



THE AVENGERS

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2
NOV.

SEE THE NEW
GIANT-MAN!

ARMED WITH A FANTASTIC POWER,
THE **SPACE PHANTOM**
SETS OUT TO DESTROY THE EARTH'S
MIGHTIEST SUPER-HEROES!



GIANT-MAN!
THOR! LOOK
OUT! IT *ISN'T*
THE HULK...
IT'S THE **SPACE
PHANTOM!**
HE'S ABOUT TO
ATTACK
IRON MAN!



ONE BY ONE **THE SPACE PHANTOM**
"REMOVES" THE AVENGERS AND TAKES OVER
THEIR BODIES HIMSELF! A MARVEL SENSATION!

THE AVENGERS!

BATTLE...

"the **SPACE**
PHANTOM"

WHERE IS **ANT-MAN**? WE CAN'T BEGIN OUR MEETING WITHOUT HIM!

HE'LL SHOW UP... NEVER FEAR! IN THE MEANTIME, IS IT NECESSARY FOR YOU TO ATTEND OUR MEETINGS CLOTHED IN THAT REPULSIVE MANNER, **HULK**?



IRON MAN, IF YOU DON'T GET THIS YELLOW-HAIRED YAHOO OFF MY BACK, I'LL BOOT HIM UP TO ASGARD FOR GOOD! **NO ONE** TALKS TO **THE HULK** LIKE THAT... NOT EVEN **THOR**!

THE TIME: THE PRESENT!
THE PLACE: THE LIBRARY OF ANTHONY STARK, MILLIONAIRE WEAPONS MANUFACTURER!
THE OCCASION: A NEW MEETING OF EARTH'S MIGHTIEST SUPER HEROES...
THE AVENGERS!

WRITTEN BY:
STAN LEE
DRAWN BY:
JACK KIRBY

INKING:
PAUL REINMAN
LETTERING:
ART SIMEK



YOU DARE SPEAK
SO TO THE **GOD
OF THUNDER**?!!
WHY, WITH ONE
BLOW OF MY
HAMMER, I...

**HOLD IT,
THOR! WE'RE
ALL **ALLIES**,
REMEMBER?**



WHO
SPOKE?

WE'RE TOO **SMALL!**
HE CAN'T **SEE** US!
TAKE A **GROWTH
PILL**, LITTLE
PARTNER!

HENRY PYM!
COULDN'T YOU
HAVE MADE
THESE SILLY
THINGS **TASTE
BETTER** WHILE
YOU WERE
INVENTING
THEM?!



ANT-MAN AND THE WASP! WHERE DID YOU
COME FROM?

JUST IN TIME TO
SAVE **YOU** FROM
BEIN' **PULVERIZED**,
LONG HAIR!

THE **STORK** BROUGHT
US, HANDSOME!

BUT,
HOW--?



WE'RE ON THE SAME TEAM, SO I CAN TELL YOU
THIS MUCH...THE WASP AND YOURS TRULY CAN
CHANGE SIZE INSTANTLY BY TAKING THESE VARIOUS
LITTLE CAPSULES OF MY OWN DESIGN!

WE ARRIVED **INSECT-SIZED**,
SO YOU DIDN'T SEE US!

TRULY A
MIRACU-
LOUS
FEAT!



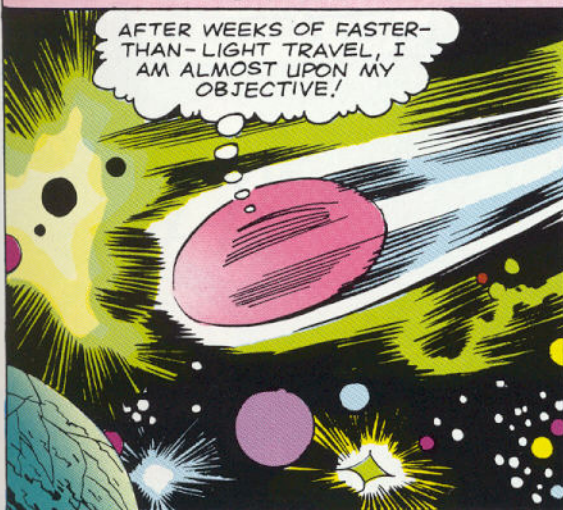
WELL, NOW THAT THE
GANG'S ALL HERE,
WHAT DO WE **DO**?
I AIN'T IN THE
MOOD TO PLAY
SPIN THE BOTTLE!

EVEN WHEN THERE IS **NO**
TASK BEFORE US, WE **STILL**
MEET REGULARLY, TO GET TO
KNOW EACH OTHER BETTER!

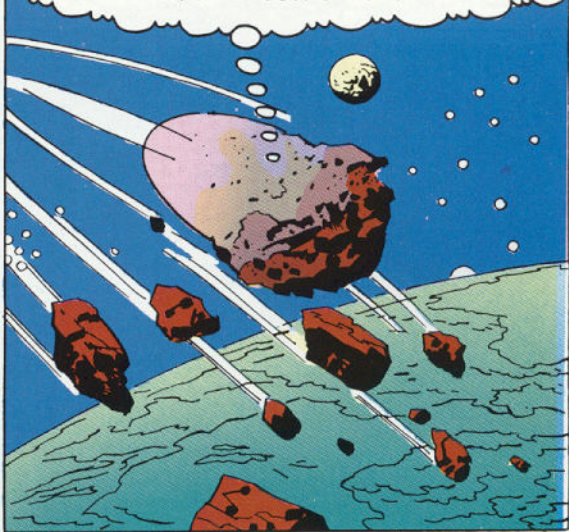
**I'D LIKE TO KNOW
THAT ADORABLE THOR
BETTER--SIGH--**

BUT, LITTLE DO **THE AVENGERS** DREAM THAT A NEW DANGER IS HURTLING TOWARDS THEM AT THAT VERY MOMENT... IN THE SHAPE OF A STRANGE EGG-LIKE OBJECT...

AFTER WEEKS OF FASTER-THAN-LIGHT TRAVEL, I AM ALMOST UPON MY OBJECTIVE!



IN ORDER TO LAND ON EARTH, UNOBSERVED, I SHALL ALTER MY SHAPE AND JOIN THIS FALLING METEOR SWARM...



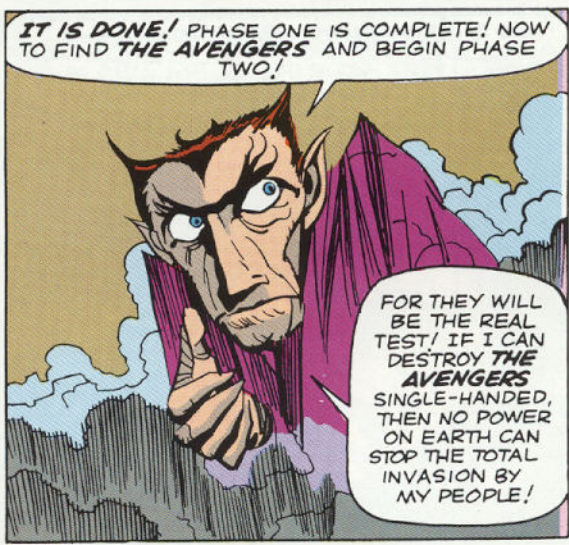
BUT, UNLIKE THE **GENUINE** METEORS, I SHALL NOT BURN UP IN THE ATMOSPHERE!

INSTEAD, I SHALL LAND, UNSEEN, IN THIS DARK ALLEYWAY--AND THEN CHANGE TO MY TRUE AND NATURAL FORM--THAT OF THE **SPACE PHANTOM!!**



IT IS DONE! PHASE ONE IS COMPLETE! NOW TO FIND **THE AVENGERS** AND BEGIN PHASE TWO!

FOR THEY WILL BE THE REAL TEST! IF I CAN DESTROY **THE AVENGERS** SINGLE-HANDED, THEN NO POWER ON EARTH CAN STOP THE TOTAL INVASION BY MY PEOPLE!



I HAVE BEEN OBSERVING THEM FROM SPACE! I KNOW WHERE THEY ARE AT THIS MOMENT!

ALL I NEED DO NOW IS FIND A WAY TO REACH THEM WITHOUT BEING OBSERVED!



AND WHAT EASIER WAY CAN THERE **BE** THAN BY MERELY IMITATING AN EARTHLING'S FORM...

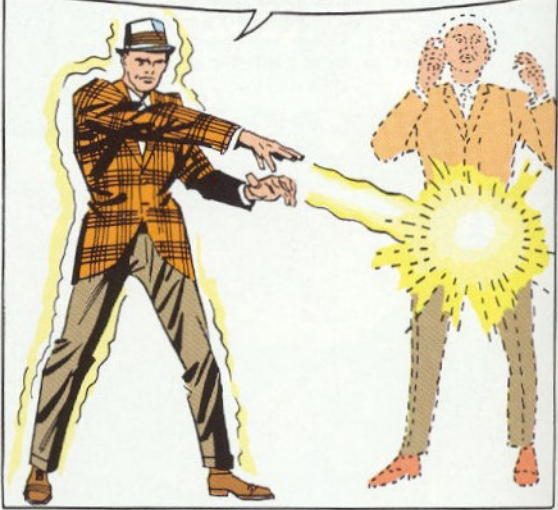
WHA--? WHAT'S HAPPENING TO ME?



...AND THERE YOU WILL **REMAIN** UNTIL I IMITATE **ANOTHER** CREATURE, IN WHICH CASE **HE** WILL TAKE YOUR PLACE IN LIMBO WHILE **YOU** RETURN TO YOUR NORMAL WORLD!



THERE! NOW, SINCE TWO IDENTICAL BODIES CANNOT CO-EXIST, **YOU** MUST BE BANISHED TO **LIMBO**, THE SILENT WORLD BETWEEN SHADOW AND SUBSTANCE!



LATER... EVEN **THE AVENGERS** DO NOT KNOW THAT ANTHONY STARK, WHO HAS ALLOWED THEM TO MEET IN HIS MANSION, IS REALLY **IRON MAN** HIMSELF! BUT **I** KNOW THEIR SECRETS BECAUSE I HAVE OBSERVED THEM FOR MONTHS-- FROM SPACE!



