

Derek shrunk deeper into his blankets, seeking warmth as the cold morning air prickled his cheek. His parents were already awake and getting ready for the day upstairs as he heard their footsteps and smelled the rich aroma of coffee brewing. He turned over and felt the pleasant dream fading quickly from memory. Something about a butterfly? Derek yawned deeply and slowly sat up. His room was tidy and sparse, save for his computer desk, which was messy with papers and dice he was using for a tabletop game he had played the night before. Despite today being his day off, he felt an energy this morning, like he should do something... anything! He knew his mom would soon be hounding him about chores, so Derek decided to try and grab something to eat.

As he left the comfort of his warm bed, he felt just the tiniest bit of extra movement on his chest and a dull ache in his hips. Ignoring the weird way his hips slightly rolled with each step, he walked over to his dresser, and sighed at the state of his outdated wardrobe. He threw on a loose grey sweater, stained from helping paint the house a few years ago, and some green running shorts before making his way down to the kitchen where his mother was assembling a brown bag lunch out of last night's leftovers.

"Good morning, sleepyhead! Nice to see you up and moving!"

"Hey mom, sleep well?"

"I think so. I had a few dreams I don't quite remember."

"Me too. Something to do with-"

From the hall, Derek's father entered, slipping on his heavy winter coat with an unlit cigarette already in his mouth. He was a good dad, but was driven by that kind of old school "work until you die" mindset. He wore his heavy work-boots that echoed loudly on the wooden kitchen floor.

"Hey bud. Up before noon? That's new," he teased.

"Morning, Dad. You know today is my Saturday, right? I could sleep in if I wanted to," Derek said, trying not to sound childish.

"You should see about picking up a few extra shifts on your free days up at the Annex with me, we could always use another pair of hands."

Derek appreciated how hard his dad worked but quietly vowed months back to never let his dad rope him into picking up a shovel again. It was back-breaking work and he felt like everyone there judged him for being a fairly small guy trying to keep up with the team.

"Thanks for the offer, but I think Macy and I are going to hang out later."

"Say no more, you and your girlfriend have fun."

"She's not my girlfriend!"

Derek blushed as dad laughed, picking up his lunch before giving mom a kiss and opening the side door into the attached garage, peeking back in to remind Derek while lighting his cigarette.

"Don't forget to clean your side of the garage too, it's a mess."

He nodded as his father slipped out, while Derek's mom cleaned off the table and opened the window, waving the small whips of smoke that lingered in the kitchen. She seemed in a hurry and Derek noticed she was dressed to go out. She wore a sea-green dress with a flowery pattern along the bottom with some short white heels. Her shoulder-length, strawberry-blonde hair was in just a loose ponytail though.

"You got a hair appointment or something, mom?"

Without stopping, she turned on her heels and pointed at him playfully while tossing some recycling into the bin.

"You're rather observant this morning... and a bit shaggy. Should I make you an appointment too?"

"Nah, I'll be fine." She ruffled his hair and Derek decided to take care of a couple things before Macy arrived.

Before he could snag a banana and return to his room, his mother cleared her throat in the usual way she did to get his attention.

"Yes?"

"Are you feeling ok this morning, Derek? You look kinda... slim? Do I need to add something to your lunches?"

"I guess I'm just not drinking soda as much? Don't really feel any different," Derek lied. He did feel kinda odd this morning, but his mother would fuss over him all day if he said anything to confirm her suspicions.

She seemed satisfied and went back to finishing up, but not before one last long glance at him. She saw something but she didn't really know what it could be...

By the time his mother left the house, he had already cleaned up his bedroom and opened his window. Macy liked the fresh air and he wanted today to be perfect so that he could finally ask her out. He double checked that the brown paper sack he hid on his messy desk still had her present inside. He nodded and smiled. She'd love it.

He felt the cool morning air on his cheek as he watched the cars passing by. Derek started to daydream, thinking about Macy when something tickled his nose. He absently swatted at it, but quickly noticed a pale golden lock dip into view. He ran his fingers through his thick hair, trying to pull off whatever was on his head and found a mane of dirty blond hair several inches longer than what he'd had minutes ago. He launched out of his chair towards the bathroom and was greeted by the reflection of someone that could pass as his twin sister.

