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# the AMAZING SPIDER-MAN

**2**  
GREAT  
FEATURE-LENGTH  
SPIDER-MAN  
THRILLERS!

THE  
FANTASTIC FOUR  
THINK I'M TRAPPED!  
BUT THEY DON'T  
SUSPECT MY  
REAL POWER!



EXTRA ADDED ATTRACTION: SPIDER-MAN MEETS THE FANTASTIC FOUR, AS  
"the **CHAMELEON STRIKES!**"

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# SPIDER-MAN

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

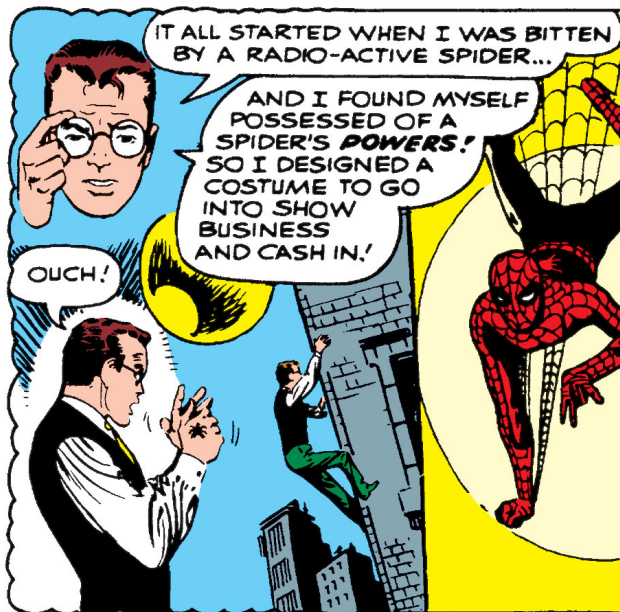
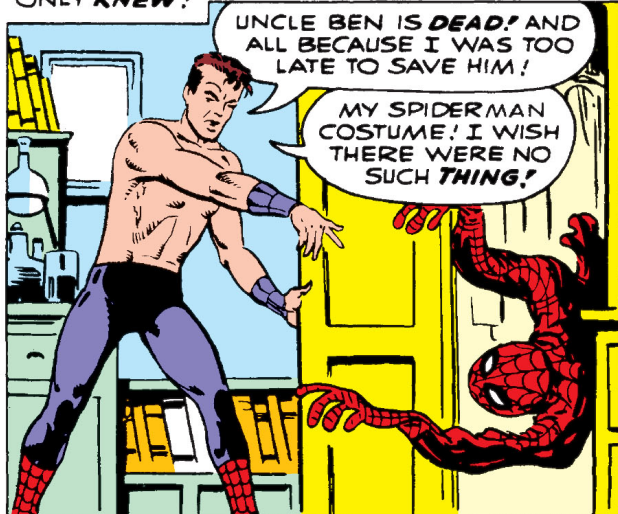
NOTE: SPIDER-MAN FIRST APPEARED AS A FEATURE IN **AMAZING FANTASY** #15 AUG.! SO GREAT WAS YOUR RESPONSE VIA LETTERS AND POSTCARDS, THAT IT WAS DECIDED TO GIVE HIM HIS OWN MAGAZINE! A BRIEF SUMMARY FOLLOWS...

**FREAK!**  
**PUBLIC**  
**MENACE!**



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

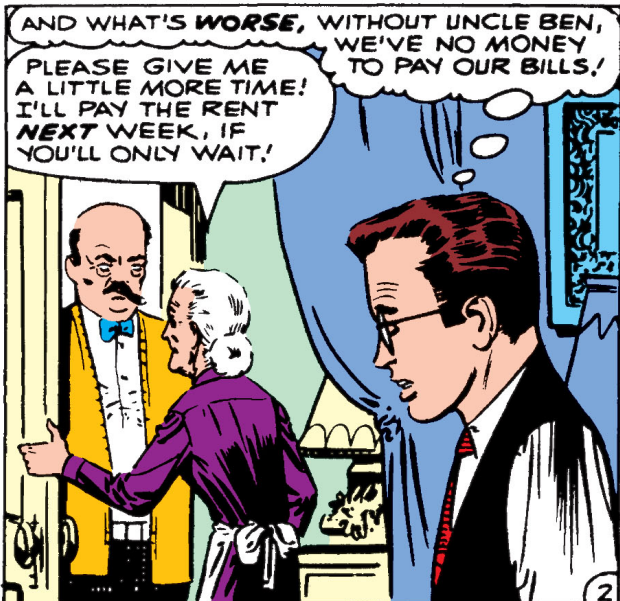
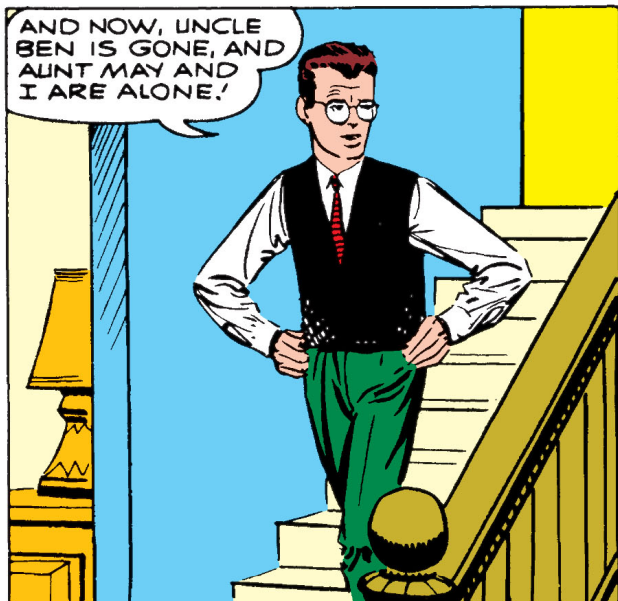
OUR SCENE IS THE BEDROOM OF PETER PARKER, THE TEEN-AGE STUDENT WHOM MANY CONSIDER TO BE A SHY BOOKWORM... BUT, OH, IF THEY ONLY **KNEW!**

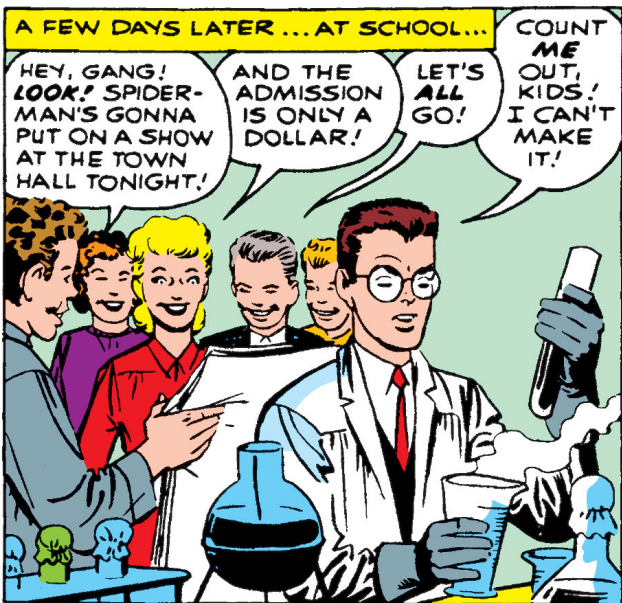
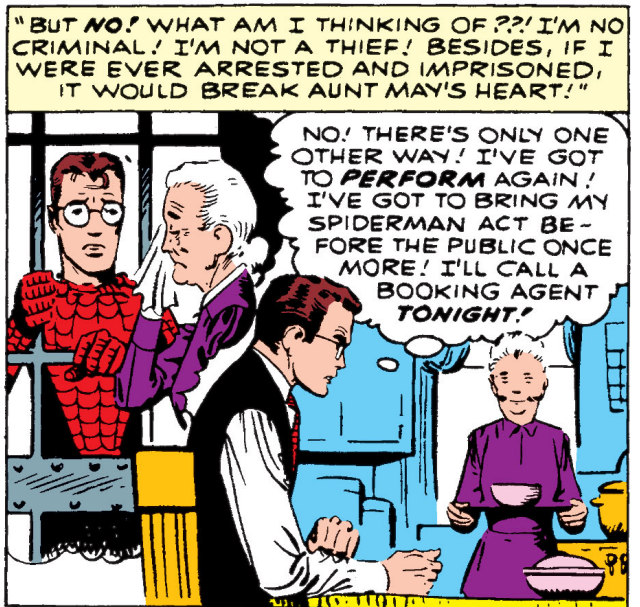
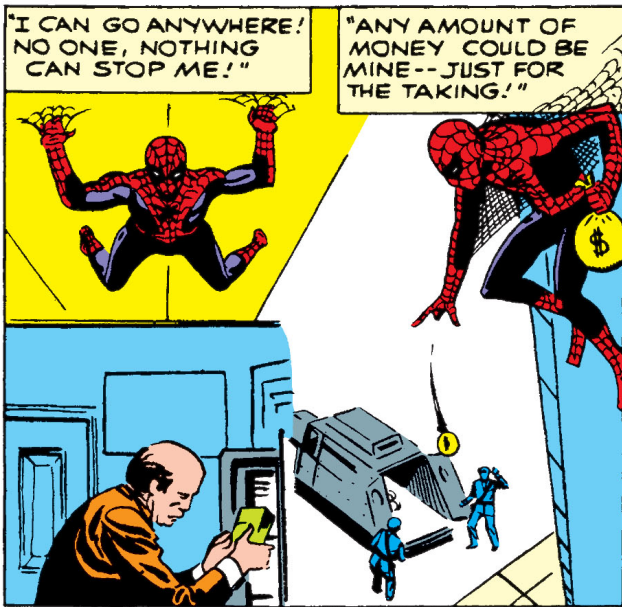
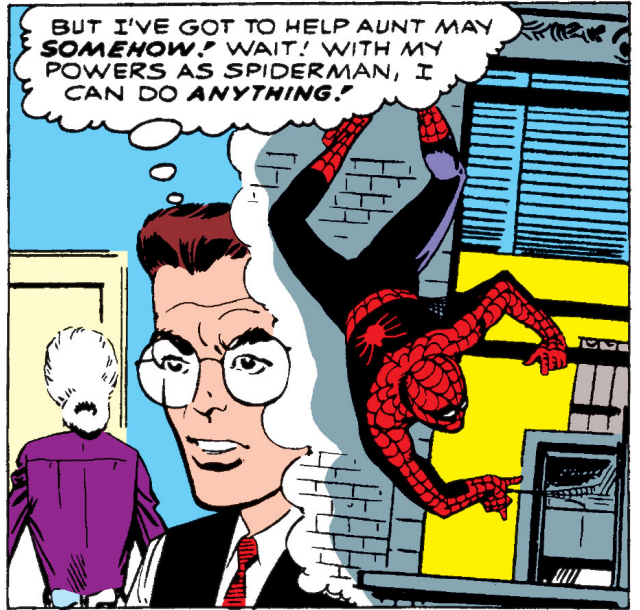
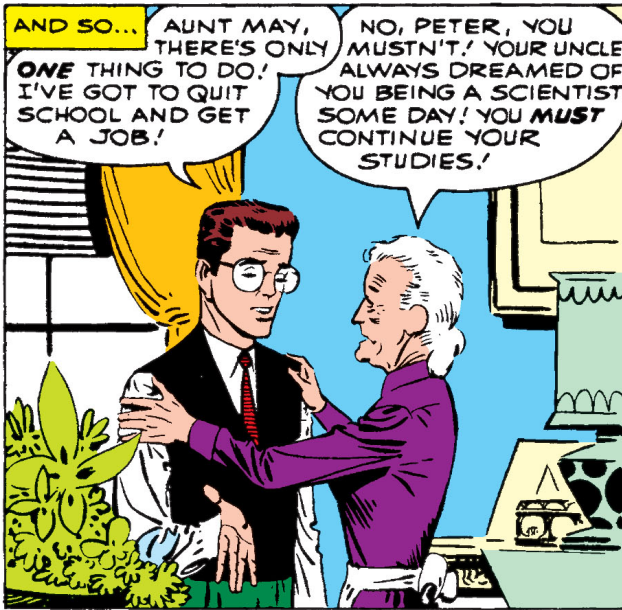


"BUT WHILE I WAS BUSY SHOWING OFF, AN ARMED BURGLAR FIRED ONE FATAL SHOT AT UNCLE BEN WHEN HE WAS SURPRISED ROBBING OUR HOUSE!"

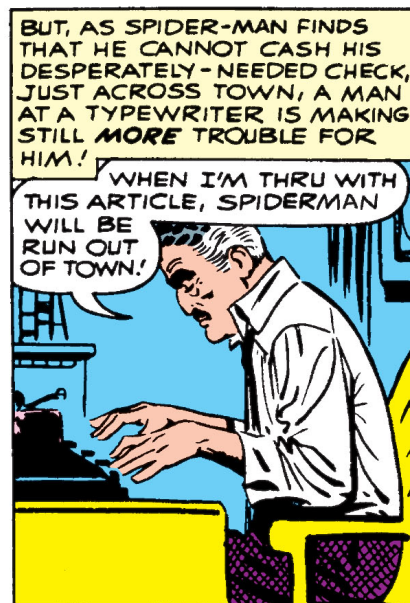
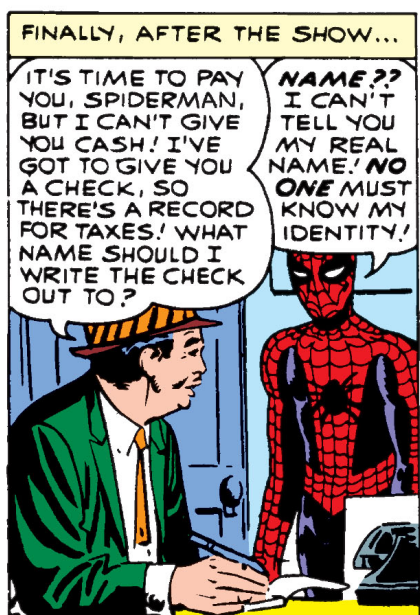
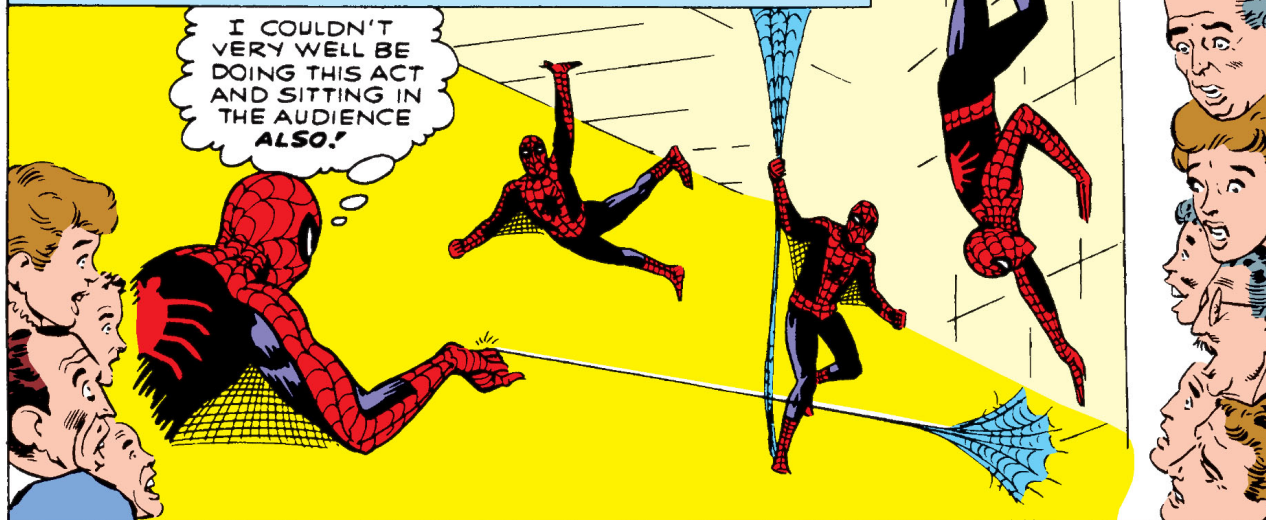
"AS SOON AS I LEARNED WHAT HAD HAPPENED, I SPED THRU THE CITY VIA MY SPIDER'S WEB, LUSTING FOR VENGEANCE!"

