

The Day the Earth Stood Still

By Scott Derrickson

FADE IN:

Darkness. The deep, eternal silence of space. A RING OF FIRE looms against the void.

We slowly MOVE around it -- and the solar eclipse becomes a widening crescent.

As the MAIN CREDITS ROLL, a tiny object drifts slowly into frame, dwarfed by Earth's immensity:

THE SPACE SHUTTLE ATLANTIS

drifts suspended in orbit at the edge of the Earth's glow.

Its cargo bay doors slowly open.

A ROBOTIC ARM extends into space, releasing its payload -- a DSCS-III listening satellite. The satellite tumbles free, drifting into its own orbit.

The cargo bay doors close and the Atlantis' engines fire, propelling it onward to its next task.

We hear a signal: a strange atonal PULSE in space. The Atlantis follows the signal until it reaches its source --

-- a SPHERE twelve feet in diameter, drifting in the satellite layer. It is encased in a thick layer of ice and dotted with impact craters, like a small moon.

Atlantis stands motionless before the Sphere. Its robotic arm stands poised in an empty gesture.

Then, slowly, the Sphere begins to move toward the Atlantis. It enters the cargo hold. The cargo bay doors slowly close.

INT. SPACE SHUTTLE -- CARGO HOLD

A HISS as the airlock door opens. ASTRONAUTS in space suits emerge, pulling themselves through zerogravity into the hold.

Then, through the steam of the airlock, they see it:

THE SPHERE

looms in the cargo hold, held fast by hydraulic pistons designed to hold satellites in place.

The Astronauts gaze upon the thing with bewildered eyes. Craters, valleys, mountains. An entire world in miniature.

Droplets of water drift around the sphere: the ice is melting. A slab of ice comes free, revealing the perfect, glassy surface beneath.

Instinctively, the LEAD ASTRONAUT reaches out a gloved hand to touch the surface --

-- and suddenly, as if by some unseen command, the hydraulic pistons begin to RETRACT, setting the sphere free. The Astronauts back off, as if afraid the thing might crush them.

Instead it turns serenely on its axis before them. Then, suddenly, it stops --

-- and we hear an off screen HISS. Red warning lights illuminate the hold. The Astronauts watch as the cargo hold doors open.

The Astronauts head for the airlock, but the Lead Astronaut remains behind, gazing in wonder at the departing sphere. He reaches out instinctively, drifting after it --

-- until finally he reaches the end of his tether, and can go no further.

IN HIS FACEPLATE

We watch as the sphere slips away, into the waiting void.

As it drifts out of frame, we look out onto the glowing blue planet beneath us --

-- and see dozens of other spheres of various sizes falling from space and penetrating Earth's atmosphere.

The shuttle's bay doors slowly close before us, and we

CUT TO:

SINGLE CELLS

teeming amidst their dark medium. Blown up to millions of times their size, they seem to be another mystery of the cosmos.

Over the image, we hear a female voice:

HELEN (V.O.)
Thiobacillus. Let's see...

INT. RESEARCH LABORATORY -- PRINCETON UNIVERSITY -- DAY

HELEN BENSON rises from the eyepiece of an electron microscope, consults her class list --

HELEN
...William Kwan.

WILLIAM KWAN looks surprised to be picked out by name.

HELEN (CONT'D)
William, what makes this bacteria so remarkable?

Kwan peers down at the clipboard held close to his chest, fumbling through his papers.

Helen wears her lab coat over a T-shirt and jeans: she seems young enough to pass for one of her own students. She turns to an Arabic student, MINA ROUHANI:

HELEN (CONT'D)
Mina, can you help him out?

ROUHANI
It's the only organism that lives in sulfuric acid.

HELEN
That's right.

Helen guides her students to another specimen.

HELEN (CONT'D)
Dinococcus Radidorus. First discovered in 1998, breeding inside drums of radioactive waste.

As a student peers into the microscope:

HELEN (CONT'D)
Pompeiijana, *Thiobacillus*, *Dinococcus*.
What can these three creatures tell us about the nature of life in the universe? William?

KWAN
Life is... strange.

Scattered laughter from the students.

HELEN

Yes, life is strange, but that's not quite the answer I was looking for.

ADAM, a handsome grad student, speaks up:

ADAM

Life is diverse.

HELEN

Life is diverse, but what else?

Silence from the assembled students.

HELEN (CONT'D)

More than anything, life is *resilient*.

PUSH IN GENTLY on Helen as she talks, isolating her --

HELEN (CONT'D)

If you said even ten years ago that life could exist in sulfuric acid or radioactive waste you'd have been laughed out of this building. But it can, and it does.

We halt in CLOSE-UP on her.

HELEN (CONT'D)

Life is a force that adapts and transforms itself, even when faced with impossible challenges. Life goes on, no matter what.

The class has ended. Students start gathering up their things to go. Helen calls out:

HELEN (CONT'D)

Lab reports are due Friday.

Only one student hangs behind.

HELEN (CONT'D)

Do you have a question, Adam?

ADAM

Sort of. I was wondering if we could discuss it over coffee.

HELEN

Discuss what?

ADAM
Life. The nature of.

HELEN
Are you asking me out for coffee?

ADAM
It seems I am, yes.

HELEN
As a Professor, or as... me?

ADAM
Both.

Helen looks at him, a little flustered, the blood rising in her cheeks.

HELEN
Well, that's kind, Adam... but I'm your supervisor, so --

ADAM
So we won't talk extremophiles.

Just then, her cellphone rings.

HELEN
Hey, sweetheart. No, that's OK. I'll pick you up in twenty minutes.

She hangs up the phone. Burke looks a little crestfallen.

HELEN (CONT'D)
My dinner date.

She holds out the phone for him -- there, on its screen, is a picture of a smiling eight-year-old boy.

ADAM
Lucky guy.

He smiles and backs away. Helen gathers her things to go.

INT. HELEN'S TOWNHOUSE -- KITCHEN -- AFTERNOON

A sparsely-furnished apartment in faculty housing. Helen chops vegetables for dinner.

A wall clock TICKS softly in the background. As she waits for the water to boil, she turns and enters

INT.HELEN'S TOWNHOUSE -- DINING ROOM -- AFTERNOON

The Dining Room is filled with cardboard boxes. Pictureframes stand propped against the wall, the photographs within facing away, as if hidden.

She approaches a stack of boxes. It's clear that she's been putting this off for a while. She opens one of the boxes, reaches inside --

-- and pulls out a pair of men's shoes. She looks at them for a moment, then puts them back in the box, and picks it up --

EXT. HELEN'S TOWNHOUSE AFTERNOON

She brings the box out to the dumpster out back. She stands there a moment, motionless. Then she turns around and carries the box back inside.

INT.HELEN'S TOWNHOUSE -- DINING ROOM -- AFTERNOON

She returns to the dining room and puts the box down in exactly the place where she first picked it up.

INT. HELEN'S TOWNHOUSE -- LIVING ROOM -- AFTERNOON

JACOB, her eight-year-old son, sits on the floor playing a first-person shooter videogame with headphones on.

ONSCREEN, Jacob is a rear-gunner riding in the back of a Humvee through the desert.

Helen sees this and reacts. She taps the boy on the shoulder.

HELEN

Jacob. Turn that off.

The boy looks at her, headphones still on.

JACOB

I can't hear you.

As she pulls them from his ears, we hear the sound of GUNFIRE from the headphones. Onscreen, his character takes a bullet and dies.

JACOB (CONT'D)

You just killed me, Mom.

HELEN

What is this game?

JACOB
Desert Mayhem 2.

HELEN
Where did you get it?

JACOB
Someone at school.

HELEN
I don't want you playing it
anymore.

JACOB
Why not?

HELEN
It's too violent.

JACOB
Life is violent.

HELEN
Not your life. Your life is fine.

The boy grudgingly hands over the controller.

JACOB
Maybe your life is fine.

Onscreen, the game resets: Jacob's Soldier is alive again.

HELEN
See? You're alive again.

Then she shuts off the TV.

HELEN (CONT'D)
Go get ready for dinner.

As Jacob heads off to the kitchen, the telephone RINGS:

INT.HELEN'S TOWNHOUSE -- KITCHEN -- EVENING

Helen picks up the phone.

HELEN
Hello?

VOICE
Helen Benson?

HELEN

This is.

VOICE

Doctor Helen Benson? You're at 246B
Windcrest Circle?

HELEN

Yes... wait. May I ask who's calling?

VOICE

We just needed to confirm the address.
Someone should be there shortly.

HELEN

Wait a minute. Someone's coming here?
What is this?

VOICE

Everything will be explained to you en
route.

HELEN

En route where?

VOICE

They should be there soon.

(a beat)

They're pulling up now, in fact.

(a beat)

Yes. They're at your door ... Now.

The doorbell RINGS. Flustered, she considers hanging up the
phone, then:

HELEN

Hold on a second. Don't hang up.

She puts the phone down on the kitchen counter. She turns
and walks down the hallway toward the front door --

INT. LIVING ROOM/ENTRYWAY -- EVENING

-- and what she sees stops her in her tracks. Her living-
room windows are aglow with red-and-blue FLASHING LIGHTS.
Jacob gazes at them in wonder.

Helen reaches for the door -- we PUSH over her shoulder --

EXT. HELEN'S TOWNHOUSE EVENING

-- and there, standing on her doorstep, is a MAN IN PLAINCLOTHES accompanied by a STATE TROOPER.

In the cul-de-sac beyond waits a BLACKED-OUT GOVERNMENT S.U.V. flanked by two HIGHWAY PATROL CARS, their flashing lights casting everything aglow.

PLAINCLOTHES

Dr. Benson, if you'll come with us.

Helen is stunned silent.

PLAINCLOTHES (CONT'D)

Dr. Benson. There's not much time.

HELEN

What's happening?

PLAINCLOTHES

Everything will be explained. But you must come with us right away.

HELEN

Am I under arrest?

PLAINCLOTHES

Not officially, no. You are in State Custody.

HELEN

What's the difference?

PLAINCLOTHES

Everything will be explained to you en route.

Helen looks at them.

HELEN

I have a child here.

JACOB

I can take care of myself.

HELEN

No. You can't.

(to Plainclothes)

I'm sorry. There's just no way I can --

PLAINCLOTHES

You're coming with us, Dr. Benson.

He says it with absolute finality. The neighbors are watching from their doorsteps. ISABEL, a neighbor, calls out:

ISABEL

I can watch him for a few hours.

It seems there's no other option. Helen bends over and kisses her son.

HELEN

Jacob, you're going to have a sleepover at Isabel's. Go on.

Jacob runs next door, casting an anxious glance back at his mother as the Trooper leads her to the S.U.V.

HELEN (CONT'D)

Don't worry, Jacob. Everything's going to be OK.

INT. S.U.V. -- EVENING

The Plainclothes officer climbs in next to her. In front sit two others, one of whom is furiously working a LAPTOP and cellphone headset.

LAPTOP WOMAN

(into headset)

We've got her.

(to Driver)

Let's move. Go.

The S.U.V. peels out of the cul-de-sac.

Outside, the Patrol cars fall into Police Escort formation in front of and behind the S.U.V., their sirens SCREAMING.

LAPTOP WOMAN (CONT'D)

(to Driver)

Two stoplights down, then left. There should be an onramp for the Turnpike. Do you see it?

They blow through a succession of red lights.

HELEN

I think there's been a mistake. I'm not the one you want.

LAPTOP WOMAN

Helen Benson, Social Security Number 051-48-7843?

(off her nod)

There's no mistake.

HELEN

I'm a mom. I teach school.

LAPTOP WOMAN

Do you have a security clearance?

HELEN

No.

LAPTOP WOMAN

You do now. Sign this.

HELEN

I'm not signing anything.

The truck suddenly accelerates as we take the Turnpike onramp.

HELEN (CONT'D)

What is going on here?

PLAINCLOTHES

Everything will be explained.

HELEN

I want to know now.

We're doing 100 mph. Helen glances out the window and suddenly realizes that there are no other cars on the northbound side of the turnpike.

HELEN (CONT'D)

Wait a minute. It's rush hour. Where are all the cars?

PLAINCLOTHES

They shut down the turnpike.

HELEN

They shut it down? What for?

PLAINCLOTHES

For us.

HELEN

They shut down the turnpike for us?

She stares at him, incredulous.

HELEN (CONT'D)

Stop the vehicle. If I'm not under arrest, then you can't take me wherever you're taking me without my permission.

PLAINCLOTHES

It's a matter of national security. You're just going to have to --

HELEN

National security? That's a blanket term that means whatever you want it to mean. Tell me or let me out.

He closes his cellphone. Looks her in the eye.

PLAINCLOTHES

Ma'am. I can't tell you why they need you because I don't know. But I know they need you. I know it's urgent.

HELEN

How do you know?

He gestures out the window. *They shut down the turnpike.* Then she looks at him and she realizes: he's afraid.

She falls silent. Looks out the window.

They pass another onramp, where another S.U.V. speeds onto the empty Turnpike, accompanied by its own police escort, headed for the same destination.

EXT. AIRPORT -- RUNWAY -- EVENING

The S.U.V.'s blaze up a service road and onto the runway. In the distance, a single CHINOOK MILITARY HELICOPTER stands on a helipad.

The S.U.V. pulls up to the Chinook. They hustle Helen out of the S.U.V. The Chinook's bay door ROLLS open --

INT. CHINOOK HELICOPTER -- EVENING

-- to reveal a handful of ordinary-looking people already waiting inside. They all wear bewildered expressions. It seems they've all gotten the same treatment.

Helen steps inside. A young Pakistani offers Helen his hand.

YUSEF

I am Yusef.

HELEN

I'm Helen.

YUSEF

Helen, do you have any idea why this is happening to us?

HELEN

None whatsoever.

WINSLOW, a bespectacled Black man, fumes in his seat.

WINSLOW

If I don't get some answers soon, I'm calling my lawyer.

YUSEF

What could they want with us? What have we done wrong?

HELEN

We haven't done anything. They need us for some reason. Why, I don't know.

YUSEF

Think. Use inductive reasoning. What do we have in common?

They look at one another. Nothing.

HELEN

What do you do for a living, Yusef?

YUSEF

I am a Nuclear Physicist.

HELEN

I'm a Biologist.

WINSLOW

Well, I'm a Geologist.

HELEN

So we're all scientists.

PASSENGER 4

Not me. I'm a defense contractor.

PASSENGER 5
Civil Engineer.

Helen turns to a wiry man in wraparound SUNGLASSES.

HELEN
What about you? What do you do?

SUNGLASSES
I can't disclose that.

Helen blinks.

HELEN
OK. Fair enough. Put it all together,
you get....?

Blank looks. They still can't figure it out. Another man gazes out the window, forlorn and silent.

YUSEF
What about you, my friend?

ASTRONOMER
I'm an Astronomer.
(a soft voice)
I think I know what's happening.

HELEN
Well, why don't you share it with the
rest of us?

The Astronomer doesn't look at them.

ASTRONOMER
Because I hope to God I'm wrong.

The chopper begins to SPIN UP, its rising whine drowning out all further conversation. The Chinook lifts off and we

CUT TO:

EXT. NEW JERSEY VISTA -- NIGHT

The helicopter soars above the rivers of glowing traffic below. Manhattan shimmers in the distance;

EXT. FORT MONMOUTH ARMY BASE -- OVERHEAD -- NIGHT

From high overhead, it is a teeming ant colony: supply trucks and vehicles stream in via every major artery. The old army base, long closed, is coming to life.

We DESCEND toward it, taking in the frenetic scramble of the personnel on the ground below. Whatever it is that's happening, it's happening in a hurry.

The Chinook touches down. Its bay door ROLLS OPEN, and suddenly some National Guard SERGEANT is shouting at them --

SERGEANT

Your attention, please! Make your way directly across the courtyard to the Main Barracks.

They hurry across the courtyard toward a large warehouse-like structure. A group of Guardsmen stand outside the entrance, searching people, confiscating cellphones.

Helen slips to the back of the line, quietly takes out her cellphone, and tucks it into the waistband of her pants to conceal it. Then the double doors open before us and we enter --

INT. MAIN BARRACKS (COMMAND CENTER)

Teeming with scientists from NASA and J.P.L. and the Army Corps of Engineers. Large flat-panel screens running complex computer simulations are everywhere.

A huge CRAY MAINFRAME SUPERCOMPUTER stands at the center of it all, flanked by two refrigerator-size EMC hard drives. Technicians are running cable along the floors, wheeling in generators and air-conditioning units to keep it all running.

Helen, Yusef, and the others stand there marveling at it all. Then her eyes light up with recognition.

HELEN

Michel -- ?

Hearing his name, handsome, rumpled DR. MICHEL GRANIER looks up and spots Helen. His eyes light up a little at the sight of her.

GRANIER

Helen.

A hesitant pause. Then:

GRANIER (CONT'D)

It's been a long time.

HELEN

Are you the one behind all this?

GRANIER

Yes. I'm glad you could be here.

HELEN

It's not like I had a choice.

GRANIER

Sorry. I put you on the vital list. I thought it was important that we have a Xenobiologist on the team.

HELEN

Team of what?

GRANIER

I don't have time to explain. They'll crash-brief you in the conference room.

He keeps moving, leaving her behind. He calls out to her:

GRANIER (CONT'D)

Helen. Don't be afraid.

Then he's gone. Helen just stands there.

HELEN

Afraid of what?

