Jacket, the Hispanic "stalker".

As Andrew checks for vital signs, Washburn quickly searches the car. He finds a lab envelope. It's been ripped open, nothing inside.

WASHBURN

The samples gone. Want to bet who took it?

ANDREW

(indicating the dead man)
Who is he?

WASHBURN

Ernie Rivera. An undercover cop.

ANDREW

This is the guy who talked to the kitchen worker?

WASHBURN

Yeah. He was staking out Catherine Tramell...

He slams the sedan roof in fury, pulls out his radio...

EXT. STREETS/INT. WASHBURN'S CAR - NIGHT

Hours later, Washburn driving Andrew home. A heated argument.

ANDREW

You don't know she did it.

WASHBURN

Yeah, maybe I killed him. Isn't that what she's going to tell you? He had something on me, so I killed him, then pulled his pants down and jerked him off -- even though he was dead -- so there'd be come all over, make it look like it was her?

They pull up in front of Andrew's building. Washburn shuts off the engine.

WASHBURN

(beat, a confession)

Look, Tower had me right--in his dumb shit way...Cybercop. That's me. Put 'em away, who cares how. I worry about the streets, not the courts. So, okay, don't trust me.

(Andrew is silent, thinking)

But you know Elizabeth Tramell better than I do. And if you've got five seconds when you're not dizzy with the smell of her pussy - ask yourself: do you trust her? Do you?

Andrew doesn't know what to say.

WASHBURN

She's George Cheslav times three and counting. And we both know it. If you lied, if you told the court she'd made a direct threat against someone--me, say--and that put her in a psych ward, and kept her from killing somebody else--wouldn't that be worth it? Some redemption for Cheslav and little Anita Davalos...?

A low blow, but right on target. Andrew gets out of the car, walks toward his building.

INT. ANDREW'S APARTMENT - NIGHT

As he enters, he hears his MACHINE BEEP, then a VOICE leaving a message.

WALKER'S VOICE

Dr. Glass...this is Lt. Phil Walker with the San Francisco Police. A friend of yours, Mark D'Angelo, a Federal prosecutor out here said you were looking into Catherine Tramell's background. Said you'd evaluated her as homicide suspect...

ANDREW

(grabbing the phone)

Lt. Walker, Andrew Glass...I just came in. Yes, I evaluated Ms. Tramell. The case was ultimately dropped for insufficient evidence.

INTERCUT WITH

INT. WALKER'S OFFICE, SAN FRANCISCO - SUNSET

San Francisco Bay is visible through a window, Alcatraz a black stain on the gleaming water. Walker is a youthful 47, lean, fit with silver temples.

WALKER

I'm not surprised to hear it.

ANDREW

What do you mean?

WALKER

I don't know how, but she does it every time. A few years ago, she ice-picked a rock star out here, Johnny Bozz. We could never make the case. We also believe she killed a homicide detective named Gus Moran--sweetest guy you ever met--and an I.A. Officer, Martin Nilson...

ON ANDREW LISTENING: All this sounds weirdly familiar; he picks up Catherine's novel and flips through it as he listens.

ANDREW

What about her parents -- the boating accident?

WALKER

The cops up at Lake Berryessa thought so. But they couldn't nail it down. There was even talk about her little brother.

ANDREW

(horrified)

She had a brother?

WALKER

Couple of years younger. Died in a fall when he was nine. She was the only one there when it happened.

Andrew covers his face.

EXT. STREET OUTSIDE ANDREW'S BUILDING - NIGHT

Glass walks past a construction site where an immense pipe has been half-excavated, like a major blood vessel. Steam issues out of a fitting. We still hear Walker...

WALKER'S VOICE (OVER)

She writes this stuff in her novels.
Then, when it happens in real life, she
tells you somebody got the idea from the
novel...Or the murder gave her the idea
for the novel. Or she's doing research
for the novel...

EXT. DES ARTISTES BUILDING - NIGHT

Andrew approaches the building.

ANDREW'S VOICE (OVER)

What about a cop named Nick Curran?

WALKER'S VOICE (OVER)

That's a funny one. He's dead. Slit his
own throat a couple years ago...Still
holding the razor blade when we found him.
Just like in her book--only four years
after the book came out. You explain it.

