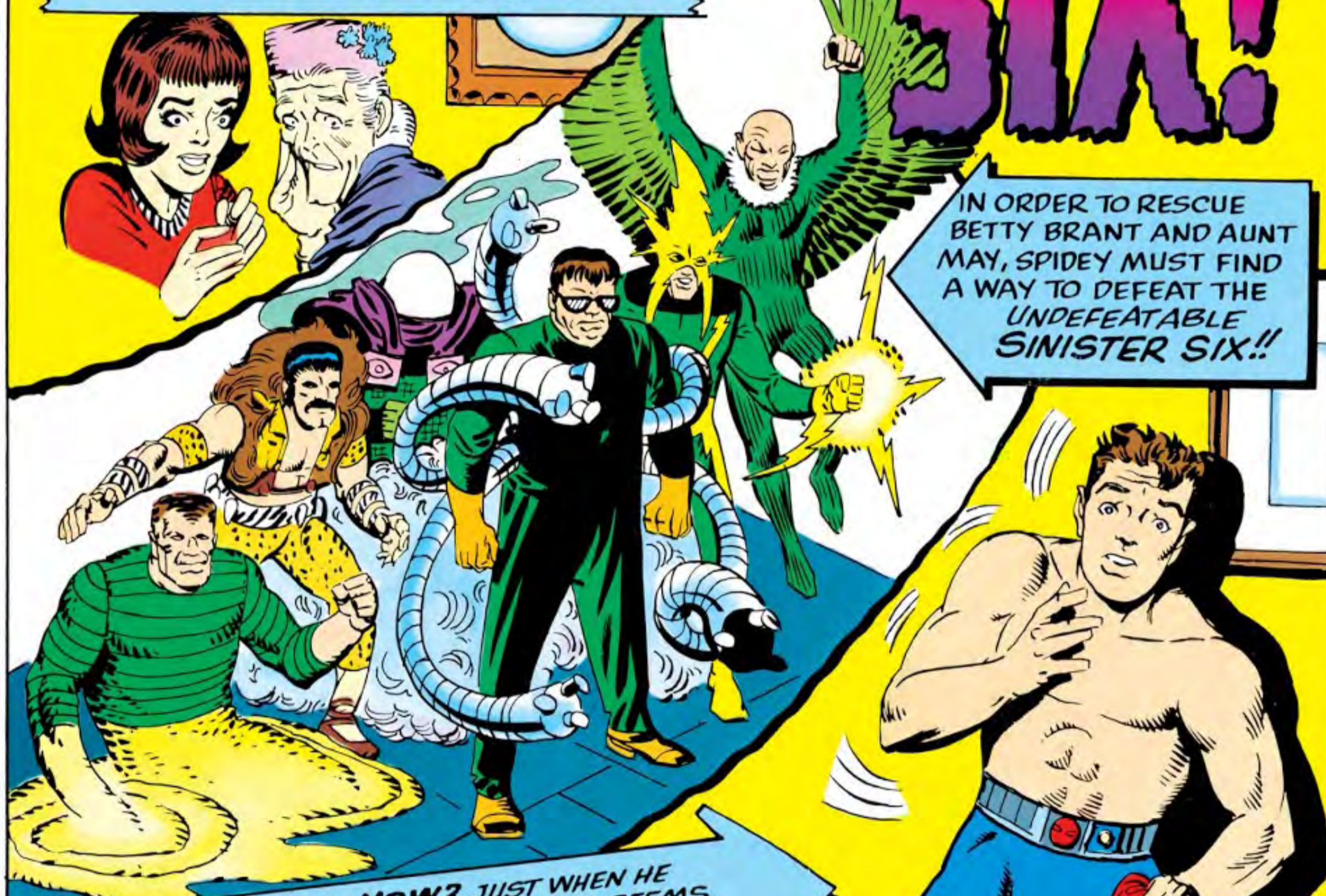




"The SINISTER SIX!"

CAN SPIDER-MAN SAVE THE TWO PEOPLE HE LOVES MOST IN THE WHOLE WORLD FROM THE DEADLY **SINISTER SIX**??

IN ORDER TO RESCUE BETTY BRANT AND AUNT MAY, SPIDEY MUST FIND A WAY TO DEFEAT THE UNDEFEATABLE **SINISTER SIX**!!



What Happens **NOW**? JUST WHEN HE NEEDS THEM MOST, PETER PARKER SEEMS TO HAVE MYSTERIOUSLY **LOST** HIS AMAZING SPIDER POWERS!!

41 Pages
Of Indescribable
Excitement
Written By:
STAN LEE
Drawn By:
STEVE DITKO

POSSIBLY THE MOST TALKED-ABOUT TEAM IN COMICS TODAY!

LETTERED BY: S. ROSEN

IT'S TAKEN A YEAR TO PRODUCE THIS DOUBLE-LENGTH EPIC, SO LET'S NOT WASTE ANOTHER MINUTE! AWAY WE GO!!

IN STATE PRISON, A TEAM OF SPECIALISTS HAVE FINALLY FOUND A WAY TO REMOVE THE FOUR EXTRA MECHANICAL ARMS WHICH HAD BECOME ATTACHED TO **DR. OCTOPUS** AFTER A FREAK ACCIDENT... *

NOW THAT WE'VE TAKEN YOUR GREATEST POWER FROM YOU, YOU'RE JUST PLAIN DR. OTTO OCTAVIUS, PRISONER #4756689!

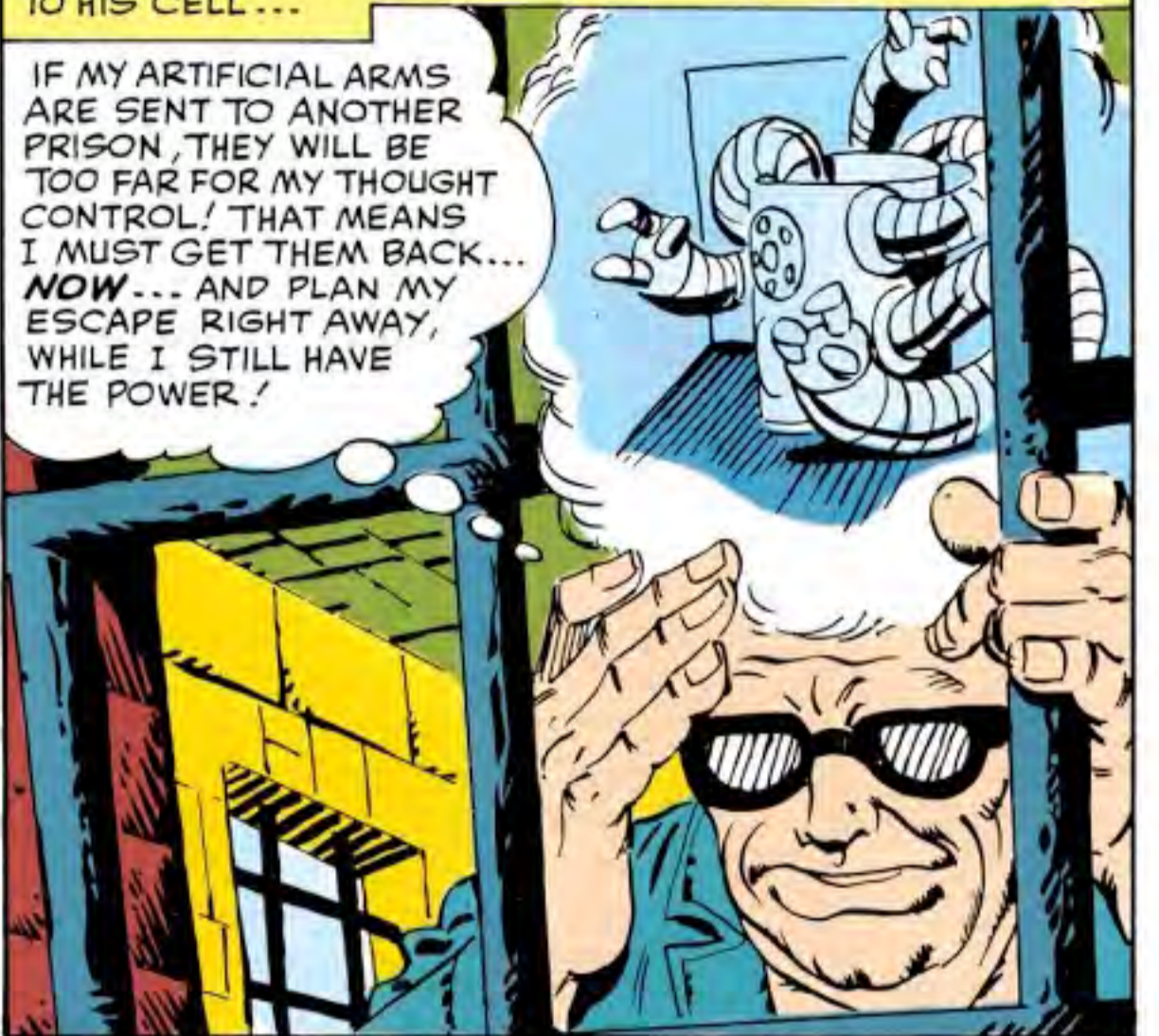
THAT'S WHAT **HE** THINKS! THEY DON'T SUSPECT THAT I CAN CONTROL MY "ARMS" MENTALLY, EVEN THOUGH THEY'RE A DISTANCE AWAY FROM ME!



*SEE SPIDER-MAN #3...EDITOR.

AN HOUR LATER, AFTER DR. OCTOPUS HAS BEEN RETURNED TO HIS CELL...

IF MY ARTIFICIAL ARMS ARE SENT TO ANOTHER PRISON, THEY WILL BE TOO FAR FOR MY THOUGHT CONTROL! THAT MEANS I MUST GET THEM BACK... **NOW**... AND PLAN MY ESCAPE RIGHT AWAY, WHILE I STILL HAVE THE POWER!



AND SO, THE EVIL ARCH-VILLAIN SENDS A THOUGHT IMPULSE OUT FROM HIS BRAIN... A SUMMONS WHICH IS RECEIVED, AND **OBEYED** BY HIS MIGHTY MECHANICAL ARMS!

RETURN TO YOUR MASTER!
RETURN TO YOUR MASTER!



SO POWERFUL ARE THEY, THAT NOTHING SEEMS ABLE TO STOP THEM AS THEY SLOWLY MAKE THEIR WAY ALONG THE WALLS AND CEILING UNTIL...



I **KNEW** I HAD THE POWER TO DO IT!!

AND NOW TO ATTACH THEM TO MYSELF AGAIN, AND BREAK OUT OF HERE BEFORE THE GUARDS CAN MUSTER ENOUGH REINFORCEMENTS TO STOP ME!



THE NEXT DAY, J. JONAH JAMESON, PUBLISHER OF THE INFLUENTIAL **DAILY BUGLE**, GETS AN UNEXPECTED VISITOR...

HI, J.J.! I WAS JUST PASSING BY, SO I THOUGHT I'D DROP IN AND BORROW A PAPER! I LOVE TO READ YOUR EDITORIALS... THEY'RE FUNNIER THAN THE COMIC STRIPS!

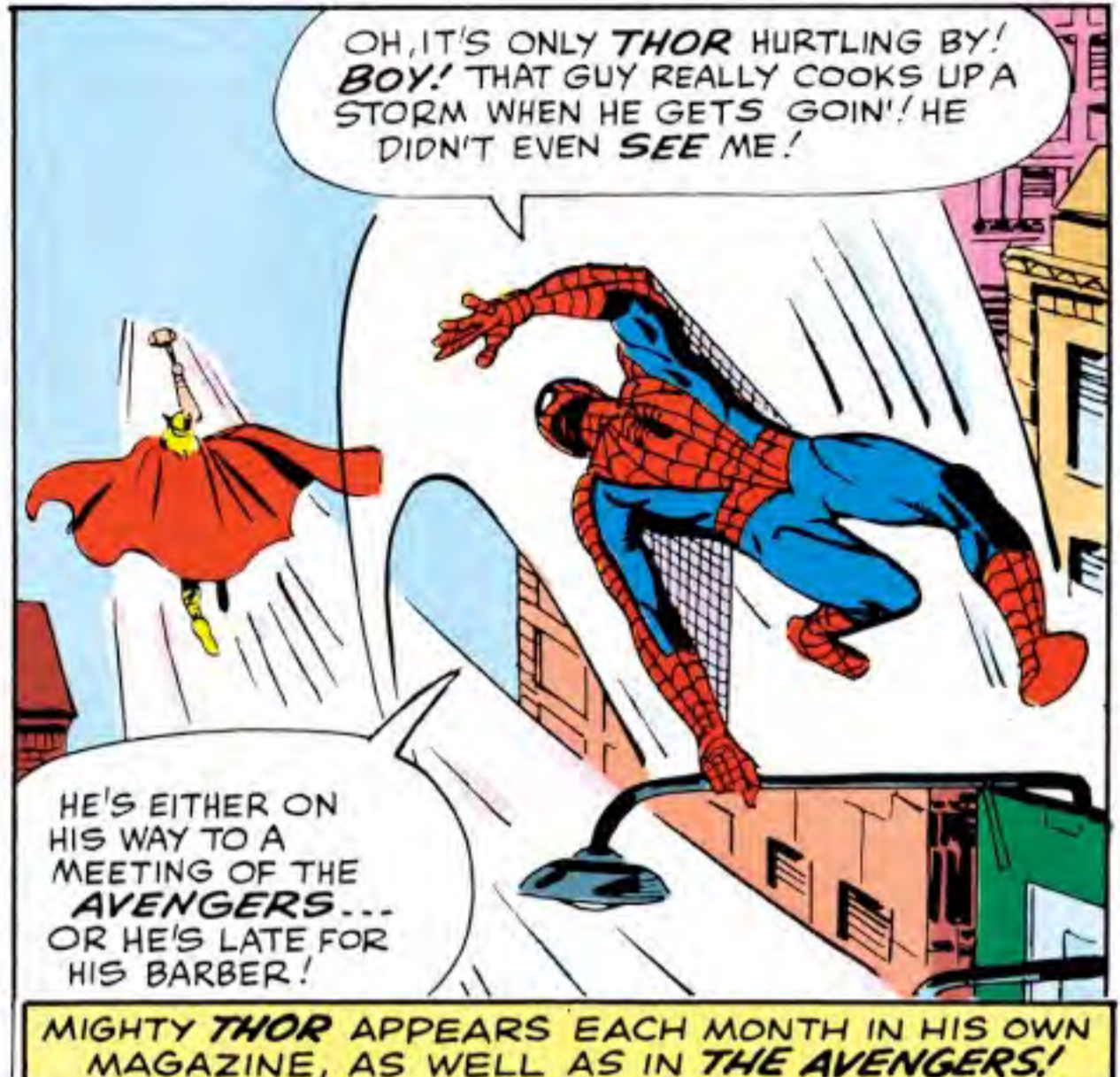
SPIDER-MAN! YOU INSOLENT BUFFOON! HAVEN'T THE POLICE CAUGHT UP WITH YOU **YET**??!

IF ONLY THAT BLASTED **PETER PARKER** WAS HERE TO SNAP SOME **PHOTOS** OF HIM!!



WELL, WELL! SO DOC OCK HAS ESCAPED FROM PRISON AGAIN! I SURE HOPE HE GOES INTO HIDING FOR THE NEXT HUNDRED YEARS OR SO! I'D SURE HATE TO HAVE TO TACKLE **HIM** AGAIN!!



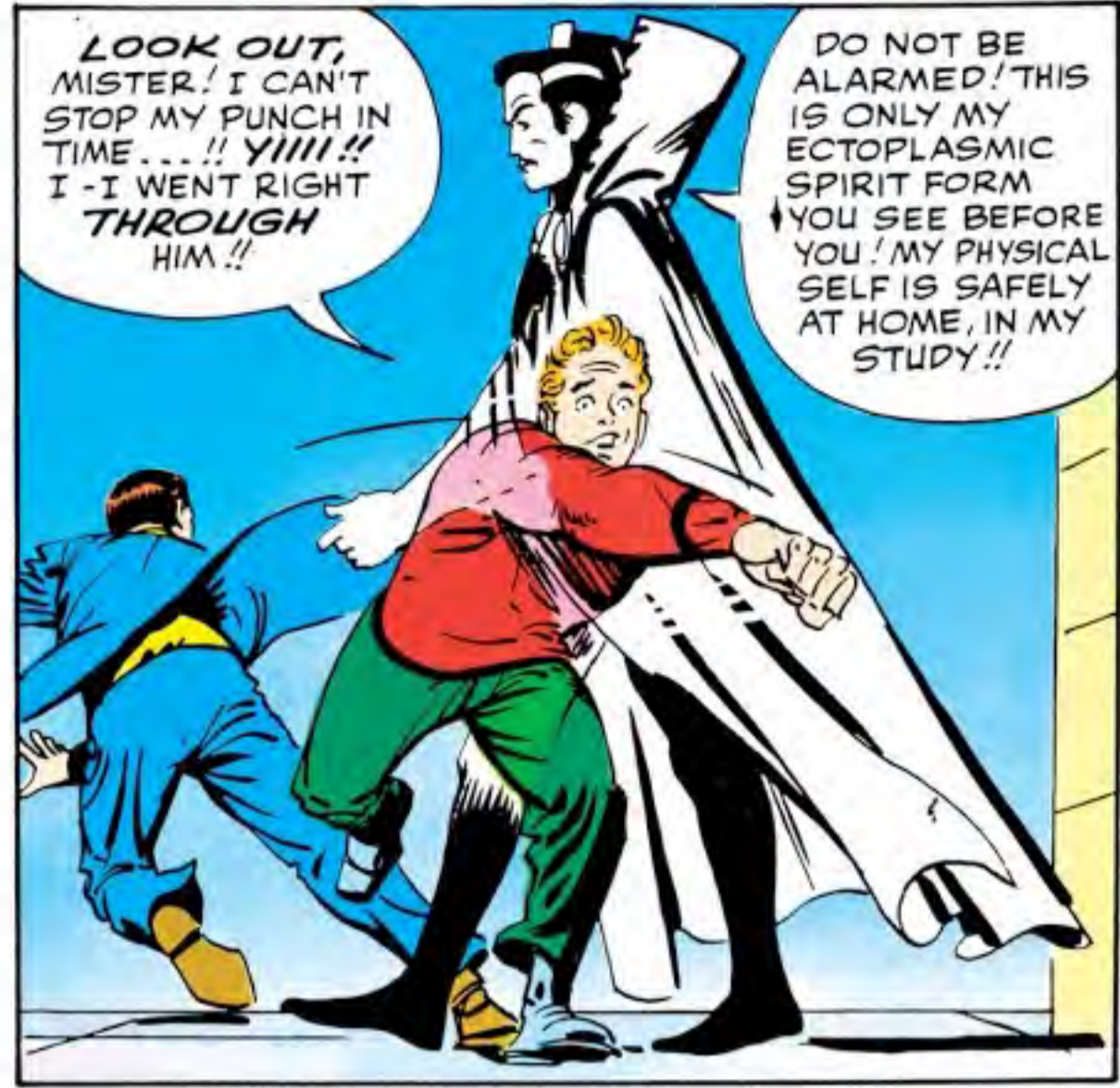




OKAY, WISE GUY... YOU **ASKED** FOR IT! UHHH!

HAVE YOU LADS NOTHING BETTER TO DO THAN ENGAGE IN COMMON STREET BRAWLS? FIGHTING IS THE LAST RESORT OF THE IGNORANT!!

NOW **THERE'S** AN IMPERISHABLE BIT OF CLEVER DIALOGUE!



LOOK OUT, MISTER! I CAN'T STOP MY PUNCH IN TIME...!! YIIII!! I -I WENT RIGHT THROUGH HIM!!

DO NOT BE ALARMED! THIS IS ONLY MY ECTOPLASMIC SPIRIT FORM YOU SEE BEFORE YOU! MY PHYSICAL SELF IS SAFELY AT HOME, IN MY STUDY!!



WOW! I NEVER THOUGHT I'D SEE HIM FOR **REAL!** DO YOU KNOW WHO THAT WAS?

I **THINK** SO! B-BUT I ALWAYS THOUGHT HE WAS JUST SOME PHONY MAGAZINE HERO!

THERE'S NOTHING PHONY ABOUT **THAT** CHARACTER! THAT WAS **DR. STRANGE**, IN THE FLESH! OR... I GUESS WE SHOULD SAY, **NOT** IN THE FLESH!!

DR. STRANGE APPEARS EACH MONTH IN **STRANGE TALES**.



MEANWHILE, PETER PARKER HAS TAKEN ADVANTAGE OF THE SUDDEN INTERRUPTION TO MAKE ONE OF THE MOST DRAMATIC CHANGES IN ALL OF ADVENTUREDOM...

NOBODY SAW ME DUCK AROUND THE CORNER!

I'D BETTER CHANGE TO **SPIDER-MAN** REAL FAST AND FIND OUT WHAT THERE **IS** ABOUT THAT FELLA THAT MADE MY SPIDER-SENSE TINGLE SO VICIENTLY!!



THE AURA OF **VILLAINY** WHICH HE EXUDES IS ALMOST TOO STRONG TO BEAR! WHOEVER HE IS, HE REPRESENTS A GRAVE DANGER! I'D BETTER TACKLE HIM **NOW!**



