

The Devil Wears Prada

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MUSIC UP

FADE IN

STEAM ON A MIRROR

- 1 ...wiped off by ANDY SACHS, 20's, pretty but not glamorous, smart but green, hair up in a towel, brushing her teeth. We intercut ANDY getting ready and... 1
- ... we see three or four other GIRLS getting ready too.
- 1A A drawer filled with about forty lipsticks slides into frame... One of the GIRLS carefully applies shiny lip gloss with a brush... ANDY puts on cherry Chapstick... 1A
- 1B&C A lacy thong floats through the air... one of the GIRLS pulls it up her glossy legs... A comfy cotton pair of Jockey for Women briefs is tugged out of a pile... ANDY pulls them on... 1B&C
- 1D A gorgeous pair of slingback heels. One of the GIRLS pulls the shoes on while her model handsome boyfriend reclines on crisp white sheets, watching her. 1D
- 1E A pair of comfortable wedges... ANDY dresses while NATE, rumpled, unshowered, wearing an old Alice in Chains t-shirt, watches her, reclining in mismatched bed-in-a-bag sheets... 1E
- 1F&G A series of quick cuts... ANDY eats a full breakfast -- eggs, bacon, bagel... One of the GIRLS carefully counts out seven almonds and pours a huge cup of black coffee... 1F&G
- 1H&I ANDY straightens a pile of newspaper clips from the Daily Northwestern with the byline ANDREA SACHS and proudly tucks them into her hideous college-graduation-present briefcase... One of the GIRLS takes Listerine breath strips, keys and a Gucci moneyclip and shoves everything in a tiny Fendi clutch. 1H&I
- 2 EXT. NEW YORK CITY -- DAY 2
- The GIRLS, looking flawless, fold their legs into taxis and town cars as ANDY trots down the street and into the subway.
- 3 INT. OFFICE BUILDING LOBBY -- DAY 3
- ANDY strides into an office building, confident. A GUARD stops her. Indicates she sign his clipboard. She signs in.

 ANDY

 What floor is Elias-Clarke? Human Resources.

Beat. The GUARD just looks at her. What?

(CONTINUED)

3 CONTINUED:

3

GUARD

Honey, you want West 57th.

4 EXT. 57TH STREET -- DAY

4

ANDY runs, but she's moving against the pedestrian tide. We widen out to see ANDY, bucking the flow like a salmon going upstream.

She gets to an intersection, starts to cross the street...

...and just misses being decked by a bike messenger.

5 EXT. ELIAS-CLARKE -- DAY

5

ANDY sees a tower looming in front of her. Elias-Clarke.

Streaming into the building are the polished GIRLS we saw in the opening... their heels click-clack on the concrete...

They are the CLACKERS of Elias-Clarke. ANDY runs in.

SCENE 6 OMITTED

7 INT. ELIAS-CLARKE ELEVATOR -- DAY

7

ANDY is a shrub in a CLACKER forest. One turns to another.

CLACKER #1

You look awesome today. I can't wear cropped pants. I look like a whale.

CLACKER #2

Oh, please. I look terrible. I almost called in fat today.

ANDY looks at them, then down at herself. If they're fat, what am I? Ding! Elevator opens and ANDY exits.

8 INT. ELIAS-CLARKE HUMAN RESOURCES OFFICE -- DAY

8

ANDY sits across from SHERRY, 40's. On the wall are covers from the Elias-Clarke magazines -- a news magazine, a cooking magazine, a fitness magazine... and Runway.

ANDY is unloading clips from her horrible briefcase.

ANDY

This article was about the Take Back the Night march. This was a four-part series on the impact of busing on the public schools...

(CONTINUED)

8 CONTINUED:

8

SHERRY holds up her finger to stop ANDY talking.

SHERRY

I have two positions available. One is assistant to the road test editor of Auto Universe magazine.

ANDY

(forces a smile)
And the other one--?

9 INT. RUNWAY RECEPTION AREA -- DAY

9

Sleek, elegant, hard-edged chic. Behind the reception desk is an elegant logo that says RUNWAY. ANDY walks over.

ANDY

Hi, I have an appointment with Emily Charlton--

EMILY (O.S.)

Andrea Sachs?

(EMILY (and MIRANDA, later) pronounce ANDREA Ahn-DRAY-a. ANDY refers to herself as AN-dree-a.)

ANDY turns and sees a taller, thinner and, amazingly, more groomed CLACKER. This is EMILY. She looks the part of the sleek fashionista, but is propelled by a core of barely tamped down anxiety. She examines ANDY.

EMILY (CONT'D)

Human Resources certainly has a bizarre sense of humor.
(sigh, annoyed)
Follow me.

10 INT. RUNWAY HALLWAY -- DAY

10

EMILY briskly walks ANDY down the hall.

EMILY

Okay, so... I was Miranda's second assistant, but her first assistant recently got promoted so now I'm the first...

ANDY glimpses an office in front of them, seductively bright.

ANDY

And you're replacing yourself.

(CONTINUED)

EMILY

I'm trying. Miranda sacked the last two girls after only a few weeks. We need to find someone who can survive here. Do you understand?

ANDY

Yes. Of course. Who's Miranda?

EMILY

(eyes widening)

You didn't just ask me that. She's the editor in chief of Runway. Not to mention a legend. Work a year for her and you can get a job at any magazine you want. A million girls would kill for this job.

ANDY

Sounds great.

She smiles. EMILY tries to think how to break it to her.

EMILY

Andrea, Runway is a fashion magazine. An interest in fashion is crucial.

ANDY

What makes you think I'm not interested in fashion?

EMILY gives her a look. ANDY smiles, like she has no idea what EMILY could mean.

Suddenly, EMILY'S Blackberry goes off. She gasps.

EMILY

Oh my God. No. No, no, no.

ANDY

What's wrong?

11

EXT. ELIAS-CLARKE -- DAY

11

A black sedan pulls to a sudden stop outside the building.

12

INT. RUNWAY - BULLPEN - DAY

12

EMILY begins rapid-fire dialing four digit extensions.

(CONTINUED)

12

CONTINUED:

12

EMILY
(all but screaming)
She's on her way -- tell everyone!

Just then a dapper man of about 40 walks briskly by.

NIGEL
I thought she was coming in at 9.

EMILY
Her driver text-messaged. Her
facialist ruptured a disk. God, these
people!

NIGEL turns and sees ANDY. Looks at EMILY. Who is that?

EMILY (CONT'D)
I can't even talk about it.

No time to discuss. NIGEL calls down the hallway.

NIGEL
All right, everyone. Man your battle
stations!
(beat, bewildered)
Did somebody eat an onion bagel?

Behind him, ANDY tries not to look guilty.

13

EXT. ELIAS-CLARKE -- DAY

13

The sedan door opens. We see only flashes of MIRANDA, what
she's wearing, not the complete picture yet...

...Manolos, Chanel jacket, Van Cleef earrings...

14

INT. RUNWAY - BULLPEN -- DAY

14

ASSISTANTS frantically push clothing rails out of the way.
EDITORS race into their office.

ANDY peers in. One of the EDITORS changes from kitten heels
to sky-high stilettos...

...another pulls on a body shaper under her dress...

...another hurriedly dumps the remains of her breakfast --
some cubes of cantaloupe -- into the trash...

15 INT. ELIAS-CLARKE LOBBY -- DAY 15

We watch MIRANDA walking through the lobby. We see PEOPLE react to her--

GUARDS, ASSISTANTS and SECRETARIES cower, DISTINGUISHED EXECUTIVES bow their heads in respectful greeting.

MIRANDA maintains a high rate of speed towards the elevator.

She gets in. The CLACKER inside immediately leaps out.

CLACKER

Sorry, Miranda.

MIRANDA doesn't acknowledge her existence.

16 INT. RUNWAY - BULLPEN -- DAY 16

EMILY races to the kitchen (right near their bullpen). Gets a glass, reaches into the fridge, pours a Pellegrino. Races into MIRANDA'S office. Races back out. Grabs an armful of magazines and newspaper from her desk and runs back into MIRANDA'S office.

17 INT. RUNWAY - RECEPTION AREA -- DAY 17

...MIRANDA steps out of the elevator and for the first time we see her head-on.

MIRANDA'S look is so distinctive you can spot her a mile away. She is unlike any other beautiful woman, singularly MIRANDA.

18 INT. RUNWAY - BULLPEN -- DAY 18

EMILY types frantically into her computer, presses print, stands by the printer waiting, takes the paper out of the printer, puts it on a clipboard. Notices ANDY.

EMILY

Oh no. You're still here. Go.

ANDY gets up.

EMILY (CONT'D)

No, stay. I don't want you walking past her. Just sit there and I'll pray she doesn't notice you marring the area.

ANDY sits back down.

(CONTINUED)

ANDY
(to herself)
Wow, this is like self-esteem camp.

The rest of the office continues its hubbub...

INT. RUNWAY - HALLWAY -- DAY

..until the moment MIRANDA enters the office from reception.

Instantly, a quiet falls. Everyone looks calm and professional. Or fakes it.

EMILY, phony smile on her face, trots down the hall to walk MIRANDA to her office.

MIRANDA
I don't understand why it's so
difficult to confirm an appointment.

EMILY
I'm so sorry, Miranda. I did confirm
last night, but--

MIRANDA
The details of your incompetence do
not interest me.

MIRANDA gestures impatiently. EMILY hands her the clipboard.
MIRANDA peruses it as they walk down the hall.

MIRANDA (CONT'D)
Tell Simone I'm not approving the girl
she sent in for the Brazil layout. I
wanted clean, athletic, and smiling
not dirty, tired and paunchy...

EMILY follows her.

MIRANDA (CONT'D)
RSVP yes to the Michael Kors party --
the car will drop me at 9:30 and wait
until I leave at 9:45... Tell Natalie
at Glorious Foods for the fortieth
time -- no, I don't want the tortes
filled with warm rhubarb compote. I
want the chopped almonds.

EMILY jots everything down.

MIRANDA (CONT'D)

Call my ex-husband and remind him the Parent-Teacher conferences at Dalton are tonight. Then call my husband and tell him to meet me for dinner at that place I went with Massimo...

EMILY

Got it.

MIRANDA

And tell Richard I saw the pictures of for the feature on female paramedics and they're all so unattractive. I don't understand. How hard is it to find a decent-looking paramedic?... Also, I need to see what Nigel has called in for Gwyneth's cover try...

MIRANDA stops at EMILY'S desk, takes off her coat, dumps it on EMILY'S desk, walks past ANDY, seeming not to notice her.

MIRANDA (CONT'D)

Who is that?

Damn. Did notice her. EMILY follows MIRANDA.

19A

INT. RUNWAY - MIRANDA'S OFFICE

19A

EMILY

Nobody. Human resources sent her up about the assistant job and I was pre-interviewing her for you, but--

MIRANDA

I'll do it. The last two you sent me were utter disappointments. Send her in.

19B

INT. RUNWAY - BULLPEN -- DAY

19B

EMILY walks out of MIRANDA'S office. Points at ANDY.

EMILY

She wants to see you.. Go go go....

And before ANDY walks in, EMILY takes ANDY'S hideous briefcase and chucks it under a desk.

20 INT. RUNWAY - MIRANDA'S OFFICE -- DAY

20

ANDY walks in. MIRANDA'S office is chic, clean, walls lined with photos by Avedon, Penn, Testino and Meisel.

We see large framed photo of MIRANDA, her husband STEPHEN and her twin GIRLS, CASSIDY and CAROLINE, in the Hamptons.

The iced Pellegrino sits on a coaster on the desk. A pile of magazines is fanned out precisely on a table.

MIRANDA

Who are you?

ANDY hands her resume to MIRANDA. MIRANDA ignores it.

ANDY

My name is Andy Sachs. I recently graduated from--

MIRANDA

What are you doing here?

ANDY

I think I could do a good job as your assistant and--

MIRANDA gives her a look.

ANDY (CONT'D)

(fast, blurting)

I came to New York to be a journalist and I sent letters to everyone and I finally got a call from Elias-Clarke and met with Sherry in Human Resources and basically it's this or Auto Universe.

ANDY stops, can't quite believe she said that. MIRANDA takes in this burst of honesty.

MIRANDA

So you don't read Runway?

ANDY

No.

MIRANDA

And before today, you had never heard of me?

(CONTINUED)

ANDY

No.

MIRANDA

And you have no style or sense of fashion.

ANDY

That depends on--

MIRANDA

That wasn't a question.

ANDY

I was Editor in Chief of the Daily Northwestern. I won a national competition for college journalists with a series on the janitor's union --

MIRANDA holds up her hand.

MIRANDA

That's all.

ANDY, startled by the abruptness, keeps talking.

ANDY

--that uncovered the exploitation of--

MIRANDA stares. ANDY abruptly stops talking. Heads for the door. Then she stops and turns.

ANDY (CONT'D)

Okay, you're right. I don't fit in here. I'm not glamorous or skinny and I don't know much about fashion. But I'm smart, I learn fast and I will work very hard.

And... MIRANDA says nothing. Just then we hear a voice, someone heading into MIRANDA'S office.

NIGEL

We got the exclusive on the yellow Cavalli for Gwyneth, the one he showed with a huge feathered headpiece, but she'll look like she's working the mainstage at the Golden Nugget, so instead...

NIGEL stops when he sees ANDY.

(CONTINUED)

ANDY
(to MIRANDA)
Thank you for your time.

She summons all her dignity and exits, walking past NIGEL, who looks at MIRANDA.

NIGEL
Who IS that sad little person? Are we doing a Before and After piece I don't know about?

21 INT. ELIAS-CLARKE LOBBY -- DAY

21

ANDY staggers out of the elevator, catching her breath. Suddenly she hears someone calling.

EMILY
Andrea!

ANDY turns. And sees EMILY.

22 INT. NATE'S RESTAURANT -- NIGHT

22

Nothing fancy. The kind of place that refills your Sprite.

ANDY is with two of her friends, DOUG and LILY. DOUG is built like a linebacker and very sweet. And her boyfriend, NATE, great looking, no vanity. He's the kind of guy who had his own radio show in college and played intramural rugby.

It's the end of NATE'S shift and he's wearing his kitchen whites. There are just a few people left in the restaurant and at the bar.

NATE
Wow. You got a job at a fashion magazine.
(beat)
Was it a phone interview?

ANDY laughs, smacks him playfully.

ANDY
Don't be a jerk.

DOUG
Miranda Priestly is famous for being unpredictable.

ANDY

Okay, how is it that you know who she is and I didn't?

DOUG

I'm actually a girl.

LILY

That would explain so much.

DOUG

Seriously, Miranda is a huge deal. I bet a million girls would kill for that job.

ANDY

Yeah, it's just that I'm not one of them.

LILY

You have to start somewhere. Look at this dump Nate works in. Paper napkins? Hello?

NATE

(doesn't miss a beat)

And Lily works at that gallery doing--

(to LILY)

What the hell is it that you do?

DOUG

Lucky for me, I have my dream job.

NATE

(huh?)

You're a corporate research analyst.

DOUG

-- which totally rocks. The free bagels on Thursday? The booze? The whores?

