The Amazing Spider-Man

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!
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!

A 21-PAGE SPIDER-MAN SUPER EPIC!

ANOTHER PROUD PRODUCTION OF THE MIGHTY MARVEL COMICS GROUP!
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!

BEGONE!!

THIS SWAMP IS MINE!

WHAT IS IT?

A GIANT LIZARD!

IT WALKS LIKE A MAN!

BEHIND!

A GIANT LIZARD!

WHAT IS IT?

A GIANT LIZARD!

IT WALKS LIKE A MAN!

IT'S ATTACKING US! I'LL -- LOOK! BULLETS DON'T STOP IT!

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

HE SNAPPED THAT HUGE TREE AS IF IT WERE CARDBOARD!

RUN! WE'VE GOT TO GET AWAY FROM HERE!

FLEE, PUNY HUMANS!

THIS SWAMP IS MINE!

HERE THE LIZARD REIGNS SUPREME!

BOY! HE DOESN'T HAVE TO TELL ME TWICE!


THEY SAY IT WALKS AND TALKS LIKE A MAN!

BULLETS CANNOT HARM IT! WHAT IS IT? WHO IS IT?

IT HAS THE STRENGTH OF A DOZEN BULLDOZERS!

NORBODY CAN EVER TRACK IT DOWN... THE STATE... AND THE WHOLE NATION!

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

WHAT KIND OF CORNBALL GAG IS THIS? EVERY PUBLICITY-MAD NUT AND HIS BROTHER TRY TO CHALLENGE ME TO SOMETHING OR OTHER!

EXTRA! READ ALL ABOUT THE LIZARD!

EXTRA! EXTRA!

I'D LIKE A PAPER, TOO! BUT I'LL GET IT MY OWN WAY!

EXTRA DAILY BUGLE

THE BUGLE CHALLENGES SPIDER-MAN TO DEFEAT THE LIZARD!
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, THUMP 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!

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'RE STOLEN SOMETHING I CAN SENSE IT! I 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 GON’ 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!

...AND THE COMMOTION OUT THERE?
IT’S THE GUARD! HE’S CHASING THOSE TWO!

OH! WHAT’S 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!

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

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

HEH! OOF!

HOLD IT, BOYS! YOU’RE MISSING ONE OF THE MOST INTERESTING EXHIBITS! NAMELY--ME!
IT’S--SPIDER-MAN!
WHAT DO WE DO NOW?

SPIDER-MAN!
YOU SAVED ME FROM THOSE TWO GUNMEN!
THE PLEASURE WAS ALL MINE, BLUE-EYES!

I'M JUST ENOUGH OF A SHOW-OFF TO ENJOY THESE LITTLE INCIDENTS!

...BUT I'D BETTER CUT OUT BEFORE SOMEONE WONDERS WHERE PETER PARKER IS!

MINUTES LATER...
LIZ, COME ON! SNAP OUT OF IT! THIS IS FLASH! DON'T YOU REMEMBER ME?
FLASH WHO? ALL I CAN REMEMBER ARE SPIDER-MAN'S STRONG ARMS AROUND ME! SIGH...
FLASH? HE CALLED ME BLUE EYES. I'LL NEVER FORGET HIM!
MADE IT! NOBODY EVEN MISSED ME!

NUTS! COMPETITION LIKE YOU I CAN HANDLE, PARKER! BUT WHAT DO I DO ABOUT SPIDER-MAN?
JUST ONE THING, PAL... WORRY!

AT THAT MOMENT, A BOY PASSES BY, LISTENING TO THE NEWS ON HIS TRANSISTOR PORTABLE RADIO...
THE NATION WONDERS WHY SPIDER-MAN HAS AVOIDED GOING AFTER THE LIZARD...

THAT SETTLES IT! I'VE GOT TO FIND A WAY TO GET JAMESON TO SEND ME TO FLORIDA!

AND SO, NOT LONG AFTER...
WH- WHO'S THAT??
WELL, IT'S MY CAT DOMINO!

Uh uh! Hands off your intercom, Jonah. Ol' Chum! Let's keep this nice and private!

GOT TO GET OUT! GET HELP!