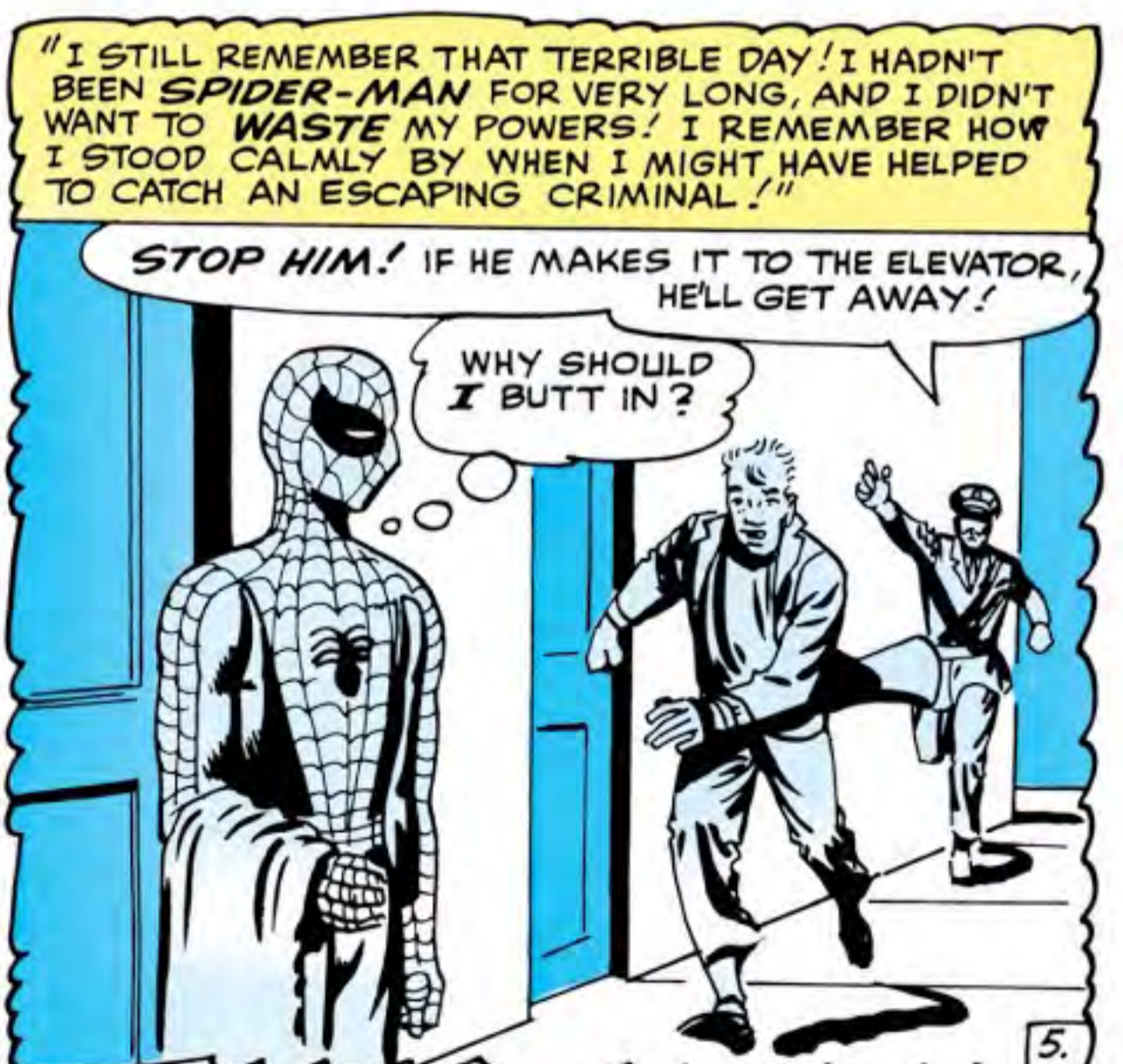
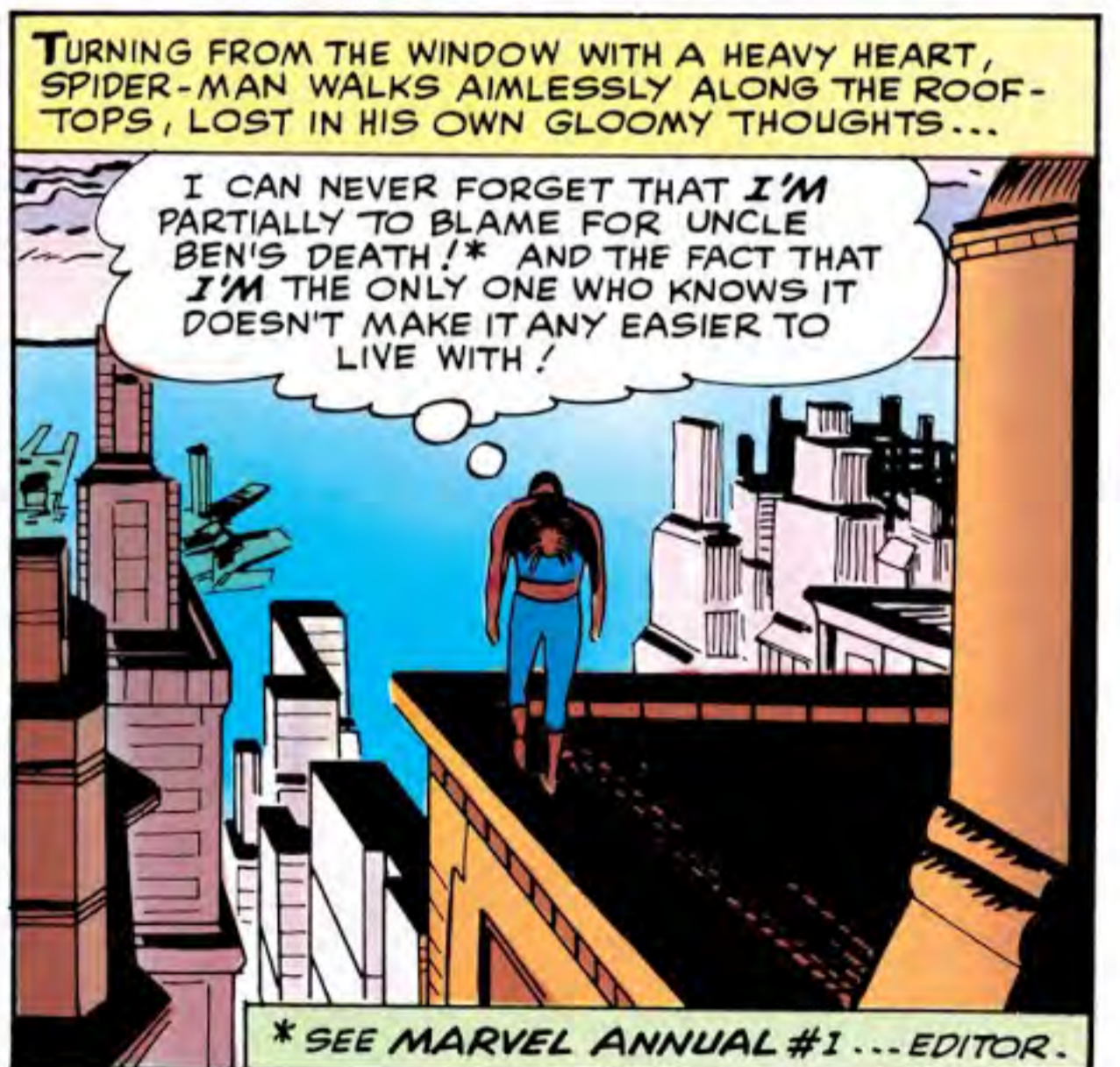
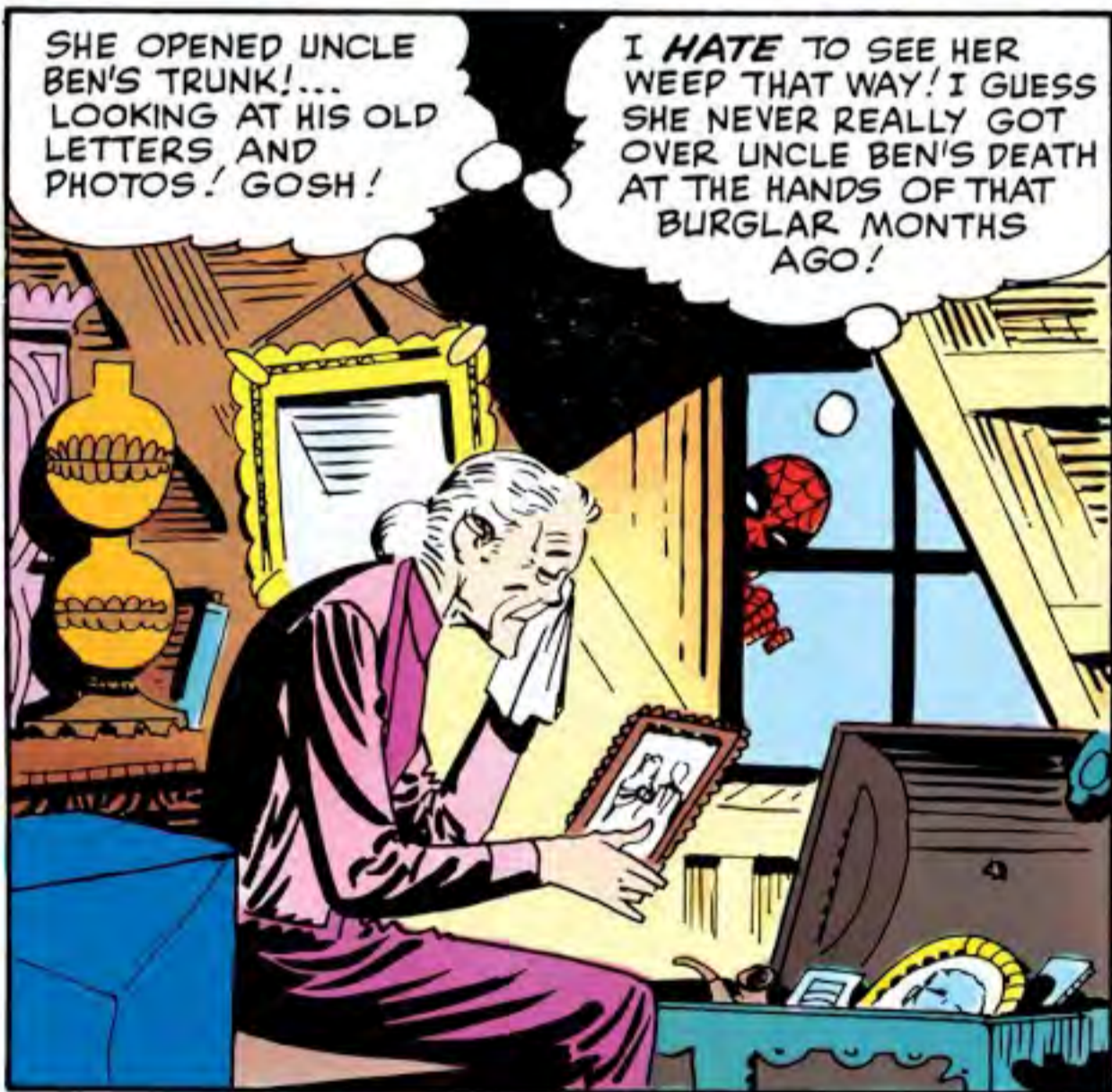
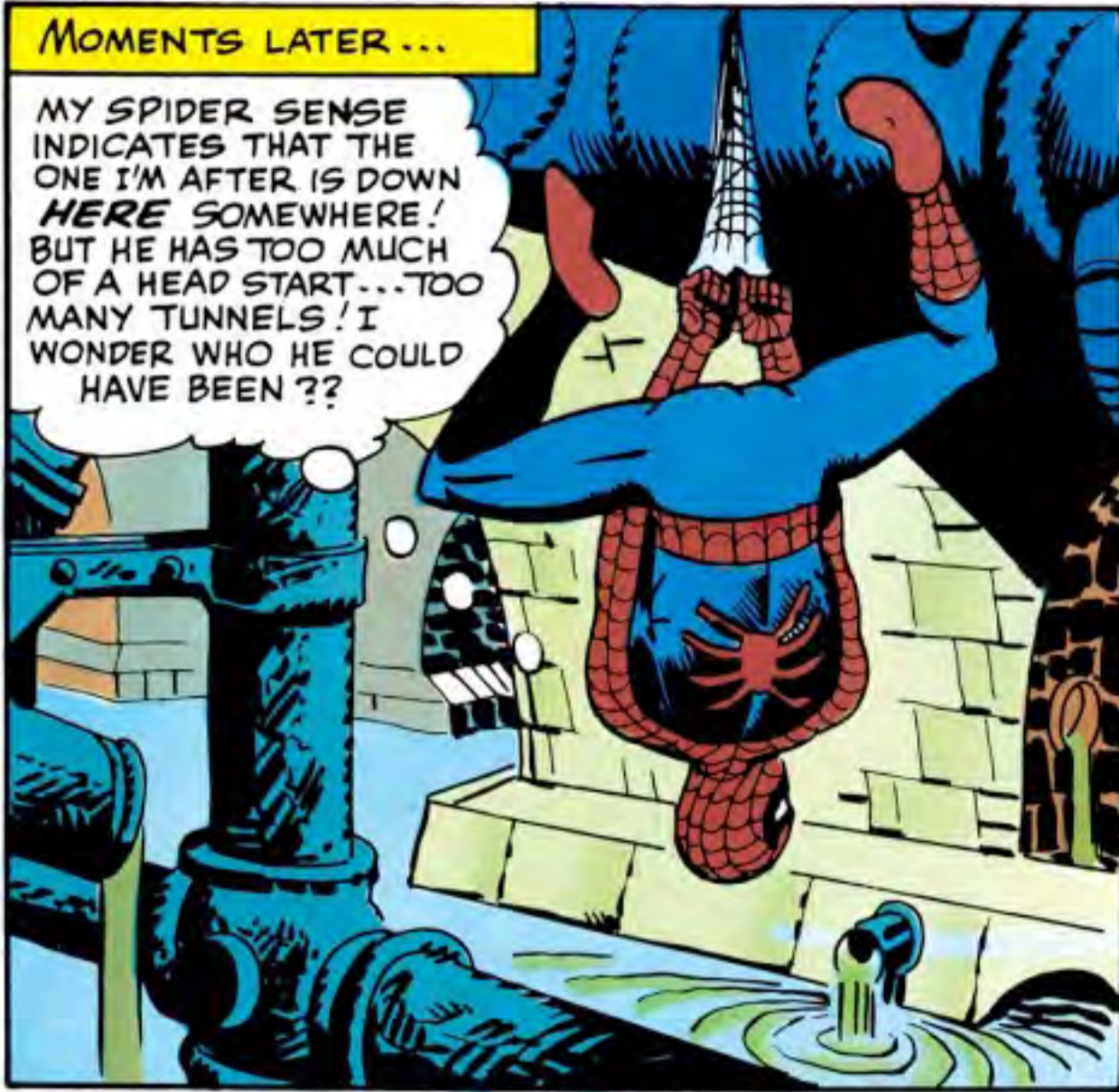
HOLD IT, MISTER! I WANT TO **TALK** WITH... HUH??!

THERE'S NOTHING HERE!! JUST AN EMPTY SUIT OF CLOTHES!! BUT... **HOW??!**



BUT, IF SPIDEY HAD BEEN ABLE TO PEER BENEATH THE TINY CRACKS IN THE GRATING BELOW THE EMPTY GARMENTS, HE'D HAVE SEEN ONE OF THE STRANGEST CRIMINALS OF ALL TIME RE-FORMING HIS BODY PARTICLES INTO NORMAL SHAPE ONCE MORE!

THAT WAS **CLOSE!** BUT, THE **SANDMAN** CAN'T STOP TO FIGHT SPIDER-MAN **NOW!** I'M LATE FOR THE URGENT MEETING WHICH **DR. OCTOPUS** CALLED!





IF ONLY I HAD KNOWN... IF I COULD SOMEHOW HAVE GUESSED THAT THE VERY MAN WHOM I ALLOWED TO PASS ME WOULD BE THE BURGLAR WHO WAS LATER TO MURDER UNCLE BEN!! WHY HADN'T I STOPPED HIM?? WHY? WHY??



AND NOW, NO MATTER WHAT I DO... NO MATTER HOW GREAT MY SPIDER POWERS ARE, I CAN NEVER UNDO THAT TRAGIC MISTAKE! I CAN NEVER COMPLETELY FORGIVE MYSELF!

SOMETIMES I HATE MY SPIDER-MAN POWERS! SOMETIMES I WISH I WERE JUST LIKE ANY NORMAL TEEN-AGER! IF ONLY IT HAD NEVER HAPPENED!



BUT THEN, SUDDENLY, SURPRISINGLY, THE SURE-FOOTED ADVENTURER LOSES HIS BALANCE, AND...

WHA...?? I TRIPPED!!



IT'S IMPOSSIBLE! IT NEVER HAPPENED BEFORE!! I CAN'T TRIP!! I CAN'T...!!



PERHAPS I WAS JUST TOO CARELESS! SO WRAPPED IN THOUGHT THAT I FORGOT I WAS AT THE ROOF'S EDGE!!

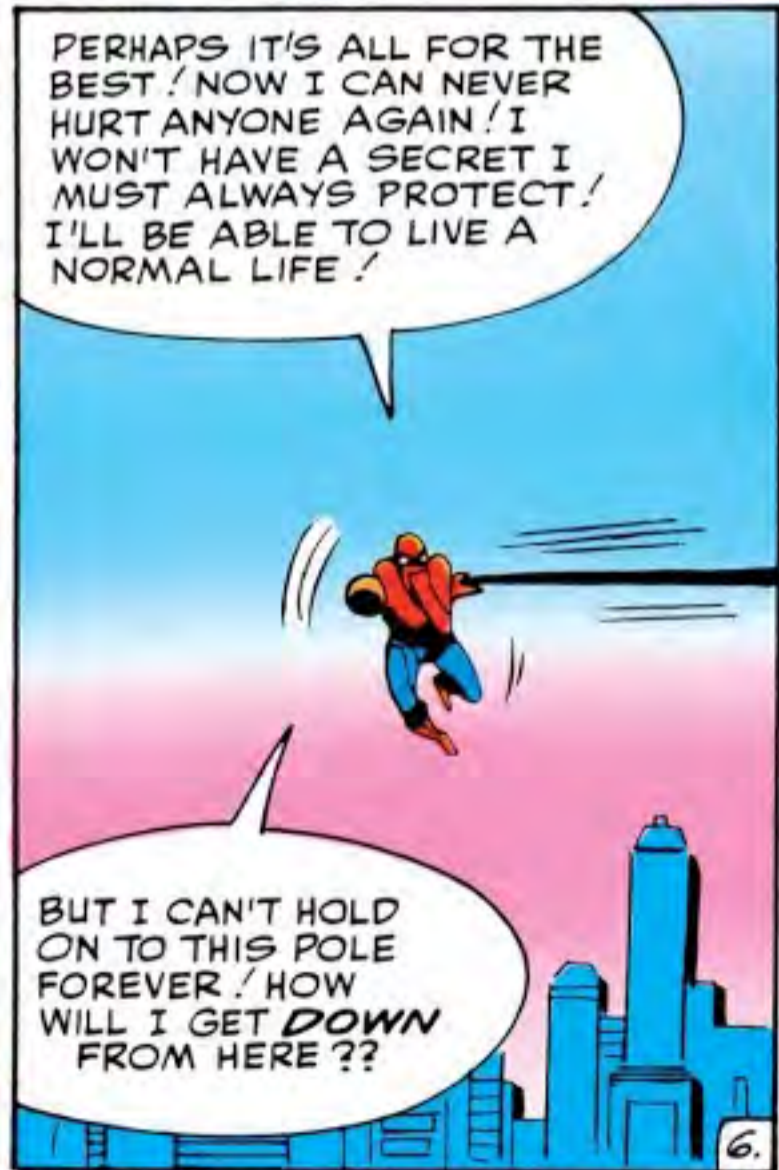


BUT THEN, HE RECEIVES ANOTHER SHOCK...

OH, NO! I CAN HARDLY HOLD ON TO THE FLAGPOLE!! WHAT HAPPENED TO MY STRENGTH... TO MY AGILITY??



I NEVER BELIEVED IT COULD HAPPEN... BUT IT HAS! SOMEHOW, WITHOUT WARNING... I'VE LOST MY SPIDER POWERS!!



PERHAPS IT'S ALL FOR THE BEST! NOW I CAN NEVER HURT ANYONE AGAIN! I WON'T HAVE A SECRET I MUST ALWAYS PROTECT! I'LL BE ABLE TO LIVE A NORMAL LIFE!

BUT I CAN'T HOLD ON TO THIS POLE FOREVER! HOW WILL I GET DOWN FROM HERE??

THERE'S THE **FANTASTIC FOUR** ... IN THEIR **FANTASTI-CAR**!! THEY SEE ME!! B-BUT THEY'RE FLYING RIGHT PAST ME!!

LOOK, REED! THERE'S THAT SWELL-HEADED **SPIDER-MAN** SHOWING OFF FOR THE PUBLIC, AS USUAL!!

THIS TOWN'S **CRAWLIN'** WITH SUPER-HEROES! PRETTY SOON YOU'LL NEED A PROGRAM TO TELL ONE FROM THE OTHER!

WE'D BETTER NOT INTERFERE! HE'S A REAL LONE WOLF!

DON'T WORRY, BEN! PEOPLE WILL ALWAYS BE ABLE TO RECOGNIZE YOU!

THE **FANTASTIC FOUR** APPEAR EACH MONTH IN THEIR OWN FEATURE-LENGTH MAGAZINE!

THEY MUST HAVE THOUGHT I WAS **CLOWNING** OUT HERE, AS USUAL!

WELL, I'VE GOT TO TRY TO MAKE IT...TO THE LEDGE! MUSTN'T LET GO! ONE SLIP WILL BE CURTAINS! JUST A LITTLE FURTHER... ALMOST THERE...

MADE IT! NOW TO FIND AN OPEN WINDOW!! MUSTN'T LOOK DOWN... I'LL HUG THE WALL AND KEEP INCHING FORWARD!

FINALLY, AFTER A SUSPENSEFUL FEW MINUTES, THE COSTUMED TEEN-AGER REACHES AN OPEN WINDOW, AND THEN...

I'VE GOT TO GET **HOME** NOW, AS FAST AS I CAN!

BUT I MUSTN'T BE **SEEN!** WITHOUT MY SPIDER POWERS IT WOULD BE TOO EASY FOR SOMEONE TO TRAP ME AND SUCCEED IN **UN-MASKING** ME!!

AND SO, IT TAKES THE ONCE-MIGHTY SPIDER-MAN ALMOST AN HOUR TO MAKE A JOURNEY WHICH, JUST A SHORT TIME EARLIER, HE WOULD HAVE COMPLETED IN LESS THAN THREE MINUTES BY EFFORTLESS ROOFTOP TRAVEL! THEN, AFTER CHANGING CLOTHES...

YOU LOOK **PALE**, DEAR! IS ANYTHING WRONG?

NO, AUNT MAY! I GUESS I'VE JUST BEEN STUDYING TOO HARD!

WHY DON'T YOU LIE DOWN FOR A WHILE, PETER? I'LL BRING YOUR DINNER UP TO YOU!

THANKS, AUNT MAY! I WILL!

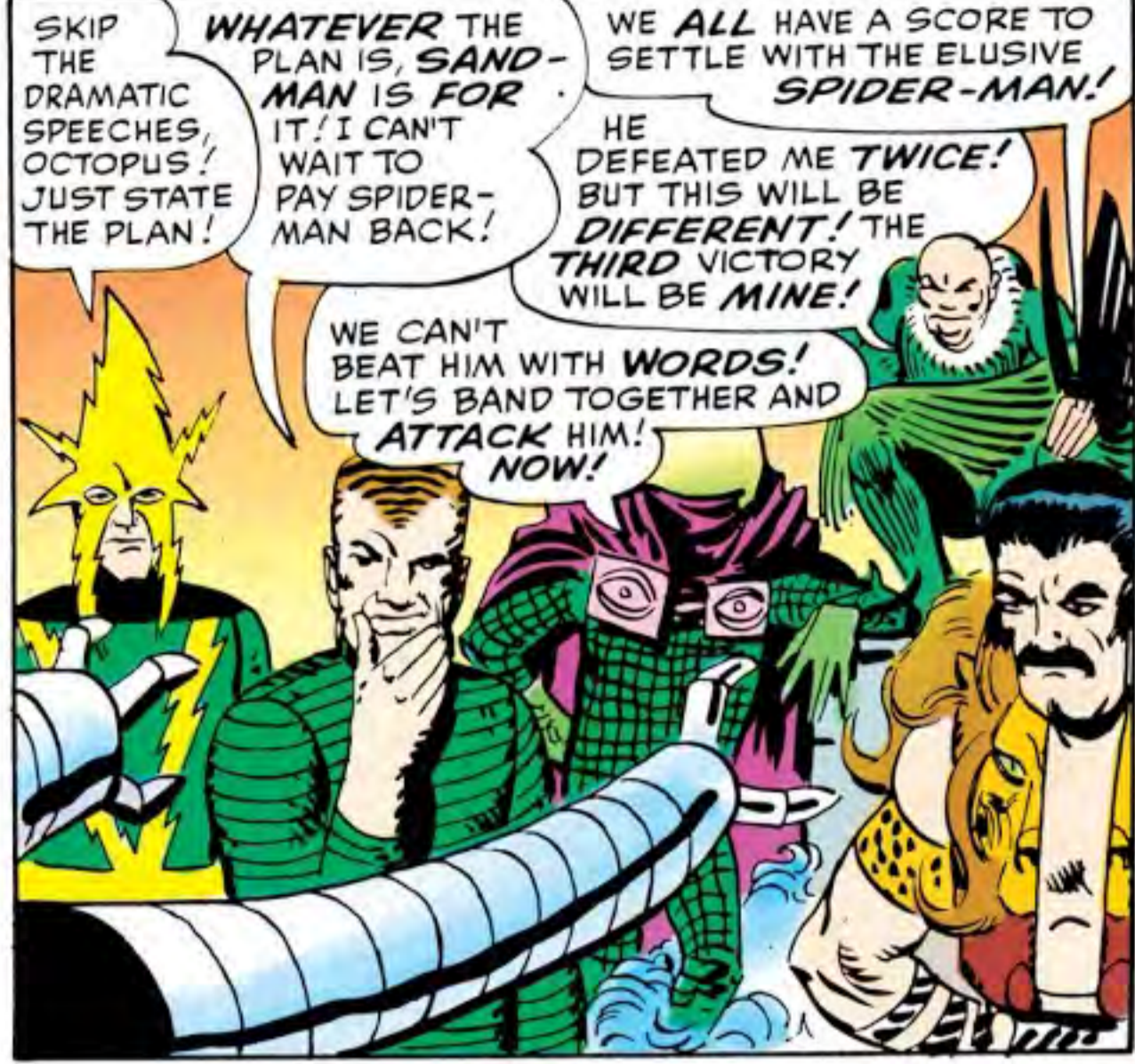
AFTER TODAY, I'LL NEVER HAVE TO KEEP THE TRUTH FROM HER AGAIN! NO MORE DECEPTION AS SPIDER-MAN!

IT ALL HAPPENED SO FAST... SO UNEXPECTEDLY! I ALWAYS WISHED I WERE JUST A NORMAL TEEN-AGER AGAIN... BUT **NOW**, WHAT NEXT? WHAT DO I DO WITH MY LIFE??

MEANWHILE, AT THE HIDEOUT OF DR. OCTOPUS, THE "GUEST LIST" IS COMPLETED WITH THE ARRIVAL OF THE WINGED VULTURE!



NOW THAT WE'RE ALL HERE, WE'LL GET DOWN TO BUSINESS IMMEDIATELY! THIS MEETING WILL BE A TURNING POINT OF OUR CAREERS!



SKIP THE DRAMATIC SPEECHES, OCTOPUS! JUST STATE THE PLAN!

WHATEVER THE PLAN IS, SAND-MAN IS FOR IT! I CAN'T WAIT TO PAY SPIDER-MAN BACK!

WE ALL HAVE A SCORE TO SETTLE WITH THE ELUSIVE SPIDER-MAN!

HE DEFEATED ME TWICE! BUT THIS WILL BE DIFFERENT! THE THIRD VICTORY WILL BE MINE!

WE CAN'T BEAT HIM WITH WORDS! LET'S BAND TOGETHER AND ATTACK HIM! NOW!



HE'S TOO FAST! HE'D FIND SOME WAY TO ESCAPE US!

PERHAPS YOU'RE RIGHT! BUT THERE MUST BE A WAY TO FORCE HIM TO BATTLE US!

OF COURSE THERE IS! THAT'S THE PURPOSE OF THIS MEETING! NOW BE QUIET, ALL OF YOU! I HAVE IT ALL FIGURED OUT!

I SAY WE MUST ATTACK ALL AT ONCE! HIS POWER IS NOT GREAT ENOUGH TO DEFEAT ALL SIX OF US!

BAH! I'M WISE TO HIS TRICKS BY NOW! I CAN LICK HIM ALONE NEXT TIME WE MEET!

KRAVEN DOES NOT HUNT IN A PACK! ONLY BY A SOLO VICTORY WILL I ACHIEVE THE REVENGE I SEEK!



BUT HE'S BEATEN ALL OF YOU IN THE PAST! WHY TAKE NEEDLESS CHANCES??

I DON'T CARE HOW WE DO IT! I'M JUST ITCHIN' TO TACKLE HIM!

NOW THAT YOU'VE ALL HAD YOUR SAY, I'LL TELL YOU MY PLAN! I BELIEVE IT WILL SATISFY EACH OF YOU!



WE WILL EACH DRAW A NUMBER, AND WE WILL FIGHT HIM, ONE AT A TIME, IN THE ORDER OF THE DRAWING! I HAVE WORKED OUT A DETAILED SCHEME WHICH WILL FORCE HIM TO BATTLE US! NOW DRAW!

GOOD! ACTION AT LAST!



ON EACH OF YOUR CARDS I HAVE WRITTEN A **LOCATION!** IT IS THE PLACE WHERE YOU WILL BATTLE OUR COMMON ENEMY... AND EACH LOCATION IS BEST SUITED FOR YOUR PARTICULAR TALENTS! I HAVE LEFT NOTHING TO CHANCE, AS YOU SHALL **SEE!**



SPIDER-MAN WILL HAVE NO CHOICE! HE WILL HAVE TO FIGHT ONE AFTER ANOTHER... AND **EACH** ONE OF US WILL WEAKEN HIM A LITTLE BIT MORE, SO HIS CHANCES WILL GROW SLIMMER AFTER EACH BATTLE!

IF **I'M** THE FIRST, THERE WILL BE NO FURTHER BATTLES!

ENOUGH TALK! LET'S LOOK AT THE CARDS!



THE NEXT DAY, AN UNSUSPECTING PETER PARKER LISTLESSLY TOYS WITH HIS BREAKFAST...

PETER, YOU'VE HARDLY TOUCHED YOUR EGGS! SOMETHING **MUST** BE TROUBLING YOU!

I'M SORRY, AUNT MAY! I'M JUST NOT HUNGRY, THAT'S ALL! THERE'S NOTHING FOR YOU TO WORRY ABOUT... HONEST!



I'VE CAUSED YOU **ENOUGH** WORRY IN THE PAST! I COULDN'T BEAR TO CAUSE YOU ANY MORE!

PERHAPS YOU SHOULD STAY HOME TODAY, DEAR? IT MAY BE A TOUCH OF VIRUS!

NO, I FEEL FINE... REALLY! I THINK I JUST NEED SOME EXERCISE! I'LL GO FOR A WALK!



THE POOR BOY! HE CAN'T FOOL ME! **SOMETHING** IS BOTHERING HIM! IF ONLY I COULD HELP HIM!

BUT BOYS ARE SO RELUCTANT TO CONFIDE IN OLDER PEOPLE! IF ONLY THEY'D REALIZE WE UNDERSTAND MORE THAN THEY THINK!



IT **CAN'T** HAVE ANYTHING TO DO WITH **SCHOOL!** HE'S THE TOP STUDENT IN HIS CLASS!

PERHAPS IT'S THAT **GIRL** HE'S BEEN SEEING... BETTY BRANT! I WONDER IF ANYTHING IS WRONG BETWEEN THEM?



MEANTIME, AT MIDTOWN HIGH SCHOOL...

I WONDER WHERE PETER PARKER IS TODAY!?

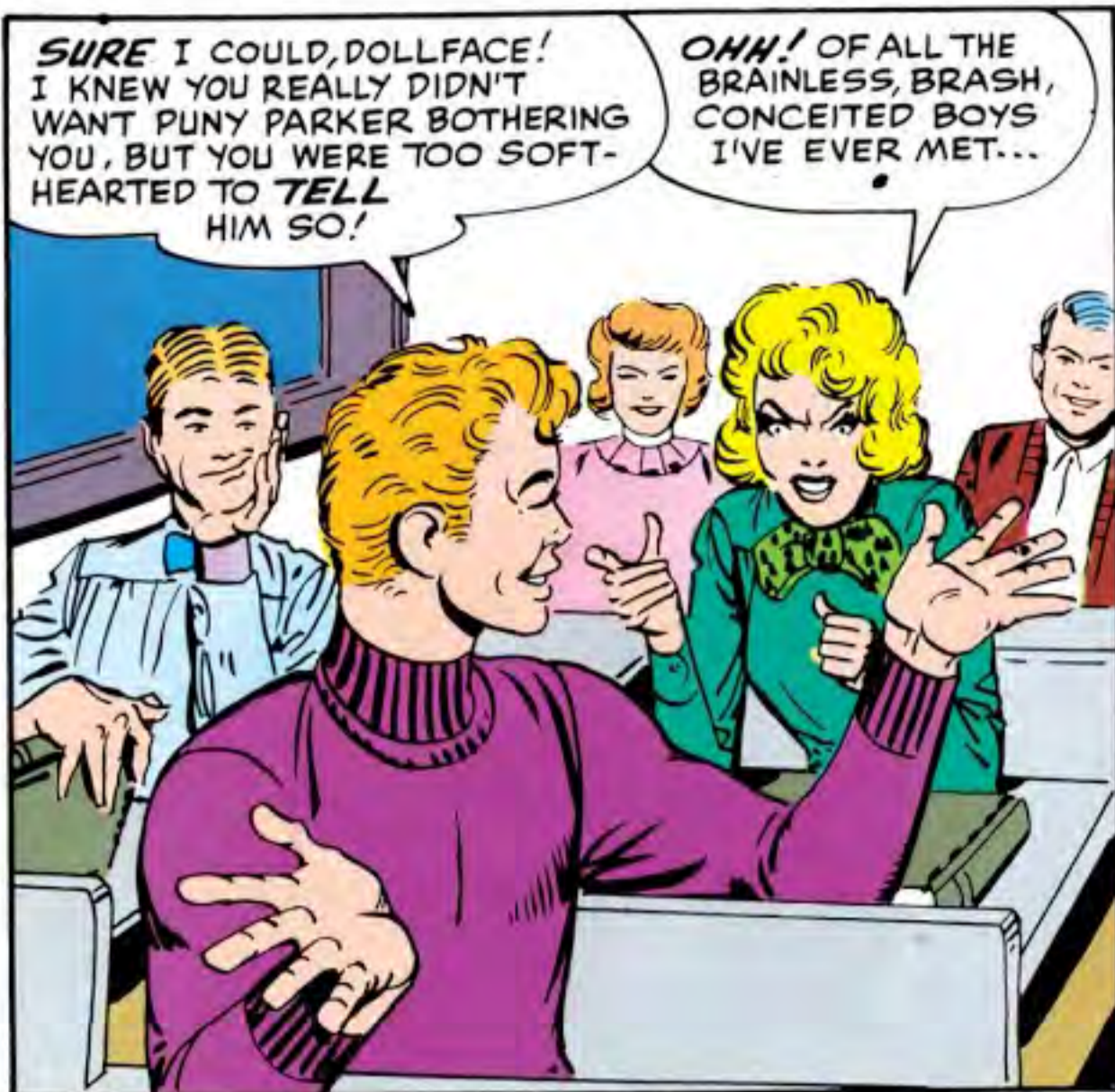
SAY, THAT'S RIGHT! HE'S NOT HERE IN CLASS!

