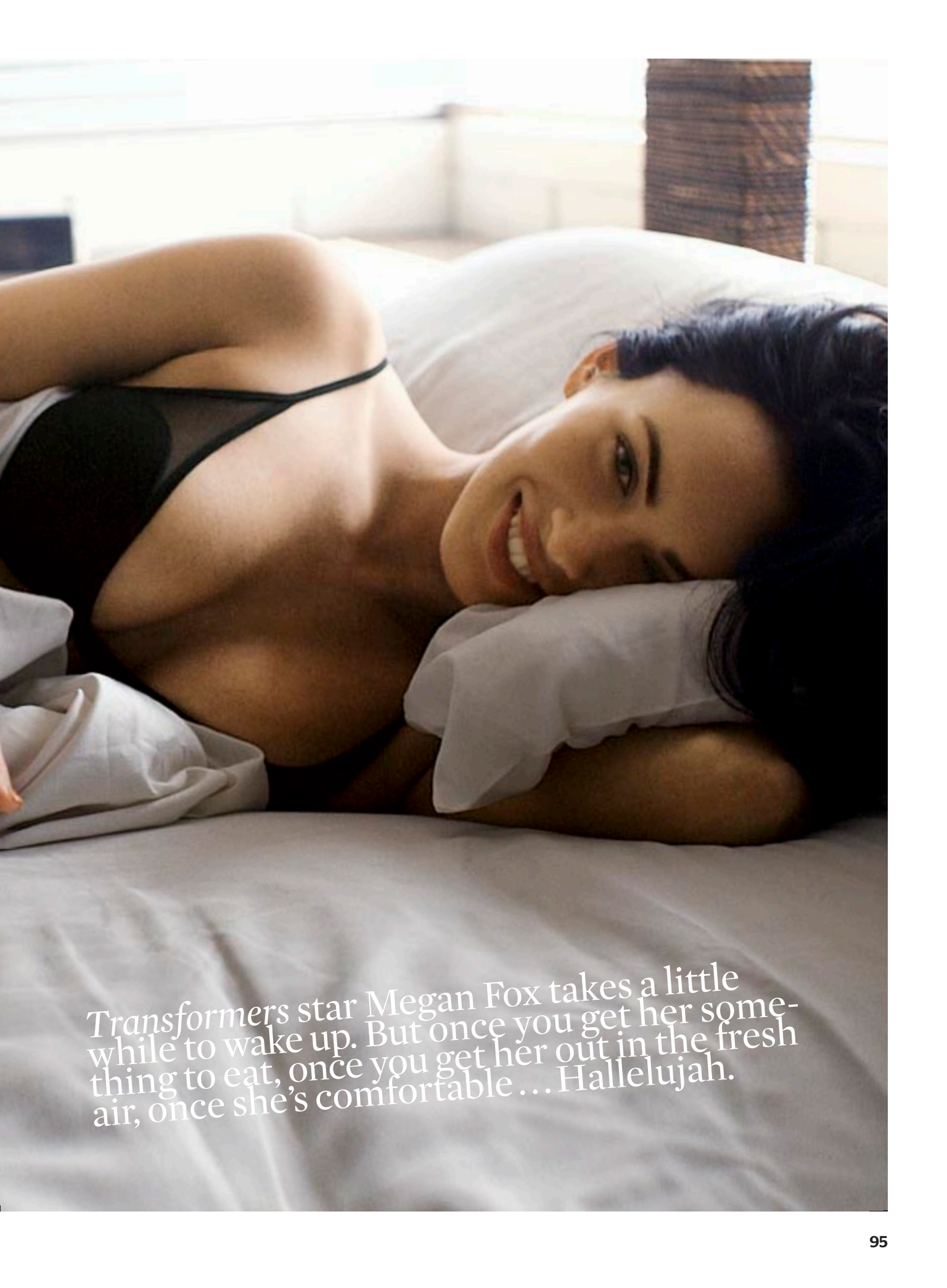


● SPEND A WHOLE DAY WITH MEGAN FOX  
IN PHOTOGRAPHER GREG WILLIAMS'S  
EXCLUSIVE VIDEO AT [ESQUIRE.COM/MEGAN](http://ESQUIRE.COM/MEGAN).  
(FOR MORE ON THE SHOOT, TURN TO PAGE 10.)

