

Joe Pass  
*Ain't Misbehavin'* (Live)

Transcription by Timothy Pedone

# Ain't Misbehavin'

Timothy Pedone

Bm<sup>7</sup> Bm(maj<sup>7</sup>)

Harm.-----|

T  
A  
B

12 9 6 7 9 7 9 7 6 9 7 5 4 7 5 2 5 4 3 6 4 7 7 6 9 9

Harm.-----|

Detailed description: This system contains the first two measures of the piece. The treble clef staff shows a melodic line starting with a whole note B2, followed by eighth notes B3, C#3, D3, E3, F#3, G3, A3, B3, and a quarter note B3. The bass clef staff shows a bass line with a whole note B1, followed by eighth notes G2, A2, B2, C3, D3, E3, F#3, G3, and a quarter note B2. Chords Bm7 and Bm(maj7) are indicated above the staff. Fingering numbers are provided for both hands. A 'Harm.' symbol is present in both staves.

5 E<sup>7</sup> A<sup>7</sup> D/F#

T  
A  
B

7 10 9 7 9 6 7 9 6 9 8 6 9 8 9 7 10 7 10 9 7 9 5 4 5

Detailed description: This system contains measures 3 and 4. The treble clef staff continues the melodic line with eighth notes B3, C#3, D3, E3, F#3, G3, A3, B3, and a quarter note B3. The bass clef staff shows a bass line with eighth notes G2, A2, B2, C3, D3, E3, F#3, G3, and a quarter note B2. Chords E7, A7, and D/F# are indicated above the staff. Fingering numbers are provided for both hands.

9 F#<sup>o</sup> E<sup>m</sup> E<sup>7</sup>(b<sup>9</sup>) A<sup>9</sup>(b<sup>13</sup>) D<sup>7</sup>(sus<sup>4</sup>) D<sup>7</sup>(b<sup>13</sup>)

T  
A  
B

7 7 9 7 6 7 10 10 8 10 5 7 5 4 5 6 7 6 6 6 5 7 5 10 10 9 11 11 10 10 10 10 9 9

Detailed description: This system contains measures 5 through 8. The treble clef staff shows a melodic line with eighth notes B3, C#3, D3, E3, F#3, G3, A3, B3, and a quarter note B3. The bass clef staff shows a bass line with eighth notes G2, A2, B2, C3, D3, E3, F#3, G3, and a quarter note B2. Chords F#o, Em, E7(b9), A9(b13), D7(sus4), and D7(b13) are indicated above the staff. Fingering numbers are provided for both hands.

13 Bm<sup>7</sup> Gmaj<sup>7</sup> C<sup>7</sup>(#11) C<sup>7</sup> Gm<sup>7</sup> F#m<sup>7</sup> F

T  
A  
B

12 10 10 7 7 8 7 6 5 5 3 3 3 3 2 4 2 3 5 2 3 5 6 6 5 5

Detailed description: This system contains measures 9 through 12. The treble clef staff shows a melodic line with eighth notes B3, C#3, D3, E3, F#3, G3, A3, B3, and a quarter note B3. The bass clef staff shows a bass line with eighth notes G2, A2, B2, C3, D3, E3, F#3, G3, and a quarter note B2. Chords Bm7, Gmaj7, C7(#11), C7, Gm7, F#m7, and F are indicated above the staff. Fingering numbers are provided for both hands.



