

Maleficent

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Based on Disney's Sleeping Beauty

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" The only thing necessary for the triumph of evil is for good men to do nothing "

- Edmund Burke

MALEFICENT

1 EXT. THE SCOTTISH HIGHLANDS - DAY 1

We are flying above the moors of northern Scotland following the rugged, rolling terrain at bird-height.

ANGLE ON WINGS

Our shining BLACK WINGS rise and fall lazily as we ride the strong air currents. We drop down a steep slope and level out to skim the blue water of an expansive loch below. We wing our way above farmlands beyond. *

2 EXT. A FARM - DAY 2

We pass above a FARM WOMAN below. She pours MILK from a jug onto a large STONE.

FARM WOMAN
For the Fair Folk.

We approach another farm house.

3 EXT. THE HOUSE OF A SHEPHERD - DAY 3

Two collies lay outside the house. They leap up as the SHEPHERD comes out with his YOUNG SON and WIFE. The Shepherd and his boy walk toward the paddock. But they stop, dismayed to see that the paddock gate is wide open. The sheep are scattered across the wide field. *

SHEPHERD
The Pixies have been at it again!

He WHISTLES. The dogs race across the field to round up the sheep. The boy runs to help. His wife goes back inside and returns with a heavy iron pan. She mutters an old adage as she positions the pan above the door.

SHEPHERD'S WIFE
"Iron pot above the door. Protect
our home from dark ones of the
moor."

ON THE SHEPHERD AND SON

They herd the sheep down the road.

Ahead, it crosses a thin line of DARK GRASS which runs through the lighter grass of the field.

SHEPHERD

Hold up!

He takes off one of his work GLOVES and tosses it onto the road in the spot where it meets the line of dark grass.

SHEPHERD

Drop a glove before you cross a faerie path. They don't like it if we don't show respect.

He whistles to the dogs.

They nip at the sheep who trample the GLOVE as they run. The boy picks it up and runs to catch up.

4 EXT. THE MOORS - FROM ABOVE - ON THE WING 4

WE TURN and follow the FAERIE PATH which leads into wilder MOORS with peat bogs, heath meadows, thin forests, streams and misty mountains in the distance.

5 EXT. A BLACKTHORN TREE - DAY 5

WE alight on the branch of a Blackthorn tree and TRAVEL down to reveal that WE are not a winged bird...

...but a WINGED GIRL.

*

MALEFICENT is lean, all angles, with high cheekbones, a sharp chin and pointed ears. She looks about 15. She struggles with her LARGE WINGS like wild, unruly hair before she gets them to fold behind her.

ON THE MOORLANDS - MALEFICENT'S POV

The natural sounds of the MOORS drift up to her. The sounds gradually become discernible as VOICES: talking, laughing, complaining, threatening, whining.

THE BLACKTHORN TREE - ON MALEFICENT

She takes a few BLACK NUTS from the tree and CRUNCHES them, shell and all. GUTTERAL GRUNTING sounds from below draw her gaze.

ON THE PEAT BOG - HER POV

MUD-COVERED CREATURES with round bodies and spindly arms and legs move about in the bog. As they grunt and slobber, mud drips from their mouths which sustains and thickens the bog.

THE BLACKTHORN TREE - ON MALEFICENT

Several WINGLESS, WIZENED BALD ELVISH MEN burst from the branches, slapping her hands away from their nuts. *

She makes an ugly face back at them. She grabs more nuts and flies off following a ROCKY STREAM. *

6 EXT. A POND - DAY 6

Maleficent lands on the bank and sits on a rock to finish her stolen black nuts.

Pretty, female WATER FAERIES admire their reflections. Their LONG GREEN HAIR is made of silky trailing weeds.

Nearby, shy, timid MOSS PEOPLE with large eyes lurk in the dark wood foliage. As they run their hands over the dried dead moss, it turns GREEN once again. *

A LONG GREEN ARM emerges from the water and reaches out toward Maleficent's bare ankle. She looks down just as the GREEN HAND grabs her ankle and jerks her off the rock. A MALEVOLENT WATER WOMAN, with knotted weeds and pebbles for hair, pulls her toward the pond. *

MALEFICENT

Let go!

Maleficent kicks her away and flies off.

The GREEN WOMAN slips back into the water. Maleficent flies toward a copse of tall trees ahead.

7 EXT. A ROWAN TREE - DAY 7

She lights in the branches of a tree to eat her black nuts in peace. Loud, giggling LAUGHTER draws her attention.

8 EXT. A MEADOW - DAY 8

Three FLOWER PIXIES play hide-and-seek in the meadow. KNOTGRASS, THISTLEWIT and FLITTLE are small, lithe, flighty girls with pointed ears, noses and tiny transparent wings.

FLITTLE wears all blue. She's plagued with ever-present butterflies that fly around her head.

THISTLEWIT has a tiny round head with tufts of wispy hair that splay outward around her face like a dandelion. KNOTGRASS wears green and brown.

Her short dark hair sticks upright or falls down into her eyes. Color flows from the Pixies fingertips making the petals brighter, the grass greener or sagging flowers revive.

They hear BELLS in the sky and rise into the air.

9 EXT. THE ROWAN TREE - DAY 9

The Pixies fly past Maleficent in the tree.

FLITTLE

The King and Queen are coming!

They flit away. Maleficent rolls her eyes.

MALEFICENT

Gnats.

10 EXT. THE SKY - THE FAERIE PROCESSION 10

The sky is crowded with winged faeries. The beautiful QUEEN ULLA and her husband, KING KINLOCH lead the procession which is lit by the wavering lights of WILL O' THE WISP.

ON THE MOORS - FROM ABOVE

Below, wingless FAERIES emerge: Small ELVISH MEN with feet of crows and tiny eyes. Creatures with the bodies of small HORSES and the heads of HUMANS. Web-footed SPRITES with huge sharp teeth and pointed ears. WILD ELVISH WOMEN lurking at the base of Trees.

11 EXT. THE FAERIE FLIGHT - EVENING 11

Maleficent flies up to join the procession. She soars up to a higher altitude above the Royals.

Queen Ulla glares up at her.

The PIXIES fly up beneath Maleficent.

KNOTGRASS

Come down!

THISTLEWIT

You're not allowed to fly above the Queen!

This only makes Maleficent fly even higher.

ON MALEFICENT

She soars high up, bursting through the clouds.

Then she folds her wings and plummets straight down again, through the crowded procession. Faeries flutter out of her way. She falls almost to the ground before her wings open and she soars up again.

King Kinloch and Queen Ulla are not pleased.

KINLOCH

We have to do something about her.

12

EXT. THE FAERIE MOUND - EVENING

12

The procession approaches a large grassy HILLOCK.

The King and Queen land on the mound followed by the others. The Faeries are all the size of SMALL HUMANS with delicate, pointed ears and tiny refined features.

Ulla steps onto A LOW FLAT STONE which leads to her throne like a stepping stone. As she steps up on it, the STONE, emits a CONTENTED PURR.

The King sits on his throne next to hers.

A back-wind stirs the air briskly as Maleficent lands on the mound among the faeries. She stands head and shoulders above them. Her WINGS loom above her head. She seems like a large, untamed BAT among finches.

KINLOCH

Fold your wings.

The Faeries fold their tiny wings. Maleficent has trouble getting hers to obey. The three Pixies smirk and giggle.

ULLA

Maleficent!

MALEFICENT

Yes, your majesty.

ULLA

Step forward.

Maleficent tries to take a step, but one wing is caught under the foot of another faerie. She tugs it out and steps forward. She hunches uncomfortably as all eyes turn on her.

ULLA
No one flies above me.

MALEFICENT
Yes, your majesty.

Knotgrass whispers to the other Pixies.

KNOTGRASS
It's those wings. She can't control them.

One of Maleficent's wings lashes out and knocks Flittle down.

ULLA
Maleficent!

She grabs it and pulls it in closely.

ULLA
Control your wings. Or you will be punished. Step back, Maleficent.

*
*

Maleficent steps back. The others give her a wide berth.

ULLA
The King and I have just returned from a visit with the human King Henry. Like all humans, he's easily impressed.

KINLOCH
All we had to do was show him a little magic, and he showered us with gifts.

Serving faeries fly in with trays of human-made cakes, milk, wine, etc. The faeries partake eagerly.

ULLA
It's the beginning of a beautiful friendship.

Ulla frowns to see a WINGLESS BOY about Maleficent's age in the crowd.

ULLA
What is he doing here?

Kinloch is embarrassed to see him. STEFAN is the illegitimate son of King Kinloch and a human woman.

KINLOCH
 I'm sorry, my love.
 (to the Boy)
 Leave the Queen's circle, boy.

*

The boy doesn't move.

STEFAN
 No, sir.

KINLOCH
 Leave the circle!

STEFAN
 I have a right to be here.

ULLA
 You have no rights at all,
 halfling. You have no magic. You
 have no wings...

MALEFICENT
 But he's the King's son.

Ulla gasps. The faeries go silent.

Kinloch chokes out the words.

KINLOCH
 I...have no sons.

MALEFICENT
 You don't have to pretend. It's no
 secret. Everyone knows that...

ULLA
 Maleficent!

Ulla's mortified at the public humiliation. She fixes Maleficent in a smoldering furious glare. The three Pixies draw away to be out of the line of fire.

ULLA
 Ever since that tragic night that
 you were born, I have tried to find
 the good in you. I have tried for
 my sister's sake.

She breaks down briefly. The King touches her hand.

ULLA
 But I have failed because there is
 no good in you. You're a devilish
 thing! You were born that way.

She abruptly waves her hand at Maleficent. She's STRUCK by VIOLENT MAGIC which knocks her to her knees.

ULLA

You will wear these for a hundred years so all can see your true nature.

The magic dissipates to reveal a pair of large black HORNS embedded in the top of Maleficent's head. The faeries draw back in shock. Maleficent slowly reaches up to feel them. Horror crosses her face.

MALEFICENT

No!

She tries to pull them off. The faeries shock gives way to smiles and smirks. Maleficent pulls and strains.

But the horns are firmly embedded. The Pixies laugh.

Flittle laughs so hard, she sucks in one of her ever-present butterflies and chokes. Maleficent locks eyes with Stefan briefly. He looks horrified and guilty.

CUT TO:

13

EXT. THE MOORS - LATER

13

Maleficent walks through a shaded grove.

Her head is bowed from the weight of the horns. She approaches a pond with WATER FAERIES.

Frightened by the sight of her, they dive quickly into the water. She continues on. Two small HUMAN-HEADED HORSES run off when they see her coming. She shrugs it off and continues on. Stefan appears out of the shadows.

STEFAN

Maleficent ?

*

She abruptly turns and goes the other way. He runs around to stand in front of her.

MALEFICENT

Go away.

STEFAN

I want to talk to you.

MALEFICENT

I don't want to talk to you!

One of her wings lashes out and knocks him to the ground. He looks up at her.

STEFAN

I just wanted to thank you for standing up for me.

MALEFICENT

A lot of good it did me!

She sits down on a rock. He gets up and sits next to her.

STEFAN

I'm sorry about the...

He indicates the horns.

STEFAN

Queen Ulla is a tyrant.

MALEFICENT

I know...

*
*

They sit in silence for a moment.

STEFAN

I like your wings.

MALEFICENT

You do?

STEFAN

I wish I had some.

MALEFICENT

I don't blame you.

She holds a wing out for him to touch. He hesitates.

MALEFICENT

They don't bite.

He strokes the soft feathers.

14 EXT. A MEADOW - DAY

14

The Pixies gambol in the meadow.

Bees and hummingbirds flit from flower to flower.

Thistlewit spins around. Wisps of her hair fly off like dandelion seeds. Knotgrass runs through the meadow trailing her hand in the low grass. The grass grows tall in her wake. Flittle and Thistlewit study a blue flower.

THISTLEWIT

What color will you make the
blue-bells this year?

Flittle just looks at her.

ANOTHER PART OF THE MEADOW

Maleficent walks with Stefan.

Her wings drag on the ground. They flap with irritation which causes her to fly up. Stefan grabs her.

STEFAN

You're drifting.

He pulls her down to the ground.

MALEFICENT

They're not happy when we walk.

The Pixies see them approaching.

FLITTLE

Maleficent. Those horns are perfect
on you.

Knotgrass steps on Maleficent's trailing wing.

She stumbles forward.

STEFAN

Leave her alone.

FLITTLE

Go live with humans, halfling.

Maleficent whirls around angrily.

Her wings arch above her head.

MALEFICENT
I'm a halfling too! Call me a
halfling. Go ahead!

They shrink back from her. She grabs Stefan.

MALEFICENT
Never mind them.

They keep walking.

KNOTGRASS (O.S)
You killed your mother.

Maleficent stops, stricken by the words. She looks up. The Pixies hover overhead. They drop rocks and mud down on them. Maleficent uses her wings to protect Stefan.

MALEFICENT
Stay here.

She opens her wings. The Pixies scream and fly away. Maleficent goes after them.

15 EXT. THE SKY - DAY 15

Maleficent chases the Pixies like a hawk after sparrows. They scream.

16 EXT. A POND - DAY 16

Queen Ulla and the King sit on the bank.

Water Faeries perform aquatic acrobatics for them. They eat cake and drink milk from flower teacups.

The three Pixies fly toward them, screaming, with Maleficent right behind them. The Pixies hide behind the King and Queen. But Maleficent keeps coming in a fury.

ULLA
Stop right there!

Ulla throws MAGIC at her. Maleficent's wings buckle and she falls. She hits the ground hard.

ULLA
You see how devilish you are? I
blame your father.

KNOTGRASS

She deserves to wear the horns.

ULLA

Yes, she does.

(to Maleficent)

Admit you deserve them.

MALEFICENT

Why should I?

ULLA

I'll clip your wings if you don't.

MALEFICENT

You wouldn't!

ULLA

Oh, but I would.

Maleficent drops her head. She forces the words out bitterly.

MALEFICENT

I deserve to wear the horns.

ULLA

For a hundred years.

MALEFICENT

For a hundred years.

ULLA

Now get out of my sight!

Maleficent opens her wings to fly.

ULLA

Walk!

She folds them and walks away, head bowed, wings trailing on the ground. *

17

EXT. THE BLACKTHORN TREE - LATER

17

Maleficent and Stefan sit in a high branch together.

MALEFICENT

I didn't kill my mother. She died
the night I was born.

STEFAN

I know. Everyone does. Who's your father?

