TRANSCRIPT

MUSEUM OF THE MOVING IMAGE

A PINEWOOD DIALOGUE WITH **ARTHUR PENN**

Bonnie and Clyde, directed by Arthur Penn, was a watershed film that changed the course of American cinema with its playful, reflexive tone, its unflinching depiction of violence, and its sympathetic portrayal of charismatic outlaw heroes. During the Museum of the Moving Image retrospective *American Outsiders: The Cinema of Arthur Penn*, the director discussed the critical controversy surrounding the film's release, and the remarkable collaboration that included Warren Beatty as producer and star, and screenwriter Robert Benton. Penn also discusses the art and craft of filmmaking with great insight and detail.

A Pinewood Dialogue following a screening of *Bonnie and Clyde*, moderated by Chief Curator David Schwartz (November 12, 1994):

DAVID SCHWARTZ: We're very happy to welcome you here for this weekend. I want to start by asking about this film, about the incredible impact and reaction to *Bonnie and Clyde*. I really think it's one of the very few, maybe two or three, most influential American films, in terms of how it changed everything, how it changed the course of cinema, I would say, of the past thirty years.

When it opened, it drew an incredibly mixed and often violent reaction. It was attacked quite viciously at first in *The New York Times*, for example. Bosley Crowther was then the film critic, and he called it callous and callow, and was ashamed that the film was representing us in the Montreal Film Festival. There was an incredible exchange of letters back and forth, pro and con, in *The New York Times*.

The *Times* actually changed their tone towards the film. Vincent Canby had a very favorable interview and profile of the film later that year; and by the end of the year, this was a movie that was one of the major box office hits. It made $22 million. It was Warner Brothers' biggest box office hit of the decade. As we said, it got ten Academy Award nominations. So could you just talk a little bit about what the immediate impact was when this movie came out?

PENN: Well, that was essentially it. It was Bosley Crowther, the major critic of *The New York Times*. And what we know about critics is that they tend, around the country, to slavishly follow whatever *The New York Times* has to say. So that an enormous number of critics lined right up behind Bosley Crowther and decided that this was irresponsible violence on the…

Now, it all started, actually, because Bosley Crowther had had a campaign going before this film opened, about violence in American films. I don't know what he was referring to, but there may have been some violent films. What happened was that he was up at the Montreal Film Festival, where we opened this film, simply covering the festival, not as a critic. After seeing this film—he was somebody I knew, because he had—I guess part of the reason for his great outrage at me was that he had hailed me after *The Miracle Worker* (1962) as the new hope of the American cinema, I guess. (Laughter) Now I was the disappointing prodigal son, you see? So he turned around and just said he was going to be absolutely merciless about the film—and he was.

What happened as a result of that was that we got advertising we could never have afforded. (Laughter) Because he would write one story; and then people would write letters; and then he would respond to those letters; and then pretty soon we had ourselves, you know, $100,000 worth of advertising in *The New York Times*, pro and con. Mostly pro, and that's what he couldn't quite figure out. So that at the end of the year, not only were we the biggest grossing film in Warner

Brothers' history in that decade, but Bosley Crowther was out of a job. (Laughter)

SCHWARTZ: Of course, there had been violent films before that; but what was really amazing and groundbreaking about this movie was the tone. The fact that it had two incredibly charismatic stars; that there was, mixed in with this incredibly graphic and impactful violence, an upbeat tone. There was banjo music. It was a movie that we clearly enjoyed. So the ending—there's an incredible jump in tones in the ending that we—

PENN: Well, it's more than that, I think. I think it's a romantic film, for one thing, and that's very appealing about it, now that I see it in retrospect. The other, of course, is the major part of the film, which we could never have predicted, was that this was in '68. It came out in '68, I guess; about the end of '67, and came out onto the American public in '68. '68 was a very tough year, in terms of the social and cultural upheaval in the country, and so the identification with these two people was enormous, and it spread. It was true in all of Western Europe, as well. When Warren and I flew over to London thinking we were going to go over there to publicize the film, we went walking down the street and there was everybody dressed as Bonnie and Clyde. (Laughter) It was absolutely bizarre, and it was that way all through Western Europe, through the Scandinavian countries, and France. It was an absolutely—but all of that was unpredictable. Somebody then came up to me afterward and said, "Could you do another film now where you change the fashions?" "No." (Laughter)

SCHWARTZ: One of the reports from London about this film compared the mood and the euphoria of how Bonnie and Clyde feel when they're committing the murders to a "pot party," kind of the high experienced by the counterculture at a pot party. One of the letters in *The New York Times* said that this was not a movie for adults, that it was really for kids. So how much—I mean, obviously there was something that hooked into the counterculture movement at the time.

