

The Devil Wears Prada

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FADE IN

INT. CHATEAU -- FRANCE -- DAY

An elegant 17th Century mansion a short distance from Paris. A dinner is set for about a hundred people. Everything is perfect; exquisite flowers, linens, silver...

Anyone who's anyone in the fashion world is there. We see Lagerfeld... Valentino... Marc Jacobs...

NIGEL KIPLING, a dapper man in his late 30's/early 40's, speaks at a podium at the center of the dais on one side of the room.

Our POV is from someone else on the dais so we see NIGEL from the back.

NIGEL

...her name has become legend. Her magazine is the Bible for anyone interested in style, taste and sophistication. Without a doubt one of the most elegant women ever to walk the planet, I give you... Miranda Priestly.

Loud applause rings out. And from the back we see MIRANDA PRIESTLY approaching the podium. We can only make out her fancy updo, the curves of her couture gown.

As MIRANDA lingers, taking in the applause...

We reverse to see whose point of view we are watching from...

...ANDY BARNES, 20's, pretty, elegantly put together. She stands a few feet behind MIRANDA.

She applauds, smiling. Some of MIRANDA'S light spills onto ANDY.

MIRANDA starts to talk and we hear a brief SCREECH of feedback. The SCREECH dissolves into...

FLASH BACK TO:

EXT. MIDTOWN STREET -- DAY

...the SCREECH of a taxi, rounding a corner.

Six months earlier. ANDY walks out of a subway station, clutching a piece of paper with directions on it.

ANDY looks nothing like the polished young woman from the chateau. Her hair and makeup are college student simple. She wears her best -- white shirt, blue skirt, comfortable shoes.

Morning rush hour pedestrians bustle past. She checks her paper.

ANDY

Two blocks to 57th.

EXT. 57TH STREET -- DAY

She looks up at an address. 125. She walks in.

A GUARD quickly stops her. Indicates she should sign his clipboard, which she does.

ANDY

What floor is Elias-Clarke?

Beat. The GUARD just looks at her. Her heart starts to pound.

ANDY (cont'd)

Don't. Don't tell me.

GUARD

Honey, you want West 57th.

EXT. 57TH STREET -- DAY

ANDY busts out of the wrong building and starts to run, but--

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

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

...and just misses being decked by a bike messenger. He flips her off. She barely hesitates, starts running again.

EXT. 57TH STREET -- DAY

ANDY is looking at numbers.

And she sees, looming in front of her, an elegant tower. Elias-Clarke. 125. She runs toward it.

INT. ELIAS-CLARKE -- DAY

ANDY trots into the building, out of breath and stops, overwhelmed by what she sees.

The lobby looms around her. The place is so big, so unto itself... it probably rains in here.

INT. HUMAN RESOURCES OFFICE -- DAY

ANDY sits across from a bored looking woman, SHERRY.

On the wall behind SHERRY are framed covers from all the Elias-Clarke magazines -- a news magazine, a cooking magazine, a fitness magazine... and Runway.

SHERRY clicks away on her computer.

ANDY

Thank you for replying to my query letter. I'm very excited about the opportunity to--

SHERRY

You like race cars?

Huh?

ANDY

Actually, for me, it's a toss up between race cars and monster trucks.

SHERRY

I have two openings -- one at Auto Universe and one at Runway.

ANDY

The fashion magazine? But--

SHERRY

That's it. That's what we have.

ANDY

What if I come back next week?

SHERRY

Might have nothing at all.

INT. RUNWAY RECEPTION AREA -- DAY

Sleek, elegant, hard-edged chic. Behind a large reception desk is an elegant logo that says RUNWAY.

ANDY walks over to the desk.

ANDY

I'm here about the assistant job.

The RECEPTIONIST points her towards a seating area...

...where there are a few other women waiting, each a tall, thin, dressed to kill FEMBOT.

ANDY tries to smile at one of them, who looks away. ANDY sits. She can hear two of the other WOMAN chatting softly.

GIRL #1

I can't believe I'm even in this office.

GIRL #2

Oh, I know. I would murder my best friend to get this job.

EXT. RECEPTION -- LATER

ANDY is trying to arrange herself on the uncomfortable sofa when suddenly a taller, thinner and, amazingly, more groomed version of the women in the room walks in.

This is EMILY, who looks the part of the sleek fashionista, but is propelled by a core of barely tamped down anxiety.

EMILY

Um... Andrea Barnes?

EMILY looks up. Their eyes meet. As EMILY takes in how different ANDY looks from everyone else...

...ANDY springs up and follows her down the hallway.

INT. RUNWAY -- DAY

EMILY walks ANDY down the hall.

EMILY

Who put you up for this job?

ANDY

Human Resources sent me.

EMILY

They do have an odd sense of humor.

At the end of a long corridor is a bullpen -- two desks outside a large corner office.

ANDY can only see part of the corner office, but it is seductively bright, sending light streaming into the bullpen.

ANDY and EMILY sit down.

EMILY (cont'd)

Miranda has two assistants -- I'm the first, and we're interviewing for the second, junior assistant.

(pauses, dramatic)

Miranda is an amazing woman, a legend.

(MORE)

EMILY (cont'd)
Working for her sets you up to work
anywhere in publishing. A million
girls would kill for this job.

ANDY
Sounds great.

EMILY
The thing is, Andy, we are a fashion
magazine and an interest in fashion is
crucial.

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

EMILY gives her a look. Suddenly, EMILY'S Blackberry goes off.
She gasps.

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

ANDY
What's wrong?

EXT. ELIAS-CLARKE -- DAY

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

INT. RUNWAY-- DAY

EMILY springs to her feet.

EMILY
What the hell is she doing here?

She begins rapid-fire dialing four digit extensions.

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

Just then NIGEL, looking dapper as usual, rushes over to EMILY.

EMILY (cont'd)
Her driver text-messaged. Her colorist
has the flu!

NIGEL turns and calls out to the office.

NIGEL
Man your battle stations!

He runs down the hall popping in Altoids and brushing himself with a lint roller at the same time.

EXT. ELIAS-CLARKE -- DAY

The sedan door opens. We see more flashes of MIRANDA...

...\$2,000 crocodile Manolos, Chanel jacket, perfect hair, fabulous Harry Winston earrings...

INT. ELIAS-CLARKE -- DAY

Everyone is in a high state of alert.

ASSISTANTS frantically push clothing racks out of the way...

EDITORS race into their office.

ANDY peers in, sees one of the EDITORS changing from kitten heels to sky-high stilettos...

...sees another curling her lashes...

...another lining her lips...

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

INT. ELIAS-CLARKE -- DAY

We watch MIRANDA -- still only a partial view of her -- click-clacking through the lobby in her 4-inch-heels.

And we see PEOPLE reacting 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.

As she's about to get in she sees a lowly EDITORIAL ASSISTANT in the elevator. He immediately leaps out.

EDITORIAL ASSISTANT
Sorry, Ms. Priestly.

She doesn't acknowledge his existence. Her perfectly manicured finger presses one of the buttons.

INT. RUNWAY -- DAY

EMILY looks around to see if everything's perfect. Notices ANDY.

EMILY

Oh my God. 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.

ANDY

(to herself)

Wow, this is like self-esteem camp.

INT. RUNWAY -- DAY

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

MIRANDA PRIESTLY, in all her glory. She is stunning, perfectly put together, a white Hermes scarf around her neck.

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

INT. RUNWAY -- DAY

EMILY runs up the hall to MIRANDA and walks her to her office.

MIRANDA

Why didn't you confirm?

EMILY

I did. He must have gotten sick overnight. I'm so sorry, Miranda.

MIRANDA

Sorry is just an excuse to make the same mistake again.

We see ANDY, watching this, but MIRANDA seems not to notice her.

EMILY

(rattling off quickly)

Here's the bulletin so far. At 7:00, Simone called from the Paris office. She figured out dates with Testino for the Rio shoot and confirmed with Gisele.

(MORE)

EMILY (cont'd)

Then at 7:15 Michael Kors called about the Model of the Year party. He's at his house in the Caymans. I have that number. At 7:30 Natalie from Glorious Foods called to see whether you'd like the Vacherin filled with mixed berries praline or warm rhubarb compote. At 8:15 Mrs. Samuels called to remind you about Parent-Teacher conferences at Dalton tonight -- you and your husband have reservations at Le Bernardin immediately following. And at 8:30 Donatella Versace called about the upcoming Miami trip. She wants to know, do you need any staff besides the driver, chef, Pilates instructor, personal assistant, three maids and a yacht captain? Said to call her back ASAP as the good yacht captains get snapped up very quickly.

MIRANDA

Fine. I'll be ready to roll calls in two minutes. Let's try Donatella first. Then I want Michael, Simone and then Jay-Z. And tell Nigel I need an answer about swimwear.

MIRANDA stops at EMILY'S desk, takes off her coat, dumps it on EMILY'S chair, walks past ANDY. EMILY is relieved, but then--

MIRANDA (cont'd)

Who was that?

Damn. She noticed her.

EMILY

Nobody. I mean, I was pre-interviewing assistants for you and she's the last one but--

MIRANDA

I'll do it. You obviously can't do anything right.

MIRANDA goes into her office. EMILY looks at ANDY.

EMILY

Oh my God. This is so not happening to me right now.

INT. MIRANDA'S OFFICE -- DAY

ANDY enters, hesitant. Behind her, EMILY watches, nervous.

ANDY now has a better view of MIRANDA'S gleaming office.

A single flower in a Steuben vase.

Photos by Avedon, Penn, Testino and Meisel.

A large photo taken by a very good photographer, of MIRANDA, her husband STEPHEN and her twin GIRLS, CASSIDY and CAROLINE and, playing on a beach in the Hamptons.

Iced Pellegrino on a coaster on the desk. Every current issue of any relevant magazine, fanned out precisely on a table.

ANDY walks in. MIRANDA is busy writing, doesn't look up.

MIRANDA

Who are you?

ANDY

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

ANDY hands MIRANDA her resume, which MIRANDA ignores.

She finally looks up and gives ANDY her patented once-over, top to bottom, every molecule dissected.

The phone buzzes. MIRANDA picks it up.

MIRANDA

Yes, all the swimwear by 3 today...

(hangs up)

What was your major?

ANDY

English, with an emphasis in journalism.

MIRANDA

Why are you here?

ANDY

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

MIRANDA

(impatient)

Why are you here?

ANDY is so taken back by her directness she blurts the truth.

ANDY

My resume got me a meeting with Human Resources and they said it's this or Auto Universe.

MIRANDA takes this in, pleased by her honesty.

MIRANDA

You don't read Runway, do you?

ANDY

No.

MIRANDA

And before today, you had never heard of me, had you?

ANDY

No.

MIRANDA

And you have no style or sense of fashion.

ANDY

That depends on--

MIRANDA

That wasn't a question.

She finally picks up ANDY'S resume. Glances.

MIRANDA (cont'd)

Editor-in-Chief of the Daily Northwestern. Impressive.

ANDY

I also won a nationwide competition for college journalists with my 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 the--

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

ANDY (cont'd)

Okay, listen, I may not know too much about fashion, but I'm smart and resourceful and I will work very hard and--

And MIRANDA says... nothing.

ANDY (cont'd)

And that's it. That's what I wanted to say. And now I'll just... bye-bye.

INT. MCSORLEY'S -- NIGHT

A dark, loud, bustling bar, one of those McSomething bars you spend your twenties in.

ANDY is with her boyfriend NATE, a friendly handsome guy with a great smile, and their friends from college, DOUG and LILY.

DOUG is built like a linebacker and sweet as hell. LILY is arty and offbeat.

ANDY is in a full-body cringe.

ANDY

I basically came out and told her I had no idea that she's one of the most important people in New York publishing. Oh, and then I rambled like a crazy person.

LILY

When do you find out if you got it?

ANDY

Have you not heard what I've been saying? I was a jackass. I'm not getting it.

DOUG

You never know. Miranda Priestly is famous for being unpredictable.

ANDY

Oh my God. 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 big deal. I bet a million girls would kill for that job.

ANDY

Okay, now you're really scaring me.

He shrugs. ANDY thinks.

ANDY (cont'd)

Maybe I shouldn't let this bother me. It's a fashion magazine. It's all about cleavage and lip gloss, right? I turned down law school to be a journalist. Runway's not right for me.

Her friends exchange glances.

NATE

I don't know. You do have to start somewhere.

LILY

Yeah. Look at Nate. He's flipping chicken breasts at O'Neal's now so he can work his way up to being a chef. And I would take any job in the art world. Even if it was not exactly what I wanted.

ANDY

So what you're saying is, I just blew my big break in journalism. Great.

Beat. ANDY puts her head in her hands, bummed.

DOUG

Luckily, I already have my dream job.

LILY

(huh?)

You're a corporate research analyst -

DOUG

-- which totally rocks. Best things are the free bagels on Thursday and the whores.

They look at him.

DOUG (cont'd)
 Okay, so there are no bagels.
 (beat)
 And only a couple whores.

INT. 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 starts to trickle into the apartment. NATE wakes up, pulls ANDY closer. Soon they're kissing. Their kisses become less sleepy and more urgent and at that moment...

ANDY'S cell phone rings. Loud. With a ring tone that's ironically obnoxious, say, "Oops I Did it Again."

ANDY feels around, finding the phone.

ANDY
 Hello?... Now?

She looks over at the alarm clock which reads: 6:45 AM.

INT. ANDY'S APARTMENT -- MORNING

ANDY, in a hurry, has tried on every bit of clothing she owns; there's a huge discard pile on the bed. Her closet is empty.

She looks at her outfit in the mirror. And is promptly overcome by a wave of self-hatred.

She tries to pull her sweater off. The neckhole is too small. She hops around, tugging.

