"NOTHING CAN STOP... THE SANDMAN!"

In the space of only the first three issues, you readers have made Spider-Man one of the greatest, most phenomenal successes in the history of super characters! And now, with this record-breaking fourth issue, Spider-Man soars to still greater heights as he battles the most fantastic foe of all! So, settle back for the thrill of your life--the fateful moment when Spider-Man meets--the Sandman!

by Stan Lee & Steve Ditko
KNOW WHAT NEW YORK'S BIGGEST TOURIST ATTRACTION IS? GRANT'S TOMB? EMPIRE STATE BUILDING? NOPE! IT'S A COLORFUL CRIMEFIGHTER NAMED SPIDER-MAN!

LOOKS LIKE OL' J. JONAH IS STILL GUNNIN' FOR ME IN HIS PAPER! SOME GUYS JUST NEVER GIVE UP!

"The SPIDER-MAN Menace!"

A NEW SERIES BY J. JONAH JAMESON

STARTING TODAY IN THE DAILY BUGLE

WELL, WELL! IF I EVER SAW THREE PUNKS CASIN' A JEWELRY STORE, I SEE IT NOW!

I WAS RIGHT! NO SOONER DOES THE PROPRIETOR LOCK UP FOR THE NIGHT AND HEAD FOR HOME, THEN THEY START SNEAKIN' UP TO THE PLACE!

HEY! WHAT'S GOIN' ON??

WHO'S THE WISE GUY?

IT FEELS LIKE A PIECE OF WEB DROPPED DOWN ON US! BUT... WHO?...

WELL, IT'S NOT DR. KILDARE!

SPIDER-MAN! WE'RE SUNK!

SHUDDUP, STUPID! I'LL HANDLE THIS!

IF YOU'RE THINKIN' OF PUTTIN' UP A FIGHT, BROTHER, LET ME WARN YOU...

A FIGHT? THE ONLY FIGHT I'LL PUT UP IS IN COURT! I'M SIN' YOU FOR ASSAULT AND BATTERY, AND I GOT WITNESSES TO PROVE IT!

YEAH, THAT'S RIGHT!

THERE'S NO LAW AGAINST THREE HONEST CITIZENS WALKIN' IN THE STREET AT NIGHT! THEN YOU COME SWOOPIN' DOWN ON US, SCARIN' US OUTTA OUR WITS! YOU'RE A MENACE... JUST LIKE J. JONAH JAMESON SAYS!

HE'S RIGHT! I WAS A FOOL! I SHOULD HAVE WAITED TILL THEY BROKE INTO THE STORE! NOW I'VE NO EVIDENCE!

DON'T YOU FEEL LIKE A JERK, PARADING AROUND IN PUBLIC IN THAT GET-UP??

A FINE WAY TO TALK TO A SUPER HERO! BUT WHAT CAN I DO ABOUT IT?

HEY, LET'S SWEAR OUT A WARRANT AGAINST SPIDER-MAN! I'LL CALL A COP! HELP, POLICE!

THIS IS BATTY! THEM CALLING FOR HELP AGAINST ME!

POLICE!!

WE'LL HELP YA! HEY, POLICE!

BOY, YOU NEVER CAN GET A COP WHEN YOU WANT ONE!

I SEE ONE COMIN' NOW!
AWRIGHT, WHAT'S GOIN' ON HERE?

IT'S SPIDER-MAN! HE ATTACKED US FOR NO GOOD REASON!

HE'LL FIND MY WEB ON THE GROUND... AND IT'S THEIR THREE STORIES AGAINST MY ONE!

EVEN A SUPER HERO KNOWS WHEN IT'S TIME TO CUT OUT!

HEY! COME BACK HERE, YOU. I'VE GOTTEN TO FILL OUT A REPORT! I NEED YOUR NAME, ADDRESS... WAIT A MINUTE!

THIS'LL TEACH ME NOT TO GO CHARGING INTO THINGS Until I KNOW WHAT MY SCORE IS!

WELL, IT COULD BE WORSE AT LEAST I DIDN'T LET 'EM ROBBING THAT STORE!

GET 'IM DOWN FROM THERE! SHOOT THE BUM!

GOTTA HAND IT TO YA, CHARLIE! YOU SURE OUT-SMART-ED THAT CREEP!

ALL RIGHT, YOU GUYS... MOVE ALONG! THE PARTY'S OVER!

IF I WERE SPIDER-MAN, I MIGHT HAVE TACKLED YOU MYSELF... CAUSE YOU GOT LARCENY WRITTEN ALL OVER YOU!

MEANWHILE, UP ABOVE...

IT'S ALL HIS FAULT! ON ACCOUNT OF JAMESON STIRRING EVERYONE UP AGAINST ME, EVEN CHEAP CROOKS NOW THINK THEY DON'T HAVE TO FEAR ME ANYMORE!

