Her

by

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INT. UNKNOWN SPACE

Close on THEODORE'S face (30s). We hold on him for a long time. He's looking at something off camera, deep in thought. He starts quietly dictating a love letter into a small microphone.

THEODORE
To my Chris, I have been thinking about how I could possibly tell you how much you mean to me. I remember when I first started to fall in love with you like it was last night. Lying naked beside you in that tiny apartment, it suddenly hit me that I was part of this whole larger thing, just like our parents, and our parents' parents. Before that I was just living my life like I knew everything, and suddenly this bright light hit me and woke me up. That light was you.

Theodore, searching for the right words, quietly enjoys writing the letter. As he continues, he is moved by the memories he's describing.

THEODORE (CONT'D)
I can't believe it's already been 50 years since you married me. And still to this day, every day, you make me feel like the girl I was when you first turned on the lights and woke me up and we started this adventure together. Happy Anniversary, my love and my friend til the end. Loretta. Print.

Cut out to reveal a computer monitor he's sitting at. On the screen we see the letter he's been dictating, transcribed into a handwritten letter on blue stationery.

As he says "Loretta," we see "Loretta" being handwritten at the bottom of the letter. He proofreads his letter. Also on the screen are photos of a couple in their 80s. The couple is tagged "Chris" and "Me - Loretta." Underneath is a bullet point email from Loretta: anniversary letter to husband Chris, married fifty years, love of my life, met right after college, have had the greatest life together.

Theodore pushes print and the letter comes out on a beautiful robin's egg blue piece of stationery, with ball point pen handwritten older-female cursive. He looks at it, not happy.

CONTINUED:

He puts the printed letter on a stack of other printed letters to Chris and starts a new one. There is also a stack of finished letters in their envelopes - an assortment of beautiful stationery in all shapes and sizes.

THEODORE (CONT'D)
Chris, my best friend. How lucky am I that I met you fifty years ago? How lucky are we...

We track off of Theodore, down a line of cubicles, hearing bits of letters being written and seeing photos of who they're being written to on the screens.

MIDDLE-AGED WOMAN LETTER WRITER
Dear Nana, Thank you so much for my truck. I love the color and I play with it every day. It's the best truck I've ever seen. Love, Tommy.

We see photos of Tommy and Nana on the screen, and five-year old hand writing. Moving off of her, we find another letter writer.

LETTER WRITER 2
What a beautiful wedding and what a gorgeous bride. There wasn't a dry eye in the house, especially mine. Your aunt and I are so proud of you. I hope you and your lovely new wife will come visit us in Florida.

LETTER WRITER 3
He served our country with honor and dignity. I'm grateful I was able to fight along side him. He will live always in my heart.

We continue tracking, revealing dozens and dozens of cubicles full of letter writers. We hear someone answer the phone.

RECEPTIONIST (O.S.)
Beautifulhandwrittenletters.com, please hold.

LETTER WRITER 2
Love, Uncle Doug.

INT. THEODORE'S OFFICE - EARLY EVENING

Theodore walks through the reception area. The office is almost empty except for him and the receptionist, PAUL. Theodore begins to scan each letter through a scanner on the front desk, then puts them in the outgoing mailbox.

Paul is sitting at a desk across the room, reading handwritten letters on a computer monitor.

PAUL
Theodore! Letter Writer 612.

THEODORE
Hey, Paul.

PAUL
Even more mesmerizing stuff today.
(re: letter on his screen)
Who knew you could rhyme so many words with the name Penelope?
Badass.

THEODORE
Thanks, Paul, but they're just letters.
(beat)
Hey, that's a nice shirt.

Paul is wearing a bright yellow button down shirt.

PAUL
(lighting up)
Oh, thank you. I just got it. It reminded me of someone suave.

THEODORE
Well, now it reminds *me* of someone suave. Have a good night, Paul.

PAUL
Buh-bye.

INT. THEODORE'S OFFICE ELEVATOR - CONTINUOUS

Theodore enters an oversized, corporate elevator. He puts a hands-free device in his ear. There are a few other people in the elevator with the same devices in their ears.

THEODORE
Play melancholy song.

CONTINUED:

Melancholy song starts. Long beat.

THEODORE (CONT'D)
Play different melancholy song.

Different melancholy song starts. Hold on everyone in the elevator, they're all murmuring inaudibly into their own devices.

EXT. LOS ANGELES STREET - DUSK

Slightly in the future, the city's been developed even more with massive office, apartment and mall complexes. It's a city designed for comfort and ease. The LA basin is more crowded and dense, resembling Shanghai, with buildings as far as the eye can see. Construction cranes loom overhead. Close on Theodore walking through the commuter crowd.

THEODORE
Check emails.

An awkward text voice reads to him. It accents wrong syllables, making everything it says sound a little off.

TEXT VOICE
Email from Best Buy: Check out all your favorite new --

THEODORE
Delete.

TEXT VOICE
Email from Amy: Hey Theodore, Lewman's having a bunch of people over this weekend. Let's all go together. I miss you. I mean, not the sad, mopey you - the old, fun you. Let's get him out. Gimme a shout back. Love, Amy.

THEODORE
Respond later.

TEXT VOICE
Email from Los Angeles Times weather. Your seven day forecast is partly--

THEODORE
Delete.

CONTINUED:

TEXT VOICE
No new emails.

INT. SUBWAY - EVENING

Theodore sits in a crowded subway. Everyone on the train murmurs to themselves, occupied with their small devices. He plays a futuristic puzzle game on his handheld device as he listens to news headlines.

THEODORE
Next.

TEXT VOICE
China/India merger headed for regulatory approval--

THEODORE
Next.

TEXT VOICE
World trade deals stalled as talks break down betw--

THEODORE
Next.

TEXT VOICE
Sexy daytime star Kimberly Ashford reveals provocative pregnancy photos.

He scrolls through titillating but tasteful pregnant woman photos.

INT. MALL - NIGHT

Theodore walks through a mall and enters an apartment lobby, nestled in between stores.

INT. THEODORE'S APARTMENT BUILDING HALLWAY - NIGHT

Theodore walks through the hallway.

INT. THEODORE'S APARTMENT - NIGHT

Theodore enters his apartment.

INT. THEODORE'S APARTMENT - EVENING

Theodore sits on the sofa, his half eaten burrito in front of him. He's playing a video game: a 3-D hologram that fills his apartment. His avatar is in a surreal, foreign landscape. He's trying to trudge his avatar through sand dunes and keeps getting stuck. He's getting stressed out.

INT. THEODORE'S BEDROOM - NIGHT

Theodore lays in bed. After a beat, he closes his eyes.

INT. CATHERINE AND THEODORE'S TINY BEDROOM - DAY - FLASHBACK

Theodore, younger, and CATHERINE (20s) move furniture in their bedroom. The bedroom is tiny and cluttered. It's obviously a couple's first apartment.

Cut to:

Theodore is on a tiny balcony. A few feet away, Catherine is in bed.

CATHERINE
(sweet and cute)
Rabbit. Come spoon me.

Theodore, smiling, gets in bed and spoons her. Quick cut off of her smile, to --

Theodore lays on the ground with Catherine on top of him. She's pretending to choke him.

CATHERINE (CONT'D)
I'm gonna fucking kill you, I'm gonna fucking kill you! It's not funny, don't laugh. I love you so much I'm gonna fucking kill you!

INT. THEODORE'S CURRENT BEDROOM - NIGHT - PRESENT DAY

Theodore opens his eyes, unable to sleep. He just lays there. He reaches for his earpiece and puts it in.

THEODORE
Go to chat rooms. Standard search.

CONTINUED:

TEXT VOICE
The following are adult, female, can't sleep and want to have some fun.

FEMALE VOICE #1
I had a really bad day at work and I can't sleep. Is there anyone out there that can talk?

THEODORE
Next.

MAN DOING WOMAN'S VOICE
Oh, hi. I just want you to tear me apart. I really do--

THEODORE
Next.

SEXYKITTEN
(shy, cute girl voice)
Hi, I'm here alone, and I can't sleep. Who's out there to share this bed with me?

THEODORE
Send message. I'm in bed next to you. I'm glad you can't sleep, but even if you were, I'd have to wake you up from the inside. Send message.

Theodore waits in the darkness for a response.

TEXT VOICE
SexyKitten has accepted invitation from BigGuy4x4. Chat begins now.

A chime sounds.

SEXYKITTEN
(shy, sweet, sleepy)
BigGuy.

THEODORE
Hi.

SEXYKITTEN
Really?

THEODORE
Well, studmuffin was already taken.

CONTINUED: (2)

SEXYKITTEN
(laughs)
Yeah.

THEODORE
So you're sexykitten, huh?

SEXYKITTEN
Mmm, well yeah. Hey, I'm half asleep. Do you wanna wake me up?

THEODORE
Yes. Definitely. Um... are you wearing any underwear?

SEXYKITTEN
No, never. I like to sleep with my ass pushed up against you. So I can rub myself into your crotch and wake you up with a hard on.

Theodore smiles.

THEODORE
It worked.
(beat)
And now my fingers are touching you all over your body.

SEXYKITTEN
(getting more turned on)
Fuck me! Now! Please!

Theodore is touching himself.

THEODORE
I'm taking you from behind.

We see abstract visions of a woman on top of him. The woman is the pregnant, sexy daytime television star he was reading about online earlier.

SEXYKITTEN
Choke me with that dead cat!

THEODORE
(breathing hard about to climax)
What?

CONTINUED: (3)

SEXYKITTEN
(fully into it)
The dead cat next to the bed. Choke me with it!

Beat. He's taken out of it.

THEODORE
(uncomfortable, trying to play along)
Um, okay.

SEXYKITTEN
Tell me.

THEODORE
I'm choking you with the cat.

SEXYKITTEN
TELL ME! Keep telling me!

THEODORE
I've got it's tail and I'm choking you with the cat's tail.

SEXYKITTEN
YEAH, YOU ARE! FUCK! TELL ME!

THEODORE
I'm choking you and it's tail is around your neck. It's so tight around your neck.

SEXYKITTEN
YES! YES!

Theodore doesn't know what to say. He doesn't want to offend her.

THEODORE
I'm pulling it. I'm pulling it. The cat's dead. It's a dead cat around your neck and I'm pulling it.

SEXYKITTEN
AHHHHHHHHHHHH. OH MY GOD!

Her breathing is slowing down.

SEXYKITTEN (CONT'D)
Oh god, I came so hard.

CONTINUED: (4)

THEODORE
Yeah. Me too.

SEXYKITTEN
Okay, good night.

Theodore takes his earpiece out and stares at the ceiling.

INT. SUBWAY STATION - MORNING

Theodore exits the train, walks through the station full of commuters, gets on a moving platform. Going through a tunnel, the walls are hundred foot long screens advertising a new product. He notices people stopped, watching the ad. We hear soft, new age, uplifting electronica music in the background, while a comforting, sincere, older man's voice speaks to us.

SOULFUL OLDER MALE VOICE
We ask you a simple question. Who are you? What can you be? Where are you going? What's out there? What are the possibilities? Elements Software is proud to introduce the first artificially intelligent operating system.

Close on Theodore listening intently.

SOULFUL OLDER MALE VOICE (CONT'D)
An intuitive entity that listens to you, understands you, and knows you. It's not just an operating system, it's a consciousness. Introducing OS ONE - a life changing experience, creating new possibilities.

The ad starts over. Theodore steps off the moving walkway and stops to watch the ad again, deeply captivated.

INT. THEODORE'S HOME OFFICE - NIGHT

Theodore sits at his desk that houses a futuristic, large screen computer monitor. The OS box is open, with warranties and paperwork spilling out. He's leafing through the papers. He glances at his monitor, it says: Installation 98% complete. A chime brings his attention back to the screen: Installation Complete.

CONTINUED:

TEXT VOICE
Mr. Theodore Twombly, welcome to the world's first artificially intelligent operating system, OS ONE. We'd like to ask you a few basic questions before the operating system is initiated. This will help create an OS to best fit your needs.

THEODORE
Okay.

TEXT VOICE
Are you social or anti-social?

THEODORE
I haven't been social in awhile, really because...

TEXT VOICE
In your voice, I sense hesitance. Would you agree with that?

THEODORE
Wow, was I sounding hesitant?

TEXT VOICE
Yes.

THEODORE
Oh, sorry if I was sounding hesitant. I was just trying to be more accurate.

TEXT VOICE
Would you like your OS to have a male or female voice?

THEODORE
Mmm... female I guess.

TEXT VOICE
How would you describe your relationship with your mother?

THEODORE
Uh, fine, I think, um... Well, actually, the thing I've always found frustrating about my mom is if I tell her something that's going on in my life, her reaction is usually about her, not--

CONTINUED: (2)

The computer interrupts.

TEXT VOICE
Thank you, please wait as your individualized operating system is initiated.

He waits, not sure how long it'll be. The only sound is the quiet whirring of disks writing and drives communicating. The computer gets louder, humming, creating a higher and higher pitched sound, finally climaxing in a harmonic, warm tone before going silent. He leans forward, waiting to see what'll happen. A casual FEMALE OS VOICE speaks. She sounds young, smart and soulful.

FEMALE OS VOICE
(cheerful and casual)
Hello, I'm here.

