

BIG EYES

Written by

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FADE IN:

TITLE SEQUENCE:

TIGHT on TWO PAINTED EYES. The pupils are impossibly wide. Imploring. The watery rims spill a single tear.

We PULL OUT... revealing the eyes belong to a child. A young girl, fingers clasped pitifully. She's forlorn, alone in a dirty gray alley. We feel shame. Compassion. Sorrow...

Then -- an IDENTICAL girl SLAPS in front of the first one. Then another! It's a PRINTING PRESS, the creation of a BLUR of sad children.

A KINETIC montage! HORDES of gazing WAIFS get lithographed, bundled: Huddling in worry. Floating in space. POSTERS. POSTCARDS. BOOKS.

We ZOOM into a MAGAZINE AD: A 1960's era come-on -- "IT'S KEANE! MUSEUM-QUALITY ART, MAILED DIRECTLY TO YOUR HOME!"

A blizzard of NEWSPAPER ARTICLES: "Meet America's Million-Dollar Painter!" "Keane Masterpiece at World's Fair"

Painted EYES float by. Haunting... questioning...

Old POLAROIDS: A family Christmas, a Keane print over the mantel. Kids play bumper pool, a Keane print in the b.g.

A blurry black-and-white TV: A talk show HOST holds up a Keane painting --

MUSIC BUILDS. FASTER. Keane brochures. Catalogs. A flyer: "Now Open! Keane Gallery"

MORE orphan's faces. Hungry, unblinking, beseeching.

A CRESCENDO -- then -- SILENCE.

A single CARD on black:

"I think what Keane has done is just terrific. It has to be good. If it were bad, so many people wouldn't like it."

-- ANDY WARHOL

CUT TO:

EXT. SUBURBIA - 1958

A nice, orderly tract of post-World War II housing. Identical rows of little yards. Young MOMS. Scampering KIDS.

Then, a SUBTITLE: "TEN YEARS EARLIER"

INT. HOUSE - DAY

CU on two concerned eyes. The same eyes as the paintings. We REVEAL they belong to a real girl: JANE, 8. She sits in her small house -- a typical young family's, spare and underfurnished.

Suddenly -- Jane's mother MARGARET ULBRICH, 28, rushes through frame. Margaret is blonde, yearning, fragile. Terribly upset, she is hurriedly packing.

Margaret throws her clothes in a suitcase.

She shoves Jane's clothes and toys into another.

Margaret barrels through the breakfast nook, which is a mini art studio -- easel, canvases, paints. She scoops up her supplies.

Margaret runs to the door -- then turns. The hallway is lined with her PAINTINGS. Oils and inks of wide-eyed Jane, who grows from baby to toddler to child. Hastily, Margaret takes them down, each frame leaving an empty mark on the flowered wallpaper. Finally she reaches the last spot -- a WEDDING PHOTO: Margaret and her HUSBAND, smiling, happy.

Margaret peers -- then leaves it hanging. The door SLAMS.

CUT TO:

EXT. HIGHWAY - DAY

Cars roar down an interstate.

INT. PACKARD - DRIVING - DAY

Margaret grips the wheel, uncertain. Jane stares. The car is all loaded up. REFLECTIONS of passing BILLBOARDS drift across the windshield. Images of perky, happy-fake Americans.

Margaret bites her lip. Has she made the right decision...?

CUT TO:

EST. SAN FRANCISCO - DAY

San Francisco, 1958! A mix of SKYLINES and STOCK FOOTAGE.

EXT. FURNITURE FACTORY - DAY

A weathered building: "G & B FURNITURE SUPPLY." Margaret sits in the Packard, fixing her lipstick. Jane holds the "WANT ADS," a few circled. Margaret gets out and straightens her skirt. Jane smiles.

JANE

Good luck.

INT. FURNITURE FACTORY - DAY

A beaten industrial office. Margaret sits anxiously, watching the BOSS, a tired guy in a cheap suit. He glowers unsurely at her JOB APPLICATION. Scratching his face. HMMMMM...

BOSS

We don't get many ladies in here. So your husband approves of you working?

MARGARET

(quiet; a soft Southern lilt)
My husband and I are separated.

BOSS

(shocked)
"Separated"?

A deadly silence. He squirms uncomfortably.

She presses on.

MARGARET

Sir, I realize I have no employment experience... but I sure need this job. I have a daughter to support.

(pause)

I'm not very good at tooting my own horn... but I love to paint, and if I could just show you my portfolio...

He is baffled. Margaret pulls out a large ARTIST'S PORTFOLIO. She opens it, riffling through the pictures...

MARGARET

I studied at the Watkins Art Institute in Nashville, then took Illustration classes in New York. Here's a pastel I did... here's some fashion design... a portrait in charcoal... though I enjoy mixing mediums, preferably oil and ink...

She's alive, enthused.

The guy shakes his head.

BOSS

You do understand this is a furniture company?

CLOSEUP - MARGARET

A strained smile.

INT. FACTORY FLOOR - LATER

Margaret works on an enamel baby crib. Under stenciled "Humpty Dumpty," she quickly paints on a cartoonish egg man.

We WIDEN, revealing ten identical, completed cribs behind her.

We WIDEN again -- revealing a DOZEN PAINTERS. All surrounded by identical cribs. All painting identical Humpty Dumpty's.

CUT TO:

EXT. SAN FRANCISCO NORTH BEACH - 1958 - DAY

NORTH BEACH! An exotica of Beatniks, palm readers, interracial couples and coffeehouses. Ground zero for the Avant Garde. Margaret waits on a busy corner, a bit dazed, peering at the parade of fun-loving Hipsters. Primly, she fixes herself.

Margaret turns -- and suddenly grins. Running up is DEE-ANN, 30, a Beat girl in a black leotard and sandals. Dee-Ann excitedly grabs her, and they laugh and hug girlishly.

DEE-ANN

Sugar, you made it! You're in North Beach!

MARGARET

Deirdre, look at you!

DEE-ANN

(correcting)

"Dee-Ann."

MARGARET

"Dee-Ann"?!

DEE-ANN

Yeah, I know. But I hit this scene... and "Deirdre" just sounded like something my mother would call me.

Margaret giggles.

DEE-ANN

So are you flipping for all this?! Are you settled? How's Jane?

MARGARET

Jane -- is swell. She's started in a sweet little school.

(pause)

Though... it's hard without her father. I'm not sure we can do this...

The thought hangs, and Margaret gets emotional. Teary-eyed.

DEE-ANN

Oh stop that. You're better off.
Between us, I never liked Frank.

MARGARET

(shocked)

You were a bridesmaid!

DEE-ANN

Exactly. That's why I couldn't speak
up. But if I ever see you wrong off
again, I will tell you.

(long beat)

Now come on. Let's have some fun.

WIDE - They start WALKING. Dee-Ann gestures.

DEE-ANN

Toss off your middle-class
preconceptions! This is Pompeii!
We're livin' in the volcano!! For
jazz, check up the hungry i. For
Italian, Vanessi's. For salvation,
try the Buddhist temple. For art, the
Six Gallery --

They pass a GALLERY. The displays are stark, Calder-like
MOBILES and found-object SCULPTURES. Margaret stares, unsure.

MARGARET

Do they only show Modern?

DEE-ANN

Everyone only shows Modern!

(she points)

In the basement, they've got espresso.

MARGARET

What's espresso?

(worried)

Is that like reefer?

Dee-Ann LAUGHS, astounded.

DEE-ANN

You've got a lot to learn!

EXT. ART SHOW - DAY

A Sunday ART SHOW. It's picturesque, amateur ARTISTS
displaying their paintings, jewelry, sculpture...

The modern stalls are crowded with trendy BOHEMIANS. Abstract
lines, speckles of color. We drift away... and find Margaret,
alone in her stall with Jane. Margaret sits patiently,
surrounded by Big Eye paintings and charcoal portraits. In
contrast with the neighbors, her work seems... quaint.

A pink, chubby TOURIST FAMILY ambles over. Margaret brightens hopefully.

TOURIST GUY
Your stuff is cute. How much?

MARGARET
Today's a special: Two dollars.

TOURIST GUY
I'll give you one.

Beat -- then she nods, agreeing. She gestures.

The little BOY sits. Margaret clips a fresh sheet of paper, sharpens her charcoal... and... goes motionless. Studying the boy's face. He gazes back.

Then -- inspired, she begins sketching his EYES. Large and exaggerated. Then she fills in the shape of his head. His ears. His jaw.

In a rush, his likeness appears. The parents come over to peek -- then gasp. Margaret is good. She sketches faster. Focused. Until a LOUD, PLUMMY VOICE drifts in...

MAN'S VOICE
Monet? "Monet"?! Whew -- that's a hell of a compliment. Though, if I may respectfully disagree, I'm more in the tradition of Pissarro.

Margaret looks up, distracted. She resumes her work.

MAN'S VOICE
C'mon, get closer. Closer! Look at that sunlight coming through the mottled leaves. That's a bold yellow!

Curious, Margaret casually peers over...

HER POV

Holding court in another booth is WALTER KEANE, 40. Walter is astonishing: Hugely confident. Charming. Waggishly handsome. And dressed like an "Artist" -- striped turtleneck, with hands full of brushes.

Walter's stall is filled with oils of Paris street scenes. He casually flirts with TWO YOUNG COEDS. They admire a painting.

WALTER
You wanna touch it? Do it! I lay it on thick -- you're not gonna break it!
(unwavering)
I poured myself into that painting.
It's thirty-five dollars.

Walter glances over -- and notices Margaret watching him.
 Shy, she quickly turns away, back to her portrait.
 Walter smiles rakishly. He's found a new interest.

WALTER
 Excuse me, Ladies.

WIDE

Walter strides up to Margaret. She peers nervously... trying to ignore him. She sketches faster. Shading...

Walter watches. Admiring... and discreetly smelling her hair.

Margaret pays no attention. Done, she blows into a can of Fix-It. Poosh! A fine mist sprays, setting the portrait. Without fanfare, she humbly turns the picture.

MARGARET
 All finished.

Her customers gape, impressed. She smiles. The guy counts out four quarters, then happily leaves.

MARGARET AND WALTER

are left together. An unspoken frisson, until --

WALTER
 You're better than spare change. You shouldn't sell yourself so cheap.

MARGARET
 I'm just glad they liked it.

WALTER
 Ahhh! You're past that point! Your heart is in your work...

He leans in, too close. Margaret shivers. Breathing faster.

WALTER
 What's your name?

MARGARET
 M-Margaret...

Mmm. He grins, checking her out... her loose sexy blouse and tight black capris. She flushes.

MARGARET
 Wouldn't you rather flirt with those dolls over there?

WALTER

Mm, no.
 (beat)
 I like you, Margaret...

He zeroes in on the artworks' signature: "M. Ulbrich"

WALTER

"...Ulbrich."
 (impassioned)
 You know, Margaret Ulbrich, you're undervaluing yourself. Lemme show you how it's done.

Walter spins to Jane. He SHOUTS out, like a carnival barker.

WALTER

Little Girl! How would you like your portrait sketched by the World-Renowned Margaret Ulbrich?! Queen of the Bay! In mere minutes, she will capture your soul!

Hm. Jane shrugs, unimpressed.

JANE

Nah.

WALTER

"Nah"?!
 (he grabs a PAINTING)
 Don't you wish this were you in this beautiful painting??

JANE

But that IS me! And that's me...
 (she POINTS all over)
 And that one started as me, but then Mother turned it into a Chinese boy.

Huh? Walter peers at Jane... then at Margaret. And then -- it hits him. He grimaces, embarrassed.

WALTER

Oh, you're Mommy! My apologies, Honey. I misconstrued the situation.
 (sheepish)
 Well I'll just mosey along, before Mr. Ulbrich comes back and socks me in the eye.

ON MARGARET

A gut decision. She stares at Walter, then smiles slyly.

MARGARET

Mr. Ulbrich is out of the picture...!

ON WALTER

His face slowly lights up. Ah! Sun breaking through clouds.

CUT TO:

EST. FRENCH BISTRO - NIGHT

INT. BISTRO - NIGHT

An enchanting bistro. Wine barrels, laughing, twinkly tivoli lights. Perfection. Walter flamboyantly enters, escorting Margaret. Instantly, the STAFF ERUPTS in excitement: "Monsieur Keane! Ah, Monsieur Keane is here! Bonsoir!"

WALTER

Bonsoir, gang! Henri! Sorry I didn't call first. *Est-ce que tout va bien?*

MAITRE'D

Je vais bien, merci! Comment allez-vous?

WALTER

Je vais bien! I'm with a beautiful woman! Could life be any grander??

They get led in. Margaret is dazzled. Walter whispers.

WALTER

And I don't even have to pay! I'm set because I gave the chef a painting. You know what he said? "Nobody paints Montmartre like Walter Keane!"

LATER

Margaret and Walter enjoy an intimate dinner. The wine flows.

MARGARET

I can't believe you lived in Paris.

WALTER

Best time of my life...

MARGARET

I've never even been on an airplane.

WALTER

Well you have to experience these things! Grab 'em!!

(jocund)

I wanted to be an artist, so I just went! Studied painting at the Beaux-Arts. Lived in a Left Bank studio. I survived on bread and wine...

MARGARET
You're a romantic.

WALTER
Damn right!

A wistful shrug. He chugs his glass.

WALTER
Of course, walkin' away from the bourgeois scene wasn't a snap. I had to quit my job. Leave my wife. These choices aren't easy...

She stares at her wine.

MARGARET
I've never acted freely. I was the daughter. The wife. The mother...
(she sighs)
All my paintings are of Jane, because she's all I know.

WALTER
You shouldn't knock your work. I'd give an eyetooth to have your talent.

Margaret is taken aback. He's absolutely sincere.

WALTER
You can look into someone and capture them on canvas! You paint people!
(he gestures sadly)
I can only paint -- things. My street scenes are charming... but at the end of the day, it's just a collection of sidewalks and buildings.

Walter goes silent. He has revealed his fears.

ANGLE - MARGARET

She doesn't know what to say. Gently, she takes his hand.

MARGARET
Walter, I'd bet you could paint anything.

WALTER
(intense)
Whew... Baby, when you look at me like that, I could fall hard.

Margaret gulps. Afraid to talk.

MARGARET

This is moving fast. You're my first date in a long time...

Neither of them speaks. The tension builds --

There is a spark between them...

CUT TO:

EXT. PALACE OF FINE ARTS - DAY

A lush green knoll, overlooking the park. Margaret and Walter have set-up TWO EASELS. They both smoke cigarettes. Margaret is spattered with paint, stirring colors. Walter paces about, framing the scene with his fingers.

Jane sits in front of them, playing paddleball. Bonk! Bonk!

MARGARET

Sweetie, could you stop fidgeting?

JANE

Mother, after all this time, you MUST know what my face looks like.

Margaret winces. Walter laughs. She gets busy, penciling in LARGE OVAL EYES. Then -- quick marks for the mouth and nose. Impatient, Jane spies on Walter's canvas.

JANE

Hey! Your canvas is blank!

WALTER

Er, you can't rush inspiration --

MARGARET

Jane! Don't bother Mr. Keane. You know creativity has to well up from the inside...

WALTER

Don't worry. She's not bothering me...!

Walter leaves Jane. He points at Margaret's canvas.

WALTER

There's something I gotta ask you. What's with the big crazy eyes...?

MARGARET

I believe things can be seen in eyes. They're the windows of the soul --

WALTER
 Yeah, but, c'mon! You draw 'em like
 pancakes! I mean, they're WAY out of
 proportion!

He's having fun, but she remains serious.

MARGARET
 Eyes are how I express my emotions.
 That's how I've always drawn them.
 (earnest)
 When I was little, I had surgery that
 left me deaf for a period. I couldn't
 hear, so I found myself staring...
 Relying on people's eyes...

She smiles shyly. Understanding, he smiles back. Then --

VOICE
 Walter? Hey -- Walt!

Walter spins, startled. A FRIENDLY GUY in a suit strolls up.

FRIENDLY GUY
 I thought that was you!

WALTER
 (embarrassed)
 Oh! Uh... er, hi, Don.

FRIENDLY GUY
 Boy, I'm glad to see you! Have we
 heard back from the city, on that
 setback? My guys really need the
 variance, for the first floor retail.

Walter is mortified. He turns away from Margaret.

WALTER
 Um... we should hear from Permits by
 Thursday.

FRIENDLY GUY
 Yeah? Well that's terrif'! I'll tell
 the architects!

Pleased, the guy cheerily strides away.

ON WALTER AND MARGARET

He is stricken. Something ominous just happened.

MARGARET
 What was that??

WALTER
 (ashamed)
 I -- I didn't want you to know...

A long, horrible pause. Walter's face turns gray. We SLOWLY PUSH IN. This revelation is churning. Agony.

WALTER
 I'm in commercial real estate.

A stunned beat.

MARGARET
 You're a -- Realtor?

WALTER
 (contrite)
 YES! A hugely successful Realtor!
 Top earner in the Downtown office
three years running!

MARGARET
 And you're... ashamed?

WALTER
 Of course! Any blockhead can arrange
 a sublet!
 (heartfelt)
 All I ever wanted was to support
 myself as an artist...
 (sad; beat)
 I tried to make a clean break, but
 couldn't cut it. I'm just a goddam
 Sunday painter. An amateur.

Margaret looks at him, touched by his vulnerability.

CUT TO:

INT. MARGARET'S APARTMENT - DUSK

End of the day. Golden light slants in through the windows of this small tidy apartment.

The door opens. Margaret holds it for Walter, who chivalrously staggers in, carrying all her supplies: Easel, paints, cans. He carefully puts it all down -- then turns.

Beat. Walter stares at Margaret, their faces caught in the warm light. Then, enchanted, he kisses her.

Silence.

Margaret smiles, captivated. Caught in his glow. The moment could last forever...

IN THE DOORWAY

Jane stares unhappily. Threatened.

