

Chapter Five

I didn't know where I was. Nothing looked familiar, and I couldn't move my arms or legs. I was lying down in some sort of bed, but I couldn't even roll over. It was then that I realized that I was naked... and I had an erection.

I had an erection! It was back! My dick! My balls! Everything!

I looked down at my chest and instead of twin mounds of womanly flesh I saw only the strong pectorals of a man! *I wasn't a woman anymore!!*

My excitement only grew as a sultry figure came into the room. She was gorgeous, a supermodel even, and only half dressed in a fur gown. She smiled at me, and opened the front of her robe to show me more of her body. Perfect half-moon breasts, beautiful legs, a wonderfully flat stomach, and a delicately trimmed happy trail that led down to her wet and hairless vulva. My dick strained into the air as I felt myself grow harder than I remember ever having been before in my life. My balls felt like they'd explode if I didn't fuck her right away. I had gone without this for so long... I needed a woman. I wanted her so much that it nearly hurt physically.

She sauntered up to me like a cat who had found its prey, the corners of her lips curling in a wicked smile, and I smiled back. I begged her silently to touch it, to touch me. I needed her more than I could possibly have realized! I wanted her to the point of pure desperation!

But she only smiled as her hand hesitated, and I feared that she, in fact, would not touch me.... and then with a sudden thrust of her arms she had me in her hands.

My shaft... my balls... everything was suddenly being cupped and squeezed by this buxom angel. She gently touched and squeezed me up and down, and I felt as though I would explode from the near-forgotten wonder that could only come from such touches. I hadn't been a man in months... nearly a year! I had been pregnant! I had laid eggs! It was *sooo* wonderful to be a man again, to feel a woman's touch on my-

POP! was the only sound I heard, and it was more or less a sensation than a sound even as I felt my manhood detach itself from my body, held in the woman's hand as she lifted it high up into the air triumphantly while her face transformed into a perfect sphere. I looked down in horror at my groin only to see that I had the body of a woman once again, and as if to emphasize what had been done to me the woman reached down to push her fingers deep into me.

I was wet, and hot, and her fingers felt good inside of me. I could only squirm in place as she wiggled them tauntingly, before the enormous Star that had become her face turned into a black hole, into which she threw my manhood, never to be recovered again.

I awoke with a start to find myself confronted by an adorable, tiny face, smiling down at me from atop my naked and heaving bosom. It took me a second for my eyes to adjust, but the tiny figure in front of me didn't hesitate to express herself.

"We're hungry mommy!" she said excitedly, as if the simple act of being there on my chest filled her with uncompromising joy.

"Aranea?" I asked tentatively, a smile spreading across my lips and my cold sweat already dissipating. I look up and see that I'm still at home, naked in my king-sized bed on a warm spring Sunday, having awoken to find that my eggs had all hatched. A dozen spiderlings had crawled up onto my chest and blankets, apparently having been waiting for me to get up and feed them something.

"None other!" she replied, smiling back at me. She had lovely blue eyes, but her coloration was something else. Her hair on her head was a vibrant yellow, and her fur the deepest black I'd ever seen. All of the spiderlings were, in fact, so fuzzy and poufy that they were basically nothing more than little balls of brightly colored fur, and their tiny feet and soft, fuzzy legs tickled as they climbed over my breasts. They hardly weighed anything at all though, despite each being the size of a tennis ball. I couldn't help but stare at them.

After I myself had become transformed into a monster by the Star, and given both the body of a woman *and* a spider by Aranea, while I had neither been forced to live in one over the other I had given up both the hope and the goal of ever become fully human or gaining any semblance of maleness again. As such, the fact that my children so greatly resembled me was amazing, and there was no doubt in my heart that I loved each and every one of them.

As it was I had taken to sleeping as a human, considering how it was far more comfortable to do so, but I could and did become my more spidery self as often as was feasible. I had discovered over time that doing so made me less likely to "accidentally" transform in public (which was still a problem sometimes), and helped to keep me more comfortable, as staying in one body or another for too long made me feel twitchy. Satisfying my... sexual needs also curbed the number of incidental transformations and subsequent public indecencies.

"Mom?" asked Aranea, breaking my thoughts. She was echoed immediately by the imitations of her sisters as they too squeaked 'Mom!' and giggled hysterically, but she pressed forward with her question.

"Is there *anything* to eat?"

Slightly dazed by being called 'mom' I quickly snapped out of it, sitting up in bed a little. As a human I looked a bit like an elfish princess straight out of Tolkien... although perhaps a bit furrier in some places and more colorful to boot. I was skinny and lithe in build, with long feathery hair that shifted from almost pink to crimson red in the light. The rest of the fur covering my back, thighs, ass, belly, and even my legs all seemed to change daily, both in pattern and coloration, based on my mood at the time... but for the most part at the moment it was a white-pink- and emerald green mixture that blended from one color to the next rather nicely, with the pink being by far the dominant color as per usual. My belly fur was slightly visible from under the covers and the delicate fur covering my shoulders and overflowing from my back too was on display to whoever might stumble into my bedroom to find me half naked, which due to increased security measures on my part could only be one of three people whom I greatly trusted.

I could only laugh, though, at the sight of my kids sitting on my two small breasts as if they were twin hills. My breasts had formed a habit since the day I had 'acquired' them of lactating for little to no reason (finally a use for such an inconvenient feature!), and they were asking where the food was! Perhaps being spiders the concept of breast feeding didn't really come naturally, but being half human I had no doubt they'd learn fast.

"Aranea... are you blind or are you just being silly?" I asked playfully, arching my back to lift my chest higher into the air. Due to it being the perfect sleeping temperature my nipples were perky as ever, and due to being heavy with milk uncomfortably swollen and puffy too.

It took a second for it to click in her brain.

"Oooohhh..." she said, before dashing forwards with a laugh and a quick shout of thanks before she dived onto my nipple and began licking and sucking at the traces of milk that were already there, and already beginning to trickle forth. I decided to give her some help though, as well as her many sisters as they took crowded around, by squeezing my breasts for them to produce a light flow. I accidentally doused Aranea's face in milk, and her sisters immediately ate up what little spilled down my skin, their little tongues tickling as they cleaned me up and mewled for more.