4 Bm7 G13 G#m7(b5) B7(sus2) B7 C7 B7 Cm7

29

T 3 3 3 3 5 6 5 3 3 3 3 3 2 4 2 5 4 0 4

A 2 4 4 4 4 4 4 4 4 4 4 4 2 2 2 3 2 2 3

B 2 2 2 2 2 3 3 3 3 3 4 4 4 2 2 2 3 2 2

C#m7 F#7 F#7/A# Bm7 C#m7 Dmaj7 Ebm7(b5) Dmaj7/E A C7 B7

33

T 5 2 5 3 5 7 7 9 7 (5) 7 9 9 5 5 9 8

A 4 4 3 2 2 4 6 6 7 7 9 9 7 6 7 8 7

B 4 4 3 2 1 2 4 5 6 7 0 8 7

36 E7 A7 Bb Melodic Minor D

T 0 5 8 6 6 5 3 5 3

A 7 7 5 6 6 5 8 7 5 0 0 0 0

B 7 5

Bm7 F13 Em7 A

38

T 5 5 3 3 2 3 2 5 3 2 7 7 7 6 5

A 0 4 2 4 2 1 2 3 2 4 5 2 4 3 4

B 0 4 2 4 1 1 0 2 4 5 0

42 D Bm7 Gmaj7 C7(#11) C7 Gm<sup>5</sup>

TAB: 0 5 7 5 4 4 5 7 10 10 10 10 9 8 7 9 12 10 7 10 7 8 7 6 5 3 3 3 3 3 3

45 F#m7 F#° F° E° Eb° F#° Em7 Em9 Em11 Em9 A13(b9) Dmaj9

TAB: 2 4 2 3 5 2 3 5 4 3 2 5 3 7 10 14 17 14 10 2 2 5 4 3 3 2 1 4 3 7 10 12 9 9 12 12 12 12 0 9 9

48 D minor blues

TAB: 8 5 9 8 6 7 8 6 7 7 5 8 5 8 7

50 Bb7 Eb7 Ab7 Db7 F#7 B7 E7 Bb7 A7

TAB: 6 7 6 5 4 3 2 1 0 0 7 6 6 6 0 6 5 5 4

6  
52

D F#° Em7/A A9(b13) D7(sus4) D7(b13) Bm7 Gm7

T 3-5-3 5 5 5 7 7 5 7 5 10-10 10-10 12-10-12-10 8 6 8 6  
 A 4 4 4 4 4 5 5 5 5 11-11 10-10 10-10-10-10 6 6 6 6  
 B 5 4 (0) 4 (0) 0 0 0 6 5 5 5 9-9 9-9 9-9 5 5 5 5

56

F#m7 F13 E7 Bb7 A13 Eb9(b13) F#7(b13) Bb/C A/B B7(b13)

T 5 5 3 3 0 5 7 2 3 2 10  
 A 6 6 2 2 7 5 7 6 3 3 8  
 B 4 3 2 1 1 6 6 5 3 3 2 8  
 3 2 1 1 1 0 6 5 5 5 6 3 2 7 8

59

E7(sus4) Bb7 A13 Eb9(b13) D6/9 B7(#9) E7 Bb7 A7 Eb9(b13) Cmaj7/D C7 Cmaj7/D Db13(b9)

T 7 7 5 7 5 5 3 0 5 7 5 7 8 10 12 11  
 A 7 7 5 6 6 4 2 7 5 6 6 5 8 12 11  
 B 7 6 6 5 5 4 1 0 6 5 6 6 5 9 12 11  
 7 6 5 5 5 5 4 3 2 2 1 0 6 5 5 6 5 8 10 11

63

Gm7 C13 F7(#9) F#7(#9) C7 B7 B7/D# Em7 Bb7 A7 E9(b13)

T 10 11 11-13 10 8 9 10 10 7 7-10 8-10 7 5 7 7 6  
 A 10 10 9 9 8 9 9 9 8 8 7 7 7 6 6 6  
 B 10 12 12 8 8 7 9 8 8 7 6 7 6 5 5 5  
 8 8 8 8 8 8 7 7 6 5 5 6 5 6 0

66 Bm<sup>7</sup> G<sup>13</sup>

T 6 7 3-5 2 3 4 5 2 3 3 3 3 3-5 6-5 3  
 A 7 7-5 3 4 2 4 3 5 4-2 4 4 4 4 4 4 4  
 B 5 3 4 2 3 4 2 3 4 2 2 2 2 2 3 3 3 3 3

70 G#m<sup>7</sup>(b5) B<sup>7</sup> C<sup>7</sup> B<sup>7</sup> Cm<sup>7</sup> C#m<sup>7</sup> F#<sup>7</sup> F#<sup>7</sup>/A# Bm<sup>7</sup> F<sup>9</sup>(b13) E<sup>9</sup>

