

A PINEWOOD DIALOGUE WITH D. A. PENNEBAKER

Documentary filmmaker D. A. Pennebaker is one of the pioneers of cinéma vérité filmmaking, best-known for films about politics and show business including *Dont Look Back* (1967), *Monterey Pop* (1968), and *The War Room* (1993, co-directed with Chris Hegedus). His rarely screened 1970 film *Original Cast Album—Company* (1970) follows the marathon recording session of Steven Sondheim's groundbreaking Broadway show and captures the creative process of both Sondheim and the remarkable performer Elaine Stritch. *Newsday* critic Jan Stuart selected this film to present during the Museum's series with the New York Film Critics Circle, *Critics Choice: Great Documentaries*.

A Pinewood Dialogue with D. A. Pennebaker following a screening of *Original Cast Album—Company*, moderated by *Newsday* film critic Jan Stuart (February 4, 2007):

JAN STUART: Ladies and gentleman, D. A. Pennebaker. (Applause) So is it true that they actually had to send out police squads to the New York Film Festival to quiet the mobs, the angry mobs [waiting in line to see *Original Cast Album—Company* (1970)]?

D. A. PENNEBAKER: Well, because they put it in the library. I don't know why. And so there was a huge, long line waiting to get in the library. So Mary Rodgers [production assistant on *Original Cast Album—Company*] called me up and said, "God, come down here. It's crazy; they're having a riot!" And so we went down, and it was kind of funny.

But it's always had a strange life, kind of. It's lived in the streets, because the original rights for it were very complicated. They were done, I think, with some sort of ceremonial dispatch with a union that was about to go out of business, and later, we had to go through—I mean, it took us ten years to get everybody to sign off on it. It was really hard.

STUART: Is that why you couldn't get a theatrical release for the film?

PENNEBAKER: I never tried. It's only an hour long. And music rights are really... Well, it didn't seem to me it was a theatrical film. But you know, boy, when I see it now... Well, when I see what we did with the

HBO film [*Elaine Stritch at Liberty* (2002)], with Sheila [Nevins, president of HBO Documentary and Family]...

I mean, Elaine is such an amazing personage. And when I see... I was watching it and remembering the first performance [of "The Ladies Who Lunch"] and then subsequent performances, and finally, the one they all loved, right? Which seems, to me, totally dead. I mean, when I watch it now, I can't think that that's the one.

Because in the beginning, she's really got herself. It's about herself. It's like she's taking and opening up her front and just showing you everything that's there. Good, bad, everything. And little by little, she removes herself, each take. And it gets kind of more... sort of insipid. And as he [record producer Thomas Z. Shepherd] says, you know, "It was just flaccid." The idea that that first take being flaccid struck me as so amazing! I remember the camera kind of shakes, because I couldn't believe Tom said that! But for them, for a record, that's the reality that they all live with day and night. And it just suddenly hit me: It must be really hard to be an actor going through that kind of gradation.

STUART: Well, that's actually an interesting question. I mean, it strikes me that there must be at least two of you in the room: There's Pennebaker the filmmaker, who's having to make a lot of quick decisions: Where to point the camera? Are the lights going out? Are they going to last that long? But there's also Pennebaker who's an audience observer. I'm just wondering how you were

responding as an audience member, as an observer, to this whole experience, and to what the actors were going through?

PENNEBAKER: Well, I have the sense when I'm filming that I'm getting inside the camera. So somewhere deep in that camera is a person just watching theater, you know—and it is theater, for me—and trying to kind of figure out. I mean, my feet take me where I should be. I don't even think about that. As long as I don't run into a microphone, that works.

That's what it's about: what I should be somehow holding, and making sure that whatever I do, the choreography of it (which is kind of unconscious) be fitting, be right. That I'm not way back for a wide shot when she [Stritch] is saying, "Everybody dies!" [in the song "Ladies Who Lunch"]. You know? You don't have to think about it so much, but you have to be sure... It's like in football, you know? When somebody hits, or throws the ball at you, you've learned a whole lot of things you have to do, so you do them. And you don't think about them individually, but you put yourself on point to do them.

And every once and a while... I mean, I knew all these people pretty well. Hal Prince [director and producer of *Company*] was a very good friend. I didn't know Steve [Sondheim] really before, but after he heard my peculiar mix of [the song] "Another Hundred People," I thought he was—you know, seeing how crazy he is about every note, I thought, "Jesus, he's going to die; he's just going to just kill me..." And he loved it! I was so surprised.

