

40¢ 126 OCT 02461

© 1979 MARVEL COMICS GROUP

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY



# THE UNCANNY X-MEN



IN SEARCH OF  
MUTANT  
X



Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, **MUTANTS**—feared and hated by the world they have sworn to protect. These are the **STRANGEST** heroes of all!

Stan Lee  
PRESENTS:

# THE UNCANNY X-MEN!™

CHRIS CLAREMONT  
AUTHOR

JOHN BYRNE  
PENCILER

TERRY AUSTIN  
INKER

TOM ORZECOWSKI, *letterer*  
GLYNIS WEIN, *colorist*

ROGER STERN  
EDITOR

JIM SHOOTER  
Ed. IN-CHIEF

## HOW SHARPER THAN a SERPENT'S TOOTH...!

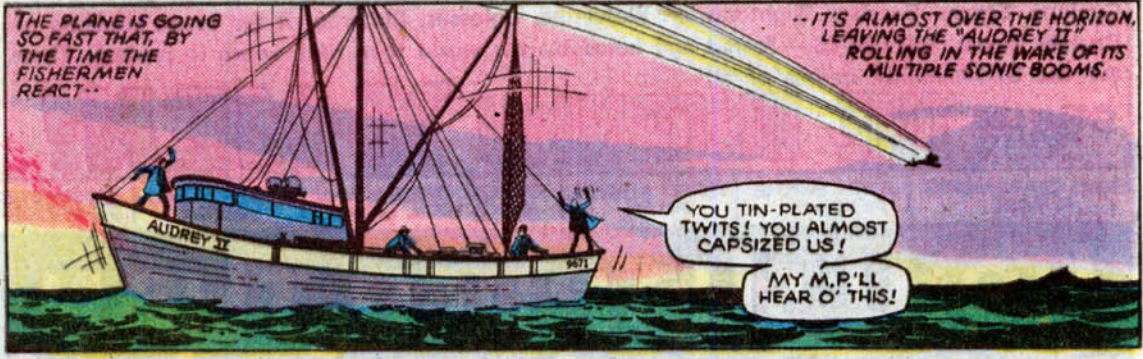
IN SOME PARTS  
OF THE WORLD,  
THE DAWN COMES  
UP LIKE THUNDER.

THOSE PLACES DON'T  
USUALLY INCLUDE THE  
NORTH ATLANTIC OCEAN,  
JUST OFF THE COAST  
OF SCOTLAND.

BUT, AS  
THE CREW OF  
THE TRAWLER,  
"AUDREY II",  
ARE ABOUT TO  
DISCOVER, THIS  
MORNING IS  
DIFFERENT.

X-MEN™ is published by MARVEL COMICS GROUP, James E. Galton, President. Stan Lee, Publisher. OFFICE OF PUBLICATION: 575 MADISON AVENUE, NEW YORK, N.Y. 10022. Published monthly. Copyright ©1979 by Marvel Comics Group. A division of Cadence Industries Corporation. All rights reserved. Vol. 1, No. 126, October, 1979 issue. Price 40¢ per copy in the U.S. and Canada. Subscription rate \$5.00 for 12 issues. Canada, \$6.00. Foreign, \$7.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. Printed in the U.S.A. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. X-MEN (including all prominent characters featured in the issue), and the distinctive likenesses thereof, are trademarks of the MARVEL COMICS GROUP.





THE PLANE IS GOING SO FAST THAT, BY THE TIME THE FISHERMEN REACT--

-- IT'S ALMOST OVER THE HORIZON, LEAVING THE "AUDREY II" ROLLING IN THE WAKE OF ITS MULTIPLE SONIC BOOMS.

YOU TIN-PLATED TWITS! YOU ALMOST CAPSIZED US!

MY M.P.'LL HEAR O' THIS!

AND, ABOARD THE UNMARKED AIRCRAFT...

THAT WAS A PRETTY NEAR THING WITH THAT FISHERMAN BOAT, CYCLOPS. BUT SHE LOOKS ALL RIGHT NOW.

GOOD.

ACTION STATIONS, X-MEN. WE'VE ALMOST REACHED MUIR ISLAND.

SHOOT-- WE LEFT NEW YORK BARELY AN HOUR AGO... DIDN'T EVEN WAIT FOR THE BEAST, LIKE HE ASKED.



THERE WASN'T TIME, WOLVERINE!

NOW, DO IT BY THE NUMBERS, PEOPLE, JUST LIKE WE PRACTICED. WE DON'T KNOW WHAT WE'RE UP AGAINST, SO COME IN HARD AND FAST.

COLOSSUS--?

I AM READY, CYCLOPS.



"THEN -- GO!"

THE YOUNG RUSSIAN DROPS THROUGH THE PLANE'S BELLY HATCH...

...HIS BODY CRACKLING WITH ENERGY-- CHANGING FROM FLESH TO ORGANIC STEEL--



-- AS HE FALLS LIKE A MISSILE TOWARDS A DESERTED SECTION OF MOIRA MACTAGGERT'S MUTANT RESEARCH CENTRE.

COLOSSUS HITS HARD...



...BUT HE'S ON HIS FEET BEFORE THE DUST SETTLES.

CYCLOPS, CAN YOU HEAR ME? I AM DOWN AND ALL SEEMS WELL. NO SIGN OF HOSTILE ACTIVITY.

ROGER, COLOSSUS. KEEP ME POSTED ON YOUR PROGRESS, AND PETER-- TAKE CARE.



CYCLOPS MAKES ANOTHER LOW PASS OVER THE ISLAND. THIS TIME, IT'S STORM AND WOLVERINE'S TURN TO BAIL OUT.

TAKE IT EASY, WILL YA, ORORO?!

YA LEFT MY STOMACH BACK ON THE FLAMIN' PLANE!

OUR FRIENDS HERE ARE IN DANGER, WOLVERINE. WE CANNOT AFFORD TO WASTE EVEN AN INSTANT.

STORM DROPS WOLVERINE AT THE SEAWARD ENTRANCE TO THE MAIN COMPLEX, BEFORE HEADING OFF TO BEGIN AN AIRBORNE SWEEP OF THE ISLAND.



BEHIND HER, CYCLOPS DROPS THE PLANE INTO A PERFECT VERTICAL TOUCHDOWN ON THE LANDING PAD BEHIND THE LAB.

GET GOING, NIGHTCRAWLER. TELEPORT INTO THE RESIDENCE AND SEARCH IT FROM ATTIC TO CELLAR.

NOT TO WORRY, CYCLOPS! I'M--

-- ALREADY THERE!

WITH A FLASH OF BRIMSTONE, NIGHTCRAWLER DISAPPEARS FROM THE FLIGHT DECK, INSTANTLY MATERIALIZING IN THE LIVING ROOM OF MOIRA'S HOUSE.



YOU'RE PUSHIN' AWFUL HARD, CYCLOPS.

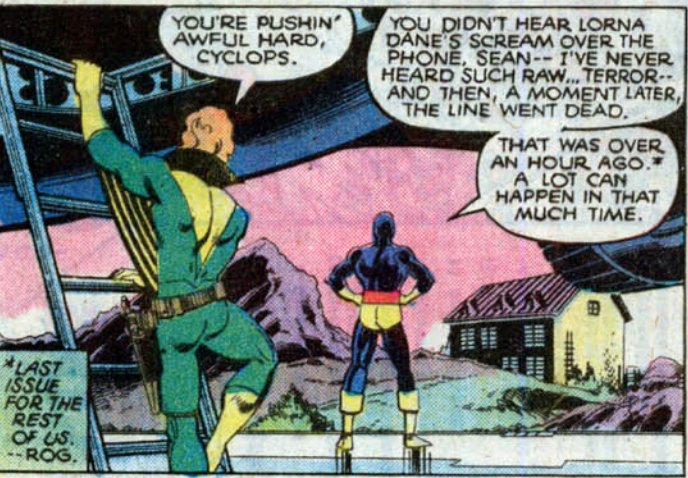
YOU DIDN'T HEAR LORNA DANE'S SCREAM OVER THE PHONE, SEAN-- I'VE NEVER HEARD SUCH RAW...TERROR-- AND THEN, A MOMENT LATER, THE LINE WENT DEAD.

THAT WAS OVER AN HOUR AGO.\* A LOT CAN HAPPEN IN THAT MUCH TIME.

JUST BEFORE WE WERE CUT OFF, LORNA SAID THE LAB SECURITY ALARMS HAD SOUNDED, THAT JAMIE MADROX AND MY BROTHER, ALEX, HAD GONE TO CHECK THINGS OUT...

CYCLOPS, THIS IS NIGHTCRAWLER! COME AT ONCE! HURRY!

\*LAST ISSUE FOR THE REST OF US...ROG.







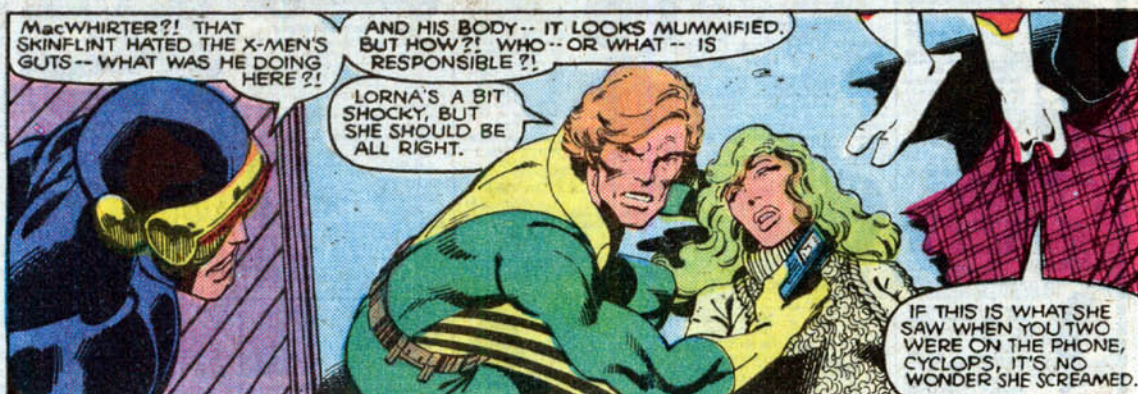
WHAT IS IT, KURT?

SEE FOR YOURSELF. LORNA'S ALIVE, I THINK. BUT THIS OTHER ONE IS BEYOND HUMAN HELP.



My God.

