

Oxford KEYNOTES

ARLEN & HARBURG'S  
*Over the Rainbow*

WALTER FRISCH



ARLEN AND HARBURG'S  
*Over the Rainbow*

*Oxford* KEYNOTES  
Series Editor KEVIN C. KARNES

*Sergei Prokofiev's Alexander Nevsky*  
KEVIN BARTIG

*Rodgers and Hammerstein's Carousel*  
TIM CARTER

*Aaron Copland's Appalachian Spring*  
ANNEGRET FAUSER

*Arvo Pärt's Tabula Rasa*  
KEVIN C. KARNES

*Beethoven's Symphony No. 9*  
ALEXANDER REHDING

*Arlen and Harburg's Over the Rainbow*  
WALTER FRISCH

Oxford KEYNOTES



ARLEN AND  
HARBURG'S  
*Over the Rainbow*

WALTER FRISCH

OXFORD  
UNIVERSITY PRESS

**OXFORD**  
UNIVERSITY PRESS

Oxford University Press is a department of the University of Oxford. It furthers the University's objective of excellence in research, scholarship, and education by publishing worldwide. Oxford is a registered trade mark of Oxford University Press in the UK and certain other countries.

Published in the United States of America by Oxford University Press  
198 Madison Avenue, New York, NY 10016, United States of America.

© Oxford University Press 2017

All rights reserved. No part of this publication may be reproduced, stored in a retrieval system, or transmitted, in any form or by any means, without the prior permission in writing of Oxford University Press, or as expressly permitted by law, by license, or under terms agreed with the appropriate reproduction rights organization. Inquiries concerning reproduction outside the scope of the above should be sent to the Rights Department, Oxford University Press, at the address above.

You must not circulate this work in any other form  
and you must impose this same condition on any acquirer.

Library of Congress Cataloging-in-Publication Data

Names: Frisch, Walter, 1951–

Title: Arlen and Harburg's Over the rainbow / Walter Frisch.

Description: New York, NY: Oxford University Press, [2017] |

Series: Oxford keynotes | Includes bibliographical references and index.

Identifiers: LCCN 2017008890 | ISBN 9780190467333 (hardcover: alk. paper) |

ISBN 9780190467340 (pbk.: alk. paper)

Subjects: LCSH: Arlen, Harold, 1905–1986. Wizard of Oz. Over the rainbow. |

Harburg, E. Y. (Edgar Yipsel), 1896–1981.

Classification: LCC ML410.A76 F75 2017 | DDC 782.42164—dc23

LC record available at <https://lccn.loc.gov/2017008890>

9 8 7 6 5 4 3 2 1

Paperback Printed by WebCom, Inc., Canada  
Hardback Printed by Bridgeport National Bindery, Inc., United States of America

*Series Editor's*

## INTRODUCTION

OXFORD KEYNOTES REIMAGINES THE canons of Western music for the twenty-first century. With each of its volumes dedicated to a single composition or album, the series provides an informed, critical, and provocative companion to music as artwork and experience. Books in the series explore how works of music have engaged listeners, performers, artists, and others through history and in the present. They illuminate the roles of musicians and musics in shaping Western cultures and societies, and they seek to spark discussion of ongoing transitions in contemporary musical landscapes. Each approaches its key work in a unique way, tailored to the distinct opportunities that the work presents. Targeted at performers, curious listeners, and advanced undergraduates, volumes in the series are written by expert and engaging voices in their fields, and will therefore be of significant interest to scholars and critics as well.

In selecting titles for the series, Oxford Keynotes balances two ways of defining the canons of Western music: as lists of works that critics and scholars deem to have articulated

key moments in the history of the art, and as lists of works that comprise the bulk of what consumers listen to, purchase, and perform today. Often, the two lists intersect, but the overlap is imperfect. While not neglecting the first, Oxford Keynotes gives considerable weight to the second. It confronts the musicological canon with the living repertoire of performance and recording in classical, popular, jazz, and other idioms. And it seeks to expand that living repertoire through the latest musicological research.

Kevin C. Karnes  
Emory University

# CONTENTS

ABOUT THE COMPANION WEBSITE *viii*

ACKNOWLEDGMENTS *ix*

RECORDINGS AND PRIMARY SOURCES *xi*

Introduction *1*

**1** Creating the Rainbow *7*

**2** Bringing the Rainbow to Life *29*

**3** Hearing the Rainbow *53*

**4** A Garland of Rainbows *69*

**5** Ivory Rainbows *93*

**6** The Island Rainbow *109*


Epilogue *125*

ADDITIONAL SOURCES FOR READING  
AND LISTENING *131*

NOTES *135*

INDEX *143*

# ABOUT THE COMPANION WEBSITE

**O**XFORD UNIVERSITY PRESS HAS created a website to accompany *Arlen and Harburg's Over the Rainbow* that features a variety of related multimedia materials. Many of these resources are integral to the volume itself or provide needed and useful context. As with all of the websites for Oxford Keynotes volumes, the reader is encouraged to take advantage of this valuable online information to expand their experience beyond the print book in hand. Examples available online are indicated in the text with Oxford's symbol .

[www.oup.com/us/ahotr](http://www.oup.com/us/ahotr)

Username: Music3

Password: Book3234

The reader is invited to explore the full catalog of Oxford Keynotes volumes on the series homepage.

