



Level 5

# Pinocchio



OXFORD





# Pinocchio

*Retold by Sue Arengo*  
*Illustrated by Damian Ward*



## ❖ Contents ❖

<i>Pinocchio</i>	2
Exercises	28
Glossary	30
About <i>Classic Tales</i>	32



Once there was an old man called Gepetto. He was poor and he lived alone in a small town near the sea.



Gepetto was a carpenter. He made things out of wood. And one day Gepetto made himself a boy out of wood. He made a wooden puppet.

‘I will call you Pinocchio!’ said Gepetto.

‘Put me down, Dad!’ said the puppet.

‘Oh!’ said Gepetto. ‘You can talk?’

‘Of course I can!’ said Pinocchio. ‘Put me on the floor, Dad. I feel full of life and I want to dance.’

‘Are you a good boy?’ asked Gepetto.

‘Of course I am!’ said Pinocchio. ‘I am the best boy in the world!’ Then he ran out of the door.







‘Pinocchio, my son!’ cried old Gepetto.  
‘Come back!’

The little puppet was having a good time so he didn’t listen. He just ran. But Gepetto loved his son and so he ran after him.



‘Come back, Puppet Boy!’ shouted Gepetto. He tried to grab the wooden puppet but Pinocchio ran faster and faster. Gepetto was old and could not catch him, and suddenly he could not see him either.

‘Puppet Boy, where are you?’ Gepetto cried.





Pinocchio ran back to Gepetto's room. But no one was there, because Gepetto was still out searching for his puppet.

Pinocchio was all alone and he was hungry, but there was no food. Then he heard a voice.

'Pinocchio! Look up!' There was a green cricket on the wall, and it had very bright eyes.

'Boys should be good to their parents,' it said. 'Good boys go to school and help people. But you're not a good boy, are you? You're just a bad little wooden puppet!'

Then Pinocchio did another bad thing. He shouted at the cricket and chased it away. So now he was alone again.



Pinocchio ran out into the cold, dark street. Then he knocked on someone's door.

'Oy! Be quiet!' shouted a man. 'What do you want?'

'Please, Mr Man, I want some bread!' said Pinocchio.

'Oh, do you?' said the man. 'Wait there.' He went inside, and then he came back to the window and poured a bucket of water all over Pinocchio.

'Here! Have a drink!' he said. 'Now shut up and go away or I'll throw the bucket at you too!'

Then Pinocchio began to cry. He was wet and cold and hungry. And he was all alone.





Pinocchio ran back to Gepetto's room and fell asleep by the fire. Then his wooden feet got burnt.

When Gepetto came home, Pinocchio cried, 'Oh, Dad! Daddy! I'm sorry that I was a bad boy! Make me some new feet, Dad! And give me something to eat!'

Gepetto wanted to be angry. But then he saw Pinocchio's poor burnt feet.

'Oh, my poor boy!' he said. 'What a funny little wooden puppet you are!' And he gave him all the food he had – three hard green pears. Pinocchio was so hungry he ate them all.





Gepetto made Pinocchio some new feet and the little puppet gave him a big hug.

‘Listen,’ said Gepetto. ‘I want you to go to school. I want you to work hard and be a good boy.’

‘But, Dad. I need a writing book!’ said Pinocchio. ‘I can’t go to school without a writing book.’

‘Wait there,’ said Gepetto. ‘I’ll get one.’

When Gepetto returned, Pinocchio said, ‘Where’s your coat, Dad?’

Gepetto didn’t answer. He just said, ‘Look! Here’s your writing book!’

‘Oh, Dad!’ said Pinocchio. ‘You sold your coat to buy my book, didn’t you? Oh, Dad! I’ll be a good boy, Dad. I’ll go to school tomorrow.’