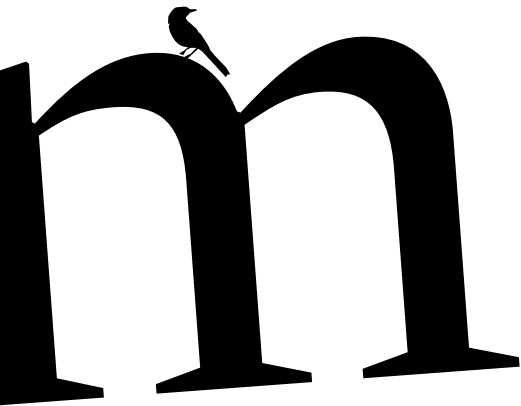
# good morning, megan

BY DAVID KATZ  
FILMED AND DIRECTED BY GREG WILLIAMS



*Transformers* star Megan Fox takes a little while to wake up. But once you get her something to eat, once you get her out in the fresh air, once she's comfortable... Hallelujah.





Megan Fox won't kick her horse.

She's just sort of tapping it, using her Ugg-booted right foot to give it a nudge with her heel. But to Bandit (that's the horse), this is more of a suggestion, and what this horse needs right now is a *command*, a firm whack on the undercarriage with both heels that says "Stop screwing off!"—and this Fox is either unwilling or unable to give.

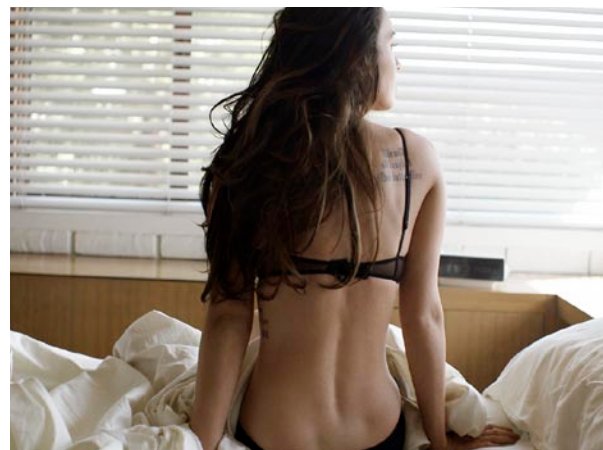
So we're gonna pause here for a minute or two, just a few hundred feet up the Topanga Canyon horse trail we're ascending, until Bandit can behave.

It's sunny but still mild for L. A., so Fox is wearing an open yellow cardigan over her black tank top. Her jeans, waist-baring low-riders, were rolled up just beyond her calves until Michael (our serene and tan guide for the day) mentioned she might want to roll them back down to avoid "chafing"—the kind of advice you don't ignore.