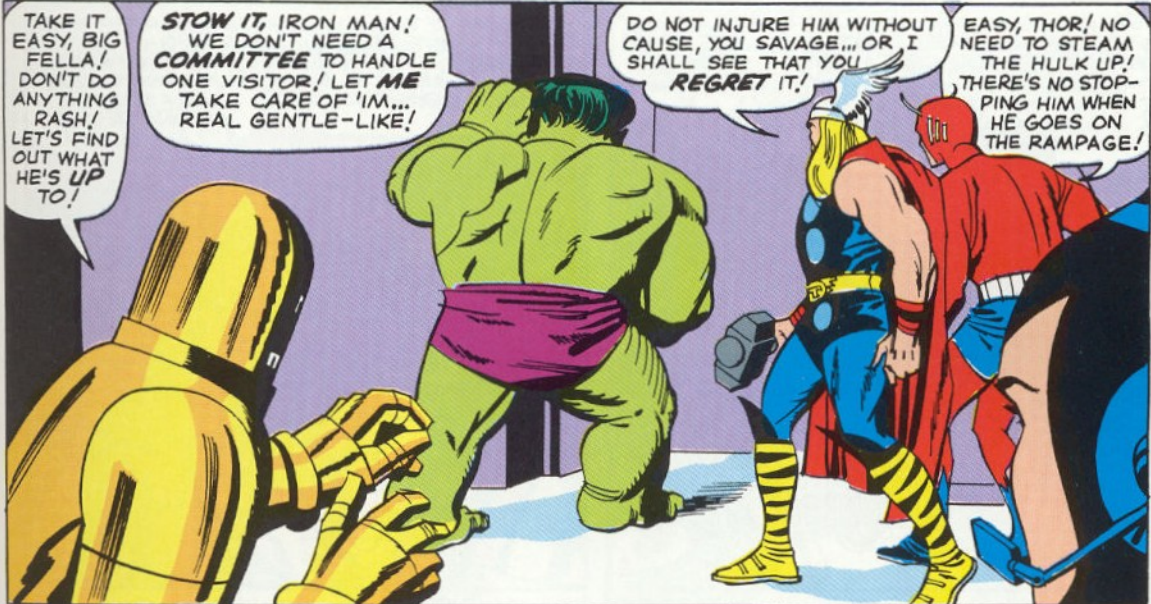
BUT, ONE THING THE **SPACE PHANTOM** DOES NOT KNOW IS THAT THE TOP OF THEIR TABLE IS REALLY A TV WARNING SCREEN!

LOOK! AN INTRUDER IS COMING! HMM... HE'S NOT BAD-LOOKING!



HE LOOKS TOO SURE OF HIMSELF! AS THOUGH HE **KNOWS** WE'RE HERE... AND HE'S **PREPARED** FOR US!

NOBODY CAN BE PREPARED FOR THE **HULK!**



TAKE IT EASY, BIG FELLA! DON'T DO ANYTHING RASH! LET'S FIND OUT WHAT HE'S UP TO!

STOW IT, IRON MAN! WE DON'T NEED A COMMITTEE TO HANDLE ONE VISITOR! LET ME TAKE CARE OF 'IM... REAL GENTLE-LIKE!

DO NOT INJURE HIM WITHOUT CAUSE, YOU SAVAGE... OR I SHALL SEE THAT YOU REGRET IT!

EASY, THOR! NO NEED TO STEAM THE HULK UP! THERE'S NO STOPPING HIM WHEN HE GOES ON THE RAMPAGE!



THE HULK!!

SO! YOU KNOW ME!



WHAT'S HAPPENING TO ME?? WHA--??

YOU ARE GOING TO LIMBO... WHILE THE SPACE PHANTOM TAKES YOUR IDENTITY!



HOW EASY IT IS TO REPLACE THE HELPLESS HUMANS!

NOW, AS THE HULK, I SHALL CAUSE THE AVENGERS TO FIGHT AMONG THEMSELVES... TO DESTROY THEMSELVES!



WHAT HAPPENED, HULK? WHERE DID THE INTRUDER GO?

NONE OF YOUR BUSINESS, STUPID!

LISTEN, BIG MAN... NO MATTER HOW TOUGH YOU ARE, WE DON'T HAVE TO TAKE THAT KIND OF TALK!



LISTEN, LONG HAIR...
WHAT GIVES YOU
THE RIGHT TO BUTT
IN THAT WAY??

MY IRRESISTIBLE
URU HAMMER,
FOR ONE THING!

YOU MAY BE
ABLE TO STOP
IRON MAN,
BUT NOT ME!



I'M WALKIN'
OUT...AND
NOBODY'S
STOPPING ME!

SO FAR, SO GOOD! I'LL GIVE
THEM MORE TIME TO GET ON
EACH OTHER'S NERVES, AND
THEN I'LL RETURN TO **FINISH**
THE JOB! USING THE HULK'S
IDENTITY, I'LL SOON BREAK
UP THE AVENGERS...FOREVER!



I MIGHT AS WELL
LEARN ALL I CAN
ABOUT THE
UNSUSPECTING
HUMANS, IF THEY
ARE SOON TO BE
MY SUBJECTS!

AH, THERE IS
THE ONE
WHOSE IDENTITY
I **FIRST** TOOK!

IT'S **CRAZY**, I TELL
YA! ONE MINUTE
I WAS WALKING DOWN
THE STREET, AND THEN...

LOOK, IF YOU'VE GOT A PROBLEM,
GO TELL A COP! **WE'RE BUSY!**

HONESTLY! THE KOOKS WHO
RUN AROUND **LOOSE** THESE
DAYS!!

HE RETURNED
FROM LIMBO AT
THE SPLIT-SECOND
THAT THE **HULK**
TOOK HIS PLACE!



I'D BETTER
INTERRUPT
THEM BEFORE
SOMEONE
LISTENS
TO HIS STORY
AND SUSPECTS
THE TRUTH!

**LOOK! IT'S
THE HULK!**

WHAT'S
HE
DOING?



**BUT SUDDENLY, A SOLEMN TEEN-AGER FEARLESSLY
APPROACHES THE LUMBERING BEHEMOTH...**

I'VE BEEN
WAITING
FOR YOU! YOU'RE
STARTING TO
LOSE CONTROL!
I'D BETTER
TAKE YOU
BACK TO YOUR
SECRET LAB,
HULK!

THIS HUMAN **KNOWS** THE HULK!
I MUST BE CAREFUL...HE MUST
NOT SUSPECT I AM
REALLY THE
**SPACE
PHANTOM!**



**HELP!!
HE'S ON A
RAMPAGE!**

WHAT ARE YOU **LOOKIN'** AT ME THAT WAY FOR? I'M ON **YOUR** SIDE, HULK! I'M **RICK JONES**, THE GUY WHOSE LIFE YOU ONCE SAVED... THE GUY WHO LOOKS AFTER YOU, TO MAKE SURE YOU'RE ABLE TO TURN BACK TO DOCTOR BRUCE BANNER WHEN YOU WANT TO!

SO! THE HULK HAS **ANOTHER** IDENTITY!

NOW BEND DOWN SO I CAN CLIMB ON YOUR BACK! THAT'S IT! OKAY NOW, **TAKE OFF!** COME ON... **JUMP!** BEFORE THE POLICE GET HERE!

JUMP!? SO THAT IS HOW THE HULK SEEMS TO FLY!!

WELL, WHILE I OCCUPY A FACSIMILE OF HIS BODY, I CAN DO WHAT **HE** CAN!

THAT'S IT, PARD! NOW DOWN... NOW UP AGAIN! PRETTY KEEN HAVIN' THE STRONGEST LEGS ON EARTH, HUH?

WAIT! YOU'RE GOIN' IN THE **WRONG DIRECTION!** I-I DON'T **GET** IT, HULK! WHAT'S **GOING ON?** YOU DON'T SEEM TO BE **YOURSELF!**

YOU DIDN'T **RECOGNIZE** ME AT FIRST... AND **NOW**, YOU'RE JUST LEAPING AT RANDOM!

HE SUSPECTS! BUT HE CAN DO ME NO HARM!

IN FACT, I HAVE AN URGE TO **BOAST---** BRAG OF WHAT I HAVE DONE! AND WHAT BETTER PERSON TO REVEAL MY POWER TO THAN **THIS...** A WEAK TEEN-AGER WHO IS HELPLESS WITHOUT THE **REAL HULK!**

HEY, LOOK OUT!

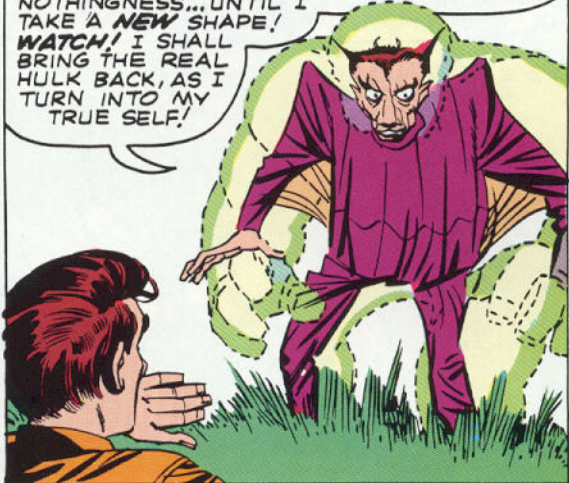
YOU LANDED TOO **HARD!** THERE IS SOMETHING **WRONG** WITH YOU... I **KNOW** IT!

THERE IS **MORE** WRONG THAN YOU DREAM, HUMAN FOOL! I AM **NOT** THE TRUE **HULK**... I HAVE MERELY **IMITATED** HIS BODY, THEREBY TAKING OVER ALL HIS **POWER** AS WELL! FOR I AM **THE SPACE PHANTOM**... THE ONE WHO CAN IMITATE **ANY** LIVING BEING!!

