

Silk

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A commissioned story

Part 2

“Benny?” asked a sultry female voice from outside the bedroom door. She opened it slowly and poked her head in.

“Where aaaaare youuu?” she sang light-heartedly as she stepped through the door.

Her name was Rachel, and she was naked. Her long black hair did little to hide her ample breasts, and her cattish smile only further complimented the elegant sway in her walk, her legs crossing in front of each other as if to tease whoever might be watching... and someone was indeed watching, though it might be more accurate to call it a *something*.

Because above the arch of the doorway that Rachel had just walked underneath was an extremely large and fluffy blue spider. He sat, crouched on the ceiling, and watched with shining eyes as Rachel’s ass passed beneath him. Oh, the things he would do to that sweet, heart shaped ass!

The giant spider began to move slowly, his carefully placed legs and feet not making the slightest hint of a noise as he crawled forward to stay above Rachel.

“Come-out, come-out wherever you aaaaare!” she called.

The spider only snickered to himself. His twin pedipalps were beginning to ache to touch that female beauty, and a long and inhuman penis was beginning to extend itself from the middle of the underside of his belly as he watched. It was very smooth and slick, without glans or testicles, and shaped like a reaching tentacle. A little bit of pre-sperm was already glistening at its tip.

“Ben?” she called out, looking around the room. She seemed confused, and after lifting up the bed-skirt and looking in the closet seemed to run out of ideas of where to search. Not once did she think to look directly up above her, and the spider seemed to tremble as if laughing to itself.

Carefully, he attached a small line of web to the ceiling with his spinnerets, and ever so gently descended down from the ceiling to land silent as a mouse behind Rachel.

The spider then began bunching up his legs and wiggling his butt playfully as he prepared to pounce on his prey.

Rachel turned slowly back around, seeming to decide to leave the room and search somewhere else, when she found herself confronted by the giant blue spider.

She screamed as it leaped at her, knocking her gently onto the ground before pinning her legs. Surprisingly, though, Rachel's scream turned quickly into a laugh.

"Ben!" she said breathlessly. "You scared me!"

Ben, the spider, only chattered happily back at Rachel, though his body language made translation entirely unnecessary as he opened up her legs and beamed up at her.

"You *wouldn't* –OH! Ben!!" she screamed in delight as Ben moved quickly forwards to place his round little head in between her thighs... and then proceeded to eat her out eagerly.

Rachel squealed as she kicked futilely against Ben's hold of her legs, her toes curling and uncurling as her body rapidly escalated in arousal from tepid to gushing under Ben's sudden attention to her pussy. His long, thin tongue danced across her wet skin as he devoured her honeydew voraciously, not missing a drop as more and more was excited from within her. His mandibles were gentle and quick, their light touch both complex and incredibly teasing as he worked his lover up. It didn't take very long at all before she was crying from the sheer power of her stimulation.

As she was brought rapidly to a heightened state of arousal, Ben began to quickly work himself up as well. He was quite ready to mate as he was, but if he just went for what he wanted he knew he wouldn't last very long at all. In the spirit of what he planned to be a *very* long night of mutual enjoyment he held himself back and instead began to rub his furry pedipalps against Rachel's vulva.

He moved his mouth down to focus entirely on her vagina, his tongue quick to leap in and out of her depths to earn more of that sweet nectar, while his two rather large pedipalps began rubbing and massaging her pussy's lips and stimulating her clit.

He had to be careful. While his own virility as a spider was many times that of a human, he was still male and thus liable to burn himself out early if he let himself... but his partner was far luckier than that. He knew from past experience that she could go *far* longer than he could ever hope to... though tonight perhaps they would put that to the test!

His pedipalps were shockingly sensitive to the touch, and rubbing them like he was against his partner's organ he had to show himself quite a large amount of restraint even as Rachel herself bucked and squirmed mightily underneath him. Her cries were becoming increasingly distressing, but she hadn't used any of the safe-word's and so he carried right on.

