

Document Citation

Title	Becky's not Sharp enough
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Source	<i>Variety</i>
Date	2004 Aug 30
Type	review
Language	English
Pagination	21, 29
No. of Pages	2
Subjects	
Film Subjects	Vanity fair, Nair, Mira, 2004



A FAIR LADY: Jonathan Rhys Meyers and Reese Witherspoon share a dance in the newest film version of William Makepeace Thackeray's "Vanity Fair," directed by Mira Nair.

Becky's not Sharp enough

By TODD McCARTHY

An essential 19th century English novel has become a colorful but dramatically just serviceable film in the hands of director Mira Nair. William Makepeace Thackeray's tale of a scheming social climber during the Regency period provides a meaty role for Reese Witherspoon, who acquits herself capably. But Nair's approach never entirely convinces, and the adaptation of the 900-plus-page book becomes increasingly episodic, making this "Vanity Fair" more a collection of intermittent pleasures than a satisfying emotional repast. Star's name and a strong push by Focus toward the large middle rather than the rarefied upper end of the specialized market should spell good domestic B.O. returns for this accessible but unremarkable costumer.

Serialized in 1847-48, Thackeray's drolly incisive account of an orphan girl's ambitious journey through the English class system 200 years ago has served as the basis for five silent films, including an Indian one, "Bahuroopi Bazar," made in 1932; three British miniseries, the last of them in 1998; and one previous major Hollywood sound feature, Rouben Mamoulian's "Becky Sharp," which was notable in 1935 as the first three-color Technicolor production.

Given the rich societal setting, vibrant heroine and enough personal

triumphs and setbacks to fill the bible of a daily soap opera for several seasons — and also offering choice supporting opportunities, most notably for Eileen Atkins and Gabriel Byrne — it would be hard to make "Vanity Fair" a dull affair. Just to make sure, Nair has

juiced it up with a strong dose of Eastern exoticism that not only reflects the director's own Indian background but those of the rebounding cultural currents of the British imperial project that



AUNTIE UP: Eileen Atkins plays the formidable aunt in Focus Features' costumer.

was then in the ascendant.

But there are deficiencies at the very heart of this adaptation, penned initially by the team of Matthew Faulk and Mark Skeet and rewritten by "Gosford Park" scribe Julian Fellowes, which serve to deprive the story of a strong spine.

This Becky Sharp is endowed with more humanity and well-rounded

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VANITY FAIR

Directed by Mira Nair
Starring:
Reese Witherspoon,
Eileen Atkins and
Gabriel Byrne

FILM

Variety, 8/30-9/5/04, pp. 21, 29

VANITY FAIR

(U.S.-U.K.)

A Focus Features release of a Tempesta Films/Granada Film production, produced in association with Inside Track Films 2 LLP. Produced by Janette Day, Donna Gigliotti, Lydia Dean Pilcher. Executive producers, Howard Cohen, Pippa Cross, Jonathan Lynn. Co-producer, Jane Frazer.

Directed by Mira Nair. Screenplay, Matthew Faulk, Mark Skeet, Julian Fellowes, based on the novel by William Makepeace Thackeray. Camera (Technicolor/Deluxe color, Super 35 wide-screen), Declan Quinn; editor, Allyson C. Johnson; music, Mychael Danna; production designer, Maria Djurkovic; supervising art director, Nick Palmer; art directors, Lucinda Thomson, Sam Stokes (Bath); set decorator, Tatiana Macdonald; costume designer, Beatrix Aruna Pasztor; sound (DTS/Dolby SR/SRD), Drew Kunin; supervising sound editors, Warren Shaw, Tony Martinez; makeup/hair designer, Jenny Shircore; associate producers, Faulk, Skeet; second unit camera, Jay J. Odedra; casting, Mary Selway. Reviewed at Wilshire screening room, Beverly Hills, Aug. 18, 2004. MPAA Rating: PG-13. Running time: **140 MIN.**

Becky Sharp Reese Witherspoon
Miss Matilda Crawley Eileen Atkins
Mr. Osborne Jim Broadbent
The Marquess

of Steyne Gabriel Byrne
Amelia Sedley Romola Garai
Sir Pitt Crawley Bob Hoskins
William Dobbin Rhys Ifans
Lady Southdown Geraldine McEwan
Rawdon Crawley James Purefoy
George

Osborne Jonathan Rhys Meyers
Pitt Crawley Douglas Hodge
Lady Jane

Sheepshanks Natasha Little
Joseph Sedley Tony Maudsley

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qualities than is the norm, which increases her dimensionality as a character. But this decision also dulls Sharp's blade, replacing her calculating ruthlessness with, in Witherspoon's interpretation, something closer to mere determination. The change removes much of the breathless astonishment out of the character's rise and eventual fall.