I FOUND THE MAN'S WALLET. IT'S **ANGUS MacWHIRTER**.



MacWHIRTER?! THAT SKINFLINT HATED THE X-MEN'S GUTS-- WHAT WAS HE DOING HERE?!

AND HIS BODY-- IT LOOKS MUMMIFIED. BUT HOW?! WHO-- OR WHAT-- IS RESPONSIBLE?!

LORNA'S A BIT SHOCKY, BUT SHE SHOULD BE ALL RIGHT.

IF THIS IS WHAT SHE SAW WHEN YOU TWO WERE ON THE PHONE, CYCLOPS, IT'S NO WONDER SHE SCREAMED.



NIGHTCRAWLER, TELEPORT OVER TO THE LAB. THERE ARE STILL FOUR PEOPLE MISSING-- MOIRA, ALEX, JAMIE... AND JEAN-- NOT TO MENTION WHO-EVER'S BEHIND THIS.

**BAMF**

ON MY WAY, CYCLOPS! AND DON'T WORRY. WE'LL FIND THEM.



WITHOUT ME SONIC SCREAM, I'M NOT MUCH USE TO YE, CYKE. I'LL KEEP WATCH OVER LORNA.

FINE, BANSHEE.

IF THERE'S ANY CHANGE IN HER CONDITION, OR IF YOU RUN INTO ANY TROUBLE, GIVE A HOLLER ON THE RADIO.



IT'S BEEN MONTHS SINCE BANSHEE'S INJURIES\*, YET HIS POWER SHOWS NO SIGNS OF REGENERATING.

WHAT DO WE DO IF THE DAMAGE NEVER HEALS?

STORM, PICK ME UP!

\*SUFFERED IN X-MEN #119--ROG.

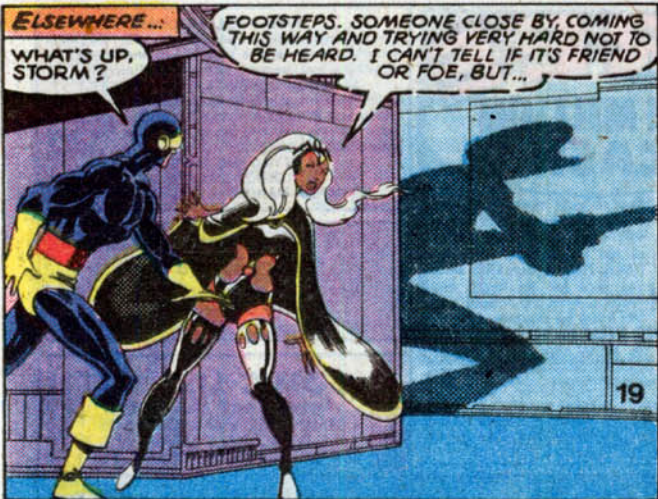






ELSEWHERE...

WHAT'S UP, STORM?



FOOTSTEPS. SOMEONE CLOSE BY, COMING THIS WAY AND TRYING VERY HARD NOT TO BE HEARD. I CAN'T TELL IF IT'S FRIEND OR FOE, BUT...

... IT'S BEST TO TAKE NO CHANCES.



I'LL USE MY ELEMENTAL POWERS...



TO GENERATE A WIND THAT WILL STUN WHOEVER IT IS...

... AND BLOW HIM AROUND THE CORNER AND INTO OUR ARMS.



GOT-- YOU! MOIRA Mac-TAGGERT!

OH! Oh, MY!

OCH, CYCLOPS, STORM--YOU'VE NO IDEA HOW GLAD I AM TO SEE YOU BOTH ALIVE! WE HAD THOUGHT--!

IS SEAN--BANSHEE--?

YES. HE'S TAKING CARE OF LORNA.



MOIRA, WHAT'S THE TROUBLE HERE-- AND WHERE'S JEAN?!

MUTANT X HAS ESCAPED. I WAS LOOKING FOR JEAN MYSELF. BUT WITH THE LIGHTS OUT, THIS PLACE IS WORSE THAN HAMPTON COURT MAZE.



I'LL FIND HER.

STORM, GATHER EVERYONE TOGETHER AT MOIRA'S HOUSE.

I'M BREAKING MY OWN RULES BY TAKING OFF ON MY OWN INTO A POTENTIAL DANGER AREA. BUT AFTER ALL THAT'S HAPPENED...



I WANT TO BE ALONE WHEN I SEE JEAN.

WITH EACH STEP, THE EMOTIONS HE'S DAMMED UP FOR SO LONG THREATEN TO BUST WIDE OPEN.



HE KNOWS HE MUST LOCK THEM DOWN, OR BREAK.

HE THOUGHT SHE WAS THE WOMAN HE LOVED... BUT NOW...?

JEAN?

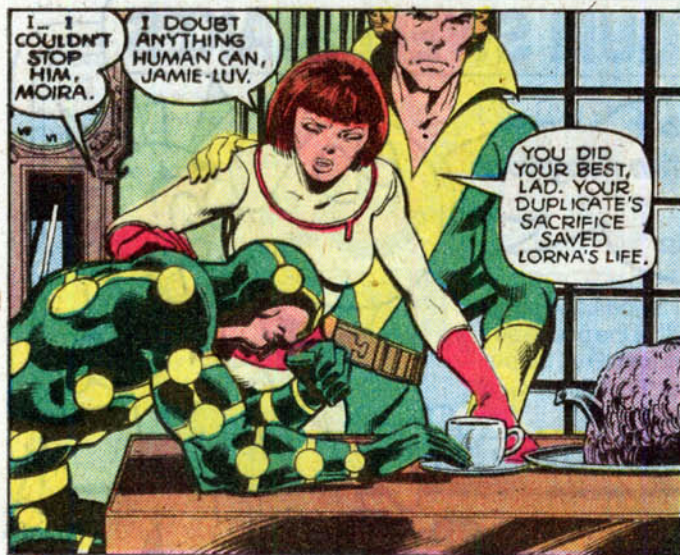




IT'S MID-AFTERNOON WHEN CYCLOPS GATHERS EVERYONE TO PLAN THEIR NEXT MOVES... AFTER A DAY SPENT SCOURING THE ISLAND IN VAIN FOR EVEN A TRACE OF THE ESCAPED MUTANT X.









HE SLIPPED OFF MUIR ISLAND AT THE HELM OF ANGUS MacWHIRTER'S HIDDEN BOAT AND, AFTER A FEW HOURS' JOURNEY, HE CAME AT LAST TO STORNOWAY.

ONCE MORE... I HUNGER...

I AM... CONSUMING THIS SHELL TOO QUICKLY. MUST FIND... REPLACEMENT...

SUDDENLY, THE DOOR OF THE RED LION INN IS FLUNG WIDE, AND JASON WYNGARDE STEPS OUT INTO THE COOL, NIGHT AIR.

LIKE MUTANT X, HE'S A MAN OF MANY SHAPES AND FACES--

--A MAN WHOSE SOUL IS AS BLACK AS THE DEVIL'S OWN.

HE HAS MADE HIMSELF THE MAN OF JEAN GREY'S DREAMS. SOON NOW, HE PLANS TO WIN HER LOVE...

... AND, THROUGH THAT LOVE, BIND HER TO HIM.

THAT IS, ASSUMING HE LIVES...

WHAT--??? IT... CANNOT BE! HE HAS SOME KIND OF... PSYCHIC SHIELD-- BLUNTING MY ATTACK. I AM... TOO WEAK TO SMASH THROUGH.

MUST LET... THIS PREY... ESCAPE!

A LITTLE LATER, DOWN BY THE DOCKS, SOME FRIENDS BID EACH OTHER FOND FAREWELL AND HEAD FOR HOME.

IT'S BEEN QUITE A WHILE SINCE FERDIE DUNCAN WAS THIS DRUNK.

HE KNOWS HIS WIFE WILL READ HIM THE RIOT ACT THE MOMENT HE WALKS IN THE DOOR.

HE'S WRONG.

HE'LL NEVER SEE HIS HOME, OR WIFE, AGAIN.

EXCELLENT. THIS SHELL IS YOUNG... STRONG... IT WILL SERVE ME WELL.



NO ONE ON MUIR ISLAND GETS MUCH SLEEP THAT NIGHT, AND THEY'RE ON THE MOVE BEFORE DAWN, FIRST TO STORNOWAY-- AFTER HEARING POLICE REPORTS ON THE DISCOVERY OF ANGUS MacWHIRTER'S LAUNCH AND THE MUMMIFIED REMAINS OF THE MADROX-CLONE--



-- AND THEN, ACROSS THE NORTH MINCH TO SCOTLAND ITSELF.

I THINK IT'S SAFE TO ASSUME THAT MUTANT X CROSSED OVER HERE. HE'S ON THE RUN... THE BEST PLACE FOR HIM TO HIDE-- WHERE HE CAN STILL FIND A CONTINUOUS SUPPLY OF HOST BODIES-- IS A BIG CITY.

IN SCOTLAND, THAT MEANS INVERNESS, ABERDEEN, GLASGOW AND EDINBURGH.

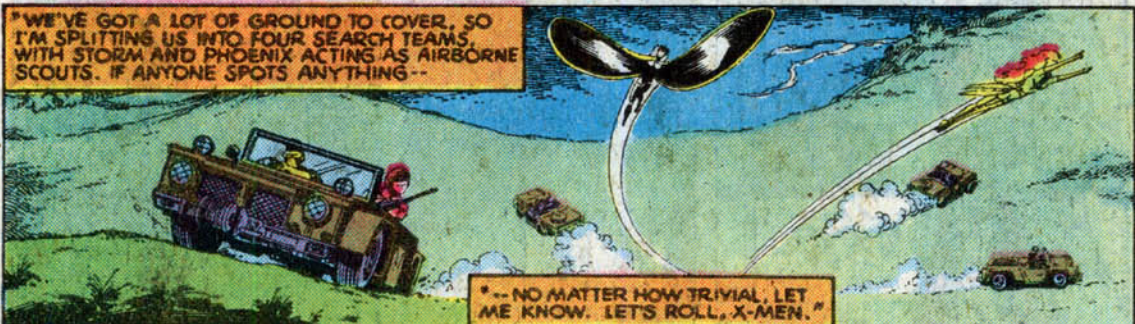


FINDING HIM WON'T BE EASY. WE DON'T KNOW WHAT HE LOOKS LIKE NOW, HOW HE'S TRAVELLING-- OR WHICH WAY-- OR HOW MUCH OF A HEAD START HE'S GOT.

