An Answer for Everything:
The D&D 3.5 *Shapechange* Handbook

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With contributions from amir.s

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Preamble

Foreword

I've written this guide for my personal use, but I see no reason not to share it with the community that has taught me so much about *Dungeons & Dragons 3.5*.

After 6 years of roughly monthly gaming, my character in my first D&D game ever has finally gained access to *shapechange*. Suddenly what was once only theoretical awesomeness is now within reach - and yet I've found no comprehensive guide to *shapechange* on any of the various forums. The closest I've found is TaisharMalkier and ksbsnowowl's Complete (Su) List - Shapechange, which, while excellent and definitely an inspiration for this guide, does not cover (Ex) or inherent abilities and is sorted by creature rather than desirable attribute.

My goal here is to cover everything one might *want* to do with *shapechange* rather than anything one *could* do. In that spirit, I have omitted creatures whose abilities are inferior to others with similar abilities unless they have other important qualities, such as an overall stronger form, better mobility or defenses, or a more accessible sourcebook.

Dedication

There are a number of people on the various forums that have, through their posts over many years, taught me a significant amount about D&D 3.5 mechanics, strategy, and optimization. The ones who stand out the most and come to mind immediately are Treantmonklvl20 and Hypersmurf. Thank you for your enduring and eternal wisdom.

I would also like to thank everyone else who has ever written a handbook for D&D or Pathfinder, and especially those whose handbooks I've used. DictumMortuum, Eldariel, eggs, A Man In Black, Blade2718, eggynack, JoshuaD, Darrin… the list goes on, and I'm bound to forget people. But you're all awesome, and I truly appreciate your work.

Finally, thank you to my DM for introducing me to *Dungeons & Dragons*, running a great game, and being patient with my shenanigans for the better part of a decade.

What Shapechange Does and Does Not Do

This is a combination of the text of *shapechange* plus all of the spells it inherits from. Most of it is Rules As Written, but some small part of it is my interpretation. Your DM has final say. Show this bit to her, along with the Assumptions section afterward, and make sure you both agree on all of it - then you'll never have to worry about misunderstandings.

- What changes when you change.
    - Gross physical features. You look like the thing you turn into. You can vary the appearance with ranges of what is plausible for the form you take. You get a +10 bonus on Disguise checks to seem like the creature you turned into. You may duplicate specific individuals as normal for Disguise. You do not incur penalties to your check for disguising yourself as a different race, gender, or age.
    - Creature type and subtype, including all traits[1] associated with them except for spell-casting and spell-like abilities, if any. This is mostly relevant for immunities and vulnerabilities.
    - Size
    - Movement modes (no restrictions)
    - Natural armor and other AC changes not from equipment. For incorporeal creatures and others with Charisma modifier as a deflection bonus to AC[2], recompute using your own Charisma and remember that deflection bonuses do not stack with each other.

[1] Except weapon and armor proficiencies and gaining a non-ability for Intelligence when taking a mindless form, because you do retain your mind.
[2] Except maybe Prismatic Golem, which is wonky.

    - Natural weapons as adjusted by feats[3]. If it doesn't affect how the weapon is listed in the stat-block, you don't get it. Recompute the attack modifiers and grapple modifier based on your own Base Attack Bonus. You are automatically proficient with any natural weapons you gain from a form.
    - Strength, Dexterity, and Constitution scores of a typical specimen of what you change into. If you change into a different member of your own race, you may use either your own scores or the average for your race (all or nothing - no mix-and-match).
    - Extraordinary and supernatural abilities. You lose your own except those derived from feats and class levels[4]. You do gain supernatural abilities that imitate spells.
    - Racial bonuses of all kinds except mental ability scores[5], including bonuses to skill checks and bonus feats
    - On the first transformation only you regain hit points (and only hit points) as though you had rested for one night.
    - Equipment that is inherent to the new form as a supernatural or extraordinary ability[6], such as a Trumpet Archon's trumpet or a Balor's vorpal sword. When you change away from the form, said equipment disappears. You are automatically proficient with said equipment (but not other equipment that members of your new race merely carry by default).

- What does not change when you change.
    - Alignment, memories, and personality[7]

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[3] The adjustment by feats is my own interpretation, not rules as written, based on these adjustments being part of the weapons themselves (a tiger has big and sharp claws because it's a tiger, not because it trained harder than the domestic short-hair did). It also makes computing your attack routines *much* easier and, more importantly, faster. Feel free to discard it - just be sure to adjust the attack routines accordingly. Under this interpretation, you get Improved Natural Attack, Weapon Focus (natural weapons only), Weapon Finesse, Augmented Critical, Multiattack, Improved Natural Armor, etc. You do not get Power Attack or Improved Bull Rush (unless they're racial bonus feats) or the like because they don't change the printing of the stat block.

[4] By a strict interpretation of Rules As Written, you lose even supernatural abilities derived from class features. However, this results in some very odd effects—for example, a Fleshwarper's familiar would cease to be an Aberration while using *Shapechange*, and a human Sublime Chord who uses *Shapechange* to disguise herself as a different human would lose Countersong and Inspire bardic music but retain Fascinate and Suggestion (which are spell-like). It also seems strange that *Polymorph* would allow you to retain your class features but *Shapechange* would not, even when using them to assume the same forms. I believe Rules As Intended is meant to preserve class abilities like *Alter Self* does, but ask your DM.

[5] Strictly speaking, these are not racial bonuses anyway but rather adjustment to base ability scores.

[6] If the ability only grants the option to acquire a piece of equipment, you must acquire it the same way the real creature would. Thereafter you get it whenever you change into that form so long as you were holding or wearing it when you last changed away from that form. If it only functions when used by the creature that made it, you must be in the appropriate form for it to function that way.

[7] I've always thought it might be nifty to roleplay feeling an influence on your alignment and personality based on the form you take, especially with alignment-subtype forms. The rules do not require or even suggest this - I just think it would be fun. I never remember to do it though.

- Class levels and class features (except class features that change your gross physical features)
- Base attack bonus
- Base save bonuses
- Hit dice
- Current and maximum hit points (except as resting for a night on first change), even if your Constitution score changes
- Intelligence, Wisdom, and Charisma (including racial adjustments)
- Skills
- Language proficiency
- Weapon and armor proficiency
- Feats other than racial bonus feats
- Spell-like abilities. You keep your own and do not get theirs.
- Spellcasting. You keep your own and do not get theirs. Note that many forms are unable to cast spells with verbal and/or somatic components unless you have the Natural Spell feat.
- Equipment. Anything you wear or hold that the new form can wear or hold stays where it is. Anything it can't melds in and becomes non-functional. When you change to a new form that can support equipment that previously melded in, it returns to its original position on your body and resumes functioning[8].
- Ongoing effects from cast spells and spell-like abilities and explicitly used (but not continuous) supernatural and extraordinary abilities. You keep your buffs and debuffs.

Assumptions

The precise rules of *shapechange* are ambiguous on a few points, and others are commonly house-ruled. I've tried to accommodate all of the most common interpretations by including notations for different attributes that may make a form or ability invalid. Here is my list of assumptions and accommodations. These are *not* rules as written - the rules as written simply don't have enough detail explaining these cases, so I'm trying to fill in the gaps. You can certainly pitch different proposals to your DM - these are entirely my own fabrications in an attempt to fill in the rule gaps with something reasonable.

- *Shapechange* never grants native spellcasting or spell-like abilities. I know some people disagree with this, but the greater consensus seems to be fairly clear and, frankly, *shapechange* has more than enough potential to break the game without them. More importantly, including them would add an enormous amount of clutter to this guide that

[8] If you accumulate multiple pieces of melded equipment that occupy the same space on your body, excess ones fall at your feet (or equivalent location) when you change into something that can use them. If you lose a body part into which a piece of equipment had been melded, it unmelds and falls next to the body part that you lost.

most players wouldn't be able to use. I have a table for Ex and Su spellcasting which can technically be an exception because they fall under what *shapechange* explicitly gives you, but really I recommend not using them. It's cheesy and not worth the headache.

- When a form grants an ability usable a certain number of times per time interval, you must wait until that interval passes to use the same ability again even if you change form. If a new form has an ability with the same name (e.g. "Breath Weapon") but a shorter interval, you must wait until the shorter of the two intervals has elapsed. If the new interval has already elapsed since you used the same-named ability in a different form, you may use the new form's version immediately. Intermediate forms with the same ability name don't affect the remaining interval unless you actually use the ability while in that form. For the most part, this just means you really do have to wait 1d4 rounds between breath weapon uses.

- Some abilities available with *shapechange* affect subjects continuously until the originator dies or is destroyed. I interpret this as meaning the effect is suspended if you change to a new form or when your *shapechange* expires but that it resumes when you take the same form again. If there's a range limitation to initiating the effect, assume you have to be within range to resume it but that you need not use a specific action to do so and that the subject <u>does not</u> receive a new saving throw (if applicable). This is most applicable to effects along the lines of a dread wraith's Create Spawn ability - the spawn are enslaved to you, but only while you are in dread wraith form because you lack the ability to control them without it (sorry, no permanent hordes of willing zombie slaves unless you take the Leadership feat). Similarly, a form with an ability replicating *dominate person* requires you to be in that form in order to issue new orders, and a form replicating *charm person* requires you to be in that form in order for the subject to perceive you as a trusted friend. Effects with no range limitation once established and that do not end when the originator dies or is destroyed, such as an Ethereal Slayer's *dimensional anchor* or a Shadow Spider's silk slick, continue normally for their full duration even if you change form.

- Some tables will allow template forms; others will not. There seems to be basis in the spells as written for both arguments. *Alter self*, on which *shapechange* is (distantly) based, explicitly denies the use of templated forms. *Shapechange*, however, specifies that <u>any</u> non-unique creature is fair-game. I had actually convinced my DM to allow individual inherited templates as by definition non-unique, but in the process of creating this guide I realized just how ridiculous that becomes. If you allow for the application of templates to any form, it suddenly becomes stupid *not* to apply them to *all* forms. Why be a mere Titan when you can be a Half-Dragon Titan and get an extra +8 Strength and other benefits?

  In that spirit, and again to avoid unnecessary clutter that most people won't use, I make the assumption that, if you're using templates at all, you're applying a single non-unique

template to your default race. Further, that template's Level Adjustment adds to racial hit dice for purpose of determining what you can turn into at your caster level.

Since the template now basically applies only to one's normal form, the only information one needs is the abilities and changes made by each template and the relevant level adjustment. I mark such forms with the template descriptor.

A small number of templates are presented in the original sourcebooks as non-unique creatures, for example the Hill Giant Dire Wereboar. They are explicitly listed as potentially being organized in groups of multiple creatures. I include such forms and mark them with the templated descriptor.

- Some tables will allow epic creatures, and others will not. Epic creatures are marked with the epic descriptor.

- The epic templates seem to be largely insane, so I'm not including them. No paragon or pseudonatural creatures. (I may add demilich in the future, but that's really pushing the boundaries of non-unique.)

- Some table will allow psionic creatures, and others will not. Psionic creatures are marked with the psionic descriptor.

- Some characters will be unwilling to take undead forms. Undead creatures are marked with the undead descriptor (at least when I remember to do so). I may consider adding descriptors for the <alignment> subtypes for the same reason, but I haven't yet. If I do so, my primary motivation will be to allow for easy identification of forms with good roleplaying flavor for influencing your actions beyond what your character might normally do, either while in such forms or after using them liberally. There's no rule to support this; I just like the flavor.

- For reasons I can't quite wrap my head around, many DMs ban real-life dinosaurs from the setting despite the existence of far less probable creatures. I've marked all included dinosaurs with the dinosaur descriptor, although they're so iconic that I expect I didn't need to. Kids still think dinosaurs are cool, right?

- There exist methods, e.g. the Reserves of Strength feat (Dragonlance Campaign Setting p86), to break caster level caps by as much as +3 levels. I therefore include creatures of up to 28 hit dice. There are fairly few creatures in the 26-28 HD range, so this doesn't add much clutter. Any creature with more than 17 hit dice is marked with the number of hit dice. If anyone knows a rules-legal way to boost the cap 28 HD, please tell me!

- HD-advanced forms with size increases are fair game. *Shapechange* specifies that the form must be non-unique, not typical of its kind. The hit dice advancement path implies

that reaching such advanced stages is normal even if not common. Don't push your luck asking to use better ability score arrays - the added bookkeeping headache isn't worth it anyway.

- Everyone has access to the SRD, and many people have access to *Monster Manual I*. Anything not from those sources will be labeled with an appropriate descriptor and page number. Creatures in the SRD will generally have hyperlinks on their names. So far I've evaluated all of the standard SRD monsters, all of the epic SRD monsters, and all of the psionic SRD monsters, and everything from *Monster Manual I*, *II*, *III*, and *IV*, plus *Fiend Folio*. I'll continue adding as suggestions and requests come in.

Optimizing *Shapechange*

In writing this guide, I've realized that there are basically 3 external optimization influences that impact the power of *shapechange*: Charisma, buff-stacking, and caster level.

1. Charisma is key. About half of the abilities allowing saves are based on Charisma, and the rest are mostly based on Constitution - but many of the best ones, and all that duplicate spells, are Charisma. You get the form's Constitution score with *shapechange* but not its Charisma. If your Charisma score is high, you'll have a ton of awesome abilities with great save DCs, often better than the original creature by far because you'll also have more hit dice in many cases. If your Charisma score is low, you're dependent on hit dice alone to boost the save DCs - if you're using a boosted caster level to access higher-level forms, those abilities will be doubly inferior when you use them relative to the original creature.

   Compounding this is the problem that Charisma is hard to buff effectively. I've scoured all the spells I could find mentioning Charisma, and it seems the absolute best you can do to improve your score is a +8 enhancement bonus from *nixie's grace* (personal range, bard only, 10 minutes per level) and a +4 sacred bonus from either *inner beauty* (bard, 10 minutes per level, must be Good alignment) or *righteous aura* (paladin only, 1 hour per level, personal range). *Nixie's grace* lasts as long as *shapechange*, but personal range is a real drag.

   Therefore, from the Charisma angle, the obvious winner is the sorcerer, who should have both sky-high Charisma to begin with and enough UMD both to cast *nixie's grace* from an item and to fake an alignment for *inner beauty* with a scroll if necessary - or *righteous aura*, which lasts for hours. (Note that *righteous aura* makes you glow with the equivalent of a *daylight* spell, so stealth is out of the picture, and watch out for the death throes.) Bards can make this work, too, but they'll need a very expensive scroll or staff for *shapechange* instead of one for *inner beauty* - and the scroll will likely be at minimum caster level, eliminating a lot of the best forms from consideration. Sublime Chords, of

course, have the best of both worlds, but they don't get *shapechange* natively until 19th level. Wizards, who usually dump Charisma, fare the worst. Druids get 2 stats to dump without having to touch Charisma, so they should at least be mediocre, but they won't have the advantages of a pure Charisma-based caster. (Don't feel too bad for the druids - they get different advantages. See below.)

If you've got money to burn, pick up a Tome of Leadership and Influence +4 or +5, but it's awfully expensive, particularly if Charisma isn't your primary casting stat. (If you've got *lots* of money to burn, get the Manual of Bodily Health +4 or +5 as well. It's an ongoing bonus, not a change to your innate ability score, so it should carry into *shapechange*. If you've got more money than you know what to do with, of course, get Gainful Exercise and Quickness of action as well.)

2. Stack those buffs! If you're a cleric with the Animal domain, use *righteous might* while quietly cursing your deity for giving you *not-animal-growth* for your 5th-level domain spell. If you're a wizard, sorcerer, bard, or sublime chord, you have a ton of amazing buffs to pile on. If you're a druid or have a druid buddy, pick some beefy animal forms - your type changes with *shapechange* - and cut loose with at least *animal growth* and *nature's favor*, but also *nature's avatar* for key fights if you can spare a second 9th-level spell slot - together they give all but the biggest animal forms a whopping +18 on attack rolls and usually +19 on damage rolls, not to mention a bajillion temporary hit points. (Some rules interpretations allow the druid to buff with all three while in an animal form and carry the bonuses into non-animal forms for the rest of the duration. I don't do this at my table because it's only a matter of time before the DM rolls a Natural 20 on his Improvised Weapon: Splatbook attack. Plus I've automated all of my bookkeeping, and it's easier if the buff spells are order-agnostic.)

   A fully buffed up (*animal growth*, *bite of the werebear*, *greater heroism*, *greater magic fang* +5 on all natural weapons*, haste*, *nature's avatar*, *nature's favor*) Legendary Tiger - achievable immediately with a Bead of Karma - can plausibly reach BAB+46 on its primary attacks and has Pounce to boot. The same buffs on a Giant Squid produce BAB+41 with 11 primary tentacle attacks. And as a druid, you have Natural Spell, so you can also cast in any form regardless of niceties like opposable thumbs and sophisticated voice boxes - and don't forget to pump your Monk's Belt AC bonus with *owl's insight*!

   Most of your magic items should work in most forms (see this thread for details), so you can probably keep your stat-boosting stuff at a minimum - no need for Wilding Clasps. Boosting Constitution is almost as good as boosting Charisma. Remember that Wondrous Items generally resize and reshape to fit the wearer, so as long as you have the appropriate body part, you should be good (although you might look ridiculous).

   If you're a cleric, and especially a cloistered cleric, don't forget to use *divine power* for

full Base Attack Bonus in critical fights.

3. Pump your caster level through the roof. If you're an Animal-cleric or druid, you can start with 25 HD forms right away by using your Bead of Karma (20,000 gp) and getting your bard buddy to cast first *hymn of praise* and then *harmonic chorus* before you cast *shapechange* - your caster level only matters when you actually cast the spell. Arcane casters have to work a bit harder, but there are lots of options out there and most of the CL-boosting guides cater to them nicely. Sublime Chord again shines here because Song of Arcane Power lets them get a reliable +4 to caster level.

   Finally, if you take the Reserves of Strength feat, grab that lovely +3 cap-breaking CL boost to put a handful of very nice forms[9] on the table - including possibly my favorite form ever: Garngrath. You'll only be stunned for the first 3 rounds of *shapechange*, and *shapechange* lasts long enough for you to get it up plenty early - especially when you boost the caster level. I'm not sure what you get is mechanically worth investing two feats, but some of these forms are both amazing and *fun*.

   If you don't have a bard buddy, remember that you can pay for spellcasting services in major cities in most campaigns. Expect to spend 80 gp on *harmonic chorus* and 400 gp on *hymn of praise* under normal circumstances - much cheaper than scrolls and wands. *Shapechange* lasts long enough that you can do this in advance of a serious planned combat mission, and it doesn't really matter where your hired caster is because you can go wherever you like with an Archon's self-only *greater teleport*.

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[9] Specifically… (footnote spread across two pages due to size)

- Abomination, Chichimec: Good defenses, great blindsight, fantastic flight, continuous non-detection, great telepathy
- Banshee: 3/day Cha-based precision-kill(?) save-or-die death effect that hits up to 19 targets at a time. This is really nice.
- Dragons +1 age category: Small improvements to AC, Strength, fly speed, and breath weapons
- Garngrath!!!: Swallow everything, good sonic damage area attack, nice immunities and resistances and defenses
- Effigy: Possess target's body, killing it over a few minutes if you can keep control. Ghost is better, but this is more bad-ass.
- Geriviar: Really nice melee damage with good defenses and regeneration
- Gibbering Orb: Super stinky cheese. Don't use it except in silly campaigns.
- Linnorm, Corpse Tearer: 60-foot cone paralysis breath weapon with good duration and ok save DC
- Nightcrawler, Advanced Colossal*: Highest grapple mod available. Has Improved Grab and Swallow Whole. I prefer Garngrath, but this is more precise.
- Storm Elemental, Elder: Incremental improvements to thunder and lightning damage
- Teratomorph: Random silliness. Best is a Cha-based save-or-lose targeting Reflex hitting a random creature in 120 feet. If you can get your target alone with you, that's actually fantastic.
- Tiger, Legendary: Small-room grappling and melee damage. Really only useful for druids, but for them it's decent.
- Vasuthant, Advanced Gargantuan*: Touch attack grappling that deals Str damage with each check and kills creatures reduced to 0. Upgrade over Horrific Vasuthant.
- Zyern: 90-foot cone of 3d6/3d6 Str damage poison gas and a decent-but-not-great save DC

*If your DM allows HD-advanced forms

Each of the major classes has its advantages here. No build nabs all of them, although a Charisma-based Fey Druid (homebrew feat by Rich Burlew) comes awfully close (but loses out on the AC-pumped Monk's Belt and doesn't have wizard buffs for non-animal forms).

Of course, you don't need any optimization to make *shapechange* amazing. But if you aren't interested in optimization, you probably aren't reading this. Even as an optimizer, be careful not to take this too far. Be mindful of the impact on your fellow players - and on your DM's sanity.

Recommended Feats

Shapechange really doesn't need any help to make it awesome. There are, however, some feats that synergize really nicely.

- Natural Spell - Cast spells in forms that lack thumbs and speech. Strictly speaking it only says it works in Wild Shape, but the casting mechanics should work just as well with *shapechange*. Be prepared for the possibility that your DM might say no, but your footing is reasonably solid. If you aren't a druid (and therefore don't have Wild Shape), you might have to convince your DM that *shapechange* should qualify as a reasonable substitute.

- Power Attack[10] - There will be times when your attack bonus is significantly higher than you need to hit your enemies. Power Attack lets you trade that surplus for a ton of extra damage. It gets even better when your surplus attack bonus comes from buffs also increase damage. A 20th-level druid using giant or colossal squid in conjunction with *nature's favor* and *nature's avatar* can do full Power Attack for a net zero loss on attack bonus and +30 damage on each of ten tentacle attacks. This is a great way to beat your enemies to a bloody pulp - even through tricky damage reduction.

- Flyby Attack - Take a standard action in the middle of any flying move action. You need to be able to fly to qualify for this, but you don't need to be able to fly *all the time* [citation with citations]. Most classes qualify for this fairly early on[11], and it's very potent even without *shapechange*. Adding the option to spring from the ground as an incorporeal undead, cast a spell, and pop back into the ground for total cover on the same turn doesn't exactly hurt.

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[10] Note that *bite of the werebear* and *bite of the weretiger* grant Power Attack for the duration, so if you have an extra round to buff, you don't even need the feat. Standard action cast time with 1 round/level duration means you can't count on having it up in advance for unexpected combats though - as opposed to *nature's avatar*, which is a swift action cast, and *nature's favor*, which lasts 1 minute/level.

[11] Sorcerers, wizards, and bards with *swift fly*, druids starting at 3rd level with *master air* and obviously at 5th with Wild Shape, and animal clerics with *lesser holy transformation*. And of course anyone can drink a potion of *fly*, although that's stretching the definition of access.

- Reserves of Strength (feat tax: Iron Will) - Open up a small number of really nifty forms at late levels (see footnote above) and gain early access to a whole bunch of powerful forms you would normally have to wait for. The feat tax makes this expensive (especially for druids, who already have amazing Will saves), but it's probably still worth it.

Resources

All Dungeons & Dragons 3.5 *monsters sorted by type and Hit Dice*

Complete (Su) List for *Shapechange* - not quite complete, as it's missing a small number of splatbooks, but still very useful. This is where I got my start for this guide, and it's a good place for you to go to find supernatural abilities for creatures I haven't gotten to yet and, honestly, probably won't.

Go-to Forms

Walking around

I like the Solar Angel (Planetar if I can't hit CL 22) for my usual default form. It has great defenses to help you survive getting caught off-guard (AC, damage reduction, spell resistance, regeneration, protective aura, and some immunities), enough Dex that you at least won't be going dead last most of the time (and of course you have other ways to buff Initiative), one of the best flight packages available, and fits in all but the lowest-ceiling dungeons. Most importantly, though, it has Change Shape - walk around looking like yourself (or anyone else) but with the Solar's great defenses. And you have enough Strength to win most arm-wrestling matches in the tavern.

Pit Fiend is also almost as good defensively (actually better in some ways) and available at 18 HD. It is, however, considerably less tavern-friendly.

Speaking of tavern-friendly, the ideal form for a tavern brawl is the Titan (20 HD). Like the Solar, its Change Shape lets you look like a normal person while retaining most of the form's other advantages. Unlike the Solar, the Titan has 39 Constitution (ideal for drinking games) and 43 Strength (ideal for trashing the place when you get accused of cheating at drinking games).

Dungeon crawling

Your default form walking around in hostile areas should have the best defenses possible. Changing is free, so you want whatever is most likely to get you from combat start to your first turn in one piece without impeding your mobility or stealth. There are five components of this:

1. Immunities - protection from various nasty status ailments that keep you from performing at your best. Constructs and undead typically fare the best for this.
2. Defensive numbers - armor class, spell resistance, energy resistance/immunity
3. Mobility - size and speed (usually land speed or flight). Maneuverability matters; you don't want to be knocking your head against the walls and ceiling all the time
4. Perception - blindsight, darkvision, etc.
5. Initiative - high Dex helps keeps you from going last

The following are my favorite defensive forms for dungeon crawling and similar activities. Note that all of these are stellar forms, and the cons are situational. You really can't choose wrong here overall.

- **Prismatic golem** (MM3 p71, 20 HD):

    - Pros
        - Construct immunities
        - Incorporeal (renders large size irrelevant since you can clip walls)
        - Perfect 50-ft flight
        - +11 Initiative means you have a reasonably good shot at going first
        - Fantastic AC - 36, including touch AC (but note that any other source of deflection bonus won't stack)
        - Decent damage reduction
        - Immunity to all magical effects allowing spell resistance
        - Provides illumination for your buddies (rendering the 60-ft darkvision irrelevant)
        - Blindsight 60 ft (just in case the darkvision wasn't sufficiently irrelevant)
    - Cons
        - Not Core, but at least it's not from an obscure sourcebook
        - Kiss goodbye all thoughts of stealth - this thing provides illumination like a *daylight* spell at all times and can be seen from miles away. Ask your DM if being invisible suppresses the illumination, but the answer is almost certainly "No."
        - Allies with 8 HD or fewer must remain more than 20 feet away to avoid being perpetually but temporarily blinded
    - Additional notes
        - Any walls, objects, or creatures you clip will be damaged. Whether that's a bad thing is up to you.

- **Shadesteel golem** (MM3 p72, 18 HD):
    - Pros
        - Construct immunities
        - Medium size
        - Perfect (but slow) flight
        - Good AC
        - Decent damage reduction
        - Immunity to all magical effects allowing spell resistance
        - 60-ft darkvision is nothing special, but at least you won't be stumbling around in the dark
        - Available at CL 18
    - Cons
        - Only +3 Initiative, so you likely won't be going first
        - Not Core, but at least it's not from an obscure book

      Additional notes
        - Greater shadesteel golem is available at CL 27. It has better damage reduction but worse Dexterity and touch AC. Also large size, so you can't squeeze into quite as many tight spaces.

- **Dread wraith**:
  - Pros
    - Undead immunities
    - Incorporeal (renders large size irrelevant since you can clip walls)
    - Good 60-ft flight
    - +13 Initiative means you have a good shot at going first (note: you get Improved Initiative because it's a racial bonus feat)
    - Good touch AC if you have good Charisma (but deflection bonuses won't stack)
    - Lifesense 60 ft (blindsight but only detects living creatures) and darkvision 60 ft
    - Available to just about everyone - it's Core and has only 16 hit dice
  - Cons
    - Non-touch AC is mediocre
    - No spell resistance
    - Powerless in natural daylight
    - Animals within 30 feet of you will panic
  - Great non-core alternate: Deathshrieker (18 HD) or Advanced Deathshrieker (25 HD) (MM3 p32)
    - Profane bonus to AC equal to ⅓ your hit dice. This stacks with almost everything and is especially helpful if your Charisma is poor.
    - Initiative is only +7 (+8 for Advanced) because Dex is slightly lower and Improved Initiative is not a racial bonus feat. If you already have Improved Initiative, Deathshrieker is hands-down a better choice than Dread Wraith.
    - Trades daylight aversion for taking minor damage if caught in the area of a *silence* spell (this is an excellent trade - *silence* is far more situational than daylight)
    - Slower flight (40 ft, still Good maneuverability)
    - Fantastic fear aura effect ("Despair") triggered merely by seeing you. Just inoculate your allies first. Replaces creepy animal-scaring vibes.
    - Loses blindsight
    - Not core
    - Prismatic Golem will usually be better unless you need stealth (shrieking described in fluff text is not mandatory)

- **Angel, Solar** (22 HD) or **Planetar**
  - Pros
    - Regeneration makes you functionally immune to death by hit point damage - only Evil spells and *epic* evil-aligned weapons (just evil-aligned for Planetar) deal lethal damage to you
    - Great spell resistance
    - Fantastic flight (even Planetar's is great)
    - Very good AC (Planetar slightly less so)

        - Superb damage reduction (or decent for Planetar)
        - Protective aura grants a +4 to saves and AC (resistance and deflection bonuses) against evil things, blocks hostile spells up to 3rd level, prevents entry from non-good summoned creatures, and completely suppresses all charm and mind control effects. This has a nice, comfortable 20-ft radius, so all your buddies benefit, too.
        - 60-ft darkvision
        - Immunity to acid and cold with 10 resistance to fire and electricity
        - Can take any small or medium humanoid form if you need to squeeze through small spaces or want to disguise your capabilities
        - Core, and Planetar is available to everyone because it has only 14 HD
    - Cons
        - Few condition immunities
        - Poor touch AC
        - Poor initiative bonus (+5 for solar, +4 for planetar)
        - Flight is winged, so unless your DM says otherwise, you'll need to change to something else to squeeze through tight spaces while flying because you need room to spread your wings

- **Devil,** **Pit Fiend** (18 HD) or **Horned**
    - Pros
        - Regeneration makes you functionally immune to hit point damage - only Good spells and weapons that are both silver and good deal lethal damage to you. For most games, this is actually superior to angel regeneration because you tend to fight Evil things a lot more than Good things.
        - Superb AC
        - Superb damage reduction
        - Good spell resistance
        - Immune to fire, 10 resistance to acid and cold
        - Immune to poison
        - See in darkness, including magical darkness, with no limitations on distance
        - 100-ft telepathy lets you communicate silently with your allies
        - +8 (or +7) initiative is decent if not great
        - Excellent damage output with death poison
        - Core and available to everybody (horned devil) or almost everybody (pit fiend)
    - Cons
        - Few condition immunities
        - Mediocre touch AC
        - Large size
        - Flight is only average maneuverability and requires spreading wings

        - May make your paladin buddy uncomfortable :-)
    - Additional notes
        - Either expose your allies to your fear aura in a controlled situation or suppress it entirely. It makes no distinction between friend and foe. It only lasts for two minutes, though, after which anyone exposed is immune for 24 hours.

- **Gloom** (25 HD)
    - Pros
        - Superb AC
        - Best touch AC available
        - Good damage reduction
        - +18 initiative is absolutely insane - the best available
        - Superb spell resistance
        - Fantastic stealth - 46 Dex starts you at +18 on Hide, and Quiescence starts you at +38 on Move Silently
        - 60-ft blindsight
        - Medium size
    - Cons
        - No immunities
        - No flight
        - Epic - some DMs will not allow
        - High hit dice make this a stretch, especially for arcane casters that can't use Beads of Karma

- **Will-o'-wisp**
    - Pros
        - Immunity to all magic allowing spell resistance[12]
        - Natural invisibility
        - +9 initiative is pretty good
        - Decent AC
        - Great touch AC (partially a deflection bonus)
        - 50-ft perfect flight
        - 60-ft darkvision
        - Small size
        - Available to absolutely everyone
    - Cons
        - No condition immunities
        - No damage reduction or regeneration
        - Squishy - only 10 Constitution means you're vulnerable to anything targeting Fortitude that doesn't allow spell resistance. Be particularly wary

[12] Except *magic missile* and *maze*

for poison gas traps and the like.

- **Zodar** (FF p199)
    - Pros
        - Construct immunities
        - Invulnerable to all attacks except from bludgeoning weapons, which get no enhancement bonus. It's not clear if this extends to spells and such or only applies to weapons.
        - Decent AC (partially deflection bonus)
        - 60-ft darkvision
    - Cons
        - The DM interpretation required to make this good also makes it incredibly cheesy. Absent that definition, it's super vulnerable and not worth using. That Zodar gets 1/year *wish* actually hurts, because DMs may ban it just because of that.
        - No flight

If you're playing in a Core-only game, use Iron Golem when you need to marry immunity to magic with a huge list of condition immunities. It is otherwise an all-around poor choice, vastly inferior to Shadesteel and Prismatic Golems. Marut Inevitable is also a noteworthy construct form, though it lacks immunity to magic.

Travel

- Free self-only *greater teleport* from all Archon forms.
- If teleportation isn't an option for some reason, there are plenty of very fast fliers. Brass, gold, and white dragons are the fastest non-Epic options at 200 ft., and they have the benefit of being able to carry quite a few passengers.
- Solar is probably the second best flier at 150 ft. and, while it can't easily carry passengers, it has Good maneuverability.
- If you have a Portable Hole, just shove your passengers in that (after being very certain they've forked over all Bags of Holding! ("Rift. Astral. Bad.")) and use an Archon's teleport. If you don't have a Portable Hole, get one!

Combat

Extremely situational, but that's why you're here. "Defense, Physical" and "Defense, Magical" are great places to start if you intend to fight with spells. If you're looking for pure beat-stick

potential, Colossal Squid is hands-down the best with animal buffs[13] and Ancient Night Twist without. Take a look at "Damage, Melee" and "Optimizing Shapechange" to get started.

Unfortunately, there is little overlap between the best beat-stick forms and the best defensive forms (which make you basically invincible). If you can live with "merely" being super resilient while having tremendous damage output, my favorites are Ancient Night Twist and Gloom (both 25 HD, bring your own flight spell) depending on the situation.

Spellcasting

Aside from situational factors that heavily favor specific defenses or vision modes, the Chronotyryn from *Fiend Folio* is hands-down the best default spellcasting form I've come across. It has solid defenses (except touch AC, which is nothing special, and damage reduction, which was nerfed in the 3.5 update), which is nice, and double actions, which is freaking amazing. Be prepared for the possibility that your DM will ban this form entirely.

If your DM tolerates a good amount of cheese, Nagahydra from *Serpent Kingdoms* arguably lets you cast 5 spells per round. Unless you're able to finish off all of your enemies, you would do well to have the 5th spell be something that gets you out of danger (*teleport*, *time stop* and change to a new form, etc.), because the defenses are pretty bad. If your DM banned Chronotyryn, don't hold your breath weapon on being allowed to use Nagahydra.

If you are a druid and therefore have Natural Spell[14], and if you aren't trying to subvert the action economy, just grab a top-notch defensive form (see Walking Around) and go to town. I like Prismatic Golem for this. If you aren't a druid, Pit Fiend and Dread Wraith are solid choices that support both verbal and somatic components - switch back and forth depending on whether incorporeality/immunities or AC/SR/DR/regeneration are more important.

[13] Nature's Avatar (Druid 9, swift, 1 rd/level, +10 morale to attack and damage), Nature's Favor (Druid 2, swift, 1 min flat, +5 luck to attack and damage), Animal Growth (Druid 5, standard, 1 min/level, size increase with all associated benefits - but note that the size increase eats into your attack boost from from the +8 Str)

[14] If you are a druid and don't have Natural Spell, I'm not sure how you ended up in this handbook. Get Natural Spell with your next feat opportunity.

