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SPIDER-MAN 3™

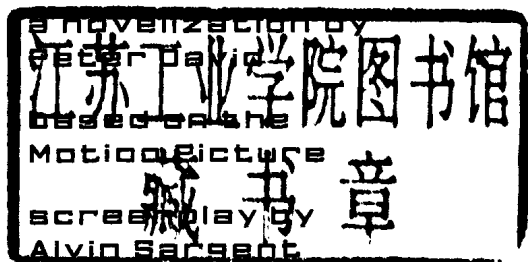
A Novelization by Peter David

Based on the Motion Picture Screenplay by Alvin Sargent

Screen Story by Sam Raimi & Ivan Raimi

Based on the Marvel Comic Book by Stan Lee and Steve Ditko

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POCKET STAR

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SPIDER-MAN 3™

PETER PARKER DOES NOT believe that old notion that, when one is about to die, one's life flashes before one's eyes. He considers it a sort of "after the fact" add-on. Someone has a near-death experience and, in recalling it, mentally inserts all the highlights of his existence after the fact as a sort of mental counterpoint to life's near termination. Memory, after all, is a tricky thing, possibly the most deceptive aspect of the brain's function.

The main reason Peter has come to be dismissive of the concept is because, in his activities as Spider-Man, he has been near death more times than he can count. More times, in fact, than any reasonable person should have to experience. In all those times, all those close shaves, he has never once seen his life go flashing before his eyes. Not when the Green Goblin had him on the ropes, his uniform tattered and his last dregs of energy seemingly used up. Not when Otto Octavius had him in a stranglehold while Ock's fearsome machine sped on a particle acceleration toward destroying the entire city. Not once, during the myriad encounters with various petty crooks, bank robbers, muggers, and gunmen.

Never. Not even close to it.

This time, however, it's different. At this moment, as Peter thrashes his arms and legs about in midair, a good fifty stories

above the cold and unforgiving streets of New York, the recent developments in his life rip through his skull, like a projector unspooling from somewhere deep in his cerebral cortex and projecting a picture on his retinas.

He hears his own voice speaking. It sounds distant, calm, as if he has managed to detach himself completely from his current predicament. He does not currently "see" the night, nor feel the chill of the stiff wind in his bones, but instead "sees" the sun creeping up over the East River. This is a day seen at its beginning, filled with promise and hope, not a day ending in sorrow and death.

What a day! Peter's chipper voice tells him. Inwardly, soundlessly, he laughs bitterly over the irony of such shortsightedness. Well, anyway, there's a fresh breeze.

The sun gives way to the spider symbol that typically rests upon his chest. Nevertheless, it is not his symbol, or at least not his chest. He sees a boy, a young boy, clambering up a high tree limb in Central Park. Peter is standing a few feet away, cutting through the park but pausing to take in the amusing sight of a boy pretending to be, not a cowboy or a robber or ninja or pirate, but instead Peter himself. More correctly, Peter's alter ego, for the boy is sporting a crudely stitched facsimile of Peter's costume shirt. It reminds Peter a bit of the makeshift costume he'd first worn when he'd embarked on his short-lived wrestling career.

Then the higher branch abruptly snaps in the boy's hand. Peter senses it just before it happens, and he is already moving to intercept the boy's plunge. He is not the only one, as it turns out, who is keeping an eye on the lad and is in possession of a hyper-awareness of danger. The boy falls, and suddenly his mother is

there, deftly snagging him before he hits the ground, faster than even Peter could have gotten over there. She rights him and scolds him, No more climbing up there! You're not Spider-Man!

The boy retorts, Am too! With that defiant declaration, he starts right back toward the tree. The mother lets out a long-suffering sigh of infinite patience, and a smiling Peter turns away, confident the kid's safety is in good hands.

As he turns, the scenery shifts around him once more, as it is capable of doing since all this is flashing through his mind between beats of his heart. Rather than being landbound, he is soaring above the city. He had been halting and uncertain in his earliest days of web slinging, careening off buildings through mistimed leaps and swings. Now he switches hands deftly, left and right, left and right, arcing through the concrete mazes of Manhattan with an ease that is literally lyrical, since there are no less than three songs about him by various artists in the Billboard Top 100.

