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# Star Wars: Episode III - Revenge of the Sith

By George Lucas

**Anakin:**

ahead- the one crawling with vulture droids.

**Obi-Wan:**

copy?

**Oddball:**

**Obi-Wan:**

**Oddball:**

position.

**Anakin:**

**Obi- Wan:**

They're all over me.

- Get them off my-

- I'm gonna go help them out.

No. They are doing their job

so we can do ours.

Missiles. Pull up.

- They overshot us.

- They're coming around.

All right, R4. No, no.

Nothing too fancy.

Surge all power units, R2.

Stand by reverse thrusters.

We got 'em, R2.

Flying is for droids.

- I'm hit. Anakin?

- I see them.

Buzz droids.

R4, be careful. You have a-

Oh, dear.

They're shutting down

all the controls.

Move to the right so I can

get a clear shot at them.

The mission.

Get to the command ship.

Get the chancellor.

I'm running out of tricks here.

In the name of-

- Hold your fire! You're not helping.

- I agree. Bad idea.

I can't see a thing.

My cockpit's fogging.

They're all over me. Anakin!

- Move to the right.

- Hold on. You'll get us both killed.

Get out of here.

There's nothing more you can do.

I'm not leaving

without you, Master.

Get him, R2.

Watch out.

R2, hit the buzz droid's centre eye.

- Yeah, you got him!

- Great, R2.

The general's command ship

is dead ahead.

Have you noticed

the shields are still up?

Sorry, Master.

I have a bad feeling about this.

There they are. Get them.

R2, locate the chancellor.

The chancellor's signal

is coming from right there-

the observation platform

at the top of that spire.

I sense Count Dooku.

- I sense a trap.

- Next move?

Spring the trap.

R2, go back.

I need you to stay with the ship.

Here. Take this

and wait for orders.

What's the situation, Captain?

Two Jedi have landed in the main

hangar bay. We're tracking them.

Just as Count Dooku predicted.

Destroyers.

Drop your weapons.

I said drop 'em.

- Roger.  
- Roger, roger.  
Those are Jedi fighters all right.  
- Did you press the stop button?  
- No. Did you?  
There's more than  
one way out of here.  
We don't want to get out.  
We want to get moving.  
R2, activate elevator 31174.  
- Come in, R2.  
- What that?  
R2, do you copy?  
R2, activate  
the elevator number 31174.  
Get back to work. That nothin'.  
Activate the elevator 31174.  
R2-  
Always on the move.  
R2, switch on the comlink.  
R2, can you hear me?  
R2?  
R2! R2!  
Stop. Stop.  
R2, we need to be going up.  
Hands up, Jedi.  
R2, do you copy?  
R2, do you hear me?  
R2, we need to be going up, not down.  
Hey, you!  
That's better.  
You stupid little astro droid.  
Oh, it's you.  
My eyes! My eyes!  
- What was that all about?  
- R2 has been-  
- No loose wire jokes.  
- Did I say anything?  
- He's trying.  
- I didn't say anything.  
- Chancellor.  
- Are you all right?  
Count Dooku.  
- This time we will do it together.

- I was about to say that.  
Get help. You're no match for him.  
He's a Sith lord.  
Chancellor Palpatine,  
Sith lords are our speciality.  
Your swords, please.  
We don't want to make a mess of things  
in front of the chancellor.  
You won't get away  
this time, Dooku.  
I've been looking forward to this.  
My powers have doubled since  
the last time we met, Count.  
Good. Twice the pride,  
double the fall.  
Get-  
I sense great fear in you, Skywalker.  
You have hate.  
You have anger.  
But you don't use them.  
Good, Anakin. Good.  
Kill him.  
Kill him now.  
I shouldn't.  
Do it.  
You did well, Anakin.  
He was too dangerous  
to be kept alive.  
Yes, but he was  
an unarmed prisoner.  
I shouldn't have done that.  
It's not the Jedi way.  
It is only natural. He cut off your arm,  
and you wanted revenge.  
It wasn't the first time, Anakin.  
Remember what you told me about  
your mother and the Sand People?  
Now we must leave before  
more security droids arrive.  
Anakin, there's no time.  
We must get off this ship  
before it's too late.  
- He seems to be all right.  
- Leave him, or we'll never make it.

His fate will be the same as ours.  
Prepare for attack!  
All batteries, fire! Fire!  
Elevator's not working.  
R2, activate elevator 3224.  
- Reverse stabilizers.  
- Reversing stabilizers.  
Magnetize! Magnetize!  
Fire the emergency booster engines.  
We're levelling out, sir.  
Easy. We're in a bit  
of a situation here.  
- Did I miss something?  
- Hold on.  
- What is that?  
- Oops.  
R2. R2, shut down the elevator.  
Too late. Jump!  
Let's see if we can find something  
in the hangar bay that's still flyable.  
R2, get down here.  
R2, do you copy?  
General, we found the Jedi.  
They're in hallway 328.  
Activate ray shields.  
Ray shields.  
Wait a minute. How did this happen?  
We're smarter than this.  
Apparently not.  
- I say patience.  
- Patience?  
Yes. R2 will be along  
in a few moments...  
and then he'll release  
the ray shields.  
See? No problem.  
Don't move.  
Do you have a plan B?  
Ah, yes.  
The negotiator.  
General Kenobi.  
We've been waiting for you.  
Excuse me.  
- That wasn't much of a rescue.