Ever since then, I've had a very kind of intriguing view of Steve. Because actually, it turns out, he was hanging around with Oscar Hammerstein. And he was sort of part of a group that used to come up to New Haven, when Ockie [Oscar Hammerstein] would put on a show—and he backed a lot of shows, I think. He did the one where later—what was it called? *Mary, Mary*, I think it was—Marilyn Monroe had her dress blowing up around her ears.

STUART: *The Seven Year Itch* (1955)?

PENNEBAKER: But the *play*, which came a few years before that, came up to New Haven. And he was hanging out. But I couldn't remember him, because

I was also hanging out because by some peculiar chance of fate—which I have no recollection of now—there was a woman named Shawn Lynch, a girl named Shawn Lynch, and I was Shawn Lynch's date. They needed to have a date for her, so somehow—I was in Yale; I was a junior or something at Yale. So, I would be invited to the dinners, which were kind of wonderful because pock-marked Ockie would sit at the head of the table, and he'd just dominate the table, everybody. And it was so full of people, all with different takes on the play or whatever. And I was suddenly swept into this theater village, so to speak. And I remember thinking, "You know, this is something I'll never forget, but I'll never understand."

And I knew that—because later, I read somewhere or something that Steve had been there. But I couldn't remember. And it turned out that Steve was actually younger than I was! And I can remember this *kid* at the corner of the table—and it turned out that was Steve! We had this out the other night, and both of us were laughing because he had no idea that I was actually older than him. He thought I was younger. (Laughs) So it was kind of interesting that our lives had crossed really long, long ago; and then not until *Company* did I really set out to film something he did.

Which—you know, Bob Crichton, who was a writer married to Judy Crichton, and they were very good friends, and Crichton was a terrific writer. He and I got tickets to see the show the night before—they always do it the Sunday night, I think—at the end of the week, the end of the first week when the show goes on. And so we got tickets to see the show. And Crichton and I were watching the show, and afterwards, we both said we had no idea what this show was about. No idea in the world. It's really over our heads. And so I kind of didn't know what to do, because I had to go in the next night and make a film about this thing. And I thought about it. I thought, "Well, the music is just fantastic; and of course, Elaine Stritch is something else. All I have to do is to keep a very close-up lens on all of these people—because they're marvelous—and get the music; make the music work."

And so I dreamt up this little theater piece of "Another Hundred People," you know, and that there was this show going on. And I figured that—I mean, I didn't think I was actually going to reenact

the play, but it would serve to hold it together. And it was only supposed to be an hour long. And they had sold it. Danny [Daniel Melnick, executive producer] had sold it to American Airlines, which, when they heard it—and [the song] “Barcelona” was there—bailed.

They said, “This is going to have advertising in it. It’s a regular commercial piece, so you’re going to have three chunks, and it’ll be an ad, a commercial, between each chunk.” So I thought, “Well, okay.” I mean, I’d never done anything like this before. But I thought, “I’ll just make it in, like, a triptych, so there are three sections.” You can’t see them now because we pulled them together. And then they had a little tease at the beginning. And there’d be commercials in between there. And they then syndicated it; sent it out to all these stations in some way. I think they made prints then, I don’t think they had any way of sending it as tape... but I don’t remember now how they did it. But when they finished the show and it went out, it was a real panic, because they couldn’t sell it and they didn’t know what to do.

STUART: But American Airlines’ objections to the song “Barcelona,” were not because of the promiscuity, the implied promiscuity, but the idea that the stewardess was not going to show up for work. (Laughter)

PENNEBAKER: Something like that. I mean I don’t know. (Laughter) I never had any talks—I sort of avoided American Airlines to find out, because I didn’t want the thing to not go on the air, after we’d all done all that work. I mean, it barely paid for itself, you know?

STUART: Well, this is the definitive recording. It’s “The be all and end all,” as Susan Browning says. A lot is at stake. What were the ground rules for you and your two cameramen? Tom Shepherd strikes me as a scary guy.

PENNEBAKER: Well, no noise—or out we go; right. Beyond that, Mary Rodgers was there, and I knew her. She was terrific because, you know, she was a music writer herself. And I knew a couple of the other people that were... I knew, actually, quite a number of the people involved on it. But I had never made a film with any of them. I don’t know, everybody was standing back to see what would

happen. (Laughs) And I really was... I didn’t take it very seriously. I think I just said, “Well, we’ll go in there and film as long as—Try not to hit a mic.”

STUART: At what point did you know that you had a movie?

PENNEBAKER: Elaine. At the end of that first take of Elaine—I’ll tell you, my hair was standing on end. And it was like, we later did a film [Samuel] Beckett wrote a film for us called *Rockaby*. And in it, he has an old lady in a rocking chair, rocking herself, I guess, to death. It wasn’t clear.