INT. RECEPTION -- DAY

ANDY steps off the elevator with all the RUNWAY girls who are turned out to perfection. She looks completely out of place.

INT. RECEPTION -- DAY

ANDY sits on the body-twisting sofa. EMILY strides in.

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

She instantly turns on her heels. ANDY follows.

ANDY
(to herself)
So, no pressure, then.

EMILY
We have seven minutes before Miranda
gets here. Let's go.

INT. RUNWAY-- DAY

EMILY walks ANDY through the hallways of the offices,
introducing her to people, though not slowing down.

EMILY
This is Jocelyn from Accessories...
Jocelyn, this is Andy, the new me...
Andy, this is Steph, assistant art
director...

All the WOMEN we're meetings are around 25, 6-foot tall and
about 100 pounds. The male employees, straight or gay, are all
expertly styled and groomed.

Suddenly EMILY sees a tall, gorgeous African-American woman.

EMILY (cont'd)
What are you doing here, you witch?!

LISA
I just popped over to say hi to Nigel.

EMILY and LISA hug. EMILY turns to ANDY.

EMILY
This is Lisa, I'm the old her. Miranda
loves her and got her another totally
FAB job.

ANDY looks at LISA, curious.

LISA
It's not a big deal.
(feigning nonchalance)
Assistant editor at the New Yorker.

ANDY
The New Yorker? You're kidding me.

EMILY
Yeah. She's a huge kidder. Especially
with people she doesn't know or care
about.

She gives LISA a look. Can you believe these newbies?

LISA

And here's the man himself...

She waves her arm towards the dapper gentleman ANDY saw yesterday with the Altoids. He extends a hand to ANDY.

NIGEL

Nigel Kipling. Fashion Director. You must be the new Emily.

He studies her, a more benevolent version of MIRANDA'S appraisal. Finally he sees her feet.

NIGEL (cont'd)

What are those?

ANDY

My shoes. My mom bought these for me at Nordstrom's my sophomore year.

NIGEL

So they're, like, vintage.

She smiles. No idea. He takes her hand and spins her around.

NIGEL (cont'd)

Oh my God. I love your look. It's like Oklahoma and New Jersey fell in love and had a baby.

ANDY

Actually, I'm from Cincinnati.

NIGEL

No, it's not possible. Not you.

He kisses her on the cheek.

NIGEL (cont'd)

Welcome to the dollhouse, Baby.

He hooks his arm through LISA'S arm and sweeps her away. EMILY turns to ANDY.

EMILY

I have three more minutes to explain to you your whole entire job.

INT. RUNWAY -- DAY

EMILY shows ANDY her desk, next to hers, in the bullpen in front of MIRANDA'S office.

EMILY

You and I are responsible for the phones -- one of us must always be here to answer them. She hates calls rolling to voicemail. Other than that, we 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 the Eiffel Tower screensaver on her monitor.

ANDY

That sounds great.

EMILY

Paris is fabulous. You wear couture, go to all the shows. It's the best thing that could ever happen to a person.

(smiles)

And this time, that person is me.

ANDY looks at EMILY, amazed by her intensity.

Just then NIGEL comes over. He is carrying a pair of stunning black Jimmy Choo slingbacks.

NIGEL

I guessed 8 1/2.

ANDY

That's right, but I don't think I'll--

NIGEL

Fine. Use them as a paperweight.

He leaves the shoes and walks away.

EMILY

Now, your duties. First, the food.

INT. RUNWAY -- DAY

EMILY shows ANDY how to set up for MIRANDA'S arrival. They move between the kitchen, the outer office and MIRANDA'S office.

EMILY

It must be Pellegrino, frigid, and placed on her right in the 2 o'clock position. These are the only coasters we use, they're made of zebrawood.

ANDY

Excellent. I don't know what that is, but it sounds cool.

EMILY

Her breakfast and lunch are always the same. Scrambled eggs and bacon for breakfast. For lunch, a steak so rare it's practically talking. Once a day we do a Starbucks run and she gets a tall white chocolate mocha, hotter than lava, two blueberry muffins and a cranberry bliss bar.

ANDY

I can't believe she eats like that. She's so thin.

EMILY

I know. She has the one thing I've always wanted... a metabolism.

EMILY scoops up an armful of magazines.

EMILY (cont'd)

Last thing, the periodicals.

They walk into MIRANDA'S office. EMILY spreads out the magazines on a table.

EMILY (cont'd)

Fanned out with exactly three-quarters of an inch between them.

They step back into the outer office. EMILY looks at the clock.

EMILY (cont'd)

And then...

The clock ticks over to 7:30.

EMILY (cont'd)

...boom!

And that instant MIRANDA appears, talking on her cell phone, leaving people scurrying behind her.

MIRANDA

(on phone)

...I told him there's no way we're doing tartan OR taffeta again...

She walks by ANDY and EMILY without acknowledging them or stopping her conversation, she drops her coat on ANDY'S desk and walks into her office.

EMILY

Second assistant also does coat.

ANDY

Coat?

EMILY opens a closet. ANDY takes the coat and hangs it up.

ANDY (cont'd)

Coat. Got it.

EMILY

And, you will also eventually be responsible for the Book.

ANDY

The Book?

(realizes)

I'm repeating everything you say, aren't I? Wow, that's annoying.

EMILY shows ANDY a large wire-bound collection of pages as big as a phone book. EMILY opens it and leafs through it.

EMILY

The Book is The Bible. The current issue in its latest form. Miranda needs to approve every single thing in the magazine so she edits it at night. The Book is the most important thing you will ever touch in your whole life, including your newborn children and eventually the face of God.

ANDY looks at it. It's very impressive and cool.

EMILY (cont'd)
Every night we deliver the Book, and
her dry cleaning, to her house.

ANDY
To her house?
(realizes)
Dammit, I did it again.

EMILY
You will only get to deliver the Book
when Miranda trusts you and feels
you're worthy. Until then, I get the
lovely task of staying late waiting
for all the departments to be done.

Just then EMILY'S phone rings. She picks it up.

EMILY (cont'd)
She wants to see you.

EMILY holds up the Jimmy Choos.

EMILY (cont'd)
I'm begging you.

ANDY
Thank you, but I really don't think I
need those. She must be fine with how
I dress. She hired me. Remember?

INT. MIRANDA'S OFFICE -- DAY

ANDY walks in. Smiling. Eager. MIRANDA'S chair faces away from
her.

ANDY
Good morning. Miranda. What can I do
for you?

And MIRANDA turns. Her gaze lands on ANDY'S shoes. Then her eyes
travel up to ANDY'S face, a process which seems to take forever.

Then, of all the scary things she could do, MIRANDA does the
scariest. Smiles.

INT. RUNWAY -- DAY

ANDY flies out of MIRANDA'S office. Briskly walks past EMILY.

Takes the Jimmy Choos, puts them on, walks back into MIRANDA'S
office.

EMILY promptly takes a tissue from her desk. Picks up ANDY'S shoes and puts them in the trash.

ANDY walks back out.

ANDY

She said she needs a skirt from Ralph Lauren for the Meisel shoot with Naomi next week.

EMILY

Did she say which skirt?

(ANDY shakes her head No)

Did she say what kind?

(No.)

Color? Shape? Fabric?

(No. No. No.)

God, I hate it when she does that.

INT. RUNWAY -- LATER

EMILY jots some things down. ANDY checks her subway map.

ANDY

To get to the Ralph Lauren store, I take the 6 and--

EMILY

You're not going to the store.

ANDY

Of course not. I'm going...

(thinks)

...to his house?

EMILY

(Good Lord)

You're going to the showroom. It's across the street from Miyake over on Madison.

ANDY

Miyake. Super. Is that a restaurant?

EMILY gives her a completely disgusted look.

ANDY (cont'd)

I'm guessing no.

EMILY

You need to pick up some other things as well.

She hands ANDY a list.

ANDY

Great.

ANDY stands up, clutching her subway map.

EMILY

And you do not take the subway on
Elias-Clarke business. Ever.

ANDY

Wait. You're kidding.
(excited)
I take a taxi?

EMILY hands her a list.

EMILY

You have exactly forty-five minutes to
get everything done.

EXT. ELIAS-CLARKE -- DAY

ANDY steps out. Sees a Black Lincoln Town Car. Walks over to it.
Can't help but smile.

INT. TOWN CAR -- DAY

ANDY looks around happily. Notices a little fridge, opens it.

ANDY

(excited)
Oh my God! Diet Coke!

The DRIVER, ROY, meets her eye in the mirror.

ANDY (cont'd)

(trying to play it off)
I'm just, um, a little thirsty.

ROY smiles, amused.

INT. RALPH LAUREN SHOWROOM -- DAY

ANDY watches as the SALES REP brings out skirt after skirt.

SALES REP

You must be new. Congratulations.
People would KILL for your job.

ANDY

I've heard that.

SALES REP

Of course, she can keep these as long as she needs. And here--

She brings out a bag, begins piling items into ANDY'S arms.

SALES REP (cont'd)

For Miranda's twins, they love the rubys, and for her husband, I threw in a couple new suits...

INT. CHANEL -- DAY

ANDY enters Chanel, a towering three-story structure on 57th. The SALESGIRL hands her a pair of teensy white tennis shorts.

ANDY

Is this for one of the twins?

SALESGIRL

(giggles)

Custom-made for Miranda, silly.

ANDY looks at the shorts. Inhumanly teensy.

INT. HERMES -- DAY

The Hermes SALESGIRL piles about 25 scarf boxes onto ANDY'S outstretched arms.

SALESGIRL

You want me to get the driver to help you?

ANDY

No time. Running late.

INT. ELIAS-CLARKE LOBBY -- DAY

JOCELYN, the accessories editor, waits for the elevator. ANDY, winded, carrying the tower of scarf boxes, races over.

ANDY

(pleased with herself)

I made it back in time.

(off JOCELYN'S look.)

You don't care, do you?

JOCELYN

Miranda does have an eye for the sharp girls.

ANDY

(re: scarf boxes)

She must really like these things.

JOCELYN

They're her signature, the Hermes white scarf. She's never seen without them and she goes through them like Kleenex.

ANDY

Oh.

(beat)

You know, if by chance you ever need any writing done, I was editor of my college newspaper--

JOCELYN looks at her.

ANDY (cont'd)

And there's that thing again where you don't care.

They hear the ding of the elevator and walk in. But suddenly JOCELYN sees MIRANDA walking toward the elevator. She immediately gets out.

MIRANDA stands by the elevator, looking at ANDY.

ANDY stays, looking confused. MIRANDA waits.

Finally JOCELYN walks in and pulls ANDY out. MIRANDA gets in the elevator alone. After the doors close--

ANDY (cont'd)

We can't ride up with her? Why?

JOCELYN

Half a day on the job and you're still asking "Why?" That concerns me.

INT. RUNWAY -- DAY

ANDY walks in, laden with stuff: EMILY springs up.

EMILY

Thank God you're here. I have to pee.

ANDY

You haven't peed since I left?

EMILY

I told you, these phones can never be unmanned. Not for a second. I'm going to lunch. We have fourteen minutes each. I go first.

ANDY watches EMILY'S pencil-thin hips swing up the hallway.

ANDY

You eat lunch?

INT. CAFETERIA -- DAY

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 walks over to the deserted soup station. Ladles out some corn chowder into a bowl. NIGEL joins her.

NIGEL

Hey, Cincinnati.

She smiles. He sees what she's putting on her tray.

NIGEL (cont'd)

Corn chowder. Interesting.

ANDY looks at him, confused.

NIGEL (cont'd)

No. Great choice. It's just that I think cellulite is actually one of the ingredients of corn chowder.

ANDY

Isn't corn a vegetable?

NIGEL

You are a breath of fresh air.

ANDY and NIGEL sit and begin eating.

ANDY

So 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.

This causes NIGEL to choke on his salad.

Just then ANDY dips a piece of bread in her chowder, eats it.

ACROSS THE CAFETERIA

...seeing this, the TWO FASHION ASSISTANTS gasp in horror like ANDY just stuck a fork in her eyeball.

ANDY notices a short, expensively ruffled man walks in, surrounded by a few IMPORTANT LOOKING MEN.

ANDY (cont'd)

Who is that?

NIGEL

Irv Ravitz, who--

ANDY

--owns Elias-Clarke. Wow.

NIGEL

That's him. Tiny, but packs a punch.

ANDY watches IRV as he gets a tray and goes through the line.

ANDY

And he's getting corn chowder. Great minds...

Distracted, watching IRV, ANDY accidentally drips on her blouse.

ANDY (cont'd)

Oh, dammit.

On NIGEL, smiling. She looks at him.

ANDY (cont'd)

Oh no you don't.

He looks at her. What?

ANDY (cont'd)

You want to lend me a blouse.

NIGEL

Got me. I'm an evil clothes-lender.

ANDY

I've already got the shoes, next thing you know it's a skirt and then boom! I'm whirling in and out of revolving doors like Pretty Woman, getting totally made over.

NIGEL

And that's... a bad thing?

ANDY

Nigel, I have scruples. I'm a journalist. I won't be working in fashion forever. I don't think I have to change everything about myself just because I have this job.

NIGEL

(giggles)

Who told you that?

ANDY'S watch beeps.

ANDY

I have forty-five seconds to get back to my desk.

She smiles and gets up.

NIGEL

Scruples and a digital watch. Oh, the horror.

INT. MIRANDA'S OFFICE -- DAY

The magazine staff is gathered in MIRANDA'S office. MIRANDA flips through the racks of skirts.

MIRANDA

Too eighties. Too floppy. Not eighties enough. Too horrible to be believed.

She looks around at everyone. It is clear she is horribly disappointed.