- You're welcome.  
And-  
Anakin Skywalker.  
I was expecting someone with  
your reputation to be a little... older.  
General Grievous.  
You're shorter than I expected.  
Jedi scum.  
We have a job to do, Anakin.  
Try not to upset him.  
Your lightsabres will make  
a fine addition to my collection.  
Not this time.  
And this time, you won't escape.  
R2.  
Crush them!  
Make them suffer!  
Come. Now!  
Stay at your stations!  
Get him! Get him!  
Run!  
Don't bother with them.  
- Keep the ship in orbit.  
- Yes, sir.  
You lose, General Kenobi.  
Get out of here! Run!  
Time to abandon ship.  
All the escape pods  
have been launched.  
Grievous.  
Can you fly a cruiser like this?  
- You mean, can I land what's left of it?  
- Well?  
Under the circumstances, I'd say the  
ability to pilot this thing is irrelevant.  
Strap yourselves in.  
Open all hatches.  
Extend all flaps and drag fins.  
We lost something.  
Not to worry.  
We are still flying half a ship.  
Now we're really picking up speed.  
Eight plus 60.  
- We're in the atmosphere.

- Grab that. Keep us level.  
Steady.  
Easy, R2.  
Fire ships on the left and the right.  
- We'll take you in.  
- Copy that.  
- Landing strip, straight ahead.  
- We're coming in too hot.  
Another happy landing.  
Coming, Master?  
No. I'm not brave enough for politics.  
I have to report to the council.  
Besides, someone needs  
to be the poster boy.  
Hold on.  
This whole operation was your idea.  
Let us not forget, Anakin, that  
you rescued me from the buzz droids.  
And you killed Count Dooku,  
and you rescued the chancellor...  
carrying me unconscious  
on your back.  
All because of your training.  
Anakin, let's be fair.  
Today you were the hero...  
and you deserve your glorious day  
with the politicians.  
All right. But you owe me one, and not  
for saving your skin for the 10th time.  
Ninth time.  
That business on Cato Neimoidia doesn't  
count. I'll see you at the briefng.  
Chancellor Palpatine,  
are you all right?  
Yes. Thanks to your two Jedi knights.  
They killed Count Dooku, but  
General Grievous has escaped once again.  
General Grievous will run and hide,  
as he always does. He's a coward.  
But with Count Dooku dead,  
he is the leader of the droid army.  
And I assure you...  
the senate will vote to continue the war  
as long as Grievous is alive.



Then the Jedi Council will make  
finding Grievous our highest priority.

- Watch it.

- Excuse me.

- Come along, R2.

- The Republic cannot praise you enough.

Thank you, Senator Organa.

It couldn't possibly  
be as bad as all that.

Now there I agree with you.

In fact, I could do with  
a tune-up myself.

But the fighting will continue until  
General Grievous is spare parts.

I will do everything  
I can in the senate.

- Excuse me.

- Certainly.

I've missed you, PADM.

There were whispers  
that you'd been killed.

I'm all right.

It feels like we've been  
apart for a lifetime.

And it might have been,  
if the chancellor hadn't been kidnapped.

I don't think they would have ever brought  
us back from the outer rim sieges.

- Wait. Not here.

- Yes, here.

I'm tired of all this deception.

I don't care if they know we're married.

Anakin, don't say things like that.

Are you all right?

You're trembling.

What's going on?

Something wonderful has happened.

Ani, I'm pregnant.

That's wonderful.

What are we gonna do?

We're not gonna worry about  
anything right now. All right?

This is a happy moment.

The happiest moment of my life.

Yes, Lord Sidious?  
General Grievous...  
I suggest you move  
the separatist leaders to Mustafar.  
It will be done, my lord.  
The end of the war is near, General.  
But the loss of Count Dooku-  
His death was a necessary loss.  
Soon I will have a new apprentice-  
one far younger  
and more powerful.  
Ani, I want to have our baby  
back home on Naboo.  
We can go to the lake country  
where no one will know...  
where we can be safe.  
I can go early  
and fix up the baby's room.  
I know the perfect spot.  
Right by the gardens.  
You are so... beautiful.  
It's only because I'm so in love.  
No, it's because  
I'm so in love with you.  
So love has blinded you?  
That's not exactly what I meant.  
But it's probably true.  
Anakin, help me!  
What's bothering you?  
Nothing.  
I remember when  
I gave this to you.  
How long is it gonna take for us  
to be honest with each other?  
- It was a dream.  
- Bad?  
Like the ones I used to have about  
my mother, just before she died.  
And?  
And it was about you.  
Tell me.  
It was only a dream.  
You die in childbirth.  
And the baby?