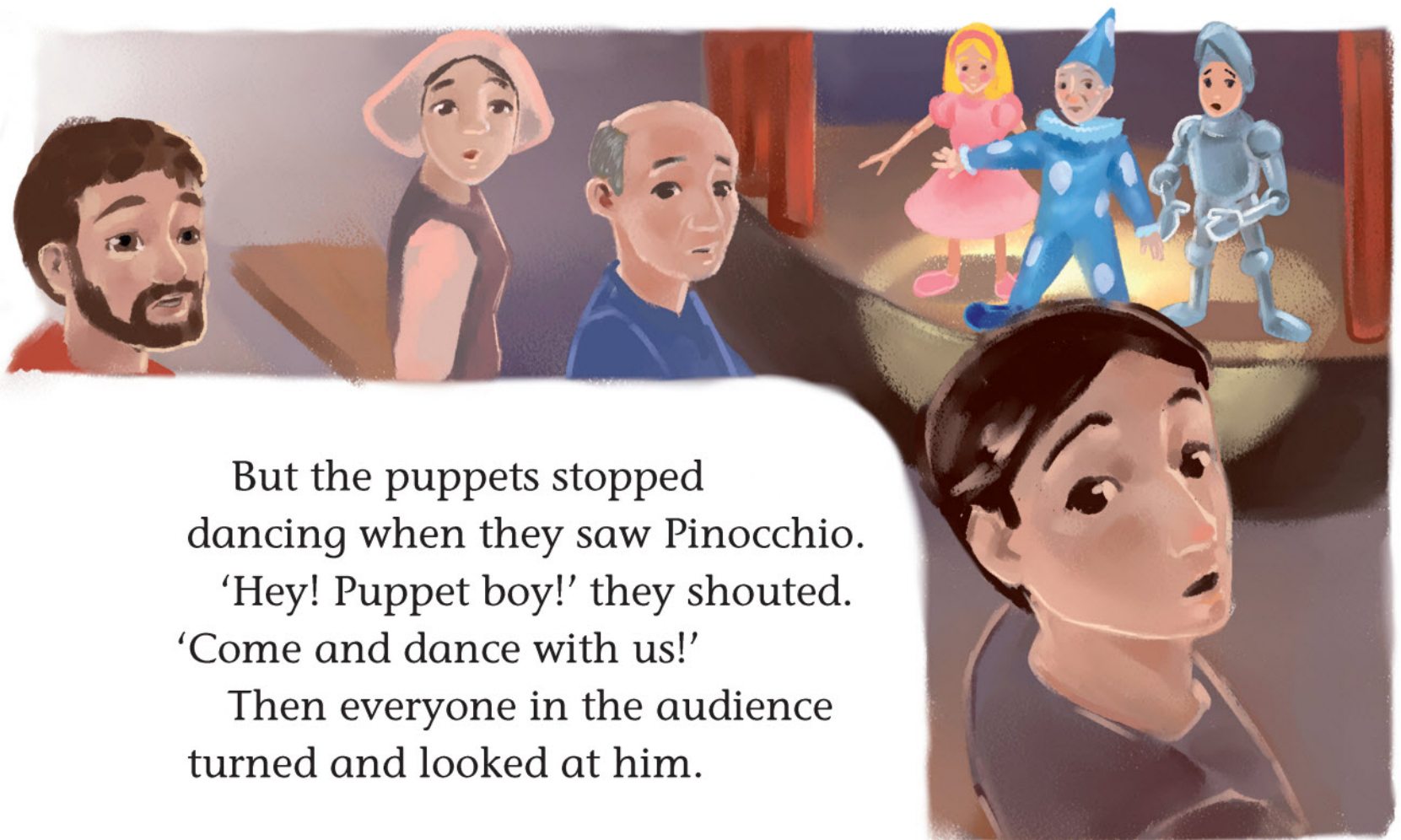
But on his way to school, Pinocchio saw something.

'Two pence,' said a man. 'It only costs two pence to see the famous puppets dance.'

'I'm going to school,' said Pinocchio. 'And I don't have any money.'

'Hey!' said the man. 'Go to school tomorrow. Listen. I'll give you two pence for that writing book. Come on. Come and see the famous dancing puppets!'

It did sound interesting so Pinocchio said, 'OK. I will.'



But the puppets stopped dancing when they saw Pinocchio.

'Hey! Puppet boy!' they shouted. 'Come and dance with us!'

Then everyone in the audience turned and looked at him.





Then the nasty Puppet Master arrived.

‘Why aren’t you puppets dancing?’ he shouted. ‘And who’s this?’ he asked, looking at Pinocchio.

The puppets were so afraid that they could not move.

‘OK!’ shouted the Puppet Master. ‘Time for bed! But first I need some wood for the fire. I want to cook my dinner!’

He grabbed an old puppet. ‘Ah! Here’s some wood!’ he laughed. ‘This will do!’

Then Pinocchio did something brave.

‘Let him go!’ he cried. ‘Put that old puppet down!’







Pinocchio was brave.

‘Take me!’ he shouted bravely. ‘Put me on your fire and let this old puppet go!’

‘What?’ said the Puppet Master. ‘What did you say?’

‘You heard me!’ said Pinocchio.

The Puppet Master looked at Pinocchio. He could not understand why Pinocchio was not afraid.

He looked at Pinocchio’s eyes.

Pinocchio’s eyes were not afraid.

Suddenly the old Puppet Master felt tired. He dropped the old wooden puppet onto the floor.

‘OK,’ he said. ‘No more dancing today. You can all go to bed.’





In the morning, the Puppet Master spoke to Pinocchio.

‘Where do you come from?’ he asked.

‘My father’s a poor old carpenter,’ said Pinocchio. ‘He sold his coat to buy me a writing book. But I sold that book to see your puppet show. I’ve been bad, but I want to be good.’

‘You’re an interesting ... thing,’ said the Puppet Master. ‘And brave. Here ... take these coins. Give them to your father. Now go! Quick! Or I might keep you.’

