

Spider-Man 4 Spec Script

by

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Based on characters owned by Marvel
Entertainment.

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FADE IN:

INT. COMPUTER SCREEN - DAY

A photograph of a tired and unenthusiastic PETER PARKER fills the screen.

PETER (V.O.)

If someone told you that the face you're looking at was the amazing Spider-man, you'd probably have a good laugh. When I'm not wearing the mask, I'm just plain old Peter Parker. "Plain" with a capital "P." Nothing special to see here. As you all know, the best way to get to know what someone is really like is, you guessed it -

The area around the photograph is revealed to be Peter's profile page on Facebook.

PETER (V.O.) (CONT'D)

Facebook. You look at my profile page and you can get a sense of who Peter Parker really is. Maybe you won't learn much about me by looking at my stripper name --

ON FACEBOOK

"Peter Parker's Stripper Name is: Fluffy Feathermac"

PETER(V.O.) (CONT'D)

--or by my Geek Rating --

ON FACEBOOK

"Geek Rating - Peter Parker is geekier than 97% of Facebook."

PETER (V.O.) (CONT'D)

Well, maybe my Geek Rating says something. But under accomplishments, I've graduated high school and am a university honor student. But what has Peter Parker done to make a difference? How many lives has he touched?

The friends section of the page is shown and Peter has 284 friends.

PETER (CONT'D)

Sure, I may have a lot of Facebook friends but c'mon...it's Facebook.

(MORE)

(CONTINUED)

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PETER (CONT'D)

I don't even know most of those people or maybe I said 'hi' to them once in the hall. My high school nemesis, Flash Thompson requested to be my friend and he's even "poked" me twice. That sounds so wrong. Now if this was Spider-Man's Facebook page, we'd see a man who really has made a difference.

Peter's Facebook page is replaced by SPIDER-MAN's page. A picture of Spider-Man swinging on his web waving to the camera is shown. He has 704,382 friends, and his wall is filled with messages from people whose lives he has saved.

EXT. STREETS OF NEW YORK - DAY

The still photo of Spider-Man swinging comes to life and fills up the screen.

MONTAGE - VARIOUS SPIDER-MAN ACTION SHOTS

Spider-Man pulls a cat out of a tree, jumps to the street and hands it to a little girl.

Spider-Man webs two crooks and leaves them hanging from a street lamp.

Spider-Man SMASHES out the window of a burning building holding two kids. He lands on the street and hands the kids to the parents.

As Spider-Man swings away, crowds of people on the streets cheer.

PETER (V.O.)

No one except maybe J. Jonah Jameson will argue that Spider-Man hasn't made a difference. He's saved hundred of lives and has even saved the city from oblivion on more than one occasion. Every time I put on that mask, I feel like someone important.

EXT. UNIVERSITY CAMPUS - DAY

We see Spider-Man's viewpoint as he swings through the air over a university campus.

PETER (V.O.)

When I put on that mask, I feel free. And when I take it off, I feel -- I feel empty. Peter Parker has lost most of the people who were close to him.

(CONTINUED)

CONTINUED:

We see through Spider-Man's viewpoint, a graduation ceremony taking place outside on the university campus. The students in the first ten rows of chairs are wearing caps and gowns and several hundred dressed up people are sitting behind them.

As Spider-Man gets closer, we focus on Peter Parker, sitting in the front row, wearing a cap and gown.

PETER (V.O.) (CONT'D)

So here I am, on what my Aunt May keeps telling me is the most important day in my life. And all I can think about is putting on that mask. Truth be told, when your alter-ego is a superhero, it's a lot to live up to.

We see AUNT MAY sitting in the audience, next to BETTY BRANT and NED LEEDS.

DEAN NESTER

Thank you for joining us today for the graduation ceremony of Empire State University's Science department.

A finger from behind Peter pokes him on the shoulder. Peter turns around to see a male STUDENT.

PETER

(whispering)

Why'd you poke me? Why does everyone keep poking me?

STUDENT

(whispering)

Ready for your speech, Parker?

PETER

(whispering)

Yeah, I'm ready. Ready for my --

Peter's face goes white. He pats the area over the gown covering his jacket pocket. Nothing there.

PETER (CONT'D)

(whispering)

Oh no...

INT - UNIVERSITY SCIENCE LAB - DAY

Two men stand wearing lab coats. On one side of the lab is a large metal containment unit and on the other side is a large control panel with several computer scenes.

(CONTINUED)

CONTINUED:

PATRICK LING is a skinny Asian man in his early twenties. SETH ANDERS is a Caucasian man who is skinny and in his early twenties. SETH has acne problems and both men seem a bit nervous.

PATRICK

I think we're ready. Do you think we're ready?

SETH

I think we're ready.

Patrick takes a deep breath.

PATRICK

Here goes.

Patrick pushes a red button on the control pad. The containment unit makes a loud RUMBLE and steam seeps through the cracks, as the doors to the unit start to slowly open.

When the doors of the unit are open, the rumbling stops and behind all the steam, we hear two loud THUMPS. As the steam disperses, we see ALEX SYTSEVICH - THE RHINO - standing. The man is wearing grey armor and only his face can be seen through an open area. He has a double rhinoceros horn on his head. In the armor, The Rhino stands almost 7 feet tall and has other rhinoceros features in the armor's layout.

THE RHINO

So, how do I look?

Patrick and Seth nervously look at each other and then at The Rhino.

PATRICK

You look --

SETH

-- incredible.

THE RHINO

So, what else is new?

SETH

What else is new? We've given you a protective armor that is stronger than a tank. Bullets will bounce off you and as long as you cover your face, you'll be invincible to fire and explosions.

PATRICK

And if you charge towards a wall, you will be able to ram right through it.

(CONTINUED)

CONTINUED: (2)

THE RHINO

I like the sound of that. I can rob any bank, any facility and no one will be able to stop me.

PATRICK

Just like you asked for, Alex.

The Rhino walks towards the control panel, the ground RUMBLING with each step. The two lab students move out of the way and The Rhino picks up a mirror and looks at his reflection.

THE RHINO

What's with the horns?

The Rhino looks down at his feet, which are shaped like an animal's.

PATRICK

That was Seth's idea.

SETH

Uh, yeah. We gave your suit the theme of a Rhino since you can pretty much do anything a rhinoceros can do. I thought it would make you seem scarier and more menacing.

The lab students anxiously look at The Rhino, waiting for his reaction. The Rhino SMASHES the mirror over the large horn on his head. He then looks at the two frightened lab students and smiles.

THE RHINO

I like it.

Seth and Patrick sigh with relief.

SETH

Thank god. For a minute there, I thought you were going to kill me.

THE RHINO

You've helped me become a rich man. Why would I kill you?

Seth and Patrick laugh nervously.

THE RHINO (CONT'D)

Now, how do I take this thing off?

PATRICK

Take it off?

(CONTINUED)

CONTINUED: (3)

THE RHINO

Yeah, take it off. Before I go rob my first bank, I gotta tinkle.

Patrick and Seth look at each other nervously.

PATRICK

Ummmm....

SETH

We, uh, didn't realize you wanted it to, um, come off.

THE RHINO

What?

EXT. OUTSIDE UNIVERSITY SCIENCE LAB - DAY

Patrick and Seth run out the front doors of the building and run away as fast as they can. The Rhino SMASHES through the brick wall of the building and runs up quickly behind them.

EXT. UNIVERSITY CAMPUS - DAY

DR. CURT CONNERS stands at the podium.

CURT

It is my pleasure today to introduce our valedictorian. At first, while this student showed great promise, it seemed he lacked commitment to his studies. I didn't realize at the time that he had lost a close family member not that long before and had been earning money at a job at the Daily Bugle to support both himself and also to help his aunt. But once this student got back on his feet again, he showed a passion for science that I'd never seen before in a student. This student has such a vast knowledge of science that now that he's graduated, I'm afraid he may be after my job.

The crowd laughs.

CURT (CONT'D)

That's not funny. I seriously fear he'll go after my job. Anyway, I now present to you, this year's valedictorian for the Science department, Peter Parker.

The crowd applauds and Peter nervously walks up to the podium.

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CONTINUED:

PETER

Uh, hi there.

May Parker smiles and speaks to the people around her.

AUNT MAY

That's my nephew. Isn't he a handsome young man?

A very flamboyant man sitting next to May stares up at the podium.

FLAMBOYANT MAN

Absolutely. He's a dream.

PETER

Well, I, um, am really glad to be here today. What an exciting day it is for all of us. Um, well, why don't I start off with a quote by Albert Einstein.

The crowd looks at Peter, who is trying to think of what to say next. Curt gives Peter a little nudge.

CURT

(whispering)

Pick up the pace, Peter.

PETER

As Albert Einstein once said --. Um, $E=MC$ squared.

Some of the students in the front rows giggle.

CURT

(whispering)

Well, I think my job's safe.

PETER

Now, what did he mean by $E=MC$ squared and how does that relate to this momentous occasion? That's a very good question.

Suddenly, Peter's spider-sense goes off.

PETER (V.O.) (CONT'D)

Oh, no. Or....oh yes!

PETER (CONT'D)

I, uh, think I have to throw up.

Peter runs off the podium and then runs away, leaving the crowd in hysterics.

(CONTINUED)

CONTINUED: (2)

AUNT MAY

Oh, my.

Curt stands up to the podium.

CURT

Okay, everyone settle down. Not everyone is born a public speaker.

Behind the podium, Patrick and Seth are running and screaming.

PATRICK

Run! Run!

SETH

Run for your lives!!

Curt looks behind him as the lab students run along the side of the chairs.

CURT

What's all the commotion about?

Loud RUMBLING can be heard, getting louder and louder. Seconds later, The Rhino can be seen running towards the crowd.

CURT (CONT'D)

Run! Run!!

Curt runs towards the crowd who are standing up and panicking.

AUNT MAY

Oh, my. What's happening here?

NED

I don't know. Just stay with Betty and me.

The Rhino runs right into the podium, sending it flying towards an old lady in the crowd. Just as it's about to hit her in the face, a strand of web takes hold of it and it swings in the other direction, right at The Rhino. It SMASHES into his chest, breaking into pieces. It barely affects him but he stops as Spider-Man lands directly in front of him.

SPIDER-MAN

C'mon Dude. Let me take you back to the Zoology department.

THE RHINO

Out of my way!

(CONTINUED)

CONTINUED: (3)

The Rhino swings at Spider-Man but Spidey ducks and punches him instead on the side of the face.

SPIDER-MAN

Ahhhhhh!

Spider-Man holds his sore hand.

SPIDER-MAN (CONT'D)

What are you made of?

THE RHINO

Definitely not sugar, spice and everything nice.

He grabs Spider-Man in his two hands and tosses him with ease into a light pole.

The Rhino runs through the mostly empty chairs, which go hurtling through the air. Betty, Ned and Aunt May are moving away but Aunt May stumbles.

AUNT MAY

Oh no. I think I broke a heel.

The Rhino charges right at them.

BETTY

May, we've got to go.

The Rhino abruptly stops in front of them and looks at Betty.

THE RHINO

Brant? Ha ha! Why, if it's not Betty Brant?

Betty looks like she's in shock. Spider-Man spins a web separating The Rhino from Betty, Ned and Aunt May.

SPIDER-MAN

Run!

Ned, Betty and Aunt May turn and run while Spider-Man looks up at the Rhino on the other side of his web.

THE RHINO

Well, this is awkward.

The Rhino rips apart the web with ease.

SPIDER-MAN

Really? You know it takes me all morning to build those things?

(CONTINUED)

CONTINUED: (4)

THE RHINO

Shut your mouth. I hate your stupid jokes.

SPIDER-MAN

Jokes? What jokes? You wrecked my home.

The Rhino tries to grab Spider-Man but Spidey jumps up and lands on the Rhino's back. He holds onto his large horn as the Rhino runs again at a fast pace.

THE RHINO

Get off my back, bug!

The Rhino runs into the side of a building to try to get Spidey off but no success. He tries hitting him into a parked truck but no luck.

SPIDER-MAN

Why pay for rides on a roller coaster when the ugly monster man provides them for free?

The Rhino runs around in a circle and then spins quickly around and Spider-man is thrown off. But Spidey shoots a web and swings, landing right back on The Rhino, as he runs through the campus.

AT THE SITE OF THE CEREMONY

Dr. Connors runs over to Aunt May.

CURT

Are you alright, Ma'am?

AUNT MAY

I'll be fine. But I don't know where my nephew Peter is.

CURT

I wouldn't worry about him. I'd say he's probably safely leaning over a toilet right now.

EXT. UNIVERSITY DORMS - DAY

The Rhino throws a construction port-a-potty at Spider-Man, who is swinging above on his trail. Spider-Man moves out of the way and the port-a-potty hits the ground. A voice is heard coming from inside.

STUDENT 2 (V.O.)

Ewwwwwwww...

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As the Rhino thumps away, Spider-Man lands on the ground, stands the port-a-potty up straight and opens the door. He holds his hand up over his eyes as he looks inside.

SPIDER-MAN

You okay?

STUDENT 2 (O.S.)

I think I need a shower.

SPIDER-MAN

Or a car wash.

INT. DORM - DAY

In an atrium, several college students are playing Rock Band while over a dozen other students cheer them on.

There's a SMASH and the walls are RIPPED open. The Rhino walks in. The students scream and panic.

THE RHINO

Where are Patrick Ling and Seth Anders?

DORM STUDENT 1

(nervously)

They ran upstairs a few minutes ago.

The Rhino smiles and walks towards the stairs while the students disperse. As he steps onto the first step, his foot rips right through it.

THE RHINO

AHHHHHHHHHHHHH!!!!

Spider-Man stands behind them.

SPIDER-MAN

I thought everyone knew that Rhinos can't go up stairs.

The Rhino turns around but not before Spider-Man grabs him and as heavy as he is, manages to hold him over his head.

SPIDER-MAN (CONT'D)

(cringing with pain)

I didn't think you'd be up for a game of Rock Band.

Spider-Man throws the Rhino through the hole in the wall and jumps out after him. The Rhino gets back up and Spider-Man touches his arm and runs away.

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SPIDER-MAN (CONT'D)

Tag horn-head! You're it!

The Rhino chases Spider-Man into the street and Spider-Man swings away.

The Rhino picks up a car and tosses it at Spider-Man, who narrowly avoids it before it SMASHES into the street. As The Rhino chases him, Spider-Man stops at the back of an open moving company truck. He swings back towards the Rhino and hits his face.

SPIDER-MAN (CONT'D)

Did that hurt? I highly recommend a full-face mask.

The Rhino runs towards Spider-Man who runs towards the back of the truck. Right before he gets to the truck, he jumps in the air, landing right behind The Rhino and kicks him inside the truck. Spider-Man then slams the doors shut and shoots a ton of webbing at the door.

From inside the truck, we hear screaming. A horn SMASHES out of one side and then retracts and then the whole truck turns over onto its side.

Spider-Man pushes the truck back onto its wheels and runs to the driver's door. The keys are in the ignition. Spider-Man sits down, buckles up his seat belt and drives the truck.

INT. AQUATIC CENTER - DAY

The place is empty except for a janitor mopping the floor. The swimming pool is empty and looks like it's under construction. We hear a revved-up engine nearing the building and then see the moving truck SMASH through the wall and into the empty pool.

Spider-Man opens his door, jumps out and pushes the janitor to safety.

JANITOR

What the--? Who do you think has to clean all this up?

We hear a SMASH and The Rhino PUNCHES the doors off the back of the smashed truck.

THE RHINO

I'll squash you! You hear me? I'll squash you in my hand, little bug!

Spider-Man walks to the edge of the pool and looks down.

(CONTINUED)

CONTINUED:

SPIDER-MAN

I'm sure you would if you could. Right now though, I'd ask yourself how you're going to climb out of there?

The Rhino tries to climb up but THUMPS to the bottom, unable to get his feet up in the armor. He tries again with no luck.

SPIDER-MAN (CONT'D)

Yeah, that's what I thought. Physics 101, baby!

Spider-Man walks away waving behind him as sirens are heard outside.

SPIDER-MAN (CONT'D)

Tootles!

EXT. UNIVERSITY CAMPUS - DAY

The area of the campus where the graduation ceremony took place is almost vacant of people. A few workers are piling up the scattered chairs. Near the podium, Curt Connors sits next to Aunt May.

CURT

Don't worry, Mrs. Parker. I'm sure Peter's fine.

AUNT MAY

I'm sure he is. But I worry about him a lot. He used to be so open with me and his Uncle Ben but after Ben died, he's been a bit distant. And after his friend was killed and his girlfriend left--. I just worry about him.

CURT

I won't argue it seems like he's in another world in class sometimes but he's the smartest student I've taught in years. He has so much talent, I really believe he can do anything.

Peter runs up to his aunt and professor.

PETER

Aunt May!

He hugs his Aunt.

PETER (CONT'D)

Thank god you're okay!

(CONTINUED)

CONTINUED:

AUNT MAY

Where have you been Peter?

PETER

I was stuck in the washroom.

CURT

Stuck?

PETER

Yeah. I heard some crashes and I tried to run out but the washroom door was jammed shut by a garbage bin thrown on its side. Spider-Man let me out.

Peter looks around.

PETER (CONT'D)

What happened here?

Dr. Connors laughs.

CURT

That's the understated question of the year.

PETER

I think I'm ready to finish my speech now.

Dr. Connors gets out of his seat.

CURT

The ceremony's been called off. You're off the hook Peter. You have your diploma and I hope you'll put it to good use.

Curt takes May's hand and helps her up.

CURT (CONT'D)

It was a pleasure meeting you Mrs. Parker.

AUNT MAY

Likewise.

Aunt May turns to Peter.

AUNT MAY (CONT'D)

What a nice man. He had such nice things to say about you.

(CONTINUED)

CONTINUED: (2)

PETER

I'm sorry I let you down. I wanted you to be proud of me today.

AUNT MAY

Oh, Peter. Don't be silly. I'm always proud of you. I'm thankful you were safe in that bathroom so you didn't have to see this madness.

INT. SMYTHE TELEVISION STUDIO - DAY

Two Russian men wearing black suits sit in the waiting area.

SERGEI KRAVINOFF, A.K.A. KRAVEN, is a tall, very well built middle-aged man. He has a black Van Dyke style beard and mustache that matches his neatly groomed hair. Obviously a hairy man, dark hairs can be seen on the backs of his hands and coming from his chest over the top of his shirt.

