

Once Upon a Time in America

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Once Upon a Time in America (Italian title *C'era una volta in America*) (1984) is the last film by director Sergio Leone, and features Robert De Niro and James Woods as Jewish ghetto youths who rise to prominence in New York City's world of organized crime.

Set as an expansive and hypnotic film experience, the story explores the ideas of time, memory, love, violence and betrayal. It is renowned for its beautiful cinematography, the detail of its three historical settings and its intricate, open-ended narration. Like most of Leone's films, it was first released in the United States in a heavily edited version almost ninety minutes shorter than the version released in Europe. The short version also eliminates the flashback structure of the film, instead placing the scenes in chronological order.

The film premiered to great acclaim at the 1984 Cannes Film Festival at its original running time of 229 minutes (3 hours 49 minutes).

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Source-Novel and Plot-Summary

The Hoods

The film was inspired by an autobiographical novel called *The Hoods*, written by Harry Gray (a pseudonym), a former gangster-turned informant. The novel itself depicts only the first two-thirds of the movie's chronology. The

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Directed by	Sergio Leone
Produced by	Arnon Milchan
Written by	Sergio Leone (screenplay)
Starring	Robert De Niro James Woods Elizabeth McGovern Burt Young Tuesday Weld Jennifer Connelly Joe Pesci
Music by	Ennio Morricone
Distributed by	Warner Bros.
Release date(s)	1984
Running time	229 min.
Language	English
Budget	\$20 million (approx)

IMDb profile

(<http://www.imdb.com/title/tt0087843/>)

"contemporary" scenes (which many believe to be a prolonged dream/fantasy sequence) were entirely the work of Leone. The plot is otherwise faithful to the original book, though the rape scenes were not present in the novel, and several character names were very different.

Another major difference is that the original novel featured several historical mob figures (mostly in cameos), including Frank Costello, Meyer Lansky, and Bugsy Siegel, to name a few. Leone edited out these characters because he felt they distracted from the overall storyline. The Mafia (or "Combination" as it's referred to in the book and movie) is represented in the final cut of the film by a brief appearance by the fictional Minaldi Brothers, Frank and Joe, played by Joe Pesci and Burt Young, respectively, and their henchmen. There were also a few references to various real gangster anecdotes sown liberally throughout the film. The character of Noodles is based loosely on Meyer Lansky, and Max on Bugsy Siegel (Max's reactions to Noodles' calling him "crazy" is taken directly from Siegel's real-life reactions to his nickname), and several of the hits and acts of violence were based on photographs of real incidents, such as the hit on Joe Minaldi, which was based on Bugsy Siegel's death.

Leone had wanted to make the film since before *The Good, the Bad and the Ugly* but had great difficulty in securing the rights to the novel, and in arranging a meeting with its reclusive author. Gray finally met with Leone several times in the '60s and '70s, and was a fan of Leone's Westerns; before his death in 1982, he ultimately agreed to the adaptation. Part of the reason why the production took so long was that another producer had the rights to the novel and refused to relinquish them until the late '70s.

Leone also used as a reference for the film's visual appearance, the paintings of such artists as Reginald Marsh, Edward Hopper, and Norman Rockwell, as well as (for the 1922 sequences) the photographs of Jacob Riis. F. Scott Fitzgerald's famous novel *The Great Gatsby* also influenced the characterization of Noodles (or at least his relationship with Deborah).

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The story interweaves three different eras in American history: 1968, the early 1930s, and the early 1920s. The film shows an elderly Noodles (De Niro's character) looking back on his life and beginnings of his mob career. However, in the DVD commentary, Richard Schickel presents the notion that everything is an opium-induced dream which the main character has in 1933, containing memories from the past and contemplations on the future. This so-called "Dream Theory" is popular among many fans of the film, and is often the cause of heated debate (see below).

Plot summary

The film is made up of two extended flashback sequences (in 1923 and 1933, respectively), along with a framing device set in 1968. Summoned back to New York after over thirty years in hiding, David "Noodles" Aaronson is forced to confront his past as he searches for the person who tracked him down.