He could feel her abdominal muscles flexing semi-uncontrollably, and the wet walls of her sex repeatedly began to grip and suck at his tongue. If he continued like this she would undoubtedly orgasm for him quite wonderfully, but he wanted more. Even if he wouldn't allow himself the pleasure of climax quite yet, he still wanted to be inside of her when *she* came... and so with a sudden repositioning of his mouth from her vagina up to her clitoris he moved his right pedipalp back down and began to work it up into her.

His pedipalps had been especially strange for Ben when he was transformed into a spider. They felt like two extra sets of penises... but they behaved like arms.

She literally screamed, crying out "OH SAM!!" as his inhuman mouth and tongue made short work of her sensitive flesh, while his pedipalp pushed its way easily up into her tight, wet, welcoming pussy. The convulsions of her body could be felt with incredible detail through his extremely sensitive organ, but he didn't pause inside her for long before pumping himself in and out ever so slowly, careful to not overstimulate *himself* and release too early. Right now what he was after was the satisfaction of Rachel and not his own. Even though his pedipalps weren't penises in the literal sense... the bulbs on the end could still trigger an orgasm like one.

But none of that was the matter as he immediately felt the satisfaction of witnessing Rachel's body push over the edge. Orgasm was inevitable for her now, even if only slowly approaching, and as her entire body heaved underneath him his attention focused entirely on that small area from which he could torture her mind with bliss. Whatever he did now would only intensify the event... and so he sped up, faster and faster until he dared not push himself any further, and as he did he felt himself begin to change.

His face was the first to start, with his main pair of eyes suddenly transitioning from dark and multifaceted to the singular and bright lens of a human's iris while his multitudes of smaller, lesser eyes slowly began to shrink and close. The shape of his head began to change too, but the rest of his body remained the same: that of a spider's... with exception to just one thing. His pedipalps, even as one remained inside of her and the other idly stroked her folds, began to grow bigger.

"OH! OH!!! OOHHHHHHH!!!!" yelled Rachel as she felt Ben expanding with her as he sped up faster and faster. He was already so huge!! He barely fit, and now!!!!

She came like an avalanche. The act of fucking his girlfriend with his face so near her pussy was extremely strange to Ben, as was it for Rachel. She'd never been eaten out so thoroughly in her entire life, and she had *definitely* never been eaten out while being fucked simultaneously like that.

Ben pulled out carefully from her after waiting patiently for her to catch her breath. It took a surprisingly long time considering the strength of her orgasm, and she laid on her back for quite a little while trying to recuperate.

His pedipalp, in the meantime, had continued to increase in size. Rachel moaned as her poor pussy collapsed behind his steadily extracting sex organ... but as he removed it from her they could both see clearly that his pedipalps were, in fact, becoming a pair of human arms. Already human hands were beginning to form from the bulbs on the end, and their segmentation was slowly disappearing save for what would soon become the elbows.

With tiny arms next to his increasingly human face Ben was rapidly on his way through a transformation back to being partially human.... For the necessary stage between spider and human was, in fact, a Drider: a fictional beast that seemed to be not quite so fictional as was widely believed.

Rachel sat up and laughed lightly, having already caught her breath. She, too, held within herself the power to transform into a giant spider. Both her and Ben had devoured magical silk, which they themselves were now capable of producing, and so on top of her normal human virility she also possessed the sexual prowess of a female spider. It would take much more than that to knock her off her feet.

And Ben knew it. He himself was aching to allow himself release, starving for her body, but in order to outlast her for once in his life he knew he must restrain himself. He would have many, many opportunities for release very soon.

Instead, with his erection underneath him no less intense and in fact quite a bit more so for having buried himself in his woman's lovely folds... he crawled up further onto her body. Rachel welcomed him with a grin as he moved to pay his attentions to a much neglected pair of wondrous breasts.

