

SPIDER-MAN 4: THE AMAZING SPIDER-MAN

by

Jerod Brennen

Based on characters created by
Stan Lee and Steve Ditko

323.863.6398
jerod.brennen@gmail.com

EXT. BANK - DAY

A BANK ROBBERY in progress!

Four MASKED MEN spill out onto the sidewalk, their arms overflowing with CASH. In their wake, a man in a homemade costume: brown and yellow, fishnets, silver gauntlets.

THE SHOCKER.

SHOCKER

Get the car. We've got money to count.

The hoods hoot their assent. A car stops in front of them, and the windows EXPLODE as another costumed figure lands on the roof of the car, collapsing it.

SPIDER-MAN.

Spidey leaps into action, disabling all four hoods in an acrobatic dance. He stares down the villain.

SHOCKER

Spider-Man. You may have taken out the hired help, but are you man enough to face... THE SHOCKER?

The Shocker stares down Spider-Man, poised, tense.

The tension breaks when Spidey doubles over, LAUGHING.

SPIDER-MAN

Seriously? The Shocker? That's the best you could do?

The Shocker FLICKS a switch on his wrist. His gauntlets begin to VIBRATE.

Spidey stops laughing.

A force ERUPTS from the humming gauntlets, throwing both Spidey and the crushed car across the street.

SHOCKER

Better?

The car comes around. More THUGS hop out, grab the cash. They leave their partners in crime unconscious on the sidewalk.

The car careens the wrong way down a one-way street.

Spidey shakes his head clear.

(CONTINUED)

SPIDER-MAN

No you don't.

Spidey slings his web, and the chase is on.

EXT. NYC STREETS - DAY

Spidey tracks the car from high overhead until he sees his opportunity.

He swoops low and WEBS the front tires. The car FLIPS end over end. SPARKS fly as it slides to a stop, upside down.

The car VIBRATES, and the doors EXPLODE from their hinges. A rattled Shocker emerges.

Spidey lands on the street in front of his foe, two spandex-clad gunslingers.

The Shocker raises his gauntlets, but Spidey's faster. Webs shoot from Spidey's wrists, wrapping the gauntlets in a thick cocoon.

Try as he might, the Shocker can't get free.

Spidey stalks toward the Shocker, fists clenched.

SHOCKER

Wait. I didn't-

Spidey CLOCKS the Shocker hard enough to send the man flying through the air. He lands in a pile of garbage, unconscious.

SPIDER-MAN

Put a guy in a costume, he thinks
he can parade around the city,
doing as he pleases. Some people.

POLICE CARS roll up. Spidey takes his cue and slings away.

INT. AUNT MAY'S APARTMENT - DAY

AUNT MAY is dusting. She pauses at picture of her and Ben. She picks up the picture and lets the memories come.

A KNOCK at the door. Peter lets himself in.

AUNT MAY

Peter. You're late.

PETER PARKER steps through the door. Enough being Spider-Man for today. Time to be a good nephew.

(CONTINUED)

Peter raises his hand, shows May the BROWN BAG he's carrying.

PETER
(apologetic)
I brought dinner.

INT. AUNT MAY'S KITCHEN - LATER

Empty takeout wrappers litter the table before them. Peter starts to scoop them up.

AUNT MAY
Leave them, Peter. I can clean up later.

PETER
I've got this. Sit.

Peter walks by the sink on his way to the trash can. He notices a collection of PILL BOTTLES on the counter.

PETER
How are you getting along? Feeling okay?

AUNT MAY
Oh, I can't complain. I've been a bit under the weather lately, but it seems like they've got a pill these days for every little ache and pain.

Peter hesitates. She sounds so... sad.

AUNT MAY
I'm getting old, Peter. You don't suppose there's a pill for that, do you?

Peter throws the trash away and moves behind Aunt May. He stoops down and wraps his arm around her in a huge hug.

PETER
You're not getting old. You're maturing.

AUNT MAY
(laughs)
I reached mature years ago. Speaking of maturing, when are you going to mature and ask MJ to marry you?

PETER

Whoa. Wasn't expecting that.

AUNT MAY

You love each other, Peter. Any old fool can see that. What are you waiting for?

Peter takes a seat, almost falls into it.

PETER

I'm just trying to get my life together, Aunt May. The Bugle still won't hire me on full-time, and the lab assistant gig with Doc Connors barely covers tuition. I want to be able to give MJ the life she deserves.

AUNT MAY

Some girls don't want fancy things, Peter. Some girls just want someone to hold them, to be there for them when they're lonely.

Her eyes drift to the other room, to the picture of Ben.

AUNT MAY

She's a good girl, Peter. Don't take too long.

PETER

I won't. I promise.

INT. PETER'S APARTMENT - DAY

Peter walks in. He's barely in the door when MJ pounces on him. She wraps her arms around his neck and plants a huge KISS on his lips.

She leans back, smiles.

PETER

Wow. I wasn't gone that long, was I?

Her smile fades.

MJ

You forgot.

Peter panics, tries to hide it.

(CONTINUED)

PETER

Forgot? Of course I didn't forget.
How could I forget your... my...

MJ

Our one-year anniversary?

PETER

Anniversary? MJ, we're not even
married yet.

Her smile returns.

MJ

Yet?

PETER

(covering his slip)
What are we doing tonight?

MJ

You are taking me dancing.

PETER

Dancing? I don't know...

MJ slinks toward the table, picks up her CELL PHONE.

MJ

(playful)
Take me dancing, or I'm calling the
Bugle and revealing Spider-Man's
true identity.

PETER

You know I don't like dancing.

MJ dials a number. She puts the phone to her ear.

PETER

I'm exhausted, MJ. Do you have any
idea how many people I saved today?

MJ's expression shifts as someone answers on the other end.

MJ

Could you put me through to Betty
Brant, please? I have a scoop that
will make Mr. Jameson's year.

Peter WEBS the phone from MJ's hand, pulls it through the
air into his waiting hand. He hangs up.

(CONTINUED)

PETER

Where do you want to go?

EXT. NYC NIGHT CLUB - NIGHT

Peter and MJ work their way to the front of a long line. MJ flashes her smile at the BOUNCER, a hulk of a man. He melts.

The bouncer ushers Peter and MJ inside, ignoring the protestations of those still in line.

INT. NYC NIGHT CLUB - NIGHT

Lights flash. Music thumps. Bodies writhe.

MJ is in her element. Peter couldn't be more uncomfortable.

PETER

What if something happens, MJ? What
if someone needs Spider-Man
tonight?

MJ moves close, her body against his. Her lips caress his ear.

MJ

They can have you another night.
Tonight, you're mine.

They lock eyes, and Peter can see the seriousness behind her seductive expression. She misses him. He softens.

He moves in an awkward gyration.

PETER

Well, then. Let's dance.

MJ beams, plants another huge kiss on his lips.

MJ

I love you, Peter Parker.

MJ loses herself in the music. Peter dances for a moment, then succumbs to self-consciousnesses. He scans for an escape route.

There. The bar.

He catches MJ's attention.

(CONTINUED)

PETER

Drinks?

MJ shrugs her shoulders. She doesn't stop dancing.

Peter slides away from MJ and snakes toward the bar.

Peter tries without success to flag down the bartender. He waits, tries again, fails. The bartender finally stops in front of Peter.

BARTENDER

What can I get you, beautiful?

PETER

(flustered)

I'm flattered, really, but I just want-

BARTENDER

Wait your turn, friend.

Confused, Peter turns to see a beautiful young blonde standing at his elbow.

PETER

Gwen?

GWEN STACY stares back in surprise.

GWEN

Pete?

She throws her arms around him and hugs tight. She pulls back when she realizes that was a little more forward than she intended.

GWEN

How've you been?

PETER

Good, I'm good. I'm here with MJ.

GWEN

Oh.

They share an awkward silence, despite the noise. They both break it at the same time.

PETER

Do you want to come say hi?

GWEN

I should get back to my date.

(CONTINUED)

They laugh and smile. A spark passes between them, but neither one outwardly acknowledges it.

MJ (O.S.)
Hey, Gwen.

Gwen and Peter both turn to see MJ. She's smiling, but there's mistrust behind the smile.

PETER
Hey, MJ. Look who I ran into.

MJ
I see.

Gwen senses the tension.

GWEN
I should be going. See you around.

PETER
(waving)
Bye.

Peter watches Gwen disappear into the crowd, playing at oblivious. MJ watches, frowning. Peter picks up a stranger's drink and offers it to MJ.

PETER
Thirsty?

INT. DAILY BUGLE - DAY

The Bugle is a beehive of activity.

Peter passes deftly through the bustle, a FOLDER beneath on arm. He stops at BETTY BRANT'S desk.

BETTY
Hey, Pete. More pics?

PETER
Of course.

BETTY
Go on in.

INT. JJJ'S OFFICE - DAY

From behind an enormous desk, J. JONAH JAMESON runs the show. He barks orders into the phone as ROBBIE ROBERTSON and HOFFMAN vie for his attention.

Peter sneaks in, stands by the door.

JJJ

Parker! What've you got for me?

Peter hands the folder to JJJ, who opens it to find a collection of brilliant PHOTOS of Spider-Man in action.

JJJ cocks his head to one side, as if he's truly impressed, then dumps the entire folder into the TRASH CAN. He goes right back to what he was doing before Peter walked in.

PETER

Mr. Jameson-

JJJ

I'm running a newspaper here,
Parker. Millions of readers-

HOFFMAN

Millions?

JJJ

(glowering at Hoffman)
MILLIONS of readers expect this
paper to carry news. Spider-Man is
not news. He's washed up, a
has-been.

PETER

He stopped a bank robbery. He
single-handedly captured the
Shocker.

All movement in JJJ's office STOPS. JJJ stares at Parker for a moment, a cigar hanging loose in his mouth.

JJJ breaks the silence with a roaring GUFFAW.

JJJ

News, Parker! If you can't find
news, make it.

PETER

Right. News.

Dejected, Peter mopes from the office.

INT. NYU BIOCHEM LAB - DAY

DOCTOR CURT CONNORS concentrates on the amber liquid in a test tube as his counterpart, MILES WARREN, takes notes.

Peter hurries in, pulling on his lab coat as he walks.

PETER

Sorry I'm late, Doc. I was dropping
some pictures off at-

DOC CONNORS

(to Miles)

The viscosity is noticeably thicker
this time, Miles. Coloration
appears to be a shade lighter.

MILES

Would you attribute the changes to
the reduced amount of phosphorous,
or to the addition of the... new
substance.

DOC CONNORS

Too soon to say.

(to Peter)

Glad you could join us, Parker.
Prepare the chromatography unit.

PETER

Yes, sir.

Peter turns to focus on the lab equipment. He stops short when he sees her standing there in a lab coat of her own.

GWEN smiles at Peter, clutching a clipboard.

GWEN

Fancy seeing you here.

DOC CONNORS

You know each other?

PETER

We've met.

DOC CONNORS

Gwen is Doctor Warren's lab
assistant this semester.

Peter grins sheepishly. Miles senses the chemistry between the younger two and moves between them. Jealous?

(CONTINUED)

MILES

Gwen, have you prepared Whelan?

Gwen taps the side of a cage. A THREE-LEGGED RAT hobbles toward her finger, sniffing the air.

GWEN

Yes, Doctor Warren.

MILES

Good.

Doc Connors fills a SYRINGE with a few milliliters of the chemical, then hands the test tube to Peter.

Doc Connors exchanges a hopeful glance with Doctor Warren.

DOC CONNORS

Ready, Miles?

MILES

Ready, Curt.

Miles nods to Gwen, who removes Whelan from his cage. She dabs at Whelan's flank with rubbing alcohol, then holds him down as Doc Connors injects the chemical into the rat.

Doc Connors produces a digital recorder from the pocket of his lab coat, begins dictating into the device.

DOC CONNORS

Injected subject Whelan with 2 cc's of formula. Phosphorous content reduced to 75 parts per million. Chemical 1163 added at 25 parts per million.

Peter looks at Gwen, confused.

PETER

(silently mouths words)

One one six three?

Gwen puts a finger to her lips, signaling Peter to be quiet.

Peter, Gwen, and Miles watch the cage with baited breath.

Nothing happens.

DOC CONNORS

What? Did you expect it to work right away?

(CONTINUED)

Doc Connors smirks, attempting a facade of indifference, but he's more excited than the other three combined.

MILES

Don't hold our enthusiasm against us, Curt. None of us has put as much time into this project as you, but we're still eager to see the results.

DOC CONNORS

We're building on decades of experiments in regeneration. Human tissue is one thing, but attempting to regrow an entire limb... Imagine the possibilities.

Doc Connors absently rubs at the sleeve where his MISSING ARM should be. The others shift their attention elsewhere in the lab, avoiding the elephant in the room.

MILES

Gwen, let's analyze those samples.

Miles and Gwen drift away from Whelan's cage.

PETER

I've got a good feeling about this next experiment, Doc.

DOC CONNORS

You and me both, Parker. When we make it into the journals, I'll make sure you get the credit you deserve.

PETER

I'm just a lab assistant, Doc. You're the one with with the brains.

DOC CONNORS

And you're the one with the secret ingredient.

Doc Connors grins as he pulls a VIAL from inside his lab coat. The VENOM SYMBIOTE writhes around inside.

Peter's face blanches.

DOC CONNORS

I've run dozens of tests against this since you first dropped it

(MORE)

(CONTINUED)

DOC CONNORS (cont'd)
off. I'm not sure what it is, but
it's regenerative capabilities are
uncanny. This could be the secret
that helps us make the next
scientific leap forward.

As Peter and Doc Connors focus on the vial, neither one notices the SCALES that appear at the edge of Whelan's stump and flake away as the stump begins to pulse.

EXT. AFRICAN SAVANNAH - DAY

The sun beats down on the grasses. A solitary LIONESS stalks silently toward a gazelle.

The lioness is entirely unaware that she's being stalked herself.

A MAN stares unblinking at the lioness, his dark eyes shrouded by a mane of long, dark hair.

The lioness POUNCES at the gazelle, but the man intercepts the lioness in mid-air. The lioness roars in frustration. The man roars in challenge.

Man and lioness face one another, circling. The man wears that thing HEADBAND with a tiny tactical CAMERA mounted on one side.

EXT. ROCKS - DAY

A small CAMERA CREW stands around a portable production studio. All of the gear is plastered with a logo that reads "Kraven the Hunter."