DMITRI SMERDYAKOV, is a shorter, thin man with neat blonde hair.

Both men have heavy Russian accents.

Two network executives come out to greet the two men. BOB NEWMAN is a short, round balding man in his 60s while ANGELA WILSON is an attractive woman in her mid 30s.

BOB

Sorry for the wait, folks. You know how it gets in the television business.

Bob holds out his hand. Dmitri stands up and shakes his hand as well as Angela's but while Kraven stands up, he just looks down at the short executive.

KRAVEN

No, I do not know. How is it?

BOB

(laughing)

Busy as hell, Mr. Kravinoff. Busy as hell. Why don't the two of you gentlemen join me and Ms. Wilson in my office.

IN MR. NEWMAN'S OFFICE

The four of them sit around a table in the small office.

BOB

So, Ms. Wilson tells me you have a proposition for a television show.

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CONTINUED:

DMITRI

Why, yes. As you must know, my client was the star of the popular reality show, "Kraven' the Hunt" over in Africa.

BOB

I was not aware of that.

DMITRI

The show, which ran for eight seasons, was the highest rated show in Africa for men in the 19 - 49 demographic, after CSI: Miami.

BOB

Fascinating. And this is the show ON THE DVD?

DMITRI

That is correct.

Bob holds up a remote control from the table and turns on the large widescreen LCD TV hanging from the ceiling.

BOB

Well, let's see this baby.

On the TV screen, we see a family of lions in an open area of dry land. Two cubs play with each other while the mother and father lie facing one another. We hear a growl and the male lion's head rises. About 30 feet away we see Kraven, wearing animal skin leotards, on all fours growling. He lunges towards the male lion, who lunges back at him.

While we now focus on the four people in the office, we hear roaring, fighting and then the squeal of the lion being killed. While Kraven has a big grin on his face, Angela looks sick and Bob looks disturbed and quickly turns off the TV.

DMITRI

What? You do not like?

BOB

You know Dmitri, while all patriotic Americans love their guns and while every good Republican enjoys a good hunt, for some reason, I don't think they're ready to see animals killed by people on television. If a crocodile eats a bear, Americans will be all over it on the Discovery Channel but if a man went out and killed that crocodile, people would rather just not see it.

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CONTINUED: (2)

DMITRI

So, you are not interested in bringing this hit show to America?

BOB

To be completely honest, I see your client on a show like American Gladiators.

ANGELA

But of course, Mr. Kravinoff is not an American.

BOB

True. That could pose a problem.

The door to the conference room opens up and J. JONAH JAMESON walks in. The RECEPTIONIST follows him in.

RECEPTIONIST

I'm so sorry. I told Mr. Jameson you were in an important meeting.

J. JONAH JAMESON

Bob's always in an important meeting. Maybe that's why he's not returning my calls.

BOB

I'm sorry, do you mind if I give my friend a moment of our time?

DMITRI

Of course not.

J.J. holds his hand out to Kraven and Dmitri and again, Kraven doesn't return his hand.

J. JONAH JAMESON

J. Jonah Jameson, publisher of the Daily Bugle.

DMITRI

Pleasure to make your acquaintance.

J.J. turns back to Bob.

J. JONAH JAMESON

Now, Bob, what the hell was that I saw on your network today?

BOB

The news?

(CONTINUED)

CONTINUED: (3)

J. JONAH JAMESON

How can you call that one-sided crap news? You made Spider-Man out to be a hero who saved a bunch of college students.

BOB

Yes, because that's what occurred.

J. JONAH JAMESON

You want to know what really occurred? See tomorrow morning's Daily Bugle headline: Spider-Menace Destroys Hopes of College Grads

Kraven stands up.

KRAVEN

Who is this Spider-Man you speak of?

BOB

You don't know who Spider-Man is? You really are new around here. Let me show you.

Bob picks up the remote control, flips a couple buttons and we see a camcorder shot of Spider-Man webbing a podium away just as it's about to hit an old woman. Bob pauses the TV on Spider-Man, swinging in the air, swinging the podium on a web.

KRAVEN

This Spider-Man is considered a menace?

BOB

I wouldn't say --

J. JONAH JAMESON

Bob doesn't know what he's talking about. Spider-Man is a danger to everyone in New York.

DMITRI

My client here is a world renowned hunter. If Sergei brings down this Spider-Man, would you put him on TV?

J. JONAH JAMESON

I'm a newspaper man. But if your big friend there brings Spider-Man to his knees, every local station will air the footage. Even Bob's here.

(MORE)

(CONTINUED)

CONTINUED: (4)

J. JONAH JAMESON (CONT'D)

Plus, I'll give him a one million dollar cheque and a photo of me handing it to him will appear on the front page of the Daily Bugle.

Kraven stands up, extends his arm and shakes Jameson's hand.

KRAVEN

I will bring you the head of this Spider-Man.

Kraven and Dmitri walk out of the office. J.J. yells after him.

J. JONAH JAMESON

No blood, okay? Just hand him over to the cops, alright?

No answer. J.J. looks at a stunned looking Bob and Angela.

J. JONAH JAMESON (CONT'D)

He heard that, right?

EXT. SMYTHE TELEVISION STUDIOS - DAY

Kraven and Dmitri exit the building and walk down the busy New York street. Dmitri pushes a button on his belt and his face morphs out of the blonde man's face to a white, skin-tight face mask with small holes only for the eyes, revealing himself to be THE CHAMELEON.

KRAVEN

This Spider-Man will die by my hand.

CHAMELEON

Oh, yes. Beware Spider-Man. The Russians are coming. The Russians are coming!

Chameleon laughs as we see the two men walk into the distance.

INT. DAILY BUGLE - DAY

Peter Parker walks towards Betty Brant's desk. Ned Leeds is sitting on the desk, kissing Betty on the lips. Peter sees them and awkwardly just stands there. Betty sees Peter standing there and separates from Ned.

BETTY

Hey Petey? Didn't know you liked to watch.

Ned turns around and smiles.

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CONTINUED:

PETER

Oh, I uh, was just...

NED

She's just yanking your chain, Pete.

Ned jumps off the desk and puts his arm on Peter's back.

NED (CONT'D)

How's it going? Crazy graduation ceremony you had there.

PETER

Don't remind me. I actually just wanted to thank you both for coming. It really meant a lot to me.

BETTY

Of course, Petey.

NED

Sorry we split so fast. I had to get back to write up the story on all the chaos. It just sucks that Jameson butchered the story. I hate to even have my name on that piece of propaganda.

PETER

That's okay. I'm just glad I had some friends there.

NED

You can always count on us.

PETER

I was just curious. One of my classmates said that the Rhino guy seemed to know Betty.

Betty puts her head down and Ned goes to console her.

NED

I don't really know if she's up to talking about that.

BETTY

It's okay. The guy in the suit was my brother's best friend Alex growing up. My brother was a good kid but Alex got him into trouble all the time. My brother ended up taking the fall for a robbery they did together. He refused to give up Alex's name and Alex walked free while my brother is still serving time.

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CONTINUED: (2)

PETER

I'm sorry to hear that.

BETTY

I haven't seen the guy in years. It looks like he's put on a few pounds.

Betty chuckles.

NED

Oh, yeah. I'd say.

They all laugh and Ned hops on Betty's desk again and they start to smooch.

PETER

Oh boy.

J. Jonah Jameson walks in and drops a phone book on Betty's desk, startling them.

J. JONAH JAMESON

Do I pay you two lovebirds to conceive a child?

Ned jumps off the desk and Betty straightens her blouse.

NED

Sorry, Mr. Jameson.

J. JONAH JAMESON

And what's wrong with you Parker? You like to watch?

Ned and Betty giggle.

PETER

I, uh, uh --

J. JONAH JAMESON

You, uh, uh, what? I got a job for you and Leeds. At 3pm, some crazy foreigner is going to challenge Spider-man to a duel. I want you to go with Leeds and take pictures.

PETER

Who is this guy?

J. JONAH JAMESON

He likes to call himself Kraven the Hunter.

(MORE)

(CONTINUED)

CONTINUED: (3)

J. JONAH JAMESON (CONT'D)

He's a big fellow but I hate to say that unless he has mechanical tentacles or can turn himself into sand, I don't think he stands a chance.

Ned pulls on his jacket and kisses Betty on the cheek and Betty turns, giving him a passionate kiss on the mouth.

J. JONAH JAMESON (CONT'D)

Get out of here. You stay here and keep that up and pervey Parker over here might take a picture for his computer wallpaper?

Peter sighs.

EXT. TIMES SQUARE - DAY

A crowd of hundreds, including camera crews, locals and tourists, surround a stage in front of the clock tower. Peter and Ned are in the crowd.

PETER

So, have you guys set a date?

NED

Not yet but we were thinking about next Spring. How's Peter Parker's love life?

PETER

Oh, pretty non existent at the moment.

NED

Mind if I ask what happened with you and Mary Jane?

Peter sighs.

PETER

She went to Paris for a modeling gig and she stayed on longer than she planned. She doesn't call me. I know she's okay because she updates her Facebook page but she's been avoiding me big time.

NED

That sucks, buddy. But if you really love her, you should go to Paris and fight for her. When I met Betty, I knew there wasn't anything I wouldn't do to get her.

(CONTINUED)

CONTINUED:

PETER

I hear what you're saying. I can't just get on a plane to go to Paris. I have responsibilities here.

NED

Like what? Your job? You were your class valedictorian. You don't need to make peanuts working for Jameson anymore.

PETER

I have other responsibilities here too. Big ones.

NED

Yeah, well. You know what I'm saying. Hey, this things gonna start in a minute or two. I'm going to try to get a broader view, in case Spider-Man shows up and this craziness leaves the stage.

PETER

Okay, I'll meet up with you afterwards. I doubt he's going to show though. I don't think Spidey's a media vulture.

Ned walks away backwards.

NED

Yeah, well, he sure poses for your camera a lot!

PETER

(sighing)
Yeah.

INT. DAILY BUGLE - DAY

Betty Brant's phone rings and J. Jonah Jameson comes on speaker.

J. JONAH JAMESON

You were going to buzz me when it started.

Betty looks up at the ceiling TV across from her desk.

BETTY

It didn't start yet though, Mr. Jameson.

J.J. appears at her desk talking on his cell phone, his voice coming from the speaker, creating unbearable static sounds.

(CONTINUED)

CONTINUED:

J. JONAH JAMESON

Well, I'm going to wait here in case. You never know if you'll be smooching some guy and miss the ball.

J.J. looks around. Then he speaks into his phone again, creating more static sounds.

J. JONAH JAMESON (CONT'D)

Brant, do something about that racket, will ya?

EXT. TIMES SQUARE - DAY

The crowd is abuzz until Dmitri steps up to the microphone.

DMITRI

Hello? Is this thing on?

The crowd laughs.

DMITRI (CONT'D)

Welcome all to this momentous event. Without further ado, I will introduce the man whom you have come to see. A man whom every person in America will come to admire and respect as... Kraven the Hunter!

The crowd applauds and there is a BANG of fireworks on the platform. When the smoke disperses, Kraven is seen on stage wearing a more contemporary version of his animal skin leotards.

IN THE CROWD

PETER

(to himself)
Seriously?

ON THE PLATFORM

Dmitri walks away as Kraven steps up to the microphone.

KRAVEN

Thank you, Dmitri. It is I, Kraven the Hunter in the flesh.

IN THE CROWD

WOMAN IN CROWD

Seriously?

(CONTINUED)

CONTINUED:

PETER
(to himself)
Seriously?

ON THE PLATFORM

KRAVEN
Today, I challenge New York's menace,
Spider-Man, to come and face Kraven the
Hunter in a duel to the death.

INT. DAILY BUGLE - DAY

J.J. and Betty are watching the TV with some other coworkers
gathered around.

J. JONAH JAMESON
Crap. He didn't hear me.

EXT. TIMES SQUARE - DAY

The audience boos Kraven.

MAN IN CROWD
Who are you kiddin'? Spider-Man's a hero.

The crowd cheers.

KRAVEN
A hero? Well, if he is truly a hero, he
will prove his worthiness by meeting his
nemesis face to face.

The audience boos. Peter takes a few snapshots, then turns to
the people around him.

PETER
Is this guy serious?

We see a shot of the clock at Times Square. It says 3:00. We
then see it quickly change to say 3:30, showing the time that
has passed. The crowd disperses.

INT. DAILY BUGLE - DAY

J. JONAH JAMESON
Just like I suspected. The wall crawler
chickened out. They're both a couple of
clowns.

KRAVEN
Do not leave. If Spider-Man won't show up
on his own, I will make him show up.

IN THE CROWD

Peter looks at the people around him, many of whom are dispersing.

PETER

How's he going to do that? With his magic wand?

ON THE PLATFORM

Kraven walks off the front of the platform and grabs a young woman from the crowd, lifts her up over his head and walks back to the microphone. Several cops in the crowd pull out their guns.

KRAVEN

Spider-Man! If you do not come to rescue this woman, I will rip off **her** head instead of **yours**.

IN THE CROWD

PETER

(to himself)
Oh boy.

ON THE PLATFORM

The police move in closer. Kraven drops the woman onto her feet and holds her as a shield. He then pulls a black device out of his belt and shoots a wire out of it, which shoots up towards the tower. When it attaches, Kraven, holding onto the woman, pulls the wire and they ZIP up the tower.

INT. DAILY BUGLE - DAY

Dozens of people surrounding the TV are gasping. J.J. is sweating.

J. JONAH JAMESON

Brant. Get my lawyer on the phone and transfer the call to my office.

EXT. TIMES SQUARE - DAY

The police stand under where Kraven zipped up.

COP 1

Where are they?

Another cop looks through binoculars.

(CONTINUED)

CONTINUED:

COP 2
Guys. They're standing on top of the New Year's ball!

COP 3
What now?

COP 2
Let him handle it!

COP 3
Who?

Cop 2 hands the binoculars to Cop 3, who looks into them and sees Spider-Man swinging up to the tower.

COP 2
Spider-Man!

COP 4
Thank God. I'm afraid of heights.

The other cops look at the now embarrassed cop.

ON THE TOWER

Kraven stands on the giant ball, holding the frightened woman. Spider-Man swings above him, webs the woman's shoulder, pulls her to him and swings away with her to the penthouse balcony of an adjacent building.

ON THE BUILDING

Spider-Man puts down the woman.

SPIDER-MAN
There you go now, ma'am. Now the crazy man can't hurt you.

Spider-Man is about to swing away but the woman pushes a button on her belt and she morphs into THE CHAMELEON behind Spider-man's back and tries to stab him with a syringe. Spider-Man's spider-sense goes off and he ducks, turns around and holds up the Chameleon's arm.

SPIDER-MAN (CONT'D)
You're not a helpless woman.

CHAMELEON
No duh.

Behind, Kraven swings down a wire towards them. Spider-Man moves out of the way and Kraven SMASHES into two garbage cans. Spider-Man looks up at news helicopters above him.

(CONTINUED)

CONTINUED:

SPIDER-MAN

Oh, man. I hope they got THAT on camera!

Spider-Man shoots a web at the Chameleon, webbing him to the wall. Spidey then moves towards Kraven who has rebounded to his feet. Kraven jumps to the ledge of the building, holds his arm down and shoots out a wire towards the ground.

KRAVEN

Come get me, Spider. When I rip off your head, I want the citizens of New York to see it.

Kraven jumps off the ledge and ZIPS down the wire, heading down towards the street.

SPIDER-MAN

If that's really what you want.

Spider-Man jumps off the rooftop, leaving the Chameleon alone, webbed to the wall.

CHAMELEON

Don't forget me, Sergei! Don't leave me all alone!

IN THE AIR

As Kraven zips down to the streets, Spider-Man swings by him, scoops him up and swings down to the platform where the police are standing.

ON THE GROUND

SPIDER-MAN

Howdy folks. I have one totally insane weirdo here for you.

Kraven beaks free and runs away.

KRAVEN

You want me, Spider-Man. Come get me!

The police aim their guns at Kraven.

SPIDER-MAN

That's not necessary, boys.

Spidey shoots a strand of web at Kraven's back. He then tugs the web and Kraven comes flying back towards him. Spider-Man stands him up straight directly in front of him.

(CONTINUED)

CONTINUED:

SPIDER-MAN (CONT'D)

You want an opportunity to behead me on TV? I'll let you take two swings at me.

Kraven immediately takes a swing at Spider-man's head but he easily ducks out of the way.

SPIDER-MAN (CONT'D)

That's one.

Kraven takes another swing and Spidey ducks again.

SPIDER-MAN (CONT'D)

That's two. Now it's my turn.

Spider-Man makes a fist and moves it towards Kraven's face. Just before he makes impact, he stops his fist and instead taps Kraven's face with his finger, which causes Kraven to fly backwards into the microphone. Spider-Man webs Kraven up to the microphone.

SPIDER-MAN (CONT'D)

Perfect. A microphone with a micro"phonie".

The cops laugh and soon enough the crowd of people laugh and cheer on Spider-Man as he swings away waving.

INT. DAILY BUGLE - DAY

J.J. is in his office, watching the portable TV on his desk. His phone beeps and Betty's voice is heard.

BETTY (V.O.)

Mr. Jameson. I have your lawyer on line one.

J. JONAH JAMESON

Tell him I don't need him anymore. And if he's going to charge me for the call, I'll sue him. With my other lawyer.

EXT. TIMES SQUARE - DAY

The crowd watches the police drive away with Kraven in the backseat. Peter runs out towards Ned, who is watching.

PETER

Hey Ned. What a show!

NED

Yeah. But where were you?

(CONTINUED)

CONTINUED:

PETER

I was here.

NED

Here?

PETER

I was, uh --

NED

I'm just bugging you. Let's get out of here. What a day.

EXT. TIME SQUARE - DAY

A NEWSWOMAN speaks into a microphone among a crowd of people. Flashes of Spider-Man beating Kraven and of Kraven being driven away in the police car are shown.

