“This looks like a job for Fourarms!” Ben barked out, turning the dial without even glancing at it. He had so thoroughly memorized the queue of aliens that doing so was a waste of time. Even Gwen had to give him credit for that! He slammed his hand down on the watch and felt the surge of energy indicative of a metamorphosis. His body was enveloped in a glow for a few seconds, but as it faded he was left in his human form. Ben blinked in confusion, mouth widening in confusion as he pawed the warm surface of the device.

“C’mon, doofus, I suggest you pick an alien to get us out of this!” His cousin barked, red hair beginning to unfurl from her ponytail. The catsuit she had worn for the mission was tattered and stained with blood from a number of cuts she had sustained as the pair made a break for it. The mission, to retrieve a cache of data from a DNAlien inhabited starship, had gone relatively well, until Ben’s insistence upon a cinematic escape allowed them to call for reinforcements. The escape pods were deep-space floaters, which would mean days of enduring each other while they waited on someone to receive their signal. Neither cousin desired that outcome, and perhaps foolishly they attempted to stall until their own backup arrived.

“I’m doing my best!” Ben hissed out, hand fiddling with the omnitrix as he tried to troubleshoot. “The watch must have glitched.” His voice came out almost a drawl, his usual indignation falling flat. All of a sudden he stared past Gwen, eyes locking on a point on the wall. She hissed and slapped him on the shoulder before turning towards the door and launching a wave of energy at the frame. The aliens’ charge was halted if only for a second.

“Now’s not the time to be funny! Do something to help me!” She barked, placing a magenta shield around them both. “The watch is green! Pick anything!” She pointed out. Ben looked down at the watch, and it stirred to life. The green holograms had faded to a sickly grey, and what were usually shapes of his chosen metamorphosis were an ever-swirling miasma of junk data.

“Crap, Azmuth needs to fix this.” Ben protested. Unease pooled between his shoulders at trying to use it in its glitched state. He wasn’t quite sure why that was, but his usual cockiness and hunger for battle had wilted in favor of something close to fear. Not that he’d ever admit it.

“He can fix it later. Do it, dweeb!”

The redhead slammed her hand over his, locking the omnitrix into an alien of some kind. That fear intensified as he felt his body tingling with electricity. He could feel his skin beginning to soften and droop. He relaxed. Upgrade wasn’t ideal but he could manage to push them back with its help.

His head began to pulse with an ache at the base of his skull, and he groaned as his ribs compressed inwards. That had never happened before, and he clutched his chest and slumped downwards. “Ben! Ben, get up!” Gwen rushed over to help him, and the color of her wards grew paler and paler.

The brunette’s head was swimming, and his ears were filled with the muffled sound of dripping. Was it raining? Was the ship passing through a field of debris? When had he shut his eyes? He wasn’t quite sure. He could feel his mind being pulled away from his body, and before he could place it he drifted off into a dream, thoughts slowing into empty utterances.

Gwen cursed under her breath. Her focus was being split between too many things at once. She raised her hands to strengthen her barrier, but an alien with some sort of sledgehammer shattered it into smoking wisps before she could enhance it. She felt her body being impacted with the loss of energy, and she clutched her side. There was no way she would be able to hold out. The escape pod was their only option.

Ben was leaning against the wall, body turning a deep grey as beads him rolled along his skin, body slumping into a thick slime. Gwen moved to grab him, but her fingers squelched into his shoulders, his body moulding around them like wet clay. He was rooted to the spota, and every attempt to drag him into the pod only worsened his state. Gwen bit her lip, her frustration with her cousin now dwindling in the face of concern. She whispered out a promise to return with help, placed a tracking bug on the wall next to him, and dashed into the metal pod, her boots squelching in ben-gunk with every step, slowing her down and stretching like old gum. She smashed the launch button, and with a loud bank, she was shot into the cold vacuum of space, the whirring of the capsule as it repressurized and applied gravity piercing the cold muteness of the void.

As soon as she could she unlaced her boots and tossed them aside, the slime lining their bottoms too much of a reminder. Her heart was still racing, and her mind raced with concern over what had happened with the omnitrix. Azmuth had to have answers and a solution.

She was pulled from her thoughts by a loud slurping noise, but as she readied a defensive spell she found no intruders. Gwen sighed and let her hair down. “Shit, nerves are intense. For a moment there I thought someone was in here.” Her fiery hair rolled down her back, and she raised her hands above her head to stretch. As she tried to relax, she leaned on the small cot within the pod, and picked up one of her boots.