All eyes are glued on a small monitor showing a first-person view of the lioness.

CAMERAMAN

I'm telling you, Irwin. The guy's nuts.

The camera crew leader, Irwin, continues working as he responds.

IRWIN

The guy's got the most popular television show on the planet. I don't care if he's nuts. He's putting my kids through college.

EXT. AFRICAN SAVANNAH - DAY

KRAVEN and the lioness continue to circle. Seizing an opportunity, the lioness pounces, but Kraven's quicker. He maneuvers behind the lioness, wrestles her to the ground.

The lioness struggles to get free, but Kraven's strength is inhuman. He grins from ear to ear, loving every moment.

Kraven deftly reaches into his belt and removes a TRANQUILIZER DART. The lioness SNAPS at him, nicking his arm. Kraven LAUGHS as he stabs the dart into the animal's neck.

He holds the lioness tight, cradling the beast as she drifts into unconsciousness. He gently lays the sleeping lioness down and stands, waving in the direction of his camera crew.

He speaks into the mic he's wearing. His voice is deep, resonant, with the hint of a Russian accent.

KRAVEN

How did that look?

IRWIN (O.S.)

Amazing, sir.

KRAVEN

Where are we donating this one?

IRWIN (O.S.)

Central Park Zoo, sir.

KRAVEN

Excellent. And the footage? Did you get the entire hunt?

IRWIN (O.S.)

Every last second, sir.

Kraven flashes a superior smile, satisfied.

INT. JJJ'S OFFICE - DAY

Jonah pauses the Blu-ray disc on the image of Kraven's superior smile. He holds up a boxed set: KRAVEN THE HUNTER, SEASON 1.

JJJ

I want him.

(CONTINUED)

ROBBIE

Excuse me?

JJJ

Kraven. Here. In New York.

ROBBIE

Sorry, I'm not following-

JJJ

This guy is news. Sales are slow. Let's bring a little excitement to this town. Kraven's Big Hunt. We can do a series.

HOFFMAN

This isn't the African Savannah, Jonah. This is the city. What will he hunt here?

Jonah's eyes settle on a framed pic of the front page on his wall, the pic of SPIDER-MAN.

INT. PETER'S APARTMENT - NIGHT

MJ is cooking in the kitchen. Peter sneaks up behind her and kisses her neck.

PETER

You made dinner?

MJ

I know. Brains, beauty, and I can cook. Face it, Tiger. You hit the jackpot.

INT. PETER'S APARTMENT - LATER

Pete and MJ sit at the table, sharing dessert. The remains of dinner lay strewn about the table.

PETER

So Doctor Warren hired a new lab assistant.

MJ

Let me guess. Flash is finally going after his master's degree?

(CONTINUED)

PETER

Not exactly. Gwen Stacy.

MJ pauses mid-bite, then resumes eating. She tries to play it nonchalant, but of course Peter noticed.

MJ

That's nice.

PETER

I figured I should tell you now, instead of you finding out from someone else later.

MJ

Oh? And why is that, Peter? Do you have something to hide?

PETER

Of course not. Gwen and I dated forever ago, but that's in the past.

MJ

You kissed her, Peter. In front of hundreds of people.

PETER

I didn't kiss her. Spider-Man did.

MJ throws him a scalding look.

MJ

She just happens to bump into us when we're out on a date. Now she just happens to get a job as lab assistant to the one professor working with Doctor Connors.

PETER

So? It's just coincidence.

MJ

At what point do you stop deceiving yourself into believing these are coincidences and starting putting two and two together? Come on, Peter. I know you're smarter than that.

PETER

You're making a big deal out of nothing.

(CONTINUED)

MJ

Nothing?

Peter smiles his most innocent smile, but he knows he's in it. MJ stalks away from the table, picks up her cell phone, and dials.

PETER

What are you doing?

MJ smiles back, anything but innocent. Someone picks up on the other end.

MJ

Hi, can I have the number for Gwen Stacy, please? S-T-A-C-Y.

PETER

MJ...

Peter fumbles to his feet as MJ is connected to Gwen.

MJ

Gwen! It's Mary Jane Watson.

(beat)

I'm great, thanks. Look, it was really nice seeing you the other night. Pete and I were planning on going out again this week, and I thought it would be fun if we could double-date.

(beat)

You do? Fantastic! I'm thinking Stan and Steve's, say Thursday around 8pm?

(beat)

Perfect. See you then!

MJ hangs up, triumphant.

Peter doesn't know what to say. Lucky for him, the POLICE SCANNER comes to life. Robbery in progress.

PETER

I've got to go.

The wind out of her sails, MJ's shoulders slump as Peter disappears.

EXT. NYC STREETS - NIGHT

Spidey swings high above a city still bustling with activity, despite the hour.

It's not long before he comes across the robbery scene.

TWO THIEVES load stolen goods into the back of a cargo van. One points to the sky.

FIRST THIEF

It's him! Go!

Both thieves drop what's in their hands and jump into the back of the van. The THIRD THIEF, their driver, peels away as the back doors slam shut.

Spidey shoots a web toward the back of the van, but his webbing SLIDES RIGHT OFF. The van speeds away as he lands on the ground, confused.

That's when he notices the pile of EMPTY COOKING SPRAY CANS.

SPIDER-MAN

You've got to be kidding me.

One of the thieves pokes his head out of the passenger window and LAUGHS at Spidey as the van disappears around a corner.

INT. CARGO VAN - NIGHT

The passenger turns to the driver and slaps him on the back.

SECOND THIEF

It worked. I can't believe it. It worked. You, sir, are a bona fide genius.

EXT. NYC STREETS - NIGHT

The van speeds down the street as Spidey swings after it.

SPIDER-MAN

It's on.

The second thief notices Spider-Man following them, leans out the window clutching a HANDGUN. He FIRES, but Spidey dodges the bullets with ease.

The back doors of the van explode outward, and the third thief adds SHOTGUN FIRE to the mix.

(CONTINUED)

SPIDER-MAN

Thank you.

Spidey shoots a web at third thief and YANKS him from the van. The man tumbles out onto the pavement.

Someone pulls the van doors closed again from the inside, a split second before Spidey's web hits the doors and slides off again.

Spidey scans the street ahead of the van. He spies an OLD COUCH, covered with trash, kicked to the curb.

Spidey swings past the the van and WEBS THE COUCH, pulling it into the street directly in front of the van.

The driver panics and jerks the wheel hard to the left. The van rolls, hits the couch, flies through the air.

Spidey swings down to the street, swaggers toward the van.

SPIDER-MAN

Another crime foiled, courtesy of
your friendly neighborhood Spi-

A woman SCREAMS.

Spidey spins to face the gathering crowd. In the wreckage of the couch, he notices a HAND sticking out.

That wasn't garbage on the couch. It was a HOMELESS MAN.

SPIDER-MAN

(to himself)

No...

Fingers point at Spidey. Cameras flash. In every face, he sees horror and shame.

Spidey slings a web and flees.

EXT. NYC REDSTONE - NIGHT

Perched atop a tall redstone, Spidey removes his mask and watches the scene unfold beneath him.

The AMBULANCE that arrives might treat the criminals, but there's no helping the homeless man. The one he just killed.

Peter Parker begins to cry.

INT. DAILY BUGLE - DAY

Jonah sits at his desk, ecstatic, chewing on his cigar.

JJJ

Finally.

In his hands, today's edition of the Bugle. The headline reads, "SPIDER-MAN: MURDERER!"

EXT. CENTRAL PARK - DAY

Peter sits on the edge of a bench, staring at nothing.

MJ appears at his side. She attempts to console him, fails.

MJ

You didn't know, Peter.

PETER

That's no excuse. I'm supposed to be helping people.

MJ

You can't help everyone.

PETER

That doesn't mean I have to hurt them.

Silence.

MJ

Maybe he was already dead.

Peter snorts. He doesn't make eye contact.

PETER

I should turn myself in.

MJ

Will that change anything?

She takes his face in her hands, forces him to look at her.

MJ

You listen to me, Peter Parker. You have been carrying more than your fair share of responsibility for too long now. You're not perfect. No one is. This was an accident, a horrible accident, but it's done,

(MORE)

(CONTINUED)

MJ (cont'd)
and it can't be undone. You're
going to pick yourself up and move
on.

Peter looks at her, unfeeling. She lets go of his face and
looks away.

MJ
We told Doctor Connors that we
would stop by tonight for dinner,
and that's what we're going to do.
Okay?

PETER
Sure.

MJ stands. Peter follows suit. She reaches out to take his
hand, but he starts walking away without taking her hand in
his.

INT. DOC CONNORS' HOUSE - NIGHT

Doc Connors sits at the head of the table, his wife MARTHA
on one side, his son BILLY on the other.

Pete and MJ sit beside one another. MJ steals a sidelong
look at Gwen, who keeps sneaking glances at Peter. Peter is
lost in a fog.

Miles Warren sits at Gwen's side, pointedly ignoring her
infatuation with Peter, struggling to hide his anger.

Doc Connors sets down his silverware, dabs his mouth with
his napkin, stands.

DOC CONNORS
Friends, we've put in countless
hours in the lab, and I've asked
more of you than I had any right to
ask. Such is the price of
scientific advancement. Tonight, I
have an announcement. A big
announcement.

The excitement around the table is electric. Martha takes
his hand and smiles up at him.

DOC CONNORS
But I'm not about to steal anyone's
thunder. Let me leave that to our
guest of honor.

(CONTINUED)

Confusion around the table.

MILES
Isn't everyone here?

DOC CONNORS
Not quite.

Doc Connors steps into an adjoining room and returns with a small cage covered in a white sheet.

He places the cage on table and removes the sheet. Inside, WHELAN sniffs around, unconcerned.

MJ pulls away. She wasn't expecting...

MJ
A rat?

DOC CONNORS
Not just any rat. This is Whelan.

Gwen takes a closer look.

GWEN
Whelan is missing a leg.

DOC CONNORS
Not anymore.

Stunned silence yields to animated conversation, everyone talking at once. Peter even comes out of his funk long enough to stare at the rat with a satisfied smirk.

DOC CONNORS
Folks, we have officially made medical history.

EXT. DOC CONNORS' HOUSE - NIGHT

Doc Connors bids his guests farewell.

MILES
Curt, I hardly know what to say. My mind is racing. How soon can we begin clinical tests on human subjects?

DOC CONNORS
I'm as anxious as you, Miles, but we need to exercise patience. We have more tests to run, more data to gather. Soon.

(CONTINUED)

Miles is disappointed. He would start tonight, given the choice. He shakes Connors' hand and walks off.

GWEN

Thanks for dinner, Doc. See you in the lab tomorrow. Bye, Pete.

She waves to Peter. Then, almost an afterthought.

GWEN

Bye, MJ.

MJ dons a fake smile for Gwen, then finds an excuse to head back inside.

MJ

(to Peter)

I'm going to help Martha clean up.

Doc Connors heads around the side of the house. He motions for Peter to follow him.

EXT. DOC CONNORS' DRIVEWAY - NIGHT

Billy is shooting hoops in the driveway.

BILLY

Hey, Dad. Hey, Pete.

Peter stands off to one side. Doc Connors signals for his son to toss the ball his way. He catches the ball and puts it up. Nothing but net.

DOC CONNORS

Not bad for a one-armed man, huh?

Peter offers up a half-hearted smile.

DOC CONNORS

What's going on, Parker?

PETER

Excuse me?

DOC CONNORS

You've been somewhere else all night. If you had a dog, I'd think someone killed it.

PETER

Sorry. A lot on mind, I guess.

(CONTINUED)

DOC CONNORS
Something I can help with?

Peter shakes his head.

PETER
Thanks, but we shouldn't be talking
about me. Your experiment, on the
other hand... pretty exciting
stuff.

DOC CONNORS
You, Miles, and Gwen were
instrumental in making it happen.
(confidential)
I couldn't have done it without you
in particular, Peter.

A moment of understanding passes between the two men.

PETER
About that, Doc. I'm not so sure
you should be using that... thing I
dropped off. I mean, we don't know-

BILLY
Heads up.

Peter's thought is interrupted as Billy passes the ball to his dad. It flies right by Doc Connors, passing by the side with the missing arm.

BILLY
(embarrassed)
Sorry, Dad.

Billy goes after the ball. Doc Connors moves in closer to Peter.

DOC CONNORS
I haven't broken down all of the
chemical compounds yet, but it's
only a matter of time. I'll figure
it out, though. Trust me.

PETER
What if you don't?

DOC CONNORS
Then we can say goodbye to any
chance we might have at FDA
approval.

(CONTINUED)

PETER

Maybe that stuff is too dangerous.
Maybe we should find another way.
What if there are... side effects?

Connors looks at his son. Billy smiles at his father.

DOC CONNORS

We're scientists, Parker. We do
what's necessary. We can't be
afraid to take risks.

Peter nods, nervous.

INT. AUNT MAY'S APARTMENT - DAY

Aunt May is putting dishes away. She winces. An unexpected
hurt.

She pours herself a glass of water, raises it to her lips,
CRIES OUT. She drops the glass. It SHATTERS.

May staggers to the table, sits down. She catches her
breath, then looks at her pills.

Her face is full of worry.

INT. NYU BIOCHEM LAB - DAY

Doc Connors works alone on his computer. Judging from his
expression, things aren't going as he had hoped.

DOC CONNORS

Dammit!

He SLAMS his pen on the table, which jars the sybiote in
its test tube. He picks up the tube and stares.

DOC CONNORS

What are you?

A KNOCK at the door. Connors turns.

DOC CONNORS

President Kirby.

An older man stands in the doorway.

PRESIDENT KIRBY

How goes it?

(CONTINUED)

DOC CONNORS
We're making significant headway.

PRESIDENT KIRBY
(nodding)
I was afraid of that.

DOC CONNORS
What do you mean?

PRESIDENT KIRBY
Looks, Curt. You're a good man, and a brilliant scientist. I hate to do this, but I wanted you to hear it from me.

Doc Connors goes pale.

PRESIDENT KIRBY
Attendance has been down for the last three years, and alumni relations are struggling. We need to make budget cuts across the board just to keep the doors open.

DOC CONNORS
You can't-

PRESIDENT KIRBY
You don't have tenure, and you're one of the highest paid faculty members. We've decided that we need to fill your position with someone at a lower pay grade. I... I'm sorry, Curt.