Her face was softer than his, but still carried his family's strong nose and freckles. Her hair looked like it was turning almost copper at the roots and her large blue eyes were big with surprise.

"Wha- who..." is all he could muster as he looked at her face and down at his body.

He blinked and her face looked more clearly different. Softer, fuller lips, a cute little upturned nose with a faint smattering of freckles and her hair was spilling down to her shoulders. Gone was his father's strong

brow and broad chin. Instead, his reflection was undoubtedly girly. There's no way he looked this different when he was face-to-face with mom. She would've immediately noticed, right?

There was no doubt in Derek's mind now: ***He was changing!***

Quickly pulling off his sweater, Derek froze, dropping the garment in confused awe. Breasts! Plump, pale freckled handfuls were hanging from his chest and beyond them, he saw a flat, toned tummy and feminine hips. His shorts hung from them precariously and his briefs were loose enough in the front now that Derek could see his shriveled little buddy limply hanging inside his clothes. He pushed his shorts off his hips and let them fall as he took in the strange mixture of budding feminine curves with his masculine frame.

He barely even heard the sound of a bicycle kickstand outside in the front drive.

Derek's clothes laid in a heap around his feet as he tried to process what was happening to him. He felt where his formerly respectable manhood hung and found an odd seam forming down the base of his cock and balls. It was sensitive and he gasped as his nail brushed the soft flesh. He recoiled, not liking the way everything down there was feeling, and instead, decided to explore his new boobs. His chest felt warm as he cupped them, feeling his nipples harden as his softened palms caressed and hefted his new tits. They already felt bigger than a few moments ago and Derek wondered aloud what kind of crazy wet dream he was having. A creak in the floor coming from the hall behind him caused Derek to jump.

In the doorway was standing a young woman closing in on twenty. She hid her pale face with a tousled black mop of hair, emulating the wild punk rocker hairstyle of the 80 with bangs blocking her dark green eyes. She wore a fishnet long-sleeve over a Magenta band-tank and black shorts with boots. She was covering her eyes with a copy of Dune before slamming the door.

"Dude, shut the door or put some fucking clothes on!"

"Macy! D-did you see?!"

"Only your ass hanging out, what the hell!"

Derek's heart pounded in his chest. He wasn't dreaming. Macy hadn't noticed the changes yet, but it was only a matter of time. He had to stall.

"Sorry, I uh... was checking...a rash?"

Derek heard Macy thumping her head on the wall followed by a groan. "Man, I don't care, just... are you dressed yet?"

He scrambled, grabbing his loose sweater and found some sweatpants with the elastic waist and quickly opened the door to see the disgruntled grimace of his childhood friend soften.

"See, all good. Nothing to worry about."

"Your face."

Macy stared wide-eyed and slack-jawed at Derek's feminizing complexion and strawberry-blonde bangs that clung to his brow from nervous sweat. She stepped towards him, reaching out towards him slightly as she took in his changes.

"Wha...", his voice cracked as she closed the gap, putting her hands on his shoulders and sliding them slowly down, feeling how much sooner they sloped down and tapered into his more slender biceps. Everything was different wherever she looked and touched.

"It's not a big deal... just lost a bit of weight and grew my hair out a bit, hehe...". He couldn't even sound convincing to himself, the denial dripped from his lips as he trailed off, Macy exploring his arms reached his hands and saw how small and delicate his hands were. No longer rough or calloused, they were positively girly!

"Derek."

Y-yes?"

"Have you heard of Second Puberty?"

Derek blushed. He knew what it was but didn't want to even think about it. He looked away from her gaze and over to his computer. "I was thinking we could play my new video game after-"

He tried to pull away from Macy, get away and maybe regroup, clear his throat, anything to feel less exposed and vulnerable. Macy's grip was firm and as Derek clumsily wrestled free, the two of them tripped over the corner of his bed and Macy fell atop his prone body on the floor. He lay back, beet red. Feeling her weight upon his hips and chest, Derek looked down to find Macy had braced her fall with his new tits, palming and lightly squeezing the tender flesh with a quizzical look.