Abilities

Ability Score Reduction, Charisma

Creature	Type	Limit	CL	Save	Notes
Abomination, Chichimec (27 HD) (epic)	Su	At will on attack		Cha	**2 points** of **Charisma drain**, 4 points on critical hit. **Fort half**.
Eladrin, Tulani (18 HD) (BoXD p171)	Su	At will			Dream ray. Incorporeal globe form only. **300-ft ranged touch** attack deals **1d6 Charisma damage**, **no save**. Non-evil creatures reduced to 0 Charisma fall into a dream-filled coma. Evil creatures reduced to 0 Charisma fall into a nightmare-wracked coma that deals 1d10 damage plus an additional 1d10 each hour in the coma. Restoring Charisma to at least 1 ends the coma. **Mind-affecting**.
Ghost (undead) (template, LA +5)	Su	Gaze		Cha	Corrupting Gaze. **1d4 Cha damage**, plus 2d10 hp damage. **Fort negates**.

Ability Score Reduction, Constitution

Creature	Type	Limit	CL	Save	Notes
Devil, Xerfilstyx (FF p59)	Su			Str (29)	Blood drain. **1d4** points of **Constitution drain each round** you can remain attached to a victim. **No save**, but you must succeed on a tail attack first. Escaping requires the victim succeed on a Strength check (DC calculated as for saves, Strength-based) or a DC 30 Escape Artist check. This is a pretty stylish way to kill something and unique in that it doesn't allow any sort of saving throw or consume any actions after the initial attack. You can still cast spells and such while using this.
Dread Wraith	Su			Cha	**1d8** points of **Constitution drain** on

					incorporeal touch attack. **Fort negates**. Gain 5 temporary hit points per success.
Ha-Naga (20 HD) (epic)	Ex			Con (32)	**Poison** on **sting** attack. **2d8** Con / **2d8** Con.
Molydeus (19 HD) (FC1 p46)	Su			Con (30)	**Poison** on **free action Snakebite** attack (**2d6 Con drain/2d6 Con drain**). Targets reduced to 0 Constitution are transformed into manes. **Partially bypasses poison immunity**, dealing 1d6 Con/1d6 Con to creatures naturally immune (except by Creature Type, such as constructs, oozes, plants, and undead) or under spell effects such as *neutralize poison* and *heroes' feast*.
Naga, Guardian	Ex			Con (19)	Spit **poison** up to **30 feet** as a standard action (**ranged touch attack**). **1d10 Con damage** / **1d10 Con damage**.
Phiuhl (FF p135)	Ex			Con (18)	Death Gas. **Mobile cloud of poison** that deals **1d10** Con **/ 1d10** Con in a **50-ft radius centered on you**. Successful save protects for one day. With 30-ft perfect flight, you can spread this effectively to deal Con damage to a large number of enemies… but the real magic comes when you combine it with *fly* for 60-ft flight or *master air* for 90-ft.
Ulgurstasta (undead) (FF p180)	Su	1/day		Con (-)	Breath weapon. **60-ft cone** of necromantic acid. **Reflex partial**: Creatures who make the save take **1d6 Con damage**, and creatures who fail take **3d6 Con drain**. Also disgorges any skeletons in the gut[15]. Save DC is low due to non-ability for Constitution. Honestly, the better use of this form is to make minions.

[15] 2d4 of various sizes by default, but it's debatable whether you get them - if you do, it's only the first time you change, and then once you use them you have to make more.

Ability Score Reduction, Dexterity

Creature	Type	Limit	CL	Save	Notes
Formian Myrmarch	Ex			Con (18)	**Poison** with successful **Sting**. **2d6 Dex damage** / **2d6 Dex damage**. The poison is injury-based and can be used to **coat other weapons**. Ask your DM if you can milk yourself for the poison. It should work by rules as written.
Mosslord (20 HD) (web)	Su	6/rd		Str (33), Con (28)	Mossy Transformation. **Grappled** creatures must make a **Fort save** or take **1d6 Dexterity drain**. One save (and potential drain) per tentacle! (Note that there are 3 rolls per tentacle - hit, grapple, and save - so each individual tentacle's odds aren't spectacular.) Victims drained to 0 Dex collapse into inert heaps of dark green moss and rise as Shambling Mounds 1d4 rounds later.

Ability Score Reduction, Intelligence

Creature	Type	Limit	CL	Save	Notes
Devil, Amnizu (FC2 p112)	Su	Standard action		Cha	Stupefying Touch. **Will save** or take **2d4 intelligence damage**. Touch attack. *Note: This is the reprint that supersedes the much better Feeblemind Touch from the* Monster Manual 2 *printing of Amnizu Devil*.
Mosslord (20 HD) (web)	Su	1/rd		Cha	Brainlance. **Free action**, **one target** within **60 feet**. **Will save** or **stunned 1d4 rounds**; **dazed 1 round** even on successful save! Also deals **1d6 Intelligence damage** on failed save. Successful save protects for 24 hours. Even if it's potentially only 1 round, this is a guaranteed disable (in addition to potential Int damage) that you can use as a free action.

Phthisic (psionic)	Ex			Str (23)	**1d4 Intelligence damage** on successful **bite** attack. Becomes drain instead of damage if a creature is reduced to 0. **No save**, but the bite is a secondary weapon and will have a **poor attack bonus**.

Ability Score Reduction, Multiple

Creature	Type	Limit	CL	Save	Notes
Banshee (26 HD) (MM2 p30)	Su	Gaze-like		Cha	Horrific Appearance. Any living creature within 60 feet that sees you must make a **Fort save** or **permanently lose 1d4 Str**, **1d4 Dex**, and **1d4 Con**. Successful save protects for 24 hours. This is probably meant to be **ability drain**, but the ability text doesn't actually specify. Ask your DM before using around friends lest you accidentally and irrevocably[16] screw them over.
Bone Ooze (20 HD) (MM2 p36)	Ex			Str (40)	A successful hit by the bonze ooze deals **1d6 Strength drain, 1d6 Dexterity drain,** and **1d6 Constitution drain.** On a critical hit, it drains twice that amount from each affected score. **No save. Gain 5 hp** (excess becomes temp hp).
Ethergaunt (any) (FF p65)	Su	Gaze		Cha	Stupefying gaze. Any creature within 30 feet that views the ethergaunt's face must make a **Will save** or take **1d4** points of **damage** to each of **Int**, **Wis**, and **Cha**. Successful save protects for 24 hours. An ethergaunt can **enable or disable this ability as a free action** by opening or closing its built-in face mask.
Ghost (undead) (template, LA +5)	Su	Gaze-like		Cha	**1d4** points of **damage** to each of **Strength**, **Dexterity**, and **Constitution** to any living creature within **60 feet** that looks directly at the ghost. **Fort negates**. Successful save

[16] Ability drain can be healed, albeit expensively, and is preventable with *death ward*. Weird, unspecified changes might not be. Either interpretation is good - just be sure you know what you're getting and use accordingly.

					protects for 24 hours.
Ghost (undead) (template, LA +5)	Su	At-will		Cha	**1d4** points **drained** from any chosen score on successful **melee touch attack**. Gain 5 temporary hit points. **Fort negates**. Add Strength to attack roll against ethereal targets and Dexterity against material targets.

Ability Score Reduction, Strength

Creature	Type	Limit	CL	Save	Notes
Androsphinx	Su	1/day max		Cha	**Third roar** in same encounter deals **2d4 Str damage** to non-androsphinxes in **250 feet!!!** for **2d4 rounds** (exception to normal ability damage rules?). **Fort negates.**
Dragon, Gold	Su	1 per 1d4 rds		Con (19-23)	Breath weapon. **Cone**, 10 feet per size category, max **50 feet** for huge. 1 point per age category, max **8** for Mature Adult (26 HD). **Fort negates**.
Ephemeral Swarm (undead) (MM3 p50)	Su				**1d6 Strength damage** to any creature whose space the swarm occupies at the end of each movement. **No attack roll** and **no save**! I don't see anything saying a swarm can't take two move actions per round, so this should be **2d6 Strength damage per round**, guaranteed.
Hag, Sea	Su			Cha	Horrible appearance. **2d6 Str damage upon sight** by any non-hag. **Fort negates**, successful save protects for 24 hours.
Purple Worm	Ex			Con (25)	**Poison** on successful **sting**. **1d6** Str / **2d6** Str.
Roper	Ex			Dex (13), Con (17)	**6 strands** per round on full attack. Each strand requires a **ranged touch attack** (up to **50 feet**); if it hits, the target must make a **Fort save** or take **2d8** points of Strength damage. By my reading this is each time a target is hit with a strand, so you get 6 shots per round to offset the poor save DC. Dex is lousy, so you may not hit with all 6.

Shadow, Greater (undead)	Su				**1d8** on **melee touch attack**. **No save**. Humanoids reduced to 0 die and rise as shadows within 1d4 rounds, serving indefinitely. Negative energy effect.
Vasuthant, Horrific (25 HD) (MM3 p183) *- or -* Vasuthant, Advanced Gargantuan (26 HD) (MM3 p182)	Su			Str (32) *- or -* Str (42)	**1d4** on **successful grapple**. **No save**. May grapple 2 Large or 4 Medium or smaller creatures simultaneously with no penalty. Creatures reduced to 0 Str die. Pinned creatures are suspended inside the vasuthant's core while their life energy is crushed from their bodies. May continue making slam attacks and using non-somatic spells (with Natural Spell) and spell-like abilities while grappling. Advanced Gargantuan Vasuthant, if allowed, has an extra +9 on its grapple check and can grapple 2 Huge or 4 Large creatures.
Zyern (web) (28 HD)	Su	1 per 1d4 rds		Con (22)	Breath Weapon. **90-foot cone** of **poison** gas, **3d6** Str / **3d6** Str. Save DC is sub-par, but the area is fantastic, and the damage is quite potent if it sticks.

Ability Score Reduction, Wisdom

Creature	Type	Limit	CL	Save	Notes
Allip	Su				**1d4 Wisdom drain** on **incorporeal touch attack**. Gain 5 temporary hp on success.
Elder Brain, Thoon (MM5 p121)	Su	At will		Cha	Overmind Blast. Single target within **100 feet**. **2d6 Wis damage**. Not a fear effect, but creatures immune to fear or receiving a bonus on saves against it get a +4 bonus on their saving throw. **Will negates**.
Howler	Ex	At will		Cha	**1 point per hour** that someone hears the howling. **Will negates**, must save each hour. Sonic, mind-affecting, irritating as hell.
Kalaraq Quori (18 HD) (SoS p156)	Su	Touch attack at will			**1d4+1 Wis damage** and 1d6 hp damage per touch, **no save**. **2 touches** on a Full Attack. Also inflicts *confusion* on a failed Will save.

Lamia	Su				**1d4 Wisdom drain** on **touch attack**. No temporary HP. Explicitly states that it's used to reduce Will save modifiers, so this should drain Willpower as well as Wisdom under Daniel's rules, or at least impose a penalty on Will saves.
Lilitu (FC1 p43)	Su	At will (injury poison)		Con (18)	Poison stinger. Initial/secondary **2d6 Wis damage/1d4 negative levels**. **4 stingers** on full attack.
Meenlock (MM2 p146)	Su	1 per 1d4 rds		Cha	Rend mind. **Mind-affecting phantasm** deals **1d4 Wis damage**. **300-ft range! Will negates.**

Acid Immunity

See "Defense, magical"

Antimagic Field

Creature	Type	Limit	CL	Save	Notes
Astral Dreadnought (18 HD) (MotP p159)	Su	Always active	18		**150-ft cone**. Ignores ongoing effects that brought a subject to the Astral Plane[17] (e.g. *astral projection*), which cannot be dismissed while in the cone and therefore keep the subject trapped.
Balhannoth (MM4 p15)	Su	Grapple		Str (28)	**Suppress magic items** and **prevent use of spells and spell-like or supernatural abilities** of any grappled creature. **No save**. Also suppress magic items by wearing them, which mostly sucks but can occasionally be useful if you need to transport something dangerous and unstable.
Beholder	Su	At will	13		**150-ft cone**. No action to activate or deactivate - just open or close main eye.

[17] The ability does not specify what happens when an Astral Dreadnought is on other planes and encounters a plane-shifted astral projection, so consult your DM in advance if this likely to come up. The easiest interpretation would be that it locks in place (without suppressing) all magic-derived forms of astral travel regardless of what plane it's on at the time.

Beholder Hive Mother (20HD) (Lords of Madness p136)	Su	At will	20		**240-ft cone**. No action to activate or deactivate - just open or close main eye.
Nishruu (MoF p67)	Su	At will		Cha	**Not *antimagic field***, but this is the best place to put it. **Absorb Magic** has a number of useful effects: ● **Immune to most direct spells regardless of whether they allow spell resistance**. Damaging spells heal equivalent damage, except fire damage (which affects you normally) and cold damage (which is reduced by resistance). Non-damaging spells heal 1 point per spell level, except for illusions and compulsions, which do nothing. Note that, as written, this ability **protects you from *disjunction* and *dispel magic***. Spells that create something first that subsequently would affect you still work, as do ongoing effects that you move into. ● **Drain spell slots** from a spellcaster - 1 per round of contact. **No save** against losing the spells, but **Will save vs. *feeblemind*** for each spell drained. ● **Disable non-charged magic items** while in contact and for 1d4 rounds afterward ● **Disable artifacts** while in contact and for 1 round afterward **Note of caution!** Use *foresight* to protect against a **5% chance of utter destruction if brought in contact with a Rod of Absorption or Ring of Spell Turning**. You can get *foresight* from Elemental Weirds, although it's less cheesy if you just learn the spell. Also note that **charged magic items lose 1d4 charges per round of contact**. This is a bad thing, since you could otherwise take

					those items and use them.
Sarkrith Thane (FF p146)	Su	1/day			5-foot radius, free action. Lasts a number of rounds equal to Constitution bonus. This immediately (but temporarily) yanks you out of *shapechange*, so the utility is limited. Use it to step through wards or bypass battlefield control and other magical hazards while in a *forbiddance* or *dimensional lock* effect. Also potentially useful if you get hit with one of those spells that does unspeakable things to you over the course of a few rounds with no further saving throws.
Zern Arcanovore (MM4 p197)	Su	3/day	7		20-ft radius. Lasts until start of next turn. Immediately (but temporarily) yanks you out of *shapechange* - see Sarkrith Thane above.

Bardic Music

Strictly speaking, you probably need to have appropriate Perform ranks to use any Bardic Music abilities - but maybe not, since the Firre only has 8 ranks in Perform but can use Suggestion.

Creature	**Type**	**Limit**	**CL**	**Save**	**Notes**
Desmodu (MM2 p63)	Su	At will		Cha	Closer to *good hope* than bardic music. Vibrations of Hope. Allies in a **30-ft radius spread** gain a **+2 morale bonus** to **attack rolls**, **weapon damage rolls**, **saving throws**, **ability checks**, and **skill checks**. Lasts **concentration+1d4 rounds**.
Eladrin, Firre (BoXD p169)	Su	At will	HD	Cha	Inspire Courage, Inspire Competence, Fascinate, and Suggestion. Presumably as 8th-level bard, which means Inspire Courage grants +2.
Eladrin, Tulani (18 HD) (BoXD p171)	Su	At will	HD	Cha	Full bardic music **as an 18th-level bard**, but **activate or maintain a single effect as a free action each round**. Requires no instruments - just the unearthly voice.
Lillend	???	6/day	HD	Cha	**As a 6th-level bard**. It's not listed as Ex or Su, instead being tucked under Spell-Like

					Abilities, so there's a strong argument that **this might not be valid with Shapechange**. Even if it is, **you will need sufficient Perform ranks for each song**.
Ruin Chanter (20 HD) (MM5 p132)	Su	At will	HD	Cha	Full bardic music **as a 12th-level bard**. Tulani Eladrin is strictly better if Book of Exalted Deeds is allowed.

Blindsight

See "Extra-Sensory Perception"

Bonus Feats

You get racial bonus feats with *shapechange*. There are lots of options that will get you the same functionality, and there is quite a lot of overlap. In the interest of compactness, these are consolidated here and re-grouped by ability with a list of creatures granting them. Only remotely useful things will be listed here, and when multiple creatures can provide the feat, only those for which there's a reason to choose them over other options will be listed.

Feat	**Creatures Granting**
Brew Potion	• Myconid Sovereign (MM2 p157). Also allows you to duplicate a bunch of low-level cleric and druid spells for creating potions, although you still have to pay the normal brewing costs. Still, access to spells you might not normally get is always handy. This is most useful for wizards and especially sorcerers as they get far fewer of these spells natively.
Combat Reflexes	• Hydra. 12 attacks of opportunity!
Craft Magic Arms and Armor, Craft Wondrous Item, Forge Ring	• Midgard Dwarf (Frostburn p124). Craft any magic weapon, magic armor, ring, or wondrous item without having to meet the prerequisites. You still need to pay gold and XP costs as normal, and the act of crafting takes just as long as always - you'll need to be able to spend at least 8 hours per day in *shapechange* to take advantage of this.
Craft Wand	• Varrangoin, Arcanist (Fiend Folio, p82)
Empower Spell	• Bloodfire Ooze (Monster Manual IV, p18). Automatic for all fire spells cast with both origin point and caster within 60 feet.

Eschew Materials	• Couatl. Can Change Shape into any small or medium humanoid and has 90-ft telepathy and 60-ft darkvision. • Formian Queen. Immobile without extra magic but has 50-mile telepathy. • Naga (any). Guardian naga has the best stats of the bunch. Water naga can swim.
Improved Bull Rush	• Geriviar (26 HD; Monster Manual III, p52)
Improved Sunder	• Geriviar (26 HD; Monster Manual III, p52)
Iron Will	• Lycanthrope (any). Hill Giant Dire Wereboar is the only one useful for combat, and it's quite beefy. Also gets alertness.
Scribe Scroll	• Varrangoin, Arcanist (Fiend Folio, p82)
Silent Spell	• Chronotyryn (Fiend Folio, p33)
Spell Focus (Abjuration)	• Spell Weaver (Monster Manual II, p187)
Spell Focus (Evocation)	• Spell Weaver (Monster Manual II, p187)
Spell Focus, Greater (Transmutation)	• Zern (MM4 p194). Not actually the feat, but Ex that provides +4 to the save DC of all Transmutation spells and spell-like abilities you use.
Spell Penetration	• Spell Weaver (Monster Manual II, p187)
Spell Penetration, Greater	• Cranium Rat Swarm, Greater Pack (Fiend Folio, p169)
Still Spell	• Chronotyryn (Fiend Folio, p33)
Track	• Blink Dog. Free action ***blink*** and ***dimension door*** may let you take some shortcuts if you're in a hurry. • Bhut (FF p20). **Incorporeal undead**, **50-ft perfect flight**. • Dire Wolf. Nice intimidation factor. Go with regular wolf or dog if you want to be inconspicuous. • Dog. Nice and unobtrusive in populated areas. • Gray Glutton. Useful? No. Badass? Absolutely. • Grick. **20-ft climb** and 60-ft darkvision. Looks ridiculous. • Grimlock. Looks ridiculous but has **40-ft blindsight** and therefore can track even in dense fog at speed. Can't be fooled by visual

	illusions. Immune to **gaze attacks**. • **Invisible Stalker**. **Track with Spot checks!** Also **invisible**. • Manticore. The only Core tracker option with built-in **flight**. • Molydeus (FC1 p46). **All-around vision**, **darkvision**, **true seeing**, **100-ft telepathy**, **good initiative**, **fantastic defenses**. Will also scare the crap out of everything for miles. • **Runehound** (MM3 p145). **+20 bonus on tracking checks** against non-mindless creatures unless they are shielded against mental effects. **50-ft land speed**. **500-ft blindsight** with bonus Uncanny Dodge because why not? • Shadow Mastiff. **50-ft land speed**. Crappy stats but has **total concealment** in anything but full daylight. Find someone to cast *silence* on you and you'll be an amazing stealth tracker. 60-ft darkvision for tracking in total darkness. • **Wendigo** (template) (Fiend Folio, p187). **120-ft perfect flight!** Also **Wind Walk** at will, which should grant **68 mph flight**. • Wolf. Nice and unobtrusive in natural settings. **50-ft land speed**. • Wolverine. Not as fast as the wolf, but it can burrow and climb, which are necessary for tracking other things that can burrow and climb. **Beware of the forced rage** if you get attacked.
Wild Talent	• Cerebrilith. Gain a reserve of 2 power points. Not sure if this is actually useful for anything. • Intellect Devourer. Ditto.

Carrying Capacity

All load values expressed in pounds. The numbers in the table assume no augmentation to Strength. x6.06 for *animal growth* if applicable (also if your DM allows HD-advanced forms and you take one of those) and x1.15 per additional point of Strength.

Kudos to Fizban, Crake, and hamishspence for cluing me in on the detail that "Biped" and "Quadruped" really mean "Tall" and "Long", which can be derived from stat-blocks by comparing space to reach.

Note that *air walk* allows you to "fly" at reduced speed with any load up to your maximum and lasts as long as *shapechange*. Regular flight requires you not exceed a light load.

Quick formula: Max = 100*4^((Str-10)/10)*2^Size*(Orientation) Light = Max/3
Size: Medium = 0, Large = 1, Huge = 2, Gargantuan = 3, Colossal = 4
Orientation: Biped/Tall = 1, Quadruped/Long = 1.5

Creature	Flight Speed	Cast Spells	Light Load	Max Load	Size	Notes

Bear, Legendary (20 HD)			3,672	11,040	Large	With *animal growth*, this is the best carrier that can be reasonably teleported by another caster (Huge counts as 4 creatures)
Bear, Dire Polar (18 HD) (Frostburn p115)			11,184	33,552	Huge	If your DM allows advanced forms, a 17-HD dire bear has the same stats and therefore is available one level earlier.
Garngrath (28 HD) (MM5 p60)			153,600	460,800	Colossal	6 legs but capable of standing on 4, so you can use this to steal the Statue of Liberty without relying on a buddy to strap it to your back. Take that, Carmen Sandiego!
Hill Giant Dire Wereboar (templated, non-unique, 19 HD)		Yes	4,900	14,720	Large	Nice, cheap carrier for teleportation by others (Large counts as 2 creatures)
Hound of the Hunt (20 HD) (MM5 p202)	90 ft perfect		12,800	38,400		Screw reindeer
Nightcrawler (25 HD, undead)			76,800	230,400	Gargantuan	If your DM allows advanced forms, a 26-HD Nightcrawler is Colossal size with 56 Strength and can hit **22.6 million pounds** with *bite of the werebear* and *aura of vitality*! This is the ideal choice

						for absconding with medium-size stone monuments and mid-size modern navy capital ships.
Purple Worm			12,800	38,400	Gargantuan	Probably the best immediate-access carrier in Core, especially if you don't have *animal growth*.
Roc (18 HD)	80 average		11,200	33,600	Gargantuan	
Titan (20 HD)		Yes	12,800	38,400	Huge	

Change Shape

This is not *redundant - Change Shape lets you keep your ability scores. So you can get all the stats and abilities of a Solar but walk around still looking like yourself.*

Creature	Type	Limit	CL	Save	Notes
Angel, Planetar	Su	At will			Any small or medium humanoid.
Angel, Solar (22 HD)	Su	At will			Any small or medium humanoid.
Angel, Movanic Deva (FF p56)	Su	At will			Any small or medium humanoid. Animals and plants will never attack you unless magically compelled[18].
Angel, Monadic Deva (FF p56)	Su	At will			Any small or medium humanoid. **Immune**[19] **to all death spells, magical death effects, ability damage, ability drain, and energy drain**. Can breathe in any environment. Also has Uncanny Dodge.
Canomorph, Shadurakul (FF p27)	Su	At will			Any small, medium, or large humanoid. Comes with handy Shadow Blend and Bay abilities. **Move action** to change.
Demon,	Su	At will			Any small or medium humanoid. Seduce

[18] Soothing Presence of Nature (Ex)
[19] Deliverance from Death (Ex)

Succubus					people and then energy-drain them to death.
Doppelganger	Su	At will			Any small or medium humanoid. Also has continuous *detect thoughts*. +4 racial bonus on Bluff and Disguise checks, plus another +4 against an opponent whose thoughts you're reading. Rakshasa has slightly better combat stats, but you're not using this for combat.
Malaugrym (Monsters of Faerun p64)	Su	At will			**Any non-deity creature or object up to a 200-ft cube**. Your ability scores will be awful, and you have none of the immunities granted from changing into certain types, but this is your only rules-legal option for turning into arbitrary objects. When becoming an object, hardness probably applies, since that's a gross physical feature. You could potentially make the case that you get hit points equal to those appropriate for the substance and thickness, but there's no rules basis for it. Note that, when taking the shape of a creature with eyes, your eyes have a golden glimmer that can be noticed with a DC 20 Spot check. (Strictly speaking, as written you can be recognized from the glimmer even when you take a form without eyes, but that's just silly.)
Mimic	Ex	At will		Con (17)	Any object of similar size. Comes with optional adhesive coating, which automatically holds creatures and holds striking weapons whose wielders fail a Reflex save. Disguise opposed by observer's Spot check, but the mimic has a +8 racial bonus.
Rakshasa *-or-* **Rakshasa, Naztharune** (MMIII p137)	Su	At will			Any humanoid (no size limitation). Also has continuous *detect thoughts*. +4 racial bonus on Bluff and Disguise checks, plus another +4 against an opponent whose thoughts you're reading. Naztharune Rakshasa (non-Core) is strictly better, granting the same abilities but with better stats, Improved Evasion, Improved

					Uncanny Dodge, and Hide in Plain Sight.
Titan (20 HD)	Su	At will			Any small or medium humanoid. Fantastic Strength and Constitution.

Charm Person

Creature	Type	Limit	CL	Save	Notes
Beholder	Su	At will	13	Cha	Eye ray - **150-ft** range, **free action**. **Will negates**.
Beholder Hive Mother (20HD) (Lords of Madness p136)	Su	At will	20	Cha	Eye ray - **240-ft** range, **free action**. **Will negates**.
Naga, Spirit	Su	Gaze		Cha	30-ft range. **Will negates**.
Satyr	Su	At will	10	Cha	**60-foot** radius, does not affect satyrs. Bring Your Own Pipes. **Will negates**, successful save protects against all effects from the same set of pipes for 24 hours. Notably, nothing says you can't Bring 50 Sets Of Your Own Pipes.

Charm Monster

Creature	Type	Limit	CL	Save	Notes
Beholder	Su	At will	13	Cha	Eye ray - **150-ft** range, **free action**. **Will negates**.
Beholder Hive Mother (20HD) (Lords of Madness p136)	Su	At will	20	Cha	Eye ray - **240-ft** range, **free action**. **Will negates**.
Ha-Naga (20 HD) (epic)	Su	Gaze	HD	Cha	90-ft range. **Will negates**.

Cheat Death

Creature	Type	Limit	CL	Save	Notes
Ogre Mage					Survive decapitation if head reattached within 10 minutes. Pair with *foresight* against foes with vorpal weapons.
Quesar (BoXD p180)	Ex				Fast healing **5**, **but** only while within light at least as bright as **daylight** (not its own Energy Halo). **Heals even after quesar is destroyed**, although lost limbs are not restored. *Shapechange* specifies what happens to you when you are killed, but not if you're reduced to 0 hp or less while in a construct or undead form. Ask your DM if this means you stay in *shapechange* until the effect wears off, which would allow you to recover as long as you're in daylight.
Vasuthant (undead) (MM3 p182)					Force a reroll of any die (including your own). See "Rerolls" for details.

Cheese

Creature	Type	Limit	CL	Save	Notes
Aleax (unique template) (BoXD p158)	Beyond stinky	Once per form			Critical caveat: This is *almost*[20] indisputably **not a rules-legal form**. *Shapechange* explicitly prohibits transforming into a unique creature, and an Aleax is by definition unique - a true Aleax is explicitly tailored to the deity's target and gets the specific target's mix of abilities (including class features) and equipment. An Aleax is imbued with a fragment of the deity's consciousness, and if the Aleax's target kills it, the target inherently

[20] You could make the argument that the same specific creature could immediately anger the same deity again and therefore provoke the creation of another Aleax before gaining any new abilities or obtaining or losing any possessions. In such an event, the second Aleax is an exact duplicate of the first one, so the first one was never truly unique. It's a ridiculous argument - but still an argument.

					consumes that spark, which is forever lost. A specific fragment of a specific deity's consciousness is unique, and so you cannot become an Aleax with *shapechange*. Now that that's over with, let's talk about the implications of becoming an Aleax with *shapechange*. This has cheese in a few different levels of stinky depending on how it's interpreted. It should first be noted that, while not explicitly called out as such in the sourcebook, Aleax is functionally a template. Under the ground rules assumptions listed in the preamble (which are, of course, merely a suggested understanding between you and your DM), you would therefore only ever turn into an Aleax of yourself. And yay verily, everything is balanced, and *shapechange* has not been abused. Except this time. The signature ability you get from Aleax is Singular Enemy. This ability makes you **completely invulnerable to all forms of harm** (possibly all forms of interaction in general?) except from the base creature. In essence, you are becoming invulnerable to everything except your own friendly fire. Suddenly everything is broken again. This goes way beyond the questionable interpretations of a Zodar's invulnerability - you are invincible, full-stop. If you're throwing the template guidelines out the window, you could instead turn into an Aleax of something you want to destroy. That would actually be an almost fair use, since it's pretty close to an Aleax's intended purpose. In such a circumstance, it effectively becomes you as a construct with your spellcasting against their original form with their spellcasting and spell-like abilities, and nobody else can interfere on your target's behalf.

					Alternatively, you can go one step further and achieve True Cheese by turning into an Aleax of a powerful creature you have absolutely no intention of ever encountering. Congratulations - for the duration of *shapechange*, you are utterly immortal. Finally, an Aleax is supposed to get a copy of all of its targets possessions (including consumables, which presumably do not consume the originals when you consume the copies). However, since the possessions aren't listed as an Ex or Su ability, you technically don't get them with *shapechange*. You could argue that this is merely a quirk of the way the creature is written, or that the possessions are inherently gross physical features of the form; both would probably be true, but by this point we have stretched *shapechange* so far beyond cheese that there's basically nothing left of the original milk.
Chronotyryn (Fiend Folio, p33)	Su				**Dual Actions**. You gain a full second complement of actions - standard, move, swift, 5-foot step, and presumably one-per-round free actions (including changing forms with *shapechange*). Needless to say, this utterly shatters the action economy - but, because the Chronotyryn's physical stats, movement modes, and natural weapons are nothing special (by *shapechange* standards), it's not quite as powerful as it appears on the surface - you won't be making double full attacks in this form. Really you'll use it primarily to pump out double your spellcasting (still amazing and potentially game-smashing). If the illustration in the book is considered canon, it has humanoid hands for casting with somatic components. It explicitly speaks and therefore is good for verbal components. The (non-touch) AC and spell resistance are quite good, so you have solid defenses. This could easily be your go-to form for spellcasting.

					Note that it's unclear how this works the round you change to or from the form. Personally, I would interpret it as any action spent before changing is used up for both before and after, regardless of whether you're changing to or from. Strictly speaking, that means you can never use it to change forms twice in one turn.
Demon, Carnevus (Expedition to the Demonweb Pits p198)	Ex	None			Two-Tongued. Automatically **quicken and/or maximize any spell you cast**. This ability is a train wreck. As written, the base monster derives no benefit from it. The Carnevus has spell-like abilities, not spells. Because it has only spell-like abilities, the fluff text attributing the auto-quicken and auto-maximize is irrelevant (no verbal components to speed up). Because it gets only three uses of its spell-like abilities per day, the quicken portion is only relevant to the base monster once per day anyway. The very obscure sourcebook for this is actually an adventure module, and it clearly wasn't edited by someone with a thorough grasp on monster abilities. Since the ability is useless to the base creature but amazing for a caster in *shapechange*, it is hereby condemned to an eternity of mold growth in the 9th Circle of Cheese.
Dwarf, Midgard (Frostburn p124)	Ex	None			Master Smith: Gain Craft Magic Arms and Armor, Craft Wondrous Item, and Forge Ring as bonus feats and the ability to craft any item in those categories without needing the other prerequisites, including spells, skills, alignment, and possession of other pieces for set items. As cheese goes, this really isn't all that bad - you're bypassing all restrictions on crafting permanent magic items (and plenty of non-permanent ones), but you still have to pay for them in time, gold, and XP. If you use this to justify doubling your character's

					Wealth By Level before the start of a game, it is indisputably cheesy. If you're in an existing, long-running game with some downtime, it's really not that bad.
Ethereal Doppelganger (20 HD) (MM2 p94)	Su	At will			**Mind Wipe**. Remove a subject's memory of your existence with a melee touch attack. **No save**. If you interpret this as only affecting memories of you while in Ethereal Doppelganger form, it's not cheese. However, it would not be wholly unreasonable to interpret this as pertaining to all memory of your existence, period.
Gibbering Orb (27 HD) (epic)	Stinky	None	27	Cha	If you thought beholders were cheesy, wait until you smell the gibbering orb. The gibbering orb can fire **24 eye rays each round** as a standard (not full) attack. Range 150 feet, no more than 5 eyes per target. Each ray can hit only one target. Each ray duplicates one of the following spells, orb's choice: *cone of cold*, *disintegrate*, *dominate monster*, *energy drain*, *feeblemind*, *finger of death*, *flesh to stone*, *greater dispel magic*, *harm*, *hold monster*, *horrid wilting*, *implosion*, *inflict critical wounds*, *lightning bolt*, *magic missile*, *mage's disjunction*, *irresistible dance*, *baleful polymorph*, *power word blind*, *power word kill*, *power word stun*, *prismatic spray*, *slay living*, and *temporal stasis* When that's done, it can make **up to 12 bites as part of the same action**. No more than 4 bites against any one target. If it hits with a bite attack, the orb can immediately **Swallow Whole creatures up to Huge size**. Swallowed creatures take 4d8 points of bludgeoning damage per round from the constricting stomach, plus 3d10 points of acid per round on top of that. Escaping requires dealing at least 20 damage in a single blow (DR 10/epic applies) with a light

					slashing weapon or claw. The orb **absorbs the prepared spells, known spells, and spell-like abilities of any creature it has successfully eaten** (creatures swallowed whole are considered successfully eaten when they die). It can use any **2 stolen spells per round** as a **free action** (uses eye ray attacks). Stolen spells are lost after 24 hours. This is part of Swallow Whole, which is an extraordinary special attack, so you absolutely get these with *shapechange*. Oh, and everything within 60 feet has to make a Will save (Int-based? fixed DC 40?) each round against *insanity* from the gibbering.
Malaugrym (Monsters of Faerun p64)	Su	At will	20		Yo dawg, we heard you like *shapechange*, so we put *shapechange* inside your *shapechange*. Hold onto your hats, folks - things are about to get crazy. Alternate Form: "**Assume the form of any creature less than deity status or a single object**, as the *shapechange* spell cast by a 20th-level sorcerer." If that sounds different than the *shapechange* spell we're using, it's because it refers to 3rd Edition's *shapechange*, not 3.5's[21]. Any creature, unique or not, with no restrictions (not even hit dice) except that you can't become a literal deity and can't exceed 200 feet in your largest dimension. Template? No problem. Templates, plural? Bring it. Multiple unique templates stacked on top of an inherently unique creature? Sure, why not. Added bonus: As a supernatural ability, this can't be dispelled—though your own

[21] Yes, we really are using the *post-nerf* version. 3.0 *shapechange* has no HD cap. However, you also don't get supernatural abilities, which is a darn shame.

					shapechange spell can be. Excuse me while I go *shapechange* into a gelatinous cube with a 1-acre footprint[22]. If you need me, I'll be sitting on that house across the street. In all seriousness, this does bring one thing to the table that you can legitimately claim as non-cheese: The ability to transform into an object of any size up to a 200-ft cube. Mimic limits you to things roughly the size of a dresser, so this is a big step up. It's not really all that useful - just cool. I would be remiss if I did not mention that the 3.5 update to *Monsters of Faerun* replaces this ability with generic Change Shape, which lets you look like the new form but not actually get anything beyond its gross physical features and *maybe* some mundane clothing if you're being generous. But you have to go out of your way to find that update, and you'd have no way of knowing you were supposed to if you didn't go out of your way to look. On the bright side, it gives us an indisputable, non-cheese way to look like whatever the heck we want, including assuming the shape of inanimate objects of any size up to a 200-ft cube. Note also that 3.0 *shapechange* does not grant supernatural abilities.So you can get the ability scores, shape, extraordinary abilities, etc., but not supernatural and still no spell-likes.
Nagahydra (18 HD) (SK p77)					If Chronotyryn is cheese, this is fondue. **Cast 5 spells per round** - one for each head. It's debatable whether you really get this ability, because it's listed under Spells, which you don't get. However, the *format* of the listing - by which I mean burying it in descriptive text - is the same as that of the

[22] I lie. The best we can manage is a 0.918-acre footprint. But nobody is going to quibble over it with 120 million pounds of digestive Jell-O.

					regular hydra's ability to attack with all heads as a standard action, so you can make a case for it. If you do (ab)use this for the multi-casting, be sure you save a spell for getting yourself out of danger before your turn ends. The defenses are quite bad by *shapechange* standards, and Fast Healing 15 isn't going to cut it against anything competent. *Teleport*, *time stop* to change form again, or something else along those lines should do the trick.
Protean Scourge (MM3 p126)	Su				**Turn yourself into an army**. Not a one-man army - plenty of other forms do that - but an *army* army. A clone army, to be specific. When a protean scourge is damaged - even for a single point - it splits into two copies of itself. Unlike an ooze, <u>each half is identical to the original creature and has the hit points the original had remaining after taking damage</u>. They have all the same abilities as the original - including Split. So get out your silver pocket knife[23] and stick yourself a little. Now there are two of you. Stick yourselves again. Now there are four. I have read the text of Split 4 times over and cannot find anything saying the split isn't recursive - I would have assumed it wasn't, but it very specifically says that each copy has <u>all</u> the abilities of a single protean scourge. And because each copy keeps the original's hit points, you aren't limited to $\log_2(hp)$ copies like oozes are. You can even heal the damage and keep on splitting. Now by this point you might be wondering why the world isn't full of an infinite number of protean scourges, and that's a very valid question. The reason is a single downside: All copies of an original protean scourge draw from the same spellcasting pool. Same spells

[23] Protean Scourges have DR 10/silver. Of course, if your DM says equipment doesn't split with you, you'll have to share - or you could just scratch yourselves with claws just barely hard enough to draw blood.

					known, same slots. One one casts a spell, that spell is used for all of them. Since protean scourges are innate spellcasters (and no, you don't get their spellcasting - it's not Ex or Su), that becomes a significant limitation for them. But it also means that, while split, protean scourges absolutely shatter the action economy. Forget casting 2 or 5 or 6 spells per round - with this form, <u>you can fire every spell slot you have simultaneously</u>. Or, if you have any at-will spell-like abilities, use them 10^500+ times per round. If that wasn't enough, protean scourges can also Change Shape into any medium humanoid, so you can look like whomever you want to while doing this. However (and this is why it's a clone army), split protean scourges cannot change shape, so you're stuck with what you started with. This is probably another reason there aren't infinite protean scourges in the world. <u>There are some logistical details to work out with your DM in advance</u>: ● The copies are not a hive mind - each has the original's memories and personality but also its ego and agency. It would be entirely reasonable for the DM to say that you have to limit the copies' cooperation with each other to the limits within which your character would cooperate with a clone of itself. If your character is stubborn and argumentative, try to roleplay disagreements between yourselves appropriately - including having different and conflicting ideas. ● Which copy gets your clothing and equipment? The ability text says nothing about duplicating equipment. Does all of it fall on the floor, or does one of you end up keeping it? Do your clothes split down the middle along with yourself?

