

# The Mom Memories: Colin's Story

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This is Colin's story compiled from Chapters 6 and 8.

All characters are 18 years or older.

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Part 1 from Chapter 6.

Hi. Colin here. So I'm going to tell you about my Mom and I. She was quite a bit younger than my Dad, being his second wife. He had two kids with his first wife. They divorced because of his affair with my Mom. I wasn't supposed to know that but my older half sister told me about it. Mom was eighteen years younger than Dad. She was forty-three now and still working though my Dad had retired at sixty. He spent more and more time away fishing with his buddies in their campers.

Mom had short, brown hair with a pretty face. She was slender but not muscular since she never exercised, at least, not that I'd ever seen. Her arms were soft and white, with a few freckles sprinkled about, like her face. Her legs, as I found out, were quite nice. Not like the sculptured stems you seen in magazines, or on some of the more buff girls at school, but nicely shaped even so.

This I discovered when Mom dug out some old dresses she hadn't worn for years. Dad had buggered off a few days earlier on yet another camping trip with his friends as soon the warm weather hit. A few days later, in the heat, Mom complained about not having anything to wear, and the prices of clothes these days. With Dad being retired, we were OK but not as pat as we had been, which is why Mom still worked.

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Anyway, I came home from school to find her sitting on a lawn chair in a sundress that was shorter than her normal dresses, riding several inches above the knee. This was the first time I noticed her thighs, which were normally covered but were now exposed half way up because of the way she was sitting. I particularly noted how the fleshy part underneath her leg bulged out.

"Hey Mom," I greeted her as I walked through the screen door into the backyard.

"Hiya," she answered, continuing to read her magazine.

"New dress?" I queried.

"Oh," she put her magazine down, "just something I pulled out of storage. I've got boxes of these in the attic."

"Well, it's a good thing you're working on your tan, because you'll have white parts showing for awhile," I remarked, still focusing on the fleshy part of her thighs I hadn't seen before.

"Don't worry, you brat," she laughed, lowering her magazine, "I won't embarrass you. I'll only wear them around the house."

I couldn't help notice that the sundress was cut lower in front. Not plunging. It was a square cut but it showed the tops of Mom's small breasts which were very white of course. Mom noticed my gaze and followed it down to look at herself.

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"I'll get tanned soon enough so you won't hurt your eyes, smarty pants," she laughed again. "Why don't you make dinner tonight so I can work on my tan?"

She was quite pleased when I agreed to this. Over dinner, I asked her about the boxes of clothes she'd discovered. Evidently they were just old clothes she used to wear and had kept. She intended wearing a new outfit everyday, just for the fun of it, and to stretch her wardrobe out which was in dire need of expansion. Long after dinner, while I was watching a movie, Mom wandered up the hall from her bedroom wearing a strange outfit.

"What do you think of this?" she asked, smiling and doing a slow twirl in front of the TV. She was wearing a lime green pantsuit, or more of a one piece jumpsuit. It had a hole over her tummy, swept in a cross over her breasts behind and around her neck, leaving her entire back bare. "Isn't it wild? Can you believe we used to wear things like this?"

She struck various poses, laughing, then plopped down on the couch beside me after I agreed it looked pretty weird.

"What are you watching?" she asked, suddenly ignoring her costume. I told her what had happened and she settled in to watch it with me.

During one set of commercials, when Mom got up to make some hot chocolate, I paid a little closer attention to her outfit. As she stood and walked away, I noticed that her butt seemed more clearly defined. This observation floated in my mind without me really grasping it while I listened to her in the kitchen. Then it dawned on me. She wasn't wearing anything underneath. There were no discernible panty lines, no tightening and battening down of carelessly moving parts. I had actually seen the independent action of each cheek as she walked away. I felt a familiar stirring, although one that had never been associated with my mother.

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"It's on," I called as the movie started. I glanced up from the movie as she walked slowly back in the room, treading carefully so as not to spill either of the two large mugs she was carrying. Since she was looking down, keeping a careful eye on her payload, I had the opportunity to scrutinize her closely. I couldn't see any pantyline from the front either and though I couldn't see her belly because of the mugs, I could see the nipples of her breasts which were never visible. She couldn't be wearing a bra. Of course not, dimwit, I thought. Her back was bare.

"Here, sweetie," she handed me one of the mugs and carefully sat down beside me again, but a little closer. We watched the movie while we sipped our hot chocolates. Mom drank hers faster than I since I was either sneaking glances at her, or thinking about her instead of the movie. When she leaned forward to set her cup on the coffee table the front of her outfit, held to her only by the loop around her neck, gapped forward allowing a peak at the sides of her breasts. There was no doubt about it, she wasn't wearing a bra and there wasn't anything built into it to hold her breasts from falling against the thin material.

When the next set of commercials started, Mom commented on how well the hot chocolate had 'Hit the spot' and asked me if I wanted more.

"No," I replied, and quickly added, "Here, have mine. I don't really want it," to dissuade her leaving. I wanted her to stay next to me.

"Are you sure," she asked, settling back down.

"Absolutely," I assured her, handing the mug to her.

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"No, leave it there," she said, indicating that I should leave it on the end table. Disappointed, I set it back down. Now there was no reason for her to lean forward, no opportunity for me to glimpse the side of her bare tit through the gap in her suit.

"Oh, I'm so stiff," she groaned as soon as she sat down, stretching her arms up and leaning forward until her hands rested on the edge of the table, then pushing them further into the middle.