HOLD IT, SMILEY! WHERE'S YOUR HOSPITALITY?
JAMESON, YOU'VE BEEN WRITING EDITORIALS AGAINST ME... TALKING ON RADIO AND TV AGAINST ME... AND YOU 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!!

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!

WHUMP!

TSK! TSK! POOR GENTLE JONAH!

OWW!! NEVER MIND THOSE $#*!A CUSHIONS!

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!
OH, BROTHER! IF HE TAGS ALONG, HOW WILL I BE ABLE TO KEEP SWITCHING FROM PETE PARKER TO SPIDER-MAN?
I'LL HAVE TO GET PERMISSION FROM MY AUNT MAY!

MINUTES LATER, AT HOME...
YOU WANT TO GO TO FLORIDA WITH THAT HORRIBLE LIZARD RUNNING LOOSE DOWN THERE? OH NO, PETER! IT'S OUT OF THE QUESTION!
BUT MISTER JAMESON IS GOING WITH ME!

YOU MEAN J. JONAH JAMESON, THE NICE MAN YOU DO PART-TIME WORK FOR? OH, IN THAT CASE I SUPPOSE IT'S ALL RIGHT! I KNOW THAT HE'LL TAKE GOOD CARE OF YOU!
HE'S LIKE A BIG, FAT GUARDIAN ANGEL, AUNT MAY!

AND SO, THE NEXT DAY...
WHAT ARE YOU LUGGING THERE, PARKER?
A LOT OF CLIPPINGS ABOUT THE LIZARD, AND MAPS OF THE AREA WHERE HE'S BEEN SEEN!

GLAD TO SEE YOU'RE THINKING AHEAD, PARKER! YOU HAVEN'T SOLD ME TOO MANY SENSATIONAL PICTURES LATELY -- YOU BETTER NOT DISAPPOINT ME THIS TIME!
OH, PERISH FORBID!

BUT, UNNOTICED BY JONAH JAMESON, THE SHARP-EYED PETER PARKER SCANS A FEW OTHER ITEMS...
HMM... DR. CONNORS, THE REPTILE EXPERT, LIVES NEAR THE EVERGLADES AREA! HE MIGHT BE OF SOME HELP!

FINALLY, AT THE AIRPORT IN FLORIDA...
I'LL GO AND GET SOME FRESH FILM AND EQUIPMENT WHILE YOU GET SETTLED IN THE HOTEL!
MAKE IT SNAPPY! WHY DIDN'T YOU BUY THAT JUNK IN NEW YORK INSTEAD OF DOING IT HERE ON MY TIME?

AND, ONCE OUT OF SIGHT OF JAMESON AND THE OTHERS...
BECAUSE THEN I WOULDN'T HAVE HAD A CHANCE TO CHANGE TO SPIDER-MAN... THAT'S WHY.
HMM... THE LIZARD AREA IS BLOCKED OFF BY ARMED PATROLS!

I WONDER WHAT KIND OF "BLIP" I'D MAKE ON A RADAR SCREEN?

BUT, ALTHOUGH HE IS NOT DETECTED BY RADAR, SPIDER-MAN IS OBSERVED BY SOMETHING FAR MORE DANGEROUS! THE EYES OF... THE LIZARD!

ENEMY COMING...

MUST HIDE! THEN ATTACK!

I DON'T LIKE IT! IT'S TOO QUIET HERE! UNNATURALLY QUIET! IT'S A CREEPY FEELING!

MY SPIDER SENSE IS STARTING TO TINGLE, BUT, I DON'T SEE ANYTHING!

MY FOOT! SOMETHING GRABBED ME FROM BEHIND!

SOMETHING POWERFUL! CAN'T KEEP MY BALANCE...

IT'S HIM! THE LIZARD!

LIZARD OR NOT, A GLOB OF MUD PUSHED IN HIS FACE OUGHT TO SLOW HIM DOWN A LITTLE...

WHEN I'M OUT, I COULDN'T HAVE HELD MY BREATH MUCH LONGER.

UH OH, HE'S OUT, TOO!

STILL CAN'T FIGURE OUT WHO, OR WHAT, HE REALLY IS!
THE SWAMP IS MINE! I HAVE WARNED THE WORLD! BUT YOU DARED TO INVADE MY DOMAIN! AND SO... YOU ARE DOOMED!

