

Chapter Three

Peter had a hard time sleeping that night. First, he couldn't find a comfortable position. When he tried to sleep on his belly, he felt like he couldn't breathe, his boobs crushed all underneath him, spreading out to either side, but when he tried to sleep on his back it made him conscious of his plump butt, and when he tried to sleep on his side, his breasts squeezed together between his arms like he was hugging a pillow.

The physical oddity of his developing body was enough to make him toss and turn, roll over, keep trying different positions, but it was also the trauma of what was happening. The shock and embarrassment of his voice changing at MJ's house, his body taking on an hourglass shape. Felicia, the Black Cat, catching him feeling himself up, her taunting and smirking. Kissing him. The act of feeling himself up in the first place— the feeling of those soft mounds, the way his nipples had tingled as they grew hard... the memories kept playing through his mind, haunting him as he felt he was losing himself, losing the essence of what made him Peter Parker, Spider MAN.

Finally, Peter did drift off to a fitful sleep, tormented by a dream in which Doctor Octopus was using all four of his tentacles to play with Peter's breasts...

"No!" Peter sat up in a cold sweat, the weight and swaying of his breasts still coming as a shocking reminder of the ways his body had changed. He sighed. He was thirsty, needed to pee. He swung his long, shapely legs over the side of the bed and headed toward the bathroom, his breasts

swaying with each step, wide hips swiveling. Reaching back... and back... he scratched his butt, feeling the softness, the jiggle. It seemed like his whole body jiggled now.



Coming to the bathroom and still half asleep, he flipped up the toilet seat and pushed the front of his tidy whities down, just like he'd been doing for years. He reached down... and... and... Peter frowned... and...nothing? Well, he felt something.

He felt– a soft mound. No. No. Peter began to search, moving his hand around his groin in desperation, “no... no... no...” He whispered in his

soft voice, refusing to believe it was gone, that he'd changed again. He tried to look, but he couldn't see anything. His boobs were in the way. He pulled them to the side and saw... nothing. He went to the bathroom mirror and shrieked when he saw his face.



He looked like a girl! A hot girl. His face looked familiar; it wasn't a totally new face, but more like he'd turned into his own sister. His own— is that me? Very pretty sister. His was now an unquestionably a female face, with the big eyes, tiny nose, plump lips and small chin. “No, no... “ he kept repeating, touching his soft, smooth cheeks with his long, slender fingers. “No... n-- -- n—no...no... nooooo.....” His hands went down once more below his waist, once more searched fruitlessly... once more felt his fingers brush something he should not have and overwhelmed with the shock, he fainted.

When Peter woke, he sat up and said it out loud. “I'm a girl now.” The word *girl* curdled in his

mouth. He liked girls. Loved them, though he was afraid to talk to them most of the time. He loved the way they looked, the way they sounded, the way they moved. He loved looking at girls.

He didn't want to be one.

It seemed impossible, but he couldn't deny the truth: *He* was a girl. And he still needed to pee. Rueful and ashamed, Peter got up and stared down at the toilet, which seemed to be mocking him. His whole life it had been a point of pride that he could pee while standing up. It was one of the privileges of being a boy.



Well, he would just have to suck it up for now. Damn. He turned and sat, yelping as he fell right into the bowl, cold water splashing

against his booty. “What?” The sound of his pretty little voice echoing in the bathroom grated on his ears. Climbing back to his feet, he turned and realized– he'd left the seat up.

The seat being left up.

Another girl thing to put up with, he thought, remembering how many times over the years Aunt May had complained about him leaving the seat up. He hadn't done it on purpose or out of inconsideration. He was a good nephew. It was just something he seemed to forget all the time.

Well, he realized, leaving the seat down wouldn't be a problem anymore since he would never have a reason to put it up in the first place, at least until he could change back. *Glass Half Full*, he thought, amused at his own



sarcasm.

Putting the seat down, he once more sat, squirming uncomfortably. The seat was cold! And then, he realized, he wasn't really sure how to go as a girl. Was it kind of the same? It turned out his body knew, as he heard a gentle tinkling sound, much different from the loud, confident splashing when he'd peed as a guy. He understood why some girls called it taking a tinkle now. Tinkle. Tinkle Bell.

God, Peter thought, ashamed. *I even sound like a pixie when I pee.*

As he headed back to his room, he heard Aunt May downstairs in the kitchen. "You want breakfast?" She called up.

“I’m not hungry,” Peter called back, trying to speak in a lower register.

“Well, make sure to eat something, Penny. You’re all skin and bones!”