PENN: Yeah, it really did…. And I don't know, I mean, all those kind of reference points are kind of nutty. (Schwartz laughs) I mean, the movie spoke to the audience, it was clear. It would've made probably double that much money if Warners had had any faith in it. But they didn't. When we showed it to them, the literal expression of their opinion was, "This is a piece of shit." (Laughter)

SCHWARTZ: Warner Bros. didn't ask you to produce *The Green Berets* (1968), so… (Laughter) Well, I want to talk—there was an incredible group of people, of creative talent, involved with this film. One of the most important was the producer, Warren Beatty. This was the first movie that he—this was the movie that really made him a huge star. He had worked for you just a few years before in *Mickey One* (1965), and now he produced this movie, and showed an incredible genius, I think, in who he brought together, and also in understanding what his image—I mean, the kind of impact that he would have.

PENN: I think that's true.

SCHWARTZ: Could you talk about Warren Beatty as a producer?

PENN: Well, as a producer, I think Warren is probably the smartest person in all of Hollywood. I think he's the most knowledgeable producer that there is. Nobody can hold a candle to him. He's better informed about films, and how they're made, how they're distributed, and why, than probably any combination of studio heads that you could put together. He's made it his practice to know that much about film. So it was a very felicitous arrangement. I had made a film with him before called *Mickey One*, where we jointly produced it. That is, my company had three-quarters of that picture and he had one-quarter. On *Bonnie and Clyde*, he had three-quarters, and I had one-quarter. (Laughter) About which I'm not complaining for one second. He produced an extraordinary film here. Let me think, what else? About the people in it? The people in it…

SCHWARTZ: Well, also some of the other people you worked with; Robert Benton, David Newman...

PENN: Well, Benton and Newman had been working on this script for a number of years. It had gone to Truffaut at one point; it had gone to

Godard at another point. Godard said he was going to shoot it in about two weeks in Texas, and I think that sent Benton and Newman screaming out of there. I don't know what happened with Truffaut; but something, I don't know. I think that Truffaut re-wrote the script; that's really what it was: a Truffaut script, and Benton and Newman didn't like that. So Warren bought the original script from Benton and Newman and then came to me about it, and that was it.

SCHWARTZ: What could you tell us about how the very unique, and at that time, very groundbreaking tone of the film came about? I mean, how much of that was in the script? How much of it developed?

PENN: Some of it was in the script, some of it we developed along the way. At a certain point in the making of the film, a very good screenwriter named Robert Towne came in to it, but not making a *really major* change in the film at all. The special scene that Towne wrote was the scene where they go back to visit Bonnie's mother and family, and that scene about, "You live three miles down the road from us, and you won't live long." That was a significant scene of Towne's.

Warren had worked briefly with Gene Hackman in *Lilith* (1964). A very tiny part. I didn't know Gene Hackman as a film actor. I'd seen him on Broadway, it turned out—in a comedy, *Any Wednesday*—but I just simply hadn't put the two images together. But Warren showed me those five minutes, and that absolutely persuaded me. And then Estelle, I knew. I just had one of those instincts that she *had* to play that part. She just had to. So the only part we had any difference about was Bonnie.

Warren was concerned that he wanted… he felt he needed a big movie star with him. So he talked about Jane Fonda, and he talked about Natalie Wood. At a certain point, we decided that Tuesday Weld could do it. I took the script, I sent it to her; and she turned it down. That was the end of her marriage, because it was her husband's advice to not do it. (Laughter)

The ways are filled with all kinds of adventures around the movie. It's such big time stuff, you know, when a picture like this takes off, as it did; it changed lives, it changed careers, it changed everything for the people involved. It made [Faye] Dunaway a star overnight, literally. She'd been in one movie before that, and in the New York theatre—which is where I had seen her—in *After the Fall*, Arthur Miller's play.

SCHWARTZ: Could you talk a bit about the way you used music here? Music becomes very important in this film; and *Little Big Man* (1970) has a similar kind of counterpoint use of music; and of course, *Alice's Restaurant* (1969) is a film that you based on a song and was inspired by a song.

PENN: Yes, as Arlo [Guthrie] said to me, "Hey, man, we made the first music video!" (Laughter) Well, you know, the history of movie music; there're all kinds of cases that can be made. There were many, many superb composers who wrote beautiful music—Bernard Herrmann, certainly, and many others—and that music was in support of the emotion of the film and the tonality of the film.

Well, let me go back just a little ways, technically. One of the problems in the early days of sound films was that the recordings were bouncing all over the place. I mean, the levels, the quality of the recording; if you recorded on this corner of the stage in a studio, you got one kind of sound; you recorded over here, you got another kind of sound. So with all of these disparate tonalities in the dialog sound, what they had was from-beginning-to-end music. If you look at any of the films of the thirties and forties, it's without stop.