In the aftermath of the 1933 deaths of Noodles' friends Max, Patsy, and Cockeye following a shootout with the police, Noodles, pursued by the Mafia, takes refuge in an opium den. While in hiding he reminisces about his childhood in 1920s New York. The subsequent 1923 sequence, widely hailed as the greatest segment of the movie, shows young Noodles' (Scott Tiler) struggles as a poor street punk in the Jewish ghetto of Brooklyn. His gang consists of Patrick "Patsy" Goldberg (Brian Bloom), Phillip "Cockeye" Stein (Adrian Curran), and Dominic (Noah Mozelli), last name unspecified. They nominally work for local hoodlum Bugsy (James Russo), who has a gang of his own. The plot follows Noodles and his gang as they first meet Max Bercovitz (Rusty Jacobs), then become an independent operation under his and Noodles' joint leadership. Important subplots include the maintenance of gang funds in a suitcase stored in a bus station locker (a crucial plot piece) and Noodles' fruitless flirtation with Deborah (Jennifer Connelly), a local girl who aspires to be a dancer and actress. The childhood sequence ultimately ends in tragedy as Bugsy, furious over the boys' success independent of him, shoots Dominic. Noodles retaliates by stabbing

Bugsy to death with a switchblade, along with a police officer who intervenes, and is sentenced to nine years in prison.

The second flashback sequence begins in 1932 as Noodles (now played by Robert De Niro) is released. He quickly becomes reacquainted with his old gang: Max (James Woods), Patsy (James Hayden), and Cockeye (William Forsythe) are now major players in the bootlegging industry. After briefly renewing his acquaintance with Deborah (Elizabeth McGovern), Deborah's brother Fat Moe (Larry Rapp), who now runs the gang's speakeasy, and Peggy (Amy Ryder), Patsy's girlfriend, Noodles is recruited with the others by the Minaldi brothers, Joe (Burt Young) and Frankie (Joe Pesci). The Minaldis want the gang to steal a shipment of diamonds from a jeweler and deliver them to Joe. During the robbery, we are introduced to Carol (Tuesday Weld), the jeweler's secretary, she establishes herself as a masochist, and more or less coerces Noodles into raping her while the others are rifling through diamonds. Later, at an abandoned dockyard, Joe and his henchmen are gunned down in a surprise hit by the gang. Noodles is indignant, but Max reveals that Frankie (Pesci) has arranged the hit to eliminate Joe, and points out that this could lead to more work for the four friends. Noodles expresses his misgivings at working for the mob, but ultimately drops the subject.

The gang quickly becomes more deeply involved in Mafia matters, directly intervening in a steel workers' strike to protect union boss Jimmy Conway O'Donnell (Treat Williams) from a steel tycoon and his hired thugs. The crew also punishes corrupt Police Chief Vincent Aiello (Danny Aiello), paid off by the steel company, by switching the Chief's newborn son for another baby in the hospital. Shortly afterward, Carol becomes reacquainted with the gang and falls in love with Max. Noodles goes on a date with Deborah and, after being rejected by her, rapes her in the backseat of their rented limousine. (This very graphic scene was by far the most controversial part of the movie.)

Max continues to drive the four friends in even deeper with the Mafia, union, and politics. He is eager to advance the gang's position, but Noodles continues to express misgivings. Following the repeal of Prohibition, Noodles finally balks when Max reveals his plan to rob the New York Federal Reserve Bank, realizing it's a suicidal gesture on Max's part. Carol convinces Noodles to tip off the police about a planned liquor run in the hopes that the three will be arrested, throwing off the plan for the bank heist. Unfortunately, Max, Patsy, and Cockeye are killed in the subsequent gun battle. On the run and needing money to ease his escape, Noodles opens the bus station locker only to find the suitcase empty.

The plot then moves forwards in time to 1968. Noodles arrives in New York, in response to a mysterious invitation. He visits with Moe, who still owns the one-time speakeasy, and with Deborah, now a successful actress with connections to the as-yet-unintroduced Commerce Secretary Christopher Bailey. Eventually, Noodles is led to the very same bus station locker, in which he finds a suitcase packed with money and an anonymous note indicating that he is being preemptively paid for one last job. It gradually becomes clear that Max is still alive, faked his death in 1932 with help from the Syndicate, and has reinvented himself as the powerful and wealthy Bailey. About to be investigated for corruption, "Bailey" is the one behind the money-filled suitcase, with which he hopes to hire Noodles to assassinate him. Max will be able to escape the investigation with his reputation unscathed, and Noodles will be able to obtain his revenge on the man who stole his life. Noodles refuses, and leaves.