					• What happens if you try to change form with *shapechange* after splitting? Do you automatically and instantaneously recombine into a single creature first? If so, where? Or are you all forcibly drawn back together and recombined over a period of $\log_2$(*copies*) minutes? Or does the line "neither half of the protean can change shape as long as the creature remains split" (which is in the Split text, not the Change Shape text) apply to *shapechange* as well? I would argue the latter makes the most sense. • What happens if *shapechange* runs out or is dispelled on one or more of you while you're split? Recombining a pair of copies takes 1 minute, during which those copies are helpless. However, killing one of the copies doesn't kill the other, so you can get your spell pool back to yourself that way. Of course you'll (a) have to do it through something other than hit point damage and (b) have to argue amongst yourself as to which of you commits suicide for the greater good of the collective.
Rakshasa, Ak'chazar (MM3 p134)	Su	3+Cha per day	20	Cha	**Divine Metamagic Cheese!** No Nightstick abuse required. The Ak'chazar gets Rebuke Undead as a 20th-level cleric. Use this to power a single free Persistent spell every day. Note that this does require you to invest feats in both Persistent Spell and Divine Metamagic (Persistent Spell). A single spell persisted in this manner will eat 7 rebuke usages, so you need to be able to scrape together at least 18 Charisma to pull this off - and if I was your DM, I'd be requiring that you be able to maintain that score continuously (anything that lasts as long as *shapechange* should count as continuous for this purpose).

Reason Stealer (MM2 p178)	Su	At will			Devour Mind. This requires some setup, but it basically lets you **steal the best attributes (BAB, base saves, ability scores, skill ranks, and feats) of every creature you can render helpless in a 24-hour period**. And also steal any prepared arcane spells. One could make the slightly dubious argument that the stealing of mental ability scores, base saves, skill ranks, feats, and prepared arcane spells carry over into other *shapechange* forms because (1) *shapechange* doesn't change your mind, and (2) *shapechange* doesn't affect any of those things (not quite redundant as base fort and base reflex are not mental traits). So now all you have to do is find, render helpless (because good luck striking a killing blow otherwise), and murder the creature with the highest Charisma you can find. For 24 hours, you will be a god among *shapechange* users because can nab a massive increase to your Charisma score, giving you boost of half that much to save DCs for all the best abilities *shapechange* can offer you. Flip through the Epic Monster Index to find some solid candidates with Charisma in the 30s (Ha-Naga - which may itself have *shapechange*) and 40s (leShay). Keep in mind that most of these are extremely rare, and you will actually need to be able to defeat them without killing them. If you take the interpretation that the devoured attributes only apply when in Reason Stealer form, this is far less potent. Get some extra arcane spells and new tricks for a day, but nothing more earth-shattering than what the creature you killed could already do.
Sarrukh (Serpent Kingdoms p80)	Su				Become a late-blooming Pun-Pun.

Siabrie (web)	Su	1/hr		Cha	Sonorous Voice. Intelligent creatures within a range of **1 mile per minute of concentration** (starting immediately - it grows every minute) must make a **Will save** each round. Each failed save **escalates fear** by one category, starting with Shaken on the first failure and ending with Unconscious on the fourth instead of Cowering. The condition last as long as the Siabrie continues concentrating, plus 1d10 rounds. Notably, the ability doesn't specify that moving out of range (which would require traveling 528 feet per round directly away from the Siabrie anyway) ends the effect, but it probably should. There also is theoretically no limit on how large this can get except for the duration of your *shapechange* spell - which means you can cover a 170-mile radius minimum if you're willing to keep it up long enough. Doing so without question crosses the Cheese boundary.
Sibriex (FC1 p52)	Su	3/day			Instant Graft. Attach a **fiendish graft without paying the requisite costs in gold or XP**. Any time you bypass the game's balancing mechanisms - such as major XP and gp cost for crafting or casting certain spells - you are no longer playing D&D, you're trying to win D&D. Note that you can attached grafts to unwilling targets if they are Helpless. This use could potentially be considered not-Cheese if you're using it merely to ostracize an enemy as punishment. However, fiendish grafts can compel non-evil creatures to commit evil acts, so granting them is unambiguously an evil act even if you aren't using them to destroy the game's balance. The 3 most expensive of these grafts are 120k gp, 120k gp, and 55k gp.
Strength of the	Spell				This isn't a form you can take with

True Form [Persisted] (DoE p15)					*shapechange*. It's a 1st-level spell, and one you can only cast when in a form not your own. It's an immediate action cast, lasts 1 round, and for the duration grants you the better of your current and original form's physical ability scores, natural armor bonus, and damage reduction regardless of what skin you wear. It's intended for use by dragons, allowing them to keep their impressive attributes while pretending to be something considerably less impressive. Used by a PC race, it's quite limited - ironically, your best use is likely to keep your original Dex score when you change into a dragon (which always has Dex 10). However, if cast with Persist Spell metamagic, there's an interesting little quirk of the way the spell is written. You don't actually compare the ability scores, damage reduction, and natural armor every time you make a calculation involving them - you do it once, when you first cast the spell, and use the better values until the (now 24-hour) duration expires. So you turn into a Ha-Naga, Gloom, or Pit Fiend, cast Persisted *strength of the true form*, and then enjoy AC 40 and high-20s and up for all of your ability scores (including Con for shapechange ability save DCs!) for the next 24 hours regardless of what form you use. Notably, it doesn't say anything about when the change of form expires - after all, it normally only lasts one round - so you still use those ability scores even in your normal form until your 24 hours are up.
Zodar (Fiend Folio p199)	Su, Ex	1/year	HD		Cast ***wish*** for free once per year. As a Supernatural ability, this technically has no XP costs even if you use it for something that would normally cost extra XP when casting *wish* yourself. Note that the flavor text says that a Zodar's *wish* is generally subtle. You could potentially call this Not Cheese if you only use it as intended and don't try to badger your DM into

					using it more than once per year by turning into different Zodars. Additionally, if your DM rules that Invulnerability covers all hostile effects and not just damage, it's impervious to nearly all forms of harm while still able to receive beneficial magic effects other than HP healing. Don't hold your breath.

Cold Immunity

See "Defense, magical"

Cruel and Unusual Punishment

Note: It would be an entirely reasonable interpretation to assert that eggs implanted in enemies disappear when you change form. However, separated limbs don't revert when you die, so either way seems plausible.

Creature	Type	Limit	CL	Save	Notes
Aboleth	Ex			Con (20)	Creature hit by tentacle must make a **Fort save** or die a slow, horrible death. Skin turns clear and slimy over the next 1d4+1 minutes, after which the takes 1d12 damage per 10 minutes if not moistened with fresh water. *Remove disease* reverses the effect if cast before the transformation completes, but afterward only *heal* can reverse the affliction.
Chaos Beast	Su			Con (13)	Corporeal instability on successful melee attack. Target is **totally screwed** and eventually turns into a chaos beast.
Devourer (undead)	Su			Cha	Trap essence. **Special attack roll** (touch attack?), **Fort save** or target dies instantly and becomes trapped in the devourer's rib cage and used to absorb certain hostile spells and fuel spell-like abilities. Trapped creature cannot be raised or resurrected but can be freed with *limited wish*, *wish*, or *miracle*. Ask your DM if you can get the devourer's SLAs due to them being powered by a

					supernatural ability. Every 5 SLA uses impart one negative level on the trapped essence, which is destroyed as normal when it accumulates negative levels equal to its HD. A freed essence must make Fort saves to avoid the negative levels becoming permanent, and the original creature is still dead.
Molydeus (FC1 p46)	Su			Con (30)	A creature reduced to **0 Constitution** by the Con-draining poison **immediately transforms into a mane**. Restoration possible only with *wish* or *miracle*.
Mummy	Su			Cha	**Mummy rot**. 1d6 Con and 1d6 Cha, incubation time 1 minute. Creatures that die of mummy rot "shrivel away into sand and dust and blow away into nothing at the first wind". Conjuration (Healing) spells are ineffective unless the caster passes a DC 20 caster level check. Cannot be cured without first receiving *remove curse* or *break enchantment*, either of which requires a DC 20 caster level check but allows healing normally thereafter if the check is made.
Shrieking Terror, 5-Headed (MM3 p154) *- or -* Shrieking Terror, 10-Headed (20 HD) (MM3 p155)	Su	10 per 2 rds (see text)		Con (15) +4 *- or -* Con (19) +4	Kiss. Only affects paralyzed creatures, but you can easily paralyze a ton of them with the Shriek (see "Incapacitate, Paralysis" for details). If you succeed on a **melee touch attack** with one of your heads, your opponent must succeed on a **Fort save** or begin a terrible **transformation into a vargouille** over a period of **4d6 hours**. The transformation is pretty spectacular: "First, over a period of 1d6 hours, all the victim's hair falls out. Within another 1d6 hours thereafter, the ears grow into leathery wings, tentacles sprout on the chin and scalp, and the teeth become long, pointed fangs. During the next 1d6 hours, the victim takes 1 point of Intelligence drain and 1 point of Charisma drain per hour (to a minimum score of 3 in each ability). The transformation is complete 1d6 hours later, when the head breaks free of the body (which promptly dies) and becomes a vargouille. This [last] transformation is interrupted by sunlight, and even a *daylight* spell can delay death, but to reverse the transformation requires a *remove disease* spell or similar effect."

					If you want to affect only one target, the melee touch attack and Fort save are all but formalities - you can make one attempt per round per head, which means 10 melee touch attacks and 10 Fort saves. Your Strength score is poor (5-headed) or mediocre (10-headed), but you get 10 tries. Your Con score is also fairly weak, but the +4 racial bonus on the save DC helps a lot. You have 10 tries per round and 2d4 rounds, divided up amongst the total number of creatures you want to effect. Did I mention the save DC on the 10-headed terror's shriek is insanely high and affects a 60-ft radius? The only real downsides are that it targets Fort and takes a full-round action to activate.
Slaad, Red	Ex			Con (17)	Implant egg with claw attack. **Fort negates** implantation. After 1 week, egg hatches and eats its way out, killing the subject. Subject becomes violently ill 24 hours before hatching. *Remove disease* or DC 25 Heal check removes the egg, but the latter deals 1d4 points of damage regardless of success. Egg hatches into blue slaad except if subject is an arcane spellcaster, in which case it instead hatches into a green slaad.
Spawn of Kyuss (undead) (MM2 p186)	Su	1/rd			Implant an opponent with a burrowing, intelligence-devouring worm to kill it horribly and destroy the body (Tiny or smaller), turn it into a Spawn of Kyuss (Small to Large), or **turn it into a zombie** (Huge or larger). The opponent gets **no save** and **need not be helpless**, but there's a 1-round delay during which it can try to kill the worm before it burrows in. Once the worm starts burrowing, it deals 1 point of damage per round for 1d4+1 rounds, after which it starts dealing 1d2 points of Int damage instead. Death occurs when Int is reduced to 0, and the transformation takes effect 1d6+4 rounds later.

					Remove curse, *remove disease*, or a DC 20 Heal check kills the worm if applied before the transformation. *Dispel evil* and *neutralize poison* delay the worm's progress for 10d6 minutes. Creatures with a natural armor bonus of +5 or higher are immune - apparently the worm isn't smart enough to go for the ears or nostrils.
Spider Eater	Ex				Implant eggs into paralyzed creature. Young emerge around 6 weeks later, completely devouring the subject from the inside.
Vargouille	Su			Con (12)	Kiss a **paralyzed** creature to put it through all sorts of hell for **4d6 hours** as it slowly turns into a vargouille. **Fort netgates**.
Xill	Ex				Standard action to lay eggs inside a **paralyzed** creature. After 90 days, the young devour the host from the inside. *Remove disease* or a DC 25 Heal check eliminates the egg, but the latter deals 1d4 points of damage to the subject regardless of whether it's successful.

Cuteness / Badassery

Creature	Type	Limit	CL	Save	Notes
Psion Killer (psionic)					Badass.
Shocker Lizard					Adorable.

Damage, Acid

Creature	Type	Limit	CL	Save	Notes
Dragon, Black	Su	1 per 1d4 rds		Con (17-21)	Breath weapon. **Line**, 20 feet per size category. **2d4** damage per age category, max **16d4** for old (25 HD). Ref half.
Dragon, Bronze	Su	1 per 1d4		Con (17-21)	Breath weapon. **Line**, 20 feet per size category. **2d6** damage per age category, max

		rds			**16d6** for old (26 HD). Ref half.
Dragon, Green	Su	1 per 1d4 rds		Con (19-23)	Breath weapon. **Cone**, 10 feet per size category, max **50 feet** for huge. **2d6** damage per age category, max **16d6** for old (26 HD). Ref half.
Neothelid (25 HD) (psionic)	Su	1 per 1d4 rds		Con (27)	Breath weapon. **50-ft cone**, **14d10**. Ref half.
Voidmind Creature (template) (MM3 p188)	Su	1/day	HD	Con (yours+4)	Expel a Cone of Slime from your head! 30-ft cone, **1d6 per HD**. **Reflex half**. Anything damaged takes a -2 penalty to Will saves and is stunned for 1d4+1 rounds (Fort negates the stun only).

Damage, Cold

Creature	Type	Limit	CL	Save	Notes
Beholderkin Overseer (LoM p139)	Su	At will	14		Eye ray. As ***polar ray*** spell (**14d6**). **Free action**, **180-ft range**.
Cryohydra, 12-headed	Su	1 per 1d4 rds		Con (20)	**36d6** in 12 blasts of **3d6 each**. Each blast is 10 feet wide, 10 feet high, and 20 feet long. Ref half for each head, apply energy resistance separately.
Dragon, Silver	Su	1 per 1d4 rds		Con (17-21)	Breath weapon. **Cone**, 10 feet per size category, max **50 feet** for huge. **2d8** damage per age category, max **14d8** for mature adult (25 HD). Ref half.
Frost Worm	Su	1 per hour		Con (20)	Breath weapon. **30-ft cone**, **12d6**, Ref half. Opponents held motionless by the worm's trill get no save.
Linnorm, Dread (20 HD) (MM2 p142)	Su	1 per 1d4 rds		Con (31)	**Double breath weapon** (both heads). **24d6 total! 70-foot cone or 140-foot line**. **12d6 fire or 12d6 cold**. **Mix and match** energy type and shape as desired. May choose to breathe with only one head (but the delay is the same regardless). **Ref half** separately, and apply resistance to each separately.

Damage, Electricity

Creature	Type	Limit	CL	Save	Notes
Beholderkin Overseer (LoM p139)	Su	At will	HD	Cha	Eye ray. ***Chain lightning*** as the spell (**1d6 per HD** primary, half to HD secondaries). **Free action**, **180-ft range**. Must hit primary target with **ranged touch**.
Dragon, Blue	Su	1 per 1d4 rds		Con (17-23)	Breath weapon. **Line**, 20 feet per size category. **2d8** damage per age category, max **14d8** for mature adult (24 HD). Ref half.
Shredstorm (MM3 p153)	Su	1 per 2d6 hours	HD	Cha	As *lightning bolt*, except no spell resistance. **120-ft line**, **1d6 per HD**.
Storm Elemental (MM3 p48)	Su	1/min		Con (22)	Thunder and Lightning. **120-foot line** of lightning and **60-foot burst** of thunder deal electricity and sonic damage respectively. **Reflex half** for lightning, **Fort half** for thunder. ● Huge (16 HD): **16d6** electricity, 8d6 sonic ● Greater (21 HD): **21d6** electricity, 10d6 sonic ● Elder (24 HD): **24d6** electricity, 12d6 sonic
Storm Elemental (MM3 p48)	Su	1/rd		Con (22)	Shock. **Free action**, **one living target**, **10-ft range**. **Fort half**. ● Huge (16 HD): **8d4** electricity ● Greater (21 HD): **10d4** electricity ● Elder (24 HD): **12d4** electricity

Damage, Fire

Creature	Type	Limit	CL	Save	Notes
Dragon, Gold or Red	Su	1 per 1d4 rds		Con (19-23)	Breath weapon. **Cone**, 10 feet per size category, max **50 feet** for huge. **2d10** damage per age category, max **14d10** for mature adult

					(25 or 26 HD). **Ref half**.
Hellfire Wyrm (23 HD) (MM2 p125)	Su	1 per 1d4 rds		Con (27)	Breath weapon. **50-ft cone** of infernal flame. **14d10 damage**, **half irresistible**. **Ref half**. Creatures within 5 feet also take 5d4 points of regular fire damage per round with no save allowed. (This can be suppressed as a free action.)
Linnorm, Dread (20 HD) (MM2 p142)	Su	1 per 1d4 rds		Con (31)	**Double breath weapon** (both heads). **24d6 total! 70-foot cone or 140-foot line**. **12d6 fire or 12d6 cold**. **Mix and match** energy type and shape as desired. May choose to breathe with only one head (but the delay is the same regardless). **Ref half** separately, and apply resistance to each separately.
Pyrohydra, 12-headed	Su	1 per 1d4 rds		Con (20)	**36d6** in 12 blasts of **3d6 each**. Each blast is 10 feet wide, 10 feet high, and 20 feet long. **Ref half for each head**; apply energy resistance separately.

Damage, Force

Creature	Type	Limit	CL	Save	Notes
Ethereal Dragon, Old (25 HD) (Draconomicon p 179)	Su	1 per 1d4 rds		Con (21)	Breath weapon. **50-foot cone, 16d6** damage. **Ref half**.
Dragon, Amethyst (MM2 p79)	Su	1 per 1d4 rds		Con (17-23)	Breath weapon. 80- (<18 HD) or **100-foot line**. **2d8** damage per age category, max **16d8** for old (27 HD). **Ref half**. **May choose lethal or non-lethal damage**!
Force Dragon, Very Young (25 HD) (epic)	Ex	1 per 1d4 rds		Con (23)	Breath weapon. **50-foot cone**, **10d12** damage. Ref half.
Force Dragon, Wyrmling (20 HD) (epic)	Ex	1 per 1d4 rds		Con (21)	Breath weapon. **50-foot cone**, **5d12** damage. Ref half.

Radiant Dragon (Draconomicon p185)	Su	1 per 1d4 rds		Con (17-23)	Breath weapon. Line-shaped. ● Young: 6d10, 80 feet ● Juvenile (18 HD): 8d10, 80 feet ● Young adult (21 HD): 10d10, 100 feet ● Adult (24 HD): 12d10, 100 feet ● Mature adult (27 HD): 14d10, 100 feet

Damage, Melee

"Attack" column is the average attack roll bonus you add to your own BAB and buffs.
*Entries with a bold **A** in this column are eligible for animal buffs, which can add up to +18 to attack rolls. Most animal buffs are druid-only, but they are all touch range or better. Iterable attacks are calculated as the average of 3 attacks and thus reflect a -5 penalty relative to best attack. Your results will vary based on your BAB.*
"Damage" column is the average damage assuming every attack hits.
Iterable attacks are calculated as 3 hits. Sneak attack is included when available.
"Attack Routine / Notes" has the full list of attacks, including reach (if noteworthy) and extra effects for each, for which you add your BAB and buffs and plug in your Strength modifier. Default strength is listed in $_{subscript}$. Any other relevant special abilities and highlights are also listed here.

Note: Please see the entry about natural weapons under "What Shapechange Does and Does Not Do" for an important note about feats that directly modify physical properties.

Creature	Attack	Damage	Attack Routine / Notes
Blue Whale (Pathfinder)	+9**A**	52	Tail slap +9 (8d6+24$_{1½Str}$, **daze**) **Colossal** size. Fort save vs. daze on hit (Str-based). Someday I hope to have the opportunity to use this for a coup de grace. SPLAT!
Demon, Jarilith (MM2 p61)	+11	79	2 claws +12 (2d6+12$_{Str}$|18-20|x3) Bite +9 (2d8+6$_{½Str}$|18-20|x3, **grab**) 2 rakes +11 (2d6+6$_{½Str}$|18-20|x3) **Pounce** - make a full attack on a charge. **Large** size. **Improved grab**, **good DR**, **telepathy 100 ft**, **60-ft land speed**.
Devil, Pit Fiend (18 HD)	+11	140	2 claws +12 (2d8+13$_{Str}$) 2 wings +10 (2d6+6$_{½Str}$) Bite +9 (4d6+6$_{½Str}$, **poison**, **disease**)

			Tail slap +10 (2d6+6$_{½Str}$, **grab**) Constrict (2d8+26$_{2*Str}$) **Large** size. **Regeneration**, **superb AC**, **superb DR**, **good SR**, **fire and poison immunity**, **telepathy**, **perfect darkvision**, **nice fear aura**, **death poison** **Verbal and somatic** spell components.
Geriviar (26 HD) (MM3 p52)	+9	208	**8** slams +10 (3d6+11$_{Str}$) Bite +4 (2d8+5$_{½Str}$) **Huge** size. **Regeneration**, good land speed, nice immunities, ignore half of hardness when attacking objects. Ranged grenade attack. **Verbal and somatic** spell components.
Gloom (25 HD) (epic)	+13	200	Weapon +18 iterable (Weapon base + 11$_{Str}$ + 13d6 **sneak attack**) **Medium** size. **Blindsight 60 ft.**, **good DR**, **fantastic AC**, **fantastic SR**. Attack bonus assumes use of a **light weapon**. **Verbal and somatic** spell components.
Hound of the Hunt (20 HD) (MM5 p202)	+17	67 *-or-* 87	Bite +17 (2d6 + 45$_{1½Str}$ + 10d6 **skirmish** + 20 in moonlight, **dimensional anchor**, **10 ft**) Large size. **Freedom of movement**, **perfect 90-ft flight**, **great AC, good DR**, **nice immunities**
Kraken (20 HD)	+4	119	2 tentacles +8 (2d8+12$_{Str}$|19-20, **grab**, **60 ft**) **6** arms +3 (1d6+6$_{½Str}$, **grab**, **30 ft**) Bite +3 (4d6+6$_{½Str}$) **Gargantuan** size. Grapple mod and reach aside, Giant Squid is better.

Linnorm, Dread (20 HD) (MM2 p142)	+6	126	2 bites +7 (4d8+15$_{Str}$, **energy drain**) 2 claws +5 (4d6+7$_{½Str}$) Tail slap +5 (4d6+22$_{1½Str}$) **Colossal** size. **Blindsight 120 ft.**, **immune to enchantment**, **good AC**, **90-ft good flight**, **fantastic SR**. **Verbal** spell components but **not somatic**.
Night Twist (MM3 p110)	+13	55	3 slams +13 (2d8+14$_{Str}$, **20 feet**) **Large** size. **Cha to saves** and AC (deflection), good AC, **plant immunities**. **Verbal** spell components but **not somatic**.
Night Twist, Ancient (25 HD) (MM3 p111)	+15	186	**6** slams +15 (4d6+17$_{Str}$, **25 feet**) **Huge** size. **Cha to saves** and AC (deflection), **fantastic AC**, **plant immunities**. **Most potent melee damage form available** without animal buffs. **Verbal** spell components but **not somatic**.
Squid, Colossal (19 HD)	+8**A**	184	**10** tentacles +8 (1d8+12$_{Str}$, **grab**, **40 feet**) Bite +3 (2d8+6$_{½Str}$, 20 feet) **Improved Grab**. **Gargantuan** size. **Animal buffs** make this the **most potent melee damage form available**. *This is a hit-dice-advanced Giant Squid.*
Squid, Giant	+6**A**	128	**10** tentacles +6 (1d6+8$_{Str}$, **grab**, **30 feet**) Bite +1 (2d8+4$_{½Str}$, 15 feet) **Improved Grab**. **Huge** size. Eligible for **animal buffs**.
Tiger, Advanced Huge	+7**A**	83	2 claws +8 (2d6+10$_{Str}$, **grab**) Bite +3 (3d6+5$_{½Str}$, **grab**) 2 rakes* +8 (2d6+5$_{½Str}$, **grab**)

			Pounce - make a full attack on a charge. **Improved Grab**. **Huge** size. Eligible for **animal buffs**. *Rake attacks available only while grappling or as part of any Pounce attack.
Tiger, Dire *- or -* Tiger, Legendary (epic) (26 HD)	+7**A** *- or -* +9**A**	56 *- or -* 74	2 claws +8 ($2d4+8_{Str}$) Bite +2 ($2d6+4_{½Str}$, **grab**) 2 rakes* +8 ($2d4+4_{½Str}$) *- or -* 2 claws +10 ($2d6+13_{Str}$) Bite +5 ($2d8+6_{½Str}$, **grab**) 2 rakes* +10 ($2d6+6_{½Str}$) **Pounce** - make a full attack on a charge. **Improved Grab**. Claws should probably trigger it based on a regular tiger but do not do so as written. **Large** size. Eligible for **animal buffs**. Note that, aside from a small difference in AC (which is too low to be significant on either), an advanced huge tiger is strictly better than a dire tiger. *Rake attacks available only while grappling or as part of any Pounce attack.

Damage, Non-lethal

You can always use a weapon - including a natural weapon - do deal non-lethal damage by taking a -4 penalty on your attack roll. In most cases, taking this penalty while using a potent melee damage form is your best bet for non-lethal damage against a small number of targets. Use the options below when you need to inflict non-lethal damage over an area or can't beat a target's regular AC.
Note also that you're generally much better off wholly incapacitating your enemies than dealing non-lethal damage.

Creature	Type	Limit	CL	Save	Notes
Dragon, Amethyst (MM2 p79)	Su	1 per 1d4 rds		Con (17-23)	Breath weapon. 80- (<18 HD) or **100-foot line**. **2d8 force** damage per age category, max **16d8** for Old (27 HD). **Ref half**. **May choose lethal or non-lethal damage**!
Stonesinger (MM3 p168)	Su	1 per 5 rds		Cha, Con (18)	Shattering Shriek. Make a Perform (Sing) check against your target's touch AC. If you hit, your victim takes **12d6** points of non-lethal damage. If it fails a **Fort save** (DC based on mediocre Con), it is also stunned for 1d6 rounds. **60-ft range**.

Damage, Sonic

Creature	Type	Limit	CL	Save	Notes
Emerald Dragon (MM2 p82)	Su	1 per 1d4 rds		Con (17-21)	Breath weapon. **Cone**, 10 feet per size category, max **50 feet** for huge. **2d6** damage per age category, max **16d6** for Old (26 HD). **Ref half**. **Will save or panicked** for **1d4 rounds**.
Garngrath (28 HD) (MMV p60)	Ex	At will		Con (32)	Devastating Roar: **20d6** in a **60-foot-radius spread**. **Reflex half**, **full-round action**. In addition, this roar levels all terrain adjacent to the garngrath, reducing it to light rubble.
Storm Elemental (MM3 p48)	Su	1/min		Con (22)	Thunder and Lightning. **120-foot line** of lightning and **60-foot burst** of thunder deal electricity and sonic damage respectively. **Reflex half** for lightning, **Fort half** for thunder. ● Huge (16 HD): 16d6 electricity, **8d6** sonic ● Greater (21 HD): 21d6 electricity, **10d6** sonic ● Elder (24 HD): 24d6 electricity, **12d6** sonic

Damage, Untyped

Creature	Type	Limit	CL	Save	Notes
Archon, Throne (BoXD p162)	Su	Gaze		Cha	**30-ft** range. Neutral (morality) creatures erupt in blisters and boils and take **10 points** of damage. Evil creatures experience a psychosomatic meltdown and take **20 points** of damage. **Will negates**. Continues each round until target makes a successful save. Target can subsequently be affected again.
Demon, Jovoc (MM2 p58)	Su	None		Con (16)	Aura of Retribution. Any damage you take also strikes every creature in a **30-ft radius spread** around you**. Fort half**. Damage is untyped and not subject to damage reduction or resistance or immunities regardless of the original type of damage that you took. Does not affect demons. This is potent but risky. If you're confident enough that you'll be healed quickly, voluntarily failing a save against a *harm* spell from an ally will let you dish out a truly nasty amount of damage while being guaranteed not to kill you outright, although you'll want to get some healing ASAP. Unfortunately, the save DC is poor - it's a shame this is based on Con rather than Cha.
Dragon, Crystal (MM2 p81)	Su	1 per 1d4 rds		Con (19-23)	Breath weapon **blinds for 1d4** rounds and inflicts **2d6** damage per age category (**max 16d6** for Old) from the blinding light. 40- (<20 HD) or **50-ft cone**. **Reflex negates the blindness and halves the damage**.
Dragon, Topaz (MM2 p85)	Su	1 per 1d4 rds		Con (17-23)	Breath weapon. **Cone**, 10 feet per size category, max **50 feet** for huge. **2d8 dehydration** damage per age category, max **16d8** for Old (28 HD). **Ref half**. Also evaporates 1 cubic foot of water or aqueous fluid per point of damage dealt.
Steelwing (MM5 p168) *-or-*	Ex	1 per 1d4 rds		Con (25) *-or-*	Hail of Razorfeathers. **60-ft cone**, **1d6 slashing damage per HD**. **Reflex negates**. It's a shame this isn't Reflex half, but it's still

Steelwing, advanced gargantuan (19 HD) (MM5 p168)				Con (29)	rather stylish. And, as an Ex ability, you can shoot it into an antimagic field.

Damage Reduction

See "Defense, Physical"

Daylight

Creature	Type	Limit	CL	Save	Notes
Half-Celestial (template, LA +4)	Su	At will	HD		
Prismatic Golem (MM3 p71)	Su	Always active			
Quesar (BoXD p180)	Su	At will			Strictly speaking, the Quesar's ability list doesn't specify the ability to create light between "bright" and "blinding," but it's not much of a stretch to allow for toning the blinding light down a notch. The "bright" light can't be turned off, so this is not a good form for hiding.
Sunwyrm (FF p164)	Su	Always active			240-ft radius of blinding bright light.

Death

Creature	Type	Limit	CL	Save	Notes
Archon, Sword (BoXD p160)	Su	3/day on charge attack		Str (25), Con (14)	Discorporating Dive (flying charge). Fly through opponent armblades-first. **Fort save** or opponent is utterly destroyed and his soul bound to a prison in the celestial planes.

				33/18 for Huge (22 HD)	Having to score a melee attack *and* being subject to a Fort save based on low Con makes for a rather unhappy combination, but it's pretty badass if you can pull it off.
Banshee (undead) (26 HD) (MM2 p30)	Su	3/day		Cha	Wail. Kill **18 living creatures** in **60-ft cone** or a **30-ft spread** centered on you. **Fort negates**. 1d4 rounds between uses. As written, it sounds like you might be able to choose specific creatures and specifically spare ones you don't want to kill. The alternative is that it functions like the spell and kills creatures closest to the origin first.
Beholder	Su	At will	13	Cha	Eye ray. As ***finger of death***. **150-ft** range, **free action**. 3d6+13 on successful **Fort save**.
Beholder Hive Mother (20HD) (Lords of Madness p136)	Su	At will	20	Cha	Eye ray. As ***finger of death***. **240-ft** range, **free action**. 3d6+20 on successful **Fort save**.
Bodak	Su	Gaze		Cha	**30-ft** range. Fort negates. Affected humanoids turn into bodaks 24 hours later. **Fort negates**.
Bone Ooze (20 HD) (MM2 p36)	Ex	At will		Str (40)	**Bone Meld**. One round after engulfing, optionally **digest your victim** in a **stylish-yet-horrifying** manner. **Fort negates**. After 1d3 rounds, eject flesh and equipment (but keep the bones). Note: If you're not in a hurry and they have no non-mundae, non-somatic, non-verbal escape options, consider waiting until they first die from your ability drain, which heals you for 5 hp per round and grants excess as temporary hit points. The excess as temporary hit points makes this superior to fast healing if you're confident your prey is under control.
Devil, Pit Fiend (18 HD)	Ex			Con (27)	**Poison** on **successful bite**. 1d6 Con / death.
Devourer (undead)	Su	At will		Cha	Trap essence. On **successful (touch?) attack**, **Fort save** or target dies instantly.

