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

SURE, YOU'VE READ MANY STORIES ABOUT MANY DIFFERENT MAGAZINE HEROES! BUT THERE'S NEVER BEEN A STORY LIKE THIS ONE -- BECAUSE THERE'S NEVER BEEN A HERO LIKE -- SPIDER-MAN!
OUR SCENE IS THE BEDROOM OF PETER PARKER, THE TEEN-AGE STUDENT WHOM MANY CONSIDER TO BE A SHY BOOKWORM... BUT, OH, IF THEY ONLY KNEW!

UNCLE BEN IS DEAD! AND ALL BECAUSE I WAS TOO LATE TO SAVE HIM!

MY SPIDER-MAN COSTUME! I WISH THERE WERE NO SUCH THING!

OUCH!

IT ALL STARTED WHEN I WAS BITTED BY A RADIO-ACTIVE SPIDER...

AND I FOUND MYSELF POSSESSED OF A SPIDER'S POWERS! SO I DESIGNED A COSTUME TO GO INTO SHOW BUSINESS AND CASH IN!

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

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

HE WON'T ESCAPE SPIDERMAN!

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

GOT YOU!

AND WHAT'S WORSE, WITHOUT UNCLE BEN, WE'VE NO MONEY TO PAY OUR BILLS!

PLEASE GIVE ME A LITTLE MORE TIME! I'LL PAY THE RENT NEXT WEEK, IF YOU'LL ONLY WAIT!

AND NOW, UNCLE BEN IS GONE, AND AUNT MAY AND I ARE ALONE.
AND SO... AUNT MAY, THERE'S ONLY ONE THING TO DO! I'VE GOT TO QUIT SCHOOL AND GET A JOB!

NO, PETER, YOU MUSTN'T! YOUR UNCLE ALWAYS DREAMED OF YOU BEING A SCIENTIST SOME DAY! YOU MUST CONTINUE YOUR STUDIES!

BUT I'VE GOT TO HELP AUNT MAY SOMEHOW! WAIT! WITH MY POWERS AS SPIDER-MAN, I CAN DO ANYTHING!

I CAN GO ANYWHERE! NO ONE, NOTHING CAN STOP ME!

ANY AMOUNT OF MONEY COULD BE MINE -- JUST FOR THE TAKING!

BUT NO! WHAT AM I THINKING OF?? I'M NO CRIMINAL! I'M NOT A THIEF! BESIDES, IF I WERE EVER ARRESTED AND IMPRISONED, IT WOULD BREAK AUNT MAY'S HEART!

NO! THERE'S ONLY ONE OTHER WAY! I'VE GOT TO PERFORM AGAIN! I'VE GOT TO BRING MY SPIDER-MAN ACT BEFORE THE PUBLIC ONCE MORE! I'LL CALL A BOOKING AGENT TONIGHT!

A FEW DAYS LATER... AT SCHOOL...

HEY, GANG! LOOK! SPIDER-MAN'S GONNA PUT ON A SHOW AT THE TOWN HALL TONIGHT!

AND THE ADMISSION IS ONLY A DOLLAR!

COUNT ME OUT, KIDS! I CAN'T MAKE IT!

WE MIGHT HAVE KNOWN! HE'D RATHER STUDY!

AW, WHO NEEDS THAT WALKIN' BOOKWORM ANYWAY!

IT'LL BE MORE FUN WITHOUT HIM!
That night, as the audience is amazed by Spider-Man’s prowess, none suspect the real reason that Peter Parker couldn’t be in the audience...

I couldn’t very well be doing this act and sitting in the audience also!

Finally, after the show...

It’s time to pay you, Spider-Man, but I can’t give you cash. I’ve got to give you a check, so there’s a record for taxes! What name should I write the check out to?

Name?? I can’t tell you my real name! No one must know my identity!

Just make out the check to Spider-Man?

Okay, you’re the boss, but you’ll have a mighty tough time cashing it!

A tough time cashing it, eh? Well, we’ll just see about that!

I’d like to cash this check!

I’ll have to see some identification!

What about my costume?

Don’t be silly! Anyone can wear a costume! Do you have a social security card, or a driver’s license in the name of Spider-Man?

But, as Spider-Man finds that he cannot cash his desperately-needed check, just across town, a man at a typewriter is making still more trouble for him!

And, the next night...

