

WereSpider Ch3

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Commissioned by Anonymous

Sam Phillips, once a man among men, sat worriedly upon the stump of a tree. Having satisfied Glen she had gone to find him some clothes to help hide his increasingly disparaging condition, leaving him alone for the moment.

He sighed as he looked at himself. How was he supposed to pull off looking like this? Everyone who knew him would immediately know something was wrong! It really didn't matter what he wore, anything short of full-body armor would give him up.

Once a rather large man with a body built from working on horses at the family farm, he now had wide hips, a narrow waist, and a pair of small but prominent tits. He also was no longer a man, as betwixt his legs rested the subtle equipment of a female Aracana in place of his manhood, complete with a now expansive patch of long, shimmering grey fur as soft as a rabbit's ear. The shady fur covered his groin, most of his belly and back, his ass, and most of his thighs. Granted it was marvelously comfortable and warm, but it was equally dangerous should someone from the village, or heaven forbid his family, see it or *any* of his physical changes. Just how could he be expected to function as a 'spy' if he looked like this?!

A rustling from overhead put him back on his guard though, and he leapt to his feet. He instantly found himself off-balance, the reshaping of his body towards the leaner and curvier build of a woman something that he had yet to become accustomed to. He recovered quickly though, a nearby rock already in his hand, as years of survival conditioning had prepared him for a fight at even the most inopportune times.

It was only Chex though, his first in command according to spider custom and biology. Chex had, albeit unwillingly, mated Sam while he was fully transformed into the gigantic spider known as the Aracana, and it was also quite likely that now Sam bore some of his offspring inside of his thoroughly fertilized belly.

"Oh, it's you."

"Yes, me," agreed Chex as he lowered himself down from the tree-tops. In his pedipalps he held a small woven basket filled with many different medicinal herbs. "And I believe you will need these."

Chex crawled over to Sam and handed him the basket. Standing next to him as a human Sam realized just how small Chex really was. He barely came up to his waist... and the sudden proximity of Chex's

disproportionately large pedipalps to his uncovered sex made him blush deeply and shield himself. Even with the thick covering of fur he felt oddly exposed, even though he hadn't ever before had a problem with nudity. Perhaps it had something to do with being female versus being male, but what he knew was that he suddenly wanted his clothes even more, and not just to cover up the shame of what he had been transformed into... but also to cover up his newly eager and embarrassing appetite for sex.

He wanted to cover himself up so badly, in fact, that his wish manifested itself physically.

The fur around his groin and belly exploded, fluffing out in a massive wave of thick, cottony fur that rushed to erupt across his skin. Sam felt his sex kick into over-drive as the changes excited powerful animalistic urges in him, and he groaned as his pussy tapped deep into the vast reservoir of pleasure within him as beneath his fingers his fur thickened and spread.

His breasts pushed out a tiny bit further even as he reached with one arm to clasp them and hold his achingly needy sex with the other hand, as if he could hold his body together and stop the unsolicited changes. Of course he couldn't, but he dared to hope even as the incredible fur spread out all across his body, from his toes to the tips of his ears. His nipples pressed prominently into his arm, but they too were quickly hidden along with the rest of him.

The fur was a very dark, yet oddly prismatic, shade of grey, and Sam felt as though he could feel each of the billions of hairs individually. The sensitivity of his fur was so incredible, in fact, that he realized that he was receiving impossibly detailed information from just the simple vibrations traveling through the air. A sixth sense appeared quite abruptly within his mind, and suddenly Sam could see everything around him for several dozen meters in every direction. It was a fuzzy black and white radar that witnessed movement on the smallest level and sound down to even the most unnecessary detail, precisely pinpointing the location of every living creature within shouting distance.

But that wasn't all. As his fur settled down, even transforming the hair on his head from short and black into a long, dark grey mane that flowed down his back, he also realized that he had minute muscle control over every single follicle, and that each hair not only absorbed and trapped light, but could also redirect and bend it. As Sam stood still, crying silently from the incredible stimulus of his newly transformed fur, he also quite suddenly vanished.

Chex gasped. Even with his superior senses and eyesight he could barely make out any distortion where Sam stood. It was near perfect camouflage... something that Nightward type Arcana could only hope to achieve after years of intense training even with the right biologies. He himself had only mastered *imperfect* camouflage, able to adjust his fur's color, pattern, and darkness to suit the need. Sam, however, was standing in the middle of a sunbeam, out in the open, and it was as if he weren't even there.

But there was more. Quite suddenly the seemingly empty air around Sam shifted and warped, and after a momentary blur he was visible again... only he was no longer female nor fur-covered. He was back to

being a large, strong, naked male human once again. His fur was gone. His cloacae was no more. He had a dick and balls again. His chin had stubble once more and had regained its strong shape. Everything, right down to his musculature and his scars, had returned to what it had been before he had been bitten by the queen Aracana and infected with her magical venom.

But it was a lie.

Sam had not changed at all... but rather his fur was bending the light around him to mimic the image of himself that he held in his mind's eye. Underneath the false disguise he was still trapped within a shell of fur, in a body that was both female and spider. His sex ran wetly with hormones beyond his control, and Sam gently reached down to touch himself with shaking hands, looking with a mixture of amazement and sadness as he tried to grasp the testicles he could see but not feel. His hand immediately distorted the illusion the second his fingers penetrated the fur, and he gasped out in shock at just how sensitive each hair was as he pushed his fingers through to find his wet and ready pussy waiting underneath.

He moaned out in pleasure as he gently touched himself, and he reached up to softly grasp one of his breasts through his fur as well, warping more of the illusion for an instant until it was able to adapt. Chex watched in silent disbelief as Sam stood before him and groped what appeared to be empty air above his chest while his other hand delved down past where his genitals appeared to be as if they were nothing but ether.

"Oh Gods what is this!" Sam cried as he couldn't help but pleasure himself, slipping one of his fingers into his body. The explosion of sinful bliss made him stand on his toes.

The sensual stimuli he was suddenly receiving from the millions of hairs that now covered his entire body was pushing his arousal to its limits, and the only vent he could think of to release and relieve the overwhelming fog of sensation *just from a gentle breeze was his pussy.*

"I can feel everything! I can *see* everything! It's too much!!"