MUST BE SOMETHING IMPORTANT! THIS 'S THE FIRST DAY HE'S MISSED!



IF YOU ASK **ME**, IT'S BECAUSE I **SCARED** THE PANTYWAIST YESTERDAY! HE'S PROBABLY OUT TRANSFERRING TO ANOTHER SCHOOL BY NOW!

FLASH THOMPSON, I DON'T **BELIEVE** YOU! YOU **COULDN'T**...!



SURE I COULD, DOLLFACE! I KNEW YOU REALLY DIDN'T WANT PUNY PARKER BOTHERING YOU, BUT YOU WERE TOO SOFT-HEARTED TO TELL HIM SO!

OH! OF ALL THE BRAINLESS, BRASH, CONCEITED BOYS I'VE EVER MET...

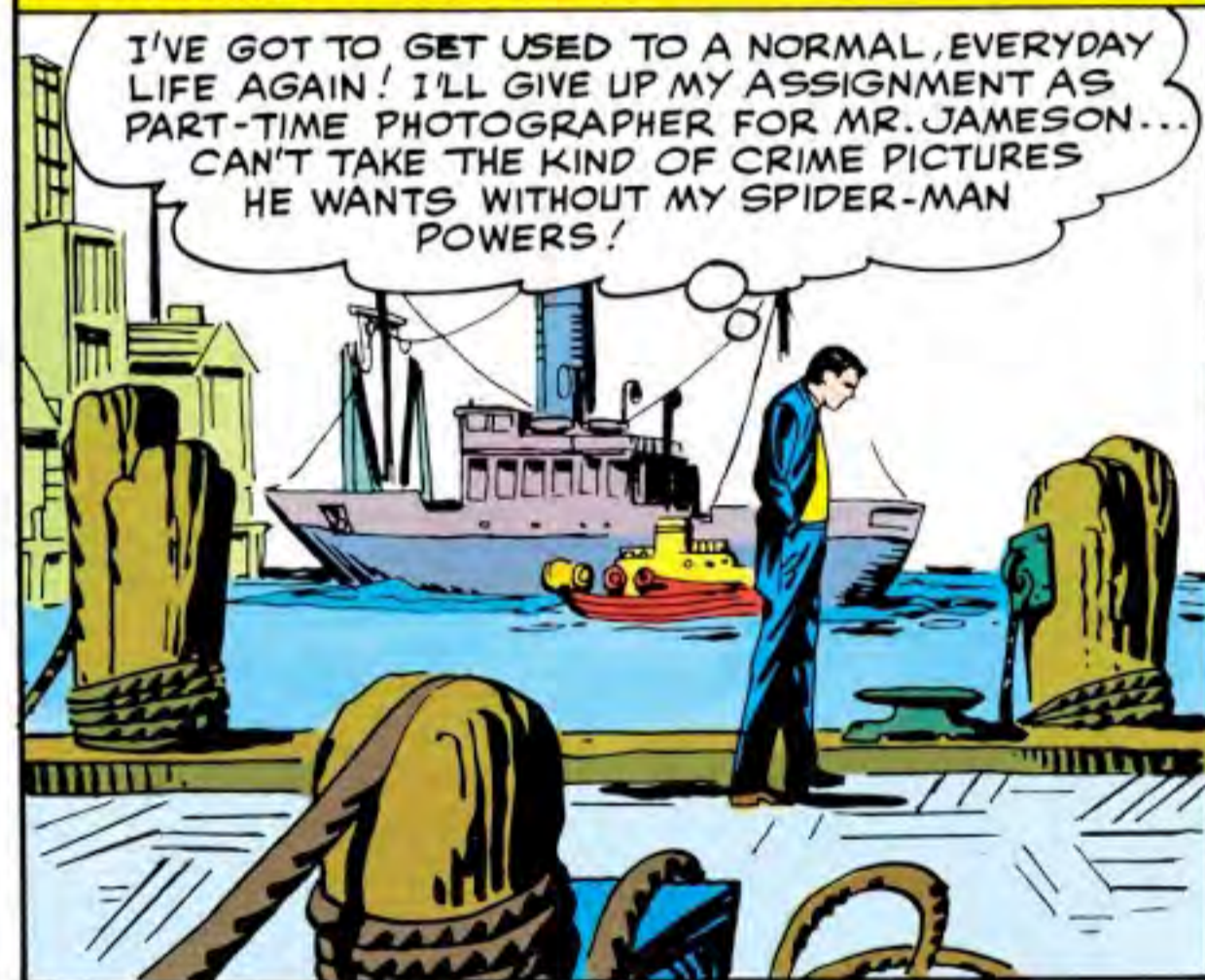


AND BACK AT PETER'S HOUSE ...

WHY, NO, MRS. PARKER! PETER DIDN'T COME TO SCHOOL TODAY! WE THOUGHT HE WAS HOME... WITH YOU!

OH, DEAR! NOW I JUST KNOW SOMETHING IS WRONG! HE'S NEVER PLAYED HOOKEY BEFORE! IT MUST HAVE SOMETHING TO DO WITH THAT BETTY BRANT!

BUT, SO CONFUSED IS PETER PARKER... SO HEAVY IS THE FIT OF DEPRESSION THAT HANGS OVER HIM, THAT HE HAS COMPLETELY FORGOTTEN ABOUT EVERYTHING ... SAVE HIS OWN MYSTIFYING PROBLEM ...



I'VE GOT TO GET USED TO A NORMAL, EVERYDAY LIFE AGAIN! I'LL GIVE UP MY ASSIGNMENT AS PART-TIME PHOTOGRAPHER FOR MR. JAMESON... CAN'T TAKE THE KIND OF CRIME PICTURES HE WANTS WITHOUT MY SPIDER-MAN POWERS!



MAYBE I CAN EVEN FIND THE COURAGE TO TELL BETTY THE TRUTH ABOUT MYSELF! AFTER ALL, WHAT HARM CAN IT DO NOW?

HEY, LOOK! DO YOU SEE WHAT I SEE?

WOW! I NEVER EXPECTED TO SEE THEM IN REAL LIFE!

HURRY! LET'S GET A BETTER LOOK AT THEM!



IT'S GIANT-MAN... AND THE WASP! THEY'VE TRAPPED A GANG OF CRIMINALS!

ALL RIGHT, BOYS... THE PARTY'S OVER! BETTER PHONE FOR THE POLICE, WASP!

OKAY, BLUE EYES, BUT THIS TIME LET'S USE YOUR DIME! YOU ALWAYS FORGET TO PAY ME BACK FOR THOSE PHONE CALLS!



BUT, AS THE CROWD GATHERS AROUND THE TOWERING CRIME-FIGHTER ...

A FEW DAYS AGO I'D HAVE BEEN RIGHT IN THE CENTER OF THINGS! BUT NOW, I DON'T EVEN WANT TO BE NEAR ANY CRIMINALS!

GIANT-MAN AND THE WASP APPEAR MONTHLY IN TALES TO ASTONISH.

AT THAT MOMENT, WAITING AT THE ENTRANCE OF THE **DAILY BUGLE** BUILDING, WE FIND...

MISS BRANT... BETTY! MAY I SPEAK WITH YOU FOR A MOMENT?

WHY, MRS. PARKER, OF **COURSE** YOU MAY! I WAS JUST GOING FOR A CUP OF COFFEE!



WHILE TWO SINISTER FIGURES WATCH NEARBY...

THERE'S THAT BRANT GIRL NOW! BUT WHO'S THAT **WITH** HER?

WHAT'S THE DIFFERENCE?! WE'LL TAKE THEM **BOTH** IF WE HAVE TO! LET'S GO!



AND, AT THE WINDOW OF JONAH JAMESON'S PRIVATE OFFICE...

I FORGOT TO ASK BETTY BRANT FOR THE FRISBY FILE! MAYBE I CAN CALL TO HER FROM HERE!

SAY! WHAT'S GOING ON THERE??!



SHE'S WITH PETER PARKER'S AUNT... BUT WHOSE CAR IS SHE GETTING INTO?? I'D SWEAR THAT'S THE **SANDMAN**... WITH **ELECTRO** INSIDE!

WAIT! COME BACK! STOP!!

NO USE! THEY'VE GONE! BUT... WHERE?!



MINUTES LATER...

THEY'RE **HERE!** ALL RIGHT, VULTURE... GET GOING! YOU KNOW WHAT DO!

AH, MISS BRANT! COME IN! I'VE BEEN **EXPECTING** YOU! AND WHO IS THAT CHARMING LADY WITH YOU?

SHE SAYS SHE'S THE AUNT OF SOME KID NAMED PETER PARKER, DOC!

IT'S... **DOCTOR OCTOPUS!** WHY DID YOU HAVE US BROUGHT HERE?

A DOCTOR! HOW NICE! SUCH A CHARMING, SOFT-SPOKEN GENTLEMAN!



YOU MEAN YOU HAVEN'T **HEARD** OF HIM?! DON'T LET HIS LOOKS **DECEIVE** YOU, MRS. PARKER!

NOW, NOW, DEAR.. WE MUSTN'T BE PREJUDICED AGAINST THE POOR MAN JUST BECAUSE HE SEEMS TO HAVE SOME TROUBLE WITH HIS ARMS!

SIT DOWN, PLEASE... MAKE YOURSELVES COMFORTABLE! I'LL HAVE MY ASSOCIATES BRING YOU SOME REFRESHMENTS!



LATER, AFTER A WORRIED PETER PARKER RETURNS HOME AND FINDS HIS AUNT GONE...

I GOT YOUR CALL, MR. JAMESON! YOU SAY YOU THINK YOU SAW MY AUNT GET INTO A CAR WITH BETTY BRANT AND SANDMAN AND ELECTRO?! IT DOESN'T SOUND **POSSIBLE!**

OKAY, BIG BRAIN! SO IT'S **IMPOSSIBLE!** SO YOU TELL **ME** WHERE YOUR AUNT AND MY SECRETARY DISAPPEARED TO!!



SUDDENLY, A WICKED-LOOKING WINGED FORM APPEARS OUTSIDE THE WINDOW...

I HAVE A MESSAGE FOR SPIDER-MAN!

THE SINISTER SIX HAVE CAPTURED BETTY BRANT! IF HE WANTS HER, HE'LL HAVE TO COME AND GET HER!

THE SINISTER SIX??!

BUT HOW THE DICKENS AM I SUPPOSED TO TELL SPIDER-MAN??

PUT A NOTICE IN YOUR PAPER! HE'S SURE TO READ IT! TELL HIM HE MUST GO TO THE STARK ELECTRIC PLANT... BUILDING #4!

ALL RIGHT, I'LL DO IT! BUT TAKE GOOD CARE OF MISS BRANT! GOOD SECRETARIES ARE HARD TO FIND NOWADAYS!

EVERYTHING'S FALLING IN PLACE! SIX OF MY OLD ENEMIES HAVE BANDED TOGETHER TO TRAP ME! THEY KNOW I WAS WILLING TO FIGHT FOR BETTY BRANT TWICE BEFORE!*

* SPIDER-MAN #11 AND #12...ED.

BUT WHAT CAN I DO NOW?? WHAT GOOD AM I WITHOUT MY SPIDER-POWERS?? HOW CAN I SAVE HER THIS TIME??

REMEMBER! SEE THAT SPIDER-MAN GETS OUR MESSAGE! ... OR WE'LL HOLD YOU ACCOUNTABLE!

I'LL PRINT IT IN MY PAPER, LIKE YOU ASK! BUT I CAN'T EVEN SWEAR THAT HE KNOWS HOW TO READ!

MY NEXT EDITION WON'T BE OUT FOR HOURS! MAYBE I CAN NOTIFY SPIDER-MAN FASTER BY CONTACTING SOME OF THE OTHER COSTUMED CLOWNS IN TOWN! THEY PROBABLY ALL BELONG TO THE SAME CLUB!

BUT, IF THE SINISTER SIX ARE HOLDING AUNT MAY ALSO, WHAT WILL THE SHOCK DO TO HER! SHE'S JUST A FRAIL OLD WOMAN! I'VE GOT TO DO SOMETHING... BUT WHAT?!

OPERATOR! GET ME THE FANTASTIC FOUR! HOW SHOULD I KNOW? LOOK IN THE PHONE BOOK!

THEN, ACROSS TOWN, IN THE WORLD'S MOST FAMOUS SKYSCRAPER HEADQUARTERS...

SPIDER-MAN? NO, WE HAVEN'T SEEN HIM SINCE YESTERDAY WHEN HE WAS SITTING ON A FLAGPOLE OVER ON MADISON AVENUE! HOW DO I KNOW WHAT HE WAS DOING ON A FLAGPOLE?!

IF SOMEONE'S LOOKIN' FOR SPIDER-MAN, TRY THE AVENGERS! THOSE CORNBALLS ARE ALWAYS KEEPIN' TABS ON EVERYBODY!

WHAT'S WITH OL' WEB-HEAD LATELY? ALL OF A SUDDEN HE'S BECOME MR. POPULAR!

NEXT, AN ELECTRONIC CIRCUIT IS ACTIVATED AT AVENGERS HEADQUARTERS, AND...

I DON'T KNOW WHAT IT'S ALL ABOUT, BUT IT MIGHT BE IMPORTANT, CAP!

SORRY, I NEVER EVEN MET SPIDER-MAN! AND NONE OF MY TEAM-MATES ARE HERE AT THE MOMENT!

CAPTAIN AMERICA APPEARS EACH MONTH IN THE AVENGERS.

12.

SHORTLY THEREAFTER, IN THE MYSTERIOUS "DANGER ROOM" OF THE UNCANNY X-MEN...

LOOK! A FLAMING MESSAGE IN THE SKY FROM THE HUMAN TORCH! IT'S FOR SPIDER-MAN!

IGNORE IT! IT DOES NOT CONCERN US! CONTINUE WITH YOUR TRAINING PROGRAM!

THE X-MEN APPEAR BI-MONTHLY IN THEIR OWN FEATURE-LENGTH MAGAZINE.

MEANWHILE, AS OTHERS SEEK HIM ALL OVER TOWN, THE REAL SPIDER-MAN, IN THE PERSON OF PETER PARKER, DOES SOME BITTER SOUL-SEARCHING AT HOME...

HAVING LOST MY SPIDER POWERS, I WOULDN'T STAND A CHANCE AGAINST ANY OF MY OLD FOES... LET ALONE SIX OF THEM!

BUT I CAN'T SIT BACK AND DO NOTHING! NOT WITH BETTY AND AUNT MAY IN THE HANDS OF MY MOST DANGEROUS ENEMIES! I'VE GOT TO SHOW MYSELF... FOR THEIR SAKE!

AND, IF THIS IS TO BE MY FINISH... AT LEAST I'LL FACE IT... LIKE A MAN!

LATER, AT BUILDING #4 OF THE STARK ELECTRIC PLANT, A COSTUMED FIGURE SLOWLY, NERVOUSLY MOUNTS A CATWALK...

BEFORE LOSING MY POWERS, I COULD HAVE REACHED THIS SPOT WITH ONE EFFORTLESS LEAP! BUT NOW... WHAT'S IN STORE FOR ME??

WELCOME, SPIDER-MAN! SO WE MEET AGAIN!

ELECTRO!!

THIS CARD I'M HOLDING TELLS YOU WHERE TO GO AS THE NEXT STEP OF YOUR TRAIL TO RESCUE BETTY BRANT! BUT... YOU'LL HAVE TO DEFEAT ME TO GET IT!!

AND, AS YOU CAN SEE... I SELECTED A BATTLE SITE PERFECTLY SUITED FOR MY ELECTRIC POWERS! SO... LET THE JOUST BEGIN!!

HE'S HURLING AN ELECTRIC BOLT AT ME!

NO! NO! DON'T... STOP!!

A SPLIT-SECOND LATER, A STARTLING REALIZATION DAWNS UPON THE AMAZING TEEN-AGER ...

I'M STILL ALIVE!! I DODGED HIS BOLT! BUT... NOBODY WITHOUT SUPER POWERS CAN DO THAT!! THAT CAN ONLY MEAN **ONE** THING...

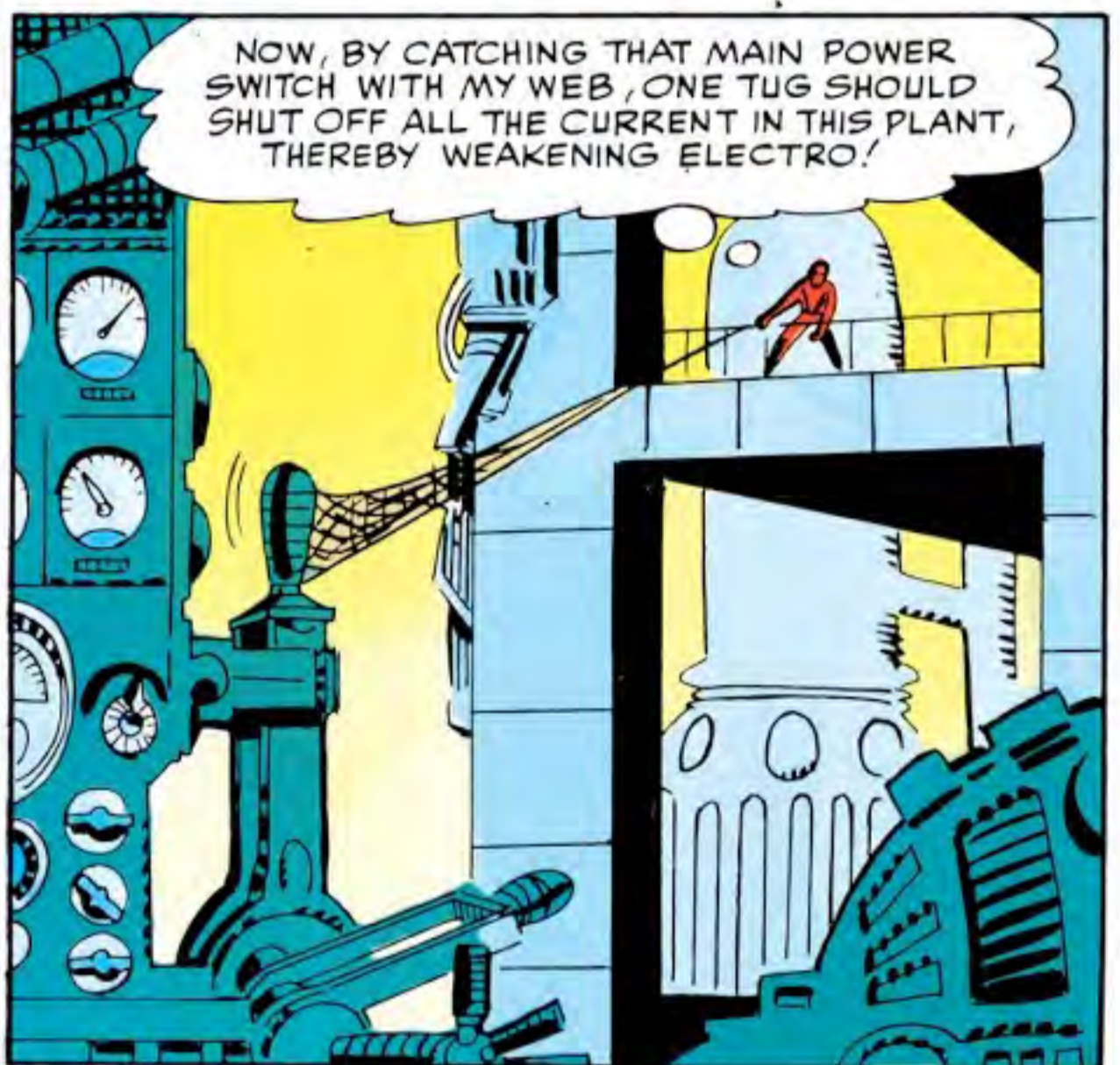
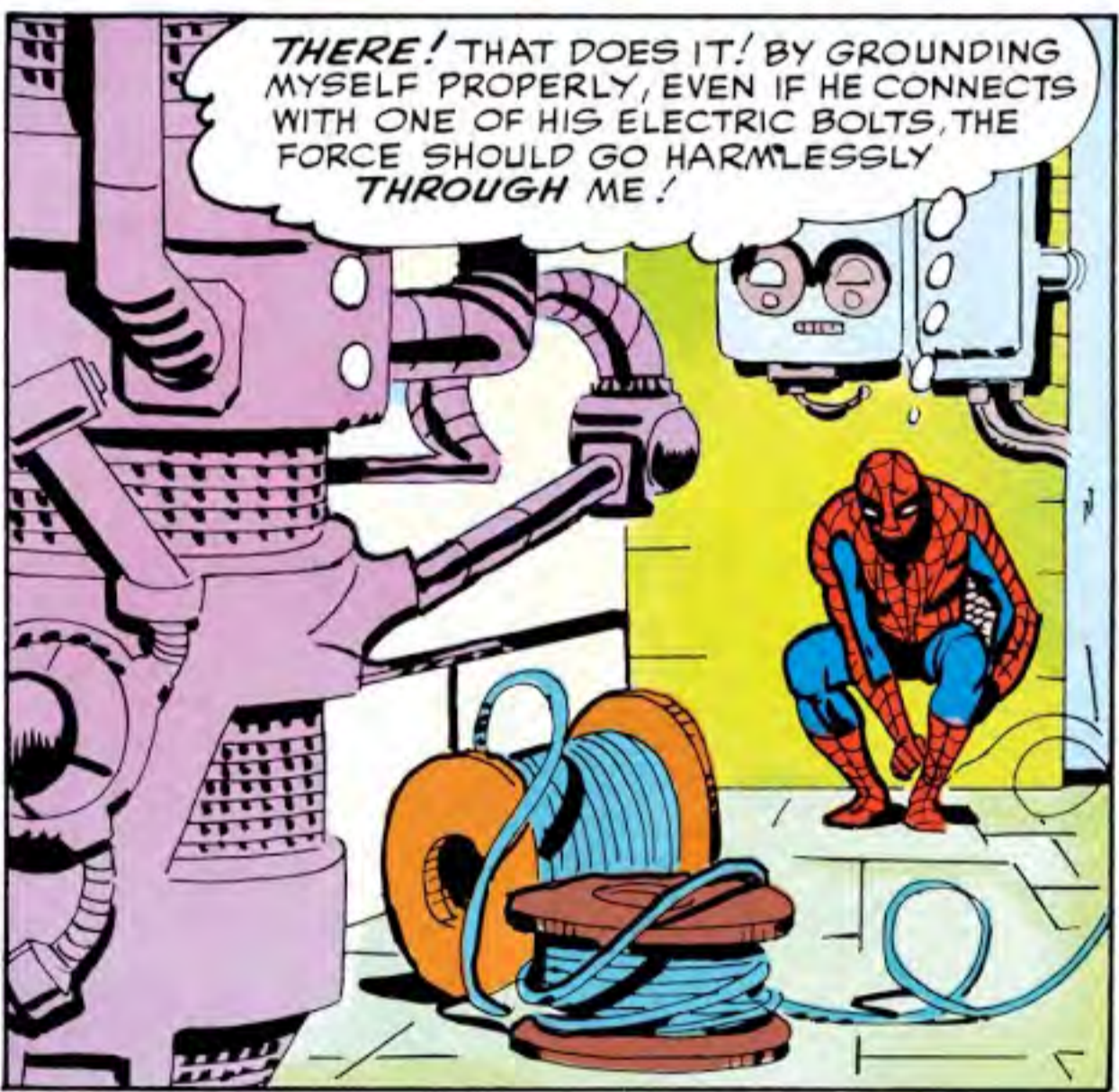
MY POWERS HAVE **RETURNED** TO ME!! I **HAVEN'T** LOST THEM!! I'M **STILL SPIDER-MAN!**

DON'T GO 'WAY, ELECTRO!! I'LL BE RIGHT **WITH** YOU!!

YOU'RE **FAST**, MISTER... BUT NOT FAST ENOUGH FOR **SPIDER-MAN!!**

I DON'T **NEED** AS MUCH SPEED AS YOU! I HAVE MORE **SHEER POWER!!** SEE WHAT ANY **ONE** OF MY BOLTS CAN DO!

AND, IN A PLACE LIKE **THIS**, I CAN RECHARGE MYSELF... **INCREASING** MY POWER WITH EACH PASSING SECOND!!



AND *NOW*, YOU HIGH-VOLTAGE HEEL, I'LL GIVE YOU SOMETHING TO TALK ABOUT WHEN YOU WAKE UP BACK IN YOUR CELL! YOU CAN TELL ALL THE OTHER CONS HOW IT FEELS TO BE ON THE RECEIVING END OF A KNOCKOUT PUNCH BY YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN!!*

WHOOPI!



PLEASANT DREAMS, SWEETIE! JUST WAIT HERE FOR THE POLICE LIKE A GOOD KID WHILE I RELIEVE YOU OF THIS LITTLE CARD!

UH-OH! I'D BETTER GET GOING NOW! I HEAR SOMEONE COMING! BUT WHO CAN IT BE? IT'S A FUNNY SOUND... LIKE IRON CLANGING ALONG!!



IRON MAN!! I SHOULD HAVE GUESSED! YOU'RE MR. STARK'S BODY-GUARD, AREN'T YOU?

THAT'S RIGHT, SPIDER-MAN! WHAT WAS ALL THAT RUCKUS I HEARD? WHAT'S GOING ON HERE??

TONY STARK'S IRON-CLAD ALTER-EGO APPEARS MONTHLY IN IRON MAN!



NO TIME TO EXPLAIN NOW, PAL! BUT YOU'LL FIND A RELUCTANT GUEST WAITING FOR YOU ATOP THE MAIN DYNAMO! TAKE GOOD CARE OF HIM!