WELL, IT'S TIME I Paid J. JONAH A LITTLE VISIT,... AS SPIDER-MAN!

HECK! IT'S EMPTY! HE'S NOT IN!

BUT I'LL JUST LEAVE A LITTLE SOUVENIR FOR HIM... TO PROOF I WAS HERE!

MINUTES LATER...

WELL, THAT'S THAT! NOW I'LL... HEY! POLICE CARS BELOW... SOME THING MUST BE UP! I'D BETTER HANG AROUND!

THAT FELLA CLIMBING FRANTICALLY TO THE ROOF MUST BE THE ONE THEY'RE LOOKING FOR! I'LL BE DUCK SOUP FOR ME TO GET 'IM!
FIRST, I'LL SHINE MY SPIDER-MAN BEACON IN FRONT OF HIM, TO LET 'IM KNOW WHAT HE'S UP AGAINST!

AND THEN, I'LL JUST... HOLY HANNAH! WHO ARE YOU?!!

I DIDN'T EXPECT A WELCOMING COMMITTEE, BUT, SINCE YOU ASKED...

I CALL MYSELF... THE SANDMAN! NOW, THEN, ANY OTHER DUMB QUESTIONS?

THE SANDMAN! I HEARD OF YOU... BUT I THOUGHT THE REPORTS WERE JUST A GAG!

IF WHAT THEY SAY ABOUT YOU IS TRUE, YOU'RE WANTED BY THE POLICE FROM MAINE TO MEXICO!

VERY INTERESTIN'! NOW GET LOST! I GOT ME A COUPLE OF BANKS TO ROB AND I DON'T WANNA WORK OVERTIME!

HOLD IT, GRIESEMO! NOBODY GIVES SPIDER-MAN THE BUM'S RUSH!

YOU'RE GONNA GET WORSE THAN THAT IF YOU DON'T LEGGO!

THINK I'M KIDDIN', HUH? OKAY, LET'S SEE YOU HOLD ONTO ME NOW!!

HE... HE'S SLIPPING THROUGH MY FINGERS... JUST LIKE SOFT SAND!

I DON'T KNOW HOW YOU MANAGED TO DO THAT, BUT...

NOW DO YOU SEE WHY THEY CALL ME SAND-MAN?

IT'S UNBELIEVABLE! YOUR BODY ISN'T FLESH AND BLOOD... MY FIST GOES RIGHT THROUGH YOU... WITHOUT HURTING YOU!

BUT I CAN HURT YOU, PAL! ALL I DO IS HARDEN ANY PART OF ME THAT I WANT TO... LIKE THIS!

UGH! YOUR JAW IS LIKE IRON!
AND HOW'S THIS??
NO HANDS!!

HE CAN CHANGE HIS
BODY AS EASILY
AS MR. FANTASTIC...
ONLY SANDMAN
ISN'T ON OUR
SIDE!

OH, NO!!
I TORE MY FACE
MASK?

CAN'T LET
ANYONE SEE
ME LIKE THIS!
IT'LL BE THE END
OF MY SECRET
IDENTITY!

DON'T GO
'WAY, CHUM!
THE PARTY'S
ONLY STARTIN'!

HE'S JUST
TOYING WITH
ME. I'VE GOT
TO USE MY
WEB ON
HIM!

BUT THEN...

MR. FANTASTIC:
FAMOUS LEADER
OF THE FABULOUS
FANTASTIC
FOUR!

EVEN IF I COULD, I
DON'T DARE TO
CAPTURE HIM NOW!

SO YOU GOT ME?
SO WHAT? SOON AS
THE POLICE GRAB ME,
I'LL LET 'EM ALL
KNOW WHO YOU
REALLY ARE!

ONCE MY SECRET IS OUT,
J. JONAH JAMESON WILL
NEVER STOP HOUNDING ME!

AND AUNT MAY... IF I'M
DRIVEN FROM TOWN, WHAT
WILL HAPPEN TO HER?

TO THINK THAT A
PUBLIC MENACE LIVED
RIGHT IN OUR MIDST,
HIDING BENEATH A
MASK OF RESPECT-
ABILITY! HE MUST
BE EXPELLED FROM
SCHOOL... DRIVEN
FROM TOWN!!

DON'T WORRY ABOUT
ME, PETER DARLING!
I'M JUST AN OLD
LADY... IT'S YOU
WHO MATTER!

LOCK HIM UP
FOR LIFE! I
DON'T WANT DE-
CENT TEENAGERS
TO ASSOCIATE
WITH HIM!

HE'S JUST AN
OVER-GROWN
DELINQUENT!