"Oh dear," chattered Chex. "That's a very advanced technique. Total muscular control of body fur, and special hairs that can bend light. It appears to be subconsciously triggered and controlled, yes?"

"Yes! How do I undo it!?" begged Sam as he fingered himself faster. A sudden gust made him cry out, and the illusion of him shimmered.

"Undo it? Why would you? Isn't this what you need right now, a disguise? With practice you'll no doubt get used to the extra sensitivity I'm sure you're experiencing right now from such an intriguingly complex biological device. My own is similar, but not nearly so advanced... you lucky dog."

"But!"

“No buts, just calm down, relax, and try to stop moving. Your body will adjust. It has no other choice. Just breathe... and for the love of the queen stop touching yourself!”

“Impossible!” cried Sam, but with a weeping growl he removed his hands from his body and stood as still as he could. Without the distraction of sexual release, his mind had no choice but to pay full attention to the cacophony of data that his fur was gathering from the surrounding woodlands, and his skin tingled electrically as countless muscle contractions worked hard to keep the illusion as flawless as possible.

But Sam was right... after what seemed like several ages he was able to slow his panicked breathing and calm down. He still felt as though his body was on fire, and every small movement was like an electric shock, but already he was adapting to the new and powerful stimulus.

“This is insane...” moaned Sam. A steady dripping from between his legs made it seem as though his balls were dripping with sweat, but the reality was that he was so incredibly randy that he had become like a leaky faucet down below. He ached to touch himself but dared not to.

“I’ll say,” said Glen, and Sam whipped around to face her. He hissed as the sudden movement caused unnecessary stimulation to his fur, but Glen just stared at him wide-eyed.

“Is... is that real?” she asked.

“Nope,” answered Chex. “It’s mimicry, one of many talents some of us Aracana have, though Sam appears to have taken it to an entirely new level.”

Glen stepped forward, dropping the clothes she was holding to the ground, to reach out and touch Sam’s shoulder. She gasped, however, as she felt not skin but a thick padding of ultra-fine fur that extended invisibly out past where her eyes told her his shoulder was. She felt suddenly dizzy from the conflicting senses of what her eyes could see and what her hand could feel.

In awe she let her hand fall down, trailing through his fur and exciting tremendous tremors from Sam as she watched her fingers slowly float away from his strong chest, touching instead a soft and womanly breast. A hard and erect nipple brushed against her palm and Sam leapt away, panting for breath from Glen’s light caress.

“Yea,” he said, blushing deeply. His face never used to be *that* expressive before, but it was now.

“And your...” asked Glen, pointing to his manhood.

“Same story, and thank you for not touching...”

“Oh, we’ll be touching plenty, just not now. I’m supposed to be fetching milk from the Robinson’s, so hurry up and put these on so we can all go home.”

“Certainly, my love,” agreed Sam, and ever so tenderly he walked over to his pile of clothes and picked them up.

After quite a struggle with himself and his rather uncooperative fur Sam managed to put on both his pants and his undershirt, but he could go no further as the abrasion and confinement of the fabric brought him to his knees. The crotch of his pants soaked through quickly, and the inside of his shirt quickly became covered in with silk as his breasts moved against it.

“This won’t work!” he cried, though he dared not try to take off the clothes just yet after such a struggle to put them on. If he went much further he felt as though he’d probably orgasm simply from the sensation of feeling his home-made clothes on his fur.

But he was right. Even if he managed to learn to tolerate the clothing it was doomed from the start. While the illusion of his ‘maleness’ remained intact on his arms, legs, and head... the presence of two small breasts underneath his shirt was unmistakable, and the way his pants rode high on his womanly hips forced a certain tight flatness of his groin that also would never do.

“What then?” asked Glen. “You can’t go naked around town now can you? I’m sure your neighbors would object.”

“Of course not!” answered Sam, “But what exactly-”

“If I may interject,” said Chex, stepping forward. “The method behind perfect camouflage is intense study of the subject you wish to mimic. If it’s required that you wear clothes, you need only study the clothes you wish to wear until you can successfully mimic their appearance with your fur.”

“Then how did I manage to get this far?” asked Sam, already gingerly taking off his shirt.

“Well isn’t that obvious?” chided Chex. “You’ve already conducted extremely thorough research into your own body’s appearance and behavior. You lived in it for neigh your entire life after all. You need only extend your knowledge just a little further.

As Sam pulled his shirt over and off his head it lifted and ruffled his fur exquisitely, but already he was able to mostly ignore it. Glen studied his chest as the illusion of strong pectoral muscles rippled before settling back into place.

“It’s so real...” she murmured, hovering her hand over his chest. “It’s texture... it’s color... even the way the skin and muscles move. I would never guess that...” Glen then pokes a finger through Sam’s chest fur and into one of his soft breasts. “... you had breasts.”

“Hey, stop that... aren’t I going through enough?”

“Sorry.”

“Well?” asked Chex. “Are you going to try studying the shirt or not?”

Sam only rolled his eyes. He was already working on it, the short, dense fur on his fingertips feeling in minute detail the exact texture of the threads grain. He knew how fabric was supposed to behave, but he let it hang in his hands anyway and turned it round and round while he absorbed every facet of every detail he could of the shirt... and for a while nothing happened.

Sam stood there, attempting to amend the image of himself in his mind’s eye to wear this exact shirt, until after nearly five minutes of concentration something clicked in his brain and he felt the fur around his upper body rapidly shift, and both Chex and Glen made approving whistles.

“Talk about your wardrobe changes!” laughed Glen, because before her there now appeared to be two identical shirts. The real one in Sam’s hands, and the fake one on his body.

“Now you just need to do the same for the pants, shoes, belt, and jacket!” cheered Chex.

And so Sam sighed and began stripping his pants off as well.

The walk back to his home was a long one. He walked alone down the dirt path barefoot, though he appeared to be wearing boots, and his favorite jacket opened slightly in the breeze even though in reality he was naked. Sam felt the wind on his bare body and sweated with worry. What if this didn’t work? What if he was found out? What if he accidentally transformed in front of his mom and dad?