MIRANDA (cont'd)

The layout is supposed to be called the New Skirt. These are the oldest, most cliched, tired skirts on earth.

Just then ANDY walks in. Silently, she lays out MIRANDA'S coffee order in front of her.

MIRANDA (cont'd)
We need to start over.

She looks at ANDY.

MIRANDA (cont'd)
Sit down, Emily, I need you to take notes on all these changes. First of all--

ANDY
(innocently)
Actually, it's Andy.

MIRANDA
Pardon?

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

ANDY
My name is Andy. Actually, it's Andrea, but people call me Andy.

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

Everyone stares at ANDY. ANDY takes out a notebook.

MIRANDA (cont'd)
The skirt is important. Crucial, in fact. Women need separates that can take them through all facets of their day.

She grabs a skirt off the rack. ANDY watches her.

MIRANDA (cont'd)
This has sequins, but it's denim. It's of no use to anyone. We need to give women clear choices about--
(to ANDY)
What are you looking at?

ANDY
Me? Nothing, I--

MIRANDA
You think you're above this, don't you? We're talking about skirts and you're smirking.

ANDY
I'm not smirking.

MIRANDA
Inside, you're smirking.

And now the room is totally silent. Everyone there has had this happen to them one time or another, and they're just grateful this time, it's not them.

ANDY
No, no, no. I'm not. I'm not above anything. That's my motto. I swear.

MIRANDA
You see that droopy sweater you're wearing? That blue was on a dress Cameron Diaz wore on the cover of Runway -- shredded chiffon by James Holt. The same blue quickly appeared in eight other designers' collections and eventually made its way to the secondary designers, the department store labels, and then to some lovely Gap Outlet, where you no doubt found it. That color is worth millions of dollars and many jobs.

She smiles at ANDY. Who quakes.

MIRANDA (cont'd)
Your superior attitude is not acceptable at this magazine. In this industry. Or in my presence.

INT. APARTMENT -- NIGHT

ANDY is trying to come down from a day of work. She changes out of her work clothes into sweats as she rants...

NATE watches her, amused.

ANDY
She could be the most horrible person I've ever met, seen or heard about. She's not happy unless everyone around her is panicked, nauseous or suicidal.

She pulls an ancient Northwestern sweatshirt over her head.

ANDY (cont'd)
And they all act like they're curing cancer or something.
(MORE)

ANDY (cont'd)
 (doing MIRANDA'S voice)
 "The skirt is important. Crucial, in fact."

(her own voice)
 Reality check, lady, "the skirt" is just something you wear because "the jeans" are in the wash.

NATE
 You could just not show up tomorrow. Or ever.

ANDY
 I can't give up, Nate. She may be heinous, but the job is a great opportunity. I swear to God, though, what I'd really like to do is go right up to her and say what I really think.

QUICK CUT TO:

INT. RUNWAY -- DAY

MIRANDA walks in.

ANDY
 Good morning, Miranda! Nice to see you.

In response, MIRANDA simply drops her coat in front of ANDY and then without so much as a glance at ANDY, walks into her office.

ANDY (cont'd)
 (under her breath)
 ...Me? I'm fine, thanks for asking...

INT. RUNWAY-- DAY

ANDY brings in MIRANDA'S scrambled eggs, served on china. She just looks at them.

MIRANDA
 Those are freezing.

ANDY almost starts to say something like "You didn't taste them," but reigns herself in.

ANDY
 I'll get you new ones immediately.

She picks up the tray and carries it out and, with her back to MIRANDA, makes a face of explosive frustration.

INT. RUNWAY -- LATER -- DAY

ANDY is at her desk on the phone.

ANDY
I'll tell Miranda. Okey-doke.

She hangs up. EMILY gives her a look of disgust.

ANDY (cont'd)
So you're saying No on the Okey-Doke.

EMILY hands ANDY a piece of paper.

EMILY
This is Miranda's itinerary for her weekend in Miami with Donatella. If she needs something, she'll call you. One of the perks of being second assistant. Make sure you leave your cell phone on 24/7.
(intensely)
Don't. Mess. This. Up.

On ANDY, apprehensive.

EXT. WEST VILLAGE STREET -- DAY

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

ANDY appears in the window.

ANDY
Dad! I'll be right down!

INT. STAIRWELL -- DAY

ANDY walks RICHARD up the stairs. He's already breathing heavy.

RICHARD
I don't usually come to the ConLaw conference but I figured, what a great excuse to come see my Andy.

INT. ANDY'S APARTMENT -- NIGHT

ANDY'S father looks around. Takes in the smallness, the kitchen/tub setup. Tries not to broadcast panic or despair.

ANDY
There's a view.

She walks him to a spot where if you crane your head and peer over to the side you can see a tiny sliver of some buildings.

INT. BLUE RIBBON -- NIGHT

ANDY and her DAD are eating at a restaurant on Sullivan Street.

RICHARD

So tell me more about the job...
Your mother and I can't wait to get
your first clips.

ANDY

Actually, I won't be writing for a
while. It's more doing...
administrative stuff for Miranda.
Then if that goes well, I can move
up to first assistant and after
that Miranda might put me up for a
better job.

RICHARD

Oh. I see. Might.

ANDY

Yeah, I know. It seems like kind of
a gamble, but I've met people who
worked for Miranda and went on to
great places... the New Yorker...

He eats his food for a beat, not saying anything.

ANDY (cont'd)

Okay, what? Just say it.

RICHARD

Andy, it's just a little confusing....
you were so gung ho to move out here
and you're not even doing the thing
you said you wanted to do.

ANDY

I have to work my way up. I have to
start somewhere. Look, I know you
don't understand, because this is not
your world, but this job with Miranda
is an amazing opportunity...

RICHARD

And here I thought your acceptance to
Stanford Law was an amazing
opportunity.

ANDY

Dad--

RICHARD

That school is so hard to get into and you're throwing that away--

ANDY

Dad, you're a lawyer, your father was a lawyer and your brother, we have enough lawyers in our family.

RICHARD

Then why did you even apply?

ANDY

Because it's what you wanted me to do. And that's all I've ever done, my whole life -- what you thought I should do. Well, this is what I want to do. Finally.

RICHARD

So this is your dream, getting coffee for fashion editors?

ANDY

If I was getting coffee for senior partners, would that make you feel better?

RICHARD

Yes, as a matter of fact. Because the law is intellectual, it's substantial, it's --

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

ANDY

It's Miranda.

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...

She starts moving through the airport.

MIRANDA (cont'd)

I have to get home. Tonight. The twins have a recital at school tomorrow morning that I can't miss.

INT. BLUE RIBBON -- NIGHT

ANDY tries to hear through the noise of the restaurant.

ANDY

Hold on. I can't hear her.

(to RICHARD)

This will just take a second.

She trots outside the restaurant.

EXT. BLUE RIBBON -- NIGHT

Through the window, we see RICHARD eat alone. QUICK CUTS of ANDY on the cell phone.

ANDY

There must be something...

(jump cut to)

I've tried that airline already. Let me talk to your manager.

(jump cut to)

Call me back if there's a cancellation.

(jump cut to)

I'm sorry, Miranda. I'm doing the best I can. Apparently, there were a lot of big conventions in town and-- Of course I'll keep trying...

EXT. STREET -- NIGHT

ANDY and RICHARD are standing outside the Minskoff Theater where Fiddler on the Roof is playing.

The crowds stream in. ANDY is still on the phone. RICHARD waits, tickets in hand.

ANDY

Sir, it's very important that she get a seat on that flight... Hold on...

(she switches over)

Miranda, it's just that all the charter companies are closed and...

Hold on.

(she switches over again)

I'll call you back. Please talk to your supervisor again.

(MORE)

ANDY (cont'd)
 (she switches back)
 Miranda? Hello? Dammit.

She starts frantically dialling.

RICHARD
 Andy, stop this. It's Sunday night,
 for Christ's sake. Enough is enough.
 The show is starting. Let's go.

He tries to walk her into the theater.

ANDY
 Dad, I can't.

RICHARD
 Yes, you can. You did the best you
 could. You couldn't get her what she
 wanted. What she wants is impossible.

She looks at him.

RICHARD (cont'd)
 Let's just go in, okay? I haven't seen
 you in so long...

ANDY hesitates...

ANDY
 Okay, fine.

Reluctantly, she puts her phone in her purse. And as she walks
 in the theater with her Dad...

RICHARD
 And anyway, Andy, really. It's not
 your fault. How angry could this woman
 be?

INT. MIRANDA'S OFFICE -- DAY

To the brightness of MIRANDA'S office. MIRANDA stands by the
 window. ANDY stands there, cowed.

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

ANDY
 I'm so sorry, Miranda. You have no
 idea.

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, worships the magazine. And they turn out to be disappointing and stupid.

She smiles. That smile that pierces ANDY to the core.

MIRANDA (cont'd)

But you, with your great resume... I thought you would be different. I thought, go ahead, hire the smart, fat girl...

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

MIRANDA (cont'd)

I thought I was being clever. But it turns out you are just as disappointing as those other girls. And the only person I have to blame for your ineptitude is myself, for hiring you.

ANDY is frozen where she stands.

MIRANDA (cont'd)

You stranded me in the middle of nowhere when my children needed me.

ANDY

If there was a way, any way I could make it up to you--

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.

INT. RUNWAY -- DAY

ANDY runs down the hall, biting back tears. She crosses paths with NIGEL, who sees the expression on her face and pulls her into his office.

INT. NIGEL'S OFFICE -- DAY

NIGEL closes the door. She looks at him, lips trembling.

NIGEL

Let me guess. You were trying not to
cry the whole time you were with her?

And she promptly bursts into tears. He puts his arm around her.

NIGEL (cont'd)

Wow. So been there.

ANDY

No matter what I do, I can't please
her. I've always done well at anything
I applied myself to, but this is so
hard. She's just so scary and horrible
and frightening and scary.

She sniffles, blows her nose. He looks at her.

NIGEL

Are you done?

What?

NIGEL (cont'd)

You want me to say, oh, poor you,
Miranda is picking on you? Get real,
Cincinnati. Miranda Priestly is
impossible. Always has been, always
will be. Your job is not about
pleasing her. It's about surviving
her.

He studies her.

NIGEL (cont'd)

Andy, I've seen a lot of assistants
come and go. And you've got talent --
you're bright and hard-working. But
you're not committed to this job. I
bet you don't even read the magazine.

Beat. He looks at her.

NIGEL (cont'd)

Andy, if you want this, start giving
this your all. Be who Miranda needs
you to be. Or else... quit.

ANDY

Nigel, I don't want to give up. I don't.

NIGEL

Then... what do you say? Are you in or are you out?

ANDY

I'm in. I'll do what it takes. I swear.

He looks at her.

NIGEL

Well, if that's the case...

ANDY

Oh no...

NIGEL

Andy...

ANDY

Isn't there another way?

He shakes his head. And she realizes he's right. She sighs.

NIGEL

Go ahead. Say it. Say the words.

ANDY

I can't. Please. Have mercy.

NIGEL

Say it. Say those three little words I've been dying to hear since I met you.

ANDY

(goddamn it)

Okay, fine. Make me over.

INT. CLOSET -- DAY

With a grand gesture, NIGEL swings open the door to...

...a large room that's like a treasure cave, piled high with shoes, bags, clothes, furs, jewelry.

NIGEL

The best fashion has to offer. And we get the first look at everything.

ANDY gapes, looks around the closet.

ANDY

How are we going to do this? I only have eleven minutes left on my lunch break.

NIGEL

Don't worry. My record is four minutes head to toe.

She sees a beautiful, expensive beaded gown in the corner.

ANDY

Look at that.

She walks over to it, amazed.

ANDY (cont'd)

That's a James Holt. James Holt. Even I've heard of him.

NIGEL

He's a genius. Owes everything to Miranda. That's Emily's dress for the benefit at the museum in September.

ANDY

Do I... get to go to the benefit?

NIGEL

(laughs)

First you don't want shoes, now you want a ball gown.

(shakes his head)

Only the first assistant goes to the benefit.

NIGEL begins picking things out...

NIGEL (cont'd)

Okay. Here we go.

He starts flinging clothing at her.

NIGEL (cont'd)

Christian Dior fitted blazer... skirt by Tracy Reese... a little denim mini from Chip & Pepper... Clement Ribiero cardigan...

Fling fling fling... ANDY catches them.

INT. RUNWAY -- DAY

ANDY, carrying her armful of clothing, is rushed down the hallway into...

INT. BEAUTY DEPARTMENT -- LATER

ANDY is seated in front of a mirror, her hair and make-up being fussed over by so many people we can't even see her.

INT. RUNWAY -- DAY

EMILY is on the phone.

EMILY

I have no idea why Miranda hired her.
(she sighs)

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.

Just then MIRANDA'S voice sails out.

MIRANDA

An-dre-a.

ANDY smiles at EMILY. And walks into MIRANDA'S office.

INT. MIRANDA'S OFFICE

MIRANDA has her back turned, looking at some photos on a light box in her office.

MIRANDA

I need these three blown up and printed onto--

And just then she glances over at ANDY. The transformed ANDY.

And she gives ANDY an almost imperceptible nod of approval.

Then she quickly goes back to what she was doing, her back turned to ANDY.

MIRANDA (cont'd)
 --and tell him it's too saturated with
 yellow, we need to bring up the pinks--

And behind her, ANDY smiles.

INT. CAFETERIA -- DAY

ANDY strides in. Heads turn. Is that the same girl?

ANDY walks confidently under their stares and heads over...

...to the soup station. Where she proudly ladles out some corn
 chowder and puts it on her tray.

INT. RUNWAY -- DAY

ANDY picks up the phone.

ANDY
 Miranda Priestly's office.

...we pull out to see that while rolling calls, ANDY is also
 filing things, doing a spread sheet and unwrapping presents.