DOC CONNORS
Jack, please. We just made a huge breakthrough. It's going to change the world.

PRESIDENT KIRBY
Is it going to fill next year's budget gap?

DOC CONNORS
Well, no. It won't be ready to go to market for...

Connors' words trail off as he sees the look in President Kirby's eyes.

(CONTINUED)

PRESIDENT KIRBY

I'm sure you'll be successful in your next position, Curt. Of that I have no doubt. I'm just sorry it won't be with us.

(beat)

You have until the end of the semester, but then you'll need to continue your research at another institution.

President Kirby pats Doc Connors on the shoulder, the one above his missing arm, and excuses himself.

Doc Connors stands dumbstruck. He looks around his lab, taking in the familiar surroundings. His eyes rest on the symbiote, then on Whelan, then on a vial of serum.

His dumbstruck expression succumbs to one of GRIM DETERMINATION.

He rolls up his sleeve, fills a syringe with the serum, and INJECTS HIMSELF.

He gently lays the syringe on the table, breathing slowly. His breathing begins to accelerate, along with his heartbeat. He hyperventilates, loses his balance.

Doc Connors falls to the floor, out of sight.

THRASHING.

GASPING.

SILENCE.

INT. PETER'S APARTMENT - NIGHT

Peter sits on the couch, staring at a blank television screen. MJ appears. She tosses a jacket at him.

MJ

Come on. We're going out.

PETER

I'm not in the mood.

MJ

I know, but I hate seeing you like this.

(CONTINUED)

PETER
Dancing again?

MJ
Nope. Movies. There's a sci-fi
flick playing down the street.

PETER
You hate sci-fi.

MJ
Yeah, but I love you.

A faint smile crosses his lips.

MJ
Before we go, there is one little
thing you should know.

PETER
What's that?

MJ
Remember that double-date we
canceled on last week?

EXT. MOVIE THEATER - NIGHT

Gwen waves excitedly at Pete and MJ.

GWEN
Over here!

Pete and MJ stroll up, arm-in-arm. MJ has her arm wrapped a little too tightly around Pete's.

MJ
Hey, Gwen. How are you?

GWEN
Doing great. You?

MJ
Couldn't be better.

Pete reaches out to Gwen's date, refusing to take part in the game.

PETER
Peter Parker

(CONTINUED)

RICK
Rick Jones.

PETER
Nice to meet you, Rick.

MJ
Let's go inside, shall we?

INT. NYU BIOCHEM LAB - NIGHT

The lab is dead silent.

Then, a GREEN SCALY CLAW reaches from behind the desk and SLAMS down on the surface.

The LIZARD rises, wearing what's left of Doc Connors' clothes. The Lizard licks at the air.

When he sees his reflection, he goes BERSERK and begins destroying the lab.

EXT. MOVIE THEATER - LATER

MJ and Peter emerge from the crowd. Gwen and Rick are close behind.

PETER
Well, guys. This was nice, but we should-

MJ
Let's not call it a night just yet.
You guys up for ice cream?

GWEN
Sure.

MJ
There's a nice little place over on Amsterdam I've been dying to check out.

GWEN
That's a bit of a walk.

MJ
We can cut through the park.

(CONTINUED)

RICK

At night?

PETER

(to MJ)

Yeah, MJ. At night?

MJ takes Peter's arm again.

MJ

You can protect me.

Gwen takes Rick's arm.

GWEN

I guess it's not that far.

Peter and Rick exchange knowing glances as both women smile at one another. The women lead their boyfriends into Central Park.

At night.

EXT. NYC STREETS - NIGHT

The Lizard emerges into the night through an open window. He stares at the street below, confused and angry.

He decides to go up instead.

EXT. NYU ROOF - NIGHT

The Lizard looks around the city. So many lights, so much noise. He looks for something safe, something peaceful.

In the distance, he spies the trees of CENTRAL PARK.

The Lizard bounds from wall to wall, roof to roof, on his way to Central Park.

EXT. CENTRAL PARK - NIGHT

Peter and MJ lead the way. MJ nods toward a tree.

MJ

Peter and I sometimes come here to watch the sky. If you go deep enough into the park, you can actually see stars.

(CONTINUED)

GWEN
Sounds romantic.

Nearby, a RUSTLE from the bushes.

All four of them stop cold.

GWEN
What was that?

MJ
Probably an animal. Maybe a
squirrel?

A low GROWL emanates from the bush. MJ and Gwen
instinctively move behind Peter and Rick.

MJ
Or maybe a dog.

An ENORMOUS CREATURE bursts from its hiding place and ROARS.
THE LIZARD.

He stands nearly seven feet tall, towering over them. Saliva
drips from razor-sharp fangs as he licks at the air with his
tongue. His tail flicks back and forth, agitated.

Gwen SCREAMS.

PETER
Run!

MJ, Gwen, and Rick all take off the way they came. Peter
holds back.

MJ
Peter!

Peter throws her a look, then turns to face the Lizard.

PETER
Easy now, fella.

Peter's SPIDER-SENSE goes off just in time. The Lizard whips
his tail around, but Peter dodges it as he flips through the
air and lands on a nearby rock.

The Lizard doesn't hesitate. He lunges after his prey, his
fists coming down hard and fast. Peter jumps out of the way
as the Lizard's fists SHATTER the rock.

Peter and the Lizard face-off, neither one making a move.
That's when Peter notices the name tag.

(CONTINUED)

DOCTOR CONNORS.

PETER
(confused)
Doc?

The Lizard senses Peter's disorientation and strikes. The two tumble to the ground, grappling. Peter webs the Lizard out of desperation, and the Lizard thrashes about.

Peter's not quick enough this time. The Lizard's tail comes around and CLOCKS Peter's head.

Peter flies across the grass and hits the ground, dazed. The world around him fades to darkness, returns, fades again.

At the sound of MJ's SCREAM, he snaps back to his senses.

PETER
MJ!

He runs in the direction of the scream, his face a mask of terror. Images race through his mind of all the horrible things that creature could do to MJ.

Peter enters a clearing and sees MJ crouched on a low branch of a tree. The Lizard stalks closer, preparing to climb.

PETER
No!

The Lizard just as Peter SLAMS into him. Peter unleashes a flurry of blows. Their eyes lock.

In them, Peter sees something human, a shadow of the good doctor.

Peter hesitates, and the Lizard darts away into the darkness.

Peter helps MJ down from the tree. They embrace. MJ cries into his shoulder.

MJ
I'm sorry, Peter. I shouldn't have-

PETER
Sh. It's okay. Nobody got hurt.

In the silence, they hear SOBBING.

Peter and MJ run through the bushes and find Gwen kneeling. Rick's lifeless form lies before her.

Gwen looks up at Peter and MJ, but none of them knows what to say.

INT. DAILY BUGLE - DAY

Jonah is up out his seat, pacing. He's ridiculously excited.

JJJ
Freaks. I may hate 'em, but they
sell papers.

ROBBIE
Jonah, a boy got killed.

JJJ
Tragic.

He observes an uncharacteristic moment of silence, then
CLAPS his hands together.

JJJ
Okay, so what do we call this
thing?

HOFFMAN
What about-

JJJ
Try again.

HOFFMAN
I was thinking-

JJJ
Nope. Needs to be catchy.

HOFFMAN
Maybe we could call it-

JJJ
It needs to pop. Something big.

HOFFMAN
(exasperated)
Just call it The Lizard!

JJJ stops pacing. Hoffman cringes, sure he's in for it.

JJJ
Hoffman...

JJJ stalks toward him. Here it comes.

(CONTINUED)

JJJ
That's brilliant. The Lizard. I
love it.
(beat)
You deserve a raise.

Hoffman stutters as JJJ walks over to his desk and pushes
the intercom button.

JJJ
Brant, give Hoffman a-

Something's wrong. He pushes the button again and again.

JJJ
Huh. Stupid thing must be broken.

HOFFMAN
I can go tell her. She sits just
outside your-

JJJ
No time. I need you downstairs.
Here's the headline: "NYC At The
Mercy Of The Lizard!"

HOFFMAN
Sure thing. Right after I-

JJJ
You're still here? Now, Hoffman!
Move!

Hoffman scurries out of the office.

JJJ
It's not enough, Robbie. This
Lizard will sell a few papers, we
need to keep this story going.

ROBBIE
How?

Jonah walks back to his desk, presses the intercom button
again.

JJJ
Brant, get me-

He realizes that it's still broken.

JJJ
(yelling)
Brant!

Betty Brant stands from her desk outside Jonah's office. She walks to the door.

BETTY
Yes, Jonah?

JJJ
Get me Kraven the Hunter.

BETTY
Yes, Jonah.

She turns to walk away.

JJJ
Brant!

Infinitely patient, she turns back around.

BETTY
Yes, Jonah?

JJJ
Send someone in here to fix this
intercom.

Betty walks over to his desk and flips a switch on the side of the intercom, releasing the MUTE BUTTON.

She looks up at Jonah, smirking, before she walks out of the office.

EXT. NYC STREETS - DAY

A NEWS VENDOR waves the latest edition of the Bugle above his head. Passers-by scramble for a copy.

On his way to class, Peter grabs his own copy. One look at the headline, and he's FURIOUS with Jonah.

INT. NYU BIOCHEM LAB - DAY

Peter has to sweet talk his way past a POLICE OFFICER to gain entrance to the lab.

The place is in shambles. Peter notices Miles Warren talking to a DETECTIVE and makes a beeline toward them.

(CONTINUED)

MILES

... about 10pm last night. Peter!

PETER

What happened?

MILES

Someone broke into the lab last night and did... this.

Miles waves his hand around, at a loss for words to describe the destruction.

PETER

Why would someone destroy the lab?

DETECTIVE

We spoke with President Kirby. It appears that Doctor Connors was going to be released from his position later this year.

PETER

Now wait a minute. There's no way Doc Connors could-

DETECTIVE

You haven't seen Doctor Connors recently, have you?

Peter shakes his head, but an image of the Lizard flashes before his mind's eye.

PETER

I saw him a couple of nights ago. We had dinner at his place. He showed us the results of our research.

DETECTIVE

I hope you guys keep back-ups.

He signals to the shattered remains of a nearby computer.

MILES

The detective thinks that Curt may have destroyed the lab out of spite. All of our research is gone.

PETER

What about Whelan?

Miles gestures to Whelan's cage, the tiny bars torn open.

(CONTINUED)

PETER

It's all gone? All of it?

Miles nods. Peter doesn't notice Miles' hand as it slips to his lab coat pocket, tucking away the SYMBIOTE CONTAINER so it doesn't stick out at all.

PETER

Maybe someone else did this. Maybe they kidnapped the Doc.

The detective rolls his eyes.

DETECTIVE

Whoever did this, we'll find them.

The detective walks away.

MILES

Peter, I haven't seen or heard from Curt since our dinner party. I'm worried.

PETER

Me, too.

Together, they survey what's left of the lab.

INT. NYC SEWERS - NIGHT

A HOMELESS MAN sits by a makeshift fire, warming up a can of beans. At his side, his faithful MUTT.

HOMELESS MAN

Mmm, smells good. I'm so hungry, I could eat a horse. How about you?

The dog looks up, WHINES.

HOMELESS MAN

Don't worry, Rex. I'll save you some.

The dog GROWLS. It senses something down the tunnel, something just outside of the light.

HOMELESS MAN

Who's there?

LIZARD (O.S.)

Sssso hungry...

The homeless man relaxes.

(CONTINUED)

HOMELESS MAN

There's enough to go around, fella.
Come on out where-

Rex barks and takes off into the darkness, toward the visitor.

HOMELESS MAN

Rex, no! Bad dog!

The homeless man hears the struggle. Rex's growling is dwarfed by something much deeper from something much larger than a dog.

Rex whines in pain, then... silence.

HOMELESS MAN

(terrified)

Rex?

SPLASHING, footfalls in water, getting closer.

TWO YELLOW EYES gleam in the darkness, staring at the homeless man.

LIZARD

Sssso hungry...

The last thing the homeless man sees are HUGE, DRIPPING FANGS set in an ENORMOUS, GAPING MAW.

EXT. AIRSTRIP - DAY

A THRONG OF FANS waves banners and cheers wildly as Kraven's private jet rolls to a stop. The engines power down, the door pops open, and the stairs come out.

Kraven appears in the door, bare-chested, wearing his trademark LION'S MANE VEST. He's flanked by his SECURITY DETAIL, three men who look mean as hell.

The crowd loses it. This guy's more popular than the Pope.

Kraven descends the stairs with grandeur, basking in the adoration of his fans. J. Jonah Jameson stands at the bottom of the stairs, arms crossed, smiling.

Kraven stops at the bottom of the stairs. Jonah extends a hand in greeting. Kraven doesn't accept.

(CONTINUED)

KRAVEN

Where is the news crew?

Jonah pulls Hoffman forward.

JJJ

Right here.

Kraven surveys Hoffman with distaste. He leans back to a member of his security detail and whispers in Russian.

KRAVEN

<You said there would be cameras,
Dmitri.>

DMITRI

<There will be, once we placate
this idiot. He's promised extensive
coverage in his paper in exchange
for an exclusive story.>

Kraven scowls.

DMITRI

<This will be your finest hunt.>

Kraven smiles. He finally accepts Jonah's hand.

KRAVEN

It is an honor and a pleasure. I am
excited to begin the hunt. I have
already prepared a place on my
trophy wall for the Lizard's head.

JJJ

Right. Well, time is money. Let's
get cracking. Parker!

Peter emerges from the throng.

JJJ

What am I paying you for, Parker? I
need something for the front page.

Peter raises his camera and snaps a shot of Kraven.

INT. PETER'S APARTMENT - NIGHT

Peter rushes in the door, unloading his gear without
breaking stride.

(CONTINUED)

MJ
How'd the Kraven thing go?

PETER
I have to find the Lizard before he does.

MJ
Why?

PETER
If I don't, Kraven will butcher him.

MJ looks up.

MJ
Why the sudden concern for that monster?

Peter hesitates. MJ hones in on the change.

MJ
Peter, what aren't you telling me?

PETER
I don't know for sure, MJ, but I think the Lizard may be Doc Connors.

MJ
What?

PETER
This Kraven guy is all smiles for the cameras, but I saw him today. I looked into his eyes, and he's a killer. The only thing going for me is that he won't kill the Lizard without his camera crew there. All I have to do is find the Lizard before he does.