COME BACK
HERE, YA
BLAMED
COWARD!
THE AMAZING
SPIDER-MAN! BAH!

I'VE GOT TO GET
AWAY! CAN'T
TAKE A CHANCE
ON HIM RECOG-
NIZING ME! THE
RISKS ARE TOO
GREAT!

HE'S GONE!
NOW I'LL
JUST GET
BACK TO
BUSINESS!

IT'S EASY FOR
A GUY TO JUMP
OFF THE ROOF OF
A BUILDING ...
IF HE CAN
TURN INTO
SMALL, WEIGHT-
LESS SAND
PARTICLES!

THEN, AFTER
I LAND ON
THE SIDEWALK,
ALL I HAFTA
DO IS RE-
FORM THE
PARTICLES
AGAIN...

AND NOW
FOR THAT
DATE WITH A
BANK!!
REACHING THE BANK, SANDMAN REFORMS THE PARTICLES OF HIS INDEX FINGER INTO THE SHAPE OF A BLANK KEY...

THIS IS EASIER THAN USIN' BURGLAR TOOLS!

INSERTING HIS FINGER INSIDE THE LOCK, THE KEY TAKES THE EXACT SHAPE OF THE LOCK ITSELF, ENABLING IT TO MOVE THE TUMBLERS, THUS OPENING THE DOOR!

ONCE INSIDE THE BANK, SANDMAN THEN SLIDES ALONG THE FLOOR, SLITHERING UNDER THE ELECTRIC EYE BARRIER WITHOUT SETTING OFF AN ALARM!

UNTIL...

SO FAR SO GOOD! NOW TO TACKLE THE MAIN VAULT ITSELF!

Meanwhile, at the home of Peter Parker, high school science major... We find Peter alias Spider-Man, wrestling with an unusual problem for a super-hero...

If this doesn't take the cake!! I can't go out in public as Spider-Man until my mask is sewn up, and when it comes to sewing, I'm all thumbs!

This is ridiculous! I'm no cotton-pickin' seamstress!! But I've got to do it myself!

I can't walk into a tailor shop and say "Sew up my Spider-Man suit, please!" without making somebody just a little suspicious about who I am!

Ouch! Darn needle! Wish I could ask Aunt May without arousing her suspi—Hey! What's this??

We bring you a special bulletin! The dreaded Sandman has been reported in our city!

For those of you who are unfamiliar with Sandman's background, channel 17 present this brief summary: a few months ago he was an inmate at island prison...

Known as Flint Marko, he was the most incorrigible prisoner at that maximum security jail! Then, one night, he escaped thru an unguarded drainage tunnel!!

Vowing never to be recaptured alive, he headed the F.B.I. list of most wanted criminals as he managed to remain one step ahead of the pursuing lawmen!!

But, as the police dragnet drew ever tighter, he hid in the one place where no one would imagine a man would hide... an atomic devices testing center!!

DANGER

KEEP OUT!
Realizing it was the only place where he could have a measure of safety, he remained on the lonely, forbidden-area beach, until the fateful day that a nuclear test explosion caught him unawares.

By some incredible accident, the molecules of his body merged at that radio-active instant with the molecules of the sand under his feet, and his body took on the qualities of the sand itself—becoming virtually indestructible!

And so, we urge every listener to stay indoors and—

Click!

Uh oh! Aunt May’s coming! Get to hide my costume fast!

Just time to throw my robe on! Hope none of it is showing!

Peter, dear, you’ve been studying so hard! I brought you some cookies and milk!

Why are you clutching your robe so tightly? You look so agitated! You must have a fever, dear!

That’s my best excuse!

I—I think maybe I am a little ill, Aunt May!

Now you just get right into bed, Peter! I’ll bring up some aspirins and a thermometer for you!

Gosh, you don’t have to bother with that, Aunt May! I’m sure I’ll be okay in a little while.

She’s gone! Now for the news again...

Police have thrown a cordon around the bank! Sandman is said to be still inside!

Ladies and gentlemen, this is one of TV’s most dramatic moments! Our on-the-spot cameraman is actually photographing Sandman as he calmly walks out of the bank! The police bullets don’t seem to affect him!

Minutes later...

Sandman made a clean getaway! I’ll bet Spider-Man could stop him, if only I could sew my mask and slip away from Aunt May!

You’ll be just fine after a good night’s sleep, dear! You’ve just been studying too hard!
Meanwhile, the Sandman races thru the city, with the pursuing police right at his heels...

Suddenly turning a corner, he drops his stolen money-bag as he tells the radiation-affected body to change its physical structure...

And the unsuspecting officers run past, for who would think to suspect what lies beneath an innocent-looking mound of sand in a vacant lot?!