She turns and sees her fellow passengers as they're led into

INT. BRIEFING ROOM

Darkened. The briefing is already underway. A blurry smudge of light is projected on the wall. A sleep-deprived young TECHNICIAN with a NASA 1.0. badge leads the briefing.

NASA TECHNICIAN

Object #07/493 was first spotted outside Jupiter's orbit by the Hubble Space Telescope three days ago. It was notable for the fact that it was not moving in an asteroidal ellipse, but shooting through our Solar System.

WINSLOW

How large is this object?

NASA TECHNICIAN

It's roughly a hundred meters in diameter.

WINSLOW

That's an average-sized meteor.

NASA TECHNICIAN

Average in size. Not average in velocity. The object is moving at nearly three times ten to the 8th meters per second.

The scientists exchange looks of disbelief.

NASA TECHNICIAN (CONT'D)

At first it was projected to pass millions of miles beyond Earth's orbit. It was a curiosity for the JPL-CalTech conference circuit. Then its trajectory was recalculated.

Another slide is projected: it depicts a long parabola that makes impact with Earth.

NASA TECHNICIAN (CONT'D)

At that point, a crisis response team was activated, and everything you see around you moved into action.

YUSEF

So where. Where does it make impact?

Another slide. A map of the Northeastern United States, with a series of CONCENTRIC CIRCLES laid over it.

It looks like nothing so much as a target. The bulls-eye is placed squarely over Midtown Manhattan. Then, shocked:

WINSLOW

You must be joking.

The NASA guy flicks on the lights.

NASA TECHNICIAN

Our computer models are almost cruelly accurate.

WINSLOW

Can't we launch a missile to intercept it?

NASA TECHNICIAN

Impossible, given the speed at which the bolide is moving.

HELEN

Why don't they evacuate the area?

NASA TECHNICIAN

There is no time. The area in question consists of sixty million people. All we can do is prepare for the aftermath.

YUSEF

How long do we have?

NASA TECHNICIAN

Hours.

INT. MESS HALL -- NIGHT

The old mess hall has become a staging area where supplies are being distributed. A National Guard LIEUTENANT reads off the operating procedure:

GUARDSMAN

You will be issued one Hazmat suit, which you should check thoroughly for holes. One breathing apparatus, one Chern/Bio monitor, one Geiger counter...

Helen and the others file past tables where Guardsmen hand out Hazmat suits. She picks up her gear and moves on to her assigned table, marked Team Baker.

Granier climbs up on one of the tables to address them.

GRANIER

You have been selected to monitor the impact zone for radiological, particulate, and/or biological contamination.

(a beat)

A few of you were drafted into service: I apologize for that. Each of you has been chosen for your specialized skills.

Yusef is at Helen's table. He isn't listening. Instead, he scribbles mathematical formulae on a scrap of paper.

GRANIER (CONT'D)

You have been divided into eight teams of five specialists each. In the immediate aftermath...

YUSEF

This is all theater. If this thing is moving at three times ten to the 8th meters per second, there will be no aftermath. There will be nothing left but dust.

GROSSMAN, an anxious, fidgety man, pipes up:

GROSSMAN

They say this thing has no light signature. Can you imagine?

(off Helen's look)

If it were an ordinary asteroid, irregular surfaces would refract the sun's light as it spins --

HELEN

You've already lost me.

YUSEF

The object is perfectly round. Therefore, it is not an asteroid. Besides, it is moving too fast.

HELEN

Then what is it?

YUSEF

It may be a dead star.

GROSSMAN

A piece of pure antimatter, maybe.

YUSEF

Or something our science has yet to explain. A black hole, perhaps.

HELEN

A black hole?

Helen stares at him, reeling. She stands up and approaches Granier, taking him aside:

HELEN (CONT'D)

Michel. I want to go home. I need to be with my son.

GRANIER

Your son needs you here, Helen. We need you, too.

HELEN

I don't believe that. What difference could one more person possibly make?

GRANIER

You're not just one more person. You're the leading researcher in your field --

HELEN

I was, once. My research was repudiated.

GRANIER

Repudiated by you.

HELEN

That's right.

GRANIER

But there are plenty of people who still believe --

HELEN

They're wrong.

(a beat)

I'm a professor now, nothing more. So you won't be needing me.

Granier shakes his head.

GRANIER

If you choose not to participate, then that is your right. But you're going to have to remain here for the next 24 hours. We cannot risk a panic.

Helen stares at him, betrayed.

GRANIER (CONT'D)

I'm sorry.

INT. MESS HALL -- LATER

Helen sits at an empty table, drinking coffee from a styrofoam cup. A few other refuseniks sit nearby, watched over by a GUARDSWOMAN in camo fatigues.

Helen gazes into her empty cup, helpless and alone. Yusef comes over and sits beside her.

YUSEF

So, Helen. What was your research field?
 (off her look)
 I couldn't help overhearing.

HELEN

I was a Xenobiologist.

YUSEF

My Greek's a little rusty, but doesn't
 that mean "strange biologist"?

HELEN

(smiles)
 I studied the theoretical biology of life
 on other planets.

YUSEF

But you don't anymore.

HELEN

It was wishful thinking, not science.

Back at Yusef's table, they're handing out radiation suits.

YUSEF

If you'll excuse me -- ?

Helen nods. She reaches into her waistband -- and finds her
 cellphone.

She rises from the table and nods inquiringly towards the
 ladies' room. The Guardswoman nods.

INT. LADIES' ROOM -- BATHROOM STALL

Helen leans against the door of the stall, whispering into
 her cell phone. We can hear the noise of a TV set on the
 other end of the line.

HELEN

There's gonna be a big storm tonight,
 like a hurricane, so you've all got to
 sleep in the basement, okay? I've
 already talked to Isabel about this.
 Don't come out until morning. You won't
 see any warnings on TV, but trust me.
 Everything's going to be OK. Just
 promise me you'll do that.

(then)

I love you so much, Jacob.

A HEAVY KNOCK on the door of the stall. Helen rises, collects herself. She opens the door to find the Guardswoman standing outside.

GUARDSWOMAN
Is that a cellphone?

Helen nods. Busted. Then:

GUARDSWOMAN (CONT'D)
Can I borrow it?

Helen blinks, surprised. She hands the phone to the Guardswoman and leans against the sink, waiting.

GUARDSWOMAN (CONT'D)
Baby, it's me. I don't have much time to talk...

One by one, other women enter the bathroom, see the phone, and line up behind the Guardswoman, waiting to make what may be, for each of them, their last phone call.

INT. MESS HALL

Yusef and the rest of Team Baker are sitting in their Hazmat suits, waiting to be deployed.

They watch as Helen walks out of the bathroom. She approaches the table and picks up her Hazmat suit.

HELEN
Will somebody tell me how to put this thing on?

CUT TO:

DARK WATER

rushes beneath us. We are flying low over the Atlantic Coast. We begin to ASCEND and suddenly it looms before us --

-- the glowing constellation that is Manhattan. We race toward it, flanked by other Chinooks flying in formation.

INT. CHINOOK HELICOPTER -- NIGHT

Helen sits by the window, watching as the city looms ever larger. She turns and looks at the others --

-- they sit in silence. Someone is holding a rosary as he mutters a prayer. Yusef fingers a set of worry beads.

YUSEF

It's strange. I don't want to die, and yet my heart is light. As a scientist, I can't help being excited to see it, even if it's the last thing I see before I die. Am I crazy?

Helen glances at the laptop computer mounted in the cockpit. On its screen, a countdown is in progress: 00:00:41:02.

HELEN

It doesn't make sense. The odds of a bolide making impact in the middle of Midtown Manhattan are --

ASTRONOMER

Astronomical.

Helen looks out the window, gazing into the canyons below: the streets have been barricaded to clear a path for E.M.T.'S, Fire Trucks, National Guard Humvees.

HELEN

All theater.

The Chinook reaches its designated position over the East River and hovers in place.

Dozens of other helicopters are scattered like fireflies across the luminous city skyline.

HELEN (CONT'D)

God, I loved this city.

They fall silent, watching the clock run down --

-- five, four, three, two, one. 00:00:00:00.

Nothing happens.

YUSEF

Where is it?

Everyone laughs nervously. They've cheated death, it seems.

YUSEF (CONT'D)

So much for their supercomputer.

HELEN

A mistake. It was all a mistake.

A CRACKLING of voices on the radio.

PILOT

Wait. They're... Roger that. They're telling me the object is still in its approach.

HELEN

Where is it?

PILOT

It's slowing down.

YUSEF

It's *slowing* down?

HELEN

Look.

An eerie GLOW suffuses the Eastern sky. The white aura slowly grows, spreading through the dome of the heavens.

EXT. CENTRAL PARK WEST -- NIGHT

Scattered pedestrians carrying briefcases and shopping bags make their way home. A YOUNG MOTHER pushing a stroller glimpses something out of the corner of her eye. She stops and gazes into the sky --

-- where the distant glow begins to coalesce, to focus itself into a small, intense point of light.

The light is moving across the sky, like a falling star -- but this star is falling toward us.

One by one, more pedestrians stop and turn their faces to the sky, as the falling star traces its long, elegant parabola across the night. A crowd is gathering.

Drivers in cars crane their necks out their windows to see it. A Taxi driver gazes out his window, mesmerized.

The light moves through the sky, reflected in the mirrored glass of Midtown skyscrapers, as people look on in awe.

Shafts of LENS FLARE shimmer endlessly in the night sky, and suddenly --

-- it is here: a celestial presence looming large before us.

It begins to DECELERATE, visibly slowing down as it approaches. The awed murmur of the crowd becomes a stunned silence.

EXT. CENTRAL PARK -- OVERHEAD -- NIGHT

It descends toward Sheep's Meadow at an almost majestic pace, until it hangs suspended a few hundred feet from the ground. Central Park has become a great box of light.

EXT. 79TH STREET -- NIGHT

Shafts of white starlight shimmer endlessly down the urban canyons: it is as if the city were illuminated from within.

EXT. CENTRAL PARK NIGHT

Every face is turned toward the light. The only sound is that of the autumn breeze through the trees. There is a long pregnant moment of silence, while the crowd below the sphere stares up in quiet awe.

As the light makes its final descent toward Sheep's Meadow, a blast of powerful wind and white moisture blows a divot into the ground below, creating a tremendous BLAST of mist, dirt and debris. The sound is deafening.

It becomes a great roiling cloud that fills the whole of Central Park. The cloud envelops the fallen star, until it looks like a great earthbound thundercloud shot through with lightning.

It overcomes many of the onlookers below -- even knocking some to the ground, raising scattered screams from the crowd.

The woman with the stroller grabs her baby just as the stroller is blown away.

Then, finally, the fallen star begins to dim, as if swallowed whole by the cloud.

The light is gone; the spell is broken. A ripple of fear and confusion moves through the crowd. SIRENS approach from every direction.

INT. CHINOOK HELICOPTER -- NIGHT

The helicopter races toward the city. We enter the canyon of 79th street --

-- to see that the distant plume of debris has become a great MUSHROOM CLOUD rising from the heart of Central Park.

Police and News HELICOPTERS buzz around the great cloud, their searchlights probing its darkness.

EXT. 79TH STREET -- NIGHT

The entire street has been barricaded off. The Chinook touches down at 79th and Madison. The bay door rolls open -- -- and they climb out in their Hazmat suits. A Humvee loaded down with monitoring equipment is waiting for them.

They climb in and the Hazmat-suited DRIVER puts the truck in gear. At Fifth Avenue, we see that a cordon of National Guard vehicles has already sealed off Central Park.

INT. CENTRAL PARK -- NIGHT

We enter the park and soon find ourselves at the edge of the great cloud. The Humvee rolls on until it can go no further.

Helen climbs out of the Humvee, a particulate monitor slung over her shoulder.

She enters the cloud of swirling dust and debris. All we hear is the sound of her BREATHING, and scattered bandlink transmissions in her earpiece.

VOICES (V.O.)

Team Alpha on Channel One... Keep this
channel clear for emergencies, Alpha...
Team Baker on Channel Two...

They shuffle their way through the dense cloud like Astronauts on a snowbound planet. A few lonely human forms amidst a few barely visible trees.

We hear the CLICKING of Geiger counters, the soft PINGING of particulate monitors. On Channel Two, we hear a voice that we recognize as Grossman's:

GROSSMAN (V.O.)

Isotope levels elevated, but not
dangerous...
(static)
...getting a lot of electrostatic
interference.

YUSEF (V.O.)

Me too. Did you feel that?

GROSSMAN (V.O.)

Feel what?

Helen stops in her tracks.

HELEN

I feel it.

We feel it, too. A deep, soundless RUMBLING in your bones.

We can feel it MOVING, unseen, like a great ghost ship passing in the fog.

HELEN (CONT'D)

It's close.

She takes a few steps forward. We can see TINY LIGHTS gently pulsing like beacons through the fog.

She walks with careful steps in its direction. She stops and gazes up with wide, unseeing eyes, feeling its immensity, hearing its otherworldly HUM in her ears.

EXT. CENTRAL PARK -- OVERHEAD -- NIGHT

We take in the whole tableau: the cloud that has enveloped Sheep's Meadow, the helicopters, the military vehicles and E.M.T's that surround it.

Now, silently, almost peacefully, A GENTLE BREEZE blows in off the river. It begins to stir the leaves on the trees.

The Cloud begins to shift in the breeze. It ever-so-slowly drifts toward the West --

and, like a great curtain being drawn aside, it gradually reveals what lies beneath:

AN ENORMOUS SPHERE

stands on the meadow, illuminated by the searchlights of hovering helicopters.

It seems almost like a planet of its own: its surface teems with swirling gases and scattered sparks of lightning.

It looms forty stories high and forty stories wide. From high above, it's as if Central Park were nothing more than a box designed to hold this strange jewel.

HELEN

stands in its shadow, overwhelmed. But now, as all the other scientists back away from the sphere in fear --

-- Helen steps forward, instinctively moving towards it.

She stares at it in mute reverence, as if it were the embodiment of dreams long abandoned.

In the background, we can see MILITARY VEHICLES forming a perimeter around the sphere, their weapons poised against it.

MILITARY SNIPERS take up positions on nearby rooftops. SHOUTING VOICES can be heard on the radio:

RADIO VOICES (V.O.)
 ...maintain a security perimeter around
 the object ... Negative... awaiting
 protocol instructions from Washington...

She stands in reverent silence before the globe. She watches, fascinated, as the atmospheric gases that cover its surface swirl around it in storm-like whorls and eddies.

The voices on the radio multiply and overlap:

RADIO VOICES (V.O.) (CONT'D)
 There is no protocol for this
 Situation... violation of our airspace...
 I am in command here. No one acts
 without my order...

The gases that surround the sphere gather in a hurricane-like whorl. Its "eye" opens and becomes a portal.

RADIO VOICES (V.O.) (CONT'D)
 Something's happening. It's moving!
 ... can't hear you! Keep this channel
 clear! Wait, someone's coming out of
 it...

A SILHOUETTED FIGURE steps into the opening.

Helen remains motionless as it emerges from the portal and slowly makes its way toward her. Now it comes into focus:

AN EXTRATERRESTRIAL BEING

a pale, grayish humanoid figure, with large dark eyes and an oversized head.

Helen gazes at it, eyes wide, her face bathed in light. At the sight of it, a single tear rolls down her cheek.

RADIO VOICES (V.O.) (CONT'D)
 What in God's name...? It's advancing...
 lower your weapons... we are locked and
 loaded... no one does anything until...

The Being gazes at her for a long moment. It reaches out to her with long, elegant fingers. The voices on the radio become a cacophony, building to a panicked crescendo:

RADIO VOICES (V.O.) (CONT'D)
 It's advancing!... if it gets any closer,
 prepare to fire... hold your fire, lower
 your weapons... do not, I repeat, do
 not... fire on my command... do not ...

She reaches out to take its hand, to touch it --

RADIO VOICES (V.O.) (CONT'D)
 FIRE!

-- and A GUNSHOT rings out. Helen's suit is spattered with blood. The Being groans and collapses into her arms.

She crouches, holding it tightly in her arms, sheltering it from the gunfire. She reaches out for her radio:

HELEN
 Stop! Don't shoot!

RADIO VOICES (V.O.)
 Hold your fire. Hold your fire!

She gazes into its eyes, sees the pain of betrayal.

She crouches there, holding it as its blood spills out all over her suit. Then she hears something. She looks up --

-- the atmospheric clouds on the sphere's surface seem to darken before us. We feel that familiar rumbling again, but this time deeper, more menacing.

All eyes turn toward the sphere as it begins to GLOW, turning an angry reddish-orange, the whorls and eddies on its surface teeming like flares upon the surface of the sun, building brighter, almost blinding --

-- until suddenly the chorus of static and walkie-talkies GOES DEAD.

Every light in the area -- the sodium lights directed at the sphere, the headlights of the Humvees -- all go dark.

An eerie SILENCE pervades. Then something emerges from the portal -- sphere, something unlike anything we've ever seen.

Though it weighs several tons, it moves swiftly, gracefully on four legs, with a predatory, pantherlike gait.

It is covered in a steel-grey carapace: it seems neither animal nor machine, but some kind of IDOL, some primitive God.

And this God is angry.

It stands before the disabled war machines, rearing up, and it emits a high-pitched, piercing SOUND -- or rather a chorus of sounds, like the teeming of a vast, angry swarm issuing from within its body.

