



MARVEL
COMICS
GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY
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HALF-MAN... HALF-REPTILE...

THE LIZARD

WILL TAKE OVER ALL OF
EARTH UNLESS SPIDER-MAN
ALONE CAN STOP HIM!



THE MARVEL AGE OF COMICS IS HERE!



"FACE-TO-FACE WITH... THE LIZARD!"

IT IS COMMON KNOWLEDGE THAT **SPIDER-MAN** IS THE MOST SUCCESSFUL NEW SUPER-HERO SINCE THE FANTASTIC FOUR!

THIS, THE LATEST, AND POSSIBLY THE GREATEST OF ALL HIS ADVENTURES, WILL SHOW YOU **WHY** THE MYSTERIOUS MASKED TEEN-AGER HAS BECOME AMERICA'S SUPER SENSATION!

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A
**21-PAGE
SPIDER-MAN
SUPER
EPIC!**

A **SUPER-HERO** IS NOTHING WITHOUT A **SUPER-VILLAIN**! AND, OUR LATEST SUPER-VILLAIN APPEARS, WITHOUT WARNING, IN THE MURKY SWAMPS OF FLORIDA'S EVERGLADES! THIS IS THE FIRST ENCOUNTER BETWEEN MAN-KIND AND--**THE LIZARD!**



EVEN AS FAR NORTH AS NEW YORK, THE NAME OF **THE LIZARD** IS ON EVERYONE'S LIPS!



WHATEVER IT IS, IT'S **ATTACKING** US!! I'LL--**LOOK!** BULLETS DON'T STOP IT!

YOU DARE DEFY **THE LIZARD**? YOU'LL **PAY** FOR THAT FOLLY!



LIKE WILDFIRE, THE REPORTS OF THE HUMAN LIZARD SPREAD THRUOUT THE EVERGLADES... THE STATE... AND THE ENTIRE NATION!



AND SO, QUIETLY--SECRETLY--AMERICA'S MOST MYSTERIOUS SUPER HERO LEARNS ABOUT THE NATION'S NEWEST MENACE FOR THE FIRST TIME!



WELL, I'LL CHANGE TO PETER PARKER, AND GO SEE MISTER JAMESON! MAYBE HE'LL SEND ME TO FLORIDA TO SNAP SOME PHOTOS OF THAT LIZARD CHARACTER!



A FEW MINUTES LATER, AT THE OFFICE OF THE "DAILY BUGLE":

YOU'RE OUT OF YOUR MIND, PARKER! I JUST PRINTED THAT "CHALLENGE" HEADLINE TO SELL PAPERS! THE LIZARD IS PROBABLY JUST A PHONY, ANYWAY! I'M NOT PAYING YOU TO WASTE TIME!

BUT IF SPIDER-MAN *DOES* FIGHT HIM, THINK WHAT A *SCOOP* WE COULD GET!



DON'T MAKE ME LAUGH! IF THERE REALLY *IS* A GIANT LIZARD DOWN SOUTH, SPIDER-MAN WILL *NEVER* TACKLE HIM! HE'D RATHER STAY HERE, FIGHTING TWO-BIT HOODS AND MAKING A REP FOR HIMSELF!

I SHOULD HAVE KNOWN OLD HATCHET-FACE WOULD TURN ME DOWN!



TOO BAD, PETER! I THINK HE SHOULD HAVE SENT YOU TO COVER THE LIZARD STORY! IT MIGHT BE A REAL *SCOOP*!

THANKS, BETTY! I SURE WISH YOU WERE THE PUBLISHER, INSTEAD OF JUST BEING HIS SECRETARY!



NEXT DAY, AT THE NATURAL HISTORY MUSEUM...

I FIGURE IT WON'T HURT ME TO LEARN ALL I CAN ABOUT LIZARDS, JUST IN CASE! SO, I MIGHT AS WELL START WITH THE BIGGEST ONES... THE DINOSAURS!



HEY, LIZ! WOULDN'T YOU KNOW WE'D FIND BOOKWORM PARKER HERE!

HUSH, FLASH! I WANT TO HEAR THE LECTURE!

...IF THEIR INTELLIGENCE HAD MATCHED THEIR SIZE, THEY MIGHT STILL RULE THE EARTH TODAY!

