

MARVEL
COMICS

THE UNCANNY

X-MEN

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DIRECT EDITION



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TRANSFORMED TERROR!

MADUREIRA
&
GARGEN

REMY LISBELL IS NOT A MAN INCLINED TO PANIC.

DESPITE THE ICY COLD OF THE HUDSON RIVER...

...THE POUNDING IN HIS CHEST AND THE RUSH OF WATER INTO HIS LUNGS...

...THE X-MAN KNOWN AS GAMBIT REMAINS UNDAUNTED -- DETERMINED -- BECAUSE HE IS A MAN WITH A MISSION.

THAT MISSION... SURVIVAL!

WE WARN YOU, MUTANT -- THIS ATTEMPT IS USELESS. YOU CANNOT ESCAPE THE PHALANX!

OF COURSE NOT, MES AMIS...

... BUT YOU WILL FORGIVE ME IF I TRY, NON ?

Stan Lee PRESENTS THE UNCANNY X-MEN

HANDS ACROSS THE WATER

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'PARENTLY, YOU'RE STILL NEW TO D'S GAME. DAT WAS YOUR CUE TO SAY SOMETHING OMINOUS AND FOREBOD--

FIVE MINUTES AGO, HE WAS STANDING ON PIER 85 IN LOWER MANHATTAN...

... WITH HIS TEAM-MATE, STORM, AND HER FRIEND, YUKIO.

THE TWO X-MEN HAD BEEN RESPONDING TO THE YOUNG RONIN'S URGENT REQUEST FOR HELP.

FOR YUKIO HAD BEEN ON THE RUN, PURSUED FOR WEEKS BY THIS STRANGE ENTITY.



FWOOSH!

--ING?
I HATE IT WHEN DEY DON'T PLAY BY DE RULES.

AN ENTITY THAT SHAPE-SHIFTS WITH EERIE FLUIDITY...

... AND DEADLY INTENT.

*LAST ISSUE -- BOB





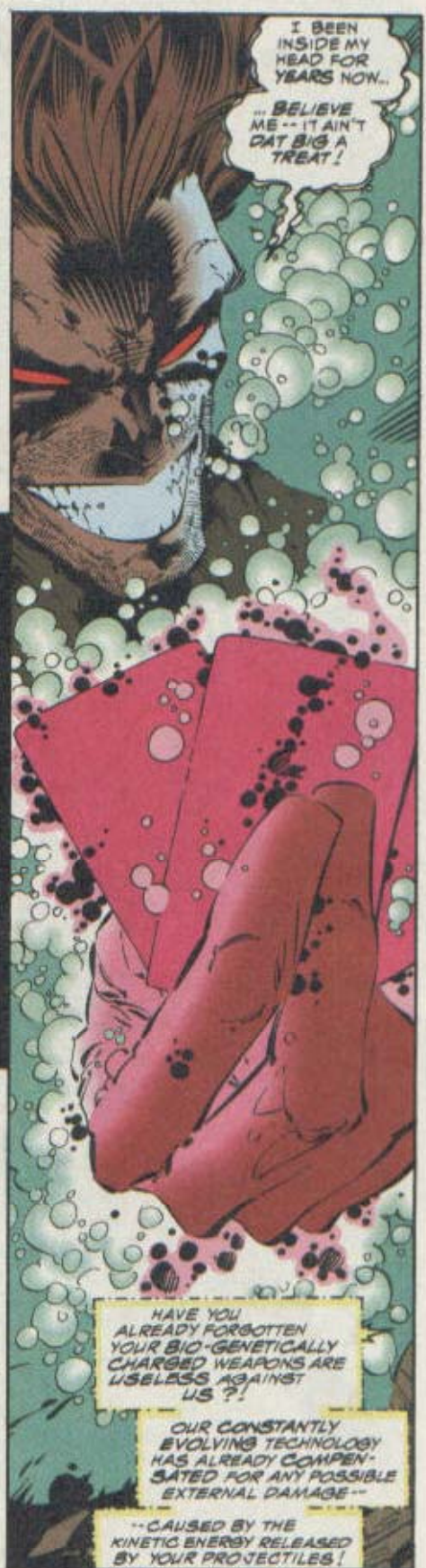
YOU HAVE WASTED ENOUGH OF OUR TIME, MUTANT.

BUT INSTEAD OF SIMPLY ELIMINATING YOU--

-- YOU HAVE BEEN CHOSEN FOR THE NON-LIFE THAT ACCOMPANIES ASSIMILATION.

BY INGESTING YOUR ORGANIC SUBSTANCE INTO OUR SYSTEMS, THE COLLECTIVE INTELLIGENCE THAT IS THE PHALANX...

... WILL BE PRIVY TO YOUR EVERY THOUGHT, YOUR EVERY HOPE... YOUR EVERY DREAM!



I BEEN INSIDE MY HEAD FOR YEARS NOW...
... BELIEVE ME -- IT AIN'T DAT BIG A TREAT!

HAVE YOU ALREADY FORGOTTEN YOUR BIO-GENETICALLY CHARGED WEAPONS ARE USELESS AGAINST US?!