Sam grit his teeth and kept walking. If he could master this insane body he could master anything. A little deception wouldn’t hurt anyone for now, and he had to have confidence in his own ability to keep up this charade until he could fix his body, or die trying. Damn that queen!

But upon reaching his front door he suddenly had cold feet. While everyone around him might not notice anything wrong, Sam couldn’t overcome the feeling of being incredibly exposed. To his point of view it seemed obvious what he was and what he had become... but he needn’t have worried.

“SAM!” roared the voice of a very large man from behind him. Sam spun around just in time to dodge a round-house kick to the back from one of his best friends, Bernard. That man sure did move like a ghost when he wanted to, and only Sam’s spider’s reflexes saved him. He had barely even showed up on Sam’s new radar, and he silently checked himself to pay more attention to it in the future.

“Still quick to dodge I see, well how about this- OOPH!”

And so Sam, in order to shorten their ritualistic sparing, sucker punched Bernard in the gut and dropped him like a ton of bricks.

“And still... *wheeze* quick to attack,” he added, on his knees in the dirt as he tried to regain his wind.

Bernard was a tall, strong, and very *large* lad who was training to become a blacksmith, and he and Sam had grown up together. It was a friendship born of mischief and anchored in shared experience.

“What are you doing here?” asked Sam.

“The call to arms has sounded. Your family said you were out in the woods, and that they expected you to return soon, so I was sent to fetch you. We’re organizing another hunting party.”

“Another? But we sent one out just last month! Wasn’t it successful?”

“Yes, but the elders have decided to strike while the anvil is hot. At the very least we’ll have the element of surprise, right? No doubt they won’t be ready for another assault after the success of the last.”

“And no doubt we’re still nursing our own wounds as well... but no matter. I think a little bloodshed is just the thing I need right now. I’m not exactly feeling like myself.”

“Hear, hear!” agreed Bernard, laughing. “I can’t wait to test the new spear I made for myself. I think you’ll like the look of it, I added some weight to the end so that I could use it like a very-long bludgeon too.”

“Sounds like my type of weapon,” agreed Sam, bending down to pick up a short and heavy dual-headed five pound hammer from a concealed hole near his home’s door. “But I think I still prefer a more close-quartered weapon.”

“You can say that after you see ‘er!” joked Bern. “So you’re ready then?”

“Aye,” said Sam with a nod of his head. “Let’s go.”

“We’re assembling in the grand hall at sunset and leaving at sunrise, so we’ve still got some time to prepare and relax,” said Bernard as they walked the long and winding path towards the town center. Elmstream was very oddly built: while there were strong fortifications in its center and around its border it was still rather spread out. Most of the buildings and homes were built along the scar-shaped valley where the small stream for which the town earned its name flowed. Two large outposts to the east and west marked the town’s boundaries, beyond which no protection could be offered. Smaller towers and fortified barracks lied along the outer edge between those two monoliths of protection, from which sharp-eyed archers kept watch and patrols were dispatched. The precautions didn’t stop the occasional small group of Aracana from slipping through to cause damage, but it was an effective early warning system and defensive stance for when larger enemy movements and attacks occurred. Glen herself was one of the town’s most skilled archers, whose long-bow doubled as a long bladed weapon.

“Good,” responded Sam. “I was hoping to get a bite to eat. I haven’t eaten since breakfast.”

“The gang should be at Shelly’s place. I hear she’s roasting a whole pig in celebration of the hunt.”

“Perfect!”

Town center was a good half-hour’s walk from his farm, which while located towards the middle of Elmstream longitudinally speaking was still almost on the edge of the boundaries formed by Elmstream’s patrols.

The shops and homesteads that they passed on their way were all of extremely stout wooden build; each designed with war in mind should any of them need to become a defensive structure during siege. While conventional wisdom taught that a city with no walls and such a sparse populous spread so thin could never withhold against a determined fighting force, the pockets of iron-clad defense surrounded by highly maneuverable squads of elite warriors had proven to be more than adequate, with the added benefit of allowing Elmstream’s citizens the freedom to go about their daily business even while under active attack. Stopping to fight in the middle of harvesting crops or hanging laundry wasn’t seen as depressing or even inconvenient, but was welcomed by everyone as a routine part of their lives and an excellent source of stress relief. Small holes in the town’s defenses, as unpreventable as they were, were instead embraced and further strengthened the citizen’s battle-readiness.

As they reached the heart of Elmstream, where the stream itself powered mills and more industrial buildings stood with valuable resources, it had been deemed necessary to have an actual wall to offer extra protection to the small marketplace within, complete with minimally manned guard towers. Sam waved to one such on-duty archer as they left the sparse cover of the trees for the extensively cleared land around the wall. It was also an unspoken understanding that this was to be the gathering place should the town find itself overwhelmed, though should that ever occur it would necessarily be but a temporary solution, as without the farmlands on the outskirts there was only ever enough food stored there to last for only a very few short months.

The gates were large, thick, and very heavy... and as such they were kept open during the day. Within them the noise of the market slowly grew as they walked, the voices of hundreds of men, women, and children meshing together to create a din quite unlike the quiet serenity of Sam's farm. The market tended to be busy this time of day, but it was also filled with the families of those who were to leave on the hunt as last minute preparations were being made.

A building taller than the rest around it stood out before them, and a large carved boar's head above the front door marked it as Shelly's tavern. Already Sam could smell for himself that indeed a pig was being roasted, as the white smoke rose from the twin chimneys in the rear.

Inside the smell of cooking pig was far more powerful, and mingled with the pungent aroma of beer-soaked floorboards and burnt wood. Two waitresses hurried back and forth with tankards of ale and plates of food for the tables already full of men waiting for the evening's meeting. A table with two empty seats called out to Sam and Bernard as they entered.

It was their usual gang, and Sam flinched as he felt all their eyes lock on him. He had to mentally remind himself that he didn't need to worry about his disguise, that as long as he didn't accidentally bump up against anyone there was no way to tell he had a woman's body buried underneath his thick buffer of masking fur.

With a deep breath and a forced smile he strode forward to the table with Bernard and laid his hammer down before pulling up a chair. Sam included, their group numbered six men total: him, Bernard, Adams, John, Thomas, and Nathaniel.

