



MARVEL
COMICS
GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED
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3
JULY

AMERICA'S MOST EXCITING
SUPER-HERO CAPTURED BY
THE WORLD'S MOST DREADED
SUPER-VILLAIN!

YOU
ARE *HELPLESS*,
SPIDER-MAN!
I WARNED YOU
THAT THE POWER
OF *DOCTOR*
OCTOPUS IS FAR
GREATER THAN
YOURS!

CAN
ANYTHING THAT
LIVES, DEFEAT
THE MIGHTY
DOCTOR
OCTOPUS??

A BOOK-LENGTH SUPER-THRILLER!
SPIDER-MAN FACES
HIS MOST POWERFUL FOE:

"**DR. OCTOPUS!**"



VERSUS

THE STRANGEST FOE
OF ALL TIME...

DOCTOR OCTOPUS



**DOCTOR
OCTOPUS**
THE ONLY ENEMY
EVER TO DEFEAT
SPIDER-MAN!

IN THIS
EPIC TALE...
SEE THE
HUMAN
TORCH!



FANTASY! THRILLS!

STORY BY: STAN LEE
ART BY: STEVE DITKO
LETTERER: JOHN DUFFY

AND NOW BEGIN!

A STORY HAS TO START *SOMEWHERE*, SO LET'S BEGIN WITH A LONELY WAREHOUSE, IN THE DEAD OF NIGHT, WHERE WE FIND A ROBBERY TAKING PLACE...

HOLD IT, YOU GUYS!
I THINK I HEARD
SOMETHIN'!

RELAX, CHARLIE! IT
WAS PROBABLY JUST
A MOUSE!



SUDDENLY, THE MOST AWESOME IMAGE IN CRIME-FIGHTING APPEARS ON THE WALL DIRECTLY ABOVE THE STARTLED THIEVES...

MOUSE? YOU'VE NEVER SEEN
A MOUSE LIKE *THIS* BEFORE!

LOOK!!
IT--IT'S--



DON'T BE SHY,
FELLA! YOU CAN SAY
MY NAME! IT'S
SPIDER-MAN!

GET 'IM! THERE
ARE *THREE* OF US!
HE CAN'T TAKE
US ALL!



UGH!

BROTHER, YOU'RE
LIVING IN A FOOL'S
PARADISE!

OOF!

OW!



MINUTES LATER...

SOME BIG
CRIMINAL MASTER-
MIND *YOU* ARE!

AW, SHADDUP!
WHOEVER
EXPECTED
*SPIDER-
MAN* TO BUTT IN!

LOOK, JOE!
SPIDER-MAN'S
BEEN HERE!
AND NOW!



AND, NOT FAR AWAY...

IT'S ALMOST *TOO*
EASY! I'VE RUN OUT
OF ENEMIES WHO CAN
GIVE ME ANY REAL
OPPOSITION! I'M TOO
POWERFUL FOR *ANY*
FOE! I ALMOST *WISH*
FOR AN OPPONENT
WHO'D GIVE ME A
RUN FOR MY
MONEY!



AND LITTLE DOES **SPIDER-MAN** SUSPECT THAT HIS FRIVOLOUS WISH IS ABOUT TO COME TRUE! FOR, AT THAT MOMENT, ON THE OUTSKIRTS OF TOWN...

HERE COMES DOCTOR OCTOPUS!

DOCTOR OCTOPUS! WHY DO THEY CALL HIM THAT?

WATCH! YOU'LL SEE IN A MINUTE!

US
ATOMIC RESEARCH CENTER

SEE? IT'S THAT ESPECIALLY-DESIGNED CONTRAPTION HE WEARS, WHICH ENABLES HIM TO PERFORM HIS EXPERIMENTS BEHIND THE LEAD WALLS WHICH SHIELD HIM FROM RADIATION!!

HE CREATED THAT GET-UP HIMSELF, AND HE'S THE ONLY SCIENTIST PERMITTED TO WEAR IT!

HE'S THE MOST BRILLIANT ATOMIC-RESEARCHER IN OUR COUNTRY TODAY!

