

The Making of the Mafia's Ultimate Home Movie

AFTER 25 YEARS, *GOODFELLAS* IS STILL THE CAPO OF GANGSTER CINEMA. AN EXCLUSIVE BEHIND-THE-SCENES LOOK AT HOW SCORSESE'S BLOODY EPIC BEAT THE ODDS

BY STEPHEN REBELLO







Summer 1990.

It's eight P.M. on one of those punishingly muggy, wet-shirt-stuck-to-back-of-neck southern California nights. But in the air-conditioned comfort of a movie theater smack dab in the middle of moneyed, conservative Orange County, things are about to get much hotter. There's not a seat to be had for the evening's big attraction: a preview screening of director Martin Scorsese's first new gangster movie since *Mean Streets* 17 years earlier.

Packed in the theater with hundreds of everyday moviegoers are the film's high-powered producer Irwin Winkler (*Rocky*, *Raging Bull*), executive producer Barbara De Fina (married at the time to Scorsese) and Warner Bros. board chairman Robert A. Daly, champion of Oscar winners *Chariots of Fire* and *Unforgiven*. Projectors fire up. Houselights dim. Studio reps settle in, fidget and sweat. A \$25 million celluloid Molotov cocktail is about to be hurled at an unsuspecting audience.

In interviews at the time, Scorsese described his latest picture—about how real-life Irish-Italian American street thug Henry Hill became a full-on Mafia insider and spun-out drug addict—as “a Mob home movie.” First titled *Wiseguy*, then *Made Men*, then *Good Fellas*, on preview night Saul Bass's *Psycho*-influenced title sequence read simply *Goodfellas*. Warner Bros. had slotted the movie to debut at the 47th Venice International Film Festival in early September and planned to release it in nearly 2,000 U.S. theaters on September 21, months ahead of the year's most anticipated gangster movie, Francis Ford Coppola's *The Godfather: Part III*.

In comparison with Coppola's movie, Scorsese's almost seemed an also-ran. It carried no presold, Mario Puzo-level title, and outside of Robert De Niro and Joe Pesci, it featured no name-brand

cast members to match the combined firepower of Coppola's Al Pacino, Andy Garcia and Diane Keaton. *Goodfellas* also arrived at a time when even Scorsese's staunchest admirers had been making do with *The King of Comedy* and *The Color of Money* instead of bold, innovative, bare-knuckled stunners like *Taxi Driver* and *Raging Bull*. Still, Scorsese was a name to be reckoned with, and there was poetic justice in *Goodfellas* being released by a studio synonymous with 1930s and 1940s gangster epics starring such antiheroes as James Cagney, Edward G. Robinson and Humphrey Bogart.

But once the *Goodfellas* sneak preview got rolling, things went haywire, right from the hero's first line of narration: “As far back as I can remember, I always wanted to be a gangster.”