WORSE, HE DOESN'T SEEM TO REGISTER ON CEREBO, OR ANY OTHER MECHANICAL SENSOR.



"WE'VE GOT A LOT OF GROUND TO COVER, SO I'M SPLITTING US INTO FOUR SEARCH TEAMS, WITH STORM AND PHOENIX ACTING AS AIRBORNE SCOUTS. IF ANYONE SPOTS ANYTHING--



"-- NO MATTER HOW TRIVIAL, LET ME KNOW. LET'S ROLL, X-MEN."

SUPPOSE HE'S OUT-FOXED US, SCOTT? SUPPOSE HE NEVER LEFT STORNOWAY?

THAT'S PARTLY WHY I LEFT JAMIE BEHIND-- TO MONITOR POLICE RADIO FREQUENCIES.



IF ANY MORE 'MUMMIES' POP UP, HE'LL CALL ME.

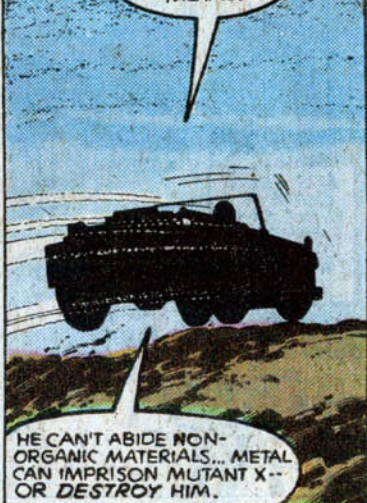
THIS MUST BE PRETTY ROUGH ON YOU, MOIRA.

AYE. HE WAS A BEAUTIFUL BABY, Y'KNOW. I HATED HIS FATHER, BUT I LOVED HIM. I... STILL DO.



WHEN HIS MUTANT POWER EMERGED-- CHANGING HIM-- I TRIED TO FIND A CURE.

I FAILED. HE HAS TWO FUNDAMENTAL WEAKNESSES: HIS CONSTANT NEED FOR NEW HOST BODIES-- AND METAL.



HE CAN'T ABIDE NON-ORGANIC MATERIALS... METAL CAN IMPRISON MUTANT X-- OR DESTROY HIM.



I SHOULD HAVE MENTIONED TO SCOTT THAT MUTANT X SEEMS "INVISIBLE" TO MY TELEPATHIC POWERS, AS WELL.

I SHOULD HAVE TOLD HIM A LOT OF THINGS... BUT I... COULDN'T. THE VIBES I PICKED UP OFF HIM WERE SO CONFUSED. HE'S CHANGED... GROWN, TOO. I'M GLAD OF THAT, I THINK.

BUT... HOW WILL IT ALL AFFECT... US?

AT THAT MOMENT, ON A NEARBY HILLOCK...

THE X-MEN ARE OUT IN FORCE.

HEAVEN HELP WHOEVER THEY'RE AFTER.

IN SO MANY WAYS, PHOENIX IS THE MOST POWERFUL X-MAN... YET ALSO THE MOST VULNERABLE.

... AND, FOR THE SECOND TIME IN AS MANY DAYS, PHOENIX' WORLD GOES SUDDENLY, DECIDEDLY MAD.

ONCE MORE, SHE FINDS HERSELF MYSTERIOUSLY TRANSPORTED BACK TO THE 18TH CENTURY, TRANSFORMED THIS TIME INTO A NOBLE LADY RIDING TO THE HOUNDS... WITH JASON WYNGARDE BY HER SIDE.

JASON WYNGARDE SMILES...

OH, NO--IT'S HAPPENED AGAIN!

SHE'S NEVER RIDDEN A HORSE IN HER LIFE, YET SHE HANDLES THE BIG BLACK STALLION BENEATH HER WITH PRACTICED EASE.

AND AS THE HORSES THUNDER ACROSS THE HEATHER, SHE FINDS HERSELF ACCEPTING THIS NEW REALITY-- WELCOMING IT. SHE IS LADY JEAN GREY-- THIS IS HER MANOR, THESE MEN, HER GUESTS. ONE IS HER LOVE.



**SHE SOON OUTSTRIPS THE OTHERS, BECOMING THE FIRST TO REACH THEIR PREY.**



WHOA, SATAN--  
WHOA!

SIR JASON--  
THE DOGS!

I'LL DEAL WITH 'EM, MILADY.



HER PULSE QUICKENS AT THE SIGHT AND SOUND OF HIM, HER THOUGHTS TURNING TO THE DAYS-- AND NIGHTS-- TO COME.

**SIR JASON WYNGARDE... MASTER OF THE HUNT!**

BACK, YOU CURS! BACK, I SAY!



WE'RE FORTUNATE INDEED, MILADY. THE BEAST STILL LIVES.



AS THE FIRST TO RUN IT TO GROUND, TO YOU GOES THE HONOR OF ADMINISTERING THE COUP DE GRACE!

THANK YOU, SIR JASON.

I CAN'T REMEMBER WHEN I'VE HAD FINER SPORT, MILADY. IT WAS A MASTER-STROKE OF YOURS...



... SUGGESTING WE HUNT A MAN PLAYING THE ROLE OF STAG, RATHER THAN THE ANIMAL ITSELF.

A... MAN?!



AS SUDDENLY, AS FRIGHTENINGLY, AS IT BEGAN...

... PHOENIX' MADNESS ENDS. FOR A TIME.

A... MAN?!

I WANTED... TO KILL HIM! I WAS ABOUT TO... WHAT'S HAPPENING TO ME?! WHAT AM I BECOMING?!?

WAIT-- THIS BODY! IT'S REAL!





WOLVERINE--  
CYCLOPS IS ON THE  
RADIO! PHOENIX  
HAS FOUND A  
BODY, MUMMIFIED  
LIKE MacWHIRTER'S.

GOODY FER  
THEM. KEEP  
THE NOISE  
DOWN, huh?

I GOT ENOUGH HASSLES  
FOLLOWIN' THIS TRAIL AS  
IT IS, WITHOUT YOU  
DISTRACTIN' ME.

TRAIL?! CYCLOPS SAYS THE BODY IS  
FRESH-- MUTANT X MUST HAVE ONLY  
RECENTLY ABANDONED IT. AND  
IT'S OVER TEN MILES AWAY.

HOW  
COULD HE  
HAVE GOTTEN  
FROM THERE  
TO HERE SO  
QUICKLY?

MY NOSE DON'T LIE, PAL. THOSE  
BODIES "X" POSSESSES GIVE OFF A  
DISTINCTIVE SCENT... PICKED IT UP  
JUST BEFORE WE HIT THIS FLAMIN'  
FOG, BEEN FOLLOWIN' IT EVER SINCE.

HOLD IT,  
LADDIE!

WHO  
EVER  
SAID  
MUTANT X  
COULDN'T  
ZAP A  
COP?!

...CAR?  
WHAT  
THE--?!

A COP!  
WHERE'D HE  
COME FROM?!  
I SHOULD  
HAVE SPOTTED  
HIS... SCENT!

HEY-- WE'VE  
BEEN TRACKIN'  
A LONE MAN  
IN A CAR.

'CRAWLER!  
TROUBLE!

INCREDIBLE! YOU'VE  
SEEN THROUGH MY  
DECEPTION, BUT  
THAT WILL DO  
YOU NO GOOD.

SPARE YOURSELF NEEDLESS  
PAIN, LITTLE MAN. THIS WILL  
BE OVER BEFORE YOU  
KNOW IT.

HE FIGHTS DESPERATELY, BUT IT'S NO USE--HE  
HAS BARELY SECONDS OF LIFE LEFT.

AND  
THEN...

YEARRRGH

ENERGY FLARES BETWEEN THE TWO MEN, AND WOLVERINE  
FINDS HIMSELF DROWNING IN MUTANT X'S PSYCHE.



DIMLY, WOLVERINE REGISTERS THAT IT WASN'T REALLY HE WHO SCREAMED, BUT MUTANT X-- THAT THE ROGUE MUTANT IS FLEEING HIS BODY IN A NEAR PANIC.

METAL!

THIS X-MAN'S FULL OF METAL. ALIEN-- DEADLY-- TO ME!

IT AIN'T JUST METAL, SWEETHEART. I GOT A SKELETON MADE OF ABOUT THREE MILLION BUCKS WORTH OF ADAMANTIUM.

BUT IF YOU THINK MY BONES ARE DEADLY--GET A LOAD OF MY CLAWS!

SNIKT

WOLVERINE, I HEARD YOUR CRY--WHAT--?!

MEIN GOTT, ARE YOU INSANE?! YOU'RE ATTACKING A POLICE OFFICER!

STAY OUTTA THIS, ELF-- YOU'LL JUST GET IN MY WAY!

TELL CYKE WE JUST CORNERED MUTANT X, AN' THAT I'M ABOUT TA PUT MOIRA'S DARLIN' BOY OUTTA ACTION-- PERMANENTLY!

ARE YOU, WOLVERINE?





MY BODY--  
IT'S BREAKING  
UP AND DRIFT-  
ING APART!

IS... THIS REALLY  
HAPPENING-- OR  
IS IT ALL IN MY  
MIND?!

BAD AS THINGS ARE FOR NIGHTCRAWLER,  
THEY'RE INFINITELY WORSE FOR WOLVERINE,  
WHOSE BEING IS GROUNDED IN A PHYSICAL  
STRUCTURE THAT NO LONGER EXISTS, IS  
DEFINED BY SENSES THAT ARE ALL NOW  
LYING TO HIM.

HE TRIES  
TO HOLD  
ON...

... ONLY TO FIND NOTHING--  
WITHIN OR WITHOUT HIM--  
TO HOLD ON TO.

NIGHTCRAWLER  
DOES HIS BEST  
TO REASSURE  
HIS FRIEND...

... UNAWARE  
THAT-- THANKS  
TO PROTEUS--  
WOLVERINE  
PERCEIVES  
HIS WORDS  
AS DROPS OF  
ORANGE RAIN.

I NEED... PRACTICE IN THE  
USE OF MY ABILITY TO  
WARP THE VERY FABRIC OF  
REALITY. YOU TWO X-MEN  
MAKE FITTING GUINEA  
PIGS.

AWAY FROM THEM, MONSTER!

WHILE STORM  
LIVES, YOU'LL  
HARM NO ONE!

