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THE UNCANNY X-MEN

THE DAY
REALITY
WENT
WILD!



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!™

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THE ACTION OF THE TIGER!

EVER HEAR A
CITY SCREAM?

NOT JUST THE
PEOPLE, BUT THE
CITY ITSELF-- THINGS
ANIMATE AND
INANIMATE, LIVING
AND UNLIVING,
FROM COCKROACHES
TO COBBLESTONES,
FROM THE TOP OF
THE HIGHEST SKY-
SCRAPER TO THE
BOTTOM OF THE
LOWEST SUB-
BASEMENT!

ALL LET
LOOSE AT ONCE
WITH A GREAT,
PRIMAL CRY OF
FEAR AND AGONY,
AS THE FABRIC OF
ITS COLLECTIVE
REALITY TWISTS
AND TEARS,
AND FINALLY
UNRAVELS
BEFORE THE
IRRESISTABLE
POWER OF ONE
MAD MUTANT.

SUCH WAS EDINBURGH, CAPITAL
OF SCOTLAND, ON THE DAY
PROTEUS CAME TO TOWN.

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AND IN THE PRETERNATURALLY CALM CENTER OF THAT MAELSTROM, HELPLESS TO STOP WHAT'S HAPPENING, IS MOIRA MacTAGGERT. PROTEUS IS HER SON, BUT THE BODY HE NOW INHABITS IS THAT OF HER ESTRANGED HUSBAND, JOE-- PROTEUS' FATHER.



WHY ARE YOU DOING THIS?! THESE PEOPLE HAVE DONE YOU NO HARM! FOR PITY'S SAKE, LET THEM BE!

THEY ARE HUMAN, MOIRA. THEY MUST BE TAUGHT WHO IS MASTER.

NOT FAR AWAY ARE THE UNCANNY X-MEN-- WHO'VE FOUGHT PROTEUS TWICE SINCE HIS ESCAPE FROM MUIR ISLAND.



THEY'VE YET TO DEFEAT HIM.

AT THE MOMENT, THE CLOSER THEY GET TO THEIR QUARRY, THE CRAZIER EVERYTHING SEEMS TO GET.



IT'S IMPOSSIBLE! THAT WALL'S-- ATTACKING ME!

WITHOUT BREAKING STRIDE, CYCLOPS OPENS HIS RUBY QUARTZ VISOR A CRACK-- AND CRIMSON BEAMS LASH OUT FROM HIS EYES, BLASTING THE TUMBLING BRICKS TO POWDER.



FAN OUT, X-MEN! BEFORE WE CAN TACKLE PROTEUS, WE'VE GOT TO GET THESE PEOPLE TO SAFETY!

SO, EACH IN THEIR OWN, UNIQUE WAY, THE X-MEN DO JUST THAT-- BEGINNING WITH PHOENIX...



...WHO PUTS HER TELEKINETIC TALENTS TO GOOD USE.

THE MORE PROTEUS USES HIS POWER, THE STRONGER HE GETS. SOON, HE'LL BE UNBEATABLE!

HANG ON, LIEBCHEN.



YOU-- YOU'RE BLUE!

YOU NOTICED? NIGHTCRAWLER'S THE NAME, SWASH-BUCKLING'S THE GAME-- AGILITY IS MY SPECIALTY.

GOSH.

ELSEWHERE, STORM, THE
MUTANT MISTRESS OF
WEATHER, HAS HER
HANDS FULL...

PROTEUS' REALITY WARP IS TRANSFORMING
THAT STOREFRONT INTO REAL BEES! THEY'RE
SWARMING, ATTACKING ANYTHING THAT
MOVES!

IF I DO NOT
ACT AT ONCE,
THESE PEOPLE
WILL SUFFER
A TERRIBLE,
AGONIZING
DEATH.

AND YET, I DO NOT WISH TO
HURT THESE BEES, EITHER--
ANYMORE THAN I HAVE TO.

I'LL GENERATE A WIND TO
BLOW THE BEES BACK INTO
THE SHOP, AND AT THE SAME
TIME LOWER THE AIR
TEMPERATURE. BEES DON'T
LIKE THE COLD-- THEY
SHOULD GO INTO
HIBERNATION.

M-MIKE--
THE WIND,
THE BEES ARE
BLOWING
AWAY!

THEY SHOULD
NOT HAVE TO
PAY THE PRICE
FOR THEIR
CREATOR'S
MADNESS.

IT-- IT'S A
MIRACLE!

AND, JUST DOWN THE STREET...

WATCH IT,
GRANNY!

I'M FIGHTIN'
IT... BUT I'M
STARTIN' TO
COME UNGLUED
INSIDE, JUST
LIKE I DID
WHEN PROTEUS
ZAPPED ME
THIS MORNIN'.

*LAST ISSUE.--ROG.

WHEN PROTEUS SCREWS UP
REALITY, IT DRIVES MY SENSES
CRAZY--AN' THEN MY CLAWS,
MY STRENGTH--NONE OF 'EM
DO ANY GOOD!

HUH?!
THE
GROUND'S
RISIN' UP!

RELAX,
WOLVERINE.
I'VE GOT
YOU.

IT'S
POLARIS--
USIN' HER
MAGNETIC
POWERS TO
FLY ME TO
SAFETY!

I'M
RUNNIN'
FROM A
SCRAP--AN'
FOR THE
FIRST TIME,
I'M...GLAD!

THERE'S NO RHYME OR REASON TO PROTEUS' ACTIONS. IF A WHIM STRIKES HIM, HE INDULGES IT. HE'S WAITED HALF HIS LIFE FOR THIS MOMENT...



...AND HE MEANS TO ENJOY HIMSELF.

FOR TEN YEARS, THE ONLY WORLD HE KNEW WAS A HOLDING CELL IN MOIRA'S MUIR ISLAND RESEARCH CENTRE. HE'D BE THERE STILL IF A BATTLE-ROYAL BETWEEN THE X-MEN AND THEIR ARCH-FOE, MAGNETO...



