



Blake Lively is a starving artist. "I'm hungry. You hungry? Let's meet at Sant Ambroeus," she says, by way of cell phone introduction. Within minutes she's stepping out of a taxi, an endless stream of legs and golden hair. The pint-size *ristorante* in New York's West Village is, on a Saturday afternoon, predictably packed with the type of diners who are too cool to freak out about the numero uno *Gossip Girl* but not so jaded that they don't notice her. Over the course of the next hour and a half, only a mother and her trembling tween daughter openly fawn over Lively. Sure, a guy at the next table chats her up, but that's only because he really, really needs to know if he should order the eggplant appetizer that the gorgeous 21-year-old is digging into with gusto.

Considering the week she's had, it's easy to understand Lively's need for a little comfort food. Five days earlier, her father, actor Ernie Lively, was in a major car crash, and Lively rushed home to Los Angeles to be with him. A cascade of scheduling changes was set off by her departure: Television scenes, a magazine interview and a cozy dinner party she was planning to host in her downtown Manhattan apartment all had to be postponed. After winging back to Gotham on the red-eve, she went directly to the set at 5 a.m. on Thursday and worked 16 hours. Friday was another long day of portraying perhaps the hottest senior ever to roam the hallways of the fictional Constance Billard School for Girls. Saturday kicked off with a crack-of-dawn photo shoot, and now lunch with a reporter. Still, Lively's in high spirits for the simple reason that Dad's okay. "He's doing great, all things considered," she says. "It was very serious. And it's hard to be on the other side of the country from him. I'm so used to being within 10 minutes of my family."

A tight-knit bunch, the Lively clan also includes a talent manager mom, two older sisters and two older brothers—all of whom are connected to the entertainment industry in some manner. "My mom and dad always taught acting, so instead of getting me babysitters, they would just bring me to class," Lively recalls. "And I'm a naturally shy person, so it really helped. I would've just been hiding under the table, pulling on my mother's dress if I hadn't been in their classes. It forced me out of my shell." And out she stayed—Lively is warm and ultra-chatty, dispensing the type of cheerful anecdotes that make clear she leads a charmed existence.

Growing up, however, Lively wasn't convinced that showbiz was for her. Actually, to hear Lively tell it, her brother Eric, 27, practically forced her into her current vocation. An actor who recently had a recurring role on *The L Word*, he yanked his little sister out of school for two months when she was 15 and took her on a low-budget grand tour of Europe. Somewhere between Cambridge and Cologne, he told her that she should really start thinking seriously about an acting career. "He was trying to get me to make life decisions at 15!" she says with a laugh. An AP student who was also a cheerleader, class president and a member of "show choir" (a mash-up of singing and dancing in which Bon Jovi tunes figured prominently), she told him she was more interested in attending Stanford University than movie premieres. But a year later Eric secretly contacted his agent about her anyway. "I was really busy

at school," she says, "and I would have these agents calling and saying, 'We have an appointment for you.' It was really hard to say no, because I didn't want to make my brother upset."

After just a few months of auditions, she nabbed the part of Bridget in 2005's *The Sisterbood of the Traveling Pants*, which she filmed between her junior and senior years at Burbank High, and decided that maybe acting wasn't a bad way to spend her days. Since graduation, she's been working nonstop, appearing in a couple of small, largely forgettable movies before being cast as Serena van der Woodsen in *Gossip Girl* last year. "I've been learning as I'm going along," she says of her ad hoc career strategy. "I thought, Okay, I'll try a movie. And I was loving films, so I thought, No, I don't want to try TV. But now I'm loving being on the show more than I ever could have imagined. It has been just the most amazing experience anybody could ever ask for. It's such a blessing."

