

ANNUAL

72 BIG PAGES ANNUAL

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MARVEL
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GROUP 25¢

the AMAZING SPIDER-MAN

#1
1964



FEATURING: SPIDEY'S BIGGEST
LONGEST, GREATEST BATTLE, AS
HE ATTACKS:
**"THE
SINISTER
SIX!"**
WITH A GALAXY OF THE MOST
GOL-DARNED GUEST-STARS THAT
YOU CAN SHAKE A WEB AT!

JAM-PACKED WITH
SPECIAL SURPRISE FEATURES

TREASURE CHEST OF FUN

WONDERFUL CRYSTAL WRIST RADIO

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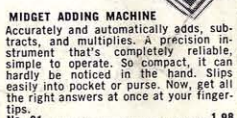
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CAN SPIDER-MAN SAVE THE TWO PEOPLE HE LOVES MOST IN THE WHOLE WORLD FROM THE DEADLY SINISTER SIX?!

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

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

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

POSSIBLY THE MOST TALKED-ABOUT TEAM IN COMICS TODAY!

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

LETTERED BY: S. ROSEN

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

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

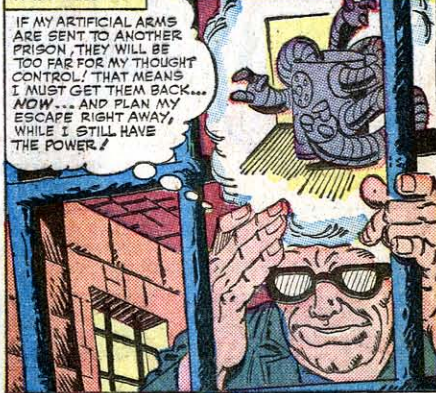
THAT'S WHAT HE THINKS! THEY DON'T SUSPECT THAT I CAN CONTROL MY 'ARMS' MENTALLY, EVEN THOUGH THEY'RE A DISTANCE AWAY FROM ME!



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

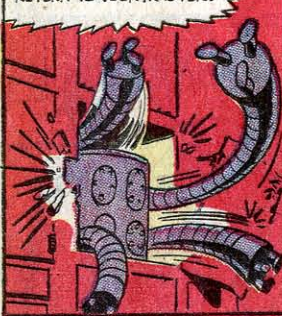
AN HOUR LATER, AFTER DR. OCTOPUS HAS BEEN RETURNED TO HIS CELL...

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

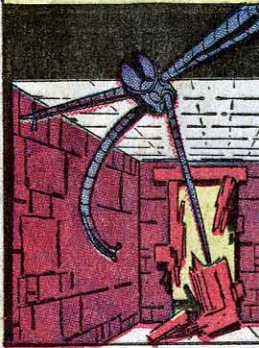


AND SO, THE EVIL ARCH-VILLAIN SENDS A THOUGHT IMPULSE OUT FROM HIS BRAIN... A SUMMONS WHICH IS RECEIVED, AND OBEYED BY HIS MIGHTY MECHANICAL ARMS!

RETURN TO YOUR MASTER! RETURN TO YOUR MASTER!



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



I KNEW I HAD THE POWER TO DO IT!!

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



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

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

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

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



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



SUDDENLY...

HEY! WHAT'S GOIN' ON HERE??! A HURRICANE?



MEANWHILE, IN ANOTHER PART OF THE CITY, A VERY STRANGE, OMINOUS MEETING IS ABOUT TO BEGIN...

LET'S GET STARTED, OCTOPUS! ELECTRO IS NOT USED TO BEING KEPT WAITING!

BE PATIENT! WE CAN'T BEGIN TILL EVERYONE IS HERE! IT WON'T BE LONG!

AHH! HERE COMES MYSTERY! NOW! WE NEED WAIT FOR ONLY TWO MORE!



BUT, LET US LEAVE THE GATHERING OF SUPER-VILLAINS FOR A MOMENT! THE NEXT DAY, ON A STREET IN FOREST HILLS, PETER PARKER'S SPIDER-SENSE DETECTS SOMETHING FRIGHTENING ABOUT A PASSING STRANGER!

I FEEL A STRONG, ALARMING TINGLE! IT'S CAUSED BY THAT MAN WHO PASSED BY! I'D BETTER INVESTIGATE! ...IT COULD MEAN...

PARKER! I'VE BEEN LOOKIN' FOR YOU! YOU'RE NOT GONNA GET AWAY FROM ME THIS TIME!



OH, IT'S ONLY THOR HURLING BY! BOY! THAT GUY REALLY COOKS UP A STORM WHEN HE GETS GOIN'! HE DIDN'T EVEN SEE ME!



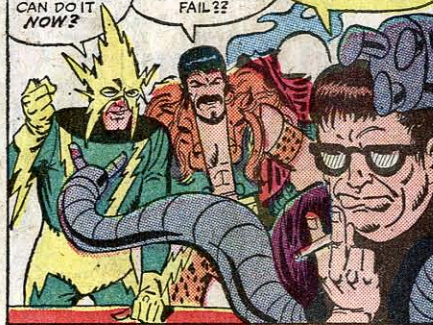
HE'S EITHER ON HIS WAY TO A MEETING OF THE AVENGERS... OR HE'S LATE FOR HIS BARBER!

MIGHTY THOR APPEARS EACH MONTH IN HIS OWN MAGAZINE, AS WELL AS IN THE AVENGERS!

LOOK... IF NONE OF US WAS ABLE TO DEFEAT SPIDER-MAN BEFORE, WHAT MAKES US THINK WE CAN DO IT NOW?

USE YOUR HEAD, ELECTRO! EACH OF US ALMOST BEAT HIM, ALL ALONE! NOTHING TOGETHER! HOW CAN WE FAIL??

KRAVEN THE HUNTER IS RIGHT! BESIDES I'VE GOT A PLAN! -PROOF PLAN ALL WORKED OUT!



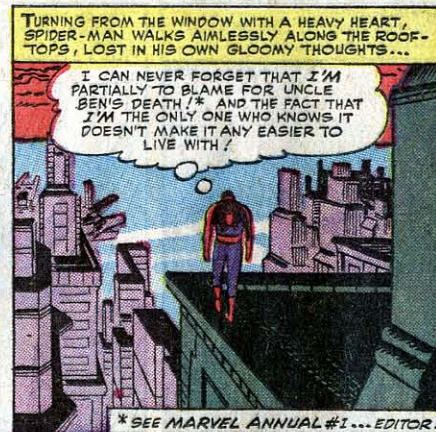
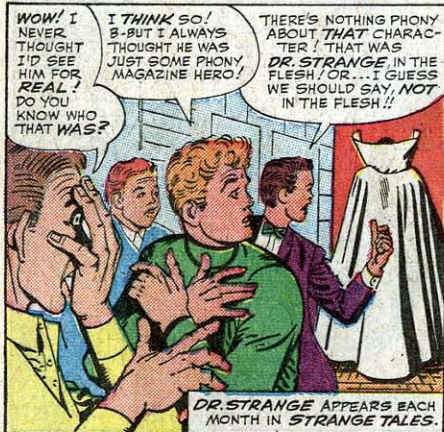
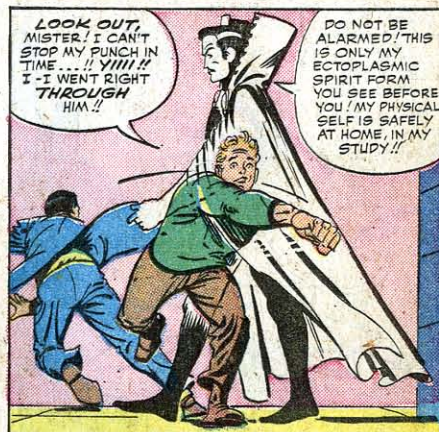
I SAW YOU WALKIN' HOME FROM SCHOOL WITH LIZ YESTERDAY! I'M THROUGH WARNIN' YOU TO KEEP AWAY FROM MY GIRL NOW, PUNY PARKER! IT'S TIME YOU LEARNED A LESSON YOU'LL UNDERSTAND!

LOOK, BIRD-BRAIN! THE ONLY LESSON A MEAT-HEAD LIKE YOU COULD TEACH IS A LESSON IN STUPIDITY! NOW GET LOST...

YOU TELL 'IM, FLASH!

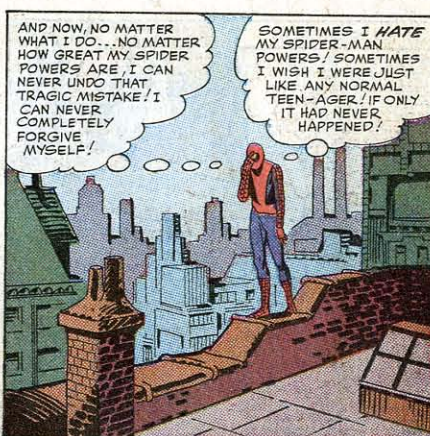
LET 'IM HAVE IT, FLASH!





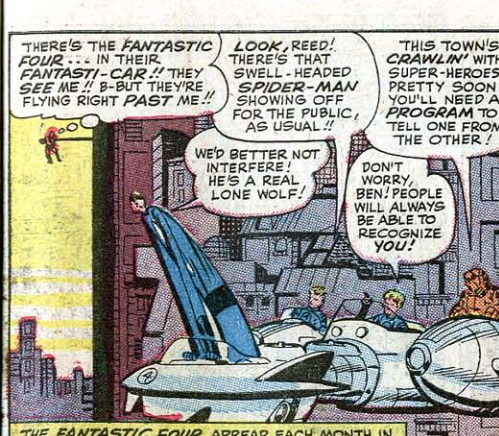


IF ONLY I HAD KNOWN... IF I COULD SOMEHOW HAVE GUESSED THAT THE VERY MAN WHOM I ALLOWED TO PASS ME WOULD BE THE BURGLAR WHO WAS LATER TO MURDER UNCLE BEN!! WH HADN'T I STOPPED HIM?? WHY? WHY??



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

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



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

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

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

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

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



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

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



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

WHA...?? I TRIPPED!!



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



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



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



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

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



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



BUT THEN, HE RECEIVES ANOTHER SHOCK...

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



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



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

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



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

YOU LOOK PALE, DEAR! IS ANYTHING WRONG?

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



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

THANKS, AUNT MAY! I WILL!

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



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

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



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

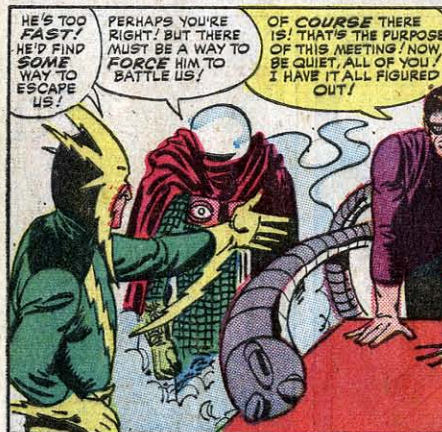
SKIP THE DRAMATIC SPEECHES, OCTOPUS! JUST STATE THE PLAN!

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

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

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

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



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

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

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

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

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

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



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

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

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



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

GOOD! ACTION AT LAST!



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



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

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

ENOUGH TALK! LET'S LOOK AT THE CARDS!



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

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

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



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

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

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



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

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



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

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



MEANTIME, AT MIDTOWN HIGH SCHOOL... I WONDER WHERE PETER PARKER IS TODAY??

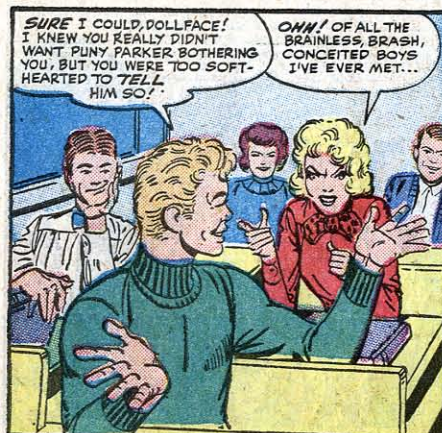
SAY, THAT'S RIGHT! HE'S NOT HERE IN CLASS!

