



**THE
LIZARD
LIVES
AGAIN!**

AND THIS TIME
NO ACCURSED SPIDER-
MAN WILL BE ABLE TO
WRECK MY MASTER
PLAN!

I'M THE
STRONGEST...
MOST DANGEROUS
BEING ON EARTH!
BEFORE I'M THROUGH,
I'LL BE THE MOST
FEARED OF ALL!
NO ONE CAN STOP
ME!

THERE! IT'S ALL IN PLACE... WITH MY WIDEST-ANGLE LENS!

SO, THIS IS IT!



OKAY, LIZ... THIS IS THE END OF THE LINE!!

SPIDER-MAN! I HOPED YOU'D SHOW UP!



ONCE I PUT YOU OUT OF THE WAY, NOTHING CAN HALT MY MASTER PLAN FOR TAKING OVER THE WORLD WITH AN INVINCIBLE ARMY OF SUPER-STRONG, GIANT LIZARDS!

YOU BEAT ME ONCE BEFORE... BY TRICKERY...



BUT I'M FAR WISER NOW!

JUST AS I FEARED! HE'S LOST THE LAST VESTIGE OF DR. CONNOR'S IDENTITY! HE'S TOTALLY EVIL NOW!



BUT, I MANAGED TO TURN HIM BACK TO HIS NORMAL SELF ONCE BEFORE!! I'VE GOT TO FIND A WAY TO DO IT AGAIN!

AND, IT MUST BE DONE WITHOUT HARMING HIM!

I MIGHT AS WELL TRY A DIRECT, FRONTAL ATTACK...!

FOR, WHATEVER HAPPENS TO THE LIZARD... WILL ALSO HAPPEN TO DR. CONNORS!



YOU'LL NEVER ESCAPE ME NOW!

ESCAPE YOU?

YOU'VE GOT THAT BACKWARDS, MISTER!

I'VE BEEN TRYING TO FIND YOU ALL NIGHT!



UNHHH! IT'S LIKE HITTING A STONE WALL!

BAH! YOU CAN'T HURT ME!

HE'S RIGHT! I FEEL LIKE I FRACTURED EVERY KNUCKLE!

BUT, I CAN'T GIVE UP NOW!



COME DOWN! LET'S GET IT OVER WITH!

RAKK!



THAT'S JUST WHAT I HAD IN MIND!

IF I CAN GRAB HIS TAIL... AND USE IT AS A WEAPON AGAINST HIM...!

I DID IT! I GOT HIM OFF-BALANCE!

NOW, IF I CAN JUST KEEP HIM THAT WAY...!

THWOP!



LIZARD... LISTEN TO ME... YOU'VE GOT TO LISTEN!

I DON'T WANT TO HURT YOU... I WANT TO HELP YOU! YOU DON'T REALLY KNOW WHAT YOU'RE DOING!

YOU'RE NOT THE LIZARD! YOU'RE A SCIENTIST! YOUR NAME IS CURTIS CONNORS! HEART CONNORS! DOESN'T THAT NAME MEAN ANYTHING TO YOU? CAN'T YOU REMEMBER YOUR WIFE... YOUR SON?

YOU DON'T WANT TO HURT THEM, DO YOU? I KNOW YOU DON'T!



YOU FOOL! YOU THINK YOU CAN SAVE YOURSELF BY MAKING UP FAIRY TALES?!!

FTOK!

I CARE FOR NOBODY!! THE LIZARD HAS ONLY ONE GOAL... TO DESTROY THE ENTIRE HUMAN RACE!

IT'S NO USE! HE'S TOO FAR GONE!... CAN'T REASON WITH HIM!

UHHH! HIS TAIL! TOO POWERFUL! CAN'T HOLD IT BACK... AGHH!



ALMOST KNOCKED THE WIND OUT OF ME! I'LL PLAY POSSUM... PRETEND TO BE OUT! THEN, WHEN HE REACHES TOWARDS ME, I'LL GRAB HIM AGAIN!

I'VE WON! I'VE DEFEATED SPIDER-MAN AT LAST!

BY THE TIME HE COMES TO, I'LL BE SAFELY GONE! AND THE POLICE WILL PROBABLY HAVE FOUND HIM BY THEN!



IT DIDN'T WORK! THINKING HE'S BEATEN ME COMPLETELY, HE'S WILLING TO LEAVE ME FOR THE POLICE!

I MEAN NOTHING TO HIM PERSONALLY! HE FEELS SUPERIOR TO ALL HUMAN BEINGS!

BUT, I DON'T DARE LET HIM GET AWAY! I'VE GOT TO GO AFTER HIM AGAIN!

I'LL FOLLOW THESE UNDERGROUND TUNNELS TILL I REACH THE EDGE OF TOWN! THEN... NO ONE WILL EVER BE ABLE TO FIND ME!



HOLD IT, LIZ! YOU SHOULDN'T GO INTO A PLACE LIKE THAT WITHOUT GALOSHES!

YOU AGAIN!

WADDAYA MEAN "ME AGAIN"? I'VE ALWAYS BEEN ME!