HER ATTACK IS SAVAGE, CATCHING PROTEUS  
COMPLETELY BY SURPRISE, HER MASSIVE LIGHTNING STRIKE  
CHEWING UP THE LANDSCAPE AROUND HIM.

SHOCK--AND  
FEAR--PROMPT  
HIM TO SNAP  
REALITY BACK...





...TO NORMAL.

THAT  
POLICEMAN  
MUST BE  
MUTANT X.  
I CAN'T  
ATTACK  
HIM  
DIRECTLY--

--EVIL THOUGH HE IS,  
HE IS ALSO A LIVING  
BEING. I WILL NOT  
TAKE HIS LIFE.



BUT I CAN PREVENT  
HIS ESCAPE.

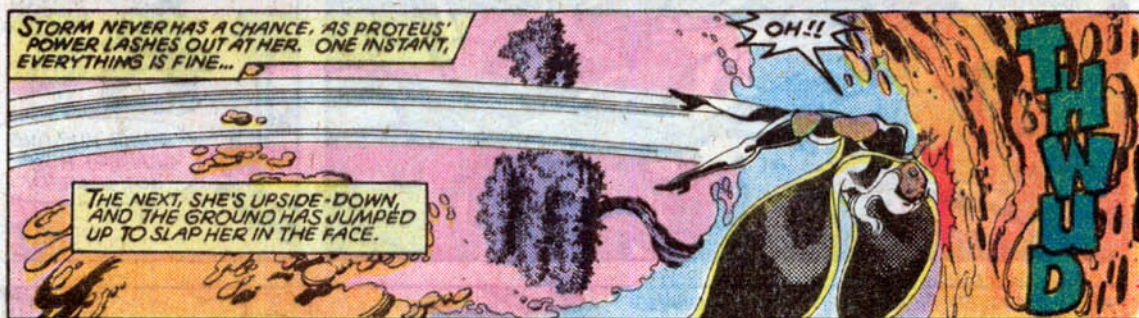
MY  
CAR!

SKRAM



EXPLOSION--  
CAUSED ME  
PAIN!

YOU'LL  
PAY FOR  
THAT,  
WITCH!



STORM NEVER HAS A CHANCE, AS PROTEUS' POWER LASHES OUT AT HER. ONE INSTANT, EVERYTHING IS FINE...

THE NEXT, SHE'S UPSIDE-DOWN, AND THE GROUND HAS JUMPED UP TO SLAP HER IN THE FACE.

OH!!

THWUD



I CANNOT POSSESS  
WOLVERINE'S SHELL,  
AND NIGHTCRAWLER'S  
APPEARANCE MAKES  
HIM USELESS  
TO ME...

BUT YOU,  
WOMAN, ARE  
PERFECT.

SHOULDER-- I THINK  
IT'S SPRAINED. CAN'T  
RISK... FLYING--



-- MUTANT X  
COULD EASILY  
MAKE ME  
SMASH INTO  
THE GROUND  
AGAIN, OR  
WORSE.

ALSO-- I  
CAN'T LEAVE  
WOLVERINE AND  
NIGHTCRAWLER  
AT HIS MERCY.



NO CHOICE-- I HAVE TO  
MAKE A STAND. I'M TOO  
GROGGY TO GENERATE  
LIGHTNING.

I'LL TRY  
WIND,  
INSTEAD.

THE TEMPEST SEEMS TO SPRING  
UP OUT OF NOWHERE. AT  
STORM'S DIRECTION, HUNDRED-  
MILE-PER-HOUR WINDS HURL  
THEMSELVES DOWN THE TINY  
VALLEY TOWARDS PROTEUS.



BUT ALTHOUGH STORM FOCUSES HER GALE AS TIGHTLY AS SHE CAN, PROTEUS ISN'T THE ONLY ONE CAUGHT IN ITS PATH.

WOLVERINE, STORM'S HURT! WE'VE GOT TO HELP HER!

WE CAN'T, PAL!

STAY WHERE YOU ARE, BOTH OF YOU-- AND ANCHOR YOURSELVES! THIS WIND WOULD BLOW YOU AWAY BEFORE YOU TOOK TWO STEPS!

HATE TO ADMIT IT, BUT 'BORO'S RIGHT. SHE'S ON HER OWN. ALL WE CAN DO NOW IS DIG IN-- AN' PRAY!

AROUND THEM, THE SURFACE OF THE GLEN IS STRIPPED CLEAN, DOWN TO THE BARE ROCK BY STORM'S TERRIBLE, ELEMENTAL HOLOCAUST.

SHE STRIKES OUT WITH EVERYTHING SHE HAS-- HER FACE GRIM AS SHE REALIZES THAT, THIS TIME, HER BEST WON'T BE GOOD ENOUGH.

FOR, STEP BY INEXORABLE STEP, PROTEUS IS CLOSING IN ON HER, CLOSING IN FOR THE KILL.

**NEXT ISSUE** **THE QUALITY OF HATRED!**



40¢  
CC

127  
NOV  
02461

MARVEL® COMICS GROUP

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

© 1979 MARVEL  
COMICS GROUP

THE UNCANNY

# X-MEN

THE POWER OF  
PROTEUS

THE DEADLIEST MUTANT ALIVE





Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom: students of Charles Xavier, **MUTANTS**—feared and hated by the world they have sworn to protect. These are the **STRANGEST** heroes of all!

Stan Lee  
PRESENTS:

# THE UNCANNY X-MEN!™

CHRIS CLAREMONT \* JOHN BYRNE  
WRITER - PLOTTERS - PENCILER

TERRY AUSTIN  
INKER

TOM ORZECOWSKI, letterer  
GLYNIS WEIN, colorist

ROGER STERN  
EDITOR

JIM SHOOTER  
Ed.-IN-CHIEF

## THE QUALITY OF HATRED!

THE HURRICANE WIND IS SO LOUD, NO OTHER SOUND CAN BE HEARD ABOVE ITS SCREAMING, SO STRONG THAT NOTHING LIVING CAN STAND AGAINST IT! IT'S AN ELEMENTAL HOLOCAUST THE LIKE OF WHICH THESE SCOTS HIGHLANDS HAVE NEVER SEEN...

...CREATED BY STORM IN A LAST-DITCH ATTEMPT TO SAVE HERSELF, WOLVERINE AND NIGHTCRAWLER FROM CERTAIN DEATH AT THE HANDS OF MUTANT X... WHO CALLS HIMSELF PROTEUS.

IT--  
IT'S NO  
USE!

I'M PUSHING MY POWERS TO THE LIMIT,  
BUT I'M NOT EVEN SLOWING HIM DOWN.

X-MEN™ is published by MARVEL COMICS GROUP, James E. Galton, President. Stan Lee, Publisher. OFFICE OF PUBLICATION: 575 MADISON AVENUE, NEW YORK, N.Y. 10022. Published monthly. Copyright ©1979 by Marvel Comics Group. A division of Cadence Industries Corporation. All rights reserved. Vol. 1, No. 127, November, 1979 issue. Price 40¢ per copy in the U.S. and Canada. Subscription rate \$5.00 for 12 issues. Canada, \$6.00. Foreign, \$7.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. Printed in the U.S.A. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. X-MEN (including all prominent characters featured in the issue), and the distinctive likenesses thereof, are trademarks of the MARVEL COMICS GROUP.



MUTANT X IS AN ENERGY CREATURE. HE NEEDS A PHYSICAL SHELL -- A **HOST BODY**-- TO FUNCTION EFFECTIVELY. HE WANTS MINE.

I'LL DIE BEFORE I'LL LET HIM POSSESS ME.

BUT I'M HURT, AND MY GALE ISN'T STOPPING HIM. IF I STAY HERE, I'LL BE AT HIS MERCY.

IT'S RISKY TAKING TO THE AIR-- BUT, BY USING THE WIND AND RAIN TO COVER MY MOVEMENTS, I THINK I CAN SLIP PAST HIM.

TRYING TO FLY TO FREEDOM, MY PRETTY BLACKBIRD?

I'M AFRAID I CAN'T ALLOW THAT.

WHAT-- THE GROUND?!

OH, NO-- NO!!

ONCE AGAIN, AT PROTEUS' COMMAND, REALITY GOES MAD AROUND STORM. AS SUPPOSEDLY SOLID EARTH AND ROCK FLOWS UP AND OVER HER LIKE A TIDAL WAVE, TUMBLING HER HEAD OVER HEELS, AND BATTERING HER SENSELESS IN A MATTER OF SECONDS.

EXCELLENT. SHE IS SUBDUED, BUT ESSENTIALLY UNDAMAGED. ONCE I POSSESS HER-- AND ADD HER MUTANT POWERS TO MY OWN--

I WILL BE INVINCIBLE!

WOLVERINE, COME ON! IF WE DON'T ACT AT ONCE, STORM IS DOOMED!

I WANT TO, 'CRAWLER-- I'M TRYIN' TO-- BUT I...

...I-- CAN'T!!



A FIST OF ICE CLOSES AROUND NIGHTCRAWLER'S HEART, AS-- FOR THE FIRST TIME SINCE THEY BOTH JOINED THE X-MEN-- HE HEARS THE SOUND OF FEAR IN WOLVERINE'S VOICE. ALONE, HE KNOWS HE HAS NO CHANCE AGAINST PROTEUS, BUT WITH STORM'S LIFE AT STAKE, HE HAS TO TRY.

BUT BEFORE NIGHTCRAWLER CAN TELEPORT TOWARDS HIS FOE...



BUT, FOR MY REALITY-WARPING POWER TO BE EFFECTIVE, I MUST BE IN VISUAL CONTACT WITH MY TARGET.



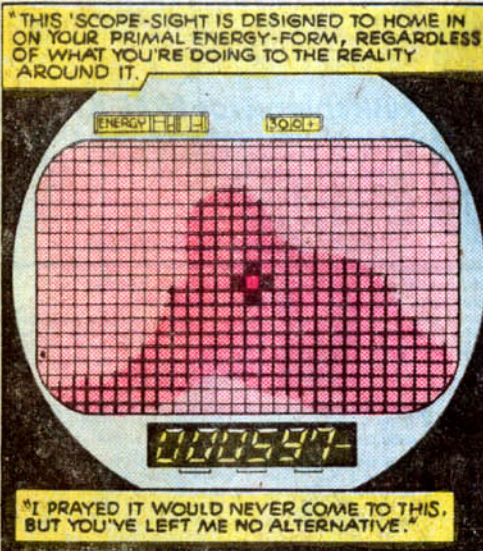
ATOP A NEARBY KNOLL, MOIRA MACTAGGERT AIMS AND FIRES WITH GRIM DETERMINATION, DRIVING PROTEUS AWAY FROM HIS HELPLESS PREY AND OUT ONTO OPEN GROUND.