NEWSWOMAN

Earlier a Russian immigrant named Sergei Kravinoff, who calls himself Kraven the Hunter, challenged Spider-Man to a face-off right here in Times Square. After a no-show by the webslinger, Kravinoff took an innocent woman hostage causing Spider-Man to come to the rescue. Kraven was no match for Spider-Man though and was defeated by a tap on the forehead. News is rapidly spreading that Kravinoff, who had an acclaimed hunting show in Africa, used special effects to portray himself as a brutal strongman who was a hero to so many abroad.

CLIP OF PEOPLE INTERVIEWED

AFRICAN BOY

Kraven the Hunter was my hero. I'm appalled that he couldn't put up a fight against a crazy man in tights.

AFRICAN TEENAGER

I ripped all my Kraven pictures off my bedroom wall. I have no respect for a phoney.

NEW YORKER

What kind of man comes from another country and tries to take down New York's hero? It's pathetic. This Kraven guy is pathetic.

(CONTINUED)

CONTINUED:

NEW YORKER 2
Spider-Man should sue him.

CLIP OUTSIDE JAIL

A video is shown of protesters holding up signs that say "DEPORT THE COWARD" and "KRAVEN THE LOSER".

NEWSWOMAN
New Yorkers took to the streets outside the city jail where Kravinoff is currently incarcerated, urging the country to deport the criminal

The newswoman put her finger to her ear for a second.

NEWSWOMAN (CONT'D)
I'm just getting reports that J. Jonah Jameson, publisher of the Daily Bugle may have in fact offered Kravinoff a million dollars to decapitate Spider-Man. More on this latest development to come.

INT. DAILY BUGLE - DAY

J. Jonah Jameson turns off the newscast he is watching and hits a button on his phone.

J. JONAH JAMESON
Brant, get my lawyer on the phone again!

INT. APARTMENT - DAY

Peter walks through the door of a roomy apartment. The suite looks cozy but has old furnishings and hasn't seen updates in many years.

PETER
Hi Aunt May! I'm home!

Aunt May walks out of the kitchen holding a plate of crackers and cheese and a glass of milk.

AUNT MAY
What perfect timing, Peter. I was just bringing out a little snack for you before dinner.

PETER
Aw, thanks Aunt May. You know you don't have to do that.

(CONTINUED)

CONTINUED:

AUNT MAY

I cut some of that Swiss cheese you like from that deli in the village.

Peter takes the plate and puts a slice of cheese in his mouth and smiles.

PETER

Mmmmm. I do like that cheese.

AUNT MAY

Now enjoy your snack and relax and I'm going to check on the roast.

PETER

Thanks, Aunt May. You know you're the best.

AUNT MAY

So you keep telling me.

Aunt May walks out of the room and Peter eats a cracker with a piece of cheese.

PETER

That IS good cheese.

INT. APARTMENT - LATER

Peter is sitting at the table in the dining room eating roast beef. Aunt May brings out a plate of tater tots.

AUNT MAY

I completely forgot I had these heating in the toaster oven.

PETER

You know you're going to make me fat.

AUNT MAY

I've never seen an extra pound of fat on you in all the years.

Aunt May sits down.

AUNT MAY (CONT'D)

So, that professor of yours - Dr. Connors, I think. He seems like a very nice man.

Peter swallows a piece of roast beef.

(CONTINUED)

CONTINUED:

PETER

He is. I've learned a lot from him and he's given me some good opportunities outside of class.

AUNT MAY

He seems very fond of you.

PETER

Well, I guess I'm a likable guy.

AUNT MAY

Oh, it's more than that. He thinks you have some great potential in the scientific field.

Peter doesn't comment and continues eating.

AUNT MAY (CONT'D)

Peter, having you here living with me again really is a blessing. The rent's easier to afford and it's so nice to have you around for company.

PETER

If you think I'm a burden, I can find my own place again --

AUNT MAY

(interrupting)

Don't be ridiculous. I'm being perfectly sincere. It's just that you have so much potential and you're still taking pictures for that nasty Jameson fellow who pays you far less than you deserve.

PETER

I like taking pictures.

AUNT MAY

I know you do. But have you given any thought to working in the science field?

PETER

I -- I really haven't given it much thought.

AUNT MAY

I know things have been really tough for you with Harry's death. And then Mary Jane moving. I understand if you want to take your time. You just have so much potential.

(CONTINUED)

CONTINUED: (2)

PETER

I -- I really do want to do more than take pictures. Jameson's a creep and you're right. He doesn't pay me what I deserve. I just - I just want to do something that will make a difference.

AUNT MAY

Well, science is a perfect field to do that. Scientific discoveries are used to help mankind. To help us grow.

PETER

Well, you know, I've actually thought I might want to teach. If it weren't for my science teachers in high school and in college, I wouldn't be where I am today.

AUNT MAY

Did you know your Uncle Ben aspired to be a teacher?

PETER

No. He did?

AUNT MAY

Your Uncle Ben loved to learn and he regretted not going to school after high school. He said that if he had, he would have wanted to teach.

PETER

Wow. I didn't realize that.

AUNT MAY

If you were to become a teacher or use your skills in some way to help people, your uncle would be so proud looking down at you. I would be proud. Just like I am now. Not every young man would move back in with his old Aunt.

Peter stands up with his empty plate. He walks to Aunt May and kisses her on the head.

PETER

Not every young man has such a fantastic Aunt. Someone who inspires him to be a good man. And to become a better person.

Peter walks into the kitchen and we hear dishes CLANGING.

(CONTINUED)

CONTINUED: (3)

AUNT MAY

If you were interested in teaching, I bet
I know someone who would be more than
happy to help you out?

INT. CURT CONNERS LAB - DAY

Peter slowly opens the door to the lab in Dr. Conner's home. The lab is a large room with white walls. There are three large tables, two opposite each other on which are dozens of glass tanks with lizards inside them. A table between them at the front of the lab has a desk area in the middle and on either side are more tanks with lizards. The walls are plastered with photos of lizards, diagrams of lizard anatomy and scientific equations marked on the walls.

No one is in the lab. Peter slowly enters and looks around. Dr. Connors walks in as Peter is wandering around the lab.

CURT

Snooping around Parker?

Peter, startled, turns around towards Dr. Connors.

PETER

Oh, no. Your wife told me to come in and
wait for you.

CURT

I see.

PETER

Do you mind if I ask what you are
researching?

Dr. Connors pats his empty sleeve.

CURT

Would you believe me if I told you I was
trying to grow myself a new arm?

PETER

A new arm?

CURT

That's right Peter. As you know, when
lizards lose a limb, they sometimes
regenerate a replacement. I'm working on
some experiments to see if I can apply
that logic to human DNA.

PETER

Wow. That would be an amazing discovery
for amputees.

(CONTINUED)

CONTINUED:

CURT

It would indeed. Now, I don't think you came here to congratulate me on my research.

PETER

I came here because I've been thinking about what I want to do now that I've graduated. I've been giving teaching some thought and wondered if you could offer me some advice.

CURT

Teaching, huh? I think you could aim a little higher than that Peter.

PETER

Teaching is a notable occupation. You teach.

CURT

That's true. It can be very draining though.

PETER

Life's draining sometimes.

CURT

That's very true. While a teaching degree is preferred, with the teacher shortage, some schools are happy to find knowledgeable people. My brother-in-law works for the New York City school board. If you'd like, I could put in a good word for you and request an interview.

PETER

That would be excellent. I would really appreciate that.

CURT

Alright. Your attendance record in school was never great, Peter. You know you couldn't miss classes when you're the one running them.

PETER

I do. I'll be better.

CURT

Alright. I'll see you out.

As they approach the door, Peter takes a last look at the lab.

(CONTINUED)

CONTINUED: (2)

PETER

So, regarding your research, what sort of side-effects do you anticipate for limb regenerations?

CURT

I'm not concerned with that. I think I can speak for all amputees that anyone missing a limb can handle some minor side effects, whatever they may be. In comparison, how bad could any side effects be?

As they exit, Dr. Connors turns off the light and the lab goes dark.

INT. NEW YORK POLICE STATION - DAY

CAPTAIN GEORGE STACEY walks in the front door alongside his daughter, GWEN STACEY. There is a female police officer - Officer JANINE BRADEY - sitting at the front desk.

JANINE

How was lunch with your daughter, Captain?

CAPTAIN STACEY

Perfect as always.

GWEN

It was nice seeing you, Dad.

Captain Stacey and Gwen kiss each other on their cheeks and Gwen heads to the door.

GWEN (CONT'D)

Thanks for lunch, Dad!

CAPTAIN STACEY

Anytime! I mean it!

Gwen leaves and Captain Stacey walks into the precinct office. A middle-aged officer - SAM JENKINS - approaches Captain Stacey and discretely pulls him aside.

SAM JENKINS

Captain, the boys are wondering why you released Kravinoff before he saw the judge?

CAPTAIN STACEY

What are you talking about? I certainly did not release Kravinoff.

INT. VAN - NIGHT

An old van is driven down the street. Captain George Stacey appears to be driving, with Kraven in the passenger seat. But the man posing as Captain Stacey morphs his appearance, revealing himself to be The Chameleon.

CHAMELEON

We're almost there, my friend.

The van pulls into the long driveway of an old, dilapidated mansion.

INT. KRAVINOFF MANSION - NIGHT

The mansion is only partially furnished with a classic design that makes the furniture and the home look like the inside of an old castle.

The Chameleon walks into the living room wearing a wine-red robe and a glass of wine.

CHAMELEON

Sergei. Sergei, are you down here?

Kraven walks out of the shadows wearing an identical wine-red robe and holding a rifle. He looks tired and worn down.

CHAMELEON (CONT'D)

Sergei. What's with the gun?

KRAVEN

For all my life, I have earned nothing but respect for the Kravinoff name. That ended today. I have brought shame upon my family. This blasted city despises me as do my followers in Africa.

Kraven points the head of the rifle below his chin and holds the trigger.

CHAMELEON

No! Sergei! It is not over! You will earn the respect of all. I have a plan for you. You know I wouldn't let you down. Have I ever let you down?

Kraven loosens his grip on the trigger.

CHAMELEON (CONT'D)

Lower the weapon Sergei and let me show you the gift I have brought you.

(CONTINUED)

CONTINUED:

Kraven lowers the gun and still holding it, walks towards The Chameleon. The Chameleon pulls a white sheet off of a wooden box. He opens the box and inside is a large glass container, with bubbling green liquid inside. Steam is rising from the container.

CHAMELEON (CONT'D)

I introduce you to what is known on the black market as Goblin Juice.

KRAVEN

You have yet to impress me.

CHAMELEON

Please give me the opportunity to explain. This is a very expensive investment I have made on your behalf.

KRAVEN

Go on.

CHAMELEON

One of the Spider's greatest enemies drank this serum and increased his strength immensely. He almost killed the Spider. If he had the initial strength and skill that you possess, I have no doubt the Spider would have been squashed long ago.

KRAVEN

You think if I drink this potion, I will be able to regain my honor by ripping off the head of the Spider?

CHAMELEON

I have a very well-thought out plan for you to regain your honor. There will be no decapitation of the Spider. But I assure you, together...we will bury him.

INT. DAILY BUGLE HALLWAY - DAY

Peter walks out of the elevator smiling. Ned catches him as he walks down the hall.

NED

Hey Pete. You look happy

PETER

Things are looking up a little. I don't want to jinx anything yet but I'll keep you in the loop shortly.

(CONTINUED)

CONTINUED:

NED

Fair enough. I wanted to ask you something.

They stop in the hallway and Ned holds Peter's shoulders.

NED (CONT'D)

I was wondering if you'd be my best man.

PETER

Me?

NED

Why not you?

PETER

I, well, would have thought you'd ask one of your college buddies -

NED

None of those guys live in the city and I haven't seen them for years. You though, have always been there for me since I started at the The Bugle last year. And I know it would mean a lot to Betty too.

PETER

Okay. I'd be happy to.

Ned grabs Peter's hand and shakes it.

NED

Good stuff! I can't wait to tell Betty.

INT. DAILY BUGLE PRESS ROOM - DAY

It looks like J. Jonah Jameson is standing next to Betty's desk holding up an edition of the Daily Bugle. But as Peter and Ned walk closer, they see it's a cardboard cutout.

NED

What the hell's that?

BETTY

J.J.'s new genius promotional tool for the Bugle. He plans to have these on every newsstand at the city.

PETER

Why would we want to scare away potential customers?

They all laugh. Ned gives Betty a smooch on the lips.

(CONTINUED)

CONTINUED:

NED

Great news. Peter said yes.

Betty gets up, looking very excited and gives Peter a hug.

BETTY

That's fantastic. I'm so happy!

PETER

I'm honored I was asked.

J.J. walks out of his office towards Betty's desk.

J. JONAH JAMESON

You guys admiring New York's newest landmark?

He pats the cardboard standee.

PETER

You look very becoming, Mr. Jameson.

J. JONAH JAMESON

Don't be cute, Parker. No one likes a suck-up! We're having a ceremony to introduce these babies to the city at the Museum of National History one month from today. I expect you all to be there. Tickets are \$200. Parker, you're taking pictures.

PETER

If I'm available.

J. JONAH JAMESON

If? What better plans could you possibly have? Right now though I have an assignment for you guys.

NED

What's that?

J. JONAH JAMESON

It seems someone impersonating the Police Captain released that psycho Kraven from jail.

PETER

Great.

J. JONAH JAMESON

Nobody likes sarcasm either, Parker. I need Ned to investigate and Parker, tag along to take pictures.

(CONTINUED)

CONTINUED: (2)

PETER

I actually have an appointment. I just stopped in to grab something.

J. JONAH JAMESON

I don't pay you to go to yoga class. Go take some damned pictures.

PETER

I'm sorry. I have an appointment.

Peter walks away. Ned and Betty silently laugh as Jameson watches Peter walk away.

J. JONAH JAMESON

Who the hell does that kid think he is?

EXT. NEW YORK CITY - DAY

Spider-Man swings through the city.

SPIDER-MAN

Whewwwwwww!

EXT. SCHOOL BOARD BUILDING - DAY

Spider-Man lands on the wall on the side of the building and hops to the ground, taking his mask off. He walks around to the front of the building.

INT. SCHOOL BOARD BUILDING - DAY

Peter, dressed in a crumpled suit, sits in the waiting room. He presses down his suit with his hands as the receptionist tells him he can go in.

Peter walks into an older office. The sign on the door says Assistant Superintendent - GARY DOUGLAS. Mr. Douglas sits facing the window. Peter KNOCKS on the door and Gary swivels his chair around and gets up to shake Peter's hand.

GARY DOUGLAS

Mr. Parker. Very nice to meet you. Why don't you sit down?

Peter sits and so does Mr. Douglas.

GARY DOUGLAS (CONT'D)

So Curt tells me you're his top student.

PETER

That's nice to hear. I think Dr. Connors is a terrific professor.

(CONTINUED)

CONTINUED:

GARY DOUGLAS

Conners is a bit stiff for my taste - don't tell him I said that - but he's a smart guy. I'll give him that. I have a potential opportunity for you.

PETER

Really?

GARY DOUGLAS

Usually, we like teachers to have at least some experience in front of a class but we're in a bit of dilemma. Mrs. Theison, a science teacher at Southfield High, just went into labor this morning in her Science 8 class. One of her students delivered the baby. The kid automatically earned himself an A+.

PETER

Wouldn't she be on maternity leave?

GARY DOUGLAS

She is a rather portly and no one knew she was pregnant. Even she claims she didn't know. Very portly woman, as I mentioned.

PETER

And she's a science teacher?

GARY DOUGLAS

Like I said, there's a teacher shortage. We'll hire just about anyone. So, you want to take over her class for the rest of the year or not? Can't promise you anything after that. Gotta prove yourself.

PETER

Yes. I'd love to.

They both get up and Gary shakes Peter's hand.

GARY DOUGLAS

Great to hear. But you get pregnant, you give us notice, you hear?

PETER

Ummm, yes, of course.

GARY DOUGLAS

I'm kidding. You sure you're ready to be a science teacher?

EXT. SCHOOL BOARD BUILDING - DAY

Peter exits the building and jumps down the front steps, leaps into the air, doing a summersault before landing on his feet. Several bewildered bystanders stop and stare at him. Peter stops when he realizes people are staring, and dashes away.

EXT. NEW YORK CITY - DAY

Spider-Man swings through the city.

SPIDER-MAN
Whew-hoo!! Wheewwwwwwwww!

Spider-Man lands on the side of the Daily Bugle building.

INT. DAILY BUGLE PRESS ROOM - DAY

Peter walks in and sees Betty talking on the phone. As soon as Betty sees him, she quickly hangs up and calls him over.

BETTY
Jameson is pissed. Get out of here and come back when he's cooled off.

J.J. storms out of his office.

J. JONAH JAMESON
Parker! You have a lot of nerve. You here to apologize?

PETER
Why would I apologize? You barely pay me anything yet you think you have the right to be mean to me all the time.

People in the newsroom start to crowd around.

J. JONAH JAMESON
What are you talking about? Didn't you get the Christmas bonus like everyone else?

PETER
The fruitcake?

J. JONAH JAMESON
The fruitcake straight from Mrs. Jameson's oven!

PETER
It was stale. And wrapped in sealed plastic.

(CONTINUED)

CONTINUED:

J. JONAH JAMESON
What's your point?

PETER
I'm tired of being made to feel bad every time I show up for work. Peter Parker has a lot to offer the world.

J. JONAH JAMESON
Well, J. Jonah Jameson doesn't have time to put up with your whining. Go home and sleep it off.

J.J. walks back towards his office.

PETER
I found a better job. I quit.

J.J. stops and turns around.

J. JONAH JAMESON
You can't quit you ungrateful-- You're fired!

PETER
That's very generous of you Mr. Jameson. That means I get three months severance.

Peter walks away smiling and Jameson is frozen and shocked as people around him look on and smile. Betty smiles as Peter walks out and she motions her fingers that she will call him.

EXT. NEW YORK CITY - DAY

Spider-Man swings across the New York skyline.

SPIDER-MAN
Whoooooooooooooooooooo weeeeeeeeeeeeeeee!

As he swings, we hear a cell phone ring with the 60's Batman theme song. Spider-Man lands on the side of a building. He flips his mask up and flips open the phone.

PETER
Hello.

INT. DAILY BUGLE OFFICE - DAY

BETTY
Hey Peter. It's Betty.

INTERCUT - Side of Building / Daily Bugle Office

(CONTINUED)

CONTINUED:

PETER

Hey Betty. Did you enjoy the show?

