The Amazing Spider-Man 2

By Alex Kurtzman
RICHARD:
a monster for what I've done.
And maybe they're right.
I always thought
that I'd have more...
- time.

- YOUNG PETER:
Dad!
I'm sorry.
Peter?
(CHATTERING)

MARY:
with the light on at night.
Mary, we have to go.
Dad.
Be good.
I found a safe place for us to spend
the night at Lake Geneva.
- Are you uploading it?

- RICHARD:
Just in case we...
We're gonna be fine, Mary.
Did you see his face?
He's never gonna understand.
Mary, we've been through this.
Our life as we know it is over.
We're gonna spend every day
from now on looking over our shoulders.
Never feeling safe.
We can't do that to him.
He's just a little boy.
I know, I know.
But it's gonna be okay.
(SNIFFLING)
It's gonna be all right.
No rest for the weary, huh?
No, I'm afraid not.
Occupational hazard, I guess.

(Faucet running)
What is it you're working on?
()
Uh, just planning ahead. Do you think I could speak with the pilot? Something you need? Perhaps I can help.
I'd just like to radio ahead and make sure everything's in order for when we land.
I think we both know that's not an option, Dr. Parker.

(Rattling)

MARY:
- They say you're a genius.

- MARY:
Not if you thought you could escape.

MARY:
()

RICHARD:
Mary!

(Richard grunts)
Mare.
It's okay. It's okay.
That's okay. It's okay.
I got you. I have you, okay? Okay?
Just gonna make you safe.
It's done. It's done.
Can you breathe? Mare?
- Roosevelt.
- What?
Roosevelt.
- It's back up. It's back up.
- Oh...
It's back up, okay? Hey, hey, hey.
We're gonna be all right, okay?
You stay with me.
()
(SCREAMS)
()
()
(HORNS HONKING)
Whoo!
Ow!
Yee-hee! Hoo-hoo!
What do you got for me today,
New York?

MAN:
New York 1 chopper.
An Oscorp truck carrying
plutonium has been hijacked.
A police chase is in progress.
All right. Let's get to work.
Say hello to Aleksei Sytsevich!
(LAUGHING)
(HORN BLARING AND SIRENS WAILING)

MAN:

SPIDER-MAN:
(DEVICE BEEPING)
Knock, knock.
Mr. Criminal?
Hey, my name is Spider-Man. You can call
me Web-Head, you can call me Amazing,
just don't call me late for dinner.
You get it? Whoa!
Not a shaker? Are you a hugger?
- I am killer!
- Whoa, okay.

AUTOMATED VOICE:
Plutonium-238 is a radioactive material
and is highly explosive.
Excuse me. There's more room on
the sidewalk, folks, please.

- MAN:
- **MAX:**
  A little help?
  A little help, please.
  (MUMBLING INDIStINCTLY)
  You having a problem with your gun?
  Let me help you out with that.
  Whoa. Coming through.
  Too much work...

**SPIDER-MAN:**
- I'm gonna be right back.
- Aah!

**SPIDER-MAN:**
Whoo... Okay. Okay. There you go.
- You okay? You all right?
- You're Spider-Man.
Costume gives it away?
These look pretty important, Max.
Max"? How do you know my name?
It's written on your badge.
I'm a nobody.
Hey, you're not a nobody.
You're a somebody.
Lick that.
All right. Listen to me.
- Now I need you.
- Really?
- You're my eyes and ears out here.
- Okay.
- All right?
- All right.
I'll see you out there.
()

**AUTOMATED VOICE:**
Warning. Violation of protocol.
(both grunt)
(yells)
(both grunting)

**COP 1:**

**COP 2:**
Hey. No. You.
You're not going anywhere.
Come here. Come here.
Come to Daddy.
Get the hell out of the way!
Okay. Stop it! Stop it! Whew.
Oh, come on.
Hey, wait. Come back here.
Heel!
I got you.
(YELLS)

(CELL PHONE PLAYING "SPIDER-MAN
THEME" AS RING-TONE)
(SIRENS CONTINUE WAILING)
Hey, I'm sorry, I'm running a bit
late. I got stuck in some traffic.
Your timing is terrible.
It started already.
- I know, I'm sorry.
- Where are you?
1st and Broadway, 2nd and
Broadway, 3rd and Broadway.
Five minutes. Ten tops.
- Are those sirens?
- No.
- Peter?
- No.
- Peter?
- No sirens.
No...
Peter.
What is happening?
Peter.
Peter.
()
Hello?
- Peter? Pe...
- I'll be right there. Promise.
This year's Valedictorian,
please welcome Gwen Stacy.
(ALL CHEERING AND APPLAUDING)
Good morning, esteemed faculty,
and families of my
fellow graduates.
It's an honor to be standing up here today.
(HORN HONKING)
()
(SIRENS WAILING)
Hello.
- Hey! Get off!
- I told you.
I am running a bit late.
It's over, Spider.
Really?!
I know we all think that we're immortal.
We're supposed to feel that way.
We're graduating.
But, like our brief four years in high school,
what makes life valuable is that it doesn't last forever.
What makes it precious is that it ends.
And I know that now more than ever.
And I say it, today of all days,
to remind us that time is luck.
So don't waste it living someone else's life.
Make yours count for something.
Fight for what matters to you.
No matter what.
Because even if we fall short,
what better way is there to live?
(BOTH SPEAKING IN FOREIGN LANGUAGE)
(ALEKSEI YELLING)
I'll take that. That's not yours.
(WHISTLING "SPIDER-MAN THEME")
Huh?
(GRUNTS)
This is not end, Spider!
(CROWD CHEERING)

MAN:
(UPLIFTING MUSIC
PLAYING OVER SPEAKERS)
Julia Orchard-Heymans.
Alexis Ortiz.
Bo Parisi.
Peter Parker.
Hey, I think I know that guy.
Peter Park...
(CROWD CHEERING)
I'm sorry.
(CROWD CHEERING LOUDER)
Ha, ha. Wait, do that again.
Do that again. Oh.
Peter, for Lord's sakes, I almost stole
a cap and gown to run up there myself.
I'd love to have seen that. That would've
been awesome. No, no, this is for you.
- I am so proud of you.
- You earned it.
Sweetheart, I'm so proud of you.
I know the first thing
your Uncle Ben would say.
Yeah, I know too.
You better hurry up, party's over.
You gotta get a job."
The second thing he would say, "Don't
just follow the path, make your own trail."
Ralph Waldo Emerson.
- No.
- What do you mean, no?
- Ben told me he made it up.
- Ha-ha-ha!
You really did
learn something here.
I wish your uncle
could have been here.
Yeah, me too.
And my folks.
Yeah. Yeah.
- Would've been good.

- MAY:
- All right, you can go. Go on.
- Huh?
I'll be right back.
- Peter:

- May:
  A quick one. All right. Cheese.
  - Cheese.
  - Cheese.
  - Okay. I'll just be over here.
  - Yeah, just give me two seconds.
  - Don't go too far.
  - It's good to see you.
  - All right.
  - All right.
Hey.
Did your traffic jam
have anything to do with
the Russian Mob
and machine guns by any chance?
Why didn't you just tell me?
What am I gonna do?
You're about to do your speech.

- Gwen:
Okay.
Hey. You coming to dim sum?
Can't keep me away.

It's at 8:
  - I won't be.
  - Okay.
()
And I'm gonna do my speech for you.
All night? I wanna hear
it all night long.
  - Over and over again, all night long.
  - Okay.
  - Oh, my gosh.
  - It was pretty good.
I gotta find my aunt, but
I'm gonna catch up later, thank you.

Gwen:
GEORGE:
You're gonna make enemies.
People will get hurt.
So I want you to promise me
something, okay?
Leave Gwen out of it.
Promise me that.
She's gonna take
one quick picture, okay?
(CHATTERING)
()
Peter's outside. I'm gonna
go see if he's okay.
What are you doing?
What are you?