JANE

A-hem!

ON MARGARET

She turns, startled. Feeling guilty, Margaret rushes from Walter. Busying herself, she skims through the MAIL.

Jane shakes her head and marches out.

Margaret flips through envelopes -- until one stops her. On edge, she slowly removes an official DOCUMENT. She scans it... and her face drops. Crushed. Something terrible...

Walter is worried.

WALTER

What's wrong...?

MARGARET

(soft)

Frank wants to take away Jane. He says I'm an unfit mother...

Walter is taken aback.

WALTER

You're a perfect mother.

MARGARET

He told the court Jane doesn't have a proper home. It's beyond my abilities as a single woman...

Margaret trails off, shaken.

Walter gulps unsurely. Then, he takes her in his arms. We SLOWLY PUSH IN.

WALTER

Marry me.

MARGARET

(she GASPS)

Walter! I --

WALTER

(he puts a finger to her lips)
Shh. Don't think of a reason to say no. 'Cause I've got a million reasons to say yes.

(he gives a winning smile)

I know it makes no sense!

(MORE)

WALTER (CONT'D)

But just think of the fun we'll have..! And I'll take care of you girls.

Margaret stammers, speechless. She doesn't know what to say.

Walter pulls out his ace. In a debonair move, he creakily drops to his knee. He exudes a hammy, wonderful romance:

WALTER

Margaret, I'm on my knee! C'mon, whatdya say? Let's get married! We can be in Hawaii by the weekend.

MARGARET

"Hawaii"? M-marriage?
(emotional)
Walter, I'm crazy about you... but I'm overwhelmed. Why would we go to Hawaii?!

WALTER

(beguiling)
Because you're a princess... and you deserve to get married in paradise.

CLOSEUP - MARGARET

Margaret shudders, tears in her eyes. Hawaiian MUSIC begins...

DISSOLVE TO:

STOCK FOOTAGE - DAY

A propeller-driven PAN AM airplane soars through the sky.

EXT. HAWAII - DAY

Hawaii, 1958. Heaven on earth. Blossoming flowers, rare birds, lush greenery. Margaret is experiencing total bliss.

We widen. She and Walter stand in front of a waterfall, getting married. Jane is Maid-of-Honor. A PRIEST smiles, and Walter places a ring on Margaret's finger. They kiss.

EXT. BEACH - SUNSET

Margaret and Walter lie on the sand, making out. Cuddling, running their fingers along each other's bodies. She stares up, endlessly happy.

MARGARET

You're right... this is paradise.
Only God could make those colors.

WALTER

I knew you'd love it.

MARGARET

Oh, can't we stay here forever??

WALTER

Well, I don't know about forever. But maybe... I can arrange another week.

EXT. HOTEL GROUNDS - DAY

Thatched umbrellas, Polynesian fun. Margaret is set-up, drawing PORTRAITS of the GUESTS. Walter regales them as they wait. Joking, gregariously handing out Mai-Tais.

Margaret finishes a picture. She beams at Walter... then signs the picture "KEANE."

Walter gapes, astonished at this gesture. Margaret lock eyes with him. She smiles girlishly, radiating happiness.

CUT TO:

INT. CHINESE RESTAURANT - DAY

Old school Cantonese: Dragons and red lacquer. Margaret eats lunch with Dee-Ann, showing off SNAPSHOTS from the trip.

MARGARET

This is a waterfall... the air was so fresh you could taste it. Here's an ancient altar... that statue is Kane, the god of creation. I said a prayer to him. Oh! Here's Walter and Janie, building a sandcastle --

Dee-Ann raises an eyebrow.

DEE-ANN

This is all happening mighty quick. In the time you moved here, I've had two dates. You're already married.

MARGARET

(she giggles)
I thought there was a void in my life. Well... Walter's filled it.

DEE-ANN

Walter's filled a lot of things. He's diddled every skirt on the art circuit.

MARGARET

You're talking about my husband!

DEE-ANN

I know! That's why I brought it up.

Margaret frowns, insulted.

MARGARET

I'm not naive.

(beat; she laughs)

Well, I am naive. But I know the man I'm marrying. Walter can act rash... but he's a good provider. And he's wonderful with Jane.

(clear-eyed)

Look -- we're both looking for a fresh start. I'm a divorcee with a child. Walter is a blessing.

Dee-Ann bites her tongue. The WAITER brings over the check. Sitting on it are TWO FORTUNE COOKIES.

Hm. Margaret stares, utterly serious. She reaches for one... then impulsively grabs the other. She cracks the cookie. Dee-Ann waits, curious. Margaret reads... then slowly smiles.

MARGARET

"You are on the threshold of untold success."

INT. ART GALLERY - DAY

A Modish, happening gallery. The white walls are hung with ABSTRACT EXPRESSIONISM: Slashing angles of color, painted over rags and glued bolts. On the floor is SCULPTURE made from wood and wire.

In charge is RUBEN, a fussy man in a goatee. He's schmoozing a FANCY LADY. They look at a spattered, distorted painting.

RUBEN

What's brilliant about the composition is its spontaneity. The image has no visual center of attention.

FANCY LADY

It's quite gestural.

RUBEN

Oh definitely! Strongly influenced by the *tachistes*.

FANCY LADY

I heard Tab Hunter was in here, looking at one.

RUBEN

Well... I'm not allowed to say...

He NODS HIS HEAD up-and-down: Yes, you're right.

OUTSIDE

A car backfires. Ruben turns -- and winces.

Through the windows is Walter, climbing out of his massive white Cadillac. He's all done up, in beret and scarf. He opens the giant trunk and removes a pile of paintings.

Ruben cringes knowingly. He whispers:

RUBEN

Oh Christ, don't come in here. Please don't come in here...

The door SLAMS. Walter loudly barges in.

WALTER

Ruben, good day! Do you got a minute?

RUBEN

Walter. In polite society, the word is "appointment."

FANCY LADY

(glancing back and forth)
Uh, I could come back later...

She anxiously hurries for the door. Ruben fumes.

Walter ignores it all and starts laying out his wares. First, the Parisian street scenes, one after another...

WALTER

You're gonna love my stuff today.

RUBEN

Haven't I seen that one before?

WALTER

Nah! That was painted in the Fifth Arrondissement. This is the Sixth Arrondissement!

RUBEN

(skeptical)
I don't understand. You lived in Paris for a week. How can you still be cranking out paintings?

Walter laughs. He points to his head.

WALTER

It's all up here.
(beat; a sentimental flourish)
And here.

He points to his heart. Ruben frowns and points to the wall.

RUBEN

Well, it's not going up here.

(cruel)

Walter, you know we don't go for that representational jazz! You're too literal.

WALTER

(hurt)

Hey, Art isn't fashion!

RUBEN

Yes it IS!

(cutting)

People want Kandinsky, or Rothko!
They don't want goopy street scenes.

CLOSEUP - WALTER

Ouch! This stings terribly.

Walter glares at the man, then softly slides aside his works. Quietly, he pulls out Margaret's Big Eye paintings.

WALTER

Would they want... this?

RUBEN

(he shudders)

Good God! You've entered a new period.

WALTER

No... they're my wife's.

Fascinated, Ruben glances through Margaret's oils. Canvas after canvas of sad kiddies against gray, bleak backgrounds.

RUBEN

Why are their eyes so big?! They're like big stale jellybeans.

WALTER

(snide)

It's Expressionism. Surely you recognize it.

RUBEN

(long beat)

Well -- I'm just glad you two found each other.

WALTER

So... what do you say?

Ruben looks up, amazed. Walter seems oblivious.

RUBEN
I say, NO! It's not art.

WALTER
(horrified)
Not -- "art"??

RUBEN
It's like the back of a magazine!
"Draw the turtle! Send in a nickel
and win the Big Contest!"

WALTER
How dare you! Lots of people would
like this.

RUBEN
Well, nobody who's walking through the
door of this gallery!
(beat)
Now please! Clear out this clutter,
before the taste police arrives.

Walter's jaw drops.

CUT TO:

EXT. HUNGRY I MARQUEE - NIGHT

"The hungry i" -- the hottest nightclub around, so hip it's in
a basement. The marquee says "Cal Tjader, TONIGHT!"

INT. HUNGRY I SHOWROOM - NIGHT

A swinging mob of BEAUTIFUL PEOPLE -- suits, gowns and pearls.
CAL TJADER'S BAND is crazed: Vibes and bongo-driven JAZZ.

Margaret and Walter are squeezed at a table. She nurses a
Grasshopper. Walter's in a foul mood, CHUGGING cocktails.

WALTER
We'll never break in...! Because
there's a CABAL. A secret society of
gallery owners and critics, who get
together for Sunday brunch in
Sausalito, deciding what's "cool."
(brooding)
They're like Freemasons. No, worse!
McCarthy, in his hearings: "That
painter, I anoint. That painter, I
banish to nowheresville!"

Heartfelt, Margaret disagrees.

MARGARET
I think people buy art because it
touches them --

WALTER

Heh! You're livin' in fairy land!
People don't get to discover a thing.
They buy art, because it's in the
right place at the right time.

O.s., MUSIC BUILDS. Muddled, Walter turns. He looks -- and then -- his eyes light up. He is getting an idea...

ONSTAGE

The band speeds to a climax, the percussion throbbing. Then, a final, crazed note. BAM!!

The crowd APPLAUDS. The club's owner, ENRICO BANDUCCI, bounds on stage. Banducci is a theatrical, natty Italian guy with a skinny moustache and loud personality. He grabs a mike.

BANDUCCI

Give it up for Cal Tjader! That set
was HUMMIN'! Al-aright, be sure to
stick around for the one a.m. show!

The house lights come up. Banducci hops down, greeting guests, making his way out -- when Walter glides up.

WALTER

Hey, Banducci. I love the music
tonight. It's a gas.

BANDUCCI

Oh. Thanks, thanks.

WALTER

I'm Walter Keane. I'm a painter.
(knowing)
I was looking at your walls, and
they're pretty plain.

BANDUCCI

Really? Hm...! Maybe you're right.
What color were you thinking?

Huh? Walter holds his composure.

WALTER

No -- I'm an artist. I used to be
based on the Left Bank. But now I've
relocated to the "States," and I'm
looking for an... exhibition venue.

Beat. Banducci frowns.

BANDUCCI

I like my club the way it is. Your
stuff's so hot, go put it in a museum.

WALTER

Okay! I respect that. You're a
businessman, not a charity! So how
'bout if I, uh... rented your walls?

Hm?! Banducci raises an eyebrow.

CUT TO:

INT. BERKELEY APARTMENT - DAY

Walter's swanky pad is CHAOS, filled with cameras and lights.
A PHOTOGRAPHER runs around, tweaking equipment.

Walter's at an easel, putting the final touches on a PAINTING
of a French street scene. He gabs on the PHONE.

WALTER

Yes! The paintings are available for
public viewing daily, from 7 to 3!

(an awkward beat)

Er, no. 3 a.m. It's in a nightclub.

(he hangs up)

Maggie! It's promotion time! We
gotta lay the racket!

Margaret puts on a smock, a bit dumbfounded. Walter spatters
some paint on his shirt. He grins, then holds up his brush
and SIGNS the painting: "W. KEANE"

Margaret forces a "cheese" smile, with her Waif. FLASH! The
camera pops.

CUT TO:

INT. HUNGRY I - NIGHT

CU - A cheery BROCHURE, "Meet the Keanes!" There's a staged
PHOTO: Walter at his street scene, Margaret at her Waif.

Then -- a SHOE steps on it. We WIDEN... revealing the
brochure on the sticky floor of...

THE CLUB! It throbs with frolicking CUSTOMERS. We move
through the pack. To a rear concrete hallway... to a sign
with an arrow: "TOILETS." We go down the hall... into...

A DINGY CORRIDOR

The Keane paintings hang here. The only human in sight is
Walter, forlorn at a card table. Brochures are stacked, and
he wears a sailor coat with a dandyish ascot.

The image is grim. Walter listens to the raucous mob. Until,
THUMP! -- a sloshed MAN stumbles in. Walter brightens and
stands.

WALTER
 Ah, beautiful! An art lover! Yes
 sir, how may I help you?

MAN
 (unclear)
 I'm, uh, just looking for the john.

A terrible pause. Walter swallows his outrage... then points.

The guy smiles and tosses Walter a BUCK, as a tip. Walter is stunned. The guy toddles away.

Beat. The Ladies Room opens, and TWO GOSSIPY WOMEN rush out, oblivious to Walter. He glowers. ANOTHER MAN bounds in, right up to one of Walter's paintings! He stops at it.

Walter gathers a moment of hope. Does he like it?

Then the man leans down and opens a CLOSET. He removes a tray of bar glasses, kicks the door shut, and scoots away.

ANGLE - WALTER

He grimaces... beaten. Walter drops his head on the table. Not noticing a DRUNK COUPLE stagger in. They pass a Waif, then halt -- taken. They lean in. Enthralled... concerned...

TIPSY LADY
 Look at that child. She's so sad.

TIPSY MAN
 Is she poor..?

TIPSY LADY
 She's forgotten! It just makes me
 want to cry.
 (she peers at the
 signature, then turns)
 Are you "Keane"?

Walter lifts his head from the table.

WALTER
 Yeah.

TIPSY LADY
 Well you're a hell of a painter.

Walter squints, confused, then beams. Joy! Happiness bursting like a little child.

WALTER
 Why, thank you...! Thank you so much!

TIPSY LADY

Your work is very powerful. There's so much emotion in those eyes.

OUCH! Walter's smile collapses.

TIPSY LADY

Is something wrong?

WALTER

(reeling)

Huh? Uh... no. No. I just didn't realize you meant... the waif.

TIPSY MAN

(beat; he CHUCKLES)

Oh, I get it...! The artist doesn't wanna part with his favorite piece...

The man winks, then pulls out a WAD OF BILLS.

Walter stares morosely.

INT. HUNGRY I - LATER

Walter sits at the bar, toasted, drinking. In a dark place. His misery is interrupted by happy Banducci, groping two GALS.

BANDUCCI

Hello, Picasso! Nice crowd, eh?

WALTER

(sour)

You wouldn't know it from that broom closet you parked me in.

BANDUCCI

Hey, it's prime thoroughfare! People drink, they gotta relieve themselves.

WALTER

(muttering)

"Location, location, location..."

Walter wallows in self-loathing. Suddenly, he explodes.

WALTER

It's INSULTING! When people see art, they shouldn't think of SHIT!

BANDUCCI

(shocked)

Whoah! Watch it with the purple language. We got ladies present --!

Banducci PUSHES Walter away.

In reaction, Walter sloppily SMACKS him.

Riled, Banducci suddenly takes a SWING! Walter stumbles, and Banducci's punch accidentally HITS the GIRL.

Ow! She topples. Walter gasps.

He SWATS Banducci -- then RUNS! Cameras FLASH. Wild whoops. Walter barrels down the hall, Banducci chasing. The brawl's gone nuts. Walter grabs a Waif and SMASHES it over Banducci's head. CRASH! Banducci drops.

CUT TO:

INSERT - SAN FRANCISCO EXAMINER

The front page! A small headline says "BISTRO BRAWL: BANDUCCI AND ARTIST SLUGFEST." Below are two PHOTOS: Walter mid-punch, and Banducci unconscious, sticking out of the Big Eye.

EXT. POLICE STATION - DAWN

A neighborhood precinct, quiet at 6 a.m. Doors open, and Margaret leads Walter out. She's seething. He's bruised, with a mortified drunk-tank, slept-in-my-clothes swagger.

MARGARET

I've never posted bail before.

Silence. He has no idea what to say. His aplomb crumbles.

WALTER

I'm -- I'm sorry. Banducci... laughed at our work. ...So I socked him.

MARGARET

Since when are you thin-skinned? Artists have to handle criticism.

WALTER

You're right! I know. But... I was already in a bad place. I'd had a couple... and earlier...

(pause)

I let some guy think I painted your Big Eye.

Beat. Margaret is stupefied.

MARGARET

I don't understand. Why would you do such a thing?!

WALTER

It was a misunderstanding. And then, I didn't want to jinx the sale.

He shrugs feebly. She frowns.

MARGARET
Don't ever do it again.

INT. HUNGRY I - NIGHT

The club is a ZOO. PARTYERS swarm the door, trying to enter. Suddenly, Walter pushes his way down the outside stairs. The DOORMAN starts to protest, but Walter somberly waves him off.

WALTER
Don't give me a hard time. I'm just
grabbing my stuff...

Across the packed room, he spots Banducci with a black eye. Walter halts, uncertain. A bristling tension...

Until -- Banducci suddenly rushes and GRABS him! Walter flails, freaked. Banducci DRAGS him into a back kitchen --

INT. CLUB KITCHEN

Banducci shuts the door, looks around... then suddenly LAUGHS! He grins manically and pulls Walter into a hearty HUG.

BANDUCCI
Can you believe this? We're sold out,
and I don't even have a headliner!!
(gleeful)
Hell, it's a Monday!

Walter blinks, lost. Banducci explains.

BANDUCCI
Dope, we made the front page!! People
are here, cause they wanna see the
sappy paintings that made grown men
fight!!

A moment of discombobulation... until -- Walter slowly grins.

INT. CLUB - SECONDS LATER

The two men suddenly tumble into view, SCREAMING.

WALTER
I'll see you in COURT, you son of a
bitch! I'm suing you for assault!
Slander! False arrest!!

Banducci storms away.

Walter shudders, "upset." CUSTOMERS peer at him... then at the paintings. Curious, they migrate that way...

Walter glances sideways. Gauging their reactions...

Until -- a swinging middle-aged guy in horn rims and a suit lopes up. DICK NOLAN: A man who hides his bored emptiness under a veneer of booze and broads. Dick leans in.

DICK

Yes sir! Whew. That was quite a load of horseshit you gents were layin' out there.

(long beat)

Dick Nolan. The Examiner.

