

GLADIATOR

by

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SECOND DRAFT

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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:

EXT. FOREST - DAY

Germania. The far reaches of the Roman Empire.

Winter 180 A.D.

Incongruously enough, the first sound we hear is a beautiful tenor voice. Singing. A boy's voice.

CREDITS as we hear the haunting song float through dense forests. We finally come to a rough, muddy road slashing through the forest. On the road a GERMAN PEASANT FATHER is herding along three sickly looking cows. His two SONS are with him. His youngest son sits on one of the cows and sings a soft, plaintive song.

They become aware of another sound behind them on the road -- the creak of wood, the slap of metal on leather. The Father immediately leads his cattle and his sons off the road. They stand-still, eyes down: the familiar posture of subjugated peoples throughout history.

A wagon train rumbles past them. Three ornate wagons followed by a mounted cohort of fifty heavily-armed **PRAETORIAN GUARDS**.

The young boy dares to glance up at the passing Romans. His eyes burn with hatred.

INT. WAGON - DAY

Mist momentarily obscures a man's face. Frozen breath. The man is in his 20's, 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

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

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.

A beat.

COMMODUS

The first thing I shall do is honor
him with games worthy of his
majesty.

LUCILLA

The first thing I shall do is have a
hot bath.

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

Commodus leaps out...

EXT. WAGON - OUTPOST - DAY

Three Roman SOLDIERS guard an outpost, a watchtower, on
the roadside.

COMMODUS

Why have we stopped?

PRAETORIAN GUARD MEMBER

We're here, sir.

COMMODUS

(to Soldier #1)
Where is my father?

SOLDIER #1

He's at the front, sir.

COMMODUS

Is the battle won?

SOLDIER #1

Don't know, sir. They've been gone
for eight days.

Commodus tosses off his furs -- beneath them he wears a beautiful set of Lorica Segmentata -- the traditional formed armor of Rome. He moves to a horse as:

COMMODUS

(to Soldier #1)
My sister wants a bath, take her to
the camp.
(to Soldier #2)
Take me to my father.

He leaps onto the horse and canters back to the Praetorian Guard unit.

Soldier #2 climbs on his horse and leads them. Commodus rides off with most of the Praetorian Guard unit.

Lucilla peeks her head from the wagon. She glances at the remaining soldiers. Distinctly unpromising.

LUCILLA

(dry)
Civilization at last. Gods preserve
us.

EXT. HILL - TWILIGHT

The mighty catapults dwarf the humans. Soldiers from the elite Felix Regiment -- a legion of the Roman Army -- haul the monstrous machines up a hill.

The commanding General of the Felix Regiment, MAXIMUS, walks between two of the catapults. He is a striking and intense man in his 30's. Like all the soldiers who surround him, he is caked with mud and exhausted.

He trudges up the hill with his two lieutenants, TITUS and **QUINTUS**.

TITUS

You would do as well to read the mind of a rhinoceros.

QUINTUS

These barbarians would rather drown in blood than yield an inch. If I didn't hate them so much I would admire them.

They have reached the top of the hill. Stunning martial preparations are underway. The catapults join ten others. Archers are taking up position. Brutal "Scorpions" -- devices for firing multiple crossbow bolts -- are being loaded. Soldiers are also loading the catapults with enormous "Greek fire pots" -- large, round terra cotta pots.

Maximus and his lieutenants gaze down from the hilltop. Below them they can see a German encampment.

TITUS

They simply will not surrender.

A beat as Maximus gazes down at the German position.

MAXIMUS

(quietly)

A people should know when they are conquered.

A beat.

MAXIMUS

At the first signal release the catapults. We'll use the cavalry to cut off the retreat.

QUINTUS

General, I don't recommend that. Our cavalry might be caught in the flames.

MAXIMUS

I hope not, because I'm going to be leading them.

A beat as he gazes down at the enemy.

MAXIMUS

Why don't they know they're already
dead?

EXT. TREES - TWILIGHT

Maximus and Titus are on their horses, the cavalry of two hundred Felix Regiment warriors surrounds them. Steam flares from their horses' nostrils. They wait in a thick stand of trees -- the German position can be seen across a muddy plain.

A large wolf -- "The Wolf of Rome" -- waits at Maximus' side.

Maximus nods to an archer. The archer lights the tip of an arrow and sends it flaming into the night sky.

EXT. HILLTOP - TWILIGHT

Quintus waits. The catapults are loaded and waiting. So too the Scorpions. So too the 200 archers of the Felix Regiment.

He sees the flaming arrow flying up from below.

QUINTUS

Now!

The mighty catapults are released. The Greek fire pots arc dramatically through the air. A moment later soldiers release the Scorpions and hundreds of bolts streak through the sky. The archers fire a murderous barrage of flaming arrows.

EXT. TREES - TWILIGHT

The screaming is almost immediate.

Maximus and his cavalry watch as the fire pots crash down into the German encampment.

EXT. GERMAN CAMP - TWILIGHT

The fire pots shatter -- pitch splashes everywhere -- seconds later the bolts and flaming arrows slice down and ignite the pitch -- FLAME EXPLODES -- it is a hellish, napalm-like vision -- the conflagration illuminating the twilight.

The deadly rain of flaming arrows spreads terror through

the German camp --

EXT. TREES - TWILIGHT

Maximus watches the German camp.

MAXIMUS

(to his men)

Hold steady... steady...

He can see the nightmare destruction of the encampment continuing -- fire pots and Scorpion bolts and flaming arrows -- panic in the German encampment.

MAXIMUS

Steady...

He sees the Germans begin fleeing across the plain. He quickly raises his sword and whispers a prayer, then turns to his men:

MAXIMUS

Brothers -- I salute you! For Rome!

He spurs his horse and races out of the trees to the plain...

EXT. PLAIN - BATTLEGROUND - TWILIGHT

Maximus leads the terrifying and relentless cavalry charge -- Titus at his side -- the Felix Regiment screams out fearsome war cries as they gallop across the muddy plain toward the Germans --

Fire pots and flaming arrows are crashing down everywhere around them --

The cavalry SLAMS into the Germans at full gallop --

It is carnage.

The Felix Regiment warriors slash ruthlessly with short swords -- slicing a path of sheer destruction through the Germans -- but the Germans fight with equal brutality -- and the Germans also fight with the desperation of a hopeless last chance -- they pull and spear Roman soldiers off horses whenever they can --

Maximus spins his horse and swings his sword with expert efficiency -- a spear stabs through the neck of his horse and it immediately collapses forward --

Maximus sails over the horse's head and crashes to the muddy ground -- he jumps up and is in the midst of the battle --

The flaming arrows and exploding fire pots create a ferocious inferno everywhere around the battle -- the flames silhouetting the fighting --

On the ground, Maximus proves his absolute worth as a warrior -- he hacks and dodges -- ghastly images of true ancient warfare -- Maximus' eyes burn with a zealous fire as he fights for his life --

He finds he is momentarily at a terrible disadvantage -- Germans are surrounding him from all sides -- as he fights he looks for an advantage -- for his soldiers -- for anything -- he is doomed --

Then -- an almost mystical image -- Maximus' wolf leaps through a wall of flame --

"The Wolf of Rome" savages several Germans around Maximus -- giving him the help he needed.

The wolf and his master fight, side-by-side.

EXT. HILLTOP - TWILIGHT

We see an old man's face, staring down at the battle. The face is weather-beaten, ailing. The roaring flames from the battlefield below flicker in his sad eyes.

MARCUS AURELIUS, the 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.

He watches as the Felix Regiment below concludes the battle. The cheering of the Regiment can be heard as the final, isolated pockets of Germans are cut down.

Behind Marcus the sun is setting, painting the world blood red.

EXT. BATTLEFIELD - SUNSET

Maximus, bloody and spent, walks through the aftermath of the carnage. The Wolf of Rome is at his side. Dead and dying by the hundreds are scattered everywhere. Roman surgeons are attending to the wounded.

Marcus walks to him, embraces him warmly.

MAXIMUS

Caesar.

MARCUS

Maximus, you prove your valor again.
Let us hope for the final time here.

MAXIMUS

I don't think there's anyone left to
fight.

MARCUS

There are always people left to
fight...

Marcus takes Maximus' arm and they walk through the masses
of bodies. Maximus holds Marcus' arm firmly, quietly
supporting him as they walk.

MARCUS

But this night, at least, Germania
is at last defeated... What will you
do now, my friend?

MAXIMUS

Should Caesar permit, I'll go home.
I've been away too long. I've
forgotten my wife's face and I
barely know my son.

Suddenly, a tethered GERMAN PRISONER they are passing
calls out to them:

GERMAN PRISONER

THIS BLOOD MEANS NOTHING, CONQUEROR!

Maximus and Marcus stop. A soldier moves quickly to
silence the German Prisoner.

MARCUS

(to Soldier)
Stop...
(to Prisoner)
... You speak our language?

GERMAN PRISONER

You have been in my homeland for
twelve years. Of course I speak
your language. So did my son, who
you murdered. So did my daughter,
who you raped.

MAXIMUS

(to Marcus)
Come, Caesar...

MARCUS

No. Let him speak...
(to Prisoner)
... I am Rome, what would you say to me?

GERMAN PRISONER

(points to sunset)
You are that sun, Rome, and your time is over... You can slit a thousand throats here, and you can put a thousand babies to the sword, but it will always be our home.

MARCUS

Now it is Rome.

GERMAN PRISONER

It will never be Rome. Not as long as one German breathes.

The soldier moves to kill the insolent Prisoner.

MARCUS

No... Release him. Give him safe passage. Let him go to his family.

The soldier leads the German Prisoner away.

Maximus and Marcus continue walking in silence for a beat.
Then:

MARCUS

Tell me again, Maximus, why are we here?

MAXIMUS

For the glory of the empire, sire.

MARCUS

(quietly)
Yes. I remember.

They continue walking through the mountains of bodies...

EXT. ROAD - SUNSET

Maximus and Marcus are now walking along a road through

the dense forest. Slaves follow behind them, leading their horses.

Both sides of the road are filled with the men of the Felix Regiment. As Maximus and Marcus pass, the battered and bloody soldiers drag themselves to their feet, raising their swords, paying silent homage.

MAXIMUS

They honor you, Caesar.

MARCUS

I don't think they're standing for me, 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.

COMMODUS

Have I missed it?

He leaps from his horse.

COMMODUS

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 thousand doves to honor your triumph.

MARCUS

Spare the doves 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.

MAXIMUS

Highness.

They walk, Maximus still supporting Marcus, as:

COMMODUS

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

(to his father)

Here, Father, take my arm.

MARCUS

(ignores this)

Where's your sister?

COMMODUS

She's at the camp. She had no
desire to see the gore of the
battlefield.

MARCUS

(smiles)

Lucilla would eat every corpse here
if it brought her one step closer to
the throne.

Maximus laughs.

MAXIMUS

(smiles)

Caesar, you do the lady injustice.

MARCUS

It's a foolish old cobra who doesn't
recognize his own off-spring...

(he suddenly stops,
not feeling well)

I think... I should ride now.

Maximus waves for Marcus' horse. It is brought up.
Several soldiers carefully help the old man into the
saddle. He is then tethered to the brace on his saddle.
It is a slow, graceful and embarrassing ordeal for the
Emperor of Rome.

When at last he is strapped in, he looks to Maximus.

MARCUS

So much for the glory of Rome.

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

Commodus and Maximus watch him go.

COMMODUS

(neutral)
He's dying.

A beat.

COMMODUS

Poor old man.

MAXIMUS

(terse)
If you'll excuse me, Highness.

He turns and stalks away.

EXT. TENT CITY - NIGHT

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

INT. HOSPITAL TENT - NIGHT

Maximus enters a large tent and is met by a spectacle of the dead and dying. Roman surgeons are working feverishly to save lives. Limbs are amputated, the bloody stumps quickly cauterized with hot irons. Leeches and bronze cups are employed for blood-letting to balance "humours."

Anesthesia as we know it is nonexistent. Wine amphoras are passed around and orderlies fan narcotic smoke toward the patients. Mostly, though, they just hold down the writhing patients.

Maximus moves through the tent, offering a word of comfort here and there. All the wounded are delighted to see him.

He goes to an older soldier, GALLUS, who has one wooden hand. His other hand is bandaged.

MAXIMUS

What, Gallus, losing your other hand?

GALLUS

Aye, General, they're going to make a bronze one for it. Long fingers this time.

MAXIMUS

And the women of your village will

crave your touch even more.

GALLUS

Ah, then you know the women of my village.

Maximus smiles and moves on.

He stops at a young soldier, VALERIUS, whose head has been shaved. A hole has been bored into his skull to relieve the pressure on his brain. The young soldier is dying.

MAXIMUS

What's your name, son?

VALERIUS

Valerius, General.

MAXIMUS

The name suits you.

VALERIUS

Why am I dying?

A beat. Maximus sits by his cot. He takes Valerius' hand.

MAXIMUS

You're dying because you love Rome, as I do.

VALERIUS

I've never been to Rome.

MAXIMUS

Neither have I. Rome for us lives here...

(he touches his heart)

... it's a thing inside us that came from our ancestors and that we give to our children.

VALERIUS

It must be glorious, Rome. I've only seen pictures. Is it a glorious place?

A beat.

MAXIMUS

Yes, it's a glorious place.

VALERIUS

It must be.

He smiles. And he is dead.

Maximus sits for a moment. He gently closes Valerius' eyes. And Maximus finds that he is weeping.

He is not ashamed of the tears.

INT. MESS TENT - NIGHT

An immediate swirl of noise. The grand mess tent is crowded with soldiers. They are still filthy with caked-on mud and blood. Wounds are bandaged and tankards are raised in celebration of the victory.

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, sire.

MARCUS

Still damning me to the four winds?

GAIUS

Still eager for your triumphant return to Rome, Caesar.

MARCUS

I would have silenced him decades ago -- but I just like him too much.

Meanwhile, Maximus stands with his lieutenants, Titus and Quintus. A wound on Maximus' arm has been bound.

MAXIMUS

(to Titus)
If you want to stay on, I support you. So do the men. I'll ask the Emperor to appoint you in my place.

TITUS

It won't be the Felix Regiment without you.

MAXIMUS

I'll return after a season at home. Maybe two.

QUINTUS

That means after three or four more babies.

TITUS

And you'll be too fat from Vibia's cooking to get on your horse by then.

MAXIMUS

Should the Gods so bless me. I would be thankful.

Commodus perambulates up to them.

COMMODUS

Hail, warriors. My congratulations.

TITUS AND QUINTUS

(bowing)
Highness.

COMMODUS

(to Maximus)
My old friend, my father tells me you're returning to Spain?

MAXIMUS

Yes.

COMMODUS

A pity. I'll need men like you in my army...

An awkward glance between the soldiers. This sort of talk

is offensively premature.

COMMODUS

There are larger division that might appeal to you. Even the Praetorian Guard. You've never been to Rome. Imagine arriving as head of the Praetorians! They have really splendid uniforms.

MAXIMUS

(cold)
I'm going home.

Senators Gaius and Falco join them.

GAIUS

(to Maximus)
... And why not apply for entry to the Senate?

FALCO

A war hero with a handsome face and a strong heart could go far.