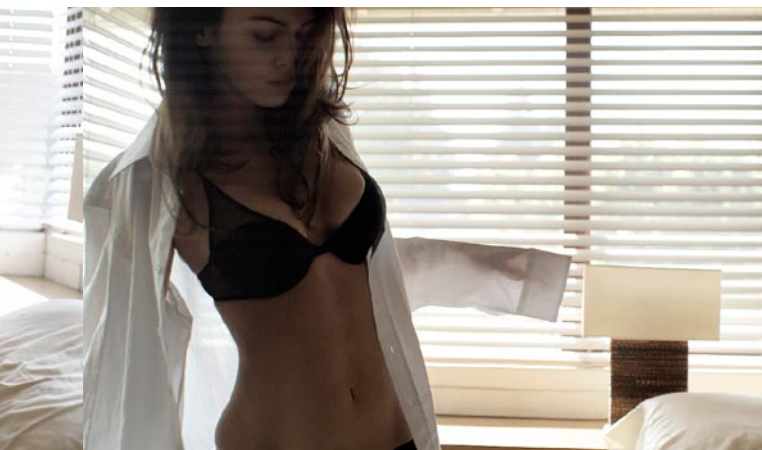
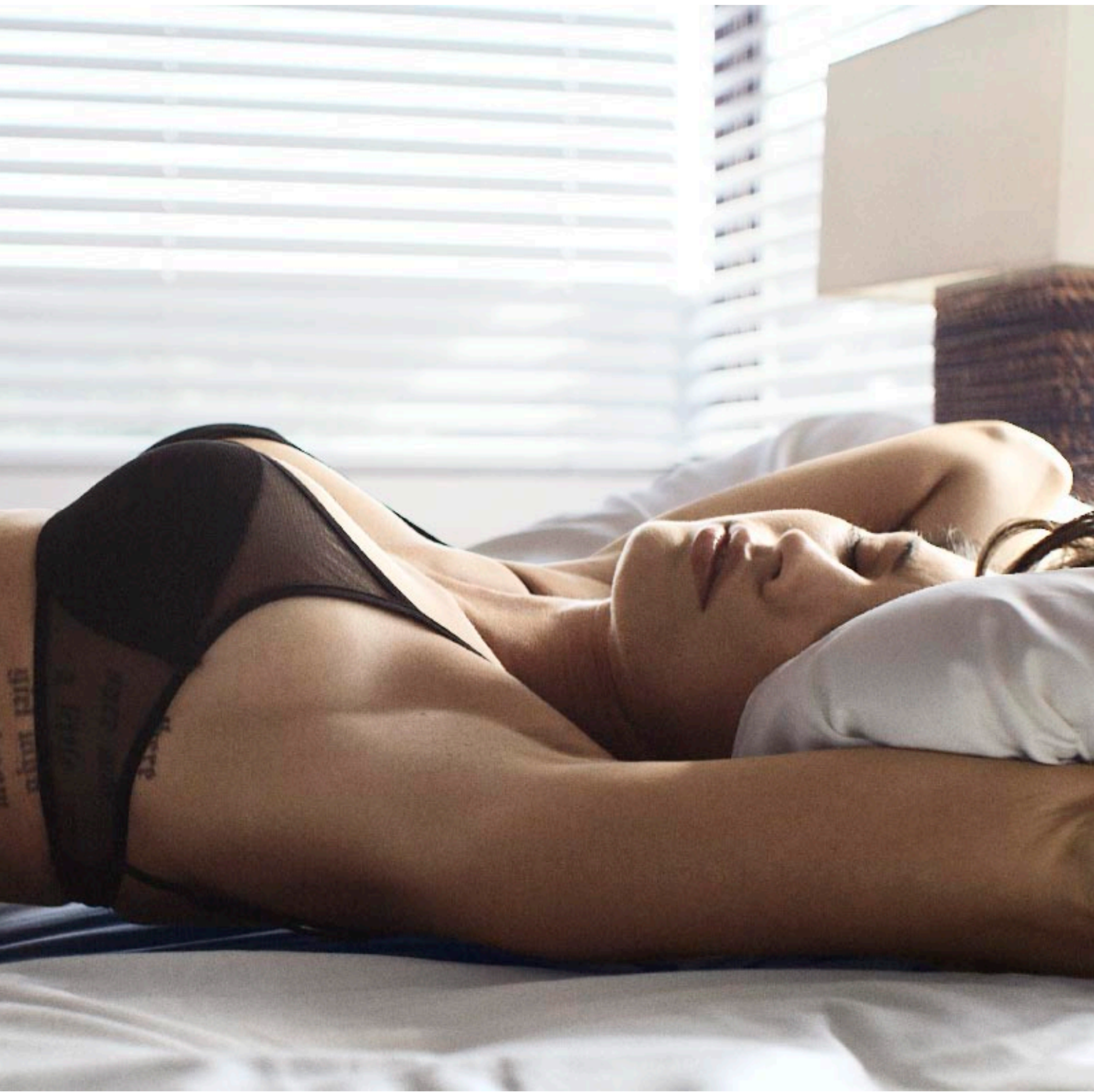
She's got a self-professed weakness for eye makeup, but she's not wearing much now, just a little mascara. Today's look is all-natural—though liberal cleavage and the "Brian" hip tattoo that occasionally peeks out above the waistband of her black underwear prevent it from being remotely wholesome.