The next morning... Hmmm, you seem better this morning, dear, and your temperature is perfectly normal! I'll fix you a nice, warm breakfast and you can go to school!

And though Sandman has made good his escape, the police are keeping constant vigil...

As soon as his doting aunt leaves the room... whew! I was up half the night working on this, but at last it's finished! So I'll just wear my Spider-Man costume under my clothes today...

Breakfast is ready, Peter! Be sure you eat every drop! I've got to leave a little early today!

Thanks, Aunt May! I'll be a little late coming home today. I'm going to stop off and see Mr. Jameson about something.

He's that nice gentleman who publishes the Daily Bugle, and now Magazine, isn't he? Just be sure you don't exert yourself, dear, you know how easily you catch cold!

Aw, Aunt May... I wish you wouldn't baby me so. I'm pretty husky, you know!

Now, now, Peter. We can't be too careful. Can we? Here, take your umbrella! It may rain today!

Boy, if the world ever found out that Spider-Man had to carry an umbrella and promise not to exert himself!

Hrmph! Bring me the latest bulletins about Sandman right away! Also, I want the file on Spider-Man!

A few minutes later, at the publishing office of J. Jonah Jameson...

Good morning, Mr. Jameson.

First Spider-Man plagues this city, and now Sandman!! I wonder if there could be any connection between the two? What a scoop it would be if I proved there is!
SITTING AT HIS DESK CHAIR, JONAH JAMESON ANGRILY FINDS THE LITTLE MEMELENTO WHICH SPIDER-MAN HAD MISCHIEVOUSLY LEFT THE DAY BEFORE...

WHAT IN THE DAMNED BLAMING DINGBUSTED SAM WILKIS ON MY CHAIR???

I'M STUCK IN THIS BLASTED CHAIR! CAN'T GET OUT!

THERE'S A PIECE OF ADHESIVE WEBBING ON THE SEAT!

IT'S THE WORK OF THAT MISERABLE SPIDER-MAN! WELL, DON'T JUST STAND THERE GAWKING, MISS BRANT! GO GET ME ANOTHER PAIR OF TROUSERS!!!

Y-YES SIR!

OH, THERE'S JJ'S YOUNG PHOTOGRAPHER, PETER PARKER!

WOULD YOU BRING THESE TROUSERS IN TO MR. JAMESON, PETER? HE'S IN SUCH A BAD MOOD, I HATE TO FACE HIM!

SURE, MISS BRANT!

I MUST HAVE FOUND THE LITTLE MEMELENTO I LEFT FOR HIM YESTERDAY! I CLEAN FORGOT ABOUT IT!

OH, IT'S YOU, EH? DID YOU BRING ME ANY NEW PICTURES?

NO, MR. JAMESON! I--EH, I'M BEEN SORT OF BUSY WITH MY STUDIES, BUT HERE'S A PAIR OF PANTS FOR YOU!

LISTEN, PARKER, I WANT PICTURES OF SPIDER-MAN! YOU'VE Managed TO BRING IN GREAT STUFF IN THE PAST, BUT IF YOU CAN'T DELIVER NOW, I'LL GET SOMEONE WHO CAN! DO YOU READ ME?

SAY, WHAT DID YOU COME UP HERE FOR, ANYWAY?

I WOnderED IF YOU COULd GIVE ME AN ADVANCE ON MY NEXT CHECK?

A n ADVANCE!!! ARE YOU KIDDING?? WHAT DO YOU DO WITH MONEY? EAT IT? LOOK-- THIS IS A BUSINESS, NOT A CHAITY. WHEN YOU BRING ME EXCLUSIVE PICTURES, I PAY FOR 'EM... BUT NOT BEFORE!

YOU TEEN-AGERS ARE ALL ALIKE -- YOU THINK THE WORLD OWES YOU A LIVING! NOW GO OUT AND GET ME SOME SHOTS OF SPIDER-MAN, AND DON'T COME BACK TILL YOU DO!

I NEEDED THE DOUGH FOR NEW EXPERIMENTS WITH MY WEBBING--BUT I CAN'T TELL HIM THAT! OH, WELL, I TRIED!

ONCE I GET THOSE PIX OF SPIDER-MAN, I'LL RUN THEM NEXT TO SOME PIX OF SANDMAN, WITH A CAPTION READING: IS RHYTHM THE SAME MAN? WHAT A FEATURE THAT WILL MAKE!

BETTER GET TO SCHOOL BEFORE I MISS THE LAST BELL!

AND SO...

HEY, YOU'RE NOT SERIOUS ABOUT HAVING A DATE WITH PUNY PARKER TONIGHT, ARE YOU?

WELL, THE POOR GUY HAS ASKED ME SO MANY TIMES, I JUST DON'T HAVE THE HEART TO REFUSE HIM AGAIN, FLASH!