Wonderful. Her outfit gapped wider than it had when she had reached for her mug. I could now see more than just the side of her tit, I could see the top sloping down almost to where her nipple must be. I could feel my cock swell. Unconsciously, as she started to pull back, I stretched my hand out to rest it on her back, blocking her retreat. Belatedly realizing the how blatant my action was, I moved my hand across her shoulders, brushing my fingers lightly across her back. She instantly relaxed, leaning forward again.

"Oh, that feel's good," she sighed. Encouraged and relieved that my action wasn't seen for what it was, I continued, tickling her upper back with my fingertips. She shuddered and shivered as if I was touching very sensitive parts though I was just tracing her shoulder blades. "Oh, that's lovely," she cried softly.

"Your father used to do this for me," she mentioned a moment later, "for ages, a long time ago."

"Don't stop," she added as I paused, digesting this hint of intimacy between her and my father, something I couldn't remember witnessing. I continued tickling her back as the movie started. She didn't look up to watch. I brought my other hand into play and let my brushing fingers caress more than tickle.

When the commercials started again, Mom leaned back, collapsing against the couch, and me, nestling against my side. "Oh god that felt great," she sighed. "Thank you."

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"Anytime," I answered.

She looked up and smiled. "Can I have some of your hot chocolate now?"

I picked up the mug and handed it to her.

"No, you do it. My arms are too relaxed."

I held the cup gingerly to her lips. Not because it was hot -- it was surely cold by now -- but because I was suddenly nervous for some reason. She opened her lips and I tipped some in, careful not to spill. I tipped it several more times until she shook her head slightly and then I set it back down. As I twisted back toward her, she asked, "Will you do my back some more?"

"Sure," I replied, like it was no big deal. Mom stretched her feet out on the couch and, turning on her stomach, lay her head in my lap. Oh no! She was sure to feel my bulging crotch. Not to brag, but how could she not notice laying right on it? What would she think of me?

"Go ahead, sweetheart," came the quiet response, "don't wait for the movie."

I started again, using my left hand to lightly brush across her shoulders. As the movie progressed, I again brought my other hand into play, moving my left lower on her back to make room. Mom didn't make a sound except for the odd sharp intake of breath as I struck a sensitive part, which seemed to be a different spot every time. Soon I

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was straying farther and farther, dipping into her sides, running my fingers along her waist up to the sides of her breasts, eventually letting them press her flesh where it squished against the couch.

"Dad use to get frisky like that."

Her voice startled me. I stopped, my hands freezing to her skin. "Don't stop," she instructed. I continued, slowly regaining my 'frisky' ground as I realized she wasn't mad. I caressed her right through the next set of commercials. Suddenly, she raised her head. "What's up with the movie?" she asked, but not seeming to expect an answer. Her body shifted as she craned to see the TV and when she settled back down her head was farther up my lap, squarely over my cock which was definitely hard.

The shift caused her to lay more on her side now, allowing deeper access to her left side. I began stroking her as soon as she lay her head back in my lap along the line of my previous boundary and even straying beyond now that I had access. Except now there was no physical restraint. I could have slipped my hand right in and taken actual possession of her breast. I wasn't sure how far I could go, so I proceeded cautiously. But I did venture further. I moved my right hand up to pull her hair back and caress the top of her shoulder, sliding down into the hollow of her neck. I let my fingers stray down the front of her shoulder under the material of her outfit. My left hand moved up and down her side, slowly, but only along the side of her breast, my fingers rubbing over her swelling flesh.

Mom never gave any sign that I was doing anything wrong so I continued stroking the side of her breast until the movie ended while the fingers of my right hand stretched down from her shoulder to reach onto the swell at the top of her breast. When the movie ended, she pushed herself up and kissed me on my cheek.

"A little frisky, like your Dad used to be, aren't you?" she remarked, and then kissed my cheek a few more times, her lips seeming to stick a longer each time. "That was nice, honey. Thank you. Now it's time for bed."

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As she stood, I blurted out, "I'll tickle your back for you again, Mom."

"Really?" she asked in a surprised tone of voice. "Be careful, I'll want you to do it every night."

"I don't mind," I rushed my assurance.

Mom just smiled, not her usual kind of smile. There was something different about it. I watched her walk away, marveling at the distinctive pout each cheek made as her feet took turns hitting the floor. I hoped every outfit was like that one.

That night I wanked myself silly. Drifting off to sleep, I wondered about what had transpired. Mom had almost let me cop a feel, and made no bones about it. Amazing!

The next day, Mom wore an almost schoolgirl looking outfit -- a simple white blouse with a plaid, kilt type skirt. The skirt showed her legs well enough, almost to mid-thigh level, but the blouse was a thick, cotton starchy looking affair. Not revealing at all. My disappointment was quickly supplanted by interest in the views the kilt offered when the it split to reveal her upper legs. And though the thick plaid material didn't reveal the contours of her behind, my memory of the distinctive features of those supple globes was sufficiently fresh from the evening before to trigger my imagination each time I had the opportunity to ogle her when she was walking away from me.

So I accepted what I was offered and enjoyed watching her throughout the day. I hoped the opportunity would arise to 'tickle' her back again, and that she would change into a more revealing and accessible outfit like she had the night before. But I was disappointed. Mom didn't change and, though she joined me to watch TV after dinner, she didn't ask me to tickle her back, or give any indication that she wanted me to.

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Scanning the online channel guide just before nine o' clock when she seemed restless and about to head for bed, I selected a chick flick I knew she'd like rather than one of the available actioners. Seeing my selection, Mom seemed to settle in to stay.

"I'll watch that with you," she said. "Would you like me to make some hot chocolate?"

"Sure Mom," I answered appreciatively, and then, as if trading favors, offered in return, "I could tickle your back for you if you like."

"Oh, that would be nice. But you don't have to. I know it was a long time last night. Are you sure?"