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





THAT NIGHT, AS THE AUDIENCE IS AMAZED BY SPIDERMAN'S PROWESS, NONE SUSPECT THE **REAL REASON** THAT PETER PARKER COULDN'T BE IN THE AUDIENCE ...



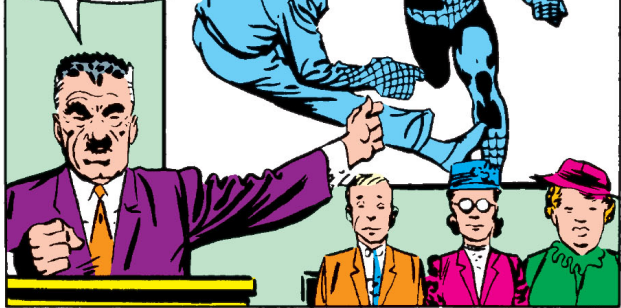
**THIS HAPPENED!** LOOK AT THIS EDITORIAL! THE PAPER HAS EVERYONE SO STEAMED UP, THEY'LL PROBABLY TOSS YOU IN JAIL IF YOU SHOW YOUR FACE!

**BUT WHY?** WHAT HAVE THEY GOT AGAINST ME? WHAT HAVE I DONE?



BUT, NOT SATISFIED WITH MERELY WRITING EDITORIALS, J. JONAH JAMESON, PUBLISHER OF THE POWERFUL "DAILY BUGLE" DELIVERS LECTURES ALL OVER TOWN...

WE CANNOT ALLOW THAT MASKED MENACE TO TAKE THE LAW INTO HIS OWN HANDS! HE IS A BAD INFLUENCE ON OUR YOUNGSTERS!



CHILDREN MAY TRY TO IMITATE HIS FANTASTIC FEATS!

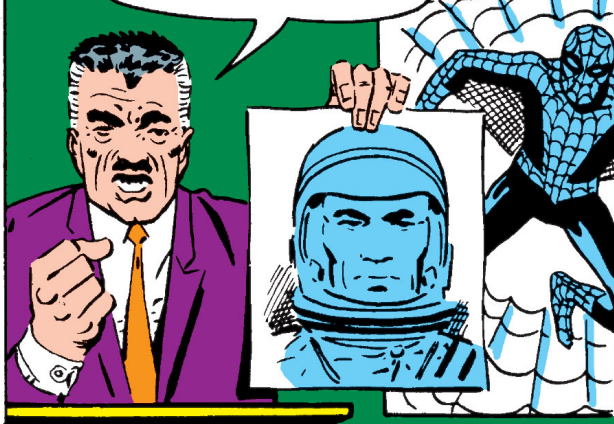
THINK WHAT WOULD HAPPEN IF THEY MAKE A HERO OUT OF THIS LAWLESS, INHUMAN MONSTER! WE MUST NOT PERMIT IT!



"I SAY THAT SPIDERMAN MUST BE **OUT-LAWED!**" THERE IS NO PLACE FOR SUCH A DANGEROUS CREATURE IN OUR FAIR CITY!"

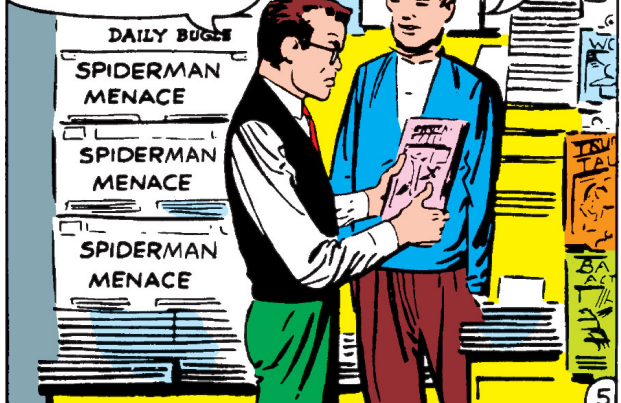


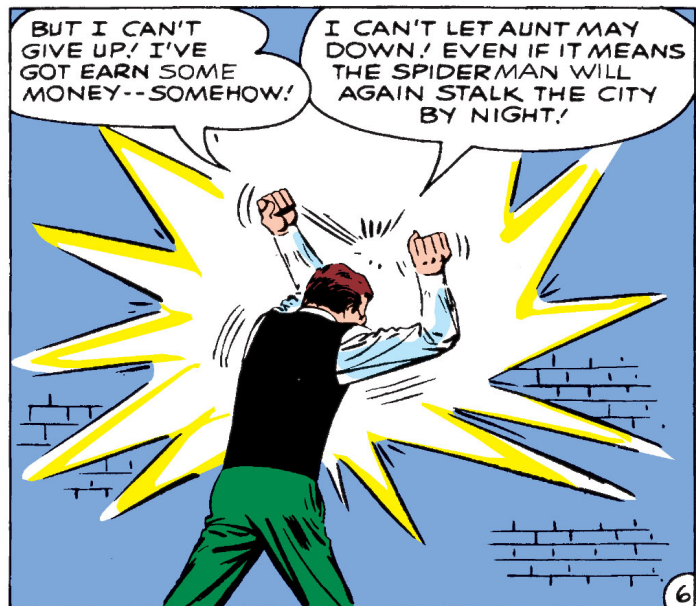
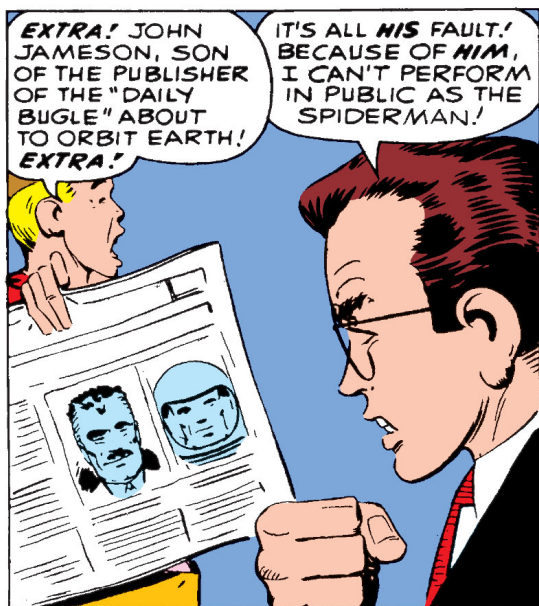
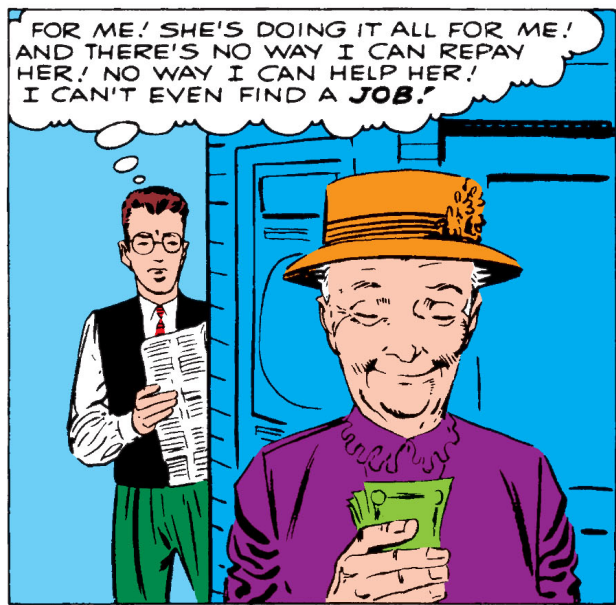
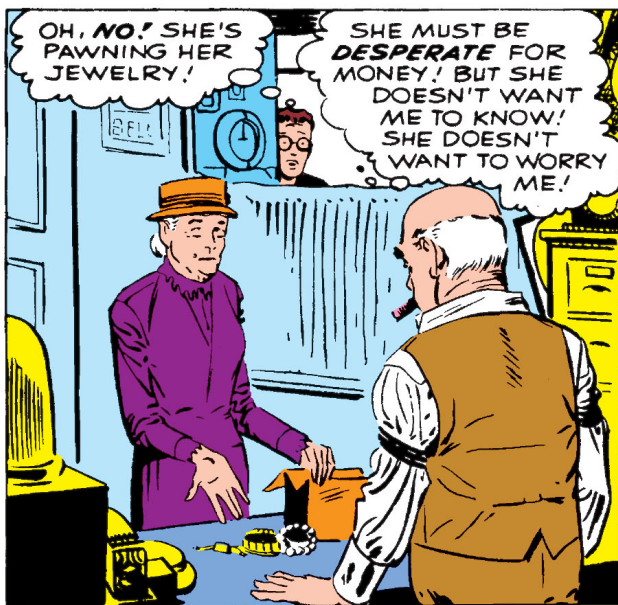
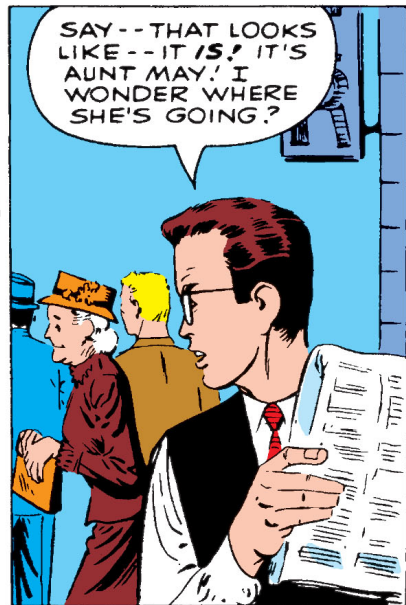
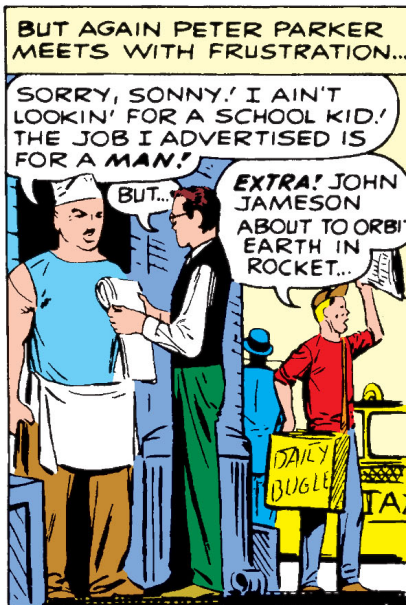
THE YOUTH OF THIS NATION MUST LEARN TO RESPECT **REAL** HEROES -- MEN SUCH AS MY SON, JOHN JAMESON, THE TEST PILOT! NOT SELFISH FREAKS SUCH AS SPIDERMAN -- A MASKED MENACE WHO REFUSES TO EVEN LET US KNOW HIS TRUE IDENTITY!



I DON'T GET IT! HOW DO **OTHER** SUPERHUMAN GUYS, LIKE THE FANTASTIC FOUR AND THE ANT MAN, GET AWAY WITH IT?? NOBODY BOTHERS **THEM!** AND THEY ALWAYS SEEM TO MAKE ENOUGH DOUGH!

BAH! I DON'T EVEN BELIEVE THAT THERE IS A SPIDERMAN! IT'S ALL A PUBLICITY STUNT!