HIS TAIL! IF I CAN JUST GET A GOOD GRIP..!



THERE! THAT'LL MAKE HIM MADDER THAN EVER!

HE'LL FORGET ABOUT ESCAPING...ABOUT GOING TO THE FLORIDA SWAMPLANDS...ABOUT EVERYTHING... EXCEPT MAKING ME PAY FOR THIS!

SPLUNCH!



NOW, ALL I'VE GOTTA DO IS STAY OUT OF HIS WAY... SO I LIVE TO TELL ABOUT THIS SOME TIME!

I'LL GET YOU! THERE'S NO PLACE YOU CAN RUN THAT I CAN'T FOLLOW!

YOU'LL NEVER GET AWAY FROM ME NOW!



GREAT! THAT'S JUST WHAT I WANTED TO HEAR!

BUT NOW WE'LL FIGHT ON MY TERMS...UP ABOVE...WHERE THERE'S ROOM FOR ME TO OPERATE!

OKAY, LIZ... COME 'N GET ME! I'M UP FOR GRABS!



HAVE YOU FORGOTTEN SO SOON? I CAN CLIMB WALLS, TOO!

AND DON'T I KNOW IT?!!



GREAT! JUST WHAT I WANTED! A CROWD IS GATHERING!

NOW, IF THEY'LL ONLY LOOK UP!



THERE'S SOMEONE ELSE UP THERE... SCALING THE WALL AFTER SPIDER-MAN!

THAT MEANS... HE'S NOT THE ONLY ONE WHO HAS A POWER LIKE THAT!

THEN MAYBE HE DIDN'T PULL THAT ROBBERY! IT COULD HAVE BEEN SOMEONE ELSE!

CONTINUED AFTER NEXT PAGE

YOU TRICKED ME! YOU WANTED THE CROWD BELOW TO SEE ME SCALE THAT WALL!



I'M ALSO ITCHING FOR A CHANCE...

AND THAT'S NOT ALL I WANTED!



...TO DO THIS!



..AND THIS!

I'VE GOT TO KEEP HAMMERING AT HIM... NO MATTER WHAT!



NO MATTER HOW STRONG HE IS, HE CAN'T FIGHT AS WELL AS... LUNHH!!

HIS TAIL! THE ONE THING I CAN'T COPE WITH...!

FALLING BACK.. CAN'T STOP...!!



EVEN YOU CAN'T SURVIVE SUCH A PLUNGE!!

SO...THE LIZARD WINS AT LAST!



BUT THEN...

NOT WHILE I CAN STILL SHOOT MY WEBBING, HE DOESN'T!



AGAIN YOU'VE SAVED YOURSELF BY A STROKE OF LUCK!

BUT YOU'VE ONLY WON A TEMPORARY RESPITE...!

I'LL FINISH YOU FOREVER BEFORE YOU CAN MOVE!



HE SLITHERED DOWN THAT WALL FASTER THAN A REAL LIZARD COULD HAVE DONE!

AND IT'S NOT HARD TO GUESS WHAT'S COMING NEXT!



HE SLICED THROUGH MY WEBBING... WITH ONE SWEEP OF HIS TAIL!



BUT, IT TAKES MORE THAN THAT TO MAKE THIS A SPIDEYLESS WORLD...!

WHISSST!



... SO LONG AS I CAN SHOOT A WEB MATTRESS OUT BENEATH ME IN TIME TO BREAK MY FALL!

FTUMM!



OH! THE WEBBING SAVED ME... BUT I STILL HIT TOO HARD!

DIDN'T HAVE TIME TO TWIST MY BODY AROUND... TO BREAK THE FALL...

IT'S SPIDER-MAN!

HOW'D HE EVER GET UP FROM A FALL LIKE THAT?

STAY WHERE YOU ARE! LET ME SEE THAT ARM... I'M A DOCTOR!

MY ARM... CAN'T MOVE IT! IT'S HURT... HURT REAL BAD...!



CAN'T GO DOWN THERE NOW! TOO MANY PEOPLE AROUND!

BUT, AT LEAST I PUT HIM OUT OF ACTION! HAH! HE'LL NEVER BE ABLE TO STOP ME NOW!



AND THEN, AS THE MURDEROUS, SUPER-POWERED MENACE SLITHERS AWAY INTO THE NIGHT...

BUT YOU MUSTN'T USE IT TILL THE SWELLING GOES DOWN! I'LL TAPE IT SECURELY FOR YOU!

THEN, I'LL TAKE YOU TO MY OFFICE WHERE I CAN GIVE YOU A COMPLETE PHYSICAL!

OH NO! TOO MUCH CHANCE OF A SMART MEDIC FIGURING OUT MY IDENTITY!

I'LL HELP YOU UP NOW...!

THE AMAZING SPIDER-MAN!

"SPIDEY SMASHES OUT!"



LAST TIME WE FOUGHT, I WASN'T ABLE TO STOP THE LIZARD WITH BOTH ARMS... SO NOW MY TASK WILL BE TWICE AS DANGEROUS! BUT... I'VE GOT TO TRY!

