

SPIDERMAN
ANNUAL

72
BIG
PAGES

MARVEL
COMICS
GROUP 25¢

SPECIAL KING SIZE ANNUAL!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

#2
1965

the AMAZING SPIDER-MAN

IND.

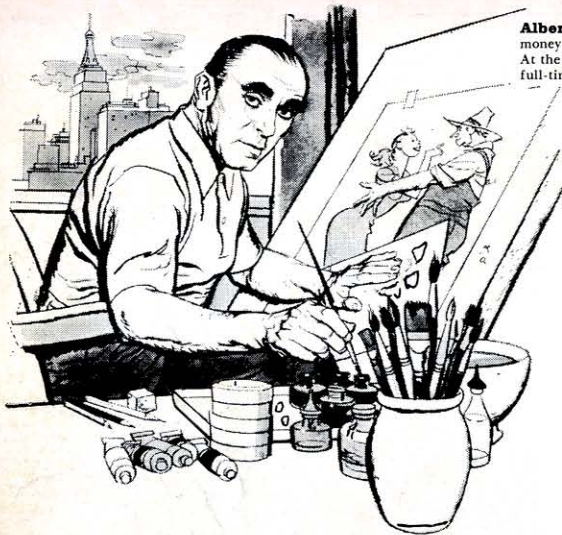
"THE WONDROUS WORLDS
OF DOCTOR STRANGE!"

↑
ALL
NEW



PLUS..

3 OF SPIDEY'S
EARLIEST,
GREATEST,
MOST-REQUESTED
FULL-LENGTH EPICS!



He's Looking for People Who Like to Draw

TODAY HUNDREDS of men and women who never thought they could be artists are working happily at easels and drawing boards, making pictures and getting well paid for it. They all can thank Albert Dorne, a famous artist who devotes almost his full time to helping other people become artists.

Some of the People Dorne Has Helped

Herb Smith was a payroll clerk. Soon after he started studying with us, he landed an art job with a large printing firm. This was four years ago; today he's head artist for the same firm.

Don Golemba of Detroit is another. He stepped up from railroad worker to the styling department of a big automobile company—by showing his work with the School. Now he helps design new-car models.

Pat Browning wanted to escape from her dull typing job to something creative. Soon after studying with us, she was promoted to full-time artist with the same firm—at much more money.

With the right training, Wanda Pickulski gave up her typing job

to become fashion artist for a local department store.

Eric Ericson worked in a garage while he studied art at night. Today he is a successful artist, earns seven times as much, and is building a new home for his family.

Long before Albert Dorne started looking for people who like to draw, they came to him for advice and help. Since he alone could help only a few of these people, he called together America's most successful artists—men like Norman Rockwell, Jon Whitcomb, Stevan Dohanos and Al Parker.

A Plan to Help Others

He said: "All over America, there are people who like to draw, who could be turned into good artists. Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years? I'm suggesting a new kind

America's 12 Most Famous Artists

Norman Rockwell	Fred Ludekens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Giusti	Harold Von Schmidt
Peter Helck	Albert Dorne

Albert Dorne—probably the greatest money-maker in the history of commercial art. At the height of his career, he began a full-time search for people who like to draw.

of school—a home-study art school that would give talented people the best professional art training, no matter where they live."

The famous artists agreed. Taking time from their busy careers, they spent several years creating a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, the famous artists developed a wonderful way to give each student personal correction and advice all through his training.

Albert Dorne is not surprised by the success of his students. "The art field is growing. We keep getting calls from all over the country, asking us for practical, well-trained students who can step into full-time or part-time art jobs."

Famous Artists Talent Test

To find others with art talent worth developing, the Famous Artists created a 12-page talent test. Thousands paid to take this test, but now the School offers it free and grades it free. Men and women who do well on the test—or can offer other evidence of art talent—may enroll in the School. But there's no obligation. Simply mail the coupon below.

Famous Artists Schools Studio 7662, Westport, Conn.

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test and descriptive brochure.

Mr. ☐ Age _____
 Mrs. ☐ Age _____
 Miss ☐ *Please circle one and print name*
 Address _____
 City _____ Zone _____
 County _____ State _____



'THE WONDROUS WORLD OF Dr. STRANGE!'

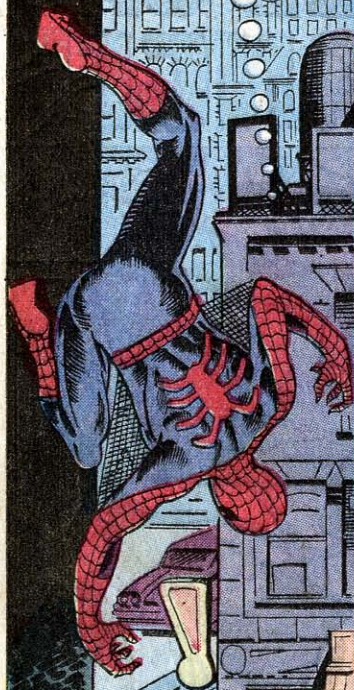


WRITTEN and EDITED BY
THE TOAST OF MARVEL:
STAN LEE
 PLOTTED and DRAWN BY
THE BOAST OF MARVEL:
STEVE DITKO
 LETTERED and BORDERED
BY THE GHOST OF MARVEL:
SAM ROSEN

THIS COULD BE CALLED OUR "BE NICE TO STEVEY DITKO" ISSUE / WE WANTED TO FEATURE A REALLY OFF-BEAT YARN FOR SPIDEY'S ANNUAL, AND STEVEN DREAMED THIS ONE UP! (THE FACT THAT HE ALSO DRAWS DOC STRANGE MAY HAVE HAD SOMETHING TO DO WITH IT!) SO, READY OR NOT, HERE WE GO....!

THERE ARE EIGHT MILLION STORIES IN THE BIG CITY, BUT YOU'VE NEVER SEEN ANY LIKE THIS ONE! AS THE SHADES OF NIGHT BEGIN TO FALL, A SILENT FIGURE PLOWS OVERHEAD! THIS DOES YOUR FRIENDLY NEIGHBOOR SPIDER-MAN MAKE HIS APPOINTED ROUNDS...!

EVERYTHING IS QUIET SO FAR! I MIGHT AS WELL HAVE STAYED HOME WITH A GOOD BOOK... OR EVEN A BAD ONE!



THIS IS REALLY DULLVILLE! I CAN'T EVEN FIND A LITTERBUG, OR A JAY-WALKER! ON A NIGHT LIKE THIS I FEEL ABOUT AS USEFUL AS A SECOND-HAND TUBE OF DINOSAUR REPELLANT!



WELL, I MIGHT AS WELL LOOK AT THE BRIGHT SIDE! AT LEAST THIS IS KEEPING ME OUT OF THE POOLROOM!

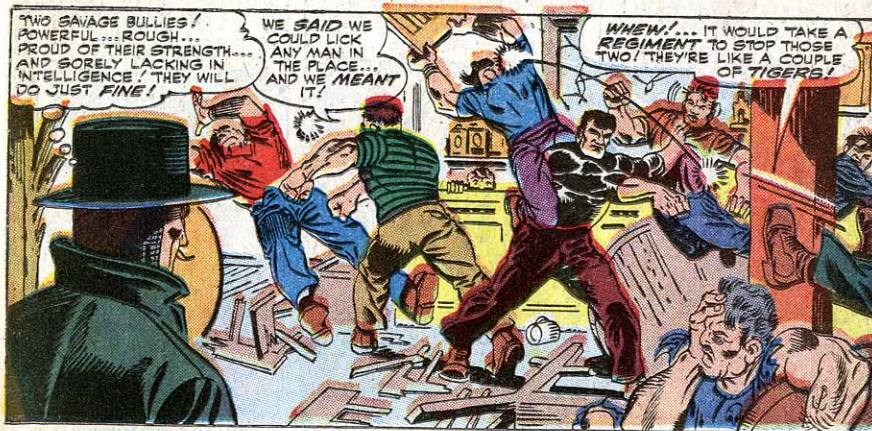
MAYBE I CAN HELP A LITTLE OLD LADY CROSS THE STREET, SO THE EVENING WON'T BE A COMPLETE WASTE!



BUT, IN ANOTHER PART OF TOWN, A SITUATION IS ABOUT TO DEVELOP WHICH WILL SOON EMBROIL THE COSTUMED TEENAGER IN ONE OF THE MOST FANTASTIC BATTLES OF HIS LIFE! LET'S WATCH THIS TALL, SILENT STRANGER AS HE WALKS TOWARD... THE UNKNOWN...



A TYPICAL BAR-ROOM BRAWL! PERHAPS HERE I SHALL FIND WHAT I SEEK?

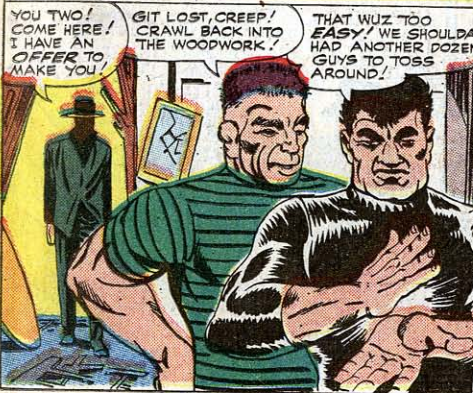


TWO SAVAGE BULLIES! POWERFUL... ROUGH... PROUD OF THEIR STRENGTH... AND SORELY LACKING IN INTELLIGENCE! THEY WILL DO JUST FINE!

WE SAID WE COULD LICK ANY MAN IN THE PLACE... AND WE MEANT IT!

WHEN!... IT WOULD TAKE A REGIMENT TO STOP THOSE TWO! THEY'RE LIKE A COUPLE OF TIGERS!

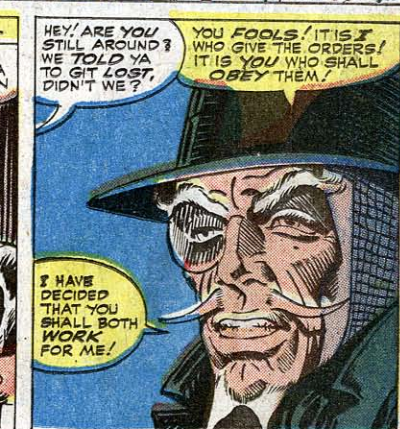
SECONDS LATER, AFTER THE FESTIVITIES HAVE ENDED...



YOU TWO! COME HERE! I HAVE AN OFFER TO MAKE YOU!

GIT LOST, CREEP! CRAWL BACK INTO THE WOODWORK!

THAT WUZ TOO EASY! WE SHOULD HAD ANOTHER DOZEN GUYS TO TOSS AROUND!



HEY! ARE YOU STILL AROUND? WE TOLD YA TO GIT LOST, DIDN'T WE?

YOU FOOLS! IT IS I WHO GIVE THE ORDERS! IT IS YOU WHO SHALL OBEY THEM!

I HAVE DECIDED THAT YOU SHALL BOTH WORK FOR ME!



WORK?? HEY, DIDJA HEAR THAT AWFUL WORD HE USED?? I WONDER WHAT IT MEANS??

HE'S ASKIN' FOR A FAT LIP... AND HE'LL GET IT! SOON AS I STOP LAUGHIN'!



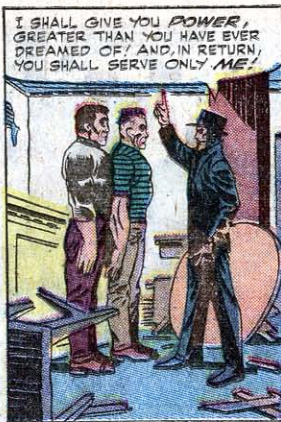
BUT SUDDENLY, THE LOW-VOICED STRANGER'S EYES SEEM TO BURN WITH AN UNEARTHLY BRILLIANCE, AS A HYPNOTIC BOLT OF SHEER FORCE, BLAZES OUT, SHATTERING THE AIR ABOUT HIM...

SILENCE! WHEN KANDU COMMANDS, OTHERS OBEY!! MY WILL IS YOUR WILL! THUS SPEAKS KANDU!



YOUR-WILL-
IS-OUR-
WILL!

XANDU-
MUST-BE-
OBEYED!



I SHALL GIVE YOU **POWER**,
GREATER THAN YOU HAVE EVER
DREAMED OF! AND, IN RETURN,
YOU SHALL SERVE ONLY **ME**!

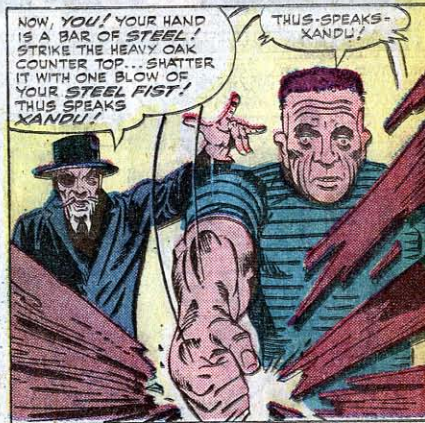


UNDER MY HYPNOTIC SPELL,
YOU WILL FEEL NO PAIN... YOU
WILL FEAR NO FOE! AND
NOW, TO TEST MY CONTROL
OVER YOU...!



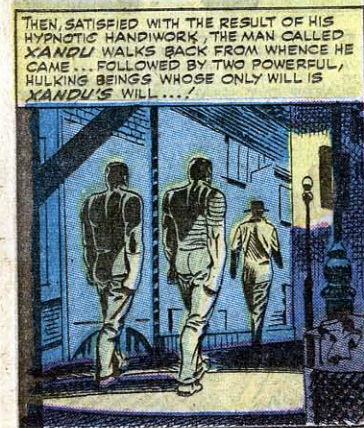
STRIKE... WITH
ALL YOUR MIGHT!
GOOD! GOOD!

YOU OBEYED INSTANTLY!
AND UNDER MY SPELL, HE
FELT **NOTHING**! THE BLOW
DID NOT AFFECT HIM!

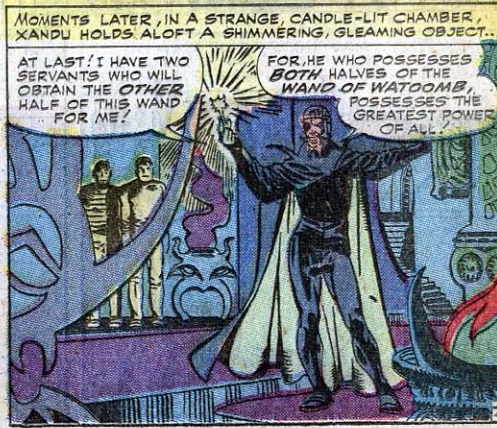


NOW, **YOU**! YOUR HAND
IS A BAR OF **STEEL**!
STRIKE THE HEAVY OAK
COUNTER TOP... SHATTER
IT WITH ONE BLOW OF
YOUR **STEEL FIST**!
THUS SPEAKS
XANDU!