Might as well go on back where you came from, Spider-Man! There’ll be no show tonight—or any night? Why? What happened?
This happened! Look at this editorial! The paper has everyone so steam-ed up, they'll probably toss you in jail if you show your face!

But why? What have they got against me? What have I done?

But, not satisfied with merely writing editorials, J. Jonah Jameson, publisher of the powerful "Daily Bugle" delivers lectures all over town...

We cannot allow that masked menace to take the law into his own hands! He is a bad influence on our youngsters!

Children may try to imitate his fantastic feats!

Think what would happen if they make a hero out of this lawless, inhuman monster! We must not permit it!

"I say that Spider-Man must be outlawed. There is no place for such a dangerous creature in our fair city."

The youth of this nation must learn to respect real heroes—men such as my son, John Jameson, the test pilot! Not selfish freaks such as Spider-Man—a masked menace who refuses to even let us know his true identity.

I don't get it! How do other superhuman guys, like the fantastic four and the ant-man, get away with it? Nobody bothers them! And they always seem to make enough dough!

Bah! I don't even believe that there is a Spider-Man! It's all a publicity stunt!
WELL, IF I CAN'T MAKE A LIVING AS SPIDER-MAN, THE ONLY OTHER THING TO DO IS FIND A PART-TIME JOB. I'LL TAKE A LOOK THRU THE WANT ADS...

BUT AGAIN PETER PARKER MEETS WITH FRUSTRATION...

SORRY, SONNY! I AIN'T LOOKIN' FOR A SCHOOL KID. THE JOB I ADVERTISED IS FOR A MAN!

EXTRA! JOHN JAMESON ABOUT TO ORBIT EARTH IN ROCKET!

BUT...

EXTRA! JOHN JAMESON, SON OF THE PUBLISHER OF THE "DAILY BUGLE" ABOUT TO ORBIT EARTH!

OH, NO! SHE'S Pawning her jewelry!

She must be desperate for money. But she doesn't want me to know. She doesn't want to worry me!

For me! She's doing it all for me! And there's no way I can repay her. No way I can help her. I can't even find a job!

It's all his fault! Because of him, I can't perform in public as the Spider-Man!

But I can't give up! I've got to earn some money—somehow!

I can't let Aunt May down. Even if it means the Spider-Man will again stalk the city by night!

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

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

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

I SUPPOSE SO...

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

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

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

GOOD LUCK TO YOU, BOY!

MINUTES LATER, THE CAPSULE, WITH JOHN JAMESON INSIDE, IS SET IN ORBIT BY A PERFECT LAUNCH...
But then, disaster strikes! A small section of the forward guidance package breaks loose from the capsule, and falls into space...

Without this essential guidance unit, the capsule goes into an erratic orbit, completely out of control!

Something's wrong. I can't control her!

Meanwhile, miles away...

Capsule is out of control, sir! Component 24-3B has broken loose! Condition red!

What's that?? Without the missing part he will continue to go into lower and lower orbit until he crashes to earth!

Gentlemen, we haven't much time! We must find some way to save John Jameson's life, even though the capsule is doomed!

Acting with desperate speed, the space technicians attempt to drop a steel net to catch the capsule, but with no success!

A complete miss! We've got to find a better way!

While, unsuspected by all, a better way does exist! In the form of Peter Parker, who has observed the entire dramatic event...

There's only one person who can save John Jameson...
AND THAT IS SPIDER-MAN!

I'VE GOT TO REACH THE MISSILE CONTROL CENTER THE FASTEST WAY—THE WAY THAT ONLY SPIDER-MAN CAN TAKE!

MADE IT! AND NOW...

YOU'RE WRONG! THERE IS A WAY!

WE HAVE A SPARE 24-3B GUIDANCE UNIT... BUT THERE IS NO WAY TO GET IT TO JAMESON IN TIME!

LET ME HAVE THE MISSING UNIT! I'LL GET IT TO THE CAPSULE SOMEHOW!

VERY WELL! WE HAVE NOTHING TO LOSE! THERE IS NO WAY WE CAN DO IT!

SPIDER-MAN—BAH! HE'S JUST A PUBLICITY-SEEKING PHONY! HE'S TRYING TO GRAB A HEADLINE! WHAT CAN HE DO?

INSTEAD OF FLAPPING YOUR LIPS, MISTER—JUST WATCH AND SEE WHAT I CAN DO!
Within seconds, the mighty costumed figure has commandeered a plane and a pilot, as they take to the air...