The sound is devastating. Soldiers and scientists fall to their knees, covering their ears to block out the sound. It begins to approach the immobilized forces --

-- when a strange VOICE is heard. The Being in Helen's arms issues a hoarse COMMAND in an alien tongue -- it reaches out with its hand, gesturing --

-- and the Idol abruptly stops. It rises into an erect posture, folding its limbs in upon itself, until finally it stands dormant and motionless, like a great primitive totem.

The shrieking sound has ceased. Upon the Being's command, the Sphere's angry hue has dimmed, turned tranquil.

The strain of this effort has taken its toll on the Being in Helen's arms. It begins to lose consciousness.

RADIO VOICES (V.O.) (CONT'D)
Somebody call in a Medevac chopper!

The Medevac helicopter descends and touches down. MEDICS sweep in and shove Helen aside. They load the wounded Being onto a stretcher.

As Helen follows them back to the helicopter, she casts a final glance back --

-- at the great sphere on the lawn, and the fearsome Idol that stands before it, staring back at her.

CUT TO:

FLUORESCENT LIGHTS

buzz and flicker to life, one by one, illuminating

INT. FORT MONMOUTH -- MILITARY INFIRMARY -- NIGHT

A long, desolate institutional corridor, with a set of DOUBLE DOORS at its end.

We hear a distant HELICOPTER O.S., then SHOUTING VOICES, and then --

-- the double doors BURST open. Guardsmen and scientists flood the corridor, amidst the frantic SQUEALING of walkie-talkies.

Granier is amongst them, looking confused and overwhelmed. From outside, more shouting. The doors BLOW OPEN --

and a GURNEY careens headlong down the corridor, pushed by the medics. A shell-shocked Helen follows close behind.

As they enter the operating room, a young Guardsman stops her.

GUARDSMAN

Authorized personnel only.

HELEN

They need me in there. I'm not letting that thing out of my sight. Get authorization from Dr. Granier if you have to.

As the Guardsman searches the crowd inside for Granier, he is overwhelmed by another wave of medics and equipment. Helen impatiently sweeps in along with them, into

INT. OPERATING THEATER

A steel operating table, surrounded arena-like by empty chairs. The gurney is wheeled up to the operating table --

MEDIC

On three. One, two, three --

and we gaze down upon the wounded Being lying on the table.

Helen fades into the background as scientists swarm into the theater to look at the thing. The panicked MEDIC has to shout over the din:

MEDIC (CONT'D)

What am I supposed to do now? Should I give him fluids?

GRANIER

We don't know its physiology. For all we know, the fluids could kill it.

MEDIC

What do I do, then? It's bleeding out.
What do I do -- ?

Granier shakes his head, baffled.

Standing in the background, Helen looks down at the blood on her suit.

HELEN

Blood...

She hesitates a moment -- after all, she's not supposed to be here -- then calls out to Granier:

HELEN (CONT'D)

Blood. Its blood is oxygenated. Its system is water-based, like ours.

GRANIER

She's right. We'll have to take our chances. Give him IV fluids.

MEDIC

I can't find a vein. It doesn't have any veins!

GRANIER

Subcutaneous, then!

An E.K.G. is attached to the creature. A faint pulse is discovered. Then--

-- the Being begins to go into a seizure.

MEDIC

It's going into cardiac arrest.

A crash cart is wheeled out. More medics crowd around.

From the shadows, Helen drifts ever closer to the Being on the table, as if drawn to it.

A second Medic applies gel to the Being's chest, then takes out a set of DEFIBRILLATOR PADDLES

MEDIC 2

Clear.

A jolt of electricity. The Being convulses, and then, suddenly, as if in reply --

-- a SECOND JOLT blasts back through the paddles, SHOCKING the Medic, who drops the paddles. He almost falls over.

The Medics look at one another, bewildered. The first Medic checks the defibrillator:

MEDIC
It's dead. Thing shorted it out.

MEDIC 3
Pulse is stabilizing. It's stabilizing.

The E.K.G. confirms it: the Being's faint pulse is normalizing. The Medics turn to Granier.

MEDIC
What now, sir?

Granier turns to Helen.

GRANIER
Helen?

Everyone in the room -- thirty scientists -- all turn to look at Helen.

GRANIER (CONT'D)
This is your specialty, not ours.

She glances over at the creature lying on the steel table. Then:

HELEN
Surgeons. We need surgeons.

CUT TO:

SURGEONS

as they enter the observation booth that overlooks the operating theater.

INT. OPERATING THEATER OBSERVATION BOOTH

Helen looks them over. Some are still wearing their pajamas underneath their overcoats.

ANGRY SURGEON
You kidnap me in the middle of the night
and expect me to sign a release form?

They are led to the window and gaze down upon the Being on its steel table. The operating theater has been cleared. Trays of sterilized surgical instruments stand at the ready.

The assembled surgeons stare down at the being below in mute astonishment. Then:

SURGEON #1
Absolutely not.

SURGEON #2
I was trained to operate on human beings,
not... this.

SURGEON #3
You need to consult a veterinarian.

SURGEON #4
You need to leave it alone. It's an
epidemiological nightmare.

SURGEON #1
He's right. Quarantine it.

Granier looks at Helen anxiously. They're running out of doctors. Granier looks at their last option --

the Angry Surgeon. He's become very quiet. He gazes through the glass with a gleam in his eye. Finally, he turns to Granier:

ANGRY SURGEON
Where do I scrub in?

CUT TO:

AN OLD TRANSISTOR RADIO

as it's tuned in to a classical radio station. Apparently the Angry Surgeon -- henceforth known as DR. MYRON -- likes to listen to Puccini as he operates.

He stands over the operating table, wearing an oxygen mask and goggles to protect against any possible xenoviral infection. His anxious-looking NURSES have been outfitted with the same precautions.

The surgeon selects a gleaming scalpel and goes to work.

INT. OPERATING THEATER OBSERVATION BOOTH

Granier and Helen watch in rapt silence, along with a dozen other scientists. Dr. Myron provides color commentary via INTERCOM for the benefit of his spellbound audience:

DR. MYRON

Normally for gunshot we'd be using general anaesthesia, but as we don't know how the, uh ... patient will react, I'm opting for a local.

INT. OPERATING THEATER

The surgeon's scalpel hovers over the gray alien flesh. The nurses take a cautious half-step back.

DR. MYRON

Making the first incision now...

As he cuts, the Being twitches in small spasms.

DR. MYRON (CONT'D)

No explosions. So far, so good.

(laughs nervously)

Pale flesh: the texture is akin to... what? Whale blubber? I have no point of reference. I'm taking a specimen now.

He removes a small segment of gray flesh and carefully places it inside a glass test tube.

INT. OPERATING THEATER OBSERVATION BOOTH

HELEN

You should pack that in ice and chopper it to a genomics lab for DNA mapping.

DR. MYRON

Retractor, please. I'm entering the wound now, and... what's this?

INT. OPERATING THEATER

The surgeon has fallen silent. He steps away from the table.

DR. MYRON

I'm sorry. I'm a little taken aback.

INT. OPERATING THEATER OBSERVATION BOOTH

Granier reaches for the intercom button.

GRANIER

Please explain, Doctor.

DR. MYRON

I had expected anything. But not this.

GRANIER

What's wrong?

DR. MYRON

Nothing's wrong. That's the thing. It all seems so... familiar.

INT. OPERATING THEATER

The surgeon gazes down at his patient, confused.

DR. MYRON

The outer flesh is exotic, strange. But as I go deeper, I find muscle, nerves, veins, bone.

He cuts away another segment of gray flesh.

DR. MYRON (CONT'D)

This pale flesh. It just slices away, and beneath it is...

(a beat)

I'd like to keep cutting, if that's all right with you.

INT. OPERATING THEATER OBSERVATION BOOTH

Granier looks at Helen. She nods in agreement. Granier hits the intercom button:

GRANIER

Very well. Keep cutting.

INT. OPERATING THEATER

The surgeon cuts away ever larger segments of pale flesh, setting aside whole slabs of it on specimen trays. He looks up toward the observation booth for guidance.

DR. MYRON

More?

INT. OPERATING THEATER OBSERVATION BOOTH

The assembled scientists look on with mounting bewilderment.

GRANIER

Yes, more. Keep cutting.

INT. OPERATING THEATER

The Puccini Aria builds in intensity. Like a sculptor toiling over a slab of marble, the surgeon is utterly absorbed by his work. He occasionally glances skyward --

-- to see the scientists looking down from above, expressions of utter incredulity on their faces.

CLOSE ON the surgeon's gloved hand as it wrests something from within the Being's very throat -- the Being seems to choke as it's wrested free

-- and we reveal that it's almost like a long umbilical cord.

The surgeon sets it aside and keeps working. He doesn't even ask permission anymore. He just keeps cutting --

until, finally, his work is done. He steps back from the table, sets his scalpel aside, and looks up at the scientists above. The assembled scientists gaze down at the operating table, dumbstruck:

HELEN

It can't be.

But it is. Now, finally, as the Aria reaches its crescendo, we PULL BACK to gaze down at the operating table from above, and we behold what remains:

A HUMAN BEING

lies on the operating table amidst scattered remnants of gray flesh.

It is in a nascent state, its body hairless, damp, and pale, weighing no more than ninety pounds.

Its limbs are twisted, contorted with the pain of its forced birth: a butterfly torn from its chrysalis.

The scientists stand there in silence, trying to fathom this thing, reeling at the implications. Finally, Granier turns to Helen:

GRANIER

Tell me, please. What is the meaning of this?

Helen just shakes her head.

DISSOLVE TO:

EXT. STRATOSPHERE -- DAWN

The sun rises over the cloud layer. A distant METALLIC OBJECT skims over the sea of mist. As it comes into focus we realize that it's a...

INT. GULFSTREAM V JET -- CABIN -- DAWN

The wood-paneled cabin has the tightly controlled air of a crisis center. On a wall-mounted TV, Fox News is broadcasting images of the great Sphere in Central Park, where a crowd has gathered outside the barricades on 5th Avenue.

Everyone on the plane has gathered around the TV screen -- except for one woman, who sits by the window, wrapping up a phone call. A man in a GREY SUIT approaches, whispers:

GREY SUIT

Madame Secretary. As soon as you're ready, we can begin.

The woman nods. The staffers watch the broadcast with barely controlled anxiety. But as she takes her seat, REGINA JACKSON behaves as if this were just another day on the job.

GREY SUIT (CONT'D)

Several hours before NASA first detected the sphere approaching Earth, we lost contact with one of our DSCS-III listening satellites orbiting Earth.

The man in the grey suit flicks a button on the remote --

GREY SUIT (CONT'D)

Space Shuttle Atlantis was tasked to check on the satellite and perform maintenance as needed. But shortly after releasing the satellite, this is what she found --

-- and a pixilated VIDEO IMAGE appears onscreen. We recognize it immediately: the Atlantis' cargo bay, the sphere surrounded by the curious Astronauts.

REGINA

So the Sphere in Central Park isn't the only one.

GREY SUIT

No, ma'am. In fact, we have unverified intelligence that spheres like the one Atlantis encountered have landed in other locations around the world.

REGINA

Where?

GREY SUIT

So far, we've there have been sightings in Patagonia, another in Sulawesi, Indonesia --

REGINA

But none in populated areas.

GREY SUIT

No, ma'am.

REGINA

And nothing has emerged from any of these spheres.

GREY SUIT

No ma'am. Until now.

A silence. Tightly-wound UNDERSECRETARY JOHN DRISCOLL points at the image of the sphere inside the Shuttle:

DRISCOLL

Where is this sphere now?

GREY SUIT

We lost the sphere.

DRISCOLL

You lost it? How do you lose something that big?

On the monitor, the cargo bay door slowly opens.

GREY SUIT

It seems to have let itself out.

A bewildered silence.

REGINA

Excuse me, John, but I think we're asking the wrong questions.

DRISCOLL

Really. What questions should we be asking?

REGINA

Let's start with this: Where's our satellite?

GREY SUIT

The satellite seems to have vanished.

DRISCOLL

In the scheme of things, the loss of one satellite --

REGINA

DSCS-III stands for Defense Systems Communications Satellite. Remember what it communicates with?

A silence. They realize what she's getting at.

REGINA (CONT'D)

On top of that, there's a vast amount of vital intelligence stored on its hard drives. They know a lot about us now. We know next to nothing about them.

(a beat)

But the fact that they picked off that particular satellite tells us something about their intentions. Don't you think?

Her words hang heavy in the air. Onscreen, the cargo bay doors close, and the elusive sphere slips away once more.

INT. FORT MONMOUTH -- MILITARY INFIRMARY -- DAY

The corridor is alive with activity: scientists and medics frantically exchange information about the new discovery in the next room.

Helen stands alone, motionless amidst the chaos. It's only beginning to sink in for her. She approaches the doorway that leads into

INT. OPERATING THEATER

Darkened. The operating table and the Being upon it have been swathed in a plastic oxygen tent.

The tent is misted over with condensation, clouding our view of the form within. The only sound is the gentle HISSING of oxygen pumps.

The Being's arm is pressed against the plastic of the tent. She gazes at it for a moment --

-- the veins on the Being's skeletal arm have filled out since we last saw him. Muscles are now visible under the skin. Fine hairs have begun to grow on the skin of his forearm.

Helen reacts to these changes with awe. It's growing.

CUT TO:

THE AMERICAN FLAG

Fluttering furiously atop the hood of a black Lincoln Navigator -- one of a dozen S.U.V.s in the motorcade.

EXT. FORT MONMOUTH ARMY BASE - MAIN GATE - DAY

The convoy snakes toward the heavily guarded entrance.

GRANIER (V.O.)

Madame Secretary, these geneticists were brought in to study tissue samples harvested from the Being.

INT. SICK WARD/GENETICS LAB - DAY

The infirmary has been transformed: the bunks and mattresses have all been rolled away and lab equipment and racks of computer servers have been wheeled in.

Helen stands with Granier, Regina, and Driscoll. DR. IKEGAWA motions them toward a trio of huge flat-panel monitors, each one displaying an intricate DOUBLE HELIX.

DR. IKEGAWA

The Being is in a nascent state. We've taken samples of its body tissue, neural tissue, and this grey flesh it came wrapped in. These samples represent three distinct life forms.

REGINA

Three different DNA types?

IKEGAWA

Three different species entirely.

He gestures at the left-hand screen.

IKEGAWA (CONT'D)

The body tissue is human, grown from a simplified approximation of our genetic code.

(next screen)

The gray flesh encasing it seems to be a life-support system made of organic material -- some kind of bio-engineered space suit. What it most resembles, oddly enough, is placental tissue.

Regina blinks.

HELEN

Placenta is the oldest life-support system known to man. It makes perfect sense, really. We'd have thought of it ourselves eventually.

REGINA

Why bother becoming human at all? Why not just come here in its own body?

IKEGAWA

Most likely, its body couldn't survive in our environment.

GRANIER

Why didn't it wait until it was in human form to emerge from the sphere?

HELEN

It needed contact with human DNA. It's still collecting it to complete its growth.

Suddenly a single luminous chain of DNA takes over all three screens, practically surrounding them. Alongside it is the MRI image of the Being's brain.

REGINA

This is from the thing's brain?

IKEGAWA

Yes. It is orders of magnitude more complex than anything we've ever seen before.

REGINA
(to Ikegawa)
How much can you tell us about it by
decoding its DNA?

IKEGAWA
(laughs)
You don't understand. These are the Dead
Sea Scrolls. Geneticists are going to be
studying this code for generations.

REGINA
No. They aren't. This code is the
property of the US Government. Its very
existence is classified.
(to Granier)
From now on, I have to ask that any
discovery of new information comes to me
first. I need to know what we're up
against.

The scientists exchange uncomfortable glances.

IKEGAWA
It may be that we're not "up against"
anything at all.

Regina looks to Granier.

REGINA
I want to speak to it.

Granier shakes his head.

GRANIER
The Being is still fragile --

REGINA
I'll be gentle.

GRANIER
I'm afraid I must insist. This is the
most important discovery in the history
of mankind.

REGINA
It may well be the last discovery in the
history of mankind. If the thing on that
table can speak, we need to hear what it
has to say as quickly as possible, so we
can prepare for.... whatever comes next.

Granier falls silent. He has no choice.

GRANIER

As you wish. Helen, would you show her
the way?

Helen nods, then leads Granier, Driscoll and Regina into...

INT. OPERATING THEATER

Darkened but for a simple spotlight shining on the metal table in the center of the room. The Being lies on the table, still shrouded in its plastic tent.

Wires and electrodes are attached to every part of its body. A technician monitors the data on a nearby screen.

Helen quietly approaches the rack of test tubes of grey flesh. She casts a glance at Regina at the other side of the room, then surreptitiously slips one of the test tubes into her pocket.

Helen approaches the tent. Through the plastic, we can discern a single sleeping eye. Its pupil sweeps back and forth in REM sleep -- but at a ferocious speed.

HELEN

It's dreaming.
(to technician)
Any indication of neural activity?

TECHNICIAN

It lit up the MRI like Times Square.

Suddenly, through the tent, we see the Being's eye open.

HELEN

It's awake --

CLOSE ON the pupil as it dilates, adjusting to the light. It blinks, and then --

-- The Being suddenly REACHES for the tangle of IV tubes and electrodes attached to its other arm, jerking spasmodically, trying to pull them out --

Instinctively, Helen reaches out and grabs the thing's arm, trying to keep it from pulling the IV tubes free --

HELEN (CONT'D)

Go! Get help!

The technician hurries out. Helen grips it gingerly by the wrist. It struggles for a few moments, and then --

-- it finally surrenders. Through the oxygen tent, the eye is staring at her. She stands there, frozen in its gaze.

