

ANALYZE THIS

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**FOR EDUCATIONAL  
PURPOSES ONLY**

**1 CREDITS BEGIN OVER BLACK.**

**1**

**DOMINIC MANETTA**

a man in his 70s, narrates nostalgically OVER a MONTAGE of related news photos.

**MANETTA (V.O.)**

1957 was a big year. The Russians put that Sputnik into outer space, the Dodgers played their last game at Ebbets Field, 'that guy' shot Frank Costello in the head, and missed, and the Gallo brothers whacked Albert Anastasia in that barber shop in the Park Sheraton Hotel. It was total chaos. With Anastasia gone, Vito Genovese figures he's king shit, but Carlo Gambino and 'Joe Bananas' both want to be boss of all bosses. So they call a meeting -- a big meeting.

**2 EXT. UPSTATE NEW YORK - DAY**

**2**

CREDITS CONTINUE. In FADED 16mm documentary-style, we see a country road winding through rolling hills. At the top of the hill, a black '57 Cadillac appears and sweeps through the peaceful landscape.

**MANETTA (V.O.)**

It was the first time the whole

commission was ever gonna meet face to face. Bosses and wiseguys were comin' in from all over the country, and all the New York families, too -- maybe sixty bosses, the whole wiseguy world -- all headin' toward this little town upstate to figure out what's what.

**3 EXT. ROADSIDE - DAY**

**3**

A sign reads, "Entering Apalachin - pop. 342." The black Cadillac speeds past the sign, then another black Caddy, then a black Lincoln, then another Caddy, a Lincoln, etc.

**MANETTA (V.O.)**

Your father and me, we were goin' up with Tommy D., Fat Tommy.

**(MORE)**

**(CONTINUED)**

**2.**

**3 CONTINUED:**

**3**

**MANETTA (V.O. CONT'D)**

He was running the family at the time. Anyway, I don't know what anybody was thinking, but some asshole thought it would be a good idea to have this meeting at Joe Babara's farm in the country where nobody would notice.

**4 EXT. RURAL GAS STATION - DAY**

**4**

A local state police deputy is gassing up his motorcycle when the parade of shiny black cars rolls by. He looks up and scratches his head at the unusual sight.

**MANETTA (V.O.)**

Turns out the local cops were watching Joe Babara like a hawk. So now you got about fifty Caddies and Lincolns pullin' into Apalachin and some deputy sheriff with cow shit on his shoes notices all the

traffic and calls the Feds.

**5 EXT. JOE BABARA'S ESTATE - DAY 5**

The Caddies and Lincolns are all parked around a rambling country manor. Bosses and wiseguys are meeting and greeting each other on the big front porch.

One WISEGUY is trying to shoo a cow away from his car.

**WISEGUY**

You wanna be a ribeye? Get away  
from the fuckin' car.

**6 EXT. WOODS - SAME TIME 6**

Federal agents start moving in quietly, heavily-armed, wearing big FBI arm bands.

**MANETTA (V.O.)**

The meeting never even got  
started. The Feds moved in --

**7 EXT. HOUSE - DAY 7**

Agents with weapons drawn charge the house and start breaking down the front door.

3.

**8 EXT. BACK OF HOUSE - SAME TIME 8**

**MANETTA (V.O.)**

-- and we moved out.

Gangsters in shiny suits are squeezing through windows and leaping off balconies.

**WIDE - WISEGUYS**

fleeing into the surrounding woods and fields.

**MANETTA (V.O.)**

Your papa and me hid in a field  
with hay or corn, some kinda  
foliage, I don't know.

Two wiseguys in suits crouch in the tall grass. Suddenly they see a John Deere harvester bearing down on them.

**MANETTA (V.O.)**

Then along comes this farmer who almost runs us over in a tractor, so your father hauls out his piece, this .44 cannon he used to carry, and hijacks the goddamn tractor. Funniest fuckin' thing I ever saw.

10 EXT. COUNTRY ROAD - DAY

10

The farmer goes flying off the harvester and the two wiseguys drive off on it.

The farmer looks up to see the John Deere disappear in a swirling cloud of dust that FILLS the SCREEN.

**END CREDITS.**

**DISSOLVE TO:**

11 SWIRLING CLOUD OF CREAM

11

on top of an espresso. PULL BACK as a hand reaches in and runs a lemon rind along the rim of the cup. The espresso is picked up and sipped by MANETTA, the aging boss of a prominent New York crime family.

**(CONTINUED)**

4.

11 CONTINUED:

11

**INT. RITZ CLAM BOX - LATE AFTERNOON (PRESENT)**

The place is nearly empty. Manetta is talking to PAUL VITTI, a dark, intense, intelligent man in his late forties, and a powerful boss in his own right.

**MANETTA**

Anyway, Carlo Gambino came out of

it capo de tutti capi, and that was the last time the whole commission tried to meet -- until now.

**VITTI**

(brooding)

I don't know. I don't like it. What do we need a meeting for? Let everybody worry about their own business.

They finish eating.

**MANETTA**

The '57 meeting was about how we were going to divide up the whole country. This meeting is about how we're gonna survive. You got 'made' guys informing for the Feds; bosses going to jail; everybody's dealing drugs; people are getting whacked without permission. And on top of everything, now we got the Chinese Triads and these crazy Russians to deal with. Everything's changing. We need a leader. Someone with fresh ideas. Someone like you. It's gonna be a new century, Paul. We gotta change with the times.

**VITTI**

What are we gonna get, a fuckin' web site?

**MANETTA**

You remember what else happened in 1957, Paul?

**VITTI**

Yeah, I remember.

**MANETTA**

When your father died, I promised him I'd always look out for you. Come to the meeting.

(CONTINUED)

11 CONTINUED: (2)  
11

They get up to leave. Vitti drops some money on the table. Bodyguards follow them to the door. The waiters and the owner bow to them as they pass. They are almost out the door when Vitti hesitates.

**VITTI**

Wait a second. I'm just gonna grab a toothpick.

The instant he steps back inside, Manetta and his bodyguard are struck by an incredible VOLLEY of GUNFIRE, which BLOWS OUT all the GLASS in the DOOR and WINDOWS.

Vitti's bodyguard, JELLY, grabs him and throws him behind the counter, shielding him with his body.

Outside, the shooting has stopped and curious bystanders are looking in the broken windows. Vitti's eyes well up with tears.

**CUT TO:**

12 KLEENEX  
12

being pulled out of a box. CAROLINE, a woman in her early thirties, dabs at her eyes with the tissue. She's sitting on the couch in --

**INT. BEN'S OFFICE - SAME TIME**

The office is warm, comfortable, and nicely decorated.

**CAROLINE**

(weepy)

I kept telling him that I needed room to grow and find myself as a person. Not just as a woman but as an independent entity.

**BEN SOBOL**

her therapist, seems to be listening intently.

**CAROLINE**

I told him I needed to get in touch with my uniqueness, but he

couldn't handle that. He said I was driving him away. Do you think I was driving him away, Dr. Sobol?

Ben leans forward sympathetically.

(CONTINUED)

6.

12 CONTINUED:

12

He's in his mid-forties, has an expressive face and a quick wit, and despite the occasional lapse, he is a gifted and caring psychologist.

**BEN**

Things end, Caroline. That's just a part of life. It's how we deal with things ending that's important.

**CAROLINE**

I just can't believe it's over between me and Steve. Maybe there's still hope.

**BEN**

Well, he did take out a restraining order against you. I have to be honest, that's usually not a good sign.

**CAROLINE**

But what should I do?

**BEN**

Well, Caroline, I think the first thing you have to do...

(voice rising)

... is stop whining about this pathetic loser! You're a tragedy queen!

(mocking)

'Steve doesn't respect me. Steve doesn't love me anymore.' Who gives a shit! Get a fucking life! You are, without a doubt, the most boring human being I have ever met! Please, say something interesting before I lapse into a goddamn coma!

Caroline looks curiously at Ben, unperturbed.

**CAROLINE**

Dr. Sobol?

**BEN**

Lost in his fantasy, not really listening. He comes  
to attention and tries to cover.

(CONTINUED)

7.

12 CONTINUED: (2)  
12

**BEN**

Yes. Yes. I was just reflecting  
on your whole -- situation. It's  
very interesting what you were  
just saying. I want you to think  
about it, and I'm going to think  
about it, so we'll both think  
about it and we'll continue next  
week when I get back from my  
vacation.

Caroline bursts into tears again.

**BEN**

Or not.

**CUT TO:**

13 INT. UPSTAIRS HALLWAY - DAY  
13

Ben rushes upstairs and into his bedroom. His 14-year-old  
son MICHAEL is in his room putting on a tuxedo.

**MICHAEL**

You're late.

**BEN**

(changing hurriedly)  
I know. I couldn't get rid of my  
last patient. I think she was a  
tick in a past life.

**MICHAEL**

Yeah, what's Caroline's problem?  
Your boyfriend's gone, he hates  
your guts, get over it.

**BEN**

Michael! What did I tell you?  
You can't listen to my sessions!  
It's private stuff.

**MICHAEL**

I can't help it. I hear you  
through the vent in my room.

**BEN**

Funny how that happens when you  
lie on the floor and put your ear  
up against it.

(CONTINUED)

8.

13 CONTINUED:

13

**MICHAEL**

Okay, okay. How's that guy who  
dreams about shitting trout?

**BEN**

(entering, putting  
on his tux shirt)  
Fine. He moved up to striped  
bass. Put on your cummerbund.  
Boy, have you grown. Did your  
mother move next door to a  
nuclear power plant?

**MICHAEL**

(struggling with the  
cummerbund)  
Why do we have to wear rented  
clothes to Grandpa's party? This  
blows.

**BEN**

(helping him)  
We have to dress up because  
Grandpa can't have a good time  
unless everyone else is extremely

uncomfortable.  
(looks at Michael  
and makes a quick  
decision)  
Forget the tux. Regular clothes.

Ben exits, pulling off the tux shirt.

**MICHAEL**  
(taking off his  
tux shirt)  
Are you ambivalent about Grandpa  
Isaac?

**BEN (O.S.)**  
(from his room)  
Ambivalent? Where do you get that stuff?

**MICHAEL**  
Mom.

**BEN**  
(annoyed)  
She's not supposed to do that, you  
know.

**(MORE)**

**(CONTINUED)**

9.

13 CONTINUED: (2)  
13

**BEN (CONT'D)**  
Your mother and I, when we  
got divorced, we agreed we wouldn't  
put you in the middle, or use you  
as a go-between to talk about each  
other. So just do me a favor and  
tell your mother to shut her big  
mouth.

(comes back into  
Michael's room)  
Did she say anything about me  
getting married again? I think  
she could be feeling a little anger  
about it.

**MICHAEL**  
Oh, yeah. She really cares. She  
says you're intimidated by women

your own age, and that's why you go for these young babes.

**BEN**

(fuming)  
Okay. Listen, for two seconds, pretend I'm not your father. I'm just some guy, okay?

**MICHAEL**

You gonna vent?

**BEN**

Yeah.  
(venting)  
I hate her! I really hate her!  
(a beat, then  
brightly)  
Okay. Dad again. Let's go.

**CUT TO:**

**14 EXT. WAREHOUSE - SAME TIME**  
**14**

Paul Vitti gets out of his car and walks to the warehouse with his most trusted soldier, Jelly, a hulking bruiser, and his sidekick JIMMY, a tightly-wound ferret with chips on both shoulders.

**VITTI**

So what did you find out?

**(CONTINUED)**

**10.**

**14 CONTINUED:**  
**14**

**JELLY**

(as they walk)  
The word is Primo Sindone must have ordered it, but, uh --

He hesitates.

**VITTI**

What?

Jelly looks at Jimmy.

**VITTI**

What?

**JELLY**

(reluctantly)

A lot of people think you set him up.

**VITTI**

Why the fuck would I want to kill Dominic? He was like a father to me.

**JELLY**

So you could be the big boss. Everybody figures you're lookin' to wipe out the competition before the big meeting.

**VITTI**

Oh, is that what they figure?

**JELLY**

It's alright with me if you did --

**VITTI**

I didn't kill him! I told you that! Don't you hear?

**CUT TO:**

**14A INT. WAREHOUSE - CONTINUOUS ACTION**

**14A**

They enter a room where other Vitti family soldiers, EDDIE COKES, TUNA, and JOHNNY BIGS are waiting. In the middle of the room, a young rat named NICKY SHIVERS is tied to a chair under a strong overhead light. When he speaks, we get a hint of mental incompetence.

**(CONTINUED)**

**11.**

**14A CONTINUED:**

**14A**

**NICKY**

Please, Mr. Vitti, I told 'em I don't know anything but they don't

believe me 'cause that one time I  
said Little Joe hit Dukey and it  
turned out he didn't but I didn't  
know because --

**JIMMY**

(smacks him)  
Shut the fuck up!

Nicky goes suddenly quiet. He watches in terror as Jimmy  
steps aside and Vitti moves close holding a short length  
of lead pipe.

**VITTI**

Nicky, you know me, right?

**NICKY**

Yeah. You're Mr. Vitti.

**VITTI**

And you know what I'm gonna do to  
you if you lie to me, right?

**NICKY**

Uh, you're gonna crack me on the  
head with that pipe?

**JIMMY**

(slaps him)  
It's a rhetorical question, you  
fuckin' idiot.

**VITTI**

I'm only gonna ask you this one  
time. Who killed Dominic Manetta?

**NICKY**

I don't know.

**VITTI**

(roars)  
Don't fuckin' lie to me!

**NICKY**

(in tears)  
Honest to God, I don't know!

**VITTI**

You little rat bastard...

(CONTINUED)

14A CONTINUED: (2)  
14A

Vitti winds up to brain him with the pipe. They all wince in anticipation of the blow. But Vitti just freezes there with his arm upraised. Then he drops his arm and seems to sag.

**VITTI**

Forget about it. He doesn't know anything.

He tosses the pipe aside.

**VITTI**

Get him outta here.

Jimmy looks at Jelly in surprise.

15 INT. MINIVAN - LATER  
15

Ben is driving to the party with Michael. Sitting in stopped traffic, he checks his mirrors anxiously.

**BEN**

(to himself,  
urgently)  
Look at this. Everybody's nuts.  
Ooh, I hate walking into that house late.

**MICHAEL**

I think you're reacting like this because you're mad we have to go to this party.

**BEN**

No. Don't. I'm not going to be analyzed by someone who up until a few years ago believed in Santa. Sorry, but we only have room for one Dr. Sobol in this family.

**MICHAEL**

But there's two Dr. Sobols.  
There's you and Grandpa.

**BEN**

(a beat)

Can we talk about something else?

**MICHAEL**

Are you going to read Grandpa's  
new book? Mom says you won't  
because you're...

**(CONTINUED)**

13.

15 **CONTINUED:**

15

**BEN**

Does your mother talk about  
anything else or is it just me  
twenty-four hours a day?

Wham! Ben REAR-ENDS the CAR in front of them.

**BEN**

That's your mother's fault! Your  
mother did that! Damn!

**CUT TO:**

16 **EXT. EAST 90TH STREET - NIGHT**

16

The minivan has rear-ended a black Lincoln Town Car. The trunk has sprung open and Nicky Shivers can be seen in the trunk, bound and gagged, kicking and squirming. Muffled shouts can be heard through the duct tape over his mouth.

Jelly and Jimmy jump out of the Lincoln and slam the top of the trunk just as Ben gets out of the minivan to inspect the damage.

**JIMMY**

(heading Ben off)

What's the matter with you? Are  
you some kind of moron?

**BEN**

I'm sorry. It's totally my fault.

Ben looks at the damage. The Lincoln has gotten the

worst of it. The rear bumper is hanging off, and Jelly is struggling to latch the trunk.

**JIMMY**

Did you see anything?

**BEN**

I was talking to my son. I took my eyes off the road --

**JIMMY**

Forget that bullshit. Did you see anything?

Jelly steps in to defuse the situation, warning Jimmy off with a look.

**(CONTINUED)**

**14.**

**16 CONTINUED:**

**16**

**JELLY**

That's all right, sir. It's our fault for being in front of you like that.

**BEN**

(surprised)

Well, I should have been watching. Let me give you my insurance information --

**JELLY**

It's okay. Forget about it.

**BEN**

Really? It looks like your whole rear end might be screwed up.

Jimmy is reattaching the rear bumper and securing the trunk lid with duct tape.

**JELLY**

No, it was like that before.

**BEN**

Maybe we should call the police?

**JELLY**

(suddenly menacing)  
Why? Fuck the police.

**BEN**  
Right! Fuck 'em.

HORNS start HONKING behind them.

**BEN**  
At least take my card. You might  
look at the damage in the morning  
and change your mind.

Jelly takes the card and reads it.

**JELLY**  
You're a doctor?

**BEN**  
Ph.D. Psychologist.

**JELLY**  
A shrink. You talk to a lotta  
nuts, huh?

Ben hears KICKING from inside the car trunk.

(CONTINUED)

15.

16 CONTINUED: (2)  
16

**JELLY**  
Pings and knocks. Cheap gas.  
Hey, how do those minivans handle?

**JIMMY (O.S.)**  
Jelly! Let's go!

**JELLY**  
Take it easy, Doc.

Ben looks totally confused as Jelly hustles back to his  
car.

CUT TO:

17 INT. SOBOL HOME - LIVING ROOM - ISAAC SOBOL  
17

Ben's father, at the piano in the spacious, elegant, tastefully-decorated living room, surrounded by adoring guests, playing and singing an exuberant rendition of "You Must Have Been a Beautiful Baby." Isaac is a silver-haired patrician, overloaded with self-esteem.

**ISAAC**

(ending the sing-  
along)

All right, neurotics only! Well, you must have been a beautiful ba-a-by, 'cause baby look at you now, thank God for Prozac, baby look at you now!