SURE! SURE! EVERY TIME I TURN AROUND I GET "DOOMED" BY SOMEONE ELSE!

SURE! SURE! EVERY TIME I TURN AROUND I GET "DOOMED" BY SOMEONE ELSE!

HE'S FAST! HIS TAIL ALMOST GOT ME THAT TIME!

I'D BETTER KNOCK SOME OF THE FIGHT OUT OF HIM!

STRANGE... HE DOESN'T SEEM TO BE WEARING A DISGUISE... THAT GROTESQUE FORM IS REALLY... HIM!

IF I CAN JUST HANG ONTO HIS TAIL...

SUFFERIN' SPIDERwebs!! HE'S A DOZEN TIMES STRONGER THAN I THOUGHT!

GASP! HE THREW ME ALMOST HALF A MILE! LUCKY THESE TREES BROKE MY FALL!

BOY, WHEN I MAKE A MISTAKE, IT'S A BEAUT! LOOK OUT BELOW!

SAY... THAT MUST BE DR. CONNORS' HOUSE! HE'S THE REPTILE EXPERT I WANTED TO SEE!

'SPIDERman! I WANTED TO TALK TO YOUR HUSBAND--ASK HIS ADVICE ABOUT REPTILES--BUT THERE'S NO TIME NOW! YOU'VE GOT TO LEAVE-- THE LIZARD IS NEARBY!

I'D BETTER WARN HIM NOW... NEAR THE LIZARD IS!

GOSH! THAT WOMAN IN THERE-- SHE'S CRYING!

DON'T SEE DOCTOR CONNORS AROUND WELL, I'VE GOT TO SPEAK TO THE WOMAN... WARN HER OF THE LIZARD!

DON'T BE AFRAID! I'M HERE TO HELP YOU!

LEAVE? OH, NO-- YOU DON'T UNDERSTAND!
MY HUSBAND, DR. CURTIS CONNORS--IS THE LIZARD!

WHAT ??!!

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!

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 SAFER 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!!

Trembling, sobbing, like a man possessed, the creature who had been Curtis Connors raced out into the night...

Then, at that moment...

Mommy!! It's Billy! I thought he was taking his nap!

Then, the new 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!!

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--

The cry came from outside! Perhaps my 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, I—I can't get out of its way in time!

That snake...
Suddenly, a colorful, fast-moving figure swings down from above, and...

GOT YOU!

Oh!

No one can take him from me!

Billy--stay up there! Don't let go!!

OwW! His skin is hard as a dinosaur's armor! I almost broke my hand... and he hardly felt it!

I'll try to hold him with my web, until--no! That's no good, either! He snapped it with his tail as if it were made of paper!

Thud!

Just then, a female voice cries out, and it strikes a hidden chord deep within the lizard's breast. Slowly he turns, and then silently slithers into the murky swamp...

Billy! Billy--where are you?

Minutes later...

My husband! Did you see him? Is he--?

Mommy, that man saved me!

I know who you are! I saw pictures of you! You're Spider-man!

That's right, Billy, and I'm going to take you home safely now!

I want to see your husband's notes, Mrs. Connors--before it's too late!

It's a good thing I'm a science major in high school. So, the kids make fun of me, and call me a bookworm, do they? Well, this bookworm is going to find an antidote for the lizard!

Gosh! Are you a scientist too, Spider-man?!
WE'LL SOON FIND OUT IF I'M A SCIENTIST OR NOT! I'LL DROP A PELLET OF THE COMPOUND I CREATED INTO THIS TEST TUBE.

...WHEN IT HITS THE SOLUTION WITHIN, IF IT TURNS GREEN, THEN I'VE SUCCEEDED IN FINDING AN ANTIDOTE! HERE GOES...

IT CHANGED COLOR! I'VE DONE IT! THE LIZARD DRINKS THIS FORMULA, HE'LL REVERT TO HIS NORMAL SELF AGAIN!

BUT THERE'S STILL ONE PROBLEM REMAINING...

HOW AM I GOING TO GET HIM TO DRINK IT?

YOU ARE THE ONLY ONE WHO DOES NOT FEAR ME! ONCE I DESTROY YOU, ALL MANKIND WILL TREMBLE BEFORE THE LIZARD!!