OUR CONSTANTLY EVOLVING TECHNOLOGY HAS ALREADY COMPENSATED FOR ANY POSSIBLE EXTERNAL DAMAGE--

-- CAUSED BY THE KINETIC ENERGY RELEASED BY YOUR PROJECTILES!



GOT TO MAKE IT
BACK TO DE SURFACE,
CHECK ON ONORO.



SHE WAS IN
DE AIR WHEN WE
TAG-TEAMED DE
PHALANX--SO SHE
PROB'LY RODE OUT
DE BLAST. X

FIRST
PRIORITY,
THOUGH...

W NO, YOU DIDN'T AINSS AN ISSUE THERE
WAS JUST TOO MUCH ACTION HERE TO
WAIT FOR YOU THIS MONTH.--BOB

...SELFISH
AS IT MIGHT
BE--



...IS A
DEEP
BREATH...

...OF
FRESH...

...AIR?

THEN
AGAIN!

NOT DAT
THERE'S ANY
GREAT LOVE
LOST BETWEEN
ME AND YUKIO--

--BUT IF ANYTING
EVER HAPPENED
TO HER STORMY'D
BE DEVASTATED.



AHH,
DE OLE'
DAYS.

WHEN DIS
THIEF'S ONLY
CONCERN WAS
DE BIG SCORE.

TELL ME, YUKIO--
HOW'D YOU AND
I EVER GET
INVOLVED IN DIS
WHOLE HERO
GIG?

SHHH...

DON'
ANSWER...

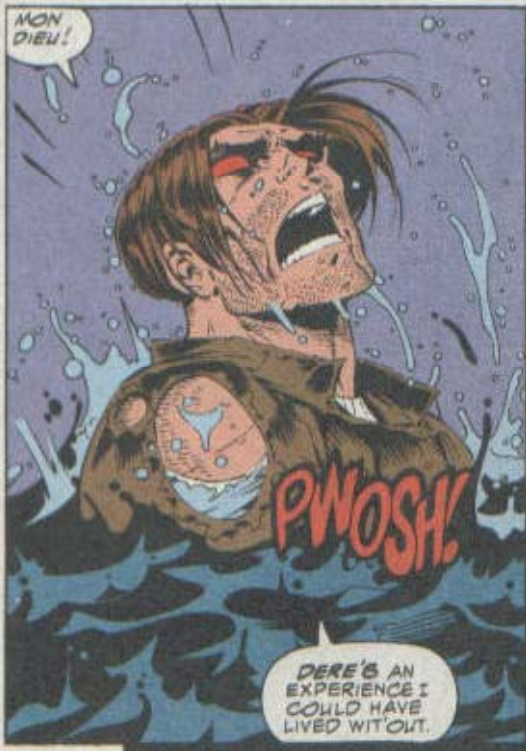


HERE
WE'LL

WHEN
WE
BREAK

DE
SURFACE

IF
WE



XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, SALEM CENTER, WESTCHESTER.



BANSHEE...
...IS HE THERE?



I MEAN, IS BOBBY DRAKE'S MIND STILL WORKING IN THERE?

THE WAY HIS MUTANT POWER IS WORKING OUT...

...TIS ALMOST AS IF THE BOY IS LEARNING ABOUT HIS BODY FROM SCRATCH, JUBILEE?

THAT'S ONE POSSIBILITY-- BUT WHILE HE'S IN A COMA...

...WE'VE NO WAY OF KNOWING THE FULL EFFECT THE POWER SURGE HAD ON HIM, X.

ME? I'M JUST WORRIED THIS MEANS WE'LL HAVE SIX MORE WEEKS OF WINTER.



BUT SERIOUSLY, FOLKS--

--UNTIL THE PORSICLE HERE THAWS HIMSELF OUT, WE...

XUNCANNY #317--808



DO US ALL A FAVOR, BEAST--
SHUT UP!

WHA--?!

HE'S NOT A POPSICLE, HE'S A PERSON!

A PERSON LIKE WOLVERINE OR ILLYANA, AND THE DUMB OLE WHITE QUEEN AND EVERYONE ELSE WHO GETS HURT OR KILLED OR MANGLED FOR NO GOOD REASON!

YOU SHOULD BE TRYIN' TO HELP HIM, INSTEAD OF MAKIN' LAKE JOKES!

HE DIDN'T MEAN ANYTHING BY IT, CHILD.

YOU KNOW HANK IS BOBBY'S BEST FRIEND... SURELY BEAST IS DOING ALL HE CAN FOR THE LAD.

HE MAKES LIGHT BECAUSE THAT'S HIS WAY.

DUH. I... I KNOW THAT.

AND I'M SORRY, BLUE.

NO... PROBLEM, JUBE.

IT'S JUST-- THE ONLY REASON I EVEN STARTED HANGING WITH THE X-MEN IN THE FIRST PLACE, K WAS 'CAUSE I THOUGHT IT'D BE A TRIFF.

BUT IT WASN'T ALWAYS.