GWEN:
What is it?
- Hey.
- What's wrong?
Are you all right?
I don't know what I'm doing.
It's my father, isn't it?
Yeah.
I see him everywhere I go.
I can't... I don't know what to do.
And I can't get him out of my head.
- Yeah, but we've talked about this.
- I know, but, Gwen...
- It's not his choice.
- Gwen.
I promised him that
I would keep away from you.
And now I'm gonna come and
eat dinner with your family.
How can I do this?
What does this make me?
I don't know,
what does that make you?
It makes me not able to
live with myself.
- I thought that it meant you loved me.
- I do love you.
I love you.
Then why isn't that enough?
Huh?
Because what if
something happens to you
just like it happened to him
because of me?
- No, wait, wait, wait.
- Listen. No, n...
I cannot let that happen.
Listen to me.
You're Spider-Man...
and I love that.
But I love Peter Parker more.
()
That's worth it to me.
I can't lose you too.
If because you can't lose me,
we can't be together,
who does that work out for, Peter?
I can't. I'm sorry, Gwen.
Wow.
You have done this to me
again and again, Peter.
I can't live like this.
I break up with you.
I break up with you.
()
()

REPORTER 1:
Good morning, New Yorkers.
Looking for another beautiful day
here in the city.
A few clouds to start us off...

REPORTER 2:
of Spider-Man has sparked a debate
over the role of vigilantism
in American crime fighting.

REPORTER 3:
How about that Spider-Man?
Last night on the Manhattan
Bridge, he saved a dozen lives.
We wanna hear your calls.

**MAN 1:**
there'd be no hope for this city.

**MAN 2:**
for all the damages he causes, huh?
It's you and me, taxpayers.
- You make this?
- Yeah.
This is a wind turbine.
You made this? No way.
This is amazing.
It's good as new, right?
I'll walk you home.
- What's your name?
- Jorge.
Jorge? I'm Spider-Man.

**MAN:**
are safe with him out there.
Get out of the way and let
the police do their job.

**WOMAN 1:**
might be more than one Spider-Man.
(SHRIEKS)
What do you think?
One guy or many?

**WOMAN 2:**
who's behind that mask.
Hey.
- Nice outfit.
- Thanks.

**RADIO HOST:**
named Max. He says he knows Spider-Man.

**MAX:**
to me, is being misunderstood.
He's a very, very good person.
He's protecting us.
He saved my life one time.
We sort of became best friends.

**SPIDER-MAN (IN MUFFLED VOICE):**
How much?
Hey, you're that spider guy.
I'm Spider-Man.
Huh?
(SNEEZES THEN GRUNTS)
I'm Spider-Man.

**MAN:**
the police, he's not a fireman.
What gives him the right to get
involved in other people's business?
()
(SIREN WAILING IN DISTANCE)
(CHATTERING)
(KNOCKING ON DOOR)

**MAY:**
Can I come in?
(PETER GRUNTS)
No!
Peter, the final
starts at 9, honey.
You said you would
take my car into the shop
because it keeps dying, remember?
Give me a second, Aunt May. I'm gonna
get the door. Just give me a second.
Peter, please just let me in.
All right?
I'm trying to get my...
You said your final was at 9, and
you're gonna take my car into the shop.
- No! You can't come in. I'm so naked.
- What are you do...?
Peter! For goodness sakes.
You said you're gonna take my car
into the shop because it kee...!
- Are you all right?
- Yeah. I'm okay.
I'm just...
I'm very naked right now.
What happened to your face?
It's filthy.
- It is?
- Yes.
Oh, yeah, yeah, I was
cleaning the chimney.
We have no chimney.
What?
- You're late.
- I know, I'm late.
Downstairs, now.
- Can you leave? Because I'm naked here.
- All right, I'm leaving.
- Morning, I love you.
- I love you too. Hurry up.
()
(INAUDIBLE DIALOGUE)
()
Whoa. Well, look who's here.
Spidey.
How was your morning?
Aces, Max, aces.
I've been out saving the world.
Protecting everybody.
But is someone celebrating
a birthday today?
That's why you're here.
You remembered my birthday.
(LAUGHS)
All the crime-fighting you've
been doing, and all of a sudden,
you take time out to come visit
little old me. Max. It's amazing to...
But of course you would.
Why wouldn't you visit me?
We're best friends.
What are you doing?
You made me a cake?
People don't get a chance to see these
small, kind things that you do for people.
I know what they say
about you in the press
but it doesn't matter to me.
I know the real you.
Because you're amazing.
Wow. That's what the press needs.
They should call you
The Amazing Spider-Man.
You like that, Spidey?
I like it a lot, Max.
Good. Because today
is going to be
amazing.
Yeah. Circuit 39.
I'm not late, Harvey.
I'll be there in 15 minutes.
I just wanna know if you
can find another waitress
to replace me because I start
my training rounds
at the hospital.
And don't mention this to Peter.
I don't want him to know.
Because he'll worry.
Uh, yeah. Yeah. Okay, you got it.
Uh, double shift on Thursday.
Okay, bye.
- Who was that?
- Harvey.
- Doing a double shift, huh?
- Sometimes.
Got nothing else to do.
I like the girls.
I miss Ben. Gives me a little extra
in the cookie jar. Heh.
Mm.
Well, I sold another couple of photos
to the Bugle, so that ought to help.
Yeah, it would really help if that guy
would pay you a fair wage.
Jameson pays me a fair wage.
If it was 1961, he
pays me a fair wage.
Hey, wait. What are you doing? What
are you doing? No, I do the laundry.
- I'm doing my laundry.
- No, I do the laundry.
No, this is my job. I've been doing
your laundry since you were 6 years old. I understand that.  
I'm in college now. 
I think it's time that I took care of my own dirty underwear. 
Last time you did the laundry, you turned everything blue and red — so no. 
— That was a mistake. 
Because I was washing the American flag. 
— My... Can I please just...? 
— No one washes a flag. 
I do, and I won't anymore. 
— This is my machine. 
— Fine. It's just underwear. 
This is my laundry, my home, my machine. 
Back off, eat your breakfast. 
All right, laundry sheriff. 
I'll do it later. 
— I'll do it. 
— No, forget it. 
— Give it to me. 
— I'll do it some other time.

— MAN: 
— Excuse me. 
Jerk. 
Not gonna make it. 
Logjam. Come on, come on, come on.

— MAN 1:

— MAN 2:

KARI:
is proud to announce the world's first electromagnetic power grid. 
By converting aging power stations into a field of hydroelectric towers, we are generating clean, green, sustainable energy
to power Manhattan,
the five boroughs
and eventually the world
for generations to come.
- Dillon. You're late.
- Doggone trains are so slow, sir.
Don't you realize Oscorp
is now responsible
for the entire city's
energy supply?
I submitted a lot of designs
for the power grid
and they used a lot of them,
and I noticed that,
and those power grids
were designed by me.
You designed them?
Sure you did.
And I'm Spider-Man.
You're no Spider-Man!
He's a Leo, you're a Sagittarius!
You besmirch him again, I'm gonna
rip your well-groomed head off!
Now, get to work.
What floor, please?
- Seventy-four.
- Thank you.

GWEN:
- Can you hold that, please?
- I got it.
Thank you, you're a real gentleman.
Most people would have
just let those close.
Most people
don't notice other people.

- KARI:
- Um, ahem... Sixty-three...
I got it. I got it. What is it?
Uh, sixty-three.

MAX:
- Thank you.
Thank you very much.
(CLEARS THROAT)
Um... I'm Max. Max Dillon.
I'm Gwen.
- Nice to meet you.
- Nice to meet you.
Is it your birthday?
Oh, yeah. Well, I... They... Friends of mine made this flyer up.
I'm having a birthday party at a big club.
- A lot of celebrities.
- Wow.
Would love to invite you, it's just that the guest list is closed.
Oh, got it. Got it.
Well, thank you anyway.
- That's exciting.

MAN:
hanging out near the blaze.
It must be cool, huh? To have the whole world look at you like that?
You know, Spider-Man saved my life one time.
Out of all the people in the whole city, he saved me.
He said he needed me.
That must be a good feeling.

KARI:
Oh. It was nice to meet you, Max.
Wait. She remembered my name.
()
Welcome home.