"We're going to need to decide on names for you all..." I said a little tiredly. "And teach you all English too..."

"Oh! I've already handled that last bit!" said, Aranea, lifting her head up and licking her lips clean of milk. Her little belly was already growing round, it was so full. "While we were in the eggs I shared almost all of my memories with them. We should *all* know English by now... but I think they're just being shy and cute on purpose.... As if anyone could ever out-cute me!"

A couple of her sisters giggled at that, but kept on drinking.

“Plus they’re still babies,” she continued sticking out her tongue.

“And you’re not?” I taunted back, poking her little belly softly. She burped, and then blushed at having done so.

“Well then, if they can understand English then I’m sure they’ll be fine picking out their own names when their ready. Sound good?”

Murmurs of ‘mmhmm’ and nods of agreement told me that they did, in fact, understand me, and their twinkling smiles told me that they liked the idea of picking out their own names. If their personalities were as diverse as their vibrant hair colors then I was in for quite a ride for however long it took to raise them properly... and I fully intended to raise them properly even if it killed me. While Aranea was practically an adult, despite appearances, and effectively a stranger who had used my body to escape death... the rest of my eggs were mine. I bore responsibility for bringing them all into the world, and that started with feeding them milk.

“Ahem,” coughed Rose, my electronic assistant, and if you’d like to get technical my first ‘child’.

“You’re going to be late for your class...” she chided, using the intercom. “And I don’t think bring them with you would be the safest idea.”

“Oh no, of course not. Quick analysis time then. What’s their mass and core body temperatures?”

“Looks to be between about 101 and 103 degrees Fahrenheit, judging from their thermals, and their body masses can be approximated to be between two and three grams each. They appear to be endothermic as well.”

“That light? Well then... I do think we should be fine. From our measurements of my breast milk’s caloric content I dare say they shouldn’t need anything else for the rest of the day, especially considering how much they’re drinking. That seem right to you Aranea?”

“Mmm, yup... I’ve gone months without a meal before, though that was before I was so *warm*. You mammals are pretty weird, wasting heat and energy like this...”

“Can’t say it doesn’t make things more comfortable though,” I reply with a grin, pulling my fingers through my fur. “Keeps you warm through the winter too.”

“I suppose so...” smiled Aranea.

“Well kids, hurry up and get your fill. I need to go to work.”

“Aw!” they all cooed in unison.

“Now, it won’t be so bad. Rose will stay here to keep you all company, and she’ll contact me if I need to come back, but right now I need to go see to my students. You’ll all be good for me while I’m gone, right?”

Chirup’s of acquiescence echoed out as everyone fills their bellies as quick as they can, and then skedaddled off me, their full bellies evident and their appetite, hopefully, sated for a good little while.

“Breakfast, the most important meal of the day...” I laughed, sitting up and rolling the covers off of me.

The squeaks of surprise from everyone in the group, except for Aranea and Rose, made me smile. The girls quickly swarm over my legs to touch them, as if bewildered by the fact that I wasn’t half spider like they were.

“I can shape shift, sort of,” I explained, to which I received ooo’s of appreciation.

“I thought you shared memories?” I asked Aranea.

“I did! I guess they forgot. Not all of them were paying full attention to my stories.”

“Huh... well then kids, how about mommy shows you what she really looks like then?”

The nodding of a dozen heads is answer enough. A small sea of wide eyes watch from my the small hills of my sheets as I roll off the bed and stretch a little. I’m no longer embarrassed or uncomfortable in my body, and considering they’re my kids I don’t see the point in hiding myself from them anyway. Besides, modesty is about to go out the window, as my spider form is entirely incapable of wearing pants.

I close my eyes momentarily to concentrate, and with the ease of months of practice I feel my body begin to change.

The first to go is my ass, as it swells in volume and pushes out further and further behind me, my fur rapidly thickening and lengthening with it. My legs begin to slowly divide once and then twice, as they carefully pull apart from each other to form the eight legs of the spider. My waist lengthens, thins, and becomes more flexible as I bend my back as far as I can to get the early morning stiffness out. I feel two tiny nubs push out from my pelvis, and gasp as I feel my small, female pedipalps form to either side of my pussy.

But I quickly come to realize that something is wrong. I feel warmer than normal, hotter even, and while my arousal down below is expected it is also, surprisingly, far more potent than normal. Perhaps it was because I had been out of heat for the duration of my pregnancy, or perhaps it was something else entirely, but as I felt my many legs grow outward and my ass swell as organs and silk glands filled it to

bursting several times over, I felt a primitive need quickly boil over inside of me the likes of which I had not felt since the first day I had found myself transformed and confronted by John in my bedroom.

Of course, it didn't stop there. The heat, I quickly realized, was being accompanied by the intense blooming sensation of feeling the fur all over my body thickening and lengthening at an incredible pace to match my transformation into arachnid. Like my children I rapidly lost definition as fur over took my legs and ass, enveloping me in fuzz, and there was so much of it that the sensation of just touching my fur excited an erotic response unto itself.

But it didn't stop at my fur. Quite shockingly I felt my modest bust begin to increase, the pressure of tissue swelling in size so rapidly a strange mixture of unpleasantly uncomfortable and deliciously arousing. My skin stretched as my modest BB cup rapidly became a C... and then a D! I could feel my breasts filling with more milk, becoming heavier by the ounce, as my body morphed beneath me to the tune of a chain reaction now beyond my control and set in motion by none other than myself.

"David?" asked Aranea, obviously noticing the less-than-regular nature of what was occurring to me. For one I was rapidly becoming absurdly furry. A thick winter coat was one thing but this was something else entirely, one point being it wasn't winter, and for another it seemed to be having quite the opposite effect on my body to insulating. As the fur puffed out the enormous heat building within me from the powerful transformation process that was gripping my body... as well as the incredible welling of more amorous feelings that I had grown excessively accustomed to and yet entirely incapable of suppressing... was soaking into my fur and immediately dispersing into the air.