Peter opens his closet, dons his Spider-Man costume. He goes through his gear and pulls out a GPS tracking device, along with a few TINY METALLIC DISCS.

SPIDER TRACERS.

MJ
And what then?

(CONTINUED)

PETER

I don't know yet. I'll figure it out when the time comes.

MJ

What if you get hurt?

PETER

That's a risk I'm willing to take. Besides, it would be a nice change from me doing the hurting.

MJ

Peter...

Peter tucks the Spidey tracer into his belt, pulls his mask down, and heads to the window. MJ grabs his arm and pulls him back.

She lifts the lower half of his mask and kisses him.

She puts the mask back and steps away.

MJ

Come back to me.

Peter considers his response, opts against saying anything.

Instead, he shoots a web out the window and swings off into the night.

EXT. NYC STREETS - NIGHT

Spider-Man swings between buildings, scanning the streets below.

SPIDER-MAN

Come on, Doc. Where are you?

As if in answer, his SPIDER-SENSE tingles.

Below, he spies a group of teens playing a late night game of pick-up basketball.

None of them notice the SEVEN-FOOT SHADOW watching them from a nearby alley.

SPIDER-MAN

Found you.

Spidey swings toward the basketball court.

EXT. BASKETBALL COURT - NIGHT

One of the teens passes the ball to another. The pass goes wide, rolls into the alley.

FIRST TEEN
Come on, Mikey!

SECOND TEEN
Our ball.

MIKEY
I got it, I got it.

Mikey runs toward the alley.

EXT. ALLEY - NIGHT

The alley is littered with garbage and shadows. Mikey stops at one end and scans for the ball.

There it is.

He steps in, cautious. He bends down to pick up the ball.

When he does, something DRIPS onto his hand.

MIKEY
Ewww.

Mikey straightens and looks up. Hanging from the fire escape is the Lizard, his jaws wide open and ready to bite.

Before Mikey can react, a mass of WEBBING covers the Lizard's face, gluing his jaw shut.

SPIDER-MAN
Run, kid!

Mikey doesn't need to be told twice. He bolts.

Spidey lands between the Lizard and the kid. He watches Mikey run, making sure he's safe.

He turns back to face the Lizard just as the creature RIPS the webbing free. Spidey holds up his hands, placating.

SPIDER-MAN
Doc Connors. Curt. I know you're in there. I want to help.

The Lizard regards him with curiosity.

(CONTINUED)

Spider-Man takes a step forward.

SPIDER-MAN
Just come with me and-

His SPIDER-SENSE goes off. He moves his hand just in time to avoid having it bitten off at the wrist.

Unfortunately, he forgets about the damn tail. Again.

The force of the tail-whip sends Spidey flying out of the alley.

EXT. BASKETBALL COURT - NIGHT

Spidey lands hard on the pavement. The kids are still hanging around the court, some confused, others curious.

They cheer up at the sight of Spider-Man.

FIRST TEEN
Spider-Man? What are you doing here?

The Lizard jumps from the alley and lands in the middle of the court. He scans the teens all around him.

LIZARD
Sssso hungry...

The Lizard pounces at the nearest teen, but Spidey launches himself from the pavement and kicks the Lizard in the face.

The Lizard shakes off the attack. If he can get his hands on one of these screaming kids, he can steal the kid away and enjoy his dinner in peace.

For every kid he goes after, Spider-Man is right there to stop him. Poor Spidey takes a helluva pounding for his trouble.

Once all the kids are off to safety, the Lizard turns his full fury on Spider-Man, biting and slashing and whipping.

Spidey slips and falls on his back, and the Lizard is quick to pounce. Desperate, Spidey tries the only thing he can think of.

He removes his mask.

(CONTINUED)

SPIDER-MAN

It's me, Doc! Parker! Peter Parker!

The Lizard hesitates.

LIZARD

... Parker?

The Lizard stands and looks at his claws as if seeing them for the first time.

Spidey struggles to his knees.

The Lizard looks back at Spidey, his eyes somehow more human than they were a moment ago. Without warning, the eyes shift, and the animal is back.

The Lizard ROARS and darts toward an alley.

Spidey tries to follow, but he's exhausted. Instead, he pulls out the Spidey tracer and throws it with uncanny accuracy. It clings to the Lizard's tattered clothing as he disappears into the darkness.

Spidey pulls his mask back on and staggers away, struggling to remain conscious.

INT. PETER'S APARTMENT - NIGHT

MJ lounges on the sofa, pretending to read a magazine. Her eyes keep drifting toward the window.

She looks down for a second, hears a sound, then looks back up.

Peter appears seemingly out of nowhere. What's left of him, anyway. He looks like hell.

MJ

Peter!

She's on her feet in an instant, racing toward him. He stumbles, falls into her arms.

PETER

(weak)

Hey, MJ. I got a little banged up.

MJ

Peter...

(CONTINUED)

PETER
(weak)
I'll be okay. I just need... a
little...

He passes out. MJ cradles him, unsure what else she can do.

INT. PETER'S APARTMENT - DAY

Sunlight.

Peter wakes up, squinting. His wounds have been bandaged.
He tries sitting up, winces. Cracked ribs, maybe broken.

MJ (O.S.)
How are you feeling, Tiger?

MJ walks in with breakfast on a tray.

PETER
I've been better.

He forces himself to sit up. MJ holds the juice glass to his
lips as he sips.

MJ
You had me worried.

PETER
I've been through worse.

MJ
I hate seeing you like that.

PETER
Doc Connors needs my help, MJ. If
this is the price I have to pay, so
be it.

MJ
Is this really about him?

Peter doesn't answer.

MJ
How much longer are you going to
punish yourself, Peter? When will
it be enough?

(CONTINUED)

PETER
I can take it.

MJ
What about me?

His expression tells her he hadn't thought of that.

A KNOCK at the door.

MJ looks panicked.

PETER
It's okay. If they ask questions,
we'll tell them I got jumped on the
way home from the store.

She nods, leaves to answer.

Peter reads the headline on the paper MJ brought with his
breakfast: "KRAVEN CLOSE TO FINDING THE LIZARD'S LAIR"

In the hallway, muffled voices. Women's voices. The door the
bedroom opens.

In walks Gwen Stacy. Her hands go to her face.

GWEN
Peter, what happened?

Peter shrugs.

PETER
I didn't see much. Just the
pavement rushing up to greet me.

GWEN
Are you okay?

Peter nods. Gwen instinctively moves to the bed, puts
another pillow behind his head.

GWEN
Is that better?

PETER
Well... yeah, it is.

MJ can't believe this. Gwen's moving in on Peter, in their
own apartment! MJ steps in, picks up a piece of toast.

MJ

Here, Peter. You need to get your strength back. Eat.

She shoves it toward him, almost forceful.

GWEN

When was the last time you had your bandages changed.

She rummages around the room.

GWEN

I used to do this stuff for my dad when he was still a patrolman. Bathroom, maybe?

She leaves the room. MJ follows her.

Peter struggles to his feet to follow MJ.

INT. PETER'S APARTMENT - DAY

Peter emerges to find MJ and Gwen fighting over a box of gauze pads.

MJ

I just changed them a few hours ago.

GWEN

They look like they need changed again.

AUNT MAY (O.S.)

Peter!

All three turn to see May standing in the doorway, having let herself in.

PETER

Hey, Aunt May.

AUNT MAY

What in the world happened to you?

PETER

I got mugged on the way home from the store last night.

MJ

Two nights ago.

PETER

Two nights ago?

AUNT MAY

Have you been to the hospital?

PETER

Uh, yeah. Just got back today. MJ's been taking good care of me.

MJ doesn't try to hide a smug smile. Gwen is crestfallen.

AUNT MAY

Well, no one knows how to take care of you like your Aunt May. Let's get you back to bed and-

May walks toward Peter, loses her footing, swoons.

PETER

May!

It hurts him to move so fast, but he's at May's side in a heartbeat, supporting her.

AUNT MAY

Sorry. Got light-headed for a minute.

PETER

Are you okay?

AUNT MAY

I'm fine. I've just been having dizzy spells here and there.

PETER

Maybe you should see a doctor.

AUNT MAY

It's such a hassle, trying to get to the doctor-

PETER

I'll take you. Just let me know when. Please, Aunt May.

She regains her composure.

(CONTINUED)

AUNT MAY

I'll call later on. Right now, it's
you we need to take care of, Peter.
Let's get you back to bed.

Peter lets himself be led back to his room. On the way, he
sneaks a worried look at MJ, who returns it.

EXT. NYC STREETS - DAY

Kraven is on the prowl, his camera crew close behind.

IRWIN

Have you seen any pictures of this
thing?

CAMERAMAN

Can't be any worse than that
crocodile he caught in the Amazon.

A look crosses Irwin's face.

CAMERAMAN

Can it?

KRAVEN

Here!

Kraven stands over one of the city's countless manhole
covers. His crew follows, their cameras focused on Kraven.

Kraven gestures toward the manhole cover. The cameraman pans
down, revealing...

BLOOD. And it's fresh.

IRWIN

What now, sir?

Kraven reaches down with one hand and removes the manhole
cover. Damn, this guy's strong!

KRAVEN

Now, we go in.

Kraven disappears into the open manhole.

INT. NYC SEWERS - DAY

Kraven leads the way through filth and muck with a predator's grace. He scans his surroundings, absorbing the sights, the sounds, the smells.

His camera crew faithfully follows.

As soon as the last crew member hits the ground, Kraven is on the move.

KRAVEN

This way.

They move as quickly as they can, barely keeping pace.

No one notices the soft splashing of someone, SOMETHING, following close behind them.

INT. NYC SEWERS - LATER

Kraven approaches the homeless man's burnt out campfire. What's left of the man's body is still there.

Kraven creeps toward the body on all fours, acting more like an animal than a man. He SNIFFS the body.

The camera crew records the entire scene, awestruck.

SPIDER-MAN (O.S.)

And I thought my room was messy.

Irwin SHRIEKS, drops the camera. His crew scrambles to save it from the muck.

Kraven isn't surprised.

KRAVEN

I was wondering when you'd reveal yourself, Spider-Man. You're as subtle as a rampaging elephant.

IRWIN

(whispering to crew)

I thought that was pretty freakin' subtle.

Spidey lowers himself to stand beside Kraven. Kraven towers over him.

(CONTINUED)

KRAVEN

Have you come to help with my hunt?

SPIDER-MAN

Not exactly. I've come to ask you to back off.

KRAVEN

(surprised)

What?

SPIDER-MAN

I can't go into details, but I have reason to believe the Lizard isn't an animal at all. He's a human being.

KRAVEN

He's a murderer He'll make a fine trophy.

SPIDER-MAN

You can't kill him.

KRAVEN

You can't stop me.

The two men edge closer, neither one backing down. Spidey pokes a finger into Kraven's chest, into the lion's mane.

SPIDER-MAN

Watch me.

Spidey leaps backward and disappears into the darkness. Kraven calls after him.

KRAVEN

The race is on, Spider. To the winner go the spoils.

INT. AUNT MAY'S APARTMENT - DAY

May sits on her couch, dressed and ready for her doctor's appointment.

She keeps glancing between the door and her watch.

AUNT MAY

Oh, Peter. Where are you? I'm going to be late.

She glances at her watch again, then at the phone. Reluctantly, she picks it up and dials.

(CONTINUED)

AUNT MAY

Yes, I need to have a cab come pick me up please.

INT. PETER'S APARTMENT - DAY

Peter comes swinging home. MJ is surprised.

PETER

Kraven found another body, MJ. And he found the Lizard's lair. He's close.

MJ just stares at him.

PETER

What?

MJ

Why aren't you at May's doctor appointment?

Peter's eyes dart to the wall clock. A frustrated cry escapes him as he strips from his Spidey suit and into his street clothes.

He rushes out the front door.

INT. AUNT MAY'S APARTMENT - DAY

Peter bursts through the front door.

PETER

Sorry I'm late, Aunt May. I got held up at...

His words trail off in the empty apartment.

PETER

Dammit.

He hangs his head. His eyes fall on a copy of the Bugle, featuring a full color of Kraven on the front page.

Peter deliberates for a moment, then leaves May's apartment.

INT. DOCTOR'S OFFICE - DAY

May sits across the desk from a YOUNG DOCTOR. They shake hands.

The doctor wears a fake smile. May watches the smile fade into a grim expression as the doctor begins to speak.

May's expression begins to falter with each word the doctor utters.

When the doctor stops talking, a tear rolls down May's cheek.

INT. MILES WARREN'S OFFICE

The symbiote sits on Miles' desk. Miles just stares at it.

MILES

What are you?

Peter enters unannounced. Miles deftly sweeps the symbiote into an open desk drawer.

PETER

I need your help, Doctor Warren.

MILES

Peter, I've got a lot of work on my plate. Perhaps you can come back another-

PETER

Doc Connors is the Lizard.

Stunned silence.

MILES

Excuse me?

PETER

We had a conversation that night we all had dinner together. He was determined to see this experiment through, no matter what. I think when he got word that they were going to fire him, he used the serum on himself.

MILES

You're telling me that instead of regrowing a lost limb, the serum

(MORE)

(CONTINUED)

MILES (cont'd)
we've been working on has turned
Doctor Connors into a human-lizard
hybrid? You really think that's
possible?

PETER
Yeah, I do. Trust me on that one.

Miles ponders this information, but Peter interrupts his train of thought.

PETER
Were you able to salvage anything
from the experiments? Anything at
all?

MILES
Some of the earlier notes, but-

PETER
Is it enough to develop a serum to
nullify the effects of the serum he
injected himself with?

Miles considers.

MILES
With the information I have
on-hand... yes, that could be
possible.

Peter turns to leave.

PETER
Then get started.

MILES
Wait. Where are you going?

PETER
To find Doc Connors before he hurts
anyone else.
(under his breath)
And before someone hurts him.

EXT. NYC STREETS - NIGHT

The Lizard slinks in the shadows of a trash-strewn alley.

Under a streetlight, a BUSINESS MAN chatters busily on his cell phone. When he meanders in front of the alley, the Lizard reaches out and SNATCHES him.

EXT. ALLEY - NIGHT

The business man cowers at the feet of the Lizard, terrified.

Saliva drips from the Lizard's fangs. He leans in for the kill, then hesitates. His tongue flicks out. Something in the air...

The Lizard looks up. High above, perched on a ledge, is Kraven the Hunter. He's grinning from ear to ear.