*
*
*
*

They look at him.

*

DOUG (CONT'D)

You're right. There are no bagels. And only a few whores.

*
*
*

The pavement is shiny from a recent rain. It's a chilly night in March. ANDY and NATE walk home.

(CONTINUED)

ANDY

You should see the way the girls dress at Runway. I'm not sure I have anything to wear to work.

NATE

You're going to be answering phones and getting coffee. You need a ballgown for that?

ANDY

I think I might.

NATE

I think you look great. Always.

She smiles. He pulls her in...

ANDY

You are so full of it.

He laughs, and kisses her.

NATE

Come on. Let's go home. I can think of something you don't need clothes for.

Just then a Lincoln Town Car comes barreling up the street going way too fast, almost clipping them.

NATE (CONT'D)

Asshole!

He and ANDY give the car the finger, laughing.

INT. ANDY AND NATE'S APARTMENT -- DAWN

Small, with a view of an air shaft. The bed's a futon. On the floor. ANDY and NATE are asleep.

Dim light trickles in. NATE wakes up, pulls ANDY closer. Soon they're kissing. Their kisses become more urgent...

ANDY'S cell phone rings, shrill, annoyingly upbeat. She feels around, finding the phone.

ANDY

Hello? Now?

She looks over at the alarm clock which reads: 6:15 AM.

30

CONTINUED:

30

NIGEL (CONT'D)
(examining her outfit)
Wow. It's like Oklahoma and New Jersey
had a baby out of wedlock.

ANDY
Actually, I'm from Cincinnati.

NIGEL
No, it's not possible. Not you.

As ANDY heads off down the hall...

NIGEL (CONT'D)
Welcome to the dollhouse, Baby.

31

INT. RUNWAY - MIRANDA'S OFFICE -- DAY

31

MIRANDA is standing by the door to her office as LUCIA, a beautiful Brazilian woman who is one of the Senior Editors, walks in with a couple of FASHION ASSISTANTS.

*

MIRANDA
Is there a reason my coffee is not
here? Was I unclear in some way?

EMILY looks panicked.

32

INT. RUNWAY - BULLPEN -- DAY

32

ANDY races down the hall, carrying the coffee to the bullpen. Before ANDY can even say hello--

EMILY
I hope you know this is a very
difficult job for which you are
totally wrong and if you mess up MY
head is on the chopping block.

EMILY takes the coffee, brings it into MIRANDA'S office, walks back out to her desk.

EMILY (CONT'D)
Okay, first of all, you and I answer
the phones. Every single time. Phones
roll to voicemail, she gets very
upset. If I'm not here, you are
chained to this desk.

ANDY
What if the building's on fire or my
appendix explodes or something?

(CONTINUED)

EMILY

One time an assistant left the desk because she sliced her hand open with a letter opener. Miranda missed Lagerfeld, who was calling right before he boarded a 17 hour flight to Australia. She now works at TV Guide.

ANDY

Man the desk at all times. Got it.

The phone RINGS. EMILY picks it up.

EMILY

Miranda Priestly's office. She's not available. I'll tell her you called.

(back to ANDY)

Remember, you and I have totally different jobs. I'll be in charge of her schedule, her expenses, her appointments. And, most importantly...

(big drumroll, she beams)

I get to go with her to Paris for Fashion Week in the fall.

EMILY points to her Arc de Triomphe screensaver.

EMILY (CONT'D)

(giddy)

I get to wear couture, go to all the shows, all the parties, meet all the designers. It's divine.

(sighs happily)

And then there's the Book.

EMILY shows ANDY a thick scrapbook.

EMILY (CONT'D)

It's a mock-up of everything in the current issue. We deliver it to Miranda's apartment every night. The second assistant is supposed to do it, but Miranda is very private and doesn't like strangers going to her house. So until she decides you're not a psycho, I get the lovely task of waiting around for the Book.

ANDY

How do I prove I'm not a psycho?

(CONTINUED)

EMILY

I have no idea. Okay, stay here. I'm going to the art department. Try not to eat everything.

On ANDY. What? EMILY walks away. ANDY looks around, unsure.

ANDY

Wait. What do I do if--

EMILY keeps walking. And sure enough, the phone rings. ANDY looks at it.

ANDY (CONT'D)

Oh no.

(takes a breath, picks up)

Mrs. Priestly's office.

(beat, wincing)

That's what I meant. Miranda

Priestly's office.

She searches around for a pen.

ANDY (CONT'D)

She's in a meeting. Can I take message? I'm sorry. Can you spell Gabbana--

(they hang up)

Guess not.

She hangs up. Takes a breath. Okay. Got through one call.

Just then JOCELYN, the attractively tomboyish accessories editor, walks out of MIRANDA'S office.

JOCELYN

Run-through at 3, shoot 8 am tomorrow.

Of course. No problem.

JOCELYN glares at ANDY.

JOCELYN (CONT'D)

Who the hell does she think I am, Houdini?

ANDY

Hi, I'm Andy, I'm the new--

JOCELYN

Great. Fantastic. If you'll excuse me, I gotta go pull a bunch of fringe purses out of my ass.

(CONTINUED)

ANDY turns and sees NIGEL walking down the hall carrying a pair of stunning Dolce slingbacks. And a trashcan.

NIGEL
I guessed 8 1/2.

ANDY
That's very nice of you, but I don't need those. Miranda hired me. She knows what I look like.

NIGEL
Do you?

MIRANDA
Emily!

We hear MIRANDA clearly. She's not yelling. She never yells.

MIRANDA (CONT'D)
Emily!

NIGEL
She means you.
(nudges her)
Go.

ANDY takes a deep breath and walks in.

ANDY walks in.

MIRANDA
There you are, Emily. How many times do I have to scream your name?

ANDY
Actually, it's Andy.

MIRANDA
Pardon?

ANDY notices she's brought the room to a screeching halt.

ANDY
My name is Andy. Andrea, but people call me Andy.

MIRANDA

What a fantastic story. So entertaining and full of useful information.

MIRANDA looks at her. And smiles. Terrifying.

MIRANDA (CONT'D)

I need ten or fifteen skirts from Calvin Klein...

ANDY

What kind of--

MIRANDA

Please bore someone else with your questions. Make sure we can get Pier 59 at 8 am tomorrow... Remind Jocelyn I want to see a few of those satchels Marc is doing in the pony... And tell Simone I'll take Frankie if Maggie is not available tomorrow... And did Demarchelier confirm?

ANDY

Demar--

MIRANDA

Get him on the phone.

As ANDY leaves --

MIRANDA (CONT'D)

And Emily.

ANDY turns.

ANDY

Yes?

And MIRANDA doesn't say anything. Just looks at ANDY'S shoes. Then back up at ANDY. Her message unmistakable.

ANDY flies out of MIRANDA'S office, races over to the desk, pulls on the Dolces. MIRANDA immediately calls out...

MIRANDA

Do you have Demarchelier?

ANDY tries to look the name up in the address book on the computer.

ANDY
Let's see. D-A-

Just then EMILY appears behind ANDY. She dials the phone.

EMILY
I have Miranda Priestly calling.
(calls out)
I have Patrick.

She flips the call to MIRANDA. Then turns to ANDY, who's slightly panicked.

ANDY
She called me in and asked me about Pier 59. She said something about Simone and Frankie and someone else. And she needs skirts from Calvin Klein. I think that's the most important thing, but I couldn't tell. Oh, and there was something about a pony.

EMILY
Did she say which skirts?
(ANDY shakes her head No)
Did she say what kind?
(No.)
Color? Shape? Fabric?
(No. No. No.)

ANDY
I tried to ask her, but--

EMILY
You never ask Miranda. Anything.
(sighs)
All right, I'll take care of the other stuff. You go to Calvin Klein.

ANDY
Me?

EMILY
I'm sorry. Do you have a prior commitment? Is there some hideous pants convention?

(CONTINUED)

ANDY

So I just, what, go down to the Calvin Klein store and ask them--

EMILY rolls her eyes so hard they almost eject from her head.

EMILY

You're not going to the store.

ANDY

Of course not. I'm going... to his house.

*

EMILY

(oh god why me?)

You are catching on quickly. We always send assistants to a designer's home on their very first day. You're going to his showroom. I'll give you the address.

*
*
*
*
*

ANDY

Sorry. Got it.

*
*

EMILY writes out the address. As she does, ANDY pulls out a subway map. EMILY looks at it like it's on fire.

*
*

EMILY

Good God. You do not. Under any circumstances. Take public transportation.

*
*
*
*

On ANDY. I don't?

*

35

EXT. ELIAS-CLARKE -- DAY

* 35

ANDY steps out. Sees a Black Lincoln Town Car. She smiles.

36

EXT. ELIAS-CLARKE/INT. TOWN CAR -- DAY

36

ANDY rides uptown. She looks around -- the magazines, the tiny bottles of water, the little dishes of candy. The driver, ROY, looks at her in the mirror.

ROY

Miranda's new assistant. Congrats.

ANDY

Thanks.

ANDY takes some candy.

ROY

You know--

ANDY

You're going to say a million girls would kill for my job.

ROY

Actually, I was going to say those Skittles are seven years old.

ANDY puts the candy back.

EXT. CALVIN KLEIN SHOWROOM -- DAY

ANDY looks up at the showroom. Her phone rings again.

MIRANDA (O.S.)

Are you there?

ANDY

I'm about to walk in. I'll call you as soon as--

Click. Her phone immediately rings again.

EMILY (O.S.)

While you're out... Miranda needs you to go to Hermes and pick up twenty five red Bride de Gala scarves. Cassidy forgot her homework at Dalton, pick that up. And Miranda went out to meet with Meisel, she'll want more Starbucks when she gets back.

Click.

INT. CALVIN KLEIN SHOWROOM -- DAY

LIZ, the sales rep, brings out a rack of skirts for ANDY.

LIZ

You must be new. Congratulations. People would KILL for your job. I would. I love Miranda. She's such an icon. I've dealt with her a couple times, but I'm sure she doesn't remember.

Just then ANDY'S phone rings.

MIRANDA (O.S.)
What do they have?

ANDY looks at the rack, searching for the right terminology.

ANDY
There's a um, variety of skirts. Let's see...

LIZ mouths "Is that her?" ANDY nods. LIZ smiles.

MIRANDA (O.S.)
Who's there? Who are you dealing with?

ANDY
I'm sorry. What's your name?

LIZ
Liz.

ANDY
It's Liz.

MIRANDA (O.S.)
Get away from her. She is useless and unattractive. Ask for Ivan, tell him we're doing a reshoot tomorrow and need at least ten skirts.

Click. ANDY looks at LIZ.

LIZ
(eager)
What did she say?

ANDY
(wincing)
Is Ivan in by any chance?

LIZ
(crushed)
I'll get him.

39 & 40 -- OMITTED

41 INT. RUNWAY - BULLPEN -- DAY

41

ANDY walks in, laden with stuff and more coffee and snacks.
EMILY springs up.

(CONTINUED)

EMILY

Oh my God. What took you so long? I have to pee.

ANDY

You haven't peed since I left?

Just then MIRANDA walks through, dumps her coat on ANDY'S desk and walks into her office.

EMILY

You do the coat.

She points to the closet. ANDY quickly hangs up the coat.

EMILY (CONT'D)

Now, be prepared. The run-through is at 12:30 and people are panicking, so the phone is going to be ringing off the hook.

ANDY

The run-through. Right.

Clearly, she has no idea what a run-through is.

EMILY

(exasperated)

The editors bring in options for a shoot and Miranda chooses. She chooses every single thing in every issue. Run-throughs are a big deal.

And indeed ANDY can see EDITORS running in and out of their offices, rack of clothes and accessories flying.

ANDY

(deep breath)

Wow. I can't believe I started work on such a crazy day.

EMILY

This is sloooow.

She starts to leave.

EMILY (CONT'D)

After the loo, I'm going to lunch. I get twenty minutes, you get fifteen. When I come back, you can go.

As ANDY watches EMILY'S thin hips as they move down the hall.

(CONTINUED)

41 CONTINUED: (2)

41

ANDY
You eat lunch?

42 INT. ELIAS-CLARKE CAFETERIA -- DAY

42

A pasta bar. Deserted.

A pizza station. Not a soul.

A salad bar. Girls crowd the lettuce area, though no one's within a mile of the dressing region.

ANDY races over to the deserted soup station. Quickly ladles some corn chowder into a bowl. NIGEL walks by with his tray.

NIGEL
Corn chowder. Interesting choice.

ANDY looks at him, confused.

NIGEL (CONT'D)
You do know that cellulite is one of the ingredients of corn chowder.

They walk over to the register, which has a long line. A few GIRLS are openly gaping, amazed that ANDY selected chowder.

ANDY
None of the girls here eat anything?

NIGEL
Not since 2 became the new 4 and 0 became the new 2.

ANDY
I'm a 6.

NIGEL
Which is the new 14.

ANDY dips a piece of bread in her chowder, eats it. Seeing this, two of the CLACKERS gasp in horror...

Then ANDY notices she's dripped on her blouse. She dabs it.

NIGEL (CONT'D)
Something tells me you've got more polyblend where that came from.

ANDY
Okay. You think my clothes are hideous. I get it, okay?
(MORE)

(CONTINUED)

ANDY (CONT'D)

But I'm not going to be working in fashion forever. I don't see any reason to change everything about myself because I have this job.

NIGEL

You're right. That's what this multi-million dollar industry is all about. Inner beauty.

She gives him a look.

NIGEL (CONT'D)

But I agree with you about the first part. You won't be working in fashion forever.

*
*

ANDY

You know, you're really turning out to be an inspiring mentor.

*
*
*

NIGEL

Thanks. It's a gift.

*
*

Just then NIGEL'S phone rings. He picks up, listens.

NIGEL (CONT'D)

She moved the run-through up half an hour. Let's go, Six.

*

CLOSE ON... ANDY'S corn chowder and NIGEL'S salad being chucked in the garbage.

ANDY and NIGEL get in the elevator with a short, elegant man. IRV RAVITZ, chairman of Elias-Clarke. NIGEL nods, deferential.

NIGEL

Mr. Ravitz.

IRV

Nigel. Issue going well?

NIGEL

Without a hitch. This is Andy Sachs, Miranda's new assistant.

IRV

Congratulations, young lady. A million girls would kill for that job.

43

CONTINUED:

43

The elevator opens. IRV nods to NIGEL and exits.

NIGEL

(to ANDY)

Chairman of Elias Clarke. You know
what they say, tiny man, huge ego.

(checks his watch)

We should have taken the stairs.

44

INT. RUNWAY - MIRANDA'S OFFICE -- DAY

44

EDITORS are literally racing up and down the halls.

Rails are flying up and down the hall, editors carrying
basket trays with accessories laid out on them.

People start filing into MIRANDA'S office. One of the FASHION
ASSISTANTS is breathing heavy from the running.

MIRANDA gives her a look. The woman promptly stops breathing.

NIGEL walks in, passing MIRANDA. He stops.

NIGEL

Those are not the earrings I picked
out for you.

MIRANDA

Had to show you who's boss.

NIGEL

Then cut my paycheck. It would hurt
less.

