

WHERE THE WILD THINGS ARE

by

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Adapted from the book

by

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INT. MAX'S HOME - EVENING

Black screen: Echoing through a house, we hear a boy barking and a dog yelping.

The picture comes up and a small dog tears down a set of stairs, toward us.

Max, eight years old and wearing a white wolf suit, jumps down the stairs, tumbling toward the camera, growling and chasing the dog. We are right in the thick of it. Going from 0 to 60 in the world of this young boy.

Max is laughing, and also, somewhat inexplicably, holding a fork. Max is an active and adventure-loving boy with a big grin and an expansive imagination.

He flies into the door at the bottom of the stairs, knocking a small basket off the doorknob. He issues a screeching, feral war-cry and follows the dog off-screen.

Max, chasing the dog through the hallway, runs past his sister CLAIRE -- 13 years old, a bit overweight. Max drops to his hands and knees as he closes in on the dog, who is cowering in a corner. Max leaps and grabs the dog, and begins to wrestle. They somersault a few times -- the dog is used to rough-housing with Max -- and they both squeal, happily lost in their wildness.

FADE TO BLACK

TITLE: WHERE THE WILDS THINGS ARE

EXT. SNOW-COVERED SUBURBAN NEIGHBORHOOD - DAY

We see Max's legs sticking out from a hand-dug opening in a large snow embankment -- a remnant of the morning's snowplows.

Next we see Max rolling a big ball of snow up the side, adding to the growing mini-mountain. There are trails of other snow-boulders that he's already rolled up the side.

Now Max is inside the snow-pile, digging a cave into it. He's created a deep and wide hole in the embankment. It's an impressive mini-igloo in the making. He crawls out and stands over it, surveying his creation. A proud and crooked grin spreads across his face.

He runs off toward his house, wanting badly to tell someone about it.

INT./EXT. MAX'S HOME - DAY

Max runs up to the window and taps on the screen. Inside is Max's sister Claire, talking on the phone with great intensity. Claire is overweight and heavy-chested -- it's obvious what she has to deal with at school. We can see only Max's eyes peering over the window sill, but we can see that he's bursting with excitement.

MAX

(muffled through the glass)

Hey Claire! You want to see something cool?

Claire glances over but is too involved in her phone call.

CLAIRE

(not unkindly)

No thanks.

MAX

(trying again)

It's an igloo.

Claire doesn't respond. Her phone call is very important to her -- her face registers a mixture of surprise and horror.

MAX (CONT'D)

(with pride)

I made it.

Still no response. Max looks disappointed as he stands outside watching his sister become more involved in what's happening on the phone. These two siblings, who might have played in the snow together just months ago, are now very different. She's an adolescent, and is leaving Max's childish world behind.

CLAIRE

Well, what'd she say? Yeah? What does that mean? No... NO! I didn't show him anything.

Max walks off. Close up on Max's dejected face.

INT. IGLOO - DAY

Max sits, resting in his igloo, deep in thought. For the time being, Claire isn't on his mind -- he's too busy perfecting his snow fort.

(CONTINUED)

He digs a small hole in the side for a viewing portal. He smooths the walls of the igloo with a master-craftsman's precision.

Max makes a pile of snowballs, and then makes a shelf to put the snowballs in.

He stands outside his fort and carefully secures a stick to the top. The stick is a flag and Max is the first man on the moon.

Just then, Max watches as a car pulls into his driveway. The car's trunk is open and is full of sleds. Max sees a group of teenage boys and girls get out of the car and trundle into his house.

Max gets an idea. He jumps into his igloo and scoops up all of his snowballs. He can't carry them all so he hurriedly rolls them out the entrance.

Outside his fort, he makes a pouch out of the bottom of his coat, kangaroo-style, to carry the snowballs. He runs across the street to his house, closer to his prey, carefully balancing his ammunition. He hides behind the neighbor's low fence.

He waits, excitedly, organizing his ammunition while stealthily peering over the fence. He watches the teens while they're inside his house. Meanwhile, he makes more snowballs.

The teenagers come outside. Max holds a snowball, giddy with anticipation. He waits until they're close enough and then jumps up and unleashes his weaponry. His aim isn't so good, but he has surprise on his side. A few snowballs hit the teenagers, and when they see that it's him, they laugh and start throwing snowballs back. A few of the boys run toward Max and amid much laughing from both sides, the snowballs fly.

The boys find Max and dump snow over the fence, onto Max. They're all getting too close -- Max bolts. Running across the street, Max is overwhelmed with the thrill of playing with these older boys.

He runs toward his igloo.

The boys are getting closer.

He gets there just in time and dives inside. He slides into his little cave -- giddy and nervous and happy. He's safe!

Just then the roof caves in. The boys have jumped onto the top, crushing his igloo. For a second Max is trapped in a world of cold white. He kicks his way out of the top, and we see his face, filled with fury. He's covered with snow -- it's gotten inside his coat.

When the two boys, who are about 15, see how upset Max is, they pull back, feeling awful.

BOY # 1

Are you okay?

Max, about to cry, nods. A horn honks -- everyone is waiting. The boys run back to the car. Max makes eye contact with Claire, who's standing with other kids by the car. He hopes that she'll come over, to help and comfort him -- or even to stick up for him, beat up the boys -- but instead she quickly turns away to talk to someone in the car. The boys and Claire climb in the car, as Max, hurt and angry, watches the car drive off.

He's shocked that his igloo couldn't keep him safe. And he feels betrayed -- his sister didn't take his side.

Max heaves with raw emotion then runs off into his house.

INT. MAX'S HOME - EVENING (CONTINUOUS)

Max enters his house covered in snow, and runs upstairs into his sister's room.

He's furious at Claire and wants to get revenge. He jumps up and down and throws off his coat, shaking snow all over her room and bed. He takes off his boots and his snowpants, depositing more snow onto the floor. He stands for a second, wearing only his long underwear and soggy socks.

Something catches Max's attention: On the wall next to him is a Valentine's Day heart Max made for his sister. It's a three-dimensional heart, with wheels and rockets, all made from paper and popsicle sticks. In its center he wrote, in ballpoint pen, "FOR CLAIRE LOVE MAX". She has it taped onto her bulletin board, amidst a collage of her photos.

He grabs the valentine off the wall and smashes it on the ground. Then he looks around at the small clumps of snow he's left. There are only a few piles. Not enough for Max.

He runs into the bathroom, turns on the bathtub faucet and fills up a bucket of water. He lugs it back into his sister's room and dumps it on the floor. He runs and gets another one and throws that on the floor.

He stands on the soggy carpet, now dotted with mini lakes. Calming down and surveying the damage, he begins to have second thoughts about what he's done.

Max hears the front door open. He panics and quickly runs out of Claire's room, across the hall and into his room.

He jumps into his bed, his eyes wide and worried.

MOM (O.S.)
Hey, I'm home!

Max lays there quietly, breathing hard. He hears high heels clicking in the kitchen below. Max looks forlorn, wishing he hadn't done what he did. His mom's footsteps echo through the house, getting closer to the stairs.

MOM (O.S.) (CONT'D)
Claire? Max?

MAX
(after a moment -- lacking
energy)
I'm in my room.

We hear Mom walk upstairs. She enters the room and sees Max under his covers. She sits down on his bed and kisses his head. Mom is wearing her work clothes -- a wool skirt and white cotton blouse.

MOM
What's wrong?

Max doesn't answer. He can't look at her.

MOM (CONT'D)
(gently)
Are you mad at me?

MAX
(somewhat surprised by this
question, but not unfamiliar
with it)
No.

MOM
What is it then?

(CONTINUED)

MAX

(quietly)

Claire's friends smashed my igloo.

MOM

(stroking his hair)

Oh, I'm sorry.

Max lays still, avoiding his mom's eyes.

MAX

And she didn't do anything about it.

Max looks up at his mom, then, with a sigh of resignation, gets out of bed. He walks into Claire's room; Mom follows.

As she enters, she sees the bucket and Max's snow clothes, then hears the squish of the carpet under her feet. She bends down to feel the floor and lets out heavy sigh.

MOM

Max, what were you thinking?

He doesn't answer.

MOM (CONT'D)

(getting more upset)

This is not good, Max. It could soak into the beams. It could cause permanent damage to the house.

This news shocks Max and brings him to the verge of tears. Mom, exhausted and angry, tries to calm herself down. She leaves the room and comes back with a pile of towels.

MOM (CONT'D)

(too tired to be mad)

Come on. I'll help you clean it up.

They spread towels on the floor, trying to soak up the water. Max looks anxious.

MOM (CONT'D)

(with real concern)

What happened to you two? You used take care of each other when I wasn't home. You were so good to each other --

(CONTINUED)

This makes Max more sorry than before. He, too, wishes he and Claire were still close.

MAX

(quiet, tearfully)

I know.

MOM

I really need you to help keep this house together, Max.

Max nods gravely. Both on their hands and knees, they continue to place towels on the carpet, trying to soak up the mess beneath them

INT. MOM'S OFFICE AREA - NIGHT (LATER)

Max's mom works at home at night in a room at the rear of the house. Overlooking the backyard, it's a room used for many purposes.

She's typing on her computer, an older model, while talking on the phone to a co-worker.

Feeling a bit guilty about earlier, Max wants to make up with his mom, but first tests the waters. He walks closer to her, hearing everything but not ever looking directly at her. He breathes on the window, and then doodles in the condensation. He fiddles with a few things in the room, circling his mom without overtly asking for attention. From a stack of self-help and business-oriented books on her desk, Max picks up one, flips through it, pretending to read and understand it, and then puts it down.

Mom, still not paying any mind to Max, looks anxious -- but more than that, simply tired and worn out. We catch only glimpses of her from Max's point of view.

MOM

(hiding her exhaustion with warmth)

Do you know exactly what Lasseter didn't like about the report?

Max cautiously lies on the ground near her feet. He wants to be close to his mom, and feels that sitting under her will be taken as a sort of apology.

MOM (CONT'D)

(still on phone)

...I just don't know where to begin.

(MORE)

(CONTINUED)

MOM (CONT'D)

I feel like I have to start over
and even then I don't know what he
wants...

Max reaches under the heater, lazily moving his hand around.
He looks at his mom's feet; she's taken off her shoes, but is
still wearing her panty-hose.

MOM (CONT'D)

(nodding, defeated, as she
listens to her co-worker;
then, trying to sound
upbeat)

That's okay. No problem. I guess
I just have to get started. I'll
have it in the morning. Thanks
Cindy. Sorry to call you at home.
... I know... this will be the
last time... Thanks. See you
tomorrow.

She hangs up.

Max looks up and watches his mom. From where he lays, he can
just see a sliver of her face. She sits silently, staring at
the computer, not knowing where to start, feeling hopeless.

Max tugs gently at the reinforced toe of her panty-hose.
Finally she looks down at Max, laying under her feet. She
smiles weakly at him, trying to find a way out of her own
thoughts.

MOM (CONT'D)

(softly)

Hey.

MAX

(almost inaudibly as he looks
under the heater again)

Hi.

They sit in silence for a moment. Though they're still a
little sore at each other, they're on their way to
reconciliation.

MOM

Do you have a story?

This is a game they play together occasionally, something
only the two of them share: he tells a story to her, while
she types it up on the computer. It's a good way for them to
make up, too, and tonight Max really appreciates his mom's
peace offering.

(CONTINUED)

MAX
Ummm... Yeah.

Max looks around, trying to think of a good story to tell her. He slowly meanders through, picking up momentum, letting his imagination wander. His mom opens a new page on her computer and starts typing this dictation.

MAX (CONT'D)
(putting forth his best effort)

There were some buildings... These huge buildings and they could walk. So they got up and they left the city. Then there were some vampires. The vampires wanted to make the buildings into vampires so they flew in and attacked them. They bit them. One of the vampires bit the tallest building but his fangs broke off. Then the rest of his teeth fell out. And he cried because he would never get new teeth again. And the other vampires said why are you crying, aren't those just your baby teeth? And the vampire said No, those are my grown-up teeth. And the vampires knew he couldn't be a vampire anymore so they left him. And he couldn't be friends with the buildings because the vampires had killed them all.

Mom finishes typing and smiles proudly and sadly at Max. Max smiles, content and growing tired, as she rubs his stomach with her foot.

INT MAX'S BEDROOM - MORNING

Max is half-asleep in his bed.

Max's room shows evidence of a creative kid -- intricate projects here and there. There's a large robot in progress, made from cardboard, paper and Legos; its construction is very straight and rigid, orderly. On the dresser next to his bed is a globe, an antique, lit from within. Max reads the inscription on a small brass panel on the globe:

TO MAX, OWNER OF THIS WORLD. Love, Dad

As Max lays in bed, he hears his Mom talking with his sister in the next room.

(CONTINUED)

Through his slightly open door, Max can see down the hall, catching glimpses of them talking heatedly.

CLAIRE (O.S.)
You're not coming?

MOM
I can't, Claire. You know that.

CLAIRE
Why don't you just quit? Tell him to F off?

MOM
I thought we decided I would stick this out for at least a year and then--

CLAIRE
But he's not taking you seriously. You said he's supposed to give you a raise if you finished the course. At the review he said--

MOM
I know, but-- Don't you think--

CLAIRE
I talked to Dad and he said you should--

MOM
Don't! Don't talk to your father about my job. I know you think this home is a failure, Claire, but he's one voice I don't need right now...

During this conversation, Max has set a tiny plastic sailboat onto his blanket. With one eye closed and his cheek resting on his bed, Max imagines it's a galleon sailing the ocean.

Mom comes into Max's room mid-sentence -- still talking to Claire. Mom is trying to get ready for work, putting on makeup, wearing a slight variation on her usual blouse and skirt. This isn't the first time she's come in to get Max out of bed this morning, and her frustration is growing.

MOM (CONT'D)
Max: Please. Don't make me ask you again. Get up. Get out of bed.

(CONTINUED)

Max starts to move. He catches Claire down the hall, looking at him. She stops and gives him a slight awkward smile of forgiveness then goes downstairs and leaves for school.

INT. BATHROOM - DAY

Max, now dressed, brushes his teeth.

INT. CLAIRE'S ROOM - MORNING

Max is on his knees in the empty room, looking worried, feeling the carpet and pushing on the floor to check for damage. He puts his ear to the ground to check to see if he hears anything.

INT. MAX'S HALLWAY DAY

Max comes into the hall with his stuff for school. He's wearing a heavy backpack and holding a much-loved but dirty stuffed animal. He hears quiet sobbing, and sees through his mom's half-shut door that she's sitting on her bed, her back to him. Her body is shaking softly. He stops in his tracks, not knowing what to do.

INT. MOM'S BEDROOM - MORNING

Max walks quietly into his mom's bedroom. She's sitting on the corner of her bed. He's tentative as he slowly approaches her. She doesn't hear him.

Max wants to comfort her, so he takes his stuffed animal and gently rubs it on his mom's shoulder, making a humming sound he thinks will be soothing.

This startles her -- she turns to him suddenly.

MOM
(loud and annoyed)
What, what?

She wipes the tears from her eyes and looks at him a bit less warmly than she means to.

MAX
(startled, quietly)
Nothing.

She looks down at his stuffed animal. Suddenly she takes Max in her arms and hugs him. It's so sudden, though, and the hug so intense -- she grips him so tight her arms are almost vibrating -- that Max's face betrays his confusion. What is this hug about? There's more there than Max can fathom.

(CONTINUED)

Max's face is buried in her hair but we can see his eyes and he looks bewildered and nervous.

INT. MAX'S KITCHEN - MORNING

Max enters the kitchen. His mom's BOYFRIEND, pale and stooped and younger than Mom, is there, trying to make coffee. He has a tie on and is ready for work.

BOYFRIEND

Morning.

Max acknowledges the Boyfriend, though he doesn't say anything. Max pours himself a bowl of cereal.

The Boyfriend opens the coffee jar on the kitchen counter and finds it's almost empty.

BOYFRIEND (CONT'D)

(to Max)

You know where your Mom keeps the coffee?

Max opens a cabinet, getting a new can for the Boyfriend. But because Max doesn't respond to him, the Boyfriend is offended, and wants to put Max in his place, if only slightly.

BOYFRIEND (CONT'D)

You gotta take it easy on her, Max.

Preempting any chance that the two of them would be sitting at the breakfast table together, Max takes the breakfast he's made and leaves the kitchen.

INT. LIVING ROOM - MORNING (LATER)

Max sits on a stack of to-be-recycled newspapers in the living room, trying to get a knot out of his shoelaces. The Boyfriend enters and sits at a bench in the foyer. From across the room, Max watches him out of the corner of his eye. The bench holds Mom's purse and random things like envelopes and umbrellas. Under the bench there are a number of pairs of shoes from the family, each in their own slots.

The Boyfriend bends down and gets his own shoes, which conspicuously have their own slot. The Boyfriend sits on the bench, without much regard for the things on top, and he ties his shoes. The Boyfriend stands up and yells up the stairs.

BOYFRIEND

Bye Connie.

(CONTINUED)

We don't hear a goodbye from Max's mom. The Boyfriend then sticks his hand in the silver change bowl on a desk in the hall, rifling through, looking for quarters. Max is watching him do this, and we see that for Max this is a subtle violation.

BOYFRIEND (CONT'D)

See you later Max.