Adam's was a short, black bearded bastard who wielded a mace, and he started most conversations by banging the hilt against the nearest solid object, which currently happened to be the fire-hardened wood of the table.

"Good of you to come!" he roared. "We were just talking about sending out a search party for you if you took much longer!"

"Aye," agreed Thomas, who was tall, thin, and clean shaven with brown, curly hair. At his side a long rapier rested against the table in its sheath.

"Just lost track of time in the forest," said Sam. "You know how it gets."

"Kill any spiders while you were out, did ya?" asked Nathaniel, the youngest of the group, who wielded a two-handed great sword that seemed far too large for him, though he could swing it better than anyone in the whole country. Strapped across his back it was nearly as long as he was tall, and required that he sit with the chair turned backwards.

“Alas, no,” said Sam, smiling. “I think they’ve finally learned to steer clear of me and my hammer!”

John barked out with laughter, wiping foam from his thick, grey moustache as he did.

“I hope not. If the spiders avoid us then how are we to fight them?”

John was a master of the sling-shot, though he was no slouch with the quarter staff he walked with either, and worked as the town’s historian and keeper of records.

“Then we just find their nests and chase them out!” yelled Adams.

“Easy for you to say,” taunted John back. “I personally dislike running. It’s easier when the enemy comes to *you* rather than the reverse. Safer too.”

“Because fighting giant monsters is all about safety,” said Thomas quietly to himself.

“Now none of that, boys,” said their waitress as she carried a new load of beer to the table and hauled the empty mugs away. As she bent down over the table she purposefully gave Sam in particular a good view of her ample cleavage, honoring him with a smile. “Tonight is to be filled only with happy memories. Not everyone will make it back in one piece.”

“Hear, hear,” all six of them said somberly together.

That evening a feast was held in the great hall along with words of wisdom and courage from the expedition’s commanders, and afterwards everyone drank and gossiped the night away. Sam’s gang of six, loathe to journey all the way back to their respective homes only for one night’s sleep, all chipped into share a room within the walls of the marketplace.

It was a small room, and filled as it was with the standard issue gear and supplies for a month or two out in the forest there was hardly any space left to sleep in.

Darkness had crept over the small village, and the creatures of the night, including the Aracana, were bold in the dark. Yet Sam had never felt so relaxed, even surrounded by his fellows in such an intimate manner he had become quite confident in his disguised form over the course of the evening, and within the walls of the central market there was significantly reduced chance of being killed in his sleep by the stealthy killers of the night with whom they had made such dire enemies. As they all laid out their beds to prepare for the work that awaited them in the morning Sam sighed contentedly, patted his stomach, and laid down next to his friends with the fullest intentions of slipping off into restful slumber along with everyone else.

Staring at the wooden slats of the ceiling as the night waned on, however, he found that sleep would not come for him even as it took each of his fellow six one by one. The sensitive hairs covering his entire body counted everyone's breaths, tracked their movements, and even took note of their heartbeats as around him all became quiet and still. Realizing that he alone remained awake after nearly an hour he found that a portion of his mind was being kept active by his adaptive camouflage, and so he focused and let his fur unwind from the surprisingly exhaustive duty of maintaining the illusion of both his false maleness and his clothes, which luckily wasn't considered odd of him to wear to bed.

He sighed with surprised relief as rippling change flowed across his body, the illusion of muscular skin replaced by thick, flowing fur the color of the dawn just before the sun touched the horizon. Heat and trapped water vapor released into the cool air as his fur opened up its tightly woven pattern, and Sam breathed deeply as he felt his skin breathe for the first time in countless hours, something he hadn't realized, stressed as he was, keeping company with his friends in the very busy market place full of warriors armed to the teeth.

He sat up with a suddenly alert smile, running his thin fingers through his wonderful fur, delighting in the sudden and unexpected freedom he found in the night. The full moon was partially visible through the room's singular window as it was beginning to make its way across the night's sky.

His spirit felt like it was being lifted up high along with the moon as he breathed deeply, tasting the air like he never had before and enjoying the flavor. What was that flavor?

Sam looked around him. Despite the darkness he could see quite clearly, the shapes of his comrades in arms sleeping beneath quilts and blankets. How little they knew of the danger that Sam posed to them, even if he didn't intend to do his village any harm. He had been able to maintain at least a semblance of self-control out in public, but now in the privacy of this small room he couldn't restrain himself any further.

But he would do his friends no harm, or at least he told himself this, so with careful quietness and self-restraint he went about satisfying his animalistic urges and demands so that he could rest easy.

His hands slowly moved down his furred belly, sending sensational shivers across his skin, until he reached the soft and yielding flesh of his groin. Just the touch of his fingers was quite something as he pushed two from one hand deep into himself while the other cautiously touched and began to play with the small button of flesh at its top that excited such excellent responses.

With muted cries of increasing passion he played with himself and gave his body the pleasure it so insisted upon. His hands quickly became slick with his own silken fluids, but he couldn't care less as he built himself up slowly and gradually. Very quickly his body heated up, his hot skin hardly cooled at all by the room's stuffy air, but he found that he handled the increasing temperature quite well and so ignored it. His breaths came in steamy pants as his fur fanned itself out to help cool him as his hands traveled all across his newest body.

He fully gave into himself, and while his mental fortitude was still strong he was grateful for the momentary respite. The way things were shaping up... this might need to become a daily ritual for the foreseeable future.

Sam watched his body as he built himself up, keeping carefully silent even as his body became increasingly harder to control. He bucked his pelvis against his hand again and again, refraining from calling out, his breasts and his skin constricting as shocks of pleasure spouted from his loins, until he neared his precipice.

It was a magical moment, as fluid gushed from him and he held onto himself tightly as if to hold himself together through the event. His slick feminine mess beaded on his pelvic fur and ran off like water on a duck to stain his sleeping matt. The fragrance of it was quite potent, and even as he tried to still his sharp breathing he realized rapidly that it would not likely go unnoticed by the crew, though he felt confident in his ability to explain it in the morning should it come up.