Kraven drops into the alley, cat-like, and starts pacing. The Lizard is coiled defensively, ready for any attack.

Kraven stops pacing, steps back.

KRAVEN

This is your lucky night.

He looks left and right.

KRAVEN

No cameras.

With a subtle flick of his wrist, Kraven plants a HOMING DEVICE on the remains of the Lizard's lab coat.

The business man crawls toward Kraven, babbling.

BUSINESS MAN

Thank you, thank you, thank you.

KRAVEN

For what?

The business man stops. Kraven locks eyes with the Lizard.

KRAVEN

A dying animal deserves a last meal.

Kraven turns his back and walks out of the alley.

His face remains impassive at the sound of the business man's dying SCREAM.

INT. AUNT MAY'S APARTMENT - DAY

Aunt May busies herself in the kitchen as the news plays on a television in the background. The doorbell RINGS.

She opens the door a very dejected Peter. He holds up a cheap BOUQUET OF FLOWERS.

PETER

I'm sorry.

May tries to put on a stern face, but she's never been able to stay mad at him. She breaks into a sad smile.

AUNT MAY

Come in, Peter.

She walks to the kitchen and rummages around for a flower vase. Peter sneaks a fresh-baked cookie while her back is turned.

May finds her vase.

PETER

So what did the doctor say?

May hesitates.

AUNT MAY

Oh, you know doctors. Always fearing the worst.

Peter swallows hard.

PETER

The worst? Aunt May, is there something-

AUNT MAY

Have a seat, Peter.

May and Peter sit at opposite ends of the kitchen table. May composes herself.

AUNT MAY

A lot has happened over the past few years. When Ben died, I thought I'd never get over it. I can't tell you how many nights I've woken up and reached for him, only to realize that he wasn't there, that he'd never be there again.

(CONTINUED)

Peter is enthralled, but out of the corner of his eye he notices Kraven on the news broadcast.

AUNT MAY

And I still miss him. Every day.
But I've come to accept that he's gone. It's taken time, but I'm finally okay. When we lose someone we love, we need time to heal, and we need people around us to help us through the sad times.

She reaches out and takes Peter's hand in hers.

AUNT MAY

You were that person for me, Peter, and I'm thankful to have you in my life.

(beat)

How's MJ doing?

PETER

Huh? Oh, she's fine. She's doing okay.

Peter's eyes drift to the screen again. The caption reads, "KRAVEN TO CAPTURE THE LIZARD, LIVE!" He doesn't hear May's next words.

AUNT MAY

I need to know that you've got someone, Peter. Someone to help you through the sad times. When will you ask MJ-

Peter stands. His hand slips from May's grasp.

PETER

Speaking of MJ, I just remembered that I promised to meet her downtown. I'm sorry, Aunt May. I have to run.

May moves to stop him, but changes her mind. She has more to say, but she can tell his mind is elsewhere.

She doesn't get up as she watches him go.

EXT. NYC STREETS - DAY

Kraven's crew circles around him. Irwin toys with a handheld GPS device.

IRWIN

We're getting closer. There.

He points to a set of stairs that lead to the subway.

Kraven snatches the device from the cameraman's hand and examines it for himself. The electronic signal begins to break up.

KRAVEN

Stupid equipment. Not nearly as reliable as a man's own senses. If this city didn't stink so much...

Nearby, a YOUNG FAN in a Kraven t-shirt overhears the comment.

Kraven notices the fan and forces himself to smile. It comes off more like he's baring his fangs.

The young fan turns and runs away.

Kraven chuckles to himself.

KRAVEN

(to his crew)

Come on. Let's go.

He leads his crew beneath the city streets.

INT. NYU BIOCHEM LAB - DAY

Miles and Gwen are back in the lab. It's cleaned up, and they're trying to get back to work.

Peter rushes in.

PETER

Doctor Warren! Do you-

He skids to a stop.

PETER

Gwen. Hey.

(CONTINUED)

GWEN

Hey, Peter.

MILES

Gwen, can you run back into the chemical closet and get me some magnesium, please?

GWEN

Sure.

When Gwen leaves, Peter leans in toward Miles.

PETER

The serum. Is it ready?

Miles produces a vial.

MILES

I have a batch based on partial notes. I still need to-

PETER

I need it now.

MILES

I don't know if it will work.

PETER

We have to try.

Peter turns to leave. At the door, he bumps into Gwen.

GWEN

Where are you off to in such a hurry?

PETER

Just trying to save the world, one person at a time.

Peter brushes past her on his way out the door. Gwen stares after him, perplexed.

INT. NYC SUBWAY - DAY

Kraven stalks through the subway tunnels. He signals, and the security detail accompanying the camera crew dons their NIGHT VISION GOGGLES as they check their RIFLES.

Kraven himself doesn't wear any gear.

INT. NYC SUBWAY - LATER

Kraven emerges into a large chamber. Far below them, the Lizard feasts on his latest kill.

KRAVEN
(to himself)
Perfect.

He motions for his team to take positions to get the best camera angles. The entire exchange is silent, but they respond with military precision.

Kraven unsheathes an ENORMOUS KNIFE. He moves in on his prey. He moves with a fluid grace, absolutely silent.

The Lizard flicks out his tongue, tasting the air. He spins Kraven and the Lizard face one another.

KRAVEN
Your time has come. Die with honor.

Kraven leaps at the Lizard, snarling, blade out. The Lizard recoils and tail-whips Kraven, sending the Hunter sprawling.

Kraven jumps to his feet, unfazed. He ROARS and throws himself back into the fray.

The two SNARL and SLASH at each other. The Lizard snaps his powerful jaws, but Kraven deftly dodges the razor-sharp fangs.

The Lizard overextends, and Kraven gets behind him. The Hunter pins the Lizard to the ground by thrusting his knife through one of the Lizard's claws.

The Lizard HOWLS in agony.

Kraven gloats. He signals to his security detail, and a SPEAR is tossed at his feet. Kraven picks up the new weapon.

KRAVEN
You're a worthy opponent, and this
has been my greatest hunt. Your
head will take a position of honor
on my wall.

Kraven raises the spear over his head and brings it down.

At the last second, it's pulled to one side by a WEB. The spear snaps in half as Kraven drives it into the ground.

(CONTINUED)

Kraven looks up and sees Spider-Man clinging to a nearby wall.

KRAVEN
How did you find me?

SPIDER-MAN
I just followed the sound of the rampaging elephant.

Kraven pats himself down and finds a SPIDER TRACER in the mane of his lion vest. He throws it to the ground and crushes it beneath his heel.

SPIDER-MAN
Was that really necessary?

Spidey jumps to the ground. He sees the Lizard pinned down with a knife, and the jokes stop.

SPIDER-MAN
Don't worry, Doc. This will be over soon.

Recognition in the Lizard's eyes. He stops thrashing.

Spider-Man steps closer, producing the vial. Kraven grabs Spidey's wrist.

KRAVEN
What are you doing?

SPIDER-MAN
He's not an animal. He's a human being. I'm helping him.

Kraven pulls Spider-Man close and whispers.

KRAVEN
I don't care.

Lightning fast, Kraven grabs the vial with his free hand and tosses the vial toward the wall.

Equally fast, Spider-Man webs the vial and pulls it back the instant before it would have impacted and shattered.

Kraven grabs the head of the spear and lunges toward the Lizard's neck.

Spider-Man attacks Kraven with his free hand, struggling to keep the vial safe. Kraven instantly senses the weakness, tries to shatter the vial once, then again. Spidey deflects each attack.

(CONTINUED)

Kraven finally manages to wrest the vial free, knocking Spidey to the ground, hard.

Dazed, Spidey slings a web in desperation. He catches the vial and swings it toward the Lizard. The Lizard snaps at the vial, breaking the glass, swallowing the liquid.

The effect is almost instantaneous.

Kraven and Spider-Man continue to fight as the Lizard changes back into Doctor Curt Connors before the astonished eyes of Kraven and his crew.

The knife stays embedded in the ground as Doc Connors' missing arm shrinks into nothingness.

Kraven overcomes Spider-Man as the transformation completes. He spins, ready to kills the Lizard.

Doc Connors lies shivering on the ground, human again.

Kraven is speechless.

Spidey steps in and scoops Doc Connors into his arms. He speaks to the camera crew.

SPIDER-MAN

This man, this scientist, was working on the ability to regenerate missing limbs. He was on the brink of making one of the most significant scientific contributions to humanity and decades, and you tried to kill him. For what? Ratings?

EXT. TIMES SQUARE - DAY

The scene plays out on the giant screens that tower above Times Square.

Hundreds of New Yorkers watch as Kraven is humiliated.

INT. JJJ'S OFFICE - DAY

Jonah's cigar falls from his mouth.

He presses the intercom button.

(CONTINUED)

JJJ

Miss Brant, tell Hoffman to stop the presses. We need to run a new headline.

EXT. NYC STREETS - DAY

A news vendor flashes the latest edition of the Bugle.

The headline reads, "SPIDER-MAN SAVES SCIENTIST"

INT. PETER'S APARTMENT - DAY

Peter and MJ share a pizza as they watch the news. The news anchors replay the Kraven clip again and again.

MJ

You did it, Peter. You saved him.

PETER

I save people all the time.

MJ

But this time, no one got hurt.

They share a quiet moment.

MJ

How's Aunt May doing.

PETER

She's fine. I think.

MJ

You think?

PETER

When I stopped by, she was talking about Uncle Ben, about missing him, and about having people in your life to help you through the hard times.

MJ

What did the doctor say?

Peter thinks for a moment.

PETER

You know, I'm not sure. I think she said everything was fine, but I can't remember.

(CONTINUED)

MJ

Maybe you should take a break from trying to save the world and check in on the woman who raised you.

Peter smiles.

MJ

What?

PETER

I don't deserve you.

MJ blushes.

PETER

When Aunt May was talking about having people in our lives to help out, I'm pretty sure she was hinting at something.

MJ

I'm glad at least one of you recognizes that.

Peter's caught off-guard.

MJ

You know I love you, but I get sick to my stomach every time you tell me about how you almost got shot, or you almost got stabbed, or you almost fell to your death. I'm still here, though. Aren't I?

She leans in and kisses him.

MJ

And if you're lucky, I'll always be here.

Peter sets down his pizza and leans in for a kiss of his own.

INT. KRAVEN'S SANCTUARY - NIGHT

Kraven paces around like a caged animal. Around him, his trophies stare down, mocking him.

An enormous flat-screen television replays the moment of his humiliation.

(CONTINUED)

SPIDER-MAN (O.S.)

You tried to kill him... You tried
to kill him... You tried to kill
him.

Kraven hurls his remote at the television. The screen
shatters. Glass showers the floor.

Dmitri comes running in, brandishing a handgun. He takes in
the scene, realizes that Kraven is alone, and lowers his
weapon.

Kraven glares at him.

DMITRI

Everything okay, sir?

KRAVEN

No. Everything is not okay.

Kraven reaches for the closest thing he can get his hands
on, a small WARRIOR STATUE, and hurls it against the far
wall. It shatters.

KRAVEN

My producer called. We've had three
sponsors pull out since the
broadcast, and the producer wants
to renegotiate my contract.
Renegotiate. I made him.

Dmitri remains silent.

KRAVEN

I am Kraven the Hunter. I've
tracked prey on every continent.
I've killed lions with my bare
hands. There has never been a
hunter greater than me. Never.

Dmitri nods, still silent.

KRAVEN

Where is today's Daily Bugle? I
want to see what they are saying
about me.

Dmitri fidgets.

DMITRI

I don't believe we have a copy,
sir.

(CONTINUED)

KRAVEN
Bring it to me. Now!

Dmitri hurries away, back in a flash.

Kraven snatches the paper from the man's outstretched hand.

He snaps the paper open and sees an image of Spider-Man holding a battered Doc Connors in his arms, a still from the live broadcast.

The headline reads, "SPIDER-MAN SAVES SCIENTIST"

Kraven scans the front page, eyes wild. He looks at Dmitri.

KRAVEN
There's nothing about me here.

DMITRI
(under his breath)
Page four.

KRAVEN
What?

Dmitri clears his throat.

DMITRI
Page four.

Kraven turns to page four and finds a tiny article about his broadcast. He tears the paper to shreds. His words barely escape his clenched teeth.

KRAVEN
Get Jameson on the phone, now. No, wait. Bring the car around instead.

INT. HOSPITAL ROOM - DAY

Doc Connors lies in bed, Martha and Billy at his side. His wrists are cuffed to the bed.

An ARMED GUARD stand at the entrance to his room.

Peter appears and sweet talks his way past the guard. Doc Connors doesn't wake. Peter addresses Martha.

PETER
How's he holding up?

(CONTINUED)

MARTHA

As well as can be expected. He's sedated now, in case he... he...

Her voice cracks, and she turns away. Billy pulls her into his arms, comforting her.

BILLY

They don't know whether or not he'll change again. They're not taking any chances.

PETER

Doctor Warren knows what he's doing. I'm sure the effects of the anti-serum are permanent. Give it time.

MARTHA

What makes you so sure?

MILES (O.S.)

Parker.

All three turn to see Doctor Warren standing in the doorway, barred from entering by the armed guard. Miles gestures for Peter to come over.

PETER

Excuse me.

Peter walks out into the hallway with Miles.

INT. HOSPITAL HALLWAY - DAY

Miles leads Peter down the hall, talking as he walks.

PETER

It looks like Doc Connors is going to be okay.

MILES

Yes. Look, Peter. Do you have any notes about our work on this project?

PETER

(confused)

Everything I have is at school.

(CONTINUED)

MILES

Good. I need to ask a favor. If anyone comes to you, asking questions about the project, I need you to say everything was lost when the lab was destroyed.

PETER

That would be a lie.

MILES

That's the only way we can save this project. I don't know whether or not you've realized it yet, but Doctor Connors... Curt is in a lot of trouble. He killed people.

PETER

He didn't kill anyone. The Lizard did.

MILES

This is bound to end up in the courts. While he's on trial, the University will be compelled to lock down everything he was working on. If that happens, this project will stall and die. Worse yet, our research may end up a matter of public record before we're ready to publish.

PETER

What if that research is the only thing keeping Doc Connors out of jail? We need to help him.

MILES

We need to do what's best for the project.

PETER

He's your friend.

MILES

He's my colleague. He would understand.