The ben-goop had faded into an oily grey color, with streaks of purple and black beginning to reflect in the light. It had been mushed into every nook and cranny of her boots, and folded up over the soles. Had there been that much of it? She streaked a finger over the substance, only to find it meet her with a fiery tension. She yanked her hand away, but a spool of white stretched towards her hand. Her hands ignited with magic of their own, but the goo had already rolled over her hand like a glove. Her fingers were contained under a tight mitten of the rubbery substance, which seemed to expand with every second.

Gwen scrambled backwards the puddle began to steam, bubbling upwards and popping violently. Droplets splattered over her suit and almost instantly adhered to it, thinning out in search of herself. A small bit of it landed right in her mouth, and almost instantly wormed its way down her throat, stifling her voice. Her stomach growled viciously as it landed within.

“How tender…” A voice hissed from inside her head, draped in static and unrecognizably. “You’ll do nicely.”

Gwen pooled her focus into an explosive wave, but the spell fizzled out into a small bit of heat. Her legs and hands took the brunt of that heat, and as she looked down she realized the blast had incentivized whatever alien this was. The rush of air had breathed more life into it, and the droplets grew larger and more rapid in their movement. Her feet had already been pinned together, the gunk adhering to itself and sealing her within instantly. It crept over her like a pair of leggings, her form lusciously visible underneath the thin layer of creature.

Gwen looked down at her legs, thinking of a way out of her predicament. As she mused, the casing crept up her body, until a spot of green flashed near her vacuum-sealed knees. A green circle with a black hourglass burned its way into the goop, and almost instantly she relaxed, fear fading into something more akin to boredom. Even more than that was the powerful happiness of realizing that Ben was okay, not that she would ever admit it.

She had been consumed by his alien forms plenty of times, sometimes out of earnest ignorance of their biology, and sometimes out of a conscious desire to spice things up. She had enough spiritual energy to maintain her consciousness even with her form altered or destroyed, and reformation was always within the question. To know that the creature attacking her was her cousin rather than some stowaway was more than relieving. Even if Ben didn’t seem to be responding to her struggles or attacks, she had dealt with his voracious hunger enough times to know the next step of the process. With her magic aiding her, she hobbled the few steps over to the wall, and leaned against it.

Her attempts at movement helped the alien creep further over her, ensnaring her thighs with a few wet slurps. The beads that had marked its initial strike upon her had vanished in favor of a thin gelatinous coating. All of a sudden, Gwen felt a pinch between her legs, and yelped. Her non-restrained hand instinctively slammed down into the muck, and instantly adhered to it. She laughed dryly at her own impulsiveness, and sighed as she felt the increasingly warm substance surround her, pressing upon her like a weighted blanket.

There was a hiss from below her. The redhead giggled as her lower half began to tingle and sparks of electricity crept up her thighs. “Ben, you dork! You know I’m ticklish, quit it!” The stimulation halted almost instantly. As she let her guard down, though, they returned, this time even more intense. Gwen leaned her head back and thrashed as she cackled, panting out pleas for him to hurry the process up.

Ben felt a surge of pleasure as he realized that he had Gwen completely ensnared. Since the omnitrix glitched, his mind had receded in order to let his alien instincts take him out of danger. Now that his body was reforming, though, his consciousness grew stronger. He could feel himself rumble, as something akin to hunger coated his body. There was no reason to stop now. Gwen could always regenerate herself, and if she didn’t, at least the pile of shit wouldn’t nag him.

Ben stopped in his tracks. He hadn’t thought that. At least, he wasn’t willing to admit it. The voice in his head had grown bitter, and the last words were almost spat. Why was he worrying about it? What mattered more was feeding himself, then he would be powerful enough to leave this form.

The last words were hissed out, but Ben’s indignation over the depravity was halted as his body acted of its own accord. The fizzling grew more intense, and a number of crackles echoed from within the tight chamber as Gwen’s clothes sloughed off of her skin. The off-white of the alien had changed to a peach that reflected the color of the girl inside of it. Gwen gasped as an appendage more solid rubbed against her now bare slit, before plunging inside with only a wet schlick.

Ben’s mind reconvened if only to note the pleasure he was feeling. The taste of his cousin’s bare skin, and her delightfully sweet nectar, overpowered any reservations he had. The hiss in his mind that wasn’t his grew louder as Ben’s efforts to ignore it faded in favor of mutual cooperation.

The goop that was creeping over her reached her navel, with the separate chunks on her hands beginning to engulf her shoulders. The alien tensed, hard, enough to make Gwen yell out as the appendage inside of her probed deeper, reaching the back of her cunt in a matter of seconds. A burning sensation flared up for a few seconds before it too faded, and her breasts were covered.

As the two halves of the alien dripped together and rebonded, she could feel it slowly tensing again. This time, though, it did not release its grip. The redhead found most of the air squeezed out of her, and she gasped for breath. However hard she tried, she was unable to get enough air, and her head pounded as she thrashed, silently pleading for a release. Without steady breath, there was no way she could focus on casting a spell.