COMMODUS

General Maximus, may I present Senators Gaius and Falco. Beware of this Gaius, he'll pour a honeyed potion in your ear and you'll wake up one day and all you'll say is "Republic, Republic, Republic..."

Laughter.

FALCO

Have you never considered Rome?

MAXIMUS

No.

COMMODUS

You've had my ear since we were children. You could be a valuable ally in the Senate.

GAIUS

Are you a believer in Republicanism?

COMMODUS

(laughs)
There -- I warned you.

MAXIMUS

I'm a soldier, not a politician.

Meanwhile, a dark eye is studying the men through a hidden slit in the tent wall. The eye is particularly drawn to Maximus.

GAIUS

If your heart lies with the people,
I would back you for the Senate.
I'm sure Gracchus would as well.

COMMODUS

Not a word about that sodomite
bastard.

GAIUS

(smiles to Maximus)
The august Senator Gracchus has been
rather a gadfly on the flesh of the
imperial family.

FALCO

He's a damned provocateur.

GAIUS

He lives under the antiquated
assumption that the Senate should
represent the people with vigor.

COMMODUS

I won't tolerate it. His incessant
criticism exhausts me. The man can
speak for five hours without taking
a breath.

GAIUS

He serves Rome best when he serves
it with honesty.

COMMODUS

(sharply)
Enough... Maximus, I would like to
inspect the Felix Regiment at dawn.
Please arrange it.

MAXIMUS

I can't do that.

COMMODUS

Excuse me?

MAXIMUS

My men have been fighting for five solid days. They're too busy dying to go on dress parade.

A beat. Commodus' eyes flash fire at this public rebuke. He very quickly gets control.

COMMODUS

(smiles)
Of course, how foolish of me. Some other time...

He notes his father being helped out of the tent by several body slaves.

COMMODUS

Caesar retires early tonight.

INT. TENT CORRIDOR - NIGHT

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

He sees his daughter Lucilla in the corridor, spying in through the slit in the tent wall. He watches her, smiles.

MARCUS

If only you had 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.

LUCILLA

You're right.

MARCUS

I think you would have been strong. I wonder if you would have been just?

LUCILLA

I would have been what you taught me to be.

A beat. They stare at each other. He finally smiles.

MARCUS

Well, pretend to be my loving
daughter tonight and walk with me to
my chamber.

She smiles and takes his arm. They slowly walk down the
tent corridor as:

MARCUS

This is a pleasant fiction, isn't
it?

They disappear into darkness.

EXT. TENT CITY - DAWN

Maximus is slogging through the mud and snow that blankets
the Rome camp. He stops to observe an unusual sight.

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
ritual. They defy the sub-zero temperatures and hack at
small trees with swords.

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

Maximus watches for a moment then moves on. He approaches
a large network of tents. He enters.

INT. MARCUS' TENT - DAY

Maximus enters Marcus' darkened tent. Flickering braziers
provide the only light in the enormous Imperial tent.
Heavy beams support the canopy and they creak like the
timbers of a ship as the tent sways slightly in the wind.

Marcus stands before a map of the Roman Empire.

MAXIMUS

(bows)
Caesar.

Marcus holds out a scroll.

MARCUS

Read this.

MAXIMUS

I never acquired the art, sir.

MARCUS

Of course. No matter. In this letter I denote my intention to nominate you to stand for the Emperorship after my death.

A stunned pause. Maximus stares at him.

MARCUS

My son is not a moral man. You have known this since you were young. He cannot rule.

MAXIMUS

Caesar, I am honored but --

MARCUS

For twenty years I have been spilling blood. For twenty years I have written philosophy and ruminated and conquered. Since I became Caesar I have only had four years without war. Four years of peace in twenty. So perhaps I can be... forgiven.

A long beat.

MARCUS

While I have been fighting, Rome has grown mad and corpulent and diseased. I did this. And now I shall make it right.

MAXIMUS

Sire, you brought the light of the Gods to barbarian darkness. You brought civilization and justice to the farthest --

MARCUS

(fierce)

I have brought the sword -- nothing more! Rome is far away and we shouldn't be here. What matter is it to the Gods if we subdue one more tribe of Parthians or Gauls? What matter is it to Rome if a thousand more barbarians bend to our lash?

A beat.

Marcus sits. He doesn't look at Maximus.

A pause.

MARCUS

Winter, Maximus. It's winter now...

A beat.

MARCUS

There was a dream that was Rome. I can only whisper of it now. Anything more than a whisper and the dream vanishes. It's so... fragile. The true glory of Rome is in a very fragile idea. Imagine a place devoted to the rights of the citizen. Where every free man has a voice. That was the dream... And I fear it will not survive the winter.

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

MARCUS

Let's just whisper here, you and I.

MAXIMUS

Yes, Caesar.

MARCUS

If the dream is ever to live again the people must have a true voice. The voice I took from them. That all the Caesars took from them, bit by bit, conquest by conquest. And now that I am dying I am going to give them that voice again.

MAXIMUS

You're not dying.

MARCUS

I am, Maximus. It's strange... I find as I near the end I think little of the waning moments around me... instead I think much of the past... and of the future. How will the world speak my name in years to

come? Will I be known as the philosopher? The warrior? The tyrant? Or will there be a more golden sounding to my name? Will I be the Emperor who gave Rome back her freedom?

A beat.

MARCUS

Before I die I will give the people this final gift. I will give them the Senate reborn. The voice of the people empowered again, as it was always meant to be. It is my design that they will elect the next Emperor. And I would put forward your name with my backing.

MAXIMUS

Caesar, you do me honor -- but your son has pride of place for succession.

MARCUS

You are the son I should have had... Although I fear in my deepest heart that if you had truly been my son my blood would have polluted you as it did Commodus. We're a cursed bloodline. We have lived so long in power and depravity that we no longer remember a life without it. We can no longer even imagine a life without it.

A beat.

MARCUS

Look at me, son.

Maximus looks at him.

MARCUS

Son... I know that one grove of your vineyard is worth more to you than all the treasures of Rome. I know one loving word from your wife is worth more than the accolades of an Empire. But... a fond old man, who loves you more than he can say, begs you to at least think about what he

has said tonight.

MAXIMUS

I shall, Caesar.

A beat.

MARCUS

I'll keep this letter to myself. I hope that with the sunrise you will agree. And embrace me as a father.

Maximus nods and rises. He begins to go. Stops.

MAXIMUS

You have always been my father.

He goes.

INT. TENT CORRIDOR - DAY

Maximus emerges from Marcus' tent into a long tent corridor, deep in thought.

LUCILLA'S VOICE

He always favored you...

He turns. Lucilla is waiting. She glides to him.

LUCILLA

Even over his son.

MAXIMUS

(turning away)
That's not true.

LUCILLA

Maximus, stop...
(he stops)
Let me see your face.

He turns to her.

LUCILLA

You've been crying.

MAXIMUS

I lost too many men.

LUCILLA

What does my father intend?

He turns and walks. She walks with him.

MAXIMUS

I don't know.

LUCILLA

You're lying. I could tell when you were lying even when we were children. You hate it.

MAXIMUS

I never acquired your comfort with it.

LUCILLA

True. But then you never had to. 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 you are hurt to see my father dying.

A beat.

LUCILLA

He will announce Commodus' succession. That's why he summoned us. Will you serve my brother as you served his father?

MAXIMUS

I will always serve the ideals of Rome.

A beat.

LUCILLA

Do you know I still remember you in my prayers...? Oh yes, I pray... Ever since that day you saved me from drowning off Capri. Do you remember?

MAXIMUS

Yes.

LUCILLA

Commodus was so angry that a mere peasant -- a Spaniard no less -- touched the royal person, do you remember his anger?

MAXIMUS

Yes.

LUCILLA

Mark this, Maximus: that is the man who will be Emperor.

A beat.

MAXIMUS

May I be permitted to go, Highness?

She smiles sadly.

LUCILLA

There was a time when you didn't call me "Highness."

MAXIMUS

And there was a time when you were just a little girl drowning in the sea. All that was a different life.

LUCILLA

(quietly)
Very different... I wonder if it was better?

MAXIMUS

It was more honest.

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' TENT - NIGHT

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

MAXIMUS

Ancestors, true bloodline, I ask you
for your guidance. Bring me your
solace and your wisdom. Blessed
Mother, come to me in my dreams with
the Gods' desire for my future.
Blessed Father, watch over my wife
and my son with a ready sword. Keep
them safe until my return. Whisper
to them in their sleep that I live
only to hold them again and all else
is dust and air. Ancestors, true
bloodline, 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. MARCUS' TENT - NIGHT

Commodus' eyes are red with weeping. He sits, head down,
at the foot of Marcus' bed and speaks to his father.

COMMODUS

(quietly)

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 have been 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.

He stands. We see that he is holding the scroll denoting
Marcus' intention to nominate Maximus as Emperor to the
Senate. Commodus cannot control his tears.

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...

Commodus weeps.

INT. MAXIMUS' 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. TENT CITY - NIGHT

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

MAXIMUS

What is it? Is he ill?

QUINTUS

I don't know...

They continue on toward Marcus' tent.

INT. MARCUS' TENT - 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 Marcus Aurelius dead, lying on his bed.

Maximus stares at Marcus.

COMMODUS

Lament with me, brother, our great father is dead. I want --

Maximus, not even hearing, steps past him to Marcus.

He stands for a moment and then slowly kneels before Marcus and gently kisses the old man's forehead. A ritual farewell.

A moment of silent mourning and then Maximus stands. He turns very, very slowly to Commodus.

COMMODUS

General, the Gods' have taken the great man and left me alone. My first desire as Emperor is that you take my hand in friendship. I need you at my side, Maximus, at this moment above all others. Stand with me.

Maximus glares at him:

MAXIMUS

How did he die?

Commodus does not respond.

MAXIMUS

How did he die?

COMMODUS

The surgeons say it was his breath that gave out.

Maximus glances to Lucilla, she avoids his eyes.

COMMODUS

Take my hand, Maximus. I only offer it once.

A beat.

Maximus turns back to Marcus.

MAXIMUS

How will the world speak your name now, old man?

Without a glance to Commodus, he stalks out.

A silent beat. Then Commodus nods to Quintus. Quintus goes.

Lucilla looks at Commodus for a long moment, her face an enigmatic tornado of complex emotions.

Then:

LUCILLA

Hail, Caesar.

INT. MAXIMUS' TENT - NIGHT

Maximus is kneeling before his ancestors, head down, his fists clenched, praying.

Quintus and four Praetorian ASSASSINS suddenly burst in -- the assassins move immediately to bind Maximus -- swords at his throat --

MAXIMUS

What -- ?!

QUINTUS

(ashamed)

Please don't fight, Maximus --

MAXIMUS

Quintus --

Quintus goes to Maximus' armor, which hangs nearby, and slowly removes his seal of office.

QUINTUS

I'm sorry, General, Caesar has spoken.

They pull Maximus out --

EXT. MAXIMUS' TENT - TENT CITY - NIGHT

Five horses are waiting.

MAXIMUS

Quintus, what -- ?

QUINTUS

(anguish)

I have no choice --

They are almost run over by a stern cohort of twenty Praetorians who gallop past. Maximus knows immediately what this means.

MAXIMUS

(suddenly)

My family?!

A beat.

MAXIMUS

What about my family, Quintus?

QUINTUS

(quietly)
They will greet you in the
afterlife.

Maximus lunges at him -- the Praetorians subdue him --
slamming him with a sword hilt -- knocking him
unconscious.

QUINTUS

(quietly, to
assassins)
Take him as far as the sunrise and
then kill him.

EXT. FOREST ROAD - DAWN

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

ASSASSIN #1

All right, this is far enough.

The three other assassins climb from their horses.
Assassin #2 pushes Maximus from his horse. He falls to
the ground hard.

ASSASSIN #1

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

ASSASSIN #3

Come on, General...

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

EXT. FOREST - BELOW THE ROAD - DAWN

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.

MAXIMUS

Have you ever done this before?

ASSASSIN #3

What?

MAXIMUS

Killed a man with a sword?

ASSASSIN #3

Not like this, exactly... this is good, you can stop.

They stop. They are far down the hill, out of sight of the road.

MAXIMUS

It can be very messy -- you could get blood all over your armor. You don't want to hack me up now. You want one clean stroke.

ASSASSIN #3

Would you kneel, General?

Maximus kneels, his whole body secretly coiling. Assassin #3 stands over him as:

MAXIMUS

One good stroke -- you do know where, don't you?

ASSASSIN #4

Be quiet.

MAXIMUS

If you miss the spot there'll be blood everywhere. Quite a spray.

ASSASSINS #3

All right, where?

MAXIMUS

Here -- you don't want to hit the vein on the neck --

Maximus points his bound hands at a spot on the back of his neck.

MAXIMUS

Put the point of your sword here... you want one, good blow right at this spot --

Assassin #3 dutifully puts the point of his sword on the spot on Maximus' neck.

A grave mistake.

Maximus instantly grabs the blade of the sword with his hands and yanks it from Assassin #3 -- EXPLODING up -- his hands are bleeding but he tosses the sword into the air and catches it -- swings the sword with brutal efficiency -- decapitating both assassins --

EXT. FOREST ROAD - DAWN

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. FOREST - BELOW THE ROAD - DAWN

Assassin #2 canters down the hillside.

He senses movement behind him -- spins around, drawing his sword -- too late --

Maximus throws a sword -- it flashes through the air -- and into Assassin #2.

EXT. FOREST ROAD - DAWN

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

Assassin #1 spurs his horse and gallops toward Maximus at full speed -- Maximus crouches and prepares --

Assassin #1 and Maximus swirl together for an instant -- both slashing brutally --

Assassin #1 continues to gallop past Maximus. He stops. He looks down. A wound in his stomach. He falls off his horse. Dead.

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

EXT. FOREST ROAD - DAY

Maximus is galloping through the forest at lightning speed, leading four horses behind him. The gash in his side bleeding.

EXT. TENT CITY - DAY

A gloomy day. Emperor Commodus stands before the assembled Felix Regiment.

The soldiers are already uneasy. They note Quintus standing by Commodus, wearing Maximus' seal of office. Where is Maximus?

COMMODUS

Even as the Gods curse this dark day with clouds, so too does the sun begin to shine forth on a promised tomorrow. Even as we mourn the passing of our father, so too do we celebrate the coming of a bright, new age for Rome. At my side, brothers, you shall pull fresh glories from the heavens. At my side, brothers, you shall know the adoration of the Gods. Doubly-dark is this day because my friend, your noble commander Maximus Meridas, has been called to Rome to deal with urgent matters of state...

Titus glances quickly to Gallus, whose hand is bandaged from surgery. They know this cannot be true.

COMMODUS

Until his promised return I appointed Quintus Domitian to serve in his stead. I salute you, Legionnaires!

QUINTUS

(raising his sword)
Hail, Caesar!

The Felix Regiment responds, many unsure.

FELIX REGIMENT

Hail, Caesar!

Commodus strides off and the Felix Regiment slowly disbands, muttering to one another in confusion.

Titus and Gallus go to Quintus.

TITUS

Quintus, what is -- ?

QUINTUS

(firmly)
Don't speak of it. Never speak of
it.