Peter stops and stares at Miles.

MILES

I... we need this project to keep moving forward. All the time we've

(MORE)

(CONTINUED)

MILES (cont'd)
invested, we can't let that be for
nothing. Don't do this for me,
Parker. Do this for Curt.

Miles pats Peter on the shoulder and walks away before Peter can respond.

Peter looks down the hall and sees Gwen waiting for Miles. She's staring at Peter with an expression that tells Peter she's already received the same talk.

Ashamed, Gwen turns away and disappears around a corner.

EXT. DAILY BUGLE - DAY

Kraven emerges from the back of limo parked in front of the Bugle. He storms inside the building.

INT. JJJ'S OFFICE - DAY

Jonah has three people in his office. He's giving them all instructions, juggling their requests.

JJJ
No, we will not give them a
discount on their ad. The story
about the dogs stays on B-2. The
photos need to pop, not fizzle. I
don't care if they've been
customers for fourteen years. When
they hit fifteen, we'll talk.

KRAVEN (O.S.)
(booming)
Jameson!

The three sycophants turn in unison, take one collective look at Kraven, and bolt from the office.

Kraven fumes at Jonah. Jonah is non-nonplussed.

JJJ
What do you want?

KRAVEN
I want what I was promised. I want
coverage.

(CONTINUED)

JJJ

And I want a story that sells papers. You know what sells papers? Stories of heroes who save the day. You know what doesn't sell papers? Failure.

KRAVEN

I am Kraven the Hunter. I never fail.

JJJ

Tell that to Spider-Man.

Kraven grabs Jonah by the shoulders and lifts him into the air.

JJJ

Don't get mad at me, pal.

Kraven calms down and lets go of Jonah. Jonah straightens out the wrinkles in his shirt.

JJJ

You want to make the front page? Do something newsworthy.

KRAVEN

(pondering)

Newsworthy...

JJJ

Yeah. Stop a madman from blowing up the entire West Side. Or jump in front of a bus to save an entire Cub Scout troop. Or-

KRAVEN

Unmask Spider-Man?

JJJ

Unmask Spider-Man.

It takes him a heartbeat, but Jonah realizes what Kraven's proposing. He falters, sits down.

For once, J. Jonah Jameson finds himself speechless.

KRAVEN

Your city harbors a masked vigilante who runs around unchecked, purporting to serve justice. He hides in the open,

(MORE)

(CONTINUED)

KRAVEN (cont'd)
hides among the citizens of New
York, keeping his identity a
secret. It would be my greatest
challenge, my greatest hunt.

JJJ
Unmask Spider-Man... You could do
that?

Kraven nods with a self-assurance that's taken years to
develop.

JJJ
Kraven, my boy, if you can do that,
you can count on the entire front
page. Hell, you might even get your
own special edition. You get
coverage, I get the Pulitzer,
everybody's happy.

Kraven extends his hand. Jonah accepts, sealing the deal.

KRAVEN
I'll tell you when to come running.

Kraven turns his back on Jonah and leaves, the old swagger
back in his steps.

Jonah walks to a shelf and picks up a WEDDING PHOTO of a
much younger JJJ and his wife. He CHUCKS it in the trash,
then turns his attention to the empty space.

JJJ
Right there. The perfect place for
my Pulitzer.

EXT. NYC STREETS - DAY

Spider-Man swings through the air, clearing his head.

Suddenly, his SPIDER-SENSE starts to tingle.

He swings to a wall and holds tight, looking all around.

Nothing. No sign of danger.

SPIDER-MAN
Weird. Stress must be getting to
me.

His SPIDER-SENSE clears, and he swings away.

EXT. BUILDING ROOF - DAY

Kraven watches Spider-Man through a SNIPER SCOPE. He tracks Spidey as he swings from building to building.

KRAVEN

That's it, little Spider. Run away home.

EXT. BAR - DAY

Spidey lands on the roof of the building. He ducks behind a stairwell, away from prying eyes, and changes into his street clothes.

He takes one last look around before entering the stairwell.

INT. BAR - DAY

Peter walks in on Gwen and MJ having a drink together.

PETER

Hey, MJ. Gwen. What's up?

MJ

Gwen needs help, Peter.

GWEN

Did Doctor Warren talk to you?

PETER

Yeah.

GWEN

Pete, my dad's a policeman. I can't lie to him, but I don't want anything to happen to the project.

PETER

Me either.

GWEN

So what do we do?

PETER

Simple. We tell the truth.

Gwen is surprised at Peter's candor.

(CONTINUED)

PETER

The project can wait, Gwen. It's Doc Connors' life work. He'll be able to pick up right where he left off, as soon as he gets better.

GWEN

Assuming he gets better.

Silence.

GWEN

What if he goes to jail, Peter? For life?

PETER

Then I'll run his experiments for him, with his guidance. This work means the world to him, and I'm going to see to it that he completes it. I'm not about to let Doctor Warren just steal it from him.

Gwen nods resolutely. She just needed to hear her own sentiments echoed so confidently.

She stands and hugs Peter.

GWEN

Thanks, Pete.

Gwen turns to MJ.

GWEN

You're lucky to have someone like Pete. Don't let him get away.

MJ smiles. Peter senses no competition between them. Just respect.

MJ

Trust me. He's not going anywhere.

The phone rings. Peter answers.

MARTHA (O.S.)

Peter? Curt's awake. He's asking for you.

EXT. BUILDING ROOF - DAY

Kraven watches the scene in the bar through the sniper scope. He lowers his rifle and grins.

KRAVEN

Well, well, little Spider. Quite the ladies man, aren't you?

Kraven puts the rifle away and stands.

KRAVEN

And now, to prepare for the big finale.

He bounds across the rooftops, rifle case in hand.

INT. HOSPITAL ROOM - DAY

This time, there are TWO GUARDS standing outside the room.

Peter enters and finds Doc Connors sitting up. He's talking to his wife in soft tones, cradling her hand in his.

They both look at Peter. Pete sees tears in Martha's eyes.

Doc Connors kisses her, and she steps out of the room.

Peter approaches the Doc's bedside.

PETER

Glad to see you're conscious, Doc.

The Doc responds with a weak smile.

DOC CONNORS

Peter, I... It looks like I'm going to be going away for a while.

PETER

It wasn't your fault.

DOC CONNORS

Yes, it was. I was selfish and impatient, two things a scientist should never be. I tried taking a shortcut, and people lost their lives because of it.

PETER

You're being too hard on yourself. You were just trying to do the right thing.

(CONTINUED)

DOC CONNORS

Sometimes, people who try to do the right thing just end up hurting the people around them.

Peter doesn't have a reply to that.

DOC CONNORS

I know Miles is still trying to move forward with our experiments. I need you to do something for me.

PETER

Anything.

DOC CONNORS

I need you destroy my work.

PETER

No!

His exclamation draws the attention of one of the guards.

PETER

(to the guard)

Sorry. Everything's okay.

DOC CONNORS

Earlier today, a man from the military stopped by. He told me he could arrange it so I wouldn't spend a single minute behind bars. All I would need to do is move my family to his base on I could continue my work there.

PETER

That actually sounds like a pretty good deal.

DOC CONNORS

No, it's not. It's horrible. My work was supposed to help people, to give them back what was taken from them. He's not interested in healing anyone. He's interested in the Lizard.

PETER

That doesn't mean you have to give him the Lizard. You could make sure the only results he sees are the ones that help people, not... you know, the other kind.

(CONTINUED)

DOC CONNORS

I hope you never understand how badly I want to see this through. Still, I can't justify the risk of turning it into a weapon. I need your help.

PETER

I can't, Doc. I can't do it.

DOC CONNORS

You have to.

Doc Connors motions for Peter to come closer so he can whisper.

DOC CONNORS

You do this for me, and no one has to know Spider-Man's secret identity.

Peter reels back.

DOC CONNORS

I remember everything, Peter. It's distorted, but it's all there. Everything I did, everything I saw, everything I heard.

PETER

That's blackmail.

DOC CONNORS

I'll do whatever it takes, Peter. Think about it.

Peter backs away. He leaves without another word.

INT. AUNT MAY'S APARTMENT - DAY

Peter mopes into May's apartment and slumps into one of the chairs.

AUNT MAY

Peter, what's the matter?

PETER

Someone asked me to do something I don't want to do.

(CONTINUED)

AUNT MAY
Then don't do it.

PETER
It's not that simple, Aunt May.

AUNT MAY
It is that simple, Peter. Life's
too short to waste time. Do what
you know to be right.

She slides the WEDDING RING from her finger and passes it to
him.

AUNT MAY
Like asking MJ to marry you.

PETER
What?

AUNT MAY
Don't be coy, Peter. You're in love
with one another. What are you
waiting for?

PETER
I want it to be perfect.

AUNT MAY
Peter... I have cancer.

The words hit Peter like a blow to the gut.

PETER
Aunt May, no...

AUNT MAY
The doctor's absolutely certain.
He's prescribed something for the
pain and the dizzy spells, but
there's nothing to do for the
cancer itself. It's going to run
its course, regardless of what I
try to do to stop it.

PETER
There has to be something-

AUNT MAY
I've lived a full life, Peter.
Having you in it has been one the
most constant, abundant sources of
happiness. I want to know that

(MORE)

(CONTINUED)

AUNT MAY (cont'd)
you're going to be happy after I'm
gone, and I refuse to sit idly by
and watch you let MJ slip away.

Peter's lip trembles.

AUNT MAY
Now, none of that. You're a strong
young man. I need you to stay
strong, for both of us.

No more words. May gestures for Peter to come closer. They
embrace.

PETER
I don't want to lose you.

AUNT MAY
I know.

They hold each other, taking comfort in one another's arms.

INT. HOSPITAL ROOM - NIGHT

Miles Warren stands by Doc Connors' bed.

MILES
You told Parker to destroy the
research. Our research.

DOC CONNORS
I had to, Warren. They're going to
use it as a weapon.

MILES
They're going to fund our research
for the next twenty years, Curt.
Think of the potential. You need to
tell them you'll work with them.

DOC CONNORS
My mind's made up, Miles.

Miles steps away from the bed, turning his back on his
colleague.

MILES
I've spent years trying to do
something important. This was
supposed to be my contribution, my
moment. Even Gwen is starting to
come around.

(CONTINUED)

DOC CONNORS

Gwen?

MILES

She respects me, Curt. She respects me as a man of science. All I've worked for... I can't let you take that away from me.

Miles is heartbroken. The pain in his voice is palpable.

In his hand, he holds a SYRINGE of the serum.

Before Doc Connors can react, Miles walks to him and plunges the needle into his leg. He empties the syringe, injecting the serum into Doc Connors' bloodstream.

Doc Connors is shocked.

MILES

(remorseful)

I'm sorry, Curt. I'm so sorry.

The transformation begins again. Miles backs away, then BOLTS out of the room.

This time, the transformation is nearly instantaneous. Doc Connors body morphs into that of the Lizard!

One of the guards steps into the room and instinctively raises his gun. The Lizard tears free from his restraints and slashes at the guard.

The gun goes flying as the guard hits the floor.

The second guard steps in, but he's thrown back through the door by a powerful tail whip.

INT. HOSPITAL HALLWAY - NIGHT

The Lizard emerges into the hall, scanning, looking for... Miles?

Doctor Warren is nowhere to be seen.

The Lizard unleashes a frustrated ROAR. He runs from the hospital, leaving a trail of damage and debris in his wake.

He runs to the front door and escapes into the night.

EXT. HOSPITAL PARKING LOT - NIGHT

The Lizard bursts through the Emergency Room entrance into the parking lot. Throwing people aside, he runs into the city.

In a black van, Dmitri watches the entire scene with interest. He picks up a cell phone and dials.

DMITRI

Sir, it's me. You were right.

INT. KRAVEN'S SANCTUARY - NIGHT

Kraven stands in his trophy room, listening to the phone call with rapt attention.

KRAVEN

It was inevitable. Seek to understand the nature of your prey, Dmitri. More importantly, seek to understand the nature your prey's companions. You know what to do.

Kraven hangs up the phone.

KRAVEN

(bellowing)

Irwin!

Irwin appears from a nearby room.

KRAVEN

Assemble your crew. We have a live broadcast to record.

Irwin hesitates, confused.

KRAVEN

Move!

Irwin obeys.

Kraven strolls to a nearby WEAPONS CASE. He surveys the tools of death that he's collected over the years from every continent.

With a gleam in his eyes, he selects the weapons for tonight's hunt.

INT. CARGO VAN - NIGHT

Dmitri starts the van. He calls to the men in the rear.

DMITRI
Look alive. It's showtime.

The security detail test their gear: STUN GUNS, TRANQUILIZER RIFLES, and NET GUNS.

EXT. NYC STREETS - NIGHT

The van races after the Lizard. The driver cuts off the Lizard's path of the destruction, and the back door to the van bursts open.

The men inside unload their weapons into the Lizard.

The Lizard drunkenly staggers toward the van, intent on killing his attackers. He falls unconscious at their feet.

DMITRI
Move.

Kraven's bodyguards work in unison to haul the Lizard's unconscious form into the back of the van. Once inside, they close the doors and the van races away.

EXT. NYC SIDEWALK - NIGHT

MJ and Gwen walk side-by-side, sharing ice cream.

GWEN
I appreciate the invitation, MJ.

MJ
Don't mention it. I don't hang out as much as I'd like. It's nice to have a friend I can talk to.

They walk together, content with each other's company. Gwen stops at a bench.

GWEN
Can I talk to you for a moment?

They both sit.

GWEN
I have to be entirely honest with you. For the longest time, I've had a thing for Pete.

(CONTINUED)

MJ acts surprised. Key word: acts.

MJ

Really?

GWEN

I know you two are a thing, and I shouldn't give him a second thought after the way he treated me before. But something's changed about him. For the better.

MJ

Peter's a complicated guy. He's sweet, kind, self-sacrificing... he'd do anything for the people he loves.

GWEN

Yeah, I get that impression.

MJ

Sometimes, though. I think he tries too hard. He pushes himself beyond his limits, trying to be all things to all people.

Gwen notices a shift in MJ's tone.

GWEN

I wanted to talk to you, but I get the impression that you're the one who needs to talk.

MJ

I've loved Peter for years. I know how he feels about me, at least I think I do, and I... I just don't know why he hasn't asked me to marry him yet. I don't care whether or not we can afford a big wedding. I don't even care that he's... working so hard.