MALEFICENT

The Red Cap.

STEFAN

Him? No wonder you're so...

She gives him a sharp look.

MALEFICENT

What? Wild, dark, strange,
dangerous.

*

*

STEFAN

Tall.

But she knows perfectly well that's not what he meant. She sees something off, dismayed.

MALEFICENT

Oh no, the Rowan.

ON A ROWAN TREE - HER POV

The trunk of the tree has been split by lightning.

MALEFICENT

She won't live. Hold onto me.

She puts her arm around his waist and leaps from the tree. Stefan's thrilled as they fly to the ground.

18

EXT. THE ROWAN TREE - DAY

18

Maleficent stands in front of the wounded tree.

She closes her eyes. Sweat drips down her forehead as MAGIC flows from her to the tree. Stefan watches, fascinated and envious. Gradually, the split trunk mends itself. But the process took something essential from Maleficent. She collapses against the tree trunk.

*

DISSOLVE TO:

19 EXT. THE MOORS - YEARS LATER

19

CLOSE ON THE HORNS

One large horn, ringed and scarred, is rubbed vigorously against a tree trunk. It falls off.

We hear a GASP of surprise. The other Horn is rubbed just as vigorously. It falls off.

ON MALEFICENT

She's grown into a dark mysterious beauty. She rubs the places on her head where the horns had been. Stefan approaches. He's become a handsome YOUNG MAN.

STEFAN

There you are! I have news.

MALEFICENT

Queen Ulla dead.

STEFAN

How did you know? She nods at the horns on the ground.

MALEFICENT

Her spell is broken.

She picks them up and throws them as far as she can.

20 EXT. THE LOCH - DUSK

20

The Fair People stand silently on the banks of the loch watching four black swans carry the funeral bier across the water and into the setting sun. The Pixies stand on the bank with the others. Flittle and Thistlewit whisper.

THISTLEWIT

Who will be Queen now?

FLITTLE

No one knows. She had no heirs.

KNOTGRASS

The Stone knows.

THISTLEWIT

What stone?

KNOTGRASS

The Queen's Stone. Anyone who wishes to be queen steps on the Stone. If she is false, it growls. If she is the one true Queen, it will it roar like a lion. Understand?

Thistlewit studies her face.

THISTLEWIT

You have green in your eyebrows. I never noticed that before.

Knotgrass looks skyward.

KNOTGRASS

Why do I waste my breath?

CLOSE ON THE STONE

A faerie foot lands on the Queen's Stone. It growls.

21 EXT. THE FAERIE MOUND - DAY 21

A female Faerie steps off quickly. Another female steps up. The Stone GROWLS again. Kinloch shakes his head.

22 EXT. A POND - DAY 22

Maleficent leans down to look at her reflection. She pulls her hair back where the horns used to be. She turns, admiring herself without them.

STEFAN

What are you doing?

MALEFICENT

(embarrassed)

Nothing.

STEFAN

You were admiring yourself.

She sees that he's carrying a satchel.

MALEFICENT

Where are you going?

STEFAN
To the human castle.

MALEFICENT
Why?

STEFAN
I've heard so much about it. I want
to see for myself.

A sudden feeling of dread overcomes her.

MALEFICENT
Don't go there, Stefan.

STEFAN
You're not curious about humans?

MALEFICENT
Not at all.

STEFAN
I am.

MALEFICENT
You would be.

STEFAN
(defensively)
What is that supposed to mean?

MALEFICENT
You're half human. There's no shame
in it.

STEFAN
I'm going then.

She picks dead leaves from a tree branch as if she doesn't
care.

MALEFICENT
Have a good time.

He doesn't go.

STEFAN
It's a long way if I have to
walk...on foot.

MALEFICENT
How else are you going to walk? On
your ears?

STEFAN
Maleficent, will you take me to the
human castle?

MALEFICENT
No.

STEFAN
Please?

She sighs. She can't say "no" to him.

23 EXT. THE SKY - ON THE WING 23

Maleficent and Stefan fly entwined, arms tightly wrapped
around each other's waists.

Stefan's face is filled with the joy of flight, Maleficent's
with the joy of being close to him.

24 EXT. THE CLOUDS - DAY 24

They fly through a thick layer of cloud cover.

A stone wall suddenly looms in front of them. Maleficent
veers up, but their feet hit the edge and they fall onto a
hard unfamiliar surface. PULL BACK to reveal...

25 EXT. KING HENRY'S CASTLE - THE TURRET 25

They've fallen onto the high battlements of the King Henry's
castle. Maleficent looks around uneasily. Stefan runs his
hands over the stones.

STEFAN
Look at the way the stones fit
together perfectly. It's ingenious.

MALEFICENT
It's unnatural.

She touches the wall and shudders.

MALEFICENT
The stone is dead.

26 INT. THE TOWER STEPS - DAY 26

She follows Stefan down the steps, grabbing the iron railing as she goes. She gasps and pulls her hand away.

MALEFICENT
Don't touch the rail! It's iron!

Stefan tentatively touches it.

STEFAN
I hardly feel anything, just a little sting.

She looks at her palm. The flesh has been burned. He runs down the steps, touching the railing briefly as he goes.

Maleficent tucks her hands in her robes. Her wings draw themselves up to avoid the iron railing as well.

27 INT. THE GREAT HALL - DAY 27

They enter. The hall is crowded with humans and faeries. There's food, drink, music and merry-making.

Faeries perform aerial acrobatics.

Others make rainbows and bring flowers to bloom for the children. The humans gasp and exclaim with delight. Maleficent is appalled by what she sees.

MALEFICENT
What is this?

Stefan wanders off, intrigued. Maleficent looks up at the high arched ceiling, feeling trapped.

Ominous iron filigree hangs all around. She moves through the hall, becoming more dismayed. The Pixies have all grown up as well. But they're still immature and idiotic. Flittle speaks to a group of humans.

FLITTLE
I'm in charge of Blue. It's a big responsibility.

WOMAN IN YELLOW DRESS
Can you turn my dress blue?

Flittle squeezes her eyes shut and touches her yellow dress. It turns blue.

WOMAN IN YELLOW DRESS

Hmm. I like it better yellow. Turn it back, please.

FLITTLE

I don't make yellow. I only make blue.

WOMAN IN YELLOW DRESS

Turn it back!

Flustered, Flittle closes her eyes and reaches for the dress, but accidentally touches the woman's hand. It promptly turns BLUE. The woman gasps.

FLITTLE

Oh dear. That's not what I...I'm terribly sorry... let me fix.

She squeezes her eyes shut again and reaches out, brushing the woman's face. It turns BLUE. The woman screams.

Panicked, Flittle rushes away. Maleficent feels someone tugging at her wings. It's a HUMAN BOY. She jerks them away. The boy keeps touching her wings.

MALEFICENT

Don't touch the wings.

HUMAN BOY

You're mean! What magic can you do?

MALEFICENT

This.

She waggles her fingers and walks away.

The boy gasps. His fingers have grown together so he can't pull his hands apart. She walks up to Stefan who's chatting with PRINCESS LEAH.

MALEFICENT

We're leaving now.

STEFAN

What's wrong?

MALEFICENT

What's wrong? Look around! This is an embarrassment.

LEAH

Don't be silly. It's all in fun.

Maleficent looks at her sharply.

MALEFICENT

Who are you?

LEAH

I'm Princess Leah.

MALEFICENT

I've been accused of being a lot of things, but "silly" is not one of them. Isn't that right, Stefan?

STEFAN

(nervously)

Maybe we should talk over here.

He tries to pull her away.

MALEFICENT

This may come as a surprise to you, Princess, but we don't exist to serve the human rabble.

STEFAN

Maleficent!

He pulls her away.

STEFAN

These people are our friends.

MALEFICENT

Friends? They're using us! I'm leaving. Are you coming?

She sees the somber look on his face.

MALEFICENT

Stefan?

STEFAN

I'm nothing there. My own father has disowned me.

Her heart sinks as she realizes.

MALEFICENT

You're not coming back.

STEFAN

I could have a future here.

MALEFICENT

You never intended to.

STEFAN

Maleficent...

She turns her back on him abruptly and walks away.

28 INT. A HALLWAY - EVENING

28

She hurries down the hall, struggling against the tears. In her distress, she can't find her way out. She hears voices.

KING HENRY (O.S.)

It's a shame we lost the little Queen. She was so easy to manipulate.

The words cut through her distress.

She turns back to listen.

KING'S ADVISOR

What did she die of?

KING HENRY

Old age. It's hard to believe she was over three hundred years old.

KING'S ADVISOR

What about the King?

KING HENRY

He won't give us any trouble.

She looks through the crack at the door.

29 INT. A ROOM - NIGHT

29

The King is talking with his advisors.

KING HENRY

Now that we have their trust, we can ask for anything we want.

KING'S ADVISOR

They'll make us rich.

KING HENRY

Even better. We can use them
against our enemies.

KING'S ADVISOR

They're too unpredictable for that.
There's no way to control them.

KING HENRY

They have a weakness.

KING'S ADVISOR

What's that?

KING HENRY

Iron.

At the door, Maleficent reacts with alarm.

KING HENRY

I discovered it by accident. Then
curiosity got the best of me and I
tried it out on a few of them.

KING'S ADVISOR

I would have liked to have seen
that.

KING HENRY

Some were burned. Some died. I was
impressed with their stamina.
They'll make good soldiers for us.

The door slams open. Maleficent storms in with murder in her
eye. Her wings knock the advisors down.

She slams Henry against the wall, looming over him like a
dark avenging angel. He cowers fearfully.

MALEFICENT

If you touch another one of us,
I'll kill you!

She releases him and storms out. The King falls to the
floor, trembling and humiliated.

30

INT. THE GREAT HALL - NIGHT

30

Maleficent returns to the hall. She looks for Stefan. He's
still talking with Princess Leah.

MALEFICENT

Stefan!

STEFAN

I thought you'd gone.

MALEFICENT

We have to get our people out of here.

STEFAN

What are you talking about?

*
*

MALEFICENT

The King is planning to use iron against us.

He looks at her skeptically.

STEFAN

Why are you doing this?

MALEFICENT

Did you hear what I said?

STEFAN

Why must you turn everyone you meet into an enemy?

She backs away, shocked by his attitude.

She sees guards come in. She hurries through the hall speaking quietly to the faeries.

MALEFICENT

Get out. Go back to the moors. You're not safe here.

Some hurry away. Some stay. Everyone's confused. Henry's wife, QUEEN MARY stands with the Pixies.

QUEEN MARY

Who is that?

KNOTGRASS

It's just Maleficent. Never mind her.

FLITTLE

She was born to cause trouble.

The King runs into the Hall. He points at Maleficent.

KING HENRY

That one!

The guards run toward her.

She looks at Stefan. Their eyes meet briefly. Then she opens her wings and flies out the window.

31 EXT. THE SKIES - NIGHT - ON THE WING 31

She flies, wings beating furiously.

Tears stream down her face.

32 EXT. THE FAERIE MOUND - NIGHT 32

Kinloch yawns as more female faeries line up to try their luck with the Stone. It GROWLS every time.

Maleficent lands on the mound.

MALEFICENT

Kinloch! Call our people back from the human's castle.

*
*

KINLOCH

Why would I do that?

MALEFICENT

Their king is plotting against us.

KINLOCH

That's absurd. Henry is our friend.

MALEFICENT

Is he? He knows what iron can do. He's already used it against us.

KINLOCH

I don't believe you.

MALEFICENT

I heard him myself!

*

KINLOCH

But you're a known liar.

MALEFICENT

I have no reason to lie!

KINLOCH

Enough, Maleficent! You've caused
nothing but pain and heartbreak
since the day you were born!

He waves his hand in a circle.

A STORM CLOUD appears above her head. Thunder cracks and she's pelted with hard, cold rain. She backs away with the rain pouring down on her.

33 EXT. THE SKY - ON THE WING 33

She flies furiously out of the moors and over the human farmlands. But she can't get away from the storm cloud. She flies until she's exhausted.

34 EXT. A LARGE TREE - DAY 34

Maleficent lands on a long branch where she sits, gasping and furious. The private rain storm still pelts her.

ON A CROP FIELD - HER POV

A large RAVEN sits on the head of a SCARECROW. Two farmers throw rocks at him.

ANGRY FARMER

Get off!

The raven leisurely preens its feathers as the rocks fly around it. Finally, a rock hits its target. The Raven squawks and flies to the tree.

THE LARGE TREE

The raven lands next to Maleficent. She glares at it. It glares back at her. They stew in silence. After a moment it hops over on the branch so it won't get wet.

CUT TO:

35 EXT. THE MOORS - A RUINED CASTLE - DUSK 35

Crumbling walls are all that's left of an ancient castle, swathed in thick moor mist. Maleficent stands before the ruins. The rain cloud is gone.

MALEFICENT

I need your help.

She hears guttural breathing and the scratching of claws. Something large approaches. The mist stirs. Maleficent waits. In a moment, a MAN walks out of the mist. He holds a heavy staff. He's even taller than Maleficent and fiercely handsome with dark malevolent eyes. He wears a worn RED CAP that color of blood. Maleficent looks very much like him.

MALEFICENT'S FATHER

Take the throne yourself.

MALEFICENT

You know why I've come.

MALEFICENT'S FATHER

I'm always watching. You'll have to kill Kinloch.

MALEFICENT

I can't do that.

MALEFICENT'S FATHER

Where does this conscience of yours come from? It doesn't serve you. Your mother was burdened by it too.

His dark eyes soften briefly to think of her.

MALEFICENT'S FATHER

If you want to save your friends... although I don't know why you would after all they've done to you...

MALEFICENT

I'm the only one who knows what this human Henry is planning. I can't stand by and let him use us like servants and slaves!

MALEFICENT'S FATHER

Then act! Do what must be done. But you will be hated for it.

MALEFICENT

That's nothing new.

MALEFICENT'S FATHER

Then unleash yourself. Make me proud.

He steps back. The mist swallows him up.

CUT TO:

36 EXT. A PEAT BOG - NIGHT 36

Maleficent stands at the edge of the muddy bog. She closes her eyes. Sweat drips down her forehead as MAGIC flows from her to the bog. It begins to bubble and boil.

Something large moves around in the mud. One by one, five CREATURES crawl from the bog. Her GUARDS are large, dour and ugly with leathern wings, long arms that drag the ground and feet turned backwards. As the last one crawls out, Maleficent sags from exhaustion.