I SHOULD HAVE **GUESSED!** BUT THEN... WHERE IS THE **REAL HULK**??



A **GOOD QUESTION!** TWO BEINGS WHO ARE **EXACTLY** THE SAME CANNOT OCCUPY THE SAME **WORLD!** SO, WHEN I TAKE ANY CREATURE'S **IDENTITY**, THAT CREATURE IS INSTANTLY **TRANSPORTED TO LIMBO**... THE PLACE OF **NOTHINGNESS**... UNTIL I TAKE A **NEW SHAPE!** **WATCH!** I SHALL BRING THE **REAL HULK** BACK, AS I TURN INTO MY **TRUE SELF!**



HE TOLD THE TRUTH!! **HULK... YOU'RE BACK!** **QUICK!** THE **SPACE PHANTOM**... ON YOUR **LEFT--GET 'IM!!**

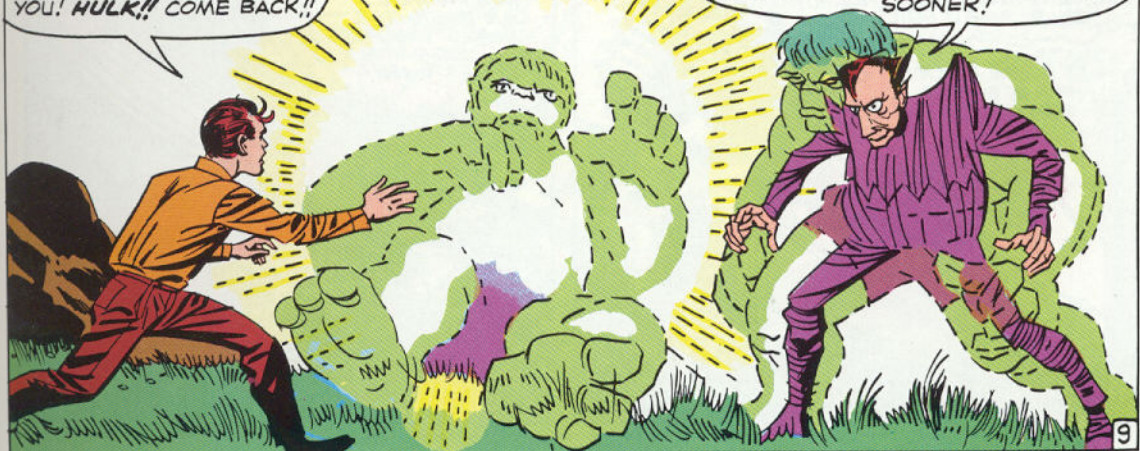
HUH?? WHA--WHAT **HAPPENED** TO ME??

I MERELY WISHED TO DEMONSTRATE THAT EVEN THE MOST **POWERFUL** FIGURE ON EARTH IS MERELY **PUTTY** BEFORE THE **POWER** OF THE **SPACE PHANTOM!**



HULK! WAIT!! D-DON'T FADE AWAY!! I **NEED** YOU-- THE **WORLD** NEEDS YOU! **HULK!! COME BACK!!**

HE SHALL RETURN WHEN IT SUITS MY PURPOSE TO TAKE A **NEW** **IDENTITY**... AND NOT ONE INSTANT **SOONER!**



NOW, IN THE POWERFUL IDENTITY OF THE HULK AGAIN, I SHALL RETURN TO THE AVENGERS AND FINISH MY TASK! **THIS** TIME I WILL FIND A WAY TO MAKE THEM **DESTROY** THEMSELVES... AND EARTH SHALL THEN BE **MINE** FOR THE TAKING!

AS FOR THE **BOY**, HE IS OF NO FURTHER CONCERN! THERE IS NOTHING **HE** CAN DO TO STOP ME!

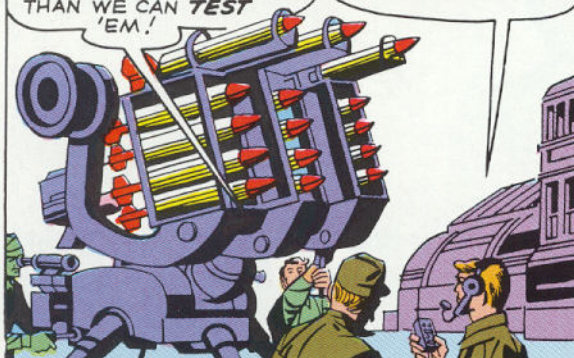
HE'S LEAVING! WHAT DO I DO NOW? WHAT CAN I DO?



A SHORT DISTANCE AWAY, A MULTIPLE ANTI-MISSILE GUN, INVENTED BY ANTHONY STARK, IS ABOUT TO UNDERGO ITS FINAL TEST...

I TELL YOU, BILL, THAT TONY STARK IS A **GENIUS**! HE DREAMS UP THESE WEAPONS ALMOST FASTER THAN WE CAN **TEST** 'EM!

YEAH! HARD TO FIGURE WHERE HE GETS TIME TO BE A **PLAYBOY** AS WELL!



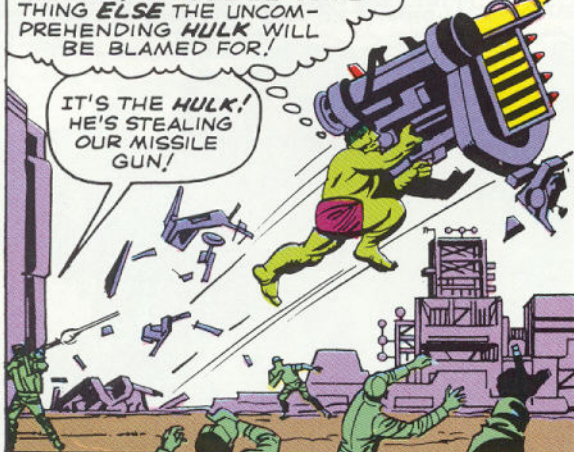
HE OUGHT TO **BE** HERE ANY MINUTE! CAN'T START THE TEST **WITHOUT** HIM!

MAYBE HE'LL SEND **IRON MAN** INSTEAD! BOY, IMAGINE HAVING A GUY LIKE **IRON MAN** ON YOUR PAYROLL!!

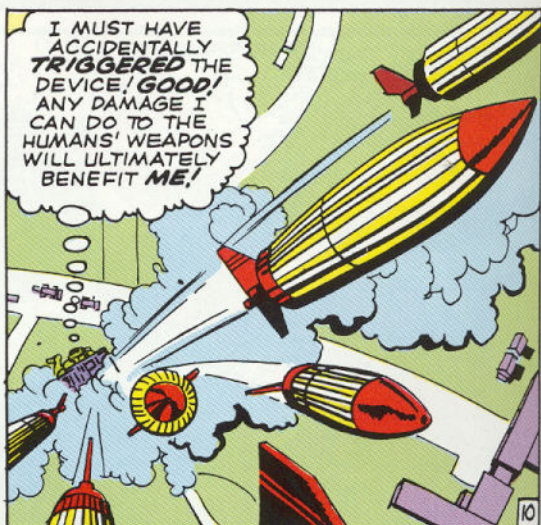


ON MY WAY TO **THE AVENGERS**, I MIGHT AS WELL DESTROY THIS WEAPON! IT WILL BE SOMETHING **ELSE** THE UNCOMPREHENDING **HULK** WILL BE BLAMED FOR!

IT'S THE **HULK**! HE'S STEALING OUR MISSILE GUN!



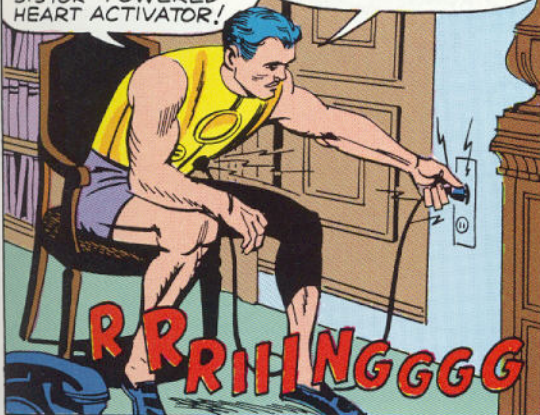
I MUST HAVE ACCIDENTALLY **TRIGGERED** THE DEVICE! **GOOD!** ANY DAMAGE I CAN DO TO THE HUMANS' WEAPONS WILL ULTIMATELY BENEFIT **ME**!



MEANWHILE, IN A PRIVATE, LOCKED ROOM, ANTHONY STARK UNDERGOES A SECRET LIFE-GIVING TREATMENT...

I'D HATE TO THINK WHAT WOULD HAPPEN IF I EVER **FAILED** TO CHARGE MY TRANSISTOR-POWERED HEART ACTIVATOR!

WELL, THAT'S ENOUGH FOR TODAY!... **THE PHONE!** IT MUST BE URGENT, FOR THEM TO RING ME IN **HERE!**



WHAT?? THE HULK STOLE MY MISSILE-GUN?!! BUT, THAT'S **IMPOSS--** EH, HOLD EVERYTHING!!

I'LL SEND **IRON MAN** TO THE SITE IMMEDIATELY! HE'LL GET TO THE BOTTOM OF IT!

GOOD THING I GAVE MYSELF A COMPLETE CHARGE!



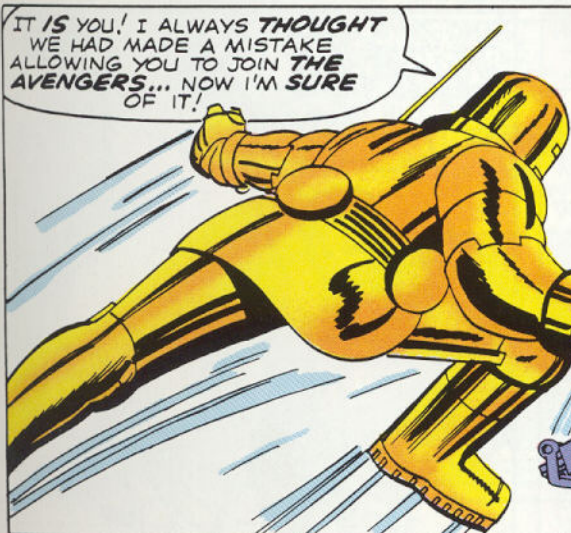
LUCKY THE MISSILES HAD NO NUCLEAR WARHEADS! THEY CAN'T DO ANY REAL DANGER, BUT WHAT CAN THE HULK BE **UP TO**?? HE HASN'T BEEN ACTING LIKE **HIMSELF** LATELY!!