I don't know.  
- It was only a dream.  
- I won't let this one become real.  
This baby will change our lives.  
I doubt the queen will continue  
to allow me to serve in the senate.  
If the council discovers  
you're the father, you'll be expelled-  
I know. I know.  
Do you think Obi-Wan  
might be able to help us?  
We don't need his help.  
Our baby is a blessing.  
Premonitions?  
Premonitions.  
These visions you have-  
They're of pain, suffering.  
Death.  
Yourself you speak of,  
or someone you know?  
Someone.  
Close to you?  
Yes.  
Careful you must be when  
sensing the future, Anakin.  
The fear of loss is a path  
to the dark side.  
I won't let these visions  
come true, Master Yoda.  
Death is a natural part of life.  
Rejoice for those around you  
who transform into the Force.  
Mourn them, do not.  
Miss them, do not.  
Attachment leads to jealousy.  
The shadow of greed that is.  
What must I do, Master Yoda?  
Train yourself to let go...  
of everything you fear to lose.  
You've missed the report  
on the outer rim sieges.  
I'm sorry. I was held up.  
- I have no excuse.  
- In short, they are going very well.

Saleucami has fallen, and Master Vos  
has moved his troops to Boz Pity.  
What's wrong, then?  
The senate is expected to vote more  
executive powers to the chancellor today.  
That can only mean less deliberating  
and more action. Is that bad?  
It'll make it easier  
for us to end this war.  
Be careful of  
your friend Palpatine.  
Be careful of what?  
- He has requested your presence.  
- What for?  
He would not say.  
He didn't inform the council?  
That's unusual, isn't it?  
All of this is unusual.  
And it's making me feel uneasy.  
I hope you trust me, Anakin.  
Of course.  
I need your help, son.  
What do you mean?  
I'm depending on you.  
For what? I don't understand.  
To be the eyes, ears  
and voice of the Republic.  
I'm appointing you to be my personal  
representative on the Jedi Council.  
Me?  
A master?  
I'm overwhelmed, sir.  
But the council elects its own members.  
They'll never accept this.  
I think they will.  
They need you.  
More than you know.  
Allow this appointment lightly  
the council does not.  
Disturbing is this move  
by Chancellor Palpatine.  
I understand.  
You are on this council...  
but we do not grant you

the rank of master.  
What?  
How can you do this?  
This is outrageous.  
It's unfair.  
How can you be on the council  
and not be a master?  
Take a seat, young Skywalker.  
Forgive me, Master.  
We have surveyed  
all systems in the Republic...  
but have found no sign  
of General Grievous.  
Hiding in the outer rim Grievous is.  
The outlying systems you must sweep.  
We do not have  
many ships to spare.  
What about the droid attack  
on the Wookiees?  
It is critical we send  
an attack group there immediately.  
He's right. It's a system  
we cannot afford to lose.  
Go I will.  
Good relations  
with the Wookiees I have.  
It's settled then.  
Yoda will take a battalion of clones  
to reinforce the Wookiees on Kashyyyk.  
May the Force be with us all.  
What kind of nonsense is this?  
Put me on the council  
and not make me a master?  
It's never been done in the history  
of the Jedi. It's insulting.  
Calm down, Anakin.  
You have been given a great honour.  
To be on the council at your age-  
it's never happened before.  
The fact of the matter is  
you are too close to the chancellor.  
The council doesn't like it  
when he interferes in Jedi affairs.  
I swear to you,

I didn't ask to be put on the council.  
But it's what you wanted.  
Your friendship with Chancellor  
Palpatine seems to have paid off.  
That has nothing to do with this.  
The only reason the council  
has approved your appointment...  
is because  
the chancellor trusts you.  
And?

Anakin, I am on your side. I didn't  
want to put you in this situation.  
What situation?

The council wants you to report on  
all the chancellor's dealings.  
They want to know what he's up to.  
They want me to spy  
on the chancellor?

- But that's treason.

- We are at war, Anakin.

Why didn't the council give me  
this assignment when we were in session?  
This assignment  
is not to be on record.

The chancellor  
is not a bad man, Obi-Wan.  
He befriended me. He's watched out  
for me ever since I arrived here.  
That is why you must help us.

Anakin, our allegiance  
is to the senate, not to its leader...  
who has managed to stay in office  
long after his term has expired.  
The senate demanded  
that he stay longer.

Yes, but use your feelings, Anakin.  
Something is out of place.  
You're asking me to do something  
against the Jedi code.  
Against the Republic.

Against a mentor and a friend.  
That's what's out of place here.  
Why are you asking this of me?  
The council is asking you.

Anakin did not take to his  
new assignment with much enthusiasm.  
It's very dangerous,  
putting them together.  
I don't think the boy can handle it.  
I don't trust him.  
With all due respect, Master,  
is he not the chosen one?  
Is he not to destroy the Sith  
and bring balance to the Force?  
So the prophecy says.  
A prophecy that misread  
could have been.  
He will not let me down.  
He never has.  
I hope right you are.  
Sometimes I wonder what's  
happening to the Jedi order.  
I think this war is destroying  
the principles of the Republic.  
Have you ever considered  
that we may be on the wrong side?  
What do you mean?  
What if the democracy we thought  
we were serving no longer exists...  
and the Republic has become the very  
evil we've been fighting to destroy?  
I don't believe that.  
And you're sounding like a separatist.  
This war represents a failure to listen.  
Now you're closer  
to the chancellor than anyone.  
Please, ask him to stop the fighting  
and let diplomacy resume.  
Don't ask me to do that.  
Make a motion in the senate,  
where that kind of a request belongs.  
- What is it?  
- Nothing.  
Don't do this. Don't shut me out.  
Let me help you.  
Hold me.  
Like you did by the lake on Naboo.  
So long ago, when there was