NOT WITHOUT WOLVIE.

I GUESS WHAT I'M SAYIN', SEAN... IS MUTANT POWERS OR NOT, I DON'T KNOW IF I'M READY FOR THIS @!@.

BACK IN UNCANNY# 214. -- NOSTALGIC BOB.

SCOPE THIS...

I DON'T KNOW ABOUT ANYTHING ANY MORE!

I HEAR YE, CHILD.

WHAT WITH CHARLES ABOUT TO DEVOTE MORE O' HIS TIME TO THE LEGACY VIRUS OVER ON MUIR ISLES--

--AND THE REST OF THE X-MEN KNEE DEEP IN ONE CRISIS AFTER ANOTHER--

-- MAYBE 'TIS TIME SOMEONE STARTED WORRYIN' ABOUT THE REST O' THE CHILDREN INVOLVED IN THIS 'B@!'

SEE RECENT ISSUES OF EXCALIBUR -- BOB

SEVERAL FLOORS BELOW...

... IN THE SELDOM USED MAXIMUM SECURITY CHAMBER...

PROFESSOR, WHILE I DO NOT MEAN TO QUESTION YOUR JUDGMENT, I'M COMPELLED TO POINT OUT--

--IT'S DANGEROUS FOR YOU TO BE IN SUCH CLOSE PROXIMITY TO SABRE-TOOTH.

NOT TO WORRY, BISHOP. SHOULD HE BE FOOLISH ENOUGH TO ATTEMPT ANOTHER ATTACK--

-- I'LL BE GENTLE.

SNIP THIS CLOSE, KIDS.

I WAS THIS CLOSE TO HAVING THE LOT OF YA FOR A PICNIC LUNCH ON MY WAY OUT THE DOOR.

SO, I GOT GREEDY-- I ADMIT IT, I STAYED WHEN I SHOULD'VE BOLTED...

... BUT THE POINT IS I COULD HAVE LEFT.

PRETTY SCARY WHEN YA THINK ABOUT IT, HEH?

I'D BE OUT THERE, FREE... AND EVERY OUNCE O' BLOOD I'D SPILL--

--EVERY DROP I'D TASTE--

-- YA'D HAVE TA BLAME YERSELF FOR NOT KILLIN' ME WHEN YA HAD THE CHANCE.

TCHT... PRETTY, PRETTY SCARY.

I'M GROWING WEARY OF YOUR CONSTANT ATTEMPTS TO BAIT ME, VICTOR.

LET ME MAKE MY POSITION CLEAR, AGAIN.

YOU WILL NOT KILL AGAIN, WE HAVE STOPPED YOU IN CASE YOU FAILED TO NOTICE.

I HAVE EVERY INTENTION OF CURING YOU OF YOUR MADNESS... YOUR ADDICTION TO THE "GLOW" ONLY A PSION CAN PROVIDE.

AND IF YOU CAN'T, CHUCK?

WHAT THEN?

IT WILL HAPPEN, VICTOR. YOU HAVE MY WORD.

OR ONE-- OR THE BOTH OF US-- WILL DIE TRYING.

BACK AT THE DOCKS...

BORN ORORO MONROE...

...SHE IS CALLED STORM.