45

INT. RUNWAY - MIRANDA'S OFFICE -- DAY

45

Accessories are spread out on the floor in basket trays.
Clothes are on racks. MIRANDA clicks through the racks.

MIRANDA

No... No... No... I swear I don't
understand why it's so difficult for
you to pull together a decent run-
through. You had hours to prepare...
(continues clicking)

Where are all the advertisers?

LUCIA

We have some pieces from Banana
Republic and--

(CONTINUED)

MIRANDA

We need more.

MIRANDA holds up a skirt. Shows it to Nigel.

NIGEL

You know me. A full ballerina skirt with a hint of saloon and I'm on board. Of course, you need the right accessories...

MIRANDA nods. He's right of course.

MIRANDA

Where are the belts for this skirt?

JOCELYN races over and holds up two belts. MIRANDA studies them. ANDY looks at them too. To us, and to her, they look exactly the same.

JOCELYN

Tough call. They're so different.

ANDY lets out a little giggle. And it's like she set off a grenade. Slowly everyone turns to her.

MIRANDA

Is something funny?

ANDY

No, no, no. It's just...

And MIRANDA says nothing. ANDY twists in the wind.

ANDY (CONT'D)

It's just that both of those belts look the same to me. I'm still learning about this stuff, so--

And the silence is deafening. Everyone looks to see what MIRANDA will do.

MIRANDA

This... stuff? Okay. I understand. You think this has nothing to do with you. Let's talk for a moment about that awful blue sweater you're wearing. Cameron Diaz wore a dress that color on the cover of Runway.

(MORE)

(CONTINUED)

45 CONTINUED: (2)

45

MIRANDA (CONT'D)

The same shade of blue quickly appeared in eight other designers' collections, then went to the secondary designers, the department store labels, and to some lovely Old Navy, where you no doubt found it. That blue is worth many millions of dollars and countless jobs. And it was selected by the people in this room from a pile of... stuff.

She smiles at ANDY. Who quakes.

MIRANDA (CONT'D)

That's all.

46 INT. ANDY & NATE'S APARTMENT -- NIGHT

46

ON ANDY at home, pacing. She changes out of her work clothes into sweats while NATE makes her what looks to be the tastiest grilled cheese in history.

ANDY

You should have seen the look she gave me. I thought the flesh was going to melt off her face.

NATE laughs.

ANDY (CONT'D)

It's not funny. She could be the most horrendous person I've ever met. She's not happy unless everyone around her is panicked, nauseous or suicidal. And all the Clackers just WORSHIP her...

(off his confused look)

They call them clackers. Their stilettos in the marble lobby... clack, clack, clack...

She pulls an ancient Northwestern sweatshirt over her head. She starts eating the grilled cheese, gesturing angrily with it as she talks.

ANDY (CONT'D)

And they all act like they're curing cancer or something. The amount of time and energy they spend on things that DON'T MATTER!!! Poring over these minute details. And for what?

(MORE)

(CONTINUED)

ANDY (CONT'D)

So tomorrow they can spend an extra 300,000 dollars reshooting something that was probably fine to begin with? To sell people things they don't need?

She puts down the sandwich.

ANDY (CONT'D)

God, I'm not even hungry now. Maybe that's why everyone there is so skinny.

NATE

Gimme that. There's about eight dollars worth of Gruyere in there.

He takes the sandwich, takes a bite.

ANDY

I've gotta just figure out how to do this job and then stick it out. I don't want her to get the best of me. I won't let that happen.

NATE

Easy, Killer.

ANDY

And give me that sandwich.

NATE

Oh, no way. It's mine now.

She grabs it away from him. He chases her, trying to get it back.

MUSIC UP. THE WORK MONTAGE.

MIRANDA walks past ANDY. ANDY puts her best face on.

ANDY

Good morning, Miranda!

Thwack! Miranda's coat lands on Andy's desk.

MIRANDA

Get me Isaac.

We see ANDY look through the computerized address book, find the number.

Thwack! Another coat lands on ANDY'S desk.

47A INT RUNWAY - MIRANDA'S OFFICE 47A
IN HER OFFICE.

MIRANDA pushes her plate of scrambled eggs across the desk.

MIRANDA
These eggs are frigid. *

47B EXT. DINER STREET -- DAY 47B

CUT TO: ANDY runs across the street to the diner.

INT. RUNWAY BULLPEN -- DAY

Thwack! Another coat.

MIRANDA
Pick up the Polaroids from the
swimwear shoot.

INT. STUDIO -- DAY

ANDY opens the door onto in a narrow room filled with semi-naked women changing into bikinis.

Someone points ANDY towards the STYLIST... on the other side. She picks her way across, trying not to stare and, in an effort to avoid brushing against a body part, she veers into a rack of clothing, sending it clattering into the wall.

47E INT. RUNWAY BULLPEN -- DAY 47E

Thwack! Another coat.

MIRANDA
The brakes in my car are making a
weird noise. Take it in.

47F EXT. STREET -- DAY 47F

CUT TO: ANDY, driving a Porsche up the street, brakes squealing. She's terrified.

INT. RUNWAY BULLPEN -- DAY

Thwack! Another coat.

MIRANDA
We need the hat from the finale of the
Zac Posen show.

EXT. BRYANT PARK -- DAY

We see ANDY carrying the "hat" -- a funny, over-the-top concoction (at least 30 inches tall, perhaps with a taxidermied bird in it or something such...). People stare.

*

47G INT. RUNWAY BULLPEN -- DAY

47G

Thwack! Another coat.

MIRANDA

The girls need two of those cute Polo backpacks everyone's carrying in their favorite colors.

47H INT. POLO -- DAY

47H

ANDY is in the Polo showroom. There are about fifteen different kinds of backpacks. ANDY studies them, perplexed.

47I INT. RUNWAY BULLPEN -- DAY

47I

Thwack! Another coat.

MIRANDA

Pick up my shoes from Manolo.

47J EXT. STREET -- DAY

47J

CUT TO: ANDY carrying a huge bag filled with shoe boxes...

47K INT. RUNWAY - MIRANDA'S OFFICE -- DAY

47K

MIRANDA

...and while you're out, get Patricia.

47L EXT. STREET -- DAY

47L

Widen out to reveal she's not only carrying the luggage, she's also fighting Patricia, a St. Bernard on a leash.

47M INT. RUNWAY - BULLPEN

47M

Thwack! Another coat! Thwack! Another coat! Thwack! Thwack! Thwack!

48 INT. RUNWAY - BULLPEN -- DAY

48

ANDY is at her desk, exhausted, head in hands.

MIRANDA

Get me Isaac!

(CONTINUED)

And this time, without consulting the Rolodex or even lifting her head much, ANDY dials the number by heart.

ANDY
I have Isaac.

Widen out to see EMILY. A beat.

ANDY (CONT'D)
Wow. Thank God it's Friday, huh?

EMILY ignores her, busy assembling a stack of lookbooks to return to the Art Department.

ANDY (CONT'D)
My Dad's coming in from Ohio this weekend. We're having dinner tonight. Then we're seeing "Chicago"...

EMILY says nothing.

ANDY (CONT'D)
You doing anything fun this weekend?

EMILY
Yes.

EMILY walks away.

EXT. ANDY & NATE'S APARTMENT -- EVENING

We see ANDY'S dad, RICHARD, distinguished, if a few pounds overweight, is ringing the doorbell to ANDY'S apartment.

ANDY calls down.

ANDY
Dad! I'll be right down!

INT. UPSCALE RESTAURANT -- NIGHT

ANDY and her DAD are at an upscale, quiet restaurant. He hands her an envelope.

RICHARD
Here. Don't want you to get behind in your rent.

ANDY
How did you--
(realizes)
I'm gonna kill Mom. Thank you.

(CONTINUED)

She tucks it in her purse. They smile at each other.

ANDY (CONT'D)

It's so good to see you. You want to start grilling me now or should we wait until after dinner?

RICHARD

(grins)

Thought I'd let you at least enjoy the bread basket first.

ANDY

(smiles)

Oh, just go ahead.

RICHARD

We're just a little worried. We get emails from you at your office at 2 am, your pay is terrible, you don't get to write anything...

ANDY

(still trying to keep it light)

Hey. Not fair. I wrote those e-mails.

RICHARD

I'm just trying to understand why someone who was accepted to Stanford Law turns that down to be a journalist and now you're not even doing that--

ANDY

Oh please. Not this again.

RICHARD

Why did you even bother applying to law school?

ANDY

Because it's what you wanted. This is what I want.

RICHARD

This? Being a secretary?

ANDY

I'm an executive assistant.

(CONTINUED)

RICHARD

You hang coats, you go to Starbucks,
you're a secretary, Andy.

ANDY

You have to trust me. Being Miranda's
assistant opens a lot of doors. Emily
is going to Paris with Miranda in a
few months, she'll meet editors and
writers from every important magazine.

But RICHARD still looks dubious.

ANDY (CONT'D)

Dad, I swear. This is my break. This
is my chance. This is my--

Just then the cell phone rings. ANDY looks down at it.

ANDY (CONT'D)

-boss.

RICHARD looks at her.

ANDY (CONT'D)

I have to get it.

ANDY picks up her cell phone.

INT. MIAMI INTERNATIONAL AIRPORT -- NIGHT

MIRANDA is surrounded by crowds heading home for the weekend.

MIRANDA

My flight is cancelled... Some absurd
weather problem.

She starts moving through the airport.

MIRANDA (CONT'D)

I have to get home. Tonight. The twins
have a recital at school tomorrow
morning.

INT. UPSCALE RESTAURANT -- NIGHT

RICHARD looks at ANDY.

ANDY

Absolutely, Miranda. Let me see what I
can do.

(CONTINUED)

52

CONTINUED:

52

She hangs up, looks at RICHARD.

ANDY (CONT'D)
(apologetic)
I'm so sorry, Dad. I have to deal with
this.

53

EXT. STREET -- NIGHT

53

QUICK CUTS of ANDY on the cell phone as she and RICHARD walk through Times Square.

ANDY
I need a jet from Miami to New York...
(jump cut)
A jet, any kind of jet...
(jump cut)
Yes, tonight, right now.
(jump cut)
From Miami to New York.
(jump cut)
As soon as possible. Please call me
back as soon as the situation changes.
(jump cut)
I'm trying, Miranda. No one is flying
out because of the weather.

Throughout, ANDY gestures to her Dad... I'm sorry. This will just take a second.

54

INT. MIAMI INT'L AIRPORT -- NIGHT

54

MIRANDA looks out the window at the squall.

MIRANDA
Please. It's just drizzling. Someone
must be getting out. Call Donatella
and get her jet. Call everyone with a
jet -- Irv, Armani...

ANDY (O.S.)
But--

And MIRANDA hangs up.

EXT. THEATER -- NIGHT

A few minutes later. ANDY stands there, clutching her phone, thinking...

RICHARD
Andy, come on. Let's go in.

(CONTINUED)

CONTINUED:

ANDY

I've done everything I could think of.
I don't know what else to do.

ANDY's phone rings again. RICHARD looks at her.

ANDY (CONT'D)

I'm sorry, Dad.

(she picks up)

Miranda, you don't understand. Even if
I get you a plane, they won't let you
take off tonight and--

MIRANDA

Andrea. Stop making excuses. GET ME
HOME.

She hangs up.

ANDY

Oh my God. She is going to murder me.

RICHARD

Would it help if I talked to her?

Scene 55 OMITTED

56 INT. RUNWAY - MIRANDA'S OFFICE -- DAY

56

ANDY stands in front of MIRANDA'S desk, cowed.

MIRANDA

The girls' recital was wonderful. They
played Rachmaninoff and everyone loved
it. Except for me... because I was not
there.

ANDY

I'm so sorry, Miranda.

MIRANDA turns away from the window to look at ANDY.

MIRANDA

Do you know why I hired you?

ANDY shakes her head. MIRANDA turns to face her.

MIRANDA (CONT'D)

I always hire the same girl, stylish,
slender, worships the magazine. And
often they turn out to be
disappointing and stupid.

(CONTINUED)

56

CONTINUED:

56

ANDY blanches.

MIRANDA (CONT'D)

But you, with your fancy resume and your big speech about your so-called work ethic-- I thought you would be different. I thought, go ahead, take a chance, hire the smart, fat girl.

ANDY'S eyes widen (she's not even remotely fat, of course.)

MIRANDA (CONT'D)

I had hope. I always have hope. But you're as disappointing as anyone else.

ANDY

I did everything I could think of--

MIRANDA

That's all.

And she goes back to her work. ANDY stands there a second, then leaves. And we see her eyes start to well.

57

INT. RUNWAY - BULLPEN -- DAY

57

ANDY comes out of the office, biting back tears. She immediately starts running down the hall.

EMILY

Excuse me, where do you think you--

ANDY keeps running.

58

INT. RUNWAY - NIGEL'S OFFICE -- DAY

58

ANDY walks in, very upset. NIGEL looks up, surprised.

ANDY

She hates me, Nigel.

NIGEL

And that's my problem because -- wait, no. Not my problem.

*
*

ANDY

I need your help. I don't know what to do. It's like I'm completely beneath her contempt. No matter how hard I try.

*
*

(CONTINUED)

NIGEL

Andy, please. Be serious. You're not trying. You're whining.

She looks shocked.

NIGEL (CONT'D)

You want me to say poor you, Miranda is picking on you? She's just being Miranda. Wake up, Six. You're working at the place that first published some of the major artists of the century -- Halston, De La Renta, Lagerfeld. And what they made is cooler than art, because you live your life in it -- I mean, not you, but some people. This is not just a magazine. It's a shining beacon of hope for, oh, I don't know, say a young boy growing up in Rhode Island with six brothers, pretending to go to soccer practice when he was actually at sewing class and reading Runway at night under the covers with a flashlight.

*
*
*
*
*
*
*
*
*

He picks up steam as he talks.

*

NIGEL (CONT'D)

You have no idea how many legends have walked these halls and what's worse, you don't care. Because this is a "stepping stone" for you. This place, that people would die to work, you deign to work. And you want to know why she doesn't give you a kiss on the forehead and put a gold star on your homework?

*
*

ANDY

Okay, fine!

*
*

He looks at her.

*

ANDY (CONT'D)

You're right. I'm screwing this up. I know. But I want to make this work. I really do. And I'm going to try harder. But there's one thing I can't do by myself.

*
*
*
*
*

She looks at him and he realizes what she's asking.

NIGEL

Oh, no. No way...

ANDY

You do it with the other girls.

NIGEL

The other girls are different. They really want it.

ANDY

Please, Nigel. Don't make me beg...

He looks at her, thinking...

59 INT. RUNWAY - CLOSET -- DAY

59

NIGEL swings open the door to...

...a large room piled high with shoes, bags, clothes, furs, jewelry. ANDY follows, looking around at everything.

NIGEL

I don't know what you expect me to do. These are all sample sizes -- 2 and 4.

He thinks, hands her an item.

ANDY

A... poncho?

NIGEL

You'll take what I give you and like it.

He looks around, assessing everything with a practiced eye. Then he starts flings clothing at ANDY.