He stalks off. Titus and Gallus, concerned, watch him follow after Commodus.

INT. MAXIMUS' TENT - DAY

Lucilla stands in Maximus' tent. She looks around. She gently touches his Lorica Segmentata. Her fingertips move along the contours of his armor. She tries to retain her neutral demeanor.

She notes his "ancestors" on the small alter.

EXT. HILLSIDE - NIGHT

Maximus continues to gallop, he is on a different horse. He leads only two horses now.

EXT. VINEYARD - DAY

Maximus' home in Spain is beautiful beyond measure.

We see verdant farmlands and vineyards and a spacious house nestled amid gently rolling hills.

Maximus' eight-year-old SON is in a paddock playing with his pony. 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' SON
MOTHER! MOTHER! FATHER'S HOME!

Maximus' WIFE emerges from the house, drying her hands on a cloth and smiles.

Maximus' Son races toward the flag. 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' Son stops, confused.

EXT. OLIVE GROVE - DAY

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 collapses and Maximus falls. He immediately leaps onto the remaining horse and continues riding up the hill.

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 - SUNSET

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 the 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 sees a Praetorian battle flag.

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 keen of despair as he coats his face in the ashes of his dead world. He sinks into unconsciousness, praying for death.

EXT. VINEYARD - DAY

An unusual jingling sound is heard. Maximus appears to be dead, his gaping wound beginning to fester.

The source of the jingling becomes clear when we see the feet of Bedouin 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. SLAVE WAGON TRAIN - DAY

Maximus' eyes slowly open --

Inches away from his face -- a lion roars --

Maximus lurches back.

He looks around to realize he is in a filthy slave wagon. Three other wagons slowly move over the desert landscape. Exotic animals are caged in pens or led alongside the wagons: lions, panthers, zebras, a giraffe. 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 African, is gazing at him impassively as he chews something. Juba is also chained.

MAXIMUS

(weakly)
Am I in Hades?

JUBA

Yes.

Juba spits what he has been chewing into his hands and moves to Maximus.

JUBA

For your wound...

Maximus stares at him.

JUBA

(nods)
For your wound.

Maximus looks down -- the bloody wound at his side.

Juba carefully places his poultice over the wound -- Maximus hisses in pain -- Juba massages the poultice into the wound gently as:

JUBA

If you die in the wagons they feed
you to the lions... The lions are

worth more than we are. I think we are worth more than the zebras though. So they don't feed us to them.

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

JUBA

I'm not sure about the giraffe.

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.

Maximus, Juba and a number of other slaves are on display, poked and prodded and fondled. Their BEDOUIN SLAVE TRADER sings out their praises to any passers.

The crowd parts almost magically for the dramatic arrival of PROXIMO. Proximo is a large man of immense appetites. He has the ferocious appearance of a true pirate. Two slaves follow behind him and impotently swat at flies with switches.

SLAVE TRADER

Proximo, my old friend, see what I have for you today -- !

Proximo 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 not mating! YOU SOLD ME EUNUCH
GIRAFFES!!

The Slave Trader pulls himself up, hugely obsequious.

SLAVE TRADER

I will make it up to you, Master. It's bargain day for you! Look, look, look -- I have two lions and a panther -- hear how they roar for you! "Bring me home, Proximo!"

Proximo examines the animals.

PROXIMO

How much for the lot?

SLAVE TRADER

For you -- 8,000 sesterces.

PROXIMO

For me -- 6,000 sesterces and I want to see their balls first. And you throw in those two slaves.

SLAVE TRADER

(moves to Maximus)

What about this one? Look at the arms!

Proximo moves to Maximus. The Slave Trader forces open Maximus' mouth.

PROXIMO

Good teeth --

Proximo notes the many old battle scars on Maximus' body.

PROXIMO

Where did you get those scars?

Maximus doesn't respond.

PROXIMO

Are you a soldier?

Maximus doesn't respond.

PROXIMO

Do you speak? --
(he roars back to a
slave)

KEEP THOSE DAMN FLIES OFF ME!

(back to Maximus)

He's dying.

SLAVE TRADER

1,000 sesterces.

PROXIMO

My ass...

(moves to Juba)

You throw in this one and we'll make it 7,000 sesterces for the whole

lot.

SLAVE TRADER

I have to eat, Master! He's my finest, I couldn't let him go as part of the lot for less than 9,000 total...

(back to Maximus)

I tell you this one is prime. He's a Spaniard and killed fourteen of my men before he could be subdued!

Proximo looks at Maximus, notes the many battle scars again. The scars, and something he senses in Maximus' eyes, is enough for Proximo to consider it.

PROXIMO

(to trader)

All right, let's see.

The Slave Trader and his colleagues grab Maximus and hustle him across the market, unlocking his chains. Maximus has no idea what's going on.

In the center of the market place, a veritable GIANT of a man sits on a small stool, a wooden sword in his hand. He is hunched over and chained to the ground by a ten foot chain shackled to his ankle. A thick metal helmet is riveted around his entire head, only long tufts of hair emerging. His dim eyes stare listlessly through a slot in the helmet.

The Slave Trader puts a wooden sword in Maximus' hand and shoves him toward the Giant. The Giant stands. He towers over Maximus.

The Giant suddenly swings his sword -- he moves with remarkable quickness -- Maximus makes no attempt to block the blow -- it sends him flying to the ground.

Maximus pulls himself up.

The Giant moves in and hits him again -- Maximus recoils -- the Giant hits him again -- Maximus falls.

Maximus pulls himself up.

The Giant moves in again -- he slams him a few more times -- Maximus makes no attempt to protect himself -- he falls.

Maximus pulls himself up.

The Giant is about to attack again --

PROXIMO

(to Slave Trader)
That's enough.

SLAVE TRADER

STOP! STOP!

His colleagues race into the ring and haul the Giant away from Maximus. The Giant quietly sits back on his stool.

Proximo studies Maximus for a moment and then glances to the Slave Trader.

PROXIMO

I'll give you 500 sesterces.

SLAVE TRADER

No -- no -- 1,000!

PROXIMO

(laughs)
Come, don't quibble with your old friend. I'll take the lions, the panther, the Numidian and this one for 7,000. And I'll buy you the best whore in the town for two nights. She's an enormous mountain of flesh who craves a stern hand.

SLAVE TRADER

How could I say no to my old friend Proximo?

EXT. PROXIMO'S SCHOOL - DAY

Maximus and Juba are crammed into a wagon with about ten other 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 - DAY

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 -- including Proximo's two hapless giraffes.

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

But Proximo's slaves are having a bit of a problem with one of the new lions -- it growls and resists them.

Without the slightest hesitation, Proximo thunders to the lion and grabs it by the mane -- manhandling it into a cage.

PROXIMO
COME ON, YOU FILTHY BEAST!

He kicks the lion in the rear as he shoves it into the cage.

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.

And if Maximus had any doubts as to Proximo's profession -- all doubts are washed away when he sees the compound.

Twenty GLADIATORS are working out in the compound -- hacking at practice dummies and sparring. The many heavily armed guards oversee everything. The gladiators stop working out as they see the new slaves enter. They eye their potential new opponents warily.

One huge, glowering gladiator -- VIBIUS -- watches with particular interest. His eye is quickly drawn to the most obvious athlete: Juba.

The new slaves are herded to the middle of the compound and house slaves immediately begin throwing buckets of water on them, cleaning them.

Meanwhile, Proximo shrugs off his cloak. A slave brings him wine as he give his "welcoming speech" to the new slaves:

PROXIMO
Slaves. I am Proximo, trainer of
gladiators. You live and die at my
pleasure. Fight well and you will
live. Fight poorly and you will
die. It is better to live.

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

Here you will be trained in the art of combat. Here you will be given the tools to survive. Please my patrons in the arena and all the gifts of the world will be showered upon you. Imagine riches beyond your paltry dreams of riches! Imagine fame beyond your rude understanding of the word! All this can belong to the select few who prove their worth in the arena.

Slaves throw more water on the new slaves -- washing off the lime.

PROXIMO

If... on the other hand... you disappoint me... you will be dismembered and fed to my jackals limb by limb.

He gazes evenly at his new acquisitions.

PROXIMO

And my jackals are always hungry.

He strides off and the guards shove the new gladiators toward their cells.

INT. PROXIMO'S SCHOOL - MAXIMUS' CELL - NIGHT

Maximus and Juba share a small, filthy cell. The cell door faces the open compound. Across the compound they can see the much more comfortable cells of the "star" gladiators such as Vibius.

They both sit on the floor, leaning against the wall. Juba is eating a bowl of food with a wooden spoon. Maximus' bowl and spoon are at his side, he has not touched them.

JUBA

Have you killed a man before?

Maximus does not respond.

JUBA

You should eat. You'll need your

strength tomorrow.

Maximus does not respond.

JUBA

I've never killed a man. But I think you have.

Maximus does not respond.

JUBA

I almost killed once. The Romans destroyed my village. I was with a hunting party and when we returned... I would have killed every Roman in the world.

A long beat.

JUBA

If you don't eat you will die.

Maximus does not respond.

A beat.

JUBA

In the village I come from there was a man once. He went fishing one day and his boat was attacked by crocodiles. One of them ate his leg. He pulled himself to the shore and a lion attacked him. It ate one of his arms. He dragged himself through the desert on the way home and a scorpion stung his eye. So he only had one eye. When he reached the village I sat with him. I said, "You have lost a leg, an arm and one eye. You must have a mighty will to live." He said, "No, Lord, it's just better than the alternative."

Maximus finally looks at him.

JUBA

Life is a gift from our fathers to us. Who are you to give it up for lack of lifting a spoon?

Maximus does not respond.

EXT. PROXIMO'S SCHOOL - COMPOUND - NIGHT

Maximus and Juba are being observed. Proximo stands in the shadows of the compound and watches intently.

EXT. SLAVE WAGON - PROVINCIAL STREETS - DAY

Blood appears to be flowing across an oxen's back. But the blood is too rich, too red.

The oxen are pulling an open slave wagon through the crowded streets of the town. Hanging above the street is dyed wool drying in the sun. Vermilion and crimson dyes drip down and splash across the oxen -- and splash across the gladiators.

Maximus, Juba, the formidable Vibius are chained in the back of the wagon. Also the frightened Scribe.

Proximo and a few of his guards drive the wagon. Proximo has an umbrella over him, colored with years of dripping dyes.

They pass a banner honoring Vibius, the star of Proximo's stable.

Meanwhile, the terrified Scribe is almost weeping, chattering nervously to Vibius, chained next to him:

SCRIBE

I know nothing of armaments and warfare! I'm a scribe -- I write down words! I can write down seven languages --

VIBIUS

Be still.

SCRIBE

I don't -- how do you hold the sword?! I've never held a sword!

VIBIUS

You point the sharp end at your opponent and you shove it in his guts.

SCRIBE

I can't -- I --

He suddenly vomits.

VIBIUS

(calling to Proximo)

Proximo! You insult me with this
carrion! Chain him to someone else!

PROXIMO

(calling back)

Don't worry, noble Vibius, he won't
be bothering you for long.

The Scribe begins to weep.

The crowds in the street jeer at the passing gladiators.
Occasionally throwing trash at them. A pack of children
run alongside the wagon, chanting:

CHILDREN

Dead guts! Dead guts! Dead guts!

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 - DUGOUT - DAY

In the cramped holding area of the arena, a dugout beneath
the stands, Maximus and the other gladiators are waiting.

Proximo walks before them, giving a final "pep talk." He
gazes at them evenly, his eyes going from face to face.

PROXIMO

Some of you say you can't fight, you
won't fight... They all say that...
But one day you will pick up a sword
and thrust it into another man. And
the crowd will cheer you and love
you. And you will love them for it.
On that day... you will be a
gladiator.

He stops at Maximus.

PROXIMO

In this life, we all die. All we
can choose is how we die. And how
we are remembered. Be remembered
proudly.

Drums are heard from the arena. Proximo nods to a waiting
blacksmith.

The blacksmith begins slamming shackles on the gladiator's wrists -- chaining them together in teams of two by a chain about four feet long.

The blacksmith is about to chain Maximus to the Scribe.

PROXIMO

No...

(he points to Juba)
... give the Spaniard to him. Give
the Scribe to Vibius.

Proximo nods to Vibius, who, for reasons we shall soon see, makes no protest to being chained to the whimpering Scribe.

Proximo watches the blacksmith shackle Maximus and Juba together and then strides off.

JUBA

(to Maximus)
Are we going to fight each other?

EXT. PROVINCIAL ARENA - DAY

Proximo sits in a box with several other GLADIATOR TRAINERS. They drink wine and eat constantly. A perpetual chatter of wagers and odds and side bets.

The arena is only sparsely attended this day.

PROXIMO

Make it 600 sesterces for each
decapitation.

TRAINER #1

How many strokes?

PROXIMO

Two.

TRAINER #1

For the great Vibius, one stroke.

PROXIMO

Done. 400 sesterces for two
strokes.

In the arena:

Proximo's chained teams enter the arena, five teams. Maximus and Juba are chained together. Some of the small

crowd cheers for Vibius. He acknowledges the cheers. He is chained to the weeping Scribe.

In the box:

Trainer #1 laughs.

TRAINER #1

(re: Vibius)
Who's he with?

PROXIMO

A Greek Scribe.

TRAINER #1

I'll raise the wager.

PROXIMO

(smiles)
Give me odds, friend.

In the arena:

From the opposite end of the arena a dozen armored, very scary Andabatae thunder into the arena. Some of the crowd cheers.

The Andabatae immediately race for the chained teams and the battle is on.

Vibius spins into action -- dragging the weeping Scribe after him as he circles opponents and fights -- the Scribe is almost instantly killed -- Vibius immediately hacks through the Scribe's wrist and frees himself, as Proximo surely intended. Vibius is now free to fight alone, swinging the chain as an additional weapon.

Juba's eyes dart everywhere as he tries to move with Maximus -- Maximus neither helps nor hinders -- allowing Juba to pull him along --

Proximo, now that his star Vibius is safe, watched Maximus and Juba closely.

Juba fights well, with a strange elegance, his body flowing like liquid -- but he is inexperienced. He strikes a few blows and then tries to move away -- finally he is in trouble -- cornered -- a huge Andabata is slicing at him -- it is a desperate battle -- Juba is losing -- his sword is slammed away -- the Andabata raises his sword for the kill --

And Maximus strikes.

With a sudden roar he EXPLODES into action -- he swings past Juba and blocks the blow meant for Juba -- then he slashes the Andabata -- killing him -- he pulls Juba after him as he fights --

It is a dazzling display of Maximus' skill -- he moves through the Andabatae at amazing speed -- spinning around Juba and protecting him -- slashing ruthlessly -- pulling Juba after him and commanding the battle -- Juba recovers a sword and they fight together.

In the box:

Proximo watches, smiles. A gladiator is born.

EXT. ROME - WAGON - DAY

SENATOR GRACCHUS, an imposing, moral and corpulent man in his 60's, is riding in a luxurious wagon with Senator Gaius.

And CAPTAIN MARCELLUS, the handsome Head of the Roman City Guard.

Their wagon slowly maneuvers through the crowded streets of Rome. The cosmopolitan bustle of the great urban center is everywhere around them.