"Ooo!" squealed Rose excitedly. "This is so exciting!"

"How about not!" I huffed back. Steam was visibly rising off my body as my core temperature spiked over and over only to immediately be radiated outwards and away from me, cooling me off at a dangerous speed. I alternated between panting and shivering rapidly as my body swelled in size, my legs extending from me to fill the room.

Exclamations of 'wee!' further distressed me as suddenly I felt little balls of fur land on top of my back and sink immediately through the air-fluffed fibers of my fur to land on my back. Chills raced up my spine as they immediately began navigating quite rapidly across my body underneath said fur.

"Ack! Stop! That tickles! Aranea!"

"When in Rome," apologized Aranea, who had been among the first to make the leap onto my back as it turns out.

"Actually," she continued, "I'm not sure what's going on. I can't tell you how unspeakably nice it is in here though. It's like I'm surrounded by a pillow made of warm clouds and Egyptian cotton!"

“You’ve never even felt Egyptian cotton!” I sighed, my legs shaking.

“But isn’t it supposed to be extremely high quality and thread count?” she retorted, joining her sisters and scrambling across my skin as if attempting to explore every inch of my body. “Cause if so you could sell this stuff for millions I’d bet. You wouldn’t believe how warm and soft it feels!”

“That’s because it suddenly become thermally conductive! What could make it do that, carbon nanotubes?”

“I can take a sample and find out!” exclaimed Rose, immediately taking control of our poor cleaning robot and making it produce scissors out of nowhere. I immediately retreated to the ceiling, where gravity was not nearly as kind to me as before. My inner ear was still entirely absent, but with tits like these the pull of gravity was all too obvious. Were they still getting bigger?! This was just ridiculous!

“No! Down! What have I said about playing with scissors Rose?!”

“I swear I’ll be careful this time!” insisted Rose, her commandeered robot snipping at the air eagerly. “It looks nearly light as air too, the way it’s floating around and standing on end like that. Is it done growing?”

“No!”

“Do you think it’s some sort of maternal reaction to your eggs hatching?”

“Of course it is! What else could it be?”

“Well, perhaps your body is preparing itself for mating again now that you’ve safely hatched your young?” poked Rose, pulling up several wall-mounted displays and plastering several unflattering camera angles on my junk and face. Read-outs quickly told me that my body chemistry was coming back out of the dormancy that had overtaken me during the months carrying around my eggs. While I hadn’t lost my sex drive, neither had it been quite so powerfully hormone enforced either. I could already feel that nostalgic craving beginning to return, but of course I couldn’t derive a definite conclusion just yet.

“I always get a little flushed and hot from transforming,” I state with as much dignity as I could muster, folding my arms over my hanging breasts and hugging them close. Aranea had somehow found her way in between my cleavage and found herself suddenly trapped. Served her right for being so daring! I shivered slightly as I felt a multitude of feet skitter up my back to gather on my shoulders, fuzzy bodies hugging up against my neck and face and tiny hands and arms touching me curiously.

“...and any wishful thinking on your part won’t make that any different. The weird fur is obviously to protect the hatchlings, the increased milk production to feed them, and the rest an unavoidable side effect. We can take samples later, right now I’ve got to-”

And suddenly the door to my bedroom opened to the figure of John, who stood in the doorway staring at the scene that lay in front of him for a moment before turning back around and calling “Whatever, I’ll be in the car when you’re done with that.” It disoriented me for a moment to see him standing on what to me was the ceiling, and thoroughly distracted me from my train of thought.

“Mama?” asked a little voice next to my ear. “Will we be as big as you when we grow up?”

“God, I hope not...” I sighed back.

“Okay, listen up everyone! I can’t take you to work with me. It’d be far too dangerous and risky.”

A chorus of disappointed moans greeted my ears, and I tutted back at them.

“Tch! I won’t be gone long, and you all won’t be alone!”

“Aw, can’t we come with you?” asked Aranea, speaking up for her siblings. “We just hatched! What about bonding?”

“Bonding can wait. I can’t have any of you wandering off or getting into trouble on the campus. You can stay in my room and explore, Rose will keep you company, and I’ll be back before you all know it. I know it might sound callous, but I need to go to work and do my job, and I can’t do that properly if I’m busy looking after you lot and worrying. You’ll be plenty safe here.”

“But!”

“No buts! In nature’s terms I’m going hunting. I’ll bring you along once I’m confident you’re ready. Now off!”

And so with some grumbling and whining everyone slowly made their way out of the forest of my fur and back onto my bed. After a quick count I got up and started the process for transforming back into a more or less human shape. As it was I’d probably need to run through the halls to make it to class on time, and so I did my best to hurry the transformation and start putting on my clothes as things moved along.

There were some ooo’s and awe’s of appreciation as my body coalesced back into a bipedal form, though notably I kept quite a few characteristics that were distinctly non-human. My usual physical oddities, such as discretely pointed fangs that could deliver venom (that I was still analyzing and quite possibly would never fully understand in terms of how it worked) and even less discretely pointed ears and incredibly long hair, were as expected.

What was different this time around, however, was that my breasts were easily a size and a half bigger than they were now, having grown to a CC if my guestimate was to be trusted... and the strawberry fur that persisted to cover my midsection, ass, thighs, and nearly all of my back had not receded in the least.

“Well shit,” I snickered as I tried, unsuccessfully, to button my white dress shirt. My fur had been a problem before too, but now it was being a downright nuisance. It was so thick and fluffy that refused to stay where I needed it to and stuck out of every possible opening in my clothes as I tried desperately to force my shit to fit around my greatly enlarged tits. “I can’t see I didn’t see this coming.”

Thankfully, of course, my suits weren’t tailored, and so while uncomfortably tight around the chest and decidedly hot due to my fur being pressed down tightly in the most constricting manner possible I ran from my room with my buttons bursting and a final farewell from my wee progeny. A pop-tart on a napkin was waiting for me on my way out, a breakfast preference I had developed in my freshman years and had since taken to when in a hurry, as Rose well knew... and in under two minutes I had gone from monster and nude to human and clothed, and buckled into my colleague and best friend’s car with half a pop-tart crammed in my gob.