With still quite tiny and unformed arms he grabbed ahold of one and placed it in his mouth. Her nipples were quite erect and wonderfully responsive as he bit and sucked on them, squeezing her tight and bringing her back up to a heightened state of arousal with ease. Leaning back, with his pre leaking from his monstrous dick in between them, he grabbed ahold of both her nipples with his still growing hands, which were only the size of a small child's, and grabbed firmly ahold of her. Her breasts, and especially her nipples, were rather too sensitive after such an orgasmic event and quickly Ben's abuse of them brought forth cries from his beloved's mouth... which he stifled with his own. His long fuzzy fangs were kept carefully out of the way as their tongues danced and his mandibles rapidly became teeth and jaw. Human skin and lips formed like an eruption from the center of his face as they kissed, both him and her leaning strongly into each other's embrace while Ben continued to mercilessly abuse her breasts. Very quickly she was back to being just as steamy and distressed as if she had been sitting all day upon a vibrator without being allowed to release. Underneath him, Ben's phallus was much bigger than his pedipalps had been, and it was quite the wonder for both of them whether or not it would all fit. They both definitely wanted it all to fit for sure.

Ben's fur lightly brushed against Rachel's belly as he slowly lowered himself closer and closer to her, the coolness of its touch oddly making her even hotter. A fire was burning in both their loins, and it was not likely to be cooled any time soon.

Rachel tore herself away from Ben's lips for a moment to look him deep in his eyes.

"Take me!" she pleaded, her entire body trembling from excitement and anticipation.

Her vulva was exquisitely wet and swollen, having made a beautiful mess of itself from Ben's earlier stimulations, but it was only going to get messier with Ben's monstrous dick hovering above it dauntingly. To think that such a large and inhuman phallus was meant to go inside such a beautiful and delicate human, who in comparison was quite small indeed, seemed absurd.

Ben only smiled back at her, baring fangs that had not quite yet disappeared as he held her with the soft claws of his feet and embraced her with his wondrously furry and soft body. He lowered himself until the shaft of his maleness came to rest upon the glistening and flushed lips of her vulva, and felt her entire body tighten up involuntarily.

"Anything you ask..." he replied, leaning all the way against her and engulfing her with the perfumed and comforting warmth of his body's fur. Simultaneously he drew his organ back from her, letting it glide along the guiding channel of her lower body, before pushing his tip in on the first stroke and sighing from the relief of it. To think, that mere minutes of abstinence from doing just what he was about to do could feel like such ageless eternities!

He then thrust into her. As expected, despite their 'warm-up' and the relative looseness of her body due to it she was still far too tight to allow him easy access down there. That was okay though, as breaking her in to his size was quite pleasurable to Sam as well.

His dick wasn't as 'stiff' as a human's, and in fact was rather flexible, but it was also quite strong. Rachel threw her arms around his feathery back and gripped him tightly as he gradually worked more and more of himself ever deeper into her body. Carefully measured and powerful thrusts slowly unlocked her deepest depths to him, and soon he found as he began pushing the thickest part of his dick into her widely spread mound he felt the tip of his member begin to push into an even deeper part of Rachel's body.

"Ah! What's that!!" asked Rachel.

"I don't know," answered Ben with concern. "Should I stop?"

"NO! It feels... strange, but wonderful. Oh god you're so *big!*"

Ben only smiled at that. Who doesn't like to hear such a compliment in bed, even if the sex is interspecies?

"Alright then, hold on!" he warned, right before plunging himself the last few inches all at once. Rachel screamed out, wrapping her legs around his abdomen and grabbing hold of big tufts of the fur on his back. Ben winced nearly as much as Rachel as the sensitive fur was tugged, but for both of them the pleasure spike was infinitely worth it as they were joined completely. Rachel's sore and red clitoris, raised out of its protective hood as it was by her fierce levels of arousal, laid buried in the soft and sensual belly-fur of Sam's abdomen, and ever the bad-boy that he was he purposefully pressed himself harder into his love and ground himself against her well-spread mound.

