




Ain't Misbehavin'

Sherman: <https://www.youtube.com/watch?v=ULhYLB8hCOM&t=130s> (transposed) (modified) AABAIBAI

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|-11-|-12-10-----|-----|-----11/12-8-----|-3-----| | |
|-----|-----12-10-13-12-10-----|-----12/13-10-----8-----|-4-----|
|-----|-----12-----|-12-10-----9-----|-----10-----8/9-----|-4-----|
|-----|-----|-----12-9-----|-10-----10-----|-3-----|
|-----|-----|-----11-12-----10-----|-----|-----|-----|-----|
|-----|-C-----|-D7-----G7-----|-C-----|-G7#5-----|

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<p>C A7b9 Dm7 G9#5 xx3445 No one to talk with, all by my-self</p> <p>Em7 C7#5 E7#5 F Fm7 No one to walk with, but I'm happy on the shelf</p> <p>C A7 Ain't Misbe-havin', I'm</p> <p>Dm7 G7 C C#o7 Dm7 G7#5 savin' my love for you.</p> <p>I know for certain the one I love I'm through with flirtin', it's just you I'm thinkin' of</p> <p>C A7b9 Dm7 G9#5 G7#5 Ain't Misbehavin', savin' my love for you.</p> <p>C F7 B7b9 E7#5 05655x</p>	<p>Am7 F7 Like Jack Horner in the corner</p> <p>D7 A7 Don't go nowhere, what do I care</p> <p>G G#o7 Am11 D7 G7 Dm9 G13 Your kisses are worth waitin' for . . . Believe me</p> <p>I don't stay out late, don't care to go I'm home about eight, just me and my radio</p> <p style="text-align: right;">C Ebo7 Dm7 G7</p> <p>Ain't Misbehavin', savin' my love for you.</p>	 <p>V1, V2, Bridge, V3 Inst Bridge V3 Inst</p>
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|-----3-3--|-----5-3--|-----8-8-7-8-|-10-8-5-----|-----3-3-|-----5-3-|
|----1-3p1-0h1-2-2--|-3-5-3-5-5--|-8-10-8-10-----|--8-----5-4--3-|---1-3-1-2-2-|-3-5-3-5-3-|
|---0-----3-----|-5-----4-----|-7-----9-----|--7-----5-5-|---0-0-0-3---|-5-----4-4-|
|--2-----2-----|-3-----3-----|-7-----8-----|--7-----6-6-|-----2---|-3-----3-3-|
|-3-----|-----5-----|-7-----|-----|-----3-----|-5-----|
|-C-----A7b9-|-Dm7---G9#5-|-Em11---C13-----|-----6-6-|-----3-----|

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1.                               2.
|-E7-Bb7b5-A7-A9/C#-|-D9-Ab7b5-G13-G9/B-||-C6-Fm7-Fm6-|-C6-Bm11-Bm7b5-||
|-5--5-----5--5-----|-5--3-----5--3-----||-1--1---1---|-1--5-----5-----||
|-7--7-----6--4-----|-5--5-----4--2-----||-2--1---1---|-2--7-----7-----||
|-6--6-----5--5-----|-4--4-----3--3-----||-2--1---0---|-2--7-----6-----||
|-----4-----|-5-----2-----||-3-----|-3-----|
|-7--6-----5-----|-4-----3-----||-----1-----|-7-----6-----|

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---8-5-8-5-	---8-5-8-5-	5-8-5-8-5-	9-12-9-5----	-----10--10-10-	10---8--7-----5-----	3---5---	-----
-5-5-5-5-5-	-6-6-6-6-6-	-5-7-7-7-7-	-8-11-8-6----	-----10---9--9-	-8---8--5---4-----	5---6---	-5---5-----
-5-5-5-5-5-	-5-5-5-5-5-	-5-7-7-7-7-	-9-12-9-6----	-----9--10-10-	-9---9--5---5-----	4---6---	-5---4-----
-5-----	7-----	4-----	7-11-7-5----	-----9---9--9-	-7---7--4---4-----	3---5---	3---3-----
-0-----	6-----	-----	-----0---	-10-----	-----0---0-----	-----0---	-5---4-----
-Am7-----	-F7-----	-Am6-----	-----A7#5-	-G6/9---E7b9--	-Am11-A7-D9/A-D7b9/A-	-G13-A7#5-	-Dm11-G13b5-G13-

Bridge (8 bars)

Am7 Fmaj9/A Am6 A7 A7b9 A7 A7#5

1 T 8 5 8 5 8 5 8 5 8 5 9 12 9 5
 2 T
 3 A
 4 A
 5 B 17 19 19 20
 6 B

SHORTEST MELODY

G6/9 E7b9 Am11 Am7 D9/A D7b9/A G13 A7#5 Dm11 G13b5 G13

1 T 10 10 10 8 7 5 3 5 5 3 3 4
 2 T
 3 A
 4 A
 5 B 21 22 23 24
 6 B

3rd Verse Ending (Turnaround)

