

# GLADIATOR

STORY BY  
DAVID FRANZONI

SCREENPLAY BY  
DAVID FRANZONI AND JOHN LOGAN AND WILLIAM NICHOLSON

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PICTURES

# GLADIATOR

Story by  
David Franzoni

Written by  
David Franzoni  
and  
John Logan  
and  
Bill Nicholson

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"While stands the Colosseum, Rome shall stand.

When falls the Colosseum, Rome shall fall.

And when Rome falls -- the World."

BYRON

FADE IN:

AT THE HEIGHT OF ITS POWER THE ROMAN  
EMPIRE WAS VAST, STRETCHING FROM THE  
DESERTS OF AFRICA TO THE BORDERS OF  
NORTHERN ENGLAND.

OVER ONE QUARTER OF THE WORLDS'S  
POPULATION LIVED AND DIED UNDER THE  
RULE OF THE CAESARS.

IN THE WINTER OF 180 A.D., EMPEROR MARCUS  
AURELIUS' TWELVE-YEAR CAMPAIGN AGAINST  
THE BARBARIAN TRIBES IN GERMANIA WAS  
DRAWING TO AN END.

JUST ONE FINAL STRONGHOLD STANDS IN THE  
WAY OF ROMAN VICTORY AND THE PROMISE OF  
PEACE THROUGHOUT THE EMPIRE.

FADE OUT:

EXT. GERMAN FRONT - ROMAN OFFENSIVE LINE - DAY

A Roman soldier stands alone, fully armed, looking about him: a powerful intense man in his 30s. He seems to be waiting for something. His armor is battle-worn, stained with the filth of a long campaign, but his face is alert, looking, listening. No way of knowing, but this is MAXIMUS, commanding general of the Army of the Danube.

Wind hisses in the trees. Far off, the distant sound of thundering hooves. A few shouted commands carried on the wind.

He turns, and starts to move off. A flurry in the air stops him, draws his attention.

A ROBIN settles close to him. Hops towards him: puts its head on one side and studies him. He stays still, not wanting to frighten the bird. Watches it. In his eyes, for a brief moment, we see amusement, a half-smile. Then one of the distant shouts sounds nearer, and the robin turns, startled, and takes to the air.

Maximus's eyes follow the bird, up, up.

EXT. GERMAN FRONT - ROMAN OFFENSIVE LINE - CONTINUOUS

Then he's moving fast, climbing a slope, as the sound of the approaching horsemen becomes louder and louder. He's striding up onto a ridge, cresting the top, and there stretched out below him lie the trenches and earthworks of an ENTIRE ARMY, thousands of ROMAN TROOPS, foot soldiers and archers, artillery teams and engineers, all poised for the coming battle. The CAVALRY is suddenly upon him, and he has to move fast to get out of the way of the thundering columns of armed horsemen as they sweep past in a roar of hoofbeats and harness jangle and spitting dirt. One

raised arm acknowledges his men as they go by, and he's striding on to the earthworks, past the machines called Scorpions, that fire multiple crossbow bolts.

EXT. GERMAN FRONT - ROMAN OFFENSIVE LINE - CONTINUOUS

As the men see him they jump to their feet, but he waves them down, nods greetings to them, moves on. His eyes see everything, check everything, stop for nothing. He passes a team of engineers stooping to shift the great catapults, pauses for a brief word. The CATAPULT OFFICER listens to his commander, nods. Maximus strides on, passes a squadron of ARCHERS flexing their massive bows, preparing their arrows. He passes FOOT SOLDIERS sharpening their stubby swords, their eyes turning time and again towards the trees. He's making for the command point, a raised earthwork topped by a low



timber stockade, where his OFFICERS stand, warming themselves around a campaign brazier, watching the trees.

MAXIMUS

Still nothing?

QUINTUS shakes his head: Maximus's trusted second-in-command, a veteran of the long campaign. These men are young by our standards, in their twenties and thirties, but long years of war have made them hard and steady.

QUINTUS

Not a sign.

Maximus joins them round the brazier. A JUNIOR OFFICER hands him a bowl of steaming soup. He sips it as they talk in low voices. Always one eye on the trees.

MAXIMUS

Snow in the air. I can smell it.

QUINTUS

Anything's better than this damned German rain.

MAXIMUS

How long's he been gone?

VALERIUS

Nearly two hours.

VALERIUS commands one of Maximus's foot divisions. He too is sipping soup, his hands bound with bandages.

MAXIMUS

How's the hands?

VALERIUS

Stiff.

A CAVALRY OFFICER comes galloping up.

CAVALRY OFFICER

Cavalry in position, General.

Maximus nods.

MAXIMUS

Wait for the signal.

The cavalry officer salutes and wrenches his horse round to return to his post. Maximus looks round.

MAXIMUS (cont'd)

Where's my mount? Ah, there you are.

His GROOM stands quietly waiting, holding the General's horse. Maximus runs a quick professional check over the animal, and gives a nod of approval.

GROOM

Will they fight, sir?

MAXIMUS

We'll know soon enough.

Quintus moves restlessly up and down the command post. The tension makes him irritable. His eyes fall on the great catapults. He yells at the officer in charge.

QUINTUS

I ordered you to move those catapults forward! They're out of range!

The officer looks nervously from Quintus to Maximus. Maximus keeps his voice quiet, neutral.

MAXIMUS

The range is good.

For a beat, Quintus wants to fight the point. Then he turns away to stare at the trees again.

QUINTUS

What's taking so long? All they have to say is yes or no.

From a lookout far ahead there sounds a sudden cry:

LOOKOUT VOICE

He's coming!

All eyes snap to the trees; motionless with attention.

EXT. GERMAN FRONT - ROMAN OFFENSIVE LINE - CONTINUOUS

Out of the trees comes a horseman, far off, galloping towards the roman lines. He disappears into a dip in the land, and then he's back again, nearer. There's something strange about him, and about his jerky posture in the saddle.

EXT. GERMAN FRONT - ROMAN OFFENSIVE LINE - CONTINUOUS

Maximus squints to make him out. His eyesight is excellent: he thinks he understands what's happened. Just a little nearer to be sure -



MAXIMUS

They say no.

Now we see the horseman, close enough to make out what Maximus has already realized: he's a Roman officer, strapped to his horse, headless.

Maximus watches the dead man ride towards them. Maximus's face shows only steady concentration. He knows what he has to do now.

VALERIUS

Dear Gods!

QUINTUS

I'll crucify them!

EXT. GERMAN FRONT - GERMAN CAMP - CONTINUOUS

Out of the trees, far ahead, a GERMAN TRIBESMAN appears: a huge man in primitive battle dress. In one hand he holds the severed head of the Roman envoy. He holds it up, in a bloody display of defiance, and YELLS - SCREAMS - practically vomits out his visceral defiance.

The Roman troops stare impassively.

The German swings back his huge arm and hurls the severed head towards them. It curves through the air, hits the ground, rolls grotesquely.

EXT. GERMAN FRONT - ROMAN OFFENSIVE LINE - CONTINUOUS

Maximus shakes his head.

MAXIMUS

Stupid.

QUINTUS

A people should know when they're conquered.

MAXIMUS

Would you, Quintus?

He draws a long breath. If it must be done, it will be done well.

He turns and silently clasps Quintus's arm, then Valerius's. He mounts his horse, which his groom has already brought to stand before him.

MAXIMUS (cont'd)

Wait for the signal.

A nod at Quintus to proceed as planned, and he canters off.

QUINTUS

Stand by your arms.

Junior officers relay the order down the lines, and there's a rustling rattle that fills the world, as the huge army braces for the battle.

QUINTUS (cont'd)

Load the catapults.

The order echoes down the lines.

QUINTUS (cont'd)

Infantry form up for advance.

Again the orders pass down the trenches. The men rise up in their thousands and prepare to march on the trees.

QUINTUS (cont'd)

Archers ready.

JUNIOR OFFICER

Archers ready!

Maximus passes the lines at a brisk canter, his arm raised in a salute.

EXT. BATTLEFIELD - HILLTOP - DAY

An old man's face, staring down at the troops formed in battle lines below. The face is weather-beaten, ailing.

MARCUS AURELIUS, Emperor of Rome, is on a horse. A metal brace extends from the back of his saddle. He is strapped to the brace with thick leather straps.

Behind him, also mounted, wait his STAFF. All the world is waiting.

EXT. TREES - CAVALRY POSITION - DAY

Maximus on his horse, the cavalry all around him. Steam flares from the horses' nostrils. All his men poised, on the brink of action. A MOUNTED ARCHER on his right hand, a FOOT SOLDIER beside him holding a burning torch.

Maximus makes a last check of his men's positions. Then he swings down in the saddle, without dismounting, and scrapes up a handful of earth. Righting himself again, he rubs the earth between his two hands, almost as if washing them. It's a familiar ritual gesture, he does it without looking, his eyes on the trees. His men note the gesture.



They've seen it many times before, and they brace themselves, knowing it's now the very last moment before the battle.

EXT. TREES - CAVALRY POSITION - DAY

Maximus nods to the archer. The archer strings a cloth-tipped arrow, the foot soldier lights it, the archer draws his bow, and fires. All the cavalry look up.

The flaming arrow sings into the air - up - up -

EXT. GERMAN FRONT - ROMAN OFFENSIVE LINE - DAY

Quintus sees the flaming arrow rise over the treetops. Behind him stands the line of ARCHERS, the Scorpions, the battery of mighty catapults, loaded and strained back to maximum tension.

QUINTUS

Now!

The catapults are released, hoisting up into the air a hundred bulbous terra cotta pots, that curve up, up, in a high arc towards the trees.

Quintus counts off the seconds as they fly.

QUINTUS (cont'd)

One... two... three... four... Now!

The Scorpion teams release their shower of deadly bolts into the sky.

QUINTUS (cont'd)

One... two... Now!

The archers raise fire-tipped arrows, and fire their flaming barrage into the sky.

EXT. TREES - CAVALRY POSITION - DAY

Maximus and his cavalry watch as the bomb-like pots come arcing down into the trees in front of them -

EXT. GERMAN FRONT - ROMAN OFFENSIVE LINE - DAY

Quintus and all his men follow the flight of the missiles in utter silence.

The crossbow bolts race through the air and shatter the dropping pots - the flaming arrows follow - ignite the pitch that bursts out of the pots - FLAME EXPLODES - a hellish, napalm-like vision of burning rain falls over the trees -



The Romans wait -

Then the SCREAMING begins -

And out of the burning inferno of the forest burst the screaming GERMAN TRIBESMEN - a great flood of primitively-garbed warriors, making their last desperate charge.

Quintus raises his sword arm and signals the advance.

The entire Roman line of foot soldiers begins to move steadily forward.

EXT. TREES - CAVALRY POSITION - DAY

Maximus standing high in the saddle, watching the spreading flame in the trees before him, waiting for the exact moment - the horses shifting nervously on all sides -

MAXIMUS

Steady...

He draws his sword.

MAXIMUS (cont'd)

Soldiers! Brothers! Are you ready?

CAVALRY MEN

Aye!

The line of charge forms: shoulder to shoulder.

MAXIMUS

Hold the formation! Match my speed!  
If you find you're on your own, riding  
through green fields, with sun on  
your face -you're in Elysium, and  
you're dead.

Laughter from his veterans. (Over the laughter)

MAXIMUS (cont'd)

(And) We'll all be joining you soon  
enough.

He raises his sword high. Now, in the moment of action, fresh from his joke, he looks young and free and happy.

MAXIMUS (cont'd)

Three weeks from now, I'll be  
harvesting my grapes - Imagine where  
you will be. And it will be so. What  
we do now echoes in eternity...

EXT. TREES - CAVALRY POSITION - DAY

Screaming out their blood-curdling war-cry, he spurs his horse into the charge. The entire regiment of cavalry takes up the howling cry, and charges alongside side him - building up speed...

EXT. BATTLEFIELD - TREES - DAY

...straight at the wall of fire that was once the trees - hammering over the uneven ground...

EXT. BATTLEFIELD - TREES - DAY

at full gallop now - they SLAM into the flames -

MAXIMUS

(All)

ROMA VICTOR!

EXT. BATTLE FIELD - DAY

The Roman foot soldiers move relentlessly forward in their lines, slashing with their short swords, but the Germans are fighting for their lives, doing terrible damage - the fight is degenerating into a muddy mutual slaughter -

Out of the flames, at full gallop, burst Maximus and his screaming cavalry - the Germans turn in terror, caught between two walls of death - and the horsemen are upon them, cutting them down -

In the rage of the battle -

Maximus spinning his horse, swinging his sword with expert efficiency - a spear stabs through the neck of his horse, it collapses forward - Maximus sails over the horse's head, crashes to the muddy ground - jumps to his feet, still fighting -

Flaming arrows sing overhead - firepots explode in the air - flames silhouette the fighting, the battle becomes a ferocious inferno -

On the ground, Maximus is everywhere, exhorting his men, daring every danger, cutting down all who stand in his way. His power as a warrior is that he's a smart fighter, he doesn't flail wildly, he looks, sees, understands - but more than this, much more, there's a burning core of self-belief in him that says: nobody kills me!

The discipline and the firepower of the Roman military machine is winning the day. The Army of the Danube grinds down the Germans, crazed as they are. Now Maximus is fighting less,



commanding more, signaling to his officers where to fall back, where to close in. Moving more freely now among the dead and the dying -

And up out of the bodies rises one wild German, sees his chance, charges Maximus, sword raised - Maximus is signaling one of his men, has his back to the German - sees the look on his officer's face, and not even stopping to assess the danger sweeps his great sword round - SLICES through the German - DECAPITATES HIM - and so great is the power behind his blow that the sword travels on in its arc and embeds itself THOCK! deep into a tree-trunk.

EXT. BATTLEFIELD - HILLTOP - DAY

Old Marcus Aurelius sits strapped onto his horse, looking down at the last skirmishes of the battle, and slowly nods his head.

It's a bloody business, but it's done now, as it had to be done.

He turns and indicates to his staff that he wishes to ride on.

EXT. GERMAN FRONT - FOREST ROAD - DAY

A dense forest. A rough, muddy road slashing through the trees. Then a sound - the creak of wood, the slap of metal on leather.

A wagon train rumbles past. Three ornate wagons flanked by a mounted cohort of fifty heavily armed PRAETORIAN GUARDS.

INT. GERMAN FRONT - COMMODUS'S WAGON - DAY

Mist momentarily obscures a man's face. Frozen breath. The man is in his 20s, imperious and handsome. He is swathed in fur, only his face exposed. He is COMMODUS.

He glances up.

COMMODUS

Do you think he's really dying?

The woman across from him returns his gaze evenly. She is slightly older beautiful and patrician. A formidable woman.

She is LUCILLA.

LUCILLA

He's been dying for ten years.

COMMODUS

I think he's really dying this time.

A beat. Their breath turns instantly to mist.

COMMODUS (cont'd)

He has to be bled every night now.

LUCILLA

How do you know that?

COMMODUS

I've been so informed.

She arches an eyebrow.

COMMODUS (cont'd)

If he weren't really dying he wouldn't have sent for us.

LUCILLA

(a smile)

Maybe he just misses us.

COMMODUS

And the Senators. He wouldn't have summoned them if...

LUCILLA

Peace, Commodus. After two weeks on the road your incessant scheming is hurting my head.

Commodus looks back out of the window, his thoughts reaching for glory.

COMMODUS

No... He's made his decision. He's going to announce it. He will name me.

A flush of excitement lights his pale face as he speaks. She looks back at him with amused eyes.

COMMODUS (cont'd)

The first thing I shall do when... (he dies)... is honor him with games worthy of his majesty.

LUCILLA

Right now, the first thing I shall do is have a hot bath.

The wagon rumbles to a halt. Voices are heard outside.



Commodus appears at a rear door, where he stands on a small platform, looking down at his officer, a MOUNTED PRAETORIAN.

EXT. GERMAN FRONT - ROAD BLOCK - DAY

A ROAD GANG and LABORERS are doing road work. The ENGINEER in charge has come forward.

MOUNTED PRAETORIAN OFFICER

We seem to be almost there, sire.

COMMODUS

(to the Engineer)

Where's the Emperor?

The engineer is stunned at the appearance of Commodus. He bows: a gesture of great deference, kneeling on one knee.

ENGINEER

At the front, sire.

COMMODUS

Is the battle won?

ENGINEER

Don't know, sire. They've been gone for nineteen days. The wounded are still coming in.

COMMODUS

(to his officer)

My horse! Take me to my father.

He tosses back his furs. Beneath them he wears a striking set of Lorica Segmentata, the traditional formed armor of Rome. A beautiful horse is led up to him.

COMMODUS (cont'd)

(To another Praetorian)

Take my sister to the camp.

Lucilla emerges from the back of the wagon onto the rear platform. Commodus turns to her, reaching out one hand. A boyish grin.

COMMODUS (cont'd)

Kiss.

She catches the tips of his fingers: just a touch, to send him on his way. He turns and makes a single leap to mount his horse, and canters away, followed by an escort. She watches him go.

Glancing at the Motley road gang still kneeling.

LUCILLA

(Dry)

Civilization at last. Gods preserve us.

EXT. BATTLEFIELD - KILLING FIELD - DAY

CLOSE ON the blade of Maximus's sword, projecting from the tree-trunk. The sounds of battle are already beginning to fade.

A ROBIN sits perched cheekily on the hilt. The same robin Maximus saw before the battle? Who can say?

Maximus pauses, gazing at the bird. He's breathing hard, lathered with mud and blood, sweating, heart still pumping. Men are dead and dying on all sides. And this bird is looking at him, its head on one side, like they're all mad.

Maximus shakes his head once, then gently reaches up to the sword-hilt. The bird flies away. He jerks the sword out of the tree.

Maximus turns and looks over the battle field. It's a scene from hell. Roman surgeons are already moving in with stretcher teams to tend to the wounded. Foot soldiers are probing the bodies for any Germans left alive, finishing off those that move with a quick stab of a short sword. Men in pain groan on all sides.

Maximus makes his way back through the bodies. Every now and again he stops, grasps the arm of a wounded comrade, gives brief words of encouragement, beckons for a stretcher team.

Maximus kneels with the dead. Surveying the carnage.

MAXIMUS

(To Himself)

Let the flowers never fade. Let the sun always be warm on your back. But better than this. All the beloved dead will be returned to you. As you are returned to them. Embrace them. You've come home at last.

As he is finishing, he notices the soldiers are all beginning to kneel in respect. Maximus turns and bows.

MARCUS

You proved your valor again, Maximus. Let us hope it is for the last time.

MAXIMUS

There's no one left to fight, sire.



MARCUS

There's always people to fight,  
Maximus.

He raises one arm to indicate to Maximus that he would like his support. Maximus at once moves to his side, and holds his arm.

They walk back across the battlefield together, followed by the Emperor's entourage.

EXT. BATTLEFIELD - WOODED ROAD - DAY

As Maximus and Marcus pass, the soldiers drag themselves to their feet, raising their swords, paying silent homage.

MAXIMUS

They honor you, Caesar.

MARCUS

I think it's for you, Maximus. They honor you.

Just then Commodus canters into view with his Praetorian Guard escort. He watches the army honor Maximus with rank envy as he nears.

He rides up to Maximus and Marcus, putting on a 'good face'.

COMMODUS

Have I missed it?  
(he leaps from his horse)  
Have I missed the battle?

MARCUS

You've missed the war. We're done here.

Commodus embraces him, awkward.

COMMODUS

Father. Congratulations. I shall sacrifice a hundred bulls to honor your triumph.

MARCUS

Let the bulls live and honor Maximus.  
He won the battle.

Commodus embraces Maximus, even more awkward.

COMMODUS

General, Rome salutes you and I embrace you as a brother...It has been too long- What is it? Ten years..my old friend!

MAXIMUS

Highness.

COMMODUS

Your Spaniards seem invincible. May the Gods favor the Felix Regiment now and always.

(to his father)

Here, father, take my arm.

Marcus lets his hand rest on him for a moment. Then, with a gentle smile:

MARCUS

I think perhaps I should leave you now.