"Oh!" cried Rachel in surprise, the corners of her lips curling as her hair fell like a river over her shoulders while she leaned up into Ben, her flexing abdomen squeezing hard at his dick and making him groan aloud.

"Oh baby," he managed to say as he held her tightly. "Did I ever tell you how much I love you?"

"Honey," whispered Rachel through a clenched jaw, her nails digging deep into Ben's fur. She seemed barely able to draw a breath. "Less talk."

"Ah! Right!" apologized Ben, chagrined, and immediately resumed seeing to both their needs. He had been holding himself back with incredible control up until then, but that control was rapidly evaporating as he gently pulled himself out of his girlfriend only to immediately press himself all the way back in... and then again.... And again.

Faster and faster, as fast as he dared to go, he finally allowed himself to fuck her like he wanted to. She was quite ready for him, and as he rode her she bucked like an animal up underneath him. He had to hold on tight to keep from being thrown off accidentally, but the feel of her pussy on his enormous, if inhuman, dick was to die for.

While they fucked he held onto her soft, white breasts and played aggressively with them, or as aggressively as his still-growing and still-segmented hands would let him. His face was becoming more and more human by the second, his rapid approach towards orgasm seeming to accelerate his changes as his neck pushed out of his body and shoulders soon followed with his arms finally having a proper place on his upper body. It was strange, though.... Even though his pedipalps were becoming his 'human' limbs, they still felt incredibly sensitive and erogenous.

Hell, his arms were nearly as erogenous individually still as his entire dick was even as it penetrated deep into the softest corners of Rachel's belly. He quickly found that instead of squeezing and grabbing at her breasts, it was far more incredible feeling to simply rub his arms and hands up and down against them... which quickly devolved into a rather odd 'titty-fuck', due to the fact that Rachel's breasts were by then mashed deeply within Ben's fur and he had to reach down with his tiny arms to do so, his own

fur adding to the sensational if odd feeling of what to him was the equivalent of having three dicks... though only one of which carried a load.

Which lead to a rather shocking discovery for him. This also meant that he was able to have three entirely separate orgasms.

“GAh!” gasped Ben in surprise as his right arm, which had been at the moment the arm he had chosen to get sandwiched in between Rachel’s two lovely pillows and was feeling *very good*, suddenly started feeling exponentially better and better until it suddenly froze up and muscle spasms shot up along it exactly as if it were trying to ejaculate.

“So soon?” teased Rachel, though she herself was nearly out of breath and her pants were each punctuated with grunts and moans that kept reaching tiny crescendos in preparation for her orgasm which was only minutes away at the most.

“No, I-” Ben started to answer, but already the effect of that first orgasm was triggering a second one in his left arm. He couldn’t help himself but to go faster and faster until it too gave the sensation of attempting to ejaculate... and the incredible feeling of satisfaction and joy doubled.

With it, though, his pacing was ruined, and shakily he grinned apologetically down at Rachel as the hair on his head began to change color from blue to brown and a few more of his extra eyes closed.

“Oh, you dirty.... You better not come first!”

“I’ve already came twice!” cried Ben as he shook. He couldn’t help but speed up faster and faster, and Rachel kicked up the pace below him to match. Neither of them was going to last much longer, though Ben strained powerfully in a last ditch attempt to hold himself back.

“Oh God it’s coming!” cried Ben, realizing that he couldn’t hold back any further. Not seconds later he felt a massive contraction within his gut as his sperm began to shoot up his incredibly long dick and into Rachel’s womb.

“Ahhhhh!” cried Rachel right before Ben came inside her, her pussy finally clamping down tightly before she came like she never had in her life.

Immediately her belly was filled... and then overfilled twice over as she felt herself stretch. She moaned as she felt her flat stomach, which already bared the bulge of Ben’s dick deep within her, swelled further as sperm inflated her like a balloon. The pressure was nearly becoming painful when it began to leak, and then explode, from her pussy onto the floor... and still Ben pumped more and more into her.