Stanford, clearly, is not in her immediate future—she's committed to at least six seasons of the series—but Lively says she hasn't altogether shelved the idea of getting a college education. She claims, in fact, that the possibility of attending Columbia University one day a week was a motivating factor behind accepting the role on Gossip Girl, which is shot in New York. So far, however, she hasn't enrolled in any classes, and Gossip Girl executive producers Josh Schwartz and Stephanie Savage maintain that, while the subject of college did come up during their initial conversations with Lively, the young actress also had less cerebral reasons for wanting to play the über glamorous Serena. "I think the real carrot for Blake was the opportunity for clothing," Schwartz says, chuckling. "I remember talking to her about that. She was like, 'Wait, so you're asking me to move to New York and wear the most incredible clothes, some of which you might actually let me keep?' So I think the wardrobe-reinvention carrot was stronger than the college-degree carrot."

He might be on to something. Lively doesn't even attempt to hide her glee at all the freebies foisted upon her, from designer dresses and diamond bangles to an utterly insane number of pricey purses. "I probably have, like, 60 gorgeous bags," she says. "I have a closet with my really sharp, fancy, nice ones—the ones that go with my Valentino pumps, for example. And then I have a closet with the ones that are a little more rugged-feeling, the kind that go with my Belstaff motorcycle boots."

And besides, Lively did recently get to visit Columbia—albeit to shoot an episode of the show. The university (thinly disguised as Yale) was the setting for a brutal smack-down between Serena and Blair Waldorf (Leighton Meester), the arch frenemy with whom she rules the *Gossip Girl* roost. To prep for the slapfest, Schwartz and Savage had the actresses watch the catfight between Shirley MacLaine and Anne Bancroft in the 1977 film *Turning Point*. "That's what they wanted our fight to be like," Lively says. "Beating each other with handbags."

Over-the-top scenes like these are part of what has made Gossip Girl both a guilty pleasure for old geezers and must-see TV for the under-25 set. Based on a young-adult book series by Cecily von Ziegesar, the show provides a fly-on-the-wall peek into

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Hair by Eugene Souleiman/Streeters London; makeup by Lisa Butler/Nars Cosmetics; manicure by Deborah Lippmann/Lippmann Collection at The Wall Group.
Lighting technician: Jodokus Driessen. Digital technician: Manoodh Matadin. Photography assistants: Shoji Kuzumi and Tommy Augustus.
Fashion assistants: Kathryn Typaldos and Martha Violante.

the debauched lives of moneyed Upper East Side private school kids. It's fast-paced, wildly inappropriate (think drug overdoses and back-of-limo deflowerings) and frequently hilarious. And after just a season and a half, every major cast member—in addition to Lively and Meester, there are Taylor Momsen, Chace Crawford, Ed Westwick and Penn Badgley—has become tabloid fodder.

The real-life romance between Lively and Badgley, who plays her ex-boyfriend Dan Humphrey on the show, generates the most chatter—all of which Lively categorically refuses to address. But there are also plenty of gossip-rag mentions of tension between the show's two queen bees, which Lively very much denies. "I've never really had a competitive relationship in any work situation," she insists when asked about her allegedly contentious dealings with Meester. "The media is always trying to pit us against each other, I guess because it's just not interesting to say, 'Everyone gets along, everybody just works 18-hour days and goes home to sleep.' That's not fun to read, I guess."

If a recent visit to the *Gossip Girl* set is any indication, Lively is telling the truth. The comely costars seem to get along just fine, chatting politely between takes about the best way to stage their scene. Serena is meant to be lounging on Blair's bed while Blair marches out of her massive walk-in closet carrying a pile of shoes. As Blair decides on the perfect footwear to go with her gazillion-dollar outfit, the discussion centers on why Serena hasn't "done it" yet with her new, post–Dan Humphrey boyfriend. His name is Aaron, and he's both kind and, to use *Gossip Girl* parlance, "doable," much like Dan.

Prior to the first run-through, Lively is locked in a nose-to-nose nuzzle with Penny, her sweater-clad Maltipoo, which she regularly brings to work. Propped on a mountain of satin pillows, she uses the setting to her full advantage, tucking her iPhone under the duvet so she can check it between takes. Her script, which she scans until the last possible nanosecond, hides there too once the cameras get rolling.