GRACCHUS

We have plague in the Hebrew Quarter and it is spreading... we have looting at the granaries... we have so much filth in the Tiber that the water is undrinkable... we have Praetorian Guard units that are demanding protection payments from the merchants at the exchange --

MARCELLUS

My City Guard units have tried to curtail these excesses but no constabulary can police the entire city. And the Praetorians outnumber us two to one.

GRACCHUS

Rome dies as the Emperor plays at beneficence. At least Nero gave us music!

GAIUS

Do you think he'll listen to us?

GRACCHUS

It is his duty to hear the will of the Senate.

Their wagon stops -- hopelessly stuck in a massive traffic jam of chariots, wagons and sedan chairs.

GRACCHUS

Not to mention the damn traffic!

INT. PALACE - THRONE ROOM - DAY

Emperor Commodus is standing before a group of male children and their tutors in his throne room.

The throne room is still very much the province of his father. Manuscripts and astronomical charts and papyrus scrolls and wax tablets litter the heavy desk. A large bust of Marcus Aurelius is in one corner.

Lucilla and Senator Falco are present. So too Senators Gracchus and Gaius and Captain Marcellus.

A well-rehearsed child presents Commodus with a laurel wreath.

CHILD

We honor Caesar with the laurel to show our love and appreciation for his benevolence.

COMMODUS

Caesar is honored to accept your tribute, Citizen Scholar.

The child smiles and moves back to his fellows.

COMMODUS

(to all)

It is the most sacred duty of the Emperor to oversee the education of the young. If I could leave no other legacy than the scholarship of all children my life would be blessed. Tutors, you hold the future of Rome in your hands. Teach them well so that they will bring honor to the Empire. I salute you.

Commodus actually bows before them, an unimaginable honor.

The tutors bow in response and herd the children out.

COMMODUS

Look at them, Senators... my truest
gift to Rome.

GRACCHUS

Darling children, to be sure, now if
I may proceed?

COMMODUS

(sighs)
Very well...

Commodus moves to the desk, standing over it and gazing at
Marcus' scrolls as:

GRACCHUS

Caesar, your presence in Rome is an
invaluable opportunity to begin
correcting some of the ills that
have beset the city since your
father went to the wars. We would
like to --

COMMODUS

Peace, good Gracchus, peace...

Commodus slowly begins pushing Marcus' papyrus scrolls off
the desk to the floor, one by one, as:

COMMODUS

My beloved father was a careless
shepherd to his flock. I shall be a
good father to my children. I shall
remain in Rome and show them how
they are loved.

GRACCHUS

With respect, sire, the people don't
need love -- they need law. The
Senate has prepared a series of
protocols to begin addressing the
corruption in the city --

(Gaius hands him a
scroll)

-- starting with basic sanitation in
the Hebrew Quarter. If Caesar could
study this and --

COMMODUS

You see that's the very problem,
isn't it, my old, old friend? My
father spent all his time at study.
At books and learning and
philosophy...

As Commodus speaks he moves to the chair behind the desk,
tries it, doesn't like it, nods to a slave. The chair is
whisked away.

COMMODUS

He spent his twilight hours reading
scrolls from the Senate. All the
while, the people were forgotten.

GRACCHUS

The Senate is the people.

COMMODUS

I doubt many of the people eat so
well as you do, Senator Gracchus...

As Commodus speaks he moves to the bust of Marcus, studies
it, doesn't like it, nods to a slave and the bust is
whisked away. Lucilla watches this closely.

COMMODUS

I doubt many of the people have such
splendid armor, Captain Marcellus.
Or such fine mistresses, Senator
Gaius. No... only their true father
knows what the people need. I shall
show them they are loved. I shall
hold them to my bosom and embrace
them tightly --

GRACCHUS

Have you ever embraced someone dying
of plague, sire?

Commodus stops. Looks at him. A lethal moment.

COMMODUS

No. But if you interrupt me one
more time I assure you that you
shall. I will emulate the immortal
Caesars of the past. I will give
the people what they truly want.
Starting this day I will draw all of
Rome to the Colosseum. I will give
them bread. And they will want

nothing more.

Startled looks between Gracchus, Gaius and Marcellus.

GRACCHUS

You want to hold games?

COMMODUS

Not just any games, Senator! A series of games that will make the Gods envious and leave my children happy! I will subsidize the arena from this day forth -- and I will culminate this celebration in a great spectacle the likes of which the world has never seen! A great spectacle to honor my father! Magnificent, unending weeks of festivity all in the name of Marcus Aurelius!

A beat.

GRACCHUS

If I may, Caesar... how are you going to pay for this?

COMMODUS

That is not your concern.

Gracchus ignores a warning look from Gaius.

GRACCHUS

Respectfully, sire, taxation and import duties are the exclusive province of the Senate --

Commodus spins on him so quickly and with such feral violence that everyone is shocked --

COMMODUS

**MY FATHER DESERVES TO BE HONORED AND
I WILL HONOR HIM! -- AND THE PEOPLE
WILL LOVE ME! -- AND THE SENATE WILL
OBEY ME OR EVERY ONE OF YOU WILL
BURN! BURN! BURN! -- I WILL HAVE
ORDER!**

He snarls like a great jungle cat and he stalks away. Senator Falco quickly follows.

A dreadful silence.

Then:

LUCILLA

Gentlemen, in the future do not concern my brother with these matters. Come to me.

She sweeps out.

A beat.

MARCELLUS

Games? He wants to hold games?

GAIUS

It's madness.

GRACCHUS

No... it's not...

A beat.

GRACCHUS

He knows who 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. PROVINCIAL ARENA - DUGOUT - TUNNELS - DAY

Maximus is marching relentlessly through the dugout and cramped, serpentine trench-like tunnels that lead to the arena.

We don't really see Maximus well in the dark tunnels.

Proximo scurries to keep up with him -- they brush 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

(quickly)
I've wagered on you against the
Celts -- ignore the others and go
for them -- there are two axe-and-
net and two long spear. Now the
Celts aren't used to the sun so you
have the advantage there...

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

PROXIMO

And keep them moving, their lungs
aren't strong, ground the spears as
soon as you can and then go for the
ax-men. If you get all four there's
an extra bonus so don't be
distracted by the Spartans...

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

EXT. PROVINCIAL ARENA - DAY

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 and a
beard --

A battle is already in progress, fighting and dead and
dying gladiators crowd the arena --

We stay with Maximus as he wades through his opponents,
fighting them heroically, slashing through them without
stopping --

The large crowd cheers mightily -- chants of "Spaniard!
Spaniard! Spaniard!"

We stay with Maximus as he cuts through the four Celts
like a scythe through wheat and then we dramatically pull
up and away --

Taking in the roaring arena and the hero.

EXT. PROXIMO'S SCHOOL - COMPOUND - NIGHT

A large mess area has been set up. The tables around the
compound are crowded with gladiators. Guards everywhere.

Maximus and Juba enter. Move to get food. All conversation gradually drains away as the other gladiators watch them. Silence.

Maximus and Juba note the strange silence as they move to a large table.

Vibius is at the table with a number of other gladiators. There are no places for Maximus and Juba.

Vibius stands and kicks two other gladiators off their bench.

VIBIUS
MOVE ASIDE! THIS IS A TABLE FOR
MEN!

Maximus and Juba sit.

Vibius remains standing. He begins to pound on the table with his fist. Soon all the gladiators are pounding on their tables. It is a cacophonous din honoring Maximus.

INT. PROXIMO'S SCHOOL - PROXIMO'S CHAMBER - NIGHT

Proximo sits on a terrace overlooking his compound, sipping wine. Various gladiators can be seen working out below.

A guard brings Maximus. Proximo nods for the guard to leave.

PROXIMO
(holding up a plate)
Butterfly?

The plate is filled with honeyed butterflies, their wings still moving slightly.

Maximus shakes his head. Proximo pops one into his mouth. He chews as he looks at Maximus.

PROXIMO
Perhaps you'd like a woman?

Maximus shakes his head.

PROXIMO
Boy?

Maximus shakes his head.

A beat.

PROXIMO

Gold?

Maximus shakes his head.

PROXIMO

Well, I have nothing left to offer you! A man who turns down a butterfly, a woman, a boy and gold confuses me. Personally, I'd grab them all and then grab some more because the Gods are fanciful and take us at their whim. Does the Spaniard have any needs?

Maximus shakes his head.

A beat. Proximo studies him.

PROXIMO

You fight like a soldier. You have wounds like a soldier who has been on long campaigns. You eye the world around you like an enemy. What is your name, Roman soldier?

MAXIMUS

Gladiator.

A beat.

PROXIMO

And nothing more?

MAXIMUS

Nothing more.

A beat.

Proximo watches Maximus very closely for the following:

PROXIMO

In two days we leave for Rome.

Maximus' eyes suddenly flash to Proximo. He is transfixed, his eyes burning.

PROXIMO

Ah... so it's Rome you want. Well you shall have her, Gladiator. The

new Emperor has ordered a series of matches to culminate in a grand spectacle. If you do well I shall become very, very rich. If you do well enough I shall set you free. Is it freedom you want?

A beat.

Maximus shakes his head.

PROXIMO

(quietly)
Not even that.

MAXIMUS

(barely controlled)
The Emperor -- will he be there?

PROXIMO

Oh yes. He's apparently quite mad about the games. Spending a fortune, which is, needless to say, good for me again. But what is good for you, Gladiator?

MAXIMUS

Have you -- how does one meet the Emperor?

PROXIMO

As a gladiator?

MAXIMUS

Yes.

PROXIMO

One doesn't.

A beat. Proximo sees that Maximus' mind is racing.

PROXIMO

Except... If one has proven oneself in battle. If at the end of the games you are the final man standing -- the Emperor will present you with a small wooden sword. The sword is your freedom.

MAXIMUS

He give it personally?

PROXIMO

He did to me...
(Maximus is surprised
at this)
Our great father Marcus Aurelius
looked into my eyes and touched me
on the shoulder.

MAXIMUS

You knew Marcus?

PROXIMO

I didn't know him. He touched me on
the shoulder. Just once. But that
was enough.

A beat.

PROXIMO

All right, Gladiator. 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. That
is Rome.

INT./ EXT. SLAVE WAGON - OUTSIDE ROME - EVENING

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

In the distance, Rome.

INT. PALACE - COMMODUS' BEDROOM - NIGHT

Commodus sits on his bed, rubbing his aching head.
Lucilla is preparing a drink for him, a medicinal tonic.

COMMODUS

All my desires are splitting my head
to pieces -- there's so much I want
to do -- but all my efforts to show
my children they are loved go
unappreciated by those dragons in
the Senate --

LUCILLA

(mixing tonic)
Quiet, brother...

Unseen by him, she adds a little special powder to the
drink from a vial secreted in her robe.

LUCILLA

Leave the Senate to me. Don't trouble yourself.

COMMODUS

All I want is to be a good father to my people. Why don't they understand that?

She goes to him.

LUCILLA

Shhh. The tonic will help...

She takes a sip and then hands it to him.

LUCILLA

Yes, just drink this down.

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

COMMODUS

I must take a firmer hand with them. They must know their father can be firm. As our father was firm with us.

LUCILLA

Our father lost his way. His mistake was believing the old songs of the "Republic." We know better. So let the Senate talk. They have no real power.

COMMODUS

Yes... yes... you always know the way. You were always so wise in these matters...

(he takes her hand)

You know if I didn't have my duty to Rome I think I should be an artist. I should go away and paint pictures of the sea and leave all the politics to you...

A beat. He is sleepy, he lies back on his bed.

COMMODUS

Will you stay with me?

LUCILLA

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

COMMODUS

Still. Always.

A beat.

COMMODUS

My dreams would terrify the world.

A beat.

LUCILLA

I'll stay with you until you are
asleep.

COMMODUS

(falling asleep)
And after... just sit with me. Keep
me safe...

He is asleep.

She watches him for a moment and then rises.

She goes.

INT. PALACE - HALLWAY - NIGHT

Lucilla moves down a long corridor in the palace and blows
out candles as she goes.

She finally arrives at her own chamber and enters...

INT. PALACE - LUCILLA'S CHAMBERS - NIGHT

Senators Gracchus and Gaius and Captain Marcellus are
waiting.

LUCILLA

He's asleep. Be quick.

GRACCHUS

We've taking a sounding, the Senate
is with us.

LUCILLA

Good.

GRACCHUS

But we are only words. We are air.

We need steel.

MARCELLUS

The City Guard is faithful to the Republic. But we don't stand a chance against the Praetorians.

LUCILLA

Can they be bought?

MARCELLUS

They are zealots -- totally committed to your brother.

GRACCHUS

Well, can they at least be rented for a day?

MARCELLUS

I doubt it. He pays them exorbitant salaries and lets them loot and extort as they see fit. The city belongs to them.

LUCILLA

And they've started arresting scholars now. Anyone who dares speak out -- even satirists and chroniclers.

MARCELLUS

And mathematicians and Christians. All to fill the arena.

GAIUS

And what pays for it? These 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

He's started selling the grain reserves.

GAIUS

No.

MARCELLUS

That can't be true...

LUCILLA

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

MARCELLUS

Rome must know this.

LUCILLA

And who will tell them?! You, Marcellus? You, Senator Gaius? Will you make a speech on the Senate floor denouncing my brother? And then see your family in the Colosseum? What town-crier would dare?

A long beat.

LUCILLA

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 the City Guard can neutralize the Praetorians we can accomplish nothing.

MARCELLUS

And I haven't enough men.

LUCILLA

What about the army?

GAIUS

No Roman army has entered the

capital in a hundred years.

LUCILLA

So we do nothing?!

A door opens, a voice...

LUCIUS' VOICE

Mother...

An eight-year-old boy stands in a doorway, sleepy. He is LUCIUS, Lucilla's son.

LUCIUS

I heard voices...

LUCILLA

(going to him)

It's all right, darling, you --

Lucius suddenly notices Senator Gracchus:

LUCIUS

(running to Gracchus)

Senator! What did you bring me?!

He leaps onto Gracchus -- Gracchus laughs and pulls something from his robe.

GRACCHUS

For you prince Lucius... a sea monster!

Gracchus gives Lucius a beautifully painted toy of a sea serpent.

GRACCHUS

Off the coast of Achaea they grow twenty times this size, with snapping teeth to devour any nasty Praetorians they come across... now, where is Achaea?

LUCIUS

Below Macedonia!

GRACCHUS

Show me on the map.

Lucius runs to a map and stabs his finger at Achaea. We sense this is an old game between them.

LUCILLA

Lucius, you go in now, I'll be in shortly.

LUCIUS

(to Gracchus)
Thank you, Senator Mountain!

GRACCHUS

You're welcome, Prince Anthill!

Lucius goes. Lucilla shuts the door after him. A moment. She turns to the others, a deep anguish in her eyes.

LUCILLA

What are you going to do?

Gracchus goes to her, holds her.

GRACCHUS

Peace child... One dark night the Gods will light our path. They will give us the voice we need. Have faith in that. Have faith.

INT./ EXT. ROMAN STREETS - SLAVE WAGON - NIGHT

Maximus cranes for a sight of the Eternal City through a hole in the wooden slats that cover the slave cart.