C C#dim7 Dm7 G7#5

1 T 1 5 5 6 5
 2 T
 3 A
 4 A
 5 B 31 32
 6 B

IMPROVISED MELODY

Outro (End Of Song)

Bb13 Eb13 Akmaj7 D7maj6/9 C6/9

1 T 8 8 8 8
 2 T
 3 A
 4 A
 5 B 1 2
 6 B

MELODY PLAYED ONE OCTAVE HIGHER



"AIN'T MISBEHAVIN' "

(FATS WALLER)

Chord Melody arrangement for students by Larry Pinkerton Key: C 4/4 Medium Swing 100 b.p.m

Format: Verse and 1st ending—Verse and 2nd Ending—Bridge—Verse and 3rd ending

Verses 1, 2 and 3

1ST Verse Ending

2ND Verse Ending

Pat Donahue Version in G

Intro

A Section

---6/7-3-----	---G-----G#o---	-----0---	-----3-3---0-	---5-3-----
---7/8---5-----	-----3-3---	-----0-1-2---	---3-5-3-4-----	---5---5---4-----
-----5-3h4-----	---0h2p0---0-4---	---2-----0-	-----4---4---	---5---5-4-3-2-1-
---0-----4---	-----4---3---3-	---2-----	-----4-----	-----2-----
-----5---	-----0---1---	---2-----1---	---2-----G+-----	---3-----3-----
-----3-----	---3-----4-----	---Am-----A#o-	---Bm7-----31-----	---C6-----CMm7-----

1. Turnaround

2.

---G-----0---	---Am-----0-----	---G---G#o---	---Am-----0-----	---3---3---3-----	---G-----
-----3-----	---0-1-3-3-0---	---0---3-	---0-1-3-3-3---	---3---2---1-----	---0-----0---
---0h2p0---0-1-1-	---2-----	---0---4---	---2-----	-----33-	---0-----2---
-----4-----0-	-----2-----4-	---0---3-	---2-----4-	---3---2---1-----	-----0-----1-----
-----E7-----	---0-----5-----	---0-----5-----	-----	-----	-----0-1h2-----
---3-----0-----	-----D7-----	---3---4-----	-----D7-----	---3-----	---32-----B7-----



B Section

---3---3---	---3-0-3-0---	---3---3---	**-E7**---0---0---	-----5-----5-	5-----	**-Bm7-E7b5-**	**-Am11-D7b5-**	---
---5-5-5-5---	---1---1---	---5---5-5-5---	---8b---8b---	---7---7---	**-8-8---7-6p5-**	**-7---5---**	**-3-3--3-3--**	---
-----4-	-----0-	-----3-	---7---7---7-	---7-----5-----	**-7---7-6---**	**-7-7-7-7--**	**-5---5---**	---
---5-----5-	---2-----	---5-----	-----	0-----	-----5-5-	**-7---6---**	**-5---4---**	---
-Em-----	**-3---****-3---**	**-4---****-4---**	---7-----7-	-----6-	**-7---**0-	-----	-----	---
0-----0---	**-C**-----	**-C#o7**-----	0-----0-	**-D**-----**-D#o7**---	**-Em11--A13**---	**-7---**6-	**-5---**4-	**-G-**---

Intro:

Great Lick:

-8-----7-----5-	**-3-1**-----	---	**-11-12**-----**10**-----	-----	---	
-8-5-4-5-4---4-	**-1**-----5---3-	---	-----**12**---**10-13**---**12-10**---	-----	---	
-9-----5---5-	**-2**---**1-2-4**---4-	-%-	-----**12**-----	**-12-10**-----9-	-----	---
-10-----4---4-	0-----3-	-%-	-----	-----**12-9**---	**-10-**---	
-10-----0-	-----	---	-----	**11-12**-----**10-**---	---	
-8-----**B7b9**---	**-Dm7**---**G13-G7-**	---	**-C**-----	-----	---	

A Section

-C-----**-C#o7**-	-----5---	**-CM7**-3-5-3-8-8-7/8-	**-10-8**-----	**-C**-----	-----5-3-
-----8-8-	**-3-3-5-3-4-4-**	5-----6-----	**-10-10**---6-6-	-----8-8-	**-3-3-5-3-5**---
-5-5-7-5-6---	5-----5-5-	4-----7-----	**-10-10**---7-5-	**-5-5-7-5-6**---	5-----4-
-----8-	**-3**-----4-4-	5-----5-	-----6-6-	-----8-	**-3**-----3-
-7-----7-	5-----	**-3**-----	-----5-	**-7**-----7-	5-----
-8-----	**-Dm7**---**F#o**-	-----**Dm11**---	**-Fm7**-----**Fm6-Dm7b5-**	**-8**-----**-C#o**-	**-Dm7**---**G13-**---