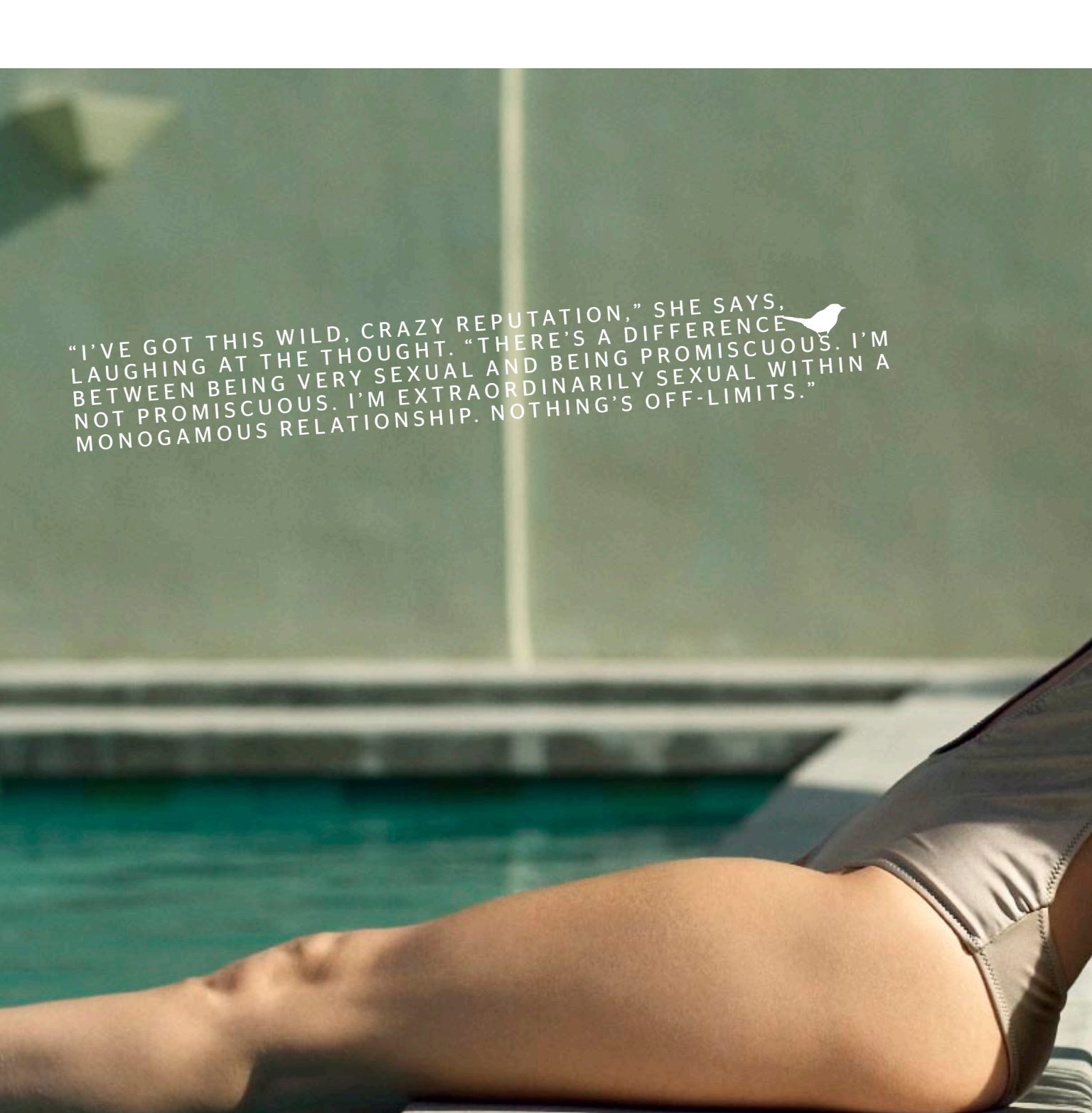
"If you're a real wimp with him," Michael is explaining, "he's gonna keep taking advantage of you." Dominance over horses is established in the first ten minutes of the ride, which means Fox has about one minute left to show Bandit who's boss. "Don't worry, there's no way you're gonna hurt him," Michael says. Definitely not with the little love kicks she keeps delivering.