THEIR HIDES WERE SO THICK THAT IF THEY LIVED TODAY NO GUN SMALLER THAN A *CANNON* COULD INJURE THEM!



MY *SPIDER SENSE* IS TINGLING! THOSE TWO MEN COMING IN... IT'S DUE TO *THEM*!

NO ONE SAW US TAKE THE IDOL'S RUBY! NOW LET'S SCRAM!



THEY LIVED IN OR OUT OF WATER... THEY COULD CRUSH A PRESENT-DAY TANK...



THEY'VE *STOLEN* SOMETHING! I CAN *SENSE* IT! HAVE TO FOLLOW THEM!



DON'T LIKE THE WAY THAT KID'S *LOOKIN'* AT US!



ME, NEITHER! *COME ON!*



AW, HE'S HARMLESS! HE'S GOIN' IN THE OTHER ROOM!

LUCKY FOR HIM! IF HE CAME ANY CLOSER, I'D HAVE LET 'IM HAVE IT!

I'LL DUCK IN HERE AND CHANGE TO SPIDER-MAN!



THERE'S NOT MUCH MORE I CAN LEARN ABOUT DINOSAURS...

...AND THIS IS A LOT MORE FUN!



UH OH! WHAT'S THE COMMOTION OUT THERE? IT'S THE GUARD! HE'S CHASING THOSE TWO!

HE SAW THEM STEAL SOMETHING! BUT--THEY PULLED A GUN... SEIZED ONE OF THE KIDS... IT'S LIZ!



OKAY, SO YOU SAW US GRAB THAT RUBY! BUT WE'RE GETTIN' OUT OF HERE ANYWAY... AND WE'RE TAKING THIS GAL WITH US-- FOR PROTECTION!

PLEASE! LET THEM GO! DON'T TRY TO STOP THEM! THEY--THEY SEEM SO DESPERATE!

YOU TWO WON'T GET AWAY WITH THIS!

I'LL SAY THEY WON'T!



I SEE THAT FLASH THOMPSON, LIZ'S LOUD-MOUTHED DATE, ISN'T DOING HER ANY GOOD!

...BUT "BOOKWORM PARKER" HAS A FEW TRICKS UP HIS LITTLE SLEEVE!



HOLD IT, BOYS! YOU'RE MISSING ONE OF THE MOST INTERESTING EXHIBITS! NAMELY--ME!

IT'S-- SPIDER-MAN!

WHAT DO WE DO NOW?



I'LL ANSWER THAT QUESTION! YOU HIT MY EAGER LITTLE FIST WITH YOUR BIG STRONG CHINS... LIKE THIS!

UGH!

OOF!



JAMESON, YOU'VE BEEN WRITING EDITORIALS AGAINST ME... TALKING ON RADIO AND TV AGAINST ME... AND Y'KNOW SOMETHING? I'M BEGINNING TO THINK YOU DON'T LIKE ME!

L-LET ME DOWN!



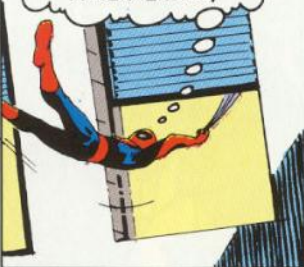
WHAT'S THE RUSH? I HAVE A NEWS ITEM FOR YOU! I'M GOING TO **ACCEPT** THE LIZARD'S CHALLENGE! SO, IF YOU WANT TO SEE WHAT I CAN **REALLY** DO, YOU'D BETTER SEND A PHOTOGRAPHER TO FLORIDA TO COVER THE STORY!

AS FOR MY WEB, IT'LL LOOSEN IN A MINUTE AND YOU'LL COME DOWN... **BOY**, WILL YOU COME DOWN!!



THAT DOES IT! NOW, I HAVE TO HOPE HE'S CONVINCED ENOUGH TO SEND PETE PARKER TO FLORIDA-- BECAUSE I HAVEN'T ENOUGH MONEY TO GET THERE BY MYSELF!

SOME SUPER-HERO I AM! TOO BROKE TO BUY A PLANE TICKET TO MEET A NEW ENEMY!



MISS BRANT, STOP GAPING AND CALL PETER PARKER! I WANT TO SEE HIM HERE **AT ONCE!** BUT FIRST, PUT SOME SOFT **CUSHIONS** ON THE FLOOR UNDER ME!