Walter freezes up. Until -- Dick grins conspiratorially.

DICK

Hey pal, don't lose any sleep. I eat this stuff with a spoon! It gives me something to type about, in my column.

WALTER

(he laughs, relieved)

I thought you only did celebrities.

DICK

Well, Banducci's famous -- and you hit him! So you're a celebrity, once-removed.

(he chuckles)

Buy me a drink?

WALTER

Huh? Uh, sure --

Dick smoothly drags him to the bar. Dick waves the bartender.

DICK

Gary! I'll have a Ward Eight, in a frosted high boy. My friend'll have the same.

(he beams, then turns)

So! Walter, tell me about your work --

WALTER

Well, when I was in Paris...

DICK

Jesus, not those! I mean the little hobo kids.

What?! Walter frowns, peeved. He considers this indignity... then decides to stomach it. He smiles fakely, effusively.

WALTER

What do you wanna know...?!

CUT TO:

INT. BERKELEY APARTMENT - LATE NIGHT

Margaret is asleep. Suddenly Walter bursts in, drunk and jocular. He FLIPS on the lights.

WALTER

Ding-a-ling! Wake up, we're a HIT!

Margaret rolls over, groggy. Walter jumps on the bed, grinning. He tosses her a HANDFUL OF MONEY.

WALTER

What a night! I sold out all your Big Eyes!!

She rubs her eyes, amazed.

MARGARET

There must be two-hundred dollars...

WALTER

They adore you! Cause of that article, the joint was PACKED. And then, a famous journalist showed up, and -- I need more paintings! Now!

He hungrily KISSES her. She laughs.

MARGARET

Walter, they take at least a week. There's layering, shading --

WALTER

Of course! But, this is opportunity! Ah, we're gonna make a crackerjack team: Me schmoozing up the club, while you're back here, doing what you love!

She stares at him -- then smiles. MUSIC...

CUT TO:

INT. APARTMENT - NIGHT

Margaret happily paints away. At peace, lost in her art...

INT. HUNGRY I - NIGHT

Walter sells Big Eyes. Shoving cash into a cigar box.

INT. APARTMENT - DAY

Margaret works, HUMMING serenely. On the easel is a half-finished blonde girl in a blue dress.

INT. TAILOR'S - DAY

Walter buys a new suit. A TAILOR measures him.

INT. APARTMENT - LATE NIGHT

Margaret finishes painting a sad boy, using a fine brush to add a watery rim to his eyes. Magically, this detail brings the picture to life. She's pleased.

Margaret signs "KEANE." There are two finished canvases, the sad little girl and boy. Margaret smiles, her heart swelling. She loves them. Then, she looks about. Nobody is there to share the moment.

Hm. She thinks -- then picks up the PHONE. She dials.

MARGARET

Mrs. Cava, I'm sorry to bother you so late... but would you mind watching Jane?

INT. TAXI - NIGHT

Margaret rides in the back seat, smiling, her gaze faraway. She proudly hugs the bundled paintings to her chest.

INT. HUNGRY I - NIGHT

The club is pounding. Margaret enters the throng, carrying her work. She looks up -- and has her breath taken away. The ENTIRE CLUB, EVERY WALL, IS NOW HUNG WITH KEANE PAINTINGS!

Whoa...! Pure joy envelops her.

Then -- she gets jostled. Margaret notices Walter holding court with some GROUPIES. She approaches, unnoticed:

WALTER

...yeah, eyes are powerful. A poet said they're the windows of the soul.

Margaret smiles, touched. She comes closer....

GROUPIE

They hold so much feeling.

WALTER

You got it! That's why I paint 'em so big.

(beat)

I've always done it that way.

CLOSEUP - MARGARET

She GASPS, stunned. The room starts spinning.

HER POV

WALTER

If you like this style, I'm working on a few new pieces. I've got a little blonde girl in a blue dress that'll tear your heart out.

ANGLE - MARGARET

Her face goes ashen. Dizzy, she clutches for support.

What to do?? Overcome, she shrinks away... disappearing... ending up alone in a corner. She cowers, childlike.

ACROSS THE ROOM

Walter LAUGHS at a joke, then backslaps the group. He jovially strides away... passing by Margaret... when --

MARGARET

Walter...?

He spins -- shocked at her presence.

WALTER

Baby!

(discombobulated)

Hey, uh, what are you doing here? I um --

MARGARET

Why are you lying?

For once, Walter has no answer.

She bores in, emotions racing. Confused. Hurt.

MARGARET

You're taking credit for something that isn't yours.

He looks ill. Wheels spinning, looking for an out --

WALTER

I was... trying to close the deal --

MARGARET

Those children are part of my being!

WALTER

I'm just a salesman! You know, buyers pay more if they meet the painter --

MARGARET

They couldn't meet me, because you told me to stay home!!

WALTER

Shh, QUIET!

He grabs her, pulling her behind a curtain. He's desperate.

WALTER

Don't blow this! Look, we're makin' money! Your pocket, my pocket? What's the difference?!

MARGARET

(trembling)

You take this so lightly --

WALTER

Not all all! But it's not about ego! You wanna say you did the street scenes? Fine! I don't care! Say a monkey painted it!

She breaks into tears, sobbing.

MARGARET

I'm glad you can dash off your pieces without any emotional connection...!

WALTER

Ah, honey! I just wanna share them with the world!

(beat)

Would you rather have your children piled in a closet... or hanging in someone's living room?

Silence.

Then -- FLASH! FLASH! FLASH!

Walter turns. And -- his eyes pop, astonished.

AT THE DOOR

Is an incredible sight. Like a moment from "La Dolce Vita," a fabulously dressed ITALIAN MAN with THREE BLONDES floats down the stairs, into the club. Cameras FLASH.

Walter gapes, transfixed. He grabs Banducci.

WALTER

Hey. Who is that remarkably handsome and confident man?

BANDUCCI

That's Dino Olivetti -- as in Olivetti typewriters.

(he smirks)

(MORE)

BANDUCCI (CONT'D)

Don't even try, Walter. He doesn't
speak a lick of English.

Walter stares hungrily.

ANGLE - OLIVETTI

glides into the club -- a vision of perfection with his slick
hair and sunglasses. He approaches closer, closer... when he
gets distracted. By one of Margaret's Big Eye PAINTINGS.

Walter gasps. He nudges Margaret.

Olivetti peers at the artwork. Intrigued. Then -- excited.
He starts gesturing and yapping in ITALIAN. The Blondes shout
back. Everyone is getting worked-up.

The big-bosomed Blonde turns to Walter.

EUROPEAN BLONDE

Mr. Olivetti is enchanted with the
painting. He would like to know...
who is the artist?

ANGLE - MARGARET AND WALTER

The moment of truth. Margaret opens her mouth... and no sound
comes out. She clenches up. Stomach tight. Mute.

Walter gives her a second -- tick tock tick tock. Then -- he
leaps into Opportunity. He SMACKS his hands.

WALTER

I am!

Walter swoops over and grabs Olivetti in a hearty clasp.

WALTER

It's a delight to meet you, Signore!
Buon giorno! Have you been an art
lover for long..?

We move in tight on MARGARET, as the SOUND DIALS DOWN.

WALTER'S VOICE

I call that piece "The Waif." Isn't
it striking? With its juxtaposition
of girl, cat, and stairs... and its
almost Flemish use of underpigment...

The SOUND dims... then goes SILENT.

Margaret stares in shock, unmoving.

Time seems to stop. She is frozen in grief. Until --

WALTER'S VOICE

Baby! Baby! Can you believe it?!!

CUT TO:

MINUTES LATER

Time has passed. Walter happily clutches Margaret.

WALTER

We made five grand!! Five THOUSAND
dollars...!!!

(giddy)

And that wasn't even one of your good
ones!

Margaret blinks, lost.

In the b.g., Olivetti holds the painting, now wrapped-up in newspaper and twine. A pleased customer.

Margaret's face darkens.

MARGARET

Don't you mean... one of your good
ones?

WALTER

No. No no! One of -- OUR good ones.
(the spirit of generosity,
he hands her a CHECK)

Look at those zeroes! We've hit the
big time! We are now hanging in the
collection of Italian industrialist
Dino Olivetti! With his patronage
comes credibility! And with
credibility comes RESPECT!

Margaret stares at the check in her hands. At all the zeroes.

MARGARET

What about... honesty?

WALTER

Aw c'mon! The paintings say "Keane"!
I'm Keane, you're Keane. From now on,
we are one and the same.

Walter pulls her tight. She doesn't resist.

CUT TO:

SERIES OF SHOTS:

INT. APARTMENT - DAY

Upbeat MUSIC. Walter frantically tosses all the BROCHURES of him and Margaret into a FIREPLACE. They burn to ash.

INSERT - NEWSPAPER

We ZOOM into Dick Nolan's SOCIETY COLUMN. Under a caricature of Dick is a highlighted ITEM. We hear TYPING:

DICK'S HUSHED VOICE
"What exactly is local painter Walter Keane up to? My spies tell me a big announcement is forthcoming...!"

EXT. CITY HALL - DAY

Walter proudly hands a painting to the confused-looking MAYOR.

WALTER
 On behalf of the children of the world, we present this painting to Mayor Christopher!

EXT. PUBLIC BUILDING - DAY

Walter thrusts a painted Ballerina at a SOVIET DIPLOMAT.

WALTER
 In the interest of peace through culture, we donate this painting to the people of Russia!

INT. PHONEBOOTH - NIGHT

Dick whispers into a phone.

DICK
 The Purple Onion. 9:30. Joan Crawford has a dinner reservation.

INT. PURPLE ONION - NIGHT

JOAN CRAWFORD is eating with friends. Suddenly Walter lunges into view, startling her. He lugs a painting.

WALTER
 Miss Crawford! In recognition of your cinematic craft, we bestow this painting, "The Lion and the Child"!

INT. APARTMENT - DAY

Margaret paints. Walter beams.

WALTER

Joan said "Marvelous"! MARVELOUS!
That's worth more than 1000 critics!
 (he CLAPS his hands)
 Hey, maybe she'll come to our opening.

MARGARET

But... isn't it strange? Artists get
shown. They don't build their own
 galleries.

WALTER

Says who?! Like John Q. Public cares?
 He's FED UP with abstract neoformalism!

She responds -- but he sexily puts his finger to her mouth.

WALTER

He digs real art. Your art! It's
 beautiful. You're beautiful...

Walter starts rubbing against her, dancing sensually. She
 laughs, embarrassed, her wet paint brushes smearing his chest.

She relents and relaxes. They dance around...

CUT TO:

EXT. CITY STREETS - EARLY MORNING

In the shadows, POSTERS of "The Waif" get glued up. Under her
 woeful face, it says "KEANE GALLERY 494 Broadway." We WIDEN,
 as Walter, Margaret and Jane hastily slap up the posters.
 They carry glue buckets and a ladder.

WALTER

Ruben's gonna choke when he sees this!

Little Jane tiredly glues another poster. She yawns.

JANE

I remember when Momma painted that.

Huh?

Suddenly, Margaret freezes. She hadn't anticipated this.

Margaret looks to Walter. He stares back, waiting.

MARGARET

Are you -- sure? That was a long time
 ago.

JANE

Sure I'm sure! It was in our old
 apartment, and you had me sit on a
 stool in the kitchen --

WALTER
 (cutting in)
 No, dear, I'm afraid you're confused.
I painted that one --

JANE
 No, Mother did! Look! I'm wearing my
 blue dress.

MARGARET
 L-lots of girls have that dress...

Margaret trails off, sickened. Not knowing how to lie.

Walter takes charge. He kneels, then smiles gently at Jane.

WALTER
 You have a good eye, sweetie. I
 painted it, but I was trying to mimic
 your mother's style. You know, the
 style she USED to paint in.

CLOSEUP - JANE

A loooooong pause. She examines the print. Then... she nods.

JANE
 Well you did a really good job.

CUT TO:

EXT. SAN FRANCISCO NORTH BEACH - DAY

CU on the Waif. We widen, revealing the ENTIRE WORLD has been hijacked, blanketed by THE POSTERS. People gape -- astonished and captivated.

Disconnected from it all, strolling alone, is Margaret. She is burdened by her own thoughts. Regretful...

Across the street, she sees a GOTHIC CHURCH. She stares up, awed by the beauty. It's Catholic imagery in all its glory: Saints... Jesus... Mary...

Suddenly -- the bells RING. Hm. Margaret takes a step...

INT. CHURCH CONFESSION BOOTH - DAY

Margaret tentatively enters and kneels. Beat -- then the grille OPENS. She reacts, discomposed.

MARGARET
 Hello. I've -- never really done this
 before. I'm not sure how you...
 (worried)
 I was raised Methodist. If it's a
 problem, I can go --

She starts to stand. The Priest blurts out.

PRIEST'S VOICE

No, no! Please. We don't chase people away.

(beat)

What is troubling you?

Margaret takes a breath.

Then --

MARGARET

I lied to my child.

Pause.

PRIEST'S VOICE

Why would you do that?

MARGARET

My husband... he pressured me into doing it.

(pause)

I've never lied to her before. I'm not that kind of person.

Beat.

PRIEST'S VOICE

Is your husband that kind of person?

MARGARET

Ummm, no. I don't think of him that way. I mean, he likes to tell stories... maybe he exaggerates a little... but he's a good man.

(she thinks)

He takes care of us. He wants to make enough money to buy our family a house...

PRIEST'S VOICE

But what of the child? Will this lie bring harm to her?

MARGARET

"Harm"?? Oh! Not at all.

(beat)

I'm just looking for answers...

The Priest considers this.

PRIEST'S VOICE

Well, the modern world is a complicated place.

(MORE)

PRIEST'S VOICE (CONT'D)

Occasionally, children need to be sheltered from certain truths.

MARGARET

N-no. That's not what --

PRIEST'S VOICE

It sounds like your husband is trying to make the best of an imperfect situation.

(beat)

You were raised Christian, so you know what we are taught: The man is head of the household.

(beat)

Perhaps you should trust his judgment.

CUT TO:

INT. KEANE GALLERY - NIGHT

Opening night! The gallery is packed with the IN CROWD: Rich and drinking. The space is cool -- the walls bright white, the art hanging under spotlights. JAZZ plays on the stereo.

At one painting, a HIPSTER COUPLE stares at the image of a sorrowful girl holding an armful of poodle puppies.

HIPSTER LADY

I think it's creepy, maudlin and amateurish.

HIPSTER MAN

Exactly. I love it.

We move in tight on the painting. Underneath is a tag: "*BEDTIME*, by WALTER KEANE. Oil on canvas."

We drift along, to another painting: "*CALICO CAT*, by WALTER KEANE." Then, another: "*IN THE GARDEN*, by WALTER KEANE."

Every painting is now by Walter Keane.

We move along... finding the Tipsy Man chatting up Dick.

TIPSY MAN

We got in early. We own three.

(he turns)

Thanks, doll.

He tosses his empty to a PASSING LADY. We reveal the waitress is... Margaret. She carries a tray of pigs-in-a-blanket. Margaret looks shell-shocked -- faking a happy party face.

A burst of LAUGHTER. Margaret turns.

Walter and a group ROAR at a joke. A SEXY GIRL hands Walter one of the promo posters. He beams and lays it across her back... hugging her waist to "steady" himself as he signs.

BACK ON MARGARET

She frowns. Dee-Ann slides into view, slurping champagne.

DEE-ANN

Hey, baby! Killer party! It's a happen-ing...! So, where's your stuff?

MARGARET

(nervous)

Oh. Um, we decided that this would be Walter's show --

DEE-ANN

(suspicious)

Oh "we" did?? And why would "we" do that??

MARGARET

Well... he's more established.

DEE-ANN

Please! Is that you talking, or did you just turn into a little felt puppet with someone's hand up your ass?

Margaret is befuddled.

Dee-Ann scopes out the artwork.

DEE-ANN

It's strange... Walter doesn't strike me as the cute hungry kitten type...

Margaret grimaces.

MARGARET

Thanks for coming.

Margaret grabs a drink and hurries away.

Dee-Ann stands there, irked.

Margaret cuts over to Walter. We MOVE IN TIGHT ON THE COUPLE. He grins and grabs her.

WALTER

Ah, my sweet! Are you enjoying the scene?

(he gives her a kiss)

EVERYONE!

(MORE)

WALTER (CONT'D)

Give a hand to my beautiful wife.
Without her, none of tonight would be
possible!

The crowd APPLAUDS politely, condescendingly.

Margaret smiles strangely. The Topsy Man leans in.

TIPSY MAN

Your husband's quite a talent.
(pleasant)
Do you paint, too?

Margaret freezes up, terribly awkward.

MARGARET

I don't... know.

AT WALTER

A NOSY GUY corners him in front of a painted child.

NOSY GUY

I'm curious about your technique. How
long did that piece take to execute?

WALTER

That? Oh, wow. Probably... months.
First the thinking, the sketching, and
then time with just me and the oils.

NOSY GUY

"Oils"? But isn't that acrylic...?

Huh? Walter glances at the painting, startled.

WALTER

Oh --! You mean that painting! Uhh,
sorry! It's like a jumble of ideas,
rattling around in my brain!

Beat.

NOSY GUY

So where do you get your ideas?

WALTER

What do you mean?

NOSY GUY

I mean --
(confused at this confusion)
Why are they... images of children?

Yikes. Walter starts to sweat. He didn't think this through.

WALTER
Well, er, I've just always loved kids.
Though mostly I was influenced by my
darling daughter...

An odd beat.

WALTER
I remember when she was a baby...

Walter gets a far-off look.

WALTER
Yeah. Cute little thing. I'd stare
into those big orbs. Sometimes I'd
get out my Brownie and snap a photo...
but... that's not subjective. You
know? It doesn't capture your
feelings. So that's when I started
painting her...

We hold on Walter, unsure where reality begins and ends...