*X-MEN #104 R.

...HADN'T BREACHED THE VANADIUM STEEL WALLS AND ESOTERIC ENERGY FIELDS THAT KEPT PROTEUS A PRISONER.



BUT WHEN HE FINALLY EMERGED, MAGNETO, THE X-MEN, AND ALL MOIRA'S OTHER MUTANT PATIENTS HAD LONG GONE.



AND WITHOUT THE CELL'S ENERGY FIELDS TO SUSTAIN HIM, HE SOON BEGAN TO BURN OUT HIS OWN NATURAL BODY.

TIME PASSED, AND MUTANT X--THE FUTURE PROTEUS--REMAINED ALONE ON MUIR ISLAND. YET, SOMEHOW, HE SURVIVED...



...UNTIL THE DAY ANGUS MacWHIRTER ARRIVED TO PAY OFF AN OLD GRUDGE AGAINST THE X-MEN. HE'D PLANNED TO BLOW UP MOIRA'S LAB--

--BUT BY THEN, PROTEUS WAS RAVENOUS. MacWHIRTER NEVER HAD A CHANCE.



HE ABSORBED THE MAN'S MEMORIES. WHEN HE POSSESSED HIS BODY--AND SO HE FOUND THAT MacWHIRTER'S MINOR ELECTRONIC'S SKILLS WERE ENOUGH TO RE-PROGRAM THE LAB'S MAIN COMPUTER...



...TO SHOW HIS CELL AS SEALED-TIGHT--WHEN, IN FACT, IT WAS WIDE OPEN--AND THEREBY COVER HIS ESCAPE.

BEFORE HE COULD SLIP OFF THE ISLAND, THOUGH, MOIRA RETURNED--WITH FRIENDS.



AND PROTEUS DECIDED TO "FEED" ONCE MORE BEFORE HE LEFT. HE WOULD POSSESS THE MOST POWERFUL MUTANT PRESENT: JEAN GREY--PHOENIX.

BUT AS HE CLOSED IN ON HIS UN-SUSPECTING PREY, MOIRA FOUND...

A GOLD TOOTH... LYING RIGHT IN FRONT OF MUTANT X'S CELL. BUT HOW--UNLESS...?!



FEARING WHAT SHE WOULD FIND...

...MOIRA ENTERED THE CELL, TO FIND THE SHRIVELLED, MUMMIFIED REMAINS OF HER SON'S BODY.

NO! Oh, NO!



AT THAT MOMENT, PROTEUS MADE HIS MOVE AGAINST PHOENIX. EVEN THOUGH HE TOOK HER BY SURPRISE, HIS NASCENT POWERS PROVED NO MATCH FOR HER.



HE BARELY ESCAPED WITH HIS LIFE.

AFTER AN ABORTIVE ATTEMPT TO POSSESS IORNA DANE--POLARIS--PROTEUS FINALLY SUCCEEDED IN SEIZING ONE OF THE CLONE BODIES OF MOIRA'S ASSISTANT--

JAMIE MADROX, THE MULTIPLE MAN.



FROM MUIR ISLAND, HE EVENTUALLY MADE HIS WAY TO SCOTLAND. WITH EACH NEW FORM HE STOLE, HE BECAME MORE AND MORE CONFIDENT OF HIS ABILITIES, MORE SURE OF HIS DESTINY. THERE WAS A BIG, WIDE, WONDERFUL WORLD IN FRONT OF HIM...



... A WORLD HE COULD RULE!

PLEASE! YOU'RE MY SON...



NOT QUITE, MOIRA. NOT ANYMORE.

I HAVE ALL MY FATHER'S MEMORIES NOW!



SUDDENLY, MOIRA SCREAMS... AS HER FLESH AND BONE FLOW LIKE MERCURY...

...CHANGING AT PROTEUS' WILL!



YOU FOUGHT FATHER, EVENTUALLY LEFT HIM. HE DIDN'T LIKE THAT. YOU WON'T DO THE SAME TO ME.

YOU'RE MINE, BODY AND SOUL. ACCEPT THAT... REALITY, MOIRA.



YOU WON'T LIKE THE ALTERNATIVE.



CYCLOPS -- EVERYTHING AROUND US HAS SUDDENLY SNAPPED BACK TO NORMAL. WHAT DOES IT MEAN?

I'M NOT SURE, COLOSSUS -- MAYBE PROTEUS' POWER IS ONLY GOOD AGAINST ONE TARGET AT A TIME?

COLOSSUS, BANSHEE, GIVE ME A HAND. WE'VE GOT TO MAKE SURE NO ONE GETS HURT IN THIS PANIC.



WHAT ABOUT MOIRA?! SAINTS, CYCLOPS, IF PROTEUS HAS STOPPED ZAPPIN' EDINBURGH, IT'S ONLY BECAUSE HE'S TURNED HIS POWER AGAINST HER!

BANSHEE, WAIT!

I'M TIRED O' WAITIN'! SHE'S THE WOMAN I LOVE, CURSE YE! AN' YOU'RE PREPARED TO LET HER DIE!



I HOPE IT DOESN'T COME TO THAT!

BUT TO STOP PROTEUS, I'LL SACRIFICE HER LIFE, MY LIFE, YOUR LIFE -- **EVERY X-MAN'S LIFE** -- IF I HAVE TO.

YE COLD-BLOODED--!