CUT TO:

37 EXT. THE MOORS - NIGHT - ON THE WING 37

Maleficent flies low to the ground followed by her guards. She searches for something on the ground. She sees what she's looking for, scoops them up, and flies on.

38 EXT. THE FAERIE MOUND - NIGHT 38

The Faeries are still lined up to stand on the Stone. Others entertain themselves with human objects: combs, brushes, mirrors, etc. Maleficent lands on the mound.

MALEFICENT

I want my turn on the Stone.

She walks toward it with determination. The Faeries scramble to get out of her way.

FAERIE KING KINLOCH

Stop right there! STOP!

She steps up onto the Queen's Stone. It SCREAMS in protest so loud the faeries cringe and hold their ears.

FAERIE KING KINLOCH

Step off! Step off!

But Maleficent holds her ground.

Her guards land on the Mound. The Stone still screams. She motions to Kinloch. They pull him off the throne and drag him away. Maleficent steps off the Queen's Stone.

Its stops screaming abruptly.

Maleficent plants herself firmly on the throne. Her guards take their places beside her. She takes out the horns she retrieved from the ground. She replaces them on her head and sits back confidently. Queen Maleficent.

MALEFICENT

No one leaves the moors for the human world. Not now. Not ever.

39 EXT. THE HUMAN FARMLANDS - THE NEXT DAY

39

The three Pixies fly toward the Moors carrying gifts from the humans. As they approach the FAERIE PATH, it LIGHTS ON FIRE. FLAMES SHOOT skyward in front of the Pixies. They draw back. After a moment the FLAMES dissipate.

THISTLEWIT

What was that?

KNOTGRASS

Sudden inexplicable flames from nowhere.

They fly forward and SMACK into an INVISIBLE WALL. They fall into the grass, dropping their loot. Thistlewit gets up and tries to fly forward again. She hits the invisible barrier and falls again. She tries yet again, and falls.

KNOTGRASS

It's a binding spell.

FLITTLE

We cannot pass.

Thistlewit keeps flying at the barrier like an angry bee. They drag her away.

40 INT. THE GREAT HALL - DAY

40

King Henry and Queen Mary look out over the banquet hall.

KING HENRY

Where are all my Fair folk?

QUEEN MARY

They've gone save for those three.

The Pixies sit at the table eating milk and cake.

KING HENRY
You three. Approach.

The Pixies come forward. He waits for them to bow. Queen Mary whispers helpfully.

QUEEN MARY
Bow to your King.

They look at each other...should we? Knotgrass shrugs. They bow. Flittle feels someone staring at her. She looks up to see the WOMAN with the BLUE FACE glaring at her. Flittle steps behind Thistlewit to hide.

KING HENRY
Can you spin straw into gold?

KNOTGRASS
No. *

KING HENRY
Can you conjure up a storm? *

FLITTLE
No. *

KING HENRY
What can you do? *

BLUE-BELL
We're flower pixies. *

THISTLEWIT
We brighten your day with cheery
blossoms and blooms. *

They flit around, bringing all the wilted flowers and bouquets back to life. The King and Queen consult.

KING HENRY
We need better ones.

QUEEN MARY
(to the Pixies)
Where are all your friends?

KNOTGRASS
Someone put out a binding spell
along the Path. None of us can pass
through.

KING HENRY
Who would do such a thing?

QUEEN MARY
It must be that tall bad-tempered
one with the evil name...Malafisis.

KING HENRY
Do you know her?

They shake their heads vigorously.

FLITTLE
She's no friend of ours.

Knotgrass spots Stefan strolling with the princess. She points.

KNOTGRASS
But he knows her very well.

KING HENRY
You there... young man!

Stefan looks over and indicates...me?

KING HENRY
Approach.

Stefan looks at the Princess. She smiles encouragingly.
Stefan approaches King Henry. He bows.

KING HENRY
What is your name, son?

STEFAN
Stefan.

KING HENRY
I haven't seen you before. Where
are you from?

STEFAN
The moors.

QUEEN MARY
No one lives there but the Fair
Folk.

They look Stefan over: no pointed ears, no wings.

KING HENRY
You're not...

STEFAN
No, sir. I'm as human as you are.

Thistlewit makes a choking sound. Stefan glares at her.

QUEEN MARY
You must be a changeling then.

KING HENRY
Changeling?

QUEEN MARY
He was taken from his cradle as an infant and raised by the Fair Folk.

Stefan doesn't deny it.

KING HENRY
Then you can be of use. Do you know of the evil fairie named Mafil... Macif...

STEFAN
Maleficent.

KING HENRY
You do know her.

STEFAN
I do.

KING HENRY
Well?

STEFAN
Yes.

Henry throws his arm over Stefan's shoulder.

KING HENRY
You're a good looking fellow. I can see my daughter has taken quite a liking to you.

Stefan's eyes fill with possibility. King Henry steers him away. The Pixies watch all this curiously.

THISTLEWIT
I didn't know Stefan was a changeling. I thought he was a halfling.

KNOTGRASS

He is a halfling. But Queen Mary
thinks he's a changeling.

THISTLEWIT

Maybe he's half a changeling.

KNOTGRASS

He's not half a changeling. He's a
whole halfling.

Thistlewit blinks.

THISTLEWIT

I'm confused.

KNOTGRASS

Of course you are.

They move off. Flittle almost runs into the Blue Lady who
glares angrily. She hurries off with the others.

41 EXT. THE MOORS - A ROCKY STREAM - NIGHT

41

Maleficent walks near a stream followed by her GUARDS. The
sounds of the BABBLING STREAM becomes BABBLING VOICES.

STREAM FAERY (O.S.)

The Stone screamed.

STREAM FAERY (O.S.)

She has no right to the throne.

STREAM FAERY (O.S.)

She was wrong to make herself
Queen.

She hears them but keeps walking. Her guards growl and run
toward the stream faeries.

MALEFICENT

Leave them alone.

The guards turn back reluctantly. They keep following her,
breathing down her neck.

MALEFICENT

And stop following me!

They stop. she continues on alone.

42 EXT. A DARK POND - NIGHT 42

Maleficent sits on a rock eating black nuts, feeling more alone than ever. A LONG GREEN ARM emerges from the pond and reaches for her ankle.

MALEFICENT

Touch me and you will draw back a shriveled stump.

The Green Woman's arm retreats back to the pond.

43 EXT. THE FAERIE PATH - DAY 43

The once-green Faerie Path is now a long black line of demarcation between the wild moors and King Henry's human domain.

44 EXT. THE ROAD - DAY 44

Stefan sits in a wagon next to a DRIVER. King Henry's castle is visible in the distance behind him.

45 EXT. NEAR THE FARM - DAY 45

The SHEPHERD, his WIFE and SON stand at the place where the Faerie path crosses the road.

The sheep stand in a huddle, oddly silent. The Farmer whistles for the collies who lay in the farm house yard.

THE SHEPHERD

Did you hear me boys? Come up.

The dogs whine but don't budge. Stefan and the driver approach in the wagon. The horse whinnies and rears.

STEFAN'S DRIVER

Whoa!

THE SHEPHERD

Your horse won't cross it.

The Shepherd points to the burned and blackened path.

Stefan looks up. The birds fly straight up and down there like fish in a tank.

THE SHEPHERD

The Fair Folks have put a curse on us.

THE SHEPHERD'S WIFE

I can't think why. I put out milk and cake for them every day.

STEFAN

(to the driver)

I'll walk from here.

Stefan gets off with a knapsack. The driver turns the wagon around. Stefan steps up to the Faerie path and studies it.

STEFAN

(to the shepherd)

Can you cross it?

He and his family step back, fearfully.

THE SHEPHERD

We don't dare.

THE BOY

At night, we see a horned bird with a head of a woman flying in the sky.

SHEPHERD'S WIFE

She has a host of goblins behind her.

Stefan tries to step across. It takes an effort for him to push through the invisible barrier. Then something gives way and he stumbles onto the other side.

46

EXT. THE FAERIE SIDE OF THE PATH

46

Stefan looks around, astounded by the sudden difference in the colors and lushness of the countryside surrounding him. The shepherd and his family wave to him from the other side.

THE SHEPHERD

Good luck to you!

THE BOY

Watch out for the evil Bird Woman!

He starts off, following the black line of the Faerie Path into the wild moors beyond.

47 EXT. THE FAERIE MOUND - EVENING 47

Maleficent sits on the throne, surrounded by her ugly slaving guards. They scratch and snarl like mangy dogs. Maleficent has her chin in her hand, feeling very alone. She hears something and sits up abruptly.

MALEFICENT

Quiet!

She listens. A VOICE on the wind is calling her name.

STEFAN (O.S.)

MALEFICENT!

48 EXT. THE MOORS - EVENING 48

Stefan stands on a high hill above the moorlands which sweep away below him.

STEFAN

Maleficent!

He squints as he sees something in the distant sky. What appears to be a horned bird with very large wings soars toward him. He watches as Maleficent flies closer. His face is a mixture of joy and regret.

49 EXT. THE HILL - DUSK 49

Maleficent lands on the hill. Their faces fill with emotion to see each other again.

MALEFICENT

I knew you didn't belong in the human world.

STEFAN

Oh, I belong there, more than I do here.

MALEFICENT

Then why did you come back?

STEFAN

I missed you too much.

Her heart leaps.

MALEFICENT

You missed me?

STEFAN

I love you, Maleficent... I always
have...

He takes her chin in his hand and kisses her.

Her eyes close and she falls back in a swoon...off the
hilltop. He looks over.

50 EXT. THE FAERIE MOUND 50

Her guards look up to see their leader doing giddy air loops
in the distance. They frown and grunt with disapproval.

51 EXT. A RIVER BANK - NIGHT 51

Maleficent and Stefan sit under the shelter of her wings,
talking softly.

STEFAN

I have to admit there are some
things that humans do better than
we do.

MALEFICENT

I can't imagine what.

STEFAN

Food for one thing.

He opens his backpack and takes food out.

STEFAN

Bread, cheese, honey cider...

He pours a bit of cider into his cup. He offers her some.
She pushes it away.

MALEFICENT

Nothing human for me.

STEFAN

You don't know what you're missing.

MALEFICENT

I'm perfectly happy with what we
have.

She tips a large red Blood Rose that blooms on a twisting vine. Red dew drops into her mouth.

STEFAN

I wonder what it would taste like
if we mixed the two together?

He tips the Blood Rose into his cup.

STEFAN

The best of both worlds.

He swirls it around and takes a sip.

STEFAN

Not bad.

He takes another teeny sip. Maleficent considers. Giving in, she holds out her hand for the cup, but he holds it back.

STEFAN

Nothing human for you.

They tussle over the cup. She grabs it out of his hand and takes a big gulp. He waits for the verdict. She takes another drink, considers.

MALEFICENT

It's dreadful.

He laughs. She smiles at him. Love shines through her whole being.

MALEFICENT

Promise me you will never leave
again.

STEFAN

Never. They lay back against the
tree together.

MALEFICENT

I want this moment to last forever.

STEFAN

We have forever.

She closes her eyes, drifting off. But she opens them, suddenly panicked.

MALEFICENT

Stefan?

STEFAN

Yes?

MALEFICENT

I was afraid you'd gone.

STEFAN

Still here.

She sighs with contentment and closes her eyes again.

52 EXT. THE RIVER BANK - LATER 52

Maleficent has fallen into a deep unnatural slumber. Stefan sits beside her.

STEFAN

Maleficent.

He shakes her shoulder roughly.

STEFAN

Maleficent!

She doesn't stir. He takes a long thin IRON CHAIN from his pack. He holds it over her. His hands tremble. His face is wracked with emotion. He shakes his head and drops his hands. After a moment, he lifts the chain again...

CUT TO:

53 EXT. THE RIVER BANK - DAWN 53

Maleficent groans from pain. She sits up and shakes her head to clear the thick sleep. The pain on her back is intense. She looks around for Stefan, then reaches over her shoulder. Her fingers touch a long cauterized burn where her wings used to be. On the shock and horror in her eyes we:

CUT TO:

54 EXT. HUMAN FARMLANDS 54

Stefan runs down the road carrying a large bundle on his back. The DRIVER sits in the wagon nearby. He jumps off to help him load the bundle.

MALEFICENT (O.S.)

AAAAAAAAAHHHHHHHHH!

Her ANGUISHED OUTRAGED WAIL echoes down the hills and across the Moorlands. Stefan looks up. At the sound, the BURLAP BUNDLE shifts and struggles.

STEFAN
I shouldn't have done it.

THE DRIVER
It's too late now.

They lash the bundle down and quickly drive away.

55 EXT. THE RIVER BANK - DAY 55

Maleficent thrashes around, trying to reach the painful wounds. She plunges into the river. The WATER FAERIES retreat, watching with huge fearful eyes. Maleficent climbs out and runs, delirious from the agonizing pain.

56 EXT. THE MOORS - DAY 56

She runs to escape the pain.

At the top of a high hill, she leaps into the air, forgetting in her delirium, that she no longer has wings. She falls, crashing down the hill to the bottom where she lies, gasping and bloodied.

As she lays there, she looks up at the birds flying overhead. Her pain and heartbreak are unspeakable.

57 EXT. KING HENRY'S CASTLE - DAY 57

The drawbridge opens for Stefan's wagon.

58 INT. KING HENRY'S CASTLE - DAY 58

Stefan stands with King Henry. The bundle lays at his feet, no longer moving.

STEFAN
I couldn't kill her. So I took these instead.

He draws back the burlap.

The large black wings are tied with heavy ropes. Fascinated, King Henry leans down for a closer look. The Wings struggle, startling him. He leaps back.

STEFAN

Her wings have always had a mind of their own.

KING HENRY

Will she want revenge for this?

STEFAN

Absolutely. But she's hobbled now. The Fair People won't follow a wingless leader.

KING HENRY

Brilliant, son. You've served me well.

STEFAN

And the other thing?

Henry sighs. He has no choice.

KING HENRY

I'll tell the Queen to prepare for a wedding.

Stefan nods.

Whatever guilt he felt has been swept aside by ambition.

59

EXT. THE MOORS - NIGHT

59

Maleficent still lies in the place she fell. Something has left her forever: hope, belief, the capacity for love.

MALEFICENT'S FATHER

Get up, Maleficent.

She opens her eyes.

Her father stands over her, holding his staff.