Commodus waves for Marcus's horse. It is brought up. Several soldiers carefully help the old man into the saddle. They fuss around him until he holds up his hand for them to stop.

He looks to Maximus. Maximus crosses quickly, and adjusts the straps.

MARCUS (cont'd)

(smiles)

So much for the glory of Rome.

Without a word to his son, Marcus nods and the horse is slowly led away.

Commodus and Maximus watch him go for a beat.

Commodus swings himself back onto his handsome horse, and rides off, followed by his escort.

EXT. ROMAN CAMP - NIGHT

Maximus emerges from a hospital tent and joins a weary SURGEON washing his hands before a fire. ORDERLIES and MEDICS on all sides ministering to the many casualties. Maximus nods his departure to the surgeon and moves away.

We see the Roman encampment, a sea of tents. Hundreds of campfires burning.



INT. ROMAN CAMP - MESS HALL - NIGHT

An immediate swirl of noise. The grand mess tent is crowded with officers. They are still filthy with caked-on mud and blood, but this is the celebration for their victory, and everyone is drinking, raising cups in bandaged hands, laughing, shouting.

Marcus sits in a central position and receives visitors. Currently, two Senators, FALCO and GAIUS, are bowing before him.

FALCO

Hail, Marcus Aurelius.

MARCUS

Stand up, Senators. That unfamiliar posture doesn't suit you.

GAIUS

We live in supplication to your glory.

MARCUS

All the while conspiring with that fat man in Rome. How is the old monster?

GAIUS

Senator Gracchus is hale, sir.

MARCUS

Still damning me to the four winds?

GAIUS

Still eager for your triumphant return to Rome, Caesar.

ly  
 Maximus enters the tent. As soon as he enters, arms reach out to embrace him, cups are thrust to his lips. Smiling, taking a sip here and a gulp there, he pushes his way through the throng.

Quintus embraces Maximus.

QUINTUS AND MAXIMUS TOGETHER

Still alive! The Gods must love you!

ON  
 Maximus laughs and pushes on, with the others in his wake.

On the far side, through the crush of heads, he can see Marcus Aurelius, with Commodus at his side, receiving visitors: two Senators, FALCO and GAIUS: Commodus catches sight of Maximus and points to him, speaking to the others.

More of Maximus's men are toasting him.

VALERIUS

Back to barracks, General? Or to Rome?

MAXIMUS

I'm going home. To wife, and son, and the harvest.

QUINTUS

(laughing)

Maximus the farmer! I still have difficulty imagining that.

MAXIMUS

Dirt washes off easier than blood Quintus!

Commodus, Gaius and Falco, join Maximus.

COMMODUS

Here he is. (The hero of the war).

MAXIMUS

Highness.

COMMODUS

(introducing the senators)

Senator Gaius. Senator Falco. Beware of this Gaius. He'll pour a honeyed potion in your ear, and you'll wake up one day and

(more)

all you'll say is 'Republic, republic, republic.'

Laughter.

GAIUS

Why not? Rome was founded as a republic.

COMMODUS

And in a republic, the Senate has the power. But Senator Gaius isn't influenced by that, of course.

FALCO

Where do you stand, General? Emperor or Senate?

MAXIMUS

Soldiers have the advantage of being able to look their enemy in the eye... Senator...

GAIUS

With an army behind you, you could be extremely political -

COMMODUS

(laughing)

I warned you. Now I shall save you.

He takes Maximus's arm and leads him firmly aside. As they move away, we note a DARK EYE looking through a slit in the tent wall. The eye is drawn to Maximus.

Commodus speaks low.

COMMODUS (cont'd)

Times are changing. I'm going to need good men like you.

MAXIMUS

How can I be of service, highness?

COMMODUS

You're a man who knows what it is to command. You give your orders, the orders are obeyed, the battle is won.

MAXIMUS IS A SILENT PARTNER

COMMODUS (cont'd)

(looking back at the Senators)

They scheme and squabble and flatter and deceive. We must save Rome from the politicians, my friend.

He puts a hand onto Maximus's shoulder, continuing the flattering game that they're old friends.

COMMODUS (cont'd)

I can count on you, when the time comes?

MAXIMUS

When your father releases me, I return to Spain. Sire!



COMMODUS

(Smiles)

Home? Ah! Well, no-one's earned it more.

(a murmur in his ear)

Don't get too comfortable. I may call on you before long.

(openly again, very casual)

Lucilla is here. Did you know?

He throws him a quick look, to gauge his reaction.

COMMODUS (cont'd)

...She's not forgotten you. And now you're the great man.

Satisfied he's got his hook into Maximus, he turns back, and sees his father being helped out of the tent by his body slaves.

COMMODUS (cont'd)

Caesar retires early tonight.

When he turns back, Maximus has gone...off his reaction go to.

INT. ROMAN CAMP - CORRIDOR - NIGHT

Marcus is helped out of the mess tent into a tent corridor attached.

He sees his daughter Lucilla in the Ante Room, clearly having been watching through the slit in the tent wall. He smiles. Delighted.

MARCUS

If only you'd been born a man...

She turns to him. He leaves his body slaves and goes to her.

LUCILLA

Father.

MARCUS

What a Caesar you would have made. You would have been strong. I wonder if you would have been just.

LUCILLA

I would have been what you taught me to be.

He smiles. She also smiles and takes his arm and they slowly walk down the tent corridor.

MARCUS

How was the journey?

LUCILLA

Long. Uncomfortable. Why have I come?

MARCUS

I need your help. With your brother.

LUCILLA

Of course.

MARCUS

He loves you. He always has.

He comes to a stop, weary. Turns his face to hers.

MARCUS (cont'd)

He's going to need you more than ever.

Lucilla studies him, unsure of what to say.

MARCUS (cont'd)

No more. It's not a night for politics. It's a night for an old man and his daughter to look at the moon together.

They continue on down the corridor.

MARCUS (cont'd)

This is a pleasant fiction isn't it.

EXT. ROMAN CAMP - WOODED AREA - MORNING

Shafts of winter sunlight pierce the mist that lingers between the trees. Here on the edge of the great camp a group of men are performing a strange intense daily ritual.

Commodus is stripped almost naked, his chiseled body covered in a fine sheen of sweat. He and his six CENTURION BODY GUARDS are going through their daily training. They defy the sub-zero temperatures and hack at small trees with swords.

It is an eerie, zen-like workout. Commodus's intense concentration is unnerving.

Maximus passes by, striding fast. Briefly he glances at the glistening bodies. Then he moves on.

EXT. ROMAN CAMP - MARCUS'S TENT - MORNING

MAXIMUS approaches a large network of tents, surrounded by OFFICERS. They nod him through the entrance. He's expected.

INT. ROMAN CAMP - MARCUS'S CHAMBER - MORNING

Maximus enters Marcus's tent, silhouetted in a beam of bright daylight. As the flaps fall back behind him, darkness returns. Flickering braziers provide the only light in the enormous Imperial tent. Heavy beams support the canopy and creak like the timbers of a ship as the tent sways slightly in the wind.

Marcus stands with his back to Maximus, gazing at a large map of the Roman Empire.

MAXIMUS

(bowing)

Caesar. You sent for me.

Marcus doesn't respond.

MAXIMUS (cont'd)

Caesar?

MARCUS

(not turning)

Tell me again, Maximus, why are we here?

MAXIMUS

For the glory of the Empire, sire.

Marcus seems not to hear him.

MARCUS

Yes, I remember...

(still looking at the map)

Do you see it, Maximus? This is the world I have made...For twenty years I have written philosophy and ruminated on "great issues." For twenty years I have tried to cast an image of myself as the scholar and theorist...but, what have I really done?

He touches the map.

MARCUS (cont'd)

For twenty years I have conquered. I have spilled blood and expanded the Empire. Since I became Caesar, I

(MORE)



MARCUS (cont'd)

have only had four years of peace in twenty. Is that the legacy of a philosopher?.. And, for what?

MAXIMUS

Sire -- To secure our borders. To bring civilization - justice - teaching -

MARCUS

(turning, fierce)

I brought the sword! Nothing more! And, while I've been fighting, Rome has grown diseased and corpulent. I did this. And no amount of philosophy or meditations can change the fact that Rome is far away and we shouldn't be here.

MAXIMUS

Caesar -

MARCUS

Don't call me that. We have to talk together now. Very simply. Just as men. Can we do that?

His steady gaze challenges Maximus to respond with his own truth.

MAXIMUS

Five thousand of my men are out there freezing in the mud. Three thousand are cleaved and bloodied. Two thousand will never leave this place. I won't believe they fought and died for nothing.

MARCUS

What would you believe, Maximus?

MAXIMUS

That they fought for you -- and for Rome.

MARCUS

And, what is Rome, Maximus? Tell me.

MAXIMUS

I have seen too much of the rest of the world...and it's brutal and cruel and dark. I have to believe Rome is the light.

Marcus nods. This is just what he was probing for.

MARCUS

And yet, you've never been there.  
You've not seen what it's become.

A beat. He seems to retreat into his reflections once more.

MARCUS (cont'd)

I am dying, Maximus. And, when a man sees his end, he wants to know that there was some purpose to his life. It's strange...I find myself thinking little of the waning moments around me...instead, I think of the future. I wonder...how will the world speak my name in years to come? Will I be known as the philosopher? The warrior? The tyrant? Or will I be the Emperor who gave Rome back her true self?

Maximus studies the old man.

MARCUS (cont'd)

You see -- there was a dream that was Rome. I can only whisper it now. Anything more than a whisper and the dream vanishes. It's so... fragile. And I fear it will not survive the winter...

Shakily, he holds out a hand to Maximus. Maximus takes his hand, deeply moved, kneeling.

MARCUS (cont'd)

Let's just whisper here, you and I.  
You have a son. You love him very much?

Maximus bows his head in silent acknowledgment.

MARCUS (cont'd)

Tell me about your home.

Beat. Then, as Maximus begins to tell him, he slips more and more into his memories, and his voice softens.

MAXIMUS

The house is in the hills above Tiujillo. It is a simple place, pink stones that warm the sun. A wall, a gate, a kitchen garden smells of herbs in the day and jasmine in the

(MORE)



MAXIMUS (cont'd)  
 evenings. Through the gate is a giant poplar, figs, apples, pears. The soil, Marcus, black...black like my wife's hair. We grow grapes on the south slopes and olives on the north. Wild ponies play near the house and tease my son. He wants to be one of them.

MARCUS  
 How long since you were last home?

MAXIMUS  
 Two years, two hundred sixty four days, and this morning -

MARCUS  
 (laughing)  
 I envy you, Maximus. It's good, your home.  
 (beat)  
 Worth fighting for.

He's looking at Maximus much more deliberately now. There's a plan unfolding.

MARCUS (cont'd)  
 I have one more duty to ask of you, Maximus. Before you go home.

MAXIMUS  
 What would you have me do, Caesar?

MARCUS  
 Before I die, I will give the people this final gift. An empire at peace should not be ruled by one man. I mean to give power back to the Senate.

Maximus is astounded.

MAXIMUS  
 Sire -- If no one man holds power, all men will reach for it.

MARCUS  
 You're right, of course. That is why I ask you to become the Protector of Rome. I empower you to one end alone: to give power back to the people of Rome, and end the corruption that has crippled her.

For a long beat, Maximus can say nothing. Then, simply:

MARCUS (cont'd)  
You don't want this great honor I  
offer you?

MAXIMUS  
(heartfelt)  
With all my heart: No!

MARCUS  
That is why it must be you.

MAXIMUS  
Why not a Senator or a Prefect? --  
Someone who knows Rome and understands  
her politics.

MARCUS  
Because you haven't been corrupted  
by her politics.

MAXIMUS  
And Commodus?

MARCUS  
Commodus is not a moral man. You've  
known that since you were young. He  
cannot rule. You're the son I should  
have had...although I fear that if  
you had truly been my son, my blood  
would have polluted you as it did  
Commodus. Our family has lived so  
long in power and depravity that we  
no longer even remember a life without  
it.

(a beat)  
Commodus will accept my decision. He  
knows you command the loyalty of the  
army.

MAXIMUS  
I need some time, sire.

MARCUS  
Yes. By sunset, I hope you will have  
agreed. Now let me embrace you as a  
son.

They embrace.

MARCUS (cont'd)  
Now bring an old man another blanket.

Maximus gets Marcus another blanket. Marcus wraps it around himself.

MARCUS (cont'd)

We fight the winter as best we can,  
eh?

A beat. Maximus bows and goes.

EXT. CAMP - DAY

Maximus emerges from Marcus's tent stunned - almost stumbling in front of a troop of cantering Praetorian cavalry.

He moves into the forest on the edge of the camp.

EXT. FOREST EDGE - DAY

Maximus stands on the forest edge, lost in his tumult of thoughts.

LUCILLA'S VOICE

My father favors you now.

He turns. Lucilla stands there. Their eyes meet: a charge of emotion in both, but both conceal it. In the background, at a discreet distance, stands a LADY IN WAITING.

Maximus bows.

MAXIMUS

My lady.

LUCILLA

It was not always so.

MAXIMUS

Many things change since we last met.

LUCILLA

Many things. Not everything.

Another slight bow, and he turns to walk away.

LUCILLA (cont'd)

Maximus! Stop .... Let me see your face.

He stops. She approaches him.

LUCILLA (cont'd)

You've been crying.



MAXIMUS

I've lost too many men.

Beat.

LUCILLA

What did my father want with you?

MAXIMUS

To wish me well, before I leave for Spain.

LUCILLA

(amused)

You're lying. I could always tell when you were lying. You were never good at it.

MAXIMUS

I never acquired your comfort with it.

LUCILLA

True! But then you never had to. Life is simpler for a soldier. Or do you think me heartless?

MAXIMUS

I think you have a talent for survival.

She doesn't deny what he says neither is she ashamed of it.

Maximus turns and walks.

LUCILLA

Maximus, stop...

(he stops again)

... Is it really so terrible seeing me again?

MAXIMUS

No. I'm sorry. I'm tired from the battle.

LUCILLA

And it hurts you to see my father so fragile.

A beat.

LUCILLA (cont'd)

Commodus expects that my father will announce his succession within days. Will you serve my brother as you served his father?

MAXIMUS

I will always serve Rome.

A Beat.

LUCILLA

Do you know I still remember you in my prayers?...Oh yes, I pray!

A difficult beat.

MAXIMUS

I was sorry to hear of your husband's death. I mourned him.

LUCILLA

Thank you.

MAXIMUS

I hear you have a son.

LUCILLA

Yes. Lucius. He's nearly eight years old.

A moment between them. We sense there is much to be said, much that could be said.

Finally:

MAXIMUS

I thank you for your prayers.

He goes. She watches him walk away.

INT. MAXIMUS'S TENT - NIGHT

Maximus kneels before a small altar in his tent. He faces six small figures that represent his dead ancestors.

MAXIMUS

Ancestors, I ask you for your guidance. Blessed mother, come to me with the Gods' desire for my future. Blessed father, watch over my wife and son with a ready sword. Whisper to them that I live only to hold

(MORE)

MAXIMUS (cont'd)  
them again, for all else is dust and  
air. Ancestors, I honor you, and  
will try to live with the dignity  
you have taught me.

He looks at his 'ancestors' for a moment and then blows out  
the candles around them.

INT. ROMAN CAMP - MARCUS'S CHAMBER - NIGHT

Marcus Aurelius stands in silence, lit only by firelight,  
gazing before him, preparing himself to say what he must  
say. A long sigh, and he speaks.

MARCUS  
You will do your duty, for Rome.

Now we see Commodus standing before him, proud and erect,  
ready for glory.

COMMODUS  
Yes, father.

MARCUS  
But you will not be Emperor.

Commodus freezes as he hears this. It's a thunderbolt, but  
he manages to control his expression, as his mind races. He  
gives a hint of a bow, as if accepting his father's judgment.

COMMODUS  
Which wiser, older man is to take my  
place?

MARCUS  
My powers will pass to Maximus, to  
hold in trust until the Senate is  
ready to rule once more. Rome is to  
be a republic again.

Commodus's face turns mask-like. He will not reveal his true  
response.

COMMODUS  
Maximus...

MARCUS  
My decision disappoints you.

Long beat.



## COMMODUS

You wrote to me once, listing the four chief virtues. Wisdom, justice, fortitude, temperance. As I read the list I knew I had none of them. I have other virtues, father. Ambition, yes. That can be a virtue when it drives us to excel. Resourcefulness. Courage. Perhaps not on the battlefield, but there are many forms of courage. Devotion. To my family, and to you. But none of my virtues were on your list. Even then, it was as if you didn't want me for your son.

## MARCUS

(Deeply saddened)

Commodus, you go too far.

## COMMODUS

You break my heart. I search the faces of the Gods for ways to please you... to make you proud... and I can never do it. One kind word, one full hug where you pressed me to your chest and held me tight would be like the sun on my heart for a thousand years. What is it in me you hate so much? My eyes are your eyes. My hands are your hands. All I have ever wanted was to live up to you. Caesar. Father.

Commodus cannot control his tears. Marcus, much moved, sits down on the edge of his bed, and holds up his arms.

## MARCUS

Oh, my boy. Life makes fools of us all in the end.

Commodus enters his embrace, kissing the top of his father's head, weeping freely. Then he presses his father's head to his chest.

## COMMODUS

Why does Maximus deserve what I could never have? Why do you love his eyes over mine? I would butcher the whole world, if you would only love me...

He holds his father's face tight against his chest, suffocating him.

Marcus begins to struggle, but Commodus holds his head in an iron grip, the tears still rolling down his cheeks. He doesn't relax his hold until he feels the old man's body drop limp in his arms.

He lays him down on the bed, dead.

COMMODUS (cont'd)

(soft)

You should have loved me more.

INT. ROMAN CAMP - MAXIMUS'S TENT - NIGHT

Quintus is waking Maximus -

QUINTUS

General - Maximus -

MAXIMUS

Quintus - ?

QUINTUS

The Emperor needs you. It's urgent.

Maximus leaps up and throws on a cloak, strides out with Quintus.

EXT. ROMAN CAMP - TENT CITY - NIGHT

Dead of night. Maximus and Quintus stride quickly through the sleeping camp toward Marcus's tent.

MAXIMUS

What is it?

QUINTUS

I was not told.

INT. ROMAN CAMP - MARCUS'S CHAMBER CORRIDOR - NIGHT

Maximus quickens his pace toward Marcus's tent.

INT. ROMAN CAMP - MARCUS'S CHAMBER - NIGHT

Maximus and Quintus stride into the tent - Maximus slams to a halt. Stunned.

Commodus stands before him. Lucilla stands in a corner of the tent, head down.

And Maximus sees that Marcus Aurelius is dead, lying on his bed.

Maximus stares at Marcus, speechless.



COMMODUS  
Lament with me, brother. Our great  
father is dead.

MAXIMUS  
How did he die?

COMMODUS  
The surgeons say there was no pain.  
His breath gave out as he slept.

Maximus glances at Lucilla. She avoids his eyes. Ignoring  
Commodus, Maximus crosses to the bed. He kneels there, and  
gently kisses his forehead. A ritual farewell.

MAXIMUS  
(softly)  
How will the world speak your name  
now, old man?

He rises. Turns to look at Commodus. After a moment, Commodus  
holds out his hand.

COMMODUS  
Your Emperor asks for your loyalty.  
Take my hand, Maximus.

Maximus ignores the out-reached hand.

COMMODUS (cont'd)  
I only offer it once.

Maximus stalks out.

A silent beat. Commodus nods to Quintus. Quintus goes.  
Commodus turns his gaze on Lucilla.

She crosses to the bed, and just as Maximus did, she kneels  
and kisses her dead father on the forehead. Then she rises  
and stands before her brother. Their eyes meet.

A beat.

LUCILLA  
Hail, Caesar.

INT. ROMAN CAMP - MAXIMUS'S TENT - NIGHT

Maximus is dressing quickly. He instructs an AIDE.

MAXIMUS  
I must talk to the Senators. Wake  
Gaius! Wake Falco! I need their  
council.