Max watches through the window as the Boyfriend jogs to his car, a crumbling white Sirocco, and pulls away.

EXT. SCHOOL PLAYGROUND - DAY

We open on a very loud scene, with a dozen kids screaming happily. It's sunny and the snow has almost entirely disappeared. Max is in the center of the shot, his face grinning and grimacing at the same time. He's having a great time -- carrying a football and is being chased and tackled by a group of kids.

There are two kids he's particularly close to: AARON, a sweet round-faced boy, and AMY, a tomboyish girl. You can tell she and Max are great friends by the way she tackles him and lands on him, giggling.

CUT TO:

EXT. SCHOOL PLAYGROUND - DAY (LATER)

Max and Aaron sit on the grass, both filthy from all the tackling and running.

AARON

Max, guess what? I'm having a birthday party for my birthday and my parents said I could pick out where I wanted to go. And I'm thinking about going to the Army fort. Do you think too many people have their birthday there?

MAX

No. That place is great.

AARON

Well, that's where I want to have it. And you can be my sergeant. Do you want to?

MAX

Yeah. Okay.

(CONTINUED)

AARON

But just don't tell anyone, because
I can't invite everyone, you know?

MAX

Oh yeah.

AARON

(a little guilty)
And don't tell Amy, okay?

MAX

(surprised)
Oh, okay.

The boys look over at Amy, who is looking very serious as she
shows another boy how to look into a drain pipe.

~~MAX~~ (CONT'D)

Why?

AARON

Well, it's kind of hard to explain.
But she expects a lot of attention
and privileges from being an only
child. And she's always making the
other kids feel bad, so you
promise you won't tell her?

MAX

(not fully understanding)
Yeah. Okay.

INT. SCHOOL LUNCHROOM - DAY

A quieter scene with Max's friends. They're all at lunch,
eating and talking. Amy is sitting with Max, talking
excitedly, but Max looks tense.

INT. SCHOOL CLASSROOM - DAY

The classroom is a normal one -- there's Formica furniture
and a chalkboard, large windows with trees touching the glass
from outside. Max's teacher, male, is short and thin, a bit
bland.

TEACHER

(warming to his subject)
...and the sun is the center of our
solar system. It is why all of the
planets are here.

(MORE)

(CONTINUED)

TEACHER (CONT'D)

It creates day and night and the warmth of it's sunlight is what makes our planet liveable. Of course, the sun won't always be here to warm us. Like most things, the sun will die. When it does, it'll first expand, and will envelop all the planets around it, including the Earth, which it will consume rapidly...

Max looks concerned about this information.

TEACHER (CONT'D)

The sun, after all, is just fuel, burning ferociously, and when it runs out of fuel, it will be gone and our solar system will go dark, permanently...

(now almost cheerfully)

But don't worry, this will happen millions of years from now, long after we're all gone.

During this speech, Max looks around at the faces of the other kids in his class -- he's not sure about how to process this news. He studies the faces of his friends. Some are listening, some are drawing in their notebooks, others are staring at the solar-system mobile over their heads. Whatever their indifference, this information is clearly momentous to Max.

CUT TO:

INT. MAX'S MOM'S CAR - LATER THAT AFTERNOON

Max is looking out the window as they drive in silence. Mom is distracted.

MAX

(somewhat shaken)

We did planets today.

MOM

(lost in her head)

Mmm.

MAX

Mr. Elliott said the sun's gonna die.... After you and me and everyone is gone.

We see how scared and melancholy this thought makes Max. He looks to his Mom for an answer, but he gets no response.

(CONTINUED)

MAX (CONT'D)

Did you know that?

She's still distracted.

MAX (CONT'D)

Can we stop it?

She's still inattentive, having some kind of conversation in her head.

MOM

You know, Max, I really hope you treat women well. I hope you're never with a woman you don't respect.

We hang on that statement for a second as they drive in silence. Max takes it in, contemplating the message.

MOM (CONT'D)

(still in her own thoughts)
Just try and be a decent person.

MAX

(almost inaudibly)
Okay.

As they drive on, we see, far in the distance and over a body of water, a large city. Through the car window, Max gazes at it, puzzled by so many things.

INT. MAX'S BEDROOM - DUSK

Max is sitting up in the lower half of his bunk-bed, which he's made into a kind of fort. The lower bunk is separated by a sheet which functions as a barrier. In front of the sheet, three stuffed animals are arranged, as if standing guard.

Inside his fort, Max is deep in thought. He's received a lot of unsettling information over the past few days, and now it's as if he's deciding whether he should retreat inward, or act out.

He looks to a strange furry thing -- a costume? -- hanging from his bunk bed. It's white, hanging limply.

Suddenly Max throws the covers off -- he's made his decision.

INT. MAX'S HOUSE - DUSK

Max comes strutting downstairs, triumphant. He's wearing a white wolf suit -- the one hanging from his bunk. It's well-worn, dirty, but made from thick, realistic-looking fur.

He walks into the TV room, where his sister is doing homework. Max enters with his claws up and sniffs at the air. His sister ignores him. Without looking like he's trying, he tries to get her attention. Claire is deep in thought.

Max removes a wooden dowel from a nearby curtain. It's about three feet long and has magic marker lines on it -- it's been used before by Max for other games. Claire, seeing Max approach with the dowel, rolls her eyes as if to say, "Not this again."

MAX

(eagerly)

You want to play wolf and master?

She ignores him.

MAX (CONT'D)

Why not?

CLAIRE

Maybe 'cause your wolf suit smells like piss?

Max is hurt but continues trying, undeterred.

MAX

You want me to kill something for you?

CLAIRE

(dismissively)

Yeah, go kill the short man in the living room.

Max is deflated. Claire doesn't notice. Max growls at her, turns and leaves.

INT. MAX'S LIVING ROOM - CONTINUOUS

Max walks around the corner and looks at the Boyfriend, who's laying on the couch in his work clothes, eyes closed. While watching him, Max grits his teeth and lets out a low, simmering growl. The Boyfriend opens his eyes and looks at Max, puzzled.

(CONTINUED)

BOYFRIEND

Uhh, hey Max. How goes it?

Max looks down, frustrated and embarrassed.

Mom comes into the room with two glasses of wine and hands one to the Boyfriend. He smiles at her and clinks glasses. The Boyfriend raises his glass to Max, who just stares back at him. Mom laughs and playfully growls at Max. Max doesn't like that she does this in front of him. She picks up a dirty plate and hurries back toward the kitchen, where we hear the sounds of cooking.

MOM

(loudly into the next room)

Claire! I asked you to get your stuff off the table.

Max walks past the Boyfriend and into the kitchen.

INT. KITCHEN - CONTINUOUS

His mom is cooking. Max enters the kitchen with his arms crossed, walking like a general inspecting his troops. Max starts sniffing around, waiting to be noticed. He looks down his nose at all the food, examining it. Mom is too frazzled to pay attention to him. Max gets up on a chair and assesses the work his mom is doing. She's boiling water in a pot.

MAX

(pointing to something)

What is that?

MOM

Pâté.

Max seems mildly dissatisfied, imperious. He fiddles with things on the counter. He licks a spoon. He picks up a bag of frozen corn.

MAX

Frozen corn? What's wrong with real corn?

He drops it loudly on the counter. It knocks over a bottle of cooking oil.

MOM

(firmly, trying not to lose her patience)

Get off the chair. And go tell your sister to get her stuff off the dining room table.

(CONTINUED)

Instead of getting down from the chair, Max goes from the chair to the counter and stands there, hovering over her. He's standing about twelve feet tall now, in his animal costume.

MAX
Woman, feed me!

MOM
(exasperated)
Get down from there!

Boyfriend yells from the living room.

BOYFRIEND (O.S.)
(trying to be helpful)
Ignore him. He just wants attention.

Max crosses his arms and stares at her.

MAX
Your makeup's running!

Her eyeliner is indeed running a bit, and her makeup is blurry from the steam. She wipes her eyes.

MOM
(furious whisper)
Goddammit! Get off the counter!

Max growls angrily at her.

MOM (CONT'D)
MAX!

MAX
I'll eat you up!

He growls loudly, raising his arms as he claws at her.

Mom can't take it anymore. She lunges for him, and he jumps off the counter, fleeing, still growling.

He tears through the living room, and, somewhat to his surprise, she chases him. When they pass in front of the Boyfriend, the Boyfriend takes notice of the escalating volume and urgency. He's in the middle of sipping his wine and looks up over the glass.

In the front hall, Mom catches him, grabs him and holds him roughly.

MOM

(harried and unkempt)

Max! What's wrong with you? You don't allow me any dignity!

MAX

(answering before he could possibly understand what she's said)

Yes I do!

Max thrashes around in his mom's grip. Max is flailing in a tantrum, trying to get free. She finally picks him up to take him to his room.

MOM

(losing control herself)

No way you're eating dinner with us, animal.

Max, trapped, is in a rage. He wants to get out of his mother's grasp by any means necessary. He kicks and squirms, trying to get loose, knocking a delicate blue bird -- which he made himself from popsicle sticks -- off a table and onto the floor, where it breaks into a dozen pieces.

Now losing all control, he growls and suddenly bites his mother's arm ferociously. She drops him on the floor and he falls down in a lump. She steps back, holding her arm in pain. Max is shocked by what he's done, instantly realizing that he's gone too far.

MOM (CONT'D)

(completely enraged)

Gah! You're out of control! Can't you be a human being!?

Close on Max, we see that though he's not sure what this means, these words have hit him hard.

Max turns to see the Boyfriend entering the foyer.

As Mom is still in pain, the Boyfriend hesitates -- he's unsure if it's his place to get involved. He stands and comes toward Max.

BOYFRIEND

Connie, you canNOT let him behave that way--

(CONTINUED)

MOM

(totally exasperated that he
has the gall to tell her how
to deal with her son)

I KNOW! What do you want me to do?

Claire comes into the hall to see what is going on.

BOYFRIEND

Something! Something needs to be
done!

Mom turns to Max.

MOM

Why are you doing this to me?!
This house is chaos with you in it!

This is the last straw with Max. He turns red with rage and
runs out of the house into the night. The Boyfriend, now
thinking he must resolve this, runs out the door after Max.

BOYFRIEND

Max!

Max turns and runs.

EXT. STREET - NIGHT

Max tears down the street, running and trying at the same
time. He's excited about fleeing from the Boyfriend --
partly to get away from him and partly just for the sake of
seeing who's faster. And he's mad at his mom for empowering
this guy.

The house next to Max's has been leveled. Another house or
two along his road is under construction -- the neighborhood
is in a state of flux. It's dusk, and the neighborhood is
awash in colors of fall and sunset.

The Boyfriend follows Max for a block, huffing mightily, but
he's unathletic and is quickly losing ground. Max
periodically looks over his shoulder and is finally
emboldened when he sees that the Boyfriend has given up.

He's won! It's every kid's dream. Max keeps running, and
though his face is wet with tears, he's grinning maniacally
at his triumph.

The sequence ends with him running toward a forest in the
distance, where the road ends and the trees begin.

EXT. NEARBY FOREST - NIGHT

Max, still high from the run and still breathing hard, comes into the forest. He reaches a small clearing around a fallen tree, where he has a few possessions stashed. He's comfortable there. Feeling powerless, Max grabs a large stick and stomps around, hitting things violently.

Finally he calms down a bit, but he's still stalking around. Soon the weather picks up. The wind blows louder, whipping the leaves around in a fury. Max, feeling the night's power, howls into the sky.

He hears a scraping sound. He freezes in place and listens. He sniffs at the wind. He skulks further into the forest, following the noise, hunting it.

The scraping sound leads him to the shore of a medium-sized lake. The stars are out and the moon is reflected on the placid water.

A boat floats, its hull rubbing against a rock. Max looks around to see if anyone is there. The boat isn't tied to anything, and starts to drift away from the rock. Max rushes toward it and grabs the loose rope attached to it. He pulls the boat back slowly. He looks around again, wondering if the boat has an owner, if anyone's watching. He stands before the boat, the trees swaying violently around him.

Suddenly, the sound drops out. The world is silent.

Max slowly but decisively steps into the boat.

The vessel slowly drifts away from the rocks. The mood is dreamy, almost surreal.

Max allows the boat to drift, watching seriously and intentionally as the land grows more distant.

When the shore is fifty yards away, the boat slowly turns in the wind, to face away from the forest and out to sea. Max shifts to see what's out on the horizon. He eyes the city across the sound. There is no question about his intentions now -- he must sail to the lights.

Max pulls the sail up the mast, and the sound rushes back in. Wind pushes at the sail and we hear the sail filling with air. Max grabs hold of the rudder and sets sail toward the city. Max has a "I'll show them" attitude -- he can sail that boat! It looks no more than a few miles away. The sound of wind fills the scene. Max looks at the compass inlaid into the wooden boat. The city is due North.

EXT. OCEAN - NIGHT

From a wide shot, we see Max sailing out into the body of water, leaving the wooded shoreline behind him.

We cut to Max. The water is louder now. Max looks up from the rudder, puzzled. The city is now farther than when he started sailing -- now at least 15 miles away. Max looks at the compass; it still says due North. He looks behind him -- the wooded shore is hardly visible on the horizon. Stars fill the night sky. He looks forward again and pulls the sail taut to gain speed.

Further out now, the wind has picked up. The boat cuts quickly through the sea.

Max looks past the bow toward his destination. His brow furrows -- the city is now much smaller, really just a cluster of tiny lights. Behind him, there is nothing but a clean horizon line. He is still sailing due North. Max is confused and cold, but nothing can diminish his resolve.

EXT. OCEAN - DAWN

A pale early light paints the ocean pink. We see a wide, wide shot, with Max and his boat a tiny speck in the vast ocean.

On board, we see Max look around at the horizon line. In front of him, no signs of the city. Behind him is just water and sky. There is no land in sight.

He fixes the sail in place. He grips the rudder and checks the compass, still pointed North. He settles in. This is going to be a long journey.

MONTAGE

Morning. Max is concentrating and determined as he struggles with the sail and the rudder, figuring out how the boat works. He's tangled in the ropes.

Cut: high noon. Max has gained confidence. He's sailing at a fast clip, wind in his face. He's getting the hang of it but is sailing a bit out of control.

Cut: The wind has diminished. Max is bored and stares at the water. In the bottom of the boat there's a puddle of water forming. He moves his feet to avoid it.

Cut: Max sits, meticulously cleaning his costume's bushy black tail. He concentrates, picking each bramble out, one by one.

Cut: Night. Max lays on the bench, looking up past the sail at the night stars. He has tied a rope to the rudder to keep it going straight. He holds his stomach -- it's been so long since he's eaten.

Cut: Daytime. Max stands at the bow of the boat like a captain -- his arms crossed, surveying the sea. There is still no land in sight. He checks his compass and makes a minor adjustment to the rudder so that he's still going due North.

Cut: Day. Quick series of shots. We see Max pass the time with assorted activities. Playing with his clothes, he pulls his hood tight, hiding most of his face. He makes strange sounds with the back of his throat. He lines up dead bugs on the side of the boat and flicks them one by one into the sea.

Cut: Day. Max fidgets with a loose nail in the wood, pushing it back and forth. He finally works it out of its hole. Max leans over the bow, using the nail to carve into the outside of the boat. He carves in deeply. He pulls his hand away and we see he has carved "MAX" into the wood. He looks pleased.

Cut: Night. A torrential downpour. Max sits, soaking wet. His hand is on the rudder still.

Cut: Night. It has stopped raining. Over the bow, there is a light on the horizon. It's still far away, so he can't make out what it is. He looks at the compass. Still due North.

Cut: Night. Off the bow of the boat, Max sees a single island out ahead. The light is a large bright glow at the center of the horizon -- this light is very different than that of the city. Max is emboldened and more determined than ever. He is so close to his destination.

EXT. ISLAND - NIGHTTIME

Max is in awe of the island as his boat enters a bay. Beyond the beach and the bluffs above, he sees a jungle, and in the jungle, he sees a large fire raging. He gazes up, astounded and smiling. Above the jungle is a large mountain, what could be a dormant volcano -- in the dark night just a great black silhouette. In the jungle, the fire ebbs and flows, bursting periodically like a growing bonfire. Max's boat scrapes against the coral; the boat is stuck. Max jumps out and into the water, waist-deep.

Max wades into shore, driven by curiosity and wonder -- and the desire to step onto dry land. On shore, he puts his hood up around his head and keeps his eyes on the jungle ahead.

(CONTINUED)

There are sounds of chaos in the distance, audible even from the beach. He walks into the jungle, tense and ready for anything.

Max skulks through the foliage like a cat. It's warm, humid. This is a truly dangerous, muddy jungle -- wild, primal and unpredictable. As the sounds get louder, Max comes upon a clearing.

Through the trees he sees the movement of a mass of huge creatures -- six of them, making mayhem around an enormous fire.

Max can't believe what he's seeing. He freezes in his tracks and drops to his knees. Hiding in the grass, he watches, wide-eyed, enthralled.

The creatures, Wild Things, are about nine feet tall, sturdily built, with large heads and pronounced features. Their faces are very expressive, though their bodies -- with great muscles, long claws and fantastically sharp teeth -- are built for mischief.

The Wild Things are tearing things apart, destroying all in sight, ripping walls off of buildings. To the uninitiated, it looks like a bunch of monsters have come into a human encampment, eaten or scared away the residents, and are now destroying all evidence of civilization.