He can see only glimpses of Rome as they pass. But the images are not what he expected. Alongside the undeniable glory of the city, the madness and disease Marcus Aurelius spoke of are readily apparent.

Maximus sees flashes of plague victims being tossed on carts heaped with bodies -- he sees getting and spending and commerce everywhere -- he sees fascist Praetorian Guard units trooping past -- he sees the magnificent architecture of the city -- he sees starving children begging from filthy gutters -- he sees rich citizens out for a stroll -- he sees a swirling combination of sophistication and depravity, of civilization and corruption.

He sits back in the cart, deep in thought. Vibius looks at him.

VIBIUS

Not what you expected?

MAXIMUS

No.

VIBIUS

Rome is nothing but a slaughter house. And we are the meat.

EXT. PROXIMO'S COMPOUND - NIGHT

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

EXT. PROXIMO'S COMPOUND - COURTYARD - NIGHT

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

The gladiators climb from the wagon, stretching after the long journey. Vibius leads Maximus and Juba to the statue. He wades through the fountain and kisses the toe of Mars.

VIBIUS

Tradition. He watches over us.

Juba steps up and kisses the toe.

VIBIUS

(to Maximus)

Oh go on, it won't kill you.

Maximus kisses the toe as well.

PROXIMO

(calling to them)

Stop that! You'll get some monstrous disease and then you'll be worth nothing to me!

Guards come and lead them to their cells, which line one side of the courtyard.

INT. PROXIMO'S COMPOUND - CELL - NIGHT

Later. Maximus and Juba again share a cell. It is more comfortable than their cell in Morocco, befitting Maximus' new status as one of the "stars." A high, barred window on one wall opens to the city. Another barred window is directly over them, twenty feet above.

Maximus pulls himself up to the side window, he looks out.

And sees at last... The Colosseum.

It is a breathtaking sight. Monolithic Albert Speer-like columns of light shine up from the Colosseum. It seems to illuminate the whole city and the heavens above.

Maximus drops back to the floor.

JUBA

Do you think it will be much different? Here in Rome?

MAXIMUS

Bigger arena. Same killing.

A beat.

JUBA

Are you scared for tomorrow?

MAXIMUS

No.

A beat.

JUBA

Me too.

A beat.

JUBA

I never thought it would be so easy to kill.

A beat.

JUBA

So you're finally home.

MAXIMUS

This isn't my home.

JUBA

For all Romans... this is home.

A beat.

JUBA

(quietly)
Among my people we honor the soil of

our home. Our ancestors are in that soil. All their dreams live there. I will never see my home again. The soil is dead and no one honors them, so the dreams die.

A beat.

MAXIMUS

Perhaps one day you'll return.

Juba looks at him.

JUBA

How can I go back? I am not what I was. When a man kills for no reason, he has lost himself.

A long beat.

Juba leans his head back and quietly begins to sing. A haunting lament in his native tongue.

EXT. COLOSSEUM - DAY

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

Merchants open stalls in the curved arcade around 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 trawl 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 chariots, they feign indifference to the hooting mob...

Mounted City Guard police units try to retain some order...

Gamblers crowd betting booths and haggle mercilessly...

Finally, we see Maximus and the other gladiators in a slave cart. Maximus watches everything as the slave cart disappears into the Colosseum...

INT. COLOSSEUM - ROUTE TO HOLDING CELLS - DAY

The interior of the Colosseum is a busy world unto itself.

Maximus and the others are lead by Proximo's guards down a long ramp and past countless animal cages. 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 - HOLDING CELLS - DAY

Finally, Proximo's guards lead the gladiators to their holding cells. These cells are right at the edge of the arena. Barred windows offer a sand-level view of the action.

Maximus immediately goes to a window and looks out.

He cannot see much of the entire arena, but what he does see transfixes him.

A band of Christians are huddled together. An eerie silence from the Colosseum but for the prayers of the Christians.

Maximus watches them. One little girl peels past her mother's arm. She sees Maximus. She smiles.

Suddenly a dozen ferocious lions race up a ramp by Maximus -- they roar into the arena --

We do not see the carnage. We watch Maximus' face as we hear the sounds of the slaughter.

And the sound of the roaring crowd.

Maximus finally cannot watch. He drops his head.

INT. COLOSSEUM - TRAINER'S LAIR - DAY

Proximo is with a dozen other gladiator trainers and the Colosseum's orator and majordomo, CASSIUS. They are haggling in an secluded area not far from the arena itself. Huge chalkboards chart the day's matches and wagers and odds.

Colosseum touts continually erase and mark new figures on the chalkboards to keep up with the swiftly changing bouts.

The roar of the lions and the unnerving screams of the Christians can clearly be heard.

CASSIUS

... and the Emperor will have no more animal battles today --

Upset roars from some of the trainers.

TRAINER #1

You promised me a bear match, Cassius!

TRAINER #2

I have ten damned gorillas! You said gorillas yesterday!

CASSIUS

Talk to the man in the imperial box. Who has the next slot...?

(he checks the boards)

-- Lentulus, Gideon, Trebonius and Proximo --

(to Proximo)

-- Nice to have you back, you piratical bastard -- now listen, the Emperor wants the Carthage spectacle.

The four trainers explode in a flurry of resistance --

PROXIMO

No -- have pity, Cassius -- !

TRAINER #3

My men are too good for -- !

CASSIUS

You give us the Carthage match or
lose your spot on the rotation --
but don't worry -- gold is flowing
from the Emperor's fingers.

TRAINER #3

It'll cost you --

PROXIMO

I won't do it for less than 100,000
sesterces -- !

TRAINER #4

120,000! All I have is my best
Thracians!

CASSIUS

(to Proximo)

And I want to see this famous
Spaniard of yours -- his reputation
soars from the provinces. The
people are eager for him --

PROXIMO

I won't throw my Spaniard into a
spectacle! Damn you and damn the
rotation!

CASSIUS

You will and the price will be
90,000 sesterces each --

(to all)

-- which you all know is exorbitant
**-- AND IF YOU EXTORTING BLOOD-WHORES
TRY TO PAWN OFF LESSER FIGHTERS ON
ME I WILL SEE YOU DEAD IN THE ARENA
TOMORROW!**

TRAINER #4

My Thracians are worth -- !

CASSIUS

Give me your best, brothers. They
die before Caesar.

He strides back to the arena. The touts instantly begin making new marks on the boards to represent the mysterious "Carthage Spectacle" as some of the trainers hurry out.

Proximo walks with Trainer #4:

PROXIMO

I give you 30,000 my Spaniard will
kill at least one of your Thracians.

TRAINER #4

30,000?! On a Spaniard?! That
provincial sun has curdled your
brain!

PROXIMO

Then make the wager, you smug
bastard!

They disappear down a dark corridor, negotiating all the while.

INT. COLOSSEUM - HOLDING CELLS - DAY

Maximus, Juba, Vibius and another of Proximo's gladiators are being armed. They all wear mask-like helmets.

Proximo hurries to them.

PROXIMO

All right -- there are three other
teams, four men each --
(to Maximus)
You know what a Thracian looks like?

MAXIMUS

Yes, but --

PROXIMO

Ignore the others -- go for the
Thracians. The sun is to the east
-- over the gate -- keep your back
to the gate and you won't have the
sun.

MAXIMUS

What -- ?

Trumpets begin sounding from the arena.

PROXIMO

Hurry -- !

The guards quickly bustle the four toward a gate leading to a dark tunnel to the arena.

PROXIMO

Die well and we'll sing songs about
you for a generation.

Short swords are shoved into their hands and the gate rises. They are pushed into the dark tunnel leading to the arena. The gate closes behind them.

The four gladiators stand for a moment and then slowly walk down the tunnel to...

EXT. COLOSSEUM - ARENA - DAY

At last we see it.

The mighty Colosseum Arena.

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

It is staggering.

But for Maximus none of this exists. His full attention is focused on one spot alone. The Imperial Box.

He can see Commodus and Lucilla sitting in the box. 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.

Commodus is untouchable.

Meanwhile, three teams move from different entrances to the arena.

As Cassius orates to the crowd:

CASSIUS

This day we reach back to hallowed
antiquity to bring you... THE FALL
OF MIGHTY CARTHAGE...!

(the crowd cheers)

... On the barren armies of the

barbarian Hannibal! Ferocious
mercenaries and warriors of all
brute nations bent on merciless
conquest! 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

But on that illustrious day the Gods
sent against them Rome's greatest
warriors...! The very life-image of
nobility and glorious valor... 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!!

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

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

A chaos of dust -- and the battle is on --

The chariots zoom around the arena -- the archers keeping
up a deadly hail of arrows.

Maximus immediately dives onto a passing chariot and kills
the charioteer and archer -- he dramatically leaps from
the front of the chariot to a lead horse and cuts it free.

And Maximus takes control, we see the General of the Felix
Regiment gloriously alive again as he barks out orders and
leads his gladiators in battle. They follow him
faithfully, his stern commands unquestioned.

His strategies are quick and smart, he makes the
gladiators work together.

This kind of slaughter could last for hours...

We see flashes of the endless battle... Maximus races on
his horse past another chariot, kills the driver, the

chariot smashes into a wall... the sun sinks lower, the shadows on the sand lengthen... areas of the sand are swamps of blood, Juba slips, pulls himself up fighting... Maximus uses Vibius to create a diversion, two chariots collide... the crowd roars... a gladiator is dragged between a chariot and the side wall of the arena... the drummers pound out their relentless tattoo...

Finally...

Maximus is on his horse across from the final chariot.

We can see that Juba and Vibius and a few other gladiators are still alive. The rest of the arena is polluted with the dead and injured.

Maximus spurs his horse and gallops toward the final 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 --

And collide in a flashing explosion of steel --

Maximus sails from his horse -- as the charioteer sails from his chariot --

Maximus lands hard but quickly pulls himself up, he races to the final charioteer. The charioteer is defeated but not dead.

Maximus glances around, all his opponents are defeated.

He stands over the final charioteer. Then he simply tosses down his sword.

The crowd is stunned by this strange act of mercy. But then an enormous roar grows from the crowd -- wave after wave of adulation for the hero of the day.

Maximus looks around, taking it all in.

Then he turns to the Imperial Box.

Maximus slowly walks to before the the Imperial Box. The Praetorian Archers immediately raise their bows, pointing down at him.

Maximus glares up at Commodus through his helmet mask.

Commodus returns his gaze, curious.

The crowd is intrigued, growing quiet. What is going on?

Then Maximus simply turns and begins walking away.

COMMODUS

Slave! Who are you?

The Colosseum is suddenly silent. The Emperor is speaking to a gladiator.

Maximus keeps walking.

COMMODUS

SLAVE! WHO ARE YOU?

Maximus keeps walking, his fists clenched now.

Commodus suddenly grabs a spear from a nearby Praetorian and hurls it with perfect aim -- the crowd gasps -- the spear sails past Maximus -- actually nicking his shoulder -- it slices into the sand ahead of Maximus.

Maximus stops.

COMMODUS

SLAVE! WHO ARE YOU?!

Maximus can hold it no longer. He spins to Commodus -- ripping off his helmet mask -- and THUNDERING:

MAXIMUS

**I AM MAXIMUS MERIDAS, GENERAL OF THE
FELIX REGIMENT OF THE ROMAN ARMY AND
SERVANT TO THE EMPEROR MARCUS
AURELIUS!**

Commodus eyes shoot wide -- Lucilla bolts up -- Gracchus leans forward -- Proximo is stunned -- the crowd is mystified --

MAXIMUS

**I AM FATHER TO A MURDERED SON AND
HUSBAND TO A MURDERED WIFE AND
LANDLORD TO A MURDERED WORLD -- AND
I WILL HAVE VENGEANCE!**

The Praetorian Archers tense their bows -- ready to kill the defiant slave --

But something extraordinary stops them. Almost as one

being the crowd roars -- they leaps to their feet and thrust their thumbs up! They cheer and stomp their approval of Maximus.

Commodus looks around at the people of Rome, amazed.

He finally plasters on a benevolent smile and thrusts his thumb up! The Praetorians lower their bows.

And the crowd cheers. Never in the long, long history of the Colosseum have they ever seen such a thing.

Maximus leads his gladiators out of the arena.

INT. PALACE - THRONE ROOM - NIGHT

To our great surprise, Commodus is not raging. He sits quietly on the polished marble floor in front of a model of the Colosseum. He moves model pieces around in the Colosseum, planning his festival.

Lucilla stands, tense.

COMMODUS

Why is he still alive?

LUCILLA

I don't know.

COMMODUS

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

Lucilla watches her brother cautiously, expecting the explosion. He carefully moves some model pieces in the arena.

COMMODUS

There, that's better. Do you like the platform here?

LUCILLA

Mmm.

COMMODUS

I do too. Simple, elegant...

Lucilla is growing more and more unnerved at Commodus' unusual serenity.

COMMODUS

Father would have wanted something

more ornate but he's dead now.

A beat. Commodus laughs. A beat.

COMMODUS

Maximus Meridas haunts me. I see
Father turning away from me and
gazing at him. How many times did I
suffer that indignity, I wonder?

LUCILLA

What are you going to do?

COMMODUS

I'm going to kill him.

LUCILLA

Good.

COMMODUS

(glances at her)
Oh, you're too clever, Sister.
Don't tell me part of you won't weep
for him.

LUCILLA

When he defies my brother the
Emperor, he defies me. But you
shouldn't send assassins.

COMMODUS

No?

LUCILLA

The people embraced him today. They
will be expecting his next match...
(she kneels next to
him)
... let him die in the arena like
the slave he is. Let the people see
what comes of defying Caesar.

A beat as he looks at her.

COMMODUS

He wounded you deeply, didn't he?
Long ago.

She does not answer.

COMMODUS

Nonetheless, your political acumen

is, as always, unerring.

He picks up a model tiger and puts it in the arena. He looks at the model tiger and smiles.

INT. PROXIMO'S COMPOUND - CELL - NIGHT

Maximus silently awaits Commodus' assassins with Juba. They hear footsteps outside the cell. Maximus stands, preparing for death.

JUBA

(also standing)
I will fight with you.

MAXIMUS

This isn't your battle.

JUBA

Better to die for a friend than to die for gold.

The door swings open and they are surprised to see Proximo sweeping in with a cloaked woman. The woman gives Proximo a bag of money.

PROXIMO

Enjoy yourself, Madame...
(he glances to
Maximus)
General, perform well and there will be riches for you.

He beckons to Juba, they go, shutting the door behind them. The woman pulls off her cloak, it is Lucilla.

Maximus glares at her, his muscles tensing.

LUCILLA

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

Maximus backs up, fighting the urge to strangle her on the spot. He finally bumps into a wall of the cell.

MAXIMUS

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

LUCILLA

Maximus, listen to me --

MAXIMUS

My family were crucified and burnt
while they were still alive.

LUCILLA

I knew nothing of that.

MAXIMUS

(low)
Don't lie to me.

LUCILLA

I wept for them.

MAXIMUS

Don't.

A long, tense moment.

She does not look at him.

LUCILLA

Do you know what it is to be the
daughter of the Emperor? I learned
on the night my father had my
husband killed. I loved my husband
very much. Very... simply. He was
a man who believed in the Republic.
He was a man who thought Marcus
should be tending to Rome and not
conquering the world. One night my
father had him strangled for
conspiring with the Senate. My
father never spoke of it. I never
spoke of it. That is what it is to
be the daughter of Rome.