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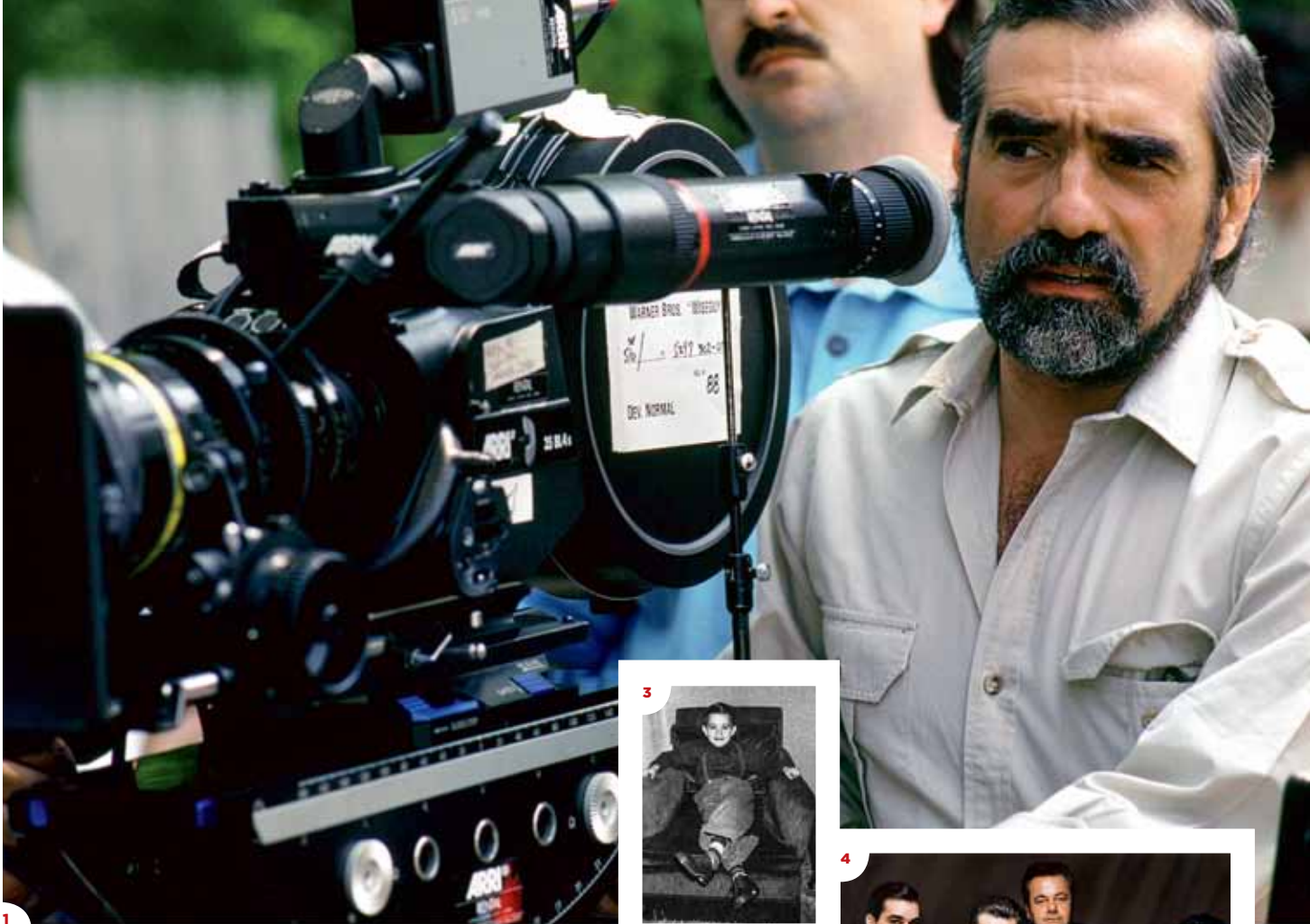
“People started running out of that theater like the place was on fire,” recalls Winkler today. “We had 38 walkouts alone after the scene where Joe Pesci's character, Tommy DeVito, knifes the body of Billy Batts in the trunk of a car. And that was just the beginning of the movie. The screening didn't go badly. It was *disastrous*.”

So disastrous that, as the movie's dark humor and merry mayhem of stabbings, shootings and cocaine-fueled freak-outs piled up, 32 more people fled the theater. After the preview, which De Fina called “scary,” studio execs read a barrage of audience reaction cards typified by one from a dissatisfied customer who'd scrawled “Fuck you” all over his. “It upset a lot of people,” says Scorsese. “People weren't prepared for the mixture of humor and violence, the lifestyle, the attitude.”

A lot of those people congregated where it really counted—the Warner Bros. boardroom. Hollywood trade paper *Variety* reported that the *Goodfellas* test screening had pulled in the poorest response in the studio's history. “When the film was initially shown to the studio, they liked it very much, but then there was pressure to cut out the violence and the drugs and the language,” says Scorsese.

1. Martin Scorsese tapped Robert De Niro for the role of Jimmy Conway after Warner Bros. demanded he cast a movie star to market to audiences. **2.** Billy Batts, played by Frank Vincent, moments before he gets whacked.





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Adds Winkler, “When you have that many people walk out, you don’t need to read the reaction cards. But we believed in the movie and thought it was everything we wanted it to be. We wanted to keep it in the shape it was in, but we knew after that preview it wouldn’t be easy.” It wasn’t.

As *Goodfellas* marks its 25th anniversary this year, it reigns as the *capo di tutti capi*, acknowledged by critics and audiences as one of the indisputably great—if not the greatest—gangster films in the genre’s 88-year history, which kicked off

with *Underworld* in 1927. It’s also one of the most quoted, influential, enjoyable and endlessly revisited movies of all time. *Goodfellas* holds a place in the Library of Congress’s National Film Registry, a prestigious list of “culturally, historically or aesthetically significant films.” David Chase, creator of *The Sopranos*, has acknowledged his debt to the film, saying, “*Goodfellas* is the Koran for me.”

Those who made the film feel its legacy constantly. “Every day of my life, total strangers talk to me about that movie



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1. “I was in the presence of Shakespeare,” says actor Paul Sorvino of Scorsese. 2. “Everything is authentic. When you see someone eating Italian food, Marty’s mom probably cooked it,” says writer Nicholas Pileggi. 3. A very young Scorsese. 4. A *Goodfellas* family portrait.

and throw lines of dialogue at me,” say Ray Liotta, who plays Henry Hill. Adds screenwriter Nicholas Pileggi, “To Mob guys who really know the world, it’s less a movie than it is a documentary. It’s real to the tiniest detail.”