The city is safe and sound. I guess I've had something to do with that. It is a modest thought, and a false modesty at that. There is no "guess" about it, especially when one considers that the giant video screen in Times Square has the words "NYC ♥ Spider-Man" rolling across it.

It is a true out-of-body experience because Peter is not, in fact, in his costume and swinging among the spires in Times Square. Instead, he is watching himself on the giant video screen. The image of Spider-Man web slinging across Manhattan is playing out above the Spidey adoration text, part of a video advertisement that has been purchased by the New York City tourism board. With everything that the city has been through in the past several

years, they're anxious to do whatever can be done to reassure visitors to the Big Apple that they can feel safe. And they have chosen Spider-Man to be the symbol of that safety.

Peter stands in Times Square, watching the video, thinking that his uncle Ben would have been proud. Tourists who had been watching the video start to walk away at its conclusion, and Peter calls out, It's going to run again in a couple minutes! They spare him a puzzled glance and then go on about their business. He supposes they have the right idea. He should be on about his business as well. He slings his backpack over his shoulder, and the world shifts around him once more.

And I still get to school. Top of my class.

Dr. Curtis Connors is lecturing his students. Peter is listening attentively. Once, not long ago, he would have felt so torn, so conflicted over his double life, that he would have been unable to concentrate on anything his favorite science professor was saying. That's no longer the case because of . . .

(Wait for it. Take your time. Let it all unfold in order. That's how it's done.)

The Hamiltonian shows us that the energy levels are perturbed by the electric field, Dr. Connors tells them, tapping a complex set of equations and graphs on the board. From the form of this matrix, we can see . . .

He pauses, looking for the answer. Peter's hand shoots up. Connors points in Peter's general direction, and Peter is about to open his mouth and respond when Connors says, Miss Stacy!

. . . that only the m -equals-zero quantum states are affected.

Correct! Good work, Miss Stacy!

Peter looks toward his lab partner, Gwen Stacy. She is a vivacious, attractive blonde, her long hair cascading around her shoulders. Paired off by luck of the draw as partners, they had promptly hit it off. She had recognized his name immediately; it turned out her father was a police captain who had been first on the scene after Uncle Ben had been murdered. He'd told his daughter all about the grief-stricken youth who had been there, cradling his uncle as the old man had passed away, and Gwen admitted she had been moved to tears by the telling of it. Consequently, Peter has found Gwen easy to talk to and a good listener. He almost thinks she'd be a good match for Harry Osborn, but Gwen is in a tangled relationship with some guy, and now isn't the time.

Besides, it's not as if he could set up something with Harry even if Gwen were available.

He sees himself riding his motorbike through the long shadows of the city.

All that's missing is my friendship with Harry. I need to explain to him how his father died. But he won't see me.

He is standing in the reception area of OsCorp, pleading with a sympathetic receptionist to give him ten minutes, make it five, make it one minute, of Harry's time. She just sadly shakes her head. This isn't the first time he's been here, and likely won't be the last. He could simply scale the side of the building, clamber in through Harry's window. What would be the point, though? Harry would just start screaming at him and insist that he leave. He can't force himself on Harry. He can't cram down young Osborn's throat the fact that his father was the demented Green

Goblin and died because of his own machinations rather than anything Peter had done. Harry has to willingly accept him into his office or home. He has to be prepared to listen. Until that time, attempts to get through to him are doomed to failure.

There is no point in pressing the matter or obsessing over it.

Life goes on.

(Does it? For you? For much longer?)

Peter is no longer at OsCorp. Instead he is hurrying down the street, dressed in a sharp gray suit. It is dusk. He passes a pawnshop, then stops and backs up, something in the window having caught his eye.

It is a wedding ring, the gold band glittering in the twilight. It is small and modest, but it would convey the thought and intent quite well. If one did not know by the smile on his face and the spring in his step that Peter Parker was a man in love, his gazing at the ring would certainly have been the tip-off.

Would you believe it? I've finally got the girl of my dreams.

She, of course, is the reason that everything else in his life is working. She provides the light that chases away the darkness that had settled upon his soul the day Ben Parker died. Without her, nothing works. With her, everything in his life runs with the precision of an atomic clock.