She finally looks up at Maximus.

LUCILLA

My son will live. He will survive
this cursed bloodline. Rome will
die and the jackals will pick her
clean -- but my son will survive.
Empires come and go. Cities crumble
to dust. Only family matters.

A beat. Despite himself, Maximus is moved.

MAXIMUS

My son was innocent.

LUCILLA

So is mine.

A beat.

MAXIMUS

I want your brother dead.

LUCILLA

So do I.

A beat. Maximus is surprised at her direct answer.

LUCILLA

My son will never be safe while he lives.

A beat.

MAXIMUS

How do you plan it?

LUCILLA

The Senate is with us, and the City Guard. We have growing power in the streets. But we need a leader. Someone the people can --

MAXIMUS

So the crown passes to your son.

LUCILLA

No. So that my son will be safe. So that we may leave this charnel house forever and never look back. Look into my eyes, Maximus, and believe what I say to you...

She rivets him intensely with her eyes.

LUCILLA

By all the Gods, and in the name of my father who loved you, and in the name of the husband I loved... I swear to stand by your side in this now and always.

A beat.

MAXIMUS

What is your son's name?

LUCILLA

Lucius Verus. Like his father.

MAXIMUS

I weep for him.

A long beat. Maximus' cold eyes give away nothing.

Lucilla turns and starts to go. She stops, not looking back.

LUCILLA

Commodus plans to kill you in your next match in the arena. He's planning something. I will pray for you. As I have always done.

She then pulls something from her robes and sets it down, a little bundle wrapped in cloth. She sweeps out. The sound of the door being bolted shut on the other side.

Maximus stands for a moment and then goes to what she has left. He opens the cloth. Inside are his six "ancestor" figures.

He picks up one of the figures. He looks at it deeply, gently feeling along the contours with a finger.

EXT. COLOSSEUM - ARENA - DAY

The Colosseum is again packed. Commodus, Lucilla and her son Lucius are in the Imperial Box.

It is late in the day and teams of slaves are cleaning the arena after a bout. They haul off carcasses and toss down fresh sand.

Meanwhile, Cassius is orating to the crowd:

CASSIUS

... in his majestic charity the Emperor has deigned to this day 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... TIGER 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 - DAY

Proximo stands with Maximus, who is busy strapping on armor.

PROXIMO

Gods! That old Homicide! The Emperor must truly hate you.

MAXIMUS

What can you tell me?

PROXIMO

He cheats.

INT. COLOSSEUM - ARENA - DAY

Tiger waits. He stands in the center of the arena. He has only a traditional short sword. The crowd is breathless with anticipation. As:

CASSIUS

(orating)

And from the rocky promontories and martial bloodlines of Spain... representing the training lyceum of Proximo Antoninus... I give you...

THE WARRIOR MAXIMUS!

The crowd cheers. Maximus appears from his gate. His fans have increased in number considerably. They eagerly crane forward and celebrate him.

Meanwhile, Maximus looks at Tiger. Only one man with a sword? Maximus approaches, cautious but confident.

He stops a few feet from Tiger. They lock eyes, salute each other and then turn to the Imperial Box, raising their swords.

The crowd waits eagerly for the immortal words...

MAXIMUS AND TIGER

We who are about to die salute you.

The crowd cheers and Maximus immediately turns and starts slashing -- Tiger easily blocks and strikes back --

The sword play is very fast -- they block 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 traps 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' momentary confusion and assaults brutally -- forcing him back toward one of the tigers -- the tiger claws for Maximus -- Maximus just evades it 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 battle ground. 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 circles so that the sun stabs into Tiger's eyes -- then Maximus lunges forward under Tiger's swinging sword and SLAMS into him -- they fall -- a tiger swats at Maximus' face -- he jerks his head back -- he shoots out a leg and kicks Tiger's sword toward one of the tigers -- it is out of reach -- 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 -- the tiger crashes into him -- its claws slashing into his back, cutting through his leather armor -- Maximus shoves an armored forearm into the tiger's jaws and stabs with his sword --

Tiger takes this chance to pull himself up -- one of his corners throws him another sword -- the crowd boos --

Maximus wrestles with the tiger -- spinning it around with superhuman effort so it is always between himself and Tiger -- so that Tiger can't get at him --

Maximus finally kills the tiger and leaps for Tiger -- he quickly disarms him and tosses him to the ground --

Maximus stands over him -- ready to administer the coup de grace.

All eyes turn to the Emperor.

Commodus 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 defiantly tosses the sword to the ground, refusing to kill Tiger.

Commodus is stunned.

The crowd gasps -- a collective intake of breath -- and then an enormous roar building. It cascades around the Colosseum. It is a roaring celebration of the unexpected act of mercy. And the delicious act of defiance of the Emperor.

Commodus slowly sits.

Maximus walks across the arena -- the people stand and cheer for him. Cries of "Maximus the Merciful" can be heard.

It is the birth of a hero.

INT. COLOSSEUM - HOLDING CELLS - DAY

Maximus is resting in his cell after the battle, head down, deep in thought.

LUCIUS' VOICE

Is it true you're a General...?

Maximus looks up, Lucius is standing at his cell. Maximus has no idea who the boy is -- just another young fan -- but Maximus is immediately struck by Lucius' resemblance to his own son.

MAXIMUS

I was a General.

LUCIUS

I saw you fight. The Carthage battle too. I've never seen so much courage.

MAXIMUS

It doesn't take courage to kill.

LUCIUS

My father was killed.

A beat.

MAXIMUS

I'm sorry.

LUCIUS

He still comes to me in my dreams. Do you have a father?

MAXIMUS

I had a father. He wasn't really my father but I cared for him very much.

LUCIUS

I hope he comes to you in your dreams. My father and I ride horses in mine.

These simple words strike something deep in Maximus.

Lucilla appears from the shadows and puts her hands on Lucius' shoulders.

LUCILLA

Lucius, run along now. I need to talk to the General.

Lucius runs off to his Male ATTENDANT, who leads him away.

A long beat as Maximus and Lucilla look at each other.

Finally:

MAXIMUS

Where is my army?

A drum beat is heard. It increases throughout the following scenes, building momentum like a Roman gallery accelerating to ramming speed.

The conspiracy scenes are enclosed in a montage of scenes in and around the arena showing Maximus' growing popularity with the People of Rome...

EXT. COLOSSEUM - ARENA - DAY

Maximus is fighting an opponent.

The drums continue...

INT. THE SENATE - DAY

Lucilla conspires with Senators Gracchus and Gaius and Captain Marcellus in a dark corner of the Senate. Whispers.

LUCILLA

... Maximus will summon his army from Ostia and he will strike from the inside as his army strikes from the outside. But he insists that the Senate be present.

GAIUS

We've been ordered to attend.

LUCILLA

How many are with us?

GRACCHUS

About half. But once the tyrant is dead. All.

A beat.

GRACCHUS

I want to meet him.

LUCILLA

I'll arrange it.

GAIUS

And what of the Emperor?

A beat.

LUCILLA

He has withdrawn. He's not eating.
He doesn't go out. He won't even
see me... I don't know what tempests
rage within him but...

GRACCHUS

We should fear for the blackest
storm.

LUCILLA

Yes.

A beat.

GAIUS

One question... who is to be the
actual Regicide?

A beat. She glances at him.

The drums continue...

EXT. COLOSSEUM - ARENA - DAY

Maximus defeats his opponent. He stands over him. He
does not kill him.

He tosses his sword down and walks away. The crowd goes
crazy, roaring their approval of Maximus.

Senator Falco, sits in the stands and watches with some
alarm. He glances around as the crowd exalts Maximus. He
is becoming a hero to the people.

The drums continue...

INT. COLOSSEUM - HOLDING CELLS - DAY

Maximus returns to the holding cells. Vibius and Juba are
waiting.

VIBIUS

You didn't kill him.

MAXIMUS

I will not kill another warrior.
There is no honor to it.

Maximus goes. Vibius thinks about it, listening to the adulation of the crowd.

The drums continue...

INT./ EXT. SLAVE WAGON - ROMAN STREETS - DAY

Maximus and the other gladiators are in a slave cart on the way from the arena. A gang of children run alongside the cart, cheering and chanting:

KIDS

Maximus the Merciful! Maximus the
Merciful!

The drums continue...

INT. PROXIMO'S COMPOUND - CELL - NIGHT

Maximus and Juba are with Lucilla and Gracchus. Lucilla is writing on a piece of parchment.

MAXIMUS

Tell him we will enter Rome on the
first day of Commodus' festival.

LUCILLA

And they will march on Rome for you?

MAXIMUS

Yes. But this letter must go to the
lieutenant named Titus, no one else.

LUCILLA

Captain Marcellus will take it. And
his City Guard will be with you when
you get to Rome. Is that enough to
face the Praetorian Guard?

MAXIMUS

(looks to her)
The Felix Regiment will never be
defeated.

A beat.

GRACCHUS

I only have one question for you,
General... Why?

A beat.

GRACCHUS

You will lead an army of your
brothers on Rome. Many will die.
Why?

MAXIMUS

I want Commodus dead.

GRACCHUS

That's not the reason. Tell me the
truth.

A beat.

MAXIMUS

Because one night an old man
whispered to me about a dream. I
will die for that dream.

A long beat.

GRACCHUS

I knew the old man well. And I
loved him very much. In our youth
we would spend hours building that
dream together. After he went to
the wars and lost his way... I was
very cruel. I tormented him to
remember that dream we spoke of.

MAXIMUS

He did.

GRACCHUS

You can have no idea how much that
means to me.

A beat.

GRACCHUS

Any man who will die for a whispered
dream deserves my respect. I honor
you, General.

The drums continue...

EXT. COLOSSEUM - ARENA - DAY

Vibius defeats an opponent -- he stands over him. He looks around at the crowd. Then he tosses down his sword and walks off.

The crowd goes mad with pleasure. Vibius eats it up, raising his arms and soaking up the applause.

Maximus watches from the holding cells. He smiles.

The drums continue...

EXT. STREET - NIGHT

Proximo supervises as a huge banner is unfurled. It covers the side of a tall building.

It shows a dramatic painting of Maximus.

Proximo supervises happily as torches and braziers are lit to illuminate the mammoth banner.

The drums continue...

EXT. COLOSSEUM - ARENA - DAY

The ending of a group fight -- Proximo's gladiators triumphant.

The crowd waits for the delicious act of defiance. We note many placard and banners honoring "MAXIMUS THE **MERCIFUL.**"

Maximus, Vibius, Juba and a few other gladiators toss down their weapons and walk off, leaving their opponents alive.

The crowd roars. They have completely embraced Maximus and his fellow gladiators.

Gracchus, in the stands, laughs.

The drums finally conclude.

INT. PALACE - LUCILLA'S CHAMBER - DAY

Lucilla is with her HANDMAIDEN. They sit before a large mirror, the Handmaiden perfecting Lucilla's makeup for the day.

One of Commodus' Centurion Body Guards enters, bows.

CENTURION

Madame, the Emperor would like to see you.

Lucilla quickly glances to her Handmaiden in the mirror and then braces herself, stands, and quickly leaves with the Centurion.

INT. PALACE - HALLWAY - DAY

Lucilla strides quickly, nervously, down the long corridor to Commodus' chambers. She enters...

INT. PALACE - COMMODUS' BEDROOM - DAY

Commodus is wrapped in a sheet, gazing out a window.

LUCILLA

Caesar...

He turns. She stops.

He looks as if he has not slept for days. If a word could now sum up his clouded face it is this: tormented.

She goes to him, embraces him. He holds her tightly.

COMMODUS

I am sorry to have kept you away...
I needed this time to think...

LUCILLA

Of course...

He moves away from her, slowly moving around the room.

COMMODUS

I limited my world to these four walls so as to let my mind free... again and again my mind settles on but one question... What kind of world are we making when the people of Rome prefer a slave in the arena to their father?

A beat. Commodus' strange philosophical bent is unnerving Lucilla.

COMMODUS

It is my responsibility to make the world as it should be. How is it I have made this world?

LUCILLA

Brother, do not be influenced by the mob. They are a great, faceless beast --

COMMODUS

They are not "the mob," Lucilla, they are the people. They are my children and all I want to do is love them.

A beat. He stands before a bust of Marcus Aurelius. He touches it.

COMMODUS

Our father loved Maximus... and I love him still... yet he defies me, he tasks me in front of my children. And they love him for it. Just as Marcus loved him for it. Tell me why, Lucilla.

LUCILLA

They see themselves in him. They throw in their own sad dreams alongside his. They think he fights for them.

COMMODUS

And what do I do but fight for them?! I give them games to please them. I strangle dissent to give them peace. I empower the Praetorians to give them order. What more can I do?!

A beat.

COMMODUS

Say I should fight him, in the arena. Let my children see who the Gods truly favor.

LUCILLA

And what if he should win?

A beat.

Commodus continues to slowly move around the room.

COMMODUS

A God is more powerful than a man...

This odd statement hangs in the air for a moment. Then:

LUCILLA

Caesar, you let this unduly worry
you. At best he is a passing fancy
-- he is a name, an image on a
banner, ephemeral -- he will be
forgotten as the next fancy
appears --

COMMODUS

But I need to know -- why do they
love him?

LUCILLA

Mercy.

He stops. Looks at her.

LUCILLA

He will not kill in the arena. He
is merciful. As they all wish they
were in their own hearts.

Something in her words has struck a chord in him.

COMMODUS

And for that moment in the arena
they are merciful too. For a
moment... they are Gods. Offering
life.

He looks at her.

COMMODUS

But who can be more merciful than
the Emperor of Rome?

EXT. COLOSSEUM - ARENA - DAY

Maximus is fighting a thick GIANT of a man. A few quick
blows and the Giant falls -- like a mighty tree he crashes
to the sand.

The arena cheers their hero.

Maximus stands over the beaten Giant. The crowd waits for
the famous act.

Maximus salutes the Giant and tosses down his sword,
refusing to kill. He walks away.

The arena explodes in cheers -- a chant of "Maximus the Merciful" grows to deafening proportions.

Suddenly the arena is filled with Praetorians -- they block Maximus' exit from the arena -- 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. He carries something wrapped in a rich cloth. Maximus glares at him.

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

Maximus and Commodus stare at each other. The crowd cannot hear what is said, but strain to observe this incredible confrontation.

COMMODUS

Brother... we've taken a sad path
since we were children at Capri,
have we not?

Maximus doesn't answer.

COMMODUS

For my own part... I am sorry it
came to this. And to you alone of
all men, I acknowledge my errors.
And my regret. I shall live with my
sin for all my days.

MAXIMUS

As will I, Commodus. As will I.

Commodus unwraps the cloth bundle. Inside is a small wooden sword. He holds it up so the crowd can see.

A collective gasp. The wooden sword, prized by all gladiators above all else. Freedom.

COMMODUS

As the first act of my contrition I
offer you the wooden sword of
freedom.

He holds out the wooden sword. A beat.

COMMODUS

Take it, brother. Stand at my side
as a free man worthy of your
ancestors.