Goodfellas hardly looked like a slam dunk for pop-culture immortality a quarter of a century ago, however. The saga began in 1981 when New York lawyer Robert Simels was shopping a book deal for his troubled 38-year-old client Henry Hill. As an 11-year-old working-class kid from Brooklyn, Hill began to work for local hoods in 1955 and eventually rose to full-fledged mobster, drug wholesaler and ice-blooded mechanic who did the bidding of the Luchese crime family. His exploits included masterminding the 1978 heist of \$5 million in cash and



1. Ray Liotta in the infamous, mostly improvised “You think I’m funny?” scene. 2. “Every second word from Joe Pesci was fuck,” says cameraman Michael Ballhaus. Altogether, *Goodfellas* racks up more than 200 F-bombs.

\$875,000 in jewels from John F. Kennedy International Airport with fellow gangster James Burke. On April 27, 1980, Hill was arrested on a narcotics-related charge in Nassau County, New York. Rather than do jail time or become a fugitive, he entered the Witness Protection Program. Strapped for cash and armed with a formidable memory and a gift for self-promotion, he had a story to tell—but only for the right price.

Simon & Schuster was interested in

“HENRY HILL IS OUR GUIDE INTO THE UNDERWORLD,” SAYS SCORSESE. “RAY HAD A SENSE OF GUTLELESSNESS. I ALWAYS WANTED HIM TO PLAY HENRY.”

Simel’s offer and chose Nicholas Pileggi, a well-respected, well-connected veteran New York crime reporter, as Hill’s collaborator. “I met Henry at an FBI office, and he was very out there—a hustler, sort of a wimp, clever, charming, personable, everything a writer could want,” says Pileggi, whose own father was a first-generation immigrant from Calabria, a city mere hours from Sicily. “Henry would mention a name, and I knew who these guys were, knew their nicknames and kept files on

them. That impressed Henry—that and the fact that I wasn’t judgmental about him. For two years we talked almost every day on the phone and, later, in hotel rooms, restaurants, cars, the prosecutors’ office, even in parks in the Midwest.”

Pileggi’s *Wise Guy*, published in 1986, is a compelling, ugly, highly detailed and vividly written insider’s account of a Mafia foot soldier’s rise and fall. Winning strong reviews, two unprecedented magazine cover stories and runaway

best-seller status, *Wise Guy* was “hotter than a pistol,” according to Pileggi’s agent, Sterling Lord. “Even before we started offering movie rights, I got calls from dozens of producers wanting to buy it,” Lord says. His and Pileggi’s terms? A sweet \$500,000, with no options.

“I was working at *New York* magazine when I got messages saying Marty Scorsese called,” says Pileggi. “I thought it was my friend busting my chops, so I didn’t even call back. I got home one night and my

wife [Oscar-nominated screenwriter Nora Ephron] said, ‘Are you crazy? Why won’t you talk to Marty?’ When I called him the next morning, he said he’d been looking for a book like this for years. I said, ‘Well, I’ve been waiting for this phone call all my life.’ And I meant it.”

At the time, Scorsese was in Chicago making *The Color of Money* with Paul Newman and had other projects ahead of him. “I said, ‘I want to write *Wise Guy* with you, so finish your movies, and when you’re ready, we’ll write this one,’” says Pileggi. “We never signed any papers. There was never an agreement. We just made the deal on the phone. Our agents and lawyers went bat-shit because there was no contract for them to get a piece of. I felt I knew this guy from his work, and he must have felt the same thing. It was trust.”

Wise Guy documented a world that Scorsese knew intimately as someone who’d grown up with Catholic parents in a cramped Little Italy apartment in 1940s Manhattan. Severely asthmatic and often isolated, he slept in a special oxygen tent and became not only an inveterate moviegoer but also an acute observer. “The book evoked powerful memories of growing up in Little Italy,” says Scorsese. “Memories of the people, the body language, the men standing outside the doorways and the women looking out the windows to see what was going on. *Wise Guy* deals with a tough group of people, but there were also the honest, hardworking people who were trying to make a living, stuck in a world where organized crime had a lot of power.” In fact, Scorsese’s best friend growing up was the son of a Mafia boss, according to *Goodfellas* cinematographer Michael Ballhaus. “Things might have been very different for him had Marty been a bigger, stronger boy out on the streets,” says Ballhaus. “He’s said as much to me.”