MALEFICENT'S FATHER

This pain is a gift. You can use it to grow stronger than you ever were.

She closes her eyes again.

MALEFICENT'S FATHER

Or you can lay here and die.

He drops his staff at her side and walks away.

A long moment passes before her fingers feel for the staff. She uses it to pull herself to her feet.

A WOLF howls.

Leaning on the staff, she sees a LARGE SILVER WOLF on a distant hill. It turns and disappears into the mist.

60 EXT. THE FAERIE PATH - NEAR THE FARM 60

Using the staff as a crutch, Maleficent limps across the blackened Faerie Path.

Her eyes are filled with hatred. She limps past the farmer's house and paddock. As she passes, the gate opens. The sheep run out. She walks through the middle of human crop fields. The crops wither on the vine in her wake.

61 EXT. THE FARMLANDS - VARIOUS - TIME PASSAGE 61

The weather changes. Clouds move across the sky. Maleficent still walks. But she's stronger now. She stands more upright, leaning less on the staff.

Dry stone walls collapse where her staff hits the ground. She walks with a stronger stride. The staff is no longer a crutch. She plants it on the ground near a barn and farmhouse. The ground shakes violently. The structures collapse. Farmers, families and animals run out.

She stands near a town. She lifts the staff. Storm clouds suddenly move in. A high wind blows. Lightning hits the church steeple.

62 EXT. A HILL - EVENING 62

Maleficent stands on a hill, overlooking her path of destruction. Nothing built of human hands remains standing. She seems stronger than ever.

Her gaze is intense and fierce, all weakness gone. She smiles for the first time since Stefan took her wings. But there's a hard glint in her eye that wasn't there before.

CUT TO:

63 INT. MALEFICENT'S RETREAT - DUSK 63

Maleficent sleeps in a dark place in the woods near crop fields. She opens her eyes at the sound of birds.

She looks up to watch the birds ride the wind in the sky above. She's lost in bittersweet memories briefly.

DIAVAL (O.S.)

Awk !

*
*

64 EXT. A FARMER'S FIELD - HER POV 64

The raven from years earlier, sits on a stalk studying a pile of ripe corn on the ground. It flies down and snatches an ear. A heavy net falls over him.

ANGRY FARMER #1

Got him!

The raven struggles to escape.

DIAVAL

Awk! Awk!

The two farmers approach with heavy clubs.

From her retreat, Maleficent watches the humans hatefully. The farmers advance on the bird, raising their clubs...

MALEFICENT (O.S.)

Now a man.

The raven transforms into a MAN. DIAVAL finds himself on the ground in a naked human body. The Farmers are stunned. Diaval throws off the net and climbs to his feet unsteadily.

ANGRY FARMER

It's a devil!

Diaval grabs the club and swings at them.

DIAVAL

I am the devil! I come from hell
for you!

The frightened farmers run. Diaval drops the club and looks at his human body with dismay.

As a MAN, Diaval is black-Irish with silky black hair and dark eyes. His voice has a rich, melodic Irish lilt.

He also has a touch of vanity and he's prone to preening.
Maleficent steps out of the shadows.

DIAVAL

What have you done to my beautiful
self?

MALEFICENT

Would you rather I let them beat
you to death?

He lifts his wingless arms and looks down at his naked body.

DIAVAL

I'm not certain.

MALEFICENT

Stop complaining. I saved your
life.

DIAVAL

Forgive me. I am in your debt.

She tosses him a cape to cover himself. He looks her over.

DIAVAL

What happened to your wings?

MALEFICENT

You remember me.

DIAVAL

They were magnificent.

MALEFICENT

You'll be my wings now.

65 INT. HENRY'S CASTLE - THE HALL - DAY

65

King Henry rants and raves at Stefan.

KING HENRY

You said they would return!

STEFAN

I never said...

KING HENRY

You said they wouldn't follow a
wingless leader!

STEFAN

The binding spell is still in place.

KING HENRY

I don't want excuses! I should be rich and control of all the land! Instead, my kingdom is in ruins! He wave toward the open window. Stefan glances out.

66 EXT. THE COUNTRYSIDE - THEIR POV 66

The crops are dead. The human structures are destroyed as if a tornado has come through.

67 INT. THE TOWER - THE SAME VIEW 67

The Pixies stand on the tower battlements looking out. Butterflies swarm around Flittle's head.

FLITTLE

Do you think Maleficent did this?

KNOTGRASS

Who else could it be?

THISTLEWIT

Why would she do it?

FLITTLE

She's evil for evil's sake.

THISTLEWIT

What does that mean?

KNOTGRASS

She doesn't need a reason.

68 INT. THE TOWER STAIRS - DAY 68

They go down the winding stairs to a small landing. They go through one door, then down another set of stairs. They turn in a circle, confused.

FLITTLE

Where are we?

KNOTGRASS

This way.

THISTLEWIT

No, this way.

She opens the door. She gasps at what she sees inside. She stumbles back into the other two. They lose their footing and all fall, screaming, down the stairs.

69

INT. THE GREAT HALL - DAY

69

KING HENRY

I should have known not to trust someone who was raised by elves!

STEFAN

Fair People.

KING HENRY

If you don't do something about that evil witch...

STEFAN

She's not a witch.

KING HENRY

I gave you my daughter's hand. I made you next in line to my throne. If you don't do something, I'll annul the marriage and throw you in the dungeon!

The Pixies tumble into the room and land in a pile on the floor. Flittle's butterflies scatter in the air.

KING HENRY

Get those useless imbeciles out of my...!

One of the butterflies flies into his mouth.

He sucks it in, gags and chokes.

The Faeries giggle. Henry staggers, trying to breathe. His crown falls onto the floor. Stefan's eyes fill with a dark realization. He waves the Pixies away.

Knotgrass and Flittle grab Thistlewit and run out.

Henry's face is turning purple. Stefan leans down. Henry thinks he's going to help him. But Stefan merely picks up the fallen crown and walks out.

ON THE WINDOW

Diaval the Raven has seen the whole thing. He flies away.

70

EXT. STEFAN'S FOREST - LATER

70

Maleficent paces in a clearing. Diaval, the Man, has finished telling her what he witnessed.

MALEFICENT

And now he'll be king. He did this
to me so he could be king!

She screams with frustration and rage. WHITE FIRE erupts from her. A nearby tree bursts into flames.

The flames sweep from one tree to the next. She's so lost in her fury, she doesn't realize she's set the trees on fire.

DIAVAL

Mistress! You don't know what
you're doing! This is not what you
want! Mistress!

His words get through. Her anger fades and now she sees the trees burning.

MALEFICENT

No...

She closes her eyes. With a supreme effort, she draws the flames back into herself.

She closes her ROBES, snuffing them out, then falls to her knees, exhausted. Smoke rises from her.

She looks up, aghast to see the ruined trees. She closes her eyes again. New magic flows from her to the trees.

New bark grows, new green leaves sprout. Soon, they are as beautiful as they were. She stands up, renewed, as if a deep catharsis has occurred.

MALEFICENT

Come, Diaval. I've been gone too
long.

He lands on her shoulder.

71 EXT. THE FAERIE MOUND - NIGHT

71

Kinloch and a group of faeries attempt to retake the throne while Maleficent's guards are sleeping.

But they wake up, slavering and snarling. Kinloch throws MAGIC at them, but it has no effect.

The guards advance on them. The largest guard throws Kinloch to the ground and steps on him, laughing.

The others grab faeries and toss them into the air like rag dolls or attempt to pull their wings off like cruel children. The faeries scream.

MALEFICENT (O.S.)

Stop!

The Guards drop the faeries and look around nervously.

Maleficent stands in the shadows with Diaval on her shoulder. She sets the Horns on her head, then gathers her courage and steps boldly into view.

KINLOCH

Maleficent.

She sets her jaw and walks through the astonished faeries toward the throne.

A FAERIE

Where are her wings?

ANOTHER FAERIE

She's lost her wings.

She faces the largest guard who stands between her and the throne. She waves him out of her way.

MALEFICENT

Move.

He spits at her. Brackish ooze rolls down her cheek.

The Faeries pull back nervously. She moves to grab him, but he flies up into the air. The other Guards fly up and circle her from above.

DIAVAL

AWK!

He starts to fly up to defend her.

MALEFICENT

Diaval.

She waves him away. She looks up at her own minions circling above. They drop down, claws extended, screaming like banshees. She fights them with white fire and sheer power of will.

Finally, all the five guards lay on the ground at her feet... subdued but alive.

Gasping and bloodied from the fight, she walks past them and steps onto the Queen's Stone on her way to the throne. The Stone SCREAMS, startling her. She stumbles off, then turns back to it, angrily.

MALEFICENT

I've had enough of that.

She holds her staff out over the Stone and slowly raises it. The Stone is uprooted from the ground.

It hangs in the air. She makes a motion with her Staff.

The Stone is flung away. It lands with a heavy THUD somewhere in the far distance. She sits down on the throne. Diaval lands on her shoulder.

MALEFICENT

Anyone else want to challenge me?

No one says a word.

72

EXT. THE MOORS - A STREAM - DAY

72

Maleficent bathes in the cold water. Diaval lands on a tree branch nearby. Maleficent washes her back and finds one of the long raised scars. Her fingers linger there.

Maleficent covers herself with her cape as she emerges from the water. She waves her hand.

MALEFICENT

Now a man.

Diaval transforms into a MAN hidden by bushes. She tosses him a small bag of clothes she carries for him.

MALEFICENT

Tell me.

Diaval emerges, fully clothed. He's nervous about delivering the news.

DIAVAL

King Stefan and Queen Leah have had
a child.

The news she had been dreading.

MALEFICENT

Oh blessed day. Have they named the
little beast?

DIAVAL

Aurora.

MALEFICENT

The dawn. How clever.

DIAVAL

They're having a christening soon.

MALEFICENT

And you didn't bring my invitation?

73 EXT. KING STEFAN'S CASTLE - DAY 73

People dressed in formal attire approach the castle.
Festive flags fly.

74 INT. THE GREAT HALL - DAY 74

People fill the hall. Stefan and Leah greet the well
wishers. Knotgrass, Flittle and Thistlewit enter.

STEFAN

Not those three!

LEAH

Be gracious, Stefan. They have
magical gifts for our child.

STEFAN

I don't want any butter-flies
around the baby!

The Pixies stand over the baby's bassinet.

Old Queen Mary attends her. Knotgrass reaches in and touches
the baby's forehead.

KNOTGRASS

Sweet Aurora, I give you the gift
of beauty.

Flittle reaches in to touch the baby.

FLITTLE

Dear child, you will...

She notices the Blue Lady in the crowd.

FLITTLE

...never be blue but happy all the
days of your life.

It's Thistlewit turn. A doors bang open. WIND whistles
through. THUNDER CRACKS and Maleficent is there. Diaval
flies in and perches on her shoulder.

STEFAN

Maleficent!

He's suddenly very afraid.

MALEFICENT

So Stefan, you're king at last.
It's what you always wanted. You
would have done anything...well,
you did.

STEFAN

You're not welcome here.

MALEFICENT

And I'm deeply offended by that.
(to Leah)
Ah...the lovely Leah. But where is
the child? You must be so proud.

STEFAN

Stay away from her!

MALEFICENT

Oh Stefan...do you really think I
would harm an innocent babe? I only
want to view the little creature.

The Pixies stands in front of the bassinet protectively.
Maleficent laughs.

MALEFICENT

You three! Well, there's fierce
protection! Out of my way, gnats!

She blows at them. A FIERCE WIND blows them back.

Part of Thistlewit's hair is blown off. She grabs her head, aghast. Maleficent pulls aside the drapery and leans over the bassinet.

BABY AURORA is as adorable as babies get. As she looks at the baby, jealousy fills her heart. The old anger and revenge rise up in her again. She looks at Stefan as if it is only the two of them in the room.

MALEFICENT

You stole something precious from me. And now, you owe me something precious in return.

STEFAN

What are you going to do? *

MALEFICENT

Take what I am owed. *

STEFAN

Guards! *

They start to run toward her, but Maleficent holds her staff up. They freeze, mid-step.

MALEFICENT

Calm down. I'm not going to steal your baby. I merely want to give her a gift.

She looks down at the baby again.

MALEFICENT

The child will, indeed, be blessed with beauty and happiness all the days of her brief human life.

LEAH

Did you say...brief?

MALEFICENT

Enjoy your little girl while you can, Princess. You'll have her until her sixteenth birthday. They can be such monsters at that age, you'll probably thank me for this.

Leah is so frightened she's almost in tears.

LEAH

For what?

STEFAN

Guards!

They still can't move.

MALEFICENT

Listen. At midnight on her
sixteenth birthday, something will
happen, a small thing really, a
simple mishap.

She glances into the corner and sees Queen Mary's SPINNING
WHEEL.

MALEFICENT

She'll prick her pretty little
finger on the spindle of a spinning
wheel...

She looks around at the frightened faces, holding their
breaths. Maleficent takes her time, enjoying this.

MALEFICENT

... And die !

Faces fill with horror. Leah screams. She looks at Stefan.

MALEFICENT

Fair is fair.

STEFAN

Please, don't do this. I'm sorry
for what I did to you.

Maleficent laughs.

MALEFICENT

Not sorry enough.

She lifts her robes. White fire erupts around her.

STEFAN

Wait! Listen to me!

She disappears in the smoke. Diaval circles the hall. He
flies out the open door. Commotion erupts. Leah runs to the
bassinet and scoops up the child.

LEAH
Stefan! Do something!

Flustered, he points to Thistlewit.

STEFAN
You! You haven't given your gift yet.

LEAH
Can she undo the curse?

KNOTGRASS
No. Maleficent's much too powerful now.

STEFAN
But you could alter it somehow.

THISTLEWIT
Alter it?

STEFAN
Change it, you idiot! Change Maleficent's curse!

THISTLEWIT
But I'm only a flower pixie!

KNOTGRASS
We'll help you.

Knotgrass and Flittle take her hands. Leah holds the baby out toward her. Flittle's butterflies flit around her.

THISTLEWIT
I can't think with all these butterflies!

Flittle draws her butterflies away. Knotgrass whispers in her ear. Thistlewit repeats it.

THISTLEWIT
Aurora will prick her finger on her sixteenth birthday. But it will not be...uh...uh...

Knotgrass whispers again. She continues.

THISTLEWIT
...death that claims her, only sleep.

Stefan nods. Now Flittle whispers into Thistlewit's ear.