YOU CAN'T! HE GROWS LESS HUMAN EACH MINUTE! HE—HE DOESN'T EVEN SEEM TO KNOW ME NOW!

AT LAST I SEE FEAR IN YOUR EYES! FOR YOU KNOW I HAVE THE POWER TO RID THE WORLD OF SPIDER-MAN!

QUICK, TAKE THE TEST TUBE! DON'T LET IT SPILL! I'VE GOTTEN REASON WITH HIM!

MY SKIN IS HARD AS ARMOR, AND MY MUSCLES ARE EQUALLY STRONG! STRONGER BY FAR THAN YOURS!

HE'S RIGHT! HE'S HURLING THAT HUGE OAK DESK AS IF IT'S WEIGHTLESS!

HOW HELPLESS YOU ARE IN THE FACE OF MY BATTERING ATTACK!

DON'T KNOW WHERE TO TURN! HIS ARMS—HIS TAIL—ALL STRIKING AT ONCE—SUCH STRENGTH—IT'S UNBELIEVABLE!

WITHIN A FEW SAVAGE SECONDS, THE UNEQUAL BATTLE IS ENDED...

NOW THERE IS NONE TO STOP ME! NOW I AM SUPREME!

BUT THE LIZARD HAS MADE HIS FIRST SERIOUS MISTAKE—UNDERESTIMATED THE STRENGTH AND STAMINA OF HIS SUPER-POW!

HELPLESS! THANK HEAVEN YOU'RE STILL ALIVE!

HE KNOCKED THE WIND OUT OF ME FOR A MINUTE! HE'S STRONGER THAN I HAD GUESSED!
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!

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!

DO YOU REALIZE HOW MANY LIZARDS THERE ARE ON EARTH?? MANKIND WOULDNT STAND A CHANCE!

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...

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 DONT HURT HIM, SPIDER-MAN! HE'S STILL... MY FATHER! SOB.

BUT, AM I TOO LATE?

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!
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 obedient to him...

And now for our great moment, my pets...

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!

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!
YOU'VE HAD ALL THE INNINGS SO FAR, FELLA!

NOW IT'S TIME FOR SPIDER-MAN TO SHOW WHAT HE CAN DO!

FIRST, I'LL GET UP TO THE TOP TURRET WHERE THE ALLIGATORS CAN'T REACH ME!

HAAH! HE FORGETS THERE ARE THREE THOUSAND DIFFERENT KINDS OF LIZARDS ON EARTH, AND I HAVE THE POWERS OF ALL OF THEM! HAS HE NEVER SEEN A GECKO-LIZARD SLITHER UP A WALL?

HE BEAT ME TO THE TOP! NOW I'M TRAPPED BETWEEN THE LIZARD AND THE 'GATORS BELOW!

THEY'RE BATTERING THE WALL, TO MAKE IT CRUMBLE!

CAN'T STAY UP HERE MUCH LONGER!

WHEN YOU TALK ABOUT POWERS, PAL, DON'T FORGET THAT SPIDERS HAVE A FEW THEMSELVES! SUCH AS THE POWER OF SWINGING ON THEIR WEBS!

BAH! THAT IS NOTHING!

YOU ARE ONLY POSTPONING THE EVENTUAL OUTCOME! SOONER OR LATER I WILL DESTROY YOU!

I OUGHTTA HAVE A RECORD MADE OF THAT LINE! I HEAR IT ALL THE TIME!
DON'T YOU REALIZE YET THAT YOUR WEB ISN'T STRONG ENOUGH TO HOLD ME!? WELLYOU CAN'T BLAME A GUY FOR TRYING!

I'VE GOT TO KEEP HIM ON THE MOVE... SO THAT HE FORGETS TO GRAB HIS SERUM AND TOSST IT INTO THE SWAMP. FOR, IF IT SHOULD SPILL INTO THE SWAMP, WE HUMANS WILL NEVER BE ABLE TO STOP THE NEW RACE OF LIZARD CREATURES THAT WILL EMERGE!

YOU MAY BE STRONGER THAN ME, LIZ... BUT I STILL SAY YOU'RE TOO SLOW TO KEEP UP WITH ME!

NOW, ALL I HAVE TO DO IS FLIP BACK AND BOLT THE DOOR BEHIND ME...