NIGEL (CONT'D)

Versace peasant skirt -- we can pull it up, belt it, make it a dress... Miu Miu boyfriend cardigan... Alberta Ferretti dress -- smocked, very forgiving.

As she catches the clothing.

NIGEL (CONT'D)

Don't just stand there. We have to get you to the beauty department too. And God knows how long that will take.

60 INT. RUNWAY - BULLPEN -- DAY

60

EMILY is on the phone.

EMILY

I have no idea why Miranda hired her.
I knew from the moment I saw her that
she was a complete and utter--

And suddenly ANDY appears in her gorgeous clothes, her make-up impeccable, hair soft, loose and pretty.

She looks grown-up, sexy and above all sophisticated.

EMILY (CONT'D)

(voice trailing)
--disaster.

ANDY sits down at her desk, pretends she didn't hear her.
EMILY is still staring. ANDY'S phone rings.

ANDY

Miranda Priestly's office. She's not
in. I'll leave word.

She hangs up. EMILY is still gaping.

ANDY (CONT'D)

(in EMILY'S posh accent)
Can I help you, luv?

61 EXT. NATE'S RESTAURANT -- NIGHT

61

ANDY waits for NATE outside his restaurant in the alley. He
walk out, bantering with a couple other cooks. He starts to
walk away, going...

...right past ANDY. Stops. Walks back a few steps.

He looks her up and down, stunned.

ANDY

What do you think?

NATE

I think we better get out of here
before my girlfriend sees me with you.

She smiles, grabs his hand and walks him down the alley. To
where her town car is waiting.

(CONTINUED)

ANDY

Bang & Olufsen. Charlie Rose sent it to Miranda for her birthday. I looked it up online. It's 750 dollars. She doesn't want it, so Emily told me to keep it. Oprah sent a present. So did Jessica Simpson. And Nelson Mandela.

NATE

All for a woman who doesn't need anything. Perfect.

She reaches into her bag, hands out perfume, cosmetics. Etc.

ANDY

Here... A bunch of Kiehl's, some Mason Pearson hair brushes...

DOUG

Dammit, I love your job.

DOUG picks up one of the perfume bottles and is about to spray it on his hand when ANDY stops him.

ANDY

It's called "Pink". For women.

DOUG

Men can be pink. I have a pink side.

LILY

Please. We're eating.

ANDY hands LILY a blue purse. LILY gasps.

LILY (CONT'D)

Where did you get this? This is the new Marc Jacobs, sold out everywhere. It's nineteen hundred dollars. I can't take this.

But LILY'S already happily transferring her things from her old purse into the new one.

ANDY

Sure you can.

NATE

Why do women need so many bags? You get one, it holds all your junk, aren't you done?

(CONTINUED)

DOUG

Fashion is not about utility, Nate. An accessory is merely a piece of iconography used to express individual identity.

LILY

And it's preeetty.

DOUG

That too.

ANDY

Thing is, it turns out there's a lot more to Runway than fancy purses... you know who's coming into the office Friday? John Updike.

NATE

Why, does he need a sweater?

They all laugh. ANDY plucks the current issue of Runway out of her purse.

ANDY

(a bit peeved)

Look, there's a piece by Jay McInerney, an essay by Joan Didion, an interview with Christiane Amanpour oh...

NATE

Look who's drinking the KoolAid.

She gives him a look. Just then ANDY'S cell phone rings. MIRANDA. NATE grabs it.

ANDY

Give me the phone.

He checks the name on the phone.

NATE

Oh, look. The Dragon Lady. Of course.

ANDY

Give me the phone.

ANDY grabs for the phone. NATE tosses it to LILY.

(CONTINUED)

65 CONTINUED: (3)

65

LILY
I'll talk to her. Tell her she needs
to get her own scrambled eggs.

She tosses it to DOUG. ANDY practically tackles him, grabs
the phone away.

ANDY
Come on, guys. Give me the phone!

They are all stunned by her vehemence. Including ANDY.

ANDY (CONT'D)
Hello, Miranda.
(beat)
Fine. No problem. I'm leaving right
now.
(hangs up)
You guys didn't need to be such
assholes.

She exits. And all her friends exchange a look.

68 EXT. JAMES HOLT'S LOFT -- NIGHT

68

ANDY pulls up in front of a loft building in Tribeca.

69 INT. JAMES HOLT'S LOFT -- NIGHT

69

ANDY rings the buzzer. No answer but she can hear VOICES
behind the door. She pushes it and it opens. Inside is a loft
with a party going on.

ANDY looks around -- it's one of those New York parties you
think you'll never be invited to. She walks over to one of
the super hot women.

ANDY
I'm looking for James Holt...

She points to a handsome man by the window. JAMES HOLT, one
of the top designers, 40's, muscular, tan, impeccable.

ANDY walks over to him.

ANDY (CONT'D)
Hi, I'm Andy. I'm picking up for
Miranda Priestly.

JAMES
You must be the new Emily. Let me see.

(CONTINUED)

He checks her out.

JAMES (CONT'D)

Hand-embroidered and beaded with double stitched lining and French seams. Who made this amazing piece?

ANDY

You.

JAMES

Duh.

He hands her a folio with a handle.

JAMES (CONT'D)

It's a sketch of Miranda's dress for the benefit, the centerpiece of my spring collection. Top secret stuff.

ANDY takes the folio.

ANDY

I'll guard it with my life.

JAMES

Come on. You work for Miranda, you must be in desperate need of hard liquor.

He walks her to the bar. She tries not to stare at the party GUESTS... is that Lenny Kravitz? Is that Julian Schnabel?

JAMES (CONT'D)

(to the BARTENDER)

She'll have the punch.

(hands her the punch)

It's deadly. Have fun!

And he walks away. ANDY clutches the glass of punch.

CHRISTIAN

He's right. I had the punch at James's last party, woke up in Hoboken wearing nothing but a poncho and a cowboy hat.

She looks over. Sees a great-looking, sophisticated man in his 30's who has an air of mischief. CHRISTIAN THOMPSON.

ANDY

Hi. I, um... I have to go.

(CONTINUED)

CHRISTIAN

But you want to stay. You've never been to a party like this.

ANDY

God, I love it when total strangers tell me how I feel.

CHRISTIAN

That's my way.
(extends his hand)
Christian Thompson.

ANDY

Christian Thompson? You're kidding. You write for every magazine I love. I actually reviewed your collection of essays for my college paper.

CHRISTIAN

Did you mention my good looks and killer charm?

ANDY

No, but I did point out some factual errors and a penchant for confessional semi-fiction that borders on self-indulgent.

CHRISTIAN

You and the Times.
(laughs)
And what do you do?

ANDY

Well, I want to work somewhere like the New Yorker or Vanity Fair. I'm also a writer, but--

CHRISTIAN

Is that right? I should read your stuff. Send it over.

ANDY

Thank you. That would be great. Anyway, for now I'm Miranda Priestly's assistant.

And his expression immediately changes.

(CONTINUED)

CHRISTIAN

You're kidding. Oh, that's too bad.
You'll never survive Miranda.

ANDY

Excuse me?

CHRISTIAN

You're smart, you're nice, you have a
point of view. You can't do that job.

ANDY hands him her glass of punch.

ANDY

I have to go.

She starts to leave.

CHRISTIAN

Let me guess. You have a boyfriend
waiting. From... not high school...
college? Nice-looking guy, devoted,
about to ask you to move in with him,
but you're not sure...

She stares at him. Appalled. And, you know, intrigued.

ANDY

You. Are not a nice person.

CHRISTIAN

Nice to meet you, Miranda girl.

He walks away. Steam practically pours out of her ears.

ANDY

For your information, he's really
handsome. And we already live
together!

This doesn't cause him to turn around, though it does cause a
few other people to stare. ANDY walks away, embarrassed.

ANDY'S walking back towards her and NATE'S apartment, holding
the folio. She crosses paths with NATE.

NATE

You got the nuclear briefcase from the
undisclosed location. I'm proud of
you.

(CONTINUED)

ANDY
(surprised)
Where are you going?

NATE
Doug and some of his yahoo friends are playing Texas Hold 'Em at his apartment. Gonna go get me some of that Wall Street money.

ANDY
But I came back so we could hang out.

NATE
(lightly)
Man, I'm sorry. You didn't make that crystal clear when you stormed off after calling me an asshole.

ANDY
Okay, look, I'm sorry about that--

He gives her a kiss.

NATE
I'll see you later, okay?

Just then NATE'S cell phone rings. NATE picks up.

NATE (CONT'D)
Hello?
(the way ANDY talks to
MIRANDA)
Sure, Doug! I'll get on it ASAP! A six-pack? No problem. Dutch or German?

ANDY looks at him, hand on hip as he walks away. Very funny.

SCENE 71 OMITTED

We see MIRANDA, studying the sketches JAMES sent over, spread out in the folio.

MIRANDA
Andrea!

ANDY walks into MIRANDA'S office.

72 CONTINUED:

72

MIRANDA (CONT'D)

Call James's office. Tell them I want to move the preview to today at 12:30. And tell everyone else. Be ready to leave in half an hour.

75 INT. RUNWAY - HALLWAY -- DAY

75

NIGEL looks surprised.

NIGEL

They're not expecting us until Tuesday. Did she say why?

ANDY

Yes, she explained every detail of her decision-making, then we brushed each other's hair and gabbed about American Idol.

NIGEL

I see your point.

76 EXT. STREET/INT. TOWN CAR -- DAY

76

MIRANDA and ANDY ride along in heavy traffic. MIRANDA is tapping her foot, impatient.

ANDY (O.S.)

What's a preview, anyway?

NIGEL (O.S.)

Miranda insists on seeing all the designer's collections before they show them.

ANDY (O.S.)

And she tells them what she thinks?

NIGEL (O.S.)

In her way. There's a scale. One nod, good. More than one nod -- very good. There is only one actual smile on record -- Tom Ford, 2001. If she doesn't like it, she shakes her head.

INT. TOWN CAR -- DAY

Finally she leans forward to ROY, the driver.

(CONTINUED)

CONTINUED:

MIRANDA

Just let us out here.

She gets out. ANDY scrambles to grab her stuff and follow.

77 INT. RUNWAY - DAY

77

NIGEL shakes his head.

NIGEL

And then there's the pursing of the lips.

ANDY

What does that mean?

NIGEL

Catastrophe.

78 & 79 OMITTED

80 INT. JAMES HOLT'S LOFT -- DAY

80

MIRANDA walks in the elevator. ANDY hesitates, unsure if she's permitted to be in the elevator with her. Okay, fine.

81 INT. JAMES HOLT'S ELEVATOR -- DAY

81

Beat. MIRANDA and ANDY ride up together.

ANDY

Last time I was here, James was having this cool party and--
(off MIRANDA'S look)
--and this is why you don't like to ride up in the elevator with people.

MIRANDA smiles a tight little smile. Precisely.

82 EXT. JAMES HOLT'S LOFT -- DAY

82

Another town car pulls up and NIGEL, LUCIA, JOCELYN and some of the other Runway editors and assistants pile out.

83 INT. JAMES HOLT'S LOFT -- DAY

83

MIRANDA walks in. JAMES is standing there with his staff and his Public Relations team. JAMES is clearly buzzing.

JAMES

Miranda. Great to see you.

(CONTINUED)

MIRANDA diligently kisses both of his cheeks.

JAMES (CONT'D)

You got the sketches for your dress.

MIRANDA

Yes. I did.

Beat. And she conspicuously does not say she liked them.

MIRANDA (CONT'D)

Thank you.

And her tone is very remote. And now we can see JAMES really start to quake.

MIRANDA arranges herself on the Mies daybed, legs folded, ramrod straight. The other RUNWAY editors -- NIGEL, JOCELYN and LUCIA and their assistants, stand behind MIRANDA.

JAMES and his people stand off to the side as a few fit MODELS begin walking out in various outfits.

JAMES

This season I started to think about the intersection of East and West...

No one in the room watches anything except -- MIRANDA'S reaction.

As JAMES speaks, we dissolve from outfit to outfit. JAMES is trying desperately to impress MIRANDA. He's practically tap-dancing.

JAMES (CONT'D)

I didn't want to do, say, a blonde in a kimono. It's more about capturing the Eastern sensibility in the Western woman. Kind of Uma Thurman in Kill Bill in a kick ass dress with an obi belt. The modern woman as Geisha meets rock star, with a little Desperate Housewives thrown in.

Suddenly, there's a glimpse of movement from Miranda -- could it be a nod? Everyone holds their breath.

No, she's just straightening her glasses.

JAMES (CONT'D)

And this, of course, is the dress we're making for you.

(CONTINUED)

83

CONTINUED: (2)

83

An overly busy red dress with too many fashion ideas being attempted at one time.

JAMES (CONT'D)

A lush Asian fabric, tailored, but with a bit of movement to work against the modernism.

And suddenly, there it is, the kiss of death. The dreaded pursing of the lips.

SCENE 84 & 85 OMITTED

86

EXT. STREET -- DAY

86

The Runway team files out, MIRANDA first. ANDY and NIGEL walk together.

ANDY

(sotto voce)

She pursed her lips and because of that he's going to change his entire collection?

NIGEL

You still don't get it, do you? Her opinion is the only one that matters.

MIRANDA, about to get into the town car, turns to ANDY.

MIRANDA

Make sure you confirm my dinner with--

ANDY

--Galliano at Butter. Done.

MIRANDA

And I need to see the look book for the November denim shoot.

ANDY

It's in the car.

MIRANDA

Fine.

MIRANDA turns to leave, pauses.

(CONTINUED)

86

CONTINUED:

86

MIRANDA (CONT'D)

Oh, and you'll be bringing The Book to my home tonight. Emily will give you the key.

She gets in the car. ANDY stands there as this sinks in.

INT. RUNWAY -- DAY

ANDY is with EMILY.

ANDY

She said I can deliver the Book. That means I must have done something right. Isn't that great?

EMILY

(deadpan)

Yeah. Whoopee. Okay, now, it's very important that you do EXACTLY what I'm about to tell you.

87

INT. RUNWAY - BULLPEN -- NIGHT

87

We hear EMILY'S voiceover as we see this happening.

EMILY (V.O.)

The Book is assembled by 10 or 10:30, so you must wait around until then.

We see ANDY, waiting. The area around MIRANDA'S office is totally quiet.

88

INT. RUNWAY - MIRANDA'S OFFICE -- NIGHT

88

ANDY drifts in and looks at MIRANDA'S office -- the pictures of her with everyone from Desmond Tutu to Paris Hilton.

Then ANDY walks over to MIRANDA'S pristine white couch. Sits on it. Hell, why not. Lies down on it. Gingerly. Then--

INTERCOM

(loud)

Book's ready!

And ANDY startles and falls completely off the couch.

89

INT. RUNWAY - MIRANDA'S OFFICE -- NIGHT

89

An editorial ASSISTANT brings ANDY The Book. It's heavy.

(CONTINUED)

89

CONTINUED:

89

EMILY (V.O.)
You'll be delivering Miranda's dry
cleaning with the book.

We see ANDY removing the dry cleaning from the closet --
about a dozen garments on hangers.