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



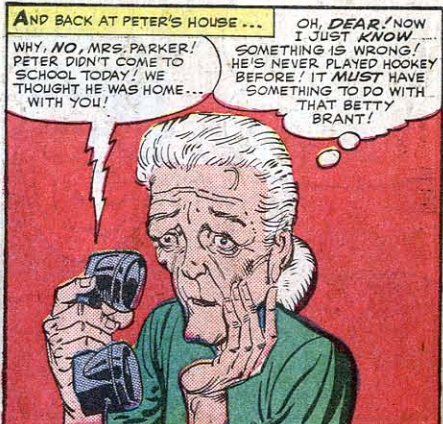
IF YOU ASK ME, IT'S BECAUSE I SCARED THE PANTYWAIST YESTERDAY! HE'S PROBABLY OUT TRANSFERRING TO ANOTHER SCHOOL BY NOW!

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



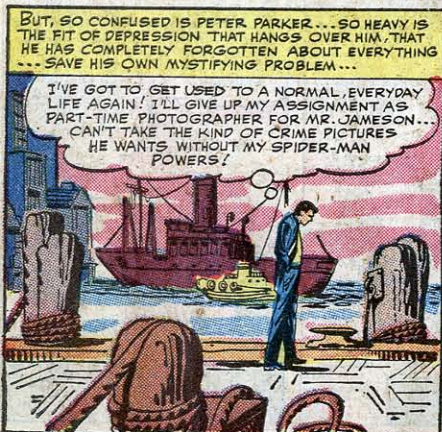
SURE I COULD, DOLLFACE! I KNEW YOU REALLY DIDN'T WANT PUNY PARKER BOTHERING YOU, BUT YOU WERE TOO SOFT-HEARTED TO TELL HIM SO!

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



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

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



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

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



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

HEY, LOOK! DO YOU SEE WHAT I SEE?

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

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



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

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

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



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

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

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

10



AT THAT MOMENT, WAITING AT THE ENTRANCE OF THE DAILY BUGLE BUILDING, WE FIND... MISS BRANT... MAY I SPEAK WITH YOU FOR A MOMENT?

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



WHILE TWO SINISTER FIGURES WATCH NEARBY...

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

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



AND, AT THE WINDOW OF JONAH JAMESON'S PRIVATE OFFICE... I FORGOT TO ASK BETTY BRANT FOR THE FRISBY FILE! MAYBE I CAN CALL TO HER FROM HERE!

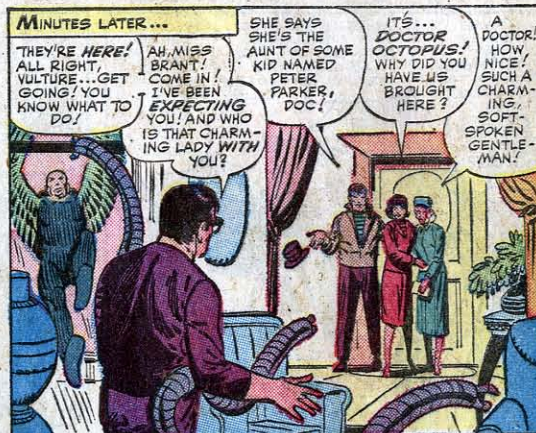
SAY! WHAT'S GOING ON THERE??!



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

WAIT! COME BACK! STOP!

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



MINUTES LATER...

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

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

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

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

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



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

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

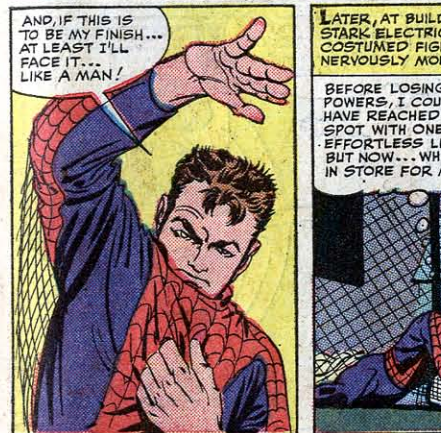
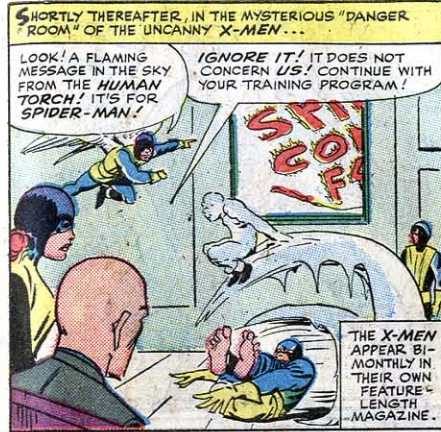
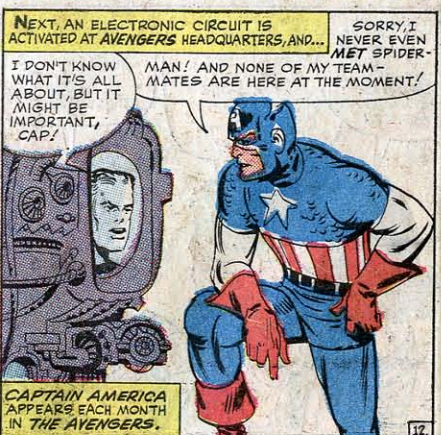
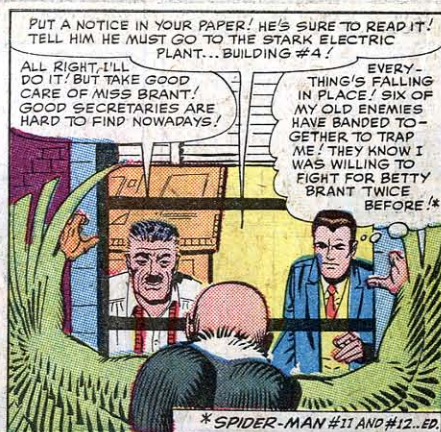
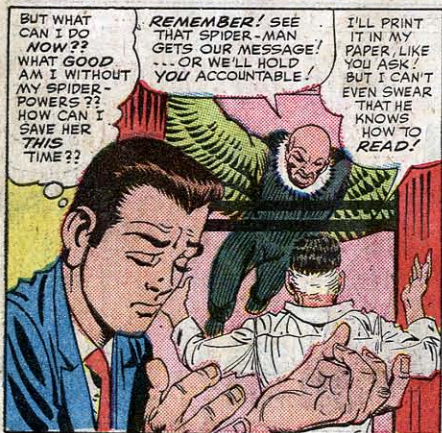
SIT DOWN, PLEASE... MAKE YOURSELVES COMFORTABLE! I'LL HAVE MY ASSOCIATES BRING YOU SOME REFRESHMENTS!

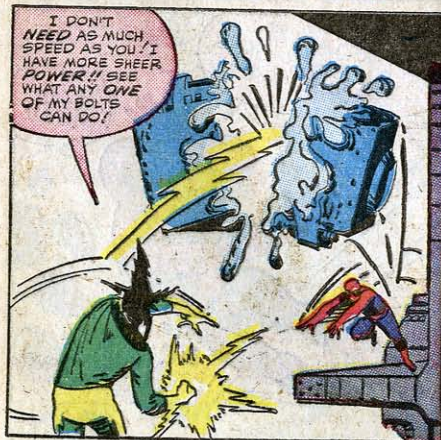


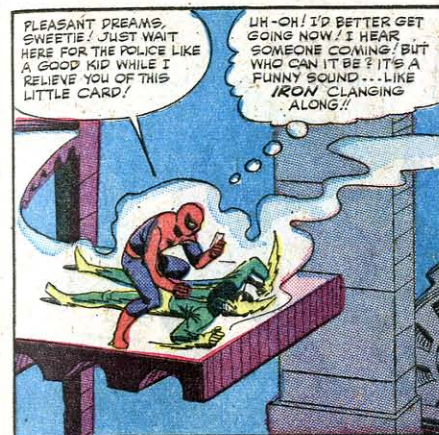
LATER, AFTER A WORRIED PETER PARKER RETURNS HOME AND FINDS HIS AUNT GONE...

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

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

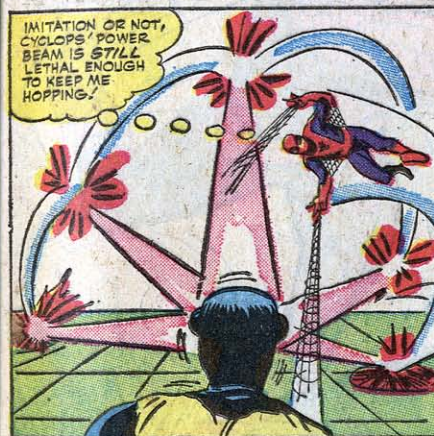
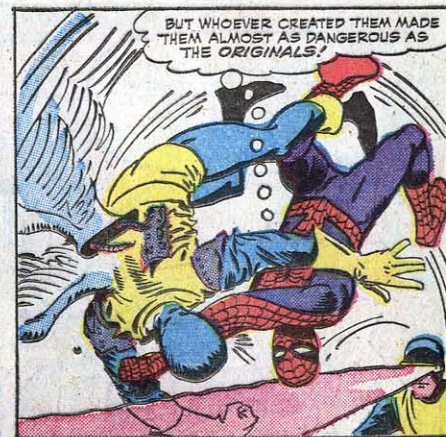














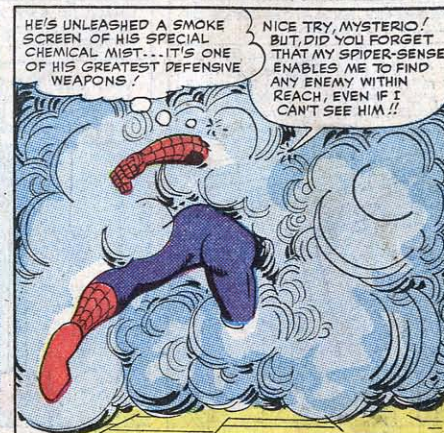
LUCK, YOU CALL IT??
MISTER, YOU DON'T KNOW
THE HALF OF IT! I'M THE
ORIGINAL HARD-LUCK
KID!

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



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

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

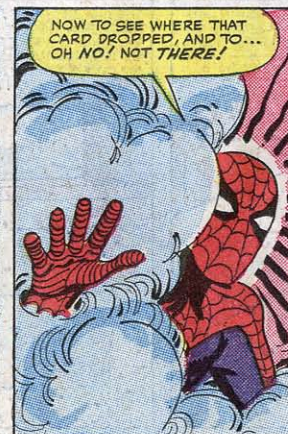


HE'S UNLEASHED A SMOKE
SCREEN OF HIS SPECIAL
CHEMICAL MIST... IT'S ONE
OF HIS GREATEST DEFENSIVE
WEAPONS!

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



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



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



IT FELL ONTO A
SMOLDERING
SECTION OF THE
FLOOR, IGNITED BY
THE CYLOPS
ROBOT POWER
BEAM!

IF I TOUCH IT,
IT MAY WITHER
INTO ASHES!



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



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



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

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

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



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

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



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

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

IF HE IS, IT'S NOT YOU WHO'S GOING NUTS. C'MON! I HAVEN'T GOT ALL DAY! WHERE'S SPIDER-MAN?



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

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



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



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

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

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



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

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

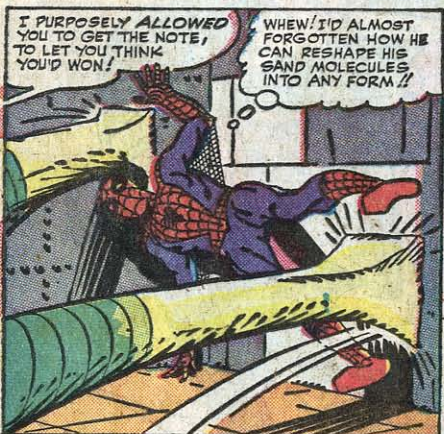
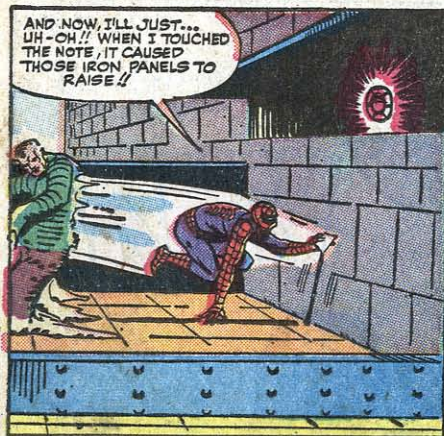
KNOW SOMETHING, BUTTER-CUP? I PLAN ON JUST DOING THAT LITTLE THING!