WITH HER NEXT SHOT, SHE MEANS TO KILL HIM.



"THIS 'SCOPE-SIGHT IS DESIGNED TO HOME IN ON YOUR PRIMAL ENERGY-FORM, REGARDLESS OF WHAT YOU'RE DOING TO THE REALITY AROUND IT."



MOIRA-- NO!

WHAT DO YOU THINK YOU'RE DOING?!







ON THE WAY DOWN, A ROCK COMPLETES THE JOB BEGUN BY MOIRA'S GUN-BUTT. CYCLOPS IS OUT COLD BEFORE HIS BODY HITS THE GROUND.

WITH DESPERATE SPEED, MOIRA PIVOTS BACK TOWARDS THE GLEN, BUT EVEN AS SHE TURNS, PROTEUS IS SPRINTING FOR WOLVERINE AND NIGHTCRAWLER'S JEEP...



I NEED A NEW HOST BODY-- I'VE ALMOST BURNED THIS ONE OUT. BUT I DAREN'T TAKE ONE NOW.

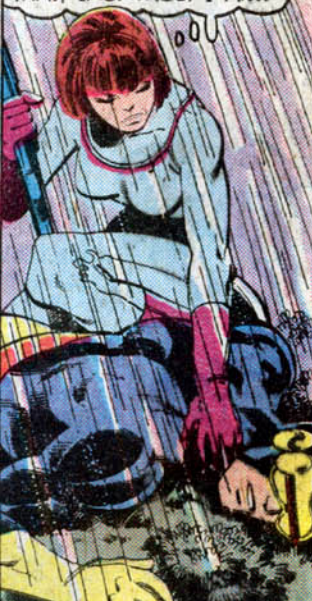
FOR THE FEW SECONDS I'LL NEED TO POSSESS ANY OF THESE X-MEN, I'LL BE COMPLETELY VULNERABLE. THE RISK IS TOO GREAT.



AS THE JEEP SKIDS OFF INTO THE STORM, MOIRA MUTTERS A RARE, IMPASSIONED CURSE...

... AND TURNS HER ATTENTION TO A FALLEN FRIEND.

HE'S ALL RIGHT, BUT WHEN HE WAKES, HE'LL HAVE A PROPER GOOSE EGG ABOVE HIS LEFT EAR, SORRY ABOUT THAT, LAD. TRULY I AM.

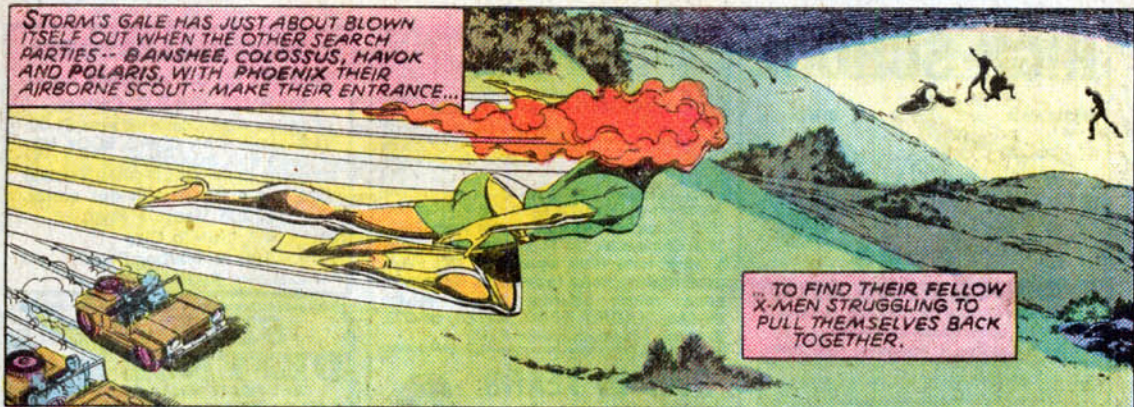


BUT THIS IS SOMETHING I HAVE TO DO... ALONE!



MY SON'S BEEN HEADING STRAIGHT SOUTH SINCE HE LANDED IN SCOTLAND-- I THINK I KNOW HIS FINAL DESTINATION.









ARE YOU VERRÜCKT-- CRAZY?! YOU WEREN'T THERE!! YOU HAVE NO IDEA WHAT PROTEUS DID TO HIM -- TO BOTH OF US!

IF IT WAS SO TERRIBLE, HOW COME YOU'RE STILL ON YOUR FEET, WHILE YOUR PSYCHO PLAYMATE IS SHAKING SO HARD HE CAN BARELY SPEAK? HE'S EITHER FAKING--OR GUTLESS!

STAY OUT OF MY WAY, NIGHTCRAWLER, IF YOU KNOW WHAT'S GOOD FOR YOU.

WAS--?!



WE'VE LOCKED HORNS FROM THE BEGINNING, WOLVERINE.

IT'S TIME THINGS WERE SETTLED. THAT IS, IF YOU'RE NOT TOO SCARED TO FIGHT.

HEY--!!



BUB, THE DAY I'M SCARED O' YOU--

-- IS THE DAY I'D BETTER LIE DOWN AND DIE!

THAT'S THE SPIRIT, PAL.

HERE HE COMES-- NO SUBTLETY TO HIS ATTACK, JUST A HEAD-ON CHARGE.

BIG TALK, MISTER, LET'S SEE YOU PUT YOUR MONEY WHERE YOUR MOUTH IS.



HE'S INCREDIBLY FAST-- AND STRONG, I'VE GOT TO TIME MY EVERY MOVE TO THE SPLIT-SECOND, AND MAKE EACH ONE PERFECT.



YOU'RE THE "MAN" WHO WAS GOING TO REPLACE ME AS THE X-MEN'S LEADER, WOLVERINE? DON'T MAKE ME LAUGH.

I DON'T AIM TA TRY.

SWIKT

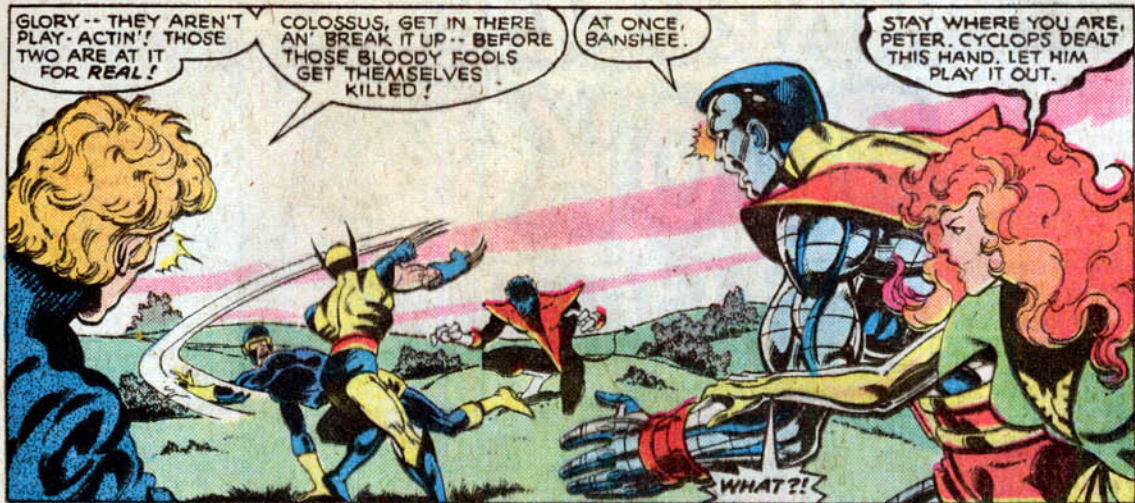


I'M JUST GONNA DO WHAT I DO BEST!

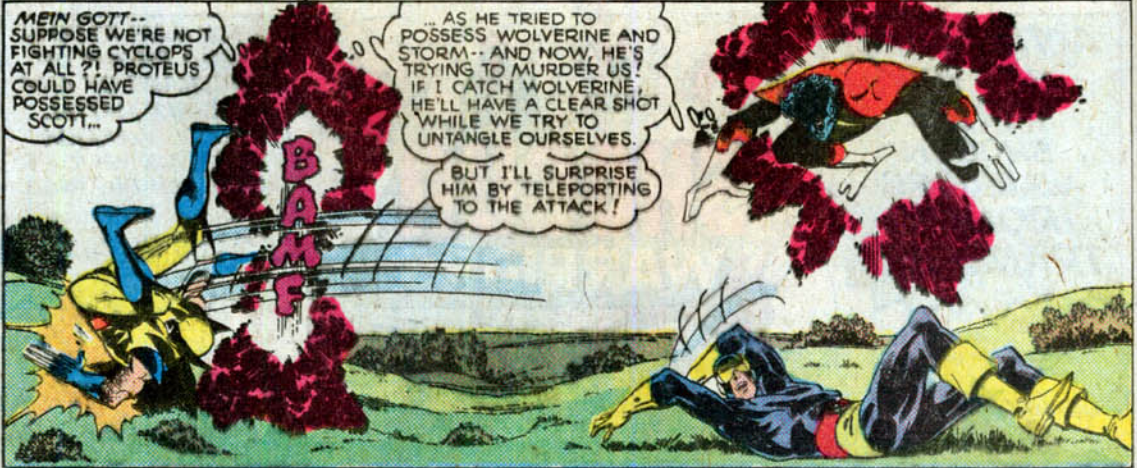
YIKES! THAT WAS CLOSE!

YOU'RE SLOW, SHRIMP-- AND MOVING LIKE YOU'RE HALF-ASLEEP!





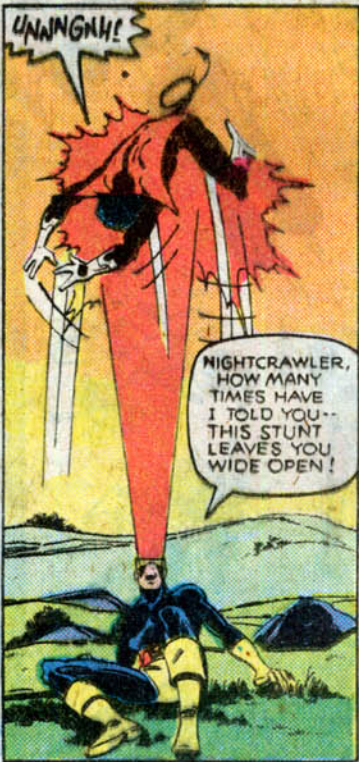




MEIN GOTT--  
SUPPOSE WE'RE NOT  
FIGHTING CYCLOPS  
AT ALL?! PROTEUS  
COULD HAVE  
POSSESSED  
SCOTT!