YES, SUCH A MAN IS OTTO OCTAVIUS, BETTER KNOWN TO HIS CO-WORKERS AS **DOCTOR OCTOPUS**! LET US WATCH AS HE CONDUCTS A NUCLEAR EXPERIMENT...

MY ARTIFICIAL EXTRA ARMS PERMIT ME TO WORK SAFELY WITH VOLATILE CHEMICALS WHICH ARE FAR TOO DANGEROUS TO TOUCH WITHOUT PROTECTION!

THOUGH OTHERS FEAR RADIATION, I ALONE AM ABLE TO MAKE IT MY **SERVANT**!

BUT NOTHING IS EVER PERFECT, NOT EVEN THE PROJECTS OF DOCTOR OCTOPUS! AND, AS THE UNSUSPECTING ATOMIC GENIUS CONDUCTS HIS EXPERIMENT...

LOOK! THE RADIATION-METER HAS GONE WHACKY! SOMETHING IS WRONG! THERE'S GONNA BE A **BLOW UP**!

SOUND THE ALARM!

BUT THE WARNING, ALAS, IS GIVEN TOO LATE! AND BEFORE THE ALARM CAN BE SOUNDED...



IN THE HOURS THAT FOLLOW, AFTER EXHAUSTIVE TESTS...

THE X-RAYS SHOW AN UNCERTAIN AMOUNT OF BRAIN DAMAGE! I'M AFRAID HIS MIND HAS BEEN PERMANENTLY DAMAGED!

WE CAN'T REMOVE THOSE ARTIFICIAL ARMS OF HIS YET! THE RADIATION HAS CAUSED THEM TO ADHERE TO HIS BODY IN SOME STRANGE WAY!



BUT THE BRAIN OF DR. OCTOPUS--THE BRAIN WHICH HAS BEEN DAMAGED BY RADIATION--REACTS IN A BITTER WAY...

THEY'RE JEALOUS OF ME! THEY WANT TO KEEP ME FROM MY WORK! BUT I'LL SHOW THEM! I'M STRONGER THAN ANY OF THEM!



THEN, AFTER THE FLAMES AND SMOKE HAVE PARTIALLY CLEARED...

DOCTOR OCTOPUS IS STILL BREATHING! I HOPE WE'VE REACHED HIM IN TIME!

EVEN THOUGH HE'S ALIVE, HE'S ABSORBED A GREAT DEAL OF RADIATION--POOR GUY!



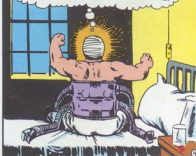
FINALLY, DAYS LATER, THE INJURED SCIENTIST RECOVERS CONSCIOUSNESS...

WHAT AM I DOING HERE? LET ME UP! I MUST RETURN TO MY WORK!

NO! YOU'VE BEEN VERY ILL! YOU MUST STAY IN BED! YOU NEED THE REST!



THE WINDOW IS BARRED! THEY'RE TRYING TO MAKE A PRISONER OF ME! THE FOOLS! NO ONE CAN HOLD DOCTOR OCTOPUS AGAINST HIS WILL! NO ONE!

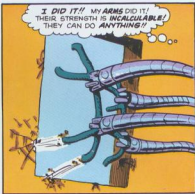


THEN SUDDENLY, AT JUST A SUGGESTION OF A THOUGHT BY DR. OCTOPUS, HIS ARTIFICIAL ARMS MOVE AS THOUGH THEY HAVE A WILL OF THEIR OWN.

I'VE GOT TO
**BREAK THOSE
BARS!**



**I DID IT!! MY ARMS DID IT!
THEIR STRENGTH IS INCALCULABLE!
THEY CAN DO ANYTHING!!**



SOMEHOW, MY MECHANICAL ARMS
HAVE ALMOST BECOME A **PART OF ME!**
THEY OBEY MY EVERY COMMAND! WITH
SUCH POWER AND MY BRILLIANT MIND,
I'M THE **SUPREME** HUMAN BEING
ON EARTH!



MINUTES LATER...

YOU WANTED
TO SEE ME,
DR. OCTOPUS?

YES! COME
IN! SHUT THE
DOOR BEHIND
YOU!



WHAT
IS IT? YOU--
OH, NO! NO!