Just as the edges of her vision began to fade, Ben loosened his grip on her, and she drank in a thankful gulp of air. He couldn’t begin to understand why it was appealing, to feel his cousin in true terror, have her so perfectly in his grasp. He could have snuffed her out then and there if he wasn’t done having fun.

The voice in his mind had taken more of him for itself like a parasite, and he felt so good that he was willing to sit back and let it take control. He could feel his body moving on its own accord and relaxed, content to indulge in the fulfillment that it brought him. Had he wanted to regain control it would have been unlikely, giving how deeply the alien had embedded itself within him.

The covering over her feet crackled as it split open, looking for a short time like bell-bottomed jeans However the short rush of air that washed over her toes did not last. The alien sealed over her once again, this time leaving a few inches of hanging flesh under her. A wet slurping sound filled the escape pod as a number of black tentacles slithered out, emerging from what appeared to be a void within the creature. The appendages widened as they touched the air, the black color rippling with strands of an ethereal purple. They lifted up, pointed ends tilted down at her curiously, almost condescendingly, before they began to brush against her, painting the rubbery casing around her with similar streaks. The cracks that split the bottom of the alien crept upwards, until the chest split open with a thud and exposed a singular eye that shined with dark energy.

The motion swirling around her paused; a cocky look had filled it’s eye. Gwen took advantage of the visible distraction; she charged a blast of energy at her feet that launched her outwards, sending her against the wall, body sticky with the alien’s ectoplasm.

A mouth arose above its eyeball, drooling with a viscous oil. Its jagged teeth curved upwards. “Of course you’d be the clever one.” It hissed out, smugness not fading in the slightest. “I suppose I can at least offer you a fair fight.”

The redhead struck a defensive pose as she sized up the being. Her hands glowed as she prepared a wave of energy, just enough to stun it. She couldn’t risk a hull breach, or hurting her cousin. She just had to time him out. She released her hold on the two blasts.

The ghost gasped as the magic soaked into its body. All of a sudden a deep crack moved down it’s center, and its mouth faded from view. A hand reached towards the crack as it blinked in shock. “You couldn’t!” It spat at her, bringing its other hand into the grim fracture. Gwen leaned back, letting her guard down more than she perhaps should have.

She crossed her arms. “Ben, I don’t want to kick your ass, but I will if I need to.”

The ethereal monster’s hands twitched with what she thought was rage. She adjusted just enough to dodge if need be, but there was no need to waste her energy on another spell.

The alien slowly pulled itself apart, the slit in its chest expanding to reveal a thick line of teeth, each side grinding hungrily. Before she could even move a muscle the alien was upon her, slamming itself over her. In an instant, her head was caked in drool. She let out a delayed scream that let her taste the numbing goop, and sputtered. She couldn’t help the instinctual fear that washed over her. Her arms and legs thrashed against the alien, but it was in no way fazed. She couldn’t even tell if her blows were making contact.

She tried to regain her composure, and her body went suspiciously still. She could feel herself sinking into the creature, and a shudder of sheer terror rolled up her spine.

Ghostfreak had to get her secured before she could puzzle her way out of the situation. He could still feel her small heart pounding away, could taste the bitter fear. He nibbled at her breasts gently, mockingly, gleeful as she attempted to avoid showing him how good it all felt.

His clawed hands seized her derriere, fingers clawing into the crease of her ass and pulling the already tattered fabric apart. His claws dug into the plush skin, and he indulged his host’s tendencies by rolling them between his hands. He pulled back and gave one of her cheeks a hard smack, so much so that Gwen yelped her disapproval, and a reddish handprint bloomed soon afterwards. He swatted at her supple ass until it neared his teeth.

A glow emanated from his core, and the ghastly being bit down, sinking his teeth into her tush. He tasted a light hint of blood, but it was only a surface wound. The glow faded but didn’t fizzle. He’d have to push deeper.

A bit of Ben’s puckish nature intermingled with his current form’s malicious intent, and his snaky tongue unfurled. Sourced from above the void she was vanishing into, the damp instrument rolled against her thighs before it probed between them, lightly shuddering as it caressed her outer lips. It began to inch forward, making the girl within whine with need, as the ravenous ghost slowly pressed her deeper.

She let herself become distracted, letting the maw creep up her body until her thighs had been completely engulfed, the claws in her ass receding as she was pushed deeper. A loud rumble broke her out of her trance only to realize that her defensive spell had withered. She cried out for help, indulging her terror for a split second before she grit her teeth and committed even harder to escaping. The alien had to give her credit for that, but she was pushing the limits of her own endurance.