... AS HE TRIED TO  
POSSESS WOLVERINE AND  
STORM-- AND NOW, HE'S  
TRYING TO MURDER US!  
IF I CATCH WOLVERINE,  
HE'LL HAVE A CLEAR SHOT  
WHILE WE TRY TO  
UNTANGLE OURSELVES.

BUT I'LL SURPRISE  
HIM BY TELEPORTING  
TO THE ATTACK!



UNNNGH!

NIGHTCRAWLER,  
HOW MANY  
TIMES HAVE  
I TOLD YOU--  
THIS STUNT  
LEAVES YOU  
WIDE OPEN!



ENOUGH!!  
I DO NOT KNOW  
WHY YOU'VE  
TURNED AGAINST  
YOUR FRIENDS,  
CYCLOPS--

-- BUT I  
WILL NOT  
STAND  
IDLY BY  
AND SEE  
THEM  
HURT!



BY  
ANYONE!

LIGHTNING  
BOLT! STORM  
MEANS  
BUSINESS!

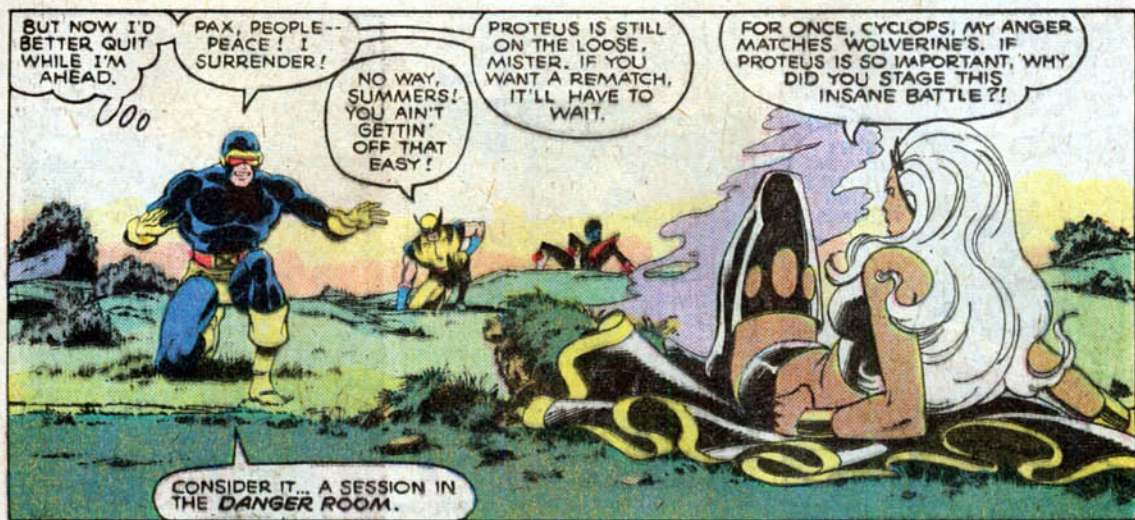


BUT SO DO!! I'VE GOT TO KEEP  
ROLLING, LET HER THINK MER  
BOLTS HAVE ME ON THE  
RUN, AND THEN--

-- LET HER  
HAVE IT!

OH!





BUT NOW I'D  
BETTER QUIT  
WHILE I'M  
AHEAD.

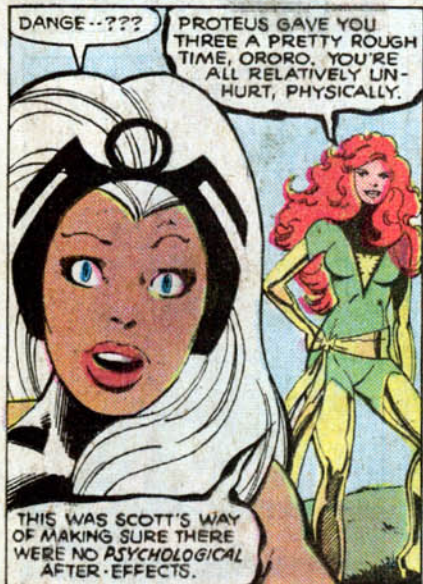
PAX, PEOPLE--  
PEACE! I  
SURRENDER!

NO WAY,  
SUMMERS!  
YOU AIN'T  
GETTIN'  
OFF THAT  
EASY!

PROTEUS IS STILL  
ON THE LOOSE,  
MISTER. IF YOU  
WANT A REMATCH,  
IT'LL HAVE TO  
WAIT.

FOR ONCE, CYCLOPS, MY ANGER  
MATCHES WOLVERINE'S. IF  
PROTEUS IS SO IMPORTANT, WHY  
DID YOU STAGE THIS  
INSANE BATTLE?!

CONSIDER IT... A SESSION IN  
THE DANGER ROOM.



DANGE--???

PROTEUS GAVE YOU  
THREE A PRETTY ROUGH  
TIME, ORORO. YOU'RE  
ALL RELATIVELY UN-  
HURT, PHYSICALLY.

THIS WAS SCOTT'S WAY  
OF MAKING SURE THERE  
WERE NO PSYCHOLOGICAL  
AFTER-EFFECTS.



I WAS TESTING MYSELF  
AS MUCH AS YOU GUYS.  
MOIRA DECKED ME SO  
EASILY, I THOUGHT I  
MIGHT BE LOSING MY  
FIGHTING EDGE.

I WAS MOST  
WORRIED  
ABOUT YOU,  
WOLVERINE.

YOU HAD GOOD  
REASON. PROTEUS  
SPOOKED ME BUT  
GOOD.

YOU TOOK A HECKUVA RISK  
STARTIN' THIS FRACAS, BOSS. AT THE  
END, I WASN'T JOSHIN'. I WAS IN A  
KILLIN' MOOD, ALMOST CRAZY-MAD.



I AIN'T THOUGHT MUCH O'  
YOU IN THE PAST, CYKE--  
AS TEAM LEADER, OR  
AS A MAN.

I WAS WRONG.

THANKS,  
WOLVERINE.  
A LOT.

I'M AFRAID WE'RE BACK ON  
SQUARE ONE, PEOPLE. WE  
KNOW PROTEUS DOESN'T  
REGISTER ON OUR PORTABLE  
CEREBRO MUTANT  
DETECTOR.



AND NEITHER  
DOES MOIRA...  
SHE'S A NORMAL  
HUMAN, NOT  
A MUTANT.

SCOTT-- PROTEUS  
SEEMS INVISIBLE TO  
MY TELEPATHIC  
POWERS AS WELL.

I'M... SORRY.  
I SHOULD  
HAVE TOLD YOU  
SOONER.

IT'S OKAY,  
JEAN-- CAN'T BE  
HELPED NOW.



WHEN WE GET CLOSE, WOLVERINE CAN TRY TO FOLLOW PROTEUS' UNIQUE SCENT-- LIKE A BLOOD-HOUND. UNTIL THEN, I'M AFRAID THE ONLY WAY WE CAN TRAIL HIM...

... IS BY FOLLOWING THE BODIES OF HIS VICTIMS.



AT THAT MOMENT, SOME FIFTY MILES SOUTHEAST OF THE X-MEN, ON FAMED CULLODEN MUIR-- A YOUNG SHOPGIRL NAMED JENNIE BANKS...



... IS MUTTERING ANGRILY OVER A FLAT TIRE.

OCH-- BAD ENOUGH I'M IN A TEARING HURRY, BUT IT'S MORE'N A MILE TO THE NEAREST PETROL STATION, AN'-- WHAT'S THAT?!



A POLICEMAN! I'M IN LUCK!

ANYTHING TH' MATTER, MISS?

NOT ANYMORE, I HOPE. I'VE LOST A TIRE-- COULD YOU GIVE ME A HAND...



OH!

NO-- PLEASE, NO!!

DO NOT RESIST, LITTLE ONE. NOTHING CAN SAVE YOU NOW.



BEFORE SHE EVEN KNOWS WHAT'S HAPPENING...

JENNIE BANKS IS DEAD, HER BODY ONLY A HOLLOW SHELL WHICH PROTEUS POSSESSES-- DISCARDING THE OLD BODY AS EASILY AS AN OVERCOAT.



HE FEELS NO REMORSE FOR WHAT HE'S DONE. TO HIM, IT'S SIMPLY A MATTER OF SURVIVAL-- THE STRONG PREYING ON THE WEAK.



THE X-MEN ARE HUNTING A POLICEMAN IN A STOLEN JEEP.

NOW, EVEN IF THEY FIND HIS BODY, THEY'LL HAVE NO IDEA WHAT NEW FORM I'M WEARING, OR WHAT VEHICLE I'M DRIVING, OR WHERE I'M GOING.



NO MATTER HOW HARD THEY TRY, THEY'LL ALWAYS REMAIN ONE STEP BEHIND ME. AND FOR ALL THEIR VAUNTED POWER, THEY CANNOT KEEP ME FROM FINDING AND DESTROYING THE "ONE-I-HATE."



AND WHEN HE IS NO MORE, IT WILL BE THE X-MEN'S TURN.



IT'S LATE AFTERNOON WHEN A BONE-WEARY MOIRA MacTAGGERT PULLS UP IN FRONT OF AN ELEGANT QUEEN STREET TOWNHOUSE, IN THE FASHIONABLE HEART OF SCOTLAND'S CAPITOL CITY, EDINBURGH.

SHE'S PUSHED HERSELF MERCILESSLY THESE PAST HOURS -- PART OF HER PRAYING SHE'LL ARRIVE IN TIME, PART WONDERING WHY SHE BOTHERS.

WHEN SHE MARRIED JOE MacTAGGERT, HE WAS A ROYAL MARINE COMMANDO-- BORN AND BRED ON GLASGOW'S ROUGH CLYDESIDE DOCKS-- AND THE MOST BEAUTIFUL MAN SHE'D EVER SEEN.

NOW, HE IS A MEMBER OF PARLIAMENT, AND A SURE BET TO ONE DAY BECOME PRIME MINISTER.

GOOD EVENING, WALLIS. IS MY HUSBAND AT HOME?