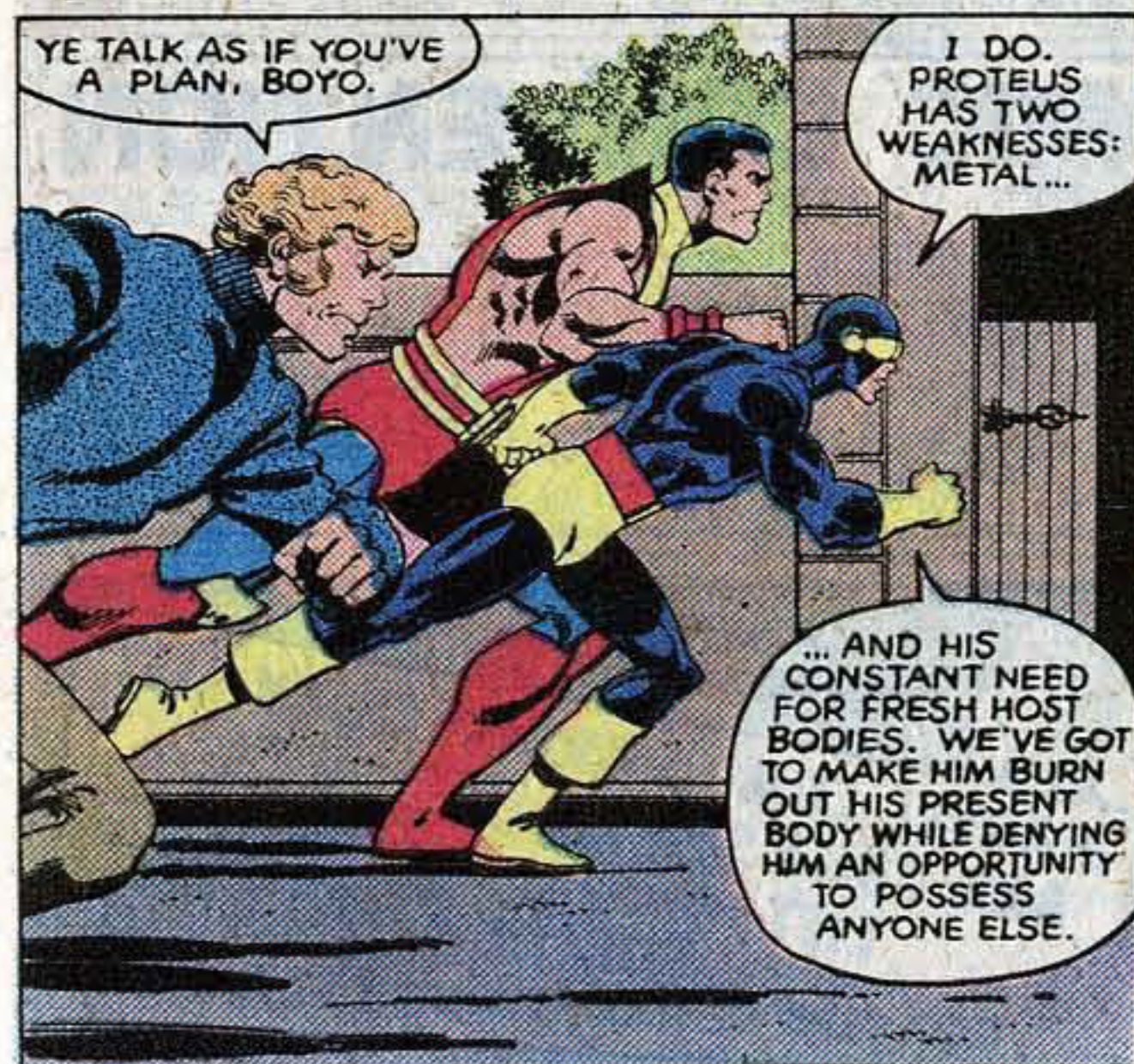
LOOK, PROTEUS IS THE DEADLIEST MENACE WE'VE EVER FACED. HE'S A KILLER, PURE AND SIMPLE. HUMANITY MEANS NO MORE TO HIM THAN COWS DO TO US. WE'RE HIS **FOOD**!



EITHER THE X-MEN STOP HIM, SEAN -- OR NO ONE DOES. BY THE TIME THE AUTHORITIES REACT, HE'LL BE TOO POWERFUL TO BEAT.

AYE, YE'RE RIGHT, I KNOW.

BUT IF MOIRA DIES, GOD GRANT I DIE WITH HER.



YE TALK AS IF YOU'VE A PLAN, BOYO.

I DO. PROTEUS HAS TWO WEAKNESSES: METAL...

... AND HIS CONSTANT NEED FOR FRESH HOST BODIES. WE'VE GOT TO MAKE HIM BURN OUT HIS PRESENT BODY WHILE DENYING HIM AN OPPORTUNITY TO POSSESS ANYONE ELSE.



ACTING AS A PSYCHIC SWITCHBOARD, PHOENIX PUTS CYCLOPS IN TELEPATHIC CONTACT WITH THE REST OF THE TEAM. HE TELLS EACH WHAT HE OR SHE MUST DO.

STORM LEADS OFF THE ATTACK.



"... AND THAT'S REALLY ALL I NEED."



LITERALLY IN THE BLINK OF AN EYE, STORM FINDS HERSELF FROZEN WITHIN A PILLAR OF AMBER...



IF THAT HUNK O' CRYSTAL IS AS SOLID AS IT LOOKS, SHE'LL SUFFOCATE IN SECONDS!

BUT IF I TRY TO SAVE HER, I'LL BE LEAVIN' MYSELF WIDE OPEN TO PROTEUS -- JUST THINKIN' ABOUT THAT TURNS MY GUTS TO ICE.





GOUGING A PATHWAY THROUGH THE ROCK TO BANSHEE.

NIGHTCRAWLER, GET DOWN THERE AND GET HIM OUT!

ON MY WAY, CYCLOPS.

THEN, GRIPPING THE VERTICAL WALL WITH HIS REMARKABLE FINGERS AND TOES, NIGHTCRAWLER RACES DOWN TO FIND...

HE'S UNCONSCIOUS... PROBABLY IN SHOCK. AND NO WONDER-- FOR A FEW SECONDS, SEAN WAS BURIED ALIVE.

I'D BETTER GET A MOVE ON, BEFORE PROTEUS THINKS UP AN EVEN NASTIER FATE FOR ME.