WELL, THERE'S ONLY ONE WAY TO **FIND OUT!** MY BUILT-IN RADAR DEVICE REGISTERS AN UNIDENTIFIED OBJECT AT THREE O'CLOCK, A HALF-MILE AWAY! AND I THINK I CAN GUESS WHO IT **IS!!**



IT **IS** YOU! I ALWAYS **THOUGHT** WE HAD MADE A MISTAKE ALLOWING YOU TO JOIN **THE AVENGERS...** NOW I'M **SURE** OF IT!



IRON MAN! REACTING JUST AS I **HOPED** HE WOULD! HOW EASY IT IS FOR THE SPACE PHANTOM TO SOW THE SEEDS OF DISTRUST AND HATRED AMONG MY VICTIMS!

I'LL **ATTACK** HIM! I'M SURE THE BODY I'VE IMITATED IS STRONGER THAN **HIS!**



BUT, A BATTLE CAN BE WON BY **MORE** THAN STRENGTH! SEIZING THE HULK'S PONDEROUS HAND IN HIS OWN MIGHTY GRIP, **IRON MAN** SENDS A LOW VOLTAGE **ELECTRICAL CHARGE** OUT THRU HIS AMAZING, TRANSISTOR-POWERED FINGERS!



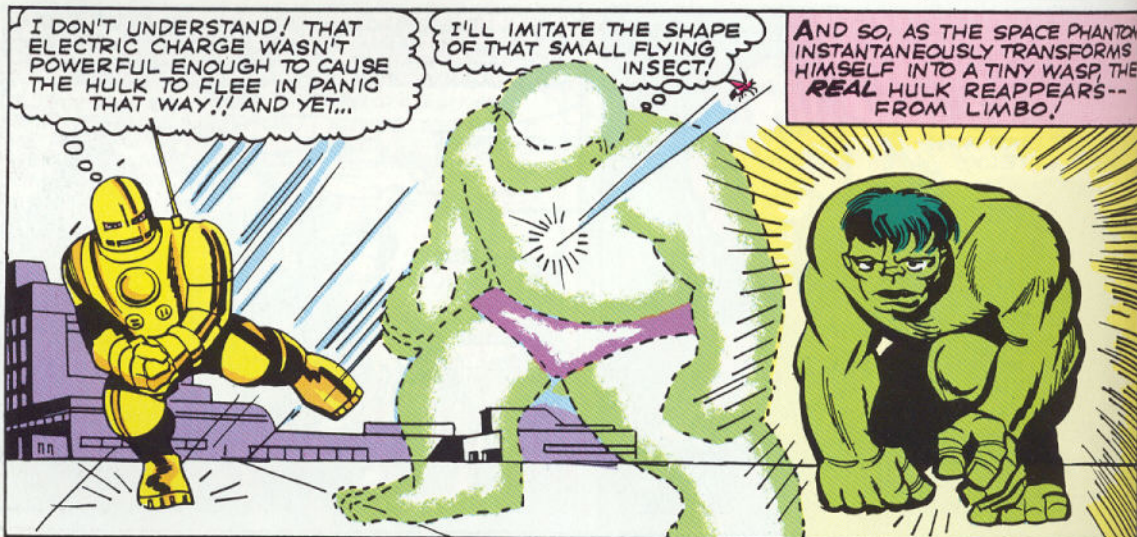
AND, WHILE THE **REAL** HULK WOULD HAVE ENDURED THE PAIN AND FOUGHT BACK IN A PAROXYSM OF SAVAGE FURY, THE SPACE PHANTOM POSSESSES NEITHER HIS COURAGE NOR HIS ALMOST LIMITLESS ENDURANCE, AND SO...



I DON'T UNDERSTAND! THAT ELECTRIC CHARGE WASN'T POWERFUL ENOUGH TO CAUSE THE HULK TO FLEE IN PANIC THAT WAY!! AND YET...

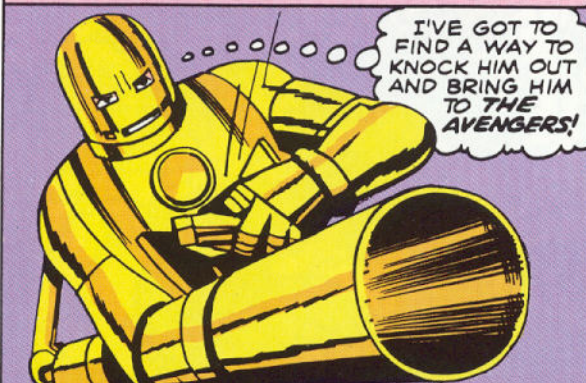
I'LL IMITATE THE SHAPE OF THAT SMALL FLYING INSECT!

AND SO, AS THE SPACE PHANTOM INSTANTANEOUSLY TRANSFORMS HIMSELF INTO A TINY WASP, THE **REAL** HULK REAPPEARS-- FROM LIMBO!



BUT, SO SWIFT HAS THE CHANGE BEEN, THAT **IRON MAN** IS UNAWARE OF IT, AND BELIEVES HIMSELF STILL TO BE FIGHTING THE SAME FOE!

I'VE GOT TO FIND A WAY TO KNOCK HIM OUT AND BRING HIM TO **THE AVENGERS!**



IRON MAN QUICKLY ATTACHES AN EXPANDING DEVICE TO HIS AMAZING COSTUME, TAKEN FROM HIS BUILT-IN CHEST PLATE ACCESSORY COMPARTMENT!

AND **THIS** SHOULD BE JUST THE THING TO DO THE TRICK... WITH APOLOGIES TO **THOR!** STRANGE, THOUGH... **THIS** TIME THE HULK DOESN'T LOOK FEARFUL!

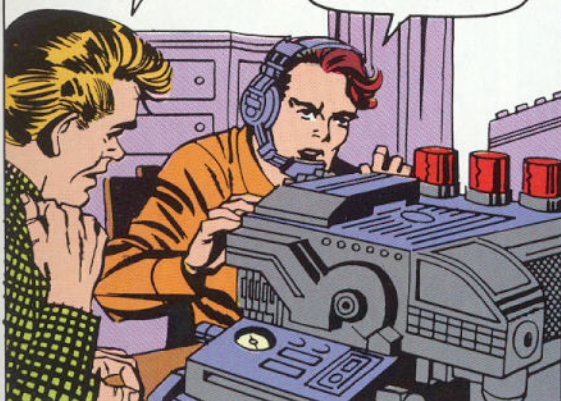


BUT, AT THAT VERY MOMENT, RICK JONES HAS REACHED THE NEAREST MEMBER OF HIS NATION-WIDE "TEEN BRIGADE," AND IMMEDIATELY GOES INTO ACTION!

GOSH, RICK! ARE YOU REALLY GONNA CALL **GIANT-MAN??**

YEAH, IF YOU'LL CLAM UP SO I CAN FIND THE RIGHT WAVELENGTH!

LET'S SEE NOW...



HEY, MA... PA! COME ON 'IN HERE! RICK IS CALLIN' **GIANT-MAN!** HURRY! DON'T MISS IT!

OH, **GREAT!** THE AVENGERS ARE IN DEADLY DANGER, AND THAT LAMEBRAIN THINKS THIS IS A THREE-RING CIRCUS!

CALLING **GIANT-MAN!** CALLING **GIANT-MAN!**



DO YOU **READ** ME, **GIANT-MAN??!** AN ALIEN CALLED THE **SPACE PHANTOM** IS IMPERSONATING THE **HULK!** NEED YOUR **HELP!!**

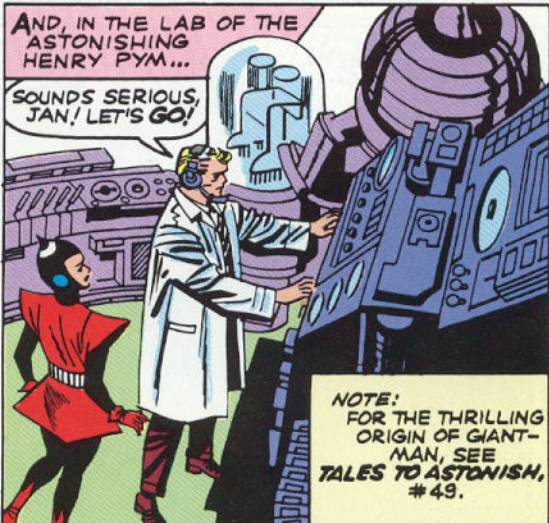
SAY! THIS IS **THRILLING!**

WAIT TILL I TELL THE GIRLS AT MY SEWING CIRCLE!



AND, IN THE LAB OF THE ASTONISHING **HENRY PYM...**

SOUNDS SERIOUS, JAN! LET'S GO!



NOTE: FOR THE THRILLING ORIGIN OF **GIANT-MAN**, SEE **TALES TO ASTONISH**, #49.

HE CALLED **GIANT-MAN** RATHER THAN **ANT-MAN**, SO IT MUST BE A TOP-PRIORITY EMERGENCY!

WHILE YOU **DOUBLE** YOUR SIZE, I'LL BECOME **WASP-SIZE...** HERE GOES!