He had almost lost her to another man. Through his indecision and inaction, he had nearly allowed her to slip away. But after all the times that he had saved Mary Jane Watson, finally, Mary Jane Watson had saved him. She had shown up in the nick of time, clad in her own unusual costume—not gaudy red and blue, but instead a wedding dress—having fled the church

to find Peter and let him know that she would be there for him, always.

And there had been Peter, trapped in endless night, looking into the face of the sun and feeling the warmth.

That was months ago.

Just as Peter's life has straightened itself out, so has Mary Jane's. No longer a struggling actress, she. MJ is now headlining a new musical, Manhattan Memories, playing at the Broadhurst Theater. All right, technically not headlining: two other actors named Linda Curtis and Solomon Abrams are billed above her. But there she is in the poster, dead center, and Peter could not be more proud, or more in love, or more punctual. Oh, yes, punctual. The memory of when he'd arrived late for her previous production and been kept in the lobby by a supercilious usher was still far too fresh for him. Nowadays he makes certain to arrive a half hour before curtain.

He moves to his front-row seat and waits. Even though this is all recollection, even though it's all happening in a flash while a demented cackling is filtering dimly through his subconscious, it still feels as if it were taking forever. Finally, finally the orchestra finishes tuning up and launches into the overture. The music swells and the thick, red velvet curtain parts.

Manhattan Memories is intended to be a love letter to the musicals of yore. None of the songs are new: Cole Porter, the Gershwins, many of the famous tunesmiths of times gone past, all represented and with their songs strung together via a new book that is—Peter has to admit—a little flimsy. He'd had the time to make that assessment since he'd been to half a dozen of the show's performances while it was in previews. He'd decided that it didn't

matter all that much. After all, who leaves a musical humming the script? It was all about the songs, and in that regard, the show was rock solid.

Tonight, though, is not a preview. Tonight is opening night. There is an additional charge in the air, an intensity that had not been present at any of the earlier shows. This is the make-or-break, the one that counts. It's as if the entirety of Broadway is somehow spiritually poised, like a lion in the high weeds, waiting to see if the show will join the pride or instead become prey for the jackals (i.e., critics).

There is a collective murmur of approval from the audience as the opening curtain reveals a vista of "stars" hanging in the heavens. But the approval is not merely for the scenery. It is largely for the gorgeous redhead who appears to be standing on air, like an angel gazing down upon earthbound mortals. Unless one is looking carefully, it is impossible to see the wafer-thin platform on which she is situated, or the narrow series of steps that lead down. It's an effective illusion.

She is clad in a long, flowing blue dress, her red hair piled elegantly atop her head. Helen of Troy may have had the face that launched a thousand ships, but Mary Jane's smile alone should be good enough to launch a thousand performances.

Mary Jane starts down the stairs, every foot carefully placed (she'd stumbled on the first day of previews and almost taken a header down them; she'd learned her lesson that night about hurrying). She begins to sing, and although she should really be directing her efforts toward the back of the theater, she cheats and instead gazes directly and lovingly at Peter.

He's not entirely thrilled with the quality of the sound system; it's making MJ's voice sound reedy and thinner than it should be.

That doesn't matter, though. Her mere presence is magical. Certainly everyone will realize that and ignore such minor technical glitches.

Reality and fantasy begin to blend, the barrier between them breaking down. Peter is no longer in his seat. He is floating out of it, reaching toward Mary Jane. She stretches her hands toward him, laughing gaily, and then he is above her.

(This isn't happening. This part never happened.)

Cool air rushes against his face. He can still see the balcony from where he is, and from this vantage point, he notices someone watching him through a pair of opera glasses. The watcher lowers the glasses and glares balefully at Peter.

(All right that part did happen. He was there. And afterward, you and he—)

Peter feels a jolt. The glittering stars are still around him, but the theater is gone. Mary Jane is gone. He is hanging, suspended. One of the stars breaks away, tumbles toward him, and he sees that it's a diamond engagement ring.

Gravity is suddenly making its presence known. It's not happening all at once. More by degrees, like with the coyote in those cartoons. The more he becomes aware of his predicament, the more gravity stakes a claim on him. He tries to defy it. He stretches, strains, the tumbling ring just out of reach, and then he's falling, except not straight down. Instead he's falling sideways, as if something has propelled him, and then he slams into the wall of a building. He does so with such velocity that he's not able to get a grip on it, and he tumbles away from it.