"Yeah Mom. I don't mind at all. It's actually kind of relaxing."

"Great."

By the time the movie started, Mom had returned with two mugs of hot chocolate and sat next to me on the couch. We sipped our cocoas through the first act, Mom intent on the movie while I was intent on the pressure of her thigh against mine. She rested her right arm on the couch behind me and absently toyed with my hair, like she did when I was little. When she finished her hot chocolate, I offered her mine, placing it to her lips for a sip. I didn't drink any more but kept raising it to her mouth. I toyed with the notion of spilling some on her starchy white blouse so she might change it but chickened out in case it made her angry.

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When the mug was empty, I set it down and wiped the traces of chocolate from the corners of her mouth with my fingers. She continued to watch the movie, not reacting at all, as if it was the most natural thing for me to do that, rub my fingers on her lips. She may not have noticed but it was quite arousing for me.

At the top of the hour, as the long set of commercials set in, Mom kissed me on the cheek, stroking my neck on the other side with her fingers and whispered, "So, are you going to tickle my back for me?" I nodded, not trusting my voice to speak.

Mom positioned herself as before, laying on her tummy with her head in my lap facing the TV. I started to run my fingers across her shoulders outside her blouse. After a couple of minutes, still in the commercials, Mom reached back to tug her blouse out of her skirt. Since it was so tight around her waist, she had to undo some kind of snap to loosen her skirt to allow the blouse to come out. She pulled the blouse half way up her back exposing the groove running along its center.

As the movie started again, I slid my hand left hand under the blouse to tickle her shoulders, pulling her shirt higher to make room. I quickly discovered, to my disappointment, that she was wearing a bra. Not a sexy, lacy thing but a normal, thick white thing. Still, I was able to touch her, running my fingers over her warm flesh. I concentrated on giving her a real nice, long back tickle right through the next set of commercials.

When the longer set of commercials started at the bottom of the hour, Mom rose up. Finished already? Oh well, it was nice anyway and I guessed my effort would open the way to another opportunity when she was wearing something sexier.

"Colin?" she asked, "Would you mind changing into your pajamas? Your jeans are hurting my face." She raised her fingers to her cheek, indicating a red mark where my jeans had been rubbing.

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"Oh, sorry Mom." I ran upstairs to put my pajamas on in record time. On the way back, it occurred to me that she could have just grabbed a pillow. My cock swelled at the thought that she hadn't availed herself of this simple solution. Why? Then I began to panic as I realized that my erection wouldn't be so easy to hide in my pajamas. I stopped at the entrance to the living room. Did I have something else to put on? No. She had asked me to put on my pajamas and I'd already changed and was in the room. How could I leave? She was laying there, waiting, the movie already started.

I thought about that time I'd had so much too drink that I barfed outside the pub, trying to get my erection to subside.

"Colin? Come on, the movie's started," Mom glanced at me before turning her eyes back to the TV.

I moved in slow motion toward her. I could hear my feet padding on the soft carpet as I walked toward her. She lifted up to let me slip into position and then lay her head on my lap as soon as I sat down. My cock, damn the thing, lurched up as soon as I felt her head hit my thighs. She reached back to flip the blouse up on her back again, indicating that I should continue where I'd left off.

As I slid my hand under her shirt, I noticed that it was looser, very loose, actually. My cock twitched again as I realized that she must have unbuttoned her blouse to give my hands more room. Maybe she would turn on her side again, like she had the night before, allowing me to peek inside her open shirt at her breasts, even if they were covered by her bra.

Looking down at my hands, I noticed that the waist of her skirt was lower too, showing the flesh rising up to her buttocks and the beginning of the crevice between her cheeks. I let my hand stray down to the waistband of her skirt, trailing my fingers along its edge, over one globe and down into the crack and up onto the other.

"Mmmmmm," Mom sighed.

Twitch, twitch. I made this exciting new trail part of my regular path for the next few minutes. Mom didn't make any other audible sounds, but I could tell she liked it by the way her skin responded to my touch as I passed over it. I began dipping lower into her waist and rubbing her flesh, dragging my fingertips up over the swell of her hips and onto the border of her buttocks, pressing her flesh. I pulled her blouse up and brought my right hand into action, tickling her upper back and shoulders.

It was a measure of how fascinated I was with running my fingers over the top of her buttocks, dipping into the start of her ass crack, that I must have circled her upper back and shoulders a dozen times before I realized that Mom was no longer wearing a bra. Holy Christ!

Dumbly, I stared at her back, my hands suddenly frozen, the left stuck at the part between her cheeks. Mom wriggled. I jerked into motion again slowly widening the circles of my left hand until my fingers were brushing along the side of her breast. I looked at her for signs of a negative reaction and was surprised to see that her eyes were closed. She wasn't even watching the movie.

I kept brushing along her breast, slowing my stroke to pull at the soft flesh there, trying to bring more of it out, perhaps subconsciously encouraging her to turn more on her side like the night before so I could touch more of her tit. But she didn't move. She didn't object to my fingers spending more time by her breast, or even pulling at it, but she didn't move to make my access easier.

When the commercials started, and her eyes remained closed, I pulled the blouse up to the top of her shoulders, moving her bent left arm higher to allow it, and laid her shirt tail over her head, covering her face. I waited for a reaction. There was none. My cock twitched. I was getting very hard. The only thing keeping it between my thighs was Mom's head. She had to feel it, to be aware of how aroused I was.

I moved my left hand to the top of her buttock and let my finger lay in the top of her crack. Nothing. I moved it up to the side of her breast where more of her tit was now available because her arm had been pried away from her body. I let my hand take in all the breast flesh available and then probed further with my fingers, blatantly trying to feel her tit. No reaction. I began to massage her breast, ever pulling on it, trying to get more of it out into my hand.