**BEN AND MICHAEL**

standing off to the side talking to Ben's mother DOROTHY. In the corner is a large advertising display featuring Isaac's smiling picture on the front cover of his new book, Tell Me What You Feel, Tell Me What You Want.

**BEN**

What do you mean you're not coming? It's my wedding.

**DOROTHY**

We understand it's a special day for you, Benny, but your father and I can't just pick up and leave town every time you decide to get married.

**(CONTINUED)**

**16.**

**17 CONTINUED:**

**17**

**BEN**

Every time? This is a once-in-a-- twice-in-a-lifetime thing.

Isaac joins them.

**BEN**

Dad, you're not coming to my wedding?

**ISAAC**

We want to be there, but I have three book signings next weekend. I can't piss off these big book stores. If I cancel, they'll stick me down on the bottom shelf. That's how they are.

**BEN**

Yeah, that's the word on the street. The self-help book business is full of vindictive pricks.

**DOROTHY**

(looking around)  
Ben! The language.

**BEN**

I'm sorry, but I've been alone for eight years, now I've finally met someone I want to spend the rest of my life with and I would really like you to meet her before we get married. You're going to be her family. I think it's better she knows that up front.

**ISAAC**

You're really hostile tonight.

**BEN**

I'm joking.

**DOROTHY**

(jumping in)  
I think I'll go talk to the mayor.

**BEN**

The mayor's here?

**DOROTHY**

I can only hope.

(CONTINUED)

17.

Dorothy exits.

**ISAAC**

What's wrong?

**BEN**

Nothing. Everything's fine.

**ISAAC**

How's your practice?

**BEN**

It's great. Just great. I've got some very interesting patients -- extremely interesting. Fascinating actually.

**MICHAEL**

Dad has a patient who dreams he shits trout.

**BEN**

Thanks, Mike.

**ISAAC**

Excuse us, Michael.

Isaac pulls Ben into the foyer.

**ISAAC**

Why are you wasting your time out there in the boondocks? New York City is the Mecca of Madness.

**BEN**

I'm just not sure I could spend my life dealing with people whose biggest crisis is how to fire the maid.

**ISAAC**

It beats a guy with an ass full of flounder.

**BEN**

Trout! And don't minimize my practice.

**ISAAC**

Why are you getting so defensive? This is about your own feelings of inadequacy.

(CONTINUED)

18.

17 CONTINUED: (3)

17

**BEN**

You always turn it back on me.  
Why do you do that?

**ISAAC**

Why do you think I do that?

**BEN**

Why do you think I think you do  
that? Go ahead, now you ask me  
why I think you think I think you  
do that.

**ISAAC**

Enough. I want you to think about  
what I said. And when you're ready  
to talk to me like a normal person,  
I'll be at the piano with  
Regis Philbin.

(as he crosses away)

Rege!

**REGIS PHILBIN**

I'm not singing, Isaac!

**ISAAC**

Now, ladies and gentlemen, at the  
piano, Regis Philbin!

Applause and laughter from the guests. Ben grabs a  
glass of champagne from a passing waiter's tray.

**BEN**

(to the waiter)

Thomas Wolfe was right. You can't  
go home again -- because your  
parents still live there.

**CUT TO:**

18 INT. OLD LION SOCIAL CLUB - NIGHT

18

Vitti's men converse quietly while a soldier sweeps the room for bugs. He gives the "all clear" and SALVATORE MASIELLO, the old consigliere, speaks.

**MASIELLO**

The Manetta family is asking a lot of questions. They think we hit Dominic.

CARLO MANGANO, the burly underboss of the Vitti family, jumps in.

(CONTINUED)

19.

18 CONTINUED:  
18

**MANGANO**

Forget Dominic! They were after Paul.

(to Vitti)

It's a miracle you survived. I thank God.

**VITTI**

Yeah, thank God. All I know is if I didn't have some veal stuck in my teeth, I'd be laying there with Dominic.

**JOHNNY BIGS**

This is all about the big meeting. Primo Sindone wants to run the whole show.

**MANGANO**

Yeah, but Primo's a boss. He knows the rules. He couldn't go after Dominic and Paul unless the other families gave their permission.

**VITTI**

(starting to sweat)

If they did, we're heading for one big fuckin' war.

(having trouble  
breathing)

Talk to Zello and Baldassare. Find out what you can. We got two

weeks. If the other New York bosses are against us, I want to know it before I walk into that meeting.

He feels a stabbing pain in his chest.

**MANGANO**

You all right, Paul? You don't look good.

**VITTI**

I'm a little choked up here. I gotta get some air.

He walks outside. Jelly follows. Mangano looks quizzically after them.

**CUT TO:**

20.

19 **EXT. OUTSIDE THE OLD LION - CONTINUOUS ACTION**  
19

Vitti is having trouble breathing.

**JELLY**

You feel all right?

**VITTI**

I feel like shit. This whole thing is like a huge fuckin' headache.

**JELLY**

(concerned)

You havin' one of those mindgrains?

Sweating profusely now, Vitti feels another stabbing chest pain.

**VITTI**

Get the car.

**CUT TO:**

20 **INT. EMERGENCY ROOM - LATER**  
20

Vitti is putting on his shirt. He looks considerably better. Jelly is sitting down, tapping his own knee with the little rubber hammer. Nothing moves.

DOCTOR SHULMAN, a young cardiology resident, enters.

**DOCTOR**

Good news, Mr. Evans. Your heart is just fine.

**VITTI**

How could it be fine? I've had like eight heart attacks in the last three weeks.

**DOCTOR**

Well, based on everything, I'd say you probably had an anxiety attack.

**VITTI**

(a beat)

What?

**DOCTOR**

An anxiety attack. A panic attack. I can give you some Xanax if it happens again soon --

(CONTINUED)

21.

20 CONTINUED:

20

**VITTI**

(menacing)

Look at me. Do I look like a guy who panics?

**DOCTOR**

(nervous now)

There's nothing -- I mean -- it's a common thing --

**VITTI**

Where did you go to medical school? I had a heart attack, you quack bastard.

**DOCTOR**

(very scared now)  
Well, not according to these --

As Vitti moves toward the Doctor, Jelly instinctively grabs the Doctor from behind and holds him while Vitti wraps the blood pressure cuff around his neck.

**VITTI**

(low and deadly,  
pumping up the  
cuff with the  
squeeze-ball)

Listen to me, jerk-off. I had a  
mild heart attack and now it's  
over. You understand?

The Doctor nods vigorously, his eyes bugging out as the pressure around his neck increases.

**VITTI**

If anyone asks you, you never saw  
me, and I was never here. Is that  
clear?

**DOCTOR**

(strangled)

Yes.

**VITTI**

Good.  
(to Jelly)  
Take the chart.

Jelly releases the Doctor, grabs all the papers and follows Vitti out the door.

**CUT TO:**

**22.**

**21 EXT. HOSPITAL - MOMENTS LATER**

**21**

Vitti and Jelly come walking out the emergency room exit.  
Vitti stops.

**VITTI**

Jelly, I need you to do something  
for me as my friend.

**JELLY**

Anything.

**VITTI**

You have to find me a doctor.

**JELLY**

We just came from the doctor.

**VITTI**

Not that kind of doctor. I need a head doctor.

**JELLY**

You're gonna change your face like Sonny Black? Don't get his nose though, he looks like a pig.

**VITTI**

Not a plastic surgeon, ya spoostud. Do I have to spell everything out?

**JELLY**

It saves time.

**VITTI**

I need you to find me a psychiatrist.

**JELLY**

Wow. This is like the Psychic Network or something. I just ran into a psychiatrist. Actually he ran into me.

**VITTI**

Is he any good?

**JELLY**

Yeah, he seemed like a smart guy. He had a business card and everything --

**VITTI**

He had a card? That's a real fuckin' achievement.

(CONTINUED)

23.

21 CONTINUED:  
21

**JELLY**

What do you need a shrink for anyway?

**VITTI**

It's not for me. It's for a friend. This friend is having some problems, so I'm going to ask the shrink some questions and get some answers for my friend.

**JELLY**

Got it.

**VITTI**

And nobody can know. If anyone hears I'm talking to a shrink, it could be interpreted the wrong way. You know what I mean?

**JELLY**

Of course. Absolutely.  
(then)  
Can I ask you one thing?

**VITTI**

What?

**JELLY**

This friend. Is it me?

**CUT TO:**

**22 INT. BEN'S OFFICE - DAY**  
**22**

Ben is with a patient, CARL ANDERSON, a high-strung milquetoast in his late forties.

**BEN**

Carl, I'm detecting a pattern here. You seem to settle too easily for things.

**CARL**

You're right. I do.

**BEN**

No, well, there you go. You just did it again. I suggested something and you immediately agreed.

22 CONTINUED:

22

**CARL**

You're right. I did.

**BEN**

Why do you think you do that?

**CARL**

I don't know.

**BEN**

Well, sometimes people do it because they fear rejection or disapproval, but you can't let that worry you, Carl. And you can't agree with things just for the sake of agreeing. Stand your ground. Don't let people roll over you.

The door opens and Jelly enters.

**JELLY**

Dr. Sobol?

**BEN**

Excuse me! I'm in a session here.

**JELLY**

Yeah, I know, I'm sorry.

**BEN**

You're... You're one of the guys  
I rear-ended the other night.

**JELLY**

Bingo.

(to Carl)

Get outta here.

Jelly takes Carl by the elbow and lifts him off the couch.

**JELLY**

Upsa-daisy. You got a coat,

nutbar?

**BEN**

What are you doing?

**JELLY**

He's leaving.

(CONTINUED)

25.

22 CONTINUED: (2)  
22

**BEN**

The hell he is. He's not going  
anywhere until we're done with his  
session.

Jelly pulls a big roll of bills out of his pocket,  
removes the rubber band, and peels off a couple of  
fifties.

**JELLY**

(to Carl)

I'll give you a hundred bucks to  
get out of here.

Carl looks at the money, then he gives Ben a plaintive  
look.

**BEN**

Don't take it, Carl.

Carl looks back to Jelly.

**JELLY**

(peeling off another  
bill)

A hundred and fifty.

**BEN**

He's not leaving.

**CARL**

(trembling)

Three hundred.

**JELLY**

(pays him)

You're not that fuckin' crazy.

Carl takes the money, gives Ben the thumbs up and exits. Jelly follows him to the door and waves for someone to come in.

**BEN**

Listen, if you're upset about your car, I can understand that. But you don't just barge in here --

Paul Vitti steps into the office. Ben freezes. Jelly crosses to take Vitti's coat.

**VITTI**

You know who I am?

(CONTINUED)

26.

22 CONTINUED: (3)  
22

**BEN**

Yes.

**VITTI**

No you don't.

**BEN**

Okay.

**VITTI**

You've seen my picture in the papers?

**BEN**

Yes. And no. Sometimes. Never.

**VITTI**

Jelly, wait outside.

Jelly exits. Vitti walks around the room, taking everything in. He picks up the phone and listens.  
up.

Hangs

**VITTI**

Sit down.

**BEN**

Sure.

Ben sits quickly on the coffee table. He crushes a box of tissues, then moves them out from under his ass. Vitti picks up a stack of CDs and looks through them.

**VITTI**

Tony Bennett, huh?

**BEN**

Yeah. He's my favorite.

Vitti picks up an autographed baseball bat from Ben's desk.

**BEN**

(puts up his hands)

Mr. Vitti, I tried to give the guy my insurance information, but he wouldn't take it. Seriously, I tried several times because it was all my please don't kill me.

**VITTI**

I was just gonna ask if you liked baseball.

(CONTINUED)

27.

22 CONTINUED: (4)  
22

**BEN**

Yes. Big Yankee fan.

Vitti puts the bat down.

**BEN**

Mr. Vitti. Not that it's your fault, but your friend, he interrupted a patient's session and that's -- not good. I think this is a matter for our insurance companies, don't you think?

**VITTI**

I don't care about the car.

**BEN**

Then what -- ?

**VITTI**

A friend of mine is having a problem and he might have to see a shrink, so I'm going to ask you a couple questions. Do we sit?

**BEN**

Whatever makes you comfortable.

Ben starts for his chair, but Vitti sits in it first. Ben sits on the couch. Vitti adjusts the cuffs of his shirt, and runs a hand down the crease in his slacks.

**VITTI**

Okay, the first thing I gotta know about is privacy. You must hear a lot of weird shit in here. How do I know you won't go testifying -- not testifying -- but, you know, talking about it to somebody else.

**BEN**

I won't discuss a patient with anyone for any reason, unless I know the patient may be a danger to himself. Like if I'm concerned a patient might kill himself...

**VITTI**

Not fuckin' likely --

**BEN**

-- or kill someone else.

(CONTINUED)

28.

22 CONTINUED: (5)

22

Ben looks to Vitti for a response. Vitti stares at him for a long, uncomfortable beat.

**VITTI**

So who starts?

**BEN**

Why don't you tell me why you think you need therapy?

**VITTI**

I don't need therapy. I'm helping

out my friend. You didn't hear me say that?

**BEN**

Right. I'm sorry.

**VITTI**

You guys are supposed to be so great when it comes to listening. You can't remember what I said two seconds ago.

**BEN**

I'm very sorry.

**VITTI**

I have to tell you, Doc, I'm not thrilled with the level of service up to this point.

**BEN**

Why don't you tell me about your friend?

**VITTI**

He's a powerful guy. Never had a problem dealing with things, you know? Now all of a sudden, he's falling apart. He cries for no reason. He's having trouble sleeping. And then he started having these attacks. You know, can't breathe, dizzy, chest pains -- like you think you're gonna die.

**BEN**

Panic attacks.

(CONTINUED)

29.

22 CONTINUED: (6)

22

**VITTI**

What's with all you doctors and the fuckin' panic? Did I say panic?

**BEN**

Not panic. Dizzy -- breathing --

chest pain attacks.

**VITTI**

Right. So the question is, what can he do to make it stop?

Ben decides to go for it.

**BEN**

I'm going to go out on a limb here. I think your friend is you.

**VITTI**

You -- you -- you -- you have a gift, my friend. Go on.

**BEN**

Medication could help, but if you really want to get to the bottom of this, you're going to want to get some kind of therapy.

**VITTI**

With you?

**BEN**

(hedging)

With me? Oh, I don't know. I'd have to look at my schedule. I'm very heavily booked right now and I'm going on a short vacation tomorrow.

**VITTI**

Where you going?

**BEN**

I don't really share that information with...

**VITTI**

Where?

**BEN**

Miami Beach.

(CONTINUED)

30.

**VITTI**

You know, this could be good. Just getting that off my chest, I feel better already. It's like a load is off my shoulders. Thank you.

**BEN**

Well, I really didn't do anything --

**VITTI**

You did something. The load? Off. Where is it? Don't know. You're good, Doctor. I'll be in touch. But listen to me.  
(leaning close,  
menacing)  
If I talk to you and it turns me into a fag, I'll kill you. You understand?

**BEN**

Could we define 'fag,' because some feelings may come up --

Vitti silences him with a wave of his hand.

**VITTI**

I go fag, you die. Got it?

**BEN**

Yes.

Vitti gives Ben a little pat on the cheek, then turns and exits. Ben is stunned.

**CUT TO:**

23 **OMITTED**  
23

23A **EXT. BACK YARD - LATER**  
23A

Ben comes out the back door of the house carrying a couple of suitcases. Michael follows behind him with his bags. They cross to the car in the driveway.

**BEN**

I hope you didn't leave any food

in your room. I don't want to  
come home and find a science fair.

(CONTINUED)

ANALYZE THIS - Rev. 7/9/98

31.

23A CONTINUED:  
23A

**MICHAEL**

I didn't. Hey, Dad? One thing  
though.

**BEN**

Yeah?

**MICHAEL**

I go fag, you die.

**BEN**

Michael! That's it! I am sealing  
that vent.

**MICHAEL**

You are so cool, Dad. Was that  
really Paul Vitti?

**BEN**

(throwing the bags  
in the car)

I didn't ask to see his Mafia  
decoder ring, but yeah, it was  
him. And you cannot tell anyone  
he was here. You understand?

**MICHAEL**

Should I take it off the internet?

**BEN**

What?

**MICHAEL**

I'm kidding!

CUT TO:

24 OMITTED  
24

24A EXT. MIAMI BEACH - DAY  
24A

Helicopter SHOT of the hotels fronting the crowded beaches.

24B EXT. HOTEL SWIMMING POOL (MIAMI) - DAY  
24B

LAURA MacNAMARA, a pretty and charming TV news correspondent, is on the air live, surrounded by her camera crew. Kids are frolicking in the pool, splashing off the water slide behind her.

(CONTINUED)

ANALYZE THIS - Rev. 7/9/98

32.

24B CONTINUED:  
24B

**LAURA**

So judging from the mob scene around the pool here today, I think you'd have to say that there's nothing 'off' about the 'off-season' in Miami Beach this summer. Now, on a personal note, this is my last report for W.V.B.F. I'm getting married to a wonderful man and moving to New York, so if you're up that way, watch for me on the W.P.I.X. news team. Thanks for everything, Miami.

(voice catching  
slightly)

For the last time, this is Laura MacNamara, W.V.B.F. news.

She pulls a bouquet out from behind her back and tosses it to the camera.

**LAURA**

Catch!

She smiles for a long beat.

**PRODUCER**

We're clear.

Laura's smile abruptly disappears.

**LAURA**

(to the crew, all  
business)

I'll do the re-asks, then you guys  
can just shoot the inserts and  
pack it up.

(looks off)

Ben!

Laura runs to Ben, standing on the sidelines, and  
embraces him. Michael is there too.

**LAURA**

This is him, everyone!      This is  
the guy!

**BEN**

(to the crew)

Hi, everybody.

**(CONTINUED)**

ANALYZE THIS - Rev. 7/9/98

33.