nothing but our love.  
No politics, no plotting, no war.  
- You wanted to see me, Chancellor.  
- Yes, Anakin.  
Come closer. I have good news.  
Our clone intelligence units...  
have discovered  
the location of General Grievous.  
He's hiding in the Utapau system.  
At last.  
We'll be able to capture  
that monster and end this war.  
I would worry about  
the collective wisdom of the council...  
if it didn't select you  
for this assignment.  
You're the best choice, by far.  
Sit down.  
Leave us.  
You know I'm not able  
to rely on the Jedi Council.  
If they haven't included you  
in their plot, they soon will.  
I'm not sure I understand.  
You must sense  
what I have come to suspect.  
The Jedi Council want  
control of the Republic.  
They're planning to betray me.  
- I don't think that-  
- Anakin.  
Search your feelings.  
You know, don't you?  
I know they don't trust you.  
Or the senate.  
Or the Republic.  
Or democracy, for that matter.  
I have to admit,  
my trust in them has been shaken.  
Why?  
They asked you to do something that  
made you feel dishonest, didn't they?  
They asked you to spy on me,  
didn't they?



I don't know what to say.  
Remember back  
to your early teachings.  
All who gain power  
are afraid to lose it.  
- Even the Jedi.  
- The Jedi use their power for good.  
Good is a point of view, Anakin.  
The Sith and the Jedi  
are similar in almost every way...  
including their quest  
for greater power.  
The Sith rely on their passion  
for their strength.  
They think inwards-  
only about themselves.  
And the Jedi don't?  
The Jedi are selfless.  
They only care about others.  
Did you ever hear the tragedy  
of Darth Plagueis the Wise?  
I thought not. It's not a story  
the Jedi would tell you.  
It's a Sith legend.  
Darth Plagueis was  
a dark lord of the Sith...  
Darth Plagueis was  
a dark lord of the Sith...  
so powerful and so wise...  
he could use the Force to  
influence the midi-chlorians...  
to create... life.  
He had such a knowledge  
of the dark side...  
he could even keep  
the ones he cared about...  
from dying.  
He could actually...  
save people from death?  
The dark side of the Force is  
a pathway to many abilities...  
some consider to be unnatural.  
What happened to him?  
He became so powerful...

the only thing he was afraid of was...  
Losing his power.  
Which eventually, of course, he did.  
Unfortunately, he taught  
his apprentice everything he knew.  
Then his apprentice  
killed him in his sleep.  
It's ironic.  
He could save others from death...  
but not himself.  
Is it possible to learn this power?  
Not from a Jedi.  
All Red units, over here!  
Palpatine thinks General Grievous  
is on Utapau?  
A partial message was intercepted...  
in a diplomatic packet  
from the chairman of Utapau.  
Act on this we must.  
The capture of General Grievous  
will end this war.  
Quickly and decisively  
we should proceed.  
The chancellor has requested...  
that I lead the campaign.  
The council will make up  
its own mind who is to go...  
not the chancellor.  
A master is needed,  
with more experience.  
I concur.  
Master Kenobi should go.  
I agree.  
Aye.  
Aye.  
Very well. Council adjourned.  
The droids have started up  
their main power generators.  
- Then now the time is, Commander.  
- Yes, sir.  
Charge!  
Head for cover!  
- You're gonna need me on this one.  
- I agree.

However, it may turn out  
Just to be a wild bantha chase.  
Master.  
I've disappointed you. I haven't been  
very appreciative of your training.  
I've been arrogant,  
and I apologize.  
I've just been so frustrated  
with the council.  
You are strong and wise, Anakin,  
and I am very proud of you.  
I have trained you since  
you were a small boy.  
I have taught you  
everything I know.  
And you have become a far greater  
Jedi than I could ever hope to be.  
But be patient, Anakin.  
It will not be long before  
the council makes you a Jedi master.  
Obi-Wan.  
May the Force be with you.  
Goodbye, old friend.  
May the Force be with you.  
Fortunately, most of the cities are  
concentrated on this small continent here.  
On the far side.  
I'll keep them distracted  
until you get there.  
- Just don't take too long.  
- Come on. When have I ever let you down?  
Very well. The burden is on me not to  
destroy all the droids until you arrive.  
Save your energy.  
I can't.  
Don't give up, Padm.  
Obi-Wan's been here, hasn't he?  
He came by this morning.  
What did he want?  
He's worried about you.  
He says you've been  
under a lot of stress.  
I feel lost.  
Lost? What do you mean?