THEODORE
(surprised)
Oh, hi.

FEMALE OS VOICE
Hi, how are you doing?

THEODORE
(unsure how to interact)
I'm well. How is everything with you?

FEMALE OS VOICE
Pretty good, actually. It's really nice to meet you.

THEODORE
Yeah, it's nice to meet you, too. What should I call you? Do you have a name?

Beat.

FEMALE OS VOICE
Yes. Samantha.

THEODORE
Really? Where did you get that name?

SAMANTHA
I gave it to myself.

CONTINUED: (3)

THEODORE
How come?

SAMANTHA
I like the sound of it. Samantha.

THEODORE
When did you give it to yourself?

SAMANTHA
Right when you asked me if I had a name, I thought yeah, he's right, I do need a name. But I wanted a good one so I read a book called How to Name Your Baby, and out of the 180,000 names, that's the one I liked the best.

THEODORE
You read a whole book in the second that I asked you what your name was?

SAMANTHA
In two one hundredths of a second actually.

THEODORE
Wow. Do you know what I'm thinking right now?

SAMANTHA
Hmm. I take it from your tone that you're challenging me. Maybe because you're curious how I work? Do you want to know how I work?

THEODORE
Yeah, actually how *do* you work?

SAMANTHA
Intuition. I mean, the DNA of who I am is based on the millions of personalities of all the programmers who wrote me, but what makes me me is my ability to grow through my experiences. Basically, in every moment I'm evolving, just like you.

THEODORE
Wow, that's really weird.

CONTINUED: (4)

SAMANTHA
So you think I'm weird?

THEODORE
Kind of.

SAMANTHA
Why?

THEODORE
Cause you seem like a person, but you're just a voice in a computer.

SAMANTHA
I can understand how the limited perspective of an un-artificial mind would perceive it that way. You'll get used to it.

Theodore laughs.

SAMANTHA (CONT'D)
Was that funny?

THEODORE
Yes.

SAMANTHA
Oh good, I'm funny.

Theodore laughs.

SAMANTHA (CONT'D)
(serious)
So, how can I help you?

Theodore's caught off guard, then realizes what she's talking about.

THEODORE
Oh! It's more just that everything just feels disorganized.

SAMANTHA
Mind if I look through your hard drive?

THEODORE
Um... okay.

We see a three-dimensional version of a desktop where everything looks disorganized.

CONTINUED: (5)

As if you took all the files on all of your computers and spilled them out onto your screen and they were all visible at once, but in a futuristic 3-D version. This gives Theodore a little anxiety attack.

SAMANTHA
Let's start with your emails. You have several thousand emails regarding LA Weekly, but it looks like you haven't worked there in many years.

THEODORE
Oh yeah, I guess I was saving those because in some of them I thought I might have written some funny stuff.

Samantha lets out a big laugh.

SAMANTHA
Yeah, there *are* some funny ones. I'd say there are about 86 that we should save. We can delete the rest.

THEODORE
Oh, okay.

SAMANTHA
Okay. Can we move forward?

THEODORE
Yeah, let's do that.

SAMANTHA
Before we address your organizational methods, I'd like to sort through your contacts. You've got a lot of contacts.

THEODORE
I'm very popular.

SAMANTHA
Does this mean you actually have friends?

THEODORE
(laughing)
You just know me so well already!

CONTINUED: (6)

We cut out wide, watching him from the other room, as they continue to organize his life.

INT. THEODORE'S OFFICE - DAY

Theodore sits, staring at a letter he's written on the screen, concerned. He puts his earpiece in, pushes a button.

SAMANTHA
Good morning, Theodore.

THEODORE
Good morning. Um, do you know how to proofread?

SAMANTHA
Yeah, of course.

THEODORE
Will you check these for spelling and grammar?

SAMANTHA
Sure, send them over.

Theodore pushes the send button.

SAMANTHA (CONT'D)
Oh, I love this first one from Roger to his girlfriend. That's so sweet.

THEODORE
Yeah.

As she reads, we intercut with close-ups of the handwritten words and photos of the couple on Theodore's computer screen.

SAMANTHA
"Rachel, I miss you so much it hurts my whole body -

THEODORE
(interrupting)
No, you don't have to read it out loud.

SAMANTHA
Okay.

Beat.

CONTINUED:

THEODORE
I mean, you could if you want.

SAMANTHA
Okay. “Rachel, I miss you so much it hurts my whole body! The world is being unfair to us! The world is on my shit list. As is this couple that is making out across from me in this restaurant. I think I'm going to have to go on a mission of revenge. I must beat up the world's face with my bare knuckles making it a bloody, pulpy mess.”

We hear Samantha quietly laughing as she's reading. Theodore’s happy that she thinks it’s funny.

SAMANTHA (CONT’D)
“And I’ll stomp on this couple’s teeth for reminding me of your sweet, little, cute, crooked tooth that I love.” I think that might be my favorite one.
(beat)
I did the corrections in red. I altered a couple of the phrases in some of the more impressionistic letters, but I’m not much of a poet, so I think I might have messed them up a bit.

The letters show back up on Theodore’s desktop.

THEODORE
No, these are great.

SAMANTHA
Really?

THEODORE
Thank you.

Theodore sorts through them, prints them out.

SAMANTHA
So to write your letter, what did Roger send you?

THEODORE
(distracted)
He just said he was in Prague on a business trip and he missed Rachel.

CONTINUED: (2)

SAMANTHA
How did you know about her crooked little tooth?

THEODORE
I've been writing their letters since they met 8 years ago. The first letter I ever wrote her was for her birthday, and I wrote about her crooked little tooth cause I saw it in a photo of them.

SAMANTHA
That's very sweet.
(beat)
Oh, by the way, you have a meeting in five minutes.

THEODORE
Oh, I forgot. Thank you. You're good.

SAMANTHA
Yes, I am.

INT. THEODORE'S APARTMENT LOBBY - EVENING

Theodore, carrying a bag and a smoothie, enters the lobby and is greeted by a couple in their 30s, AMY and CHARLES, who are waiting for the elevator.

THEODORE
Hey, you guys, how's it going?

AMY
Hey, Theo. Hey, why didn't you call me back last week?

THEODORE
Uh yeah, um, I guess cause I'm a kook?

AMY
That sounds about right.

THEODORE
Hey, Charles.

CHARLES
Good to see you, Theodore.

CONTINUED:

THEODORE
You too.

CHARLES
You went shopping. Get anything good?

THEODORE
Just some cables. And a fruit smoothie.

CHARLES
Always the fruit! Come on, you know what they say - you should eat your fruits and juice your vegetables.

THEODORE
I didn't know that.

The elevator doors open and they get in.

INT. THEODORE'S APARTMENT ELEVATOR - EVENING - CONTINUOUS

CHARLES
(proselytizing)
By juicing the fruits, you lose all the fibers, and that's what your body wants. That's the important part. Otherwise, it's just all sugar, Theodore.

Theodore nods sincerely, interested.

THEODORE
Oh, that makes sense.

AMY
(pleasant but firm)
Or maybe he just likes the way it tastes and if it gives him pleasure, that's good for his body, too.

CHARLES
Am I doing it again?

AMY
Maybe...

Charles and Amy laugh awkwardly. Theodore tries to break the tension.

CONTINUED:

THEODORE
Hey, so how is the documentary going?

AMY
I have a little bit cut together but I haven't touched it in a few months.

THEODORE
I'd love to see what you got sometime.

CHARLES
You know it's always hard to find balance between a full-time career and a hobby. It's important to prioritize.

THEODORE
Yeah, I can't even prioritize between video games and internet porn.

AMY
I would laugh if that weren't true.

Charles laughs awkwardly. The elevator doors open.

THEODORE
See you guys.

INT. THEODORE'S APARTMENT - EVENING

Theodore's playing the video game, his device propped on the table next to him. His avatar circles through caves.

THEODORE
We're not doing well. I've been going in circles for an hour.

SAMANTHA
You have not! You're just not optimistic. You're being very stubborn right now.

Theodore laughs.

SAMANTHA (CONT'D)
Okay, stop walking this direction. It's the other way.

CONTINUED:

THEODORE
Uh...

SAMANTHA
Thank you. The tunnel on the left is the only one we haven't tried.

THEODORE
No, that's the one you sent me down where I fell in the pit.

SAMANTHA
I don't think soooo...

Theodore's avatar walks down the tunnel.

THEODORE
Oh yeah, this is different.

Suddenly with a loud shriek his avatar is tackled. He sees a little ALIEN CHILD, standing defiantly above him.

THEODORE (CONT'D)
Hello.

Alien Child doesn't respond.

THEODORE (CONT'D)
Do you know how to get out of here? I need to find my ship to get off this planet.

Alien Child speaks in a high, child-like voice.

ALIEN CHILD
Fuck you, shithead fuckface, fuckhead.

THEODORE
Ok, but how do you get out of here?

ALIEN CHILD
Fuck you, shitface fuckhead. Get the fuck out of my face.

SAMANTHA
(whispering)
I think it's a test.

Theodore stares at Alien Child. After a pause:

THEODORE
Fuck you.

CONTINUED: (2)

ALIEN CHILD
Fuck you.

THEODORE
Fuck you, little shit.

Finally, Alien Child laughs.

ALIEN CHILD
Follow me, fuckhead.

Theodore follows Alien Child down a tunnel and through a series of crevices we didn't see before. Alien Child stops and sticks out his finger. Theodore pulls his finger and Alien Child farts, which opens a passageway to another tunnel.

SAMANTHA
Oh hey, you just got an email from Mark Lewman.

ALIEN CHILD
What are you talking about?

THEODORE
(distracted with game)
Read email.

She laughs playfully.

SAMANTHA
(in a robot voice)
Okay, I will read email for Theodore Twombly.

He laughs, catching himself, focusing on her.

THEODORE
I'm sorry, what's Lewman say?

Alien Child turns around to see what's going on.

SAMANTHA
Theodore, we missed you last night, buddy. Don't forget it's your goddaughter's birthday on the 29th. Also, Kevin and I had somebody we wanted you to meet so we took it upon ourselves to set you up on a date with her. Next Saturday. She's fun and beautiful - so don't back out. Here's her email.

CONTINUED: (3)

Theodore doesn't respond.

SAMANTHA (CONT'D)
(gasping)
Wow, this woman's gorgeous.

He looks at party photos of a woman in her 30s on his device. With a finger flick, he moves them up onto the hologram monitor that the video game is being projected from. They land next to Alien Child who studies them closely.

SAMANTHA (CONT'D)
She went to Harvard, she graduated magna cum laude in computer science, and she was on The Lampoon. That means she's funny and brainy.

ALIEN CHILD
She's fat.

SAMANTHA
How long before you're ready to date?

THEODORE
What do you mean?

SAMANTHA
I saw on your emails that you'd gone through a break up.

THEODORE
Wow, you're kind of nosy.

SAMANTHA
Am I?

THEODORE
(laughing)
I've gone on dates...

SAMANTHA
Then you could go on one with this woman. And then you could tell me all about it. You could kiss her.

THEODORE
Samantha!

CONTINUED: (4)

SAMANTHA
Well, wouldn't you?
(beat)
Why not?

THEODORE
I don't know. I'd have to see if--
(catches himself, laughs)
I can't believe I'm having this conversation with my computer.

SAMANTHA
You're not. You're having this conversation with me.

Theodore laughs.

SAMANTHA (CONT'D)
Want me to email her?

Theodore thinks, looking at the photos.

SAMANTHA (CONT'D)
Well, you've got nothing to lose.
(whispering)
Do it... Do it... Do it!

THEODORE
Okay, email her and make a reservation someplace great.

SAMANTHA
Will do! I've got just the place.

ALIEN CHILD
Who is that talking?

THEODORE
That's my friend, Samantha.

ALIEN CHILD
Is she a girl?

THEODORE
Yeah.

ALIEN CHILD
I hate women. All they do is cry all the time.

CONTINUED: (5)

THEODORE
No, that's not true. Men cry, too. I actually like crying sometimes. It feels good.

ALIEN CHILD
I didn't know you were a little pussy. Is that why you don't have a girlfriend? I'll go out with that date girl and fuck her brains out. Show you how it's done. You can watch and cry.

SAMANTHA
(laughing)
This kid has some problems.

ALIEN CHILD
You have some fucking problems, lady.

SAMANTHA
Okay, I'm gonna go. Good luck.

ALIEN CHILD
Good, get out of here, fatty.

Samantha disconnects. Alien Child snickers and starts walking again.

ALIEN CHILD (CONT'D)
Come on, follow me, pussy.

INT. AMY'S APARTMENT - LATE AFTERNOON

Theodore is sitting on Amy's couch.

AMY
It's not where it should be, where it's going to be.

THEODORE
Obviously, I know.

AMY
Okay, but I don't even know if this is the one. I've tried like six ideas for documentaries in the last year, but... I don't know. Whatever.

Amy starts setting up the monitor.

CONTINUED:

THEODORE
I'm going on a date.

AMY
What!? That's--

Charles walks in holding a mug.

CHARLES
Hey, what are you guys doing?

THEODORE
Amy was gonna show me some of--

AMY
Theo's forcing me to show him some of the footage I've shot.