I'll probably be grounded forever for doing this, Spider-Man, but I got a hunch that if anyone can save that poor joker, you're the guy!

Here comes the capsule now! But we could never catch it!

We don't have to catch it!

Wait! What are you gonna do?

I've got to hitch a ride on that thing as it passes by!

This will be my first and last chance! If it doesn't work, look out below!
HERE GOES!

TWNNG!

I HIT IT?

UGH -- I'VE GOT TO PULL MYSELF UP -- FIGHTING AGAINST ALL THIS WIND RESISTANCE!

MUSTN'T LET GO!

EVEN MY STRENGTH CAN JUST BARELY DO IT!

THERE? I REACHED IT! BUT NOW...

THE CAPSULE IS LOSING ALTITUDE DANGEROUSLY! CAN I ATTACH THE MISSING UNIT IN TIME?!!
WHAT A LUCKY BREAK! IT FIT IN PLACE AS SMOOTH AS SILK!

AND, WITHIN THE CAPSULE...

CAPSULE UNDER MANUAL CONTROL AGAIN! WILL EJECT CHUTE AND LAND IMMEDIATELY!

HE'S SAFE! I DID IT!
SPIDER-MAN SUCCEEDED! THE CAPSULE IS ABOUT TO LAND!
MY BOY! HE'S SAFE!

THIS IS AS GOOD A TIME AS ANY FOR ME TO GET OFF! I'LL BET I'M THE ONLY LIVING PERSON WHO EVER HAD A RIDE LIKE THAT BEFORE!

I'D BETTER MAKE MYSELF SCARCE NOW! I'D JUST BE EMBARRASSED IF EVERYONE WANTS TO CONGRATULATE ME AND MAKE A BIG FUSS ABOUT WHAT I'VE DONE!

ANYWAY, FROM NOW ON I GUESS I SHOULDN'T HAVE ANY TROUBLE ABOUT PERFORMING IN PUBLIC! I'LL BET EVEN MISTER JAMESON HIMSELF WOULD HIRE ME!

BUT, WHEN HE READS THE NEXT EDITION OF THE NEWSPAPER, PETER PARKER IS ASTOUNDED TO SEE...

OH, NO! IT CAN'T BE!

IT ISN'T POSSIBLE! WHY? WHY? WHY??

5th DAILY BUGLE

THIS NEWSPAPER DEMANDS THAT SPIDER-MAN BE ARRESTED AND PROSECUTED!

Editorial by: J. JONAH JAMESON
IT WAS ALL A PLOT BY SPIDER-MAN TO STEAL THE SPOTLIGHT FROM MY SON! I ACCUSE SPIDER-MAN HIMSELF OF SABOTAGING THE CAPSULE SO THAT THE GUIDANCE UNIT WOULD FALL OFF!

SPIDER-MAN UNLAWFULLY BROKE INTO A MILITARY BASE AND CO-MANDED THE PLANE BY FORCE!

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

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

THEY FEAR ME MORE THAN EVER NOW!

SPIDER-MAN OUGHTTA BE RUN OUT OF THE COUNTRY!

AND HOW!

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

WANTED

CAUTION: HE IS DANGEROUS

REPORT HIM TO NEAREST FBI OFFICE

SPIDER-MAN

REWARD FOR HIS CAPTURE

OH DEAR, I CERTAINLY HOPE THEY FIND THAT HORBIBLE SPIDER-MAN AND LOCK HIM UP BEFORE HE CAN DO ANY HARM!

WHAT DO I DO NOW?

WHAT CAN I PROVE I'M NOT DANGEROUS?

HOW CAN I CONVINCE PEOPLE THAT I WASN'T RESPONSIBLE FOR THE FAILURE OF THAT CAPSULE?

EVERYTHING I DO AS SPIDER-MAN SEEMS TO TURN OUT WRONG!

WHAT GOOD IS MY FANTASTIC POWER IF I CANNOT USE IT??

OR, MUST I BE FORCED TO BECOME WHAT THEY ACCUSE ME OF BEING??

MUST I REALLY BECOME A MENACE? PERHAPS--THAT IS THE ONLY COURSE LEFT FOR ME!

AND SO, A LONELY BOY SITS AND SPORES, WITH THE FATE OF SOCIETY AT STAKE! WHAT WILL HIS DECISION BE? WHAT WILL SPIDER-MAN DO NEXT?? ONLY TIME WILL TELL!