She covers the receiver, holds up a box to show EMILY.

ANDY (cont'd)
 Charlie Rose gave Miranda a phone for
 her birthday.

She holds up an expensive, fancy Bang & Olufsen phone.

EMILY
 A phone. How tacky. Get rid of it
 before she sees it.

ANDY
 How do I do that?

INT. MCSORLEY'S -- NIGHT

ANDY joins her friends and NATE. ANDY plops the phone on the
 table.

But everyone barely looks at the phone. They're all pre-occupied
 by her appearance.

NATE
 Wow.

ANDY

I know. Awesome phone, right? Bang & Olufsen. Emily said I could keep it.

She keeps nattering happily.

ANDY (cont'd)

Hillary Clinton sent a birthday present. And Nelson Mandela. And Lil' Kim.

And as they continue to stare.

LILY

I can't believe this is you. The girl who wore the same sweater for three years in college.

LILY looks at ANDY'S jacket.

LILY (cont'd)

Is that Chanel?

ANDY

Don't be silly.

(almost under her breath)

It's Balenciaga. Anyway, it's just a few clothes for work. So I don't stand out.

DOUG

Wait. So all the girls there look like that?

ANDY

No. They're prettier. And thinner.

DOUG

Dammit, I love your job.

She reaches into her bag.

ANDY

I have more stuff.

She hands out perfume, cosmetics, belts. DOUG picks up one of the perfume bottles and is about to spray it on his hand when ANDY stops him.

ANDY (cont'd)

It's called "Pink". For women.

DOUG
Men can be pink. I have a pink side.

LILY
Please. We're eating.

ANDY
You know who's coming into the office
Friday? John Updike.

NATE
Why, does he need pants?

ANDY
No, Smart Ass. The magazine publishes
some great writers.

LILY
Oh, yeah. Their article on the denim
mini changed my life.

They all laugh.

ANDY
(a bit peeved)
Just because it's a fashion magazine
doesn't mean it can't be credible.
Miranda has covered some real stories,
AIDS in Africa, domestic violence,
teenage drug abuse.

NATE shakes his head.

NATE
I think you're really starting to
drink the KoolAid.

Just then ANDY'S cell phone rings. NATE grabs it.

NATE (cont'd)
Let me guess.

ANDY
Give me the phone.

He checks. The name on the phone: MIRANDA.

NATE
It's the Dragon Lady herself.

ANDY
Give me the phone.

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

DOUG

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

ANDY practically tackles him, grabs the phone away.

ANDY

Come on, guys. Give me the fucking
phone!

They are all stunned by her vehemence. Including ANDY.

ANDY (cont'd)

(into phone)

Hello, Miranda.

INT. TOWN CAR -- NIGHT

MIRANDA is being driven home.

MIRANDA

I need a messenger to pick up some
sketches from James Holt.

INT. RESTAURANT -- NIGHT

ANDY on the phone.

ANDY

I'll take care of it myself. Don't
worry about it. I'm leaving right now.

She hangs up.

ANDY (cont'd)

You guys didn't need to be such
assholes.

And she exits. And all her friends exchange a look.

EXT. ELIAS-CLARKE -- NIGHT

ANDY runs into Elias-Clarke.

EXT. TRIBECA STREET -- NIGHT

ANDY pulls up in front of a loft building in Tribeca in the town
car.

INT. LOFT -- NIGHT

ANDY rings the buzzer. No answer but she can hear VOICES behind the door. She pushes it and it opens.

Inside she sees an industrial-style 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, and there she is. She walks over to one of the super hot women adorning the party.

ANDY

Is James Holt here?

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

ANDY walks over to him.

ANDY (cont'd)

Hi, I'm Andy. I'm picking up some sketches for Miranda Priestly.

JAMES

You must be the new Emily. Let me see.

He checks her out.

JAMES (cont'd)

Shrunken blazer with a long-sleeved chiffon blouse. That outfit has Nigel Kipling written all over it.

He hands her a folio with a handle.

JAMES (cont'd)

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

ANDY

No, I--

JAMES

I insist. Come on.

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)

Don't get me wrong. I worship Miranda. She practically invented me.

(to the BARTENDER)

She'll have the punch.

(MORE)

JAMES (cont'd)
(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 with my
pants wrapped around a telephone pole.

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

His name is CHRISTIAN HARPER.

ANDY
I don't want to be rude to him, but I
want to go.

CHRISTIAN
No, you don't. You're looking
around... you're intrigued, even
titillated.

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

He laughs.

CHRISTIAN
Christian Harper. Sorry for being so
editorial.
(holds up his glass)
I blame the punch.

ANDY
Christian Harper? The writer?
(he nods)
You write for every magazine I love.
Your New Yorker piece on Al Sharpton
that won the National Magazine
Award... I actually wrote a paper on
it senior year.

CHRISTIAN
Did it mention my good looks and
killer charm?

ANDY
No, but it did mention a few factual
errors and your unfortunate insistence
on using second person plural.

CHRISTIAN
(laughs)
And what do you do?

ANDY
I work for Miranda Priestly.

He shakes his head.

CHRISTIAN
You're never going to make it.

ANDY
Excuse me?

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

ANDY
You know nothing about me. You have no
idea what I'm capable of.

ANDY hands him her glass of punch.

ANDY (cont'd)
If you'll excuse me, I have to go.

She starts to leave.

CHRISTIAN
Let me guess. You have a boyfriend
waiting. From... not high school...
college? Moderately handsome 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!

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

EXT. APARTMENT -- NIGHT

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

NATE

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

ANDY

(surprised)

Where are you going?

NATE

Doug and some of his yahoo friends are
playing Texas Hold 'Em at his
apartment. I'm 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?

ANDY

Nate, hold on a second.

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

NATE

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.

ANDY

Very funny.

NATE
 (into phone)
 And what temperature would you like it
 to be exactly?

He waves to ANDY and walks away.

INT. APARTMENT -- EARLY MORNING

It's pitch black outside and NATE is fast asleep...

...but ANDY is already awake, getting ready. And it's a more complicated process now, selecting just the right outfit, applying make-up...

INT. OFFICE -- LATER -- DAY

We see MIRANDA. She is studying a pile of sketches from the folio ANDY picked up the night before.

INT. RUNWAY -- DAY

ANDY is putting away dishes in the kitchen when MIRANDA appears.

MIRANDA
 Where's Emily?

ANDY
 She went down to production, but
 anything you need, Miranda, I'm on it.

MIRANDA
 You're not going to sing, are you?

ANDY shakes her head. No. And MIRANDA sighs. I guess you'll do. She hands ANDY a piece of paper.

MIRANDA (cont'd)
 I need you to pull these back issues.

INT. TOWN CAR -- DAY

MIRANDA and ANDY ride along in heavy traffic. MIRANDA is tapping her foot, impatient. Finally she leans forward to ROY, the driver.

MIRANDA
 Just let us out here.

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

EXT. DOWNTOWN STREET -- DAY

MIRANDA sails down the street. MIRANDA walks fast, weaving in and out of pedestrian traffic like a sports car on the Autobahn.

ANDY, in her heels, carrying a stack of heavy magazines, races after her. Not easy.

Suddenly MIRANDA disappears from ANDY'S line of vision.

ANDY

Shit. Shit shit shit.

She finally sees MIRANDA, crossing the street.

ANDY tries to follow, stepping into the street without looking both ways as...

...a car misses her by inches. The DRIVER leans out and unleashes a string of Jersey-inflected swear words.

No time for ANDY to recover. She takes off after MIRANDA.

EXT. TRIBECA STREET -- DAY

ANDY realizes they're on JAMES HOLT'S street. She catches up with MIRANDA as she enters the building.

INT. LOFT -- DAY

MIRANDA wrangles the heavy door to the loft elevator like a longshoreman. ANDY hesitates, unsure if she's permitted to be in the elevator with MIRANDA. She sighs.

MIRANDA

Okay, fine. Since we're in a hurry.

INT. ELEVATOR -- DAY

Beat. MIRANDA and ANDY ride up together.

ANDY

Interesting building. Last time I was here, James was having this party and--

MIRANDA looks at her.

ANDY (cont'd)

--and this is why you don't like to ride up in the elevator with people.

MIRANDA smiles a tight little smile. Precisely.

INT. LOFT -- DAY

MIRANDA sweeps in. Her entrance is a surprise. JAMES HOLT runs over to greet MIRANDA. His ASSISTANTS stop what they're doing and try not to openly stare.

MIRANDA and JAMES embrace.

JAMES

An impromptu visit. You are full of surprises--

MIRANDA places an envelope onto his desk.

MIRANDA

The sketches you sent me. For fall.

MIRANDA walks around, looking at the pieces on the mannequins. A hodgepodge of unfinished items.

JAMES

I was trying to capture the intersection of East meets West. The modern woman as Geisha meets rock star with a little Desperate Housewives thrown in.

MIRANDA stops in front of a red dress with too many flounces and flourishes -- and eyes it critically.

JAMES (cont'd)

But obviously, the collection is still a work in progress.

MIRANDA

Actually, no, it isn't, my love.

He looks at her. I beg your pardon?

MIRANDA (cont'd)

You are not going to produce this line. If you do, I will not put any of it in the magazine, nor will you get any department store orders.

JAMES

Miranda, I know the collection is edgy-

MIRANDA

I'm looking through the pieces thinking kimonos, motorcycle jackets, gingham..

(shakes her head)

(MORE)

MIRANDA (cont'd)

Most of it, I don't get at all. What I do get, I don't like. I cannot let you do this to yourself. Or to me. My reputation is on the line here too.

ANDY watches JAMES. The whole room is pin-drop silent.

MIRANDA (cont'd)

I gave you editorial coverage before anyone else. I made people take notice of you. I was the only editor in the front row of your first show in that warehouse at the pier. In the front row, clapping.

MIRANDA steps closer to JAMES, puts a hand on his shoulder.

MIRANDA (cont'd)

I remember every piece of that first collection. The swing of the chiffon, the vibrance of the embroidery.

She walks over to ANDY and takes the pile of magazines. Throws each on the table in front of JAMES as she talks.

MIRANDA (cont'd)

September 1997, you revolutionize the hemline, March 1998, you bring back femininity out of that horrible monk phase, June 2000, you're the first one to do the watercolor florals and February 2002, you radically rethink the empire waist.

She leans into him.

MIRANDA (cont'd)

You don't just dress a woman, you embrace her, give her the love she might never get from a real man.

And now the room is dead silent, everyone rapt.

And MIRANDA is no longer remote. She's talking about something she loves and it's written all over her. We see ANDY, watching this change in her.

MIRANDA (cont'd)

You make a woman feel powerful, special, beautiful. Even if she is none of those things. Her first day on the job, her wedding, her first date, you are there for all the important moments of a woman's life.

(MORE)

MIRANDA (cont'd)

That is what you were put on the planet to do. This, on the other hand--

She gestures the collection.

MIRANDA (cont'd)

--is just plain bad. Burn it. Think of something else. I know it will be divine.

And with that, she gives him another kiss and sweeps over to the elevator. ANDY scoops up the RUNWAYS and follows.

JAMES

Miranda--

She turns.

JAMES (cont'd)

Thank you.

She nods. Has no vanity at all about what she said. She exits.

And as MIRANDA goes, one of HOLT'S ASSISTANTS bursts into applause. A few others join in. JAMES glares. They stop.

INT. NATE'S APARTMENT -- NIGHT

NATE cooks for ANDY -- he's a chef, and he makes a regular old grilled cheese look absurdly enticing. She digs in, starving.

NATE

I think it sounds shitty.

ANDY

It was kind of harsh, but she was being honest. And she really inspired him. Look, she is tough, but she gets results. She has the best book in the business.

NATE

Oh, really? The best book in the business. Well, that's justifies being a flaming bitch.

ANDY

I'm just saying... she's just as tough on herself. When I get in to work at 7:30, there's already a bunch of emails from her, starting at 5 AM and the book is back in the office with her notes. I've never seen anyone so dedicated.

NATE

You know, I think you're developing a nasty case of Stockholm Syndrome, where people identify with their captors. It's like you want to be her now.

ANDY

Would that be so bad?

He looks at her. Are you serious?

ANDY (cont'd)

I mean, she can eat as many grilled cheeses as she wants and not gain a pound.

He shakes his head.

ANDY (cont'd)

Nate, come on. It's me. Same old me. With better outfits.

NATE

I liked your old outfits fine.

She gives him a look.

ANDY

So you don't... like my new clothes?

He shrugs. She looks at him.

ANDY (cont'd)

Really? What about this? This is brand new.

She gestures to her shirt. Starts unbuttoning buttons, revealing a bra that costs more than her entire previous wardrobe..

NATE

Okay, that I like.

She laughs. Then he kisses her, picks her up and carries her away from the table.

And just then ANDY'S cell phone rings. And they look at each other. And both know she's going to get it.

INT. RUNWAY -- DAY

EMILY'S at her desk in the morning. ANDY walks in and EMILY immediately pulls her aside.

EMILY

Oh, good. You're here. I need to talk to you.

ANDY

Oh my God. What's wrong? I know. I didn't get her cranberry bliss bar yesterday, but they were all out and--

EMILY

That's not it.

ANDY

Is she mad about the thing with Lagerfeld? I swear I had no idea he was allergic to camellias.

EMILY

Andy, stop.

ANDY

If it's about the time I referred to Proenza Schouler as she, I get it now. They are two men.

She finally stops to take a breath.

EMILY

Andy!

ANDY stares. What?

EMILY (cont'd)

Miranda told me you can start doing the Book.

ANDY'S eyes go wide.

ANDY

You're kidding me. Wow. That means I must have done something right. How about that?

She smiles, very pleased.