I'LL HAVE TO FIND SOME WAY TO PICK UP THE TRAIL OF SAND-MAN FOR SCHOOL TONIGHT!
Hello, Peter! What time will you pick me up tonight?

Sufferin' Cats! I forgot all about my date with Liz tonight! I'll have to break it!

Lucky for you, Liz! Now you can go out with a real man—namely me!

Gee, don't be angry, Liz! You see, I have to study for tomorrow's exam, and...

Peter Parker! You're the top student in the class! If you can't spare one evening for a date, then I'm sorry for you! Goodbye!

Sometimes I think I oughtta have my head examined for stickin' to this Spider-Man bit! I'm beginnin' to think a secret identity is for the Birds! I wonder if my Spider power is affecting my brain. Also, nothing I do seems to turn out right!

Hey, dig the crazy umbrella! How come you left your galoshes home, skinny gal?

Parker! Stop daydreaming in class!

Meanwhile, not too far away Sandman is having his share of trouble, also, as he realizes that evading the police isn't easy—not even for a super-criminal!

I turned my legs into sand just in time. These blasted cops are all over the place!

They may be havin' a tough job holdin' me, but they're sure are wearin' me down. I've got to find a place where I can hole up and rest for a while!

Hmm, that high school over there looks like a good spot! Nobody'd ever think to look for me in there!

Everyone's in class, except for that lone kid! Now to find an empty classroom!

That's what I get for not paying attention in class! I got stuck with the job of carryin' these old bottles from the lab to the boiler room! A real glamour boy, that's me!

Leave 'em there, Sonny! I'll get rid of 'em as soon as I adjust this new king-size vacuum cleaner!

He doesn't know how lucky he is! No worries except keeping this school clean! No nutty villains to chase, like I have!

And, on the floor above...

Someone's comin'. I'd better duck into this room here!
Uh oh! The blamed room is packed!

It's the Sandman!

Look here—I'm principal Davis! I demand to know—

Quiet! You'll do the talking! So, you're the principal, eh? Hmmm—know somethin'? I never graduated school! Mebbe this is my chance to get a diploma!

I don't know what you're talking about!

Well, you're gonna find out right now! I figure a guy like me deserves the best of everything! So, I want ya to write me out a diploma—or else!

Nothing could make me do that! A diploma must be earned! Your threats can't make me violate my trust, or my duties!

Say! Listen to him stand up to the Sandman!

Now there's a man with guts!

Stop! Stay back! These students are in my care! All of you—run! Run home! Call the police! I'll hold him off till you get safely out!

That's what you think, Mister! I'm gonna teach you a little lesson right now!

But, outside the classroom door, the returning Peter Parker has overheard the commotion, and, making a rapid change, he suddenly bursts into the room like a tornado, as the amazing Spider-Man!

You've got that backwards, loud-mouth! You're the one who's got a lot to learn!

Wow—eee! This sure has studying calculus beat all hollow!!
GO GET 'IM, SPIDER-MAN!

GIVE 'IM ONE FOR US, PAL!

WONDER IF THEY'D CHEER SO LOUD IF THEY KNEW IT WAS "PUNY" PETER PARKER THEY'RE CHEERING??

THAT WAS A REAL DRAMATIC ENTRANCE, SPIDER-MAN! BUT ENJOY IT WHILE YOU CAN--BECAUSE THIS TIME YOU AIN'T GETTIN' AWAY FROM ME SO EASY!

I'VE GOT TO GET HIM AWAY FROM HERE! I CAN'T TAKE A CHANCE ON ANY OF THESE KIDS GETTING HURT WHILE WE'RE FIGHTING!

BUT MAYBE I CAN QUICKLY FLOOR HIM WITH ONE PUNCH...

LUH OH! NOT A CHANCE! MY SPIDER SENSE TELLS ME HE'S MAKING HIS BODY ROCK-HARD AGAIN! I'D JUST BUST MY HAND TRYING,

INSTEAD, I'LL DO THE UNEXPECTED! I'LL GRAB HIM IN A WRESTLER'S HOLD BEFORE HE CAN CHANGE THE STRUCTURE OF HIS PHYSICAL MAKEUP...

...AND FLIP HIM OVER MY HEAD--LIKE THIS!

HAPPY LANDING, BRAGGERT!

PERFECT! I GOT HIM OUT OF THE ROOM! NOW TO FIND A WAY TO HOLD HIM UNTIL THE POLICE CAN GET HERE!

BOY! DID YOU SEE THAT?!?

I WONDER WHERE PETER WENT? HE ISN'T HERE!