T 3-3 3-3 2 4 5 4 0 4 5 0 2-5 3 2-5 9 12  
 A 4 4 4 4 4 4 2 3 2 2 3 4 2 5 2 8 8 11 7  
 B 4 4 4 4 2 3 2 2 3 4 3 2 1 2 7 12 6 0

74 A<sup>13</sup> Bb<sup>13</sup> B<sup>13</sup> F<sup>9</sup> Bm/E Bb<sup>7</sup> A<sup>13</sup> D<sup>6</sup>/A

T 5 6 7 11 7 7 5 7 5 7 5 3 7 3  
 A 7 8 9 8 7 7 7 6 6 6 6 4 2 4 3 7 3  
 B 5 6 7 8 7 6 6 5 5 5 0 0 0 0 0 0 4

77 E<sup>7</sup> A<sup>7</sup> D (Am) A<sup>7</sup> (Bb mel min)

T 6 5 4 2 3 4 5 5 3 8 10 7 5 8 6 7 8 7  
 A 1 6 5 0 5 4 2 3 4 5 5 3 8 10 7 5 8 6 7 8 7  
 B 0 6 5 0 5 4 2 3 4 5 5 3 8 10 7 5 8 6 7 8 7 10

80 (A)

(D/F#) (C#m<sup>7</sup> or AMaj<sup>9</sup> or F#m11) (AbMaj<sup>9</sup> or Fm11) (Em<sup>9</sup>)

T 12 9 9 11 8 8 7 7 8 7 10 14 15 16 17  
 A 9 9 11 8 8 10 11 8 7 7 8 7 10 14 15 16 17  
 B 9 9 11 8 8 10 11 8 7 7 8 7 10 14 15 16 17

8 (D)

82 A<sup>13</sup> /C# D7(#9) C#7(#9) B7(#9) F<sup>13</sup> E B<sup>b</sup>7 A<sup>13</sup> E<sup>b</sup>9(b13)

T 12 13 10 10 10 12 13 10 12 10 10 9 9 8 7 6 5 6 5 3 3 0 5 7 6

A 12 10 11 12 12 11 11 10 10 9 6 5 4 5 4 2 2 7 5 6 6 (0)

B 12 10 11 12 12 11 11 10 10 9 5 4 3 4 3 1 1 6 5 5 6

(Constant structure + top note)

86 D7(b13) G7 C7 A/B Bb/C B7 B<sup>13</sup> Em<sup>11</sup> B<sup>b</sup>7 A<sup>13</sup> E<sup>b</sup>9(b13)

T 10 10 10 10 10 (10) 6 6 3 5 3 2 3 5 7 10 7 5 7 6

A 5 5 6 6 5 (5) 6 6 4 3 4 4 3 3 2 3 2 8 7 8 7 5 6 6

B 5 5 6 6 5 5 5 5 4 3 4 4 3 3 2 3 2 7 7 9 6 6 5 6 6

90 F#7(b13) B7(sus2) E B<sup>b</sup>7 A<sup>13</sup> E<sup>b</sup>9(b13) D6%

T 2 3 2 2 1 0 7 5 7 6 5 7 7 5 7 5 7 6 8 6 8

A 3 2 2 1 0 7 5 6 6 4 7 7 7 7 6 8 8 8

B 2 3 2 2 1 0 6 0 6 0 7 7 7 7 6 8 5 6 4

94

T 6 4 3 3 5 3 4 6 4 5 3 5 6 2 3 4 5 2 4 3 5 3 6 5 8 6 5 8

A 3 4 5 3 4 6 4 5 3 5 6 2 3 4 5 2 4 3 5 3 6 5 8

B 5 4 5 3 5 6 2 3 4 5 2 4 3 5 3 6 5 8



96

E7 A13 D/A C#m7

3 Straight Swing 3

T 7 7 5 3 4 2 4 3 5 2 7 7 5 7 5 3 3 5 7 5 8 6 7 5 4

A 7 7 5 3 4 2 4 3 5 2 7 7 5 7 5 3 3 5 7 5 8 6 7 5 4

B 5 5 0 0 5 5 0 4 2

100

F#7(b13)/A# Bm G13 Dm Dm9 G13 (A7b13)