[www.oup.com/us/oxfordkeynotes](http://www.oup.com/us/oxfordkeynotes)

# ACKNOWLEDGMENTS

MANY PEOPLE HAVE BEEN extraordinarily generous with their time, expertise, and materials as I researched and wrote this book. I am especially grateful to Laura Lynn Broadhurst for sharing many primary sources she has uncovered in connection with her PhD dissertation in progress (Rutgers University) on the songs for *The Wizard of Oz*, and to John Fricke, *Oz* and Judy Garland expert extraordinaire, who has also provided me many documents and invaluable advice. I have had many long, fruitful exchanges with both Laura and John. Of course, any errors of fact or differences of interpretation remain my responsibility alone.

Series editor Kevin Karnes has been a supportive and keenly critical reader. Daniel Callahan, Kevin Fellezs, Dee Michel, and Loren Schoenberg kindly read chapters and offered many helpful reactions and suggestions. Daniel Goldmark read the manuscript for Oxford University Press and offered many valuable suggestions. My partner Marilyn McCoy read and commented on a complete draft, as always with sharp insight and deep sympathy. My sons,

Nick and Simon Frisch, contributed thoughts that have been most welcome. Simon prepared the musical examples.

Other individuals who have responded to my queries, on whose knowledge or skills I have relied, or who have been generous in sharing materials, include Rita Arlen, Gilbert Baker, Ken Bloom, George Chauncey, Gregory Chen, Eric Davis, Todd Decker, Michael Feinstein, Michelle Fisher, Will Friedwald, John Haley, Michael Hearn, Aaron Johnson, Miles Kreuger, Robert O'Meally, Nathan Platte, William Rosar, Phil Schaap, Lawrence Schulman, Dariusz Terefenko, Chris Washburne, David Weiner, and Leanne Wood.

I would also like to acknowledge others who have provided access to source materials essential to this project: Mark Eden Horowitz at the Library of Congress, Nick Markovich at the Yip Harburg Foundation, Ned Comstock at the Cinematic Arts Library of the University of Southern California, Kristine Krueger at the Margaret Herrick Library of the Academy of Motion Picture Arts and Sciences, Emily Ferrigno at the Irving S. Gilmore Music Library at Yale University, and Tad Hershorn at the Rutgers Institute of Jazz Studies.

# RECORDINGS AND PRIMARY SOURCES

WHERE I REFER TO recordings of “Over the Rainbow,” I have included timings to help the reader locate the place in the recording being discussed. Many of the recordings can be heard on the companion website for the book.

Some primary sources consulted for this book are located in the following collections, which will be referenced in abbreviated form in the text:

- LC The Library of Congress (Washington, DC)
- YHF The Yip Harburg Foundation (New York City)
- CAL The Cinematic Arts Library at the University of Southern California (Los Angeles)
- MHL The Margaret Herrick Library of the Academy of Motion Picture Arts and Sciences (Beverly Hills, CA)
- LL The Lilly Library at Indiana University (Bloomington)
- IGL The Irving Gilmore Music Library at Yale University (New Haven, CT)




ARLEN AND HARBURG'S  
*Over the Rainbow*





## INTRODUCTION

**L**ESS THAN A YEAR after the release of *The Wizard of Oz* by Metro-Goldwyn-Mayer (MGM) in 1939, its hit song “Over the Rainbow” turned up in another film from the same studio, *The Philadelphia Story*. Katherine Hepburn, playing a wealthy socialite on the eve of her wedding, and James Stewart, a tabloid reporter sent to get a scoop on the event, share a drunken (but innocent) midnight swim at her family estate. As he carries her back to the house, Stewart sings a garbled version of “Over the Rainbow,” humming or improvising when he can’t recall the lyrics (“*Someday* over the rainbow”). “Don’t stop, Mikey,” Hepburn murmurs. “Keep crooning.” (View example 0.1 .)

At the time of *The Philadelphia Story*, “Over the Rainbow” was still a new song. Created in the spring of 1938 by composer Harold Arlen and lyricist E. Y. (“Yip”) Harburg, it had

appeared in the summer of 1939 in the MGM movie musical *The Wizard of Oz*, sung by Judy Garland as the character Dorothy. By including “Over the Rainbow” in *The Philadelphia Story* as a part of the film’s narrative, sung by one character to another, MGM was offering a tongue-in-cheek salute to a song they had almost cut from *The Wizard of Oz* because it was felt to slow up the action. Dorothy’s wistful ballad, sung in a dusty farmyard, is transformed into a drunken serenade in a sophisticated romantic comedy set on the Main Line. “Over the Rainbow” had traveled far and quickly from the world of the original film. Clearly—to paraphrase one of the most famous lines in movie history—we are not in Kansas anymore.

“Over the Rainbow” followed a number of different paths out of MGM’s Kansas. De-sentimentalized in *The Philadelphia Story*, the song would assume a hallowed status in the coming decades. Garland called it “sacred”; Salman Rushdie, a “hymn.”<sup>1</sup> The saccharine closing moments of the 1998 film *You’ve Got Mail* capture something of what the song has conveyed for much of its later history. Kathleen (Meg Ryan) and Joe (Tom Hanks) meet in Riverside Park in New York, and she realizes tearfully that the man she loves and her email pen pal are one and the same. Harry Nilsson’s smooth version of “Over the Rainbow” wafts over the soundtrack as Joe tells Kathleen, “Don’t cry, Shopgirl.” “I wanted it to be you,” she sobs. “I wanted it to be you so badly” (view example 0.1 ▶). Here “Over the Rainbow” expresses hope for fulfillment after struggle, or for the triumph of love over strife. *Per aspera ad astra*—through hardships we reach the stars (or go over the rainbow).