FUNNY-- THE PIT DIDN'T SEEM THIS DEEP ON THE WAY IN.

NIGHTCRAWLER HAS GONE BARELY HALFWAY WHEN PROTEUS FINALLY RETALIATES. THERE'S NO WARNING.

SUDDENLY HIS WORLD TURNS TOSY-TURVY, LIVING ROCK AND EARTH PACKING ITSELF IN TIGHT AROUND HIM AND BANSHEE, ENTOMBING THEM.

HIS REACTION IS BORN AS MUCH OF PANIC AND DESPERATION AS RATIONAL THOUGHT-- AFTER A QUICK, HEART-FELT PRAYER...

BAMF

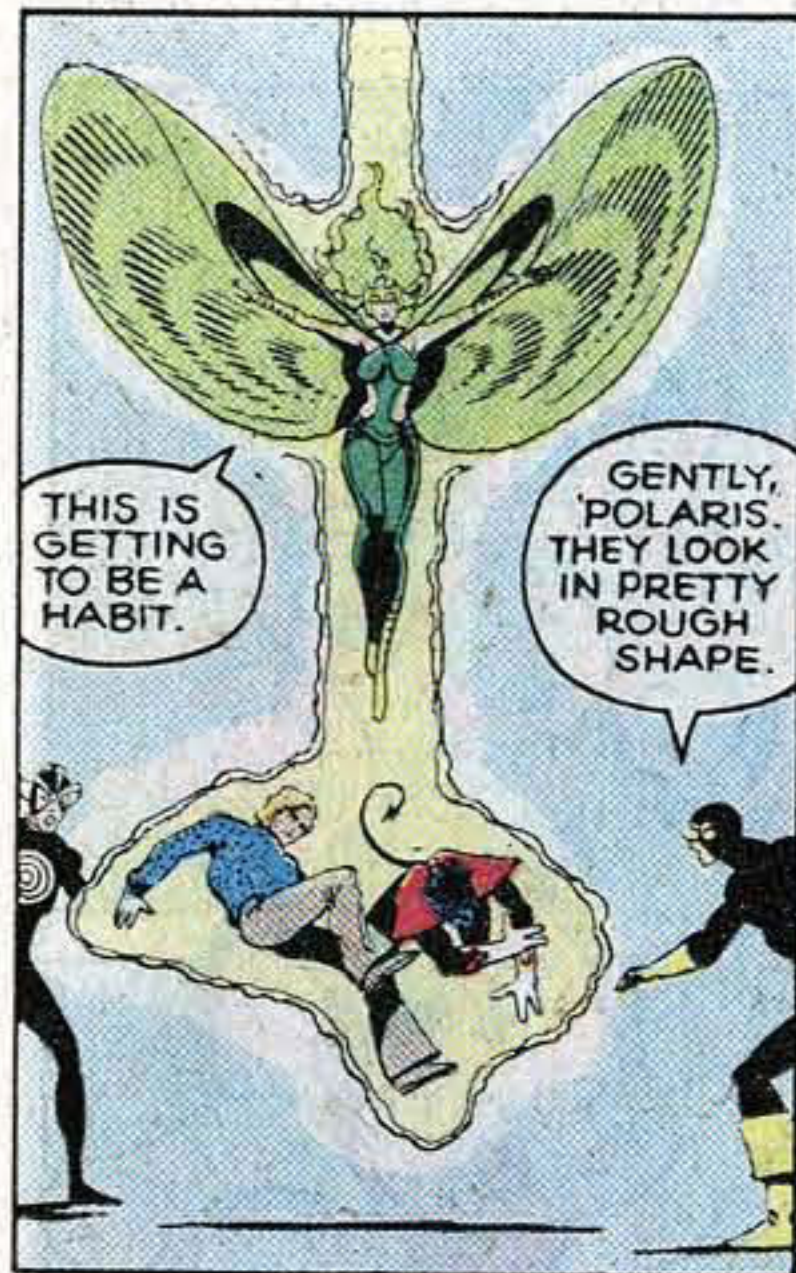
... NIGHTCRAWLER TELEPORTS...

... STRAIGHT UP, AS FAR AS HE CAN GO, TAKING BANSHEE WITH HIM.