I wasn't tickling her back now. This was obvious. I was fondling her breast. I slipped my hand down to her behind again and pushed my fingers into the furrow between her cheeks, under the waistband of her skirt, even pushing it lower, until they were firmly embedded between the fleshy part of her ass, very near her hole. If I could do this, what else?

I pulled on her shoulder with my right hand, lifting her torso toward me. Mom shifted her weight toward me, as she'd done the night before, increasing the access to her breast. The commercials ended at that moment. I pulled the blouse down off her face a bit so Mom could see if she opened her eyes. She didn't, but she turned her face up in line with her body, allowing my cock to rise from between my thighs. Gently, I pressed her face back against my thighs, and my throbbing cock. She submitted to my pressure. I kept my hand on her cheek for a moment, and she actually turned her face into my thighs, the corner of her mouth grazing my shaft. My cock lengthened in response to the heat of her breath.

Since she hadn't opened her eyes to watch the movie, I pulled the blouse over to cover her face once more, then gently pressed her against my twitching cock. Her head turned into my thigh, her lips pressing against my swollen, pajama-covered member. Returning my left hand to her breast, I reached further in and enveloped her small tit completely in my hand. I just held it, reveling in the feel of her nipple poking into my palm. I couldn't help subtly pushing my cock up against her face, against her mouth, feeling it press between her lips.

I didn't knead her tit. I didn't squeeze it, or try to pull on her nipple. I just held it. I was afraid to break whatever spell we were under, terrified of ruining this blissful moment. So I just held her wondrous tit in my hand, and

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pressed my cock against her face. Looking down at her skirt, I reached down to grasp and undo the pin holding the kilt together along her legs. Sliding it out of the material, I pulled it apart to expose her ass, covered now only by her panties, a three inch band stretched across her cheeks. I let my hand lay on her ass and softly brushed my fingers back and forth.

Returning to her breast, I held it until the movie ended fifteen minutes later. Mom let the commercials play out and the next movie start before she stirred. I pulled her blouse down to cover her back and tugged her skirt over her ass. Then she surprised me. She turned completely around to face toward me, on her side but leaning over a little toward her tummy. My cock sprang up when she lifted her head to turn around but when she set her head down in my lap again she pressed it back into place. It was an incredible, silent acknowledgement that she was aware of my excited state.

"Did Dad ever tickle your back until you fell asleep?" I asked her, whispering for some reason.

"No," she whispered back.

"Would you like me to?"

"Tomorrow."

"Tomorrow?" I asked, confused that she seemed to be settling in with her head laying on my engorged cock but indicating that the 'tickling' session was over until tomorrow.

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"Yes. Keep tickling me. You've been a good boy. A little frisky, but you haven't gone too far." She wiggled her body to settle in, and her head as well, which my cock greatly appreciated.

Hadn't gone too far? She was OK with what I'd done and thought that I hadn't gone too far? I could feel my cock twitching wildly. What were my limits? Clearly farther, but how much?

Mom's eyes were closed again. I reached down to pull up her blouse up her back but stopped, instead grasping her sleeve and pulling it off her right arm. Then I pulled the blouse up and draped it over her head. Her whole back and side were now exposed. Her skirt had fallen away from her ass as she had twisted herself around, so her cheeks were clearly open for my appreciation. Looking down, I could see her breast hanging down, completely accessible to me. I began brushing the fingertips of my right hand lightly across her back and reached down to take her tit into my left.

I didn't just hold her tit this time. As I played my fingers across her back, I gently squeezed and kneaded her tit, pulling on it, letting my fingers slide out to pinch and tug on her nipple. She didn't object. I could feel and hear her breathing quicken, but that was it. Rather than being terrified of ruining things, I was now intent on finding out how far I could go. But I realized that I couldn't leap too far, too fast. A jarring, desperate move would surely puncture this magical world.

Periodically, I left her tit and strayed down to fondle her ass. But this time I didn't just brush my fingers across her ass, I cupped her cheeks, though not roughly, and let my fingers trail up and down her crack, even digging in gently several times. I kept returning to her tit to play with it for longer periods and always, always, I kept tickling her upper back, shoulders, and neck with my right hand.

Eventually, it dawned on me to run my fingers over her tummy, that soft, pouting bulge above the gentle slope leading down to the secret place still covered by her skirt. I played my fingers all around her navel, tickling her

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tummy along the loosened waistband of her skirt. I wasn't denied. There was no sound, no tensing muscles, just the quiet sound of her breathing.

Cleverly, when I ran my fingers down to play with her ass, I dragged the waistband of her skirt lower to pull it down in front as well. This worked for a bit but I had to resort to pulling it down on her hips as well, potentially giving away my true intention, but I risked it anyway. Again, no objection. Reaching around to her tummy I was rewarded with greater access, the skirt having pulled down sufficiently far for me to feel the top of her panties. I could see that more of her panties were visible. I could see her mound pressing out. I couldn't believe that my cock could get even harder, but it did.

Mom's skirt had now reached the point where it would shift down on its own without having to push it. The barest nudge on the waistband now revealed more of Mom's panties. Soon the waistband was off her hips, almost down to the juncture of her thighs, revealing her panty covered pussy. I let my fingers 'tickle' across the top of her panties for the first time, even though I was convinced that this was my barrier, that this would break the spell, at least for this night.