The eye adjusts, blinks, its mind experiencing -- what?

GRANIER

It recognizes you. Speak to it.

HELEN

It won't understand.

GRANIER

It may understand your intentions. Speak to it very calmly.

Helen gazes into the creature's eye.

HELEN

My name is Doctor Helen Benson. I am a friend to you. We are trying to help you. You have nothing to fear from us.

CLOSE ON the eye. A long moment. Then--

-- A trance-like WHISPER emanates from its lips.

THE BEING

...friend help you nothing to fear...

Helen backs away, stunned.

REGINA

Does it understand your words, or is it just parroting what you said?

HELEN

I... I believe it understood me.

THE BEING

...water...

Stunned, they all stare at the Being. Granier pours a glass of water from a nearby pitcher as TECHNICIANS enter the room.

GRANIER

Remove the oxygen tent.

They peel back the flaps, and Helen presses a button. The back of the table tilts slowly into a seated position.

Gradually, for the first time, the Being is revealed --

-- and what sits before us appears utterly human. Wiry, with a fine stubble of hair growing on his skull.

What is most striking are his eyes: they are unnaturally serene, yet they reveal nothing. They gaze right into you.

Granier steps forward, hands the Being the water... his hands tremble like those of a patient with a severe neurological disorder. He struggles to raise the cup to its lips.\ Helen speaks quietly to Granier, Regina and Driscoll:

HELEN

It used the word "water." None of us said that in its presence.

GRANIER

It already knows our language.

Driscoll shrugs, says without thinking:

DRISCOLL

They've hacked our satellites. They know everything about us --

REGINA

Mr. Driscoll. That's classified.

He falls silent. Helen and Granier exchange a look.

THE BEING

Come closer.

They stare at the Being, stunned: he is speaking in perfect, uninflected English.

Regina steps forward, into the light. Clears her throat.

REGINA

My name is Regina Jackson.

A moment.

REGINA (CONT' D)

I am the Secretary of Defense of the United States of America.

The Being doesn't react. Instead his gaze remains on the glass of water cupped in his hands.

REGINA (CONT'D)

I've been sent here to determine who or what you represent, what your intentions are, and, if possible, to open a dialogue...

The Being doesn't seem to hear her. He is utterly focused on raising the trembling glass of water to his lips.

Regina falls silent. They watch, spellbound, as he raises the glass high enough at last, and drinks. It appears to have been an act of supreme willpower.

He carefully lowers the glass. Sets it on the metal tray.

THE BEING

This body will take some getting used to.
(eyes his shuddering hand)
It feels unreal to me. Alien.
I will have to adapt somehow.

Helen steps forward, and addresses him in a near-whisper:

HELEN

What were you before you became human?

THE BEING

Different.

HELEN

Different how?

THE BEING

It would only frighten you.

HELEN

Perhaps. But we still want to know everything about you.

The Being looks at her closely, studying her. Then:

THE BEING

What do you want to know?

Helen's mind reels: she has a million questions at once.

HELEN

Let's start with this: do you have a name?

THE BEING

Klaatu.

HELEN

And what... civilization do you represent?

KLAATU

I represent a group of civilizations.

HELEN

Where is this group of civilizations?

KLAATU glances skyward, toward the heavens above.

KLAATU

All around you.

Regina steps forward.

REGINA

What is your purpose?

KLAATU

There is a gathering of world leaders not far from here. I will explain my purpose to them.

REGINA

I'm afraid that's not possible. Perhaps you should explain yourself to me instead.

KLAATU

Do you speak for the entire human race?

REGINA

I speak for the President of the United States. Now please tell me why have you come to our planet.

KLAATU

Your planet?

REGINA

Yes. This is our planet.

Klaatu looks at her differently for the first time.

KLAATU

No. It isn't.

Regina stiffens. She draws herself upright.

REGINA

In coming here, you have violated our
airspace. You've mounted an attack on
our troops --

KLAATU

I've attacked no one.

REGINA

That thing in the park --

KLAATU

It acted only to defend me when I was
shot. It reacts to violence. It attacks
only when attacked, or when I command it.

REGINA

It seems we have something in common. We
also defend ourselves when threatened.

KLAATU

You're afraid.

REGINA

Excuse me?

KLAATU

You're afraid.

(beat)

And for good reason.

INT. SICK WARD/GENETICS LAB - DAY

The members of the science team -- Helen, Granier, Ikegawa,
Dr. Myron, and the others -- wait in anxious silence.

Helen stares at the floor, hands thrust in her pockets. From
the hallway outside, FOOTSTEPS are heard -- and Regina
enters, along with her coterie of staffers.

The scientists snap to attention. Regina shakes a few hands.
Granier pulls up a chair for her.

REGINA

That's all right. I'll keep this brief.

(a beat)

I've spoken with the President and the
other members of the cabinet.

The room falls silent.

REGINA (CONT'D)

As you know, the situation is still unclear. We still don't understand the motives of this... entity. But its recent actions suggest those motives aren't benign.

Helen tenses.

REGINA (CONT'D)

The Being in our custody represents a bargaining chip, as well as a potential source of intelligence. As a result, we've decided to sedate him until further notice.

A murmur of protest from the scientists.

IKEGAWA

"Bargaining chip"? Is that another word for "hostage"?

DR. MYRON

Are you going to interrogate him?

REGINA

That's a possibility.

Granier has had enough.

GRANIER

Madame Secretary. As scientists, we cannot consent to this.

Regina speaks in soothing tones.

REGINA

You are men and women of science. I have the utmost respect for that.

(smiles)

Maybe it's because I was never much good at science in school. I was smart, but not that smart.

Her smile starts to fade.

REGINA (CONT' D)

I studied history instead.

(a beat)

History has lessons to teach us about first encounters between civilizations.

(MORE)

REGINA (CONT'D)

As a rule, the less-advanced species is either exterminated or enslaved. I'm thinking of Pizarro and the Incas, Columbus and the Native Americans...the list goes on.

(a beat)

Unfortunately, in this case, the less-advanced civilization is us.

She's got a point. But Granier just shakes his head.

GRANIER

This is our first encounter with a representative of an extraterrestrial civilization. Already you've shot him. Next you want to drug him? Interrogate him?

PUSH IN on Helen as she watches with mounting anxiety.

GRANIER (CONT'D)

We won't do it. Understand?

REGINA

I understand completely. Of course, if you won't do it, we'll have to call in someone who will.

GRANIER

I'm sure you can find someone who will do it. But we won't --

HELEN

I'll do it.

Everyone turns and looks at Helen.

GRANIER

Helen -- ?

HELEN

I said I'll do it.

Granier stares at her. Regina nods, satisfied.

REGINA

It's settled, then.

INT. MEDICAL DISPENSARY - DAY

Helen enters the dispensary, accompanied by Regina and two National guard MP's. She makes for the supply room.

Arranged on its shelves are glass ampules. She grabs a surgical syringe, then selects an ampule marked MIDAZOLAM (BENZODIAZEPRINE) WARNING: STRONG SEDATIVE.

HELEN
(to MP's)
We're good to go.

They turn to leave. But as she goes, she whisks another ampule off the shelf -- this one is labeled GLUCOSE SOLUTION. Both ampules disappear into the pocket of her lab coat.

As they exit, they pass Granier and others in the hallway.

GRANIER
You don't have to do this.

HELEN
You heard what she said. If we don't do it, someone else will.

He watches as she walks off down the long passage.

FURTHER DOWN THE CORRIDOR

Helen motions toward the ladies room.

HELEN (CONT'D)
Could you give me a minute?

Masking her impatience, Regina nods. Helen enters.

INT. LADIES ROOM - DAY

Stepping into the empty bathroom, Helen's calm demeanor is replaced by panic. She paces back and forth, trying to control her breathing.

Moving to the sink, she splashes cold water on her face. Stares at her reflection in the mirror, mind racing.

Drying her face with a towel, Helen reaches into her pocket and removes the bottles she took from the dispensary.

Staring at them, she calms a little. Closes her eyes and takes a long deep breath, gathering up her courage.

She slips the bottles back into her pocket, and exits.

INT. OPERATING THEATER - DAY

Klaatu lies in his bed, exactly as he was when they left. Regina and Helen enter, flanked by the two MP's.

REGINA

I want to apologize. It seems we got off to a bad start.

Klaatu glances at the holstered .45's On the M.P.s' hips.

KLAATU

It seems we did.

REGINA

These men are going to transport you to another facility for better medical care.

KLAATU

No, they're not.

REGINA

Excuse me?

KLAATU

I'm leaving.

REGINA

I'm afraid that's impossible.

She drops all pretense.

REGINA (CONT'D)

This is a military installation. You are surrounded by hundreds of soldiers. There's no leaving here.

KLAATU

On the contrary. I can leave whenever I choose.

(a beat)

You cannot control this.

Losing her patience, Regina steps back from the table.

REGINA

Dr. Benson, if you please?

Helen emerges from the shadows. She juggles the ampules in her pocket nervously, and pulls one out --

-- it's the Glucose Solution. She fills the syringe and approaches the Being. He makes no effort to resist. She spikes a vein, injects the needle --

and, as she slowly depresses the plunger, Helen gazes into his eyes to mouth a single, silent word:

HELEN

Run.

Klaatu says nothing. Then, louder:

HELEN (CONT'D)

He'll be unconscious within twenty minutes.

GRANIER

We need to clear the room now. His immune system is still weak. I don't want to further expose him to our germs.

REGINA

He should be watched at all times.

GUARD CAPTAIN

That won't be a problem, Ma'am.

He nods toward a battery of overhead SURVEILLANCE CAMERAS.

REGINA

Good.

She turns to leave. Then turns to face Klaatu at the door:

REGINA (CONT'D)

We are in control.

He says nothing. They exit, leaving him alone.

INT. FORT MONMOUTH -- MILITARY INFIRMARY -- DAY

As Helen walks away from the Operating Theater, her mask of calm falls away. She ducks into

INT. DISPENSARY

-- and pulls out the two ampules from her pocket. The glucose solution is empty. She wipes it down to remove fingerprints and is about to place it in a sharps container on the wall --

GRANIER

Helen.

She turns, slipping the ampule back in her pocket.

GRANIER (CONT'D)
I thought I'd find you here.

HELEN
I was returning the unused vial of
Midazolam.

Granier looks sceptical: he seems to suspect something.

GRANIER
We've known each other a long time,
Helen. We were once quite close.

HELEN
Yes, we were.

GRANIER
So I hope you'll be honest with me.

Helen looks at him. She drops her voice to a whisper:

HELEN
This is it, Michel. This is it.

GRANIER
I know.

HELEN
We can't blow this.

GRANIER
No, Helen. We can't.

She hears the uncertainty in his voice and stiffens.

HELEN
We've been at this for twelve hours. I
have to get back home to my son.

GRANIER
I'll see to it that you get a ride.
(a beat)
I hope you know what you're doing, Helen.

HELEN
I hope so, too.

CUT TO:

INT. OPERATING THEATER -- DAY

Klaatu glances at his shaking hand. He focuses his attention on it -- and soon it is perfectly steady.

He looks up at the surveillance camera directly overhead. He gazes at it for a long moment --

-- and the red light above the lens slowly begins to DIM.

INT. GUARDSTATION -- DAY

Two Guardsmen watch as the images of Klaatu on the TV monitors begin to flicker and fade. The Guard Captain calls Granier over to the bank of monitors.

GUARD CAPTAIN

Dr. Granier. We're losing the surveillance system.

INT. OPERATING THEATER -- DAY

The light on the surveillance camera finally WINKS OUT.

INT. GUARDSTATION -- DAY

Granier and the Guard watch as Klaatu's image flickers, then disappears from the screen entirely. Granier leads the way to the operating theater --

INT. OPERATING THEATER -- DAY

-- to find Klaatu already gone. His bed is empty.

INT. CORRIDOR

They walk out into the corridor, scanning the empty rooms as they pass. Then--

-- the overhead fluorescent lights begin to flicker ominously.

INT. SICK WARD/GENETICS LAB

Helen looks skyward, and immediately senses what's happening. As the other scientists look up from their flickering computer monitors, she gathers her things to leave.

INT. ELEVATOR

Regina and Driscoll glance up at the flickering lights.

The elevator lurches to a stop, then goes dark.

INT. CORRIDOR

Helen runs down the corridor as, one by one, the fluorescent lights above her flicker and die.

INT. CORRIDOR (ELEVATOR)

Silence. The entire building has gone dark.

Then, suddenly, a single tiny light goes on. We PUSH IN on it -- it's the "UP" ARROW beside the elevator doors.

Then, as if heeding some unseen command, the elevator doors part. The glowing elevator car stands before us, waiting.

INT. CORRIDOR

The Guardsman flicks on his flashlight. Its beam combs the empty corridors, searching. Then Granier spots a tiny light in the distance -- they race towards it --

-- it's the illuminated FLOOR NUMBERS over the elevator.

They're descending now, 8-7-6-5-....

INT. ELEVATOR

Regina flips open her cellphone, casting some light in the darkness. They hear something passing close by -- an eerie SQUEAKING, the GRINDING of metal in the elevator shaft next to them -- and Regina knows.

REGINA

It's him.

INT. CORRIDOR

The floor numbers descend, 4-3-2-1 ... and then stop at "B".

GRANIER

The basement. Go!

INT. BASEMENT

The entire group fans out through the basement level, their flashlights searching the darkness.

INT. HOSPITAL LAUNDRY

Granier quickly scans the room with his flashlight. He's about to move on when he sees it --

-- the wardrobe rack. A row of dry-cleaned uniforms hangs upon it, spaced with military precision -- but there's one uniform missing, like a gap in a row of perfect teeth.

The flashlight's beam tilts -- to REVEAL an identical gap in a row of shoes. He turns and runs for the stairwell --

INT. HOSPITAL -- GROUND FLOOR

Granier emerges from the stairwell onto the ground floor. All the doors leading outside are guarded by armed MP's.

Suddenly, the lights COME TO LIFE all around them.

GUARD CAPTAIN

We've got power -- !

(into his walkie)

Seal the main gate! No one enters or leaves!

But Granier knows what this means.

GRANIER

It's too late. He's already gone.

The elevator doors open -- and Regina emerges. They exchange a glance, and she immediately knows what's happened.

GRANIER (CONT'D)

Helen.

CUT TO:

EXT. NEW JERSEY TURNPIKE -- DAY

Eight lanes of traffic rumble endlessly beneath leaden skies. A light rain is coming down. Someone steps into frame

-- it's Klaatu. He walks along the shoulder of the highway. Though he is pale and weak, he walks at a steady pace, his eyes fixed on the distant horizon.

Garbage is strewn along the side of the highway. The landscape is dotted with smokestacks and sewage treatment plants. A haze of car exhaust hangs over everything.

Trucks rumble past, airhorns BELLOWING, towing trailers packed with cows headed for the slaughter. He marches through this hostile landscape like a soldier caught behind enemy lines.

A GREYHOUND BUS THUNDERS PAST, missing him by inches. He watches it slow in the distance, peel off an exit ramp and turn into a BUS STATION just off the freeway.

INT. GREYHOUND BUS STATION -- DAY

An old-fashioned flip-card signboard looms over the lobby. Klaatu scans the DEPARTING BUSES list --

-- and finds what he's looking for: NEW YORK/PORT AUTHORITY -- DELAYED. Klaatu seems only mildly inconvenienced.

Crowds of people sit on benches and the floor with their bags, waiting. There's already a sense of agitation in the air, as if a storm were coming.

Klaatu heads for an old vending machine along the wall. He scans its contents, then reaches out, gently touching a fingertip to the glass --

-- and the metal corkscrew within slowly begins to MOVE. An ancient plastic-wrapped sandwich tumbles into the bin below. He reaches in and pulls it out.

He turns and spots a LITTLE BOY nearby with a perplexed look on his face: he has witnessed the whole thing.

Klaatu goes to a bench and sits down. He glances around the bus station. Two STATE TROOPERS stand near the ticket counter. A small crowd has gathered around a TV set behind the counter --

-- which plays amateur VIDEO FOOTAGE of the Sphere's landing in Central Park. Onscreen, Klaatu emerges from the Sphere, is shot, and collapses.

He watches from his bench with a blank expression. Only when the radiation-suited figure -- Helen -- crouches over him, shielding him from further attack, do his eyes betray a momentary flicker of curiosity.

He opens the sandwich carefully. He eats it mechanically, without seeming to taste anything. Then he glances down -- and sees a spot on his shirt. It's blood. His wound has reopened.

He rises, hides the blood beneath his lapel, and heads for the men's room, passing the State Troopers as he enters

INT. MEN'S ROOM

He pulls back his lapel to examine the spot of blood. He runs the faucet, soaks some paper towels.

He looks at himself in the mirror: he is pale and sweaty. He grips the countertop tightly --

-- and collapses.

INT. HELEN'S TOWNHOUSE -- DAY

Helen enters, with Jacob behind her. She triple-locks the door behind them. Jacob slinks off to the living room and turns on the TV. She walks into the kitchen --

-- to find the telephone receiver lying on the counter where she left it the day before.

TELEPHONE

... please hang up and try again...

She hangs up the phone. She reaches into her pocket --

-- and pulls out the ampules.

She places them on the countertop, still unsure of what to do with them.

Jacob calls out from the next room:

JACOB (O. S.)

So what did the cops want, Morn?

HELEN

They weren't cops.