Clutching his chest he sat up and double checked that indeed everyone else was still sleeping, and indeed they were. He hadn't made a single noise despite every desire to do the opposite and express himself.

What wasn't expected, however, was that there wasn't a soft dick in the room. While it was true that nobody had awoken, it appeared that everyone had acquired wood in their sleep. Sam almost laughed out loud, but stopped himself. It was as if they all knew subconsciously what was going on in the same room as them even without being awake for it.

Or... or was it... could it be that the smell did this?

Sam knew that 'royal pheromones' were like a powerful aphrodisiac to human females, but did it have similar effects on human males?

Curious, Sam stood up, walked over shaky-legged to Bernard, and with his still wet hand he held his slickness underneath his nose. The immediate reaction was that Bernard groaned as if in pain and his erection visibly hardened.

Huh, Sam thought to himself. I could probably sell this stuff for one hell of a profit when we get back... at least something positive has come of this.

"Mistress..." whispered a voice outside the window. It was Chex, and although his voice was far below the audible ranges of human hearing Sam's entire body had effectively become a gigantic ear due to his excessively sensitive fur.

Sam turned his head sharply to see the tiny Aracanian Nightward that was his second in command lurking outside the window.

“Glad to see you enjoying yourself,” he said as Sam walked quickly over to the window.

“I can’t let you in,” Sam hissed back. “You’ll get me in trouble if someone sees you, so it better be important.”

“Speak for yourself, but it *is* important,” said Chex snidely. “I came to report to you some information we’ve acquired regarding the former queen’s movements, as well as some research that Shentrxl has been digging up ever since you got him thinking about the mechanisms behind how the queen is controlling your body and...”

And suddenly there was movement behind Sam.

“Oh dear...” sighed Chex. “Cover yourself quickly.”

Sam didn’t have time to attempt to reapply his camouflage, nor did he even think to. Bernard was stirring under his covers and beginning to sit up, and all that Sam could think to do was to rush over to his own bed and try to cover himself up with his sheets. Perhaps he could even pretend to be asleep!

But he wasn’t fast enough, as before he was halfway back across the room Bernard was already sitting up and facing him. The moon cast dark shadows across his face, and he appeared to be panting for breath.

Sam froze.

“I can explain!” he whispered, futilely attempting to cover his body with his arms as if out of modesty, although it was actually out of fear of discovery. “It isn’t what it looks like! I...”

And suddenly Bernard’s head turned slightly, allowing Sam a more direct look at his face... and suddenly he could see that Bernard’s eyes were closed.

“Sleep walking?” mumbled Chex to himself. “Most peculiar. I dare say an unexpected reaction to smelling your musk.”

“What!?” hissed Sam. Bernard, unlike Sam, liked to sleep in the nude... and his rampant erection strained out into the air with profound strength.

“He’s sleep walking!” repeated Chex. “And he appears drawn to the pheromones you held underneath his nose. Did you not remember the power of your bodily fluids, or did you simply not realize that it would impact males just as strongly as females?”

“What? How was I supposed to know he’d get up and start moving around!”

“Why make him smell it at all though?”

“I was curious!”

“Well then,” said Chex condescendingly. “No doubt your curiosity is about to be sated. I dare say you’re in no condition to fight him off.”

“What do you... ah!”

Sam, distracted by Chex’s taunts, was unprepared for the sudden swiftness of Bernard’s movements as he dashed forward to grab hold of him in a bear hug. His breasts mashed against Bern’s strong chest, his arms pinned to his sides by Bern’s thickly muscled arms, and Bern’s unholy one-eyed monster became trapped between them.

It was all Sam could do not to scream. His radar was quite suddenly was the only thing he could feel, and the sensation of his bear of a man crushing his fur to his side made him feel as though his skin were exploding... and not just his skin.

Sam’s pussy erupted with a gusher of fluids as he came hard, groaning inwardly as he grit his teeth to remain mute. Bernard’s maleness seemed to only grow harder as Sam’s potent pheromones rose through the air. Heck, if Sam didn’t know any better he’d say Bernard’s dick was getting a little bigger, but such contemplations of potential dick-growth, had they ever passed his mind, were torn from him as Bernard grabbed ahold of Sam’s arms with his equally large hands.

Sam threw his eyes around the room to look for help, but there was none. He dared not wake anyone, and Chex only shrugged his pedipalps apologetically, unable to do anything from his vantage point but watch.

“Help me?” whispered Sam anyway, his voice pitifully quiet and meek.

“I’m sorry, my queen,” answered Chex. “Brace yourself.”

Sam new only two things as he was held in place by his best childhood friend and companion, with dick buried in his belly fur and an unnecessary level of arousal shocking his entire nervous system like a drug overdose. The first was that he absolutely didn’t want to be raped, and the second was that his current body was almost *designed* to be non-combative and sexually pleasurable. What strength it did have was dwarfed by Bernard’s bulk, and every fiber of his being was being stimulated sexually by Bernard’s slightest touch through his body-fur.

He could feel everything, from the slightest of air currents and vibrations to the minute details of Bernard's roughly calloused hands and thick abdomen. He couldn't ignore Bernard engorged erection either, and even as he closed his eyes he could see it, and feel it, in more detail than he'd care to see in a thousand lifetimes.

And then Sam felt himself being lifted into the air.

"Oh shit," groaned Sam.

Even as he was raised up and positioned his pussy quivered in anticipation. He found himself paralyzed, unable to even kick his legs, and he couldn't help but look down to watch himself about to be violated, his taut breasts providing him with a partially obstructed view as he watched the tip of Bernard's dick first align with his pussy, and then gently touch it.

Sam tried to twist away, the sensation of a real dick pressing against his folds pushing him over the edge and granting him back some motor function, but it was a waste of energy. Bernard had no difficulties penetrating the eagerly awaiting opening, pushing apart Sam's soft, delicate lips as Bernard's shaft quickly spread him wide.

"Ah!" gasped Sam as Bernard entered him, who was careful and deliberate in his movements only for the first two inches. From then on out it was like riding a bucking bronco, as Bernard's dick pistoned in and out of poor old Sam with excessive force and noise while he remained suspended in the air by the strength of a blacksmith.