It's hard to hold this unwillingness to kick Bandit against her, because it is, after all, kicking an animal, but also because she's clearly freaked out—"terrified" is how she puts it—being in the saddle for the first time. "I have a healthy fear of horses," she said when she was introduced to Bandit, and considering he's a thousand-pound brown beast and she's a five-four, hundred-pound twenty-two-year-old actress, this was odd only because the riding lesson was her idea. She wanted to learn, she said, but really she just wanted an escape.









“I’VE GOT THIS WILD, CRAZY REPUTATION,” SHE SAYS, LAUGHING AT THE THOUGHT. “THERE’S A DIFFERENCE BETWEEN BEING VERY SEXUAL AND BEING PROMISCUOUS. I’M NOT PROMISCUOUS. I’M EXTRAORDINARILY SEXUAL WITHIN A MONOGAMOUS RELATIONSHIP. NOTHING’S OFF-LIMITS.”

“You are catching me at a really vulnerable point in my life,” she says, alluding to the recent breakup with her boyfriend of four and a half years. She’s moving out of their home and being chased by an ever-growing pack of camera-wielding bruisers as she tries to get her personal life under control. “I’ve never really lived as an adult by myself. Like, I’ve never even bought my own dishes.” That’s all about to change. So yeah, Fox is spooked, and Bandit isn’t really helping.

**THE SMOKE HOUSE**, an old-school barbecue restaurant in Burbank, is dim, quiet, and pretty much empty except for Megan Fox tucked into a red vinyl booth in a corner. It’s the day after the ride, and she’s wearing the same kind of snug, low-cut tank top, this time in white, framed by a gray cardigan, the sleeves pushed up to reveal the Marilyn Monroe tattoo on her right arm. (She plans on sleeving the whole limb in the next year.)

She’s sipping hot tea and picking at a basket of bright-orange garlic bread as she fin-

ishes an entry in her journal, which she calls her “book of feelings,” fully aware of how corny that sounds. “Whenever I’m just sitting and thinking and feeling, I write it out,” she says. “Sometimes it’s an angry anti-man poem, and sometimes I’m just being funny and cute. Some of it is really disturbing, some really insightful, and some just bullshit. Sometimes I’ll just rant about something someone does on a plane. Or about an interview on a horse.”

She’s joking—hopefully. It’s hard to tell.





She's more relaxed than yesterday but not exactly at ease, occasionally bringing her intertwined hands over her head in a stretch or rubbing her own neck, working out some kinks. It's been one of those weeks. "I don't know how I feel or think about anything right now, and I feel like I'm under a microscope. Normally I love playing the game, but that's when I'm in an assertive place. I'm not there right now." All the attention on her love life has got her rattled, wondering if it's time to start watching her words more carefully,

to start "acting like an adult" in interviews.

"Because of some things I've said, some jokes I've made, I've got this wild, crazy reputation. Like I'm into sex with knives," she says, laughing at the thought. "People assume that I'm really promiscuous. There's a difference between being very sexual and being promiscuous. I'm not promiscuous. I'm extraordinarily sexual within a monogamous relationship. Nothing's off-limits. But that has nothing to do with experiencing a lot of people. I've only had two boy-

friends my whole life."

The recent breakup with actor Brian Austin Green, whom she'd been dating since she was eighteen, helps explain the twenty or so paparazzi who now wait outside (and will continue to wait for the next few hours) to see whom she leaves with. She has no problem with attention—"mass validation" is how she jokingly refers to it—but this is too much too soon and in danger of overshadowing a career that's just getting started.