Although Scorsese and Pileggi immediately found each other to be professionally and personally simpatico, it took Irwin Winkler to make the project coalesce. “I read (continued on page 105)



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an excerpt of *Wise Guy* when I was filming *Round Midnight* in Paris," says Winkler. "I liked it and thought Hill's story was unexpected and fascinating because he was an outsider who became very much a part of the Mob's fabric. I called Nick's agent and learned that Marty was interested. Years had passed since Marty and I'd worked together on *Raging Bull*, but Nick's book was a perfect match, because Marty had grown up in that world." Winkler grabbed the rights with a \$150,000 option, plus a \$550,000 purchase price.

"Once Marty and I got working, we'd break things down, with me at the typewriter and him acting things out," says Pileggi. "We'd listened to these characters all our lives, so the dialogue came naturally. And the voice of it all came off Hill's own dialogue." Both Scorsese and Pileggi note that music influenced how they wrote certain scenes. "We were writing a scene with a long shot closing in on James Conway. He stands at a bar smoking, trying to figure out whether he wants to kill Morrie, who runs the wig shop. All of a sudden Marty tells me to type 'Cream.' I had no idea what he meant, but in the very first draft, he was envisioning not only how he was going to shoot the scene but that he wanted Cream's 'Sunshine of Your Love' in it. Marty has one of those cuckoo minds and doesn't see movies linearly. He sees and hears it all at the same time."

"That music has always been with me," says Scorsese. "I grew up with it. It's part of my life, and it goes through my head almost every day. When we were writing the script, the music dictated the action. With the stories Henry told about his life, Nick was able to put a picture together the way a jazz musician improvises. And I knew I wanted to make the movie with a structure that was free-form, that seemed to break all the rules of narrative cinema."

After more than a dozen script drafts, the property emerged as one of 1986's hottest. Warner Bros. stepped to the plate to finance the film, but production delays sidelined it. Scorsese instead grabbed Universal's offer to bankroll his long-deferred dream project based on Nikos Kazantzakis's controversial novel *The Last Temptation of Christ*. (The director had optioned the book in the late 1970s, but Paramount pulled the plug on the \$20 million film adaptation.) Upon completing the biblical

epic for Universal on a shoestring budget, Scorsese returned to *Wise Guy* in YEAR TK.

Naturally, Hollywood's young, lean and hungry found the Henry Hill role irresistible. Tom Cruise, Sean Penn, Aidan Quinn and Alec Baldwin were floated as possibilities. Scorsese supposedly wanted *Manhunter* star William Petersen, but he reportedly declined to audition. Enter Ray Liotta, who'd made waves as Melanie Griffith's volatile ex in Jonathan Demme's 1986 cult hit *Something Wild*. "I think I was the first guy they saw to play Henry," says Liotta. "That first time, Marty and I just sat and talked. I didn't hear anything. The next time I saw him was in September 1988 at the Venice Film Festival, where I was with my father for a showing of a movie I did called *Dominick and Eugene*. We were standing at a railing in the Excelsior Hotel, looking down into the lobby, when this big group of people came in. It was Marty, surrounded by bodyguards. He was at Venice for *The Last Temptation of Christ*. There was so much controversy and turmoil around that film, it was incredible."

In protest of *The Last Temptation of Christ*, religious groups threatened boycotts and riots. In October 1988 Christian fundamentalists bombed the Saint Michel Theater in Paris during a screening. "With all that stuff going on, I didn't even know if Marty was still casting *Goodfellas*," says Liotta. "But I wanted to get my face in front of him again. I went down to the lobby, saw a little opening in the crowd and reached out to him. The bodyguard pushed me away, but I kept saying, 'I just want to say hi to him.' From what I understand, when Marty saw how shyly I reacted to the bodyguard—instead of saying 'Get your fucking hands off me,' which is not at all who I am—he knew I would be right to play Henry Hill. Henry wasn't aggressive. He *watched*, hung back and let everyone else do their own thing."

"I thought Ray was terrific in *Something Wild*, and I had a feeling he would understand the world I was trying to depict," says Scorsese today. "Henry Hill is our guide into the underworld, into hell. Ray had a sense of guilelessness and innocence and yet a real toughness that the character needed. I always wanted him to play Henry." Winkler wasn't as convinced. "I kept telling Marty he should keep looking for someone other than Ray," he says. "A few bigger names were mentioned. Val Kilmer actually sent a video of himself playing Henry Hill."

Months later, while dining in Venice, California, Liotta spotted Winkler sitting with his wife across the room. He walked over to their table and introduced himself. "I know you don't want me for *Goodfellas*, but I really, really want to do it," he said. "We went outside and talked, and I liked him in person," says Winkler. "He sold himself well. I called Marty and said, 'I think you're right. Let's do it.'"

According to Liotta, the whole casting process took about a year. "I did so much homework before we started," he says. "Marty advised me not to talk to Henry, so I spent hours listening to audiotapes of him telling incredible stories, all the while eating

potato chips and making obnoxious chewing sounds—annoying, but that was Henry."