The END
SPIDER-MAN

VS. THE CHAMELEON!

How can you defeat a man who can change his identity before you can catch him?? Perhaps you don't know the answer, but the Spider-Man was determined to find out--no matter WHAT the cost!

EXTRA BONUS EXTRA!!

In this same amazing tale you will meet America's most famous, most colorful group of super-adventurers--THE FANTASTIC FOUR!!

SCRIPT........... STAN LEE
ART............. STEVE DITKO
LETTERING........ JOHN DUFFI
WE KNOW HIM AS PETER PARKER ... BUT THE WORLD KNOWS HIM ONLY AS SPIDER-MAN!

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

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

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

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

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

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

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

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

HERE GOES NOTHING!

MEANWHILE, DOWN BELOW...

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

HE BALANCES HIMSELF ON THAT FANTASTIC SPIDER WEB LIKE A HUMAN SPIDER!

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

HE'S HEAD-ING FOR THE STRAND OF WEB! SOMEONE IS TRYING TO SNEAK IN!

HE MUST BE SOME KINDA NUT TO THINK HE CAN TAKE US BY SURPRISE!
There's his picture on our view-plate! It's Spider-Man!

Why didn't he phone for an appointment, like anyone else? 'Cause he's a teen-age cornball show-off, just like the Torch!

How obliging of them to leave a window open for me! This is a breeze!

Activate defense measure B, just to be safe!

Greetings, group! You shouldn't make it so easy for people to drop in on ya!

Got news for you, loud-mouth... it ain't that easy!

What? A plexi-glass cage! Dropped from the ceiling!

This gizmo may keep out the riff-raff gruesome, but it's a joke to me!

That device cost us thousands if you wreck it...

Don't worry, rubber-face! This squirt's gonna be taught some manners, right now!

Oyin! Ya big ape--who do ya think you're pushin' around?

Did ya forget you're messin' with a guy who has the proportionate strength of a spider?

Now hold it, son! We don't want to fight with any strangers--at least, not till we know what we're fightin' about!

Who's fightin'? Just consider this a little exhibition!

He caught my hand in that net of his! He certainly does live up to his name!

For cryin' out! That's what I get for pullin' my punch on accounta his size!
TOO BAD HE LEFT SO SUDDENLY! PERHAPS WE COULD HAVE HELPED HIM!

AWH! I HAVE A FEELING WE'LL BE HEARING MORE PROBLEM KIDS TO WORRY ABOUT NOW!

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

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

MINUTES LATER...

SO FAR SO GOOD! DISGUISED AS THE JANITOR, IT WAS EASY TO GAIN ACCESS TO THIS RESTRICTED AREA! AND NOW, ANOTHER FAST CHANGE I WILL TAKE THE IDENTIY OF PROFESSOR NEWTON!

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

THAT NIGHT AT THE CHAMELEON'S HIDEOUT...

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

Hmm... A T.V. NEWS BULLETIN...

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

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

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

YES, INDEED—VERY INTERESTING!

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

SPIDER-MAN WILL MAKE A PERFECT FALL GUYS FOR ME! WHEN I STEAL THE SECOND HALF OF THESE MISSILE DEFENSE PLANS, I'LL HAVE HIM PUT THE POLICE OFF MY TRAIL!
SPIDER-MAN has the powers and instincts of a spider! So I will send him a message that only his spider senses will be able to pick up!

CALLING SPIDER-MAN! Meet me on roof of Lark building at ten tonight! It will be very profitable for you!

AND MILES AWAY, AT A NEIGHBORHOOD MUSEUM, WHERE PETER PARKER IS STUDYING THE SPIDER EXHIBIT...

SOMEONE IS TRYING TO CONTACT SPIDER-MAN! I CAN SENSE THE FREQUENCY WAVES! BUT WHO—?

WELL, NO MATTER WHO IT IS, I CAN'T AFFORD TO PASS UP A CHANCE FOR PROFIT! I'LL JUST LEAVE MY CLOTHES UP HERE, AND THEN...

A FEW MINUTES BEFORE TEN P.M....

ALMOST TIME FOR ME TO TAKE OVER THE ELEVATOR NIGHT SHIFT!

YES, IT IS TIME! BUT NOT FOR YOU—FOR THE CHAMELEON!

I'LL RELIEVE YOU NOW!