A1 Ending

A-2 Ending

A-3 Ending

-CM7-F#o-	**-D9-G13-**		-----	-----	**-8-C6/9-**	
5-5-5-	5-5-5-		**-1-1--1-1--**	**-1-1--5-**		**-8**-----
4-4-3-	5-5-4-		**-2-2--2-2--**	**-2-2--5-**		**-7**-----
5-5-5-	4-4-3-		**-2-2--1-1--**	**-1-1--6-**		**-7**-----
3-3-4-	5-5-		**-3-3--0-0--**	**-2-2--5-**		-----
-----	-----3-		**-C6--F7**---	**-B7b9-E7#5-**		**-8**-----

B Section

-8-5-8-5-	**-8**---8---	**-D7-8**---8---	**-9-5-9-5-**	**-10-10-10-**	**-10-8**---7-5-	**-3-5**-----
-5-5-5-5-	**-8**---10---10-	**-7**---10---10-	**-7**-----7-	**-10**---9-	**-8-8**---5-5-	**-5-7**---5-3-
-----5-	**-8**-----	**-7**-----	**-6**-----6-	**-10**---10-	**-9-9**---5-5-	**-4-6**---5-2-
-7---5-	**-7**-----	**-7**-----	**-5**-----5-	**-9**---8-	**-7-7**---4-4-	**-3-5**---4-3-
-5-----	**-8**-----	-----	-----	**-10**-----	-----5-2-	
-Am-----	**-F9**-----	**-8**-----	5---**A13**---	**-G13**---**A#7**---	**-Am11-Am7-F13-F9-**	**-G13-A13-D9-Dm6-**---

<p>Great Fats Waller Lick:</p> <p> -6-7---5----- ----- --- -----7---5-8---7-5--- ----- --- -----7----- -7-5---4----- --- ----- -----7-4--- -5--- ----- -----6-7-----5- --- -G----- -D7----- -G----</p>	<p>G G#o7 Am A#o7 Bm7 B7#5 CM7 Cm7 G E7 Am7 D7 G G#o7 Am7 D7 G Em C C#o7 E7 D D#o7 Em11 A13 Bm7 E7b5 Am11 D7b5</p>
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Ain't Misbehavin'

Here are the chord substitutions that I use to play the 1929 **Fats Waller** (pictured above) standard *Ain't Misbehavin'*. The verse is a great study in standard (I-vi-ii-V) chord progression substitution.

In my arrangement, the opening progression has a great ascending chromatic bass line.

The chord fingerings I use (in a Standard tuning) are as follows:

Emaj7 = 022444	Fo7 = 1x010x
F#m7 = 2x2222	Go7 = 3x232x
E/G# = 4x245x	G#7#5 = 4x455x
A6 = 5x465x	Am6 = 5x4555
G7 = 3x34xx	B7b5/F = 1x120x
G#7 = 464544	C#7 = x4342x
F#7 = 242322	B7 = x2120x
C#m = x46654	A9 = 5x5600
B = x24440	Co7 = x3x242
C#m7 = x46454	

For variation, try substituting the "C#7" chord for the "G7" chord in the fifth bar of the A section.

Also, try substituting the "Emaj7/G#-Go7-F#m7-Fo7" or "Emaj-C#7-F#m9-B13" progressions for the seventh and eighth bars of the A Section.

A section

Emaj7 / Fo7 / F#m7 / Go7 /
 E/G# / G#7#5 / A6 / Am6 /
 E/G# / G7 / F#m7 / B7b5/F /
 G#7 / C#7 / F#7 / B7 /
 Or
 Emaj7/G#-Go7-F#m7-Fo7
 Or
 Emaj-C#7-F#m9-B13

B section

C#m /// A9 /// C#m /// C#7 ///
 B / Co7 / C#m7 / F#7 / B7 / C#7 / F#7 / B7 /



Ain't Misbehavin' - (Found on Web)

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G#7 = 464544	C#7 = x4342x
F#7 = 242322	B7 = x2120x
B Section	
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B = x24440	Co7 = x3x242
C#m7 = x46454	



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A section

Emaj7 / Fo7 / F#m7 / Go7 /

E/G# / G#7#5 / A6 / Am6 /

E/G# / G7 / F#m7 / B7b5/F /

G#7 / C#7 / F#7 / B7 /

Or

Emaj7/G#-Go7-F#m7-Fo7

Or

Emaj-C#7-F#m9-B13

B section

C#m /// A9 /// C#m /// C#7 ///

B / Co7 / C#m7 / F#7 / B7 / C#7 / F#7 / B7 /