**24B**    **CONTINUED:**    **(2)**  
**24B**

**LAURA**

(as she hugs him)

Oh, I missed you.

**BEN**

I missed you too. Michael, say  
hello.

**MICHAEL**

Hi, Laura.

**LAURA**

(a little too big)

This is Michael? I don't think so.  
If I remember correctly, Michael  
was a little boy, and this, this  
is a great big kid. Hey, you.  
Tell us what you did with Michael  
Sobol.

Ben and Michael look at each other out of the corners of  
their eyes.

**LAURA**

Okay. Come on. Give me a break.  
I'm trying.

**MICHAEL**

No, it was nice, but I'm fourteen  
so it wasn't -- you know -- age  
appropriate.

**LAURA**

(smiles  
appreciatively)  
Sorry. Just smack me if I do that  
again.  
(hugs him)  
How are you, Michael?

**MICHAEL**

Great.

There is an awkward silent moment, everyone smiling  
uncomfortably.

**BEN**

Mike, you want to go look at the  
camera?

**MICHAEL**

Why would I want to look at the  
camera?

**(CONTINUED)**

ANALYZE THIS - Rev. 7/9/98

34.

**24B CONTINUED: (3)**

**24B**

**BEN**

'Cause I bet there's all kinds of  
cool video stuff over there. Why  
don't you check it out?

**MICHAEL**

(gets the hint)  
Oh, yeah.  
(to Laura)  
Is it okay?

**LAURA**

Go ahead. If you break something,  
don't worry. I'm out of here.

Michael crosses to the camera crew.

**LAURA**

You think he likes me?

**BEN**

Michael? He's crazy about you. I  
am too.

They embrace.

**LAURA**

You are? And you still really  
want to get married?

**BEN**

Of course.

**LAURA**

But what if you get tired of me?  
I know so many couples that were  
really happy, then they got  
married and just completely lost  
interest in each other.

**BEN**

That's not going to be us.

**LAURA**

I just don't want to lose the  
passion.

**BEN**

Yes, I'm brimming with passion.  
I'm up to here with passion.

**(CONTINUED)**

ANALYZE THIS - Rev. 7/9/98

35.

**24B CONTINUED: (4)**  
**24B**

**LAURA**

I want us to be like animals.  
You know just screaming and  
sweating and tearing at each  
other all the time --

**BEN**

The sweating shouldn't be a

problem. The tearing sounds  
painful.

The SOUND GUY crosses over.

**SOUND GUY**

(embarrassed)

Uhh, Laura? You want me to take  
your mic, or at least turn it off?

Laura looks over at the crew. It's obvious that Michael  
and the crew have heard this whole exchange.

**LAURA**

Oh my God.

25 **OMITTED**

25

&

&

25A

25A

25B **INT. WALDORF-ASTORIA - HOTEL CORRIDOR - NIGHT**

25B

A room service cart with the remains of a sumptuous meal  
is standing in the hall outside one of the rooms.

**SHEILA (O.S.)**

Oh my God! Oh, yes. Oh, yes.

**CUT TO:**

26 **INT. HOTEL ROOM - SAME TIME**

26

Vitti is in bed making love to his mistress, SHEILA, a  
pretty woman in her late 20s. They're really going at  
it.

**SHEILA**

Oh, yes. Oh, yes.

(then)

Is everything okay, Paul?

**(CONTINUED)**

26 CONTINUED: (A1)  
26

**VITTI**

What are you talking for? I'm  
trying to do this here.

**SHEILA**

You seem -- distracted.

**VITTI**

I got things on my mind. Stop  
talking.

**SHEILA**

Okay, I'm sorry. Just relax,  
baby.

He goes back to lovemaking.

**SHEILA**

(after a beat)

Were you thinking about your wife?

(CONTINUED)

ANALYZE THIS - Rev. 7/21/98

36.

26 CONTINUED:  
26

**VITTI**

No, I wasn't thinking about my  
wife.

(a long beat)

Now I'm thinking about my wife.  
Goddamn it, Sheila, why can't you  
keep your mouth shut!

Completely frustrated now, he gets out of bed, leaving  
her alone and confused.

**SHEILA**

(small voice)

I'm sorry, Paul.

CUT TO:

27 INT. BEN'S MIAMI HOTEL ROOM - NIGHT  
27

Ben and Laura are nestled together in bed, asleep.

**JELLY (O.S.)**

(whispering)

Dr. Sobol. Dr. Sobol.

Ben stirs.

**BEN**

Mom?

Jelly's head pops up on Ben's side of the bed. Ben wakes up and his eyes go wide. Jelly puts a finger to his lips.

**JELLY**

Mr. Vittti wants to see you. I  
have your robe.

**CUT TO:**

28 **OMITTED**  
28

29 **UNDERWATER**  
29

Kelp. Rocks. Bubbles. A mermaid swims INTO VIEW and meets up with another mermaid. They do beautiful back flips under the water.

**VITTI (O.S.)**

You no-good little two-bit piece  
of shit bastard!

**(CONTINUED)**

ANALYZE THIS - Rev. 7/21/98

37.

29 **CONTINUED:**  
29

We PULL BACK to see the mermaids through the viewing windows of a large tank behind the bar of the --

**INT. WIKI WACHI LOUNGE - LITTLE LATER**

A tacky dive with a tropical motif. Ben, in his robe, is being berated by Vittti.

**VITTI**

I got news for you. I'm still fucked up. Whatever you did the other day, it didn't take. You did nothing for me.

**BEN**

(indignant)

I did nothing? What did you expect? I saw you for five minutes. I don't work miracles, Mr. Vitti. And I'll tell you something else. I don't appreciate it when someone breaks into my hotel room and kidnaps me. I don't go for that. I have a family and a life and a serious practice, and I don't have time for your bullshit!

(sheepishly)

That got away from me near the end.

Vitti stares at Ben.

**VITTI**

I couldn't get it up tonight.

**BEN**

(stopped cold)

You mean sexually?

**VITTI**

No, I mean for the big game against Michigan State. Of course sexually!

**BEN**

You flew fifteen hundred miles and dragged me out of bed in the middle of the night because you couldn't get an erection?

**VITTI**

Doesn't that prove I'm motivated?

(CONTINUED)

**BEN**

You can take a pill for that, you know.

(CONTINUED)

39.

29 CONTINUED: (2)  
29

**VITTI**

No, that's a cheat. You start with the pills, next thing you know you got implants with pumps. I think a hard-on should be gotten legitimately or not at all.

**BEN**

Did you see that embroidered on a pillow somewhere?

**VITTI**

Are you gonna help me or not?

**BEN**

I don't believe this. All right. Has this happened before?

**VITTI**

The dead dick thing? Never. Well, one time. Tonight. And another time.

**BEN**

So twice?

**VITTI**

Do the math. Two times.

(a beat)

There was another time. But it was after a big meal, so, you know, that don't count.

**BEN**

Listen, being unable to perform three or four times --

**VITTI**

Five.

**BEN**

Five times -- it isn't the end of  
the world.

**VITTI**

Maybe not to you -- look at you --  
but if I can't get it up, that  
makes me less of a man and I can't  
have that.

**(MORE)**

**(CONTINUED)**

**40.**

**29 CONTINUED: (3)**  
**29**

**VITTI (CONT'D)**

(moving closer  
to Ben)

In my business I deal with  
animals. They may seem dumb to an  
educated guy like you, but make no  
mistake about it, Doctor, animals  
are very cunning. And they sense  
weakness. Right now I'm an  
injured animal. It's only a  
matter of time before one of the  
lions out there catches the scent.  
Then I'm dead. That's the way it  
is. If you don't understand that,  
then you don't understand the life  
I live and you don't understand  
me.

**BEN**

(nodding)

Okay.

**VITTI**

I have until the end of the week  
to get strong or they're gonna eat  
me up. If they don't kill me in  
the meantime.

**BEN**

What happens next week?

**VITTI**

I can't tell you and you don't  
want to know.

**BEN**

It's impossible. I can't do anything that fast. And even if I could, what's my goal here? To make you a happy, well-adjusted gangster?

**VITTI**

Look, the other day I saw a commercial on television, some kid playing with a couple of puppies. I cried for 45 minutes. Slap a pair of tits on me, I'm a woman!

**BEN**

I'm sorry. I can't help you.

**VITTI**

You're turning me down?

(CONTINUED)

41.

29 CONTINUED: (4)  
29

**BEN**

Mr. Vitti, when I got into family therapy, this was not the family I had in mind. I'm turning you down.

**VITTI**

You with your schmucky little office in your schmucky little house out there in Schmuckville -- you're turning me down? What, so you can spend more time listening to housewives piss and moan about how nobody fucks them right?

**BEN**

I'd like to go now.

**VITTI**

(starts to cry)

You see this? This is what I'm talking about! I'm a dead man!

Ben turns away and starts for the door.

**VITTI**

(through the tears)  
You call yourself a doctor? You should be ashamed. A real doctor couldn't turn his back on a person who's suffering!

**BEN**

(finally)  
All right.  
(hands him a handkerchief)  
What happened with your wife tonight?

**VITTI**

(wiping away his tears)  
I wasn't with my wife. I was with my girlfriend.

**BEN**

You have a girlfriend? We could do two months on that alone.

**VITTI**

What, you're gonna start moralizing with me now?

(CONTINUED)

42.

29 CONTINUED: (5)  
29

**BEN**

Okay. Do you have marriage problems?

**VITTI**

No.

**BEN**

Then why do you have a girlfriend?

**VITTI**

I do things with her I can't do with my wife.

**BEN**

Why can't you do those things with your wife?

**VITTI**

Hey. That's the mouth she kisses  
my children good night with.  
What's the matter with you?

**BEN**

Okay, okay. Have you been under a  
lot of stress lately?

**VITTI**

You mean like seeing your best  
friend murdered? Yeah, I got  
stress.

**BEN**

Well, based on what you told me  
before about your attacks, I'd  
say that's probably it then.

**VITTI**

It's just stress?

**BEN**

I doubt if there's anything  
physically wrong with you.

**VITTI**

(brightening, pointing  
a finger at Ben)  
You. You. You're very good.

**BEN**

There's a lot more to it --

(CONTINUED)

43.

29 CONTINUED: (6)  
29

**VITTI**

No, you're right. You're right on  
the money. I can feel the juices  
rushing back to my manhood as we  
speak.

**BEN**

Well, I didn't need to know that.

**VITTI**

This settles it. You're my  
shrink.

**BEN**

I can't treat you, Mr. Vittti. I  
don't think you're really ready to  
open up and deal with --

**VITTI**

Listen to you. The honesty.  
Nobody -- and I mean nobody --  
talks to me like this. I'm ready.  
Let's do it.

**BEN**

You don't hear the word 'no' that  
often, do you?

**VITTI**

I hear it all the time. Only it's  
more like, 'No, no, please, no!'

**BEN**

(relenting)

All right. I'm here for two more  
days. When we get back to New  
York, I'll treat you exclusively  
for two weeks. I just need to  
figure out what to tell my other  
patients.

**VITTI**

You want me to clear your schedule  
for you?

**BEN**

No thanks, I'll handle it. Now  
can I go?

Vitti throws his arms around him and kisses him on both  
cheeks. A look of concern crosses Ben's face.

**(CONTINUED)**

ANALYZE THIS - Rev. 7/21/98

44.

29 **CONTINUED:** (7)  
29

**VITTI**

Thank you.

CUT TO:

29A INT. BEN'S MIAMI HOTEL ROOM - NIGHT  
29A

Ben enters. Laura is sitting up in bed, pissed off.

**LAURA**

What is wrong with you? I woke up, you were gone, no note or anything. I've been going out of my mind, Ben. I walked all over the hotel looking for you. I almost called the police!

**BEN**

Okay, listen. I'm going to tell you the truth. I had a serious patient emergency.

**LAURA**

You have patients in Florida?

**BEN**

Just one. He followed me here from New York. I had to go.

**LAURA**

Who is this patient?

(CONTINUED)

45.

29A CONTINUED:  
29A

**BEN**

Paul Vitti!  
(a beat)  
Paul Vitti.

A long beat.

**LAURA**

(worried)  
Oh, Ben.

**BEN**

I know. But don't worry. It's

not like he's a real patient.  
He's got this idea in his head  
that I'm helping him. It's crazy.

**LAURA**

You're not going to treat him.

**BEN**

No.

**LAURA**

Tell me you're not.

**BEN**

I'm not!

**LAURA**

That would be too scary. You  
don't want a person like that in  
your life, believe me. I've  
covered the mob down here. I've  
seen what they can do.

**BEN**

Listen, it's been taken care of.  
I told him I couldn't see him  
again. He understood and it's  
over.

**LAURA**

You sure?

Ben nods.

**LAURA**

(tearing up)  
I was so worried.

He hugs her and holds her tightly, feeling like a jerk  
for lying to her.

**CUT TO:**

**46.**

**30 INT. SEWING ROOM (NEW YORK) - NEXT MORNING 30**

Immigrant garment workers cut and sew fabric.

**31 INT. OFFICE - CONTINUOUS ACTION 31**

This is Sindone headquarters. A few of his trusted guys are in attendance: HANDSOME JACK, POTATOES, and MOONY, his consigliere.

**MOONY**

It doesn't figure. We take out Manetta, what does Vitti do?  
Nothing. Why doesn't he move?

PRIMO SINDONE, a vain, pompous Mussolini, is standing on a stool in his underwear, being fitted for a suit by a nervous tailor.

**SINDONE**

Fuck him.

**MOONY**

I'm telling you, Primo, he's planning something big. The shit is really gonna come down.

**SINDONE**

Then let it come down. Vitti's a tough guy but a lot of tough guys got fed to the crabs off Red Hook over the years.

(looking down at  
the tailor)

You been down there a long time.  
Are you measuring my inseam or contemplating a lifestyle change?

Sindone nods for the tailor to get out.

**MOONY**

Primo? What about Vitti?

**SINDONE**

Vitti. Vitti. The whole time we were growing up, he was the smart guy; I was the dope. My father was a nickel-and-dime shitheel; his father had it all. Vito Genovese blew it at Apalachin because he forgot to kill Gambino before the meeting.

**(MORE)**

**(CONTINUED)**

31 CONTINUED:  
31

**SINDONE (CONT'D)**

I won't make the same mistake. I want Paul Vitti dead -- now. You two astronauts think you can handle that?

Handsome Jack and Potatoes nod their agreement.

**HANDSOME JACK**

You got it, Primo.

**DISSOLVE TO:**

32 **MAN WITH FISH HANGING FROM HIS MOUTH**  
32

A killer whale leaps up and takes it from between his teeth.

**EXT. MIAMI SEAQUARIUM - CONTINUOUS ACTION**

The audience in the stands applaud as the killer whale splashes back into the water.

32A **LAURA AND MICHAEL**  
32A

are clapping. Ben is clearly bored.

**LAURA**

(to Ben)  
Come on. Get into it.

**BEN**

I don't understand. They jump out of the water, they splash, they eat fish. It's not a real stretch for a whale. If they did a number from West Side Story, then I'd be into it.

**LAURA**

Just stop.  
(to Michael)  
We're having fun, right?

**MICHAEL**

Well, to be real honest. I'm not having as much fun as it looks like I am. I'm pretending, you know, because we have to bond and everything.

(CONTINUED)

48.

**32A CONTINUED:**

**32A**

Laura looks at Ben.

**BEN**

(to Laura)

You've got to admire the openness.

**MICHAEL**

(a tad too excited)

Here comes the whale again!

**32B TANK**

**32B**

The whale leaps high in the air and crashes back down, sending a wall of water flying into the first few rows.

**JELLY AND JIMMY**

walking by the tank, get soaked by the huge wave.

**JIMMY**

Fuck me!

**STANDS**

Ben looks and sees Jelly beckoning him.

**BEN**

(to Laura and  
Michael)

I'm hungry. Yeah, I'm going to get a hot dog. Who wants a hot dog?

**MICHAEL**

(rising)  
I'll go with you.

**BEN**

No, I'll go. You're pretending to have a good time. I don't want to spoil that. Be right back.

**CUT TO:**

33 **EXT. VOMITORIUM - MOMENTS LATER**  
33

Ben confronts Jelly and Jimmy, who are soaked to the skin.

**(CONTINUED)**

49.

33 **CONTINUED:**  
33

**BEN**

What is this? Are you guys following me?

**JIMMY**

Fuckin' fifteen-hundred dollar suit. You think the whales piss in that water?

**JELLY**

No, I think they use the men's room next door at the Burger King.  
(to Ben)  
Mr. Vitti wants to see you.

**BEN**

Is this a joke?

**JELLY**

You're an employee of Mr. Vitti's. That means you're on call twenty-four hours a day just like the rest of us.

**BEN**

No, he and I discussed this. I told him I'd see him when I got

got back to New York.

**JELLY**

Don't be a skavootz. It is what it is. If he needs you sooner, you go.

**BEN**

No, I'm not going, and if you bother me again I won't treat him at all. Understand? That's it. End of story.

**CUT TO:**

**34 AQUARIUM VIEWING WINDOW**  
**34**

Ben plunges into the tank in the middle of a school of sharks. He screams silently underwater and swims desperately for the top.

A couple of families watching THROUGH the viewing window laugh and applaud as if it's part of the show.

**CUT TO:**

**50.**

**35 SANDCASTLE**

**35**

An alligator loafer steps down on it. We TILT UP TO a SEVEN-YEAR-OLD BOY with a shovel and pail.

**BOY**

Asshole.

After a beat, a ten dollar bill falls where the sandcastle was. The Boy's face instantly brightens.

**BOY**

Thanks, mister.

**EXT. BEACH - DAY**

The alligator loafer belongs to Jelly. He's walking with Jimmy and other bodyguards who form a loose protective perimeter around Ben and Vitti as they walk along the shore. All the guys are wearing loud Jersey beach outfits.