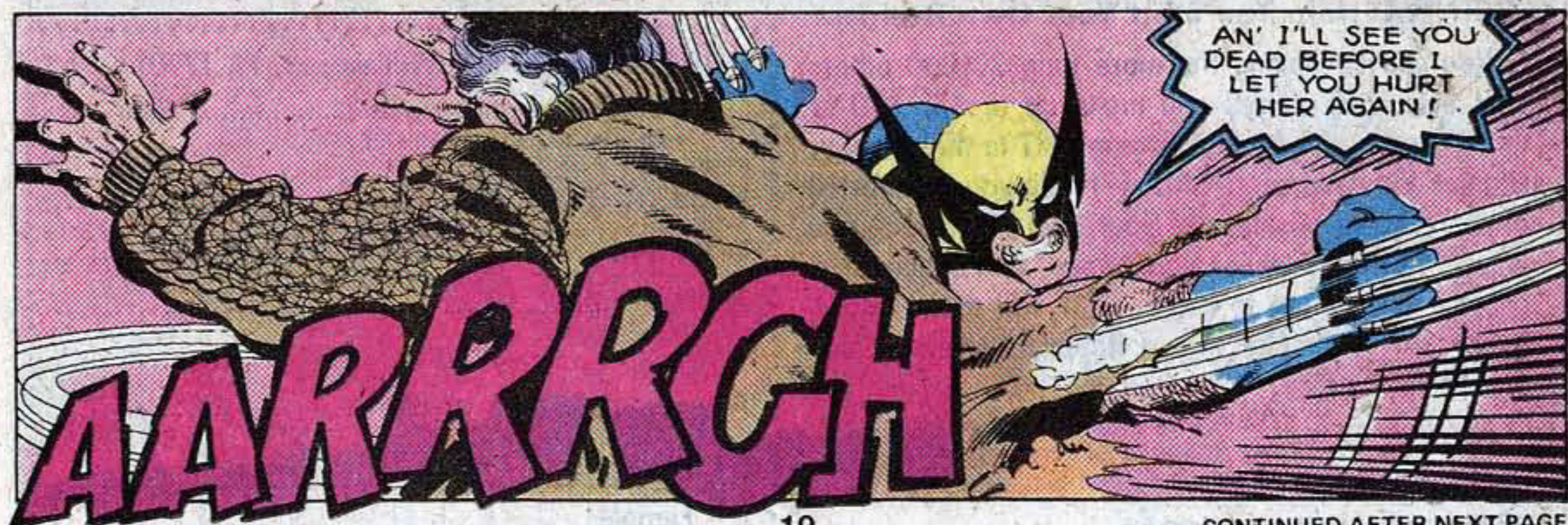
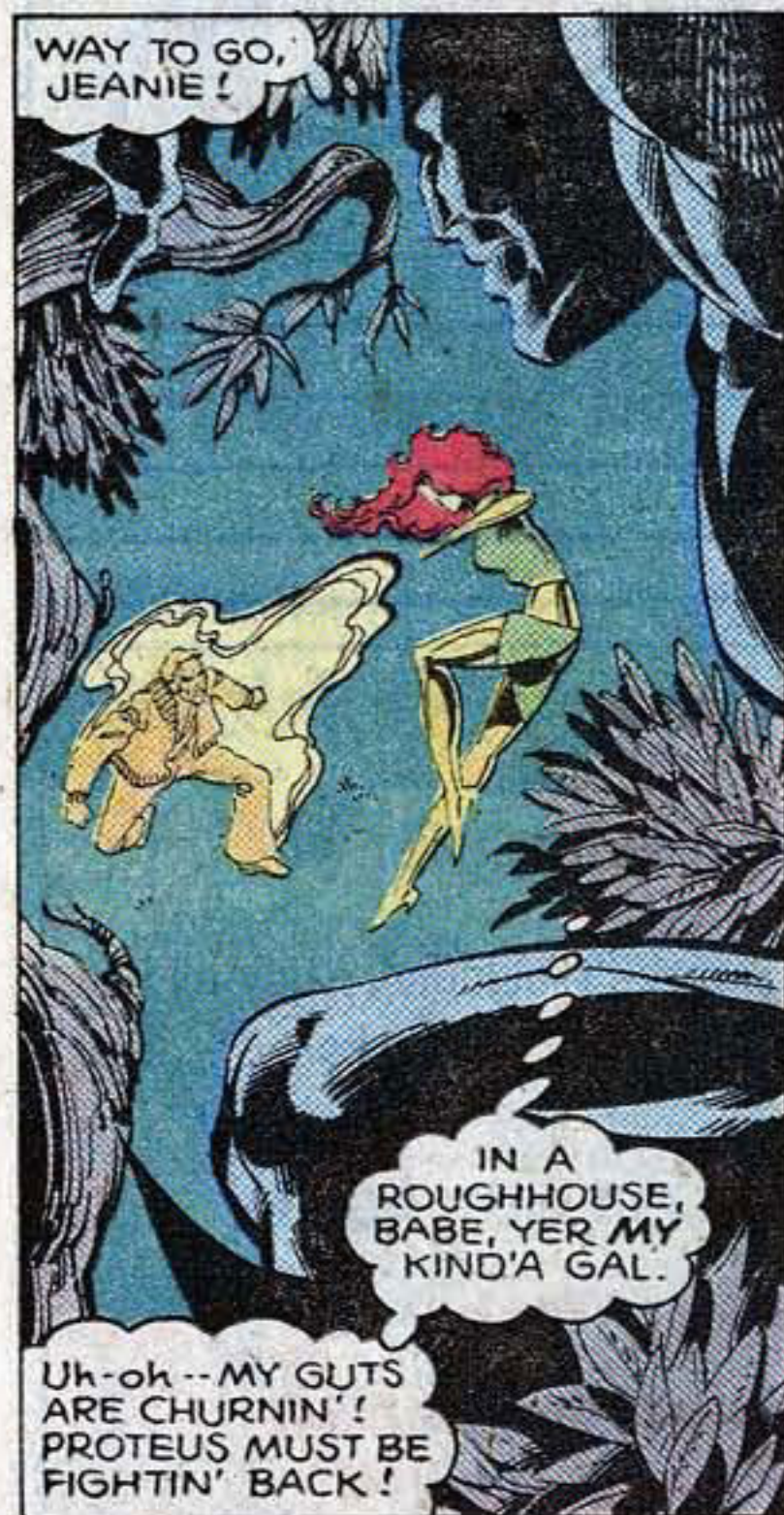
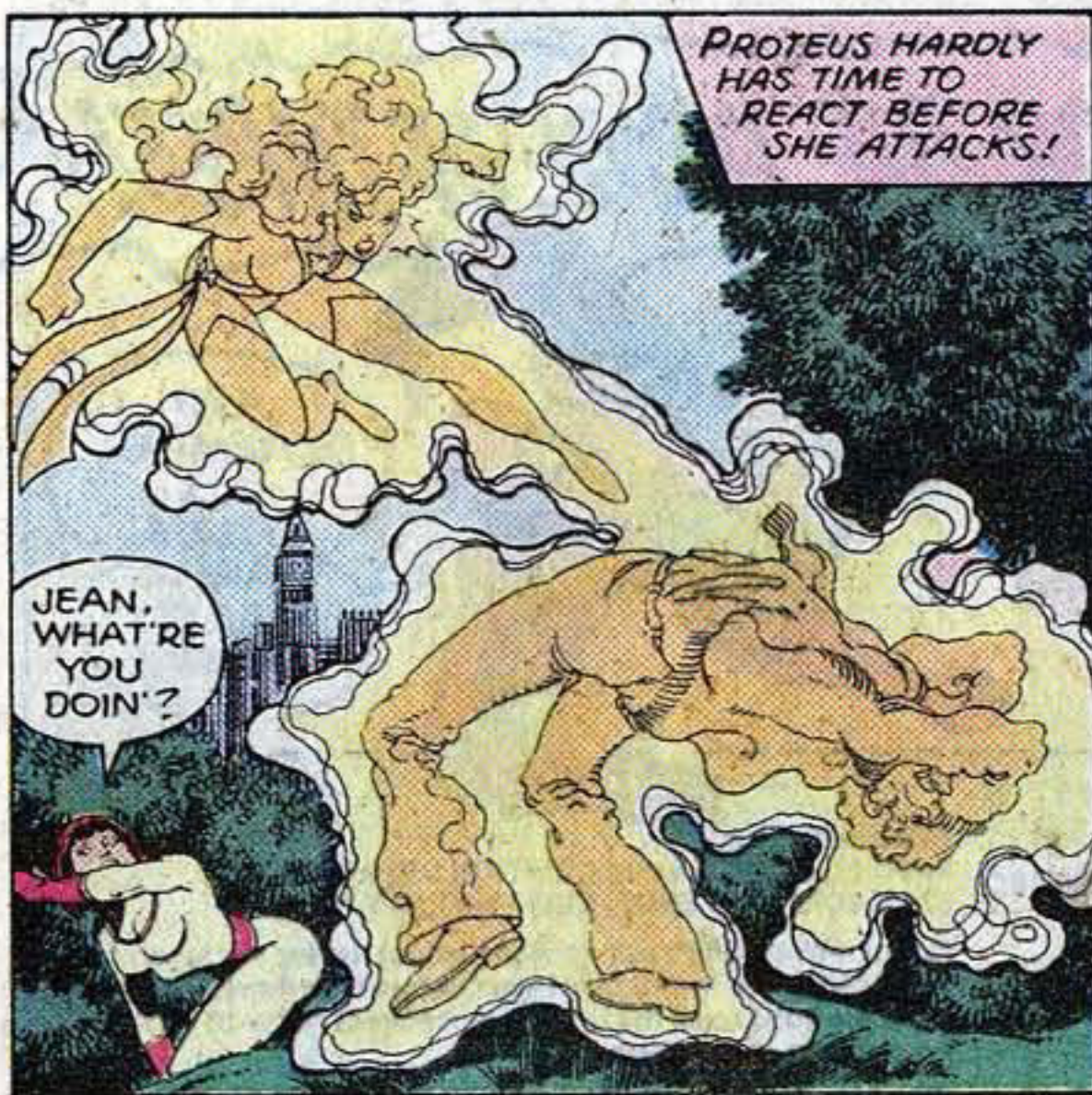
THE STRAIN ALMOST KILLS THEM BOTH.