THISTLEWIT

And she can only be woken by true
love's kiss.

Thistlewit touches the baby's forehead.

THISTLEWIT

Done.

LEAH

My child is saved!

STEFAN

Maleficent won't be stopped that
easily. Burn all the spinning
wheels!

CUT TO:

75 EXT. THE MOORS - THE FAERIE MOUND - NIGHT

75

Maleficent sits on her throne, telling the guards all about
it. Diaval watches from nearby.

MALEFICENT

He was begging me. You should have
seen their faces. "Not our baby!"

She sighs with deep satisfaction.

MALEFICENT

Revenge is everything they say it
is.

The Guards grunt and slaver in agreement. But Diaval twists
his head... bothered.

76 EXT. KING STEFAN'S CASTLE - THE NURSERY - NIGHT

76

The Pixies and Queen Mary watch over the bassinet. Queen
Mary snores.

THISTLEWIT

I don't think Stefan like us very
much.

KNOTGRASS

We did treat him badly when he was
young.

FLITTLE

It was his fault for being a halfling.

KNOTGRASS

He'd like to get rid of us, but we know too much.

Flittle sighs, playing with her butterflies.

FLITTLE

I wish we could go home to our fields and flowers.

KNOTGRASS

Maleficent will never let us come back now.

THISTLEWIT

So we're trapped here with mean Stefan.

Stefan enters.

STEFAN

Mean King Stefan. And you're right, I cannot stand the three of you. So I have a task that will keep you out of my sight for a very long time.

77 EXT. KING STEFAN'S CASTLE - NIGHT

77

The Pixies sit in a wagon in rough peasant clothes.

Leah holds the baby, distraught. Diaval watches from a nearby tree.

*
*

LEAH

Don't do this!

*

STEFAN

Do you want our child to be safe?

He pulls the baby out of her arms and hands her to the Pixies.

STEFAN

Take the baby deep into the forest. Hide her there. On the day after her sixteenth birthday, bring her back to us. Do you understand?

They nod.

STEFAN
Say it. What will you do?

PIXIES
Hide the baby in the woods.

STEFAN
Until when?

PIXIES
Until her sixteenth birthday.

THISTLEWIT
We're not stupid!

He whips the horse.

STEFAN
Stay away from the moors!

Leah weeps bitterly.

STEFAN
Stop crying. You can have another
child.

He motions for Queen Mary to take her. Then he speaks to his
Captain.

STEFAN
Arm the men with iron weapons. Hunt
Maleficent down. When you find her,
show no mercy.

78 EXT. THE ROAD - DAY

78

Diaval sits in a tree at the side of the road. The Pixies'
wagon stops beneath. A baby cries in the back.

KNOTGRASS
Don your kerchiefs, ladies. We must
wear them at all times so we will
not be recognized.

They put them on. The wagon continues on.

79

EXT. A CLEARING IN THE FOREST - LATER

79

An abandoned cottage sits a clearing. Diaval lands on the roof. The Pixies' wagon approaches.

KNOTGRASS

What we need is an abandoned
cottage where no one will find us.

He squawks to draw their attention.

DIAVAL

Awk !

FLITTLE

Like that one?

She points to the cottage.

KNOTGRASS

Exactly. We need a cottage just
like that. Be on the look-out.

They keep driving past it, right out of the clearing. Diaval twists his head as if he can't believe what idiots they are. After a moment, the wagon appears again.

The Pixies study the cottage, then scream and run to it. They brush away cobwebs, open the door and go inside. Flowers burst from the windows. Climbing roses speed up the rough walls. Diaval flies off.

80

EXT. THE FAERIE MOUND - DAY

80

Maleficent sits on her throne as Diaval, the Man, fills her in.

MALEFICENT

He's trusting those idiots? To
raise his baby? That's priceless! I
have to see this for myself.

81

EXT. THE COTTAGE - DAY

81

The cottage teems with flowers, inside and out. Maleficent and Diaval peek into the window at the baby in a basket. Maleficent looks at her with undisguised dislike.

MALEFICENT

It's so ugly, I could almost feel
sorry for it.

Diaval looks in at the baby.

ON THE BABY - HIS POV

It gurgles. Nothing could be cuter. They hear the Pixies and back away.

ON THE KITCHEN - THEIR POV

The Pixies stand around the basket looking at the baby who's started to cry.

FLITTLE

I can't stand the crying. She's giving me a headache.

KNOTGRASS

Quiet, baby!

FLITTLE

All she thinks about is herself.

KNOTGRASS

Maybe she's be hungry.

THISTLEWIT

Do you think she likes fruit?

KNOTGRASS

All babies like fruit.

They put a whole uncut apple, a banana and an orange in the basket with the baby.

FLITTLE

That should shut her up for awhile.

They walk away.

82

EXT. THE COTTAGE - DAY

82

MALEFICENT

That baby's going to starve with those three looking after it.

Maleficent walks away, unconcerned. Diaval twists his head, worried for the child. He flies away briefly, then returns with a large WHITE FLOWER.

83 INT. THE KITCHEN - DAY 83

He hops in the window and onto the edge of the basket.

He holds the MILK FLOWER to the baby's mouth. She sucks on it happily.

CUT TO:

84 EXT. THE COTTAGE - NIGHT 84

The baby wails inside the cottage. Diaval paces on a long branch in a tree anxiously. Finally, he flies over and looks in the window.

ON THE PIXIES - DIAVAL'S POV

The Pixies sleep right through the baby's wails. They have cotton stuffed in their ears. Diaval hops inside.

85 INT. THE COTTAGE - NIGHT 85

The baby cries in its cradle.

Diaval hops onto the edge. He uses his weight to make it rock gently. Gradually, the baby stops crying.

CUT TO:

86 EXT. THE FOREST - NIGHT 86

As Diaval flies through the forest, he hears human sounds: horses' hooves, shouts.

CUT TO:

87 EXT. ANOTHER PART OF THE FOREST - NIGHT 87

Diaval flies toward Maleficent urgently. She waves her hand to transform him.

MALEFICENT

Now a man.

He transforms into a MAN. She tosses him his clothes. He changes behind the bushes.

DIAVAL

Stefan's men are on the hunt for you. He's armed them with iron weapons.

MALEFICENT

I have weapons of a different sort.

She lifts her staff. A thick MIST rises up in the forest.

ON STEFAN'S MEN

They're enveloped in impenetrable MIST. There's mass confusion.

CAPTAIN

Retreat!

ON MALEFICENT

She moves away through the forest.

Without warning, Stefan's MEN come out of the mist directly ahead. Their horses charge toward her.

She doesn't have time to run. Suddenly, an ENORMOUS SILVER WOLF leaps out in front of her.

The horses panic and rear.

The WOLF chases them away. Maleficent sits down on a rock and waits. In a moment, her father approaches.

MALEFICENT

I could have handled that myself.

MALEFICENT'S FATHER

I shouldn't have interfered.

MALEFICENT

It's not like you.

MALEFICENT'S FATHER

I don't know what came over me. But I'm glad to see that you've come back with a vengeance. The curse was masterful.

MALEFICENT

Stefan deserves everything he gets.

MALEFICENT'S FATHER

An eye for an eye. Tooth for a tooth.

MALEFICENT

Exactly.

MALEFICENT'S FATHER

I'm proud of you. It's just the sort of thing I would have done.

He walks away into the mist. Maleficent thinks about that, oddly unsettled.

CUT TO:

88 INT. KING STEFAN'S CASTLE 88

The Captain takes off his heavy helmet. He's dusty and exhausted. Stefan holds up a hand.

STEFAN

Don't speak unless the words are:
"Maleficent is dead".

The Captain drops his head and trudges out.

DISSOLVE TO:

89 EXT. A MEADOW - DAY 89

A child's screams and laughter fills the air. The Pixies chase THREE YEAR-OLD Aurora across a meadow.

90 EXT. A TREE - DAY 90

Maleficent and Diaval watch from a high tree across a steep gully beyond them.

THE MEADOW

Knotgrass stumbles and falls. There's a Pixie pileup.

KNOTGRASS

Get off!

FLITTLE

I've lost my slipper!

THISTLEWIT
You're stepping on my hair.

As they pinch and squeal, toddler Aurora runs on.

ON THE BABY - MALEFICENT'S POV

The unsupervised toddler runs straight toward the steep drop-off of the gully. *
*

MALEFICENT
The little beastie is going to fall into that ravine. *
*

ON THE PIXIES

The Pixies haven't even noticed that Aurora is gone.

ON MALEFICENT AND DIAVAL

MALEFICENT
Do they even know she's gone?

DIAVAL
AWK!

He flies off to alert them.

ON THE TODDLER

She's coming closer to the drop-off.

ON MALEFICENT

She's getting nervous.

MALEFICENT
Go back. You're going to fall.

ON THE TODDLER

She's still not slowing. She runs right to the edge of the drop-off.

ON MALEFICENT

MALEFICENT
Go back!

ON THE TODDLER

She runs right off the steep edge. But she doesn't fall. She hangs in midair, her chubby legs still running in place.

ON MALEFICENT

She holds out the staff, magically keeping the baby in the air.

ON THE BABY

The baby laughs gleefully.

ON MALEFICENT

She smiles despite herself. She spins the staff.

ON THE TODDLER

The baby spins upside down and back around, then keeps running in midair back to the cliff. Her little feet land on firm ground and she runs back the way she came.

ON MALEFICENT

She drops the staff and shakes her head.

91 EXT. THE MEADOW - DAY

91

Diaval flies around the Pixies' heads trying to get their attention. They swat at him.

FLITTLE

Go away!

Diaval snatches at Thistlewit's hair.

THISTLEWIT

Don't touch the hair!

Diaval hears laughter. He sees the toddler coming back toward the Pixies. She runs to them. They pick her up.

KNOTGRASS

There you are!

DISSOLVE TO:

92 EXT. THE FAERIE MOUND - DAY

92

Maleficent sits on her throne. Diaval is perched on her shoulder. He preens his feathers. She draws absently in the dirt with her staff. They're both thinking of Aurora.

MALEFICENT

I wonder what the little beastie is
up to?

They both leap up a little too eagerly.

93 EXT. THE COTTAGE - DAY 93

The Pixies are having a picnic. AURORA is 5 years old now. Maleficent and Diaval observe from the forest shadows.

An autumn downpour suddenly drenches the Pixies.

They scream and run into the house forgetting all about Aurora. Aurora follows them back to the cottage.

But they've already closed the door. She pounds on it, but no one answers. She cries. Still no one comes.

Maleficent and Diaval look at each other. Aurora goes around the cottage, looking for a way in, sobbing and getting drenched. Maleficent throws up her hands with disgust.

She lifts her STAFF. A GALE FORCE WIND angrily blows the front door off its hinges.

94 INT. THE COTTAGE - DAY 94

The Pixies stare at the broken-down door. Aurora walks in, drenched and crying.

KNOTGRASS

There you are.

DISSOLVE TO:

95 EXT. THE FOREST - DAY 95

Aurora is 7. She gathers berries. She sits down under a tree to eat a few. In a moment, her eyes close and she drifts off. A SNAKE crawls towards her from the bushes.

It gets closer.

Suddenly a tall HORNED SHADOW looms over the sleeping girl. Maleficent's staff lifts the SNAKE and tosses it away.

ON MALEFICENT

She stands over the sleeping child.

Her expression softens briefly. Then she shakes her head as if admonishing herself for having a weak moment. She glances up at Diaval in the tree.

MALEFICENT

What?

He turns his head away as if he saw nothing.

DISSOLVE TO:

96 EXT. THE WOODS - DAY 96

Aurora is now 10 years old. She plays sword fight with an invisible friend near a rushing river.

AURORA

Yah! Yah! Have at you!

Her game takes her to the river. She crosses on the stepping stones, but loses her balance and falls into the river.

97 EXT. THE RIVER - ON AURORA 97

The current is strong. She's swept downstream. She goes under, comes up, gasping, grabs for tree roots, anything. She goes under again. Her hand reaches up and finds...

Maleficent's STAFF. She grabs onto it with both hands and she's pulled onto the bank.

98 EXT. THE BANK - DAY 98

She lays face-down on the bank, not moving. Maleficent's HORNED SHADOW leans over her to see if she's breathing. Aurora gasps. Maleficent's shadow retreats.

DISSOLVE TO:

99 EXT. ON AURORA AND MALEFICENT'S SHADOW - DAY 99

15 year old, AURORA runs toward the faerie path and the moors beyond. Maleficent's shadow with Diaval on her shoulder tracks her as she goes.

KNOTGRASS (O.S.)

Come back, Aurora!

*

Aurora turns around. Maleficent's shadow quickly blends in with the shadow of a rock. Aurora is very pretty with tiny, delicate features. The Pixies beckon her from the cottage.

FLITTLE

Don't go near the moors!

AURORA

Why can't I?

KNOTGRASS

Because we said so.

AURORA

You always say that.

ON MALEFICENT AND DIAVAL, THE MAN

They sit on the rock, watching her go inside.

MALEFICENT

They're going about this all wrong.
If they tell her "no", that's
exactly what she'll do.

*
*
*

DIAVAL

May I ask you a question?

MALEFICENT

That depends.

DIAVAL

When are you planning to undo your
curse?

MALEFICENT

Who said I was planning to undo it?

DIAVAL

Mistress.

MALEFICENT

I hate the little beastie.

DIAVAL

You hate Stefan! May I speak
freely?

MALEFICENT

You can't seem to help yourself.

DIAVAL

You're not as bad as you think you are.

Annoyed, she waves her hand to transform him.

MALEFICENT

Be a bird!

But this time, he catches her hand and holds it.

DIAVAL

Every time you don't like what I have to say you transform me back into a bird.

MALEFICENT

I thought you liked being a bird.

He looks at her with more feelings than he can share.

DIAVAL

Not as much as I used to.

Maleficent looks away. She waves her hand abruptly and transforms him.

100

INT. STEFAN'S CASTLE - THE GREAT HALL - DAY

100

King Stefan has aged beyond his years. Children run and scream. Leah is with child again.

STEFAN

Your children are driving me mad!

LEAH

They're your children too.

The Captain approaches. He bows and removes his helmet. He's gone grey.

STEFAN

Well?

The Captain shakes his head.

STEFAN

I don't want to hear that!

LEAH

He didn't say anything. Let the man speak.