“So, we’ve officially got kids now?” asked John nonchalantly.

“Yup,” I answered back automatically. It took a moment of sitting there for reality to sink in a little.

Kids. I had kids. It was weird, and backward, but I had the beginnings of a family now living in my house. I suddenly had the urge to run from the vehicle and quit my job so that I could stay holed up in that house forever with them... but John had already put the car in gear and was pulling away, so I settled instead for a longing glance backward and a happy, glowing smile.

“We’ve got kids,” I agreed.

I was, as I feared, about five minutes late to my class. Moreover, throughout the lesson I was incredibly uncomfortable in my much too confining clothes, and for the first time ever pondered the consequences of teaching in the buff. I doubted any of my male students would have raised a fuss about it, but then again I wasn’t going to bet my career on the discretion of a group of kids, so I would have to suffer in silence as I went through the basics of probability fields and the various ways a neutron star created them... but also how they shaped them. Unluckily for us, they had to be treated as amorphous entities due to their deliciously contrary nature of being indeterminate, which made for some really wacky math where your answer directly affected the question. Real fun quantum stuff, and as expected I was going to need to take quite a bit of time with it. I left the class feeling rather anxious and extremely overheated. I didn’t sweat anymore, and for whatever reason my internal furnace never stopped

cooking, so I was looking forward quite a bit to spending my time between classes locked up in my office naked as a jay-bird.

Unfortunately, as usual, Cody stayed back after class to talk about Stars.

“Hey Cody,” I breathed anxiously as I gathered up my various things rapidly. “Mind taking this to my office?”

“Sure, but I was going to ask you if you’re feeling alright. Did something happen?”

“Yup, bunch of stuff. Let me fill you in the office, I’m dying here in these clothes.”

Cody’s eyes went wide at the hint that it would be another one of our now somewhat commonplace ‘nude conferences’ where I forwent clothes, or at least a shirt, and we talked shop. He was rapidly approaching a level of competence that bordered on the absurd, and if he kept his studies up I had no doubt that one day soon he’d be a valuable associate someday, and perhaps even my better. His insights had already proven to be rather unique if not downright valuable in the lab, and he wasn’t a slouch when it came to the hard data processing and mathematical analysis.

While he was a smart kid naturally, he had been only mediocre in talent and promise, despite a glowing and quite enviable interest in my class, up until my gender change and my impromptu ‘frankness’ with him when we talked after class. I’d like to think that his attention, interest, and desire to learn easily tripled after that.

“Oh sweet merciful mushroom kingdom...” I moaned as I rapidly unbuttoned my shirt and loosened my tie. Immediately heat began rising visibly through the air from my collar, and as quick as I could I threw my top off to air out my fur and let its radiative properties shine, fluffing out like a blossoming flower as cool air quickly flowed through it and allowed the dense fur, which had been pressed relatively flat by my clothes, to expand once again. Cody responded as he usually did by stiffening in his chair, in more ways than just one, but that had never been a problem before either as I usually was in some manner or another aroused as well. Indeed, as I sat there and started fidgeting with my belt I was indeed quite wet, but again nothing terribly out of the ordinary. Such things were natural considering the intimate nature of talking like this, and except for the view nothing untoward had ever really happened between us. The teacher-student relationship was, after all, sacred.

“Whoa,” was Cody’s only response, other than to drop his jaw.

“Yea, I know,” I moan as I stretch and run my fingers through my hair and fur, letting it fall pleasantly and naturally back into its proper place. Once satisfied with that I immediately began working on my

belt buckled, anxious to free the rest of my body from the prison of my work clothes, to the obvious approval of Cody as he sucked in a breath of air.

“You were saying?” I asked as I pulled down my pants and underwear simultaneously, wanting to be free as quickly as possible. The released heat was enough to create a sudden updraft, and I practically melted in my seat from the sweet relief, quickly kicking my pants over to the wall. The doors were of course locked, and my windows covered. In seconds I was once again at a comfortable core temperature, though I could only guess at what my metabolism was for me to output such a large amount of heat.

“Cody?” I asked again, having stretched out in my chair. I was idly running my fingers through the fur of my groin to straighten it out more as well as help it cool faster when I looked up.

Cody had frozen, and his pupils had fully dilated. A low moan was slowly escaping his lips as if he were in pain, and the source of his pain was obvious. His dick was straining down his pant-leg, but he wasn't attempting to adjust it. Instead it was just straining harder and harder against the denim.

“You okay buddy?”

I was immediately concerned. I'd never gotten a reaction quite like this out of him in our private talks. We both were, despite the rather humid atmosphere, professional. We were teacher and student, and while it was entertaining to show each other less than the usual amount of modesty we used our time intelligently, as we were both very busy and could meet only so often to talk.

“I... I can't move,” he admitted after staring dazedly at me for a full minute, grinning apologetically.

“What's this?” I asked bemusedly, standing up. The movement stirred the air through my fur pleasantly, and Cody visibly stiffened. What is this?

“I think...” he breathed, hardly even moving his face, “that something's happening to me...”

“What exactly would that be?” I asked again, moving closer. I could feel my heat intensify the closer I got to him... oh how well-endowed he was! Wouldn't it be wonderful if he took me and pounded me like there was no tomorrow? Just bent me over and destroyed my pussy with that big, strong, manly...

“Yes ma'am!!!” Cody practically shouted.

“What!?” I shouted back as suddenly Cody was mobile. A stricken look was over his face, and his body movements appeared to be against his will, but all the same he was suddenly rushing towards me while pulling his pants down.

His dick sprang to attention, the first time I'd ever seen it outside his trousers. It was indeed quite formidable, and definitely larger than the supposed average.

“The hell you think you’re doing?!” I yelled, lifting a hand up in front of me to defend myself. I was too slow as Cody was already on top of me, and much heavier.

“Dr. Webb!” he cried as his manhood stood up straight and tall between us, his eyes begging me as if asking for help. I opened my mouth to say something, but I immediately forgot what.