Lively and Meester hammer out a few crucial details before the director cues the action, including the precise moment when Serena should look up from painting her nails and cop to the shame of not sleeping with a guy she barely knows. Should it happen after "exactly" but before "like"? Or would the drama be heightened if it happened after "like"? The whole thing sounds ridiculously frothy, and it is. But it's also a lot of work for a scene that runs two minutes, tops. According to Savage, the cast is expected to chew through a 55-page script every eight days. Luckily Lively is a quick study. She has to be, considering she doesn't get her lines until the night before shooting. "You get used to it," she says. "I can read a four-page scene once and have it memorized. It's a skill you learn in school: disposable cramming. We're flying by the seat of our pants a lot of times, which is why I enjoy doing films. It's a change of pace. It sounds cheesy, but with a film, you get to let each scene marinate."

In addition to The Sisterhood of the Traveling Pants 2,

which was released this past August (and by late October had grossed \$44 million, already outpacing *Pants 1*), Lively has two indies in the can. There's *Elvis and Anabelle*, in which she plays a bulimic Texas beauty queen alongside Max Minghella, Keith Carradine, Mary Steenburgen and Joe Mantegna. And in June she wrapped *The Private Lives of Pippa Lee*, written and directed by Rebecca Miller. Lively plays young Pippa—a drug user-turned-stay-at-home mom—while Robin Wright Penn tackles the middle-aged version opposite Alan Arkin, Julianne Moore and Winona Ryder. The movie will be showing on the festival circuit starting early next year.

Along with braving a hideous spray tan and scary pageant hair, Lively shed serious weight from her "five nine and three-quarters" frame for *Elvis and Anabelle*. "I play a beauty queen who died of bulimia," she says. "But beauty queens are still very toned. So I lost weight, but I got toned. It was the healthiest I've ever been. I just made chicken breasts from Whole Foods on a George Foreman Grill, with asparagus and broccoli." Not an easy task for someone who describes food as "the No. 1 love of my life."

Of the main Gossip Girl cast, many of whom have been dabbling in film when the show is on hiatus, Lively seems to be winning the high-profile movie-role race. (While both Badgley and Crawford have new movies this year—the rugby flick Forever Strong and the horrorfest The Haunting of Molly Hartley, respectively—neither boasts a starry cast or a heavyweight director.) And Lively's smart enough, and gracious enough, to publicly pinch herself for her good fortune. She even sounds a little starstruck, as when she describes Moore as "one of the kindest human beings" she's ever met, or when she rhapsodizes over Wright Penn's effortless ability to slip into character. "Getting to work alongside that caliber of talent was just mind-blowing," she says of the Pippa ensemble. So much so that, at times, Lively says she felt like an impostor. "I thought that one day Rebecca was just going to catch on."

According to Miller, she needn't have worried. "She is brilliant in the film," says the writer-director. "In my opinion Blake could be a real star in the making, the way Jessica Lange has been. She has depth, and she is disarmingly lovely."

And in an era of starlets gone wild, Lively's even borderline geeky. At times, like when she's recounting an elaborate Twentiestheme fete she threw for her last birthday ("Michael Bublé came!" she enthuses, referring to the young Sinatra manqué beloved by baby boomers), Lively can sound like a 50-year-old woman trapped in a hot young body. "I don't really like to go out," she says. "I'll go listen to live jazz, but the club scene isn't so fun for me." Instead, her idea of a good time is scouring Williams-Sonoma for acorn-shaped tart pans and crème brûlée torches—both of which may be put to use in preparing the aforementioned dinner party, now scheduled for tomorrow night. It's a far cry from the boozy party girl she plays on TV. Ever diligent, Lively plans to get cooking directly after her interview. "I'm exhausted," she admits with a yawn. "But I have to go home and bake."

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