STEFAN'S CAPTAIN

Sire. My men and I have searched the length and breadth of the land, kingdom to kingdom, shore to shore and back again. We have endured rainstorms, blizzards, gale force winds, scorching heat and the attack of countless wild creatures. But Maleficent is not to be found. I am sorry I have failed you.

STEFAN

You're dismissed!

The Captain trudges off, secretly relieved.

LEAH

Why are you still looking for that witch?

STEFAN

She's not a witch.

LEAH

She may be dead.

STEFAN

She's not dead. I would know if she were.

Leah looks at her husband curiously.

LEAH

Is there something you haven't told me?

STEFAN

No.

*

LEAH

You have to forget about Maleficent.

LEAH

Aurora will be returned to us soon and this unpleasantness will be behind us.

STEFAN

What is your mother doing?

Old Queen Mary sits by the window at a spinning wheel.

*

LEAH
Spinning, Stefan.

*

She enjoys the work.

STEFAN
I had all the spinning wheels
destroyed.

LEAH
It's been years. I'm certain
Maleficent has forgotten all about
that silly insult at the
christening.

STEFAN
She has not forgotten. Maleficent
cannot be underestimated. We have
to remain diligent, especially now.
I want that spinning wheel burned.

Leah looks at her husband, thinking of all the other men she
might have married.

101 EXT. THE FAERIE MOUND - NIGHT

101

Maleficent sits on her throne surrounded by the guards.
Diaval sits on her shoulder.

Kinloch and some faeries approach.

KINLOCH
Your Majesty.

She's instantly defensive.

MALEFICENT
What is it? Don't you like the way
I govern? All's well in the moors,
is it not?

KINLOCH
Yes.

MALEFICENT
Then what seems to be the problem?

KINLOCH
We're not free to go to the human
world.

MALEFICENT

Ah well, that's a price we all must
learn to live with. Now go away
before I become unpleasant.

KINLOCH

(under his breath)

Become?

Maleficent heard that. She levels her dark gaze on him.

MALEFICENT

This is not unpleasant. Do you want
to see what unpleasant looks like?

Maleficent's face changes.

Her darkest nature comes to the surface. Anger and
bitterness twist her face so that she does look truly
frightening. White Fire erupts all around her. Kinloch and
faeries rush away. Maleficent strokes Diaval.

MALEFICENT

He made me do that. I didn't enjoy
it at all.

102 INT. THE COTTAGE - NIGHT

102

Maleficent stands outside the cottage.

IN THE WINDOW - HER POV

She can see Aurora in her nightgown getting ready for bed.

ON MALEFICENT

She looks torn as if battling dark forces within. She turns
abruptly and walks away.

103 INT. AURORA'S BEDROOM

103

She lies in her bed. The Pixies open the door.

KNOTGRASS

Is she asleep yet?

She closes her eyes, pretending. They close the door.

104 INT. THE KITCHEN - NIGHT 104

The Pixies take off their tattered, peasant sweaters like too-tight brassieres and release their wings, stretching them out.

*
*
*

105 INT. AURORA'S BEDROOM 105

She opens her eyes again and sits up. She looks out the window.

ON THE MOORS - HER POV

The mist rises up across the hills in the distance. The moors seem to beckon her.

ON AURORA

Aurora looks back at the kitchen, then opens the window and slips out into the night.

105A EXT. THE FAERIE PATH - NIGHT 105A

Aurora runs across the faerie path and into the moors, leaping with mischievous joy.

106 EXT. THE MOORS - NIGHT 106

Aurora follows the faerie path. She hear the FAERIE VOICES. She stops to listen.

ON THE MOORLAND FAERIES - HER POV

She sees the Fair Folk camouflaged in the flowers, trees, streams and ponds.

AURORA

I knew you were here.

107 EXT. THE COTTAGE - NIGHT 107

Maleficent has returned. She approaches the cottage soundlessly. She sees Aurora's window, open now. She frowns and looks inside.

ON AURORA'S BEDROOM - HER POV

The bed is empty. Aurora's nowhere in sight.

108 EXT. THE COTTAGE - NIGHT 108

Worried, Maleficent moves around to the kitchen window.

109 INT. THE KITCHEN - NIGHT 109

The Pixies fly around the kitchen, bashing into each other, knocking things over and laughing hysterically. Milk jugs lay spilt on the table. Butterflies abound.

ON MALEFICENT

She looks around for Aurora in a panic. Diaval flies toward her. She waves her hand to transform him. *

MALEFICENT

Now a man!

He transforms before he lands. He hits the ground hard.

DIAVAL

Can you wait until I've landed?

MALEFICENT

Have you seen Aurora?

DIAVAL

I spotted her in the moors.

MALEFICENT

Then what are you doing here? You shouldn't have left her alone! She can't wander around out there by herself!

DIAVAL

I thought you hated her.

She hurries away. He looks down at his human body.

DIAVAL

Don't leave me like this.

ON MALEFICENT

She waves an impatient hand over her head.

MALEFICENT

Be a bird.

In a moment, Diaval strafes her head, just a little too close.

MALEFICENT
Stay with her!

110 EXT. THE MOORS - THE BLACKTHORN TREE - NIGHT 110

The full moon shines down on Aurora who stands at the bottom of the tree looking up at the Elves. They screech at her. She's not afraid of them. Diaval circles overhead and lands in a nearby tree to keep watch.

A PEAT BOG

Aurora approaches the peat bog and watches the Wallerbogs drool and dribble. *

ON MALEFICENT'S MOON-SHADOW - AURORA'S POV *

Maleficent's shadow looms over her suddenly. It's distinct and clear in the moonlight. Aurora smiles to see it.

AURORA
I know you're there.

The shadow retreats suddenly. She turns around.

AURORA
Don't be afraid.

Maleficent's amused voice answers from behind the rocks.

MALEFICENT (O.S.)
I'm not afraid.

AURORA
Then come out.

MALEFICENT
You'll be startled.

AURORA
I won't. Come out.

Maleficent emerges. Aurora smiles, not the least surprised by her appearance.

AURORA
Hello, Faerie Godmother.

Maleficent tries not to laugh.

MALEFICENT

You think I'm you're Faerie
Godmother?

AURORA

Who else would you be? You've been
watching over me my whole life.

MALEFICENT

Somebody had to.

AURORA

I've always known about you...ever
since I was a little girl.

She turns around so that Maleficent's shadow falls over her
again.

AURORA

You see? That's the shadow I've
been seeing ever since I was small.
Wherever I went that shadow was
always with me. But don't you have
a bird?

In the shadow, Diaval lands on Maleficent's shoulder.

MALEFICENT

This is Diaval.

Aurora turns and reaches up to pet him. He preens. WILD
ELVISH WOMEN and WEB-FOOTED SPRITES with sharp teeth watch
from the thick tangled roots of trees. Aurora sees them.

AURORA

Who are they?

Maleficent steps between them.

MALEFICENT

Not everyone you meet in the moors
is benevolent. You must never come
out here alone.

AURORA

I'm not afraid.

MALEFICENT

That's enough for one night.

AURORA

But...

Maleficent waves her hand in front of her eyes.

MALEFICENT

Sleep.

Aurora goes limp. Maleficent catches her by lifting her hands. Aurora floats in the air.

111 EXT. THE FOREST - NEAR DAWN 111

A prone, sleeping Aurora drifts back toward the cottage. Diaval flies ahead. Maleficent walks behind.

112 INT. THE COTTAGE - AURORA'S BEDROOM 112

Maleficent lowers her back into her bed.

She pulls the covers up, then she waves her hands over her.

MALEFICENT

My curse is undone. You are free to live a long and happy life. And you will never tell your aunts about me. Good night, beastie.

113 EXT. THE COTTAGE - THE NEXT MORNING 113

The kitchen is a disaster. Flittle climbs up on a stack of chairs to get a vase. Thistlewit and Knotgrass sit at the table. Thistlewit has her head in her hands.

THISTLEWIT

I drank too much milk. Why did you let me do that?

KNOTGRASS

Where's your kerchief?

THISTLEWIT

I lost it.

Knotgrass tries to put a kerchief on Thistlewit who pushes her away. Flittle reaches for the vase. She loses her balance and falls to the floor.

FLITTLE

Ah! That wouldn't have happened if I could use my wings.

KNOTGRASS

Shh! She'll be up soon.

FLITTLE

I want to fly again!

THISTLEWIT

I want to go back to the castle!

KNOTGRASS

So do I! Do you think I like being
trapped in this horrid little
cottage with you two imbeciles?

They all start to cry. Aurora walks in to find her aunts
bawling. She shakes her head as if this is nothing new.

AURORA

There. There. What happened this
time?

FLITTLE

I fell and hurt myself.

She helps Flittle up.

AURORA

Poor old thing. Wait. I have a
question. How old are you? You've
looked the same my whole life. And
another thing, why do we have
spring flowers even in winter?

She waves at the butterflies.

AURORA

And where are all these butterflies
coming from?

No one ventures an answer.

FLITTLE

So, did you sleep well?

AURORA

And why do you always ignore my
questions!

They putter around the kitchen.

KNOTGRASS

Would you like breakfast, Cabbage?

FLITTLE

She doesn't want cabbage for
breakfast. Who eats cabbage for
breakfast?

KNOTGRASS

I didn't say, do you want cabbage
for breakfast? I said...do you want
breakfast, Cabbage?

Aurora shakes her head and looks skyward... Why me ?

114 EXT. THE MOORS - A PEAT BOG - ANOTHER NIGHT 114

Aurora plays in the peat bog with the Wallerbogs.

Mud flies. She laughs hysterically. Maleficent and Diaval
share their amusement.

115 EXT. THE MOORS - ANOTHER NIGHT 115

Aurora and Maleficent sit together on a rock overlooking the
moors. They watch Diaval soar high on the wind above.

AURORA

And he's also a man?

MALEFICENT

If I want him to be.

Aurora watches Heather Faeries fly over the meadows below.

AURORA

Do all of the Fair People have
wings?

MALEFICENT

Most do.

AURORA

Then why don't you?

The old anger suddenly rises up in Maleficent.

MALEFICENT

I said...most do!

Aurora's taken aback.

AURORA

Sorry I asked.

Maleficent softens.

MALEFICENT
I had wings once.

AURORA
What happened to them?

MALEFICENT
They were stolen from me. That's
all I'll say about it.

AURORA
What color were they?

MALEFICENT
Black. And that's enough about
them.

Aurora waits a minute.

AURORA
How big were they?

MALEFICENT
Aurora.

Aurora goes quiet. Maleficent looks off, remembering.

MALEFICENT
So big they dragged behind me when
I walked. And they were strong.
They could carry me above the
clouds and straight into the
headwinds. They never faltered. Not
once. I could trust them.

*
*
*
*
*

Aurora can see her loss and regret. She takes her hand.
Maleficent looks down at Stefan's child's hand in her own.
Her heart freezes. She pulls it away.

MALEFICENT
Time to go back.

116

EXT. THE MOORS - NEAR DAWN

116

They walk back together across the misty hills. Diaval flies
above.

AURORA
I have a confession to make.

MALEFICENT

Do you?

AURORA

All day long, all I can think about is coming back to the moors. I love it here. It feels like home to me.

MALEFICENT

This is not your home.

Aurora walks a little ahead of her.

AURORA

Then where is it? And don't tell me it's that cottage with my aunts.

She steps onto the edge of a WHITE STONE that juts up from the ground. As her foot lands briefly on it... it ROARS, shaking the ground. Aurora jumps off quickly.

AURORA

What was that?

Maleficent looks around, alarmed.

MALEFICENT

Come back. Quickly!

Aurora hurries back toward her and steps on the stone again. It ROARS. Aurora runs to her side. Maleficent and Diaval look at the white stone.

ON THE QUEEN'S STONE

It's tilted and half-buried in sod and grass.

MALEFICENT

So that's where it fell.

Aurora approaches.

AURORA

What is it?

Maleficent looks from the Queen's Stone to Aurora...and back again with shock and realization.

AURORA

What's wrong?

MALEFICENT
Nothing. Go to sleep.

She waves her hand in front of her eyes.

Aurora goes limp. Maleficent keeps her aloft as she sleeps. She looks at Diaval.

MALEFICENT
How is it possible?

She closes her eyes and holds her staff out over the Stone. She slowly raises it out of the ground and sets it upright on top of the ground. She brushes the dirt away.

Then she slowly lowers the prone, sleeping Aurora onto the Queen's Stone. She's so small she fits on it perfectly.

As her body settles down, the STONE PURRS, exactly the way it did when Ulla stood on it years earlier. Maleficent looks at Diaval with disbelief.

CUT TO:

117

EXT. THE MOORS - A RUINED CASTLE - DUSK

117

Maleficent stands before the ruins. In a moment, her father appears.

MALEFICENT'S FATHER
This is an interesting twist of fate.

MALEFICENT
If Aurora is the true Queen, then maybe I should step down.

MALEFICENT'S FATHER
You'd give up your throne? To the child of your sworn enemy no less? What's gotten into you?

MALEFICENT
It was never mine. I took it by force.

MALEFICENT'S FATHER
You did what had to be done at the time. Forget about the Stone. Bury it. No one will ever know.

MALEFICENT

I will know.

MALEFICENT'S FATHER

There's that conscience again. I think the raven is right about you.

He seems disappointed as he walks back into the ruins.

118 EXT. THE MOORS - NIGHT

118

Maleficent walks, practicing what she's going to say.

MALEFICENT

There's something you need to know....this is going to come as a big shock...no...sit down...

She hears Aurora's laughter. She listens. There's another unfamiliar voice. A YOUNG MAN'S voice. The words are not distinct. Maleficent peers through the foliage.

ON AURORA AND PHILLIP - HER POV

Aurora is talking to a handsome young man who holds a white horse.

PHILLIP

I'd better be on my way.

He gets on the horse.

AURORA

What's your name?

PHILLIP

Phillip. Maybe I'll be lucky enough to see you again.

AURORA

Then I would be lucky too.

PHILLIP

Where do you live?

She opens her arms.

AURORA

Here.

PHILLIP

Then I'll see you here!

He rides off. Aurora watches him go with a secret smile. Maleficent's MOON-SHADOW looms over her suddenly.

MALEFICENT

And who was that?

AURORA

No one.

MALEFICENT

(angrily)

I saw you talking to a man... Who was it ?

*
*

Aurora's surprised by her anger.

*

AURORA

Oh, his name was Phillip... He'd lost his way.

*
*

MALEFICENT

You are not to talk to strangers.