WHO, THAT COWARD? HE'S PROBABLY HIDIN' WITH HIS HEAD UNDER A DESK SOMEWHERE!
Hey! Sandman recovered faster than I thought! I've got to stay out of his way till the school can be cleared of the kids!

Quickly! Everybody out! This way!

Ahh, this is more like it! Now, I've got to lure him out of here into a bigger area! I know just the place!

Okay, Spider-Man! Now it's just you and me! Once I finish you off, nobody'll be able to stop me!

He's pressing me too hard. I need more room! He has the advantage at these close quarters! I'll need my ability to get out of range!

Good! He followed me into the gym. Now I've really got room to operate!

I'll cover him with my web from up here!

Tricky little clown, ain'tcha?

Brother, you don't know how tricky!

Well, you'll haveta be a lot trickier than that to hold me!

Heck! He's pouring right thru my web!

Any other dumb stunts you wanna try?

Why not? You're not goin' anywhere!
I'm trying to sound confident to him, but I'll be blamed if I know what to try next!! He's sure no sitting duck.

Gotta catch my breath for a sec! He--he got me trapped in this corner! Can't run--and my punches don't seem to be hurting him.

Now I've got you where I want you! Hold still, insect man--this won't take long!

All right, if you wanna keep punchin' me, I'll make it easy for ya! There--I made myself all nice and sandy again, and now--

My fist went right thru him! But, he made his body hard again--I--I'm stuck!

I don't wantcha to get bored, chum! So I'll hit you a different way! Ever get any love taps from a guy's rock-hard head?

Ugh! Ow!

If...if I didn't have my spider strength, I'd be out for the count now! Can't take much more of this! Gotta do something!!

Suddenly, summoning every remaining bit of strength in his amazingly powerful body, the spider-man exerts one last mighty effort and flips sandman over his head, against the iron stairway post!

Wha--??!
THE AWESOME CRIMINAL RELEASING HIS HOLD ON SPIDER-MAN AS HE SHATTERS INTO COUNTLESS GRAINS OF SAND.

--- But for how long? He's already reforming the sandy elements of his body into a solid mass.

NICE TRY, SPIDER-MAN! BUT A LOT OF GOOD IT'LL DO YA!!

I'M FREE!

I'LL JUST LET MY GRAINS OF SAND OOZE OVER THERE TOWARDS YOU... LIKE HAVIN' YOUR LEGS IN QUICKSAND, ISN'T IT?

I'LL BET YOU'D BE GREAT AT A PARTY! YOU'RE JUST A BARREL OF FUN, AREN'T YOU??

WELL, THIS LITTLE PARTY'S GONNA END PRETTY SOON! HERE'S WHERE I PUT YOU AWAY FOR KEERS, YOU COSTUMED PEST!

HE'S TRAPPING ME MORE AND MORE! I CAN'T BREAK LOOSE! WAIT! I'VE GOT AN IDEA!

WHILE HE'S BUSY TRYING TO MAKE ME HELPLESS, I'LL BEND DOWN AND TRY TO MAKE HIM FORM HIMSELF INTO SOME SORT OF A BALL!

I NOTICE YOU'RE NOT GIVIN' OUT WITH ALL THE WISECRACKS NOW, SPIDER-MAN!

IT WORKED! I MANEUVERED HIM NEAR THE BASEMENT STEPS. NOW-- IF I'M LUCKY--

YOU'RE JUST PROLONGIN' THE AGONY, LAMEBRAIN! THIS AIN'T GONNA HELP YA!
OOF! STILL THINK IT WON'T HELP ME??

OKAY, YOU HAD YOUR FUN, NOW I'M JUST GETTIN' STARTED!!

THIS ELECTRIC DRILL WILL BORE THRU ANYTHING! SO YOU BETTER KEEP YOUR DISTANCE, SANDMAN!

DON'T YOU EVER LEARN? ALL I GOTTA DO IS MAKE MY BODY LIKE SAND AGAIN! THAT DUMB THING CAN'T HURT ME!

SO FAR, SO GOOD! HE DOESN'T SUSPECT THAT THAT'S JUST WHAT I WANT HIM TO DO!

STILL NOT CONVINCED, HUH? OKAY, GO AHEAD--WASTE YOUR TIME! HOW'D A NUT LIKE YOU EVER GET TO BE A SUPER-HERO, ANYHOW??

JUST STICK AROUND, BIG MAN! YOU'LL FIND OUT BEFORE YOU KNOW IT!

MOVING WITH BREATH-TAKING SPEED, THE AMAZING SPIDER-MAN SUDDENLY DROPS HIS DRILL AND SEIZES THE HUGE INDUSTRIAL VACUUM-CLEANER WHICH THE SCHOOL JANITOR HAD BEEN ADJUSTING EARLIER IN THE DAY!