STUART: Billie Whitelaw.

PENNEBAKER: Yes, Billie was in it. We did a film of that. And I remember, by way of Dan Labeille, who was the producer, from Beckett. When she [Billie Whitelaw] does this thing at the end—which is kind of a soliloquy of sorts, but in it, it’s not clear that she is dying, is dead at the end. There were three takes. We did it as a performance, which was difficult because the lighting was very dark. And when I did it, I kind of realized that I was doing the same thing with Billie that I did with Elaine. Three times I would... And I can see, I can sort of understand what was driving me, when I watch the thing now.

But I was closing in, and closing in, and closing in, to get some sign from her face... Because, you know, she plays the part of an old drunk—which maybe she was, although I never thought of her as that. But she just—she was playing a role that was really indigenous to her real self. And that was incredible. In a thing that was theatrically bound, that was completely contained within this show that Steve had written, that you’d see somebody get—it was like she’d gotten up on stage and suddenly done a bare-assed fan dance or something—of her own contriving! And I thought that was so amazing! I couldn’t get over that, that this was a real—that I didn’t even know [her]. Well, I “knew” her, I went to parties, and she would be there, and we would talk about whatever. She never took a cab, she always walked; so she got up and walked home. And that was such an amazing moment for me that I thought, “I’ll do that for the Beckett.” And it really worked for the Beckett thing. And I thought there was some sort of thin piece of theater there that I should remember, but I can’t remember quite what it is now. (Laughs)

STUART: There are times when the camera appears to be so close, like when Dean Jones does [the song] "Being Alive." I mean, you...

PENNEBAKER: You're in his tonsils.

STUART: ...You feel like you're going to do a tonsillectomy; exactly, exactly.

PENNEBAKER: Yes, I know. My mother-in-law objected to that strenuously.

STUART: Oh, really?

PENNEBAKER: Yes. (Laughs)

STUART: But where are you standing at that point?

PENNEBAKER: Well, about six feet away, seven feet away.

STUART: Because it really has an effect of—almost like Bergman's *Scenes from a Marriage* (1973)—where the camera feels so tight that you want to back away, as an audience member.

PENNEBAKER: Yes; I notice that a lot. We do very few wide scenes, and when they're wide, they're filled with a lot of people. For me, the process of watching somebody in whom you're interested—and your interest is because you think they may know something, even if it's only the words to a song—that the process is to close. You come in closer and closer. And I think that that...

Well, I mean, I don't know a lot about what I'm now about to talk about, but it's just a sense that I've always had, which is that there's a genetic sense that you need to memorize the faces of the people with whom you must live. Particularly the people you love. And that that memorization is really what love is about. Somehow, the memory of that face... And you do it by watching very closely.

Well, on these cameras—which, I have to tell you, were all handmade so they were very—they weren't exactly in perfect shape all the time. (Laughs) I wasn't sure if they'd get us through this kind of thing or not! But the camera has a zoom lens on it, which is to say you can go rack it through, so that you can be ten times closer when you end up as

when you start the wide angle. And I've always found that people that I'm filming—and they may not even know me; they might not remember me the next day, you know, because I'm hidden behind the camera—but I find that by zooming in and somehow closing in on a face and memorizing—through the lens, you just memorize it, in a way that you don't normally, sitting at table or watching them on a bus. It kind of gives me a sense of passion—not sexually, but emotionally—for that person.

And it has different effects. Like with [David] Bowie, [*Ziggy Stardust and the Spiders from Mars* (1973)] who was so incredible, he's boy/girl, you know. And looking at him, you suddenly think, "Gee, I could have an affair with that guy if he wanted to!" It's such an amazing, overwhelming thing that happens—and it has to do with that closing in on the face. So that's a thing that I tend to do, where I'm interested in the person.

STUART: How much did you actually shoot of this recording session? Did you shoot every minute of the recording session?

PENNEBAKER: Well, there were three of us shooting maybe half of it. We would shoot it that way: that they do, two or three takes. Sometimes they only took one take of a song, like "Barcelona," I think they only took one take, maybe two. So I didn't have much to work with. But in general, for the ten hours we were there (or whatever number you can figure), we shot maybe 30,000 feet.

STUART: So you re-jiggered the outtakes for *Dont Look Back* (1967). Do you think you have enough outtakes on this to do a Part Two?

PENNEBAKER: The outtakes on this disappeared. There was an operation that was distributing it that took care of the outtakes. That is, they put them into Bonded or to someplace, and they were never seen again. So all we have is this. Just like I was supposed to do another... This was the end of the recording of the theater recording sessions. I don't think they did another one for years.