# SPIDER-MAN

## PART 2

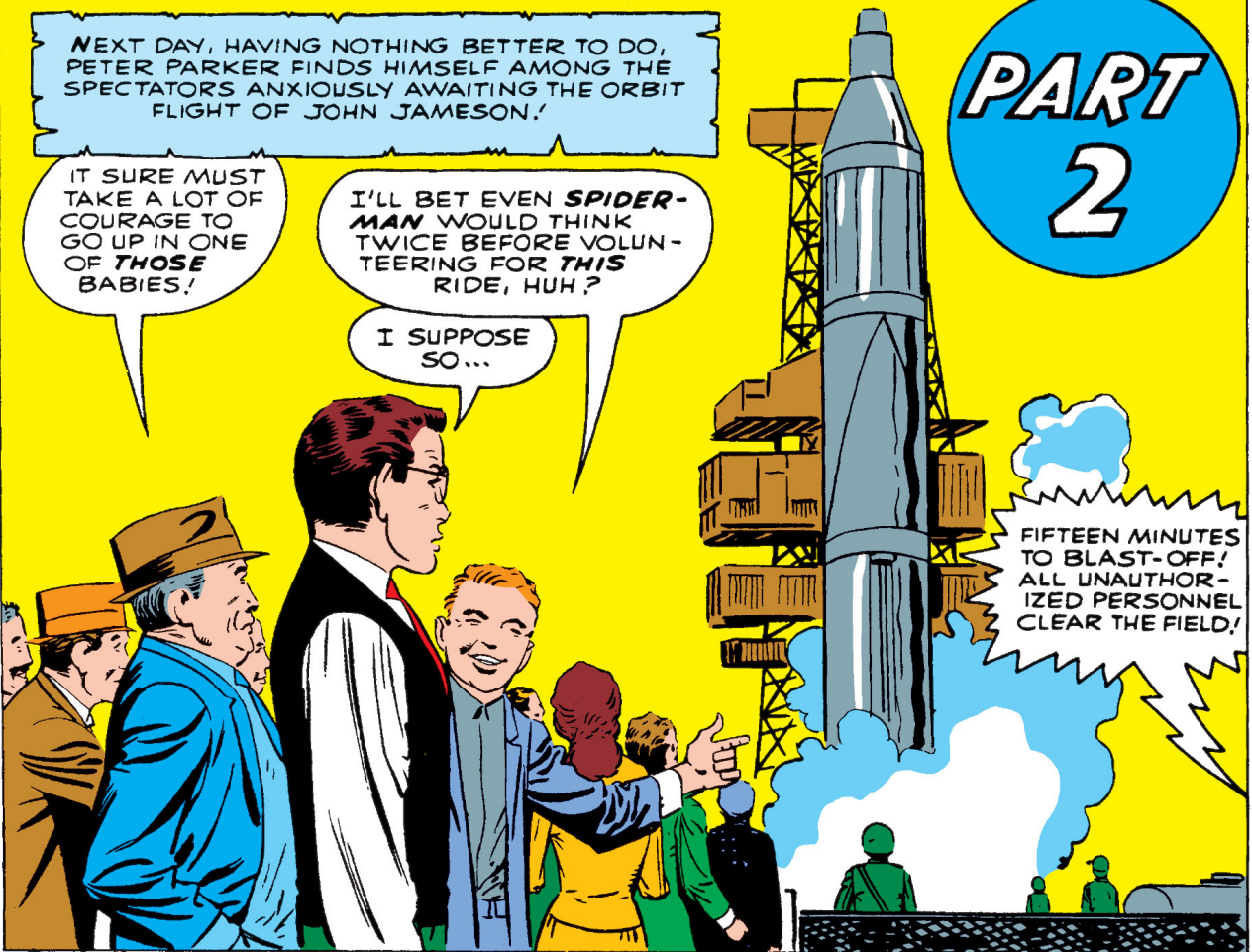
NEXT DAY, HAVING NOTHING BETTER TO DO, PETER PARKER FINDS HIMSELF AMONG THE SPECTATORS ANXIOUSLY AWAITING THE ORBIT FLIGHT OF JOHN JAMESON!

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

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

I SUPPOSE SO...

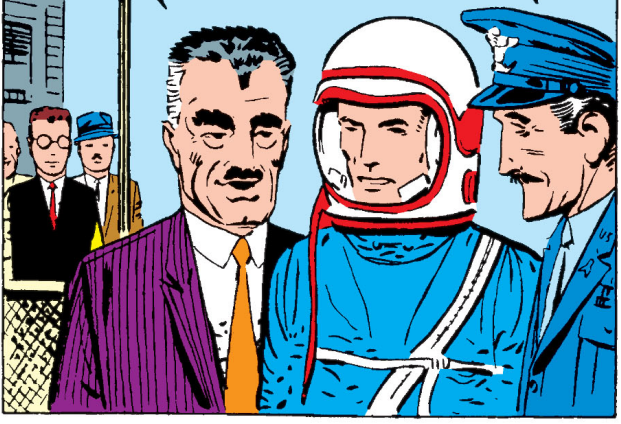
FIFTEEN MINUTES TO BLAST-OFF! ALL UNAUTHORIZED PERSONNEL CLEAR THE FIELD!



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

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

GOOD LUCK TO YOU, BOY!

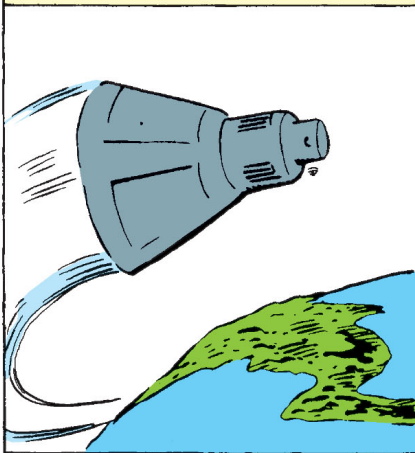


MINUTES LATER, THE CAPSULE, WITH JOHN JAMESON INSIDE, IS SET IN ORBIT BY A PERFECT LAUNCH ...





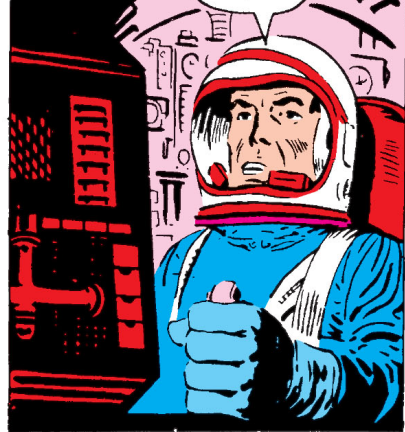
BUT THEN, DISASTER STRIKES! A SMALL SECTION OF THE FORWARD GUIDANCE PACKAGE BREAKS LOOSE FROM THE CAPSULE, AND FALLS INTO SPACE...



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



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



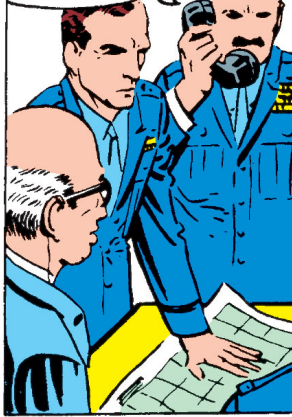
MEANWHILE, MILES AWAY...

WHAT IS IT? WHAT WENT WRONG?



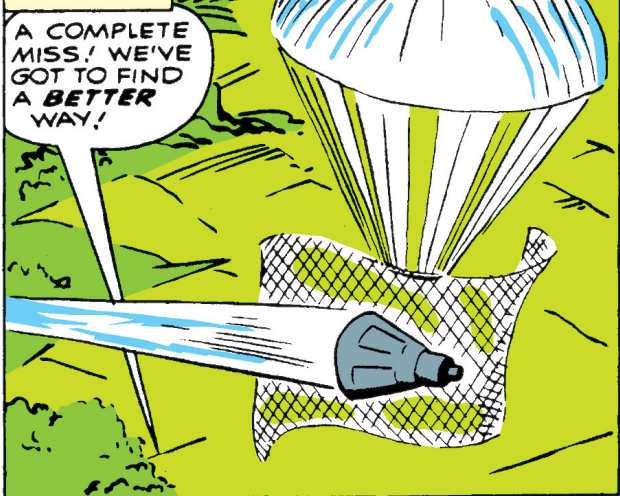
CAPSULE IS OUT OF CONTROL, SIR! COMPONENT 24-3B HAS BROKEN LOOSE! CONDITION RED!

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

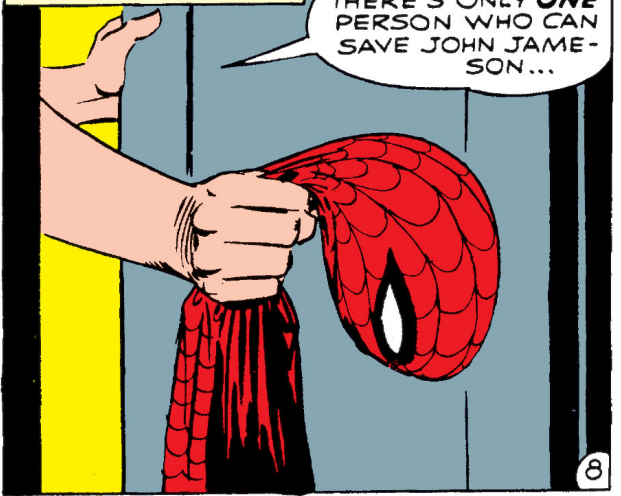


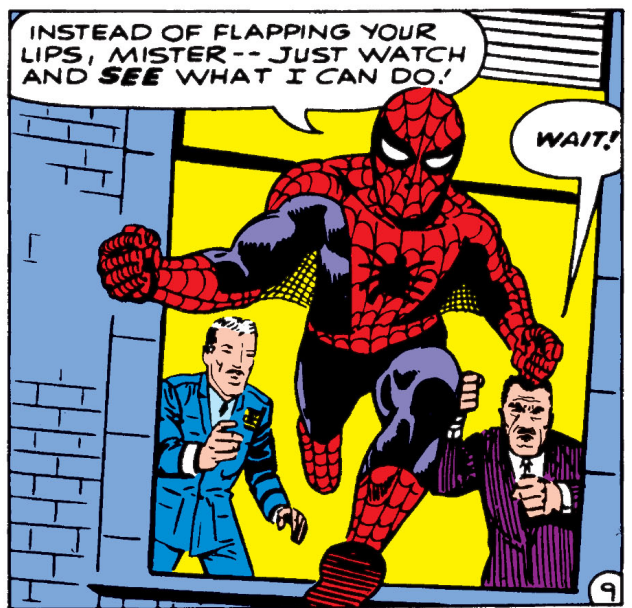
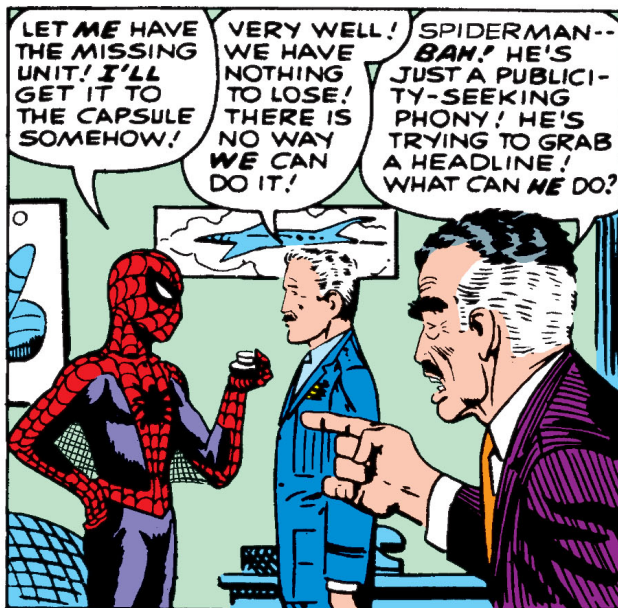
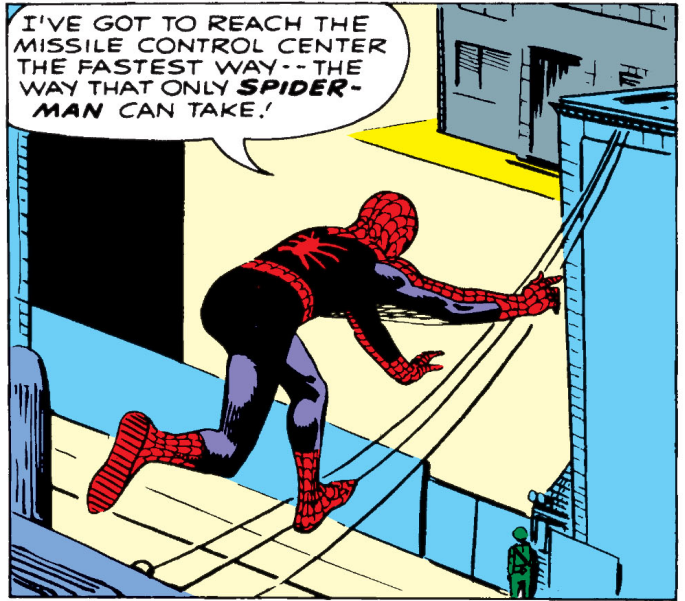
GENTLEMEN, WE HAVEN'T MUCH TIME! WE MUST FIND **SOME** WAY TO SAVE JOHN JAMESON'S LIFE, EVEN THOUGH THE CAPSULE IS DOOMED!

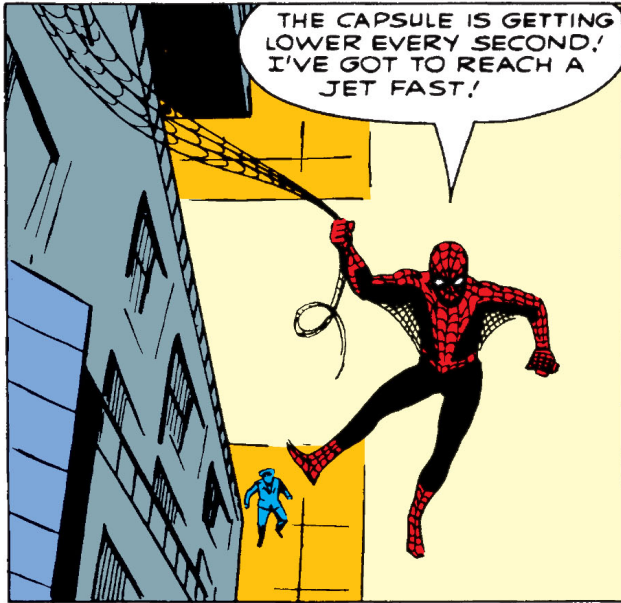
ACTING WITH DESPERATE SPEED, THE SPACE TECHNICIANS ATTEMPT TO DROP A STEEL NET TO CATCH THE CAPSULE, BUT WITH NO SUCCESS!



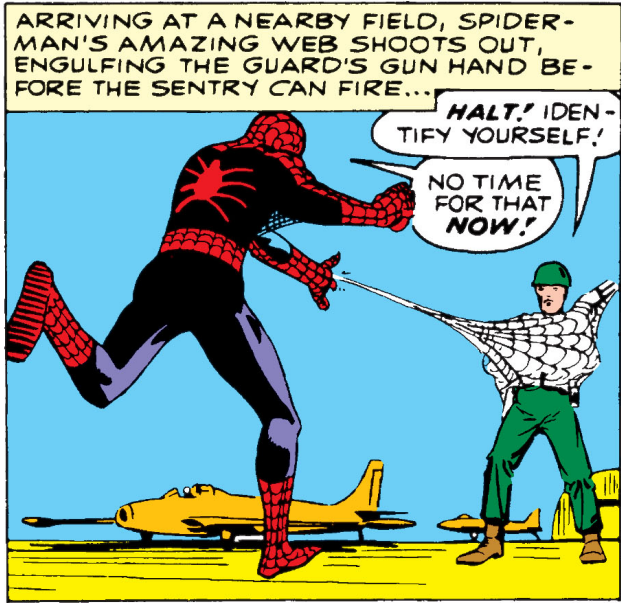
WHILE, UNSUSPECTED BY ALL, A BETTER WAY **DOES** EXIST! IN THE FORM OF PETER PARKER, WHO HAS OBSERVED THE ENTIRE DRAMATIC EVENT...