WHAT'S THAT GOT TO DO WITH ANYTHING??

JUST THIS! HERE'S THE FIRST PART OF YOUR EDUCATION--COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

OHPPP...
WHew! Got him at last! That heavy canvas bag will hold him for sure!

Too bad! I could have gotten some pictures of our fight! Ol' Jameson would pay a fortune for 'em! Say! Why not??

Maybe with a little ingenuity I can still furnish the pix to JJ! I'll just take my camera out of my belt...

There! I've got the timer set to automatic. Now, this bucket of sand will come in real handy!

I'll just toss a mess of sand into the air, like this!

And then I'll dive through it, as though I'm attacking Sandman while he's in his sand-grain form!

Since this really happened a few minutes ago, it can't be unethical! It's like shooting a re-take of a movie! I hope the camera is focused just right--these should be good shots!

Meanwhile, the police have thrown a heavily-armed cordon around the school, and...

All units are in position, Captain!

Good! remember, we don't want to take any unnecessary chances!

Let me thru! I'm J. Jonah Jameson! Let me thru!

What are you waiting for, Captain? Why don't you charge in there and overpower the Sandman??

Look, Mister--I don't tell you how to publish newspapers! I've got to be sure that all the students are out of there before the shooting starts!
LATER...

ALL RIGHT, THE SCHOOL IS CLEARED OUT, EXCEPT FOR SANDMAN! NOW GET HIM BEFORE HE AND SPIDER-MAN ESCAPE!

YOU'RE OFF BASE THERE, JAMESON! WE'RE NOT AFTER SPIDER-MAN! FAR AS WE KNOW, HE'S HELPING US TO BATTLE SANDMAN!

SO, HE'S GOT YOU FOOLING, HAS HE? I'M CONVINCED THEY'RE IN CACOOTS! FOR ALL WE KNOW, THEY'RE PLANNING TO LOOT THIS ENTIRE CITY TOGETHER!

JAMESON, WHY DON'T YOU LET ME HANDLE--WAIT! LOOK!!

YOU CAN BREATHE EASY, CAPTAIN! SANDMAN IS INSIDE, ALL WRAPPED UP FOR YOU!

IT'S SPIDER-MAN!! HE DID IT!

DON'T LET HIM FOOL YOU! IT COULD BE A TRICK! YOU'VE GOT TO CAPTURE SPIDER-MAN! HOLD HIM UNTIL YOU FIND THE SANDMAN!

BETTER COME DOWN FROM THERE, SPIDER-MAN! YOU'LL HAVE TO GIVE US A FULL REPORT!

AND I'VE GOT A FEW QUESTIONS TO ASK HIM, TOO! MY PAPERS WANT TO KNOW MORE ABOUT HIM! WHY IS SPIDER-MAN ALLOWED TO ROAM THE CITY AT WILL--TAKING THE LAW INTO HIS OWN HANDS??

BOY, NOTHING I DO CAN SATISFY JAMESON! I'D BETTER WATCH MY STEP--HE HAS A WAY OF INFAMING THE CROWD, TURNING EVERYTHING I SAY AND DO AGAINST ME. IF THE POLICE LISTEN TO HIM, I'M LIABLE TO BE LOCKED UP, TOO!
A FEW SECONDS LATER...

I SURE HOPE NO ONE TIES MY SUDDEN APPEARANCE IN WITH THE DISAPPEARANCE OF SPIDER-MAN!

HOLD ON THERE, PARKER! I’VE BEEN LOOKING FOR YOU!

SO, YOU WERE HIDING IN THE SCHOOL, EH? GOOD JOB. DID YOU GET ANY EXCLUSIVE PICTURES OF THOSE TWO MENACES FOR ME?

YES SIR, I DID! I WAS, EH, KINDA LUCKY THIS TIME!

HERE’S THE FILM, MISTER JAMESON! I DIDN’T HAVE TIME TO HAVE IT DEVELOPED!

THAT’S ALL RIGHT! DON’T WORRY ABOUT IT! I’LL TAKE THE COST OF DEVELOPING OUT OF YOUR PAY!

NOT A SIGN OF SPIDER-MAN, CHIEF!

WELL, WE’VE NOTHING AGAINST HIM ANYWAY, AND WE DO HAVE SANDMAN UNDER WRAPS!

NOTHING AGAINST SPIDER-MAN?? WHAT ABOUT THE DAMAGE DONE TO THE INSIDE OF THE SCHOOL?? WAIT TILL MY PAPERS WRITE AN EDITORIAL ABOUT HIM WRECKING PUBLIC PROPERTY!