FEEL... TORN APART INSIDE.

SO HIGH OFF GROUND. CAN'T SEE ANY WAY TO BREAK FALL-- WAS?!? SOME KIND OF ENERGY FIELD... SUSPENDING US IN MID-AIR!



*X-MEN #125 -- R.S.



THAT SCREAM! JEAN'S DOWN--
HURT! NO, I CAN'T THINK ABOUT
HER NOW-- I DON'T DARE, OR I'LL
CRACK WIDE OPEN. I HAVE TO
FOCUS ON THE JOB AT
HAND, NOTHING ELSE.

WOLVERINE, GET MOIRA
AWAY FROM HERE!
NOW, MISTER!

MAN, YOU WEREN'T KIDDIN' ABOUT US BEIN' EXPENDABLE,
WERE YA? JEAN'S ZAPPED BAD, CYKE, AN' YOU AIN'T
EVEN BATTIN' AN EYELASH.

SHORT-STUFF, YOU
ARE SO OFF-BASE
ABOUT MY BROTHER
IT'S PATHETIC, BUT
THIS ISN'T THE TIME
FOR A DEBATE.



HIT HIM, HAVOK-- WITH
EVERYTHING YOU'VE GOT!

INCREIBLE! PROTEUS
SURVIVED WOLVERINE'S
ATTACK! NOW HE'S
STANDING UP TO THE
COMBINED POWER OF MY
OPTIC BEAMS AND ALEX'S
COSMIC ENERGY BOLTS.

WHAT'LL
IT TAKE
TO STOP
THIS GUY?



SOUNDS LIKE CYKE AN' HIS
BROTHER AIN'T PULLIN'
THEIR PUNCHES. SURE
WISH I WAS THERE TO
GIVE 'EM A HAND!