Gwen gives MJ her full attention, encouraging her to go on.

MJ

Sometimes I want Peter all to myself. A girl's got a right to her own happiness, doesn't she? I try to be the person he can come to when he needs to open up, the person he can tell his secrets to, but I have needs of my own.

(CONTINUED)

MJ starts to tear up.

MJ

And sometimes I just want him to stay home, to tell me he loves me too, and to tell me we'll always be together.

Gwen leans in and hugs MJ.

GWEN

I don't know Peter nearly as well as you do, but I can tell you this: He loves you more than any other woman in the world. Well, maybe except for his Aunt May.

Both women laugh.

MJ

How do I tell him that? How do I tell him how I really feel?

GWEN

You just do.

MJ smiles at Gwen. Gwen smiles back, then looks over MJ's shoulder.

GWEN

Speak of the devil.

Peter walks toward them. MJ dabs at her eyes, then puts on her stage face.

PETER

Gwen, can I speak with MJ for a minute?

Gwen nods and steps away. Peter takes a seat beside MJ.

MJ

Peter, what-

He puts a finger on her lips. He has something important to say, but he's not sure where to start.

PETER

MJ, Aunt May...

MJ

Peter, is everything okay?

(CONTINUED)

PETER

No. I've been spending so much time trying to take care of everyone else that I haven't been paying enough attention to the people around me.

MJ smiles.

PETER

Aunt May has taken care of me my entire life. She made sure I had everything I needed, and that I grew up in a loving home. Uncle Ben did the same, teaching me to always do the right thing. And now... now I have you. You know more about me than anyone else, and you're always right there when I need you. Even though I haven't always been there for you.

He pauses, collecting himself.

PETER

Aunt May is dying, MJ. One of the two most important women in my life is dying, and there's nothing I can do about it, nothing I can do to save her. There is one thing I can do for her, for you and me, that I should have done a long time ago.

Peter reaches into his pocket and pulls out Aunt May's ring.

PETER

Mary Jane Watson, will you marry me?

The streets around her are alive and electric, but MJ doesn't notice. The only thing she sees is this man before her, the man she loves, asking her to marry him.

MJ

You bet I will.

She wraps her arms around him.

MJ's eyes find Gwen. Gwen smiles and claps her hands together. She couldn't be happier for these two.

MJ's eyes drift to the window of a sports bar behind the bench. Her face drops.

(CONTINUED)

Peter pulls back, still beaming, but his smile vanishes when he sees MJ's expression.

PETER
What is it?

He follows her gaze to the sports bar. All of the television screens inside display the same image: THE LIZARD.

The image shifts to a news crew stands in the hospital parking lot, standing before a scene of damage and destruction.

Peter looks back to MJ. He considers his words carefully.

PETER
I can't save everyone.

MJ
But you can save him. Go, Peter.

Peter and MJ stand. Gwen walks over to them.

PETER
I, uh-

MJ
Peter needs to go take care of a few things. Come on, Gwen. We should be getting home. Let's share a cab.

Peter tries hailing a cab, but the first one drives right by him. He looks back at them, apologetic.

Both women simultaneously hail the next cab. It SCREECHES to a halt. Two beautiful women. What cabbie would pass up that fare?

Peter holds the door for Gwen as she gets in. When it's MJ's turn, he pulls her close and gives her a passionate kiss.

After the kiss, they look into one another's eyes.

MJ
Stay safe.

PETER
You, too.

MJ steps in and Peter closes the door. He watches as the cab drives away, then he ducks into the nearest alley.

EXT. ALLEY - NIGHT

Safe from prying eyes, Peter changes into his Spider-Man costume without breaking stride.

INT. TAXI CAB - NIGHT

MJ stares out the window, lost in thought.

GWEN

Is everything okay?

MJ turns to answer when the cab JOLTS to a stop. The sound of BREAKING GLASS and TWISTING METAL fills the air.

EXT. NYC STREETS - NIGHT

The taxi cab sits on the curb, its front fender smashed in. The black cargo van sits nearby with similar damage.

The van door slides open, and THREE MEN jump out, GUNS at the ready. Kraven's bodyguards.

DMITRI

You! Out of the cab! Now!

He waves a handgun at the women in the back seat.

Dazed, MJ and Gwen comply.

The other bodyguards grab the two women and force them into the cargo van. When Gwen sees the Lizard's hulking body in the back of the van, she SCREAMS.

The bodyguards shove the women into the van and slam the door, cutting Gwen off mid-scream.

With a squeal of tires, the van speeds off to its destination.

EXT. BUILDING ROOF - NIGHT

Spider-Man swings to the top of a tall building. He reaches into his suit and pulls out his homing device.

SPIDER-MAN

Come on, Doc. Where are you?

Peter watches the device intently until the blip stops moving.

(CONTINUED)

SPIDER-MAN

Third and Broadway? Now why would you stop there.

Then it dawns on him.

INT. CARGO VAN - NIGHT

Kraven's bodyguards rolls to a stop in front of the CENTRAL PARK ZOO. Dmitri punches a number into his cell phone.

DMITRI

We're here, sir.

EXT. THE ARSENAL ROOF - NIGHT

Kraven stands atop the Arsenal's roof, overlooking the zoo.

KRAVEN

Get into position.

Kraven hangs up, dials another number.

KRAVEN

Jameson? It's time.

EXT. CENTRAL PARK ZOO - NIGHT

Spider-Man swings into the zoo. The place is closed for the night, not a soul to be seen.

The animals, however, are anything but quiet.

SPIDER-MAN

Doctor Connors! Doc! It's me! I'm here to help.

KRAVEN (O.S.)

You're the one who needs help, Spider.

Spider-Man spins to see Kraven standing atop the Arsenal, gloating.

SPIDER-MAN

Kraven? What are you doing here?

KRAVEN

Regaining my honor. You're a worthy opponent, Spider-Man, but the hunt was much too easy.

(CONTINUED)

Irwin walks up to Spider-Man. Spidey is on the defensive, but the man isn't trying to attack.

KRAVEN

Show him!

IRWIN

(to Spider-Man)

I'm sorry. This ain't right...

Irwin activates a handheld television monitor. Onscreen, Spidey sees MJ, bound and gagged inside an animal cage.

KRAVEN

A friend of yours, Spider?

Spidey is so furious, he can't speak.

KRAVEN

You embarrassed me, Spider-Man. In front of the entire world. Now it's my turn.

The camera moves to show the Lizard in the same cage with MJ, bound in a steel mesh net. He's slashing at the net, trying to get out.

KRAVEN

It would seem that your scientist friend has changed once again. If he remains true to form, he'll tear her to shreds once he's free of that net.

SPIDER-MAN

You're a monster.

KRAVEN

I estimate that you have five minutes to find her.

Kraven turns toward his camera crew, finds the camera.

KRAVEN

I hope our hero can save the damsel in distress. If he were to fail, the result would be... most unpleasant.

Spidey considers taking out Kraven here and now, but he can't risk losing MJ.

(CONTINUED)

IRWIN
(under his breath)
Rain forest.

Spidey doesn't waste any time. He takes off.

EXT. THE ARSENAL ROOF - NIGHT

Kraven is beside himself with pleasure. He calls after Spider-Man from the roof of the Arsenal.

KRAVEN
Run, Spider! Run!

At his feet, a bound and gagged Gwen struggles against her restraints. Kraven waits until Spidey is out of earshot, then he bends down to face Gwen.

KRAVEN
Don't worry, knyaginya. Your moment to shine is almost here.

EXT. CENTRAL PARK ZOO - NIGHT

Spidey races through the zoo, trying to find the reptile exhibit.

He catches glimpses of people watching him along the way, of little RED LIGHTS pointed in his direction.

Kraven's camera crew.

EXT. TIMES SQUARE - NIGHT

On a screen overlooking Times Square, Spidey's race through the zoo plays for a live sidewalk audience.

The shot changes to show the Lizard, and the steel mesh net that's beginning to fray.

EXT. CENTRAL PARK ZOO - NIGHT

Spidey is running at top speed when a BOLO wraps around his ankles. He falls to the ground and skids on the pavement.

Dazed, he snaps the cord and stands.

Only then does he notice the THREE HENCHMEN surrounding him.

(CONTINUED)

DMITRI

Can't make it too easy on you, now
can we?

All three henchmen brandish close combat weapons. One has a MACHETE, another a CLUB, the third a HUNTING KNIFE.

Dmitri signals, and the other two flank Spider-Man on either side.

Spidey clears his head as all three henchmen attack him simultaneously.

For every two blows that Spidey fends off, a third blow finds its mark.

The machete slashes one of Spidey's legs. He staggers away, only to get clubbed in the back of the head.

He flails his arms wildly, webs shooting in every direction. One web hits a henchman in the face, temporarily blinding him.

Spidey pulls hard on the web, and the henchman falls face first into the pavement. He's out cold. The second henchman, already running toward Spidey, trips over the unconscious man.

Spidey kicks the second henchman in the ribs with enough force to send him flying into a nearby wall.

Dmitri takes advantage of the distraction and approaches Spidey from behind. He wraps an immense forearm around Spidey's neck and begins to squeeze.

Spidey can't get any leverage, or any air. He begins to black out.

Images of MJ, of their time together, swim in his fading mind.

SPIDER-MAN

MJ...

Spidey taps into a reserve he didn't know he possessed and flips Dmitri over his shoulder.

Dmitri flies through the air, but Spidey shoots his webs fast and furious.

Dmitri never hits the ground. He's cocooned in a spider web, totally immobilized, hanging from a tree branch.

Spidey staggers, then spins around.

Standing before him is an enormous POLAR BEAR.

EXT. THE ARSENAL ROOF - NIGHT

Kraven watches Spidey from a handheld monitor. He laughs.

EXT. CENTRAL PARK ZOO - NIGHT

The polar bear swats at Spidey, knocking him against a nearby wall.

Spidey pulls himself to his feet as the bear moves steadily closer, baring its fangs.

The bear lunges for Spidey, but Spidey jumps and flips over the bear's back. He webs the bears enormous jaws shut mid-flip.

Spidey rushes toward the rain forest exhibit, leaving the bear pawing at its webbed jaws.

INT. RAIN FOREST - NIGHT

Spidey bursts into the reptile house at the precise moment that the Lizard breaks from from the net.

The Lizard rushes toward MJ, snapping his jaws. Spidey moves, but he isn't fast enough.

His world slows down. MJ is going to die.

The Lizard is on top of MJ. He opens jaws wide and flicks his tongue out, tasting the air, tasting his meal.

SPIDER-MAN

No!

The Lizard hesitates. He looks more closely at MJ. Recognition.

LIZARD

Watssssson?

MJ looks up into the Lizard's face. She sees something in his eyes, something human.

She fights every natural instinct and forces herself to remain calm.

(CONTINUED)

Spidey crashes through the glass, grabbing a shard on his way in. He raises it high, ready to stab the Lizard in the neck.

MJ

Peter, no!

Spidey twists at the last minute. He slams into the Lizard and finds himself face-to-face with the Lizard.

LIZARD

Parker...

The Lizard's expression shifts. He's not angry. He's scared. He steps away from Spidey.

Spidey undoes Mary Jane's restraints. She wraps her arms around him.

The Lizard sits at a safe distance like a confused child.

EXT. TIMES SQUARE - NIGHT

Times Square erupts in applause. Spider-Man has saved the day again.

EXT. THE ARSENAL - NIGHT

Kraven watches the scene from a handheld monitor. He throws the device over the edge in disgust.

KRAVEN

No!

He reaches down and pulls Gwen roughly to her feet.

KRAVEN

It's time.

INT. RAIN FOREST - NIGHT

Spidey examines MJ.

SPIDER-MAN

Are you okay? Did he-

MJ

Kraven has Gwen.

Spidey reels.

(CONTINUED)

SPIDER-MAN

I've got to get you out of here.

MJ

What about him?

She motions toward the Lizard. The Lizard cowers against the wall like a child who's lost his mother.

SPIDER-MAN

We can help him later. Come on.

Spidey leads MJ out of the reptile house.

EXT. CENTRAL PARK ZOO - NIGHT

Spidey and MJ emerge to lights and cameras. Kraven's crew. Spidey is ready for a fight, but Irwin holds up his hands.

IRWIN

I don't want any trouble. Kraven's gone off the deep end, and I don't want any part of it. We didn't know what he was doing until it was too late. You gotta believe me.

Spidey looks to MJ for confirmation. She nods.

SPIDER-MAN

Get her someplace safe.

MJ goes with the camera crew. Spidey hurries back to the Arsenal. Irwin follows Spidey.

EXT. THE ARSENAL - NIGHT

Gwen dangles from the Arsenal roof, a rope around her ankles. The other end of the rope is secured to a pipe on top of the roof.

Kraven is nowhere to be seen.

Spidey appears, sees Gwen.

SPIDER-MAN

(under his breath)

Hang on, Gwen.

Spidey rushes to the Arsenal and scales the wall. He reaches for Gwen, starts untying her ankles, and his SPIDER SENSE goes mad.

(CONTINUED)

In the next instant, a BLOW DART sinks into the back of his neck.

Kraven emerges from the shadows below.

KRAVEN

Welcome to my web, Spider.

Dizziness overwhelms Spidey. He tries to hold on, can't. He begins to fall, loses his grasp on Gwen. The ground rushes up toward them.

You've got one shot, Spidey.

He shoots webs from both hands, catching the lip of the roof with one hand and Gwen's ankles with the other. The JOLT is tremendous, wrenching his shoulders, but he catches her the moment before impact.

The web slips from his hands, and Gwen falls the remaining foot or so to the ground. She lands softly, unmoving.

The dizziness finally overtakes him, and Spidey tumbles down the wall to the ground.

EXT. NYC STREETS - NIGHT

POLICE CARS screech to a stop outside the zoo.

Captain Stacy emerges from a car. He signals his men to follow him into the zoo.

EXT. THE ARSENAL - NIGHT

Spidey writhes around on the ground, trying to get to his feet. His legs feel like rubber, and he can't seem to recapture his balance.

Kraven swaggers over to Spidey.

KRAVEN

You walked right into that trap, Spider. I would expect such stupidity from an animal, but not you. I'm disappointed.

Kraven kicks Spidey in the ribs.

KRAVEN

You may have saved your women, but I'll still have my victory. My hunt

(MORE)

(CONTINUED)

KRAVEN (cont'd)
wasn't for them. It was for you,
for your secret identity.