LAST ISH, WE SAW OUR FRIENDLY NEIGHBORHOOD SPIDER-MAN INJURE HIS ARM WHILE BATTLING THE DEADLY LIZARD! BUT, WITH HIS SUPER-POWERED FOE STILL AT LARGE, HOPING TO POPULATE THE ENTIRE WORLD WITH AN ARMY OF GIANT LIZARDS, SPIDEY KNOWS HE DARE NOT REMAIN HOME NURSING HIS WOUND... NO MATTER WHAT!

THAT NOISE... FROM AROUND THE CORNER! SOUNDS LIKE TROUBLE!

SKREEE!

STAN (THE MAN) LEE ... JOHN (RING-A-DING) ROMITA

ADVENTURE IN AGONIZING ACTION

LETTERING - SAM ROSEN ... COLOR - ANDY YANCHUS

BETTER START SEARCHING FOR THE LIZARD AGAIN!

AND, WITH ONE ARM OUT OF ACTION, IT'S EASIER TO USE A WEB BRIDGE THAN TO SWING AROUND TOWN!

NOW I KNOW HOW DAREDEVIL FEELS WHEN HE SKIPS ALONG THOSE TELEPHONE WIRES!

GLAD I REMEMBERED TO PICK UP MY CAMERA FROM WHERE I LEFT IT WHEN I LAST FOUGHT THE LIZARD!

MEANWHILE, ON THE OTHER SIDE OF TOWN, IN THE LABORATORY APARTMENT OF DR. CURTIS CONNORS, A SUDDEN NOISE AWAKENS HIS FITFULLY-SLEEPING WIFE!

THAT DULL, SCRAPING SOUND! LIKE A WINDOW BEING FORCED OPEN!

CAN IT BE... HIM... AT LAST?

AND... IF IT IS... WHAT CAN HE POSSIBLY WANT?

THIS IS THE LABORATORY... WHERE CONNORS KEEPS ALL HIS SERUMS AND CHEMICALS!*

I'LL FIND WHAT I NEED... IN HERE!

* WE TOLD YOU LAST ISH THAT THE LIZARD IS UNAWARE THAT HE ACTUALLY IS DR. CURT CONNORS... REMEMBER? ... STAN.

MY WORST FEARS... HAVE COME TRUE! HE IS THE LIZARD... ONCE AGAIN!

I KNOW HE WOULDN'T HARM BILLY... OR ME... BUT, WHAT IS HE LOOKING FOR?

I PRAY HE ISN'T AFTER THAT SAME, DEADLY LIZARD FORMULA AGAIN!!

I'VE GOT TO FIND CONNORS' NOTES! THE FORMULA WHICH TRANSFORMED ME INTO A HUMAN LIZARD MUST BE HERE SOMEWHERE!

ONCE I FIND IT, I'LL BE ABLE TO DROP IT INTO SWAMP WATERS EVERYWHERE... WATERS CONTAINING COUNTLESS MILLIONS OF CRAWLING REPTILES!

IN JUST A MATTER OF HOURS, I'LL HAVE A LIZARD ARMY, MIGHTY ENOUGH TO CONQUER ALL OF MANKIND!

BUT THEN, MOMENTS
LATER...

IT'S NO USE! I CAN'T
UNDERSTAND ANY OF
THIS STUPID SCIENTIFIC
GIBBERISH!

THE PAGES CONTAIN NOTHING
BUT CHEMICAL SYMBOLS...
NUMBERS...EQUATIONS!!
WHAT GOOD IS THAT TO
ME?!!

I'LL FIND ANOTHER
WAY! I'LL DO IT WITHOUT
HIS NOTES! I'VE GOT
THE STRENGTH...THE
POWER...TO ACCOMPLISH
ANYTHING!

THOP!

ALL I
HAVE TO
DO IS
FIND
CONNORS
HIMSELF!

I'LL FORCE
HIM TO GIVE ME
THE FORMULA...
BEFORE I
DESTROY
HIM!

WHILE, BACK AT THE MOONLIT ROOM...

MOM! WHAT WAS THAT NOISE?
SOMETHING WOKE ME UP!

IT WAS NOTHING,
BILLY DEAR! THE, EH...
THE WIND BLEW
SOME OF YOUR
FATHER'S BEAKERS
OVER!

BUT I CLOSED
THE WINDOWS...
YOU'LL BE ABLE TO
GO BACK TO SLEEP
AGAIN!

I FEEL SO ALONE... SO
HELPLESS! MY OWN DEAR,
WONDERFUL HUSBAND...
TRANSFORMED INTO A LIVING
MONSTER!

WHOM CAN I TURN
TO? WHAT CAN I DO?
HOW CAN I PROTECT BILLY
FROM KNOWING THE
TRUTH?

IF ONLY I
KNEW WHERE
TO FIND
SPIDER-
MAN!

MOM...DID
YOU...EVER
FEEL
SCARED...
WITHOUT
KNOWING
WHY...??

I DON'T HAVE TO ACTUALLY SIGHT HIM...

...IF I MANAGE TO GET ANYWHERE NEAR HIM, MY SPIDER SENSE IS SURE TO TINGLE!