For the role of Karen Hill, Henry's explosive, pampered wife, Scorsese reportedly mulled over contenders including Melanie Griffith, Ellen Barkin and even Madonna. In the end he rolled the die with Lorraine Bracco, a former fashion model who'd made a mark in Ridley Scott's 1987 thriller *Someone to Watch Over Me*. Bracco was also married at the time to Harvey Keitel, a standout in Scorsese's *Mean Streets* and *Taxi Driver*. "She has that personality. She had complete immersion in the Italian American world, with its openness, sense of humor and great sense of truth," says Scorsese.

Liotta met Bracco for the first time at Scorsese's apartment. "She struck me as a force of nature who knows who she is and isn't afraid to tell you in her loud, overly New York accent," Liotta says. Bracco is on record saying she found Liotta "really good-looking and very sexy" when they met, adding, "We all had a drink, talked about the script and the book and *blah, blah, blah*."

The *blah, blah, blah* continued when Scorsese relocated the celebration to Rao's, an exclusive 100-plus-year-old Spanish Harlem restaurant where the deep-pocketed clientele often included high-rollers from both show business and organized crime. "It was Lorraine, Marty, Nick Pileggi, the casting director Ellen Lewis and me," says Liotta. "You hear Rao's is a place where certain types go to eat. We were having dessert and coffee when these half-assed wiseguys started coming up to the table. Suddenly there's a big circle around us, telling stories: 'I knew a guy who beat somebody up.' 'I knew a guy who stole this or that' and so on." Recalls Pileggi, "We put out the word to Mob guys around town, saying, 'If you want to be in the movie, come see us.' Marty must have hired a half dozen or so of these guys, some of them right out of the joint."

Even Liotta was assigned a mentor. "They gave me this fucking intense, huge guy as a technical advisor. He was a cop before he and his partner started doing hits for the Mob. He would open his car trunk and show me pictures of these Mob hits—decapitations, guys with eyes missing. One time he took me to lunch somewhere in the Bronx. I reached for my wallet, but it wasn't there. 'Don't worry about it,' he says, and he pays. We're walking back to the car, and all of sudden, in the middle of New York, there's my wallet. To this day, I swear he picked my pocket."

To play the hot-wired Tommy DeVito, based on real-life Lucchese family associate Tommy DeSimone, Scorsese hired Joe Pesci, who'd earned a best supporting actor Oscar nomination for *Raging Bull*. Frank Vincent was cast as Billy Batts, though he originally pursued another role. "I told Marty I wanted play Paul Cicero. When Marty said I'd be better off playing Billy Batts, I said, 'Fine, Marty, whatever you want.' He's a god; he knows," says Vincent.

The role of Paul Cicero eventually went to Paul Sorvino. "I wanted to work with Marty so much, I went in dressed like a gangster," says Sorvino. "Usually when I read a script,

I know how to play it 10 pages in. I didn't know how to do this one, so I went in, faked it and got the job. The last few days before production, I called my manager and said, 'Get me out of this. I've bamboozled the world's greatest director and I'm going to make a fool of him and myself.' The role called for a lethality I'd never expressed before. One night, I looked in a mirror to straighten my tie and was so frightened by the look I saw on my face, I jumped. What is that? I thought. Oh, that's the *character*. It was like a form of inhabitation."

Scorsese rounded out the cast with up-and-comers Ileana Douglas, Debi Mazar, Samuel L. Jackson and Michael Imperoli alongside character types Vincent Pastore, Tony Sirico, Chuck Low, Tony Lip, Frank Adonis and others, many of whom later turned up on *The Sopranos*. To play the young Henry Hill, Scorsese tapped 12-year-old Christopher Serrone, a Queens resident and model. Given that lineup, it's not surprising the studio refused to greenlight the movie until the filmmakers got a big-name star to play Jimmy Conway.

A showpiece supporting role if there ever was one, the character was based on real-life Lucchese family intimate James Burke, architect of the 1978 jewel heist at JFK airport and, later, the assassination of his cohorts in that crime. Al Pacino got the offer first, but the *Godfather* star feared typecasting. John Malkovich also passed, as did, reportedly, Jon Voight.

"One day Marty said, 'I think we got Bob De Niro for Jimmy,'" remembers Pileggi. "I'd known him when he was a young, hustling actor in the early 1970s and I was writing about the Mob for *New York* magazine. I'd have coffee with him at Dunkin' Donuts and he kept trying to convince me to meet, it turns out, Marty Scorsese when they were working on *Mean Streets*. I didn't want to go chasing after actors, so I never

took him up on it. Twenty years pass and I'm in Marty's apartment working on *Goodfellas*. Bob walks in the door and says, 'Do you remember me?' Who the hell in the world is going to forget him? I said, 'Yes, you're Robert De Niro. I remember you.' He turns to Marty and says, 'I was telling you about this guy years ago.' Marty says, 'Well, better late than never.'"