Now we get into the fifties; no, it was even later than that; it was in the early sixties, when really, electronic equipment took an enormous jump, and people were able to record much better. Then postproduction was able to filter out and balance out sound in a remarkable way. So all the while that there had been sort of wall-to-wall music in films; now it began to be selective.

I remember when I made *The Miracle Worker* (which was in '61, I believe) we could not what we call "mix" at the end of a picture. We could not put together sound and music and sound effects, except a full reel at a time, and a full reel is about ten minutes. So if you went along in a reel, trying to mix it, and got it just right—except at nine

minutes and thirty seconds, somebody screwed up and turned up a knob wrong—it meant you had to go back and do it all over again. It was a six- or eight-week project, just to mix nine or ten reels.

So that as for instance, when you have a scene like the scene in the middle of *Bonnie and Clyde*, where C. W. Moss is in the car and they go in to rob the bank, and then he sees a parking place (Laughter) and he, "I'll park the—I can really drive. I can park." So he parks the car. Well, the idea of that, of course, is to disarm the audience, set you into a kind of panic, start with a comic scene. Out come Bonnie and Clyde, they can't find the car! Then they find the car, now they're trying to get C. W. Moss to pull out of this parking place!

All the while, the music is going right up against it. It's not going, "Hey, be scared! Hey, what are we going to do? How do we get out of here?" Not at all. It's going, "Yakety yack..." you know, flat out Flatt and Scruggs! The idea was to build this into a kind of comic scene that disarms you—and away they go! And boom! A guy comes out of the bank, jumps on the running board. And Warren, in panic, turns and shoots him! And that's the first murder. And that begins the rest of their lives as Bonnie and Clyde.

So that's a long answer (Laughter) to a question about music. But for instance, in *Little Big Man* (which some of you will see tomorrow) it's a film about the American Indian. But essentially, what I ended up doing was using blues—a one voice, one guitar blues singer/player—on the assumption that any genuinely ethnic sound is perfectly valid, and there's no more fabulous sound in the world than blues. I thought that that was a wonderful sound for the quote, "American Indian." So instead of *dum-dum-dum-dumdum-dum-dum* (Laughter) which Warners and every other studio out there had used to death for the films… Anyway, it was interesting. When that picture came out, nobody—no critic—wrote about the music. I think they were scared to touch it, by that point. (Laughter)

SCHWARTZ: You talk about complexity, about how you use the music to add complexity. I want to talk about how you do that with performances, with the actors. I read an old interview of you where you talked about John Ford and said that as good a director as he was, you didn't think he was a great director of actors, because you always knew how the types were going to act—that the cowboy would act a certain way, the barkeeper would act a certain way—and there's an incredible nuance and surprise in the performances we see here.

PENN: Yes; I should, however, have amended that to say that when he did *The Quiet Man* (1952) he got some *beautiful* performances. But for the most part, Ford, philosophically, was working from a quite different perspective about the American hero than I was. Consequently, in support of that—that very affirmative feeling he had about the, quote, "American hero"—he had a bunch of cohorts, all of whom had very distinct functions. You know, one of whom had to get too drunk and spoil things, and then get punched in the jaw and… you know, that's what Ward Bond was born for, (Laughter) and Victor McLaglen before him, you know? That and the Un-American Activities Committee.

So the configuration around his hero—and with all due respect to John Wayne, acting is not one of his strong suits. (Laughter) I mean, he's got a lot of other characteristics but I wouldn't, out of a line-up of American actors, pick him as a particularly distinguished character. So; and that's what I meant about Ford. I meant that you knew the types, and he had that little team of actors. Inevitably, they would all be there. I don't remember the names of all of them, but I remember Ward Bond and those guys. So that's all I meant. Ford was a brilliant filmmaker. He was absolutely brilliant. But he wasn't concerned about complexity in his actors; he wanted, rather, simplicity in his actors. He was working with kind of two-dimensional personalities in a multi-dimensional film.

SCHWARTZ: There's a way that the seventies and the late sixties, in cinema, is so different than today, and that you were able to make films that often are very complex views of American society. When I was thinking of what the other influential films were that really changed Hollywood (not all of them in a positive way) the other one that's like a *Bonnie and Clyde* that I thought of is *Star Wars* (1977), as a movie that in the mid-seventies, set

the tone, I think, for what was going to come afterwards. One thing it did was kind of lower the intelligence age level of the audience, but I think it might have made it hard, when everything you had to make after that was a huge blockbuster, to make films that were challenging and complex.

PENN: Well, I think no question; that changed the nature of American films. I don't think they've recovered, really, as of yet. I think they may be on their way up again. There are still some vital signs left in the patient. I don't think that film, as an interesting, and complex, and even literate medium, recovered from that period of special effects. The Lucas/Spielberg onslaught; all that happened is they got very rich.