MENKEN:
Your eyes will adjust.
It's better this way.
(MONITOR BEEPING)
()
Dad.
This is not how I
imagined I would die.
Looking at my son
and seeing a stranger.
You have such potential, Harry.
Such fierce intelligence,
and you're throwing it all away.
No, you threw me away.
(SIGHS)
You kicked me off to
boarding school when I was 11.
On my 16th birthday,
you sent me Scotch.
Or one of your assistants did.
I'm pretty sure
because the card read:
With compliments, Norman Osborn."
I don't expect forgiveness from you
anymore.
I don't believe in miracles.
How could you possibly understand
that your childhood
had to be sacrificed
for something greater?
And not just for me.
For you!
Has your hand
started to twitch yet?
()
When you lay awake
and you feel it coming,
hide under your skin,
waiting to show itself.
To show you
who you really are.
(COUGHING)
Retroviral hyperplasia.
(GRUNTING)
I never told you...
that it's genetic.
Our disease,
the Osborn curse.
And it began at your age.
Let me see it.
Your hand. Give it to me. 
()
The greatest inheritance
I can give you
isn't merely money.
It's this.
The sum total of all my work.
Everything I did to stay alive.
Maybe you can succeed
where I failed.
(SIGHS)
(COMPUTER CHIMES)
NEWS ANCHOR (ON TV): Norman Osborn, the legendary
founder and CEO of Oscorp Industries, has died,
the Osborn estate has confirmed.
He is survived by his
only son, Harry Osborn
who is the sole heir of the
Oscorp corporate empire.
Harry.
Osborn changed the medical
profession's approach to human healing
and affected
the lives of millions.
I started Oscorp because I looked at
the world around me and I thought:
"We can do better.
And we should do better."
Einstein said, "The world cannot be
changed without changing our thinking."
But change isn't just a slogan.
It begins with hard work.
Change begins with
persistence and commitment.
Mr. Osborn changed the world.
And now it's up to each of us to ensure
that his hopes and dreams remain alive.
But not today.
(CELL PHONE BUZZING)
Today is for mourning.
- Hello?

- WOMAN:
Yes, it is. Who's calling?
I'm calling from the Oxford Scholars Program. We have some exciting news.
(CHATTERING)
- What?
There's a current flow problem in the lab. Why don't you take a look?
It's my birthday. Everybody else is leaving. Why do I have to stay?
- Because you're special.

- MAX:
I mean, Mr. Smythe.
Happy birthday.
()

KARI:
(SKIPPING) The generation of electricity by living organisms to fend off...
Let's see what's going on with you. Hey, guys.
The genetically manipulated...
At least somebody's partying.
All right. Just a little sick.
Mm-hm. I got your medicine, though.
I'm so sick that I can't get to my birthday after all I put together for this company.
Designed the grid...
(GRUNTS)

- KARI:
- I should've stretched.
- Malfunction in Sector 5A.
- I know. Just a little indigestion.
I bet you didn't know it was my birthday, huh, did you, Kari?
Think you can sing Happy Birthday" for me?
I'll just have to sing it for myself.
- Gilbert?

- GILBERT:
It's Max. Can we shut down power on Sector 32, please?
Forget it. I'm out the door.
What do you mean?
I'm up here. It's dangerous.
- Sorry, Max.
- Hello?
Fine. I'll do it myself.
And sing my birthday song too.
This is crazy.
Happy birthday
To
Me
Happy birthday, dear Max
() 
Happy birthday
To me
(ELECTRICITY HISSING)
Ah...
(SCREAMING)
()
(SCREAMING)
KARI (IN NORMAL VOICE):
System restored.
Have a nice day.

MENKEN:
Oscorp's been under intense public scrutiny in the wake of Dr. Connors' recent, uh, breach of trust.
You mean people are pissed off because he tried to turn everyone in New York City into giant lizards.
Given that, all the animal hybrid programs he was involved in were destroyed to restore investor confidence.
Ah. That is the Osborn way.
Whatever's inconvenient around here, just get rid of it, right?
Much of that scrutiny may fall on you now.
We felt that plausible deniability was your best option.
Sure, sure. I get it.
Twenty-year-old kid.
Two hundred billion dollar company.
What was Dad thinking?
I mean, you're all lawyers, right?
Surely, someone must've questioned his sanity in the end.
Someone must've thought about having him declared legally incompetent.
It would've made this conversation a lot easier.
- Harry...
- It's Mr. Osborn.
We're not friends.
Hi.
You were his assistant, right?
Mm-hm.
What's your name?
Felicia.

HARRY:
From now on, everybody at this table works for Felicia because Felicia works for me. Would anybody like to speak up? Well, good. Then you can all keep your jobs a little longer. (SOFTLY) Sir, there's a Peter Parker here to see you. ()
Felicia, I wanna see every file on this list. Every single one. Peter Parker. It's like seeing a ghost. Hey, Harry. Random.
- What, 10 years.
- It's eight.
But you're close. What's up?
I saw the news, man.
I heard about your dad
and I wanted to come and...
Just wanted to come and see you.
Check to see how you were doing.
I'm with some people.
(SIGHS)
I'm in a...
I'm in a meeting.
I'm sorry, I don't wanna intrude.
I know it's been a long time.
I kind of know exactly
what you're going through right now.
And you were so there for me
when my parents...
Well, that's why I'm here for you.
Thank you.
Ah, it's good to see you, man.
It's good to see you.
I'm sorry about your dad.
You got your braces off.
(CHUCKLES)
Now there's nothing to
distract from your unibrow.
()
There he is.
- There he is.
- Ha-ha-ha.
You still blow-dry your
hair every morning?
Um... You know, one of my
manservants holds the hair dryer
- but I work the comb, okay?
- Ha-ha-ha.
So at least I'm not
completely helpless.
You're stupid.

HARRY:
to Brazil, then Singapore.

- PETER:

- HARRY:
And then Europe.
You know, I went to Europe.

PETER:
What do you mean, you saw me?
I saw you in some magazine
with some French supermodel.
You know what I'm talking about?
- Yeah, yeah, yeah. Ha-ha-ha.
- Ha-ha-ha.
Dude, that whole model
thing is so exhausting.
I know.
(PETER LAUGHS)
What? You got a lady?
Uh...
That's a question.
That's a question.
- Unh.
- Whoa, buddy.
No, I don't.
Yeah.
I don't know. It's, uh...
(SIGHS)
I don't know. It's complicated.
Yeah, I don't do complicated.
Uh, what's her name? Who is she?
Her name's Gwen.
Gwen Stacy.
- Gwen Stacy.
- She works for you.
Really? She works for me?
- She does work-study at Oscorp.
- Is she a model employee?
(LAUGHS)
You know, when my
father sent me away
I tried to forget
everything about this place.
I guess that kind of included you.
You ain't gotta explain
anything to me, man.
We both got dumped.
You ever figure out
why your parents bailed?
My dad left a briefcase.
That's all I got,
briefcase full of junk.
Whatever. I don't know.
I try not to think about it.
How's that working out for you?
Perfectly.
Dude. Nice arm.
It's just the wrist. It's just all
in the wrist, buddy.
(OVER SPEAKER) You could do it too
if you just strengthened up that.

HARRY:
You gotta admit, though. Things
have gotten crazy around here, man.
Giant lizards
and spider guys.
Just one guy. Just one spider man.
Or woman. We don't know for sure.
Whatever, dude. He wears spandex
to rescue kittens from trees.
I'm so impressed.
I kind of like to think
he gives people hope.
For what?
Maybe eventually
everything's gonna be all right.
Yeah, I just wish I had time
for "eventually."
()

MENKEN:

MAN:
Electrical engineer.
No associates or friends
to speak of.
He submitted specs for the grid
that we appropriated.
The guy was
invisible.
Wall Street's nervous enough
with that child, Harry, taking over.
We've gotta find a way
to get him out.
In the meantime, if the press
gets hold of this accident,
our stock will crater.
So make sure this Mr. Dillon
stays invisible.
This could prove useful for us
in the future.
(ELECTRICITY CRACKLING AND BUZZING)
()
(GRUNTING)
(CELL PHONE BUZZING)
(PHOSPHORESCENT'S
"SONG FOR ZULA" PLAYING)
Hey.
(HORNS HONKING)
(BICYCLE BELL RINGING)
Some say love
Is a burning thing
(TIRES SCREECHING
AND HORNS HONKING)