IT'S ABOUT TIME! I'M BUSHED!

AFTER BINDING AND GAGGING THE REAL ELEVATOR OPERATOR, THE BOGUS ONE BRAZENLY TAKES HIS PLACE!

THEN, ONCE INSIDE THE ELEVATOR...

SO FAR, MY TIME-TABLE IS RUNNING RIGHT TO THE SPLIT-SECOND! NOW TO CHANGE TO MY SPIDER-MAN SUIT!

SPIDER-MAN! H—HOW DID YOU GET IN? WHAT DO YOU WANT?

AND FINALLY...

THOSE MISSILE DEFENSE PLANS WHICH YOU'RE HOLDING!

I CAN'T BELIEVE IT! YOU—A TRAITOR! UNTIL I CAN ESCAPE!

MY WEB WILL KEEP YOU A PRISONER UNTIL I CAN ESCAPE!

THIS ARTIFICIAL WEB IS JUST AS STRONG AS SPIDER-MAN'S REAL ONE, BUT NO ONE'LL NOTICE THE DIFFERENCE!
SECONDS LATER...

HELP! POLICE! SPIDER-MAN'S HEADING FOR THE ROOF WITH STOLEN PLANS! HELP!!

HE FINALLY BROKE FREE! GOOD! IT'S ALL GOING ACCORDING TO PLAN!

HERE'S MY SHIP! I CAN'T FAIL NOW!

I'LL BE GONE JUST BEFORE THE REAL SPIDER-MAN GETS HERE!

I'M SORRY I WON'T BE THERE TO HEAR SPIDER-MAN TRY TO TALK HIMSELF OUT OF MY TRAP!

STRANGE -- THAT HELICOPTER MUST HAVE JUST LEFT THE ROOF I'M HEADING FOR!

I WONDER WHO SENT FOR ME? NOBODY IS WAITING ON THE ROOF!

LOOK! THERE HE IS!

FREEZE, SPIDER-MAN! WE WANT THOSE SECRET PLANS YOU STOLE!

PLANS?... STOLE THEM?... I'M BEGINNIN' TO SMELL A RAT?

I DON'T KNOW WHAT THIS IS ALL ABOUT, BUT NOBODY'S FRAMIN' ME FOR ANYTHING!

THAT'LL HOLD YOU TILL I CAN GET AWAY!

WHAT A FOOL I WAS! THE MESSAGE WAS A TRICK TO PIN A CRIME ON ME! AND I FELL FOR IT!

BUT WHO COULD HAVE...?

WAIT! THAT HELICOPTER! THE PILOT IS THE ONE THE POLICE REALLY WANT!

IF HE HASN'T FLOWN TOO FAR, I CAN USE MY SPIDER'S SENSES TO "TUNE IN" ON THE SHIP... GET ITS LOCATION!

GOT 'IM! HE'S OUT TOWARDS THE WATERFRONT! I'VE GOT TO STOP HIM!
WELL, IF I'M GOING TO CATCH ME A SPEEDING WHIRLEY-BIRD, THERE'S ONLY ONE WAY TO DO IT...

...AND THAT IS...

...TO GET A REAL FAST START! LIKE THIS!

WANNING!

HE'S ALREADY REACHED THE SEA!

...BUT I CAN MAKE A PARACHUTE OUT OF MY WEB AND FLOAT DOWN TO THAT MOTORBOAT BELOW! I'M NOT LIKED YET!

MINUTES LATER...

I'M JUST IN TIME! THERE'S THE CHOPPER--AND THERE'S A RED SUB SURFACING TO MEET IT!

BUT, WITH MY WEB OVER THE CONNING TOWER, THEY WON'T BE ABLE TO OPEN THE HATCH!

OUR HATCH IS JAMMED! IT WON'T OPEN! HOW WILL WE GET THE PLANS, COMRADE?

FORGET THE PLANS! WE'VE BEEN SEEN!!...SUBMERGE!

NOW TO FIND OUT WHO FRAMED ME!

SPIDER-MAN! BUT HOW?--

I CAN'T SHAKE HIM OFF--NO MATTER HOW I MANEUVER!

HE--HE RIPPED OFF THE DOOR WITH HIS BARE HANDS!

END OF THE LINE FOR YOU, COMMIE! HEAD THIS SHIP TOWARDS SHORE--AND I MEAN NOW!
AND BEFORE THE POLICE HAVE LEFT THE LARK BUILDING ROOF...

