



Woody, left, and Brett Harrelson portray brothers Larry and Jimmy Flynt in "The People vs. Larry Flynt."

1. "The People vs. Larry Flynt"

One of the most surprising movies of the year, this masterfully directed, cunningly cast, unvarnished look at the First Amendment battles of rags-to-riches pornographer Larry Flynt offers up the American circus in all its uncontrollable lunacy and then rests its case on a single rock-solid notion: freedom for all. As Flynt (Woody Harrelson) puts it, "If the Constitution will protect a scumbag like me, then it will protect all of you, cause I'm the worst there is." Director Milos Forman, a Czechoslovakian immigrant, gets the tone exactly right, and shows us why Flynt's story is not a desecration, but an affirmation, of the system.

2. "Fargo" It's a brilliant juxtaposition of black on white when Coen brothers Joel and Ethan, the twisted spawn of the stark, snowy Minnesota landscape, bring their hilariously dark comic vision to bear against the crushing banality of everyday life in the frozen Midwest. Deadpan precision in visuals and plotting; the brothers' wicked grasp of native dialect and a luminous performance by Frances McDormand as a pregnant, crackerjack police chief bring a memorably original slant to this icy tale of a murder-for-hire gone horribly wrong.

3. "The English Patient" A visually transporting return to the golden sweep of sand dune epics like "Lawrence of Arabia," this wartime saga of loyalties and betrayals is infused with so much passion, ambition and poetry that one can feel it straining, Icarus-like, to transcend earthly bounds — and for moments at a time, it does. Adapted by filmmaker Anthony Minghella from the novel by Michael Ondaatje, it

gives us some of the year's most memorable cinematic images, along with two contrasting love stories, one showy and false, one sweet and true.

4. "Big Night" The lovingly, elegantly rendered tale of two bickering Italian brothers fighting a losing battle to elevate the culinary standards of 1950s American restaurant patrons along the Jersey shore, co-directed by two actors (Stanley Tucci and Campbell Scott) in a year when thespians behind the camera became a growing trend. The real-time, single-take closing scene, in which a simple three-egg omelette is prepared and eaten wordlessly by the two reconciling brothers, was audacity itself.

5. "Secrets and Lies" Life's terrible, awful comedy, conveyed with zero vanity, buckets of tears and acres of humanity by British actress Brenda Blethyn, and lit up by the warm, winning performance of Marianne Jean-Baptiste as a young woman in search of her natural mother. Innovatively directed by Mike Leigh.

6. "I Shot Andy Warhol" Director Mary Harron's intelligent, ironic take on the 15 minutes of fame sought by Warhol devotee Valerie Solanas, an anti-male screen writer who flipped her lid when Warhol tried to exclude her from his scene. Lili Taylor gives a startling performance as the scrappy, determined Solanas in the most empathetic portrait of a marginalized person desperate for the limelight since Robert De Niro limned Rupert Pupkin in "The King of Comedy." Harron, who's British, gives us the best, most uninfatuated look yet at the Warhol circle, painting the pop art media master as a desultory king surrounded by desperate

courtiers shifting hungrily for position.

7. "Shine" A keenly felt, intensely rendered and innovative telling of a remarkable story — the return to public performance of Australian musical genius David Helfgott after half a life lost in mental institutions. With the year's most technically amazing performance by actor Geoffrey Rush as the disarming, affectionate pianist who speaks in rhythms and logic of his own invention.

8. "The Crucible" Arthur Miller's dramatic fireworks brought to vivid cinematic fruition. Authentic and respectful, but still immediate, with the 1692 Puritan village made as earthy and sensual as it is repressive.

9. "The Evening Star" Rich human comedy and sparkling Southern wit in the continuation of the "Terms of Endearment" saga, with Shirley MacLaine burning brighter than ever as her character, Aurora Greenway, continues to live life to the hilt in her 60s. Screenwriter Robert Harling ("Steel Magnolias"), who adapted Larry McMurtry's novel and makes his directoral debut, does his best work yet.

10. "Mars Attacks!" Tim Burton's deliciously subversive, completely derivative valentine to the cheeseball alien-invasion movies of the '50s and '60s. Las Vegas gets vaporized, Slim Whitman saves the world, and all the major stars die. In a year of bombastic special-effects movies (and this lavish \$70 million production is also guilty) such as "Twister," "Mission: Impossible" and "Independence Day," this sweet-spirited campfest should be put in a space capsule and shipped out to prove that at least some Earthlings have a sense of humor.