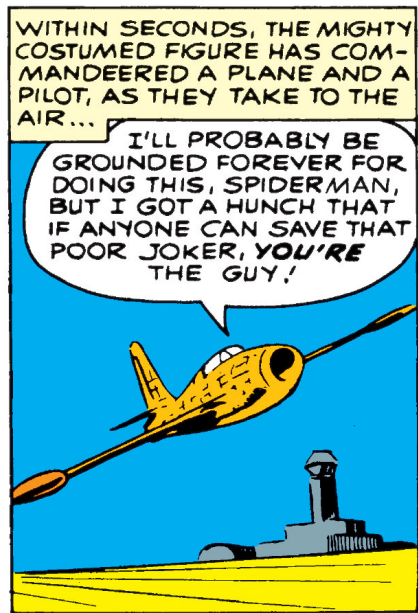
THE CAPSULE IS GETTING LOWER EVERY SECOND! I'VE GOT TO REACH A JET FAST!



ARRIVING AT A NEARBY FIELD, SPIDER-MAN'S AMAZING WEB SHOTS OUT, ENGLUFING THE GUARD'S GUN HAND BEFORE THE SENTRY CAN FIRE...

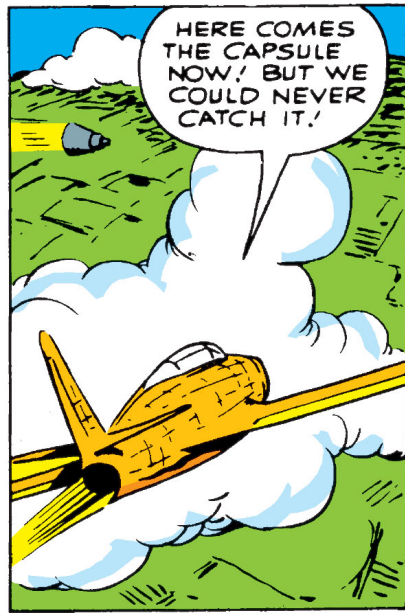
HALT! IDENTIFY YOURSELF!

NO TIME FOR THAT NOW!

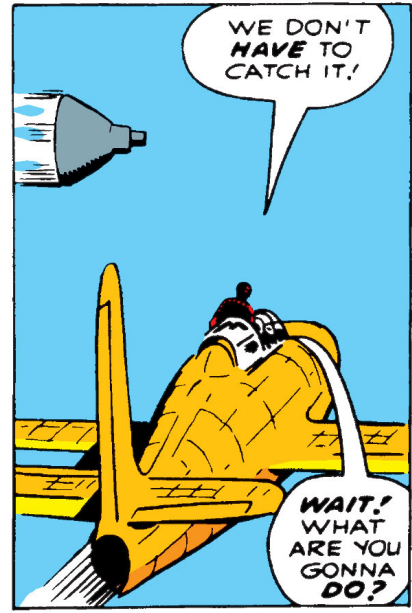


WITHIN SECONDS, THE MIGHTY COSTUMED FIGURE HAS COMMANDEERED A PLANE AND A PILOT, AS THEY TAKE TO THE AIR...

I'LL PROBABLY BE GROUNDED FOREVER FOR DOING THIS, SPIDERMAN, BUT I GOT A HUNCH THAT IF ANYONE CAN SAVE THAT POOR JOKER, YOU'RE THE GUY!

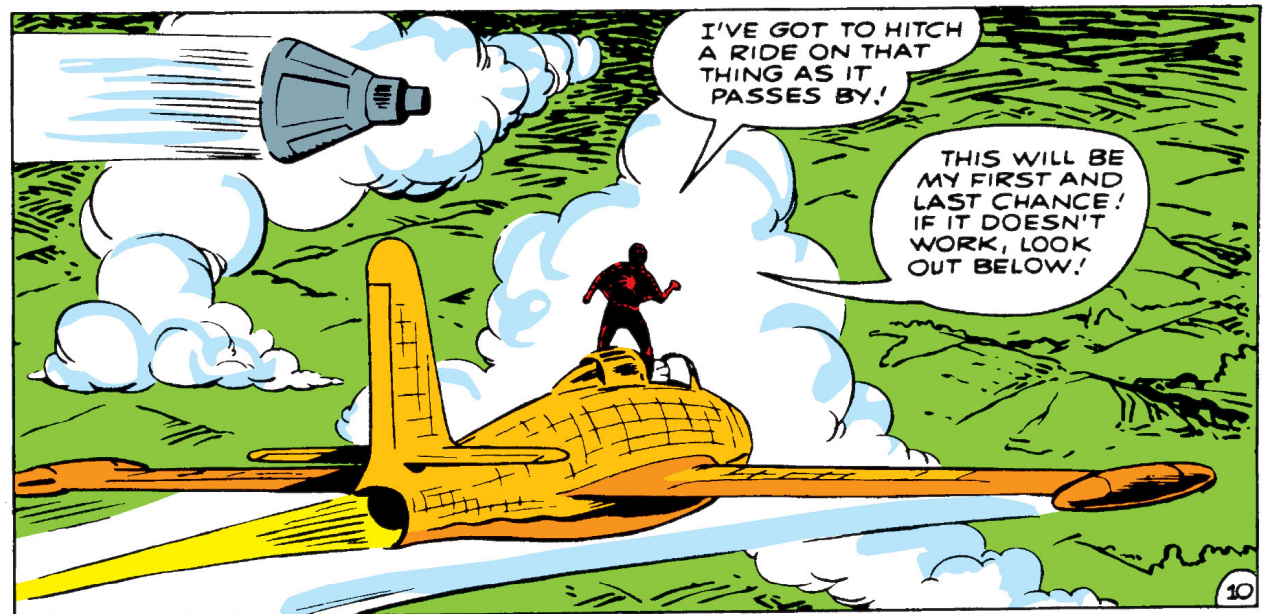


HERE COMES THE CAPSULE NOW! BUT WE COULD NEVER CATCH IT!



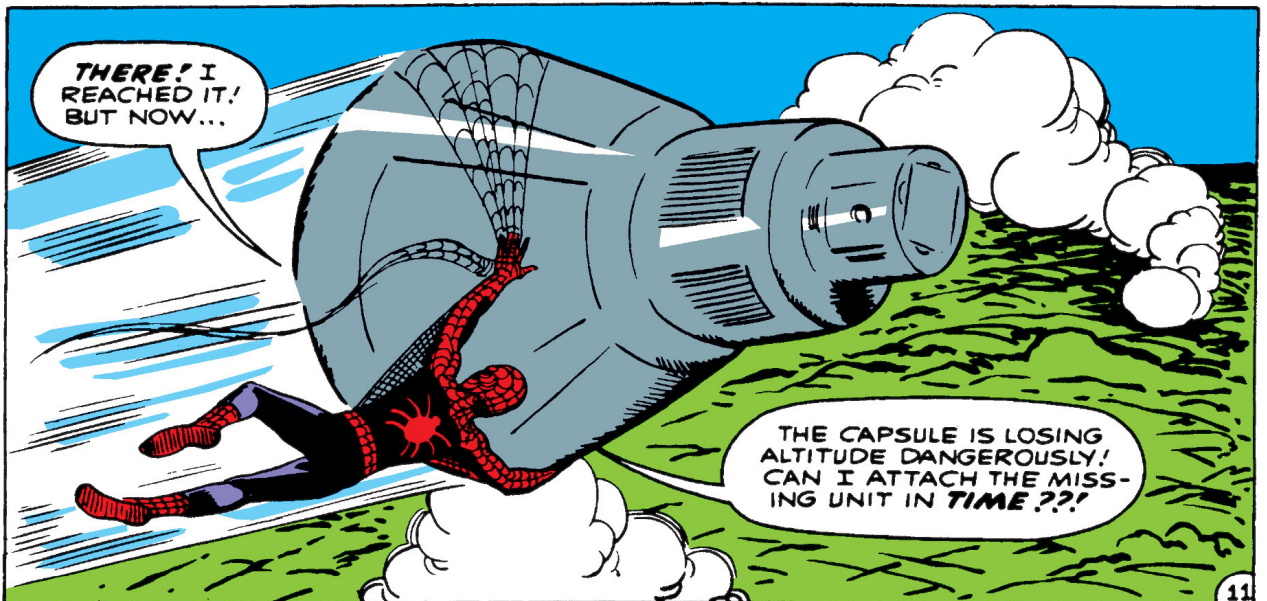
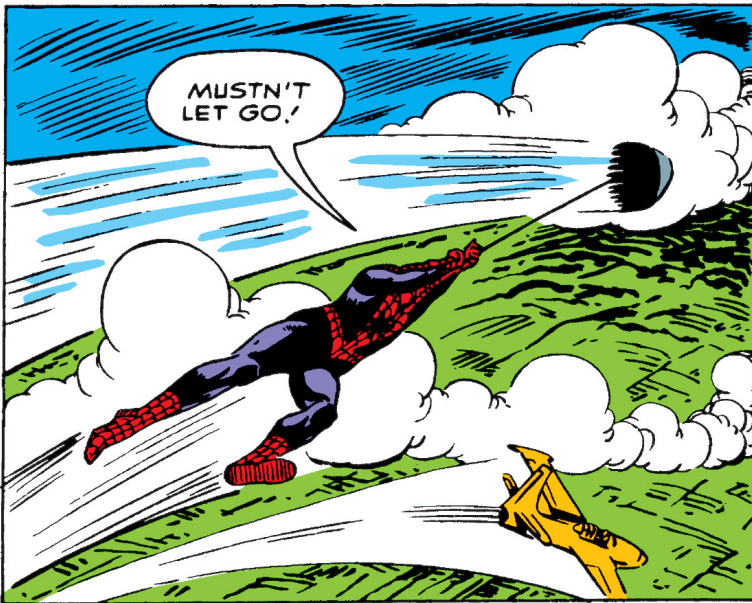
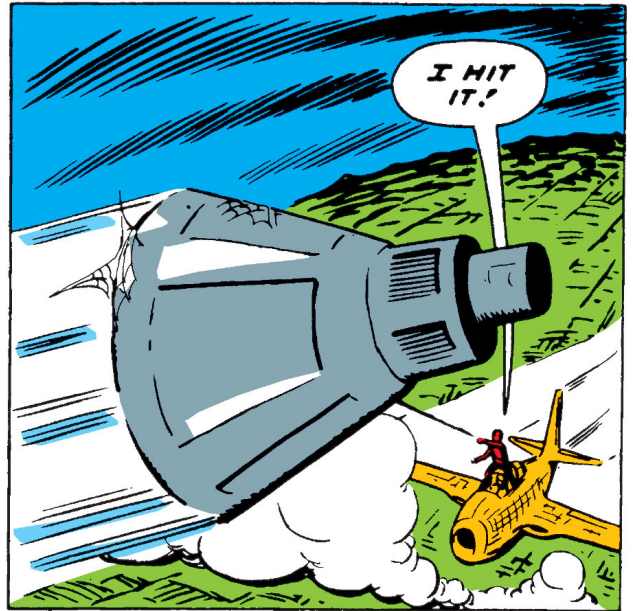
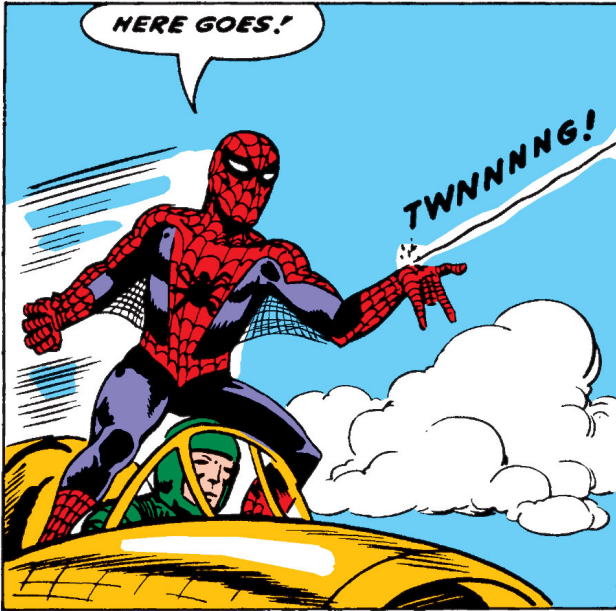
WE DON'T HAVE TO CATCH IT!

WAIT! WHAT ARE YOU GONNA DO?



I'VE GOT TO HITCH A RIDE ON THAT THING AS IT PASSES BY!

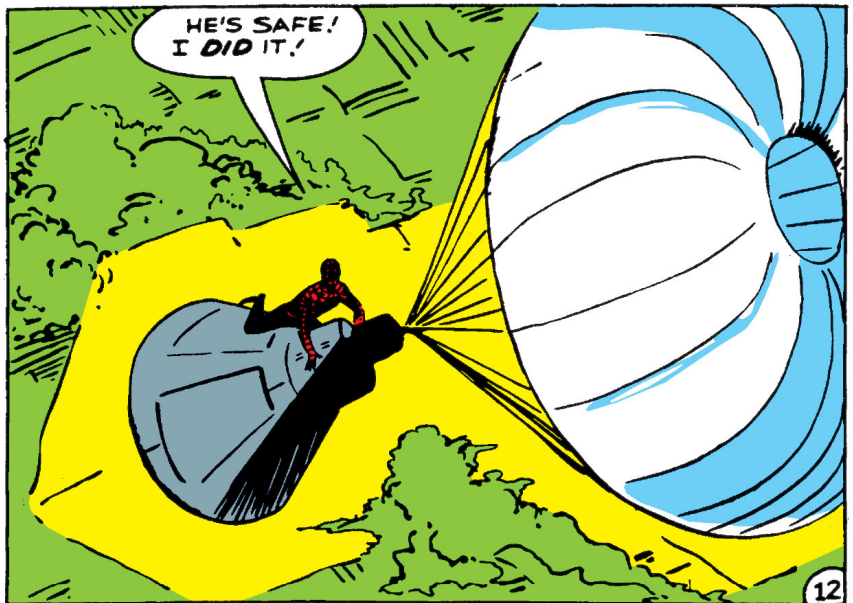
THIS WILL BE MY FIRST AND LAST CHANCE! IF IT DOESN'T WORK, LOOK OUT BELOW!