Hardly, Peter thought, his body was so fleshy and jiggy and—Penny? Had Aunt May called him Penny? Was reality warping to conform to his changed gender? He fought off his embarrassment over being a female and crept downstairs. “Good morning,” he called, keeping his voice as low as he could.

“Are you coming down with something?” Aunt May said, her face overshadowed with concern as she heard her niece speaking in a low, hoarse sounding voice. “You need to eat more, get better sleep. Let me make you something. I insist.”

“Okay. Sure,” Peter said, wanting to get some information. “I’m fine. I just, uh, strained my voice- somehow.”

“Probably at choir practice,” Aunt May said, shaking her head. “Showing off that pretty voice of yours.”

Choir practice? *Am I a total girl nerd now?* But Aunt May had mentioned his pretty voice. Hmnnnnnn.

“I’ll make your favorite,” Aunt May said, excited. Peter couldn’t help but admire Aunt May. She was one of those people who just loved taking care of others, doing for others. Just a good soul. “Egg White omelet with artichokes!”

Peter raised an eyebrow. Disgusting. “How about pancakes?” He asked, still speaking low despite Aunt May’s earlier comment about his pretty voice. The mere sound of his tea kettle piping filled him with shame.

“Pancakes? Aren’t you watching your figure?”

Peter had never had to watch his figure nor ever expressed any such concern. It was another sign that Aunt May remembered him as a female, like this Aunt May existed in some alternate timeline.

Or alternate universe.

Another piece of the puzzle. “You’re right. I am getting too skinny.”

As Aunt May busied herself with cooking— of course, she made her pancakes from scratch— Peter got out his phone and checked his social media. His profiles all had the same name: Penny_P_123.

As the kitchen filled with the malty smell of cooking pancakes, Peter scrolled through images of Penny’s life— playing clarinet in the band, choir, and, well, that was a relief, science club. At least he was still smart and sciency. In the pictures, he noticed that Penny had longer hair— blonde? He wondered if that was a change coming his way. he wondered if that was a change coming his way. Well, he could always get his hair cut if it did suddenly grow.

But, a blonde? Really? Him? Nah. He’d have to dye it. He couldn’t deal with the blonde jokes, and besides—.

Focus, Peter, focus. In terms of what was happening, he could only think of two explanations. One, some sort of major magic. Two, fluctuation or disturbance in the multiverse. Of course, without further evidence, it would be a mistake to fixate on any one or two explanations, but without more information, he had no idea how to fix all this.

Searching the Internet for *Spider Man*, he found articles instead on Spider Girl. *The Daily Bugle* still hated him, nicknaming him the Vigilant Vixen. *The Evening Post* called him The Crime Fighting Cutie. Peter sighed. Why did everything have to focus on the fact that he was a her?

He needed to figure something out, but that would have to wait. His stomach grumbled and ached for those pancakes, and when Aunt May placed the steaming stack in front of him, he smothered them in butter and syrup and ate voraciously.

“My goodness,” Aunt May said as she sat and sipped her morning cup of tea. “You eat like a boy.”

Peter looked up and shrugged. “Sorry?” He said, mouth full of mushed and half eaten pancake.

“All these years trying to raise you to be a proper young lady, and for what?” Aunt May said, shaking her head side to side, but her tone was sweet and loving.

It was a relief to Peter to know that even in this life, he was not a proper young lady. That just sounded so— lame. What kind of girl would he be? If he were stuck like this? Science nerd, he decided, just like as a guy. Or, maybe a goth chick. That, he thought, might be kinda cool.

When Peter went back to his room, he noticed subtle changes. Penny, it seemed, was not so much different from him— obsessed with science, and the same poster of Tony Stark, though he noticed she’d used a marker to draw xs and os on the bottom— hugs and kisses. Did she have a crush on Tony? Would *he* now?

Gross.

As far as any feminine trappings, there were stuffed animals here and there, and a small table and a mirror in the corner, makeup.

I won't be needing that, he decided. Looking through his drawers, he found bras, but it seemed Penny preferred boy shorts to any kind of girly panties. Another plus for her. Most of her clothes were pretty much like his—jeans and t-shirts.

He looked at the bras again. There were a bunch of them— sports bras and other regular, more girly ones, all lace and bows. He felt himself getting a little tingly looking at the bras. The sight of one had always turned him on, at least since he'd hit puberty, and that hadn't changed, even though these were *his* bras and *he* needed one now.

Probably needed one. Did he?

No, he decided. He couldn't bring himself to wear a bra, despite his experience jiggling and bouncing. It was just too girly. He'd just have to deal with the jiggling. The fact he was getting a little turned on just looking at his bras made wearing one seem— dangerous.