Eladrin, Ghaele	Su	Gaze		Cha	**60-ft** range. Slay **evil creatures up to 5 HD**. **Will negates**. On successful save, non-evil panicked for 2d10 rounds (as *fear*). Non-evil creatures and those with >5 HD save against the *fear* instead.
Eladrin, Tulani (18 HD) (BoXD p171)	Su	Gaze		Cha	**60-ft** range. Slay **evil creatures up to 5 HD**. **Will negates**.
Giant, Death (23 HD) (MM3 p54)	Su	Always active		Cha	Steal Soul. **15-ft** range. **All creatures with 10 or fewer hit points**. **Fort negates**, must save each round. This ability temporarily absorbs souls, but they'll be released as soon as you change form (or die).
Lurking Strangler (MM3 p100)	Ex				Suffocate. Strangle a target to kill it over **3 rounds**. **Helpless creatures only**, but they receive **no save**. The victim drops to 0 hp and falls unconscious in the first round, so once you pop the fun don't stop. This is the perfect, risk-free way to take out a target you catch napping. One moment they're sleeping peacefully, and the next moment they wake up dead. Or, if you want to take them captive, you can stop after the first round. Very stylish.
Siabrie (web)	Su	At will		Con (20)	Any creature damaged by **touch attack** must make a **Fort save** or be transformed into non-magical sand. The need to make a touch attack is unfortunate (if you have Weapon Finesse, that will work much better), but this is **not a death effect**, so affects some things the other stuff doesn't. Also, if you have *haste*, you can probably try twice since this is actually listed as an attack.

Death Throes

Creature	Type	Limit	CL	Save	Notes
Demon, Balor (20 HD)	Ex			Con (31)	100-ft radius, 100 damage. Ref half.
Frost Worm	Ex			Con (20)	100-ft radius, 12d6 cold and 8d6 piercing. Ref half.

Debuff, Blind

In order to be listed here, a debuff must either affect a very large number of creatures, be a free action or non-action to use, have no save (or occasionally a Reflex save), or possess some other unique and very powerful attribute. There are so many potent disables available with shapechange *that debuffs just aren't that spectacular*.

Creature	Type	Limit	CL	Save	Notes
Beholderkin Eye of the Deep (LoM p138)	Su	At will		Con (18)	Baleful flash: **Free action**, **60-ft cone**. Blind for **2d6 rounds** and **stun for half** of that. **Fort save** reduces blindness to dazzled and negates stunning.
Dragon, Crystal (MM2 p81)	Su	1 per 1d4 rds		Con (19-23)	Breath weapon blinds for 1d4 rounds and inflicts 2d6 damage per age category (max 16d6 for Old) from the blinding light. 40- (<20 HD) or **50-ft cone**. **Reflex negates** the blindness and halves the damage.
Eladrin, Firre (BoXD p169)	Su	Gaze		Cha	**60-foot radius**. Creatures meeting the gaze **burst into flames**, taking 2d6 fire damage (**no save**), and must make a **Fort save or be blinded** as *blindness/deafness*. Humanoid form only.
Kraken	Ex	1/min		Con (29)	Based on the Tojanida, a *fly*ing kraken should be able to shoot ink as a **free action** in an **80-foot** stream that blinds one target for **one round**. **Ref negates**. Without a *fly* spell or other effect providing at least Good maneuverability, the kraken wouldn't have the right angle to do this as a free action, although it could probably do it as a Standard action.

Nymph	Su			Cha	Blinding beauty. Humanoids within **30 feet** who look directly a nymph must make a **Fort** save or be permanently blinded. Can be suppressed or resumed as a free action.
Quesar (BoXD p180)	Su	At will, 6/day		Cha	Blinding Radiance. Increase Energy Halo to brilliant light out to **120 feet**. All creatures within the brilliant light must make a **Fort save** or be blinded for **1d10 rounds**. After 1 round of Blinding Radiance, the quesar can create a Searing Burst that does 6d6 damage as ***sunburst*** (**Ref half**, may blind creatures **permanently** on failed save) within a **30-foot radius**. Searing Burst can be used 6 times per day.
Tojanida, Elder	Ex	1/min		Con (19)	Out of water, the ink cloud can be shot once per round as a **free action** in a **30-foot** stream that blinds one target for **one round**. **Ref negates**. Smaller tojanida have the same ability, but their save DCs are lower.
Sunwyrm (FF p165)	Su	Always active		Con (17)	Brilliant Aura. Absolutely enormous mass blinding area of effect. **Full line of sight**[24], **any creature that looks at you**, **3d6 minutes**. **Fort negates**. New save required every round a creature keeps looking at you. For adjudicating whether a creature is "looking at you", the closest rules are probably those for gaze attacks - avert eyes for 50% immunity or cut off all sight for full. The best part is that you can do this while **incorporeal** (Energy Form) and moving with **120-ft flight**. This is a form that can neutralize whole armies in short order. It's a shame the Constitution score isn't better (making the save DC somewhat low), but this is still a really solid ability.

[24] The 240-ft radius indicates the area the sunwyrm illuminates, but you don't have to be in that area to be affected by the blinding.

Debuff, Confusion

In order to be listed here, a debuff must either affect a very large number of creatures, be a free action or non-action to use, have no save (or occasionally a Reflex save), or possess some other unique and very powerful attribute. There are so many potent disables available with shapechange *that debuffs just aren't that spectacular*.
This effect is the same as the *confusion* spell unless otherwise specified.

Creature	Type	Limit	CL	Save	Notes
Demon, Sorrowsworn (18 HD) (MM3 p36)	Su	1/rd	20	Cha	Whispers of Loss: Great Emptiness. Target **one creature** within **60 feet**. **Free action**. Lasts **5 rounds**. **Will negates**. Successful save protects for 24 hours. Be sure to adjudicate Aura of Loss first for a potential -2 on the save!
Entropic Reaper (19 HD) (Libris Mortis p98)	Su	On hit		Str (29), Cha	Entropic Blade: Any weapon wielded is treated as entropic, causing anyone taking damage from it to **attack blindly**, **unable to distinguish friend from foe**, at a **-4 penalty** with **50% miss chance**, **without being able to cast spells** or activate magic items. **Fort negates**. Subject takes 1 point of **Wisdom drain per round**, discorporating into nothingness if its Wisdom score falls to 0. Effect can be ended with *heal*, *restoration*, or *greater restoration*, or by the subject making a **Charisma check** to gain control of itself as a standard action at the ability's save DC. *Shapechange* and *stoneskin* suspend the effect but do not end it.
Gibbering Mouther	Su	At will		Cha	**60-foot spread**, **1d2 rounds**. **Free action**, **Will negates**. Successful save protects for 24 hours.
Rui Chanter (20 HD) (MM5 p132)	Su	At will		Cha	Infirmity of Mind. **No range limit**? Lasts **1 hour** or until subject receives *remove curse*. **Will negates**. Cannot be inflicted simultaneously with Infirmity of Body.
Umber Hulk (any)	Su	Gaze	8	Cha	30-ft range.

Debuff, Entangle

In order to be listed here, a debuff must either affect a very large number of creatures, be a free action or non-action to use, have no save (or occasionally a Reflex save), or possess some other unique and very powerful attribute. There are so many potent disables available with shapechange *that debuffs just aren't that spectacular*.

Creature	Type	Limit	CL	Save	Notes
Briarvex (MM4 p26)	Su	At will	8	Con (19)	**As the *entangle* spell**, except in a **60-ft radius** centered on you. Lasts **1 round**. You can move through the area unhindered.
Demon, Bebilith	Ex	4/day		Dex (12), Con (26)	10 ft. **range increment**, max **30 ft**. Effective up to **Gargantuan**. Anchors to ground. 14 hp, hardness 0, 75% chance to resist burning (check each round). **Ranged touch attack**. **No save**, but trapped creatures can escape with a Strength or Escape Artist check as a standard action.
Spellgaunt (MM2 p188)	Su	At will		Cha	Force web. **Medium or smaller** target within **20 ft** becomes entangled and **anchored in place. Cannot be damaged or removed by *dispel magic*** (*disintegrate*, a rod of cancellation, or a sphere of annihilation will do the trick)**.** Lasts **1d4 hours**. **Reflex negates**. If you can make this stick, and if your target lacks *freedom of movement* or some means of teleportation, your target is screwed.
Seryulin (MM3 p148) *- or -* Greater Seryulin (MM3 p149)	Ex	1/day		Con (14-18)	Sticky Spray. **20-ft radius tanglefoot burst**. Any creature in the area is **automatically entangled** and must succeed on a **Reflex save or be anchored in place** (flying creatures fall to the ground instead). The low Constitution score means the save DC is poor, but most creatures at high level have poor Reflex saves anyway, and you still get a solid debuff even if they make the save. This functions like a tanglefoot bag in basically every way except for the size of the effect, not having to make a ranged touch attack, and having a save DC high enough to

					be not totally useless at high levels against the right targets.
Spider, Gargantuan Monstrous	Ex	8/day		Dex (17), Con (14), Con+4	10 ft. **range increment**, max **50 ft**. Effective up to **Colossal**. Anchors to ground. **Ranged touch attack**. **No save**, but trapped creatures can escape with an Escape Artist or Strength check (Strength check DC has +4 racial bonus) as a standard action.
Spider, Gargantuan Monstrous	Ex	At will		Con (14), Con+4	Erect 5- to 60-foot square **sheets of sticky webbing** that traps unwary creatures. Presumably needs to be anchored. DC 20 Spot check to notice. Escape Artist or Strength check (Strength check DC has +4 racial bonus) to escape, +5 bonus if the trapped creature has something to grab or push against. Each 5-foot square of webbing has 16 hp and DR 5/-. (This can eat a round of enemy actions but most certainly will not trap them indefinitely.) A spider can move freely across its webbing at its Climb speed, and it knows the exact locations of trapped creatures.
Spider, Monstrous (Tiny to Huge)	Ex	8/day, at will		Dex (17), Con (10-14), Con+4	As Gargantuan, but with lower maximum sizes affected for thrown webs and 2-14 hp per square on sheet webbing. Check DCs also lower for Tiny through Large. Use this when you can't fit a Gargantuan creature.

Debuff, Misc

In order to be listed here, a debuff must either affect a very large number of creatures, be a free action or non-action to use, have no save (or occasionally a Reflex save), or possess some other unique and very powerful attribute. There are so many potent disables available with shapechange *that debuffs just aren't that spectacular*.

Creature	Type	Limit	CL	Save	Notes
Archon (all)	Su			Cha+2	Aura of Menace. Hostile creatures within **20 feet** of fighting or angry archons must make a **Will save** or take a **-2 penalty to attack rolls, AC, and saving throws** for 24 hours or until they successfully hit the archon that generated the aura. Resisting or breaking the

					effect protects for 24 hours.
Archon, Throne (BoXD p 162)	Su	Gaze		Cha	**30-ft** range. Neutral (ethical) creatures become **fatigued**. Chaotic creatures become **exhausted**. **Will negates**. Persists until target makes a successful save (one attempt each round). The target can subsequently be affected again.
Crypt Thing (FF p36)	Su	1/day	HD	Cha	Scatter Defilers. This is actually battlefield control, not a debuff, but it's too nifty not to list *somewhere*. **Teleport a number of creatures up to your HD** within a **30-ft burst** of you **1d10x10 feet** in a **random direction**. **Will negates**. Targets **always arrive safely** in the closest open space to the destination, including shifting vertically if necessary. Creatures so transported can't take any actions until their next turn - which basically just means they can't take immediate or readied actions. This isn't particularly potent, but it's a really unique ability. Use this to disperse a crowd without harming them in any way. Although expect them to flip out if you haven't made yourself invisible through other means first.
Demon, Draudnu (MMV p24)	Su	Always active		Cha	Form of Madness. **Permanently sicken all creatures** (except chaotic-evil outsiders) **within 60 feet**. **Will negates**. Can only be cured by *greater restoration*, *heal*, *miracle*, or *wish*. Successful save protects for 24 hours. **Mind-affecting**. This is a tiny debuff, but grab a *fly* spell and *invisibility* and you can apply it to a whole army in short order. That combined with the permanent duration and high bar for curing make it amazing when dealing with army-scale threats. The fluff on this is also pretty gnarly.
Devil, Paeliryon (18	Su	Always active	20	Cha	Intoxicating Scent. Functions as *mind fog* (-10 to Wisdom checks and Will saves), except

HD) (FF p58)					**continuous in a mobile 30-ft radius centered on you**. **Will negates**. Lasts **2d6 rounds** after a target leaves the area (or, more likely, the area leaves the target). Successful save protects for one day. Mind-affecting compulsion effect. This is considerably more useful than a standard *mind fog* because it's so mobile. With 100-ft (poor) flight, you can use this to affect enormous swaths of enemies. Cast *invisibility* and ideally *silence* first so you won't be super conspicuous. Then use this soften up a bunch of enemies for another Will-targeting effect (which can come from your allies and might be limited uses) - or just telling a bunch of nasty lies.
Dragonne	Su	1 per 1d4 rds		Cha	Roar: Non-dragonnes within **120 feet** become **fatigued**, or **exhausted** if within **30 feet**. **Will negates**.
Gauth (lesser beholder)	Su	At will	8		Eye ray as ***ray of exhaustion***. **100-ft range**, **free action**. No save!
Gloom Golem (MM3 p68)	Su	Always active		Cha	Crushing Despair (basically as the spell). **30-ft radius**, **-2 penalty to attack, saves, checks, and weapon damage**. **Will negates**. **Permanent until you die or countered with *good hope***. Sonic, mind-affecting compulsion.
Hound of the Hunt (MM5 p202)	Su	At will		Cha	Hunter's Howl. **Free action**. Creatures within a **120-ft radius spread** (not burst!) are **shaken** for 1 minute. **Will negates**. Successful save protects for 24 hours. Shaken is a fairly weak debuff, and 1 minute is a rather limited duration for it. However, this is a free action with a great area of effect in a form that is quite competent for other things.
Illurien (20 HD) (unique) (MM5 p90)	Su	1/rd			Note: Illurien is, by default, not a legal *shapechange* form. Cloud of Foresight: Impose a **-8 penalty** on a single **attack roll**, **check**, or **saving throw**

					made by an opponent within **60 feet**. **Immediate action**. **No save**.
Jackal Lord (FF p106)	Su	1/day		Cha	Curse of the Jackal. **Permanently transform a target into a jackal** (using a dog's stats) or back. **Will negates**. Unfortunately this functions as *polymorph* rather than *baleful polymorph*, so the target keeps its class features and never loses its mind, but the good news is that it targets Will instead of Fort. Beware of enemies with both Stilled Spell and Silent Spell or with spell-like or supernatural abilities. And druids because Natural Spell.
Malastor (20 HD) (MM5 p100)	Su			Dex (14)	Avalanche Wave. But for the **crappy save DC**, this would be so cool! **Bury creatures in a 400-ft line** (10 feet high) **or one airborne creature** up to 400 feet above the ground (presumably up to 400 feet away laterally). A **Reflex save** halves the 8d6 damage and negates the burial. Targeting Reflex partially offsets the very sad save DC, but it's still hugely limiting. It's a damn shame, because if it was based off of Con (even if it also required a ranged touch to hit airborne foes) it'd be amazing. As-is, it's really only useful against enemies with low Dex, poor Reflex saves, and Hit Dice roughly comparable to your own.
Ruin Chanter (20 HD) (MM5 p132)	Su	At will		Cha	Infirmity of Body. Impose a **-6 penalty to each of Str, Dex, and Con**. **No range limit**? Lasts **1 hour** or until subject receives *remove curse*. Target's body appears cosmetically aged for the duration. **Fort negates**. Cannot be applied simultaneously with Infirmity of Mind. This should stack with the "exhausted" condition if you really want to cripple someone.
Siabrie (web)	Su	1/hr		Cha	Sonorous Voice. Intelligent creatures within a range of **1 mile per minute of concentration** (starting immediately - it grows every minute) must make a **Will save** each round. Each

					failed save **escalates fear** by one category, starting with Shaken on the first failure and ending with Unconscious on the fourth instead of Cowering. The condition last as long as the Siabrie continues concentrating, plus 1d10 rounds. Notably, the ability doesn't specify that moving out of range (which would require traveling 528 feet per round directly away from the Siabrie) ends the effect, but it probably should. There also is theoretically no limit on how large this can get except for the duration of your *shapechange* spell - which means you can cover a 170-mile radius minimum if you're willing to keep it up long enough. Doing so without question crosses the Cheese boundary.
Siege Beetle (20 HD) (MM5 p152) *-or-* **Siege Beetle, advanced colossal** (27 HD) (MM5 p152)	Ex	At will		Str (40) *-or-* Str (48)	Surging Trample. This is **battlefield control**, not a debuff. Move up to double your speed (on foot or **flying** - your choice I think) as a **full-round action**, dealing 2d6+1½Str (which is considerable) damage to anything up to Huge (or Gargantuan for advanced) size that doesn't get out of your way and **pushing it in front of you to the end of your movement**. Getting out of your way requires making a **Reflex save**; those who forgo the save get an attack of opportunity at a -4 penalty instead. Because the save DC is based on your excellent Strength and targets Reflex, this should be super effective. Since you can fly, albeit clumsily, feel free to push your enemies off cliffs with this. Some important notes: 1. I interpret this as an augmented standard trample, hence the full-round action, double your speed, size limitation, and penalty on the attack of opportunity.

					2. I'm not 100% certain about being able to do this while flying, but I think the justification is sound. Between pushing everything along the front of the movement and the relatively low damage dice, this seems like more of a continuous Slam attack than indiscriminately smashing people with your feet - and in that case, it shouldn't matter whether you're walking or flying. Ask your DM before using it this way. 3. Even if your DM doesn't usually allow HD-advanced forms - and she really should[25] - the ecology for siege beetles explicitly states that the base 20-HD form is the larva, with full adulthood coming at 30 HD, so the advanced colossal form should be fair game.

Debuff, Negative Levels

In order to be listed here, a debuff must either affect a very large number of creatures, be a free action or non-action to use, have no save (or occasionally a Reflex save), or possess some other unique and very powerful attribute. There are so many potent disables available with shapechange *that debuffs just aren't that spectacular*.

Creature	Type	Limit	CL	Save	Notes
Beholderkin Director (LoM p138)	Su	At will	8	Cha	Eye ray. **One negative level**, **Fort negates**. **120-ft** range, **free action**. This is overall a fairly crappy version of *enervation*, but it can be combined with *slow* or *minor image*, both of which are also free actions.
Inevitable, Kolyarut (construct)	Su	At will	13		***Enervation***, as the spell. **200-ft** range.

[25] See Assumptions section

Debuff, Slow

In order to be listed here, a debuff must either affect a very large number of creatures, be a free action or non-action to use, have no save (or occasionally a Reflex save), or possess some other unique and very powerful attribute. There are so many potent disables available with shapechange *that debuffs just aren't that spectacular*.

Creature	Type	Limit	CL	Save	Notes
Beholder	Su	At will	13	Cha	Eye ray - **150-ft** range, **free action**. One target, **Will negates**.
Beholder Hive Mother (20HD) (Lords of Madness p136)	Su	At will	20	Cha	Eye ray - **240-ft** range, **free action**. One target, **Will negates**.
Demon, Skulvyn (FF p54)	Su	Always active		Cha	Slow Aura. Affects **all living creatures that come within 30 feet**. Lasts 4 rounds. **Will negates**. Successful save protects for one day.
Dragon, Copper	Su	1 per 1d4 rds		Con (17-21)	Breath weapon. **40- or 50-ft cone. 1d6+Age** (6-8) **rounds**. **Fort** negates.

Defense, Magical

Most of these forms have solid energy resistances, spell resistance, and/or condition immunities. A handful are included solely because you may use them in combat for other reasons, including physical defenses and offensive prowess.

Vulnerable 0 10 20 30 Immune

Creature	Acid	Cold	Electric	Fire	Sonic	SR	Immunities
Abomination, Chichimec (27 HD) (epic)		10	Immune	10		33	Ability damage Ability drain Energy drain Massive damage Mind-affecting Petrification Polymorphing
Abomination, Marruspawn (20HD) (Sandstorm p173)		20		Immune		32	Ability drain Ability damage Energy drain Massive damage Petrification

							Mind-affecting Polymorph
Angel, Planetar	Immune	Immune	10	10		30	Mental control Petrification Spells up to 3rd
Angel, Solar (22 HD)	Immune	Immune	10	10		32	Mental control Petrification Spells up to 3rd
Annihilator (20 HD) (Underdark p79)						31	
Archon, Trumpet			Immune			29	Mental control Petrification
Archon, Throne (BoXD p162)			Immune			30	Mental control Petrification
Behemoth Gorilla (21 HD)						30	
Bone Ooze (20 HD) (MMII, p36)						32	Flanking Mind-affecting Poison Sleep Paralysis Stunning Precision dmg Polymorph
Chronotyryn (Fiend Folio, p33)	20	20	20	20	Immune	31	
Concordant Killer (19 HD) (MM4 p34)	Immune	Immune	Immune	Immune		30	Petrification Poison
Cryohydra		Immune					
Demon, Balor (20 HD)	10	10	Immune	Immune		28	Poison
Demon, Klurichir (20 HD) (FF p48)			Immune	Immune		36	Poison
Demon, Kelvezu (MM2 p61)	10	10	Immune	10		26	Evasion (Dex 31) Poison Uncanny Dodge
Devil, Horned	10	10		Immune		28	Poison

Devil, Pit Fiend	10	10		Immune		32	Poison
Dragon, Black	Immune					17 23	Paralysis Sleep
Dragon, Blue			Immune			19 22	Paralysis Sleep
Dragon, Bronze			Immune			20 25	Paralysis Sleep
Dragon, Force (20+ HD) (epic)						24 27	**Force** Paralysis Sleep
Dragon, Gold		x1.5		Immune		21 25	Paralysis Sleep
Dragon, Prismatic (23+ HD) (epic)						24 30	Blindness **Light** Paralysis **Prismatic** Sleep
Dragon, Red		x1.5		Immune		19 24	Paralysis Sleep
Dragon, Silver	Immune	Immune		x1.5		20 26	Paralysis Sleep
Dragon, White		Immune		x1.5		16 23	Paralysis Sleep
Dread Wraith							Ability drain Ability dmg, phys Death effects Disease Energy drain Exhaustion Fatigue Fort (-object) **Incorporeal** Massive damage Mind-affecting Negative energy* Non-lethal dmg Paralysis Poison Precision dmg Sleep Stunning
Eladrin, Ghaele		10	Immune	10		28	Mental control Petrification Spells up to 3rd

Ephemeral Swarm (MM3 p50)							Ability drain Ability dmg, phys Bull rush Death effects Disease Energy drain Exhaustion Fatigue Fort (-object) Grappling **Incorporeal** Massive damage Mind-affecting **N-target effects** Negative energy* Non-lethal dmg Paralysis Poison Precision dmg Sleep Stunning Tripping **½ weapon dmg**
Garngrath (28 HD) (MM5 p60)	20	20	Immune	Immune	Immune	33	20% miss chance Ability damage Energy drain **Illusions** Insanity
Geriviar (26 HD) (MM3 p52)			Immune		Immune	28	Disease Mind-affecting Poison
Giant, Storm (19 HD)			Immune				*Freedom of Movement*
Gloom (25 HD) (epic)						35	
Golems (all) (construct)						∞	Ability damage Ability drain Death effects Disease Energy drain Exhaustion Fatigue Fort (-object) Massive damage Mind-affecting **Necromancy** Non-lethal dmg Paralysis Poison Precision dmg Sleep Stunning

Golem, Demonflesh (24 HD) (FF p86)	20	20	Immune	20		∞ Except lawful and good spells	Ability damage Ability drain Death effects Disease Energy drain Exhaustion Fatigue Fort (-object) Massive damage Mind-affecting **Necromancy** Non-lethal dmg Paralysis Poison Precision dmg Sleep Stunning
Golem, Prismatic (20 HD) (MM3 p71)						∞	Ability damage Ability drain Death effects Disease Energy drain Exhaustion Fatigue Fort (-object) **Incorporeal** Massive damage Mind-affecting **Necromancy** Non-lethal dmg Paralysis Poison Precision dmg Sleep Stunning
Guardinal, Leonal		10	Immune		10	28	Mental control Petrification Spells up to 3rd
Ha-Naga (20 HD) (epic)						30	
Hellfire Wyrm (23 HD) (MM2 p125)		x1.5		Immune		37	Paralysis Sleep
Hoary Steed (epic)		Immune		x1.5		20	Mental control Hold
Hound of the Hunt (20 HD) (MM5 p202)			Immune			25	Exhaustion Fatigue *Freedom of Movement* Mind-affecting
Kalaraq Quori (18 HD) (SoS p156)	10	10		10		29	Charm Fear

							Incorporeal Sleep
Molydeus (FC1 p45)	10	10	Immune	10		30	Evasion Poison
Nightshade (any) (undead)		Immune				27 29 31	Ability drain Ability dmg, phys Death effects Disease Energy drain Exhaustion Fatigue Fort (-object) Massive damage Mind-affecting Negative energy* Non-lethal dmg Paralysis Poison Precision dmg Sleep Stunning
Nishruu (MoF p67)		10				∞	**All direct spells** except Fire and Cold damage Mind-affecting
Psion Killer (psionic)						∞ Psi only	Ability damage Ability drain Death effects Disease Energy drain Exhaustion Fatigue Fort (-object) Massive damage Mind-affecting **Necromancy** Non-lethal dmg Paralysis Poison Precision dmg Sleep Stunning
Pyrohydra				Immune			
Quesar (BoXD p180)			Immune	Immune		18	Ability damage Ability drain Death effects Disease Energy drain Exhaustion Fatigue Fort (-object) Massive damage

							Mind-affecting **Necromancy** Non-lethal dmg Paralysis Poison Precision dmg Sleep Stunning
Shredstorm (MM3 p153)			Immune				Ability damage Ability drain Bull rush Death effects Disease Energy drain Exhaustion Fatigue Flanking Fort (-object) Grappling Massive damage Mind-affecting **Necromancy** Non-lethal dmg Paralysis Poison Precision dmg Sleep Stunning Tripping **Weapon dmg**
Spirit of the Land (20 HD) (MM2 p189)						34	
Titan						32	
Xorn (any)		Immune	10	Immune			Flanking
Will-O'-Wisp						∞	**Invisible**
Zodar (Fiend Folio p199)	Depending on DM interpretation of the definition of "Attack", Zodar may be **immune to all damage** sources except bludgeoning weapons, including spells and energy damage, and potentially all negative effects, period. It is indisputably immune to non-bludgeoning weapon damage.						Ability damage Ability drain Death effects Disease Energy drain Exhaustion Fatigue Fort (-object) Massive damage Mind-affecting **Necromancy** Non-lethal dmg Paralysis

			Poison Precision dmg Sleep Stunning

Defense, Physical

Each of these forms has at least one solid defensive attribute. Most have both good AC and DR. A handful of forms are included solely because you may use them in combat for their other abilities, including magical defenses or offensive prowess. Regeneration is specifically emphasized because it means you cannot die from damage unless you take your initial hit points in damage from bypassing sources - the number is actually largely irrelevant given the damage thrown around at *shapechange* levels.

Creature	**Armor Class**	**Touch** **Flat**	**Damage Reduction**	**Regeneration & Fast Healing**
Abomination, Chichimec (27 HD) (epic)	**39** (+7 Dex, +22 natural)	**17** 32	DR **10** good and epic	Fast healing **10**
Abomination, Marruspawn (20 HD) (Sandstorm p173)	**43** (+4 Dex, +19 natural, +10 insight)	**24** 39	DR **10** magic and adamantine	Fast healing **15** **Touch of the Divine (Ex):** Maximum HP per HD
Angel, Planetar	**32** (-1 size, +4 Dex, +19 natural)	**13** 28	DR **10** evil	**Regeneration 10** evil weapons, evil spells
Angel, Solar (22 HD)	**35** (-1 size, +5 Dex, +21 natural)	**14** 30	DR **15** epic and evil	**Regeneration 15** epic+evil weapons, evil spells
Behemoth Gorilla (21 HD) (epic)	**38** (+8 Dex, -2 size, +22 natural)	**16** 30		
Chronotyryn (Fiend Folio, p33)	**36** (-1 size, +5 Dex, +22 natural)	**14** 31	DR **15** magic	
Demon, Balor (20 HD)	**35** (-1 size, +7 Dex, +19 natural)	**16** 28	DR **15** cold iron and good	

Demon, Jarilith (MM2 p61)	**32** (-1 size, +9 Dex, +20 natural)	**18** 23	DR **15** good	
Demon, Kelvezu (MM2 p61)	**35** (-1 size, +10 Dex, +15 natural)	**20** 25	DR **15** cold iron and good	
Devil, Horned	**35** (-1 size, +7 Dex, +19 natural)	**16** 28	DR **10** good and silver	**Regeneration 5** good+silver weapons, good spells
Devil, Pit Fiend (18 HD)	**40** (-1 size, +8 Dex, +23 natural)	**17** 32	DR **15** good and silver	**Regeneration 5** good+silver weapons, good spells
Dragon, Any (oldest possible, 24-26 HD)	**31 33** (-2 size, +[23,35] natural)	**8** [31,33]	DR **10 15** magic	
Eladrin, Ghaele	**25** (+1 Dex, +14 natural)	**11** 24	DR **10** evil and cold iron	
Eladrin, Tulani (18 HD) (BoXD p171)	**36** (+6 Dex, +20 natural)	**16** 30	DR **15** cold iron or unholy	
Force Dragon, Very Young (25 HD) (epic)	**32+Cha** (-2 size, +Cha **deflection**, +24 natural)	**8+Cha** 32+Cha	DR **10** magic	
Force Dragon, Wyrmling (20 HD) (epic)	**27+Cha** (-2 size, +Cha **deflection**, +19 natural)	**8+Cha** 27+Cha	DR **10** magic	
Garngrath (28 HD) (MM5 p60)	**38** (-8 size, +1 Dex, +15 **deflection**, +20 natural) 20% miss chance	**18** 37	DR **15** epic	
Giant, Ocean (18 HD) (MM2	**26** (-2 size, +2 Dex, +16 natural)	**10** 24	Immune to bludgeoning	

p111)				
Geriviar (26 HD) (MM3 p52)	**37** (-2 size, +1 Dex, +28 natural)	**9** 36	DR **10** adamantine and magic	**Regeneration 8** Acid or cold
Gloom (25 HD) (epic)	**40** (+18 Dex, +12 insight)	**40** 22	DR **10** epic	
Golem, Demonflesh (24 HD) (FF p86)	**33** (-2 size, -1 Dex, +26 natural)	**7** 33	DR **15** adamantine and good	
Golem, Iron (construct)	**30** (-1 size, -1 Dex, +22 natural)	**8** 30	DR **15** adamantine	
Golem, Prismatic (construct) (20 HD) (MM3 p71)	**36** (-1 size, +11 Dex, +16 **deflection**) **incorporeal**	**36** 25	DR **10** evil	
Golem, Shadesteel (construct) (18 HD) (MM3 p72)	**33** (+3 Dex, +20 natural)	**13** 30	DR **10** adamantine and magic	
Golem, Greater Shadesteel (construct) (27 HD) (MM3 p72)	**33** (-1 size, +2 Dex, +22 natural)	**11** 31	DR **15** adamantine and magic	
Guardinal, Leonal	**27** (+3 Dex, +14 natural)	**13** 24	DR **10** evil and silver	
Ha-Naga (20 HD) (epic)	**40** (-8 size, +14 Dex, +24 natural)	**26** 16	DR **5** epic	
Hellfire Wyrm (23 HD) (MM2	**36** (-2 size, +28 natural)	**8** 36	DR 15 epic	

p125)				
Hydra, 12-headed (any)	**22** (-2 size, +1 Dex, +13 natural)	**9** 21		Fast healing **22**
Hound of the Hunt (20 HD) (MM5 p202)	**35+**[26] (-1 size, +11 Dex, +15 natural)	**20** 24	DR **10** cold iron and magic	
Inevitable, Marut (construct)	**34** (-1 size, +1 Dex, +16 natural, +8 built-in full plate armor)	**10** 33	DR **15** chaotic	Fast healing **10** except damage from chaotic weapons
Inevitable, Quarut (construct) (18 HD) (FF p102)	**31** (+1 Dex, +7 armor, +13 natural)	**11** 30	DR **15** chaotic and adamantine	Fast healing **15** except damage from blessed and chaotic weapons
Inevitable, Varakhut (construct) (22 HD) (FF p103)	**35** (-1 size, +2 Dex, +8 armor, +16 natural)	**12** 33	DR **20** chaotic and adamantine	Fast healing **20** except damage from blessed and chaotic weapons
Kalaraq Quori (18 HD) (SoS p156)	**17+Cha** (+7 Dex, +Cha **deflection**) **incorporeal**	**17 +Cha** 25+Cha	DR **15** crsyteel and good	**Regeneration 5** good+crysteel, good spells
Molydeus (19 HD) (FC1 p46)	**33** (-1 size, +6 Dex, +18 natural)	**17** 26	DR **15** cold iron and good	Fast healing **30**
Night Twist, Ancient (25 HD) (MM3 p111)	**32+Cha** (-2 size, -2 Dex, +26 natural, +Cha **deflection**)	**6+Cha** **32+Cha**		
Nightcrawler (25 HD) (undead)	**35** (-4 size, +29 natural)	**6** 35	DR **15** silver and magic	

[26] Total Freedom ability allows you to wear any barding and ignore the max Dex bonus on it. You'd have to take the time to put it on, but you could reliably add another +10 without even affecting your move speed

Nightwalker (21 HD) (undead)	**32** (-2 size, +2 Dex, +22 natural)	**10** 30	DR **15** silver and magic	
Ogre Mage	~~**Survives decapitation** if head reattached within 10 minutes. Use in conjunction with *foresight*. If an enemy with a vorpal weapon rolls a Natural 20 against you and confirms the critical, you get enough warning to change into an ogre mage so a buddy can put you back together after the fight.~~ This has a cool feel to it, but you could also just change into something that either doesn't have a head or doesn't care if it loses said head. Like Dread Wraith or Prismatic Golem.			
Prismatic Dragon, Very Young (28 HD) (epic)	**35+Cha** (-2 size, +Cha **deflection**, +27 natural)	**8+Cha** 35+Cha	DR **10** magic	
Prismatic Dragon, Wyrmling (23 HD) (epic)	**30+Cha** (-2 size, +Cha **deflection**, +22 natural)	**8+Cha** 30+Cha	DR **10** magic	
Titan (20 HD)	**28** (-2 size, +1 Dex, +19 natural)	**8** 27	DR **15** lawful	
Will-O'-Wisp	**29** (+1 size, +9 Dex, +9 **deflection**) natural invisibility	**29** 20		
Zodar (Fiend Folio p199)	**28** (+3 Dex, +10 natural, +5 **deflection**)	**18** 25	DR **∞** bludgeoning	

Defense, Special

This category includes any kind of unusual defensive option not described under Magical Defense or Physical Defense.

Creature	Type	Limit	CL	Save	Notes
Ragewalker (22 HD) (MM3 p132)	Su				**Reflect all ranged weapons and projectiles back at the attacker**. The attacker compares his attack roll against his own AC instead of the Ragewalker's and takes the damage if it hits. It is unclear if special damage along the

					lines of sneak attack applies to reflected attacks - ask your DM. As far as I can tell, this affects even siege weapons. It does not, however, work against direct spells with ranged touch attacks (*fire seeds* would be reflected because it's indirect - you throw a projectile that the spell creates). It should work just fine against thrown alchemical splash weapons, though.