CUT TO:

INT. BERKELEY APARTMENT - DAY

CU on a fuzzy TV SCREEN: A PRIGGISH MAN is griping. The
screen is captioned "JOHN CANADAY, NY TIMES ART CRITIC"

CANADAY (ON TV)
Keane's work is completely without
distinction. He is not a member of
the Society of Western Artists. He
has won no awards. He's only
noteworthy for his appearances in a
certain newspaper's gossip column!
(exasperated)
Mr. Keane is why society NEEDS critics!
To protect them from such atrocities!

Walter gapes at the TV, outraged. He suddenly grabs a PHONE.

IN THE LIVING ROOM

Jane is BANGING on a closed door.

JANE
Mom! I wanna come in.

MARGARET (O.S.)
Uhh, you can't. Mommy's busy.

JANE
(she BANGS again)
Let me in! What are you doing in
there? Why's the door always locked?

Walter enters -- and reacts. He glides over to the girl.

WALTER

Janie, sweetie, you need to respect
your mother's privacy. Sometimes
grownups need alone time.

(he winks)

Is that the ice cream truck? Why don't
you go get yourself a fudgesicle?

Walter tosses her a dime. She peers warily, then leaves.

He waits a beat -- then pulls out a KEY. Walter discreetly
unlocks the painting room.

INT. APARTMENT PAINTING ROOM - SAME TIME

It's a factory. Big Eyes are everywhere. Margaret frenziedly
works, surrounded by half-done canvases, solvents, easels.
She's in a bathrobe -- a cigarette hanging from her lips.

Startled, she looks up to see Walter.

He gazes at all the art. At the bulbous faces, eyes watery
and submissive, trapped in muddy yellows and dire browns. And
then... Walter grins broadly.

WALTER

Whew! Out of this world...!

MARGARET

(bothered)

I dunno. I'm not really comfortable
with this. Jane and I used to be so
close... but -- now...

WALTER

Ah, Jane's grand! She's eating ice
cream! She has new shoes. She has a
college fund.

Beat.

MARGARET

Maybe I'm lightheaded from the
turpentine. I've been in here all day.

WALTER

Well I don't want you feeling like a
prisoner. Take a break!

Walter glances at one PAINTING -- then does a take.

ANGLE - PAINTING

It's a child in a rusty alley, staring, aching for compassion.
And, starting to cry. A single tear streams down her cheek.

WALTER

Is that a tear...? You've gone deep!

Margaret bites her fingers, worried.

MARGARET

Do you -- like it?

WALTER

I love it! ...How'd you get the eyes so lifelike? Is it the highlights?

MARGARET

(proud)

No. The secret is the shadow. I shadowed the eyelid.

Margaret smiles shyly. Walter smiles back, full of warmth. He takes her face in his hands.

WALTER

I owe you an apology. I was initially dismissive of your kids, those emotion-wrenching blobs of humanity... but they have a real strength.

MARGARET

(she laughs)

Is that your best version of sincerity?

WALTER

I'm trying! Ah, you know me. See -- this is why I need your help! I want to go on tv, to defend our art.

MARGARET

You're going to be on television?!

WALTER

Yes! But... what will I say??

(beat)

Meaning -- what compels me... to paint... these paintings??

A bizarre pause. The two of them look around the room. At all the Big Eyes peering down at them.

MARGARET

Maybe you have an unhealthy obsession with little girls.

WALTER

Cute.

MARGARET
 (she snickers)
 I guess you've painted yourself into a corner.

WALTER
 Funny! Keep 'em coming! You're a regular Steve Allen. You want heat this winter? Help me out!

MARGARET
 Walter... art is personal.

Walter picks up a picture of TWO LITTLE GIRLS IN TUTUS. He stares, perplexed.

WALTER
What would make a grown man paint a picture like this?!

No answer. He thinks of stories, wheels spinning.

WALTER
 I grew up, surrounded by six sisters.
 (no good)
 I grew up in an orphanage?
 (struggling)
 I grew up... in a world where adults had vanished, and children and kittens ran wild over the desolate landscape!

Margaret smiles.

MARGARET
 What about your Paris street scenes? Why do you paint those?

WALTER
 Well, because... I lived it! I experienced it!

MARGARET
 (calling his bluff)
 And was it really all sun-dappled streets and flower vendors?

Huh? Walter stares off at the Waifs. They peer out from broken windows... chain-link fences...

And then -- he gets it.

WALTER
 Well -- NO! Of course not. It was after the War. There was destruction everywhere...

(pause)
 (MORE)

WALTER (CONT'D)
I traveled the Continent. The ravages
were horrifying...

CUT TO:

INSERT - FULL FRAME TV SCREEN

Walter is on TV, on a LOCAL PUBLIC AFFAIRS SHOW. He's coated
with makeup, sitting rigidly, fingers gripping his chair.

WALTER (ON TV)
My psyche was scarred in my art
student days. Nothing in my life has
ever made such an impact as the sight
of the children: War-wracked
innocents, without homes, without
parents, fighting over garbage...

He sits in a half-circle of PROPER WOMEN, who are spellbound.

WALTER (ON TV)
Goaded by a frantic despair, I
sketched these dirty, ragged little
victims... with their bruised minds
and bodies, their matted hair and
runny noses. There my life as a
painter began in earnest.

Walter sadly looks up to the HOST.

The man is shellshocked. Mute. Walter waits, then sighs.

WALTER (ON TV)
The insane, inhuman cruelty inflicted
upon these children cut deeply into my
being. From that moment on, I painted
the lost children with the eyes.
Those eyes that forever retained their
haunting quality.

The ladies are stricken. A few dab their eyes.

CUT TO:

EXT. SAN FRANCISCO - DAY

Keane posters get RIPPED off a wall.

RIPPED off a mailbox. PULLED off a construction site!

EXT. KEANE GALLERY - NEXT DAY

Walter strides along, a bounce to his step. He reaches the
gallery -- then stops, dumbfounded. It's PACKED with PEOPLE!
Not rich, but regular folks, gawking at the art.

Wow. A sweet moment... then some TOURISTS see Walter and happily accost him: "Walter Keane!" "Mr. Keane!" They thrust papers and POSTERS at him to autograph.

Walter grins and scribbles his signature. Glancing over their shoulders, he sees Ruben down the block, standing outside his own gallery. Gaping in disbelief.

Walter chuckles... then flips him off. Ruben's face falls.

INT. KEANE GALLERY - SAME TIME

Walter pushes through, shaking hands, greeting the CUSTOMERS:

WALTER
 Good afternoon! Delighted!
 (he reaches the SEXY BLONDE
 CLERK and pinches her ass)
How many sales today?

BLONDE CLERK
 "Sales?" None with this crowd.

Walter's smile drops, surprised.

BLONDE CLERK
 These people are looky-loos! They
 can't afford the paintings. But we
 gave away a heap of posters!

Huh? Walter peers, baffled. Suddenly -- a loud FRWWIPPPP!

Walter whirls, startled. Outside, two GIRLS tear a big poster off the front window.

Walter's eyes widen. Slowly, he turns back. At the counter, FOLKS and KIDS are grabbing free posters from a box.

Walter stares. Processing this. And then... being struck by an idea of absolute genius...

INT. STORAGE ROOM - SECONDS LATER

Walter is on the telephone, peering through the doorway. Hiding from the customers. Spying. WHISPERING.

WALTER (ON THE PHONE)
 It's the craziest thing. I started
charging for the posters! First a
 nickel... then a dime.
 (struggling to whisper)
 YES, Maggie! It's cuckoo! So it got
 me thinkin': Would you rather sell a
 \$500 painting, or a million cheaply-
 reproduced posters?!
 (he LAUGHS, exultant)
 (MORE)

WALTER (ON THE PHONE) (CONT'D)
 See, folks don't care if it's a copy.
 They just want art that touches them!

CUT TO:

ANIMATION

WALTER'S VOICE
 And then... we could sell it
 anywhere!! EVERYWHERE!

60's-style MADISON AVENUE GRAPHICS: A still of a HARDWARE STORE. Mops, light bulbs, then -- BING! -- framed KEANES.

A PHARMACY. Aspirin, candy bars -- BING! -- framed KEANES.

A GAS STATION. Tires, motor oil, and -- BING! -- KEANES.

INT. SUPERMARKET - DAY

An aisle of Sundries: Plastic toys, beach balls... Waifs. A sign says "WE HAVE KEANE!"

Around the corner, Margaret shuffles along, listlessly buying banalities: Cereal. Soap. She turns the cart... and runs into her wall of teary-eyed kids.

Margaret peers, muddled.

Then she turns away -- to a RACK OF PAPERBACKS. They offer fast hope, inspiration. Margaret seems disconnected. She runs her hand down the options... a book of Numerology... a book on Judaism... an Edgar Cayce prophecies manual...

AT THE REGISTER - Margaret gazes up. The CASHIER is a sad Beatnik Girl. In a haze, Margaret notices the whole market is full of LONELY WOMEN:

One LADY is her doppelganger -- same age, blonde, gripping a cart. Next aisle over, a MIDDLE-AGED WOMAN stares into space. Nearby, a YOUNG MOM wrangles her children.

We shift to Margaret. Face gaunt. Eyes empty. Troubled...

INT. APARTMENT PAINTING ROOM - DAY

Curtains drawn, Margaret frantically SKETCHES. She's cabin feverish. In her robe. Hair dirty. And -- up to something. These sketches aren't squat children with round eyes. They're different: Figures with long lines.

Margaret frowns and rips the paper. She tries again! Another angular figure -- straight fingers... no!

Again! A woman... reclining. Then an indication of a face: A slash... and then -- two small almond shapes for eyes.

Hmm. Margaret's face brightens. She likes it.

LATER

Margaret rabidly paints. Spurting globs of color. The woman is blonde, almond eyes cool, lips curled with mystery...

Margaret glances in a mirror. It's a self-portrait. It's Margaret, aloof. Alone at a table.

Suddenly the door opens. Margaret GASPS, startled, and spins the canvas away. Walter barges in, dressed like a million. He HALTS -- making a sour face.

WALTER

Whew! Something smells in here. You should open a window.

Margaret blinks, a bit dazed.

MARGARET

What time is it?

WALTER

I dunno. 6:30, 7? ...Didn't Janie get dinner?

Margaret shrugs. Walter leans in.

WALTER

When's the last time you washed your hair?

MARGARET

I've been... busy.

WALTER

(he notices the turned canvas; he's intrigued)
What do you got back there? Lemme see.

MARGARET

No --! It's just... something I'm working on. It's not for the world.

Walter gives her a funny look.

WALTER

"The world"? Baby, it's me!
(stepping forward, a bit malevolent)
I'm your number one fan.

MARGARET

No, please! Walter, it's -- personal.

WALTER
(getting closer)
But we're husband and wife. We
shouldn't have secrets...

Margaret gulps, fretting. Finally, without options -- she
flips over the canvas of the lonely blonde.

And -- Walter is taken aback. His eyebrows raise, shocked.

Margaret bites her lip. Will he go ballistic?

ANGLE - WALTER

He leans right up to the painting.

His expression is inscrutable. Studying the technique. We
have no idea what his emotion is.

WALTER
It's a completely different style.

MARGARET
Yes it is.

WALTER
(beat)
It looks like you.

MARGARET
It's a self-portrait.

Beat.

WALTER
How am I gonna explain that?

She shifts about.

MARGARET
I thought... maybe... I could sign it
myself.

Hmm. Walter's eyes narrow.

WALTER
That seems a bit confusing. "Keane"
means me.

MARGARET
Yes, I know... but... when people ask
me if I paint, I don't know what to
answer! I just want the pride of
being able to say -- that's mine.

Walter's wheels are ratcheting.

WALTER
Who'd you tell about the Big Eyes?

MARGARET
Nobody!

WALTER
(paranoid)
Was Dee-Ann here?! Did Dee-Ann see
this painting?!

MARGARET
No! NOBODY saw it!

WALTER
You tell anybody, the empire
COLLAPSES! Do you wanna give back the
money? We've committed FRAUD!

MARGARET
I KNOW! My God! I live with this
every minute of my life!
(impassioned)
Janie used to have a mother who
painted. Now what's she think?! I
lock myself in this room ten hours a
day... and then you walk out with
finished paintings!

He scowls, offended.

WALTER
Janie thinks I'm in here, painting.

MARGARET
C'mon! You haven't picked up a brush
in months!
(starting to sob)
We used to paint together! Easels
next to each other, side-by-side --

WALTER
That was the honeymoon period!

Margaret breaks into tears. Walter tenses.

WALTER
Jesus, you're so fragile.

MARGARET
I've kept my end of the bargain! I've
never told!
(she SOBS harder)
Please! Just let me have this!

Walter recoils, unable to take this. He relents.

INT. APARTMENT LIVING ROOM - ANOTHER DAY

Another PHOTO OP, but big: A CAMERA CREW rushes about. Lights get set-up. Walter, Margaret, and Jane work at easels. Walter dabs at a Big Eye. Margaret works on a sad, long-neck blonde. Jane paints a goofy flower, like any child.

Dick Nolan takes notes.

DICK
So you're now called "The Painting
Keanes"?

WALTER
Yep! Walter and his girls! With
galleries in three cities!

DICK
I had no idea Margaret painted.

WALTER
Yeah, we don't talk about it. Sadly,
people don't buy lady art.

MARGARET
(interjecting)
What about Georgia O'Keefe?

Dick shakes his EMPTY GLASS, distracted. Walter points.

WALTER
The bar's over there.

Dick goes to get a refill. Walter shoots Margaret a look.

WALTER
Yeah, Margaret's a superb artist, in
her own way. I even steal a few tips
from her, now and then!
(he chuckles)
Behind every great man is a great
woman.

DICK
True true. So Margaret, where do you
get your ideas?

MARGARET
(a bit tentative)
Oh... from the world around me. And I
love Modigliani's use of line.

DICK
ModiWHAT? The Italian joint?

WALTER
 Oh, for Christ's sake, Margaret! Dick
 writes a gossip column --
 (beat)
 Let's stick to the family angle. Get
 a gander at little Janie over there!

Walter steers Dick to Jane, cute at her little child's easel.

WALTER
 What a talent! Look at these Keanes!
 If you cut open our veins, we bleed
oil! Er -- turpentine.
 (awkward)
 Uh, Dick, you know what I'm goin' for.
 Make it sound good.

DING-DONG! It's the doorbell. Everyone turns.

JANE
 Who's that?

WALTER
 Ah! A little treat! The fourth
 member of the Painting Keanes!

Margaret and Jane turn, confused. Walter whips open

THE FRONT DOOR

Revealing LILY, 10, a quiet girl in bobbed hair. She holds a
 little overnight bag.

A Buick HONKS, and Walter waves as it drives away. Walter
 stares at the girl, then puts on big hammy airs.

WALTER
 Lily, honey, how are you?!

He gives her a giant hug. She responds stiffly -- a girl who
 doesn't see her father too often.

LILY
 I'm fine, Dad. I lost a tooth.

WALTER
 Really? Did you get in a fight?

LILY
 (she laughs)
 No. It fell out!

ANGLE - MARGARET AND JANE

They gape in bewilderment. Who the hell is this girl??!

BACK ON WALTER AND LILY

Walter admires Lily's mouth.

WALTER

Well is the tooth fairy somethin' I gotta deal with, or did your mother already handle it?

LILY

(dry)
She handled it.

WALTER

Good! Good good! Well, just go throw your stuff in the kids' room, then you can come join the fun!

Lily toddles out.

ON THE GROUP

Margaret and Jane are speechless.

Walter acts like nothing bizarre has happened.

Dick eyeballs all this with major curiosity.

DICK

Walter... you never told me you had another daughter.

WALTER

Didn't I? Sure. Lil's from my first marriage.

Margaret struggles to hold her rage. Disoriented...

MARGARET

Walter?
(urgent)
Walter! We need to speak.

Margaret gestures: Get in the kitchen! He nods and follows.

INT. KITCHEN

Margaret shuts the door, then spins on him.

MARGARET

What is going on here??!

WALTER

That's Lily. I'm sure I mentioned her --

MARGARET

No you didn't.

Margaret peers at him. How much can she trust?

MARGARET
Did she just move in??

WALTER
No! Her mom's just going to Vegas for
the weekend.
(beat)
I'm supposed to have her once a month,
but I don't make her mom enforce it.

TIGHT - MARGARET

Her head is spinning.

MARGARET
How can you keep something so big a
secret???

TIGHT - WALTER

He starts to answer... then gives her a look: You are kidding?

Walter squirms defensively.

WALTER
She's a sweet girl.

MARGARET
(hissing)
I'm sure she is.

WALTER
I put up with your daughter. I never
said a peep.

Margaret's jaw drops.

MARGARET
I'm gonna pretend you didn't say that.

WALTER
I'm sorry. Sorry! Please... let's
just try to get through this.

CUT TO:

INT. JANE'S BEDROOM - NIGHT

Jane's room, cute with stuffed animals and troll dolls.

Lily is in the corner, awkwardly unpacking her bag. Trying
not to impose on Jane's space. The girls peer at each other.

LILY
Dad told me you had a bunk bed.

Jane shakes her head. She feels bad.

JANE
Take the bed. I can sleep on the
floor --

LILY
No, that's not fair! The floor's fine
for me.

Jane smiles nervously. She stares at this new girl.

JANE
Do you live far away?

LILY
I guess... about a twenty minute drive.

JANE
(startled)
"Twenty minutes"?! That's close!

Jane blinks, confused.

JANE
But you never see Walter?

LILY
No, I see him all the time! He comes
up and visits every week.

Jane is taken aback. Lily sees this.

LILY
Doesn't he talk about me?

JANE
(lying)
Huh? Uh... sure. I guess a little.

Jane thinks, fretting.

JANE
Does he talk about me?

LILY
(lying)
Uh... yeah. Sometimes.

JANE
(pleased)
So what's your mom like?

LILY
She's pretty. She drives a Buick.
She cries a lot.

