



Batman Returns (1992 Film)

“I’m a huge sucker for that kind of sentimentality.”

—Danny Elfman, *Batman Returns* composer

Due to the massive success of Tim Burton’s 1989 hit, studio executives were eager to produce a sequel. Burton was initially reluctant to return for a second *Batman* film due to the discontent he experienced over producers’ inserting overbearing creative influences on *Batman*.⁷⁹ Subsequently, Burton only agreed to return for a sequel once the studio guaranteed him far more creative control over the film.

Burton’s 1992 sequel *Batman Returns* continued his dark, gritty interpretation of Gotham City with an introduction of two antagonists both forged from victimhood: The Penguin and Catwoman. Both antagonists were chosen for specific reasons. Burton knew he wanted Catwoman in the film, finding the morally ambiguous female to be a fascinating counterpart for the Batman character. The Penguin was chosen because he was perceived to be one of Batman’s most popular and well-known villains after the Joker.

Despite the film being profitable, it performed well under the previous *Batman* box-office sales. The lower-than-expected performance was considered a byproduct of the film’s backlash against its darker tone and more mature content — such as “horrific images of cruelty to children and animals, gleeful sadism, senseless murder and kinky sexuality.”⁸⁰ Corporations (like McDonald’s) whose business interests in the movie franchise relied on promotional tie-ins were not pleased with the not-so-family-friendly film. Additionally, critics and audiences

gave *Batman Returns* mixed reviews. Some criticized the movie for juggling too many characters and plots, while others praised the film's focus on emotional character arcs within the realm of an action movie — particularly for the sympathetic portrayals of its two main villains.

Danny Elfman returned as the composer (along with Steve Bartek as his orchestrator) and continued his same approach for 1989's *Batman* through an emphasis on darker-sounding thematic music. Elfman incorporated music from his previous score for the 1989 film *Batman* — most notably his theme for Batman — while writing new musical themes for the latest villains wreaking havoc on Gotham City in this highly-anticipated sequel. Due to the increased number of central characters and musical concepts, Elfman composed a massive film score consisting of approximately 93 minutes of music. The composer's music itself was praised, but the film's extensive use of “wall to wall” sound made some critics believe the score to be “overblown” and “excessive.”⁸¹ Even Elfman later revealed in a 1995 interview that he believed the movie has too much music.⁸² Despite Elfman finding the film to be his “toughest score” to write due to being “more difficult on every level,” his music for *Batman Returns* is considered by many to be some of his best musical work.⁸³

Score Spotlight: The Penguin

Burton introduces a physically deformed Oswald Cobblepot, who eventually grows into owning the nickname the Penguin that was forced upon him by a seemingly mocking and unforgiving society. The Penguin's feelings of anger and vengeance grow out of deep-rooted childhood trauma from being abandoned by his parents (who tossed him into the river as a baby in a covered basket). He spent his life as an orphan living in the sewers beneath Gotham, staring at other people's lives through the prison-like bars of sewer grates, his only ‘family’ being a group of circus performers who become his criminal followers. In the character's first major scene, the Penguin (now an adult) expresses his desires for acknowledgment and validation:

“I wasn’t born in the sewer, you know. I come from [above] like you. And, like you, I want some respect. A recognition of my basic humanity...simple stuff that the good people of Gotham take for granted.”⁸⁴

The Penguin eventually embarks on a plan that reintroduces himself to Gotham’s society with an attempt at being seen as a civilized man, leading him to run for political office. This duality of ‘man’ and ‘beast’ is evident in the character’s upper-class gentlemanly tuxedo outfits (accompanied by accessories such as top hats, monocles, and umbrellas) meant to distract from his physical deformities (such as webbed hands, sickly-pale skin, and a beak-like pointed nose). The Penguin ultimately reveals his grand vengeance plan to murder all of the first-born sons of Gotham.