According to Winkler, De Niro solved everything for the studio. "They were fine after that," he says.

After two weeks of rehearsals, Scorsese called action on Monday, May 1, 1989. Almost immediately, the movie's title was changed to avoid confusion with both the CBS TV series *Wiseguy* and Brian De Palma's 1986 bomb, *Wiseguys*. Although production commenced with a tight script, Scorsese used his and Pileggi's work more as a launching pad. "Marty first works with the actors, improvising and paraphrasing around the words," says Sorvino. "That's how Marty, me, Bobby and Ray ran through a scene. When we finished, Marty would say, 'Very good.' I said to myself, 'This is the great Martin Scorsese? That was no good. My God, we're in for a bad night.' After 40 minutes, with Marty directing our improvisations, the soufflé had risen beautifully. I realized I'd better shut up. I was in the presence of Beethoven and Shakespeare. When he gets what he wants, you end up with a potpourri of script and improvisation, all under the tutelage of a great maestro. Forty percent of the movie is actually improvised."

The notoriously reticent De Niro has admitted that Scorsese's willingness to improvise is fundamental to their relationship's dynamic. "We're best friends when we work together," he has said. "Marty and I have a special way of communicating. He's very open. If you work with certain directors, all of a sudden you start closing

down. You think whatever idea you come up with is not going to get a good response. With Marty, it's the opposite. The more you come up with, the more enthusiastic he gets. That's what makes it a joyous experience, as opposed to a job."

Scorsese agrees. "Trust was the key element in our collaboration," he says. "Also, Bob spent time in my neighborhood when I was growing up. He was with a different group, but we knew the same people and had the same experiences."

Both longtime and first-time Scorsese collaborators noted the director's obsession with nailing the production's period details—what the director described as "memories of an eight-year-old kid; memories of how they looked, dressed, talked and moved." Scorsese was scrupulous about every detail on set, down to collar lengths and necktie knots. "Marty tied my tie every day," says Liotta. "It had to be done in a certain way. It's the most exhilarating thing to be around people who are that committed. You learn quickly that he gets whatever he wants to make his movie the way he envisions it." Scorsese even escorted De Niro and Pesci to an Italian tailor, who fitted them with authentic suits made from expensive imported fabric. When De Niro's character required vintage watches, a Madison Avenue vintage timepiece dealer closed his shop to allow the actor privacy while making his selections. To match Liotta's eye color exactly, the young Serrone wore \$12,000 hand-painted Italian lenses. When Pesci needed pinkie rings, antiques dealers were lined up to supply the baubles. When De Niro wanted his pocket to bulge with a gangster-style roll of \$5,000 in real greenbacks, a production aide handled the demand daily. "Marty wants his actors to feel like they're in a real situation where everything is authentic," says Pileggi. "When you see someone in the movie eating Italian food, Marty's mom and dad probably cooked it."

Bracco took a similarly dramatic stand for her character—and herself. Early in production, just as Scorsese was about to film a tense bedroom scene between Bracco and Liotta in a Queens apartment, the actress suddenly refused to work. She had noticed the set was dressed with fake jewelry instead of the real thing, and she was not happy. Her reasoning—that her character was "the princess, and princesses have real stuff"—threw the company for a loop. "No one took her aside and told her to cut the crap," says Kristi Zea, the production designer. "I went to the assistant director, then to Marty, who was desperate to get going. They said, 'Get some fucking jewels.' After spending half an hour running up and down Queens Boulevard, hitting every jewelry store and putting \$5,000 on my American Express card, I came back with bags of jewelry and spread it on top of the dresser. I was seething."

Fireworks ignited again during the filming of that scene, in which Bracco's character, enraged, confronts her philandering husband by straddling him in bed and pointing a gun at his face. "On one take, Ray pulled her and threw her to the floor," recalls Ballhaus. "Lorraine started crying



"Be gentle, Willard. It's my first time...in the front seat...of an SUV...on 78th Street...at night...."

and sobbing. It was emotional for us all. I think Ray did something they hadn't rehearsed, and Lorraine felt it deeply, both as her character and as a person."