As he walks away from the Bailey estate, he sees a man who appears to be Max leaving behind him. A garbage truck passes between the two, and by the time it moves away the other man has vanished. The camera focuses on the trash being ground up in the truck's maw, suggesting that Max may have committed suicide by throwing himself into its mechanism. As the truck's lights fade into the night, two cars full of revelers pass by in the other direction. At least one vehicle is of a 1930s make, and its occupants are dressed in clothes of the same period. Whether this is a further flashback or a mobile costume party remains unclear. The movie then returns to the 1930s, as Noodles enters the opium den. He lies down on the little bed he occupied at the beginning of the story, inhales some opium from a pipe, then turns to the camera and gives a beatific smile. The frame freezes, and the credits roll.

A brief summary of the "Opium Theory"

The movie begins and ends in 1933, with Noodles hiding out in an opium den from Syndicate hitmen. Since the last shot of the movie is of Noodles in a smiling, opium-soaked high, many people (as mentioned above) interpret the film to have been a drug-induced fantasy or dream, with Noodles remembering his past and envisioning the future. In his commentary for the DVD, film historian and critic Richard Schickel states that opium users often report vivid dreams and that these visions have a tendency to explore the user's past and future.

Opponents of the "Dream Theory" cite the fact that the 1968 sequences include several anecdotes - music from The Beatles (see below), television, and references to the Vietnam War - that did not exist in 1933, and that Noodles would thus not be able to envision such things. Furthermore, they claim that to dub the later scenes a dream would remove the thematic and psychological point of the film.

Proponents claim that the final scene with Noodles leaving the mansion supports the dream hypothesis. The movie begins with a rendition of 'God Bless America' and in the corresponding end scene has people riding in 1930s-era cars singing the same song. Bailey's betrayal in the future can be interpreted as a transference of guilt. Noodles subconsciously blames Bailey for his entry into organized crime and his failed relationship with Deborah, and in a way feels betrayed by Max's burgeoning ambition.

Another aspect which supports the theory is the famous scene where a phone rings in the opium den, which reminds Noodles of the call he made that betrayed his friends. As soon as he mentally reaches the point where the ringing phone is picked up at the other end, Noodles wakes up and runs out of the opium den. Supporters of the dream hypothesis argue that if Noodles were as heavily drugged with opium as the movie makes him out to be, he would simply not be able to make such a quick getaway.

Lastly, the scene in which Noodles wakes up begins the flashbacks. As the very last scene of the film is Noodles arriving in the den, the beginning of the movie is arguably also its end, with Noodles high on opium ruminating about his past and future as other gangsters wait to kill him. If the dream theory holds water then it's likely that Noodles was eventually killed by them.

The ambiguous nature of the ending and its non-chronological framing is arguably the film's most enduring aspect as it demands and rewards those who appreciate repeated viewings. It is a film where the lines blur between past, present, and future.

Alternate versions

The unfiled title scene

Originally, the transition from 1933 to 1968 was to be much more elaborate, but finally the scene simply proved to be too difficult. From the original shooting script:

"We hear the roar of the its wheels and the wail of a train's whistle, and the view across the tracks is blocked by the engine, the tender and the cars - car after car laden with Model T's or whatever Ford was turning out in 1933... The train keeps passing, but the cars are no longer laden with 1933 Fords. They've become 1968 models in pink and turquoise and emerald green, announced by a title that fills the screen: ONCE UPON A TIME IN AMERICA. The train disappears, taking its rattle with it, and the barriers rise. But we are no longer staring out over open countryside. We see instead an endless row of high-rises, a cement City of Oz. Heading the row of cars that face us at the crossing is a 1960 Chevy. The is in his sixties too... Noodles, forty years later."

Deleted scenes

The original shooting-script, completed in October 1981, was 317 pages in length.