But still she didn't object. She did nothing. I was stunned. Cautiously, I stroked my fingers, very lightly, back and forth across her panties, lower and lower, until I was brushing her pussy, strumming my fingers across her puffy lips. Finally, I just stopped and cupped her pussy, dipping my long finger into the cleft along its damp length. Slowly, I pressed my finger into her, and began moving it up and down the tiniest amount, increasing the length of its stroke at a glacial pace. My finger became wet as she, barely noticeable, pushed back, forcing her pussy lips further around my wiggling finger.

Finally, Mom began to make some sounds. Her breathing had quickened to short and rapid, wheezing breaths that matched my own erratic gasps. She was 'ohhhhing' and 'ahhhhing', though quietly. I increased the tempo of my fingering, in response, not by my own volition. Only a moment later, she tensed up incredibly tight, then went into a long spasm, and finally shuddered to stillness.

I didn't move. Even my right hand on her back was stilled. My hand still cupped her pussy under her panties, but it didn't move.

Then, Mom's head moved back, still covered by her blouse. My rock hard cock popped up through my pajamas. Mom's head moved forward again. Then, the most awesome thing. My cock was enveloped by Mom's warm, wet mouth, sliding way in as her head continued moving until I felt my tip hit the back of her mouth. My Mom was sucking my cock! I could hear wet, squishy sounds Back and forth she moved a dozen times until once, when my tip blunted against her, she kept pressing her head forward until I could feel my cock shove further into her mouth, her throat. I was in my Mom's throat. My Mom was deepthroating me!

I shoved my hips up and forward. I couldn't help it. A pent up geyser was coming. My hips bucked with each spurt. I held Mom's head with both hands, rocking my cock into her mouth. Even over my own gasps, I could hear her breathing loudly through her nose. I must have instantly manufactured more come at that sound as I squirted several more times after that.

Mom stayed still until I subsided, until I was soft. I pulled her skirt up to her waist and deployed it around to cover her, then pulled her blouse down and pressed it down to cover her chest. Mom looked up at me, then moved herself up to sit facing me. She kissed me three times on my cheek, her hands stroking my face and hair.

"I think you got a little too frisky, Colin, but it's my fault for letting you go too far," she whispered. I said nothing, still too stunned to speak. She kissed me lightly on my lips, hers just brushing mine, teasingly.

"Would you like to tickle me to sleep tomorrow night," she asked, still in a whisper though we were the only ones in the house and Dad must be hundreds of miles away by now, "even if I don't let you get so frisky?"

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I nodded.

"Good," she smiled. She kissed me on the mouth, letting her tongue slide along the length of my closed lips. Just as I belatedly opened them, she broke the kiss and bounced away, holding her blouse closed with one hand and her skirt with the other as she quickly walked away and up the stairs.

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Part 2 from Chapter 8.

The next day, Mom wore one of Dad's thick workshirts and sweat pants. I could hardly tell, with her slight figure, that there was a woman under there. But, trust me, my imagination filled in for me through the day. After supper, Mom sent me to the store to get some movies for us to watch. When I returned, she was dressed in a black suit. She had on a long, full length, form fitting black dress and a black jacket. Very elegant, but very conservative as well.

We sat and watched an entire movie, her sipping her wine, and she didn't even take the jacket off, let alone offer to lay across my lap for a nice 'tickle'. I did get to see her leg, at least the part that showed through the slit up the side. But not too far. This was a conservative suit fit for a funeral, so the slit only went to just above her knee.

I actually tried to get out of watching a second chick flick but Mom insisted. After it started, Mom paused the movie and stood up.

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"Could you take my jacket off and hang it up for me, Colin?"

"Sure Mom." I stood, not enthusiastically, to remove her jacket for her. She unbuttoned the jacket and opened it to reveal a dress that reached right to her neck. As I pulled a sleeve down her arm I realized her dress must be sleeveless since her arm was bare. She turned as I pulled the sleeve off, her back to me, so I could slide the jacket off her other arm. As she turned, her back was revealed. Numbly, I realized the back of her dress was completely open. Her back was bared from shoulder to a blunted 'V' that reached to the crest of her behind providing an unrestricted view of her unblemished back. I pulled the jacket off her other arm as she turned once again to face me.

"Hang it up carefully, sweetie. I don't want it to get creased."

When I returned from hanging the jacket up in the hall closet, Mom was waiting for me, smiling.

"Do you like my 'funeral' dress?"

She spun slowly around, letting me gaze once more on the daring dip from her shoulders through the shallow valley at the base of her spine and up the sweeping rise onto her buttocks. She paused when her back was directly facing me, arched to emphasize the curve of her spine and the outline of her bottom as it pushed against the fine material of her elegant gown. My mother, I realized, was a woman who knew how maximize enjoyment for her audience and perhaps even thrived on delivering such satisfaction.

Facing me again, she stood with her hip cocked slightly to one side to highlight the slenderness of her waist and curve of her hips. After a long moment in which I simply stood there as well, I'm sure with my mouth open, she broke the silence.

"Dance with me before you tickle my back."

She held up her arms, beckoning me toward her delicious figure. I shuffled toward her, slipping my arms around her waist and onto her back as we began a slow dance with her arms resting lightly on my shoulders.

"There's no music," I said, on my second turn, "should I put some music on?"

"We don't need music, sweetie, just move with me," she answered, her hands tightening on my shoulders.

As we moved silently around the living room, I became increasingly comfortable, adapting my movements to hers, melding with her body as our limbs flowed in unison. When we 'one', Mom turned her face up into my neck and whispered, "Tickle my back while we dance."

I moved my hands over her skin, up to her shoulders, around in circles, and down her sides.

"Fingertips," she instructed.

