



Ain't Misbehavin'

<https://www.youtube.com/watch?v=ULhYlb8hCOM&t=130s> (transposed) (modified) AABAIBAI

No one to talk with, all by my-self
No one to walk with, but I'm happy on the shelf
Ain't Misbe-havin', I'm savin' my love for you.

Like Jack Horner in the corner
Don't go nowhere, what do I care
Your kisses are worth waitin' for . . . Believe me

I know for certain the one I love
I'm through with flirtin', it's just you I'm thinkin' of \
Ain't Misbehavin', savin' my love for you.

I don't stay out late, don't care to go
I'm home about eight, just me and my radio
Ain't Misbehavin', savin' my love for you.

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- | | -----3-3--- | -----0-1-2--- | ---3-5-3-4----- | -5---5---4----- |
| -----5-3h4-----5- | | ---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-----G+----- | -3-----3----- |
| ----- | | -3-----4----- | -Am-----A#o- | -Bm7-----3----- | -C6-----CMm7----- |

1.
| -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----- | | -----3-----3- | ---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----- | -3-----B7----- |

```

B Section

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| ---3---3----- | ---3-0-3-0--- | ---3-----3----- | -E7---0---0--- | -----5-----5- | -5----- | -Bm7----- | -Am11----- | --- |
| ---5-5-5-5--- | ---1---1----- | ---5---5-5-5--- | ---8b---8b--- | -----7-----7--- | -8-8---7-6p5- | ----- | -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#o----- | -0-----0----- | -D-----D#o----- | -Em11--A13--- | -7---6--- | -5---4--- | -G- |

```

Great Lick:

```

| -6-7---5----- | ----- | --- |
| -----7---5-8---7-5- | ----- | --- |
| -----7----- | -7-5-----4- | ----- |
| ----- | -----7-4--- | -5- |
| ----- | -----6-7-----5- | --- |
| ---G----- | -D7----- | -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-----| -12-10-----9-----|
|--10-----4-----4-|-0-----3-----|-%-| |-----12-----12-----| -12-10-----9-----|
|--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

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|-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-|

```

C	C#o7	Dm7	D#o7
No one to talk with, all by my-self			
C	C7	F	Fm
No one to walk with, but I'm happy on the shelf			
C	A7	Dm7	G7
E7 A7 D7 G7			
Ain't Misbe-havin', I'm savin' my love for you.			
I know for certain the one I love			
I'm through with flirtin', it's just you I'm thinkin' of			
C F7 B7b9 E7#5			
Ain't Misbehavin', savin' my love for you.			

Am	F7
Like Jack Horner in the corner	
D7	A7
Don't go nowhere, what do I care	
G	G#o7
Am7	D7
G7	A7
D7 G7	
Your kisses are worth waitin' for . . . Believe me	
I don't stay out late, don't care to go	
I'm home about eight, just me and my radio	
C Ebo7 Dm7 G7	
Ain't Misbehavin', savin' my love for you.	



V1, V2, Bridge, V3
Inst
Bridge
V3
Inst



CLICK THE CHART TO HEAR IT IN REAL AUDIO.

"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

X3201X X01324 X2131X 1X1234 X1118X 131241 X21133 X01333 X2321X X2321X X3201X X01324 X2131X 1X1234

C A7b9 Dm7 G9#5 Em11 C13 F6/9 Fmaj7 Bb11 Bb9 C A7b9 Dm7 G7#5

1 T 1 3 1 3 5 3 5 8 10 8 10 8 7 8 10 8 5 4 3 1 3 1 3 3 5 3 5 5 3

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

NO CHORD

1ST Verse Ending

2ND Verse Ending

X3241X X2341X 131211 X1324X X2134X X2341X 1X118X X1324X X4231X 1X111X 1X011X X3241X 2X341X 2X341X

E7 Bb7b5 A7 A9/C# D9 Ab7b5 G13 G9/B C6 Fm7 Fm6 C6 Bm11 Bb7b5

1 T 5 5 5 5 5 1 1

2 A
 3 A
 4 A
 5 B
 6 B 7 8 15 16

"WALKING BASS LINE"

Bridge (8 bars)

X01111 131111 X01333 XX1324 X01324 X01324 1X1231

Am7 Fmaj9/A Am6 A7 A7b9 A7 A7#5

1 T 8 5 8 5 8 5 8 5 9 12 9 5

2 A
 3 A
 4 A
 5 B
 6 B 17 18 19 20

EMBELLISHED MELODY

X21134 X01324 X01324 X01423 X01224 X01324 1X1231 1X1231 X21341 121341 121341

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 5 3 4

2 A
 3 A
 4 A
 5 B
 6 B 21 22 23 24



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 /