**HA-HA! YOU DON'T
BELIEVE
WHAT YOU
SEE? BUT
IT'S TRUE! I'M
ALL-POWERFUL!
FROM NOW ON,
I GIVE THE
COMMANDS
HERE!**



MEANWHILE, AT THE OFFICE OF
J. JONAH JAMIESON, PUBLISHER
OF THE **DAILY BUGLE...**

I WANT PICTURES
OF THE INJURED
SCIENTIST, DR. OCTOPUS,
BUT NO ONE IS ALLOWED
TO ENTER THE BLISS
PRIVATE HOSPITAL
ANY MORE!

I NEVER
HEARD
OF ANY
HOSPITAL
KEEPING
PEOPLE
OUT! DON'T
WORRY, J.J.!
I'LL GET
THOSE PIX
FOR YOU!



MY BEST MEN HAVE TRIED
AND FAILED! BUT SO FAR,
YOU'VE SUCCEEDED IN EVERY
ASSIGNMENT! I CAN'T
IMAGINE HOW A TEEN-
AGER LIKE YOU **DOES** IT!

OUR AGREEMENT, J.J.,
IS THAT YOU'RE NEVER
TO ASK ME **HOW** I
DO IT!



JUST HAVE
A CHECK READY
FOR ME WHEN
I BRING BACK
THE PIX OF
DR. OCTOPUS!

HE DOESN'T
SUSPECT PETER
PARKER, THE
TEEN-AGER HE
ASSIGNED TO THE
JOB, IS GONNA
HAVE **SPIDER-MAN**
DO IT!



AND SO...



SECONDS LATER...



PEERING UNSEEN THROUGH THE LARGE PICTURE-WINDOW,
SPIDER-MAN WITNESSES A STRANGE, UNEXPECTED SIGHT...

YOU CAN'T KEEP ALL OF US PRISONERS **FOREVER**, DOCTOR OCTOPUS! WE'VE DONE WHAT YOU ASKED-- GOTTEN YOU ALL THE EQUIPMENT YOU WANTED! WHEN WILL YOU LET US GO?

NOT UNTIL I'M READY! WITH MY POWERS, **NO ONE** CAN RESIST ME! YOU'LL REMAIN TO SERVE ME UNTIL I NO LONGER NEED YOU-- AND NOT BEFORE!

WELL, WELL! SO THE GOOD DOC HAS FLIPPED HIS LID, EH? WELL, THIS IS JUST WHAT I'VE BEEN **HOPIN'** FOR-- A LITTLE ACTION!

BUT THIS IS **MAD!** YOU HAVE NO RIGHT--

RIGHT! YOU DARE SPEAK TO ME OF RIGHT?

I HAVE THE **RIGHT** TO DO **ANYTHING**-- AS LONG AS I HAVE THE **POWER!** AND IF YOU **DOUBT** MY POWER, HERE IS A SMALL SAMPLE...

NO! DON'T! LET ME DOWN!

LOOKS LIKE IT'S TIME FOR **SPIDER-MAN** TO JOIN THE PARTY BEFORE HE REALLY HURTS THAT FELLA!

HOLD IT, DOC! HOW ABOUT PICKIN' ON SOMEONE WHO CAN FIGHT YOU BACK?

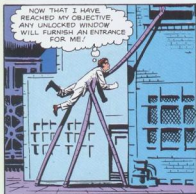
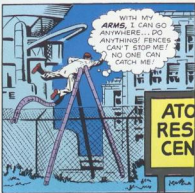
SPIDER-MAN!

WELL, I SURE AIN'T ALBERT SCHWEITZER!

YOU DARE SPEAK FLIPPANTLY TO **ME!** YOU FOOL! WHEN I'M FINISHED WITH YOU, YOU'LL SING A **DIFFERENT TUNE!**







THIS IS WHAT I'M AFTER! THE
BRAIN CENTER OF THE ENTIRE ATOMIC
LAB! ONCE I TAKE IT OVER, THE
GREATEST SOURCE OF ATOMIC POWER
IN THE NATION WILL BE **MINE!**



IT'S AN
EASY MATTER
FOR **DOCTOR
OCTOPUS** TO
UNLOCK A
DOOR!