I obeyed, arching my hands so my palms were raised, skittering across her sensitive flesh with just the tips of all ten digits. I concentrated on giving her the best back tickle she'd ever had. When I managed to apply the lightest of feather touches, she squirmed, pressing her front to me. It was such a reward to feel her breasts against me, or the warm surge of her pelvis, but the greatest reward was the primeval sound emitting from her throat followed by a more delicate, "that's nice" or "that's lovely" or best, simply, "ohhhhh".

Not that I minded feeling her body suddenly pulse against me. Although I knew as soon as she took off her jacket, I could tell from the press of her body that there was no bra encumbering her breasts and, looking over her shoulder down her back, I couldn't see any hint of panties either. And I looked hard.

She surprised me when she first raised her lips to kiss my neck. The first was very brief but those that followed were longer, sustained attachments of her moist lips to the sensitive skin under my chin and along my throat.

"Mmmmmm," she murmured, "you're so good at this I might have to reward you with a little friskiness."

I couldn't help the reactionary throb in my groin on hearing that. As if in response, she added, "But not as frisky as last night," before planting a long, sucking kiss in the hollow of my neck. When she finished, she whispered, "It's time for you to tickle me to sleep, young sir."

I swept her up in my arms and headed for the stairs. She gasped, and then giggled.

"Where are you taking me?" she asked, looking at the couch and waving her arm in that direction. "The movie ..."

"No more chick flicks. We're off to my tickling lair," I announced as I took the first step up the stairs.

"But I can't fall asleep in your lair," she protested.

"And you can't fall asleep on the couch, either."

I entered her room and carried her to her bed. Gently, I set her down on her feet but she protested, "No no, I can't stand anymore."

"But your dress, Mom. You don't want it to get wrinkled."

"No, but I think it would be a little too frisky to remove my dress in front of you, and I can't wait for you to start tickling me again. So lay me down."

I picked Mom up and set her down on her bed. She rolled onto her tummy, ready for me to tickle her back. I had hoped she would remove her dress and get under the covers, allowing me to peel them back to tickle her back while she maybe really fell asleep, but no such luck. Oh, well.

I walked back to the door and dimmed the lights, kicked off my shoes and returned to the bed. Mom raised her feet up and wiggled them as I approached, "Shoes."

I removed her low-heeled black shoes, undoing the thin leather straps that wound around her ankles and part way up her calves. I didn't hurry, taking the time to caress her legs after the shoes were off, using my fingertips to trace her muscle line up to the hollow behind her knees several times before laying her feet gently back on the bed.

"Some woman is going to be very lucky one day," she remarked.

"I hope I can make you feel like that, Mom."

"I already do," she said.

When I started to climb onto the bed, she cried, "No way, Mister. Not on my bed with those dirty jeans."

"Oh, sorry Mom. I'll go get changed."

"No. Just take them off."

I was stupefied. She wanted me to undress. But if I was just in my shorts, and she did look, how could I hide my hardon? I stood, stuck in my quandary until she prompted, "Come on, I'm not going to look. Just keep your shorts on." She wriggled on the bed, "Hurry."

Quickly I dropped my jeans and kicked them off, followed by my socks and then my shirt. I clambered up on the bed, took a few breaths, and ran my fingers up her back. For the next twenty minutes, I did my level best to regain the reactions I had experienced while dancing with her. I wished I was still dancing with her. I missed the feel of her reacting against me. As my arms tired, I lay down beside her, caressing her back and sides with one hand at a time, switching sides about every five minutes. She seemed to be in a trance except for her sudden twitches in response to a particular touch, which I could neither predict nor reproduce regularly. I traced my fingers slowly along the sides of her breasts, as I had before, but couldn't think of a way to pull her up onto her side so I could get better access to her breasts like I'd done when she was laying across my lap.

"You should have got under the covers if you were going to go to sleep," I whispered, the first words spoken since I started tickling her back. I was hoping to prompt her into removing her dress to get into bed.

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"There's time for sleep later," she laughed. "I warned you. You'll have to work hard to make me fall asleep."

So this was just a warm up? She was planning on getting into bed? Maybe she's let me continue tickling her after she changed into a nightie, maybe while I was in the can or something. She'd surprised me before.

"I'll just undo your dress then, if you're going to bed." I reached up to undo the snap on the material at the back of her neck, the only part of her dress evident until the dress reappeared to cover her behind.

"Colin, don't get frisky."

"Oops, too late," I laughed, undoing the snap and laying the ends to each side of her neck.

"You brat," she laughed in return.

I started tickling her all around her neck, taking extra special care to reward her for allowing me to undo her dress. It may not have shown me more of her body but it was huge for me psychologically. While I was leaning close to her shoulder blades, concentrating on her neck, I suddenly kissed her back. Startled by my impromptu action, I covered up by raining a number of 'butterfly' kisses across her upper back. Mom used to give me butterfly kisses when I was little, placing her eye close to me and fluttering her eyelashes. I loved it and so, apparently, did Mom.

"Oh, that feels wonderful."

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Music to my ears. I ran my fluttering lashes all over her back, along her waist and even along the edge of her dress above her bum. Mom clearly loved it. I began brushing my lips on her skin as well and tracing the tip of my tongue behind the path blazed by my eyes. I even traveled down her upper arm. This was also a hit and I included this in my path.

On one pass at the top of her neck, I reached up to grasp the opened ends of the dress collar, stretching them out on the bed beside her neck, and then pulling them under her arms. Mom didn't seem to notice this despite the fact that I had to feed the ends under each arm to pull them through. On the next pass, I grabbed the ends again and tugged them downward as I traced a fluttering, kissing line down her spine. Working around in a circle on her back, I could see that I had pulled the ends down to her waist, meaning the bodice of her dress must be at least part way pulled off her breasts, though I couldn't see since she was laying on her tummy.