Actor Danny DeVito, who portrays the Penguin, saw his character’s behavior as a reaction to lifelong abandonment and victimhood. DeVito believed down deep “there’s still that humanity” from the emotional damage of what the Penguin missed in life, “things that Oswald’s never been exposed to — things that were never available to him”⁸⁵ DeVito also said he was deeply inspired by a painting that Burton gave him when they first met about the film. The artwork depicted “a little creature on a yellow ball with red and white stripes” and was accompanied by a caption that read, “My name is Jimmy, but my friends call me the hideous penguin boy”⁸⁶ During a 2017 interview, DeVito expressed how much he still treasures the painting by admitting, “I carry it around with me wherever I go.”⁸⁷

The Penguin’s score is a theatrical musical theme by composer Danny Elfman. The composer indulged in composing for the dramatic villain, as evident during an interview where the reporter who spent time with Elfman declares, “scoring the sinister schemer, the Penguin, was his favorite.”⁸⁸ The melody consistently outlines the first three notes of a minor music scale (American audiences typically perceive minor music as ‘dark’ sounding). Poetically, the melody is an inversion of Elfman’s theme for the Batman character (which also utilizes the tonic minor third interval). The Penguin’s melody descends on these notes while Batman’s melody ascends them, thus creating a subconscious ‘dark mirror

image' narrative between the protagonist and antagonist. This technique allowed Elfman to show a contrast between the Penguin and Batman in a different way than the composer's contrasting scores for the Joker and Batman in the previous 1989 *Batman* film. For the Joker, Elfman composed an entirely different peppy colorful theme that differed from Batman's darker brooding theme. For the Penguin, Elfman took Batman's theme and turned it on its head.

This melodic theme for the Penguin presents itself in two specific contrasting ways, representing the duality of his existence. At times, the theme executes in dramatic operatic fashion through full orchestra accompanied by pipe organ and choir, conjuring sounds of a gothic circus-like lair. At other times, the theme plays on a mallet percussion instrument called a glockenspiel, interpreting the melody as a haunting children's lullaby creepily played on a music box. The first execution evokes the eccentric adult 'Penguin' persona, a theatrical circus-like character; the second execution evokes the uncomfortableness of an abandoned child-age Oswald Cobblepot. Elfman approaches The Penguin's musical theme from different angles to fully grasp the contrasting personality and pain of the character. This musical duality consequently conflicts audiences with their contrasting reactions of empathy and disgust.

Elfman embraced the overtly dramatic and operatic qualities of the Penguin's music. Actor Danny DeVito reveled in being "larger than life" as the villainous Penguin leading his army of penguins.⁸⁹ Thus, Elfman's highly theatrical score matched the heightened intensity of DeVito's performance. Elfman desired to write melodies that had "a grand, overblown quality" to match the Penguin's stage-like presence.⁹⁰ The composer described his perspective of the villain's on-screen portrayal by stating, "whenever he walked on the stage, I saw the Penguin as an opera singer who was about to deliver an aria" (an aria is a long solo song performed by a character in an opera).⁹¹

By the end of the film, the Penguin dies a dramatic death, and a group of his penguin soldiers ceremonially wades him into the sewer water. During an interview, Elfman describes

this scene as the prime example of the operatic feel that the music must emotionally evoke:

“I felt really silly. Like, I’m scoring the end — the Penguin’s death — and I was playing it [the music] for my wife at the time, and I’m getting all [mimics wiping a tear from his eye]. They’re giant guys in penguin suits dragging the guy [the Penguin] down to the water, and I’m getting teary-eyed.”⁹²

In a later interview, Elfman further elaborates on his fondness for scoring the Penguin’s character arc, letting the music represent the tragic villain’s death come full circle from his birth:

“There was this great sequence of the basket flowing down the river and into the sewers. That was very close to my heart. The abandoned baby. The Penguin’s death at the end. As silly as it is, I loved that. The Penguins carry his body into the water. I’m a huge sucker for that kind of sentimentality.”⁹³

Audiences seemingly hear this emotional struggle between villain and victim in Elfman’s music for the Penguin. Some viewers find the Penguin’s music “disturbing,” “very unsettling” and “traumatizing,” while others believe the music makes them feel “sympathy” and “pity” for the villain character.⁹⁴ One audience member thinks the Penguin’s music makes the villain seem “angry” and “unstable,” while another viewer states the music “makes me feel sad and feel sorry for the Penguin.”⁹⁵ Additional online comments show people describing Elfman’s music for the Penguin as sounding “evil,” “really intimidating,” “haunting,” “schizophrenic,” “dark,” “melancholy,” “impending,” and “sinister.”⁹⁶

Elfman’s musical score for the Penguin is best heard in the following tracks on the film’s soundtrack:⁹⁷