**BEN**

They threw me in the shark tank,  
Paul. The shark tank!

**VITTI**

They were trying to make a point.

**BEN**

What, that you're a scary guy?  
I get it.

**VITTI**

You're in a mood, you know that?

**BEN**

Yeah, I get that way when a shark  
tries to chew on my ass.

**VITTI**

Okay. Okay. Calm down.

**BEN**

I don't want to calm down. My  
girl friend saw me all wet?  
I told her I fell into a tank  
with the manatees. I lied to  
her last night, now this. I  
don't like it.

**VITTI**

Manatees. That's a funny word.  
Manatees.

(CONTINUED)

51.

35 CONTINUED:

35

**BEN**

I'm glad you're entertained.  
What's the problem?

**VITTI**

Oh, I can tell you really care.

**BEN**

Okay. What's going on?

**VITTI**

I had an episode. Not an actual

panic attack, but I started panicking a little thinking I might have one. Does that seem weird to you?

**BEN**

I'm redefining 'weird' on an hourly basis. What were you thinking about when you started feeling anxious?

**VITTI**

I don't know. The usual bullshit. Family problems.

**BEN**

Which family?  
(referring to  
bodyguards)  
This one?

**VITTI**

No, regular family.

**BEN**

(stops)  
I want you to draw a picture of a house. In the sand.

**VITTI**

What kind of house? A warehouse? A whorehouse? My house? What house?

**BEN**

A house.

**VITTI**

Why?

**BEN**

I'll tell you after you do it.

(CONTINUED)

52.

35 CONTINUED: (2)  
35

Vitti bends over and starts drawing in the sand.

**VITTI**

This is good. I come to Florida  
and draw pictures in the sand like  
a jerkoff.

36 **BENCH**  
36

TINO, a local Miami hitman, is covertly watching Ben and  
Vitti on the beach. He talks into a cell phone.

**TINO**

I don't know what they're doing.  
He's talking to some guy. Looks  
like Vitti is drawing something in  
the sand... What's he drawing?  
What am I, Superman? I'm a  
hundred yards away -- I can't see  
shit... No way, he's got that fat  
Jelly with him and his partner,  
Jimmy Boots. We could take him  
out with a rifle and a scope, but  
I don't have any of that shit with  
me. My scope's in the shop...  
Nah, it's a warranty item... Hey,  
don't sweat it. You told me to  
take care of him, I'll take care  
of him... Okay, I'll call you  
back.

37 **BACK ON BEACH**  
37

Vitti finishes drawing.

**VITTI**

There. You happy?

**BEN**

Where are the people?

**VITTI**

What people? You told me to draw  
a house.

**BEN**

I know. But usually when people  
draw a house they draw people.  
Where are the people who live in  
your house?

37 CONTINUED:

37

**VITTI**

Well, you see, they'd come out and say hello, but the whole family's in the Witness Protection Program. It's very sad. What the fuck you want from me?

They start walking.

**BEN**

Okay, forget the house. I'm going to say some words, and you say the first thing that comes into your mind.

**VITTI**

Good, more games. Shoot.

**BEN**

Home --

**VITTI**

-- plate.

**BEN**

Mother --

**VITTI**

-- fucker.

**BEN**

Father --

**VITTI**

-- forgive me for I have sinned.

**BEN**

Wife?

**VITTI**

(clears his throat)

Love.

**BEN**

Son?

Vitti looks out to sea.

**BEN**

Son?

Ben can't see his face, but Vitti's eyes are full of tears. He wipes his eyes.

(CONTINUED)

54.

37 CONTINUED: (2)  
37

**VITTI**

See this? Again with the crying.  
Let's get out of here. We're  
being watched. Don't look.  
There's Feds on the roof of  
the hotel.

**BEN**

How do you know that?

**VITTI**

I'm a criminal. It's my job.

CUT TO:

38 EXT. HOTEL ROOF - DAY  
38

FBI AGENTS STEADMAN, RICCI, and PROVANO CLICK away with long-lens CAMERAS as they watch from the rooftop.

**AGENT RICCI**

Who's the new face?

**AGENT STEADMAN**

I don't know. Get somebody down there to see what he drew in the sand.

**AGENT PROVANO**

Whoever this guy is, he must be important to the family.

**AGENT STEADMAN**

Maybe he's Vitti's new  
consigliere. Put his picture  
on the wire and see what you  
come up with.

**CUT TO:**

**39 INT. VITTI'S SUITE - DAY**

**39**

Vitti, Ben and Jelly enter the suite. MARIE, Vitti's  
wife, and their children, THERESA, 14, ANNA, 10, and  
ANTHONY, seven, are there. Vitti greets them warmly,  
suddenly a different man.

**VITTI**

Look at this, the whole crew.  
(kissing Marie)  
You all right? Good flight?

**(CONTINUED)**

**55.**

**39 CONTINUED:**

**39**

**MARIE**

Yeah, we're fine. We're on our  
way to the pool. Kids, get your  
stuff. We'll get out of your way.

**VITTI**

That's okay. Marie, this is a  
friend of mine, Ben Sobol.  
(as they AD LIB  
greetings)  
He's -- from the boat. A fishing  
boat captain. Cuban refugee.

**MARIE**

(shaking his hand)  
Nice to meet you, Senor Sobol.

Ben looks to Vitti, then to Marie.

**BEN**

Gracias.

**VITTI**

And this is Theresa and Anna --

**ANNA**

Anne.

**VITTI**

-- Anna, and the big guy, Anthony.

Anthony gives Ben a manly handshake.

**ANTHONY**

How you doin'?

**BEN**

Nice to meet you.

**VITTI**

(noticing Theresa's  
bikini)

Jesus, Theresa, you are not  
wearing that suit to the pool.

**THERESA**

What do you want me to wear, a  
one-piece?

**VITTI**

I want you to wear one of those  
Arab bathrobes with a veil over  
your face, is what I want.

(CONTINUED)

56.

39 CONTINUED: (2)

39

**THERESA**

Mom!

**MARIE**

Don't worry about it, Paul. We'll  
be back in time for dinner.

**VITTI**

Okay, babe. Hey, Anthony. Guess  
what I got?

**ANTHONY**

What?

**VITTI**

(holds up some  
tickets)

Marlins and the Braves -- right  
behind home plate, tonight.

**ANTHONY**

You and me?

**VITTI**

Of course, you and me.

(hugs him)

Have fun at the pool. Stay out  
of the deep end. And don't swim  
for a couple hours after you eat.

**ANTHONY**

Okay, Papa.

He kisses his father and exits with the others.

**VITTI**

(to Jelly)

Send Jimmy down with them.

**JELLY**

Already done.

Jelly exits.

**BEN**

Nice family. Cuban fishing boat  
captain?

**VITTI**

I can't tell Marie you're a  
shrink. She'd worry, you know.

(CONTINUED)

57.

39 CONTINUED: (3)

39

**BEN**

About this? I think she'd be  
more worried about your career  
choice.

**VITTI**

Just keep going with the therapy.

He crosses to the bar, pours himself a drink, and lights a cigarette.

**BEN**

You know, normally a patient wouldn't smoke or drink during a session.

**VITTI**

(blowing smoke)

That's an interesting fact I'll have to remember if I'm ever on 'Jeopardy.'

**BEN**

So tell me about your father.

**VITTI**

My father. He was a big man in the neighborhood -- very well respected. Everybody loved him, God rest his soul.

**BEN**

He passed away?

**VITTI**

No, I just like saying 'God rest his soul.' Yeah, he passed away. He died when I was about twelve.

**BEN**

How?

**VITTI**

Heart attack. Sudden thing.

**BEN**

Were you and your father close?

**VITTI**

Close? Yeah, you know, pretty close. I guess we weren't getting along that great right then.

(CONTINUED)

58.

**BEN**

Why was that?

**VITTI**

I was hangin' out in the  
neighborhood. I had a borghata  
-- like a kid gang -- hooligan  
shit, nothin' big. But my  
father didn't like it.

**BEN**

You fought about it?

**VITTI**

He slapped the shit out of me.

**BEN**

And then?

**VITTI**

And then that night he died.

**BEN**

How did that feel?

**VITTI**

It felt great! How did it feel?  
(shrugs)  
I don't know.

**BEN**

Well, think about it. Were you  
angry, were you afraid? Sad?

**VITTI**

Yeah, I guess.

**BEN**

Any feelings of guilt?

**VITTI**

About what? I didn't kill him.

**BEN**

I'm just speculating, but maybe in  
some way you wanted him to die.

**VITTI**

Why would I want my father to die?

(CONTINUED)

39 CONTINUED: (5)  
39

**BEN**

Well, you said you were fighting.  
You were rebelling against his  
authority. There may have been  
some unresolved Oedipal conflict.

**VITTI**

English.

**BEN**

Oedipus was a Greek king who  
killed his father and married his  
mother.

**VITTI**

Fuckin' Greeks.

**BEN**

It's an instinctual developmental  
drive. The young boy wants to  
replace his father so he can  
totally possess his mother.

**VITTI**

Are you saying I wanted to fuck my  
mother?

**BEN**

It's a primal fantasy --

**VITTI**

Have you seen my mother? That is  
the sickest fucking thing I've  
ever heard.

**BEN**

It's Freud.

**VITTI**

Well, then Freud's a sick fuck,  
and you are too for bringing it  
up.

**CUT TO:**

39A OMITTED

39A

and

and

40

40

ANALYZE THIS - Rev. 7/24/98

60/61.

40A INT. OCEAN VIEW RESTAURANT - NIGHT

40A

Laura's family, the MacNamaras, and a few close friends have gathered for the rehearsal dinner. There are three tables in a roped-off section of the restaurant with large floral centerpieces, a small bar in the corner. The MacNamaras, SCOTT and BELINDA, are standing with Laura, Ben, Michael and a couple of other relatives.

**BELINDA**

Well, isn't this wonderful, all of us finally getting to spend some time together.

(CONTINUED)

ANALYZE THIS - Rev. 7/22/98

62.

40A CONTINUED:

40A

**SCOTT**

All set for the big day, Ben?

**BEN**

Can't wait, Scott. Can I call you 'Scott?'

**SCOTT**

My friends call me 'Captain.'

**BEN**

Captain.

**BELINDA**

Well, if tomorrow goes as well as the rehearsal, I'd say it's going to be a beautiful wedding.

**BEN**

Yes, thanks for going to all this trouble, and I have to thank you

and the Captain for something else.

**SCOTT**

For what?

**BEN**

(pointing to Laura)

For this.

Everyone "ahhs" as Ben gives Laura a peck on the cheek. Michael makes a face.

**LAURA**

(to Ben)

Would you like a drink, because I'm definitely having eight or nine.

**BELINDA**

(disapproving)

Shall we go to the table?

As the woman go to their seats, Scott holds Ben back for a private moment.

**SCOTT**

Ben, there's a lot I'd like to say to you, but I'm going to skip the big father-in-law speech because I know you've been married before.

**(CONTINUED)**

ANALYZE THIS - Rev. 7/22/98

63.

**40A CONTINUED: (2)**  
**40A**

**BEN**

Technically, it wasn't considered a marriage. It was like the Korean War -- more of a police action.

**SCOTT**

I served in Korea, son. I don't think you'd be laughing if you'd seen some of the things I saw.

**BEN**

You're right. Sorry.

**VITTI (O.S.)**

Senor Sobol!

Everyone turns to see Paul and Marie Vitti coming into the room, followed by their kids and a knot of bodyguards. Ben's face falls. He rushes over to intercept them.

**BEN**

(sputtering)

Mr. Vitti! How are you? Mrs.  
Vitti! Honey, it's the Vittis!

Laura glares at Ben.

**VITTI**

(charming)

Look at everybody. Everybody's  
smiling, everybody's happy. Nice.  
This is Marie, my girls, my boy,  
then all these guys.

**BEN**

Mr. and Mrs. Vitti, this is Laura,  
my fiancée.

**VITTI**

Nice to meet you.

**LAURA**

(stunned)

Thank you very much.

A tense moment. Ben presses on.

**BEN**

And this is my son Michael.

**(CONTINUED)**

ANALYZE THIS - Rev. 7/22/98

64.

**40A CONTINUED: (3)**  
**40A**

**VITTI**

Whoa. He's a bruiser.

(to Ben)

You're sure this is your kid?  
You're a pound and a half soaking  
wet. I've had lobsters bigger

than you.

(to Michael)

You ever want a job, you come talk to me, right?

**MICHAEL**

Seriously?

**BEN**

Michael!

**SCOTT**

You're Paul Vitti. The mobster.

**BEN**

Mr. MacNamara -- uh --

**VITTI**

Excuse me. Is that polite? Is it? I'm trying to be nice here. Do I walk up to you and go, 'You're whoever you are. The prick'?

**MARIE**

Paul!

**BEN**

Mr. Vitti, this is Laura's father.

**VITTI**

Yeah? Okay, well, sorry. But you should know, there is no mob, and, P.S., I personally have never been convicted of a crime.

(to Jelly)

We're nine for nine, right?

**JELLY**

That's right.

Vitti takes an envelope from his jacket pocket and presses it into Laura's hand.

**(CONTINUED)**

ANALYZE THIS - Rev. 7/22/98

65.

40A CONTINUED: (4)  
40A

**VITTI**

(quietly)

I heard about the wedding. Here you go. A little something for the bride and groom. God bless. You should live and be well.

**LAURA**

Mr. Vitti, we can't accept this.

**VITTI**

Yeah, you can. Now, if you don't mind, I just need to borrow this guy for a couple of minutes, then that's it. I'm out of here. Okay?

**LAURA**

Okay. Then you leave us alone, right?

**VITTI**

Of course. I wouldn't do anything to screw up your wedding.

(to Ben)

I gotta talk to you. Come on.

(to group)

Have a great night, everybody. Nice to meet you.

Vitti starts for the door.

**BEN**

(to Laura)

I've just got to talk to him for a sec. You okay?

**LAURA**

I've never been less okay.

**BEN**

Great.

Ben is yanked away by Jimmy. Marie stands with Laura.

**MARIE**

I bet you eat a lot of fish since your fiance's in the business.

Laura stares.

**CUT TO:**

**40B EXT. TERRACE - FEW MINUTES LATER**

**40B**

Vitti, Ben and Jelly step out.

**VITTI**

(to Jelly)

Watch that door. And don't listen to what we say.

**JELLY**

My ears are sealed.

**VITTI**

(to Ben)

Okay, listen. I had a really weird dream last night.

**BEN**

I feel like I'm having one right now. How could you interrupt our party?

**VITTI**

You know, you're very rigid about certain things.

**BEN**

Just tell me the dream.

**VITTI**

Okay. I'm asleep. I hear a baby crying. I go to the refrigerator, I get a bottle of milk, I take it to the baby, but when I go to give it to him, I see that the milk is black.

**JELLY**

That's fuckin' weird.

**VITTI**

Okay, get out of here!

**JELLY**

Sorry.

Jelly exits.

**VITTI**

(to Ben)

What's it mean? And I don't want to hear any more filth about my mother.

(CONTINUED)

ANALYZE THIS - Rev. 7/22/98

66A.

40B CONTINUED:  
40B

**BEN**

I don't know what it means. What does it mean to you?

**VITTI**

This is what I'm paying you for? I say something, you say it right back to me? I could get Jelly to do this for nothing.

**BEN**

Then get Jelly.

Ben starts to walk off the patio and comes face to face with Laura's father, Scott.

**BEN**

Mr. MacNamara.

Ben exits. Scott MacNamara stares suspiciously at Vitti, wondering about his connection to Ben.

(CONTINUED)

ANALYZE THIS - Rev. 7/13/98

67.

40B CONTINUED: (2)  
40B

**VITTI**

(to Scott)

Why don't you look over that way before I have to bust your fuckin' head open?

Scott looks away, terrified, as Vitti exits past him.

**CUT TO:**

40C OMITTED  
40C  
&  
&  
40D  
40D

40E EXT. HOTEL COURTYARD - DAY  
40E

The sun shines brightly on the wedding day. Guests are  
assembling for the ceremony.

CUT TO:

41 INT. HOTEL ENTRANCE - MOMENTS LATER  
41

Tino, the hitman, arrives and saunters into the hotel.

CUT TO:

42 INT. AREA OUTSIDE HOTEL ROOM - MOMENTS LATER  
42

Jelly walks up to one of the bodyguards.

**JELLY**

I'm gonna get something to eat.  
You want like a sandwich or  
somethin'?

**BODYGUARD**

Yeah. What kinda sandwich isn't  
too fattening?

**JELLY**

A half a sandwich.

**BODYGUARD**

Sounds good.

**JELLY**

I'll be back in about twenty  
minutes.

The elevator arrives, Jelly gets in and the doors close  
behind him.

**43 ANOTHER ELEVATOR 43**

The doors open and the Bodyguard turns to look. TWO SHOTS from a PISTOL with a SILENCER strike him in the chest and he falls to the floor dead. Tino steps out and drags the body to the stairwell.

**44 OMITTED 44****44A EXT. HOTEL COURTYARD - LATER 44A**

The guests are seated, Ben and Michael stand with the justice of the peace as Scott walks Laura down the aisle. The harpist is playing and all's right with the world. Scott shakes Ben's hand.

**SCOTT**

(quietly, to Ben)

Nod your head and smile. Now, you listen to me, goombah. I know what your game is, and you'd better call it quits, because if you and your paisans do anything to hurt my little girl, I'll kill you. Understand? Nod and smile.

Scott crosses away.

**LAURA**

(sotto)

What was that about?

**BEN**

Nothing. Your father thinks I'm in the Mafia.

**LAURA**

Oh.

**BEN**

Let's get married.