SCHWARTZ: I wanted to talk about some of your other films, but before we jump off of *Bonnie and Clyde*, I want to see if people in the audience have questions. So right down here.

AUDIENCE MEMBER: Why would a producer go to Truffaut or Godard for something that's a slice of Americana, as this picture was? It's just an odd choice.

PENN: Yes, yes; I guess it was. It wasn't Warren, it wasn't Beatty who went to them. It was the scriptwriters. I guess they identified themselves with, as they thought of it, as sort of Nouvelle Vague writers, you know; part of the New Wave of film. Indeed, that is inherent in the script; that there is a new tonality, a new address to film, to the organization of film. But on the other hand, they would've both been tragic errors, in my perspective. On the other hand, Godard, after this film came out, speaking to a bunch of cinema buffs out in Hollywood, said, "Alright, now let's go out and make *Bonnie and Clyde* the right way." (Laughter) His arrogance is impenetrable. (Laughter)

AUDIENCE MEMBER: In the context of the Depression, it's either the murderers as heroes, or you have people taking life—the state—and you have a criminal; and there isn't much to choose, on a moral level, between them.

PENN: Sure. It didn't have a national jurisdiction. Jurisdiction, in the case of criminals like this, was limited to the state. As Clyde says, when she gives him the chance to say how he would live life over again, he says, "I'd live in one state and work in the other."

Well, what happened was (and this is an example of the venality and devilishness of J. Edgar Hoover) what he did was he took this group of Midwestern bank robbers—small, very small potatoes, at best, in terms of criminality—and elevated them to the level of public enemy number one, number two, number three. That was the case with Bonnie and Clyde, with Pretty Boy Floyd, with John Dillinger, with one after another. The purpose of that was that he could knock those guys off, and by doing so, he could elevate his agency from being this specifically small agency, into a national police force; which in effect, he did. It was on the backs of these rather small-time, bucolic criminals that he elevated the FBI. They even had, at a certain time, a comic book put out, in which the exploits of these "terrible" bandits were elevated to that level, and then the great big brave G-man came along and knocked them off.

Well, that's the way it went, and we know from our own history that that is literally the case. To the end of J. Edgar Hoover's entire life, he kept denying that there was a mafia in America. But there were these kinds of criminals. These criminals—and communists—were the targets of the FBI, as he constructed it. So I was going to undo some of that. What I was really talking about was that these were bumpkins. They were really… All of these guys—Dillinger, Bonnie and Clyde, Pretty Boy Floyd. Yes, they were antisocial types, no question about it. They were killers, but more than anything they were bumpkins, in terms of reasoning. Their view was, "Well, the banks hold the mortgages, now the banks are foreclosing on us, so we, in order to get back at that banks, are going to go rob them."

That's where we started out at the very beginning in this film: with a bank that had already gone broke. Because it was true! Banks were going broke out of a kind of foolishness on their own, which was, "There's no middle ground; if we hold the mortgage and you can't pay the mortgage, then we're going to shut you down. We're going to take your farm. And then what are we going to do with it? We're going to leave it there." That's

literally what happened across America. That was all of it, the attitude of the Depression, that was encapsulated in that basic banking attitude: which was punitive, repressive, and more than anything, vengeful against people who couldn't pay. So these people sprang up all through the Midwest.

AUDIENCE MEMBER: Hi, Arthur.

PENN: Hi. I'm missing your moustache. (Laughs)

AUDIENCE MEMBER: Throughout the last ten or twenty years of going to the movies, as I would see, like, the end of *The Wild Bunch* (1969) or films not done so well, I'd say to myself, "Oh, yes; like *Bonnie and Clyde*. Bullet hits; all these bullet hits." I'm amazed seeing this film twenty-five years later, that there *aren't* that many bullet hits. I'm looking, I *think*, at a lot of acting selling his death; not a lot of bullet hits. And…

PENN: Blessings on you, my son. (Laughter)

AUDIENCE MEMBER: Can you talk about how you created that? Because in my mind, I thought I was going to see the clothing filled with bullet hits and wires and everything. Instead, I'm watching Faye Dunaway vibrate, I'm watching Warren roll there on the ground and all that. Could you talk about that?

PENN: Well, it was literally a misinterpretation of the film that set in motion all of this *idea* about the violence. I went to see *Pulp Fiction* (1994) last night, you know? A nifty film. Very good film. There's more blood in that, you know, from a woman overdosing, than there is in this. What happened was that this misrepresentation of the film took place in Crowther's mind. Now, what we were doing was a much more, as I say, romantic film. It was a film intended to make up—and there's no question of the truth here. It is *in no way* a biographical film. *No way* is it the truth about Bonnie and Clyde. They were wretched people. But our people weren't wretched, and we were not trying to tell the story of Bonnie and Clyde. We were trying to say, in 1967, "Look, there's something about a youthful love and a youthful rebellion that is very attractive. It's very attractive to us, the filmmakers." And that's what we were emphasizing.