The buildings themselves are one-room shelters but designed in almost artistic, abstract forms made from interlocking tree trunks.

The Wild Things roar and growl as they smash the structures.

Upon closer examination, it becomes clear that not all of the Wild Things are equally engaged in the mayhem.

One creature, CAROL, seems to be leading the melee. He's got twisted horns and dark bags under his eyes, and a round face could be warm and tender if he was in the right mood. But right now he's too intense. He gets a running start and barrels into the side of a small house-like structure, knocking half of it down.

Another creature, looking like a giant rooster -- this is DOUGLAS -- stands, disapproving of the destruction, as if to say "Not this again."

IRA is a huge-nosed Wild Thing with poor posture and a sad aura. He and his seeming-wife, JUDITH -- severe, ugly -- are listlessly helping Carol knock the buildings down.

(CONTINUED)

They're throwing things in the fire while chatting casually to each other.

But Carol wants more participation, more focus.

CAROL

C'mon!

Douglas joins in listlessly, kicking a pillar and sending a roof earthward. Carol is pleased. Now we see that a smaller creature is upset about all the activity -- this is ALEXANDER, who resembles a goat, standing upright and with white-grey fur. He's the smallest Wild Thing by far, closer to Max's size.

CAROL (CONT'D)

C'mon you guys, bring it down!
Don't you hate that wall, Judith?
Knock it down!

To appease Carol, Judith runs into a wall and knocks it down, then goes and sits down again.

CAROL (CONT'D)

(indicating another
structure)

Ira, don't you wanna bash your head
into this?

Carol bashes his head into a house, and Ira follows. When the wall falls down, they fall with it. In the fall, the wall has pinned Ira down awkwardly. He frees himself and stumbles over toward Max -- but doesn't see him. Max holds his breath, unsure if he should run. Close up, this Wild Thing is absolutely enormous, with filthy fur and spectacular teeth.

Ira is straining his neck, trying to look at his own back. Judith approaches. Ira turns around, showing his back to Judith. All of this is happening so close to Max he can smell their rancid breath.

IRA

(laughing)

Is it twisted?

Judith inspects his back.

JUDITH

(laughing too)

Yeah, it's twisted.

(CONTINUED)

THE BULL Wild Thing occasionally looks out, staring into the camera, locking eyes with the audience -- it's extremely unsettling if you notice it.

Max still hides, watching. He's scared, but some part of him is in awe.

Max realizes now that the Wild Things, the six of them, are like a very complicated family. They each have distinct personalities and seem to have long histories with each other.

But the mayhem is at a lull, and it's clear that their leader, Carol, is dissatisfied. He wants more chaos.

Max watches Carol. Carol is in the process of trying to smash what's left of a building with a tree trunk.

Soon he works himself into a rage, almost out of control. Then he stops, out of breath, resting but still in a state of possessed focus. As he's breathing heavily, he looks around, taking in the scene, temporarily lost in thought -- a state of disengagement at odds with the action around him, but at the same time eerily similar to Max's stomping in the forest just before his journey on the boat.

Max watches Carol, and looks at the last structure, which Carol has been trying to take down. There's one pillar holding it up, and the opportunity is just too good for someone like Max -- who also likes a good game of destroy-it-all. Now that there's one pillar left, something clicks in Max. He's the man for the job. This is his chance.

Max summons all of his courage and leaps up and runs toward the melee. He dashes through the legs of Douglas and Ira, his face filled with determination. The Wild Things tower over him, and outweigh him by hundreds of pounds. We're shocked that Max is this brave.

Max runs and leaps into the last pillar, cracking it in half and sending the structure earthward. It crashes dramatically. Max quickly gets up and grabs a big stick and waves it around, destroying everything in sight.

We cut to see Max from Carol's perspective. Carol looks down and sees this little person in a wolf suit running with his fists and face clenched, waving a stick. The intensity in Max's face -- he's so serious! -- looks comical when seen from Carol's point of view.

The Wild Things are taken aback, amazed by Max's energy. Then something strange happens: they catch on to his contagious sense of chaos.

(CONTINUED)

Judith starts first, by taking Ira by the arm and throwing him into the rubble that Max just created. Everyone laughs and the melee grows more chaotic. Buildings and Wild Things fly every which way.

Things escalate. The fun is bigger, louder. The creatures are getting wilder, more out of control. Max runs among them, throwing and splintering anything he sees. The Wild Things do the same, and throw huge pieces of the structures onto the fire.

The giant Wild Things appear to be liking and accepting Max, but their claws are getting perilously close to him repeatedly -- he has to duck out of the way. Now their feet -- he jumps and dodges, as one Wild Thing almost steps on him.

The chaos continues, but soon the village, or whatever it was, is rubble and ash. There's nothing left to ruin.

The Wild Things are catching their breath but Max is still smashing, not seeing that they've stopped.

IRA

I'm bored.

JUDITH

(indicating Max)

We could eat that.

IRA

Yeah, I guess.

Max looks up, realizing they're talking about him.

DOUGLAS

Hey, what are you doing?

JUDITH

Oh, we're gonna eat him.

DOUGLAS

(casually)

That sounds good.

Now Max begins to feel the creatures circling in on him. Their intentions are unclear. Max looks from one Wild Thing to the other, as they get closer to him.

Max backs up.

The Wild Things are smiling.

They're breathing hard.

(CONTINUED)

Their teeth are gigantic.

Judith licks her lips.

Ira has his arms out -- for a hug?

Thousands of pounds of muscle and fur are still coming toward Max -- who's four feet tall and tender as a calf. He looks up at them, panicked as he's backed into a corner. He has to do something. He arches his back and lets out a voice much greater and more commanding than we could ever expect:

MAX

BEEEEEE STIIIIIIILL!

The Wild Things freeze in their tracks. All is silent.

There's a split second when Max just can't believe it worked. But there's still tension. We have a quick close-up on Carol, who's intrigued by Max's power.

Then from the back of the group:

K.W.

Why?

MAX

Because... Uh... Because...

The Wild Things stare seriously, threateningly.

MAX (CONT'D)

Because, well, I heard about this one time that they weren't still and they...

JUDITH

Who? Who wasn't still?

MAX

Uhh. The hammers. They were huge ones and they didn't know how to be still. They were crazy. They were always shaking and running around and never stopped to see what was right in front of them. So this one time the hammers were storming down the mountainside and they couldn't even see that someone was coming up to help them. And you know what happened?

The Wild Things, enthralled, shake their heads.

(CONTINUED)

MAX (CONT'D)

They ran right over him and killed him. And he was there to help.

DOUGLAS

Who was he?

MAX

Who was who?

DOUGLAS

The guy coming up the hill.

MAX

He was... He was their king.

The Wild Things are awed by the story.

IRA

(in a reverent whisper)

Are you our king?

Beat. Max has to think -- he didn't know where he was going with the hammer-hill story, and now he's painted himself into a corner. He has no choice.

MAX

Yeah. I guess so.

A ripple spreads through the crowd. Carol smiles.

IRA

He's the king.

DOUGLAS

(with certainty)

Yeah. He's the king.

ALEXANDER

(in a teenager's sarcastic voice)

He's not the king.

JUDITH

(making an observation)

He's very small.

A quick murmur spreads through the crowd of Wild Things. Is he or isn't he? Now Carol wants to settle the issue. He puts it to Max:

(CONTINUED)

CAROL
(hopeful)
Are you the king?

Max has to think quick. He folds his arms across his chest and looks around. He realizes that he has two choices: he can either be king or he will be eaten.

MAX
Yes! I said I'm the king!

A murmur of excitement ripples through the crowd. Now it's clear to us that Carol is the closest thing the Wild Things have to a leader. He is one of the biggest Wild Things, and has great presence. It's up to him to confirm that Max is indeed the king.

CAROL
(with great joy)
You're the king!

Now it's settled. The Wild Things have a new king!

DOUGLAS
(deeply pleased)
He's the king!

There's a roar of approval from everyone. The Wild Things are ecstatic.

They all start talking. Max turns to Ira, who is next to him.

MAX
(in a whisper)
Of what?

IRA
All this!

Ira proudly gestures to everything around them.

IRA (CONT'D)
This is ours! This is our home!

Max looks confused but nods. We pan around to see the destruction, which is extensive -- there's nothing left but charred rubble. This is his kingdom?

MAX
(aside to Ira)
Why did you do this?

(CONTINUED)

IRA

It wasn't good enough.

Carol looks over to them, aware that he's being talked about and wanting to see what Max thinks about this particular information.

Max nods in a way that indicates he understands this reasoning -- he understands and accepts it. Carol relaxes: kindred souls, it seems.

The Wild Things all surround Max, hugging him, cheering, patting him on the back with their huge clawed hands. They lift him and pass him from one to the next. Max's grin is as big as his head.

Max feels accepted and loved and in charge. This is his dream -- he's the king! They parade him around. Wild Things shake the trees and leaves of every color rain down like ticker-tape. A Wild Thing knocks down a tree in celebration. It's the most fun Max has ever had as the parade continues noisily through the jungle.

EXT. TUNNEL AREA - NIGHT*

Max is on the shoulders of the Bull.

The Bull and Max follow Carol into a tunnel. The rest of the Wild Things are just outside, still celebrating.

The Bull puts Max down and excitedly roots around in some rubble on the ground. Carol is standing a distance away, hands clasped behind his back -- very much the guy who pulls the strings.

The Bull takes a scepter from the rubble and hands it to Max. Max holds it and instantly looks king-like. He inspects the scepter reverently.

The Bull digs through the rubble for something else. Max, peering around the Bull to see what he's going to pull out of the rubble next, realizes that it's not a pile of sticks and rocks but a pile of bones -- some clearly those of Wild Things, some of... humans?

Max looks concerned. All he can hear is the rattle of the bones and the heavy breathing of three enormous Wild Things.

The Bull pulls a crown from the pile. He turns to place the crown on Max's head.

But Max pulls away just slightly.

(CONTINUED)

MAX

(quietly, pointing to the
pile of bones)

Are those... other kings?

The Bull glances quickly to Carol.

CAROL

(dismissively)

No, no. Those were there before we
got here.

Max looks unconvinced. Carol steps forward, takes the crown
from the Bull and speaks to Max with great solemnity.

CAROL (CONT'D)

Now you're the king.

(affecting a ceremonial sort
of gravitas)

You'll be a truly great king.

Max is still skeptical.

MAX

(quietly to Carol)

What do I have to do?

CAROL

Whatever you want to do.

MAX

(thinking for a moment)

And what do you do?

CAROL

We do whatever you want us to do.

Whatever makes you happy.

MAX

(starting to warm to the
idea)

Whatever makes me happy?

Carol nods with conviction. Max accepts this and lowers his
head to receive his crown. Carol gently places it on Max's
head. All goes quiet outside as he does this. The Wild
Things peek in -- all looking reverently at their new king --
and they've been listening, too. But something's been lost
in the translation.

(CONTINUED)

IRA

(in a whisper of urgent excitement)

He's going to make us happy.

JUDITH

(also whispering -- momentarily hopeful but still skeptical)

Yeah.

(then quickly putting up her guard again)

But he's small for a king, right?
Am I right or am I nuts?

DOUGLAS

What a relief. I like it better when we have a king.

K.W. shakes her head skeptically at this thought as she watches Carol excited with the new king.

IRA

I'm still hungry.

Max grins with pride, looking up, trying to see the crown on his head.

The Bull lifts him, and as they make their way out of the tunnel, there are deafening cheers from everyone. Before they do, though, Max's head is carelessly bumped against the ceiling of the cave.

EXT. JUNGLE NIGHT - CONTINUOUS

Once outside the cave, it gets momentarily quiet, as the creatures seem to be expecting something from Max. Max climbs onto a big rock and looks down at the waiting faces.

MAX

(wanting to say just the right kingly thing)

Let the wild rumpus start!

They all cheer. Max feels great and grins huge. It was the right thing to say.

They celebrate. Max jumps off the rock and starts growling at the Wild Things. They make a circle around him and growl back, imitating him. He acts like a monkey, and they act like monkeys. He's in the center of it all, loving it. Max takes off running and barking, and they follow him running and barking through the jungle.

EXT. CLIFFTOP - NIGHT

Max runs up a small incline to a clearing on top of a cliff. He starts to howl at the moon.

MAX

Aaooooo!

They all arrive a few steps behind him and do the same.

They all run up to the cliff, and because Max is standing close to the edge and they're careless, they almost knock him off the cliff -- maybe with someone's hip -- though one of the Wild Things immediately catches him and places him back on the ground. It's comic, but also reminds us that there's some danger still on this island.

We hear howling from other areas of the jungle. Then a cacophony of sounds and howls -- other animals responding and joining in from across the hills and canyons in the distance.

MAX (CONT'D)

Aahooooo!

Max is howling with all his heart. Suddenly he hears a girl's giggle coming from above. Max looks up and sees a female Wild Thing looking down laughing at him with a smirk.

This is K.W. She's not quite as tall as the others but she still towers over Max. She has long red hair with little ears poking through. She's got sweet, gentle eyes and fangs - cute fangs. She has a protective scepticism.

She seems to be laughing at Max, though silently.

MAX (CONT'D)

(self-consciously)

What?

K.W.

Nothing.

Her voice sounds like that of an 18-year-old girl.

Max looks at her, not understanding. He's a little intimidated by her knowing smile.

MAX

What?

K.W.

(with a laugh)

Nothing.

(CONTINUED)

There's a spark between them. Immediately Max is intrigued.

Max's attention is diverted by Carol -- he's jumping high in the air, like a frog but with a thunderous thump each time he lands. It's clear to us that Carol is purposely trying to get Max's attention and divert it from K.W.

Max sees Carol's jumping skill and has an idea. He chases after Carol into the forest, trying to get his attention.

MAX

Hey!

Max begins to catch up to Carol.

MAX (CONT'D)

Hey, ~~jumping~~ jumping guy!

Carol slows down and ~~finally~~ stops. Max catches up. Carol is grinning, breathing heavily.

MAX (CONT'D)

Can you jump up ~~into~~ that tree and catch yourself ~~with~~ your teeth?

CAROL

Phhhh. Of course.

Carol jumps up and almost catches ~~the~~ branch with his teeth, but fails, falling down. Determined to impress the king, he gets up again and this time is successful. He holds the branch with his teeth and hangs there, twelve feet off the ground, with his arms to his side.

CAROL (CONT'D)

(still hanging by his mouth)

Like this?

MAX

(smiling, very impressed)

Yeah, that's good.

Carol comes down, but something's bugging him. He does a quick dance of pain, spinning around, holding his mouth.

CAROL

Ow! That hurt. That's my bad tooth or something.

He looks up and sees Douglas and Ira, who have entered the frame. Douglas is dragging Ira by his feet, like a caveman dragging a bride, but backwards.

(CONTINUED)

CAROL (CONT'D)

Hold it. You guys. Look at this.
Do I have a piece of bark in here?

Carol approaches Douglas and Ira quickly and bares his teeth, revealing a mouth of about 100 huge, extremely sharp teeth. Douglas leans slightly away from Carol.

DOUGLAS

I don't see anything.

Carol looks down to Ira -- he's still laying on the ground -- and looks for an answer. (There's no possible way he could see anything from his angle.)

IRA

Nope.

CAROL

(to Douglas)

You gotta get closer. Stick your head in there.

Carol opens his mouth wide; his mouth is really terrifying now.

DOUGLAS

(laughing nervously)

Heh heh.

Ira stands now. He and Douglas are smiling, pretending they want to help Carol, but they're both wary of him, and his terrifying open mouth.

IRA

(saving Douglas, backing away, inventing an excuse)

Come on, Douglas, we have to put some rocks ... in a pile.

Ira leads Douglas away. Carol's face hardens. Max sees all of this, concerned.

CAROL

Hey King, do I have something stuck in my teeth?

Carol squats down toward Max and opens his mouth.

Max hesitates for a second, and notices that this hurts Carol's feelings. He decides to help.

(CONTINUED)

MAX
(sticking his head in even
farther)
I don't see anything.

CAROL
(speaking with Max's head in
his mouth)
No, no. Farther back.

Max goes in farther still, putting his knee onto the ridge of Carol's mouth, trusting Carol completely. For a split second, Carol's eyes light up.

MAX
(his voice deep inside Carol)
Whoo... You've got bad breath.

~~CAROL~~
(laughing)
Watch it. I could take your head
off in one chomp.

MAX
(finding something)
Oh yeah, there is some bark. It's
a big piece.

Max, triumphant, climbs out of Carol's mouth holding a large chunk of bark. Carol looks at it, amazed at its size.

CAROL
Oh wow, thanks.
(now with deep appreciation)
Thanks.

Carol looks at Max briefly with great gratitude and affection. The trust that Max has shown in Carol means everything to him. It's been a while since someone expected the best of Carol.

As Carol rubs his gums, relieved, Max stares up at the same branch Carol clung to with his mouth.

MAX
I wish I could do that.

CAROL
You could. It's easy. It just
takes good aim.

(CONTINUED)

MAX
(excitedly)
Okay, throw me up.

Carol takes Max in his arms and starts to swing him. Max makes himself stiff as a board, with his arms rigid to his sides and his mouth open as far as humanly possible.