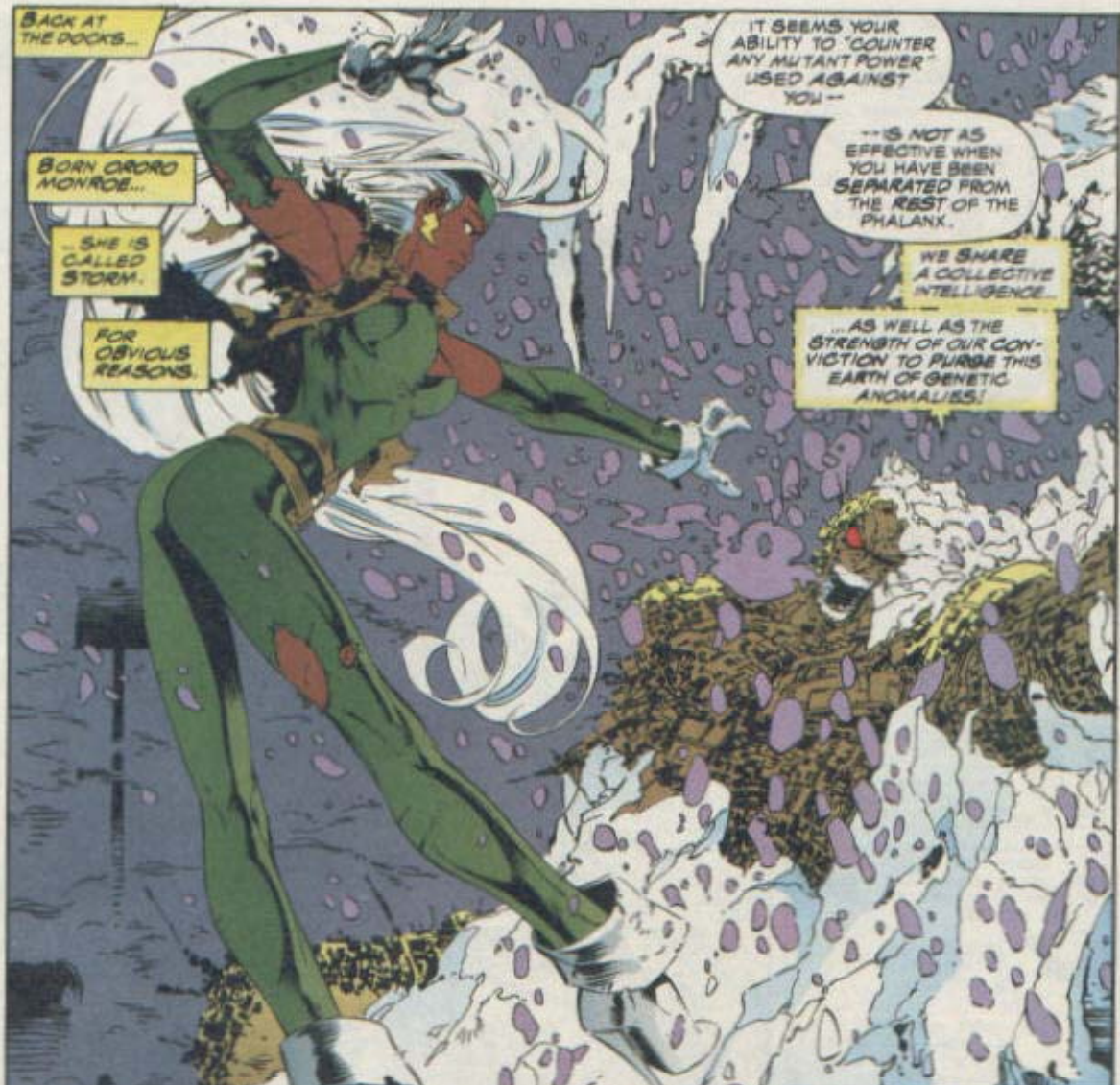
FOR OBVIOUS REASONS.

IT SEEMS YOUR ABILITY TO 'COUNTER ANY MUTANT POWER' USED AGAINST YOU--

--IS NOT AS EFFECTIVE WHEN YOU HAVE BEEN SEPARATED FROM THE REST OF THE PHALANX.

WE SHARE A COLLECTIVE INTELLIGENCE

...AS WELL AS THE STRENGTH OF OUR CONVICTION TO PURGE THIS EARTH OF GENETIC ANOMALIES!



YOU TALK AS IF YOU ARE ANYTHING MORE THAN A SOPHISTICATED COMPUTER PROGRAM.

AS IF THE FEAR AND LOATHING YOU ESPOUSE COMES FROM A GENUINE, IF UNENLIGHTENED, CONCERN FOR HUMANITY.

MAKE NO MISTAKE, MUTANT-- WE ARE HUMAN! HUMAN... AND SOMETHING MUCH, MUCH MORE!

WE WERE, EACH AND EVERY ONE OF US, COMMON PEOPLE WHO WILLFULLY SACRIFICED OUR CLAIM TO HUMANITY...

... IN ORDER TO INSURE THE PURITY OF OUR GENE POOL!



BY THE BRIGHT LADY--

--THAT IS MADNESS.



"MADNESS?"

R LAST ISSUE - BOB

NOT SO CLOSE, YOU
0100 00 10
0100 11 01
10 00

?!
SAMBIT'S
"FRIEND" FROM
EARLIER...?

MADNESS
IS AN ENTIRE
RACE SITTING
BACK AND WAITING
TO BE ENGLUFED
BY ANOTHER!

WE, THE PEOPLE
WHO COMPRISE THE
PHALANX, WERE THE
ONLY ONES BRAVE
ENOUGH TO FIGHT
FOR OUR DESTINY!

FUNCTION
ANALYSIS:
COLLECTIVE
INTELLIGENCE
LINK WITH
LIKE UNIT.

BIO-FEEDBACK
CRITICAL!

ORGANO
OVERLOAD
IMMINENT!

INCREDIBLE.

IS THIS THEN,
YOUR ORIGINAL
FORM?

THAT OF A
HUMAN WOMAN
WHO WILLFULLY
INFECTED HERSELF
WITH A TRANSFORME
VIRUS?

TO WHAT
END? TO WHAT
PURPOSE?

...TO
DESTROY
YOU AND YOUR
KIND!

BLASTING
THE OTHER
MEMBER OF
THE PHALANX
HAD AN EQUALLY
DEVASTATING
EFFECT ON THE
FEMALE AS
WELL!

JUST THE
ONE REASON...
REALLY...

W-KICK!

SAY
GOOD-BYE,
STORM.





ELSEWHERE...

AMMM...

THERE WAS A TIME WHEN HE WAS ALIVE.

"HUMAN" IN EVERY SENSE OF THE WORD, SAVE PERHAPS HIS SOUL.