That's why it's rather lyrical, in point of fact, right before they die. They turn and look at each other, and those looks are *extremely* expressive—I'll tell you about those in a minute—and then comes this death. Now, in point of actual historical fact, they did fire over 1,200 rounds at them. I mean, it was savage. It was beyond anything that anybody could ever think of as being a way of killing somebody. It was a way of making minced meat of them, literally. I didn't intend to do that in the film, and I wasn't prepared to do that.

I was prepared to do something, which was to say—look, the story, in a way, sort of took place, and it has a kind of legendary quality—and so my first instinct was that it should be balletic, that it should resemble something of a ballet. That they move into legend and out of "reality," quote—out of reality into legend—by the change of environment, by the change of context. That's why I ganged together all of these four cameras, all running at different speeds, photographing exactly the same action, was to be able to move inside the same action, but with a different speed for each camera.

The thing about the look of one to the other—it was one of those testy periods in the course of the movie, where Warren and Faye were not getting along terribly well. In order to get those looks, I played the other part off screen. So Faye is looking at me; and then I turned around and shot Warren, and he's looking at me. (Laughter) Then you bring them all together and then you get that lyrical beautiful… (Laughter) That's literally what happened.

AUDIENCE MEMBER: Apparently, they really loved you. (Laughter)

PENN: Well, they *did*, actually. And they were not—it was not that they didn't love [each other], you know. Actors get testy and particularly before a shoot like this, they were anxious, because there's no question about it, it's frightening. What they do is they is they put—do you know how they make these things? It's a little metal dish, into which they put a small charge of gunpowder. There's a wire running to it. Then on top of that, there's a little sac, a plastic sac of blood. Then the whole thing is wrapped in a condom. Now it's strapped to your body; pasted to your body. Well,

in some instances, they had close to a hundred of those on them. It doesn't always show, because they're moving, and they're moving away from camera, at a certain point. But each one of those had to be rigged constantly, because we never knew what we were going to be able to see in slow, slow, slow motion. So they had a bundle of very fine wires running up their legs; it was about that wide. That's terrifying, as you can imagine. You've got one face, you've got one body, and one career, based on that. God knows what's going to go wrong here—and things did go wrong. Not things to be frightened of, fortunately, but things… (Laughs)

I'll digress briefly again. The reasons that we had—with four slow motion cameras, what happens is with most slow motion cameras it's that they eat up film very fast. In other words, you achieve slow motion by exposing a greater number of frames per second. Is that clear? So there was a sizeable amount of film. Well, it was so much, and it all had to be done so carefully because we would run out of film! I mean, it was only going to last about (Snaps fingers) that long. So you couldn't say, "Okay, roll 'em... Camera.... Action." You know? There was no way to do that. So what we did was that when Warren bit into the pear, everything went. That was the cue for everybody, all the departments, to go on all the special effects and the blood, and the cameras are rolling, and sound and all of that.

Well, it took us all of one morning to load that thing up; and it was just before lunch. Warren was nervous about it. We got to that point, and everybody was there, and they were all… the set was ready to go, and Warren bit into the pear… and then he just stood there. And of course, everything went off! I mean, a piece of his head blew off, bullet hits all over him! He didn't roll, he didn't fall down, he—Faye was over there dying the death. (Laughter) But Warren never moved, and I… (Laughs) He just stood there with a shit-eating grin on his face. (Laughter) I mean, looked down, and these things coming off him. So that was one of the adventures. It took four days to shoot that. We got a shot in the morning, shot in the afternoon. Shot in the morning, a shot in the afternoon. That was it.

SCHWARTZ: One of the beautifully stylized scenes is when they go to see Bonnie's mother. That's done in slow motion, and it's foggy…

PENN: Well, there's only one, one tiny little piece of slow motion in it.

SCHWARTZ: Yes, but more the kind of foggy look.

PENN: The faintly foggy look, yeah.

SCHWARTZ: Could you just talk about how that came about?

PENN: Yes, well, that came about… Oh, God, every story has to have a long antecedent. (Laughter) I made a picture called *The Chase* (1966) out there, and it was a nightmare. It was a bloody nightmare. I ran into a cameraman who was used to the old ways. The old ways meant that you lit and lit and lit, *mercilessly*, and then you stopped down to nothing, you know? And then you got these beautiful images. Except that the actors were tired, everybody was exhausted. The cameraman was having the time of his life… (Laughter) but you know, the actors were, you know, *hours and hours* on the set waiting to go. That's just… that was ridiculous.