Destruction, Misc

Creature	Type	Limit	CL	Save	Notes
Androsphinx	Su	3/day		Cha	Roar. **50 points** of damage to **stone or crystalline** objects within **90 feet**. Ref negates for magic and attended objects only.
Annihilator (20 HD) (Underdark p79)	Su	At will		Con	Chew through just about any obstacle at a speed of 10 feet per round with **at-will *disintegrate***.
Dastrachan	Su	At will		Cha	Destructive harmonics - material. **Choose wood, stone, metal, or glass**. **80-ft cone** or **30-ft radius** from self. Affects objects with **up to 30 hp**. **Fort negates**.
Delver	Ex			Con (21)	Successful slam attack **dissolves target's armor** and **clothing**. **Striking weapons** also dissolve. **Ref negates**. Also deals 2d6 acid damage per round when touching organic creatures or objects, 4d8 for metallic, and 8d10 for stony.
Linnorm, Gray (MM2 p141)	Su	1 per 1d4 rds		Con (20)	Acid breath weapon dissolves non-magical metal weapons and armor in 1d6+5 rounds. It should also work on unattended, non-magical metal objects.
Magmin	Ex			Con (13)	Any **metal weapon** striking a magmin must make a **Fort save** or melt away into **slag**. Low Constitution score, so **save DC is terrible**, but it's fun. Note that striking melee weapons are inherently attended, so they use the wielder's saving throw bonus.

Nightwalker (21 HD) (undead)	Su	At will		Str (38)	**Crush item** up to Large size. Affects magic items but not artifacts. **Fort negates** (object). If in possession of another creature, must **Disarm first**.
Nightwing (undead)	Su	At will		Cha	Permanently **drain one point of enhancement bonus** from touched magic **armor**, **weapon**, or **shield**. **Fort negates**. Items losing full enhancement bonus become masterwork, losing any special abilities (i.e. flaming). Can be restored via *dispel evil* with a DC 29 caster level check if cast within CL days.
Ooze, (Elder) Black Pudding (10 or 20 HD)	Ex			Con (22 or 28)	**Destroy armor and clothing** on successful melee attack or Constrict, as well as any metal or wooden weapon that strikes the black pudding. **Ref negates**. 21 acid damage to any metal or wooden object for each full round the pudding remains in direct contact, no save.
Rust Monster	Ex			Con+4 (13)	Instantly dissolve up to a **10-foot cube of any metal** just by touching it with antennae (melee touch attack). **Magic items** made of metal get a **Reflex save** to avoid being dissolved. Any metal melee weapon that damages a rust monster corrodes instantly, possibly with no saving throw.
Spellgaunt (MM2 p188)	Su			Cha	Disjunctive Bite. **Magic item** bitten becomes non-magical. **Will negates**. 33% chance to destroy artifacts, and *you* must make a DC 25 **Fort save or you die instantly**.

Disintegrate

Creature	Type	Limit	CL	Save	Notes
Annihilator (20 HD) (Underdark p79)	Su	At will (touch attack)		Dex (21), Con (13)	Disintegration. As written, target is **disintegrated** as though reduced to 0 hp with the spell - **no damage roll required**. **Fort partial** for 5d6 damage (target does not disintegrate on successful save even if reduced to 0 hp).

					Intended behavior is probably for it to function entirely as the spell with caster level equal to hit dice. This is the Annihilator's sole weapon attack, and it can make two attacks per round with a Full Attack (three with *haste*). Having no need to roll damage on a failed save and not being subject to spell resistance, this would be strictly better than the *disintegrate* spell if not for the lousy save DC (due to low Constitution score). Use this to kill squishy casters or any time an inanimate object rudely stands in your path - including a *wall of force*.
Beholder	Su	At will	13	Cha	Eye ray - **150-ft** range, **free action**. **Fort partial**.
Beholder Hive Mother (20HD) (Lords of Madness p136)	Su	At will	20	Cha	Eye ray - **240-ft** range, **free action**. **Fort partial**.
Quesar (BoXD p180)	Su	3/day	11	Cha	**15-foot radius**. **22d6** damage, or **5d6** on successful **Fort save**. As the spell, so objects should just be straight-up disintegrated.
Spirrax (26 HD) (MM5 p166)	Su	1 per 1d4 rds		Con (25)	Void Blast. **30d6** damage in a **30-foot radius burst** (probably centered on you) or a **120-ft line**. **Reflex half!** Yes, that's right - this targets Reflex rather than Fort and deals half damage on a successful save. A shame the save DC is Con-based, but targeting Reflex mostly makes up for it. This isn't specifically listed as a disintegrate effect, but any creature reduced to 0 hp is rendered a fine power with equipment unaffected, so it's basically the same thing. Unfortunately there's nothing about automatically disintegrating objects.

Dispel Magic

Creature	Type	Limit	CL	Save	Notes
Beholderkin Overseer (LoM p139)	Su	At will	14		Eye ray. As targeted *greater dispel magic*. **180-ft range**, **free action**. Can be prepared as a **counterspell** but must then hit the spellcaster (**ranged touch**). It's unclear if "preparing" the free action is the same as readying an action, which puts your turn on hold until the conditions are met.
Eladrin, Shiradi (BoXD p170)	Su	At will	12		Shard of Light form imposes **targeted *greater dispel magic*** on creatures hit with **Slam attack**. Low Strength score (20) so hitting is definitely not a given. Counts as a Ghost Touch attack for hitting incorporeal creatures.
Guardinal, Cervidal (MM2 p43)	Su	At will	20		Targeted dispel against **illusions only**. **Automatic** success. Requires **touching** illusion with horns.
Magerippper Swarm (MM4 p98)	Su	At will	HD		Hit each creature in your space with a dispel effect, attempting to dispel one effect selected randomly rather than the highest level effect. This is relatively weak since you can only attempt to dispel one effect per target. The form is also pretty weak defensively. However, it's the only unrestricted dispel option from the entire Monster Manual line.
Moon Dog (BoXD p179)	Su	At will	HD		**Automatically** dispel **all illusion effects** within **50 feet**… by *whining at them*. "But Moooommmmmm!"
Prismatic Golem (20 HD) (MM3 p71)	Ex				Eat a *prismatic wall* or *prismatic sphere* by touching it. This also heals you for 3d8+15 damage.
Psion Killer (psionic)	Su	At will	HD		*Dispel psionics* as a free action once per round. Area dispel, 30-foot radius burst. 1d20+10 on the dispel check.
Sarkrith Spelleater	Su	At will	20		Dispelling ray. **Ranged touch attack** with the effect of a **targeted *greater dispel magic***.

(Fiend Folio p145)					

Divination, Misc

Creature	Type	Limit	CL	Save	Notes
Archon, Warden (BoXD p163)	Su				Automatically knows the **alignment of every creature within 60 feet**. *Misdirection*, *undetectable alignment*, and other typical methods of masking alignment are ineffective (ask your DM about *mind blank*). Might be able to sense creatures by their alignments even if you don't already know they're present.
Eladrin, Shiradi	Su				Automatic awareness (but not necessarily identification) of **any Enchantment effect within 20 feet**.
Elemental Weird (any) (MM2 p90)	Su	At will	18	Cha	Duplicate any of the following spells as f**ree action**s: ● *Analyze dweomer* ● *Clairaudience/clairvoyance* ● *Contact other plane* ● *Detect thoughts* ● *Discern location* ● *Find the path* ● *Foresight* ● *Greater scrying* ● *Legend lore* ● *Locate creature* ● *Locate object* ● *Tongues* ● *True seeing* ● *Vision*
Illurien (20 HD) (unique) (MM5 p90)	Su	Always active			Note: Illurien is, by default, not a legal *shapechange* form. Pointed Knowledge: **Instantly know facts about people you speak to telepathically**. Such facts include their age, where they were born, and the important events of their lives. You can understand all languages.

Intellect Devourer (psionic)	Su				Body Thief. Consume the brain and occupy the body of any dead creature of at least Small size to **learn basic information about its identity and personality**. If something tried to kill you and you want to know who it was, this gets you a nice head start. Once you know who it is, you can **use Elemental Weird's *legend lore* to learn more** about them if they're of any significance.
Iron Cobra (FF p103)	Su	At will	12		Stalk Victim functions as ***locate creature*** for any creature whose name you know.
Vitreous Drinker (undead) (MM4 p174)	Su	On hit		Cha	Spectral Ravens. Create and control tiny incorporeal raven-like objects that act as remote eyes and ears for you. They have 100-ft perfect flight. You can control them as a free action so long as you're on the same plane and are constantly aware of what they see and hear. They cannot take independent action or physically affect the world around themselves - observation only. Each raven has 5 hp and AC 15. You start with 24, and it takes one day of elapsed time to regain any that are destroyed.
Wilora (Waterdeep p141)	Su	At will		Cha	Memory Snatching Gaze. Rummage through the memories of a willing or helpless target within 30 feet to get a telepathic answer to one telepathic question per round. **Will negates**, **new save each round** - but you can force a victim to become willing with Wilora's Hypnotic Song (also 30-ft range, Will negates). Mind-affecting.

Dominate Monster

Creature	Type	Limit	CL	Save	Notes
Beholderkin Director (LoM p137)	Su	At will		Cha	Verminbond. **Only affects vermin**. **Full-round action**, **will negates**. Requires **melee touch** attack. **Permanent** or until physical contact breaks.

					Must use as mount and make **ride checks** (at 12 Dex but with +8 racial bonus) to control in combat. While using as a mount, you and the vermin each share half damage with each other. You also both benefit from the director's Deflection ability, adding your Cha bonus to AC and Reflex saves for both of you. This is pretty niche and limited, but it's also the only dominate effect that works on vermin, which are normally immune to mind-affecting effects. If you stumble upon a colossal monstrous scorpion, nab it with this - not because it's the most effective thing you can do, but because it's hilarious.
Beholderkin Overseer (LoM p139)	Su	1 per round	14	Cha	Eye ray. As ***suggestion*** spell. **Free action**. **180-ft range**, **Will negates**.
Blood Fiend (undead) (FF p47)	Su	At will	18	Cha	**30-ft** range, **Will negates**. Sighted creatures only.
Formian Taskmaster	Su	At will	10	Cha	Any creature up to **Large size**, limit **4 at once**, Successful save blocks for 24 hours.
Vermin Lord (25 HD) (MM3 p184)	Su	At will	20	Cha	**100-ft range**, **vermin only**. **Will negates**. Command **up to 10** vermin at once. Most vermin have crappy will saves, so this should be quite successful.

Dominate Person

Creature	Type	Limit	CL	Save	Notes
Beholderkin Overseer (LoM p139)	Su	At will	14	Cha	Eye ray. **180-ft range**, **free action**. As the spell. **Will negates**.
Kopru (MM2 p134)	Su	1/day	10	Cha	As the spell, except the range is **180 feet** and the duration is **8 days**. **Will negates**.
Vampire	Su	At will	12	Cha	**30-foot** range, standard action, **Will negates**.

(undead) (template)					
Vampire Spawn (undead)	Su	At will	5	Cha	**30-foot** range, standard action, **Will negates**.

Earth Glide

Move at land or burrow speed through any non-metal earthen material. Leaves no trace of passage. This also allows you to simply take shelter within the earth itself, which is a fantastic way to hide if you somehow find yourself in a situation you can't cope with or need time to buff.

Creature	Type	Limit	CL	Save	Notes
Archon, Hammer (RoS p188)	Ex				Earth elementals are beefier, but hammer archons have *greater teleport* (as all archons do) and can teleport into stone. Pop out of the ground for a great surprise attack. Note that you can change to something else with earth glide before popping out. The reverse also works if you get hit with *dimensional anchor* - sink into the ground to get away and then teleport out at your earliest convenience. This form also has humanoid hands and speech, so even non-druids can cast spells unfettered from within the ground.
Elemental, Earth (any)	Ex				Elemental immunities.
Gravecrawler (25 HD) (MM2 p118)	Ex				Undead immunities, spell resistance 30, and tremorsense.
Oread (FF p134)					Not actually better than any of the other options, but stylish.
Maulgoth (20 HD) (FF p123)	Ex				**60-ft Earth Glide**! Superb defenses for an Earth Glide form, too: AC 39, SR 37, DR 15/magic adamantine.

Electricity Immunity

See "Defense, magical"

Energy Immunity, Force

Force is not a simple energy type, but better to keep it with the other energy immunities.

Creature	Type	Limit	CL	Save	Notes
Force Dragon, Very Young (25 HD) (epic)	Ex				Cannot be harmed by force effects. Pass through *wall of force* unimpeded.
Force Dragon, Wyrmling (20 HD) (epic)	Ex				Cannot be harmed by force effects. Pass through *wall of force* unimpeded.

Energy Resistance

See "Defense, magical"

Evasion

Creature	Type	Limit	CL	Save	Notes
Behemoth Eagle (21 HD) (epic)	Ex				Dex 34
Molydeus (19 HD) (FC1 p46)	Ex				Dex 22
Moon Dog (BoXD p179)	Ex				Improved evasion. Dex score is lousy though (15), so unless you have good Reflex saves this is mostly useful for ensuring half damage. Although the Moon Dog does also get a +2 luck bonus to all saving throws, so it's not as poor as it could be.

Extra Actions

Creature	Type	Limit	CL	Save	Notes
Choker	Su				Extra standard or move action each round.
Chronotyryn (Fiend Folio, p33)	Su				Dual Actions. **Take two full sets of actions every round**. See “Cheese” for more details.
Golem, Shadesteel (construct) (18 HD) (MM3 p72)	Su			Con (none)	Negative Pulse Wave. **Free action**. Blast of negative energy **every 1d4+1 rounds**. 40-ft radius from self, **12d6** damage, **Fort half**. Breaks any turning effect on undead.
Hydra					**Attack with all heads** even when moving or charging. Each head gets its own attack of opportunity, and multiple heads may attack for a single opportunity.
Nagahydra (18 HD) (SK p77)					**Cast 5 spells per round** - one for each head. See “Cheese” for more details.
Nilshai (UE p67)	Ex				Fearsome Celerity. Gain **one extra Standard Action per round**. Strictly inferior to Chronotyryn, but less likely to be banned.
Serpentir (MM5 p158)	Ex				Dual Actions. **Take two full sets of actions every round**. Same deal as Chronotyryn, only less well-known and therefore less ban-prone. You should still clear this with your DM first. However, at least you’re not starting from the perspective of “Chronotyryn is banned because everyone bans Chronotyryn”.
Spell Weaver (MM2 p187)	Ex				**Cast 1 spell level from each of 6 arms**. You can cast 6 1st-level spells or 3 2nd-level spells. Mix and match as you like. Use *girallon’s blessing* to get another pair of arms if you want to cheese it.

Extra-Sensory Perception

Creature	Blind-sight	Detect Magic	True Seeing	Other	Notes
Abomination, Chichimec (27 HD) (epic)	500 feet				
Abomination, Marruspawn (20 HD) (Sandstorm p173)	120 feet				
Archon, Warden (BoXD p163)				Discern alignment 60 feet	Automatically know the alignment of every creature in range. Defeats *misdirection* and *undetectable alignment* (ask DM about *mind blank*). May allow you to sense unseen creatures even if you don't otherwise know they're present.
Balhannoth (MM4 p15)		120 feet on steroids			Dweomersight. Sense the presence and position of magic auras within 120 feet, automatically determining strength and school. Pinpoint the location of any creature with active spells, carrying magic items, or otherwise using magic. Notice anything within the area of any magical or supernatural area effect - including everything within 20 feet of you due to your Dimensional Lock Aura.
Bone Naga (undead) (MM2 p35)				*Detect thoughts* 60 feet, continuous (CL 9, Cha)	Always active

Bone Ooze (20 HD) (MM2 p36)	150 feet				
Chronotyryn (Fiend Folio p33)		60 feet at will (CL 20)			Dual actions allows for use while doing other stuff
Concordant Killer (19 HD) (MM4 p34)			120 feet always active (CL 19)	All *detect [alignment]* spells continuously.	Suppress or resume some or all *detect [alignment]* spells as a free action. Nice elemental immunities.
Crawling Head (28 HD) (FF p35)			120 feet always active (CL 28)		Undead immunities!
Demon, Balor (20 HD)			120 feet always active (CL 20)		
Demon, Kelvezu (MM2 p61)		60 feet always active		See invisibility: line of sight, always active	60-ft good flight
Devils (most)				See In Darkness	Unlimited range, includes magical darkness. Barbed, Bearded, Bone, Erinyes, Horned, Ice, Lemure, Pit Fiend
Dragon, Sapphire (MM2 p84)				Sense Psychoportation	Automatically aware of distance and direction to any usage within 10+10/CL feet of a spell or power that enhances movement or allows instant transport. No line of sight required.
Dread Wraith	60 feet			*Deathwatch* 60 ft, continuous	Blindsight detects living creatures only
Eladrin, Shiradi (BoXD p170)					Enchantment Awareness: Automatically aware of

					Enchantment effects affecting creatures within 20 feet
Elder Brain (26 HD) (LoM p144)	240 feet			Mindsight 350 feet	**Automatically aware of any thinking creature** within telepathy range that is not shielded by *mind blank* or similar protections. Line of effect is irrelevant regardless of barrier composition.
Elemental Weird (any) (MM2 p90)			120 feet (CL 18)		Free action. **Can cast on others**.
Ethereal Filcher		60 feet at will (CL 5)			
Ethergaunt (all) (FF p64)				Total Vision 40 feet	**Perfect perception of all creatures and objects within 40 feet**. This renders the Search skill entirely obsolete. **Does not need line of sight or line of effect**. May pierce Darkstalker - ask your DM.
Gloom (25 HD) (epic)	60 feet				
Greenvise (MM2 p120)				Woodsense 60 feet	Sense the location of any creatures or objects in contact with vegetation, even if the Greenvise is not in contact with said vegetation. It is not clear how much detail you get about each creature - ask your DM.
Guardinal, Avoral			120 feet (CL 14)		**Must concentrate for 1 round and maintain concentration**. Listed only because it's the sole Core

					option available at minimum caster level.
Kalaraq Quori (18HD) (SoS p156)			120 feet always active	See In Darkness All-around vision - cannot be flanked	20 reusable ***greater prying eyes*** per day (spent if destroyed) See In Darkness has unlimited range and includes magical darkness.
Mageripper Swarm (MM4 p98)		30 feet			Automatically detect the location and school of every spell effect **or creature capable of casting spells or using SLAs** within range. The effect detection is strictly worse than Balhannoth, which is in the same book, but nothing else I know of can auto-detect spellcasters without *any* viable counter and without having to target them specifically.
Malastor (20 HD) (MM5 p100)	1200 feet!			Tremorsense 1200 feet!	
Mindshredder Zenthal (MM3 p104)				Thought Sense 60 ft	Automatically detect living creatures with an Int score of 3 or higher. Does not require line of effect but is blocked by 3 feet of dirt or wood, 1 foot of stone, 1 inch of common metal, or a thin sheet of lead.
Molydeus (19 HD) (FC1 p46)			120 feet always active	All-around vision - cannot be flanked	*True seeing* cannot be dispelled
Neothelid (25 HD) (psionic)	100 feet				
Ooze (any)	60 feet				

(default Elder Black Pudding)					
Porpoise	120 feet				Aquatic. Silence negates blindsight.
Prismatic Golem (20 HD) (MM3 p71)	60 feet				Continuously radiates illumination as a *daylight* spell
Rakshasa *-or-* Rakshasa, Naztharune (MM3 p136)				*Detect thoughts* 60 feet, continuous (CL 18, Cha)	Free action to suppress or resume. Also has Change Shape with an extra racial bonus to Bluff and Disguise checks, making this the best infiltration form available. Naztharune Rakshasa (non-Core) is strictly better, granting the same abilities but with better stats, Improved Evasion, Improved Uncanny Dodge, and Hide in Plain Sight.
Runehound (MM3 p145)	500 feet!				Plus Uncanny Dodge
Spellgaunt (MM2 p188)		120 feet always active			**No concentration required**. **Immediately sense aura strength** of each magical item and effect.
Steel Predator (FF p164)		120 feet always active - see notes			Sense the presence of any **metallic magic items** within 120 feet. **No line of effect necessary**, and it's not subject to the usual divination-blocking materials. Just don't forget to not eat what you find.
Teratomorph (28 HD) (MM2 p194)	240 feet				**Automatically notice creatures** even if they are hiding or moving silently.

Yrthak	120 feet				Depends on hearing (blind if deafened). **60-ft average flight**.

Fire Immunity

See "Defense, magical"

Flight

Note that any form can get 90-ft Good flight from the 2nd-level druid spell *master air* (SpC p139). It's only 1 round/level, but that's forever in combat. Great candidate for a lesser quicken metamagic rod. It can also be cast with Persistent Spell metamagic.

Speed	**Poor or Average**	**Good**	**Perfect**
90 ft		Angel, Planetar Archon, Trumpet Concordant Killer (19 HD) (MM4 p34) Demon, Balor Guardinal, Avoral	Hound of the Hunt (20 HD) (MM5 p202)
100 ft		Angel, Astral Deva	
120 ft			Ha-Naga (20 HD) (epic) Siabrie (web)
150 ft		Angel, Solar (22 HD)	Eladrin, Ghaele (**incorporeal** globe form)
160 ft	Behemoth Eagle (21 HD) (epic)		
180 ft	Astral Dreadnought (18 HD) (MotP p159)		
200 ft	Dragon *poor* (brass, gold, white), Phoenix *average* (20 HD) (MM2 p168)		Abomination, Chichimec (27 HD) (epic)

250 ft	Force Dragon (20 HD) (epic) Hellfire Wyrm (23 HD) (MM2 p125) Prismatic Dragon (23 HD) (epic)		

Freedom of Movement

Creature	Type	Limit	CL	Save	Notes
Giant, Storm (19 HD)	Su		20		Continuous. Can be dispelled, but free action to restore. Comes with water breathing.
Hound of the Hunt (20 HD) (MM5 p202)	Su				Continuous. **90-ft perfect flight**. Also ignore max Dex bonus from any barding you wear.
Spider Eater	Su		12		Continuous. **60-ft good flight**.

Haste

Creature	Type	Limit	CL	Save	Notes
Golem, Shadesteel (construct) (18 or 27 HD) (MM3 p72)	Ex				**Hasted** for **2d4 rounds** whenever targeted with* any **[light]** spell or **positive energy** effect. If you are capable of casting *shapechange*, you are almost certainly capable of casting *light*, so this is basically free *haste* several times per day (pro-tip: a wand of *light* costs 375 gp). Ask your DM if the effect continues after you change form (but expect the answer to be “no”). *The text actually doesn’t specify that you must be targeted. However, the fixed duration suggests that it’s not merely upon exposure to a [light] spell. Exposure alone would make it significantly more powerful due to the duration of *light*.

Healing

Creature	Type	Limit	CL	Save	Notes
Crawling Head (28 HD) (FF p35)	Su	Limited	HD		Absorb Head. Any Large or smaller creature you behead with Vorpal Bite can be swallowed as a free action. Heads that have been stored at least 1 round can be absorbed as a **free action** to heal you as though targeted with a ***harm* spell** (which, because you're undead, **functions like *heal***) or to grant a +6 enhancement bonus to one ability score for 1 hour. You'll need to prepare this by biting off a bunch of heads up front. Since you need to roll at least a natural 19 get a vorpal beheading, you'll be doing a lot of biting to store up a bunch. Alternatively, nothing says you can't use it as part of a coup-de-grace, which grants an automatic critical and therefore an automatic beheading. The ability also doesn't specify that the head has to be fresh, but your DM might call Shenanigans if you try to argue that. Once you have a bunch of heads harvested (max 1 per your HD), they should be there for you whenever you shift into this form. Handy! ...Heady?
Glimmerskin (MM2 p114)	Su	At will		Cha	**Energy Touch.** The positively energized touch of a glimmerskin heals a target (or the glimmerskin's host) for 5 hp per round, with any excess converted to temporary hit points. Temporary hit points fade 1d6 rounds after physical contact ceases. There is no stated limit on how many creatures can benefit from this simultaneously - they simply must all be touching the glimmerskin. Excess hit points may cause the target to explode in a burst of radiant energy each

					round (**Fort negates** for that round), dealing 2d6+*excess* damage in a 20-ft radius. Other creatures in the blast radius receive a **Reflex save for half** damage. By definition, the beneficiary never ends up with more than 2d6 hp below maximum from this (because math). As written, temporary hit points from other sources contribute to the explosion. Because the explosion damage to the recipient is fairly low, this has an interesting (if not particularly effective) offensive use: You can keep charging up a beneficiary with a very high Fort save until it's holding a ridiculous amount of excess hit points and then have it walk into a crowded room and voluntarily fail its Fort save to let itself blow up. In order to make the damage worthwhile, you'll have to wait for a lucky run of not rolling Natural 1s, but you can keep trying indefinitely.
Guardinal, Cervidal (MM2 p43)	Su	At will	20	Cha	***Neutralize poison*** or ***remove disease*** with touch from horns. Great against diseases requiring caster level checks.
Guardinal, many (Avoral, Leonal, Ursinal (BoXD p174))	Su	Full HP each day			**Lay on Hands** as Paladin, but can heal up to your full normal hit points each day.
Imp, Bloodbag (FF p98)	Su	4 hp per 5 rounds			Transfusion. **Heal an arbitrary number of hit points for any creature other than yourself** (max 1 hp/round). Any creature that drinks your blood regains 1 hit point per round of drinking. You take 2 points of damage per round, but you have regeneration, so you'll get it back quickly. Since *shapechange* lasts 100 rounds per caster level, you can heal a *lot* of damage this way. It's a little gross, but it's probably the single most effective way in the game to heal an enormous number of people for stupid-high amounts. If you have excess *shapechange* duration remaining at the end of your adventuring day, consider alternative

					between an archon and a bloodbag imp to pop from city to city looking for people to heal. If they exhibit reluctance to let you help them that way, you have lots of options for charming and dominating :-)
Moon Dog (BoXD p179)	Su	See text	12	Cha	Soothing ministrations. Lick a wound to produce *cure light wounds*, ***remove disease***, **or *delay poison*** (referred to as *slow poison* in monster entry, but no such spell exists.) Once per recipient per day for each effect. Probably not intended to allow *delay poison* as a preventative measure - at a minimum, you'd need to make a wound first :-)
Otyugh, Lifeleech (MM3 p119)	Su	Passive			**Double your health!** Gain the benefit of any [healing] spell cast on a target other than you within 60 feet. Excess healing up to normal full hit points becomes temporary hp, which lasts for 1 hour unless depleted first. The temporary hp should remain even after you change form. This is borderline cheese.
Storm Elemental (MM3 p48)	Ex				Electricity and sonic attacks heal you for ⅓ their value instead of damaging you. If you have a buddy with *shapechange*, you can top each other off fully with Shock. Alas, you cannot attack yourself with your own Shock for healing, but you can probably heal yourself for 30d6 with *call lightning* if you're a druid.

High Ability Scores

Creature	Str	Dex	Con	Notes
Bear, Legendary (20 HD)	36	[14]	24	Stacking *animal growth* and either *nature's avatar* or *nature's favor* (or both!) on this chassis gives you the highest possible attack roll from *shapechange*. Legendary tiger is mostly better for melee combat overall though due to Pounce and Rake, or giant squid for its ten tentacles if you can stomach a relative -6 on the attack rolls.

Bear, Dire Polar (18 HD) (Frostburn p115)	39	11	23	Strongest animal form, but increased size relative to Legendary Bear cancels out the extra Str bonus for attack rolls. Throw in *animal growth* for both and Legendary Bear's attack roll is actually one higher.
Behemoth Eagle (21 HD) (epic)	25	34	23	
Behemoth Gorilla (21 HD) (epic)	31	26	35	Can use humanoid weapons (if they're *really big*) and somatic spell components.
Demon, Balor (20 HD)	35	25	31	Can use humanoid weapons and somatic spell components.
Demon, Jarilith (MM2 p61)	35	29	27	Pounce, rake, 18-20/x3 criticals.
Devil, Pit Fiend (18 HD)	37	27	27	Can use humanoid weapons and somatic spell components.
Dragon, Gold (Mature Adult, 26 HD)	35	10	23	
Dragon, Red (Mature Adult, 25 HD)	33	10	23	
Elemental, Elder Air (24 HD)	22	33	18	Can use humanoid weapons and somatic spell components.
Garngrath (28 HD) (MM5 p60)	48	12	32	You need Reserves of Strength to take this form, but it gives the best carrying capacity available (that I've found so far). A light load is 153,600 lbs. Give it *air walk* (which has the same duration as *shapechange*) and it becomes a C-17 Globemaster, beating the Roc as a cargo carrier more than 20-fold. Add *bull's strength* and it handily beats out a C-5 Super Galaxy, although for less than half an hour. It is also technically a valid target for *traveler's mount* (SpC p223), letting you hustle indefinitely if you can't teleport for some reason.

Giant, Ocean (18 HD) (MM2 p111)	39	15	29	Can use humanoid weapons and somatic spell components. **Amphibious**.
Gloom (25 HD) (epic)	32	46	29	Can use humanoid weapons and somatic spell components.
Golem, Greater Shadesteel (construct) (27 HD) (MM3 p72)	34	14	∅	Can use humanoid weapons and somatic spell components.
Ha-Naga (20 HD) (epic)	27	38	32	
Hill Giant Dire Wereboar (templated, non-unique, 19 HD)	41	8	25	Can use humanoid weapons and somatic spell components. Can continue fighting without penalty while disabled or dying.
Hound of the Hunt (20 HD) (MM5 p202)	45	32	36	Continuous *freedom of movement*, 90-ft perfect flight
Inevitable, Marut (construct)	35	13	∅	Can use humanoid weapons and somatic spell components.
Kraken	34	10	29	
Marruspawn Abomination (20 HD) (Sandstorm p173)	35	18	24	Can use humanoid weapons and somatic spell components.
Night Twist (MM3 p110)	39	6	29	Plant immunities, good reach, Cha to saves and AC, decent AC, 3 attacks.
Night Twist, Ancient (25 HD) (MM3 p110)	45	6	34	Plant immunities, good reach, Cha to saves and AC, good AC overall, 6 attacks.
Nightcrawler (25 HD, undead)	48	10	∅	Light load 76,800 lbs (max 230,400).

Nightwalker (21 HD, undead)	38	14	∅	Can use humanoid weapons and somatic spell components.
Purple Worm	35	6	25	
Roc (18 HD)	34	15	27	This doubles as a C-130 Hercules. Ok, that's not quite true - it needs *animal growth* or some strength buffs to match the C-130's 38,000-lb cargo limit while flying. But it's still cool.
Shambling Mound	21	10	17 to ∞	Depending on interpretation, this can achieve an absurdly high Constitution score, adding as much as 600d4 points to the default 17 by shocking it repeatedly, which deals no damage. No sane interpretation allows you to keep the extra Constitution once you take a new form, so treat this as purely defensive, and even then it's super cheesy and makes little sense. If your DM says the points don't stack, move on.
Spirit of the Land (20 HD) (MM2 p189)	∅	13	30	Plus incorporeality, all-around vision, natural invisibility, 5-mile telepathy, and 60-ft perfect flight.
Titan (20 HD)	43	12	39	Can use humanoid weapons and somatic spell components. Light load 12,800 lbs (max 38,400) - the best of anything with thumbs.
Umber Hulk, Truly Horrid (20 HD)	36	10	29	Tremorsense 60 ft, burrow 20 ft, *confusion* gaze. If you don't need at least one of those, Titan is strictly better. Pit fiend is also almost strictly better (slightly lower Con).

High AC

See "Defense, Physical"

Illusion (Flexible)

Creature	Type	Limit	CL	Save	Notes
Beholderkin Director (LoM p137)	Su	At will	8	Cha	Eye ray: ***Minor image*** as the spell. **Free action**. **120-ft** fixed range.

					While this is an eye ray, it presumably does not require targeting. Since it's a free action, it also presumably doesn't require Concentration to maintain - just the continued devotion of one of its two eye rays that can be aimed in a given 90-degree arc.
Cloaker	Su	At will	6	Cha	Shadow shift: ***Silent image*** as the spell. Shadowy areas only.

Improved Grab

See also: Swallow Whole
Attack Mod and Grapple Mod are the fixed values for the form, excluding base attack bonus; add your BAB and any buffs.

Creature	Attack Mod	Grapple Mod	Notes
Bear, Legendary (20 HD)	+12x2	+17	Claw attack. Very nice Strength for the size.
Behir	+7	+16	Bite attack. **Constrict** 2d8+Str, **6 rakes**, **swallow whole**. Decent strength but not great.
Dalmosh (26 HD) (unique) (MM5 p16)	+13x**LOTS** (1 per target)	+28	Dalmosh is, unfortunately, unique. By rules as written, Dalmosh is not a valid form for *shapechange*. But this is really stylish while arguably being less potent the definitely-legal Garngrath, so I'm going to list it anyway, and you can beg your DM to let you try it at least once. Feeding Frenzy. **Once per minute**, as a **full-round action**, move up to your land speed, simultaneously attacking **every creature** that comes within your 20-ft reach relative to your 20-ft space. This is a single Bite attack roll applied against the AC of everything you can reach at any point. As an added bonus, any creature that deals at least 20 points of damage against you gives you the opportunity to open a new

			mouth where the attack damaged you as an immediate action[27]. If the creature that attacked you is in an adjacent space, you can then then make a Bite attack against that creature as a free action. Each successful Bite attack on a creature **up to Large size** allows for an attempt to start a grapple as a free action against that creature without provoking an attack of opportunity. Any creature you successfully grapple - and it can be multiple creatures simultaneously with Feeding Frenzy - is then subject to being **Swallowed Whole** on your next turn if it doesn't escape in the interim. Note that swallowed creatures can attempt to escape through a portal in your gizzard to a demi-plane called Dalmosh's Gullet, which is really freaking cool but deprives you of any shiny equipment they might be carrying. Note that your gizzard is only large enough to hole 2 Large or 8 Medium creatures at once. Remember how your mother always told you to slow down your eating so you don't puke? Yeah. That.
Demon, Jarilith (MM2 p61)	+9 (pounce)	+16	Great grappler for a small room. **Pounce**, **rake**, 18-20|x3 criticals. Totally outstrips dire tiger unless you use *nature's avatar* (a 9th-level spell), and superior to even legendary tiger if you don't want to spend spell slots on short-duration buffing.
Devil, Pit Fiend	+10	+17	Tail slap attack. **High damage** from **Constrict**.
Garngrath (28 HD) (MMV p60)	N/A or +12	+36	Bite attack. **Colossal** size. Great melee damage. If you have no friends between you and your target(s), forget about using Improved Grab - use **Swallowing Charge** instead for an immediate **Swallow Whole** on anything in your very large path that fails a grapple check

[27] This gives you an additional Bite attack for the duration of the encounter, which is freaking awesome.

			against your massive grapple bonus.
Ha-Naga (20 HD) (epic)	+6	+24	Coil whip attack. **Constrict** 4d6+1½Str, Huge or smaller creatures. **Colossal** size. **Perfect 120-foot flight** not dependent on wings. Note that published stat block calculates attack mods incorrectly - natural weapons are always considered light weapons for Weapon Finesse.
Kraken	+8x2 (60-ft reach), +3x6 (30-ft reach)	+24	Arms or tentacles (**8** total). Solid strength, **Gargantuan** size.
Lucent Worm (22 HD) (FF p118)	+9	+24	Bite attack—which can also cause **Paralysis**! **Gargantuan** size. Can **Swallow Whole**.
Nightcrawler (25 HD) (undead) *- or -* Nightcrawler, Advanced Colossal (26 HD)	+15 (both sizes)	+31 *- or -* +39	Bite attack. **Massive strength** and **Gargantuan** size. Can **Swallow Whole**. This is one of the most potent grappling forms available - especially if you have Reserves of Strength to break the caster level cap - and it's Core. As an added bonus, the Undead immunities are fantastic.
Purple Worm	+9	+24	Bite attack. **Gargantuan** size. Can **Swallow Whole**.
Squid, Colossal (19 HD)	+8x**10** (40-ft reach)	+28	This is a Giant Squid advanced to **Gargantuan** size. Tentacle attacks can grab an opponent of any size. Because this is an animal, you can stack a whole bunch of nice buffs on top of this, making it possibly the best grappling form available for druids if you're willing to invest the spell slots for *animal growth*, *nature's favor*, and *nature's avatar*. With those buffs granting an additional 20 feet of reach, +15 on your attack rolls, and +23 on your grapple checks, this form can mow down whole battlefields of anything that doesn't have *freedom of movement*.