**DRIVER:**
Hey, moron! Get out of the street!
A fiery ring
Oh, but I know love
As a fading thing
Just as fickle as
A feather in a stream
Hey. Hi.
I saw love
Hi.
You look amazing.
It put its face up to my face
I'm sorry for the spontaneous
outreach. It was kind of...
No. I don't... I... Spontaneous...
is all right. You know.
Well, I just figured it was time.
You know?
Time that we try to be friends.
Yeah.
Friends, yeah. That's... great.
I just don't want us to be complicated.
I was just saying that to someone. I hate complicated.
Keep it simple.
Okay, great, great. Yeah, yeah, yeah. All right.
Well, I mean...
Ha, ha. If we're gonna be friends, I think we gotta establish some ground rules.
- Some ground rules?
- Yeah, some ground rules.
- Heh, heh. Heh.
- Like that.
Like what?
- That laugh. That laugh.
- What?
That's off the table.
- My laugh is off the table?
- Off the table.
You gotta figure out a more annoying laugh.
(LAUGHS LOUDLY)
That's still adorable.
- That was not adorable.
- It's adorable.
No, it's not adorable.
- Okay. I have a ground rule. Um...
- Oh, good.
- What is it?
- Uh...
Don't tell me that I look amazing with your big brown doe eyes. Okay?
I'm really serious about that one.
- Oh, no.
- What?
I just figured out the next ground rule.
What?
No more of this.
No more of this little nose rub that you do.
- This?
- Don't think I haven't... Hey.
What am I supposed to do?
It's allergy season.
This is killing me.
You're just spitting in the face
of my ground rules. I'm out.
Come on. Heh.
First we get ice cream,
and then I'm out.
(MAX COUGHING)
(HORNS HONKING
AND CAR ALARMS WAILING)
()
Um, yeah. So I did that.
And I got completely addicted to
this place that has Korean meatballs.
- Yeah. No, I know.
- Have you been there? It's mind-blowing.
That place on 6th. I know.
You love it there.
()
How do you know that?
- Hm?
- How do you know I love it there?
Because, um...
Because you told me.
(EXHALING RAPIDLY)
It just opened last month.
(CHUCKLES)
Have you been following me?
I knew it.
How often?
Just once a day.
Sometimes.
Sometimes more.
Oh, boy.
Why?
Make sure I'm safe?
- And...
- And what?
And because it's the closest
I can get to still being with you.
I'm moving to England.
What?
Yeah. Um...
I have a... I'm up for a
scholarship to Oxford.
In molecular medicine. And it's
between me and this other kid.
There's this oral exam
that we have to do
and he's, like, a freshman
in college, but he's 14.
And... And it's... it could be him.
But it might be me. I hope it's me.
And I'm thinking that
I'll be moving to England.
- Wow.
- Yeah.
And I'm really excited.
That's, uh...
England.
()
What?
()
(CHATTERING)
(WOMAN SHRIEKS)
Station, I need a 10-85.
Send out additional units to the
south-end corner of Duffy Square.
Folks, could you step to the side?
Everybody get out of the
way! Get out of the way!
Sir, get your hands away
from the cables right now!
Sir, get your hands
away from the cables!
Let me see your hands, please!
You stay right where you are!
Do not move!
Freeze! Get down! On the ground!
(ALL CLAMORING AND SIRENS WAILING)

COP 1:
Stop!
COP 2 (OVER MEGAPHONE): Get
your ass down on the ground! Now!
- It's not my fault!

- COP 2:

- MAX:

- COP 2:
  - Please!
  - to get down on the ground, now!
  For your own safety and the safety of the other patrons in this area.
  ()
  Oh, my gosh.
  They see me. You see me.
  You see me.
  They see me.
  - No! No! Stop!
  - On the ground now!
  - Don't do that. Please!

- MAN:

MAX:
It's not my fault!
(COPS SHOUTING INDISTINCTLY)
I said stop!
(YELLS)
()
I'm glad you're not one of those cops that rides a horse.
(WOMAN SHRIEKS)
()
All team members, hold your fire and wait for my call.
(OVER RADIO) All units, hold your fire!
I repeat, hold your fire! Stand down!
Stop. Stop it.
Yo, Sparkles!
Hey, how you doing?
- It's you?
- Yeah, I know it's me.
Who are you?
You don't remember me?
SPIDER-MAN:
I walked into the street. The car almost hit me. You swooped me up.
You saved me.
You said you needed me.
- You're the guy with the blueprints.
- Yes.
Blueprints.
Yes, I remember you. Of course I remember you. You're my eyes and ears.
- Uh, what's your name again?
- How could you forget me?
- I do, I know it, I know it, don't tell me.
- It's Max.
- Is it "Max"?
- Yes.
I'm sorry I didn't recognize you with the...
You look different.
How are you?
I don't know what's going on with me.
I can see that. I can...
I believe you.
It's strange, the power
I feel. I got so much...
I got so much anger.

SPIDER-MAN:
don't wanna be here and you're scared.
I see you don't know what's happening to you.
I can see you don't want to hurt anybody.
- It's gonna be all right.

- SNIPER:
- I don't want them shooting me anymore.
- They won't.
You guys. This is my buddy, Max.
I told you about Max.
No one shoots at Max!
You and me, okay? It's just you and me talking. Whoa, whoa.
Stay right there. Just be careful.
The grate, because of the electricity.
I just...
I just wanted everyone to see me.

**LEADER:**
He makes a move, take that shot.
How about you come with me?
We'll go talk.
Away from all these people, okay?
Yeah, yes.
No! No! Stop!
()
Max!
(ALL CHEERING)

**ALL (CHANTING):**
Spidey, Spidey, Spidey!

**MAN 1:**
(CROWD BOOING
AND SHOUTING INDISTINCTLY)

**WOMAN:**
He lied to me
He shot at me

**MAN 2:**
Shut up!
Fragility
Electricity
You're so selfish.
Stay with me, Max.
You set me up.
No, I didn't set you up.
You lied to me!
No, I'm trying to help you.
Let me help you.
That Spider-Man
He is my enemy
()
(GRUNTS)
(GRUNTS)
()
WOMAN:
(ALL CLAMORING)
(ALL CHEERING)
It's my birthday.
Now it's time for me
to light my candles.
()
They shot at me
They hate on me
They're using me
Afraid
Of me
They're dead to me
They lied to me
They shot at me
They hate on me
They're dead to me
(YELLS)
()
(ALL CLAMORING)

COP:
Do we have visual on Spider-Man?
Does anyone have visual
on Spider-Man?
(GRUNTS)
Okay. All right, that's
enough. All right.
- Mike.
- Yeah.
- Big John.
- Nice job.

SPIDER-MAN:
It's a pleasure doing
business with you.
Spider-Man.
()
(SIGHING)
England?
Really?
Good talk.
(GROANS)
NEWS ANCHOR (ON TV):
Our coverage
of this breaking story begins with New
York 1's Jessica Abo at the scene.
That's right. We're standing
here with two eyewitnesses
who are going to tell
us what they just saw.
Tell us, how do you think
Spider-Man did it?
How do you think
he beat this creature?
Yeah, it's gotta be rubberized, Spidey's suit.
That's why he didn't get electrocuted.
Probably some kind of neoprene.
That's what I'd use.

JESSICA:
much to the two of you.
As you can tell, so many questions
remain unanswered.
We will bring you the latest
information as it becomes available.
For now, Jessica Abo, New York 1.
Let's send it back to you.

(BLOWS)
(PHILLIP PHILLIPS' "GONE, GONE,
GONE" PLAYING OVER EARPHONES)
When life leaves you high and dry
I'll be at your door tonight
If you need help, if you need help
I'll shut down the city lights
I'll lie, cheat
I'll beg and bribe
To make you well
To make you well
When enemies are at your door
I'll carry you away from war
If you need help
If you need help
Your hope dangling by a string
I'll share in your suffering
To make you well
To make you well
Give me reasons to believe
That you would do
The same for me
And I would do it
For you
For you
Baby, I'm not moving on
I'll love you long
After you're gone
For you
For you
You will never sleep alone
I'll love you long
after you're gone
For you
For you
Baby, I'm not moving on
I'll love you long
Long after you're gone
Like a drum, baby
Don't stop beating
Like a drum, baby
Don't stop beating
Like a drum
My heart never stops beating for you
And long after
You're gone, gone, gone
I'll love you long after
You're gone, gone, gone
Online polls show a sudden uptick
in public sentiment in
favor of the web-crawler.
Tonight, it would seem New York City
owes him a debt of gratitude.
()
(GROANS)
(DEVICE BEEPING)

KARI:
Next-generation military body armor.
Features include enhanced mobility,
battlefield injury repair,
direct nervous system interface.
So the common household spider, um, unlike human cells, theirs contain the power to self-heal from severe infection, tissue damage, et cetera. We've used a radioactive isotope with compatible human DNA.