INT. CATHERINE'S APARTMENT - NIGHT

Catherine--in a bathrobe--working on her novel at the computer.
The BUZZER sounds. She keeps working.

CLOSE ON THE COMPUTER SCREEN: we hear her voice say the words as
they appear:

CATHERINE (OVER)

"...It was three in the morning, and even
before the buzzer sounded Kelly knew who
it would be. He'd come to accuse her of
more things. They'd fight about that,
then they'd have sex, and everything would
be all right again. Except it wouldn't be.

The BUZZER sounds again. Catherine hits save, then walks over to
the intercom.

ON THE CLOSED-CIRCUIT SCREEN: she sees Andrew waiting to be
admitted. As she watches, he buzzes again. When he grows
impatient and starts to walk away, she hits the button. He has
to hurry to reach the door before the buzzing stops.

INT. HALL - NIGHT

The elevator arrives with a CLUNK. They look at each other through the folding gate, then she pushes it open. (The Humphrey Bogart-Mary Astor goodbye from The Maltese Falcon played in reverse.) He looks at her without getting off the car.

ANDREW

I just talked to Lt. Phil Walker from the San Francisco Police.

CATHERINE

Paranoid Phil. There's a blast from the past.

She smiles, unfazed, and walks back into the loft; he follows.

CATHERINE

I didn't know shrinks did background checks. Or is that a new therapeutic technique?

ANDREW

He thinks you killed your parents.

CATHERINE

And my little brother.

ANDREW

You told me you didn't have siblings.

CATHERINE

I don't.

(pouring two drinks)
Listen I was about to get in the jacuzzi.
Want to join me?

He follows her into

INT. BATHROOM - NIGHT

The jacuzzi is full, the water swirling turbulently. She takes off her robe, steps into the tub.

CATHERINE

Okay, so I killed my parents.

ANDREW

Why?

CATHERINE

I didn't like them... For the money... To see if I could get away with it... To show that death isn't very important... Because I was bored... you know how I hate being bored.

ANDREW

What about Denise? And Michael Tower?

CATHERINE

(with more feeling)

Tower was a grubby little rat. You were someone special, and he was going to ruin you just out of spite. I couldn't bear it.

(lowering herself into the water)

This feels great... And Denise, well, she was fun in bed, but she was going to talk to Alan Richman and ruin everything I'd accomplished by killing Tower.

ANDREW

Alan Houseman.

CATHERINE

Oh, that was just so I could feel omnipotent.

She lights a cigarette, blows a smoke ring. The whole confession seems no more substantial than the dissipating ring of smoke.

ANDREW

(angry)

You can't tell the truth about anything, can you.

CATHERINE

You don't believe me when I say I did it. You don't believe when I say I didn't. What's the point of talking to you?

(leans back in the water)

God, the water feels wonderful. Why don't you get undressed and get in. You can analyze me in here.

(smiling at his rage)

Oh, come on, if you can fuck me on the couch, you can analyze me in the jacuzzi.

Enraged, he yanks her half out the water in fury. She grins.

CATHERINE

This is worse than Cheslav, isn't it?
 This time you knew, right from the start.
 ... So it's almost like you killed them
 yourself.

(he resists the urge to punch her)
 Who do you think I'll kill next? Come on,
 you can figure it out...Just figure out
 who your enemies are. It's someone who
 wants to destroy your career. She thinks
 you're crazy...

He slams her into the wall. She claws at his face, and they
 topple backward into the jacuzzi, thrashing in the water. Then
 they're both under the water, Glass's hands around Elizabeth's
 throat, choking the life out of her.

It's oddly quiet down here, half real, despite the struggle.
 Elizabeth's efforts begin to subside. Her limbs and features
 relax. Her hair floats. She becomes beautiful again, innocent,
 like a dying princess in a fairy tale.

Andrew yanks her up out of the water. She doesn't seem to be
 breathing. He performs mouth-to-mouth and after a moment she
 coughs and quickly recovers. Disgusted with himself and all his
 creations, he climbs out of the tub.

CATHERINE

You'll never know how much I love you.