Tiger, Advanced Huge	+8x2, +2 (pounce)	+18	Claws and bite. **Pounce**, **rake**, 2d6 claw/rake damage. Grapple not necessary for rake when pouncing.
Tiger, Dire	+8x2, +2 (pounce)	+12	Bite attack (should also be claws based on regular tiger). **Pounce**, **rake**, 2d4 claw/rake damage. Grapple not necessary for rake when pouncing.
Tiger, Legendary (26 HD)	+10x2, +5 (pounce)	+15	Bite attack (should also be claws based on regular tiger. **Pounce**, **rake**, 2d6 claw/rake damage. Grapple not necessary for rake when pouncing.
Vasuthant, Horrific (25 HD) (MM3 p183) *- or -* Vasuthant, Advanced Gargantuan (26 HD) (MM3 p182)	+9x2 (touch) *- or -* +10x2 (touch)	+23 *- or -* +30	Slam attack. Can continue making slam attacks and using non-somatic spells and spell-like-abilities while grappling. Can grapple 2 Large or 4 Medium creatures Deals 1d4 Str damage per round to grappled targets, which die when reduced to 0. **Huge** size. Vasuthant has Improved Grapple as a bonus feat, which means you can forgo melee damage on the initial attack to use a touch attack to initiate the grapple without provoking an attack of opportunity. That's a good trade. Advanced **Gargantuan** Vasuthant, if allowed, has an extra +7 on its grapple check and can grapple 2 Huge or 4 Large creatures. Because it can reliably start grapples with touch attacks - and gets two on a full attack - this is another strong contender for the best grapple form available.

Incapacitate, Consume (Swallow Whole)

Note that a swallowed creature can still take limited actions against you and can use teleport effects to escape. It is, however, extremely limited in its options. Beware of breath weapons and similar abilities.

Creature	Type	Limit	CL	Save	Notes
Bone Ooze (20 HD), MM2 p36	Ex	At will		Str (40)	**Huge** or smaller. **Does not require grappling**; instead, the ooze simply **moves**

					over the target creatures as a **standard action**. **Ref negates** (causing them to be pushed back or to the side, their choice) unless they make attacks of opportunity. Engulfed creatures automatically take **2d8+Str bludgeoning** (slam) damage per round, **1d6 points of Strength, Dexterity, and Constitution drain** per round (which **heals the ooze for 5 hp** each time and gains excess as temporary hit points), and **escalating, stacking wounding for 5 damage per round per round**. Subjects are **automatically grappled** and **cannot escape through mundane means**. Starting next round, engulfed creatures can be optionally forced to **Fort save or die horribly**.
Fiendwurm (24 HD) (MM2 p99)	Su			Str (36), Con (29)	**Huge** or smaller. 2d18+Str crushing, 1d8 acid. AC 20, 25 hp, DR 15/-. A swallowed creature must make a **Reflex save each round or fall into the gizzard's portal to the Abyss!** Be careful not to swallow anything that can permanently close the portal, which would kill you instantly. Note that you can swallow a target in any form and change to this form for the portal effect. See Garngrath below for optimal efficient swallowing, but be watchful of Fiendwurm's smaller gizzard capacity. Keep in mind that <u>any equipment a victim carries will likely be banished to the Abyss</u>.
Flesh Jelly (18 HD) (MM2 p104)	Ex	At will		Str (32)	**As Bone Ooze above**, but lower save DC and infects with Filth Fever (negated by Fort save) instead of automatic ability drain. Swallowed creatures still must save or die slightly less horribly, but the save DC is much lower.
Garngrath (28 HD) (MM5 p60)	Ex			Str (48)	**Gargantuan** or smaller. 6d6 bludgeoning and 6d6 acid. AC 23, 50 hp, DR 15/epic. **Does not require an attack or initial**

					grapple! As a full-round action, this form's Swallowing Charge lets it immediately swallow everything that loses a grapple check in a 30-ft wide swath the length of its land speed, including unattended objects and structures of Gargantuan or smaller size. Be careful not to overeat! This ability alone may justify taking Reserves of Strength.
Lucent Worm (22 HD) (FF p118)	Ex			Str (34)	**Large** or smaller. 2d8+12 bludgeoning and 2d4 acid. AC 19, 30 hp. **Swallowed creatures may be paralyzed from the bite**, and if they escape via grapple check (haha right) they get popped right back into the mouth, where they get to make another Fort save against paralysis.
Neothelid (25 HD) (psionic)	Ex			Str (30)	**Huge** or smaller. 2d8+1½Str crushing, 2d6 acid. AC 22, 25 hp.
Nightcrawler (25 HD, undead)	Ex			Str (48!)	**Huge** or smaller. 2d8+1½Str crushing, 12 acid. AC 21, 35 hp. Also causes **energy drain**.
Ooze, Gelatinous Cube	Ex			Str+1 (13)	**Large** or smaller. **Does not require grappling**; instead, the ooze simply **moves over the target** creatures as a **standard action**. **Ref negates** (causing them to be pushed back or to the side, their choice) unless they make attacks of opportunity. Engulfed creatures take 1d6 acid damage per round and may be **paralyzed**. Even if not paralyzed, subjects are **automatically grappled** and **cannot escape through mundane means**.
Purple Worm	Ex			Str (35)	**Huge** or smaller. 2d8+Str crushing, 8 acid. AC 17, 25 hp.
Tendriculos *-or-* Tendriculos, advanced gargantuan	Ex			Str (28), Con (22) *-or-*	**Large** or smaller. 2d6 acid (no crushing). AC 14, 25 hp. **Fort save each round or be paralyzed for 3d6 rounds**. Forces a new save each round against extending the paralysis. HD-advanced gargantuan tendriculos is

				Str (36), Con (26)	strictly better if allowed.
Tyrannosaurus (dinosaur) (18 HD)	Ex			Str (28)	**Medium** or smaller. 2d8+8 crushing (why not derivable from Str?), 8 acid. AC 12, 25 hp. Purple Worm is better, but this is pretty stylish.

Incapacitate, Daze

Dazed isn't as potent as stunned, but it's quite difficult to become immune to daze. These are solid, reliable disables.

Creature	Type	Limit	CL	Save	Notes
Blue Whale (Pathfinder)	Ex			Str (42)	**1 round** on successful hit with **melee attack**, which also does great melee damage. **Fort negates**, but on a critical hit it also stuns for 1d4 rounds. The tail slap is also just beautifully elegant. Note that you need a *fly* spell or similar to use this out of the water.
Demon, Nalfeshnee	Su	3/day		Cha	**60-ft** radius, **1 round delay**. Lasts **1d10 rounds**. Does not affect demons.
Demon, Sorrowsworn (18 HD) (MM3 p36)	Su	1/rd	20	Cha	Whispers of Loss: Past Losses. Target **one creature** within **60 feet**. **Free action**. Lasts **3 rounds**. **Will negates**. Successful save protects for 24 hours. Be sure to adjudicate Aura of Loss first for a potential -2 on the save!
Hag, Sea	Su	3/day		Cha	Evil eye. Target within **30 ft** dazed for ***3 days!*** **Will negates**, fear **immunity** protects. Can be cured early with *remove curse* or *dispel evil*.
Illurien (20 HD) (unique) (MM5 p90)	Su	1/rd		Cha	Note: Illurien is, by default, not a legal *shapechange* form. Storm of Visions: **At the end of your turn**, **creatures within 30 feet** must make a **Will save** or be dazed for **1 round** as exotic truths captivate their minds. Mind-affecting.

Mosslord (20 HD) (web)	Su	1/rd		Cha	Brainlance. **Free action**, **one target** within **60 feet**. **Will save** or **stunned 1d4 rounds**; **dazed 1 round** even on successful save! Also deals 1d6 Intelligence damage on failed save. Successful save protects for 24 hours. Even if it's potentially only 1 round, this is a guaranteed disable that you can use as a free action.
Necrophidius (FF p126)	Su	Pseudo-gaze		Cha	Dance of Death. Creatures within **30 feet** are dazed **for as long as you keep dancing**. **Will negates**, but creatures succeeding on the save but remaining within the area must make a new save each round unless they avert their eyes, which still only provides a 50% chance of not having to make a new save. This ties up your actions, but there aren't many mass daze effects. Do note that your defenses are utter rubbish (except for construct immunities, which are still awesome), so don't rely on this for incapacitating anything that might kill you if it makes the save.
Rime Sprite (web)	Su	3/day		Cha	Snow flurry. **100-ft range**, **single target**, **1d4 rounds**. **Reflex negates**. This is one of very, very few full incapacitates that targets Reflex, and Cha-based save DCs mean you have a good chance of it sticking. Terrible defenses, though, so fly away immediately if it doesn't work.
Troll, War (WotC website, MM III)	Ex			Con (29)	**1 round** on successful hit with a claw attack or any weapon, possibly including **ranged** weapons. **Fort negates**.

Incapacitate, Fear

Panicked for 1 round per caster level unless otherwise specified

Creature	Type	Limit	CL	Save	Notes

Androsphinx	Su	3/day		Cha	Roar. **500 feet**, **panic** for **2d4 rounds**. **Will negates**, androsphinxes immune. Subsequent roars have additional effects.
Beholder	Su	At will	13	Cha	Eye ray - **150-ft** range, **free action**. One target. **Will negates**.
Beholder Hive Mother (20HD) (Lords of Madness p136)	Su	At will	20	Cha	Eye ray - **240-ft** range, **free action**. One target. **Will negates**.
Canomorph, Shadurakul (FF p27)	Su	At will		Cha	As Shadow Mastiff, except you can use verbal and somatic spell components and look like whatever humanoid you want. **300-ft** radius when barking or howling (**free action**, as speech[28]). Panicked, **2d4 rounds**. **Will negates**, target cannot be affected for 24 hours regardless of whether it makes its save. Sonic, mind-affecting fear effect.
Deathshrieker (18 HD) (undead) (MM3 p32)	Su	Always active		Cha	Despair. **No range limit! Anyone who sees you** becomes **paralyzed with fear** for **1d4 rounds**. **Will negates**. Victim subsequently protected for 24 hours regardless of save result.
Devil, Horned	Su	At will	HD	Cha	**5-foot radius** from self. **Free action**. Non-devils only. Successful **save** protects for 24 hours.
Devil, Pit Fiend (18 HD)	Su	At will	HD	Cha	**20-foot radius** from self. **Free action**. Non-devils only. Successful **save** protects for 24 hours.
Dragon, Bronze	Su	1 per 1d4 rds		Con (17-21)	Breath weapon. **Cone**, 10 feet per size category, max **50 feet** for huge. No HD limit. **Will save** or be compelled to do nothing but flee the dragon for 1d6 rounds plus 1 round per age category (max **1d6+7 rounds**). Mind-affecting compulsion but **NOT a Fear effect**. *Note: This is different from the usual Panicked condition because the subject doesn't flee other sources of danger encountered while fleeing.*

[28] My interpretation. Still only adjudicate once per round per creature.

Eladrin, Ghaele	Su	Gaze		Cha	**60-ft range**. Non-evil creatures and **evil creatures** with >5 HD must **save** or be **panicked** for **2d10** rounds. Evil creatures with 5 or fewer HD are slain on failed saves and suffer the *fear* effect even on a successful save.
Gambol (MM2 p109)	Su	At will		Cha	Fear Aura when howling. **100-ft radius**. Creatures must make a **Will save** or be **panicked** for **1d6+1 rounds**. Successful save protects for 24 hours.
Gloom (25 HD) (epic)	Su	Gaze	20	Cha	**No range limit.** Creatures must **save** or be panicked for **20 rounds**.
Golem, Demonflesh (24 HD) (FF p86)	Su	Gaze		Cha	**30 feet**, **1d4 rounds**. Golem immunities!
Guardinal, Lupinal (MM2 p43)	**Ex**	At will		Cha	Howl. **600-ft radius**, does not affect celestials and guardinals. Creatures **up to 7 HD are panicked 4d6 rounds**, 8 or more become shaken. **Will negates**, protected for 24 hours regardless of whether save is successful.
Moon Dog (BoXD p179)	Su	At will	12	Cha	Bay. **80-ft radius**, **panicked**, 12 rounds. **Evil creatures only.** Successful save protects for 24 hours. Sonic, mind-affecting.
Moonbeast (18 HD) (MM2 p149)	Su			Cha	**Continuous** fear aura. **60-ft radius**. Affected creatures become **paralyzed with fear** for **2d6 rounds**. Any time a creature comes within range, it must make a new saving throw. **No subsequent protection from successful save**.
Satyr	Su	At will	10	Cha	**60-foot radius**, does not affect satyrs. Bring Your Own Pipes! **Will negates**, successful save protects against all effects from the same set of pipes for 24 hours. Notably, nothing says you can't Bring 50 Sets Of Your Own Pipes.
Shadow mastiff	Su	At will		Cha	**300-ft** radius when barking or howling (**free action**, as speech[29]). Panicked, **2d4 rounds**. **Will negates**, target cannot be affected for 24

[29] My interpretation. Still only adjudicate once per round per creature.

					hours regardless of whether it makes its save. Sonic, mind-affecting fear effect.
Siabrie (18 HD) (web)	Su	Gaze		Cha	Gaze of Ruin. **30 feet**. Creatures failing a **Will save** collapse into despair and can do nothing but sink to the ground and sob until the siabrie leaves or turns off the gaze (a free action). Also illuminates a 60-ft radius.

Incapacitate, Misc.

Creature	Type	Limit	CL	Save	Notes
Allip	Su	Always active		Cha	**Fascinate** sane creatures within **60 feet** for **2d4 rounds** on failed **Will save**. Success protects for 24 hours. Sonic, mind-affecting compulsion.
Cloaker	Ex	At will		Cha	Nausea: **30-foot cone**. **Fort save** or fall **prone** and be **nauseated** for **1d4+1 rounds**. Sonic, mind-affecting. Success protects for 24 hours.
Cloaker	Ex	At will		Cha	Unnerve: Creatures enter **defenseless trance**. Moan for **6 consecutive rounds**, **Will negates**, lasts until moaning stops. **60-ft spread** from cloaker. Sonic, mind-affecting. Success protects for 24 hours. *Also immediate -2 penalty to attack and damage rolls, no save.*
Demon, Hezrou	Ex			Con (29)	Stench: **10-ft radius**, continuous. Non-demons **nauseated** while in the area and **1d4 rounds** after. **Fort save** for sickened instead, and only while in the area. Successful save protects for 24 hours. *Delay poison* or *neutralize poison* removes either condition.
Demon, Myrmyxicus (18 HD) (FF p52)	Su	1/min		Con (24)	Breath Weapon: **40-foot cone** of unholy black vapor **nauseates** creatures for an **unspecified period** of time (assume it at least lasts the length of an encounter). **Reflex negates**. Lingers 1d6 rounds, presumably nauseating anyone who enters as well. Also deals 10d6 unholy damage to Good-aligned

					creatures, plus another 5d6 for each round they spend in the vapor. This is one of very few nausea effects targeting Reflex, and it's not even poison-based!
Dragon, True (any Huge) (19+ HD)		At will		Con (21-23)	Crush. **Ref save** or automatically **pinned**. Default **Small or smaller**. Checks to escape allowed after the first round.
Ethereal Doppelganger (20 HD) (MM2 p94)	Su	At will		Cha	**Brain Lock**. Prevent target from conscious actions or movement for **20 rounds** (can be dismissed earlier). **300 feet**. **WIll negates**. The target is not stunned or helpless, but a flying creature may fall because it cannot flap its wings (some birds apparently can fly while sleeping) and a swimming creature may drown. Note that, despite the name, nothing about this ability says that it's Mind-Affecting. It is not clear whether the subject remembers the elapsed time, although the fluff portion of the text suggests it probably doesn't.
Flesh Jelly (18 HD) (MM2 p104)	Ex			Con (23)	Horrid Stench. **50-ft radius**. **Corporeal creatures up to 10 HD** become **nauseated** for **2d6 rounds**. **Fort negates** and protects for 24 hours. At the end of the nausea duration, victims still within the area must **save again to avoid relapsing**.
Harpy	Su	At will		Cha	Captivating Song. All creatures within **300 ft** must **save** or walk to the harpy by the most direct route available, taking no actions. Within 5 feet, captivated creatures offer no resistance. A **second save** is allowed if the path takes the creature through a dangerous physical area. Lasts as long as the harpy sings (requiring actions to maintain) plus one round. Successful save protects for 24 hours. Sonic, mind-affecting charm effect.
Linnorm, Dread (20 HD) (MM2	Ex	At will		Con (31),	**Crush** attack **pins Large or smaller creatures** that the Dread Linnorm lands on

p142)				Str (40)	and deals 4d8+1½Str per round. **Ref negates**. Affects as many creatures as fit in its space. Victims remain pinned until you release them or they escape the grapple (+31 fixed grapple mods - good luck with that!). Crush damage repeats each round during pin. It looks like you do not need to devote actions to maintaining the pin.
Maulgoth (20 HD) (FF p123) *- or -* Maulgoth, advanced gargantuan (21 HD) (FF p123)	Ex	At will		Str (29) *- or -* Str (37)	Ethereal Jolt. **Banish a target to the Ethereal Plane**. Standard action **touch attack**, **Fort negates**. It's a shame this targets Fort, but the save DC is based on Strength, which is super easy to buff. This isn't actually any better than most other Fort-targeting Save-or-Lose effects, but it's stylish as hell and works on almost anything - ask your DM if it works on undead and constructs given that it doesn't actually change living bodies.
Prismatic Roper (MM3 p141)	**Ex**	At will		Cha	Hypnotic Coloration. **Fascinate any creature that can see** you. **Will negates**. Fascinated **creatures approach at walking speed**. Mind-affecting. Does not affect sightless creatures. No subsequent protection from successful save. Requires a standard action each round to maintain.
Rogue Eidolon (MM2 p180)	Su	1 per 1d4 rds		Cha	Blood Spray. **Turn a target against its friends**. Single target, **30-ft range**. Target attacks its nearest ally using the best tactics and items available (but no spellcasting). Lasts **3d6 rounds**.
Shimmerling Swarm (MM3 p152)	Su	At will		Cha	Dazzling Illumination. **Fascinate any creature within 300 feet that can see you**. **Will negates**. Unlike the prismatic roper and the harpy, this does not draw fascinated creatures toward you and **maintaining the effect does not consume actions**. Standard action to activate or deactivate. Mind-affecting but not a charm or compulsion. Successful save protects for only one minute. Also emit light equivalent to a *daylight* spell.

Spirrax (26 HD) (MM5 p166)	Su	At will	HD	Cha	Indifference Aura. **Automatic at the end of your turn**. **All creatures within 180 feet** must make a **Will save** or be affected as if by ***calm emotions***. They can still move, but they can't take any hostile actions or move more than double their speed each round. The effect lasts **as long as the creature is within range** or until you attack it. Successful save protects for 24 hours.
Sprite, Grig	Su	At will		Cha	***Otto's irresistable dance*** on non-grigs in **30 feet** while fiddling. Bring Your Own Fiddle. **Will negates** (not actually irresistible).
Vermin Lord (25 HD) (MM3 p184)	Su	At will		Con (22)	Vermin Cloud. **Nauseate** any creature within **5 feet** when you end a movement. **Fort negates**. Only noteworthy because it's fairly surgical.
Vitreous Drinker (undead) (MM4 p174)	Su	Gaze		Cha	Horrific Gaze. **60-ft range**, creatures must make a **Fort save** or be **nauseated for 1 round**. Short duration but great area of effect and Cha-based save DC (unfortunately targeting Fort though). Passable defenses, undead immunities.
Yugoloth Ultroloth (18 HD) (MM3 p204)	Su	At will	18	Cha	Hypnotic Gaze. This one is a bit of a puzzle, as the text doesn't quite make sense. If you interpret this as dropping a 30-ft radius spread anywhere within 280 feet or even a 10-ft radius spread anywhere within 30 feet, it's more precise than we often get with *shapechange* and therefore noteworthy. If you interpret it as gaze attack that operates out to 30 feet, you're better off with Shimmerling Swarm for groups or Ethereal Doppelganger for single targets.

Incapacitate, Paralysis

Creature	Type	Limit	CL	Save	Notes
Androsphinx	Su	2/day max		Cha	**Second roar** in same encounter **paralyzes** non-androsphinxes in **250 feet** for **1d4**

					rounds. **Fort negates**. Creatures in **90 feet** are **deafened** for **2d6 rounds** with **no save**.
Archon, Trumpet	Su	At will		Cha	All creatures in **100-ft radius**, **1d4 rounds**. **Fort negates**, sonic.
Beholderkin Eye of the Deep (LoM p138)	Su	At will	12	Cha	Eye ray. As ***hold monster***. **150-ft range**, **free action**.
Beholderkin Overseer (LoM p139)	Su	At will	14	Cha	Eye ray. As ***hold monster***. **180-ft range**, **free action**.
Dragon, Silver	Su	1 per 1d4 rds		Con (17-21)	Breath weapon. **Cone**, 10 feet per size category, max **50 feet** for huge. 1d6 rounds plus 1 per age category, max **1d6+7** rounds at Mature Adult (25 HD). **Fort negates**.
Gauth (lesser beholder)	Su	At will	8	Cha	Eye ray - **100-ft** range. **2d10 minutes**, **Fort negates**.
Lucent Worm (22 HD) (FF p118)	Ex	Attack		Str (34), Con (25)	**4 rounds** on successful **Crush** (pin multiple Medium or smaller!) or **Bite** attack. **Fort negates**. Bite automatically succeeds against grappled opponents with Improved Grab (Huge or smaller). If you can't Crush a target due to size or high Reflex save, Bite them as a Nightcrawler (Str 48!) and then switch to this to force a Fort save against paralysis. Once they're paralyzed, switch back to Nightcrawler to give them a negative level every round and get some sweet, sweet temporary hit points.
Linnorm, Corpse Tearer (28 HD) (MM2 p143)	Su	1 per 1d4 rds		Con (26)	Breath weapon. **120-ft line** or **60-ft cone**. **1d6+12 rounds**. **Fort negates**. Also Fort save against nasty **linnorm fever** disease (12 hours, 1d6 Str + 1d6 Con).
Mummy (undead)	Su	Super -gaze!		Cha	Despair. **Anyone who sees** a mummy must make a **Will save** or be paralyzed for **1d4 rounds**. **No range limit**. **Fear effect**. Subject cannot be affected again for 24 hours regardless of whether it makes the save.

Nightwalker (21 HD) (undead)	Su	Gaze		Cha	**30-ft** range. **Fort negates**, lasts **1d8 rounds**. Mind-affecting fear effect. Target cannot be affected again for 24 hours regardless of whether it makes its save.
Ooze, Gelatinous Cube *-or-* Ooze, advanced huge Gelatinous Cube	Ex			Con (26) *-or-* Con (30)	**Engulfed** creatures must make a **Fort save** or be paralyzed for **3d6 rounds**. They also take acid damage.
Rast	Su	Gaze		Cha	**30-ft** range. **Fort negates**, lasts **1d6 rounds**.
Rejkar (MM3 p140)	Su	Gaze		Cha	Freezing Gaze. **30-ft** range. **Fort negates**, **new save every round**. Success protects for 24 hours. This would be is strictly worse than the Rast's paralyzing gaze but for one thing: This is not actually a paralysis effect and therefore affects creatures immune to paralysis. However, it **does not affect creatures with cold resistance/immunity**.
Shrieking Terror, 5-Headed (MM3 p154) *- or -* **Shrieking Terror, 10-Headed** (20 HD) (MM3 p155)	Su	At will		Con (15) **+5** *- or -* Con (19) **+10**	Shriek. **Full-round action**. All creatures within **60 feet** must make a **Fort save** or be **"paralyzed with fear"** for **2d4 rounds** or until you attack them, move more than 60 feet away from them, or have line of sight blocked. Successful save protects for 24 hours. Mind-affecting fear effect. The save DC on the 10-headed terror's shriek is insanely high despite being Con-based - equivalent to having a Con score of 39 before buffs. Pop *bite of the werebear* on top of this for (1) an insanely strange look and (2) a save DC of 32+½HD.
Siege Beetle (20 HD) (MM5 p152)	Ex	On hit		Str (40), Con	On successful **Bite** attack. **1d6 rounds**, **Fort negates**. Note that the sieged beetle is spec'd with Multiattack even though it doesn't

-or- Siege Beetle, advanced colossal (27 HD) (MM5 p152)				(27) *-or-* Str (48), Con (31)	have feats. You also get free action bite attacks every round you hold a grappled foe, and your claws allow Improved Grab on a foe of any size. Because the Constitution score is quite high, this has one of the better save DCs for Charisma-challenged *shapechange*rs.
Spider Eater	Ex	On hit		Con (21)	**Injury poison** from sting. No initial effect, **secondary effect** paralyzes for 1d8+5 **weeks**. The attack bonus is awful, and the save DC is mediocre, so consider using this after some kind of other successful disable.
Tendriculos *-or-* Tendriculos, advanced gargantuan	Ex	Swallow		Con (22)	**3d6 rounds** for **swallowed** creatures. **Fort negates**. Use Nightcrawler or - if you have Reserves of Strength - Garngrath to swallow, then shift to this to attempt paralysis. Be mindful of the difference in stomach sizes - Tendriculos can only hold 2 large or 8 medium creatures. (If your DM allows HD-advanced forms, you can get 2 huge, 8 large, and 32 medium instead, and the save DC increases by 2.) Once you paralyze a bunch of them, switch back to Nightcrawler to start killing them with negative levels.
Xill	Ex			Con (15)	**1d4 hours** on successful **bite attack**. **Fort negates**.

Incapacitate, Permanent

Creature	Type	Limit	CL	Save	Notes
Abomination, Marruspawn (20 HD) (Sandstorm p173)	Su	1 per 1d4 rds		Cha	Howl. **Free action**. All creatures within **30 feet** fossilized as ***flesh to stone***. **Fort negates** but provides no protection in subsequent rounds.

Archon, Owl (BoXD p159)	Su	6/day	HD	Con (18)	Eye rays turn target to stone. **120-ft** range. **Fort negates**.
Basilisk, Greater	Su	Gaze		Cha	**30-ft** range, permanent petrification. **Fort negates**.
Beholder	Su	At will	13	Cha	Eye ray. ***Flesh to stone*** as the spell. **150-ft** range, **free action**. **Fort negates**.
Beholder Hive Mother (20HD) (Lords of Madness p136)	Su	At will	20	Cha	Eye ray. ***Flesh to stone*** as the spell. **240-ft** range, **free action**. **Fort negates**.
Beholder Overseer (LoM p139)	Su	1 per round	14	Cha	Eye ray. **Permanently freeze target in time** as ***temporal stasis*** spell. **Free action**, **180-ft range**. **Fort negates**. This is an amazing deal. This 8th-level spell is normally touch range with a 5,000 gp material component and spell resistance. You get it for free, as a free action, at great range, and with no spell resistance. The only downside is that, unless you're a Sorcerer or a Charisma-based Druid (Rich Burlew homebrew), your save DC will be lower than if you cast the spell natively. But hey, if it doesn't work, just try again next round - it's free, and you have a ton of other great things you can do the same round in this form. This has great out-of-combat, preventative potential as well. One more caveat: Strictly speaking, as a supernatural ability, this can't be dispelled. Which means reversing it requires the 9th-level *freedom* spell. If you want it to be temporary, you might be able to make a case that the language of the spell specifically says a successful dispel works, and strictly speaking that specific exception overrides the general restriction on supernatural abilities and dispelling. Whether that's a good thing depends on how you want to use this, but you have plenty of other options for killing at range.

Devil, Amnizu (MM2 p69)	Su	At will	14	Cha	**Feeblemind Touch**. As *feeblemind*, but touch range. Very poor defenses, so your best bet is to use this on a helpless opponent you've already captured for safe transport. *Note: This was removed when Amnizu was reprinted in* Fiendish Codex 2*. Consult your DM before use.*
Gorgon	Su	5/day		Con (21)	Breath weapon, **60-ft cone** of **petrification** gas. 1d4 round **recharge**. **Fort negates**.
Grisgol (19 HD) (MM3 p76)	Su	At will		Str (18), Cha	**Permanent paralysis** on successful **slam attack**. **Fort negates**. Can be reversed with *remove paralysis* or *remove curse*. Victim looks dead to casual glance. Having to make a slam attack limits the utility of this - you'll probably have to render your target helpless somehow first. However, it works against a target that's immune to petrification, and the vast majority of permanent incapacitates are petrification.
Medusa	Su	Gaze		Cha	**30-foot** range, permanent **petrification**, **Fort negates**. Beyond 30 feet, or closer if veiled, indistinguishable from a normal human.
Nishruu (MoF p67)	Su	Special		Cha	**Touched spellcasters** lose one spell slot per round. Each time they do, they must make a **Will save** or be affected by ***feeblemind***. This is a great way to **prepare a captured hostile spellcaster for transport after disabling** them - but note that you definitely want to **disable them first because your defenses are absolutely terrible**. Notably, this is the only permanent non-death disable I've found that isn't opposed by a Fort save. Unfortunately, it's a **mind-affecting compulsion**, so it still doesn't work on undead or constructs.

Incapacitate, Sleep

Creature	Type	Limit	CL	Save	Notes
Abeil Soldier (MM2 p23)	Su	At will	HD	Cha	Drone. Beat wings to create a droning buzz sound that puts creatures to sleep as the *sleep* spell. **60-ft radius spread**, **Will negates**. No HD limit. Abeils are immune. This is a sonic, mind-affecting compulsion effect. (Not explicitly stated, but inferred.)
Beholder	Su	At will	13	Cha	Eye ray - **150-ft range**, **free action**. One target, no HD limit. **Will negates**.
Beholder Hive Mother (20HD) (Lords of Madness p136)	Su	At will	20	Cha	Eye ray - **240-ft** range, **free action**. One target, no HD limit. **Will negates**.
Dragon, Brass	Su	1 per 1d4 rds		Con (17-21)	Breath weapon. **Cone**, 10 feet per size category, max **50 feet** for huge. No HD limit. 1d6 rounds plus 1 round per age category (max **1d6+8 rounds**). **Will negates**.
Guecubu (FC1 p41)	Su	At will		Cha	Creature touched must make a **Will save** or fall asleep for 1 hour. Normal noise will not wake the creature, but slapping or wounding it will. Inferior to most options here but mentioned because the Guecubu is naturally invisible and incorporeal, making this a superb stealth sleep option with very little risk from failure.
Jackalwere (FF p107)	Su	Gaze		Cha	Sleep Gaze. **30 feet**, **5 minutes**, **Will negates**. Creatures in combat get a +4 bonus on their saves. No subsequent protection from a successful save. The beautiful thing about this is that jackalweres also can use Alternate Form to turn into any Medium humanoid, *and this ability still functions while doing so*. That means you can just walk around putting huge numbers of people to sleep without arousing much suspicion.

Naga, Dark	Ex			Con (14)	Injury **poison** with **sting** attack. Causes **2d4 minutes** of nightmare-haunted sleep. No HD limit.
Pseudodragon	Ex			Con+2 (13)	Injury **poison** with **sting** attack. Sleep **1 round** / **1d3 hours**. No HD limit.
Satyr	Su	At will	10	Cha	**60-foot radius**, does not affect satyrs. Bring Your Own Pipes! **Will negates**, successful save protects against all effects from the same set of pipes for 24 hours. Notably, nothing says you can't Bring 50 Sets Of Your Own Pipes. Unclear whether the standard HD limit applies; the *charm person* effect hits many creatures when the standard spell does not, implying that the usual limits are irrelevant.
Sprite, Pixie	Ex			Cha+2	Sleep **arrows**. No HD limit, **Fort negates**.
Tirbana Spawner (MM5 p174)	Su	At will		Cha+2	Sleep Drone. Living creatures in a **60-ft radius**. **Will negates**. **Permanent until damaged or actively awakened** (standard action per subject). **Full-round action** to activate.

Incapacitate, Spectacular

This block is reserved for incapacitating effects that are so good they merit a special shout-out. In general these will be effects that not only completely prevent a target from acting meaningfully but also create a significant detriment to the target's allies. Confusion effects do not quite qualify because there is still a chance for a target to act intentionally and meaningfully to its allies advantage.

Creature	Type	Limit	CL	Save	Notes
Ragewalker (22 HD) MM3 (p132)	Su	None		Cha	Induce Blood Frenzy. **Any creature coming within 10 feet** of a ragewalker must make a **Will save** or fly into a "mindless killing frenzy" in which it can do nothing but make melee **attacks** against **the nearest creature as of when its turn starts**. It cannot cast spells, use skills, distinguish friend from foe, or even talk. It gets a +2 untyped bonus to Strength and a -2 untyped penalty to AC. If close enough for a full attack, it must do so. If it isn't

					close enough to full attack but has an unobstructed path to charge, it must charge. Otherwise it must move and attack. The frenzy lasts **10-minus-Wis-mod rounds**, minimum 1 (the victim's Wisdom modifier, not yours). The Tactics Round-By-Round sections indicates that you can in fact induce a blood frenzy by moving toward your targets. It does not make it clear whether you merely need to move past them or must end your movement with them in range. You can ensure you aren't the nearest creature by using a second move action to move away. Since the killing frenzy is "mindless" and "incoherent", your victims probably lose the "benefit" of abilities like Sneak Attack that require deliberate selection and precision, and a bard probably cannot inspire them because they would no longer perceive themselves as the bard's allies (the bard likely would feel the same if on the receiving end of their attacks).