Quintus grabs the Aides arm.

QUINTUS  
 Maximus - please be careful - this  
 is not prudent -

MAXIMUS  
PRUDENT! The Emperor was murdered.

QUINTUS  
 The Emperor died of Natural Causes.

MAXIMUS  
 (Turning)  
 Why are you armed Quintus?

He looks towards the entrance, as FOUR PRAETORIANS ASSASSINS enter. The assassins move immediately to bind Maximus - swords at his throat -

QUINTUS  
 Please don't fight, Maximus -

MAXIMUS  
 Quintus -

QUINTUS  
 I'm sorry. Caesar has spoken.

A long beat. Maximus stares at Quintus, understanding.

MAXIMUS  
 Promise me... Quintus look at me...  
 (Quintus looks at him)  
 Promise me you'll take care of my  
 family.

QUINTUS  
 (quietly)  
 Your family will greet you in the  
 afterlife.

Maximus lunges at him in an explosion of fury - the Praetorians subdue him.

QUINTUS (cont'd)  
 (to assassins)  
 Caesar has spoken. Take him as far  
 as the sunrise and then kill him.

EXT. NEAR THE GERMAN FRONT - FOREST ROAD - MORNING

The four Praetorian assassins lead Maximus along a road. He sits slumped in his saddle, drained.



ASSASSIN 1

All right, this is far enough.

Two of the other assassins climb from their horses. Assassin 3 pulls Maximus from his horse.

ASSASSIN 1 (cont'd)

You two take him down there where no one will find him.

Assassin 3 and Assassin 4 drag Maximus down a densely forested hill along the road. Maximus's hands are still bound in front of him. He seems totally lacking in any resistance.

EXT. NEAR THE GERMAN FRONT - GORGE - MORNING

Maximus eyes the two assassins as they troop down the hill away from the road, he notes their sparkling armor. The armor of men who have never seen real battle.

ASSASSIN 3

(to the other assassin)

This is good. Kneel

Maximus kneels. Assassin moves around for decapitation. Maximus looks him steadily -

MAXIMUS

Give me a clean death, a soldiers death so I can face my ancestors with dignity.

Assassin 3 simply looks at him, merciless.

Uncomfortable, Assassin 3 looks at him. Nods.

ASSASSIN 3

Kneel!

Maximus kneels, his whole body secretly coiling. Assassin 3 moves behind him. Assassin 4 stands across from Maximus, hand on his sword hilt.

Maximus closes his eyes in prayer.

Assassin 3 raises his sword point just above the nape of Maximus's neck, preparing to drive it down into his spine, a military execution.

Maximus instantly spins, grabs the blade of the sword with his hands and yanks it from Assassin 3 - EXPLODING up - his hands are bleeding - he swings the sword with brutal efficiency - breaking Assassin 4's jaw with the hilt.



Still holding the sharp end, Maximus drives the sword backward into Assassin 3, dagger-like, then spins the sword in the air and catches it by the hilt.

All of this takes about two seconds.

Assassin 4 is still impotently trying to pull his sword from its scabbard.

MAXIMUS

(wry)

Frost sometimes makes it stick.

He strikes.

EXT. NEAR THE GERMAN FRONT - FOREST ROAD - MORNING

On the road above, the other two Assassins are on their horses, waiting.

They hear a quick yelp from below. And then nothing.

Assassin 1 nods for Assassin 2 to check on the execution. Assassin 2 canters off the road and down the hill...

EXT. NEAR THE GERMAN FRONT - GORGE - MORNING

Assassin 2 trots down the hillside.

He senses movement behind him - spins around - too late -

He sees a missile swirling through the air - a sword pinwheeling toward him, end over end - it flashes through the air -

EXT. NEAR THE GERMAN FRONT - FOREST ROAD - MORNING

Assassin 1 waits on his horse. He hears a commotion below - spins his horse around just as Maximus bursts onto the road. He stands with a sword.

Assassin 1 spurs his horse and gallops toward Maximus at full speed - Maximus crouches and prepares - At the last second Maximus steps across the path of the charging horse - throwing off the aim of Assassin 1 -

Assassin 1 and Maximus swirl together for a instant - both slashing simultaneously - Maximus striking upwards and back as Assassin 1 passes -

Assassin 1 continues to gallop past Maximus. He sways. He looks down. A wound in his kidneys. He falls off his horse. Dead.

rd  
 Maximus staggers, he has also been wounded - a deep gash on his shoulder. He fights the pain as he moves toward the horses...

EXT. NEAR THE GERMAN FRONT - FOREST ROAD - DAY

Maximus is galloping through the forest, leading two horses behind him. The gash in his shoulder bleeding.

EXT. RIDGE - EVENING

Maximus is galloping up a hill, leading only one horse now. The horse he is on is exhausted, spent, foam coats its neck. It can't make it.

The horse is near to collapse. Maximus dismounts and immediately leaps onto the remaining horse and continues riding up the hill.

EXT. VINEYARD - DAY

Maximus's home in Spain is beautiful beyond measure.

We see verdant farmlands and vineyards amid gently rolling hills.

Maximus's eight-year-old SON is in a paddock playing with his pony, watched by his mother, Maximus's WIFE. He stops, sees something. Over a hill, he can just glimpse a battle flag, approaching.

He screams with joy and runs toward the flag as he calls:

MAXIMUS'S SON  
 Father! Father!

Maximus's WIFE too looks towards the flag. Troubled. Uneasy.

Maximus's son races up the slope. He can just see the soldiers beginning to appear over the hill. Not a Roman Legion at all. Twenty Praetorians canter over the hill.

Maximus's son stops, confused.

EXT. HILLS AROUND VINEYARD - SUNSET

Maximus is racing over the countryside, galloping in a frenzy.

His wound is bleeding profusely, coating the side of his horse.

He rears the horse to a stop for a moment. Over a hill he can see thick black smoke rising. He spurs the horse and gallops over the hill...



## EXT. VINEYARD - FOLLOWING

Maximus gallops over the hill - and his worst nightmares are realized.

His home and his vineyards have been destroyed. The earth has been scorched and his house is still smoldering. He rides up to the house and practically falls off his horse.

He pulls himself up and walks past the smoldering debris of his house, fearing what he knows he will find.

He sees the bodies of servants scattered about in the ruins.

He continues on, his wound bleeding more with every tortured step. He finally stops. He stares up.

His wife and his son have been crucified and burnt. They are nothing more than grotesquely twisted, charred shapes.

Maximus instantly collapses to his knees - he howls out his torment in a heartrending keening of despair as he coats his face in the ashes of his dead world.

## EXT. VINEYARD - NIGHT

Maximus pats down the earth gently on the graves of his wife and son. He is weeping, almost fainting from his wound, his hands buried in the dirt.

He speaks to his dead loved ones through his tears:

MAXIMUS

Lie in the shade of the white poplar,  
my love. Do the meadow flowers smell  
sweet? Wait for me there...

He collapses into the earth.

## EXT. VINEYARD - MORNING

An unusual jingling sound is heard. Maximus appears to be dead.

The source of the jingling becomes clear when we see the feet of brigands, with delicate anklets, shuffling around him. A hand touches his sandals. Rich sandals. Another touches his tunic. Good cloth.

Suddenly Maximus groans. The hands stop. He's alive! A bit of quick language in an unknown tongue.

Then the hands grab Maximus and drag him away.



EXT. MONTAGE SEQUENCE - DAY/NIGHT

Fevered images come to Maximus as he sinks in and out of consciousness...

Maximus opens his eyes - a repulsive hyena is barking at him - jaws snapping - above him...

In black, the sound of seagulls, water, the creak of a ship, a sea voyage...

A large man, who we will know as Juba, is crouched close, smiling at Maximus...

A harsh desert landscape passing...

A dusty crocodile writhing, bound by ropes...

EXT. SLAVE WAGON TRAIN - DAY

Maximus's eyes slowly open -

Inches away from his face - straight down at him - a hyena snarls -

Maximus lurches back.

He looks around to realize he is in a filthy slave wagon. The hyena is in a cage suspended over him. Three other wagons slowly move over the desert landscape. Exotic animals are caged in pens and led alongside the wagons: lions, panthers, zebras. A dozen slaves are chained together alongside sacks of spices and other cargo. Bedouin slave traders jabber in a surreal babel of foreign tongues.

And someone is looking at him. JUBA, a striking and muscular African, is gazing at him impassively as he chews something. Juba is also chained.

Maximus moves in great pain, sees that the gaping sword wound on his side is teeming with maggots. He struggles to scrape them off his wound, but is stopped by Juba.

JUBA

No -- it's good. They will clean it. Wait and see.

Maximus looks at the man like he's crazy, then falls back into unconsciousness.

LATER

Maximus wakes up to find Juba carefully placing paste (that he had been chewing) over the wound.

JUBA (cont'd)

Better now? Clean. You see!

Maximus hisses in pain. Juba massages the paste into the wound gently as he sweeps his eyes around the carts, indicating the animals that surround them.

JUBA (cont'd)

Don't die -- they'll feed you to the lions. They're worth more than we are. I think we are worth more than the hyenas, though. So they don't feed us to them.

Maximus stares at him. Juba looks up at him with the barest hint of a smile.

JUBA (cont'd)

I'm not sure about the giraffe.

Maximus passes out again.

EXT. SLAVE MARKET - DAY

The heat of Morocco is unlike anything Maximus has ever known. Shimmering heat waves undulate over the sand.

The provincial market is bustling like the proverbial anthill. Slave traders and dealers and merchants move around, all talking very quickly and very emphatically.

The chained slaves are on display, poked and prodded and fondled. Their BEDOUIN SLAVE TRADER sings out their praises to any passers.

Maximus stands motionless among the slaves, gazing far away. He's recovering from his wound, but his eyes are empty. Deep down we sense a darkness in him: he cares for nothing now, not even his own life.

INT. CAFE - DAY

Meanwhile, PROXIMO, is seated in the shade of a cafe, watching everything. Proximo is a large man of immense appetites with the ferocious appearance of a true pirate. He sips tea as his feet are measured for new sandals. Two slaves squat behind him and impotently swat at flies with switches.

SLAVE TRADER

Proximo! My old friend! Today is your lucky day!



Proximo beckons the Slave Trader closer and then SLAMS a fist into the Slave Trader's face. The Slave Trader sails back.

PROXIMO

Those giraffes you sold me won't mate! All they do is run around and eat and not mate! You sold me queer giraffes!

The slave trader gets up.

SLAVE TRADER

You're too impatient -- it's not the season. Give them time.

PROXIMO

Give me my money back.

SLAVE TRADER

I'll give you a special price - just for you, a valued customer, an old friend -

PROXIMO

On what?

SLAVE TRADER

Have you seen the new lions? Come and see them.

He hurries to offer his wares. Proximo rises. His SERVANT follows close behind him, knowing his master's every need without being told.

PROXIMO

Do they fight?

SLAVE TRADER

Of course. Like...lions.

EXT. SLAVE MARKET - DAY

He gives a bray of laughter. Proximo chuckles. Then he sees the crocodiles. They interest him. He straddles one, forcing its mouth open to look inside.

SLAVE TRADER

You have a good eye. Crocodiles that size - you cannot find them any more.

PROXIMO

How much?



SLAVE TRADER

For you - my special price - 8000  
sesterces.

PROXIMO

For me, 4000 sesterces. That's for  
the lions, too.

SLAVE TRADER

Four - !

Proximo's casting his eyes round for more bargains, and sees  
the group of chained slaves.

PROXIMO

Do any of them fight? I have a match  
coming up.

SLAVE TRADER

Some are good for fighting. Some for  
dying. You need both.

Proximo examines Juba, feeling his flesh exactly as if he's  
a dumb animal. He turns over Juba's palms.

PROXIMO

Numidian?

Juba nods.

PROXIMO (cont'd)

What's your trade?

JUBA

I was a hunter.

SLAVE TRADER

(shaking his head)

I bought him from the salt mines of  
Carthage.

Proximo moves on to Maximus. He sees the wound on Maximus's  
shoulder. Flies have settled on it.

Proximo pulls out a scarf and prods the wound. Maximus barely  
flinches. Proximo withdraws the scarf, disgusted - and sees  
a small tattoo just above the wound. The letters SPQR.

PROXIMO

The mark of the legions. You a  
deserter?

Maximus says nothing.

SLAVE TRADER

Probably. Who cares? He's a Spaniard, they say.

Proximo moves on to check out others.

PROXIMO

I'll take six, for a thousand the lot.

He holds out one hand, not looking. His servant is ready: he places in his hand a small brush, loaded with red pigment from a small pot.

SLAVE TRADER

A thousand! The Numidian alone is worth two thousand.

(low)

Turn your back on him, he'll kill you.

PROXIMO

These slaves are rotting.

SLAVE TRADER

All adds to the flavor.

Proximo chuckles. He's daubing the slaves he's picked with red paint.

PROXIMO

Alright. Two thousand. And four for the beasts, makes five thousand, special price.

The Slave Trader sighs and accepts.

SLAVE TRADER

For an old friend.

PROXIMO

But the lions - they have to fight.

SLAVE TRADER

Don't feed them for a day and a half, and they'll eat their own mothers. Raw.

PROXIMO

Interesting idea.

He gives a wave of one hand, and his servants start to load Maximus and Juba and the others into one of Proximo's slave wagons.

## EXT. PROXIMO'S SCHOOL, OUTSIDE - DAY

Maximus and Juba are crammed into a wagon with about a dozen other new slaves, including a very scared and reedy SCRIBE. Other wagons are filled with exotic animals, including several lions.

The wagons move through a crowded Casbah and are taken through an imposing set of gates to -

## EXT. PROXIMO'S SCHOOL, COMPOUND - FOLLOWING

An open compound in Proximo's school. On one side of the compound is a series of cages filled with wild animals of every description.

Proximo's house slaves begin unloading the newly purchased exotic animals into cages as Maximus and the new slaves are also unloaded. Heavily armed guards supervise everything.

Proximo's provincial school resembles nothing so much as a seedy prison. The fading grandeur of the decaying battlements and the sweeping North African architecture only slightly mitigate the brutal feel of the place.

On one side of the compound is a series of cages filled with wild animals of every description.

## A ROAR &amp; COMMOTION

draw Maximus's eyes to Proximo who, surrounded by his servants and ANIMAL HANDLERS 'plays' with a LION through cage bars with a rotting leg of mutton.

Maximus recoils back as slaves swing back the doors and prod them out of the cages with staves.

Maximus takes in the imposing walls and the HEAVILY ARMED GUARDS.

- a short gladius sword hanging at a guard's hip...
- studded leather 'knuckles' on the fist of another...
- compound bow slung over a ROOF TOP GUARD'S shoulder...

## A POWERFUL MAN

hurls fist-sized ROCKS at a slighter but equally TOUGH looking MAN who parries the stones with a small shield. The man hurling stones is HAKEN.



AND MAXIMUS

At that moment he turns to lock eyes once again with Proximo.

PROXIMO

Deserter -

(moving down the other  
slaves)

Thief - murderer -

(suddenly bursting with  
goodwill)

Proximo. Anyone know what that means?  
'Nearest'. 'Dearest'. 'Close to'. I  
am Proximo. You're going to love me  
even more than the bitch you called  
mother. What did she give you? A few  
years in this miserable hellhole you  
call life. I will give you something  
that will last forever.

Slaves now toss thick handfuls of powdered lime on the new  
slaves - they cough and clench their eyes shut, the lime  
coats and stings their wet bodies.

PROXIMO (cont'd)

I have not paid good money to buy you --  
I have paid to buy your death. In  
ones, or pairs, or groups. Many  
variations, with just one ending.  
Most men die shivering, stinking,  
and alone. They cling to life like  
children clinging to their mothers'  
skirts. But you - you will stare  
death in the eye! You will challenge  
death to take you in your prime! And  
when you die - and die you will -  
you will die to the sound of applause!

He bows mockingly to them, and claps his hands as if  
applauding them.

PROXIMO (cont'd)

Gladiators.

EXT. PROXIMO'S SCHOOL, COMPOUND - DAY

The more experienced Gladiators work out with different  
weaponry: maces, long swords, tridents. Meanwhile, the  
novices have been herded together into a central ring. One  
by one they are given long wooden swords, and sent into face  
Haken. Proximo watches from the distance, assessing his new  
purchases: the potential fighters are marked with red, and  
the cannon fodder with yellow.

Haken, a classic bully, takes great pleasure in knocking away the swords of the newcomers, and then delivering a punishing blow that lands them in the mud.

Finally it's Maximus's turn. Proximo's guards prod him forward to face the giant barbarian. He's thrown a sword. Proximo watches, to see what he'll do. He has a hunch about this man.

Maximus stands before Haken, and suddenly everyone's aware, Haken most of all, that this is a man who knows how to fight. It's in his posture - in the way he holds the wooden sword - but most of all, in his eyes: he looks with a steady powerful gaze at Haken.

He raises the sword - (his look says, I could kill you with this sword, but I choose not to). And throws his sword to the ground. Haken gives a grunt of surprise: (What Maximus has done is an insult to him). A murmur runs round the onlookers. Maximus still stands there, staring his defence. But he's unarmed. Proximo watches carefully - stopping in mid-drink.

Haken looks to Proximo for instructions. Proximo nods. Haken strikes Maximus. Maximus takes the blow without so much as blinking. His steady gaze enrages Haken, because he can see the challenge there. (Maximus is saying to him, I may be low, but I'm not as low as you). I can kill, but not for sport.

Proximo is fascinated. He nods to Haken again.

This time the blow is much more dangerous, and Maximus falls. But then he's rising to his feet again, and that steady gaze is back. Now Haken hates him. He lifts his weapon to do real damage -

Proximo shakes his head.

PROXIMO

That's enough for now. His time will come.

EXT. INNER COURTYARD - LATE AFTERNOON

Haken, Juba, the Scribe, and other Gladiators sit on the ground in what is essentially a continuous cell - little more than a long roof with a black wall.

They're playing a game with two cobras - tossing bits of gold between them - for other players to snatch.

Maximus is curled in a hole in the wall to one side, scraping at his shoulder with a sharp stone. Juba calls out to him.



JUBA

Spaniard! Why don't you fight? We  
all have to fight.

Maximus doesn't answer. The Scribe, a young bearded man, is  
in a state of terror.

SCRIBE

I don't fight. I shouldn't be here.  
I'm a Scribe - I write down words.  
I can write down seven languages.

HAKEN

Good. Tomorrow you can scream in  
seven languages.

The other gladiators laugh.

Juba has moved closer to Maximus. It's now difficult for  
Maximus to hide what he's been doing. Juba settles down on  
the dirt beside him. Now we can see that Maximus is scraping  
the tattoo off his shoulder.

JUBA

Is that the sign of your Gods?

Maximus doesn't answer. Over by the game, they're still  
taunting the poor Scribe.

HAKEN

Perhaps the Scribe'll be the one who  
wins his freedom.

Maximus's head lifts: that one word has cut clear through to  
him. The Gladiators are laughing, but the Scribe takes it  
seriously.

SCRIBE

Freedom! What do I have to do?

HAKEN

You go in the arena and you kill me -  
and him - and the Numidian - and the  
deserter -

(a jab of the finger at  
Maximus)

And a hundred more - and when there's  
no more to fight - you're free.

SCRIBE

(despairing)  
I can't do that.



HAKEN

No -  
(suddenly he's serious)  
- but I can.

His gaze travels from gladiator to gladiator and they fall silent. His eyes come to rest on Maximus. Maximus stares steadily back at him.

EXT. PROVINCIAL STREETS - DAY

Proximo's house slaves hold an umbrella over him as they make their way down a tight street.

Hanging above the street is dyed wool drying in the sun. Vermilion and crimson dyes drip down and splash across the umbrella - and splash across the gladiators.

Maximus, Juba and the formidable Haken are chained to a massive log that they carry. Also the frightened Scribe and several other gladiators.

Proximo's guards walk alongside the gladiators.

The terrified Scribe is muttering a prayer in a language we do not understand. Haken stares straight ahead. Juba quietly hums a chant that seems to transport him to another place.