90

EXT. STREET/INT. TOWN CAR -- NIGHT

90

ANDY whisks across town. It's late, the streets are quiet.

EMILY (V.O.)
The driver will take you to Miranda's
townhouse.

91

EXT. STREET -- NIGHT

91

ANDY unloads the car and walks up the flight of stairs in
front of the townhouse, carrying the book and dry cleaning.
She takes out a key.

EMILY (V.O.)
Let yourself in.

ANDY takes a deep breath and turns the lock.

INT. FOYER -- NIGHT

ANDY steps into a marble-floored foyer with a large staircase
looming right in front of her.

EMILY (V.O.)
Open the door, step into the foyer,
hang the clothes on the hook and leave
the Book on the table.

93

INT. RUNWAY - BULLPEN -- DAY

93

On EMILY, intense.

EMILY
Do not talk to anyone. Do not look at
anyone. You must be completely
invisible. That's of the utmost
importance. Do you understand?

94 OMITTED

95

INT. MIRANDA'S FOYER -- NIGHT

95

ANDY steps inside, her footsteps echoing through the foyer.

(CONTINUED)

ANDY

...dry-cleaning on the hook...

She looks up. Sees a hook. And is about to hang it. When she sees another hook. Or is that a sconce? She scans the hall. Wait, no, that's the hook... No, is that a gargoye?

She picks the one that looks most like a hook. Hangs the dry cleaning. So far, no disasters. She lets out a breath of relief.

ANDY (cont'd) (CONT'D)

...book on the table...

And you guessed it. There are two tables.

ANDY (cont'd) (CONT'D)

Shit.

Suddenly she hears a noise. She looks up and sees two girls of about 12, CASSIDY and CAROLINE, peering down the staircase. CAROLINE points at her with her violin bow.

CAROLINE

You can give us the Book.

CASSIDY

We'll give it to her.

ANDY shakes her head. No no no.

CAROLINE

It's okay. Come on up.

ANDY

But I can't... Shh...

CASSIDY

It's okay.

And ANDY, unsure what to do, starts to walk up the stairs. She gets about halfway up when she hears voices... *

MIRANDA and her husband, STEPHEN are in the dining room, a sliver of which is visible from the foyer.

MIRANDA

What did you want me to do? Walk out in the middle of a photo shoot?

ANDY freezes.

(CONTINUED)

STEPHEN

I rushed out of an investment committee meeting early, then I sat there waiting for you for almost an hour...

MIRANDA

We were in a loft near the Seaport. My phone didn't work. I told you.

STEPHEN

...and I knew what everyone in the restaurant was thinking. There he is, waiting for HER again--

And as he says this he stops, curious. There on the stairs, head peeking into the second floor, is ANDY, frozen.

With the TWINS smiling at her.

And before ANDY can stop herself, her eyes float over to STEPHEN'S. Eye contact. Her heart does a flip. And her eyes dart over to MIRANDA and they make eye contact as well...

... and MIRANDA gives ANDY a look of utter coldness, disgust and judgement. ANDY freezes.

96 EXT. STREET -- NIGHT * 96

ANDY closes the door to the townhouse, heart pounding. *

97 INT. ANDY & NATE'S APARTMENT -- NIGHT 97

ANDY crawls into bed next to NATE, heart racing, and looks up at the ceiling, freaking out.

98 INT. RUNWAY - BULLPEN -- DAY 98

ANDY walks in, already bracing herself, and runs into EMILY, emerging from MIRANDA'S office, very upset.

ANDY

Okay, before you start freaking out, it wasn't such a big deal. The twins said hello, I said hello back, then I glanced upstairs--

*

EMILY

You went upstairs? Oh my God. Why didn't you just climb into bed with her and ask for a bedtime story?

ANDY

You're right. I made a mistake.

EMILY

Don't you understand? If you get fired, that might jeopardize Paris for me. And if that happens, I will search every Blimpie's in the tri-state area until I find you and kill you.

ANDY

Wait a second. She's going to fire me?

EMILY

I don't know. She's not happy.

And they hear MIRANDA'S voice, ringing out from the office.

MIRANDA

An-dre-a.

ANDY and EMILY exchange a look. Oh, boy.

INT. RUNWAY - MIRANDA'S OFFICE -- DAY

ANDY walks in, apprehensive.

ANDY

Miranda, about last night, I--

MIRANDA

I need the new Harry Potter book for the twins.

ANDY

Of course. I'll run down to Barnes & Noble right now.

MIRANDA

Did you fall down and smack your little head on the pavement?

ANDY

Not that I can recall.

MIRANDA

We have all the published Harry Potter books. The girls want to know what happens next.

ANDY stands there a moment, fully aware of the impossibility of what MIRANDA just asks.

(CONTINUED)

ANDY

So you want the... unpublished manuscript.

MIRANDA gives her a look. Is there a problem?

MIRANDA

We know everyone in publishing. Shouldn't be a problem.

(beat)

You can do anything, right?

*
*
*
*
*

INT. RUNWAY - BULLPEN -- LATER

ANDY paces, panicky. EMILY watches her.

ANDY

She doesn't get it. There's no way I can get that book. I don't care who I call.

Just then MIRANDA walks out. ANDY springs up to get her coat.

MIRANDA

My girls are leaving on the train to their Grandmother's at 3. They'll need the book by then.

ANDY

Of course.

MIRANDA

I'd like my steak in fifteen minutes.

ANDY

No problem.

MIRANDA exits.

ANDY (CONT'D)

Great. I have to get the impossible manuscript in four hours. And Smith and Wollensky's doesn't open until 11:30. How am I supposed to get the steak?

(paces)

She's going to fire me, isn't she? She's just prolonging the kill. Like an evil cat with a tiny unfashionable mouse.

EMILY

Oh look, you're getting paranoid. Yay.
It's not just me. Listen, don't freak
out. There could be a silver lining
here.

ANDY looks at her. Really?

EMILY (CONT'D)

When Miranda gives someone an
impossible task, it generally means
one of two things. One, she thinks you
can actually pull it off.

ANDY

Or--

EMILY

Or, you know, that thing you were
saying about the cat.

101 EXT. STREET - DAY

101

We see ANDY racing down the street.

102 EXT. SMITH AND WOLLENSKY'S -- DAY

102

ANDY flies into frame on the phone...

ANDY

It's for Miranda Priestly... it's very
important. Yes, I know, it's
impossible to get...

...she raps on the door of the closed restaurant. The MANAGER
recognizes her, lets her in.

103 INT. SMITH AND WOLLENSKY'S -- DAY

103

From the bar, ANDY watches the steak sizzle, pacing
nervously. ANDY'S cell phone rings. She grabs it.

ANDY

Anything? Can you try again? I would
really appreciate any leads at all...
thanks. No pressure. If I don't have
it in two hours, I'm fired.

MARTY

What an amazing job, working for
someone like Ms. Priestly.

(CONTINUED)

103 CONTINUED:

103

ANDY

Yeah. It's a real party.

ANDY walks towards the door. And suddenly something catches ANDY'S eye...

We see what ANDY'S looking at -- an ad on the side of the bus stop advertising the latest issue of the New Yorker. ANDY sees a familiar name: CHRISTIAN THOMPSON.

104 INT. TAXI -- DAY

104

CHRISTIAN answers his cell phone.

ANDY (O.S.)

You probably don't remember me. We met at James Holt's party and I work for Miranda Priestly and--

CHRISTIAN

Of course I remember you, Miranda Girl. You shaken off the college boyfriend yet?

104pt EXT. STREET -- DAY

104pt

ANDY on the cell phone.

ANDY

Listen. I desperately need a favor. And I don't know many people in the book world...

On CHRISTIAN, getting out of a taxi.

CHRISTIAN

The Harry Potter manuscript? You've gotta be kidding.

ANDY (O.S.)

I'm sorry to ask you. I'm desperate.

CHRISTIAN

Just tell her it can't be done. You'll have to come up with a plan B.

On ANDY.

ANDY

We're talking about Miranda Priestly. There is no plan B, only plan A.

105 INT. RUNWAY - HALLWAY -- DAY 105

ANDY runs down the hall with MIRANDA'S food, passing EMILY.

ANDY
Is she back? Am I fired?

EMILY
You know, I rarely say this to people who aren't me, but you need to calm down.

ANDY ignores her, racing around getting the dishes and silverware for MIRANDA'S steak.

106 INT. RUNWAY - MIRANDA'S OFFICE -- DAY 106

We see the steak, prettily arranged on MIRANDA'S china. ANDY sets up the salt and pepper. MIRANDA walks in. When MIRANDA sees the steak, she freezes.

MIRANDA
What is that doing here? I ordered it ages ago.

ANDY looks confused. Ages?

MIRANDA (CONT'D)
Luckily, before I starved to death, Irv invited me to lunch.
(re: steak)
Get rid of that. I'll be back at 3.
Please have my Starbucks order waiting.

And before she exits...

MIRANDA (CONT'D)
And if you don't have the Harry Potter book by then, don't come back.

107 INT. RUNWAY - KITCHEN -- DAY 107

ANDY carries a tray with all the food on it into the kitchen.

A beat. She looks down at the tray. And suppresses an urge to throw the whole thing at the wall.

She positions the tray over the garbage and tilts it, letting everything -- steak, china, silverware -- fall into the can.

108 INT. STARBUCKS -- DAY

108

ANDY is getting MIRANDA'S coffee.

 ANDY
 (on the cell phone)
Harry Potter.
 (jump cut)
The manuscript.
 (jump cut)
It's for Miranda Priestly.
 (jump cut to)
I need it today.
 (to the BARRISTA)
Can you make it extra hot? Like,
center of the sun hot?

The BARRISTA gives her a look.

 ANDY (CONT'D)
Sorry, my boss is particular.
 (into phone)
Are you sure? You're my last shot.
 (sighs)
All right, well, thanks for trying.

She hangs up. The BARRISTA hands her the coffee.

 BARRISTA
Sounds like a great job.

 ANDY
Actually, it is. A million girls would
kill for it.

And she starts to laugh. The girl stares at her.

109 EXT. STARBUCKS -- DAY

109

ANDY walks out of the Starbucks with the order on a tray.

ANDY stands there a moment. People bustle around her, as she finds herself at a literal crossroads.

She looks up at the building. Suddenly she stops a PASSERBY who looks at her, curious. Yeah, lady?

 ANDY
Want a mocha?

And ANDY starts passing Starbucks to people on the street.

110 INT. RUNWAY - KITCHEN -- DAY 110

NATE on the phone. Intercut with him and ANDY on the street.

NATE
Quit? Are you sure?

ANDY
I failed. She's going to fire me
anyway. Might as well beat her to the
punch.

NATE
Wow. Good for you. Congratulations,
Andy. You're free.

ANDY
Call you later.

ANDY hangs up, and immediately her phone rings again. She
looks down. Assuming it's NATE.

ANDY (CONT'D)
Hello?

CHRISTIAN (O.S.)
I'm brilliant. Really. Monuments
should be erected in my honor.

WE INTERCUT

110pt EXT. STREET -- DAY 110pt

Between ANDY and CHRISTIAN, also walking down the street.

ANDY
You didn't.

CHRISTIAN
Oh yes. A friend of a friend does the
cover art. She has the manuscript.

ANDY
No. That would mean I actually... did
something right.
(stunned)
But see... thing is... See, I was
about to...

And we see ANDY. She looks up at the Elias-Clarke building,
teetering on a precipice.

(CONTINUED)

110pt CONTINUED:

110pt

CHRISTIAN
You want this, you better hurry.

111 INT. KING COLE BAR -- DAY

111

CHRISTIAN is having drinks. ANDY runs in. He hands her a manuscript.

CHRISTIAN
You have one hour.

SCENE 112, 113 & 114 OMITTED

115 INT. RUNWAY - HALLWAY

115

The tray with Miranda's Starbucks on it... We follow it down the hall and see it being set on MIRANDA'S desk.

And beside it lands boom! an envelope. Widen out to see--

115A INT. RUNWAY - MIRANDA'S OFFICE -- DAY.

115A

MIRANDA, looking at the envelope.

And then we see ANDY. She stands there, quiet, calm.

And if MIRANDA is amazed by what ANDY did, she doesn't show it. She opens the envelope, looks in.

MIRANDA
One copy? What are my twins supposed to do with that... share?

ANDY
Actually I made two copies. And had them color-copied, re-set and bound so they wouldn't look like manuscripts.

She smiles. MIRANDA nods, but still won't concede the point.

MIRANDA
And where exactly are those fabulous copies? I don't see them anywhere.

116 INT. TRAIN -- DAY

116

The MetroNorth from New York City to Bedford.

In the front row, we see two girls in matching outfits with two matching Harry Potter manuscripts. The twins, with their NANNY beside them.

117 INT. RUNWAY - MIRANDA'S OFFICE -- DAY 117

ANDY smiles at MIRANDA. Her faith in herself restored.

 ANDY
 (brightly)
 Anything else I can do for you?

118 EXT. ELIAS-CLARKE -- DAY 118

ANDY walks out. The CLACKERS stream in and out of the building. And ANDY raises her arms and does a victory dance, now graceful in her stilettos.

People stare. Doesn't bother her.

119 INT. ANDY & NATE'S APARTMENT -- NIGHT 119

ANDY is making a small diorama of the planetary system. NATE walks in. He's carrying a bag of groceries.

 NATE
 I went over to Dean & DeLuca -- man,
 they charge like five bucks a
 strawberry, but I figured, you quit,
 we should celebrate.

 ANDY
 Listen, Nate--

And he sees what she's doing. Realizes.

 NATE
 So you quit, but you're still doing
 the twins' science project. Big of
 you.

 ANDY
 After I called you, I realized I was
 doing what I swore I would never do.
 Letting Miranda get the best of me. I
 just had a moment of weakness.

 NATE
 Either that or your job sucks and your
 boss is psycho.

She looks at him.

 NATE (CONT'D)
 Okay. Whatever. It's your job.

(CONTINUED)

ANDY

That's all it is, Nate. Just a job.

NATE

No, no. It's an important magazine.
That's what you said, right?

He sees the latest issue of Runway. Picks it up.

NATE (CONT'D)

Let's see... How to buy a custom-made
600 dollar bra. That's important. A
list of the 10 best wrinkle creams
under \$500. That's important.

ANDY

I get the point, Nate.

He continues leafing through.

NATE

The new Botox... The new pea coat...
The new Gstaad. What is the hell is
Gstaad?

ANDY

It's a ski resort. In Switzerland.

NATE

See? I now live with someone who knows
that. Thank you, Miranda Priestly.

ANDY

I don't run the magazine. I'm just
working there for while, remember?

NATE doesn't say anything, keeps putting away groceries. She
walks over to him.

ANDY (CONT'D)

I'm the same person I was. I still
want the same things.

But he doesn't look too convinced.

ANDY (CONT'D)

I promise. Same Andy, better clothes.

NATE

That's the thing -- I liked your old
clothes. You know that.

(CONTINUED)

ANDY
 (re: her shoes)
 What about these? These are pretty
 nice.

He doesn't take the bait.

 ANDY (CONT'D)
 And this skirt?
 (nothing)
 Okay. What about this?