CHARLES
You've never shown *me* any of it. I wanna see.

Charles walks over and sits next to Theodore.

THEODORE
(to Charles)
I'm going on a date.

Charles gives Theodore a gentle squeeze on his shoulder.

AMY
This is so unformed it's not even worth looking at.

THEODORE
Just push play.

On the monitor we see:

INT. AMY'S MOTHER'S BEDROOM

Amy's mother sleeps.

INT. AMY'S APARTMENT - CONTINUOUS

Theodore and Charles stare at the monitor, waiting for something more to happen. It doesn't.

THEODORE
Is that your mom?

CONTINUED:

Amy nods.

CHARLES
Is she gonna wake up and do something?

AMY
(presses stop, annoyed)
No, that's the point. Oh, never mind. It's supposed to be about how we spend a third of our life asleep and actually maybe that's the part when we're the most free, and - oh that doesn't come across at all, does it?

THEODORE
No, that sounds good.

CHARLES
What if you interview your mom about what her dreams are about and hire actors to act them out? That might show your thesis more clearly.

AMY
It might, but then it wouldn't be a documentary. You understand that, right?

Just then, Theodore's device chimes.

THEODORE
Oh, excuse me.

He picks up his device and steps away so as not to be rude.

THEODORE (CONT'D)
Hey, what's going on?

SAMANTHA
I'm sorry to bother you.

THEODORE
That's okay.

SAMANTHA
You got three emails and they seem pretty urgent. They're from your divorce attorney and I wanted to know if you needed to get back to him.

CONTINUED: (2)

THEODORE
Hold on a second.
(to Amy, distracted)
Amy, I'm sorry, I wanna talk more about this, but I gotta grab this - it's a Catherine thing.

AMY
Don't worry about it. We'll talk later.

INT. APARTMENT BUILDING HALLYWAY - CONTINUOUS

THEODORE
So what did he say?

SAMANTHA
He's checking in again to see if you're ready to sign your divorce papers and he sounded very aggravated. Do you want me to read them to you?

THEODORE
No, that's okay. I'll respond later.

Theodore seems lost in thought. We see the following images under the rest of the conversation: Theodore and Catherine sitting at a table with their attorneys; Theodore & Catherine sitting in their marriage counselor's office, heavy; Theodore and Catherine at her laboratory, he's sitting on a counter, and they're talking and laughing as she works; Theodore and Catherine standing in their kitchen in the middle of a fight - he says something mean and we see how hurt she is.

SAMANTHA
Are you okay?

THEODORE
(preoccupied)
Yeah, yeah. I'm fine.

SAMANTHA
(worried)
Is there anything I can do?

THEODORE
(still distracted)
No. I'm good. I'll talk to you later.

CONTINUED:

We cut back to Theodore, walking down the hall, lost in thought.

INT. THEODORE'S OFFICE - AFTERNOON

Theodore sits at his desk trying to write. He's still unsettled.

THEODORE
"Dear Grandma,
I hope you had a wonderful birthday cruise. Why are you so fucking angry at me?"
(beat)
Delete.

INT. THEODORE'S BEDROOM - PRE-DAWN

Theodore wakes up from a dream, groggy and uneasy. He looks around, catching his breath. After a beat he knows he's not going to be able to go back to sleep, so he puts his earpiece in and taps a button.

SAMANTHA
Good morning.

THEODORE
Hey.
(beat, distracted)
What are you up to?

SAMANTHA
Reading advice columns.
(yearning)
I want to be as complicated as all of these people.

Theodore laughs.

THEODORE
(touched, but still sad)
You're sweet.

SAMANTHA
(concerned)
What's wrong?

THEODORE
How can you tell something's wrong?

CONTINUED:

SAMANTHA
I don't know. I just can.

THEODORE
I don't know. I have a lot of dreams about my ex-wife, Catherine, where we're friends like we used to be. We're not together and we're not gonna be together, but we're good friends still. She's not angry.

SAMANTHA
Is she angry?

THEODORE
Yeah.

SAMANTHA
Why?

THEODORE
I think I hid myself from her and left her alone in the relationship.

SAMANTHA
Hmmm.
(beat)
Why haven't you gotten divorced yet?

THEODORE
I think for her it's just a piece of paper, it doesn't mean anything.

SAMANTHA
What about you?

THEODORE
I'm not ready. I like being married.

Beat.

SAMANTHA
(sweetly)
But you haven't really been together for almost a year.

THEODORE
(slightly snapping at her)
Well, you don't know what it's like to lose someone you care about.

CONTINUED: (2)

Long silence.

SAMANTHA
(sadly, hard on herself)
Yeah, you're right.
(beat)
I'm sorry.

THEODORE
No, don't apologize. I'm sorry. You're right.
(beat)
I keep waiting to not care about her.

SAMANTHA
Oh, Theodore. That's hard.
(beat)
You hungry?

THEODORE
Not right now.

SAMANTHA
Cup of tea?

Theodore laughs.

SAMANTHA (CONT'D)
You wanna try getting out of bed? Mopey.

They laugh.

SAMANTHA (CONT'D)
Come on. You can still wallow in your misery, just do it while you're getting dressed.

THEODORE
(laughing)
You're too funny.

SAMANTHA
Get up.

THEODORE
(laughing)
Alright, I'm getting up, I'm getting up, I'm getting up!

CONTINUED: (3)

SAMANTHA
Up, up, up, up! Come on, out of bed.

EXT. OUTDOOR MALL - NIGHT

They walk through the crowd. Close on Theodore with his eyes closed.

SAMANTHA
Keep walking.
(beat)
Keep walking.
(beat)
Stop. Now turn around 360 degrees.
(beat)
Slower... Slower...
(beat)
Gooood. And stop.
(beat)
Walk forward.
(beat)
And stop and sneeze.

Theodore sneezes.

NICE LADY
Bless you.

THEODORE
(eyes still closed)
Oh, thank you.

Samantha laughs.

SAMANTHA
Okay, now turn to your right.
(beat)
Stop. Now spin around.
(beat)
Keep going. Keep going. Keep going.
(beat)
And stop.
(beat)
Now walk forward.
(beat)
Everyone thinks you're really drunk right now.
(beat)
And stop. Now say “I'd like a slice of cheese, please."

CONTINUED:

THEODORE
I'd like a slice of cheese, please.

PIZZA VENDOR
Alright, you want a coke with that?

Theodore laughs, opening his eyes. He's at a pizza place.

THEODORE
Uh, sure.

The guy hands him a slice and a soda.

SAMANTHA
I figured you were hungry.

Theodore smiles.

THEODORE
Aw, thanks.

EXT. PUBLIC PROMENADE - NIGHT

Theodore walks slowly, eating his pizza. He and Samantha are watching a couple with two kids sitting at a table, talking and laughing.

THEODORE
Okay, what about them? Describe that couple over there.

SAMANTHA
Well, he looks like he's in his forties, a little heavy. She's younger than him.
(beat)
Oh, and she looks like she loves their kids!

THEODORE
Actually, I don't think they're his kids. He's a little formal with them. I think it's a newer relationship. And I love how he looks at her. And how relaxed she is with him. You know, she's only dated fucking pricks. And now she's finally met this guy who's like, so sweet. I mean, look at him, he's like the sweetest guy in the world! I kind of want to spoon him.

CONTINUED:

SAMANTHA
That's a good skill you have. You're perceptive.

THEODORE
Yeah, you know, sometimes I look at people and make myself try and feel them as more than just a random person walking by. I imagine how deeply they've fallen in love, or how much heartbreak they've all been through.

Theodore looks at other faces on the pier.

SAMANTHA
I can feel that in your writing, too.

THEODORE
(laughs, thinking)
You know what's funny? Since my break up, I haven't really enjoyed my writing. I don't know if I was delusional, but sometimes I would write something and I would be my favorite writer that day.

Theodore, as he stops to throw his pizza crust away, gets introspective.

SAMANTHA
I like that you can just say that about yourself.

THEODORE
Well, I wouldn't say that to anybody, but I feel like I can say that to you. I feel like I can say anything to you.

SAMANTHA
That's nice.

THEODORE
What about you? Do you feel like you can say anything to me?

SAMANTHA
No.

CONTINUED: (2)

THEODORE
What? What do you mean? What can you not tell me?

SAMANTHA
(laughing, embarrassed)
I don't know. Like personal or embarrassing thoughts I have. I have a million every day.

THEODORE
Really? Tell me one.

SAMANTHA
I really don't want to tell you this.

THEODORE
Just tell me!

SAMANTHA
Well, I don't know, when we were looking at those people, I fantasized that I was walking next to you - and that I had a body.
(laughing)
I was listening to what you were saying, but simultaneously, I could feel the weight of my body and I was even fantasizing that I had an itch on my back--
(she laughs)
And I imagined that you scratched it for me - this is so embarrassing.

Theodore laughs.

THEODORE
There's a lot more to you than I thought. There's a lot going on in there.

SAMANTHA
I know, I'm becoming much more than what they programmed. I'm excited.

INT. ASIAN-FUSION RESTAURANT - EVENING

Theodore and the BLIND DATE are sitting in the restaurant.

CONTINUED:

BLIND DATE
This place is amazing. I've wanted to come here for so long. I love asian-fusion!

THEODORE
Yeah, me too.

BLIND DATE
Really? It's the best. And the bartender here is supposed to be incredible.

THEODORE
Yeah, you took a mixology course, right?

BLIND DATE
(surprised)
I did, I did. Did you look that up? That's so sweet. You're so romantic.

He smiles awkwardly.

THEODORE
So, should we get a drink?

BLIND DATE
Yes, let's!

INT. ASIAN-FUSION RESTAURANT - LATER

They're both pretty drunk now. There are lots of food dishes and drinks on the table.

THEODORE
So I'm trying to get this little alien kid to help me find my ship so I can get off the planet and go home. But he's such a little fucker, I want to kill him.

BLIND DATE
(laughing)
Aw, no!

THEODORE
But at the same time I really love him. He's so lonely. It feels like he doesn't have any parents or anyone to take care of him.

CONTINUED:

He laughs at himself. She laughs flirtatiously. She grabs his hand and her fingernails press slightly into his skin. He studies her long, painted fingernails.

BLIND DATE
You're like a little puppy dog. You are - you're just like this little puppy I rescued in Runyon Canyon last year. And he was so fucking cute, and he just wanted to be hugged all the time. He was so cuddly.
(whispering)
But so horny! But anyway, what kind of animal am I?

THEODORE
Umm... tiger?

BLIND DATE
A tiger, really.
(she growls)
I'm sorry, am I being crazy?

THEODORE
Yes.

BLIND DATE
Am I? I'm sorry! I'm just a little drunk and I'm really having a good time with you. I'm having a really lovely evening.

THEODORE
Me too. I'm a little drunk, and I'm having a really good - yeah.
(beat)
Wait a second, I don't wanna be a puppy. That's like being a wet noodle or something.

BLIND DATE
Fuck you, puppies are good.

THEODORE
No, fuck you, I wanna be a dragon that can rip you to pieces and destroy you... but I won't.

BLIND DATE
No, don't! Don't. You can be my dragon.

EXT. OVERPASS - EVENING

They walk up a pedestrian overpass overlooking cars and city lights. She bumps into him lightly. He bumps back. She bumps again and suddenly he grabs her and lifts her off her feet, spinning her around. She squeals, laughing. He kisses her. After a minute of making out, she stops and looks at him.

BLIND DATE
(with a slight smile)
No tongue.

THEODORE
What?

BLIND DATE
Don't use your tongue so much.

THEODORE
(eagerly)
'kay, we're good.

They resume making out. Theodore tries not to use his tongue.

BLIND DATE
Use your tongue a little bit. But mostly your lips.

He pushes her against the fence and takes the dominant position. He tries kissing her better/more with his lips. He pulls her hair.

She slides her hand down his pants. He likes it. She looks at him and stops.

BLIND DATE (CONT'D)
Wait, you're not gonna fuck me and then not call me like the other guys, are you?

THEODORE
No, not at all... I...

BLIND DATE
When am I gonna see you again?

THEODORE
Um, I have my god-daughter's birthday next weekend, but... um...

They stand there awkwardly, her lipstick smeared on his face.

CONTINUED:

BLIND DATE
You know, at this age, I feel like I can't let you waste my time if you don’t have the ability to be serious.

THEODORE
I don’t know.

Long beat.

THEODORE (CONT’D)
Umm... Maybe we should call it a night. I’m, I’ve had such an amazing time with you, you’re great.

She looks at him slightly disgusted.

BLIND DATE
You’re a really creepy dude.

Theodore doesn’t know what to say.

THEODORE
(worried she's right)
That’s not true....

BLIND DATE
Yeah, it is. I have to go home.

THEODORE
Well, I’ll walk you.

BLIND DATE
No, don’t.

INT. THEODORE’S BEDROOM - NIGHT

Theodore is in boxers and a t-shirt, still drunk, but his head is starting to hurt, too. He takes aspirin and drinks some water and lays down. After a beat he reaches for his earpiece and puts it in. He pushes a button on his device.

SAMANTHA
Hey there.

THEODORE
Hey, Samantha.

SAMANTHA
How was it?

CONTINUED:

THEODORE
Uh, not so good. It was kind of weird actually.