That was because suddenly Cody was inside of me. After that it was like being attacked by an animal.

With strength that I never knew he had Cody held onto my wrists as he backed me up against my desk... and proceeded to pound my pussy with a desperation found only in those who were on the verge of death. I could never have been prepared for it.

I couldn’t do anything but freeze in shock and scream in ecstasy, gritting my teeth as with impossible speed stroked in and out of me like some sort of motorized rabbit on Viagra. On the one hand I wanted to stop him... but on the other hand I wanted him to fuck me faster... harder... to grab hold of my tits and squeeze them while-

And suddenly Cody sped up, hammering my body harder than ever, and simultaneously reached up to grab firm hold of my tits. I screamed out in orgasm as his hands roughly forced twin streams of milk from me, and I came harder and faster than I ever had... and he had only just started to hit his stride!!

But what was that? Was he reacting to my *thoughts*? Was I subconsciously controlling his actions?

As a test, which goes to show just how strongly I hold to good science no matter my condition, I formed the mental image of Cody drinking my milk, and an instant later his mouth found my nipple and began vigorously sucking and drinking from me, his pace not slowing one iota.

Well that could be a coincidence, so I formed the mental image of him humming the national anthem... and immediately he began humming “Oh say can you see”, pausing only to swallow more milk.

“Oh shit!” I moaned I felt myself building towards another orgasm, so quickly after the first. I cried out as it hit me, and I held onto Cody for its duration as he kept pounding away. “This is bad...”

Cody himself rolled his eyes, apparently unable to detach himself from my nipple. He kept trying to pull away but couldn’t bring himself to break his lip-lock. New tests: verbal commands.

“You can speak...” I breathed, hardly able to stand, much less talk, as my legs shook.

Immediately he gasped a long breath as he removed his face from my breast before practically shouting in my face.

“Why in the world would you make me drink your breast-milk!!!” he screamed. “We don’t know what that could do to me!!”

“Oh,” I moaned as he pounded me furiously. I was having more and more trouble concentrating. “I didn’t mean to... want to stop-”

“No!” was his immediate answer. “You got to cum! I need to too!”

“Well that doesn’t mean you’re entitled to-” I pouted back, but I was close too. Maybe just one more.

Cody sensed my apprehension and sped up, but I took no more notice of him. I was too caught up with my own body. Oh *God* was Cody going at it! My desk had been pushed up against the far wall and was banging off it like a drum! My entire body was recoiling from impact after impact of our hips, sending sending roiling waves of momentum all the way up to my tits and down to my ass. It was all I could do to hold on to the desk as I was abused thoroughly, my tits sore and beginning to hurt from his forceful groping, my pussy felt as though it was going to be pulled inside out with every thrust, and my bones shook with the tremendous force of his passion. My fur, crushed between us as it was, had become practically white hot as it vented my massive amounts of body heat into the small room, rapidly transforming it into a sauna. Cody was sweating like crazy, hot-boxed in here with me as he was, but with incredible determination he showed no signs of weakening as I collapsed against the desk.

I came hard, squealing in near-agonizing pleasure as I literally squirted. It was far too much for one person to handle, and quick to join me Cody fell over my body, a cathartic weakness gripping him as well, while he planted himself as deeply into my nether bits as he could and held me tight.

“No. Don’t you dare!” I tried to say, but I was too slow. He came inside me like a geyser.

“Sorry!” he cried as tremors shook him, and he kept filling me.

“Pull out!” I shouted back. With shaking hands he was able to push off me, withdrawing from my tightly gripping folds and dripping with both his and mine fluids.

“Oh shit oh shit!” was his response as he fell over backwards. “We didn’t use a condom!”

“No shit Sherlock...” I moaned back, unable to move. Look out John, you’ve got some new competition!

“Let’s hope,” I continued, “that I wasn’t fertile... and moreover let’s hope that we weren’t compatible. I don’t think I could handle any more kids right now.”

“I’m so sorry!”

“Yea? Well I’m sorry I used you just now. I probably could have stopped it if I had been in my right mind.”

“That’s okay... I... I liked it. It was my first time you know?”

“Oh really?” I asked, not surprised though slightly concerned as I rubbed a small sample of mucus from my sex to discern its texture, then pulled it apart by opening my fingers to determine its color, viscosity, and a few other things. “Well hold on to those warm fuzzy feelings then, because I’ve got bad news for you. You’re shooting blanks. To be more specific what you just ejaculated was almost identical to female prostate secretions.”

“What? What do you mean?”

“I mean,” I sigh apologetically. “That you’re shooting blanks. Moreover, you’re shooting blanks in a way that is impossible unless you were born female, which I highly doubt. This is rather unusual... I didn’t even bite you! How can you be transforming?”

“T-t-t-transforming!!! Into what?!”

“Heck if I know,” I answered tiredly, “But I could guess...”

“Wha... ahh! Ow! Oh God! My balls!”

I cringed out of sympathy for the poor kid.

“If I had to guess,” I continued, “I’d say you’re becoming some sort of drone... or perhaps it’d be more accurate to say thrall? I can control what you do with my thoughts, which I’m starting to suspect is tied to pheromones that I’m likely expelling into the air due to this crazy fur... I should have suspected something like this when I left the house. It probably didn’t affect any of my students because my suit was suppressing it to the point where it became impotent, and the girls are all the same species as me, and John’s already my mate, and Rose is a computer.... But here I just now went and hot-boxed you in my office with my pheromones and you were immediately overcome.”

“A thrall?” asked Cody while clutching his testicles. “What do you mean! Am I going to become some a spider!?”

“Nope. I’d say more or less some sort of slave. Possibly for sex. Rose, you’re recording right?”

“Right!”

“Mind running an analysis on this stuff too?” I asked her, putting some of Cody’s ejaculate into a vial. I also quickly filled a second vial with my milk. “And run some tests to see if anything might have changed in my breast milk. Damn I’ve been slipping up with doing good science lately.”

“Not your fault, sir. You were likely just distracted from having become a mom.”

“Help!!” interrupted Cody.

“Hmm?”