‘Oh! Thanks, Mr Man,’ said Pinocchio. Then he grabbed the coins and ran.







Pinocchio started to walk home through the streets of the town. On the way, he met the Fox brothers.

‘Hello there, Pinocchio,’ said Tommy Fox. ‘What are you doing?’

‘I’m going home,’ said Pinocchio. ‘I’ve got five coins! So I’m going to buy a new coat for my dad! And a writing book, because I need to go to school.’

‘Forget about the coat,’ said Danny Fox. ‘Winter will be over soon.’

‘And you don’t need school,’ said Tommy Fox. ‘You need to go into business. Listen! There’s a magic field outside the town. Plant those coins in the magic field and they will grow into money trees. Each one will have a thousand coins. A thousand coins shining in the sunlight!’

‘Wow!’ said Pinocchio. ‘OK!’



‘But first, let’s eat,’ said Tommy Fox. ‘I know a place outside town.’

And he took them to a restaurant called The Red Lobster.

‘Waiter!’ shouted Danny Fox. ‘Twenty ducks with hot cream!’

‘And I’ll have twenty chickens in hot butter!’ said Tommy Fox. ‘Little ones! I’m not very hungry.’

‘And you?’ the waiter asked Pinocchio.

‘Er ...’ said Pinocchio. ‘Do you have any pears?’

‘Not today,’ said the waiter.

‘Then just some bread and cheese, please,’ said Pinocchio.

At the end of the meal, the Fox brothers said, ‘We’re just going to wash our hands and then we’ll pay the bill.’

But they never came back. So Pinocchio had to pay for the meal himself. Then he only had one coin left.





Outside, it was dark. Pinocchio walked for a few minutes and then he saw the cricket again.

‘Pinocchio!’ said the cricket. It looked at him with bright eyes. ‘Coins do not grow into trees!’

‘I haven’t got any coins!’ lied Pinocchio. And when he told this lie, his nose suddenly got longer.



Just then, two robbers grabbed Pinocchio.

‘Give us your money or die!’ they cried.

‘I haven’t got any money!’ lied Pinocchio. And when he told this lie his nose grew longer again.

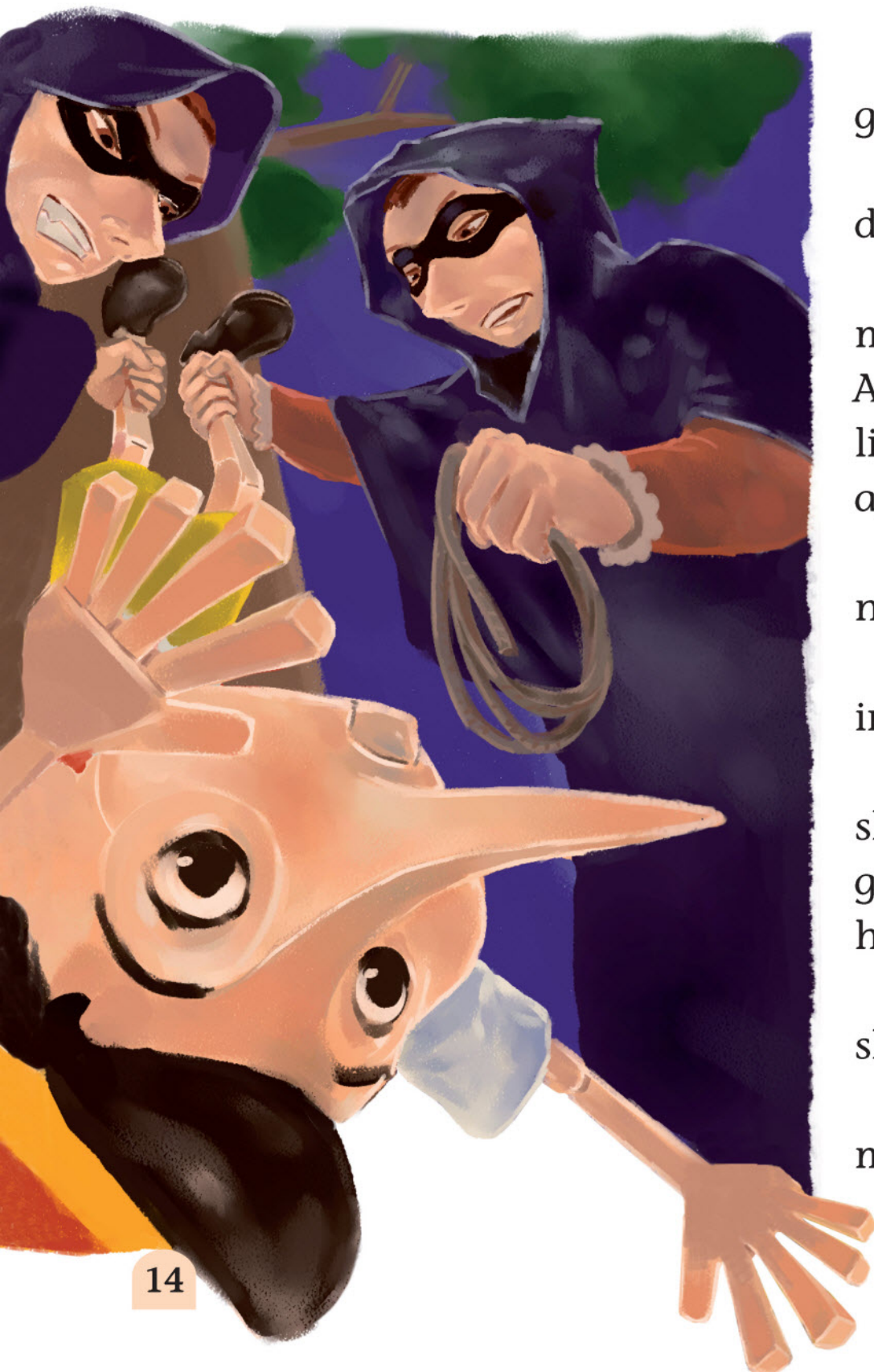
‘What’s wrong with your nose?’ said the robbers.