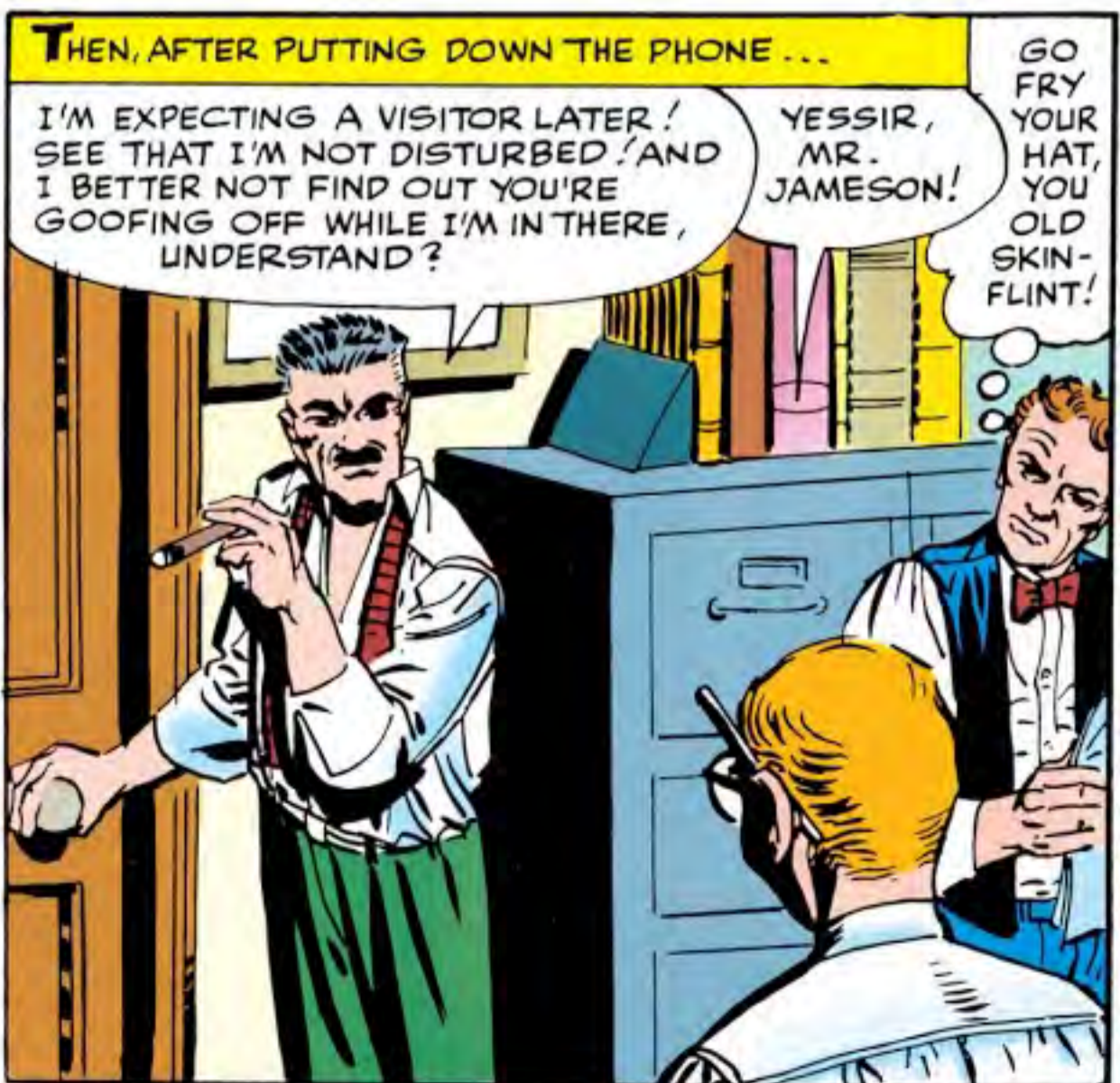


MEANWHILE, J. JONAH JAMESON GROWS MORE WORRIED BY THE MINUTE ...

ANY TRACE OF SPIDER-MAN YET? IF HE ISN'T FOUND, THERE'S NO TELLING WHAT THE SINISTER SIX WILL DO TO ME!!

SORRY, MR. JAMESON! WE HAVEN'T LOCATED HIM YET! YOU'D BETTER CALL THE POLICE!

TELL THAT NUT TO HANG UP! THIS AIN'T THE MISSING PERSONS BUREAU!



THEN, AFTER PUTTING DOWN THE PHONE ...

I'M EXPECTING A VISITOR LATER! SEE THAT I'M NOT DISTURBED! AND I BETTER NOT FIND OUT YOU'RE GOOFING OFF WHILE I'M IN THERE, UNDERSTAND?

YESSIR, MR. JAMESON!

GO FRY YOUR HAT, YOU OLD SKIN-FLINT!



MEANWHILE, SPIDEY HEADS FOR HIS SECOND UNKNOWN OPPONENT ...

THIS IS THE PLACE ... JUST ACROSS THE BAY FROM THE WORLD'S FAIR! I WONDER WHAT I'LL FIND HERE?

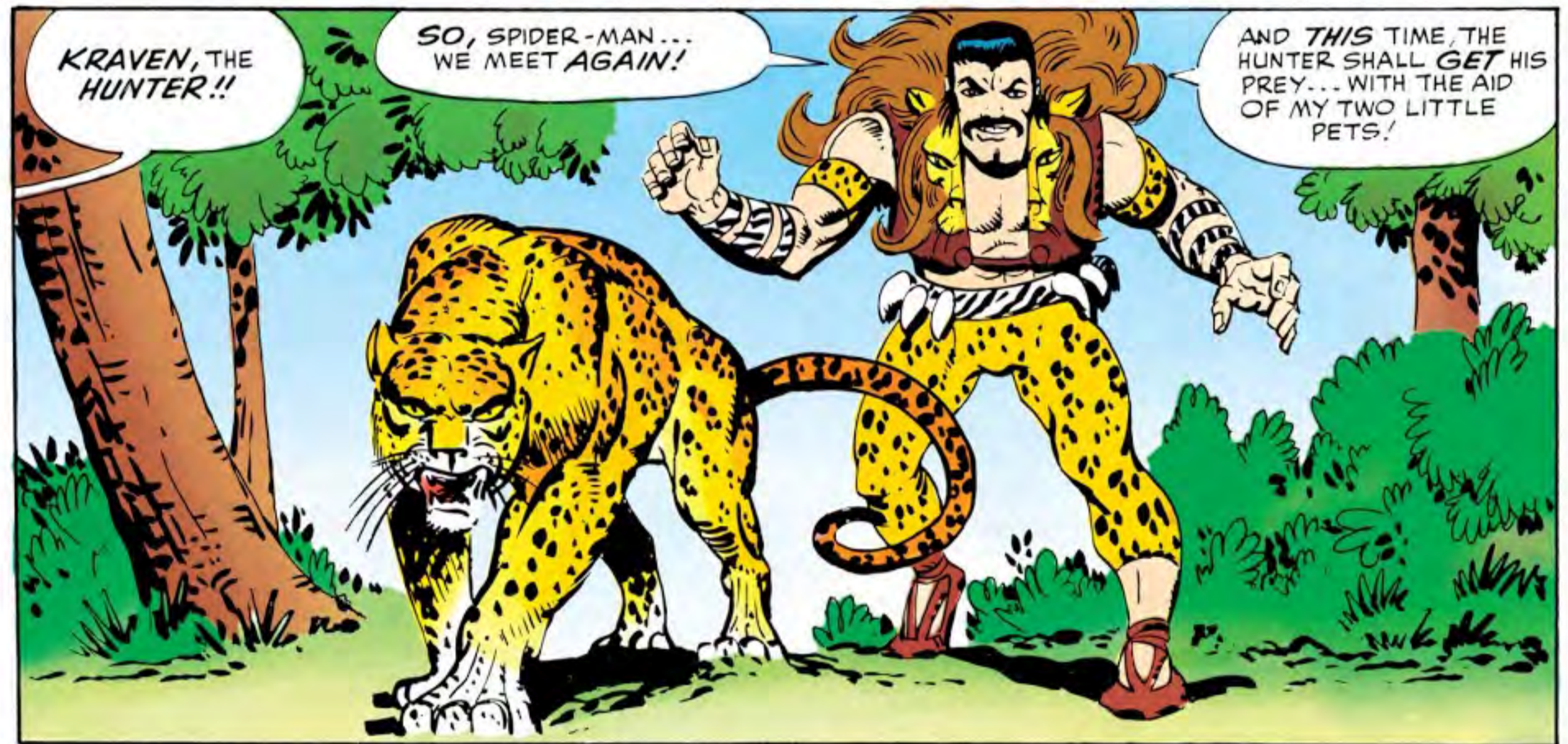


WHEEEEEEEEEE

RRRR!

THAT WHISTLE... LIKE A SIGNAL! AND IN FRONT OF ME... A SAVAGE LEOPARD! ANOTHER BEHIND ME! IT CAN ONLY MEAN ONE THING....!

RRR!



KRAVEN, THE HUNTER!!

SO, SPIDER-MAN... WE MEET AGAIN!

AND THIS TIME, THE HUNTER SHALL GET HIS PREY... WITH THE AID OF MY TWO LITTLE PETS!



THEY'RE CIRCLING ME... ABOUT TO ATTACK ME AT ONE TIME... FROM ALL THREE DIRECTIONS!



HERE THEY COME! IF I FIGHT ONE, THE OTHERS WILL GET ME! I'VE GOT TO STOP ALL THREE AT ONCE!!

SPIDER-POWERS, IF I EVER NEEDED YOU, I NEED YOU NOW!

WITH EVERY NERVE TINGLING... EVERY SENSE HONED TO A RAZOR SHARP EDGE... THE MOST AMAZING HUMAN FIGHTING MACHINE THE WORLD HAS EVER KNOWN GOES INTO ACTION WITH DAZZLING SPEED AND SURGING POWER!

MISSED ME, ALL THREE OF YOU!! THAT DOES IT, KRAVEN! YOU HAD YOUR CHANCE! WITH SPIDER-MAN, THERE AREN'T ANY SECOND TRIES!





HE'S HOLDING MY PETS OFF WITH THAT BLASTED **WEBBING** OF HIS! I'VE GOT TO ESCAPE WHILE I CAN!

RUNNING OFF SO SOON, KRAVEN? HOPE I HAVEN'T **BORED** YOU TOO MUCH!!



BUT, NOW THAT THE FIGHT HAS GONE OUT OF YOUR TWO LITTLE PUSSY CATS...

WHAT'S HE UP TO **NOW**? I'VE NEVER SEEN ANYONE MOVE SO FAST... OR FIGHT SO SAVAGELY! HE'S LIKE A WHIRLWIND UNLEASHED!



YOU CAN'T LEAVE **YET**, GUNGA DIN! YOU STILL **HAVE** SOMETHING OF MINE!

DON'T PRESS YOUR LUCK, SPIDER-MAN! IF I EVER GET MY **HANDS** ON YOU...!!



I'LL WORRY ABOUT **THAT** WHEN THE TIME COMES! LIKE **NEVER**!

BUT FIRST, I'LL TAKE THE CARD WHICH HAS MY NEXT ADDRESS ON IT! HOPE YOU'RE NOT **TICKLISH**, KRAVEN!

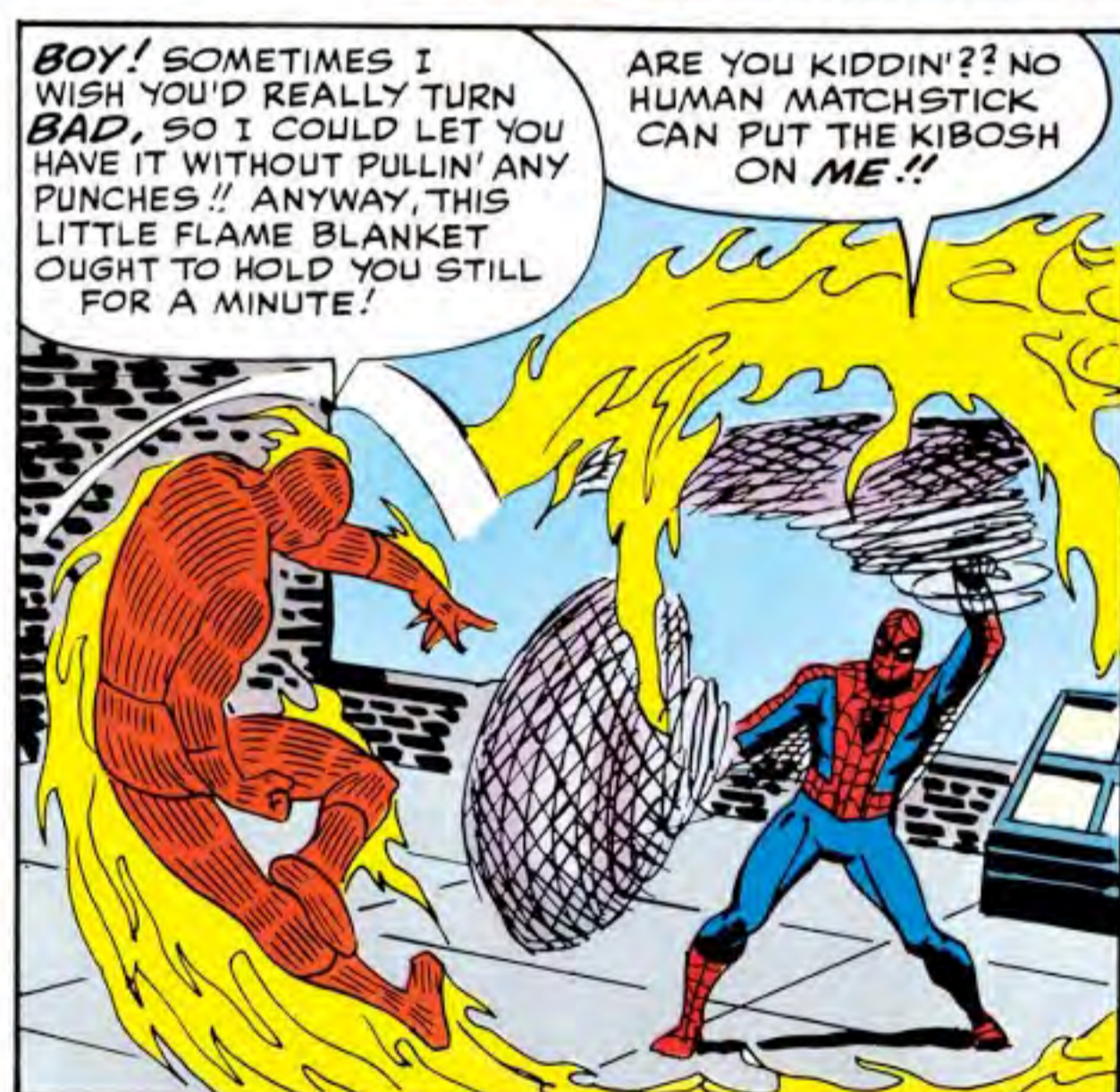
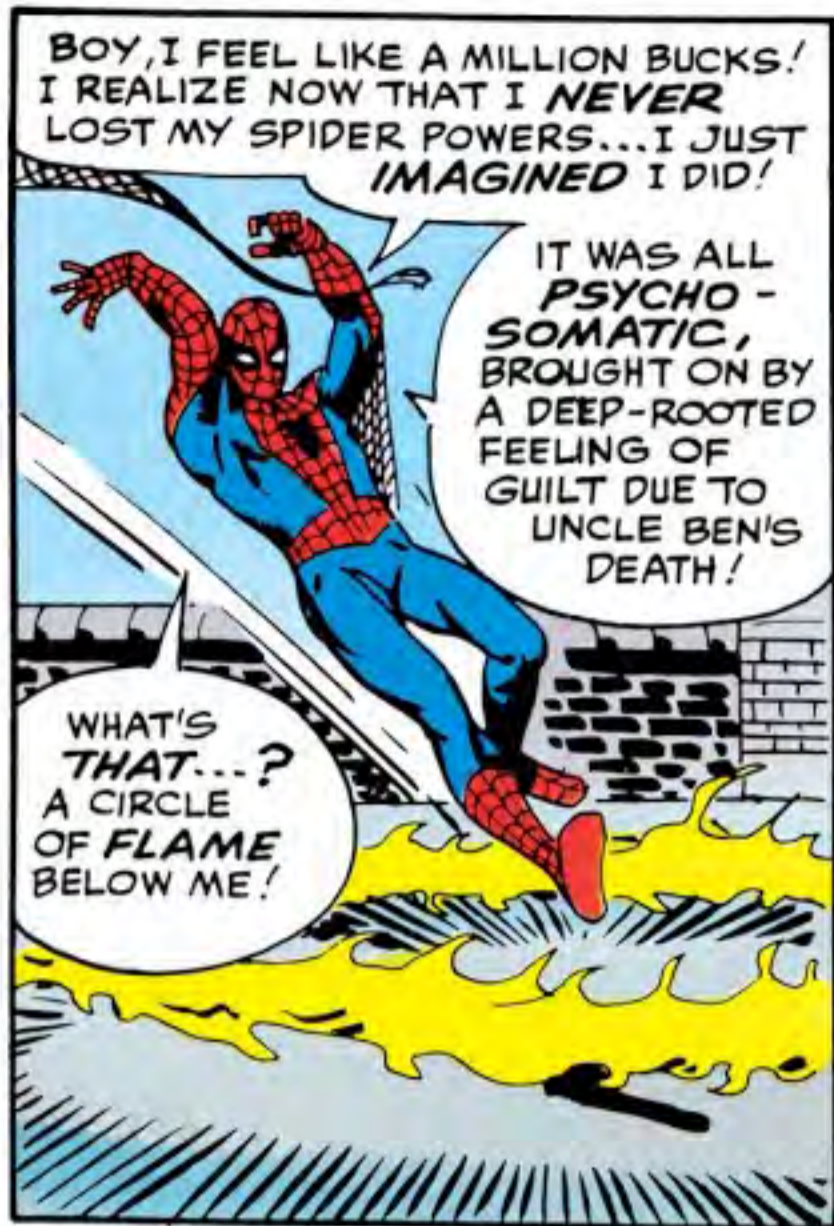


QUICK, MY PETS! WHILE HIS BACK IS TURNED! **AFTER HIM!!** WE CAN STILL SMASH HIM!

YOU **NEVER** GIVE UP, DO YOU?? I'LL BET YOU'RE STILL WEARIN' A **VOTE-FOR-DEWEY** BUTTON!



SEE YOU AROUND, KRAVEN! AND BY THE WAY... IF YOU'VE GOT A FEW MINUTES TO KILL, WHY DON'T YOU SEE A GOOD **BARBER**??!



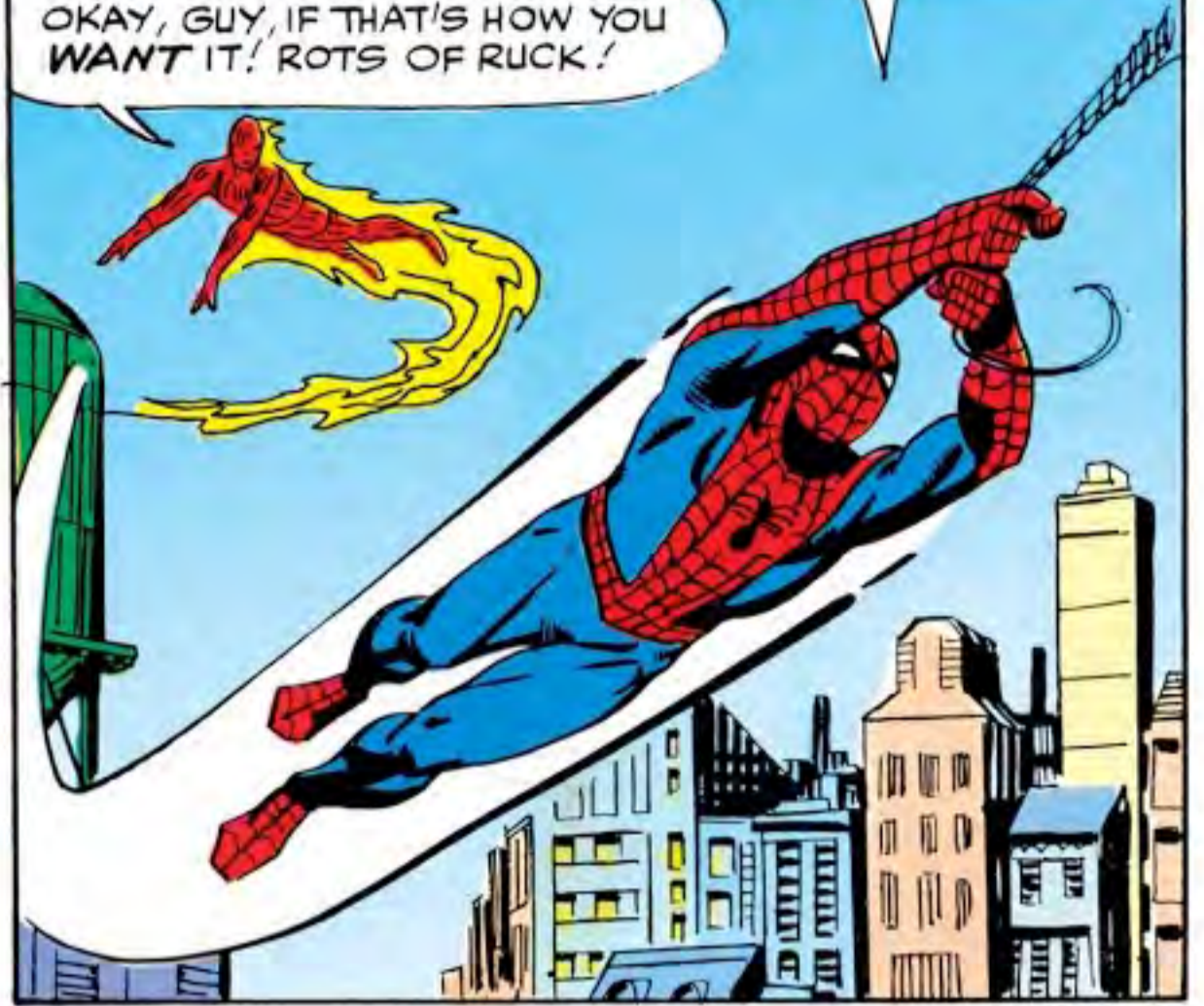
I'LL ADMIT YOU'RE NOT THE PERSON I'D LIKE MOST TO BE STUCK ON A DESERT ISLE WITH, BUT SEEN' AS HOW WE'RE BOTH SORT OF IN THE SAME LINE OF WORK, I FIGURED MAYBE I COULD LEND A HAND!

OH, IS THAT IT? WELL, I'M SORRY I BLEW UP THE WAY I DID, TORCH!



BUT THIS FIGHT OF MINE IS PRETTY PERSONAL ... SO I'LL HANDLE IT ALONE!!

OKAY, GUY, IF THAT'S HOW YOU WANT IT! ROTS OF RUCK!



MEANWHILE, THE MAN WHO HAS ENGINEERED THE WHOLE COMPLICATED PLAN OF REVENGE AGAINST SPIDER-MAN, WATCHES THE RESULTS SO FAR WITH KEEN INTEREST AND MOUNTING DISAPPOINTMENT...

HMM... SO SPIDER-MAN GOT PAST HIS SECOND OBSTACLE, ALSO! WELL, WE'LL HAVE TO BE EVEN MORE CAREFUL FROM NOW ON!!



SORRY I'VE BEEN SUCH A POOR HOST, NEGLECTING YOU CHARMING LADIES THIS WAY... BUT I'VE HAD SOME VERY URGENT MATTERS TO ATTEND TO! AND NOW, I HOPE YOU'LL LIKE THIS DANISH PASTRY WITH YOUR COFFEE!

SUCH A CHARMING GENTLEMAN! IT'S A PLEASURE TO MEET SOMEONE WITH SUCH GOOD MANNERS NOWADAYS!



AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN, SPIDER-MAN RECEIVES A RUDE SHOCK!

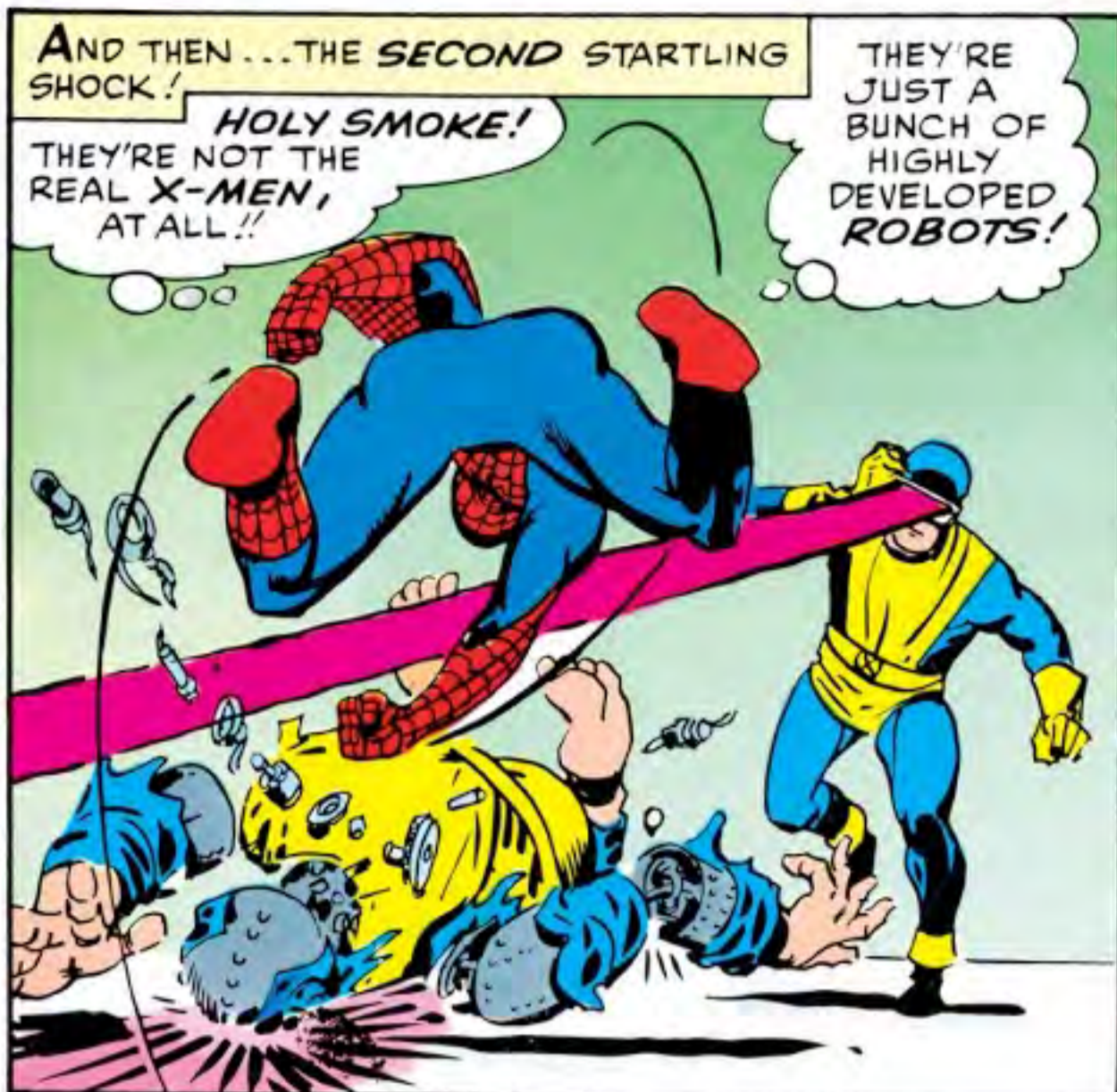
THIS IS THE THIRD ADDRESS I'M SUPPOSED TO... WAIT! THE X-MEN! BUT... HOW CAN THIS BE??



HOLD IT, YOU GUYS!! WAIT...! IT'S A MISTAKE! I MUST HAVE COME TO THE WRONG ADDRESS! LOOK OUT!

I DON'T GET IT! CYCLOPS IS BLASTING MY WEB WITHOUT GIVING ME A CHANCE TO EXPLAIN!!





AND THEN...THE **SECOND** STARTLING SHOCK!
HOLY SMOKE!
THEY'RE NOT THE REAL X-MEN, AT ALL!!