EMILY

(deadpan)

Yeah. Whoopee. Okay, now...

She leans forward.

EMILY (cont'd)
 It's very important that you do
 EXACTLY what I'm about to tell you.

ANDY nods, listening.

FLASH FORWARD TO:

INT. RUNWAY -- NIGHT

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

EMILY (V.O.)
 You wait at the office until all the
 department heads have submitted their
 pages and the book is assembled.

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

INT. MIRANDA'S OFFICE -- NIGHT

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 she jumps off the couch like she's been caught naked.

INT. RUNWAY -- NIGHT

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

EMILY (V.O.)
 Then you take Miranda's dry cleaning
 from the closet.

We see ANDY do this -- about a dozen garments on hangers.

EXT. ELIAS-CLARKE -- NIGHT

ANDY walks out, trying to juggle The Book and the dry cleaning.

EMILY (V.O.)
 A car will be waiting for you.

ROY opens the door for ANDY.

INT. TOWN CAR -- NIGHT

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

EXT. CENTRAL PARK WEST -- NIGHT

ANDY swings down the street, feeling pretty confident.

EMILY (V.O.)

When you get to the apartment, the doorman will have your name and he'll let you up.

INT. MIRANDA'S LOBBY -- NIGHT

The Beresford, a white-glove co-op building on 81st and Central Park West. The DOORMAN directs ANDY into the elevator.

EMILY (V.O.)

All you have to do is open the door, step into the foyer, hang the clothes on the hook and leave the book on the table.

INT. ELEVATOR -- NIGHT

The ELEVATOR MAN lets ANDY aboard, presses the button for the penthouse.

EMILY (V.O.)

The important thing is: just do those two things and leave. Don't talk to anyone. Don't look at anyone. Miranda does not want you to disturb her evening in any way.

FLASH BACK TO:

INT. RUNWAY -- DAY

ANDY looks at EMILY.

EMILY

You sure you got all that?

ANDY

Of course. Book, dry cleaning, hook, a monkey could do that.

She smiles.

FLASH FORWARD AGAIN TO:

INT. ELEVATOR -- NIGHT

ANDY waits. The Book and the dry cleaning are heavy. She tries to adjust the weight.

INT. HALLWAY -- NIGHT

ANDY steps into the hallway, dimly lit, with high ceilings and huge mouldings. MIRANDA'S door is at the end of the hall.

And for some reason, ANDY finds her heart is racing.

She opens the door.

INT. MIRANDA'S FOYER -- NIGHT

In contrast to the blinding brightness of MIRANDA'S office, her apartment is dark, shadowy. The ceilings are ridiculously tall.

ANDY steps inside, her footsteps echoing through the foyer.

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 gargoyle?

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)

...book on the table...

And you guessed it. There are two tables.

ANDY (cont'd)

Shit.

Suddenly she hears a noise. It's a girl of about 8, walking into the foyer. One of MIRANDA'S daughters, CASEY, carrying a violin and a bow.

ANDY freezes. At first CASSIDY'S face is blank. But then ANDY smiles. So CASSIDY smiles.

CASSIDY

Hi.

ANDY

Hi.

And CASSIDY points to one of the tables, using her bow.

ANDY (cont'd)
Oh my God, thank you.

CASSIDY smiles. The briefest of moments between them and...

...and suddenly they hear voices. MIRANDA and her husband, STEPHEN are in the living room, a sliver of which is visible from the foyer. Their voices are low but we can hear...

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

STEPHEN
I sat there 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 in the hall is ANDY, frozen. With CASSIDY 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, harsher than any look ANDY has gotten in the office.

INT. ELEVATOR -- NIGHT

ANDY gets in, heart pounding.

INT. NATE'S APARTMENT -- NIGHT

ANDY crawls into bed next to NATE. He takes her arm and wraps it around himself.

NATE
You're shaking.

ANDY
I'm... I'm okay.

But she's unable to relax, or even to close her eyes.

INT. RUNWAY -- DAY

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. Cassidy said hello, I said hello back, then I glanced into the living room--

EMILY

You glanced? Why were you glancing? Who said anything about glancing?

ANDY

You're right. I made a mistake. I don't know what I was thinking. It was so stupid.

EMILY

You can't do things like this to me. If she fires you, that'll jeopardize Paris for me.

ANDY

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. MIRANDA'S OFFICE -- DAY

ANDY walks in, apprehensive.

ANDY

I'm really, really sorry Miranda. I was nervous and I--

MIRANDA

I need the new Harry Potter book for the twins.

ANDY

Um... great. I'll just run down to the bookstore and--

MIRANDA

Did you fall and smack your head on the pavement?

ANDY

Not that I can recall.

MIRANDA

We have all the books. The girls want to know what happens next. I heard the manuscript just came in. And the girls need something to read on the train to their Grandmother's.

ANDY

Fine. No problem.

MIRANDA

Oh, and one more thing... There will be no more second chances.

INT. RUNWAY -- LATER

ANDY paces, panicky. EMILY watches her.

ANDY

I see, so the publisher is in London... can you give me that number? It's for Miranda Priestly.

(jump cut to)

What is it for? We're doing a layout on, um, sorcery-inspired fashion...

(jump cut to)

Yes, I understand. Thank you.

ANDY (cont'd)

There's no way I can get that book by early afternoon. She's after me, Emily. She wants to fire me. She's just prolonging the kill. Like an evil cat with a tiny little unfashionable mouse.

EMILY

Oh look, you're getting paranoid. Yay. It's not just me.

Just then they hear:

MIRANDA

An-dre-a!

INT. MIRANDA'S OFFICE -- DAY

ANDY walks in.

MIRANDA

I'd like my steak.

ANDY

Smith and Wollensky's doesn't open
until 11:45--

MIRANDA

Maybe we should call Cassidy and ask
her to take care of it, since she did
your job for you last night.

She smiles. The scary smile.

EXT. SMITH AND WOLLENSKY'S -- DAY

ANDY flies into frame and raps on the door of the closed
restaurant. MARTY, the MANAGER walks over, recognizes her.

He unlocks the door, letting her in.

INT. SMITH AND WOLLENSKY'S -- DAY

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.

She hangs up. MARTY looks at her.

MARTY

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

ANDY

It is amazing. Lots of fun. And filled
with interesting challenges--

And out the window something catches ANDY'S eye...

We see what ANDY'S looking at -- the newsstand right outside the
restaurant... The current issue of the New Yorker is featured
out front and ANDY sees the byline: CHRISTIAN HARPER.

INT. CHRISTIAN'S APARTMENT -- DAY

A very chic, very masculine apartment in the Village. CHRISTIAN is writing at a laptop when his phone rings.

We intercut between him and ANDY on the street.

CHRISTIAN

You're kidding, right? No one can get that book. They guard that thing like Fort Knox.

ANDY

I thought you knew everyone. Can't you think of something?

CHRISTIAN

It's impossible. Just tell her it can't be done, Miranda Girl.

ANDY

Have you met Miranda?

CHRISTIAN

I'm sorry.

ANDY

That's okay. Thanks anyway.

INT. RUNWAY -- DAY

ANDY runs down the hall with MIRANDA'S food. She passes 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.

INT. MIRANDA'S OFFICE -- DAY

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 this hours ago.

ANDY looks confused. Hours?

MIRANDA (cont'd)

Luckily, before I starved to death, Irv invited me to lunch. I will be back at exactly 2:15. I want my order from Starbucks to be here.

She gestures to the steak.

MIRANDA (cont'd)

Get rid of that.

And before she exits...

MIRANDA (cont'd)

If you don't have the Harry Potter by then, don't bother coming back.

INT. KITCHEN -- DAY

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.

INT. STARBUCKS -- DAY

ANDY is on the cell phone. She watches MIRANDA'S coffee drink being made.

ANDY

Come on. Please. You must know someone...

(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 you have there.

ANDY

Actually, it is. It's a fantastic job. A million girls would kill for it.

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

EXT. STARBUCKS -- DAY

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 out the stuff from Starbucks to people on the street.

INT. KITCHEN -- DAY

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

Holy shit. Well, good for you. Congratulations. You're free.

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

ANDY

Hello?

CHRISTIAN (O.S.)

I'm brilliant. Really. Monuments should be erected in my honor.

WE INTERCUT

Between ANDY on the street and CHRISTIAN in his office.

ANDY
You didn't.

CHRISTIAN
Oh yes.

ANDY
No. That would mean I actually... did something right.

CHRISTIAN
A friend of a friend is doing the cover art. You can meet her at her office this afternoon and make a copy.

ANDY just stands there, stunned.

CHRISTIAN (cont'd)
Hello? Andy? What's wrong?

ANDY
The thing is... See, I was about to...

CHRISTIAN
(groans)
Don't tell me you don't want the book now. I had to make love to a woman the size of a file cabinet to get it...

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

CHRISTIAN (cont'd)
Do you want this or not?

On ANDY, breathless--

EXT. STREET -- DAY

ANDY runs down the street.

EXT. STREET -- DAY

ANDY runs out of an apartment building holding a large envelope.

EXT. STREET -- DAY

ANDY stands outside a Kinko's. She's on the phone.

ANDY

I'm begging you. You have to stall her. Just ten minutes.

INT. TOWN CAR -- DAY

We see ROY, driving MIRANDA and IRV back from lunch. He hangs up the cell phone. Then he turns down a side street.

MIRANDA catches his eye in the mirror. What the hell?

ROY

Um... too much traffic on 5th. Putin's in town.

MIRANDA makes an annoyed face.

INSERT

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--

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.

QUICK CUT TO:

INT. TRAIN -- DAY

The MetroNorth from New York City to Bedford.

In the front row, we see two matching pairs of turtlenecks, Seven jeans, pink Izods and hello Kitty barrettes...

...and two matching Harry Potter manuscripts, every bit as professional-looking as ANDY described them...

...being eagerly devoured by CASSIDY and CAROLINE on their way to their Grandmother's. A NANNY sits beside them.

CUT BACK TO:

INT. OFFICE -- DAY

ANDY picks up the envelope.

ANDY

This is an extra copy. To keep on file just in case.

She smiles. Her faith in herself restored.

ANDY (cont'd)

(brightly)

Anything else I can do for you?

INT. 50 CARMINE -- NIGHT

For the first time, ANDY is early to meet NATE, sitting in the corner of an Italian restaurant when he enters.

NATE

Hey, you look pretty relaxed after the day you just had--

ANDY

Nate, I have news--

NATE

You do? So do I. I sent a bunch of letters to restaurants in San Fran, all my favorites, figuring, what the hell, got nothing to lose and look--

He shows her a letter.

NATE (cont'd)

I have an interview at Chez Panisse. Can you believe it?

ANDY

Oh my God. That's amazing.

NATE

The timing is perfect. You just quit your job, so we can go out together. If you like California, Andy, there's a lot of great jobs that don't involve working for psychopaths.

He looks at her.

NATE (cont'd)

What's your news?

On her smile, trying to figure out how to break this to him.

INT. RUNWAY -- DAY

ANDY picks up the phone.

ANDY

Miranda Priestly's office!

She's multitasking as she did before -- answering the phone, stuffing envelopes, sorting an accessory pile, but we can see she's starting to get it down.

ANDY (cont'd)

Oh, hi...

INT. GALLERY -- DAY

We see LILY, at work in a small office at the back of a gallery in Chelsea.

ANDY (O.S.)

The reservations are under Barnes.

LILY

Got it.

ANDY

I've been working so hard and he's not that psyched about it, so... I just want to make sure his birthday is fun.

INT. RUNWAY -- DAY

ANDY on the phone. The phone rings.

ANDY

Bye, Lily. Thanks.

(answers phone)

Miranda's Priestly's office...

ANDY'S interrupted by the loud sound of someone having a coughing fit.

ANDY (cont'd)
I'll tell her you called. Thanks.

ANDY looks over to where EMILY is sitting at her desk, blowing her nose. EMILY checks her face in her pocket mirror. Horrible.

ANDY (cont'd)
Are you okay?

EMILY
I don't have time to NOT be okay. I'm going to the benefit tonight. If I live that long.

Just then they hear MIRANDA'S voice.

MIRANDA
An-dre-a! Em-i-ly!

INT. MIRANDA'S OFFICE -- DAY

ANDY and EMILY walk in together.

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

ANDY and EMILY exchange a look.

ANDY
Actually, I wasn't planning on going to the benefit. I thought only the first assistant went.

MIRANDA
Only when the first assistant isn't revoltingly ill. You'll come and help Emily.

On EMILY and ANDY'S surprised faces.

INT. RUNWAY -- DAY

EMILY dumps something on ANDY'S lap -- a book of what looks like mug shots. EMILY starts flipping through, pointing out people.

It is clear EMILY is a little miffed.

EMILY

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

She promptly dissolves into a coughing fit for about twenty seconds.

ANDY

Don't look at me. It's Nate's birthday tonight. This is the last thing I want to do.

EMILY

That's the president of the Met--

ANDY keeps flipping through.

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.

Just then NIGEL bursts in.

NIGEL

What are you doing in here?

ANDY looks up at him.

NIGEL (cont'd)

Good god, we don't have a moment to lose.

EXT. STREET -- DAY

NIGEL trots down the street with ANDY in tow.

NIGEL

Black Tie. The highest level possible in grooming and fashion. Few, if any, can pull it off. Hair and makeup will meet us there and Harry Winston is sending over a few baubles to choose from.

INT. SHOWROOM/STUDIO -- DAY

We're in Oscar de la Renta's capacious showroom/studio. A large logo that reads "Oscar de la Renta" is overhead.

SALES REPS bring out dress after dress on a rack.

We see ANDY, overwhelmed.

Suddenly OSCAR himself appears. He and NIGEL exchange air-kisses.