THEN HE WAS CALLED STEVEN LANG.

IN HIS MORE LUCID MOMENTS...

...THERE ARE THE SLIGHTEST ECHOES OF HIS PAST LIFE...

...WHICH OCCASIONALLY REVERBERATE THROUGH THE CHAMBERS OF HIS MIND.

WITH GREAT DIFFICULTY, HE CAN RECALL HIS ROLE AS THE ORIGINAL DIRECTOR OF PROJECT ARMAGEDDON.

FWAY BACK IN ISSUE #98--808

HE WAS A PROUD MAN, THEN--AT THE PINNACLE OF HIS CAREER.

YET, WHAT HAPPENED AFTERWARDS, THE FALL FROM GRACE AS IT WERE... HIS NEAR-FATAL ACCIDENT ABOARD AN ORBITING S.H.I.E.L.D. PLATFORM... HIS EXPOSURE TO RADIATION... HIS LONG WAIT FOR DEATH AND RELEASE...

...ARE MEMORIES THAT SEEM TO BELONG TO SOMEONE ELSE ENTIRELY.

EVEN HIS MOST RECENT PAST--

-- HIS LIBERATION FROM THE CONVALESCENT HOME-- #1

-- HIS "DOWNLOADING" TO THE CORE OF THE PHALANX'S COLLECTIVE INTELLECT--

...THERE IS NOTHING TO WHICH HE CAN RELATE.

THE MOMENT IS ALL THAT MATTERS.

AND THIS MOMENT FINDS HIS ATTENTION DIVIDED BETWEEN THE FATE OF THE PHALANX'S CURRENT TARGET DESIGNATES...

...AND THE STATE OF THE LATEST HANDFUL OF RECRUITS TO THEIR CAUSE.



510... HIS REPORT?
118887
1011--864?

PT BETWEEN UNCANNY #1291 AND NOW--84.



again.
status.

BATCH:
DAWN.

50%
SUCCESS
RATIO.

PROFILE:
CAMDEN, M. --
FULLY INTEGRATED
PHALANK CORE.

PROFILE:
SCHWANDT, H. --
BIOGRAPH REJECTED
AT 87.39 RATIO...

... TRANSMODE
SEQUENCE
ABORTED AT
0200 HOURS.

REC

RECOMMEND--

RECOMMENDATION
PARA ... METERS
INCLUDE ...

0100 10
11010001

INSUFFICIENT
DATA AT CURRENT
TIME TO RECOMMEND
PARAMETER
ALTERATIONS.



Impress-
ssive.
been months now...
since we
assimilated
your dead
cells
into our
womb.

months...
yet you
still... resist,
ram-
sey.
do you not
understand?
you are not
alive, never
were.
nothing
more than...
a program...
... based on entities
designated: ramsey,
doudias and his techno-
organic symbiote
warlock.



now... tell
us...
recommendations for
higher
biographical
yield?

01 00 11
1100 1001
00 10
come,
you owe
the
carbonites
nothing.

INNNN
NNNSSS
SUFFICIENT
DATA AT CURRENT
TIME...

TO
RECOMMEND--



priority: analyze ram-sev glitch.

determine system failure re... butting in independent function.

indicative of core dysfunction?

begin self-diagnostics in--

LANG?



report, hodge.

CURRENT TRACKER UNITS REPORT EN- GAGEMENT ON SUBJECT DESIGN- NATE: YUKIO.

AWAITING CONFRONTATION ORDER...

yes... of course.