And having been brought back to the moment I looked down at Cody once again to witness two shocking things. Firstly, he still had an erection... and it appeared to be much larger than it had been before.

Secondly his legs were spread open, and he had withdrawn his hands as if afraid to touch himself... and in between his legs and underneath his dick his balls had disappeared... but that wasn’t all that was happening to him.

The skin of his scrotum was moving around. The hair was falling off, leaving smooth skin, and the wrinkles were smoothing out... but even weirder than all of that the skin appeared to be pulling apart. Before too long it split down the middle.

“Ah!! This feels wrong!” cried Cody.

“Hold still,” I said calmly. “And take deep breaths.”

He immediately complied, although whether or not it was voluntary was questionable. We got quite a good look.

We got to watch as Cody grew himself a little vagina, complete with labia majora and minora and even a secondary urethra. The only thing it never grew was a clit, which would have been where Cody’s dick remained.

“Why?!” whined Cody in between breaths.

“Probably for the same reason you neuter bulls... to make a more docile slave.”

“But I don’t want to be a more docile slave! I don’t even want to be a slave!”

“Yea, well, we can’t help that right now. I’ll figure out a way to fix this with the star soon. I’m coming to grips with being able to properly use it for targeted purposes. We’re going to start testing it next week in fact.”

“What?!” yelled Cody, suddenly excited. “You never told me that!!”

“It’s secret stuff. I’m telling you now because now I can also say something like ‘Cody, never speak a word about secret star stuff without my explicit permission’. Eh?” I said with a laugh. “I can already tell this is going to be useful!”

“What!” yelled Cody. “How can me becoming a hermaphrodite be useful?”

“Well,” I answered with a grin. “Data on of full-on hermaphrodites is rather rare stuff. And what’s more I can tell you to read your textbook from cover to cover and be confident that you will.”

“What! That’s wrong! You can’t make me do things just because I’m compelled to obey you!”

“Wrong! Can and will. Watch: say ‘I give you, Dr. Webb, full permission to do whatever you want to me.’”

“I give you, Dr. Webb, full permission to do whatever you want to me.... hey!!”

“Too late! You said it, and in any case I owe you one back for giving me a scare.”

“I couldn’t help it you made me do that too-”

“Shh... no words now. Only dreams...”

“Dr. Webb?” asked Rose. Cody had immediately gotten lock-jaw. “Are you okay? You’re not behaving like yourself.”

“I am most certain that I’m not myself right now,” I answered dreamily. “Which is slightly alarming, but I think we can deal with the consequences later, don’t you? Make sure to take lots of high definition money-shots!”

“If you say so sir...”

“Tch! Don’t be so up-tight,” I answered her back with a wild grin. “I know you’re as interested as I am. I’m sure he’ll love it too...”

But right now I needed something phallic... and I had just the thing!

With careful concentration I allowed my body to revert back to being a half-spider half-woman monstrosity. It would be the first time Cody had ever actually seen it. He went appreciably wide-eyed as my legs multiplied, while my ass stretched out behind me and ballooned forth to become a shapely

spiders abdomen, complete with quite attractive spinnerets if I do say so myself and cotton-candy pink coloration. My fur had become a force unto itself, and the rising heat from my back distorted the air above me as the temperature of my office increased quite noticeably... as well as the ever thickening smell of my pheromones and my sex.

“Whew!” cried Rose empathetically. “It sure is getting steamy in there!”

I could only laugh back. My pedipalps, the pseudo sexual organs that I had been waiting for, quickly began to bud to either side of my pussy, sprouting forth to become quite long and dexterous. What wasn't quite expected, though not exactly a surprise, was when they rapidly became as thickly furred and poufy as the rest of me had become. It was like I quite suddenly had pink pom-pom's guarding a delicate and fuzzy flower, which discretely displayed its sweet nectar-filled blossom like a bashful beauty.

And before I knew it I was fully transformed into something out of a fantasy novel... what I had learned upon reading up on the internet was often referred to as a drider. A drider with incredible tits and nature's most rocking body. A figure this perfect couldn't possibly be an accident! Could it be that part of the survival of this species I had become *relied* upon tricking and trapping humans somehow?

Oh well... that would need to be a question left for later! Here I had before me quite the wondrous specimen of exemplary sexual endowment under my control with which to play with! While he struggled against the invisible bonds he had accidentally been ensnared in I had no doubt he was going to enjoy this as much as I was. Didn't he as much as say so himself earlier? Things like becoming infertile and becoming a herm should have nothing to do with it... quite the opposite! He was going to experience things few on earth could even dream of!

I took a step forward, and loosened my grip on his body. Indeed, if he was against the idea of this he would surely try to run, or fight even? If he tried either I wouldn't argue, and would likely have quite a lot to apologize for... but honestly who in their right mind would turn down such an incredible opportunity? I held no doubt as to what his answer would be, and he didn't disappoint. A slight opening of his leg, a gentle bowing of his head, and a quickening of his breath betrayed his own interest and deepening arousal. Well I'll just take that as a yes then?

“Cody?” I asked with a smile, pushing out my chest and spreading my arms wide. My two pedipalps swung upwards and stiffened like real phalluses, and the velveteen mound of my womanhood opened wide to display glistening and flushed flesh. “Is your body ready?”

He could only manage a whimper as I descended upon him.

“Honestly Cody,” I said, pouting my lips as I wrapped his head with my arms and drew in deep into my downy-soft cleavage. His entire body went ridged as I moved slowly up and down against him, and I sighed in happiness.

“How have we not gone further than teasing before?” I continued. My twin pedipalps moved slowly and gently across his body, their thick and deliciously sensitive fur brushing sensuously against his soft skin as I took his shirt off, letting the fabric tease me as I pulled it over his head, the threads dragging against my nipples, leaving long wet streaks of milk across its front before it was thrown into a corner and I resumed smothering him. He let out one of the longest, most incredibly nervous sighs I’ve ever heard anyone make.

“Oh, relax. You’ve already lost your v card to me. This is just the natural progression of that!”

And as I spoke into his ear I reached under him with one of my pedipalps, which was shaking with anticipation, and touched him gently on his newly acquired cleft of soft and wet flesh just below his dick where his balls once were.