OSCAR

Nigel, what can we do for you?

NIGEL

We have an emergency red carpet situation.

He gestures to ANDY.

NIGEL (cont'd)

Thing is, she's a 6.

We see the stunned looks on everyone's faces, as if he'd said she had an extra arm.

OSCAR

I'll see what we can do.

INT. STUDIO -- LATER

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

NIGEL selects a necklace from an assortment of necklaces. He drapes it around ANDY'S neck.

NIGEL studies his creation, proud. He sighs.

NIGEL

How do you feel?

ANDY

Well, let's see...

EXT. STREET -- NIGHT

We see a limousine gliding through the streets...

ANDY (V.O.)

My feet are killing me, everything pinches...

EXT. METROPOLITAN MUSEUM OF ART -- NIGHT

The Met, all lit and abuzz for a gala charity benefit.

A banner across the front of the museum reads "RUNWAY PRESENTS: THE COSTUME INSTITUTE: IN BLACK AND WHITE." A red carpet crammed with celebrities and photographers leads into the museum.

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 opens and ANDY steps out onto the red carpet.

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.

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

Em... 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. Congrats.

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

EMILY

Ready?

INT. METROPOLITAN MUSEUM OF ART -- NIGHT

ANDY and EMILY enter. The scene takes ANDY'S breath away: the lobby is packed with New York's elite. Everything in sight is white -- white tulips, bone white china, white candles, white tablecloths and chair covered in white silk.

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

EMILY

Everything has to go perfectly tonight or she'll have my head. You have no idea how many assistants she's fired RIGHT before they were supposed to go to Paris. That can't happen to me.

ANDY

We'll just make sure everything goes smoothly, then.

EMILY

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

ANDY

How will we find her?

Just then an audible murmur makes its way through the crowd. They, along with everyone, swivel their heads in time to see...

...a woman making an entrance into the party wearing a spectacular red dress.

It's MIRANDA, of course, a ruby in a sea of monochrome.

EMILY

The crimson James Holt. She's a genius.

It's the awkward red dress James had in his studio, 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 walking down the stairs in Valentino.

MIRANDA greets the couple.

MIRANDA
Ambassador, Rebecca. Lovely to see you.

EMILY gets ANDY's attention and mouths "Thank you."

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
That's Jacqueline Follet.

ANDY
From French Runway? I thought Miranda wanted her to come after she left.

EMILY
She did. Jacqueline puts her in the worst mood.

JACQUELINE and IRV head straight for MIRANDA.

MIRANDA
Good to see you, Irv.

IRV
Miranda, you look amazing.

Then MIRANDA turns to JACQUELINE. They kiss the air behind each other's ears, pretending to be happy to see each other.

MIRANDA

Bonsoir, Cherie. Ta robe est rudement chouette.

JACQUELINE

I like your dress too. Very...
Americaine. Sportif.

MIRANDA smiles, 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...

ANDY

Venez avec moi.
(to MIRANDA)
Pardonnez-nous.

She pulls JACQUELINE across the room.

LATER

ANDY and EMILY are with MIRANDA who is talking to ELTON JOHN.

Suddenly they're surprised by the appearance of MIRANDA'S husband STEPHEN, quite drunk.

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. EMILY emits a cough of shock, but ANDY quickly turns to ELTON, distracting him.

ANDY

I'm sorry to be such an idiot, but I think you are so awesome. I can sing along to, like, fifty of your songs...

(MORE)

ANDY (cont'd)
I think Crocodile Rock is my favorite,
but I also love Tiny Dancer...

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 looks at ANDY.

And MIRANDA mouths the words "Thank You."

ANDY and EMILY'S eyes both go wide. Holy shit.

EXT. MUSEUM -- NIGHT

ANDY trots down the steps, exhilarated.

Checks her watch. 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
You look amazing.
(he grins)
And I take it you still work for
Miranda.

ANDY
I am. Thanks to you... And I'm doing
great now.

CHRISTIAN
(laughs)
Oh, is that right?

ANDY
Sure is. Guess 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
 Say hello to the boyfriend for me.

She tries to bite back an incriminating smile. Turns and races
 towards her limo.

INT. TOWN CAR -- NIGHT

ANDY is putting the finishing touches on wrapping a present.

Then she starts ripping off her clothes, shoes, stockings. She
 grabs a pair of jeans, a tshirt and some boots out of a bag and
 starts to change.

INT. RESTAURANT -- NIGHT

NATE, DOUG and LILY are hanging out with NATE'S friends when
 ANDY walks in. She runs over, hugs NATE and sits down.

ANDY
 I'm so sorry I'm late. One moment
 Miranda just announces I have to go to
 the benefit, next thing you know I'm
 in a crazy getup directing Isaac
 Mizrahi to the raw bar.

They're kind of staring, so she tries to wind it down.

ANDY (cont'd)
 But the weirdest thing was that
 Miranda actually acted like a halfway
 normal human being and... and...

And she can tell she's blathering.

ANDY (cont'd)
 Anyway, I'm really sorry and... I'm
 sorry.

She grabs a menu.

ANDY (cont'd)
What's everyone getting?

Just then the WAITRESS walks over with change from the check.

And ANDY realizes. She's missed the whole dinner.

And without saying anything, NATE reaches over and takes something off her head...

...her tiara.

INT. SUBWAY -- NIGHT

ANDY and NATE sit next to each other, surrounded by late night passengers.

ANDY
... I must have lost track of time.
It's so strange. That's never happened
to me before. I'm really sorry I was
late. It won't happen again.

NATE gives her look. Yeah, right.

MUSIC UP

A MONTAGE that shows that as ANDY'S career starts to take off, her relationships continue to spiral downward.

--IN THE APARTMENT

ANDY wakes up. NATE is already gone.

-RUNWAY RECEPTION

ANDY steps off the elevator with all the other RUNWAY girls. And now, with her confident stride and her fashionable attire, she is indistinguishable from any of the others...

--CENTRAL PARK

NATE, DOUG and LILY and a bunch of their friends play frisbee in the park. The summer is beginning to turn into fall. Camera finds ANDY...

...on the cell phone.

--RALPH LAUREN SHOWROOM

We see ANDY back in the Ralph Lauren showroom. They wheel out a rack of sweaters. ANDY flips through the skirts, confident, selecting and rejecting.

--APARTMENT

We see NATE in his apartment, alone, waiting for ANDY. Finally he picks up his jacket and walks out.

--RUNWAY

ANDY goes through the book with JOCELYN, clarifying MIRANDA'S notes. A couple FASHION ASSISTANTS take notes as ANDY talks.

--ON THE STREET, DAWN

ANDY walks to work so early the sun is still rising. The air has turned cold now. She pulls her coat closer around her.

--MCSORLEY'S

NATE, DOUG and LILY out for drinks. ANDY is nowhere to be found. NATE'S cell phone rings. The caller id flashes "ANDY".

NATE turns off the ringer and ignores the call. DOUG and LILY exchange a look.

INT. RECEPTION -- DAY

A handsome Italian man, MASSIMO CORTILEONI, steps off the elevator. MIRANDA greets him. They airkiss.

MIRANDA
Massimo! Mio Amore!

MASSIMO
Miranda! Belissima!

He rattles off some more compliments in Italian as she leads him down the hall to her office.

MIRANDA
Oh, Massimo, stop. I'm a married woman, you know.

She walks him by ANDY and EMILY.

MIRANDA (cont'd)
Andrea, this is Massimo Cortileoni,
president of LVMH.
(to MASSIMO)
If you need anything at all, just let
Andrea know.

And with that she sweeps MASSIMO into the office. ANDY realizes EMILY is staring at her.

She shrugs, as if what MIRANDA just did was no big deal. But EMILY knows it is.

INT. RUNWAY -- NIGHT

ANDY waits for the book, no longer timid, blasting a song on the stereo and singing along...

ANDY
(to the Stones)
Ain't I hot enough? Ain't I rough
enough? Ain't I rich enough? I'm not
too blind to see...

Suddenly the intercom sounds.

INTERCOM
Book's done.

ANDY
(still singing)
The book is done. I said, the book is
done...

INT. MIRANDA'S FOYER -- NIGHT

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

MIRANDA
Andrea.

ANDY practically has a heart attack.

MIRANDA (cont'd)
Come in.

ANDY steps into the apartment, curious. And scared.

MIRANDA (cont'd)
As you know, Paris is the most
important week of the year for me. The
schedule of shows and interviews is
horrendous and I'm under a microscope.

ANDY looks at her, not sure where this concerns her.

MIRANDA (cont'd)

And so, as you can imagine, for that week it is vital that I have the best team possible with me, the most skilled individuals at the magazine.

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

ANDY

Yes, of course you do and--

MIRANDA

You're coming with me to Paris, Andrea.

ANDY

Oh, no. No, no. You don't mean that. Emily would die. Her whole life is about Paris. She hasn't eaten in weeks.

MIRANDA

It's not for you to tell me what I can and cannot do. You are coming with me to Paris.

ANDY

With all due respect, I can't do that, Miranda. I just can't. I've only been at Runway for five months.

MIRANDA shrugs. Fine.

MIRANDA

Then you're fired.

ANDY

Excuse me?

MIRANDA

If you don't come to Paris, I will assume you're not serious about your job and I would have no choice but to dismiss you.

ANDY looks at her, stunned.

MIRANDA (cont'd)

On the other hand, if you do a good job in Paris and continue to impress me, there's no end to your future at Runway or anyplace else.

She smiles. At her very most seductive.

MIRANDA (cont'd)
The decision is strictly up to you.

ANDY
But--

MIRANDA
That's all.

INT. ELEVATOR -- NIGHT

ANDY rides down in shock. She closes her eyes. Dammit.

EXT. CENTRAL PARK WEST -- NIGHT

ANDY walks out of MIRANDA'S building. ROY opens the door for her, but she waves him away.

EXT. BROADWAY -- NIGHT

ANDY walks downtown alone, thinking.

INT. ANDY'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.

INT. RUNWAY -- DAY

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 Eiffel Tower 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?

INT. RUNWAY -- DAY

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

EXT. MIDTOWN STREET -- DAY

EMILY flies down the street in even more than her usual tizzy.

ANDY (O.S.)

Emily--

EMILY

Sorry I'm late. I got there early and realized I forgot to get more Hermes scarves for the trip.

ANDY (O.S.)

Emily, I have to talk to you.

EMILY

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

EMILY juggles a stack of the bright orange Hermes scarf boxes, her purse, her cell phone.

EMILY 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 orange Hermes shopping bag, some orange Hermes boxes, and some of the white scarves as they fly through the air.

INT. LENOX HILL HOSPITAL -- DAY

ANDY sits in the waiting room, distraught.

INT. HOSPITAL ROOM -- DAY

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.

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

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 pile of bullshit.

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 those Jimmy Choos.

She bites off a hunk of dinner roll...

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. God! It's so unfair.

(takes another bite)

Just go.

ANDY

Emily--

EMILY

I said, go!

INT. RUNWAY -- DAY

ANDY sits in NIGEL'S office as NIGEL and the FASHION ASSISTANTS swirl outfits in front of her.

NIGEL

To accompany Miranda to a bistro? Cuffed, charcoal gray Theory pants with a black silk turtleneck by Celine. For the tennis club where she'll receive private lessons? Bootleg workout pants, zip-up hoodie and tank top, all by Prada Sport. For the front row of the Chanel show? A pleated schoolgirl skirt by Anna Sui with a sheer white Miu Miu blouse and Chanel spectators with a Michael Kors blazer...

A BEAUTY EDITOR appears in front of ANDY with a cosmetic bag.

BEAUTY EDITOR

Here are your shadows, liners, lipsticks in matte, high-shine, long-lasting and clear, six mascaras from light blue to pouty black, eyelash curler and two eyelash combs, liquid, solid and powder blush. And of course your moisturizers: glimmering, tinted, scented, unscented, hypo-allergenic, alpha-hydroxy...

The BEAUTY EDITOR now pulls out a sketch book with a different page for each event, with labels like "Outdoor Daytime" and "Relaxed Evening Glamour: NOT FOR BLACK TIE".

ANDY

There's no way I can do all this.

NIGEL

Hopefully you won't have to. This is for emergencies only. If for some reason your hair and make-up people can't make it.

ANDY

I have my own hair and make-up person?

They all laugh.

NIGEL

You don't get it. You will be with Miranda every waking hour. You are part of the image she reflects to the world. You need to look right.

And suddenly more racks of clothing are rolled in.

NIGEL (cont'd)

And now for the evening attire...

On ANDY. There's more clothes?

INT: RUNWAY -- NIGHT

The hubbub has died down. ANDY looks at NIGEL, exhausted.

NIGEL

On Saturday Night, Miranda is throwing THE event of the Fashion Week, a soiree honoring James Holt. I'll be there, of course, but you need to make sure it goes without a hitch.

ANDY

Sure. Great. Somebody shoot me.

NIGEL

You know the funny thing? Haven't known you that long, but I'm gonna really miss you.

She looks at him. What? He smiles.

NIGEL (cont'd)

Who's leaving Runway? Who got a new job? Oh, yes. Me.

ANDY

You're kidding me.

NIGEL

James Holt just got like a billion dollars from LVMH -- you know, they have that dreamboat president, Massimo. He's giving James money to start his new line, and he needs a partner.

(off her look)

Miranda knows. She put me up for it.

ANDY

Oh my God. Nigel, that's amazing. What a fantastic job.

NIGEL

Oh I know. Pays up the wazoo, lots of money and power... what's not to like?
(grins at her, knowing)

People would kill for a job like that.

He looks at her.

NIGEL (cont'd)

What the hell is wrong with you? No one with a pile of free couture should ever have that expression on their face.