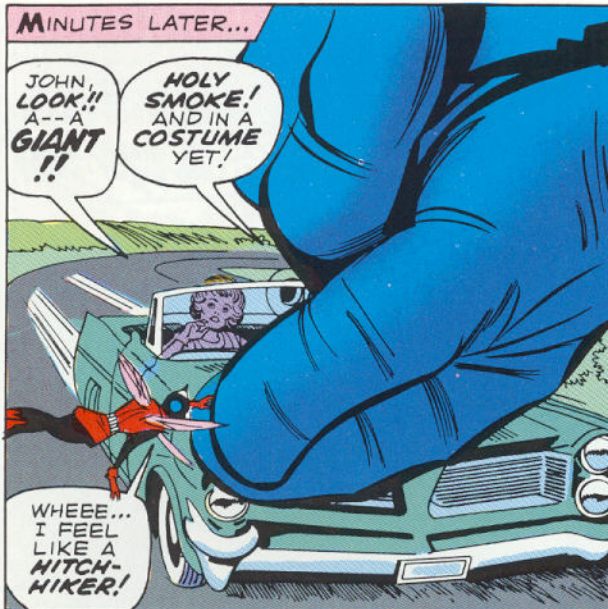


DID ANYONE EVER TELL YOU THAT YOU HAVE THE MOST DELICIOUSLY BLUE EYES, **HENRY PYM?**

BE SERIOUS, LITTLE ONE! I HAVE A FEELING WE'VE GOT A STRANGE AND DANGEROUS TASK AHEAD OF US!



MINUTES LATER...



JOHN,
LOOK!!
A--A
GIANT
!!

HOLY
SMOKE!
AND IN A
COSTUME
YET!

WHEEE...
I FEEL
LIKE A
HITCH-
HIKER!

DUCKING OUT OF THE
WAY WON'T HELP YOU!
WAIT TILL MY **NEXT**
SWING,!

ENJOY YOURSELF
WHILE YOU **CAN**,
RUSTPOT! WHEN
I GET MY HANDS
ON YOU,....!



HOLD
IT!!

TAKE IT EASY,
LITTLE FELLA!
DON'T DO ANY-
THING YOU'LL
REGRET IN THE
MORNING,!



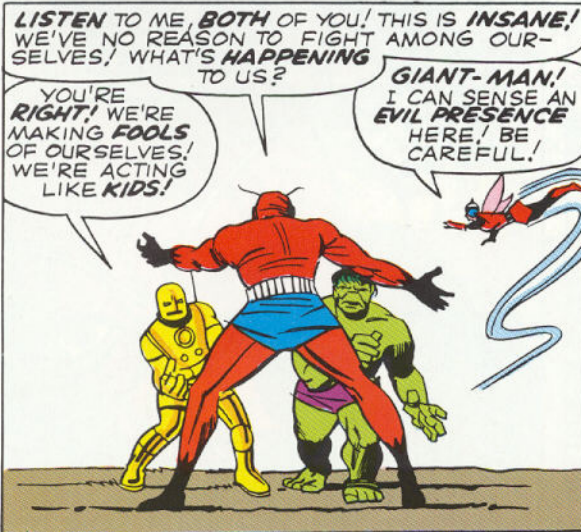
GIANT-MAN!
LET GO, YOU
OVERSIZED
CLOWN!
HULK'S HAD
THIS COMIN'
FOR A LONG
TIME,!

STAY **OUT** OF
THIS, HEAR?
BIG AS YOU
ARE, I CAN
STILL
DEMOLISH
YOU... AND
IRON MAN,
TOO,!

LISTEN TO ME, **BOTH** OF YOU! THIS IS **INSANE**!
WE'VE NO REASON TO FIGHT AMONG OUR-
SELVES, WHAT'S **HAPPENING**
TO US?

YOU'RE
RIGHT! WE'RE
MAKING **FOOLS**
OF OURSELVES,
WE'RE ACTING
LIKE **KIDS**!

GIANT-MAN!
I CAN SENSE AN
EVIL PRESENCE
HERE, BE
CAREFUL,!



YOU GOT OFF PRETTY **EASY** THAT TIME,
SHELL-HEAD! BUT IF YOU EVER CROSS ME
AGAIN,...!

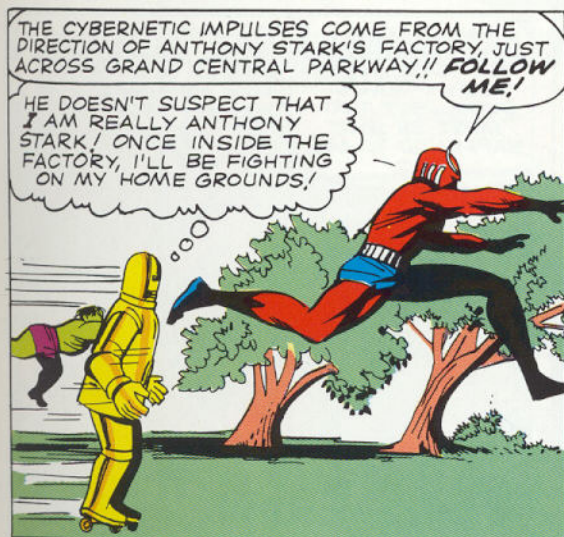
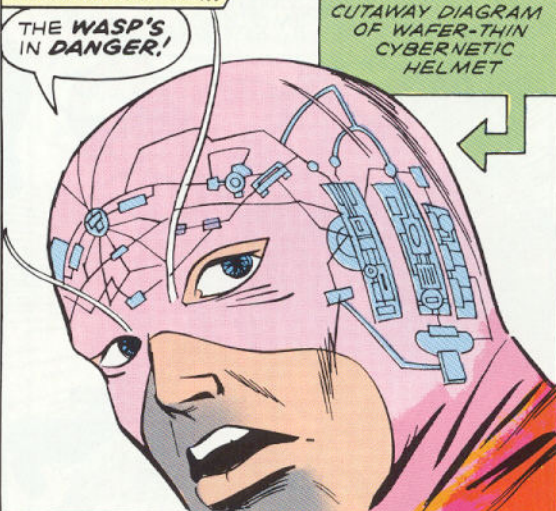
QUIET, YOU BRAINLESS
GARGOYLE, DIDN'T YOU HEAR
THE **WASP**? SHE'S HYPERSENSITIVE
TO CERTAIN STIMULI... AND SHE
SENSES **TROUBLE**!



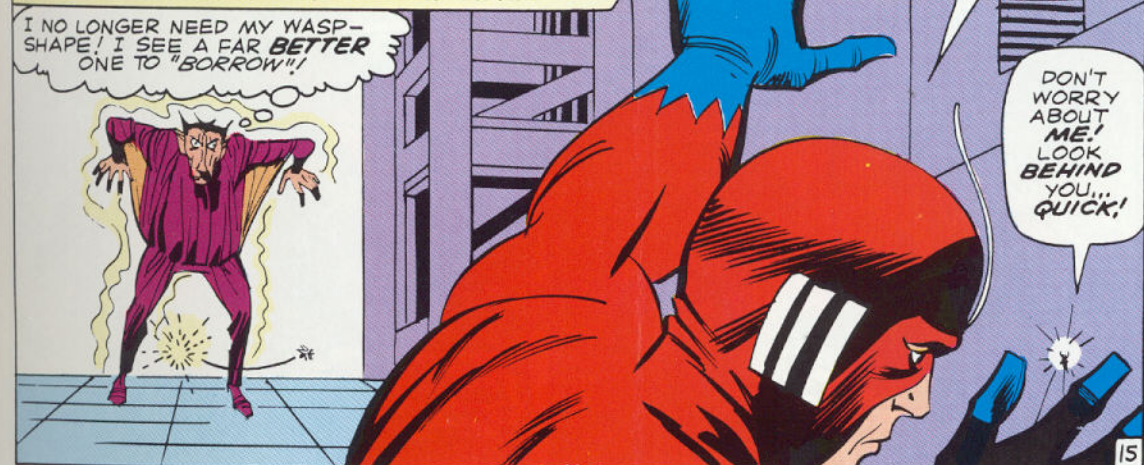
AND THE WASP'S INSTINCTS, HALF FEMALE INTUITION, HALF INSECT SUPER-SENSE, PROVE TO BE **RIGHT!** FOR MINUTES LATER...



A FEW HUNDRED YARDS AWAY, GIANT-MAN'S NEW AMAZING CYBERNETIC HELMET PICKS UP THE IMPASSIONED IMPULSES OF THE WASP'S FRANTIC BATTLE...



GUIDED TO THE WASP BY HIS SENSITIVE HELMET, THE **GIANT-MAN** DOESN'T NOTICE AN ASTONISHING CHANGE TAKING PLACE BEHIND HIM...



BUT, BEFORE THE TWELVE-FOOT HIGH ADVENTURER CAN TURN AROUND, THE SPACE PHANTOM HAS TAKEN HIS IDENTITY, CAUSING THE REAL GIANT-MAN TO BE SENT INSTANTANEOUSLY TO LIMBO!

FAREWELL, GIANT-MAN! NOW I, THE SPACE PHANTOM, SHALL CONTINUE WHERE I LEFT OFF!

I'M WHIRLING INTO ANOTHER DIMENSION... A SHADY, SILENT WORLD!



THANK YOU, FEMALE HUMAN, FOR ACTING AS A DECOY FOR ME!

I-- I SAW WHAT HAPPENED! YOU'RE NOT GIANT-MAN! YOU'VE TAKEN HIS FORM SOMEHOW... BUT YOU'RE NOT HIM!



I SAW IT, TOO! I DON'T KNOW HOW YOU TOOK OVER GIANT-MAN'S BODY... BUT THAT MUST BE WHAT HAPPENED TO ME, TOO!

SO! MY SECRET IS OUT! WELL, NO MATTER! I REALIZE NOW THAT I HAVE NO NEED FOR SECRECY!



BEGONE, WASP! I HAVE MORE IMPORTANT VICTIMS TO SLAY!

ONCE I HAVE DESTROYED THE AVENGERS, ALL OF EARTH WILL TREMBLE BEFORE THE POWER OF THE SPACE PHANTOM!

YEAH?