In a bizarre way, she seems to mean it. But he barely hears her.

HALLWAY

As he goes to the door--he glances into her study. Sees the
 computer. He can't resist: he goes in, reads what's on the
 screen. He pops out the floppy disk, pockets it and as he turns
 to leave notices...

A PHOTOGRAPH

Tacked up over the desk. It's of HIMSELF. He's sitting in the
 analyst's chair, apparently listening to a patient on the couch.
 It seems to be a photograph that Catherine herself took,
 secretly, during one of their sessions.

BATHROOM

In the tub, spent, Elizabeth lights a cigarette, blows smoke
 rings. Her hand is steady, but her eyes are sad. This is
 Elizabeth when she's alone, contemplating human reality: which is
 precisely nothing - emptiness - a smoke ring...

She hears Andrew go down the hall. Hears the front door open and close. She climbs out of the tub and pulls on her robe.

EXT. MILENA'S HOUSE - EARLY MORNING

Andrew--sleepless, maniacal--rushes up to the door (she has the bottom two floors of a brownstone on W.92nd between Central Park West and Columbus) and leans on the doorbell.

INT. MILENA'S APARTMENT - EARLY MORNING

She lets him in. It's very early, but she's been up for an hour.

ANDREW

(in a fever)

I have to talk to you.

MILENA

I just spoke to Catherine. She called.

ANDREW

She called you?!

MILENA

She was very upset. You terrified her.

ANDREW

(yeah, right)

Terrified her... I want you to co-sign a 2PC for her.

MILENA

Andrew, please...

ANDREW

She's dangerous, Milena. She's a multiple murderer. She admitted it.

MILENA

She admitted it... Andrew. You've had sex with this patient. You've done unspeakable harm to her. And now you're accusing her of murder when, from the sound of it, you nearly killed her.

ANDREW

I didn't, I was upset, we - I was just--

Milena is staring pointedly at his clothes, still wet from the jacuzzi.

MILENA

I want you to commit yourself for observation.

ANDREW

Me?!

MILENA

You've broken the law, not to mention the entire ethical canon of our profession... and you're a threat to my patient.

ANDREW

Your patient???

MILENA

I'm taking over her case. She asked me to.

Andrew is flabbergasted, but she can't worry about that.

ANDREW

Don't. Please don't. You have no idea what you're walking into.

MILENA

(deep regret)

...I'll speak to Gerst on your behalf. We'll have to file an action with the A.P.A. of course, but if you commit yourself on a voluntary basis, the ethics committee might take that into consideration... I might be able to talk them into just suspending your license instead of revoking it altogether.

ANDREW

What about the NYU chair...??

MILENA

Oh, Andrew, please... You lost that long ago. What matters now is your sanity.

ANDREW

(a sudden fear)

Milena, did you tell Catherine... About going to Gerst and the A.P.A. and my losing the chair?

MILENA

I didn't go into specifics, but I did reassure her that--

ANDREW

Listen to me...Listen: She's going to kill you.

MILENA

Oh, please, Andrew...

ANDREW

No, no, listen. It's right here...

He's fumbling in his briefcase. Now yanks out a fat stack of papers and begins fumbling through them, accidentally dropping and crumpling papers that soon sprawl everywhere.

MILENA

Is that Catherine's new book?
(as he murmurs affirmatively)
Did she give it to you?

ANDREW

Not exactly. You're in it. Listen...
(reads)

"...Irina had trained in France with Lacan and still smoked unfiltered Gitanes...blah blah blah...Now in her fifties, Irina was more beautiful than ever. Her grey eyes, her long legs..."

MILENA

(laughing)
Oh, for God's sake...

ANDREW

Irina is murdered by Kelly Lash -- Catherine's alter ego. Why? Because Irina is a threat to Dr. Richter. Who's me. Just as Catherine killed Tower and Denise because they threatened me.

MILENA

(he's worse off than she thought)
She kills people to protect you? Why?
Because she loves you...?

ANDREW

(she'll never understand...)
It's a transference, obviously. Very sick, very distorted, but, yes, it's a kind of love. Otherwise, why would she go to all this trouble to destroy me?