THUS SPEAKS-
XANDU!



THEN, SATISFIED WITH THE RESULT OF HIS
HYPNOTIC HANDIWORK, THE MAN CALLED
XANDU WALKS BACK FROM WHENCE HE
CAME... FOLLOWED BY TWO POWERFUL,
HULKING BEINGS WHOSE ONLY WILL IS
XANDU'S WILL...!



MOMENTS LATER, IN A STRANGE, CANDLE-LIT CHAMBER,
XANDU HOLDS ALOFT A SHIMMERING, GLEAMING OBJECT...!

AT LAST! I HAVE TWO
SERVANTS WHO WILL
OBTAIN THE **OTHER**
HALF OF THIS WAND
FOR ME!

FOR HE WHO POSSESSES
BOTH HALVES OF THE
WAND OF WATOOMB,
POSSESSES THE
GREATEST POWER
OF ALL.



THE MISSING HALF OF
THIS ENCHANTED WAND
WAS TAKEN FROM **ANOTHER**
DIMENSION... BY THE MASTER
OF THE MYSTIC ARTS...
DOCTOR STRANGE!!

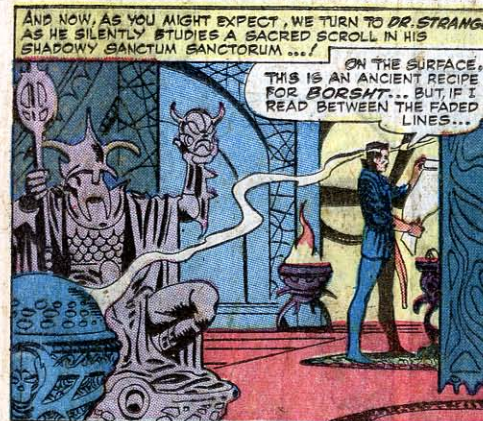


BUT, ONCE I WREST IT FROM
HIM, IT IS I, **XANDU**, WHO
WILL BE MASTER OF THE
MYSTIC ARTS! INDEED, I
SHALL BE MASTER OF
ALL!



NOW, **GO**, MY UNWITTING
SLAVES! IT IS **YOU** WHO SHALL
DEFEAT **DR. STRANGE** FOR ME!

WHILE I **GUIDE** YOU ON
YOUR QUEST... THROUGH
THE POWER OF MY **HYPO-
NOTIC EYES**!



AND NOW, AS YOU MIGHT EXPECT, WE TURN TO **DR. STRANGE**,
AS HE SILENTLY STUDIES A SACRED SCROLL IN HIS
SHADOWY SANCTUM SANCTORUM...!

ON THE SURFACE,
THIS IS AN ANCIENT RECIPE
FOR **BORSHT**... BUT, IF I
READ BETWEEN THE FADED
LINES...



SUDDENLY, HIS KEEN EARS DETECT THE SOUND
OF DOUBLE DOORS SLAMMING OPEN, AND
THEN...

INTRUDERS! INVADING
MY PRIVACY! THEY SHALL
PAY **DEARLY** FOR THIS
AFFRONT!



ONE SIMPLE
SPELL WILL
SERVE TO...
NO!

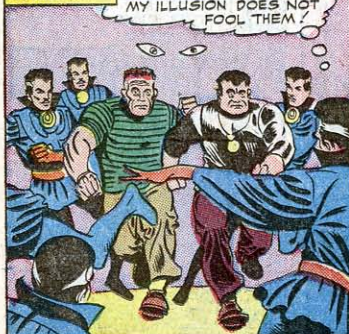
MY SPELL IS **USELESS**!
THEIR MINDS ARE BLANK...
EMPTY! THEY ARE UNDER
THE CONTROL OF
ANOTHER! BUT...
WHO??



I MUST GAIN
TIME... TIME TO
PONDER THIS
PUZZLE!

I'LL CREATE A MULTI-FIGURED
ILLUSION... TO DISTRACT THEM... TO
KEEP THEM FROM GETTING WITHIN
STRIKING DISTANCE OF ME!

BUT XANDU, WHO IS PRESENT THROUGH THE POWER OF HIS HYPNOTIC EYES, CAN DETECT THE TRUE DOCTOR STRANGE... AS HE GUIDES HIS TWO HUMAN CATS-PAWS....



MY ILLUSION DOES NOT FOOL THEM!

THERE IS NO TIME FOR FURTHER EVASIVE ACTION! I MUST DO BATTLE! BUT THEIR STRENGTH IS INCONCEIVABLE! ...UHHH!



WITHIN SECONDS, THE VALIANT MASTER OF THE MYSTIC ARTS IS DOWNED...LAPSING INTO UNCONSCIOUSNESS, AS HIS ENCHANTED AMULET PROTECTS HIS STILLED FIGURE FROM FURTHER HARM.



WELL, DONE! BUT NOW HE IS OF NO FURTHER INTEREST TO US! IT IS THE WAND! YOU MUST FIND THE OTHER HALF OF THE WAND OF WATOOMB!

IT MUST BE LOCKED SOMEWHERE! SMASH OPEN EVERY CABINET UNTIL IT IS FOUND! THUS SPEAKS XANDU!



WAIT! SEARCH NO LONGER! THE FATES HAVE SMILED UPON ME! THERE IT IS! WE'VE FOUND IT!



AND NOW, FOR THOSE WHO MAY THINK WE'VE FORGOTTEN WHAT MAGAZINE THIS IS SUPPOSED TO BE, WE OFFER PROOF THAT WE DO REMEMBER... BECAUSE HERE COMES SPIDEY NOW!



THOSE TWO FIGURES STEALING OUT OF A SKYLIGHT...OBVIOUSLY BURGLARS! AND YET, THEY SOMEHOW SEEM LIKE... SLEEP WALKERS!!

I KNEW IF I SWUNG AROUND LONG ENOUGH I'D FIND SOMETHING TO BREAK THE MONOTONY!



STAY WHERE YOU ARE, BOYS! I'M IN THE MOOD FOR A SUMMIT CONFERENCE!

IT'S SPIDER-MAN!! BUT WE'VE COME TOO FAR TO BE STOPPED NOW! HE CANNOT HURT YOU! SMASH HIM!



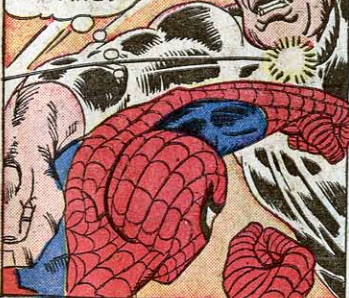
HEY! ARE YOU GUYS KIDDING??! TAKING A POKE AT ME IS LIKE INSTANT ANNIHILATION!



BUT I GUESS YOU WANNA BE ABLE TO BRAG TO YOUR GRANDCHILDREN THAT YOU WERE ONCE KNOCKED OUT BY SPIDEY... SO HERE'S YOUR CHANCE!



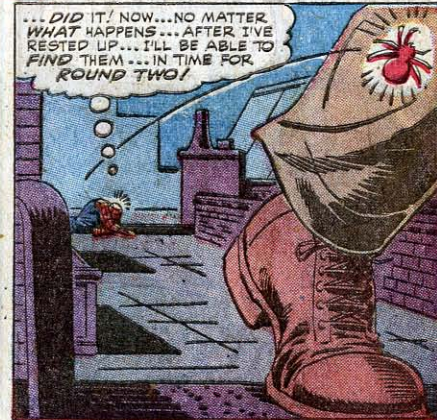
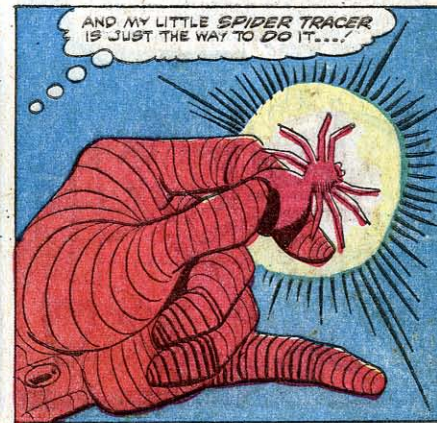
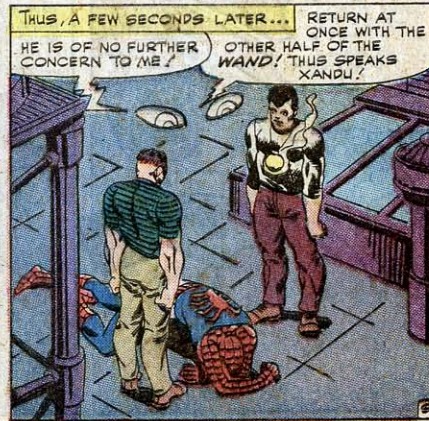
SAY! WHAT GIVES? IT'S LIKE HITTING A STONE WALL! THEY DON'T EVEN FEEL IT! I MUST BE SLIPPING!

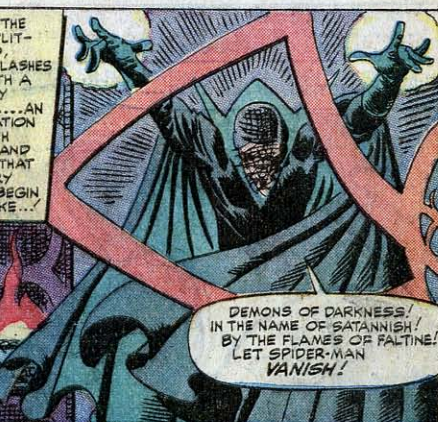
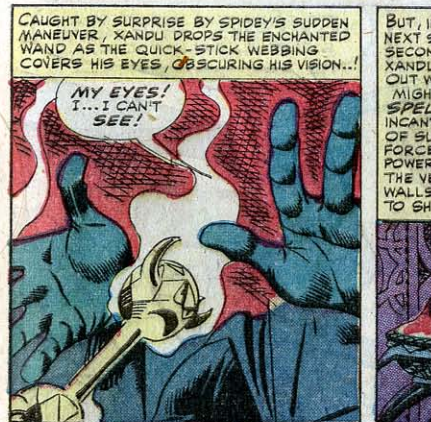
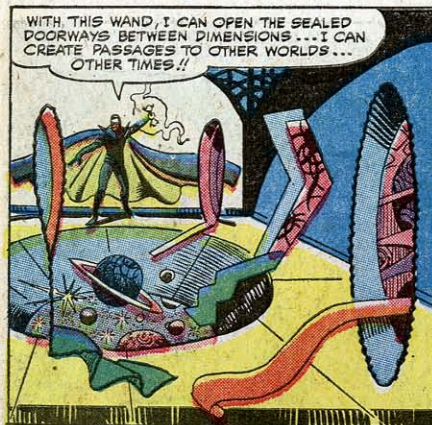


BUT I KNOW MY PUNCHES HAVE THE SAME OI! WHAMEROO IN 'EM! SO IT ISN'T ME! IT'S THEM!

I'M FIGHTIN' A COUPLE OF WALKING POWER-HOUSES!





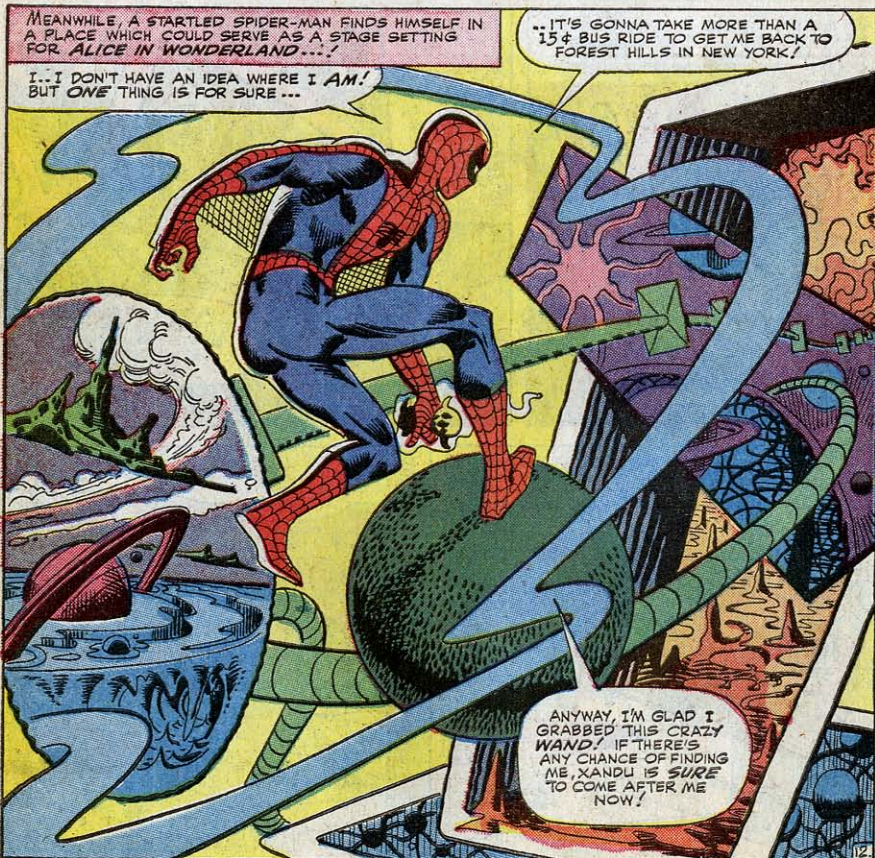




I'M TOO LATE! HE TOOK IT WITH HIM, INTO THE UNKNOWN DIMENSION TO WHICH I BANISHED HIM!



BUT, I'LL GET IT BACK! I MUST GET IT BACK! AND YOU TWO SHALL BE THE ONES TO DO IT!



MEANWHILE, A STARTLED SPIDER-MAN FINDS HIMSELF IN A PLACE WHICH COULD SERVE AS A STAGE SETTING FOR ALICE IN WONDERLAND...

I...I DON'T HAVE AN IDEA WHERE I AM! BUT ONE THING IS FOR SURE...

..IT'S GONNA TAKE MORE THAN A 15¢ BUS RIDE TO GET ME BACK TO FOREST HILLS IN NEW YORK!

ANYWAY, I'M GLAD I GRABBED THIS CRAZY WAND! IF THERE'S ANY CHANCE OF FINDING ME, XANDU IS SURE TO COME AFTER ME NOW!



WELL, WELL! HERE COME THE TWO HAPPINESS BOYS! XANDU CERTAINLY DIDN'T WASTE ANY TIME!



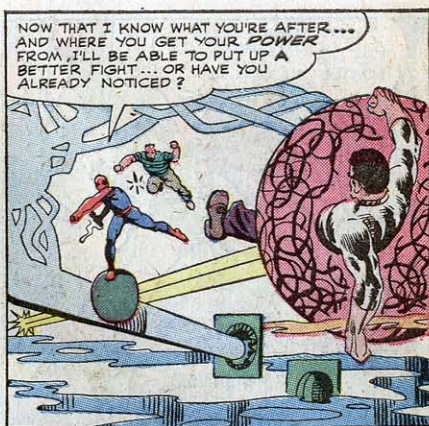
I'LL HAVE TO KEEP THIS UP UNTIL THEY HEAD FOR HOME, AND THEN TRY TO FOLLOW THEM!