Fox moved out to L. A. five years ago, when she was seventeen. She was born in Tennessee, but after her parents divorced, her mom and new stepdad relocated the family to Port St. Lucie, Florida, where she was enrolled in a strict Christian high school. "They had right-wing conservative teachers teaching Bible class," she says. "They'd tell us how abortion was wrong, how evolution was wrong, how sex was wrong. I hated school." She wanted to act—has for as long as she can remember—so she left school (she later got her degree) and moved out to L. A. with her mom. Three months later, she landed a part in *Confessions of a Teenage Drama Queen* with Lindsay Lohan, then a guest spot on *Two and a Half Men* spent mostly in a bikini, followed by the short-lived





SANTOS 100 WATCH BY CARTIER



"I DON'T WANT TO HAVE TO GO ON TALK SHOWS AND PULL OUT EVERY SINGLE S.A.T. WORD I'VE EVER LEARNED TO PROVE, LIKE, 'TAKE ME SERIOUSLY, I AM INTELLIGENT, I CAN SPEAK.' BUT I DO. AND PART OF IT IS MY OWN FAULT."





SHE DOESN'T GO TO CLUBS, AND SHE TRIES TO AVOID THE HOLLYWOOD SCENE: "WHEN I GO TO A PARTY, I ALWAYS FEEL LIKE I'M CHUM. LIKE MY AGENT IS JUST CHUMMING THE WATERS UNTIL I'M CIRCLED BY DUDES."

CONT.  
FROM  
PG. 99

Kelly Ripa sitcom *Hope & Faith*.

But odds are you'd never heard of Megan Fox until last summer, when she starred as tan-and-toned high school gearhead Mikaela Banes in *Transformers*, a role she reprises this month in *Transformers: Revenge of the Fallen* and that mostly entails, as she puts it, "a lot of running and screaming—you sort of have to let the acting aspect go, because it's just not there. People come to see the effects and the robots and the explosions." Which is not entirely fair. They also come to see Megan Fox in a half shirt bending over a '76 Camaro, an image your fourteen-year-old cousin has as his screensaver, and not because of the car. "I know I'm seen as a sex object," she says. "I'm just really confident sexually, and I think that sort of oozes out of my pores. It's just there. It's something I don't have to turn on."

Which is obvious when you're watching her eat the barbecue-chicken platter at the Smoke House. She's not licking her fork seductively, or smearing barbecue sauce all over her face, or dripping mashed potatoes down her chest, or doing any of the things she's asked to do time and time again in photo shoots. She's not even using her bare hands. She's simply a twenty-two-year-old girl eating some chicken, so it's really not her fault if watching this makes you feel as if you should be paying for the privilege. "I don't get it," she says. "I don't find food sexy, and I don't see the connection between food and sex." Obviously she hasn't been watching the right people eat.

"If you know how to take control of it, then it can be powerful," she says of being a sex symbol. "But I have no idea how to handle it yet, how to deal with it. I don't want to have to be like a Scarlett Johansson—who I have nothing against—but I don't want to have to go on talk shows and pull out every single SAT word I've ever learned to prove, like, 'Take me seriously, I am intelligent, I can speak.' I don't want to have to do that. I resent having to prove that I'm not a retard—but I do. And part of it is my own fault."

If that's true, it's because of a few tantalizing stories she's told the press, or maybe those seven artfully placed tattoos, not because she prances around L. A. like Kim Kardashian. In fact, Fox is a homebody who prefers to watch hours of Animal Planet rather

than go to bars or clubs, and she tries to avoid the Hollywood scene as much as she can. "When I go to a party, I always feel like I'm chum. Like my agent is just chumming the waters until I'm circled by all these dudes."

Awards shows, after parties, any kind of large social gathering—they all make her anxious. Before she walks a red carpet, she gets a nice buzz going (even though she's not much of a drinker), smokes a few cigarettes (even though she quit two years ago), and tries to get quickly in and out as she parries the inevitable come-ons from colleagues hopped up on their own egos. "Actors aren't necessarily the most intelligent guys you're ever gonna come across," she says. "They're so easily manipulated that if you have any sort of control over your own sexuality, they're just fucked."

Such was the fate of one up-and-coming Irish actor who hit on her as she was smoking a cigarette alone after an awards show. "He was like, 'Cigarettes? Do you have an addictive personality? Well, what else are you addicted to?'" she says. "Like, I'm unaware that he wants me to say, 'Sex. I'm addicted to sex, I just can't get enough. I just really want a daddy, can you be my daddy?'" She played with him for a bit, gave him a little string—then "cut him off at the knees."