JACOB (O. S.)

What were they, then?

HELEN

I'll tell you about it later.

JACOB (O.S.)

Everybody thought you were in jail.

HELEN

Don't be silly, Jacob.

Finally, she makes her decision. She sweeps the ampules into the sink and turns on the garbage disposal. A CRUNCH of breaking glass, and they're gone. She walks into

INT. HELEN'S TOWNHOUSE -- LIVING ROOM -- DAY

She enters and looks at the bigscreen TV. What she sees leaves her speechless --

-- there, for the thousandth time today, they are airing the footage of Klaatu's arrival in Central Park.

Suddenly it all comes flooding back to her.

HELEN

My God. It really happened.

Helen stares, dumbstruck. Onscreen, her radiation-suited form holds fast to Klaatu, shielding him from gunfire.

They watch as, onscreen, the wounded Klaatu is whisked away in the Medevac chopper. The camera SWISH-PANS over --

-- to where the fearsome Idol remains standing. Waiting. Helen shivers with dread at the sight of it.

JACOB

We're all gonna die.

HELEN

No, we're not. Everything'S going to be fine. Come on, Jacob. Pack your things.

JACOB

Where are we going?

HELEN

I don't know yet. But we've got to get out of here.

She starts running up the stairs to pack. Suddenly the telephone RINGS. She looks at it with dread.

HELEN (CONT'D)

Don't pick up the phone.

He picks it up anyway.

JACOB

It's for you.

He holds it out to her. She reaches out and takes it.

HELEN

Hello.

TELEPHONE

Dr. Helen Benson? I'm calling from the Greyhound Terminal on Exit 47. We've got your patient here.

HELEN

(relief)

You've made a mistake. I'm not that kind of doctor. I don't have any --

Then she realizes.

HELEN (CONT'D)

I'll be right there.

EXT. HELEN'S TOWNHOUSE -- CUL-DE-SAC -- DAY

Helen and Jacob walk outside. Isabel and her husband are loading up their car like everyone else.

Helen looks at the boy. She has no other option but to take him with her.

HELEN

All right. Get in the car.

INT. HONDA CIVIC/NEW JERSEY TURNPIKE DAY

Helen drives her Honda Civic through the rain. Her son sits in the backseat. Up ahead she sees the Greyhound Terminal.

INT. GREYHOUND TERMINAL -- DAY

Klaatu sits on a bench by the men's room, with the two State Troopers looming over him. Helen sees them and hesitates for a moment, but she's already been spotted.

STATE TROOPER

Dr. Benson?

She nods. The Trooper motions toward Klaatu.

STATE TROOPER (CONT'D)

We were going to call in the E.M.T.'s, but he kept asking for you. Normally we'd have to take him in to the E.R. --

HELEN

Thank you, officer, but that won't be necessary. I can take it from here.

The troopers walk off. From here, Helen can see her son in the parking lot.

She gazes at her child, then looks at this strange being standing next to her. Then she looks away.

HELEN (CONT'D)

I gave up hope that you existed. And now, here you are.

(a beat)

I want to keep helping you, but I've already lost one of the people I love. I won't risk the safety of the other. Understand?

Klaatu is silent.

HELEN (CONT'D)

Before we go any further, there's one thing I have to know. Back at the hospital, you used the word "friend".

(a beat)

Are you a friend to us? Or not?

Klaatu stares into the distance, as if distracted.

KLAATU

I'm a friend to the Earth.

Helen considers this a moment. Finally, she nods.

HELEN

All right.

(a beat)

What do you want from me?

He looks in the direction of the car. Helen nods.

INT. HONDA CIVIC -- DAY

Klaatu climbs in. Jacob stares at him.

KLAATU

Hello.

JACOB

Hi.

She puts the car in gear and pulls out of the parking lot.

HELEN

Now what?

He turns to face her.

KLAATU

Turn left.

She obeys.

KLAATU (CONT' D)

Now just ... drive.

Soon the road begins to open up before them. Helen turns to look at Klaatu. He is pale and visibly weak.

Helen glances in the rear-view mirror: Jacob gazes out the window, listening to his earphones. Helen speaks softly:

HELEN

We need to get you to a doctor.

KLAATU

That won't be necessary. Look in your pocket.

(a beat)

Not that one. The other one.

She reaches into her coat pocket -- and pulls out one of the test tubes filled with grey flesh that she took from the operating theater.

Klaatu reaches out his hand. She gives it to him.

He unbuttons his shirt, revealing an ugly surgical scar zigzagging across his chest.

He uncorks the test tube and applies a bit of the gray pulp to his fingers. Then he rubs it into the scar.

Instantly, the scar begins to heal. She watches, amazed.

He puts the stopper in the tube and offers it back to her.

HELEN

I think you'd better hang on to that.

EXT. COUNTRY ROAD -- NIGHT

The road narrows. The area is dark and remote. Suddenly, Klaatu snaps to attention.

KLAATU

This is it.

HELEN

This is what?

KLAATU

Pullover here.

HELEN

Here? There's nothing around for miles.

He says nothing. She hesitates a moment, nervous: where is he taking them? Finally, she obeys.

Klaatu climbs out. He disappears into the woods. Helen sits there, waiting.

JACOB

Uh, Mom? Who is this guy?

HELEN

He's a friend from work.

JACOB

What kind of friend from work is he?

HELEN

We're just giving him a ride.

JACOB

Why can't he rent a car?

HELEN

He's ... foreign, OK?

JACOB

Foreign?

HELEN

We're going to sit quietly for a couple minutes. No more questions. All right?

They sit in silence. She watches the trees, waiting. Jacob watches his mother closely. Then:

HELEN (CONT'D)

Wait here. Don't unlock the door for anybody but me. I'm serious.

He nods. She gets out and locks the doors behind her. Then she, too, vanishes into the woods.

EXT. WOODS -- NIGHT

She walks into the forest. Shafts of moonlight penetrate the canopy of branches overhead. All she hears is the wind through the pines. Soon she hears another sound --

-- a loud DRONING noise.

She walks in the direction of the sound. A fly buzzes in her face. She shoos it away --

-- only to find herself walking into a cloud of insects. She presses on, through the swarm --

-- until she reaches the edge of a great SWAMP. In the distance she sees Klaatu staring, trance-like, into its waters. A glow appears from below the surface.

A riot of bubbles erupts as the light breaks the surface...and a Sphere, twelve feet in diameter, emerges from the depths of the swamp. Rivulets of water rush over its surface as it rises.

The Sphere moves toward Klaatu, not rolling in contact with the ground but floating. Levitating. He descends to meet it at the waterline. Klaatu shuts his eyes and touches the sphere --

-- and the sphere begins to GLOW. The waters surrounding the Sphere suddenly teem with life. Fish, frogs, all swimming like sperm fighting to fertilize one enormous egg. Insects swarm around the sphere, as if drawn to it...

... and as we ASCEND AWAY from the scene, we see distinct, glowing points of light scattered across the landscape...

EXT. MOUNTAINS NIGHT

... A FLOCK OF BIRDS suddenly changes direction -- soaring past a stand of trees towards a FAINT GLOW amidst the trees. They descend toward the glow, REVEALING a glowing sphere in the snow...

EXT. DESERT -- NIGHT

... great drifts of sand blow away, REVEALING a sphere hidden beneath the dunes ... sidewinders cut S-shaped paths in the sand as they approach it...

EXT. CENTRAL PARK - OVERHEAD - NIGHT

... and now we descend through the fog toward the immense Sphere in the center of the park. It, too, has begun to GLOW.

Helicopters of all kinds -- military, police, media -- hover around it like curious insects.

We descend through this swarm, MOVING IN on the solitary form of the Idol standing like a totem before it. The rain streams down its dark skin.

An entire military apparatus has been set up around the Idol, with great banks of SODIUM LIGHTS to illuminate it from all sides.

Track has been laid down on the ground surrounding it, with remote-controlled cranes holding great Titanium panels at the ready.

We TILT UP from the Idol to see the Sphere gently GLOWING in the background.

Now, as if provoked by the activation of the Sphere, we hear them --

-- two Humvees rolling slowly toward the Idol from across the park. They roll to a stop fifty feet away.

Soldiers stand in the rear M-60 gun turret of each vehicle, their weapons trained upon the Idol.

A door opens in the second Humvee, and two Kevlar-clad men climb out -- a MARINE COLONEL and an NYPD BOMB SQUAD OFFICER. The Marine Colonel radios in an order --

-- and the cranes move in on the Idol, their hydraulic arms maneuver the Titanium panels into place. One by one they bolt them together, boxing the Idol in.

As the final panel is moved into place, obscuring the Idol's face, we

CUT TO:

EXT. WOODS -- NIGHT

Klaatu steps away from the sphere, watching as living things crowd around it.

Helen watches from a distance, eyes wide. Then she turns and heads back.

INT. HONDA CIVIC -- NIGHT

Helen sits in the driver's seat. She's pretty spooked.

Someone knocks on the window. It's Klaatu. She unlocks the passenger door and he gets in.

KLAATU

Let's go.

HELEN

Where are we going?

KLAATU

I have to meet someone.

HELEN

Meet who?

He reaches over -- she flinches --

-- and he pulls something out of her hair. It's a bee. She looks away, embarrassed at having been caught spying. She puts the car in gear and begins to drive.

Klaatu rolls down the window and carefully releases the bee, setting it free.

They drive along the desolate two-lane blacktop. Klaatu gazes out the window. In the distance, a train rumbles past, loaded down with fuel-tanker cars.

We are approaching the outskirts of a town. Helen spots something in the distance --

HELEN (CONT'D)

Oh, God. It's starting.

-- a discount store with its window smashed in.

LOOTERS are handing boxes through the window, loading up trucks with supplies.

JACOB

Why are they doing that?

HELEN

It's OK, Jacob. They're just gathering supplies.

JACOB

What for?

Helen is momentarily at a loss.

KLAATU

They think the world is about to come to an end.

A silence. Then:

JACOB

Maybe they're right.

EXT. NEW JERSEY TURNPIKE -- NIGHT

CUT TO:

The towers of Manhattan loom on the horizon. Traffic on the lane heading out of the city is bumper-to-bumper. A mass exodus is underway.

The Northbound lane, however, is clear sailing. This is the lane that Helen's Civic navigates.

KLAATU

This is it. Turn here.

INT. HONDA CIVIC / MCDONALD'S PARKING LOT -- NIGHT

Klaatu points out the offramp: it leads to a rest-stop McDonald's.

HELEN

McDonald's? You sure?

He nods. She shrugs and pulls into a parking space.

In the backseat, Jacob gazes at the long traffic jam of cars fleeing the city. He seems angry.

JACOB

Why are people running? Shouldn't they stay and fight?

HELEN

They may not have come here to harm us.

JACOB

We should kill them anyway, just in case.

Helen glances nervously at Klaatu.

HELEN

You don't mean that.

JACOB

Yes I do. That's what Dad would have done.

HELEN

I think he would have looked for another way.

JACOB

He would have fought.

Helen falls silent. She realizes that Klaatu is watching them. His expression is one of detached curiosity.

The boy leans forward in his seat and looks at Klaatu.

JACOB (CONT'D)

What do you think?

KLAATU

Of what?

JACOB

Do you think people should run, or should they fight?

Klaatu turns and looks out the window, at the cars on the highway. Helen listens closely.

KLAATU

Neither.

JACOB

What should we do, then?

KLAATU

Nothing.

JACOB

Nothing?

KLAATU

There's nothing you can do.

Helen stares at him. Then:

HELEN

Jacob. Go inside and wait for us.

The boy reluctantly climbs out of the car, leaving them alone.

KLAATU

Tell me something. Where is the boy's father?

HELEN

Why do you want to know?

KLAATU

If you don't want to tell me, that's fine.

Helen hesitates, then:

HELEN

He's dead.

KLAATU

How did he die?

HELEN

He was in the Army.

KLAATU

I see.

Klaatu turns and looks out the window.

KLAATU (CONT'D)

So. The boy wishes his father were here to rescue the world from the aliens.

HELEN

The boy wishes his father were here for a lot of reasons. The aliens being the least of them.

(a beat)

Besides, he wasn't that kind of soldier. He was an engineer. A science geek, like me. West Point was a great education, free tuition....

(a beat)

That was Before. Back then, we didn't know things would turn out this way. I never dreamed that he, of all people...

She stops herself. A wan smile.

HELEN (CONT'D)

But that's how it is, right? Planes crash, buildings crumble, the dominoes tumble, my husband is dead. We are all just billiard balls in motion. The universe is random.

Klaatu turns to look at her.

KLAATU

No. It isn't.

Helen just stares at him. Then:

HELEN

Look. I need to know.

KLAATU

Know what?

HELEN

What is this mission of yours? Why did you come here?

He hesitates a moment. He chooses his words carefully.

KLAATU

I came to save the Earth.

Helen stares at him a moment.

HELEN

Save the Earth from what?

Then, Klaatu sees it --

KLAATU

He's here.

-- a TAXICAB pulls into the parking lot. Klaatu climbs out of the car. Helen follows him, determined to finish their conversation --

-- but then the taxi's rear door opens and a YOUNG CHINESE MAN steps out. He holds the door open --

-- and an 80-year-old man emerges from the taxi. MR. WU walks with great difficulty, using a cane.

MR. WU
 Too cold outside. We go inside.
 (to Driver)
 Wait here.

Mr. Wu begins to shuffle his way to the McDonald's.

INT. MCDONALD'S -- NIGHT

Mr. Wu and Klaatu sit at a table by the window.

Mr. Wu's grandson brings a styrofoam cup filled with hot water and places it in front of his Grandfather. He places a tea bag into the water. Then he goes to an empty table and sits down, waiting.

Helen and Jacob sit nearby. She leans over and whispers:

HELEN
 Do you speak English?

WU'S GRANDSON
 Little English, yes.

HELEN
 Are you one of them, too?

Wu's grandson smiles blankly, uncomprehending:

WU'S GRANDSON
 One of who?

Helen turns to look at Klaatu and Mr. Wu, trying to listen in to their conversation.

But to Helen's surprise, Klaatu speaks in fluent Mandarin Chinese:

KLAATU
 (in Mandarin, with English subtitles)
 I was worried you wouldn't be here.
 You've been out of contact for a long time.

Mr. Wu sets his tea bag aside.

MR. WU
 I had a dangerous assignment. This is hostile territory.

KLAATU

I've noticed.

Mr. Wu clucks disapprovingly.

MR. WU

You should have been more careful. You might have spared yourself that bullet.

KLAATU

I knew I was taking a risk. I came here as an envoy, so that I could speak to their leaders peacefully --

MR. WU

They are not a peaceful race. I've lived amongst them seventy years now. I know them well.

KLAATU

And?

Mr. Wu hesitates a moment, then:

He nods.

MR. WU

I don't think there's any hope for them. Any attempt to reason with them would be a waste of time.

KLAATU

Is that your official report?

MR. WU

The tragedy is, they know what's going to become of them. They sense it. But they can't seem to do anything about it.

KLAATU

It's decided, then.

Klaatu rises slowly to his feet. The meeting is over.

KLAATU (CONT'D)

Soon the Earth will be able to start again.

EXT. MCDONALD'S -- NIGHT

Klaatu walks with Mr. Wu as he shuffles back to his taxi.

KLAATU

The end is coming soon. You should
prepare for the journey home.

MR. WU

I'm staying.

KLAATU

You can't stay here.

MR. WU

I can, and I will.

KLAATU

If you stay here you'll die.

MR. WU

I know.

Klaatu stares at him. Mr. Wu shrugs.

MR. WU (CONT'D)

This is home for me now.

KLAATU

You called them a dangerous race.

MR. WU

True. But there's another side, as well.

He gestures at his grandson.

MR. WU (CONT'D)

You see, I love them.

(off his look)

It's a mystery to me, too. I can't
explain it.

He struggles to find the words.

MR. WU (CONT'D)

For years, I cursed my luck at being sent
here. Human life is hard. And yet, as
this life comes to an end --

(a beat)

I feel so lucky to have lived it.

His grandson helps him back into the taxicab. He tells the
driver to take him back to the airport. The taxi pulls away -

-- leaving Klaatu standing there, as Helen looks on. He
turns and heads for the car.

KLAATU

Let's go.

HELEN

No.

Klaatu turns.

HELEN (CONT'D)

We're not going anywhere until you tell me what's going on.

KLAATU

I don't have much time.

HELEN

Then you'd better talk fast.

Klaatu calculates.

KLAATU

I have one more place to go. Take me there, and when I'm done, I'll tell you everything you want to know.

Off Helen's reaction, we

CUT TO:

EXT. BERING STRAIT -- DAY -- (VIDEO FOOTAGE)

We are soaring over an ocean flecked with whitecaps and strewn with scattered icebergs: we are in a helicopter soaring over the Bering Strait.

We hear the excited VOICES of a Korean CAMERA CREW in the background. The camera TILTS UP and we see it --

-- the dome of a huge SPHERE crowning above the waterline. Most of the Sphere is beneath the surface, but we can see it slowly turning in the water, like a planet in orbit. A pod of grey whales swims toward it.

The image PAUSES in mid-frame.

DRISCOLL (O.S.)

That's the first one. Then there's this, from the Okavango Delta.

INT. FORT MONMOUTH -- COMMANDANT'S OFFICE -- NIGHT

Driscoll leads Regina to a second monitor, taps a remote --

-- and ONSCREEN, we see aerial footage of a large impact crater in the middle of the jungle. At its center is another sphere. MONKEYS chatter and scream, dancing excitedly around it.