So when I came to make this, I said to [cinematographer Burnett] Burnie Guffey, "Burnie, you know, we're going to go. We're going to go. I'm going to go with available light; I'm going to go the way it goes. Film is so much faster now; the lenses are faster; everything works so much better. Let's just go. Let's take a chance. If we're marginal, we'll come back and do it over again, but I want us…" Well, that worked for a while. So when we came to this family reunion scene, I said, "You know, there should just be the air of an old photograph that's just beginning to turn." He said, (Snaps fingers) "Got it." He sent somebody into town and got a piece of screen. Just like a piece out of a screen door, except not shiny, it was dull. And that's it. He put that in the camera, and that's all that we changed in that scene. That, and the fact that we foreshadow the slow motion with that little boy on the hill, just, *just* rolling down. Then that was it.

Well, so we're going along, and now we come to the scene where Estelle Parsons is blinded, you

know? And it's a scene in the headlights, and she's got this, "My eyes! My eyes!" I look up and, you know, it looks *wonderful* in just the headlights. There's Burnie putting up a light over there and a light over here. I said, "Hey, Burnie, no, no." He said, "I need it, I need it, I need it." I said, "No! I mean, no. I want it just the way it looks in the headlights. Whether we see her or not, whether she's a…" Well, it got to be very testy, that little moment, and unfortunately—I didn't know this, but he had ulcers, and he started to bleed. He went into the hospital for three days after that little encounter.

But one of the things that I have to tell you about (Laughter) that is related to that; because they are related. Those of you who have seen *The Miracle Worker* know the story. Now, I had a Cuban cameraman named Ernie Caparrós on that picture, and we're shooting in black and white. Ernie is a veteran of I don't know how many hundred films. So we were going along. About the third week of the movie, we did the last scene of the movie, which is a *very emotional*, terribly upsetting scene. Annie [Anne Bancroft] pulls Helen [Pattie Duke] out of the house, they go to the pump, she's been spelling into her hand, and all of sudden—it hits. It's an electrifying moment. It was electrifying on the stage for 200 performances... There we are shooting, and the whole crew is standing around crying. You know? These great big hulks sobbing like a bunch of babies.

Well, Caparrós could tell from that that we were onto something. He didn't know the play; he had never gone to see the play; he didn't pay attention to it. But he saw the effect of that, and all of a sudden he could see Academy Award. (Laughter) We go on shooting now the other part of the film, and I say, "Let's go! Let's go, Ernie! Come on! Let's go!" He says, "I have to light the shadows." (Laughter) I said, "You what?" He said, "Do you look Rembrandt? See, he likes shadows." We had one of these discussions (Laughs) in the middle of the picture. Well, that's what happens is, they get an intimation of immortality; and peculiarly enough with Burnie Guffey—he won the Academy Award. Burnie got nominated, actually.

But what it does to the director is it eats up your life, because—you know, the one thing, one of the big things about directing a film that's never out of your head is, "I've got so much time and so much money, and this is where I'm going to spend it, and I've got to move on. I've got to get this by eleven o'clock, because I've got this ahead of me!" That's going in your head like the world's biggest taxi meter, and you can't allow any of that to go awry. You're in charge of this great big thing that costs that much. So when suddenly somebody waxes poetic, and that somebody is your cinematographer, you've got to take him over into the bushes and say, you know, "Enough of that crap. (Laughter) Come on, buddy! Let's go do it!"

AUDIENCE MEMBER: Were you able to have in your mind all the setups for a given scene before you went to a set?

PENN: No, I don't actually do that—except with the last scene, the big shooting scene. That was one I planned beforehand. But ordinarily, I don't plan a scene at all until we're on the set, until the actors are really playing the scene, because there are so many wonderful discoveries that actors make that I find the whole idea of a director coming in and saying, "Now, you be there; and then on this line, you move over here, and I'll have the camera over there…" All of that—which I did for years in live television because there was no alternative to that; we had no tape; we were simply going out on the air live, and so we had to do that—I find that an offensive idea, and one that doesn't allow the actors the wonderful luxury of discovery that they very often make.

In *Bonnie and Clyde*, that wonderful moment where Faye says to C. W. Moss, "We rob banks." (Chuckles) And he turns and looks at her and starts to laugh, and then walks back toward the… you know? Looks back at her again, keeps laughing. All of that was just an actor's moment. I just let the camera run. I was set up for that, but it had come about in a rehearsal. It's constantly the case that the actors invent, and it's far better, I think, to follow their inventive lead with the visualization, because the visualization is as much a part of the dramatic motion of a scene as anything. Where the camera is at a given moment when a scene moves to a degree of dramatic intensity is enormously important, and I find that

the actors' instincts for those are impeccable, so I follow their lead.