Pinocchio put the coin into his mouth to hide it.

‘It’s in his mouth!’ shouted the robbers. They grabbed him and held him upside down.

‘Drop it, Big Nose!’ they shouted. ‘Let’s have it!’

But Pinocchio kept his mouth shut.





A kind lady came to help Pinocchio and took him to her home.

‘Hello, Pinocchio. I’m a friend and I saw it all!’ she said. ‘Those bad robbers were trying to steal your money.’

‘Money?’ said Pinocchio. ‘What money?’ And his nose grew longer again!

‘They wanted your money,’ said the Kind Friend. ‘Where is it now?’

‘Under the tree,’ lied Pinocchio. Really it was in his hand. So many lies! Again his nose got longer!

‘Your nose has grown,’ smiled the Friend. ‘You’re lying.’

‘I’m not!’ said Pinocchio. And his nose grew longer again. ‘I hid it under the tree!’

And suddenly poor Pinocchio’s nose was as long as the bed!

‘Listen,’ said the Kind Friend. ‘Stop telling lies!’

So then he showed her his coin, and at once his nose was perfectly all right again.







‘Now don’t tell any more lies!’ said the Friend kindly. ‘Be good and go and find your father.’

So Pinocchio thanked her and hurried off along the road, back to town. But then ... Oh no! He met the Fox brothers again!

‘Ah!’ said Tommy Fox. ‘Here you are, you bad boy! Where have you been? And where is the money?’

Pinocchio didn’t want to tell a lie so he said, ‘Here!’ and showed them the coin.

‘Now!’ said Danny Fox. ‘Let’s plant it in the magic field.’

‘No,’ said Pinocchio. ‘I don’t want to.’

‘Look!’ said Tommy Fox. ‘Here we are already! Here’s the place ... the magic field!’

Pinocchio saw an ordinary field.

‘Come on!’ said Tommy Fox, and pulled Pinocchio over the wall.



‘Dig a hole!’ said Tommy Fox.

‘Plant your coin!’ said Danny Fox. ‘Just think! Soon you’ll be rich!’

‘But first,’ said Tommy Fox, ‘you need to water that coin! So go and fetch some water. OK?’

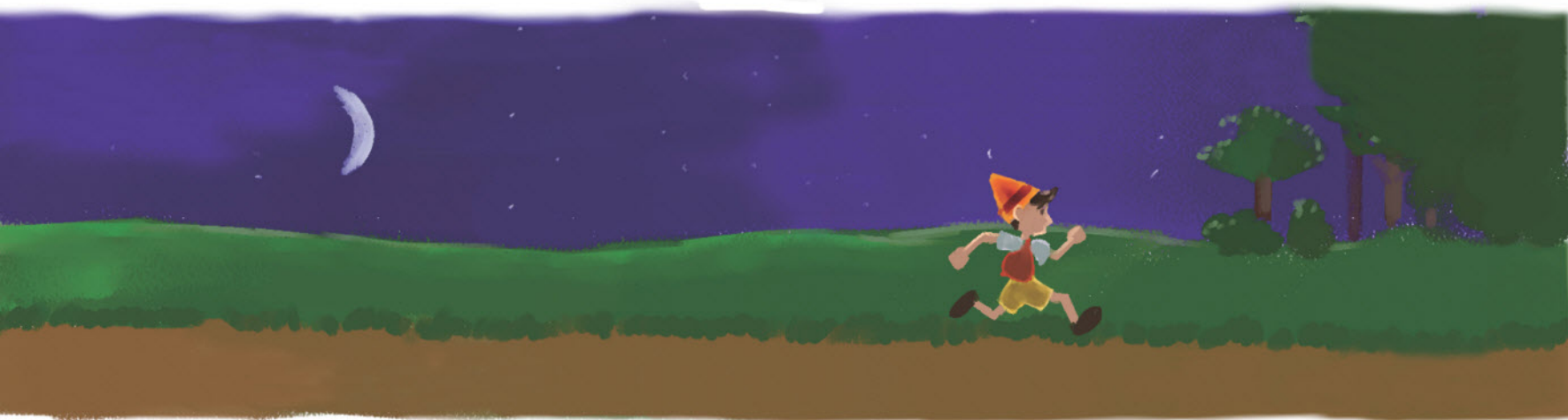
Pinocchio fetched some water and came back.