"How long were you gonna try and hide these from me?"

Looking down, Derek realized how big they were in her hands, even beneath the sweater. *We're they growing faster? How big were they going to get?*

He couldn't answer her question and Macy lifted up his sweater and gaped at what she saw.

"You got tits! Not just boobs, but like... full-on mega mommy milkers, man!

Derek wanted to die from embarrassment.

"No! It's not... I just... they're not..."

He couldn't make up any excuse and weakly tried to crawl out from under her as she groped him again. He stared at them, even bigger than they were just a few moments ago. Her hands were warm and soft, and she squeezed them in a way that made a flutter in his belly quietly beg for more.

"Dude! You really are turning into a chick!"

He flopped back on the carpet and covered his face. She said what he tried to rationalize away since waking up. He could feel the subtle width in his hips and the weight tugging his chest growing heavier, his face prickling as it softened and everything growing taller around him...

"Why can't this just be a bad dream?"

Macy stopped.

"Oh...oh Derek, I'm sorry. I thought... you know we used to talk about your stories and art, guys turning into girls is kinda your thing and I guess I figured you'd... y'know, *want* this.

"It's just a kink. I'm not... trans or whatever. I don't know the first thing about being a girl."

Derek tried in vain to cover his face with the edge of his blanket. He should never have told her about that side of himself. He should have called and canceled their hang out when it was starting to get weird. He could have pretended to be a cousin or something until he figured something out. Macy probably was looking for an excuse to leave, he thought...

He felt a soft tickle against his nipple and something warm. Pushing away the blanket he looked down.

"What are you-"

Macy had her lips around his left nipple, her tongue gently playing as she looked up into Derek's big blue eyes. He sighed softly as she suckled so carefully, so tenderly, he let out a tiny moan that cracked midway, his voice tightening ever so slightly higher.

"It feels...good..."

Macy smiled wordlessly and went back to gently kneading and kissing his breasts, licking and playfully nibbling on his sensitive nipples, drawing out more moans and gasps from his feminizing voice. Derek felt his diminished cock weakly grow firm despite the tingling sensation that was slowly radiating through it was further shrinking and repurposing its flesh into new equipment.

His loins ached with hardly anything left to use. Derek moaned as Macy was able to stick both of his nipples between her lips and licked back and forth, his breasts now full, engorged teardrops with large, dusty pink areolas. He felt a rush down his spine into his loins and Derek seized, throwing his head back with a gasping silent moan as the vertical seam forming along the base of his cock and balls split open, blooming with fleshy, pink labial petals into a beautiful pussy. His cock dribbled the faintest bit of watery precum- all that remained of his above-average manhood as it shriveled into a tiny clitoral nub nestled warmly within the petals. He had hardly the will to focus on the changes radiating through him as a powerful force welled up in his breast and a fire in his loins felt like it was about to explode.

"Oh fuck- ohhh!"

Derek's hips bucked as he came in the most unusual, full-body spasm he'd never felt before. Macy beamed with pride as she left Derek splayed out on the floor, twitching and panting and slightly sweaty.

"I uh, wow. I didn't think you'd cum like that from just playing with your nipples. Sorry."

Macy blushed and leaned up to her friend's plush reddened lips, noticing how much fuller and plump they were now. They looked so velvety and warm, she couldn't help herself and kissed Derek, parting his lips to entwine her tongue with his. For a moment, Derek was dead to the world, the shuddering of his unfamiliar body was still slowing his thoughts, until he felt Macy's tongue curl round his. He blinked slowly, opening his eyes to see her holding her hair back behind an ear and kissing him passionately.

Derek didn't have much game and did his best to match her rhythm. He was slow at first, letting her take the lead until he pushed against her, moving his hand up to caress her face, but was rebuffed when Macy grabbed his hand and pinned it to the floor. He looked up at her, confused and saw a strange power and confidence in her eyes. She pushed him back down to the carpet with her forehead and slid her thighs up between his hips and smiled as she started grinding into his new nether-lips.