A pack of children march alongside them, spitting at them, and shouting out insults in their own language.

Maximus watches the children for a moment and then another sight draws his attention. Over some buildings he can see vultures circling in the distance.

EXT. PROVINCIAL ARENA - DAY

In the cramped holding area of the arena, a dugout beneath the stands, Maximus and the other gladiators are being armored by Proximo's guards.

Above the dugout is a railed box, where Proximo sits with several other GLADIATOR TRAINERS. They drink wine and eat constantly. As well as giving them an excellent view of the arena, their box overlooks the gladiators below. Right now, the trainers are studying the contestants, discussing their merits, and making wagers.

As the trainers talk, Maximus's eyes are on a wretched group sitting huddled in the next cage: old men, women, children. They look like refugees. They are CHRISTIANS. One of the children, a BOY, turns and looks at Maximus with bewildered eyes.

Around him the rattle of armor. Above him the laughter and voices of the trainers.

TRAINER 1

Still leading with the German?

PROXIMO

The crowds love a barbarian.

TRAINER 2

Has the Numidian fought before?

PROXIMO

No. First time.

TRAINER 1

(his eyes on Maximus)

And that one? Laborer? Soldier?

PROXIMO

Him? He might as well be a masseur for what he brings to the ring. In fact --

(he yells to one of his trainers)

Chain the Spaniard to the Numidian.

(back to the trainers)

At least give the crowd the thrill of an amputation.

Trainer 1 regards Proximo suspiciously.

TRAINER 1

I'm not so sure -- What if I wager you a thousand this Spaniard lives through the fight.

PROXIMO (cont'd)

You're asking me to bet against my own man? I don't do that.

TRAINER 1

Don't take me for a Thracian, Proximo. What if I make it five thousand?

A glint in Proximo's eyes. That's a lot of money.

CUT TO:

INT. PROVINCIAL ARENA TUNNEL - DAY

Maximus is watching the Christians. They are being forced up by guards, and pushed through a door into the arena. At the same time, Maximus and his group are herded in the opposite



direction, towards a tunnel. Maximus gets one last glimpse of the bewildered boy, looking round, then running after his mother. From the adjoining cage, a glimpse of lions, slinking into the arena.

The gladiators are lined up the tunnel by Proximo's guards, being readied for combat. Here BLACKSMITHS are waiting, with shackles and chains. From the arena come the shouts of the crowd as the lions do their grisly work.

INT. TUNNEL, PROVINCIAL ARENA - DAY

Proximo appears and nods to waiting blacksmiths.

Proximo walks down the lines, indicating who is to be chained to who. The blacksmiths slam shackles on the gladiator's wrists, chaining them together in teams of two by a chain about four feet long. It's clear the method is to chain a "Red" to a "Yellow" -- a good fighter to a certain loser

Haken is chained to the weeping Scribe. The big German never even looks down. He doesn't plan to stay tethered to the wretched Greek for long.

Maximus pays no attention. He's looking through a grille to the adjoining tunnel, where he sees arena servants dragging unseen bodies away.

Proximo turns to head back to his box. Before leaving the tunnel, he speaks a last word to the chained slaves.

PROXIMO

Alright -- at least look like you're going to fight. You go out into the arena as slaves. You come back - if you come back - as gladiators.

He goes. The crowd outside is getting impatient. Maximus turns his gaze to the closed doors, and hears the shouts of the crowd.

Then he kneels. Juba watches, not understanding --

-- he scrapes up a little dirt from the ground, and rubs it between his hands. When he rises, his body posture has altered. He stands tall, braced for battle.

The doors to the arena swing open, silhouetting the waiting fighters in bright light. From the arena comes the sound of drums, and the baying of a crowd eager for blood.

The line moves forward.



Side by side, their chain dangling loose between them, Maximus and Juba stride into the arena.

EXT. PROVINCIAL ARENA - DAY

A dozen armored, very scary Andabatae thunder AT CAMERA. To the cheers of the crowd, they charge the chained teams, and the battle is on.

Haken fights with massive power, dragging the weeping Scribe after him. Juba fights well, fending off the howling attackers. Maximus surprises him by the effectiveness with which he blocks all attacks -

Then the swirl of the fight brings them back to back with Haken - Haken turns as he fights and aims a blow directly at Maximus, half-stunning him - Maximus falls to the ground, dragging on the chain that joins him to Juba.

Trapped, Juba turns to see Haken just as the Scribe is killed - at once Haken hacks through the Scribe's wrist and frees himself of the dead weight - now free to fight alone, he swings the chain as an additional weapon.

Juba is under attack - Maximus recovering, but still on the ground - Juba in his turn raises his sword - turns to hack off Maximus's arm -

Maximus's response is instinctive - even as Juba's sword slices down, his weapon is there, rock solid, blocking it. For a second, their eyes meet - fire erupts in Maximus's eyes - behind him he senses an attacker bearing down - a great cry wells up within him, all the anguish and rage he's buried for so long - and striking as he turns, he slays his attacker with one blow.

He's a fighter again.

Juba doesn't wait to ask how or why. Back to back, they make their stand, and every attacker that comes near them dies. It's an extraordinary display of teamwork, ice-cold nerve, and brute strength.

Proximo watches intently. The crowd starts to realize what's going on, and to applaud the magnificent pair.

The surviving Andabatae combine to launch a mass attack on Maximus and Juba - suddenly there's a flurry of action, the pair at the center are in motion, spinning around - swords flash - the crowd holds its breath - even Haken turns to stare - and as the dust settles, there stand Maximus and Juba, steady as before, surrounded by corpses.

As Maximus surveys the carnage around him, a strange, almost surreal sound arrests his attention --

-- the sound of applause. First one person clapping, then the rest of the half-filled arena.

Maximus looks up at the faces of these people -- thinking finally that, yes, he must in fact be in Hades.

He walks toward the tunnel, and in an act of utter contempt, throws his sword into the crowd.

It only makes them cheer more.

EXT. ROMAN STREETS - DAY

A column of fifty Praetorian Guards comes marching down the street, leading a procession of mounted men: Commodus and his entourage. Another fifty Praetorians march in the rear. Close to Commodus and Lucilla rides Quintus, now in the uniform of the Praetorian Guards. People line the streets, not a vast crowd, nor a particularly enthusiastic one, though they do manage some cheers.

This is the new Emperor Commodus's ceremonial entry into Rome.

Ahead, a group of Senators wait to receive them: Falco, Gaius, and Gracchus among them. SENATOR GRACCHUS, a shrewd and authoritative man in his sixties, has the ironic look of one who is only here because protocol requires it.

GRACCHUS

He enters Rome like a conquering hero - but what has he conquered?

FALCO

Give him time, Gracchus. He's young. I think he could do very well.

GRACCHUS

For Rome? Or for you?

Gracchus smiles, turns to Lucius, a boy determined to be grown-up.

GRACCHUS (cont'd)

(gently)

Go to your mother, Lucius. It's what she'd like.

CUT TO:



The chariot carrying Commodus and Lucilla has stopped, and Lucius is jumping up into his mother's arms. She hugs him tight, tight, kissing him all over his eager face.

Commodus looks about him as he rides in, playing the part of the triumphal ruler, but he can see the half-hearted nature of the popular response.

The Emperor's party draws to a halt before the Senators. A small child is prodded forward with a large bouquet of flowers. Commodus accepts the bouquet with a smile, patting the child on the head.

FALCO

Rome greets her new Emperor! Your loyal subjects bid you welcome, highness.

Commodus tosses the bouquet of flowers aside, where it is caught and disposed of by one of his entourage.

COMMODUS

Thank you, Falco. And for the loyal subjects. I trust they weren't too expensive.

Gracchus makes a small bow.

GRACCHUS

Caesar.

COMMODUS

Ah. Gracchus. The friend of Rome.

GRACCHUS

We rejoice in your return, Caesar. There are many matters that require your attention.

INT. IMPERIAL PALACE - DAY

Gracchus is speaking to Commodus, referring to a scroll he holds open in his hands. Gaius and Falco are beside him. Commodus prowls restlessly round the room as he listens. This has been going on for too long, and he's grown impatient.

Lucilla sits to one side, listening, watching.

GRACCHUS

For your guidance, sire, the Senate has prepared a series of protocols to begin addressing the problems in the city -

(MORE)

GRACCHUS (cont'd)

(showing the scroll)

- starting with basic sanitation in the Greek Quarter, to combat the plague springing up there. If Caesar could study this -

COMMODUS

You see, Gracchus, that's the very problem, isn't it? My father spent all his time at study. At books and learning and philosophy. He spent his twilight hours reading scrolls from the Senate. All the while, the people were forgotten.

GRACCHUS

The Senate is the people, Caesar. Chosen from among the people, to speak for the people.

COMMODUS

I doubt many of the people eat so well as you do, Gracchus. Or have such splendid mistresses, Gaius. I think I understand my own people.

GRACCHUS

Perhaps Caesar would be so good as to teach us, from his own extensive experience.

COMMODUS

I call it love, Gracchus. I am their father. The people are my children. And I shall hold them to my bosom, and embrace them tightly -

GRACCHUS

Have you ever embraced someone dying of plague, sire?

COMMODUS

No, but if you interrupt me again, I assure you that you shall.

Lucilla intervenes before it gets nasty.

LUCILLA

My brother is tired. Senators, leave your list with me. Caesar will do all that Rome requires.

(to a house slave)

Escort the Senators out.



Commodus turns and strides off to the far side of the room. The Senators bow. Gracchus meets Lucilla's eyes with a smile. He respects her political skills.

GRACCHUS

My lady. As always, your lightest touch commands obedience.

The Senators leave.

Commodus turns back to Lucilla, seething.

COMMODUS

Damn them all! Who are they to lecture me!

LUCILLA

Commodus. The Senate has its uses.

COMMODUS

What uses? All they do is talk. It should be just you, and me, and Rome.

LUCILLA

Don't even think it. There's always been a Senate.

COMMODUS

Rome has changed. It takes an Emperor to rule an empire.

LUCILLA

Of course. But leave the people their...

She feels for the word.

COMMODUS

Illusions?

LUCILLA

(amused)  
Traditions.

But Commodus is running with a new thought.

COMMODUS

My father's war against the barbarians - he said it himself, it achieved nothing. But the people loved him.

LUCILLA

The people always love victories.

COMMODUS

Why? They didn't see the battles.  
What do they care about Germania?

LUCILLA

They care about the greatness of  
Rome.

COMMODUS

The greatness of Rome! What is that?  
Can I touch it? Where does one find  
it? Show me the greatness of Rome.

LUCILLA

(laughing)  
It's an idea. You can't touch it.  
Greatness is - is a kind of vision.

COMMODUS

Yes!

He kisses her on both cheeks in his enthusiasm.

COMMODUS (cont'd)

A kind of vision! The very word!  
Don't you see? I will give the people  
a vision of Rome, and they'll love  
me for it. And they'll soon forget  
the tedious sermonizing of a few dry  
old men.

He spreads his arms and raises them high.

COMMODUS (cont'd)

I will give them the greatest vision  
of their lives!

EXT. ROMAN STREET - DAY

STREET ARTISTS are at work painting huge WALL DISPLAYS: we see gladiators in mass combat, wild beasts, flashing swords, blood. CROWDS gather to stare. The advertising campaign for Commodus's new strategy has begun.

Over this the voice of Senator Gaius, led from the next scene:

GAIUS (V.O.)

A hundred and fifty days of games!  
It's unheard of!

EXT. CAFE - DAY

Gracchus and Gaius and a few other Senators sit in a busy outdoor cafe, sipping drinks, watching the wall-painters at



work. The street around them is alive with bustling activity. An Egyptian juggler juggles a dozen eggs and a town-crier declaims the latest news in the background.

GAIUS

Games! While all Rome becomes bankrupt. It's madness.

GRACCHUS

No. It's not.

A beat.

GRACCHUS (cont'd)

He knows what Rome is. Rome is the mob. He will conjure magic for them and they will be distracted. And he will take their lives. And he will take their freedom. And still they will roar. The beating heart of Rome isn't the marble of the Senate. It's the sand of the Colosseum. He will give them death. And they will love him for it.

INT. CAGED TUNNEL, PROVINCIAL ARENA - DAY

CLOSE ON AN ARM, on which we see a scar where there was once a tattoo. A bronze arm-guard comes into frame, covering the scar as it's strapped into place.

Maximus, now armed and ready, sets off marching relentlessly through a caged tunnel that leads to the arena.

We don't really see Maximus well in tunnel.

Proximo moves with him, on the other side of the bars. Maximus brushes past gladiators who line the walls. Some are wounded, some are being attended to by surgeons, some are shell-shocked, some are nervously waiting to go on, whispering prayers.

We twist and turn in the tunnels with Proximo and Maximus as:

PROXIMO

All you do is kill, kill, kill! You make it look too easy. The crowd wants a hero, not a butcher. We want them to keep coming back. Don't just hack them up! Stretch it out!

The roar of the crowd is growing, they are nearing the arena...

## PROXIMO (cont'd)

Give them an adventure to remember!  
 Fall to one knee - he's doomed! - he  
 doesn't have a prayer! Then he  
 summons the will - he drags himself  
 up - our hearts soar - he is  
 victorious! Feel what the crowd wants.  
 Don't just slaughter everyone!  
 Remember - you're an entertainer!

Without a word to Proximo, or a moment's hesitation, Maximus  
 strides into the arena -

## EXT. PROVINCIAL ARENA - FOLLOWING

We continue with Maximus as he strides into the roaring arena.

We finally see him in the blazing sunlight - he wears  
 traditional gladiator armor and now has longer hair -

Six opponents await.

Maximus wades through his opponents, fighting them heroically,  
 slashing through them without stopping -

The huge crowd cheers mightily - chants of 'Spaniard!  
 Spaniard! Spaniard!'

Maximus cuts through his opponents like a scythe through  
 wheat - it is incredibly fast - a matter of no more than ten  
 seconds - absolutely stunning.

When Maximus is done, surrounded by a sea of bodies, the  
 crowd grows silent. Amazed.

Maximus strides back to Proximo, brushing past him with:

## MAXIMUS

Were you entertained?

He goes back into the tunnel. Proximo's face as he looks  
 after Maximus shows how angry he is.

## EXT. RAMPARTS, PROXIMO'S SCHOOL - EVENING

Maximus and Juba stand on the high ramparts, looking out at  
 the endless desert and the distant mountains. Three dusty  
 riders are approaching, but they pay them no attention.

## JUBA

It's somewhere out there - my country.  
 My home.

(MORE)



JUBA (cont'd)

My wife is preparing food... My daughters carry water from the river. Will I ever see them again? I think, no.

MAXIMUS

Do you believe you'll meet them again - after you die?

JUBA

I think so. But then - I will die soon. They will not die for many years. I will have to wait.

MAXIMUS

But you would wait.

JUBA

Of course.

Beat.

MAXIMUS

I would have died in the slave wagon. You saved me. I never thanked you. Because - my wife, my son, are waiting for me.

Juba understands. Puts an affectionate arm round Maximus.

JUBA

You'll meet them again. But not yet, yes?

He gives a laugh: this team isn't ready to die yet.

A clatter of horses hooves in the courtyard below draws his attention.

The riders have just entered the school, causing a commotion.

EXT. TERRACE, PROXIMO'S SCHOOL - EVENING

Proximo lounges on a terrace overlooking his compound, sipping wine. A chained hyena sits gnawing a bone in a corner.

Two guards enter, bringing Maximus. Proximo turns and waves the guards away.

PROXIMO

Ah, Spaniard. Butterfly?

He holds out a dish of honeyed butterflies. Maximus shakes his head.

PROXIMO (cont'd)  
They're exquisite.

He pops one into his mouth.

PROXIMO (cont'd)  
So what do you like? Girl? Boy?

MAXIMUS  
You sent for me?

Proximo sees the barely-concealed lack of respect in the man who should be his slave.

PROXIMO  
You're good, Spaniard. But you're not that good. That troubles me. You could be magnificent.

MAXIMUS  
You want me to kill. I kill. Isn't that enough?

He turns to walk out.

PROXIMO  
Enough for the provinces. Not for Rome.

Maximus freezes in his tracks. Turns.

MAXIMUS  
Rome?

PROXIMO  
My men have just brought the news. The young Emperor has ordered a series of spectacles in honor of his late father, Marcus Aurelius. Amusing, when you think that it was the allwise Marcus Aurelius who shut us down. But his day is over now.

After a pause:

MAXIMUS  
Yes...



## PROXIMO

After five years scraping a living  
in flea-bitten villages, we're going  
back where we belong. Back to the  
Colosseum! Ah, Spaniard, wait till  
you fight in the Colosseum! Fifty  
thousand Romans following every move  
of your sword - willing you to deliver  
that one killing blow - the silence  
before you strike - the cry that  
goes up after - like a storm - like  
you're the thunder god himself -

He stops, his eyes shining. Maximus sees it:

## MAXIMUS

You were a gladiator.

Proximo turns unseeing eyes to him. Comes back to earth.

Nods.

## PROXIMO

The best.

## MAXIMUS

You won your freedom?

## PROXIMO

Long ago. The Emperor presented me  
with the rudius - just a sword made  
of wood - the symbol of freedom. He  
touched me on the shoulder and I was  
free.

## MAXIMUS

You knew Marcus Aurelius?

## PROXIMO

I didn't know him. He just touched  
me once.

Beat.

## MAXIMUS

You ask me what I want. I want to  
stand before the Emperor, as you  
did.

## PROXIMO

Then listen to me. Learn from me.

(MORE)

PROXIMO (cont'd)

I was the best not because I killed the fastest, but because the crowd loved me! Win the crowd, and you'll win your freedom.

Maximus thinks about this.

MAXIMUS

I'll win the crowd. I'll give them something they've never seen before.

Proximo gives him a big smile: he's got his potential star to understand at last.

PROXIMO

So, Spaniard - we shall go to Rome together, and have bloody adventures. The Great Whore will suckle us until we are fat and happy and can't suck another drop. And perhaps, when enough men have died, you will be free.

INT./EXT. SLAVE WAGON, ROAD OUTSIDE ROME- PM AFTERNOON

Maximus is sitting in the back of an enclosed slave wagon with Vibius, Juba and a few other gladiators.

Proximo sits with some of his guards on the front of the wagon.

In the distance, Rome.

INT. PALACE, LUCIUS'S BEDROOM - NIGHT

Commodus stands, lurking like a vampire over a bed where an eight-year-old boy sleeps.

He is LUCIUS, Lucilla's son.

Commodus just watches him, ominous and intense. Lucilla enters quietly. She stands in the doorway for a moment and watches, disquieted. Commodus senses her.

COMMODUS

He sleeps so well because he is loved.

He gently reaches down and brushes some hair from Lucius's forehead. Lucilla moves forward quickly. Lucius stirs.

LUCIUS

(sleepy)  
Mother...



LUCILLA  
Go back to sleep.

LUCIUS  
I was dreaming about father. We were riding horses together...

LUCILLA  
Shh... Go back to sleep...

He goes back to sleep. She watches him sleep for a moment.

LUCILLA (cont'd)  
Come, brother. It's late.

She leads Commodus out.

INT. PALACE, COMMODUS'S THRONE ROOM - NIGHT

Commodus sits on his bed, rummaging through a pile of scrolls on a bedside table. The scrolls are covered in plans for the New Rome. Lucilla is preparing a drink for him, a medicinal tonic.

COMMODUS  
I will make Rome the wonder of the ages - that's what Gracchus and his cronies don't understand -

He rubs his aching head.

COMMODUS (cont'd)  
All my desires are splitting my head to pieces -

LUCILLA  
(mixing tonic)  
Quiet, brother...

She goes to him.

LUCILLA (cont'd)  
This will help...  
(she takes a sip and then hands it to him)  
Yes, just drink this down.

She sits on the edge of the bed. He drinks as:

COMMODUS  
I think the time is almost right. I could announce the dissolution of the Senate at the celebration to  
(MORE)

COMMODUS (cont'd)  
honor our father. Do you think I  
should? Are the people ready?