MILENA

Andrew, either commit yourself or I'll have you committed...

ANDREW

--Fine. Do whatever you want. But I'm stopping this here.

(starts for the door)

I'm going to put Pandora back in her box.

MILENA

(takes his arm, holds him back)

Andrew, Pandora was never in the box. She simply opened the box to see what was--

ANDREW

(tearing free)

You know what I mean...

And he's gone.

INT. ANDREW'S OFFICE - DAY

He enters in a rush, unlocks the desk drawer that Catherine found locked during a session. He takes out a small caliber automatic, checks the clip. He knows how to use the gun, but his hand is shaking.

He rummages for the samples of tranquilizers in the top drawer, finds them, swallows one, then another, throws the rest of the package in his pocket, along with the gun and some cartridges...

EXT. CATHERINE'S BUILDING - DAY

We watch it for some time during which nothing happens. Then we hear the BEEPS of a phone call being placed. Followed by:

CATHERINE'S VOICE

Hello?...Hello?...Who is this?

No response. She hangs up.

ANDREW clicks off his cellular and waits, looking up at the penthouse.

DISSOLVE TO

EXT. SAME - SUNDOWN

Catherine emerges from the building and walks to the corner. We FOLLOW at a distance.

At the corner, she starts to hail a cab. Behind her, Andrew hails another cab.

EXT. CENTRAL PARK WEST - JUST AFTER SUNDOWN

Catherine gets out of the cab. Andrew's cab stops down the block, he gets out and follows her along CPW.

EXT. W.92ND STREET - JUST AFTER SUNDOWN

We watch from a distance as... Catherine approaches a brownstone that we recognize as Milena's. She rings the bell. Waits. Rings again. No response. She tries to peer in a window. She gets out a cellular and places a call, but soon puts it away, having failed to reach anyone.

She checks her watch. She looks around, trying to decide about something, and eventually strolls west toward Columbus Avenue.

Andrew checks his own watch, but it's half full of water from the jacuzzi. He taps it hard, but it refuses to run.

He starts to follow Catherine, then changes his mind and walks back to Milena's brownstone. He goes through the gate but not up the stoop. Instead he picks his way across the tiny front yard garden to a ground floor entrance and tries the door. Locked.

He looks around, trying to remember something. He sees a concrete urn with flowers. He squats, feels around in the dirt and comes up with a key. He lets himself in the door.

INT. BROWNSTONE - NIGHT

As Andrew comes up the stairs to the parlor floor, he's making a call on his cellular. We hear...

WASHBURN'S RECORDED VOICE

This is Det. David Washburn. Leave a message and I'll you back as soon as I can.

ANDREW

David...Andrew Glass. Come as soon as you can to 24 W.92nd. Milena Gardosh, parlor floor. It's an emergency.

He clicks off, looks around. The rich fabrics and numerous mirrors glow softly in the semi-darkness. The cat meows at Andrew's feet. He picks it up, strokes it, carries it over to a chair and sits. The tranquilizers he took to calm himself have kicked in. He closes his eyes.

After a moment, the cat hops off Andrew's lap, pads into the kitchen, (we follow at cat level), eats a little dry cat food, drinks from a bowl, hops onto the window sill and looks out. We don't see what it sees, but we hear the front gate CLINK. We hear FEET on the stairs and...

MILENA'S VOICE

I'm sorry. Were you waiting long?...

CATHERINE'S VOICE

Not at all. I went for a walk, it felt good.

A KEY in the latch, the DOOR OPENS. ANDREW - wakes with a start.

MILENA'S VOICE

No, let her out, it's fine.

He darts out of the chair and into a COAT CLOSET.

INSIDE CLOSET - ANDREW'S POV LOOKING OUT

Through a crack. He sees a light go on, but can't make out much. He hears everything at a distance, imperfectly...

MILENA'S VOICE

The others will be along soon. Can I get you something to drink?

CATHERINE'S VOICE

(suddenly, very close)
Whatever you're having. Where do I hang this?

She's about to open the closet door. He freezes, shrivels...

MILENA'S VOICE

Just throw it anywhere.

Catherine's FOOTSTEPS recede. He sees her toss her coat and purse on a sofa. He touches the gun in his pocket.