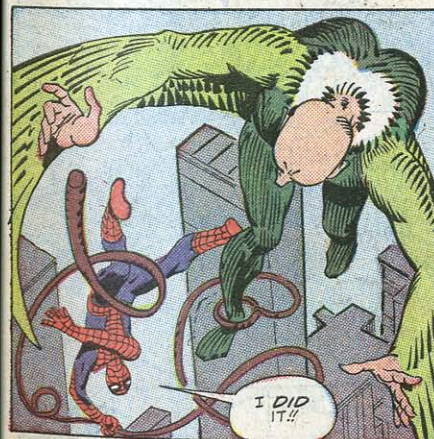


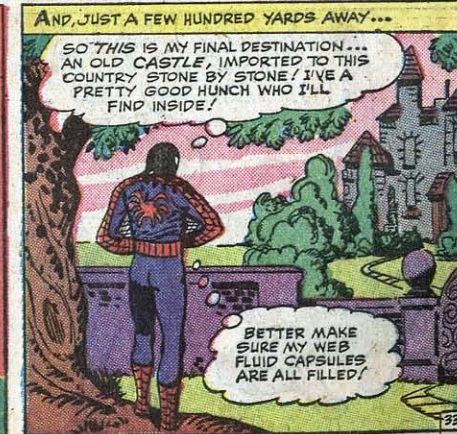
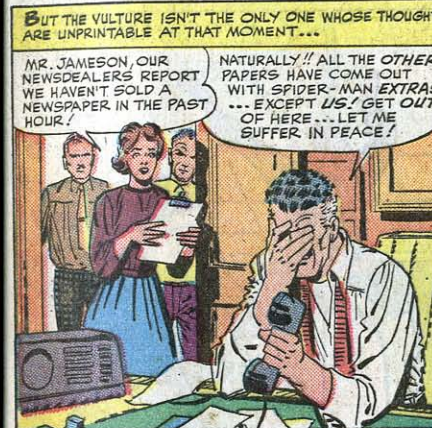
YOU'RE HELPING ME TO BEAT YOU BECAUSE YOU'RE SUCH A SHOWOFF, SANDMAN!! IF YOU HAD REMAINED IN YOUR SANDY FORM, I WOULDN'T HAVE BEEN ABLE TO WALLOP YOU WITH ALL MY SPIDER-STRENGTH... LIKE THIS!!

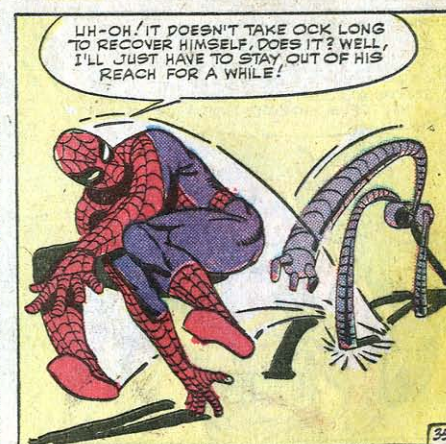
BUT NO! YOU HAD TO TAKE FORM IN FRONT OF MY EYES, TO MAKE A DRAMATIC APPEARANCE! OKAY, SO YOU IMPRESSED ME!!







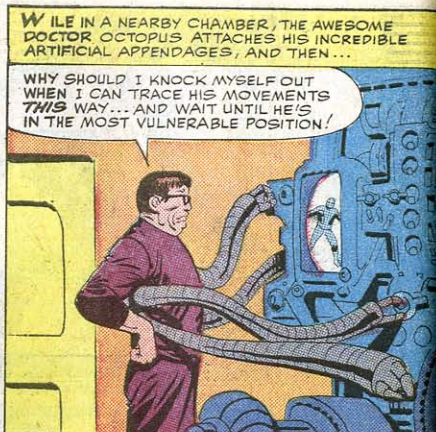






HE'S RECALLED HIS ARMS! THEY'RE GOING BACK TO HIM! NOW WHAT'S HE UP TO?!

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



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

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



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



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

UH-OH! LOOK OUT BELOW!!



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

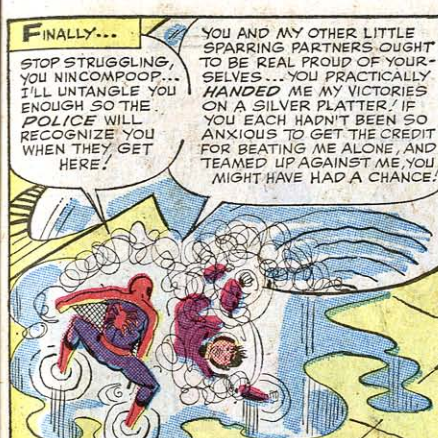
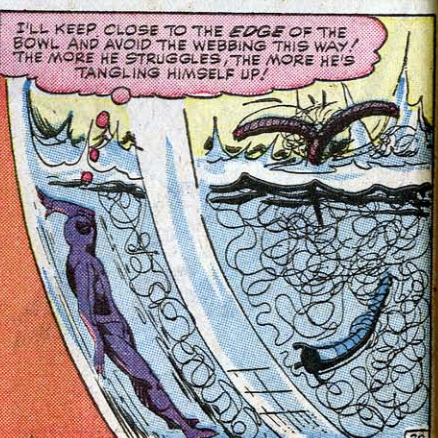
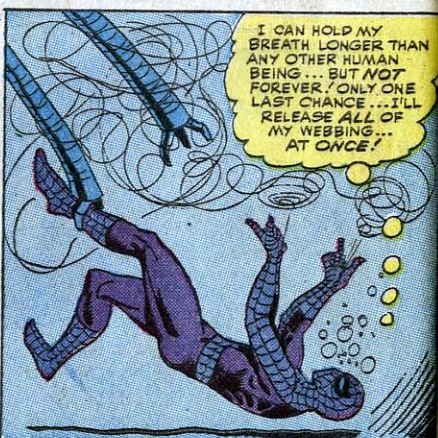
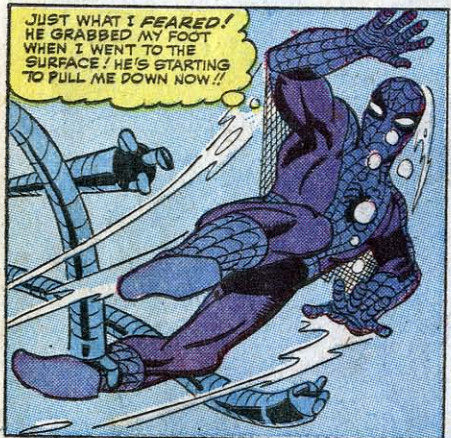
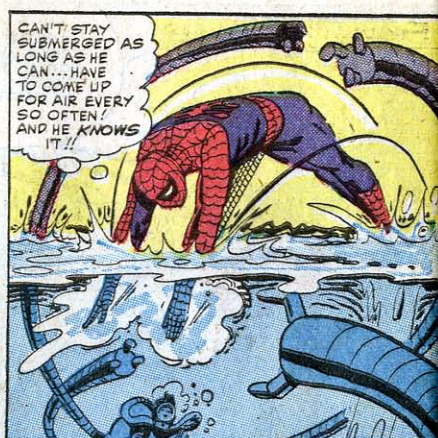
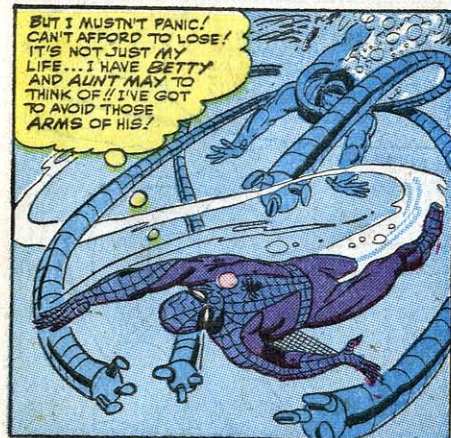


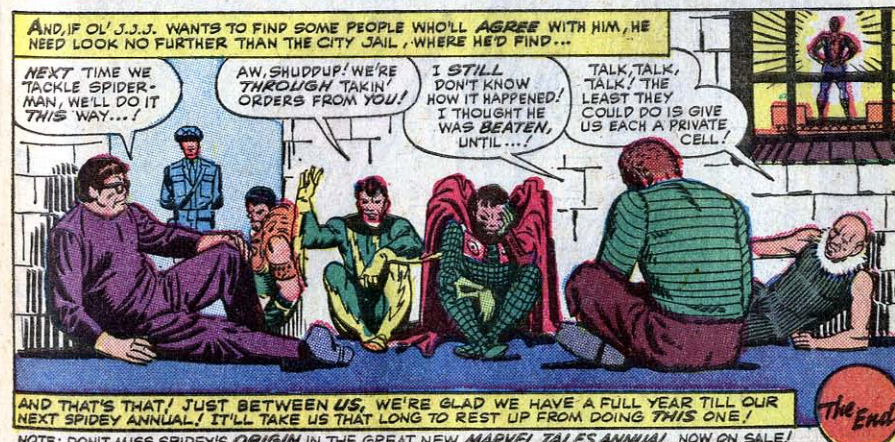
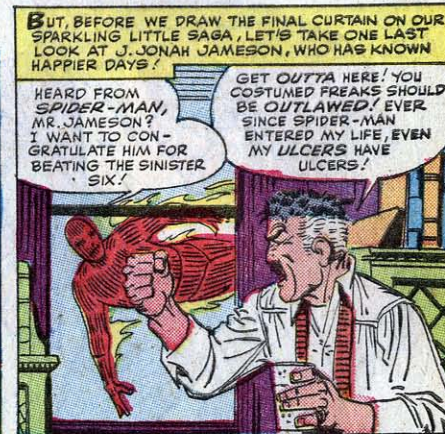
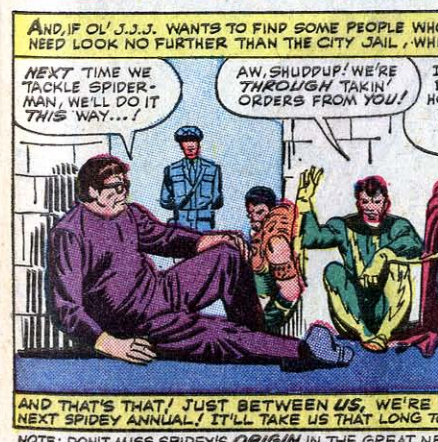
AND NOW, YOU INSUFFERABLE NUISANCE, I'M GOING TO DEFEAT YOU IN A MANNER MOST BEFITTING MY NAME! I SHALL JOIN YOU IN THAT GIANT FISHBOWL, AND ATTACK YOU JUST AS A REAL OCTOPUS WOULD!



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

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





A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

the BURGLAR

FIRST APPEARED
IN...