"Fuck!" cried Sam, his face screwed up from the forbidden pleasure. He quickly stopped caring about waking up the others, and it wouldn't have mattered anyway as Bernard was grunting and groaning like a wounded rhinoceros himself.

The sounds of lovemaking quickly filled the cabin, as did the sweet rose-petal smell of Sam's pussy. As he was involuntarily riding Bernard's dick up and down, and starting to really enjoy it despite himself, Chex made a slight coughing noise.

"What?!" hissed Sam angrily, turning his head as far as he could to glare at the spider. "So maybe it feels good? I'll just let him have his fun and we'll all go back to sleep."

"Just him?" asked Chex with a sigh, pointing to the others in the room. Everyone was starting to stir and sit up, and everyone appeared to also be sleepwalking.

"How do you get yourself into the situations?" asked Chex. "Do you actually enjoy being gang-raped?"

"Of course not! I... Oh... OH... Oh don't stop you fucking bastard don't aaaaaaaaaahhHHH!!!"

And before Sam could continue to defend himself he found himself clinging to Bernard as he orgasmed hard. Bernard himself suddenly halted, planting himself deep into Sam's pussy, before unloading his seed deep into his womb.

"I do hope that doesn't harm the eggs..." sighed Chex. Sam, meanwhile, was far too out of breath to manage a decent reply.

"Fuck *huff* you..."

"Oh look! You've got another suitor!"

"Well then get in here and help me fight them off! We'll tie them up or something!"

"I'd likely be killed, as it would involve me coming in through the front door. Can't you help yourself?"

"No I can't!"

Bernard's dick had softened quite a bit, and as he pulled out of him it felt to the floor, covered in both Sam's and his sexual fluids and practically reeking of Sam's musk. It was a pleasant moment of relief, and Sam found himself involuntarily relaxing in Bernard's arms only to be rudely interrupted by the presence of fingers groping him from behind.

The first hand found his tits and immediately began roughly squeezing them and stroking his fur. The effect was astounding to Sam as he nearly started to purr from the pleasure, as in *actually purr*, but he managed to keep a hold of himself and tried to twist around to push the intruder away.

It was Nathaniel behind him, grinning like a dope with half-lidded eyes.

"Nathan you get your hands off me you stupid son of a- holy mother!"

Nathaniel then used his free hand to reach between Sam's legs to find his flowing pussy and insert several fingers inside.

Nathan then took Sam from Bernard, who happily gave up his burden, and suddenly Sam found himself being carried by one arm under his breasts and the other hand hooked into his pussy. He tried to elbow Nathaniel but it had almost zero force behind it, what with the aftershocks wracking his body from Nathan's invasive fingers.

"You stupid ass! Put me down! This has gone far enough!"

Nathan obliged him by carrying him over to his bed and laying him across it face-down. He then proceeded to pin him from behind.

“This isn’t what I meant! Hey! Don’t you fucking do it! I’ll fucking murder you son if you put that in me!”

Nathan only continued to grin as he used his greased up fingers from Sam’s pussy to lube up his curiously long dick.

“I said no!” continued Sam, but quiet suddenly instead of turning his head around to yell he was instead leaned all the way forward and gripping the bed sheets as if for dear life... because Nathan had gone anal.

“AIE!!!” screeched Sam, no longer caring *at all* about noise.

“Shh!” warned Chex. “You’ll wake the other tenants!”

“I don’t care about other tenants!” shouted Sam.

“You’ll care when they come in here to find you. Maybe they’ll join in the fun... or maybe they’ll just kill you.”

That made Sam quite suddenly shut his yap, though he grit his teeth as he was pounded him from the rear. The bed rocked in time to Nathan’s powerful thrusts, which penetrated deep into Sam’s painfully stretched bowels, although he couldn’t help but feel good despite the pain and discomfort as Nathan studded out. Sam’s pussy flowed onto the bedsheets, quickly staining them with his sex, as his breasts were smashed by the weight of Nathan on his back and rubbed back and forth from his thrusting.

Nathan still had one arm wrapped around Sam’s chest though, tucked under his boobs, and so when they were both inexplicably lifted into the air he clung to Sam and kept right on fucking.

They were both thrown fully onto the bed, only now Nathan was trapped underneath Sam rather than the reverse, and now Sam could see that it was Adams who had tossed them. He was partially naked, with his trousers pulled down around his knees, and his semi-flacid cock was shocking fat and large. Sam went wide-eyed in horror at the thought of something like that inside of him, but Adams only grinned through the fog of his sleepwalking as he leapt up onto the bed and pinned Sam’s shoulders down, his fingers digging tightly into his fur to establish a firm hold. Nathan, underneath, continued to gently stroke Sam’s ass with his dick and began playing giddily with his breasts... while Adam’s positioned himself above.

“This is too much!” whined Sam, but Adams only laughed drunkenly as he placed his rapidly stiffening cock against Sam’s awaiting hole and thrust home.

Sam was struck dumb by the incredible sensation of being double penetrated, and nearly came as he felt his body tightly grip his friend’s intimately, but neither stopped to give him a moment to adjust as they

both went straight into their individual thrusting, the sawing motion of their counter timed thrusts rapidly bringing Sam back to the breaking point of another orgasm.

His body felt electric and his sex was hot and slick as Adams thrust into him from the front while Nathan continued doggedly pounding him from the rear. Their dicks were practically touching each other inside Sam, rubbing against each other through the walls of Sam's orifices and stimulating him to incredible heights before he was forced to orgasm yet again. With no break nor reprieve Sam had to simply endure the shocking power of his climax even as his suitors continued to speed up themselves, having yet to satisfy their thirst for his body.

The intense orgasm was quickly followed by more changes to Sam's body.

"Oh hell!" he cried, panting for breath even as he squirted a little from the force of his enduring orgasm. His tailbone was extending down between his legs, bring with it both his anus and Nathaniel as his spider's abdomen began to form out of his ass and pelvis.

The first thing Sam noticed was that his transformation was a bit different this time around compared to what he was used to. His legs immediately began migrating up to his ribcage before they began to bifurcate, and his fur was thickening and filling out even further as his abdomen swelled in size, his pussy sliding down with it a little as it moved to take its place in the center of his underbelly, though it didn't even slow down Adams. However, the changes stopped at Sam's ribcage.