JALLINGS (ON COMPUTER): Welcome to Dr. Jallings, Science Investigator. Today we're going to be talking about electricity. Batteries, insulators, electromagnetic currents. Batteries can withstand a lot of incoming charges. The more powerful the battery, the bigger the charge it can withstand. But if the incoming charge exceeds the outgoing charge - the battery might explode! - Ouch! Explode! Boom!

When doing experiments like this, always wear protective gear. You're not invincible. We're gonna need a bigger battery.

(KID CUDD'S "PURSUIT OF HAPPINESS" PLAYING)

(GROANS)

(SHRIEKS)

("SPIDER-MAN THEME" PLAYING AS RINGTONE)

(PETER GROANS)

(HAMMER CLATTERS)

- Hello.
- HARRY (OVER PHONE): Pete. It's me.
Hey, Harry. What...? What time is it? Uh, late, early, I don't know. I've been up all night. I need to see you. You all right?
Not really, Pete.
I'm dying.
But I think you can help
save my life.
You're looking at the world's
first human-spider hybrids.

RICHARD:
the venom from their glands
and turn that into a cure.
An agent that heals diseased cells.

NORMAN:
what this could do for other diseases
like Alzheimer's, even cancer.

HARRY:
They never made it to human trials.
It's 14 years of research,
and nothing to show for it.
Except maybe this.
()
Spider-Man.
What about him?
He was bitten by one of
those things, and it worked.
I don't know how
and I don't know why,
but he can do everything
else a spider can,
including self-heal.
I need to find him.
I need his blood.
()
You need...
Spider-Man's blood?
It'll save my life.
It may not, Har.
It may not be that simple.
You saw what happened
to Curt Connors, right?
Connors was weak.
This is me, Peter.
I don't think you can
just set up a van
and have him donate.
I mean, I'm sure he's sensitive
about people shoving needles and...
Ah, he's sensitive, okay.
Well, then, maybe you could just
sensitively tell me where he is,
and I will go ask him myself.
What?

- HARRY:
- So?
- You know him.
- Harry.
I took a picture from a long
way away. I used a long lens.
I don't know him.
I put together what
you said at the river.
- What I...
- About how he gives people hope.
Come on.
(COMPUTER BEEPING)
What in the...?
(COMPUTER BEEPS)
Just say yes.
Don't turn your back on me!
I don't wanna end up
like my father, Peter.
Please.
Peter, please.
I can't.
Please.
I'm gonna try
and find Spider-Man.
()

MAN 1:
security doing over here?

WOMAN:
She's right over there.

MAN 2:
(GRUNTING)
Hi.
Hi.
What are you doing here?
- What are you doing here?
- Oh...
Come here.

MAN:
Check another floor.

- GUARD 1:

- GUARD 2:
You're in trouble.
- Yeah.
- Who's that guy?
There was an accident in the genomics lab, and they're covering it up.
And I found out. That guy from Times Square last night?
I met him. He was an electrical engineer in the building.
And he loved Spider-Man, by the way. He was, like, a fanatic.
I didn't get love vibes. I got more of a "want to kill me with his electricity" vibe.
That's actually kind of what it's like to love you.
I was searching for him in the computer and all the files, he's erased.
- My God.
- He's completely erased.
That's Oscorp.
(MEN CHATTERING)
And what about you?
Why are you here?
Harry.
- Osborn?
- He's dying.
- What do you mean?
- He's dying.
And he thinks the only thing that's gonna save his life
is my blood, is Spider-Man's blood.
And as far as I know, if I
give it to him, it could kill him.
Or something worse.
I know.
This is the maintenance
closet, Gwen.
This is the most cliched
hiding place you could've chosen.
- This is the stupidest hiding place.
- I'm sorry,
I didn't take us to the
Bahamas of hiding places.
I gotta talk to you about England,
I guess, because I don't...
- You just kissed me.
- I know, I'm sorry. I couldn't help it.
How'd you like it?
It felt a little bit rushed.
I know. I know, I know.
This is the plan. You get to the elevator.
I'm gonna distract him, okay?
Okay.
()
- Ooh! God! Damn it!
- I'm so...
I just spilled a hot latte all over your...
I didn't mean to do that. Oh, no!
And you too? I'm sorry.
- Miss! Stay right there!

- PETER:

- MAN:
- Wait, wait, wait.
Hey! Stop!
- All right. On your way.
- Aah.
I'm sorry. I'm all thumbs today.
(PANTING)
- Gwen Stacy. Ha, ha.
- Oh, my God.
- Sorry.
- Sorry.
No, it's okay.
Uh, I'm... I'm Harry.
Yeah.
- I'm an old friend of Peter's.
- Yeah, I know who you are. Sorry.
I was kind of rushing.
No, I'm sorry he never introduced us.
I thought you two had broken up.
Oh.
Yeah. Yes, we had.
And it's...
- It's complicated.
- Complicated. Yeah.
I mean, it's Peter. Heh. Everything's always complicated with Peter.
Yeah.
Yeah.
Yeah, you're right.
But that's why he needs you.
()
Right?
To help him make his choices clear.
(ELEVATOR BELL DINGS)
Nice to meet you, Harry.
Yeah, it's such a pleasure, Gwen.
()
(CLASSICAL MUSIC PLAYING OVER SPEAKERS)
(SPEAKING INDISTINCTLY)
You've been in a terrible accident.
I'm Dr. Kafka.
I'm here to help you.
Course you are, doc.
That's why you're preparing military-grade biostim electrodes.
High-intensity capacitors.
The kind they make at Oscorp.
All of this because you're trying to help me.
You are correct.
I'm here to study you.
To understand what you are, why you are.
Und I will get results.
(GROANING)
I always do.
(TYPING ON KEYBOARD)
You do realize
you locked me in a prison
that runs
on electricity?
(CHUCKLES)
Mm. I can feel it in the walls.
I can feel it in my veins.
No matter what you do,
doc, you can't contain it.
It's a force of nature.
Like me.
(KAFKA CHUCKLING
AND ELECTRO GROANING)
You wanna know how powerful I am?
(SPEAKS IN GERMAN)
Well, so do I.
Ooh!
(GROANING)
I'm dying to know,
doc.
But you better make damn
sure you kill me this time.
Because if you don't,
I'm gonna kill the light.
So everyone in this city is gonna know
how it feels to live in my world.
A world without power.
A world without mercy.
A world
without Spider-Man.
And everyone will be able to
see me for who I truly am.
And who are you?
Don't you know?
I'm Electro.
() 
(ALARM BEEPING)

**AUTOMATED VOICE:**
restraint capacity reached.
Initiate lockdown procedure immediately.

**KAFKA:**
Electro.
Lockdown initiated.
(GROANING)

**PETER:**

**PETER:**
What are you doing?
When did you do this?
(CLICKS TONGUE THEN SighS)
There's something
you're not telling me, Aunt May.
Every time I mention my parents,
your eyes go down.
I know you're not telling me something.
You lie to me. I know you love me.
- I don't lie.
- I know you love me, but you do.
Aunt May, Aunt May.
You have to tell me, May.
That's my father.
Yes, he was your father.
But that didn't seem to
stop him from leaving you...
here.
I need the truth.
The truth is, your parents
left you here, on our doorstep.
You were this little boy
whose whole world
was turned upside down
with no explanation.
We did the best we could,
your Uncle Ben and I.
I mean, who else was gonna care for you,
and protect you and worry about you?
Your father?
No.
I was the one who wiped your nose,
and made you brush your teeth,
and do your homework, or washed your dirty underwear. Me!
Your stupid, non-scientific aunt, who doesn't know how to make ends meet, who has to take nursing classes with 22-year-old kids so I can pay for you to go to college.
And I don't know how to do this without Ben.
I don't know how. And...
And you're dreaming about your perfect father, who was never here. No.
No, I won't tell you.
You're my boy.
As far as I'm concerned, you're my boy.
And I won't hurt you.
()
I'm your boy.
You're my everything.
You're enough.
You're more than enough.
That's not what this is about.
Don't get that twisted.
- I love you so much.
- I know.
It's okay.
It's okay.
May.
I need to know.
All right.
(SIGHS)
I'll tell you everything I know.
But it will hurt you.
Okay.
(SIGHS)
A few days after the funeral, two government men came to see us. They said the genetics research that your father was doing with Norman Osborn was very valuable, and that people would pay a lot for it.
And that's why he ran off with it.
They said he was a traitor.
I couldn't believe it, Peter.
They told us he betrayed
his best friend, all of us,
for the money.
I don't...
Oh, I don't get it. No, I don't...
This doesn't make sense.
Yes, I know. I know. I didn't
believe it either. I didn't believe it.
It doesn't make any sense.
Peter, I don't know.
For so long, I would play it over
and over and over in my head.
What had I missed?
What had I missed?
He was just this
normal, unassuming guy.
He wore the same ratty
lab coat for 20 years.
He took the D train to
work at 7 every morning.
Came home at 6 every night.
I don't know.
Maybe everyone has
a part of themselves they hide.
Even from the people they love.
Peter.
Peter.