Mr. MacTAGGERT IS IN HIS STUDY, Mrs. MacTAGGERT.

MOIRA! THIS IS A SURPRISE.

TO WHAT DO I OWE THE HONOR?

LISTEN TO HIM -- SO SURE OF HIMSELF. ACTIN' AS IF I'VE ONLY BEEN GONE AN HOUR OR TWO, INSTEAD OF TWENTY YEARS.

LIVING ON MUIR ISLE MUST AGREE WITH YOU, MY LOVE. YOU LOOK VERY WELL.

I'M YOUR WIFE, JOE, BUT NOT YOUR LOVE.

SINCE YOU'RE THE ONE, THE OTHER DOESN'T REALLY MATTER.

WHY ARE YOU HERE, MOIRA-- BUSINESS, OR... PLEASURE?

I NEED TO TALK TO YOU, JOE... ALONE.

CERTAINLY. THAT'LL BE ALL, WALLIS, THANK YOU.

A CHAIR, MOIRA? JOIN ME IN A GLASS OF WHISKEY?

NO.

SUIT YOURSELF.



IF IT'S ABOUT A DIVORCE, THE ANSWER'S STILL NO. I FIND IT TOO USEFUL POLITICALLY BEING MARRIED TO A NOBEL PRIZE WINNER.

IF YOU TRULY LOVED ME, JOE -- IF YOU WANTED TO SEE ME HAPPY -- YOU'D LET ME GO.

I'M HERE TO GIVE YOU A WARNING, JOE. WHEN WE SAID OUR "FOND FAREWELLS" IN NEW YORK ALL THOSE YEARS AGO, YOU DIDN'T JUST PUT ME IN HOSPITAL FOR A WEEK, YOU LEFT ME PREGNANT.

YOU HAVE A SON, JOSEPH MACTAGGERT.

YOU'RE MINE, MOIRA. YOU SWORE BEFORE GOD TO LOVE, HONOR AND CHERISH ME TILL DEATH. I INTEND TO HOLD YOU TO THAT.

AND -- MAY GOD HAVE MERCY ON US BOTH -- I BELIEVE HE'S COMING TO EDINBURGH TO KILL YOU.

A SON?! I HAVE A SON AN' HEIR, AN' YOU'VE KEPT HIM FROM ME ALL THESE YEARS?!

HOW DARE YOU, WOMAN?! I...?!

NOT A MOVE, NOT A WORD, NOT EVEN A SOUND, JOE -- OR I'LL DO NOW WHAT I SO DESPERATELY WANTED TO DO TWENTY YEARS AGO.

YOU'RE INSANE!

NO, JOE -- DAMNED. THANKS TO YOU.

WELL, YOU'VE WARNED ME, MOIRA. YOUR CONSCIENCE IS CLEAR.

NOW -- GET OUT!

I LOVED THE BOY, JOE. I TRIED TO TEACH HIM TO LOVE, TO CARE, TO BE KIND -- BUT ALL HE SAW WAS THE PAIN YOU'D CAUSED --

I TRIED. OH, GOD, I TRIED -- AN' I FAILED THEN, WITH MY SON...

... AS I FAILED NOW.

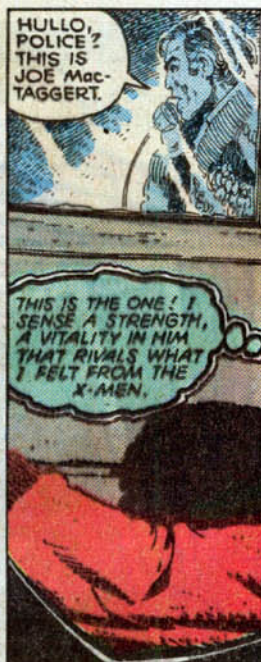
-- AN' THE HATRED I FELT FOR YOU, EATIN' AWAY AT MY SOUL LIKE A MAGGOT.





MOIRA--SHE HAS BEEN TO SEE THE "ONE-I-HATE."

AND AGAIN, HE HAS HURT HER.



THIS IS THE ONE! I SENSE A STRENGTH, A VITALITY IN HIM THAT RIVALS WHAT I FELT FROM THE X-MEN.



HULLO, POLICE? THIS IS JOE MAC-TAGGERT.

I'D LIKE TO SPEAK TO CHIEF SUPERINTENDENT DAI THOMAS. IT'S URGENT.



COME ON, COME ON-- WHAT'S TAKING SO BLOODY LONG?! EH--?!?

OH, MY GOD.

HUMAN... FATHER-- --I... NEED... YOU.

ROUGHLY 1 1/4 MILES AWAY FROM QUEEN STREET LIES HOLYROOD PARK AND EDINBURGH CRAG-- LITERALLY A SMALL MOUNTAIN IN THE MIDDLE OF THE CITY. EVER SINCE THE X-MEN'S ARRIVAL, PHOENIX HAS BEEN TELEPATHICALLY SCANNING THE UNWARY METROPOLIS AROUND HER FOR ANY SIGN OF PROTEUS.



JEAN'S POWERS SPOTTED MOIRA HEADING FOR EDINBURGH.

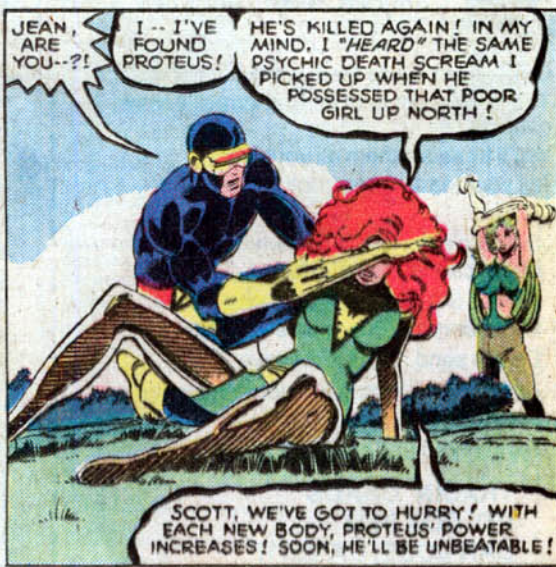


I'M BETTING THAT WHERE MOIRA IS, PROTEUS CAN'T BE FAR AWAY. HEAVEN HELP US, THOUGH, IF I'M WRONG...



THEN, WITHOUT WARNING...

YEAARRRGH



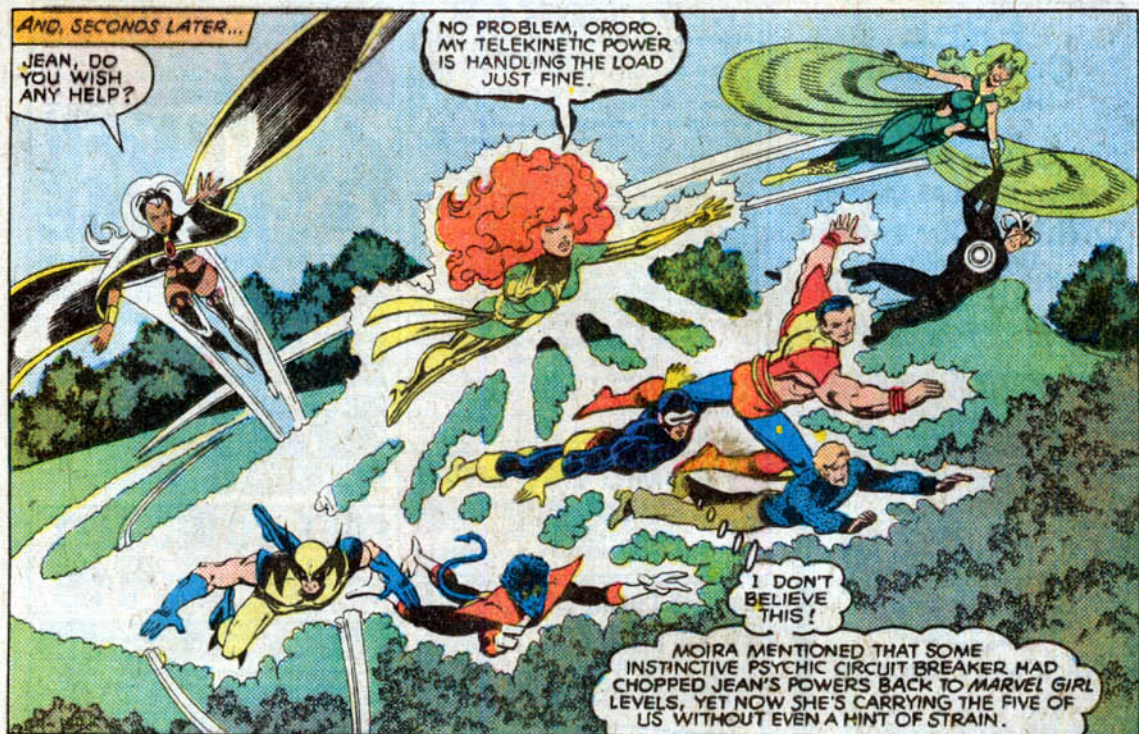
JEAN, ARE YOU--?!

I-- I'VE FOUND PROTEUS!

HE'S KILLED AGAIN! IN MY MIND, I "HEARD" THE SAME PSYCHIC DEATH SCREAM I PICKED UP WHEN HE POSSESSED THAT POOR GIRL UP NORTH!

SCOTT, WE'VE GOT TO HURRY! WITH EACH NEW BODY, PROTEUS' POWER INCREASES! SOON, HE'LL BE UNBEATABLE!





AND, SECONDS LATER...

JEAN, DO YOU WISH ANY HELP?

NO PROBLEM, ORORO. MY TELEKINETIC POWER IS HANDLING THE LOAD JUST FINE.

I DON'T BELIEVE THIS!

MOIRA MENTIONED THAT SOME INSTINCTIVE PSYCHIC CIRCUIT BREAKER HAD CHOPPED JEAN'S POWERS BACK TO MARVEL GIRL LEVELS, YET NOW SHE'S CARRYING THE FIVE OF US WITHOUT EVEN A HINT OF STRAIN.