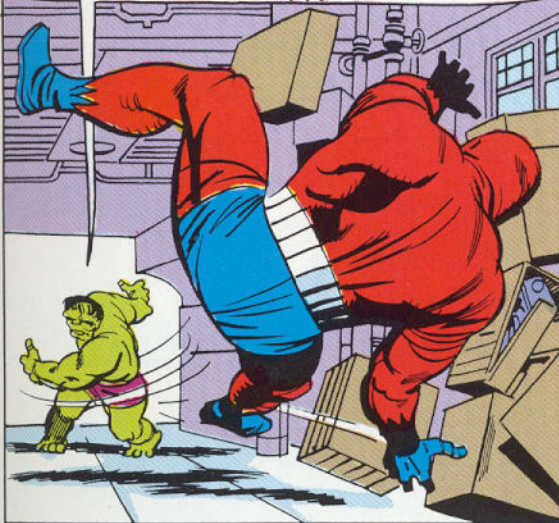
WELL, YOU FORGOT ONE THING! YOU TOOK THE BIGGEST BODY YOU COULD FIND, BUT NOT THE STRONGEST! THE HULK IS MORE POWERFUL THAN A DOZEN GIANT-MEN!

FOR THIS INDIGNITY, I WILL SLAY YOU SLOWLY!

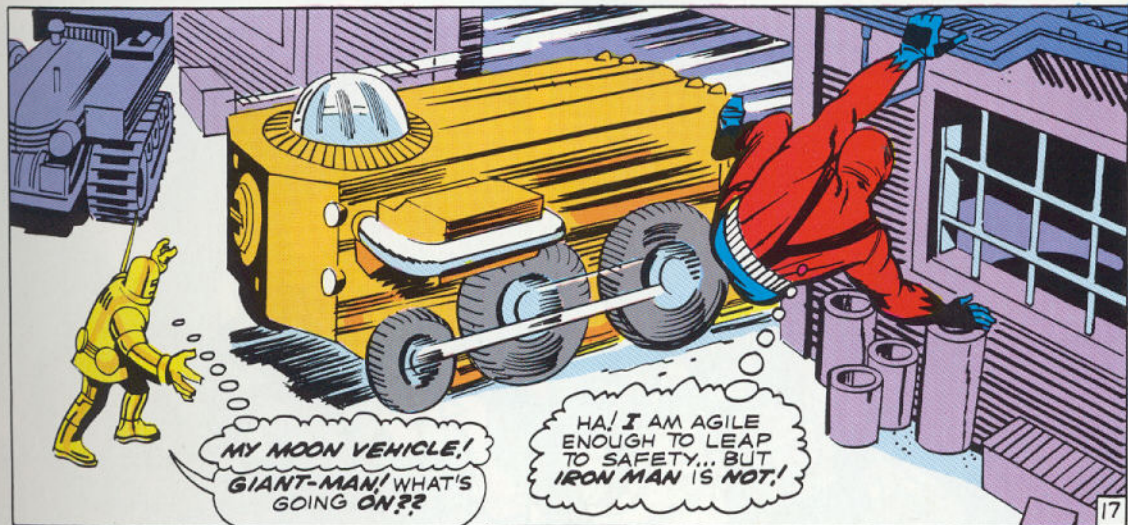
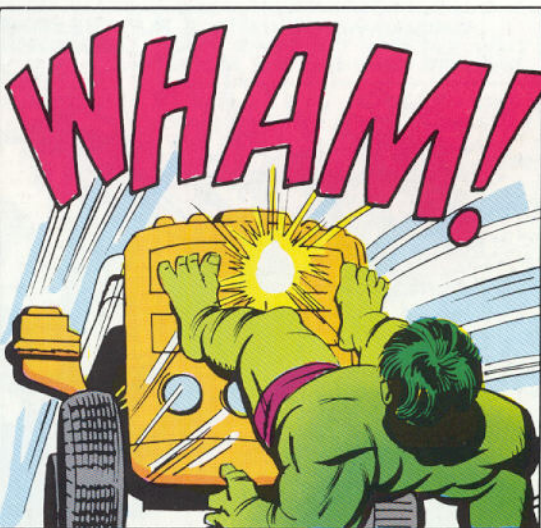
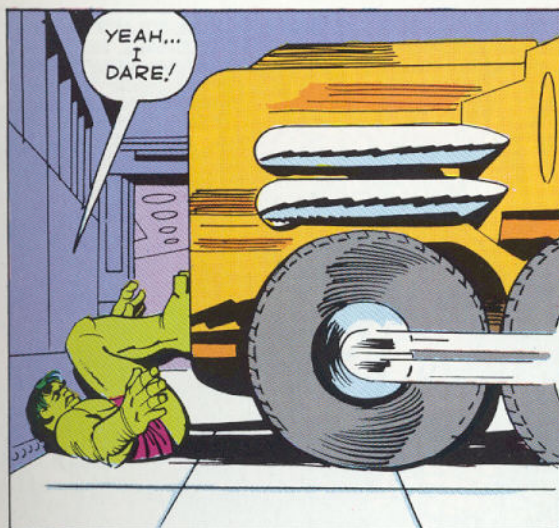
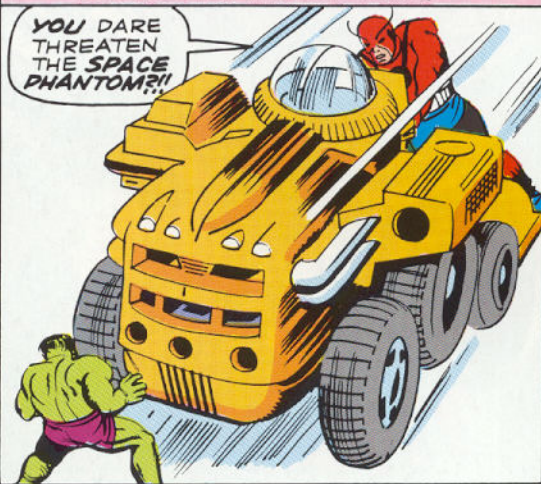


I'VE GOT TO GET HELP! IF-- IF ONLY I CAN FIND THOR!

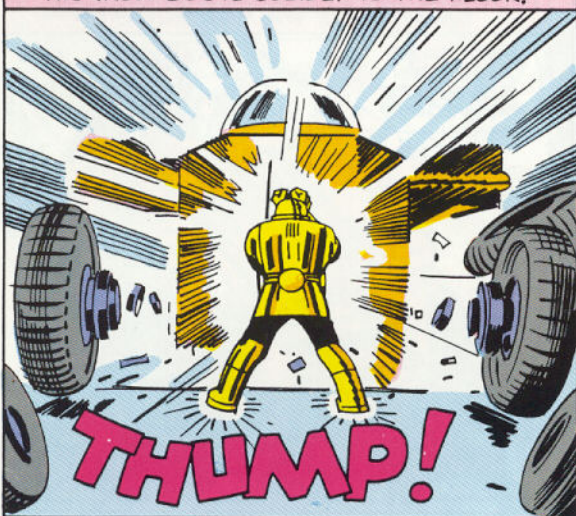
THIS IS ONLY A **SAMPLE** OF WHAT YOU'LL GET UNLESS YOU BRING BACK THE **REAL GIANT-MAN!** **SEE??!**



BUT, MOVING WITH UNEXPECTED SPEED, THE ALIEN IN THE DOUBLE-SIZED HUMAN BODY DRIVES ANTHONY STARK'S LATEST INVENTION, A TANK-LIKE MOON TRACTOR, STRAIGHT TOWARDS THE WAITING HULK!



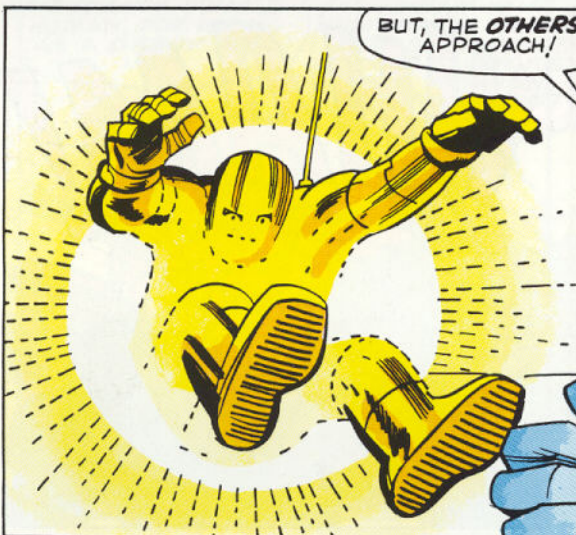
BUT, IN ONE SPLIT SECOND, IRON MAN PRESSES A STUD ON HIS CHEST CONTROL PANEL, CAUSING HIS IRON SUIT TO BECOME RIGID, AND MAGNETIZING HIS IRON BOOTS SOLIDLY TO THE FLOOR!



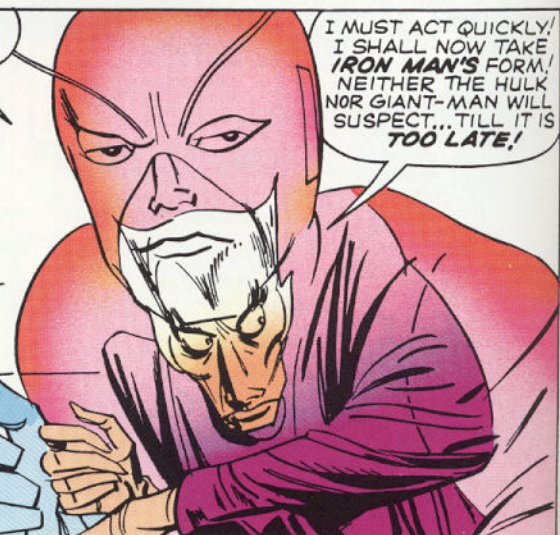
SO! IT SEEMS THAT EACH OF YOU AVENGERS IS MORE POWERFUL THAN I HAD EXPECTED! BUT, NO MATTER! EVEN YOUR COMBINED MIGHT IS NOT GREAT ENOUGH TO SAVE YOU FROM THE SPACE PHANTOM!



