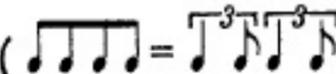


# The Way You Look Tonight

from *Swing Time*

Reading or singing the lyrics that Dorothy Fields wrote for Jerome Kern's lovely, lilting melody "The Way You Look Tonight," one would never guess that they are ironic. "Oh, but you're lovely," Fred Astaire sang to Ginger Rogers in *Swing Time*. "Never, never change . . . keep that breathless charm . . . just the way you look tonight." The way Ginger looked at the moment was awful—or, at least Hollywood's version of awful: She was in the midst of shampooing her hair. Out of the film, this song (which won an Academy Award in 1936) has always been treated as a charming love song—which, of course, it is. But it just shows how deceptive words, particularly endearing words can be when they are taken out of context.

Words by Dorothy Fields Music by Jerome Kern

Moderate swing feeling (  )

(Opt. repeat

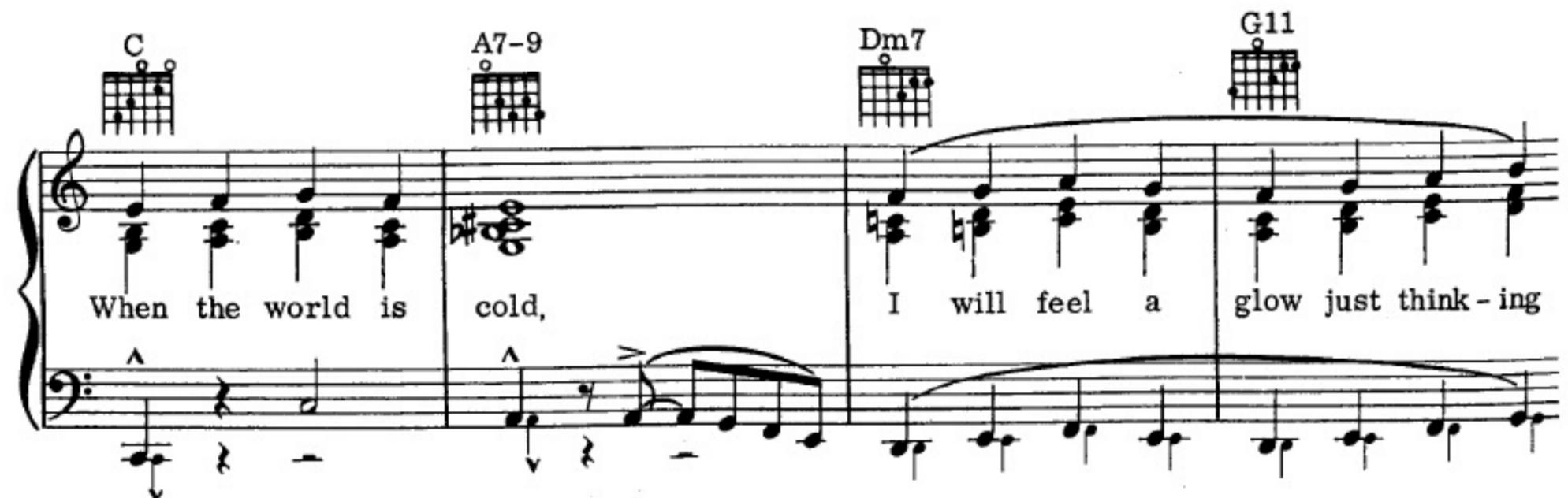


*mp*



C Am7 Dm7 G11

Some - day when I'm aw - f'ly low,



C A7-9 Dm7 G11

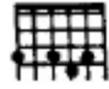
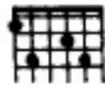
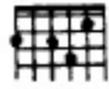
When the world is cold, I will feel a glow just think - ing