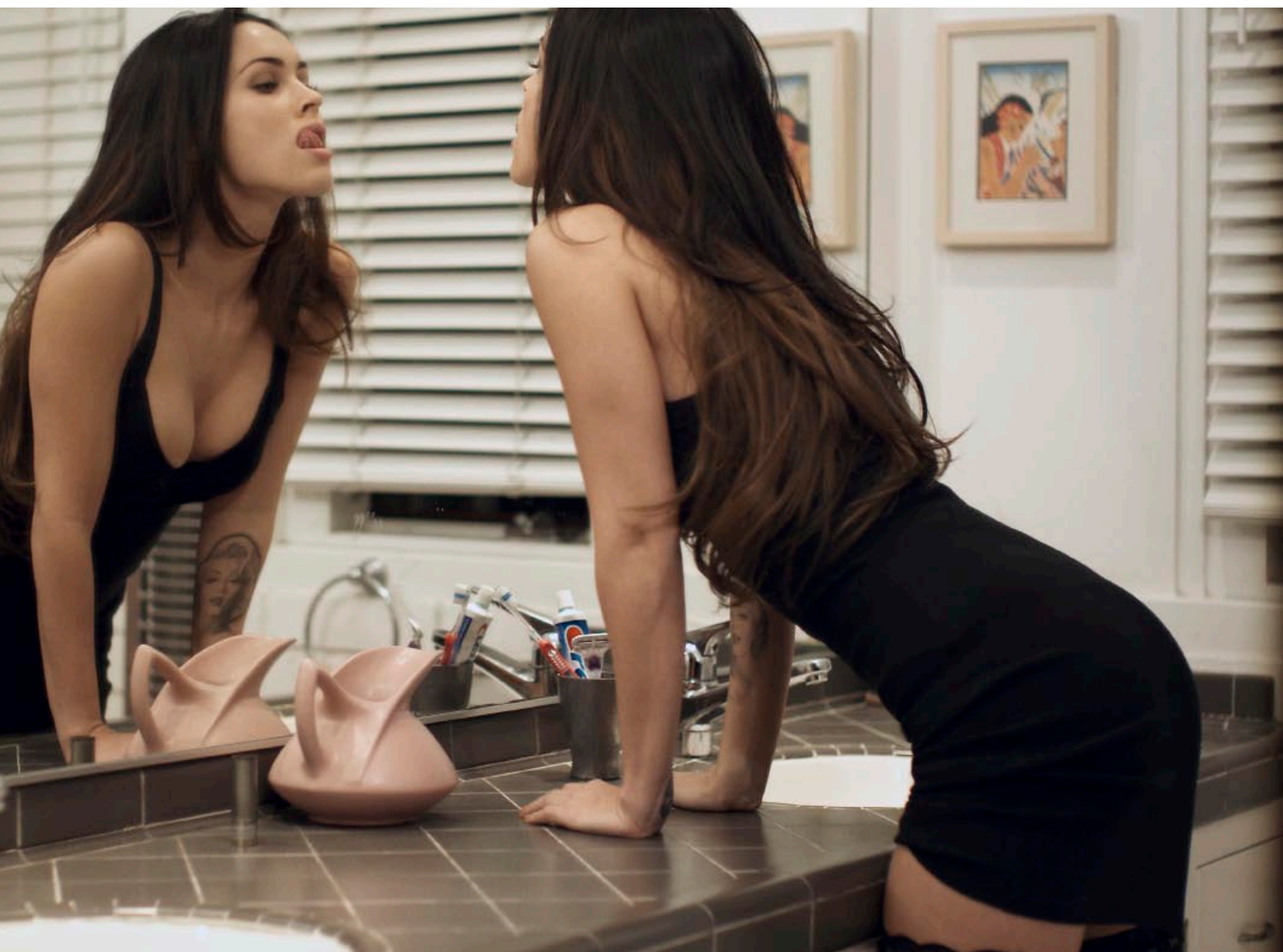
Maybe it's the third herbal tea, but Fox is starting to relax, and with this comes a glimmer of her more unfiltered self, the one she was so worried would get her into trouble: not some cliché wild child but someone more engaging than that. When she lets her guard down, Fox is gossipy and outspoken. And funny.