- “Birth of a Penguin”
- “The Lair”
- “The Cemetery”
- “The Rise and Fall from Grace”
- “The Children’s Hour”
- “The Final Confrontation”
- “Finale”

Score Spotlight: Catwoman

Catwoman begins as Selina Kyle, initially an insecure, yet loyal secretary to corrupt business mogul Max Shrek. When Shrek learns that Kyle inadvertently discovered his secret scheme to control all generated power in Gotham City, he pushes her out of a high window. She miraculously survives the fall and regains consciousness (with assistance from stray cats in the alleyway where she landed). Upon returning home, Kyle suffers a violent psychotic breakdown, wrecks her apartment, sews a homemade ‘cat’ costume out of a black leather raincoat, and gives herself the name Catwoman.

As Catwoman, Kyle executes martial arts-style fighting while wearing a tight-fitting black leather outfit and face mask (in reality, the suit was made of latex).⁹⁸ The suit (which Pfeiffer found to be “so beautiful”) is “tattered and stitched together like a bizarre rag doll” and resembles the fetish look of a domiatrix.⁹⁹ Additionally, she weaponizes herself with a matching black leather bullwhip and razor-sharp claw-like ‘fingernails’ assembled out of household items (such as thimbles, razors, and wire).¹⁰⁰ With her newly birthed confident identity, Kyle’s one purposeful goal is to destroy the overly powerful who inflict injustice on those beneath them — especially Shrek. She battles anyone who stands in her path of destruction, including Batman.

Catwoman is portrayed more as a misguided antagonist than a villain with sinister intentions. She seeks to right certain wrongs, but through manipulative seduction and violent revenge instead of societal, judicial systems. Her dual personality and seemingly ambiguous moralism lead to a war within herself between her two personas of Selina Kyle and Catwoman. During a scene where Kyle is opening up to her new romance Bruce Wayne (who unbeknownst to her is Batman), she confesses her revenge scheme:

“Don’t give me a ‘killing Max won’t solve anything’ speech, because it will. Aren’t you tired of this sanctimonious robber baron always coming out on top when he should be six feet under?”¹⁰¹

Catwoman actress Michelle Pfeiffer felt surprised and challenged by the psychological complexity of the character and

believed it to be “actually one of the most challenging roles I’ve done.”¹⁰² The character’s musical score further represents this psychological complexity.

Composer Danny Elfman’s music for Catwoman is two-fold. Melodically, Catwoman’s theme is very similar to the Penguin’s theme (which consequently is also similar to Batman’s theme). Just like the Penguin’s (and Batman’s) theme, Catwoman’s theme melodically outlines the first three notes of a minor scale. This musical similarity gives Catwoman, the Penguin, and Batman themes built on nearly identical proportions and scale tones, creating a connection between three duality-based trauma victims who develop animal alter egos for identity.¹⁰³ This commonality among the three characters’ musical themes was purposeful, as explained by Elfman during an interview:

“This one [Batman Returns] had three distinct characters... each just as important as the next. And so, I had three primary themes. Each one had to go through its own permutations and different mood changes. Yet, they all had to work together — either in different pairs or all three of them at the same time.”¹⁰⁴

Elfman found it “very tricky” to compose three distinct themes (Batman, the Penguin, and Catwoman) that successfully weave together.¹⁰⁵ Although all three prominent musical themes are somewhat connected, Catwoman’s melody is slightly varied and inverted from both the Penguin’s and Batman’s melodies. Thus, her score designs a musical representation of an antiheroine caught between a perceived true villain and a true hero, struggling with whose values she aligns.

A secondary layer to Catwoman’s music is its incorporation of a specific sound effect of high-pitched string-bends. Elfman described this sound as “1960s slinky, bending style of strings.”¹⁰⁶ This string effect conjures up moods of mystery, sleekness, and dark seduction, as well as imitates a playful nod to ‘meowing’ sounds of cats — a sound quality Elfman describes as “catty.”¹⁰⁷ Incorporating a darker sexual sound within Catwoman’s score represents older Hollywood musical conventions of scoring a female character through the lens of sexuality (it should be noted that this tactic is now often argued to be a clichéd reinforcement of pandering and sexist music tropes).¹⁰⁸