LUCILLA  
We'll talk about it tomorrow.

COMMODUS  
I think they are. Let those fat  
jackals howl from the street corners.  
Or do you think I should banish them?

LUCILLA  
I think you should rest now.

He lies back on his bed, the mood settling.

COMMODUS  
Will you stay with me?

LUCILLA  
(smiles gently)  
Still afraid of the dark, brother?

COMMODUS  
Still. Always.

A beat. He shakes off the mood and turns to her:

COMMODUS (cont'd)  
Stay with me tonight.

LUCILLA  
You know I won't.

COMMODUS  
Then kiss me.

She smiles, kisses his forehead quickly and then starts to  
go.

She stops at the door and glances back into the room.

Commodus lies on the bed, a lonely image.

LUCILLA  
Sleep, brother.

A beat.

COMMODUS  
You know my dreams would terrify the  
world.



She goes. And Commodus lies, sleepless.

EXT. GRACCHUS'S HOUSE - NIGHT

A sedan chair arrives in front of a splendid house.

Lucilla climbs out.

A shadowy figure - Senator Gaius - is waiting for her. He takes her arm and leads her into the house as if this were a secret romantic assignation...

INT. GRACCHUS'S HOUSE - NIGHT

Gracchus's house is an opulent world of beautiful Oriental decadence.

Rich Persian antiques and artworks dot the rooms, including a statue of the Persian god of forgiveness, Mithras. Unlike the classical lines of the Imperial Palace, Gracchus favors the luxurious and sybaritic. The household staff is all male and all beautiful.

Gracchus greets Lucilla in the hallway. She begins to speak, then hesitates to reveal her identity in front of the servants.

GRACCHUS

All my servants are deaf and mute.  
How do you think I've stayed alive  
for so long?

Lucilla reveals her face and they begin to walk into the house. The servant walks on ahead. Gracchus stops Lucilla for a moment.

GRACCHUS (cont'd)

There was a time, not so long ago,  
when I held two children on my knee.  
The most beautiful children I'd ever  
seen. And their father was very proud  
of them. And I loved them-very much;  
as if they were my own.

LUCILLA

And they loved you.

GRACCHUS

Both of them, for a time. I saw one  
of them grow up strong and moral.  
The other grew dark. I saw his father  
turn away from him. I saw us all  
turn away from him. And in his

(MORE)

GRACCHUS (cont'd)  
loneliness...I think there were  
demons.

They sweep into the central chamber. Senator Gaius is waiting for them.

Gracchus pours them both a glass of wine and gives it to them.

LUCILLA  
They're arresting scholars now! -  
anyone who dares speak out - even  
satirists and chroniclers.

GAIUS  
And mathematicians and Christians.  
All to fill the arena. The senate  
did not approve martial law. This is  
entirely the Praetorians. I'm afraid  
to go out after dark.

GRACCHUS  
You should be more afraid of your  
actions during the day. The Senate  
is full of his spies. Led by that  
whoremaster Falco.

A beat.

GRACCHUS (cont'd)  
What is in his mind? That's what I  
trouble myself with. He spends his  
days singularly obsessed -- planning  
the festival to honor your father.  
He neglects even the most rudimentary  
tasks of government. What is he  
planning?

GAIUS  
And what pays for it? These daily  
games are costing a fortune and yet  
we have no new taxes.

LUCILLA  
The future. The future pays for it...

A beat. She looks at them.

LUCILLA (cont'd)  
He started selling the grain reserves.

GAIUS  
This can't be true.



LUCILLA

He's selling Rome's reserves of grain. The people will be starving in two years. I hope they're enjoying the spectacles, because soon enough they'll be dead because of them.

GAIUS

Rome must know this.

LUCILLA

And how? He's going to dissolve the Senate. Then who will tell them before it's too late. You Gracchus? You Gaius? Will you make a speech on the floor of the Senate denouncing my brother? And then see your family in the Colosseum? Who would dare?

A long beat.

LUCILLA (cont'd)

He must die.

A beat as her words sink in.

GAIUS

The Praetorians would only seize control themselves.

LUCILLA

No -- cut off the head and the snake cannot strike.

GRACCHUS

Lucilla, Gaius is right. Until we can neutralize the Praetorians we can accomplish nothing.

GAIUS

And we haven't enough men.

LUCILLA

So we do nothing?

GRACCHUS

No, child, we keep our counsel and we prepare. As long as the people support him, we are voices without steel. We are air. But everyday that passes, he makes enemies. One day he will have more enemies than friends - and we will act. Then we will strike.

(MORE)

GRACCHUS (cont'd)  
Until then...we are docile. And  
obedient, And treacherous.

EXT. PROXIMO'S COMPOUND - NIGHT

The slave wagon pulls up to Proximo's grand Roman compound. Guards unlock imposing gates and the wagon drives in.

EXT. COURTYARD, PROXIMO'S COMPOUND - DAY

Inside the gates is a large open courtyard, much like Proximo's Moroccan school but much more impressive. A fountain with an enormous statue of the war god Mars at the center.

But as the gladiators climb from the wagon, stretching after the long journey, it's not the statue that draws their attention: across the rooftops of Rome, not far away there rises up the awesome structure of the Colosseum. And from it comes a low-constant roar: the distant sound of fifty six thousand voices baying for blood.

Maximus, Juba and the others stare at the Colosseum and listen to the roar of the crowd - each one thinking, is that where I die?

Proximo, following his usual custom, wades through the fountain to kiss the toe of Mars, his own protector God. As he does so he murmurs a quick prayer -

PROXIMO

God of warriors - welcome me home -  
bring me fortune.

As he rises again, a great shout goes up from the distant Colosseum - the shout forms into a chant - 'Hail Caesar! Hail Caesar!'. Evidently the Emperor has just arrived.

Proximo wades back out of the fountain, his eyes shining, murmuring the cry along with the distant crowd -

PROXIMO (cont'd)

Hail Caesar! Hail Caesar!

His eyes reach for Maximus, as if to say, there he is, the man who can set you free.

Maximus meets his look, but there's no answering smile. Slowly he turns back to stare at the hypnotic sight of the immense Colosseum, where the crowds still chant - 'Hail Caesar! Hail Caesar!' -



Maximus has only one thought now: He's there, he's close, the moment is approaching, soon I'll see him for myself - the man I live to kill.

EXT. COLOSSEUM - DAY

Maximus and the other gladiators are in a slave cart approaching the Colosseum. Maximus watches everything -

MAXIMUS'S POV - A flurry of images from around the Colosseum, the energy mounting - at this point we see practically nothing of the inside of the Colosseum -

Slaves balancing high above the empty arena. They are on ropes unrolling huge rolls of silk; sun tarps that provide shade below -

Merchants open stalls in the curved arcade around the outside of the Colosseum. They sell everything from food to magic elixirs, from toys to aphrodisiacs. They immediately start declaiming and demonstrating the virtues of their products -

Gangs of whores of both sexes crawl the streets. They have bizarrely-colored hair and elaborate makeup -

Citizens begin arriving, pushing past the vendors and the pickpockets. We see whole families with picnic lunches -

Ferocious animals are brought into the Colosseum in barred cages -

In the busy arcade, barbers and blood-letters practice their craft alongside exotic alchemists, fire eaters and contortionists -

Richer citizens arrive in sedan chairs and litters, they feign indifference to the hooting mob -

Mounted Praetorian police units try to retain some order. -

Gamblers crowd betting booths and haggle mercilessly -

INT. COLOSSEUM, ROUTE TO RAMPWAY AND BOWELS - DAY

Now Maximus and the others are led by Proximo's guards down a long ramp and past countless animal cages. The interior of the Colosseum is a busy world unto itself. Gamblers circulate everywhere and observe the warriors, angling for the best odds and the best matches.

Maximus and the others are led even deeper into the bowels of the Colosseum to a new whole subterranean realm. Numerous cells line the walls. Racks and racks of weaponry and armor.

And, most striking, everywhere around them is the heavy machinery of the spectacles above. Huge 'elevator' platforms and ramps and pulleys and counterweights are manned by teams of sweating slaves...

INT. COLOSSEUM, ARCADE CELLS - FOLLOWING

Finally, Proximo's guards lead the gladiators into a series of cells with barred fronts open to the public. Like the paddock in a racecourse, the new fighters are on view to a gawping crowd of fight-fans and gamblers.

As Maximus makes his way through the open-fronted cells, his attention is caught by the loud voices of Proximo and Cassius, the Colosseum's majordomo -

PROXIMO

The Emperor wants battles?! I won't squander my best fighters -

CASSIUS

The crowd wants battles, so the Emperor gives them battles - and you get the battle of Carthage.

PROXIMO

You mean the *massacre* of Carthage!

Maximus has been ordered to stop in one of the cells. He settles down as far from the staring crowd as he can, not wanting to attract attention. Proximo and Cassius are moving away, Proximo still complaining loudly.

PROXIMO (cont'd)

Go to the prisons - round up some thieves and beggars -

CASSIUS

We've done that -

PROXIMO

You want to throw away the best gladiators in the Empire, I want double rates -

CASSIUS

(losing patience)  
You'll get the contract rates or you'll get your contract canceled!

CASSIUS (cont'd)

You don't like it, crawl back down the shit-hole you came from.

Among the crowd are some boys from noble families, watched over by their servants. Maximus pays no attention to the crowd - he's listening to the fading voices of Proximo and Cassius - when a far closer voice makes him turn his head.

LUCIUS

Gladiator!

It's one of the boys - Maximus has no idea who - but the sight of the boy stirs a buried memory of his own son. With the confidence of a young aristocrat, the boy is beckoning him to come closer to the bars.

LUCIUS (cont'd)

Gladiator, are you the one they call the Spaniard?

MAXIMUS

Yes.

LUCIUS

They said you were a giant. They said you could crush a man's skull with one hand.

Maximus spreads his hand, and looks down at it.

MAXIMUS

A man's skull? No...

He holds his hand out to Lucius, with a grin.

MAXIMUS (cont'd)

Maybe a boy's.

Lucius likes that: he smiles back. He points to the horse images on Maximus's breast-plate.

LUCIUS

They have good horses in Spain?

Maximus smiles at his youthful show of expertise.

MAXIMUS

Some of the best.

(indicating the images)

This was Mars. This was Pluto. They were my horses.

LUCIUS

I like you, Spaniard. I shall cheer for you.



MAXIMUS

They let you watch the games?

LUCIUS

My uncle says it makes me strong.

MAXIMUS

What does your father say?

LUCIUS

My father's dead.

Lucius's servant comes up to the boy and bows with humble respect.

LUCIUS'S SERVANT

Master Lucius. It's time.

LUCIUS

(to Maximus)

I have to go.

MAXIMUS

Your name's Lucius?

LUCIUS

(proudly)

Lucius Verus, after my father.

The boy turns and leaves, followed by his servant. Maximus stares after him, stunned, realizing that he must be Lucilla's boy. He searches the crowd - is Lucilla somewhere out there? Only the gaping faces of the fight fans.

INT. COLOSSEUM, BOWELS - FOLLOWING

A rack of helmets, body armor, and weapons wait to be issued. Beyond, through bars, a cage of eight lions prepare to go up the ramp into the arena.

Proximo's guards lead the gladiators into the final space before the arena itself. These cells are right at the edge of the arena. Barred windows offer a sand-level view of the action.

Maximus enters with the rest. He goes to a window and looks out.

MAXIMUS'S POV - The sweep of sand that seems to go on for ever. A narrow section of the stands. The sounds of the stadium filling up.

As the guards prepare the gladiators with armor, Maximus speaks low to a Giant Man, one of the officials of the arena.

Maximus turns, and finds a guard holding out a helmet to him.

Ignoring the offer, he moves over to the rack of helmets, and runs his eye over them. He picks out one that has a fuller face guard, and tries it on.

As he turns his head back towards the arena, we see him as he will be when he fights: scary, and anonymous.

INT. COLOSSEUM, RAMP TO THE ARENA - DAY

Proximo's gladiators, Maximus, Juba, and Haken among them, are now armored and costumed. They are dressed to look like Carthage warriors. All wear mask-like helmets and carry long North African tribal spears, with points at both ends, and heavy shields.

They are in a ramp leading up to the arena, Proximo with them.

GIANT MAN

You have the honor of fighting in front of the Emperor himself. When the Emperor enters you raise your weapons.

Trumpets begin sounding from the arena.

PROXIMO

(quickly)  
You salute him, and then speak together. Facing the Emperor. Don't turn your back.  
(more trumpets from the arena)  
Go on - Go - you're on! Die with honor.

Proximo eyes each gladiator as he passes - a long look for Maximus - and the five gladiators walk up the ramp to -

EXT. COLOSSEUM, ARENA - FOLLOWING

We go out with Maximus and at last we see it -

The mighty Colosseum arena.

Nothing Maximus could have possibly imagined could have prepared him for the sight of the thousands and thousands of screaming spectators, the row after row of cheering faces.

He is staggered.

The gladiators take up a somewhat messy formation.

Meanwhile, three other teams move from different entrances to the arena. A total of twenty gladiators are now in the arena. They all wear Carthage armor and carry long double-pointed spears and heavy shields.

They all line up and face the Imperial Box.

The Imperial Box is empty. The box is elevated fifteen feet above the arena floor at the top of a sheer black marble wall. A cohort of fifty imposing Praetorian Guard Archers surround the box. Commodus' personal Body Guard of six Centurions actually stand in the box itself, eyes constantly watching like modern Secret Service agents.

Then Commodus and Lucilla enter - and the crowd goes mad! Lucilla is accompanied by Lucius.

Commodus moves to the edge of the Imperial Box and savors the adulation of the people. He raises his arms and plays at being the humble and benevolent monarch. The crowd cheers. Gracchus and the other Senators see this and try to conceal how nervous it makes them.

Commodus looks down at the gladiators seeming to stare straight at Maximus as to see right through his grill. Maximus is frozen for a moment as he stares up at the man he lives only to kill. On one side of Commodus he sees Quintus, on the other, Lucilla and Lucius. He takes in the impossible distance, the Praetorian archers, the Centurion Body Guards.

The gladiators below all salute with their weapons and -

GLADIATORS

We who are about to die salute you!

The crowd roars. Commodus sits. Lucilla sits beside him, with Lucius on her other side.

Then Cassius orates to the crowd:

CASSIUS

This day we reach back to hallowed antiquity to bring you a recreation of - THE SECOND FALL OF MIGHTY CARTHAGE!

(the crowd cheers)

On the barren plain of Zama stood the invincible armies of the barbarian Hannibal! Ferocious mercenaries and warriors of all brute nations bent on merciless conquest!

(MORE)



CASSIUS (cont'd)  
Your Emperor is pleased to give you -  
THE BARBARIAN HORDE!

He gestures to the gladiators in the arena. The crowd laughs, jeering the 'barbarians'.

The drummers begin pounding out a more insistent, heroic beat.

CASSIUS (cont'd)  
But on that illustrious day the Gods sent against them Rome's greatest warriors who would on this day, and on these same arid Numidian deserts, decide THE FATE OF THE EMPIRE! Your Emperor is pleased to give you - THE LEGIONNAIRES OF SCIPIO AFRICANUS!!

INT. ARENA

The crowd EXPLODES in cheers as the huge doors at one end of the arena suddenly burst open and six chariots thunder in -

Each chariot has a driver and either an archer or a lanceman, both are dressed in theatrical versions of the familiar Roman Lorica Segmentata.

The chariots zoom around the outside of the arena, forcing the twenty gladiators toward the center. A cloud of dust obscures everything.

Maximus assesses the situation and their vulnerability. As the juggernauts spin around, he then turns around almost by instinct, and sees a spear flying through the dust -

The spear SLICES, into a gladiator's neck - killing him instantly - he falls, ungainly and hard. With no glory.

Maximus instantly takes control, calling to the other gladiators:

MAXIMUS  
Close ranks! Shields together! Lock the formation! Shoulders in to the shields!

The gladiators respond to his authoritative voice - all except Haken, who stands outside the formation, fighting his own individual battle.

The crowd is amazed - they've never seen gladiators do anything like this! Little Lucius is standing cheering his head off for his new hero and friend.

Neither have the charioteers - they spin round the outside of the square, occasionally firing arrows and spears which slice into the gladiators' shields.

Haken has his own fans, who cheer his every move - 'Come on the barbarian!' - as he fights off all attackers.

One brave charioteer breaks formation and races towards the square. He whips his horses and speeds towards the gladiators.

MAXIMUS (cont'd)

Hold formation! Stay behind your shields!

The chariot slams into the spears protruding from the square - one horse is killed and falls - the chariot immediately somersaults over, end over end, destroyed outside the square.

The driver is killed, but the archer scrambles away from the lethal square.

Maximus sees his opportunity and leaps over the square - climbing on top of the toppled chariot - trying to cut the remaining horse free -

This leaves him vulnerable to attack - another chariot zooms towards him - Maximus immediately spins and throws his spear with deadly accuracy -

The spear slices into the chariot's driver - he falls and the driverless chariot zooms away -

Now he's cut the horse free - he leaps onto it - and on the mount he is gloriously alive again, the General we have known. He spurs the horse and gallops across the arena - he quickly leans down from his saddle like a Comanche brave and snatches up a fallen sword -

And sees Haken fighting like a madman- hit by an arrow - falling - Maximus swings over towards him just as his opponent raises his weapon for a killer blow - Maximus passes at such speed, his sword flashes so fast, that even Haken doesn't realize what's happened until he sees his opponent's head sag forward, severed from behind -

Haken staggers to his feet -

Sees Maximus on his horse charging towards another chariot which is zooming along the edge of the arena -meanwhile the archer from the first wrecked chariot is trying to escape - he is caught between the wheels of the chariot and the arena wall - just as Maximus gallops past and swings his sword, killing the driver of the chariot -the chariot smashes into



the wall with phenomenal velocity - parts of it flying into the crowd.

By now the remaining three chariots are massing for an attack on the square - Maximus sees this and gallops to the gladiators:

MAXIMUS (cont'd)

Close ranks! Tight formation! Shields up! Back, back! Tight against the man next to you!

Juba pushes the other gladiators into formation - Haken stares - suddenly he lumbers across and joins the others - forming a wedge built around the first wrecked chariot, facing the three charging chariots -

MAXIMUS (cont'd)

Now - down! Overlap your shields! Brace!

The gladiators hunch down under their shields, a military 'tortoise' position.

The chariots sail past them - impotently bombarding the shields with arrows and lances -

Maximus, still on his horse, evades them and sees an opening for attack - he flings a spear with incredible power - it sails through both a driver and archer - the chariot careens off -

Meanwhile, one chariot spins around and speeds straight into the gladiators' tortoise - it SMASHES and tumbles - killing several gladiators in the mayhem.

Maximus gallops past Juba -

MAXIMUS (cont'd)

Juba! Sword!

Juba tosses him a sword - Maximus catches it and spins his horse to face the final chariot -

Maximus spurs his horse and gallops toward the chariot - the charioteer whips his horses and zooms toward Maximus -

The crowd is breathless - watching the final battle -

Maximus and the chariot speed toward each other like Medieval jousts - they flash together for an instant - Maximus evading a spear -



Then Maximus uses his maneuverability on the horse to immediately swing around quickly - pursues the chariot -

He gallops to the chariot and then LEAPS dramatically from his horse to the back of the chariot - he knocks the lancer from the chariot - the charioteer is forced to drop the reins as he spins back to battle Maximus -

They fight as the chariot zooms wildly out of control - it SLAMS into another wrecked chariot and CRASHES -

Maximus and the charioteer sail from the chariot, flying through the air -

Maximus lands hard but quickly pulls himself up, he races to the final charioteer - the charioteer is dead.

Maximus glances around - all his opponents are defeated - his own group of gladiators stand on either side of him, bloody and sweaty, proud and victorious - Haken now among them.

A Praetorian exchanges a quick glance with a comrade, impressed by Maximus.

In the arena, Maximus is acknowledging the applause of the crowd.

INT. ARENA - ROYAL BOX

Lucius is wild with admiration. Lucilla is staring at the helmeted hero. Commodus gestures to Cassius to join him. He is in good form.