He waited and waited but nothing happened. Then he saw the cricket again. The cricket looked at him with very bright eyes and said, ‘Pinocchio! You’ve been robbed!’

Then Pinocchio looked in the hole and saw that it was empty.







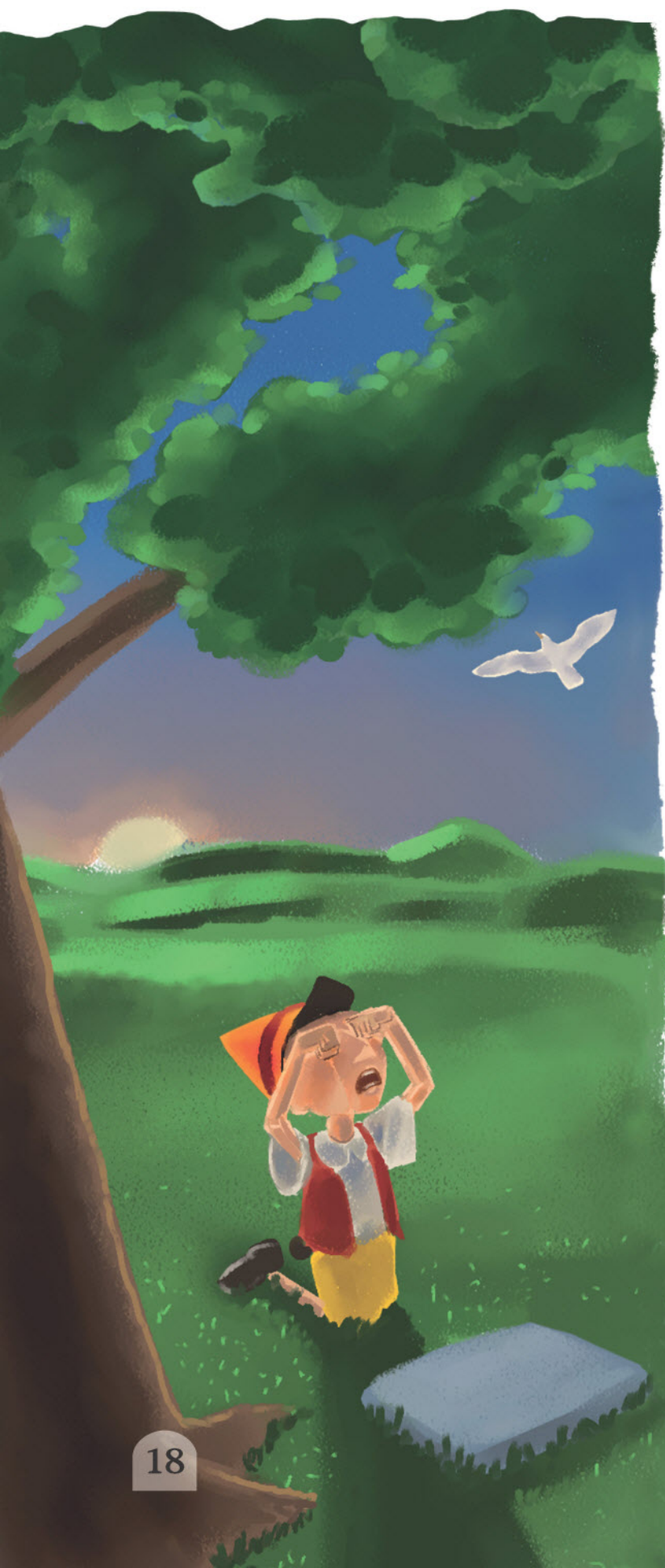
It was dark and it was the middle of the night. Pinocchio ran up the country road. He wanted to find the Kind Friend again. He wanted to see her and he wanted to speak to her.

But Pinocchio couldn't find the Kind Friend's cottage. He could only find a big stone. And Pinocchio thought that she might be dead. So he started to cry.

Suddenly a large white bird appeared.

'Come with me, Pinocchio!' it said. 'I will carry you to the sea. Your father's looking for you. He's in a little boat.'

So Pinocchio got on the bird's back, and they flew away.