JANE
 Yeah, mine's the same.
 (beat)
 Except she drives a Packard.

Lily nods. Jane lowers her voice naughtily.

JANE
 I have some peanut butter hidden in my
 sock drawer. Do you wanna eat it?

Lily smiles: Sure. Jane opens a drawer and removes a jar of Skippy. The two girls sit on the floor, happily eating the peanut butter with their fingers.

CUT TO:

EXT. KEANE GALLERY - NIGHT

Klieg lights streak the sky! A crazed CROWD is packed INSIDE. A big sign announces: "NOW APPEARING: AMERICA'S FIRST FAMILY OF ART - '*We paint truth and emotion.*'"

INT. KEANE GALLERY - NIGHT

The place is filled with Big Eyes. Waifs waifs waifs! Cash registers RING. Money changes hands. "Sold" stickers go up.

Walter works the room.

WALTER
 Yeah, Walter Keane and Gauguin have a lot in common. They both walked away from successful careers to travel the globe, live on a boat...

We move... finding Margaret alone in a small ANNEX. It displays a few of her sad blondes, alongside Jane and Lily's paintings of flowers and Mr. Potato-Head. Margaret sits, seeming like an adult at the children's table.

An urbane RICH MAN glides by... and is taken with one of Margaret's nubile blondes. He gazes at the lounging figure.

Margaret sits up. Alert, pleased with his interest.

She tingles. Then, happily excited, unable to hold it in:

MARGARET
I painted it!

RICH MAN
Really?
 (impressed)
 It's very evocative. ...Sensual...

He smiles flirtatiously. She smiles shyly and shrugs.

He steps forward -- then peers closer at the painting. The SIGNATURE is a feminine scroll: "MDH Keane"

RICH MAN

"MDH"? You're so... *mysterioso*.

MARGARET

Yes, we don't use my name, since people don't take women's art seriously.

(beat)

"MDH" are my initials. And more! I'm interested in numerology... and as you know, seven is a very good number.

RICH MAN

(puzzled)

Er... seven?

MARGARET

Luckily, my maiden name is Margaret Doris Hawkins! "M" is the 13th letter of the alphabet, "D" is 4, "H" 8! If you add up 1 and 3 in 13, that gives you 4, making 4 plus 4 plus 8 equals 16, then 1 plus 6 equals seven!

The man's head is spinning. He's lost all interest.

Across the room, Walter sees this debacle. He marches over.

WALTER

Psst! Maggie! Can I have a second?

(he PULLS HER ASIDE)

Good grief! What the hell are you babbling about?! Long division?? Could you please help the world and shut your mouth? You want just one number in his head: The sales price!

Her face drops, hurt. Acquiescing.

WATCHING THIS

Two SNOBBY ARTISTS smirk and GROAN at this scene.

SNOBBY ARTIST #1

Two nuts that fell from the same tree! It's insufferable. Why are we starving, while they print money?

SNOBBY ARTIST #2

Because that nut's a genius! He sells paintings! Then he sells pictures of the paintings! Then he sells postcards of pictures of the paintings.

They stare bitterly. Then, a terrible, shameful idea forms:

SNOBBY ARTIST #1
I'll bet I could bang one out in ten
minutes.

SNOBBY ARTIST #2
It wouldn't have the dopey sincerity.

SNOBBY ARTIST #1
The customers won't notice...

They peer sheepishly at each other...

CUT TO:

EXT. STORE WINDOW - DAY

Ruben is walking past -- then stops, pained. A window display of Keane Big Eyes shares space with paintings of CUTESY KITTENS lapping up milk.

We WIDEN, revealing a whole wall of rip-offs! All with odd anonymous signatures: "Gig." "Eve." "Igor." A cavalcade of WIDE-EYED ANIMALS AND KIDS... DANCING WITH GUITARS... DRESSED AS HOBOS... PLAYING IN PAJAMAS. But these children aren't sad. They're just... blank.

Ruben gasps at the dead-eyed pictures.

RUBEN
Christ. It's a movement.

CUT TO:

INSERT - TELEVISION - FULL FRAME

"The Tonight Show" opening CREDITS:

ANNOUNCER (V.O.)
It's "The Tonight Show!" With guests
Jerry Lewis, the Everly Brothers,
artists Walter and Margaret Keane --

The CHANNEL CHANGES: A children's toy commercial (STOCK). A tear-streaked, crying plastic DOLL, a flagrant Waif rip-off:

FEMALE ANNOUNCER (V.O.)
She's "Little Miss No Name," the doll
with the tear. From Hasbro.

The CHANNEL CHANGES: Spanish TELEVISION. A Keane painting gets hung in Madrid's National Museum of Contemporary Art.

CUT TO:

INT. PAINTING ROOM - DAY

The Margaret sweatshop is going full-blast. Canvases are everywhere: Melancholy MDH ladies. Woeful Keane kids. Even a portrait of Natalie Wood, copied from a photo. Margaret dips a tiny brush, quickly detailing the tear on a child's cheek... when the doorbell CHIMES.

Hm? Margaret puts down her brush, wipes her hands, then hurries out. She opens the door... REVEALING THAT WE'RE IN A DIFFERENT HOUSE. A GIANT, PHENOMENAL 1960s EXTRAVAGANZA.

INT. WOODSIDE HOUSE - SAME TIME

Margaret runs across the marble floors, past the swooping, Modern lines of a California ranch... all-white furniture... a kidney-shaped pool glistening blue outside the glass... a cute TOY POODLE barking at the door.

MARGARET
Rembrandt, shush!

In the foyer, Margaret opens the front door. And standing there is Dee-Ann. Dazzled. She laughs with surprise.

DEE-ANN
My God! I thought I misread the address.

MARGARET
Yeah. That driveway is long.
(she giggles, embarrassed)
Honestly, I can't believe I live here.

Dee-Ann glides in -- then freezes, agape.

DEE-ANN
Whoa.

MARGARET
I know! Two acres, a pool, five bedrooms --
(pause)
Though I thought that was excessive, since there's only three of us here.

DEE-ANN
Three? I thought there were four.

MARGARET
What?
(confused; beat)
Oh -- you mean Lily! No, she doesn't really live with us. That was just in the articles.

DEE-ANN
 Crazy. A fake daughter...

Dee-Ann's eyes take it all in. Astonished.

DEE-ANN
 It's been so long since I've seen you.

MARGARET
 I know. North Beach is 30 miles, but
 it might as well be 300...

DEE-ANN
 You're probably busy, hanging out with
 your new rich buddies.
 (barbed)
 "Kim Novak."

MARGARET
 Oh, please! She's Walter's friend.
 (a quiet shrug)
 He brings people by... the Beach Boys
 were here. But, it's pretty isolated.

Dee-Ann goes silent. Margaret seems dwarfed by the house.

MARGARET
 Jane has nice friends. Sometimes I
 pick them up at the junior high, and
 we all get pizza.
 (awkward)
 But she's busy... Are you hungry?

DEE-ANN
 I'm thirsty.

MARGARET
 Good! I'll whip us up two gin fizzes.

Margaret forces a smile and scurries behind a giant curved wet
 bar. She pulls out ingredients: Gin, lemon juice, soda...

MARGARET
 When we moved in, I thought a wet bar
 was extravagant... but it's surprising
 how much use you can get out of it.

Dee-Ann watches the drinkmaking.

DEE-ANN
 How's Walter?

MARGARET
 He couldn't be happier. He has
 everything he ever dreamed of.

DEE-ANN
And so do you! Fabulous.

Dee-Ann smiles archly. She glances away -- and notices Margaret's STUDIO, the door half-open.

DEE-ANN
Oh, is that your studio?

Margaret turns -- and gasps.

MARGARET
No --! You can't go in --

DEE-ANN
I just want a peek. See what the workspace of a wildly successful artist looks like --

MARGARET
Dee-Ann, please! STOP --

Margaret rushes to block her -- but Dee-Ann pushes open the door, revealing...

INT. PAINTING ROOM

A room full of MDHs and Keanes.

Dee-Ann stops, puzzled. She glances at Margaret -- who has turned white as a ghost.

Immensely curious, Dee-Ann slowly enters. She peers around at the two styles of paintings...

A strained silence. Finally, Margaret whispers.

MARGARET
W-Walter paints in here too.

Hmm.

Dee-Ann walks about, examining the canvases. Then, her gaze settles on the Big Eye that Margaret was working on.

Below the easel is the wet brush on the open jar of paint.

Margaret sucks in her breath. Dee-Ann sees this.

DEE-ANN
Is Walter home??

Margaret has no answer.

The two friends look at each other... Dee-Ann waiting... wondering if Margaret is going to lie to her...

When..... SLAM!

WIDE

Both women startle. FOOTSTEPS. Then... Walter strides in!

Margaret's eyes pop.

Walter's pop even bigger. He glares at the ladies.

WALTER

What the hell's going on here?!!

MARGARET

(timid)

Uh... Dee-Ann was just... she...

Margaret trails off. Walter thinks, then SNAPS.

WALTER

You KNOW I don't like anyone seeing my work before it's done!

Walter rushes to the Waif, then for show grabs up the wet brush and quickly starts to "finish" the painting.

Suddenly -- an odd expression crosses his face. He eyeballs the canvas, realizing he doesn't know what to do.

A furtive glance. Then, unbowed, he hastily dips the brush and slaps a little black onto the shaded background.

Walter spins, victorious.

WALTER

There!

CUT TO:

INT. LIVING ROOM - LATER

The three sit silently, tension thick, sipping gin fizzes.

Nobody speaks.

Walter finishes his drink and pours a fresh one.

CUT TO:

INT. FOYER - NIGHT

They are drunk and SCREAMING. Walter pushes Dee-Ann out the door.

WALTER
 You and your whole non-representational
 crowd are FRAUDS!!

DEE-ANN
 SHUT UP! You're so full of shit,
 Walter!

WALTER
 Get outta my house! My big house!
 (livid)
 Go back to sellin' your coat hanger
 sculptures on Fisherman's Wharf!

DEE-ANN
 Fuck you!

Dee-Ann staggers outside, then hops in her car.

OUTSIDE

Dee-Ann GUNS the engine and squeals away. The car peels down
 the very long driveway.

Margaret and Walter watch the car disappear into the distance.

Without looking over, Walter speaks.

WALTER
 I don't want her ever invited here
 again.

Margaret nods, terribly sad.

MARGARET
 I won't.

CUT TO:

INT. MASTER BEDROOM - LATE NIGHT

Margaret and Walter lie in bed, awake. Arms crossed.
 Unspeaking.

EXT. WOODSIDE HOUSE - ANOTHER DAY

Margaret and 13-YEAR-OLD JANE play on the lawn with the
 poodle. Jane laughs as the dog chases in circles.

JANE
 Go, Rembrandt! Get the ball!

She tumbles, and Rembrandt licks her ear. She giggles.

MARGARET
 Okay, honey. I have to go work.

JANE

Can I come?

(an awkward silence)

No. I can never come. No! I shouldn't even ask.

Jane glares glumly.

Margaret peers hopelessly at her daughter... then goes inside.

INT. WOODSIDE HOUSE

Margaret strolls to her studio. WE SEE the poodle scampering behind her on its cute little legs. She enters the

INT. PAINTING ROOM

Margaret doesn't notice the tiny dog follow her in. She LOCKS the door, then turns -- surprised.

MARGARET

Where did you appear from? Didn't you hear? No visitors!

Rembrandt wags his tail, his little eyes bright. Margaret peers.

MARGARET

Is this what it's come to? You're the only living soul I can tell my secret?

(she lowers her voice)

Well -- I painted them all!

(she shudders with release)

It's TRUE! I did every single one --

She gestures, then catches sight of a Walter street scene.

MARGARET

Well, every one except that street scene.

(beat)

But I did the rest. Every Big Eye! And nobody will ever know. But YOU.

Rembrandt pants and BARKS.

Margaret chuckles, then goes to work. She pulls a CURTAIN across the sliding glass door. At her easel, she squirts a tube into a well and starts mixing colors.

Rembrandt jumps on the couch.

MARGARET

No you don't! It's nice to have company, but that sofa is new.

(she pushes him off)

Let's find you some carpet to lay on.

Margaret goes over to a CLOSET. Rembrandt follows, curious.

IN THE CLOSET

Margaret turns on the bare bulb inside. It's filled with old easels... cans... junk...

MARGARET

I think there's a scrap back here...

She rummages, sliding the junk aside. In back is a TATTERED WOODEN CRATE.

Hm?

MARGARET

Well what's this?

Margaret swings the bulb closer. The crate is covered with SHIPPING INSTRUCTIONS and international markings.

Margaret's interest is piqued. She tugs at the lid, pulling it off. Revealing inside a STACK OF STREET SCENE PAINTINGS. Ten or fifteen of Walter's canvases.

Or so it seems.

TIGHT - MARGARET

She peers closer.

TIGHT - THE PAINTINGS

The top painting is a typical Parisian street scene: Cobble stones, a man carrying baguettes, an old lady selling roses...

But down in the bottom corner is the signature: "S. CENIC"

TIGHT - MARGARET

She sucks in her breath, shocked. She examines the painting.

Then, she hurriedly grabs the next canvas. It's another sunlit scene: A quaint Parisian cafe, a man playing accordian, and in the bottom right corner... the signature: "S. CENIC"

WHAT?! Margaret grabs the next canvas. "S. CENIC"

The next canvas.

The next canvas!

They all are signed "S. CENIC"

Margaret starts hyperventilating.

She thinks, then suddenly bolts from the closet.

INT. PAINTING ROOM

Margaret races, rushing up to Walter's painted street scene, hung on the wall. We PUSH IN TIGHT, as she shoves her face up to the canvas, so close we can see the brushstrokes --

As we MOVE IN TO THE SIGNATURE. Simply, "W. KEANE"

Margaret's face is flushed. She gazes at the name... then rushes back to her work area. She manically hunts: Brushes, tubes, rags -- and an EXACTO KNIFE.

Ah! She runs back to Walter's painting. Heart pounding, she grazes the knife up against the signature, then DIGS.

And -- the "W. KEANE" flecks off. Revealing... underneath... the name "S. CENIC"

CLOSEUP - MARGARET

She trembles, overcome. Music SWELLS. Her eyes spin back --

SERIES OF QUICK FLASHBACKS:

Walter painting at the Palace of Fine Arts. His canvas is blank.

Walter in the apartment, signing his name to a finished piece.

Walter spattering paint on his clothes.

Walter the day we met him. He shows off a rack of finished paintings at the Sunday Art Show.

BACK ON MARGARET

She collapses.

CUT TO:

INT. WOODSIDE HOUSE - THAT EVENING

A grandfather clock says 10:15. Margaret sits gloomily, staring at the clock. Clutching a drink.

LATER

2:30 a.m. Margaret still stares at the clock. She's stewing.

Suddenly, keys in the door. Walter swings in, tanked and full of life. He skids across the marble, humming to himself -- when -- he's startled by his wife. He jerks.

WALTER

M-Maggie! What're you doin' up?

Margaret glares. Not speaking. He shrugs.

WALTER

I had a helluva night. Worked three or four clubs.

(he winks, loosey-goosey)

Stumbled onto some hot gossip: Madame Chiang Kai-shek is coming to town! Straight from Taipei! I think we should present her with a painting -- get Dick to flack it...

(he thinks)

Or the heck with Dick. I met a new guy at UPI...

MARGARET

Maybe you should give her one of your street scenes.

WALTER

(hazy)

You think? I dunno -- I thought you could whip off a doodle of Chinatown. With a cute little kid, sort of a big-eyed slanty-eyed thing...

Margaret's anger is raging. She glares, steely.

MARGARET

No, Walter. She's a dignitary. Doesn't she deserve a piece that comes straight from you?

(sharp)

From your experience???

WALTER

Yeah? Maybe you're right. She probably doesn't have a Parisian street scene hanging in her palace.

Margaret nods, as if they've settled something. She turns to walk away -- then suddenly SPINS.

MARGARET

Unless Madame Chiang Kai-shek already has a Cenic.

ON WALTER

He freezes up.

Suddenly sober, smacked to reality.

WALTER
 "Cenic"...? Uh, what's that?

Margaret stares, eyes sharp.

MARGARET
 Cenic is the name of the artist who
 did all your early paintings.

WALTER
 Huhhh?
 (spinning his lie)
 Urgh... oh! CENIC!
 (he laughs crazily)
 Cenic was my nickname in Paris! All
 my art school pals loved my scenic
 views, so they called me "Scenic"!
 But since those Frogs can't pronounce
 a hard "e," I became "Cenic."

He looks up at her hopefully.

But she shakes her head.

MARGARET
 The more you lie, the smaller you seem.

WALTER
 (unyielding, scrambling)
 How DARE you accuse me of lying! I'm
 proud of my early Cenics!

MARGARET
 Then why do you paint over the name?

Walter gasps, floored.

Margaret bores in.

MARGARET
 A bit of advice: Don't use a water-
 base over an oil. It flecks off.

Walter cowers.

WALTER
 You sound crazy! For God's sake.
 You've... you've SEEN me paint!!!!

MARGARET
 No, I haven't.
 (quiet; strong)
 I always thought I had... but it's
 some kind of... mirage. From a
 distance you look like a painter, but
 up close... there's nothing there.

CLOSEUP - WALTER

All life drains from his face. His eyes go glazed. He speaks mechanically. Tiredly...

WALTER

I studied art in Paris. I went to school at the Beaux-Arts. The Grand Chaumiere. I spent hours in the Louvre, gazing at the greatness of the Masters...

MARGARET

Walter?

He turns. She winces, pained.

MARGARET

Have you even been to Paris?

Walter blanches. He shakes, broken up.

He looks away, then staggers to a chair. He falls into it. Trembling. Not able to look her in the eye...

WALTER

I wanted... I so wanted to be an artist. But -- it just never turned out good.

Margaret stares, seething.

Then, without comment, she storms away. She SLAMS the door shut. BANG!