IF SPIDER-MAN HAD LET THE POLICE HANDLE THIS, SANDMAN COULD HAVE BEEN STARVED OUT OF THERE AND CAPTURED WITH NO FUSS, NO DAMAGE! BUT ONCE AGAIN, SPIDER-MAN TRIED TO STEAL THE GLORY!

MR. JAMESON, THE POLICE APPRECIATE SPIDER-MAN’S HELP! YOU CAN PRINT WHAT YOU WANT TO IN YOUR PAPERS, BUT SOONER OR LATER PEOPLE WILL REALIZE YOU’RE JUST AIRING A PRIVATE GRUDGE OF YOUR OWN!
AWW, WHO CARES ABOUT JAMESON? FOR ONCE, EVERYTHING TURNED OUT OKAY!

I POLISHED OFF SANDMAN, GOT THE MONEY I NEEDED, AND NOW THERE'S NOTHING TO STOP ME FROM DATING LIZ TONIGHT! I'D BETTER GO AND FIND HER!

THERE SHE IS! WAIT UP, LIZ--!

WELL, WELL, LOOK WHO'S HERE! "MR. BOOKWORM OF 1963," NOW THAT THE FIGHTING'S OVER, YOU FINALLY CAME OUT OF HIDING, EH?

WHAT IS IT, PETER? IT HAPPEN TO BE QUITE BUSY!

GEE, DON'T BE ANGRY, LIZ! I JUST WANTED TO TELL YOU THAT I CAN TAKE YOU OUT TONIGHT, AFTER ALL!

REALLY? perhaps WE SHOULD DECLARE THIS A NATIONAL HOLIDAY! SORRY, MR. PARKER, BUT I'VE MADE OTHER PLANS!

MEANING YOURS TRULY PUNK! NOW RUN ALONG AND FIND YOUR UMBRELLA!

YOU BRAINLESS LOUDMOUTH! you've insulted ME FOR THE LAST TIME! I'M GONNA WIPE THAT STUPID LEER OFF YOUR FACE RIGHT NOW!

WELL, WELL! SO THE WORM FINALLY TURNED EH? OKAY, WORM, i'VE BEEN WAITING FOR THIS!

WAIT! WHAT AM I DOING?? I CAN'T AFFORD TO LOSE MY TEMPER LIKE THIS! WITH THE STRENGTH OF SPIDER-MAN, IF I GET INTO A FIGHT WITH A NORMAL GUY, I COULD PULVERIZE HIM!

AWW, FORGET IT! you're NOT EVEN WORTH THE TROUBLE! I'VE GOT MORE IMPORTANT THINGS TO DO!

SURE, THINGS LIKE CHICKENING OUT OF FIGHTS, AND HIDING WHENEVER THERE'S TROUBLE! things LIKE THAT CAN KEEP A FELLA REAL BUSY, CAN'T THEY, PETEY BOY?
WOULD YOU LIKE US TO HELP YOU CROSS THE STREET, SONNY? MEBBE WE COULD—

HMMH! TOO BAD HE DOESN'T HAVE COURAGE TO MATCH!

YOU SAID IT, LIZ! COME ON, CHICK, LET'S GO! THIS COMPANY IS BORIN' ME!

NOW EVEN LIZ THINKS I'M A COWARD! THAT SURE IS PRETTY HARD TO TAKE!

SO LONG, BRAIN WAVE! DON'T LET ANY KINDERGARTEN KIDS RUN AWAY WITH YOUR BOOKS!

THAT'S ENOUGH, FLASH! YOU NEEDN'T BE THAT CRUEL TO PETER!

WOMEN! I THOUGHT YOU WERE MAD AT 'IM!

Later, walking home from school, a thoughtful Peter Parker overhears the comments of his neighbors...

Well, I see that Spider-Man captured that awful Sandman!

According to the editorial, Spider-Man is just as bad as the other one!

Jonah Jameson writes that Spider-Man has no business trying to catch criminals by himself!

If you ask me, that's right! Who knows when Spider-Man may turn against society???

What would make a guy wear a goofy costume and run around chasin' crooks?

I dunno! He must be a neurotic of some sort! Probably has delusions of grandeur!

Don't you wish you were Spider-Man?

Nah! Give me the Human Torch any day!

Finally, alone in his room, the amazing individual called Spider-Man searches his soul, bewildered, confused, and bitter!

Can they be right? Am I really some sort of a crack-pot, wasting my time seeking fame and glory?? Am I more interested in the adventure of being Spider-Man than I am in helping people?? Why do I do it? Why don't I give the whole thing up?

And yet, I can't! I must have been given this great power for a reason! No matter how difficult it is, I must remain as Spider-Man! And I pray that some day the world will understand.

One thing is certain! The world won't have long to wait for Spider-Man's next great thriller! Due to your ever-increasing demand, it will be on sale soon! Reserve your copy now!