LOOK! HERE'S THE GUY YOU'RE LOOKIN' FOR! THE GUY WHO STOLE THOSE PLANS AND IMPERSONATED ME!

BUT IN THE NEXT SPLT-SECOND, THE WILY CHAMELEON DROPS A TINY SMOKE PELLET, AND BREAKS FREE IN THE CONFUSION...

BEFORE THEY KNOW WHAT HAPPENED, I'LL HAVE TAKEN A NEW DISGUISE, AND BE FREE!

HE CAN'T GET OUT OF THE BUILDING/ALL EXITS ARE GUARDED... SEARCH EVERY ROOM!

LET THEM SEARCH! I KNEW THIS DISGUISE WOULD COME IN HANDY/WHO WOULD EVER SUSPECT A POLICEMAN?

Wisé TO ME! IF I CAN JUST PULL THIS FUSE...

ONE OF THESE COPS MUST BE A PHONY!

HE'S DOUSED THE LIGHTS! BUT THAT WON'T STOP ME! I CAN STILL SENSE HIM IN THE DARK!

I'LL JUST SHOOT MY WEB OVER... OH, NO!

I'M ALL OUT OF THE SPECIAL FLUID.
I've got to reach that exit before he does! This is the fastest way.

That figure--leaving the others--it's him!

But, as the lights go on again, the Chameleon resorts to one last, desperate ruse.

Help! Grab him! It's the Chameleon, disguised as Spider-Man again!

Wha-?

Oh, no. You don't! You're not gonna fool us that way a second time!

Wait!... he's lying! I am Spider-Man!

In a fit of white-hot fury, the powerful Spider-Man wrenches free of the startled officers' grasp, and...

Look at him go up that wall! He was the real Spider-Man!

And within minutes, catch him they do...

Blast it! I must have ripped it in my scuffle with Spider-Man!

Here he is, Captain! I spotted him by his torn uniform--I could see his other disguise beneath it!

Every time I try to help, I get into worse trouble! Well, they can catch that spy themselves now!

And the whole world will have to wonder--until our next great issue! Don't miss it!!

And as the Chameleon is led away, a lone figure loses himself in the shadows of the silent night...

Nothing turns out right... sob!... I wish I had never gotten my super powers!

Later, as the late editions come out, four famous figures ponder the case of the amazing Spider-Man!

Reed, he's so powerful and so confused! What if Spider-Man ever turns his super powers against the law?

Yeah! If a teen-ager can be so blamed strong, how strong'll he be when he gets older?

Aw, we won't ever hafta worry about him!

Won't we, Johnny? I wonder...

And the end.
SECRETS OF SPIDER-MAN'S WEB

SO FANTASTICALLY STRONG IS SPIDEY'S WEB, THAT IF IT WERE POSSIBLE TO INCREASE ITS THICKNESS TO A HALF-INCH, ONE STRAND WOULD BE ENOUGH TO HOLD THE MIGHTY - MUSCLED THING - A PRISONER FOR LIFE!

THE SPECIAL WEBBING IS ALSO 90% FIREPROOF! UNLESS HE INTENSIFIED HIS FLAME TO A GREAT DEGREE, IT COULD EVEN HOLD THE HUMAN TORCH UNDER NORMAL CONDITIONS!

SPIDER-MAN'S WEBBING IS ALSO CAPABLE OF STRETCHING TO A LIMITED DEGREE, THOUGH ITS POWER CANNOT COMPARE TO THAT OF MR. FANTASTIC'S!

AND, TO COMPLETE OUR COMPARISON WITH THE FANTASTIC FOUR, SPIDEY'S WEBBING DIS-APPEARS INTO NOUGHTNESS AFTER ONE HOUR HAS ELAPSED... BEING AS IMPOSSIBLE TO FIND AS THE INVISIBLE GIRL!

HAVING DEVOTED MANY LONG HOURS OF PRACTICE TO THE OPERATION OF HIS WEB, THE TERRIFIC TEENAGER CAN NOW USE IT IN MANY DIFFERENT WAYS...

AS A SHIELD...

A PARACHUTE...

A SAFETY NET...

AS SKIS...

AS A CLUB...

AS A CLUB...

AS A RAFT...

A BALL

AS A BARREER... OR PLAIN SIMPLE STICKY GLUE?