CUT TO:

**45 INT. VITTI'S HOTEL SUITE - SAME TIME 45**

Using a stolen pass key, Tino quietly opens the door and

enters. He steps into the living room and hears WATER RUNNING in the bathroom. He stealthily approaches the bathroom door and draws his pistol with a silencer on it from under his jacket.

70.

46 INT. BATHROOM - SAME TIME

46

Vitti stares at his reflection in the mirror, then starts washing his face. In the mirror we can see the door starting to open behind him, and the long barrel of Tino's pistol through the crack. Vitti blindly gropes for a towel and starts drying his face.

47 INT. VITTI'S BEDROOM - SAME TIME

47

Tino is about to shoot when Jelly comes up behind him, throws one strong arm around his neck in a powerful choke-hold, and grabs Tino's gun-hand with his free hand.

Vitti hears the sounds of a scuffle, steps out of the bathroom, and sees Jelly struggling with Tino.

Tino gets off a couple of wild SHOTS, but Jelly finally shakes the GUN loose from Tino's hand.

Vitti picks up the gun and puts it to Tino's head. Tino shuts his eyes and turns away, expecting the shot, but then Vitti's hand starts to shake and he breaks into a cold sweat.

Tino opens his eyes, sees Vitti frozen, and starts fighting with renewed strength. Jelly hangs on, looks at Vitti with concern, then wrestles Tino out onto the balcony.

CUT TO:

47A EXT. HOTEL COURTYARD - DAY

47A

The ceremony is in progress.

**JUSTICE**

If any man here knows why these  
two people should not be joined in  
holy matrimony, let him speak now

or forever hold his peace.

A beat, then a SCREAM is heard from above, then Tino crashes into a buffet table in the b.g. Wedding guests react in horror.

**CUT TO:**

48 **OMITTED**

48

&

49

49

&

ANALYZE THIS - Rev. 7/20/98

71.

50 **INT. VITTI'S SUITE - LATER**

50

Jimmy and Jelly are hastily throwing clothes into suitcases. Vitti comes out of the bedroom hurriedly buttoning up his shirt.

**VITTI**

(urgently, to Jelly)

Tell Mikey to take Marie and the kids right to the airport.

(to Jimmy)

You get the car, bring it around to the back and wait for me.

Ben bursts into the room.

**BEN**

That's it. I've had it with you!

**VITTI**

What happened?

**BEN**

What happened? I just saw a man fall seven stories into a platter of poached salmon! That's what happened.

**VITTI**

Did he break anything?

**BEN**

Yes. Everything! They're still picking the capers out of his forehead.

**VITTI**

Hey, people get depressed, they jump. It's a human tragedy, but it's not my fault.

**BEN**

You're telling me it was suicide?

**VITTI**

(to Jelly)

I think he left a note. Jelly, did they find that note?

**JELLY**

No, but they will in a minute.

**BEN**

Oh, yeah, here it is.

**(MORE)**

**(CONTINUED)**

ANALYZE THIS - Rev. 7/20/98

72.

50 **CONTINUED:**  
50

**BEN (CONT'D)**

(picks up a slip of paper, pretends to read)  
'Life is bullshit. I can't fuckin' take it no more. Tino.'

**VITTI**

Enough talking. We got to get out of here. The place is crawling with feds. I'm going back to New York and I suggest you do the same. They're probably onto you too now.

**BEN**

Onto me? What are you talking about? Being an accessory to murder was not part of our understanding.

**VITTI**

Hey, why you busting my balls? I didn't kill him. I can't speak

for everyone in the room, but --  
(he looks  
at Jelly)  
The son-of-a-bitch came after me!  
It was self-defense. Trust me,  
Doc. In this one, we're the  
good guys.

Suddenly Laura bursts into the room, still in her wedding  
dress, but disheveled.

**BEN**

Laura!

**LAURA**

(distraught, to  
Vitti)  
How could you do that?

**VITTI**

Great. Another country heard from.  
(sotto voice  
to Ben)  
Get her outta here.

**BEN**

Honey, why don't you wait  
downstairs?

**(CONTINUED)**

ANALYZE THIS - Rev. 7/20/98

73.

50 **CONTINUED: (2)**  
50

**LAURA**

Why, they're going to throw me  
off the balcony, too?  
(to Vitti)  
I am thirty -- over thirty years  
old and all my life I have dreamed  
of walking down the aisle in a  
beautiful white dress and  
marrying the man I love.

**VITTI**

That's a beautiful dress.

**LAURA**

Thank you, but it's not about the  
dress! We were supposed to get

married!

**VITTI**

You're upset.

**LAURA**

Of course I'm upset!

(to Ben)

I'm going downstairs to pack, then I'm going to New York and I'm getting married with you or without you. Okay?

**BEN**

I'll be right there.

(walks her

to the door)

Everything's going to be all right. I promise.

He kisses her and closes the door behind her.

**BEN**

Are you happy now?            You ruined my  
life!

**VITTI**

What, you think I wanted this?  
I'm the victim here! I swear,  
I'm going to kill that  
son-of-a-bitch!

**BEN**

Is that all you know? Do you  
hear yourself? I knew this  
would happen.

**(MORE)**

**(CONTINUED)**

ANALYZE THIS - Rev. 7/20/98

74.

50    **CONTINUED:    (3)**  
50

**BEN (CONT'D)**

This whole thing has been one  
big disaster from the minute  
you walked into my office.  
We're finished! You hear me?  
I am no longer your doctor!

**VITTI**

Just 'cause of this?

**BEN**

Of course because of this! You don't have even the tiniest shred of human decency. All you know is threats and violence and that's all you'll ever know and I can't be around that!

Vitti stares at Ben for a long beat.

**VITTI**

What do you want me to do?

**CUT TO:**

**51 INT. SINDONE'S OFFICE - CONTINUOUS ACTION**  
**51**

Sindone is watching "America's Most Wanted," rooting for the criminals. Moony comes to him looking concerned.

**SINDONE**

How come I can't get on this show?  
This is a good show.

**MOONY**

Primo. You got a phone call.  
It's Paul Vitti.

**SINDONE**

(warily)  
Vitti.  
(picks up the phone)  
Hello?

INTERCUT Vitti and Sindone.

Vitti is on the phone, struggling to contain his rage.  
Ben watches.

**VITTI**

Primo, it's Paul Vitti.

**(CONTINUED)**

51 CONTINUED:  
51

**SINDONE**

Yeah, how's it goin'?

**VITTI**

Not good. Whoever killed Dominic is shooting at me now and I'm having a lot of feelings about it and I'd like to get some kinda --

**BEN**

Closure.

**VITTI**

-- closure on this.

Ben nods in encouragement.

**SINDONE**

What kind of feelings?

**VITTI**

I feel very angry, you know. Very, uh, enraged. Mad. Real mad.

Thumbs up from Ben.

**SINDONE**

So why you telling me?

**VITTI**

Why am I telling you? Like you had nothing to do with it?

**SINDONE**

I don't know what you're talking about.

**VITTI**

Okay, whatever, I just wanted to tell you how I feel because I know that anger is --

He looks at Ben.

**BEN**

A blocked wish --

**VITTI**

-- a blocked wish, and I'm getting

my wish unblocked and I'm looking  
forward to getting some  
closure --

**(MORE)**

**(CONTINUED)**

ANALYZE THIS - Rev. 7/20/98

74B.

**51 CONTINUED: (2)**  
**51**

**VITTI (CONT'D)**

(loses it)

-- and if you make one more move  
on me I swear to God I'll cut  
your fuckin' balls off and shove  
'em up your ass!

**SINDONE**

Vaffancul'!

Vitti rips the phone cord out of the jack and smashes the  
phone against the wall. He stands there fuming. Sindone  
hangs up the phone on his end, worried.

**SINDONE**

Get a dictionary and find out what  
this 'closure' is. If that's what  
he's hitting us with, I want to  
know what the hell it is.

**CUT TO:**

**51A INT. VITTI'S SUITE - MOMENTS LATER**  
**51A**

Vitti is still fuming.

**VITTI**

Good?

**BEN**

Yeah, right up until the shoving  
the balls. You can't keep doing  
this! You want to get physical?  
Take a walk. Get a punching bag.  
Hit a pillow.

Vitti whips out a .9MM AUTOMATIC and EMPTIES the CLIP

into a pillow on the couch.

**VITTI**

There's your fucking pillow.

**BEN**

Feel better now?

**VITTI**

Yeah, I do.

**CUT TO:**

**52 OMITTED**

**52**

thru

thru

**57**

**57**

ANALYZE THIS - Rev. 7/20/98

74C.

**58 LARGE ITALIANATE FOUNTAIN**

**58**

Cheeky marble cherubs bathe in the soaring jets and bubbling pools of a large rococo fountain.

**PULL BACK TO:**

**(CONTINUED)**

**75.**

**58 CONTINUED:**

**58**

**EXT. BEN'S DRIVEWAY - DAY**

Ben, Laura and Michael are staring up at the elaborate fountain that now fills the back yard.

**BEN**

Call the Vatican. Ask them if anything's missing.

**MICHAEL**

So cool!

**JANET**

Michael, get your bags out of the car, please.

**MICHAEL**

It's almost as tall as the house!

Michael crosses away. Laura glares at Ben.

**BEN**

(reads the card)

He felt bad. It's a wedding gift.

**LAURA**

Well, we're not married, so I guess we'll have to send it back.

**BEN**

Hey, don't blame me. You didn't want to finish the ceremony.

**LAURA**

What did you expect? You think that's what I want to remember on our anniversary? 'Gee, honey, let's go look at the wedding video. There's my parents, there's your parents, and there's the guy who plunged to his death.'

**BEN**

I just want to marry you.

**LAURA**

I'm starting to think that's not going to happen.

**BEN**

Come on. Next Saturday. It's all set. I even asked for a room with a low ceiling, just to discourage the jumpers.

(CONTINUED)

76.

58 CONTINUED: (2)  
58

**LAURA**

And who's going to be there?

**BEN**

Us three, a clergyman, and any

family members who've completed their crisis counseling.

**LAURA**

And no guests without necks.  
Everybody has to have a neck.

**BEN**

We'll do a neck check at the door.

They kiss.

**CUT TO:**

**59 INT. SOBOL FAMILY ROOM - MOMENTS LATER**  
**59**

The back door opens and Ben, Laura and Michael enter, struggling with the luggage.

They freeze. Sitting in the family room are the three FBI agents: Steadman, Ricci and Provano.

**AGENT STEADMAN**

(showing his badge)  
Doctor Sobol, Mrs. Sobol -- I'm  
Agent Steadman, Agent Ricci, Agent  
Provano, Federal Bureau of  
Investigation, O.C.D.

**BEN**

(stunned)  
Obsessive-compulsive disorder?

**AGENT PROVANO**

Organized Crime Division. We  
need to talk.

Laura recognizes Provano from the hotel and glares at him.

**MICHAEL**

The FBI! This is better than  
the fountain!

**BEN**

Michael, go to your room.

**(CONTINUED)**

59 CONTINUED:  
59

**MICHAEL**

But --

**BEN**

Go!

**MICHAEL**

Fine. I can hear better in there  
anyway.

Michael exits. On the coffee table are dozens of pictures  
of Ben and Paul Vitti taken in Miami and just about  
everywhere else.

**BEN**

(a beat)

So. FBI.

**AGENT STEADMAN**

Can you explain these photographs,  
Doctor Sobol?

**BEN**

I'm a psychotherapist. Paul  
Vitti is my patient.

**LAURA**

Was your patient.

**BEN**

Right. Was. That's what I meant.

**LAURA**

But not like a real patient.

**BEN**

Right.

**PROVANO**

So why did he send you that  
fountain?

**BEN**

That was a gift to celebrate the  
completion of his therapy. We  
got our television from an  
agoraphobic, so it's not that  
unusual -- you know, maybe you

should discuss this with my attorney.

**LAURA**

Yeah, maybe you should.

(CONTINUED)

78.

59 CONTINUED: (2)  
59

**AGENT STEADMAN**

Doctor Sobol, Paul Vitti is an extremely dangerous man. We're talking conspiracy, fraud, extortion, racketeering, grand theft, murder...

**BEN**

Well, yeah, but don't forget, the man is a sociopath. You've got to expect that kind of behavior --

Ben looks out the window and does a double take.

60 **BEN'S POV**  
60

Isaac and Dorothy are standing in the yard, gawking at the fountain.

61 **BACK IN FAMILY ROOM**  
61

**BEN**

Excuse me, fellas. My folks are here and I'd like to -- well, die would be my first choice. Can I go out?

**AGENT RICCI**

It's your house.

**LAURA**

Too bad you didn't remember that when you were breaking in.

**BEN**

(as he goes)  
Honey, maybe the federal agents  
would like something to drink?  
Could you see what we have?

**LAURA**

(firmly)

No.

**BEN**

(to the Agents)

I tried, guys.

Ben exits.

**CUT TO:**

**79.**

**62 EXT. BACK YARD - CONTINUOUS ACTION**

**62**

Ben rushes up to Isaac and Dorothy.

**BEN**

Hi! What a surprise.

Ben kisses his mother as she stares at the fountain.

**DOROTHY**

That certainly makes a statement.  
It's a little big for the yard,  
don't you think?

**BEN**

What can I tell you, Mom? It  
looked much smaller in the store.

**ISAAC**

Think it'll affect your water  
pressure?

**BEN**

I think it'll affect the tides.  
What are you doing here?

**DOROTHY**

Your father and I are just very  
concerned about what happened  
in Florida.

**ISAAC**

How was your flight home? Anyone

hang themselves in first class.

**DOROTHY**

We got in last night, we couldn't sleep a wink. Is Laura inside?

**BEN**

Yeah, but she and Michael are spending some time alone, you know, getting to know each other. That's important. I don't want to disturb that dynamic.

**DOROTHY**

(a beat)

So you're not going to invite us in?

**BEN**

(a beat)

No.

(CONTINUED)

80.

62 CONTINUED:

62

**DOROTHY**

(insulted)

Well, I'm going to wait in the car. There's too much spray.

Dorothy crosses away.

**ISAAC**

All right. What's with you and Paul Vitti?

**BEN**

Well, Dad, I'm not at liberty to discuss that.

**ISAAC**

He's your patient? Are you joking? Have you thought about what this could do to your reputation?

**BEN**

You, know, I always wanted to be

great, but then I realized that I might have to settle for just being good enough. Now I've got this guy who's hurting and I'm thinking that if I can help this guy, maybe I can be a little bit great.

**ISAAC**

Jesus, Ben, you're the one who's going to be hurting. I want you to stop seeing him.

**BEN**

Didn't you read your own book? Instead of trying to run my life, why don't you just close your eyes, take a deep breath, tell me what you feel, tell me what you want.

**ISAAC**

(uncomfortable)

This is bullshit.

**BEN**

You wrote it.

(CONTINUED)

81.

62 CONTINUED: (2)  
62

**ISAAC**

Okay.

(with difficulty)

I love you -- and I'm afraid for you -- I want you to be safe -- and I want you to have a good life.

**BEN**

(deeply touched)

Is that really it?

**ISAAC**

That's it.

They embrace awkwardly.

**BEN**

You know why I became a shrink?

Because I grew up with a great one walking around the house.

**ISAAC**

I thought you became a shrink because you were sleeping with your psychology professor at Columbia.

**BEN**

Yes, and because of you.

**CUT TO:**

**63 INT. FAMILY ROOM - MINUTES LATER**  
**63**

Ben comes back to Laura and the Agents.

**BEN**

Okay, so you were saying?

**AGENT STEADMAN**

Let me cut to the chase. Sometime in the next week or so, the heads of every major crime family in the United States are going to meet together somewhere in the New York area.

Ben nods, finally understanding Vitti's two week deadline.

**AGENT PROVANO**

We think the stage is set for a major bloodbath. Has he mentioned anything about it to you?

**(CONTINUED)**

**82.**

**63 CONTINUED:**

**63**

**LAURA**

A bloodbath?

**BEN**

No. If he said anything about a bloodbath, I probably would've remembered it. Bloodbath is one of those words that, you know,

stands out in a conversation.

**AGENT STEADMAN**

(gathering photos)

You could really help us out by supplying information about that meeting.

**BEN**

And if I don't?

**AGENT STEADMAN**

If you don't, I will personally make your life a living hell. I want you to think about that and call me at this number when you change your mind.

**BEN**

You mean if I change my mind.

**AGENT STEADMAN**

I mean when.

**LAURA**

(tough)

Okay. Guess what, fellas?  
You don't scare me.

**BEN**

Laura --

**LAURA**

Sit down!

(to the Agents)

There's going to be a bloodbath. Oh, yeah. Only it's going to be between you and me. You think you can break into our home and intimidate us? That ain't the way it works here, boys. Whatever he and Paul Vitti talked about is privileged. He doesn't have to tell you a thing.

**(MORE)**

**(CONTINUED)**

83.

**LAURA (CONT'D)**

Tarasoff vs. The University of California. Look it up. Now, if he's done something wrong, take him downtown and book him. Otherwise, I'll ask you very kindly to get the hell out of my house.

**AGENT STEADMAN**

We'll be in touch.

The Agents exit.

**BEN**

(impressed)

Laura, that was really --

**LAURA**

(furious)

Oh, shut up!

Laura storms out of the room in a fury. Ben stands, looking miserable, then we hear Michael's voice from the vent.

**MICHAEL (V.O.)**

You are in trouble.

**CUT TO:**

**64 INT. OLD LION SOCIAL CLUB - DAY**

**64**

Vitti is conferring with Sal Masiello, his consigliere.

**MASIELLO**

Paul, I don't mean this in a disrespectful way. You know I was a good friend to your father and I will always be a good friend to you. But the word is out that you've been talking to a shrink. Is that right?

Vitti shoots Jelly a sharp look. Jelly looks away.