**AMAZING
FANTASY**
15
AUG.

THIS UNNAMED THIEF IS THE MAN RESPONSIBLE FOR SPIDER-MAN'S VOW TO USE HIS GREAT POWERS TO COMBAT CRIME! FOR, IT WAS THIS ARMED THUG WHO CAUSED THE DEATH OF PETER PARKER'S BELOVED UNCLE, BEN PARKER! ONE FATAL, COWARDLY SHOT... ONE MOMENT OF STARK TRAGEDY, AND A LEGEND WAS BORN!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

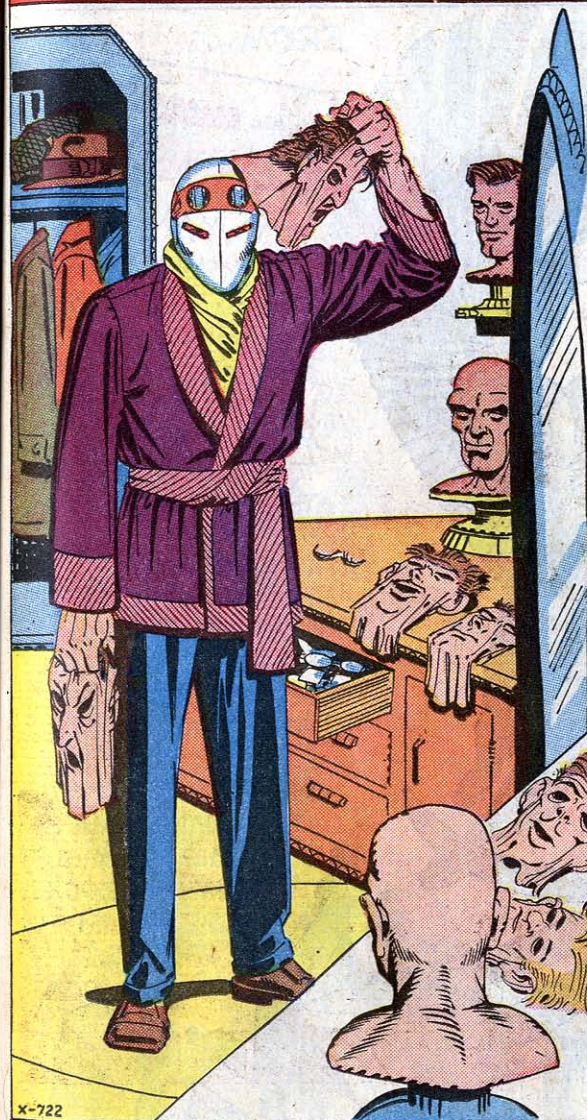
THE CHAMELEON

FIRST APPEARED
IN...

**AMAZING
SPIDER-MAN**
1
MAR.

A NEW ERA IN COMICDOM WAS BORN WITH THE INTRODUCTION OF THE CHAMELEON! THE TITLE "AMAZING FANTASY" WAS CHANGED TO "THE AMAZING SPIDER-MAN," AND SPIDEY FOUGHT HIS FIRST COLORFUL SUPER-FOE!

TO THIS DAY, NO ONE HAS EVER LEARNED THE TRUE IDENTITY OF THE MAN WHO CAN TRANSFORM HIMSELF INTO ANYBODY! SO SUCCESSFUL IS THE CHAMELEON'S POWER OF DISGUISE THAT HE ALMOST CONVINCED THE POLICE THAT HE WAS SPIDER-MAN DURING THEIR FIRST UNFORGETTABLE ENCOUNTER!



x-722

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The VULTURE



FROM...

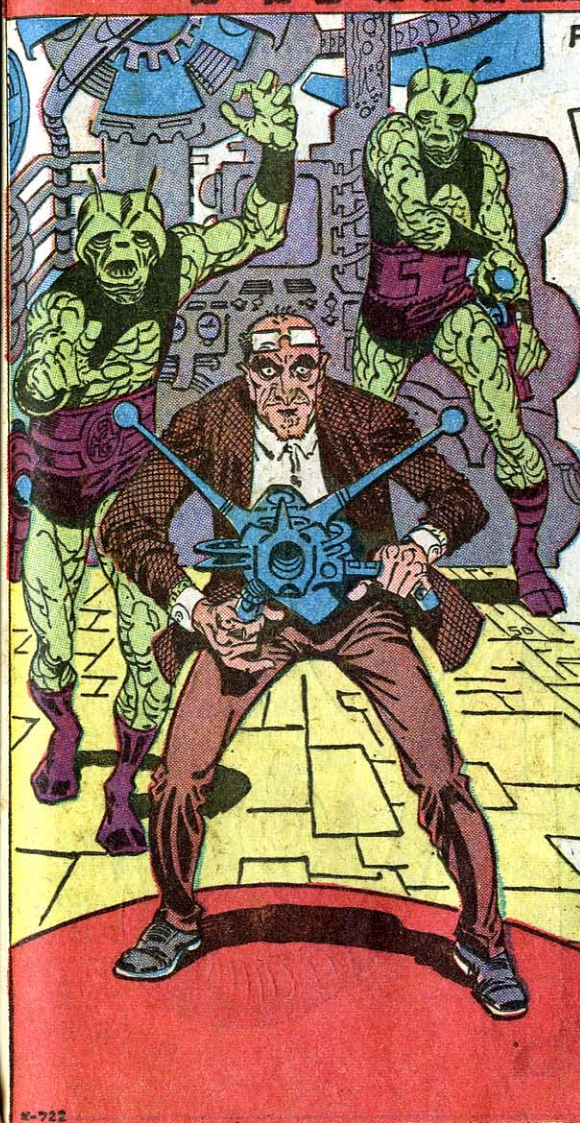


FANDOM WILL NEVER FORGET THE FIRST BATTLE BETWEEN THE VULTURE AND SPIDER-MAN! HIGH ABOVE THE TOWERING SKYSCRAPERS THEY FOUGHT, THE MYSTERIOUS WINGED MENACE, AND THE TEEN-AGE CRIME-FIGHTER WHO HAD NEVER YET BATTLED SO DANGEROUS, SO POWERFUL A FOE!

ACTUALLY, IT WAS IN THIS EPIC BATTLE THAT SPIDER-MAN IS SAID TO HAVE TRULY UNDERGONE HIS BAPTISM OF FIRE!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The TERRIBLE TINKERER



FIRST APPEARED IN...



THIS STRANGE FOE IS CHIEFLY TO BE REMEMBERED BECAUSE OF THE FACT THAT HE HAS BEEN THE FIRST, AND THE ONLY ALIEN MENACE SPIDER-MAN HAS EVER FOUGHT!

LITTLE DID THE AMAZING TEEN-AGER DREAM, AS HE VENTURED INTO THE TINKERER'S GLOOMY SHOP, THAT THE FATE OF HIS ENTIRE PLANET HUNG UPON SPIDER-MAN'S VICTORY AGAINST ALMOST HOPELESS ODDS!

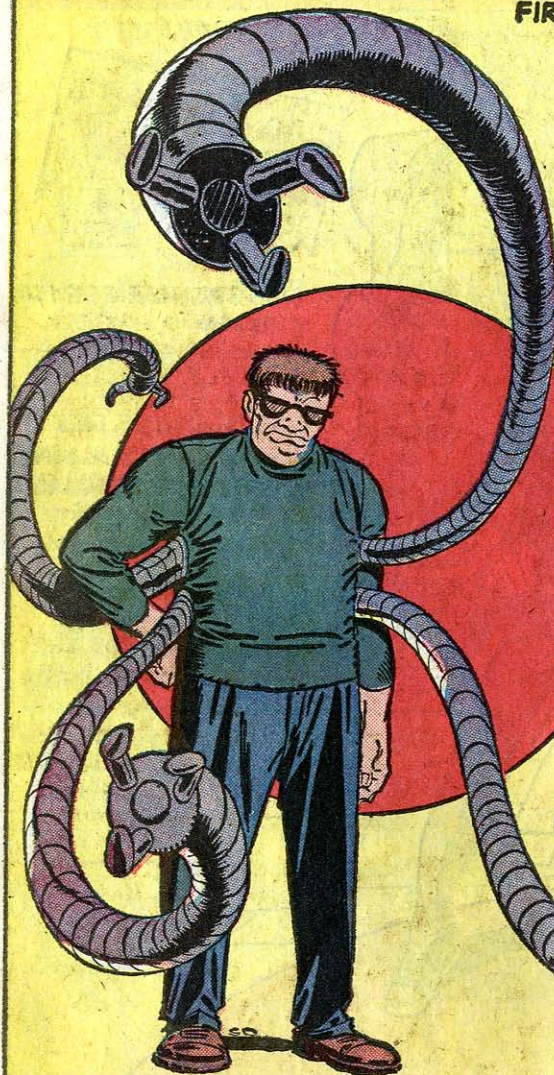
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

Dr. OCTOPUS

FIRST APPEARED
IN...



YOU ARE GAZING AT ONE OF THE MOST POWERFUL, MOST DANGEROUS, MOST UNCANNY MORTALS ON THE FACE OF THE EARTH! BORN OTTO OCTAVIUS, HE WAS ONE OF THE NATION'S LEADING ATOMIC SCIENTISTS, USING HIS INGENUOUS ARTIFICIAL ARMS TO PERFORM EXPERIMENTS FROM BEHIND A LEAD WALL WHICH SHIELDED HIM FROM RADIATION! BUT, A FREAK NUCLEAR ACCIDENT MADE HIS ARMS LIKE LIVING THINGS, AND DOCTOR OCTOPUS WAS BORN!



x-722

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

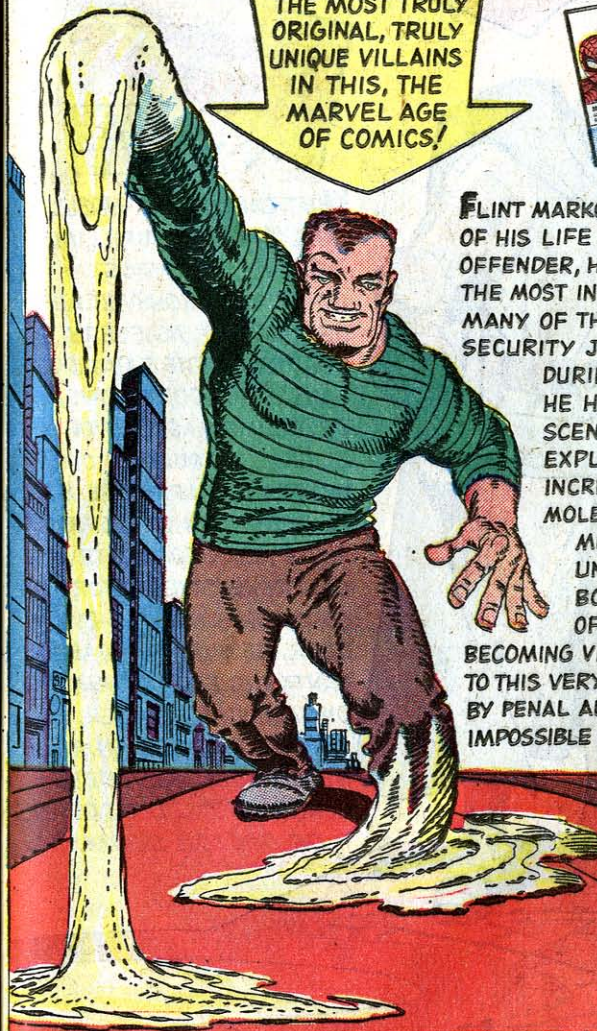
SANDMAN

FIRST APPEARED
IN...



POSSIBLY ONE OF THE MOST TRULY ORIGINAL, TRULY UNIQUE VILLAINS IN THIS, THE MARVEL AGE OF COMICS!

FLINT MARKO HAD SPENT A LARGE PORTION OF HIS LIFE IN PRISON! A HABITUAL OFFENDER, HE WAS KNOWN AS ONE OF THE MOST INCORRIGIBLE PRISONERS AT MANY OF THE NATION'S MAXIMUM SECURITY JAILS! BUT, ONE NIGHT, DURING AN ATTEMPTED ESCAPE, HE HID ON A BEACH, NEAR THE SCENE OF AN ATOMIC TEST EXPLOSION! THERE, BY SOME INCREDIBLE ACCIDENT, THE MOLECULES OF HIS BODY MERGED WITH THE SAND UNDER HIS FEET, AND HIS BODY TOOK ON THE QUALITIES OF THE SAND ITSELF -- BECOMING VIRTUALLY INDESTRUCTIBLE! TO THIS VERY DAY, SANDMAN IS REGARDED BY PENAL AUTHORITIES AS ALMOST IMPOSSIBLE TO KEEP IMPRISONED!



x-722

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

DOCTOR DOOM

FIRST APPEARED
IN...