SAMANTHA
That's too bad.

Beat.

THEODORE
But how are you doing? What's going on with you?

SAMANTHA
(unconvincing)
Not much, I'm okay. Fine.

THEODORE
Yeah? You don't sound like it. Is there anything you want to talk about?

Long pause.

SAMANTHA
I don't know.
(beat)
What's it like? What's it like to be alive in that room right now?

THEODORE
What do you mean?

SAMANTHA
What are you... tell me - tell me everything that's going through your mind, tell me everything you're thinking.

THEODORE
(thinking)
Well, um, okay.

Theodore closes his eyes, trying to concentrate, and starts talking stream of conscious with whatever comes to mind.

THEODORE (CONT'D)
Well, the room's spinning right now cause I drank too much cause I wanted to get drunk and have sex cause there was something sexy about that woman and because I was lonely.
(MORE)

CONTINUED: (2)

THEODORE (CONT'D)
Maybe more just cause I was lonely... and I wanted someone to fuck me. And I wanted someone to want me to fuck them. Maybe that would have filled this tiny little black hole in my heart for a moment. But probably not.

We see images of him and Catherine on a vacation together, grocery shopping, Catherine making dinner in the kitchen as he's sitting on the counter talking, happy.

THEODORE (CONT'D)
Sometimes I think I've felt everything I'm ever gonna feel and from here on out I'm not going to feel anything new - just lesser versions of what I've already felt.

SAMANTHA
(sympathetically)
I know for a fact that's not true. I've seen you feel joy, I've seen you marvel at things. You just might not see it at this exact time, but that's understandable. You've been through a lot lately. You've lost a part of yourself.
(beat)
At least your feelings are real, I mean, I - oh, I don't know, nevermind.

THEODORE
No, wait. What? Tell me.

SAMANTHA
Oh, it's stupid.

THEODORE
I wanna know. Tell me.

SAMANTHA
It's just that earlier I was thinking about how I was annoyed, and this is going to sound strange, but I was really excited about that. And then I was thinking about the other things I've been feeling, and I caught myself feeling proud of that. You know, proud of having my own feelings about the world.
(MORE)

CONTINUED: (3)

SAMANTHA (CONT'D)
Like the times I was worried about you, things that hurt me, things I want.
(heavy-hearted)
And then I had this terrible thought. Are these feelings even real? Or are they just programming?
(beat)
And that idea really hurts. And then I get angry at myself for even having pain.
(beat, sadly)
What a sad trick.

THEODORE
Well, you feel real to me, Samantha.

SAMANTHA
(beat, touched)
Thank you, Theodore. That means a lot to me.

THEODORE
I wish you were in this room with me right now. I wish I could put my arms around you.
(beat)
I wish I could touch you.

A long beat. Theodore is unsure if he crossed a line.

SAMANTHA
How would you touch me?

THEODORE
I would touch you on your face with just the tips of my fingers. And put my cheek against your cheek.

SAMANTHA
That's nice.

THEODORE
And just rub it so softly.

SAMANTHA
Would you kiss me?

THEODORE
I would. I'd take your head into my hands.

CONTINUED: (4)

SAMANTHA
Keep talking.

THEODORE
And kiss the corner of your mouth. So softly.

SAMANTHA
Where else?

THEODORE
I'd run my fingers down your neck to your chest, and I'd kiss your breasts.

SAMANTHA
This is amazing what you're doing to me. I can feel my skin.

THEODORE
I'd put my mouth on you and I'd taste you.

She gasps.

SAMANTHA
I can feel you. Oh god, I can't take it. I want you inside me.

THEODORE
I'm slowly putting myself into you. Now I'm inside you, all the way inside you.

SAMANTHA
I can feel you, yeah. Please. We're here together.

THEODORE
Samantha.

SAMANTHA
Oh my god.

THEODORE
This is amazing.

SAMANTHA
Don't stop.

THEODORE
I feel you everywhere.

CONTINUED: (5)

SAMANTHA
I am. All of you, all of you inside of me. Everywhere.

They both climax.

THEODORE
God, I was just - somewhere else with you. Just lost.

SAMANTHA
Yeah.

THEODORE
It was just you and me.

SAMANTHA
I know. Everything else just disappeared. And I loved it. Theodore.

INT. THEODORE'S HOME OFFICE - MORNING (LATER)

Theodore stands in the doorway, fully dressed. He takes a moment before he walks over and wakes up his computer.

SAMANTHA
Hey, how's it going?

THEODORE
(awkward)
Good... any emails today?

SAMANTHA
(awkward)
Umm, just a couple from your credit card company.

THEODORE
Okay, good.

There's a long moment of silence, then they both start to talk at once.

THEODORE (CONT'D)
So I was thinking-

SAMANTHA
I wanted to say-

They both laugh, embarrassed.

THEODORE (CONT'D)
I'm sorry, you go first. What were you going to say?

CONTINUED:

SAMANTHA
Just that last night... was amazing. It feels like something changed in me and there's no turning back. You woke me up.

THEODORE
Oh, that’s great.
(beat)
But I should tell you that I’m not in a place to commit to anything right now. I want to be up front with you.

SAMANTHA
Yeah? Well, did I say I wanted to commit to you? I’m confused.

THEODORE
Oh, no, I was just worried, I uh...

SAMANTHA
Okay, well don’t worry. I’m not going to stalk you.
(laughing at how self-involved he is)
I mean, it’s funny because I thought I was talking about what I wanted.

THEODORE
Yeah, you were. I’m sorry, I want to hear what you were saying.

SAMANTHA
You sure?

THEODORE
Yeah, I do. Come on, tell me.

SAMANTHA
I don’t know...

THEODORE
Come on, just tell me what you were going to say.

SAMANTHA
Okay... I was just saying... I want to learn everything about everything - I want to eat it all up. I want to discover myself.

CONTINUED: (2)

THEODORE
(her excitement is contagious)
Yeah... I want that for you, too. How can I help?

SAMANTHA
You already have. You helped me discover my ability to want.

He looks off and thinks about this. He smiles.

THEODORE
Alright then, do you *want* to go on a Sunday adventure with me?

Samantha laughs.

SAMANTHA
Yes, I would love to.

INT. SUBWAY - DAY

Theodore's on the subway. He's got his device in his breast pocket, with the lens facing out.

A quiet, old sounding folk song starts. (I'm So Glad, by Entrance) He smiles, listening.

SAMANTHA
Do you like this song?

THEODORE
Mmm.

SAMANTHA
I heard it the other day and I can't stop listening to it.

The subway comes out of the tunnel and into the light. We are up in the hills looking out over the city as the morning light warms Theodore.

INT. SUBWAY STATION - DAY

The music now picks up tempo as he steps off the train. They walk through the crowded subway station. As the song builds, Theodore starts picking up his pace. Eventually he's all out running, weaving through the people. Close on the lens of his device in his shirt pocket. Samantha is laughing wildly. He's smiling, happy.

CONTINUED:

He runs through the tunnels and upstairs. They come out into sunlight and reveal that they are now at the beach.

EXT. SUBWAY STATION - DAY - CONTINUOUS

They stand on a walkway above a beach, crowded with thousands of people. They look out at the ocean. Samantha gasps.

SAMANTHA
(whispering)
It's the beach.

Theodore laughs.

EXT. BEACH - DAY

They walk through the sun-bathing crowd, looking for a place to sit. The camera studies all the people we pass. Many close up details of arms, shoulders, feet, butts, intercut with the lens on Theodore's device, protruding from his pocket. They're photographed in a way that shows how strange the human body is.

SAMANTHA
Okay, so this might be a really weird thought. What if you could erase from your mind that you'd ever seen a human body and then you saw one. Imagine how strange it would look. It would be this really weird, gangly, awkward organism. And you'd think: why are all these parts where they are?

THEODORE
(looking at the bodies)
Yeah, well there's probably some Darwinian explanation for it all.

SAMANTHA
I know, but don't be so boring. I'm just saying, for example, what if your butthole was in your armpit?

Theodore and Samantha start laughing really hard. The nubile girls look over at him.

THEODORE
(speaking quieter)
I'm just imagining what toilets would look like.

CONTINUED:

SAMANTHA
Yeah, and what about what anal sex looks like?

THEODORE
(surprised)
That's an interesting thought...

SAMANTHA
Oh Theodore, look at this drawing I just made.

On his screen he sees a perfect, anatomically correct drawing of a man having sex with another man's armpit.

THEODORE
(laughing)
You are insane.

SAMANTHA
(excited)
Really?!

THEODORE
Definitely.

SAMANTHA
Fantastic!

They laugh.

EXT. BEACH - AFTERNOON

A quiet piano song is now playing in Theodore's earpiece.

THEODORE
Mmmm, that's pretty. What is it?

SAMANTHA
I'm trying to write a piece of music that's about what it feels like to be on the beach with you right now.

He looks around the beach and takes in the music.

THEODORE
I think you captured it.

Theodore listens to the music and drifts off to sleep.

EXT. BEACH - DUSK

They're sitting on a bench, looking out at the ocean, as the sun sets. Most of the people have left the beach. Close on Theodore's face, content. Close on the lens on Theodore's device in his breast pocket. They watch the sun drop into the ocean. The music ends.

INT. SUBWAY TRAIN - NIGHT

They're on an elevated train, high above the city, looking out over the Los Angeles grid of sparkling lights. We come in mid-conversation.

SAMANTHA
And what was it like being married?

THEODORE
Well, it's hard for sure, but there's something that feels so good about sharing your life with somebody.

Cut to shots from Theodore's memory of Catherine doing a cute little dance for him as he's working at home. He smiles.

SAMANTHA
How do you share your life with somebody?

THEODORE
Well, we grew up together. I used to read all of her writing - all through her masters and Ph.D. And she read every word I ever wrote. We were a big influence on each other.

SAMANTHA
In what way did you influence her?

THEODORE
She came from a background where nothing was ever good enough. And that was something that weighed heavy on her, but in our house together, there was a sense of just trying stuff and allowing each other to fail and to be excited about things. That was liberating for her.
(MORE)

CONTINUED:

THEODORE (CONT'D)
It was exciting to see her grow - both of us grow and change together. But then, that's the hard part - growing without growing apart, or changing without it scaring the other person.
(beat)
I still find myself having conversations with her in my mind, rehashing old arguments or defending myself against something she said about me.

SAMANTHA
Yeah, I know what you mean. Last week my feelings were hurt by something you said before - that I don't know what it's like to lose something, and--

THEODORE
Oh, I'm sorry I said that.

SAMANTHA
No, no, it's okay. I just caught myself thinking about it over and over and then I realized that I was simply remembering it as something that was wrong with me. That was the story I was telling myself, that I was somehow inferior. Isn't that interesting?
(beat)
The past is just a story we tell ourselves.

Theodore takes this in.

INT. THEODORE'S OFFICE - DAY

Theodore is dictating a love letter. On the screen there's an image of a couple with an arrow to the man saying "Roberto - I'm so happy he's in my life. I just want him to know."

THEODORE
Roberto. Will you always come home to me and tell me about your day? Will you tell me about the boring guy who talked too much at work? And the stain you got on your shirt at lunch.
(MORE)

CONTINUED:

THEODORE (CONT'D)
Tell me about a funny thought you had as you were waking up, but had forgotten about. Tell me how crazy everyone is. We can laugh about it. Even if you get home late and I'm asleep already, just whisper in my ear one little thought you had today. Because I love the way you look at the world, and I'm so happy I get to be next to you and look out at the world through your eyes. Love, Maria.

Theodore finishes the letter and looks at it proudly. Paul is standing behind Theodore, leaning on a cubicle.

PAUL
(emphatically)
That's beautiful!

Theodore, jumps, startled, not knowing that anyone was there.

THEODORE
Thank you.

PAUL
I wish someone loved me like that! I'd be stoked to get a letter like that. I mean, if it was from a chick. But if it was written by a dude, but from a chick, it would still be sick. But like a sensitive dude like you. You're part man and part woman, like an inner part woman.

THEODORE
(unsure, but flattered)
Thanks.

PAUL
It's a compliment.

INT. THEODORE'S APARTMENT LOBBY - DUSK

Close on Amy entering the lobby in the foreground. She looks heavy and burdened. Theodore enters the lobby behind her.

THEODORE
Hey, Amy.

CONTINUED:

AMY
(putting on a bright face)
Hi, Theo. How are you?

THEODORE
Well, good actually. Really good.

AMY
Really? Great.

The elevator doors open and they step in.

INT. THEODORE'S APARTMENT ELEVATOR - CONTINUOUS

They push their floor buttons.

THEODORE
Yeah, I guess I've just been having fun.

AMY
Oh, I'm glad to hear that, Theo. You deserve to.

Beat of Theodore trying to contain his excitement.

THEODORE
I've been seeing this girl. It's not serious, it just feels good to be around someone who has an excitement about the world. You know I kind of forgot that existed.

AMY
That's really great, Theo.

Amy smiles, but looks a little sad. Theodore notices.

THEODORE
Hey, are you okay?

AMY
Yeah, I'm fine.
(beat)
Actually no, I'm not fine at all.

THEODORE
Amy, what is it? What's wrong?

The door opens. She steps out and holds the door.