Obi-Wan and the council  
don't trust me.  
They trust you with their lives.  
Something's happening.  
I'm not the Jedi I should be.  
I want more.  
And I know I shouldn't.  
You expect too much of yourself.  
- I found a way to save you.  
- Save me?  
From my nightmares.  
Is that what's bothering you?  
I won't lose you, Padm.  
I'm not gonna die in childbirth, Ani.  
- I promise you.  
- No, I promise you.  
Greetings, young Jedi.  
What brings you to  
our remote sanctuary?  
Unfortunately, the war.  
There's no war here-  
unless you brought it with you.  
With your kind permission,  
I should like some fuel...  
and to use your city as a base as I search  
nearby systems for General Grievous.  
He is here.  
We are being held hostage.  
- They are watching us.  
- I understand.  
Tenth level,  
thousands of battle droids.  
Tell your people to take shelter.  
If you have warriors, now is the time.  
Take the fighter back to the ship.  
Tell Cody I've made contact.  
- Is he bringing additional warriors?  
- He didn't say.  
It won't be long before the armies  
of the Republic track us here.  
I am sending you to the Mustafar system  
in the outer rim.  
It is a volcanic planet.  
- You will be safe there.

- Safe?

Chancellor Palpatine managed  
to escape your grip, General.  
Without Count Dooku, I have doubts  
about your ability to keep us safe.  
Be thankful, Viceroy, you have not  
found yourself in my grip.  
Your ship is waiting.

Hello there.

General Kenobi.

You are a bold one.

Kill him.

Back away.

I will deal with  
this Jedi slime myself.

Your move.

You fool.

I've been trained in your  
Jedi arts by Count Dooku.

Attack, Kenobi.

Army or not...

you must realize  
you are doomed.

I don't think so.

Cover that corner.

Master Windu, may I interrupt?

General Kenobi has made contact  
with General Grievous...

and we have begun our attack.

Thank you, Commander.

Anakin, deliver this report  
to the chancellor.

His reaction will give us  
a clue to his intentions.

Yes, Master.

I sense a plot to destroy the Jedi.

The dark side of the Force  
surrounds the chancellor.

If he does not give up  
his emergency powers...

after the destruction of Grievous...

then he should be

removed from office.

The Jedi Council would have to

take control of the senate...  
in order to secure  
a peaceful transition.  
To a dark place this line  
of thought will carry us.  
Great care we must take.  
Chancellor.  
We've just received a report  
from Master Kenobi.  
He has engaged General Grievous.  
We can only hope that Master Kenobi  
is up to the challenge.  
I should be there with him.  
It's upsetting to me  
to see that the council...  
doesn't seem to fully appreciate  
your talents.  
Don't you wonder why  
they won't make you a Jedi master?  
I wish I knew.  
More and more I get  
the feeling that...  
I'm being excluded  
from the council.  
I know there are things about the Force  
that they're not telling me.  
They don't trust you, Anakin.  
They see your future.  
They know your power  
will be too strong to control.  
You must break through the fog of lies  
the Jedi have created around you.  
Let me help you to know  
the subtleties of the Force.  
How do you know  
the ways of the Force?  
My mentor taught me  
everything about the Force.  
Even the nature of the dark side.  
You know the dark side?  
If one is to understand  
the great mystery...  
one must study all its aspects...  
not just the dogmatic

narrow view of the Jedi.  
If you wish to become  
a complete and wise leader...  
you must embrace  
a larger view of the Force.  
Be careful of the Jedi, Anakin.  
Only through me can you achieve  
a power greater than any Jedi.  
Learn to know  
the dark side of the Force...  
and you will be able to  
save your wife...  
from certain death.  
What did you say?  
Use my knowledge. I beg you.  
You're the Sith lord.  
I know what's been troubling you.  
Listen to me.  
Don't continue to be a pawn  
of the Jedi Council.  
Ever since I've known you,  
you've been searching for a life...  
greater than that  
of an ordinary Jedi.  
A life of significance...  
of conscience.  
- Are you going to kill me?  
- I would certainly like to.  
I know you would.  
I can feel your anger.  
It gives you focus...  
makes you stronger.  
I'm going to turn you over  
to the Jedi Council.  
Of course. You should.  
But you're not sure  
of their intentions, are you?  
I will quickly discover  
the truth of all this.  
You have great wisdom, Anakin.  
Know the power of the dark side.  
Power to save Padm.  
So uncivilized.  
Master Windu,

I must talk to you.  
Skywalker, we just received word that  
Obi-Wan has destroyed General Grievous.  
We're on our way to make sure...  
the chancellor returns  
emergency power back to the senate.  
He won't give up his power.  
I've just learned a terrible truth.  
I think Chancellor Palpatine  
is a Sith lord.  
A Sith lord?  
Yes. The one we've been looking for.  
- How do you know this?  
- He knows the ways of the Force.  
He's been trained  
to use the dark side.  
- Are you sure?  
- Absolutely.  
Then our worst fears  
have been realized.  
We must move quickly  
if the Jedi order is to survive.  
Master, the chancellor  
is very powerful.  
You'll need my help  
if you're going to arrest him.  
For your own good,  
stay out of this affair.  
I sense a great deal of confusion  
in you, young Skywalker.  
There is much fear  
that clouds your judgement.  
- I must go, Master.  
- No.  
If what you've told me is true,  
you will have gained my trust.  
But for now, remain here.  
Wait in the council chambers  
until we return.  
Yes, Master.  
You do know, don't you...  
if the Jedi destroy me...  
any chance of saving her  
will be lost.