ANDY

I wish I could get excited about going to Paris, but I still feel terrible--

NIGEL

You mean about Emily? Oh please. Emily would have sold you out ten times faster than you did.

ANDY

That doesn't make it right.

NIGEL

Oh, please. Don't give me that Miss America crap. You did what you had to do. End of story. Andy, after Paris, the sky's the limit for you.

ANDY takes this in.

NIGEL (cont'd)

Who knows, you might even be a size 4 one day.

She gives him a look.

NIGEL (cont'd)

Car picks you up tomorrow at 6 AM.

INT. CHELSEA GALLERY -- NIGHT

LILY has curated a show at the gallery where she works. The place bustles with groovy ART PEOPLE.

LILY runs around like she owns the place, much the way ANDY does at RUNWAY now.

ANDY walks in, looks around, impressed by the art and the crowd.

LILY spots ANDY and runs over. They hug.

ANDY

Oh my God. Lily, look at this.

LILY

I'm just a junior curator.

ANDY

Stop that. This is amazing. I am so proud of you.

LILY

I'm glad you came. I wasn't sure you would be able to make it.

ANDY

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

LILY looks at her, smiles.

ANDY (cont'd)

Okay, so lately I've missed a few things... a lot of things... almost everything.

LILY

(laughs)

You're here now. That's all that matters.

LILY runs off to greet someone. ANDY walks over to DOUG who is at the buffet, carefully piling shrimp on a tiny plate.

ANDY

Hey, Dougie.

DOUG

Hey. Got fired today. Want some shrimp?

ANDY

(very surprised)

You got--

DOUG

I'm broke, I'm lying to my parents and today I watched six episodes of Pimp My Ride on Tivo. I feel AWESOME.

(extends the plate)

Seriously, take a shrimp.

ANDY

Doug, I'm so sorry.

DOUG

Don't be. I'm staring into the abyss. But the abyss is cool.

INT. CHELSEA GALLERY -- LATER

ANDY waits for the bathroom. She hears a voice.

CHRISTIAN

Hey, Miranda Girl.

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

ANDY

What are you doing here?

CHRISTIAN

Art. I like art. You know, I was just thinking about you.

ANDY

Bull.

CHRISTIAN

I'm doing a profile of Gaultier for New York and I was making plans for Paris and I found myself wondering if my Miranda girl would be there.

ANDY

Actually...

Stop smiling. Why am I smiling?

ANDY (cont'd)

I am going...
(suddenly feeling ashamed)
I just found out and--

CHRISTIAN

That's great. I'm staying at this killer hotel in the Marais right 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.

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, down to her last hangnail. But this person?

She gestures to ANDY.

LILY (cont'd)

This glamazon who skulks around in corners with some random hot fashion guy? I don't get her.

ANDY tries to say something, but LILY interrupts.

LILY (cont'd)

In case you're interested, Nate is looking for you.

She indicates NATE across the room. He waves. She walks over to him and gives him a kiss.

EXT. CHELSEA GALLERY -- LATER THAT NIGHT

NATE and ANDY walk together down the street away from the gallery. The street is shiny from a recent rain.

NATE

I think it's great. Going to Paris. A big opportunity.

ANDY

I know, but it means I can't go to California and--

NATE

Please. You were never coming with me.

ANDY

Look. I know you're upset because I've been so busy, missed your birthday.

NATE

Andy, please. I don't care about that stuff. It's you. You're changing.

ANDY

That's not true.

NATE

You used to be thoughtful, down-to-earth, no bullshit. When you started that job you laughed at the Runway girls, their vanity, their pettiness, the way they worshipped Miranda. And now you've become one of them. Some new creature. Mirandy.

ANDY

I don't understand what you're asking me to do. Quit? I can't give up now. I've worked too hard, come too far.

NATE

Andy, all I know is, if I met you today, I don't know if I'd even go over and talk to you, let alone spend two years of my life with you.

ANDY

You don't mean that.

NATE

Yeah, Andy. I 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 for a while.

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

INT. AIRPLANE -- DAY

MIRANDA and ANDY are in first-class. The tray of champagne and orange juice comes around. MIRANDA waves it off. ANDY does too.

INT. AIRPLANE -- DAY

ANDY goes back to the galley. Grabs a couple of the champagne glasses and downs them. The FLIGHT ATTENDANTS stare.

INT. AIRPLANE -- NIGHT

It's dark now and everyone on the plane is asleep.

MIRANDA is asleep, mouth closed, make-up seamless, not a hair out of place, perfect even at rest.

We move over to ANDY, who sleeps like a normal person, hair askew, mouth slightly open.

INT. LIMO -- NIGHT

ANDY looks out the window, watching Paris at night whizzing by her. She is in awe. MIRANDA is not even looking out the window.

EXT. PLACE DE VENDOME -- NIGHT

The Paris Ritz. MIRANDA'S limo pulls up.

INT. RITZ HOTEL SUITE -- PARIS -- NIGHT

The BELLMAN opens the door to a huge suite. ANDY looks confused.

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

(realizes)

This is my room?

INT. MIRANDA'S RITZ HOTEL SUITE -- NIGHT

ANDY walks into MIRANDA'S room, which makes the other place look like a dump. She stares.

MIRANDA

Get out the guest list. We need to start working on the seating chart.

ANDY grabs her notebook, tries not to gape at the luxurious surroundings.

MIRANDA (cont'd)

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

ANDY springs to attention.

INT. RITZ HOTEL ROOM -- NIGHT

ANDY, in the sumptuous Ritz robe, looks out the window at the amazing view. Can't believe she's here. She smiles.

INT. MIRANDA'S RITZ HOTEL SUITE -- DAY

The next morning. We see MIRANDA getting ready -- a team of people works on her -- hair, make-up, pedicure, manicure...

We move across, through the wall...

INT. RITZ HOTEL ROOM -- DAY

...to the room next door, where we see ANDY getting the exact same VIP treatment. She can't believe this is happening to her.

QUICK CUTS of ANDY and MIRANDA in Paris.

INT. FASHION SHOW -- DAY

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.

INT. PARIS RESTAURANT -- NIGHT

A tiny restaurant on Rue de Richelieu called Dave where all the fashion notables eat during Fashion Week.

MIRANDA dines with a tableful of designers, editors and celebrities and ANDY is right there beside her.

INT. MIRANDA'S RITZ HOTEL SUITE -- DAY

A map of the inside of the chateau with tables arranged on it. ANDY does the seating arrangements with MIRANDA looking over her shoulder, pointing.

EXT. FASHION SHOW -- NIGHT

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.

INT. RITZ LOBBY -- DAY

ANDY stands near MIRANDA who is in the lobby chatting with STELLA MCCARTNEY when CHRISTIAN comes up beside ANDY.

CHRISTIAN

I think you owe me.

She turns. And is happy to see a friendly face.

ANDY

Oh, do I?

CHRISTIAN

You working tonight?

ANDY

Actually, Miranda has a dinner.

CHRISTIAN

So you are 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 shit. You are not desolé at all.

CHRISTIAN

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

INT. RITZ HOTEL ROOM -- EVENING

ANDY is getting dressed in one of her many fab outfits.

INT. MIRANDA'S RITZ HOTEL SUITE -- EVENING

MIRANDA is just out of the shower when she hears a knock at the door. She opens it. And a BELLMAN hands her an envelope.

INT. RITZ HOTEL CORRIDOR -- DAY

ANDY walks down the hall to MIRANDA'S suite, feeling cheerful, looking great. She knocks on the door.

MIRANDA opens the door and immediately turns away, walking over to the window. She looks out over the rooftops of Paris.

INT. MIRANDA'S RITZ HOTEL SUITE -- CONTINUOUS

ANDY follows, and her eyes widen as she notices something which shocks her to the core...

MIRANDA is wearing sweatpants.

ANDY

Um... I came to remind you, you're having dinner at Natalie Lehman's house in the country this evening and...

MIRANDA walks back over to the window without a word. Looks back out over the city.

MIRANDA

Do you know where I grew up?

ANDY shakes her head. Couldn't be more surprised by this conversation if they were both on fire.

MIRANDA (cont'd)

Pearl River, New York. Right on the border with Jersey. Cultural highlight? The Nanuet Mall. My dad owned a tire store.

(smiles)

But Pearl River is only 30 miles from Manhattan on the Palisades Parkway. I grew up reading Runway, Elle, Vogue, sneaking into New York to stand in the back of the shows, soaking it all up.

ANDY is perfectly still.

MIRANDA (cont'd)

When I was hired as Natalie's assistant, I knew I would make it. I knew I would be her someday. That's all I ever wanted to be. The editor of Runway...

A long beat. And finally MIRANDA turns.

She has no make-up on. Her hair is damp and unstyled. And she's obviously been crying.

MIRANDA (cont'd)

We need to think of a way to keep it out of New York press.

ANDY looks at her, not understanding. MIRANDA points at an envelope on the table.

MIRANDA (cont'd)
Divorce papers. Preliminary, of course.

ANDY takes in the shock of this.

MIRANDA (cont'd)
Funny thing is, I thought Stephen and I were going to make it. Third time's the charm. I used to call him my Lucky Third.

(she sighs)
At first they're always proud to be with me, proud to be with a powerful, accomplished woman. They say they don't want some little housewife. But then...

ANDY is watching her, just listening.

MIRANDA (cont'd)
I love him. I do. I just can't be what he wants me to be.
(she shivers)
And my girls... another stepfather, gone...

And she can't even bring herself to think this part through.

ANDY
You want to take the evening off? I can reschedule everything.

MIRANDA looks at her.

INT. RITZ HOTEL LOBBY -- NIGHT

We see MIRANDA, striding through the lobby. And what we notice is... she looks like regular MIRANDA. Done up, perfect, confident walk.

EXT. RITZ HOTEL -- NIGHT

MIRANDA breezes out of the hotel, gets in the waiting Limo.

INT. LIMO -- NIGHT

MIRANDA closes the door, takes a deep breath. And now that she's alone, for one second, her veneer cracks, just a little.

MIRANDA
(to the DRIVER)
Let's go.

INT. L'AMBROISIE -- NIGHT

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

CHRISTIAN
Oh, come on. You hate her. She whips you with tire chains.

ANDY
She can be tough to work for, but there's another side to her.

CHRISTIAN
No. There isn't. She's a ball buster. That's all.

ANDY
You wouldn't be saying that if she were a man. You'd be admiring her strength, her grit, her tenacity... but because she's a woman, those things make her a "ball-buster".

He laughs.

ANDY (cont'd)
What is so funny?

CHRISTIAN
You. Defending her. You've crossed over to the dark side completely.
(smiles)
It's pretty sexy.

He grins. Pours her more wine.

INT. L'AMBROISIE -- NIGHT

They drink glass after glass of wine.

EXT. PARIS STREET -- NIGHT

They walk home together through the Place Des Vosges.

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

She swirls around.

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.

ANDY (cont'd)
Nate and I only split up a few days ago.

Another kiss.

ANDY (cont'd)
I've had too much wine and my judgement is impaired.

Another kiss.

ANDY (cont'd)
I barely know you and I'm in a strange city.

He kisses her again.

ANDY (cont'd)
I'm out of reasons.

CHRISTIAN
Thank God.

INT. CHRISTIAN'S HOTEL ROOM -- NIGHT

ANDY and CHRISTIAN are kissing on his bed. Her phone rings. "Oops I Did it Again." ANDY ignores it.

But we see the caller ID. It says MOM & DAD.

DISSOLVE TO:

INT. CHRISTIAN'S HOTEL ROOM -- MORNING

ANDY wakes up. Her careful hair and make-up from the night before are wildly askew. She realizes what she did. And that she has a headache.

She sits up. Catches sight of herself in the mirror. Ouch. We hear the sound of the shower running. CHRISTIAN calls out--

CHRISTIAN
Order room service. Anything you want.

ANDY
I have to go back to my room and--

CHRISTIAN
Can't hear you.

ANDY starts getting dressed. As she picks up her jacket, she knocks over a few papers. And sees something sticking out.

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.

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

ANDY
What the hell is this?

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

CHRISTIAN
It's a sample.

ANDY
Of?

CHRISTIAN
Of what American Runway is going to look like when Jacqueline is editing it.

He pulls on a t-shirt.

CHRISTIAN (cont'd)
We worked on it together. She's bringing me in to run all the editorial content of the magazine.

ANDY
They're replacing Miranda?

CHRISTIAN

Are you really surprised? Runway is one of the most expensive books in the business. Jacqueline does the same thing with a lot less money.

ANDY

And that's the most important thing?

CHRISTIAN

Money is always the most important thing.

ANDY

You think I've crossed over to the dark side? Listen to yourself.

CHRISTIAN

Who said I was not on the dark side?

ANDY

This is a shitty thing to do to her, after all she's done for Elias-Clarke. Miranda will be devastated. Runway is her whole life.

CHRISTIAN

Something tells me she'll land on her feet.

(beat)

I guess it's not the worst thing that you found out. You'll probably have to look for a new job. Irv's going to tell Miranda this morning at breakfast.

He turns to his closet and contemplates his sports coats.

CHRISTIAN (cont'd)

And I'm not worried about you. You've proven that you're more than capable of fending for yourself.

He picks a jacket, puts it on, turns to ANDY...

Only to find the door open. And ANDY gone.

INT. RITZ HOTEL CORRIDOR-- DAY

ANDY races down the hall. Her cell phone rings again. She looks at it. MOM & DAD. She turns off the ringer.

She knocks on MIRANDA'S door. No answer. She thinks, dials.

INT. NIGEL'S HOTEL ROOM -- DAY

NIGEL is just waking up in his hotel room in Paris.

ANDY

I've tried her cell fifty times...

NIGEL

Can't you just track her down at her first appointment?

ANDY

I have to talk to her. Right now.