I began tickling, fluttering and kissing the small of her back and toward the rising swell of her buttocks. I repositioned myself from her side to straddle her legs, allowing my chest to rest on her bum as I worked. All the while, I kept steady downward pressure on the neck straps. When I was done, the straps were beside her hips, and the bodice must be under her tummy, leaving her breasts completely uncovered. I moved back up to caress her long neglected neck and shoulders.

"Was it worth it?" she whispered.

"What?"

"Pulling my dress down."

I was caught! I thought she hadn't noticed, that she was too carried away. Was she going to make me stop? No. She didn't seem angry. She seemed more amused than anything.

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To my silence, she said, "You can't see anything, anyway."

"I know." I paused, not sure what to say, then added, "But it was worth it."

By her reaction, I guess that was the right thing to say.

"Just to see what you could get away with?"

"No Mom. I just want to do the best job I can."

"Uh huh. You know, for future reference, you shouldn't try to undress a woman without kissing her first."

"I thought kissing would be too frisky." I was glad to change the subject.

"Maybe, but undressing without kissing is just plain rude." Mom lifted her right shoulder up and twisted her face up toward me, smiled, and closed her eyes. "Now give me a quick kiss to make amends."

With her eyes closed, I chanced a prolonged look down her now exposed chest, marveling at how sexy her tit looked dangling in the air above the bed, its nipple long and hard. I guess she was enjoying my ministrations in more ways than one.

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"Come on, kiss me. You can sneak looks later." I couldn't fool my mom, even with her eyes closed. I kissed her, my mind swirling with the implied acceptance in her statement.

It wasn't a long kiss but it was a proper one. She pushed her tongue into my mouth and accepted mine when I thrust back into hers. All too soon, she flopped back onto the bed. I could feel my boner almost breaking with the pressure against my shorts. As I resumed tickling her, I used my free hand to straighten it so it was poking out the top of my shorts instead of painfully trying to poke out the bottom.

I spent the next fifteen minutes doing the best job I could on Mom's back. Every second minute, I leaned awkwardly over her shoulder to give her a kiss, each time exchanging tongues. I think Mom liked kissing because she never broke the kiss first.

The end of that time period was marked by a foray along the edge of the dress just above her bum. I held her hips while I tried to slide the dress down to free new skin to caress. I was elated when it slipped down her hips an inch baring enough to show the very top of her crack. I was further elated when no reprimand about getting too frisky followed, not even a curt 'Colin'.

Encouraged, I slipped her dress down another inch, eyes fluttering, fingers tickling, and lips caressing across the top of her butt and around the curve of her hips. Soon, I had the dress near the crest of her buttocks but at this point my fear of a stop action command forced me back to the small of her back where I brushed my lips across the small blonde hairs standing up from her skin. Clearly, this was a hit as Mom's legs moved about, bending at the knees and slowly stretching out again, again and again as I circled my face along her waist, up across the rise of her butt, and back into the hollow of her back.

While skittering across her butt, I noticed something about her long black dress. It was made of stretchy material. Mom was able to bend her knees despite how tightly the dress hugged her figure. The writhing of her legs had

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forced the hem higher and higher and as I watched her bend her knees again, it rode above her knees. A horny thought immediately flooded my mind. Instead of trying to pull the dress down over Mom's prominent cheeks, I could work with her moving legs and push it up her thighs.

The next time she bent her knees, I placed my own knee between hers so she couldn't close her legs when she straightened them and when she bent her legs open again, I shifted my knee closer to her open leg. After several iterations of this, her legs were wide open most of the time, and the dress was riding very high on her thighs. I made my next move.

"I'm going to tickle your legs for a while Mom," I whispered.

I repositioned myself directly behind her, kneeling on both knees between her parted legs. I stopped for a moment to admire her open thighs before caressing them with long, loving, feathery strokes down to the backs of her calves. Steadily, I raised my end point until I was only stroking the inside of her thighs, from knee to butt, reaching under her dress to reach the crease at the top of her legs on each side, near her pussy.

Mom didn't react at all. She simply lay there breathing regularly. On each stroke up near forbidden skin I pressed her legs outward, pushing her dress ever higher. Her legs were now splayed wide open, her feet pointing out with the insteps flat on the mattress.

"Tense your legs, Mom," I whispered softly. "It will make the tickling more intense."

Mom complied silently. I could feel her muscles tense under my fingers. As she went rigid, I lifted her, pushing my knees under her thighs.

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"Use your toes to hold yourself up," I commanded in my soft, whispering voice.

"Stand on your toes," I repeated.

Mom turned her toes straight down and dug them into the mattress. I lowered my lifting hands, setting her down on the tops of my thighs. I returned my fingertips to her back and renewed my attack there. As I leaned forward to reach her shoulders, my shorts, the tip of my cock preceding, pressed against her bum, still partly covered by the dress. Again, there was no reaction. I moved my hands up and down her back, leaning forward often to brush my lips on her skin, thrilling at the touch of my knob against her thinly covered bottom.

Suddenly, I straightened up and slid my hands up and down her legs once more but after a few strokes I accomplished my real intention -- I slid my shorts down to my knees. Once more I leaned forward to caress her back, allowing my now completely free and naked cock to press against her dress. To my delight, as I slid my hands along her sides, I was able to reach underneath because her raised pelvis was resting on my thighs. I pushed my hands under onto her tummy and slid them up, running them along the side of her breasts.

"Mmmmm," Mom purred, "I wondered when you were going to get frisky."

"Haven't I done a good job?" I whispered back. "Shouldn't I be allowed a little friskiness?"

"Yes you have. A wee bit then," she answered.