Master Windu. I take it General Grievous  
has been destroyed then.

I must say you're here  
sooner than expected.

In the name of  
the Galactic Senate of the Republic...  
you're under arrest, Chancellor.

Are you threatening me,  
Master Jedi?

The senate will decide your fate.

- I am the senate.

- Not yet.

It's treason then.

You are under arrest, my lord.

Anakin, I told you it would  
come to this. I was right.

The Jedi are taking over.

The oppression of the Sith  
will never return.

You have lost.

You will die!

He's a traitor!

He is the traitor!

I have the power  
to save the one you love.

You must choose.

Don't listen to him, Anakin!

Don't let him kill me.

I can't hold it any longer.

I can't. I'm weak.

I'm too weak.

Help me. Help me!

I can't hold on any longer.

I am going to end this  
once and for all.

You can't.

He must stand trial.

He has control of  
the senate and the courts.

He's too dangerous  
to be left alive.

I'm too weak.

- Don't kill me. Please.

- It's not the Jedi way.

He must live.  
- Please don't.  
- I need him.  
Please don't!  
Power!  
Unlimited power!  
What have I done?  
You're fulfilling your destiny, Anakin.  
Become my apprentice.  
Learn to use  
the dark side of the Force.  
I will do whatever you ask.  
Good.  
Just help me save Padm's life.  
I can't live without her.  
To cheat death is a power  
only one has achieved...  
but if we work together...  
I know we can discover the secret.  
I pledge myself...  
to your teachings.  
Good.  
Good.  
The Force is strong with you.  
A powerful Sith you will become.  
Henceforth you shall be known as...  
Darth... Vader.  
Thank you, my master.  
Rise.  
Because the council did not trust you,  
my young apprentice...  
I believe you are the only Jedi  
with no knowledge of this plot.  
When the Jedi learn  
what has transpired here...  
they will kill us,  
along with all the senators.  
I agree.  
The council's next move  
will be against the senate.  
Every single Jedi...  
including your friend  
Obi-Wan Kenobi...  
is now an enemy of the Republic.

I understand, Master.  
We must move quickly.  
The Jedi are relentless.  
If they are not all destroyed,  
it will be civil war without end.  
First I want you to  
go to the Jedi temple.  
We will catch them off-balance.  
Do what must be done, Lord Vader.  
Do not hesitate.  
Show no mercy.  
Only then will you be strong enough  
with the dark side...  
to save Padm.  
What about the other Jedi  
spread across the galaxy?  
Their betrayal will be dealt with.  
After you have killed  
all the Jedi in the temple...  
go to the Mustafar system.  
Wipe out Viceroy Gunray...  
and the other  
separatist leaders.  
Once more the Sith  
will rule the galaxy!  
And...  
we shall have... peace.  
Sergeant, over here!  
Hurry! All of them!  
All Red units, let's move it!  
Come on. Let's go!  
Commander, contact your troops.  
Tell them to move to the higher levels.  
Very good, sir.  
By the way,  
I think you'll be needing this.  
Thank you, Cody. Let's get a move on.  
We've got a battle to win.  
Yes, sir.  
Commander Cody...  
the time has come.  
Execute order 66.  
Yes, my lord.  
Blast him!

Come on!  
Execute order 66.  
It will be done, my lord.  
It will be done, my lord.  
Master Skywalker,  
there are too many of them.  
What are we going to do?  
The chancellor's office indicated Master  
Anakin returned to the Jedi temple.  
Don't worry.  
I'm sure he'll be all right.  
- What's going on here?  
- There's been a rebellion, sir.  
Don't worry.  
The situation is under control.  
I'm sorry, sir.  
It's time for you to leave.  
And so it is.  
Get him!  
Don't worry about him.  
Let him go.  
All these Wookiees are dead.  
Move to the east.  
Yes, sir.  
Goodbye, Tarfful.  
Goodbye, Chewbacca.  
Miss you I will.  
Hopefully we'll be able to  
intercept a few Jedi...  
before they walk into  
this catastrophe.  
Did you find Kenobi?  
Sir, no one could have  
survived that fall.  
Start loading your men on the ships.  
Move it.  
Emergency code 913.  
I have no contact  
on any frequency.  
Master Kenobi.  
- Repeat.  
- Master Kenobi.  
Senator Organa. My clone troops  
turned on me. I need help.

We have just rescued  
Master Yoda.  
It appears this ambush  
has happened everywhere.  
We're sending you our coordinates.  
Hush! Not so loud.  
Are you all right? I heard there was  
an attack on the Jedi temple.  
- You could see the smoke from here.  
- I'm fine.  
I came to see if  
you and the baby are safe.  
What's happening?  
The Jedi have tried to  
overthrow the Republic.  
I can't believe that.  
I saw Master Windu attempt to  
assassinate the chancellor myself.  
What are you gonna do?  
I will not betray the Republic.  
My loyalties lie  
with the chancellor...  
and with the senate  
and with you.  
- What about Obi-Wan?  
- I don't know.  
Many Jedi have been killed.  
We can only hope that  
he's remained loyal to the chancellor.  
Anakin, I'm afraid.  
Have faith, my love.  
Everything will soon be set right.  
The chancellor has given me  
a very important mission.  
The separatists have gathered  
on the Mustafar system.  
I'm going there to end this war.  
Wait for me until I return.  
Things will be different.  
I promise.  
Please, wait for me.  
Well, he is under  
a lot of stress, R2.  
Take care, my little friend.