Carol tosses him up into the tree and Max's face smashes into a branch. He comes plummeting to the ground in a heap.

CAROL
Huh. Maybe you can't do it.

Max stands up, rubbing his face, unfazed.

A DOZEN WILD THINGS run crazily toward Carol and Max, all of them inexplicably covering their eyes with their forearms. Carol lifts Max over his head, to protect him from the throng, who run wildly at them, unable to see where they're going. The Wild Things bump into trees and trip over rocks and logs. When they're just about out of sight, Carol turns to Max, indicating that they should rejoin the group.

MAX
(smiling)
Let's go.

Max and Carol follow the Wild Things and the pandemonium.

EXT. JUNGLE - CONTINUOUS

Max climbs up on a huge fallen tree. Up there, he surveys his kingdom. He sees Douglas on the ground below, rolling around with a giant rock in his arms.

MAX
Hey you -- wrestling the rock.
Trip that guy!

Max points to Ira, who's running toward Douglas. Douglas stretches his leg out and catches Ira -- sending him tumbling to great comic effect.

MAX (CONT'D)
(pointing to Ira)
Now you -- who just fell. Trip
that one!

Ira throws his arm out to trip Judith, who goes flying. Max is loving it. The Wild Things laugh, too.

(CONTINUED)

Someone throws Alexander -- the goat-like creature -- sending him flying across the frame into a thicket. He comes out of the bushes laughing.

MAX (CONT'D)

(laughing)

Yeah, throw the goat again!

Alexander, the goat, looks at Max and his smile instantly drops as he rolls his eyes with spite.

ALEXANDER

(stone-faced, glaring at Max)

No.

Alexander walks off, grinning again, back to having fun with everyone else.

Max sees K.W. at the ~~other~~ end of the fallen tree, watching the festivities, not participating now.

K.W. has a melancholy air about her -- she's often apart from the others and their fun. Max watches her as she takes everything in; she's processing it, a bit dismissive. After a moment, Max runs down the log and leaps onto her back with a happy growl. She's surprised, and she stumbles back and falls to the ground, laughing.

This tackle leads to a gigantic, gleeful pile-on.

About a dozen Wild Things jump on, and soon they're all in a huge scrum on top of each other. As the bodies all crunch on top of them, Max finds a safe pocket and covers his head. When he looks up, he is inside a gigantic pile of Wild Thing bodies. Everyone is laughing and groaning cheerfully from the weight. We hear bits of what they are saying:

"Whose foot is in my ear?"

"I'm hungry."

"Carol, that's not funny. Don't."

Max starts crawling through the nooks and crannies of the bodies -- that have conveniently formed small, Max-size tunnels.

Max starts tickling everyone. They all laugh. It's great fun, but it's also very dark and very hairy and extremely smelly. The walls of the tunnels shift as Wild Things wriggle and giggle. Someone's body moves and pins Max's leg. Max tries to get his leg unstuck but can't. It's a little claustrophobic and he's getting nervous.

(CONTINUED)

Suddenly... in the wall of bodies, a head turns, and a pair of huge eyes open, like two lamps being turned on. It's K.W. Max looks up.

K.W.
Hey.

MAX
(worried)
Hey.

K.W.
Are you alright?

MAX
My foot's stuck.

With her free arm, she pushes someone's blubber off and extricates his foot.

K.W.
Now we're even.

MAX
What for?

K.W.
I don't know. I guess nothing.

Max pauses.

MAX
What's your name?

K.W.
I'm K.W.

MAX
I'm Max.

K.W.
Yeah, I know.

K.W. looks at Max grinning for a moment.

K.W. (CONT'D)
So why'd you come here?

MAX
Well... I'm an explorer. I explore.

(CONTINUED)

K.W.

Oh, so no home or family?

MAX

No... well... I mean... I had a family but I...

K.W.

(a little excited)

You ate them?

MAX

(horrified)

No!

K.W.

(doubting back)

Oh, good, good. Yeah. Right. So what happened?

MAX

(mumbling)

I don't know... I did something... I mean I think I did stuff to make them not like me...

(long beat as Max works it out in his mind)

I caused permanent damage.

K.W. nods, understanding.

The body that's on top of K.W. shifts and puts extra pressure on her head. She looks pained, her expression changing from a beatific smile to one of great contortion.

MAX (CONT'D)

You okay?

K.W.

(cheerfully, though with her face comically squashed)

Yeah. Good night.

MAX

Night.

Max crawls out of the middle of the pile-on and settles on the edge, putting his head on someone's leg. He doesn't even know or care whose it is -- he trusts all of these Wild Things. The sky is just beginning to change, the world pulsing in the gauzy pink light of dawn.

(CONTINUED)

Max lazily turns his head toward the pile of creatures -- many of them have chosen to just fall asleep in the huge pile. Without spending much effort, he reaches in to get his crown, puts it on. He's happy and exhausted, about to drift off to sleep.

---END OF FIRST ACT---

EXT. SEASIDE CLIFF - MORNING

The sun is huge and bright. We start in close on Max as he wakes up. He's disoriented but he realizes he's in the arms of a Wild Thing, being carried high above the ground. All Max sees is the water 400 feet below -- he's being carried along a cliff-side. Max looks a little startled.

CAROL (O.C.)

I didn't want to wake you up. I want to show you something.

Max looks up, still groggy. Now he realizes he's in the arms of Carol.

MAX

(now waking up)

Okay.

Max takes everything in. On one side, the sea is gold and glittering and endless below. The sky is bright cobalt blue. It's a perfect day.

Max climbs up onto Carol's shoulders, getting a better look at the incredible landscape around him.

Max feels that something's missing. He touches his head and realizes he doesn't have his crown.

MAX (CONT'D)

(kindly, hesitantly)

Hey... where's my crown?

CAROL

You don't need the crown today. I put it under the fire for you.

Max has no idea what that means.

MAX

Oh. Okay, thanks.

(CONTINUED)

They walk away from the cliff and through the jungle -- this part of the jungle is different: the plants are orange, blue, yellow.

CAROL

So how'd you get here?

MAX

(with some pride)

I sailed.

CAROL

Oh yeah? How long were you at sea?

MAX

(off the top of his head)

Ummm... I guess almost... a year.

Max is still taking in the sights. The landscape continues to astound: incredible plants, glimpses of strange bugs, birds, snakes, animals;

CAROL

(whistles ~~rather~~ of-factly)

Wow. You must be an extraordinary sailor.

MAX

Yeah, but I don't like sailing much.

CAROL

Yeah, me neither. Sailing is so boring. And there's nothing I hate more than being bored. If boredom was standing there in front of me right now...

(brightly)

I don't know if I could restrain myself -- I might have to kill him!

They both laugh.

MAX

(recognizing the truth in this)

Yeah.

They walk for a second. A beautiful red bird, the size of a kite, zooms by.

(CONTINUED)

MAX (CONT'D)
(pretending that he knew, but
just forgot)
What's your name again?

CAROL
Carol Swikord.

MAX
(nonchalantly)
Oh, right.

CAROL
So, how do you like everyone here?

MAX
(earnestly)
They're good. They're big.

CAROL
You were talking to K.W. last
night, right?

MAX
The girl?

CAROL
Yeah.

MAX
Yeah, she's nice.

CAROL
Yeah, she is. She's sweet.
She's... she's uh... I bet she
told you some things about me.

MAX
(matter-of-factly)
No. She didn't say anything.

CAROL
She didn't? No? Nothing?

Carol lets out a big laugh, entertained by this.

CAROL (CONT'D)
That's fascinating.

Coming down the path towards them is a group of Wild Things.
Carol and Max step off the path as the group, about a dozen
or so pass by them.

(CONTINUED)

The group is carrying a Wild Thing above their heads. Its body is limp and lifeless, and a few of those in the group are crying softly.

MAX

(quietly, after they pass)
What happened to him?

CAROL

(quietly and concerned)
I don't know. I don't really know them. I've seen them around a little bit, but... C'mon.

Max and Carol continue. Max is thinking hard about what he just saw.

EXT. LAVA FIELD - DAY (LATER)

Now Max is walking next to Carol, as they pass through a vast lava field. Max is ~~still~~ deep in thought.

MAX

(seriously)
See that rock? It used to be lava.
(beat as they walk)
And someday it'll be sand.

CAROL

(pondering this)
And then what will it be?

MAX

I don't know? Dust?

CAROL

(genuinely curious)
Hmm. And after dust?

They walk a few steps. Max doesn't know the answer to that last question.

CAROL (CONT'D)

Wait. C'mere. Listen to this.

Carol puts his ear to the ground. Max follows.

CAROL (CONT'D)

Huh. It's not here right now. You never know where it's going to be.

Quick cut to another part of the lava field, where Carol and Max again kneel and put their ears to the earth.

(CONTINUED)

They're both listening, ears on the ground, when Carol's eyes brighten.

CAROL (CONT'D)
Hear that?

It's a low muffled sound, getting slightly louder.

MAX
Yeah. What is it?

CAROL
I don't know.

Carol looks profoundly concerned. Eyes left and right.

CAROL (CONT'D)
(really distraught)
It really worries me sometimes.
Have you heard that sound before?

MAX
(really wondering)
I'm not sure... Maybe it was
different when I heard it.

Beat. They're still facing each other, ears on the ground.

MAX (CONT'D)
Did you hear that the sun is gonna
die?

Carol sits up. Max does, too. Carol looks up at the sun and furrows his brow -- this is news to him.

MAX (CONT'D)
What's gonna happen to all of us?

Carol looks back down at Max and sees that this means much more to Max than he's letting on.

CAROL
Nothing's gonna happen, Max.
You're the king.
(standing up)
And look at me. We're big! How
can guys like us worry about a
little tiny thing like the sun?

Max stands up.

CAROL (CONT'D)
I know what you mean. That's why I
have something to show you.
(MORE)

(CONTINUED)

CAROL (CONT'D)

If I show you, do you promise not
to tell anyone?

Max nods seriously.

Just then, a huge, mangy dog -- at least 60-feet-tall --
lumbers slowly by, far in the background. Only Max sees it
at first. His jaw drops.

MAX

(incredulous)

What's that?

There's a moment when we think the answer will be incredible
and important. Or that the dog is some kind of threat.
Carol squints and puts his hand over his eyes to see better.

CAROL

(deadpan and unimpressed)

Oh. That's a dog.

Max accepts that this is as much information about the
gigantic dog as he's likely to get. He nods as Carol
continues walking.

Max runs to catch up.

EXT. BASE OF SILVERY MOUNTAIN - DAY

Max and Carol are climbing among oversized silvery rocks.
Carol's huge legs make climbing the rocks much easier than
for Max.

Max struggles to keep up, but Carol is barely in sight.

Max, climbing over a great silver stone, finally sees their
destination -- Carol's standing in the entrance. It's an
intricate wooden structure -- some kind of Wild Thing home --
built into the side of the mountain. The design is utterly
its own, completely foreign to Max, but somehow welcoming.
It's full of curves, but constructed almost entirely with
straight tree trunks. Max approaches it with astonishment.

Up ahead, Carol looks around to make sure no one has followed
them, and disappears inside.

When Max finally makes it to the door, he's slightly nervous.
He hesitates for a moment, then steps inside.

INT. CAROL'S WORKSHOP - DAY

The room is large, cozy, with organized piles of sticks and
rocks everywhere. It's a studio of some kind, immediately
impressive, and it's a mess.

(CONTINUED)

Max enters and slowly walks around, taking everything in. He's amazed. There's an endless amount of eye-candy for an imaginative boy like Max.

On the main worktable, an entire city is laid out, almost 20 feet long and six feet tall. It's a model of a city shaped vaguely like Manhattan, but this city's architecture is similar to that of Carol's studio and the village they destroyed -- long straight lines, slowly curving, organic but unfamiliar. Inside, too, there are subtle, eerie echoes of projects that Max has worked on at home.

The details are immaculate and painstaking. It looks like it would have taken 10 years to make. The details are beautiful, sensitive, astounding. It's the most incredible thing Max has ever seen. It's a model world -- controllable, predictable, tidy.

MAX

(with awe and respect)

Did you make this?

CAROL

Yeah.

MAX

(engrossed, studying the details of the insides of the buildings)

It's great... I wish I could shrink myself down and get inside of it.

CAROL

(distractedly, looking out over his model world)

I've only shown this one other time, and she didn't really get it.

Carol looks a little hurt recalling this. Max, examining the incredible detail of the model, misses Carol's sadness. Carol, catching himself getting heavy, laughs and changes the subject.

CAROL (CONT'D)

(changing the mood, having more to show Max)

Oh! Put your eyes right here.

Carol's huge paws place Max's head so his eyes are at the street level of the model city.

(CONTINUED)

As Max is focused on the minutiae of the city looking up at the enormous canyon created by blocks and blocks of buildings, we hear the sound of water being poured from a jug. We're still with Max's POV of the city in close-up when we see the water slowly flowing through the streets.

CAROL (O.S.)(CONT'D)

I always thought it would be better
if cities had rivers for streets.

Max, completely enthralled, is still watching from street level. His imagination is on fire.

The streets are now paved with water for dozens of blocks. A mini-canoe with small carved Wild Things in it slowly glides through an intersection, in and out of view.

Close-up on the canoe, which we now see holds tiny, crudely carved facsimiles of Carol and K.W. The canoe passes through the streets and the camera is with it. At some point the canoe merges with a boulevard carrying many other canoes, all holding Wild Things. Soon the canoe carrying Carol and K.W. takes a turn -- at a fork, it takes a left while the rest are going right -- and in a moment it runs into a pole, knocking the two models out of the canoe. They sink -- kerplunk.

Max looks up admiringly at Carol. Carol doesn't notice. He is carefully working on a new building for the model city. Carol has the building, made out of a sheet of thin wood, cupped in his hand and is carving into it with his pinkie claw. He does this with great delicacy.

Max's gaze drifts back to the city. He looks under the table. There's nothing there, just a few drips from where the streets are leaking.

MAX

What would happen under the city,
with all this water?

CAROL

I don't know.

MAX

(examining the underside of
the city)

You could have a whole underwater
world. There'd be fish under the
streets. And the subway trains
would have to be submarines.

CAROL

Wow, that's a good point.
Submarines, yeah.

(MORE)

(CONTINUED)

CAROL (CONT'D)
(he takes this in)
I like your brain, Max.

Max smiles.

CAROL (CONT'D)
(suddenly with passion)
I love making buildings. This is
the first one I ever made.
(gesturing to the workshop
they're in)
I try to make buildings that feel
good to be in. Like this. C'mere.

Max takes a step toward him. Carol suddenly envelops Max in
a bear hug, where Max is barely visible.

CAROL (CONT'D)
What's that feel like?

MAX
(looking around in the cocoon
of fur, thinking)
Ummm, furry? Warm. Good.

CAROL
(making his point)
Yeah. I want to build a whole city
like that. Have you ever been in a
place that should feel good, but it
seems out of control, like you're
really small? Like where all the
people are made out of wind, like
you don't know what they're going
to do next?

MAX
(thinking about this
seriously)
Yeah.

CAROL
(concerned)
When?

Max is surprised that he's been put on the spot.

Max turns on the part of his brain that he activates when his
mom asks him to tell a story. Max begins, but soon enough
reveals more personal concerns.

(CONTINUED)

MAX

Well... This one time I went to my friend's house, and everyone in his family had these huge mouths but no ears. And where they were supposed to have ears they just had more mouths so they couldn't listen.

(getting quieter, turning inward a bit)

And when you talked, they couldn't even hear you. Even the mom's boyfriend had three mouths. And all they would do all the time is eat and talk.

CAROL

(shivers)

Ugh. Who wants to be in a house like that? I want to make a place where only the things you want to happen happen.

Max's eyes brighten. Carol is clearly articulating Max's own deepest desires -- for a safe place of his own creation.

MAX

(nodding in strong agreement)

Yeah.

CAROL

We need a place without so many sharp teeth.

(pointing in the direction of the Wild Things)

Have you seen their teeth, Max? We need a place where we don't need teeth and people don't have three mouths...

(getting tense, almost panicky)

and anything can't just... happen. Where... where a mountain can't just fall on someone!

(calming down for a moment then sincerely to Max)

What if everyone lived in a place that felt good, Max?

A huge grin spreads across Max's face. In Carol, Max has found everything he's ever wanted in a companion: Carol listens to him, respects him, honors him -- and he shares Max's fears of a world out of control.

EXT. LAVA FIELD - AFTERNOON

A wide peaceful shot of Carol and Max as they walk back toward the campsite. Max stops to examine something on the ground, then runs to catch up with Carol.

They come upon a clearing. Max sees the rest of the Wild Things off in the distance, looking off into the horizon, at what seems to be a faraway tornado.

Max runs excitedly to catch up with them. As he gets closer, he sees not a huge tornado in the distance, but instead a small, 6-foot-tall twister, right in front of them. The tornado is smaller than the Wild Things, and is spinning among them in a friendly way.

As the rest of the Wild Things are busy playing with the tornado, K.W., Judith and Douglas stop and turn to watch Max and Carol approach -- ~~noting~~ how unusually content Carol is.

Max stops amid Ira, Judith and the others.

MAX

(staring at ~~the~~ tornado)

Wow. It's so little.

IRA

(admonishing gently, as if
afraid Max's comment ~~would~~
hurt the tornado's feelings)

Shh.