And whether as a result of lack of actor chemistry or abridged storytelling or both, Becky's marriage to an irresponsible aristocrat remains largely a cipher here, serving to slip the rug out from under the feet of one of the story's central relationships.

Poor but well schooled, young Becky takes her first important step into the moneyed world when she becomes governess to the children of Sir Pitt Crawley (Bob Hoskins), head of a family of musty Hampshire aristocrats. A lesser woman could easily die on the vine in such stultifying environs, but beautiful Becky engages the interest of handsome family heir-apparent Rawdon Crawley (James Purefoy) and, in another way, that spiky old Aunt Matilda (Atkins), who relishes Becky's frank wit and eventually invites the self-confident young redhead to join her in London.

Thus Becky arrives on the major stage for which she fancies she was made. Her best friend from school, Amelia Sedley (Romola Garai), is seeing a dashing snide young man, George Osborne (Jonathan Rhys Meyers), who has the audacity to peg Becky thus: "I had thought she was a social climber; I can see now she's a mountaineer."

While both are involved with impressive young army officers, the two friends are on opposite social tracks. Unlike Becky, who thinks she is assuring herself of security and status when she marries Rawdon and bears his son, the comfortably raised Amelia isn't driven to push herself ever-upward, although her modest status compels George's merchant father (Jim Broadbent) to insist his son break with Amelia and marry into great wealth. This demand is illustrated in one of the film's more amusing scenes, of George and a prospective arranged bride bluntly getting down to the nitty-gritty.

Several of the best sequences hinge on characters boldly speaking their minds in contrast with the mannered politesse and hypocritical posturing that defines much of the social intercourse; it's Becky's plain speaking that piques Matilda's interest, and when the mighty Marquess of Steyne (Byrne), who ultimately becomes Becky's benefactor, brutally puts his ghastly wife and daughters in their place, it's like the pronouncement of a god from Mount Olympus.

At the halfway point, the action shifts to Brussels in 1815. With Napoleon's forces converging on Waterloo, the English enjoy a final dress ball on the eve of the fateful battle. The death of Amelia's husband sets the widow into a steep decline, while

Becky's descent is more gradual, with Rawdon's gambling and dissolute ways only slowly taking their toll.

Tremendous story compression makes it unclear why a woman like Becky, her eye always on the prize, would stick with a man like Rawdon through thin as well as thick, and lack of visible aging for many characters makes time-jumping hard to gauge.

Pic takes on a very disjointed feel in the second half, and, with the exception of Becky's compromised relationship with Steyne, the thread of the personal dynamics becomes frayed.

Although it can be justified by the minor presence of Indian elements in the novel (Thackeray was, in fact, born in Calcutta), the emphasis on Eastern motifs nonetheless seems like an affectation as often as not. Still, this is not nearly as serious a problem as is the generally lackluster direction.

Redressed streets in Bath double marvelously for Mayfair, and production designer Maria Djurkovic and costume designer Beatrix Aruna Pasztor make a point of filling every frame with color. But with the exception of the exchanges involving the shamefully entertaining Atkins and the reservedly insinuating Byrne, even the sharper dialogue falls somewhat flat. What style the film possesses seems applied rather than innate.

Having broken in her English accent two years ago in "The Importance of Being Earnest," Witherspoon acquits herself honorably on that score, as well as in her interpretation, which emphasizes intuition and intelligence over brazenness and cunning. Approach makes Becky less distasteful than other incarnations, but also perhaps less emblematic of what Thackeray had in mind. Other thespians, including Hoskins, Meyers and Rhys Ifans as a long-suffering suitor of Amelia's, have their moments. Natasha Little, who appears here in the supporting role of Lady Jane Sheepshanks, portrayed Becky Sharp in the well-regarded 1998 BBC miniseries.