THEY'RE JUST A BUNCH OF HIGHLY DEVELOPED **ROBOTS!**



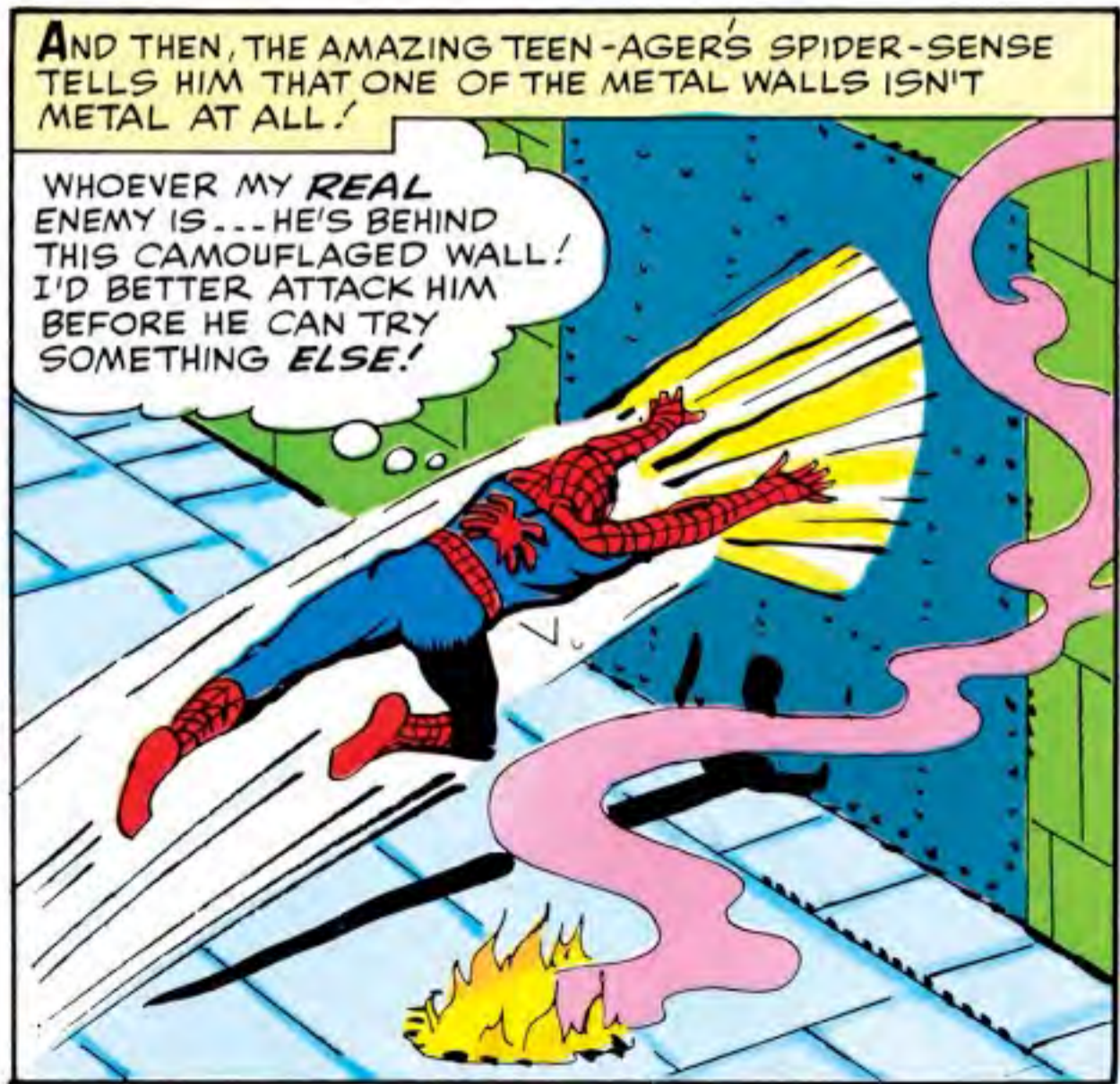
BUT WHOEVER CREATED THEM MADE THEM ALMOST AS DANGEROUS AS THE **ORIGINALS!**



IMITATION OR NOT, CYCLOPS' POWER BEAM IS **STILL** LETHAL ENOUGH TO KEEP ME HOPPING!



THAT DOES IT! HE CAN'T DO ANY MORE DAMAGE WITH HIS EYES IF MY WEBBING HOLDS HIM OFF BALANCE THAT WAY!!



AND THEN, THE AMAZING TEEN-AGERS SPIDER-SENSE TELLS HIM THAT ONE OF THE METAL WALLS ISN'T METAL AT ALL!

WHOEVER MY **REAL** ENEMY IS...HE'S BEHIND THIS CAMOUFLAGED WALL! I'D BETTER ATTACK HIM BEFORE HE CAN TRY SOMETHING **ELSE!**

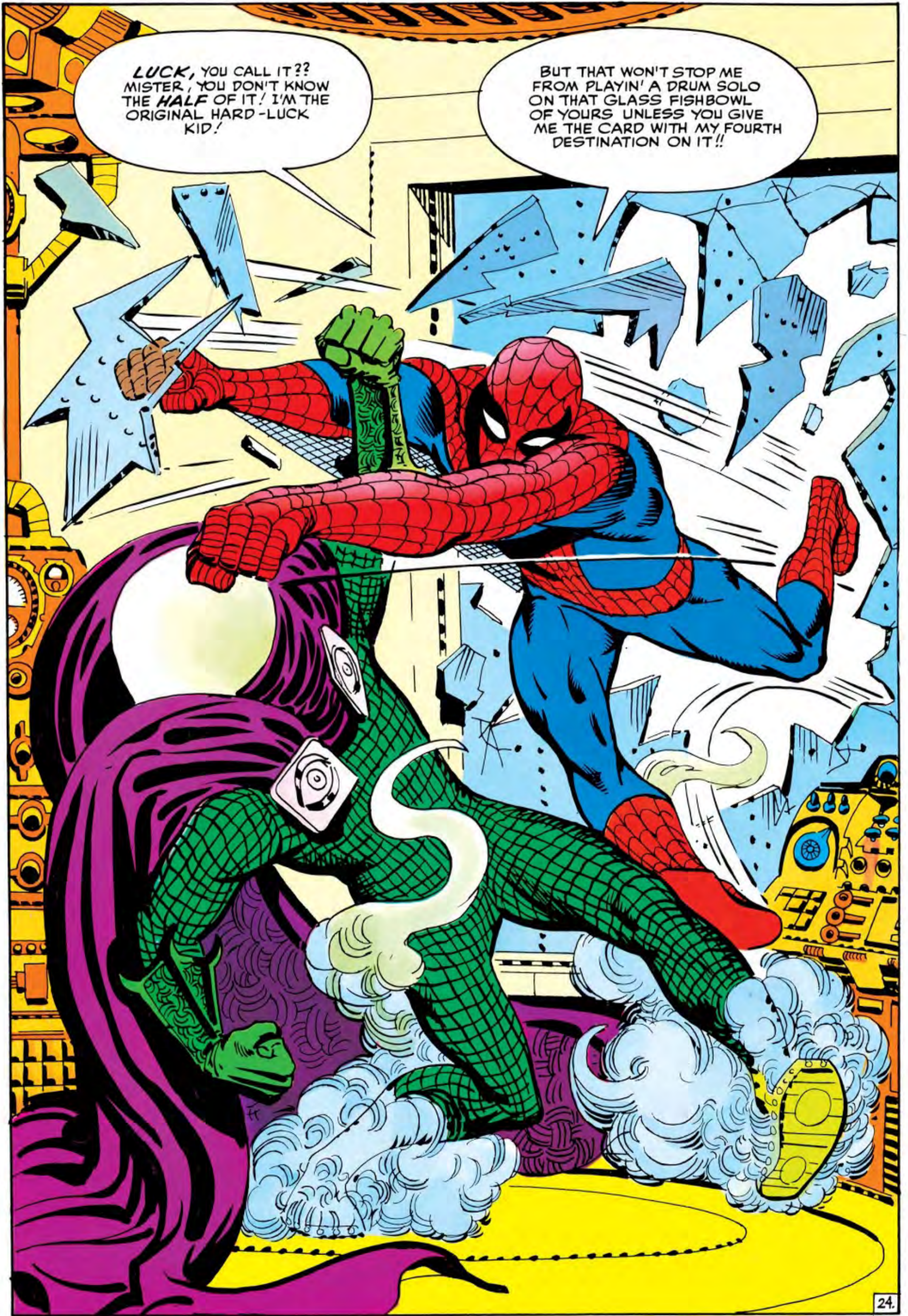


MYSTERIO! OF COURSE! ONLY YOU HAVE THE TECHNICAL KNOW-HOW TO DESIGN SUCH DEADLY, DECEPTIVE MECHANICAL DEVICES!

THEY WOULD HAVE STOPPED ANYONE **ELSE!** YOUR LUCK IS **UNBELIEVABLE!**

LUCK, YOU CALL IT??
MISTER, YOU DON'T KNOW
THE *HALF* OF IT! I'M THE
ORIGINAL HARD-LUCK
KID!

BUT THAT WON'T STOP ME
FROM PLAYIN' A DRUM SOLO
ON THAT GLASS FISHBOWL
OF YOURS UNLESS YOU GIVE
ME THE CARD WITH MY FOURTH
DESTINATION ON IT!!





THERE! I SEIZED HIS CARD, AND NOW... UHHHH! THAT'S WHAT I GET FOR BEING OVER-CONFIDENT!

SURELY YOU DIDN'T THINK MYSTERIO COULD BE DEFEATED SO EASILY!



HE'S UNLEASHED A SMOKE SCREEN OF HIS SPECIAL CHEMICAL MIST...IT'S ONE OF HIS GREATEST DEFENSIVE WEAPONS!

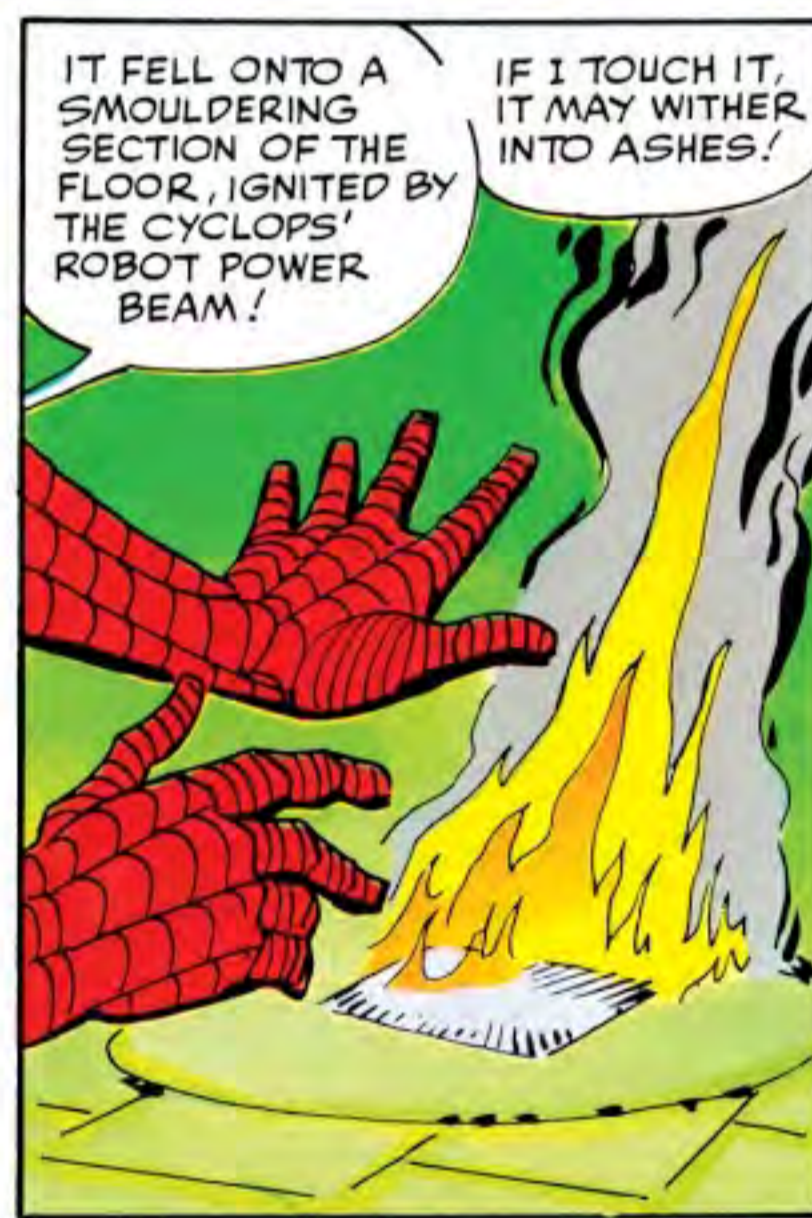
NICE TRY, MYSTERIO! BUT, DID YOU FORGET THAT MY SPIDER-SENSE ENABLES ME TO FIND ANY ENEMY WITHIN REACH, EVEN IF I CAN'T SEE HIM!!



AND, IN CASE YOU THINK I'M EXAGGERATING... HERE'S A LITTLE CONVINCER FOR YOU!



NOW TO SEE WHERE THAT CARD DROPPED, AND TO... OH NO! NOT THERE!



IT FELL ONTO A SMOULDERING SECTION OF THE FLOOR, IGNITED BY THE CYCLOPS' ROBOT POWER BEAM!

IF I TOUCH IT, IT MAY WITHER INTO ASHES!



ONLY ONE CHANCE! I'LL LET MY LIQUID WEBBING COVER IT, PUTTING OUT THE FLAMES!



NOW, WHEN I PEEL AWAY THE PAPER, THE IMPRINT OF THE WRITING MAY SOMEHOW HAVE BEEN TRANSFERRED ONTO MY WEBBING!



I'VE GOT TO CONCENTRATE HARDER THAN EVER BEFORE! IT'S UP TO MY SPIDER-SENSE TO DETECT THE MESSAGE THAT WAS WRITTEN HERE, BEFORE EVERY LAST TRACE OF IT FADES AWAY!

MEANWHILE, BACK AT THE OFFICE OF J. JONAH JAMESON ...

WHAT IN SAM HILL HAPPENED TO SPIDER-MAN?? DID HE GET MY MESSAGE?? HOW CAN I KNOW IF.. HEY! THERE'S A SPIDER OUTSIDE MY WINDOW!



HMM... IF ANT-MAN CAN TALK TO ANTS, THEN WHY SHOULDN'T SPIDER-MAN... I WONDER...?

WHO ARE YOU? DID SPIDER-MAN SEND YOU? DON'T JUST HANG THERE... GIVE ME THE MESSAGE!



AND OUTSIDE THE DOOR OF J.J.'S PRIVATE OFFICE ...

IS OL' SKIN-FLINT TALKIN' TO THAT SPIDER, OR AM I GOIN' NUTS?

IF HE IS, IT'S NOT YOU WHO'S GOING NUTS!

C'MON! I HAVEN'T GOT ALL DAY! WHERE'S SPIDER-MAN?



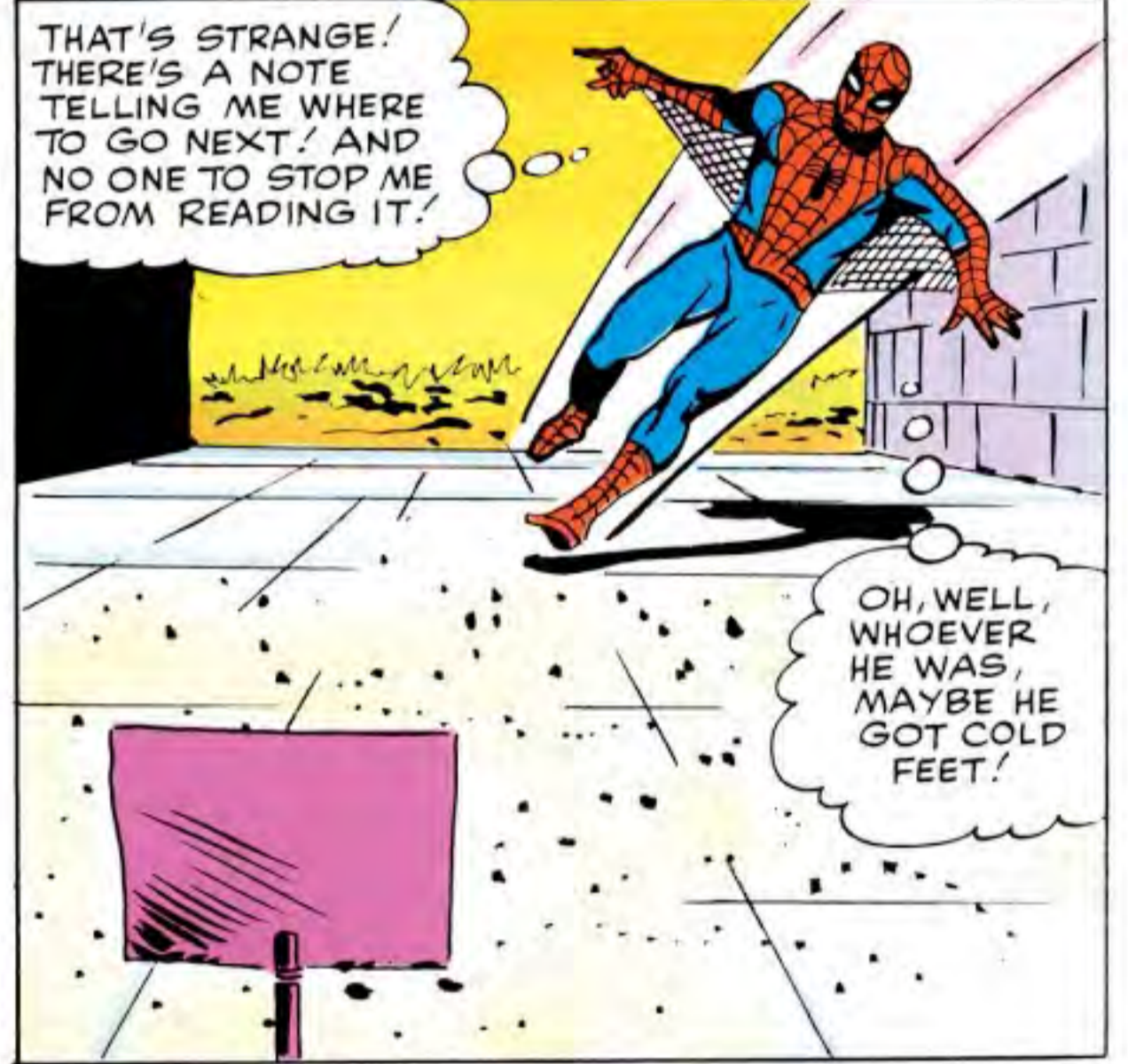
BUT NOW, OUR SCENE CHANGES ONCE AGAIN, AS SPIDER-MAN, HAVING ANALYZED THE MESSAGE ON HIS LAST CARD, REACHES HIS NEXT DESTINATION..

IT'S NOTHING MORE THAN A WALLED-IN COURT! I WONDER WHAT EX-ENEMY IS WAITING TO ATTACK ME HERE?



THAT'S STRANGE! THERE'S A NOTE TELLING ME WHERE TO GO NEXT! AND NO ONE TO STOP ME FROM READING IT!

OH, WELL, WHOEVER HE WAS, MAYBE HE GOT COLD FEET!



BUT THEN, SUDDENLY, A SHAPE TAKES FORM RIGHT BEFORE THE STARTLED YOUTH'S EYES!

SANDMAN!! I SHOULD HAVE GUESSED IT WOULD BE YOU!

I'VE WAITED A LONG TIME FOR THIS MOMENT... AND NOW AT LAST IT'S HERE!!



SO, IF YOU WANT THAT CARD, COME AND GET IT!!! ALL YOU HAVE TO DO IS GET PAST ME!!

KNOW SOMETHING, BUTTER-CUP? I PLAN ON JUST DOING THAT LITTLE THING!



YOU'RE HELPING ME TO BEAT YOU BECAUSE YOU'RE SUCH A **SHOWOFF**, SANDMAN!! IF YOU HAD REMAINED IN YOUR **SANDY** FORM, I WOULDN'T HAVE BEEN ABLE TO WALLOP YOU WITH ALL MY SPIDER STRENGTH... LIKE **THIS!!**

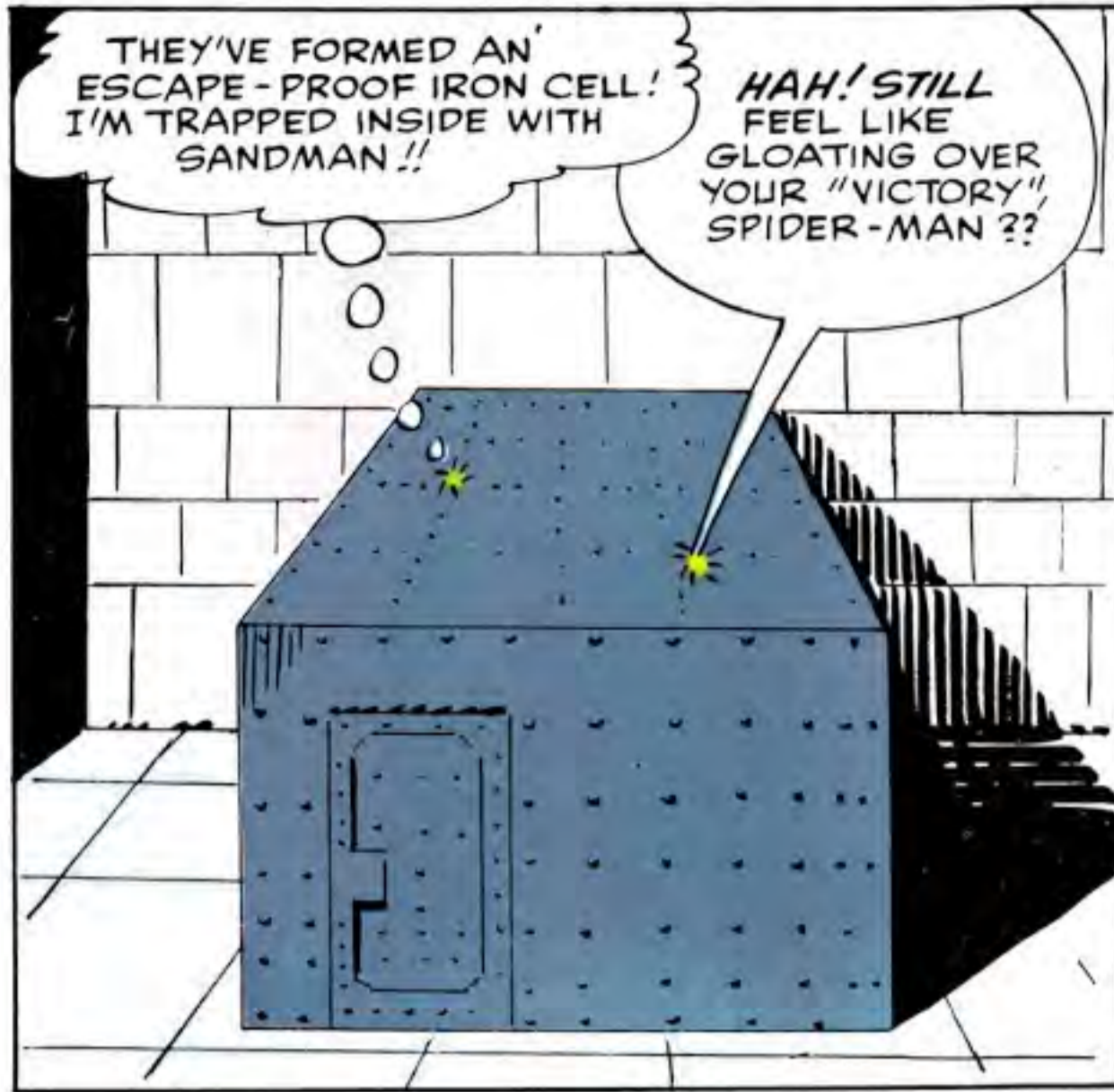
BUT NO! YOU HAD TO TAKE FORM IN FRONT OF MY EYES, TO MAKE A DRAMATIC APPEARANCE! OKAY, SO YOU IMPRESSED ME!!

WHA P!





AND NOW, I'LL JUST... UH-OH!! WHEN I TOUCHED THE NOTE, IT CAUSED THOSE IRON PANELS TO RAISE!!



THEY'VE FORMED AN ESCAPE-PROOF IRON CELL! I'M TRAPPED INSIDE WITH SANDMAN!!

HAH! STILL FEEL LIKE GLOATING OVER YOUR "VICTORY" SPIDER-MAN??

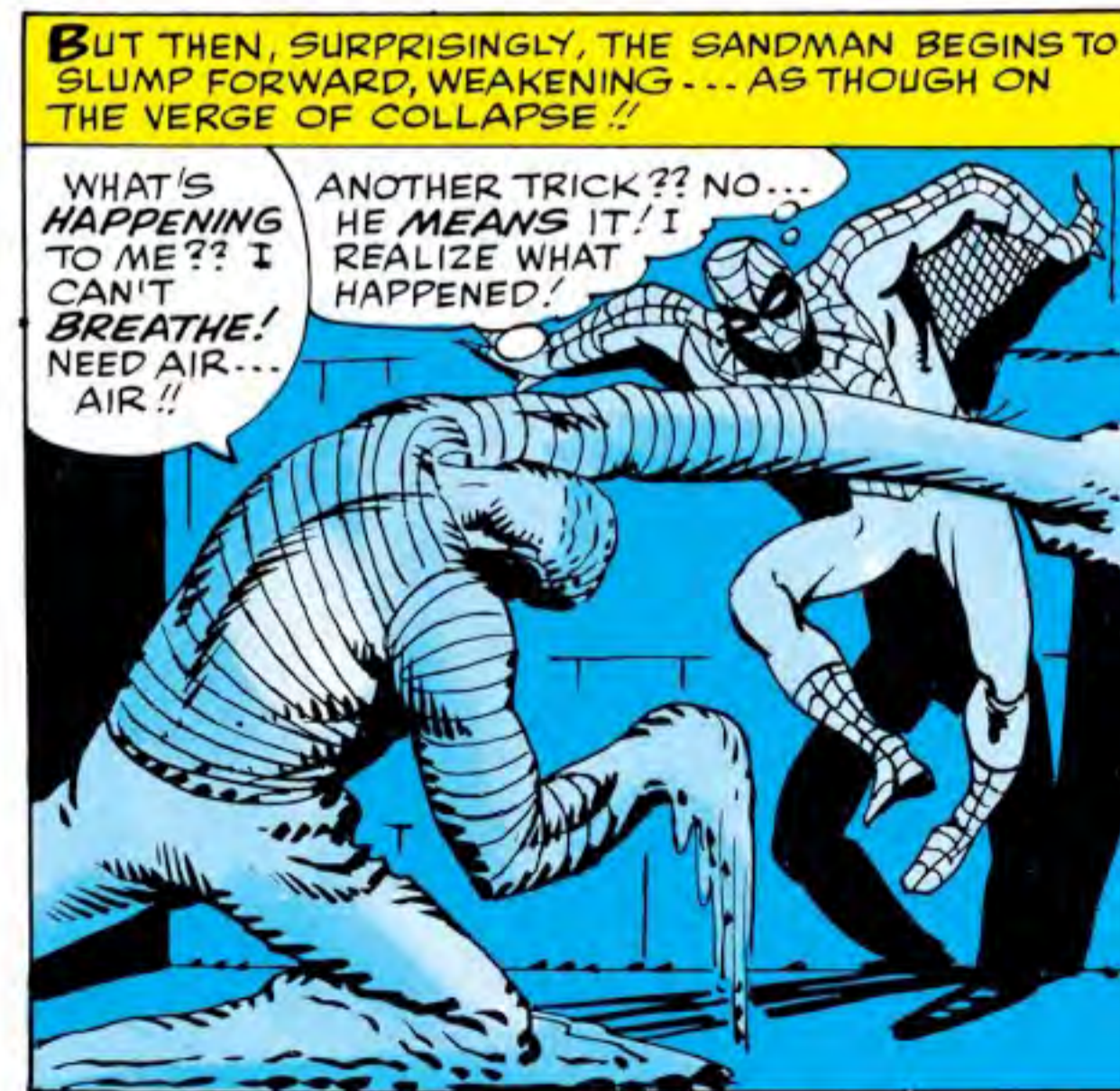


I PURPOSELY ALLOWED YOU TO GET THE NOTE, TO LET YOU THINK YOU'D WON!