BUT, AS THE LONG, WEARISOME HOURS OF SEARCHING WEAR ON...

I'VE COVERED EVERY TYPE OF PLACE THE LIZARD WOULD HOLE UP IN...



...BUT, STILL NOT A TRACE OF HIM!

FINALLY...

IT'S A LONG SHOT, BUT I'D BETTER NOT OVERLOOK THE ZOO!



THIS WAS MY LAST HOPE, BUT HE'S NOT HERE, EITHER!

I SHOULD HAVE FIGURED THERE WOULDN'T BE ENOUGH LIZARDS IN HERE TO MAKE IT WORTH HIS WHILE!

HE WANTS TO TAKE COMMAND OF THOUSANDS OF THEM!



BUT, WAIT! WHAT'S THAT SIGN?

OF COURSE! THAT MUST BE WHAT KEPT HIM IN TOWN!

THE TRAIN FOR PHILLY LEAVES IN AN HOUR! IF I HURRY... I CAN STILL MAKE IT!

LAST DAY!
* EXHIBIT *
WORLD'S LARGEST
COLLECTION OF
REPTILES!

WILL NEXT BE SEEN
AT EXHIBITION HALL
IN PHILADELPHIA!

WRITE TO REPTILE RESEARCH
FOUNDATION FOR FREE
EXHIBIT SCHEDULE



THEN, EXACTLY FORTY-EIGHT MINUTES LATER...

MY SPIDER-SENSE IS TINGLING! I'VE FOUND HIM!

I MIGHT HAVE BEEN LUCKIER IF I DIDN'T... BUT I CAN'T TURN BACK NOW!





I KNEW IT! THERE HE IS!

TOO LATE! HE TURNED TOO QUICKLY! HE SEES ME!

SPIDER-MAN!

GOT TO TACKLE HIM FAST... BEFORE HE...

NOW ONLY MY SPEED CAN DO THE TRICK!



THROW!

YOU KNOW IT, MISTER!



I'VE GOT TO KEEP GOING! CAN'T LET UP THE ATTACK... NOT FOR A SECOND!

HE MUSTN'T MANAGE TO GET THE UPPER HAND... NOT WHILE I CAN ONLY USE ONE ARM!

BUT, HIS REPTILIAN SKIN IS LIKE A COAT OF ARMOR! I CAN KNOCK HIM DOWN... BUT I CAN'T HURT HIM!

HOW DO YOU BEAT SOME-ONE WHO DOESN'T FEEL YOUR PUNCHES?

THEN, AS IF IN ANSWER TO SPIDEY'S SILENT QUESTION...

TAPT!

YOU BRAINLESS, BUMBLING FOOL! NOW YOU'LL LEARN YOUR LESSON... YOUR FINAL LESSON!

WHEN YOUR TWO ARMS WERE HELPLESS AGAINST ME BEFORE, WHAT DID YOU EXPECT TO ACCOMPLISH NOW?

UGH!! HIS TAIL! COULDN'T DODGE IT IN TIME...

THIS TIME YOU WON'T ESCAPE ME ALIVE! I'LL SEE TO IT THAT YOU NEVER INTERFERE WITH ME AGAIN!

SPRUNCH!

I DID IT! I MADE HIM DROP THE PIECE OF RAIL! BUT THE ODDS ARE STILL ALL ON HIS SIDE!

I CAN'T STOP MYSELF FROM PULLING MY PUNCHES... KNOWING HE'S REALLY CURT CONNORS!

NOT IF MY SPIDER-SPEED DOESN'T FAIL ME, YOU WON'T!

BUT THE LIZARD HAS NO SUCH SCRUPLES... AS HE STRIKES BACK WITH EVERY IOTA OF POWER HE POSSESSES...

YOUR SKIN IS NOTHING BUT WEAK, HUMAN FLESH... WHAT CHANCE CAN YOU HAVE AGAINST MY POUNDING REPTILE FISTS?!!

THOP!

EVERYTHING SPINNING 'ROUND... CAN'T BREAK FREE IN TIME...

THE AMAZING SPIDER-MAN! HAH!

TO ME, YOUR POWER IS A JOKE!

HAVE TO STAY LIMP... PREPARE FOR IMPACT!

MUSTN'T LAND ON WEAK ARM...!

BUT YOU'LL BE IN NO CONDITION TO LAUGH!

BWAK!

UNHHH!!

AT LEAST... I MANAGED TO RELAX... LETTING MY MUSCLES CUSHION MOST OF THE SHOCK!

SO! YOU STILL LIVE!

BAH! NO NEED TO WASTE ANY MORE OF MY STRENGTH ON YOU!

NOT WHEN MY COUNTLESS POWERFUL ALLIES CAN DO THE JOB FOR ME!

THRAK!

WHA... WHAT'S HE DOING NOW??


A rooftop scene where Dr. Octopus, a green-skinned man in a white lab coat and pink pants, stands amidst a chaotic environment of wooden planks and debris. He is surrounded by several large, yellow and green striped reptiles, including crocodiles and snakes. Spider-Man, in his iconic blue and red suit, is seen in the background, having just been struck by a bright yellow energy blast from Dr. Octopus. The scene is set against a red brick building.