Oh, my lady,  
is there anything I might do?  
No, thank you, 3PO.  
I feel so helpless.  
How many other Jedi  
have managed to survive?  
Heard from no one have we.  
I saw thousands of troops  
attack the Jedi temple.  
That's why I went looking for Yoda.  
Have we had any contact  
from the temple?  
Received a coded  
retreat message we have.  
It requests all Jedi  
to return to the temple.  
- It says the war is over.  
- Then we must go back.  
If there are any stragglers, they will  
fall into the trap and be killed.  
Suggest dismantling  
the coded signal, do you?  
Yes, Master.  
There is too much at stake.  
I agree.  
And a little more knowledge  
might light our way.  
The plan has gone  
as you had promised, my lord.  
You have done well, Viceroy.  
When my new apprentice  
Darth Vader arrives...  
he will take care of you.  
We're receiving a message from  
the chancellor's office, sir.  
- Send it through.  
- Yes, sir.  
Senator Organa, the supreme chancellor  
requests your presence...  
at a special session of Congress.  
- I will be there.  
- He'll be expecting you.  
- Could be a trap.  
- I don't think so.

The chancellor will not be able to  
control the thousands of star systems...  
without keeping  
the senate intact.  
If a special session  
of Congress there is...  
easier for us to enter  
the Jedi temple it will be.  
R2, stay with the ship.  
Welcome, Lord Vader.  
We've been expecting you.  
And the Jedi rebellion  
has been foiled.  
What's happened?  
The chancellor's been elaborating on a  
plot by the Jedi to overthrow the senate.  
The remaining Jedi will be  
hunted down and defeated.  
Not even the younglings survived.  
Killed not by clones this Padawan.  
By a lightsabre he was.  
Who?  
Who could have done this?  
The attempt on my life...  
has left me scarred and deformed.  
But I assure you.  
My resolve has never been stronger!  
Stop!  
In order to ensure the security  
and continuing stability...  
the Republic will be reorganized...  
into the first Galactic Empire!  
For a safe and secure society.  
So this is how liberty dies.  
With thunderous applause.  
The war is over.  
Lord Sidious promised us peace.  
We only want-  
I have recalibrated the code,  
warning all surviving Jedi to stay away.  
For the clones...  
to discover the recalibration  
a long time it will take.  
Wait. Master.

There is something I must know.  
If into the security recordings you go,  
only pain will you find.  
I must know the truth, Master.  
It can't be.  
It can't be.  
You have done well,  
my new apprentice.  
Now, Lord Vader...  
go and bring peace to the Empire.  
I can't watch any more.  
Destroy the Sith we must.  
Send me to kill the emperor.  
I will not kill Anakin.  
To fight this Lord Sidious,  
strong enough you are not.  
He is like my brother.  
I cannot do it.  
Twisted by the dark side  
young Skywalker has become.  
The boy you trained, gone he is.  
Consumed by Darth Vader.  
I do not know where  
the emperor has sent him.  
I don't know where to look.  
Use your feelings, Obi-Wan,  
and find him you will.  
When was the last time  
you saw him?  
- Yesterday.  
- And do you know where he is now?  
Padm, I need your help.  
- He is in grave danger.  
- From the Sith?  
From himself.  
Anakin has turned to the dark side.  
You're wrong.  
How could you even say that?  
I have seen  
a security hologram... of him...  
killing younglings.  
Not Anakin. He couldn't.  
He was deceived by a lie.  
We all were.



It appears that the chancellor  
is behind everything, including the war.  
Palpatine is the Sith lord  
we've been looking for.  
After the death of Count Dooku,  
Anakin became his new apprentice.  
I don't believe you.  
I can't.  
I must find him.  
You're going to kill him,  
aren't you?  
He has become  
a very great threat.  
I can't.  
Anakin is the father, isn't he?  
I'm so sorry.  
- Milady, let me come with you.  
- There's no danger.  
The fighting's over.  
And this is personal.  
As you wish, milady,  
but I strongly disagree.  
I'll be all right, Captain.  
This is something I must do myself.  
Besides, 3PO will look after me.  
Oh, dear.  
Do you know? I think I'm beginning to  
get the hang of this flying business.  
The separatists have been  
taken care of, my master.  
It is finished then.  
You have restored peace  
and justice to the galaxy.  
Send a message to the ships  
of the Trade Federation.  
All droid units  
must shut down immediately.  
Very good, my lord.  
I saw your ship.  
- What are you doing out here?  
- I was so worried about you.  
Obi-Wan told me terrible things.  
What things?  
He said you've turned

to the dark side.  
That you... killed younglings.  
Obi-Wan is trying  
to turn you against me.  
He cares about us.  
Us?  
He knows.  
He wants to help you.  
Anakin, all I want is your love.  
Love won't save you, Padm.  
- Only my new powers can do that.  
- At what cost?  
You're a good person.  
Don't do this.  
I won't lose you  
the way I lost my mother.  
I am becoming more powerful  
than any Jedi has ever dreamed of.  
And I'm doing it for you.  
To protect you.  
Come away with me.  
Help me raise our child.  
Leave everything else behind  
while we still can.  
Don't you see?  
We don't have to run away any more.  
I have brought peace  
to the Republic.  
I am more powerful  
than the chancellor.  
I can overthrow him.  
And together,  
you and I can rule the galaxy...  
make things the way  
we want them to be.  
I don't believe what I'm hearing.  
Obi-Wan was right.  
You've changed.  
I don't want to hear  
any more about Obi-Wan.  
The Jedi turned against me.  
Don't you turn against me.  
I don't know you any more.  
You're breaking my heart.