THE 'GATORS! HOW DID THEY GET HERE SO FAST?!

GOOD THING THIS DOOR BOLTS FROM BOTH SIDES!

NOW IT'S JUST YOU AND ME, SPIDER-MAN... AND NO WAY FOR YOU TO ESCAPE ME!

WHEREVER YOU GO, I CAN FOLLOW!

CAN'T GO ANY HIGHER! HE'S RIGHT UNDER ME! DON'T DARE LET HIM GRAB ME WITH THOSE POWERFUL ARMS.

NOW--!!

NICE TRY-- BUT YOU'VE GOT TO BE FASTER THAN THAT TO SNAG A SPIDER!
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...

Thanks for joining me, Lizard! It gets lonesome tumbling down alone!

GOT YA!

Hold it, Liz! This'll only take a second!

I did it! Now, if only...

OOF!!

Your time has run out, Spider-Man! Now to finish you off!

Why doesn't the serum work? What did I do wrong? What--?

Ugh! His tail... It's like a runaway sledgehammer!
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!

BUT, SUDDENLY...

MY HEAD! MY BRAIN!

WHAT—WHAT IS HAPPENING TO ME??

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

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!

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

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

I CAN'T BELIEVE YOU'RE REALLY BACK!!

A SHORT TIME LATER...
I TAMPERED WITH FORCES OF
NATURE WHICH MUST NOT BE
TAMPERED WITH! WHEN I
THINK WHAT MIGHT HAVE
HAPPENED...

HUSH, MY DARLING! IT'S ALL OVER
NOW! YOU MUST TRY TO FORGET IT!

I'LL BURN MY NOTES! NO ONE ELSE
MUST EVER REPEAT MY EXPERI-
MENTS!

BUT NOW, WHAT PRICE MUST I
PAY FOR WHAT I'VE DONE... FOR
THE TERRIBLE HAVOC I ALMOST
WROUGHT?

YOU'VE BROKEN NO LAW! AND
LUCKILY YOU WERE STOPPED BEFORE
YOU COULD DO ANY HARM! I SUG-
GEST WE JUST KEEP THIS WHOLE
AFFAIR A SECRET... AMONG THE
THREE OF US!

BLESS YOU, SPIDER-MAN! WELL NEVER
FORGET YOU!

THE NEXT DAY...

STILL NO SIGN OF
YOUR PHOTO-
GRAPHER, MR.
JAMESON! WANT
US TO SEND OUT
AN ALL-STATE
ALARM?

ALL I KNOW IS
I'M PAYING
A FORTUNE
IN HOTEL
BILLS AND
NOT GETTING
WHAT I CAME
FOR!

SAY, ISN'T THAT
PETER PARKER?
FIT THE
DESCRIPTION
YOU GAVE US!

HI, MR. JAMESON!
I'VE BEEN LOOKIN'
FOR YOU!

YOU'VE BEEN
LOOKING FOR
ME??!! WHY
YOU BRAINLESS,
INCOMPETENT...

HOLD IT! DON'T SAY ANYTHING
YOU'LL REGRET! JUST LOOK AT
THOSE PIX OF THE LIZARD!
THINK HOW GREAT THEY'D
LOOK IN YOUR PAPER!

THE LIZARD?!!

HOW DID YOU EVER GET THESE
PICTURES?

I, EH, BOUGHT
THEM FROM AN OLD
INDIAN GUIDE I MET
AT THE EDGE OF THE
EVERGLADES!

WELL, YOU WASTED
YOUR MONEY! CAN'T YOU EVEN TELL
A FAKE PHOTO WHEN YOU
SEE ONE?!

WAIT! STOP! DON'T
TEAR THEM!

YOU FOOL! THERE IS NO LIZARD!
THE WHOLE THING MUST HAVE
BEEN SOME SORT OF PUBLICITY
STUNT! BUT WHERE IS SPIDER-
MAN? WHY DIDN'T YOU GET
SOME PICTURES OF HIM?!!
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!

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!

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!

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!

Oh no!! She thinks Spiderman has a crush on her! So she won't waste time dating plain, ordinary Peter from Bullsville!

Only a guy with my nutty luck could end up being his own competition!

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!

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!

Ooh! 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...