WHEW! I'D ALMOST FORGOTTEN HOW HE CAN RESHAPE HIS SAND MOLECULES INTO ANY FORM!!



AND NOW, NO MATTER HOW YOU TRY TO DODGE MY BLOWS, IT'S ONLY A MATTER OF TIME BEFORE I CONNECT WITH YOU! YOU CAN'T KEEP DUCKING FOREVER!



BUT THEN, SURPRISINGLY, THE SANDMAN BEGINS TO SLUMP FORWARD, WEAKENING... AS THOUGH ON THE VERGE OF COLLAPSE!!

WHAT'S HAPPENING TO ME?? I CAN'T BREATHE! NEED AIR... AIR!!

ANOTHER TRICK?? NO... HE MEANS IT! I REALIZE WHAT HAPPENED!



HE MADE HIS TRAP TOO PERFECT! TO BE SURE I COULDN'T ESCAPE, HE MADE IT AIRTIGHT!!

AND HIS MISTAKE WAS... HE NEEDS A NORMAL AMOUNT OF AIR TO BREATHE... BUT MY SPIDER-STRENGTH ALLOWS ME TO HOLD MY BREATH LONGER!

NOW IT'S EASY FOR ME TO PRY THE DOOR LOCK OPEN AND GET ON TO MY NEXT OBJECTIVE!

AND BY **THIS** TIME, J.J. JAMESON HAS REALIZED THAT SPIDERS CAN'T, OR WON'T TALK, AND SO...

I HOPE NOBODY NOTICED ME SHOUTING AT THAT BLAMED SPIDER!!

SAY! WHAT ARE ALL MY COMPETITORS' NEWSPAPERS DOING HERE?

IT'S THE ONLY WAY WE COULD LEARN WHAT'S HAPPENING WITH **SPIDER-MAN!** THEY'VE ALL BEEN PRINTING EXTRAS EXCEPT US!

YOU BLITHERING NUMB-SKULL!! WHY DIDN'T YOU TELL ME?? WHY DIDN'T WE PRINT AN EXTRA, TOO?

YOU SAID YOU DIDN'T WANT TO BE DISTURBED! AND WE CAN'T GO TO PRESS WITH-OUT YOUR O.K.!

OH, NO!! EVERYBODY IN TOWN HAS SCOOPED ME... ON MY OWN STORY!!

WHILE BACK AT THE HEADQUARTERS OF A THOUGHTFUL DOCTOR OCTOPUS...

I NEVER THOUGHT SPIDER-MAN WOULD DO SO WELL! ONLY THE **VULTURE** REMAINS TO OPPOSE HIM!

I'D BETTER MAKE SOME NEW PLANS, IN CASE HE REACHES HERE!

I'M SO SORRY THAT YOU'VE BECOME INVOLVED IN ALL THIS, MRS. PARKER!

OH, THAT'S ALL RIGHT, DEAR! I JUST HOPE THAT PETER ISN'T TOO WORRIED ABOUT ME! THE DEAR BOY IS SO NERVOUS AND HIGH-STRUNG!

AND, AT THAT MOMENT, AUNT MAY'S "NERVOUS, HIGH-STRUNG" NEPHEW IS MEETING HIS FORMER FLYING FOE FACE-TO-FACE AGAIN!

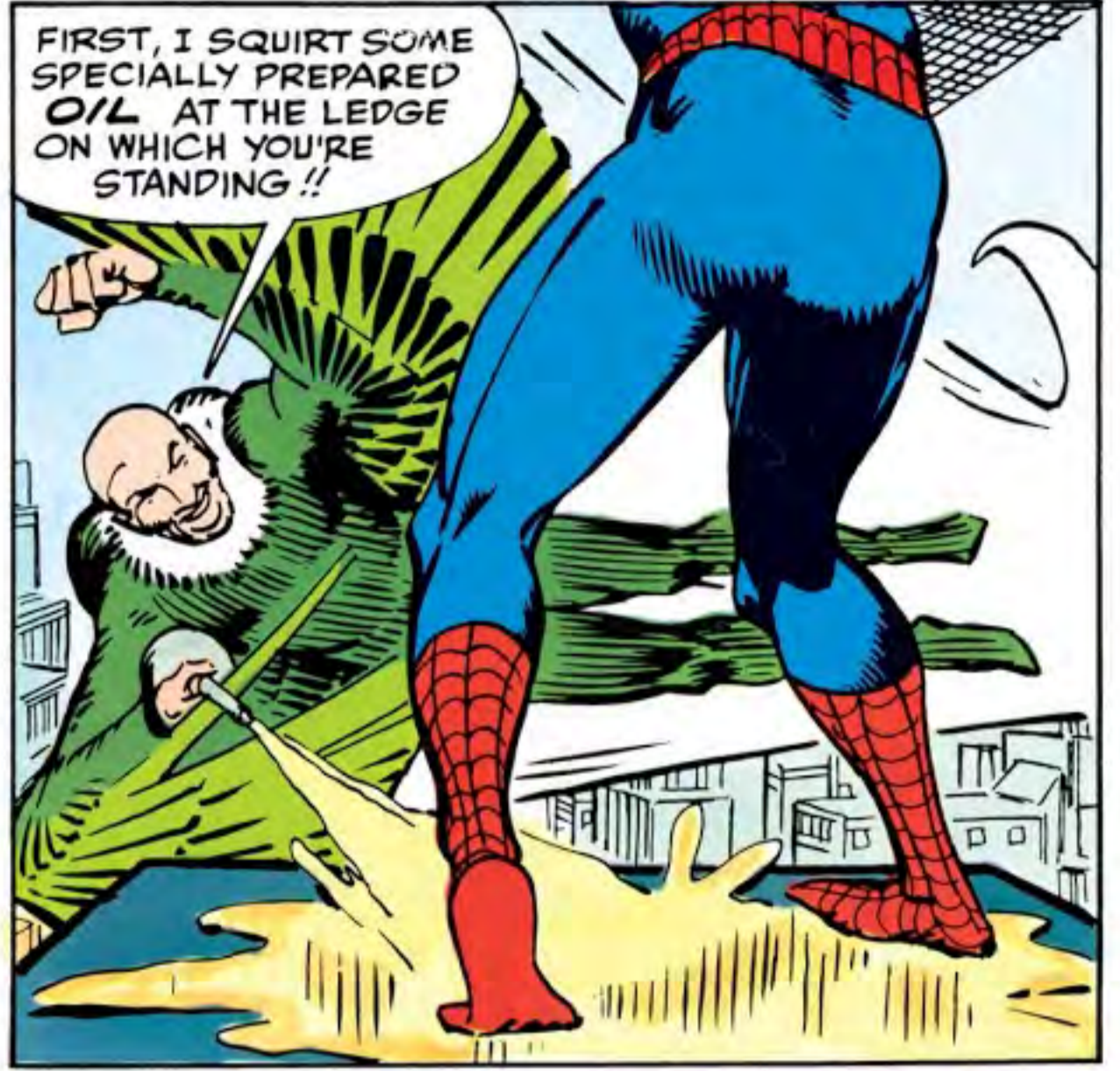
THE VULTURE!!!

I AM THE LAST ON YOUR LIST, SPIDER-MAN... BECAUSE I AM THE MOST DANGEROUS OF ALL!

ONLY I CAN TELL YOU WHERE TO FIND BETTY BRANT... BUT IF YOU WANT A CHANCE TO FIGHT ME, YOU MUST DO IT MY WAY!

EACH TIME WE FOUGHT IN THE PAST, YOU DEFEATED ME WITH YOUR ACCURSED **WEB!** IF YOU WANT ANOTHER CHANCE YOU MUST REMOVE YOUR WEBBING DEVICE... OR ELSE I'LL SIMPLY FLY OFF!

LOOKS LIKE YOU LEAVE ME NO CHOICE!





YOU DIDN'T THINK I'D LET YOU *REMAIN* STUCK TO THE SIDE OF THAT BUILDING, DID YOU ??

I'VE GOT TO HURL MYSELF AS CLOSE TO HIM AS POSSIBLE BEFORE HE CAN PRY ME LOOSE... NOW, WHILE HE LEAST EXPECTS IT...!

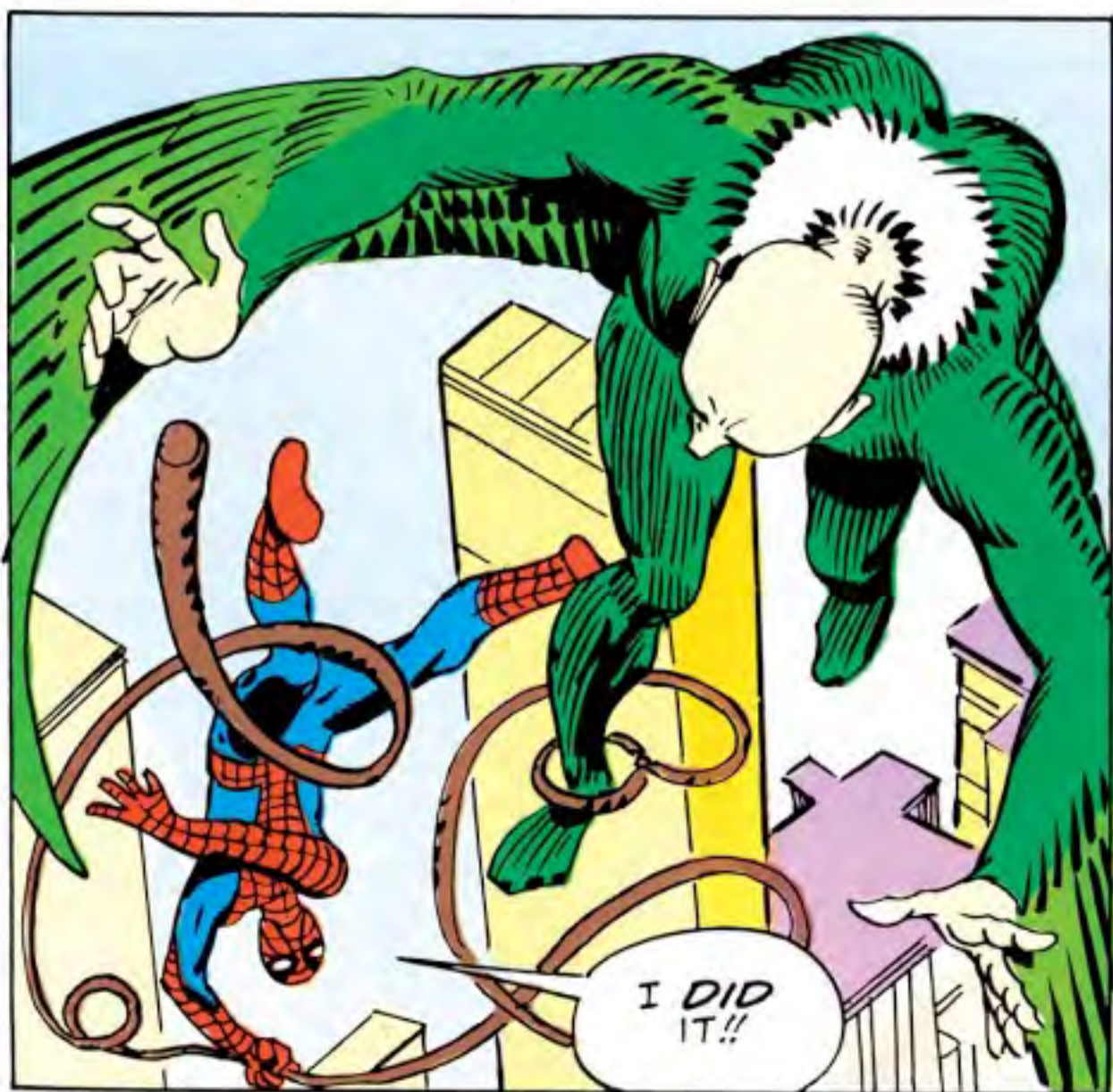


HERE GOES! NOW I'LL HOLD THE ROPE WITH ONE HAND AND FREE MY LEG WITH THE OTHER!

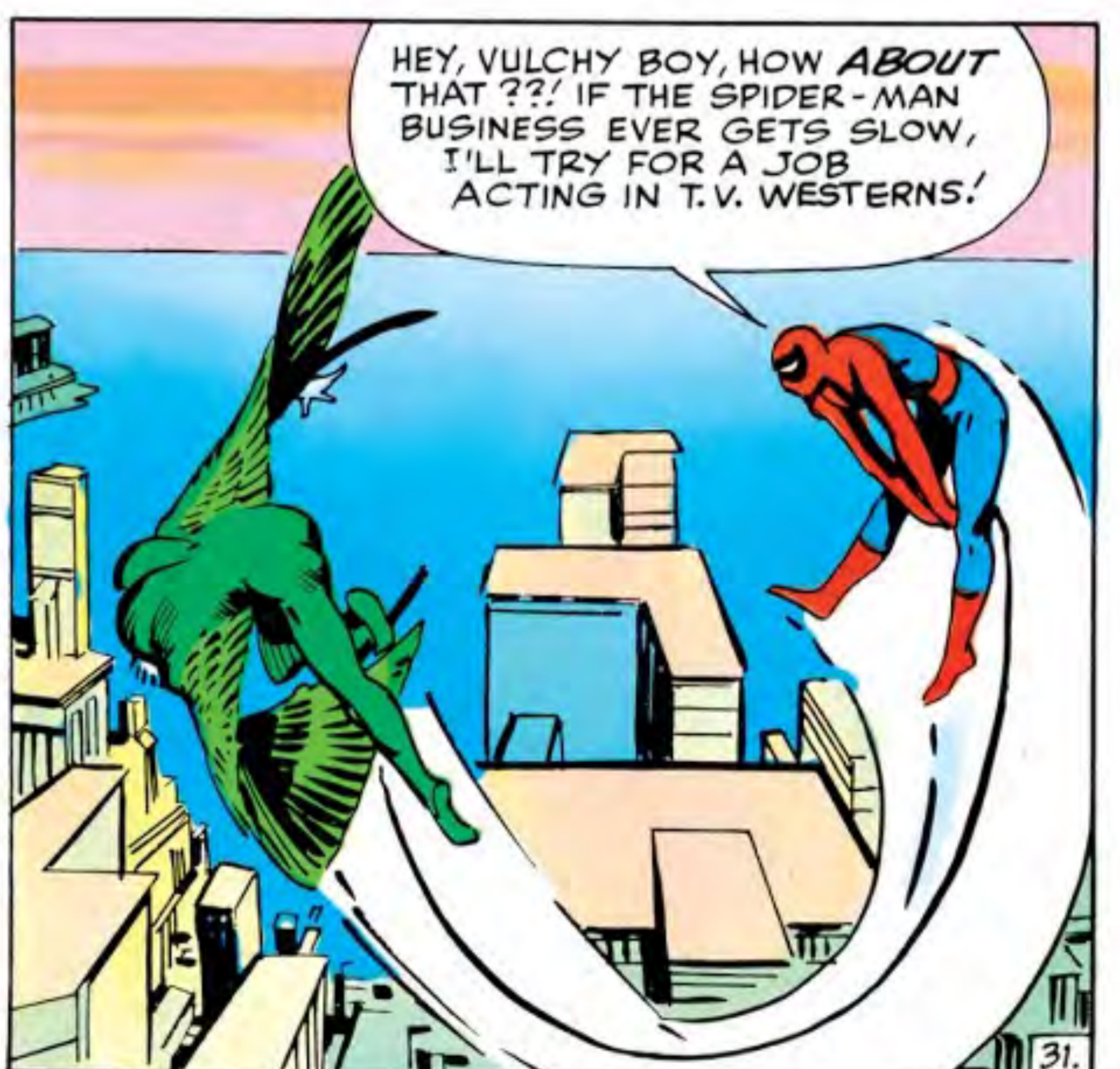
AT TIMES LIKE *THIS*, MY OL' SPIDER SPEED SURE COMES IN HANDY!




THE VULTURE *STILL* ISN'T SURE WHAT I'M UP TO! NOW TO LASSO HIS LEG BEFORE HE LETS THE ROPE GO!!



I DID IT!!



HEY, VULCHY BOY, HOW ABOUT THAT ??! IF THE SPIDER-MAN BUSINESS EVER GETS SLOW, I'LL TRY FOR A JOB ACTING IN T.V. WESTERNS!



AND NOW, YOU WING-
FLAPPIN' WEASEL, I'M
GONNA CLIP YOUR PIN
FEATHERS FOR YOU!!

...UNLESS YOU TELL
ME WHERE TO FIND
BETTY BRANT...AND
I MEAN RIGHT NOW,
HEAR??

SURE, I'LL TELL YOU!
YOU'LL NEVER BE ABLE TO
LEAVE THE PLACE ALIVE,
ANYWAY! AND IF YOU DO...
WE'LL MEET AGAIN, SPIDER-
MAN... I'LL SEE TO THAT!



THAT'S OKAY WITH **ME**, FLY BOY! YOU KNOW YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS ALWAYS AVAILABLE FOR WEDDINGS, BAR-MITZVAHS, AND ALL SORTS OF FUN THINGS! NOW FLY ME BACK TO WHERE I LEFT MY WEBBING... GIDDYAP!



EXACTLY SIXTY SECONDS LATER...
NOW YOU JUST STAY THERE, ALL NICE AND SNUG, WHILE SPIDEY GOES BYE-BYE! IF YOU GET LONELY, JUST WAVE TO THE NICE PEOPLE BELOW!!



BUT THE VULTURE ISN'T THE ONLY ONE WHOSE THOUGHTS ARE UNPRINTABLE AT THAT MOMENT...

MR. JAMESON, OUR NEWSDEALERS REPORT WE HAVEN'T SOLD A NEWSPAPER IN THE PAST HOUR!

NATURALLY!! ALL THE **OTHER** PAPERS HAVE COME OUT WITH SPIDER-MAN **EXTRAS** ... EXCEPT **US!** GET OUT OF HERE... LET ME SUFFER IN PEACE!



AND, WHAT OF THE OMINOUS DOCTOR OCTOPUS...?

I HOPE YOU LADIES WILL EXCUSE ME FOR A WHILE! I'M EXPECTING ANOTHER, EH, **VISITOR**, TO ARRIVE SHORTLY!

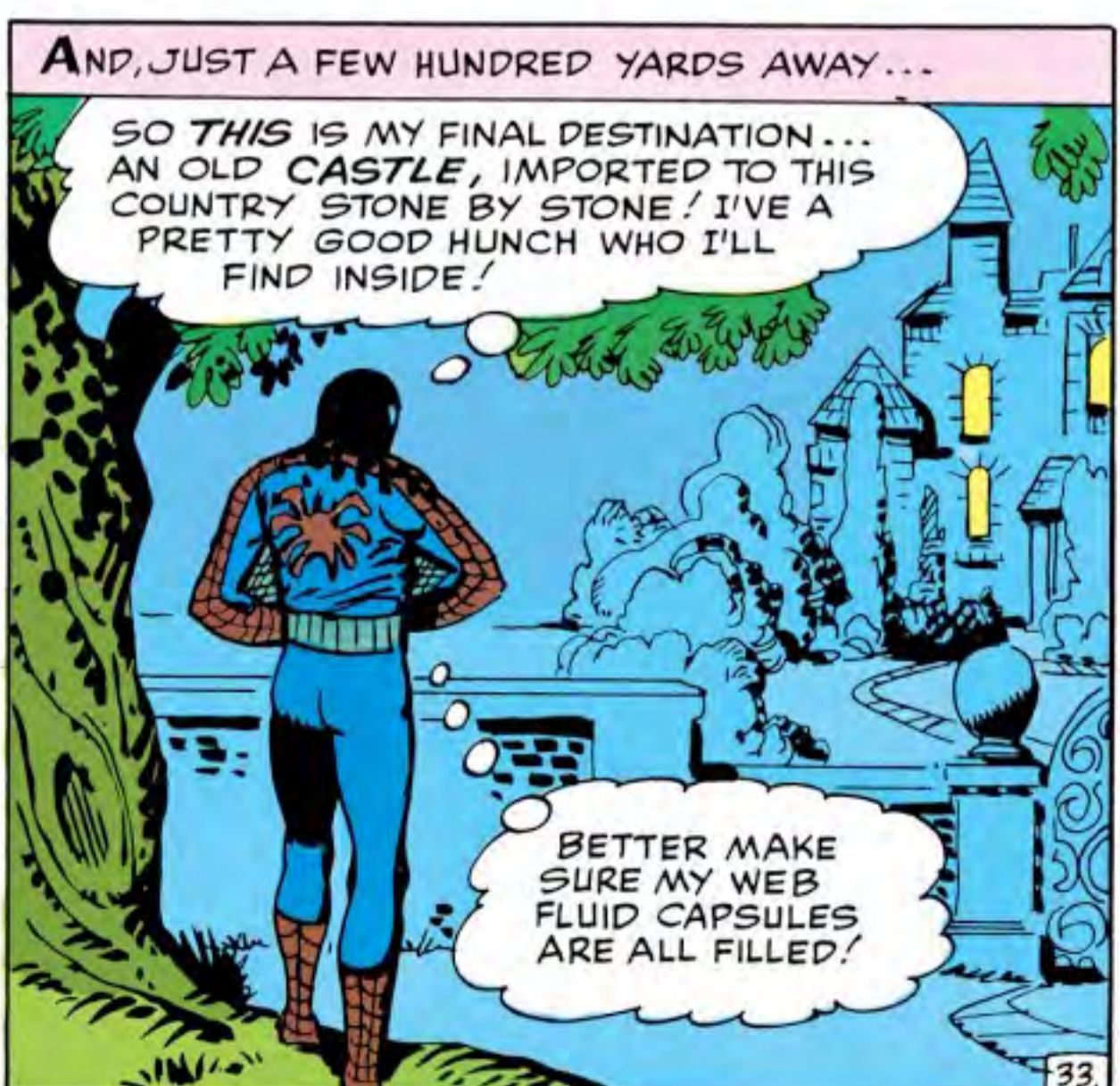
BUT WHAT ABOUT **US?**

DON'T WORRY, MISS BRANT... I'LL BE **BACK!**



MRS. PARKER!! WHAT DO YOU SUPPOSE HE MEANT BY **THAT??**

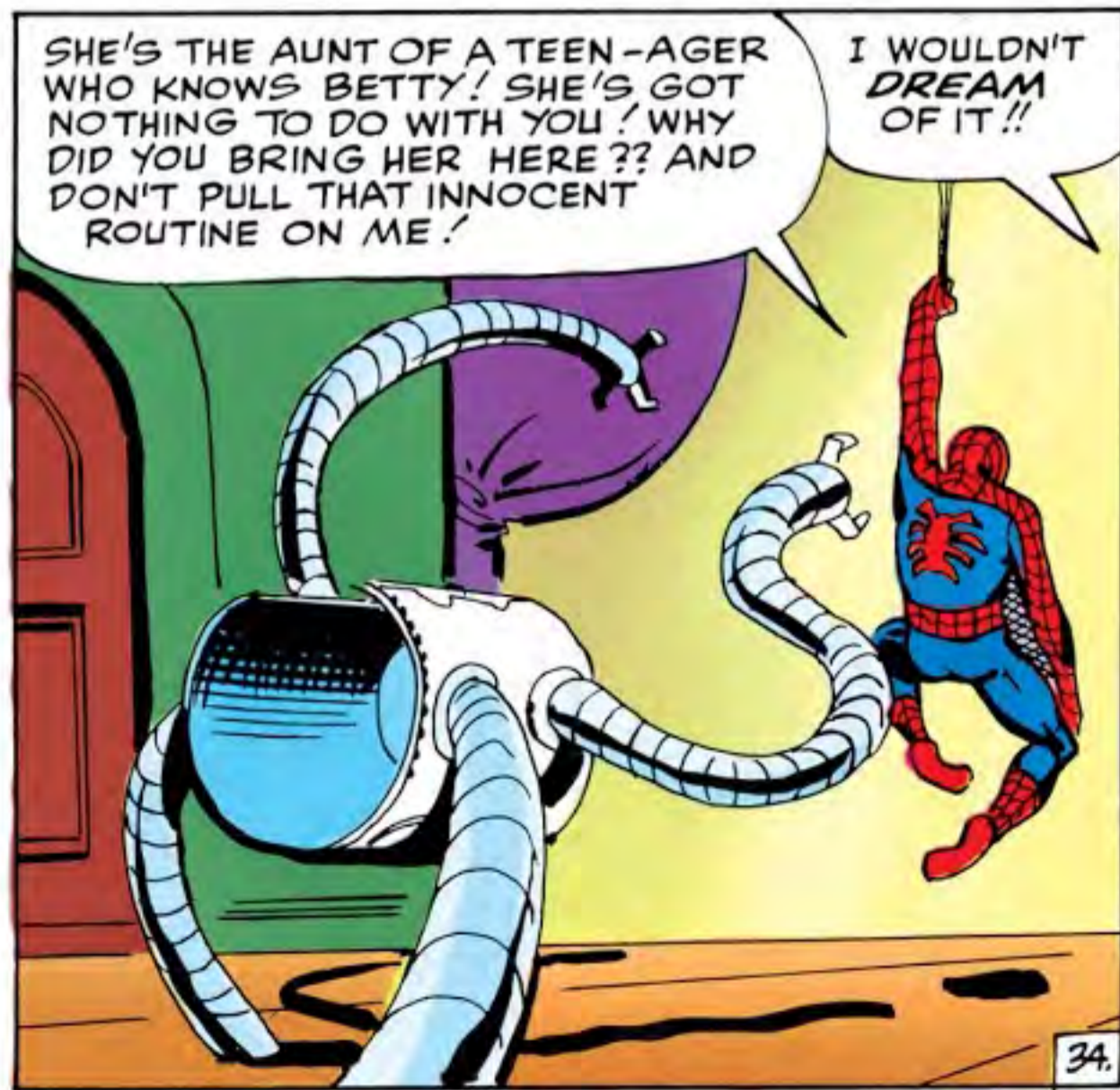
I DON'T KNOW, MY DEAR! BUT DOESN'T HE HAVE THE MOST **CHARMING** MANNERS? HE'S SO WELL-SPOKEN!



AND, JUST A FEW HUNDRED YARDS AWAY...

SO **THIS** IS MY FINAL DESTINATION ... AN OLD **CASTLE**, IMPORTED TO THIS COUNTRY STONE BY STONE! I'VE A PRETTY GOOD HUNCH WHO I'LL FIND INSIDE!

BETTER MAKE SURE MY WEB FLUID CAPSULES ARE ALL FILLED!





MY SPIDER SENSE IS WARNING ME... DANGER... BEHIND ME... OHH... TOO LATE!

HAH! YOU DIDN'T SUSPECT THAT I COULD CONTROL MY ARMS MENTALLY, DID YOU? NOW I'VE GOT YOU, YOU MEDDLESOME JUVENILE!



YOU WERE A FOOL TO THINK YOU HAD A CHANCE AGAINST THE POWER OF DOCTOR OCTOPUS!



TELL ME SOMETHING, OCK... ARE YOU TRYIN' TO DEFEAT ME BY TALKING ME TO DEATH?!



AHH, THAT'S MORE LIKE IT! I HAD A HUNCH THAT YOUR ARMS WOULD RELINQUISH THEIR GRIP ONCE I STUNNED YOU, IF THEY WERE UNDER YOUR MENTAL CONTROL!