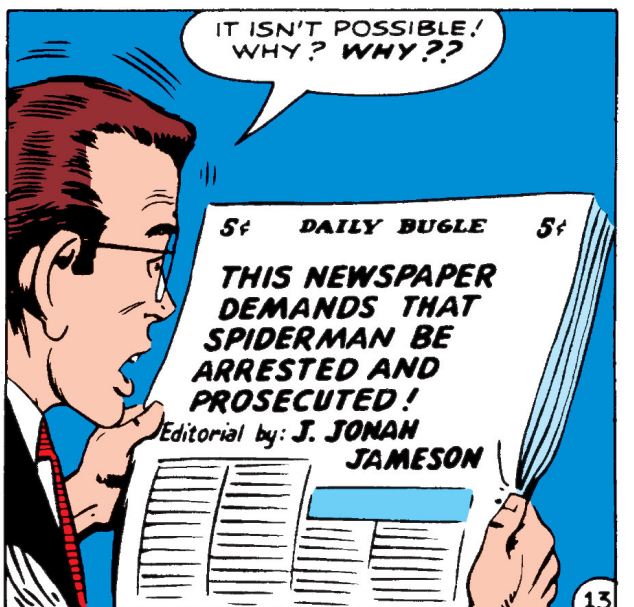
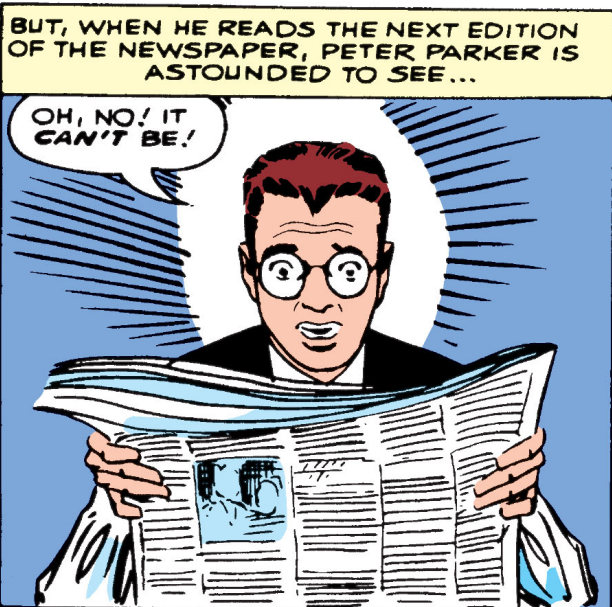
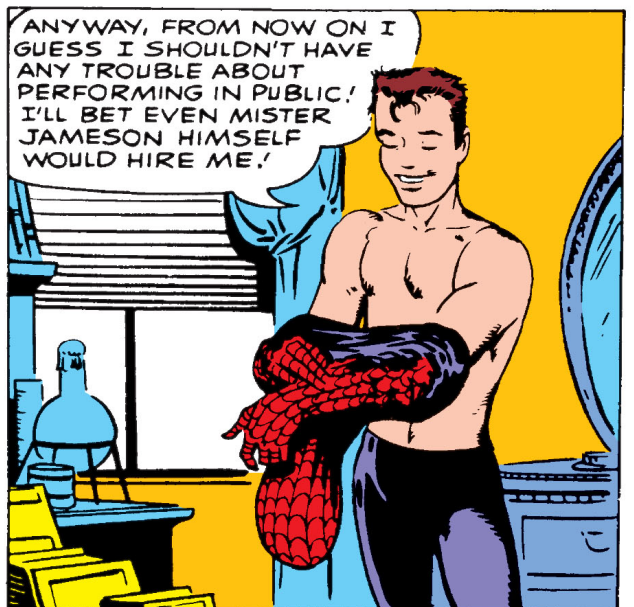
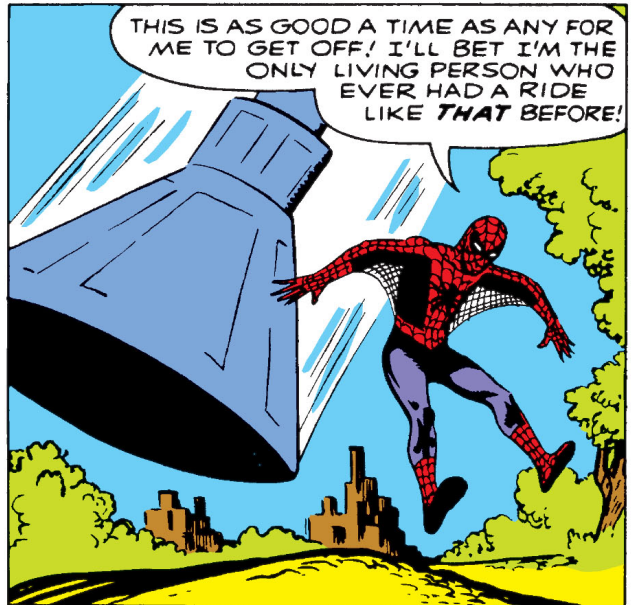
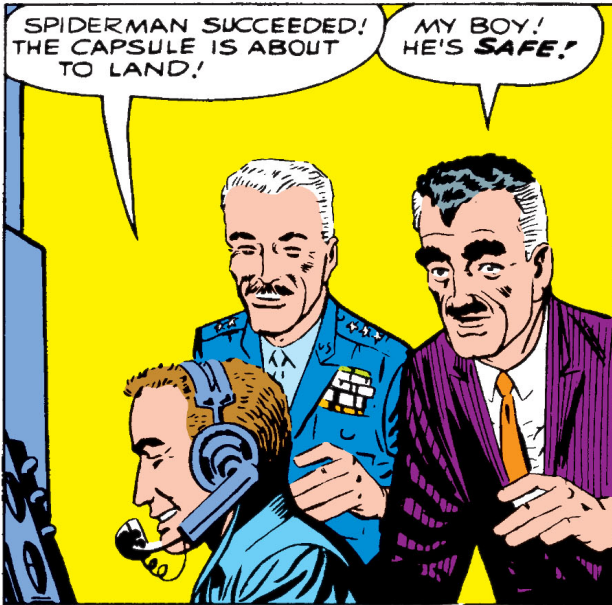


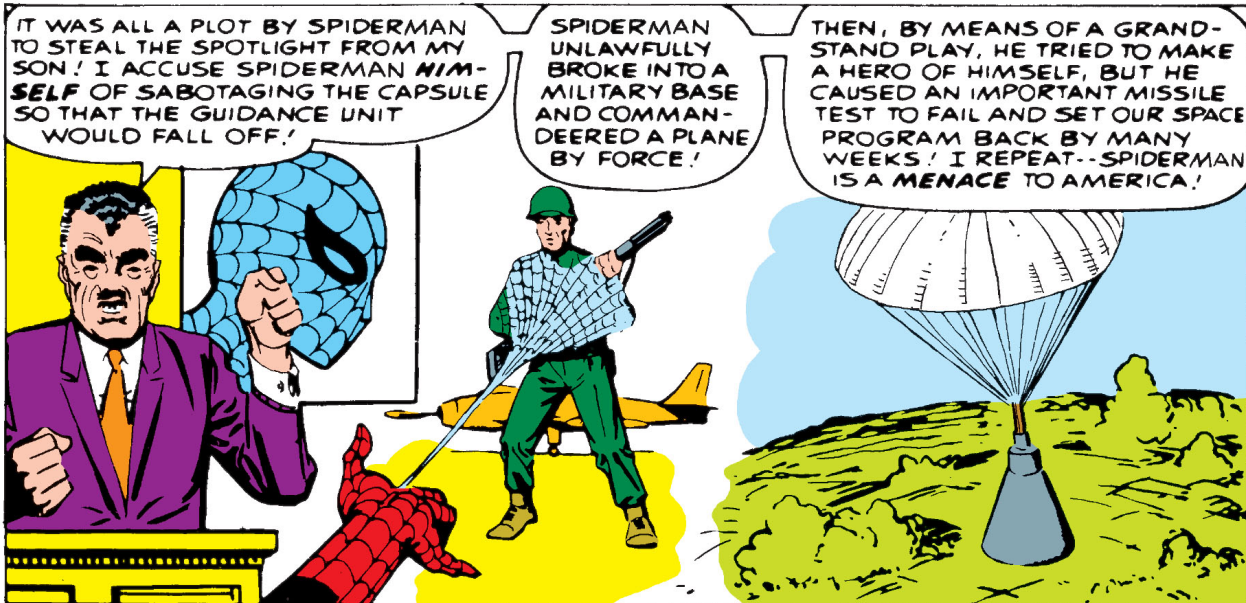
# SPIDER-MAN

**PART  
3**

WHAT A LUCKY  
BREAK! IT FIT IN  
PLACE AS SMOOTH  
AS SILK!





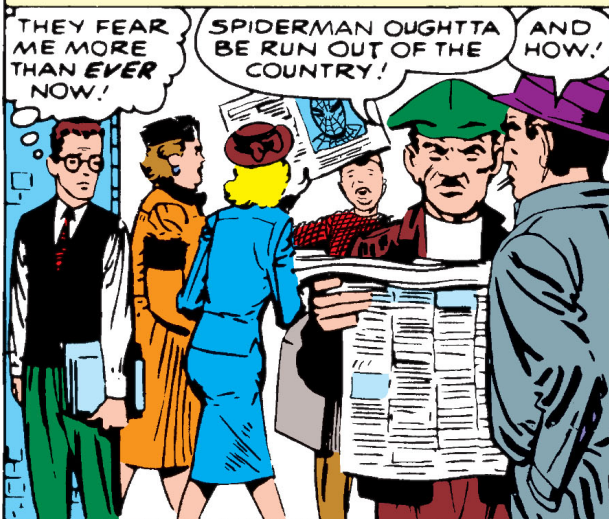


IT WAS ALL A PLOT BY SPIDERMAN TO STEAL THE SPOTLIGHT FROM MY SON! I ACCUSE SPIDERMAN HIMSELF OF SABOTAGING THE CAPSULE SO THAT THE GUIDANCE UNIT WOULD FALL OFF!

SPIDERMAN UNLAWFULLY BROKE INTO A MILITARY BASE AND COMMANDEERED A PLANE BY FORCE!

THEN, BY MEANS OF A GRAND-STAND PLAY, HE TRIED TO MAKE A HERO OF HIMSELF, BUT HE CAUSED AN IMPORTANT MISSILE TEST TO FAIL AND SET OUR SPACE PROGRAM BACK BY MANY WEEKS! I REPEAT--SPIDERMAN IS A MENACE TO AMERICA!

UNFORTUNATELY, IF SOMETHING IS SHOUTED LOUD ENOUGH, THERE ARE ALWAYS THOSE WHO WILL BELIEVE IT...



THEY FEAR ME MORE THAN EVER NOW!

SPIDERMAN OUGHTTA BE RUN OUT OF THE COUNTRY!

AND HOW!

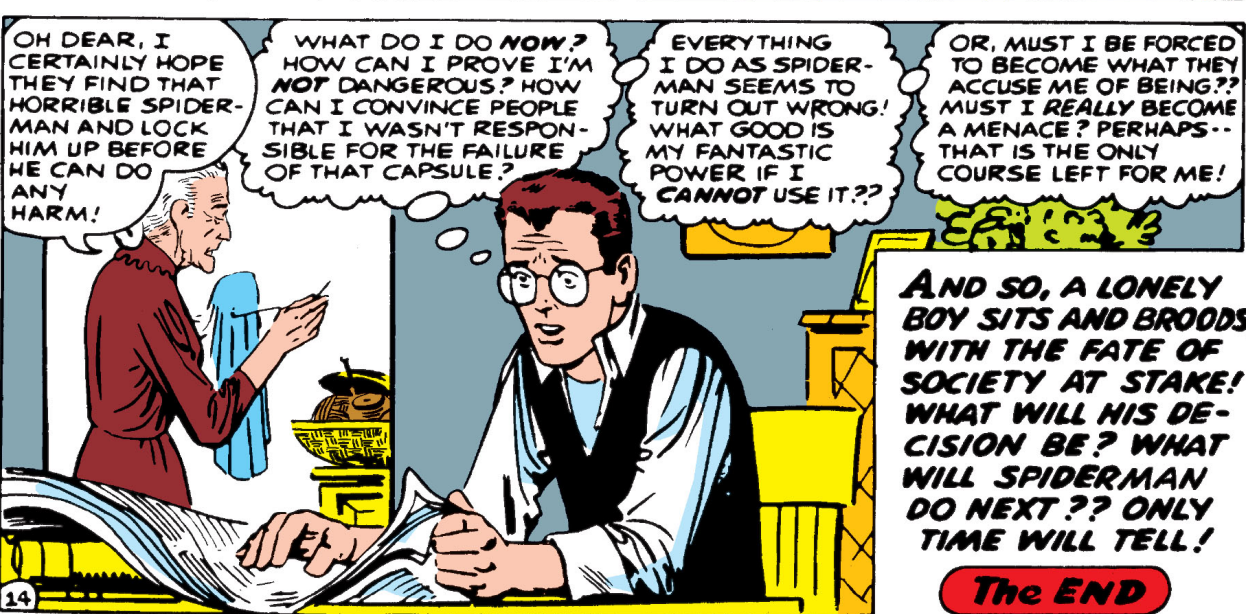
AND, FINALLY-- UNDER PRESSURE OF THE ANGRY NEWSPAPERMAN'S CONTINUAL BARRAGE...

**WANTED**

**CAUTION:  
HE IS  
DANGER-  
OUS**

**REPORT  
HIM TO  
NEAREST  
F.B.I.  
OFFICE**

**SPIDERMAN**  
**REWARD FOR HIS CAPTURE**



OH DEAR, I CERTAINLY HOPE THEY FIND THAT HORRIBLE SPIDERMAN AND LOCK HIM UP BEFORE HE CAN DO ANY HARM!

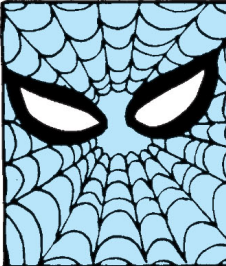
WHAT DO I DO NOW? HOW CAN I PROVE I'M NOT DANGEROUS? HOW CAN I CONVINCE PEOPLE THAT I WASN'T RESPONSIBLE FOR THE FAILURE OF THAT CAPSULE?

EVERYTHING I DO AS SPIDERMAN SEEMS TO TURN OUT WRONG! WHAT GOOD IS MY FANTASTIC POWER IF I CANNOT USE IT??

OR, MUST I BE FORCED TO BECOME WHAT THEY ACCUSE ME OF BEING?? MUST I REALLY BECOME A MENACE? PERHAPS-- THAT IS THE ONLY COURSE LEFT FOR ME!