Scorsese's cast members were not always as tight and collegial as they appear on film. Though "Young Henry" Serrone remembers being "taken under everyone's wing," especially De Niro's, Liotta sometimes felt excluded. "The relationship between Bob and me was nonexistent," he says. "I thought of him and Pesci as my big brothers, so after rehearsal I'd ask, 'You want to go get something to eat?' And it was like, 'No.' It was a great education for someone just starting out, though." Admittedly, Liotta faced big challenges at the time, not only as a young actor potentially on the brink of major stardom but also in his personal life. "My mother was sick with cancer, and I was working when they called and told me she died," says Liotta. "I got emotional. Marty came to my trailer and calmed me down, saying, 'Let's go finish this.' I finished the scene, went home for the funeral and was back to work on Monday. Having work to focus on was the best thing that could have happened."

Things got heated during the filming of a scene on Long Island where Henry Hill brutally pistol whips a neighbor who has harassed his fiancée. Mark Evan Jacobs plays the character on the receiving end of Hill's beat-down. "Ray and I were foes," Jacobs says, "and Scorsese kept him riled up on the other side of the street, telling him the things my character had been doing to Karen. Ray was having a hard time in his personal life and was boiling with rage. We tried to keep the anger in control, but it's hard to control someone in that state. Marty kept going take after take. On one take, Ray got a little too close and I got hit. On a few takes, Scorsese grimaced like he was in pain and kind of laughing sadistically, like, 'Oh boy, this is going to be good.' That was a tense day for everybody—especially for the guy who owned that vintage Corvette they used. He kept warning us not to damage his car. I wasn't even sure the scene was any good until I saw it with the sound and cutting. It was brutal."

Many mention Scorsese schooling them in the finer points of how to deal with—and learn from—the Mob-related extras who gravitated to the set. "When we were about to shoot something, Marty would bring over these real Mafia guys and ask, 'Is this the right way of doing it?'" says Ballhaus. "They would always say, 'No, it was much worse.' I listened to discussions about whether there was enough brain matter and blood. 'Should we add more brain to it?' That was too much for me. I'd go home and vomit."

Goodfellas collaborators tell tales of grueling 18-hour shooting schedules, sometimes with as many as three different location setups per day. One of the most intricate setups was for the showstopper in Manhattan's legendary Copacabana nightclub. The scene, a date night for Henry and Karen, boasts a ballsy three-minute Steadicam tracking shot choreographed to the Crystals' 1963 hit "Then He Kissed Me." The sequence sweeps the audience along with the characters as they cross the street to the

Copa, descend a flight of stairs, slip into the club's back entrance, navigate a maze of corridors, dodge workers in the kitchen and finally enter the club, where waiters set them up at a VIP table. "The whole idea was that the audience would be swept along by Henry into his world so that you would understand why Karen was so flabbergasted by this guy," says Ballhaus. "The choreography was so complicated, we had to make physical adjustments, like building a dark alley for Ray and Lorraine to walk through. For the sake of the movement, we had to change the entrance, so what you see in the film is not the real Copacabana entrance. We literally took away the walls while the camera was in motion." Zea, the production designer, describes it as "madness," saying "carpenters dressed in black grabbed the walls and ran away with them."

For added authenticity, Scorsese helicoptered veteran nightclub comic Henny Youngman to the set from his gig in Atlantic City. "Henny was supposed to come out on stage and say his signature line, 'Take my wife, please,' which he must have said thousands of times in his career," says Ballhaus. "On the eighth take—the one we thought was the best take, of course—he forgot it. He was so old it didn't seem to disturb him much, but he didn't know how complicated that shot was for all of us." Complicated and something of an inside joke too. In the 1987 crime epic *The Untouchables*, Brian De Palma wows audiences with a long tracking shot by cinematographer Stephen H. Burum. Scorsese told crew members he thought it would be funny to do the Copa scene one minute longer.

Joe Pesci contributed what many cite as the single most memorable moment in the movie: the unhinged, funny and terrifying riff that begins with "You think I'm funny?" Filmed at the now-defunct Hawaii Kai Restaurant at 50th Street and Broadway, the scene was a product of improvisation. "We were sitting around talking, with Marty listening to every word, when Joe told a story about someone saying to him, 'You're a funny guy,'" Liotta says. "Marty said, 'Great. Put that in.' We improv'd and improv'd it, and Marty set it in stone. The tension breaker was supposed to be when I say 'Get the fuck outta here, Tommy,' but we let the moment linger just to see what might happen. I don't know why, but I said, 'You really are a funny guy!' and Joe went for the gun. We made that up right on the spot." Winkler, the producer, was on set that day alongside studio executives. "Even listening to it, I was frightened," he says.

Maintaining the film's tightrope walk of big laughs punctuated by unnerving violence and authentic street language would later demand that the moviemakers take a stand against pressure from the studio and the censors. "We counted the *fucks*, and there were 285. Every second word from Joe Pesci was *fuck*," says Ballhaus. "And the violence? Well, that was also very hard to take. I thought it was a great story and I like Marty so much, but honestly, the more I got into it, the more afraid the project made me."