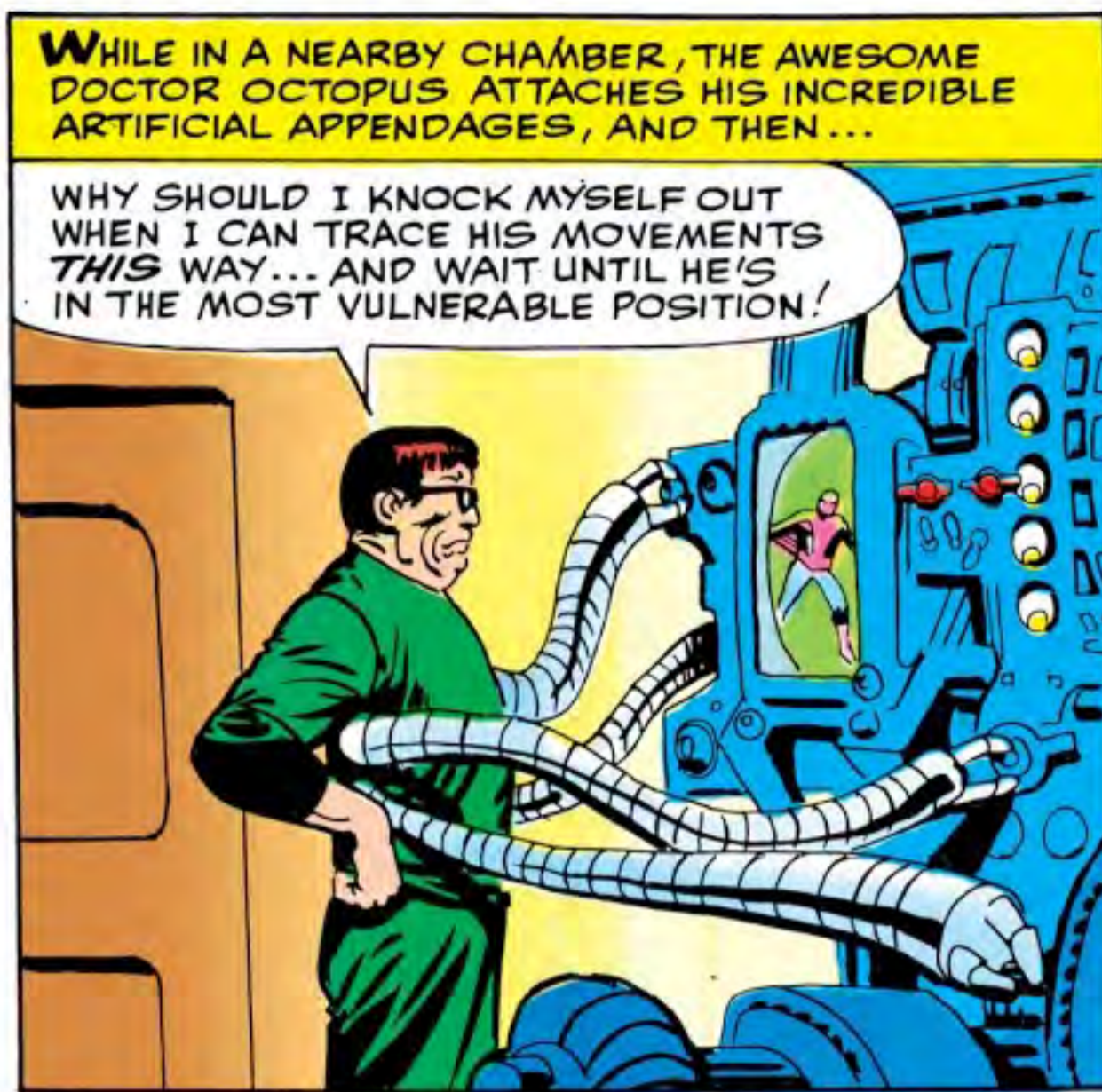


UH-OH! IT DOESN'T TAKE OCK LONG TO RECOVER HIMSELF, DOES IT? WELL, I'LL JUST HAVE TO STAY OUT OF HIS REACH FOR A WHILE!



HE'S RECALLED HIS ARMS! THEY'RE GOING BACK TO HIM! NOW WHAT'S HE UP TO!?

OH, WELL, I'LL WORRY ABOUT THAT LATER! I'VE STILL GOT TO FIND BETTY AND AUNT MAY RIGHT NOW!



WHILE IN A NEARBY CHAMBER, THE AWESOME DOCTOR OCTOPUS ATTACHES HIS INCREDIBLE ARTIFICIAL APPENDAGES, AND THEN...

WHY SHOULD I KNOCK MYSELF OUT WHEN I CAN TRACE HIS MOVEMENTS THIS WAY... AND WAIT UNTIL HE'S IN THE MOST VULNERABLE POSITION!



THIS PLACE HAS MORE TWISTS AND TURNS THAN A CORKSCREW! MY SPIDER SENSE IS TINGLING, BUT I DON'T SEE ANYTHING WRONG YET...!

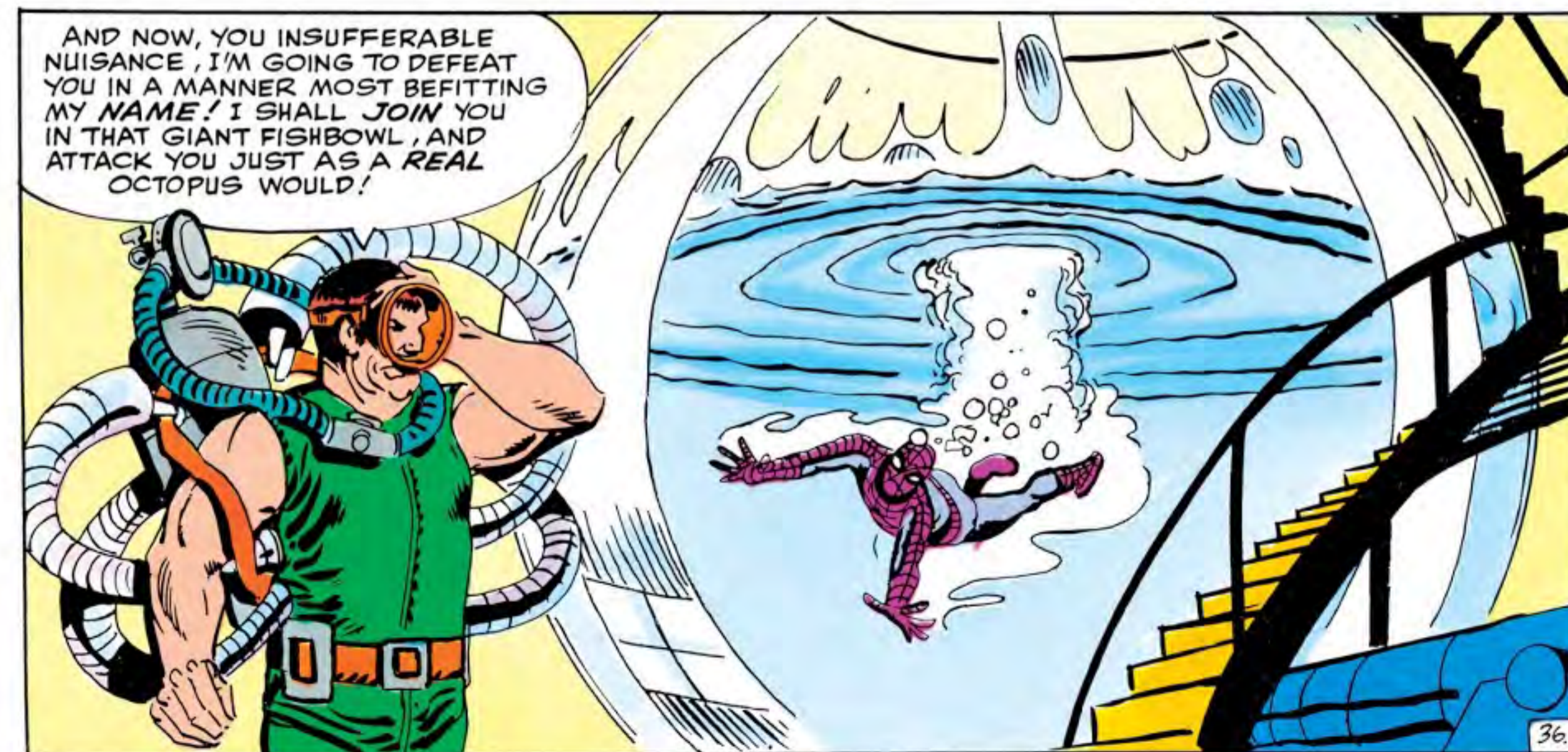


BUT SUDDENLY, A TRAP DOOR OPENS BENEATH SPIDER-MAN'S FEET, AND A POWERFUL BLAST OF AIR FROM THE CEILING FORCES HIM DOWN BEFORE HE CAN LEAP TO SAFETY!

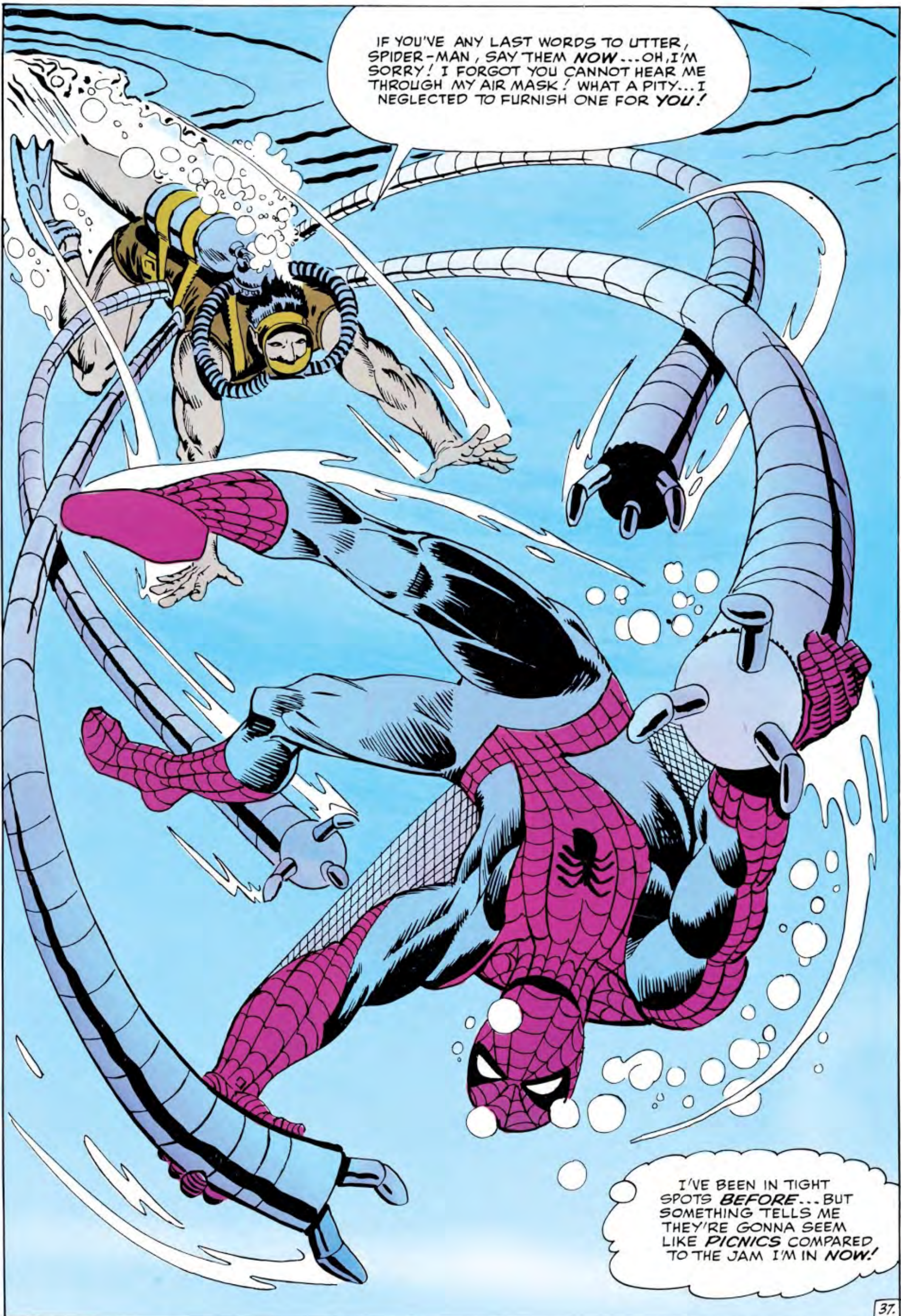
UH-OH! LOOK OUT BELOW!!



BOY! WHAT A MOVIE SERIAL THIS WOULD MAKE! A NEW CLIFF-HANGER EVERY MINUTE!!

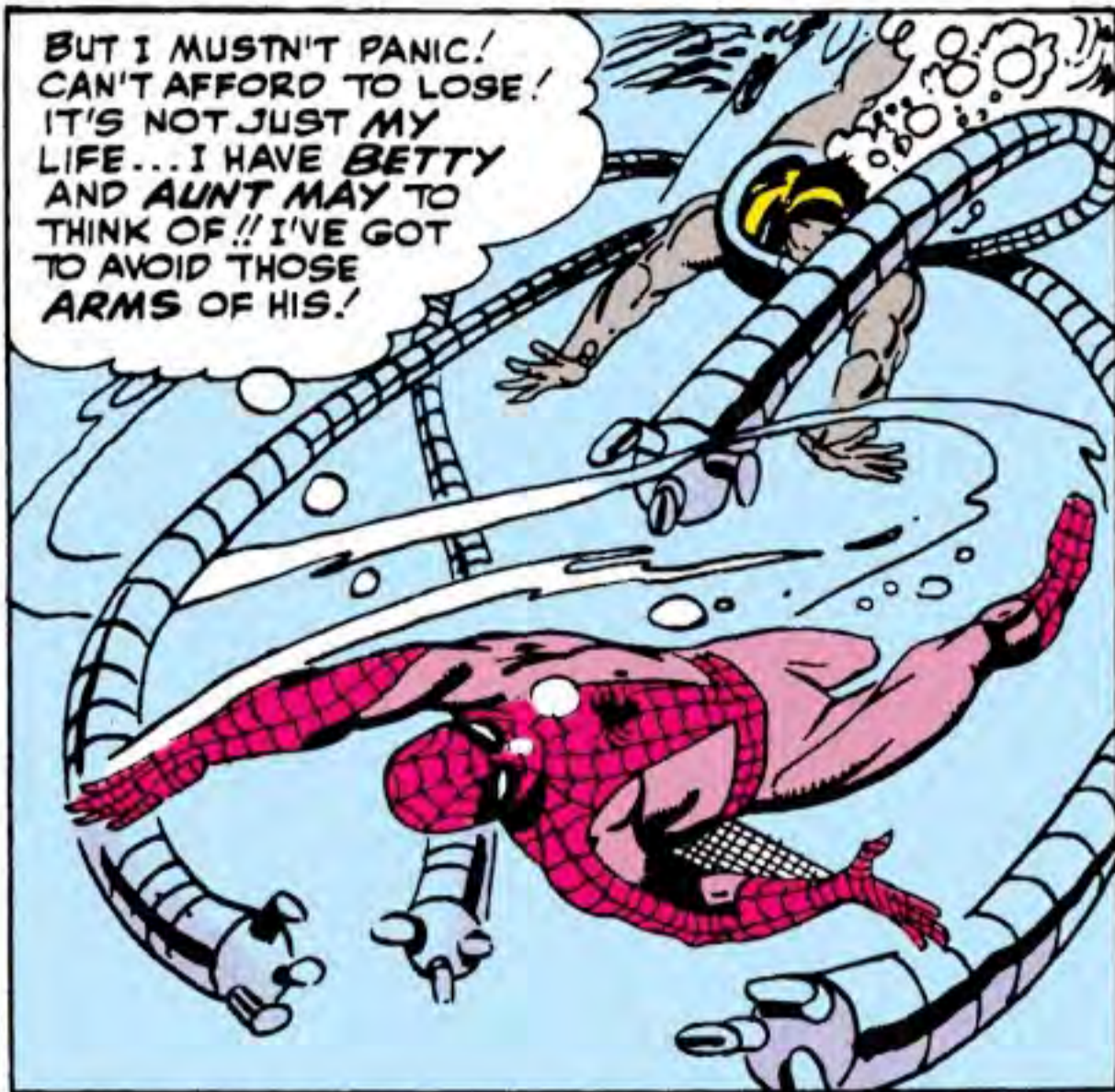


AND NOW, YOU INSUFFERABLE NUISANCE, I'M GOING TO DEFEAT YOU IN A MANNER MOST BEFITTING MY NAME! I SHALL JOIN YOU IN THAT GIANT FISHBOWL, AND ATTACK YOU JUST AS A REAL OCTOPUS WOULD!

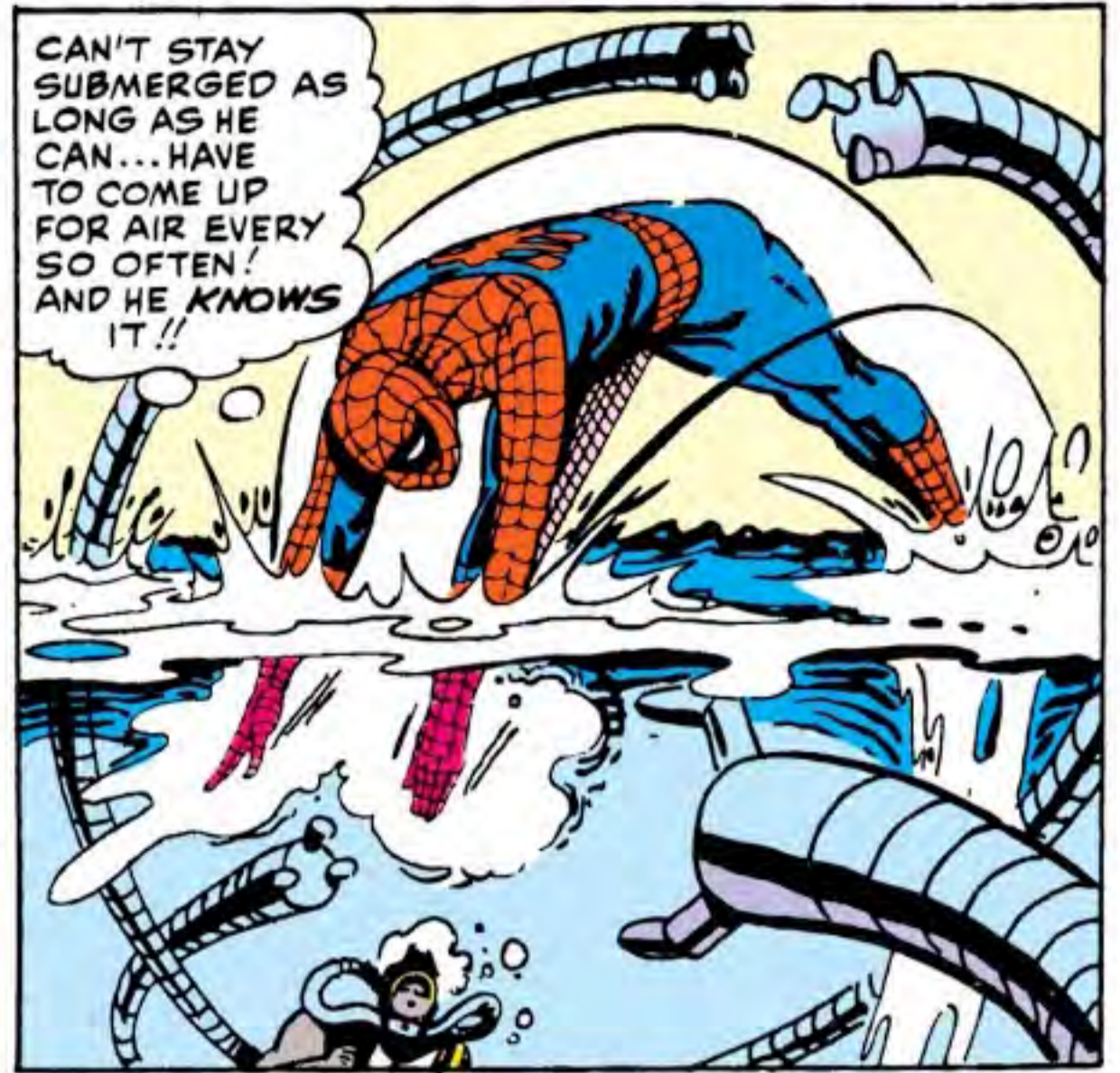
A comic book panel showing Spider-Man underwater. He is in a blue and red suit, looking up at Kraven the Hunter. Kraven is a muscular man with a yellow and black striped mask and a yellow and black harness. He is holding a long, segmented, purple tentacle-like appendage that is wrapped around Spider-Man's legs. The background is blue water with white bubbles and splashes. A speech bubble from Kraven is at the top, and a thought bubble from Spider-Man is at the bottom right.

IF YOU'VE ANY LAST WORDS TO UTTER,
SPIDER-MAN, SAY THEM NOW... OH, I'M
SORRY! I FORGOT YOU CANNOT HEAR ME
THROUGH MY AIR MASK! WHAT A PITY... I
NEGLECTED TO FURNISH ONE FOR YOU!

I'VE BEEN IN TIGHT
SPOTS *BEFORE*... BUT
SOMETHING TELLS ME
THEY'RE GONNA SEEM
LIKE *PICNICS* COMPARED
TO THE *JAM* I'M IN *NOW*!



BUT I MUSTN'T PANIC!
CAN'T AFFORD TO LOSE!
IT'S NOT JUST MY
LIFE... I HAVE **BETTY**
AND **AUNT MAY** TO
THINK OF!! I'VE GOT
TO AVOID THOSE
ARMS OF HIS!



CAN'T STAY
SUBMERGED AS
LONG AS HE
CAN... HAVE
TO COME UP
FOR AIR EVERY
SO OFTEN!
AND HE KNOWS
IT!!



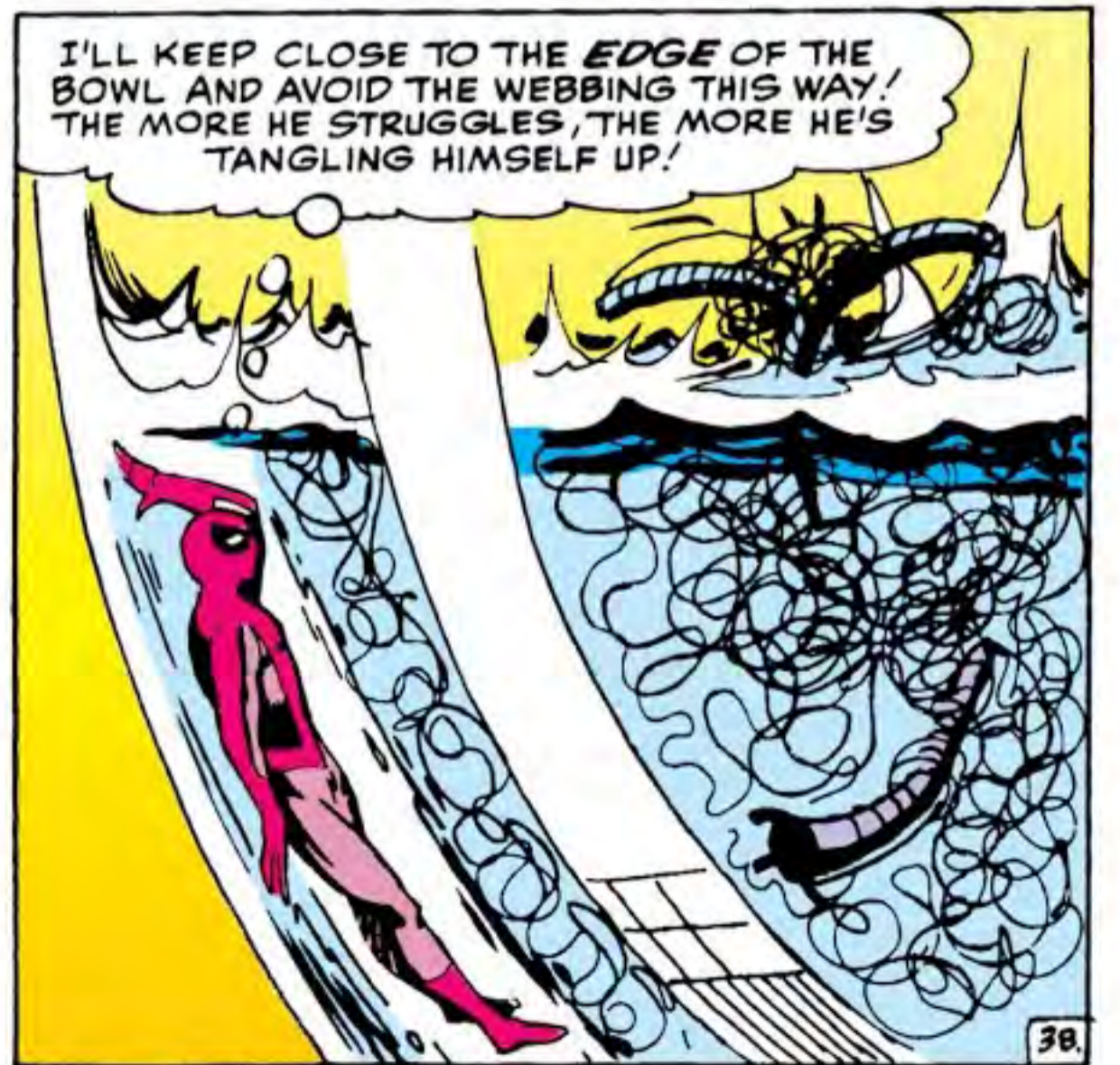
JUST WHAT I **FEARED!**
HE GRABBED MY FOOT
WHEN I WENT TO THE
SURFACE! HE'S STARTING
TO PULL ME DOWN NOW!!



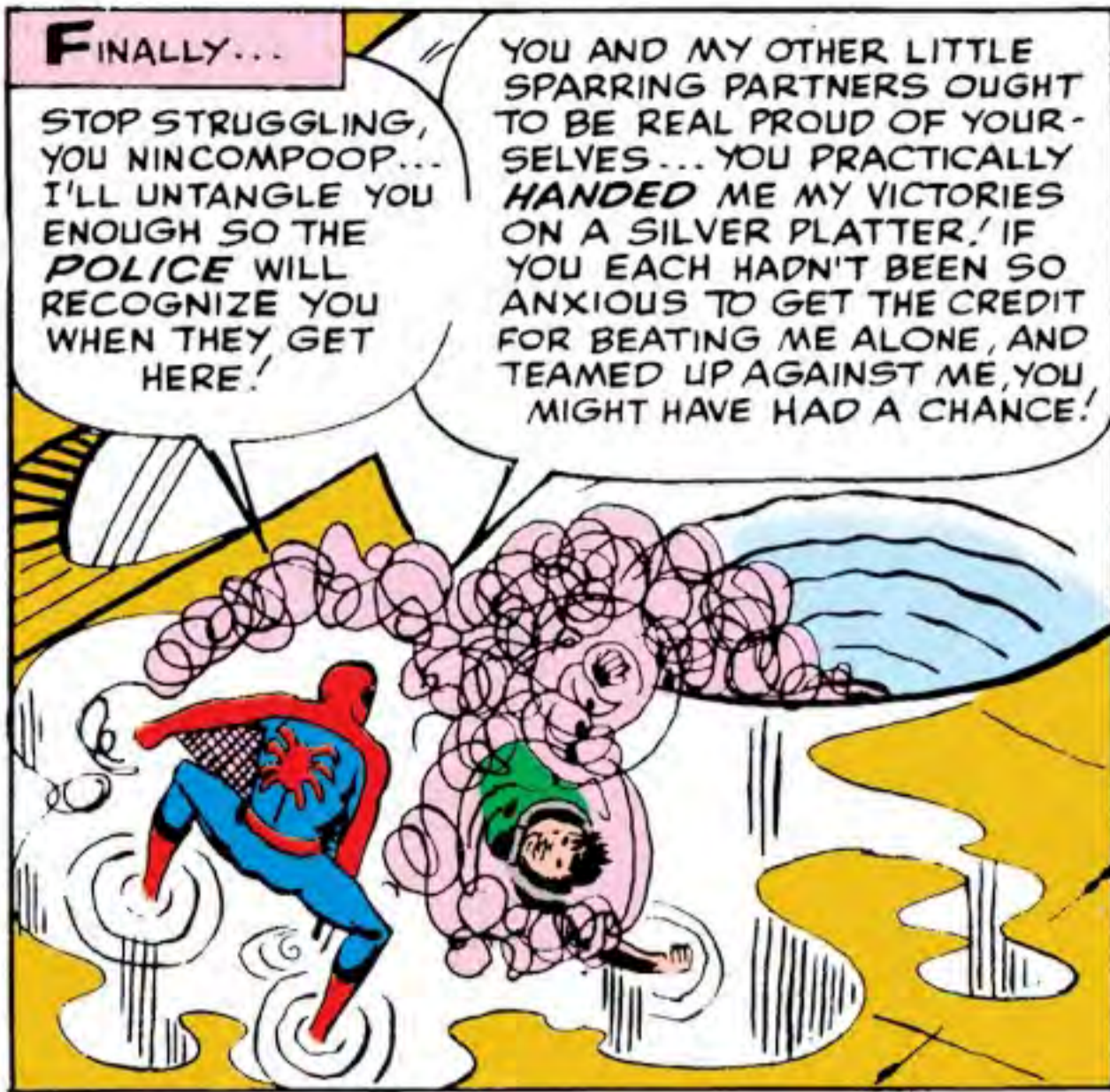
I CAN HOLD MY
BREATH LONGER THAN
ANY OTHER HUMAN
BEING... BUT **NOT**
FOREVER! ONLY ONE
LAST CHANCE... I'LL
RELEASE **ALL** OF
MY WEBBING...
AT ONCE!