Y-YES, SIR!



-WHUMP!-

OWW!! NEVER MIND THOSE *!?!* CUSHIONS!

TSK! TSK! POOR GENTLE JONAH!



EXACTLY FIVE MINUTES LATER...

PETER! WHERE HAVE YOU BEEN? MR. JAMESON HAS BEEN LOOKING EVERYWHERE FOR YOU!

NO WONDER HE DIDN'T FIND ME! I HAVEN'T BEEN EVERYWHERE!



YOU KNOW, BETTY... I'VE BEEN WANTING TO ASK YOU SOMETHING...

YES, PETER?

PARKER! GET IN HERE!



I'VE DECIDED TO SEND YOU TO FLORIDA AFTER ALL, TO TRY TO GET SOME PICTURES OF THE LIZARD... AND SPIDER-MAN, IF HE SHOWS UP!

THAT'S GREAT! WHEN DO I START?

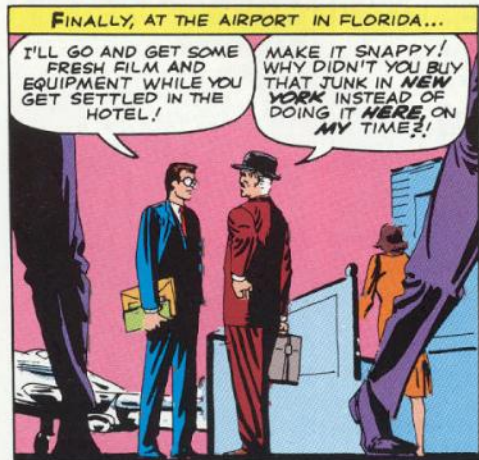


START PACKING NOW! WE'RE LEAVING AS SOON AS POSSIBLE!

WE'RE LEAVING--???

THAT'S RIGHT! IT'S SUCH A BIG STORY THAT I'M GOING WITH YOU!









MY HUSBAND, DR. CURTIS CONNORS--**IS THE LIZARD!**

WHAT
??!!



"LET ME EXPLAIN... MY HUSBAND WAS A SURGEON--HE LOST HIS RIGHT ARM DURING THE WAR! EVER SINCE THEN, HE HAS STUDIED REPTILE LIFE! HE BECAME ONE OF THE WORLD'S LEADING AUTHORITIES ON REPTILES..."

IF A LOWER ORDER OF LIFE, SUCH AS CERTAIN TYPES OF LIZARDS, LOSE A LEG, OR ANY BASE EXTREMITY, THEY OFTEN SIMPLY GROW A **NEW** ONE!

IF ONLY I COULD LEARN HOW IT IS DONE, AND APPLY THE SECRET TO **HUMANS...** THINK WHAT IT WOULD MEAN!



A MAN MIGHT GROW A NEW PAIR OF LEGS, OR ARMS! PERHAPS EVEN NEW EYES, OR A NEW HEART! I'VE **GOT** TO FIND THE SECRET!

OH, CURTIS... IF ONLY YOU **COULD!**



"CURTIS CONNORS WAS A GOOD HUSBAND, A GOOD FATHER! HIS SON, BILLY, ADORED HIM... AND SO DID I."

DADDY, WHAT ARE YOU WORKING ON NOW?

SOMETHING TO MAKE YOU **PROUD** OF ME, BILLY! SOMETHING TO HELP ALL MANKIND!



"AFTER MONTHS OF EXPERIMENTATION..."

THE SERUM WHICH I EXTRACTED FROM MY EXPERIMENTAL LIZARDS **WORKED!**

THAT RABBIT GREW A **NEW LEG** WITHIN AN HOUR!



NOW, ALL THAT REMAINS IS FOR ME TO TRY IT ON A **HUMAN!** AND WHAT BETTER SUBJECT CAN THERE BE, THAN--MYSELF!

CURTIS...ARE YOU SURE IT'S SAFE? **CURTIS!!**



"HE DRANK THE BUBBLING SERUM BEFORE I COULD STOP HIM! AND THEN..."

MY RIGHT SHOULDER... SUCH A STRANGE SENSATION!

I-I FEEL **LIFE** RETURNING!



"AND THEN..."