The rumble grew more immediate as the void-like chamber she was dripping into materialized into something more corporeal, a dripping, tight chamber more akin to other alien’s guts than she may have expected. The only difference being that save for her own slight glow all light was being sapped away. If she relaxed enough she could see stars of sorts, dots of her own essence that were peeling away. It was becoming increasingly hard to keep focus, and the fear that filled her essence only made that more difficult. The walls contracted against her slightly, but her fear made everything seem so much more claustrophobic.

Once again she felt air being pushed out of her, but with enough willpower she was just able to keep from hyperventilating.. As she huffed and panted to try and fill her lungs, the appendage in her cunt began to twitch and shudder against her walls, manipulating her muscles into milking it, lubing her up more than she could have ever asked for. When she was focused on breathing and breathing alone, she could barely meet her needs, but the added stimulation ensured she could not get enough air. She was going to have to choose between staying conscious and chasing the orgasm that was already tempting her.

The choice was made for her before she could even will herself to submit. The appendage increased its motions until it was thrashing within her, slamming into all of her tender spots with the expertise of an old partner. Her vision began to fade around the edges, but her fear was laced with arousal. If she could eke out her orgasm before she passed out, it would be all worth it in the end.

With that end in mind, Gwen cooperated with the alien, tensing her legs and bucking against it as it clamped down on her body harder, as her legs were finally slurped inside like a pair of noodles, and the seam that had opened to welcome her zipped shut. She could feel the orgasm approaching faster and faster. It became harder and harder to see as everything blurred together, but she still persisted. Her heart pounded in her skull, she was almost there, just a few seconds more…

There was a poke around her neck, and she looked down. In her peripheral vision she could barely make out a ring of jagged yellow fangs, each one lightly stabbing into her skin. The alien had manipulated himself to grant her one last flicker of fear. She panicked for a moment, and her whole body tensed; that was enough to push her over the edge, and a last electrical rush of fear intermingled with the orgasm, which was enough to make her squeal in ecstasy, wasting the last of her oxygen. She was barely able to withstand the first wave of orgasm, her pussy clamping down on the tentacle as she thrashed in a feral panic, before finally going limp against the alien.

Like a bodysuit the alien rose over her, teeth folding forwards as its mouth socketed into place, wispy head emerging like a flame from the air. The eye in its chest rose beyond its mouth, and a pair of hands bloomed from its sides.

“Finally.” The alien hissed. “Done with both of those insufferable brats.”

Inside of the ghostly alien, Gwen’s unconscious form was molded and mashed back and forth, The alien didn’t quite have a stomach, but its body worked as a particularly vicious one. In a matter of minutes the oily tendrils filled the redhead’s body, pumping more of itself into her. Her cells were consumed by the alien’s, half destroyed and then made to regenerate into the creature’s. By the time Gwen began to stir all of her magic had been siphoned out of her, leaving her to thrash and scream for mercy as her remaining body was boiled into nothingness.

The fully regenerated J’Skayyr, a creature that Ben had dubbed “Ghostfreak”, compressed its body against the hull of the pod, pressing the lumps in its form out. Its stomach glowed purple as Gwen’s soul made a futile attempt to escape, but the magical energy that the alien had stolen left the soul disoriented. Ghostfreak let its own essence saturate the soul’s until it lost all will to struggle, and he created an explosion of energy from within his core, powerful enough to dissipate the soul’s identity completely.

Just as the spectre prepared to enter a form of hibernation, a stirring within its lower half brought it back to corporeal form. “Even in death, must the Tennysons be so difficult?” Ghostfreak hissed to itself. Although Ben’s physical form had been morphed entirely into the alien, and Gwen’s absorbed into it, both of their damaged souls were still weakly pulsing. That would not do, especially if he wanted the Omnitrix to be his.

The spectre hovered over the ground and closed his eye, teeth clamping down in a furious effort. His tail slowly split, which permitted the remains of his meals to drip free. At first, only small beads of the cousins slipped free, but slowly spiraled coils began to escape, the two intermingling in a series of marbled logs. Which had been the darker purple and which the lighter didn’t concern J’Skayyr, but it certainly amused him.

The pile of his enemies’ essence was only a few logs, their pathetic human souls lacking any sort of grandiosity, but it suited their lacking attempts at resisting his will. J’Skayyr’s gloating was interrupted by a short beep from the Omnitrix icon on his chest.

“User not found. Activating emergency recovery protocol.”

Ghostfreak’s chest tingled as his flesh crept over the insignia, cleansing it from his body. His throat tensed, and with one hoarse hack a mangled metal orb launched from his mouth and clattered against the floor. The alien cackled and faded into the shadows, waiting until a recovery ship would come to claim them. By the time that happened the cousin’s souls would have completely faded from visibility, and he would have more than enough chances to make up for lost time.