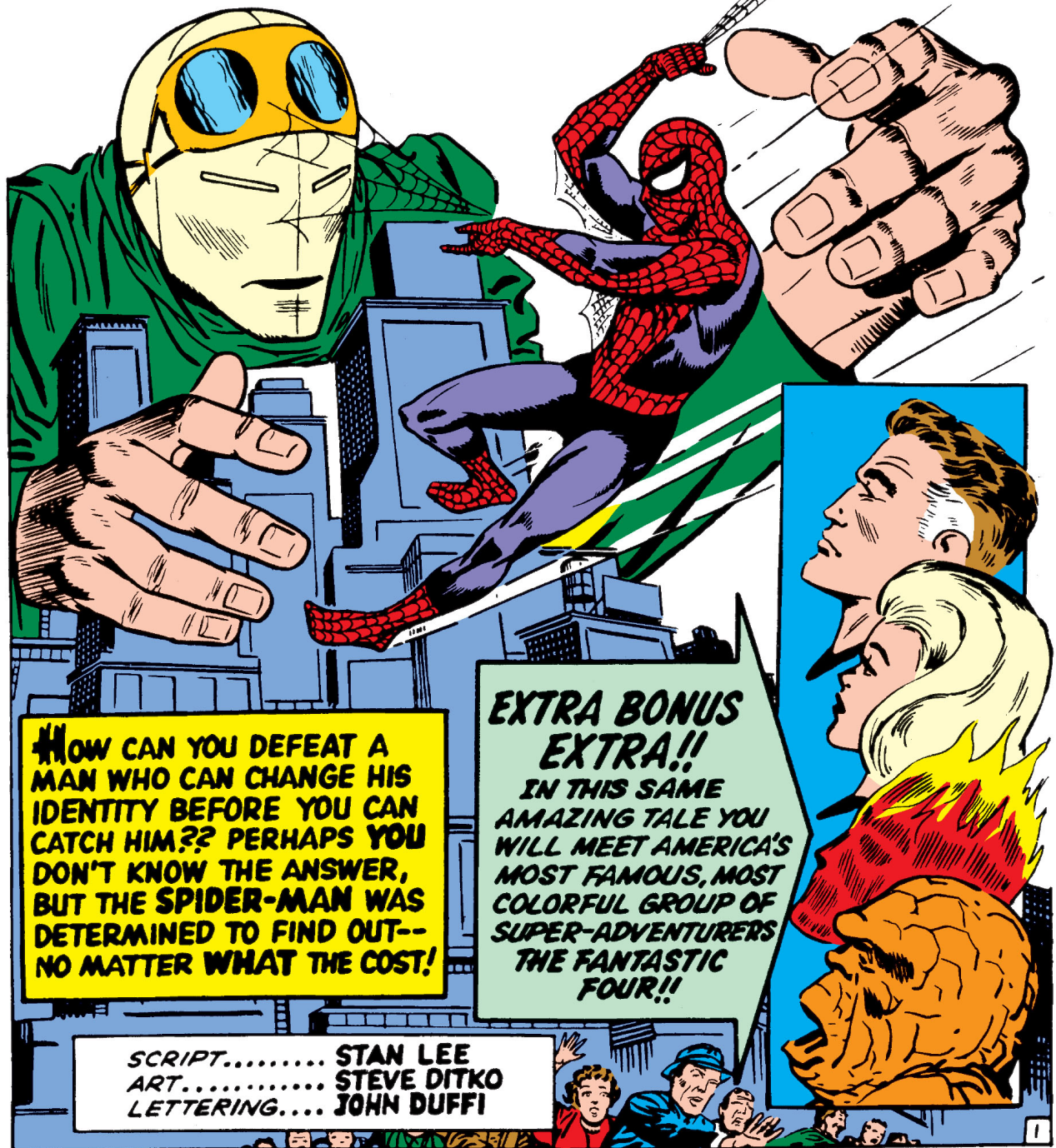
**AND SO, A LONELY BOY SITS AND BROODS, WITH THE FATE OF SOCIETY AT STAKE! WHAT WILL HIS DECISION BE? WHAT WILL SPIDERMAN DO NEXT?? ONLY TIME WILL TELL!**

**The END**



# SPIDER-MAN

## VS. THE CHAMELEON!



**HOW CAN YOU DEFEAT A MAN WHO CAN CHANGE HIS IDENTITY BEFORE YOU CAN CATCH HIM?? PERHAPS YOU DON'T KNOW THE ANSWER, BUT THE SPIDER-MAN WAS DETERMINED TO FIND OUT-- NO MATTER WHAT THE COST!**

**EXTRA BONUS EXTRA!!**  
*IN THIS SAME AMAZING TALE YOU WILL MEET AMERICA'S MOST FAMOUS, MOST COLORFUL GROUP OF SUPER-ADVENTURERS THE FANTASTIC FOUR!!*

SCRIPT..... STAN LEE  
ART..... STEVE DITKO  
LETTERING.... JOHN DUFFI

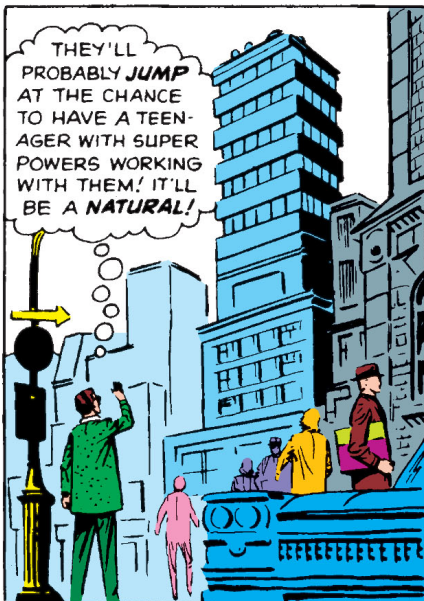






WE KNOW HIM AS PETER PALMER ... BUT THE WORLD KNOWS HIM ONLY AS **SPIDER-MAN!**

SAY! WHY DIDN'T I THINK OF IT **BEFORE?** THERE'S THE WAY I CAN MAKE SOME MONEY-- BY JOINING THE **FANTASTIC FOUR!**



THEY'LL PROBABLY **JUMP** AT THE CHANCE TO HAVE A TEEN-AGER WITH SUPER POWERS WORKING WITH THEM! IT'LL BE A **NATURAL!**



HERE'S THEIR PRIVATE ELEVATOR, BUT THE **BLAMED** THING ISN'T WORKING!

UH OH-- I FORGOT! IT CAN ONLY BE OPERATED BY ONE OF THE **FOUR**, USING A SPECIAL ELECTRONIC BEAM!



WELL, THAT WON'T STOP **SPIDER-MAN!** FORCING A COUPLE OF LOCKED DOORS OPEN IS MERE CHILD'S PLAY FOR-- **HECK!** I DIDN'T FIGURE THE **ELEVATOR** WOULD BE ABOVE ME! NO ROOM TO CLIMB PAST IT!



MINUTES LATER, PETER PALMER REACHES THE ROOF OF AN ADJOINING BUILDING ...

WELL, THERE'S MORE THAN **ONE** WAY TO SKIN A CAT! I SHOULD'VE THOUGHT OF THIS RIGHT AWAY!



THEY'LL PROBABLY BE **TWICE** AS IMPRESSED WHEN THEY SEE HOW EASILY I GET INTO THEIR PRIVATE SKYSCRAPER HEADQUARTERS!



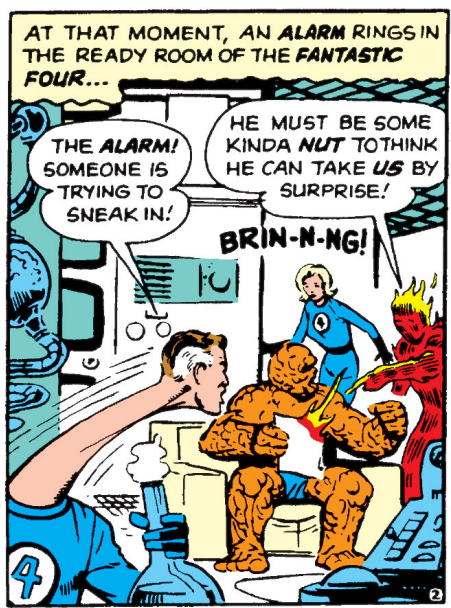
HERE GOES **NOTHING!**



MEANWHILE, DOWN BELOW...

IT'S THE **SPIDER-MAN!** WHAT A BONUS I'LL GET FOR THIS SHOT!

HE BALANCES HIMSELF ON THAT STRAND OF WEB LIKE A HUMAN SPIDER!

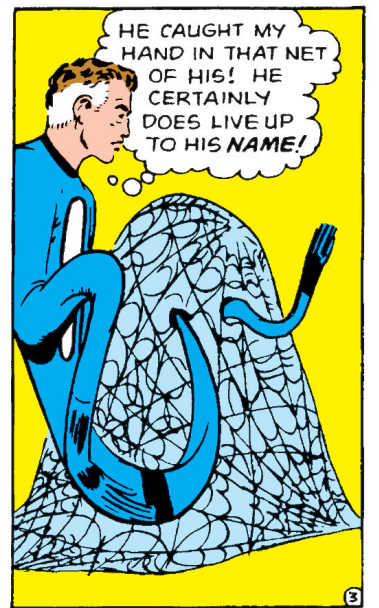
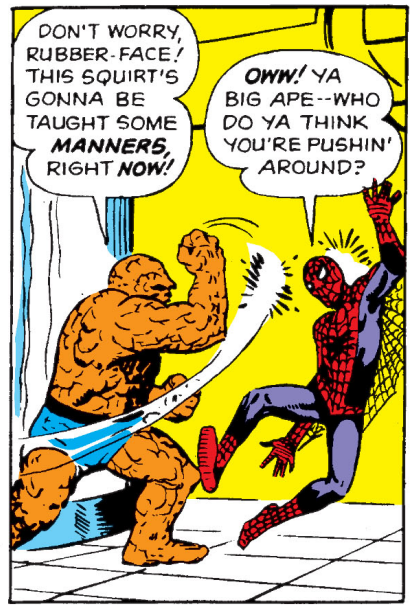
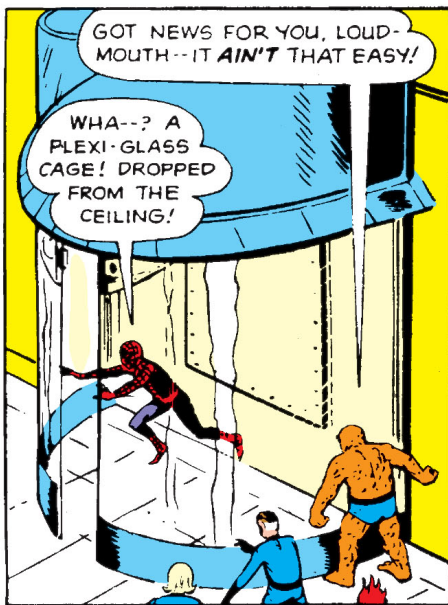
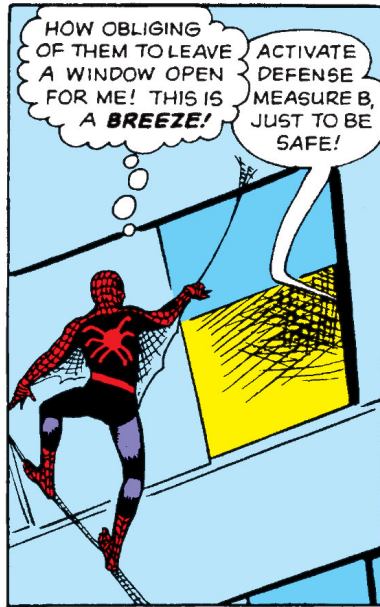
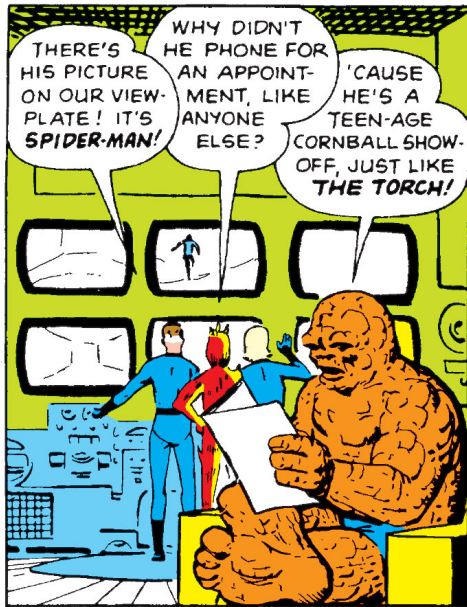


AT THAT MOMENT, AN **ALARM** RINGS IN THE READY ROOM OF THE **FANTASTIC FOUR...**

THE **ALARM!** SOMEONE IS TRYING TO SNEAK IN!

HE MUST BE SOME KINDA **NUT** TO THINK HE CAN TAKE **US** BY SURPRISE!

**BRIN-N-NG!**



WHILE INVISIBLE, I MIGHT BE ABLE TO GET THIS ROPE OVER OUR IMPETUOUS YOUNG FRIEND!

MY SPIDER INSTINCT SENSES DANGER BEHIND ME! HAVE TO MOVE **FAST!**

WHO TOSSED THAT ROPE? DON'T **SEE** ANYONE!

WAIT! IT MUST BE THE **INVISIBLE GIRL!**

WELL, I'LL JUST GIVE 'ER A **WHIRL** FOR HER MONEY!

THAT'S **IT**, YOU ANIMATED INSECT! FUN'S OVER! I'LL SETTLE YOU NOW!

**FLAME ON!**

HE'S GOT ME IN A CIRCLE OF FLAME!

WELL, I'LL JUST JUMP OVER THAT **CLOWN'S** LITTLE TRAP...

... AND KEEP OUTTA REACH UNTIL HIS FLAME DIES DOWN!

THEN IT'LL BE **MY** TURN!

HEY! STAY STILL, DARN IT!

OKAY-- THAT'S **IT!** NO MORE FUN AND GAMES, FELLA! SOMEONE MIGHT GET **HURT!** NOW, SUPPOSE YOU TELL US WHAT YOU'RE HERE FOR!

GET OUTTA THE WAY, KILL-**JOY!** GIMME ANOTHER CRACK AT 'IM!

IT'S ABOUT **TIME** SOMEONE ASKED ME!

I CAME UP HERE TO JOIN UP WITH YOU! I WANNA BE A MEMBER OF THE **FANTASTIC FOUR!**

SO I THOUGHT I'D GIVE YOU A DEMONSTRATION OF WHAT I CAN **DO!**

SO NOW, LET'S GET DOWN TO BUSINESS... HOW MUCH DOES THE **JOB PAY?** I FIGURE I'M WORTH YOUR **TOP SALARY!**

I **KNEW** IT! THAT **KOOK** HAS ROCKS IN HIS HEAD!