The Wild Things are throwing stones and sticks into the twister, which quickly spits the objects out.

MAX

What is it?

IRA

(still whispering)

That's Larry. Larry Wermer.

Max nods. They continue to watch the Wild Things throw increasingly large objects into the tornado. We see a bigger, furrer sort of projectile enter Larry Wermer's vortex and get spit out. It lands near Max's feet and un-balls itself -- we now realize it's a raccoon. The raccoon gathers itself and begins to scurry off when Carol grabs it, balls it up again and throws it back at the tornado.

This gives Max an idea.

(CONTINUED)

MAX

(to Ira)

Hey Ira, can you tackle Larry
Wermer?

Ira hesitates, blinking at Max.

IRA

(really wondering)

I don't know...

MAX

Go do it!

Ira jumps in to tackle Larry and is spun around and thrown into the high grass. He lands comically on his side. Everyone laughs.

Surprising everyone, ~~Kathy~~ runs up and jumps into Larry on her own. She's spun around and lands with a thud. Laughs all around.

The Wild Things each do it, and finally Max tries it, swirling around twice and ~~being~~ thrown gently into a patch of soft grass.

He gets up, grinning.

MAX (CONT'D)

Carol, you haven't done it yet.

Carol chuckles, shrugging it off.

MAX (CONT'D)

Really. Why don't you?

Carol jumps into Larry, spins around, and flails out of the tornado. He lands in a heap.

Carol coughs -- the wind's been knocked out of him. His cough turns into a laugh, and everyone else laughs, too.

MAX (CONT'D)

C'mon, get up.

Max runs toward Carol and jumps on his stomach. He leaps onto it and goes flying. This looks like fun to all of the Wild Things.

Out of the crowd, Judith runs up and jumps off of Carol's stomach, using it as a soggy kind of springboard. Others follow. First Ira, then Alexander. It becomes a game.

(CONTINUED)

K.W. is off by herself, watching and chuckling.

Douglas runs up and -- meaning to jump on Carol's stomach -- steps on his head by mistake. It looks painful, and all the Wild Things hesitate, thinking there might be trouble. But Carol doesn't react.

Now, following Douglas's lead, K.W. joins in -- she runs at full speed and jumps off Carol's head, too. Instantly Carol leaps up and is no longer laughing. He's fuming.

Max watches from a short distance away. He can tell the mood has suddenly changed.

CAROL

(outraged)

What are you doing, K.W.? Don't step on my head!

K.W.

(innocently -- she didn't mean it)

What do you mean? Douglas just did it.

CAROL

But Douglas was joking. And he didn't step on the face part of my head!

Max watches the argument, standing below them, looking from one and then the other.

K.W.

I was joking too!

CAROL

Well, you joke too hard.

K.W.

Fine! I didn't know! You can step on my head if you want.

(laying down)

Go ahead.

CAROL

No. Forget it. I'm not going to step on your head just to make you feel better.

(CONTINUED)

As they've been arguing, a group of rain clouds has appeared - also very small, about 8 feet off the ground and three feet in diameter. During the argument, the rest of the Wild Things go off to play in the clouds.

Now that the argument's over, Carol walks off, sulking, toward the clouds.

Max looks over at the clouds, amazed and wanting to go, too, but K.W., lying on the ground, upset, demands his attention first.

Max stands over her and looks down.

MAX

~~quietly~~
I'll ~~step~~ on your head to make you feel better.

K.W., still lying ~~down~~, looks up at him, touched.

K.W.

Okay.

Max gingerly puts the ball ~~of~~ his foot on her forehead.

K.W. (CONT'D)

(laughs)

Ahh. I do feel better.

Max smiles at her.

Now his attention is diverted by the other Wild Things, who are playing in the little rain clouds.

Max runs up to join them. They're all running through, sprinting under like kids in a sprinkler. They take turns, and together they watch the other Wild Things' run-throughs. They're all wet, with their hands on their knees, grinning.

As they play, Max sees that K.W. is wandering away from the group. With her claws, she begins to absentmindedly carve designs into the trunk of a tree.

Judith and Ira are standing near Max, eyeing him -- trying not to be too obvious about wanting to get close to the new king. But it's obvious that she and all the Wild Things have things they want to say.

This is Max's first opportunity to know the Wild Things as individuals. They're all standing, hands on knees, watching Carol use one of the clouds like a shower, scrubbing himself.

(CONTINUED)

IRA

(to Max, extending his huge
hand)

Max. We haven't formally met. I'm
Ira. I put the holes in the trees;
maybe you saw them? Or maybe not,
I don't know. Umm... And this is
Judith...

JUDITH

You don't need to know me. I'm
kind of a downer.

(she smiles, then points Ira
to her other side)

Ira, come here.

Ira steps closer so Judith, who's sitting on a rock, can lean
on him.

Douglas squats down, catching his breath, and joins the
conversation.

DOUGLAS

(earnestly)

So you sailed for a year!

Max nods. The Wild Things whistle, say Wow -- they're all
very impressed.

DOUGLAS (CONT'D)

(shaking his head)

That's amazing.

IRA

(looking off)

A whole year. That's so sad.

JUDITH

Why'd it take that long? Slow
boat?

MAX

(taken aback slightly)

No, it was a good boat.

JUDITH

So you're just not a good sailor?

Max senses that there's something off about Judith. But
still, he wants to prove her wrong.

Carol walks up, wet, surveying what's happening.

(CONTINUED)

MAX

No, I'm a really good sailor. I mean, the boat didn't have a motor on it. I was sailing as fast as that boat...

JUDITH

Oh I'm just giving you a hard time.
(a quick laugh)
Don't be so sensitive!

Carol knows that the mood is getting less-than-festive. He jumps in to brighten things up. He gestures toward Douglas, the Wild Thing who looks like a rooster. Douglas is the most athletically built of the group, and the cleanest (relatively speaking).

CAROL

(to Max)

Did you meet Douglas? He is truly the one who makes everything happen. If I was stuck on an island and could only bring one thing, I'd bring Douglas.

DOUGLAS

(laughing)

Okay, what do you need, Carol?

CAROL

Nothing. Just a hug.

He leans over and hugs Douglas, who laughs and hugs him back. Judith, alas, has more on her mind.

JUDITH

(challenging)

So Max, what kind of king are you gonna be?

CAROL

(standing)

Oh Judith, don't --

JUDITH

I'm just asking him.

(to Max)

I mean, can you make us happy, Max?
Or King. What is it, anyway? King Max or what?

(CONTINUED)

Max is overwhelmed, and is about to try to address Judith's questions, when Carol interrupts, stepping in to save Max from the ever-inappropriate Judith.

Carol laughs, dismissing her question.

CAROL

C'mon Judith. Tell me you're not
happy right now. We're all happy.

Carol turns around, and we see a shot of a single tree, full frame.

CAROL (CONT'D)

Tree, are you happy?

(turning back to the rain
cloud)

Rain cloud, do you feel understood?

(arms outstretched, looking
up to the sky)

Sky, do you feel loved?

Max smiles at Carol's performance, and Carol smiles back. Carol then takes Judith's head into his mouth affectionately and shakes it gently. Judith likes the attention. This is light-hearted -- Carol is in a great mood, giddy to have Max on the island.

JUDITH

Yeah, okay, I know, I know. But
seriously, Max, do you want us to
be happy?

MAX

(emphatically)

Yes.

JUDITH

So what's your plan?

This puts Max on the spot. He hadn't made any plans.

MAX

Well, I thought... I could give
you all royal titles.

Max thinks this will impress the Wild Things. They're completely unimpressed.

He scrambles to do better.

(CONTINUED)

MAX (CONT'D)

...and I could give you all special
duties and the things that go
across your chest...

Max gestures, trying to remember the word for "sash."

JUDITH

Snakes?

MAX

No...

JUDITH

We already have snakes.

MAX

No, no...

IRA

I don't like wearing snakes there.

MAX

It's not a snake! It's more royal
than that. It's...

JUDITH

Sounds like a snake.

IRA

Maybe a furry snake.

MAX

Let me finish!

Max ponders. The Wild Things get quiet.

MAX (CONT'D)

It's....

(gesturing across his chest
again)

It's...

Max is still trying to explain the idea of a sash. Finally
he gives up, defeated.

MAX (CONT'D)

You'll have royal titles.

They're unimpressed. The atmosphere darkens quickly. The
Wild Things have an intense and strange air about them. They
lean in slightly.

(CONTINUED)

Douglas furrows his brow. The Bull's stare is penetrating. Carol looks disappointed in Max.

IRA
(mumbling but staring
intensely at Max)
I'm getting hungry.

Carol sees where this is headed. Max is oblivious.

CAROL
No one's hungry.

JUDITH
(also staring at Max)
Everyone's hungry.

CAROL
No one's ~~hungry~~ yet.

Everyone stares at Max for a moment. Alexander is smirking. Carol subtly nudges everyone away from Max. Max turns to follow them once they're on their way. This crisis has been averted, but the air of ~~menace~~ remains.

Max looks over and sees Larry, the tornado, dissipating into a wisp of dust.

CUT TO:

DINNER AROUND THE CAMPFIRE

They're all sitting on the ground, eating around the fire: Carol, Ira, Alexander, Judith, the Bull and Max -- everyone but K.W., who we assume is still off alone, sulking.

The Wild Things are all filthy. We get a good look at their fur, the burrs, the dirt everywhere on them. The Wild Things overlap their limbs and lean on each other -- they're extremely close and comfortable together.

But the mood is still tense. Max hasn't given them anything as king, and among the Wild Things are many who would just as soon eat him.

We pan around the fire, from one Wild Thing to the next. Each is filthy -- covered in burrs and dirt. As we pan from one to the next, we see that each is eating something utterly disgusting or bizarre.

Carol is eating a huge log.

Douglas is slurping a stew of mud and rocks.

(CONTINUED)

Judith is devouring the head of a deer.

They're all here -- Ira, Alexander, the Bull -- and the absurdity of their diet escalates until we get to Max, who is sitting, looking unsettled, disgusted even.

He's not going to eat tonight.

Max sees his crown -- it is indeed under the fire. This bothers him. He looks around at everyone who doesn't seem to notice.

MAX

(somewhat annoyed, to Ira)

Ira, ~~will~~ you get my crown?

Ira obeys. He ~~reaches~~ in, gets the crown and blows on it. It's too hot for him to hold but as he juggles it, hand to hand, he laughs to ~~pretend~~ like it's not so bad.

After a moment, Ira places it on Max's head.

Max flinches a tiny bit from the heat. It hurts more than he expected. He smiles, then ~~straightens~~ straightens his mouth into a more serious expression.

When Ira gets up, we see patches of his fur missing, his hide like that of an old coyote, but we don't make much of it. When he's gotten Max's crown, he goes to sit next to Judith.

The Bull looms behind Max in the shadows. The Bull is again staring out at the audience. It's even more disturbing this time, his stare more intense.

The Wild Things are disappointed in Max. They look to him periodically, hopeful that he'll actually come up with some kind of plan or pronouncement, but he has no idea what to do. They expect their king to make them happy, and Max is doing little to advance that cause. As the dinner progresses, they get more frustrated, their silence almost angry.

Alexander has finished eating and leaves with a little huff of adolescent drama.

Carol finishes and stands up. As he's leaving the campfire, he stops to pick up some twigs out of Ira's hair. There is familiarity here, and what might be affection. This further reassures Max that though there might be little tensions between the Wild Things, they genuinely love each other.

CAROL

(still fiddling in Ira's hair)

(MORE)

(CONTINUED)

CAROL (CONT'D)

Hey Max, I'm glad you came here. I had the best time having everyone jump on my stomach today. It was almost perfect. And tomorrow...

(he's about to suggest how Max might be a better king, but then he decides against it)

Good night, all.

Everyone casually murmurs a goodbye to Carol. Carol leaves. The rest continue eating. Some are finished and they sit, sedated. For a split second, Max isn't sure whether he should be leaving with Carol -- he's not 100% sure he wants to be with Judith without Carol's protection.

Judith and Ira get up and walk off.

Before Max can make a move, Douglas speaks, as he's getting up to leave.

DOUGLAS

(seriously and sincerely, as if he's given it much thought)

I think you'll be a good king.

Max smiles weakly. Douglas walks into the darkness.

Max is now alone. The fire is growing dim.

He hears a crackle of twigs breaking. He turns to see the Bull - gigantic and menacing -- standing there. They stare at each other. Neither blinks.

Then, without a sound, the Bull turns and walks away into the night. Max is left alone, amid the dwindling fire and the rubble of the destroyed homes.

He stands up for a moment and walks to where the light of the fire meets the black thicket of the forest.

MAX

Carol?

He stares out into darkness.

MAX (CONT'D)

Carol?

He returns to the fire. He's frightened and lonely. He picks up a stick, poking the fire, thinking. Finally, with his stick, he begins to sketch in the dirt.

EXT. CAMPSITE - MORNING

Max's vision is blurry as he wakes up, alone. His wolf suit is now filthy. He looks forlorn and exhausted. The first thing he sees is the Bull -- his feet fill his vision. Max's eyes track up to take in the enormity of the Bull.

Max lifts his head slowly. As he does, the Bull looks at a vast group of drawings in the dirt -- the product of Max's almost-sleepless night. Max's sketches are extensive and complex, as of he were designing some kind of complex and gigantic building.

The Bull turns and walks away. Max picks up his crown and puts it on, then hustles to follow the Bull.

EXT. BEACH - DAY

They get to the beach and Max sees Alexander on the beach, sprawled on the sand.

About fifteen yards out into the water, Carol and Douglas, are sitting on rocks, each with a seal resting on his head. Max runs to the shore. He's made up his mind -- now he has a plan.

MAX

Carol!

Carol is busy, or feigning preoccupation.

MAX (CONT'D)

Carol!

Carol's still busy. The seal on Carol's head turns toward Max, but Carol does not.

MAX (CONT'D)

Carol, I have an idea!

With one seal on his head, Carol is looking into the face of another seal, also perched on the rock.

CAROL

Hey Max, this seal has one blue eye and one brown eye.

MAX

That's good luck. But wait...
Hey, Carol -- I have a plan.

CAROL

Hold on a sec.

(CONTINUED)

Carol jumps in the water. Within a few seconds, he pops up in the foreground -- he's a very fast underwater swimmer. Now he stands in front of Max.

MAX

(looking up at the huge and wet Carol)

I have an idea. I know what we're going to do. I'm gonna design the ultimate fort for us. It's gonna be part fortress, part mountain, part aircraft carrier and part wigwam.

Max takes a stick and starts drawing in the sand.

Douglas has wandered into the conversation. Alexander is laying on the ground nearby -- he's been in the water and is drying off. When Max and Carol start talking, Alexander rolls over to listen.

This is Max's chance to please the Wild Things, to prove himself worthy of being king.

CAROL

(to Douglas)

Max is gonna build a fortress.

MAX

(still drawing)

Yeah, it's gonna be as tall as twelve of you and six of me. With a moat around it. It'll be us against everyone else. No one that we don't want in there can be in there. Anyone who tries will get their brains cut out. The building will automatically do it.

Carol and Douglas nod respectfully.

MAX (CONT'D)

And we'll all sleep together in a pile, and it'll be warm and feel good.

Judith approaches. Max intuitively knows that he has to get each Wild Thing to buy into the plan.

MAX (CONT'D)

(looking at Judith)

...This will make us happy.

(CONTINUED)

JUDITH

What? What will?

MAX

The fort. Everyone'll have their own miniature house inside. With their own lawn. We'll all sleep in a pile but we'll have our own houses too, where we keep our stuff.

Carol and Douglas and the other Wild Things are nodding, listening intently.

MAX (CONT'D)

And ~~inside~~ we'll have everything we could ever want. We'll have our own detective agency, and our own language. Alexander, do you want to be in charge of making up a new language?

ALEXANDER

No.

MAX

Okay, I'll work on the language. And outside I want to have lots of ladders. And there'll be a fake tree outside, but it's not a tree, it's a tunnel, and it'll lead you inside, through a compartment...

Max is drawing the tree, outside the fort, but the Bull's toe is on the beach, where the tree needs to be. Max draws half the tree and runs up against Daniel's toe. He looks up to the Bull, but it's clear the Bull isn't going to move. So Max draws around the huge toe, such that the round head of the tree becomes a half-moon.

Max notices Ira.

MAX (CONT'D)

Ira, will you be in charge of the tunnels? They're like holes, and you can make holes, right?

IRA

(proudly)

Yes, I can make holes.

(CONTINUED)

MAX

Okay, these tunnels need to be the longest holes known to man.

JUDITH

And what are the tunnels for?

MAX

They're like shortcuts and hidden passages. Like trap-doors and they're underground. Hidden. Only we know about them.

JUDITH

(~~still~~ skeptical, but growing less so)

Okay...

Behind Carol, Douglas is nodding, as if he's getting a series of specific and reasonable directives.

MAX

We'll have a huge turret for the hawks. We have to have lots of hawks because they have good eyes and they don't get scared. And we'll train them and guard them with remote control.

K.W.

I know some hawks.

Everyone looks over to see that K.W. has been there for some time. Max is happy to see her, and happier that she can arrange for the hawk-acquisition.

CAROL

(skeptical about the hawks)

Are they show-offs?

K.W.

(defensively)

No, they're not show-offs.