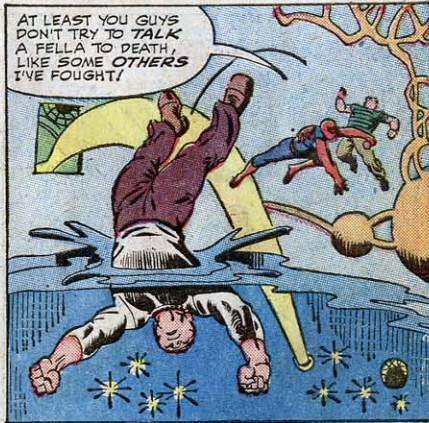
MEANWHILE, IN HIS MYSTIC RETREAT IN GREENWICH VILLAGE, DR. STRANGE FINALLY RECOVERS CONSCIOUSNESS...

MY HALF OF THE ENCHANTED WAND OF WATOOMB IS GONE! SO THAT'S WHAT THEY WERE AFTER!

BUT IT MUST BE FOUND! ITS POWER IS TOO GREAT TO BE ALLOWED TO FALL INTO OTHER HANDS!



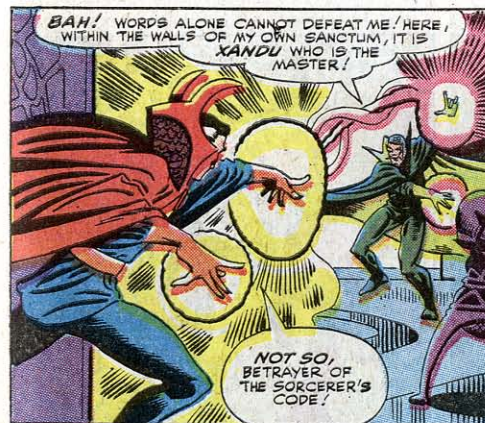
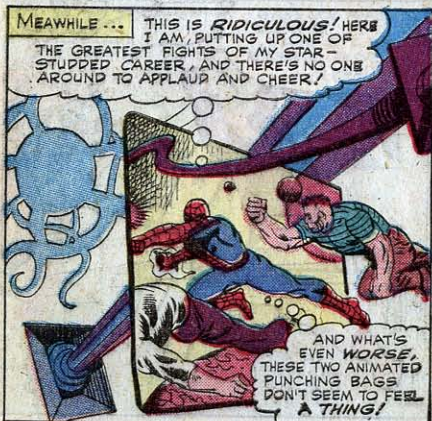
NOW THAT I KNOW WHAT YOU'RE AFTER... AND WHERE YOU GET YOUR POWER FROM, I'LL BE ABLE TO PUT UP A BETTER FIGHT... OR HAVE YOU ALREADY NOTICED?

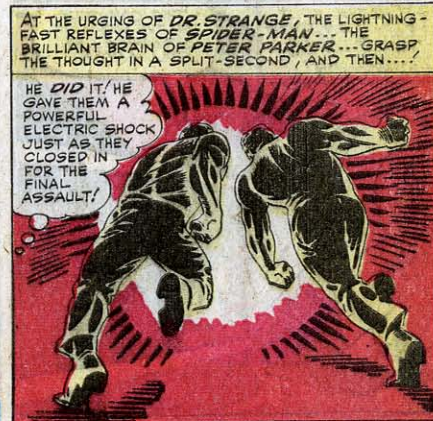
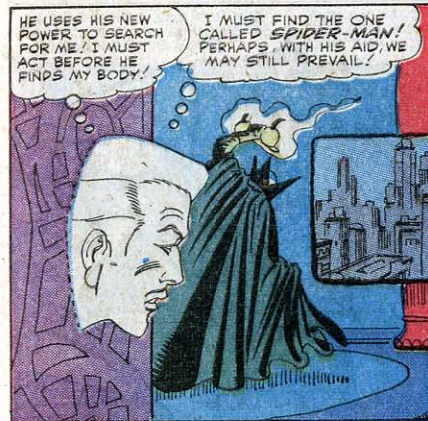


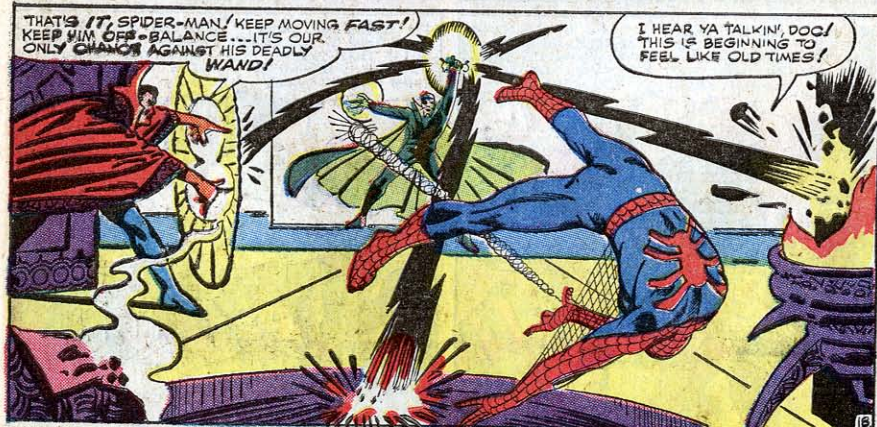
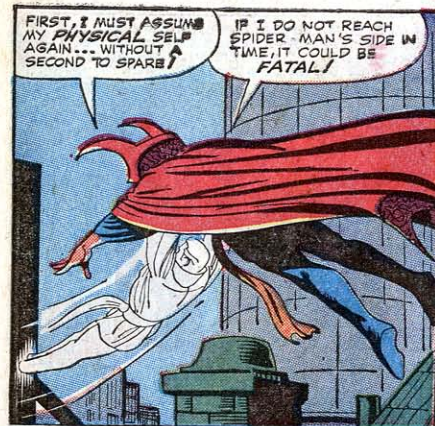
AT LEAST YOU GUYS DON'T TRY TO TALK A FELLA TO DEATH, LIKE SOME OTHERS I'VE FOUGHT!

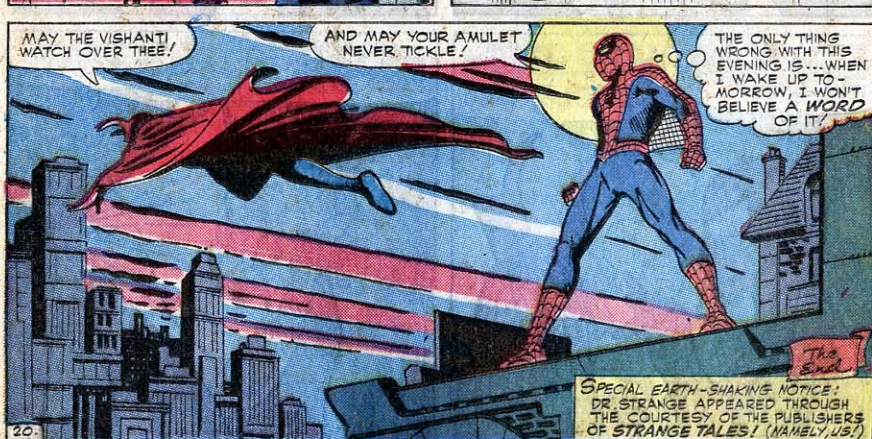


THUS, THE POWER OF MY AMULET SHALL GUIDE ME TO THE ONE I SEEK!









The MERRY MARVEL BULLPEN PAGE!

FACE FRONT!

BIG-HEARTED MARVEL OFFERS WHAT YOU'VE ALWAYS WANTED... YOUR OWN WONDERFUL, WHIMSICAL, WITTICAL **STATIONERY KIT!** IT'S PACKED WITH EVER-LOVIN' ENVELOPES, LOONY LETTERHEADS, AND ITS OWN GREAT, FREE POP-ART PORTFOLIO! YOU'VE GOTTA GET ONE...THE DIZZY DRAWINGS ALONE ARE WORTH THE PRICE! AND WAIT!! YOU SEE THE **BATTY BONUS AUTOGRAPH PAGE SIGNED BY ALMOST EVERY ONE OF OUR COSTUMED KOOKS... IT'S THE LIVIN' END!**

MARVEL COMICS GROUP

OFFICIAL SWINGIN' STATIONERY

ONLY \$1.00

FOR ALL THE WHICH IS WHY WE'VE NEVER BE RICH

SUITABLE FOR ALL SOCIAL CORRESPONDENCE AND INTERNATIONAL TREATIES

And, WE'VE STILL GOT A FEW (MILLION, THAT IS!) FABULOUS T-SHIRTS LEFT FOR ANY FRANTIC FAN WHO WANTS TO BE A FAR-OUT FASHION LEADER! THEY'RE INSANE, INEXPENSIVE AND INCREDIBLY IN! SEND FOR YOURS NOW!

\$1.50

THE AMAZING SPIDER-MAN

KNOW YOUR FELLOW MERRY MARCHERS! HERE ARE 25 MORE NAMES:

Jim Bishop Fort Dix, N. J.	Albert Finelli Waterbury, Conn.	Dave Fitzsimmons Miami, Fla.
Mike Birrump Mesquite, Texas	John Wagner Jackson, Miss.	James Davidson York, Pa.
Ray Johnson Long Beach, Calif.	Roger Wagner Kansas City, Mo.	Roger Gilman Newton City, Mass.
Eric Newman New York, N. Y.	Roger Wagner Kansas City, Mo.	Vicil Bowser El Paso, Texas
Kendall Lee Honolulu, Hawaii	Jay Fenton Washington, Pa.	Gene Menzel Chicago, Ill.
Dean Oddy Miami, Fla.	Robert F. Kasky, Jr. Croton-on-Hudson, N. Y.	Ralph Erickson Chicago, Ill.
Steven Coisson New York, N. Y.	Marc Grossman Chicago, Ill.	Daniel Bianchi Lansing, Mich.
Mike Penn Baton Rouge, La.	Guy P. Hensen Spring Lake, N. G.	John Sanchez New York, N. Y.
	Bill Fish Columbus, Ohio	

MAKE OUT CHECK OR MONEY ORDER TO: MARVEL COMICS GROUP.

THEN SEND TO:

MARVEL COMICS GROUP
625 MADISON AVE.
NEW YORK CITY, N.Y. 10022

OKAY, I'M HOOKED! YOU GUYS FINALLY REACHED ME! NOW HERE'S WHAT I WANT:

CHECK ONE ☐ STATIONERY KIT \$1.00EA ☐ T-SHIRT \$1.50EA.

PLEASE ADD 15¢ PER ITEM FOR POSTAGE AND HANDLING.

NAME _____

ADDRESS _____

CITY _____ STATE _____

FOR SPIDER-MAN T-SHIRT CHECK SIZE ☒ Y

ADULT SIZES: ☐ SMALL ☐ MEDIUM ☐ LARGE

YOUTH SIZES: ☐ SMALL ☐ MEDIUM ☐ LARGE

MAKE OUT CHECK OR MONEY ORDER TO: MARVEL COMICS GROUP.

THEN SEND TO:

M.M.M.S.
MARVEL COMICS GROUP
625 MADISON AVE.
NEW YORK CITY, N.Y. 10022

Hi, GANG! LET'S FACE IT! I'M A MARVEL MADMAN, TOO! HERE'S MY HARD-EARNED BUCK! NOW, THE LEAST YOU CAN DO IS RUSH ALL THOSE NUTTY GIZMOS REAL FAST, TO...

NAME _____

ADDRESS _____

CITY _____ STATE _____ AGE _____

SCHOOL, COLLEGE or OCCUPATION _____

'NUFF SAID!

MERRY MARCHERS! WRITE YOUR OFFICIAL MEMBERSHIP NUMBER ON EITHER COUPON AND WE'LL SEND YOU A BATTY BONUS GIFT WITH YOUR ORDER!

SPIDER-MAN

SCRIPT: STAN LEE • ART: STEVE DITKO • LETTERING: JOHNNY DEE

NOTE: SPIDER-MAN FIRST APPEARED AS A FEATURE IN AMAZING FANTASY #15 AUG. / SO GREAT WAS YOUR RESPONSE VIA LETTERS AND POSTCARDS, THAT IT WAS DECIDED TO GIVE HIM HIS OWN MAGAZINE! A BRIEF SUMMARY FOLLOWS...

FREAK!
PUBLIC MENACE!



SURE, YOU'VE READ MANY STORIES ABOUT MANY DIFFERENT MAGAZINE HEROES! BUT THERE'S NEVER BEEN A STORY LIKE THIS ONE-- BECAUSE THERE'S NEVER BEEN A HERO LIKE...
SPIDERMAN!

ORIGINALLY PRESENTED IN SPIDERMAN NO.1

OUR SCENE IS THE BEDROOM OF PETER PARKER, THE TEEN-AGE STUDENT WHOM MANY CONSIDER TO BE A SHY BOOKWORM... BUT, OH, IF THEY ONLY **KNEW!**



UNCLE BEN IS DEAD! AND ALL BECAUSE I WAS TOO LATE TO SAVE HIM!

MY SPIDERMAN COSTUME! I WISH THERE WERE NO SUCH THING!



IT ALL STARTED WHEN I WAS BITTEN BY A RADIO-ACTIVE SPIDER...

AND I FOUND MYSELF POSSESSED OF A SPIDER'S POWERS! SO I DESIGNED A COSTUME TO GO INTO SHOW BUSINESS AND CASH IN!

OUCH!

BUT WHILE I WAS BUSY SHOWING OFF, AN ARMED BURGLAR FIRED ONE FATAL SHOT AT UNCLE BEN WHEN HE WAS SURPRISED ROBBING OUR HOUSE!



"AS SOON AS I LEARNED WHAT HAD HAPPENED, I SPED THRU THE CITY VIA MY SPIDER'S WEB, LUSTING FOR VENGEANCE!"



HE WON'T ESCAPE SPIDERMAN!

"AND I SOON CAUGHT THE KILLER, AND TURNED HIM OVER TO THE POLICE!"



GOT YOU!

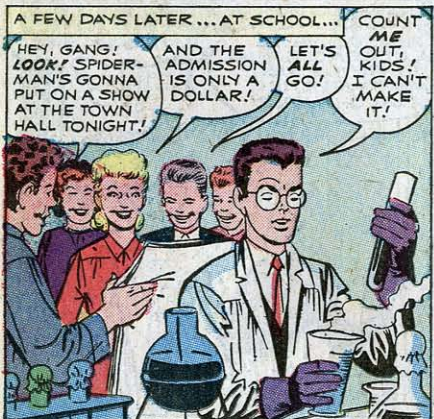
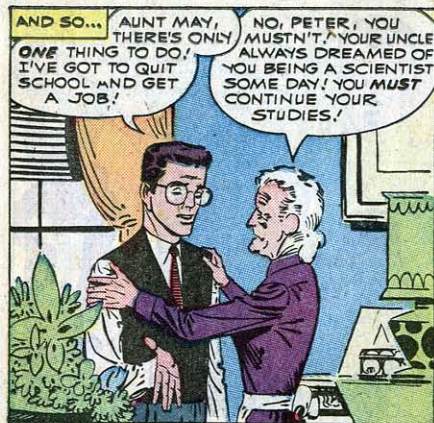
Y-YOU AINT HUMAN!