**VITTI**

What's the point here?

64 CONTINUED :  
64

**MASIELLO**

This concerns the whole family. Right now, we're the only ones who know about it, but if it gets out on the street -- what then? Who knows what you've been saying in there?

**VITTI**

It's none of anybody's business what I say in there.

**MASIELLO**

Paul, I beg to differ. If you're doing this to establish some kind of insanity defense later, that's one thing. But everybody's gonna think you're falling apart, and that ain't good. They'll take it as a sign of weakness, and that makes us all vulnerable. Sindone would take over everything.

**VITTI**

So what do you want me to do?

**MASIELLO**

It's time to end it.

**VITTI**

What do you mean, end it?

**MASIELLO**

Get rid of this shrink. He knows too much already.

**VITTI**

You want me to whack my doctor?

**MASIELLO**

If you don't do it, somebody else will. It's the only way.

**VITTI**

No. Nobody touches him. You hear

me? Anybody lays a finger on him,  
I'll kill 'em. Is that clear?

**CUT TO:**

85.

**64A FLASHBACK - EXT. STREET ON LOWER EAST SIDE - DAY**  
**64A**

Vitti and Ben are walking down the street. For some reason, Vitti is wearing a hat.

**BEN**

I'm going to buy some fruit.  
You want anything?

**VITTI**

No, go ahead.

Ben crosses to a sidewalk fruit stand and starts picking out oranges. Vitti leans up against a car waiting for him to finish. SHOTS are FIRED. He runs toward the car. More SHOTS are FIRED. Ben is hit. Vitti pulls out his gun but he fumbles and drops it. The gunmen run off. Ben sinks to the pavement, mortally wounded. Vitti kneels next to him and sobs loudly. He puts his hand to his head, knocking off his hat.

**VITTI**

Papa! Papa!

**64B INT. BEN'S BEDROOM - NIGHT**  
**64B**

Ben jerks upright in bed, knocked awake by the nightmare.

**DISSOLVE TO:**

**65 HOLY WATER FONT**

**65**

Someone dips their fingers in.

**INT. CATHOLIC CHURCH - NEXT DAY**

It's Vitti. He goes down on one knee and genuflects in front of a big crucifix. Ben wiggles his finger in the holy water, just kind of curtsies and waves at Jesus on the cross.

**VITTI**

You look lousy. You all right.

**BEN**

Listen, Paul, please don't send me any more gifts.

**VITTI**

You didn't like the fountain?

(CONTINUED)

86.

65 CONTINUED:

65

**BEN**

That's not the point. It's a boundary issue.

**VITTI**

Boundary issue? I say if more people gave from the heart, we'd all be better off. Let's see your watch.

(as Ben shows his wrist)

Piece of junk. You're getting a Rolex.

**BEN**

Don't buy me a Rolex.

**VITTI**

Who said anything about buying it?

They cross to the main aisle of the church.

**BEN**

Listen, I really need to talk to you.

Ben stops cold. A casket sits in front of the altar. A funeral service is in progress.

**VITTI**

Tommy Angels. We grew up together. Worked for a crew out of Jersey City.

**BEN**

How did he die?

**VITTI**

He was on his way to talk to a federal prosecutor. Got hit by a truck -- twice.

**BEN**

Do I need to know that? I'm having nightmares as it is.

The funeral procession comes down the aisle.

**BEN**

Last night I dreamed we were walking down the street, I stopped to buy some fruit, and they shot me -- like Brando in The Godfather.

(CONTINUED)

87.

65 CONTINUED: (2)  
65

**VITTI**

Good scene. Was I there?

A mourner walks up to Vitti, bows his head in respect and kisses Vitti on both cheeks. Vitti on both cheeks. Vitti gives him a consoling pat on the shoulder, then the man kisses Ben and walks off.

**BEN**

You dropped your gun, then you ran over to me and started yelling, 'Papa, Papa!'

**VITTI**

I was Fredo. I don't think so.

An older woman kisses Vitti's hand, then both his cheeks. Vitti whispers a few words to her, then she kisses Ben's hand and moves on. More old ladies kiss their hands as they walk by.

**VITTI**

You're losing it, Doc. You may need therapy yourself.

A man comes up to Vitti, kisses him on both cheeks, embraces him with excessive energy, then repeats the whole scene with Ben and exits. Ben looks at Vitti.

**VITTI**

Him I don't know. Let's get private.

65A OMITTED

65A

&

&

65B

65B

66 EXT. CHURCH - MOMENTS LATER

66

Ben and Vitti come out of the cathedral.

**BEN**

Don't you see? You called me 'Papa.' It's all about your father.

**VITTI**

What're you, nuts? It was your dream.

(CONTINUED)

88.

66 CONTINUED:

66

**BEN**

Yes, but that's what your black milk dream was about, too.

**VITTI**

Uh-uh. I don't buy it. In my dream, I'm bringing the baby the black milk.

**BEN**

Freud believed you're everyone in your dreams.

**VITTI**

Yeah, well, that guy I don't need

to hear about. I can't even call my mother on the phone after that thing you told me.

**BEN**

Let's say you are the baby. What kind of milk did you get from your father?

**VITTI**

Could we stop talking about my father?

**BEN**

(losing it)

That's the whole point! We have to start talking about your father. You know what it's like dealing with you? This is you.

(imitating Vitti)

You gotta help me, Doc. I'm a mess. I'm in pain.

(as himself)

Okay, Paul, I can help you.

(as Vitti)

Fuck you. Nobody helps Paul Vitti.

**VITTI**

Very good. Now I'll do you. 'Boo-fuckin'-hoo.' I never said this would be easy. Let's see how you like it. Let's talk about your father.

**BEN**

Let's not.

(CONTINUED)

89.

66 CONTINUED: (2)

66

**VITTI**

Is he still alive?

**BEN**

Yes, he's still alive.

**VITTI**

What kind of work does he do?

**BEN**

(a beat)

That's not important.

**VITTI**

You paused.

**BEN**

What?

**VITTI**

You paused. That means you had a feeling. What does he do?

**BEN**

He's a psychiatrist.

**VITTI**

Ooh, you're fucked up. Next patient, please.

**BEN**

We're running out of time, Paul. Let's not waste it talking about my problems.

**VITTI**

Your father's a problem?

**BEN**

No!

**VITTI**

That's what you just said! You seem upset.

**BEN**

I'm not upset!

**VITTI**

Hey, I'm good at this.

(CONTINUED)

90.

66 CONTINUED: (3)  
66

**BEN**

We have three days left. If you

want to spend it screwing around,  
I can't help you.

(hailing a taxi)

Call me when you're ready to get  
serious.

**VITTI**

Say hello to your father for me!

A cab stops at the curb.

**CUT TO:**

**66A EXT. CHURCH - SAME TIME**

**66A**

Handsome Jack and Potatoes watch from a vantage point in  
the park nearby.

**POTATOES**

We could just pop him right now.

**HANDSOME JACK**

In front of a church? What are  
you, a fuckin' animal? It's a  
holy place.

**POTATOES**

Is the sidewalk holy, too? I mean,  
where does the holiness end?

**HANDSOME JACK**

(thinks)

I don't know. Second Avenue?

**CUT TO:**

**67 OMITTED**

**67**

**&**

**&**

**68**

**68**

**69 DIGITAL SOUND MIXER**

**69**

in the FBI van. A technician works at the computer  
console. Steadman listens.

Through speakers:

**VITTI (V.O.)**

You want me to whack my doctor?

(CONTINUED)

91.

69 CONTINUED:

69

**MASIELLO (V.O.)**

If you don't do it, somebody else will. It's the only way.

**VITTI (V.O.)**

No. Nobody touches him. You hear me? Anybody lays a finger on him, I'll kill 'em. Is that clear?

Then the technician plays an altered version.

**VITTI (V.O.)**

You want me to whack my doctor?

**MASIELLO (V.O.)**

If you don't do it, somebody else will. It's the only way.

**VITTI (V.O.)**

(after a beat)

I'll kill 'em.

CUT TO:

70 INT. LIVING ROOM - SAME TIME

70

Steadman shuts off a tape recorder, having just played the altered tape for a stunned Ben and Laura. A long beat, then Ben looks up at the agents.

**BEN**

(quietly)

What do you want me to do?

CUT TO:

71 INT. JIMMY'S CAR - SAME TIME  
71

Jimmy is parked at the corner watching the Sobol house as the three FBI agents leave.

CUT TO:

72 EXT. OLD LION SOCIAL CLUB - LATE AFTERNOON  
72

Masiello is face to face with Vitti.

**MASIELLO**

Paul, he talked to the Feds.

(CONTINUED)

92.

72 CONTINUED:  
72

**VITTI**

I know this guy. He would never talk to the Feds.

Jelly's CELLULAR PHONE RINGS. He steps away and answers it quietly during the following.

**MASIELLO**

The FBI was at his house today.

**JIMMY**

It's the truth. I saw 'em.

**MASIELLO**

You'll see. Next thing is he's gonna call you and ask for a meeting.

**VITTI**

Come on. You don't know this guy.

Jelly covers the phone and turns to Vitti.

**JELLY**

It's Dr. Sobol. He says he needs to see you right away.

Vitti nods.

**CUT TO:**

**73 EXT. STREET CORNER - NIGHT**

**73**

Ben waits on a deserted corner in Brooklyn. A black Town Car appears and stops to pick him up. The windows are heavily tinted. Ben takes a deep breath, crosses to the car and opens the back door.

**EXT. JELLY'S CAR - CONTINUOUS ACTION**

Ben finds Jelly sitting in the back seat next to Vitti.

**JELLY**

Sit up front with Jimmy.

**BEN**

(anxiously)

You want me to sit in front?  
Paul usually sits in front.

**(CONTINUED)**

**93.**

**73 CONTINUED:**

**73**

**JIMMY**

So this time you'll sit up front.  
Why you making a federal case?

**BEN**

(getting in the car)

Federal case? I'm not making a  
federal case? Let's go.

**CUT TO:**

**74 INT. PARETTI'S RESTAURANT (JERSEY CITY) - LATER**

**74**

A waiter pours red wine. Ben is eating out of pure anxiety. Jelly and Jimmy watch him intently. Vitti stares off.

**BEN**

(prattling nervously)  
Wow, this is really good.  
Delicious. I love Italian food.  
I've never been to Italy but I'd  
love to go. I've been to France.  
And Jamaica. That's nice, but I'm  
sure it's very different from  
Italy. A whole different, uh --  
(silence)  
So what's everybody doing this  
summer?

Carlo Mangano comes to the table. Vitti gets up, hugs  
and fraternal kisses all around, then Mangano sits down  
with them.

**VITTI**

This is Ben. He's a friend of  
mine.  
(to Ben)  
Say hello to Carlo Mangano.

**MANGANO**

How you doin'?

**VITTI**

(to Ben)  
Carlo was on my father's crew.  
He's always been like a -- I don't  
know -- like a cousin to me.

**MANGANO**

I am your cousin.

(CONTINUED)

94.

74 CONTINUED:

74

**VITTI**

I know, that's what I'm saying.  
It's like a family thing. The  
closeness.

**MANGANO**

Anything you need, anything I can  
do for you, Paul, you know. I'm  
here for you.

**VITTI**

I know. So did you take care of that thing I asked you about?

**MANGANO**

Is it all right to talk business in front of your friend?

**VITTI**

It's okay.

**MANGANO**

Yeah, I took care of it.

**VITTI**

How about that other thing?

**MANGANO**

I'm waiting for that first thing to come through. I can't move until it does.

**VITTI**

Did the guy give you a problem?

**MANGANO**

A little. He's a lunatic.

**CUT TO:**

75 **INT. FBI VAN - SAME TIME**

75

The agents monitor the conversation through the bug Ben is wearing. They shake their heads at the incomprehensible dialogue.

**VITTI (V.O.)**

What did he say?

**MANGANO (V.O.)**

The usual.

**(CONTINUED)**

95.

75 **CONTINUED:**

75

**VITTI (V.O.)**

Did you tell him you weren't going for it?

**MANGANO (V.O.)**

What was I gonna do?

76 **BACK IN PARETTI'S**

76

**VITTI**

You always gotta nip that shit in the bud.

**MANGANO**

Yeah. But if the first thing is okay, that should fix everything.

**VITTI**

Including the second thing.

**MANGANO**

Yeah, but --

**VITTI**

Exactly.

(to Ben)

Don't repeat any of that to anyone.

**BEN**

What? The first thing or the second thing?

**VITTI**

That's Stevie Beef over there. I gotta go say hello to him for a second.

(to Mangano)

Come on.

Ben watches Vitti and Mangano cross the room, then turns to Jelly and Jimmy.

**BEN**

Stevie Beef. Interesting name. When he was younger they probably called him Stevie Veal.

(off no response)

You guys come here often?

**JELLY**

Paretti's has a very special meaning to Paul.

(CONTINUED)

96.

76 CONTINUED:  
76

**JIMMY**

Yeah, this is where his father got whacked.

**JELLY**

Hey!

**JIMMY**

What's the big secret?

**BEN**

(incredulous)

Wait a second. Paul's father was murdered?

**JIMMY**

Right at that table. With his whole family there.

**JELLY**

Hey, just shut up.

**BEN**

Paul, too? He was there?

**JELLY**

He don't like to talk about it.

Everything is suddenly clear to Ben. He stands up.

**JIMMY**

Where you goin'?

**BEN**

Bathroom.

**JELLY**

I'll go with you.

**CUT TO:**

77 INT. BATHROOM - MOMENT LATER  
77

Ben and Jelly enter.

**BEN**

I gotta -- you know -- poop.

Ben goes into a stall, latches the door and drops his pants. Jelly combs his hair in the mirror.

(CONTINUED)

97.

77 CONTINUED:  
77

**INT. STALL - SAME TIME**

Ben hastily unbuttons his shirt, revealing a small microphone taped to his chest. He picks at the edge of the tape, takes a deep breath, then rips it off.

**BEN**

Ahhhh!

**JELLY**

at the urinal, reacts to Ben's cry.

**JELLY**

You need more roughage. A bran muffin in the morning would help with that.

**CUT TO:**

78 INT. PARETTI'S - BACK AT TABLE - FEW MINUTES LATER  
78

Ben and Jelly rejoin Vitti. Ben starts right in on him.

**BEN**

I have to talk to you -- in private.

**VITTI**

(to Jelly and Jimmy)  
Leave us alone.

They exit without hesitation.

**BEN**

Why didn't you tell me about your father?

**VITTI**

What about him?

**BEN**

You said he died of a heart attack.

**VITTI**

So what's the problem?

**BEN**

What's the problem? Your father was murdered!

(CONTINUED)

98.

78 CONTINUED:  
78

**VITTI**

Heart attack, murdered, what's the difference? He's dead.

**BEN**

There's a big difference. Why didn't you tell me?

**VITTI**

Because it's private. You think I tell you every little thing?

**BEN**

That is not a little thing!

**VITTI**

Okay, you want to know? Analyze this. I was twelve years old, the whole family was having dinner together right over there, two guys walked in and shot him dead right in front of us. Okay?

**BEN**

And you didn't think this was important enough to tell me?

**VITTI**

What am I supposed to do? Spend the rest of my life crying about the past? Forget about it.

**BEN**

You know what? I think you want to talk about it.

**VITTI**

No, I don't want to talk about it.

**BEN**

I think you do.

**VITTI**

No, I don't.

**BEN**

Then why did you choose this restaurant?

**VITTI**

'Cause I like it, okay?

**(CONTINUED)**

ANALYZE THIS - Rev. 6/25/98

99.

78 CONTINUED: (2)  
78

**BEN**

Of all the places we could've gone, why this one?

**VITTI**

White clam sauce. The best.

**BEN**

No, we're here because you wanted me to know about your father. You're reaching out to me.

**VITTI**

I'll reach out to you --

Vitti suddenly reaches over and rips Ben's shirt open. All he sees is a bald patch on Ben's chest where the bug

was taped.

**BEN**

I think we have some major trust issues here.

**CUT TO:**

**78A INT. SINDONE HEADQUARTERS - SAME TIME**

**78A**

The cutting room is deserted except for Primo and his men. Sindone is at his desk reading the entertainment section of the New York Times.

**SINDONE**

(studying the paper)  
I'd like to see a movie but there's nothing out there. It's all this shoot-'em-up action bullshit. I get enough of that at work.

They all laugh. Moony finishes a call on his cell phone.

**MOONY**

That was our friend. He marked your guy at Paretti's.

**SINDONE**

Yeah? Then let's make it the last supper. Jack?

**HANDSOME JACK**

You got it, Primo.  
(to Potatoes)  
Let's go.

**(CONTINUED)**

ANALYZE THIS - Rev. 6/25/98

99A.

**78A CONTINUED:**

**78A**

**SINDONE**

(as they exit)  
Hey, Jack. Just for fun, tear out his heart and bring it to me.

**CUT TO:**

79     **EXT. STREET - LATER**  
79

Vitti, Ben and the boys come out of the restaurant and walk to the car.

**BEN**

Jimmy, you can have shotgun this time. I don't mind.

**JIMMY**

Nah, sit up front. There's more room for your legs.

**BEN**

My legs are short, it's fine in the back.

**JIMMY**

Get in the front.

**BEN**

You know what? It's late. I think I'm just going to call it a night. Why don't I just grab a cab and head on home.

**(CONTINUED)**

**ANALYZE THIS - 6/17/98**  
100.

79     **CONTINUED:**  
79

**JIMMY**

Get in the car.

**BEN**

No really, it's all right.

**JIMMY**

(pulls a gun)  
Get in the fucking car.

Ben looks to Vitti for help.

**VITTI**

Do what he says.

**BEN**

You know, we call this a transference neurosis. It's when the patient starts acting out his problems with his therapist instead of out in the world. It's usually considered a good sign. Not for me, in this case, but --

Jimmy forces him into the back of the car.