At the end of filming, Leone had about 8 to 10 hours worth of footage. With his editor, Nino Baragli, Leone trimmed this down to about 6 hours, and wanted to release the film in two three-hour parts.

The producers refused (partly due to the commercial failure of Bertolucci's two-part *Novecento*) and Leone was forced to further shorten the length of his film, resulting in a completed (i.e. scored, dubbed, edited, etc.) film of 229 minutes.

Leone has said that ideally, he would have liked the film to be "between four hours ten minutes and four hours twenty-five minutes" (250 minutes to 265 minutes), and that such a cut would mainly have served to restore scenes developing Noodles' relationships with women.

Important scenes which failed to appear in the 229 minute cut:

- Young Noodles returns to his tenement, discovering his parents at prayer, and no dinner on the table.

When his parents criticise him for being 'godless,' Noodles retorts that money is his god.

- A brief scene in the 1922 sequences, showing local ganglord Bugsy (James Russo) and his gang being arrested by the police for bootlegging while Noodles and his gang looked on. This would occur right before the gang's meeting with the Capuano Brothers at the harbor.

The main importance of this scene would be to establish why Noodles' gang is working with the Capuanos. Dialogue from that scene indicates that Bugsy had been working with them, but since he and his thugs have now been jailed, Noodles and Co. have taken over his old job.

- Shots of a black limousine tailing Noodles.
- An ominous garbage truck, used as a link between 1933 and 1968.
- Senator Bailey arguing with an older Jimmy O'Donnell about a pension scam, just before Noodle's climactic meeting with the former.
- An opium-induced flashback of Noodles and the gang as children.
- Scenes of Louise Fletcher as director of the Riversdale cemetery.
- Noodles' first meeting with Eve, and many other minor scenes with Eve. In the original shooting script, this occurs after his rape of Deborah (which happens at night, rather than early morning). A very drunk Noodles meets Eve in a speakeasy and goes to bed with her, calling her 'Deborah'.
- Scenes of Noodles watching Deborah performing a Busby Berkely musical scene at a nightclub, just before their date, as well as scenes from Shakespeare's *Antony and Cleopatra*. (The DVD's picture gallery feature includes an image of Elizabeth McGovern dressed as Cleopatra and holding a snake.)
- A scene of Noodles talking to the limousine driver before the date with Deborah. There is clear enmity between the two characters, highlighting the way in which Jewish gangsters are perceived by fellow Jews. The reason that this scene was cut was because producer Arnon Milchan, who played the chauffeur, felt that he should not have had such a noticeable role in the movie, and he did not want people to make a big deal out of his cameo.
- A long scene involving Police Chief Aiello (Danny Aiello) and his involvement with the strike breakers. (Some of the scene's dialogue was reworked into the brief interview with Aiello on the steps of the police

station in the final version.) As a follow-up to this, a scene where the gang plans the famous baby-snatching scene with crooked politician Sharkey (Robert Harper) was also shot. Noodles wants to kill Aiello, but is convinced not to by Max and Sharkey.

- A brief scene during Noodles, Max, Carol, and Eve's vacation to Florida, where a lifeguard, having heard of the repeal of Prohibition, digs up a bottle of liquor from the beach and drinks it thirstily.
- An older Carol (Tuesday Weld) revealing to Noodles that Max had syphilis. In the original shooting script, this scene (set between the beach scene described above, and Carol and Noodles' scene outside the Federal Reserve) also has Carol revealing the details of Eve's death to Noodles: "*Oh, how she waited, but you never showed up... She shut the windows and locked the door, and nobody bothered to check. She was in there all the time, with her little capsules...there was nobody at the funeral but me.*" (The latter part of this scene may never have even been filmed, since Eve's death is depicted very differently in the final film.)

These scenes were all shot, and the footage still exists. However, it is in a very raw state, not dubbed and not edited. Leone and his editor wanted to finish these scenes for a later release, but were prevented from doing so by Leone's death.

Falsely rumoured scenes and version

There have been rumours of longer cuts appearing on Italian television, but according to Christopher Frayling's authoritative book *Something To Do With Death* these rumors are false, and the longest completed version is the 229-minute version shown at Cannes and now available on DVD.