**SPIDER-MAN:**
Look up.
Think you're looking for me.

**HARRY:**
Spider-Man.
(CHUCKLES)
Just the man I wanted to see.
You, um...
talked to Peter?
Yeah.
I wanna help you, Mr.
Osborn. I really, really do.
I can't give you my blood.
Not right now.
Excuse me?
It's too dangerous.
If our blood is incompatible,
you could die.
I'm already dying.
Your blood can't make me die more.
But it could do something worse.
()
Okay.
All right, how much?
- How much what?
- How much do you want? Name it.
You want a boat? You want a plane? You
want money? How much do you want?
- I don't want your money.
- Come on. Everybody wants my money!
I don't.
I thought you...
I thought you were
supposed to save people.
I thought that's what you do,
is you save people's lives.
You're... You're just gonna
let me die.
- I'm trying to protect you right now.
- No. No, you are not.
You're trying to protect yourself.
Look, we just need a bit more time
- to figure out something else.
- I do not have time!
(GROANS)
(PANTING)
I'm sorry.
(GRUNTS)
You're a fraud, Spider-Man! Unh!
(SIGHS)
()
- Unh! Hey! Hi.
  - Hi.
- Hi, I gotta talk to you for a second.
- I'm running late right now.
- It's just gonna take a second.
I can't. I'm sorry, Peter.
Just give me one minute. I just wanna say one thing and I'm gone.
Everything's a mess. Everything's insane.
Shh. Shh.
My dad, my mom. Everything I thought about them? Lies.
Ha! Lies. Lies, lies, lies. Nothing makes any sense anymore.
I gotta figure out what I'm gonna do with Harry.
Of course I wanna save him. You know?
I wanna save him because he's my best pal.
And what if my blood works?
But what if it doesn't?
I don't know. I got no idea.
(PETER LAUGHING AND GWEN CHUCKLING)
Oh, God.
I got nothing. I got nothing.
The only thing I keep coming back to, Gwen, is...
(SIGHS)

WOMAN:
Shall I take you upstairs?
Yes. I'm so sorry.
I'm so sorry. I'm already late.
Can I have just one more minute?
Okay.

GWEN:
I'm... Ahem. Okay. I have to be...
(WHISPERING) Where are we?
I'm at my...
last interview for Oxford right now.
Oxford. I didn't know.
Yeah.
Oh. Okay, well...
I'm sorry to bother you, uh, my fair lady... Madam.
But who am I?
I mean, who am I?
I'm John Hopkins.
I'm one of the young professors at Harvard, and I've been trying to get her to be in my...
Be a part of my team for a while now.
And she's just the best person I know and a scientific genius.
And...
Anyway, God save the queen.
- I'm sorry everything's happening...

- **GWEN:**
Peter. Peter.
What do you want to say to me?
What's the "one thing"?
(SIGHS)
()
I have to go to England, Peter.
It's important to me.
I mean, I don't know. Maybe we're on different paths right now.
You know? I don't know.
Maybe we're just going different ways. I don't...
I've gotta go. I gotta go.
Gwen.
Good luck.

**GWEN:**
()
()
(GLASS SHATTERS)
()

**MAY:**
every morning at 7 to work.

**Came home at 6:**
()
"Roosevelt's secret station.
Track 61, a secret
subterranean extension
of New York's D Line train
under Pershing Square
built to transport President Franklin
Roosevelt away from the public eye,
to keep his polio hidden
from the American people."
(GASPS)
Mr. Osborn?
You all right?
Is there anything I can get you?
No, not unless you can bring
those spiders back to life.
Spiders?
The ones that they destroyed...
"to restore investor confidence."
Go home, Felicia.
Take the day off.

FELICIA:
I think there may be another way
to get what you're looking for.
I overheard Menken talking
with one of our security heads.
Before they destroyed the spiders,
they had the venom extracted.
Uh, what?
What are you saying?
That way, they could
comply with the lawsuits,
but still keep the data in
case it ever became useful.
Where is it?
It's somewhere in the building.
It's somewhere off-books
called "Special Projects."
()

KARI:
Most recent entry:
One hour ago.
"Approved by Harry Osborn."
Accessing Ravencroft Archive.
File 713.
Subject:
And then I'm gonna kill the light
so everyone in this city is gonna
know how it feels to live in my world.
A world without power.
A world
without Spider-Man.

Warning:
Your user access has been revoked.

FELICIA:
go in there. He's busy.
What did you do?
The more relevant question is
what did you do?
An employee is killed and in your
first action as CEO, you cover it up.
No, you covered it up. Then you buried
him in the bughouse using my name.
Ravencroft is a timeworn institution
devoted to mental improvement.
You are experimenting
on people in there.
Progress has its stepping stones.
Now, in light of your deceptive
criminal actions, you've been...
How do I put this gently?
fired.
You are not going to bury me too.
Looks to me like you're
halfway in the ground already.
It's only a matter of time.
You're going to die
a horrible death.
Like your father.
The difference is,
no one is going to miss you.
Get him out.

HARRY:
I know my way out.

MAN 1:
Can you believe that?

MAN 2:
put the lid on that but quick.

MAN 1:

MAN 2:
here and find one of those alligators.

() (COINS CLATTERING)

() (RUMBLING)

() ()

RICHARD:
My name is Richard Parker.
Whatever lies will be told about me,
I would like the world to know the truth.
Oscorp was already a leader in genetic research when Norman Osborn made a deal with a foreign military organization to continue funding my research. And I discovered what they were going to use it for. Weapons. Biological weapons, of course. So I refused. And now, to eliminate me from the picture, Norman Osborn has falsified evidence against me in order to take control of my work.

GUARD 1:
Uh, yeah, you can open the gate.
I'm Harry Osborn.
Now, there's a patient in that
Isolation Wing that I need to see.

GUARD 1:
Mr. Osborn of Oscorp.

GUARD 2:
I can't let anyone past this point.
(ELECTRICITY CRACKLING
AND GUARDS GROANING)
But it doesn't matter because
there's something else...
that Norman doesn't know.
The human DNA
that I implanted in the spiders...
was my own.
Which means that without me,
without my bloodline,
Oscorp can never replicate
or continue my experiments.
Keep Electro incubated
with 400 milligrams of sodium
thiopental und phenobarbital.

RICHARD:
as possible from the archives.
(ALARM BLARING)
But I didn't have time
to kill all of the spiders.
So as a scientist,
my choice is very clear now.
I have to disappear. I have to get
as far away from here as I can.
But as a father,
it means I may not
see my boy again.
And nothing is as important to me
as my son, Peter.
Nothing in this world.
But I have a responsibility
to protect the world
from what I've created,
and to protect him from
what I know Osborn is capable of. People will say I am a monster for what I've done. And maybe they're right. I always thought that I'd have more time.

YOUNG PETER:
I'm sorry.

(SIGHING)

(ALARM CONTINUES BLARING)

AUTOMATED VOICE:
Sedation off.
Psst.
I'm gonna get you out of here. All right? But we don't have much time. Who are you? I'm Harry Osborn. I wanna make you a deal. I should kill you. Oh, come on. Think bigger, Max. I'm not the one you want. You want Spider-Man.

(ELECTRICITY CRACKLES)
And I can give him to you. But I need something first. I need you to get me into Oscorp. Get you in? You own it. Heh. Uh, not anymore. Oscorp betrayed us both, so I can't get in there without you and you can't get out of here without me. What's happening?