Carol shrugs, as if to say, "We'll see."

Max finishes the basics of his drawing and steps back. The general shape of the fort plans are clear, but otherwise the plans look like what they are -- the drawings of an 8-year-old, in the sand.

Max steps back and Carol steps forward to take a look.

(CONTINUED)

MAX

(looking to Carol)

So what do you think?

JUDITH

I don't really think anything like this ever works.

(with a smidgen of hope)

But if it did work...

(returning to her usual self)

I don't know. I don't know anything. But I do like the tree tunnel.

DOUGLAS

Where ~~will~~ we build it?

MAX

In the field ~~where~~ we met Larry Wermer.

ISA

(solemnly)

Larry Wermer, ~~rest~~ in peace.

The Wild Things seem to think that this is a good idea -- that in general Max seems to ~~really~~ know what he's doing.

Carol takes in the plans, like a ~~builder~~ assessing an architect's sketches.

CAROL

(summing up)

Wow Max, this looks great.

MAX

(to Carol)

Will you be in charge of building it?

CAROL

(uncertain)

Oh. Huh. Well. I... I just...

DOUGLAS

You should definitely be in charge, Carol. No one else could pull it off.

CAROL

(realizing, pridefully, the truth in this)

(MORE)

(CONTINUED)

CAROL (CONT'D)

Yeah, yeah. I know.. You're right...

Carol seems deeply conflicted about taking this on. He seems burdened, but at the same time, he wants to please Max.

Carol takes the stick and begins drawing a large circle in the dirt.

CAROL (CONT'D)

Could the walls could be shaped round? So if seen from the sky, they'll form the shape of the sun?

MAX

Yeah, yeah!

Max's enthusiasm fuels Carol's.

CAROL

(using the stick to point to the middle)

And you'll have a room at the top, in the center, King!

Max lights up as Carol draws a heart in the middle of the sun. Then he draws an "M" inside the heart.

CAROL (CONT'D)

(brightly)

We're building you a place in the sun!

Max beams.

EXT. BIG CLEARING - MID-MORNING

They're at the field of Larry Wermer (RIP). The construction is about to begin. Max brings a bunch of rocks and dumps them in the clearing. Just after him, Ira carries his own, gigantic, pile and dumps it on top of Max's.

Carol is examining his own pile of unusual rocks. He picks one up and examines it closely, grimacing.

CAROL

(glancing over at Max)

Hey Max, does this rock look weird to you?

MAX

(examining it but unsure what Carol is talking about)

No... I think it's okay.

(CONTINUED)

Carol stares at the rock for a few long moments.

CAROL

No. This rock doesn't feel right.

(to Ira)

Put this one far away.

He gives the rock to Ira, who walks it into the woods.

Max watches Douglas and the Bull haul two huge trees, roots and all, into the clearing and drop them. They land with a huge and satisfying crash.

Max loves it. This marks the beginning of construction.

CUT TO:

EXT. FORT SITE - LATER

A quick building montage:

First we see the Wild Things breaking ground, by simply beginning to dig with their huge claws -- spraying dirt through their legs, like dogs.

Next we see Carol and Max determining the placement of the poles for the foundation. They have to decide where the next pole-hole is, and pace out the next one. We see them both walk...

CAROL

Here, Max?

MAX

No, a little more.

Max is standing far away, to get perspective.

CAROL

Here?

MAX

Yeah.

Carol begins digging.

CUT TO:

There's activity everywhere. Rocks are being stacked, sticks are being woven, Wild Things are sinking posts into the earth, and stomping on them to drive them deeper.

EXT. FORT SITE - MIDDAY

Max is in a trench, with Ira. Ira is carefully smoothing the surface of the trench with the pads of his paws. Max notices a flaw.

MAX

Wait, wait. It has to be wider here, because we're gonna put sharks in here, and they need to turn around...

Ira stops, and acknowledges the truth in what Max has said.

IRA

That's very thoughtful. Hey King, can I ask you a question?

Ira is now resting a ~~bit~~ breathing heavily.

MAX

Yeah.

IRA

(smiling weakly)

Am I needy?

MAX

(thinks for a second, wanting to have an answer, but can't find one)

I don't know.

IRA

(beat)

Was that being too needy, me asking you that?

MAX

(shrugging)

No.

IRA

Well, just tell me if I get annoying.

MAX

Okay... I will.

Ira nods, resigned and starts digging again.

MAX (CONT'D)

Ira, do you respect women?

(CONTINUED)

IRA
(not sure if he understands
the question)
I think so. In relation to what?

MAX
I don't know...

IRA
Me neither.

Max thinks for a moment. This seems like a logical end to the discussion.

Max climbs out of the trench and sees his fort taking shape. It's still skeletal, but it's starting to look very much like his drawing, for better and worse -- a child's ill-proportioned design taken literally and built to scale. He smiles proudly as he walks around, examining it.

Here, though, Max catches a quick glimpse of Carol, who appears anxious, maybe even stressed. Something about the fort is bothering him.

Just then Judith starts making noise inside the fort.

JUDITH
(loudly, to anyone who can
hear)
I'm calling claims on this spot.
This is where we're gonna wrap
Alexander in wet leaves and bathe
him.

She's standing in a bright corner, theatrically.

DOUGLAS
Now?

JUDITH
No, no, when the fort's done.

Alexander looks over, annoyed and embarrassed.

Ira nods contentedly, as if to say, "Yeah, this is the life."

EXT. LARRY WERMER CLEARING - NIGHT

Max and all the Wild Things are gathered outside the fort, eating. Remnants of dinner are visible -- sticks and bones and skins and logs.

(CONTINUED)

Most of the Wild Things are there, eating and distracted. The Bull walks by in the background, glancing menacingly out at the audience as he passes. Carol is dragging a huge branch from the woods and is trying to get it on the fire. K.W. and Max are sitting close together. The mood is peaceful and convivial.

There is a general feeling of excitement about the progress of the building. Maybe it will make them happy...

K.W. starts to sing. She has a very soft and sweet voice. She doesn't sing words; it's more abstract than that. She slowly stretches her neck to create a larger flow of air through her vocal chords. Her quiet voice shifts and begins to sound almost like a small group of violins and cellos, or a sound more uniquely its own. It's beautiful and startling to hear this sound come out of her. Only Max can hear this, though, because everyone else is off in the distance quietly talking.

Carol stops and listens nearby. Max and Carol exchange glances. Carol comes and sits next to Max and listens to K.W. with him.

Slowly, Carol joins in, quietly singing with K.W. He's able to create an equally beautiful sound, slightly like a woodwind section of an orchestra.

Together, their voices make really pretty music, very delicate and otherworldly. K.W. looks over softly at Carol.

Carol's face warms at her glance and he lovingly tugs on her elbow hair. Carol smiles over at Max, who has softened to Carol now. The other Wild Things start to quiet down and listen. K.W. and Carol do a playful call and response, enjoying each other. Everyone starts to relax and smile as they lay down.

We study our cast of characters as they all take in the music, this moment of peace.

Ira's head is resting on Judith's stomach, as he stares up at the stars. Douglas has his head resting on someone's leg, his fur being stroked. Max is touched by K.W. and Carol's sweetness. If he was worried about them before, he feels more secure now.

EXT. LARRY WERMER CLEARING - LATER THAT NIGHT

Max wakes up. There's a huge claw resting on his face. He slides out from under the claw -- Douglas's -- and then notices that Ira, asleep and dreaming, is chewing on Judith's arm. She pulls it away from him, but Ira finds it again and chews more.

Carol, meanwhile, is in the middle of his own restless dream. He's scraping the ground with his claws, creating deep grooves in the dirt.

Max looks around him and doesn't see K.W. He sits up. He sees a small sea of fur and tries to discern which hide belongs to her.

MAX
(whispering)
K.W...

No answer. Max lays down again, pulling his hood tightly over his head, but he can still hear the rhythmic scraping sounds of Carol's great claws. This is all unsettling to Max, but still he tries to sleep.

EXT. FORT SITE - MORNING

Max stands outside the fort, looking it over with Carol. Given the unnerving nature of last night's sleep, Max has a new idea.

MAX
Hey Carol... I was thinking that we need to put a... a place inside where the king is secret. Like a secret chamber for the king.

Carol looks at the fort, tilting his head.

CAROL
I don't understand.

MAX
All kingdoms have a special place for the king, where there's a door and a key... Like a small place (gesturing to indicate a space just big enough for himself) with a door that's not so big.

(CONTINUED)

CAROL

Small place... But how would we get in?

Max pauses. He hadn't realized, consciously, that the secret doors would keep everyone out.

MAX

I'd let you in. In the secret doors.

As Carol begins to understand the implications here, his feelings are bruised.

CAROL

(pondering)

I don't know.

(studying the castle)

I didn't picture it with secret doors.

(not understanding)

Secret doors don't belong in this fort.

MAX

But it's my fort, isn't it?

CAROL

(increasingly deflated)

Yeah, of course.

(pause as he collects his thoughts and thinks of a way out of this)

I just need a second to wrap my head around the idea... Uh... And you'll let us in...

(arriving at a last-ditch idea)

But what if it's a big place with a secret door?

MAX

No, no. That's not how it would be done.

Carol knows he's lost this battle.

CAROL

Alright, let's do it.

(he gets up, finds Douglas, and gives the orders in a perfunctory way -- just barely hiding his annoyance)

(MORE)

(CONTINUED)

CAROL (CONT'D)

Hey Douglas, we're gonna need a new room in the middle up there, a small one with a secret door. The main doors are the same but the doors there are gonna be secret.

Douglas studies the structure for a moment and then starts putting this plan into motion.

DOUGLAS

(repeating it to everyone)
Okay everyone -- the door's gonna be secret! Get me some planks and a knot from that tree over there...
(louder, making sure everyone knows)
The door's gonna be secret!

Max is pleased and relieved.

At that moment, Judith, who's been watching the whole conversation from a nearby hole, makes herself known. She's been digging, and we now see that this is the hole for fake tree that will lead into fort. We see also that the tree has been made to look exactly like the one Max drew around the Bull's big toe. It's a conical, half-moon shaped tree.

JUDITH

(tilting her head at Max, sizing him up)
You know, I've been watching you. And it's really interesting to see you work. You're really manipulative, you know that?

Max is confused.

JUDITH (CONT'D)

Do you know what that word means?

MAX

(slightly protesting)
Yeah.

JUDITH

No you don't. It means the ability to find the exact opportune moment, and the exact way, to get someone to do what you want them to do. That's good. I respect that.

Max looks to Carol to protect him but Carol is pre-occupied, in his own thoughts.

(CONTINUED)

JUDITH (CONT'D)

People aren't always gonna like you, Max, but you'll get what you want.

Beat. Judith sees Max's face contort.

JUDITH (CONT'D)

Did that offend you, Max? I'm sorry if you were offended by that... You know, people don't always like me because I say what's on my mind. I tell the truth.

Beat.

JUDITH (CONT'D)

(staring at Max, not even paying attention to Ira or her ~~any~~)

You know what I mean?

Judith begins to laugh. Max, wanting to fight back in some way, gives her a fake laugh ~~back~~.

JUDITH (CONT'D)

Yeah, you know what I ~~mean~~.

Judith laughs more. Standing over ~~her~~. Max laughs back at her, now in an aggressive rat-tat-tat way -- wild-eyed, almost possessed-seeming.

Carol comes around the corner of the fort to see what's happening.

Max's laugh turns into a cough that catches his breath for a second. Judith is part concerned and part amused. Max has caught the very end of the exchange between Max and Judith, and he seems torn between wanting to step in on Max's behalf and knowing that the exchange is over now -- that he should let it go.

Max walks away and into the woods. Hidden in the shadows, he sits, sulking.

At that moment, he watches as something about the fort catches Carol's attention.

CAROL

No, no, no... That's not right.

DOUGLAS

What? You just said it was right.

(CONTINUED)

CAROL
 (staring at the fort,
 worriedly)
 Shhh. Sh! Okay, wait, be quiet.
 (closes his eyes)
 Let me picture it.
 (opens his eyes)
 Ugh. Why am I the only one who can
 see this is wrong?

Carol walks around, trying to get a better picture of what it
 is that's wrong.

DOUGLAS
 What's the problem? Is it that
 last set we tied?

CAROL
 Yeah, Douglas, it's just those last
 three trunks and it'll be perfect.
 I'm losing my mind. Arg!

Exasperation overtaking him, Carol flashes his teeth, which
 startles us and Max. We've forgotten how ferocious Carol can
 be, and we're reminded of just how dangerous he can seem.

CAROL (CONT'D)
 Pull down this west wall and do it
 again!

Douglas and Ira exchange looks.

K.W. appears next to Max, and takes his attention away from
 Carol and the fort.

K.W.
 Max, you want to go get those
 hawks?

Max is still preoccupied.

MAX
 (looking back at the fort)
 Umm... uh...

K.W.
 (imitating him)
 Umm... uh...

Max takes a second to gather himself.

(CONTINUED)

MAX

(walking toward her)

Yeah... yeah. Right.

(looking back to the fort, as
if worried about being away
too long)

How far is it?

K.W. goes to a nearby tree to demonstrate.

K.W.

(placing a claw on a low part
of the bark)

We're here, and the hawks are here.

(placing her claw higher on
the bark)

See?

MAX

Oh.

Max pretends to understand, but there's no context for the analogy. When she heads into the forest, he follows.

EXT. JUNGLE - AFTERNOON

Max and K.W. walk together through the shadowy jungle.

K.W.

They're not show-offs.

MAX

Who?

K.W.

The hawks.

MAX

Oh. Good.

As they continue to walk, K.W. looks at Max closely for a second, seeming to be diagnosing him.

K.W.

You don't need to worry...
I worry too much, too.

Max smiles, comforted. Max seems to accept this advice, and acknowledges that K.W. was seeing through him.

They're approaching a high hill, covered in purple heather.

(CONTINUED)

K.W. (CONT'D)
(with a mischievous grin)
Let's go, short-legs!

K.W. playfully knocks him to the ground and starts running up the hill. Max brightens and races up after her.

EXT. HILLSIDE - TOP

Max runs up the tree-laden hillside, grinning, but K.W.'s nowhere in sight. Suddenly something whacks him hard in the back of the head. He lands on his butt and realizes it's a big dirt clod. At that moment, he hears wild giggling from the trees -- K.W. threw the clod, and she's not done.

Bam! Bam! Bam! The dirt clods keep coming, hitting the trees above his head. Max smiles and runs -- the chase is on and Max is fired up.

K.W. continues to scoop dirt and throw it at him. As she's getting closer, Max hides behind a large tree and sees an opportunity: he pulls up a surface root and yanks it at the exact right moment, tripping K.W. and sending her sprawling.

Max gets up, running toward her, growling. K.W. mock-shrieks as she's laughing.

MAX
(gritting his teeth, trying
his best to be fierce)
I'm gonna eat you up!

K.W. runs, giggling. Max chases her through the moonlit brush, growling and barking with his claws drawn. She falls, tumbling into a gully and he finds her laying there. He approaches her with a low, vibrating growl, like a predator coming in for the kill.

K.W. suddenly switches out of the game to a sweet but more serious voice.

K.W.
(rolling onto her stomach)
Hey, can you walk on my back?

Max hesitates for a second -- he's never been asked to walk on someone's back. But he can't resist. He gingerly begins to walk on top of her.

K.W. (CONT'D)
Oh, that feels good.

They get up and begin to walk, ostensibly toward the hawks.

(CONTINUED)

K.W. (CONT'D)

Hey, do you like being carried?

MAX

(excited, as if he's about to
be carried by K.W.)

Sure.

K.W.

Yeah, me too.

(Max disappointed)

The other day, I got a carrying
monkey

(making a gesture as if
holding a baby)

for Carol, so he wouldn't have to
walk all the way to his studio.
It's so far, and I didn't want him
to be tired before he even gets
there. And everyone likes to be
carried, right?

MAX

Yeah.

Now K.W. is really excited. Max is listening to her! It's
obvious that it's been ages since K.W. had a friend.

K.W.

Yeah, but he got offended because
he thought I meant that he was old
or fat or something. If anyone
else would have given him a
carrying monkey, he would have
liked it. But because I gave it to
him it meant something else. So he
said "Well, if I'm so fat I guess I
should eat this monkey." And then
he ate the carrying monkey! Can
you believe that?

(long pause as she looks off
heavily)

I don't know.

Max is grateful that K.W. considers him a confidant. He
wants to make her happy. But he's been given a lot of
unsettling information.

MAX

If you gave me a carrying monkey I
woulda liked it.

(CONTINUED)

K.W.

(squinting at him
affectionately)

Thanks, Max.

(beat)

You know, I'm glad you're having
fun with Carol. He's really happy
with you around.

Max's face clouds over for a second -- he's remembering
something K.W. said just a second ago.

MAX

So wait. He ate the monkey?

K.W.

Yeah.

MAX

How big of a monkey was it?

K.W.

(holding her arms out)

You know, like a ~~normal~~ animal carrying
monkey.

K.W. indicates that Carol has eaten an animal about the size
of Max.

MAX

Was it scary?

K.W.

Yeah. It was really sudden.

She sees that Max is worried.

K.W. (CONT'D)

But you don't have anything to
worry about. You know he loves
you.

Despite the reassurance, Max looks stricken.