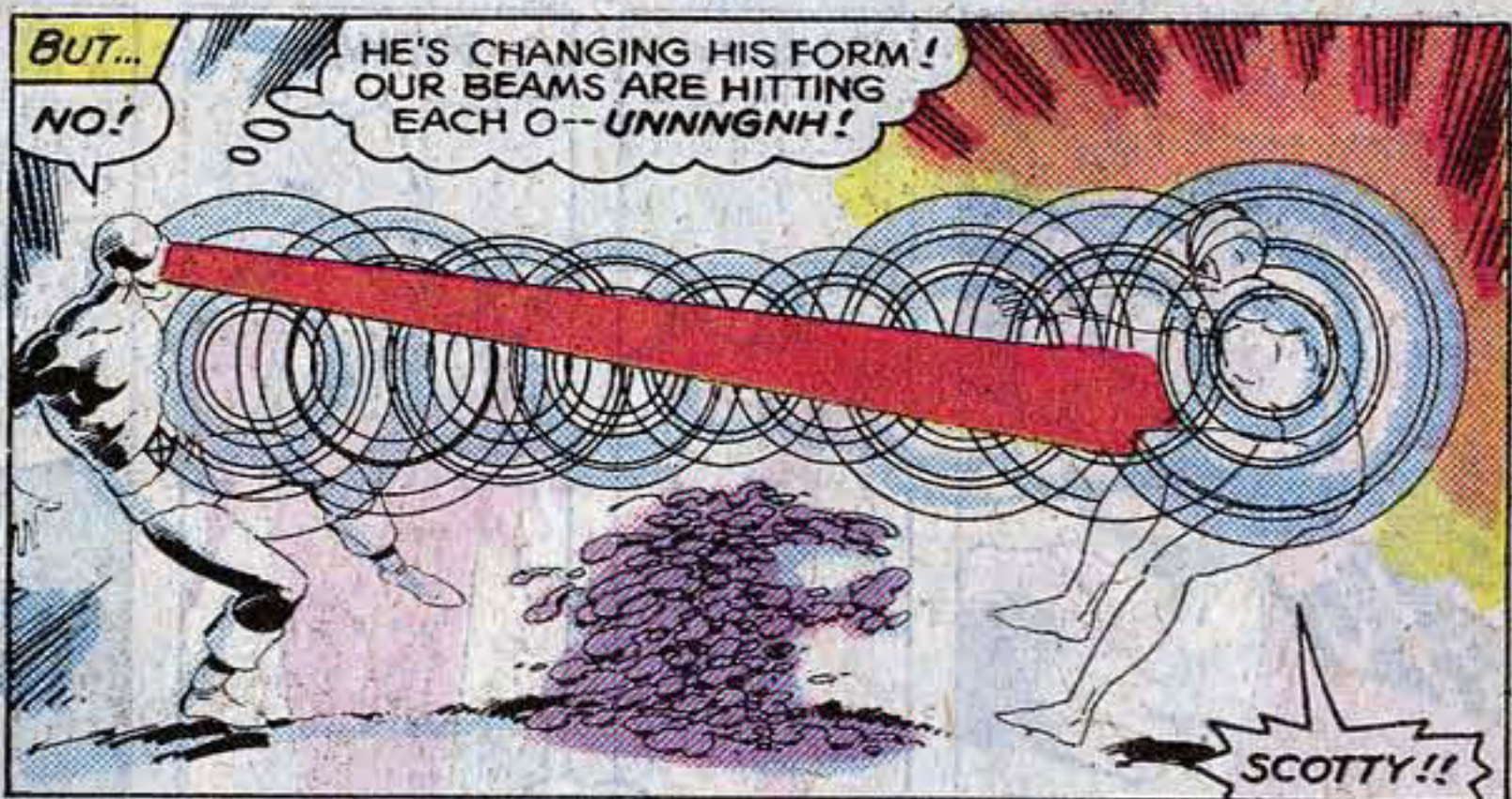
IT'S NOT
OVER YET,
WOLVERINE.



I'VE HOPED
AND PRAYED THERE
WOULD BE ANOTHER
WAY-- BUT I KNOW
NOW THAT IT WON'T
REALLY BE OVER UNTIL
MY BOY IS DEAD.

BUT...
NO!

HE'S CHANGING HIS FORM!
OUR BEAMS ARE HITTING
EACH O-- UNNNGNH!



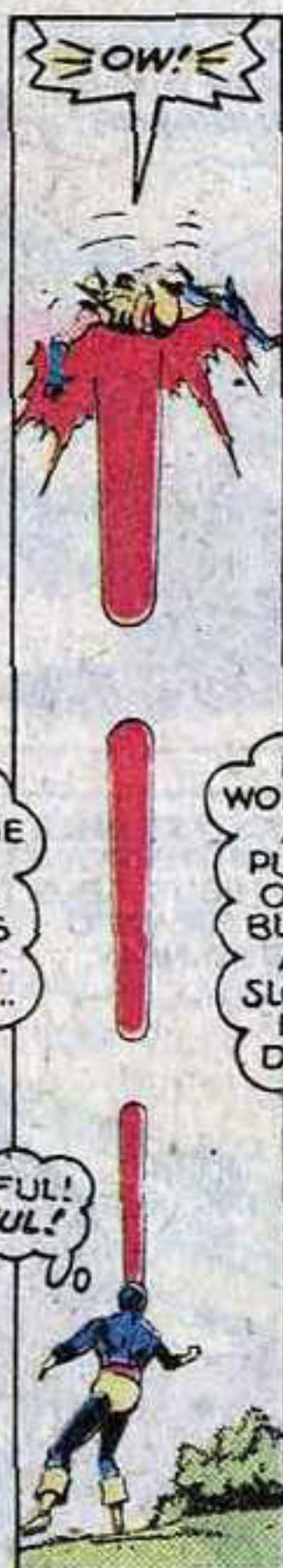
SCOTTY!!

OW--
THAT
HURTS.

GOOD THING MY BODY IS ABLE TO
METABOLIZE MOST OF THE POWER OF
ALEX'S BOLTS-- AS HIS IS ABLE TO
ABSORB MINE-- OR WE'D
BOTH BE WASTED NOW.



PROTEUS IS GOING
AFTER MOIRA. GOOD
LUCK, WOLVERINE--
YOU'RE GONNA NEED IT.



AND, ON A BATTLEMENT ATOP EDINBURGH CASTLE...

IT'S MY TURN NOW, IS IT? AND AFTER ME, WHO NEXT?

DEATH AFTER ENDLESS DEATH, WITHOUT THOUGHT OR CARE OR MERCY-- TILL THERE'S NO ONE LEFT ALIVE ON EARTH SAVE YOU?! IS THAT WHAT THE FUTURE HOLDS?!

PERHAPS YOU SHOULD HAVE DROWNED ME AT BIRTH-- eh, MOIRA-- LIKE AN UNWANTED PET?

OK, I KNOW-- YOU LOVE ME. YOU TRIED TO SAVE ME. STUPID COW, I NEVER WANTED YOUR SALVATION. EVEN AS A CHILD, I KNEW I HAD THE "POWER."

I COULD HARDLY WAIT FOR MY FIRST CHANCE TO USE IT.

AN ACT OF HATRED AND VIOLENCE CREATED ME... MOTHER, SHAPED ME INTO WHAT I AM TODAY.

