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In the fall, Globe reporter Mark Feeney talked with Gordon Willis at his Falmouth home about his life and work. Here is a transcript of his conversation with the acclaimed cinematographer.

What do you do in retirement? How do you keep busy?

I teach, I lecture. My wife and I spend time together.

A lot of people I'm friends with they're not shooting any more. Really, you can work if you want to work. But I'm just not interested in working, because it's not really fulfilling to do it that way. But I'm perfectly willing to share, teach, do anything of that kind, lecture, which I do. I find that's fine. Although I find a lot of kids at film school now are very vacuous [laughs]. They're kind of like, "All I want to know is how do I get to the money."

There are no short cuts, basically. It doesn't really matter whether you're shooting high definition. High-def doesn't remove thinking. It's just another form of recording. Sometimes, though, it's very gratifying [teaching and lecturing]. You occasionally meet very bright people.

You worked your way up into the trade. If you were starting out today, would you go to film school?

No. Well, I suppose if I were bagging groceries and wanted to make movies I'd go to film school. But I was fortunate enough to grow up in a family that was in the business [Willis's father was a make-up man for Warner Bros.]. So I'm kind of a believer in pursuing things. Or as my father used to say, "Keep dancing." Because you don't really know. One thing leads to another. I just got jobs when I could get jobs. A little theater in summer stock (I wanted to be an actor when I was a kid _ luckily, I didn't do that). Then I became interested in photography, did a lot of still work.

Do you do still photography now?

I shoot a lot of stills now. But not on a professional level. And I don't shoot film anymore. I shoot digital, because it's quicker and easier for me.

But as I said, one thing leads to another. Then I went into the service and had enough experience to get what they call a bypass photo number. I made movies in the Air Force. So I learned by spending their money, so to speak. When I came out, actually, I didn't realize that I was dumber than dirt [laughs]: I didn't really know much! One thing led to another and I was able to get into the union in New York. I started working as an assistant cameraman, hacking my way up.

I've said this before, but nothing good ever happened to me that wasn't because of someone else. People have this vision, "I'm doing this, I'm doing that." Actually, you don't do anything. You do the best you can and then somebody else decides what you're worth. I was very fortunate; I met a lot of nice people who gave me a break.

Did you shoot features as a cameraman? I know you did documentaries.

Coming up, you mean?

Yeah, before you became a D[irector of] P[hotography].

No. What I did was I worked in and out. See, when you lived in New York and were working in film, there was a sort of commercial–industrial orientation to film. So I worked a lot of commercials, which was good, because they did a lot of things in commercials in those days where you were able to learn a great deal technically, so to speak. But then features would come into town and they'd shoot for two–three weeks or whatever. I'd get jobs as an assistant cameraman with the West Coast unit, so you got to know people who worked there. So my feature experience while I was in New York as an assistant was getting jobs on occasion with feature companies that would come in and out.

I was working in a commercial house when a friend who's now passed away, Aram Avakian , who was a cutter. He was going to make this movie from John Barth's novel "The End of the Road." Very contemporary. He wanted to get a group of people together who hadn't done a lot of Hollywood–type features. He wanted everyone to do their own thing. He hired me and he hired some other people. The strange part about it is James Earl Jones and Stacy Keach were in the film. Aram and everybody

else involved with him went down the toilet. My career started and, of course, Jimmy Jones and Stacy were fine. So that was kind of sad for Aram.

That was actually shot in Massachusetts, in Great Barrington, in a big factory that's no longer there. But that's where it started. There was a lot of stuff in there that no one really was doing in movies.

You said that when you were young you wanted to be an actor. Do you think that's helped you as a cinematographer?

Well, let me put it this way. I get along with actors. I'm very sympathetic with what they're doing. Your job is to environmentally support what they're doing. So from that standpoint I'm very sympathetic with what actors have to achieve.

On the other hand, I don't like actors calling me up at 2 in the morning wanting to know, "Who am I?" That's for the director. "Who am I? What am I doing?" I don't really want to be bothered with that. I don't have the patience. When an actor doesn't want to do something, I lose patience very quickly.

At the same time, their instincts can be quite helpful. So you have to balance what you're doing with who you're dealing with. Ninety-nine percent of the time I've been dealing with actors who are not only gifted but good people. I've been very lucky that way _ with directors as well.

I once interviewed [two-time Academy Award-winning screenwriter] William Goldman.

Yup.

I asked him how come he'd never directed.

Yeah.

His answer was great. "I don't understand actors."

Well, he's got a point there. Bill is very good _ a great guy, too.

There is a great intelligence in that remark [laughs]. If I talk to an actor, he'll know he better move or he'll get knocked down [with the camera].

But that's something structural and physical. But a director has to approach actors in an entirely different way. I think that's what Bill meant when he said "I don't understand actors." There's kind of a door in dealing with actors to get in and out of their head. There's the other school of directing actors, which is let 'em do what they want and I'll come up with something. Wrong. That doesn't work. They think it's working, but it doesn't work.

So a gifted director who can help or make an actor come up with the goods is good stuff.

You mentioned your first photographic work was in stills and you do still photography now. With various of your films, people have cited their painterliness or a Rembrandtesque quality _

Yeah, right, right.

Are there any still photographers who influenced you _ or that you particularly like?

No.

People misunderstand that when I say it. I guess the best way to put it is I've taken all these images or things that move me or I liked and I've sort of made this bouillabaisse in my head. I like it, that's all. It's the same thing with movies. There's a whole school of moviemaking at Warner Bros. in the late '30s and '40s that I loved. "Well, who's your favorite?" I don't have a favorite. What it is, again, is a bouillabaisse of people who did things in a certain way that I admired.

So somebody says, "Why did you do that?" Well, because I liked it. I've never done anything to be different. I've just done it because I liked it, and I happened to be fortunate enough to work with directors who never said, "You can't do that."

Really, people hired me to work in concert, so I usually design things visually for directors in movies, but generally it was me that came up with the visual structure on a movie and the director would say, "Yeah."

When you first start shooting, you do things that you've seen other people do. You've got to push past that. Eventually you do. But a lot of people don't, they just keep repeating things they've seen. It's like

directors who are doing a street movie will start bringing in pictures of Flemish paintings. What is this? This has nothing to do with what you're doing. There are many people who can't formulate an image about what it is they're doing, so they revert to Flemish paintings or something of this kind. I don't. It just comes out. Most of what happens on the screen comes out of you. If you're smart, it comes out of you. If it's coming out of somebody else, it's not going to work.

You mention relationships with directors. There are four you worked with most often: Francis Ford Coppola, on the three "Godfather" pictures, Woody Allen , Alan J. Pakula , and James Bridges . Is it like being part of four different marriages?

Yes, actually. They're all different people. Alan was very effete. Kind of a major pain in the ass.

But he was the longest-lasting relationship.

Woody was longer.

Not in duration.

Yeah, you're right. But Alan suffered from huge attacks of self-righteous indignation. But he was a lovely man and he had great taste. He was another man that had difficulties looking at something on a set and transposing it visually. If you can't do that, there's no way to manipulate what it is you're looking at. But 99 percent of the time it was good for him based on how we were working. I'd come up with the right thing, boom, there it was. But he was very effete, as I said, and later, on the last movie we worked on ["The Devil's Own"] , he was pretty much out of it. He wasn't prepared at all and the actors were running all over him.

There were problems with Brad Pitt ?

Brad was fine, and so was Harrison [Ford] . You know what happens? You have a director you've been working with a while. And the movie star, the actor, he hires the director. Now the decisions, whether that director knows it or not, are no longer his. You decide that's the way to do it. Then he has a conversation with the actor, and suddenly it's something else again. He's kind of a surrogate director. He's not really directing, you know. I used to have a clash with Warren Beatty about that stuff [on "The Parallax View"]. So you end up working out things with the actors, and

the director gets huffy. Unless the director is in charge of the project, you don't know who you're really working with. And that happens more than people understand. I don't like it.

It never happened with Woody. Never happened with Francis. Never happened with Jimmy Bridges. But at the end it was happening with Alan.

Continuing the comparison of the director-cinematography relationship to a marriage, what about when it ends? Did you and Woody Allen just go in different directions? How does something like that end? Was it awkward?

It was very pleasant working with Woody. It was like working with your hands in your pockets. By the time we were finished _ "Purple Rose of Cairo, " which I think was the last movie we shot [together] _ then I was in California doing other movies, and I was doing movies between his movies, though that didn't happen much because he was overlapping a lot there. I think he felt at the end _ he's another one who works very well in concert with people _ I think he felt at the end that, although we were comfortable and it was all working really, really well, he felt upended in a way. I was really making decisions about a lot of things that made it a lot easier for him to function. The outcome was always consistently good, but I think he felt he was getting smaller and smaller and smaller from the standpoint of making the movie. It's possible that he felt that way. We're still friends. It ended nicely. But it was enough anyway. Ten years.

It's interesting when you look back. He's amassed such a body of work. But in terms of sheer visual creativity, look at the movies he did with you: "Manhattan," "Stardust Memories," "Zelig," "Broadway Danny Rose," "Purpe Rose." They're all so distinctive. You don't think of Woody Allen as a visual director _

Right. Well, he's not.

But, boy, these movies just _

No, he's not. That's the problem.

That's the reason he hired me to begin with, with "Annie Hall," because he wanted to do something else. But then that something else turned into something he didn't have much control over anymore. Although he was

fine with it, he just felt [shrugs], you know what I'm saying. But he's still my favorite guy to be around. Working with him was very easy

Favorite guy anywhere or just on a set?

Anywhere. But I rarely socialize with directors, nor with Woody (although we go to dinner every now and then). That was fine, with everybody except Francis. The day was over with him. In fact _

Forgive me for interrupting. But you look back, and it's inevitable, Gordon Willis had to shoot "The Godfather," but _

I know.

But it wasn't.

The strange part about it I turned it down the first time. I turned down the second one, too. I can't remember the detail on this but _ I think it was Al Ruddy , who was producing it _ but at any rate, I met Francis. I shot tests, Brando's tests, all the actors' test, and I'll just simplify it by saying, well, he decided to hire me. To this day, I can't tell you why. Al Ruddy was making the deal, then my lawyer called him back: "We're going to pass." "You're going to pass?" "Yeah, I don't really...." Because the minute you step into a room with Francis _ I had this big meeting with him at the hotel one day in New York. He's a very likable guy _ but very devious. Also, once you get to know Francis, you have to know exactly what's going on because he's a purveyor of chaos. A lot of people think this is the way to come up with something. I feel the opposite. Movies by mistake are not really workable.

Anyway, the first ["Godfather"], to make a long story short, was _ I think, for the most part, he was surrounded by assassins _ everyone but me. Because I was only interested in the movie. We had certain agreements about how it should be. Once I set my mind to something, I don't change my mind about it. You can make adjustments on an idea but you can't keep flipping the idea as you go through a movie or you end up with seven movies that don't work. So he had a little bit of a lot of that in him. We had to deal with that. But he was really surrounded by a lot of people making things extremely difficult for him. Number one being Paramount, [studio head] Bob Evans , and then being surrounded by a lot of not-so-nice people. So I give him great credit for hanging in. He did have a vision of this level of a crime drama in New York. He did have a vision of Italian

families and Italians _ obviously, he was Italian _ so he was at a grass-roots perception about what this was. And he was right.

Sweeping all that out of the way, by the time we were through with it I think everyone was exhausted, of course. Then Sicily was the last thing on the list. And we were fighting. It wasn't a good situation. Then it seemed like 20 minutes later _ it was really a year later _ they wanted to do Part Two, so Francis called. I said, you know, I really don't feel like doing this a second time. Then Francis was smart, he said it won't look the same if someone else did it. This is what he told me [guffaws]. So I said, yes, this is true. It was funny. So I agreed to do it.

I must say, the second one, everyone got along very well because we didn't have Paramount up our ass and we didn't have any of that going on. Actually, when it was [first] cut together, it was cut together at six hours and it was absolutely spectacular. But you can't release a six-hour movie.

So anyway one day we were driving across Sicily _ again, we were there last _ and Gray Frederickson, the producer, was saying how much money we'd spent on it. But that didn't deter him, though. We had shut down in Sicily, because of weather. We had to pack everything up, come back to the United States, wait until the weather cleared, pack everything, go right back again. Everybody wanted to shoot themselves. It was awful. But ultimately, I think of the two movies, it's the most elegant and the most fun to watch.

But he's quick to bow in my direction for what was done in the movie. But we're really at arm's length. I can't call him a friend. He still doesn't like "Godfather One." He just remembers it as such a disturbing experience. Actually, at this point in his life he's quicker to embrace "Apocalypse Now, " which I think is not a good movie, because he remembers it as being a good experience.

I give him enormous credit. I'm not easy to get along with when something is not being done properly _ well, there are a lot of visions about properly _ but when things aren't being done in an appropriate way I'm not easy to get along with. Generally, what I tell people is don't get making the movie mixed up with the movie. If you're having a good time and drinking champagne don't think that means you're making a good movie. If you're having fights with everybody and it's really difficult, don't

think that means you're making a bad movie. Don't get making it mixed up with the movie.

So my answer to that is you give it your best shot and walk away. You have no idea. The idea comes from the fact you work with the best people you know how to work with and get the best out of everybody. You have to be ruthless about what you shoot and what you don't shoot. It's what you choose to do that makes things successful, finally, and what you choose not to do. The decisions you make. Do you shoot this way or that way? Is this a scene you should do in ten cuts or in one cut? What should happen in the movie? What is it you're trying to say?

I like working with writers because if it's not working right then you rip the page out and fix it right then. Whereas if you're working with a director who's not a writer, he's on the phone talking to the writer. That doesn't work, really. So that part I kind of like. The other part of working with writers, which I don't like, is they don't want to give up words. Well, you don't need three pages here. All you need is someone who looks over there and someone who sticks their head out of the bathroom and waves. You don't need four pages. You run across that now and then, and I run across it all the time when I watch movies today. It goes on and on and on. So they don't know when to cut. It's what you decided not to do that really matters many times. So more of that goes on now than it should. But most of the time the people I worked with, editorially speaking, with their own writing, were pretty good. They didn't get too over the top.

Alan had a very literary sensibility. Unfortunately, he thought he was a writer toward the end. He wasn't. He'd waste a lot of time in rehearsal. So he had difficulties at that end.

To backtrack a bit on the subject of directors. There are others you've done single films with: Hal Ashby , Robert Benton . Does that differ if it's the first time with someone and you don't have an ongoing relationship?

Well, Hal, was the existential hippie _ he was so drug soaked. He was Norman Jewison's editor . He cut for Norman for a long time. Then I shot his first movie, "The Landlord, " which we both liked. He loved film, Hal. So we got along famously. You could do anything that made sense, and he liked it a lot.

The problem was I was still on the East Coast, and I didn't belong to the West Coast union yet. So Hal was making this movie in New York and I

shot it, then he went back to LA. We kept trying to get together. I was going to shoot "Harold and Maude," too, but I couldn't shoot in California at that point.

Benton actually was probably very appreciative but I guess he got pushed around too much.

By you?

Yeah. He couldn't make a decision.

That was his first movie, wasn't it?

"Bad Company," which is a tableau Western. And he couldn't think fast enough. There's another one of those problems where he wasn't able to transpose what was on the page to what was on the screen. So that was a one-shot deal.

Irvin Kershner was another guy that I did a couple with, "Loving" and Barbra [Streisand]'s movie, "Up the Sandbox." Actually, Barbra got me into the West Coast union. She was responsible for it. We're still friends. And I liked Kersh. He was another person who loved movies. But the opportunity wasn't there, I was doing something else when he wanted me. And the other people [Willis regularly worked with] were shooting a lot, so I wasn't making decisions [on whom else to work with].

Another one-shot was Herb Ross and "Pennies from Heaven. "

A pretty spectacular-looking movie _ and in a good way.

In a good way, yeah. Herb, I was probably one of the few people that got along with because he was kind of nasty. He was a very loving man who'd do anything for you, but he was very nasty to actors and other people around him. There again, I don't know how I did it, actually, but I came up with most of the visual structure on the movie, and he liked it, so it worked out. But it was difficult working with him.

So the opportunity wasn't there with some of these people [to do other films].

MGM [the studio that made "Pennies from Heaven"] was funny [laughs]. "Can we go faster? Can we go faster?" So it wasn't the best experience in the world. But it's an interesting movie.

It's a very interesting movie. It sort of shows through that it started as a six-part TV series, though. You still get the sense it's way too compressed; it needs more air to breathe. But scene by scene it's just amazing.

One reason in my mind it didn't work is Steve [Martin , who plays the lead]. It needed somebody like Bob Hoskins [who played the lead in the BBC original] to make it work. Bernadette [Peters, the female lead] was delightful; she's a sweetheart. I don't know, Steve looked like he was in front of the movie.

It was overproduced, in a way, which was really Herb's fault. I thought it needed a little man with a big dream, the Bob Hoskins type.

So you avoided seeing the original?

I did. I avoided it. I didn't want to see it. First of all, it wouldn't have done any good to see it. They were operating on a different level. It'd be very hard to draw things from that and stuff them into what they were doing, even if I were tempted to do such a thing, and I wouldn't. I think I probably would have gotten depressed. I think it was probably engineered at a different scale on BBC.

Dennis Potter [who wrote "Pennies from Heaven"] was a very smart guy, very strange man.

You've done some TV. How different is that for you?

Well, I only did one thing, actually, for Marlo Thomas ["The Lost Honor of Kathryn Beck"].

So would you come to it with a whole different set of expectations?

No. All they want is you to go faster. They just want cheaper and faster. Now that can be better if you have less time and money because people don't dawdle so much.

Have you been hurt, helped, or both by being an East Coast guy?

I think I've probably been hurt more than helped because I'm not a social butterfly and it's a very incestuous group of people in Hollywood. It's a very small business. But they feel very annoyed if they don't know what you're working on, who you're sleeping with, what you ate for dinner. "Where are you? Hey, come over with the wife." And I don't play golf, so I hate that. The bottom line is I got in but they always were interested in the fact I got in and stayed here. They couldn't stand it for some reason. There were some decent people but there were a lot of very ugly things. The fact is I got movies they thought they should have gotten. All that goes on there. I don't like LA, though I've been stuck there for months shooting. Uck! But I used to take the family out and we'd rent a house. So I tried it at all levels, then finally I'd just stay at the Wilshire or the Bel-Air .

It enabled me to work on movies I couldn't otherwise work on. But it didn't do anything for me. You know, Hal Ashby said it once, "You know, the work is just not enough."

That's a great quote.

Yeah, the work is just not enough. I don't want an award because I played good golf or came to dinner. It's strange stupid things. They don't help themselves by that kind of decision. It's a very, very bad business there. Very, very bad. I always feel sorry for actors.

For the most part, I was so unhappy when I was working in California. I was fine when I was in the studio when we were working. It was great to work there. But when I wasn't working _

It's like that old Charlie Rich song, "Lonely Weekends. " Monday through Friday is fine, but _

"Oh, those lonely weekends!" [laughs{rcub}. Right. That's about it.

Would you call yourself a perfectionist?

Um. Yes, but I've learned to be this kind of perfectionist. After a while perfection becomes a state of mind. It's not that you're getting it better. You take a ruler, you draw a straight line. Well, take the ruler away, the line is straight, dammit. You can keep drawing, you can keep looking at it. So the secret to being a perfectionist. at least in the motion picture

business, is start off with the appropriate intentions. Know how to do that. And when you get it, be able to recognize it. Don't keep pushing past it. The Italians have a saying, "Better is the enemy of good," which is true. No, it doesn't have to be better. Better for what? So I've learned to recognize I can't do any more. "It's not great. It's 20 after four. It does the job. Get the cut." I see the cut later, I'm not happy, but I knew how it had to be done and for what reason. So you still have to recognize when it's okay.

When you get to that point of trying to get something perfect you're doing too much. What you should be doing is taking things out, not putting things in. There's always too much shit on the set, too much stuff on the table. It's always too much, too much. I've probably rubbed more art directors and dressers the wrong way by taking stuff away or minimizing something.

You learn to design things for time, and sometimes you make the right decision and sometimes you make the wrong decision. But you have to make those decisions. So it's not always an aesthetic decision. Sometimes something has to be happening in a day or 20 minutes or something. I've looked at things I thought were pretty good at the time and though, "Nah, this is not any good."

I'll never forget, I finished shooting "Klute, " which was my first movie for Alan. I was so sick of shooting it, because it was hard to shoot, with a lot of problems by the time I was finished with it. We were having dinner with Helen, my wife, and Michael Chapman [Willis's cameraman on the film], and his wife, and I said, "I hate this [obscenity] thing." Helen said, "This is a good movie." I said, "Really?" [chuckles] So sure enough, she was right. You know, I went back and I looked at it a long time ago and it's a very good movie. It's very stylish. I did really, really good work a couple of times there. I enjoyed it. So don't get making the movie mixed up with the movie. I was so sick of it I perceived it as bad.

Yeah, I go in and out on things. "President's Men," that's another thing. They did a 25-year thing, a re-release, of "President's Men" on DVD. In it is me and [Robert] Redford and other people discussing the movie. I looked at the movie again, and I'm very proud of that movie because it's a stylish movie where the appropriate decisions were made. There's no tour de force. It's extremely difficult to keep delivering information on every cut. You want to kill yourself after a while, you know. Every cut you had to deliver information.

There's only one really tour de force shot in it.

The Library of Congress _

Yes, exactly. So I said [to Pakula], "Well, you know what we're doing here." "Yeah, I know, but I think it's important," Alan said. So, okay.

We did it twice because we didn't have any video then. So I had to figure it out on paper. But it worked fine. The movie was very well put together.

It really is. Now, it's true, there's a certain spark missing from it _

Right, right.

But in a way, to be truthful to the material, it couldn't have that.

No.

The acting, the minimalist music, the look of it _ there's a level of professionalism to that movie that is unthinkable for Hollywood now.

No, they can't do it. And that's what you have to do when you choose how to shoot a movie. You got to keep your eye on the ball. This is what you have to keep doing because this is the right way to do it. You have to stay on track. So I'm very proud of it. As I said, delivering information every cut, yecch. And working in that newsroom for weeks and weeks and weeks was beginning to get to me.

Now you know what it's like to be a journalist.

That's right. I said that to those [Washington Post] guys, "How the hell do you work in this place?"

At any rate, we made those decisions. The basic discussion we had on the look of the film was that what we wanted was poster art, and that gives good relativity. I like going from light to dark, dark to light, big to small, small to big, and good and evil. So if you took those ideas and used them in a graphic way you'd make the right choices. I thought it was very good. You go from that [newsroom] to Deep Throat [in a parking garage]. And Deep Throat I kept in that same creepy color but in a different [visual] structure. But wherever you went, still going back to this poster-art look.

There was never a shot list in the script. The way it worked, at least with me, with directors is: You rehearse the scene on the set, you make a quick decision about it. I'm partial to playing certain scenes in long shots. I think there's a lot of drama in a little person in a lot of space. And sometimes it can be a lot more moving and/or a lot scarier if you see something, see somebody, framed up that way. I think the relativity of going from a cut like that, to a cut close on somebody's face, or even leaving that area in the long shot and going to a closer cut, while they're in bed, for instance, that works. So I'd rather see the soprano die of tuberculosis in a long shot, for instance, than 29 close-ups of her going cough, cough, cough. I don't think it works so well, although people still love to shoot it that way.

In a number of interviews I've read, people have described your camera style as being sort of static because you're great on framing and tableaux. And yet, there are these terrific sequences you'd done with tracking shots _ of Robert De Niro across the rooftops [in "Godfather II"] or a number of sequences with Diane Keaton and Woody Allen in several of those movies. How do you feel about moving the camera versus keeping it in place.

Well, I think actors move cameras, you know?

Meaning if they're moving you follow them?

Right. It's like the [Akira] Kurosawa formulation: When you talk you talk, when you run you run [snaps his fingers]. My feeling is if you watch movies that were shot in the '30s or '40s a two-shot of people talking to each other will last for the entire scene. Maybe at the end they'll put one button on it, or a close-up, of somebody saying, "I love you," something like that.

There are a lot of people who shoot movies today who say, "Well, this is going to be boring. We're not doing anything." No, what's boring is the content, what they're saying. If that's boring, you can move this camera up and down all day long, it's not going to make the movie any better. It's the content has to not be boring.

I don't think a camera should be an imposition on a scene. I think you should sit here and watch. The actor starts walking and talking for a block and a half, your obligation is to stay with that, hold the atmosphere

together. When the scene stops, you stop. And if you it's necessary to put a cut on the end of it or beginning of it, fine. Also, a moving camera doesn't build pace into a movie. It's what's happening on the screen that builds pace. Also, it's how you cut a movie together. I'm a great believer in cutting and a great believer in relativity, going from big to small, bright to dark. Also, when somebody runs, you want to see him running, whoosh, fast!

Do you see him better running if the camera stays with him or the camera stands still?

Well, it depends on what you want to do. If you want to see somebody disappear, yeah. But if you have a chase on a street, for instance, then _ a lot of people want to track with whoever's running. I don't necessarily think that's right. I kind of like looking from across the street with longer lenses _

Well, there's the great shot at the end of "Manhattan" where Woody Allen's running all those blocks to Mariel Hemingway's apartment house.

Right, but that's kind of lyrical. If you're chasing somebody who's stolen $500 in a waist shot then they'll look like they're going a hundred miles an hour if you shoot it the right way, and you don't have to do much to make it happen. So, really, it's fit the punishment to the crime.

There are plenty of people that still are moving the camera, doing figure eights around people talking. If you like it, fine. I'm not saying it's wrong. I just don't do it that way. It rubs me the wrong way to be doing it for no reason. What's the reason for this?

To me the greatest shot _ I'm not a film scholar _

Me either, actually.

But the first time I was aware of a moving camera in a shot and how great it was was in [Orson Welles's "The Magnificent] Ambersons, " where, I think it's Joseph Cotten walks into the house, and the camera follows him. Then he starts talking to someone, and the camera keeps moving, going up, and you see on the first landing is Tim Holt . Oh, well, it's important that he's overhearing this, but the camera doesn't stop. There on the next landing is Agnes Moorehead , who knows that Tim Holt is listening to Joseph Cotten. And it's very beautiful and artistic, but it's so

functional , too. It tells you all this information in the equivalent of one, long elegant sentence. That, to me, is great.

Yeah, that is great moviemaking. And that's what you have to think about when you're doing something. What does this do? Why are we doing this?

Well, in layman's terms, can you describe what it is a cinematographer does. Most people think you're the guy who takes the pictures. And a few cinematographers are, but that's not how you like to do it.

I said this to somebody once. You're kind of a visual psychiatrist. You move the audience visually. You want them to feel this, you want them to feel that way. You want to embrace the film visually so everybody's pointed in the right direction.

Now there various people who work in various ways. I was fortunate enough so that I worked in concert with directors so as to design a lot of the visuals. But that's what you are. It's your job to point the audience in a direction. How you do that, it would be boring to go into; it's a film-school sort of discussion. But you do it via how you cut actors, what size you cut them, how they're lit in a scene, how the camera moves, etc. So all those decisions go into making one cut. They should never be arbitrary, your decisions.

How difficult is it for you to translate three dimensions into two dimensions? And is that spatial sense crucial to what you do?

How do you transpose what you're looking at into visual terms at the moment you're looking at it before you do it?

How do you transpose what you're looking at to the way someone is going be seeing it in a large darkened room?

It's like a computer in your head. See, your eye is selective; film isn't. You make it do what you want. So when somebody's standing there looking at something, it might be daylight. But on the screen it's not going to be daylight, it's going to be dusk. Because by the time you finish manipulating it from a photo-mechanical point of view it's something else. So what you have to do is compute the size of the shot you're making with how it's going to look on the next shot that cuts with it, and the next shot that cuts within it, and how it feels in the entire movie. So

that goes in your head when you're making the decision. Okay, that's how it's going to look like.

However , everybody standing around you staring at the same thing is not seeing the same thing. So the director and the photographer can be looking at the same thing but they won't necessarily be seeing the same thing. And it almost never happens that a director will be seeing the same thing that the photographer's seeing. Because the photographer's already processed it visually. As I said, it might be daylight to them but by the time he sees it on the screen it's going to be dusk.

So being able to do that is kind of a key issue. A lot of directors can't do it. Then they get in the screening room and go, "Oh, I didn't know it was going to look like this." This is after hours of discussion; they still didn't know it was going to look like that. So I do build in to the dark theater and who's going to be looking at something, but it all goes into that same process. "This would be good if it's done this way, it'll function."

Almost none of the people I'd work with would want to see something [in advance]. In fact, I'd draw it while we're talking about it to see if everyone understands it and we're on the same page. But no, no storyboards. I never worked with storyboards. I think if you're going to blow up a bridge or something, they'll do a lot of storyboards. The people who are going to get hurt need to see what's going to happen in order to check out everything. But none of the shooting, none of that stuff on any of the "Godfathers" or anything, no storyboards. Usually, we'd lay out everything, go over it with effects people.

Some people do it very successfully, storyboards. I think they're kind of constrictive. I don't think you can think right. It's happening at somebody's desk. They're not standing there. You decide at the dining room table one night that the scene's going to be this. Well, you get there at the studio the next day. The actor and the actress go through the scene. You think, Jesus, it's not going to be that at all, it's going to be this. Because it takes on an entirely different quality when she does whatever. So you make another decision, still based on the same track you were on but you deal with it differently. It's not good to make a decision about certain things unless you see an actor do it once.

You're the rare modern cinematographer who's done a fair amount of work in black and white as well as color. Does it make a difference to you?

Well, I learned to shoot on black and white. I came out of the coal mine school of factory, where it was all black and white _ to my mind, black! So I learned to shoot in black and white and I still love black and white. It's a good way to shoot. You've got to remember when you're working in color it's a burden. You've got to worry about: Are the clothes all the right color? Are the walls all the right color Are the sets the color. How do they look together? So, emotionally, you have to deal with it. Black and white you don't. You're working in shades of gray, so it's a different deal. But it can be beautiful shades of gray, like in "Manhattan," or it can be an ugly film-noir kind of thing. It's a very expressive form of filmmaking.

You can't have planned the juxtaposition better than between "Manhattan," which is so lush with those blacks, with the surreal grays of the next movie, "Stardust Memories." They're just so different.

Right. Exactly. These are the same tools. You apply them differently. But I think it can be stunning, more stunning than color, in many ways. But it's like, you know, offering somebody a cup of cyanide when you say to a studio, "Black and white." It's marketing for them. And I think it's marketing for 99 percent of the people sitting around stuffing their faces with food while they sit in front of television, too. That's another problem. You can't sell it in Japan if it's in black and white. So if you're a special kind of filmmaker, and you have an opportunity to do it your way, you'll get it your way.

Then there's the case of black and white material with color slugs in the middle of it. You cut to color material in the middle of it, it gets difficult.

You've had to do it a couple of times.

It had to be done in two different ways. It's not easy _ but effective when it works. In "Purple Rose of Cairo," this girl taking refuge in theaters watching these movies, if you think about it, the external story should be in black and white when she goes to the movies that should be in color. But it was the Depression, so I had to handle it a different way. I think it worked out.

So we ended up with a manila envelope, so to speak. The movie-within-a-movie ended up in black an white. It seemed to work. But you take something that's obvious, and you try to do it the other way.

Do you ever see your influence? Do you say, "Oh, yeah, he got that from me"?

Sometimes. Somebody will say, "Aren't you pissed off this guy is doing this?" I say, "What?" "That he's doing you in this movie." This being dark or something I would do: I wouldn't do that! I've seen certain influences from DPs, of stuff they've looked at that I've done. They're inspired by it. They don't necessarily _ it just gives them a foothold. I've made it possible for other people to do what they want, as opposed to the standard structure. So a lot of them feel released, in a way, that they can go ahead and do it. Yeah, a lot of them have been influenced by it.

Is that gratifying for you?

It's gratifying as long as they're not trying to reproduce something. It's gratifying if they've been inspired to go ahead and do it; they can push through what they thought was okay. Now they can do something else. I don't appreciate somebody trying to do what I do.

A very good friend of mine, he's dead now, Connie Hall , was a damn good photographer. But the last movie he did, I hated the movie _

"The Road to Perdition."

Yeah. One of the things you can't do in a movie _ I'll take "The Godfather," for instance _ you can decide this movie has got a dark palette. But you can't spend two hours on a dark palette. You've got to have relativity in a movie. Well, it's like [Marlon] Brando's office, where you've got this wedding going on on the outside, and you totally flip things around, so you've got this high-key, Kodachrome wedding going on. Now you go back inside and it's dark again. It's the same with the whole movie. You can't, in my mind, put both feet into a bucket of cement and leave them there for the whole movie. It doesn't work. You must have this relativity. You have to, you have to.

Tension and release.

Yeah, tension and release. Otherwise, your audience will cave in after a while. That's one thing I hated about ["Road to Perdition"]. It got in a closet and they stayed there. I thought, this is not necessary. This is like, not good idea, folks! So, yeah, it's like breathing. I'm watching that movie and thinking, "I don't do that."

I was doing things nobody would dare do, at any level. I didn't do them because I thought they were different. I just thought it was very appealing, very good.

Well, just shooting a movie like "Klute," nobody would shoot it that way. You had a very luscious visual structure in the movie, but nobody would dare shoot anything like that. I fixed it while a scene was going on so that finally you sort of peel the people back on the screen, until you see the whole thing, until you see actually what's happening to them. That's a lot more interesting to me than just going in and shooting it.

Or even "Loving, " which was an interesting movie I shot the same way. There's some beautiful things in the movie. It was very, very immediate, it had immediate feelings because they were photographed in a way to give that impression "this is real." They're not real, but it's my perception of reality at that moment. Real is boring, so you don't shoot real. But people say, "Oh, this is real." Well, good. But it's a style_ and a structure _ which comes out of that kind of feeling that they would never do.

[Older cinematographers] were very upset, or frightened, really. People get frightened when somebody else is doing something that they don't do or they don't understand, because it's a threat, actually, for the most part. They don't do it. They're afraid to. Most studio cameramen at that time in my career didn't like me and felt you couldn't do that. They really liked the cornflake-commercial look, you know. I don't like that!

I used to tell Streisand, she'd say, "I love that." "You love you when the light's on like that! But it looks crappy in the movie. You have to make compromises so that you're not a sparkler moving around. You have to be a part of the movie, not in front of the movie. It's not a good idea." So you fight all that.

Are you proud of the fact your nickname is "Prince of Darkness" or put off by that?

I don't like it, because if you put all the movies together I shot, this applies to certain sections of "The Godfathers," you know, and maybe a little bit of "Klute." But that's _

Also the parking garage in "All the President's Men _ ,"

Right.

But that's offset much more in that movie by the shatteringly bright newsroom.

Right _ and the other stuff which is normal, or I would consider normal, to me it's normal. One lamp on a desk is fine with me if it looks good.

So I don't really _ it was not a nasty remark _ but it tends to pigeonhole things. I'm not really like that too much.

Well, one of the things that struck me watching your films again is what different looks so many of them have.

Right.

It's amazing.

They do.

They're very distinctive looks, but they're organic looks. It's not like it's flashy.

Right, right.

It's amazing.

It's not that I have some favorite thing that I did. I might have some favorite something I worked with, but it's all applied differently. It's like I was saying, you make a decision on how you shoot a scene. Well, is it one cut? Is it two cuts? Is it bright or is it dark? What's happening? Well, the structure of the script that you're shooting, and the people in the movie, and what it is you're try to say, determine these decisions. A lot of people photograph things and they record them _ they don't photograph them _ so it's, you know, all the same. Good isn't beautiful, necessarily.

Do you keep up with what's coming out?

Pretty much. Actually, there's an art theater a couple of miles from here, so we can jump in on more boutique movies, foreign films or smaller American films.

I'm not saying the bigger films aren't any good, but I find that they're not, for the most part.

So we do go and keep up with them. And you don't get them all. But we belong to the Academy, so the studios start sending the movies on DVD at the end of the year. Some of it is okay and some of it isn't. But I keep up, for the most part. Also, I have friends in LA, in ASC [American Society of Cinematographers].

I find the quality of films that are being made now is distressing, in my mind. I think a specialized group of people are going to see these movies and the same people are making these movies. I think we're being dumbed down.

Have you seen anything lately that you've particularly liked?

I should make a list, because people always ask me. Something interesting visually was "The Illusionist," which was not a bad movie; and I thought they did a good job with it. But they don't make movies where people talk to each other, which I still appreciate watching.

People on screen talk to each other?

Yeah, where people on screen talk to each other. I find that, unfortunately, the mechanics of making movies _ one of the problems with equipment when you make movies is that it's all a means to an end. That's what it's for, a means to an end. But a lot of people fall in love with the process. So they design a shot for a piece of equipment; they design the movie for equipment, for something they can do. Well, this is a major mistake, in my mind. You should decide what it is you want to achieve, then you go get the tool or hire the actor that you need to do it, not the other way around.

So I don't approve of much of it, that way. I just don't. George Lucas is making cartoons now. And the studios are getting very excited now that they're getting ready to sell movies to watch on iPods. [Deadpan] I've always wanted to watch a movie on a two-inch screen. It's one of my favorite dreams. It's a dream I've had my entire life.

You can die happy.

Yeah, I can die happy. I can walk along the street, run into everybody, and watch my favorite movie on a two-inch screen. It's a very exciting idea _ and I could phone at the same time [laughs]!

Better and better!

Better and better. It's getting, oh, really good. Just unbelievable.

You mentioned earlier that when you were growing up you'd watch all these Warner Bros. movies. It wasn't a specific cinematographer that drew your attention. What about now? Are there movies where you say, "Oh, X shot that, so I should make a point of seeing it"?

Sometimes. I'm more prone to go for the movie, if the movie looks interesting. After that, I might discover who shot it. Unless somebody tells me about it.

There's a quote from the interview you did for the book "Principal Photography," "Most art, if you want to call film an art, comes out of craft."

Yeah. I'll expand on that. Somebody will say, "How did you do that?" Well, you know, it's not really "how" you do something that's important, it's "why" you do it. It's what you do and why you do it that's important, I said; then how becomes part of the chain. "How" is your craft. It's something you should know and learn and then, like paintbrushes, you pick up what you need to do what you do. But you can't transpose an idea without your craft.

The natural thing for someone to do, we all tend to reduce or expand things to a level that we understand. But what you're doing is you're avoiding your ability to function [laughs]. You can really function well if you reduce or expand. They may hire you for that. But the real meaning of it is _ like the guy who doesn't really know how to light so he keeps reducing things so he doesn't have to light _ "Let's shoot it on the lawn."

So bottom line is: You do have to learn your craft. A lot of kids shoot movies, they don't shoot the movie. They have no ideas. What they do is go out and shoot everything, put it together in film school, then they try to make a movie out of it. That goes on with people who should know better, who are making money.

In all the years that you've worked in movies is there any one person who most impressed you? It doesn't have to be a cinematographer.

Anybody right?

I have to make a general response. I don't love actors. I like them, and I work with them, but I don't love them. But to answer your question, I have to say that some of the people who've done things I most admire have been actors. Some of them have been just stunning, they just knock you off your feet. I feel I've been moved by things actors have done. I'm always impressed by somebody who does something well. They make it look easy. That's one thing about great actors, they make it look easy. It's difficult to stand up in front of 40, 50 people. Of the cluster of finery that is making a film, I'd say that is the best, watching them. And, of course, the more you watch the more you learn. It doesn't look as though they're doing anything, but on the screen it becomes something so remarkable. You learn that from them.

Well, they're like you in the sense that they're transposing.

Yes.