BETTY

I would give it five stars. So what's this other job you got?

PETER

I'm going to be a science teacher.

BETTY

Really? That's perfect for you. I'm so happy.

PETER

Thanks.

BETTY

Feel like celebrating tonight? Ned and I had tickets for the Roximaniac concert tonight but Ned canceled on me.

PETER

I'd really love to, Betty. But I already have a date for tonight.

BETTY

Really? With who?

PETER

Just the most wonderful lady in the world.

INT. PARKER APARTMENT - EVENING

Aunt May is walking down the hall to the living room with Peter next to her.

AUNT MAY

It's so nice that you're spending the evening with me, Peter.

PETER

I couldn't imagine anyone else I'd rather celebrate with.

They sit on the couch.

AUNT MAY

I'm so proud of you Peter. And your Uncle Ben would be so proud of you too.

PETER

I wish he was here.

(CONTINUED)

CONTINUED:

AUNT MAY

So do I. Oh, that nice Professor Connors left a message for you to congratulate you.

PETER

I need to call him back to thank him. If it weren't for Dr. Connors, I wouldn't have this opportunity.

The doorbell rings and Peter gets up, walks to the door, and opens it. A delivery man is standing there with bags of Chinese food.

Peter walks back into the living room holding the bags and takes out the food, placing it on the living room table.

AUNT MAY

Peter. Put those on the dining room table. We're too dignified to eat in the living room.

Peter smiles and returns the food to the paper bags.

PETER

Yes, ma'am.

INT. STADIUM - NIGHT

A crowd of thousands is gathered on the stadium floor, in front of a stage at the far end. There is a loud buzz of people talking. Betty and Gwen are standing in the center of the floor.

GWEN

(yelling to be heard)
Thanks for inviting me, Betty. I love these guys!

BETTY

(yelling)
You're welcome, sweetie!

The lights go out and the crowd cheers. A voice over the speakers is heard.

VOICE

Starting off the night, all the way from London, for their very first performance in New York, put your hands together for Roximaniac!

(CONTINUED)

CONTINUED:

The crowd cheers and there's a flash on the stage before the lights go on. The four bandmates appear with electronic guitars and instantly begin to play.

After about 30 seconds, the lights go out again and crashing and screaming is heard through the microphones on stage. The lights come back on and the four bandmates lie beaten and unconscious on the stage. Through smoke, Kraven walks up to the microphone. The crowd is in shock.

KRAVEN

Hello New York. Sorry to interrupt your regular scheduled program, but I assure you, you will still have a killer evening.

The crowd boos and tosses things at Kraven. Kraven responds by picking up the barely conscious lead singer by the throat.

KRAVEN (CONT'D)

If anyone so much as throws a gum wrapper up here, I will snap this man's neck like twig.

The audience gasps.

KRAVEN (CONT'D)

All the outside doors are wired with explosives. Anyone comes in or goes out, they go kaboom.

The panicked audience screams.

BETTY

Oh my god. What are we going to do?

Gwen is pushing numbers on her phone.

GWEN

Hang on. I'm texting my dad.

KRAVEN

Every half hour, I will kill one of the band members. However, I assure you they don't have to suffer needless deaths. There is one man who can save them. The one you call Spider-Man.

Someone yells out.

AUDIENCE MEMBER

Spider-Man kicked your ass!

The crowd cheers in response to that comment.

(CONTINUED)

CONTINUED: (2)

KRAVEN

Perhaps, but not this time. The Spider will fall at my hands this time around. I promise you that. Take out your phones and call everyone you know. Get the word out that the Spider-Man must meet me here for a rematch...or these young boys will never return to London.

INT. PARKER APARTMENT - NIGHT

The credits from an old movie are rolling on the TV set in the living room. Peter and Aunt May are sitting on the couch.

PETER

That was fantastic. I guess I shouldn't underestimate the classics.

AUNT MAY

I told you Peter.

PETER

Are you up for another one?

AUNT MAY

Why not? We are celebrating, aren't we?

Peter gets up and walks across the room to a pile of DVDs.

PETER

Let's see what else we have.

Aunt May shuts off the movie and the news comes on the TV. A newswoman standing in front of the stadium reports.

NEWSWOMAN 2

The police are unable to enter as all the doors are wired with explosives. According to Kravinoff, if Spider-Man doesn't show up ten minutes from now, he will kill the lead singer of the band.

AUNT MAY

Oh my. What is the world coming to?

PETER

Aunt May, I just remembered a movie I think you'll like. I'm just going to run out to Blockbuster and get it. Hang tight.

Peter races towards the door and exits.

(CONTINUED)

CONTINUED:

AUNT MAY

Peter?

EXT. OUTSIDE APARTMENT BUILDING - NIGHT

Peter runs up the side of the wall of the building, while ripping off his clothes to reveal his costume underneath. He leaps from his building to the building across and back and forth, kicking off his shoes and shaking off his pants, until he reaches the roof. Now fully in costume, Peter puts on his mask and leaps off the building.

EXT. OUTSIDE STADIUM - NIGHT

The police have surrounded the outside of the building. Captain Stacey pulls up in a police car and gets out.

CAPTAIN STACEY

What's the status?

COP 5

We've confirmed that all the doors are locked with explosives. We're about five minutes away from sending in a remote device.

CAPTAIN STACEY

Make that two minutes, damn it. My daughter's in there!

One of the cops looks up and sees Spider-Man swinging above and then landing on the stadium roof.

COP 6

Captain, we might have some help.

INT. STADIUM - NIGHT

Kraven holds the singer up by his throat.

KRAVEN

The Spider has disappointed us. Because of his cowardliness, this innocent man will die at the hands of The Hunter.

Spider-Man stands on the giant scoreboard above and jumps off, swinging towards Kraven on a strand of web.

SPIDER-MAN

I don't think so.

Kraven spies Spider-Man coming towards him and drops the singer onto the stage.

(CONTINUED)

CONTINUED:

As Spider-Man's foot approaches Kraven's face, Kraven grabs it and throws Spider-Man, SMASHING him into the drum set. The audience gasps.

As Spider-Man gets up to his feet, Kraven storms towards him.

Kraven tries to swing at Spider-Man but Spidey avoids his arm and punches him in the jaw. Kraven's head goes back but he just smiles.

KRAVEN

Oh, little Spider. I am not the same man you humiliated before.

Kraven runs away across the stage and shoots a wire up to the scoreboard. Spider-Man chases him.

SPIDER-MAN

Really? We're playing tag now?

Kraven rides the wire up to the scoreboard and Spider-Man climbs the stage wall and jumps to the scoreboard where Kraven suddenly pummels his fist into Spider-Man's gut, sending him falling back into the crowd, near where Betty and Gwen stand. He is caught by the people but quickly shoots a web at the scoreboard and swings back up.

Kraven is now at the opposite corner of the large scoreboard. He smiles and places a little device on one of the wires. Spider-Man can see that there are other devices on some of the other wires. Spider-Man runs towards Kraven but Kraven kicks him backwards.

Spider-Man gets up and swings at Kraven's face several times, barely fazing him. Kraven grabs Spider-Man by the throat.

KRAVEN

Little Spider. How does it feel to be the hunted?

Kraven throws Spider-Man to the stage, where he crashes. Kraven runs and takes a huge jump from the scoreboard to the stage. Spider-Man gets up but is pummeled again by Kraven. He kicks Spider-Man away, into the crowd and lunges after him.

SPIDER-MAN

Everyone, move away.

The crowd moves away from Spider-Man as Kraven approaches. Kraven stands in front of Spider-Man.

SPIDER-MAN (CONT'D)

Kraven, you want a fight, I'll fight you. But let's move it away from these people.

(CONTINUED)

CONTINUED: (2)

KRAVEN

I'm done fighting you, little Spider.
Your compassion for these peons is going
to be what brings you down.

Kraven holds up a detonator and smiles.

KRAVEN (CONT'D)

Bang.

Kraven pushes the button and explosions go off atop the wires holding up the scoreboard. The giant scoreboard begins to fall, only being held up by two broken wires. Spider-Man jumps underneath and yells to the people around him.

SPIDER-MAN

Run! Get away from here!

The last wires on the scoreboard snap and the whole structure falls below. There are still people underneath, but the huge crowd prevents them from moving fast. Spider-Man catches the scoreboard but it's such a huge weight, he struggles to hold it as it teeters. He yells to the people underneath it.

SPIDER-MAN (CONT'D)

Run!!! Get away!

Spider-Man bends his knees and lowers himself, straining to hold the scoreboard up. He screams as he knows he can't hold it up much longer. Spider-Man sees that the last person gets away from underneath it. It takes everything in him to push the scoreboard up a little higher and jump out from under it. Spider-Man lands just to the scoreboard's side as it SMASHES onto the ground. Out of breath, Spidey pulls his mask up so he can breathe easier, and gasps.

Suddenly, a foot on his chest pushes Spider-Man flat on his back. It's Kraven. Kraven is holding an arrow, which he shoves into Spider-Man's chest. Spider-Man gasps and then his body falls. Kraven stands back from Spider-Man's limp, barely conscious body. He pulls out what looks like a harpoon from his belt and shoots it at Spidey. A black net shoots out and wraps around Spider-Man. Kraven pulls it and Spidey's wrapped body is flung over his shoulder.

People in the crowd look on in horror.

PERSON IN CROWD 1

Spidey saved our lives. We can't let this
guy take him.

PERSON IN CROWD 2

Yeah. If we all take on this creep, he
can't fight off all of us.

(CONTINUED)

CONTINUED: (3)

A crowd runs towards Kraven but Kraven shoots a wire up at the domed ceiling and zips up, holding Spider-Man, as the helpless crowd looks up at them.

EXT. DOME OF STADIUM - NIGHT

A hole is ripped in the dome and Spider-Man, wrapped in the net, is THUMPED outside onto it, landing on the dome. Kraven pulls himself up onto the dome next to Spidey. He flings the net over his shoulder again and runs downwards on the dome.

DOWN BELOW

Captain Stacey gets off his phone and runs to a unit of police.

CAPTAIN STACEY

My daughter said Kraven just escaped through the roof and that he has Spider-Man with him.

One of the cops points to Kraven standing at the edge of the dome.

COP 7

There he is.

The police pull out their guns.

CAPTAIN STACEY

Hold your fire. He has Spider-Man.

BACK ON THE ROOF

Kraven shoots a wire onto the roof of a building across from them and he zips across with Spidey and lands on the roof. He runs across the roof to the edge and jumps across landing on another roof top. Kraven jumps from rooftop to rooftop until he stops at the edge of one roof and looks down at a cemetery.

EXT. CEMETERY - NIGHT

Kraven walks through the graveyard past several graves and then THUMPS Spidey to the ground. Kraven looks at an open grave with an empty casket. The Chameleon stands on the other side.

CHAMELEON

It is all ready, Sergei.

(CONTINUED)

CONTINUED:

Spider-Man seems to be coming to, moving around a little as Kraven picks him up, pulls the net off him and THUMPS him into the open casket on his back. Spider-Man moves around a little, confused.

SPIDER-MAN
Where -- Where am I?

CHAMELEON
You're at death's door, my friend.

KRAVEN
The Spider is dead. Long live the Hunter!

Kraven bends over and closes the casket as Spider-Man frantically moves around.

SPIDER-MAN
Noooooooooooo!

Kraven and Chameleon each grab a shovel from the ground and dig dirt from the large heap and toss it onto the casket. We hear BANGING from inside the casket and screams.

SPIDER-MAN (CONT'D)
No! Don't do this!

More dirt is tossed onto the casket.

SPIDER-MAN (V.O.) (CONT'D)
Aunt May... Mary Jane...

As the dirt covers the grave, all that is seen is black.

INT. PARKER APARTMENT - NIGHT

The TV is on, a commercial playing. Aunt May picks up her phone and calls a number. After a short pause, she speaks into the receiver.

AUNT MAY
Peter, it's your Aunt again. I'm awfully worried about you. If you could just call me back and let me know you're alright, I'd appreciate it.

Aunt May hangs up the phone. Her ears perk up as she hears a story on the news. She walks to her couch and sits down.

ON THE TV - NEWS STATION

NEWSWOMAN

We're here live from City Stadium, where Spider-Man has faced off with the man known as Kraven the Hunter once again. Unfortunately, this time, the tables seem to have been turned. We're going to take you to AMIT HASUM, live from the scene.

ON THE TV - OUTSIDE STADIUM - NIGHT

AMIT HASUM

I'm here live at the scene of the event. It seems Kraven the Hunter attacked the band members of Roximaniac and threatened to kill them if Spider-Man didn't show up for a confrontation. Spider-Man arrived just in time to save the band but his fate doesn't look to be as fortunate. I'm here with two witnesses, Gwen Stacey and Betty Brant.

The camera pans out so we see Gwen and Betty standing next to Amit.

GWEN

If Spider-Man haven't show up when he did, Kraven would have killed Lars Roxi. He probably saved us all.

BETTY

I don't know what was different than before but Kraven was stronger and faster. He pummeled Spidey before taking him away.

GWEN STACEY

It was horrible to watch.

BACK IN THE APARTMENT

Aunt May enters Peter's room and turns on the light. The room is spotless and the bed is perfectly made. May looks at the bed for a few seconds before turning off the light and slowly walking away.

EXT. STREET - NIGHT

A woman in a waitress uniform steps out of a small cafe and locks the door. It is pouring rain outside. Before she steps out from under the overhang, she zips up her jacket and opens an umbrella.

(CONTINUED)

CONTINUED:

As she walks down the street, she senses that she is being followed. She turns around but doesn't see anyone. She continues walking, then hears FOOTSTEPS behind her. She turns around and there are four tough-looking guys walking behind her. She walks faster and the footsteps behind her speed up too. She runs but a heel breaks and she falls to the ground.

The thugs surround her and pull out knives.

THUG 1

So what do we have here?

WAITRESS

Please. I'll give you my wallet.

One of the thugs gently slides the knife over the waitress's face.

THUG 2

Who says all we want is your wallet?

The thugs move in closer, until they hear a voice behind them.

KRAVEN

Let her be.

They turn around to see Kraven walk out of the shadows. His costume is now an alteration of Spider-Man's costume, with Spidey's face on the front of his suit, where the lion's head used to be. Unlike Spider-Man's costume, he doesn't wear a mask. The thugs laugh.

THUG 1

Who the hell do you think you are?

KRAVEN

I am the hunter.

THUG 3

I know who you are. You may have taken down Spider-Man, but there are four of us and we're armed.

The thugs move towards Kraven as the waitress sits on the wet street looking on.

Kraven picks up one of the thugs and throws him down the street, SMASHING into a pile of garbage cans. He punches another one in the face rapidly while another thug comes at him from behind. He grabs the thug he was punching and swiftly turns around so the thug behind him stabs the one he is holding.

(CONTINUED)

CONTINUED: (2)

He then picks up one of the remaining thugs and SMASHES him down on his knee before throwing him to the ground. Then he walks towards the remaining thug, who is now trying to run away. He grabs him and punches him in the face rapidly many times. His face bleeds and blood gets on Kraven's knuckles. The waitress stands up and comes towards Kraven.

WAITRESS

Stop! You're going to kill him!

Kraven turns around to look at the woman.

KRAVEN

Do not question me. I am your protector.

He turns around and continues to pummel the thug.

KRAVEN (CONT'D)

I am the Hunter.

MONTAGE - CLIPS OF KRAVEN VIOLENTLY FIGHTING CRIME WITH NEWSWOMAN VOICE OVER

NEWSWOMAN 2 (V.O.)

After seemingly defeating Spider-Man at the City stadium earlier this week, Sergei Kravinoff has updated his costume and taken up Spider-Man's crime fighting duties in a more violent manner than the webslinger. The police, who lately have had kind words regarding Spider-Man's vigilante work, call Kravinoff a violent criminal and are intent on arresting the man.

Kraven pummels bank robbers outside a bank.

Kraven throws a a masked man over his back, through a glass window.

Kraven swings over a dumpster on a zip line holding a criminal and drops him so he hits his head on the side of the dumpster.

Kraven kicks a man with a gun out of a third story window. The man crashes through the windshield of a car beneath.

A biker zooms down the street with police racing after him. Kraven stands in the middle of the street and puts a metal pipe through the motorcycle's front tire. The man's bike abruptly stops and the cyclist flies from his bike. Kraven hits him on the head with the pipe before he hits the ground.

EXT. STREET - DAY

The newswoman is now seen on camera in front of a bank with a broken window and several parked police cars.

NEWSWOMAN

There have been no signs of Spider-Man since his fight at the stadium, making many New Yorkers wonder about the fate of their hero.

Kraven walks on screen and shoves the newscaster aside and faces the camera.

KRAVEN

Spider-Man is dead and buried. Long live Kraven the Hunter!

Kraven then marches towards the camera lens. As he puts his hand out, the screen goes to static.

INT. DAILY BUGLE PRESS ROOM - DAY

The bugle staff surround J. Jonah Jameson.

J. JONAH JAMESON

I'm not a fan of the wall crawler but I never wished him dead. But if he is dead, that's news and it's our job to report the news. So if Spider-Man is dead, we need to be the ones to break the story.

Betty hangs up the phone at reception and looks towards J.J.

BETTY

Mr. Jameson. The Rhino just broke out of prison and is going on a rampage through the city.

J. JONAH JAMESON

Well, what the hell are you people waiting for? Get on it!!

EXT - THE STREET - DAY

Several police cars are set up as a blockade on a busy New York street. A line-up of armed police officers stand in front as onlookers watch from behind. STOMPS and CRASHES can be heard in the background, getting increasingly louder.

POLICE SARGENT

Officers, hold your fire.

(CONTINUED)

CONTINUED:

The STOMPS become louder and louder. Suddenly The Rhino SMASHES out of the front window of a storefront and stops when he sees the police, about 20 feet in front of him.

THE RHINO

What's this?

The Sargent talks into a loudspeaker.

POLICE SARGENT

Put your hands in the air and surrender
or we will fire upon you.

THE RHINO

You kiddin', right?

The Rhino rubs his back foot on the ground several times and then charges at the police.

POLICE SARGENT

Fire! FIRE!

The police shoot at the Rhino but the bullets bounce right off. The Rhino continues to charge directly at the police. Most of them move out of the way as he gets closer but a few officers who stay and continue firing are flung away by the Rhino. The Rhino shoves the police cars aside and runs down the busy street.