Scorsese and company wrapped

production in December 1989 with high artistic and box-office expectations. Armed with a completed film, the moviemakers braved that fateful May 1990 sneak preview in Orange County only to receive blistering blowback. Although a second screening was held, it didn't go much better than the first. According to Thelma Schoonmaker, Scorsese's longtime film editor, the director was not happy. "Whenever Marty gets upset, it's about his artistic freedom, and rightfully so," Schoonmaker has said. Pileggi credits Warner Bros. chairman Daly for arguing with the ratings board and "trying to show that Marty wasn't glorifying the violence but was against it." Although Daly has acknowledged even he found the movie "tough in a few spots," in the end Scorsese cut only 10 frames of blood to duck an X rating and win the film an R.

Still, the calamitous sneak previews and ratings skirmish eroded confidence. Instead of *Goodfellas* opening in 2,000 theaters as the studio had planned, the number was cut to 1,070. "Those theaters went to *Dances With Wolves*, and the industry and

awards momentum shifted to that movie instead," Pileggi says.

Nonetheless, the *Goodfellas* East Coast premiere at Manhattan's posh Ziegfeld Theater drew such celebrities as Madonna, Christopher Reeve, Chevy Chase and Brooke Shields. Henry Hill also attended. The audience response was bullish. "At first I thought it was a terribly violent, bad movie that shouldn't have been made," says Sorvino. "I thought I was boring in it. Everyone around me said, 'Are you nuts?' About three hours later, I came to my senses. It was almost as if I was so stunned, I couldn't judge that it was up there with earth shifters like *On the Waterfront* and *Casablanca*." The critics weighed in, largely with raves. In the *Chicago Sun-Times*, Roger Ebert declared it a better film about organized crime than *The Godfather*.

Unlike the unsuspecting preview audiences, paying audiences were fully prepared. "It was a difficult movie to sell, because it played like a comedy, but it *wasn't* a comedy," says Scorsese. "What do you tell them they're coming to see? By the time we

opened, the word had got around, and people were prepared for it." That is, people were prepared for a funny, explosive and violent wild ride. Scorsese received the Silver Lion for best direction at the Venice International Film Festival. When Oscar nominations were announced, *Goodfellas* was in the running for best picture, director, editing, adapted screenplay, supporting actor and supporting actress. In the end, though, only Pesci went home with a gold statue.

"If Marty were to make *Goodfellas* in 2015, he would win best director. There would be no question," says Pileggi. "In those days, it was all about *Dances With Wolves* and Kevin Costner, who did a terrific job when Hollywood was still happy for a cowboy movie to be a big success. In 10 years it would have been different for Marty. Years from now, when the Wall Street thing begins crunching out and you wind up with more convictions, his *Wolf of Wall Street* will be much more accepted. The guy Leonardo DiCaprio plays is Henry Hill with a pencil."

Pileggi, Scorsese, De Niro and Pesci reunited for the 1995 crime film *Casino*, but 25 years on, *Goodfellas* prevails as the gold standard for every subsequent gangster film and TV series. Many critics believe the film is Scorsese's best to date, and there's even talk of an AMC miniseries. Pileggi is currently scripting what he hopes will be his and the director's third feature film together.

And what of Henry Hill, with whom the whole saga began? Liotta encountered Hill several times over the years. "When Henry was still a wanted guy in witness protection, I got a call to meet him and his brother at a bowling alley in Studio City, California," he says. "They were the only two men sitting with their backs to the wall. The brother was scary-looking—the real fucking deal—but turned out to be a great guy. I went over timidly, and Henry said, 'I saw the movie. Thanks for not making me look like a scumbag.' I didn't say what I was thinking, which was 'You fucking ratted on your friends. Of course you're a scumbag.' I'd run into him over the years, and he was always whacked out, looking like he'd been doing something all night. He was a sweet, nice guy who had a lot of trouble in his life."

Pileggi also had encounters with Hill. "As long as there was a telephone nearby, Henry would hustle, plot, be on the make and sell books and artwork on his website," he says. "He liked talking to my wife and would tell her stories. One day, my wife decided to do a script about someone in the Witness Protection Program. It turned into *My Blue Heaven* starring Steve Martin. Henry saw it and said, 'That's my story. You got *Goodfellas* and *My Blue Heaven* out of me.' The favorite movie of real guys in witness protection isn't *Goodfellas*; it's *My Blue Heaven*. Henry loved being famous. He loved that attention."

What Hill probably wouldn't have liked were the anticlimactic circumstances of his death, on June 12, 2012, one day after his 69th birthday. Hill died in a hospital from complications due to heart disease. Is that any way for a goodfella to check out?



"Is that my sex therapist, dear?"