Incapacitate, Stun

Creature	Type	Limit	CL	Save	Notes
Beholderkin Eye of the Deep (LoM p138)	Su	1 per round		Con (18)	Baleful flash: **Free action**, **60-ft cone**. Blind for **2d6 rounds** and **stun for half** of that. **Fort save** reduces blindness to dazzled and negates stunning. This doesn't have the guaranteed 1 round of stun like the Hollyphant, but it's a free action, has the potential for longer duration, and throws in lingering blindness on a failed save as well.
Beholderkin	Su	1 per		Cha	Eye ray. **Free action**, **180-ft range**. **1d4**

Overseer (LoM p139)		round			**rounds**, **Will negates**. As a single-target effect with short duration, this would be unimpressive if not for the impressive range, free action use that can be used in conjunction with a bunch of other amazing effects, and targeting Will instead of Fort.
Brain Golem (FF p85)	Su	1/min		Cha	Mind Blast. **60-ft cone**, **3d4 rounds**, **Will negates**. Nice construct immunities.
Cranium Rat Swarm (FF p167)	Su	At will		Cha	Mind Blast. **60-ft cone**, **3d4 rounds**, **Will negates**. Nice swarm immunities.
Demon, Sorrowsworn (18 HD) (MM3 p36)	Su	1/rd	20	Cha	Whispers of Loss: Future Sorrow. Target **one creature** within **60 feet**. **Free action**. Lasts **2 rounds**. **Will negates**. Successful save protects for 24 hours. Be sure to adjudicate Aura of Loss first for a potential -2 on the save!
Demon, Vrock	Su	1/hr		Con (25)	Screech, non-demons in **30 ft**. for **1 round**. **Fort negates**.
Devil, Horned	Su			Str (31)	**1d4 rounds** on successful **melee attack**. **Fort negates**. Hgh strength is used both to hit and for the save DC.
Devil, Paeliryon (18 HD) (FF p58)	Ex	At will		Cha	Belittle enemies so forcefully that they're stunned for **1 round**. **Standard action**, **60-ft cone**, **will negates**. Successful save offers no protection against subsequent attempts, but you can only affect a given creature once per day. After being stunned, victims remain shaken for 3d4 rounds. Mind-affecting. Hollyphant is better until you run out, but this is super stylish. Also, being an Ex ability, your targets get no protection from being in an antimagic field. A niche benefit, but noteworthy.
Frost Worm	Su	At will	14	Cha	Trill: Stun all non-frost-worms in a **100-ft radius**. **Will negates**. Condition persists until **1d4 rounds** after worm stops trilling (assume that trilling consumes all of the worm's actions

					for the duration). If a subject is attacked, or if it is shaken violently as a full-round action, it may attempt a new save. A successful save protects for 24 hours.
Gauth (lesser beholder)	Su	Gaze		Cha	**30-ft** range, **1 round**. **Will negates**.
Hollyphant (BoXD p176)	Su	3/day		Con (12)	Trumpet. **60-ft cone**. 2d10 sonic damage, stun for **2 rounds**. **Fort partial -** 1d10 and **1 round on successful save**. Stunning on successful save is awesome.
Malastor (20 HD) (MMV p100)	Su	At will		Cha +6	Stunning Roar. The **first time you take damage each round** you can roar as an **immediate action**. **All creatures within a 30-ft radius** are stunned for **1 round**. **Fort negates**. The wonky trigger condition (which you can invoke by scratching yourself, effectively making it a Standard Action that deals 1 point of damage), short duration, and Fort save negation are significantly offset by affecting all creatures in a substantial area simultaneously and getting a **+6 racial bonus** on the **Cha-based DC**. In general I like Hollyphant better for a guaranteed short-duration large-area stun, but if you run out of Hollyphant Trumpets, Malastor is a decent backup.
Mosslord (20 HD) (web)	Su	1/rd		Cha	Brainlance. **Free action**, **one target** within **60 feet**. **Will save** or **stunned 1d4 rounds**; **dazed 1 round** even on successful save! Also deals 1d6 Intelligence damage on failed save. Successful save protects for 24 hours. Even if it's potentially only 1 round, this is a guaranteed disable that you can use as a free action.
Nymph	Su	At will		Cha	**2d4 rounds**, **Fort negates**. **Standard action**, target must be within **30 feet**.
Slaad, red	Su	1/day		Con (17)	**1d3 rounds**, all non-slaadi creatures within **30 feet**. **Fort negates**.

Incorporeality

Also etherealness because they perform very similar function despite being a little different technically.

Creature	Type	Limit	CL	Save	Notes
Blink Dog	Su	At will	8		***Blink*** as the spell. Free action to start or end, no per-round limit.
Couatl	Su	At will	16		***Ethereal jaunt***, as the spell.
Deathshrieker (undead)					Really nice AC (but not as good as Prismatic Golem)
Dread Wraith (undead)					**28 Dex**! Powerless in sunlight… but they can flee from it, so movement seems allowed. Nice undead immunities.
Eladrin, Courre (BoXD p168)					**24 Dex, Tiny size**. Incorporeal globe form. 60-ft perfect flight. Shed light in any radius up to 30 feet (or none), free action to change. 60-ft perfect flight - and **completely silent** unless wishing otherwise. Loses +4 natural armor bonus but should gain +Cha deflection bonus.
Eladrin, Ghaele					Incorporeal globe form. 150-ft perfect flight, weak but all-penetrating light ray attack with 300-ft range.
Eladrin, Tulani (18 HD) (BoXD p171)					22 Dex. Incorporeal globe form. 90-ft perfect flight, dream ray ranged touch attack deals 1d6 Charisma damage at 300 feet, no save.
Hoary Steed (epic)	Su	At will	20		***Etherealness***, as the spell.
Kalaraq Quori (18 HD) (SoS p156)	Su				Both base and swarm forms are incorporeal.
Nightmare	Su	At will	20		***Etherealness***, as the spell.
Phase Spider	Su	At will	15		**The best action economy for self-only etherealness**. **Move action** to shift from Material to **Ethereal**, **free action** to shift from

					Ethereal to Material. You can shift, cast a (standard action) spell, shift back, and change to a different form all on the same turn.
Phoenix (20 HD) (MM2 p168)	Su	At will			Planar travel. A phoenix can enter and exit the **Ethereal** Plane at will and navigate through it without error or risk. Not sure what that means, but it sounds great!
Prismatic Golem (20 HD) (MM3 p71)					Possibly the best defensive form available. This is immune to just about everything you can be immune to except energy damage that doesn't allow spell resistance. It also has amazing AC. See "Defense, Physical" and "Defense, Magical" for details.
Spirit of the Land (20 HD) (MM2 p189)					Plus all-around vision, natural invisibility, 5-mile telepathy, and 60-ft perfect flight.

Inherent Weapons & Equipment

One instance per item unless noted otherwise. Vanishes when shapechange *expires.*

Creature	Type	Limit	CL	Save	Notes
Archon, Sword (BoXD p161)	Ex				Transform both arms into *+2 holy flaming longswords*. Free action in both directions. May be able to transform one at a time. Cannot be disarmed or sundered.
Archon, Trumpet	Su				Trumpet can change to a +4 greatsword as a free action.
Concordant Killer (19 HD) (MM4 p34)	Su				Concordant greatsword. +2 anarchic axiomatic holy unholy greatsword created as a move action; dissipates if the concordant killer lets go. Note that, by rules as written, creatures who are not True Neutral take 1-2 negative levels while wielding the concordant blade.
Demon, Balor (20 HD)	Su				+1 vorpal longsword, large, shaped like a bolt of fire or lightning

Demon, Myrmyxicus (18 HD) (FF p52)	Su	4			Infuse Scythe: Up to 4 masterwork scythes can be infused with unholy magical energies, transforming them into +3 unholy scythes so long as they remain in physical contact with you. Full-round action to infuse each one. If you're playing an evil character, this is a very stylish way to execute a whole bunch of angels at once. Otherwise probably not super useful.
Eladrin, Tulani (18 HD) (BoXD p171)	Su	At will			Sword of Light. Create a +4 brilliant energy holy longsword as a free action. Vanishes if the tulani dies or loses contact.
Molydeus (19 HD) (FC1 p47)	Ex				+1 dancing vorpal cold iron greataxe. Your DM may require you to first construct one while in this form, which is an 8-hour ritual on the 400th layer of the Abyss and therefore requires 2-3 castings of *shapechange* or Extend Spell metamagic. The DM will likely throw hordes of demons and several books at you while you undergo the ritual.
Spectral Rider (MM5 p160	Su	Always active			Your incorporeal touch attack and any weapon you wield are automatically treated as Unholy weapons.

Initiative

Creature	Type	Limit	CL	Save	Notes
Dire Tortoise (Sand p151)	Ex				Lightning Strike. Always act in the surprise round even if you've been noticed. Change to a different form immediately.
Dread Wraith					+13 with Improved Initiative (which you get). Also incorporeal and has great touch AC.
Elemental, Air					+13 Huge +14 Greater (21 HD) +15 Elder (24 HD), also has decent AC All have 100-ft perfect flight and DR 10/-. Above numbers include Improved Initiative (which you get).

Gloom (25 HD) (epic)					**+18**

Invisibility, Greater

Creature	Type	Limit	CL	Save	Notes
Gloom (25 HD) (epic)	Su				**Not invisible**, but constantly **silent** as per the *silence* spell. Quiescence grants a +20 racial bonus to Move Silently checks.
Guecubu (FC1 p41)	Su				Naturally invisible. Not subject to *invisibility purge*.
Invisible Stalker	Su				*See invisibility* shows the dim outline of a cloud. *True seeing* shows a cloud of roiling vapor.
Spirit of the Land (20 HD) (MM2 p189)	Su				Suppress or resume as a free action.
Sprite, Pixie	Su				Suppress or resume as a free action.
Will-O'-Wisp	Ex				Natural invisibility by extinguishing the glow.

Magic Circle Against Evil

Creature	Type	Limit	CL	Save	Notes
Archon (all)	Su		HD		Always active

Magic Circle Against Good

Creature	Type	Limit	CL	Save	Notes
Hoary Steed (epic)	Su		HD		Always active, cannot be suppressed.

Memory Loss

 # TODO move to incapacitate

Creature	Type	Limit	CL	Save	Notes
Ethereal Doppelganger (20 HD) (MM2 p94)	Su	At will			**Mind Wipe**. Remove a subject's memory of your existence with a melee touch attack. **No save**. If you interpret this as only affecting memories of you while in Ethereal Doppelganger form, it's not cheese. However, it would not be wholly unreasonable to interpret this as pertaining to all memory of your existence, period.
Maelephant (FF p120)	Su	3/day		Con (16)	Breath Weapon. 10 feet wide, 30 feet Long. **Fort negates**. Complete memory loss including skills, feats, and use of all class features including spellcasting. The subject cannot tell friend from foe. Future memories vanish every time the subject rests or sleeps, so this is your best option for recreating *50 First Dates* in D&D if that sort of thing makes you happy. This condition is permanent but can be cured by any effect that cures poison (e.g. *heal* or *neutralize poison*). *Delay poison* probably allows for suspending the effect for the hours-long duration.
Sprite, Pixie	Ex			Cha+2	Memory loss arrows. No damage. Lose all memory except skills, languages, and class abilities. Can be restored with *heal*, *limited wish*, *wish*, or *miracle*.

Mind Blank

Creature	Type	Limit	CL	Save	Notes
Construct (any) (default Marut)					Limited - mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects).

Nilshai (UE p67)	Su				Full *mind blank* as the spell. Continuous. Strictly inferior to Yochlol but less likely to be ruled unique.
Undead (any) (default Dread Wraith or Nightshade)					Limited - mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects).
Yochlol (FC1 p54)	Su				Full *mind blank* as the spell. Cannot be dispelled. Because the Yochlol can assume limited human or elf forms (always beautiful women but can't duplicate specific individuals) as a swift action, you can use this as a walking-around form with full *mind blank*. It even has decent physical stats. You may wish to keep some clothes handy.

Minions!

Creature	Type	Limit	CL	Save	Notes
Dread Wraith	Su				Spirits of **humanoids slain** by dread wraiths become wraiths 1d4 rounds later and serve the dread wraith until its destruction. Wraiths **drain 1d6** points of **Constitution** with a successful melee touch (Fort negates).
Earth Whisper (Ros p187)	Su	Cha+ 3/day			**Rebuke and Command earth creatures** as an evil cleric rebukes and controls undead. Earth elementals and xorns come to mind as the obvious targets, but this actually includes a surprisingly broad array of creatures,including several dragon varieties, a fair few outsiders, a couple of giants, and a few fey - including oreads and ruin chanters.
Fiendwurm (24 HD) (MM2 p99)	Su	3/day			Demonic Belch. Pulls **1d4 demons** from the Abyss (**Roll d%**: 1-50 **jovocs**, 51-75 **quasits**, 76-100 **vrocks**). The demons cannot use any summoning abilities until 1 hour after arriving, but their transport is instantaneous. The ability specifies that it brings the demons

					to aid you, but it doesn't explicitly state that you can control them.
Hullathoin (FF p96)	Su	At will			There are three aspects to a Hullathoin's minionmancy: 1. As a **standard action**, pop a pustule to emit a Bloodfiend Locust Swarm. These attack living creatures indiscriminately, dealing 3d6 swarm damage and **one negative level** to everything they swarm. There does not appear to be any limit to the number of these swarms you can produce, and they appear to persist indefinitely. 2. **Any humanoid or monstrous humanoid slain** by the energy drain (negative levels) from said unlimited Bloodfiend Locust Swarms reanimates as a **Fiendish Vampire Spawn** after **2d6 hours**. **3. Rebuke and Command Undead** as a 20th-level cleric. Fiendish Vampire Spawn created by your Bloodfiend Locust Swarms are automatically under your control unless you can't pick up a new creature with their HD, in which case you can choose whether to leave them to rampage indiscriminately or free a different commanded creature to make room for them. The latency on your Fiendish Vampire Spawn rising means you won't actually get to control them yourself unless you stay in the form for an extended period of time. Alternatively, you can go back and rebuke them later. If you don't need specific fine-grained control, ejecting a bunch of Bloodfiend Locust Swarms makes for a great Set It And Forget It mechanism for destroying whole cities - provided you don't mind having the entire

					population's worth of Fiendish Vampire Spawn left over. This is the sort of form that creates legendary cities of the dead, so you can base entire adventures on the fallout from this form. Your DM will may consider this an Evil Act. You know, just a little.
Mockery Monarch (20 HD) (MM5 p126)	Su	Swallow			Spawn Mockery Drone. Any humanoid reduced to 0 or fewer hp when inside your stomach emerges from your "abdomen" at the beginning of your next turn. You need not be in Mockery Monarch form for this to work - try scooping up a bunch of people simultaneously with Garngrath form and then wearing them down until they're close to 0, at which point you can finish them off in Mockery Monarch form. (If you overshoot, go swallow more and try again.) Mockery Drones are actually fairly potent, albeit really stupid. They also are loyal to you rather than enslaved, which means you can probably keep them as minions after changing form and even after *shapechange* expires. Probably. They're dumb enough that object permanence is not a given, so you might have trouble convincing them you're still you.
Myconid Sovereign (MM12 p157)	Ex	At will			Animation spores. Turn any dead body into a servant that functions as a zombie. It is, however, *not a zombie*. It retains its previous creature type and cannot be turned or commanded. More importantly, this is not a necromancy effect and is **not evil**. It takes 1d4 days for the corpse to animate, and it slowly decays over the course of **1d6 weeks** until it disintegrates into dust. The ability text doesn't specify, but presumably you command the servant through Rapport spores. There is **no limit** specified for how many or how many hit dice you can create and command. This isn't particularly potent, and you need to plan in advance a bit, but the duration is

					fantastic, and you can get an **arbitrarily large number** of fairly potent servants with access to the right corpses (which, with *shapechange*, you are quite proficient at making). Note that your servants can probably be raised because they are merely animated and not actually undead. It may also be possible for a necromancer to turn them into actual undead, wresting control from you.
Nightcrawler (25 HD, undead)	Su	1/day			Summon 9-16 shadows, 3-6 greater shadows, or 2-4 dread wraiths. Appear after **1d10 rounds**, serve for **1 hour**. **Boosted** by desecration aura. Wraiths **drain Constitution**, shadows **damage Strength**.
Nightwalker (21 HD, undead)	Su	1/day			Summon 7-12 shadows, 2-5 greater shadows, or 1-2 dread wraiths. Appear after **1d10 rounds**, serve for **1 hour**. **Boosted** by desecration aura. Wraiths **drain Constitution**, shadows **damage Strength**.
Nightwing (undead)	Su	1/day			Summon 5-12 shadows, 2-4 greater shadows, or 1 dread wraith. Appear after **1d10 rounds**, serve for **1 hour**. **Boosted** by desecration aura. Wraiths **drain Constitution**, shadows **damage Strength**.
Plague Spewer (undead) (MM3 p125)	Su	4/day			Vomit forth a rat swarm. You don't get any control over it, but it also doesn't disappear after an hour like most minion options - it seems to be real and permanent.
Ragewalker (22 HD) (MM3 p132)	Su	3+Cha per day	½ HD	Cha	Control Living Spells as an evil cleric rebukes and controls undead. You have to find the living spells yourself.
Rakshasa, Ak'chazar (MM3 p134) *- or -* Rot Reaver Necrothane (20 HD) (MM3	Su	3+Cha per day	20	Cha	**Rebuke and Command undead** just like a cleric. Per the Assumptions section, you must stay in this form to maintain control. You can control undead up to 10 Hit Dice and maintain control of up to 20 HD total at once. The Rot Reaver Necrothane is superior because it can also maintain up to its Hit Dice in zombies from Animate Dead (see below),

p143)					although it also requires CL 20 to use.
Rot Reaver (MM3 p142) *- or -* Rot Reaver Necrothane (20 HD) (MM3 p143)	Su		HD		**Animate Dead** as the spell, except you may only animate creatures into zombies. You must also first afflict a target creature with Wound Rot while it's alive, which requires first hitting it with a cleaver (alas, you must supply your own) and then flicking it with your tongue as a free action touch attack (which also inflicts 1 point of Con damage). Your zombies remain animated when you change to a new form, but (per Assumptions) you must be in this form to command them. Note that, while you can only command undead whose total Hit Dice do not exceed your own, you may *animate* an unlimited number if you just want to populate the world with undead. Given the relatively low Strength, your best bet for making this work is to first incapacitate a target with some other effect - you have *lots* of choices.
Ruin Chanter (20 HD) (MM5 p132)	Su	1/week			Call Ruin Elemental. **1-hour ritual** with the side effect of conjuring a climate-appropriate storm for the duration. The called Ruin Elemental serves you indefinitely until destroyed. You can accumulate as many of these as you like, so you might as well do this weekly. Note that you probably won't be able to issue new commands except when in Ruin Chanter form, but the elemental should keep doing the last thing you ordered in the interim. Ruin Elementals are pretty good, especially for permanent free servants, and even more so given that you can have a bunch of them. Note that, as called creatures, they do actually die when killed, so throwing away their lives needlessly is not nice. Note also that, should you abuse this to accumulate dozens of Ruin Elemental servants, your DM will probably punish you.

Shadow, Greater (undead)	Su				**1d8 Strength damage** on melee touch attack. **Humanoids** reduced to 0 die and rise as shadows **1d4 rounds** later, serving **indefinitely**. Negative energy effect.
Siabrie (web)	Su	1/day	20		Awaken Desert. As ***elemental swarm***, except: ● You can't get water elementals ● All of the elementals appear immediately ● The elementals have minor extra abilities/bonuses ● It can be activated as a Standard Action So that's 2d4 Large elementals, 1d4 Huge elementals, and 1 Greater elemental, all with maximum instead of average hit points, appearing immediately with a Standard Action, serving you for more than 3 hours. Needless to say, this is absolutely fantastic.
Skull Lord (MM5 p154)	Su	1/month (1 max)			Create Spectral Rider. **Create a versatile, loyal undead servant that lasts beyond *shapechange***. Because the spectral rider is loyal but not controlled, you should be able to convince it to keep serving you after you change form. Note that you need multiple (generally 3) castings of *shapechange* to stay in this form long enough to perform the 12-hour ritual, and it can only be performed under a new moon. Your spectral rider isn't going to be doing any level-appropriate combat for you, but it can run errands and cast *phantom steed* at will. It even can look like a living person, requiring *true seeing* to pierce the deception.
Spectre (undead)	Su				Spirits of **humanoids slain** by spectres become spectres **1d4 rounds** later and serve their creator until its destruction. Spectres impart **2 negative levels** with a successful melee touch.

Ulgurstasta (undead) (FF p180) *- or -* Ulgurstasta, advanced gargantuan (18 HD) (undead) (FF p180)	Su				Swallowed creatures take 1d8 points of Constitution drain per round until they die. After that, they immediately[30] gain the skeleton template and lay dormant until you disgorge them. This form's grappling is nothing special, so the right way to do this is to use Nightcrawler or (better) Garngrath to do your swallowing and then change form to this. Ideally use a tougher intermediate form to weaken your victims first (a few options have paralysis) so they can't cut their way free - the gizzard in this form is fairly vulnerable. Alternatively, do some mass incapacitation up front and then swallow-drain while they're incapacitated. (Garngrath is great for hoovering them up quickly.)
Vampire (undead) (template)	Su	1/day			Call **1d6+1 rat swarms**, **1d4+1 bat swarms**, or **3d6 wolves**. Arrive in **2d6 rounds**, serve for **1 hour**.
Vampire (undead) (template)	Su				**Humanoids** and **monstrous humanoids** drained to 0 Constitution rise **1d4 days after burial** as **vampires** if they have 5 or more HD or **vampire spawn** otherwise and serve until released or the master is destroyed. Max 2*HD hit dice of enslaved vampires and spawn, although enslaved vampires can enslave vampires and spawn of their own.
Yak Folk (MM2 p200)	Su	1/day			Summon and command an evil **janni** until the 2nd sunrise (never more than one at a time). This is a really nice duration and gives you a servant with flight, **at will *plane shift*** for material/astral/elemental planes, and, for 1 hour per day, ***ethereal jaunt***. Ask your DM if, when performing tasks away from you, it knows if you change form. Note that the restriction on summoned creatures using teleportation abilities is a function of *summon monster* and *summon nature's ally* specifically - it does not apply

[30] Unless you've used this form's breath weapon in the last day

					here.

Miss Chance

Creature	Type	Limit	CL	Save	Notes
Cloaker	Su	At will	6		As *blur* spell. 1d4 rounds, shadowy areas only.
Cloaker	Su	At will	6		*Mirror image* as the spell. Shadowy areas only.
Garngrath (28 HD) (MM5 p60)	Su				Dimensional shield. 20%, continuous.
Golem, Shadesteel (construct) (18 or 27 HD) (MM3 p72)	Su				Automatic **concealment** in any illumination **less than full daylight** (*daylight* spell suffices).
Hoary Steed (epic)	Ex				Continuous *obscuring mist* effect. Should leave a trail.
Nightmare	Su			Con* (16 or 24)	**Concealment** from smoke at **5 feet**. **Total concealment** at **10 feet**. Also **debuffs** in 15-foot cone in front of the nightmare for -2 to attack and damage rolls until 1d6 minutes after leaving the cone (breathe smoke by default as free action each round).
Shadow mastiff	Su				**Total** concealment in any light short of daylight (*daylight* spell is sufficient). For comedic effect, GO FETCH any item enspelled with *daylight*.

Nondetection

Creature	Type	Limit	CL	Save	Notes
Abomination, Marruspawn (20HD) (Sandstorm	Su		HD		Continuous**.**

p173)					
Abomination, Chichimec (27 HD) (epic)	Ex		HD		Continuous.
Gnome, Svirneblin	Su		Class levels		Continuous.

Planar Travel

Creature	Type	Limit	CL	Save	Notes
Demon, Bebilith	Su	At will	12		Self-only ***plane shift***
Ether Scarab (MM2 p94)	Su	At will			Planar rip. Make a hole between your current plane and another suitable for bidirectional travel by creatures up to Large size. Lasts 1d4+1 rounds. Presumably you get a random location on the other plane, but the ability doesn't specify.
Hoary Steed (epic)	Su	At will	20		***Astral projection*** as the spell.
Nightmare	Su	At will	20		***Astral projection*** as the spell.
Phoenix (20 HD) (MM2 p168)	Su	At will			Planar travel. A phoenix can enter and exit the Astral Plane at will and navigate through it without error or risk. This may mean immunity to the effects of Astral Dreadnoughts.
Yak Folk (MM2 p200)	Su	At will, kinda			Command Genie to get an evil janni to serve you for 24-48 hours (second sunrise after summoning). The **janni** can use ***plane shift*** **at will** for the **material, ethereal, and elemental planes**. Jann have no restriction on bringing other creatures with them. The restriction on summoned creatures using teleportation abilities is a feature of *summon monster* and *summon nature's ally* specifically and does not apply to this ability.

Possession

Creature	Type	Limit	CL	Save	Notes
Bhut (FF p20)	Su	At will			Corpsetheft. **Inhabit a dead body** to animate it like a zombie. You can use Bluff and Disguise to pretend the body is alive and not possessed. When the body is reduced to 0 hp, you are ejected unharmed. Don't use this for combat - instead use it for crafty things like starting a fight and leaving your body behind to make it look like the attacker is dead. It's sort of a niche effect, but it lets you do things that will make people very nervous without putting yourself at any risk. Note that you'll need to make yourself invisible somehow if you don't want everyone to see you eject.
Effigy (27 HD) (MM2 p89)	Su	Touch attack at will		Cha	Infuse. Steal target's body on successful incorporeal touch attack. **Will negates**. Target takes 2d6 fire damage and 2 negative levels per round**. Opposed Wisdom check each round to maintain control.**
Ghost (undead) (template, LA +5)	Su	At-will	HD	Cha	No receptacle required, but must try to merge with target's body, moving into its space (no attack of opportunity). **Will negates**. Successful save protects for 24 hours. Unclear what happens if you change form again after possessing, but a second casting of *shapechange* should affect the possessed body - which you can combine with Death Throes or a phoenix's Immolate to great effect. (Because *shapechange* already gives you access to several save-or-die abilities as well as plenty of blasting, this really isn't as broken as it sounds - it's just really badass. Don't expect your DM to give you new phoenixes as pets.)
Guecubu (FC1 p41)	Su	At will		Cha	Sleeping humanoids and animals only. Can ride passively, communicate with host, or

					control outright. **Will negates**. A successful save doesn't wake the target - they have no idea that you even tried. Since you're invisible and incorporeal, just keep trying until it works. While possessing a creature, you're basically invulnerable - any attack against the creature harms it, not you.

Prevent Resurrection

Creature	Type	Limit	CL	Save	Notes
Barghest	Su	At will			50% chance creature can be brought back with *wish*, *miracle*, or *true resurrection*. Check once at time of feeding. Advances strength of Barghest form only (suggested house rule).
Demon, Maurezhi (FF p50)	Ex				Sentient living creatures only. 50% chance creature can be brought back with *wish*, *miracle*, or *true resurrection*. Check once at time of feeding. Can **access the memories of consumed creature** and assume the form/shape of consumed creature. **Must begin feeding within 10 minutes**; **requires 30 minutes to complete**. Advances strength of Maurezhi form only (suggested house rule; different advancement conditions and benefits from Barghest's Feed(su) - read FF entry for details).
Kalaraq Quori (18 HD) (SoS p156)	Su				Any target reduced to 0 Wisdom by the Kalaraq's incorporeal touch dies instantly, and its soul becomes bound to one of the Kalaraq's eyes. As long as the soul is bound, it cannot be resurrected by any means - not even *wish* or *miracle*. It is unclear what happens to the soul when you leave Kalaraq form. Ask your DM if you can hold onto the souls in the same way that equipment you can't wear in a new form melds into your body and becomes inactive when you change. This has some seriously nice flavor to it, and you'd be able to access the victim's memories by returning to this

					form.
Siabrie (web)	Su	At will		Con (20)	Sandtouch. Any creature damaged by the attack must make a **Fort save** or be transformed into magical sand. *Wish*, *miracle*, or *true resurrection* is necessary to restore life to a creature so transformed. Because the effect is tied to damage, you should be able to use this on enemies you have already killed, although they probably will still get saving throws.
Splinterwaif (MM3 p165)	Su	1/min			Transform any humanoid or fey corpse into into a Medium-sized thorny bush. Requires a full minute of concentration and must start over if interrupted. Transformed creatures cannot be restored except through *true resurrection*, *miracle*, or *wish*. While not as potent as some other options, this is perhaps the most stylish option I've seen for inhibiting resurrection. It is also definitely not evil.

Protective Aura

(double *magic-circle against evil*, *lesser globe of invulnerability*)

Creature	Type	Limit	CL	Save	Notes
Angel (all)	Su		HD		
Eladrin, Ghaele	Su		HD		
Eladrin, Tulani (18 HD) (BoXD p171)	Su		HD		
Guardinal, Leonal	Su		HD		
Hollyphant (BoXD p176)	Su		HD		Standard *globe of invulnerability*; but no *magic circle against evil*. Wards only the Hollyphant. Small form only.

Random Goodness

This section is reserved for unique effects that are bad-ass, powerful, or otherwise noteworthy but are too specific to fit in another reasonable category.

Creature	Type	Limit	CL	Save	Notes
Crawling Head (28 HD) (FF p35)	Su	Limited	HD		Absorb Head. Any Large or smaller creature you behead with Vorpal Bite can be swallowed as a free action. Heads that have been stored at least 1 round can be absorbed as a **free action** to heal you as though targeted with a *harm* spell (which, because you're undead, functions like *heal*) or to grant a **+6 enhancement bonus to one ability score for 1 hour**. You'll need to prepare this by biting off a bunch of heads up front. Since you need to roll at least a natural 19 get a vorpal beheading, you'll be doing a lot of biting to store up a bunch. Alternatively, nothing says you can't use it as part of a coup-de-grace, which grants an automatic critical and therefore an automatic beheading. The ability also doesn't specify that the head has to be fresh, but your DM might call Shenanigans if you try to argue that. Once you have a bunch of heads harvested (max 1 per your HD), they should be there for you whenever you shift into this form. Handy! ...Heady?
Demon, Succubus	Su	At will		Cha	Love them to death - literally! Act of passion, kiss, or grapple. Imparts negative level and *suggestion* to accept more of the same. Will negates *suggestion*, Fort save only prevents permanent level loss. Comes with great disguises from Change Shape. Since a single kiss is sufficient to impart a negative level, you should be able to impart at least one per round. Ask your DM if greater *ahem* intimacy allows for draining more

					levels.
Dragon, Tome (Dragon 343, p 43)	Su	At will			**Free Metamagic**. When using metamagic feats to modify **spontaneously** cast spells, up to +1 spell level adjustment (+2 for Old at 24 HD) is free. You must supply the metamagic feats yourself. You can ask your DM if you can prepare spells with Free Metamagic, but it's not covered in the description. You could perhaps make a case for losing only the free metamagic and not the whole spells if you try to cast while not in Tome Dragon form, but that conflicts with the fluff on how prepared spellcasting works (PHB glossary, p313) and has no crunch support. Note that few DMs allow Dragon Magazine.
Dwarf, Midgard (Frostburn p124)	Su	1/year	20	Wis	Curse. As *bestow curse* but with **unlimited range**! Not actually all that potent, but the unlimited range makes it pretty cool. Wisdom is very buffable thanks to *owl's insight*, so druids and their friends can really rock out the save DC for this. The target must have wronged you in some way.
Ethereal Defiler (22 HD) (MM5 p54)	Su	Always Active		Cha	Anchoring Aura: **Prevent creatures within 20 feet of you from leaving**. Teleport effects flat-out do not work within a 20-ft radius of you, and any creature attempting to move out of the area by other means must make a **Will save** to do so. Successful save protects for 24 hours.
Glimmerskin (MM2 p114)	Su	At will			Heroic Bond. **Grant another creature your feats** as long as you're bonded! Glimmerskin's stock feats are only useful for combat (you don't get them, but you have better ways to contribute to combat anyway), but your feats may allow for some interesting options, e.g. letting an ally pay her own damn XP costs for crafting magic items. This also grants a +4 untyped bonus on

					melee attack rolls and a +2 armor bonus to AC, but that pales in comparison to what you can contribute on your own.
Lilitu (FC1 p43)	Su	1/day		Cha	**Buff Charisma, saves, and weapons for one ally, plus other nifty benefits** Lilitu's Gift. Grant one willing or helpless (**Will negates**) creature a **+2 profane bonus to Charisma and saving throws** for 24 hours or until hit with *dispel chaos*. Subject radiates chaos for alignment detection. Natural and wielded weapons are treated as chaotic for bypassing damage reduction. This also grants **unlimited-range telepathy** with the subject, including across planes, and allows concentrating to **perceive through the subject's senses**. Monitor subject as though with *status*. Wording suggests that *suggestion* and similar spells can be cast on the subject through the link. Subject also gets a nifty tattoo of your name written in Abyssal somewhere on the subject's body - you choose where. Subject can't see tattoo, but everyone else can. Willingly accepting the gift from a real Lilitu is considered a chaotic act - ask your DM if that applies when you use it. Given that it's channeling chaotic power, it probably should.
Lilitu (FC1 p43)	Ex				**Automatic success on Use Magic Device** Use any magic item as though you've made a successful Use Magic Device check, including alignment emulation. Allows you to emulate minimum caster level and ability scores but not boost beyond minimum. If your DM doesn't allow *Fiendish Codex 1*, Yak Folk (MM2 p200) effectively gets this for magic staffs only. Not as good, but still potent.
Mockery Monarch (20	Su				Consume Language. **Gain the ability to understand the language** of any humanoid

HD) (MM5 p126)					you consume. It doesn't specify that they have to die, so I think you just have to swallow them. You might even be able to swallow them in a different form, switch to Mockery Monarch to digest them a little, and then (optionally) spit them back out. This is a great way to learn languages, especially from people who are really trusting and/or stupid. Or, you know, people you *dominate* or incapacitate with a different form's abilities. The ability specifies that you can't actually speak the language, but that's probably because a Mockery Monarch isn't capable of any humanoid speech. Once you change forms, it should probably work - although you might have to practice making new sounds first, so you probably won't sound native.
Nabassu, Mature (FC1 p49)	Su			Cha	**Extra target for beneficial spells** Vampiric Link. Establish a connection with a living creature within 30 feet. **Will negates**. While linked and within range, damage the subject afflicts on the Namassu also affects the subject, and any spell the subject casts on the Namassu also affects the subject regardless of whether the original cast penetrates spell resistance or whether the Namassu makes its saving throw. In addition to being nifty for reflecting hostile spells, this lets you get free casts of beneficial spells from your allies. Cleric buddy about to cast *mind blank*? Have him cast it on you and channel it back to him for free.
Phasm	Su	At will			**Gain cosmetic access to illegal creatures** (but not their abilities or qualities) **Alternate form** lets you assume the shape, physical ability scores, gross physical qualities, and (probably) racial skill bonuses of **creatures up to Large size regardless of hit dice and uniqueness**.

					I don't know of anything specifically useful you can do with this aside from (poorly) impersonating a god, but it's cool.
Quell (Libris Mortis p116)	Su	3+Cha per day	HD	Cha	Intercession. **Cripple divine casters** by preventing them from turning/rebuking undead and casting divine spells. **Functions as Turn Undead** - the Turning Check determines the highest level caster (by class) you can affect, and Turning Damage determines the total HD you can affect. **Lasts 1 minute** unless your HD is at least twice the target's divine class level (in which case it's probably easier to maul them to death), which extends the duration to 24 hours. There is no indication that you can skip friendly divine casters, so position yourself carefully. This is a nifty, if somewhat unpredictable, way to incapacitate enemy casters more powerful than you are. Note that Turning is a Charisma check (**no saving throw!**), so effects that improve Charisma checks (e.g. a Circlet of Persuasion, *good hope*) improve this as well. With good Charisma, you could easily pump this up high enough to affect level-appropriate enemy casters reliably.
Shaedling (MM5 p148)	Ex	At will			Shadow Gossamer. **Create any mundane item up to 15 lbs**. Lasts **1 round** after leaving your hands. **Swift action**. This is fairly niche, but it's also pretty cool. Never spend time looking for tools again. Or your keys.
Siabrie (web)	Su	1/hr		Cha	Sonorous Voice. Intelligent creatures within a range of **1 mile per minute** of concentration (starting immediately - it grows every minute) must make a **Will save** each round. Each failed save **escalates fear** by one category, starting with Shaken on the first failure and ending with Unconscious on the fourth instead of Cowering. The condition last as long as the Siabrie

					continues concentrating, plus 1d10 rounds. Notably, the ability doesn't specify that moving out of range (which would require traveling 528 feet per round directly away from the Siabrie anyway) ends the effect, but it probably should. There also is theoretically no limit on how large this can get except for the duration of your *shapechange* spell - which means you can cover a170-mile radius minimum if you're willing to keep it up long enough. Doing so without question crosses the Cheese boundary.
Siege Crab (20 HD) (MM3 p156)					**Be a 30-ton giant, armored, deadly amphibious submarine tank**. Seriously. This thing is a beast. It has some serious protection due to its Force Carapace (Su), which grants a +10 deflection bonus to AC and a +8 resistance bonus to saves. DR 15/adamantine provides a solid buffer on anything that beats your 37 AC. It has 60-ft movement both walking and swimming. The trample effect isn't particularly damaging, but it's a nifty effect. 4 claw attacks provide passable melee damage, and the bonus feats (Cleave, Great Cleave, and Power Attack) make it hell on wheels for playing whack-a-mook. Most importantly, there's a shielded passenger space inside, and that space fits 1 Large creature or 4 Medium or small ones. It also offers total cover and total concealment to passengers when the hatch is closed (standard cover and concealment if open). If you're a druid with Natural Spell or anyone with Silent Spell, ask your DM if you can treat creatures in your shielded compartment as cargo for purposes of *master earth* and *teleport*. One note of caution: <u>Do not under any circumstances allow yourself to be dispelled or disjoined while you have friends in your</u>

					belly. Bad things will happen to all of you if you do. Changing form to something incorporeal should be fine though.
Visilight (MM3 p186)	Su	At will			**Eat others' Charisma!** When you pin a living creature, you can drain 1d6 points of Charisma from it each round - and your Charisma score increases by the same amount. You can increase your Charisma to arbitrarily high levels this way, limited only by how much you can find to eat. The temporary Charisma points fade at a rate of 1 per hour, so use them wisely while you have them. Note that, because this is ability drain, your victims will never recover on their own - they'll need a *restoration* spell. If you have a cleric buddy who can cast it, finding volunteers and footing 100 gp per "victim" isn't a bad way to do this. Alternatively, if you like hunting for your own food and aren't particularly sporting, you can drain animals just as well as humanoids with this ability (although it won't give you the same fluff satisfaction). This form has abysmal grapple checks, but a paralyzed victim automatically loses. You have myriad ways of inflicting paralysis - including this form's own gaze attack, which I didn't bother listing in "Incapacitate, Paralysis" because there are other, better options there. I interpret the temporary Charisma as equivalent to temporary hit points, which means they should persist after changing form. This is a fantastic way to supercharge your *shapechange* abilities. I recommend not draining more than one creature at a time lest your DM come down with the banhammer on this. Boosting your Charisma by 10-20 is plenty - don't be greedy. Unless your DM tolerates arbitrary amounts of cheese, in which case go forth and devour the world.
Yugoloth, Yagnoloth	Su	At will			Impart **1d4 negative levels per round** to an unconscious or stunned creature by placing

(MM2 p204)					your head against the victim's flesh. This isn't actually useful because you have any number of ways to finish off an unconscious or stunned creature, but it's pretty badass.