COMMODUS

My history is a little hazy, Cassius - but shouldn't the barbarians lose the battle of Carthage?

CASSIUS

Yes, sire. Forgive me, sire -

COMMODUS

Oh, I'm not displeased. I rather enjoy surprises.

(pointing to Maximus)

Who is he?

CASSIUS

They call him the Spaniard, sire.

COMMODUS

I think I'll meet him.

CUT TO -

INT. ARENA - DAY

Maximus and the other gladiators see Commodus standing, accepting the applause of the crowd.

Maximus kneels. Juba glances towards him, surprised.

MAXIMUS

(low)

Kneel.

The other gladiators kneel. Maximus bows low, his hand to the dirt. Only Juba, by his side, notices the broken arrow shaft in the sand, as Maximus's fingers close around it.

Across the arena, a troop of Praetorians approaches. Maximus and the gladiators rise.

Commodus has left his box, to head for the arena.

Maximus sees the Praetorians march towards him. They fall in on either side, as an escort.

PRAETORIAN CAPTAIN

Gladiator, the Emperor asks for you.

This is the moment Maximus has waited for. He turns to see Commodus emerge onto the sand, genially waving towards him.

His chance has come at last.

MAXIMUS

(low)

I am at the Emperor's service.

He starts to cross the sand towards Commodus.

Praetorians march on either side, respectfully escorting the unarmed gladiator. They don't see what we see, that his right hand is concealing the arrow shaft, holding it so tight that it cuts his fingers.

Closer now and closer. He sees Commodus smiling, his entourage around him. He sees Lucilla in the box above, and Lucius standing at her side. He is transfixed by Maximus. He moves to lean against the parapet.

Closer and closer. The sword blade clasped tight in his hand. The sound of his breathing in the helmet-mask. Now he's almost there. Through the helmet slit, he can see Commodus's smiling greeting.



Lucius suddenly breaks away from the Royal Box, running down the stairs onto the arena.

Now Maximus is nearly at a striking distance. He readies his arm for the blow - Lucius comes racing across the sand - grabbing Commodus' hand, Commodus laughs, and moves him in front of his body.

COMMODUS

Your fame is well-deserved, Spaniard. There's never been a gladiator to match you. And as for this young man! He insists you are Hector re-born - or is it Hercules?

Maximus can't strike. Lucius is in the way.

COMMODUS (cont'd)

But why doesn't the hero reveal himself and tell us all your real name?

Maximus stands very still. Says nothing. The sound of his breathing intensifies.

COMMODUS (cont'd)

You do have a name?

Then Maximus turns and walks away. Turning one's back on the Emperor is an unimaginable insult. The crowd gasps.

COMMODUS (cont'd)

Gladiator! How dare you show your back to me!

Maximus keeps walking across the sand. Commodus nods to Quintus, who gestures an order to his Praetorians.

Maximus is now half way across the arena. Commodus watches. The crowd watches: all tense and silent.

Then a cohort of Praetorians march into the arena, blocking Maximus's exit. They stand facing him, swords out.

Maximus stops. Commodus speaks calmly, and clearly.

COMMODUS (cont'd)

Slave. You will remove your helmet and tell me your name.

Slowly, Maximus turns back to face him. He knows he has no choice now. Slowly, he raises his hands to his helmet-mask. Then in one rapid move, the mask is off.



Commodus stares, stunned. Quintus stares. Lucilla up in the Imperial Box stares. Maximus speaks out, in a clear proud voice:

MAXIMUS

My name is Caius Fabius Maximus,  
Commander of the Army of the North,  
loyal servant to the true Emperor,  
Marcus Aurelius.

Stunned silence. Then he turns to Commodus directly, and speaking more quietly but in deadly earnest to the man he knows will soon have him killed, he makes his last act of will:

MAXIMUS (cont'd)

I swore I would hunt you down in  
this life, and I will hunt you down  
in the next! *You will never escape  
me!*

An utter silence falls. Maximus and Commodus have eyes only for each other: locked in mutual hatred.

Then Commodus gives a sign to his Praetorians - they draw their swords and close in on Maximus. The crowd reacts with a roar of booing - they yell their disapproval, they reach out a forest of raised thumbs, meaning, Let him live!

The Praetorians stop, unsure what to do.

Commodus looks around at the people of Rome, astonished, concealing his fury. His own crowd - cheering for his mortal enemy?

Slowly, with difficulty, he forces his features into a smile. Acts the gracious and merciful Emperor. He raises his thumb.

And the crowd lets out a great cheer of approval. Lucilla sees it. Gracchus and the Senators see it. Never in the long, long history of the Colosseum have they ever seen such a thing!

Maximus turns and leads his gladiators to the ramp out of the arena.

INT. COLOSSEUM, RAMP FROM ARENA - DAY

Maximus strides down the ramp in the midst of swirling chaos. Arena guards and Praetorians try to keep order, but the crowd pours in from one end, and gladiators mob upwards from the other.

As he's about to leave the ramp, he pauses and turns back, drawn by the sheer volume of the cheers echoing around the great arena. On his face, as he looks back, and listens, we see for a moment a look that says: the battle isn't over yet.

INT. PALACE, STATUE ROOM - NIGHT

A shocking explosion of rage -

Commodus, still dressed from the arena. The dust of the sand on his sandals. He walks into an ancient chamber which houses two giant statues of the God Hercules and Verinium. He walks to the bust of Marcus Aurelius and stares at it. Then with a shocking explosion of rage. Commodus hacks at the black marble head of his father, sparks shoot up - Commodus howls out his outrage.

Silence.

INT. PALACE, CORRIDOR - NIGHT

Lucilla is moving quickly down a long corridor. Tense. She stops before the doors to the Throne Room.

She braces herself and then enters.

INT. PALACE, THRONE ROOM - NIGHT

Commodus is standing calmly amid sheets and plans of his new Rome. Absorbed, he moves from one sheet to the other, with an architect and scribe taking notes.

Without looking up:

COMMODUS

He shouldn't be alive. That vexes me. I am terribly vexed...

Lucilla's one thought is to turn his mind away from Maximus. She takes brisk charge.

LUCILLA

Maximus isn't the issue. He won't survive a week in the arena. You have a much bigger problem, brother -- someone lied to you. Someone in Germania told you he was dead!

COMMODUS

Lucilla--



LUCILLA

If they lie to you they don't respect you. You have to address this. You have to let the legions know that treachery will not go unpunished.

Commodus fixes her with a faraway gaze, as if he has moved far beyond this question.

COMMODUS

What did you feel, when you saw him?

LUCILLA

I felt nothing.

COMMODUS

He wounded you deeply, didn't he?

LUCILLA

Not more than I wounded him.

He gazes at her in admiration.

COMMODUS

Dear sister. I wouldn't want to be your enemy.

LUCILLA

What will you do?

INT. MAXIMUS'S CELL/CORRIDOR, PROXIMO'S SCHOOL - NIGHT

Maximus is lying on the bed in his cell when he hears a guard approaching. He leaps to his feet at once, expecting assassins.

The guard enters his cell and unlocks his chain.

GUARD

This way.

He takes him out into the corridor. Maximus walks before him, alert to every move, tensed for danger.

INT. EMPTY CELL, PROXIMO'S SCHOOL - NIGHT

The guard leads Maximus into an empty cell and shackles him to the wall once more. The guard leaves - and into the light steps a cloaked and hooded woman. Lucilla.

Maximus stares at her, his face hardening.



LUCILLA

Rich matrons pay well to be pleased  
by the bravest champions.

Maximus fights the urge to strangle her on the spot.

MAXIMUS

I knew your brother would send  
assassins. I didn't think he would  
send his best.

LUCILLA

Maximus, he doesn't know -

MAXIMUS

My family was burnt and my son was  
crucified while he was still alive -  
!

LUCILLA

I knew nothing of that, you must  
believe me.

MAXIMUS

Don't lie to me -

LUCILLA

I have wept for them -

MAXIMUS

As you wept for your father? As you  
wept for your father!

He lunges at her, his hand to her throat, held back only by  
the chain bolted to the wall.

LUCILLA

I have been living in a prison of  
fear since that day. To be unable to  
mourn your father for fear of your  
brother. To live in terror every  
minute of every day because your son  
is heir to the throne - I have wept  
for them -

MAXIMUS

My son was innocent.

LUCILLA

So was mine.

Maximus stares at her, breathing hard. And slowly relaxes  
his grip.

LUCILLA (cont'd)

Must my son die too, before you'll trust me?

Maximus turns away, filled with bitterness.

MAXIMUS

Why does it matter if I trust you or not?

LUCILLA

The Gods have spared you? Don't you understand? Today I saw a slave become more powerful than the Emperor of Rome.

MAXIMUS

What power? The power to amuse a crowd?

LUCILLA

Yes. That is power! Believe it! The mob is Rome. While my brother controls them he controls all Rome...

(more quietly, wanting to reach him)

Listen to me - my brother has enemies - most of all in the Senate - but while the people follow him, no-one dare stand up to him - until you.

MAXIMUS

They oppose Commodus, but they do nothing. True politicians.

LUCILLA

There are some politicians who have dedicated their lives to Rome. One man above all - if I can arrange it, will you meet him?

Maximus stares at her.

MAXIMUS

I may be killed in this cell tonight - or may die in the arena tomorrow. What difference will...

LUCILLA

This man wants what you want -

MAXIMUS

(raging)

*Then let him kill Commodus!*

As she looks at him, she sees he's closed against anything she can say.

LUCILLA

I knew a man once...a noble man...a man of principal...who loved my father and my father loved him and this man served Rome well...!

MAXIMUS

(harshly)

That man is gone. Your brother did his work well...

Already he's turning away from her towards the door. He rattles the barred door.

MAXIMUS (cont'd)

Guard! The lady has finished her business with me.

The guard unlocks the door and leads Maximus out of the cell.

INT. MAXIMUS'S CELL, PROXIMO'S SCHOOL - DAY

Maximus, Juba and Haken sit in the cell, hearing the sound of approaching guards - visibly tensed for danger.

The cell door is unlocked - the guards enter - and hold out - bowls of food.

Relaxing, the three gladiators take their lunch, and settle down. The guards leave, locking the door behind them.

Maximus looks at his bowl of stew. Hesitates. Juba hesitates. Haken, about to eat, hesitates. Maximus smells his food. Juba smells his food. Haken smells his food. Then -

HAKEN

Nobody wants to kill me.

- and he starts to eat with relish. Maximus grins, meets Juba's eyes, and they both start to eat. The moment of tension has passed, and all eat heartily.

As they eat -

JUBA

You were truly a Roman general?

MAXIMUS

Yes.



JUBA  
You commanded legions? You won  
victories?

MAXIMUS  
Yes.

JUBA  
Then you have a great name.

HAKEN  
(grinning)  
The greatest name! Maax-ee-mus!

Maximus takes his bowl and goes to the barred window, looking out towards the Colosseum.

MAXIMUS  
(shrugging)  
My men knew me. That's enough.

JUBA  
He must kill your name, before he  
kills you.

Maximus nods, still looking out of the window. He's been thinking much the same thing.

MAXIMUS  
And that's where he'll do it.

MAXIMUS'S POV - The Colosseum, looming over the nearer lower buildings. And led from the next scene, the sounds of the crowd chanting:

CROWD  
Maximum! Maximus! Maximus!

CUT TO:

EXT. COLOSSEUM, ARENA - DAY

Senator Gracchus, cloaked, is slowly climbing a long stairway inside the Colosseum, dust falling from the tiers above. The roaring crowd can be heard.

He emerges on one of the top tiers and looks down into the arena.

The Colosseum is packed, it's late in the day and teams of slaves are cleaning the arena after a bout. They haul off carcasses and toss down fresh sand.

Cassius walks grandly onto the main arch and surveys the crowd. A full house, chanting the name of their hero.

He notes several large wagons being driven into the arena. The wagons are covered with tarps so we can't see what they contain.

Cassius nods to his master of music. Instantly drum and pipe roll. SILENCE

CASSIUS

Now, People of Rome - as we prepare for the coming festival in honor of Marcus Aurelius - witness Caesar's continued benevolence and the bounty of the Empire!

Servants pull the tarps off the wagons. They are filled with loaves of bread. The servants begin tossing the bread into the stands. Other servants stand on the top tiers and toss loaves down. A rain of bread. The crowd cheers. Then scream with horror as snakes are being thrown with the loaves...the laughter as they realize grass snakes. Cassius takes the opportunity of this brief respite from his non-stop orating to gulp several quick cups of water. With this laughter and adrenaline...

Commodus enters and moves to the edge of the Imperial Box. The crowd cheers him. He raises his arms, soaking up the adoration of the people. Lucilla enters behind him.

The crowd tears into the bread, eating eagerly as:

CASSIUS (cont'd)

And in his majestic charity the Emperor has deigned this day to favor the people of Rome with an historical final match. Returning to the Colosseum today after five years in retirement - Caesar is pleased to bring you - THE ONLY UNDEFEATED CHAMPION IN ROMAN HISTORY -  
(the crowd is going mad)  
THE LEGENDARY - TIGRIS OF GAUL!!

The crowd erupts in paroxysms of joy as TIGER explodes into the arena in an ornate chariot. Tiger is a fierce man in his 40's, his brutal, scarred face and hugely muscled body a testament to his many years in the arena.

Tiger speeds around the rim of the arena in his chariot, raising an arm in triumph. The crowd roars.



INT. COLOSSEUM, HOLDING CELLS - FOLLOWING

Proximo stands with Maximus, who is busy strapping on armor. A great cheer goes up from the crowd.

Maximus looks at the crowd in disgust.

PROXIMO

He knows all too well how to  
manipulate the mob.

MAXIMUS

Marcus Aurelius had a dream that was  
Rome, Proximo...and this is not it.

PROXIMO

But Marcus Aurelius is dead Maximus.  
We mortals are but dust and shadows.

INT. COLOSSEUM, ARENA - DAY

Tiger waits. He stands in the center of the arena. He has a terrifying battle axe and one of his arms extends into a long sword, like an amputee with a prosthetic sword-arm.

The crowd is breathless with anticipation. As:

CASSIUS

And from the rocky promontories and  
martial bloodlines of fearsome Spain  
representing the training lyceum of  
Aelius Proximo - Caesar is pleased  
to give you - THE WARRIOR MAXIMUS!

The crowd cheers! Maximus appears from his gate. He carries a sword and a round shield. His fans have increased in number considerably - among them a band of soldiers from the Germania campaign, with Maximus's old batman CICERO at their center. They've come to see for themselves if it's true that their beloved general is really alive - and when he gets close enough for them to recognize beyond doubt, they stare - and call to him - but their voices are lost in the crowd.

Up in the Imperial Box, Commodus is also watching Maximus closely.

COMMODUS

They embrace him like one of their  
own.

LUCILLA

The mob is fickle, brother -- he'll  
be forgotten in a month.



COMMODUS

No. Much sooner than that.

She looks, not quite understanding.

COMMODUS (cont'd)

It's been arranged.

Maximus looks at Tiger. Only one man with a sword and axe?  
Maximus approaches.

Maximus stops a few feet from Tiger. They lock eyes, salute each other and then turn to the Imperial Box. Tiger raises his sword. Maximus does not.

The crowd waits eagerly for the immortal words - but only Tiger speaks.

Tiger lowers the visor on his elaborate silver 'tiger' helmet. The visor is an eerie, pale steel countenance that now covers his face, slits only for his eyes and mouth.

TIGER

(shouting)

We who are about to die salute you.

The crowd laughs and cheers and Tiger instantly attacks - spinning and slashing - Maximus blocks his blows and strikes back -

The sword play is very fast - they thrust and parry and hack like lightning, constantly attacking - they are perfectly matched -

As he fights Maximus becomes aware of a strange sound over the roar of the crowd - a low rumbling - then he feels something - a vibration in the ground -

Suddenly trap doors swing open and four enormous platforms rise into view. On each platform is a snarling Bengal tiger restrained by a chain. Tiger's teams of 'cornermen' hold the chains through a pulley system. The cornermen are safely inside cages. The platforms stop at ground level.

The four ferocious tigers now mark the four corners of the battleground.

Tiger takes advantage of Maximus's momentary confusion and assaults brutally, forcing him back toward one of the tigers -- the tiger claws for Maximus - Maximus just evades its claws - rolls for a new position - another tiger snaps at him -

Tiger attacks - Maximus is on the defensive - fighting off Tiger and evading the four snarling beasts -

And then all four tigers are suddenly closer! The teams of cornermen are letting the chains play out, bit by bit, gradually reducing the size of the battleground. The crowd roars.

But the fight is hardly fair.

Whenever Tiger is near one of the tigers the cornermen pull back the tiger slightly - when Maximus is near a tiger they let it out a bit.

Maximus and Tiger fight - swirling action - finally, Maximus has the edge - he lunges forward under Tiger's swinging axe and SLAMS into him - they fall - a tiger swats at Maximus' face - he jerks his head back - Maximus leaps up and stands over the winded Tiger, sword to his throat.

Tiger is gasping for breath, crushed.

Then one of Tiger's corners suddenly cheats - they completely release a tiger! - it leaps for Maximus -

Maximus barely has time to turn - he raises his shield as the tiger crashes into him -

He falls back and thrusts his sword up - he SLAMS to the arena sand - the sword stabs up through the tiger's shoulders -

The tiger slashes at him as it dies - meanwhile, Tiger has pulled himself up, he snatches up his battle axe, preparing to attack - Maximus is trapped under the tiger, doomed -

Maximus wrenches the shield out from under the tiger and flings it like a discus at Tiger - it sails through the air - and slams into Tiger's visor - denting the visor and momentarily blinding him -

Maximus writhes from under the dead tiger - Tiger is forced to drop the battle axe to try to pull up his dented visor - meanwhile he blindly swings his sword-arm back and forth wildly -

Maximus evades the sword-arm and slams into Tiger - grabbing him and flipping him across the arena -

Tiger lands on his back on the dead tiger - the protruding sword blade cutting into his shoulder. He is pinned. Defeated.

Maximus snatches up the battle axe and stands over Tiger - he raises the axe, ready to administer the coup de grace - he looks to Commodus.

All eyes turn to the Emperor.



Commodus, his face working to conceal his fury, slowly stands and steps to the edge of the Imperial Box. He raises his arm and gives the fatal thumbs down.

Maximus looks up at him.

And then swings the axe down brutally - it slices into the sand by Tiger's head. Maximus has refused to kill him.

The crowd gasps - a collective intake of breath - and then an enormous roar builds! None cheer louder than Cicero and his comrades.

It cascades around the Colosseum. It is a roaring celebration of the act of mercy. And the delicious act of defiance of the Emperor.

The arena explodes in cheers. The chant of 'Maximus - Maximus - Maximus' grows to deafening proportions.

Commodus simply turns and leaves the Imperial Box.

In the arena, Maximus takes in the roaring of the crowd.

INT. ARENA - DAY

In the stands, Senator Gracchus notes the crowd as well.

Maximus begins walking out of the arena - when suddenly the arena is filled with Praetorians - they block Maximus's exit - the crowd boos, horrified -

The Praetorians surround Maximus. He is unarmed, but coils for the inevitable battle.

Then the Praetorians part -

And Commodus walks through them. Maximus glares at him.

The crowd watches eagerly. The Emperor and the Gladiator, at last.

Maximus and Commodus stare at each other, an arm's length away. The crowd cannot hear what is said, but strains to observe this incredible confrontation.

COMMODUS

What am I going to do with you,  
Maximus? You simply won't die.

Maximus does not respond.

COMMODUS (cont'd)

Once more I offer you my hand.



He holds out his hand. Maximus makes no move to take it.

COMMODUS (cont'd)

Are we so different, you and I? You take life when you have to, as I do.

MAXIMUS

I have one more life to take. Then it is done.

COMMODUS

Then take it now.

A very tense pause. Then Maximus turns and starts to walk away.

Commodus glances at his Praetorians. Then he speaks softly, still smiling, still playing the gracious Emperor to the crowd who can't hear his words:

COMMODUS (cont'd)

They tell me your son squealed like a girl when they nailed him to the cross.