WHAT CAN WE SAY ABOUT THIS, THE MOST BRILLIANT, MOST FEARED, MOST NOTORIOUS ARCH-VILLAIN OF OUR AGE? AS EVERY READER OF THE FABULOUS FANTASTIC FOUR KNOWS, DR. DOOM'S MASTERY OF SCIENCE IS EQUALLED ONLY BY REED RICHARDS, THE MAN HE HAS SWORN TO DESTROY! FOR A MORE COMPLETE AND COMPREHENSIVE HISTORY OF COMICDOM'S MASTER EVIL-DOER, BE SURE TO READ THE FANTASTIC FOUR ANNUAL #2, ON SALE THIS SUMMER, WHICH FEATURES AN ALL-NEW, THRILLING DOUBLE-LENGTH EPIC... "THE SECRETS OF DOCTOR DOOM!"

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The LIZARD

FIRST APPEARED
IN...



UNLIKE MOST OF SPIDER-MAN'S OTHER FOES, THE LIZARD WAS NOT TRULY EVIL, BUT RATHER AN UNFORTUNATE VICTIM OF FATE, TRANSFORMED FROM A PEACEFUL, FAMILY-LOVING REPTILE EXPERT INTO ONE OF SPIDEY'S MOST OFF-BEAT ENEMIES! BUT TO-DAY, HE IS NORMAL AGAIN, THANKS TO THE AMAZING SPIDER-MAN!



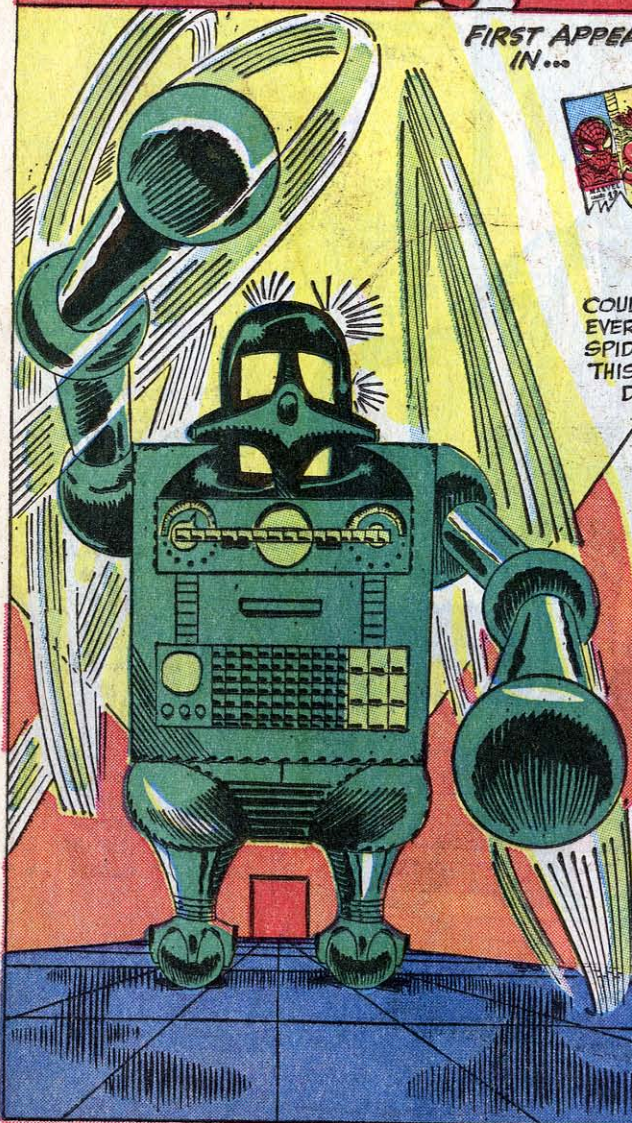
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The Living BRAIN

FIRST APPEARED
IN...



COULD A MERE MACHINE EVER DEFEAT THE AMAZING SPIDER-MAN?? WELL, THIS MACHINE ALMOST DID! FOR, YOU SEE BEFORE YOU ONE OF THE WONDERS OF THE AGE... A MACHINE OF ALMOST LIMITLESS STRENGTH, APPARENTLY INDESTRUCTIBLE, AND CAPABLE OF THINKING MANY TIMES FASTER THAN ANY HUMAN BRAIN! BUILT TO APPROXIMATE THE HUMAN FORM, IT REQUIRED EVERY BIT OF POWER, AGILITY, AND CUNNING WHICH SPIDER-MAN POSSESSED TO END THE ELECTRONIC MENACE OF THIS STRANGE MACHINE!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

ELECTRO

FIRST APPEARED
IN...



ALL THE UNLEASHED POWERS OF ELECTRICITY ARE HIS! FOR HE IS THE MASTER OF ONE OF EARTH'S GREATEST FORMS OF ENERGY! ORIGINALLY AN UNKNOWN ELECTRIC LINEMAN NAMED MAX DILLON, HE BECAME ONE OF THE MOST POWERFUL CRIMINALS OF ALL WHEN A CHANCE LIGHTNING BOLT STRUCK HIM WHILE HE WAS ATOP AN ELECTRIC POLE! KNOWN FOR THE SINISTERLY CLEVER USES TO WHICH HE PUTS HIS AWESOME POWER, ELECTRO IS TRULY ONE OF THE MOST UNUSUAL VILLAINS RAMPANT TODAY!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The ENFORCERS

and

THE
BIG
MAN

FIRST APPEARED
IN...



READING FROM TOP TO
BOTTOM, WE PRESENT...
THE OX, EX-CIRCUS
STRONGMAN WITH THE
MIND OF A CHILD!
MONTANA, THE WESTERN
ROPE-WIZARD WHO CAN
MAKE HIS LASSO DO
EVERYTHING BUT TALK!
FANCY DAN, WHOSE
SMALL SIZE BELIES
THE SPEED AND
ACCURACY OF HIS
POTENT JUDO AND
KARATE BLOWS!
PUT THEM ALL
TOGETHER AND
YOU HAVE A TEAM
OF CRIMINALS
NO CRIME-FIGHTER
WOULD DARE TO
EVER TURN HIS
BACK UPON!

THE BIG MAN,
ALTHOUGH POSSESSING
NO SPECIAL POWERS
OF HIS OWN, WAS
THE MASTER CRIMINAL
WHO ORGANIZED
THE ENFORCERS,
MUCH TO HIS
SUBSEQUENT
REGRET!



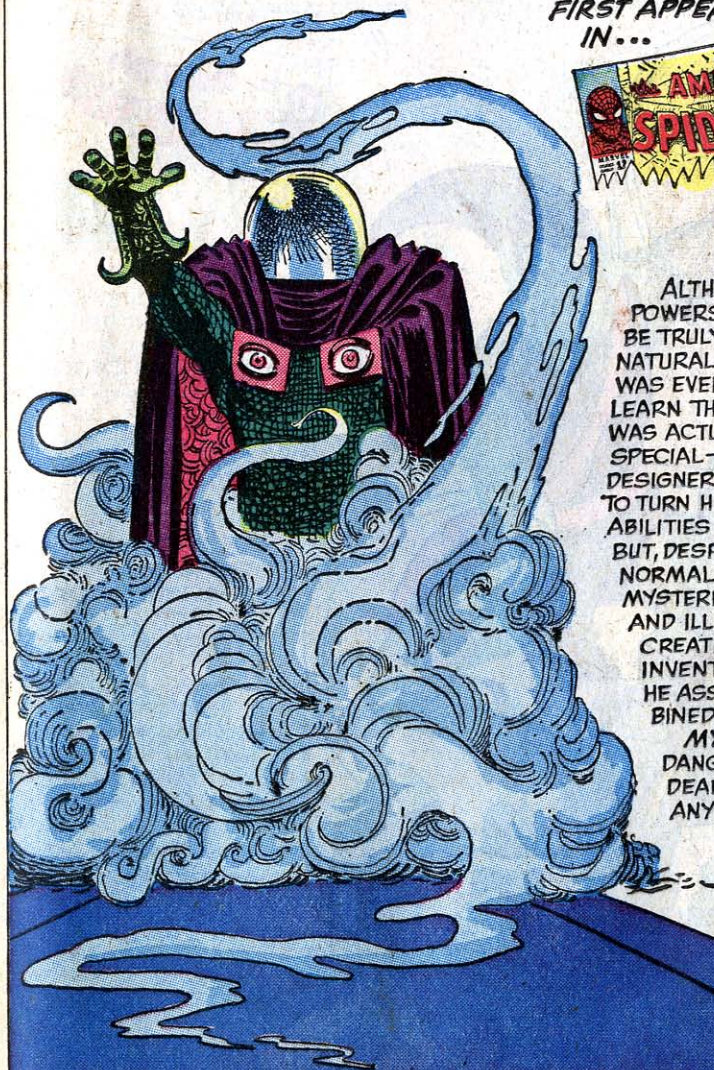
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

MYSTERIO

FIRST APPEARED
IN...



ALTHOUGH HIS
POWERS SEEMED TO
BE TRULY SUPER-
NATURAL, SPIDER-MAN
WAS EVENTUALLY TO
LEARN THAT **MYSTERIO**
WAS ACTUALLY A MOVIE
SPECIAL-EFFECTS
DESIGNER, WHO DECIDED
TO TURN HIS UNUSUAL
ABILITIES TO CRIME!
BUT, DESPITE HIS
NORMAL ORIGIN, THE
MYSTERIOUS EFFECTS
AND ILLUSIONS HE
CREATED, AND THE
INVENTIVE POWERS
HE ASSUMED, COM-
BINED TO MAKE
MYSTERIO AS
DANGEROUS AND
DEADLY A FOE AS
ANY SPIDER-MAN
HAD EVER
FACED!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The Green GOBLIN

FIRST APPEARED
IN...



14
JULY

UNLIKE MOST OF SPIDEY'S OTHER FOES, THE TRUE IDENTITY OF THE GROTESQUE **GREEN GOBLIN** IS STILL UNKNOWN! BUT, POSSESSED OF A FANTASTIC FLYING "BROOM-STICK" AND A WEALTH OF POWERFUL WEAPONS, IT IS CERTAIN THAT WE SHALL SEE MUCH MORE OF THIS DANGEROUSLY DIFFERENT EVIL-DOER IN THE NEAR FUTURE!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

KRAVEN THE HUNTER

FIRST APPEARED
IN...



15
AUG.

NOW HERE IS ONE CHARACTER WHO IS EVERY BIT AS DANGEROUS AS HE LOOKS! **KRAVEN** HAS HUNTED AND DEFEATED EVERY WILD BEAST KNOWN TO MAN, AND ACCOMPLISHED THAT FEAT ALONE AND UNARMED!

HIS SPEED RIVALS THAT OF A CHEETAH, AND HIS SAVAGERY AND STRENGTH ARE IN A CLASS BY THEMSELVES! THUS WE HAVE **KRAVEN, THE HUNTER**, WHOSE ONE BURNING DESIRE IS TO LURE **SPIDER-MAN** INTO THE JUNGLE AND ACHIEVE A FINAL VICTORY OVER HIS YOUTHFUL FOE!



The SECRETS of SPIDER-MAN!

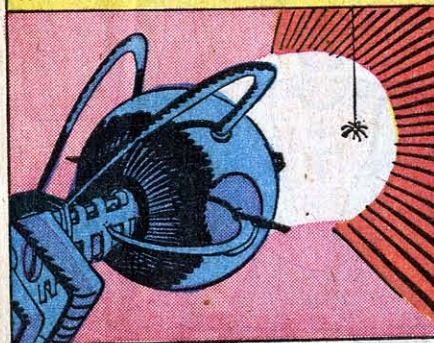
HERE'S MORE PROOF (AS IF YOU NEED IT!) THAT WHEN THE GANG IN THE MARVEL BULLPEN GET TOGETHER TO BRING YOU AN ANNUAL, THEY SURE DON'T SPARE THE HORSES!!