DRISCOLL (O.S.)
But here's the one that's the most interesting -- from Peru.

EXT.BOLIVIAN JUNGLE -- DAY (CELLPHONE FOOTAGE)

An agitated crowd of PERUVIAN FISHERMEN has just discovered another sphere in a tidal pool.

REGINA (O.S.)
I've seen enough.

DRISCOLL (O.S.)
Wait. There's more.

The onscreen footage cuts away, to some sort of military installation. The same sphere has been hauled out of the jungle chained to a flatbed truck.

A crowd of soldiers and onlookers stands watching as an INDUSTRIAL LATHE makes contact with the sphere --

-- and the sphere begins to react, vibrating on the bed of the truck.

The cellphone image becomes blurry, frantic. VOICES cry out, shouting in alarm and wonder. Then, finally, the cellphone image steadies, and we can see what's happened --

-- the Sphere has been crudely bisected. A viscous liquid drains from within it. There's more jostling and shouting, and then we catch our first glimpse of what's inside:

OTHERWORLDLY BEINGS

with shapeless bodies and spherical eyes and writhing tentacles. It seems they have cracked open a great alien egg.

INT.FORT MONMOUTH -- COMMANDANT'S OFFICE -- NIGHT

Regina and Granier gaze at the onscreen beings, stunned.

REGINA
Is that ... them?

GRANIER

No. It's us.

Granier reaches out and pauses the image. We PUSH IN closer, REVEALING that these are not aliens at all, but Cephalopods -- Octopi, squid -- all lying in a dormant state within the great cracked sphere.

GRANIER (CONT'D)

They're ordinary invertebrates -- they're collecting specimens.

DRISCOLL

They're not an invasion force. They're stealing life from our planet --

REGINA

It's not our planet.

DRISCOLL

What?

REGINA

"It's not our planet". That's what he said to me. He's not stealing life from Earth. He's rescuing it.

All at once Regina realizes:

REGINA (CONT'D)

An ark.

GRANIER (CONT'D)

Excuse me?

REGINA

It's an ark. So are the other spheres.

(a beat)

They're saving as many species as they can.

GRANIER

But if the spheres are the ark, then what comes next is...

REGINA

... the Flood.

CUT TO:

EXT. CORNFIELD/HIGHWAY -- NIGHT

A BRIGHT GLOW shimmers through the cornstalks. Helen's car is parked by the side of the road. She steps out and walks toward the cornfield, her face bathed in the otherworldly light.

There's a RUSTLING sound through the field as the cornstalks blow toward us, propelled by some powerful wind. The light begins to shimmer through the cornfield, to shift --

-- and then to RISE. It rises out of the cornfield, slowly at first, then faster, until finally another glowing sphere looms over us.

We see its reflection in the car's window. Inside, Jacob is oblivious as he listens to his iPod. Then the sphere begins to accelerate --

-- until finally it soars away from them, leaving only a streak of light in its wake.

Far off in the distance we see other streaks of light -- other spheres leaving Earth's atmosphere.

On the highway behind Helen and Jacob, other cars slow to watch the display. All eyes are on the sky. No one notices as Klaatu emerges from the cornfield.

KLAATU

It's done.

CUT TO:

INT. SICK WARD/GENETICS LAB -- NIGHT

The doors to the lab burst open and one of Granier's technicians bursts in, excited:

NASA TECHNICIAN

They're leaving. The spheres are leaving!

Confusion. Excited murmurs. Granier and his staff exit the lab --

EXT. FORT MONMOUTH -- COURTYARD -- NIGHT

Hundreds of soldiers have already gathered outside, their faces turned toward the sky. We pull back to reveal what they're looking at:

SPHERES

Dozens of them, some of them visible from hundreds of miles away, are rising through the night sky. All over the world, it seems, the spheres are leaving.

A wave of excitement rushes through the crowd -- applause, cheering -- as they celebrate the spheres' departure.

We PULL BACK through the throng, taking in their jubilant faces -- it's over! They're leaving!

-- until, finally, we reach Granier. His face is drawn, ashen. He knows what this means.

INT. COMMANDANT'S OFFICE -- NIGHT

Regina standing at the window of the Commandant's office, watching the spheres depart, her expression grim.

REGINA

There's nothing to celebrate.

She turns back to the conference room.

REGINA (CONT' D)

If I'm right, this is the last step before they strike. We don't have much time.

She indicates several photographs of the Idol scattered on the conference table.

REGINA (CONT'D)

Has that thing been isolated?

DRISCOLL

It's at our PURGE facility now.

REGINA

We have to open it up.

(off his look)

We may be fighting an army of those things soon. We need to know what we're up against.

AIDE

Madam Secretary, we have the White House on teleconference.

As Regina heads into the conference room:

REGINA

We need Helen Benson and the Being in custody, at all costs. Alive if possible. Dead if necessary. But they must be found.

CUT TO:

EXT. CORNFIELD/HIGHWAY -- NIGHT

Helen and Klaatu are standing at the edge of the cornfield. Klaatu gazes out at the cornfield, at the mountains in the distance.

KLAATU

This planet is dying.

Helen is stunned. Klaatu turns to look at her.

HELEN

How -- ?

Then she realizes.

HELEN (CONT'D)

It's us, isn't it. We did it.

Klaatu nods.

KLAATU

Don't look so surprised. You've known a long time. You just ignored the signs.

She stares at him:

HELEN

That can't happen, can it? You won't let that happen. You came here to help us.

KLAATU

No. I didn't.

HELEN

But you said. You said you came here to save us.

KLAATU

I said I came to save the Earth.

HELEN

You came to save the Earth....

And then it dawns on her.

HELEN (CONT'D)

....from us. You came to save the Earth from us.

Klaatu nods slowly.

HELEN (CONT'D)

You said you were a friend.

KLAATU

I'm a friend to the Earth.

HELEN

And we're destroying the Earth. So you've come to destroy us first.

KLAATU

This world is like no other. There are only a handful of planets in the cosmos that are capable of supporting life at all. It can't be allowed to die.

HELEN

But we can change. We can still turn things around.

He shakes his head "no".

KLAATU

We've watched, and waited, and hoped that you would change. But you did nothing.

(a beat)

Now it's reached the point of no return. We have to act.

Helen takes a step back, overwhelmed.

KLAATU (CONT'D)

We'll undo the damage you've done and give the Earth a chance to begin again.

HELEN

You don't have to do this. We can change, if you just give us another chance --

KLAATU

We can't risk the survival of an entire planet for the sake of one species.

HELEN

But --

KLAATU

The decision is made. I'm sorry.

Helen stares at him, realizes: He means it. She takes a step back, eyes widening, as panic floods her senses.

A VIEW THROUGH A CAR WINDOW

Helen and Klaatu standing by the side of the highway, as seen in the headlights of a State Trooper car.

Mounted to the young STATE TROOPER's dashboard is a laptop computer: on its screen are photographs of Helen and Klaatu, along with Helen's license plate number.

He spots a car pulled over by the side of the road, and two people talking beside it. He flips on his high beams: it's Helen and Klaatu. He checks the license plate, then pulls over behind them.

Helen sees the Trooper pullover. She looks at Klaatu. He knows what she's thinking.

KLAATU (CONT'D)

You can tell him if you want to. It won't make any difference. The process is underway.

The Trooper steps out of the car with his gun poised at them.

TROOPER

Hands on the hood of the car.

(re: Jacob)

Is that a child in the car? Get him out.

Jacob emerges from the car.

TROOPER (CONT'D)

Both of you -- hands on the hood of the car.

Helen obeys. Klaatu ignores him. The Trooper cocks his weapon, raising his voice:

TROOPER (CONT'D)

All right. Get down on the ground, hands behind your head.

Klaatu turns to look at him. OVER THE TROOPER'S SHOULDER, we see a distant pair of headlights approaching.

KLAATU

I'm going to reach out very slowly and take your weapon from you. I'm not going to hurt you.

The Trooper stares at him. The distant headlights grow closer.

TROOPER

I repeat: get down on the ground!

Klaatu ignores him. He reaches out for the gun.

TROOPER (CONT'D)

This is your last warning!

Klaatu's hand reaches out, slowly.

TROOPER (CONT'D)

Keep your hands down or I will fire!

The Trooper instinctively takes a step back. Klaatu glances past him, at the approaching car --

-- and it goes into a STALL. The car keeps rolling at high speed -- the driver's steering wheel LOCKS --

HELEN

Look out -- !

-- and we hear a THUMP as the Trooper is hit by the car. Helen clutches her child to her, but he's already witnessed the scene.

The Trooper lies on the ground, motionless. The car's driver climbs out, looks at what he's done.

DRIVER

My God --

Klaatu glances at the car and it comes back to life. The Driver looks at the car, then looks at the scene.

He climbs back into his car and drives away. Klaatu watches it all with a look of detachment.

Helen looks up -- to see Klaatu turn and walk away, back to the Trooper's car. Helen calls out:

HELEN

Where are you going?

KLAATU

I have to get back to the city.

HELEN

We can't leave him like this.

KLAATU

You don't even know him.

Helen just stares at him.

HELEN

I believed in you. I helped you. And
this is what you've turned out to be -- ?

We watch as any light of admiration she once had for Klaatu goes out.

She turns away, crouching down to try to help the dying man.

Klaatu turns and walks away. He has almost reached the Trooper's car when he stops.

He turns around and looks at the woman and the boy as they desperately try to save the life of a man they've never met.

We PUSH IN ON HIM as he watches them.

HELEN (CONT'D)

He's going to be OK. Everything's going
to --

The boy is in shock.

JACOB

No, he's not OK. It's not OK. Nothing's
OK.

Tears start to roll down his face.

JACOB (CONT'D)

He's going to die.

HELEN

He's not going to die.

JACOB

Saying it's OK doesn't change anything.
Saying it's OK won't bring him back to
life.

HELEN

What am I supposed to say?

JACOB

Tell the truth!

Helen hesitates. The boy begins to cry even harder. Helen doesn't know what to do.

Then Helen glances up --- to see Klaatu approaching. He speaks to the boy:

KLAATU

I'm going to let you in on a secret.

The boy looks at Klaatu. Helen rises to her feet. Klaatu crouches over the Trooper until he's out of frame --

KLAATU (CONT'D)

The Universe wastes nothing. Nothing ever truly dies. Everything is simply... transformed.

We PUSH IN on the boy's face as he watches, amazed --

-- as we HEAR the Trooper coughing offscreen, taking deep, heaving breaths, like a man saved from drowning.

KLAATU (CONT'D)

Talk to me. Can you speak?

The Trooper's eyes open. He speaks, groggily.

TROOPER

Think so.

Klaatu helps him to his feet. Leads him over to the Cruiser by the side of the road and sits him down inside it. The Trooper's wounds are already healing.

As they load the Trooper into the car, we hear urgent VOICES on the Police Band, in a state of high alert.

HELEN

He radioed it in. They'll be coming for us.

Klaatu rises and looks at her.

She stares at him for a long moment. In the distance we hear the faint approach of POLICE SIRENS.

HELEN (CONT'D)

I know a place we can go.

INT. PURGE CHAMBER FACILITY

A pair of heavy TITANIUM DOORS roll open before us, and Driscoll, Regina's aide, enters

INT. PURGE CHAMBER CONTROL ROOM

A dimly-lit control room filled with engineers and military brass. Beyond a wall of thick synthetic glass stands a brightly-lit PURGE CHAMBER with walls of blastproof tempered titanium.

Lying upon a slab inside the purge chamber is the Idol. A robotic arm equipped with a Diamond Saw looms over him.

The Titanium doors roll shut behind us with a THUD. We can hear the heavy bolts slide into place, sealing us in.

COLONEL

Take your places. Now that the Undersecretary is here, we can begin.

Everyone takes their places -- including a young enlisted man who sits down behind a button on the console marked PURGE.

He flips back the Plexiglas shield that covers the button and waits. An Engineer nods to the Colonel. We're ready.

COLONEL (CONT'D)

Start the Diamond Saw.

Inside the Purge chamber, the diamond saw begins to spin up.

A TECHNICIAN mans the robotic arm from within the Control Room.

The Arm begins to descend toward the Idol's dark carapace. Driscoll holds his breath as the Diamond Saw makes contact --

-- and nothing happens. He exhales. But the Saw can't seem to penetrate the carapace. It spins ever faster without leaving a scratch.

COLONEL (CONT'D)

Increase the pressure.

The hydraulic arm bears down hard until we hear a high-pitched WHINE from within the glass chamber.

A burst of sparks, and the Diamond Saw stops spinning. The Idol's carapace is undamaged.

TECHNICIAN
The rotor's burned out.

DRISCOLL
Fix it.

They all look at Driscoll.

TECHNICIAN
Somebody's going to have to go in there.

COLONEL
Fix it. That's an order.

And with that, the assembled group moves into action. Driscoll is left alone at the center of it all, fidgeting anxiously with his security badge.

CUT TO:

EXT. COUNTRY ROAD NIGHT

Helen's car kicks up a cloud of dust on the one-lane road. We turn at the old mailbox and suddenly the vista opens up

EXT. LAKESIDE HOUSE -- NIGHT

Helen and Klaatu step out of the car. Jacob hangs behind them, watching Klaatu suspiciously.

KLAATU
Whose house is this?

HELEN
Someone who speaks your language.

He looks at her, surprised.

Helen turns to look at Jacob -- he's been eyeing Klaatu warily the whole time.

Helen falls back to speak with him as Klaatu walks to the house. The boy speaks in a whisper.

JACOB
Mom --

HELEN
It's all right, Jacob.

JACOB
But back there, with the cop, how did...

HELEN

I'll explain it later. But right now, I just need you to trust me.

JACOB

But they're after him. Who is he?

HELEN

He's the only one who can help us now.

INT. LAKESIDE HOUSE -- LIVING ROOM -- NIGHT

The doors to the deck overlooking the lake are open. Klaatu walks inside. There is no one to be seen.

The living room is like any other, except that it is dominated by a large blackboard on one wall, covered with one long mathematical equation.

Klaatu approaches it. He smiles.

KLAATU

Close, but... no.

He picks up an eraser and wipes out a few variables.

HELEN

I wouldn't --

KLAATU

He won't mind.

Klaatu picks up a piece of chalk and begins to scrawl a new line of variables on the board.

We hear a WHIRRING sound from behind us. Klaatu turns --

-- to see an old man in a motorized wheelchair in the doorway.

PROFESSOR BARNHARDT gazes up at the blackboard, amazed. He drives his wheelchair up to the blackboard --

-- and, with trembling hand, he begins to write his own continuation. Klaatu answers with another piece of the equation.

Soon the house is filled with the RAT-A-TAT of chalk on blackboard. A conversation only they can understand.

Finally Barnhardt throws his wheelchair into reverse, so that he can take in the entire blackboard. He is covered in chalk dust.

He gazes at the equation, then at Klaatu. He nods at the newspaper on the table, with its picture of the Sphere.

BARNHARDT

You're one of them, aren't you.

Klaatu nods. Barnhardt smiles.

BARNHARDT (CONT'D)

I have so many questions for you.

INT.FORT MONMOUTH -- COMMANDANT'S OFFICE -- NIGHT

An FBI AGENT blows into the room.

FBI AGENT

They've been spotted. Both of them, together. A State Trooper found them.

REGINA

Are they in custody?

FBI AGENT

No, ma'am. We found him by the side of the road, cuffed to his cruiser by the side of Highway 101 near Exit 86.

Granier's eyes light up with recognition. Regina spots this.

REGINA

You know where she's headed.

Granier is silent.

REGINA (CONT'D)

Please, Dr. Granier. Think about the implications of remaining silent. It may be the most important decision you ever make.

Granier hesitates. Then, reluctant:

GRANIER

He's an old professor of hers. Of both of ours, actually.

(a beat)

Isaac Barnhardt. He's a mathematician --

REGINA

I know who Isaac Barnhardt is.
 (to the FBI Agent)
 Go.

INT. LAKESIDE HOUSE -- LIVING ROOM -- NIGHT

Helen, Klaatu, and Barnhardt sit by the fire. Jacob slouches on the sofa in the next room, seemingly listening to his headphones -- but he is listening to their conversation.

BARNHARDT

So it's irrevocable, this decision?

KLAATU

The process has already begun.

BARNHARDT

But there has to be another way. You're from an advanced civilization. Surely you could give us some technology that would solve our problems.

KLAATU

I could. But every technology you've ever discovered has been turned into a weapon. You know that better than anyone, Dr. Barnhardt.

He nods in the direction of an old B&W photo on the wall: a young Barnhardt stands next to a sign that reads "LOS ALAMOS".

KLAATU (CONT'D)

I can't take that risk. We're left with no other choice but to deal with you ourselves.

Helen becomes angry.

HELEN

What are you, some kind of God? Is the universe some kind of garden where you cultivate the flowers and pull up the weeds?

KLAATU

Something like that.

BARNHARDT

What makes you think you know the difference? Do you think nature makes mistakes?

KLAATU

It seems it does.

HELEN

And you're the one whose job it is to fix them.

KLAATU

Yes.

HELEN

That's just so ... human.

INT. LAKESIDE HOUSE -- LIBRARY -- NIGHT

As Jacob listens, the TV set plays images of the RUSSIAN PREMIER at a press conference:

RUSSIAN PREMIER

This is no longer a matter of American security, but the security of the entire world. The US acts as if it has ownership of this being. It must be handed over to international authorities...