EXT JUNGLE - DAY (LATER)

The jungle is darker now. Max follows K.W. He looks up as
they exit the jungle, coming out into a vast desert of sand
dunes.

EXT. WHITE-SAND DUNES

Max's eyes widen at the size off these huge white mountains of sand. He bolts full-speed across the dunes. Taking a giant leap down the hill side, he lands in a explosion of sand, tumbling down to the bottom. K.W. follows and they land in a pile, laughing hysterically.

Max looks up and sees a half-dozen hawks circle in the sky above. Max's mouth is wide-open in amazement. The hawks are bigger and more impressive than he'd ever imagined.

In the middle of his reverie, a rock shoots through the air and THUNK! knocks one of the hawks out of the sky. It falls, spiraling down. Max watches it fall like dead weight. It is caught, football-style, by K.W. It's clear that K.W. threw the rock that sent the hawk tumbling.

In a quick and deft motion, K.W. tucks this hawk under her arm and throws another rock, clunking another hawk, which she catches with flair and speed.

It soon becomes clear that the rocks aren't killing the birds -- that the rocks are just ~~stunning~~ ^{dazing} them. Soon Max and K.W. are examining the hawks, petting them. Max is astounded and is very parental and careful with them.

The hawks are dazed but otherwise seem comfortable, held by K.W. and being comforted by Max.

EXT. JUNGLE - AFTERNOON

Max and K.W. make their way through the jungle, happy and with a sense of accomplishment and possibility.

MAX

(to the hawks; he's been
talking to them for a
while...)

...And you have to watch out for
invaders, and to watch out for
meteors and you'll have to keep the
turret clean and...

They hawks stare at Max blankly.

MAX (CONT'D)

...and listen to me, and don't
listen to anyone else.

K.W.

Max, c'mere.

(CONTINUED)

K.W. has found a steep moss-covered cliffside and ushers Max over. Max kneels down next to her and watches. Holding the hawks under one arm, she digs through the moss and dirt. About foot under the surface, she reveals lava flowing slowly downward. Max's mouth drops open.

The lava is inches below the surface -- glowing red and oozing downhill, underground, very slowly. A few flames jump out and onto the surrounding moss. Max backs up, realizing the actual danger of the lava flow. Still, this is the best thing he's ever seen -- real lava.

K.W. grabs a pebble and gives one to him.

K.W. (CONT'D)
Think of something you want.

Max closes his eyes tight, then nods.

K.W. (CONT'D)
Okay, now throw it in.

Max throws his rock in and it's quickly subsumed by the lava with a little spark. Max is astounded and grins with amazement.

K.W. closes her eyes, makes a wish and throws hers in. She covers the hole up again, replacing the moss and padding it down with her back.

K.W. (CONT'D)
What did you want?

MAX
I want to always be king.

K.W.
That's good.
(nodding, and for the first
time totally accepting him)
I want you always to be king, too.

EXT. FORT SITE - LATE AFTERNOON

Max and K.W. walk into the fort area, and Max can see the whole thing coming together -- it's almost done, and looks impressive, just like his drawing. He's floored.

As Max takes this in, K.W. squints at the fort in a way that makes clear she's not quite as enthusiastic about it. Is she jealous of what Carol has accomplished? She reacts sourly to Max's amazement.

(CONTINUED)

With K.W. carrying the hawks, Max runs ahead.

MAX
(yelling across the fort
site)
Where's Carol?

Douglas looks up from his work -- he's lifting a gigantic tree, roots and all -- and points into the fort. Max runs inside.

INT. FORT - AFTERNOON

As Max marvels at the construction overhead, the light filtering through the intricate cross-beams, he hears Carol talking anxiously to Ira. Unseen, Max listens while continuing to walk through the fort, around piles of rocks and sticks and rubble, trying to locate Carol and Ira.

CAROL
(to Ira, intensely)
I knew it! I'm so stupid. This is not going to work. It's not going to feel safe. You feel this air? It doesn't feel right... I know he's gonna think it's a failure.

IRA
It's not really done yet, Carol.
You'll figure it out. You always do.

Max is getting closer to the voices.

CAROL
No, I don't. That's the thing.

IRA
(sighing heavily)
Do you really think it's possible to build a perfectly safe place?

Now Max is upon them and Carol notices him. He puts on a happier face.

CAROL
Hey King!

Max wants to shake Carol out of his mood.

MAX
Hey, I wanna show you -- we got the hawks!

(CONTINUED)

CAROL

Oh good... Good.

Carol and Ira follow Max out of the fort to see the hawks.

CUT TO:

EXT. FORT SITE - CONTINUOUS

Carol, Max and Ira walk outside, and when Carol sees K.W. holding the hawks, his enthusiasm is greatly dampened.

CAROL

Oh. Those are the hawks?

MAX

Yeah.

CAROL

(~~making~~ a face that indicates
he ~~could~~ have done better)

Huh. Sorry ~~about~~ that. Too bad I
couldn't take you, Max. You
know...

(pointing with a backward
thumb to the fort)

MAX

We have to test them and ~~make~~ sure
they're not stupid.

The other Wild Things have gathered around, examining the hawks. The hawks, held carefully by K.W., seem more than a little wary. In a rare show of tenderness, Alexander is kneeling down, petting their feathers, talking quietly to them.

MAX (CONT'D)

Okay, hawks, I want you to fly up
toward the sun!

The Wild Things seem impressed by his command.

MAX (CONT'D)

And if you see any danger, I want
you to make lots of noise. Officer
Rodrigo, you'll make the sound like
"caw-caw" and Officer Bloodfang,
you make a noise like "coo-coo!"

The hawks look blankly.

(CONTINUED)

MAX (CONT'D)

Okay K.W., release the hawks!

K.W. releases them, and the hawks fly into the sky, more or less as Max commanded, and fly around silently for a few moments, before disappearing. For a long moment, the Wild Things and Max all stand, dumbly, not knowing if the hawks are gone for good. But then they appear over the trees and swoop down, perching again on K.W.'s arms.

The Wild Things are impressed. The hawks seem to have obeyed Max, and more importantly, they've seen no danger.

MAX (CONT'D)

Good. Good job, hawks. These hawks ~~must~~ be really smart. I think ~~they~~ they must be talking to me... with their telepathy.

K.W.

(not unkindly)

Really, Max? They were talking to you?

CAROL

(protesting a bit much)

Why not? I bet he can tell what the hawks are thinking. He understands everything. ~~Max~~ you're the only one here who really understands me.

Max grins, almost blushing, but this hits K.W. hard, and we see her shocked and saddened. K.W. was once Carol's favorite.

K.W.

He understands you all too well, Carol.

CAROL

What's that supposed to mean?

K.W.

He's scared of you. He told me.

This is devastating to Carol. Nothing could hurt him more.

CAROL

What are you talking about, Katherine?

(CONTINUED)

MAX

(flashing an angry glance to
K.W. and then pleading to
Carol)

I'm not. I didn't--

Carol throws a hard look to Max.

MAX (CONT'D)

I didn't say that.

ALEXANDER

(sarcastically)

Maybe the hawks said it!

MAX

Shut up.

ALEXANDER

Are you scared of me, too? Maybe
the hawks will protect you! Caw
caw! Coo-coo!

MAX

(to Alexander)

SHUT UP! You go... you're
sleeping outside tonight. You're
not sleeping in the fort.

CAROL

You can sleep in the fort,
Alexander. You're fine.

MAX

No, I order you to sleep away from
us!

CAROL

Relax, Max. Don't let yourself get
pushed and pulled around like that.
This is our first night together in
the fort. Just be a decent person.

Max is fuming -- at Carol and K.W. -- and then sees Ira, far
off, being carried by a very small creature. It looks like
an ant carrying a boulder -- it's absurd and would be funny
if Max wasn't so angry and confused.

EXT. JUNGLE -- NIGHT

Everyone is sleeping inside the fort. All of the Wild Things
are deep in slumber, but we see that Max is not sleeping.

(CONTINUED)

he's still fuming. He's laying with his ear on his arm, his eyes wide open.

Soon he hears something. He concentrates. It's the sound Carol introduced him to -- the crackling of molecules, the movement of air underground, a small but utterly unnerving sound.

Max puts his ear directly to the ground, listening intently. Unsettled by what he hears, he sits up and looks for Carol.

Finally he finds Carol and sees that Carol's body is tense -- he's listening to the sound, too. Max is still mad at Carol, but he's scared enough to approach him.

Max quietly makes his way to Carol, who sees him crawl toward him. As he gets closer, without raising his ear from the ground, Carol raises his arm and welcomes Max. Max curls up into Carol's chest, enveloped in his arm and his fur.

MAX

Do you hear that?

CAROL

Yes. And it's getting worse.

Beat.

CAROL (CONT'D)

What's it doing here?

MAX

What's it gonna do?

After a brief moment, Carol gently pushes Max off and sits up. His eyes look alarmed. Carol stands up and walks to another part of the fort. Max looks increasingly worried.

K.W. is nearby and awake. She sees Max alone.

K.W.

C'mere Max.

Max glares at her -- he hasn't forgiven her yet for what she said to Carol -- and instead follows Carol.

Carol puts his ear to the ground again. The results aren't good. The sound is louder.

CAROL

It shouldn't be here.

The rest of the Wild Things begin to wake up.

(CONTINUED)

JUDITH
(seeing Carol listen to the
earth, and trying to listen,
too)
What? I don't hear it.

Carol jogs over to another part of the fort and listens..

IRA
(now listening too,
concerned)
How do you know it's bad?

CAROL
Of course, it's bad.

The other Wild Things begin to listen, too, with varying results. Carol continues to find new places to listen for the sound. Max follows ~~him~~.

MAX
(growing more ~~anxious~~)
What's it gonna do?

Carol ignores Max. He's too worried and preoccupied.

The Wild Things are in varying ~~states~~ of alarm and disbelief.

DOUGLAS
(panicked)
I hate this. I hate not knowing.

JUDITH
I still don't hear it.

K.W.
(lifting her head, resigned)
We can't really do anything about
it -- why are you worrying?

CAROL
(listening now in another
area, urgently)
Wait-wait-wait. Listen.
(now gravely)
It's gonna do something.

MAX
(following Carol frantically,
now more frustrated)
What's it going to do?

(CONTINUED)

CAROL

(ignoring Max)

It's everywhere, it's everywhere.

DOUGLAS

(across the room)

It's over here. It's getting
really loud over here!

Carol runs over to where Douglas is listening. Max follows.
All three have their ears to the dirt.

CAROL

(petrified)

Is it changing? What's gonna
happen to all of us?

MAX

(yelling)

CAROL! What's it going to do?

Everyone is laying, listening, frozen in fear. The sound
grows more intense.

Then it starts to fade away.

Everyone starts to breathe again, slowly calming down after
the scare. Carol lifts his head, relieved, but still shaken.
Max is staring at Carol, about to cry.

MAX (CONT'D)

(angry now)

Carol! Did you hear me? I said
'What is it gonna do?'

Beat.

CAROL

(quietly, in shock, slowly
shaking his head)

I don't know.

This is not the answer Max was expecting. Now Carol is
fallible in Max's eyes. He didn't protect Max, and he
doesn't even know what this foreign threat is.

MAX

(almost in tears to Carol)

Well... if I'm the king, you
should answer me when I ask you a
question! I asked you three times
and you didn't say anything!

(CONTINUED)

Max's exasperation turns into a cough, which again steals his breath. As he regains himself, Max turns and starts storming off.

MAX (CONT'D)

(furious)

This fort is all wrong! It's not gonna protect us from anything!

Carol seems to agree. He looks up and around them, dissatisfied at the structure of the fort.

CAROL

Douglas, why is everything so wrong with ~~this~~? It's not right at all.

Carol stands and walks outside -- to get a better look at the fort. Douglas follows.

CAROL

(to Douglas)

Did you measure ~~this~~ trunk?

DOUGLAS

Yes. Twenty ~~stries~~.

Max and the rest of the Wild Things are still inside, watching through the cracks in the fort.

Carol walks around the building, trying to figure out what went wrong.

DOUGLAS (CONT'D)

I measured it and cut it according to your instructions. Carol--

CAROL

Douglas, would you please listen? Would you please -- I want the length of every trunk re-measured. You know what? I want this whole thing torn down and rebuilt. I want--

DOUGLAS

I don't know what you're seeing.

CAROL

Well, maybe that's the problem. How can I trust your judgment? How can you not see this?

This cuts Douglas to his core.

(CONTINUED)

CAROL (CONT'D)

Look at it, it's out of control!
No one's gonna be safe in there.

DOUGLAS

Yeah, not with you around.

CAROL

(going ballistic, his voice
getting frightening)
What does that mean? I'm
dangerous? I'm the best thing
there is for Max! Now tear it
down!

DOUGLAS

Fine, ~~you~~ you're gonna tear it down
eventually anyway. Burn
everything!

CAROL

Shut up!

DOUGLAS

Eat everyone!

CAROL

Shut up!

Carol puts his foot against Douglas and rips his arm off. He
bonks Douglas in the head with the arm and throws it into the
woods.

Max is aghast.

DOUGLAS

Aah! I can't believe you did that!

Douglas stands there, with wet sand coming from his shoulder.
He puts pressure on the hole with his other hand. Sand leaks
through between his fingers.

CAROL

(seething)
GET OUT OF HERE!

DOUGLAS

You know what? Have a nice life!

He storms off into the forest to retrieve his arm. Everyone
inside the fort is frozen, standing with their heads down,
not looking.

(CONTINUED)

Carol sees Max in the entry-way. Max's eyes are huge. Carol sees how scared Max is and is quickly full of shame. This sobers Carol up, as he realizes he's gone much too far.

Carol stands alone.

INT. FORT - NIGHT

The Wild Things turn from the doorway and go back inside, shaken. Max is right in the thick of Judith, Ira, the Bull and Alexander. They're all agitated, shell-shocked. As they walk in, everyone needs to find a scapegoat --the accusations fly.

JUDITH

This ~~fort~~ was a bad idea.

IRA

I knew it ~~wouldn't~~ wouldn't work.

JUDITH

(looking at Max)

Boy, things sure ~~have~~ gotten messed up since you got ~~here~~.

MAX

I know that!

JUDITH

Douglas lost his arm because you needed a fort. It was a ~~bad~~ idea.

MAX

Shut up!

ALEXANDER

(scared, seething)

He's just a boy pretending to be a wolf pretending to be a king.

Max glares at the back of Alexander's head.

MAX

I'm not pretending to be the king!

ALEXANDER

(pissed)

Then you're just not a very good one.

(CONTINUED)

Now Max lunges. He tackles him against the fort wall. Alexander hits his head hard, and falls to the floor, where Max leaps on top of him. Max starts beating Alexander with his little fists.

The Wild Things all watch, horrified. Alexander screams as Max is completely lost in a rage.

Max's breathing eventually becomes labored, and he slows down. He begins to cough. He's wheezing and it leads to intense coughing. He stops beating Alexander and is overtaken by the coughing. Alexander scampers off.

Max falls to his hands and knees. His rage has turned to fear. There is something in his throat blocking his breathing. Gagging, he reaches into his mouth and struggles to get a firm grip on whatever is in his throat. He pulls out a clump of hair, but is still choking. Finally he gets a grip and pulls the thing out. It's a tiny feral beast, with small black beady eyes, which scurries violently down the length of Max, and then back up again. Its hair is matted and greasy, but you can get a glimpse of his face, which is a small and shriveled version of the Wild Things' faces.

Max tries to get it off of him, but it's much too fast. It scurries around, scratching him, making a nasty hissing sound. The Wild Things slowly back away. The creature returns to Max's chest and stops for a second. For a moment they're eye to eye, inches away from each other, Max and the tiny creature. Max, stunned, doesn't move.

The creature then lets out a series of very small coughs. On his third cough, he releases a tiny song bird, the size of a bumblebee. It hovers around them, whistling sweetly. The colors of its wings are beautiful and in its eyes is a look of vulnerable but excited curiosity about the world around it. Max, the Wild Things and the feral creature watch in silence as the bird then flutters past them, out of the fort, and into the night sky.

The creature suddenly scurries wildly back toward Max's mouth. Max fights it off violently. It tries to enter Max's mouth from a bunch of angles, but Max turns and twists to avoid it, fighting it off and smacking to the ground and kicking it away.

Finally it looks shocked, helpless and a little scared -- it didn't expect Max to fight its re-entry. It turns and quickly scurries off into the darkness.

Max looks around in shock. The Wild Things are all strangely pleased by what they saw. Their faces are frozen in huge grins, all of them in silent awe.

(CONTINUED)

Max makes eye contact with Alexander, who is the only one who is scared, like Max, about what just happened. Judith bursts out in a quick nervous laugh, then controls herself.

Max walks off alone into a deeper area of the fort. Carol watches him closely, concerned.

In an adjoining part of the fort, Max climbs onto a low ledge and curls up. He's shocked and ashamed and wants to be alone. He turns his back to the Wild Things, lays down, wide-eyed.

-----END OF SECOND ACT-----

INT. FORT - NIGHT (LATER)

Max wakes up on the ledge and sees all of the Wild Things have curled up and are sleeping on the floor around him. Carol's head is resting lightly on Max's leg. Someone has placed his crown next to him. As Max gets up he notices Douglas is there, too, lying among everyone, content, his head resting on Carol's belly. A patch of cloth covers Douglas's armless shoulder.