Walter doesn't move.

CUT TO:

INT. KITCHEN - NEXT MORNING

Margaret makes Jane breakfast, scrambling up eggs.

Jane glances over her shoulder -- and notices Walter in the living room, asleep on the couch.

An awkward pause. Jane says nothing.

INT. MASTER BEDROOM - LATER

Margaret is making the bed. Straightening the pillows.

In the b.g., Walter silently creeps into view. Shamefully standing in the doorway. Not speaking...

Margaret knows he's there, but doesn't acknowledge his presence. Finally, without making eye contact --

MARGARET

I don't want you sleeping in this room any longer. I -- I can't keep living these lies.

(sharp)

There's three extra bedrooms. Go pick one.

He nods.

INT. HOUSE - LATER

Margaret sits, unmoving, trapped in the big house. Outside, a JAPANESE GARDENER trims the hedges.

Margaret stares at the walls, a smothering Walter Hall of Fame: Framed magazine articles on Walter, smugly posed with the Waifs.

She swallows, then gently opens a dresser drawer. Inside is an ORIGINAL WAIF from long ago. A small oil of Jane, when she was a toddler.

Margaret stares... and then her face slowly crumbles.

INT. PAINTING ROOM - DAY

Margaret huddles with a SKETCHPAD. Rembrandt is at her feet. She's drawing. She looks up, as Walter anxiously enters. He's holding a drink. He clears his throat.

WALTER

What are you working on?

MARGARET

A new MDH. Something for me. It's about a woman trapped in an uncaring world. I call it, "Escape."

Walter bites his lip, afraid to talk.

WALTER

I figured out a solution to our problems.

MARGARET

What?

WALTER

Teach me.

(beat)

Show me your tricks. Then you can pass off the Waifs, and we won't be lying anymore.

She looks up in disbelief.

MARGARET
And then -- YOU'LL paint them?

WALTER
Sure! Why not?

MARGARET
(offended)
Walter, this isn't paint-by-numbers!
You think it's easy?! It took me
years to learn --

WALTER
Y-you're right!
(sheepish)
But you know me! I'm a quick study.
And I've got the basics...

He trails off, unsure where this is going.

Trying to rouse her, Walter rushes to an easel and throws up a blank canvas. She eyeballs him.

MARGARET
If you knew the basics, you wouldn't
be at the easel. You have to sketch
it first!

Walter tightens, feeling stupid. He lets go of the canvas.

Margaret stares, deciding. Then, she tosses him a PAD.

Walter catches it. Slowly, he crosses over...

ANGLE - MARGARET AND WALTER

They peer at each other, like a Mexican standoff. Then, he nervously picks up a pencil.

WALTER
So...? What's first?

MARGARET
I dunno. You tell me. You're the
creator.

He frowns.

WALTER
It's a -- Keane.

MARGARET
Oh, a Keane! How witty.
(sarcastic)
You know, when we met all those years
ago, I never would've imagined in my
wildest dreams that one day --

WALTER
 YEAH YEAH! Point taken. I'm standing here naked and humiliated in front of you. Look... can we just do a crying child?

She gazes at him. Fingering her pencil...

Trying to jump-start things, he starts to draw a circle --

MARGARET
 How old is the subject?

WALTER
 Huh? C'mon, it's a head --

MARGARET
 It matters! A young child's head is round. An older child's head is oval!

He feels pressured. Hand shaking, he draws a crooked circle.

WALTER
 The child is this old!
 (angry)
 You're trying to make this difficult --

MARGARET
 NO I'M NOT! Every line is a decision!
 (impassioned)
 It's easy to talk about art, but it's not easy to MAKE art!!

DISSOLVE TO:

INT. PAINTING ROOM - MONTAGE:

Margaret easily outlines a head, then two circles for eyes.

Walter tries copying, but his eyes are misshapen.

Again, Walter copies, but he's wobbly. Angry, he scratches it out.

Margaret tries to help, guiding his hand. Insulted, he pushes her off. He CRUMPLES the page.

NEW TACTIC: Walter grabs her sketch. He puts it on a LIGHT-TABLE. Despairing, he starts to trace it..

LATER

Walter finally paints. We can't see the canvas, but he's very meticulous. His expression quite earnest. He adds a final flourish... and then... a flicker of pride crosses his face. He smiles.

We slowly MOVE AROUND... to REVEAL HIS PAINTING. And... it's... absolutely dreadful. Kindergarten quality.

Walter stares.

Then, he furtively glances at Margaret's work. Comparing...

The realization slowly sinks in. He has no ability.

A sadness swells into fury... and suddenly Walter GRABS HIS CANVAS and SMASHES IT AGAINST THE EASEL. CRASH!! The canvas SHREDS. The frame blasts into pieces!

Walter spins. He glares at one of Margaret's finished Waifs... then explodes, even more enraged. HE PICKS UP MARGARET'S PAINTING AND STARTS TO SWING IT AT THE WALL --

MARGARET (O.S.)

Walter!!

Huh? He lurches, startled.

ACROSS THE ROOM

Margaret stares him down.

Sweaty, chest heaving, Walter staggers towards her. His face scowls, untamed. He clenches his fist, like he might attack Margaret --

Then -- he SCREAMS and smashes her CANVAS. BAM!!! The painting RIPS apart. Walter KICKS his foot through the remains, then spins and charges from the room.

CUT TO:

INT. KEANE GALLERY - DAY

TOURIST FAMILIES mill about. Suddenly the door SLAMS open. Walter bolts in, wild-eyed. A bit deranged.

The families gawk -- glancing from Walter to his photograph all over: "WALTER KEANE! THE WORLD'S TOP-SELLING ARTIST!"

Walter ignores them. He rushes a buxom REDHEADED CLERK.

WALTER

How's SALES?

REDHEAD CLERK

Oh, you know. Mondays --

Walter MUTTERS strangely. He snatches some paper and starts scribbling. Then he runs into the

STORAGE ROOM

Walter agitatedly paces, circling the stacks of PRINTS.

WALTER

How many posters are back here?

REDHEAD CLERK

Exactly? I dunno, 3,000 or --

WALTER

Does the printer owe us more? Do we owe him??

REDHEAD CLERK

Uh, let me --

WALTER

What about the OILS?! Are there more at the warehouse?

REDHEAD CLERK

Mr. Keane, I'd have to make a --

WALTER

For the LOVE OF MUD! What am I PAYING you for?

The girl freezes, rattled. Walter spins, flipping out.

WALTER

Hypothetical question: If you were a man, would you marry Kim Novak or my wife?

What?

WALTER

Okay! Different question! If I got crippled and had to stop painting, how long before the gallery ran out of inventory and went belly up??

REDHEAD CLERK

(rattled)

Do you want a glass of water, Mr. Keane?

Walter sighs. His thoughts drift away...

WALTER

What's it all mean? Why are we put on this earth? A 100 years from now, will people even know we existed...?

REDHEAD CLERK

(uncomfortable)

I -- I don't understand. You'll
always be famous. You were on the
Jack Paar Show...

(she glances away)

Er, excuse me, sir.

The girl hurries away, to ring up some customers.

Walter silently watches. At the register, the Tourists buy a
print. A "Madonna and Child," MDH-style.

BAMMM! Walter's eyes bulge, like he's been stung.

WALTER

It's not even mine! It's one of hers.

Aching, he staggers off. Sweating, woozy, he sits at a table.

Distracted, he glances down at a newspaper...

INSERT - NEWSPAPER

There's an article on the 1964 NEW YORK WORLD'S FAIR. A
headline says "CONSTRUCTION RACES TOWARD APRIL OPENING"

TIGHT - WALTER

His eyes narrow, piqued. World's Fair??? He leans in...

CUT TO:

INT. BISTRO - NIGHT

A return to the charming bistro Margaret and Walter went to
all those years ago, on their first date. The Maitre'd BEAMS.

MAITRE'D

Ah! Monsieur and Madame Keane!
Delighted! Always such an honor!

ANGLE on the Keanes. They are sullen. At wit's end.

AT THE TABLE - LATER

They stiffly sit at their old table. He snarls, eyes black.

WALTER

This doesn't change anything.

MARGARET

(trying to hold her ground)
I know the truth.

WALTER

Who cares?! This is all your fault!
 Maybe it's time to shake things up.
 Start puttin' my name on the MDH's.

Margaret is astonished. A fury crosses her face.

MARGARET

NO! Absolutely NOT!! I still hate
 myself for giving you the Waifs!

WALTER

Quiet! Lower your voice --

MARGARET

Oh, I'll talk as LOUD AS I WANT --

WALTER

NO YOU WON'T! Or --
 (flailing)
 I'll have you whacked!

She jerks, flabbergasted.

MARGARET

What??!

WALTER

If you tell ANYONE, if you squeal,
 I'll take you out! I -- I know
 people. Remember Banducci's cousin?
 The liquor wholesaler?

Pause. Margaret breaks into tears.

MARGARET

You're threatening me...?! Fine, kill
 me! My God, I've kept our secret for
 years! I've never once --

(crying)

Do you know what it's been like for
 me? I don't have any friends. I've
 lied to my own child...

Margaret shudders, distraught. Mascara runs down her cheeks.
 Walter squirms, uneasy with this.

WALTER

Christ, wipe your face! You look a
 mess.

(beat)

It's life imitating art! A crying
 Keane!

He hands her his handkerchief. She dabs at her eyes.

A looming quiet.

MARGARET

What do you want, Walter? Everything with you is calculated. We're back where we had our first date...

Walter's eyes widen.

We MOVE IN TIGHT on them. He drops his voice. Dead serious.

WALTER

Look, I don't deny I need you. You're the one with the gift.

(beat; hushed)

Right now there's a shot... God, I'm shaking I'm so excited. The New York World's Fair. 70 million visitors. Opening day, I unveil my MASTERPIECE!

She is flummoxed.

MARGARET

What masterpiece?

WALTER

Exactly! What have I been missing all this time?! Da Vinci has his Mona Lisa... Renoir has his Boatmen's Lunch... but where's my defining statement?

MARGARET

You sound insane. Artists don't announce a masterpiece --

WALTER

Why not?! Didn't Michelangelo know he was hittin' a homer, when he was on his back painting the Sistine Chapel?

MARGARET

He worked on that for FOUR YEARS!

WALTER

Posterity, baby...!!

She empties her drink.

WALTER

And here's the best part. It's for Unicef! Unicef is sponsoring the Hall of Education. Aw, we can finally give back to the children of the world!!

Margaret stares, wavering...

CUT TO:

STOCK FOOTAGE: The 1964 WORLD'S FAIR READIES TO OPEN. Men on 109 cranes hammer away. Fantastic, futuristic pavilions rise. The Hall of Education gets erected...

INT. PAINTING ROOM - DAY

ANGLE - An INSANELY BIG, BLANK CANVAS. It's 8 feet across, filling half the room. Margaret is in the throes of hastily creating the MASTERPIECE.

Sketches are tacked everywhere. Margaret is chain smoking, sleep-deprived. The DESIGN is a staggering multiracial CROWD of children, mournful, extending to the horizon.

Walter enters, silently scrutinizing.

MARGARET

It's too big. Why'd you promise them Cinerama size?

WALTER

Because it has to encompass all children. All races! One hundred stricken faces! Marching to infinity! The ultimate Walter Keane!

(beat)

At least that's what I told Life Magazine.

Margaret ignores this. Walter does a rehearsed turn.

WALTER

Oh, a publisher says it's good timing to put out a coffee table book. You know, classy: "Tomorrow's Masters."
(awkwardly "casual")
So they need my... uh, early portfolio. My artistic evolution...

Margaret's eyes pop.

That's it. We PUSH IN... as she struggles to contain her frustration. Suddenly -- she SNAPS.

MARGARET

You're right! Where are your preliminary sketches?? All that time in art school, and somehow we waylaid your youthful experiments! The half-finished charcoals, the struggles...

WALTER

(a bit off-balance)

I know you're being sarcastic, but these are all good ideas. Berlin war orphans... early self-portraits...

Her eyes narrow.

MARGARET

Get out of here. I'm trying to work.

She brusquely spins away, back to the canvas.

He shoots her an uncertain, dirty look. What just happened?

CUT TO:

INT. HOUSE - NIGHT

Teenage Jane wanders through the house. Shouting.

JANE

Mom, what's for dinner?

(no response)

Mom! Are you home...?

Nothing. No sign of Margaret.

Jane tries the door of the PAINTING ROOM. As always, it's locked. Hm... Jane sneakily glances around. Opportunity. Quickly, she stands on a chair and reaches above the door sill. She feels around... and finds a KEY.

Ah! Hurriedly, Jane UNLOCKS the door and lets herself in.

INT. PAINTING ROOM - SAME TIME

The room is a madhouse of WAIFS. Jane takes it all in. Her face darkens.

Then, heavy breathing. She turns. Margaret is asleep, curled up under the almost-finished Masterpiece. Jane leans in. Slowly, Margaret rouses -- then suddenly:

MARGARET

W-what are you doing in here --?

(blinking; half-awake)

This is -- Walter's studio!

(discombobulated)

You have to leave!

Jane peers sadly at her mother.

JANE

Mom... I know.

MARGARET

Jane, you don't know anything!!

Jane's face tightens. Insulted.

JANE

I'm not a child anymore.

Angry, Jane runs out. Margaret stares after her -- completely remorseful. She knows she did the wrong thing.

Suddenly, she runs after Jane and grabs her tightly. Overcome, Margaret starts weeping. Jane starts crying too.

CUT TO:

INSERT - LIFE MAGAZINE

A gargantuan spread. The LIFE ARTICLE is titled "The Man Who Paints Those Big Eyes." We PULL OUT...

INT. NEW YORK TIMES - DAY

Starchy John Canaday reads the article, gaping in utter disbelief. His desk says "JOHN CANADAY, SENIOR ART CRITIC." He also has Walter's BOOK, "Tomorrow's Masters Series." We WIDEN, revealing he's in the busy New York Times NEWSROOM.

CANADAY

Four... five... SIX pages! Is there something here I'm missing?

(upset)

He's like -- the Hula-Hoop! He just won't go away...!

He flips a page -- then his jaw drops.

CANADAY

"Will be unveiled in the Grand Pavilion of the Hall of Education... internationally celebrated artist has been selected... will represent the aspirations of children worldwide --"

(he GASPS)

Oh this is ABSURD!

He GRABS for his phone.

INT. WORLD'S FAIR HALL OF EDUCATION - DAY

A panel flicks, and the huge empty space lights up. It's overwhelmingly cavernous, a bright, freshly-painted Space Age spectacular. Up high hangs The Masterpiece and its 100 kids. A sign says "TOMORROW FOREVER."

Below, two tiny figures walk in: Canaday and an obtuse CIVIC LEADER. Canaday stares up in horror. Utterly stupefied.

CANADAY

And WHO was on the selection committee?

CIVIC LEADER

Oh! Well there wasn't a "committee," per se. We just had a luncheon with me, Ed, Jerome, Jerome's wife...

(MORE)

CIVIC LEADER (CONT'D)

(he thinks)
 Though technically, we didn't invite
 submissions. Mr. Keane just contacted
 us directly!

Canaday reacts, smoldering.

INT. NEW YORK MANSION - DAY

A STRING QUARTET PLAYS at a GRAND PARTY. It's completely
 fabulous -- an old-money mansion filled with stuffy BLUE
 BLOODS, all tuxes and gowns.

In the doorway appear Walter and Margaret. They're dressed to
 kill. Walter's radiant -- but Margaret looks like she's about
 to emotionally disintegrate. Suddenly, he WHISPERS.

WALTER

Stop. Let us appreciate this moment.
This is what we've worked toward our
 whole lives: Rarified air. Inside
 this house are the movers and shakers.
 Kennedys. Rockefellers.
 (misty-eyed)
 Until today, we've always been on the
 outside, looking in. But when we
 enter... we will belong.

MARGARET

I was happier selling paintings in the
 park.

He gapes, appalled.

WALTER

You are one crazy bitch.

Walter spins and grandly enters. He grabs two CHAMPAGNES from
 a server.

WALTER

So maybe you have problems with the
 choices we made... but -- c'mon!
 Wednesday, the World's Fair opens.
 Thursday, our book goes on sale!

MARGARET

Friday, I file for divorce.

WALTER

Aw, why are you always so miserable?
 (irritated)
 Well, I'm gonna enjoy my afternoon!

The HOSTESS is a bejeweled dowager. Walter makes a beeline.

WALTER

Mrs. Teasdale! Walter Keane. I just want to thank you for hosting this absolutely enchanting soiree.

Walter takes the woman's hand. She smiles stiffly, silently horrified. She glances around for help.

She catches a SOCIETY MAN's eye, and he hurries over.

SOCIETY MAN

Hey, Keane. Have you seen the Times?

WALTER

Er, no. Honestly, I've been so busy all day preparing for this lovely --

SOCIETY MAN

I think you should read the Times.

The Man gestures. Perplexed, the Keanes follow him into a

INT. DEN - SAME TIME

The room looks like a hunting lodge. On the desk are all the DAILY PAPERS. Walter grabs the NEW YORK TIMES -- then gasps.

INSERT - NEW YORK TIMES

It's open to a reproduction of "Tomorrow Forever," above a scathing REVIEW.

THE KEANES

stare, then turn pale.

INSERT - REVIEW

A BLIZZARD of WORDS assaults us:

"Grotesque"

"Appalling"

"Tasteless"

"Lowest common denominator"

MARGARET AND WALTER'S

faces drop, terribly hurt.

MARGARET

How could anyone... say something so cruel?

WALTER
 (a seething fury)
 What do YOU care?! That's MY name
 being dragged through the mud!

Walter CRUSHES the newspaper. He spins on the guy.

WALTER
 Is he here?

SOCIETY MAN
 Er... yes. Which is perhaps why it
 would be best for everybody if you --

Walter STORMS out. The guy futilely chases --

INT. LIVING ROOM - SAME TIME

Walter barrels in. The ROOMFUL OF GUESTS are all staring.