She unbuttons her shirt, revealing a bra that costs more than every item of clothing NATE owns combined. Beat.

 NATE
 That I like.

He grabs her and kisses her.

INT. CONFERENCE ROOM -- DAY

The senior staff members are gathered around a table -- NIGEL, JOCELYN, LUCIA, a few others.

 NIGEL
 ...Posen's doing some very sculptural
 suits, so Testino's going to shoot
 them at the Noguchi Garden in the
 Chase building.

 MIRANDA
 Perfect. What about the accessories
 pages?

She turns to JOCELYN.

 JOCELYN
 One thought was enamel -- bangles,
 pendants, earrings--

 MIRANDA
 We did that two years ago. What else?

 JOCELYN
 Well, there's a lot of crocodile for
 fall and so--

 MIRANDA
 Crocodile. For fall. Groundbreaking.

Just then EMILY walks in with a note for MIRANDA.

(CONTINUED)

CONTINUED:

Before she can get all the way across the room, EMILY dissolves into hacking coughs. MIRANDA gives her a look, then turns back to her staff.

MIRANDA (CONT'D)

Anyone have anything I can actually use?

120

INT. RUNWAY - BULLPEN -- DAY

120

ANDY is at her desk. EMILY walks back, blowing her nose, rubbing her eyes -- basically, a Nyquil ad.

ANDY

Are you okay?

EMILY

Tonight's the benefit. I've been looking forward to it for MONTHS. I refuse to be sick.

(blows her nose)

Everyone's going to be leaving to get dressed soon, so after you drop off Miranda's Fendi bag at the re-beaders, you can just go home.

*
*
*

ANDY

Great. Thanks. That's perfect, because I need to get to Magnolia Bakery before they close...

*

ANDY grabs her purse and, from under her desk, she retrieves a wrapped present.

ANDY (CONT'D)

...it's Nate's birthday and we're having a little party for him--

EMILY looks at her. Too sick and too Emily to care.

ANDY (CONT'D)

Anyway, have fun tonight.

INT. LOBBY -- DAY

ANDY, feeling liberated, walks out, carrying the present and a shopping bag with MIRANDA'S bag in it. And that's when her cell rings.

*
*

121

INT. RUNWAY - MIRANDA'S OFFICE -- DAY

121

ANDY and EMILY walk in together, looking confused.

(CONTINUED)

MIRANDA

I want to make sure before the benefit that you are both fully prepped on the guest list.

ANDY and EMILY exchange a look.

ANDY

Um... I thought only the first assistant went to the benefit.

MIRANDA

Only when the first assistant hasn't decided to be disgustingly ill. You'll come and help Emily.

On EMILY and ANDY'S surprised faces.

122 INT. RUNWAY - BULLPEN -- DAY

122

They walk out. EMILY is clearly peeved.

EMILY

I don't see why she needs both of us.

Eight second coughing fit.

ANDY

Don't look at me. This is the last thing I want to do.

EMILY dumps something on ANDY'S lap -- a book of what looks like mug shots.

EMILY

These are all the guests. Miranda invites everyone. We have to make sure they all think she knows exactly who they are. I've been studying for weeks.

ANDY

I need to learn all these people by tonight?

EMILY

Don't be silly.

She pulls out another big book of headshots.

EMILY (CONT'D)

You have to learn these too.

INT. NIGEL'S OFFICE -- DAY

ANDY walks in. NIGEL looks at her.

NIGEL
Now what?

ANDY
You, um, have any evening gowns in my size?

NIGEL
You're kidding me. You know, they really don't pay me enough.

123 INT. RUNWAY - CLOSET -- DAY 123

OMITTED

124 INT. RUNWAY - STUDIO -- LATER 124

We see ANDY from behind as the MAKEUP ARTIST applies the finishing touches.

NIGEL selects a necklace, drapes it around ANDY'S neck, studies her.

NIGEL
It's not perfect, but it'll do. How do you feel?

125 EXT. STREET/INT. TOWN CAR -- NIGHT 125

We see a limousine gliding through the streets...

ANDY (V.O.)
Let's see. My feet are killing me, everything pinches...

126 EXT. NEW YORK PUBLIC LIBRARY -- NIGHT 126

All lit for a gala charity benefit. A red carpet lined with notables leads up the steps.

ANDY (V.O.)
...my breasts are squeezed into a ball and this hairpiece is like having a boulder pinned to my head...

And suddenly the door to the town car opens and ANDY steps out onto the red carpet.

(CONTINUED)

And she looks unbelievable, gorgeous, perfect.

ANDY (V.O.) (CONT'D)
Never felt better.

She takes a moment, then ducks around the red carpet, trotting up the stairs behind the line of photographers. She's on her cell phone.

ANDY (CONT'D)
I'm so sorry. I'll be out of here as soon as I can. I promise.

LILY (O.S.)
Okay. See you there.

ANDY hangs up. Just then EMILY spots her.

EMILY
Oh my God, Andy. You look... chic.

But ANDY is busy staring at EMILY, in her strapless dress.

ANDY
And you look... so thin.

EMILY
(flattered)
It's for Paris. I'm on a new diet. I don't eat anything, and then, when I feel like I'm about to faint, I eat a cube of cheese.

ANDY
It's definitely working.

EMILY
I know. I'm just one stomach flu away from my goal weight.

ANDY
That's... great.

EMILY smiles proudly, then dissolves into another round of bone-rattling coughs.

EMILY
Ready?

127 INT. LIBRARY -- NIGHT

127

ANDY and EMILY enter. It's beautiful. Everything in sight is white -- white tulips, bone white china, white candles.

All the GUESTS are in black or white. EMILY looks around.

EMILY

We need to make sure we're there the second she walks in.

Just then MIRANDA walks in, the only person NOT in black or white. She's wearing the awkward dress from JAMES'S sketches, made over to perfection.

EMILY and ANDY rush over to MIRANDA.

QUICK CUTS at the ball.

ANDY and EMILY stand at MIRANDA's side as she fields greetings. A DISTINGUISHED COUPLE approaches.

MIRANDA

(smiling)

Emily?

EMILY racks her brain. Which goes blank. She starts to panic.

EMILY

(fumbling)

That's... Wait...

Seeing EMILY struggle, ANDY leans in to MIRANDA.

ANDY

Ambassador Franklin. And that's the woman he left his wife for, Rebecca. The woman he's leaving HER for is the man walking down the stairs in Valentino.

MIRANDA greets the couple.

MIRANDA

Ambassador, Rebecca.

EMILY whispers to ANDY.

EMILY

Thanks.

(CONTINUED)

Just then ANDY sees a very fashionable WOMAN, with a more avant-garde look than MIRANDA, headed for them.

And she's being escorted by none other than... IRV.

EMILY whispers to ANDY.

EMILY (CONT'D)

That's Jacqueline Follet. From French Runway. Miranda hates her.

As she says this we see MIRANDA greeting JACQUELINE "warmly".

MIRANDA

Ah, Bonsoir, Cherie. Ta robe est rudement chouette. Thank you for coming to our soiree tonight.

JACQUELINE

Of course. I plan my whole year around it.

MIRANDA

And we're all so grateful.

JACQUELINE

After all, we're family, no?

She smiles at IRV, who smiles right back. MIRANDA smiles too, but looks like she'd rather throw darts at JACQUELINE.

ANDY quickly steps forward.

ANDY

Alors, Jacqueline, dites-moi, avez-vous rencontré Brad Pitt?

JACQUELINE

Ah, no... Pas encore...

And ANDY pulls JACQUELINE across the room.

LATER, the party is in full swing. EMILY and ANDY are with MIRANDA, who is talking to a group of luminaries including IRV.

EMILY turns to ANDY and whispers.

EMILY

You can go. I've got it from here.

(CONTINUED)

ANDY
Are you sure?

EMILY
Go. Have fun.

And for the first time they seem like friends.

ANDY
(amazed)
Thank you. Thank you so much.

But just as ANDY'S about to leave, STEPHEN appears, quite drunk, and joins MIRANDA'S group.

MIRANDA
Darling, there you are.

STEPHEN
It's a banner evening. Three people have failed to recognize me, one person called me Mr. Priestly, and now the damned bartender refuses to serve me.

Everyone freezes. MIRANDA forces a laugh. An awful beat. And ANDY leaps in, quickly turns to IRV, distracting him.

ANDY
I'm sorry to bother you, but I've been dying to ask you... Is it true that John Cheever used to ghostwrite the editor's page of Manhattan Magazine in the 50's?...

And while she chats with him, MIRANDA puts her arm around her husband and leads him gently away.

MIRANDA
Come on, darling, let's get something to eat. I'm starved, aren't you?

And as she walks away, MIRANDA turns. And MIRANDA mouths the words "Thank You" to ANDY. ANDY'S eyes go wide in disbelief. Then she smiles. Yes!

ANDY trots down the steps, starting to take down her hair as she races to the car.

Suddenly she looks up. And sees CHRISTIAN, walking up the steps, looking better than anyone ever should in a tuxedo. He smiles and clutches his heart like he's been shot by cupid.

CHRISTIAN

Look at you... you're a vision. Thank God I saved your job.

ANDY

Hey, I figured out a few things on my own, too. Turns out I'm not as nice as you thought.

CHRISTIAN

God I hope not.

He openly admires her in a way that makes it clear he's imagining her with the dress off.

CHRISTIAN (CONT'D)

If you didn't have that stupid boyfriend, I'd have to whisk you away right here and now.

ANDY

Do you really say things like that to people?

CHRISTIAN

Evidently.

ANDY

I have to go...

CHRISTIAN

Are you sure? My editor from Vanity Fair is in there and I was going to introduce you to him.

(off her look, surprised)

You sent me your stuff. You didn't think I'd read it? You're really talented, Andy. I want him to meet you. Come on in. Just one drink.

ANDY

Well, maybe I could--

(quickly)

No no no. I can't. I just can't.

ANDY turns and races towards her town car.

(CONTINUED)

128 CONTINUED: (2)

128

CHRISTIAN

Say hello to the boyfriend for me.

ANDY looks at her watch as she runs away. Winces. She's so late.

129 EXT. STREET/INT. TOWN CAR -- NIGHT

129

ANDY to ROY.

ANDY

Can you go any faster?

130 INT. RESTAURANT -- NIGHT

130

DOUG and LILY are sitting at a table with a few other friends. ANDY walks in still in her evening wear and looks at them.

And understands right away. NATE is long gone.

INT. APARTMENT -- NIGHT

ANDY walks in, holding a cupcake with a lit candle on it. NATE'S watching ESPN. He barely looks up.

ANDY

Happy Birthday.

NATE turns off the TV, looks at her.

ANDY (CONT'D)

Nate, I'm so sorry. I was trying to leave, but there was a lot going on and I didn't have a choice and--

NATE

Don't worry about it. I'm going to bed.

He walks past her.

ANDY

Can we at least talk about it this--

He starts to leave, turns, looks at her.

NATE

You look really pretty.

And he walks into the bedroom. ANDY stands there, feeling terrible.

INT. APARTMENT -- DAWN

Very early. ANDY is getting dressed, by now every bit as expert as the girls in the beginning of the movie.

She pauses a moment, watching NATE sleep. Then she exits.

INT. RUNWAY -- DAY

ANDY on the phone.

ANDY

I don't understand what's so difficult about delivering flowers... I made it clear they were to be delivered before noon. Of course you won't charge us...

She hangs up. EMILY looks over at her, raises an eyebrow.

EMILY

Everything okay?

ANDY

Fine. I was a little late to Nate's party, but--

EMILY looks at her.

ANDY (CONT'D)

He was okay about it. He understands.

EMILY

Well. That's nice. Rare.

ANDY

Yeah.

(phone rings)

Miranda Priestly's office. Thanks.

(hangs up)

I gotta go pick up the Polaroids from the shoot.

EXT. ZOO -- DAY

Outside at the zoo. We see MODELS, wearing gorgeous evening gowns, their faces partly obscured by beautifully detailed masks depicting different animals.

We see NIGEL, JOCELYN and a few CLACKERS.

(CONTINUED)

CONTINUED:

JOCELYN

No, no, no. I think Gisele should be the lizard and Vivian the donkey.

NIGEL

The lizard's better with the Dolce.

(beat)

Sometimes I can't believe I talk about this crap all day.

Two of the CLACKERS are checking out the MODELS.

CLACKER #2

God, we should have a pig mask for Rhona.

CLACKER #1

I know. She's huge.

We see the model they're talking about. Perfectly skinny, of course. Just then ANDY walks over.

The CLACKER hands ANDY a stack of Polaroids. ANDY turns to go, but NIGEL stops her.

NIGEL

Get these to Miranda right away. Tell her I switched in the Dior for the Rochas.

ANDY

(flat)

Great. No problem.

NIGEL

Hey. Adjust the attitude. Don't make me feed you to one of the models.

ANDY

Sorry. Busy day. And my personal life is going down the drain. That's all.

NIGEL

Join the club. You start to do well at work, that's what happens.

ANDY looks at him. I'm doing well at work?

NIGEL (CONT'D)

Let me know when your whole life goes up in smoke. That means it's time for a promotion.

135 INT. MIRANDA'S FOYER -- NIGHT

135

ANDY steps in, carrying the dry cleaning and The Book, moving quickly. Suddenly she hears a voice, emerging from upstairs.

MIRANDA
Andrea. Come up here.

ANDY practically has a heart attack.

INT. LIVING ROOM -- NIGHT

ANDY walks in, curious. And scared. ANDY steps into the apartment,

MIRANDA
Paris is the most important week of my year. I need the best team possible with me.

And this is when ANDY starts to have a bad feeling.

MIRANDA (CONT'D)
That no longer includes Emily.

ANDY realizes...

ANDY
Wait. You want ME to -- oh, no. No, no. Emily would die. Her whole life is about Paris.

MIRANDA stares. Doesn't care.

ANDY (CONT'D)
She hasn't eaten in weeks. I can't do that, Miranda. I can't.

MIRANDA
If you don't go, I'll assume you're not serious about your future at Runway.

ANDY looks at her.

MIRANDA (CONT'D)
The decision is yours.

ANDY
But--

(CONTINUED)

CONTINUED:

MIRANDA
That's all.

SCENE 136 OMITTED

*

137 EXT. MIRANDA'S BUILDING -- NIGHT 137

ANDY walks out of the building. ROY opens the door to the town car, but she waves him away.

138 EXT. BROADWAY -- NIGHT 138

139 ANDY walks downtown alone, thinking. Walks by a newsstand covered with the latest Runway... a store window filled with the latest fashions... a bunch of people her age drinking at an outdoor restaurant, looking carefree... 139

INT. ANDY & NATE'S APARTMENT -- LATER

ANDY looks through the clips of all her articles from college. And at a picture of herself at graduation, surrounded by her parents, her relatives, her friends.

Her parents are beaming, exuding pride.

140 INT. RUNWAY - BULLPEN -- DAY 140

The desks outside MIRANDA'S office are empty. We hold for a few beats.

Then ANDY comes in, walking slowly, still unsure.

And at that moment MIRANDA appears. They look at each other.

MIRANDA nods, almost imperceptibly. ANDY nods back.