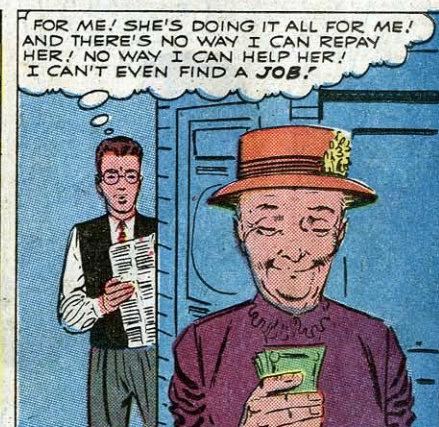
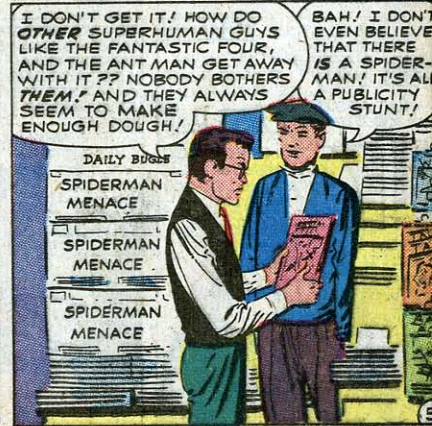
AND NOW, UNCLE BEN IS GONE, AND AUNT MAY AND I ARE ALONE!



AND WHAT'S WORSE, WITHOUT UNCLE BEN, WE'VE NO MONEY TO PAY OUR BILLS! PLEASE GIVE ME A LITTLE MORE TIME! I'LL PAY THE RENT NEXT WEEK, IF YOU'LL ONLY WAIT!







SPIDER-MAN

NEXT DAY, HAVING NOTHING BETTER TO DO, PETER PARKER FINDS HIMSELF AMONG THE SPECTATORS ANXIOUSLY AWAITING THE ORBIT FLIGHT OF JOHN JAMESON!

IT SURE MUST TAKE A LOT OF COURAGE TO GO UP IN ONE OF THOSE BABIES!

I'LL BET EVEN SPIDER-MAN WOULD THINK TWICE BEFORE VOLUNTEERING FOR THIS RIDE, HUH?

I SUPPOSE SO...

PART
2

FIFTEEN MINUTES TO BLAST-OFF! ALL UNAUTHORIZED PERSONNEL CLEAR THE FIELD!

THIS IS IT, JOHN! MAKE YOUR COUNTRY PROUD OF YOU, SON-- AS PROUD AS I, YOUR FATHER, AM TODAY!

I'LL DO MY BEST, DAD-- I PROMISE!

GOOD LUCK TO YOU, BOY!

MINUTES LATER, THE CAPSULE, WITH JOHN JAMESON INSIDE, IS SET IN ORBIT BY A PERFECT LAUNCH...

BUT THEN, DISASTER STRIKES! A SMALL SECTION OF THE FORWARD GUIDANCE PACKAGE BREAKS LOOSE FROM THE CAPSULE, AND FALLS INTO SPACE...

WITHOUT THIS ESSENTIAL GUIDANCE UNIT, THE CAPSULE GOES INTO AN ERRATIC ORBIT, COMPLETELY OUT OF CONTROL!

SOMETHING'S WRONG! I CAN'T CONTROL HER!

THIS FLASHING RED LIGHT! IT CAN MEAN ONLY ONE THING! I'VE LOST THE HEART OF THE GUIDANCE DEVICE! THERE IS NO WAY TO DIRECT THE CAPSULE NOW!

MEANWHILE, MILES AWAY...

WHAT IS IT? WHAT WENT WRONG?

CAPSULE IS OUT OF CONTROL, SIR! COMPONENT 24-3B HAS BROKEN LOOSE! CONDITION RED!

WHAT'S THAT?? WITHOUT THE MISSING PART HE WILL CONTINUE TO GO INTO LOWER AND LOWER ORBIT UNTIL HE CRASHES TO EARTH.

GENTLEMEN, WE HAVEN'T MUCH TIME! WE MUST FIND SOME WAY TO SAVE JOHN JAMESON'S LIFE, EVEN THOUGH THE CAPSULE IS DOOMED!

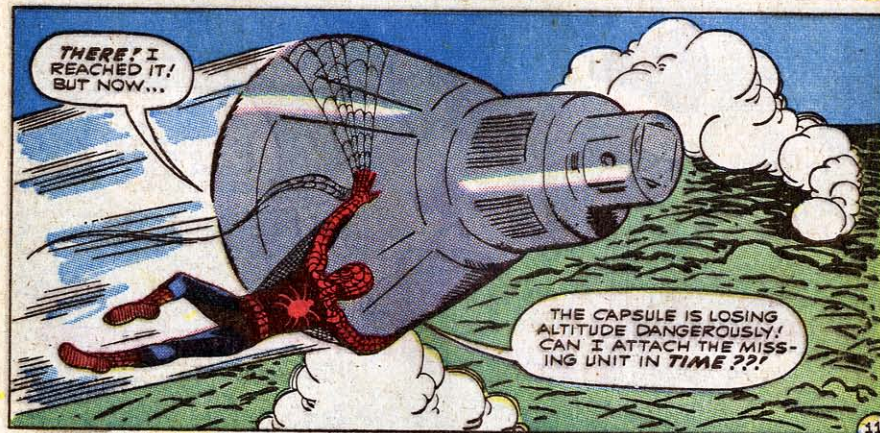
ACTING WITH DESPERATE SPEED, THE SPACE TECHNICIANS ATTEMPT TO DROP A STEEL NET TO CATCH THE CAPSULE, BUT WITH NO SUCCESS!

A COMPLETE MISS! WE'VE GOT TO FIND A BETTER WAY!

WHILE, UNSUSPECTED BY ALL, A BETTER WAY DOES EXIST! IN THE FORM OF PETER PARKER, WHO HAS OBSERVED THE ENTIRE DRAMATIC EVENT...

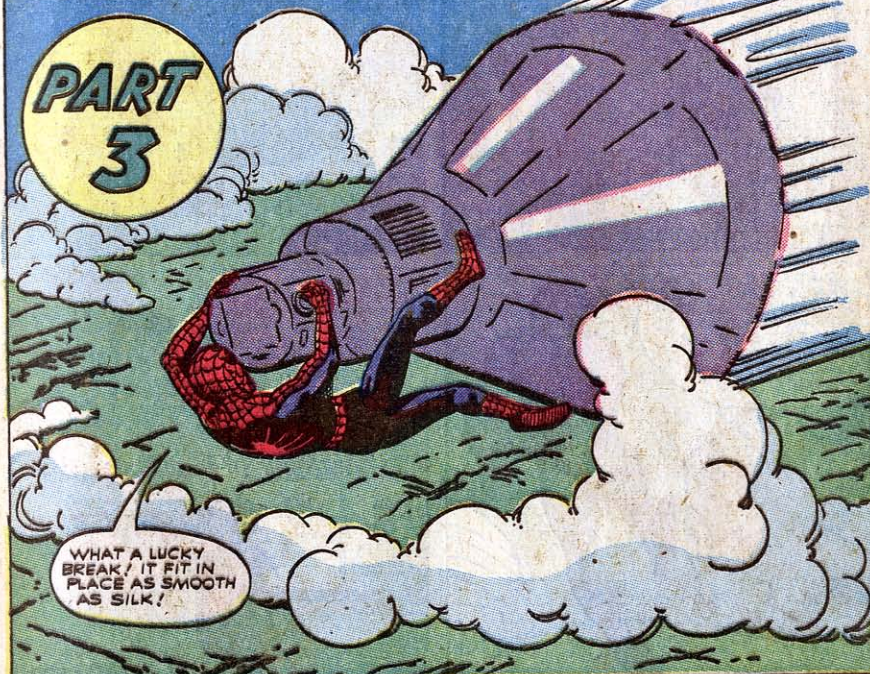
THERE'S ONLY ONE PERSON WHO CAN SAVE JOHN JAMESON...



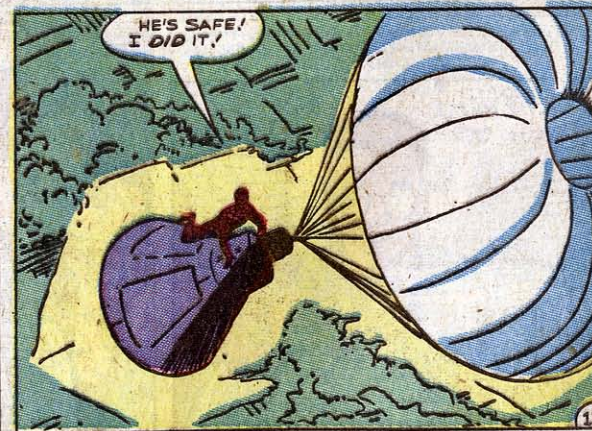


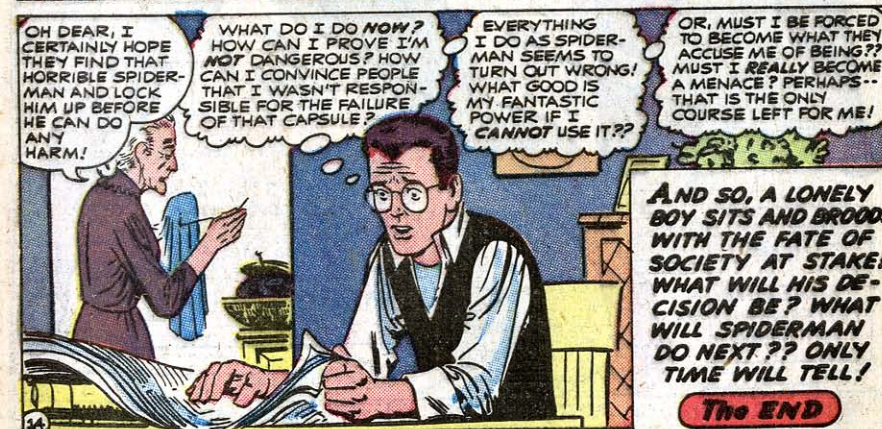
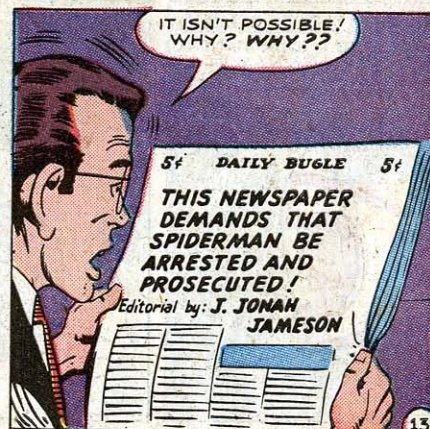
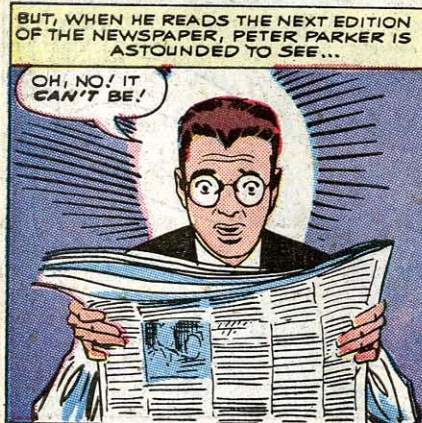
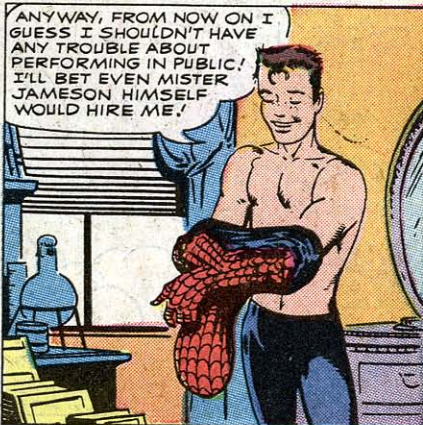
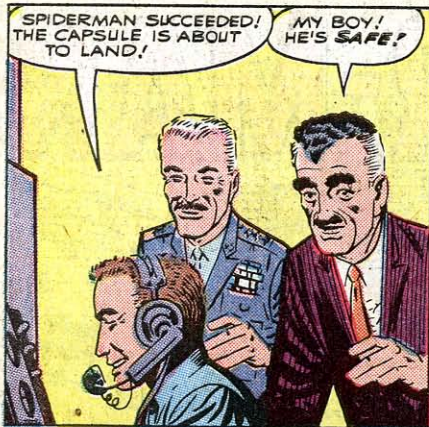
SPIDER-MAN

PART 3



AND, WITHIN THE CAPSULE...





"the UNCANNY THREAT of THE TERRIBLE TINKERER!"

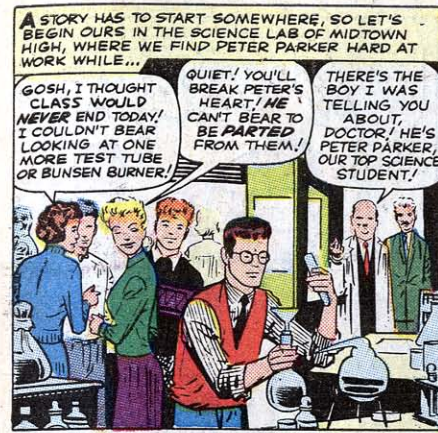


HE LOOKS SO HARMLESS---AND YET THE TINKERER IS ONE OF THE GREATEST MENACES I'VE EVER FACED!

EVERYBODY LOVES A BARGAIN! BUT SOMETIMES IT CAN BE DANGEROUS TO ACCEPT A BARGAIN WHICH IS TOO GOOD TO BE TRUE! ESPECIALLY IF THE BARGAIN IS BEING OFFERED BY SOMEONE LIKE THE TINKERER, WHO-- BUT WAIT! LET'S SEE HOW IT ALL BEGAN--AND HOW IT TOOK SPIDER-MAN TO FINISH IT!

STORY: STAN LEE
ART: STEVE DITKO
LETTERING: ART SIMEK

ORIGINALLY PRESENTED IN SPIDERMAN NO.2



A STORY HAS TO START SOMEWHERE, SO LET'S BEGIN OURS IN THE SCIENCE LAB OF MIDTOWN HIGH, WHERE WE FIND PETER PARKER HARD AT WORK WHILE...