**CUT TO:**

**79A EXT. PARETTI'S RESTAURANT - MOMENTS LATER**  
**79A**

The Lincoln makes a U-turn in front of Paretti's and drives off down the street passing Handsome Jack and Potatoes in a car parked at the corner. The car takes off after the Lincoln.

**CUT TO:**

**80 INT. FBI VAN - SAME TIME**  
**80**

The agents are monitoring the bug, but all they hear is WATER RUNNING and TOILETS FLUSHING.

**AGENT RICCI**

What's he doing in there? He's been in the bathroom for half an hour.

Ricci and Steadman look at each other.

**CUT TO:**

**ANALYZE THIS - 6/17/98**

**101.**

**81 EXT. PARETTI'S RESTAURANT - MOMENTS LATER**  
**81**

The FBI van pulls up and lurches to a stop.

**CUT TO:**

**82 INT. PARETTI'S BATHROOM - MOMENTS LATER**  
**82**

Steadman rushes in, pushes open the stall and sees the microphone and transmitter in the bottom of the toilet bowl.

**CUT TO:**

83 **OMITTED**

83

&

84

84

&

85 **EXT. SCRAP YARD - NIGHT (LATER)**

85

Jelly's car pulls into a scrap metal yard and parks. They all get out. Jelly hands Vitti a gun.

**VITTI**

(to Jimmy and Jelly)  
Leave us alone.

Jelly looks apologetically at Ben.

**JELLY**

Sorry, Doc. It's not personal,  
you know.

**BEN**

Don't kid yourself, Jelly. It  
doesn't get more personal than  
this.

**(CONTINUED)**

102.

85 **CONTINUED:**

85

Jelly and Jimmy walk away, leaving Ben alone with Vitti.

**VITTI**

You know why I have to do this,  
don't you?

**BEN**

Because you're a paranoid? No,  
actually you're a reverse

paranoid. You think you're out to get everybody.

**VITTI**

Don't bullshit me! You betrayed me! You stabbed me in the back.

They start shouting at each other.

**BEN**

I betrayed you? What are you talking about? Who's got the gun?

**VITTI**

You think I'm an idiot? Don't insult my intelligence. You cooperated! You talked to the Feds!

**BEN**

They played me a tape! You said you were going to kill me.

**VITTI**

Never. I never said that.

They glare at each other for a moment.

**BEN**

It doesn't matter. I didn't betray you, Paul. Yes, they made me wear a wire, but I took it off, because I think I know how to help you now.

**VITTI**

I don't want to know what you think.

**BEN**

Yes, you do.

**VITTI**

No, I don't!

(CONTINUED)

**BEN**

I think you do.

**VITTI**

(puts the gun  
to Ben's head)

It's over! Don't you get it?  
I took one chance and that's it.

**BEN**

Okay.

(as Vitti cocks  
the gun)

Can I ask you one last question?

**VITTI**

(a beat)

What?

**BEN**

What did you order?

**VITTI**

What?

**BEN**

What did you order?

**VITTI**

When?

**BEN**

That night. What were you eating  
the night your father got killed?

**VITTI**

How the hell do I know?

**BEN**

You don't remember?

**VITTI**

It was 35 years ago.

**BEN**

What did your father have?

**VITTI**

I told you! I don't remember.

**BEN**

Try.

85 CONTINUED: (3)

85

**VITTI**

What's the matter with you?

**BEN**

It's a simple question. What was your father eating!

**VITTI**

(after a long  
pause)

Penne.

**BEN**

Good. And you.

**VITTI**

Ravioli.

**BEN**

The food was on the table?

**VITTI**

They were just serving it.

**BEN**

Did you see the guys coming?

**VITTI**

One of them. Dressed like a busboy.

**BEN**

Did your father see him?

**VITTI**

No, but I knew he looked wrong.

**BEN**

Why?

**VITTI**

His pants. They looked too good for a busboy.

**BEN**

He walked over to the table?

**VITTI**

I watched him the whole way.

**BEN**

Did you say anything?

(CONTINUED)

ANALYZE THIS - Rev. 6/10/98

105.

85 CONTINUED: (4)  
85

**VITTI**

My father was so mad at me.

**BEN**

And you were mad at him.

**VITTI**

I couldn't say anything.

**BEN**

And then.

**VITTI**

I never saw the second guy. My  
mother started screaming.

**BEN**

And you blame yourself?

**VITTI**

I coulda saved him.

**BEN**

But you were mad at him.

**VITTI**

(starting to  
hyperventilate)  
I killed my father.

**BEN**

You didn't kill him, Paul. You  
were angry but you didn't kill  
him. That's the life he chose.

**VITTI**

I never got to say good-bye.

**BEN**

Say it now, Paul. Talk to him.  
What do you want to tell him?

**VITTI**

I can't.

**BEN**

You have to. Tell him, Paul.

**VITTI**

(breaks down)  
I'm sorry. I'm so sorry.

**(CONTINUED)**

ANALYZE THIS - Rev. 6/10/98

106.

85 **CONTINUED: (5)**  
85

**BEN**

It's okay, Paul. You can let go  
of it now.

Vitti leans back against the car, slumps to the ground  
and starts sobbing, 35 years of pent-up grief finally  
finding expression.

86 **JELLY AND JIMMY**  
86

Standing around smoking, waiting for the death shot.

**JIMMY**

What's taking so long? I'm ruining  
my goddamn shoes here. Fuckin'  
\$350 Bruno Maglis.

**JELLY**

What's wrong with you? Don't you  
have any respect? This is a very  
difficult thing for Paul.

**JIMMY**

Shoulda let me do it. I'd be  
home watchin' E.S.P.N.2 by now.  
World's strongest man. You should  
see these guys.

87 VITTI AND BEN  
87

Ben is comforting Vitti.

**BEN**

You couldn't save him, Paul. He was trying to save you. That's what you fought about. He didn't want this for you, and you don't want it for Anthony. You don't want him to grow up the way you did -- without a father.

Vitti just cries louder.

88 JELLY AND JIMMY  
88

hearing the crying.

**JELLY**

Jesus, the guy's fallin' apart.

**JIMMY**

Why doesn't he just pop him? It's embarrassing.

ANALYZE THIS - Rev. 6/10/98

106A.

89 BEN AND VITTI

89

Ben tries to comfort Vitti who is still crying.

**BEN**

Your father's not dead, Paul. He's alive -- in you. And he's trying to tell you something.

(CONTINUED)

107.

89 CONTINUED:  
89

Suddenly, there is a GUNSHOT and a BULLET RICOCHETS off the TOP of the CAR.

**BEN**

Oh, my God!

90 **HANDSOME JACK**  
90

He OPENS UP with a MAC-10.

**JELLY AND JIMMY**

Jimmy goes down, hit in the shoulder. Jelly dives for cover behind a rusted car body.

**VITTI AND BEN**

**BEN**

(in a panic)  
Paul! They're shooting!

Vitti continues to sob, oblivious to the GUN BATTLE raging around him.

**JELLY**

He FIRES back at Handsome Jack.

**POTATOES**

He rakes the Lincoln with a BURST from the ASSAULT RIFLE.

**JELLY'S CAR**

All the WINDOWS ARE BLOWN OUT by the GUNFIRE. Ben screams.

**BEN**

Paul! For God's sake, shoot somebody!

Vitti just sits there on the ground, still sobbing quietly.

**JELLY**

He reloads and FIRES again.

90 CONTINUED:

90

**POTATOES**

Jelly's last SHOT strikes him right in the chest, and he goes down.

**HANDSOME JACK**

He sees Potatoes fall and starts moving out, covering his retreat with another BURST from his MACHINE GUN.

**JELLY'S CAR**

Something snaps inside Ben.

**BEN**

Goddamn it!

He takes the GUN out of Vitti's hand and starts FIRING WILDLY.

**JELLY**

He sees Handsome Jack emerge from cover and takes him out with FIVE QUICK SHOTS.

**HANDSOME JACK**

He goes down FIRING, dead before he hits the ground.

**SCRAP YARD**

It's suddenly quiet. After a long moment, Jimmy rolls over and moans. Jelly goes to him and starts examining his wound.

91 JELLY'S CAR

91

Ben stands up, still holding Vitti's gun. He sees Handsome Jack lying dead on the ground.

**BEN**

Oh my God! Did I do that?

**JELLY**

No, Doc. That one's mine. You got the Chevy Camaro and the side-by-side refrigerator-freezer.

(CONTINUED)

109.

91 CONTINUED:

91

Vitti emerges from behind the car looking red-eyed but composed again and looks at Ben.

**VITTI**

Pretty fuckin' ironic, isn't it?  
You can give me back the gun now,  
Doctor.

Vitti holds out his hand. Ben hesitates for a moment, then hands him the gun.

**VITTI**

It's okay. I wasn't really gonna whack you.

(off Jelly's  
skeptical look)

All right, maybe I was gonna whack you, but I was real conflicted about it. Progress, right?

**BEN**

I don't think I can see you anymore.

**VITTI**

Yeah, I figured.

**BEN**

This was big tonight. You might feel a little raw for a while.

**VITTI**

Yeah.

**BEN**

So good luck. It's been --

Vitti nods, they stand there for another moment, then Ben walks off into the night.

**CUT TO:**

**92 INT. BEN'S OFFICE - MORNING**

**92**

ELAINE, a fortyish, tired-looking wife and mother sits on the couch across from Ben. Ben looks bored and depressed.

**ELAINE**

I want to please him in bed, but whatever I do it seems like it's never enough. Now he wants me to say things when we're making love.

**(CONTINUED)**

**110.**

**92 CONTINUED:**

**92**

**BEN**

What kinds of things does he want you to say, Elaine?

**ELAINE**

Well, he wants me to call him 'big boy.' And he's my bucking bronco, and I'm supposed to ride him hard and put him back in the barn wet.

Michael's laughter is heard coming through the vent. Ben closes his eyes and sighs deeply.

**ELAINE**

Are you all right, Dr. Sobol?

**BEN**

Let me suggest something, Elaine. If the man wants you to say things ... damn it, you should get down on all fours and bark like a dog if that's going to get the job done. Break out the wine, baby.

Smoke a joint. Do what you have  
to do, because life is too short.  
It's just too fucking short.

Elaine stares, taken aback, then she smiles.

**ELAINE**

Okay.

**CUT TO:**

**93 EXT. VITTI'S HOUSE - SEVERAL DAYS LATER**

**93**

Jelly, Jimmy and Iron Mike arrive and walk up to the house. The rest of the crew are standing around on the porch.

**CUT TO:**

**94 INT. VITTI'S BEDROOM - MOMENTS LATER**

**94**

Jelly enters and finds Vitti in his undershorts, putting on his tie, looking very strong.

**JELLY**

How you feelin', boss? You need anything?

**(CONTINUED)**

**111.**

**94 CONTINUED:**

**94**

**VITTI**

No, I'm great. Never felt better in my life. When this meeting is over they won't know what hit 'em.

Jelly gives him the thumbs up and exits. Vitti turns to the TV and starts knotting his tie as a PRUDENTIAL INSURANCE COMMERCIAL STARTS PLAYING, featuring a father and his son. As Vitti watches the sentimental ad, his eyes fill with tears.

**CUT TO:**

95     **EXT. WALDORF-ASTORIA HOTEL - LITTLE LATER**  
95

The sun is shining. A beautiful day for a wedding.  
"HERE COMES THE BRIDE" is heard.

96     **INT. WALDORF-ASTORIA BANQUET ROOM - LATER**  
96

The crowd oohs and aahs as Laura starts down the aisle  
in her wedding dress. Isaac and Dorothy are standing  
near the chupah ready to receive her.

**DOROTHY**

Is Ben going to step on the glass?

**ISAAC**

No. He doesn't want to hurt his  
foot, so they're going to drop a  
person on it.

**DISSOLVE TO:**

96A    **INT. WALDORF-ASTORIA BANQUET ROOM - MOMENTS LATER**  
96A

Laura and Ben stand before a REFORMED RABBI. The family  
is gathered again. Michael stands just to the side.

**RABBI**

We are put on this earth to find a  
love, a soulmate, someone with whom  
we can create joy. How glad we are  
today that Ben and Laura have found  
each other, and we anticipate and  
celebrate the years of joy they will  
share together from this day on.

We hear a PSST from somewhere.     Ben and Laura don't seem  
to notice it.

**(CONTINUED)**

112.

96A    **CONTINUED:**  
96A

**RABBI**

Ben, do you take this woman, Laura,  
to be your lawfully wedded wife, for  
richer, for poorer, in sickness and  
in health, 'til death do you part,  
so help you God?

Another PSST. Ben looks over and sees Jelly standing  
behind some flowers to the side of the altar.

**BEN**

(hissing)

No!

**RABBI**

Excuse me?

**BEN**

No, not you. I was talking to him.

**RABBI**

Who him?

**BEN**

It's not important. Yes.

**RABBI**

Yes what?

**BEN**

Yes to the thing before. To her.  
That's a yes. Pick it up from  
there.

Jelly moves closer. The guests start to mutter.

**JELLY**

(to Ben)

Doc, we're going to need to hurry  
it up here.

(to Michael)

Hi, kid.

**LAURA**

I do not believe this!

**JELLY**

(to the Rabbi)

Haul ass, buddy. We got a problem.

**LAURA**

Who the hell do you think you are?

96A CONTINUED: (2)  
96A

**JELLY**

(to Ben)  
Ooh, she's feisty. Watch out, Doc.  
(to the Rabbi)  
Tick tock, let's go. Hurry up and  
pronounce them, huh?

**RABBI**

By the power vested me by the state  
of New York, I now pronounce you  
man and wife.

**JELLY**

Okay. Kiss, kiss --

Ben and Laura kiss.

**JELLY**

I'm sorry about this, Mrs. Sobol,  
but duty calls, you know?

**LAURA**

(tearing up)  
Oh. You're the first person to  
call me Mrs. Sobol.

**JELLY**

Nice, huh?

**LAURA**

No.

**BEN**

Laura, I'm sorry. It's the job.

**LAURA**

Go. Just go.  
(to Jelly)  
Have him back here by the salad  
course or you're in serious  
trouble. Capiche?

**JELLY**

You're a pistol.

(to Ben)  
I like her.

Ben kisses Laura, then the organist plays "Here Comes the Bride" as Jelly and Ben hurry down the aisle together.

**ANGLE ON SCOTT AND BELINDA, ISAAC AND DOROTHY**

shaking their heads in confusion.

**CUT TO:**

**114.**

97 **OMITTED**  
97  
&  
&  
98  
98

99 **INT. WALDORF-ASTORIA HOTEL - RECEPTION AREA**  
99

Ben comes out of the function room with Jelly.

**JELLY**

He's bad, Doc. Worse than I ever  
seen him. I think his inner child  
is all fucked up.

**BEN**

Have you ever seen an episode like  
this?

**JELLY**

Yes. Once on 'Bonanza,' Hoss  
Cartwright got bit by a raccoon.  
He got this fever and he was shaking --

**BEN**

Never mind.

**CUT TO:**

100 **OMITTED**  
100

100A INT. WALDORF GARAGE - MOMENTS LATER  
100A

Jelly and Ben come out of the hotel into the garage area.

**JELLY**

This is serious, Doc. If he doesn't make this meeting, they'll kill him for sure.

**BEN**

Can't someone else in the family go for him? Tommy the Tongue? Louie the Lip? What about you? You go?

**JELLY**

That would work except for one little detail. I'm a fucking moron. I'm known for it.

(a beat)

You have to go.

**BEN**

Me? You must be a moron.

(CONTINUED)

115.

100A CONTINUED:  
100A

**JELLY**

Hey! Watch that.

**BEN**

You just said it yourself.

**JELLY**

It's different when I say it. When you say it, it sounds very negative.

**BEN**

I'm sorry, Jelly, but I'm not going. I'm not on the payroll anymore, so forget about it. My wife is waiting --

He turns to go back into the hotel.

**JELLY**

Doc.

Ben feels a gun pressed against his back.

**BEN**

You can't shoot me, Jelly.

**JELLY**

Correction. Mr. Vitti couldn't shoot you. But here's something about me you should know. I never got married, Doctor Sobol. I don't have a hobby. I never got a dog or a cat. I don't even have a goldfish. I live for one reason only, and that's to serve Mr. Paul Vitti. He's what I'm thinking about when I wake up, and he's what I'm thinking about when I close my eyes to sleep. If he told me to jump off a tall building, not only would I do it, I would hope to survive so I could do it again and again until he told me to stop. This is all I know. This is all I got. So please don't think I won't kill you, because I'd hate for your last thought to be a wrong one. You're going to that meeting.

**CUT TO:**

**116.**

**100B INT. FBI CAR - MOMENTS LATER**  
**100B**

Parked on 50th Street, Ricci and another agent watch the limo emerge from the Waldorf garage. Ricci signals someone on the radio.

**100C FBI HELICOPTER**  
**100C**

flies INTO VIEW over Park Avenue and starts tracking the limo.

**101 EXT. MID-TOWN TUNNEL - DAY**  
**101**

The black stretch limo approaches the tunnel entrance.

An FBI helicopter zooms INTO VIEW high above.

**CUT TO:**

**102 INT. HELICOPTER - SAME TIME**

**102**

Steadman and Provano track the limo from the air as it enters the tunnel.

**103 OMITTED**

**103**

**104 EXT. TUNNEL EXIT - MOMENTS LATER**

**104**

Fifteen identical limos emerge from the tunnel on the Queens side and start criss-crossing as they leave the toll booths, then head off in different directions.

**CUT TO:**

**105 INT. HELICOPTER - SAME TIME**

**105**

Steadman and Provo try to pick Ben's limo out of the pack of identical limos heading up the Long Island Expressway.