FEATURING:
INSIDE FACTS ABOUT SPIDEY'S POWERS, HIS PROBLEMS, AND HIS PERSONAL LIFE, AS ONLY STAN and STEVE CAN PRESENT THEM!

EVERYTHING YOU WANT TO KNOW ABOUT SPIDEY IS ON THE PAGES THAT FOLLOW...

THE AMAZING, ALMOST LEGENDARY CAREER OF THE YOUTH KNOWN AS SPIDER-MAN HAD ITS BEGINNING SOME TIME AGO, IN THE SCIENCE HALL OF MIDTOWN HIGH SCHOOL, WHERE A DEMONSTRATION OF RADIOACTIVITY WAS TAKING PLACE...



NO ONE AT THE EXHIBITION NOTICED A TINY SPIDER DESCENDING ON A THIN STRAND OF WEB... A SPIDER WHICH FATE HAD CHOSEN TO ABSORB A FANTASTIC AMOUNT OF RADIOACTIVITY AT THE PRECISE MOMENT THAT PETER PARKER WALKED BY!

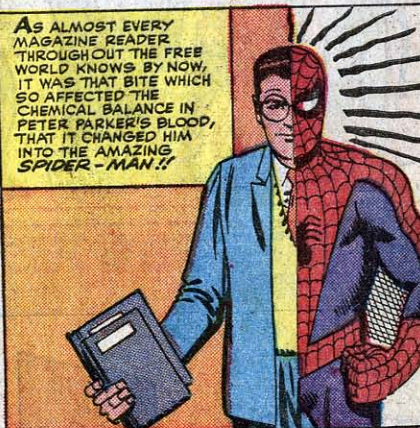


IN SUDDEN SHOCK, THE DYING INSECT BIT THE NEAREST LIVING THING A SPLIT-SECOND BEFORE THE LIFE FLEW FROM ITS BODY... AND, THAT NEAREST LIVING THING WAS THE LAD WHO WAS LATER TO BECOME THE WORLD'S MOST EXCITING TEEN-AGER!



A SPIDER JUST BIT ME!! BUT... WHY IS MY HAND BURNING SO?!

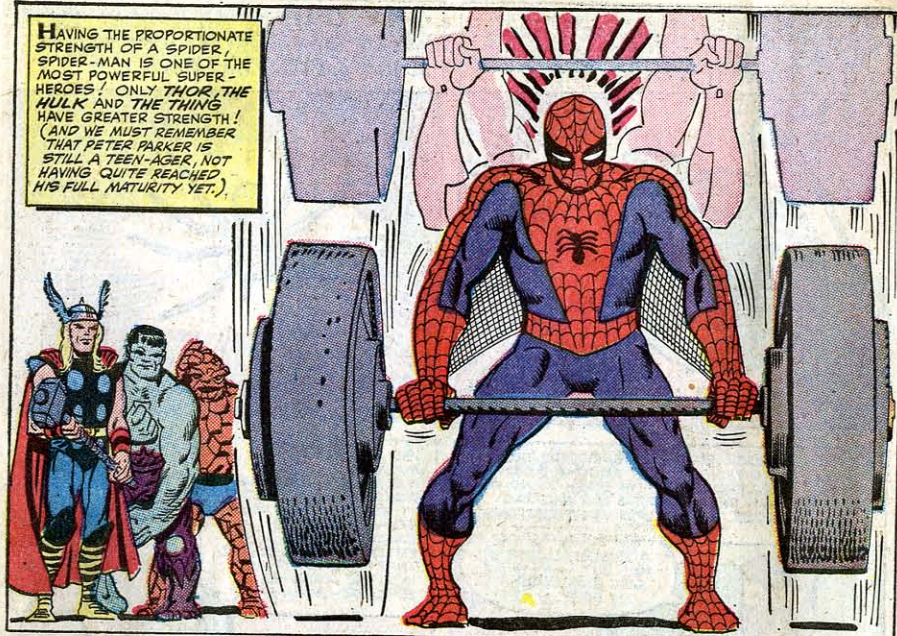
AS ALMOST EVERY MAGAZINE READER THROUGHOUT THE FREE WORLD KNOWS BY NOW, IT WAS THAT BITE WHICH SO AFFECTED THE CHEMICAL BALANCE IN PETER PARKER'S BLOOD, THAT IT CHANGED HIM INTO THE AMAZING SPIDER-MAN!!



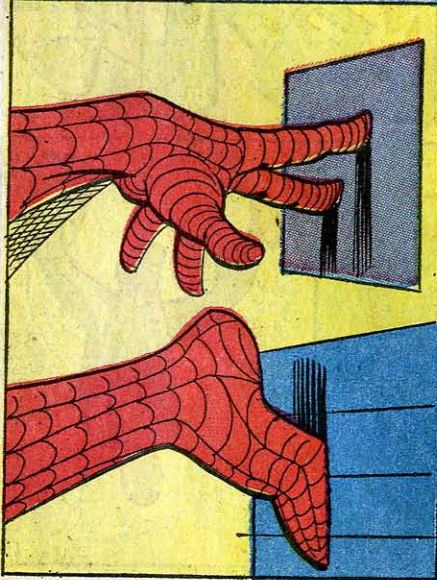
AND NOW, LET US CAREFULLY EXAMINE THE POWERS WHICH PETER PARKER POSSESSES AS SPIDER-MAN!

LET US LEARN THE EXACT NUMBER AND EXTENT OF THEM, AS WE DISCUSS THE THINGS HE CAN, AND CANNOT DO...

HAVING THE PROPORTIONATE STRENGTH OF A SPIDER, SPIDER-MAN IS ONE OF THE MOST POWERFUL SUPER-HEROES! ONLY THOR, THE HULK AND THE THING HAVE GREATER STRENGTH! (AND WE MUST REMEMBER THAT PETER PARKER IS STILL A TEEN-AGER, NOT HAVING QUITE REACHED HIS FULL MATURITY YET.)



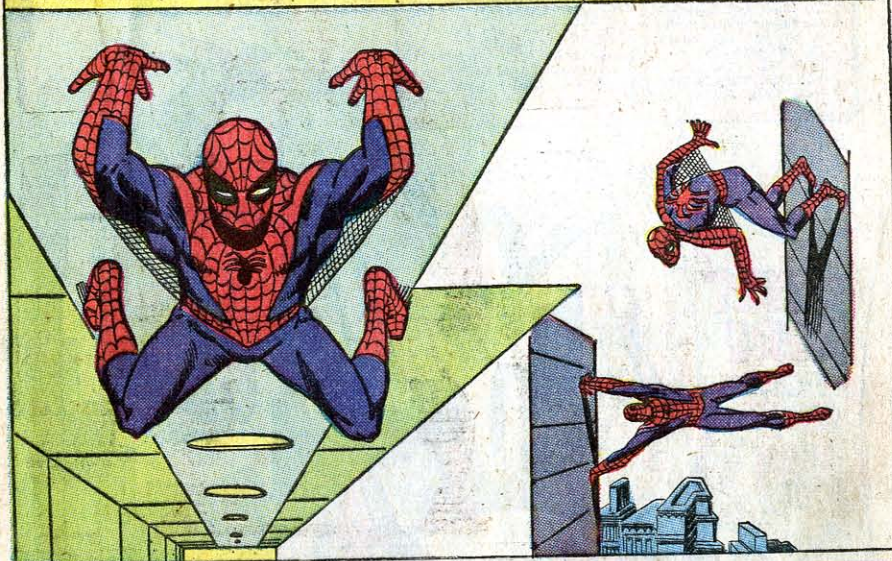
ONE OF SPIDER-MAN'S MOST VALUABLE ASSETS IS HIS CLINGING ABILITY! LIKE A GIANT HUMAN SPIDER, HIS HANDS AND FEET SUPPORT HIM AGAINST THE PULL OF GRAVITY AS THOUGH THEY HAVE THOUSANDS OF TINY SUCTION CUPS!



NO MATTER HOW SMOOTH A SURFACE MAY BE... NO MATTER HOW HIGH, OR HOW PRECARIOUS IT MAY BE, ANY AREA THAT AN ACTUAL SPIDER CAN CLING TO, CAN ALSO SUPPORT THE AMAZING TEEN-AGE ADVENTURER!



PERHAPS AS REMARKABLE AS HIS CLINGING ABILITY ITSELF IS THE EASE WITH WHICH SPIDEY CAN USE IT! THERE IS NEVER ANY HINT OF STRAIN, OR DIFFICULTY IN HIS CLINGING TO WALLS OR CEILINGS! IN FACT, HE IS JUST AS MUCH AT HOME ON ANY SURFACE AS AN ACTUAL SPIDER WOULD BE! (NOTE: SOME OF THE MAGNIFICENT POSES OF SPIDER-MAN TRAVERSING WALLS AND CEILINGS, WHICH STEVE DITKO HAS ILLUSTRATED, HAVE ALREADY REACHED THE STATUS OF CONTEMPORARY CLASSICS!)



AMONG THE MOST NIMBLE OF ALL ADVENTURERS, SPIDER-MAN'S LEAPING ABILITY ALSO DESERVES MENTION! HE IS ABLE TO LEAP THE WIDTH OF AN AVERAGE CITY STREET, AND CAN ATTAIN A HEIGHT OF THREE STORIES WITH ONE SPIDER-POWERED SPRING!



WITH HIS ASSUMPTION OF THE PROPORTIONATE STRENGTH OF A SPIDER, IT IS ONLY NATURAL FOR THE COSTUMED CRUSADER TO POSSESS THE UNCANNY BALANCING ABILITY OF THE WONDERFUL ARACHNIDS AS WELL! SUFFICE IT TO SAY THAT THE AMAZING SPIDER-MAN IS EASILY THE GREATEST BALANCER OF ANY HUMAN BEING ON EARTH!

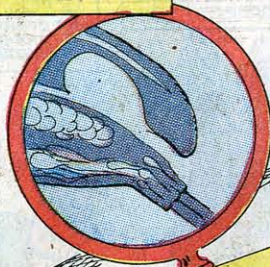
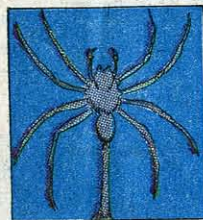


MARVEL'S MERRY MADMEN ARE EXCEPTIONALLY PROUD OF STEVE DITKO'S SUPERB PORTRAYAL OF SPIDER-MAN IN ACTION, DRAWN ESPECIALLY TO DEMONSTRATE HIS AGILITY AND HIS ALMOST UNBELIEVABLE POWERS OF COORDINATION / AS A FAST-MOVING, QUICK-THINKING ACROBATIC STUNT MAN, THE OL' WEB-SPINNER IS UNDENIABLY WITHOUT PEER... JUST AS SENSATIONAL STEVE IS TOPS IN PRESENTING SPIDEY'S UNIQUE BRAND OF LIGHTNING-SWIFT ACTION.

**START
HERE**
FOR
SPIDEY'S
LIVING
ACTION
DEMONSTRATION



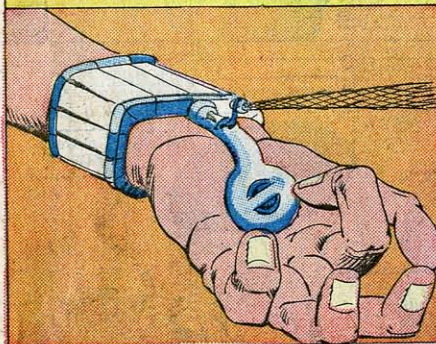
FORTUNATELY FOR PETER PARKER (AND THE WORLD AT LARGE), THE AMAZING TEEN-AGER IS A BRILLIANT SCIENCE STUDENT! HE HAS DEVOTED LONG HOURS OF STUDY TO LEARNING EVERYTHING HE CAN ABOUT SPIDERS! ALTHOUGH IT IS NOT A MATTER OF PUBLIC KNOWLEDGE, HE IS PROBABLY THE WORLD'S GREATEST AUTHORITY ON THE SUBJECT OF WEBS AND THEIR CREATION...