C11

C7-5

F6

G7



of you And the way you look to -

C

Am7

Dm7

G7

C

Am7

Dm7

G7

night. Oh, but you're

C

Am7

Dm7

love ly, With your smile so

G11

C

A7-9

warm And your cheek so soft,

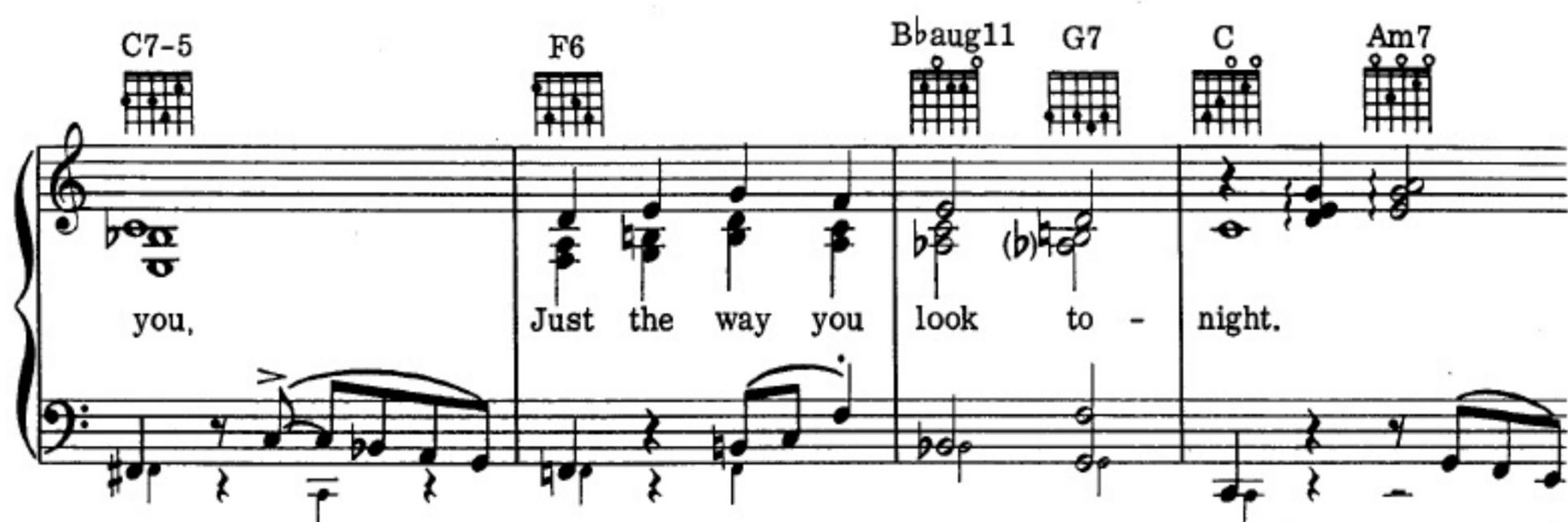
Dm7  G11  C11 

There is noth - ing for me but to love



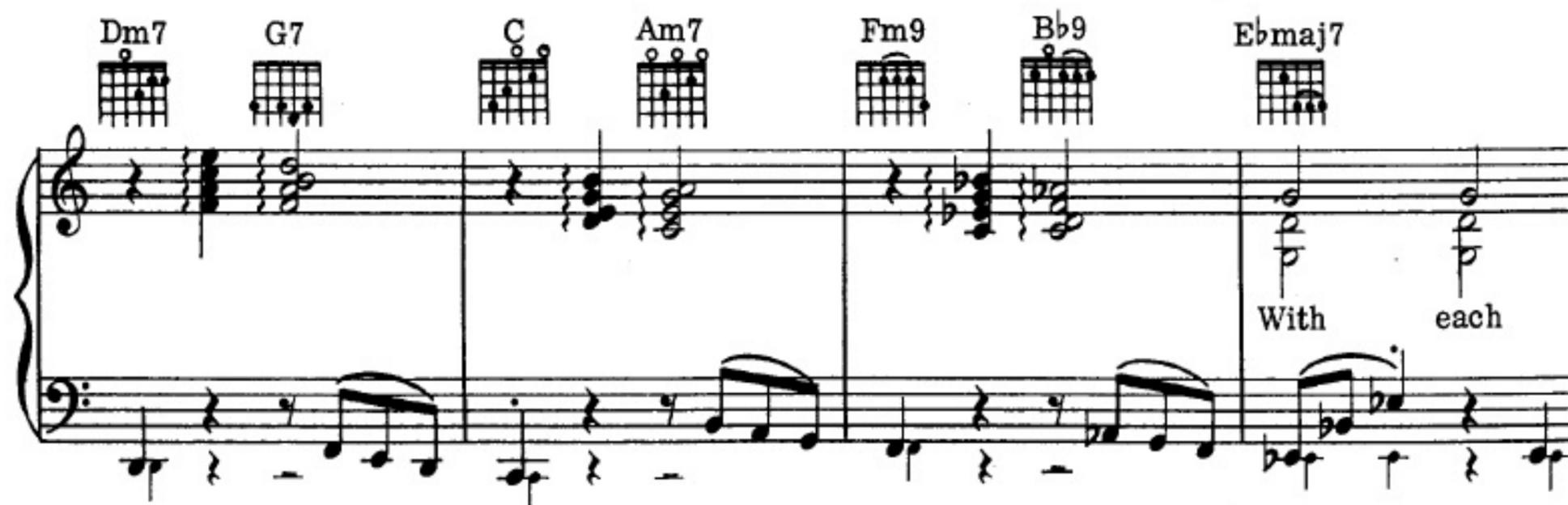
C7-5  F6  Bbaug11  G7  C  Am7 

you, Just the way you look to - night.



