

Edit After the Battle of Pharsalus in 48 BC, Julius Caesar (Rex Harrison) goes to Egypt, under the pretext of being named the executor of the will of the young Pharaoh Ptolemy XIII (Richard O'Sullivan) and his sister Cleopatra (Elizabeth Taylor)'s father. Cleopatra convinces Caesar to restore her throne from her younger brother. Caesar, in effective control of the kingdom, sentences Pothinus (Gregoire Aslan) to death for arranging an assassination attempt on Cleopatra, and banishes Ptolemy to the eastern desert, where he and his outnumbered army would face certain death against Mithridates. Cleopatra is crowned Queen of Egypt, and begins to develop megalomaniacal dreams of ruling the world with Caesar, who in turn desires to become King of Rome. They marry, and when their son Caesarion is born, Caesar accepts him publicly, which becomes the talk of Rome and the Senate. After he is made dictator for life, Caesar sends for Cleopatra. She arrives in Rome in a lavish procession and wins the adulation of the Roman people. The Senate grows increasingly discontented amid rumors that Caesar wishes to be made king, which is anathema to the Romans. On the Ides of March in 44 BC, a group of conspirators assassinate Caesar and flee the city, starting a rebellion. An alliance between Octavian, Caesar's adopted son, Mark Antony (Richard Burton), Caesar's right-hand man and general as well as Marcus Aemilius Lepidus put down the rebellion and split up the republic between themselves. Cleopatra is angered after Caesar's will recognizes Octavian instead of Caesarion as his official heir, and angrily returns to Egypt. While planning a campaign against Parthia in the east, Antony realizes he needs money and supplies, and cannot get enough from anywhere but Egypt. After refusing several times to leave Egypt, Cleopatra gives in and meets him in Tarsus. The two begin a love affair, with Cleopatra assuring Antony that he is much more than a pale reflection of Caesar. Octavian's removal of Lepidus forces Antony to return to Rome, where he marries Octavian's sister, Octavia, to prevent conflict, upsetting and enraging Cleopatra. Antony and Cleopatra reconcile and marry, with Antony divorcing Octavia. Octavian, incensed, reads Antony's will to the Roman senate, revealing that the latter wishes to be buried in Egypt. Rome turns against Antony, and Octavian's call for war against Egypt receives a rapturous response. The war is decided at the naval Battle of Actium on September 2, 31 BC, where Octavian's fleet, under the command of Agrippa, defeats the Antony-Egyptian fleet. Cleopatra assumes Antony is dead and orders the Egyptian forces home. Antony follows, leaving his fleet leaderless and soon defeated. Several months later, Cleopatra manages to convince Antony to resume command of his troops and fight Octavian's advancing army. However, Antony's soldiers abandon him during the night; Rufio (Martin Landau), the last man loyal to Antony, kills himself. Antony tries to goad Octavian into single combat, but is finally forced to flee into the city. When Antony returns to the palace, Apollodorus, not believing that Antony is worthy of his queen, convinces him that she is dead, whereupon Antony falls on his own sword. Apollodorus then confesses that he misled Antony and assists him to the tomb where Cleopatra and two servants have taken refuge. Antony dies in Cleopatra's arms. Octavian and his army march into Alexandria with Caesarion's dead body in a wagon. He discovers the dead body of Apollodorus, who had poisoned himself. Octavian receives word that Antony is dead and Cleopatra is holed up in a tomb. There he offers her his word that he will allow her to rule Egypt as a Roman province in return for her agreeing to accompany him to Rome. Cleopatra knows her son is dead and agrees to Octavian's terms, including a pledge not to harm herself. After Octavian departs, she orders her servants

in coded language to assist with her suicide. Octavian realizes that she is going to kill herself and he and his guards burst into Cleopatra's chamber and find her dressed in gold, and dead, along with her servants, while an asp crawls along the floor.