**STEADMAN**

(desperately)

Which one is it?

**AGENT PROVANO**

The black one.

**CUT TO:**

**117.**

**105A INT. LIMOUSINE - DAY**

**105A**

Ben is in the back with Jelly and Jimmy. One of their crew, IRON MIKE, is driving. Ben is putting on a suit of Jimmy's. He looks very anxious.

**JIMMY**

(his shoulder bandaged)

Just remember. That's a fuckin'  
\$1200 Valentino suit. You spill  
anything on it, I'll mess you up  
good.

**JELLY**

Shut up. You're making him  
nervous. If he gets nervous and  
fucks up, they'll kill him for  
sure.

(to Ben)

Let's go over it again.

**BEN**

This is insane.

**JELLY**

Mr. Vitti's been detained,  
apologies all around, blah, blah,  
blah. Then you say you're the new  
consigliere, and you're prepared  
to speak for Mr. Vitti.

**BEN**

Then what?

**JELLY**

Then you just keep your mouth  
shut, and hope nobody asks you  
nothin'.

**JIMMY**

Boy, this is some fuckin' plan.

**JELLY**

Shut up.

(to Ben)

If you have to talk, just be  
vague. Can you do that?

**BEN**

I'm a psychologist. Believe me, I  
can be vague.

**CUT TO:**

118.

106 INT. VITTI'S BEDROOM - SAME TIME  
106

Vitti is lying on the bed staring at the ceiling. Marie

is stroking his forehead. Then he looks over and sees Anthony sitting in a chair at the foot of the bed, watching him with concern.

**VITTI**

Shouldn't you be outside playing or something?

**ANTHONY**

No, it's all right.

**VITTI**

How long you gonna sit there?

**ANTHONY**

(shrugs)

How long you gonna lay there?

Vitti smiles.

**VITTI**

I'm done.

**CUT TO:**

107 **EXT. OZONE PARK (QUEENS) - MINUTES LATER**  
107

The limo pulls into the parking lot of the Tops Limousine Service. Fifty other limos are already parked there. Jelly and Jimmy get out, followed by Ben, now dressed in shiny suit and pinky ring.

**CUT TO:**

108 **INT. TOPS LIMO GARAGE - CONTINUOUS ACTION**  
108

Ben, Jelly, and Jimmy enter a garage the size of a small airplane hangar. The floor has been cleared and long tables set up to form a square in the middle of the room. Wiseguys with shotguns patrol the catwalks above the floor and soldiers are posted at all the doors.

**BEN**

(sotto voce)

I can't do this. I'm telling you,  
I cannot do this.

**JELLY**

Don't fucking whine! Whining's a  
dead giveaway. Come on! You're  
the consigliere, for Chrissake.

(CONTINUED)

119.

108 CONTINUED:  
108

Around the tables sit forty or fifty of the biggest  
gangsters in the world. A few captains stand around the  
perimeter, ready to serve their bosses.

**BEN**

These are the bosses? That one  
looks like my Uncle Max.

Jelly steers Ben to an empty seat next to Carlo Mangano.

**MANGANO**

(surprised)  
What's goin' on? Where's Vitti?

**JELLY**

On his way. Don't worry.

Mangano eyes Ben with contempt.

**MANGANO**

What's he doin' here?

**JELLY**

He's -- it's okay. Forget about  
it.

**MANGANO**

Forget about it? What the hell is  
that?

Seated directly across the room from Ben is Primo  
Sindone. He stares hard at Ben, trying to place him,  
then leans over to Moony, his consigliere.

**SINDONE**

Who's the guy with Jelly?

**MOONY**

I don't know.

Ben looks away nervously.

**BEN**

(to Jelly, borderline  
hysterical)

I can't do this.

He starts to get up but Jelly pulls him back down.

Moony stands up and gets everyone's attention.

**(CONTINUED)**

**120.**

**108 CONTINUED: (2)**

**108**

**MOONY**

All right, gentlemen. I think we better start. We have a big agenda, so for now let's stick to the big issues. And it would help if you identify yourselves when you speak, since we don't all know each other, and we didn't think anybody would be into wearing any fucking name tags.

Laughter around the table.

Sindone stands up and looks straight at Ben.

**SINDONE**

I'm Primo Sindone. They call me Sonny Long. It's good to see so many of the old faces here, and to welcome the new ones from all over the country. I see Frank Zello, and Joe Baldassare, but I'm a little disappointed to see that the head of our other New York family isn't here today. All I see is his man Jelly and some sawed-off little prick nobody knows.

Jelly looks at Ben, waiting for him to speak, but Ben just sits, frozen, looking down at his hands.

**JELLY**

(stands up, rattled)

Yeah, well, the thing is Mr. Vitti

has been detained and he sends his apologies for -- being detained -- and he apologizes for his -- detainment.

**SINDONE**

Detained? What kind of bullshit is that? What's more important than this? As the host of this meeting, I take his not being here as a sign of disrespect to me and to all these other men, too, who came a long way to be here.

**JELLY**

Mr. Vitti meant no disrespect. The thing is, he's not feeling well. He's sick and he -- didn't feel well --

(CONTINUED)

121.

108 CONTINUED: (3)  
108

Ben rises and slaps Jelly hard across the face.

**BEN**

(quietly)

Jelly! We don't ever discuss Mr. Vitti's health outside the family. You know better.

Jelly is stunned. The bosses murmur.

**SINDONE**

All right, who is this guy and what the fuck is he doing here?

**BEN**

In answer to your first question, my name is Ben Sobol --

(off Sindone's look)

-- leone. Sobboleone. They call me -- 'The doctor.' As for your second question. I'm here representing Paul Vitti. As his conser -- conghili --

**JELLY**

(prompting)

Consigliere --

**BEN**

(slaps him again)

Don't you ever correct me again!  
As his consigliere, I'm intimately  
involved in all aspects of the  
family business and I'm prepared  
to speak for Mr. Vitti on all  
matters.

**SINDONE**

Okay, Doctor, then let's get down  
to business. Everybody knows  
there's been this thing between me  
and Paul Vitti for a long time.

**BEN**

Which thing are you talking about?  
The first thing or the second  
thing?

**SINDONE**

What second thing? I only know  
one thing.

(CONTINUED)

122.

108 CONTINUED: (4)  
108

**BEN**

Well, I don't see how we can  
discuss the first thing without  
bringing up the second thing.  
Didn't you talk to the guy?

He tugs meaningfully on his earlobe.

**SINDONE**

What guy?

**BEN**

The guy with the thing.

**SINDONE**

What thing? What the fuck are you  
talking about?

**BEN**

How should I know? You brought it up.

(gestures helplessly  
to the others)

This is the whole problem. You can't have an intelligent conversation with the man.

**SINDONE**

How about if I just break your fuckin' neck? What do you think of that?

**BEN**

It's not important what I think. What do you think?

**SINDONE**

What do I think? I think it's a good idea! Why would I say it if I didn't think it was good?

**BEN**

I don't know. Why would you?

**SINDONE**

(frustrated)

I wouldn't! That's what I'm saying!

**BEN**

Have you always had a problem dealing with your anger?

(CONTINUED)

123.

108 CONTINUED: (5)  
108

**SINDONE**

What are you talking about?

**BEN**

What do you think I'm talking about?

**SINDONSINDONE**

(explodes)

I don't know what the fuck you're talking about!

**BEN**

See, you're angry again. Do you feel you have to get angry to be heard?

Sindone turns to a couple of other bosses, FRANK ZELLO and JOE BALDASSARE.

**SINDONE**

What's he talking about?

**ZELLO**

I don't know. But you do have a tendency to get angry a lot.

**BALDASSARE**

I agree, Primo.

**SINDONE**

I'm trying to talk about Vitti! Why are we talking about me?

**BEN**

Interesting. Do you feel you're not worthy enough to be talked about?

**SINDONE**

What does that mean?

**BEN**

What do you think it means?

**SINDONE**

Fuck you!

**ZELLO**

Primo, calm down.

(CONTINUED)

124.

108 CONTINUED: (6)  
108

**SINDONE**

Calm down? How can I calm down when this prick won't stop with

the questions?

**BEN**

Could you pass the fruit, please?

**SINDONE**

That's it! You're a dead man!

Sindone whips out a pistol and points it at Ben, but just as he's about to shoot --

**VITTI (O.S.)**

Primo!

All eyes turn.

**109 PAUL VITTI**

**109**

He's standing there, staring at Sindone, cool, clear, and unafraid. He looks like a king. The room goes silent. Vitti looks around the table, nods, and crosses to Ben. Jelly gets up to greet him.

**VITTI**

(quietly, to Jelly)

Wait outside with the car running.

Jelly nods and exits.

**BEN**

What are you doing here?

**VITTI**

Saving your ass. Sit down. I'll take it from here.

Ben sits, greatly relieved.

**VITTI**

(to the group)

I'm Paul Vitti. I'm sorry I was late. Those of you who know me will know I meant no disrespect. If it's all right with you, there's something I'd like to say, then I'll leave you to your business.

Ben looks at Vitti and sees a kind of serenity and clarity he's never seen before.

109 CONTINUED:

109

**VITTI**

About two and a half weeks ago,  
somebody killed my friend, Dominic  
Manetta.

He looks straight at Sindone.

**SINDONE**

Don't look at me. Everybody knows  
you whacked him so you could take  
over everything.

**VITTI**

What I really came here to say is  
that I've come to a very important  
decision in my life. I want out.

A great murmur of surprise sweeps around the room. Ben  
looks at him proudly.

**VITTI**

I'm going away for a while, but I  
will respect the oath I took the  
day I was made, and whatever I  
know about anyone else's business,  
I take with me to the grave. You  
have my word.

A negative buzz among the bosses.

**VITTI**

As for my own organization, I know  
Carlo Mangano would like to be the  
new boss.

Mangano smiles gratefully.

**MANGANO**

Thank you, Paul.

**VITTI**

That's why he betrayed Dominic and  
me to our enemies and sent his own  
man to kill me in Miami.

Mangano is stunned.

**VITTI**

But I leave it to my people to deal with that and choose their own boss. And even though it's my right, I won't take revenge, mostly because I'm in a good place mentally and feeling good about me.

(CONTINUED)

126.

109 CONTINUED: (2)  
109

**ZELLO**

(perplexed)

I don't know, Paul. I can see where some people might have a problem with this.

**VITTI**

I realize that, so as an extra token of good faith between us, I've taken the liberty of writing down everything I know and putting it in a safe deposit box in case anything happens to me or my family.

There's a long tense silence while the other bosses consider all this. Then, finally --

**ZELLO**

I don't know what anybody else thinks, but I say good luck and God bless, Paul.

**BALDASSARE**

Good luck, Paul. Salut.

They all raise their glasses and toast Vitti. Ben raises his glass to Vitti and drinks.

**BEN**

(to Vitti)

Well done.

Vitti smiles at him and drinks.

CUT TO:

110 EXT. PARKING LOT - MOMENTS LATER  
110

Ben and Vitti come out of the building and cross to the car. Jelly is waiting, Iron Mike has the MOTOR RUNNING, and Jimmy is in the front seat with him.

VITTI

Let's move.

Sindone and Mangano come out with guns drawn, flanked by two wise guys.

SINDONE

Vitti!

(CONTINUED)

127.

110 CONTINUED:  
110

Vitti and his crew turn and face Sindone and Mangano across the parking lot.

VITTI

I don't want to do this, Primo.

SINDONE

You don't want to do this? That's fuckin' rich. What did you think, you could just quit and walk away? You think this is a fuckin' civil service job? What are you, crazy?

VITTI

Not anymore.

(to Mangano)

Hey, Carlo, tell me. You gonna stab me in the back like the piece of shit I always knew you were?

Mangano stares at him, cold and hard.

MANGANO

I'm not gonna stab you in the back, Paul. I want to see your

face when I do it.

**VITTI**

I don't think so.  
(calls out)  
Mo-Mo!

Mo-Mo stands up from behind a car pointing a shotgun at Mangano and Sindone.

**VITTI**

Bigs!

Johnny Bigs steps out from behind a shed holding an assault rifle.

**VITTI**

Eddie!

The back of a van opens to reveal Eddie "Cokes" and Tuna manning a military air-cooled machine gun on a tripod.

**VITTI**

It's over, Primo. Now get the fuck outta here.

Sindone glares at him, then lowers his gun, turns, and starts to walk back into the building joined by Mangano and the soldiers.

**(CONTINUED)**

128.

110 **CONTINUED: (2)**

110

Vitti and Ben relax.

**BEN**

Good thinking. I was going to bring a machine gun but I don't have one. Of course, we haven't opened the wedding gifts yet.

Suddenly, Sindone whirls and FIRES at Vitti.

Ben staggers in front of Vitti and takes the bullet in the shoulder.

**CUT TO:**

111 INT. GARAGE - CONTINUOUS ACTION  
111

The assembled bosses hear the sound of GUNFIRE outside.  
Zello looks at Baldassare.

**ZELLO**

Oh, shit.

The bosses all jump up and run for the exits.

**CUT TO:**

112 EXT. PARKING LOT - SAME TIME  
112

As the GUN BATTLE CONTINUES, Sindone jumps into a car and  
tries to escape, but Eddie Cokes RIPS his car with the  
MACHINE GUN, stopping it dead.

113 OMITTED  
113

113A GATES  
113A

An NYPD armored assault vehicle bursts through the gates.  
Police cruisers and SWAT vans come racing up to the scene,  
**SIRENS SHRIEKING.**

Then, from out of the sky, the FBI helicopter descends,  
blaring a warning.

**AGENT STEADMAN (V.O.)**

(on a loudspeaker)

Drop your weapons and lie facedown  
on the ground. I repeat. Drop  
your weapons and lie facedown on  
the ground.

**CUT TO:**

129.

114 EXT. ALLEY - CONTINUOUS ACTION  
114

Bosses and fat capos go running through the alleys and clambering over fences in their silk suits and expensive loafers.

115 **EXT. PARKING LOT - CONTINUOUS ACTION**

115

Agent Ricci, wearing a flak jacket and FBI baseball cap, has Sindone down on the ground with his foot on Primo's neck and a .45 aimed at his head.

**AGENT RICCI**

(screaming)

Don't move! Don't you fucking move!

**SINDONE**

Hey! Take a pill, Robocop.

Vitti is tending to Ben who is on the ground leaning against the side of the limo.

**VITTI**

(deeply moved)

I can't believe it. You took a bullet for me. What doctor ever did that much for a patient? I'll never forget that.

**BEN**

Paul -- I tripped.

**VITTI**

Yeah. You tripped over your unconscious.

**DISSOLVE TO:**

116 **EXT. FEDERAL PRISON - MANY WEEKS LATER**

116

It's a beautiful summer day. Convicts are playing basketball and lounging in the yard.

**CUT TO:**

117 **INT. PRISON LIBRARY - SAME TIME**

117

Ben in a sport coat, and Vitti, in prison whites, are sitting around in a circle with several other convicts. DONNY, a heavyweight con with a shaved head and numerous tattoos is talking.

(CONTINUED)

130.

117 CONTINUED:  
117

**DONNY**

I don't think my mother really listens when I talk. She never listened.

**VITTI**

And how does that make you feel?

**DONNY**

It makes me feel angry.

**VITTI**

I'll bet you feel hurt, too, don't you?

**DONNY**

(suddenly vulnerable)  
Yes, I do.

**BEN**

Paul, what would you say about what Donny's feeling?

**VITTI**

Donny, when you're thirsty, you don't go to the wall -- you go to the well. You know what I'm saying? Your mother may never be able to listen to you, but you have friends here who will. Okay?

Ben is proud of Vitti's new sensitivity.

**BEN**

And be patient, Donny. Most people's problems take months, sometimes years to resolve.

**DONNY**

I'm doing twenty-five to life.

**BEN**

That should be plenty of time.

**CUT TO:**

118 INT. PRISON CORRIDOR - LATER

118

Ben and Vitti have just left the therapy group.

**(CONTINUED)**

131.

118 CONTINUED:

118

**BEN**

You know they found Primo Sindone  
dead in a field near LaGuardia.

**VITTI**

I heard.

(off Ben's look)

I had nothing to do with it.  
There were guys lined up from  
Canarsie to Atlantic City who  
wanted to whack that bastard.

**BEN**

Okay, just checking.

**VITTI**

You know, Doc, I don't think I  
ever thanked you properly for  
curing me.

**BEN**

We don't say 'cured.' We say you  
had a 'corrective emotional  
experience.'

**VITTI**

You, you, you're very good.

**BEN**

(pointing)

No. You. You.

CUT TO:

119 OMITTED  
119

120 EXT. SOBOL BACK YARD - NIGHT  
120

Ben and Laura are dancing in the yard. Paper lanterns are hung here and there. A bottle of champagne sits open on the table. A great TONY BENNETT SONG can be heard playing.

**BEN**

Happy?

**LAURA**

I just can't get used to it.

**BEN**

What?

(CONTINUED)

132.

120 CONTINUED:  
120

**LAURA**

It's been three weeks since the last time you were kidnapped. I don't know if I can adjust.

They kiss as the SONG ENDS. Ben turns and speaks to someone O.S.

**BEN**

What do you say, Tony? One more?

TONY BENNETT and his trio are set up on the back porch.

**TONY BENNETT**

Whatever you want, Dr. Sobol. My friend told me to stay as long as you wanted me. What do you want to hear, Mrs. Sobol?

**LAURA**

Your choice, Tony.

**TONY BENNETT**

I was hoping you'd say that.  
(quietly, to trio)  
'World on a String,' fellas.

Tony sings "I've Got the World on a String" as Ben and Laura continue to dance. The CAMERA PANS UP and we see Michael smiling and shooting video from his bedroom window, then the CAMERA PANS UP TO a starry sky, and we...

**FADE OUT.**

**THE END**