Civilians run away, SCREAMING. The Rhino runs straight ahead as the police shoot at him from behind. He RAMS into several parked cars.

In the distance a figure in the center of the road walks towards The Rhino. When The Rhino gets close enough to see who it is, he stops. It is Kraven.

THE RHINO

You wear the cloth of the man who put me
away. I highly suggest you get out of my
way.

KRAVEN

The Spider is dead. I am the Hunter.

THE RHINO

Whatever.

The Rhino rubs his back leg several times against the concrete and then charges towards Kraven. Kraven walks directly towards The Rhino. Just before the two collide, Kraven punches The Rhino hard in the face and then slides underneath his legs. The Rhino screams in pain and holds his face.

(CONTINUED)

CONTINUED: (2)

THE RHINO (CONT'D)

You'll wish you never lived.

The Rhino swings his arm around, hitting Kraven and throwing him across the street, through the windshield of a car. The car's ALARM goes off as Kraven tries to free himself.

The Rhino runs towards the car as Kraven pulls himself out of the window and stands on the hood of the smashed car. When the Rhino RAMS into the car, Kraven jumps onto his back and holds onto his horns. The Rhino tries to swing him off without success.

THE RHINO (CONT'D)

Get off me, muscles!

Kraven pushes himself higher up onto The Rhino's back, and hanging onto his horn with only one hand, he punches The Rhino in the face. The Rhino screams and Kraven punches him in the face again and again. The Rhino walks backwards and tries to get him off but Kraven keeps punching. After numerous punches, Kraven flips off The Rhinos back onto the street in front of him. He punches the hurt and surprised Rhino in the face with lots of force, again and again. The Rhino, face bruised and bloody, walks backwards and Kraven continues to punch him repeatedly. The Rhino eventually falls backwards to the ground with a loud CRASH.

Kraven walks over to The Rhino, kneels on his chest and punches him again and again, causing his hand to get bloody from the Rhino's face.

Several police officers approach, holding their guns.

COP

That's enough. He's down.

Kraven gets up off the ground. The Rhino moans in pain.

KRAVEN

He may be down but a wounded animal needs to be put out of its misery.

COP

That's not up to you. Now stand down.

Several more cops show up and then all hold up their guns. Kraven stands in front of them.

KRAVEN

A true hunter doesn't let his prey suffer.

(CONTINUED)

CONTINUED: (3)

COP

Put your hands on top of your head, sir.

KRAVEN

You offend me.

Kraven walks towards the cops.

COP

I'm warning you.

Kraven grabs one of the cop's arms and breaks it, his gun falling to the ground. Before the other cops can respond, he shoves them to the ground and runs away.

As Kraven runs around the corner of a building, he stops and wipes his bloody hand on his outfit.

KRAVEN

There is no order in this city. With the Spider gone, there must be order.

EXT. THE STREET - LATER

Amit Hasum stands on the street where the fight took place.

AMIT HASUM

While the Rhino has once again been brought down, the man who calls himself Kraven the Hunter is not being cheered as a hero.

A woman with two kids is interviewed.

MOTHER

He was so violent. The monster was down but he kept on punching. It's not something we want our kids to witness.

A young man is interviewed.

YOUNG MAN

The cops told him to stop and he broke one of their arms. And hurt the others. Spider-Man would never attack the police.

AMIT HASUM

The mayor and Police Captain are expected to speak to the press later this afternoon.

INT. KRAVINOFF MANSION - DAY

The Chameleon and Kraven, who is scrubbing blood off his arm with a towel, are watching the TV broadcast. Kraven shuts it off.

KRAVEN

I try to be their hero. To stop men who do them harm. Just like the Spider did.

CHAMELEON

They don't show you the same respect they showed Spider-Man.

KRAVEN

They do not. And they will suffer the consequences for their disrespect. No more Mr. Nice Guy.

INT. PARKER APARTMENT - DAY

Aunt May is listening to a news broadcast on the radio.

RADIO ANNOUNCER

And there is still no sign of Spider-Man. While the people of New York certainly are hopeful, from what was seen at the stadium and the fact that his attacker now wears his colors, things are not looking so good for our hero.

The phone RINGS. Aunt May turns down the volume on the radio and answers the phone.

AUNT MAY

Hello?

INT - SCHOOL PRINCIPAL'S OFFICE

JED SUMMERS

Hi. Can I please speak to Peter Parker?

INT. PARKER APARTMENT/ SCHOOL PRINCIPAL'S OFFICE

AUNT MAY

I'm afraid he's not in right now. Can I take a message?

JED SUMMERS

May I ask who I'm speaking with Ma'am?

AUNT MAY

This is Peter's aunt.

(CONTINUED)

CONTINUED:

JED SUMMERS

This is Jed Summers. I'm the principal from Southfield High. Mr. Parker was supposed to start a teaching job here today, however he hasn't shown up.

AUNT MAY

That's very odd. He's a very responsible young man and he was very excited about beginning this job. Perhaps there was some misunderstanding.

JED SUMMERS

Perhaps. If there's anyway you can contact him, please ask him to call me. If he doesn't show up soon, we're going to have to find another teacher.

AUNT MAY

Oh dear. I will try to get that message to him.

JED SUMMERS

Thank you ma'am.

Aunt may hangs up and puts her head down. After a few seconds, her eyes light up and she picks up the phone again. She dials a number and then after a short pause, she hears the 60's Batman ring tone in the distance. She gets up and follows the sound to Peter's bedroom.

INT. PETER'S BEDROOM - DAY

Aunt May walks over to the night table and picks up the phone. She clicks it a couple of times and puts it back down. Looking very solemn, she sits on Peter's bed and runs her hand over the pillow. She then picks up Peter's cell phone again and dials 3 numbers. After a short pause, she speaks.

AUNT MAY

Police, please. I need to report a missing person.

EXT. OUTSIDE CITY HALL - DAY

The press is gathered around the stairs of city hall with some citizens, including Gwen Stacey. The focus of the attention is the MAYOR, as well as Police Captain George Stacey, who stand in front of three police officers.

MAYOR

Please quiet down everyone. Captain Stacey and I will make a short statement and then we will take a few questions.

(CONTINUED)

CONTINUED:

The crowd quiets down.

MAYOR (CONT'D)

Good afternoon. As many of you are aware, a violent vigilante named Sergei Kravinoff has not only been involved in brutal attacks on several criminals as well as on Spider-Man, he has now attacked New York's finest, some of whom stand here with me today. This violence in our city will not be tolerated and Captain George Stacey, standing here beside me, will now inform you on the police department's plan of action.

CAPTAIN STACEY

Thank you, Mayor. I want everyone to be clear. Sergei Kravinoff is not just a vigilante. He is a criminal who has broken many laws and placed our own police force in harm's way. In addition to keeping our streets safe, it is the top priority of the New York Police Force to apprehend and arrest this criminal. We will catch him and I assure you he will be put on trial.

MAYOR

The police captain has my full support on apprehending this man. Now if you have any questions.

Suddenly, Kraven zips down on a wire and lands on the stage behind the mayor and Captain Stacey.

KRAVEN

I have a few.

The police officers all pull out their weapons but Kraven fights them off. He breaks the arm of one cop and kicks and punches down the others. The crowd is in shock, especially Gwen.

Kraven walks up to the Camera.

KRAVEN (CONT'D)

I ask the mayor this. You call The Spider a hero. But like The Spider, I have brought criminals to their knees. I have only used force on your officers after they tried to apprehend me for my good deeds. I offered my services to your city as a gift and you spit in my face.

(MORE)

(CONTINUED)

CONTINUED: (2)

KRAVEN (CONT'D)

So my question is this. Why was The Spider considered a hero yet I am a criminal?

MAYOR

Spider-Man is a vigilante too but he keeps violence to a minimum and would never, ever attack a police officer.

KRAVEN

Well, The Spider is dead. I laid him to rest myself. And I warn you. Respect The Hunter or you will be my new prey.

Captain Stacey pulls out a gun and points it at Kraven.

CAPTAIN STACEY

Step back.

Kraven laughs. Then he pulls Captain Stacey towards him and pulls back the wire he zipped in on and it retracts, pulling both Kraven and Captain Stacey to the top of an adjacent building that is under construction.

The crowd is in shock, especially Gwen.

GWEN

DAD!!!!

When Kraven and Captain Stacey reach the top of the building, Kraven grabs the gun and throws it over the ledge.

CAPTAIN STACEY

You're making a big mistake.

KRAVEN

No, you sir have made a big mistake. There is a new savior in this city. And Kraven is his name. Long live the Hunter!!

Kraven throws Captain Stacey off the building. He falls to his death as the crowd watches. Gwen Stacey screams in horror.

GWEN

DAD!!!!!!

Gwen runs in front of the crowd of reporters where her father lies on the pavement. Gwen pulls his head and chest up onto her, hugs her father and cries.

GWEN (CONT'D)

No, no Dad. Don't go. Don't go.

(CONTINUED)

CONTINUED: (3)

The crowd surrounds Gwen and her slain father in silence as Kraven watches from above.

INT. DAILY BUGLE PRESS ROOM - DAY

The staff at The Bugle watch the news of Captain Stacey's murder in shock. Betty holds onto Ned.

BETTY

Where's Spider-Man? Just when we need him the most.

Jonah stomps out of his office.

J. JONAH JAMESON

It's a sad day for our city but the news stops for no one. This Kraven monster is a far bigger menace than Spider-Man ever was.

BETTY

Is.

J. JONAH JAMESON

What?

BETTY

Nothing.

J. JONAH JAMESON

Now write and show this madman that the Daily Bugle isn't intimidated by violence.

NEW CUT

A Daily Bugle newspaper flies towards the screen.

INSERT - NEWSPAPER HEADLINE

"Kraven the Madman Murders Police Captain"

INT. KRAVINOFF MANSION - NIGHT

The Chameleon puts down the same edition of The Daily Bugle as he hears the door open then slam shut. He is wearing his robe and drinking wine by the fireplace. Kraven walks into the room.

CHAMELEON

Sergei.

(CONTINUED)

CONTINUED:

KRAVEN

You were right. I needed them to fear me.

CHAMELEON

And they do, my friend. But killing the Police Captain. That is a very bold move.

KRAVEN

Yes, it is. And while not everything is going exactly to our plan, very soon, the pieces to the puzzle will fit together as they were intended.

INT. PARKER APARTMENT - NIGHT

Aunt May is watching the tail end of a news report on TV.

REPORTER

Captain George Stacey was 61 years old.
He is survived by his only child, Gwen.

Aunt May turns off the TV and walks towards the mantle. She picks up a framed picture and walks back toward the couch. She looks at the picture which shows Peter, Uncle Ben and herself. She places the picture on the coffee table, pulls out a business card and dials a number on the phone. She picks up the picture and walks again to the mantle.

SERGEANT WILCO (O.S.)

Sergent Wilco speaking.

AUNT MAY

Yes, Sergent Wilco. It's May Parker calling. You were at my apartment last week in regards to my nephew Peter.

SERGEANT WILCO (O.S.)

Of course, Mrs. Parker. We spoke just yesterday. I wish I had some good news for you but unfortunately, we still have no new information.

Aunt May breathes heavily and seconds later falls to the floor, the picture frame in her hand SMASHING to the floor, laying next to her head.

SERGEANT WILCO (O.S.) (CONT'D)

Mrs. Parker? Mrs. Parker, are you alright?

INT. BETH ISRAEL HOSPITAL - NIGHT

Aunt May is being wheeled through the emergency ward. She is conscious but disoriented.

(CONTINUED)

CONTINUED:

AUNT MAY

Peter? Peter? Where's my nephew Peter?

INT. UNKNOWN - NIGHT

There is total darkness. All we see is black.

PETER (V.O.)

Aunt May? Aunt May, is that you?

UNCLE BEN (V.O.)

No, Peter. It's me.

The blackness disappears and there is now an open white space. Uncle Ben is sitting on a white chair at a white table.

Peter is wearing the ripped Spider-Man costume but without the mask. He approaches the table, pulls out a white chair and sits next to UNCLE BEN.

PETER

Uncle Ben. But you're --

UNCLE BEN

Dead. Yes, I am.

PETER

Am I --

UNCLE BEN

No. Not yet, Peter. It's not your time.

PETER

I miss you.

UNCLE BEN

I miss you too. I see all the wonderful things you do for people. Risking your own life to help those in need. Strangers. People you don't even know. Because you know it's the right thing to do.

PETER

With great power also comes great responsibility.

Uncle Ben smiles.

UNCLE BEN

That's right. I'm darn proud of you.

(CONTINUED)

CONTINUED:

PETER

So what now?

UNCLE BEN

Well, you certainly can't stay here.
People need you now more than ever. Your
Aunt needs you.

A shadow comes up behind Peter. When the person comes into
the light, we see that it is HARRY OSBORN.

PETER

Harry!

HARRY

Hey, buddy!

Harry takes a seat at the table.

HARRY (CONT'D)

Your Uncle's right. Things are going to
get harder and harder. But you need to
return to the land of the living and set
things right.

PETER

But how do I --?

UNCLE BEN

Just like you do anything else that's
challenging in life. You fight.

PETER

Spider-Man can only fight so much --

HARRY

Pete, we're not talking about Spider-Man.
Spider-Man is you - Peter Parker - with a
mask on. You're the man behind that mask.
It's Peter Parker who has to fight.
Spider-Man only does what Peter Parker
wants him to do.

UNCLE BEN

You're not two separate people, Peter.
You know that. Maybe to the public but
inside you're one guy fighting the same
fight.

PETER

People know us as two people.

(CONTINUED)

CONTINUED: (2)

UNCLE BEN

But what's real is what's under the mask. When an old lady is thankful to Spider-Man for saving her from a bank robbery, she's grateful to Peter Parker. She just doesn't know it.

HARRY

You gotta get going, Pete. You don't belong here.

PETER

But I don't want to leave you.

HARRY

You don't have a choice. It's time for you to fight your way back. Prove to the world that good really does prevail over evil.

We hear the cackling laugh of the Green Goblin in the distance. Peter, Harry and Uncle Ben look up and everything goes pitch black.

HARRY (V.O.) (CONT'D)

You have to go now Pete. You don't have much time left.

We hear the sounds of heavy breathing, wood breaking, scuffling and dirt being dug through as the goblin's laugh gets closer and closer. When the laugh is really loud, we see a glimpse of light. As dirt is pushed aside, we see more light.

EXT. CEMETERY - NIGHT

The rain pouring from the sky drenches the dirt in front of Peter Parker's unmarked grave. The stick in front falls to the side as the dirt underneath moves. Spider-Man's hand breaks through the surface. The dirt breaks open more and Spider-Man digs himself up, out of the grave. Unable to stand-up, he stumbles to the ground, hitting it hard. Barely able to breathe, he pulls off his mask and gasps for fresh air. Still grasping his mask, he manages to crawl over to a pathway in the cemetery, before crashing to the pavement - unconscious - where he lies still as the rain falls down upon him.

EXT. CEMETERY - MOMENTS LATER

A tall HOMELESS MAN (Bruce Campbell?) pushes his buggy down the cemetery path while singing to himself.

(CONTINUED)

CONTINUED:

HOMELESS MAN

There I was just walking down the street,
singing "Do wa diddy diddy diddy dum
diddy doo".

Suddenly his buggy hits something. The homeless man walks around the buggy angrily.

HOMELESS MAN (CONT'D)

Damn it, Leon. How many times do I have
to tell you not to sleep in the middle of
the --

The homeless man then sees a maskless Spider-Man there, not moving.

HOMELESS MAN (CONT'D)

Spidey?

The homeless man prods his fingers at him a few times but there is no reaction.

HOMELESS MAN (CONT'D)

Don't worry Spider-Man. I'll save you.

The homeless man picks Spider-Man up into his arms and runs through the cemetery holding him, leaving his buggy behind.

We see the homeless man run a long distance holding Spider-Man.

EXT. THE WOODS - MOMENTS LATER

The homeless man sprints through the dark, rainy woods holding Spider-Man.

EXT. THE RESTAURANT DISTRICT - MOMENTS LATER

Slowing down a bit and breathing heavily, the homeless man continues to run down the dark, rainy and empty streets.

EXT. HOSPITAL - MOMENTS LATER

Slowed down and now walking, the homeless man huffs and puffs as he arrives outside the hospital. He's about to walk through the doors with Spider-Man, when he stops.

HOMELESS MAN

(to himself)

Your secret identity. We can't let them
know who you are. What do I do?

Like a light bulb going off in his head, the homeless man suddenly looks like he has thought of the answer.

(CONTINUED)

CONTINUED:

HOMELESS MAN (CONT'D)

Of course.

INT. HOSPITAL EMERGENCY WARD - MOMENTS LATER

The emergency room is extremely busy with doctors and nurses running back and forth and the waiting area is above capacity.

The homeless man, dressed in the tattered Spider-Man costume, runs through the automatic double doors carrying Peter Parker, who is wearing only his boxer shorts, with the periodic table on them.

HOMELESS MAN

Spider-Man is here to save the day. I found this civilian in the park. He needs help!

Everyone stares, completely frozen and dumfounded.

HOMELESS MAN (CONT'D)

I said this man needs help! Pronto.

A DOCTOR yells down the hall.

DOCTOR

Get a stretcher down here. Stat.

A couple of nurses roll a crash cart down the hall and the homeless man gently lays Peter on top of it.

HOMELESS MAN

Well, my work seems to be done. Be good everyone. Or Spider-Man will get you.

The homeless man runs through the double doors and once outside, can be seen pretending to shoot a web and then jumping a couple feet before running off.

The nurses and doctor run the stretcher down the hall.

INT. HOSPITAL HALLWAY - MOMENTS LATER

Aunt May is sitting on a chair in the hall with a doctor standing over her.

DOCTOR

It looks like you are simply overstressed and exhausted, ma'am. I think it's safe to release you as long as you take things slowly.

(CONTINUED)

CONTINUED:

Suddenly, the doctors and nurses run the stretcher with Peter down the hall and through a doorway. Aunt May sees Peter and stands up.

AUNT MAY
Peter? Oh my. Peter!!

Aunt May walks as fast as she can down the hallway towards the room Peter was rolled into.

