



ORSON WELLES AS
FALSTAFF IN
CHIMES AT
MIDNIGHT

“If I wanted to get into heaven on the basis of one movie, that’s the one I would offer up. I think it’s because it is, to me, the least flawed . . . I succeeded more completely, in my view, with that than with anything else.”

—Orson Welles

“*Chimes at Midnight* . . . may be the greatest Shakespearean film ever made, bar none.”

—Vincent Canby, *The New York Times*

“He has directed a sequence, the Battle of Shrewsbury, which is unlike anything he has ever done, indeed unlike any battle ever done on the screen before. It ranks with the best of Griffith, John Ford, Eisenstein, Kurosawa—that is, with the best ever done.”

—Pauline Kael

Spain • 1966 • 116 Minutes • Black & White • 1.66:1

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SYNOPSIS

The crowning achievement of Orson Welles's later film career, *Chimes at Midnight* returns to the screen after being unavailable for decades. This brilliantly crafted Shakespeare adaptation was the culmination of Welles's lifelong obsession with the Bard's ultimate rascal, Sir John Falstaff, the loyal, often soused childhood friend to King Henry IV's wayward son Prince Hal. Appearing in several plays as a comic supporting figure, Falstaff is here the main event: a robustly funny and ultimately tragic screen antihero played by Welles with towering, lumbering grace. Integrating elements from both *Henry IV* plays as well as *Richard II*, *Henry V*, and *The Merry Wives of Windsor*, Welles created an unorthodox Shakespeare film that is also a gritty period piece, which he called "a lament . . . for the death of Merrie England." Poetic, philosophical, and visceral—with a kinetic centerpiece battle sequence as impressive as anything Welles ever directed—*Chimes at Midnight* is as monumental as the figure at its center.

CAST

Sir John Falstaff **Orson Welles**
 Prince Hal **Keith Baxter**
 Henry IV **John Gielgud**
 Henry Percy, "Hotspur" **Norman Rodway**
 Justice Robert Shallow **Alan Webb**
 Ned Poins **Tony Beckley**
 Mistress Quickly **Margaret Rutherford**
 Doll Tearsheet **Jeanne Moreau**
 Kate Percy **Marina Vlady**
 Worcester **Fernando Rey**

CREDITS

Director **Orson Welles**
 Screenplay **Orson Welles**
 Based on the plays *Henry IV, Part I* and *Part II*; *Richard II*; *Henry V*; and *The Merry Wives of Windsor* by **William Shakespeare**
 Cinematography **Edmond Richard**
 Production design **Orson Welles, José Antonio de la Guerra**
 Editing **Elena Jaumandreu, Fritz Muller**
 Music **Angelo Francesco Lavagnino**

WELLES AND FALSTAFF

Family lore has it that, at two years old, Orson Welles asked his mother to read unabridged Shakespeare to him rather than a children's version. His fascination with the plays of William Shakespeare would continue for the rest of his life.

Welles would go on to adapt, direct, and perform in dozens of the Bard's plays over the years (including his first production for the New Deal's Federal Theatre Project, a "voodoo" *Macbeth*, set in Haiti), and to direct three Shakespeare films—*Macbeth* (1948), *Othello* (1952), and, most magnificent of all, *Chimes at Midnight* (1966)—as well as the documentary *Filming "Othello"* (1978). The most complexly conceived and technically brilliant of these films, *Chimes at Midnight* was the culmination of a career-long passion project that Welles had been working on since before he got into filmmaking. When the Wisconsin-born Welles was a student at the Todd Seminary for Boys in Woodstock, Illinois, he became heavily involved in theater. During that time, his most ambitious production was a play he created that conflated and streamlined eight of Shakespeare's histories: the two parts of *Henry IV*, *Henry V*, *Richard II*, *Richard III*, and all three parts of *Henry VI*. This experiment afforded Welles his first opportunity to play Shakespeare's roguish Sir John Falstaff, the childhood friend of Prince Hal (the future King Henry V) and one of the most colorful and complex of all the Bard's characters.

Welles would play Falstaff again in 1939, when the then established theater star produced the elaborate *Five Kings*—based on the Henriad (a common scholarly term for the cycle of plays that includes *Richard II*; *Henry IV, Part I* and *Part II*; and *Henry V*)—for the Theatre Guild. Though the production was intended to unfold over the course of two separate plays on different evenings, *Five Kings* closed after only the first part had been staged, due to financial problems. In 1960, Welles returned to the character of Falstaff, restaging part of *Five Kings* in Belfast and Dublin, with Welsh actor Keith Baxter as Prince Hal; this time he called it *Chimes at Midnight*, the title taken from a Falstaff line in *Henry IV, Part I*.