“AHHHH!” she screamed in delirious joy. “Oh my *god* BEN!!”

Ben himself was in an entirely different world as he came enough to fill her several times over, grunting almost painfully as the pressure within him was released over and over seemingly without end.... until suddenly he was able to stop and nearly collapsed the puddle of his own spunk.

“Holy crap,” he managed to say as sweat poured from his transforming human half. He felt as if his entire body was on fire, and despite a little bit of momentary weakness he found quite suddenly that he had already made a nearly full recovery after only a few seconds of respite.... And his dick was still hard inside of Rachel.

“No kidding!” wowed Rachel in disbelief.

Ben pulled out of her belly slowly and tenderly, releasing a deceptively small amount of his own trapped sperm as he did so. His dick felt shockingly cold on the air after having been inside such a wondrously warm and wet place.

“Oh my,” Rachel said as he backed up, placing her hand on her still swollen belly. Quite a large amount of Ben’s sperm appeared to still be trapped inside of her womb, which had been gently penetrated by the thin tip of Ben’s huge dick and must have closed back up tightly behind once he had left.

“Well, that’s one way to do it,” laughed Ben.

Rachel pressed down on the bulge and winced as it didn’t move.

“Don’t laugh! I look pregnant!”

“We should be so lucky...”

“Oh? So now you want kids?” asked Rachel tauntingly.

“Maybe,” laughed Ben again. “You’re definitely rocking that belly!”

“Well then maybe you’re up to helping me out a little more then?” asked Rachel as she turned over, and then presented her lovely heart-shaped ass to Ben, her soft breasts mashing into the lush carpet as she curved her spine.

“Still horny baby?”

“Aren’t you?” she asked back.

“Lord help me, yes I am.”

Ben's arms and shoulders were still the size of a child's, underdeveloped and skinny, and as his lovely lady presented herself to him he had a great idea, and moved quickly on it.

His hands were still a little shaky from their orgasms, but their recovery was good enough that he was able to pick up a little of his spilt jizz from the carpet in both hands. For some reason, that action alone caused a shocking reaction in his body, and then he remember that spiders normally deposited their sperm on their pedipalps first and *then* inseminated the female with said pedipalps... which his arms seemed to still have the sensation of.

His arms were still pretty big though, and while Rachel had had quite a lot of things in both her bum and her pussy... she had never hadn't yet been fisted to his knowledge. Well... there was a first time for everything!

And so, with his partner quietly waiting and trusting in him, he reached forwards with his left hand and forming a cone with his fingers pushed himself into her butt.

The electric shock of ecstasy made his mind real. His hands seemed to have become astoundingly sensitive this time around, and her ass was unbelievably tight and hot. They had both been expecting a little anal play tonight, and she had prepared accordingly, but apparently she wasn't quite expecting such a large intruder.

"Ben!" she started to say, but before she could continue Ben was already working his right hand into her pussy and stretching her tighter than she had been even with his monster-cock inside of her, which was by far the largest thing she had had in her until then as well.

Rachel seemed to suddenly lose the power of speech, as if the words caught in her throat, and Ben took her suddenly stunned silence as acquiescence as he pushed himself in deeper in both of her tight yet yielding entrances. Soon his forearms were buried.... and then his elbows... and then he was nearly up to his shoulders!

Rachel gasped suddenly as if she had been unable to even breath, and took in a deep breath to say something when Ben began fucking her pussy with his arm. Instead of saying words she screamed shrilly and came.

Well that was odd! He was definitely doing something right!

He began to move the arm in her ass in and out too, and she nearly seized up in orgasm as her pussy squirted on him, but he didn't stop or even slow down much. He himself was too far gone to even consider taking it easy... as he felt himself tense up in preparation for the strange pseudo orgasms that came from his hands and arms.

And so he fisted her... and as he fisted her he grew. And as he grew Rachel only came harder and harder as she was stretched wider and wider... and yet she couldn't form the words to ask Ben to stop. She wasn't sure if she even wanted him to. Something about what he was doing appealed greatly to the new Arachnid part of her brain, and she didn't even know exactly what it was that he was doing so right.