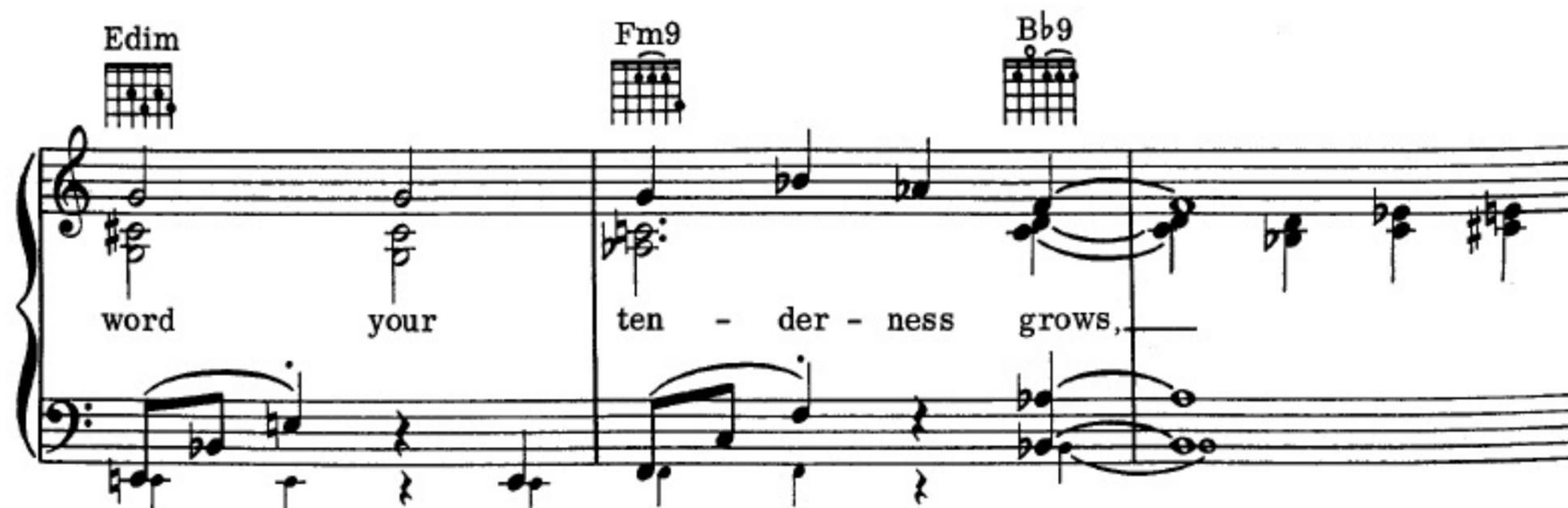
Dm7  G7  C  Am7  Fm9  Bb9  Ebmaj7 

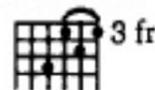
With each

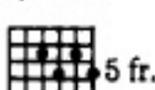


Edim  Fm9  Bb9 

word your ten - der - ness grows,



**E $\flat$ /G bass**  
 3 fr.

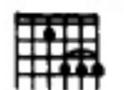
**F $\sharp$ dim**  
 5 fr.

**Fm7**  


**B $\flat$ 9**  


Tear - ing my fear a - part,

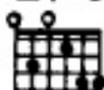


**E $\flat$ maj7**  


**E $\flat$ dim**  


**Fm7**  

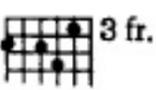

**B $\flat$ 9**  

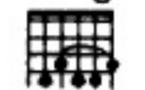

**E7+9**  


And that laugh that wrin - kles your nose.



**E $\flat$ maj7**  


**A $\flat$ 7-5**  
 3 fr.

**D $\flat$ aug11**  


**G7**  


Touch - es my fool - ish heart.



**C**  


**A $\flat$ m7**  


**D $\flat$ m7**  


**G11**  


Love - ly, nev - er, nev - er change;



C Bb9 A7-9 Dm7 G11

Keep that breath-less charm; Won't you please ar - range it, 'Cause I

C11 C7-5 F6 G7

love you, Just the way you look to -

C Am7 Dm7 G7 C Am7 Dm7 G7

night, mm\_ mm\_ mm\_ mm\_

F6 G7 C

Just the way you look to - night. *in tempo*