GOSH, I THOUGHT CLASS WOULD NEVER END TODAY! I COULDN'T BEAR LOOKING AT ONE MORE TEST TUBE OR BUNSEN BURNER!

QUIET! YOU'LL BREAK PETER'S HEART! HE CAN'T BEAR TO BE PARTED FROM THEM!

THERE'S THE BOY I WAS TELLING YOU ABOUT, DOCTOR! HE'S PETER PARKER, OUR TOP SCIENCE STUDENT!



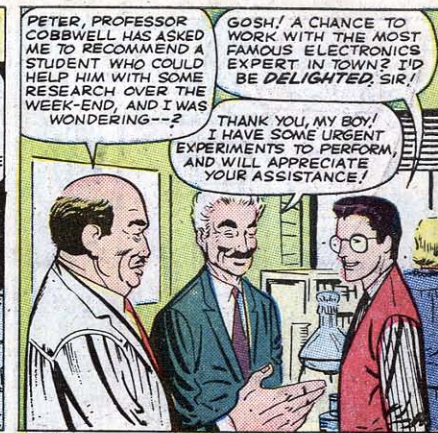
HERE IS MY ADDRESS, SON! ON YOUR WAY OVER TOMORROW, PLEASE STOP AT THE RADIO REPAIR SHOP AND PICK UP A SMALL RADIO FOR ME! I HAD SOME NEW TUBES PUT IN IT!

SURE, I'LL BE GLAD TO DOCTOR COBBWELL!



THEN, BEFORE THE ANGRY FLASH THOMPSON CAN THINK OF A SUITABLE RETORT, PETER PARKER IS GONE! AND, THE NEXT DAY, AT HOME...

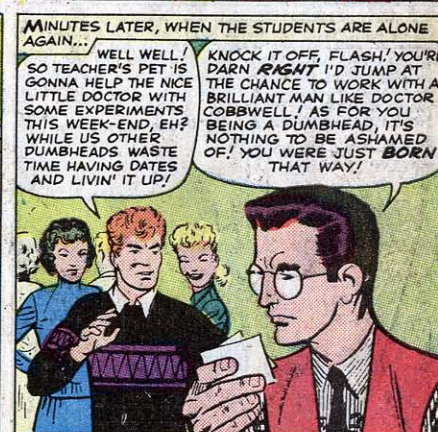
I'D BETTER TAKE MY SPIDER-MAN OUTFIT! NEVER KNOW WHEN I'LL NEED IT! BESIDES, I FEEL ALMOST UNDRESSED WITHOUT IT!



PETER, PROFESSOR COBBWELL HAS ASKED ME TO RECOMMEND A STUDENT WHO COULD HELP HIM WITH SOME RESEARCH OVER THE WEEK-END, AND I WAS WONDERING---

GOSH! A CHANCE TO WORK WITH THE MOST FAMOUS ELECTRONICS EXPERT IN TOWN? I'D BE DELIGHTED, SIR!

THANK YOU, MY BOY! I HAVE SOME URGENT EXPERIMENTS TO PERFORM, AND WILL APPRECIATE YOUR ASSISTANCE!



MINUTES LATER, WHEN THE STUDENTS ARE ALONE AGAIN...

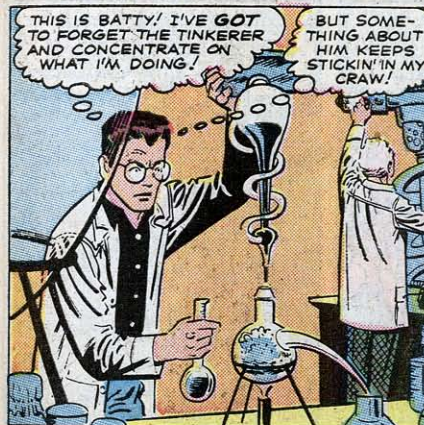
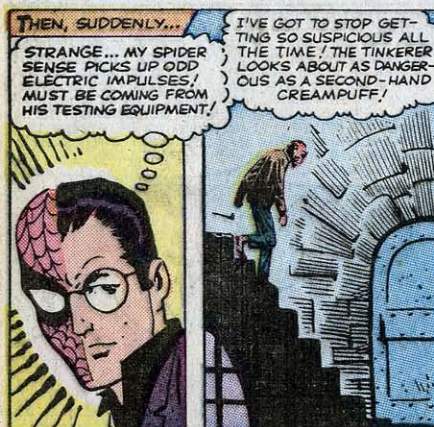
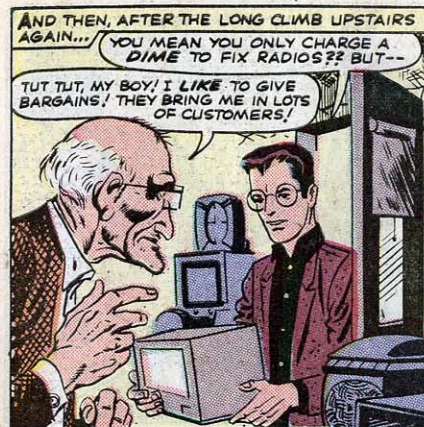
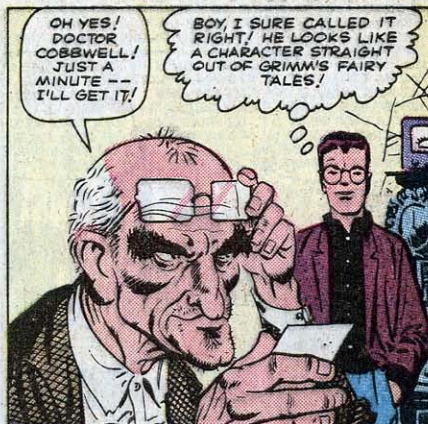
WELL WELL! SO TEACHER'S PET IS GONNA HELP THE NICE LITTLE DOCTOR WITH SOME EXPERIMENTS THIS WEEK-END, EH? WHILE US OTHER DUMBHEADS WASTE TIME HAVING DATES AND LIVIN' IT UP!

KNOCK IT OFF, FLASH! YOU'RE DARN RIGHT I'D JUMP AT THE CHANCE TO WORK WITH A BRILLIANT MAN LIKE DOCTOR COBBWELL! AS FOR YOU BEING A DUMBHEAD, IT'S NOTHING TO BE ASHAMED OF! YOU WERE JUST BORN THAT WAY!



HMMM, HERE'S THE PLACE THE DOC WANTED ME TO PICK UP HIS RADIO!

THE TINKERER REPAIR SHOP-- SURE IS AN OFF-BEAT NAME! WONDER WHAT KIND OF KOOKIE CHARACTER RUNS IT?





HEY, NO ORDINARY RADIO HAD GADGETS LIKE THAT INSIDE OF IT! THERE'S WHERE THE IMPULSES ARE COMING FROM--EVEN WITH THE SET OFF!

THAT DOES IT! NOW I'M THRU KIDDIN' AROUND!



NOW SPIDER-MAN IS GONNA TAKE ANOTHER LOOK--SEE AT THE TINKERER'S SHOP!



THE PLACE IS CLOSED FOR THE DAY! WELL, THAT WON'T STOP ME!

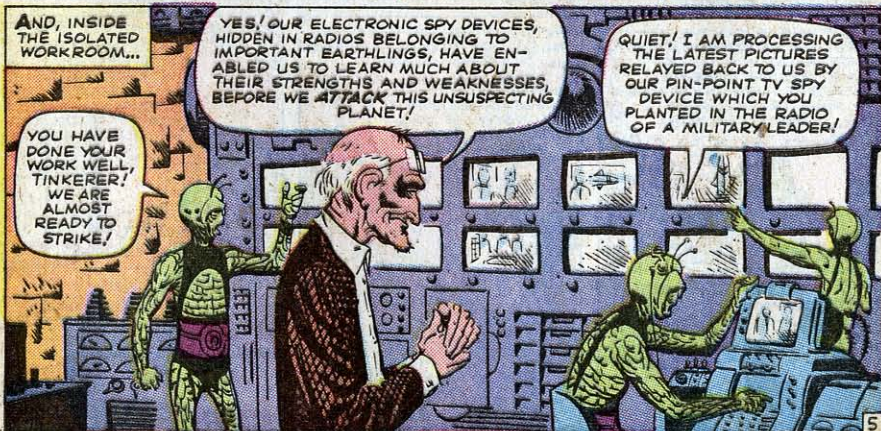


I'M GETTING THOSE SAME STRANGE IMPULSES AGAIN! THEY'RE COMING FROM BELOW!



WOW! NO INNOCENT LITTLE REPAIR SHOP EVER HAD A BASEMENT WORKROOM LIKE THAT BEFORE! IT'S MORE LIKE A CONCRETE-REINFORCED DUNGEON!

LUCKY THE DOOR'S OPEN! GUESS THEY'RE NOT EXPECTIN' VISITORS!

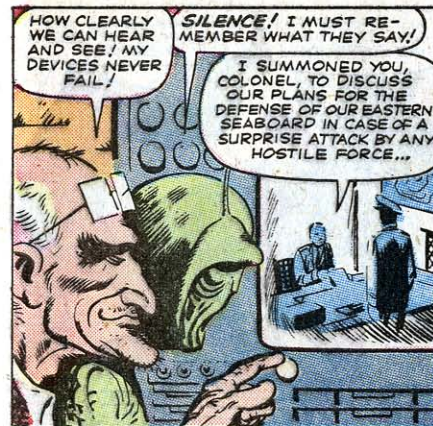


AND, INSIDE THE ISOLATED WORKROOM...

YES! OUR ELECTRONIC SPY DEVICES, HIDDEN IN RADIOS BELONGING TO IMPORTANT EARTHLINGS, HAVE ENABLED US TO LEARN MUCH ABOUT THEIR STRENGTHS AND WEAKNESSES, BEFORE WE ATTACK THIS UNSUSPECTING PLANET!

QUIET! I AM PROCESSING THE LATEST PICTURES RELAYED BACK TO US BY OUR PIN-POINT TV SPY DEVICE WHICH YOU PLANTED IN THE RADIO OF A MILITARY LEADER!

YOU HAVE DONE YOUR WORK WELL, TINKERER! WE ARE ALMOST READY TO STRIKE!



HOW CLEARLY WE CAN HEAR AND SEE! MY DEVICES NEVER FAIL!

SILENCE! I MUST REMEMBER WHAT THEY SAY!

I SUMMONED YOU, COLONEL, TO DISCUSS OUR PLANS FOR THE DEFENSE OF OUR EASTERN SEABOARD IN CASE OF A SURPRISE ATTACK BY ANY HOSTILE FORCE...



SO THAT'S WHAT IT'S ALL ABOUT! THEY'RE ENEMY ALIENS FROM ANOTHER PLANET, USING SOME SORT OF EERIE SPY DEVICES WHICH THEY PLACE IN OUR RADIOS IN ORDER TO LEARN OUR MILITARY AND SCIENTIFIC SECRETS!

A SPY!

MY SPIDER INSTINCT WARNS ME--SOMEONE IS BEHIND ME!



WHEW! NOT A SECOND TOO SOON! NOW, NO PLACE TO GO BUT INSIDE!



A COSTUMED EARTH CREATURE! SEIZE HIM!

IT'S NOT GONNA BE THAT EASY, BUDDY-BOY!



SEE WHAT I MEAN??



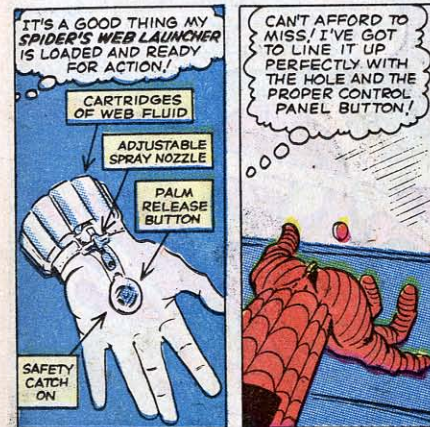
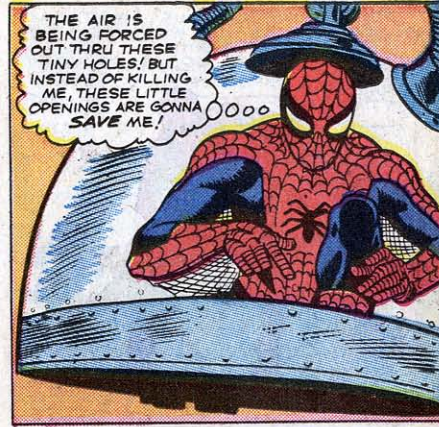
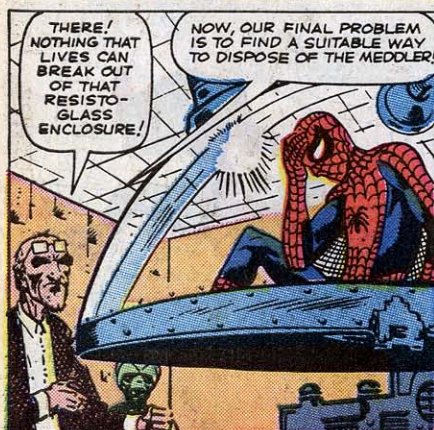
LOOK! HE CAN CLIMB SHEER WALLS!

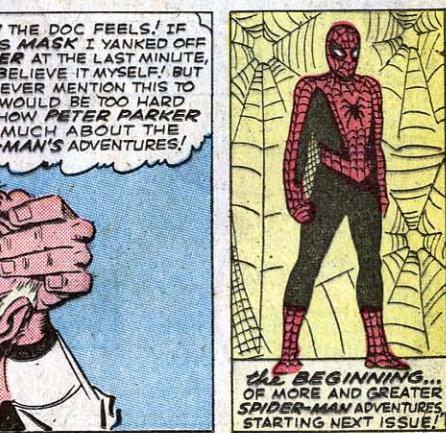
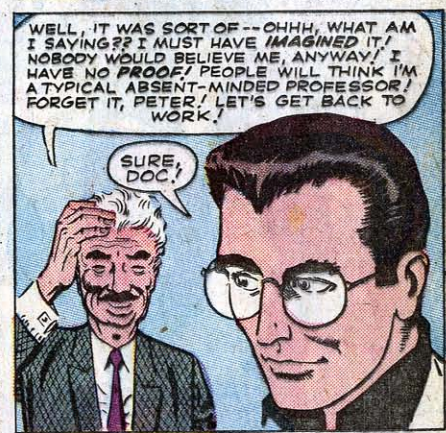
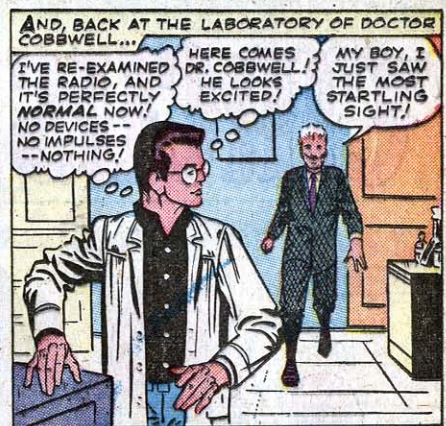
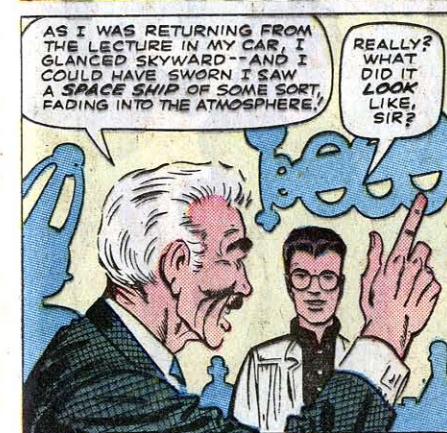
HE IS NO ORDINARY EARTHLING! HE IS SPIDER-MAN! GET HIM!