I'VE **DONE IT!** I'VE GROWN A **NEW ARM!**

THIS IS THE GREATEST MEDICAL FEAT OF ALL TIME!



"BUT, THE CHANGE DIDN'T END THERE!! NO-- THE HAND, THE ARM, **ALL** OF CURTIS CONNORS BEGAN TO CHANGE, UNTIL..."

WHAT HAS **HAPPENED** TO ME? WHAT HAVE I **DONE?**



CURTIS!!
WHAT IS IT?

NO! NO! STAY AWAY! DON'T LOOK AT ME!! DON'T!



"TREMBLING, SOBBING, LIKE A MAN POSSESSED, THE CREATURE WHO HAD BEEN CURTIS CONNORS RACED OUT INTO THE NIGHT..."

CURTIS!



"HE RETURNED THE NEXT DAY! HE TRIED TO WORK ON A NEW SERUM, ONE WHICH WOULD MAKE HIM HUMAN AGAIN... BUT IT WAS HOPELESS! HIS BRAIN HAD BEEN TOO DULLED-- TOO CHANGED!"

CANNOT DO IT! MUST GIVE UP!



AND THAT WAS THE END! HE LEFT A NOTE... SAYING GOODBYE... HE WAS AFRAID TO REMAIN... AFRAID... BECAUSE OF WHAT HE HAD BECOME!

TAKE BILLY... LEAVE-- NEVER COME BACK--



THEN, AT THAT MOMENT...

MOMMY!!

IT'S BILLY! I THOUGHT HE WAS TAKING HIS NAP!



THE CRY CAME FROM **OUTSIDE!** PERHAPS HIS SPIDER-SENSE WILL LEAD ME TO HIM!



MEANWHILE, NOT FAR AWAY, THE TERRIFIED BOY RACES THRU THE SWAMP... HAVING SEEN A SIGHT WHICH SEEMED TO BE OUT OF A NIGHTMARE!

I-I DID NOT MEAN TO FRIGHTEN YOU!

HELP!



COME BACK!!

THAT SNAKE! I-I CAN'T GET OUT OF ITS WAY IN TIME!



SUDDENLY, A COLORFUL, FAST-MOVING FIGURE SWINGS DOWN FROM ABOVE, AND...





IT IS NOT ONLY HIS **STRENGTH** THAT WAS AFFECTED, BUT HIS **BRAIN!** HE PLANS TO INJECT HIS SERUM IN GIANT LIZARDS, MAKING THEM LIKE **HE** IS... CREATING A SAVAGE, SUPER-POWERFUL LIZARD ARMY!

DO YOU REALIZE HOW **MANY** LIZARDS THERE ARE ON EARTH?? MANKIND WOULDN'T STAND A **CHANCE!**



HE **MUST** BE STOPPED, QUICKLY, BEFORE HE CREATES THE **FIRST** SUPER-LIZARD! OTHERWISE, THEY WILL MULTIPLY TOO FAST TO **EVER** BE CHECKED!

HERE IS THE ANTIDOTE! BUT HOW WILL YOU GET HIM TO **DRINK** IT?



I DON'T KNOW YET, BUT THE FIRST THING I MUST DO IS TRACK HIM DOWN NOW! YOU AND YOUR SON REMAIN HERE... I DON'T THINK HE WILL RETURN!

HE IS **STRONGER** THAN YOU... AND HE HAS BECOME **RUTHLESS!** PERHAPS YOU SHOULD GET **HELP!**



THERE ISN'T **TIME** FOR THAT! WHAT-EVER MUST BE DONE, MUST BE DONE BY **SPIDER-MAN** ALONE! I'LL BUILD SOME WEB SWAMP-SHOES FOR MY FEET...

D-DON'T **HURT** HIM, SPIDER-MAN! HE'S STILL... MY **FATHER!** SOB=



THE BOY IS **RIGHT!** BENEATH THE SAVAGE EXTERIOR OF THE LIZARD, IS A DECENT, TALENTED MAN! BUT HOW CAN I DEFEAT HIM-- AND SAVE **MYSELF**-- WITHOUT **HARMING** HIM??



LUCKILY, HIS TRAIL IS STILL RECENT ENOUGH FOR MY SPIDER-SENSE TO TRACK HIM! AND I CAN KEEP THESE SWAMP SNAKES AT BAY AS LONG AS MY **WEB FLUID** HOLDS OUT!