AURORA

You sound just like my aunts.

MALEFICENT

I am not like your aunts!

AURORA

Then why are you acting like them?

MALEFICENT

I'm trying to keep you safe!

AURORA

I'm almost sixteen! I can take care of myself!

She turns and runs off. Maleficent doesn't go after her.

MALEFICENT

Fine! Go on! Get yourself out of your own mess. I've had enough of it!

She steams for a moment, then looks over at Diaval in a nearby tree.

MALEFICENT
Well, go after her!

119 EXT. A DARK POND - NIGHT 119

Aurora sits down on a rock to sulk. A LONG GREEN ARM emerges from the water and reaches toward her. Diaval arrives just as the GREEN WATER WOMAN grabs Aurora's ankle. The Green Woman pulls Aurora toward the water. Diaval dives at her.

DIAVAL
Awk! Awk!

*

ON MALEFICENT

She hears his cry. She listens.

AURORA (O.S.)
No! Let me go!

Maleficent runs.

120 EXT. THE POND - NIGHT 120

Aurora kicks at the Green Woman as she pulls her toward the water.

AURORA
Let go!

ON MALEFICENT

She runs. Her robes fly behind like wings.

THE POND

The Green Woman has Aurora in the water. Diaval dives at her. Aurora SCREAMS as the cold water closes over her head.

121 EXT. THE DARK POND - UNDERWATER 121

The Green Woman drags her down into the dark depths. Diaval dives down into the water after them.

He stabs at the Green Woman with his beak. Aurora struggles to get out of her grasp.

Suddenly, Maleficent plunges into the water. She pulls Aurora out of the Green Woman's grip.

Aurora swims to the surface as Maleficent, the Green Woman and Diaval battle underwater.

122 EXT. THE BANKS OF THE POND - DAY 122

Coughing and gasping, Aurora drags herself out of the pond. She runs.

123 EXT. THE POND - UNDERWATER 123

The battle continues until the Green Woman floats away lifelessly. Maleficent kicks to the surface.

THE SURFACE

She explodes out of the water, gasping for air.

She climbs onto the bank and sees the raven's body floating in the water. She picks him up and lays him on the bank. He doesn't move.

MALEFICENT

Diaval?

She waves his hands over him frantically.

MALEFICENT

Now a man!

Diaval transforms. But he's still not breathing.

MALEFICENT

Diaval? Diaval!

She pounds on his chest. He gasps suddenly, and gulps for air. Maleficent leans back, more relieved than she ever thought she'd be. Diaval sits up. *

MALEFICENT

I thought I'd lost you. *

But this is too revealing. *

MALEFICENT

Then what would I do for wings?

Diaval covers his disappointment at her cavalier attitude. He looks around.

DIAVAL
Where's Aurora?

124 INT. THE COTTAGE - AURORA'S BEDROOM 124

Aurora sleeps in her bed. Maleficent stands over her.

MALEFICENT
Aurora?

She doesn't stir. Maleficent pulls the covers over her gently and goes out.

Diaval sits in the window for a moment before he flies away. After they've gone, Aurora opens her eyes.

125 INT. THE COTTAGE - AURORA'S BEDROOM - DAY 125

The Pixies burst into her bedroom, waking her abruptly.

THISTLEWIT
Happy birthday, Cabbage!

KNOTGRASS
We're going on a lovely journey today.

Aurora looks out the window at the moors.

AURORA
I don't want to go on a journey.

KNOTGRASS
You don't have a choice. Get her dressed.

They throw clothes at her.

126 EXT. THE COTTAGE - DAY 126

The Pixies are in the wagon. Aurora is reluctant. She looks out at the moors.

AURORA
I'm not going.

FLITTLE
Why not?

AURORA
There's someone I need to talk to.

KNOTGRASS
Who? You don't know anyone.

AURORA
I'm not going.

Knotgrass finally loses it.

KNOTGRASS
Sixteen years. We've looked after you out here in the middle of nowhere in that broken down raggedy hovel for sixteen years!

FLITTLE
We've put up with your whining and crying and puking...

THISTLEWIT
And all your stupid questions that we don't know the answers to!

KNOTGRASS
We've done our job. And now we're giving you back. Get in the wagon!

They pull her into the wagon forcefully and jam her in between them. Knotgrass whips the horse. Aurora looks back at the moors as they drive off.

CUT TO:

127 EXT. KING STEFAN'S CASTLE - EVENING 127

The Pixies wagon approaches the castle at a dead run.

128 INT. THE GREAT HALL - EVENING 128

The hall is being set up for Aurora's arrival the next day. Servants set up tables.

Children run through. Leah holds a baby. The Pixies enter with Aurora. She's utterly bewildered.

PIXIES
We're back!

STEFAN

What are you doing here? You are not to arrive until tomorrow.

KNOTGRASS

Today is her sixteenth birthday.

STEFAN

I told you to bring her the day after her birthday.

Aurora looks around at the heavy oppressive room...the iron filigree above. She puts her hand on the stone wall and pulls it back quickly. She shudders.

THISTLEWIT

Well, it's been a long time. How can we be expected to remember?

STEFAN

I should have known not to trust Flower Pixies! Where's the child?

He looks right past Aurora. They push her toward him.

FLITTLE

Here.

STEFAN

This?

KNOTGRASS

Aurora, meet your mother and father.

Aurora is so shocked she can't speak. Leah hands her baby to a nursemaid and opens her arms to Aurora.

LEAH

Come over here and let me have a look at you.

She backs up a step.

STEFAN

What are we going to do with her? The idiot Pixies have brought her back a day too soon.

Flittle folds her arms.

FLITTLE
Well, we're not taking her back.

AURORA
I can't stay anyway.

She rubs the tip of her index finger absently.

STEFAN
We'll have to lock you in a safe
place for the night.

AURORA
Why?

LEAH
I know it's a terrible homecoming,
dear. But your father's worried
about some old curse. *
*

AURORA
I have to go back to the moors.

STEFAN
That life is over.

Stefan pulls her away. Flittle sees the lady with the Blue
Face who has grown much older. She points at Flittle.

BLUE LADY
You ruined my life!

Flittle grabs Knotgrass urgently.

FLITTLE
I've changed my mind. I want to go
back to the horrid little cottage.

129 INT. THE HALL - DAY

129

Stefan ushers Aurora firmly down the hall.

AURORA
Let me go back. Please. This is a
mistake.

STEFAN
The whining and begging may have
softened the Pixies, but not me.

He puts her in a room.

STEFAN

Welcome home. We'll talk in the morning when this is all over.

He closes the door and locks it.

130 EXT. THE COTTAGE - NIGHT 130

Shutters bang on the windows. Diaval lands on the sill and looks in.

DIAVAL

Awk! Awk!

Maleficent emerges from the shadows and goes inside.

131 INT. THE COTTAGE - NIGHT 131

She walks though the messy abandoned cottage.

The flowers are wilted without the Pixies presence there. One stray butterfly has been left behind. She goes into Aurora's bedroom.

132 INT. AURORA'S BEDROOM - NIGHT 132

But the bed is empty. Alarm floods her face.

MALEFICENT

Diaval!

He flies in the window.

MALEFICENT

Those idiots have taken her! Fly to Stefan's castle! I have no wings! Fly!

133 INT. STEFAN'S CASTLE - THE KITCHEN - NIGHT 133

The Pixies gorge themselves on milk and pastries while the servants bustle around them. Diaval lands in the window.

KNOTGRASS

Even if we did bring her back too soon, we've still foiled Maleficent's curse.

FLITTLE

She won't die when she pricks her
finger. Thanks to our quick
thinking.

THISTLEWIT

My quick thinking. I was the one
who said: "It will not be death
that claims her only sleep."

Diaval twists his head curiously.

KNOTGRASS

I gave that idea to you.

THISTLEWIT

No, you didn't.

KNOTGRASS

Yes, I did.

FLITTLE

And I thought up the part about
"true love's kiss".

THISTLEWIT

No, you didn't.

KNOTGRASS

Yes, she did.

THISTLEWIT

It was my spell! I said "She can
only be woken by true love's kiss"!

KNOTGRASS

We gave it all to you.

THISTLEWIT

No, you didn't!

Diaval has heard enough. He flies away.

134

INT. AURORA'S ROOM - NIGHT

134

The moon shines on Aurora who rubs the tip of her index
finger again. She goes to the window and looks out. Diaval
lands on the sill.

AURORA

Diaval? Is that you?

DIAVAL

Awk!

He flies off.

AURORA

Where are you going?

She rubs her finger again.

135 INT. THE HALLWAY - NIGHT

135

Stefan paces nervously as he talks to his men. The small key to Aurora's room sits on a table.

STEFAN

Maleficent will come at midnight to watch her curse unfold. The moment she appears, use the iron. Do not hesitate.

Diaval lands on the table. Stefan sees him.

He realizes and makes a grab for him. Diaval evades him and snatches the key in his beak.

STEFAN

Catch that bird!

Diaval flies around with the key in his beak evading the men. He flies out of the room. Diaval flies down the hall with Stefan's men behind. He startles the oncoming servants and knocks over tables and chairs.

136 INT. AURORA'S ROOM - NIGHT

136

She hears a commotion in the hall. A key rattles in the door.

*
*

137 EXT. THE HALL - ON AURORA'S DOOR

137

Diaval flutters as he tries to fit the key in the lock with his beak. Stefan's men run toward him.

He finally manages to fit it in. The men throw objects. He evades them, then turns the key with his beak.

- 138 INT. AURORA'S ROOM - NIGHT 138
 She hears the lock turn and turns the knob.
 The door opens.
 Outside, the guards and servants scream and throw things at the raven who flaps around to distract them. Aurora slips away unseen.
- 139 EXT. THE ROAD - NIGHT 139
 Maleficent runs as fast as her feet will take her. She looks skyward, wishing desperately for wings.
- 140 EXT. THE GREAT HALL - NIGHT 140
 Stefan looks in the open door to Aurora's empty room.
 STEFAN
 Search the castle for the princess Aurora.
- 141 EXT. THE ROAD - NIGHT 141
 Diaval flies toward Maleficent. He swoops down. She waves her hand.
 MALEFICENT
 Now a man.
 He hits the ground running transformed into a MAN. Maleficent tosses him a bag of clothes.
 DIAVAL
 The Pixies changed your curse.
 MALEFICENT
 My curse was undone years ago.
 DIAVAL
 They replaced it with their own.
 MALEFICENT
 The Pixies? They're not smart enough.
 DIAVAL
 (impatiently)
 Listen! When she pricks her finger tonight, Aurora will fall asleep.

MALEFICENT

Fall asleep? Now there's a nasty
curse.

DIAVAL

And she can only be woken by "true
love's kiss".

Her laughter fades abruptly.

MALEFICENT

Say that again.

DIAVAL

She can only be woken by "true
love's kiss".

MALEFICENT

But there's no such thing.

DIAVAL

What?

MALEFICENT

There's no such thing as "true
love." It doesn't exist.

She's looking right at him. But she can't see the love in
his eyes.

MALEFICENT

If she pricks her finger, she'll
never wake up. She'll sleep
forever. We have to stop her!

*

CUT TO:

142 INT. THE TOWER - NIGHT 142

Aurora races up the tower stairs and runs into a small room
to hide. The Bell Tower clock starts to CLANG midnight. ONE.

143 INT. A TOWER ROOM - NIGHT 143

She enters the tiny room. The clock CLANGS again. TWO. Queen
Mary sits under the moonlight, working at a spinning wheel.

HUMAN QUEEN MARY

Hello Aurora. You've grown up to be
a lovely young lady.

*

*

The clock CLANGS. THREE. Aurora rubs the tip of her finger which is throbbing terribly.

AURORA
Who are you?

HUMAN QUEEN MARY
Your grandmother, dear.

The clock CLANGS. FOUR.

144 EXT. THE ROAD - NIGHT

144

Maleficent watches Diaval fly ahead. She runs until she can't run anymore. She doubles over to catch her breath.

ON STEFAN'S CASTLE - HER POV

She can see it in the far distance.

ON MALEFICENT

But she knows she'll never make it in time. She lifts her fists in fury.

MALEFICENT
I need wings!

She hears a WHINNY.

ON THE WHITE HORSE

A MAGNIFICENT WHITE HORSE runs down the hill toward her. It stops at her side, nostrils flaring. She nods and leaps astride its bare back. They gallop.

145 INT. THE SMALL TOWER ROOM - NIGHT

145

Aurora can't take her eyes off of the SPINDLE.

AURORA
Why are you spinning up here all alone?

She draws closer. Her finger throbs. The clock clangs FIVE.

HUMAN QUEEN MARY
King Stefan wanted all the spinning wheels burned.

SIX.

HUMAN QUEEN MARY
Your mother and I hid this one up
here where he would never find it.

SEVEN. Mesmerized, Aurora reaches out toward the spindle.

HUMAN QUEEN MARY
Don't touch! It's sharp. You could
prick your finger...

EIGHT. She pulls her finger back and rubs it.

AURORA
But I...

NINE. She reaches her finger out again.

AURORA
...must.

TEN. Stefan runs into the room.

STEFAN
STOP!

ELEVEN. Aurora pricks her finger on the spindle. The CLOCK
strikes TWELVE. Aurora falls to the floor.

CUT TO:

146 EXT. THE ROAD - ON MALEFICENT 146

Maleficent gasps as she feels Aurora fall. The horse stops
as if it felt it too. She crumbles over the horse's neck.
Despair fills her heart.

CUT TO:

147 INT. STEFAN'S CASTLE - AURORA'S ROOM - LATER 147

Aurora lies on her bed, deep in enchanted sleep.

Stefan and Leah look down at her. The Pixies are there as
well. Leah weeps.

STEFAN
Stop crying. She's only sleeping.

LEAH
What do we do now?

STEFAN

Wasn't there something about a kiss
to wake her?

They all turn to look at Thistlewit.

THISTLEWIT

Why are you looking at me?

KNOTGRASS

You're the one who changed the
spell.

THISTLEWIT

Me! But you said...

STEFAN

(to the Pixies)

Find someone to kiss her. Someone
suitable.

He goes out. Leah soothes her baby.

LEAH

Not any kiss will do. It has to be
"true love's kiss". Well that's
what you said.

She goes out. The Pixies look at each other.