Max leaves his crown and walks through the sleeping Wild Things and toward the entrance of the fort.

Alexander is there, sitting alone, sad and contemplative and staring out at the night. Max stops when he realizes who it is. He stands awkwardly behind him.

Alexander looks over his shoulder and sees Max. A long silence follows.

Finally Max sits down next to Alexander, tentatively, apologetically.

ALEXANDER

(softly)

Hey Max.

MAX

Hi.

Neither of them speak for a moment. Max sees a nasty wound on Alexander's back. The conversation is in a soft whisper so as not to wake anyone.

MAX (CONT'D)

Did I do that?

ALEXANDER

Yeah.

(CONTINUED)

Max stares at the wound for a moment, then kneels down next to Alexander. Max licks his tail and uses it to clean Alexander's wound. Alexander softens a bit at this gesture.

MAX

Does it hurt?

ALEXANDER

(with a shrug, not convincingly, with a wince)

No, not really.

Max is burdened with guilt.

MAX

I have to leave the island and go somewhere else.

ALEXANDER

Why?

MAX

I ruined this place, too. I... I didn't want Douglas' arm to... to get...

Max can't say it.

ALEXANDER

(blase, covering)

You didn't rip it off. Carol did.

MAX

(confused)

But I yelled about the fort being bad.

ALEXANDER

(with disbelief)

You really think you ruined this island?

MAX

Yeah...

ALEXANDER

You think you're that powerful?

That you're the reason that everyone is happy or sad?

Max ponders this, and realizes it doesn't add up.

(CONTINUED)

MAX

But everyone seems so unhappy.

ALEXANDER

Yeah...

Alexander and Max watch the Wild Things sleeping. In their slumber, they are infant-like, almost cute, and at the same time, pathetic, tragic.

ALEXANDER (CONT'D)

Sometimes they're not... I don't think it has much to do with you or me.

Beat. Max and Alexander study the sleeping faces of the Wild Things.

ALEXANDER (CONT'D)

(arriving at a new conclusion)

Maybe... it's hard being them.

Max digests this idea. He nods slowly. Soon this realization leads to another.

MAX

I think I should go home.

INT. FORT - DAWN

Max wakes up. He's tucked against the inside wall of the fort, near the entrance -- not far from where he was talking to Alexander. He looks around groggily. Everyone is gone except K.W., who sits nearby, eating a rock. She's watching him intensely.

K.W.

You hungry?

MAX

No.

Pause. Max gets up and goes and sits with her.

MAX (CONT'D)

I'm going home.

K.W.

(sweetly and not taking his words too seriously)
I knew you were going to say that.
(MORE)

(CONTINUED)

K.W. (CONT'D)

I'm sorry that I said that thing to Carol. I don't know why I did. I didn't mean to.

MAX

(still bothered by that but not mad at her.)

It's okay.

K.W. sees that Max hasn't changed his mind.

K.W.

But you really shouldn't. I'll really lose it if you go. You have to stay. I know it's weird right now but it'll blow over.

MAX

No. I should go back.

K.W.

(her smile fades, quietly)
You're so selfish.

MAX

What?

K.W.

(laughing lightly)
Nothing. Come here.

Max takes a step toward her and she grabs him and holds him close.

K.W. (CONT'D)

Oh Max!

She hugs him, overwhelmed. Max is emotional, too. This isn't easy for either one of them.

K.W. (CONT'D)

(lovingly, hugging him more)
Don't go! I'll eat you up I love you so!

Max smiles sadly.

MAX

(quietly)
I love you, too.

They hug for another moment. Max is ready to stop hugging, but she doesn't let go of their tight embrace. He starts to get uncomfortable.

(CONTINUED)

EXT. LAVA FIELD - DAY (LATER)

Max is running across the lava field where he and Carol had first walked. He's running fast, almost happily.

EXT. CAROL'S STUDIO - DAY (LATER)

Max, out of breath, reaches the door and enters.

INT. CAROL'S STUDIO - DAY (CONTINUOUS)

Inside, the entire mini-city has been ravaged. There are remnants of it splayed out, glass and metal everywhere, as if Carol had destroyed it in a rage. Fish lay all over the floor, one or two still breathing, and Max realizes that Carol actually went through with his ideas, building Max's underwater city, complete with a submarine subway train. Max walks around, horrified by the destruction.

On the floor, amid the wreckage, Max sits and begins to work. He takes pieces of the debris and splinters of wood, and begins to arrange something on the floor, though we don't see what exactly it is.

CUT TO:

EXT. LAVA FIELD - AFTERNOON

Max is running back across the lava field.

EXT. JUNGLE - DUSK

Max is walking back when he sees a plume of smoke coming from the direction of the fort. As he gets closer, he sees that the fort is on fire and starts to run towards it.

He arrives and sees the fort consumed with flames. Max stands there in shock. He watches sadly as burning timber falls.

Some movement off to the side catches his attention. Carol, staring at the burning fort, now turns to Max. He quickly shifts from aggression to nervousness.

CAROL

(quietly, breathing heavily)

Max, are you really going?

MAX

(apologetically)

Yeah.

(CONTINUED)

CAROL
(softly)
Don't.

Max looks at Carol; it's clear his mind is made up. Carol looks lost, then back at Max sadly.

CAROL (CONT'D)
(tenderly, almost pleading)
Will you come over here and put your head in my mouth again?

MAX
(softly, looking worried)
No, Carol. I don't want to right now.

Carol looks hurt and angry as he breathes intensely through his nostrils. Max is getting nervous.

CAROL
(shaking his head slowly)
You're a failure as a king, Max.

MAX
I don't want to be king

CAROL
(pointing back to the fort, which is on fire, firmly)
Look at your fort, ruined on fire!
Is that what you wanted?

MAX
I didn't burn the fort down.

CAROL
(angered and getting increasingly scary)
What, you think it's my fault?
It's my fault that you're hurtful?

MAX
No.

CAROL
(rage building)
IT'S MY FAULT THIS PLACE IS TORN APART?

Max doesn't answer.

(CONTINUED)

CAROL (CONT'D)

Answer me!

Max thinks for a moment.

MAX

It's not my fault.

CAROL

WHAT, IT'S MY FAULT THAT YOU BEAT
ALEXANDER? IT'S MY FAULT THAT
YOU'RE LEAVING? THAT YOU DON'T
FEEL SAFE HERE? AM I THAT BAD? AM
I REALLY THAT TERRIBLE? IS IT MY
FAULT THAT WE HAVE TO EAT YOU?

Max starts slowly backing away.

CAROL (CONT'D)

Is it my fault your kingdom is a
failure? Is it my fault that--

Max bolts. Carol lunges for him, but misses.

Max darts through a low, small opening in the dense jungle --
too small for Carol to fit through. This gives Max a head
start.

Carol runs after Max. He chases him through the jungle, both
of them at full speed.

Max is running down a path. The sound of Carol yelling
echoes in the distance. Max is looking back, trying to see
where Carol is, and runs full-speed into K.W. He's on the
ground, looking up at her.

K.W.

C'mere!

K.W. has a look of desperation on her face, and Max spends a
split second trying to read it. Carol is getting closer.

She grabs his arm and yanks him off the path.

Carol runs by, growling ferociously. He's terrifying now,
without any trace of the more civilized or charming Carol.
Now he's pure id, a raging animal.

K.W. (CONT'D)

Get inside!

MAX

What?

(CONTINUED)

K.W. has her mouth open, and is indicating that Max should crawl into her.

K.W.
Get inside of me!

MAX
I don't--

The growling of Carol gets louder. Max realizes that he has no choice. He starts to tentatively crawl into K.W.'s mouth, and she shoves him into her mouth violently. His whole body disappears immediately. Max lets out a quick squeal en route.

Instantly Carol bursts into the area.

CAROL
(to K.W.)
Where is he?

We're close on Max inside of K.W. He's barely lit by the dim light coming from above. Max is trying to breathe quietly.

CAROL
Where is he?

K.W.
(defiantly)
I don't know!

CAROL
You want me to eat you too?

K.W.
Go ahead!

Carol shoves her and walks off. From Max's POV, we hear Carol's footsteps trailing off through the leaves.

There's a moment when we hear K.W.'s breathing and Max's quiet breathing as Carol's footsteps get farther away. Suddenly the footsteps stop. We hear sniffing. The footsteps slowly return.

CAROL
Wait. I smell him.

The sniffing gets louder. It's now just outside K.W. Max's eyes widen.

(CONTINUED)

CAROL (CONT'D)

(to K.W.)

I can smell him on your breath!

Suddenly Carol's huge claw reaches into K.W., grabbing for Max. Max desperately dodges his hand, jostling around inside K.W.'s belly.

We cut to an exterior view, where we see Carol's arm entirely inside K.W., up to the shoulder. She's trying to extract his arm, and finally and with a great effort, K.W. throws Carol off.

Carol lunges back, attacking her, and it's a full-blown fight. It's a ~~savage~~ battle, scrappy and ugly, with them kicking each other, rolling around and seemingly trying to kill each other.

Finally K.W. kangaroo-kicks Carol in the face and gets free, Carol sliding down a hill, giving K.W. a head start.

K.W. runs away at full speed, with Max still inside her.

Carol comes back up the hill and growls, utterly frustrated. He has no idea where K.W. has gone.

CAROL

(howling with frustration)

Aarregghhgg!

K.W. runs and runs until she finds a safe place.

EXT. LAVA FORMATION - NIGHT

K.W. is hiding inside a strange hardened-lava formation, black and curved, as if an ocean wave were frozen in mid-curl.

K.W. is sitting, breathing hard, calming down, looking around her for signs of Carol.

MAX

Are we safe? Is he gone?

K.W.

Yeah. We're safe.

Max is looking short of breath and a bit dazed.

MAX

I can't breathe that well in here.
Can you get me out?

(CONTINUED)

K.W. says nothing. Her face is hard to read.

MAX (CONT'D)

K.W.?

He tries to climb the walls of K.W.'s insides, but there's nothing to grab onto.

MAX (CONT'D)

K.W.?

K.W.

Yeah?

MAX

What are you doing? I need to get out.

K.W. doesn't respond.

~~MAX~~ (CONT'D)

K.W.?

No response.

MAX (CONT'D)

K.W.? Where are you?

There's a long pause.

K.W.

You're safe inside. I'll protect you.

MAX

What?

K.W.

Don't you like it in there?

MAX

No. Let me out.

Another long pause.

K.W.

You were a bad king. I can't let you go.

MAX

I was not a bad king. K.W., I need to get out.

(CONTINUED)

Max is very short of breath and getting very tired.

MAX (CONT'D)
I can't breathe.

K.W.
Yes you can.

MAX
No I can't... I don't think I'm
supposed to be in here.

Pause.

K.W.
Please don't go, Max. You're a
part of me.

MAX
I have to go.

K.W.
Why are you doing this to me?
(beat)
You don't care about me.

Close on Max. Max is struck by this statement, and it gives him pause. We see Max processing this question here more than ever before: Will he again let an adult tell him how he feels? This is a huge moment, as Max finally claims his own feelings:

MAX
(sternly)
That's not true.

Max, having asserted ownership of his feelings, now wants to figure out the adult mind.

MAX (CONT'D)
Why do you keep thinking that?

K.W.
(pause, overwhelmed with
sadness)
I don't know.

Max gets weaker inside, his breathing more and more shallow. K.W. is visibly affected by Max's words.

MAX
(very weak and quiet)
I have to get out.

Close on Max. Finally a big hand reaches in and retrieves Max, taking him toward the light. She pulls him out of her throat, tilting her head back and drawing him out. After he's been extracted, she sits, and he sits next to her, exhausted; he rests his head on her belly.

INT. CAROL'S STUDIO - NIGHT

Carol storms in, still lost in a rage. He takes one of the last remaining buildings in his model city and smashes it. He's pacing around, breathing heavily. Suddenly he stops short, noticing Max's gift on the floor below him. His rage quickly dissipates as he sees what Max has left him. We see it now, a heart made of the debris from the studio, a heart much like that which Carol made for Max earlier. It's a heart made of wood sitting within a circle, indicating a sun, and inside the heart is the letter C.

Carol takes it all in and sits down before it. He's utterly overcome. He begins to weep.

EXT. JUNGLE - NIGHT

Max is following K.W., walking through the jungle. There's a rustling in the leaves nearby. Max stops nervously, while K.W. continues. Max turns but doesn't see what's caused the rustling. A moment of tension as we don't know who or what is in the brush. Just then a tiny songbird, which we quickly realize is the same bird that flew out of Max's mouth in the cave, appears from the brush. It hovers a few feet in front of Max. Max opens his mouth, almost apprehensively, inviting it to re-enter.

The bird pulls away for a moment, wary, then suddenly darts towards Max -- but goes right past him. Max quickly turns to see the bird flying back into the wide-open mouth of the small feral creature, who is standing on the ground behind Max. The creature smacks its lips and Max stares at him. Max is angry, then calms down as he thinks for a moment. Coming to some sort of a realization, Max slowly opens his mouth. The creature pauses in thought, then in the blink of an eye, he scurries up Max's body and into his mouth.

Max swallows, both surprised and unsure if he should be concerned or relieved.

Max turns to catch up to K.W.

EXT. LAVA FIELD - NIGHT

Carol is running through the lava field. He's running as fast as he can toward the beach.

EXT. BEACH - NIGHT

Max and K.W. see the ocean in front of them, the water visible through the trees, and from their POV they can see the Wild Things standing awkwardly, silently, around Max's boat.

K.W. and Max approach all of the Wild Things -- Judith, Ira, Douglas, the Bull. Alexander stands between Judith and Ira, like a toddler leaning against the legs of a parent. Douglas is visibly sad, looking down at Max. He doesn't know what to do. The Bull, ashamed, won't meet Max's eyes.

IRA

(quietly)

I'm sorry for all this.

Max hugs him. Max and K.W. start pushing the boat toward the water. Ira and Douglas help.

Judith and Max exchange glances and she makes a face like Oops, sorry, then emits a nervous laugh.

As they're pushing the boat into the water, we hear a great rustling through the jungle. They all look up.

Carol comes running from the jungle onto the beach, but slows down as soon as he and Max lock eyes.

Max looks at him warily. Carol, respecting this, stops at a distance from Max. Carol looks down, standing as if his hands were in his pockets, wanting to say something, but not knowing what.

They return to pushing the boat into the water. Standing in the water, K.W. lifts Max into the boat. As he stands on the bow, they embrace.

Max is now ready to sail off. Douglas and Ira push the boat the last few feet until it's free of the beach.

Max begins to drift into the ocean. Max and Carol look at each other as Max continues to float away.

Carol walks toward the boat, across the beach, wanting desperately to do or say something, eventually walking past the other Wild Things and wading waist-deep into the ocean. Max watches, conflicted. Their eyes have been locked the entire time. Carol looks so sorry but doesn't know what he can possibly say. Max, watching Carol -- who is now up to his chest in the ocean -- emits a sad mournful gentle howl.

(CONTINUED)

MAX

Arooooooo!

We can almost hear Max's voice cracking. Carol's spirits lift -- he sees this as a small sign of Max's forgiveness.

CAROL

(mournful in return)

Arooooooo!

There are a few moments when Max and Carol's howls overlap as Max drifts into the night sea. Finally the other Wild Things join in, all howling sorrowfully, in concert, to their departing friend.

EXT. OCEAN - NIGHT

Max sails alone, under a full moon, with no land in front of him or behind him.

EXT. OCEAN - DAY

Max continues sailing, ~~determined~~. He sees no sign of land.

EXT. OCEAN - NIGHT

Max finally sees the forest along the horizon, the point from which he came.

EXT. LAKE - NIGHT

Max docks the boat again in the same inlet of the lake. He runs, as fast as he can, through the forest. The snow has melted and now there are only a few pockets of white. He's so close to home.

EXT. FOREST - NIGHT

He runs through the forest and then through the neighborhood.

EXT. NEIGHBORHOOD - NIGHT

A random neighborhood dog runs up next to him and Max barks at it wildly gleeful as they run side by side. The dog, after running next to him for a moment, runs away. All of the houses are dark, except for his own, in the distance, where some of the lights are still on. He runs his fastest until he gets a few houses away, when he slows down to a jog, then a walk.

His last few steps are slow and tentative. He moves to the front door, and we see a close-up of the doorknob turning.

CUT TO:

INT. MAX'S HOUSE - NIGHT

Max walks into the house very quietly. He tries not to make any noise as he closes the door.

We follow Max as he passes through the front hallway. Max sees his popsicle-stick bird, and realizes that his mom has reassembled it. It's whole and new again, perfect.

We see the kitchen table, and on it a place-setting with a bowl of soup (still hot) and a glass of milk and a slice of cake -- his mom has left it out for him. Starving, Max stands and devours the food.

Max now finds his mom, asleep on the couch.

Max looks down at his mom as he pushes his wolf-hood off his head. She's fallen asleep with her glasses on.

Max stares down at her, his head tilted in contemplation, watching her with affection and compassion. He slowly takes her glasses off and sets them carefully on the coffee table. He then leans down to touch her face gently, pushing a strand of hair back behind her ear.

He sits near her for a few long moments, watching her sleep, pondering her, marveling at her.

He stands up again and gazes down at his mother. He smiles.

THE END