MAN:
alarm in the lso Unit. Get a containment team up there now. You couldn't possibly know what I want.
You submitted the design for the grid, and they stole it. And now you want it back. You just wanna take back what's yours.

- How?
- It is all the power in the city, Max, and it's right at your fingertips. And then once you shut down the grid, Spider-Man will come to you, and I want you to make him bleed.

() Break it! Break it! Max, we don't have much time! Go! Go, go! Go! Give me one reason why I should trust you. Because I need you! You need me? Yes, I need you. You are my only chance that I have at surviving. You need me? Yes, I need you. I need you. Please! Please! Please! I know what it's like to be thrown away! Please, Max! I need you! I need you! (YELLS) (ALL GRUNT) () (SCREAMING) No! (SCREAMING AND GROANING) You wanna be my friend? I thought we were already friends. (ELECTRICITY CRACKLES) I had a friend once. It didn't work out. Yeah. Me too.
Then let's go catch a spider.

AUTOMATED VOICE (OVER PHONE):
You have one new voice message.

GWEN:
Uh, I got in to Oxford.
Woo-hoo. It's very exciting.
I came by your house
a little bit ago and I, um...
You weren't there,
and so I'm on my way
to the airport right now,
because there's this early
summer class that I found out about,
and I thought that
it would somehow
be easier, I guess, this way.
I think that maybe it's time
to let this go.
And that's not because
I don't love you.
It's actually because
I do, so, um...
Okay, bye.
()   
()   
- We have to move, now.
- Why? What's happened?
Remember me?
Oh, my, Oh, my.
How the tables have turned.
I know it's hard to admit,
but how spectacular a move is this?
- Am I right?
- Right as rain.
Okay, so, Fairy Godmother,
it is time to grant me a wish.
- I want in to Special...
- How dare you come back in here?
You recalcitrant,
unworthy, defective,
urchin freaks.
Oh, God, I'm sorry. That's just not
the answer we were looking for.
WHISTLING "JEOPARDY" THEME SONG

Clear.
Welcome back to the bonus round.
Hey, let's take a walk, shall we?
The grid is all yours.
()
()
(ELEVATOR BELL DINGS)

HARRY:
Give it to me.
What is all this stuff?
The future.
Load one up.
It won't work.
We ran every diagnostic test
apart from human trials.
You've actually already run human trials.
You're just too stupid to know it.
Do it. Now.
You had it all this time.
(CHUCKLING)
(GRUNTING AND GROANING)
()
(ALARM BLARING)
(SCREAMS)
()
It's Spider-Man.
()
Stop the cab.
Lady, I ain't even moving.

GWEN:

- PETER:

- GWEN:

- PETER:

- GWEN:

- PETER:
- **GWEN:**
- Don't do that.
- I couldn't make it out.
I'll tell you what it says.
Says, "I love you."
Because I love you.
- And no offense, but you're wrong.
- I'm wrong about what?
You're wrong about us
being on different paths.
We're not on different paths.
You're my path.
And you're always gonna be my path.
And I know there's a million reasons why
we shouldn't be together. I know that.
But I'm tired of them.
I'm tired of every
single one of them.
We've all gotta make a choice.
Right? Well, I choose you.
So
here's my thought.
England.
Both of us.
(CHUCKLES)
I'm following you now.
I'm just gonna follow
you everywhere.
I'm just gonna follow
you the rest of my life.
I mean, they got crime
there in England.
- Yeah.
- They got tons of crime, it seems.
- Tons.
- They got, uh,
- Jack the Ripper.
- Heh, heh.
What?
They haven't caught Jack the
Ripper yet. You didn't know that?
()
()
What the hell is that?
Is that Max?
He must have cut the
power to the whole city.
(CHATTERING)

MAN 1:

- MAN 2:

- MAN 3:
Hey, I need Tech Ops
up here right now.
The phones are down. Somebody
go down and grab Tech Ops.
Hey, write down what
you remember, people.
There's gotta be some kind of blackout
plan, right? Some kind of backup?
There's an emergency
reset at the power plant.
If he cuts the transmission lines,
they're never gonna get this back up.
How will I stop him? Every time I get
close, he fries my web shooters.
- Have you tried grounding them?
- Tried everything.
- Rubber, plastic...
- Did you try magnetizing them?
I didn't try magnetizing them.
Okay, well, remember
8th grade science class?
If you magnetize a nail
with a battery...
- It holds an electric charge.
- Yes.
New York Approach. This is
Pan National 273 on approach.
How do you hear?
Approach, do you copy?
Radio's working. It's not us.
()  
(People clamoring)
Officer (Over megaphone): Do not panic.
Everyone, please return to your vehicles.
Go back to your cars.
Remain calm.
Do not panic. Everyone
return to your vehicles.
- Go into your homes.
- Officer!
- Spider-Man!
- Oh!
My father was Captain George
Stacy of the 19th Precinct.
- I knew who he was. What can we do?
- Jumper cables.
- Jumper cables?

- GWEN:
Am I talking louder than I
usually talk right now?!
- Yes.
- Ho.

- GWEN:

- SPIDER-MAN:
(GWEN SHRIEKS)
Okay, good. Try, try, try.
Hurry, hurry, hurry.
Okay, it works, good.
That is why you were
number two at Midtown.
- Rub it in. Okay.
- Heh.
- I gotta go.
- I'm coming with you.
- You're not coming with me.
- Yes, I am.
- It's too dangerous.
- I'm coming.
I've seen the grid specs and I
know how to reset the system.
- I'm coming with you! You need me!
- Okay, shut up. You're coming with me!
Shut the thing.
Sorry. I love you. Don't hate me.
()
Peter!
We still don't have
backup generators.
Get me Engineering!
I need a respirator right now.
They're battery-operated.
I'll get it.
Hang on.
Okay.
(PEOPLE CLAMORING)

**ELECTRO:**
Do you see me now, Spider-Man?
It's time to meet our destiny.
Tower, we're experiencing some
type of electrical disturbance.
Instruments are going
haywire. Radar is down.
We're flying blind out
here. Do you copy?

**Tower, repeat:**
only. What is happening?
Sir? There are two inbound
flights on intersecting paths.
- Time to impact?
- Four and a half minutes.
Clock it right now.

**ELECTRO:**
You're too late, Spider-Man.
I designed this power grid.
Now I'm gonna take back
what is rightfully mine.
I will control everything.
And I will be like a god to them.
A god named Sparkles?
()
Not this time.
Is that all you got?
Come on!
(GRUNTS)
()
ELECTRO:
You ready to give up?
(YELLS)
(GRUNTING)
Oh, thank you, Gwen Stacy.
(YELLS)
(GROANS)
Just shake it off.
It's just your bones,
and your muscles
and your organs. Hunh!
Oh, boy.
("ITSY BITSY SPIDER"
PLAYING ON TOWERS)
(GRUNTS)
I hate this song!
(GROANING)

ELECTRO:
bet you never saw this coming.
Really? You web me to a car?
What are you, a caveman?
You shouldn't be here.
You tie me up to go off to war?
I know how to help you!
- What are you doing here?!
- I know the grid specs.
I can reset the system!
You can't be here right now.
I'm not messing around.
You can't be here right now.
This is insane.
Nobody makes my decisions
for me. All right? Nobody.
This is my choice, okay?
- My choice. This is mine.
- Oh!
- Now, how do we stop him?
- Okay, so he's electric,
he's like a battery.
What happens if you
overcharge a battery?
- It explodes.
- Right.
So we use his power against him. Perfect.
- Okay.
- I think I can reconnect the power lines. But I need you to reset the system.
Okay, when I say you turn that power on, you turn it on.
- No matter what. No matter what.
- Peter.
()
Go, go!
(YELLS)
()
(GRUNTING)
Sixty seconds to impact.
(GRUNTS)
(GRUNTS)
(GROANING)
Aah!
Now, Gwen, now!
Do it now!
(GRUNTS)
(GRUNTING)
(SCREAMING)
(PEOPLE CLAMORING)
Uni 687...
(SCREAMS)
This is LaGuardia Tower.
Turn immediately to heading 280.
You have incoming traffic.