Many people assume that Joe Pesci's brief second appearance was part of a longer scene. In the original shooting script, this appearance is just there to establish Max's continued involvement with the Combination. Others also believe that several additional scenes were filmed with Pesci's character, but a reading of the original shooting script shows that this rumor is false. (The reason that Pesci, a name actor, was cast in such a relatively small part was because he had been promised the part of Max, but was turned down by Leone in favor of Woods. As a favor to De Niro, Leone allowed Pesci to pick a part from several available, and he chose the role of Frankie.)

Similarly, many people (including film critic Richard Schickel, who records the film's DVD commentary) assume that the flying disc scene was part of a longer sequence.

While the first shooting script placed much more emphasis on the union subplot, this was very heavily trimmed in the revised version. Thus, there are not nearly as many union-related deleted scenes as many people believe.

Note: PAL editions of the DVD have a running time of 219 minutes (and 48 seconds). This is due entirely to PAL#PAL_speed-up.

Shortened versions

There are three abridged versions of the film, none of which are currently available.

- The 227 minute version - When the 'complete' film was shown in America, it still had to be trimmed slightly to secure an 'R' rating. Cuts were made to the two rape scenes, and some of the violence at the beginning.
- A network television version of three hours (without commercials) was briefly available in the early-to-mid-1990s, which retained the film's non-chronological order but still left out several key scenes.
- The infamous 144 minute American version was the version given wide release in America. Heavily cut by

the Ladd Company against Leone's wishes, the film's story was rearranged in chronological order, which had the effect of making it even more difficult to follow. Most of the major cuts involved the childhood sequences, making the 1933 sections the most prominent part of the film. All of the scenes in 1968 with Deborah were excised, and the scene with "Secretary Bailey" ended with him shooting himself (albeit offscreen), rather than the famous garbage truck conclusion of the 229-minute version. This version flopped in the US and many critics, who knew about Leone's original cut and what the Ladd Company had done to his film, attacked the short version viciously. Some critics compared shortening the film to shortening Richard Wagner's operas (some of which run over 5 hours), saying that works of art that are meant to be long should be given the respect they deserve. However, today the original 229-minute cut is the one in circulation and this shortened version, while briefly on VHS in the 1980's, is in little demand and almost impossible to find.

DVD releases

The film was released in the late '90s on a poor quality, pan-and-scan release with no special features aside from the original trailer and brief cast listing. The two-disc special edition was released on DVD in June 2003 and was a bestseller on Amazon.com for several weeks. The result has been hailed as having excellent image quality, partly due to the high bitrate, which places the release on a level with most superbit DVDs. However, it has been criticised for its limited extras and the fact that, being spread out on two double-layer disks, Disc 1 ends very abruptly, during an action sequence. (The film's 'Intermission' doesn't occur until 40 minutes into Disc 2, so it is argued that placing the break later would have meant compressing Disc 1 far more heavily. This is false. The PAL version of Disc 1 has over two gigabytes of unused space, and while PAL video takes up more space per frame than NTSC, the bitrates for both are fairly comparable. While placing an extra forty minutes on Disc 1 might not have been easy, two gigabytes is more than enough room for this much footage.)

Soundtrack

The music was composed by Leone's long-time collaborator, Ennio Morricone. Due to the film's unusually long gestation, Morricone had finished composing most of the soundtrack before many scenes had even been filmed. "Deborah's Theme", considered by many to be the best piece of this soundtrack, was in fact originally written for another film in the 1970s but rejected; Morricone presented the piece to Leone, who was initially reluctant, considering it too similar to Morricone's main title for *Once Upon a Time in the West*.