Was it the position she was in? Was it how uncomfortably huge he was becoming? Was it perhaps just the fact that he was double-penetrating her? Or was it... the way he had lubed up his hands beforehand? Deliberately picking up his own seed and placing it inside her with appendages that so closely resembled his pedipalps... but she had been penetrated by his pedipalps before!!! Was it simply the act of inseminating her in that manner that was doing this to her? Causing this reaction in her body?? He had never exactly used his pedipalps before in the manner for which they were designed, had he!

When they were both spiders again, or hell, even before that... she was definitely going to have him do this to her the 100% genuine way.... Because this was heaven to her as she climaxed repeatedly until Ben froze up like a statue inside of her and shook violently outside of her.

Until, with a shockingly loud gasp of exclamation, he collapsed heavily behind her, dragging her to the ground with him as his arms were stuck inside of her.

Looking back at him his torso had grown out of his spider's body, ending several inches below the belly-button. His arms and shoulders were still skinny, but they were bulking back up with the thick muscles that she had come to love Ben for. Wincing, she managed to pull herself off him before any real damage could be done to her body, before she too collapsed in exhaustion.

"Jesus Ben... warn me next time you have a bright idea..."

Ben looked up. His face was entirely human by now, and the changes to his arms were accelerating, as if they had held back purposefully while inside her body to keep from harming her. A peep of something was beginning to grow at the junction of his furry, blue spider's body and the beginning of his human half.

He watched as her stretched and abused pussy and ass rapidly shrank and recovered, and marveled at the rejuvenating and recuperating powers of the spider. In seconds no sign of her body's abuse remained, save quite a large mess and an incredibly swollen and shaky pussy.

"Damn..." he groaned. "I was hoping that would be enough to finish the transformation..."

Rachel giggled, and pointed to the little thing that had begun growing, but had stopped, below his belly button.

"And so close too!" she exclaimed. "Let me see if I can help the little guy!"

“Really?? You’re already ready to go again??”

“I was born ready!” Rachel boasted, getting to her feet slowly. Her boast was for not though as her knees immediately began shaking and knocking before she collapsed.

“Born ready, huh?”

“Oh just come over here already!!” she huffed back, before crawling more or less sexily over to where Ben had ‘sat’, and with a last doughy-eyed look of playfulness put Ben’s little half-grown human penis in her mouth.

Ben immediately moaned. He himself wasn’t quite ready to continue... but that particular organ was still fresh and ready for its turn, and immediately began getting much bigger.

Rachel was quite the expert in giving head. She was, in fact, the best that Ben had ever known, and at quite a lot of other things too. In no time at all his transformation was complete, and she had him straining into the air. She was purposefully drawing him along and not letting him come, and he knew it.

“Please!” he begged, but she just sat up with him still hard as bedrock.

“Mmm?” she asked, standing up. Her legs hadn’t recovered much, but she was at least able climb up onto his back.

“Please let me come!” Ben begged.

“Treats are for good boys. Are you a good boy?” she asked, reaching around his waist as she sat down on the soft fur of his back, reaching around his waist to start giving him a slow hand-job.

“Yes!”

Rachel ground her still-wet pussy against the soft and decadent fur on Ben’s strong back. She began to speed up.

“And do you love me?” she asked.

“YES!!” he yelled, and so she speed up even faster still.

“And will we get married and have kids?” she asked finally.

“Bwuhg?” said Ben garbledly as he came. His dick in the front was human, and even had a complete set of balls, and yet he came like a porn-star as he blinked in surprise at the question.

“I’ll take that as a yes,” grinned Rachel, before leaning forward to whisper in his ear while pressing her breasts against his strong back, her fingers already back to idly playing with her starving pussy.

“Me next,” she breathed in his ear.... And Ben only grinned, dumbfounded at the virility of spiders.