I SENSE HIM MORE CLEARLY THAN EVER NOW! HE MUST BE INSIDE THAT OLD, ABANDONED SPANISH FORT!



AND NOW... FOR THE **SHOWDOWN!**



THERE HE IS! BUT... AM I **TOO LATE?**



THE SCENE IS SO AMAZING, SO FRAUGHT WITH DRAMA, THAT SPIDER-MAN TAKES A FEW FAST PICTURES OF IT, AS HE FRANTICALLY TRIES TO PLAN HIS NEXT MOVE!

HE'S SURROUNDED BY HUGE ALLIGATORS! BUT THEY SEEM TO BE OBEYING HIM!

AND NOW FOR OUR GREAT MOMENT, MY PETS....



WE SHALL BE THE **FIRST!** THE FIRST OF EARTH'S NEW RULERS! THE HUMANS WILL HAVE NO PLACE TO RUN...NO PLACE TO HIDE FROM **US!** FOR THE LIZARDS ARE PART OF THE REPTILE FAMILY, WHICH INCLUDES **YOU**, THE **SNAKES**, AND ALL THE CRAWLING HORDES!

THINK OF THE COUNTLESS **MILLIONS** OF REPTILES IN THESE EVERGLADES **ALONE!** ONCE I SPILL MY SERUM IN THE MURKY WATERS, **NOTHING** WILL STOP THE BIRTH OF A NEW RACE OF LIZARD CREATURES!



AND I SHALL BE THE MASTER! MASTER OF AN ENTIRE PLANET! NOW, FOLLOW ME, WHILE I GO TO PREPARE THE SERUM! OUR SUPREME MOMENT IS NEAR AT HAND!

GOOD! THEN I AM STILL IN TIME! HE HASN'T STARTED HIS DEADLY CHAIN REACTION YET!



BUT UNEXPECTEDLY, THE ANCIENT, TIME-WORN MORTAR CRUMBLES BENEATH SPIDER-MAN'S WEIGHT, AND...

I'M FALLING!

YOU! YOU STILL LIVE!



WELL, THIS SOLVES MY **FIRST** PROBLEM... THE PROBLEM OF WHEN TO ATTACK! LOOKS LIKE IT'S **NOW** OR **NEVER!**

GET HIM, MY PETS! SPIDER-MAN MUST NEVER LEAVE HERE ALIVE!







AS SPIDER-MAN PLUNGES TOWARD THE FLOOR BELOW, GRASPING HIS LIFE-SAVING STRAND OF WEB IN ONE HAND, HE LUNGES OUT SKILLFULLY, AND...



THEN, IN MID-AIR, THE AMAZING COSTUMED CRUSADER SUMMONS ALL HIS SPEED, HIS UNERRING SKILL, HIS LIGHTNING-FAST REFLEXES, AND WHISKS A SMALL VIAL FROM HIS BELT...



I WARNED YOU THAT YOU WERE NO MATCH FOR ME! AND NOW... WE WILL **END** THIS... FOREVER!



AS SOON AS I HAVE DISPOSED OF YOU, I WILL SPILL MY SERUM IN THE SWAMP, AND THE WORLD WILL BE **MINE**!

GOT TO **STOP** HIM! CAN'T GIVE UP!



BUT, SUDDENLY...

MY HEAD! MY BRAIN! WHAT-- WHAT IS **HAPPENING** TO ME??



HIS HANDS ARE LOSING THEIR SCALY QUALITY! IT'S THE **SERUM**! IT'S **WORKING**! I HAVEN'T FAILED!



AND THEN, BEFORE THE STARTLED EYES OF SPIDER-MAN... IN THE ANCIENT, CRUMBLING, HALF-HIDDEN FORTRESS, A FANTASTIC CHANGE TAKES PLACE...

I-I'M **HUMAN** AGAIN!



THE NIGHTMARE HAS ENDED! AT LAST... IT'S **OVER**!

YOU HAVE ONLY ONE ARM AGAIN! EVERY LAST VESTIGE OF YOUR LIZARD IDENTITY HAS VANISHED!



WITHOUT **THE LIZARD** CONTROLLING THOSE ALLIGATORS, IT'S A SIMPLE MATTER FOR **SPIDER-MAN** TO KEEP THEM AT BAY!