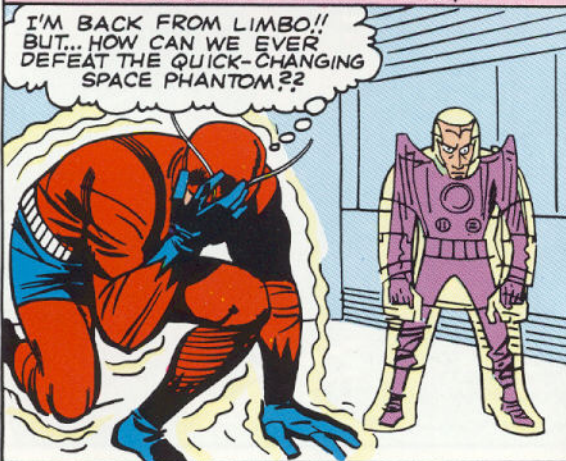
BUT, THE OTHERS APPROACH!



I MUST ACT QUICKLY! I SHALL NOW TAKE IRON MAN'S FORM! NEITHER THE HULK NOR GIANT-MAN WILL SUSPECT...TILL IT IS TOO LATE!



AS THE SPACE PHANTOM SUDDENLY ASSUMES THE IDENTITY OF IRON-MAN, THE REAL GIANT-MAN DRAMATICALLY REAPPEARS, AND...



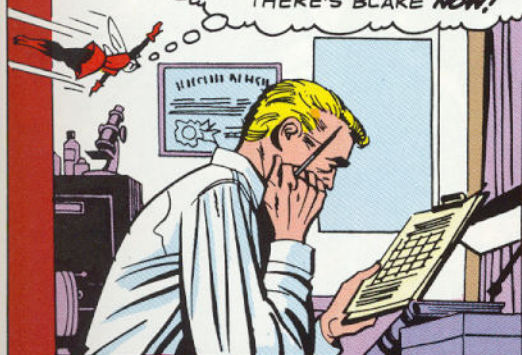
I'M BACK FROM LIMBO!! BUT...HOW CAN WE EVER DEFEAT THE QUICK-CHANGING SPACE PHANTOM??

COME ON, GIANT-MAN! DON'T JUST STAND THERE! HE TURNED HIMSELF INTO IRON MAN! I SAW HIM! GRAB HIM, BEFORE HE CAN CHANGE AGAIN!



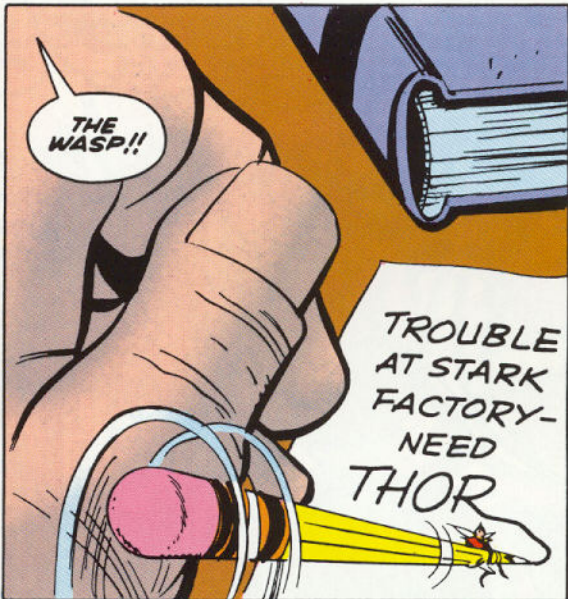
AND, AS THE BATTLE CONTINUES IN STARK'S LONG ISLAND FACTORY, THE WASP DESPERATELY SEEKS HELP FROM THE ONE REMAINING MEMBER OF THE AVENGERS...

WE WERE TOLD TO CALL DR. DON BLAKE WHEN WE WANTED THOR! HE KNOWS HOW TO CONTACT HIM! I'M IN LUCK... THERE'S BLAKE NOW!



THE WASP!!

TROUBLE AT STARK FACTORY-
NEED THOR



WAIT OUTSIDE IN THE RECEPTION ROOM WHILE I SEND FOR THOR!

WILL DO, DOC!

HMM...HE'D BE REAL DREAMY IF HE WAS A LITTLE HUSKIER!



SATISFIED THAT HE IS SAFE FROM PRYING EYES, THE LAME, MILD-LOOKING DOCTOR STAMPS HIS WALKING STICK ONCE UPON THE FLOOR, AND THEN...



...A STRONG, COMMANDING VOICE RINGS OUT INTO THE NEXT ROOM, AS THE WASP RETURNS...

WHO SUMMONS THE GOD OF THUNDER?

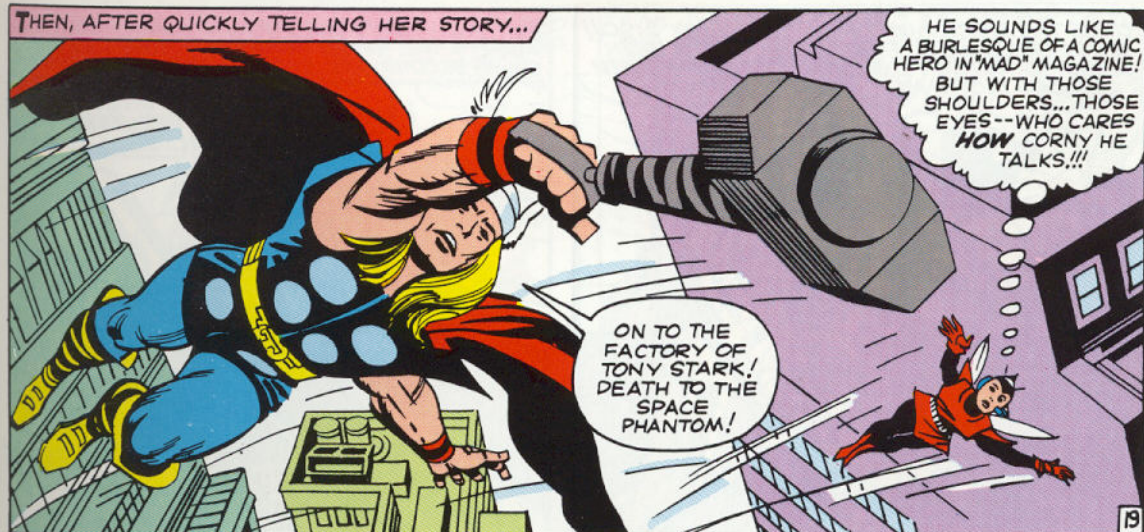
I-- THE WASP!

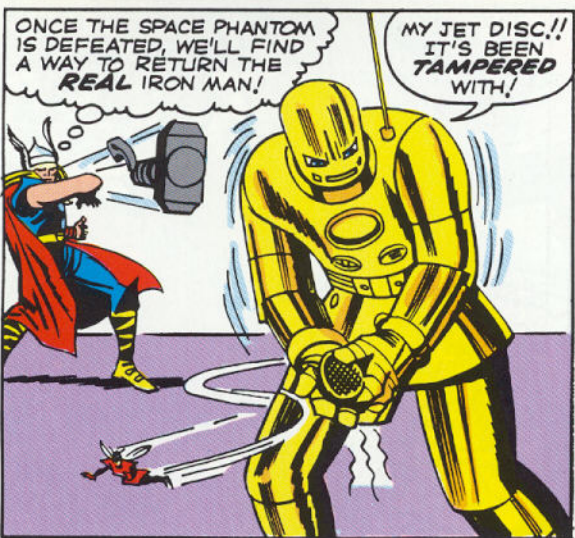
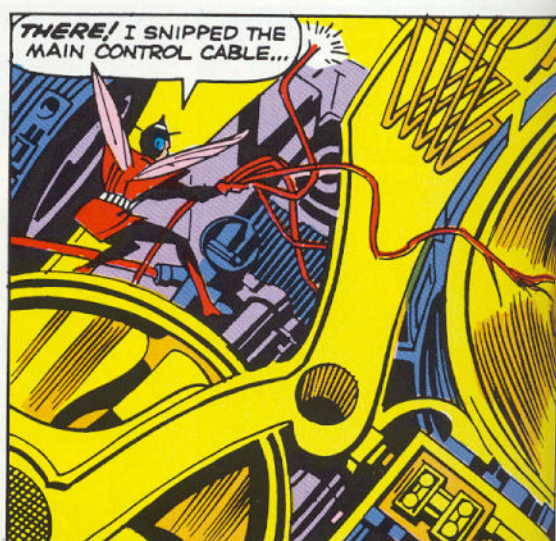
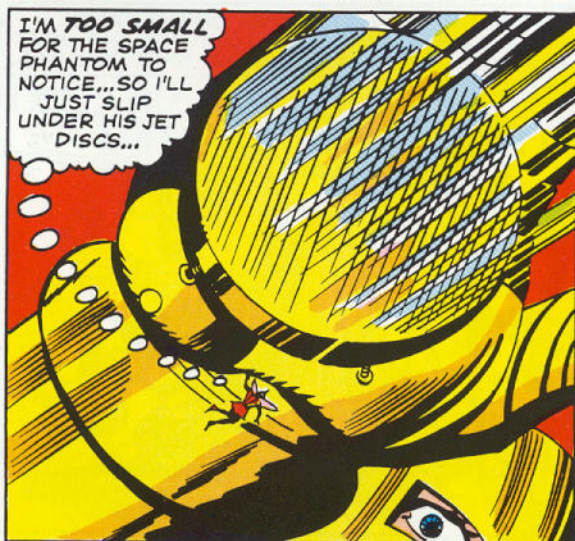
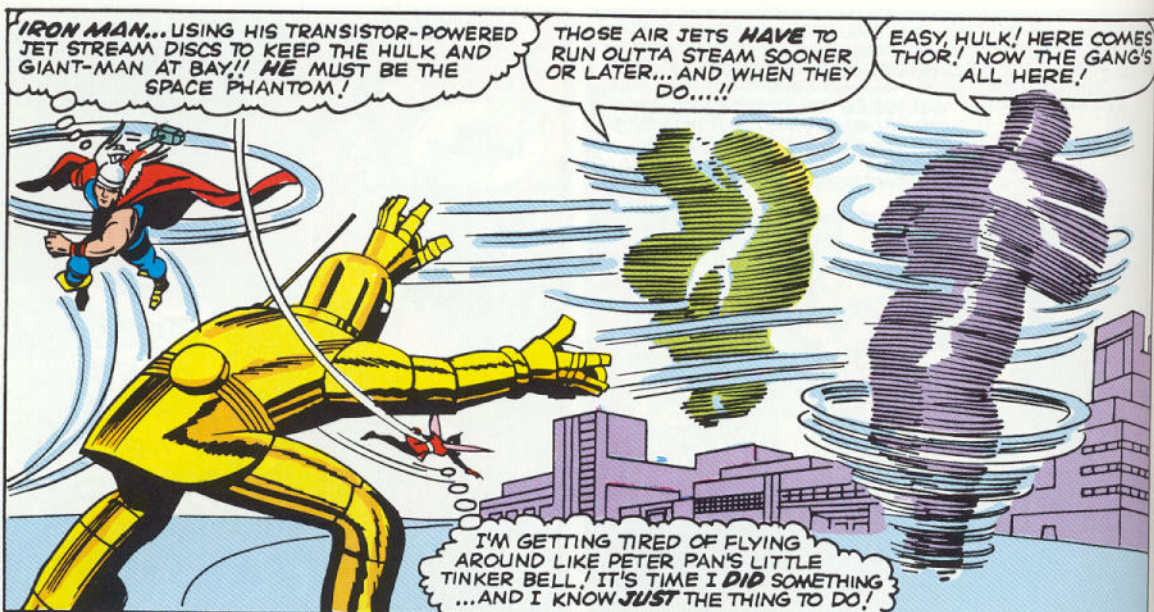