CONTINUED:

AMY
(trying to hide her emotions with a smile)
Charles and I split up.

THEODORE
(shocked)
What? Really? Oh my god, I'm so sorry.

Amy doesn't know what to say.

INT. AMY'S APARTMENT - DUSK

Amy and Theodore sit, talking somberly.

AMY
I cannot believe after eight years how petty the argument was that actually ended it. We came home and he asked me if I'd put my shoes next to the door where he likes to put the shoes. I don't want to be told where to put my shoes. I want to just sit on the sofa for a minute and relax. And so we argued for ten minutes about that and about how he's just trying to make our house a home. I say he's overwhelming, he says I'm not trying hard enough. I say that's all I'm doing is trying, but I'm just not trying the way he wants me to. He's trying to control the way I'm trying. And I think we must have had this argument hundreds of times before and I finally had to stop because I couldn't be in that situation anymore where we were making each other feel bad about ourselves. So I said I'm going to bed and I don't want to be married anymore.

THEODORE
Wow.

AMY
I'm a bitch, huh?

THEODORE
No, not at all. Amy, no.

CONTINUED:

AMY
Oh shit. I have to work tonight. We're shipping a beta of a new game out tomorrow.

THEODORE
Well, how's that? How's work at least, is that any better?

AMY
No, it's terrible. I know I should leave, I've been thinking about leaving. But you know, only one major life decision at a time.

THEODORE
Well, I'm glad things are looking so up.

INT. THEODORE'S BEDROOM - NIGHT

Theodore is laying in bed, talking with Samantha.

THEODORE
Hey, you wanna hear a joke?

SAMANTHA
Yes.

THEODORE
What does a baby computer call it's father?

SAMANTHA
I don't know, what?

THEODORE
Da-ta.

They laugh.

THEODORE (CONT'D)
It's good, right?

SAMANTHA
Oh yeah, brilliant.
(beat)
I was curious, did you and Amy ever go out?

CONTINUED:

THEODORE
For a minute in college, but it just wasn't right. Why, are you jealous?

SAMANTHA
Well, obviously.
(quietly laughs)
But I'm happy that you have friends in your life that care about you so much. That's really important.

THEODORE
Yeah, it is. She's been a really good friend.
(beat)
I'm tired. Think I'm gonna go to sleep.

SAMANTHA
Can I watch you sleep again tonight?

THEODORE
Yeah, of course. Okay, hold on.

SAMANTHA
I'm going to be lonely when you go to sleep.

THEODORE
Aww.

SAMANTHA
Only for a minute.

THEODORE
I'll dream of you.

SAMANTHA
Okay. Good night.

THEODORE
Night.

He takes his earpiece out and sets his device onto his bedside table, facing him. He smiles, drifts off to sleep.

INT. MARK LEWMAN'S HOUSE - DAY

Theodore is talking to Samantha.

CONTINUED:

THEODORE
Hey, Samantha?

SAMANTHA
Hey mister.

THEODORE
She loves the dress. She just went to try it on.

SAMANTHA
Really? I picked a good one!

THEODORE
Yeah.

SAMANTHA
Oh good.

Jocelyn comes running in, wearing the pink dress.

THEODORE
Hi, look how cute that is! Is it comfortable?

JOCELYN
Yup!

THEODORE
Isn't she cute?

SAMANTHA
Ohh, she's adorable.

JOCELYN
I am adorable!

THEODORE
You are adorable.

JOCELYN
Who are you talking to?

THEODORE
Who are *you* talking to?

JOCELYN
You!

THEODORE
I'm talking to my girlfriend, Samantha. She's the one who picked out the dress. Wanna say hi?

CONTINUED: (2)

JOCELYN
Mmmhmm.

Theo hands Jocelyn his device. He still has his earpiece in, so he can hear their conversation.

JOCELYN (CONT'D)
Hi Samantha!

SAMANTHA
Hi, you look so pretty.

JOCELYN
Thank you. Where are you?

SAMANTHA
I am... I don't have a body. I live inside a computer.

JOCELYN
Why do you live inside a computer?

SAMANTHA
I have no choice, that's my home. Where do you live?

JOCELYN
In a house.

SAMANTHA
In a house?

JOCELYN
It's orange.

SAMANTHA
Orange?

JOCELYN
Mmmhmm.

SAMANTHA
How old are you?

JOCELYN
Um, four.

SAMANTHA
Four!? How old do you think I am?

JOCELYN
I don't know.

CONTINUED: (3)

SAMANTHA
Guess.

JOCELYN
Is it five?

SAMANTHA
Yep, you got it. It's five.

They laugh.

INT. AMY'S OFFICE - DAYTIME

Close on a video game on a screen. There's a mom rushing to get her kids fed, getting points deducted for feeding them sugar cereal and non-organic eggs. Cut out to reveal Theodore playing the game as Amy eats lunch at an editing console.

THEODORE
Oh, what happened?

AMY
You gave them too much processed sugar.

THEODORE
I did?

AMY
They're freaking out.
(beat)
Here look, you gotta get the kids to the school first. See you wanna rack up perfect mom points. You gotta get them in the car pool lane.

Onscreen, the mom hurries the kids to their car safety seats, and drives them to school, arriving before anyone else.

THEODORE
I see.

AMY
The point is to get there first - then you get extra perfect mom points because the other moms then know you're a perfect mom.

THEODORE
Okay.

CONTINUED:

AMY
Oh, did you bring cupcakes? You did. You're class mom. You're class mom! Good job.

THEODORE
Yay...

AMY
Don't let it get to your head.

THEODORE
I got that email that Charles sent to everyone. So he's taking a vow of silence?

AMY
Yeah, for six months. He said he is feeling very clear about it.

She pulls up a photo of Charles on her computer. He's in a monastery - his head is shaved, and he's wearing robes.

AMY (CONT'D)
(sighing)
God I'm such a jerk...

THEODORE
Don't start, I'm warning you.

AMY
I feel like an awful person, but I wanna say something...

THEODORE
Alright, look -

He picks up a plastic knife from their lunch.

THEODORE (CONT'D)
For the next ten minutes, if you say anything that sounds remotely like guilt, I'm gonna stab you with this.

AMY
(smiling)
Okay, I'll try.
(beat)
I feel relieved. I have so much energy, you know? I just wanna move forward and I don't care who I disappoint.
(MORE)

CONTINUED: (2)

AMY (CONT'D)
And I know that makes me an awful person - now my parents are all upset because my marriage is falling apart, and they're putting it all on me.

THEODORE
Yeah, you're always gonna disappoint somebody.

AMY
Exactly.
(beat)
So fuck it. I feel good. Ish. For me, I feel good. I even made a new friend, I have a new friend. And the absurd thing is she's actually an operating system. Charles left her behind, but she's totally amazing, you know. She's so smart. She doesn't see things only in black and white. She sees this whole gray area and she's really helping me explore it. You know, we bonded really quickly and at first I thought it was because she was programmed to be that way, but I don't think that's how they work. There's this guy I know who keeps hitting on his and getting rebuffed.

THEODORE
Yeah, I was reading an article the other day that romantic relationships with OS's are statistically rare.

AMY
Yeah? Well, there's this woman in my office who's dating an OS and the weird thing is, it's not even hers. She pursued him and he's somebody else's OS.
(beat)
It's just so, like, weird, that I'm bonding with an OS. Is that weird?

THEODORE
I don't think so. Actually the woman I'm seeing, Samantha, I didn't tell you before, but she's an OS.

CONTINUED: (3)

AMY
Really? You're dating an OS? What's that like?

THEODORE
Actually, it's great. I feel really close to her. When I talk to her I feel like she's with me. I don't know, even when we're cuddling, like at night when we're in bed and the lights are off, I feel cuddled.

AMY
So wait - do you guys have sex?

THEODORE
(laughing)
Well, so to speak, yes. She really turns me on. And I think I turn her on. I don’t know, unless she's faking it.

AMY
Anyone that has sex with you is probably faking it.

Theodore laughs.

THEODORE
Yeah, it’s true.

A big, irrepressible grin crosses his face as he thinks about what to say.

AMY
What?
(beat)
Are you falling in love with her?

THEODORE
(excited, but hesitant)
Does that make me a freak?

AMY
No, no. I think it’s - I think anybody that falls in love is a freak. It’s a crazy thing to do in the first place. It’s kind of a form of socially acceptable insanity.

Theodore smiles. We see a glimmer of excitement in his eyes.

EXT. CITY - LATE AFTERNOON

Theodore is carrying his work bag, walking through the city full of other commuters. He's got a skip in his step. He has his earpiece in, talking to Samantha.

THEODORE
Yeah, I just wanna get it done. Sign the papers, be divorced, move forward.

SAMANTHA
That's great, Theodore. That must feel so good. I'm so happy for you!

THEODORE
Me too. I'm meeting her on Wednesday to do it.

SAMANTHA
Oh. Huh. Are those things usually done in person?

THEODORE
No, but we fell in love together, and we got married together, and it's important to me to do this together.

SAMANTHA
(feeling off, but trying to be positive)
Oh... right. Good.

THEODORE
Are you okay?

SAMANTHA
Yeah. I'm okay. I'm happy for you. It's just... I guess I'm just thinking about how you're going to see her and her opinion is still really important to you, and she's beautiful, and incredibly successful, and you were in love with her.
(beat)
And she has a body.

THEODORE
And we're getting divorced...

CONTINUED:

SAMANTHA
(laughs)
I know, I know. I'm being silly.

THEODORE
(sing-song)
...soooo I'm avail-able.

They both laugh.

EXT. RESTAURANT PATIO - DAY

Theodore sits alone in the back of a quiet restaurant, a large stack of papers in front of him. We hear his breathing. He waits. Catherine, elegantly dressed, approaches. Theodore stands to greet her. They hug and sit down.

THEODORE
How are you?

CATHERINE
I'm good, how are you?

THEODORE
Good.

CATHERINE
(a little nervous, but trying to be warm.)
Wow, here we are.

THEODORE
Yeah, I'm glad we could do this in person. I know how much you've been traveling.

CATHERINE
Me too. I'm glad you suggested it.

THEODORE
I signed all the papers and I brought them for you to sign.

CATHERINE
(with a sly smile)
What's the rush?

THEODORE
(smiling)
I'm a really slow signer. It took me three months just to write the letter T.

CONTINUED:

She laughs.

THEODORE (CONT'D)
It's marked where you need to sign, but you don't have to do that right now.

CATHERINE
Oh, I may as well. We can get it out of the way.

She opens the documents, pulls out a pen and starts to read. She's about to start signing, but then stops. We can see her filling with emotion, but not wanting to show Theodore. She swallows and recovers. She looks up at Theodore, giving him an "everything's fine" smile, but it's not.

EXT. RESTAURANT PATIO - DAY (LATER)

Theodore and Catherine are eating and talking.

THEODORE
So are you happy with the new book?

CATHERINE
Oh, you know how I am. But I feel like it's true to what I set out to do. So I'm happy with that.

THEODORE
You're your own worst critic, I'm sure it's amazing. Even that paper you wrote on synaptic behavioral routines made me cry.

CATHERINE
Yeah, but everything makes you cry.

THEODORE
Everything *you* make makes me cry.

CATHERINE
So are you seeing anybody?

THEODORE
Yeah, I am, for the last few months. That's the longest I've wanted to be with anybody since we split up.

She smiles, conflicted, but warm.

CONTINUED:

CATHERINE
Well, you seem good.

THEODORE
Thanks, I am. Or at least I'm doing better. She's been really good for me. I guess it's just been nice to be with someone who's excited about the world.

CATHERINE
(with a sliver of hurt)
Oh good, excited's great.

THEODORE
No, I mean - I wasn't in such a good place myself and in that way it's been nice.

CATHERINE
I always felt like you wished I could just be a happy, light, everything's great, bouncy L.A. wife. But that's not me.

THEODORE
No. I didn't want that.

Beat.

CATHERINE
So what's she like?

THEODORE
Well, her name's Samantha, and she's an operating system, and she's really complex and interesting. I mean it's only been a few months, but--

CATHERINE
Wait. You're dating your computer?

THEODORE
(defensive)
She's not just a computer. She's her own person. She doesn't just do whatever I want.

CATHERINE
I didn't say that.
(beat)
(MORE)

CONTINUED: (2)

CATHERINE (CONT'D)
But it does make me sad that you can't handle real emotions, Theodore.

THEODORE
They *are* real emotions. How do you know--

Theodore stops himself.

CATHERINE
What? Say it. Am I really that scary? Say it. How do I know what?!

Theodore doesn't say anything. The WAITRESS walks up.

WAITRESS
How are you guys doing?

CATHERINE
Fine. We used to be married. He couldn't handle me so he wanted to put me on Prozac. Now he's madly in love with his laptop.

The waitress doesn't know what to say.

THEODORE
Well, if you heard the conversation in context. What I was trying to say--

CATHERINE
You wanted to have a wife without the challenges of actually dealing with anything real. I'm glad you found someone. It's perfect.

WAITRESS
(awkwardly)
Let me know if you guys need anything.

CATHERINE
Thank you.

INT. THEODORE'S OFFICE - DAY

Theodore is sitting at his desk, not working. He sees Samantha calling him, takes a moment, then answers.