I didn't waste any time. I leaned forward right then to kiss her, slipping my hands under to cup her tits in my palms, squeezing gently. I don't think she noticed my cock poking harder against her butt, hard enough that it slid

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under her, between her legs. I tried to kiss her for as long as I could so I could keep feeling her tits and pressing my cock between her legs. She must have been aware of its presence, but she didn't object.

When I broke the kiss, I gulped in more air and promptly engaged her in another long kiss. After that, I pulled back, straightening up to rest my hands on her hips.

"Thanks Mom, that was awesome."

Mom didn't answer. She simply buried her head further into the bed and wiggled her back, waiting for me to start tickling again.

I slid my hands underneath her legs once more, along her thighs until I reached the inside of her pelvis on either side of her most secret place, my hands palms up. I pressed up, lifting her slightly, pulled her back higher on my thighs and lowered her again. My cock still rested between her legs but now it was further in, still with no objection.

I looked down at Mom's beautiful back, her dress piled up on her raised ass and her head buried in the mattress, her legs splayed out widely on the bed. Dropping my hands to her hips, I slid her dress up and over her bum, pushing it into a pile on her lower back. Before skittering my hands across her bottom, I admired the shape of her cheeks, standing up prominently, dented in the sides like an older style corvette.

I loved the look of her ass. I couldn't help leaning down to kiss each cheek, and then run the tip of my tongue along her crack from the bottom to the top and down into the hollow of her back.

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"Colin," she whispered, barely audible, her voice muffled by the mattress.

Time to back off. I stroked her legs again. Her entire ass was now bare before me, and she was laying on my bare cock, even though her dress, pinched between, still separated us. I felt her relax as the 'dangerous' moment passed.

"Come on, Mom," I whispered, my throat dry, trying to keep her mind off my actions, "stay up on your toes. It's better for tickling."

Mom's legs stiffened again as her toes dug into the mattress, complying with my request. I stroked her legs for a few moments more and then leaned forward, running my hands along her waist again before dipping them under to grasp her tits. This time I pinched her nipples and stretched them toward the mattress. They were already very hard and long. I pressed my mouth to Mom's and pushed my tongue inside for the longest kiss of the night, kneading her tits the whole time. The other thing I did was to move my cock just the slightest bit, back and forth. I tried hard to find that point where I could rub it against her but not so much that she would have to react.

I guess I found the right spot because when the kiss ended, she didn't say anything as I lay there except, "I thought you were supposed to be tickling me."

Dutifully, I rose up and began tickling her shoulders once more, but it was only a moment before my hands again found themselves on her ass. I openly squeezed and rubbed her cheeks, kneading them like dough. I let my thumbs slide down the inside, poking underneath to rub the bottom of her pussy lips.

"Colin."

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I pulled my hands out and slipped them around to the outside of her hips, safe territory. She relaxed again. When I slid my hands up on their journey along her sides to her tits, my allowed area of friskiness, I held onto the hem of her dress. I don't think Mom noticed the dress sliding up her front, tugging itself free from the pinch hold between her tummy and my cock. But I did. As I grasped her tits and pinched her nipples, my cock sent shock waves to my brain in reaction to the warm moist skin it was now in direct contact with. Mom's pussy lips were right on my very hard, bare cock.

Immediately, I launched into a long kiss but my mind wasn't on her mouth or her exquisitely elongated nipples, it was on the slippery feel of her pussy as I repeated the illicit, almost subliminal rubbing of my cock along its length. How could she not feel it? She must. She must be letting me. I couldn't help rubbing harder at that thought and then screaming at myself, 'Don't ruin it!'

Finally, I could kiss her no longer. I gulped in air, gasping, excited beyond belief.

"Colin." Mom's voice was only audible because I was only an inch away from her mouth. It sounded almost desperate, a cry in the dark.

At that moment, still gripping her tits, unconsciously rolling and tugging her nipples, I pulled my rigid, rigid cock back and pushed it forward, forcing its head into her pussy. As she gasped loudly, I cried, inanely, "On your toes, Mom ... on your toes," and pushed my cock all the way in.

She moaned the whole time I was shoving it in. It couldn't have been long but it seemed like forever. The warm, wet feel of my shaft running along that slippery, yet clinging channel. I'll never forget it, or the sound of her as I pushed home for the first time.

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"Push back, push back," I yelled, urging her to resist, seeing her shove her hands against the headboard.

I pulled back, her body following as she shoved against the headboard, her cunt still enveloping me. Forward I lunged, her breath expelling with the force of my own shove. Back and forth we fought, no more talking, breathing heavily, raggedly, moaning and grunting. I was surprised how long I lasted. I never wanted to stop. It was wonderful. She was wonderful, the feel of her, thrilling. But finally, I found myself bursting, emptying, falling on her, forcing her flat on the mattress, gasping on her back.

As I recovered my breath, I kissed her. Many kisses.

"I love you, Mom, I love you."

"I love you too, honey."

Stupidly, I replied, "You're not asleep?"

"Are you kidding?" she answered.

"Does this mean I have to keep tickling?"

"Of course," she laughed.

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My cock, still buried deep inside her, began to harden.

"Did I tell you I love you, Mom?"

"Yessss," she whispered, "but I want you to show me again."

"One more tickle from behind, and then I'll do the front, OK?"

"Ok."

"Will you let me sneak a peak then?" I laughed in her ear, "or will that be too frisky?"

"Brat," she said, followed by a little moan as I ground my cock deep into her, rolling it from side to side. "Stop talking now ... just fuck me ... that's it baby ... ohhhhhh ... fuck me ... unngghhh ... fuck me you little brat."

I just had to get my Dad to go camping even more.