It was exactly like the real thing, two soft and yielding lips of sensitive flesh hiding a mess of wet folds within and one decidedly tight and virginal hole at the bottom, just an inch away from his similarly virgin anus. Oh how much fun he was going to be!

Cody himself squirmed quite pleurably against me as I touched him, and his breathing quickened considerably followed immediately by a significant increase in his wetness ‘down there’. I grinned and hugged him tighter.

“Like that?” I asked.

He only nodded his head slowly.

“Then hold on!”

I was careful not to go too quickly, and let Cody enjoy the feeling of my skin and my fur pressed up against him while he breathed deeply from my flowery pheromones and pressed his face against my milk filled bosom. My pedipalps were gentle and slow, the one touching his pussy quickly warming him up with small circles that pulled and pushed at his lips, while my other teased his rather unwieldy erection that strained almost painfully against my belly fur. I felt rather bad for him, I could feel how tense every muscle in his body was, how strained his arousal was quickly becoming, and how much he wanted me. He had wanted me this badly for quite a while, I realized, but I have never known just to what extent and he had never been brave enough to make the first move. I suppose he assumed me to be beyond his league, when in fact he was such a nice and handsome boy that I doubt he was out of anyone’s league. No doubt he had a future in a career that could be quite lucrative to say the least, and that alone usually brought the honeys. I suddenly felt rather grateful that I had such a wonderful student that looked up to me like he did. He went truly far and beyond what was ever expected of him.

My pedipalp soon began teasing solely around the entrance to his new (and if his reactions were anything to judge by incredibly sensitive) vagina. I could feel his new muscles squeeze and contract forcefully just from my lightest touches, causing his little hole to pucker and run with fluids.

Soon he was more than ready. He was aching for me to enter him, moving his hips subtly to aid his molestation and ease his imminent penetration. By the time I was ready to give it to him he was practically begging for it, and boy did he get it.

Without warning I dipped down, straightening out my pedipalp while lining it up, and just as quickly thrust up and into him. Immediately his fingers dug into the fur of my back as his entire body curled up in pain. A little blood trickled from his torn hymen, but that was alright. His body was very hot, and *very* tight, and above all else wetter than a rainforest during a monsoon. My pedipalps were covered by extremely thick and light hydrophobic and thermally conductive fur that repelled all of his wetness like a particularly silken and oddly brush-like condom that tickled his inner walls and carried my intense body-heat deep into him like a fuel-rod being placed into a reactor.

In fact, the intense heat given off by my fur buried deep within him, perhaps combined with some unknown medicinal property of my fur and/or chemicals I really ought to have tested for (bad scientist!) before I even left my home, or for whatever other reason there might have been Cody recovered almost immediately from the pain, his cry of shock immediately turning to a gasp of amazement and joy. I took this as a sign that I should continue and begin fucking him.

It was everything either of us could have hoped it would be. I pounded his pussy with my pedipalp and rejoiced in my rediscovered male spirit, while gently holding and stroking his close-to-bursting dick between my spare pedipalp and my belly-fur. I can tell you that it was heavenly for me, and I suspect far more so for Cody if his screams were anything to judge by.

My pedipalps were screaming in joy, and between them my pussy ached with heavenly detachment. The sensation of my pedipalps both pushing and pulling in and out of his pussy as well as grinding and rubbing against his near-to-bursting dick was almost more than I could stand. My pussy leaked like a faucet onto my nice carpet, running onto Cody as well and coating his legs with my nectar, mixing to join with what mess he himself was making of himself. He braced himself against the wall as I plowed him harder and harder, and to spice things up I grabbed hold of his ankles with my fore-legs and his wrists with my hands, and raised him up into the air with me.

I had to pause our fucking for a moment as I repositioned him, turning him over in the air and letting him lean out horizontally in front of me, his legs wrapping around my waist while he faced the carpet and I held him up by his arms, stretched out behind him, with my pedipalp still buried deep in his pussy. He moaned in disbelief, and I laughed at the newness of all of it as I began thrusting into him and letting gravity swing him back into me. My second pedipalp stayed tucked underneath him to cuddle against and stroke his dick as he bounced off me. It quickly became apparent that neither of us would last much longer though, both the clutching of my pussy and rapid pulsing of his dick and various muscle

spasms indicators that he wasn't any better off than me as I felt myself nearing release. It was quite honestly one of the more powerful ones I could remember having, and I was going to share it with Cody there in my office in a magical explosion of biological mess. His cries and pants quickly became more and more desperate as I moved inside of him, and I couldn't help but join him with shouts of my own as I sped up faster and faster.

My skin was on fire. My office had become a furnace. I was physically incapable of sweating, but I didn't need to... I was reveling in the heat. Cody himself was sweating buckets and crying as his body slowly tipped over the edge... and then he was coming.

It was like I held a small avalanche in my hands and that avalanche had wrapped itself around my pedipalp, gripping me so tightly that our passionate undulations were brought to a screeching halt. He shook violently underneath me as first his pussy squirted powerfully... and then his dick bulged as copious amounts of clear, nearly liquid jism sprayed out onto the carpet over and over. His gasping cries of shock were like music to my ears, but sadly I myself was just too far off my own climax to join him.

His climax lasted quite a long while and I was forced to cool down a bit, but that wasn't a problem.

"Oh my *God!*" cried Cody. "Is *that* what women feel?! That was amazing!"

"Yup," I answered as I set him back down as gently as I could, a smile plastered over my face. "But there's more to it than just that..."

"What do you...?"

With my smile growing larger I pointed at his *still incredibly hard erection*. His pussy was running all over himself, and jism leaked from his dick's tip, but he was still ready to go for a round two.

Well... his *body* was ready for a round two.

"What!? No! I can't! That's too soon!"

"Oh quite whining, you'll be fine. I need to get off too you know... so just hold still and let me do all the work!"

And so without further ado I moved to stand on top of poor little Cody, my incredibly wet and neglected pussy ready for its due. Whether or not Cody was ready for round two was beside the point. If he wasn't ready now that'd only make the experience all the more intense for him, if I was right in judging that he how had a female constitution when it came to sex.