And why did his name have to be Penny? Why couldn't it be Chris or some other gender-neutral name? Penny was the worst. Finding his wallet, he looked at his school ID: It read Penelope Parker. Oh. His name was actually Penelope? Suddenly, Penny did not seem like the worst after all. There was a picture of her— him— smiling, with blonde pigtails tied off with little pink bows. She was obviously wearing makeup, all soft pinks. She'd even put on a blouse for picture day. It seemed the science nerd had a girly side after all. The sight of him—this

version of him-- looking so-- feminine-- made him sick, and he tossed the ID across the room. I will never look like that. Never.

Now what? Strange was unavailable and looking online he'd seen the Fantastic Four were all out on some kind of mission on the moon of all places. What was he supposed to do?

He looked down at his breasts, remembered how good it had felt to-- touch them, hold them, squeeze them. Maybe a little more experimentation was in order, in the name of science, of course.

Come on, Peter, he thought. He needed to think about the solution and not his-- twins.

It was Saturday morning, and as much as part of him just wanted to crawl under the covers and hide, that would only leave him to think and think and think about the fact he was a girl now. What about school? What about life? How was he supposed to even live like-- this? And if he'd ever had a chance with Mary Jane, it was pretty much over now that she'd seen his-- boobs and ass and... well, he didn't think she liked girls. Girl.

I'm a girl, he thought again, his mind rebelling at the thought, refusing to accept it.

He didn't want to think about that right now. To really think about how to get out of this, he needed a distraction. He'd found he did his best thinking when he wasn't thinking. It was time for some web slinging.

The cool breeze. The sound of the city below him-- cars honking, trucks rumbling... Peter loved swinging through the air, leaping from web to web... He was getting used to his new, top heavy dimensions, the swinging coming more easily, more naturally, though with the way his breasts swayed and bounced he was starting to rethink his position regarding



support for his puppies. Maybe Aunt May was right: he probably did need a bra.

Probably.

He'd meant to just swing, lose himself in the freedom he felt while up high above the streets, getting into a zone, enjoying the exercise, where it was just him, his webs and a bright, sundrenched morning, but then he heard a familiar voice call from a nearby rooftop, "Spider Man!"

Black Cat. He wasn't sure he wanted to deal with her,

especially after the way she'd been perverting on him the day before, and all her little comments, but she'd called him Spider Man, not Spider Girl. Did she remember him as him? Curious, he swung over and landed next to her, wary. He knew he couldn't really trust her.

Black Cat smiled. “Hey,” she said, and looking down below his waist, to where his skintight costume cupped his new sex. She covered her mouth. “you’re a *girl*.”



Peter blushed and couldn't help but drop a hand over the space between his legs. His costume hugged his body—everywhere, and, well, there was no bulge down there anymore. It shamed him for Black Cat to be able to plainly see that he was very much a her. “Don't start. I'm not in the mood for a hard time.”

“That’s what she said.” Black Cat made a V with her fingers. “And don’t be ashamed, sister. Our vaginas make us powerful.”

Vagina. Peter had never even been able to say the word, and he couldn’t help but cringe, knowing he had one now. “Let’s not talk about my—you know.” Peter remembered why he’d come over in the first place. “You remember me? I mean, as *Spider Man*.”

Black Cat smirked as she circled Peter, drinking in his impressive curves. “Yeah, but that hot little bod of yours is making me forget.”

Peter didn’t know how much to reveal to her— about how other people were remembering him as a girl now, as if he’d been one all his life. Part of him thought maybe Black Cat had something to do with it, though he couldn’t think of a motive. “People are remembering me as a girl,” he said, deciding to see how she’d react.

“A Spider Girl,” Black Cat purred. “I know. It’s delicious.”

“Why do you remember the real me?”

“I don’t know,” Black Cat said. “Maybe something to do with my superpowers? It is interesting, but not as interesting as those tits.”

Peter had enough. “So, did you call me over here just to make fun of me? Because I have things to do.”

“Well, Spider Girl, I may just have some idea why this is happening to you.”

“Really?” Peter said, the word coming out in a tea-kettle squeak. He’d gotten so excited he’d forgotten to hide his real voice.

“Really,” Black Cat said, raising her own rich, woman’s voice to a higher, squeaky little place to mock him. She flipped her hair acting all girly girl. “And, omigod, it involves Oscorps.”

“Just give it a rest,” Peter said, not bothering to hide his little voice anymore. Even women thought he sounded like a ridiculous little girl now. He had to find some way out of this.

“Oscorps? What’s going on at Oscorps?”

“Come on. I’ll show you.”