INT. HOSPITAL HALLWAY - NIGHT

Aunt May sits impatiently on a chair in a waiting area. DR. BRIGHT comes out of a room and approaches her.

AUNT MAY
How is my nephew?

DR. BRIGHT
He'll be okay but right now he's weak from a lack of food and water. We're giving him fluids through intravenous and he is recuperating a lot faster than we would have expected.

AUNT MAY
May I see him?

DR. BRIGHT
He's sleeping but you're welcome to go on in.

INT. HOSPITAL ROOM - MOMENTS LATER

Aunt May walks into Peter's hospital room and puts her hands on her chest when she sees him lying on the bed attached to the intravenous.

She slowly walks over and sits on a chair next to the bed. She holds one of his hands with both of her own.

AUNT MAY
Thank God you're alright Peter. After losing your uncle, I don't think I could survive losing you too. I truly believe your Uncle Ben is looking down on us and watching over you.

Aunt May looks upwards towards the ceiling and whispers.

AUNT MAY (CONT'D)
(whispers)
Thank you.

EXT. CEMETARY - NIGHT

The rain pours down on Kraven and The Chameleon as they stand looking at the dug-up grave. Chameleon rips an air filter off the shattered coffin.

KRAVEN

Now our plan is coming towards its conclusion. The Spider has been buried alive, his life replaced by the man - the hunter - who brought him to his knees. He will have a fire in him. A fire that will make him a worthy opponent who will be ready to fight to the death... kill or be killed.

INT - HOSPITAL ROOM - DAY

Peter's eyes slowly start to open and we see his point of view - a fuzzy Betty and Ned are seen.

BETTY

He's opening his eyes. Go tell a nurse.

Ned runs out the door. Peter's vision clears, but he seems groggy.

PETER

Betty?

BETTY

Hey Peter.

PETER

Where am I? What happened?

BETTY

You're in the hospital. You were found unconscious in the park.

PETER

Aunt May...

As if on cue, Aunt May hurries into the room, a tear trickling one cheek.

AUNT MAY

Peter. Oh, thank god you're alright
Peter.

Ned comes back in with a nurse who looks into Peter's eyes and checks his IV.

(CONTINUED)

CONTINUED:

NED

Good to see you up and around again,
Peter. Do you remember at all what
happened?

BETTY

Ned, it's too soon for him to think about
that.

NURSE

There's plenty of time for all of that.
Since he just woke up, you should let him
get some rest.

NED

No problem. Peter, we'll be back to see
you soon.

Betty gives Peter a peck on the cheek and walks to the door
with Ned.

BETTY

Take care of yourself. Bye, May.

AUNT MAY

How are you feeling, Peter?

PETER

I'm okay. A bit out of it, but okay.

NURSE

Did you want to watch some TV?

PETER

Sure.

The nurse clicks on the remote and turns on the news. She
hands Peter the remote and motions to a white button attached
to a cord.

NURSE

Just push this white button if you need
anything. I'll leave you to rest.

The nurse exits the room.

On the TV, a news reporter speaks and previous news clips are
shown.

ON TV

(CONTINUED)

CONTINUED: (2)

NEWS REPORTER

There is still no sign of Spider-Man as Sergei Kravinoff continues his rampage on the streets of New York. There are seven known casualties, including Police Captain George Stacey, who will be laid to rest later this afternoon.

HOSPITAL ROOM

PETER

He killed Gwen's dad. And other people.

May takes the remote and turns off the TV.

AUNT MAY

You don't want to watch all that terrible stuff. You just opened your eyes.

Peter gets up, pulls out the IV and rips the electrodes off his chest.

PETER

I'm feeling pretty good, Aunt May. I think I'm ready to go home.

Peter collapses on the floor and Aunt May runs to his side.

AUNT MAY

Doctor! Doctor!

Doctor Bright rushes in and pulls Peter back onto the bed.

PETER

(groggy)
I'm feeling fine. I'm ready to go.

DR. BRIGHT

Peter, you're recuperating well but you'll still need to stay here for a few more days. This should help you rest.

The Doctor gives Peter a shot and he falls asleep.

INT. HOSPITAL ROOM - LATER

Peter is in his hospital room lying awake. Aunt May is bent over his bed in a chair sleeping. Peter grabs the Daily Bugle on the bed lying in front of her. He holds it open and we see the front of the paper.

"Captain Stacey Laid to Rest - Daughter Calls for Justice"

(CONTINUED)

CONTINUED:

We see several editions of the Daily Bugle flip on top, showing us that days have passed.

"Two More Fall Victim to Kraven the Hunter"

"Kraven: There Will be More Blood"

"Is Spider-Man Really Dead? Skeptics Offer Hope as Kraven Attack Takes 7 More Lives"

Peter puts down the paper.

INT. HOSPITAL ENTRANCE - DAY

A nurse pushes Peter in a wheelchair alongside Dr. Bright and Aunt May. The Doctor helps him up and a nurse wheels away the chair.

DR. BRIGHT

You still aren't 100% so you will need to take it easy and make sure you keep eating and drinking.

PETER

Thanks a lot, Doctor.

AUNT MAY

Yes, thanks so much.

DR. BRIGHT

Call me if there are any problems.

Peter and Aunt May exit the hospital.

EXT. HOSPITAL - CONTINUOUS

An ambulance is parked on the road in front of the hospital doors Peter and Aunt May came out of. Two PARAMEDICs pull out a stretcher with a covered dead body and wheel him towards the doors.

PARAMEDIC

Such a shame. Guy is just doing his construction job and dies from falling debris in another Kraven attack.

The paramedics wheel the body into the hospital as Peter looks on.

INT. PETER'S ROOM - DAY

Peter lies in his bed looking restless. Aunt May walks in holding a glass of orange juice.

(CONTINUED)

CONTINUED:

AUNT MAY

Here's some orange juice, Peter.

Peter takes the glass and gulps it all down.

PETER

Thanks Aunt May. Did I ever tell you that you're the best?

AUNT MAY

(smiling)

You may have mentioned it a few times.

PETER

I'm pretty tired. I think I'm going to take a nap.

AUNT MAY

That sounds like a good idea. I'll leave you be so you can get some rest.

Aunt May walks out the door and shuts it behind her. As soon as the click of the door is heard Peter hops out of bed and walks towards his closet. He opens the door, puts his hand far behind hung-up clothes and pulls out a Spider-Man costume.

INT. WAREHOUSE - DAY

Peter, wearing his Spider-Man costume without the mask on, sticks to the wall.

PETER

(to himself)

Before I face off against that madman, I need to make sure I still have what it takes. Sorry 'bout this Jonah. Well, not that sorry.

We see that in addition to many stacked boxes, the warehouse is crammed with hundreds of J. Jonah Jameson's cardboard stand-ups.

Peter puts on his mask, shoots a web and swings feet first into several standees.

MONTAGE - SPIDER-MAN TRAINS IN WAREHOUSE

Spider-Man swings around the warehouse.

Spider-Man punches and kicks one J. Jonah Jameson cardboard cutout after another.

(CONTINUED)

CONTINUED:

He webs several cardboard cutouts to the walls.

One cutout after another flies all over the warehouse.

As a bunch of cutouts fall towards the ground, Spider-Man swings feet first through them.

INT. WAREHOUSE - DAY

Peter hears J.J. and Robbie outside the warehouse approaching.

J. JONAH JAMESON (O.S.)
I tell you Robbie. In these dark days,
nothing is going to cheer the citizens of
our city more than to see their most
trusted newsman at every turn, in all his
glory.

The door to the warehouse opens and J.J. and Robbie enter to see all the cardboard standees thrown all over, with some of them webbed up.

J. JONAH JAMESON (CONT'D)
Damn it. He's back.

EXT. NEW YORK STREETS - MOMENTS LATER

Spider-Man swings above the city. People below point up as they see him above.

PERSON 1
That's Spider-Man!

PERSON 2
He's alive!

PERSON 3
He's back!

SPIDER-MAN
I'm back! Baby, I'm back!!

INT. KRAVINOFF MANSION - AFTERNOON

Kraven sits in his robe, sipping wine by the fireplace. All of a sudden his eyes open wide.

KRAVEN
He's back!

INT. AUNT MAY'S APARTMENT - AFTERNOON

May sits in front of the TV, watching an infomercial. The show is suddenly cut off for a "Special News Update".

EXT. NEW YORK STREETS - AFTERNOON

On the TV set, we see reporter DEL DANSON standing in the streets of New York City.

DEL DANSON

We interrupt our regularly scheduled program to bring you live news from the streets of New York City. Having been feared dead after his last battle with Sergei Kravinoff, Spider-Man has been spotted in the city once again.

Several clips of people being interviewed are shown.

WITNESS 1

He was swinging right above me. We all saw it!

WITNESS 2

I'm sure it was him! Who else could do what he does?

WITNESS 3

I sure hope he'll take off his gloves this time and really mop the floor with Kravinoff.

J. JONAH JAMESON

I say let Spider-Man take care of Kravinoff but once that's done, the police should hunt him down like the criminal he is.

Suddenly, one of the cardboard standees of Jameson shoots past him. He turns around and sees it webbed to the wall of the building behind him. Jameson looks up.

J. JONAH JAMESON (CONT'D)

(under his breath)
I really hate him.

INT. AUNT MAY'S APARTMENT - AFTERNOON

Aunt May turns off the TV with the remote and walks towards Peter's bedroom. She slowly opens the door and peeks in.

INT. PETER'S ROOM - CONTINUOUS

It seems someone is sleeping under the covers of Peter's bed. Aunt May smiles and quietly closes the door.

Another view shows us that under the covers are 3 J. Jonah Jameson cardboard cutouts taped together.

EXT. POLICE DEPARTMENT - EVENING

As the sun is setting on the Police Department building, Spider-Man swings towards it and lands on the outside wall. He climbs through an open window and jumps inside.

INT. CAPTAIN STACEY'S OFFICE - EVENING

The office has a window overlooking the main police office. Gwen Stacey is packing up boxes of her father's personal belongings as she hears a voice from behind her.

SPIDER-MAN (O.S.)

Ma'am.

Gwen suddenly turns around to see Spider-Man hanging upside down from the ceiling.

GWEN STACEY

It's true. You're alive.

Spider-Man flips off the ceiling and lands on his feet.

SPIDER-MAN

I am. But just barely. I wanted to tell you how so sorry I am about your father. He was a good police officer and a great man and I wish I had been there to prevent what happened.

GWEN STACEY

Me too.

SPIDER-MAN

I came here to promise you, if it's the last thing I do, I will bring his killer to justice.

Gwen moves closer to Spider-Man and speaks with intensity yet quietly.

GWEN STACEY

I need you to do something. Instead of webbing that murderer up and dropping him off here, go all the way. Please, kill him like he killed my father.

(CONTINUED)

CONTINUED:

SPIDER-MAN

I should go.

Spider-Man takes a step back. Gwen tears up and grabs his arm.

GWEN

Please.

Spider-Man pulls away and walks towards the window. He slowly turns around and does a double take, and walks towards the door of Captain Stacey's office. Gwen watches as he walks out into the police department.

INT. POLICE DEPARTMENT - CONTINUOUS

Several POLICE OFFICERS see Spider-Man approach a cork board. They applaud.

POLICE OFFICER 1

Welcome back, Spidey!

POLICE OFFICER 2

You gonna help us catch the madman who killed the Captain?

SPIDER-MAN

I will.

Spider-Man continues to walk towards the cork board, which has, amongst other things, head shots of several people, one being Ned Leeds. He points to the photo of Ned.

SPIDER-MAN (CONT'D)

Why is this here?

POLICE OFFICER 1

That? That's a John Doe.

SPIDER-MAN

A John Doe?

POLICE OFFICER 1

An unidentified murder victim.

SPIDER-MAN

I know him. I saw him. Just a few days ago.

POLICE OFFICER 1

Not this guy. Probably someone who looks similar. They say we all have a twin out there somewhere.

(CONTINUED)

CONTINUED:

SPIDER-MAN

He looks just like him.

POLICE OFFICER 1

Not if you saw him a few days ago. This
guy's body was found about two months
back.

Spider-Man holds his head in bewilderment.

SPIDER-MAN

That doesn't make any s--

Looking at his sudden change in posture, we can tell Spider-
Man has suddenly come to a horrific realization.

SPIDER-MAN (CONT'D)

Oh no. Oh, god no.

EXT. NEW YORK STREETS - NIGHT

Night is falling and Spider-Man rapidly swings above the city
skies. He pulls out his cell phone, dials a number and pulls
up his mask above his mouth. As the phone rings, he lands on
the side of a building.

BETTY (O.S.)

Hello.

PETER

Betty, it's Peter.

BETTY (O.S.)

Hey Peter. How're you feeling?

PETER

Better. Listen, Betty. Where are you?

BETTY (O.S.)

I'm at Jonah's big hoopla at the Museum.

PETER

Are you with Ned?

BETTY (O.S.)

I am but he just stepped away. Did you
want me to find him?

PETER

No, Betty. I need to talk to you. Is
there some place you can sit down?

(CONTINUED)

CONTINUED:

BETTY (O.S.)

Peter, what's wrong? You sound so serious.

PETER

Are you sitting?

BETTY (O.S.)

I am now. What's wrong?

PETER

I just found out some really terrible news.

BETTY (O.S.)

What could be so terrible? Oh no. Is your Aunt alright?

PETER

Aunt May's fine. It's Ned.

BETTY (O.S.)

Ned?

PETER

I don't know how to say this but Ned died.

BETTY (O.S.)

What? That's ridiculous. He was here with me a few minutes ago.

PETER

Betty, the man you're with... that's Sergei Kravinoff's partner, The Chameleon.

BETTY (O.S.)

That's impossible.

PETER

Betty, he's been impersonating Ned for a long time. I don't know how to say this. Ned's been dead for a couple of months. The Chameleon might even have killed him. I don't know.

BETTY (O.S.)

(crying)

No. That's ridiculous. I'd know...

(CONTINUED)

CONTINUED: (2)

PETER

I thought I knew. He fooled us all.
Listen, you need to get as far from Ned
as you can and find a security guard or a
cop right away.

BETTY (O.S.)

Okay. Oh my god.

PETER

I'm so sorry. Spider-Man's on his way.
Meantime, you need to find someone to
help you. Promise me, you'll get help
right away. Promise me, Betty.

BETTY (O.S.)

(crying)
I promise.

PETER

I'm so sorry. I really am.

There is a click.

EXT. THE MUSEUM OF NATURAL HISTORY - CONTINUOUS

We see the front of the Museum of Natural History.

INT. MUSEUM REST ROOM AREA - CONTINUOUS

Ned holds a cellphone to his chin, thinking. He is standing
across from a woman's washroom. He puts the cellphone into a
woman's purse he is holding.

A few seconds later, Betty comes out of the washroom.

BETTY

How do I look?

Ned hands Betty her purse and Betty puts some make-up in it.

NED

As beautiful as always.

Betty gives Ned a quick kiss.

BETTY

That's what a woman wants to hear.

NED

Do you mind giving me a second? I think
I'm going to go to the men's room after
all.

(CONTINUED)

CONTINUED:

BETTY

Sure, honey.

Ned walks into the men's washroom.

INT. MUSEUM MEN'S WASHROOM - CONTINUOUS

As Ned walks through the washroom door, he pulls out his phone and dials a number.

INT. ROOFTOP - NIGHT

Kraven is crouched on a rooftop, watching the city below. A phone ring is heard and he pulls a cell phone to his ear.

CHAMELEON (O.S.)

He's coming.

INT. MUSEUM LOBBY - NIGHT

Hundreds of well-dressed people mingle in the lobby, which has a large metal statue in the center. There is a band playing and several people are on the dance floor. Appetizers are being served to people and the occasion looks very high class. Around the lobby are cardboard standees of J. Jonah Jameson holding a Daily Bugle. There are many of them at the podium where J.J. is standing with his wife and Robbie Robinson.

In the crowd of people, Ned cuddles up behind Betty, talking into her ear.

NED

Let's get out of here. Have the night to ourselves.

BETTY

Oh, that's so tempting.

Ned steps in front of Betty, holds her waist and smiles.

NED

So let's go.

BETTY

I wish I could. But you know Jonah would kill us if we left.

The music stops and Jonah steps up to the microphone.

J. JONAH JAMESON

I want to thank you all for attending this great celebration tonight.

(MORE)

(CONTINUED)

CONTINUED:

J. JONAH JAMESON (CONT'D)

Together with Agile Marketing, we've created what will be the Daily Bugle's most eye-catching promotion to date.

Jonah points towards a cluster of standees.

J. JONAH JAMESON (CONT'D)

On Monday, every newsstand in the city will have one of these gorgeous babies and there will be no doubt which paper to pick to learn the truth. Does this not look like the face of honesty and integrity to you?

The audience applauds.

NED

He's going to be talking all night. He won't even notice if you're gone.

BETTY

C'mon, honey. You know J.J. better than that.

The audience applause suddenly stops as people notice Spider-Man on the wall.

J. JONAH JAMESON

What's he doing here? Security!!

SPIDER-MAN

Betty! Get away from him!

Betty looks confused.

BETTY

What?

Spider-Man shoots a web at Ned, pulling him right off the floor and into Spider-Man's arms.

Betty screams and runs towards the wall Spider-Man is on.

J. JONAH JAMESON

Security!!

BETTY

Ned! Spider-Man, what are you doing? Put him down!

SPIDER-MAN

You know this isn't Ned. Peter told you that.

(CONTINUED)

CONTINUED: (2)

BETTY

Peter? I haven't talked to Peter today.

NED

Somebody do something! This can't be the real Spider-Man!

SPIDER-MAN

Really? You're going with that? I don't know anyone else who can walk on walls.

Spider-Man drops to the ground, shooting webbing at Ned so he sticks to the wall. Spider-Man lands on the floor in front of Betty.

BETTY

What are you doing?

SPIDER-MAN

Betty, that's not Ned.

BETTY

Of course it is.

SPIDER-MAN

It's Kraven's sidekick. The shapeshifter.

BETTY

What? That's impossible. If that's not Ned, then where is he?

Spider-Man drops his head towards the floor.

SPIDER-MAN

I'm so sorry.

Betty tears up.

BETTY

You're lying!

She pounds her fists on Spider-Man's chest.

BETTY (CONT'D)

You're lying! Let him down!