Maximus stops. Turns back. The Praetorians tense. Expectant. Some lower their eyes in shame.

COMMODUS (cont'd)

And your wife moaned like a whore when they ravaged her again and again and again.

Maximus reels with fury. But turns his back on the Emperor once more, and walks away.

And the crowd goes mad! They cheer the defiant gladiator, their champion. 'Maximus! Maximus! Maximus!'

And equally, they deride the Emperor. They mock him by tossing food and trash. They laugh and jeer.

Commodus stands perfectly still, watching him walk away. On the surface gracefully accepting the decision. Internally black.

In the Senators' box, Gracchus watching intently. Even at the distance separating them across the arena, Lucilla can read his nod.

EXT. GRAND ARCH, COLOSSEUM - DAY

Maximus in his triumphant walk emerges from the grand arena onto the street. He's heavily guarded by Praetorians, who keep the eager crowd of admirers well back.

Cicero is trying desperately to push through the cheering crowd to reach Maximus, as he leaves the arena -

CICERO  
General! General!

Maximus strides on, hearing nothing, seeing nothing. Crowds shout out his name - 'Maximus! Maximus!' - Cicero runs round the back of the crowd so that now he's ahead of Maximus - he has something in his hand he's reaching out -

CICERO (cont'd)  
General!

Maximus now sees Cicero a little way ahead of him - and recognizes him. He directs his strides towards him, thinking fast as he walks. Holds out a hand to touch the outstretched hands of many admirers. The guards allow this to happen.

MAXIMUS  
(more to himself)  
Cicero!

The guards brush Cicero back just after his hand has connected with Maximus's -

MAXIMUS (cont'd)  
(shouting)  
Where are you camped?

CICERO  
(shouting)  
Ostia -

And Cicero is swallowed up in the crowd. Maximus has no choice but to stride on down the street.

Now with Cicero, as he runs behind the crowd once more, to get ahead of the procession. Once more he pushes to the fore and sprints across the street in front of the cavalcade. Maximus sees him, and directs his path to pass close by him. This time he's ready with his bundle which he reaches out to Maximus as he approaches. Maximus takes the bundle even as the guards push forward once again to move Cicero out of the way. Maximus rounds on them, full of anger.



MAXIMUS

(shouting)

Don't touch him! This man gave ten years of his life for Rome!

Taken by surprise, and with the crowd booing them, fully supporting Maximus, the Praetorians back off.

Maximus embraces Cicero, seizing what he knows will be a very brief chance. He speaks low and fast.

MAXIMUS (cont'd)

Cicero! Listen carefully!

Wide now, we see Maximus embrace Cicero again, still speaking soft and fast - Cicero nods and slips away into the throng - and Maximus raises his head high and strides on down towards Proximo's compound.

INT. MAXIMUS'S CELL - PROXIMO'S SCHOOL - NIGHT

Maximus stands where he isn't overlooked, unwrapping the bundle given him by Cicero. In it he finds his two little ancestor figures.

He holds them reverently, moved. Juba watches him: sees him seem to pray.

JUBA

Do they hear you?

Maximus comes out of his meditation slowly.

MAXIMUS

Who?

JUBA

Your people, in the afterlife.

MAXIMUS

Yes.

JUBA

What do you say to them?

MAXIMUS

To my son - I hope to join him soon.  
To my wife - that's private.

Juba grins.

INT. THRONE ROOM, PALACE - NIGHT

Commodus stalks back and forth, agitated. Falco stands.



COMMODUS

An Emperor cannot rule if he is not loved! And now they love Maximus for his mercy - so I can't just kill him or it makes me even more unmerciful! The whole thing's like some great, serpentine nightmare!

FALCO

He is defying you. And his every victory is an act of defiance. The mob sees it. The Senate sees it. Every day he lives they grow bolder. This is more than just a passing fancy -- this is the beginning of opposition. Assassinate him.

COMMODUS

No! I will not make a martyr of him!

A beat. Commodus turns, calmer.

COMMODUS (cont'd)

When I went to the Senate today - I purposefully told them about using the grain reserves to pay for the games. And did you note what happened?

FALCO

Nothing.

COMMODUS

Exactly! Nothing. Not a single word of protest. Even the insolent Senator Gracchus was silent as a mouse. Why?

Commodus stops, gazing out a window. A beat.

COMMODUS (cont'd)

I have been told of a certain sea snake. It has the most unusual method of attracting its prey. It will lie as if wounded on the bottom of the ocean. Then all its enemies will approach. And yet it will lie still. And its enemies will take little bites of it. And only when all its enemies are exposed...

He looks to Falco.

COMMODUS (cont'd)

So we will lie still. And let our enemies come to us and nibble. Have every Senator followed. I want daily reports.

He looks out the window again. In the distance he can see the Colosseum. Already in the main street a banner carrying the likeness of Maximus is being unfurled.

EXT. PROXIMO'S COMPOUND - DAY

Maximus is out in the compound along with many other gladiators, training. Proximo's guards stand around watching, secretly impressed. Maximus is a star to them too.

Outside the big gates that close off the compound to the street there are always several members of the Roman public watching the star gladiators. Now we see Cicero join them, and stand to one side, where he's on his own.

MAXIMUS'S POV - As he trains: Cicero, waiting.

WIDE - Maximus completes his training and crosses the yard, not looking as if he's in any hurry. Speaks to one of the guards as he passes, man-to-man talk. We see the guard laugh. Then Maximus goes on to let some of the fans shake his hand through the bars. And so he reaches Cicero. From a distance it could be just another moment with a fan.

CLOSER - They're speaking rapidly and low, exchanging serious information.

MAXIMUS

How long has the legion been in camp at Ostia?

CICERO

All winter. All spring.

MAXIMUS

Who has command?

CICERO

A fool from Rome.

MAXIMUS

How are the men?

CICERO

Getting fat. Bored.

MAXIMUS

How soon could they be ready to fight?



CICERO  
For you? Tomorrow.

MAXIMUS  
If the gods are willing...

He's thinking fast. He sees a guard sauntering over. Speaks quick and low to Cicero.

MAXIMUS (cont'd)  
Find Lady Lucilla, the sister of the Emperor. Tell her - I'll meet her politician.

EXT. ROMAN STREET - DAY

HARD CUT TO - A grotesque masque of Commodus - then a caricature face of Maximus. A troupe of street actors are performing a mime that attracts the nervous pleasure of passers-by: a dwarf actor, dressed as the Emperor Commodus, is being beaten and made to cry by an actor dressed as the heroic gladiator Maximus.

Cicero, passing down the street, is distracted by the performance - until suddenly the actors scatter, melting into the crowd. Praetorians are approaching.

The Praetorians are pushing through the crowded street, making a way for a carriage that carries Lucilla and her entourage -

Cicero has been waiting for her - and at once starts to move towards her - but getting close to her isn't easy. She's not looking at the crowd, and she's guarded on all sides. Also discreetly present are two men in ordinary dress who are Falco's secret police: one seen before watching the cafe where Gracchus met Gaius.

Cicero pushes closer to Lucilla's carriage - the Praetorians beat him away - he pushes forward again.

As the carriage passes, Cicero calls out, his hand reached out like a beggar's -

CICERO  
My lady! I served your father at Vindobona!

Lucilla half-hears him - turns, not paying much attention. The Praetorians beat Cicero off once more - he runs round to the other side of the carriage -

CICERO (cont'd)  
And I served General Maximus!



That gets through. Lucilla signs to her entourage to stop. She signs to her servant for a coin.

Cicero approaches, bowing humbly, hand out-reached. This time the Praetorians let the beggar past with a sneer.

CICERO (cont'd)

I serve him still.

Lucilla's face shows a flicker of shock. Then she gestures to the Praetorians hovering around Cicero.

LUCILLA

Step back!

She holds out the coin.

LUCILLA (cont'd)

For your loyalty, soldier.

Cicero takes the coin, and kisses her hand. As he does so, he whispers -

CICERO

The general sends word. He'll meet your politician.

He bows again, and backs away into the crowd. Lucilla looks expressionlessly before her as the carriage, moves on.

INT. PROXIMO'S ROOM, ROME - NIGHT

Proximo leads Maximus into his own room. In the doorway, Maximus comes to a standstill.

Lucilla and Gracchus are there, waiting for him.

LUCILLA

(to Proximo)

Leave us.

Proximo throws a deferential bow to Gracchus, and leaves.

LUCILLA (cont'd)

Senator Gracchus.

Gracchus inclines his head, studying Maximus carefully.

GRACCHUS

General. I hope my coming here today is evidence enough that you can trust me.

MAXIMUS

I have no choice. Now tell me - is the Senate with you?

GRACCHUS

The Senate? Yes, I can speak for them.

MAXIMUS

Lucilla says you're a powerful man. Powerful enough to smuggle me out of Rome?

GRACCHUS

To what end?

MAXIMUS

Get me outside the walls of the city. Have fresh horses ready to take me to Ostia. My army is in camp there. By nightfall of the second day, I'll be back at the head of five thousand men.

Gracchus is appalled. Lucilla is quicker to take in the implications of what Maximus says.

LUCILLA

But all the legions have new commanders. Loyal to Commodus.

MAXIMUS

Let my men see me alive, and I'll show you where their loyalties lie.

GRACCHUS

This is madness -- no Roman army has entered the capital in a hundred years.

LUCILLA

Gracchus--

GRACCHUS

I will not trade one dictatorship for another--

MAXIMUS

The time for half-measures and talk is over--

GRACCHUS

So after your coup you'll take your  
5,000 warriors and...leave?

MAXIMUS

Yes.

GRACCHUS

Once all of Rome is yours you will  
just give it back to the people?

Maximus just stares at him.

GRACCHUS (cont'd)

Why?

MAXIMUS

Because that was the last wish of a  
dying man.

(beat)

I will kill Commodus. I leave the  
fate of Rome to you.

Gracchus looks at Lucilla. She gives him a slight nod.

GRACCHUS

Marcus Aurelius trusted you. His  
daughter trusts you.

(Beat)

I will Trust you.

Maximus gives a small bow of his head, in acknowledgment.

MAXIMUS

We have very little time.

GRACCHUS

Give me two days. I will use what  
influence I have. And you -

He holds out his hand to Maximus. Maximus grasps it.

GRACCHUS (cont'd)

...you stay alive.

INT. GLADIATOR PIT, ARENA - DAY

Maximus sits on the bench, armed and waiting, listening to  
the building roar of the crowd in the great arena beyond.  
The sound surges in with the bright light - 'Maximus! Maximus!'

He stands, and takes hold of his sword - now silhouetted in  
the bright light. And he steps out of the shadow to an  
explosion of crowd applause - 'MAXIMUS! MAXIMUS! MAXIMUS!'



EXT. BALCONY, LUCILLA'S CHAMBER - DAY OLD SCENE

Lucilla stands on her balcony overlooking the city. The roar of the crowd can be heard from the Colosseum - the throbbing chant that pulses over all the city - 'MAXIMUS! MAXIMUS! MAXIMUS!'

She knows he's out there fighting. Her face shows her anguish.

INT. GRACCHUS'S HOUSE - DAY

Gracchus prepares a large sum of money, while a servant waits. Through the open windows from far off he hears the roar of the crowd in the Colosseum: 'Maximus! Maximus!'

GRACCHUS

He'll be waiting for you. Stand at the foot of the Colossus. He'll find you.

He hands the pouch to his servant, and gives a brisk nod.

EXT. ROMAN STREET - DAY

Gracchus's servant walks down the crowded street, unaware that he is being discreetly followed - by one of Falco's secret police.

Ahead of him, Proximo sits in a street-side cafe, near by the curious monument that is all that remains of a Colossus: one giant stone foot.

Proximo is watching the passing scene. He seems to be looking around casually: in fact, he's on the alert for Gracchus's servant. To his irritation, his line of sight to the Colossus's foot is blocked by an Egyptian street juggler, juggling eggs for a few coins.

Then he sees Gracchus's servant approach come up to the giant foot, and stand there. Proximo relaxes, makes no immediate move, other than to sip at his drink, and smile at the antics of the juggler.

Then, idly, yawning, he checks out the street. A casual head turn, and he sees a man loitering in a way he doesn't like. One of Falco's secret police.

Proximo glances towards the giant foot, his eyes now keener - and he spots the one who followed Gracchus's servant down the street, it's a set-up.

From the distant arena comes the cry of the crowd: 'Maximus! Maximus!'

The juggler catches all his eggs and moves on. Gracchus's servant stands patiently by the giant foot, but no-one approaches him.

We see the table where Proximo was sitting - and the chair is empty. Proximo has vanished.

EXT. BALCONY, LUCILLA'S CHAMBER - DAY

Lucilla listens to the sounds of the crowd - 'MAXIMUS! MAXIMUS!'. Then the crowd falls silent. She waits in dread. Then up goes a cheer, and the chant begins again: 'Maximus! Maximus! Maximus!'

Her face clears. He's still alive.

INT. PROXIMO'S CHAMBER - EVENING

Maximus stands before Proximo, tense and urgent. Outside the window the sun has just set.

PROXIMO

I tried, it can't be done. The Emperor knows too much. As for me this has become too dangerous.

MAXIMUS

You'll be paid - when I return. I give you my word.

PROXIMO

Your word? And if you don't - 'return'?

Proximo gives a shrug that says, I have to take a practical view of the matter.

MAXIMUS

Do you remember what it was to have trust, Proximo?

PROXIMO

Trust...? Believing in someone for no apparent reason?

(shaking his head)

Who am I to trust?

Maximus holds Proximo with intense eyes. This is all he's got, his absolute belief in himself. It's nothing, but it's everything.

MAXIMUS

*I will kill Commodus.*



Proximo looks back at him - studying him - then smiling...

PROXIMO

Why would I want that? He makes me rich!

in spite of himself, Maximus's powerful conviction has  
under his skin.

PROXIMO (cont'd)

I know you are a man of his word,  
General. I know you're ready to die  
for honor, or Rome, or the respect  
of your ancestors. I, on the other  
hand -

(quietly)

- am just an entertainer.

Maximus meets his eyes with his steady gaze.

MAXIMUS

He killed the man who set you free.

Proximo gazes back, giving nothing away. Then he signs to  
the waiting guard.

Proximo's footsteps recede as the guard leads him away.  
Maximus stands staring at the door.

- The rudis, the ceremonial wooden sword, lying on a  
table. Proximo's hand touches it.

Maximus looks down at the symbol of his freedom.

LACE HALLWAY - DUSK

Proximo passes down the hallway towards Commodus's chamber.  
He reaches the door, it opens, and Senator Falco emerges,  
followed by two men. We have seen them before, watching  
Proximo's servant. Now we realize they are Falco's agents.

Proximo bows to Lucilla as she passes. She acknowledges his  
presence. He notes the men with him - and goes on in to her  
chamber.

COMMODOUS'S BEDROOM, IMPERIAL PALACE - NIGHT

Proximo lies in bed.

Commodus enters.

COMMODOUS

Where have you been? I sent for you.



LUCILLA  
 Brother, please!

She sits on the bed beside him. He strokes her hair.

LUCILLA (cont'd)  
 What's troubling you?

COMMODUS  
 (smiling)  
 Does Gracchus have a new lover?

LUCILLA  
 (uncomfortable)  
 I don't know.

COMMODUS  
 I thought you'd seen him. For three nights now, he goes out and returns late. He thinks I don't know.

LUCILLA  
 Let him have his secrets. He can do nothing.

COMMODUS  
 Those insolent curs in the Senate are ruled by him - but I'm closing the net, Lucilla, pulling it tight, and I know Gracchus will be snared. I will have him.

On Lucilla's face: a quick flicker of anxiety. Then his hand starts to caress her cheeks.

LUCILLA  
 But not tonight...

(As if not hearing the question, but more taken by her closeness).

COMMODUS  
 Do you remember what our father said once... "It's a dream, a frightful dream... Life is." Do you remember that?

LUCILLA  
 Yes...

He is now touching her face, very gently, feeling the contours of her cheekbones.

COMMODUS

Do you think that's true?

LUCILLA

I don't know.

He runs the tips of his fingers along her lips, very sensual.

COMMODUS

I think it is and I have only you to share it with...

(then)

... open your mouth.

She parts her lips. He slips in one finger.

COMMODUS (cont'd)

You know I love you.

Gently, she draws his hand from her mouth.

LUCILLA

And I love you.

COMMODUS

Stay with me tonight.

LUCILLA

You know I won't.

Beat.

COMMODUS

Then kiss me.

She hesitates, and for a moment it seems as if she might kiss him on the lips - now more than ever she needs to bind him to her with love - but as before, she kisses him on the brow.

LUCILLA

Soon, brother. Very soon...

She rises to leave.

COMMODUS

Sleep well, sister.

INT. MAXIMUS'S CELL, PROXIMO'S SCHOOL - DUSK

Maximus is in his cell alone, listening to approaching footsteps: braced for danger.

Proximo appears, and proceeds to unlock his cell door.

PROXIMO

My compliments to you, General. You have very persuasive friends.

He steps aside, and Lucilla shows herself. She moves swiftly into the cell. Proximo has withdrawn.

Maximus is very surprised to see Lucilla, but before he can say anything, she starts to speak rapidly, in a low voice.

LUCILLA

My brother's going to arrest Gracchus. We daren't wait any longer. You must leave tonight. Proximo will show you the way - there's a tunnel leads almost to the city gate. Your servant, Cicero, will be waiting there with horses.

He's very moved.

MAXIMUS

You've done all this? You risk too much.

LUCILLA

I have so much to pay for.

She moves as if to go.

MAXIMUS

You have nothing to pay for. You love your son. You're strong for him.

Tears come to her eyes. She doesn't want them. She turns to him.

He meets her eyes, he draws her hands to his lips and kisses them.

LUCILLA

Was I very different then?

He thinks about that. Smiles.

MAXIMUS

You laughed more.

Their eyes meet: deep in their memories.

LUCILLA

I must go.



MAXIMUS

Yes.

Neither of them moves.

LUCILLA

All my life I've felt alone - except  
with you.

She turns to leave. He holds her -

He draws her close, and they kiss. Their first kiss for many,  
many years. At rest in each other's arms, if only for this  
short moment.

Then they separate. A last look. And she goes quickly.

INT. PALACE COURTYARD - NIGHT

Lucius is playing with a wooden sword, sparring with his  
attendants. The attendants allow Lucius to 'kill' them.  
Commodus appears, and stands watching, smiling at the sight.

Commodus moves closer, and the attendants stop playing at  
being killed, and bow low.

COMMODUS

(to Lucius)

Early to bed tonight, Lucius. You  
have a long journey tomorrow.

LUCIUS

Why do I have to go? I'll miss the  
games.

Commodus takes a wooden sword from one of Lucius's attendants  
and spars with the boy.

COMMODUS

There'll be more games, when you're  
back. I'm thinking of having a ship  
battle.

LUCIUS

Will Maximus be there?

COMMODUS

Maximus is a gladiator. No gladiator  
lives long.

LUCIUS

No, Uncle - Maximus is a Roman  
general. He shouldn't be in the arena  
at all.

Commodus goes very still: looks at the boy with careful attention. Smiles, not wanting to frighten him.

COMMODUS

And who told you that?

INT. PALACE HALLWAY - NIGHT

Lucilla comes down the hallway, moving fast, looking for Lucius. She looks into rooms as she passes open doors. A servant appears.

LUCILLA

Where's Lucius? He's not in his room.  
Have you seen him?

SERVANT

No, my lady.

INT. PALACE, COMMODUS'S BEDROOM - NIGHT

Lucilla opens the door to her brother's bedroom.

LUCILLA'S POV - Commodus sitting with Lucius at his knee. An open scroll on Commodus's lap.

COMMODUS

Sister, join us. I've been reading to dear Lucius about the great Julius and his adventures in Egypt.

LUCIUS

The Queen killed herself with a snake!

COMMODUS

(to Lucius)

And just wait until you hear what happened to some of our other ancestors! If you're very good, tomorrow night I'll tell you the story of Emperor Claudius. He was betrayed. By those closest to him.