AFRAID YOU MADE A MISTAKE, **SPIDER-MAN!** WE'RE A **NON-PROFIT** ORGANIZATION!

WE PAY **NO** SALARIES OR BONUSES! ANY PROFIT WE MAKE GOES INTO SCIENTIFIC RESEARCH!

YOU CAME TO THE **WRONG** PLACE, PAL! THIS ISN'T GENERAL MOTORS!

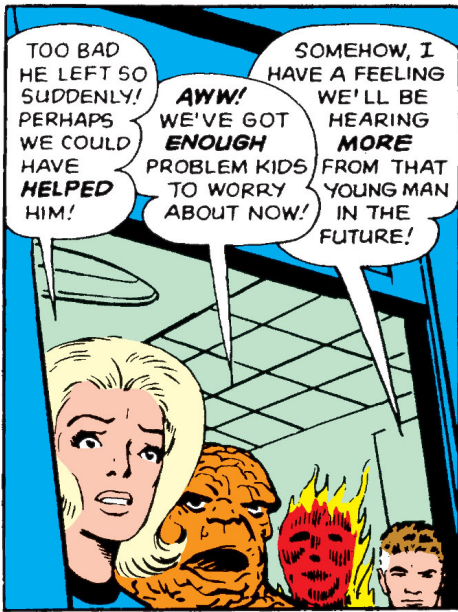
WE JUST KEEP ENOUGH MONEY TO PAY OUR EXPENSES! EVERY OTHER CENT GOES INTO DEVELOPING THE MOST EFFECTIVE SUPER-CRIME-FIGHTING APPARATUS WE CAN CREATE!

BESIDES, AREN'T YOU WANTED BY THE POLICE? THIS ISN'T "OUTLAWS ANONYMOUS"!

I MIGHT HAVE **KNOWN!** YOU'RE JUST LIKE ALL THE REST! READY TO BELIEVE THE **WORST** OF ANYONE!

OKAY, KEEP ME OUT OF YOUR GROUP! WHO NEEDS YOU? I'LL MAKE YOU GUYS LOOK LIKE **PIKERS!**

**WAIT!** COME BACK!



TOO BAD HE LEFT SO SUDDENLY! PERHAPS WE COULD HAVE HELPED HIM!

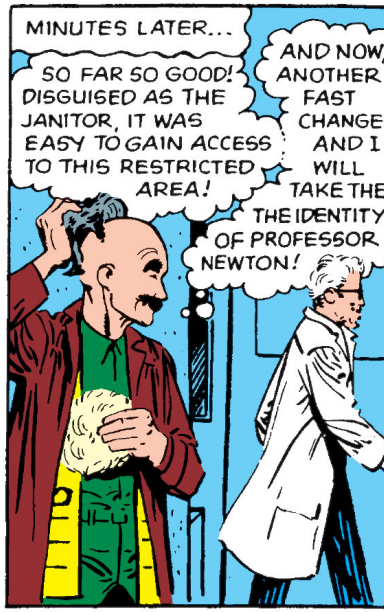
AWW! WE'VE GOT ENOUGH PROBLEM KIDS TO WORRY ABOUT NOW!

SOMEHOW, I HAVE A FEELING WE'LL BE HEARING MORE FROM THAT YOUNG MAN IN THE FUTURE!



AND NOW OUR SCENE SHIFTS TO A DEFENSE INSTALLATION AT THE EDGE OF TOWN...

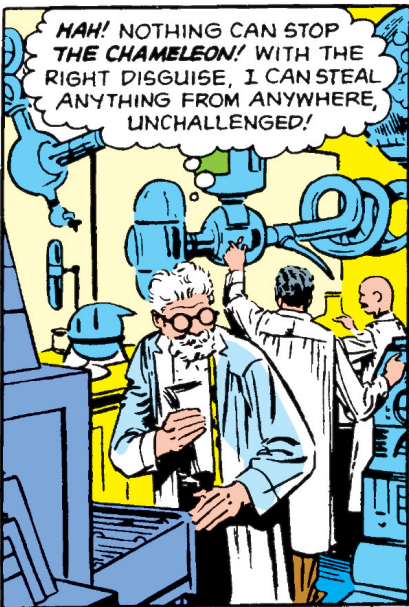
WITH MY MULTI-POCKET DISGUISE VEST, IT WILL BE AN EASY MATTER FOR THE CHAMELEON TO BECOME YOU, FRIEND JANITOR!



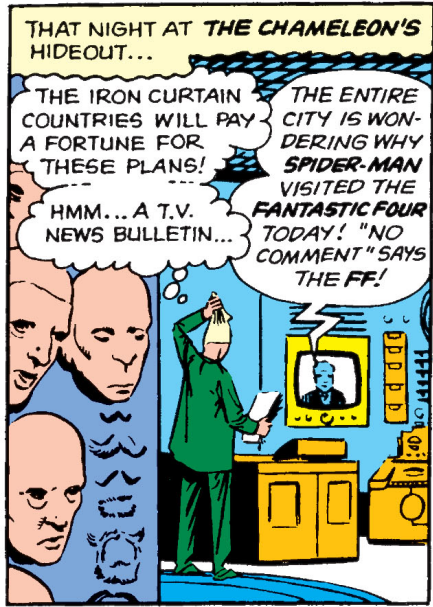
MINUTES LATER...

SO FAR SO GOOD! DISGUISED AS THE JANITOR, IT WAS EASY TO GAIN ACCESS TO THIS RESTRICTED AREA!

AND NOW, ANOTHER FAST CHANGE AND I WILL TAKE THE IDENTITY OF PROFESSOR NEWTON!



MAH! NOTHING CAN STOP THE CHAMELEON! WITH THE RIGHT DISGUISE, I CAN STEAL ANYTHING FROM ANYWHERE, UNCHALLENGED!

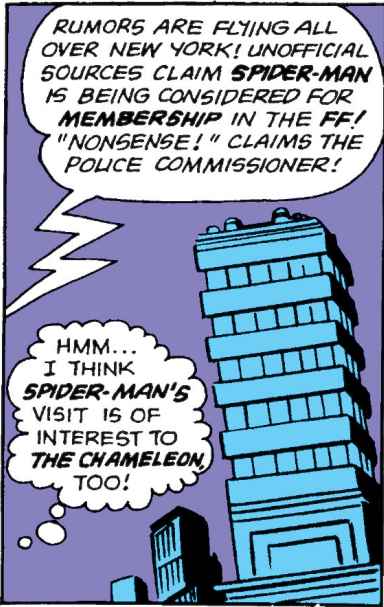


THAT NIGHT AT THE CHAMELEON'S HIDEOUT...

THE IRON CURTAIN COUNTRIES WILL PAY A FORTUNE FOR THESE PLANS!

HMM... A T.V. NEWS BULLETIN...

THE ENTIRE CITY IS WONDERING WHY SPIDER-MAN VISITED THE FANTASTIC FOUR TODAY! "NO COMMENT" SAYS THE FF!



RUMORS ARE FLYING ALL OVER NEW YORK! UNOFFICIAL SOURCES CLAIM SPIDER-MAN IS BEING CONSIDERED FOR MEMBERSHIP IN THE FF! "NONSENSE!" CLAIMS THE POLICE COMMISSIONER!

HMM... I THINK SPIDER-MAN'S VISIT IS OF INTEREST TO THE CHAMELEON, TOO!



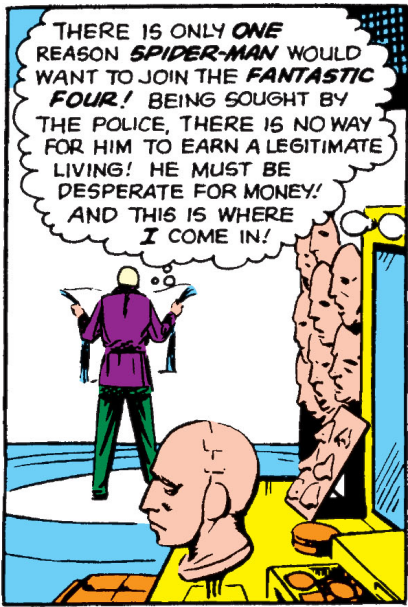
YES, INDEED-- VERY INTERESTING!

LY GLOBE

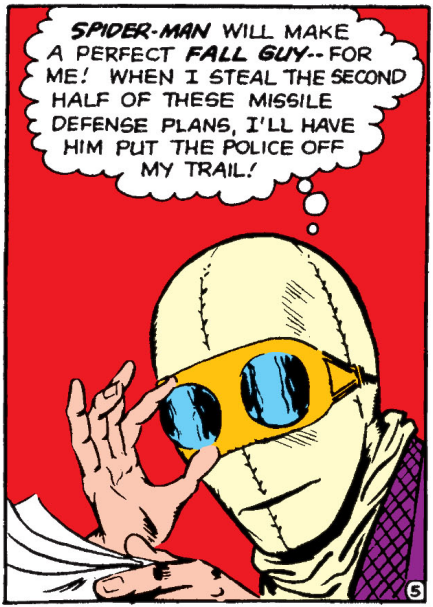
LATEST ON SPIDER-MAN

GRAND JURY REQUESTS IMMEDIATE PROBE

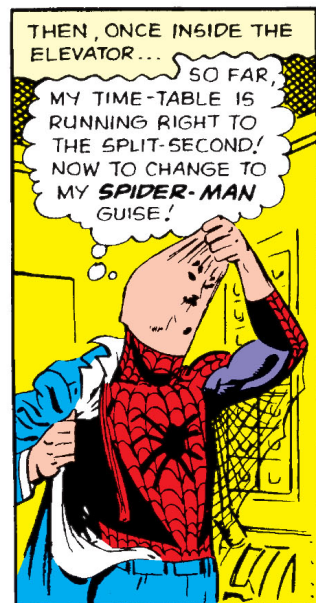
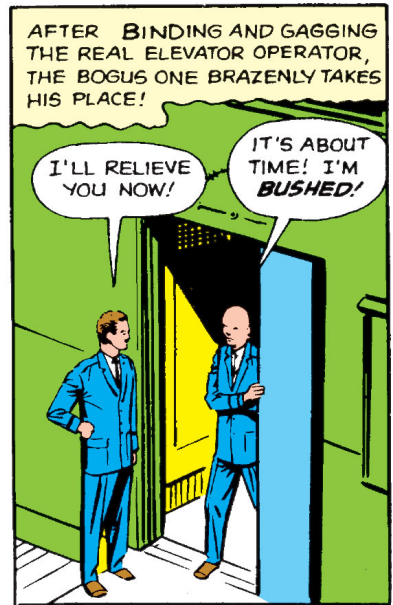
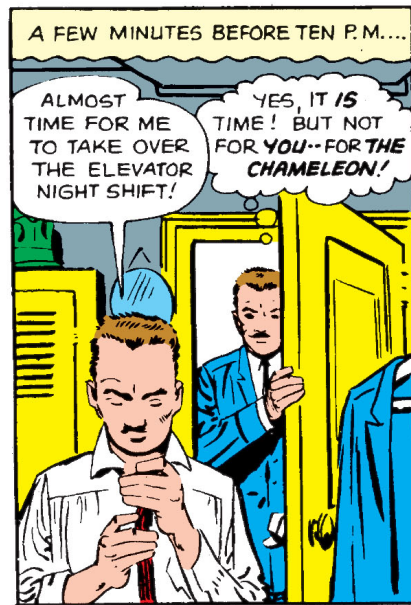
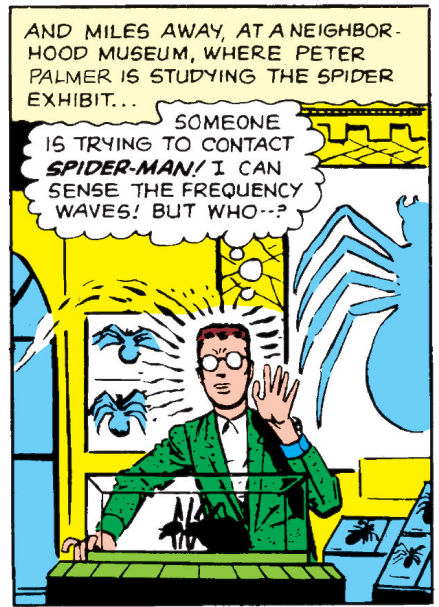
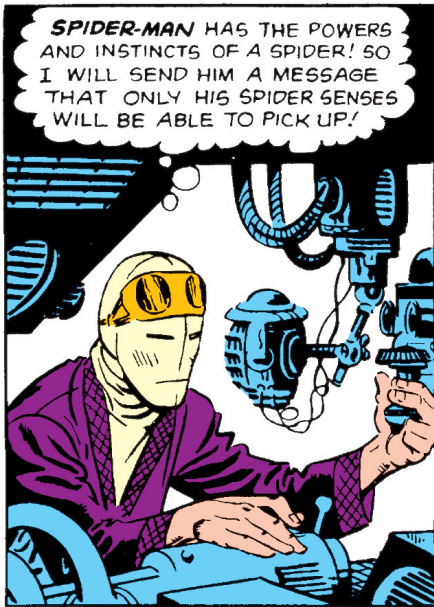
The F.B.I. has been alerted for possible action