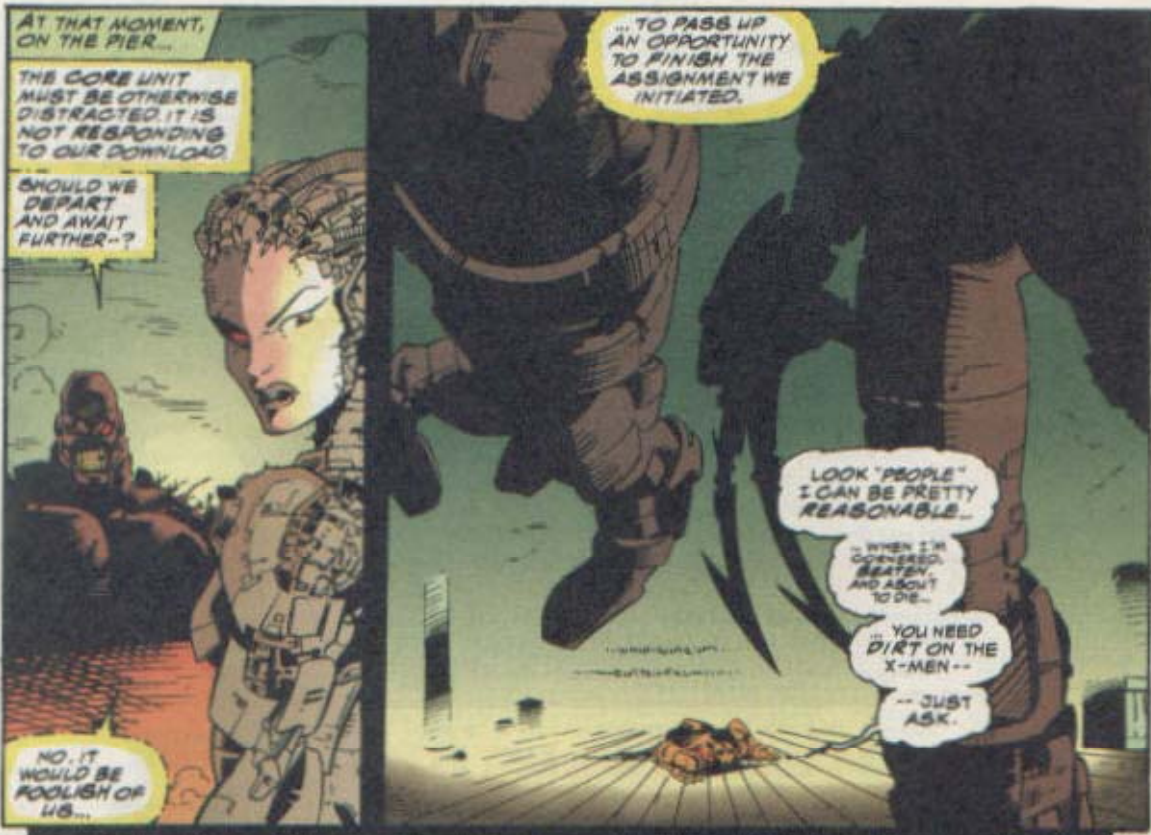
so much to consider... so many routes to monitor.



self-diagnostics program delayed.

reschedule for first available ram space.

NOTED AND LOGGED, LANG...



AT THAT MOMENT, ON THE PIER...

THE CORE UNIT MUST BE OTHERWISE DISTRACTED. IT IS NOT RESPONDING TO OUR DOWNLOAD.

SHOULD WE DEPART AND AWAIT FURTHER--?

... TO PASS UP AN OPPORTUNITY TO FINISH THE ASSIGNMENT WE INITIATED.

LOOK "PEOPLE" I CAN BE PRETTY REASONABLE...

-- WHEN I'M CORNERED, BEATEN, AND ABOUT TO DIE--

... YOU NEED DIRT ON THE X-MEN --

-- JUST ASK.

NO. IT WOULD BE FOOLISH OF US...



JUST DON'T KILL ME...

-- PLEASE?



THE INFORMATION WE SEEK GOES FAR BEYOND ANYTHING YOU MIGHT SAY ALOUD, CARBONITE.

AS A LIVING HUMAN ASSIMILATED INTO THE PHALANX-- EVERY THOUGHT YOU EVER HAD CAN AND WILL, BE ACCESSED.

WE WILL BE PRIVY TO MEMORIES, DETAILS, EXPERIENCES YOU COULD NEVER HOPE TO COGNITIVELY RECALL.

WHETHER YOU VOLUNTEER-- OR STRUGGLE SAVAGELY...



"IS OF NO PARTICULAR CONCERN TO US."

HOPE... DIS... WORKS... STORMY.

SHHHH...



YOU "SHHH"
I'M BUSY.



WILL IT...
...HURT?

HORRIBLY,
BUT IT WILL PASS.



SOON?

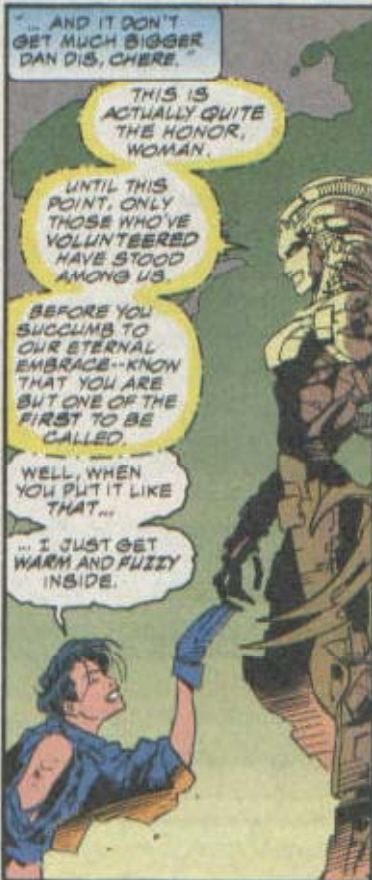
EVENTUALLY.
C'MON, GANG...
C'MON...



REMY...?

"I CANNAE CHANGE DE LAWS
O' PHYSICS, CAP'N!"

DE BIGGER DE OBJECT...
--DE LONGER IT TAKES TO CHARGE...



... AND IT DON'T GET MUCH BIGGER DAN DIS, CHERE.

THIS IS ACTUALLY QUITE THE HONOR, WOMAN.

UNTIL THIS POINT, ONLY THOSE WHO'VE VOLUNTEERED HAVE STOOD AMONG US

BEFORE YOU SUCCEUMB TO OUR ETERNAL EMBRACE--KNOW THAT YOU ARE BUT ONE OF THE FIRST TO BE CALLED.