Straight Rubato

T 3 2 3 2 3 2 7 9 10 7 10 12 13 15 12 13 12 10

A 3 2 3 2 3 2 7 9 10 7 10 12 13 15 12 13 12 10

B 2 1 2 4 4 7 9 10 7 9 12 11 10 9

(Note the line in the bass note of the voicings)

104

G13 Bm7 F#7 Bm7

3 3

T 10 8 7 7 9 10 12 9 10 7

A 9 8 7 7 9 10 12 9 10 7

B 8 7 7 7 9 10 12 8 9 7

106

3 3

T 11 7 7 7 7 7 9 9 7 5 6 9 0 1 2 3 4 0

A 9 8 7 9 9 7 8 7 8 9 9 7 0 1 2 3 4 0

B 7 7 7 7 7 7 9 9 7 5 6 9 0 1 2 3 4 0

10  
108

C#m7 F#7 Bm7 F9(b13) E7(sus2) E6/9 A13 Bb13 B13 F9 E13 A

T	4-5	0	5	5	3	2-5	9	12	9	5	6	7	11	7	14	14	17
A	3-4		5	3	2		8	7	7	6	7	8	8	7	14-13	13-12	
B	3	4		2	2		8	7	0	0	6	7	8	7	0	13-12	

111

D

T	14-10	10				13-11	10	8	7	9	5	8	6	5	8	7	5	4	3	2	1
A		12-10	11				10	8	7	9	5	8	6	5	8	7	5	4	3	2	1
B		12	12-11			10	11	8	9	9	5	8	7	5	4	3	2	1			

114

D F#° E A7(b13) D7(sus4) D7(b13) Bm7 Gmaj7 C7(#11) C7 Gm7

T	3	5	3	4	4	5	7	5	6	6	5	7	5	10	10	9	12	10	7	8	7	6	5
A				5	5	5	4	4	6	6	5	5	5	11	11	10	10	10	7	8	7	6	5
B	0			4	4	4	5	5	0	5	6	5	5	5	10	10	9	9	9	5	3	3	3

118

F#m7 F#° F° E° Eb° F#° Em7 Bb7 A13 Eb9(b13)

A pedal

T	3	5	3	10	9	8	7	10	8	10	7	5	7	5	7	6	7	7	7	5	6	6	7	7
A	2	4		8	7	6	5	8	7	7	7	5	6	6	6	6	7	7	7	5	5	6	6	7
B	2			10	9	8	7	10	9	7	6	5	6	0	6	0	7	7	7	5	5	6	6	7

121

D $\frac{9}{\flat}$  B7(#9) Em<sup>11</sup> G/A C#<sup>o</sup> D7(sus4) D7( $\frac{b13}{\#9}$ ) 11

T 8 10 9 11 5 5 3 10 9 10 3 5 5 5 5 5 11 10  
 A 11 11 11 11 4 4 2 7 6 7 4 3 3 5 5 11 11  
 B 11 8 7 6 5 4 3 2 9 8 7 4 5 5 5 10 10 9 9

125

Gm<sup>7</sup> C<sup>13</sup> F7( $\frac{b13}{\#9}$ ) F#7( $\frac{b13}{\#9}$ ) B<sup>7</sup> Am<sup>11</sup> D/A

T 6 8 6 10 8 9 10 10 10 10 7 8 9 10 10 10 8 6 5  
 A 7 7 7 9 9 9 10 10 10 10 7 7 7 7 11 11 8 6 6  
 B 5 5 5 8 8 8 8 8 8 8 9 9 9 12 12 0 0 7 5  
 8 8 9 7 7 7 7 7

128

A/D Bb/Eb B/E Bb/Eb

T 5 7 5 6 6 6 7 7 7 6 6 6 6 5  
 A 6 7 7 7 7 8 8 8 8 7 7 7 7 6  
 B 5 6 6 6 6 7 7 7 7 6 6 6 6 5

130

A/D Bb7(#9) Em<sup>11</sup> Ebm<sup>11</sup> Em<sup>11</sup> D/A C#<sup>o</sup> C#9(sus4)