OUT! ALL OF YOU! ...
I'M TAKING OVER NOW!

D-DID YOU
SEE **THAT?** IT WAS
DOCTOR OCTOPUS!

BUT WHAT'S
HE UP TO?



NOTHING CAN STOP
ME NOW! BETWEEN MY
OWN SUPER-STRENGTH
AND THE ATOMIC POWER
WHICH IS MINE TO COM-
MAND HERE, I'M THE
**STRONGEST MAN
ALIVE!!**

BUT FIRST, I'LL
GIVE THE WORLD A
DEMONSTRATION OF
MYSTRENGTH! I'LL
DESTROY PART OF
THIS PLANT AND
REBUILD IT TO
SUIT MYSELF!



AND SO...

SOMETHING'S
HAPPENED TO THE
LEAD SHIELDING! IT'S
BEEN LOWERED! THE
RADIATION IS START-
ING TO **ESCAPE!**



LOOK! THE GIANT
MACHINES ARE RUNNING
OUT OF CONTROL-- AS
THOUGH SOME **MADMAN**
IS GUIDING THEM!



THERE'S TOO MUCH
PRESSURE IN THE MAIN
VALVES! THE PIPES ARE
OVERHEATING... **EXPLODING!**
IT ISN'T SAFE TO STAY HERE!



BUT, WITHIN MINUTES, THE SOURCE OF THE TROUBLE IS MADE KNOWN, AND...

WE'VE GOT TO REACH
DOCTOR OCTOPUS SOMEHOW!

WE CAN'T!
HE'S SET UP
ELECTRONIC BARRIERS
ALL OVER THE PLACE!

AND, BEFORE LONG, THE ENTIRE
PLANT IS EVACUATED, EXCEPT FOR...

THEY REALIZE
I CANNOT BE
EN UP TRYING!
T IS *MINE*!
E CONTROL!

STOPPED AND HAVE GIVEN UP TRYING!
I'VE **WON!!** THE PLANT IS **MINE!**
I AM NOW IN COMPLETE CONTROL!

THE FOREMOST BRAINS OF THE NATION'S ARMED FORCES AND SECURITY AGENCIES CONFER FEVERISHLY BUT TO NO AVAIL...

WE'VE NEVER BEEN UP AGAINST ANYTHING LIKE THIS BEFORE! A BRILLIANT SCIENTIST, WITH SUPER-HUMAN POWERS, ON A MAD RAMPAGE!

IF WE CAN'T STOP HIM, THEN WE MUST SEE THAT INNOCENT PEOPLE ARE NOT INJURED!

AND SO, THE ORDER GOES OUT--NO ONE IS ALLOWED
IN OR OUT OF THE ATOMIC PLANT...

CAN'T FIGURE
OUT WHY THEY POST
SENTRIES HERE! IF
DR. OCTOPUS TRIES
TO GET OUT, HOW
CAN WE STOP HIM?

MEANWHILE, WHAT OF TEEN-AGE PETER PARKER, ALIAS SPIDER-MAN?

POOR PETER'S BEEN MOPING
IN HIS ROOM FOR HOURS! I
WISH HE'D TELL ME
WHAT'S WRONG?

I'M A FAILURE! **SPIDER-MAN** IS A JOKE...A NOTHING
THERE'S THE PHONE!

MR. JAMESON? NO, I WON'T BE ABLE TO GET THE PICTURES OF DOCTOR OCTOPUS! NO, I PROBABLY **WON'T** BE ABLE TO GET ANY MORE! SORRY-- YEAH...GOOD BYE!

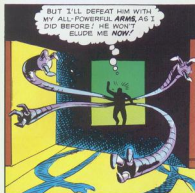
PETER, DEAR,
WHAT'S WRONG?
I CAN'T BEAR TO
SEE YOU SO
UNHAPPY! IS
THERE ANYTHING
I CAN DO TO
HELP?

NO, AUNT
MAY... IT'S...
IT'S MY OWN
PERSONAL PROBLEM! I'LL GET
OVER IT! GOT
TO LEAVE NOW!
TIME FOR SCHOOL!