Across the room, Milena hand Catherine a glass. They come toward CAMERA, sit down at right angles to each other. At this distance and in this light they appear strikingly similar: two beautiful blondes, one younger, one older, a sheen of light glancing off

their graceful foreheads, their perfect legs...

MILENA

He's so brilliant, it's tragic to see him fall apart like this.

CATHERINE

When I first met him, he seemed so confident and...well-guarded... It just goes to show.

(shrugs sadly)

But at least he gave me your number.

MILENA

(with quiet feeling)

I'm very glad of that.

CATHERINE

(softly)

So am I.

A strange little silence. Andrew leans forward, desperate to hear or see what is going on, but to his frustration he can make out nothing but the two figures sitting as they were, or, at the most, leaning very slightly toward each other....

Then abruptly CATHERINE is on her feet, picking up both glasses.

CATHERINE

Here, let me get you some more.

MILENA

I can--

CATHERINE

Sit still.

As she goes to the kitchen, does she touch Milena's shoulder? Andrew isn't sure, but he plainly sees her pick up her purse from where it lay on her coat -- open it and reach inside -- a glint of metal - she puts something in her pocket.

He looks at Milena. She puts a CD on the stereo. Ravel.

Some BANGING in the kitchen. Milena turns. Glass wants to stop her, but hesitates. She disappears into the kitchen.

Silence. No words, no sounds.

Glass cannot bear it. He emerges from the closet, moves silently toward the kitchen, accidentally hits the coffee table: a THUD.

MILENA'S VOICE

What was that?
(then, very differently)
Oh, Jesus, no!

A CRASH in the kitchen.

ANDREW

MILENA!!

KITCHEN

Andrew rushes in, finds Milena holding her wrist, blood streaming down her arm.

MILENA

(terrified)
Andrew!!

GLASS

Where is she??

MILENA

What are you doing here??

GLASS

WHERE IS SHE??!!

Milena can't help glancing to her right. As Andrew crashes through that door, she cries out a warning:

MILENA

CATHERINE, WATCH OUT. HE'S HERE.

INT. A BEDROOM - JUST AFTER SUNSET

Andrew finds himself in a guest bedroom, an open bathroom door, Catherine turning from the medicine cabinet (her face doubled in its mirrored door) with a pair of scissors.

ANDREW

Put it down!

CATHERINE

Andrew, don't.

He goes for her. She raises the scissors to defend herself. They struggle. She manages to slash him, knock him backwards, then she flees the room.

He yanks the gun from his pocket and bolts out of the bathroom (passing his own reflection in the medicine cabinet door) into

INT. KITCHEN

Blood on the floor. Milena is gone; standing exactly in her place is Catherine, scissors in hand. A perfect switch: like a magic trick. She backs away, eyes on his gun.

ANDREW

(advancing)

Where's Milena? What did you do to her?

CATHERINE

Andrew, put down the gun. Killing Milena won't help you. Calm down, please...

He fires the gun, misses on purpose. She runs down the stairs toward the ground floor. He follows.

At the bend in the stairs, he looks down, sees a flash of her blue dress. He fires again. He hears VOICES - maybe from the street? - distant SIRENS, GLASS breaking, a car ENGINE, a crackling RADIO, RAP MUSIC blaring from somewhere, the RAVEL suddenly seems louder - and louder - and louder.

He looks into all the rooms. Nothing. Sweat drips into his eyes. A sudden, muffled sob from the back stair landing. He moves toward it, looks up. Nothing.

Then something moves at the bend in the stairs: a flash of blue - Catherine's dress? Just then, A BULLET whizzes past his ear and shatters a mirror behind him.

He slips into Milena's

BEDROOM

Evening light haunts the room, ricocheting endlessly off the many mirrors and in the middle of it all he sees...

CATHERINE. She raises her hands as if to fire at him, and this time, he fires for real, emptying the automatic...

The first bullet shatters the mirrored door in which he'd been looking not at Catherine but at her reflection.

The last three bullets get rid of the rest of the mirror, and the door swings slowly into the room. We see Washburn behind it, full of bullet holes. The bullet that Andrew assumed was from Catherine's gun was really from Washburn's.