Derek wasn't sure what was happening as he'd never gotten any kind of romantic signal from Macy before today. He stayed on the floor, but rested his dainty hands on Macy's thigh and hip. She seemed content with it because she then went on to remove her t-shirt and unhook her sports bra. Her loose shirts and choice of bra for the past several years meant Derek didn't actually know how big his friend was and, upon Macy freeing her tits from the confines of what was probably too tight of a sports bra, surprised the new woman with a pair of absolutely stunning, giant tits as big if not slightly bigger than Derek's.

"Ha- whoa, I didn't-"

She shushed him with her finger on his lips and leaned down to smother Derek's face with her milky white tits. It was heavenly. Her boobs were the most perfect, warm, heavy pillows that Derek had ever seen up close. He realized his lack of experience and didn't quite know exactly what to *do* with so much tiddy in his face, and so decided to try and emulate what Macy did for him.

"That's good. You're a quick study."

She moaned and cradled Derek's head, loving the way his plush new lips felt, the gentle curve of his face and the cute way it scrunched up with ecstasy as she pressed her nethers into his. She didn't totally understand why she wanted to fuck Derek so badly now that he was so close to being fully woman, but experiencing the changes up close was thrilling and Macy didn't want to let this opportunity, as insane as it was, go to waste.

"How far do you want this to go, Dee?"

What was that name she just said? Derek was preoccupied with suckling Macy's tit and feeling the amazing sensation of scissoring his best friend. Losing his cock was the best thing to happen to his sex life. Still, he kinda liked the name Dee. It was androgynous enough to not embarrass him and it sounded more like a nickname, so it felt somewhat intimate. He was blushing red as he pulled back from Macy's chest to catch his breath. She slowed her grinding and they both realized how out of breath they were. Seeing each other like this felt surreal and they both began to laugh at how crazy this all was.

"What are we doing?" Macy said, chuckling as she wiped a bit of drool off her breast.

"I- *ahem* I don't-..." His voice was not the same at all. He had to really try to sound the slightest bit masculine but the inflection was as if he'd always had the soft demure voice of a shy girl.

"You sound cute."

"I'm not even trying..."

"You have no idea how much that voice works with your body, Dee."

He blushed again at the name. It really appealed to him for some reason but he didn't have the words to articulate how. Macy grabbed her shirt and bra before helping Dee to his feet.

"You wanna get out of here? We can go over to my place and I can get you one of my older bras that'll fit you."

Dee stared down at his feet- well tried to, his diminutive size and large bust meant looking down just meant looking at the shelf of titflesh Dee now sported. It was strangely thrilling being shorter than Macy now, so slim and just a little hippy-

What was he saying?? "I-I don't know. Don't you think I should go to a hospital? Maybe they can fix this..."

Macy folded her arms and cocked an eyebrow. "Go ahead and look up Second Puberty dude. There's no cure, because it's not a disease. You just bloomed into your true form. This is **you** now."

Dee grimaced and turned to face the mirror in her bathroom. Everything was so different now. It seemed like 50 pounds must've melted off her and she shrank nearly a foot to maybe just a hair taller than her mother. Her straight, strawberry-blonde hair hung down to her breasts and curled slightly at the ends. Speaking of- her breasts were kind of *insane* on a tiny body like hers, so full and round and they really did make the rest of her look so much smaller. She had lean muscles on her thighs, like a runner's but she wondered just how she was gonna do much all top heavy like she was-

Dee stopped herself. She was referring to herself like a girl. It was subtle but she just kind of **accepted** being called Dee like it was nothing and now... she was *she*, even in her thoughts.

*"What's **happening** to me?"*

Macy embraced Dee around the shoulders and hugged her tightly. "I'm here."

Dee smiled and tears ran down her cheeks. Looking down at the desk, Dee noticed Macy's present still there and handed it to her. "I was gonna give you this before things got all weird."

Macy opened it and grinned before giving Dee a kiss on the cheek. "You know what? I think you should wear it for me."

Dee's eyes went wide as she felt a studded leather choker tighten around her neck. "That's perfect. Now you belong to me."

"W-what?" Dee blushed deep crimson as Macy embraced her again, fingers coiled round the choker firmly.

What the hell had she gotten herself into?

End part 1.