Random Mayhem

Creature	Type	Limit	CL	Save	Notes
Behemoth Eagle (21 HD)					**Colossal size**. Incubate anything.
Blue Whale (Pathfinder)					**Colossal size**. Combine with a *fly* spell for fun and profit. ~~Combine with *animal growth* for even more.~~ *Animal growth* can only target up to Gargantuan creatures, which is interesting because this is basically the only thing for which that's ever relevant.
Centipede, Colossal Monstrous (24 HD)					**Colossal size**. Sit on anything. Block anything.
Dragon Turtle	Ex				**Capsize**. Surfacing under a vessel may capsize it. <20 feet long, 95%. 20-60 feet long, 50%. >60 feet long, 20%.
Eladrin, Firre (BoXD p169)	Su	Gaze		Cha	**60-foot radius**. Creatures meeting the gaze **burst into flames**, taking 2d6 fire damage (**no save**), and must make a **Fort save or be blinded** as *blindness/deafness*. Humanoid form only.
Jackalwere (FF p107)	Su	Gaze		Cha	Combine Alternate Form (any Medium humanoid) with 5-minute, 30-ft Sleep Gaze to put ridiculously large swaths of people to sleep.
Living Holocaust (FF p117)	Su	At will	10	Con (17)	Holocaust Winds. As *control winds* but also adds **3d6 fire damage** per round (**Reflex half**). Standard action to activate or deactivate. Only one active instance at a time. The caster level is fixed, giving you a **400-ft**

					radius and limiting you to 3 levels of increased or decreased wind strength. Ask your DM whether that lets you start at Severe or Wind Storm level - it depends on whether you use the table on Weather Effects or the list included with the spell. Despite these limitations, this is an effect that lets you utterly destroy armies of ordinary soldiers or level villages without expending any resources beyond casting *shapechange*.
Living Holocaust (FF p117)	Ex			Con (17)	As Magmin (see below) but with a 30-ft radius, better save DC, and better mobility.
Magmin	Ex			Con (13)	Ambient 20-foot radius of **intense heat** causes 1d6 fire damage per round but is negated by a successful **Fort save** against a **low DC**. Noteworthy only because it's fun being an invisible magmin in a crowded room full of normal people. Also ignite combustible materials by touching them, but any fire elemental can do that. Living Holocaust is strictly better, but Magmin is Core.
Night Twist (MM3 p110)	Su	1/day?		Cha	Despair Song. **Semi-permanent**, **compulsive**, **deadly**, ***geas*-like *crushing despair*** to every creatures with 6 or better Int in a radius of **50 feet per HD** (nerfed in errata from 5 miles per HD, presumably because that would depopulate small countries - I think they should have split the difference and done 500-1000 feet per HD, but that's just me). **Will negates**. In addition to the debuff, creatures are compelled to "seek out the source of their sorrow to the neglect of all other tasks or needs, including eating or sleeping." If restrained such that it cannot do try to find the night twist, it takes 1d10 points of damage every evening until either it dies or the curse is broken. Notably, the effect doesn't say whether the victim knows the night twist's

					direction or distance, and either way provides a distinct mayhem advantage. (It's possible that the direction is supposed to be provided by the subsequent night's song.) Moving outside the range of the effect does not break the curse. Only three things can do that: *Limited wish* (or better), getting hit by the night twist's slam attack, or the night twist's death. For *shapechange* purposes, changing form should suspend the effect, so you have to stay in *shapechange* continuously to make the most of this - although there is some hilarity to be had being able to turn the curse on and off at will. Night twists are capable of speech (even though they rarely do so), so you can use *teleport* to move rapidly beyond reasonable seeking range if you want to leave a whole village or castle or fortress disrupted and incapacitated.
Ooze, Ochre Jelly or (Elder) Black Pudding	Ex				**Split in two** instead of taking damage when struck with a slashing or piercing weapon (or electricity for Ochre Jelly). Each new ooze has half the hit points (FRD) of the original. Can't split below 10 hp, although the text suggests that slashing/piercing/electricity still do no damage. You should control all of the split oozes, but it's unclear what happens if you change form after splitting. At a minimum, if you gather all of the split oozes back together, that should let you change to another form with the sum of all their HP. Don't expect the DM to let you take a new form for each split ooze. If you want to take this to crazy extremes, see instead Protean Scourge under "Cheese".
Plague Spewer (undead) (MM3 p125)	Su	At will		Cha	**Plague** (duh). Spread a highly-contagious and fairly devastating supernatural disease. Incubation period 1 minute, damage 2d4 Dex and 2d4 Con. Only *remove disease* or similar magical treatment can cure someone once infected - making successful saves two days

					in a row just keeps you from taking the ability damage on those days. Expect to wear out the local clerics quite quickly - and probably kill them as well, because every disease-curing spell I know of except *mass heal* (a 9th-level spell) is touch range and therefore immediately exposes the caster. Here's the real kicker: "The plague is spread by contact and does not require injury." The fluff text further confirms that victims can spread it merely on contact. All you have to do to get the ball rolling is make a touch attack with a +10 Str bonus. Because this is so virulent (think Ebola but with an incubation period of 1 minute instead of 2 to 21 days), you can easily infect large swaths of population. Ironically, your plague will probably last longer if your save DC isn't too high, because the victims will know they're trouble immediately if they fail the first save after incubation and might take steps to avoid spreading your plague further. Remember that biological warfare is highly random. You might plan to infect only one city, but if a local wizard gets infected and immediately teleports to another city for treatment, you've started a pandemic. If that's your schtick, great, but be careful otherwise. Another word of warning: Once you return to your natural form, you'll be as vulnerable to your plague as everyone else unless you take adequate precautions. Finally, keep in mind that any victim Huge size or higher that dies from your plague will rise as a plague spewer in 1d4 days. If you infect a city that uses elephants for labor, this is *really* the gift that keeps on giving. You monster.
Ravid	Su		20		Once per round, animate random object within 20 feet as ***animate objects***. **Automatic**, no action required. Great for

					birthday parties.
Rylkar Harridan (MM5 p136)	Su	Always active		Con (24)	Contaminate. **Any food or drink** that comes within **20 feet** is **automatically rendered foul and poisonous**. The poison is moderately potent (1d6 Con/1d6 Con), but the real point is just how quickly you ruin huge stockpiles of supplies. Great for sieges. Note that this also affects potions, although they should still function. Just don't ruin your own.
Teratomorph (28 HD) (MM2 p194)	Su	Touch attack at will		Con (20)	Entropic Touch. Target suffers **randomly-rolled transmutation**. **Fort negates**. 1d20 ● 1-7: Physical Mutation - 1d6 Strength or Dexterity drain ● 8-13: Tissue Annihilation - 2d4 Constitution drain ● 14-18: Transformation - 5d20 damage and *polymorph any object* (CL 20) into form determined by DM (random or specific). *Errata removes PAO effect and renames this to "Fleshwarp".* ● 19: Bonding - stick to target and auto-succeed at grapple check. 4d6+Str bludgeoning damage and a new Entropic round on each subsequent successful grapple check. ● 20: Absorption - target dies instantly and leaves no trace of body. (Do not expect the DM to let you gain the permanent Hit Die and treat it as a new class level.)
Teratomorph (28 HD) (MM2 p194)	Su	1 per round		Cha	Portalwake. **Random creature in 120 feet** transported to a **random plane** as with *plane shift*. **Automatic**. **Reflex negates**.
Teratomorph (28 HD) (MM2 p194)	Su			Spell Level	Warp Reality. 120-ft emanation when moving or attacking. Terrain warps and writhes, imposing a -4 penalty on attacks and Dexterity checks for everyone except the teratomorph. 10% chance each round of manifesting a pair of spell duplications for 1 round (save DC 10+SL, teratomorph unaffected):

					1d20 • 1-4: *Entangle* and *obscuring mist* • 5-8: *Color spray* and *glitterdust* • 9-12: *Stinking cloud* and *spike growth* • 13-14: *Spike stones* and *cloudkill* • 15-16: I*nsect plague* and *mind fog* • 17-18: *Acid fog* and *transmute rock to mud* • 19: *Fire storm* and *reverse gravity* • 20: *Earthquake* and *prismatic spray* (roll once for all affected creatures)
Titan	Ex				The titan retains its ability to use a **weapon** sized for **Gargantuan** creatures even while using Change Shape to take a Small form.

Rerolls

Creature	Type	Limit	CL	Save	Notes
Arcadian Avenger (MMV p8)	Su	3/day			Elude Chance. This isn't a reroll - instead, you can **Take 10 on a saving throw as an immediate action**. You do have to be in this form already, but if you know you have to make a Will save soon and have a rough idea of the DC, this can be fantastic. (Less fantastic for Reflex and Fortitude saves due to crappy stats.) Ask your DM is you can combine with *foresight* to change to this form upon recognizing the danger and still squeeze off this ability. You can also use this on an attack roll, but that's pretty useless in this form. Strictly speaking, there's no time limit on how long can elapse between invoking Elude Chance and when you apply the effect, but don't expect your DM to allow you to switch forms in between. Note that if your Charisma score is 30 or better, any form that adds Cha to saves gives you a bigger bonus than the maximum improvement from Taking 10 - but that doesn't protect you from a Natural 1.
Temporal	Su	Con			Time Slip. Reroll any single die roll. **Free**

Drake (web)		/day			**action**. Use **whichever roll is better**. Use before determining success or failure. This form has poor defenses, so use this form when you know in advance you're about to do something tricky.
Tirbana Eyewing (MM5 p172)	Su	At will			Negate Enchantment. **Unlimited rerolls for anyone** against active **enchantment** effects. Most recent first effect first. If you have party members with poor Will saves, this is your new best friend.
Vasuthant (undead) (MM3 p182)	Ex	3/day			Reality distortion. As a **free action** (no more than once per round once per round), reroll any unfavorable die roll or force another to reroll. No save. It's like being a Fatespinner for free.
Vasuthant, Horrific (undead) (25 HD) (MM3 p183)	Ex	At will			Reality distortion as ordinary Vasuthant, but at will. If you can hit CL 25, always use the Horrific version.
Vasuthant, Horrific (undead) (25 HD) (MM3 p183)	Su	3/day			Alter Past. As a **free action** (no more than once per round), go back and replay your last turn. This is the **"Oops, did I do that?"** power. Free action to become this thing, free action to reverse the previous turn, try again. You should discuss with the DM exactly how this works - it's unclear if this is only intended to affect your current turn or if you can go back and redo the previous turn. The text suggests the latter, but that's both seriously overpowered (meriting moving it to "Cheese") and incredibly annoying for bookkeeping. Expect to have books thrown at you if you use this too often.

Regeneration

See "Defense, Physical"

Saving Throw Boost

Use these when you know in advance you have a save coming up and want to make sure you pass. Unless your Charisma is sky-high to the point that it dwarfs deficiencies in Dexterity and Constitution,, this is only useful for Will saves.

Creature	Type	Limit	CL	Save	Notes
Astral Stalker (MM3 p12)	Su				Unearthly grace. Cha bonus to saving throws and as a deflection bonus to AC. 21 Dex, 23 Con. Can cast spells with verbal and somatic components.
Grimweird (MM3 p75)	Su				Unholy grace. Cha bonus to saving throws and as a deflection bonus to AC. Dex 13, no Con score, undead immunities to a whole bunch of negative conditions and any effects allowing a Fort save unless it also affects objects. Can cast spells with verbal and somatic components.
Night Twist (MM3 p110) *- or -* **Night Twist, Ancient** (25 HD) (MM3 p111)	Su				Unholy grace. Cha bonus to saving throws and as a deflection bonus to AC. Dex 6, Con 29 (Con 34 for Ancient), plant immunities.
Nymph	Su				Unearthly grace. Cha bonus to saving throws and as a deflection bonus to AC. Dex 16, Con 12. Can cast spells with verbal and somatic components.
Verdant Prince (MM4 p172)	Su				Unearthly grace. Cha bonus to saving throws and as a deflection bonus to AC. Dex 26, Con 18. Can cast spells with verbal and somatic components.

Skill Bonuses

Creature	Type	Limit	CL	Save	Notes
Balhannoth	Ex				Camouflage grats a +15 racial bonus on **Hide**

(MM4 p15)					checks and allows hiding in any sort of natural terrain (presumably without needing cover or concealment).
Chronotyryn (Fiend Folio, p33)	Ex				Knowledgeable: Make all Knowledge checks as though you have a minimum of 10 ranks in the relevant skill. Never look ignorant again!
Demon, Klurichir (20 HD) (FF p49)					+8 racial bonus on **Intimidate** checks (don't forget to add another +8 for Huge size!) +8 racial bonus on **Sense Motive** checks
Demon, Maurezhi (FF p51)	Ex/Su		10		**Assume shape** of any humanoid creature whose corpse you have consumed in this form. **+22** stackable bonus (+10 untyped, +12 circumstance) to **Disguise** checks impersonate said creature. **You also gain access to the creature's memories**.
Devil, Xerfilstyx (FF p59)					Knowledgeable. Same as Chronotyryn above; mentioned only because Chronotyryn is vulnerable to being banned due to its Dual Actions.
Gloom (25 HD) (epic)					+20 racial bonus on **Move Silently** checks on top of a +18 Dex bonus +18 Dex bonus also boosts **Hide** nicely
Golem, Shadesteel (MM3 p72)					+16 racial bonus on **Move Silently** checks +12 racial bonus on **Hide** checks
Haunt, Taunting (MM5 p82)	Ex				Font of Knowledge. Make checks as if you had **max ranks in all Knowledge skills**. You are considered trained. Congratulations - you are now a legit expert on all things.
Hound of the Hunt (20 HD) (MM5 p202)					+8 racial bonus on **Hide** and **Move Silently** on top of +11 Dex bonus +4 racial bonus on **Spot** and **Listen**
Imp, Bloodbag (FF p98)					+8 racial bonus on **Heal** checks
Imp, Euphoric (FF p99)					+8 racial bonus on **Craft (Alchemy)** checks.

Iron Cobra (FF p103)					+10 enhancement bonus on **Hide** and **Move Silently** checks.
Rakshasa *-or-* Rakshasa, Naztharune (MM3 p136)					+4 racial bonus on **Bluff** and **Disguise** checks. Increases to +8 against anyone whose thought you're reading. Disguise bonus **stacks with Change Shape** for +14 (or +18) total. Naztharune Rakshasa (non-Core) is strictly better, granting the same abilities but with better stats, Improved Evasion, Improved Uncanny Dodge, and Hide in Plain Sight.

Snatch

Creature	Type	Limit	CL	Save	Notes
Roc (18 HD)				Str (34)	Technically you don't get feats with *shapechange*, but ask your DM if you can have this for the **cool factor**. Be sure to point out all of the incredibly game-breaking things you aren't doing while in Roc form. (This seems like something that shouldn't require a feat anyway - every bird of prey does this as a basic part of survival. The roc just happens to be bigger.)

Sonic Immunity

See "Defense, magical"

Sound Imitation

Creature	Type	Limit	CL	Save	Notes
Ahuizotl (FF p14)	Su	At will		Bluff	Mimic voices with ease. **Bluff check** (not a save!) to deceive someone into believing mimicry of a specific person's voice.
Dragon, Blue (juvenile or	Ex	At will		Cha	Mimic any sound or voice it has heard. **Will save** to detect.

older)					
Kenku (MM3 p86)	Ex	At will		Bluff	Mimic any familiar sound, voice, or accent. Duplicate a specific individual's voice with a **Bluff check** opposed by Sense Motive.

Spell Duplication, Misc.

Creature	Type	Limit	CL	Save	Notes
Assassin Vine	Su	At will	4	Wis	***Entangle*. Free action** to start or end! **30-ft radius** around self. You probably have to stay in this form to maintain the effect.
Balhannoth (MM4 p15)	Su	Always active	10		***Dimensional lock***, as the spell except mobile and always centered on you. You can probably suppress this if you want to teleport yourself, but it's probably easier just to change to a different shape (especially since that can get you free teleportation).
Banshee (MM2 p30)	Su	1/day	18		***Diminish plants***. Stunt growth effect only. ½-mile radius.
Beholderkin Overseer (LoM p139)	Su	At will	14		***Major creation***. Eye ray. **Full-round action**, **180-ft range**.
Corollax (MM2 p51)	Su	At will	HD?	Cha	***Color spray***. Exactly as the spell. Not super useful due to the HD limitations (which is why I'm not listing it under Incapacitate), but this has the niche advantage of being long-term harmless and coming from a non-threatening form.
Dread Wraith	Su				***Deathwatch***. 60 foot radius, continuous.
Delver	Ex	1 per 10 mins	15		***Stone shape***. 25 cubic feet.
Ethereal Slayer (MM2 p96)	Su	At will	9	Dex (19)	***Dimensional anchor***. No save, no SR. You do still need to make a ranged touch attack.
Glitterfire (MM3	Su	At will	HD	Cha	***Glitterdust***. You must first Engulf the target,

p92)				x2	which allows either a **Reflex save** to avoid or an attack of opportunity against your horrid 14 AC, or hit with a slam attack, which at 13 Str isn't even worth trying. As usual, *glitterdust* allows a **Will save** to avoid the blindness but **no save** against the glitter. This also deals 5d6 fire damage (Ref half) as *fireball*, which is barely worth calling out.
Goristro (FC1 p40)	Su	3/day		Fixed [31]	***Earthquake***. Invoke with a stamp. **80-ft radius**. Goristro are immune.
Gravecrawler (25 HD) (MM2 p118)	Su	At will	20		***Speak with dead***. Only **one specific corpse per week**. **No save?**
Greenvise (MM2 p120)	Su	2/day			***Acid fog***. Death Fog replicates the spell with the following changes: ● Speed is reduced to 1/10th normal (instead of 5 ft) ● Area is a 60-ft radius, 40-ft high cylinder (instead of 20 and 20) ● Acid damage is 3d8 instead of 2d6 ● Duration is 3d6+1 rounds (instead of 1 round/level) ● Severe wind takes 1d2 rounds to disperse (instead of 1 round) ● Imposes a -2 circumstance penalty on melee attack and damage rolls ● A greenvise is immune to acid and is not impeded by its own death fog and can move and fight freely
Guardinal, Cervidal (MM2 p43)	Su	At will	20	Cha	***Dismissal***. As the spell, except you must touch a single target with your horns and can target any summoned or conjured creature as well as extraplanar ones. The high caster level makes this fairly effective because it adds to the special save DC (although, unfortunately, the target's hit dice subtract from it). The downside is that your defenses will be terrible.
Guardinal,	Su	3/day	HD	Cha	***Holy word***. Roar. **60-ft cone**. Deals extra

[31] *Earthquake* has fixed save DCs for all of its effects. This has nothing to do with the Goristro.

Leonal					2d6 sonic damage, Fort negates sonic damage only.
Hound of the Hunt (20 HD) (MM5 p202)	Su	At will on hit	HD	Str (45)	***Dimensional anchor***. As the spell when landing a bite attack, except only lasts **1 round**. Hi Strength means odds of hitting are very good. No save.
Living Blasphemy (MM3 p93)	Su	At will	HD	Cha	***Blasphemy!*** You must first Engulf the target, which allows either a **Reflex save** to avoid or an attack of opportunity against your awful 17 AC, or hit with a slam attack, which at 17 Str is barely worth trying. Realistically speaking, you're better off with Sorrowspawn Demon if you want to daze anything that isn't immune to mind-affecting stuff. But this is cool, so it's here anyway. You can also banish non-evil extraplanar creatures with this, and the -4 penalty on the save significantly offsets them getting to save twice.
Living Dictum/Holy Word/Word of Chaos (MM3 p93-94)	Su	At will	HD	Cha x2	***Dictum***, ***Holy Word***, and ***Word of Chaos***. Don't even pay attention to the main spell effects unless fighting slightly lower-HD enemies that have poor Reflex saves but good Fort and Will. Otherwise you have much better options for stunning, blinding, and probably even slowing. Instead, use this to banish extraplanar creatures. They get 2 saves, but the first targets Reflex (which is usually the weakest at high levels) and the second is at a -4 penalty. You could also theoretically hit them with a Slam attack instead of allowing the first save against Engulf, but that's not going to go well against anything with decent AC.
Moon Dog (BoXD p179)	Su	At will	12	Cha	***Dismissal***. **40-foot radius** while howling. **Evil extraplanar creatures** only. Multiple howling moon dogs combine their effect, increasing the caster level by +2 for each extra dog. This also increases the save DC by 2 due to the special Will save DC for

					dismissal. The effect repeats each round of howling. When a moon dog howls, all evil creatures in a 40-foot radius also take 1d4+1 points of damage and suffer the *fear* effect from the moon dog's ordinary baying.
Moon Dog (BoXD p179)	Su	At will	12	Cha	***Dispel evil*** when barking.
Night Twist (MM3 p110)	Su		HD	Cha	***Gust of Wind***. As the spell, except the range is 120 feet instead of 60. **Free action**!
Nightmare Beast (MM2 p161)	Su		HD	Cha	***Nightmare***. **Every intelligent creature that falls asleep within a 10-mile radius** is subject to the effect. **Will negates**. No action is required. Modifiers for knowledge of and connection to subject do not apply. A victim is protected from subsequent affliction for 24 hours regardless of success or failure on the save. *Dispel evil* cast on a victim does not affect the nightmare beast, but the nightmare can be negated with a successful *dispel magic* or *remove curse*. Use this to dampen the morale of armies.
Nightshade (any) (undead)	Su				***Desecrate***. **20-foot radius continuous emanation**, as the spell cast in a shrine of an evil power. Should be possible to lower this as a Standard action. May also cut off deities' connections to shrines and altars!
Prismatic Dragon, Wyrmling or Very Young (23-28 HD) (epic)	Su	1 per 1d4 rds		Con (23-25)	***Prismatic spray***. Breath weapon. **50-foot cone**.
Razor Golem (web)	Su	At will	15	Con (-)	***Blade barrier***. A razor golem can partially duplicate the spell by separating itself into its component razor discs as a full-round action. The wall must be set vertically, but you can move at half speed while in this mode. Moving the wall through a creature's space is adjudicated as though the wall had been cast

					in their space initially (Reflex negates). Note that your DM will probably not allow you to treat this as a [Force] effect. Note also that you can still be attacked in razor wall form and that your damage reduction is wholly bypassed by bludgeoning weapons. Since you have a much larger surface area in this form, you can be attacked by an awful lot of creatures at once.
Sanguineous Drinker (MM5 p142)	Su	At will		Cha	Blood Spray. Duplicates a ***grease*** spell with a **fixed 1-minute** duration. **Swift action!** Deals 5 points of damage to you.
Scaladar (Waterdeep p138)	Su	Always active			***Arcane sight*** as the spell.
Shadow Spider (MM2 p184)	Su	At will	HD	Con (20)	***Grease.*** Silk slick coats up to 100 square feet per round (full-round action). Functions as the spell. Dries up and ceases to be slick when the duration expires.
Spectral Rider (MM5 p160)	Su	At will	7		***Phantom steed***. As the spell, except you can use it as a **swift action**. Unfortunately the caster level is too low to get any of the special features, but it still lets you create hundreds of super-fast mounts for individual creatures. Great for outfitting an army for a few hours. Not much point in using it for just yourself unless you want a mount after *shapechange* expires.
Susurrus (MM3 p170)	Su	Always active	HD		***Detect undead***. Nothing fancy about it.
Vasuthant (MM3 p182) *- or -* Vasuthant, Horrific (25 HD) (MM3 p183)	Su	Always active			***Deeper darkness*** centered on you. Radius doubled to 120 feed for Horrific, and darkvision (not just low-light vision) is required to see in it.
Wizened Elder (MM4 p180)	Su	At will	HD		***Speak with plants*** as the spell.

Yugoloth Corruptor of Fate (MM4 p190)	Su	At will	HD	Con (17)	***Bestow curse*** as the spell. Poor save DC. Touching with melee weapons is sufficient to inflict the curse.

Spell Resistance

See "Defense, Magical"

Spell Turning/Counterspelling

Creature	Type	Limit	CL	Save	Notes
Beholderkin Overseer (LoM p139)	Su	1 per round			Eye ray: Reactive Spell Immunity. **Free action** to negate effect of one incoming spell regardless of whether it allows spell resistance. Must hit caster with **ranged touch** (**180-ft range**). Only you are shielded even for multi-target or area spells. **Must not be flat-footed** against caster. Also has spell resistance 23 in case you miss.
Beholderkin Overseer (LoM p139)	Su	1 per round			Eye ray: Reactive Spell Turning. **Free action** to reflect one incoming spell back at caster regardless of whether it allows spell resistance. Must hit caster with **ranged touch to reflect** (**180-ft range**), but the spell still **fizzles harmlessly even if you miss**. **Must not be flat-footed** against caster. It is unclear whether you can use this against a spell cast from out of range.
Mockery Monarch (20 HD) (MM5 p126)	Su	Always active			**Infinite Spell Turning**. Fabulous.
Mosslord (20 HD) (web)	Su	Always active			Mental Reflection. **50% chance** of reflecting any targeted mind-affecting attack initiated

					within **100 feet**. The attack affects the originator instead of the target, and the Mosslord gains control (if applicable). Mind-affecting attacks against the mosslord are always reflected (but as a plant it's immune to mind-affecting effects anyway).

Spellcasting

You generally do not get spellcasting from *shapechange*, but some creatures have it as an Extraordinary or Supernatural ability, which you do get. I do not recommend using it (see "Assumptions"). For prepared casting, you must still prepare spells, which takes 1 hour unless stated otherwise. Spontaneous casting should just work - use the default list of spells known. You should discuss with your DM how using spellcasting from multiple forms overlaps across forms, particularly when the subsequent form has the same type of casting (even if it's at a different spellcasting level) as there are no rules for this. One semi-reasonable interpretation would be to track spells per day for each type of casting and count slots prepared/used in any form as occupying slots for the same type of casting in subsequent forms. If your DM isn't comfortable with this, just let it go - there's plenty of other goodness to be had with *shapechange*.

Creature	**Type**	**Limit**	**CL**	**Save**	**Notes**
Ethereal Doppelganger (MM2 p94)	Su			Cha	Assume Identity. This lets you steal or borrow non-deity-granted powers from another creature, and it explicitly *does* grant spellcasting that doesn't come from deities (you can get up to 2nd-level cleric spells, but that's it). You also get just about everything else the subject can do unless it's a deity-granted ability. In order to use this, you **must maintain unbroken physical contact with the subject for 1 hour per subject hit die**. This will probably require multiple castings of *shapechange*. A willing subject can forgo the saving throw; **Will negates** otherwise. You also get the subject's mind, all of its memories, its personality, and its alignment. If you act against the subject's alignment, you get forced back to Ethereal Doppelganger form for 1d10 rounds.

					If the subject dies, you immediately revert to Ethereal Doppelganger form and lose access to its abilities. The interaction with *shapechange* must be inferred. I would interpret it as letting you have one subject on standby at a time and only being able to access that subject's power in Ethereal Doppelganger form. This could be a really fun way to duplicate a party member.
Hobgoblin Warsoul (MM5 p87)	Ex			Int	Arcane Talent. **9th-level wizard casting**. Spellbook required.
Kuo-Toa Exalted Whip (MM5 p95)	Ex			Wis	Divine Talent. **Full-blown 8th-level cleric abilities** - spellcasting, domains, domain powers, and Rebuke Undead. The full package. Note that you probably still need to find a deity willing to grant you spells.
Lilitu (FC1 p43)	Ex			Cha	Mock Divinity. Cast spells as a **9th-level cleric**. Demonic and Trickery domains. No spontaneous conversion, domain powers, or Turn Undead. Saving throw DCs and bonus spell slots are determined by **Charisma, not Wisdom**. This is probably the best free spellcasting you can get if you're a sorcerer, sublime chord, etc. Perhaps more importantly, this is perhaps the only truly plausible option for getting divine spells with *shapechange* - with anything else, I'd say you would have issues convincing the appropriate deity to grant you spells, but Lilitu is explicitly faking it.

Telekinesis

Creature	**Type**	**Limit**	**CL**	**Save**	**Notes**
Beholder	Su	1 per round	13	Cha	Eye ray - **150-ft** range, **free action**. Up to 325 lbs. **Will negates** when targeting creatures.
Beholder Hive	Su	1 per	20	Cha	Eye ray - **240-ft** range, **free action**. Up to 375

Mother (20 HD) (LoM p136)		round			lbs. **Will negates** when targeting creatures.
Beholder Overseer (LoM p139)	Su	1 per round	14	Cha	Eye ray - **180-ft** range, **free action**. Up to 350 lbs. **Will negates** when targeting creatures.
Dweomervore (Waterdeep p134) *- or -* Dweomervore, Advanced Large (Waterdeep p134)	Su	1 per 1d4 rds	10	Con (15 or 19), Cha	Breath weapon. **100-ft** range. Attempting to hurl a creature (up to 250 lbs) allows a Will save (unfortunately Con-based), but combat maneuvers (which cannot last beyond your turn) use your Cha in place of Str or Dex. Also manipulate objects up to 5 lbs telekinetically at a distance of 60 ft. Can use Sleight of Hand to lift an attended item without being noticed. Magic and attended items get a Will save to negate (Cha-based).
Ghost (undead) (template, LA +5)	Su	1 per 1d4 rds	HD	Cha	
Guecubu (FC1 p41)	Su	At will	HD <21	Cha	Can use even while possessing another creature. Thrown, non-weapon objects always deal 2d6 damage regardless of weight.

Telepathy

This might let you qualify for Mindsight - ask your DM!

Creature	Type	Limit	CL	Save	Notes
Abomination, Chichimec (27 HD) (epic)	Su				**1000 feet**, any language
Abomination, Marruspawn (20 HD) (Sandstorm p173)	Su				200 feet, any language
Couatl	Su				90 feet, any language, even non-sentient
Demon (most)					100 feet

Devil (most)					100 feet
Djinni					100 feet
Elder Brain (26 HD) (LoM p144)	Su				350 feet. **Automatic awareness** of thinking creatures within range, regardless of line of effect, unless they have *mind blank* or similar.
Formian Queen (20 HD)	Su				**50 miles**, any creature she's aware of.
Kalaraq Quori (18 HD) (SoS p156)					**500 feet**, any language
Meenlock (MM2 p146)	Ex				**300 feet**, any language
Modron, Secunus (18 HD) or Tertius (MotP WE p16-17)	Su				**405 miles** or **420 miles** respectively, any language. **Four hundred miles!** Unlike the Formian Queen, you don't have to be aware of your communicants.
Moon Dog (BoXD p179)	Su				Only 50 feet, but this can be combined with Shadow Pattern and Bark/Bay/Howl for interesting effects.
Nightshade (any) (undead)					100 feet
Spirit of the Land (20 HD) (MM2 p189)	Su				**5 miles**, any creature that has a language (no necessity of awareness?)

Teleportation

Creature	Type	Limit	CL	Save	Notes
Archon (all)	Su	At will	14		As *greater teleport*. Self plus 50 pounds of objects
Bar-Lgura (Fiendish Codex I p29)	Su	At will		Cha	Abduction. As *greater teleport*, but can bring only **1 large or 2 medium** or smaller creatures along with it. Unwilling creatures get a **will save** to negate.

					Note: Depending on interpretation, this may not be legal for *shapechange* use. It's probably intended to be a modification to the *greater teleport* SLA. Ask your DM - compared to all of the other abusive things you could be doing with your action, they may allow it.
Blink Dog	Su	At will	8		**Free action**. **Self-only**, never appears in a solid object, limited to 720 feet.
Nerra, any (FF p127)	Su	At will			Mirror Jump. Super limited but **not a teleportation effect** because you move through the Plane of Mirrors rather than the Astral Plane. It still probably doesn't work in dimensionally locked areas, but it might let you get around in areas that are warded against teleportation specifically. Plus it's kind of cool. Essentially you can enter any mirror and then immediately exit from another mirror less than one mile away. There's a 30% chance that any given highly reflective surface (clear glass, still water, or shiny polished metal) is suitable for starting a jump, but there must be a real mirror within range for you to exit - otherwise you wander the Plane of Mirrors for a bit and exit another random mirror when you find one. Honestly, this isn't super useful, but it feels really stylish.

Tongues

Creature	Type	Limit	CL	Save	Notes
Archon (all)	Su		14		Always active
Angel (all)	Su		HD		Always active
Demon, Succubus	Su		12		Always active
Eladrin (all)	Su		14		Always active

Eladrin, Ghaele	Su		14		Always active
Elemental Weird (any) (MM2 p90)	Su		18	Cha	Free action. Can cast on others.

Vorpal Weapon

Use these for an epic coup de grace.

Creature	Type	Limit	CL	Save	Notes
Demon, Balor (20 HD)	Su				+1 vorpal longsword, large, shaped like a bolt of fire or lightning
Molydeus (19 HD) (FC1 p47)	Ex				+1 dancing vorpal cold iron greataxe. Your DM may require you to first construct one while in this form, which is an 8-hour ritual on the 400th layer of the Abyss and therefore requires 2-3 castings of *shapechange* or Extend Spell metamagic. The DM will likely throw hordes of demons and splatbooks at you while you undergo the ritual. However, the text does support an assertion that the first axe is automatic and only if that axe is destroyed must you make a new one.
Razor Boar	Ex				Vorpal tusk, functions on **any critical hit** against creatures **up to Huge size**. Strength 27.

Water Breathing

Creature	Type	Limit	CL	Save	Notes
Dragon, Black	Ex				Breath weapon, spells, and other abilities all work underwater.
Dragon, Bronze	Ex				Breath weapon, spells, and other abilities all work underwater.
Dragon, Gold	Ex				Breath weapon, spells, and other abilities all work underwater.
Dragon, Green	Ex				Breath weapon, spells, and other abilities all

					work underwater.
Giant, Storm (19 HD)	Ex				Comes with continuous *freedom of movement* for unrestricted underwater combat.

Wild Empathy

Creature	Type	Limit	CL	Save	Notes
Nymph	Ex			Cha	HD+6 (racial bonus)