WALTER
 WHO WROTE THIS SHIT?

People cower.

Walter scans the crowd... and spots a cluster. Ah-hah! There is Canaday. Possessed, Walter strides over. Canaday stares, defiant. It's tense -- until he clears his throat.

CANADAY
 Mr. Keane, this is not the venue.
 Perhaps you'd like to write a letter
 to the editor.

Walter's throat tightens. He steps right into the guy's face.

Women GASP. Tension bristles -- like a fight's about to erupt.

WALTER
 What are you afraid of??
 (malevolent)
 Just because people like my work, that
 means it's automatically bad??

CANADAY
 No. But that doesn't make it art
 either.

Walter shudders. Canaday asserts himself.

CANADAY
 Art should elevate -- not pander!
 Particularly in a Hall of Education!

WALTER
 (offended)
You have no idea!
 (MORE)

WALTER (CONT'D)

Why does a man become a critic --??
Because he can't create! You don't --

CANADAY

Ugh! That moldy chestnut --

WALTER

Don't interrupt! You don't know what
it's like! To put your emotions out
there, naked, for the world to see.

CANADAY

What emotions?! It's synthetic hack
work!

(he loses it)

Your "masterpiece" has an infinity of
Keanes -- which just makes it an
infinity of kitsch!

Crazed, Walter grabs a FORK off the buffet.

He lunges, like he's about to STAB Canaday!

WIDE

Women SCREAM.

A few MUSCULAR MEN start to break through, to help.

WALTER

looks around -- then quivers, realizing he's out of control.
Shamed, he slowly drops the fork.

People breathe a sigh of relief.

MARGARET

is mortified. This is all too awful. Silent, she watches
Walter back out of the party...

CUT TO:

INT. WORLD'S FAIR HALL OF EDUCATION - DAY

"Tomorrow Forever" gets TAKEN DOWN. Burly WORKMEN slide the
painting into a huge WOODEN BOX.

INT. KEANE HOUSE - NIGHT

The house is dark. Walter is raging, in an alcoholic fury.

WALTER
 What's wrong with lowest common
 denominators?! That's what this
 country was built on!!

He KNOCKS over a lamp. Crash!

WALTER
 I'm gonna sue EVERYBODY! I'll sue
 that pansy critic! And the World's
 Fair! And -- Unicef!
 (crazed)
 Yeah! I'll take down Unicef, and all
 their precious little boxes of dimes!

Walter RUSHES BY. In a dim alcove, we make out Margaret and
 Jane, huddled in the shadows.

Jane looks up at her mother with wide, frightened eyes.

Suddenly -- Walter LUNGES at them!

They SCREAM, startled.

WALTER
 But I can't sue you, can I?
 (in Margaret's face)
 You were the ultimate betrayal! You
 FAILED me with that painting!

Suddenly, he pulls out a BOOK OF MATCHES. He lights a MATCH
 and waves it sinisterly --

WALTER
 You crossed over from sentimentality
 to KITSCH!

He THROWS the match at them.

JANE
 Ow!

MARGARET
 STOP IT!

He lights ANOTHER MATCH.

WALTER
 You like making me look bad?? You
 enjoy people laughing at me??!

He PUNCHES the wall, then tosses the match. Fwoosh!

MARGARET
 Walter!

He throws ANOTHER MATCH.

WIDE

Margaret grabs Jane and starts running.

They rush into the blackness.

Walter squints woozily, then starts to CHASE --

INT. HALLWAY

The ladies run for their lives.

Violent THUDS behind them!

Something SMASHES.

Margaret reaches the Painting Room. She YANKS Jane inside, then SLAMS the door!

Walter staggers up.

WALTER

LET ME IN!

INSIDE THE PAINTING ROOM

Margaret LOCKS the door. She backs away.

INT. HALLWAY

Walter tugs the door. He POUNDS it, crazed.

WALTER

Lemme in, you BITCHES!!

INSIDE THE PAINTING ROOM

Margaret and Jane shudder.

All around them, Big Eyes stare down from above.

INT. HALLWAY

In his haze, Walter remembers the hidden key. Raging, he drunkenly pulls over the chair, then stands on it.

But he's too wobbly -- and falls.

Bam!

WALTER

Ow!

INSIDE THE PAINTING ROOM

Margaret hugs Jane.

JANE
 Mom, what are we gonna do??!

Margaret thinks.

INT. HALLWAY

Walter laughs crazily and lights another MATCH. It flickers.

WALTER
 You got all that paint and turpentine
 in there? Well I'm gonna burn you up!

He pushes the lit match through the KEYHOLE.

WALTER
 You're gonna blow like an atom bomb!

INSIDE THE PAINTING ROOM

The match drops on the floor -- then goes out, harmless.

That's it. Margaret makes a decision.

MARGARET
 We're leaving.

Determined, Margaret runs to the curtained wall. She whips it
 aside -- revealing the sliding glass doors.

INT. LIVING ROOM - MINUTES LATER

Walter is lighting another match -- when he spins. Through
 rheumy eyes, HEADLIGHTS orbit across the front window.

He peers, confused...

CUT TO:

INT. CAR - DRIVING - NIGHT

Margaret and Jane drive fast. Adrenaline pumping. Lights of
 the city flash across their faces.

MARGARET
 I'm sorry I wasn't the mother I could
 have been. I -- I should have done
 this years ago...

JANE
 But where are we going?
 (flummoxed)
 We don't even have any clothes!

MARGARET
 Where we're going, we won't need much.
 (long pause)
 Hawaii.

Jane freezes, not sure whether to believe.

JANE
 Really...?

Margaret smiles softly. We slowly PUSH IN to her.

MARGARET
 Yes, Hawaii. Because it's paradise.
 There's flowers, and birds, and
 beautiful colors.
 (gentle)
 And... we're going to make a new life
 for ourselves.

DISSOLVE TO:

EXT. HAWAIIAN HOUSE - DAY

Hawaii, paradise indeed. A dense, tropical forest of deep greens and giant blooming flowers.

Margaret stands on the porch of her small, lovely house, breathing in the clean air. She looks lightened.

In a clearing, Jane plays with some LOCAL TEENS.

INT. HAWAIIAN HOUSE - SAME TIME

The house is simple. In one light-filled corner is an EASEL. Margaret is painting Nature: Splaying ferns. Wild succulents.

In the window, a BIRD flies by, its plumage a dazzling red. Margaret thinks -- then takes out a tube of RED PAINT. She starts to apply the vivid color onto her canvas...

When -- a RINGING PHONE. Margaret reacts, startled.

This is unexpected. And unsettling. It RINGS. RINGS. RINGS. Finally, she hurries to her one telephone, mounted on the kitchen wall. She slowly answers it.

MARGARET
 Hello?

WALTER (O.S.)
Maggie --?

She freezes.

INTERCUT:

WALTER ON THE PHONE - WOODSIDE

He is strangely controlled and forboding.

WALTER

Boy, you were sure hard to track down.
Thought I might never find you...

(a menacing chuckle)

I'm a little agitated. I got the
strangest papers in the mail today.

Margaret tries to stay cool.

MARGARET

It's a decree of legal separation. I
would appreciate if you signed it.

WALTER

Aren't you acting too rash?

MARGARET

Walter, our marriage is over.

WALTER

Granted, our romance may have seen its
better days. The bloom is off the
rose.

(beat)

But I'm looking out for both of us.
What about Keane Incorporated?! We're
a professional couple. Like Roy
Rogers and Dale Evans.

MARGARET

Walter, I want a divorce.

WALTER

Whew. It hurts to hear you say those
words.

Silence. He is feigning "hurt feelings." Struggling for a
response. Finally, his thoughts sharpen up, smart and shrewd.

WALTER

I sure hate that it's come to this.

(beat)

Well... I SUPPOSE I can agree to a
split -- as long... as you assign me
all rights to every painting ever
produced.

MARGARET

If that's the price.

WALTER

Really?!

Walter is surprised. Greedy, calculating, he wonders if he can push her further...

WALTER

Uh -- okay. And... then, we have to consider future revenue stream.

MARGARET

My God, Walter! How much more money do you need?

WALTER

It's -- the marketplace! I gotta stay fresh. Surely you understand?

(deadly)

You want me out of your life, here's my term: You'll have to paint me 100 more waifs. 100 more Walter Keanes!

Margaret's face drops, pained. But she doesn't object.

CUT TO:

EXT. HAWAIIAN HOUSE - DAY

Margaret loads BUNDLED, WRAPPED PAINTINGS into a dusty pickup truck. Jane comes running by, barefoot.

MARGARET

Would you like to go into town? I'm stopping by the post office.

JANE

No, I'm gonna surf with the gang.

Margaret tightens up.

MARGARET

Your friends are a bit... wild.

JANE

(she snaps)

Loosen up, Mom! You're impossible! You move me all the way to Hawaii. Then I actually make some friends, and all you do is complain about them.

(cutting)

Maybe you need to make some.

MARGARET

Y-you know I can't have people over to the house.

JANE

That's right! Or they'd see the precious paintings!!

Margaret has no response. Jane runs off.

INT. HAWAIIAN HOUSE - DAY

Margaret is alone, pouring a drink. She mixes in some ice -- then sees something odd.

OUTSIDE THE WINDOW

Coming down the long driveway are two FIGURES. Two small WOMEN, patiently walking toward the isolated house.

Margaret stares, puzzled. The women come closer. They are Asian, dressed in formal dresses. Curious, Margaret creeps over, spying on them...

They walk up and ring the bell. DING-DONG! An unsure beat... then Margaret opens the door. The ladies smile politely.

ASIAN LADY #1

Hello. We're visiting everyone in this neighborhood with an important message. No doubt you're busy, so we'll be brief.

Huh?

Margaret stares at them deadpan, highball in her hand.

ASIAN LADY #2

We have something to share with you about the wonderful things that God's Kingdom will do for mankind.

Margaret's face darkens.

MARGARET

I'm not interested.

She starts to close the door... but they continue.

ASIAN LADY #1

Do you mean that you are not interested in the Bible, or in religion in general?

MARGARET

I'm not interested in whatever you're selling.

The lady glances at Margaret's glass. She smiles gently.

ASIAN LADY #2

But we're not selling anything. We're just here to share the good news.

MARGARET

(dour)

From where I'm standing, I don't see much good anywhere. Just a lot of pride, and thievery, and people treating each other poorly.

ASIAN LADY #2

Yes! Exactly! That is the good news!

What? Margaret is lost. The ladies grab the opening.

ASIAN LADY #1

Bad things in the world are a sign. They show us that earthly Paradise is at hand.

ASIAN LADY #2

Do you know what it says in Timothy 3:1-5?

(she pulls out a BIBLE and quickly thumbs to a page)

"In the last days, critical times hard to deal with will be here. For men will be lovers of themselves. Lovers of money. Self-assuming, haughty, blasphemers, disobedient --"

MARGARET

Sounds like my ex-husband.

Margaret laughs. Surprised, the women laugh, too.

Margaret peers at them. At their Bible.

MARGARET

Would you like to come in?

CUT TO:

LATER

The three women sit. Margaret gazes...

MARGARET

It's been so long since I've been happy. But, I don't even know why I'm telling you... two complete strangers.

ASIAN LADY #1

It's our mission to comfort those in mourning. Jehovah wants us to help the brokenhearted.

MARGARET

So you're -- Jehovah's Witnesses?

The ladies nod.

Margaret thinks.

MARGARET

I've explored so many religions. But they all had their flaws...

ASIAN LADY #2

Then they're wrong for you. Read your Bible -- you might be surprised by the answers it gives.

(gentle)

Margaret, you can't go down a path unless you know, in your heart, it's the right one.

MARGARET

And how do you know...?

ASIAN LADY #2

(she smiles)

Because our beliefs are supported by the Scriptures. Jehovah is the God of truth.

Beat.

Margaret glances over at a half-completed "Keane" on the easel. A strange pause.

MARGARET

What does that mean, exactly?

ASIAN LADY #2

(emphatic)

Honesty leads to self-respect. A feeling of well-being.

Margaret is piqued. Her eyes widen. Like a Keane.

CUT TO:

INT. HAWAIIAN HOUSE - NIGHT

Margaret is enthralled, avidly perusing a happy-looking booklet, "The Truth That Leads to Eternal Life."

MARGARET

It says here a worshiper of Jehovah must be honest in all things.

Jane snorts.

JANE

I just can't believe you let people in the house.

MARGARET
 I have nothing to hide!
 (torrid)
 It also says no lies. "Speak truth.
 Let the stealer steal no more."

Margaret and Jane lock eyes.

CUT TO:

INT. WOODSIDE HOUSE - DAY

Loud JAZZ plays. Back home, Walter is living a Man's, Man's World. He's partying, drinking and dancing with two cute HIPPIE CHICKS in bikinis.

The place is like a WAREHOUSE, Keane PRINTS stacked everywhere.

HIPPIE CHICK
 Shit, this is crazy! All these
 copies... you're like Warhol!

WALTER
 Nah, Warhol's like me. That fruitfly
 stole my act! "The Factory"? I had a
 factory before he had a soup can!

The girls scrunch their faces, lost.

Then -- DING-DONG! Walter peeks out the window, then grins.

WALTER
 Ah! It's my art supplies.

INT. PAINTING ROOM - SECONDS LATER

Alone, Walter eagerly pries open a GIANT CRATE. He pulls out padding. Wadded Honolulu newspapers. Then... a PAINTING.

Ah! A new WAIF, surrounded by colorful tropical plants. Walter smiles triumphantly -- until -- his happiness melts into confusion. Then horror.

We ZOOM INTO the painting's SIGNATURE. It says "MDH Keane."

Walter freaks.

WALTER
 AAAGGGGHH!

CUT TO:

INT. HAWAIIAN KINGDOM HALL - DAY

The JEHOVAH'S WITNESSES sing a joyous, high-spirited PSALM:

JEHOVAH'S WITNESSES

"Tremble not before your foe,
 Let all lovers of truth know!
 That my reigning Son, Christ Jesus,
 From the heav'ns has cast the foe.
 Soon will bind the Devil, Satan,
 Letting all his victims go!"

Margaret and Jane are singing happily.

INT. HAWAIIAN HOUSE - DAY

Margaret pours her liquor down the sink.

Margaret tosses her cigarettes in the trash.

Margaret swells, feeling a burst of power. Then a VOICE:

D.J. (O.S.)

Oh yeah! We got a special guest
 today. A world-famous celebrity who
 just called up and asked to come in..!

INT. RADIO BOOTH - DAY

Angle on BIG LOLO, a gregarious Hawaiian D.J. in headphones.

D.J.

She's *malihini*! Moved to the islands
 a couple months ago... so let's give a
 big aloha to Margaret Keane!

He pops in a cart. Canned APPLAUSE plays. We reveal across
 from him... Margaret. He grins.

D.J.

So is it true your husband Walter is
 the top-selling painter in the world?

We SLOWLY PUSH IN to her. Tentative, she speaks.

MARGARET

No... Big Lolo. Everything you just
 said is false.

Margaret takes a deep breath. Working up her courage.

MARGARET

One: Walter is no longer my husband.
 (a long pause)
 And Two: He's not... a painter.

Margaret exhales.

The D.J. is confused. He checks his notes.

D.J.
But, am I... mixed-up? Ain't he the
guy who does the crazy eyes?

MARGARET
No. Though he's been taking credit
for ten years.
(strong)
I'm the only painter in the family.

Margaret slowly smiles.

And then... a calmness comes over her. Like a cloud has
lifted.

INT. RADIO STATION HALLWAY - DAY

Margaret and Jane walk away. Jane beams proudly, then gives
her mother a warm hug.

Then -- LOUD CLICKING:

CUT TO:

INT. NEW YORK TIMES - DAY

John Canaday stands over a WIRE SERVICE TELETYPE MACHINE. He
stares at a printout, incredulous.

CANADAY
You have got to be kidding!

INT. CHINESE RESTAURANT - DAY

TIGHT - The San Francisco Examiner. A small headline says
"EYE DID IT! CLAIMS WIFE"

We PULL OUT, revealing Dee-Ann. She grins in disbelief.

DEE-ANN
I knew it!!!

INT. SAN FRANCISCO EXAMINER - DICK'S CUBICLE - DAY

Dick Nolan reads the article -- and SPITS UP his martini.

INT. HUNGRY I - DAY

Banducci CACKLES, terribly amused.

INT. ART GALLERY - DAY

Ruben SHRIEKS at the article.

RUBEN
Who would WANT credit?!

INT. COFFEE SHOP - DAY

Walter sits in his favorite haunt, eating lunch and reading a NEWSPAPER. Suddenly -- he GASPS.

WALTER
Holy mother of GOD!

Walter JERKS UP -- feral -- like an animal sensing danger.

He whirls and looks around. Paranoia ratcheting. Is everybody staring at him? Walter starts shaking in horror. Then -- he jumps and BOLTS OUT.

INT. BAR - NIGHT

Walter sits with Dick. Walter's desperate, sweaty.

WALTER
Margaret's gone berserk! You gotta help me! I need a story, a wire story -- national! -- to calm things down.

Dick peers shrewdly.

DICK
I don't know... Walter. What she has said is pretty inflammatory.

WALTER
But it's nuts! It doesn't even make sense. When I was studying art at the Beaux Arts in Paris, she was still a kid in Tennessee!

Dick reacts. Walter whips out the "Tomorrow's Master's" BOOK.

WALTER
Look! These are my early sketches.
(he flips pages, like a magician)
See?! Berlin orphans, 1946!

DICK
(piqued)
But... how could she...

WALTER
Exactly! It's impossible! We didn't meet for another nine years! After she busted her first marriage.
(he shrugs)
Hell, she busted OUR marriage! Sleeping around with whatever trash she could find!!

Dick's head is spinning.