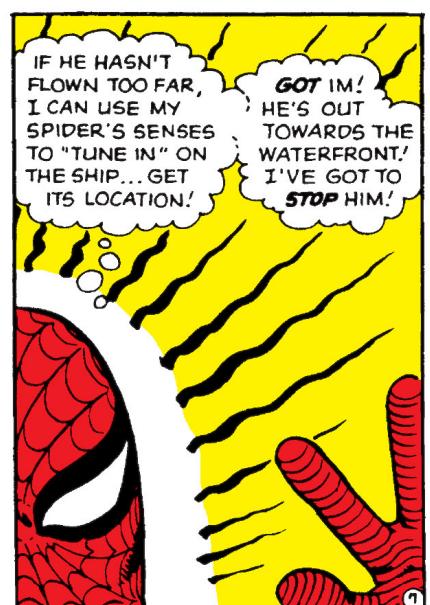
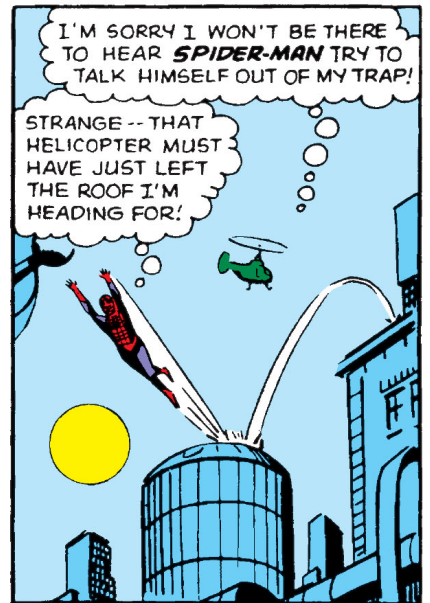
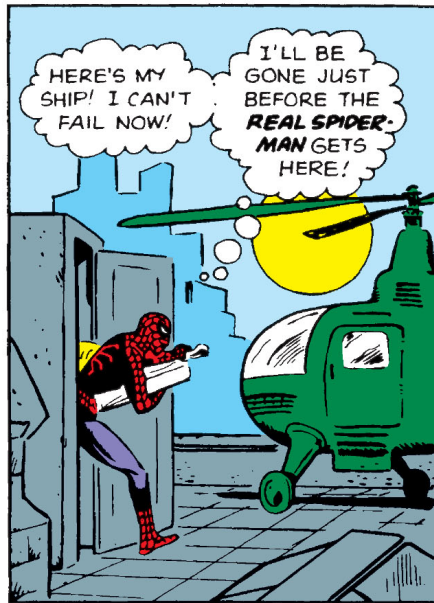


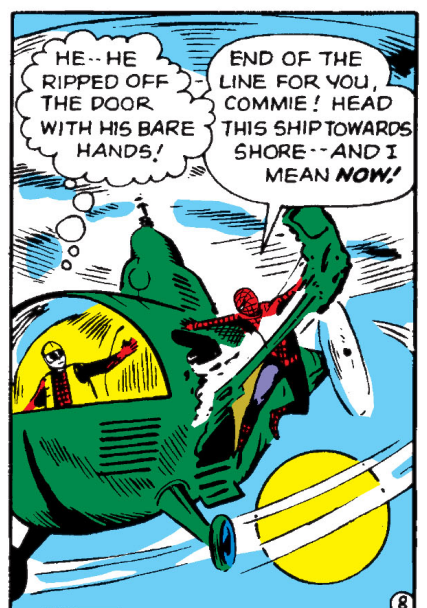
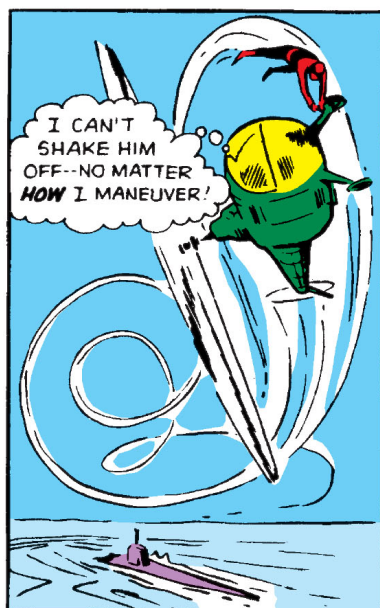
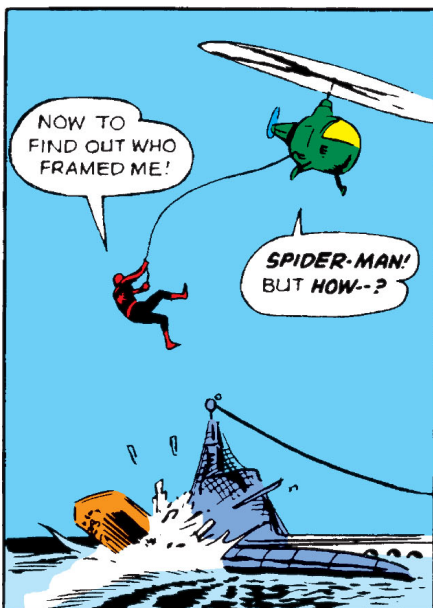
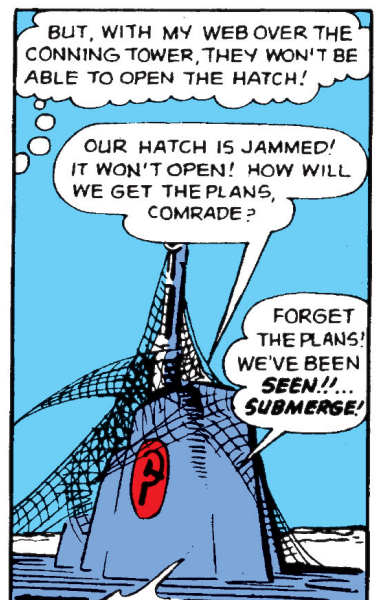
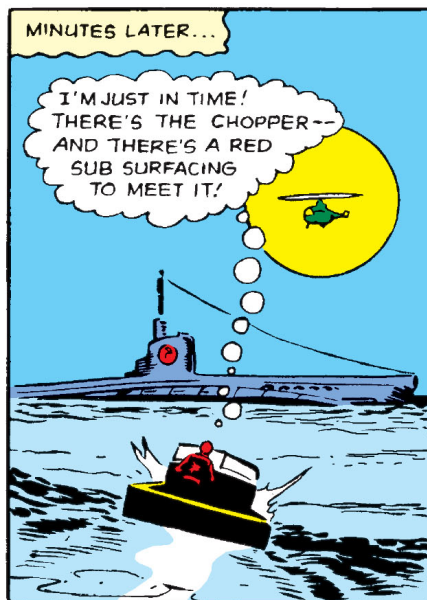
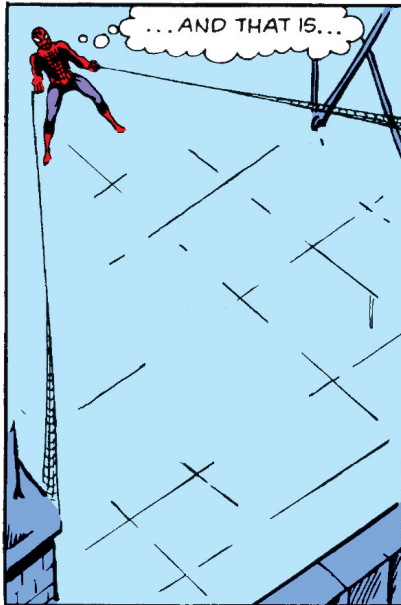
THERE IS ONLY ONE REASON SPIDER-MAN WOULD WANT TO JOIN THE FANTASTIC FOUR! BEING SOUGHT BY THE POLICE, THERE IS NO WAY FOR HIM TO EARN A LEGITIMATE LIVING! HE MUST BE DESPERATE FOR MONEY! AND THIS IS WHERE I COME IN!

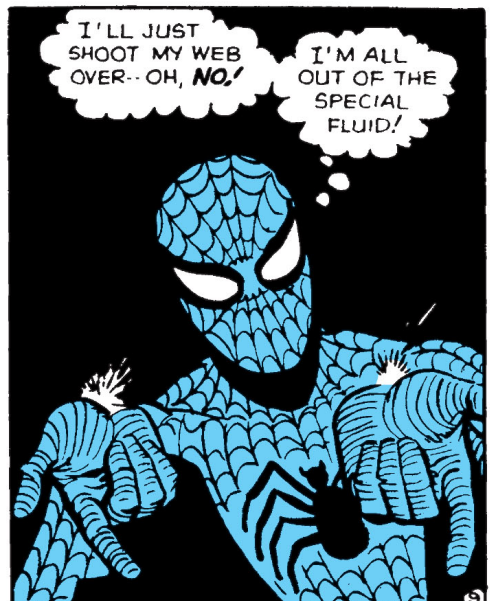
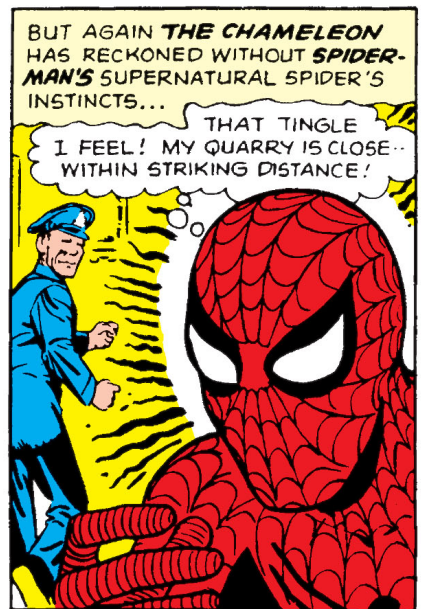
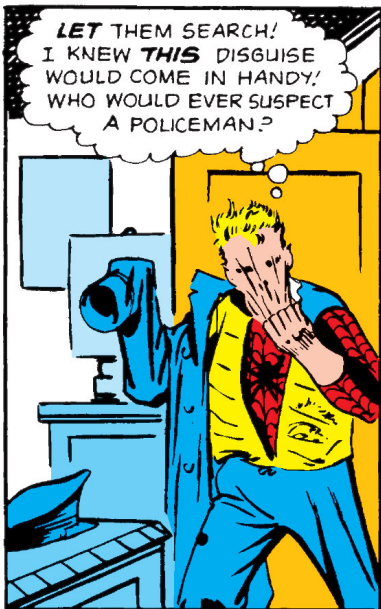
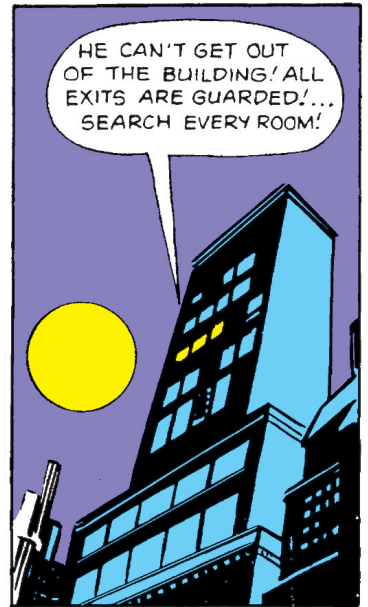
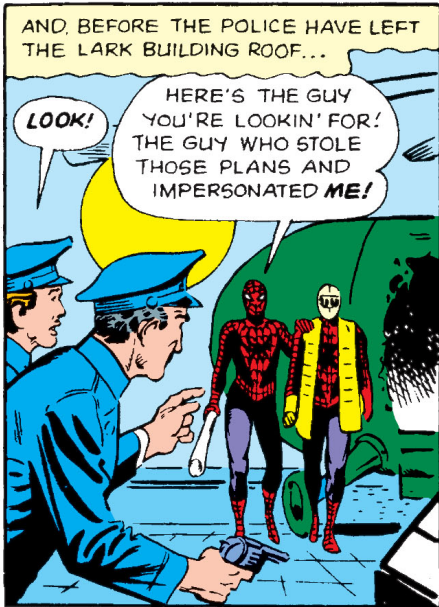


SPIDER-MAN WILL MAKE A PERFECT FALL GUY-- FOR ME! WHEN I STEAL THE SECOND HALF OF THESE MISSILE DEFENSE PLANS, I'LL HAVE HIM PUT THE POLICE OFF MY TRAIL!

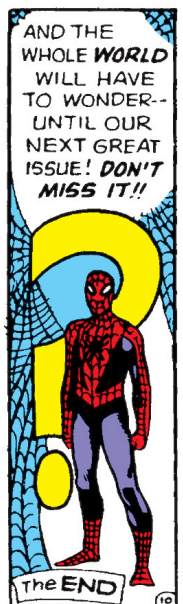
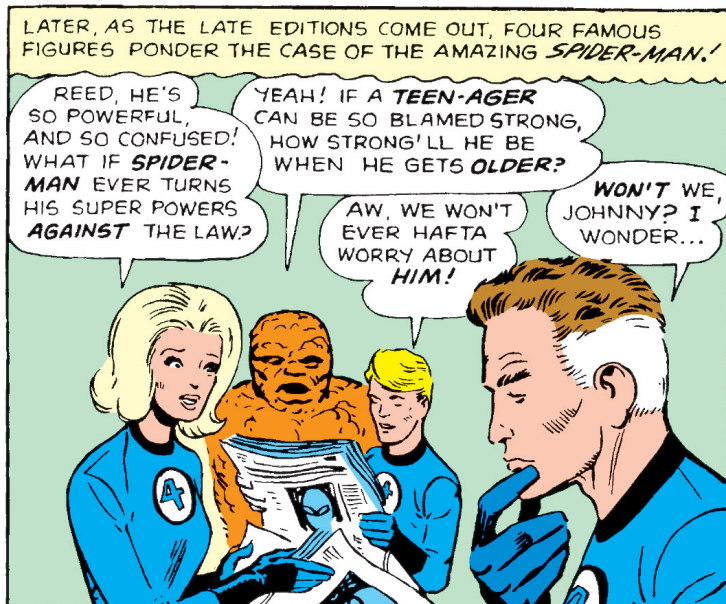
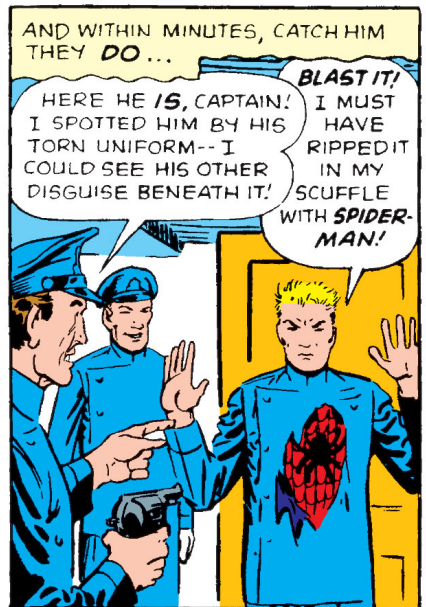












**A PERSONAL MESSAGE FROM**

# **SPIDER-MAN**

Hi, friends!

Hope you enjoyed this issue of the new AMAZING SPIDER-MAN!

Beginning with our THIRD ISSUE\* there'll be a letters page for your knocks and boosts, called THE SPIDER'S WEB! So, send your letters along now to SPIDER-MAN, THIRD FLOOR, 655 MADISON AVE., N. Y. 21, N. Y.!

Don't miss my new and different adventures in issue #2, on sale the beginning of February, 1963. Better ask your dealer to reserve your copy NOW, because judging by advance reports the demand will be greater than the supply!

Yours for thrills and fantasy ... *Spider-Man*



**\*NOTE:**

We can't print your letters till our THIRD issue because our SECOND issue will already be on the presses by the time you read this!



*Shadowcat*