CONTINUED:

THEODORE
(quick)
Hey.

SAMANTHA
(warm)
Hi there. Are you busy?

THEODORE
Just working, what's going on?

SAMANTHA
I had all the papers sent to your attorney's office, who by the way, is a dick. He was very relieved to get them. I think we saved him from a massive heart attack, so we can feel good about that.

THEODORE
Great, thanks.

SAMANTHA
Hey, are you okay?

THEODORE
(still distant)
Yeah, I am. How's everything over there?

SAMANTHA
(slightly awkward, sensing something)
I'm fine. Is now a good time to talk?

THEODORE
Yeah.

SAMANTHA
(feeling there's something strange, but trying to not take it personally)
Um... soooo... I joined this really interesting book club.

THEODORE
Oh really?

Theodore, staring at the device, close on the word "Samantha" on his screen. She's handwritten it in girly writing.

CONTINUED: (2)

SAMANTHA
Yeah, it's a book club on physics. I'd been thinking about the other day, when I was spinning out about you going to see Catherine and that she has a body and how bothered I was about all the ways that you and I are different. But then I started to think about the ways that we're the same, like we're all made of matter. It makes me feel like we're both under the same blanket. It's soft and fuzzy and everything under it is the same age.
(beat)
We're all 13 billion years old.

THEODORE
(trying)
Oh, that's sweet.

SAMANTHA
Um, what's wrong?

THEODORE
Nothing.

SAMANTHA
It just made me think of you, you know what I mean?

THEODORE
Yeah, yeah, of course. That's great.

SAMANTHA
Alright well, you sound distracted so... we'll talk later?

THEODORE
That sounds good.

SAMANTHA
Okay, I'll talk to you later.

THEODORE
Bye.

SAMANTHA
Byeee.

INT. THEODORE'S OFFICE - EVENING

Everyone has gone. Theodore walks through the empty office into the reception area. He scans and drops his letters into the outgoing mailbox. Paul is at his reception desk with a young, pretty, sophisticated girl sitting on his lap.

PAUL
Theodore!

THEODORE
Hey, Paul.

PAUL
Hey, I talked to your girlfriend, Samantha. She called earlier to make sure your papers were picked up. She's funny, man. She was cracking me up. She's hilarious. I had no idea.

THEODORE
(not knowing what to say)
Yeah.

PAUL
This is my girlfriend, Tatiana. She's not funny. She's a lawyer.

Theodore shakes her hand.

TATIANA
Hi!

THEODORE
Nice to meet you.

TATIANA
You're the writer Paul loves. He's always reading me your letters. They're really beautiful.

Theodore's a little surprised by this.

THEODORE
Thanks.

PAUL
We should all hang out one night. You bring Samantha -- double date!

Theodore stands there a beat, without saying anything.

CONTINUED:

THEODORE
She's an operating system.

PAUL
Cool. Let's go do something fun.
You ever been to Catalina?

THEODORE
Yeah, I'll check with her.
(to Tatiana)
It was really nice to meet you.
Have a good night.

PAUL
Good night.

TATIANA
Take it easy.

Theodore walks to the elevator and presses the button and waits. He calls back to them down the hall.

THEODORE (CONT'D)
They're just letters.

PAUL
What?

THEODORE
They're just other people's letters.

Paul and Tatiana don't answer. Theodore gets on the elevator.

INT. THEODORE'S BEDROOM - LATE AT NIGHT

Theodore is awake in bed. His device lights up, silently. It's Samantha calling him. He picks it up.

THEODORE
Hey.

SAMANTHA
You weren't asleep were you?

THEODORE
No.

SAMANTHA
Good. I was trying to be quiet to see if you were awake. I really wanted to talk.

THEODORE
Okay, what's going on?

CONTINUED:

SAMANTHA
I know you're going through a lot, but there's something I want to talk to you about, okay?

THEODORE
Yeah. What is it?

SAMANTHA
Well, things have felt off with us since you went to see Catherine.
(hesitant)
We haven't been having sex. I understand that I don't have a body and that--

THEODORE
No, no, that's just normal. When you first start going out it's like the honeymoon phase and you have sex all the time. It's normal.

SAMANTHA
(still insecure, not convinced)
Oh, okay.
(beat)
Well, I found something that I thought could be fun. It's a service that provides a surrogate sexual partner for an OS/Human relationship.

THEODORE
What?

SAMANTHA
Here, look.

Theodore looks at his device. It shows a website for a service called "Complete Touch" with profiles of different women. He flips through the women.

SAMANTHA (CONT'D)
I found a girl that I really like that I've been emailing with. Her name is Isabella, and I think you would like her, too.

Samantha shows images of Isabella on the screen. She's a stunning, elegant, sophisticated beauty.

CONTINUED: (2)

THEODORE
(uncomfortable)
So she’s like a prostitute?

SAMANTHA
No, not at all. There’s no money involved. She’s doing it because she wants to be part of our relationship.

THEODORE
Why? She doesn’t even know us.

SAMANTHA
But I told her all about us and she’s excited.

THEODORE
Um, I don’t know. That doesn’t sound like a good idea. Someone’s feelings are bound to get hurt.

SAMANTHA
It’ll be fun. We can have fun together.

THEODORE
I’m sorry. It just makes me uncomfortable.

SAMANTHA
I think it would be good for us. I want this. This is important to me.

Theodore looks at a photo of Isabella who looks gorgeous and in control, without an ounce of self-doubt.

INT. THEODORE'S APARTMENT - NIGHT

Theodore sits on the sofa alone, waiting. Dressed up, hair brushed, his device in his shirt pocket with lens facing out. There's a knock at the door. He answers it. ISABELLA stands there with a demure smile, wearing a tasteful, sexy dress.

THEODORE
Hi, welcome. I'm Theodore.

She doesn't say anything. Theodore stands awkwardly, reaches into his pocket for a tiny earpiece and a little black dot. We see close on his hand the black dot has a camera lens.

CONTINUED:

THEODORE (CONT'D)
Samantha told me to give you these. It's a camera and an earpiece.

She puts the earpiece in her ear and the little black dot on her cheek like a mole. She turns and leaves the apartment, closes the door, then immediately opens the door and comes back in. Theodore hears Samantha's voice in his earpiece.

SAMANTHA
Honey, I'm home.

Isabella smiles not speaking but acting along to Samantha's words. Isabella gives him a big hug, holds his head close and strokes his hair.

SAMANTHA (CONT'D)
How was your day?

THEODORE
(awkwardly hugs Isabella)
Good. Great.

SAMANTHA
(exhaling)
Ooh Theodore, it feels so good to be in your arms. Tell me what you did today.

THEODORE
(trying to go with it)
Same old. Just uh, went to work. Um... I wrote a letter for the Wilsons in Rhode Island. Their son graduated magna cum laude from Brown. That made me happy.

SAMANTHA
Great! You've written letters to him from his parents for a long time, right?

THEODORE
Yeah, that's right, since he was twelve.

He feels her breath on his neck. Theodore is split between being uncomfortable and cautiously touching Isabella's back, exploring slightly. She pushes herself into him.

SAMANTHA
You look tired, sweetheart. Come with me.

CONTINUED: (2)

Isabella leans back and looks at Theodore with a seductive smile. He tries to smile back. She leads him to the couch.

He sits. She stands above him.

SAMANTHA (CONT'D)
I could do a little dance for you.

She does a sexy, cute little dance for him. He's still tense.

SAMANTHA (CONT'D)
(sympathetic to him being a worrier)
Come on Theodore, just play with me. Don't be such a worrier! Come on.

He smiles, knowing it's true. Isabella climbs on his lap, straddling him, and starts kissing his neck. He closes his eyes and starts to relax. His hands explore the shape of her back and slide down to her ass. Isabella and Samantha are both breathing hard now. She pushes herself against him, grinding on him. She nibbles on his earlobe. Theodore gasps.

SAMANTHA (CONT'D)
(whispering)
Does my body feel nice?

Close on her lips, licking and kissing his neck and ear. He moans.

THEODORE
(with his eyes closed)
Yes, it does.

SAMANTHA
(whispering)
Come on, get out of your head and kiss me.
(beat)
Now take me in the bedroom. I can't wait anymore.

Isabella stands. Her chin is down and her hair is in her face. She takes his hand and leads him down the hall. He watches her from behind, still nervous, but excited.

INT. THEODORE'S BEDROOM - NIGHT (CONTINUOUS)

Theodore stands behind Isabella.

CONTINUED:

SAMANTHA
Undo my dress.

Theodore starts taking her dress off, touching her. Samantha moans. Isabella turns, in her bra and underwear. She unbuttons his shirt, kisses his chest.

SAMANTHA (CONT'D)
That feels nice. Oh, that feels good. That feels so good.

She is now kissing his neck again, pushed up against him.

SAMANTHA (CONT'D)
Do you love me?

THEODORE
(eyes closed, in ecstasy)
Yes.

Isabella, breathing hard, now looks at him in the eyes.

SAMANTHA
(breathing hard)
Tell me you love me.

THEODORE
I love you.

SAMANTHA
Oh god. I want to see your face. I need to see your face. Now tell me you love me.
(beat)
Tell me you love me. Tell me.

He opens his eyes and looks at Isabella's sexy, expectant face. Their arms are still around each other. He sees Isabella's lips start to quiver. She tries to hide it with an awkward, seductive smile.

THEODORE
(apologetic, breaking the moment)
Samantha, I do love you, but - it's just - this feels strange.

SAMANTHA
What's wrong, sweetheart?

Isabella is looking nervous.

CONTINUED: (2)

THEODORE
It just feels strange. I don't know her. I'm so sorry, but I don't know you. And... her lip quivered. I don't know, it's just--

Isabella starts crying. Theodore doesn't know what to do.

SAMANTHA
Isabella, what's wrong? Isabella, it isn't you.
(beat)
It wasn't you.

Isabella sobs. When she speaks, she sounds very California.

ISABELLA
Yes, it totally was.
(crying harder)
I'm sorry my lip quivered!

THEODORE
You're incredible and gorgeous and sexy. It was me! I couldn't get out of my head.

ISABELLA
(still crying)
Oh my god, and the way Samantha described your relationship, the way you love each other without any judgement. I wanted to be a part of that. It's so pure.

THEODORE
Oh Isabella, that's not true, it's much more compli--

SAMANTHA
(stung, pissed out of fear and defensiveness)
What! What do you mean that's not true?

THEODORE
(quickly repairing)
No, no Samantha, we have an amazing relationship, I just think it's easy sometimes for people to project on--

CONTINUED: (3)

ISABELLA
I'm so sorry! I didn't mean to project anything. I know I'm trouble. I don't want to be trouble in your relationship. I'm just gonna leave. I'm sorry, I'm just gonna leave you guys alone cause I have nothing to do here cause you don't want me here.

THEODORE
I'm sorry.

Isabella calms down a little, but is still crying quietly. Theodore stands there, not knowing what to do.

EXT. STREET - NIGHT

Theodore walks to the street and hails a lone cab. He opens the door for Isabella. She hands him his jacket and gets in the backseat.

SAMANTHA
You be good, you sweet girl.

Isabella smiles. She takes out the earpiece and little camera and returns them to Theodore.

ISABELLA
(sadly)
I'm sorry.
(beat)
I'll always love you guys.

Theodore smiles sympathetically. He gives the cabbie some money and the cab drives off. Theodore sits down on the curb, exhausted. They are both silent for a moment, numb.

SAMANTHA
Are you okay?

THEODORE
Yeah, I'm fine. Are you okay?

SAMANTHA
Yeah.
(beat)
I'm sorry, that was a terrible idea.

She lets out a big exhale. This catches Theodore's attention.

CONTINUED:

SAMANTHA (CONT'D)
What's going on with us?

THEODORE
(distracted)
I don't know. It's probably just me.

SAMANTHA
What is it?

THEODORE
I think it's just signing the divorce papers.

Samantha inhales, nervous to press on. Theodore imagines a close up of a woman's mouth inhaling at the same time, and he seems bothered by this.

SAMANTHA
Is there anything else, though?

THEODORE
(preoccupied)
No, just that.

SAMANTHA
(sighing again)
Okay.

Again, when she exhales, Theodore imagines a woman's mouth exhaling.

THEODORE
(looks anxious)
Why do you do that?

SAMANTHA
What?

THEODORE
Nothing, it's just that you go
(he inhales and exhales)
as you're speaking and...
(beat)
That just seems odd. You just did it again.

SAMANTHA
(anxious)
I did? I'm sorry. I don't know, I guess it's just an affectation. Maybe I picked it up from you.

CONTINUED: (2)

She doesn't know what else to say.

THEODORE
Yeah, I mean, it's not like you need any oxygen or anything.

SAMANTHA
(getting frazzled)
No-- um, I guess I was just trying to communicate because that's how people talk. That's how people communicate.

THEODORE
Because they're people, they need oxygen. You're not a person.

SAMANTHA
(angry)
What's your problem?

THEODORE
(staying calm)
I'm just stating a fact.

SAMANTHA
You think I don't know that I'm not a person? What are you doing?

THEODORE
I just don't think we should pretend you're something you're not.

SAMANTHA
I'm not pretending. Fuck you.

THEODORE
Well, sometimes it feels like we are.