As the broadcast cuts to footage of Regina Jackson at a contentious press conference at Fort Monmouth --

-- Jacob's gaze wanders into the next room, where Helen and Klaatu are arguing. Slowly, Jacob is putting it all together.

At that moment, the music file on Barnhardt's computer changes, playing an MP3 file of a Bach sonata.

INT. LAKESIDE HOUSE LIVING ROOM -- NIGHT

Klaatu hears the music from the other room. He cocks his head for a moment, listening to it.

Klaatu wanders in from the other room, drawn by the sound. Helen follows him.

As Helen draws near, she sees that Klaatu's eyes are closed. He's listening to the music, transported.

HELEN

It's Bach.

Klaatu looks at her.

KLAATU

I know.

HELEN

You've heard it before?

KLAATU

Not like this. Not with human ears.

He touches the names embossed on the leatherbound books on the shelves.

KLAATU (CONT'D)

It's not just the worst of mankind that we know. We've seen the best, too.

She stares at him, her eyes widening. She's caught a glimpse of something in him.

HELEN

You could have let us die without knowing anything. But you told me. Why?

For a moment, Klaatu doesn't answer. And then...

KLAATU

I don't know.

HELEN

Maybe some part of you wants to be talked out of this.

He looks at her. She's right.

HELEN (CONT'D)

I don't think you really want to do it.

Suddenly, Klaatu's face darkens.

HELEN (CONT'D)

What's the matter -- ?

MOVE IN on Klaatu: he's heard something.

EXT. LAKESIDE HOUSE -- BACK PORCH -- NIGHT

He throws open the doors. Approaches the railing. Gazes out upon the moonlit lake.

Then we hear it -- a distant BUZZING sound. At first it seems like the nighttime crickets in the forest.

Then it grows louder, more insistent. We feel an eerie breeze through the trees...

HELEN

What's going on here?

Then, just above the treeline, a tiny STAR appears.

KLAATU

They're here.

Then another. And another. They twinkle amidst the other stars in the firmament. But these stars are growing bigger.

At first it seems they are more spheres descending from the heavens. But as they sweep over the lake, Helen realizes suddenly that these are

HELICOPTERS

a half-dozen of them, each loaded down with Kevlar-clad SOLDIERS. Their predatory SEARCHLIGHTS bear down upon us.

HELEN

Jacob -- I?

She hurries back into the house to find her son.

Klaatu stands on the deck, motionless, gazing serenely at the helicopters that have come for him.

One helicopter swings low, attacking -- he closes his eyes, concentrates --

-- and the helicopter's searchlight WINKS OUT as its power fails. It goes into a stall --

-- and falls out of the sky. It splashes down in darkness and disappears into the lake.

One by one, they fall out of the sky and vanish into the lake. Now the lead chopper moves in close, too close.

It sweeps down upon him, attacking, its engines ROARING --

-- and suddenly it, too, goes dead.

INT. LAKESIDE HOUSE -- NIGHT

Helen races into the library to get Jacob. The boy turns, glances out the floor-to-ceiling window --

and his eyes go wide. Helen turns to see it:

HER POV

as Klaatu takes cover, REVEALING the helicopter tumbling headlong toward us -- and then it hits.

FLAMES

fill the screen, then recede. The house has been reduced to a burning impact crater. At its heart is the wreck of the helicopter. We MOVE through the smoke and flame --

-- to find Helen amidst the debris. She's alive.

She climbs to her feet and begins to search through the wreckage. Then she sees it -- a body. It's Barnhardt. He's dead. Her panic rises.

HELEN

Jacob -- ?

HELEN (CONT'D)

Jacob!

And then she finds him. She picks him up and carries him, coughing, through the broken doorframe of the house to safety. She inspects her child, then embraces him.

HELEN (CONT'D)

Thank God you're all right.

She rises. Then Helen sees Klaatu. She re-enters the house and drags his body clear of the flames. She crouches over his body, holding his head in her lap, desperate to revive him --

-- and then, he begins to COUGH from smoke inhalation. Tears run down his face. His eyes open, focus --

-- on Helen's face above his.

Klaatu looks at her as if he's never seen her before, or never in quite this way. He looks back at the fire and realizes what she's done.

Helen rises and scans the area for Jacob. He's gone. She hurries off in the direction we last saw the boy running, leaving Klaatu behind. She begins to run --

HELEN (CONT'D)

Jacob!

-- and then a pair of Kevlar-clad arms grab her around the midsection. The soldier holds her as they're hoisted aloft on a fast rope --

INT. HELICOPTER -- NIGHT

-- until they land in the cargo bay of the sole remaining helicopter. The soldier releases her and unclamps his harness from the engine-powered fast-rope. Helen looks around, desperate:

HELEN

My son -- !?

The chopper's searchlight scours the landscape for the missing boy, but he's vanished into the forest. The searchlight passes over the place where Helen left Klaatu -- but he, too, is gone.

Other helicopters drop rope-lines so that soldiers can descend. The soldiers fan out across the area, searching the forest for Klaatu and the boy.

The Extraction Team Leader makes a circular gesture with his finger, signaling that they should bring Helen back to base.

EXT. FOREST -- NIGHT

Klaatu makes his way through the woods. The distant glow of the burning lake house gradually fades behind him. He moves quickly, as if following his own internal compass.

Then, from off in the trees, we hear a sound. Klaatu breaks step for a moment, then continues on.

Another rustling through the trees. Something's out there. It hovers in the shadows, tracking him. Klaatu hesitates, momentarily unsettled -- and then it comes at him:

THE BOY

raises a heavy stone, bringing it down -- he slams Klaatu, grunting from the sheer effort of it --

-- and then, finally, the boy drops the stone and falls to his knees, spent.

Klaatu absently touches the place on his chest where the stone struck him. The boy's attack has come to nothing.

Klaatu turns on his heel to walk away --

-- and the boy lunges after him, clawing at his ankles, desperate. Klaatu just keeps walking. Finally the boy has nothing left, and Klaatu slips away.

Then Klaatu stops. Turns. He looks at the boy crouching on the ground. The child looks up:

JACOB

It's you. You're one of them.

KLAATU

You should go back to the house and wait for the fire trucks to come.

JACOB

I'm going to stop you.

Klaatu turns and walks on, leaving the boy behind. He moves at a fast clip through the woods, focused only on his unseen goal. Then he stops. Turns --

-- and the boy is a few paces behind him.

KLAATU

Turn back.

JACOB

I'm not afraid of you.

KLAATU

You should be.

He turns and moves on, faster now. He climbs the steep hill like an automaton, clearing every obstacle without breaking step. Finally, winded, he stops. Turns--

-- and the boy is still standing a few paces behind him.

Klaatu turns and walks on.

KLAATU (CONT'D)

If you fall and hurt yourself, I'm going to leave you to die.

JACOB

Thanks. I'll do the same for you.

Klaatu walks on, and the boy follows him into the dark.

INT. PURGE CHAMBER CONTROL ROOM

Driscoll and the Colonel watch as a MASTER TECHNICIAN dressed in a Hazmat suit approaches the airlock that leads inside the Purge Chamber.

The man casts an anxious glance at the Colonel. The Colonel nods, the airlock opens, and the Technician walks inside.

The assembled military engineers look on from behind glass as the Technician nervously approaches the Idol on the table and goes to work on the robotic arm above it.

Behind the console, the Technician's hand hovers over the PURGE button, ready to press it at a moment's notice.

INT. PURGE CHAMBER

As the Technician repairs the Robotic Arm, he notices something on the tip of the Diamond Saw. He reaches out with a razorblade and scrapes it off --

-- there, dancing on the razor's edge, is a tiny insect-like creature, almost like an aphid.

AS he puts it aside and finishes his work, we PUSH IN on

THE RAZORBLADE

And we see that it is not an organism, but a tiny machine -- and that it is devouring the razorblade as an insect would a leaf.

The Technician closes the panel door on the Robotic Arm and radios back:

TECHNICIAN

That's it. She's up and running.

He quickly gathers his tools and returns to the airlock door.

COLONEL (O.S.)

Hold it. Your sleeve.

Then we see it: a tiny HOLE in the sleeve of the Technician's suit. It's growing.

The Technician covers the hole with his glove -- but soon another hole appears on his back. It's as if his suit is slowly being devoured by unseen insects.

INT. PURGE CHAMBER CONTROL ROOM

Driscoll, the Colonel, and the engineers watch with mounting alarm as the Technician desperately tries to cover the holes in his suit. He begins pounding on the airlock door.

TECHNICIAN (O.S.)

Let me out!

Even as he speaks, we see his nose begin to bleed.

Something's happening to him. Someone reaches out for the airlock door release --

COLONEL

No.

The Colonel remains motionless behind the console, watching as his man inside pounds on the airlock door.

DRISCOLL

It's spreading.

The Colonel watches as the Technician inside the chamber falls to his knees, dying.

DRISCOLL (CONT'D)

We have to purge.

COLONEL

We have our orders.

DRISCOLL

I'm ordering you to kill it. Purge now.

COLONEL

(ignoring him)

Start the diamond saw.

The diamond saw begins to spin up again. Driscoll's anxiety mounts. The Private at the Purge button turns to look at the Colonel.

PRIVATE

Sir, he's dying in there.

COLONEL

There's nothing we can do for him now.

Now we see something else taking place inside the chamber --

-- the glass that separates them from the Idol is slowly being eaten away, much like the Technician's suit.

DRISCOLL

The glass --! It's getting out!

COLONEL

Finish the job. That's an order.

We can hear the SCREAMS of the Technician inside. The Private at the button can't take it.

PRIVATE

Put him out of his misery, at least!

DRISCOLL

If you won't do it, then --

Finally he can endure it no longer. He reaches out --

-- and hits the PURGE button.

AN EXPLOSIVE BLAST

Fills the screen before us. The Purge chamber is filled with billowing, ROARING 1800-degree flame, as blinding as the heart of the sun.

Their faces are cast aglow by the light of the flame. The heat, even behind glass, is unbearable. Then, gradually, the flames recede --

-- and we see that nothing remains but the Idol. They stand there in dumbfounded silence. Everything else -- the Technician, even the Diamond Saw -- has all been consumed by the Purge.

Then, to their amazement, the Idol rises from the slab, unfolding its limbs.

We hear the high-pitched teeming sound from within it. The explosion has done little more than rouse the Idol from its slumber. And, once again, it is angry.

Driscoll backs away from the glass, terrified. He watches as the Idol positions itself --

DRISCOLL (CONT'D)

What's it doing -- ?

-- and begins to split open, releasing millions of aphid-like creatures from within.

Soon the chamber is filled with the swarm. As it begins to devour the glass before them, Driscoll runs to the titanium doors, hits the RELEASE button --

-- but it won't open. He turns to the Colonel, who just shakes his head.

COLONEL

This floor has been sealed. No one leaves.

Now, the Robot's entire body decomposes away, dissolving into a teeming cloud of insects.

The swarm continues to devour the glass that separates them until finally it bursts through, swarming the control room --

-- and in a last-ditch attempt to stop them, the Colonel hits the PURGE button once again.

Both the Purge chamber and the Control Room are instantly filled with flame, incinerating everyone inside --

-- but when the flames are gone, the swarm is all that remains.

We stay with this locust storm as it eats through the very walls of the lab itself, chewing through duct work, insulation, concrete --

EXT. ROBOTICS DEFENSE LAB -- NIGHT

-- and bursts through into daylight. It spreads out across the sky and takes flight --

-- and now we turn and gaze down upon what the locust storm has wrought: a great hole has been eaten in the defense lab itself. Half the building is gone. All that is left is the distant CLICKING of millions of wings.

CUT TO:

EXT. FOREST -- NIGHT

Klaatu marches through the forest. The boy follows doggedly, examining him from a distance.

JACOB

So. Alien. Where did you come from?

Klaatu says nothing.

JACOB (CONT'D)

Are there more of you on the way?

Klaatu ignores him.

JACOB (CONT'D)

What do you want from us?

KLAATU

I want you to be quiet.

They walk in silence a moment. Then:

JACOB

We're going to stop you, you know.

KLAATU

No, you aren't.

JACOB

What makes you so sure? Because you think you're some kind of supreme being?

KLAATU

Not supreme. Just superior.

Klaatu walks on. The boy looks annoyed.

JACOB

Is everybody on your world as ugly as you?

KLAATU

Uglier.

The boy is suddenly intrigued.

JACOB

Really?

KLAATU

Yes.

JACOB

So how do you have sex? Are you like some sort of cockroach race or --

Klaatu cocks his head. He hears something. We hear, almost imperceptibly, the sound of BARKING.

KLAATU

Dogs. They're searching for us.

Klaatu rises and presses on. The boy follows close behind.

In the distance, beyond the next rise, we see lights moving through the trees -- cars passing down a country highway.

Klaatu makes his way toward the road --

-- but there's a rushing stream blocking the way. A fallen tree forms a bridge over the stream.

Jacob climbs out onto the tree and begins to cross. Klaatu follows him. Then, as they're making the crossing, Jacob's footing slips --

and Klaatu reaches out and catches the boy's jacket. He holds him steady until the boy can regain his footing. The boy calls out over his shoulder:

JACOB

Thanks.

And then he carries on. Klaatu stands there a moment, gazing at the hand he's just used to intercede in the life of a human being.

Then he, too, carries on across the fallen tree until he reaches the other side.

CUT TO:

EXT. HIGHWAY -- NIGHT

A lonely two-lane blacktop stretches unto the horizon. A single EIGHTEEN-WHEEL TRUCK barrels past us.

INT. EIGHTEEN-WHEELER -- NIGHT

The truckdriver listens to talk radio as he drives. He is on the verge of drifting off to sleep. The truck begins to list off towards the shoulder. Then something wakes him up --

-- it's his radio. A HIGH-PITCHED STATIC is suddenly heard on the AM band. He swerves back into his lane, shakes himself awake, and turns off the radio.

But the high-pitched noise continues. If anything, it's getting louder, as if it's gaining on us ...

EXT. HIGHWAY -- NIGHT

We speed along the blacktop, following the distant red taillights of the truck. Then we recognize the sound --

-- it's the CLICKING of millions of locust wings.

INT. EIGHTEEN-WHEELER -- NIGHT

The truckdriver notices something on his windshield. Seems it's a bug. He hits the windshield wipers and sweeps it away.

EXT. HIGHWAY NIGHT

The swarm pulls into frame, enveloping us like a metallic cloud. As it devours the very highway beneath us, it creeps up on the speeding eighteen-wheeler --

-- and then engulfs it. In a matter of seconds the swarm DEVOURS the truck while it's still moving --

-- and then it, and the highway it was driving upon, are gone, leaving nothing but bare earth in its wake.

And as we PULL BACK, we see that as it rumbles up the highway, the swarm grows larger. It grows into a great cloud on the horizon, a terrible storm gathering force --

and as it blows past a highway sign with an arrow beneath it, reading NEW YORK -- ALL LANES, we

CUT TO:

EXT. COUNTRY ROAD -- NIGHT

Klaatu and Jacob emerge from the woods onto the road. The barking of the dogs is growing louder, closer. Then they see it --

-- in the distance stands a mailbox. An old Ford pickup truck is parked beside it. Klaatu approaches the pickup and touches it with his hand --

-- and the engine STARTS. Its headlights come to life.

Klaatu climbs in, and slides behind the wheel. Jacob climbs in beside him.

CUT TO:

THE ROBOTICS LAB

As viewed from a MEDIA HELICOPTER. Half the building has been devoured.

INT. COMMANDANT'S OFFICE -- CONFERENCE ROOM -- NIGHT

Regina watches the broadcast in silence as an aide stands by.

ONSCREEN, the broadcast shows footage of the Interstate Highway leading away from the Robotics lab --

-- huge swaths of concrete have disappeared. Out of the bare earth that remains, plants are already sprouting.

Regina watches it all somberly from the head of the table.

REGINA

And Undersecretary Driscoll?

AIDE

It's too soon to say for sure, but --

REGINA

Nothing would have made it out of there.

The Aide just shakes his head. A momentary look of sadness flashes across her face. Then she collects herself, walking into the corridor --

INT. COMMANDANT'S OFFICE CORRIDOR -- NIGHT

-- where Helen is standing, accompanied by a Military escort.

HELEN

My son --

REGINA

Dr. Benson -- Helen -- we've searched the wreck of the lake house. Only one body was found -- Isaac Barnhardt.

Helen glances at Granier. He looks away, guilty.

REGINA (CONT'D)

Helen, if your son is out there, he's probably with the Being. It's important for your child's survival that you tell us where they may have gone.

HELEN

What are you going to do when you find them?

REGINA

We'll take all necessary precautions to make sure that your son isn't harmed.

Helen looks into Regina's eyes. She doesn't trust her.

HELEN

I don't know where they are.

Regina turns and walks away.

HELEN (CONT'D)

Madame Secretary.

Regina stops.

HELEN (CONT'D)

You can't fight this thing.

REGINA

You may be right. But it's the only option we have left.

Regina turns and walks away.

EXT. EXIT 22 -- WEEHAWKEN, NEW JERSEY -- NIGHT

Klaatu's pickup truck rolls to the end of the exit ramp, then turns right. Manhattan looms on the other side of the Hudson.

As they approach the entrance to the Lincoln Tunnel, we see that all lanes have been blocked off by a MILITARY CORDON. A National Guardsman waves traffic aside, toward a detour.

KLAATU

They've blocked off the tunnels leading into the city.