IF HE ESCAPES WITH KNOWLEDGE OF OUR PLANS, WE ARE LOST!

HAW! THAT INVERTER MECHANISM, THROWN AT HIM, LOOSENED HIS GRIP ON THE CEILING! HE'S FALLING!





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

THE CIRCUS OF CRIME



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

The SCORPION



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

THE BEETLE

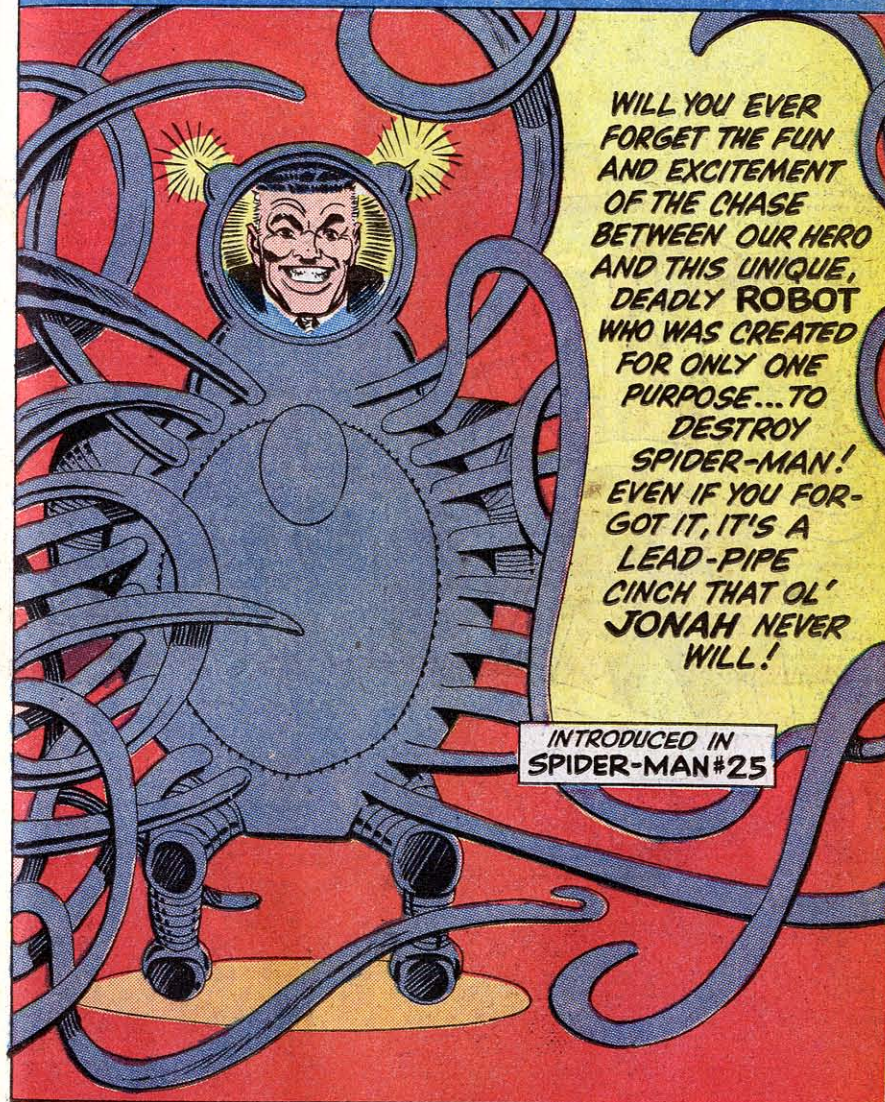


ALTHOUGH HE WAS
ORIGINALLY THE
HUMAN TORCH'S
FOE, THIS FANTASTIC
FLYING ARCH-VILLAIN
DARED TO INCUR THE
WRATH OF SPIDER-
MAN, AND WHAT
HAPPENED NEXT
MADE FOR ONE OF
THE MOST POPULAR
ISSUES OF THE
YEAR! SO TO YOU,
BEETLE, OUR
THANKS!

INTRODUCED IN
SPIDER-MAN #21

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

JONAH'S ROBOT

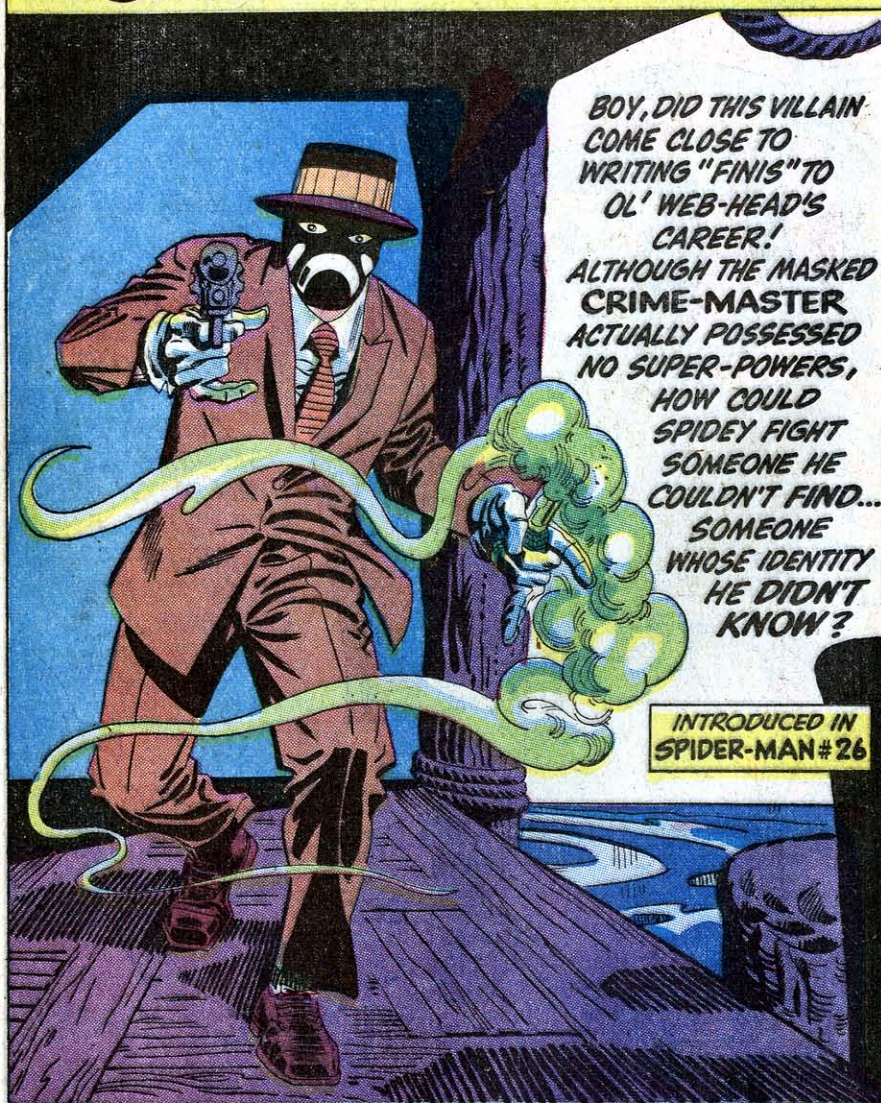


WILL YOU EVER
FORGET THE FUN
AND EXCITEMENT
OF THE CHASE
BETWEEN OUR HERO
AND THIS UNIQUE,
DEADLY ROBOT
WHO WAS CREATED
FOR ONLY ONE
PURPOSE...TO
DESTROY
SPIDER-MAN!
EVEN IF YOU FOR-
GOT IT, IT'S A
LEAD-PIPE
CINCH THAT OL'
JONAH NEVER
WILL!

INTRODUCED IN
SPIDER-MAN #25

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

The CRIME-MASTER



BOY, DID THIS VILLAIN
COME CLOSE TO
WRITING "FINIS" TO
OL' WEB-HEAD'S
CAREER!
ALTHOUGH THE MASKED
CRIME-MASTER
ACTUALLY POSSESSED
NO SUPER-POWERS,
HOW COULD
SPIDEY FIGHT
SOMEONE HE
COULDN'T FIND...
SOMEONE
WHOSE IDENTITY
HE DIDN'T
KNOW?

INTRODUCED IN
SPIDER-MAN #26

**NOW HEAR
THIS!**

IT CAN'T BE A MILDLY
MAGNIFICENT MARVEL
MAG UNLESS IT SAYS
MARVEL UP IN THE
COVER TRADEMARK!

AND, IF YOU'RE TOO LAZY TO GO
POKIN' AROUND AT TRADEMARKS,
YOU'LL JUST HAVE TO MEMORIZE
ALL OUR TITANIC TITLES!

WE DON'T CARE WHICH SYSTEM YOU
USE, JUST SO LONG AS YOU'RE
NEVER FOOLED BY THE SHODDY
"BRAND ECHH" IMITATIONS WHICH
ARE POPPING UP LIKE PIMPLES!
SO, FACE FRONT! WE'RE MARCHING
TO NEW GREATNESS IN THIS, THE
MARVEL AGE OF COMICS, AND IT
JUST WON'T BE A PARADE WITHOUT
YOU!





"MARKED FOR DESTRUCTION BY DR. DOOM!"

FEATURING

SPIDER-MAN AND THE ARCH-FOE OF THE FANTASTIC FOUR, FACE-TO-FACE FOR THE FIRST TIME!



PETER PARKER ALIAS SPIDER-MAN



THE AWESOME DOCTOR DOOM!



J. JONAH JAMESON AND HIS SECRETARY, BETTY BRANT



WRITTEN BY... Stan Lee

DRAWN BY... S. Ditko

LETTERING... S. ROSEN

FEATURING



FLASH THOMPSON, LIZ ALLAN, AND THEIR ASSORTED CLASSMATES



THE OTHER SPIDER-MAN!

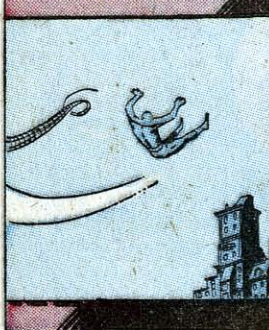


AND THE WORLD'S MOST FABULOUS SUPER-TEAM!

HAVE YOU EVER NOTICED, WHEN YOU START READING A COMIC MAG, THE OPENING CAPTION TELLS YOU THAT YOU'RE ABOUT TO READ THE MOST EXCITING STORY EVER WRITTEN... WITH THE MOST DANGEROUS MENACE, AND THE MOST SUSPENSEFUL PLOT?? WELL, WE'RE GOING TO TRY TO BE MORE HONEST! THIS MAY NOT BE THE GREATEST STORY EVER WRITTEN! YOU MAY HAVE READ ABOUT MORE EXCITING VILLAINS, AND YOU MAY HAVE THRILLED TO BETTER PLOTS! BUT, Y'KNOW SOMETHING? WE CAN'T SEE NOW!

➔ ORIGINALLY PRESENTED IN SPIDERMAN NO.5 ➔

YOU ARE LOOKING AT ONE OF THE FEW CANDID ACTION FILMS EVER TAKEN OF SPIDER-MAN BY A NEWSREEL PHOTOGRAPHER!



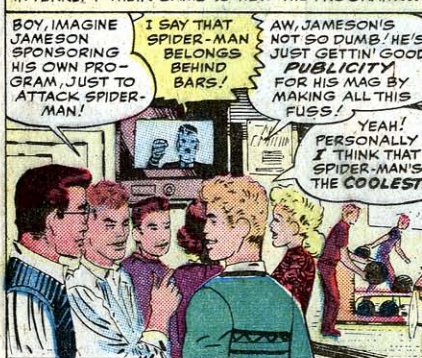
BY NOW THE WHOLE WORLD KNOWS OF SPIDER-MAN'S EXISTENCE! BUT THE WORLD DOESN'T KNOW HIS TRUE IDENTITY, OR HIS REAL MOTIVES! AND THAT IS WHAT THIS PROGRAM INTENDS TO INVESTIGATE!



MY NAME IS J. JONAH JAMESON, PUBLISHER OF NOW MAGAZINE AND THE DAILY BUGLE! I AM SPONSORING THIS PROGRAM IN THE PUBLIC INTEREST, TO EXPOSE SPIDER-MAN TO THE PUBLIC AS THE MENACE HE IS!



ANY TV SHOW ABOUT THE COLORFUL SPIDER-MAN IS BOUND TO ATTRACT A LARGE AUDIENCE! EVEN TEEN-AGERS IN A LOCAL BOWLING ALLEY INTERRUPT THEIR GAME TO VIEW THE PROGRAM...



BOY, IMAGINE JAMESON SPONSORING HIS OWN PROGRAM, JUST TO ATTACK SPIDER-MAN!

I SAY THAT SPIDER-MAN BELONGS BEHIND BARS!

AW, JAMESON'S NOT SO DUMB! HE'S JUST GETTIN' GOOD PUBLICITY FOR HIS MAG BY MAKING ALL THIS FUSS!

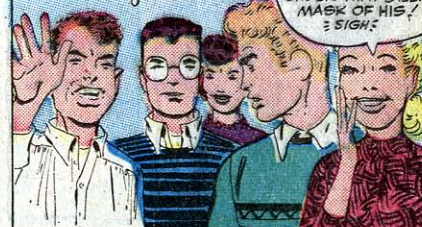
YEAH! PERSONALLY I THINK THAT SPIDER-MAN'S THE COOLEST!

I MUSTN'T SAY ANYTHING TO MAKE THEM SUSPECT ME. I'LL TALK AGAINST SPIDER-MAN!

YOU CAN'T TELL! JAMESON MAY BE RIGHT! NOBODY REALLY KNOWS SPIDER-MAN!

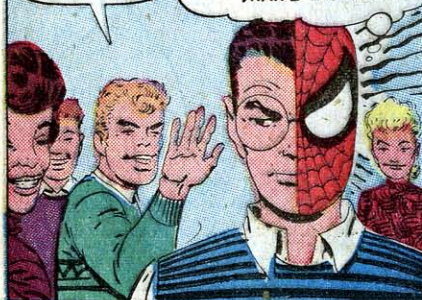
IT'S A CINCINCH YOU DON'T, PANTY-WAIST! YOU'D PROBABLY FAINT IF YOU EVER CAUGHT SIGHT OF 'IM!

