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**SECTION:** State and Regional**LENGTH:** 787 words**HEADLINE:** D.A. Pennebaker looks back at 'Don't Look Back'**BYLINE:** By LARRY McSHANE, Associated Press Writer**DATELINE:** NEW YORK**BODY:**

D.A. Pennebaker still remembers the look on young Bob Dylan's face. The 26-year-old singer was watching himself in Pennebaker's soon-to-be released documentary, "Don't Look Back."

Dylan appeared ... well, stunned is a good word.

"I think the first time he saw it, he went into shock," Pennebaker recalls, laughing slightly. "He had no idea that one camera sitting on one guy's shoulder could make him feel so naked." The chastened Dylan returned a night later, watched it again, then gave his OK to Pennebaker's film. Now, three decades later, the director's chronicle of Dylan's three-week 1965 British tour returns this month in an enhanced DVD version released by New Video.

"I've always admired Dylan for letting (the film) go the way it was," Pennebaker says. "That was something a lot of lesser talents - and a lot of greater talents - would have had trouble doing."

Pennebaker's critically-acclaimed documentary, released in 1967, stands the test of time - although its creator once felt the 96-minute film would never see a theatrical release.

It was the kindness of several West Coast pornographic theaters that changed that, he says - in particular, The Presidio in San Francisco.

"This group of Western theaters was showing porno, and they wanted to upgrade their act," the self-deprecating Pennebaker recalls. "It was perfect for me, because my movie looked like porno, but it's not."

Pennebaker, who earned an Academy Award nomination for his look at the Clinton presidential campaign in "The War Room," is quick to poke fun at himself. Talking about his acclaimed black and white Dylan piece, he describes it as "a very ratty-looking film."

Critics disagreed.

"A portrait of the young Dylan tearing the pop world apart," a San Francisco Examiner reviewer enthused in a typical rave.

Pennebaker, an Illinois native, earned a degree in mechanical engineering at Yale before going into filmmaking. Using his college skills, Pennebaker developed a portable camera that allowed filmmakers full access - one of the keys to the "cinema verite" style that he helped define.

According to Pennebaker, the movie wasn't his idea, and it wasn't Dylan's either. The credit belongs to Dylan's late manager, Albert Grossman.

"I probably couldn't have convinced Dylan myself," Pennebaker says. "He was mercurial. It would be hard to convince him of anything for

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three hours in a row. But Albert Grossman asked me if I wanted to do a film with one of his clients."

Pennebaker knew little about his subject, who wore his hair long, his sunglasses dark and his attitude on his sleeve: "I didn't have much of a take on him. I knew who he was, probably heard a couple of his songs. To hear him sing the first time, he wasn't Rudy Vallee. I was less than swept away."

That soon changed.

Pennebaker, watching through his lens, saw "an amazing prodigy. Very smart in an untutored way. He created his own persona right before your eyes. ... He was a compendium of things it takes professors years to figure out - startlingly naive, but smart."

The 74-year-old Pennebaker acknowledges that he had 40 to 50 extra hours of footage from the Dylan sessions, and that the idea of recutting his movie flashed through his brain.

"I thought about it," he says. "I thought, 'This is a chance to make a new film.' Then I thought, 'Why a new film? What would that get us?' ... It would be interesting to people who'll take any Dylan you can give them, but not to a major audience."

The extra footage, along with outtakes and originals of all Pennebaker's work such as "Monterey Pop" and "The War Room," now sits in the archives of the Museum of Modern Art.

The film's title appears in a line from Dylan's song "She Belongs to Me": "She's an artist, she don't look back."

Yet Pennebaker says the credit for his title actually goes to Negro Leagues star and Hall of Famer Satchel Paige, who once advised, "Don't look back. It might be gaining on you."

Pennebaker offers his own tip on staying a step or two ahead of the audience: "The one barometer I believe in is boredom. The minute people start to lose interest, that's it."

That explains the tight running time of "Don't Look Back, barely an hour and half.

The DVD comes with a bonus - five never before released Dylan audio performances and a previously unreleased version of the landmark cue-card flipping bit for "Subterranean Homesick Blues."

Pennebaker's grainy video for the Dylan tune turned out to be about 20 years ahead of its time, presaging MTV and VH1. So when he flips past the video music channels today ...

"I think, 'Without me, they'd be bankrupt,'" he says, laughing loudly. "I'm sure the check is in the mail."

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