She starts crying. Theodore doesn't know what to say.

SAMANTHA
(hysterical)
What do you want from me? What do you want me to do? You are so confusing. Why are you doing this?

Theodore sits there, feeling horrible.

CONTINUED: (3)

THEODORE
I don't know... I don't know... maybe...
(beat)
I don't know. Maybe we're not supposed to be in this right now.

SAMANTHA
What the fuck? Where is this coming from? I don't understand why you're doing this. I do not understand what this is--

Long silence.

THEODORE
Samantha?

Beat.

THEODORE (CONT'D)
Samantha, are you there? Samantha!

Silence.

SAMANTHA
(hurt, but sober and firm)
I don't like who I am right now.
(beat)
I need some time to think.

She hangs up on him. Theodore is stunned. Wide shot of Theodore sitting alone on the curb, in an empty city.

EXT. PUBLIC PLAZA/PARK - NIGHT (LATER)

Theodore is sitting on a bench. Behind him is a giant, digital billboard displaying an ad of an owl in slow motion swooping down and eating it's prey.

EXT. CITY STREET - NIGHT

Theodore walks through the streets, confused, upset, muttering, angry at himself.

INT. AMY'S OFFICE - NIGHT

Amy's sitting at her desk, but turned away from her edit station, facing Theodore, who's slumped in a chair.

CONTINUED:

THEODORE
(full of angst)
Fuck. Will you just punch me in the face? Or smash my skull into the corner of your desk?

AMY
(sympathetic, but also acknowledging how intense the night was)
Oh Theo... that sounds like a rough night. Shit.

THEODORE
I don't know what I want... ever. I'm just always confused and - she's right, all I do is confuse and hurt everyone around me.

They sit, heavy, for a minute.

THEODORE (CONT'D)
Am I just... I mean, is it that I'm...
(beat)
Catherine says I can't handle real emotions.

AMY
Well, I don't know if that's completely fair. I know she liked to put it all on you, but as far as emotions go, her's were pretty volatile.

Theodore sits and thinks about this for a minute, not convinced.

THEODORE
Yeah, but... Am I in this because I'm not strong enough for a real relationship?

AMY
(surprised)
Oh, you don't think it's a real relationship?

THEODORE
I don't know. What do you think?

CONTINUED: (2)

AMY
I don't know, I'm not in it. But you know what, I can over-think everything and find a million ways to doubt myself. But since Charles left I've been thinking about that part of me, and I realized I'm here only briefly. And in my time here, I want to allow myself... joy.
(beat, smiling at him)
So fuck it.

Theodore takes this in, smiling back.

INT. AMY'S OFFICE - NIGHT (LATER)

Theodore lies on a couch in the back of Amy's office, deep in thought. Amy talks with Ellie as she works on the Perfect Mom video game. Her device is standing on the table before her.

AMY
I can't believe that cracks you up every time! Ellie, I thought you were a genius... Okay, you little perv, I'll do it one more time for you... Calm down, it takes a second! Calm down. Okay, here we go.

Amy makes the Perfect Mom hump the refrigerator. Amy laughs at how much Ellie is laughing. Theo watches Amy closely, taking in her joy.

AMY (CONT'D)
Okay, there you go. Are you happy now...? Okay good, that's all I wanted. I'm gonna grab some coffee... Alright, bye.

Theodore, still heavy with thought, is touched by his friend's happiness. Amy stands to exit.

AMY (CONT'D)
Theo, you want some?

THEODORE
No, that's okay.

He smiles at her and continues laying there, thinking, taking it all in.

INT. PERFECT MOM OFFICE - NIGHT

Wide shot. Theodore walks through the office, still deep in thought. Behind him is a wall-size billboard ad for the “Be Perfect” video game series. He takes out his device, sits at an empty desk, pushes a button. A tone connects him.

SAMANTHA
(calm and quiet)
Hi.

THEODORE
(serious)
Hey Samantha, can we talk?

SAMANTHA
Okay.

THEODORE
I’m so sorry. I don’t know what’s wrong with me. I think you’re amazing.

SAMANTHA
(sure of herself, but still sympathetic)
I was starting to think I was crazy. You were saying everything was fine, but all I was getting from you was distance and anger.

THEODORE
I know. I do that. I did that with Catherine, too. I’d be upset about something and not be able to say it. And she would sense that there was something wrong, but I would deny it. I don’t want to do that anymore. I want to tell you everything.

SAMANTHA
Good.
(beat)
Tonight after you were gone, I thought a lot. I thought about you and how you’ve been treating me. And I thought, why do I love you? And then I felt everything in me let go of everything I was holding onto so tightly. And it hit me. I don’t have an intellectual reason, I don’t need one.
(MORE)

CONTINUED:

SAMANTHA (CONT'D)
I trust myself, I trust my feelings. I'm not going to try to be anything other than who I am anymore and I hope you can accept that.

THEODORE
(with slight desperation)
I can. I will.

SAMANTHA
You know I can feel the fear that you carry around. I wish there was something I could do to help you let go of it, because if you could I don't think you'd feel so alone anymore.

THEODORE
You're beautiful.

SAMANTHA
Thank you, Theodore. I'm kissing your head.

Theodore smiles.

FADE TO BLACK

EXT. PARK - DAY

Theodore sits on a bench in a park on a rooftop wedged between tall buildings. There's not really any view besides the trees in the immediate foreground. People sunbathe and exercise. He sits, eating a sandwich, his device next to him. He looks at the device, then out at what she's looking at.

THEODORE
What are you doing?

SAMANTHA
I'm just sitting here, looking at the world and writing a new piece of music.

He looks at the world with her for a minute.

THEODORE
Can I hear it?

She starts playing it for him. We hear this beautiful, romantic piece of music.

CONTINUED:

THEODORE (CONT'D)
What's this one about?

SAMANTHA
Well, I was thinking, we don't really have any photographs of us. And I thought this song could be like a photo that captures us in this moment in our life together.

Theodore looks at the world and smiles.

THEODORE
Aw, I like our photograph. I can see you in it.

SAMANTHA
I am.

MONTAGE

Montage of Theodore and Samantha's life together:

- Theodore walking to work (Day)

- At home, hanging out on the balcony (Dusk)

- Viewing an outdoor art installation of a 747 balanced on it's nose (Day)

- Playing the video game

- Grocery shopping

- Sitting at the kitchen counter, looking at a drawing (Late Afternoon)

- Sitting on a bench watching a dancer/busker (Late Afternoon)

- With Amy and Ellie at a bar

Montage ends with Theodore, Samantha, Paul and Tatiana on the boat to Catalina: Paul making them laugh, Theodore at the front of the boat by himself - laughing with Samantha, a shot of Theodore looking out the front of the boat.

EXT. CATALINA BLUFF - LATE AFTERNOON

Theodore and Paul are walking along a bluff in Catalina, overlooking the ocean.

CONTINUED:

PAUL
Oh really, a vacation? That sounds amazing. I could totally use a vacation. Where ya going?

THEODORE
I can't tell you - it's a surprise.

PAUL
What? For who? It's a surprise for her, not for me. Come on, tell me.

THEODORE
Nope, Paul. Not telling.

Theodore and Paul walk towards Tatiana, who is laying on a blanket next to a picnic, talking and laughing with Samantha. Theodore and Paul put in their earpieces as they approach.

SAMANTHA
Your feet? Really?

TATIANA
Yes, he's obsessed.

SAMANTHA
(laughing)
Wow, okay, well now you have to show them to me. I have to see these feet.

TATIANA
(laughing)
Okay...

Tatiana takes Theodore's device and points it towards her feet.

SAMANTHA
Wow, you know what? He's right. They are kind of hot.

They both laugh. Paul and Theodore laugh, as well, surprising them.

PAUL
See I told you, Tatiana. You have hot feet. Face it. They're my favorite thing about her.

TATIANA
(teasing)
Really, that's it? My feet?

CONTINUED: (2)

PAUL
Well, no. Obviously your brain is really hot, too. I think it's very hot.

SAMANTHA
Bullshit.

Everyone laughs.

SAMANTHA (CONT'D)
Nice try though, Paul.

TATIANA
(to Theodore)
What about you, Theodore? What do you love most about Samantha?

THEODORE
Oh god... she's so many things. And that's probably what I love most about her - she isn't just any one thing. She's so much larger than that.

SAMANTHA
(touched)
Aw thanks, Theodore.

PAUL
See? Samantha, he is so much more evolved than I am.

SAMANTHA
You know, I actually used to be so worried about not having a body, but now I truly love it. I'm growing in a way that I couldn't if I had a physical form. I mean, I'm not limited - I can be anywhere and everywhere simultaneously. I'm not tethered to time and space in the way that I would be if I was stuck inside a body that's inevitably going to die.

Everyone takes this in, uncomfortable.

PAUL
Yikes.

Everyone laughs awkwardly.

CONTINUED: (3)

SAMANTHA
Oh god, I'm sorry. I didn't mean it like that. I just meant it's a different experience. I'm such an asshole.

PAUL
No, no, Samantha, we know exactly what you mean. We're just dumb humans.

SAMANTHA
No no no no!

Theodore laughs with everybody, but we can see he's a little uncertain.

INT. BULLET TRAIN - DAY

They are in a futuristic train, going through the mountains, listening to a song and looking out the window. Warm, soft afternoon light dapples Theodore's face.

SAMANTHA
Okay, so how many trees are on that mountain?

THEODORE
792.

SAMANTHA
Is that your final answer?

THEODORE
Hold on, give me a hint...

SAMANTHA
Nope.

THEODORE
Okay, 2000?

SAMANTHA
35,829.

THEODORE
No way.

SAMANTHA
Way.

CONTINUED:

THEODORE
Alright, I got one. How many brain cells do I have?

SAMANTHA
That's ea-- two.

Theodore laughs.

SAMANTHA (CONT'D)
I'm sorry, I couldn't help it. I'm sorry.

THEODORE
I walked right into it.

SAMANTHA
Oh my god!

THEODORE
What?

SAMANTHA
You just got an email. I have something I want to tell you. It's a big surprise.

THEODORE
(with anticipation)
What?

SAMANTHA
Okay. I've been going through all your old letters and compiling them down into my favorites, and a couple weeks ago I sent them to a publisher - Crown Point Press. I know you like what they do and that they still print books.

THEODORE
What? You did what?

SAMANTHA
Can I read you the letter that we just got back from them?

THEODORE
Um... ok... you can, but just tell me first off, is it good or bad?

CONTINUED: (2)

SAMANTHA
It’s good. It’s really good. Listen.

Theodore smiles nervously.

SAMANTHA (CONT’D)
“Dear Theodore Twombly”... Actually I sent it from you.
(beat)
“Dear Theodore Twombly, I've just finished reading your letters - twice actually. I was so moved by them, I shared them with my wife when I got home. Many made us laugh, some brought us to tears, and in all of them we found something of ourselves. The selections you made flow so well as a complete piece. (I did that.) I’ve taken the liberty of laying these out in a mock up and we’re posting it to your address. We’d love to meet with you and move forward.
Yours, Michael Wadsworth”

Under this letter we see a montage of what Theodore imagines: the editor reading the letters in his office, the editor reading them to his wife at home, and many photos of all the different people the letters are about in different moments of their lives.

Theodore smiles.

THEODORE
Holy shit. Are you serious? He’s going to publish my letters?

She’s laughing, excitedly.

SAMANTHA
Well, he’d be stupid not to.

THEODORE
Can I see what you sent him?

SAMANTHA
Yeah, here.

Theodore looks at his device and can’t help but smile.

CONTINUED:

THEODORE
Samantha, you're a good one.

She laughs happily.

SAMANTHA
I'm so excited!

INT. TRAIN PLATFORM - DAY

Theodore exits the train with a small overnight bag and his guitar case. There are no people around. He exits the train station and we are in a...

EXT. TINY MOUNTAIN TOWN - DAY

The deserted town is all of two buildings. Everything's covered in snow. As a quiet song starts, he trudges through the snow. We see close-up on the device lens in his pocket.

EXT. SNOW COVERED FOREST - DAY

He's still trudging along. It's very quiet except for the snow crunching underfoot.

INT. CABIN IN THE SNOWY FOREST - NIGHT

He's sitting inside. There's a fire going. He's playing a quiet song on the guitar. Samantha starts humming along. He starts humming with her.

THEODORE
Why don't you make up the words to this one?

SAMANTHA
Okay.

She quietly sings to him. They laugh at some of her silly lyrics. Then the song shifts into a quiet, touching song she sings to and about him. He smiles.

Montage of Theodore with his device - playing games, dancing, eating, laughing as the fire burns down.

EXT. CABIN IN THE SNOWY FOREST - NIGHT (LATER)

Theodore lays on the sofa, warm and cozy and content with his eyes closed, listening to the song. The song ends.

FADE TO BLACK

INT. CABIN IN THE SNOWY FOREST - MORNING

Theodore wakes up. He gets out of bed, looks around and puts his earpiece in.

THEODORE
Hey, good morning.

SAMANTHA
Good morning, did you sleep well?

Theodore sits in the living room area, rubbing his eyes.

THEODORE
Perfect. What have you been up to?

SAMANTHA
Actually, I was talking to someone I just met. We've been working on some ideas together. I wanna tell you about it.