He glances up at Lucilla. She looks as if she is going to be ill.

Lucius is busy scanning the scroll. Commodus gently strokes his hair, his cold eyes never leaving Lucilla's.

COMMODUS (cont'd)

But the Emperor Claudius knew that they were up to something. He knew they were busy little bees. And the

(MORE)



COMMODUS (cont'd)

Emperor was heartbroken. The little bee had wounded him more deeply than anyone else could ever have done.

And one night he sat down with one of them and he looked at her and he said: 'Tell me what you've been doing, busy little bee, or I shall strike down those dearest to you. You shall watch as I bathe in their blood.' And what do you think happened then, Lucius?

LUCIUS

I don't know, Uncle.

COMMODUS

The little bee told him everything.

EXT. ROME STREET - NIGHT

Far off down the street, the light of torches, the beat of marching feet coming nearer -

INT. PROXIMO'S CHAMBER - NIGHT

Proximo is on the far side of the shadowy room, lit only by a flickering lamp. He's rummaging through his belongings, flinging some into an open chest. Preparing to leave.

He picks up the rudius, the ceremonial wooden sword. For a moment, we glimpse it as it catches the lamplight. He throws it into the chest.

Then he freezes, listening. He's heard the *tramp-tramp-tramp* of approaching feet.

EXT. ROME STREET BY PROXIMO'S COMPOUND - NIGHT

The marching men are closer now, Their torches brighter. They're heading for Proximo's compound, and they're Praetorians.

EXT. PROXIMO'S COMPOUND - NIGHT

CLOSE ON a bunch of keys, held tight in Proximo's hand, as he crosses his compound towards the cells, moving fast. He's almost reached the cells on the far side, when the Praetorians come into view beyond the locked outer gates of the compound, and form up before them.

PRAETORIAN CAPTAIN

Open in the name of the Emperor!



For a moment we see Proximo pause. Then he heads on to the cells -

INT. MAXIMUS'S CELL, PROXIMO'S SCHOOL - NIGHT

Maximus is standing at his barred cell door as Proximo appears, keys in hand. From behind him come renewed shouts from the Praetorians, and the rattle of swords on the gates.

PRAETORIANS (O.S.)

Open the gates!

Maximus watches Proximo, who is hesitating once more. Then Proximo comes to the bars.

PROXIMO

It seems you've won your freedom.

He hands the keys through the bars, and turns and walks away.

EXT. PROXIMO'S COMPOUND - NIGHT

Proximo walks back across the compound, in full view of the Praetorians. For a moment they can't believe it - he walks unhurriedly, completely ignoring them. Then they start to shout and bang at the gates more loudly than before.

PRAETORIAN CAPTAIN

The Emperor commands! Open the gates,  
Proximo! You want to die, old man?  
Tonight all enemies of the Emperor  
die'.

Proximo walks serenely on, and into the stairway to his chamber.

PRAETORIAN CAPTAIN (cont'd)

Smash the locks!

INT. MAXIMUS'S CELL, PROXIMO'S SCHOOL - NIGHT

Maximus has his cell door open - Juba and Haken are at their cell doors - the sound of the Praetorians' hammer blows to the outer locks ring in the air - Maximus hands the bunch of keys to Juba -

JUBA

Go!

A brief clasp of the arm - and for Haken - and Maximus turns and runs -

EXT. PROXIMO'S COMPOUND - NIGHT

The outer gates fly open - the Praetorians pour into the compound -

Maximus has just reached the railed stairway that leads down to the tunnel -

Juba, Haken, and other gladiators burst out of the cell block and throw themselves between Maximus and the Praetorians - unarmed as they are, they fight furiously - Haken, driven back, taking terrible punishment from Praetorian swords, wedges himself in the mouth of the tunnel and can't be moved, blocking any pursuit of Maximus -

Praetorians pound up the winding stairway to Proximo's chamber -

The gladiators are outnumbered and out-fought, for all their desperate courage - Juba fails, wounded - Haken is hacked to pieces, but never leaves his post -

INT. PROXIMO'S CHAMBER - NIGHT

Praetorians burst into Proximo's chamber - he's sitting at his desk, by the solitary light of the lamp, holding the rudius in his hand.

ON PROXIMO'S FACE - He knows his moment is come -

PROXIMO  
Dust and shadows...

The Praetorian swords strike without mercy - he falls -

CLOSE ON the wooden sword, clutched tight in his dying hand, red with his blood.

INT. TUNNELS - NIGHT

Maximus races down the stone tunnel - he can hear the fading sounds of the battle behind him - the faint gleam of moonlight ahead - steps leading upwards -

EXT. ROME STREET - NIGHT

Maximus climbs cautiously up the steps to emerge through a low archway into an empty street. He stays in deep shadow for a moment, looking about him. From the tunnel below come the sound of pursuing footsteps.

The high city walls loom up on one side of the dark and deserted street. Faint moonlight on bare pillars and walls.



A soft whinnying. He moves cautiously out into the street, and can now see a riderless horse standing not far off in the shadow of the great wall.

MAXIMUS

(low)  
Cicero!

He moves noiselessly towards the horse - and now he can see a man standing just beyond it - a silent shadowed figure - now he can make out the man in the moonlight - yes, it's Cicero, no mistaking those familiar features - and he freezes -

MAXIMUS'S POV - Close on Cicero. Down from his shadowed face to his neck, where he can just make out the ropes that hold him up, and the post to which he's tied, and the gaping slash in his neck. He's dead - and this is a trap.

Only one hope of escape now - Maximus hurls himself forward towards the horse - vaults into the saddle, seizes the reins, digs in his heels, races away down the street - mounted, he's a soldier again, a free man - and there, rising out of nowhere, a wall of shields blocks the street, a solid line of Praetorians -

He swings the horse round the other way - charges down the street - to meet another unbroken line of shields. Wherever he turns on his twisting foaming mount, his way is barred by a wall of steel, and the walls are closing in -

He has no choice - he spurs his horse to a gallop, and charges the line of Praetorians - up rises the horse in a magnificent jump that will clear the heads of the armed men - but in mid-jump, archers let fly, and a dozen arrows thud into the horse's chest and flank, and it comes crashing to the ground - Maximus is thrown - a voice calls out, 'Take him alive!' - and a dozen men are on him, overpowering him.

A Praetorian officer strides forward - Maximus, held to the ground, his wrists being bound tight with leather straps, turns to look up, his blazing eyes saying, 'Kill me now!' The officer stares down, making no human contact.

PRAETORIAN

Bind him tight. The Emperor wants him alive.

INT/EXT. COMMODUS BLOOD PURGE - NIGHT

NIGHT - STREET THEATER

- The actors seen before are again performing their mockery of Commodus when unseen figures race past, hurl fire-bombs - WHOOSH!, the actors are engulfed in flames.



DAWN - GRACCHUS'S GARDEN

- Gracchus is walking through his garden, calmly feeding his chickens. A unit of Praetorians bursts in. Gracchus looks at them. Sighs.

INT. COMMODUS'S CHAMBER, PALACE - DAWN

Commodus stands at the balcony, watching the sun rise over his magnificent city, as his servant dresses him in superb golden armor.

Falco enters and goes to Commodus.

FALCO

It's done.

COMMODUS

Gracchus?

FALCO

Yes.

COMMODUS

And the others?

FALCO

All of them.

COMMODUS

Very good.

Commodus continues to be arrayed in his golden armor. He speaks seemingly to himself.

COMMODUS (cont'd)

And what of my nephew? And what of his mother? Should they share her lover's fate? Or should I be... merciful? Commodus the Merciful.

He turns and looks - still as a statue - golden, magnificent.

Across the room - Lucilla.

COMMODUS (cont'd)

Lucius will stay with me now. And if his mother so much as looks at me in a manner that displeases me, he will die. If she decides to be noble and takes her own life, he will die. And as for you - you will provide me with an heir of pure blood, so that

(MORE)

COMMODUS (cont'd)

Commodus and his progeny will rule  
for a thousand years. That is your  
destiny, Am I not merciful?

A beat.

COMMODUS (cont'd)

Kiss me, sister.

EXT. MASSIVE SHOT OF COLOSSEUM - C.G.I.

56,000 people wait. Flower petals rain down in the arena.

INT. CAGE BENEATH COLOSSEUM - DAY

The jangle of chains. Marching boots.

Maximus appears, shackled, led by Praetorians. He is marched down one of the passages beneath the Colosseum, past a holding cell in which fifty gladiators, Juba among them, are being held.

As Juba sees him approaching, wounded as he is, he stands in silent tribute. The other gladiators also rise, one by one, in honor of the man who is one of them, and yet defied an Emperor. They stand in silence. He does not speak as he is marched past. But he meets their eyes, every one, and they see there his unbroken pride.

The Praetorians lead him on to an open space, where a large cage stands beneath the arena floor. Slits of light fall from above into the dusty darkness: and with the light, the sounds of the great crowd. Before the cage stand Quintus, and a troop of grim and silent Praetorians, amidst the ropes and pulleys of the Colosseum's underground machinery. Tunnels reach away into darkness.

They hand over their prisoner to Quintus, who remains expressionless.

Quintus indicates in silence that his men are to take Maximus into the cage. When this is done, he enters himself, to check that the shackles are secure.

Close to Maximus, Quintus murmurs so only he can hear:

QUINTUS

I'm a soldier. I obey.

Footsteps approaching. Quintus resumes his stern posture, and leaves the cage.



Down one of the tunnels comes Commodus, with an escort of Praetorians, and a team of servants carrying armor. Commodus himself is dressed in his glorious armor, and he moves with the stride of a conqueror.

He nods to Quintus, signs to the guards, and the cage is opened. He and his escort enter. Maximus braces himself, expecting to die.

The two men lock eyes.

Then Commodus smiles, and nods up at the roaring crowd above.

COMMODUS

They call for you. The General who became a slave. The slave who became a gladiator. The gladiator who defied an Emperor.

He gestures to the servants to prepare Maximus for the arena.

COMMODUS (cont'd)

A striking story. And now the people want to know how the story ends.

Maximus's shackles are removed.

COMMODUS (cont'd)

Only a famous death will do. And what could be more glorious than to challenge the Emperor himself in the great arena?

MAXIMUS

You would fight me?

Now his armor is being fitted about him: though not yet the breast-plate.

COMMODUS

Why not? Do you think I'm afraid?

MAXIMUS

I think you've been afraid all your life.

COMMODUS

(sneering)

Unlike Maximus the Invincible, who knows no fear?

Maximus looks at him.



MAXIMUS

I've known fear. But when you took from me all I care for in this world - ever since then, yes - I've been fearless.

COMMODUS

You still have your life to lose.

MAXIMUS

I knew a man once who used to say, 'Death smiles, at us all. All a man can do is smile back.'

COMMODUS

I wonder, did your friend smile at his own death?

MAXIMUS

You must know. He was your father.

Commodus goes absolutely still. For a frozen moment, he stares at Maximus, and Maximus stares back. Then a strange look appears on Commodus's face: a softer look, that could almost be remorse.

COMMODUS

You loved my father, I know. But so did I. That makes us brothers doesn't it?

He reaches out his arm as if for an embrace. Maximus staggers - gasps in shocked pain - Commodus smiles - he has stabbed him - a deep, mortal wound - with a blade so slender and sharp that the wound is equally discreet.

COMMODUS (cont'd)

Smile for me now, brother.

He yanks out the dagger. Quintus stares, fighting to conceal his horror.

COMMODUS (cont'd)

(curt)

Strap on his armor. Conceal the wound.

Two Praetorians hold the wounded Maximus up as his breastplate is strapped in place. A sword is thrust into his hand.

Commodus gives another sign. The Praetorians and servants scatter, backing out of the cage. Ropes squeal and strain -

The roof splits above - light shears down - the roar of the crowd fills the underground space - the roof sections part, as flower petals come floating down to mock the bright air -

And the floor of the cage rises - a giant elevator - lifting Commodus and Maximus up into -

EXT. COLOSSEUM ARENA - DAY

The center of the vast arena. The Colosseum is packed. All fifty-five thousand seats are taken. Another ten thousand stand wherever they can. The sand is covered with rose petals. A moment of shock silences the crowd - then they begin to howl and stamp with excitement. The Emperor! The great Maximus!

Commodus turns slowly to all sides of the arena, arms spread, offering himself, silently, gloriously, to the crowd, the performer taking his bow. Maximus stands upright, looking round - but it takes all his strength just to keep his dignity. He sees -

Lucilla and Lucius in the Imperial Box, heavily guarded -

Gracchus and the Senators in their place, also heavily guarded -

Juba and the other surviving gladiators at the bars of their arena-side cage, staring at Maximus -

A trumpet sounds, and Quintus leads a hundred Praetorians into the arena. They form a wide ring round the two fighters: facing inwards, holding their shields in crisp formation.

Commodus draws his sword, and holds it high for all to see - and the fight begins.

At Commodus's first blow Maximus staggers. The crowd gasps. At his second blow, Maximus falls. And the crowd groans. Commodus steps back, making a show of giving his opponent a chance. Maximus struggles to his feet.

MAXIMUS'S POV - The dazzling armor of the Emperor - the far-off sound of the crowd - the faces of the crowd, moving in and out of focus as he struggles to stay upright -

Juba stares through the bars of his cage. He sees a thread of blood seeping out from beneath Maximus's armor.

Commodus strikes again, almost balletic in his supreme confidence- and Maximus staggers again. Commodus raises his arms to the crowd, and this time he's rewarded with some cries of 'Commodus! Commodus!'. The crowd loves a winner.



Lucilla, in agony, watches Maximus - and Maximus is looking up, looking directly towards her. Can he see her? Instinctively she reaches out her hand -

MAXIMUS'S POV - Lucilla reaching for him, her lips forming his name - the burning brightness of the sun - the blur of the crowd - and beyond all of this, sunshine on an old wall - a door in the wall - the door opening -

He hurls himself forward, as if to get through that door -

Catches Commodus by surprise - lands a blow - the crowd reacts - Commodus likes it, this makes him look even better - he beats Maximus to the ground - only the sound of the two men can be heard in the vast arena, amplified by the natural acoustics -

Lucilla stands tall and white -

Juba and the gladiators watch, all waiting for the end -

MAXIMUS'S POV - A flash - a woman standing - blurring into an open doorway in a wall - beyond which stands a white poplar - the sound of laughter -

FACE IN THE CROWD

(shouting bravely)

MAXIMUS!

Commodus looks round, angry - the crowd picks up the cry - the chant echoes from terrace to terrace, flowing into the wounded man, giving him new strength -

CROWD

MAXIMUS! MAXIMUS! MAXIMUS!

Commodus turns, enraged, and launches the killer blow that will finish it - but Maximus's sword blocks it! Locked swords strain for mastery - Commodus can't power him down - he raises his sword to strike again - a flash of steel, and his sword goes flying!

A huge cheer erupts - Maximus reels, his sword arm dropping with the weight of his weapon -

Commodus, now weaponless, looks to Quintus -

COMMODUS

Quintus! Your sword!

Quintus stares through him. Commodus turns wildly to the Praetorians -

COMMODUS (cont'd)

A sword! Give me a sword!



Some start to draw their swords -

QUINTUS

(order)

Sheathe your swords!

The Praetorians sheathe their swords. Commodus looks around, suddenly frightened. He sees the great crowd, hears the name of his enemy on all sides -

CROWD

Maximus! Maximus! Maximus!

Lucilla stands in silence - Senators shout the name - Juba and the gladiators shout the name -

But Maximus, the man they all call for, is dying - he can hardly stand - Commodus sees him shudder - and crumple to his knees - he stalks forward, stands over him - no resistance from the dying man - Commodus turns, seizes a sword from the nearest Praetorian, grasps it in both hands - raises it over Maximus to stab down in a final killer blow -

Maximus sees the blade descending - summons up all his dying power - his sword explodes upwards - Commodus is caught by surprise - the blade hammers through the golden breastplate - deep into Commodus's heart -

On Commodus's face - a last look of vulnerability? regret? - and he falls to the sand, dead.

Maximus slowly rises - takes one step forward, reaching out one hand as if to steady himself - for a moment he seems normal -

FLASH - MAXIMUS'S POV - Through the door in the wall, into a sunlit orchard - the white poplar, rippling in the breeze - the sound of a child's feet running -

He smiles - whispers - unintelligible -

CUT TO -

HIGH, WIDE, VAST ARENA SHOT

Maximus falls to the sand.

A hand turns a key, unlocks the cages where Juba and the other gladiators are held.

Out of the silence, Lucilla, tall and white, crossing the arena to where Maximus lies. She kneels in the sand, and takes him in her arms. She can see that there's nothing she

can do to save him, but she wants him to hear her, before it's all over, needs him to know -

LUCILLA

Maximus...

Maximus's dying eyes flicker - Lucilla whispers to him, weeping -

LUCILLA (cont'd)

This is just the beginning...

She kisses him, weeping, and whispers -

LUCILLA (cont'd)

The battle's over now. You can go home... Go to them, my darling...

FLASH - MAXIMUS'S POV - The orchard - two far-off figures, a woman and a boy, running towards him - coming home -

He dies in her arms.

Lucilla lays him down gently on the sand.

When she rises, the whole arena is watching her every move. She stands tall, and speaks to the Senators, only the occasional tremor betraying her emotion:

LUCILLA (cont'd)

Rome is free again.

Gracchus and the Senators rise, accepting the burden and challenge of power.

LUCILLA (cont'd)

Is Rome worth one good man's life?  
We believed it once.

(Beat)

Make us believe it again.

Juba leads the last of the gladiators out into the silent arena. The Praetorians fall back in instinctive respect. The gladiators take up positions like a guard of honor round their dead leader, silent and proud.

The sound of DRUM-BEATS -

Maximus's body is lifted onto four shields, carried on the strong shoulders of Juba and three other gladiators.

A procession forms, led by Gracchus and all the Senators, escorted on either side by lines of Praetorians. Behind the



Senators come the four bearers with the body. Behind them walk Lucilla and Lucius.

To the steady beat of the drums, the body is carried out of the great arena, watched by the vast and silent crowd.

After the last of the solemn procession has wound its way out of the Colosseum, all that is left is the great empty disk of sand, burning in the sun - the arena in which the greatness of Rome has been lost and won...

EXT. COLOSSEUM - DAY

Juba kneels in the dirt. He opens the sack that has the figurines of Maximus' ancestors in it. He digs a small hole with his hands and places the figurines inside it. As he buries them...

JUBA

Now we are free. I will see you again. But not yet. Not yet.

Juba stands up, ready to return home to his own family. Pull back over the Colosseum to see the city of Rome.

END CREDITS

# GLADIATOR

STORY BY  
DAVID FRANZONI

SCREENPLAY BY  
DAVID FRANZONI AND JOHN LOGAN AND WILLIAM NICHOLSON

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**DREAMWORKS**  
PICTURES



# GLADIATOR

Story by  
David Franzoni

Written by  
David Franzoni  
and  
John Logan  
and  
Bill Nicholson

(c) 2000, DreamWorks

"While stands the Colosseum, Rome shall stand.

When falls the Colosseum, Rome shall fall.

And when Rome falls -- the World."

BYRON

FADE IN:

AT THE HEIGHT OF ITS POWER THE ROMAN  
EMPIRE WAS VAST, STRETCHING FROM THE  
DESERTS OF AFRICA TO THE BORDERS OF  
NORTHERN ENGLAND.

OVER ONE QUARTER OF THE WORLDS'S  
POPULATION LIVED AND DIED UNDER THE  
RULE OF THE CAESARS.

IN THE WINTER OF 180 A.D., EMPEROR MARCUS  
AURELIUS' TWELVE-YEAR CAMPAIGN AGAINST  
THE BARBARIAN TRIBES IN GERMANIA WAS  
DRAWING TO AN END.

JUST ONE FINAL STRONGHOLD STANDS IN THE  
WAY OF ROMAN VICTORY AND THE PROMISE OF  
PEACE THROUGHOUT THE EMPIRE.

FADE OUT: