

11-15-1977

# A Conversation With a Cinematograher: Bill Butler

Bill Butler

Thaine Lyman  
*Columbia College Chicago*

Anthony Loeb  
*Columbia College Chicago*

Follow this and additional works at: <https://digitalcommons.colum.edu/conversations>

 Part of the [Film and Media Studies Commons](#)



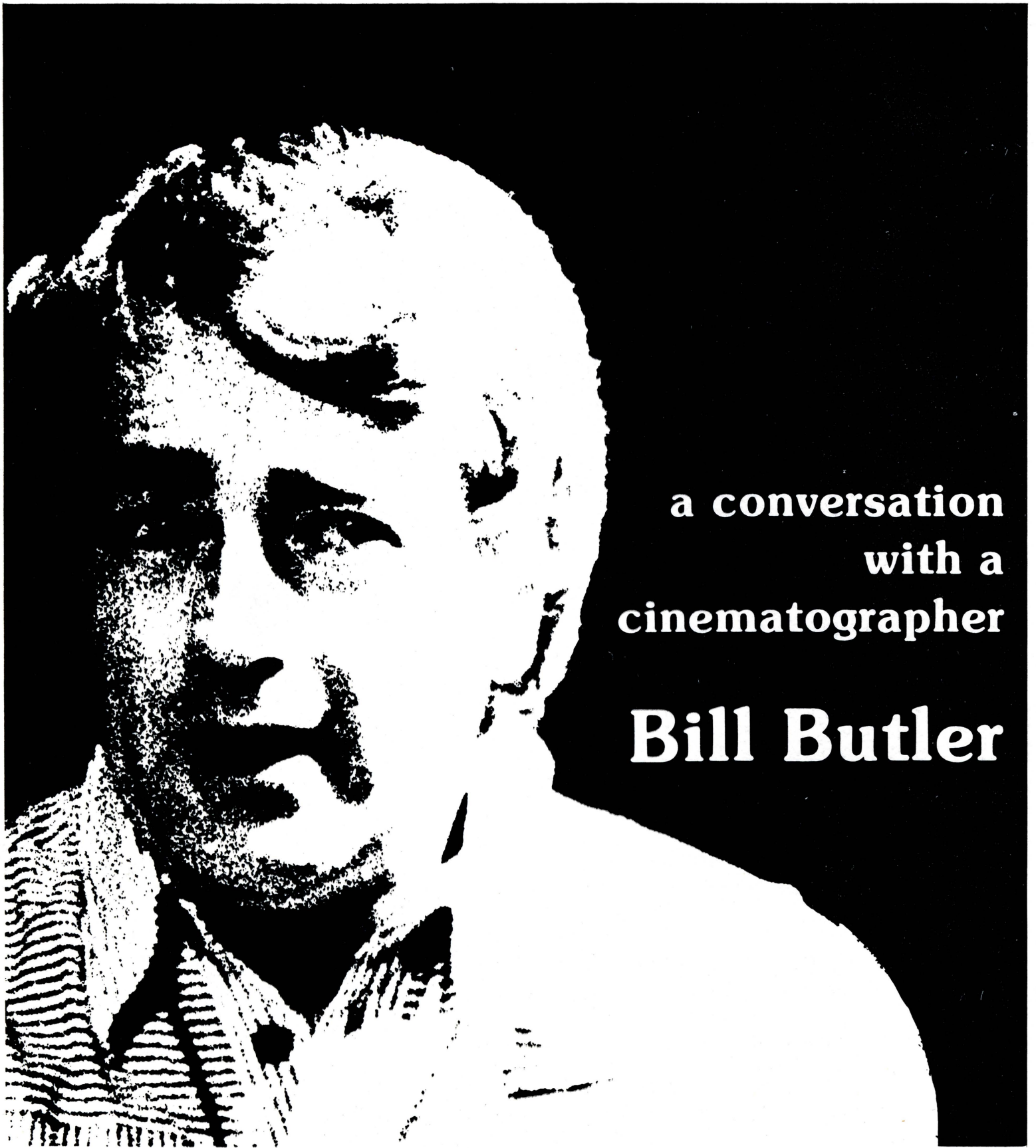
This work is licensed under a [Creative Commons Attribution-Noncommercial-No Derivative Works 4.0 License](#).

---

## Recommended Citation

Butler, Bill; Lyman, Thaine; and Loeb, Anthony, "A Conversation With a Cinematograher: Bill Butler" (1977). *A Conversation With...*  
5.  
<https://digitalcommons.colum.edu/conversations/5>

This Book is brought to you for free and open access by the Publications at Digital Commons @ Columbia College Chicago. It has been accepted for inclusion in A Conversation With... by an authorized administrator of Digital Commons @ Columbia College Chicago. For more information, please contact [drossetti@colum.edu](mailto:drossetti@colum.edu).



a conversation  
with a  
cinematographer  
**Bill Butler**

On the evening of November 15, 1977, Bill Butler met with the film and television students of Columbia College. Butler is one of the major cinematographers working today, with credits on such blockbuster films as ONE FLEW OVER THE CUCKOO'S NEST, JAWS, and GREASE. He has worked with the young innovative directors who have changed the face of Hollywood. He collaborated with Francis Coppola on THE RAIN PEOPLE and with Michael Ritchie on DOWNHILL RACER. His newest film, ICE CASTLES, is in national release.

Our discussion with Mr. Butler was moderated by Thaine Lyman, Chairman of the Television Department, and Anthony Loeb, Chairman of the Film Department. The text has been edited for clarity and length, and is the sixth in a continuing series of publications by the Columbia College Film Department. A CONVERSATION WITH STEVE SHAGAN was published last year and is available upon written request.

**Thaine Lyman:** Bill Butler is a highly successful cinematographer — one of the top five or six in the business. He began in Chicago, in radio, and moved on to television when it developed. Bill started as a recording engineer on the great dance band parade shows on the Mutual Network — orchestras that all of you know, like Guy Lombardo, Lawrence Welk, and Jan Garber. At WGN, he met Bill Friedkin, who went on to do THE EXORCIST and THE FRENCH CONNECTION, among others. At WGN, Bill Butler and Bill Friedkin collaborated on a documentary, THE PEOPLE VS. PAUL KRUMP. It was very well received, and the rest is history. Friedkin was able to make the jump to Los Angeles and Bill Butler was soon to follow. Among Bill's cinematography credits are: ONE FLEW OVER THE CUCKOO'S NEST, starring Jack Nicholson and Louise Fletcher, directed by Milos Forman; JAWS, directed by Steven Spielberg; THE CONVERSATION, Francis Ford Coppola; FEAR ON TRIAL, the CBS special starring George C. Scott; and THE EXECUTION OF PRIVATE SLOVIK, directed by Lamont Johnson.

**Bill Butler:** You can do things for television that sometimes you can't do for a theater audience. Sometimes you can do more meaningful material for TV. I enjoy working in that medium.

**Lyman:** THE CONVERSATION, which

Bill did, was an Academy Award nominee in several categories. He did GREASE. He did CAPRICORN ONE, LIPSTICK, THE BINGO LONG TRAVELING ALL STARS, etc.

**Anthony Loeb:** How is Lamont Johnson to work with? He did ONE ON ONE, which I liked.

**Butler:** He's a wonderful guy, an excellent director. He knows every phase of directing. He uses some startling techniques to get reactions out of people. When it came time to do the execution of Private Slovik, he loaded the actor up with hits, little charges. These charges are set behind blood bags, and when they blow up right, it's really a mess. So the actor's whole chest was loaded with these blood bags, and under that he wore a rather heavy piece of clothing that protected him from the concussion which, though small, is enough to blow a hole in the cloth in front. Johnson said, "I'm going to do something." He didn't tell me exactly what. He just said, "Get a camera ready." I knew the actors he wanted reactions from, so I wandered over, pretending to be lining stuff up for the next take. As I went by the one operator, I said, "Turn around and just get me a shot of these guys, if they react to what's about to happen."

What Johnson did was set off all of these blood bags on the actor, and



Left to right: Thaine Lyman, Bill Butler, Tony Loeb.

the guy started screaming as if it had fouled up and he was really hurt. Everybody reacted honestly because they thought it was really an accident. What we got on film, Johnson never could have directed per se. He could never have gotten that degree of reality if he had prepared conventionally. The problem in that kind of situation is whether to shoot short bursts or go for coverage. Your mind is revving and the tendency is to rush your takes. That's a mistake a novice cameraman will make. Often he will not get enough for cutting purposes. It takes a lot of nerve to be steady in those kinds of circumstances. You have to be very

selective and very cool.

**Loeb:** How involved do you get with the material that you do? I think there's a large curiosity in film school regarding the contribution a cinematographer will make — his part in the formation of concept.

**Butler:** I like to work with directors who like to sit down before we make a film, and discuss the philosophy of the film and what it should look like. We may go to museums and look at paintings, or someone's work, or a book of someone's work. We will unquestionably screen a lot of footage by other filmmakers, other

directors, other cameramen, and discuss what we did like and what we did not like about that work until we both understand what's in the other person's mind. You cannot communicate well with words when you're speaking of a visual image that someone has in mind. It's very hard to describe, almost impossible. And when you're working as I like to do, you try to get on film what the director has in his gut, as well as what he has in his mind. So you have to find out what the man's all about. To some extent, you have to psychoanalyze him.

I am fortunate to have a mechanical aptitude and an artistic background, and I try to blend them together and make them work for me. But in order for me to work well, I have to be working in a congenial atmosphere. Nothing creative can really come out of you if you're not in a creative atmosphere. But when you're with someone like Coppola or Friedkin, and it's all bursting loose, *then* you can let it all out and do your thing.

If you don't understand the director, if you don't have a direction to go in, you will fail. Creative people, when they get together, won't work well unless they literally get married and are of one mind. This has happened to me a few times. It certainly happened to me when I was working with Francis, and the results of that all just added and grew, because every idea that he had I was on top

of. You get to the point where you do not have to talk to one another. Once you've done your homework, far in advance of shooting, you can go out there feeling secure. You know the images you want and what you're reaching for.

Haskell Wexler started shooting THE CONVERSATION with Francis, and the very opposite of what I'm talking about took place. They're both highly creative people. Haskell is a wonder. The things he does I admire very much. But he was off doing his thing and Francis had another idea altogether. They were not together on it, so they had to part company. Francis called me because I had worked with him on RAIN PEOPLE. He said, "It's all coming apart at the seams. Have you finished your show? Could you come up?" I said, "Well, if Haskell and you are splitting and it's all over, let me come up and talk to you, and find out what it's all about, and see if there's any possibility." So I went up to see Coppola and he was depressed. It looked like he was carrying the world on his shoulders. I said, "Well, to start with, you're too serious about all of it. It's got to be fun or it isn't worth doing." He's rich enough that he doesn't have to suffer that way. So I said, "Hey, Francis, loosen up. If you can have some fun with this thing, then I'm game to come in and see what I can do. We've got to get so we can talk to one another."

Gene Hackman was every bit as depressed as Francis was. He sat for eight hours one day while Haskell lit a set. An actor can't sit for eight hours and then do his thing. It's all right if you say, "It's going to take eight hours, come in later." That's OK, that's cool. He'll come in, he'll come up for his part, and he'll do it. But the type of part that Gene Hackman was playing in CONVERSATION was very heavy. I've got to admire an actor who can carry it off to the extent that it just permeates the crew and everybody around him. He played this character with a lot of power. I don't know what it does to an actor's mind to be able to do that.

So we were able to get the ideas down firmly in mind before we started. The show really hadn't gotten into any principal scenes and Coppola wasn't hesitant about throwing away any old material. I got the vision firmly in mind that he was trying to put forward. I felt I could contribute, so I took on the task and it went very well. It was a good shoot and it was a happy thing. Gene Hackman also let up. He bought a still camera that he played with all the time. Remember, if you don't set the pace going in, and if you feel friction going in, and it's not happening, you're better off to say an early good-bye than to try and suffer through it.

**Lyman:** Bill, you once indicated that every director really has only one

approach to film and he uses that approach in every movie he does.

**Butler:** I'm sure there are people who would argue that, but I think so. I hold the theory, and it's only a theory, that each director has really one thing to say. And I look for that in him. Maybe something happened in his childhood, or something went wrong, or maybe there's something he's trying to yell out to the people. He'll do different films, different plays, but somehow he'll get around to saying what it is that he has to say in each one of the films. Taste is not such a variable.

As for Coppola and RAIN PEOPLE, we shot it all the way across the country. We started in New York and ended up in Nebraska. This was a show where we all just piled in cars and we drove along until we saw a location that we liked. They had someone driving ahead of us who would say, "Hey, this looks pretty good." They scouted up and down. It was very loose-ended, very creative. Francis is a man who takes a big gamble. I mean, he's a high roller. When you play with him, you're playing those kinds of stakes that he likes to play. He'll chance anything that he thinks is a good idea. You've got to be able to do that. If you can't roll in that style, you don't want to play with this man. One scene was written for an automobile accident. We knew we would be driving a lot, and we knew we would see an accident, and we

wanted to pile out of the car and shoot the accident. We had a scene to play in it. Well, we never did run into an automobile accident.

What we ran onto in Virginia was a coal mine accident with a hundred men trapped underground. I had never seen a scene like this before in my life. This was real. We flew a hundred miles to that location with Shirley Knight, who was pregnant and sick at the time. We flew in a little bouncy airplane and she had her head in my lap. When we got there, in a light rain, the rescue operation was underway. Guys with their helmets on are working in the mines and their faces are black with coal. It looked like Cecil B. DeMille had lit the scene up. There was a little bunch on this hill over here, down lower was a group over there. The composition was out of sight. I knew there was something strange about it and it took me a moment to figure it out. What was strange about it was that there was probably a thousand people standing around looking at the opening in this mine and there wasn't a sound. Nobody was saying anything. It was like being at a funeral, and all you could hear was the pump echoing in the opening of the mine shaft. This was enough to knock you over alone, and we shot the scene. We put our people against the real background. And you know what? The scene never made the movie. Something about it didn't work. I don't remember exactly

what. That's the way it is. Sometimes, though, you're really fighting the tide, trying to keep from drowning, and you can't be too creative when you're doing that. I can't really explain it better than to say that sometimes I feel that it's almost impossible to do anything well. The odds can be against you. Even if everyone is pulling for a film, the odds are high. Even if everything's going for you, you're still going to push to get any kind of shot. There's something very difficult about it. When we were on DELIVERANCE, we were literally climbing up the side of a mountain to get a shot, and there was a snake waiting for us, and we had to wait until he left before we could set the camera up. The snake went under a rock, and then ten more people came down and stepped on that rock, and I kept saying to them, "You know, there's a snake under there." And they'd say, "Well, we don't care." I'd say, "OK, but don't jump if you see him because it's a thousand feet straight down." The problems that you're working against, sometimes, just to get one shot, are enormous. But you're up there just because that shot's necessary. It's very, very exciting.

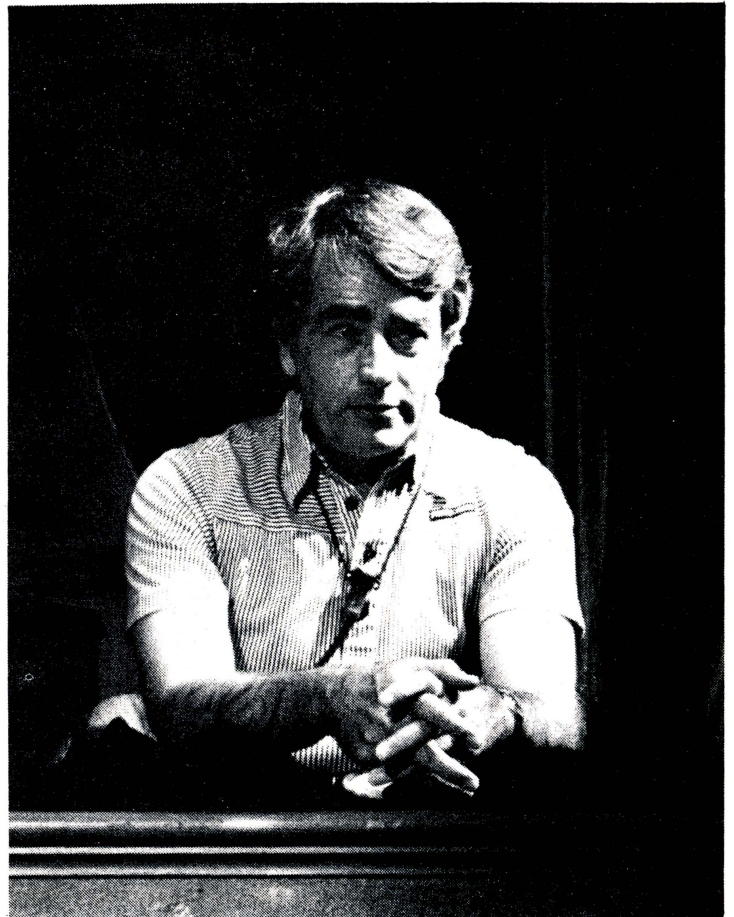
Let me mention, while I remember, that I worked on THE GODFATHER, but I was not the cinematographer. The Director of Photography who really set the style for that picture was Gordon Willis. Gordon Willis and



I are friends, and I've known him since he first started in the business. We both started with a certain lighting technique that he has made famous since then. I abandoned it because he got so good at it. I don't want to copy someone else. He knew that I could handle THE GODFATHER. He left it because he went on to another picture and there were portions of it to be shot some six months later. Again, I worked for Francis, whom I knew well. It's really fun to come in and try to match another man's material, if it's a friend, and Gordon is a friend. To come in and match another man's footage is an artistic and technical challenge, especially with GODFATHER, because Gordon was doing some really gutsy, way-out stuff.

**Loeb:** What is the duty of the cinematographer?

**Butler:** OK, let me tell you what I honest to God really do. What I really do is come on a set and deal with a lot of people. The man who frames up the pictures is my operator. Naturally, I tell him the composition that I want. Naturally, I have picked a man who has my taste. Yes, I do make decisions about where the shot goes, should we dolly, should we pan, etc. Most important, I deal with the lighting man who's going to set my lights. I deal with the grip who has to make a device so that I can dolly in, and go under a thing, and come



around. I deal with the special effects man, making sure his stuff looks right. Do you see what I'm trying to say to you? It's not all just going out there and making big artistic decisions and being an artist. Mostly, what you're trying to do is get the work out of people like the focus puller who, if he misses, ruins the shot.

**Question:** Then how do you maintain an emotional connection?

**Butler:** I live on emotion. The limitation is that if I let my emotions go too high, and they very often do, I blow my cool. You can't do that.

**Loeb:** How do you get along with your wife when you're that high?

**Butler:** It's tough to go home and come down.

**Question:** A lot of students here are TV majors and they want to express themselves by operating a camera.

**Butler:** I did work in television. I gave my life to that industry. I started at WBKB downtown when they were Balaban and Katz, when they were the only station in town — I mean the *only* one. There were no commercial stations. Nobody was here. And they weren't on the air because the station hadn't been built yet. I worked at WIND radio at night, falling asleep because I was spending my days wiring up this TV station. You talk about being hyped on television. I wanted it to be the greatest. One day it kind of all froze over. Then I went to film.

**Question:** CONVERSATION, FEAR ON TRIAL, and CUCKOO'S NEST all deal with social injustice, the male struggle, and alienation. Were those themes of particular interest to you in choosing to work those films?

**Butler:** I think so. I'll go into it if you want me to. I grew up around an institution for the insane. I understood CUCKOO'S NEST inside out. I had seen the play many times. I knew what it was about and I knew it was

funny. It wasn't SNAKE PIT. That wasn't what the play was about. I know what snake pits are like — exactly like the institution where my parents once worked. While there wasn't a member of the family committed there, they were working there. I knew as a small child what nutty people were like. So I understood CUCKOO'S NEST.

Milos Forman, the director, is a Czechoslovakian who speaks French fluently, but doesn't speak English too well. That's difficult when you're trying to work for a director who can't communicate in words. He would try to tell you or the actors something and get frustrated because he couldn't communicate, and the actors would think he was mad at them. I saw it happen a lot of times. Many times I simply had to step in and go-between — and often with Jack Nicholson, whom I knew well. Nicholson directed DRIVE, HE SAID, and I shot that picture for him. So I knew Jack very well. He and I are close friends. He's probably one of my greatest critics. Of all the people who watch what I do and give me hell when I do it badly, Jack Nicholson is first on the list. When he needles you, you've had it because you know that he knows what he's talking about. And the opposite is true. When I told him he did a scene badly, he did it badly, because I'm not going to be quick to open my mouth to an expert. Nicholson, in my estimation, is a

great actor, but occasionally he'll miss. Remember the scene where he gets drunk and sleeps all night under the window? Well, when he did it, he woke up too fast and read the lines to Fletcher, full of energy. His recovery was too fast, unreal. I said, "Wait a minute..." So we walk away. We had shot the scene, the director bought it. Jack said, "What's this?" I said, "I don't believe it." I explained why. He went away and thought about it for a while. Half an hour later he came back and said, "You're right." So we shot the scene over. At least we had that kind of relationship where we could be honest together.

It was important that I did not overstep with Milos. It was important to understand him. I had heard a lot about the man and I had to find out what he was like in zero time. As I see it, the Czechoslovakian idea of making film would be to set a camera in the middle of the street and turn it on, then walk away and leave it, and come back when the film runs out. Whatever walked in front of the camera at the time would be honest and appropriate. I may be exaggerating a little, but I'm trying to get an idea across to you. Milos' idea of filmmaking would approach that kind of philosophy. Coming to Hollywood had to be difficult for him. He had no empathy at all for our method of filmmaking. I'm sure this hindered the relationship between him and Haskell. But you have to

understand, not judge. You have to understand what the man has inside, as I said before. To find out, I screened some of the footage that Milos shot for *PIECES OF EIGHT*, the film on the Olympic games. He used maybe eleven cameras in this sequence. He shot bushel baskets full of film. I said to myself, "If he threw away everything else and this is what he picked, this has to give me a pretty good clue to his taste." I learned, I was able to work for him.

**Loeb:** Bill, what about improvisation. How do you deal as a cameraman with a situation that is not pre-planned?

**Question:** We've got a running discussion going in editing class about what constitutes a tight script, what the scriptwriter writes in, his impressions, his visualizations of the scene, and where the director and the cinematographer start interpreting personally.

**Butler:** OK, let me kind of start at the top and work my way down, if I may. First of all, some directors work very, very ad lib. Irving Kirshner is one of them. I did *RAID ON ENTEBBE* with him. When he goes out there, it doesn't matter what the set-up is, it doesn't matter what the script says. There are no rules with him. If you go on the floor with him, you must be very flexible. I happen to love Irving Kirshner. He and I work well together.

As long as someone respects what I do and I respect what he does, that's all that I can ask. Irving Kirshner will change the set-up ten times while you're talking about it, and it drives the people crazy who work for you. As I said awhile ago, most of what I do is deal with those personalities, and I try to keep cool. As long as I stay cool, as long as I give them the feeling that I know what I'm going to do, they'll follow me and they'll be OK. In the mechanical end, I run the ship. A crew can get very shook up from what's going on. If you let that happen, you lose control, and everything is control in film. The more you gain control of everything — the actor, the situation, the equipment, whatever it is — the more you get results. When it gets out of control, then it's all chance. Then you're not getting what you want. Somebody like Irving Kirshner will take an idea that the scriptwriter puts down, and when you get through with it, it's the opposite of what's in the script. In this case, we're talking about a raid that actually took place, in fact. The Israelis aren't going to tell you what happened. They'd be giving away their best secrets. We sent men to Israel to find out. We talked to people who were there. They all lied to us and we knew it. They wouldn't tell us the truth, because if they did, they'd be giving secrets away. So Irving Kirshner had to sit down and figure out what probably happened. He had to figure possibilities. He made many changes in the script, but he came

out closer to the truth, I think, than any films of the incident that I saw, and there were several that dealt with Entebbe.

**Loeb:** How was Spielberg and the experience of working with a really young man who is so on the line?

**Butler:** I love to work with younger directors. I can't tell you why. Maybe because I'm as old as the moon, and young minds seem alive and imaginative. If you work with a director who has done it a lot, he knows how it's done, and there's an edge taken off. I especially loved working with Spielberg. I've been lucky to work with the younger directors — Spielberg, Coppola, Friedkin. They're getting older now, too. They're all getting around thirty or over. I started working with them when they were about twenty-seven. Spielberg is now twenty-eight, twenty-nine.

**Lyman:** Bill, I'm just going to refer to the statement that JAWS was saved by the editing. What was your part as cinematographer?

**Butler:** I'll do the best I can with that. Verna Fields was the editor. She's a very experienced and a very capable editor. She's a wonderful Jewish mother. She refers to herself as "the mother cutter." I have to give you that ground work so that you understand her. I love her. She is kind of like the older woman who sees

herself taking the young boy in hand to show him how to make a film. She loves to do that. I was the third party in this. She worked with Spielberg, but I made the pictures for the two of them. So my relationship in this triangle was one of simply trying to make the greatest shots that I could. My contribution artistically in JAWS related to the fact that Spielberg had never shot a picture on water. I had experience with that. I had worked on DELIVERANCE and I had learned some things. I had shot on the ocean and no cinematographer at Universal had done that. I went through some really hard times at Universal, going up in the big black tower and arguing with friends of mine there. They couldn't understand why I wanted to make some apparently strange objects, and haul them 3,000 miles across the United States and out into the ocean. I said, "Well, you guys haven't shot on the ocean and you don't know what it's all about. And I have to sit here with my imagination before I ever leave home, and when I get there I can't get what I need. I can't go there and figure out what I've got to have. I've got to figure it out here." I laid it all out on paper before I left. One thing I took that shook them a little was a huge front projection screen. The scene it was to be used for was finally cut out of the picture. I also took specially built floats so that I could shoot at water level. My feeling was that psychologically, if I kept the water right under the lens through as much

of the picture as I could, it would affect the way people would feel the film. The fact that the shark is right under the water, that close, had to be interpreted. Another thing that I did was to hand-hold the camera all the way through. In the old days, if you were to shoot on the ocean, you'd use a gimbal. It weighs a ton. I carried one around on CUCKOO'S NEST and never took it out of the box. It was too much to handle. But if you will hand-hold the picture and use your body to stay with the motion, you can hold the horizon dead steady. I had a great operator and he was good at it, so we ended up hand-holding the whole picture. Spielberg, when he heard about it before we left home, said, "No, no way. We're going to nail the camera down. That's the way I want it." Steve can be very insistent about what he wants. I said, "Yeah, Steve, but that won't work." That kind of game went on. When we got out there, he realized that when it's nailed down, you're sea sick in five seconds. You can't stand it. So we ended up hand-holding the camera.

**Question:** Have you ever used Simulscene Vision, and what do you think about it? I assume it's an electronic camera used in conjunction with an electric viewfinder. It was used on VALENTINO.

**Loeb:** I think it's a tape running simultaneously with the film so that they see instant playbacks.

**Butler:** They put a little television tube into the eyepiece, because now nearly all the cameras are reflex, and you feed it to a set, a TV monitor. Usually it's used by somebody who's an actor/director, like Warren Beatty, who wants to evaluate his performance.

**Loeb:** One of the scenes in JAWS that moved me the most was the scene in which Robert Shaw and the trio get high, and the Shaw character talks about the men who were in the war and in the water, eaten by sharks.

**Butler:** It was the turning point of the picture.

**Loeb:** Could you describe the sequence and tell us how long it took to do that?

**Butler:** There is no relationship between the original script and what finally ended up on the screen in JAWS. They'd be writing at night for the next day. All the actors would get together at Spielberg's house and I'd go there for dinner each night after we shot. It was actually a very creative kind of thing. We'd all gather around the table, and it was loose, and they'd be thinking about what they had shot that day — what worked and what didn't. The scene you speak of came up out of Shaw's personal experience, I think. He may have been there. We shot it in the daytime, incidentally. It was day-for-



night. I took the windows of the ship and just put neutral gels on them, and got the sky down to where you can just barely see the water outside to give some motion to it. Otherwise, I used just a couple of simple lights. Shaw's a great drinker. He wanted to get loaded to do the scene, and he did. Then the rest of the actors fell into the thing. It was the first time on that picture that the three actors got close enough together so that you really felt they cared about one another. When it was over, I told Spielberg, "OK, we've got it made." When you're shooting a film, you don't know whether it's going to work

or not. When you're on top, you can't see the forest for the trees. After that scene that night, I said to Steve, "You've got it made. It just happened." And he agreed with me. So he went back and shot it again with Shaw sober, and intercut the two.

**Loeb:** You were into long takes then, I would gather.

**Butler:** Oh, yeah, full mags.

**Loeb:** That sequence plays how long, would you say?

**Butler:** A good five.

**Loeb:** How much footage would you say you exposed for the two takes?

**Butler:** Anthony, I really don't count. I'd have to take a guess, and I really don't know. One thing I don't do, is I don't count film — good, bad, or indifferent. I don't know how much I shoot a day. I don't know how much I shoot of film. When I start doing that, then I'm not doing what I want to do and I don't know whether it's right or wrong. I lost a job once because of that attitude.

**Loeb:** What I'm getting at is the complication of a simple sequence which was shot, evidently, twice, and consumed an enormous amount of time, and has a delicacy. And it's interesting to me how you retain the

tone, how one retains even the basic lighting scheme on two occasions.

**Butler:** Every one of the things you've mentioned is difficult, but very important. How an actor can go in there and do the same words — and I've seen them do it twenty times and more — I swear to God, I don't know how they do it. I've seen an actress like Karen Black, working on *DRIVE, HE SAID*. Jack Nicholson was directing it, and he had Karen Black go into a very heavy scene. She was supposed to be heavy with this guy because she was very much in love with him, and she went into this very heavy scene because she was really teed off at the guy. She did the scene and Jack said, "I want you to go into it again and come out happy," How in the hell do you do that? She did it just like that. She didn't even rehearse. Think about it — nothing. She went into it doing the same heavy thing. Then she turned it around in the middle of the scene, came out of it, and good God, I couldn't believe it. There's a lady who is full of talent. I have great respect for Karen Black.

**Loeb:** What do you do if you see a scene that doesn't work?

**Butler:** You're not involved if you don't speak up. You must be very aware of what your responsibilities are and cover them. But you don't care about what you're doing if you don't speak up. If you see a scene

that doesn't work, you'll turn and shake your head to the director, and that director, if he's any director at all, will shoot it over right then and there because he will respect you that much. If you do a shot, and he looks at you and says, "Pretty corny with that dolly and that pan," you'll change that because you know that he's got good taste. You know you've done something wrong. You're not right a hundred per cent of the time. So if there isn't that kind of give and take, you're involved in the wrong project. Sometimes I get on the wrong pictures, but if you're working with someone that you respect, he will listen to you, you bet your life. Or he may say, "I know it doesn't seem to work, but I've got my reasons," and you let it go because you respect him.

**Loeb:** It's really an extraordinary testament to the collaboration that happens in filmmaking. You're really talking about the interchange of ideas in a complete way.

**Butler:** I live ninety-nine per cent of the time in a fantasy world. I kid you not. I'm not here to put anybody on. When you are making fantasy, and you're doing it for a living, you do many pictures, one after another, after another. If you don't watch out, you lose track of what's real and what isn't.

**Loeb:** Do you want to direct?

**Butler:** Yeah. I've been offered several chances to direct, but it just never worked out.

**Loeb:** Do you think you're going to do it?

**Butler:** I've been offered pictures to direct by some very important people in the business, and I have said, "No." First, I wanted to do my thing well. I now want to direct and I will. I've had three or four scripts lately come my way, and most of them I've turned down because they haven't been good enough. If I get a good script, I will.

**Loeb:** How will you deal with actors?

**Butler:** I've learned a lot from a lot of very good people. How can you go to school under better people than Coppola, Friedkin, Spielberg? You can't pay for those kinds of classes, in all due respect.

**Lyman:** Bill, will you describe to them THE RAID ON ENTEBBE — how you constructed the airport and how you approached the cinematography?

**Butler:** What they did was rebuild an air terminal exactly like the one in Uganda. You may remember that when the hostages were taken off the airplane, they put them in this terminal and kept them there. The raid then took place with airplanes flying about four to five thousand



miles from Israel, landing in Uganda with the commandoes. Anyway, the building in question was two or three stories, and it had towers on both ends — quite a large structure to be put up for a set, but that was the principal set. I went to the set director and said, “I do not want you to put a roof on it because I want to light the set with natural light.” Well, he didn’t do it exactly as I asked, but when I got my crew in there, I saw to it that I got it the way I wanted. I simply let the daylight light the set, because there was no way I could have taken the time to light it. Besides, it was better that way. It was very realistic and a very natural way to light the set. It’s something they used to do years ago in filmmaking. They used to have the sets turn and follow the sun, as a matter of fact. They used to silk over the whole set, and when they didn’t have the lights, they used the sun — a very simple solution to a very difficult task. I did that on this particular show, and I think that my fellow cameramen realized that that was an unusual thing to do. This brings to me the subject of awards. I don’t think they have much credibility. I thought that JAWS should have received a nomination for the director, and Spielberg didn’t get a nomination of any kind. For photography that year, there was nothing up against it worth mentioning, hardly. Not only wasn’t it nominated, but it wasn’t even among the ten to be considered for nomination. That is ridiculous. The

day-for-night footage alone in JAWS, which was done on water, is the most difficult kind of day-for-night footage there is to shoot, and I pulled it off. I’m not trying to brag about what I did, because I know what I did. One thing you have to do is know when your own work is good, and you have to know when your own work is bad. You don’t listen to anybody else because people will pat you on the back for the wrong things, and pump you up when they shouldn’t.

**Loeb:** Describe the process of doing day-for-night on the water.

**Butler:** First of all, when you’re doing day-for-night on land, you try to avoid the sky, because shooting up at the sky shows you there’s daytime. You can never get it dark enough. You can try and polarize it and make it dark, but it’s kind of a phony thing. It’s never as black as you’d like to have it. So what you do is avoid it, and then you use the sun, and you expose down to where the sun looks like it’s moonlight and the shadows go to black so it looks like night. And you put a bright light in the window, and look at it and say, “Hey, there’s a night scene with a light in the window and a little moonlight on the ground.” You do this when you have wide shots that you can’t possibly light. It’s a trick every cameraman knows how to do. When you go on the ocean, there is no way you can avoid the sky. It’s up there and you have to shoot it. Now, how do you get it to

turn dark? Do you try to polarize it with white clouds popping out? No way. I was watching some old footage of Connie Hall's. He succeeded on the water in some cases, partly in others, missed in some. He did it about five different ways on a picture called HELL IN THE PACIFIC. One time he hit it right on the nose and it was beautiful, because Connie is one beautiful photographer. I said, "There's the way to do it." So when we went to Martha's Vineyard, there was a strange weather condition there that they call the Northeasterner. They get a low-level dark cloud up there that comes across the horizon, and the sky up above is open. In other words, you get a bright sunshiny sky up above, but along the edge will come this dark huge cloud that will cover the whole horizon. Every time that happens, you just turn the camera around, expose it down, and you've got it made. It's that simple. It's just a simple little trick. I would only shoot my day-for-night footage under those conditions. You learn the weather. And I made an agreement with the production department that would allow me to go out every morning early, because this situation existed only in the morning, consistently during a certain period. We were there for six months, and I would go out and shoot until that cloud situation left, getting a little bit of the day-for-night footage each day until we had it made. I know for a fact that cameramen see some of the footage and they think there was a

trick done in the lab. They know an optical house took it and did a trick with it. Not so.

On the West Coast, there's a feeling about lighting, that you try to get it as natural as possible. Gordon Willis has gone so far with natural lighting that it's unnatural. In other words, when you go in with your eye, you see more than his camera sees. He's gutsy. There's no one that's got more guts than Willis, and there's no one with more class and more feel. But he has gone so far with his style that it turns a lot of people off, because pretty soon you're straining at the screen. You can't really see.

I like the stuff coming out of Sweden, and I like a lot of things coming out of Italy and France. I like a lot of the feelings that I get from those films. I don't try to emulate the films done in this country. I did at one time. I used to study Connie Hall quite thoroughly, and Bill Fraker. When I was learning, I was a student of all of those, including Haskell Wexler. I thought Haskell Wexler was the greatest black and white photographer I ever saw. He did AMERICA, AMERICA, Elia Kazan's film.

**Loeb:** What kind of look is European? Is that Lelouch?

**Butler:** It is very pretty and very real — a combination of those two things. Light that comes in and strikes wood, and has a tone to it; a room that has

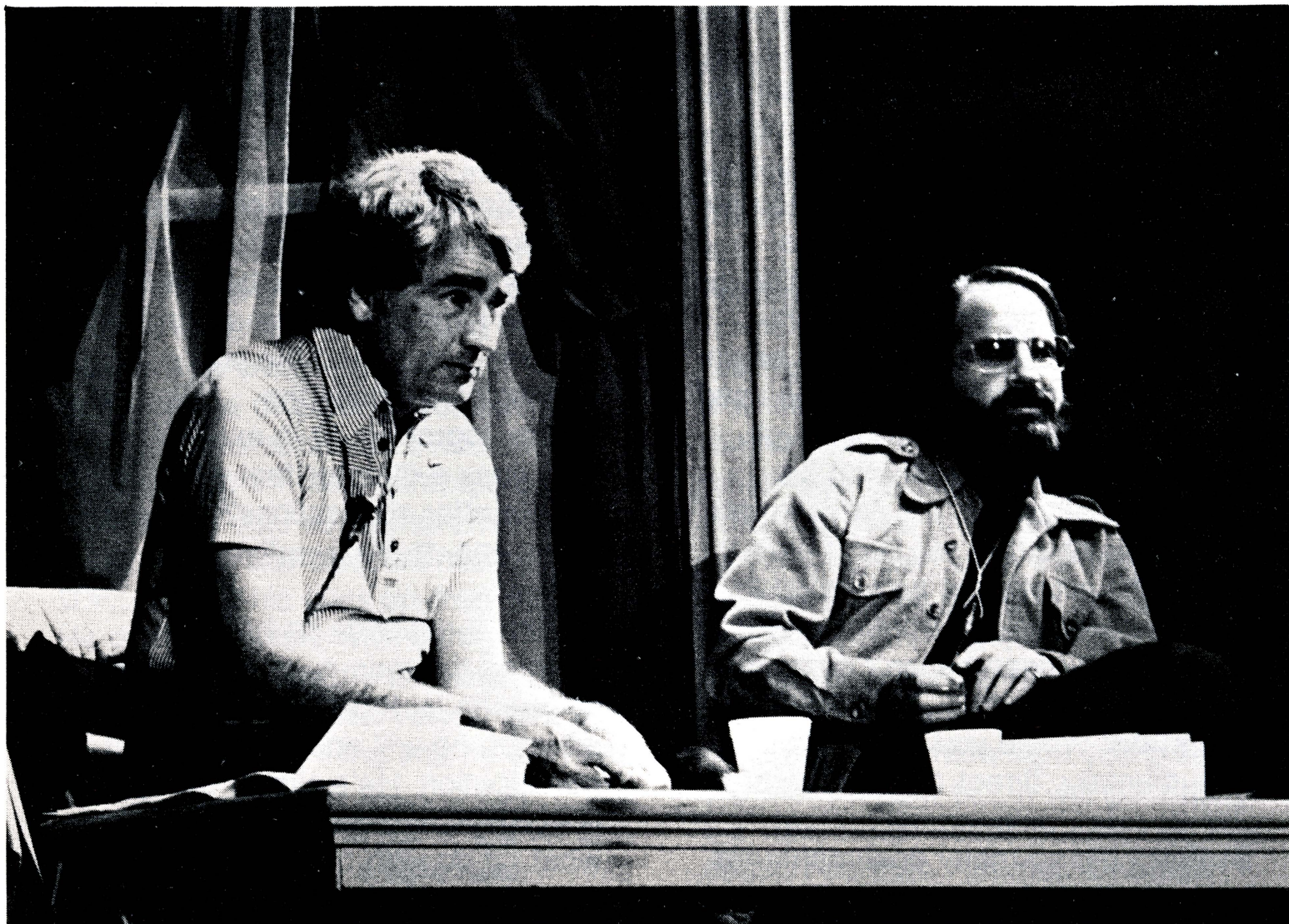
tones to it and beauty in it. There must be some beauty. I don't want to make McCABE AND MRS. MILLER. That's not my taste. If I shot McCABE AND MRS. MILLER, there would have been richness in the scenes. It would have felt like it was done through double gauze.

If I were to pick a painter that I loved, it would be Turner. I don't know who dealt with light better than he. There are a lot of painters I like.

**Loeb:** What about film? What films

have you found that are extraordinary?

**Butler:** CITIZEN KANE has been imitated so much that it's like looking at a lakefront that's absolutely beautiful, but after you look at it so long, the edge is gone. CITIZEN KANE was great in its day. The man was twenty years ahead of his time when he did it. Everybody has copied him so many times, that I can't get high on KANE right now because that's yesterday's newspaper.



**Question:** You mentioned earlier that you believe each director has one statement to make with whatever movie he makes. This may be a difficult question for you, but you also said that you would like to direct someday. I am wondering if you have ever given any thought to what theme you would deal with.

**Butler:** I've given it a lot of thought.

**Question:** Do you know what it is and can you share it?

**Butler:** No, not exactly. I maybe know what it is not, but I'm not sure I know what it is. I know some of what it is. I guess as well as I know myself, I know what it is. Yes, I have given it thought. I've asked myself that very question. It is very difficult to answer and not important that I do. If you go ask an artist — there is an artist in this town I used to know well. You go ask him what his painting is about, and he'll avoid the subject and begin to talk about music, because he used to conduct. When he gets through, you've got ten hours of what his painting is all about. It's not what his painting is about at all. Don't ever try to ask the artist what he's trying to say, because he doesn't know. But that doesn't mean he isn't doing it.

**Question:** Would you like to do a documentary, direct a documentary?

**Butler:** I did so many documentaries in this town. I did nothing in Chicago

but make documentaries, when I was here. Paul Krump shut off the electric chair for a guy. That's pretty heavy. If you want to know where the power is, it's in documentaries, if you want to say something. But nobody makes documentaries with much meaning anymore, that I have seen.

**Loeb:** HARLAN COUNTY.

**Butler:** Yeah, people sort of find one another. If you're making documentaries and they're about strong subjects, the films find you, if you know what I mean. I used to get all those. I did one on religion for CBS here in town, and we won the first Emmy that a Chicago TV station ever received.

**Question:** This is sort of a two-fold question that involves directing. In a movie, does a director basically involve himself with the actors, or with the actors and the scene plotting? How does the cinematographer fit in exactly? Also, how does a director feel when other people offer suggestions? Is it a blow to his ego, to his creativity?

**Butler:** It depends on how well oriented the man is. It depends how secure he is. If he is a very secure director, he will encourage participation. He's simply going to use your ideas and go with them. That's what I'd do with his ideas. If he gives me a good idea, I'm going to use it so

I'll look good on the screen. If you're smart, you'll feed on the other guy, because you're not going to think of everything. If it's something you can't use, you're going to throw it out. That goes for either side. As far as the director getting involved with the actors — yes, that is his bailiwick, and yes, that is what he should do, and yes, he would be smart to let the cinematographer cover the scene. But no, they don't all do that. It is ambiguous. Some directors are or were superb cameramen. I've worked with people that are better cameramen than I'll ever be. But that wasn't all they wanted to do, so they don't really compete with me. Let me give you an example. Francis Ford Coppola is a mechanical genius. The guy loves machines. He knows every lens made. He knows the camera better than I know it. If you leave him alone, he could shoot the picture. He doesn't need me, except he's too busy to shoot the picture and he wouldn't be smart if he tried. If I were to become a director, I would hire a very good cameraman. I wouldn't try to do my own. Fraker directed a picture. He was very smart. He took his operator and boosted him up to D.P., and let his guys do their thing. He didn't interfere with them, because I was on the set when he was shooting. He was very smart. He let them do their thing and he did his.

**Loeb:** In that regard, there is a lot of talk about styles — a cinematographer imposing a style. Scorsese is

someone who seems to me to impose, even to do injury to his stories. For you, as a cinematographer, is the style suggested by the material?

**Butler:** Definitely. The material should dictate the style, not vice versa.

**Question:** What do you think about transferring video tape to film?

**Butler:** First of all, the video image has a certain character all its own. I'm sure that's what you're talking about. It doesn't look like film, does it. It has a radiance partly due to the fluorescent nature of the TV tube that projects it, and partly due to the electronic tube on which the image is produced. It has a certain burst of energy that artistically affects the picture you get. It's different from film and it does give you a different feeling. You look at a live show, and for some reason it has a different feeling to it than a film show. Once in a while, someone will get good and they'll come close. My feeling is that when they get the image up to a thousand lines or better in the camera, as well as in the image transfer, you're going to see some things happen. The electron tube, especially in the cameras they're making now, has a straight-line response. The more light you give it, the more it puts out. It will go through the roof. It just keeps putting out. Film doesn't do that. Film has a bottom curve to it. You drop below that and it

goes to black, and it climbs up, and it rounds off the top. So what you're doing, in effect, is compressing everything you see into a certain little gamma-ray range, and that's it. It's a compression, and that has an effect upon the picture — the grays, and the blacks, and the amount in between. And when you're playing with film day in and day out, you get very good at that. You know right where you're riding, up and down that little curve. You put it where you want it for the effect you want. It's going to affect the look of the picture. Connie Hall, for instance, will work way up on the top end of that curve. He blows it at the top and then prints it down to wash out the color. That's his technique of washing out the color. Someone else will do something else.

**Loeb:** What did Willis do?

**Butler:** Gordon Willis, on THE GODFATHER, was underexposing, and then just coloring the film, toning the film. By keeping the exposure low, all the shadow areas take rich color. On the second GODFATHER, he used technicolor. He used the technicolor three-strip machine, which makes separation negatives from the film, enabling control in the black and white negative material. He would control the colors. That's the only way he could get that particular feeling in color in the second show, which was much better. He can no longer do that unless he goes to China, because they sent the machine to China.

**Question:** You mentioned tonight about running into the middle of a picture with your track shoes on, replacing Haskell Wexler. I would like to know, how often have you had the chance to get in, in the early pre-production stages of a picture and really collaborate with the director?

**Butler:** I've only replaced other people two times. It's really kind of a shame to even mention it because it happened with friends, and could happen to me tomorrow. To replace people you know is not a happy experience, believe me. It has only happened twice. On all the other pictures I've done, I've gone in at the top and done my thing.

**Question:** How early do you get involved with a picture?

**Butler:** That varies. No less than two weeks ahead of time, sometimes a month ahead of time, sometimes longer. I had a week between GREASE and the picture I'm on now. I had two weeks of preparation after that week, but I had only a few days off, which is too fast. That's very hard on you. You can't work that hard.

**Loeb:** How do you stay alert? One of the things I find in shooting film is that often cameramen are just simply exhausted or not in condition. They're working too much, they're working too consistently, they're not sharp.

**Butler:** Well, I'm a workaholic, or I couldn't do what I do. And there's an excitement about making film. If you really are excited about it, no matter how dead you are at the end of the day, you crawl out at 5:00 or 6:00 the next morning. Everybody thinks it's glamorous. We started making RAIN PEOPLE, and Coppola had this sequence where Shirley Knight was constantly taking showers. I was constantly nude in the shower with Shirley, getting the camera wet, and myself, shooting all these nude scenes, and none of them ever showed up in the film. That's glamour for you. Anyway, there is an excitement that revs you up, gives you the adrenalin to do it. Unfortunately, a lot of the actors and a lot of the people in Hollywood get on pills and uppers, and stuff, to keep their energy up. That's a bad scene. It's a fast road. The track is fast.

**Lyman:** Bill, there are a lot of people in this city who were the same age, at the same stage of development as you were ten or twenty years ago, and who were presumably equipped with talent and education. Certainly they were motivated, and could have gone on to the West Coast, and could have conceivably done what you did. Why is it that you were able to do it and others weren't?

**Butler:** The best I can do is tell you what I think are some of the elements that help a person. First of all, you've got to have the desire. I can

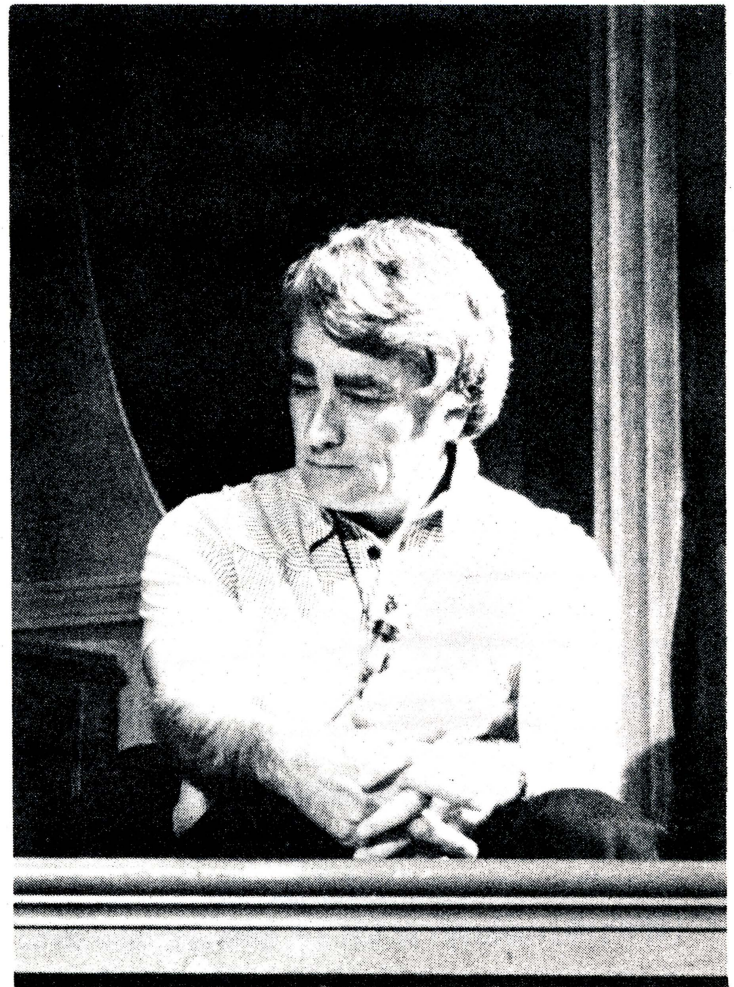
remember when I was a very small child growing up in a little town in Iowa. I'm a Midwesterner. Somehow I remember admiring the cinematographers working in the big studios out in L.A. Where I got this idea, I don't know. This idea was lying so low in my consciousness that I was not even aware of it. It was not a conscious thought. I never had a conscious thought that I would go to Hollywood and try to be a cinematographer. This was so far out of any really honest consideration that it was no more than a slight dream, and not even that. But I did have it way, way back there like a great idea, but not something I'd ever try. I didn't even study film. I went into radio. I wasn't even headed in the right direction. I spent twenty years in the electronic business before I left WGN to go into film, before I ever shot a foot of film. When I did get headed in that direction, there was very little that would have stayed in my way. I sold my home which I had purchased here, took that money, went to the coast, hired a lawyer, and broke into the union out there. If you think that's easy, I swear to you that it is not. Every cent that I had put into that house went down the drain the first year to stay alive. The lawyer was on the cuff. I finally did get the ticket into the union and paid him back in a year. But who is willing to do that? I talk to guys who want to go out there and want to do what I'm doing, or something like that, and they're afraid to give up

their apartment, let alone try to live for a year with nothing in sight, or just cold turkey, and go out there and free-lance.

**Loeb:** You're talking about what we call drive. There's almost a mystical quality to the word.

**Butler:** I know. When I decided to do this, I didn't have to do it. I was making a good living here in Chicago. I was free-lancing here, making plenty of bread. I didn't do it for money. I had shot some feature films. I had shot one here, one in Australia. I went out there to shoot a feature film, and they told me I couldn't do it. I said, "Wait a minute. You cannot tell me that I cannot do this. I live here and this is the United States. You cannot tell me I cannot do this. This is my living, this is what I do, this is what I have chosen to do to make my living. You cannot tell me I can't do it." That's the extent of it. I guess I'm that stubborn. I went to those ends to prove to them that I was going to do what I had said I was going to do. You can psychoanalyze that if you like. I just had to prove to them that they couldn't back me off. Sometimes there comes a time when you can't be your own man if you don't do a certain thing.

**Lyman:** I remember you told me that you felt that anyone with talent, and sufficient drive, and the willingness to give up a hell of a lot can make it out there.



**Butler:** If he wants to badly enough. You have to have motivation. I find that if you have to get from A to B, and there's something you have to know how to do, you're going to learn it. You're not going to learn it if you don't have to know it. Someday we might all have to know how to program computers, but if you don't have to know how to program a computer, you're not going to learn it because it's too darned complicated. But they've got home computers now where we might all be fiddling with them, and we will very quickly learn how to program them, if that makes any sense.



**Question:** You mentioned before your love of television while you were in it, and your complete dedication to television. Then you made a statement that the bottom dropped out. Later you discussed your decision in terms of your love for film as it evolved. Was there something about your dissatisfaction with the nature of television — the video image, say, or the structure of the industry — that motivated that shift?

**Butler:** Oh, yes, definitely. My first memory of television was of a little box I saw in a store window. This didn't involve energy sent through the air. This was run by an impulse sent down a wire, and it was a Mickey Mouse cut-out, a black and white image. I remember a little story in the newspaper about the possibility of someday seeing the inauguration of the president live, the minute it happened. That really struck me, and that's when I got interested in television. I'm pretty old, so it went back that far. The kind of thing that sparks the imagination is what grabbed me. So several years later, and after many hours of studying electronics, I was in the damned industry doing it. It was a great experience because it was new and it was live. Everybody there was trying to make it work, and we were copying everything that was done on stage, done on film — we were trying everything. Maybe it was because it was a brand new

industry. I realized that I was in something that was absolutely brand new and that my contributions to that would be, in a way, historic. I came up with the seamless background. You don't see anything but seamless backgrounds in television now. I did the very first one. You get a special feeling about what you do when you do it for the very first time. There was "Garroway at Large," done on top of the NBC building, live. When it went out there, there was no getting it back. There was no tape. I can't explain to you the excitement of being in television in those days. You felt, "This is it, baby. We're doing it." And then, all of a sudden one day, it's all reruns and it's all on film. It's no longer live, and you just cut to the newscaster and that's it. The live cameraman was dead. There was no more he could do except shoot car commercials. And I was in a damned rut. Seriously, I got in a rut. I'd fall asleep at the switch. I could fall asleep in the viewfinder, it was that bad. When that day came, I was scared. Something very, very bad started to happen to me. All of that excitement that I had gone through, and all the hopes that I had, and all that I thought I was doing, was no longer important because somebody in New York figured out how to do it cheaper. All of a sudden, my bit, my contribution to television was over. I was

irrelevant. I couldn't go any further. There was no more I could do.

Then I realized that in Hollywood they were now shooting films that were important and that were being seen coast to coast. I simply transferred out there. Now I make those films that have that impact. I'm still doing it, but I've got to do it on film now.

**Question:** Moving up a few years to today and the future of television, what do you think are the main problems and differences between shooting a film documentary and a television documentary?

**Butler:** I think there's new hope for the live documentary because you have one man carrying a little tape recorder, another man has the camera. How can you get more portable than that? You can go out and make a good documentary with those two pieces of equipment. You don't have to wait for the film to develop. There's lots of potential.

**Loeb:** The problem for me with television is that the emphasis is on immediacy, not on the afterthought.

**Butler:** That's true. That's what's wrong with almost all of television. They're trying to do it faster, do it cheap, not better.

**Question:** You said earlier that they used to light sets with sunlight and had to shift the set around to compensate for the movement of the sun. For THE RAID ON ENTEBBE, when you used sunlight, did you have to compensate for the movement of the sun?

**Butler:** Yes, I had to deal with that. My set was fixed, however, so I had no place to move. It was a huge set. What I had, in fact, were several thicknesses or layers of material I could put over the set so that I could more or less control the light. I had to let more light in in the morning, and then, as the sun got higher, I had to temper it a little. Then, as it went into the west, I had to let off a little, and then, when the sun went down, I went into night and turned on lights on the set, night for night. We had both to do, so it was really no sweat. When it got too dark for daylight work, I'd just switch over and get ready for the night shooting.

**Loeb:** How do you feel about equipment? At Columbia, we're always talking about equipment.

**Butler:** I never buy cameras myself because they change so damned fast.

**Loeb:** How do you find the Eclair, the Arriflex, those instruments?

**Butler:** You've got to remember that they all make pictures, and that's all you're trying to do with them. Some will do more than others. The Eclair is great — 16mm and 35mm. They're both underslung and they both keep the weight low. For hand-held work, you can hardly beat the Eclair. I don't mean it's mechanically great, but it's simple enough. Their pull-down system is so damned simple that if it doesn't really get banged around, it will last. With a 35mm Eclair, we shot RAIN PEOPLE, and we put Nikon lenses on it — still lenses. That's what gave it its look.

**Question:** How many key people do you keep with you?

**Butler:** I always keep my main crew with me — my lighting gaffer, my grip, my operator. Those people I take with me. They are my right hand, and they get things done the way I want them done. The rest of the crew on DAMIEN: OMEN II is from Chicago. Some of them are children whose fathers I worked with. The people working here aren't as sophisticated because they don't do features all the time. They're not as good because the very best people go to where the money is. In Hollywood, you can get the best talent. There is no place in the world that has better talent than Hollywood for anything — for

special effects, painted backgrounds, you name it. If it has to do with making films, the best people have moved there. For making pictures, you can't top it. It's the world center. It beats Rome and every place else. Even DiLaurentiis is now in Los Angeles.