Catherine drops her hands to her sides. They're empty, like the hands of a magician.

Washburn falls. Andrew rushes to him. He's a doctor again, trying to save a life. But it's too late for this one.

ANDREW

David, what are you - why - oh, God, I'm sorry, I...

Washburn looks up past him at Catherine standing above Andrew. He tries to speak. Andrew can't hear. He leans closer.

WASHBURN

(barely audible)

Don't let her get away again. Kill her now.

Catherine is standing there. Andrew points his gun at her head. Catherine looks calmly into the barrel. A commotion in the hallway, and what sounds like Milena's voice:

MILENA (OS)

In here!

And almost simultaneously, an amplified voice.

AMPLIFIED COP VOICE

Freeze!...Drop the gun.

Andrew remains frozen.

ANDREW

(calls over his shoulder)
Milena?

AMPLIFIED COP VOICE

Drop the gun now.

Andrew looks at Catherine. And she looks back at him. She has never seemed calmer or less emotionally involved.

He pulls the trigger. It clicks: empty.

He's just pulling it again when he's blinded-sided by Fergie and slammed to the ground. He looks up, sees cops all around him.

Then he's rolled roughly on his stomach and handcuffed. When he twists his head to look up again, Catherine is at Milena's side, holding a bandage to her bloody her arm. Behind them, Dr. Gerst and other PSYCHOANALYTIC LUMINARIES who have crowded into the hall, and are peering down at him as if he were Gregor Samsa.

As Milena lead Catherine off, an arm around her shoulders, Andrew closes his eyes.

TITLE: SIX MONTHS LATER

EXT. BELLEVUE HOSPITAL - DAY

We pan up the dark brick, Georgian facade of Bellevue - the modern Bedlam - with bright, blue sky and puffy clouds above.

INT. BELLEVUE - DAY

TIGHT ON ANDREW

Head nodding, as he rocks back and forth, drooling slightly. He does not look good.

WIDER ANGLE - DAY ROOM OF THE PSYCHIATRIC WARD

Numerous PATIENTS shuffling about or staring vacantly. An ATTENDANT, a plump, young Jamaican woman, approaches Andrew.

ATTENDANT

Andrew, honey -- come on, you have a visitor.

INT. VISITING ROOM - DAY

The nurse guides him to a chair by some windows.

ATTENDANT

Let me make you look nice for the pretty lady.

She smooths his hair with her fingers, straightens his collar, then steps back, looking up as...CATHERINE arrives.

She stands over Glass -- radiant, beautiful, strong. And still champ...

She pulls up a chair and sits by him, adjusting it at a slight angle, just like in the evaluation so long ago.

CATHERINE

How are you?

(he keeps rocking)

Can't you look at me?

He looks up at her as if he doesn't know who she is.

CATHERINE

Denise is much better, you'll be happy to hear. She's still in physical therapy, and she doesn't remember anything about what happened. But I hear she's going out with her cardiologist. That's good news, isn't it?...Oh, and I brought you a present.

She holds out something wrapped in blue paper. He stares at it. She tears off the paper and hands him a book. The Analyst by Catherine Woolf. On the cover is the photo of himself he saw, the one Catherine had taken from the couch, but doctored so that one can't make out the features.

CATHERINE

I dedicated it to you. Anonymously, of course. I called you Aaron Green. Is that okay?

He shows no response. She draws her chair closer, puts her on his leg, leans close to him.

CATHERINE

Remember what we used to do in your office? I could do something like that for you here.

He turns to her, his eyes suddenly more alert, the drooling gone.

ANDREW

(calm, completely lucid)
I'm not into that these days.
(she draws back, wary)
They've got me on Stellazine. It kills the sex drive.
(smiles; a little scary)

CATHERINE

(pulls away; voice cools, contracts)
Too bad for you...

ANDREW

It has its advantages. Look where my sex drive got me.
(smiles)
And once you stop thinking about sex, it's amazing how clearly you can think about other things all of a sudden. And I have lots of time to think.

CATHERINE

What do you think about?

ANDREW

You, of course. Nothing but you.