CUT TO:

148 EXT. OUTSIDE STEFAN'S CASTLE - NIGHT 148

Maleficent watches the WHITE HORSE gallop away to the top of
a hill. With a heavy heart, she heads toward the castle. But
something stops her. She looks back at the hill.

Her FATHER stands where the horse stood a moment before. He
lifts his hand to her.

CUT TO:

149 INT. AURORA'S BEDROOM - LATER 149

The Pixies have found a YOUNG MAN. He stands over the bed
looking at Aurora.

YOUNG MAN #1

But she's sleeping.

KNOTGRASS

She won't mind.

He shrugs and kisses her. The Pixies wait expectantly. She doesn't wake up.

THISTLEWIT

You didn't do it right.

FLITTLE

It's supposed to be true love's kiss.

YOUNG MAN #1

True love? I don't know even her.

KNOTGRASS

Get out.

CUT TO:

150 EXT. STEFAN'S CASTLE - NIGHT 150

Maleficent has arrived at the castle. She slips across the drawbridge in the shadows.

151 INT. AURORA'S BEDROOM - NIGHT 151

The Pixies have found another young MAN.

KNOTGRASS

This is Princess Aurora.

FLITTLE

Isn't she beautiful?

YOUNG MAN #2

Yes, she is.

He's clearly very attracted to her.

THISTLEWIT

Are you in love with her?

YOUNG MAN #2

Absolutely!

FLITTLE

You can kiss her then.

He kisses her eagerly. Aurora doesn't wake up.

FLITTLE

If it was true love, you would have woken her up!

YOUNG MAN #2

Let me try again.

He leans down. They push him away.

KNOTGRASS

Get out.

CUT TO:

152 INT. STEFAN'S CASTLE - NIGHT 152

Maleficent slips unseen through the halls.

She looks into each room as she passes them. Diaval flies toward her. She transforms him. *

MALEFICENT

Now a man. *

He transforms, very sad. *

DIAVAL

We've lost her. *

CUT TO:

153 INT. AURORA'S BEDROOM - NIGHT 153

The three Pixies usher in another YOUNG MAN. It's Phillip.

FLITTLE

This is Princess Aurora.

He looks at the sleeping girl.

PHILLIP

I know her.

KNOTGRASS

That's helpful.

PHILLIP

Why is she sleeping?

FLITTLE
She's trapped in an enchantment.

FLITTLE
Isn't she beautiful?

He's smitten.

PHILLIP
The most beautiful girl I've ever
seen.

The Pixies share excited glances. This is going well.

KNOTGRASS
Do you want to kiss her?

PHILLIP
Very much.

THISTLEWIT
Then go ahead. *

PHILLIP
I wouldn't feel right. I barely
know her. We only met once.

KNOTGRASS
Haven't you ever heard of love at
first sight?

FLITTLE
Kiss her. *

He leans down toward her. He leans up again.

PHILLIP
An enchantment, you say?

PIXIES
Kiss her ! Now ! *

They push him forward.

PHILLIP
Don't push!

He leans down. The Pixies hold their breaths. The prince
kisses the princess. Their lips touch gently... perfectly.
And nothing happens. The Pixies faces fall. Aurora sleeps
on. Phillip looks at the Pixies.

PHILLIP

Is something supposed to happen now?

PIXIES

GET OUT!

They push him out. They trudge out to find another candidate.

154 EXT. THE HALLWAY - NIGHT

154

The Pixies walk down the hall, dejected.

FLITTLE

I was certain he was the one.

THISTLEWIT

What's wrong with all these young men?

KNOTGRASS

We have to keep looking. Dig deeper. Scrape the bottom of the barrel.

FLITTLE

He doesn't have to be a prince. He doesn't even have to be handsome.

THISTLEWIT

All he has to be is a man.

155 INT. AURORA'S ROOM - NIGHT

155

The moon shines down on Aurora. Maleficent enters. Diaval, the Man, comes in behind her. Maleficent looks down at her, heartbroken. She sinks down on the side of the bed.

MALEFICENT

This is my fault. I did this to you...for revenge. I didn't know how much I would love you. But I promise to look after you...every day for the rest of my life. Sleep well.

*

*

She kisses her gently on the forehead.

And something magical occurs. Aurora opens her eyes. Maleficent gasps. Aurora smiles.

AURORA
Hello, Godmother.

*

Maleficent is so astounded she can't speak for a moment. She finally finds her voice.

MALEFICENT
Hello, beastie.

She pulls her into her arms. Joyful tears fall. Diaval is overwhelmed as well.

DIAVAL
No truer love.

He joins them.

AURORA
Can we go home to the moors now?

MALEFICENT
Right now.

There's voices in the hall.

DIAVAL
Wait.

He opens the door cautiously.

156 INT. THE HALL - NIGHT 156

It's eerily quiet. No servants. No sounds.

MALEFICENT
Now a bird.

Diaval transforms and flies ahead to investigate.

157 INT. THE GREAT HALL - NIGHT 157

He flies into the great hall. Maleficent and Aurora follow. There are no servants. No one about. The door on the opposite side of the room stands open. Escape.

Maleficent's eyes narrow suspiciously.

They slink along the wall toward the open door. Diaval flies up to the rafters. He lands on the iron filigree where a heavy IRON NET has been hung.

DIAVAL

Awk!

Maleficent looks up. Stefan appears at the door.

STEFAN

Drop it!

The iron net falls from the ceiling. Maleficent pushes Aurora out of the way.

MALEFICENT

Get out of the castle!

She falls to her knees dropping her staff. The net burns her exposed flesh.

Aurora tries to pull the heavy iron net off of her.

MALEFICENT

Get out of here! Go back to the moors!

Aurora backs away reluctantly.

MALEFICENT

Go now!

Aurora runs. Stefan nods for some of his men to go after her. Other men run out with iron weapons and poke at Maleficent like a trapped animal. *

The Pixies watch with horrified fascination.

158 INT. THE TOWER STAIRS - NIGHT

158

Aurora runs up the stairs trying to get away from Stefan's men. She reaches a landing, runs through a door and finds herself in another stairwell. She keeps climbing. *

THE GREAT HALL

Maleficent tries to get up, but she's weakened by the iron. She reaches for her staff. Stefan kicks it out of the way. He walks around her.

STEFAN

I should have killed you that night. It would have saved us all a lot of trouble.

She glares at him with silent hatred. He nods to his men. Stefan's men draw their weapons. Diaval drops down from out of the rafters at them.

STEFAN
Kill that bird!

Some fight him off.

Others stab at Maleficent. She grabs their weapons through the net even though it burns her hands.

159 INT. THE TOWER STAIRS - NIGHT 159

Aurora flings open the door at the top of the stairs and runs inside. She peeks out to see if anyone's following, but feels something behind her. She turns. Her eyes go wide. *

ON MALEFICENT'S WINGS *

Her wings are bound in chains held upright in a glass coffin. Aurora approaches them, awed by their size and beauty. She looks through the glass. *

They flutter suddenly. Still alive. She steps back. They flap and struggle against their bonds. Realization fills Aurora's eyes. She places her hand on the glass. *

AURORA
Shhh. She's here.

The wings settle down. Aurora touches the heavy iron lock. She gasps as it burns her.

160 INT. THE GREAT HALL - NIGHT 160

Diaval fights Stefan's men.

MALEFICENT
Now an eagle.

He transforms into an EAGLE.

He grabs the iron net over Maleficent and pulls it away. She gets to her feet. Stefan runs at her with his iron sword. She evades him and throws her robes up. White Fire erupts. He falls back. His men have thrown a chain around Diaval's claws. They pull him down to stab at him.

MALEFICENT

Now a bear.

Diaval transforms into a BEAR. It bellows and swipes at the men. They back away.

161 INT. THE TOWER ROOM - NIGHT 161

Aurora frantically looks for a way to release the wings. She picks up a heavy chair.

162 INT. THE GREAT HALL - NIGHT 162

Stefan throws a heavy iron chain at Maleficent. It wraps around her neck.

She drops to her knees as it burns her. Stefan pulls it tighter. She gasps. The men have thrown a rope around the bear's legs, hobbling him.

163 INT. THE TOWER ROOM - NIGHT 163

Aurora throws the chair at the coffin. It hits the thick glass, but does not break it.

164 INT. THE GREAT HALL - NIGHT 164

Maleficent gasps out the words.

MALEFICENT

Now a... dragon.

Diaval transforms into a DRAGON. It breathes fire at the men. They fend off the fire with their shields. *

165 INT. THE TOWER ROOM - NIGHT 165

Aurora hasn't given up. She tilts the coffin. It falls forward and crashes onto the floor. The wings flap and struggle in the broken glass.

166 INT. THE GREAT HALL - NIGHT 166

Stefan pulls the chain around Maleficent's neck tighter. She gasps. One of the men throws a sword at the dragon. Maleficent can barely get the words out.

MALEFICENT

Now a... butterfly.

Diaval transforms into a butterfly. The sword flies harmlessly past him as he flutters away.

167 INT. THE TOWER ROOM - NIGHT 167

Aurora reaches out and softly touches Maleficent's wings. They stop struggling.

AURORA

Fly.

168 INT. THE GREAT HALL - NIGHT 168

Stefan's men throw more heavy iron CHAINS around Maleficent. One wraps around her legs. Another around her waist.

They pull them tightly. She crouches on the floor, chains across her body. Tortured. Stefan stands over her.

He lifts his sword high over her, prepared to make the fatal blow. But a brisk wind suddenly whips up from nowhere. *
Something large and black slams into him, knocking him off *
his feet. Maleficent looks up. *

Her face fills with astonishment to see her long-lost wings *
flying down toward her. *

Aurora runs into the room from the tower stairs. *

Overjoyed, Maleficent lifts her arms out to her wings. They flutter down toward her.

AURORA

Be one again.

There's an earth-shattering... CRACK ! *

Maleficent is enveloped in a MAGICAL explosion of LIGHT AND ENERGY. Then, she rises into the air on her wings.

Aurora's face lights up. The Pixies faces fall. Stefan's men are just as astonished.

STEFAN

Kill her! Kill her!

They attack her with swords and iron chains. Maleficent fights them from the air.

Diaval fights at her side. Stefan motions to his men. They gradually back Maleficent toward the open door to the battlements.

*
*

169

EXT. STEFAN'S CASTLE - THE BATTLEMENTS

169

Maleficent fight them. She knocks the last of the men away. There's only Stefan now. She corners him against the wall with her wings.

MALEFICENT

It would feel so good to kill you.
But I'll let you live, for Aurora's sake.

STEFAN

I won't let you take her.

MALEFICENT

I won't take her. She'll come of her own free will. And here's a little thing you don't know about her.

She whispers in his ear. He's shocked by the revelation. While she's close, he secretly brandishes his knife and tries to stab her.

She backs away and lets herself fall backwards off the battlement. Stefan throws himself on top of her.

170

EXT. MIDAIR - NIGHT

170

They fall in the cup of Maleficent's folded wings, grappling as she plummets toward the earth.

She tries to throw him off. But he clings to her fiercely and tries to stab her with the knife. The ground rises rapidly up toward them. They struggle. He holds onto her, raising the knife. The wind whistles past.

STEFAN

I... never... loved you!

Maleficent looks into his eyes as they fall.

MALEFICENT

You're a liar.

She flips over suddenly. Stefan loses his grip. His face fills with terror and he falls.

Maleficent's wings open at the last moment before she hits the ground and she swoops into the sky. *

171 INT. THE GREAT HALL - DAWN 171

Maleficent enters. Aurora runs into her arms. After a moment, Maleficent crouches to look into her eyes.

MALEFICENT

There's something I need to tell you.

AURORA

Oh Godmother, I already know.

On her back, two tiny gossamer wings glitter in the light.

CUT TO:

172 EXT. THE MOUND - NEAR DAWN 172

The Moorland Faeries, winged and unwinged alike, have gathered on the faerie mound. Maleficent steps onto the Queen's Stone with her guards around her. The Stone screams in protest. She shouts. *

MALEFICENT

As you see, I am not the rightful Queen. But the time has come for me to step down. *

Maleficent steps down off the Stone. It falls silent.

MALEFICENT

Fair People of the Moors... I give you Queen Aurora. *

As dawn breaks, the FAIRY QUEEN AURORA floats down from above, her wings fluttering softly.

She lands on the Stone. The Stone ROARS like a lion. The Faeries cheer. Musicians play and the Faeries dance. Aurora sees Prince Phillip standing in the back of the crowd. She smiles. Maleficent stands with Diaval, the Man. Her hand finds his as they both struggle with their emotions. *

173 EXT. THE FAERIE PATH - THE NEXT DAY 173

The Pixies stop hesitantly at the faerie path. Thistlewit puts her hand out tentatively.

THISTLEWIT
Are you certain?

KNOTGRASS
Yes! Queen Aurora has lifted the Binding spell.

THISTLEWIT
Come along, Flittle. We're going home.

Flittle's butterflies fly ahead. Flittle hears something. She looks back. A CARRIAGE approaches on the road. The Blue Woman leans out and points at Flittle.

BLUE WOMAN
I'm coming for you!

Flittle gasps and runs after them. *

CUT TO:

174 EXT. THE FARMLANDS - SOME TIME LATER 174

The land on both sides of the Faerie path is equally green and verdant.

The Farmer's SON, now fully grown, and his collies, herd the sheep. They approach the faerie path. *

The Farmer's son throws down a glove. The sheep trample it in their hurry to graze on the sweet moorland grass. *

175 EXT. THE MOORS - ON THE BLACKTHORN TREE - DAY 175

Maleficent and Diaval sit in the tree, crunching black nuts.

MALEFICENT
I wasn't a very good queen, was I?

DIAVAL
You did what had to be done.

MALEFICENT
Actually, I was a bad queen.

DIAVAL

Very bad. In fact, in my opinion,
you were the the Mistress of all
Evil.

She gives him an evil smile. She takes off her Horned Crown.

MALEFICENT

I won't be needing this anymore.

She takes it off and rubs the places on her head where the
horns rested.

MALEFICENT

Ahhh.

She hangs the crown on a tree limb.

MALEFICENT

Time to fly.

She waves her hand at him.

MALEFICENT

Now a bird.

He transforms into a RAVEN.

DIAVAL

AWK!

They lift their wings and take flight together.

But before they get too far, Maleficent swings around and
comes back toward the tree.

She swoops low, grabs the Horned Crown and flies off again.
As Maleficent and the raven soar together, wing-to-wing,
above the beautiful moors fade out.

THE END