I WOULD, TOO! ...FROM SHEER EXCITEMENT! I'LL BET HE'S REAL HANDSOME UNDER THAT SILLY MASK OF HIS! SIGH!



G'WAN, PARKER, GET LOST! YOU'RE IN THE WRONG PLACE, ANYHOW! THIS IS A BOWLING ALLEY, NOT A KNITTING PARLOR!

THAT'S IT, FLASH! KEEP IT UP! ONE OF THESE DAYS YOU'LL GO TOO FAR, AND YOU'LL NEVER KNOW WHAT HIT YOU! THERE'S EVEN A LIMIT TO SPIDER-MAN'S PATIENCE!

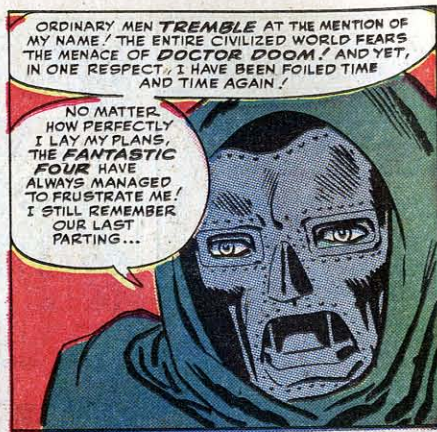
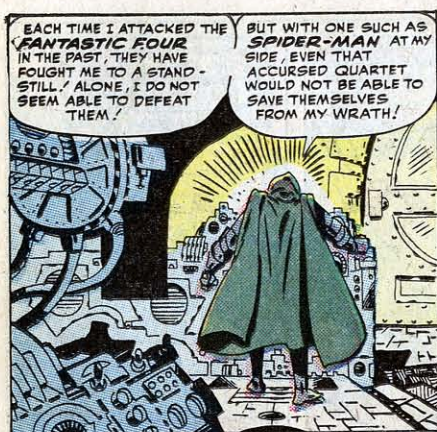


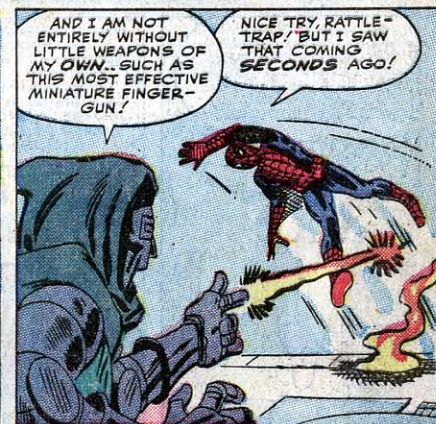
BUT, IN ANOTHER PART OF TOWN, ANOTHER LISTENER HEARS JAMESON'S PROGRAM, A STRANGE AND SINISTER LISTENER!

...MY PAPERS ARE OFFERING A THOUSAND DOLLARS REWARD TO ANYONE WHO CAN DISCLOSE SPIDER-MAN'S TRUE IDENTITY!

SPIDER-MAN?? HMM... HE MAY BE JUST THE ONE I'VE BEEN SEEKING!









THE FIRST THING I SHALL DO IS LEARN SPIDER-MAN'S TRUE IDENTITY! THAT WILL MAKE IT EASIER FOR ME TO CAPTURE HIM!

AND THEN, ONCE I HAVE HIM HELPLESS, I'LL USE HIM TO BAIT MY DEADLY TRAP FOR THE FANTASTIC FOUR!



MEANWHILE, HUNDREDS OF FEET BELOW...

I HOPE THAT REFUGEE FROM A NIGHTMARE FACTORY DOESN'T THINK HE'S SEEN THE LAST OF ME... BECAUSE NOW I'M GONNA TACKLE HIM IN EARNEST!



BUT, BY THE TIME THE COLORFUL CRUSADER REACHES THE ROOF...

HOLY HANNAH! WHAT WAS THAT??



DOOM WAS ONE STEP AHEAD OF ME! HE BLEW UP THE DESERTED BUILDING BEFORE I COULD GET BACK AT HIM. HE'S PROBABLY MILES AWAY BY NOW, PLANNING HIS NEXT MOVE!



WELL, TIME ENOUGH FOR HIM LATER...

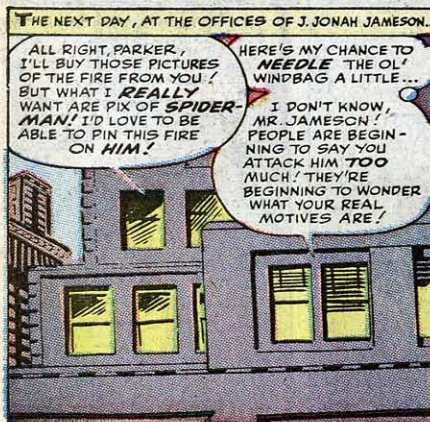
I'LL SNAP A FEW PIX OF THE BURNING BUILDING... OLD SKINFINT JAMESON MAY BE WILLING TO PAY PETE PARKER FOR THEM, IF THEY'RE EXCLUSIVES!



LOOK! THERE'S SPIDER-MAN!

IT MUST HAVE BEEN HIM WHO BLEW UP THE BUILDING!

JUST MY LUCK! THAT CROWD SEES ME! NOW I'LL PROBABLY BE BLAMED FOR THE FIRE, TOO!



THE NEXT DAY, AT THE OFFICES OF J. JONAH JAMESON...

ALL RIGHT, PARKER, I'LL BUY THOSE PICTURES OF THE FIRE FROM YOU! BUT WHAT I REALLY WANT ARE PIX OF SPIDER-MAN! I'D LOVE TO BE ABLE TO PIN THIS FIRE ON HIM!

HERE'S MY CHANCE TO NEEDLE THE OL' WINDBAG A LITTLE...

I DON'T KNOW, MR. JAMESON: PEOPLE ARE BEGINNING TO SAY YOU ATTACK HIM TOO MUCH! THEY'RE BEGINNING TO WONDER WHAT YOUR REAL MOTIVES ARE!



I THINK PARKER IS RIGHT, SIR! I'VE HEARD SOME OF OUR READERS MENTION THAT THEY THINK YOU'RE JEALOUS OF SPIDER-MAN FOR SOME REASON!

WELL, WELL! I NEVER KNEW I HAD AN ALLY IN J.J.'S SECRETARY! AND I NEVER REALIZED HOW PRETTY BETTY BRANT WAS, EITHER... TILL NOW!

THAT'S ENOUGH! I'M STILL THE PUBLISHER HERE, AND I'LL DECIDE OUR EDITORIAL POLICY!



I HAVE ONLY ONE REAL MOTIVE... TO MAKE MONEY! THE MORE I ATTACK SPIDER-MAN, THE MORE PEOPLE READ MY PAPERS! IT'S TO OUR ADVANTAGE TO KEEP POUNDING AWAY AT THAT GOONY COSTUMED CLOWN! EVERYBODY IS INTERESTED IN HIM... WHETHER THEY AGREE WITH ME OR NOT DOESN'T MATTER... SPIDER-MAN SELLS PAPERS! UNDERSTAND??

I SURE DO, YOU BIG, BLUSTERING PHONY!



WELL, HOW DID I LOOK? WILL PUNY PARKER FALL FOR IT?

LIKE A TON OF BRICKS! FLASH, YOU'RE A GENIUS!

THE GALS DID A GREAT JOB ON THE COSTUME! THIS'LL TEACH OUR BOOKWORM BUDDY TO KNOCK SPIDER-MAN!



A SHORT TIME LATER, IN ANOTHER PART OF TOWN...

BOY! WHAT A TERRIFIC GAG THIS'LL BE!

POOR PETER! HE'LL NEVER GET OVER IT!

WHERE IS PETER PARKER? I WANT HIM! BRING HIM TO ME!



AND SO, OUR WEB OF FATE DRAWS TIGHTER! NOW, BACK TO THE DEVIOUS DOCTOR DOOM!

THERE! I'VE DEvised AN INSTRUMENT WHICH WILL REACT TO A SPIDER'S IMPULSES THE WAY A GEIGER COUNTER REACTS TO URANIUM!

ALL I NEED DO IS SCOUR THE CITY UNTIL THE DIAL REGISTERS POSITIVE, AND I WILL HAVE FOUND SPIDER-MAN'S REAL IDENTITY!



WHEN ONE IS A MASTER OF SCIENCE, AS I AM, THERE IS NOTHING WHICH CANNOT BE ACCOMPLISHED! SOONER OR LATER, I SHALL ELIMINATE ALL THOSE WHO PARE OPPOSE ME!



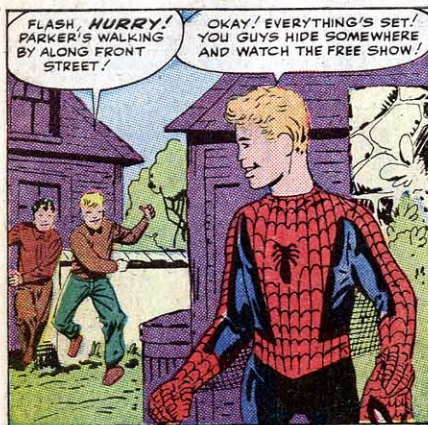
NOT LONG AFTERWARDS...

THERE'S PARKER NOW! WE'VE GOT TO TELL FLASH!

BETCHA HE'LL JUMP CLEAN OUT OF HIS SKIN WHEN HE SEES "SPIDER-MAN"!

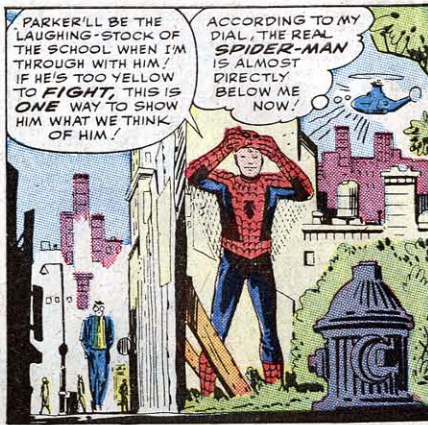
THIS'LL BE THE GREATEST GAG OF THE CENTURY!

AHHH! MY DEVICE IS BEGINNING TO REGISTER! I'M NEARING MY PREY!



FLASH, HURRY! PARKER'S WALKING BY ALONG FRONT STREET!

OKAY! EVERYTHING'S SET! YOU GUYS HIDE SOMEWHERE AND WATCH THE FREE SHOW!



PARKER'LL BE THE LAUGHING STOCK OF THE SCHOOL WHEN I'M THROUGH WITH HIM! IF HE'S TOO YELLOW TO FIGHT, THIS IS ONE WAY TO SHOW HIM WHAT WE THINK OF HIM!

ACCORDING TO MY DIAL, THE REAL SPIDER-MAN IS ALMOST DIRECTLY BELOW ME NOW!



THERE HE IS! STRANGE, HE'S WEARING HIS COSTUME IN BROAD DAYLIGHT! WELL, NO MATTER! WITHIN SECONDS, HE'LL BE MY HELPLESS PRISONER!



IT'S TIME TO SHOW MYSELF TO PARKER NOW, AND...

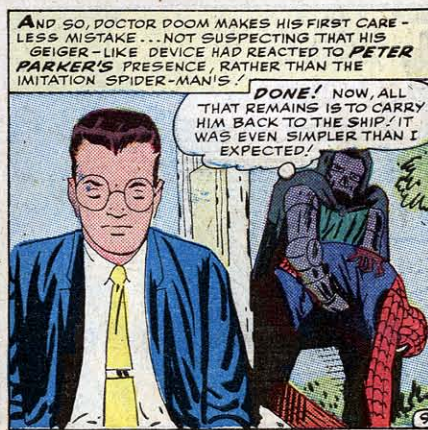
HEY, WHA...? WHAT'S THIS? WHAT'S GOIN' ON??

HE'S SEEN ME! BUT IT'S TOO LATE FOR HIM TO STOP ME! I'VE PLANNED THIS COUP TOO CAREFULLY!



AND AS PETER PARKER, THE REAL SPIDER-MAN, WALKS CALMLY BY, WRAPPED IN HIS OWN DEEP THOUGHTS...

ONE BURST OF THIS FAST-ACTING SLEEPING GAS WILL DO THE TRICK SILENTLY!



AND SO, DOCTOR DOOM MAKES HIS FIRST CARELESS MISTAKE...NOT SUSPECTING THAT HIS GEIGER-LIKE DEVICE HAD REACTED TO PETER PARKER'S PRESENCE, RATHER THAN THE IMITATION SPIDER-MAN'S!

DONE! NOW, ALL THAT REMAINS IS TO CARRY HIM BACK TO THE SHIP! IT WAS EVEN SIMPLER THAN I EXPECTED!



STRANGE THAT HE SHOULD HAVE BEEN SO EASY TO TRAP! PERHAPS SPIDER-MAN POSSESSES LESS SUPER-POWERS THAN PEOPLE THINK!



MEANWHILE... I DON'T GET IT! WHAT'S FLASH WAITIN' FOR?

PARKER WILL BE GONE IN ANOTHER FEW SECONDS! MAYBE FLASH'S COSTUME TORE OR SOMETHING! GEE! WHAT A DIS-APPOINTMENT!



MINUTES LATER, AFTER PETE HAS REACHED HOME...

THE ED SULLIVAN SHOW, DEAR! I JUST SAW THE CLEVEREST JUGGLING ACT, AND NOW HE'S GOING TO HAVE A CHORUS FROM SOME MIDWESTERN COLLEGE!



SAY! WHAT'S WRONG WITH THE SET?

I DON'T KNOW! OH, DEAR! WE JUST HAD IT FIXED LAST WEEK! I HOPE IT ISN'T THE PICTURE TUBE!



LADIES AND GENTLEMEN, PLEASE STAND BY! THERE IS NOTHING WRONG WITH YOUR SETS RECEPTION! SOME STRANGE FORCE SEEMS TO BE AFFECTING ALL T.V. TRANSMISSION AT THIS TIME! STAND BY! STAND BY!

BOY, THIS IS A NEW ONE!

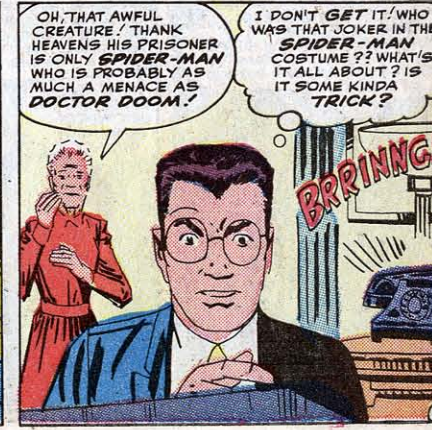


WE REGRET THAT WE ARE UNABLE TO CONTINUE OUR TRANSMISSION! OUR ELECTRICAL POWER IS BEING DRAINED! STAND BY!