Harry! Harry, wait! Peter cries, which might well serve as his last words, but they're not. He's said them before, and Harry is turning and glaring at him, the time before and the time right

now crashing together. Floating above the then and the now and quite possibly all that is to come is a high-pitched, demented laugh that sounds both familiar and unfamiliar.

And then consciousness slips away, and Peter's life review ends prematurely as the stars coldly glitter around him like diamonds while he plunges toward his death. . . .

And nothing is as it should be.

I

ARRIVALS AND DEPARTURES

"HARRY! HARRY, WAIT!"

Peter hadn't believed for a moment that Harry Osborn would miss the opening of Mary Jane's show. Despite all that had happened between them, and all that remained unresolved, the bottom line was that Harry still had to feel something for Mary Jane. She had been his first major love, had been too much a part of his life, for him to let such a landmark event pass. Hell, Harry had attended MJ's previous theatrical endeavor four times (a fact that Mary Jane had pointedly made clear to Peter, back when he'd been so unable to manage his time that he'd alienated her by missing performance after performance). Still, Peter hadn't seen Harry in the theater. Now he realized why. Peter had naturally assumed that, considering Harry's wealth, he would have obtained the best seats in the house. Instead, as Peter made his way up the aisle, he spotted Harry coming down the stairs that led to the balcony. Harry had obviously wanted to see without being seen.

Just as Harry reached the bottom of the stairs, some instinct caused him to glance Peter's way. For half a moment they locked eyes, and then Harry pushed his way

past several people in front of him. He nearly knocked an old woman off her walker as she was busy extolling the virtues of Cole Porter and wondering loudly why they didn't write tunes like that anymore. When Harry shoved her aside, she surprised Harry, Peter, and the people she was with by snapping out an extremely explicit profanity at him. Harry blinked in surprise and then moved away from her. He was out the door, and Peter found his way blocked by the same elderly people. He looked around desperately, spotted an opening on the upper section of the wall next to them, and prayed no one was watching too closely. With one quick move he jumped six feet in the air, rebounded with his feet off the wall, and landed in front of the slow-moving party. Their heads snapped around in confusion, since Peter had been little more than a blur in the corners of their eyes. By the time they had any real inkling of where he'd been, he was already gone and out the front door of the theater.

Peter got there just in time to see Harry stepping into the backseat of his town car. The chauffeur was standing there, waiting for Harry, holding the door for him.

"Harry! Harry, wait!" Peter called as the chauffeur slammed the door closed. Peter looked at Harry's driver, and to his surprise, something akin to sympathy was there. It underscored for Peter that Harry's staff had to be aware of the slow deterioration of their employer's personality. They must have felt, in their own way, as helpless as Peter. Probably worse, since a number of them had served the Osborns for many years and had known Harry since he was very young.

How many people are you going to hurt, Harry? What's it going to take before you let me in?

Peter brought his face close to the window as the chauffeur headed for the driver's side. The window was tinted, but Peter could still make out Harry on the inside looking out at him. "Don't keep locking me out. You need to hear the truth."

Peter couldn't be sure, but he thought that something in Harry's expression just then seemed to be wavering. It was as if he wanted to hear what Peter had to say but couldn't bring himself to do so. Or perhaps there was even more to it than that.

Then Harry's gaze shifted. It was the strangest thing, but it looked to Peter as if Harry was staring intently at his own reflection. He had no idea why Harry would possibly do that. A change passed over Harry's face then, and whatever curiosity or compassion or consideration might have been in his expression moments earlier was now replaced by distance and harshness. The window rolled down barely half an inch, just enough so that Harry could be sure that his voice would be heard. "Tell it to my father," he said coldly. "Raise him from the dead."

"I'm your friend," Peter said desperately. "Your father was my friend." That might have seemed insane to say, at least on the surface, but as far as Peter was concerned, it was the truth. Norman Osborn had been helpful and supportive to Peter . . . sometimes, it seemed, even more than he was with his own son, an inequity that Harry had appeared to take in stride. That was the person whom Peter thought of as Norman Osborn. Not the crazed, cackling,