You're going down a path  
I can't follow.  
Because of Obi-Wan?  
Because of what you've done.  
What you plan to do.  
Stop. Stop now. Come back.  
- I love you.  
- Liar!  
You're with him!  
You brought him here to kill me.  
Let her go, Anakin.  
Let her go.  
You turned her against me!  
You have done that yourself.  
You will not  
take her from me!  
Your anger and your lust for power  
have already done that.  
You have allowed this dark lord  
to twist your mind...  
until now you have become  
the very thing you swore to destroy.  
Don't lecture me, Obi-Wan.  
I see through  
the lies of the Jedi.  
I do not fear  
the dark side as you do.  
I have brought peace...  
freedom, justice and security  
to my new empire.  
Your new empire?  
Don't make me kill you.  
Anakin, my allegiance is to  
the Republic, to democracy!  
If you're not with me...  
then you're my enemy.  
Only a Sith deals in absolutes.  
I will do what I must.  
You will try.  
I hear a new apprentice  
you have, Emperor.  
Or should I call you  
Darth Sidious?  
Master Yoda.

You survived.  
Surprised?  
Your arrogance blinds you,  
Master Yoda.  
Now you will experience...  
the full power of the dark side.  
I have waited a long time  
for this moment...  
my little green friend.  
At last the Jedi are no more.  
Not if anything  
to say about it I have.  
At an end your rule is.  
And not short enough it was.  
If so powerful you are...  
why leave?  
You will not stop me.  
Darth Vader will become  
more powerful than either of us.  
Faith in your new apprentice  
misplaced may be.  
As is your faith  
in the dark side of the Force.  
Hurry. Careful timing we will need.  
Activate your homing beacon  
when you're ready.  
There's no sign of his body, sir.  
- Then he is not dead.  
- Double your search.  
Yes, sir. Right away, sir.  
Tell Captain Kagi to prepare my shuttle  
for immediate take-off.  
- Yes, Master.  
- I sense Lord Vader is in danger.  
Into exile I must go.  
Failed I have.  
I have failed you, Anakin.  
I have failed you.  
I should have known the Jedi  
were plotting to take over.  
Anakin, Chancellor Palpatine is evil!  
From my point of view,  
the Jedi are evil.  
Then you are lost!

This is the end for you, my master.  
It's over, Anakin.  
I have the high ground.  
You underestimate my power.  
Don't try it.  
You were the chosen one!  
It was said that you would destroy  
the Sith, not join them!  
Bring balance to the Force,  
not leave it in darkness!  
I hate you!  
You were my brother, Anakin.  
I loved you.  
Master Kenobi.  
We have Miss Padm on board.  
Yes. Please, please hurry.  
We should leave this dreadful place.  
Is Anakin all right?  
Your Majesty, this way.  
There he is.  
He's still alive.  
Get a medical capsule immediately.  
Yes, sir. Right away.  
Excuse me, Master Yoda.  
Obi-Wan Kenobi has made contact.  
We'll take her to  
the medical centre. Quickly.  
Medically, she's completely healthy.  
For reasons we can't explain,  
we are losing her.  
- She's dying?  
- We don't know why.  
She has lost the will to live.  
We need to operate quickly  
if we are to save the babies.  
Babies?  
She's carrying twins.  
Luke.  
Oh, Luke.  
- It's a girl.  
- Leia.  
There's good in him.  
I know.  
I know there's... still-

Lord Vader.  
Can you hear me?  
Yes, Master.  
Where is Padm?  
Is she safe?  
Is she all right?  
It seems, in your anger,  
you killed her.  
I? I couldn't have.  
She was alive. I felt it!  
Hidden, safe the children must be kept.  
We must take them somewhere where  
the Sith will not sense their presence.  
Split up they should be.  
My wife and I will take the girl.  
We've always talked  
of adopting a baby girl.  
She will be loved with us.  
And what of the boy?  
To Tatooine.  
To his family send him.  
I will take the child  
and watch over him.  
Until the time is right,  
disappear we will.  
Master Kenobi, wait a moment.  
In your solitude on Tatooine,  
training I have for you.  
Training?  
An old friend has learned  
the path to immortality.  
One who has returned from  
the netherworld of the Force.  
Your old master.  
Qui-Gon?  
How to commune with him  
I will teach you.  
- Captain Antilles.  
- Yes, Your Highness?  
I'm placing these droids  
in your care.  
Treat them well.  
Clean them up.  
Have the protocol droid's

mind wiped.

What?