You can be a great actor on stage and if you do that exact same thing for a camera it's horrifying.

Right, exactly. So I learned a lot from them, based on dealing with them, just visually.

Are there movies that you wished you'd shot? Either you watched and felt you could have done a better job or wished you'd accepted a script? Or do you just do what you do and move on?

Yeah, do I what I do and move on.

This is stupid _ there have been a lot of very good movies about World War II _ but I've always wanted to make a movie with a bunch of Germans running around and a lot of intrigue. Those kinds of stories I've always found interesting, really fascinating. I never had an opportunity to do any of them.

From day to day, I guess when I go to a movie and think, "Geez, I wish I'd shot this," it's primarily because it's an interesting movie. Not because it

has anything to do with visuals. I'd just want to shoot it as a wonderful movie, an interesting movie.

As you look back, are there specific elements in a script that would be likely to attract you?

Yeah. Most of the scripts I like are a little crooked. That's how I put it.

The things I enjoy all tend to be a little crooked or a little off. I have a tendency if something doesn't feel that way when I begin to work on it, I'll bend it that way. Just trying to present it in a way that's more interesting on certain levels.

Woody was always open to things being a little bit off. It would sort of appeal to both of us at the same time. We'd set up these shots where he and Keaton were talking back and forth. I'd say, "Okay, you leave, we let you go. Then we'll leave her on the screen, you're talking off screen, then you come back in and then she leaves. So you're exchanging places." "But you won't see me?" "Yeah, but we'll hear you."

That's more entertaining and more eccentric. I could have just put them both in the room. So when those opportunities are there _ and he's a very special person from that standpoint because he could shoot a scene that ran a block and a half. Those things appeal to me. I 'll suddenly throw that into the mix because I find it better, to my mind, better. Things off screen can either be very mysterious or very, very funny, depending on what it is you're doing. So what you don't see can work well. Think of Fibber McGee and Molly's closet. Same thing. Radio had a lot of great stuff. Yeah, what you don't see.

A lot of people are obsessed with seeing when they make movies. Yes, it's a visual medium. But it's more interesting to me, for instance, when a man and a woman are in a room, playing a scene _ I don't know what the content is at this moment_ but let's say we put the woman in the corner over there and you can't see her. Maybe you see her feet, but you don't see her. And you put this guy by the window. They're talking back and forth. You see him talking to her, then at the very end, possibly, she steps out and you see her. So you see what's on her face from the discussion that just went on, but until that time you don't see it.

I find things like that far more interesting. In fact, in "President's Men" [guffaws], the first time we did Hal Holbrook as Deep Throat down in the

garage, I said, "You know what we should do, it would be interesting if we don't see his face at all." Well, anyway, Alan was so frightened by that whole idea that I said, "All right, we'll put a little light on his eyes so we could see a little bit of his face." Redford liked it, Holbrook liked it. Then that's the way it stayed for the rest of the encounter. He became so frightened over the fact that we wouldn't see anything. But I thought not seeing anything except for the cigarette would be more fun. But not too many people have enough_ I don't worry about it. I just think it's a good idea. People worry so much about not what they think but about what other people think.

You directed once ["Windows," 1980]. That's not something you ever wanted to do again?

No matter how I put this it won't work. Actually, if I were in a different environment _ well, first of all, I never would have done it had I been in my right mind. But I made several mistakes. First of all, I said, all right, it's a change of pace, we'll just do it quickly, six weeks. But I was surrounded with all these lunatics. I made a mistake. I thought this is fun. I'll just do it for six weeks then continue on. It was so crooked it infuriated everybody.

Actually, the only place that it's around, strangely enough, is Germany. The Germans like it for some reason. It's not around. There's no recording of it! There's nothing [laughs]! It's like, yes, they managed just to get rid of it. I would never do it again under those circumstances. Now if I had the right script with the right group of actors, I'd do it again, in a heartbeat. But I've always avoided actors, socially, because I don't think they're stable for the most part. For the most part! I had a group here, it was like trying to serve a sit-down dinner on the deck of the Titanic.

What I do best is what I'd been doing. Which is actually structuring movies for directors, directors who love actors.

The last movie you worked on ["The Devil's Own"] was in 1997.

I just elected not to do it anymore. You could keep digging like a dog for a bone, if you want to. But I don't see that. I've been very, very fortunate, a very, very good career. And a lot of scripts do still come my way, and I'm tempted on occasion.

Could you conceive of a set of circumstances: It was such an interesting script, it was a director whose work you admired so much...

It's probably all over. But in order to find that person _ well, the problem is, you can't go home again. What happens is you envision the plantation, with the big white house, and the slave picking cotton, and the butler letting you in. Once you get there, there are weeds all over the place, the roof is caved in, everybody's gone. That's what really, when you go back trying to paste it together, that's what happens. I find I don't like doing that. There are lots of decent peole around, but it's different now, in many ways. I'd shoot another movie for somebody that I really cared for, but, ah... [shrugs]

What brought you to Falmouth?

My daughter taught school here for a while, so we came in and out and had a house here for a long time while we were still living in New Jersey and New York. It's a pretty well run town, actually, for the most part. We've been in this house almost 10 years. I'm not sure how long we'll stay here because the Cape is getting a little nuts. Plus our grandchildren now are in Norwell and Northampton. And our daughter's in California. So we just might move off Cape. Maybe in a year or two. But I like it here, it's very quiet.

You said you teach a bit, you do interviews. Other things?

Somebody's always surfacing for something, and I'll do it. They'll show movies, I'll talk about them. Film people like to run these things. They're fun. I don't see film students too much. It depends on whether they're there to pass time or whether they're actually interested in movies. About 50 percent are there to pass time.

Everybody says, "You should write a book." I say, "A book? Jesus."

A book is just one page at a time that adds up.

That's right. That's what I tell directors about shooting. It's one cut at a time. Put them all together and you have a movie.