**Question:** You mentioned inspiration as a way of going about getting a job. Then there's another way. You go to school, you get a large portfolio, and you go from door to door. How do you pull it off?

**Butler:** You can learn it on the street. You can learn it in different ways. You can learn it in school. Sometimes just going to school gives you the opening. If that works for you, do that. Do whatever works. If you know somebody that will help, ask him, go ahead — any way you can crack it open. If that's what you want to do, keep pursuing.

**Loeb:** I'd like to add one thing that I think is sometimes not mentioned. Somehow, you have to transmit to people who are in positions of power that your attitude is right. You're going to stay in there, you're going to do anything to make a thing work. I notice again and again in Chicago, that beginning film people are reluctant to crew, to grip, to carry coffee, whatever it is. In Hollywood,

in the professional community, there's a sense of commitment that's total. If you're directing a picture, the people around you can be reassuring or destructive. I think the one thing you should keep in your mind is that if you can walk into a space and bring a sense of security to the people you're joining, you're going to be back there because they're going to want you back.

**Butler:** Often, people think that everything is in your way and people keep you from doing what you want to do. The real truth is that people will stand aside to let you by. But you've got to be headed right. If they know you're really going, if they know you're going to do it in spite of anything, they'll stand aside and let you by. I have had the experience. If you're mean enough inside and you want to do it, you'll be aggressive. You can't be timid. At the same time, you've got to be a human being. If you lose track of yourself in the process, that's no good, either.

But don't be intimidated. It's a crap shoot. It's a very big crap shoot. The only reason they roll that kind of bread is they think they can win. They're not doing it to lose it. They're not hiring cameramen that they think are going to lose it. So they're hiring you because they believe you've got what it takes to pull it in. It doesn't just mean that

you can make pictures. It means that you're strong enough, cool enough, to keep a crew together. But like I told you earlier this evening, a lot of it doesn't have anything to do with making pictures. You know, very few people are willing to pick up opportunity. It is very strange. There are so many opportunities in this country. They're all over the place. Most of us are afraid to open the door, and few of us are prepared and ready. I assume that's why you're going to school here — to get prepared so that when you get an opportunity, you can take advantage of it.

**Loeb:** Don't forget, though, that this business is hell. Maybe people will get out of the way, but you'd better have something under your arm. You'd better have a piece of film that shows that you've got something — taste, sensitivity, an attitude. The first thing we look for in film is point of view. So it's damned complicated. Yes, you can make it, but you've got to do a lot of work. You can see it in this environment. There are certain people who are succeeding or excelling, and there are others who are not. It has to do with the amount of energy you put into it. You've got to leave here with a reel of film. You've got to leave here with an example of your best work for people to see.

**Butler:** I've got to underline that. You've got to have that reel. You've got to shoot your first one. Sell the car. Those first documentaries we did here years ago, we made them with our own money. We put our own bread in, baby. We conned our way. A religious institution here in town said, "We've got \$500. Is that enough to shoot a film?" We said, "Sure." We never shot a film in our lives. We didn't know how to do it. Five hundred dollars? That's a lot of money. We found out what that would buy. We bought film. We rented the equipment on the sleeve, and we developed it in a lab and charged it to the outfit because it was a religious outfit, and they'll pay the bill. Pretty soon we're up to a couple of grand, and all of a sudden there comes an accounting. "Hey, wait a minute, you said \$500." We said, "Well, we bought the film." We had by then shot the documentary to the point where they could look at it to see what they had, and they liked what they saw. It won the San Francisco Film Festival as best documentary that year, and it has been all over the United States in every TV station in this country. It's called A WALK IN THE VALLEY. We conned that \$500. Then, when we ran out of that, we put our own bread in and shot it on our own time. When you're willing to do it, you'll get it done.

**Question:** Why is there so much red tape in regards to the photography union here in Chicago and in



Hollywood? It just seems so difficult to break in.

**Butler:** That's because they don't want you in. Why should they? It's like anything else. If you want to be president of a bank, do you have any idea of how hard it is to be president of a bank? There's a lot of red tape there, too. They don't want you. They want to keep a few people there that can make a lot of money. It isn't that they have anything personal against you. It's like anything else. There's got to be some kind of a hurdle to jump over. I know it doesn't look very fair when you're sitting where you are. Believe me, I've been there.

**Loeb:** The irony is that many of the feature films and the documentaries shot in this town in the last two years or three years have been made non-union. The most significant work done in the town on film in the last few years is non-union. So there's an enormous business that's being done here outside the union, and the union knows it. I wouldn't waste time trying to get into the union at first. Get something shot and you'll find your way in. The question is, when you're in the union, you end up in a trap, too. Then you can't do those films on a shoe string. You can't shoot non-union because you're threatening the sanctity of the club. You can't go out on those shoots any more. So it's a very big question to ask yourself — whether you want to join the union, at least at the inception of your career.

**Butler:** You're much better off in the early days having a free hand. You get more creative things done. You learn more. You're not boxed in. Why hurry to get in the union? If there's something vital you want to do that requires the union card, great. But up until then, there's nothing keeping you from shooting film.

**Loeb:** I have a question about CUCKOO'S NEST, which you photographed. One of the major decisions in adapting from the book and play to the screen, I think, is the change in the Indian's character. The Indian, in the original material, is, in fact, psychotic. He's incommunicado.

It's the interaction between the Nicholson figure and the Indian that is so moving in the original material. The Nicholson figure, in the end, is the only one who is able to bring the Indian out of psychosis. Without that, the film seemed to me to be a trifle empty.

**Butler:** It all happens over a stick of gum. For some, that worked well, springing it that way. It's a different way of telling the story, and different directors, obviously, make different choices. The Indian was a used car salesman. They were just looking for a big Indian, and when they found this guy, they knew they had him. They got him on an airplane, flew him back, got him under contract.

**Question:** In the original stage version, and I'm coming from more of a theatre background, the piece of equipment that the Indian lifts is a very non-specific, but suggestive hunk of electronic gear. Whose decision was it to change it to a very pragmatic, realistic water fountain?

**Butler:** Milos Forman decided that, and probably decided that on the basis of what was there. This was shot in a real institution, and I think he tends to take from the reality. He tends to be realistic.

**Loeb:** It's also a playback because Nurse Ratchett refuses, earlier in the picture, to allow them to take a drink of water. So when he removes the

thing, they're playing back on an earlier idea. That's emotionally how they're helping us with the thread. I think it's remarkable that this picture, within five or six minutes, unleashes mayhem — a man takes his own life, another man is killed grotesquely — and yet somehow they move the film into an upbeat mood at the end. I felt like I was cerebrally destroyed when I left the theatre.

**Butler:** You've been taken apart, but also given a note of hope. That's what it's all about, anyway. Any film can be successful on that formula, if they would do it. We get so many of what you might want to call "message" films, that give you no hope whatsoever. And it almost becomes pointless. People get so they don't want to go see films anymore. If you feel there's no hope at all, it's the end of the world, anyway.

**Loeb:** I think it's hard to perceive the enormous impact of television. Television provides the equivalent of the "B" picture. People in film who make decisions on material are not naive about what television provides. The big film, now, is the issue. In television you can get your "B" picture, but you can't get CLOSE ENCOUNTERS OF THE THIRD KIND.

**Butler:** Everything is changing so fast. It's really frightening right now because of tape playback units and the discs that Universal is putting out. I have no idea what the impact is

going to be of all this. It's going to compete with the theatres.

**Loeb:** It's sad, too, because the television experience is not an audience experience.

**Butler:** It would be a shame to lose the audience.

**Loeb:** Of course, you're also talking about the necessity for more production. There's potential now for discs and tapes being sold. It's very possible that this society will be looking back on itself. It will be the Thirties again, when they're making five or six hundred pictures a year and selling them like they sell records. Jesus, I think we're at the edge of an incredible media boom, and I wonder what it means.

## OTHER PUBLICATIONS BY THE FILM DEPARTMENT

*A Conversation with Steve Shagan, November, 1977*

*A Conversation with a New York Television Writer, 1977*

*Revisiting the 50's: The Blacklist in America, February, 1976*

*A Conversation About Screenwriting with Joan Tewkesbury, November, 1975*

*A Conversation with John Cassavetes, March 1975*

Conception, Editing, Anthony Loeb

Assistant to the Editor, Judith Dyke

Photographs, Joy Caniglia

Design, Christie Brunner

Published by the Columbia College Press, Chicago