T 5 3 3 10 9 10 3 5 5 4  
 A 6 2 2 7 6 7 4 3 3 4  
 B 5 4 3 2 2 9 8 7 4 5 5 5 10 10 9 9

12  $D^9(sus4)$   $D7(\flat^{13}_{\#9})$   $Gm^7$   $C^{13}$   $F7(\#9)$   $F\#7(\#9)$   $C^7$   $B^7$   $/D\#$

132

T 5 5 5 5 10 10 11-13 10 11-13 10 10 8 9 10 10 9 7 8 7

A 5 5 5 5 10 10 10 10 10 9 9 8 8 9 8 8 7 8

B 5 5 5 5 9 9 10 10 10 8 8 8 8 9 8 7 6

135  $Em^7$   $B\flat^7$   $A^{13}$   $E\flat^9(\flat^{13})$   $D$

T 8 10 7 5 7 5 7 6 2 3 2 3 2 3

A 7 7 7 5 6 7 6 4 3 5 2 3 2 3

B 9 6 5 5 5 6 0 6 0 6 0 5

137  $F\#7$   $Bm^7$

T 5 6 8 7 15 14 11 10 10 10 7

A 2-4 2-3-5-0-5-3-2 4-2 5-4-2 5-4-2 11-9 12-11 7-7 7-7 7-7

B 4 5 6 6 5-4-2 5-4-2 5-4-2 5-4-2 9-7 7-7 7-7

140

T 10-12-13-12-10 10-10 10 11-7 12 10

A 10-10 10-10-12 12-12-12-12-12 9 7 9 7 8 9 9 10 8

B 10 10 10 10 11 11 11 11 7 9 9 9 9 9 10 8 9 8

144

Musical notation for measures 144-146. Treble clef, key signature of one flat. Chords: F9(b13), E13(sus4), A/E. Includes a guitar tablature with triplets and fret numbers.

147

Musical notation for measures 147-150. Treble clef, key signature of one flat. Chords: A, Ebm7(b5), Bbm/A, F#°, F°, E°. Includes a guitar tablature with various time signatures and fret numbers.

151

Musical notation for measures 151-153. Treble clef, key signature of one flat. Chords: A°, Gm7. Includes a guitar tablature with triplets and fret numbers.

154

Musical notation for measures 154-156. Treble clef, key signature of two sharps. Chords: D7(#9), Eb°, Em7, Bb7, A13, G13, F#7(b13). Includes a guitar tablature with triplets and fret numbers.

14 Gm<sup>9</sup>/C A/B Bm B<sup>9</sup> E<sup>9</sup> B<sup>b</sup>7 A

156

T 5 5 2 2 2 7 7 7 7

A 3 3 2 2 2 6 6 6 6

B 3 3 2 6 5 4 3 2 1 2 1 0 7 6 9 7 6 6 7 10 9

E<sup>13</sup> Bm<sup>7</sup> E<sup>9</sup> Em<sup>11</sup> B<sup>b</sup>7 A<sup>13</sup> Bm

159

T 7 7 8 7 10 14 15 17 13 14 14 10 7 10 7 5 7 5 7 7

A 7 7 8 7 10 14 15 17 13 14 14 10 7 10 7 5 7 5 6 7

B 7 7 8 7 10 14 15 17 13 14 12 (0) 9 6 9 7 6 5 5 5 0

E<sup>9</sup> B<sup>b</sup>7(b<sup>13</sup>) A<sup>13</sup>

162

T 6 7 7 7 7 7 8 7 10 14 15 17 13 14 10 10 12 10 11 12 12 10 8 9

A 6 7 7 7 7 6 5 7 10 9 7 7 10 14 15 17 13 14 10 12 10 11 12 12 10 8 9

B 6 5 7 10 9 7 7 10 14 15 17 13 14 10 10 12 10 11 12 12 10 8 9

165

T 10 13 11 10 12 10 9 7 9 7 8 6 8 5 6

A 12 12 11 10 12 10 9 7 9 7 8 6 8 5 6

B 12 12 11 10 12 10 9 7 9 7 8 6 8 5 6

168

T  
A  
B

172

T  
A  
B

176

T  
A  
B