(she doesn't like this)

I even figured out something interesting. About your narrative style. I realized you had a tendency to excess when it comes to invention. It's something I always felt in our sessions. You'd have a perfect little story, a moment of truth - and then you'd embellish it with a lie.

CATHERINE

When did I do that?

ANDREW

When you told me about Helen.

(Catherine reacts)

You remember the Helen story: the girl you seduced in the hammock when you were twelve.

CATHERINE

You think I lied about that?

ANDREW

No. That part was true. The lie was the car accident where she died. I was sitting here one day, no libido to distract me, and all of a sudden I just knew: Helen didn't die. She was alive. I even knew why you'd killed her in the story.

Catherine doesn't like that.

ANDREW

Because Helen's sexual experiences with the Tramell family did not end in the hammock. They continued, not with you, but with your handsome, charming father who seduced all your mother's friends. He took Helen away from you. I'm surprised it took you five years to kill him.

(watching her)

Did you even know that's why you killed him? Do you know why you do anything, Catherine?

CATHERINE

I don't like to brood over the past.

ANDREW

Of course not. It's so boring -- and terrifying. See, me, I'm just a mental patient drooling on his shirt. But I know what I am. You, you're an omnipotent goddess. Really. You are. But you don't know anything about yourself - or other people - or anything else. All you know how to do is win - but you have no idea what you're winning.

CATHERINE

(rising to go)

Well, since you have everything figured out...

ANDREW

Helen lives in Princeton, New Jersey. She's a chemist with Johnson & Johnson, the sole American manufacturer of D-curaramine. Which you used to kill Larry Houseman.

Catherine is surprised, impressed.

ANDREW

And I've met her, haven't I? More than met her. Helen... Helena... Laney Ward...

He smiles, pleased with himself. He is a smart guy.

CATHERINE

(smiles)

I chose the right analyst. So perceptive. And so unpredictable.

(kisses him lightly on the lips)

But who would possibly believe you?

ANDREW

Fergie believed me. Remember Fergie? Washburn's junior partner... Washburn's death kind of animated Fergie - made him smarter. He brought Laney Ward in for questioning this morning. They're down at the precinct right now.

Catherine steps away from him, her expression frozen.

ANDREW

Scared?

CATHERINE

I think you're lying.

ANDREW

If I'm lying -- if he isn't questioning her -- what's to stop him from doing it tomorrow? The only way to be safe would be to kill Laney. But kill your first love...? As your former analyst, I advise against it. Especially since I told Fergie you'd probably try it.

CATHERINE

(gently, helpful)

Andrew, don't forget, you're a mental patient.

ANDREW

I never forget that. But I might get out of here some day. I might make a remarkable recovery.

CATHERINE

If it's too remarkable, they'll figure out that you faked insanity to avoid standing trial.

ANDREW

(a gleam in his eye; the old cocky Andrew reawakening)

If I could fake insanity that well, I bet I could fake a recovery, too.

CATHERINE

(shoulders her purse)

It doesn't matter. You don't "know" anything. What you told me is a story, a fiction...

ANDREW

Like your novels. And they had a way of coming true...

(as she turns to go)

We're colleagues now...May the best fiction win.

He watches her walk out, his face surprisingly happy, full of a boyish innocence.

INT. HOSPITAL HALLWAY - DAY

Catherine emerges running, calls to a doctor and a nurse.

CATHERINE

Doctor!!

(hurries to them, distraught)

The patient in there, Andrew Glass, I was talking to him, and he just attacked me out of the blue. You should have warned me he was dangerous. I could sue this place for negligence.

Instantly, doctors, nurses and attendants are running toward Glass. Two ATTENDANTS get there first, pin his arms behind him. Mayhem all around, but Glass remains calm. No rocking, no struggle as they shoot him up with Thorazine. With his last instant of clear consciousness, he looks out the open doors and smiles at Catherine.

EXT. BELLEVUE - DAY

Catherine comes out of the building. She walks across the street, then stops to look back at the hospital. A momentary doubt, like the sudden, painful twinge in a tooth. It passes quickly, and Catherine Tramell walks on down the street.

Free as a bird.

For now.

THE END