INT. RITZ LOBBY -- DAY

ANDY paces, unsure what to do. She dials MIRANDA'S number, yet again. Finally, MIRANDA picks up.

ANDY

Oh, thank God. Where are you?

MIRANDA

Excuse me?

ANDY

I need to talk to you. Right away.

MIRANDA

Don't have time. I'm having breakfast with Irv. You should be busy all day preparing for the James Holt party.

ANDY

Miranda, you don't understand. It's very important. I have to tell you--

And the phone clicks off. MIRANDA has hung up.

ANDY (cont'd)

Shit!

This garners some stares. She sits down on a chair to think.

Her cell phone rings again and her heart leaps. MIRANDA. But no. She picks up.

ANDY (cont'd)

Hey, Mom. Listen, I'm at work. It's really crazy over here and--

We hear the voice of ANDY'S mother, HANNAH.

HANNAH (O.S.)
 Before I say anything, don't be too worried. He's fine.

ANDY
 What are you talking about, Mom?

INT. CINCINNATI HOSPITAL -- DAY

HANNAH is in the hospital, sitting beside RICHARD.

HANNAH
 Your father had a heart attack. Last night. Everything's fine now. They've given him medication and he's resting comfortably.

INT. RITZ LOBBY -- DAY

ANDY clutches the phone.

ANDY
 Oh my God. Should I come home?

INT. CINCINNATI HOSPITAL -- DAY

HANNAH looks over at RICHARD, resting.

HANNAH (O.S.)
 You know your father. He would never ask. And he knows how busy you are, so...

EXT. STARBUCKS -- DAY

We see ANDY, holding back tears.

HANNAH (O.S.)
 I just wanted you to know, so you could make your own decision.

ANDY stands there a moment, teetering on a precipice. Then she starts to walk, quickly.

EXT. PARIS STREET -- DAY

ANDY dashes through Paris.

INT. HOTEL CRILLON LOBBY -- DAY

ANDY runs up to the front desk.

ANDY
Irv Ravitz?

INT. HOTEL CRILLON CORRIDOR -- DAY

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

The door opens. IRV stands there, surprised.

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

MIRANDA
Excuse us a moment.

MIRANDA pulls ANDY into the hall.

MIRANDA (cont'd)
Have you lost your mind?

ANDY
I have to talk to you.

MIRANDA
Whatever it is can wait until later.

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

INT. HOTEL CRILLON CORRIDOR -- NIGHT

ANDY sits in the hallway, wondering what to do. Just then MIRANDA comes out. ANDY springs up and follows her.

MIRANDA doesn't say anything, just starts walking. ANDY follows.

ANDY
Is everything... did that go okay? I mean, are you okay?

MIRANDA just keeps walking.

ANDY (cont'd)
Did he say anything about...? I mean, what did he say?

MIRANDA stops, aggravated.

MIRANDA
Now I know you've lost your mind.

ANDY

I was just wondering... I mean, if there's anything I can do.

MIRANDA

Yes, there is. Your job.

And MIRANDA walks away. ANDY stands there.

EXT. CHATEAU -- ESTABLISHING -- EVENING

A gorgeous 17th century castle in the countryside. GUESTS are arriving.

ANDY is outside, working with the staff, coordinating arrivals. She excuses herself for a moment.

We see her dial her cell phone.

EXT. CHATEAU -- EVENING

A few seconds later. We see ANDY, standing outside the Chateau, on the phone.

ANDY

Hey, Dad. Mom says you're doing great.
I just wanted you to know...
(listens)
I'm going to come home and see you
just as soon as Paris is over, okay?

She closes her eyes, fighting back emotion.

ANDY (cont'd)

Thanks. I love you too.

INT. CHATEAU -- EVENING

The chateau we saw in the opening with the party in full swing.

ANDY is bustling around, checking all the details -- the seating, the flowers, making sure the GUESTS are happy.

She spots CHRISTIAN, who raises a glass to her. She looks away.

INT. CHATEAU -- EVENING

ANDY watches MIRANDA as she greets the GUESTS -- so composed, so gracious. ANDY marvels.

Just then NIGEL clinks his fork on a glass. He's standing at the podium on the dais, getting ready to speak.

MIRANDA walks over, sits down on the dais. ANDY follows.

DISSOLVE TO:

INT. CHATEAU -- LATER

We pick up on the scene from the opening.

NIGEL

...one of the most elegant women ever
to walk the planet, I give you Miranda
Priestly.

We see ANDY, applauding, smiling, her eyes shining. MIRANDA
steps to the podium and we hear that short SCREECH of feedback.
She covers with a laugh, tries again.

MIRANDA

Thank you everyone. First I want to
congratulate James on his new line,
which is nothing short of miraculous.

JAMES smiles at her, raises a glass of champagne.

MIRANDA (cont'd)

But before I tell you in detail about
how much I love James Holt, I want to
say a few words. Today is not just an
important night for me, for Runway,
and for James, but an important day
for someone else in this room...

Her eyes land on JACQUELINE FOLLET. ANDY watches. What the hell?
She shoots a look at CHRISTIAN. Can tell from the look on his
face he has no idea where this is going.

FLASH BACK TO:

INT. HOTEL CRILLON SUITE -- DAY

Earlier that day. MIRANDA sits across from IRV.

IRV

Miranda, there's something I'd like to
discuss with you and--

MIRANDA takes a piece of paper out of her Hermes portfolio and
pushes it towards him.

IRV (cont'd)

What is this?

MIRANDA

It's a list.

FLASH FORWARD TO:

INT. CHATEAU -- DAY

MIRANDA continues.

MIRANDA

I have the privilege of announcing that my comrade, Jacqueline Follet, editor-in-chief of the French edition of Runway, will, as of next month, be--

We see ANDY'S face. Holy shit. Looks at CHRISTIAN. Just as stunned as she is.

FLASH BACK TO:

INT. HOTEL CRILLON SUITE -- DAY

IRV looks at the list.

MIRANDA

As you know, I have an open invitation from every other fashion magazine in the world... Vogue, Elle, Harper's... And if, for whatever reason, I had to leave Runway...

(indicates list)

...these are all the designers who have said they will give me first look at their collections, this is the list of photographers who will book time with me first, and these are the top models who will do the same.

She smiles.

MIRANDA (cont'd)

You know how I feel about Runway. I intend to be there as long as you'll have me. So my intention is never to use this list. But I do have it.

He looks at the list, then up at her. She's composed, cheerful.

MIRANDA (cont'd)

Now, you had something YOU wanted to discuss?

FLASH FORWARD TO:

INT. CHATEAU -- EVENING

MIRANDA continues.

MIRANDA

--as of next month, Jacqueline Follet will be partnering with James Holt in the new expansion of his business. The brilliant Massimo has chosen her as the new copresident of JH International...

And she indicates JACQUELINE, who waves. Everyone applauds.

JACQUELINE extends her hand to MASSIMO, who waves.

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

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

MIRANDA (cont'd)

I know Jacqueline will be every bit the comrade to James she has been to me. Let's all wish her the best.

A hearty round of applause for JACQUELINE. MIRANDA smiles.

FLASH BACK TO:

INT. PARIS CAFE -- DAY

We see MIRANDA sitting in the corner of a tiny cafe with JAMES HOLT and MASSIMO. JACQUELINE enters, walks over to the table.

MIRANDA

Jacqueline, you remember Massimo from LVMH...

FLASH FORWARD TO:

INT. CHATEAU -- EVENING

MIRANDA continues.

MIRANDA

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

She smiles at JAMES.

INT. CHATEAU -- LATER

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 time, she'll pay me
back.

ANDY

You're sure about that?

NIGEL

No. But I hope for the best.

And he rejoins the swirl. And ANDY sees CHRISTIAN, having a drink, trying to cover. ANDY walks over to him.

ANDY

Don't feel bad, Christian. Most people
eventually wash up on the rocky shoals
of Miranda Priestly, right?

CHRISTIAN

So I've heard.

He looks at her. Her gaze back is level. So over this guy.

ANDY

Better luck next time.

CHRISTIAN

Andy--

ANDY

That's all.

She turns away from him. Runs right into MIRANDA.

MIRANDA

I'm ready to go to.

And ANDY walks away, without looking back at CHRISTIAN.

INT. LIMO -- NIGHT

MIRANDA and ANDY ride along in the limo on their way back to Paris. MIRANDA is relaxed, victorious.

MIRANDA

You knew what they were planning.

ANDY nods.

MIRANDA (cont'd)

Christian had to brag about it. So predictable. And you thought I didn't know.

ANDY nods again. MIRANDA laughs.

MIRANDA (cont'd)

You think that's the first time I had to defend myself? There's always someone gunning for this job.

She smiles.

MIRANDA (cont'd)

I was impressed, though. How hard you tried to warn me. And that, whatever you thought was happening, you just kept on doing your job.

She studies ANDY.

MIRANDA (cont'd)

I never thought I would say this, but I see a lot of myself in you. Your sharpness, your focus, your ability to see a move or two ahead. Above all, your dedication.

ANDY

Thank you, Miranda.

MIRANDA

Your father was ill yet you chose to stay and help me and help Runway. That's very admirable.

ANDY looks at her, stunned that she knows.

MIRANDA (cont'd)

Nigel told me. It was the right choice, exactly what I would have done when I was your age.

MIRANDA looks out the window. They're approaching the next party and the paparazzi are waiting outside, as the fabulous people stream into a Paris nightclub.

MIRANDA (cont'd)

Not everyone can do that. Push their feelings aside.

And now she's speaking as much to herself as to ANDY.

MIRANDA (cont'd)

The more powerful you get, the more you'll be judged and scrutinized, on display. You'll miss things -- vacations, sunsets, moments with your family. Some people in your life will never accept your priorities. Not everyone can withstand that pressure, Andy. But now you know that you can.

ANDY stares at her, blown away by what MIRANDA is saying.

MIRANDA (cont'd)

And so now you know that you can have my life. You can do what I do. Because you can sacrifice the things that need to be sacrificed.

ANDY

But what if I can't do that? I mean, what if that's not what I want?

MIRANDA looks at her and smiles, and this time, for the first time, her smile is almost maternal.

MIRANDA

Don't be silly, Andy. Of course that's what you want. Everyone wants to be me.

And with that she opens the door to the limo...

...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. And it's not until MIRANDA is about to open the door that she realizes...

ANDY is no longer beside her.

EXT. CHAMPS ELYSÉES -- NIGHT

We see ANDY, walking up the Champs Elysees 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.

Suddenly her phone rings. She looks down at it, having forgotten it was in her hand. The name MIRANDA glows in the dim light.

ANDY doesn't break stride for a moment as she...

...tosses the ringing phone into the nearest fountain.

INT. AIRPLANE -- DAY

ANDY walks past the first class cabin... down the aisle, where she squeezes into a coach seat.

EXT. STREET -- DAY

We see ANDY, in her rental car, driving past Three Rivers Stadium in Cincinnati.

INT. HOUSE -- CINCINNATI -- DAY

ANDY stands at the door to the nice, unhip Midwestern house she grew up in. The door opens. RICHARD, her dad.

ANDY flies into his arms. And he holds her, smiling.

EXT. AIRPORT -- DAY

ANDY walks out of JFK. LILY is standing outside in her beat-up Honda Civic.

LILY
Town car's in the shop.

ANDY
Shut up.

They smile at each other.

INT. COFFEE SHOP -- NIGHT

ANDY waits nervously. She is wearing jeans, an old sweater. Still, she's different -- the hair, the shoes.

Suddenly NATE appears.

ANDY

Thanks for coming. I thought you might stand me up.

NATE

I thought about it.

ANDY

Nate, from the minute I quit my job, all I've thought about was what I would say to you. I've rehearsed it in my head a million times. How I would apologize for being such a jerk, for getting carried away -- thinking that what I was doing is more important than the people I care about it. There's no excuse for how I treated you and how I let Miranda and my ambition take me over until I became this pod person... And now that you're here... I feel like saying all that isn't enough.

(beat)

I'm just so sorry.

NATE

I know you are.

ANDY

And I'm really happy for you. Lily told me you got the job in San Francisco.

NATE

Yeah. How about that, huh? Can't believe it.

ANDY

I can.

Beat. They smile at each other. Okay with each other. Even friends, maybe.

NATE

So, how about you? What are you going to do now?

ANDY

Not sure. But I actually have a job interview today.

Beat.

NATE

And that's what you're wearing?

It takes her a while to get this. She bursts into laughter and they both laugh.

INT. WAITING ROOM -- DAY

ANDY sits nervously in the waiting room of the New York Observer, the total opposite of the Runway offices.

INT. OFFICE -- DAY

ANDY sits across from a scruffy guy in his early forties.

EDITOR

You know our pay is crap.

ANDY

That's fine.

He looks at her resume.

EDITOR

I loved your clips. 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 type girl, next thing you know I got a fax from a Miranda Priestly--

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)
But that you are destined to be a
gigantic success and if I don't hire
you I'm an idiot.

On ANDY, stunned.

EDITOR (cont'd)
So you must have done something right.

EXT. STREET -- DAY

ANDY walks out of the job interview and out onto the street,
stunned.

EXT. STREET -- DAY

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.

INT. RUNWAY -- DAY

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.

EXT. STREET -- DAY

ANDY looks up, thoughtful, and suddenly she sees MIRANDA walk
out of the building.

She stops. Looks over at MIRANDA.

And MIRANDA looks over, her eyes meeting ANDY.

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.

INT. CAR -- DAY

MIRANDA gets in, sits back in her seat... And 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. Then she nods to her driver.

EXT. STREET -- DAY

We see MIRANDA'S limo pulling away...

And ANDY, walking down the street, moving in different directions further and further away as we...

FADE OUT