And MIRANDA takes her coat off. ANDY holds out her arms to take the coat from her.

But MIRANDA puts the coat on EMILY'S desk instead. Right in front of EMILY'S Arc de Triomphe screensaver.

And then MIRANDA strides into her office. ANDY sits down, trying to grasp the magnitude of what just happened. And just then MIRANDA pokes her head back in.

MIRANDA
Don't forget to tell Emily.

And we see ANDY'S face. Me?

141 INT. RUNWAY - BULLPEN -- DAY 141

ANDY is waiting for EMILY, dreading her arrival. Suddenly she can't take it anymore. She dials the phone.

142 EXT. MIDTOWN STREET -- DAY 142

EMILY is in even more than her usual tizzy.

ANDY (O.S.)

Emily--

EMILY

Sorry I'm late. Miranda wanted some scarves from Hermes and she told me yesterday but I forgot and so--

ANDY (O.S.)

Emily, I have to talk to you.

EMILY

I freaked out of course, but then I just called Martine at home and she opened the store early, so I got them.

EMILY juggles an Hermes bag, her purse, her cell phone, almost mows down an OLD LADY. She mouths "Sorry."

ANDY

Okay. Emily. When you get in, I want to talk to you about something--

EMILY

I hope it's not another Miranda problem--

ANDY

Not exactly.

EMILY

Good. Because I've got so much to deal with before I go, I swear to God I can't even--

And that's when EMILY steps into the street without looking. The second she steps off the sidewalk--

Blam! EMILY is hit by a taxi.

We see her purse, her cell phone, her shopping bags, some of the orange Hermes boxes, and some of the scarves as they fly through the air.

143 INT. LENOX HILL HOSPITAL -- DAY 143

ANDY sits in the waiting room, distraught.

144 INT. HOSPITAL ROOM -- DAY 144

Lying in a hospital bed, her face with no make-up, wearing a dumpy hospital robe, EMILY looks like what she is...

...a skinny tired young GIRL.

ANDY stands by the window, arms folded, defensive.

EMILY

I don't care if she was going to fire you or beat you with a hot poker, you should have said no.

ANDY

I didn't have a choice. You know how she is.

EMILY

Oh, please. That's a pathetic excuse.

Just then an ORDERLY walks in with her dinner, laden with fattening foods -- a cream soup, bread, pasta, cheese and dessert.

EMILY grabs a pudding, peels off the foil top.

EMILY (CONT'D)

What gets me about this whole thing is, you're the one who pretends you don't care about this stuff. You don't care about fashion, you just want to be a journalist, blah, blah, blah. What a load of bollocks.

She angrily finishes the last spoon of pudding, grabs a dinner roll, which she starts to butter.

ANDY

Look, I know you're mad. And I don't blame you.

EMILY

Face it, Andy. You sold your soul the day you put on your first pair of Jimmy Choos.

*
*

She bites off a hunk of dinner roll...

(CONTINUED)

144 CONTINUED:

144

EMILY (CONT'D)
(with her mouth full)
And you know what really kills me? The
clothes you're about to get. You don't
deserve them. You eat carbs, for
Christ's sake. It's so unfair.
(takes another bite)
Just go.

ANDY
Emily--

EMILY
I said, go!

145

145

INT. CHELSEA GALLERY -- NIGHT

LILY has curated a show at the gallery where she works. LILY
rushes around. NATE is not there yet. ANDY stands with DOUG.

DOUG
You're going to Paris for the couture
shows? That's the coolest fashion
event of the year.

*
*
*

ANDY
Okay, now you're scaring me.

Just then LILY walks over to them.

ANDY (CONT'D)
Lily, this show is amazing. I am so
proud of you.

LILY
I wasn't sure you would be able to
make it.

ANDY
What are you talking about? I wouldn't
miss this.

LILY and DOUG look at her.

ANDY (cont'd) (CONT'D)
Okay, so lately I've missed a few
things... a lot of things... almost
everything.

(CONTINUED)

CONTINUED:

LILY

I'm just glad you're here. Start with
the murals in the other room. They're
amazing...

*
*
*

A LITTLE LATER--

*

ANDY looks at the artwork. Suddenly she hears a voice.

*

CHRISTIAN

Hey, Miranda Girl.

She closes her eyes. Can't be. She turns. Yup.

CHRISTIAN (CONT'D)

I was just thinking about you.

ANDY

Come on.

CHRISTIAN

It's true. I'm profiling Gaultier for
Interview and I was making plans for
Paris and found myself wondering if
you would be there.

ANDY

Actually...

Stop smiling. Why am I smiling?

ANDY (cont'd) (CONT'D)

I am going--

CHRISTIAN

That's great. I'm staying at a
fantastic little hotel in the Seventh
across the street from a falafel
restaurant that will change your life.

*
*
*
*

ANDY

Sorry. I'll be too busy working.
You'll have to find someone else's
life to change.

CHRISTIAN

But that's just it. I'm starting to
wonder if I can.

And with that, he leans in, plants a soft kiss on her cheek.

ANDY closes her eyes, blushing like crazy.

(CONTINUED)

CONTINUED: (2)

When she opens her eyes, CHRISTIAN is gone. And it's not for a moment that she notices...

... LILY, about ten feet away, staring at her, a look of surprise and disgust on her face.

INT. CHELSEA GALLERY -- NIGHT

ANDY follows LILY through the gallery.

ANDY
He's just a guy I know from work.

LILY
Yeah. That looked like work.

ANDY
You're making a big a deal out of--

LILY
The Andy I know is madly in love with Nate, is always five minutes early and thinks Old Navy is couture. For the last 16 years I've known everything about that Andy, but this person?

She gestures to ANDY.

LILY (cont'd) (CONT'D)
This glamazon who skulks around in corners with some random hot fashion guy? I don't get her.

ANDY looks at her, stunned.

LILY (CONT'D)
Have fun in Paris.

She turns and walks away. ANDY turns. NATE is standing there.

NATE
You're going to Paris?

ANDY
It just happened--

NATE
I thought Paris was some big deal for Emily and--

(CONTINUED)

CONTINUED:

ANDY

Great. Now you're going to give me a hard time, too?

And ANDY walks away, upset. NATE follows her.

146

EXT. GALLERY -- NIGHT

146

NATE follows ANDY outside.

NATE

What the hell is wrong with you?

ANDY

Miranda asked me and I couldn't say no, okay? I didn't have a choice.

NATE

I know, I know. That's your answer for everything lately. I didn't have a choice. Like this job was forced on you. Like you don't make these decisions yourself...

ANDY

Okay. I get it, you're mad because I work late all the time, because I missed your birthday party--

NATE

Oh, come on. What am I, four?

ANDY

You hate Runway. And Miranda. You think fashion is stupid. You've made that clear.

NATE

Andy, I make port wine reductions all day. I'm not exactly in the Peace Corps. I wouldn't care if you were out all night pole dancing if you did it with some integrity.

ANDY

So now I have no integrity. Great.

NATE

You used to say this was just a job. You made fun of the Runway girls. And now you've become one of them.

(CONTINUED)

ANDY

That's absurd.

NATE

Look at you. Now that I know how much you're willing to change to be successful, it makes me wonder if we ever had anything in common.

ANDY

You don't mean that.

NATE

I do. I really do.

Beat. ANDY tries to catch her breath.

ANDY

Then maybe this trip is coming at a good time. Maybe we should take a break.

She stands there, waiting for him to protest, throw his arms around her.

He looks at her. Stunned at what she just said. And after a painful moment, he simply walks away.

ANDY (CONT'D)

Nate!

He turns. And just then her phone rings. They both know who it is. And that she has to take the call.

NATE

In case you're wondering, the person whose calls you always take, that's the relationship you're in.

The phone keeps ringing.

NATE (CONT'D)

I hope you two are very happy together.

And he walks away. ANDY clicks on the phone.

ANDY

Hello, Miranda...

DISSOLVE TO:

147 EXT. PARIS -- ESTABLISHING -- NIGHT 147

A limo drives across the city.

148 INT. LIMO -- NIGHT 148

ANDY looks out the window, watching Paris at night whizzing by. And even though she's still feeling melancholy, she is awed by what she sees.

MIRANDA, sitting across from ANDY, is not even looking out the window. She's looking through the Book.

149 EXT. PLACE DE VENDOME -- NIGHT 149

The Paris Ritz. MIRANDA'S limo pulls up.

150 INT. RITZ HOTEL ANDY'S SUITE -- PARIS -- NIGHT 150

The BELLMAN opens the door to a huge suite.

ANDY

Wait. This is not right. Miranda is staying in the suite.

BELLMAN

That's correct, Mademoiselle. Miranda Priestly's suite is down the hall.

ANDY

This is my room?

SCENES 153 and 154 OMITTED

155 INT. FASHION SHOW - PARIS -- DAY 155

ANDY sits in the front row beside MIRANDA. Half the INVITEES are looking at the clothes. The other half are watching MIRANDA'S reaction to the clothes.

156 INT. FASHION SHOW -- NIGHT 156

Backstage at a fashion show where the models are undressing and changing...

MIRANDA hobnobs with designers, editors and celebrities and ANDY is right there beside her.

157 EXT. FASHION SHOW -- DAY

157

The Versace show. MIRANDA walks by the paparazzi waiting outside the show. They scream her name. She shows off her best smile.

ANDY squints, blinded by the flashbulbs. Suddenly she hears a voice behind her.

CHRISTIAN
You know, I've been thinking, and you still owe me for Harry Potter.

She turns. Sees CHRISTIAN. And she finds herself alarmingly happy to see him.

ANDY
Oh, do I?

CHRISTIAN
Of course you do. You working tonight?

ANDY
Actually, Miranda has a dinner.

CHRISTIAN
So you're free. Perfect. Oh, but there's a problem, huh? Le Boyfriend.

At the mention of this, ANDY blushes slightly.

CHRISTIAN (CONT'D)
Wait. Don't tell me, The boyfriend is non plus? Je suis très très desolé.

ANDY
Oh, you're so full of it. You are not desolé at all.

CHRISTIAN
Yeah, not even a little. What time should I pick you up?

159 INT. RITZ HOTEL - MIRANDA'S SUITE -- EVENING

159

ANDY walks in, cheerful, carrying a seating chart. She is surprised to see MIRANDA just sitting on the sofa.

There's a strange lag before she looks up at ANDY. ANDY registers something is odd. Finally--

(CONTINUED)

MIRANDA

(distracted)

There you are. We need to go over the seating chart for the luncheon.

ANDY starts to take the chart out of her bag, but she can't help but notice MIRANDA is... staring into space.

ANDY

Sure. No problem. I have it right here, um...

And finally MIRANDA focuses on her.

MIRANDA

By all means, move at a glacial pace. You know how that thrills me.

ANDY puts down the seating chart. MIRANDA studies it. And there's an uncharacteristic lag in her decision making.

ANDY watches her. Something definitely is up.

MIRANDA (CONT'D)

Okay, so, first of all, let's put Jay-Z at my table.

ANDY

But your table is full.

MIRANDA

Stephen won't be coming.

She takes his the tab off the seating chart and removes it. ANDY looks at her, not understanding.

ANDY

So Stephen is not... so you don't need me to fetch Stephen from the airport tomorrow?

MIRANDA

Well, if you speak to him and he decides to rethink the divorce, then "fetch" him. Fetch away.

ANDY now freezes.

MIRANDA (CONT'D)

When we get back to New York, we'll need to think of a way to keep it out of the press.

(CONTINUED)

ANDY

Of course.

MIRANDA

Another divorce in the papers... and we all know what they'll say about me -
- Dragon Lady, career-obsessed, drove away another "Mr. Priestly".

And despite herself, MIRANDA wanders off her path...

MIRANDA (CONT'D)

He knew who I was, you know. They all did. And at first they're always proud to be with a powerful, accomplished woman. That's what they say. But then...

ANDY is afraid to move a muscle, afraid to startle MIRANDA.

MIRANDA (CONT'D)

I don't care what anyone says about me, of course. But it's so unfair to the girls... another disappointment, another stepfather, gone...

She tries to shake herself out of it.

MIRANDA (CONT'D)

I mean, the point is--

She pauses to collect herself. For a second ANDY thinks she might actually fall apart.

MIRANDA (CONT'D)

We really need to figure out where to put Donatella. She's barely speaking to anyone.

Beat. And ANDY can't believe she's recovered so quickly.

ANDY

Miranda, I'm so sorry. If you want me to cancel your evening, I can.

And her pitying tone finally shakes MIRANDA back.

MIRANDA

Don't be ridiculous... why would you do that?

Beat. And ANDY can't believe she's recovered so quickly.

(CONTINUED)

159 CONTINUED: (3)

159

 ANDY
 Miranda, is there... is there anything
 else I can do?

And MIRANDA slowly looks at her, the ice completely forming.

 MIRANDA
 Your job.

Scene 160 OMITTED

EXT. RITZ HOTEL -- NIGHT

161 We see MIRANDA, striding out of the lobby. And what we notice 161
 is... she looks fine. Done up, confident walk.

162 INT. LIMO -- NIGHT 162

MIRANDA closes the door. And now that she's alone, for one
second her veneer cracks. She takes a breath. Moving on.

 MIRANDA
 (to the DRIVER)
 Go.

INT. HOTEL SUITE -- DAY

ANDY is dressed for her date with CHRISTIAN. Just then
there's a knock at the door. ANDY opens it.

 NIGEL
 Hi. Listen, I need Miranda's itinerary
 because--

He looks at her outfit.

 NIGEL (CONT'D)
 Who put that together for you?

She hands him the itinerary.

 ANDY
 What do you mean?

 NIGEL
 That outfit.

 ANDY
 Oh, I just threw it on.

(CONTINUED)

CONTINUED:

NIGEL

(takes it in)

Incredible. Well, I guess my work here really is done. Come on. Let's have champagne. We're celebrating.

He walks over to the minibar and takes out champagne, pops the cork, pours two glasses.

ANDY

What are we toasting?

NIGEL

To getting the dream job, the one a million girls wanted.

ANDY

Nigel. I got my job months ago.

NIGEL

I'm not talking about you.

She looks at him, confused.

NIGEL (CONT'D)

James Holt. Massimo is investing in James' company, taking it global with the rest of CFG -- shoes, bags, fragrances, the works. And he needs a partner. And that would be me.

(off her look)

Miranda knows. She put me up for it.

ANDY

(stunned)

You're leaving? Nigel, I can't imagine Runway without you.

NIGEL

Can you believe it? For the first time in eighteen years, I'm going to call the shots in my own life. One day I might be able to come to Paris and actually... see Paris.

ANDY

God. I'm so happy for you, Nigel. You deserve it.

NIGEL

Bet your ass.

(CONTINUED)

CONTINUED: (2)

He raises a glass. They toast.

163

INT. L'AMBROISIE -- NIGHT

163

CHRISTIAN and ANDY have dinner in a tiny romantic restaurant on the Place des Vosges.

ANDY

...I've never seen anyone as dedicated as Miranda.

CHRISTIAN

Oh, come on, Andy. You hate her. Just admit it.

ANDY

She's tough, but if Miranda were a man, no one would notice anything but how great she is at her job.