This two-fold musical approach of playful slinky strings with a more serious melodic theme challenges audiences to form emotional reactions torn between sympathy and condemnation, connecting the viewers' struggle of defining the antiheroine with the character's struggle of defining herself. During the pivotal scene of Selina Kyle's cat-induced resuscitation and her subsequent psychotic breakdown in her apartment, her music begins developing and evolving with her, as described by Elfman:

"This is the moment where she is in the process of becoming Catwoman. And so, that's why it sounds a little confused and strange-sounding at this particular moment because she's not quite sure who she is...she's in the process of becoming something else. She's transforming."¹⁰⁹

As this scene reveals a confused Selina Kyle transforming into a confident Catwoman, her sonic background evolves from a concoction of tones and sound effects into a fully realized theme. Burton even acknowledges this transformation scene's score as "one of my favorite pieces of music."¹¹⁰ Ultimately, Elfman's Catwoman score gives audiences a musical representation of a character lingering on ever-tipping balances between seduction versus strength, self-interest versus moralism, and victim versus victimizer.

By the time Catwoman's musical theme is fully developed in the film, audiences are presented with rotating themes for each of the three central characters: Batman, the Penguin, and Catwoman. The use of recurring musical themes assigned to specific characters is a historical composition technique called *leitmotifs* that dates back to European opera. 19th-century composer Richard Wagner made use of leitmotifs in his operas by assigning a melodic theme for each main character, which would repeatedly play when the characters were on stage. Subsequently, 20th-century film composers started imploring this same technique. Film leitmotifs function as ways to evoke the audiences' memories of specific characters, denote the on-screen visuals of those characters, and possibly foreshadow their upcoming on-screen entrances.¹¹¹ Film composers use leitmotifs to create a meaningful connection between audiences and the people they see on the screen.

Since Elfman was inspired by classic Hollywood orchestral film scores (as discussed in the previous chapter), the prominence of three central characters allowed the composer the opportunity to execute a score predominantly built on leitmotifs. Thus, he wrote unique thematic melodies that matched in tone and emotion the persona of each main character. Batman's theme is dark, yet heroic; the Penguin's theme is heavy and operatic; Catwoman's theme is mysterious and off-balance. All three leitmotifs are simultaneously built on layered emotions while indulging in musical clichés. As author Kevin J. Donnelly describes them: Batman's theme is "heroic," the Penguin's theme is "plodding' like a penguin," and Catwoman's theme is "'scratchy' like a cat."¹¹²

These three leitmotifs contrast and complement each other at the same time, as evident during a pivotal sequence halfway through the film where all three characters briefly share the screen together (the only moment in the film where all three appear together). The sequence begins with Batman and the Penguin confronting each other for the first time. Meanwhile, Catwoman sets off a bomb in a nearby department store owned by her murderous boss. As she flees the crime scene, she runs into Batman and the Penguin, interrupting the two men's exchange. All three characters momentarily stare at each other in silence before Catwoman breaks the tension by sarcastically saying, "meow."¹¹³ The department store then abruptly explodes, causing all three characters to scatter from each other. The sequence is brief but impactful, accompanied by Elfman's score that quickly moves through all three leitmotifs in impressive succession. These crucial moments on the screen exemplify how all three musical themes are independent while maintaining a connective fluidity.

Audiences display a mixture of reactions to both Catwoman's strength and victimhood. Some viewers feel Elfman's music makes Catwoman appear "liberated," "fierce," "dangerous," "violent," "manic," and "frightening."¹¹⁴ In contrast, other audiences found the music portrayed her as "tortured," "tormented," "sad," and "brought to her breaking point."¹¹⁵ Additional reactions from audience members include descriptions of Catwoman's music making them feel

“scared,” “intimidated,” “uncomfortable,” and “weirded-out.”¹¹⁶ Moreover, online comments from viewers describe Elfman’s musical score for Catwoman as “creepy,” “emotional,” “tragic,” “dark,” “powerful,” “perfect,” “iconic,” “gives me goosebumps,” and “a descent into madness.”¹¹⁷

Elfman’s musical score for Catwoman is best heard in the following tracks on the *Batman Returns* original score soundtrack:¹¹⁸

- “Selina Transforms”
- “Catsuit”
- “Sore Spots”
- “Rooftops”
- “The Final Confrontation”