WELL, WHEN YOU PUT IT LIKE THAT...

... I JUST GET WARM AND FUZZY INSIDE.



STORMY...

BRZZT!

A SINGLE BOLT OF LIGHTNING SHOULD SUFFICE, GAMBIT.



BON SOIR, MY PHALANX!

COMMUNICATION CORE CENTRAL:

LOGGING OFF.

WHO WANTS TO BET DAT, EVEN WIT YOUR ABILITY TO ADAPT TO ANY POWER...

...DIS OUGHTTA BE ENOUGH TO REDUCE YOU TO SPARE PARTS?

NOT A SINGLE WAGER, HEH?

I'M DIS'POINTED

AND JUST FOR THE RECORD, "MON AMIS"?

VIVA LA X-MEN!

...GOTCHA!

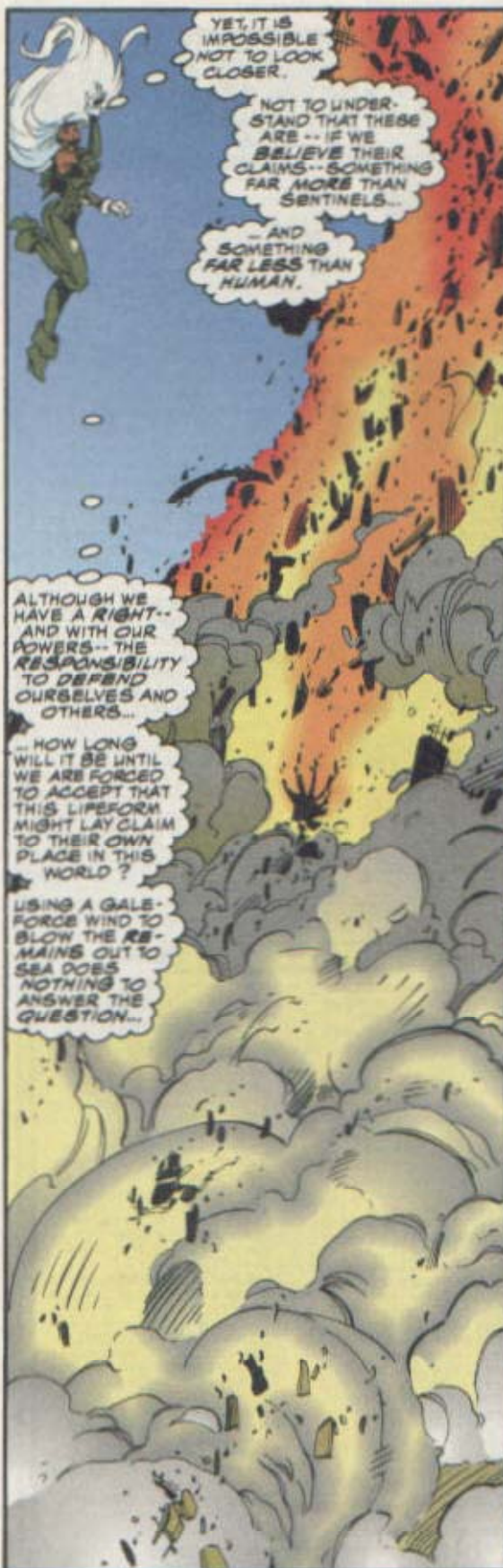
OR, SOMETHING EQUALLY AS WITTY.

"AT FIRST GLANCE..." THINKS STORM--

KQAK!

... THIS IS CLEARLY A VICTORY.





YET, IT IS IMPOSSIBLE NOT TO LOOK CLOSER.

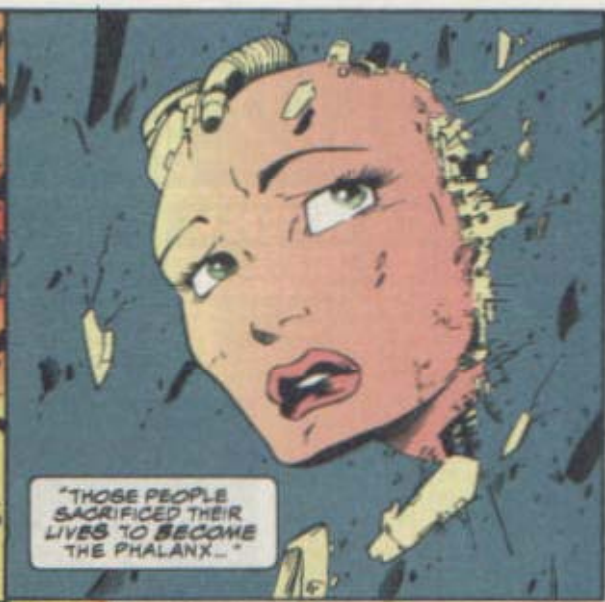
NOT TO UNDERSTAND THAT THESE ARE -- IF WE BELIEVE THEIR CLAIMS -- SOMETHING FAR MORE THAN SENTINELS...