Track Listing

1. Once Upon a Time in America
2. Poverty
3. Deborah's Theme
4. Childhood Memories
5. Amapola
6. Friends
7. Prohibition Dirge
8. Cockeye's Song
9. Amapola, Pt. 2
10. Childhood Poverty
11. Photographic Memories
12. Friends
13. Friendship & Love
14. Speakeasy
15. Deborah's Theme-Amapola

16. Suite from *Once Upon a Time in America* (Includes Amapola) [#]
17. Poverty [Temp. Version][#]
18. Unused Theme [#]
19. Unused Theme [Version 2][#]

Besides the original music, the movie also used several pieces of "found" music, including:

- "God Bless America" (written by Irving Berlin, performed by Kate Smith - 1943) - Plays over the opening credits from a radio in Eve's bedroom. (Incidentally, the recording of the song used was not sung until 1943, for the film *This is the Army*, so its use is a slight anachronism on Leone's part.)
- "Yesterday" (written by John Lennon and Paul McCartney - 1965) - A muzak version of this piece plays when Noodles' first returns to New York in 1968, examining himself in a train station mirror. An instrumental version of the song also plays briefly during the dialogue scene between Noodles and "Bailey" towards the end of the film.
- "Amapola" (written by Joseph M. Le Calle (American lyrics by Albert Gamse) - 1923) - Actually originally an opera piece, several instrumental versions of this song were played during the film; a jazzy version which played on the gramophone danced to by young Deborah in 1922; a similar version played by Fat Moe's jazz band in the speakeasy in 1932; and a string version, during Noodles' date with Deborah. (It has been suggested that Leone used this piece after seeing a version of it in the film *Carnal Knowledge*, though this has not been confirmed.) Both versions are available on the soundtrack.
- *The Thieving Magpie* (Overture) (Gioacchino Rossini - 1817) - Used during the baby-switching scene in the hospital.
- "Summertime" (George Gershwin - 1935) - Played by a jazz band during the beach scene after the beachgoers receive word of Prohibition's repeal. (This song post-dates the events of the film by two/three years, so like the version of "God Bless America" used in the film's opening, it's a slight but understandable anachronism.)
- "Night and Day" (written and sung by Cole Porter - 1932) - Plays during Secretary Bailey's party in 1968.

Once Upon a Time in America is widely regarded as Morricone's best work, but was disqualified, on a technicality, from Oscar consideration; in the original American print, Morricone's name was (accidentally) left off of the opening credits by the producers.

Critical reception and current perception of the film

The film's premiere at the Cannes Film Festival was an astounding success. Though some female audience members were offended by the rape scenes and depiction of women (Leone was often accused of misogyny based on this film's content), the film was extremely successful, garnering a fifteen minute standing ovation from the audience. The uncut European version of the film won rave reviews, and was very successful throughout Europe and abroad. However, several sneak premieres in Canada and the US gained a mixed reception at best (some suspect due to studio tampering). The film was drastically edited, as mentioned above, more for commercial reasons than anything else. Leone, who had turned down an offer to make *The Godfather* twelve years earlier, was indignant when several American critics compared the butchered version of his film to "a Jewish *Godfather*". The 144-minute version was a huge flop and the American critics destroyed it. Roger Ebert however noted in a 1984 review that the original longer cut was a masterpiece, but that the American theatrical cut was a travesty.

The uncut version of the film, however, was by far Leone's most critically acclaimed film, and today it has a large cult following. James Woods, who considers *Once Upon A Time In America* his finest work, mentions in the DVD commentary that one critic dubbed the film the worst of 1984, only to see the original cut years later and call it the best of the 80s. Ebert, in his review of Brian DePalma's *The Untouchables*, called the original uncut version the best film depicting the Prohibition era. [1] (<http://rogerebert.suntimes.com/apps/pbcs.dll/article?AID=/19870603/REVIEWS/706030301/1023>) Sight and Sound magazine placed it among the ten best films of the

last twenty five years when it attempted to do a poll on recent films. Though not Leone's most well-known or -liked film, and often compared unfavorably to *The Godfather*, *Once Upon A Time In America* has finally been given its due as a classic film.

External links

- Aboutfilm.com's in depth analysis of the film (<http://www.aboutfilm.com/movies/o/onceamerica.htm>)
- Fistful-of-leone.com (<http://www.fistful-of-leone.com/>)
- Brief article and picture on a Louise Fletcher fanpage, discussing one of the deleted scenes (<http://www.littlereview.com/goddesslouise/articles/frayling.htm/>)
- IMDb Entry (<http://www.imdb.com/title/tt0087843/>)

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