AFTER HIM, MY BEAUTIES!
DEATH TO OUR ARCH-ENEMY!
YOUR MASTER COMMANDS...
DESTROY SPIDER-MAN!

THE REPTILES! THEN,
THEY WERE WHAT YOU WERE
AFTER ALL ALONG!

OF COURSE!
THEY'RE THE START
OF MY FUTURE ARMY...
AN ARMY OF BILLIONS...
WHICH CAN ENSLAVE...
OR DESTROY ALL
OF MANKIND!

HE'S TOO FAR
GONE TO REMEMBER
THAT HIS OWN WIFE
AND SON ARE
AMONG THOSE HE
WANTS TO DESTROY!

Spider-Man is shown from a rear-three-quarter view, looking towards Dr. Octopus. He is surrounded by a large number of the same yellow and green striped reptiles. Dr. Octopus stands in the center-right, gesturing towards Spider-Man. The background shows a red brick wall and a window with wooden planks protruding from it. The ground is covered in debris and more reptiles.

BUT, I'VE NO TIME TO WORRY ABOUT
THAT NOW! I'VE ONLY GOT SECONDS
TO FIGURE OUT HOW TO HANDLE ALL
THIS... AND SAVE MYSELF!

HIS POWER IS UNCANNY!
THE REPTILES ACTUALLY OBEY
HIM! NO WONDER HE THINKS
HIS INSANE PLAN CAN
SUCCEED!

HE IS OUR ENEMY! WE
WILL NEVER BE SAFE SO
LONG AS SPIDER-MAN
LIVES! ATTACK HIM!
ATTACK! HE CANNOT
ESCAPE US ALL!

THE CROC IS CLOSEST TO ME... I CAN TAKE CARE OF HIM BY WEBBING HIS JAWS SHUT!

BUT, THERE'S NOT ENOUGH WEB FLUID IN THE WORLD TO STOP THEM ALL!

FASTER! ATTACK HIM FASTER!

OVERWHELM HIM BY SHEER FORCE OF NUMBERS! SPIDER-MAN MUST DIE!

PHITTTT!

BUT, SINCE OUR PRIME PURPOSE IS ENTERTAINMENT, LET'S TURN TO PLEASANTER MATTERS. FOR JUST A BRIEF MOMENT OR TWO... AS WE VISIT THE HOME OF MRS. ANNA WATSON...

I'M GOING TO THE FRENZY WILLE A GO-GO, AUNT ANNA! IF THE BEATLES CALL, TELL THEM I WON'T BE LONG!

OH! DO YOU KNOW THE BEATLES, DEAR?

OF COURSE NOT! BUT I BELIEVE IN POSITIVE THINKING!

BY THE WAY, I'M BRINGING A POT OF VEGETABLE SOUP OVER TO PETER PARKER.

WOULD YOU LIKE TO WALK ME THERE, MARY JANE?

SURE THING! I'M HEADED IN THAT DIRECTION, ANYWAY!

I'M SO GLAD YOU AND PETER ARE FRIENDS! HE'S THE NICEST BOY... AND MRS. PARKER IS MY DEAREST FRIEND!

HE'S JUST THE LEAST LITTLE BIT SQUARE.. BUT, OUTSIDE OF THAT, HE REALLY TURNS ME ON!

I'LL BET HE'D BE A REAL SWINGER IF HE'D LET HIMSELF GO!

HOWEVER, A FEW MINUTES LATER...

THAT'S STRANGE! THERE'S NO ONE HOME! I DIDN'T THINK HE WAS THE TYPE TO GO OUT AT NIGHT!

WHY NOT? HE WALKS... HE BREATHES, DOESN'T HE?

WELL, I'VE GOTTA DASH NOW, AUNT ANNA!

IF I RUN INTO HIM AT THE DISKO, I'LL TELL HIM WHAT HE MISSED!

BUT, THE WAY THINGS LOOK RIGHT NOW, PETER PARKER WOULD PROBABLY BE THE LAST ONE MARY JANE, OR ANYBODY, WOULD RUN INTO AT A DISCOTHEQUE...

THE LIZARD MUST REALLY BE ENJOYING THIS!

HE FIGURES THAT HE CAN'T LOSE! EVEN IF I MANAGE TO ESCAPE THE REPTILES, I'LL BE SO EXHAUSTED THAT HE CAN FINISH ME OFF IN A BREEZE!

BUT, I CAN'T GIVE UP! THERE'S A LOT MORE AT STAKE THAN JUST THE LIFE OF ONE PART-TIME WEBHEAD!

MORE CROCS COMING! IF I CAN JUST DISLodge THIS EARTHGROWN EARTHWORM IN TIME...!



LOOK OUT, MY PETS....!

KNOCK IT OFF, LIZ! THEY'RE DOING FINE WITHOUT HELP FROM YOU!

WHEW! I DID IT... JUST IN TIME!

FTAPPPP!

NOW... IF I CAN GRAB THE CROC'S TAIL....!



GOT IT!