SCHWARTZ: In terms of your visual style, Robert Altman is another director who does ensemble work like you do, but one thing that you do differently in your visual style is that there's a real immediacy. You use close-ups a lot more and point-of-view shots, where you'll show us what the character sees. You'll take the time to do that. I wonder if you could just talk about that, because that's something seems a little bit different than what you would do as a theater director, obviously. So if you could just talk about that visual style.

PENN: Yes. One of the problems in the theater is that you're close-up starved, you know? One of the thrills about getting into film *was* that there was the close-up. I guess I'm different from a lot of those guys—from Bob Altman, certainly—because of my theater experience. I have no sort of discomfort handling a large crowd scene or a large scene; that's relatively easy for me. It's that when I want to take you out of that and into the emotion or the intensity of it, I tend to go up close. Bob tends to stay back and let the scene act itself out—in a brilliant way; I mean, there's no better filmmaker that I know of—and it's a terrific way of telling a story. John Ford did the same thing, very often; very often: told the intense moment of a film in a rather loose shot. Those of us who came out of live TV tend not to do that. [Sidney] Lumet. Well, I don't know. I can't make that generalization, because Frank Schaffner did do that. George Roy Hills falls in between somewhere. [John] Frankenheimer is more on my kind of style. But that's where I think the genesis of it was.

AUDIENCE MEMBER: The actress in the scene who plays Faye's mother, when I first see her, I think she's somebody you found down there in Texas or something. But then she delivers that line and just incredible—whatever, you know?

PENN: Yes. "You live three miles from me, honey, and you won't live long."

AUDIENCE MEMBER: Could you talk about who she was and directing her to get that line?

PENN: She was a schoolteacher from Texas (Laughter) who was standing on the side while were shooting a scene. My associate Gene Lasko came up to me and said, "That woman looks like Faye. She looks just like Faye!" I kept looking at her, and indeed, she did. So I went over to her and started talking to her. She had this wonderful Texas accent. She was a schoolteacher, but she didn't have any other way of talking. I mean, she just had to talk that way—which was just fine with me. So I didn't even really rehearse her. I just waited until the moment we were ready to shoot, and we shot, and she just talked, and that was it.

SCHWARTZ: There are amazing performances by Pat Quinn and James Broderick in *Alice's Restaurant*; you can't really tell if they're professional or non-professional. They seem like incredibly natural performances. I assume that film has a lot of non-actors mixed in?

PENN: Yes: Arlo! (Laughter)

SCHWARTZ: Pat Quinn, in particular, is fantastic.

PENN: Well, Pat Quinn's a wonderful actress. She's a *wonderful* actress. She didn't pursue her career, but… She started out as a secretary to us, to Fred Cohen and me. Then she allowed one day as how she was really an actress. Then it turned out she was a very *fine* actress. I brought her out to California to be in *The Chase*, and then she met Brando.

SCHWARTZ: (Laughs) What is your feeling now about *Alice's Restaurant*? Which was your next film after *Bonnie and Clyde*, and which actually holds up incredibly well because it's really one of the best documents of that period. How has your feeling, seeing it now, changed from when it was made?

PENN: Well, I remember now that that, more than other films, did have a lot of non-actors in it. The police chief was the same police chief who busted Arlo; and Arlo and a number of people in the film were the real people. Oh, I look back on it with a certain pride actually, because I had a feeling that that whole period had to be documented in some way. There were a lot of attempts. I can't even begin to remember the titles of them, but every studio in the country was

making a counterculture hippie film, and none of them, none of them survived except *Alice's*. That's the only one that I think has lasted with any kind of vividness. It's a film I'm quite proud of.

It occurred to me, when a friend of Arlo's brought over the record, right after it was issued, and said, "Hey…" You know, because we live in Stockbridge, which is where the whole thing happened. I mean, it couldn't have been more fortuitous. It was literally right outside our door, practically. So I heard the record and I thought, "Gee, there's something there." And then the next night we went to a dinner party—much older crowd—and they play the record again. I thought, "If *these* people are listening to it and the *kids* are listening to it, there's something here." Of course, there was. There was enormous wit and a very salient and sharp perception about the nature of morality as it was being used by authoritative figures. So I find it a picture I enjoy a lot.

PENN: (Responds to audience question) With Penn and Teller?

AUDIENCE MEMBER: Yes.

PENN: We just met and started talking. And I thought, "Gee, these guys are in some way remarkable." And they are. I don't think the film is any good… (Laughter) but that's my fault. I blew it. I was trying to make a pop film about… I don't know, middleclass values, I guess.