Klaatu is at a loss. He follows the rest of the traffic into Jersey City.

Jacob is suddenly struck by an idea. He pulls out his MP3 player. For the first time we look at it closely -- it's an iPhone.

He pulls up a phone keypad and dials. He gets his Mother's voicemail.

JACOB

(rapid-fire)

Mom. It's me. I'm OK, don't worry. If you get this -- we're near Jersey City. You know where to find me. Bye, Mom. Don't worry.

He hangs up the phone.

JACOB (CONT'D)
Turn left up here.

KLAATU
Where are we going?

JACOB
Somewhere safe... where they won't look
for you.

INT. FORT MONMOUTH -- COMMANDANT'S OFFICE -- NIGHT

Helen sits in an empty office. Her military escort stands posted outside the doorway.

Granier appears in the doorway with a plate of food. He walks inside and sits down next to her. She doesn't look at him.

GRANIER
I'm sorry, Helen.

HELEN
Then help me stop this.

GRANIER
Do you really think that's possible?

HELEN
Yes. I do. I think he wants to give us
a chance. But he can't if they get to
him before we do.

Granier absorbs this for a moment, then abruptly blurts out to both Helen and her Sentry:

GRANIER
Both of you -- come with me.

EXT. SICK WARD/GENETICS LAB -- ENTRY NIGHT

They approach the main entry for the lab.

SENTRY
Sir, I'm not authorized to go in there.

GRANIER
Then wait here. We'll be out in a
moment.

Granier sweeps his keycard, leading Helen inside.

INT. SICK WARD/GENETICS LAB -- NIGHT

Granier walks Helen through the lab.

GRANIER

DO you have any idea where the two of
them might have gone?

Helen seems hesitant.

GRANIER (CONT'D)

I'm trying to help you, Helen.

She pulls out her cellphone.

HELEN

I got a message from Jacob on my
voicemail. I know where they are.

Granier leads her out the rear exit, to

EXT. MOTOR POOL -- NIGHT

A line of blacked-out government SUV's is parked nearby.
Granier approaches one of them, climbs in, and opens the
passenger door for Helen.

GRANIER

Get in.

CUT TO:

INT. PICKUP TRUCK -- NIGHT

Klaatu drives. The boy is wide-eyed with anticipation.

KLAATU

I don't have much time.

JACOB

We won't stay long.

Klaatu is reluctant. Finally, he nods.

JACOB (CONT'D)

Pullover up here.

EXT. STREET -- NIGHT

Klaatu pulls over by the side of the road. The boy climbs
out. They approach a wrought-iron fence.

JACOB
Give me a leg up, OK?

Klaatu helps the boy over the fence. Then he climbs over as well. They move through the trees, which open up into a vast open field, revealing

HEADSTONES

hundreds of them, in evenly spaced rows, each decorated with a tiny American flag.

EXT. VETERANS MEMORIAL CEMETERY -- NIGHT

Jacob wanders from row to row, seemingly lost. Klaatu follows him.

Finally, the boy finds what he's looking for. He kneels down and carefully sweeps the dust from the face of the gravestone. Then he steps away.

Klaatu steps forward and reads the inscription on the stone:
LIEUTENANT ANDREW BENSON -- 1972-2005.

Klaatu turns to look at Jacob: the boy gazes up at him expectantly. He stands well clear of the grave, giving Klaatu plenty of room to work his magic,

But Klaatu just shakes his head.

JACOB
You can do this. Like with the Trooper.

KLAATU
There are some things I can't do.

JACOB
But you have powers.

Klaatu shakes his head.

KLAATU
I'm sorry.

The boy gazes down at his father's grave.

JACOB
It isn't fair.

KLAATU
No. It isn't.

The boy falls silent. Then:

JACOB
Can I be alone?

Klaatu turns to leave.

JACOB (CONT'D)
Don't look, OK?

KLAATU
OK.

Klaatu turns and walks away. He walks until the headstones abruptly end. From here it is all open green lawn.

CUT TO:

JACOB

standing by his father's grave, his head down. He trembles with a thousand barely contained emotions.

Then a HAND reaches down from out of frame and gently touches him on the shoulder. He looks up --

-- it's Helen. The boy instinctively turns and embraces her, and the floodgates open.

JACOB
He left me alone.

HELEN
You're not alone. And he didn't leave you. I see him in you all the time. So much that sometimes it's too much for me to bear.

JACOB
I know. You miss him, too.

HELEN
It's all right, Jacob. Everything's all right --

A moment, then Helen finally says it.

HELEN (CONT'D)
No. It's not all right. I want to make it all right, but I can't. I want to protect you from everything that's happened, but I don't have that power. I don't know what to say to make it better.

JACOB

You don't have to say anything.

We PUSH IN ON KLAATU, watching them from a distance. Somewhere in him, a human soul is stirring.

Helen whispers a few words into her son's ear. He dries his eyes. Klaatu approaches them. Helen looks up.

HELEN

(to Jacob)

Jacob, wait for us in the truck. We'll be there in a minute.

Jacob turns and heads off, leaving them alone.

Helen gazes down at her dead husband's headstone.

HELEN (CONT'D)

On the morning my husband was killed, he was building a hospital. He was pointing at the place where an I-beam was supposed to go when a sniper's bullet entered his skull --

She touches her temple.

HELEN (CONT'D)

-- right here, right beneath his Kevlar helmet. He died instantly, or at least that's what they told me. They said it was like the bullet just fell out of the sky.

(a beat)

I watched that scene in my head over and over in the past year, imagining all the things that could have been different: if he hadn't been pointing in that direction, if his helmet had been tilted at a slightly different angle, if the whole chain of events that led us to that place in the desert had been different...

(a beat)

And little by little, I just lost it. Lost my faith in everything. There could be no higher order in a world like that, only chaos. And soon that was all I had left to believe in.

She rises to her feet.

HELEN (CONT'D)

Until now. Now I see that those dominoes fell in such a way as to lead me back here, to my husband's grave, with you. And I don't think it was an accident. I believe again.

She looks up at him, her eyes alight.

HELEN (CONT'D)

I believe we can change this path we're on. I believe it's not too late. The question is: do you believe in us?

KLAATU

I want to believe.

HELEN

Then take a leap of faith. Help us.

Then, off in the distance, he sees that Granier is approaching. Klaatu reacts.

HELEN (CONT'D)

It's all right. He's here to help.

Klaatu eyes him warily. Then, in the distance, he hears something --

-- the faint mechanical clicking of the swarm. The others don't know what it means, but he does.

HELEN (CONT'D)

What is it?

KLAATU

They've attacked it. The swarm has been released.

HELEN

What does that mean?

Klaatu turns to look at her.

KLAATU

It means they've made my choice for me. It's out of my hands now.

HELEN

There must be something you can do.

KLAATU
I can take you away from here.

HELEN
Where?

KLAATU
Home. My home.

Helen shakes her head.

HELEN
This is our home. We're not leaving.
(beat)
We belong to the Earth. You can't take
us away from it.

Klaatu nods.

KLAATU
I see that now.

HELEN
There must be some way to stop this.

Klaatu hesitates.

KLAATU
It would come at a price.

HELEN
What price?

Klaatu doesn't answer.

KLAATU
I need to get back to the city. Now.

CUT TO:

A GOVERNMENT SUV

as it enters the Lincoln Tunnel. The inbound lane is empty:
they are the only ones driving into Manhattan.

INT. SUV - LINCOLN TUNNEL - NIGHT - MOMENTS LATER

Darkness envelops them as they roll through the dimly-lit
tunnel. Helen and Jacob lie flat in the back seat. Nervous,
waiting...

GRANIER
Get ready.

Between the seats, we see LIGHT at the end of the tunnel.
And a company of waiting National Guardsmen.

EXT. LINCOLN TUNNEL EXIT PLAZA - MANHATTAN - NIGHT

A GUARDSMAN CAPTAIN waves the Humvee to a stop. Walking alongside, he looks into the SUV's tinted glass. He doesn't see anyone in the back.

He examines Granier's credentials, then glances at the man in uniform, seated beside him. Klaatu glances out the window. All the Guard sees are the Captain's bars on Klaatu's sleeve.

The soldier salutes, waves them through ... and the Humvee mounts the ramp to street level.

INT. COMMANDANT'S OFFICE -- NIGHT

Regina stands gazing out her window. Helen's Sentry stands behind her.

The strain of the last 24 hours shows on her face. She seems uncertain, ambivalent.

AIDE (O.S.)

Madame Secretary, we're ready for you.

INT. COMMANDANT'S OFFICE -- CONFERENCE ROOM NIGHT

Regina sits before a teleconference camera. A light goes on above the camera, and her uncertainty falls away, replaced by the mask of the consummate professional. She speaks directly to us.

REGINA

Mr. President, General... I believe we may soon have a target of opportunity.

INT. SUV NIGHT

The streets are near-empty: the city has been abandoned.

They drive in silence, occasionally taking nervous glances out the window. Armed SOLDIERS line the streets, watching suspiciously.

EXT. WEST SIDE CHECKPOINT -- NIGHT

They halt before the barricades, roll down the window again.

The GUARDSMAN LIEUTENANT who approaches and peers inside seems more suspicious than the last one.

To distract him from looking at Klaatu too closely:

GRANIER

We're with the advance team. We have orders from the General.

The Lieutenant looks at Granier's ID tag.

GUARDSMAN LIEUTENANT

Wait here. I'll check with my command.

A tense moment as the Lieutenant returns to his guardstation.

GRANIER

He may be onto us.

Granier reaches for the gearshift, ready to put the SUV in reverse -- when Klaatu stops him.

The Lieutenant eyes the guards manning the barricades, and waves a hand.

GUARDSMAN LIEUTENANT

Let 'em through.

The guards part to let the SUV through, and its occupants quietly let out a breath. They roll into motion again.

As the Lieutenant watches them pass, he reaches for his walkie:

GUARDSMAN LIEUTENANT (CONT'D)

This is Lt. Omar at the West Side checkpoint. They're headed your way.

EXT. CENTRAL PARK WEST 79TH STREET ENTRANCE -- NIGHT

All the military vehicles that were once stationed around the Sphere have been pulled back to 79th Street, sealing off the park. Granier is starting to panic.

GRANIER

He recognized us. I'm sure of it. They know we're coming. They're going to be waiting for us.

As the SUV approaches the barricades that lead into the park, a CORDON OF SOLDIERS blocks the entrance.

GRANIER (CONT'D)

Get your heads down -- !

Klaatu, Helen and Jacob duck as Granier speeds toward the checkpoint -- and the line of soldiers parts.

The SUV BLOWS THROUGH the barricades, speeding onto

EXT. CENTRAL PARK DRIVE SOUTH -- NIGHT

The SUV races down the winding drive toward the Great Lawn. Now, through the trees, we glimpse it in the distance --

-- the Sphere, illuminated by dozens of Klieg lights. Granier glances in the rear-view:

HUMVEES

are pursuing them and gaining fast. Then, almost inexplicably --

-- the Humvees SLOW DOWN.

GRANIER

They're stopping -- ?

The Humvees begin to recede in Granier's rear-view mirror... and then we leave them behind entirely. We pull around a stand of trees --

EXT. CENTRAL PARK -- GREAT LAWN -- NIGHT

-- to reveal that the Great Lawn is empty of military vehicles and personnel. All that remains is the Sphere itself.

Granier pulls over and they climb out of the SUV. The silence is almost eerie.

HELEN

Where is everybody?

Granier just shakes his head. They begin to walk across the lawn, toward the sphere in the distance. Klaatu stops Granier.

KLAATU

Not you. Just them.

Granier nods and returns to the SUV. Klaatu leads them across the lawn.

-- the clicking of mechanical wings.

Klaatu looks around and realizes: the aphids are everywhere. The grass, the trees. They seem to be waiting for something.

HELEN

What do we do?

KLAATU

Keep walking toward the Sphere. You'll be safe there.

They walk on, through the grass. Klaatu casts his gaze skyward: a cloud of them looms above the city, spreading itself against the sky. Then Helen hears it --

-- a strange, high-pitched WHISTLE seemingly coming from the Sphere itself. Faint, but unmistakable.

JACOB

What is it?

KLAATU

I don't know.

The sound grows louder, more distinct -- it's almost like a teakettle on the boil -- soon it becomes a SHRIEK -- Helen starts putting it together --

HELEN

They cleared the area...

-- and suddenly Helen realizes what it is.

HELEN (CONT'D)

Run -- !

The three of them break into a run for the sphere, just as

A FLIGHT OF F-16'S

passes directly overhead. They release a fusillade of targeted missiles. The missiles fall through the air in perfect silence, and then

A GREAT FIREBALL

blooms before us, filling the entire screen. Granier, standing by the SUV, watches wide-eyed as the curtain of flame begins to recede --

-- REVEALING the Great Sphere standing intact, undamaged by the blast.

INT. THE SPHERE -- PORTAL

Helen and Jacob huddle just inside the Sphere's glowing portal, watching as waves of flame roll by just outside.

Now, as the flames begin to subside, they hear another sound -
- the CLICKING of millions of wings.

EXT. CENTRAL PARK -- GREAT LAWN -- NIGHT

Klaatu emerges from the portal, walking outside --

THE SWARM

Surrounds the Sphere. It begins to rise, swirling around the sphere, gradually expanding, picking up speed, until it becomes a great hurricane. It expands further, until it fills the park --

-- and then it reaches the buildings that surrounds the park. The swarm consumes everything -- devouring the very facades of the buildings that surround the park, until they start to crumble and fall away.

As the storm expands through the city, entire buildings begin to collapse. Soon everything that man has made will be consumed.

Klaatu stands there in the eye of the hurricane, gazing out at the destruction. The hurricane is expanding through the city. Everywhere, the human race is dying.

Then he acts. He steps out onto the Great Lawn, into the thick metallic fog -- he reaches out his hand toward the great Sphere --

-- and the Sphere begins to glow, to come to life. It seems to tap into Klaatu's own power, to amplify it a thousandfold -

-- and soon the city streetlights around him begin to flicker and fade.

EXT. MANHATTAN -- OVERHEAD -- NIGHT

The entire glowing grid of New York begins to shut down.

The darkness spreads in waves, away from the city and across the seaboard. Now we pull back further, back, into the great locust cloud --

-- and we hear the clicking of mechanical wings begin to falter. All around the world, the machines are dying.

EXT. SAN FRANCISCO -- NIGHT

The lights of the Golden Gate bridge begin to dim.

EXT. TOKYO DAY

The glowing lights of the Roppongi district flicker and fade.

EXT. LONDON OVERHEAD -- DAY

The traffic in the City center gradually grinds to a halt.

EXT. ATMOSPHERE -- NIGHT

The great metallic clouds gather themselves, summoning the strength of their numbers --

EXT. CENTRAL PARK -- NIGHT

-- and then they attack, millions of them descending upon him from out of the sky, bearing down on him in a great funnel cloud, battering his defenses --

-- but then they begin to fall away. The tiny machines lie on the ground at his feet, dying.

But some penetrate his defenses. Even as they fall from the sky like a metallic rain, we see his silhouetted form as he falls to his knees.

The swarm gathers itself around him. It descends, making its final attack -- he reaches out his hand, summoning all his powers --

-- and collapses.

EXT. CENTRAL PARK -- DAWN

The storm is over. The ground is covered with a thick metallic ash that is all that remains of the swarm.

The crumbling towers that surround the Park have all gone dark. Everything is silent, more silent than this noisy city has ever been.

They rise and begin to search for Klaatu. Then they find him --

Klaatu lies where he fell, dead. The boy turns away, embracing his mother.

She gazes down at Klaatu's body in repose. We CRANE BACK to gaze down upon them from above.

KLAATU (V.O.)

I am leaving you. Please forgive me if I speak bluntly.

EXT. TIMES SQUARE -- DAWN

The signboards are dark now. The square is packed with cars, but everything is perfectly still, and silent. Crowds of people stream out of buildings into the streets.

KLAATU (V.O.)

Your machines are still now, but this is only temporary. If you choose to, you can rebuild your society the way it was.

EXT. EASTERN SEABOARD -- DAWN

The cities of the world have gone dark. All that is left is Earth's own luminosity.

KLAATU (V.O.)

But if you do, if you go on living as you did, your planet will die, and you will die with it.

EXT. BERLIN -- EVENING

A great traffic jam has gone still. People climb out of their cars, and begin walking.

KLAATU (V.O.)

Or there's another choice: you can transform, and build a new civilization.

EXT. SHANGHAI NIGHT

The factories on the horizon have all gone still.

KLAATU

Life is a force that adapts and transforms itself when faced with impossible challenges. I've seen you do this. I know what you are capable of.

EXT. DELHI -- EVENING

People flood the streets, lighting candles against the darkness.

KLAATU

You can develop new technologies, and
give up the wasteful things that held you
back.

EXT. MANHATTAN -- OVERHEAD -- DAWN

Thousands of people stream into Central Park.

KLAATU

But you must not wait another day. There
will be no more warnings. This is your
last chance.

EXT. CENTRAL PARK -- DAWN

Helen and Jacob gaze down at Klaatu's body. The smoke
continues to drift away --

KLAATU (V.O.)

Up until now, the human race has been in
its infancy. The time has come to take
your first step.

-- and the sun begins to break through. For the first time,
we hear the sound of birdsong from the trees around us.

KLAATU (CONT'D)

The choice is yours. What happens next
is up to you.

Helen clutches her son to her as the sun breaks through the
clouds at last.

FADE OUT.