SLOWLY, INEXORABLY, DR. OCTOPUS FORCES SPIDER-MAN BACK AGAINST THE WALL, BLOCKING HIS WEB WITH HIS SWIFTLY-MOVING ARMS...

HA-HA! EVEN YOUR FAST-SHOOTING WEB ISN'T QUICK ENOUGH FOR ME!



MOVING LIKE A PERSON POSSESSED, SPIDER-MAN WHIPS HIS LEGS AROUND ONE OF DOCTOR OCTOPUS' TENTACLE ARMS, WHILE HE SEIZES THE OTHER FREE ARM WITH BOTH OF HIS POWERFUL HANDS...

GOT YOU!

BUT NOT FOR LONG!



HE'S USING HIS FUSED ARMS LIKE A CLUB! I CAN'T RETREAT ANY FURTHER! MY BACK IS TO THE WALL! I'VE GOT TO TAKE A DESPERATE CHANCE!



THEN, BEFORE DOCTOR OCTOPUS CAN MAKE ANOTHER MOVE, SPIDER-MAN SHOOTS HIS AMAZING WEB DIRECTLY AT THE STARTLED SCIENTIST'S FACE...

I SHOULD HAVE REALIZED SOONER, OCTOPUS, THE BEST DEFENSE IS A SMASHING OFFENSE!



THAT BLASTED WEB! IT'S SPREAD OUT OVER MY GLASSES! I-I CAN'T SEE! CAN'T GET IT OFF!

EVEN THOUGH HE CAN NO LONGER SEE ME, HIS OTHER ARMS ARE NOW AROUND ME--PULLING ME TOWARD HIM WITH INCREDIBLE STRENGTH!







AND INSIDE THE ROOM IN QUESTION...

GOOD NEWS, **TORCH**! YOUR TEMPERATURE IS DOWN AND YOUR VIRUS IS GONE! BY NOW, YOUR FLAME SHOULD BE WORKING AT FULL STRENGTH!

GREAT, DOC! I WANNA SHOW MY PARTNERS IN THE **FANTASTIC FOUR** THAT I CAN TACKLE **DR. OCTOPUS** ALONE!



THANKS TO **YOU**, **TORCH**, **OCTOPUS** IS SAFELY UNDER WRAPS! AND I OWE YOU **ADDITIONAL** THANKS BECAUSE IF NOT FOR YOU, **SPIDER-MAN** MIGHT'VE BEEN FINISHED, TOO!

HUM?



FLAME ON!

AND NOW FOR--
RELAX, **TORCH**! **DR. OCTOPUS** HAS BEEN CAPTURED ALREADY!



FLAMIN' FIREBALLS! I DON'T **GET** IT! WHAT DID I DO??

SO LONG, **TORCH**! SEE YA AROUND, PAL!

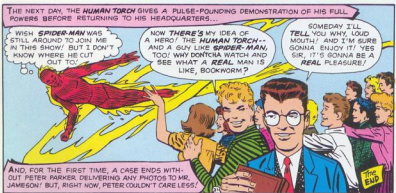


THE NEXT DAY, THE **HUMAN TORCH** GIVES A PULSE-POUNDING DEMONSTRATION OF HIS FULL POWERS BEFORE RETURNING TO HIS HEADQUARTERS...

WISH **SPIDER-MAN** WAS STILL AROUND TO JOIN ME IN THIS SHOW! BUT I DON'T KNOW WHERE HE CUT OUT TO!

NOW THERE'S MY IDEA OF A HERO! THE **HUMAN TORCH**-- AND A GUY LIKE **SPIDER-MAN**, TOO! WHY DON'TCHA WATCH AND SEE WHAT A **REAL MAN** IS LIKE, BOOKWORM?

SOMEDAY I'LL TELL YOU WHY, LOUD MOUTH! AND I'M SURE GONNA ENJOY IT! YES SIR, IT'S GONNA BE A **REAL PLEASURE**!



AND, FOR THE FIRST TIME, A CASE ENDS WITHOUT **PETER PARKER** DELIVERING ANY PHOTOS TO **MR. JAMESON**! BUT, RIGHT NOW, **PETER** COULDN'T CARE LESS!

THE END