But doing it with magicians is the dumbest thing in the world, because… (Laughter) You know, there's no magic! Everybody knows, after a whole decade of Spielberg and Lucas, you know, nothing is magical. It's all either a movie tricks. So it doesn't have the effect that Penn and Teller have in the theater, where they do these *wonderful* things. Teller is in a tank drowning apparently, while Penn goes off on a rant about some social event or political event, because he was in the middle of a card trick that involves Teller going into this tank and coming up with the right card, and right before your eyes, Teller is in this tank *dying*, you think—and Penn is rapping about the outcome of the election, and going on and on and on. You think, "My God, what about that guy in the tank? *My God!*" Then of course, the end of the trick is he's got the card inside of his mask. I mean, they're brilliant in the theater; it didn't work on its own in film. Didn't work. It happens.

AUDIENCE MEMEMBER: Is it by design or coincidence that your films reflect what seems to be a sort of generous liberal spirit, politically? Or is that just coincidence of some? (Laughter)

PENN: Well, that's a self-description, I think, of me. I mean, I think I am. Consequently, I'm a very disappointed voter. (Laughter, applause) Every time now… I turned on the television today, and there was Newt Gingrich, every place you looked. (Laughter)

AUDIENCE MEMBER: How did you come upon Gene Wilder?

PENN: Oh, I'd seen… (Laughs) Gene Wilder is a *wonderful* actor. He's been around for… he's been in the theater, as a very serious actor. I'm very involved with the Actors Studio—in fact, at the moment, I'm the president of it. We had a unit there called the Players and Directors unit, and—the guy who wrote *The Great White Hope* (1970)—how his name could go out of my head at this point is [Howard Sackler]… Anyway, he wrote a little playlet that Gene Wilder and Zero Mostel did. It was as funny as anything I had ever seen in my life. But here was Wilder, he couldn't get arrested as a comic actor, you know? But from having seen that scene, I knew that he was *perfect* for it. So it was just—(Snaps fingers) There was no question in my mind when I read the script.

The casting on that picture was really one of those blessings, where everybody sort of jumped out—with the exception of Hackman, because I didn't know him in that light—but C. W. Moss, Michael Pollard, and all these other folks were people I knew, and knew well; and Denver Pyle, the sheriff, had been in *The Left Handed Gun* (1958). It was just one of those joyful pictures, in that respect.

AUDIENCE MEMBER: Would you say that *Little Big Man* was the ending of the cowboy and Indian movies, as we knew them in the fifties and sixties?

PENN: Yes, to a certain extent, I did. It took me six years to get that movie made because of the

inherent prejudice in Hollywood against a movie that was apparently sympathetic to the Indians. It was perceived that way by a lot of the production offices at the studios who then, in their sly little way, *way* over-budged the picture, so that the head of the studio, who might want to make it, was scared off from making it.

In point of fact, when we made it, six years after the fact, we came in $3 million under the budgeted figure, because the figure was so inflated. But Hollywood—to be absolutely kind—is a really fascist city. (Laughter) They've got one way of looking at history, and it's their way, you know? The way they wrote history. So that was a very strong thing. And then lo and behold, years later, along comes *Dances With Wolves* (1990). (Laughter) I don't know how you can make that after *Little Big Man* already exists, but…

AUDIENCE MEMBER: They forgot.

PENN: They forgot, that's it. They forgot. (Responds to audience question) I'm working on a couple of pictures. I did a play on Broadway years ago that I've always been delighted with, called *Sly Fox*. It was a play based on *Volpone*, with George C. Scott and Hector Elizondo. It's one of the funniest plays, I think, that's been around. It's a farce. It's written by Larry Gelbart, one of the most remarkable people around.

I ran into Harvey Weinstein the other day, who's one of the Miramax brothers, and he said, "Hey, you want to make *Sly Fox*?" I said, "Yeah." And he said, "Okay." (Laughter)

So that's one thing on my plate. The other is a film that I'm going to make for a cable company, but it's a very good film. It's set in South Africa, about the conditions in a prison while Mandela was still a prisoner in the midst of apartheid; and then after, when Mandela was released, and the change in the environment.

AUDIENCE MEMBER: How did you like working with Jackie Gleason?

PENN: It was terrible. (Schwartz laughs) Jackie Gleason was a strange man. He was a strange man. Talented? Without question—when he was doing what he could do. And what he can do, he can do brilliantly, you know? "And away we go!" you know? All that stuff.

While he tries to play a character, as he was trying to do in *Sly Fox*… This was the road company of *Sly Fox*, where he was playing the same part that George C. Scott had played. Well, there was just no question about it, it was a no-go from the word go. It just didn't work. We couldn't… But we sold tickets like *crazy*! The only trouble was that he had, I think, a quintuple bypass—is that possible?—in Chicago, the second city they played in, so that we lost all those bookings and all that money. But he was a strange fellow.

SCHWARTZ: Okay; actually, we're going to have to stop. I thought we were going to stop with current projects, but instead we're going to have to end on Jackie Gleason. (Laughter) I want to thank Arthur Penn for coming out and being with us this weekend. (Applause)

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