DICK
I-I, but... why would Maggie do this?

WALTER
She's unhinged! She left me and moved into the jungle. She fell in with a bunch of religious zealots:
(whispering)
Jehovah's Witnesses.

DICK
I really don't know much about them...

WALTER
Oh! These people are gone! Solid gone! They don't celebrate Christmas, they can't salute the flag... they won't even let Janie go to the prom!

Dick is startled.

INT. HAWAIIAN HOUSE - DAY

Margaret sits with a GROUP of her Witness friends. She is sorrowful. Confused. Clutching ASSORTED NEWSPAPERS.

MARGARET
He made me sound crazy!!

ASIAN LADY #2
Just rise above it.

MARGARET
But how can I?! He claims I copied HIM! That he taught ME how to paint!
(reading the NEWSPAPER)
"She used a slide projector to trace my work and fill in the colors."

ASIAN LADY #1
And which part of that is untrue?

MARGARET
ALL OF IT!
(impassioned)
When I finally told the truth, I felt good about myself for the first time in years!! I'm not going to let him take that away.

Nobody is sure what to say. Until -- Jane pipes up:

JANE
Hey. Is Jehovah okay with suing??

CUT TO:

EXT. HONOLULU FEDERAL COURTHOUSE - DAY

The mighty courtroom steps are SWARMING WITH PEOPLE. It's a circus. LOCAL TV NEWS CREWS do standups:

REPORTER #1

Seventeen million dollars!

(beat)

The art world is abuzz! Is it possible that the decade's top-selling painter can't even paint??!

REPORTER #2

Or is Mrs. Keane simply a bitter ex-wife, trying to steal her husband's fame and fortune?

(beat)

Today in Federal Court, lawyers present their opening arguments in the case of Margaret Keane vs. Walter Keane and Gannett Newspapers. A trial that could produce the largest libel and slander award in Hawaiian history.

Margaret, Jane, Margaret's LAWYER, and her FRIENDS walk up. Margaret glances over -- and spots FEMINIST SUPPORTERS smiling at her. They hold up signs: "Stand Up and Be Counted!"

Margaret is bewildered. She hurries in.

AT THE CURB

Walter and a POSSE OF LAWYERS exit a towncar. The REPORTERS charge over, as Walter puts on a confident face.

REPORTER #1

Mr. Keane! Are you at all concerned about the charges?

WALTER

I'm angry as hell! But I'm lucky to have the mighty Gannett News Company watching my back. I expect to have this whole trial dismissed by noon.

(beat)

Truthfully, my only concern is that somebody get this woman some psychiatric care. She needs it!

CUT TO:

INT. FEDERAL COURTROOM - LATER

The EIGHT JURORS watch attentively. Walter sits with the table of slick Gannett lawyers. The lead lawyer stands in front of the irritable Chinese JUDGE.

GANNETT LAWYER

Margaret Keane is a public figure.
And as such, she has to prove that our
newspapers published statements, aware
of probable falsity.

(beat)

But there is no evidence that our
editors could have known that the
assertions were untrue.

(beat)

We would like to submit 692 articles
and interviews in which Mrs. Keane
credits Mr. Keane as the painter of
the so-called "big eye" children.

His Associate hands two massive bound PILES OF NEWSPAPERS AND
MAGAZINES to the BAILIFF.

Margaret winces.

Walter grins, eating it up.

The Judge stares sourly at the piles.

JUDGE

How many years back do these go?

GANNETT LAWYER

Mrs. Keane has been making these
statements since 1958.

Beat.

JUDGE

This is a very strange case. These
paintings hang in museums all over the
world, attributed to Mr. Keane. And
regardless of the truth, Mrs. Keane
has contributed immeasurably to the
confusion...

The Judge stares off... then makes a decision.

JUDGE

It seems impossible that Gannett's
actions would ever meet the legal
standard for libel. So -- the charge
against them is dismissed.

WIDE

The Lawyer smiles, relieved.

GANNETT LAWYER

Thank you, Your Honor!

Walter peers, comprehending... and then, a realization slowly kicks in. His face turns to horror.

The Lawyer nods humbly, then spins away. He smirks at Walter.

GANNETT LAWYER

Good luck, Keane.

AT THE DEFENSE TABLE

The ENTIRE LEGAL TEAM jumps up and begins packing their briefcases.

Walter sputters in astonishment.

WALTER

"Good luck"? W-where the hell are you going?!

GANNETT LAWYER

We were charged with libel. You're charged with slander.

(blase)

Just dance your way out of it.

The Lawyers file out, leaving Walter alone at the table.

He looks very small and pale. The Judge peers quizzically.

JUDGE

Mr. Keane, you appear to be without counsel. Would you like a postponement, in order to get your affairs in order?

Walter glances over at Margaret. She stifles a laugh.

He glares daggers. Then, cocksure, foolhardy, he jumps to his feet.

WALTER

I've always taken care of myself, Your Honor. And I don't need a bunch of rent-a-suits to defend my good name!

(beat)

Let's PROCEED!

CUT TO:

INSERT - WIRE SERVICE TELETYPE MACHINE

Words type out: "AP - HONOLULU - KEANE TRIAL TAKES STARTLING TURN"

INSERT - ANOTHER WIRE SERVICE MACHINE

More words type out: "UPI - HONOLULU - HE'S A PAINTER... AND A LAWYER?"

INT. DICK NOLAN'S OFFICE - DAY

Dick frantically types at his typewriter.

DICK (V.O.)

I'm concerned about my old pal Walter Keane. The Hawaiian heat may have cooked his brain! The only thing he knows about courtrooms and lawyers comes from watching Perry Mason on television!

CUT TO:

INT. COURTROOM - LATER

Walter stands down front. Like a Broadway star, center-stage.

WALTER

I'm the sole creator of my art. This is my total life. My contribution to the world --

JUDGE

Mr. KEANE! I've told you, you must ask the witness questions! If you're acting as your own attorney, you cannot make statements at this time.

WALTER

Oh. Right! Ah, sorry, Your Honor.
(beat)
It's hard to keep this all straight...

Walter gathers his thoughts -- then turns to the WITNESS STAND. Sitting in it... is Margaret.

WALTER

Mrs. Keane. It seems impossible that you'd expect anybody to swallow your fantastic story --

JUDGE

MR. KEANE!!

Walter grimaces. He tries again, choosing his words.

WALTER

Mrs. Keane. You seem like a lucid woman. Reasonably intelligent... So how could you possibly have gone along with such a far-out scheme?

We slowly MOVE IN ON MARGARET.

This is her moment. And then -- quietly, she speaks.

MARGARET

I was forced into it. You had --

She stops, bothered by this awkwardness. She looks away from Walter, to the Jury instead.

MARGARET

He had me dominated. He would rant and rave if I didn't do what he wanted. I was afraid. I didn't see any option, so I went along. I felt very bad...

WALTER

(like a TV lawyer)

I want to remind you you are under oath.

The Judge SLAMS his fists down, enraged. Walter jumps.

WALTER

S-sorry.

Margaret turns back to the Jury.

MARGARET

I just gave in. I allowed him to take credit for the big eyes. They reflected all my feelings... and... it was like losing a child...

(she sighs)

I was weak. I didn't feel I could leave and support myself and my daughter. He said nobody would buy the paintings without his personality.

(soft)

Maybe he was right...

(to Walter)

You were very talented at being charming. You were a genius at salesmanship and promotion.

WALTER

Hm! It sounds like you've described two different men. One a sadistic ogre... and the other a delightful bon vivant.

Margaret stares him in the eyes.

MARGARET

That's you, Walter. Jekyll and Hyde.

WALTER

What an outrageous statement! I demand we strike that from the record!

JUDGE

(he SLAMS his fist)
Overruled!!

MARGARET

(she loses her temper)
No! You're outrageous! Constantly criticizing! Wearing me down! Saying I'd be "knocked off" if I ever told the truth!!

The Jury GASPS.

Walter throws out his hands.

WALTER

Your HONOR! I ask for a mistrial!

Both Keane starts QUARRELING. The Judge STANDS.

JUDGE

HEY! This is not a domestic squabble! Or -- maybe it is. But the rest of us have no interest in watching you two go at it.

Walter calms himself, contrite.

WALTER

I'm sorry for the emotions. I'm an artist.

The Judge stares harshly.

JUDGE

Maybe.

IN THE BACK OF THE COURTROOM

Two SKETCH ARTISTS are busy, drawing the trial. One guy pokes the other one, to show off his work.

His SKETCH is a typical courtroom drawing, except everyone is drawn with big ridiculous Keane eyes.

The second guy GIGGLES. His buddy grins, then quickly erases the silly eyes before anyone sees it.

CUT TO:

INT. COURTROOM - LATER

Margaret is back at the litigant's table, with her lawyer.

Walter stands, at his table. He shouts out.

WALTER

I call as my witness... Mr. Walter Stanley Keane!

A strange beat. The Jurors glance at each other.

Walter reacts, like he just heard his name. He strides jauntily over to the witness stand.

The BAILIFF gives the Judge a weird look. Then, he pulls out a Bible. Walter slaps down his hand.

BAILIFF

Do you swear to the tell the truth, the whole truth, and nothing but the truth, so help you God?

WALTER

YESSS!

Walter bounces out, a bit manic. He runs back to his lawyer table, then spins to address the empty witness stand.

WALTER

Mr. Keane. There has been a lot of innuendo and contradictory testimony about the genesis of the "big-eyed waifs." Would you mind clarifying to this court, once and for all, who spawned these paintings?

Walter sprints back into the witness stand. He sits, then reacts coyly, as if he's surprised.

WALTER

Why -- I created the children.

Walter starts to stand again -- but the Judge SLAMS his bench.

JUDGE

The choreography is not necessary. Just sit down and testify.

Oh. Walter sits, then gathers his thoughts...

We slowly PUSH IN. He smiles, wistfully...

WALTER

I've had a wonderful life. I've been an artist, a world traveler, a friend of untold celebrities...

(he gets misty-eyed)

But when I look back at it all, when I peer into my heart and define what mattered...

(MORE)

WALTER (CONT'D)
 it is that I was dedicated to the
 hungry children of the world.
 (genuine)
 It all began in Berlin. After World
 War II...

DISSOLVE TO:

LATER

WALTER
 ...the orphans were clutching the
 barbed wire. Their bodies lacerated,
 their fingers scrawny, their eyes big
 and helpless. Imploring me, begging
 me... "Do something!"
 (hushed)
 "Do something."

DISSOLVE TO:

LATER

WALTER
 ...and then Miss Joan Crawford walked
 up to me...

LATER

WALTER
 ...Kim Novak...

LATER

WALTER
 ...Liberace...

LATER

WALTER
 ...Wayne Newton...

LATER

WALTER
 Miss Natalie Wood walked up and said,
 "That is the greatest single painting
 I have ever seen in my entire life."

The Judge is bored out of his mind.

LATER

WALTER
 I was born in a small town. My father
 made upholstery for the automobile
 industry --

JUDGE

You're done.

Walter stops, surprised.

WALTER

B-but, I'm not finished --

JUDGE

Actually, you are!

(he blows his stack)

I cannot stomach one more wild tangent or shaggy dog tale. You're not testifying -- you're filibustering! The Federal Courts are overburdened enough, without your docket-clogging nonsense.

(beat)

We can stay here until we grow old and die... but it's obvious that this case boils down to your word versus Mrs. Keane's word.

WALTER

(hopeful)

So... mistrial?

JUDGE

NO! It's not a mistrial!! In my opinion, there's only one way to clear up this thicket. You are both going to paint.

Walter gasps, stunned. All color drains from his face.

ANGLE - MARGARET

Her face lights up. She slowly breaks into a satisfied smile.

CUT TO:

INT. COURTROOM - LATER

The doors SLAM open. The Bailiff leads in a crew of COURT DEPUTIES, all carrying ART SUPPLIES: Easels, brushes, paint...

BAILIFF

Awright, bring those easels down. Careful, don't bump anything... watch it with those paint cans, I got some newspaper on the floor down front...

The Jury is fascinated.

Margaret watches, quite eager. In the gallery, Jane grins.

But Walter is horrified. Trying not to tremble.

DOWN FRONT

The Bailiff directs the deputies, setting up TWO EASELS, back to back. On each easel is placed a small square canvas.

The Judge addresses the room.

JUDGE

Now, I'm not looking for a masterpiece. I don't know much about these things -- I'm a jurist, not an art critic -- but, is one hour enough?

Margaret nods: Sure.

Shaking, Walter barely moves his head.

JUDGE

Okay then. You've both been provided with identical supplies... so -- without any further business... Mrs. Keane, Mr. Keane, the court is yours.

WIDE

Margaret glances at Walter. What will he do?

Walter's face is grimly blank.

Margaret proceeds. Slowly, she pushes her chair from the table and rises.

Walter doesn't move.

Margaret walks over to the closest EASEL, then sits. She ties on a smock over her checkered dress.

THE JURORS

crane their necks, intently curious.

MARGARET

takes a pencil. She peeks over at Walter -- who's still glued to his seat. His face tight, his expression queasy. Staring off to some faraway place.

Margaret looks up at the CLOCK. 3:20.

Okay then. Totally calm, in a motion she's done so many times, she focuses on the canvas and starts outlining a Waif.

Everybody watches. Effortlessly, she pencils the EYES. They are enormous. The largest orbs she has ever done.

WALTER

looks ill. Wracked with uncertainty.

The Judge turns to him.

JUDGE

Mr. Keane?

WALTER

(faint)

I'm... setting the mood.

(whispering)

Getting the... muse to strike...

JUDGE

(beat)

Well, your muse has 58 minutes.

MARGARET

fills in more detail. Ears... nose... then, little fingers clutching a fence. The child is peeking over it, staring right at us...

WALTER

is melting down. In total crisis...

THE CLOCK'S

second hand sweeps around. It's 3:34...

THE JURORS

look from Margaret to Walter. Why isn't he moving??

MARGARET

finishes penciling. She leans back, satisfied with the composition. Then, she reaches for... the PAINT.

She unscrews a tube and squirts it on the palette. She rests it on her lap and starts mixing a flesh tone...

THE JUDGE

gapes at Walter, befuddled.

WALTER

feels all eyes on him. He has to do something.

Hesitantly, visibly shaking, he rises from the table.

Margaret notices this.

Walter braces himself, trying to look confident, then takes a step. Suddenly -- he SQUEALS.

WALTER

OW!

Walter contorts his face in AGONY.

He grabs his shoulder.

JUDGE

Mr. Keane! Are you all right?

WALTER

No -- it's --

(grimacing)

Ah shoot! My old shoulder injury just flared up. I've got a bad muscle -- I've been taking medication for the inflammation...

Walter shrugs pathetically --

WALTER

I -- I don't think I'll be able to paint today.

THE JUDGE

is astonished.

WIDE

The courtroom reacts.

MARGARET

peers at Walter, knowingly.

She's not surprised. This was his only way out.

A look between them -- and then she cocks a half-smile and turns back to the canvas. She squirts out some white oil paint, then begins painting the eyes.

WALTER

sinks down in his chair, beaten. All life gone.

He stares at the emerging canvas, eyes wide, and we PUSH INTO WALTER'S FACE. He is witnessing the end of his empire... the destruction of everything that makes him who he is.

We push in TIGHTER... TIGHTER... until the screen fills with his two eyes.

Big. Sad. And filling with tears.

CUT TO:

EXT. FEDERAL COURTHOUSE - DAY

The doors open, and Margaret comes tumbling out, victorious. She has WON!

She's surrounded by Jane, her friends, and a MOB OF REPORTERS. They all SHOUT: "Mrs. Keane! Margaret! Congratulations!!"

MARGARET

Thank you! Thank you so much.

REPORTER #2

What are you going to call the painting?

She smiles, clutching the finished Waif.

MARGARET

"Exhibit 224."

They all ROAR with laughter. A Reporter does a stand-up:

REPORTER #1

The jury found in favor of Margaret Keane on all points. She won on charges of defamation, emotional distress, damaged reputation --

IN THE BACKGROUND

Walter drifts out, disheveled and lost. He stares hazily... angrily at the crowd.

WALTER

What a group of idiots... a quagmire of incompetence...

(rambling)

This doesn't change a thing!

We slowly PULL AWAY, leaving him tiny in the shot. Forgotten.

BACK AT MARGARET

She hugs Jane. The Reporter jumps in.

REPORTER #2

Margaret! Do you feel vindicated by the high award?

MARGARET

Oh... it was never about the money. And honestly -- I doubt Walter will even pay.

The Reporter chuckles. Margaret turns serious.

MARGARET

I just wanted credit for what I had done. The justice is... I got my art back.

(soft)

My prayers have been answered.

Margaret takes Jane's hand and starts to walk away.

Among the eager fans, a PORTLY LADY steps out, holding a BOOK. She smiles nervously.

PORTLY LADY

Margaret! Could I possibly have your autograph?

Margaret looks down -- and realizes the book is Walter's volume of "TOMORROW'S MASTERS"

Margaret stares at it in wonder, then quickly signs the cover.

CLOSEUP - MARGARET

We hold. She slowly smiles in pride.

DISSOLVE TO:

INT. MARGARET KEANE GALLERY - DAY

A brand-new gallery of Margaret's art. The walls are covered with NEWLY-PAINTED Waifs and MDH's. We GLIDE through the gallery... down the corridors of children and women...

These paintings of big-eyed children are different. They're in magnificent colorful gardens, surrounded by joyful splashes of red, orange, green...

CLOSING CARDS:

"Walter never accepted defeat, insisting he was the true artist for the rest of his life. He died in 2000, bitter and penniless. He never produced another painting."

"Margaret found personal happiness and remarried. After many years in Hawaii, she moved back to San Francisco and opened a new gallery. She still paints everyday."

We move CLOSER to one child, into the face, until the eyes fill the frame. And then... finally, we tilt down. Revealing that the child is smiling.

FADE OUT.

THE END