-- AND SOMETHING FAR LESS THAN HUMAN.

ALTHOUGH WE HAVE A RIGHT-- AND WITH OUR POWERS-- THE RESPONSIBILITY TO DEFEND OURSELVES AND OTHERS...

... HOW LONG WILL IT BE UNTIL WE ARE FORCED TO ACCEPT THAT THIS LIFEFORM MIGHT LAY CLAIM TO THEIR OWN PLACE IN THIS WORLD?

USING A GALE-FORCE WIND TO BLOW THE REMAINS OUT TO SEA DOES NOTHING TO ANSWER THE QUESTION...



"THOSE PEOPLE SACRIFICED THEIR LIVES TO BECOME THE PHALANX..."



... WILL IT COST US OUR SOULS TO ULTIMATELY DEFEAT THEM?

THERE IS NO NEED TO RESOLVE THESE ISSUES IMMEDIATELY, SHE REALIZES.



BECAUSE SHE KNOWS -- SHE FEARS -- DEEP IN HER HEART...

... THAT THIS IS NOT THE LAST TIME THEY WILL ENCOUNTER THE PHALANX.



LOVE T'PAT MYSELF ON DE BACK, REMY...

... BUT I THINK WE ALL KNOW...

... DIS IS JUST DE BEGINNING.



WHOO?!

KHAK!

MOST PEOPLE JUST SAY "THANK YOU," YUKIO.



I AIN'T MOST, REMY, AND YOU AIN'T NO ALTRUIST.

I DON'T KNOW WHAT YOU'RE UP TO, BUT IF ORORO GETS HURT...

... YOUR CAJUN BUTT IS MINE!

IT'S ALWAYS BEEN... THERE.



IS EVERYONE ALL RIGHT?

YOUR FRIEND IS ONE SPOON SHORT O' A BOWL O' GUMBO BUT OTHER DAN DAT...



WE MUST REPORT TO THE--

IT CAN WAIT, WIND RIDER!

I HAVE TO BE BACK IN TOKYO BY NOON, AND WE HAVE TOO MUCH TO CATCH UP ON.

BUT... WE HAVE RESPONS--

STOP! I'M GETTING HIVES JUST THINKING OF THE WORD!

YOU'LL AT LEAST DROP ME OFF AT THE AIR-PORT?

YEAH... AND I KNOW JUST DE RUNWAY.

HECK OUT WOLVERINE #22 ON SALE SOON -- BOB

XAVIERS...
THERE IS NO REASON TO BLAME YOURSELF FOR CREED'S RAM-PAGE'S-B-SHOP.

WHEN THE SECURITY SYSTEM SHUT DOWN YOU DID EVERYTHING YOU COULD TO--

INDEED, SIR, AND THEREIN LIES THE PROBLEM.

BY XSE STANDARDS, CREED IS A LIGHT-WEIGHT.

THERE WAS A TIME I WOULD HAVE SHIKTHIM BEFORE EITHER ONE OF US BROKE A SWEAT-- EVEN WITHOUT MY POWERS.

I'M AFRAID, IN AN EFFORT TO ADAPT TO LIFE AMONG THE X-MEN...

... I HAVE NEGLECTED THE VERY STRENGTHS WHICH MAKE ME AN ASSET TO YOUR TEAM.

W. LANGANNYRST -- 808

PROFESSOR B-- YA' GOTTA COME QUICK!

IT'S BOBBY!

BORTA.

WITH HER PERMISSION--

-- A QUICK SCAN OF JUBILEE'S MIND AVAILS HIM NOTHING.

ONLY A SERIES OF EXCITED, CONFLICTING IMAGES ONE INTO ANOTHER.

HE IS ABOUT TO BID HER CALM DOWN-- TO CONCEN-TRATE...

... WHEN CHARLES XAVIER SUDDENLY UNDERSTANDS FULLY AND COMPLETELY THE CAUSE OF HER CONFUSION...

... HER SHOCK.

HENRY-- REPORT!

"STARS AND GARTERS" IS THE ONLY THING THAT SPRINGS TO MIND, SIR.

SAINTS PRESERVE US.

OKAY, THAT TOO.



WHY SO SURPRISED, X-MEN?!

SURELY YOU DIDN'T THINK YOU'D TRAP ME HERE, FOREVER...?!

EVEN WITHOUT A MIND SCAN HE RECOGNIZES "HER".

NOT AT ALL!

WE WERE SIMPLY ATTENDING TO YOUR NEEDS WHILE YOU WERE RECOVERATING FROM YOUR INJURIES.

AS IT IS, LET ME BE THE FIRST TO WELCOME YOU BACK TO THE LAND OF THE LIVING...



...EMMA FROST.

WHA--?! THE WHITE QUEEN...

... IN BOBBY'S BODY?!

WHA!

NEXT: WHITE QUEEN'S NIGHT! AND FOR MORE ON THE PHALANX AND MISTER RAMSEY CHECK OUT EXCALIBUR #11!