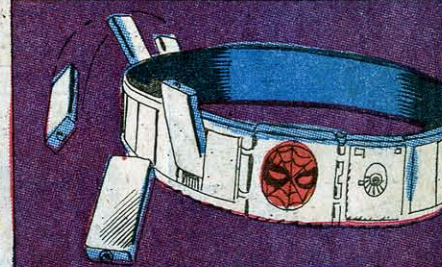
HIS WEB-MAKING ABILITY IS ONE OF HIS MOST CLOSELY-GUARDED SECRETS! BUT WE CAN TELL YOU THIS... HE MAKES HIS OWN WEB FLUID UNDER THE MOST EXACTING CONDITIONS IN THE LAB, STORING IT IN SMALL, COMPACT CYLINDERS LIKE MINIATURE TOOTHPASTE TUBES!



AS ANY SPIDER-MAN READER KNOWS, SPIDEY'S WEB-SHOOTER IS WORN AT HIS WRIST, AND ACTIVATED BY THE SLIGHTEST TOUCH OF HIS FINGER UPON THE SUPER-SENSITIVE ELECTROPE LOCATED ON THE PALM OF HIS HAND!



INASMUCH AS HIS WEBBING IS HIS MOST POTENT WEAPON, THE MASKED ADVENTURER ALWAYS CARRIES SPARE WEB-FLUID CAPSULES CLIPPED ONTO HIS INGENUOUSLY DESIGNED UTILITY BELT!

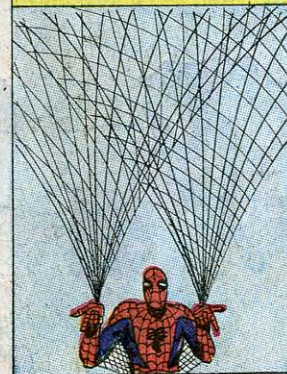


BY ADJUSTING THE NOZZLE OF HIS WEB-SHOOTER IN ONE EASY MOTION, SPIDEY CAN EJECT HIS WEB FLUID IN ANY ONE OF THREE DIFFERENT WAYS...

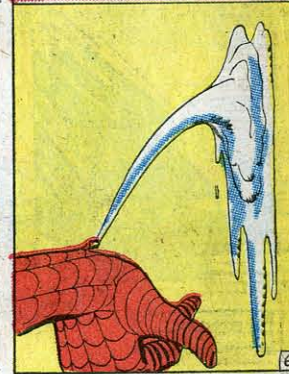
1. AS A THIN, INCREDIBLY STRONG LINE...



2. AS A FINE, QUICK-SPREADING SPRAY...



3. OR AS A THICK, TREMENDOUSLY ADHESIVE LIQUID...



SO FANTASTICALLY STRONG IS SPIDEY'S WEB, THAT IF IT WERE POSSIBLE TO INCREASE ITS THICKNESS TO A HALF-INCH, ONE STRAND WOULD BE ENOUGH TO HOLD THE MIGHTY-MUSCLED THING-A PRISONER FOR LIFE!

THE SPECIAL WEBBING IS ALSO 90% FIREPROOF! UNLESS HE INTENSIFIED HIS FLAME TO A GREAT DEGREE, IT COULD EVEN HOLD THE HUMAN TORCH UNDER NORMAL CONDITIONS!

SPIDER-MAN'S WEBBING IS ALSO CAPABLE OF STRETCHING TO A LIMITED DEGREE, THOUGH ITS POWER CAN NOT COMPARE TO THAT OF MR. FANTASTIC'S!

AND TO COMPLETE OUR COMPARISON WITH THE FANTASTIC FOUR, SPIDEY'S WEBBING DISAPPEARS INTO NOTHINGNESS AFTER ONE HOUR HAS ELAPSED... BEING AS IMPOSSIBLE TO FIND AS THE INVISIBLE GIRL!

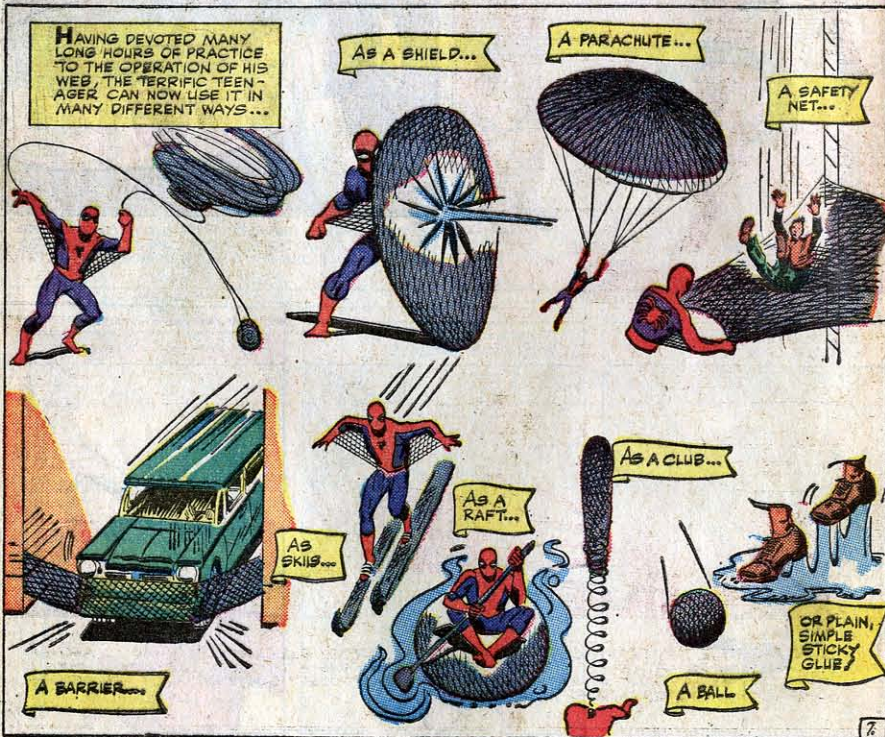


HAVING DEVOTED MANY LONG HOURS OF PRACTICE TO THE OPERATION OF HIS WEB, THE TERRIFIC TEEN-AGER CAN NOW USE IT IN MANY DIFFERENT WAYS...

AS A SHIELD...

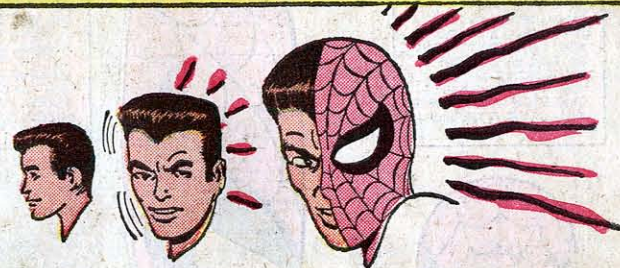
A PARACHUTE...

A SAFETY NET...



SPIDEY'S SPIDER SENSES!

ANOTHER OF SPIDER-MAN'S AMAZING POWERS IS HIS ABILITY TO SENSE DANGER! INVISIBLE, UNDETECTABLE, HIS UNCANNY SPIDER SENSE ALERTS HIM TO ANYTHING OUT OF THE ORDINARY!



OF ALL KNOWN HUMANS, ONLY THE FEARLESS DAREDEVIL HAS SENSES WHICH ARE EVEN MORE HIGHLY DEVELOPED THAN SPIDER-MAN'S!



IT'S LIKE POSSESSING A BUILT-IN RADAR UNIT! EVEN IF BLIND-FOLDED, SPIDEY'S INSTINCTS GUIDE HIM, UNERRINGLY!



EVEN IN TOTAL DARKNESS, HE IS NEVER HELPLESS, THANKS TO HIS SPIDER-SENSE!



IT'S LIKE HAVING EYES IN THE BACK OF YOUR HEAD! SPIDEY IS ALMOST IMPOSSIBLE TO AMBUSH FROM BEHIND!

AND NOW, FOR THE BENEFIT OF MANY INTERESTED FANS WHO HAVE ASKED WHY WE SHOW OL' WEB-HEAD WITH THOSE RADIATING LINES AROUND HIM SO OFTEN, OR WITH HIS HALF-PETER PARKER, HALF-SPIDER-MAN FACE... WE DO IT MERELY TO HEIGHTEN THE DRAMA! NOTE HOW MUCH LESS INTERESTING IT WOULD LOOK WITHOUT THOSE EFFECTS...



OR, SEE THIS EXAMPLE...



STAN AND STEVE TAKE DRAMATIC LICENSE BY SHOWING EFFECTS SUCH AS THOSE DEPICTED ABOVE! NATURALLY, WE DO NOT MEAN TO IMPLY THAT OTHER CHARACTERS IN THE STORY SEE THEM... ANY MORE THAN WE IMPLY THAT OTHER CHARACTERS SEE THE THOUGHT BALLOONS WHICH APPEAR OVER PEOPLE'S HEADS! OKAY? OKAY!

The SECRET of SPIDER-MAN'S MASK

PERHAPS YOU ARE ONE OF THE MANY READERS WHO HAVE WRITTEN US TO ASK WHY SPIDEY'S EYES DON'T SHOW THROUGH HIS MASK'S EYELETS? WELL, THERE REALLY IS A REASON!

THE WHITE AREAS IN SPIDEY'S EYE CUT-OUTS ON HIS MASK ARE REALLY CLEVER PLASTIC LENSES OF THE TWO-WAY MIRROR TYPE. HE CAN SEE OUT VERY CLEARLY, BUT NO ONE CAN SEE IN THERE. BEFORE, HE CAN NEVER BE RECOGNIZED BY THE COLOR OF HIS EYES!

THESE INGENUOUS PLASTIC LENSES ALSO PROTECT HIS EYES FROM DUST, DIRT, AND THE GLARE OF THE SUN!

SPIDEY'S COSTUME

SPIDER-MAN'S COLORFUL HEAD-MASK CONCEALS HIS FEATURES AND ALSO EFFECTIVELY MUFFLES HIS VOICE, MAKING IT UNRECOGNIZABLE!

LIGHT IN WEIGHT AND SKIN-TIGHT, HIS COSTUME MAY EASILY BE WORN UNDER HIS STREET CLOTHES!

SPIDEY'S HIGH SLEEVES PREVENT HIS COSTUME FROM BEING NOTICED IF EVER HIS SHIRT-SLEEVES SHOULD BECOME OPEN AT THE CUFFS!

DESIGNED LIKE AN EXPANSION WATCH-BAND, SPIDEY'S WEB-SHOOTER IS EXTREMELY FLEXIBLE! THE POINTER SWIVELS AROUND AND HOOKS ONTO HIS BELT WHEN NOT IN USE!

SO LIGHTWEIGHT ARE HIS SHOES THAT THEY CAN BE FOLDED AND HELD SNUGLY IN HIS BACK POCKET!