Of course, beautiful women always think they're funny, because men laugh at everything they say. Fox could tell a knock-knock joke and every man within earshot would keel over with laughter. But Fox is *actually* funny. Get her going and she'll deliver a blue monologue that sounds as if it were lifted out of a Judd Apatow stoner flick. Confess you've never seen *High School Musical*, for example: "Wait, what?" she says, raising her voice. "Okay, well, let me tell you what it's really about. *High School Musical* is about this group of boys who are all being molested by the basketball coach, who is Zac Efron's dad. It's about them struggling to cope with this molestation. And they have these little girl-



friends, who are their beards. Oh, and somehow there's music involved. You have to get stoned and watch it." Fox is funny like your fat friend Phil is funny: dry, dirty, sarcastic—a little bit mean. "People are not used to seeing starlets have a sense of humor, especially an off-center, foul sense of humor," she says. "I think it would be different if I were a guy. Seth Rogen can say whatever he wants and people know it's a joke."

Fox is obsessed with how she's perceived. She won't look at her own press—not because she doesn't care but because she cares too much. Looking at a sexy photo spread she's in or a critical blog posting will make her physically ill. "Because I'm young and female, people want me to be like some Disney Channel, supersafe, sex-before-marriage-is-bad, Taylor Swift, I-date-someone-with-a-promise-ring, bullshit girl." Which would mean watering down the Megan Fox now in full swing at the Smoke House, the unrestrained woman who seems to have a polemicist's position on everything from Superman



“I just think he’s a lame superhero. He’s not interesting. He’s not dark. He’s just kind of a douchebag.”) to sex: “I think people are born bisexual and then make subconscious choices based on the pressures of society. I have no question in my mind about being bisexual. But I’m also a hypocrite: I would never date a girl who was bisexual, because that means they also sleep with men, and men are so dirty that I’d never want to sleep with a girl who had slept with a man.”

She makes this last statement, one she knows will get bolded and underlined and hyperlinked into oblivion, near the end of lunch, after the plates are cleared and the family-dinner crowd is starting to pour in. It’s as if she’s reached her own internal conclusion about whether she’s going to self-censor for them and for all of us. Then she sums it up easily enough: “Fuck it.”

**IT’S THE CHOICE** she must have made at some point yesterday, too.

There were those initial rough spots when

Bandit was taking advantage of her—so much so that Michael the guide had to hop off his horse, grab a six-foot length of heavy rope out of his saddlebag, and tether Fox’s animal to his own. (At least, he *said* it was because Bandit was misbehaving.) But that setup wasn’t needed for long.

Halfway up, she got the hang of it, comfortable enough to make small talk, about horses, naturally, but this afforded some surprising information, like the fact that Fox knows the name of Gandalf’s horse in *The Lord of the Rings*, a trilogy she’s seen “a billion times” because Fox isn’t just a fanboy’s wet dream but a fanboy herself. “If I were to get typecast in comic-book movies for the rest of my life, that would be okay.” The pervasive rumors that she’ll be playing Wonder Woman or inherit Lara Croft’s bodysuit from Angelina Jolie are “complete Internet bullshit,” but she is currently shooting *Jonah Hex*, a bloody western comic-book adaptation with Josh Brolin. In September, she stars in *Jennifer’s Body*, a

horror parody by Diablo Cody, as the man-devouring zombie captain of a high school flag team.

After *Transformers* came out, Fox passed on a bunch of challenging scripts because she was scared she wasn’t good enough or the roles seemed laughably implausible for her. (“Seriously, I’m gonna be playing a mom on a rampage, looking for her lost kid? What a joke. I look like a little kid.”) So it’s possible Fox actually will spend her career as the Hot Chick, running and screaming in strategically ripped cheerleading outfits as she battles talking cars and evil cowboys—but that’s not likely. After all, she said she was “terrified” of horses, and within an hour into her first ride she was relaxed in the saddle, smiling, talking about coming back and seeing Bandit again.

By the return trek, Fox was confident enough with her horse that Michael agreed to let her trot. She gave Bandit a kick—commanding, with both feet—then she let out an excited little scream and off she went. 🐾