MAXIMUS

I only have ancestors because of
you, brother. You killed everything
that ever lived alongside me.

A beat.

COMMODUS

Take it, Maximus. Let us heal that
fatal wound together.

MAXIMUS

This is the new home you cursed me
to. And I am safer here from your
treachery than I could ever be
outside.

COMMODUS

Will you always mistrust me?

MAXIMUS

Why don't you ask your father that?

Commodus visibly flinches at that, but still holds the
wooden sword out. The crowd is breathless.

MAXIMUS

I have more power as a slave in the
arena than I could ever have as a
free man. As the Colosseum goes,
the people go. As the people go,
the Empire goes.

COMMODUS

(tense)

You think this is power? I could
show you power, slave --

MAXIMUS

No, Caesar... I will show you.

With that, Maximus does the unimaginable. He simply turns
his back on the Emperor and walks away.

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

And, equally, they deride the Emperor. They mock him by holding out food and trash like Commodus is holding out the wooden sword. They laugh and jeer.

Commodus glances around at his children, lost.

Then he turns to the Imperial Box. He sees Lucilla slipping out the back of the box. He watches her go.

And the crowd continues to jeer.

EXT. STREET THEATER - NIGHT

The crowd laughs riotously as Roman Actors perform a typically ribald comedy in a secluded street:

An outrageously dressed version of Maximus is parading around on an outrageously dressed version of Commodus, riding him like a donkey and slapping his rear with a wooden sword. The "Commodus" actor mews and brays and wails like an infant.

Captain Marcellus of the City Guard gallops past them, on his way out of Rome.

EXT. PROXIMO'S COMPOUND - COURTYARD - DAY

Maximus stands with Juba and Vibius. He draws a circle in the sand with a stick. He draws a line to the circle.

MAXIMUS

The Felix Regiment will come from here. We'll face the body of the Praetorians outside -- here. Once inside, my archers will take up position to counter opposition inside the Colosseum. I'll enter and join you -- we'll attack here --

Maximus draws a line to the Imperial Box.

MAXIMUS

-- a covert assault from within.

VIBIUS

We'll be killed.

MAXIMUS

Probably.

A beat.

MAXIMUS

But if we aren't... think of the
glory. Do you remember glory,
Gladiator?

JUBA

And if we die that day -- we die
free men worthy of our ancestors.

VIBIUS

You didn't know my ancestors. A
rotten bunch.

Maximus points to the huge statue of Mars.

MAXIMUS

Then be worthy of him. The old
Titan who would rather die bravely
in a just battle than slink off to
grow old and fat.

JUBA

And impotent.

A beat. Vibius thinks about it.

VIBIUS

If I die, I want a hundred whores at
my funeral.

INT. PALACE - LUCILLA'S CHAMBERS - EVENING

Commodus sweeps in. Thinks Lucilla is standing there.
The woman turns, it is Lucilla's Handmaiden.

COMMODUS

Where is my sister?

HANDMAIDEN

She's out, sir...

COMMODUS

Where?

HANDMAIDEN

I... don't know, Caesar.

Commodus looks at her for a moment.

And then he slowly walks right to her. His face an inch
away from hers.

COMMODUS

Where is my sister?

INT. PROXIMO'S COMPOUND - PROXIMO'S CHAMBER - NIGHT

Proximo sits, considering Maximus.

MAXIMUS

Was it Centurion...? General...?

PROXIMO

Captain.

A beat.

PROXIMO

How did you know?

MAXIMUS

A soldier knows a soldier.

A beat.

PROXIMO

All that was a long time ago. Too much wine and too many women. And too much money.

MAXIMUS

No --

PROXIMO

This is who I am...

(he pats his ample belly)

You see? There was a time I would stand against ten men and never give an inch, spitting into the jaws of Hades all the while. There was a time my heart swelled to strap on the armor of Rome. But now...

Something flashes across Proximo's eyes, something like tragedy.

PROXIMO

Now I am just an entertainer.

A pause.

MAXIMUS

You said something to me once. You said in this life, we all die. All we can choose is how we die. And how we are remembered. Do you recall those words?

PROXIMO

Yes.

MAXIMUS

Then be remembered proudly. This is your time, Proximo. Stand at my side and be what you were. What you truly are. One last time.

A beat.

Proximo suddenly begins to weep rather histrionically -- Maximus is a bit taken aback -- Proximo dramatically flicks tears from his eyes -- and then can't keep the show up -- he bursts into laughter.

Maximus stares at him.

PROXIMO

(laughing)

You might have spared yourself the speech, General. The lady Lucilla bought all my gladiators two hours ago!

MAXIMUS

You pox-ridden bastard -- !

PROXIMO

I am the richest trainer in the Empire! And I will let my gladiators do anything you like! Conspire away, General!

Maximus can only laugh as well.

PROXIMO

But I tell you -- if you survive this madness I want you to go into business with me. I'll give you a quarter of my holdings.

MAXIMUS

(standing)

A quarter?!

PROXIMO

A third. And not a hair more. And you'll have to start in the provinces! Cleaning up the lion shit!

MAXIMUS

You know, if you were half so awful as you pretend, you'd be a terrifying man.

Maximus shakes his head, smiling, and goes.

Proximo sits for a moment.

Then he rises and goes to a heavy chest. He looks at the chest for a moment and then opens it.

Inside is his old Lorica Segmentata. He gazes at his armor, considering what he once was. And what he now is.

INT. PROXIMO'S COMPOUND - CELL - NIGHT

Maximus enters. Lucilla is waiting, extremely tense.

MAXIMUS

Lucilla --

LUCILLA

Don't even say it. I know it's dangerous -- but I had to see you. Captain Marcellus has gone to the army with your message as you instructed.

MAXIMUS

Good.

LUCILLA

He says the City Guard will be ready at the south road at noon. They can only wait for an hour so --

MAXIMUS

You've told me this already.

LUCILLA

Did I? All right then. So everything is prepared. The Senate will be in attendance and you have your gladiators -- the usual cohort of Praetorians will be inside the

arena --

MAXIMUS

Lucilla... why are you here?

A pause.

LUCILLA

Tell me honestly... please... do you think it will work?

A beat.

MAXIMUS

No.

LUCILLA

Do you think we'll all die?

MAXIMUS

Yes.

She leans against a wall.

A pause.

LUCILLA

Will you swear something to me?

MAXIMUS

Yes.

LUCILLA

Will you swear it on the memory of your son?

A long beat.

MAXIMUS

Yes.

LUCILLA

By all that you have ever loved... swear that if you survive you will take my son out of Rome. Swear that you will go far away and never return.

He steps to her.

MAXIMUS

(deeply)

I will.

A beat.

MAXIMUS

And if I should not survive... swear
to me that you will honor my family
in your prayers always.

LUCILLA

I will.

A long, difficult beat. She fights back tears.

LUCILLA

Had I not been the daughter of
Rome...

He puts a gentle finger to her lips.

MAXIMUS

Shhh... my heart breaks enough.

He holds her closely, tenderly.

INT. PALACE - LUCILLA'S CHAMBERS - NIGHT

Lucilla enters, deep in thought, still drained from her
meeting with Maximus.

She suddenly stops. Frozen.

Commodus is sitting across the chamber, Lucius at his
knee. An open scroll on Commodus' lap.

COMMODUS

Sister... join us. I've been
reading to dear Lucius.

LUCIUS

I've been reading too.

COMMODUS

Yes, he's a very smart little boy.
He'll make a grand Emperor one day.

Lucilla has not moved.

COMMODUS

Join us, sister.

Lucilla goes to them, sits.

COMMODUS

We've been reading about the great Julius and his adventures in Egypt.

LUCIUS

She 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 to
Lucilla)

... by his own blood... they whispered in dark corners and went out late at night and conspired and conspired...

Lucilla 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

But the Emperor Claudius knew that they were up to something dire. He knew they were busy little bees. And one night he sat down with one of them and he looked at her and he said: "Tell me what you have been doing, busy little bee, or I shall strike down those dearest to you. You shall watch as I bathe in their blood." And the bee knew he spoke the truth, for the Emperor always speaks the truth. And what do you think happened then, Lucius?

LUCIUS

(still pouring over
the scrolls)

I don't know, Uncle.

COMMODUS

(glaring at Lucilla)

The bee told him everything.

Lucilla's face is tortured.

INT. PROXIMO'S COMPOUND - PROXIMO'S CHAMBER - NIGHT

Proximo is asleep -- a sound outside wakes him -- the steady clip-clop of horses on stone. A lot of horses.

He rises and goes to a window overlooking the street outside.

A stern Praetorian Guard cavalry unit is cantering into position at his gates. Proximo grabs his clothes --

EXT. PROXIMO'S COMPOUND - NIGHT

With cool military precision the Praetorians take up position at the gates before Proximo's compound, an unassailable line. They quickly prepare their bows.

Meanwhile, another Praetorian unit has taken up position at the other end of Proximo's compound -- sealing that entrance as well.

EXT. PROXIMO'S COMPOUND - COURTYARD - NIGHT

Proximo is hurrying across his open courtyard when the first flaming arrow arches into the compound -- it is followed by hundreds more --

The Praetorians on either end of his compound keep up a ceaseless hail of flaming arrows -- everything begins to burn -- the caged gladiators are stirring now -- shouting --

Proximo races to his panicked guards --

PROXIMO

Release them! Release them all!

ARM THEM!

The guards sprint to the cells -- unlocking the gladiators as quickly as they can --

Not quick enough for many -- Praetorians are now pouring pitch through the gutter that runs along the bottom of the cells -- igniting it and incinerating all those trapped inside --

The compound is soon a raging inferno --

Proximo releases Maximus and Juba --

PROXIMO

Come --

MAXIMUS

But --

PROXIMO

If you want to live -- follow me --

VIBIUS

(calling to them)

Go, Spaniard! We'll show these
Roman dogs how gladiators fight!

Proximo hauls Maximus and Juba off as Vibius and the other
gladiators arm themselves --

INT. TUNNELS - NIGHT

Proximo is leading Maximus and Juba quickly through a
decaying cramped tunnel.

PROXIMO

All the old gladiator schools have
tunnels to the Colosseum -- most
have long since collapsed --

JUBA

How did they know?

MAXIMUS

We were betrayed.

JUBA

(stops)

I'll stay here. In case they
follow.

Maximus stops as well.

JUBA

Go! Bring us the army!

Maximus nods.

PROXIMO

Quickly --

He leads Maximus down the disintegrating catacomb of
tunnels --

EXT. PROXIMO'S COMPOUND - NIGHT

Vibius hoped to die fighting -- he never got the chance.

It is not a battle, it is a slaughter.

The Praetorians ruthlessly shoot anyone even approaching the gates -- all the walls are covered -- most of the gladiators die in the hellish inferno -- the relentless rain of flaming arrows continues --

Vibius coughs in the thick smoke and rages for someone to fight -- Praetorian snipers cut him down -- he dies reaching for the statue of Mars.

INT. COLOSSEUM - SUBTERRANEAN - NIGHT

Proximo and Maximus emerge deep in the bowels of the Colosseum.

PROXIMO

(points)

Down that corridor is the butchery
-- the blood sloughs lead to the
Tiber. Gods watch over you.

MAXIMUS

You're not coming?

PROXIMO

They are killing my men!

He races back into the tunnel.

Maximus moves quickly down the corridor. He can finally see...

INT. COLOSSEUM - BUTCHERY - NIGHT

Grisly carcasses of every description hang from hooks. Two bored butchers hack them up. The good bits are tossed into a wagon to fed to the Colosseum animals. The waste and offal are shoveled into a large sewer opening. A butcher occasionally lifts a sluice-gate and a gush of water flows into the sewer from above, washing down the blood and carcasses.

Maximus crouches and creeps through the nightmare of hanging carcasses and flies.

When the butchers are looking elsewhere, Maximus creeps to the sewer opening and climbs in -- he immediately slides

down for a few yards in the slanting, slippery blood sluice -- out of sight --

Then he thuds to a stop. He can go no further because the remains of an animal carcass blocks his way. He tries to slither past the carcass --

Finally, one of the butchers above lifts the sluice-gate and a torrent of water flows down.

Maximus is washed down the hideous sewer.

INT. TUNNELS - NIGHT

Proximo and Juba are quickly marching back down the tunnel toward the compound -- they are very close now -- the roar of flame is heard -- the creak of falling timber -- and the screams of burning men. They run.

They round a corner and see there is no way past the world of flame ahead of them. The tunnel to the compound has collapsed.

PROXIMO

Gods... they're killing them all.

Proximo leads them up a cramped stairway to...

EXT. STREET OUTSIDE PROXIMO'S COMPOUND - NIGHT

They emerge through a sewer entrance -- right into the arms of the Praetorian Guard. Proximo and Juba are bound. Proximo sees his compound burning. Sees the Praetorian archers taking out any last survivors. Hears the screams.

INT./ EXT. VARIOUS LOCATIONS - ARREST MONTAGE - NIGHT

A quick sequence of brutal arrests as Praetorian Guard units round up many associated with the plot. And many that are not.

GAIUS' BEDROOM: Gaius and his wife are yanked awake and hauled out.

CHRISTIAN HOME: A congregation of Christians is chained together, their secret altar smashed.

CAFE: Greek Scholars are hauled away from their scrolls.

STREET THEATER: Actors are dragged off in the midst of a performance.

GRACCHUS' STEAM ROOM: Gracchus is enjoying grapes with his handsome catamite. A unit of Praetorian bursts in. Gracchus looks at them. Sighs.

INT. PALACE - THRONE ROOM - NIGHT

Commodus stands with Lucius on a balcony overlooking the city.

The roaring flames of the fire at Proximo's compound can easily be seen.

LUCIUS

What is that fire?

COMMODUS

Why that's a bonfire, Lucius. I arranged it just for you.

He puts his hand on the boy's shoulder.

Behind them, Lucilla sits slumped in a chair. Her face is a mask of anguish at what she has been forced to do.

Two Praetorians enter with a bucket.

PRAETORIAN

Caesar...

Commodus goes to them. He talks quietly with them for a moment and glances at what they are carrying.

COMMODUS

Oh... that's for my sister.

They bring the bucket to Lucilla and set it before her.

Commodus ignores her and goes back to Lucius on the balcony.

Lucilla glances inside the bucket...

Captain Marcellus' head is floating in brine. Lucilla moans. All is lost.

EXT. TIBER RIVER - NIGHT

Maximus splashes to the surface of the filthy Tiber, gasping for air.

Animal carcasses float up next to him. He grabs onto one and floats down the gently flowing river.

EXT. ITALIAN FRONT - CAMP - DAWN

The Wolf of Rome sleeps. Then its ears rise. Then its head. It sniffs the air. The wolf slowly rises and begins loping through the camp.

It passes slumbering soldiers and tents, smoke lazily drifting up from campfires.

The wolf finally stops and looks up.

Maximus is on a horse. He climbs down. The wolf goes to him and licks his hand.

Maximus begins marching through the camp, the wolf at his side. Soldiers stir, amazed to see their General is alive.

Gallus leaps up, stunned, and goes to Maximus. They continue to march through the camp, more and more astonished soldiers joining them.

They march toward the large tents at the center of the encampment.

Titus emerges from his tent. Slams to a stop --

TITUS

By all the Gods...