They came to the sea  
and the wind was strong.  
Pinocchio saw Gepetto in  
a little boat.

‘Father!’ he cried. ‘Dad!’

His father looked up and  
saw him, and waved. And  
then, suddenly, he fell into  
the water.

‘Dad!’ shouted Pinocchio.  
‘I will help you!’

And bravely he jumped  
from the bird’s back into the  
wild sea. The waves were big  
and Pinocchio went up and  
down ... and up and down  
all day. But he couldn’t see  
or find his father.

And in the evening the  
water carried Pinocchio to  
an island.





Pinocchio lay on the sand for some hours. He was tired, lonely, and hungry – but he was alive.

And after a while he got up. He saw people working. Two men were making baskets.

‘Hello, Mr Men!’ said Pinocchio.  
‘Can you give me some bread?’

‘You have to work for your food here,’ they said.

Another man was mending a net. ‘Do you know how to mend a net?’ he said.

‘Er ...’ said Pinocchio. ‘Er ...’

Then an old woman said, ‘Help me carry this bucket and I’ll cook something for you.’

Pinocchio didn’t want to carry the bucket of water. But he was very hungry.







The bucket of water was very heavy. But Pinocchio carried it all the way to the old woman's house.

'Thank you for your hard work,' she said. And she cooked something nice for him.

Then Pinocchio saw her blue hair. 'It's you!' he cried. 'The Kind Friend!'

'Yes,' she said.

'But you've changed!'

'Yes. I have grown older.'

'Will I grow older?' asked Pinocchio.

'No,' she said. 'Puppets can't grow. They are made of wood. Only real boys can grow.'

Then Pinocchio started to cry. 'I want to be a real boy! I don't want to be a wooden puppet!'



‘Well, if you go to school and work very hard,’ said the Kind Friend, ‘then one day you will become a real boy.’

So the very next day Pinocchio went to school.



‘Oh!’ shouted the school bullies. ‘A puppet!’

‘Give us your jacket, Puppet!’ said a boy. ‘You can’t learn anything, Wooden Head!’

But Pinocchio didn’t listen to them. He worked hard. He was good. He listened to the teacher. He didn’t talk in class. And he made friends with a boy called Candlewick. The Kind Friend was pleased with him.

‘Tomorrow evening you’ll be a real boy!’ she said.



But the very next day Candlewick said, 'Hey, Pinocchio. I'm not going to school today. I'm going to Lazyland.'

'Oh!' said Pinocchio. 'What's that?'

'It's a fun place,' said Candlewick. 'Nobody does any work. There are no teachers. We just play and eat sweets all day.'

Then a very strange bus arrived. It was pulled by eight grey donkeys.

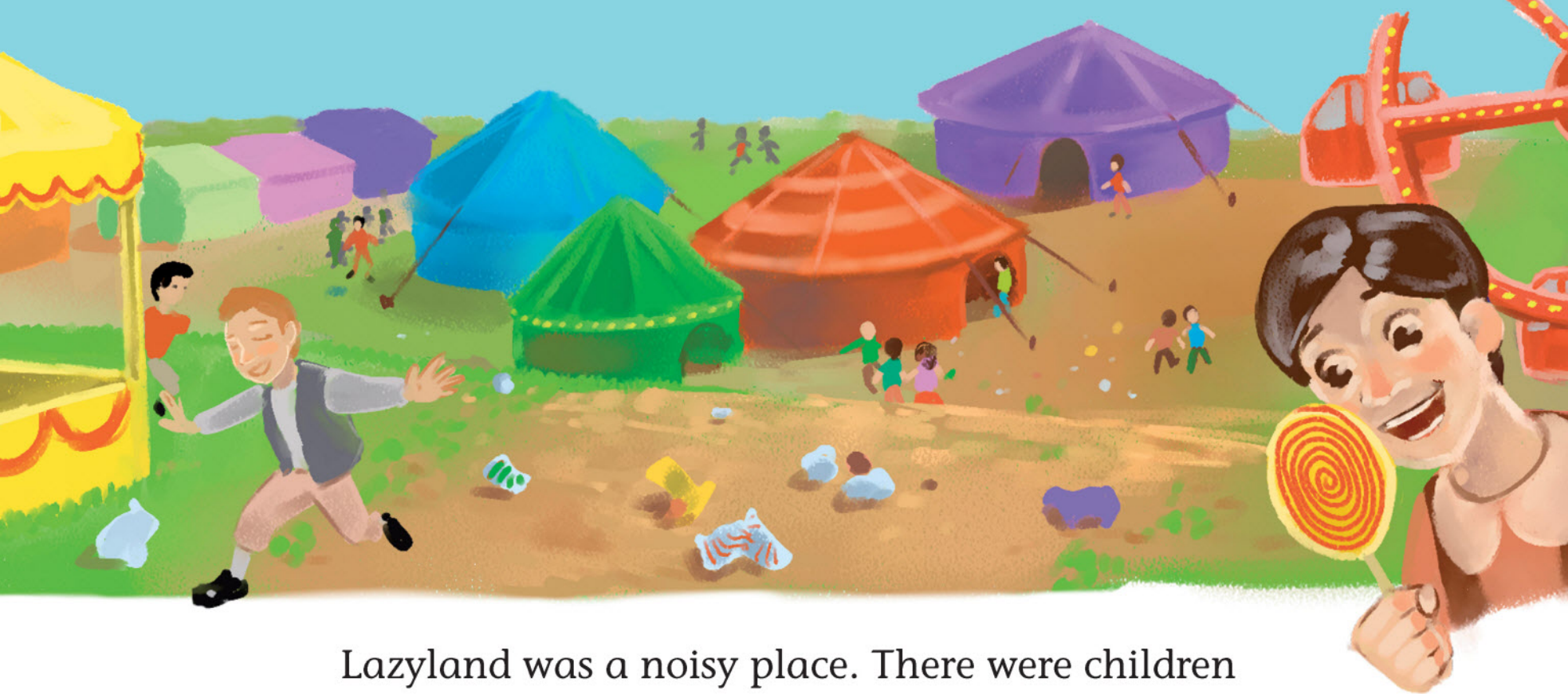
'Come on,' said Candlewick. 'You are my friend, aren't you?'