Kraven stands and looks around. He sees Irwin standing nearby, watching.

KRAVEN
Pick up that camera and bring it
over here.

He points to the camera on a nearby tripod, the one that caught Gwen's fall.

IRWIN
No.

Kraven stares at him with unrestrained wonder. You'd think no one had ever told him no. Chances are that's true.

He faces Irwin, madness in his eyes.

KRAVEN
Now!

The shout is so powerful and so forceful that Irwin instinctively moves into action. He scurries to the tripod and picks up the camera.

KRAVEN
Better. Now bring it over here. The
world is about to learn
Spider-Man's true identity.

Kraven walks back to where Spider-Man sits. Spidey has managed to get to his knees, but no further.

Kraven punches Spidey in the temple. Spidey goes limp, beaten. Kraven crouches and picks up Spidey by the scruff of his neck.

KRAVEN
This is it, Spider. Your moment in
the sun.

EXT. TIMES SQUARE - NIGHT

Times Square is silent. Even the traffic has stopped.

Onscreen, Kraven reaches down and begins to remove Spidey's mask.

STATIC fills the screen.

EXT. THE ARSENAL - NIGHT

The camera lies in pieces at the cameraman's feet.

Spider-Man lies at Kraven's feet, unmasked.

Kraven, outraged, clutches the mask in one hand.

KRAVEN

You fool! What have you done?

IRWIN

I can't do this. I've shot your show for years, followed you all over the world, and you've paid me well. This... this is wrong. You've crossed a line that I just won't cross. At some point, a man's gotta stand up and do what's right.

KRAVEN

Well-said. Fitting last words.

A HUNTING KNIFE appears in Kraven's hand. He stalks toward Irwin, savoring the smaller man's fear.

Kraven TRIPS and falls. The knife CLANGS as it hits the pavement and slides out of reach. Sputtering, Kraven looks down at his feet and finds them webbed together.

SPIDER-MAN

(weak)

Run.

Irwin doesn't need to be told twice. He bolts.

Spider-Man staggers to his feet.

Kraven tears the webbing from his own feet and moves quickly for the knife. He glares at Spider-Man.

KRAVEN

I will not be denied what is rightfully mine. My name will rise again as the hunter who killed the Spider.

Kraven glides toward Spidey with cat-like agility. Spidey shoots web after web, missing Kraven every time.

Kraven swings at Spidey with the hunting knife, but Spidey catches Kraven's forearm. Despite his weakness, Spidey refuses to let go.

(CONTINUED)

Both men tumble, and Kraven emerges on top. Spidey's still got an iron grip on Kraven's forearm, but the knife inches closer and closer to his face.

KRAVEN

I'll mount your head on my wall,
Spider. You've put up an admirable
fight, but all prey falls to the
Hunter in the end.

The knife is centimeters from Spidey's eye when a scaly green TAIL appears out of nowhere and sends Kraven flying.

The Lizard stands between Kraven and Spider-Man.

LIZARD

(to Spidey)

Friend...

Kraven is on his feet. He's smiling.

KRAVEN

I'd planned to track you down after
I killed the Spider. Thank you for
saving me the trouble.

Kraven roars and lunges at the Lizard. The Lizard, undaunted, throws himself at Kraven with equal force.

The two collide in a whirlwind of claws, teeth, blades, and blood. They slash and tear at one another, neither one giving any ground.

Spidey staggers to his feet once again.

He's about to join the fray when he notices Gwen lying in the grass. Priorities.

SPIDER-MAN

Gwen.

He starts toward her, stops. He picks up his mask and covers his face again, then moves toward her, his steps more sure. He kneels down to pick her up.

SPIDER-MAN

Come on. Let's get you out of-

Gwen's body is limp in Spidey's arms. Her head lolls from side to side, lifeless.

That's when Spidey realizes...

Her neck's broken.

Spidey lays Gwen down gently. He's trembling all over as rage overtakes him.

He looks back at Kraven, murder in his eyes.

At that same moment, the Hunter PLUNGES his KNIFE deep into the Lizard's chest.

Spidey's whole world comes apart.

The Lizard falls to the ground, mortally wounded. As the life ebbs from his body, the Lizard reverts to Doctor Curt Connors for the last time.

Kraven, winded, reaches down to pull his knife from the body. He seems disappointed.

KRAVEN

Not the challenge I expected.

Kraven looks to Spidey, then to Gwen's body. He nods in understanding.

KRAVEN

(mocking)

Looks like you can't save them all,
Spider.

Spidey snaps.

A PRIMAL SCREAM escapes him, ringing through the entire zoo. The time for rescuing people has passed.

Now is the time for vengeance.

KRAVEN

Finally.

Kraven assumes a fighting stance and beckons for Spider-Man to attack.

Spidey is more than happy to oblige.

Spidey dives into Kraven, no skill, no finesse. Just raw power.

The two men roll on the ground, grappling. Kraven frees his knife hand and slashes deep into Spidey's arm.

Spidey is unfazed. He grabs Kraven's knife hand and breaks the Hunter's wrist with a loud SNAP. Kraven cries out in pain despite himself.

(CONTINUED)

The fight carries on throughout the zoo. Kraven gives more ground with each skirmish.

Kraven looks over his shoulder, backs up, and hops over a wall. Spidey pursues without a moment's hesitation.

A placard on the wall reads: NEW LION HABITAT, COURTESY OF KRAVEN THE HUNTER

EXT. LION'S HABITAT - NIGHT

Spidey lands, facing Kraven. Lions roar in protest. A LIONESS snarls at the intruders, but Kraven stands his ground.

KRAVEN

I'll have my victory, Spider.

SPIDER-MAN

It ends here, Kraven. Now.

Spidey lunges at Kraven again, landing a right-left-right that sends Kraven reeling backward.

Kraven goes for Spidey's legs, but Spidey brings his fists down hard on Kraven's back, knocking the wind out of him.

For every swing that Kraven throws at Spidey, Spidey returns the pain threefold. It isn't long before Spidey has Kraven at his mercy.

Spidey holds Kraven by his lion's mane vest. Kraven is bruised, bloody, and barely conscious.

Behind Spidey, the lioness creeps closer. Spidey, his rage still in full effect, snarls at the beast.

SPIDER-MAN

Stay back!

The lioness submits. She knows better than to mess with this guy.

Spidey turns back to Kraven, ready to pummel him to death.

KRAVEN

(weak)

Truly, you are a greater foe than I had anticipated. It will be an honor to die at your hand, and ending worthy of the Hunter's life.

Spidey hesitates. He comes back to his senses.

(CONTINUED)

SPIDER-MAN

No one else is going to die today.

Spidey tosses Kraven in the air, over the wall, then springs out of the lion habitat after him.

EXT. CENTRAL PARK ZOO - NIGHT

Spidey lands behind the battered and broken Hunter. POLICE OFFICERS surround them, their guns trained on the two combatants.

Kraven is unable to stand on his own, so Spidey drags him to his feet.

SPIDER-MAN

I'm not going to kill you. Instead, you're going to go to prison. You'll rot in a tiny little cell, confined for the rest of your pathetic life. In the end, you'll die alone and forgotten.

Terror fills Kraven's eyes. A fate worse than death.

With his last ounce of strength, Kraven punches Spidey's wounded leg. Spidey winces, loosening his grip on Kraven.

Kraven slips out of his lion's mane vest and runs to the wall.

KRAVEN

The name of Kraven the Hunter will live forever!

Kraven throws himself over the wall, into the lion's habitat. Spidey isn't fast enough to stop him.

Sensing weakness, the lions pounce on Kraven, giving him the death he wants.

Spidey turns back to the throng of police officers. One figure steps forward:

CAPTAIN STACY.

He and Spidey both look at Gwen's body.

SPIDER-MAN

I tried to save her.

Captain Stacy fights back tears. His eyes don't leave the body of his little girl as he calls to his officers.

(CONTINUED)

CAPTAIN STACY

Arrest him.

SPIDER-MAN

No.

As quick as a spider, Spidey follows Kraven into the lion habitat. Bullets fly after him, none of them finding their mark.

The officers can only watch as Spider-Man leaps from the lion habitat and webs away into the darkness.

Captain Stacy kneels to cradle his daughter's lifeless body.

He finally lets the tears come.

INT. JJJ'S OFFICE - DAY

J. Jonah Jameson sits behind his desk. Today's copy of the Bugle lies face up in front of him.

The headline reads: "POLICE CAPTAIN'S DAUGHTER MURDERED"

Robbie stands over Jonah.

ROBBIE

Well?

JJJ

(unenthused)

Run with it.

Robbie nods and leaves the office, closing the door behind him.

Jonah stares down at the paper for a long, quiet moment.

He wads up the Bugle and throws it in the trash.

INT. PETER'S APARTMENT - DAY

Peter sits on the couch, numb, watching the news. He's dressed in a suit and tie.

MJ appears wearing a conservative black dress.

MJ

How are you holding up?

On the television, Captain Stacy's image appears.

(CONTINUED)

CAPTAIN STACY (O.S.)
Masked vigilante justice is no
justice at all. Costumed
superheroes are no better than the
villains that they purport to
protect us from. I'll be doing
everything in my power to prevent
this kind of tragedy from-

His voice cracks. He excuses himself from the mic.

Peter clicks off the television.

PETER
It's my fault, MJ.

She sits down beside him.

MJ
It's not your fault, Peter. It was
Kraven's. He kidnapped us. He put
us in that position.

PETER
He did it to get to me.

MJ
How many criminals have you
captured? How many lives have you
saved?

PETER
Not enough.

MJ
How many people would have died if
Spider-Man hadn't stepped in to
save them?

Peter isn't moved.

PETER
I should give it up. I should hang
up the costume once and for all.

MJ
And what if you do? Will the bad
guys stop committing crimes? Will
people stop getting hurt?

Peter wants to retort, but MJ doesn't give him the chance.

(CONTINUED)

MJ

This city needs Spider-Man. It's not your job to make everything work, but if you can do something to make it better, it would be criminal of you to run away.

She pulls him close.

MJ

Stay strong, Peter. Don't run away.

She kisses him. He resists, but only for a moment. He kisses her back and pulls her close.

EXT. CEMETERY - DAY

POLICE OFFICERS mingle with MOURNERS, all gathered around a JET BLACK COFFIN.

Captain Stacy holds his wife, consoles her. Her forces himself to remain strong.

Peter and MJ stand together, holding hands.

The MINISTER says a prayer as Gwen's coffin is lowered into the ground.

INT. AUNT MAY'S APARTMENT - DAY

Peter and MJ sit on the couch. Aunt May sits in her chair, facing them.

Peter is holding MJ's hand, but he lets go when he stands.

MJ embraces May. Peter smiles.

INT. CHURCH - DAY

Peter stands at the front of a small church, dressed in a rented tuxedo.

The pews are full of Peter's friends from the Bugle, along with MJ's friends.

Aunt May smiles at Peter from the front pew.

It's not an extravagant ceremony, but all the right people are there.

(CONTINUED)

Pachelbel's Canon in D starts. The door at the back of the church opens.

In walks MJ, radiant in her WEDDING DRESS.

PETER
(surprised)

Wow.

MJ walks down the aisle, alone. She gives herself away.

In the front pew, beside May, is a FRAMED PHOTO of Gwen.

Peter takes MJ's hand and helps her step up onto the altar.

PETER
MJ. You're beautiful.

MJ
About time you noticed.

They turn as one to face the minister.

MINISTER
Dearly beloved, we are gathered
here today...

EXT. CHURCH - DAY

Peter and MJ emerge to a hail of birdseed.

They walk down the steps to a taxi cab with the words "JUST MARRIED" painted on the back window.

MJ stops and smiles.

MJ
A cab?

Peter shrugs, grinning.

Aunt May stops Peter, hugs him tight.

AUNT MAY
She's a good girl, Peter. Treat her
well.

PETER
I will. I promise.

Peter holds the door for MJ, then follows her into the cab.

The cab drives off, mingling with the NYC traffic.

INT. TAXI CAB - DAY

Peter and MJ laugh in the back seat.

MJ
So what now?

PETER
I was thinking we'd head off on our
honeymoon.

MJ
But I thought-

Peter holds up TWO CRUISE TICKETS.

MJ
Where did you get those?

PETER
A wedding gift from Jonah.

MJ
Jonah? As in J. Jonah Jameson?

PETER
Actually, they're from the entire
staff at the Bugle, but Jonah
signed the card.

The cab pulls over to the side of the road. Confused, Peter
taps on the window.

PETER
Hey. This isn't our stop.

The driver turns to face them. He's a tall, African-American
man with a PATCH over his left eye.

NICK FURY.

He slides the glass between them open.

NICK FURY
This isn't really my style, but I
didn't think you'd want me
discussing your extra-curricular
activities in front of your friends
and family.

PETER
What... what are you talking about?

(CONTINUED)

NICK FURY

Peter Parker, alias Spider-Man. You are Peter Parker, right? Don't worry, son. Your secret's safe with me.

PETER

Who are you?

Fury hands him a card through the open glass. Peter reads it.

NICK FURY, DIRECTOR OF S.H.I.E.L.D.

Fury tosses a WAD OF CASH in Peter's lap.

NICK FURY

You two go, have fun, enjoy your honeymoon. When you get back, give me a call. I need to talk to you about the Avenger Initiative.

Peter and MJ are speechless.

EXT. NYC STREETS - DAY

Fury emerges from the taxi cab, straightens out his duster, and disappears into the crowd.

Peter and MJ watch from inside the cab, speechless.

END CREDITS

INT. CLINIC - NIGHT

Miles Warren sits behind a desk at a dingy free health clinic. The venom symbiote sits in a vial on the desk in front of him.

A KNOCK at the door.

Miles slips the symbiote vial into his pocket.

MILES

Come in.

The door opens to reveal a slender, red-haired man with a wild look in his eyes.

(CONTINUED)

MILES

Can I help you?

RED-HAIRED MAN

I read something in the paper about clinical trials. Said there was cash.

MILES

Yes, that's right.

RED-HAIRED MAN

Well, then. Where do I sign?

MILES

You do understand that there's a certain level of risk involved.

RED-HAIRED MAN

I ain't scared.

MILES

Excellent. Let me get the paperwork, Mister...

RED-HAIRED MAN

Cassidy. Cletus Cassidy.

CUT TO BLACK