I repeat:
Defend immediately.
(ALARM BEEPING)
Whoo!
(ALL CHEERING)

MAN:
All right, people, back to work.
Let's land these planes.
I'll be back in a minute.
Oh, thank God. All right!
All right, we're back.
Everyone, let's go.
I think we can still make your flight.

(GREEN GOBLIN CACKLING)

Gwen, stay there.

Peter.

When you said Spider-Man said no,
you meant you said no.

Harry, what did you do?
What you made me do.

You were my friend
and you betrayed me!

No.

- I was trying to protect you.
- Oh.

Look at me.

Hey, it's gonna be okay.

This is gonna be all right.

GREEN GOBLIN:

You don't give people hope.

You take it away.

No, Harry.

I'm gonna take away yours.

- No. Gwen, run!

- GWEN:

Harry!

Harry, put her down!

()  

(GREEN GOBLIN CACKLING)

SPIDER-MAN:

Harry, stop this right now!

This isn't you, Harry. This is not you. Harry, put her down.

- Harry.

- Harry is dead!
Harry, this is between you and me. You wanna fight?
Fight me! Let her go!
Okay.
No!
  (GWEN PANTING)
- You okay?
- Mm-mm.
  (GWEN SHRIEKS)
I got you, Gwen. I'm gonna put you down right here.
  (GREEN GOBLIN YELLS)
  (BOTH GRUNTING)
  (SHRIEKS)
  (CACKLES)
  (YELLING)
  (GAGGING)
  (GRUNTING)
Peter?
  (GASPS)
()  
Hey. Hey.
Gwen?
Hey.
Hey!
Gwen?
Hey.
()
Breathe.
Hey, Gwen.
Hey.
Hey.
You're okay.
Gwen?
  (SOBBING)
Stay with me, stay with me.
Stay with me, stay with me.
You stay with me.
Gwen.
Gwen!
No, please, please.
Please.
I can't do this without you.
()
MAN:
You've made progress.
I've identified several worthy candidates.
Now that Spider-Man's gone, this city will never be the same.
Oh, I'm counting on that.
Speaking of progress, you're looking better.
It comes and goes.
Tell me more.
How many men did you have in mind?
I wanna keep it small.
Everything you need is already at Oscorp.

AUTOMATED VOICE:
Access granted.
Welcome, Mr. Fiers.

HARRY:
Who's our first volunteer?

FIERS:
Currently serving a life sentence.
He is most eager to join us.

HARRY:
Start with him.

NEWSCASTER (ON TV):
Russian gangster Aleksei Sytsevich was broken out of a classified penitentiary known simply as the Vault by an unknown team of men. It's yet another example of increased criminal activity since the disappearance of Spider-Man five months ago.
The web-slinger's absence has left a hole in the heart of the city. Believe it or not, even the New York City Police Department has joined the chorus of New Yorkers in hoping for the return of the web-slinger. The entire world seems to be asking the same question: Where is Spider-Man? (TURNS TV OFF)
Oh. Too bad about that spider guy. Too bad he's disappeared. Seems like everybody really needs him.
Where you going?
- Eat my cereal.
- Peter.
Where you going?
(SIGHS)
I don't know.
()
You know, it's so funny. I've been...
I've been trying to clean up around here, get organized, and been putting some of Ben's stuff in boxes. And it's so funny, the heavier the box gets, the lighter I feel.
- You're throwing his stuff away?
- No.
No. God, no.
I couldn't do that. It's part of me. I'm just finding a better place for it. I'm gonna take one last look, and I'm gonna put it where it belongs.
()
GWEN (ON COMPUTER): It's easy to feel hopeful on a beautiful day like today. But there will be dark days
ahead of us too.
There will be days
where you feel all alone.
And that's when hope
is needed most.
No matter how buried it gets,
or how lost you feel,
you must promise me
that you will hold on to hope.
Keep it alive.
We have to be greater
than what we suffer.
My wish for you
is to become hope.
People need that.
And even if we fail,
what better way is there to live?
As we look around here today
at all of the people
who helped make us who we are,
I know it feels like
we're saying goodbye.
But we will carry
a piece of each other
into everything that we do next,
to remind us of who we are,
and of who we're meant to be.
()
I've had a great
four years with you.
I'll miss you all very much.
(CAR ALARMS WAILING)
(THUMPING)
(ALARM RINGING)
()

ALL:

COP 1:
(CROWD CLAMORING)

COP 2:

REPORTER:
56th Street where it is complete chaos. A man in some sort of weaponized armored suit is wreaking havoc on Midtown. (LAUGHS) I am the Rhino! I told you I would be back! No! No! A kid! Hold your fire! Everybody, hold your fire.

-COP 3:

-COP 4: (PANTING) Kid! You gotta get... Look, New York! Spider-Man is back.

MAN: That's my baby! Please. () Brave boy. Huh? Does Aleksei scare you, little boy? (WOOSHING) ()

SPIDER-MAN: () I knew you'd come back. Yeah. Thanks for stepping up for me. You're the bravest kid I've ever seen. I'm gonna take care of this jerk. You go take care of your mom. Okay? All right, get out of here. Go. Go. (ALL CHEERING)

RHINO: You fight me now? Huh? On behalf of the fine people of New York City and real rhinos everywhere,
I ask you to put
your mechanized paws in the air.
Never!
I crush you! I kill you!
I destroy you!
You want me to come down there
so you can kill me?
Yes!
I'll be right there. Ah...
There's no place like home.
()
()
(ALICIA KEYS FEATURING KENDRICK
LAMAR'S "IT'S ON AGAIN" PLAYING)
And everybody know the story
Of David and Goliath
But this is bigger than triumph
This is for the warrior
This is for you and I
This is for euphoria
Give me a piece of mind
God is recording this
Won't you look in the sky?
Tell him that you got
The behavior of your neighbor
Even when stability's
Never in your favor
Fly with the turbulence
Only last a minute
Land on your dreams
And recognize you live it
Walk through the valley and peaks
With bare feet
Run through the flames
There's more passion for me
I passed testimony
Just so the world can see
My battle wounds on me
You watching me lick 'em clean
I know, I know, my pride, my goals
My highs, my lows
I know, I know,
it's mind control
I know I could prosper, no impostor
Prosecute my posture
I stand up and I stand by her
What?
I am a freedom fighter
The name that history wrote
And even through disaster
Eye of the tiger for hope
I'm trying to find my way back
There's no day off for heroes
And even when I'm tired
"Go" is the only word I know
And the night is takin' over
And the moonlight gets exposure
And the players have been chosen
And it seems like fate has spoken
When it seems your faith has broken
By the second, losin' focus
Ain't no way to get off
Get off, get off, get off
Unless you move forward
I'll bet they
wonder how I go on
Go on
I'll bet they
wonder how I go on
Go on I'll simply say
It's on again, it's on again
Whoa
The world don't stop,
it's on again
It's on again, whoa
You say the work don't stop
'Cause they don't stop
And everybody here
Trying to get on top
Everybody from the 'burbs
Down to the block
Gotta hold on tight and don't let go
Let go
Huh, so you think you hot?
Gotta grind hard, give it all you've got
You can have or you can have not
You see that a lot in the ghetto
I go on
Go on
I'll bet they
wonder how I go on
Go on
I'll simply say, it's on again
It's on again, whoa
The world don't stop
It's on again
It's on again, whoa
(THE NEIGHBOURHOOD'S
"HONEST" PLAYING)
Patience, test my patience
If I made it too hard for you
Maybe you should've changed it
Say it, you should say it
'Cause I'd say I was wrong
Just to make it
fill all the spaces
Waiting, always waiting
If I gave you control
Would you say that
We could've saved it?
We could've saved it
I hope you find a way
To be yourself someday
In weakness or in strength
Change can be amazing
So I pray for the best
I pray for the best for you
I wish you could be honest
I wish you could be honest with me
With me
I wish you could be honest
I wish you could be honest with me
With me
Chasing, always chasing dreams
Why'd you stick around?
Why'd you stay with me?
Why'd you fake it?
Hesitation
Is killing me too
But I couldn't save it
I couldn't save it
I hope you find a way
To be yourself someday
In weakness or in strength
Change can be amazing
So I pray for the best
I pray for the best for you
I wish you could be honest
I wish you could be honest with me
With me
I wish you could be honest
I wish you could be honest
I wish you could be honest
I wish you could be honest
()
()
()