The bus did look interesting, so Pinocchio said, 'OK.'

'You'll be sorry!' said one of the donkeys. 'I was a boy like you once!'







Lazyland was a noisy place. There were children everywhere, playing and shouting and eating sweets. It was fun at first, but soon Pinocchio felt tired and he wanted to go home.

‘Oh, come on,’ said Candlewick. ‘Have some more sweets!’

The next day Pinocchio felt strange.

‘Ah!’ he cried. ‘Candlewick! Help! My ears! Oh no! Your ears are the same!’

‘We’ve got the donkey sickness!’ said Candlewick. ‘We are changing into donkeys.’

It was true. Soon they had tails and fur. Then the bus driver took them to a donkey market and sold them.





An angry man bought Pinocchio, but after a few weeks he didn't want him any more.

'I'm going to throw this donkey into the sea and get a new one,' he said.



Pinocchio fell into the deep blue water. And slowly he changed back into a puppet. Then a huge whale opened its mouth and suddenly Pinocchio found himself inside.

There he could breathe ... and there inside the whale he saw ... his father!

'Dad!' he cried. 'I saw you fall and I tried to help!'

'Nothing to eat but fish,' said the old man. 'How can we get out of here?'

'The way we came in,' said Pinocchio. 'Hold my hand, Dad! And let's go!'

When the whale opened its mouth, they swam out. Then a dolphin came and carried them both back to land.







Now Gepetto was too old and tired to work, so Pinocchio took him home. They went back to Gepetto's cold room, and Pinocchio went back to school.

'You are a good boy, Pinocchio,' Gepetto said.

'But I'm not a boy, Dad,' said Pinocchio.

'I'm just a wooden puppet!'

So Pinocchio worked hard.

Every day he went to school and listened to his teacher, and at night he helped Gepetto around the house. Together they cooked their evening meal and talked about Pinocchio's day at school.

The Kind Friend was getting old too, so Pinocchio took food to her and helped her carry buckets of water.





Some time later Pinocchio had a dream.  
The Kind Friend spoke to him.

‘Pinocchio!’ she said. ‘You are brave! And now you have also learned to be kind. You work hard and you are good. Because of this you have changed. You have grown and your heart has become a real heart. One day you will be a real man. Pinocchio! You are not a puppet any more! You have become real. You are a real boy!’



And when Pinocchio woke up ... he saw that it was true!





# Exercises

## 1 Make sentences about the story. Then number them 1–8.

- ☐ A large white bird took Pinocchio to the sea, ...
- ☒ 1 Gepetto made himself a boy out of wood, ...
- ☐ Pinocchio sold his writing book, ...
- ☐ Pinocchio went to Lazyland with Candlewick, ...
- ☐ The Fox brothers took Pinocchio to a restaurant, ...
- ☐ A man threw Pinocchio into the sea, ...
- ☐ Some robbers tried to steal Pinocchio's money, ...
- ☐ Pinocchio became a real boy at last, ...

and they both turned into donkeys.

and he found his father inside a whale.

but a kind lady helped him.

and he saw his father in a boat.

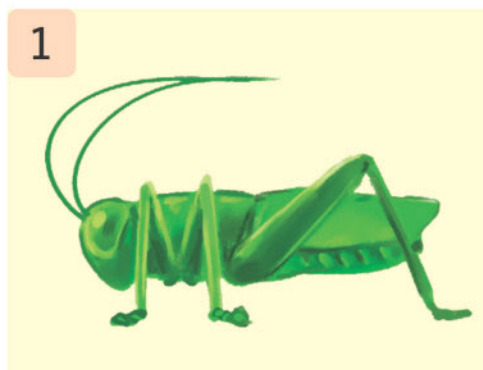
but Pinocchio had to pay the bill.

and called him Pinocchio.