OKAY--HANG ON, LITTLE FRIEND! YOU'RE GONNA DO THE WORK OF A SECOND ARM FOR ME!



IT'S WORKING! BY USING THE CROC AS A GIANT WHIP, I'M ABLE TO HOLD THE REST OF THEM AT BAY!

BUT, I CAN'T KEEP IT UP FOREVER! I'VE STILL GOT TO FIND A WAY TO BEAT THE LIZARD... ONLY THEN WILL THE REPTILE DANGER BE ENDED!

UH OH! I DON'T GET IT! HE'S SIGNALING THE OTHERS BACK-- BACK INTO THE TRAIN! NOW WHAT'S HE UP TO?



THE TRAIN'S LEAVING... STARTING TO PULL OUT!

HE MUST HAVE LOST INTEREST IN ME! I'VE DELAYED HIM FOR TOO LONG! HE WANTS TO GET ON WITH HIS MASTER PLAN!

I'VE WASTED ENOUGH TIME ON YOU, SPIDER-MAN!

I'LL TAKE MY PETS BACK TO THE SWAMPLAND... WHERE THEY'LL HELP ME RECRUIT MILLIONS MORE!

THEN, EVEN YOU WON'T BE ABLE TO STOP ME!



OH, NO! I'VE SEEN THIS THROUGH TOO FAR TO LET MYSELF BE PUSHED OUT NOW!

THIS HAS GOTTA BE THE END OF THE LINE, LIZ... FOR ONE OF US!



VERY WELL, THEN! SINCE I CANNOT LOSE... THEN YOU MUST BE THE ONE!

THWAT!

NOT THIS TIME, MISTER!



BRACK!

I'VE FINALLY THOUGHT OF A WAY TO BEAT HIM! MY STRENGTH ALONE CAN'T DO IT... BUT, IF I CAN MAKE HIM MAD ENOUGH... KEEP HIM FOLLOWING ME...!



C'MON, LIZ! IF YOU'RE AS GREAT AS YOU SAY, WHAT'RE YOU WAITING FOR?

NONE OF US IS GETTING ANY YOUNGER, Y'KNOW!

WANT ME TO TIE MY OTHER HAND BEHIND MY BACK?

OR, MAYBE YOU'D LIKE A NEW RULE? SOMETHING LIKE... NO FOOTSIES!



SO! YOU DARE TO MOCK ME, DO YOU?

YEP! THAT'S ABOUT THE SIZE OF IT, DAD!

SO FAR, SO GOOD! I'VE NEVER SEEN HIM SO MAD!



STAND STILL, YOU WEAKLINGS!

STAND THERE AND FIGHT!

I'D LOVE TO, LIZ... BUT I'M JUST A BUNDLE OF NERVES!

HOW ABOUT IF WE JUST CALL EACH OTHER NASTY NAMES?

THIS IS WHAT I WANTED! HE'S SO FILLED WITH RAGE, THAT HE'S FORGOTTEN EVERYTHING ELSE!



NOW, UNLESS THIS TRAIN IS MISSING THE ONE THING I NEED, THE NEXT FEW MINUTES WILL TELL THE STORY!

I TELL YOU WHAT, LIZ... IF YOU CAN CATCH ME, I'LL GIVE YOU A GOLD STAR! AND TWO GOLD STARS ADD UP TO THE WHOLE BALL GAME!

OF COURSE I CAN CATCH YOU! THERE'S NO PLACE ELSE FOR YOU TO RUN TO!

YOU SHOULD HAVE STAYED BEHIND WHEN YOU HAD THE CHANCE... NOW, IT'S TOO LATE... FOR ANYTHING!



AHH... THIS IS THE CAR I WANT!

ALTHOUGH, JUDGING BY THE WAY HE LOOKS, IT WOULD TAKE AN ARMY TO STOP HIM!

NOW... IF HE'LL JUST BE SURE TO FOLLOW ME DOWN!



YOU'VE OUTSMARTED YOURSELF AT LAST! I'LL NEVER LET YOU LEAVE HERE ALIVE!

I DON'T KNOW WHERE YOU'RE HIDING, BUT I'VE ALL THE TIME IN THE WORLD TO FIND YOU... AND THIS TIME I'LL FINISH YOU OFF... FOREVER!



SLAM!

I'M RIGHT UP HERE BEHIND YOU... WAITING PATIENTLY LIKE A GOOD SPIDER-MAN SHOULD!

BUT, YOU'VE GOT ONE THING WRONG... IT'S YOU WHO'VE OUTSMARTED YOURSELF, NOT ME!

WITH THE CLOSING OF THAT LID... MY TRAP IS SPRUNG!

THIS IS MY LAST GAMBLE! IF IT DOESN'T WORK, I'M A GONER!



I'VE GOT TO KEEP HIM TOO BUSY TO THINK!

IF HE REALIZES WHERE HE IS, HE COULD ESCAPE BY SMASHING THROUGH THE WALL OF THE CAR!

BOOM!



EVEN THOUGH I CAN'T REALLY HURT HIM, MY PUNCHES CAN STILL DRIVE HIM BACK... KEEP HIM GROGGY!