So when Welles finally began work on the film *Chimes at Midnight*, he had not only thought a lot about this cycle of plays but also *lived* with them for many years. By this point, he had grown especially fond of, even obsessed with, the character of Falstaff, whom he began to see in grandly tragic terms rather than as just a figure of comic relief, as he was often depicted and discussed. He also called Falstaff "the most difficult part I ever played in my life." Welles saw Falstaff not as a buffoon but as a poignant father figure for the wayward young Prince Hal, who's torn between his friend Falstaff and his real father, King Henry IV. In writing the screenplay for *Chimes at Midnight*, which is primarily based on *Henry IV, Part I* and *Part II* (though also incorporates elements from *Henry V* and *Richard II*, as well as some lines from *The Merry Wives of Windsor*), Welles shifted the emphasis away from Hal, heir apparent to the English throne, and onto Falstaff; the film's devastating emotional climax thus becomes Hal's ultimate betrayal of Falstaff's friendship. In a 1966 *Sight & Sound* interview, Welles called Falstaff "the greatest conception of a good man, the most completely good man, in all drama."

More than just a study of a character that Welles felt had historically not been taken seriously enough, *Chimes at Midnight* was also, to the director, a lament for a passing era, a film that he said was about "the death of Merrie England . . . the age of chivalry, of simplicity, of Maytime and all that." One of the things that most fascinated Welles about the Henriad was how it charted England's transition from the medieval period to the Renaissance. In this way, *Chimes at Midnight* is like Welles's 1942 masterpiece *The Magnificent Ambersons*, another film that took historical change as one of its main subjects—in that case, the turn of the twentieth century and the transition to a more modern, technological period. Welles wanted to explore the very notion of nostalgia. He said to Peter Bogdanovich in an interview, "What interests me is the *idea* of these dated old virtues. And why they still seem to speak to us when, by all logic, they're so hopelessly irrelevant." Even *Citizen Kane* is, at its heart, a film about a lost paradise, a past that, once gone, can never be recaptured.



MAKING CHIMES AT MIDNIGHT

Like so many of Orson Welles's films after his initial Hollywood studio productions of the 1940s, the first decade of his movie career, *Chimes at Midnight* was independently financed. Shot between September 1964 and April 1965, it received Swiss and Spanish funding and was filmed in several locations in Spain: Ávila, Cardona, and Madrid. To secure financing, Welles had to convince his producer that he would also direct an adaptation of *Treasure Island*, a film Welles never intended to make. The producer also wanted *Chimes at Midnight* to be shot in color, but Welles, a staunch believer in the expressive cinematic power of black and white, disagreed. (Welles also thought that no color film had ever successfully captured a human face without makeup, rendering a gritty period piece, in his eyes, impossible.) Nevertheless, the production was so low-budget that the producers couldn't raise the money for color film stock anyway. Lack of funds also affected the film's audio, much of which had to be dubbed in postproduction. And financial troubles persisted: the production ran out of money in December of 1964 and had to take a break from shooting, while additional funds were raised, until the end of February.

Faced with such constant budgetary concerns, Welles had to rely on his legendary cinematic ingenuity to make *Chimes at Midnight* into the spectacle it became. Welles himself planned and designed the set for the tavern, a central location in the film, which was built in a reconstructed warehouse, and the scenes set in the king's court were filmed in a Spanish Gothic cathedral in the mountainous town of Cardona. But the film's most unforgettable sequence, and one of the artistic high points of Welles's entire career, is the Battle of Shrewsbury, during which Hal and Falstaff suit up to defend the king against a rebel army led by Harry Percy, or "Hotspur" (played by Norman Rodway). Shooting in the Casa de Campo park in Madrid, Welles constructed a massive battle scene of remarkable brutality and rawness, comprised of more than two hundred shots. Though inspired by Sergei Eisenstein's Battle on the Ice in *Alexander Nevsky* (1938) and Laurence Olivier's Battle of Agincourt in *Henry V* (1944), Welles's scene is its own beast, an intentionally unheroic spectacle full of

violent hand-to-hand combat and the sounds of screaming, swords clanging, and bones cracking. Welles utilized a variety of techniques to convey the madness of war, including a mix of handheld and tripod camera shots, slow motion and fast motion, swish pans and quick cuts. There is no patriotism or moral courage depicted in this scene, a reflection of the skepticism toward war that marked the decade in which the film was made—in contrast to Olivier's *Henry V*, made during World War II, which was intended as an inspiration to British soldiers fighting the Nazis.

Ever the perfectionist, Welles worked on the film obsessively in postproduction, cutting and recutting it over the course of many months. The director of the Cannes Film Festival saw a rough cut and liked it so much that he pressured Welles into finishing the film in time for the 1966 festival; thus Welles ended up showing it before he felt it was really finished. Nevertheless, the response was largely positive, despite many viewers' concerns about the sound quality. A negative advance review by the *New York Times*' notorious Bosley Crowther, however, doomed its distribution in the United States, where it barely played. The film was not widely shown in theaters in the coming decades and was a casualty of rights disputes in the home video era, with different producers claiming ownership, and it received no official studio VHS or DVD releases. Thus, *Chimes at Midnight* has historically been difficult to see, which has only made it more precious. The film is now widely considered to be one of Welles's finest achievements. The influential film scholar Dudley Andrew has called it "perhaps the greatest adaptation of Shakespeare that the cinema has yet produced."