He goes to Maximus and embraces him.

MAXIMUS

Old friend...

TITUS

You're returned from Hades! By all the Gods!

MAXIMUS

Where is he?

Just then Quintus emerges from the largest tent. He stares at Maximus, unbelieving.

A long beat as they look at each other.

Quintus knows his destiny. With quiet dignity he begins whispering a prayer. Maximus moves to him, embracing him:

MAXIMUS

I forgive you.

He stabs Quintus with a dagger as he embraces him.
Quintus falls.

A beat.

Titus goes to the dead Quintus and pulls the seal of
office from his uniform. He hands it to Maximus.

An enormous roar of celebration from the Felix Regiment.

INT. PALACE - COMMODUS' BEDROOM - MORNING

A castrati choir sings a gentle hymn of celebration.
Their eerie voices and otherworldly harmonies undulate
around Commodus' bedroom.

The Emperor himself is in a chair, wrapped in a robe. His
body slaves work over him closely.

He is staring into a mirror, lost in another world as the
slaves carefully apply golden eye makeup to him.

The castrati hymn continues...

EXT. OUTSIDE THE COLOSSEUM - DAY

The hymn is all we hear as we see crowds moving into the
Colosseum...

It seems that all of Rome is here for this great day.
Huge throngs of citizens move like a massive wave toward
the Colosseum entrances. Vendors are doing brisk
business. Praetorian units in full dress uniform canter
past.

We elegantly float up along the outer tiers of the
Colosseum and then glide over the edge to see the arena
stands...

EXT. COLOSSEUM - DAY

The hymn is all we hear as we see...

The stands are filling. We see the rich and poor alike.
We see the orator Cassius. We see Senator Falco and most
of the Senate. We see the cohort of fifty Praetorian
taking up position around the Imperial Box.

A golden platform, with stairs down to the arena sand, now
extends about twenty feet from the Imperial Box to a spot

over the arena.

We float down the stairs and then we see the arena itself...

It is stunning in its simplicity.

The days victims are tied to posts in the center of the arena. Suspended above them is an enormous cloud. A thick, tumescent bladder painted to look like a threatening rain cloud.

We see Proximo and Juba. We see Senators Gracchus and Gaius. We see Gaius' wife and Gracchus catamite and Christian families and scholars and actors.

Seven stylized hills surround them.

The hymn comes to its soaring conclusion as we see the damned.

TIME CUT:

Later. By now, the Colosseum is packed. All fifty-five thousand seats are taken. Another ten thousand stand wherever they can. A feral anticipation buzzes through the crowd.

Outside the Colosseum, the streets are crowded with thousands more who couldn't get in.

Trumpets blare.

Commodus' six Centurion Body Guards stride into the Imperial Box.

Then Commodus enters. He is shrouded in a full lion's skin, the head of the lion concealing his own. His head is down, he does not look up.

Lucilla and Lucius enter after him and sit. Lucilla's face is drained, her eyes defeated. Lucius is wearing a miniature set of Lorica Segmentata, complete with ceremonial dagger.

EXT. ROMAN STREET - DAY

A mangy dog is slowly crossing a dusty street on the outskirts of Rome. The street is deserted. It seems that almost everyone is at the Colosseum.

The dog stops. Looks up.

Then a sound is heard. The steady cadence of horses' hooves.

The Felix Regiment rounds a corner. Maximus leads the cavalry. He wears Lorica Segmentata. His corps of archers and soldiers follow. They troop down the dusty street.

Maximus and the cavalry canter past the mystified dog.

QUICK CUTS:

The Felix Regiment moves through the streets. The few pedestrians quickly disappear into shops and around corners. The roar of the Colosseum can be heard far in the distance...

Arrows slice into isolated Praetorian sentries. The Felix Regiment continues its stealth invasion...

Finally, Maximus reins his horse and his troops stop.

The mounted City Guard are waiting.

Without a word, the City Guard joins Maximus and the two combined forces continue their inexorable march to the Colosseum.

EXT. COLOSSEUM - DAY

Commodus, still swathed in the lion skin, his head down, slowly walks out on the platform that now extends from the Imperial Box.

The crowd grows hushed.

Commodus reaches the end of the platform and waits for a moment. Then he dramatically flings off the lion skin.

The crowd gasps.

He is almost naked, his entire chiseled body is painted in gold. His eyes are lost in an eerie reverie as he looks around at his people.

He finally speaks:

COMMODUS

(serene)

Rome... This is the day that was foretold. This is the day when your

father takes away all fear...
(he holds up his
hands)

With these hands I shall destroy
your enemies so that you may sleep
always and forever in peace. From
this day forth let it be known that
I, Lucius Aelius Aurelius Commodus,
have surmounted mortality. That I,
Lucius Aelius Aurelius Commodus,
assume my destined place... at the
side of the Gods.

The crowd is stunned. A few scattered laughs.

Lucilla stares at him, disbelieving.

COMMODUS

And as a righteous God, I shall ever
protect you. I shall cradle the
world on my benevolent hands and
clasp it to my heart. So I have
spoken! And let the heavens tremble
at my might!

EXT. ROMAN STREETS - DAY

Maximus continues to lead the combined Felix Regiment and
City Guard cavalry through the streets. The roaring is
closer now. They are nearing the Colosseum, they can just
glimpse the edge of the top tier over some building.

EXT. COLOSSEUM - DAY

Commodus continues:

COMMODUS

This day I reclaim Rome for her
people. I shall give you the
rebirth of your Empire! Reborn and
cleansed of her enemies!

He raises his arms. At his cue the Praetorian archers
raise their bows, ready, aiming at the victims.

COMMODUS

I will make a new Rome! Founded as
it was at the beginning! Archers --
GIVE US BLOOD!

The Praetorians suddenly point their bows higher and
fire --

They shoot the cloud -- the bladder EXPLODES and thick blood rains down on the victims -- the blood splashes over them, coating them.

EXT. OUTSIDE COLOSSEUM - DAY

The roar from the Colosseum is now deafening as Maximus and the City Guard round the final corner -- the Colosseum is before them -- the massive Praetorian Guard force is caught of guard -- with crisp military efficiency the Felix Regiment and the City Guard quickly canter into place, an unbroken line of seasoned warriors facing the Praetorians.

The huge mob outside the Colosseum is confused, intrigued, watching the face-off. The mounted archers of the Felix Regiment have drawn their bows.

Maximus looks down from his horse at a Praetorian Officer.

MAXIMUS

Throw down your weapons or we will
kill you.

A beat.

The Praetorian Officer glances at the formidable force against him. He drops his sword. His men follow suit.

MAXIMUS

(he turns to his men)

**FELIX REGIMENT! DO HONOR TO YOUR
ANCESTORS! I SALUTE YOU!**

He spurs his horse and the Felix Regiment roars, springing into action -- they gallop through the crowd and to the Colosseum -- meanwhile the City Guard disarm and guard the Praetorian --

EXT. COLOSSEUM - DAY

Commodus continues:

COMMODUS

As it was at the beginning so is it
now. The great She-Wolf of Rome
will again suckle us, again ravage
our enemies -- AND BRING US A WORLD
REBORN!

At his cue, two elevator platforms rumble into view,

rising from the bowels of the Colosseum to the arena sand.

On each platform is a cage full of ferocious wolves, they snap and growl, straining to be released.

COMMODUS

So it was for Romulus and Remus,
sons of Mars, so shall it be for us!
The great She-Wolf will --

Suddenly -- the huge wooden doors of the arena burst open and Maximus leads the Felix Regiment cavalry thundering into the arena.

The crowd is stunned -- Commodus is stunned -- Lucilla bolts up --

Commodus immediately spins to Lucilla, his eyes burning --

His Praetorian are momentarily confused --

At Gallus' command the Felix Regiment archers let fly -- multiple arrows and bolts cut through most of the Praetorians -- some confusing skirmishes as the remaining Praetorians fire back --

Maximus leaps from his horse and begins cutting the prisoners free --

Meanwhile, Commodus strides back down the platform toward Lucilla in the Imperial Box, murder in his eyes --

She suddenly hugs Lucius quickly and kisses him --

LUCILLA

Remember your mother.

She pulls the ceremonial dagger from his little uniform and pushes him to his attendant -- his attendant pulls him away as --

Lucilla spins to Commodus -- he grabs her into an embrace -- he turns the knife on her -- thrusting deeply as he kisses her --

A long kiss as he holds her tightly to him. Then he gently sits her down on her throne. Her eyes wide, dying.

One of Commodus' Body Guards grabs him:

CENTURION BODY GUARD

Caesar -- we must go -- !

Commodus' six Centurion Body Guards begin hustling him out of the Imperial Box --

COMMODUS

GET THE BOY!

He grabs Lucius from his attendant and drags him off --

They try to escape out the back of the Imperial Box -- but Felix Regiment troops are blocking their way -- racing up toward them --

CENTURION BODY GUARD

THIS WAY, CAESAR!

Below, through the confusion, Maximus sees Commodus escaping with Lucius down through a side tunnel.

Maximus cuts Juba and Proximo free. Juba immediately snatches up a sword. Maximus quickly offers a sword to Proximo.

MAXIMUS

Captain?

Proximo takes the sword.

MAXIMUS

(re: Commodus and
the others)

Where are they going?!

PROXIMO

This way!

They race across the arena and into a tunnel...

INT. COLOSSEUM - BOWELS - DAY

Proximo leads them through a series of catacombs -- damp tunnels shoot off in every direction -- everywhere around them the heavy machinery of the games rise like mammoth creatures to the arena above -- a baroque network of ropes and pulleys and counterweights and elevator platforms and air shafts and blood sewers -- And they suddenly run directly into Commodus, dragging Lucius, and his six Centurions coming the other direction.

The final battle begins with no preamble --

Maximus launches himself forward -- instantly separating

Commodus and Lucius -- he slams at Commodus with his sword
-- Commodus slams back --

Proximo and Juba race into the six Centurions -- a wild
free-for-all as they prove their worth as warriors -- Juba
fights with his usual elegant precision -- Proximo fights
as a man reborn, alive again --

Proximo takes cagey advantage of his knowledge of this
subterranean world -- spinning around machinery and
leaping over blood sewers and swinging heavy
counterweights --

Maximus and Commodus hack at each other with all the fiery
passion in them -- Commodus is a perfect match for Maximus
and equally ruthless -- their swords thrust and parry and
slice at amazing speed -- one false move, one mistake,
means death --

Meanwhile, the battle is turning into a victory for Juba
and Proximo -- they are defeating the Centurions --
Commodus sees this -- and sees Lucius crying in a
corner --

He screams to one of his remaining Centurions:

COMMODUS

KILL THE BOY!

Maximus whirls to Lucius -- Commodus attacks -- slashing
Maximus' shoulders -- Maximus sees Proximo racing to try
and save Lucius as he spins back to battle Commodus --

A Centurion raises his sword to kill Lucius -- Juba kills
his final opponent, turns -- Proximo just manages to push
Lucius out of the way -- the Centurion's sword slices into
him --

Juba flings his sword across the room -- the final
Centurion falls --

Maximus sees Proximo collapse to a wall -- dying --
Proximo locks eyes with Maximus as he slides down the
wall. The old pirate shrugs. And is dead.

Juba races to Lucius and holds the boy, turning his face
away from the slaughter --

Maximus, his furious passion redoubled at Proximo's death,
attacks Commodus with every ounce of strength in him --

Commodus' eyes begin to flash with something we have never

seen before, fear.

Maximus strikes mercilessly -- forcing Commodus steadily back until they are fighting atop one of the elevator platforms to the arena above.

MAXIMUS

For my wife!

Maximus strike hard -- Commodus barely blocks the blow --

MAXIMUS

For my son!

He strikes harder -- Commodus is losing --

MAXIMUS

For my father!

He strikes with everything he's got -- slashing Commodus -- Commodus sails back -- his sword falling --

Maximus stands over him. Glaring. Commodus is panting, defeated, glaring up at him.

A beat.

MAXIMUS

We who are about to die salute you.

Maximus raises his sword high -- Commodus raises an arm -- Maximus SMASHES the sword down -- and Commodus is dead.

A moment as Maximus stands over Commodus. Then he looks at the series of counterweight ropes around the elevator platform.

He slices through one of the ropes and the platform begins to rise...

EXT. COLOSSEUM - ARENA - DAY

A trap door springs open and the elevator platform rises to the sand of the arena. Maximus stands above the dead Emperor.

The crowd stares in amazement -- and then begins to cheer in joy at the return of their hero. A chant begins...

"Maximus the Merciful... Maximus the Merciful... Maximus the Merciful..." which then grows to a refrain of "Caesar... Caesar... Caesar..."

Maximus ignores them, his eyes drawn to one sight:
Lucilla.

He goes to the steps of the platform leading to the
Imperial Box. He slowly climbs the steps.

In the Imperial Box, Senator Gracchus is standing. So too
Juba and others.

Lucius is kneeling by his mother, holding her hand, his
head down. Lucilla is dead. Lucius mourns with quiet
dignity.

Maximus looks at Lucilla and kneels. He takes her other
hand. A long moment. He looks at Lucius.

Then he slowly bends forward and kisses Lucilla deeply,
the ritual farewell.

He stands.

Senator Gracchus steps to him:

GRACCHUS

General, the purple is yours if you
so desire. The Senate will support
you.

Maximus looks at him. And then at the people. The chant
of "Caesar... Caesar... Caesar..." is like a powerful
beating heart.

Maximus moves to the edge of the Imperial Box to address
the people. The crowd grows silent.

Maximus looks around at the blood of the arena.

MAXIMUS

Rome... you are better than this.
Look inside yourselves. I challenge
you to find your true voice. Help
the Senate speak for you. Make them
your champion... And dare to think
what could be.

A beat.

MAXIMUS

I give you back the dream.

With that he slowly turns and walks down the steps to the
arena sand. The crowd is absolutely silent.

He goes to Titus:

MAXIMUS

When everything has calmed down,
lead an orderly withdrawal. Take
them home.

Titus salutes.

Maximus return the salute and then leaps onto his horse.
As he canters toward the exit he turns for one final look
at Lucilla.

He sees that Lucius is now at the foot of the stairs, on
the arena sand, gazing at him.

Maximus stops his horse.

He canters back to Lucius. The boy looks up at him. A
moment between them.

Lucius thrusts up his hand. Maximus grabs his hand and
swings him onto the horse behind him.

A look to Juba. Juba bows his head with respect.
Farewell.

Maximus spins the horse around and begins cantering out of
the Colosseum.

Juba disappears into the crowd.

Maximus and Lucius canter across the arena and through the
huge doors...

EXT. COLOSSEUM - DAY

From high above we see Maximus and Lucius riding out of
the Colosseum and disappearing into the streets of Rome.

FADE TO:

EXT. VINEYARD - DAWN

Maximus stands with Lucius at his old vineyard.

It is still scorched and dead, weeds overgrowing the
vineyards, the house ruined.

Maximus puts a hand on the boy's shoulder, this boy so
like his own son.

MAXIMUS

It doesn't look it now... but soon we'll have it growing again... Next year there will be vines, and then there will be grapes... It will be alive.

We leave them, dreaming of the future.

FADE OUT.

THE END