IT'S **WORKING!** THE THIN,
STRONG STRANDS OF WEB ARE
ENTANGLING HIS ARMS LIKE SEAWEED...
HE'S HAVING TROUBLE CONTROLLING
THEM!! MY LEG IS FREE!



I'LL KEEP CLOSE TO THE **EDGE** OF THE
BOWL AND AVOID THE WEBBING THIS WAY!
THE MORE HE STRUGGLES, THE MORE HE'S
TANGLING HIMSELF UP!



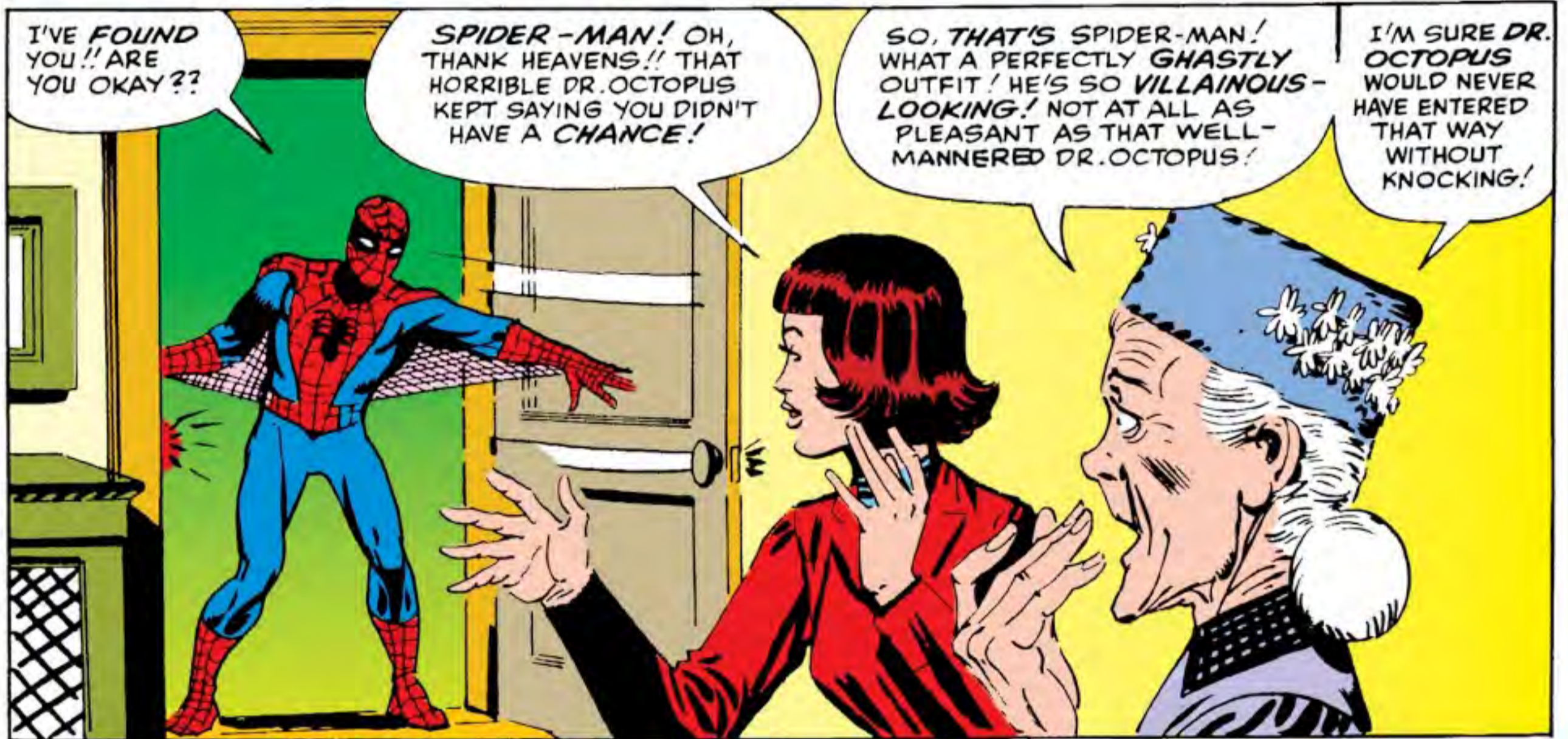
FINALLY...

STOP STRUGGLING, YOU NINCOMPOOP... I'LL UNTANGLE YOU ENOUGH SO THE POLICE WILL RECOGNIZE YOU WHEN THEY GET HERE!

YOU AND MY OTHER LITTLE SPARRING PARTNERS OUGHT TO BE REAL PROUD OF YOURSELVES... YOU PRACTICALLY **HANDED** ME MY VICTORIES ON A SILVER PLATTER! IF YOU EACH HADN'T BEEN SO ANXIOUS TO GET THE CREDIT FOR BEATING ME ALONE, AND TEAMED UP AGAINST ME, YOU MIGHT HAVE HAD A CHANCE!



AND NOW, SOONER OR LATER MY SPIDER SENSE WILL LEAD ME TO BETTY AND AUNT MAY... AHH, I FEEL A TINGLING ALREADY!



I'VE FOUND YOU!! ARE YOU OKAY??

SPIDER-MAN! OH, THANK HEAVENS!! THAT HORRIBLE DR. OCTOPUS KEPT SAYING YOU DIDN'T HAVE A CHANCE!

SO, THAT'S SPIDER-MAN! WHAT A PERFECTLY GHASTLY OUTFIT! HE'S SO VILLAINOUS-LOOKING! NOT AT ALL AS PLEASANT AS THAT WELL-MANNERED DR. OCTOPUS!

I'M SURE DR. OCTOPUS WOULD NEVER HAVE ENTERED THAT WAY WITHOUT KNOCKING!



WELL, I'LL BE LEAVING NOW! I SENT A MESSAGE TO THE POLICE BEFORE I ARRIVED HERE... THEY SHOULD BE HERE ANY MINUTE!

JUST THINK, MRS. PARKER... WE'RE SAFE!

I'M AFRAID I DON'T UNDERSTAND ANY OF THIS!



DO YOU THINK IT'S PROPER TO LEAVE WITHOUT SAYING GOOD-BYE TO OUR HOST? I WONDER WHERE HE WENT?

I'D LOVE TO KNOW WHO SPIDER-MAN REALLY IS! BUT, BENEATH THAT DISGUISE, HE COULD BE ANYBODY! AND HIS MASK MUFFLES HIS VOICE SO, THAT IT'S ALMOST UNRECOGNIZABLE!



I'VE GOT TO REACH HOME BEFORE AUNT MAY, AND MEET HER AT THE DOOR, SO SHE NEVER SUSPECTS ANYTHING!



AND A SHORT TIME LATER, AS A POLICE CAR DRIVES UP TO THE DOOR ...

AUNT MAY! I WAS SO WORRIED ABOUT YOU!

SHE'S ALL RIGHT, PETER! EVERYTHING IS FINE!

OF COURSE I'M ALL RIGHT, DEAR! I HAD A VERY NICE VISIT WITH THE MOST INTERESTING MAN!

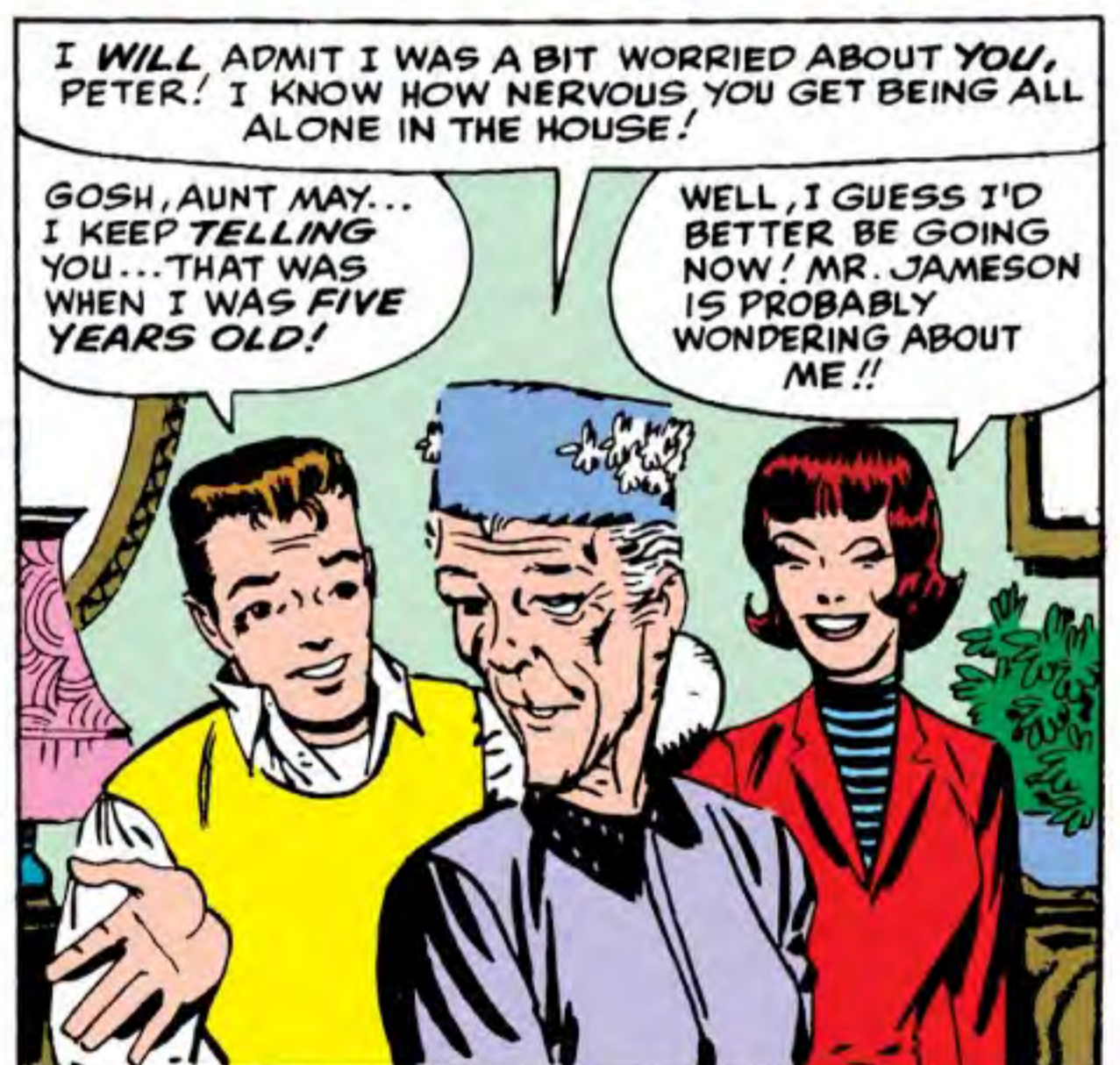
I GUESS YOU WON'T NEED US ANY MORE, LADIES!



YOU MEAN, YOU'RE NOT ALL SHOOK-UP, OR ANYTHING??

HEAVENS, NO! AND I'VE ASKED YOU NOT TO USE THAT AWFUL SLANG, HAVEN'T I, PETER?

YOUR AUNT IS A VERY, EH... UNUSUAL WOMAN, PETER!



I WILL ADMIT I WAS A BIT WORRIED ABOUT YOU, PETER! I KNOW HOW NERVOUS YOU GET BEING ALL ALONE IN THE HOUSE!

GOSH, AUNT MAY... I KEEP TELLING YOU... THAT WAS WHEN I WAS FIVE YEARS OLD!

WELL, I GUESS I'D BETTER BE GOING NOW! MR. JAMESON IS PROBABLY WONDERING ABOUT ME!!



NONSENSE, DEAR! I'LL GET SOME COOKIES AND MILK, AND WE'LL ALL SIT DOWN FOR A FEW MINUTES AND... OH!!! OH HEAVENS!!

THIS IS WHAT I WAS AFRAID OF! A DELAYED SHOCK REACTION! SHE'S JUST REALIZING WHAT SHE WENT THROUGH NOW!



DO YOU REALIZE WE MISSED THE BEVERLY HILL-BILLIES??! I FORGOT ALL ABOUT THEM! AND I'VE BEEN WAITING ALL WEEK...!!

YOU MEAN... THAT'S WHAT UPSET YOU??

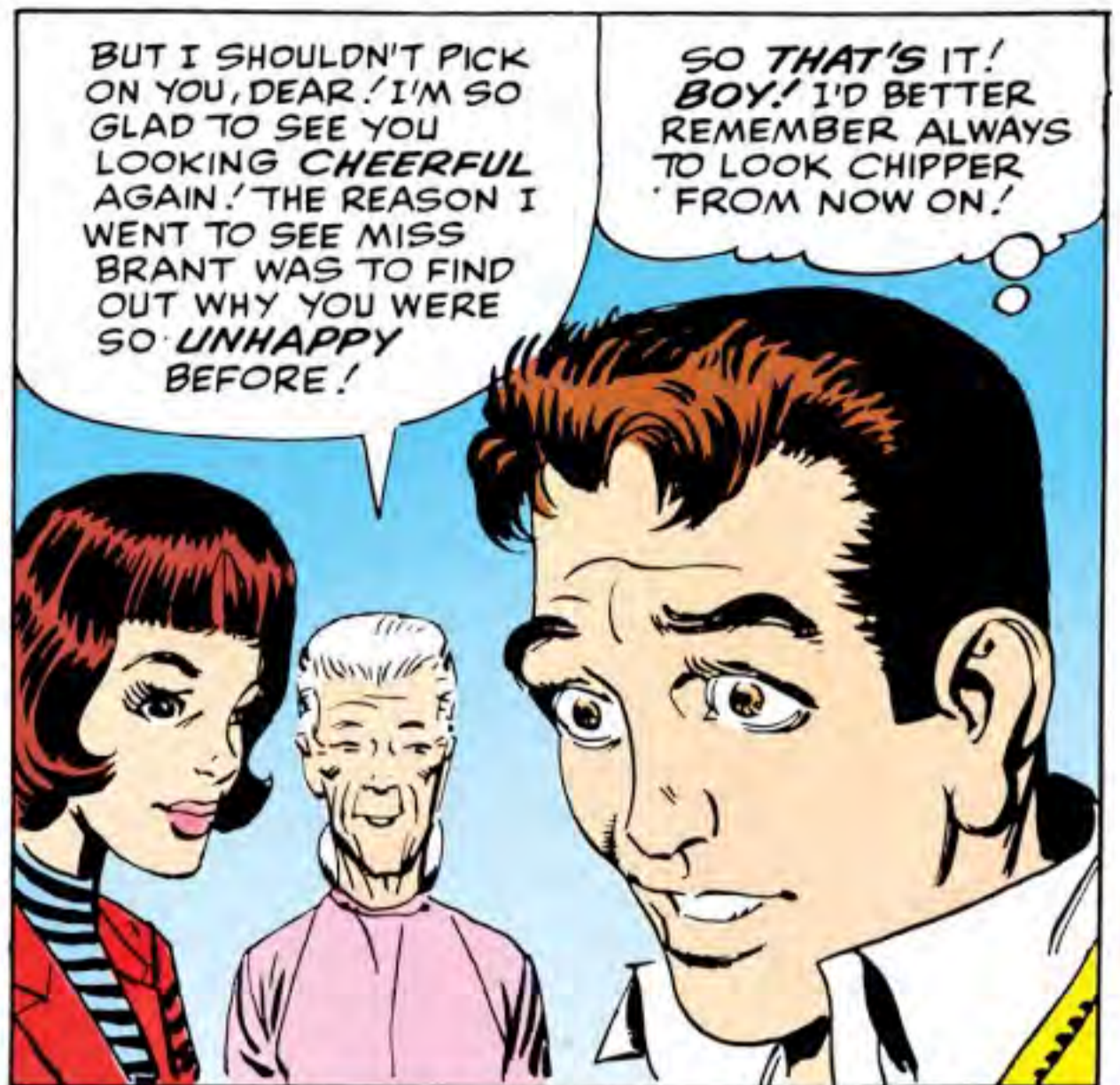
KNOW SOMETHING, AUNT MAY? IN CASE I FORGOT TO TELL YOU, YOU'RE THE EVER-LOVIN' GREATEST!



PETER PARKER!! WHAT AM I GOING TO DO WITH YOU?! THERE YOU GO USING THAT AWFUL SLANG AGAIN!

SORRY, AUNT MAY! I'LL TRY TO BE MORE CAREFUL!

I WONDER HOW MANY OTHER GUYS WITH SUPER-POWERS GET SCOLDED BY THEIR AUNTS IF THEY DON'T TOE THE MARK?



BUT I SHOULDN'T PICK ON YOU, DEAR! I'M SO GLAD TO SEE YOU LOOKING CHEERFUL AGAIN! THE REASON I WENT TO SEE MISS BRANT WAS TO FIND OUT WHY YOU WERE SO UNHAPPY BEFORE!

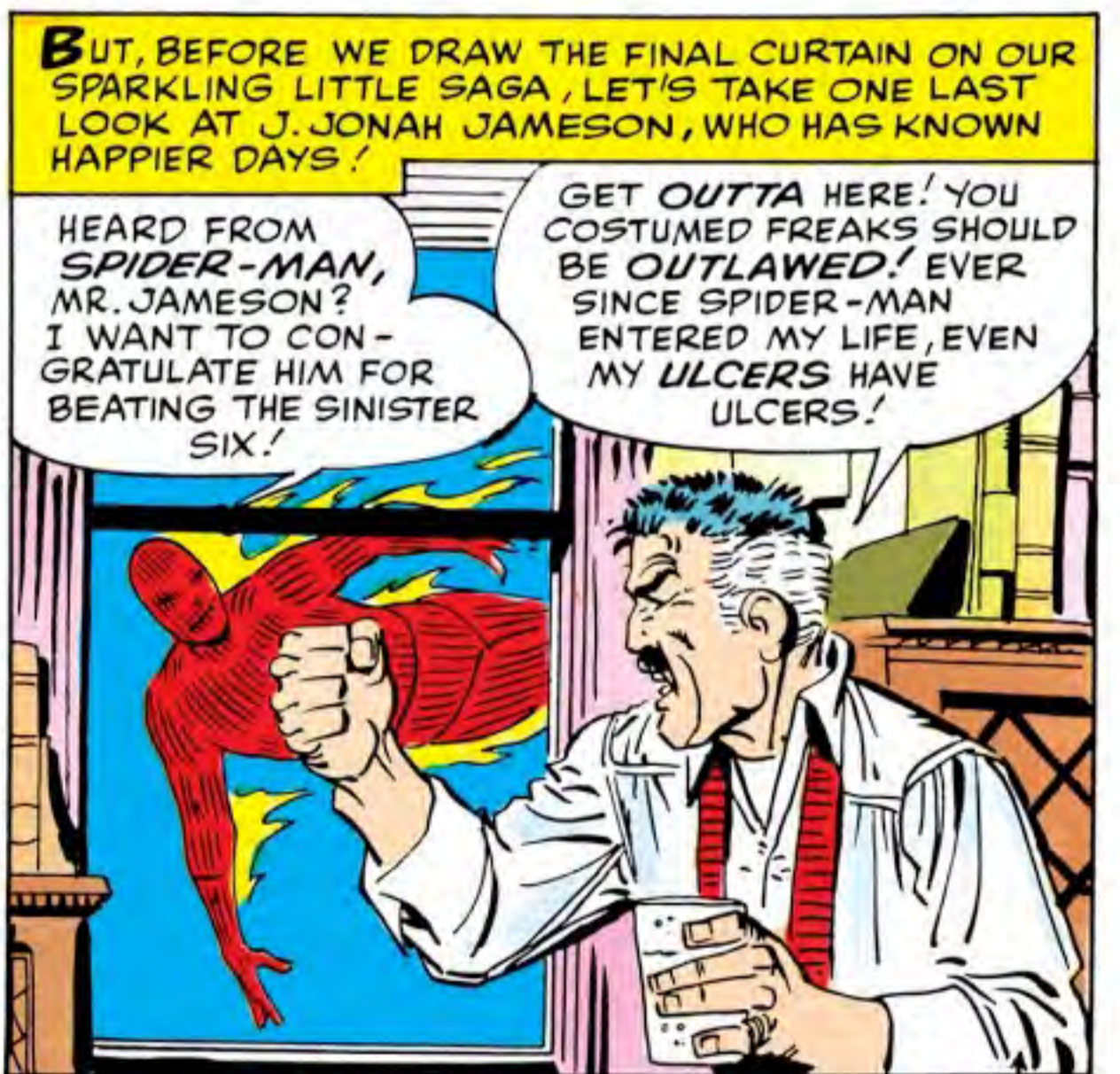
SO THAT'S IT! BOY! I'D BETTER REMEMBER ALWAYS TO LOOK CHIPPER FROM NOW ON!



WELL, WE'RE ALL TOGETHER NOW, AND EVERYTHING'S OKAY, SO LET'S HAVE THOSE COOKIES, AUNT MAY, AND THEN I'LL TAKE BETTY BACK TO HER OFFICE!

DID ANYONE EVER TELL YOU HOW YOUR NOSE WRINKLES UP WHEN YOU SMILE, PETER?

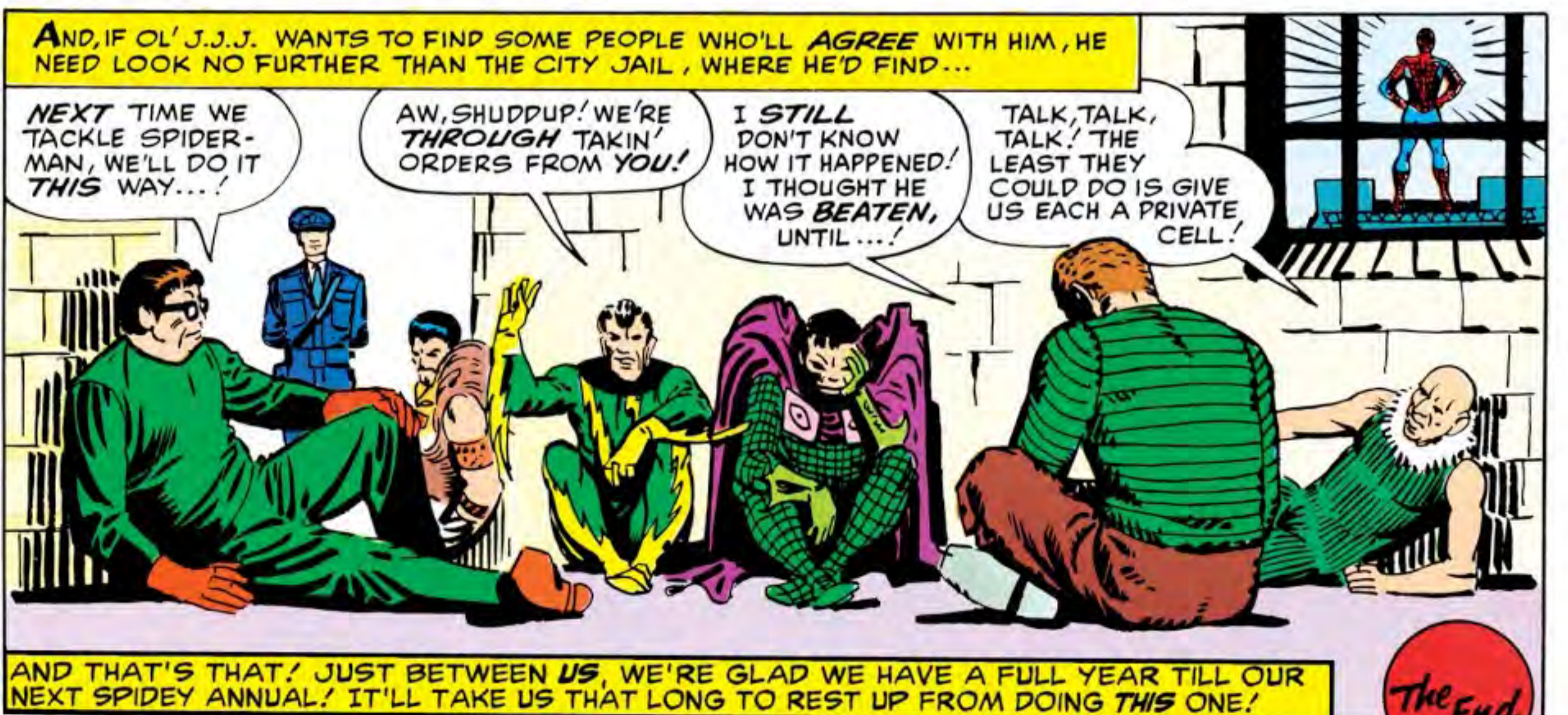
MY! HAVE YOU NOTICED THAT, TOO? I THOUGHT I WAS THE ONLY ONE!



BUT, BEFORE WE DRAW THE FINAL CURTAIN ON OUR SPARKLING LITTLE SAGA, LET'S TAKE ONE LAST LOOK AT J. JONAH JAMESON, WHO HAS KNOWN HAPPIER DAYS!

HEARD FROM SPIDER-MAN, MR. JAMESON? I WANT TO CONGRATULATE HIM FOR BEATING THE SINISTER SIX!

GET OUTTA HERE! YOU COSTUMED FREAKS SHOULD BE OUTLAWED! EVER SINCE SPIDER-MAN ENTERED MY LIFE, EVEN MY ULCERS HAVE ULCERS!



AND, IF OL' J.J.J. WANTS TO FIND SOME PEOPLE WHO'LL AGREE WITH HIM, HE NEED LOOK NO FURTHER THAN THE CITY JAIL, WHERE HE'D FIND...

NEXT TIME WE TACKLE SPIDER-MAN, WE'LL DO IT THIS WAY...!

AW, SHUDDUP! WE'RE THROUGH TAKIN' ORDERS FROM YOU!

I STILL DON'T KNOW HOW IT HAPPENED! I THOUGHT HE WAS BEATEN, UNTIL...!

TALK, TALK, TALK! THE LEAST THEY COULD DO IS GIVE US EACH A PRIVATE CELL!

AND THAT'S THAT! JUST BETWEEN US, WE'RE GLAD WE HAVE A FULL YEAR TILL OUR NEXT SPIDEY ANNUAL! IT'LL TAKE US THAT LONG TO REST UP FROM DOING THIS ONE!

The End