THE LATER CAREER OF ORSON WELLES

Orson Welles's dazzling early years are well documented and widely discussed. The son of an inventor and a concert pianist, he made a name for himself in the thirties, first onstage (with the Federal Theatre Project and the Mercury Theatre, which Welles cofounded) and then in radio. After his Halloween eve alien-invasion radio program "The War of the Worlds" convinced thousands of listeners that they were under attack, he became instantly notorious. Soon he had a Hollywood contract with RKO, where he made *Citizen Kane* (1941), which many critics and filmmakers around the world still call the greatest film ever made. Following this, Welles experienced a series of disappointments: his 1942 *The Magnificent Ambersons* was taken away in postproduction, reedited, and given a new, unauthorized ending; he was unable to finish his documentary about Rio de Janeiro's Carnival, *It's All True*; and Columbia studios head Harry Cohn meddled with the production of his 1947 noir *The Lady from Shanghai*, starring Welles's then wife, Rita Hayworth.

Increasingly disillusioned by Hollywood, Welles moved on to more independently financed features in the late forties and fifties. Much discussion of Welles still focuses on his early years, while the brilliant second half of his movie career remains sorely overlooked. This period began in earnest with two Shakespeare passion projects: *Macbeth* (1948) and *Othello* (1952). *Macbeth* was produced for the B-movie outfit Republic Pictures, but despite the freedom Welles felt in making the film on a small budget, the studio disliked his final version, forcing him to redub much of the dialogue (which was in thick Scottish brogues) and cut it down from 107 to 86 minutes. *Othello*, exquisitely rendered yet plagued by a scattered shooting schedule, was filmed all over Europe, where Welles felt he was more appreciated.

Welles was embattled again on his next film, *Mr. Arkadin* (1955), known in Europe as *Confidential Report*. Shot over the course of eight months across Europe, *Mr. Arkadin* was a logistically ambitious work about an international man of mystery, edited and reedited by so many producers and interested parties that there exist at least seven different versions. *Touch of Evil* (1958), a down-and-dirty noir set on the U.S.-Mexico border in which Welles plays a corrupt American detective at odds with a Mexican policeman (Charlton Heston) during a murder investigation, marked a brief return to Hollywood for Welles, who was brought on at the recommendation of Heston. The studio, Universal, made fifteen minutes of cuts to the film, not liking its jagged pacing and visually daring touches, such as its justly famous opening long take, which has since been restored to its masterful original vision. The film would be Welles's final studio effort.

Welles completed three feature films in the sixties, all of them literary adaptations: *The Trial* (1962), from the Kafka novel; *Chimes at Midnight* (1966); and *The Immortal Story* (1968), from an Isak Dinesen short story, made for French television and starring Jeanne Moreau. At this point, Welles was working exclusively in Europe, feeling he was a sort of artist in exile, treated in America as though he had never made good on his early promise. His final completed features were *F for Fake* (1975), a free-form faux documentary about forgers and magicians, and *Filming "Othello"* (1978), a nonfiction work for West German television about the complicated production of his 1952 Shakespeare film. Welles died from a heart attack in 1985, leaving many partly filmed movies on his résumé, including the Rio de Janeiro documentary *It's All True*; an adaptation of *Don Quixote*; the thriller *The Deep*, starring Moreau and Laurence Harvey; and *The Other Side of the Wind*, which was to star John Huston as a director modeled after Welles. His career was as defined by his many unrealized projects as by his finished ones—fitting for a filmmaker whose ambitions matched his outsize talents.

FILMOGRAPHY

1941 *Citizen Kane*
1942 *The Magnificent Ambersons*
1943 *Journey into Fear* (uncredited)
1946 *The Stranger*
1947 *The Lady from Shanghai*
1948 *Macbeth*
1952 *Othello*
1955 *Mr. Arkadin* (a.k.a., *Confidential Report*)
1958 *Touch of Evil*
1962 *The Trial*
1966 *Chimes at Midnight*
1968 *The Immortal Story*
1975 *F for Fake*
1978 *Filming "Othello"*

INTERESTING FACTS ABOUT CHIMES AT MIDNIGHT

- 1 Orson Welles called Falstaff “the most difficult part I ever played in my life.”
- 2 Welles first played Falstaff onstage as a teenager in school, and was obsessed with the character thereafter.
- 3 Welles only got funding for *Chimes at Midnight* because he promised a producer that he would also direct a film of Robert Louis Stevenson’s *Treasure Island*—which he never really planned on doing.
- 4 Welles said he edited *Chimes at Midnight* so that nearly every cut during the kinetic, violent Battle of Shrewsbury sequence would be set to a blow between soldiers.
- 5 Some of the shots of soldiers sinking into the mud during the battle sequence were filmed in a warehouse.
- 6 Other than Welles, none of the actors in *Chimes at Midnight* wear any makeup. Welles wanted everyone to have a natural look to match the gritty atmosphere.
- 7 The American press had long since turned against Welles by the time *Chimes at Midnight* was released. In its initial negative review of the film, *Time* magazine said Welles was “probably the first actor in the history of the theater to appear too fat for the role” of Falstaff.
- 8 John Gielgud, cast as King Henry IV, had to film all of his scenes in two weeks, so the actor’s double appears in many shots.