STUART: Were there any plans? This was supposed to be a series.

PENNEBAKER: Yes, I was supposed to do a lot of them. Danny had said, "Do this one cheap and

then, God! You'll be a millionaire, because we'll do them forever." And of course, he then got a job offer at MGM; he ran MGM for about five years. And that was the last I saw him (except socially, I went out there once and visited him). But that was the end. It never happened. Well, I didn't really want to do any more.

STUART: You've danced, through your career, between music documentaries and political documentaries. Is there any hat, between the two of those, that you're more comfortable with wearing or that you prefer to wear? Or do they compliment each other?

PENNEBAKER: Pity the poor filmmaker, you know? You don't have much choice. Unless you're married to a famous actress, or you happen to be a screenwriter, there aren't many things you can have access to. You have access to politicians who are uncertain about their futures; sometimes dancers (but nobody ever wants to run a dance film, so it doesn't do you any good); and music. But the problem with the music is that between you and the musician is an agent. And that puts—I mean, the film with [Bob] Dylan [*Dont Look Back* (1967)] was a fluke. If it hadn't been for [Dylan's manager] Albert [Grossman] and Dylan, it could never have been made. And that goes for a lot. So I look on most of my films as sort of accidents. *Monterey* [*Pop* (1968)]: the guy that called me up and asked me to make it—I can't remember his name now; he did *Five Easy Pieces* (1970). What was his name, the director?

STUART: Bob Rafelson, yes.

PENNEBAKER: Rafelson. He called up. He said, "Would you like to do a film about a concert in California?" And I had just seen Bruce Brown's film, *The Endless Summer* (1966). And the thing I loved about it—I thought I was going to go see a film and kind of learn how to surf, because I was so interested in surfing. (Laughs) And of course, it isn't about surfing at all, it's about California. I mean, everybody falls right into the Beach Boy tone of voice, and that's it. And it's great—I loved that! So of course I said, "Yes, yes! I'll go right now!" And I never saw him again. Actually, Lou Adler [manager of The Mamas and the Papas] and John Phillips [of The Mamas and the Papas] turned out to be the people who put it together. I don't know how Bob—

I met him years later, and he couldn't remember either, but he disappeared.

But the idea of doing a film in California about music just knocked me out, because everybody coming out of high school, that's the first place they wanted to go. The chemistry was drawing them out there. And I thought, "God, that's where, that's the center!" And you always try to go to the center of something, if you're going to make a film with any kind of broad interest. I mean, it's hard. You're trying to make theater in an area where nobody wants theater very much. I mean, the documentary film was not looked on as a highly evolved thing, so it was... You did it out of some sort of fantasy. I mean, I would say the first ten years of my career were all fantasy. And then luckily, somebody wanted to see the films I made. In the beginning, we couldn't even get people to look at them, much less buy them.

STUART: You went into Drew Associates in the late fifties?

PENNEBAKER: Yes, yes; *Time-Life*.

STUART: Was there a manifesto there, like Dogme [95]?

PENNEBAKER: Well, it was complicated. Because [Robert] Drew, and I think Ricky, to some extent—Ricky Leacock, who was my partner—felt that they were in journalism. And somehow journalism conferred a kind of higher level of wisdom on whatever we did. Whatever mistakes we made were somehow okay, if it was journalism. I never saw this as journalism for a minute. I didn't want to make journalism. I wanted to make plays, you know. And Al [Albert Maysles] was kind of the same way. Al wanted—well, Al was interested in psychology. And I'm not sure what he saw, but he liked the idea of people, talking to people all over the world. Getting on a train and just spending the rest of his life talking to people on it.

But I wanted to make, you know, I wanted to be like George Bernard Shaw! (Laughs) I wanted these to be real plays. And that was really hard at *Life*. And when I saw that, even when we got *Crisis* [*Crisis: Behind a Presidential Commitment* (1963)], which could have been released as a theatrical film, because it was such an amazing display of what

the inside of the government is like under pressure, under crisis. But that wasn't *Life's* motivation, you know... and *Yanki, No!* (1960) was sort of the same problem. So I realized I was never going to get a chance to do that there; and I bailed out of there.