Well, there was only one way to find out!

I gripped my pedipalps in both of my hands, Cody's thick sexual fluids having beaded off my fur like water off a duck and leaving them both as dry and burning hot as ever. I dragged my fingers through the extra-deep svelte-like fur, admiring its natural smoothness and oddly slippery behavior... but also reveling in the feeling of touching them. It was enough to send shivers up and down my body and nearly bring me to climax, but I was better than that. Age and experience had changed me.

The pounding of my heart sent my body in to a rocking rhythm side to side as I lowered myself down, my eyes glinting with desire and devilish greed as slowly I took Cody into my body for the second time this day, though this time I was entirely in control of both myself and him. He cried out for mercy, but I showed him none as I slide down his entire shaft, my poor self-stretching almost painfully tight to accommodate him. It wasn't that John wasn't big... he was actually quite huge, but he wasn't huge in the same way that a human was huge, and Cody had somehow become monstrously so while I wasn't watching. I had nearly forgotten what it felt like to have a human cock inside of me, and as I sank down all the way to Cody's pelvis I enjoyed every minute sensation, right down to the insuppressible shivers traveling up Cody's hips and the youthful bucking of his dick within him as he was under strict orders not to thrust. *I would take care of everything.*

"Cody?" I asked sensuously, quirking my famous smile. Oh how strange it must look from where he lay now!

"Yes ma'am?" he whimpered.

"Do you trust me?"

"Yes ma'am!" he cried back with no hesitation.

I barked out a laugh. Right or wrong this was going to be a night to remember, and I immediately began sliding up and down on Cody oh-so-slowly while gently rubbing and squeezing my pedipalps up and down as well.

"Then let us relax together. Outside these walls there is nothing but emptiness. We're all that exists right now. We don't need to worry about anything, not neutron stars, not class, not grades, not work, not anything. Let us forget our troubles and enjoy ourselves, eh?" I asked, while sliding up and down on Cody as slowly as I could manage. Oh how he felt so wonderful inside of me, and I *knew* he felt the same about being inside of me. His hands rose weakly up to grab ahold of my waist, as thickly hidden in fur as it was.

"Yea," he agreed, sweat shining his entire body.

I moved faster, reveling in the joy of being filled so well, of feeling him move inside me. I could tell that he was already back up to speed with me too, his breaths and occasional gasps telling me all I needed to know. Faster and then slower and then faster again until I nearly reached that pinnacle... and then I

backed off again. I needed to time this right... and indeed Cody was being very cooperative, quickly speeding up with me as he regained his strength and his body prepared itself to keep going with his sexual ordeal, already climbing to new heights previously unknown to him as well. He squirmed beneath me, but I gave him no retreat.

"How you feeling?" I managed to ask as we neared the end. How much time had passed? I couldn't tell. I trusted Rose to warn me if we when my next class was due to start.

"Oh God!" he cried, his eyes closed tight. Perfect. I was feeling much the same way. My movement on top of him grew increasingly frantic by the second. I could tell we were both close. So close! So fast!

I squeezed hold of my pedipalps almost too hard as it suddenly came. My entire body convulsed first once, and then over and over as spasms traveled up and down those phallic organs... and immediately to follow I exploded in ecstatic orgasm on top of Cody just as he too yelled out in ecstasy. Oddly, the first thing that happened to him was that his pussy squirted onto the ground over and over as it visibly shook and trembled... and it wasn't until several seconds afterwards that he came into for the second time this morning.

It was everything I could have hoped it would be. Powerful feelings of satisfaction and joy enveloped my skin as heat poured from my body and our soft skin and my soft fur joined us together as one for a brief moment in time in bliss. I quickly found that I couldn't support myself, and collapsed on top of Cody as we came together. I couldn't stop fucking him though, and he found the strength to thrust back into me as we came and came again. Neither one of us willing to let it stop even as the force of it tore through our bodies.

It lasted for what felt like an eternity, both of us grinding ever slower against each other as our energy slowly wound back down, the sexual euphoria slowly leaving us both with a vivid afterglow. I curled up against him, and he held me tightly against him. My furry body and legs enveloped us both in a hot-yet-cooling cocoon, and I found myself fighting the funny urge to wrap him up in silk from my spinnerets.

"My God," whispered Cody in my ear after a while. His dick had yet to retreat even in the slightest, and I worried that perhaps his erection was a permanent thing, but I ignored it for now as it felt wonderful inside of me. "That was amazing. Thank you, professor!"

"Hah... you'd been wanting that for a while now hadn't you?" I guessed. His sheepish smile confirmed it for me.

"Yea," he admitted.

"Well, feel free to visit my office any time for more. I'd be more than happy to oblige... though I think we'll need to figure out some way to fit in our talks with it."

“Yea...”

“And I think we might have a problem with what happened to your body...” I continued.

“Yea...” repeated Cody dreamily.

“I’ll see what I can do to fix it. We’re doing test-runs of some new technology that I invented for the Neutron Star next week. It might hold the key to harnessing its ability to warp reality.”

“That sounds cool...”

“I’ll tell you about it later then, let’s just lie here together.”

“That sounds good,” agreed Cody.

And so we laid there, me on top of him and blanketing him with my body, until next class came and I was forced to get up and change back into my humanoid self, and put my clothes back on. Boy were they stuffy.

Fortunately for Cody this was his last class for this particular day, and he didn’t need to go home just yet either, so he sat naked in my office and was already exploring himself as I got ready to begin yet another lecture. He still didn’t appear to quite believe what had happened to himself.

“Don’t forget your homework,” I said as I left the room. The shock of the classrooms air, which was practically freezing by comparison to my office, hit me full on the face as I close the door behind me to finish out the day.

I wondered, and worried, about how my kids were doing, but tried to push it all out of my mind as I located my notes and powered up the projector.

I was incredibly refreshed and rejuvenated by the incredible new sexual partner I had discovered, and taught that class like there was no tomorrow.

As weird as things had gotten, things were looking up!