SPIDER-MAN

I'm sorry.

Spider-Man jumps back onto the wall, and rips Ned off.

SPIDER-MAN (CONT'D)

I'm taking him to the police.

(CONTINUED)

CONTINUED: (3)

Ned pushes the button on his belt, changing his face to the Chameleon. Betty and the audience gasp in surprise.

CHAMELEON

Oh, I don't think so, web-slinger.

Spider-Man's spider-sense goes off and a dark figure is seen outside, swinging towards the windows.

Kraven smashes through the windows, swinging on a rope. The crowd screams and runs in panic. Kraven lands on the metal sculpture in the center and bounces off, right towards Spider-Man. Spider-Man moves out of the way, landing on the floor while still holding the Chameleon.

J. JONAH JAMESON

Why? Why does that webhead have to ruin everything for me?

Kraven lands on the floor in front of Spider-Man.

KRAVEN

Let go of my friend.

SPIDER-MAN

As you wish.

Spider-Man tosses the Chameleon way up into the air and shoots a web at him so that he sticks to the ceiling.

Kraven takes several swipes at Spider-Man, missing each time as Spider-Man dodges each swing. Then Spider-Man takes a swing at Kraven's face but Kraven grabs Spidey's arm and swings him into the metal sculpture. Spider-Man hits a metal piece of it hard and the entire piece of metal falls off.

Spider-Man gets up and sees Kraven jumping down from the ceiling with The Chameleon. He lands on the ground and rips the webbing off of him.

Spider-Man gets up and is about to jump over when he hears screams. He looks up at the metal sculpture and it is falling towards the crowd. As Spidey is shooting webbing at the sculpture, he is whacked in the head with the broken-off piece of metal.

Kraven stands up and drops the metal. He picks up a dazed Spider-Man as the sculpture topples over onto the ground. No one seems to be hurt. Kraven holds Spider-Man up by his throat.

(CONTINUED)

CONTINUED: (4)

KRAVEN

You pathetic fool. I buried you alive and took over your life. And you barely put up a fight.

Spider-Man sees the Chameleon chase Betty, who is running away with the crowd. He spins a web to a metal piece of the sculpture on the floor, pulls it towards his arm, grabs hold of it and whacks Kraven over the head with it. He hits him again, then once more. Kraven trips backwards onto the toppled sculpture and Spider-Man webs him to it.

SPIDER-MAN

I'll be back. I'm far from finished with you.

Spider-Man shoots a web onto the ceiling and swings off on it, into the corridors of the museum.

INT. MUSEUM CORRIDORS - CONTINUOUS

Spider-Man looks around.

SPIDER-MAN

Betty! Betty!

INT. MUSEUM CORRIDORS - DAY

Betty runs through a crowd of people. She keeps looking over her shoulder and seems paranoid, looking at people's faces and not knowing if they are the man pursuing her. She sees a man exit a custodian's room, runs towards the door and catches it just before it clicks shut. She looks around to see if anyone is looking at her and enters the room, clicking it behind her.

INT. CUSTODIAN ROOM - CONTINUOUS

Betty looks around and sees shelves of cleaning supplies as well as a vacuum cleaner. She goes into the corner of the room, slumps down to the floor and weeps.

The crowd of people can be heard outside as well as a faint whisper of Spider-Man's voice.

SPIDER-MAN (O.S.)

Betty! Betty!

Betty doesn't hear Spider-Man though and continues to weep.

INT. MUSEUM LOBBY - NIGHT

Kraven, webbed up to the metal statue, has his eyes shut and seems to be calm and in a trance.

(CONTINUED)

CONTINUED:

He tightens his muscles and opens his eyes. His arms move up, RIPPING the webbing. Kraven screams as he escapes and jumps down to the ground, landing on his feet.

KRAVEN

Now, Spider, the hunt begins.

INT. MUSEUM CORRIDOR - NIGHT

J. Jonah Jameson appears to be running down an empty corridor.

J. JONAH JAMESON

Ms. Brant! Ms. Brant!

He turns around and looks back and forth down the corridor.

J. JONAH JAMESON (CONT'D)

Ms. Brant! Everyone's looking for you. We want to get you to safety.

Nothing. J.J. hits the button on his belt and his face changes into a white mask, revealing The Chameleon.

CHAMELEON

Damn it, Betty. Where the hell are you?

INT. MUSEUM EXIT - NIGHT

Spider-Man stands in front of an exit watching the crowd vacate the building. J. Jonah Jameson is running back and forth.

J. JONAH JAMESON

C'mon people! Don't go! Kraven's long gone!

J.J. walks up to Spider-Man and points his finger to his chest.

J. JONAH JAMESON (CONT'D)

This is your fault, web-slinger! You couldn't wait until after the presentation show to swing in and save the day? Huh?

SPIDER-MAN

I don't have time for you, Jameson. I need to find Ms. Brant.

A nearby security guard's intercom goes off.

(CONTINUED)

CONTINUED:

SECURITY INTERCOM

We have an altercation in the Jurassic exhibit. Personnel is needed there immediately. 10-4.

SPIDER-MAN

That might be her. She could be in trouble.

Spider-Man shoots a web up and swings off. J.J. sighs.

J. JONAH JAMESON

I wish I could do that.

INT. JURASSIC EXHIBIT - NIGHT

Kraven holds a SECURITY GUARD up by his collar.

SECURITY GUARD

I did what you asked. I said there was an altercation. So please let me go.

KRAVEN

Granted.

Kraven tosses the security guard into a velosorapter skeleton, which partially CRASHES as he lands on it.

Two more security guards run in and pull out their batons and tasers.

KRAVEN (CONT'D)

My fight is not with you. Be gone.

Kraven pulls out an arrow from his back harness and places it into his crossbow.

INT. JURASSIC EXHIBIT ENTRANCE - NIGHT

The two security guards run out of the exhibit as Spider-Man swings over their heads.

SPIDER-MAN

What's the hurry?

Spider-Man swings through the entrance to the Jurassic exhibit.

INT. JURASSIC EXHIBIT - CONTINUOUS

Spider-Man lands on the far side of the exhibit where the first security guard landed. The guard seems to be trying to get up and Spider-Man puts an arm on his shoulder.

(CONTINUED)

CONTINUED:

SPIDER-MAN

You okay?

SECURITY GUARD

Behind you!

Spidey's spider-sense goes off. He quickly grabs the guard and jumps out of the way as Kraven, standing on top of a glass display, shoots an exploding arrow at the spot where Spider-Man had just been. The floor blows up.

Spidey puts the guard down next to the exit and the guard limps away. Spider-Man looks towards Kraven.

SPIDER-MAN

Didn't I leave you webbed up somewhere?

Kraven jumps to the ground, pulls out an arrow and runs towards Spider-Man. When he is close, Spider-Man punches him squarely in the jaw, sending him flying back into another display case, crashing it.

Spider-Man jumps over to Kraven, picks him up and throws him in the air. Before he lands, Spidey grabs his leg and swings him across the room right into the T-Rex skeleton,. Piece by piece, the skeleton falls. Kraven laughs.

Spider-Man grabs a large piece of bone from the skeleton and hits Kraven in the face with it.

KRAVEN

Now we're getting somewhere!

Spider-Man shoots several strands of webs at the remaining parts of the T-Rex skeleton and pulls the whole structure down, burying Kraven. First there are several moments of silence. Then there is movement from under the bones and we hear Kraven's muffled laughs.

~

KRAVEN (CONT'D)

It's going to take a hell of a lot more than that to take down The Hunter!

INT. MUSEUM CORRIDOR - NIGHT

Betty gets up from the floor and puts her ear to the door. It seems to be quiet outside. She slowly opens the door, sees the corridors are clear, and tiptoes out.

INT. JURASSIC EXHIBIT - NIGHT

Bones from the skeleton fly up into the air as Kraven climbs out. Spidey pulls out his cell phone, dials a number and holds it to his ear.

INT. MUSEUM CORRIDOR - NIGHT

Betty walks through the corridors, towards a fire exit door when her phone rings. She looks at it and sees Peter's name on the call display. She lets it ring once more and opens up the phone to put it to her ear.

BETTY

Peter? Is that you?

PETER (O.S.)

Yeah. I'm at the museum. Betty, where are you? Are you okay?

BETTY

I'm okay. I think. I'm --

Then Betty looks up and freezes in her tracks. The Chameleon is standing right in front of her. Betty screams and the phone drops to the floor.

INT. JURASSIC EXHIBIT - CONTINUOUS

Spidey yells into the phone.

SPIDER-MAN

Betty?! Betty?!

Spider-Man stretches his arm and is about to shoot a web when his spider-senses go off, but it's too late. Kraven grabs Spider-Man by his throat from behind, pulls his mask up a little and puts a cloth over his mouth. Spidey passes out. Kraven holds Spider-Man in his arms and walks out of the exhibit.

The security guard pokes his head up, walks over to a metal panel in the wall. He opens it up with his key, puts another key inside a hole and an alarm goes off, along with all of the main lights. The lower secondary lights remain on.

INT. MUSEUM CORRIDORS - NIGHT

Betty runs towards a door marked "Stairwell", opens it and goes inside. The Chameleon is right behind her.

INT. MUSEUM STAIRWELL - CONTINUOUS

Betty runs up a set of concrete steps, with the Chameleon right behind her.

CHAMELEON

Don't run, Betty! I'm not going to hurt you. I'd never hurt you, my love.

INT. MUSEUM WILDLIFE CORRIDOR - NIGHT

The long hall has glass displays of animals on either side. In the center is a large glassed-in area with different types of large trees and plants growing.

Kraven holds Spider-Man in his arms and carries him into the corridor. Kraven takes in a deep breath. Holding the unconscious Spider-Man in his arms, he looks around the corridor with admiration.

KRAVEN

I was raised in communist Russia. Big cities, loud cars, factories, fumes and exhaust. The air was foul. I felt like I was missing out on life until I moved to Africa. Sun, soil, plants, air, fowl. For the first time in my life I felt alive. I would run through the grass with no clothes on my back, hunt and kill for food and survive by my own cunning in the natural wonders of the world. Then I come to this city and again, there are loud cars, factories, fumes and exhaust. But my dear friend Dmitri found me this refuge, a place within this unnatural metropolis where I could feel... at peace.

Kraven holds Spider-Man down so his feet touch the ground. He pulls up Spider-Man's mask a bit and puts a small glass vial under his nose and he awakens.

SPIDER-MAN

What? Where am I? Betty--

KRAVEN

Do not worry about that lady. My friend may be a violent man but he would never hurt his life's greatest love.

SPIDER-MAN

You're both crazy.

(CONTINUED)

CONTINUED:

Spidey shoots a web at Kraven but Kraven catches it his hand. He yanks it, pulling Spidey towards him and then punches him in the head. Spidey, still a little out of it, falls to the ground.

KRAVEN

Get this woman out of your puny Spider-head. I buried you alive for two weeks. I stole your life and murdered in your name.

Spider-Man jumps to his feet.

SPIDER-MAN

You don't have to remind me.

KRAVEN

Oh, but I do. I need you to remember it like you just dug yourself out of the earth. You must feel fire and fury so we can have a true battle to the death. You win, you go see your friend. I win, and you fall at the hands of Kraven the Hunter.

SPIDER-MAN

You're mad.

Spider-Man runs at Kraven but Kraven SMASHES a tube with pink potion to the ground. Fumes and smoke rise up. Kraven covers his nose and mouth with a gas mask but Spider-Man falls to the ground.

KRAVEN

I share with you a reminder of the hurt I have laid upon you.

Spider-Man begins to hallucinate. He pictures himself in the coffin again. The coffin is closed and all is black. He hears dirt being shoveled on top of him.

SPIDER-MAN

No! Not again! Please god, no. Not again!

The smoke clears and Spider-Man lunges at Kraven. Kraven catches him and throws him into the center of the room where he lands on some plants. Kraven jumps on top of him and hammers his fist into the ground as Spidey moves his head away. Spidey grabs Kraven by the neck and slams him through a plate of glass that then SHATTERS on them both. Spider-Man punches Kraven hard in the face.

(CONTINUED)

CONTINUED: (2)

SPIDER-MAN (CONT'D)

You took my life away! You buried me
alive! Under the dirt!

Spider-Man hits Kraven again. And again.

SPIDER-MAN (CONT'D)

You killed people. Good people. And left
me buried underground so I was helpless
to save them. To stop you.

Spider-Man hits Kraven's face again. And again. And again.
Kraven laughs, blood dripping down his mouth.

KRAVEN

Yes, Spider. Get out your anger. Get it
all out. Before you meet your death.

Kraven allows Spider-Man to get in a few more punches before
he's had enough. Kraven forcefully butts his head into Spider-
Man's. As Spider-Man falls back, Kraven grabs him, pulling
him back, leans over and sinks his teeth into Spidey's
shoulder.

SPIDER-MAN

AHHHHHHHHHHHHHHHHHHHH!

INT. MUSEUM STAIRWELL - NIGHT

Betty gets to the top of the stairwell and tries to open the
door but it's locked. She turns around and there is the
Chameleon. He changes his face to appear as Ned Leeds. He
slowly reaches his arm towards her.

CHAMELEON

Betty, my dear.

Betty slaps his face hard with her right hand.

BETTY

Don't you touch me!

The Chameleon touches his face where he was slapped.

CHAMELEON

I deserved that. But you have to
understand. In my entire life, I never
loved anyone like I loved you. I loved
you the first time I saw you. You were
sitting on the steps outside the Bugle.
Such beauty I had never seen before in my
life. I thought that you were alone and I
walked over to say hello.

(MORE)

(CONTINUED)

CONTINUED:

CHAMELEON (CONT'D)

And then **he** appeared. Holding you.
Touching his lips to yours.

Betty tears up and looks furious.

BETTY

Ned loved me!

The Chameleon touches Betty's face and she squirms backwards.

CHAMELEON

I loved you! I still love you! I'll
always love you!

INT. NED'S APARTMENT - NIGHT

We enter a flashback as The Chameleon narrates.

CHAMELEON (V.O.)

I had nothing against Ned Leeds. I really
didn't know the man.

Ned Leeds walks towards the TV in his small apartment and
turns it on with the remote. He puts the remote on the
armrest of the recliner.

CHAMELEON (V.O.) (CONT'D)

But he had something he didn't deserve.

Ned walks to the kitchen and grabs a beer from the fridge.

CHAMELEON (V.O.) (CONT'D)

Something that was never meant to be his.

Ned heads back to the recliner and sits down and puts up his
feet.

CHAMELEON (V.O.) (CONT'D)

My friend Sergei told me once that human
beings are all wild game.

Ned looks for the remote but it's gone. The TV shuts off and
Ned sees a reflection in the TV. He turns around only to have
a plastic bag thrown over his head. As it tightens over his
face, he starts to suffocate.

CHAMELEON (V.O.) (CONT'D)

Like wild caribou, the weak get picked
off by the strong.

The Chameleon walks around the chair to look into the eyes of
the suffocating Ned Leeds.

(CONTINUED)

CONTINUED:

CHAMELEON (V.O.) (CONT'D)

He barely put up a fight. As if he had no will to live.

Ned looks about to fade as the Chameleon's face turns into Ned's. Ned's eyes widen in shock and he dies seconds later. The Chameleon removes the bag and holds Ned's head up straight to look at it.

CHAMELEON (V.O.) (CONT'D)

Still, it was a shame it came to that. But it had to be done. There was no other way as long as he was in the picture.

INT. MUSEUM STAIRWELL - NIGHT

The Chameleon changes his face back to his own and looks into Betty's eyes. Betty looks like she's in shock and she has tears running down her face.

CHAMELEON

I may have taken that man away from you. Dumped his cold, lifeless, body into an alley. But I gave you a new man. A man who you and I know, you truly love.

BETTY

You're insane?

CHAMELEON

Perhaps I am. But that's besides the point. You barely dated that man. You were never *with* him. You were *with* me. You never thought about marrying that man. But when I got down on one knee, you shed a tear and agreed to marry me without a moment's thought.

The Chameleon grabs Betty by the collar.

CHAMELEON (CONT'D)

Don't you see? You were never in love with him. It's always been me! *Me!!*

INT. MUSEUM WILDLIFE CORRIDOR - NIGHT

Spider-Man continues to scream in pain as Kraven bites down on his shoulder. Kraven pulls up his head and spits out a piece of flesh. He pulls a small piece of Spider-Man's costume from his mouth and rubs it in Spidey's face before throwing it behind him. Kraven smiles.

(CONTINUED)

CONTINUED:

KRAVEN

You taste of defeat. And you smell of fear.

Kraven SMASHES Spider-Man through a pane of glass and then jumps on top of him.

KRAVEN (CONT'D)

After what I've taken from you, you'd think you'd have more of a fire in you. A hunger.

Spider-Man spins a web that shoots right past Kraven's head.

KRAVEN (CONT'D)

Pathetic. You're so full of fear, you can't even aim straight.

SPIDER-MAN

I wasn't aiming for you.

The webbing snags on a tall tree in the center of the corridor. Spidey tugs on it and swings upwards. A few seconds later, he swings right back towards Kraven and kicks him backwards, smashing Kraven headfirst into the glass case of an animal display.

Spidey lands on the floor in front of Kraven, pulls him out and throws him across the hall headfirst into another glass display case.

Spidey jumps in front of him but Kraven swings at Spidey, misses and swings again. Spidey punches him in the face. And again. And again.

Kraven looks at the floor at a broken arrow behind Spidey and smiles. He spits an arrow head out, landing on the floor behind Spidey. Spidey's senses go off. He tries to jump away but Kraven pulls him down by his legs. Spidey shoots a shield of webbing right before the arrowhead EXPLODES.

INT. MUSEUM STAIRWELL - NIGHT

The Chameleon has Betty pinned against the wall.

BETTY

It was never you! You were an illusion!
You made me believe I was with someone else.

CHAMELEON

You wanted to believe it was someone else.

(MORE)

(CONTINUED)

CONTINUED:

CHAMELEON (CONT'D)

Because you liked who that someone was. Me! The man you see now is angered. The man that killed Ned Leeds was jealous. That's not who I am. I am a man of passion. A man who is your lover. I'm a man whose heart lives in your chest. Why can you not see that? Before, even earlier today you too had a passion. You too had a fire. Betty, my dear, what happened to that fire?