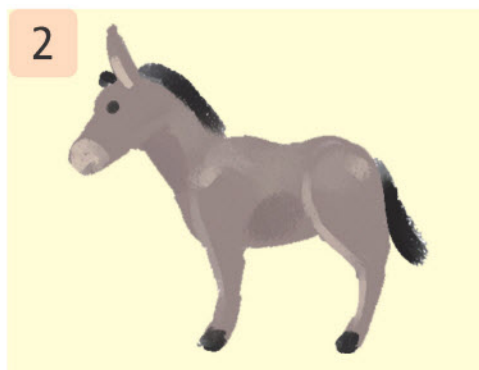
because he worked hard and was kind.

and went to see the famous dancing puppets.

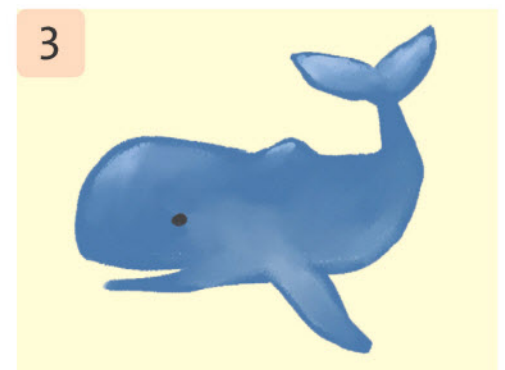
## 2 Write the words.



It's a \_\_\_\_\_.



\_\_\_\_\_



\_\_\_\_\_



### 3 Complete the sentences with the past tense of these verbs.

fly take ~~make~~ hold sell grow

- 1 Gepetto made Pinocchio some new feet because his old ones got burnt.
- 2 Gepetto \_\_\_\_\_ his coat to buy Pinocchio a writing book.
- 3 The Fox brothers \_\_\_\_\_ Pinocchio to a restaurant called The Red Lobster.
- 4 Some robbers \_\_\_\_\_ Pinocchio upside down.
- 5 When Pinocchio lied to the Kind Friend, his nose \_\_\_\_\_ longer and longer.
- 6 Pinocchio and the large white bird \_\_\_\_\_ away to the sea.

### 4 Put the words in the correct order.

- 1 wall There a on was green the cricket.  
There was a green cricket on the wall.
- 2 Pinocchio man poured over A water all.  
\_\_\_\_\_
- 3 see puppets and dancing the Come famous!  
\_\_\_\_\_
- 4 hands We're wash to going our.  
\_\_\_\_\_
- 5 a Pinocchio Gepetto boat in little saw.  
\_\_\_\_\_
- 6 donkey sea the this to I'm throw going into.  
\_\_\_\_\_
- 7 the pay had himself Pinocchio to meal for.  
\_\_\_\_\_
- 8 water heavy The very was of bucket.  
\_\_\_\_\_



# Glossary

**alone** not with other people

**audience** the people watching a show

**bill** a piece of paper that shows you how much you have to pay in a restaurant

**brave** not afraid of things

**bullies** people who frighten or hurt weaker people

**burnt** *a burnt foot*



**carpenter** a person who makes things from wood

**chased** past tense of **chase**: to run after someone

**coin**



**cricket**



**dig** to make a hole in the ground

**dolphin**



**donkey**



**dream** pictures in your head when you are asleep

**famous** known about by many people

**field** a piece of land

**grabbed** past tense of **grab**: to take something suddenly



**heart**



**hug**



**island** land with water all around it

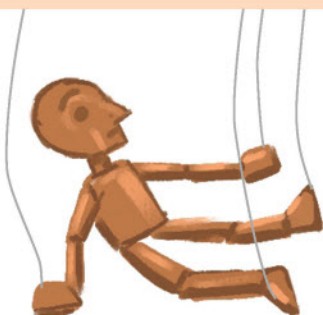
**lied** past tense of **lie**: to say something that is not true

**mend** what you do to something that is broken, so that people can use it again

**net** something you use to catch fish

**plant** to put something in the ground to grow

**puppet**



**robber** a person who steals things

**search** to look for something

**shine**



**steal** to take something from someone and not pay for it or give it back

**a thousand** 1,000

**waiter** a man who works in a restaurant

**waves**



**whale**



**wood** hard material that comes from trees



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*Illustrated by:* Damian Ward





Level 5

# Pinocchio

Follow the adventures of the wooden puppet  
who wants to be a real boy ...

A retelling of the classic story for learners of English

Retold by Sue Arengo  
Illustrated by Damian Ward


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 **Level 5: 400 headwords**

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