Then Ricky and I formed a company, and the first film we did, we did a film about the Prime Minister of Canada [*Mr. Pearson* (1962)], which was kind of interesting, but somebody else edited it, and I could see that that was a mistake. We couldn't let anybody else edit our films. We did a lot of shorts. Anything we could shoot in a day, we could—the film was very cheap. We got a place, a lab that processed it very cheap. So we could make a fifteen minute film, and it didn't cost us much. We had no idea what to do with them, but we made a number of them. (Laughs)

And then Albert Grossman came and said, "Would you like to make film with my client, Bob Dylan?" And I had only heard of Bob Dylan through *Life*, which had done a little, very short kind of thing on him, saying that he wasn't a very good folk singer. And that interested me a little bit, because anybody who wasn't a very good folk singer for *Time-Life* had to be kind of worth listening to! (Laughter) I mean, I had to think of what was there. And so I said, "Yes," and went; and that really started us full-scale.

Even though then, when I finished that film—this is probably more than you want to know about my life! (Laughter) If anybody wants to sleep or go to the bathroom, please; you wouldn't offend me—but when I finished that film, it was really ratty-looking. And I was the first to admit it. But it was a ratty-looking film about somebody that a lot of people were interested in. And I knew when I took it up and showed it in places—I'd show it to schools, or city groups somewhere in Wisconsin—people were just crazed by it; you know, they loved it. But theater distributors had no idea about that. They looked at what they call "production value."

And that film would probably never have been distributed, except for a distribution company called Art Theatre Guild. I had never heard of them, and they distributed porn films all over the west; that was their business. And the guy that ran this—he was a wonderful guy, I really got to like him a lot—I think his wife wanted to join the local country

club, and this was an impediment, somehow, and he wanted to get out of this business, in some way. (Laughter) So somebody said, "Have him come up and look at your film." So he came in and looked at *Dont Look Back*. And at the end he jumped up and he said, "It's just what I've been looking for! It looks like a porn film, but it's not!" (Laughter) So he said, "I'll give you a theater." And little did I know he was giving us this theater in San Francisco that was the rattiest-looking place you have ever seen. It was just unbelievable. Later, when I saw it, I couldn't believe that that's where he'd opened the film.

But we opened it, and there were lines around the block, which any filmmaker—it doesn't matter what the theater looks like! (Laughs) It played out there, I think, for almost a year before we opened it in New York. But had that not happened, nobody... and then people started writing nice things about it, and pretty soon we were getting, you know, reports from various parts of the globe that was—everybody wanted to know about Dylan. So that saved us. And then *Monterey* came after that.

STUART: *Monterey* has, for my money, one of the most electrifying musical sequences in any movie. I'm referring to the last sequence with Ravi Shankar, which goes on for, really, almost a half-hour. And one of the things that is so exciting about that sequence is that at least for ten minutes, we don't even see the performer. You're kind of roaming around the audience and we can get a sense of how the music is building through how the audience is reacting to that. I thought that was quite brilliant.

PENNEBAKER: Well, I remember John Phillips was getting me a little prepared for some of this. (Laughs) And we had gone up—they had rented a Learjet to take us up there from Los Angeles. This is the first time I ever saw Monterey, where they were going to [shoot]—which was actually some kind of an animal fair grounds. I mean, it was not really meant for large groups of people to sit and watch musicians! (Laughs) And we went up in the Learjet, and Cass [Elliot of The Mamas and the Papas] went along with us. And somebody—it might have been Denny [Doherty], but it might have been me—said, "Can you do an outside loop?" And the guy said, "Sure." And an outside loop is what—they take the plane and they go like this, and for an instant, everybody is weightless. And I wish I had

taken a film of Mama Cass, weightless, floating around that cabin. (Laughter) This huge blimp was over our—it just was fantastic. And she got giggling; it was just an amazing thing! So by the time I got there, I was really ready to roll. I loved all the—I loved John, I loved Michelle [Phillips of The Mamas and the Papas]. They were terrific people.

STUART: Well, we'll have to leave with visions of Mama Cass. I'm getting a sense that our time has come to a close.

PENNEBAKER: They're pulling us out.

STUART: Yes, indeed.

PENNEBAKER: Well, thank you for being so attentive. (Applause)

The Pinewood Dialogues, an ongoing series of discussions with key creative figures in film, television, and digital media, are made possible with a generous grant from the Pannonia Foundation.

Museum of the Moving Image is grateful for the generous support of numerous corporations, foundations, and individuals. The Museum receives vital funding from the City of New York through the New York City Department of Cultural Affairs and the New York City Economic Development Corporation. Additional government support is provided by the New York State Council on the Arts, the Institute of Museum and Library Services, and the Natural Heritage Trust (administered by the New York State Office of Parks, Recreation and Historic Preservation). The Museum occupies a building owned by the City of New York, and wishes to acknowledge the leadership and assistance of Mayor Michael R. Bloomberg, Queens Borough President Helen M. Marshall, and City Council Member Eric N. Gioia.

Copyright © 2007, Museum of the Moving Image.