THIS IS DOCTOR DOOM! I HAVE RESORTED TO THIS DRASTIC MEANS TO COMMUNICATE WITH THE FANTASTIC FOUR! I HAVE A MESSAGE OF GRAVE IMPORTANCE FOR THEM!

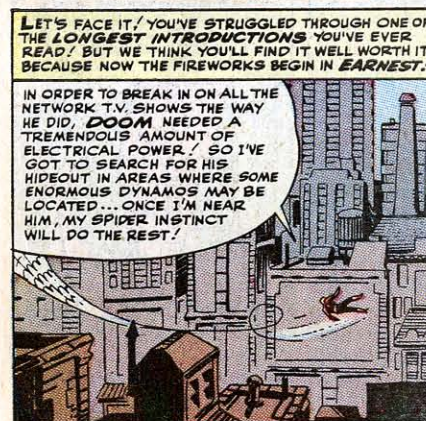
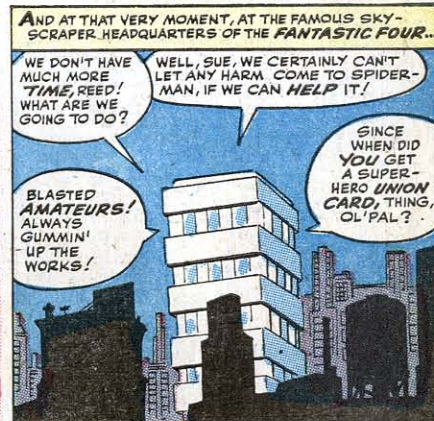
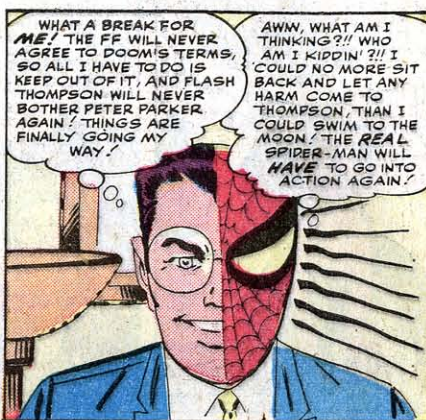


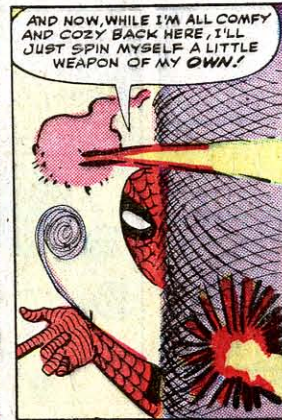
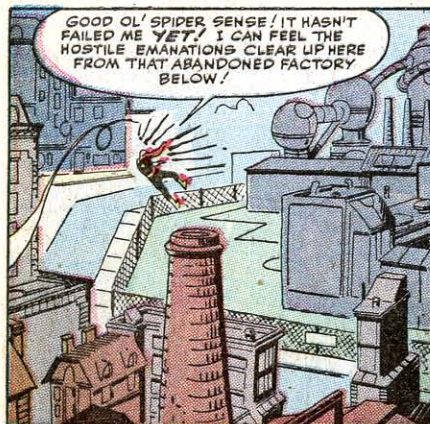
AS YOU CAN SEE, I HOLD SPIDER-MAN A HELPLESS CAPTIVE! UNLESS THE FANTASTIC FOUR PROMISE TO DISBAND AND SURRENDER TO ME, ONE AT A TIME, SPIDER-MAN WILL FORFEIT HIS LIFE! I WILL WAIT EXACTLY ONE HOUR FOR A REPLY!

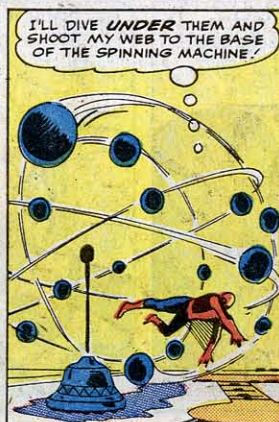


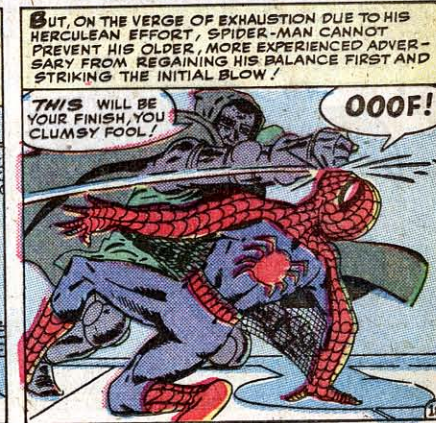
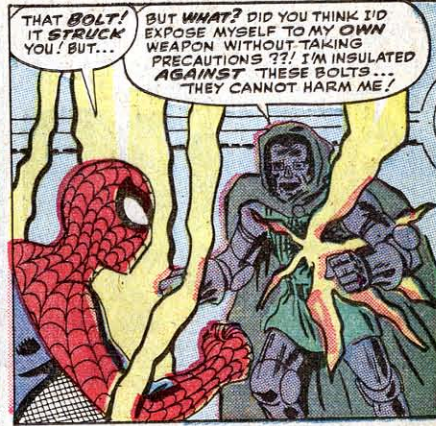
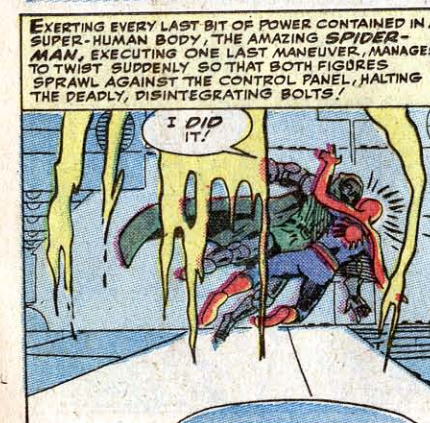
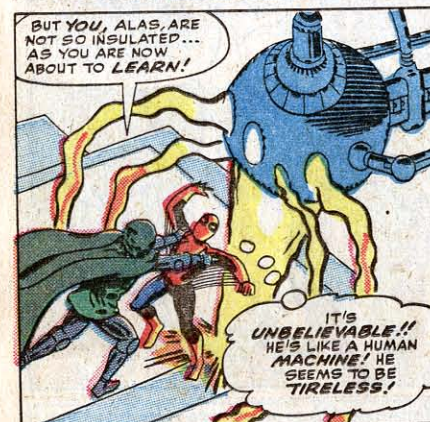
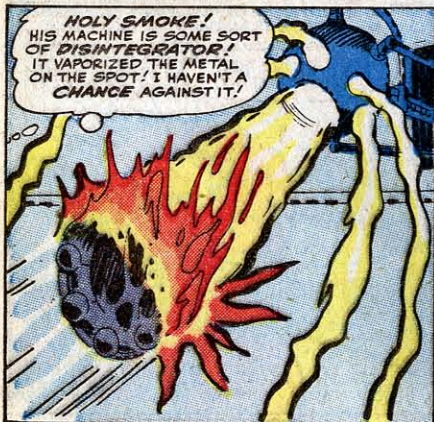
OH, THAT AWFUL CREATURE! THANK HEAVENS HIS PRISONER IS ONLY SPIDER-MAN WHO IS PROBABLY AS MUCH A MENACE AS DOCTOR DOOM!

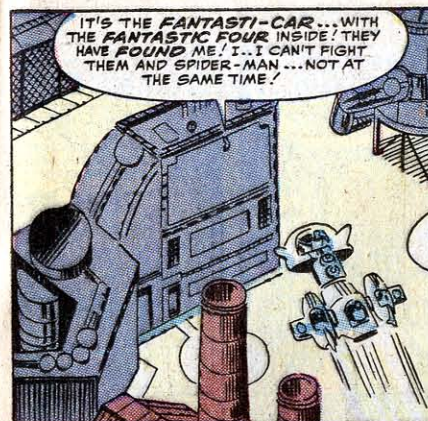
I DON'T GET IT! WHO WAS THAT JOKER IN THE SPIDER-MAN COSTUME?? WHAT'S IT ALL ABOUT? IS IT SOME KINDA TRICK?













HOLD IT, THING! I'VE SEEN SPIDER-MAN CLOSE UP... THAT GUY ISN'T EVEN A REASONABLE FACSIMILE!

YOU MEAN WE WENT TO ALL THIS TROUBLE FOR A NOBODY? THEN HOW ABOUT ME LEAVING ON HIM JUST A LITTLE?

PUT HIM DOWN, BEN! THE POOR BOY LOOKS TERRIFIED!

HMM... LOTS OF PIECES OF WEB-BING AROUND! I SUSPECT THE REAL SPIDER-MAN WAS HERE!

THE NEXT DAY, AT THE OFFICE OF J. JONAH JAMESON...

SOME GREAT NEWS PHOTOG YOU ARE, PARKER! LAST NIGHT A TEEN-AGER NAMED FLASH THOMPSON ESCAPED FROM DOCTOR DOOM. THE FANTASTIC FOUR FOUND DOOM'S HIDEOUT, BUT THEY MUST HAVE SCARED HIM AWAY. AND NOT ONE MEASLEY PHOTO FROM YOU!

SORRY, MR. JAMESON! I WAS HOME LAST NIGHT! I'VE GOT TO SLEEP SOMETIME!

DON'T FEEL TOO BADLY, PETER. I MAY ONLY BE J.J.'S SECRETARY, BUT I THINK YOU'RE WONDERFUL!!



WOW! TELL US MORE, FLASH!

NATURALLY, I WASN'T SCARED OF THAT CRUMB, DOCTOR DOOM. HE COULDN'T KEEP ME A PRISONER FOR LONG! WHEN HE SAW I ESCAPED, HE WAS SO WORRIED THAT HE RAN OUT BEFORE I COULD GET MY MITTS ON HIM!

GOSH, FLASH, THIS IS REALLY MAKE YOU THE BMOC* AROUND HERE NOW!

WHY SO GLOOMY-LOOKING, PETER? ALTHOUGH I BELIEVE IT OR NOT, I SHOULDN'T BLAME YOU FOR BEING JEALOUS OF A REAL HE-MAN LIKE FLASH!



***BMOC: BIG MAN ON CAMPUS.**

THAT'S IT FOR NOW, WEB-SPINNERS! IF YOU ENJOYED OUR ADORABLE ANNUAL AS MUCH AS WE ENJOYED PUTTING IT TOGETHER, THEN WE ALL HAD A BALL! WE'LL BE LOOKING FOR YOU EVERY MONTH WHEN SPIDEY HITS THE STANDS... WE CAN'T LET A FRIENDSHIP LIKE OURS EVER END!



AND, ON THE OTHER SIDE OF TOWN...

AUNT MAY! SHE... SHE DOESN'T ANSWER! GOSH, IF... IF ANYTHING HAPPENED TO HER...



HERE I AM, PETER! I GOT NERVOUS IN THE HOUSE ALONE, SO I WENT NEXT DOOR TO STAY WITH OUR NEIGHBORS! DID YOU GET THE FUSES, DEAR?

UHP!... I FORGOT! WELL, I'LL TELL HER I WAS TOO SCARED TO WALK THE DARK STREETS ALONE!



THE NEXT DAY...

GOSH, I NEVER REALIZED THAT BETTY FELT THAT WAY ABOUT ME! AS A MATTER OF FACT, I NEVER REALIZED HOW I FELT ABOUT HER, EITHER! HMMM...



SAY, LOOK AT THE CROWD OF KIDS! WELL, AT LEAST THIS IS ONE TIME I WON'T HAVE TO LISTEN TO FLASH RIBBING ME! HE MUST BE THE MOST EMBARRASSED KID IN SCHOOL BY NOW!

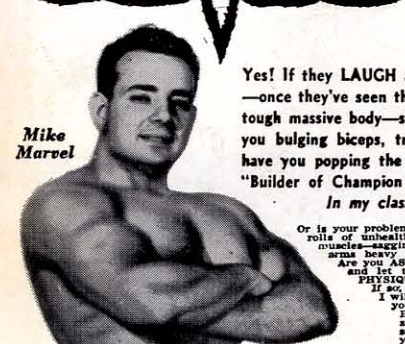


I MIGHT AS WELL FACE IT! I'VE GOT NOTHING BUT LUCK... AND IT'S ALL BAD!



I MIGHT AS WELL FACE IT! I'VE GOT NOTHING BUT LUCK... AND IT'S ALL BAD!

BOYS! MEN!



Mike Marvel

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In my classes this same course of instruction would cost \$170.00.

Or is your problem a body sagging with soft rolls of unhealthy, handsome FAT? Funny guess—sagging, stomach-bloated, fat arms heavy with layers of BLUBBER? Are you ASHAMED to go to the beach and let them see your "FAT-MAN PHYSIQUE"?

If so, wake up fellow! THIS IS IT! I will peel off that fat and give you a lean virile DYNAFLEX BODY, firm and sinewy with a sheath of hard tough handsome muscle. I can pack solid DYNAMITE into a healthy, streamlined HE-MAN physique with dynamic strength. I'll give you a taut rock-hard midsection—legs muscled like coil steel springs. I can back solid DYNAMITE into your legs and give you a rugged handsome build brim-full of the masculine DYNAFLEX APPEAL. And with NO starvation diets—NO fasting calisthenics—NO expensive health-food!

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Be honest. Down deep you KNOW you envy the body with the virile, magnificent build. Every man and boy secretly desires a broad chest with a solid muscle-packed torso, handsome manly shoulders, arms rippling with tough, steely sinews, a narrow waist, slim hips and snappy, power-packed legs. As a fellow with TWO-PISTED BIG MUSCLE APPEAL, they only laugh at skinny guys or "fatso's".

Let me give you a glowing new body, brimming over with energy and irresistible inches of solid muscle on your chest—he-man appeal. I can build three inches of beef and brawn on your shoulders. I will mold you a handsome super-body of terrific strength, give you a crushing grip, legs crammed with steel springs. A lean taut rock-solid punch-proof midsection. Pack your body with energy and stamina that will help make you popular as "Itaso's".

GIVE ME TEN MINUTES A DAY THAT'S ALL

After DYNAFLEX, you'll be able to roll up your sleeves and take off your shirt and, for the first time in your life, you'll be PROUD of your manly build. Yes, pal, say goodbye to your weak, flabby frame—get ready for adventure and romance with a solid physique that glows and vibrates with virile he-man appeal. It'll be really proud to have people see your MAGNIFICENT HE-MAN MUSCLES at the beach or gym. And, when the fellows stare with envy and jealousy—when friends crowd around to squeeze your biceps or touch your bulging brawny chest—when they ask in amazement HOW you did it—tell them about the Magic Secret of DYNAFLEX!

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