Sam felt his breasts swell in size all the way to a C cup, the sudden increase in pressure almost painful as they grew, and his hair grew in length as well. Sam felt his face shift a little further too, his ears becoming more pointed and prominent on top of his head and his face more angular. His nipples hardened so much they nearly poked out from underneath his fluffed out chest fur.

His legs grew in size and length until they reached from one wall to the other, but even though he was returning to a spider form, or at least a partial spider form, he found that he still didn't have the strength in him to escape his situation. His heart was fluttering and it was all he could do to keep control of his legs to stop them from flailing about as he was fucked for all he was worth.

Someone touched Sam's face, and he turned his head only to find Thomas's dick pushing against his lips. Without even thinking he opened his mouth to let him in and began sucking him, his sharp fangs lightly brushing against his shaft as it slid to the back of his throat.

What am I doing, Sam asked himself. This is wrong! Why can't I stop sucking! Why can't I fight back!

He tried to resist, but he couldn't stop his tongue from rapidly caressing and tasting the length of Thomas's dick as he wrapped his lips tightly around its base. He couldn't even begin to stop it when Thomas thrust deeper and deeper until he was taking him down into his throat.

Quite suddenly felt hot seed gushing into his pussy, as Adam's thrusts came to a shuddering stop. The sheer volume was incredible, and the heat potent, but not seconds after he had emptied himself did Adam's slide off of Sam's belly only to be immediately replaced by John. Everyone else stood by patiently, and even Bernard seemed to have recovered to stand by Sam's side, ready for a round two. Sam stared horrified at them all even as John penetrated him without hesitation, and took firm hold of his now ample breasts, his fingers immediately finding his large nipples and pulling on them. Sam orgasmed for the third time, arching his back and his eight legs flailing as he did. As he came he also felt Nathan unload his seed into him in time with Thomas, who thrust his dick balls deep into Sam's mouth to deposit his seed directly into his belly. Sam couldn't help but swallow it all. As he pulled out he too was quickly replaced, ignoring Sam's attempts at protest. He was quickly losing his will to fight as his body became enveloped in blissful pleasure, blanketing his mind in a distracting fuzz of escalating desire.

His loins were on fire, his skin buzzing madly and his fur oh so soft against the skin of his lovers. It was, all things being equal, a rather wonderful time. The room quickly fogged with the heat of their passions, and filled with the scent of Sam's ever increasingly potent sex pheromones. It even started to get to him as he eagerly awaited the next cock to satisfy, his own body enduring orgasm after orgasm admirably. Exhaustion was held at bay by powerful hormones and adrenaline, his desire to extend the night quickly outweighing his previous desires for his violation to stop. While his pussy and various other orifices quickly became filled with the cum of his friends, however, his body remained pristinely clean due to the extreme hydrophobic nature of his fur.... and so their passions lasted all the way until dawn, and only stopped when one by one Sam's gang of rapists each fell back asleep, having spent all their inhuman virility on his body. Sam, too, fell asleep in a sex sandwich, and used Bernard's lap as a pillow, as the sun slowly began to peak its way into the sky.

Sam awoke to the sound of loud yelling.

Not sure as to what was going on, he sat up slowly, rubbing his eyes with one hand while pushing himself up with the other. Blinking sleep from his eyes he looked down to realize he was still half-transformed from the previous night, and still extremely female. He sighed with frustration, and then looked up to find himself at the business end of a spear.

Bernard was standing above him, naked as a jaybird, and appeared to be frozen in place.

"What's wrong!?" yelled Adams. "Kill it! Kill it now before it kills us!!"

"I can't!" said Bernard back in shock. "You'll need to do it! My arms won't move!"

"Blast it all, do I have to do everything then?" growled Adams, picking up his mace from the floor with a loud scraping sound. He then quickly leapt over to Sam, the mace swung high over his head in preparation to land a killing blow, when suddenly he froze too.

“What the?!?” he choked.

“What’s going on?!” shouted Bernard.

“Everyone, please, don’t shout...” groaned Sam as he tried to sit up. He was unsuccessful, seeing as his Aracana lower body was not built to sit up, so he settled for laying back down and holding his head as if he had a hangover.

And quite suddenly both Bernard’s and Adams’ mouths snapped shut in the middle of shouting. Everyone else seemed to still be out cold.

Sam opened his eyes in confusion. He was always slow getting going in the mornings, and things were still not turning like they should in his brain, but he was rapidly waking up.

Then realization hit him. He should be dead! He passed out, and his friends woke up before he could and found him like this, undisguised! They should have killed him immediately! Why didn’t they?

Sam looked out the window. Chex was long gone, and the sun indicated it had only risen maybe half an hour ago. God, he was still exhausted. He would give a day of his life to sleep in another hour, but they were already late for the hunt as it was.

He turned back to Sam and Adams curiously. What was their deal?

“Sit down,” he said experimentally, and suddenly they both fell onto their asses as if their legs could no longer support them.

Well that was weird. Despite its early morning sluggishness Sam tried to get his brain into gear. He remembered that both Chex and Shen had said something about males being bound to servitude to a queen if she mated them, and even just last night Chex had said something about his pheromones being effective against human males just as strongly as against human females, which he had experienced earlier with Glen, who was somehow bound to Sam through sexual domination. Chex had called her a sex slave even. Had something similar happened with his friends because they had sex with him?

“Well shit...” groaned Sam. He didn’t need this. Tentatively he tried to focus on becoming at least somewhat human again, and to his pleasure he felt the changes immediately commence, his abdomen shrinking back down and his legs drawing back together slowly. He crooned as he felt his body slowly change back to being bipedal, although of course he could do without being a woman, but that wouldn’t be helped. He then proceeded to sit up on the edge of the bed.

“Adams. Bernard.” said Sam tentatively. “You’re not going to believe any of this, but listen up anyway.”

Sam quickly explained everything he knew, and quite a bit of what he suspected. Bernard and Adams were forced to sit quietly as he spoke, and halfway through talking he took the time to transform his appearance using his camouflage ability. It only took a few minutes, as Sam knew very little.