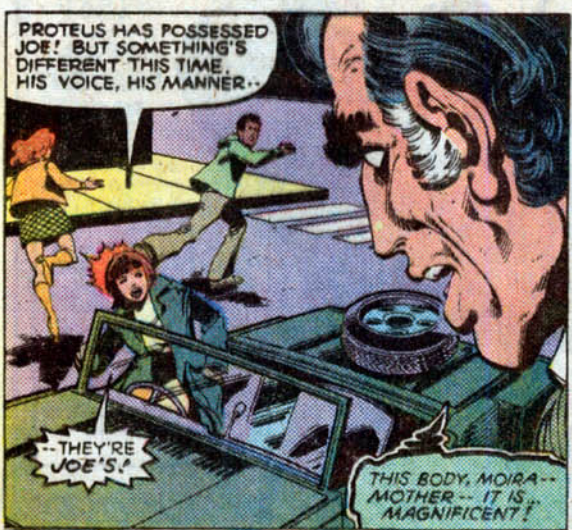


MEANWHILE, ON QUEEN STREET...

THAT SCREAM-- GOOD LORD!

MOIRA-- HOW KIND OF YOU TO WAIT.

IT MAKES FINDING YOU SO MUCH EASIER.



PROTEUS HAS POSSESSED JOE! BUT SOMETHING'S DIFFERENT THIS TIME HIS VOICE, HIS MANNER...

--THEY'RE JOE'S!

THIS BODY, MOIRA-- MOTHER-- IT IS MAGNIFICENT!

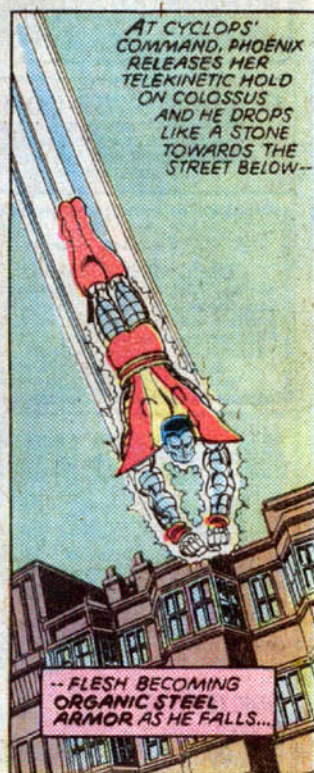
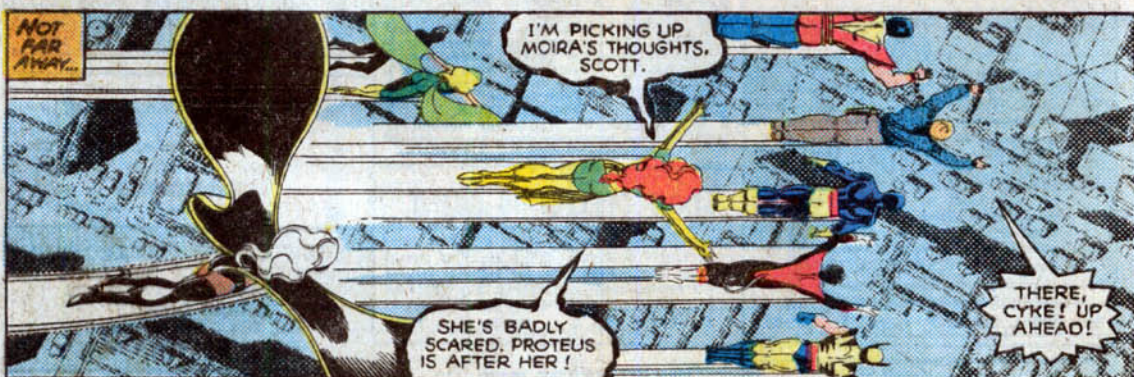
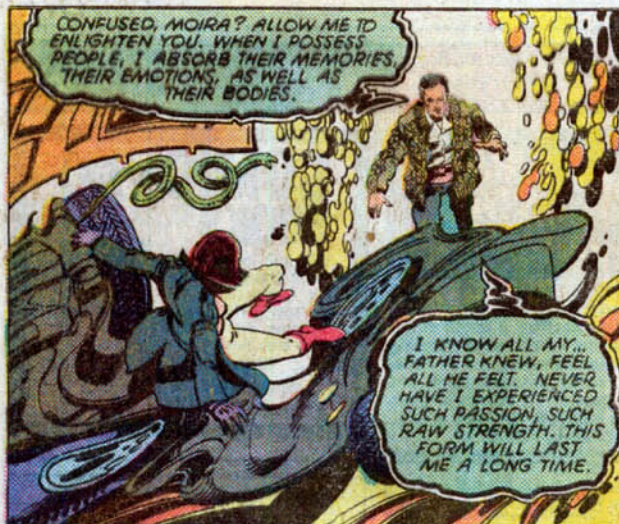


I DON'T UNDERSTAND WHAT'S HAPPENED, BUT IT DOESN'T MATTER. I'VE GOT TO...

SHOOT ME, MOIRA? THAT, I CANNOT ALLOW.

OH, NO! HE TRANSFORMED MY GUN INTO A SNAKE!







... HIS APPROACH IS AS SILENT AS DEATH.  
HIS ARRIVAL A COMPLETE SURPRISE.



COLOSSUS IS ON HIS FEET IN AN INSTANT, SPRINGING TOWARDS PROTEUS WITH A PANTHERISH SPEED THAT BELIES HIS MASSIVE FORM.

YOUR REIGN OF TERROR IS ENDED, MONSTER!

QUITE THE CONTRARY, METAL MAN...



WHAT OCCURS NEXT IS IMPOSSIBLE, YET IT HAPPENS JUST THE SAME-- AS PROTEUS LASHES OUT WITH HIS POWER TO WARP AND RE-SHAPE REALITY ITSELF...

...AND TWISTS GRAVITY NINETY DEGREES...



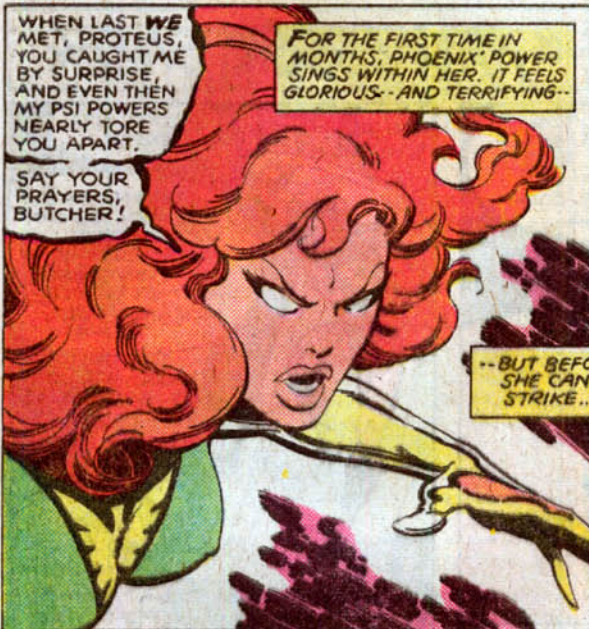
I HATE TO SAY IT, BOSS-- BUT THIS SCRAP AIN'T GONNA BE AS EASY AS IT LOOKS.



YOUR POWERS ARE QUITE USELESS AGAINST ME.







WHEN LAST WE MET, PROTEUS, YOU CAUGHT ME BY SURPRISE, AND EVEN THEN MY PSI POWERS NEARLY TORE YOU APART.

SAY YOUR PRAYERS, BUTCHER!

FOR THE FIRST TIME IN MONTHS, PHOENIX' POWER SINGS WITHIN HER. IT FEELS GLORIOUS-- AND TERRIFYING--

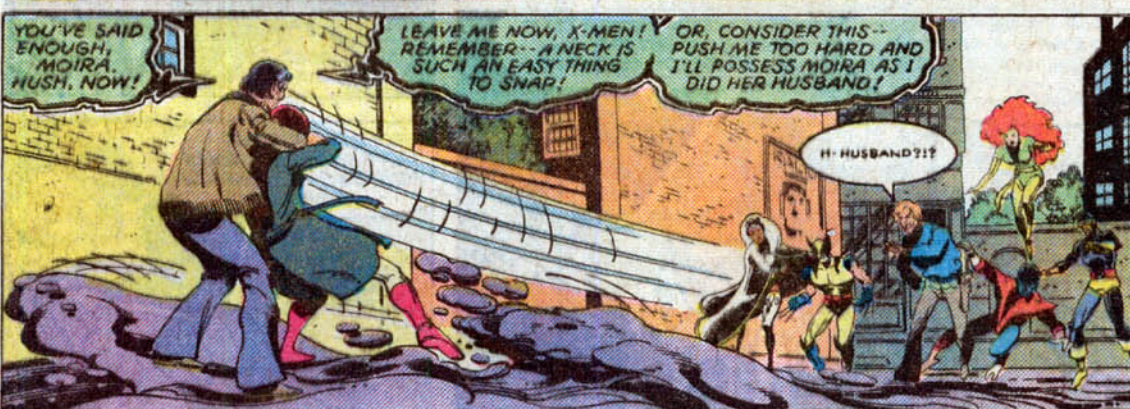
--BUT BEFORE SHE CAN STRIKE...



NOT YET, PHOENIX! I'LL FACE YOU IN MY OWN TIME, AND ON MY TERMS. UNTIL THEN, YOU AND YOUR FRIENDS STAY BACK--

--OR MOIRA MacTAGGART DIES!

DON'T LISTEN TO HIM! MY LIFE IS NEGLIGIBLE COMPARED TO THOSE HE'LL DESTROY IF HE ISN'T-- AARGH!!



YOU'VE SAID ENOUGH, MOIRA. HUSH, NOW!

LEAVE ME NOW, X-MEN! REMEMBER-- A NECK IS SUCH AN EASY THING TO SNAP!

OR, CONSIDER THIS-- PUSH ME TOO HARD AND I'LL POSSESS MOIRA AS I DID HER HUSBAND!

H--HUSBAND?!!



CYCLOPS, WHAT ARE WE GOIN' TO DO?! IF WE ATTACK, WE'LL BE SIGNIN' MOIRA'S DEATH WARRANT--OR WORSE!

BUT IF WE LET PROTEUS ESCAPE...

WE WON'T, JEAN.

PROTEUS IS THE KIND OF MUTANT PROFESSOR XAVIER CREATED THE X-MEN TO PROTECT HUMANITY AGAINST.

I'M SORRY, SEAN, BUT MOIRA'S RIGHT. PROTEUS MUST BE STOPPED.

NO MATTER WHAT-- OR WHO-- IT COSTS.

# **NEXT** The Action of the **TIGER!**