OUT OF THAT CREATION WILL COME HUMANITY'S DESTRUCTION! AND, OF COURSE, YOUR OWN.

YOU WILL DESTROY NO ONE, MONSTER!

WHA--?!!

AS CASUALLY AS SOMEONE ELSE MIGHT THROW A BASEBALL, THE YOUNGEST X-MAN HURLS PROTEUS THE LENGTH OF THE BATTLEMENT...

... SENDING HIM CRASHING HEADLONG INTO AN ANCIENT STONE WALL. COLOSSUS MEANT THE IMPACT TO STUN PROTEUS TO UNCONSCIOUSNESS.

INSTEAD, IT SHATTERS HIS DECAYING HOST BODY INTO POWDER.

BY THE WHITE WOLF!

SO THAT IS PROTEUS' TRUE FORM. I MUST TAKE CARE.

CYCLOPS SAID THAT IN THIS STATE, PROTEUS WILL BE BOTH THE MOST VULNERABLE AND THE MOST DANGEROUS. HE WILL BE DESPERATE TO STEAL ANOTHER HOST BODY. I MUST NOT LET HIM.

SUDDENLY, THE AIR AROUND COLOSSUS EXPLODES INTO FLAME, THE FIRE HOUNDING HIM LIKE A THING ALIVE. AT THE SAME TIME, PROTEUS ATTACKS ON A PSYCHIC LEVEL.



CALLING FORTH MEMORIES THAT HAVE HAUNTED PETER RASPUTIN SINCE CHILDHOOD-- OF THE FATEFUL DAY HIS BROTHER, MIKHAIL, A RUSSIAN COSMONAUT, DIED IN A LAUNCH PAD FIRE...

... PROTEUS SEEKS TO HURT PETER AS MUCH, AND IN AS MANY WAYS, AS POSSIBLE--



--BEFORE HE FINALLY KILLS HIM. AS HE WILL KILL ALL THE X-MEN.

I... HEAR YOU, BUTCHER-- INSIDE MY MIND-- LAUGHING!



YOU... ENJOY CAUSING PAIN... DEATH. BEFORE I MET YOU, I NEVER UNDERSTOOD... EVIL. YOU ARE EVIL, PROTEUS.



BUT YOU HAVE MADE A FATAL MISTAKE. YOU TOYED WITH ME WHEN YOU SHOULD HAVE SLAIN ME, ALLOWING ME TIME TO CHANGE FROM PETER RASPUTIN...



TO COLOSSUS!



THAT MISTAKE WILL BE YOUR LAST!

IT FEELS LIKE GRABBING MILLIONS OF LIVE WIRES...



... AS COLOSSUS SMASHES HIS ORGANIC STEEL FISTS INTO THE HEART OF PROTEUS' ENERGY FORM.

AND THAT'S ONLY THE BEGINNING OF HIS ORDEAL, AS COLOSSUS' DENSE MOLECULAR STRUCTURE TOTALLY DISRUPTS THE DELICATELY BALANCED ENERGY MATRICES THAT MAKE UP THE ROGUE MUTANT.

IN A SENSE, HE SHORT-CIRCUITS PROTEUS, SCATTERING EVERY FABRIC OF THE VILLAIN'S BEING-- EVERY SCRAP OF CONSCIOUSNESS-- TO THE FOUR CORNERS OF THE EARTH.

...THE PYROTECHNICS LIGHTING UP THE EVENING SKY FOR MILES.

GOOD LORD.

METAL IN ANY FORM IS ANATHEMA TO PROTEUS-- THAT'S WHY I WAS COUNTING ON COLOSSUS TO FINISH THE JOB THE REST OF US STARTED. IT LOOKS LIKE HE'S DONE JUST THAT-- BUT AT WHAT COST?!

PETEY! DON'T BE DEAD, BIG FELLA. I GOT FEW ENOUGH SPARRIN' PARTNERS AS IT IS.

JEAN, ARE YOU STRONG ENOUGH TO FLY US UP THERE?

I'LL... GIVE IT A TRY, SCOTT.

WITH AN EASE THAT SURPRISES HER AND CYCLOPS BOTH-- CONSIDERING SHE COULD BARELY STAND A FEW MINUTES AGO-- PHOENIX REACHES OUT WITH HER TELEKINETIC POWER...

...AND LIFTS HIM, WOLVERINE AND HAVOK UP THE CLIFF-FACE TOWARDS THE CASTLE RAMPARTS.

THE END IS INSTANTANEOUS...

SPIDER-MAN™ MEETS JUNE JITSUI!

HOW DO I GET INTO THESE THINGS. I GO OUT TO THE DELI AND LOOK WHAT I RUN INTO! JUNE JITSUI!



JUNE JITSUI--GEORGEOUS BUT EVIL EXPERT IN KARATE, KUNG FU AND OTHER MARTIAL ARTS.

IT WOULD BE EASIER RUNNING INTO A BUS! I'M BEING CLOBBERED!



IF I COULD KEEP HER HANDS BUSY... I COULD TAKE CARE OF HER FEET... BEFORE THEY TAKE CARE OF ME. HEY, WAIT...



CATCH THESE, JUNIE!



ANOTHER TRICK, WEBHEAD??

MMMM. TWINKIES® CAKES! MY FAVORITE! DELICIOUS GOLDEN SPONGE CAKES... FLUFFY CREAMED FILLING! I'LL FINISH THESE, THEN I'LL FINISH OFF SPIDER-MAN.



THANKS TO HOSTESS® JUNE WON'T BE BUSTIN' OUT ALL OVER FOR QUITE A WHILE.

THANKS FOR THE DELICIOUS TWINKIES CAKES, WEBHEAD... BUT WE'LL MEET AGAIN.



YOU GET A BIG DELIGHT IN EVERY BITE OF HOSTESS® TWINKIES® CAKES



I HAVE A FEELING THAT'S A THREAT, NOT A PROMISE.