“... so that’s about it. I’m very sorry for all of this, but hopefully it’ll all be fixed soon. I think that if I kill the queen I might be able to undo all of this, maybe, though perhaps a little research beforehand might be a good idea. Can you two keep my secret? You can talk now.”

Bernard remained silent, still digesting the news in amazement, but Adams immediately grinned.

“So you’re saying you’re really Sam, eh?” he said.

“Yup.”

“And you have been given the power of the Aracana, and the title of queen?” he continued, starting to laugh a little.

“Again, yup.”

Adams then slapped his thigh so loudly that it sounded like a thunderclap.

“Incredible! It seems we have a new weapon! You’ll be able to destroy those blasted buggers from the inside, use their own tactics against them! Hell, it sounds like you’ve already got a small army of them to defect to your side.”

“Yar, but they’re not fighters. They’re fairly skilled at construction and labor though, it seems, so perhaps I could use that to our advantage and have them start constructing weapons and traps. Heck, maybe I could get them to help us with the hunt. Some of the Aracana have better senses than bloodhounds.”

“We’ll need to inform the elders right away! This is a marvelous chance we have to turn this stalemate into our advantage!”

“No,” interrupted Bernard. “We can’t go to the elders. If it weren’t for the strange magic that forced us to stay our blades we would have killed Sam before he ever got the chance to explain himself. Even now I can’t help but suspect that this madness can only be the work of treachery. It would be impossible to make anyone born of Elmstream believe us to be anything other than traitors and spies, and who’s to say that isn’t exactly what we’ve become? Sam’s word has the force of an order. What if he is forcing us to believe he means Elmstream no harm?”

"I'm not-"

"I know that isn't true Sam, but you can't deny that the possibility is there. We need to keep this secret. Nothing good will come of telling the counsel. That doesn't mean, however, that you shouldn't use your position to do everything in your power to fight the Aracana, even if some of them follow you now, even if it should cost you the chance to become human again."

"Well of course," agreed Sam.

"Then it's settled!" roared Adams. "Wake the others, we must tell them of the situation you've gotten us into! Then we must hurry, for we are late for the hunt!"

"I still can't believe that you're a woman..." moaned Nathan as they walked the road leading out from the town center.

"I'm *not* a woman!" argued Sam. "I only have the body of one right now. It's a temporary condition."

"For a temporary condition you sure did give good head though..." sighed Thomas.

"YOU REMEMBER THAT?!"

"Yea... like a blissful dream it was. You think you could drop your disguise again and give us a quick handy or something? It's not fair that we can't remember most of what happened."

"Fuck off! I'm not some sort of fucking toy! In any case, *I'm* the one that gives orders to *you*, so don't get so uppityiiiiiiii! GOD DAMNIT NATHAN!"

While Sam was talking he had snuck up behind him and grabbed ahold of the fork of his legs, his fingers passing easily through the illusion of pants and dipping into his still rather wet pussy.

"I see all this bedroom talk has already got you warmed up!" he exclaimed with a laugh. Sam could only dance on his toes as he tried to get Nathan's hand away from his sensitive bits, unsuccessfully.

"I'm in some sort of fucking heat! What's your excuse numb-nuts!"

"That you're in heat of course. You fucking made us this way, at least take some responsibility for what you did to our sex drives and satisfy us when we need it."

Sam was suddenly surrounded by agreeing faces, nods, and coughs, and he suddenly noticed that everyone was fully erect.

“He’s sort of right you know,” said Thomas quietly. “Something about what you did to us is making us right needy... it’d be awful cruel of you not to see to it, considering you’re the cause of it.”

“I’m not your guys’ sex toy! Have you all forgotten who I am?”

“And have you already forgotten how much you enjoyed last night?” retorted John with a barking laugh. “I think that this situation can’t possibly get worse, so we might as well make the most of it while we can. Everything else can be ignored as irrelevant. I certainly won’t tell anyone if you won’t!”

“But-!”

“No buts!” agreed Nathan from behind Sam, digging his fingers in deeper. “What can it hurt!”

“My dignity...” moaned Sam to himself, but then quickly gave up. “Fine then... but make it quick everyone. We’ve got a hunt to get to... whoa!”

Nathan immediately bent Sam over and then put his already straining dick into his awaiting vent from behind.

“Good on ya,” he laughed. “A right friend you are, in our time of need, to sacrifice your own happiness for the good of the group!”

“I’d say the happiness is mutual,” Adams corrected, adding his own deep laugh to Nathans, noting the look on Sam’s face as he was hammered by Nathan’s cock. His illusion almost immediately dissolved, his concentration having been shattered, and his breasts bounced over and over in time to Nathan’s thrusts. “I call next!”

“You dick!” yelled a woman’s voice from the distance. Panting, Sam looked over his shoulder to see Glen sprinting down the road.

“Maybe we should take this into the forest?” he asked, though his words fell on deaf ears.

“How could you leave without giving me a fare-well fuck?! You know I can’t go long without your pussy!!!”

“What?” asked Bernard. “You got Glen hooked too?”

“Entirely by accident, yes,” answered Sam before both he and Nathan were tackled to the ground and Nathan knocked away. Glen immediately buried her head between Sam’s legs and began drinking from him like a woman dying of thirst.

“Hey! Hey! Gah! Not so! Woah nellie take it a little slowaaaaahh! *Glenneth!*”

Glen wasn’t listening, however, and only continued to eat Sam out with ever increasing ferocity and intensity, sucking every last drop of wetness from his pussy as if it were more precious than gold. His friends all gathered around to await their turns.

It was going to be slow going, Sam suspected, if this kept up... but he found as he held his woman’s head against his mound that he wouldn’t mind *that* much if they did more fucking than killing during this hunt. In a small corner of his head he was afraid that he was becoming just as addicted to his new body as Glenneth was to his pussy... but he pushed all of his worries out of his mind as he lost himself to the pleasure of being used. When this was over, however, he looked forward to venting some of his anger out on the queen’s minions. In the meantime, Sam wondered how much sex it would take to completely empty his companions, and how long such a milking would last until it would need to be repeated. One thing was certain though... he had quite a lot of work ahead of him.