CHRISTIAN bursts into laughter.

CHRISTIAN

I can't believe this. You're defending her. The wide-eyed girl peddling her earnest newspaper stories -- you're crossing over to the dark side.

ANDY

I resent that.

CHRISTIAN

You shouldn't. It's sexy.

He pours her more wine. And despite herself, she smiles.

ANDY

Sexy? Really?

CHRISTIAN

Really.

164

EXT. PARIS STREET -- NIGHT

164

They walk home together through the Place Des Vosges, leaning against each other, tipsy.

ANDY

I never understood why everyone was so crazy about Paris, but now...

She swirls around.

(CONTINUED)

ANDY (CONT'D)
It's. So. Beautiful.

And suddenly he catches one of her arms and almost like a dance move pulls her into him and kisses her.

ANDY (CONT'D)
I can't do this.
(Another kiss)
Nate and I only split up a few days ago.
(Another kiss)
I've had too much wine and my judgement is impaired.
(Another kiss)
I barely know you and I'm in a strange city.
(He kisses her again)
I'm out of reasons.

CHRISTIAN
Thank God.

165

INT. CHRISTIAN'S HOTEL ROOM -- NIGHT

165

ANDY and CHRISTIAN are kissing on his bed.

*

DISSOLVE TO:

166

INT. CHRISTIAN'S HOTEL ROOM -- MORNING

166

ANDY wakes up. Her hair and make-up from the night before are askew. She realizes what she did.

We hear the sound of the shower running.

She sits up. Catches sight of herself in the mirror. Ouch. Checks the clock on her phone. Late. Shit.

ANDY starts getting dressed, quickly. She tries to find her left shoe, pulls on the bedspread, knocking a few papers on the bedside table.

And that's when she sees something.

A mock-up of a magazine. With the familiar RUNWAY logo. She picks it up.

INT. SHOWER -- DAY

CHRISTIAN stands under the spray of water. Suddenly the shower curtain is yanked back.

(CONTINUED)

CONTINUED:

ANDY standing there, furious. Holds up the issue of mock-up.

ANDY
What the hell is this?

CHRISTIAN, cool as can be, steps out and grabs a towel, which he wraps around himself.

CHRISTIAN
What does it look like? It's a mock-up.

ANDY
Of?

CHRISTIAN
Of what American Runway will look like when Jacqueline is the new editor-in-chief.

He walks into the hotel room.

INT. HOTEL ROOM -- DAY

ANDY follows him. He calmly dresses as they talk.

ANDY
They're replacing Miranda?

CHRISTIAN
Yes. And she's bringing me in to run all the editorial content.
(off ANDY'S stunned look)
Are you really surprised? Jacqueline is a lot younger than Miranda. Has a fresher take on things. Not to mention that American Runway is one of the most expensive books in the business. Jacqueline does the same thing with a lot less money. Irv is a businessman, you know.

ANDY
Miranda will be devastated. Runway is her whole life. He can't do that to her.

CHRISTIAN
It's done. Irv's going to tell Miranda after the party for James.

(CONTINUED)

CONTINUED:

ANDY

And she has no idea...?

CHRISTIAN

She's a big girl. She'll be fine.

He reaches out to grab her arm. But she looks at him with utter contempt.

ANDY

I have to go.

She walks away. He calls after her.

CHRISTIAN

It's done, Andy.

172 INT. RITZ HOTEL - CORRIDOR -- DAY

172

ANDY races down the hall, knocks on MIRANDA'S door. No answer. ANDY paces. She dials her cell phone. MIRANDA picks up.

ANDY

Oh, thank God. Where are you?

MIRANDA

Excuse me?

ANDY

I need to talk to you. Right away.
It's about Jacqueline Follet, she--

Click.

ANDY (CONT'D)

Shit!

174 EXT. PARIS STREET -- DAY

174

ANDY races down the street.

176 INT. HOTEL CRILLON - CORRIDOR -- DAY

176

ANDY runs down a corridor. She paces a second, knowing she's going to get her ass kicked, then knocks on the door.

IRV opens the door. We see MIRANDA behind him. When she sees ANDY, she walks over. Turns to IRV.

MIRANDA

Excuse us a moment.

(CONTINUED)

MIRANDA pulls ANDY into the hall.

MIRANDA (CONT'D)
Have you lost your mind?

ANDY
I have to talk to you.

MIRANDA
Do not disturb me again.

MIRANDA walks into the room, closes the door in ANDY'S face.

177 & 178 OMITTED

Finally, ANDY sees MIRANDA walking in. MIRANDA prepares to walk right past her.

ANDY
Miranda, wait. I have to talk to you.
You can fire me if you want to after that, but...
(gathers all her nerve)
Irv is giving American Runway to Jacqueline Follet. Christian Thompson told me, he's going to work for her. Irv's going to tell you today. I thought if I told you now, you could fix it.

ANDY stands there, breathless. Waiting for MIRANDA'S reaction. And MIRANDA looks past her...

...we see she's scrutinizing a passing floral arrangement.

MIRANDA
Are those freesias?

ANDY
What? No. I specifically told them--

MIRANDA
If I see freesia anywhere, I will be very disappointed.

She walks away. Leaving ANDY standing there.

180 INT. CHATEAU -- DAY 180

We see MIRANDA, mingling with everyone, looking completely poised. ANDY watches her. Just can't believe her composure. She spots CHRISTIAN. He raises a glass. She looks away. Suddenly the room quiets as NIGEL steps to the podium.

DISSOLVE TO:

181 INT. CHATEAU -- DAY 181

NIGEL is at the podium introducing MIRANDA.

NIGEL

For seventy-two years, Runway has been *
more than a magazine, it's been a *
beacon of elegance and grace. Miranda *
Priestly is the finest possible *
guardian of that beacon, setting a *
standard that inspires people across *
the globe. Ladies and gentlemen, I *
give you Miranda Priestly.

We see ANDY, applauding as MIRANDA steps to the podium.

MIRANDA

Thank you everyone. Before I talk to
you about James and everything he's
accomplished, I have news.

JAMES smiles at her, raises a glass of champagne.

MIRANDA (CONT'D)

Tonight is not just an important night
for me, for Runway, and for James,
it's also important for someone else
in this room...

ANDY shoots a look at CHRISTIAN. Can tell from the look on his face he has no idea where this is going.

MIRANDA (CONT'D)

As of next month, James will be
partnering with CFG in an expansion of
his line.

Light applause.

(CONTINUED)

MIRANDA (CONT'D)

James and Runway have one important thing in common -- a commitment to excellence.

ANDY looks over at NIGEL. Beaming.

MIRANDA (CONT'D)

And so it comes as no surprise that James has selected someone from the Runway family as the new copresident of JH International...

NIGEL straightens his suit.

MIRANDA (CONT'D)

My esteemed colleague, Jacqueline Follet.

And she indicates JACQUELINE, who waves. Everyone applauds.

ANDY'S mouth falls open. She looks over at NIGEL again. His face betrays nothing. He applauds along with everyone else.

And ANDY looks to CHRISTIAN. Who is also shocked as hell.

MIRANDA (CONT'D)

Let's wish Jacqueline the best as she pursues this wonderful opportunity.

A hearty round of applause for JACQUELINE. MIRANDA smiles.

MIRANDA (CONT'D)

And now to the business at hand. A celebration of one of my favorite designers...

She smiles at JAMES.

ANDY watches everyone swirling around MIRANDA. She walks over to NIGEL among the crowd of well-wishers.

ANDY

You said it was your dream job.

He turns to her. Some emotion on his face now.

NIGEL

She's given me everything I have,
Andy. When it's the right time, she'll
pay me back.

ANDY

You sure about that?

NIGEL

No. But I hope for the best. I have
to.

And he rejoins the swirl.

Just then CHRISTIAN catches ANDY'S eye. At the same time,
MIRANDA appears in front of her.

MIRANDA

I'm ready to go.

And ANDY turns and walks away, without so much as a glance
back at CHRISTIAN.

MIRANDA and ANDY ride along in the limo on their way back to
Paris. MIRANDA is as relaxed as we've seen her.

MIRANDA

You thought I didn't know.

ANDY nods. MIRANDA smiles.

MIRANDA (CONT'D)

You think that's the first time I had
to defend myself?

She sighs.

MIRANDA (CONT'D)

You see, Irv merely needed some more
information to make his decision. As
soon as he found out that I have
a standing offer from Hearst to start
a new publication, and that I've
negotiated first-look agreements with
every important designer, photographer
and model in case I am forced, against
my will, to start that magazine...

She smiles. ANDY is stunned.

MIRANDA (CONT'D)

Once he thought it over, he reconsidered, of course. Then it was just a matter of appeasing Jacqueline - that James Holt job is so absurdly overpaid, she jumped at it.

*
*

ANDY looks at her, taking it all in.

MIRANDA (CONT'D)

So, all it took was a little advance planning.
(smiles)
I must say, I was impressed with how intently you tried to warn me.

ANDY looks at her, stunned that she knows.

MIRANDA (CONT'D)

I never thought I would say this, Andrea, but I see some of myself in you. Your dedication, your focus.

MIRANDA looks out the window. They're approaching the next party and the paparazzi are waiting outside...

MIRANDA (CONT'D)

People think success happens to you, but it doesn't. You choose it. Every day, I choose excellence. Who else does what I do, at my level? Nobody. They don't even understand what it takes, the days, measured in milliseconds...

ANDY stares at her.

MIRANDA (CONT'D)

But now you know --and I know -- that you have it in you. That you can see beyond what other people want and choose for yourself.

She smiles, like she's just given ANDY an enormous compliment. ANDY reels.

ANDY

But I don't think I am like that. I mean, I couldn't do what you did to Nigel. I couldn't do something like that.

(CONTINUED)

Pause. ANDY can barely believe what she said. But instead of exploding... MIRANDA smiles.

MIRANDA

Of course you can. You already did. To Emily.

ANDY takes this in.

ANDY

But what if it's not what I want? This life...

MIRANDA looks at her and smiles, and this time, for the first time, her smile is almost maternal.

MIRANDA

Don't be silly, Andrea. This is what everyone wants. Everyone wants to be me.

And with that she opens the door to the limo...

189A

EXT. RED CARPET

189A

...onto the red carpet where she is instantly embraced by the flashing lights of the cameras.

ANDY quietly steps out behind MIRANDA. Squinting. She's never gotten used to the lights.

MIRANDA moves down the red carpet. We follow her. It's not until MIRANDA is about to open the door that she realizes...

ANDY is no longer beside her.

190

EXT. PARIS STREET -- EVENING

190

We see ANDY, walking up the street in the dusky light.

She has never looked more beautiful. She is serene. And she is free. The wind blows through her hair. She smiles.

Her phone rings. She looks down. Sees the name MIRANDA.

ANDY doesn't break stride for a moment as she...

...tosses the ringing phone into the nearest fountain.

191 OMITTED

192 INT. AIRPORT -- DAY

192

ANDY walks off the plane. Sees LILY standing there, among the CHAUFFEURS, holding a sign that says SACHS. ANDY cracks up, walks over to her.

LILY
Sorry. Town car's in the shop.

ANDY
You're such a pain.

LILY
And you'd be lost without me.

ANDY
True.

They hug. And start walking away together...

LILY
Does this mean I have to give my purse back?

193 INT. REUNION RESTAURANT -- DAY

193

ANDY waits nervously. NATE walks in, slides into the booth across from her.

NATE
I have to be at work in ten minutes.
What's up?

ANDY
I just wanted to say...

She gathers her nerve.

ANDY (CONT'D)
Nate, you were right. About everything. I turned my back on my friends, my family, on everything I believed in. And for what?

NATE
Shoes. And jackets and belts and--

ANDY
Nate, I'm just... I'm so sorry.

Beat. He looks at her.

(CONTINUED)

NATE

I flew up to Boston while you were gone. Interviewed at the Oak Room.

ANDY

And?

NATE

You're looking at their new sous-chef. I'm moving up there in a few weeks.

ANDY

That's great, I... congratulations.

A moment. As it sinks in what this means.

ANDY (CONT'D)

Don't know what I'm going to do without those late night grilled cheeses.

Beat. NATE thinks.

NATE

Pretty sure they have bread in Boston. Might even have cheese. We might be able to figure something out.

ANDY

You think?

NATE

Maybe.

They smile at each other. Friends at least for now.

NATE (CONT'D)

So, how about you? What are you going to do now?

ANDY

Not sure. I actually have a job interview today.

He smiles, nods, looks her up and down.

NATE

And that's what you're wearing?

SCENE 194 OMITTED

195 INT. OFFICE -- DAY

195

ANDY sits across from a scruffy guy in his early forties.

EDITOR

You know our pay is crap.

ANDY

That's fine.

EDITOR

Your clips were excellent. That thing on the janitor's union... that's exactly what we do here.

She smiles, humble now.

EDITOR (CONT'D)

My only question is... Runway? What the hell kind of blip was that?

ANDY

Learned a lot. In the end, though, I kind of screwed it up.

EDITOR

That's not what I hear.

ANDY looks at him, confused.

EDITOR (CONT'D)

I called over there for a reference, left word with some snooty girl, next thing you know I got a fax from Miranda Priestly herself--

ANDY blanches.

EDITOR (CONT'D)

...saying that of all the assistants she had, you were by far her biggest disappointment.

ANDY takes a deep breath...

EDITOR (CONT'D)

And that you are destined to be a star and if I don't hire you I'm an idiot.

On ANDY, stunned.

(CONTINUED)

195

CONTINUED:

195

EDITOR (CONT'D)

You must have done something right.

SCENE 196 OMITTED

197

EXT. ELIAS CLARKE -- DAY

197

ANDY walks over to the Elias-Clarke building, looking at a place that was, in its way, a home to her.

Her eyes sweep up the building to the Runway offices.

198

INT. RUNWAY - BULLPEN -- DAY

198

We see EMILY, back at her desk. The camera widens out so we can see... a new SECOND ASSISTANT, eager and nervous, in the place ANDY used to sit.

The phone rings. EMILY picks up.

199

EXT. STREET -- DAY

199

ANDY looks up, thoughtful, and suddenly she sees MIRANDA walk out of the building, on the phone.

MIRANDA

...I don't understand why it's so challenging to get a car when I ask for one.

EMILY (O.S.)

It should be there any second.

And at that moment the car edges into view. MIRANDA hangs up and strides towards it.

And just then something catches MIRANDA'S eyes. ANDY, watching her. They look at each other.

A beat.

And then ANDY nods her head -- in thanks, in salutation, and in farewell...

But MIRANDA does not react. She gets into the car.

ANDY shakes her head. That's MIRANDA. She smiles, then turns and starts to walk down the street.

200 INT. CAR -- DAY

200

MIRANDA gets in, sits back in her seat. Through her window she can see ANDY, a bounce in her step, walking away...

And MIRANDA, alone, where no one can see her, finally breaks into a real smile.

She nods to her driver. Let's go.

201 EXT. STREET -- DAY

201

ANDY walks away, smiles, shakes her head, the whole thing almost like a dream. And as she continues moving confidently in the opposite direction from MIRANDA we...

FADE OUT