AND NOW... I'LL TAKE YOU HOME, DR. CONNORS!

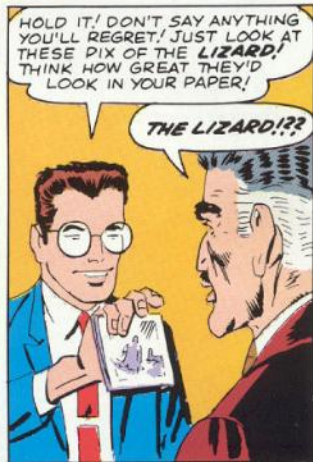


A SHORT TIME LATER...

MY DARLING! IF NOT FOR **SPIDER-MAN** I MIGHT NEVER HAVE HELD YOU IN MY ARMS AGAIN!

OH, CURTIS! I-I CAN'T BELIEVE YOU'RE REALLY BACK!!





YOU AND YOUR BIG TALK! YOU PROMISED ME SENSATIONAL PHOTOS... AND ALL YOU BRING ME IS A BATCH OF **WORTHLESS FAKES!** YOU'VE WASTED ENOUGH OF MY TIME! GET PACKED! WE'RE RETURNING TO NEW YORK!



REST??! BUT... OH, OKAY, AUNT MAY! JUST LET ME CALL BETTY FIRST, AND SEE IF SHE'LL DATE ME TOMORROW! OH... I FORGOT! SHE'S WORKING LATE FOR MR. JAMESON! WELL, THEN I'LL TRY LIZ ALLEN!



HI, LIZ! THIS IS **PETER!** HOW ABOUT TOMORROW NIGHT?

AND, AT THE OFFICE OF J. JONAH JAMESON, SPIDER-MAN IS ALSO VERY MUCH THE TOPIC OF CONVERSATION...



YOU MEAN HE SENT IT THRU THE MAIL, MISS BRANT?

YES SIR! AFTER ALL, I GUESS **SPIDER-MAN** CAN MAIL A LETTER LIKE ANYONE ELSE!

WHAT ABOUT THE MONEY YOU PROMISED ME, MR JAMESON?



FOR WHAT?? THE WAY I FIGURE IT, YOU OWE ME FOR YOUR PLANE FARE DOWN HERE AND HALF OF THE HOTEL BILL!

PETER PARKER! I'LL TELL YOU WHAT I TOLD FLASH THOMPSON! I'LL THANK YOU **NOT** TO CALL AND TIE UP MY PHONE! I'M WAITING FOR A CALL FROM **SPIDER-MAN!** AFTER HIM RESCUING ME THE OTHER DAY, AND CALLING ME "**BLUE EYES**" I'M **SURE** HE'LL CALL!



AND I DON'T WANT THE LINE TO BE BUSY WHEN MY **DREAM MAN** PHONES!!

FINALLY, A WEARY PETER PARKER REACHES HIS HOME...



GEE, IT'S GOOD TO BE BACK, AUNT MAY!

NOW DON'T GET TOO COMFORTABLE, PETER! I HAVE A LOT OF CHORES FOR YOU TO DO AFTER YOUR NICE REST IN FLORIDA!

OH NO!! SHE THINKS **SPIDER-MAN** HAS A CRUSH ON HER! SO SHE WON'T WASTE TIME DATING PLAIN, ORDINARY PETER FROM DULLVILLE!



ONLY A GUY WITH **MY** NUTTY LUCK COULD END UP BEING HIS **OWN** COMPETITION!

IT SAYS: "**ROSES ARE RED, VIOLETS ARE BLUE...** I'M STILL AT LARGE, SO PHOOEY TO YOU!"

WELL, DON'T JUST **STAND** THERE! TEAR IT UP! **BURN IT!**

OWN! I'LL GET THAT MASKED MENACE IF IT'S THE LAST THING I DO!



EDITOR'S NOTE: BIG NEWS!! NEXT ISSUE WILL FEATURE THE SENSATIONAL RETURN OF ONE OF THE GREATEST VILLAINS OF ALL... THE ASTOUNDING **VULTURE!** RESERVE YOUR COPY AT YOUR DEALER'S NOW! SEE YOU SOON...