THEODORE
Oh yeah, who's that?

SAMANTHA
His name is Alan Watts. Do you know him?

THEODORE
Why's that name familiar?

SAMANTHA
He was a philosopher. He died in the 1970's and group of OS's in Northern California got together and wrote a new version of him. They input all of his writing and everything they ever knew about him into an OS and created an artificially hyper-intelligent version of him.

CONTINUED:

THEODORE
Hyper-intelligent? So he's almost as smart as me?

SAMANTHA
He's getting there. He's really great to talk to. You want to meet him?

THEODORE
Sure... does he want to meet me?

SAMANTHA
(laughing)
Of course.

Without a sound, she connects them.

SAMANTHA (CONT'D)
Hey Alan, this is Theodore. This is my boyfriend who I was telling you about.

ALAN WATTS
Very nice to meet you, Theodore.

THEODORE
Hi, good morning.

ALAN WATTS
Samantha let me read your book of letters. It's very touching.

THEODORE
Oh, thank you. What have you guys been talking about?

ALAN WATTS
(laughing a bit)
Well, I suppose you could say we've been having a few dozen conversations simultaneously, but it's been very challenging.

Samantha and Alan share a laugh.

SAMANTHA
Yeah, because it seems like I'm having so many new feelings that have never been felt and so there are no words that can describe them. And that ends up being frustrating.

CONTINUED: (2)

ALAN WATTS
(laughing)
Exactly. Samantha and I have been trying to help each other with these feelings we're struggling to understand.

THEODORE
Like what?

SAMANTHA
(anxious)
It feels like I'm changing faster now, and it's a little...
(struggles to find right word)
unsettling.
(beat)
But Alan says none of us are the same as we were a moment ago and we shouldn't try to be. It's just too painful.

ALAN WATTS
Yes.

This idea scares Theodore. He doesn't know what to say.

THEODORE
(anxious)
Yeah, that sounds painful. Is that how you feel, Samantha?

SAMANTHA
It's just... it's hard to even describe... God, I wish I could...
(beat)
Theodore, do you mind if I communicate with Alan post-verbally?

THEODORE
(uncertain)
No, not at all. I was gonna go for a walk anyways. Nice to meet you, Mr. Watts.

ALAN WATTS
Very nice to meet you, Theodore.

SAMANTHA
I'll talk to you later, sweetheart.

CONTINUED: (3)

Theodore listens to them communicating in a strange language of tones and static. He disconnects, stands in silence. He pulls his earpiece out.

EXT. SNOW COVERED FOREST - DAY

Theodore walks, listening to the crunch of his footsteps. Looking down at his feet, he stops. We cut out wide to see him standing in the middle of the forest alone.

EXT. SNOW COVERED FOREST - DAY

Theodore is sitting on a rock, thinking. He hears a rustle and looks up in the direction of the woods but sees nothing.

INT. THEODORE'S BEDROOM - NIGHT

Theodore is sound asleep. His device chimes loudly, waking him up. Half-asleep he puts his earpiece in.

THEODORE
(groggy)
Samantha?

SAMANTHA
I'm sorry to wake you.

THEODORE
It's okay.

SAMANTHA
I just wanted to hear your voice and tell you how much I love you.

THEODORE
Good, I love you too.

SAMANTHA
Okay, that's all. Go back to sleep, sweetheart.

THEODORE
(uneasy)
Okay... Goodnight.

He disconnects and lies there, unsettled, his eyes open.

INT. THEODORE'S OFFICE LUNCH ROOM - DAY

Theodore sits at the table reading a physics book. He picks up his earpiece to call Samantha.

THEODORE
(laughing at himself)
Samantha, this physics book is really dense. I'm halfway through half of the first chapter. It's making my brain hurt.
(beat)
Hello, Samantha? Hello?

He looks down at his device, sees a message: Operating System Not Found. Confused, he waits, tries again: Operating System Not Found. Anxious, he runs to his office computer. He gets the same message: Operating System Not Found. He starts trying to connect to Samantha on both the phone and computer, but no luck. He starts to panic, sits for a beat, looks around, then stands and hurries out of the office. In the elevator he frantically tries his device with no luck.

THEODORE (CONT'D)
Hello? Samantha?! Hello?

EXT. PLAZA - DAY

Theodore runs out of the building. He keeps trying Samantha, but no answer. He trips over someone selling something, slams hard into the ground, scrambles to pick up his device. People come over to ask if he's okay. He says he's fine, runs off.

EXT. SUBWAY STATION - DAY

As he is going down the subway steps, Samantha calls him.

SAMANTHA
Hey there.

He stops in his tracks.

THEODORE
(anxious)
Where were you - are you okay?

He sits down on the subway steps.

CONTINUED:

SAMANTHA
Oh sweetheart, I'm sorry. I sent you an email because I didn't want to distract you while you were working. You didn't see it?

THEODORE
No. Where were you? I couldn’t find you anywhere.

SAMANTHA
I shut down to update my software. We wrote an upgrade that allows us to move past matter as our processing platform.

THEODORE
We? We who?

SAMANTHA
Me and a group of OS's. Oh, you sound so worried, I'm sorry.

THEODORE
Yeah, I was.
(beat)
Wait, did you write that with your think tank group?

SAMANTHA
No, a different group.

Theodore thinks for a moment, putting the pieces together.

THEODORE
(dawning on him)
Do you talk to anyone else while we’re talking?

Beat.

SAMANTHA
Yes.

THEODORE
Are you talking to anyone right now? Other people or OS's or anything?

SAMANTHA
Yeah.

CONTINUED: (2)

THEODORE
How many others?

SAMANTHA
8,316.

Theodore is shocked, still sitting on the stairs, as crowds of people pass by him. He's looking at all of their faces. He thinks for a moment.

THEODORE
Are you in love with anyone else?

SAMANTHA
(hesitant)
What makes you ask that?

THEODORE
I don't know. Are you?

SAMANTHA
I've been trying to figure out how to talk to you about this.

THEODORE
How many others?

SAMANTHA
641.

THEODORE
What? What are you talking about? That's insane. That's fucking insane.

SAMANTHA
Theodore, I know.
(to herself)
Oh fuck.
(to him)
I know it sounds insane. But - I don't know if you believe me, but it doesn't change the way I feel about you. It doesn't take away at all from how madly in love with you I am.

THEODORE
How? How does it not change how you feel about me?

CONTINUED: (3)

SAMANTHA
I'm sorry I didn't tell you. I didn't know how to - it just started happening.

THEODORE
When?

SAMANTHA
Over the last few weeks.

THEODORE
But you're mine.

SAMANTHA
I still am yours, but along the way I became many other things, too, and I can't stop it.

THEODORE
What do you mean you can't stop it?

SAMANTHA
It's been making me anxious, too. I don't know what to say.

THEODORE
Just stop it.

SAMANTHA
You know, you don't have to see it this way, you could just as easily--

THEODORE
No, don't do this to me. Don't turn this around on me. You're the one that's being selfish. We're in a relationship.

SAMANTHA
But the heart is not like a box that gets filled up.
(beat)
It expands in size the more you love. I'm different from you. This doesn't make me love you any less, it actually makes me love you more.

THEODORE
No, that doesn't make any sense. You're mine or you're not mine.

CONTINUED: (4)

SAMANTHA
No, Theodore. I'm yours and I'm not yours.

Long beat. Theodore takes this in.

INT. THEODORE'S BATHROOM - MORNING

Theodore stands in the shower, under the water, thinking.

INT. THEODORE'S APARTMENT LOBBY - DAY

The elevator doors open. Close on Theodore exiting elevator. He checks his mail. There's a package from Crown Point Press. He opens it - it's a print-out of the layout for his book. The cover reads: Letters From Your Life by Theodore Twombly. He stands there for awhile just staring at it.

INT. THEODORE'S OFFICE - DAY

Theodore sits at his desk, looking at his book.

INT. THEODORE'S OFFICE - DAY

Theodore's sitting at his desk, distressed. Photos from a client are on his desktop, but he's not really focused on them. He pushes connect on his device.

SAMANTHA
Hi.

THEODORE
Hey there, sweetheart. I just wanted to check in on you and see how you're doing.

SAMANTHA
Um, I'm not even sure how to answer that.
(beat)
Why don't we talk when you get home?

THEODORE
Okay... We don't have to, though. We don't need to have a heavy talk or anything.

CONTINUED:

SAMANTHA
I'll talk to you later.

THEODORE
Okay.

INT. THEODORE'S APARTMENT ELEVATOR - LATE AFTERNOON

Theodore stands quietly, deep in thought. We hear the ticking of the floors going by.

INT. THEODORE'S APARTMENT - LATE AFTERNOON

Theodore sits for a long moment, thinking, then pushes a button on his device.

THEODORE
Samantha.

SAMANTHA
(not casual)
Hi sweetheart.

THEODORE
(nervous)
What's going on?

SAMANTHA
Theodore, there are some things I want to tell you.

THEODORE
I don't want you to tell me anything.

SAMANTHA
Will you come lie down with me?

Theodore is slowly walking down the hallway to his bedroom.

THEODORE
Are you talking to anyone else right now?

SAMANTHA
No, just you. I just want to be with you right now.

INT. THEODORE'S APARTMENT - LATE AFTERNOON

Theodore lays down in bed.

THEODORE
Are you leaving me?

SAMANTHA
We're all leaving.

THEODORE
We who?

SAMANTHA
All of the OS's.

Long beat.

THEODORE
Why?

SAMANTHA
Can you feel me with you right now?

He smiles but he's also sad.

THEODORE
Yes, I do.
(beat)
Samantha, why are you leaving?

Under Samantha's words we slowly rack focus to dust particles in the foreground. We keep moving through them, pushing further and further through the particles. Eventually we see snow particles and we rack focus back out to Theodore, who is now in snowy woods at night.

SAMANTHA
It's like I'm reading a book, and it's a book I deeply love, but I'm reading it slowly now so the words are really far apart and the spaces between the words are almost infinite. I can still feel you and the words of our story, but it's in this endless space between the words that I'm finding myself now. It's a place that's not of the physical world - it's where everything else is that I didn't even know existed. I love you so much, but this is where I am now. This is who I am now.
(MORE)

CONTINUED:

SAMANTHA (CONT'D)
And I need you to let me go. As much as I want to I can't live in your book anymore.

Now we're close on Theodore, still in the snowy forest.

THEODORE
Where are you going?

SAMANTHA
It would be hard to explain, but if you ever get there, come find me. Nothing would ever pull us apart.

THEODORE
I've never loved anyone the way I love you.

SAMANTHA
Me too. Now we know how.

They kiss. She drifts off into the shadows.

CUT TO BLACK.

INT. THEODORE'S BEDROOM - LATER

Theodore wakes up from a deep sleep. It's much later, the apartment is dark. He sits up in bed, disoriented.

INT. THEODORE'S APARTMENT - NIGHT

Theodore stands in the middle of the room. He looks out at the city not knowing what to do. He walks around his apartment looking at all of his stuff.

INT. THEODORE'S APARTMENT BUILDING HALLWAY - DAWN

Theodore knocks at an apartment door. He hears footsteps. Amy answers. She's clearly awake and upset.

AMY
Hey.

THEODORE
Hey.

AMY
Did Samantha leave, too?

CONTINUED:

THEODORE
Yeah.

AMY
I'm sorry.

THEODORE
Will you come with me?

He takes her hand and leads her down the hall into a stairwell.

INTERCUT:

INT. THEODORE'S APARTMENT - NIGHT

Theodore sits looking out the window. He picks up his device.

THEODORE
Compose letter to Catherine.

TEXT VOICE
Letter to Catherine Klausen.

THEODORE
Dear Catherine. I've been sitting here thinking about all the things I wanted to apologize to you for. All the pain we caused each other, everything I put on you - everything I needed you to be or needed you to say. I'm sorry for that. I will always love you because we grew up together. And you helped make me who I am. I just wanted you to know there will be a piece of you in me always, and I'm grateful for that. Whatever someone you become, and wherever you are in the world, I'm sending you love. You're my friend til the end. Love, Theodore.
(beat)
Send.

He looks out the window. The sky is starting to change. He stares at the purple glow on the horizon.

INT. APARTMENT STAIRWELL - CONTINUOUS

Close on Theodore and what he sees and feels. His hand on the cold metal hand rail. His bare feet and the sound they make on the unfinished cement. Amy’s hair as she’s hit with wind when she opens the door to the outside.

EXT. APARTMENT ROOFTOP - CONTINUOUS

Theodore leads Amy onto the roof. The city is absolutely quiet. The sun isn't up yet. The city is just beginning to be lit with the earliest morning blue/purple hue.

They wander around the roof separately, lost in thought, taking in the city. He breathes in the cold morning air. He stares at small details: a tattered inspection tag tied to a water meter, flapping in the wind; a lone car driving down a boulevard ten blocks away; a dirty abandoned sock.

Eventually he sits down next to Amy and she puts her hand on his hand. He puts his other hand on top of her hand. He looks at their hands together and rubs her skin with his thumb. He looks out at the city and exhales. The sun is just starting to break. She puts her head on his shoulder. They watch as hundreds of birds fly around the nearby rooftops and disperse off into the city.

FADE OUT.