I NEED ONLY A FEW MORE MINUTES! FOR ONCE, TIME IS ON MY SIDE!

THRAK!



HE BROKE AWAY FROM ME! HE'S BRACING FOR AN ATTACK!

I CAN'T KEEP DODGING HIS TAIL AT SUCH CLOSE QUARTERS! THIS IS THE PAYOFF!

NEVER AGAIN WILL YOU STRIKE THE LIZARD! I'M GOING TO DESTROY YOU NOW!



IT WILL ONLY TAKE ONE SWEEP OF MY TAIL TO... TO... WHA-??

THAT WAS A MIGHTY WEAK SWEEP, LIZ! MAYBE YOU OUGHT TO USE A BROOM!

MY GAMBLE PAID OFF! HIS STRENGTH IS EBGING... AS I KNEW IT WOULD!



WHAT'S HAPPENING TO ME? I... I'M GROWING WEAK...

BUT, I'VE STILL GOT POWER ENOUGH... TO FINISH YOU...!

THINK SO?



I DON'T!

YOU FORGOT ONE LITTLE FACT... ONE FACT THAT MEANT THE DIFFERENCE BETWEEN VICTORY... OR DEFEAT!

LIZARDS FLOURISH IN WARM TEMPERATURES...



BUT, EXTREME COLD, SUCH AS YOU'LL FIND IN A REFRIGERATOR CAR, IS THE ONE THING THAT WILL WEAKEN A BIG, BAD, LACERTILIAN REPTILE!

TSK! I WISH YOU WOULDN'T FALL ASLEEP WHILE I'M LECTURING YOU!

The SECRET of SPIDER-MAN'S MASK

PERHAPS YOU ARE ONE OF THE MANY READERS WHO HAVE WRITTEN US TO ASK WHY SPIDEY'S EYES DON'T SHOW THROUGH HIS MASK'S EYELETS? WELL, THERE REALLY IS A REASON!



THE WHITE AREAS IN SPIDEY'S EYE CUT-OUTS ON HIS MASK ARE REALLY CLEVER PLASTIC LENSES OF THE TWO-WAY MIRROR TYPE! HE CAN SEE OUT VERY CLEARLY, BUT NO ONE CAN SEE IN! THEREFORE, HE CAN NEVER BE RECOGNIZED BY THE COLOR OF HIS EYES!



THESE INGENUOUS PLASTIC LENSES ALSO PROTECT HIS EYES FROM DUST, DIRT, AND THE GLARE OF THE SUN!

SPIDEY'S COSTUME



SPIDER-MAN'S COLORFUL HEAD-MASK CONCEALS HIS FEATURES AND ALSO EFFECTIVELY MUFFLES HIS VOICE, MAKING IT UNRECOGNIZABLE!

LIGHT IN WEIGHT AND SKIN-TIGHT, HIS COSTUME MAY EASILY BE WORN UNDER HIS STREET CLOTHES!

SPIDEY'S HIGH SLEEVES PREVENT HIS COSTUME FROM BEING NOTICED IF EVER HIS SHIRT-SLEEVES SHOULD BECOME OPEN AT THE CUFFS!



DESIGNED LIKE AN EXPANSION WATCH-BAND, SPIDEY'S WEB-SHOOTER IS EXTREMELY FLEXIBLE! THE POINTER SWIVELS AROUND AND HOOKS ONTO HIS BELT WHEN NOT IN USE!

SO LIGHTWEIGHT ARE HIS SHOES THAT THEY CAN BE FOLDED AND HELD SNUGLY IN HIS BACK POCKET!

MARVEL'S MERRY MADMEN ARE EXCEPTIONALLY PROUD OF STEVE DITKO'S SUPERB PORTRAYAL OF SPIDER-MAN IN ACTION, DRAWN ESPECIALLY TO DEMONSTRATE HIS AGILITY AND HIS ALMOST UNBELIEVABLE POWERS OF COORDINATION! AS A FAST-MOVING, QUICK-THINKING ACROBATIC STUNT-MAN, THE OL' WEB-SPINNER IS UNDENIABLY WITHOUT PEER... JUST AS SENSATIONAL STEVE IS TOPS IN PRESENTING SPIDEY'S UNIQUE BRAND OF LIGHTNING-SWIFT ACTION!