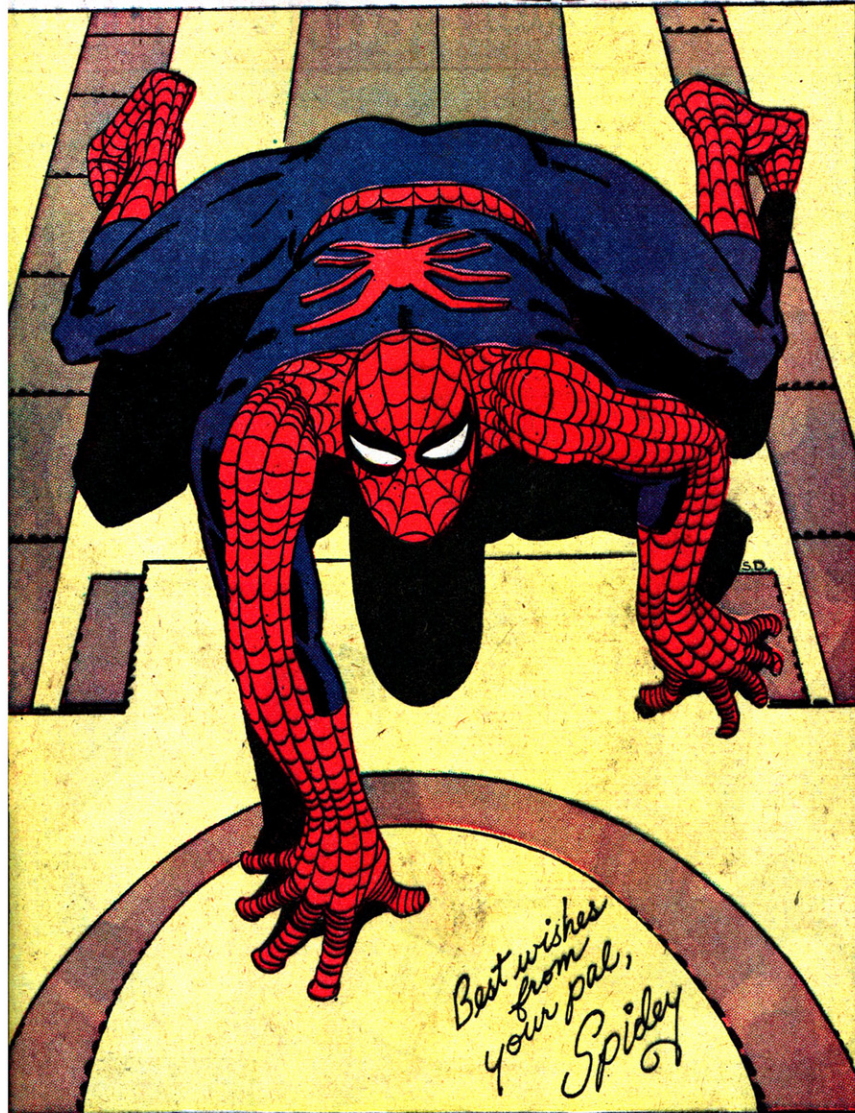
PETER PARKER'S FAVORITE HEEL and Heart-Throb



MISS BRANT!! IF YOU INSIST ON TALKING TO THAT WEAK-KNEED, WEAK-WITTED PETER PARKER, DO IT ON YOUR OWN TIME! MISS BRANT!! AT LEAST SHUT UP LONG ENOUGH TO NOD TO ME WHILE I'M YELLING AT YOU!

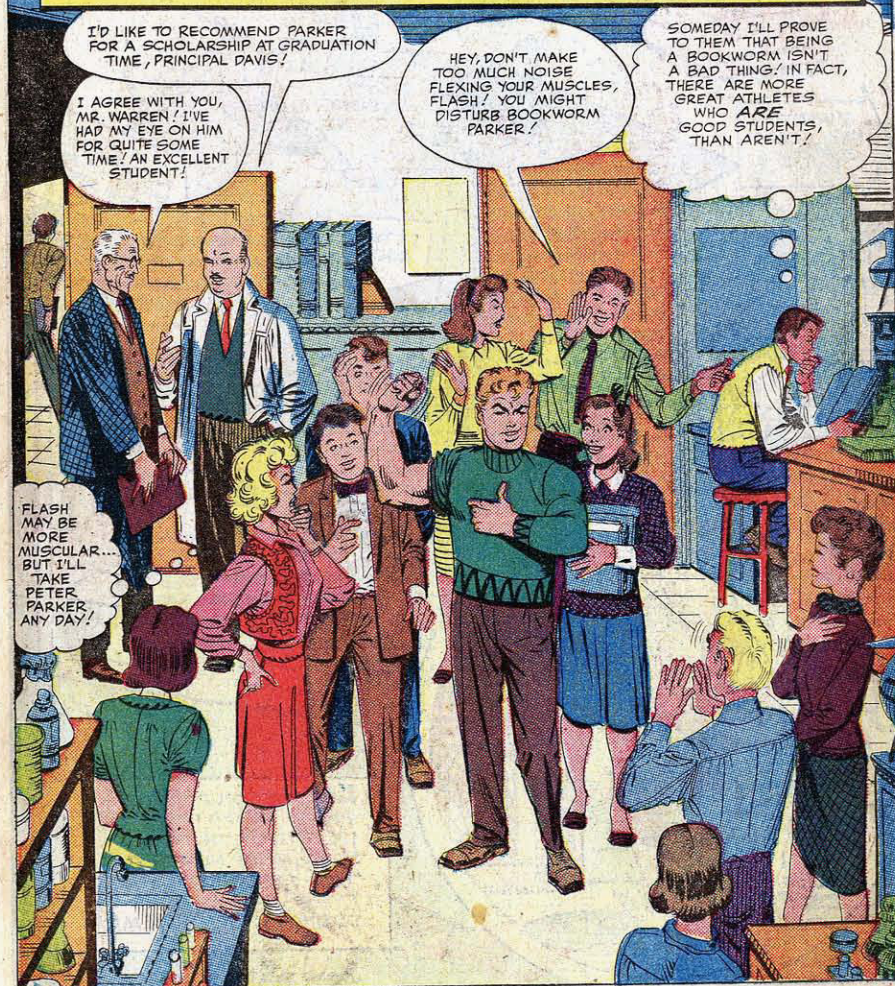
YOU'LL HAVE TO SPEAK LOUDER, PETER...THERE'S A LOT OF NOISE HERE AT THE OFFICE! WHAT'S THAT? NO, I DON'T WANT TO TALK ABOUT SPIDER-MAN...I WANT TO TALK ABOUT YOU!

PETER PARKER AS.. SPIDER-MAN

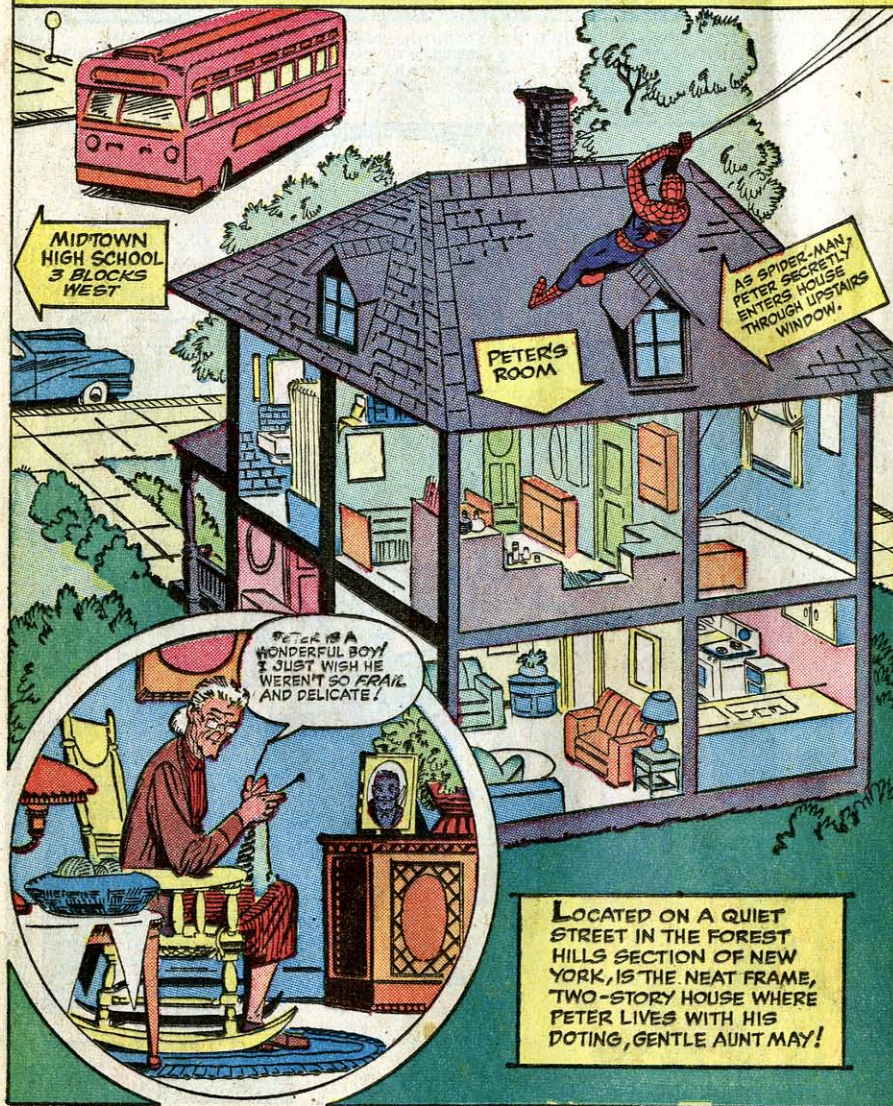


PETER PARKER'S CLASSMATES

PETER IS A SENIOR AT MIDTOWN HIGH SCHOOL, IN FOREST HILLS. / POSSESSING ONE OF THE HIGHEST INTELLIGENCE QUOTIENTS ON RECORD, HE HAS A STRAIGHT "A" AVERAGE IN ALL SUBJECTS, BUT HIS MAIN INTEREST IS SCIENCE. / THIS IS A TYPICAL SCENE IN PETE'S SCIENCE CLASS, JUST BEFORE THE STARTING BELL RINGS ---



PETER PARKER's House

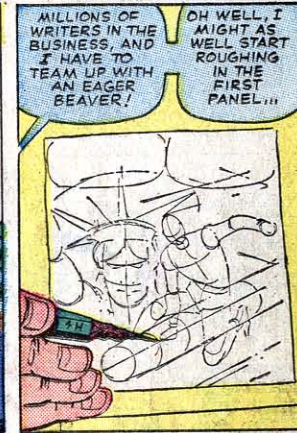
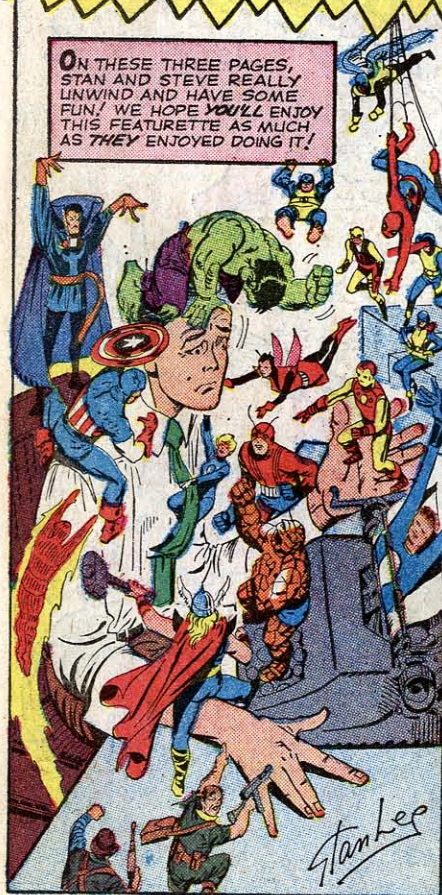


GUEST STAR PAGE

FOR YOUR MARVEL SCRAPBOOK, WE PRESENT THIS PIN-UP OF SPIDEY BATTLING THE FABULOUS FANTASTIC FOUR AND THE INCREDIBLE HULK! THIS PAGE IS CERTAIN TO BECOME A COLLECTOR'S ITEM DUE TO THE FACT THAT OUR FIVE GUEST STARS ARE DRAWN IN THE SOMEWHAT DIFFERENT DITKO STYLE!



HOW STAN LEE and STEVE DITKO CREATE SPIDER-MAN!



100^{PC.} TOY SOLDIER^{SET}

\$1.25

MADE OF DURABLE PLASTIC, EACH WITH ITS OWN BASE.



**PACKED IN THIS
PASTEBOARD
FOOTLOCKER
TOY STORAGE BOX**

An imaginary war scene is shown above
EACH FOOTLOCKER CONTAINS:

- | | | |
|---------------|------------------|--------------|
| 4 Tanks | 8 Machinegunners | 4 Bombers |
| 4 Jeeps | 8 Sharpshooters | 4 Trucks |
| 4 Battleships | 4 Infantrymen | 8 Jet Planes |
| 4 Cruisers | 8 Officers | 8 Cannon |
| 4 Sailors | 8 Waves | 4 Bazookamen |
| 4 Riflemen | 8 Wacs | 4 Marksman |

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C.O.D.'s
Rush the TOY SOLDIERS TO ME!
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