THEN, AFTER QUICKLY TELLING HER STORY...

HE SOUNDS LIKE A BURLESQUE OF A COMIC HERO IN "MAD" MAGAZINE! BUT WITH THOSE SHOULDERS... THOSE EYES--WHO CARES HOW CORNY HE TALKS!!!

ON TO THE FACTORY OF TONY STARK! DEATH TO THE SPACE PHANTOM!







I HAVE LOST THE ELEMENT OF SURPRISE! HE IS PREPARED FOR ME!

NOW THE BATTLE REACHES ITS FINAL PHASE! ONCE I HAVE VANQUISHED YOU, THOR, ALL OF EARTH WILL FEEL THE FURY OF THE ATTACK BY THE PHANTOMS FROM SPACE!



NOT SO, THOU BRAGGART! EARTH IS UNDER MY PROTECTION,... THIS I HAVE PLEDGED WITH MY LIFE!



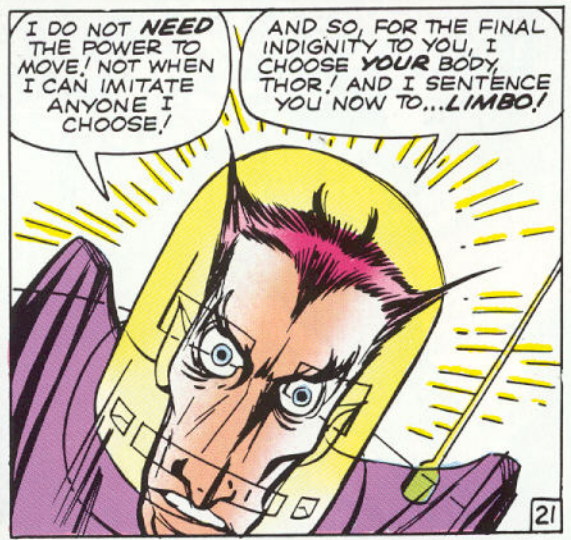
BEHOLD HOW THE FURY OF THE STORM IS MINE TO COMMAND! SEE HOW THE VERY ELEMENTS OBEY MY WILL!!

HE POUNDED THAT HAMMER OF HIS, AND THIS THUNDER-STORM STARTED! I CAN FEEL THE RAIN AFFECTING MY IRON ARMOR!



THERE! YOU ARE HELPLESS NOW,... UNABLE TO MOVE! FOR THE TORRENTIAL RAIN HAS RUSTED YOU... COMPLETELY!

SUCH OVER-CONFIDENCE WILL CAUSE YOUR DOWNFALL, THE SAME AS IT DID THE OTHERS!



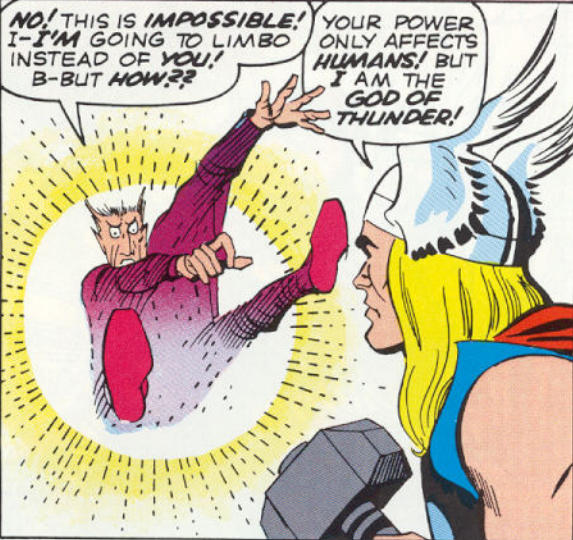
I DO NOT NEED THE POWER TO MOVE! NOT WHEN I CAN IMITATE ANYONE I CHOOSE!

AND SO, FOR THE FINAL INDIGNITY TO YOU, I CHOOSE YOUR BODY, THOR! AND I SENTENCE YOU NOW TO... LIMBO!

BUT, NO SOONER ARE THE WORDS SPOKEN, THAN THE TOTALLY UNEXPECTED OCCURS....!

NO! THIS IS IMPOSSIBLE!
I-I'M GOING TO LIMBO
INSTEAD OF YOU!
B-BUT HOW??

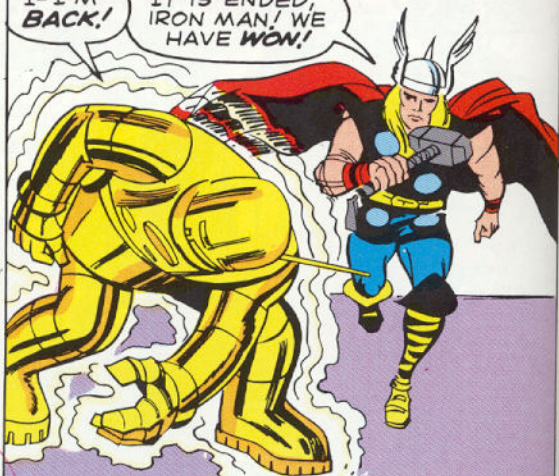
YOUR POWER
ONLY AFFECTS
HUMANS! BUT
I AM THE
GOD OF
THUNDER!



AND, AS THE SPACE PHANTOM'S POWER BACK-FIRES AGAINST HIM, THE REAL IRON MAN RETURNS FROM LIMBO... HAVING BEEN REPLACED BY THE AWESOME ALIEN HIMSELF!

I-I'M BACK!

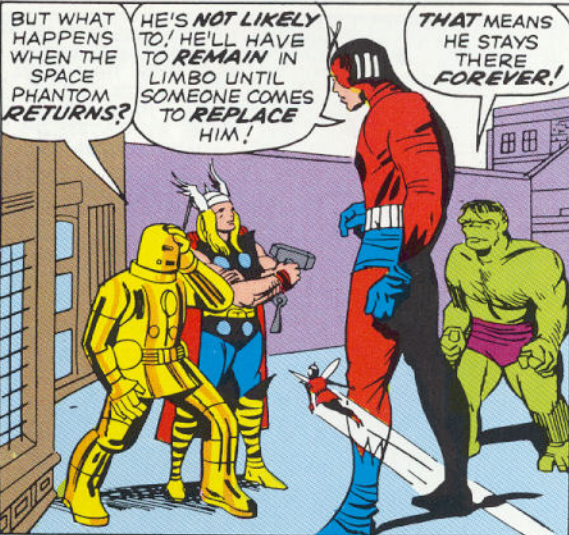
IT IS ENDED,
IRON MAN! WE
HAVE WON!



BUT WHAT
HAPPENS
WHEN THE
SPACE
PHANTOM
RETURNS?

HE'S NOT LIKELY
TO! HE'LL HAVE
TO REMAIN IN
LIMBO UNTIL
SOMEONE COMES
TO REPLACE
HIM!

THAT MEANS
HE STAYS
THERE
FOREVER!



IT IS STRANGE...
FOR MOST OF OUR
BATTLE, WE THOUGHT
WE WERE FIGHTING
EACH OTHER! WE
NEVER SUSPECTED!

I NEVER SUSPECTED HOW
MUCH EACH OF YOU HATES
ME, DEEP DOWN! I COULD
TELL BY THE WAY YOU
FOUGHT ME... BY THE
REMARKS YOU MADE!



WELL, I DON'T
NEED ANY OF
YOU! I'M STILL
THE HULK!

I'M STILL THE
STRONGEST
THING WALKIN'
THE EARTH!

AND WHAT-EVER
I DO FROM NOW
ON, I DO
ALONE!



THANK HEAVENS
HE'S LEAVING!
HE--HE
TERRIFIED
ME!

PERHAPS HE DID,
WASP! BUT HE'LL
BE MORE DANGER-
OUS THAN EVER
NOW!

WITHOUT THE
AVENGERS TO
KEEP HIM IN
CHECK, WHAT
WILL HE DO
NEXT?



NEXT ISSUE: THE HULK TEAMS UP WITH ONE
OF YOUR FAVORITE SUPER CHARACTERS TO
BATTLE THE AVENGERS, IN ANOTHER 22-PAGE
MARVEL EPIC! REMEMBER, THE STORIES,
THE ART, THE SUPER-CHARACTERS YOU'VE
ALWAYS WANTED, ARE HERE AT LAST, IN
THIS... THE LONG AWAITED MARVEL AGE
OF COMICS!

THE END