BETTY

You want to see my fire?

Betty knees the Chameleon in the groin. As he crouches in pain, Betty runs down the stairs. The Chameleon gets up and chases her. As he approaches a stairway, Betty appears in front of him and kicks him so he falls down about 12 stairs. Betty walks down those stairs and slowly approaches him, lying on the ground.

CHAMELEON

Why would you do that? I just want your heart.

BETTY

Why?! WHY!?

Betty pulls off one of her high-heeled shoes hits the Chameleon in the face hard. And again. And again and again. Over and over, ripping off his mask a bit, showing a little blood and bruising on his skin underneath.

A SECURITY GUARD runs through a door and holds her arm back.

SECURITY GUARD 2

Ma'am.

BETTY

This is Kraven's associate. He tried to kill me.

SECURITY GUARD 2

I know, ma'am. We've been looking for him.

CHAMELEON

Kill you? Don't you understand? I'd never hurt you, my love.

The guard flips The Chameleon over and cuffs him. He looks at Betty, kneeling on the ground.

(CONTINUED)

CONTINUED: (2)

SECURITY INTERCOM

It's over ma'am.

Betty goes into the corner of the stairwell and cries as two cops come in and pull The Chameleon away. Once they've left, she pulls out her cell phone, looks at her missed calls and sees "Peter" listed. She sighs and calls him.

INT. MUSEUM WILDLIFE CORRIDOR - NIGHT

A cloud of smoke begins to thin as an unanswered "Batman" cell phone ring is heard. The cell phone on the floor stops ringing.

Spider-Man wriggles around slowly on the floor, his costume blackened and ripped. The bottom of his mask is hanging off so that his mouth is visible and one of the eye pieces is cracked.

Spider-Man slowly gets up and sees Kraven lying face down. He pulls off his mask, rips the bottom part off, pushes out the blacked eye, drops it to the ground, and puts his mask back on. He then looks up to see Kraven's fist coming right towards his face, punching him backwards into a glass display case.

Kraven runs towards him. Spidey brushes the glass off and jumps straight at Kraven, wrapping his legs around him and flipping him over onto his back. Spidey then jumps on top of him and pounds his face again and again. Over and over.

SPIDER-MAN

You want to see anger? You want to see me get vengeance for what you've done to me? For the terror you've inflicted upon me? For the terror you've inflicted on this city? Sure. Why not? But I will not stoop to your level! I will - not - kill - you!

Spider-Man gives Kraven a final blow to the face before picking him up in the air and tossing him up to one of the trees in the center of the corridor and webbing him to it, so Kraven is left hanging. Hanging from the tree, Kraven laughs.

KRAVEN

Then that will be your fatal mistake.

Kraven snaps the web with a knife behind his back and lands on the floor. He reaches into his back arrow holder, pulls out all of his arrows and shoots them towards Spidey, one after another. Spidey dodges most of them that smash through the window of a glass display case. Except one skims his shoulder and sends an electronic shock through his body.

(CONTINUED)

CONTINUED:

Kraven grabs Spidey's body - the shock seemingly is felt through Kraven's body as well, though he endures it - and picks Spidey up and swings him through the glass display in front of him.

The shock simmers down as Kraven slowly walks towards Spidey. He grabs a large piece of broken glass from behind him and plunges it into Spidey's shoulder, where he had previously been bitten. Spidey screams in pain!

SPIDER-MAN
AHHHHHHHHHHHHHHH!!!!

INT. MUSEUM CORRIDOR - NIGHT

Betty walks out of the stairwell where several cops are holding the handcuffed Chameleon. The Chameleon notices Betty as he's walked away.

CHAMELEON
I'm disappointed my love. We were meant to be!

A female police officer walks up to Betty and puts her hand on her shoulder.

FEMALE OFFICER
It's over now. It's going to be okay.

BETTY
It will never be okay.

INT. MUSEUM WILDLIFE CORRIDOR - NIGHT

Spider-Man continues to scream. Kraven pulls out the shard of glass and stabs Spidey in the other shoulder. He screams out in pain again.

SPIDER-MAN
AHHHHHHHHHHHHHHHHH!!!!

Kraven shoves it in hard, then pulls it out. He pulls Spider-Man up out of the display case and holds him up by his throat in front of him, strangling him.

KRAVEN
I've given you the choice to survive.
Kill or be killed. But you thought you could be a better man and still win. Heed these as the last words you will ever hear. The better man never wins.

As Spider-Man begins to black out, he raises his arm and shoots out several webs behind Kraven.

(CONTINUED)

CONTINUED:

As he pulls his arm back, we see the webs are all attached to the arrows Kraven previously shot at Spidey and they're all headed directly at Kraven's back.

SPIDER-MAN

Why don't you say that one more time?

The arrows fly directly into Kraven's back. He freezes in shock and his grip on Spider-Man loosens. Spidey falls to the ground, coughs and holds his hands to his throat.

We close in on Kraven's arms, and at his veins, which look like they're trying to pierce through his skin. We go closer so we see inside his body, the blood in his veins are bubbling and slightly changing color to a darker red.

Kraven screams.

KRAVEN

AA!!!

Kraven's scream quiets as his voice becomes hoarse and he falls back against the broken display case, paralyzed, unable to move.

Spider-Man shoots a web over him, turns around and walks away towards the exit, where he can hear people approaching. Before he exits, he hears Kraven's raspy voice say something and he looks back.

KRAVEN (CONT'D)

Finish this. Let me die with honor.

SPIDER-MAN

No one is dying today.

Spider-Man turns away again and several armed POLICE OFFICERS rush in.

SPIDER-MAN (CONT'D)

Be careful.

POLICE OFFICER 3

Oh, we will. We're not losing this one.

POLICE OFFICER 4

Everything by the book. The way the Captain would have wanted it done.

SPIDER-MAN

Do you guys know where Miss Brant is?

(CONTINUED)

CONTINUED: (2)

POLICE OFFICER 5

Miss Brant is with our guys. We arrested Kravinoff's partner.

Spider-Man, obviously in pain, shoots a web at his cell phone and is about to walk out the doors when --

POLICE OFFICER 2

Spider-Man?

Spider-Man turns around and the police officers all clap their hands.

POLICE OFFICER 2 (CONT'D)

Thank you. From the NYPD and the people of New York.

SPIDER-MAN

Hey, that's what I do.

Spider-Man turns around and talks to himself quietly.

SPIDER-MAN (CONT'D)

That's what Peter Parker does. It's who he is.

Spider-Man shoots a web and swings out the exit door.

EXT. MUSEUM OF NATURAL HISTORY ENTRANCE - NIGHT

Kraven is strapped down on a gurney and is being escorted by several cops to a police van.

Betty is being escorted into a police car by the female cop.

We see what looks like The Chameleon from the neck down, handcuffed in the back of a police car.

Spider-Man sticks to the side of the museum watching J. Jonah Jameson. Jameson is standing next to his wife, who is holding a cardboard standee. J.J. sees Spidey and raises his arm.

J. JONAH JAMESON

Damn you Spider-Man! Can't let me have one special night, can you?

Spider-Man shoots a web and swings right at Jonah - Jonah ducks as though he thinks he's going to be kicked - but swings right over him and away into the night.

INT. POLICE CAR IN FRONT OF MUSEUM - NIGHT

The FEMALE OFFICER looks at Betty in the seat next to her.

(CONTINUED)

CONTINUED:

FEMALE OFFICER

Just sit back and relax. That madman is in custody so you have nothing to fear. I'll have you home in no time and you can make your statement in the morning.

EXT. MUSEUM OF NATURAL HISTORY ENTRANCE - NIGHT

Kraven is on the gurney in the police van. A POLICE OFFICER slams the van doors shut and walks over to the front of the van. He gets in and another cop yells out to him.

POLICE OFFICER 6

Keep a sharp eye on that guy.

POLICE VAN DRIVER

Oh, don't you worry. I won't let this guy out of my sight.

He shuts the van door. We see there is another officer sitting next to him. The cop starts the engine.

INT. POLICE VAN IN FRONT OF MUSEUM ENTRANCE - CONTINUOUS

The officer in the van drives away from the museum. He looks at the cop sitting next to him.

POLICE VAN DRIVER

Can you believe we actually have Kraven the Hunter in our custody?

We see the full body of the cop sitting upright in the passenger seat. He is dead. The driver laughs and then his face changes to the white mask to reveal he's The Chameleon. He pushes an intercom button and talks to Kraven in the back of the van, separated by a metal wall and a small window.

BACK OF VAN

Kraven lies still, looking at the van's ceiling with no visible emotion.

CHAMELEON (O.S.)

Fear not Sergei. We'll be at the mansion in less than an hour. We have the antidotes for your poisons there. You and I will rest and then prepare our next move. We will have vengeance. We will have revenge.

EXT. QUIET NEW YORK CITY BLACK - NIGHT

Spider-Man is sticking to the side of a building, looking at the building opposite him. He's talking on his cell phone.

(CONTINUED)

CONTINUED:

SPIDER-MAN

Betty. Are you there? Please pick up.

Peter sees a stone-faced Betty walk towards her window and shut the blinds. The phone keeps ringing.

SPIDER-MAN (CONT'D)

I guess you probably just need to be alone right now. I just want to say, -- I'm so, so sorry. Ned was a really good friend. A good guy. He deserved better. You deserve better. Please call me.

Spider-Man sighs. He then shoots a web and swings away into the distance over the silhouette of a full moon.

INT. BETTY'S APARTMENT - MOMENTS LATER

Betty walks to a table and picks up her cell phone. She looks at it for a moment and then picks up her purse and puts it inside. She grabs her jacket, puts it on and leaves her apartment, shutting the door behind her.

INT. KRAVINOFF MANSION BATHROOM - NIGHT

Kraven lies in a bath full of bubbles. He looks straight ahead without any emotion or movements.

The Chameleon walks in.

CHAMELEON

Keep soaking for a while, Sergei. The oils will help loosen your muscles.

Kraven continues to stare ahead, as if no one was there. The Chameleon walks out.

INT. KRAVINOFF MANSION - MOMENTS LATER

The Chameleon is sitting on a chair staring at a photograph of Betty. Kraven walks into the room in his bathrobe and the Chameleon stands up.

CHAMELEON

Don't worry, my old friend. It may seem like we're down, but you and I will both have what's coming to us. I have not given up on my dear Betty. She will realize she loves me. Of that I am certain. And you shall have your revenge against Spider-Man. We will plan his demise together and this time there will be no room for error.

(CONTINUED)

CONTINUED:

Kraven walks past the Chameleon like he wasn't even there and walks up to the fireplace. Kraven reaches above the fireplace on the wall where a rifle is set on display. He pulls it down and puts one bullet inside.

CHAMELEON (CONT'D)

Sergei, there's no hurry. We will rest now and can plot in the new day.

Kraven walks across the room to an area that is very dimly lit and stands facing the Chameleon.

KRAVEN

Dmitri, you have been a good friend and companion and we have traveled together since we left our homeland.

CHAMELEON

Of course, Sergei. I could not have asked for a better friend than you.

KRAVEN

Then please understand that I do not seek revenge. My honor was lost at my defeat by the Spider. I fell by his hand. I may have movement, but I am hollow inside. I will remain hollow inside, unless I die an honorable death.

Kraven pulls the release on the rifle. He takes a step back into the dark so we only see his silhouette from the moonlight coming through the window.

CHAMELEON

Sergei?

KRAVEN

From this night forward, Kraven the Hunter will never hunt again.

We see a silhouette of Kraven putting the rifle in his mouth.

The Chameleon runs towards Kraven.

CHAMELEON

Nooooooooooooooooooooo!!!

But rather than the expected result, the silhouette of Kraven rises from the ground. The rifle drops to the floor, going off from the impact and shooting a vase on a mantle.

The Chameleon stops after the gunshot and watches as Kraven moves out of the shadows, at first looking like he's hovering over the floor.

(CONTINUED)

INT. AUNT MAY'S APARTMENT - THE NEXT DAY

Aunt May cooks pancakes while listening to the news on television.

TV REPORTER (O.S.)
-- and police on the scene said if it hadn't been for Spider-Man, there could have been many more casualties.

The reporter pauses and puts his finger to his ear.

TV REPORTER (CONT'D)
This just in. Police have apparently surrounded a mansion in Queens. There is word that there may have been a double --

May turns off the TV with the remote and walks towards Peter's room. She quietly opens the door and walks in.

INT. PETER'S ROOM - CONTINUOUS

May sees what looks like someone lying under the covers. She slowly walks up to the bed and she sees Peter rolling over, still sleeping. She touches his cheek and he wakes up, groggy.

PETER
Aunt May.

AUNT MAY
Sorry to wake you, dear. I'm making pancakes. Whenever you're ready.

PETER
Mmmm.... I think I can smell them. I'm just going to take a quick shower and then I'll be there to scarf them down.

AUNT MAY
No hurry, Peter. You take your time.

Aunt May smiles and leaves, shutting the door behind her. Once she's gone, Peter pulls the blanket down and we see that both his shoulders are bandaged up and Peter seems to be in a bit of pain as he gets out of bed. He stretches and we hear many bones crack loudly.

INT. AUNT MAY'S APARTMENT - MORNING

Peter is now dressed, with wet hair, eating pancakes with Aunt May.

(CONTINUED)

CONTINUED:

AUNT MAY

You had quite a sleep last night. You must feel more relaxed now.

PETER

Uh, yeah. Lots of sleep.

The phone, right beside Aunt May's plate on the kitchen table, rings and May picks it up.

AUNT MAY

Hello? Well, hello. He's right here. Why don't you ask him.

Aunt May hands the phone to Peter. Aunt May smiles.

AUNT MAY (CONT'D)

It's for you.

PETER

Hello?

INT. CURT CONNER'S OFFICE

CURT CONNERS

Peter. It's Dr. Connors.

INT.AUNT MAY'S APARTMENT / CURT CONNER'S OFFICE

PETER

Dr. Connors. Good to hear from you. I am so sorry --

CURT CONNERS

You don't need to apologize, Peter. I heard that you were in the hospital. Are you doing better?

PETER

A lot better.

CURT CONNERS

That's good. Now I argued on your behalf but Mr. Douglas needed to find someone for that job right away.

PETER

I realize that.

CURT CONNERS

I did convince him to give you another chance and if you're fully recovered, there's a substituting position at Midtown High for this afternoon.

(CONTINUED)

CONTINUED:

PETER

Midtown High. That's where I went to school.

CURT CONNERS

Alright. Are you up for that?

PETER

I am. Thank you very much Dr. Connors. I won't let you down.

CURT CONNERS

Good to hear. Be there no later than 11.

PETER

I'll be there at 10.

CURT CONNERS

I know you too well, Parker. Don't promise the impossible. By the way, when you have a chance, come visit me at the university. There's something pretty incredible I'd like to show you.

PETER

I'll do that. Thanks again.

INT. CURT CONNER'S OFFICE - CONTINUOUS

Curt Connors hangs up the phone and then raises both hands in front of him - his missing arm is now replaced with a normal arm and hand. He smiles to himself.

CURT CONNERS

Mr. Parker, I have something pretty incredible to show you indeed. It looks like the curses affecting both our lives are finally being lifted.

INT. AUNT MAY'S APARTMENT - MOMENTS LATER

Peter smiles at Aunt May and it's reciprocated as he takes his plate to the sink.

A montage of scenes play out as Peter narrates.

INT. PETER'S ROOM - DAY

PETER (V.O.)

If anyone told you that life was easy, they're not telling you the truth. Good things don't always happen to good people.

(CONTINUED)

CONTINUED:

Peter looks at a picture of himself, Uncle Ben and Aunt May, then one of Harry and himself.

INT. AUNT MAY'S APARTMENT - DAY

PETER (V.O.)

But if you keep your chin up through tough times and be kind to those around you, hopefully opportunities for good things will come your way.

Peter stands in front of Aunt May dressed nicely as she does up his tie.

INT. BETTY'S APARTMENT - NIGHT

PETER (V.O.)

People we've lost usually don't come back. And until we realize that they will always be with us and that they will make us stronger over time, even getting up in the morning can be a challenge.

Betty looks at herself in the mirror with tears. She abruptly pushes everything off of her dresser and then picks up a chair and SMASHES her mirror.

INT. PETER'S ROOM - DAY

PETER (V.O.)

Though most never will, some people we have loved and lost may come back. But we have to either do something to bring them back or accept that they're gone and move on.

Again, we see the pictures of Peter with Uncle Ben and Aunt May and Peter and Harry and next to it a picture of Mary Jane. Peter picks up the picture of Mary Jane and puts it face down in his dresser drawer.

INT. CURT CONNER'S BEDROOM - DAY

PETER (V.O.)

We may pity ourselves when salvation looks grim. But with the energy of the people we love, we can work through the tough times and celebrate the others.

Curt Conners holds his wife's arms with both of his. He then pulls his arms up and touches her face with both hands and kisses her.

EXT. MIDTOWN HIGH - DAY

PETER (V.O.)

Sometimes life comes full circle and new beginnings may start in familiar places. And we can use the experiences from our past to help shape our future.

Dressed in his shirt and tie, Peter walks up to Midtown High and sees himself as a lonely looking teenager by himself while other students hang out with each other. They fade away and we see Peter now grown-up and new kids are on the school grounds. Peter smiles and walks towards the school's entrance.

INT. BETTY'S APARTMENT - NIGHT

PETER (V.O.)

We need to be aware that life can change overnight. While everything can seem perfect one moment, a turn of events can change that in a blink.

Betty sits in the corner of her dark, messy room holding her legs in front of her, tears streaming down her face.

INT. MIDTOWN HIGH SCIENCE CLASSROOM - DAY

PETER (V.O.)

But understanding that our lives are important, that we have the power to change things and to start over and try things anew, can set our lives forward in ways that we never expected.

Peter is at the front of the classroom writing "Mr. Parker" on the chalkboard as a paper airplane is aimed at his head. He catches it without looking, to the astonishment of the students, and then turns around and smiles.

INT. CURT CONNER'S LAB - DAY

PETER (V.O.)

But, even when we think we've got things all figured out, that we know where life is going to take us...

Curt Conners stands in front of his lizard cages holding a test tube in each hand.

PETER (CONT'D)

...we can never truly know the challenges that lie ahead.

(CONTINUED)