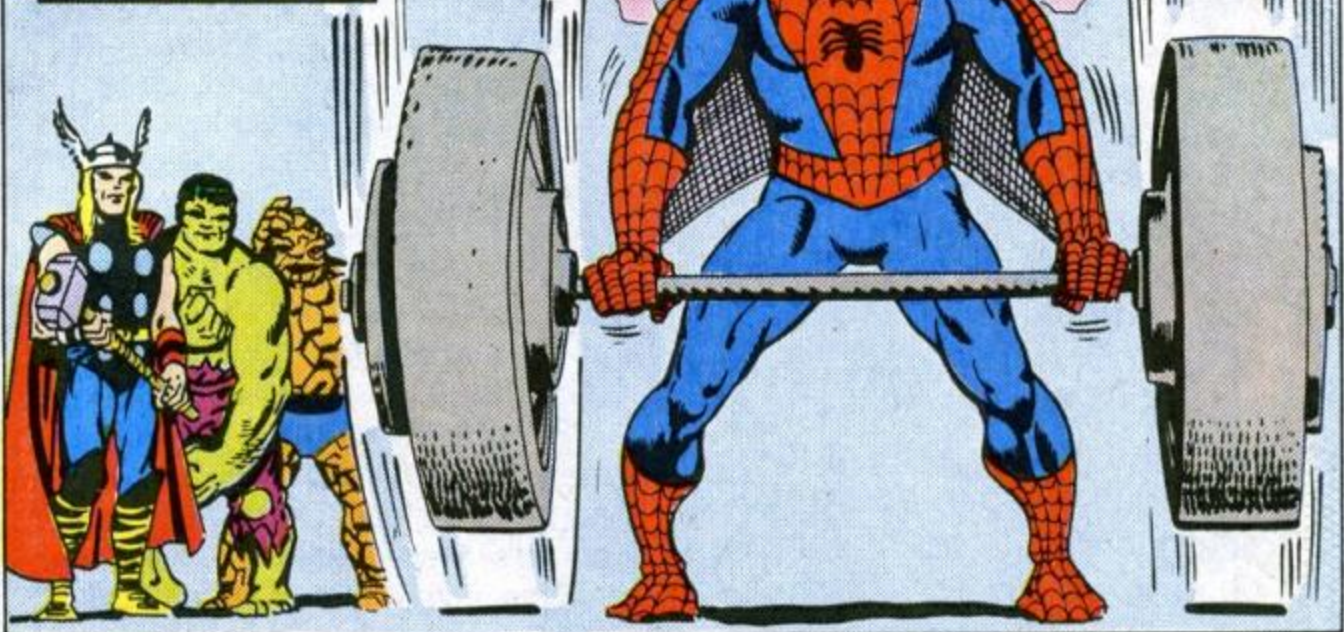
**START
HERE**

FOR
SPIDEY'S
LIVING
ACTION

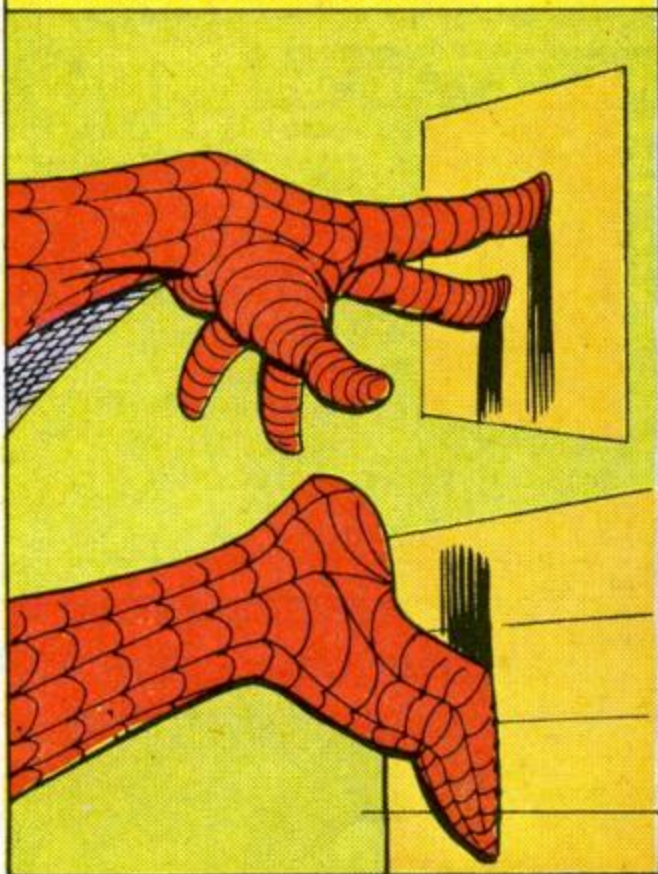
DEMONSTRATION



HAVING THE PROPORTIONATE STRENGTH OF A SPIDER, SPIDER-MAN IS ONE OF THE MOST POWERFUL SUPER-HEROES! ONLY THOR, THE HULK AND THE THING HAVE GREATER STRENGTH! (AND WE MUST REMEMBER THAT PETER PARKER IS STILL A TEEN-AGER, NOT HAVING QUITE REACHED HIS FULL MATURITY YET.)



ONE OF SPIDER-MAN'S MOST VALUABLE ASSETS IS HIS **CLINGING ABILITY!** LIKE A GIANT HUMAN SPIDER, HIS HANDS AND FEET SUPPORT HIM AGAINST THE PULL OF GRAVITY AS THOUGH THEY HAVE THOUSANDS OF TINY SUCTION CUPS!



NO MATTER HOW SMOOTH A SURFACE MAY BE... NO MATTER HOW HIGH, OR HOW PRECARIOUS IT MAY BE, ANY AREA THAT AN ACTUAL SPIDER CAN CLING TO, CAN ALSO SUPPORT THE AMAZING TEEN-AGE ADVENTURER!

