

“Over the Rainbow”—Judy Garland (1939)

Added to the National Registry: 2016

Essay by Walter Rimler (guest post)*



Judy Garland

Judy Garland was 16 years old when filming began on “The Wizard of Oz” in October 1938. By then she’d been in show business 14 years, having made her debut at age two singing with her two older sisters at their parents’ Grand Rapids, Michigan, movie house. In the interim, she’d learned a lot about popular songs; in fact, she was a connoisseur.

Garland had yet to meet composer Harold Arlen or lyricist E.Y. “Yip” Harburg but had been a fan of theirs since 1935 when she came upon a recording of their song “Last Night When We Were Young” in a Hollywood record store cut-out bin. Arlen and Harburg’s friends, George Gershwin and Jerome Kern, had warned them that this song was too complex to win public acceptance. And they were right. It went nowhere. But Judy Garland loved it. So, when it was announced that Arlen and Harburg were to write the songs for her new movie, she was pleased.

In 1938, Arlen, at 33, was the devoted if wayward son of orthodox Jewish parents who were angry over his decision to marry a woman of Russian Orthodox heritage—a young beauty queen and chorus girl named Anya Taranda. Arlen’s father, an esteemed cantor in Syracuse, New York, and his mother, who took her orthodoxy seriously, nearly read him out of the family. But he endured their displeasure as he wrote a string of hit songs that included “Get Happy” and “Stormy Weather” with lyricist Ted Koehler. Harburg, who was nine years Arlen’s senior, also had a good track record, having written “Brother, Can You Spare a Dime?” with composer Jay Gorney, and “April in Paris” with Vernon Duke. When he and Arlen joined forces they started with a bang with “It’s Only a Paper Moon.”

Fame had come easily to their peers the Gershwins, Rodgers and Hart, Irving Berlin, Cole Porter, and Jerome Kern. But it never came to them. Still, they got this plum assignment to write the songs for a much anticipated movie. Even Kern, the dean of American songwriters, wanted that job. But Arthur Freed was the man at MGM who made the decision and he believed in Arlen and Harburg. Maybe this was because they had already written some great Broadway numbers for comedian Bert Lahr, who’d soon portray the Cowardly Lion. Or maybe it was because Arlen was a longtime friend of Ray

Bolger, who'd play the Scarecrow. More likely, it was because they had the versatility to write songs that were laugh-out-loud funny as well as songs that came from and went to the heart.

Quickly, almost effortlessly, they wrote what they called the "lemon-drop" songs: the songs for the Munchkinland sequence, "Ding Dong! The Witch is Dead," "Follow the Yellow Brick Road," "We're Off to See the Wizard," "If I Only Had a Brain," and "The Merry Old Land of Oz." For Lahr, they came up with a mock opera aria, "If I were King of the Forest." This left plenty of time in their 14-week contract to write the big number—the ballad to be sung by Judy Garland. The goal was to make this song as memorable as "Some Day My Prince Will Come," written by composer Frank Churchill and lyricist Larry Morey for Walt Disney's 1937 masterpiece "Snow White and the Seven Dwarfs." That movie's success had given MGM's producers the idea of creating a big-budget fantasy of their own.

With Arlen and Harburg, the music always came first, so there was nothing for Yip to do but wait for his friend to come up with the melody. And, unexpectedly, that wait went on and on. The composer couldn't get the right tune. He wrote one and then another but none stood out. As the clock ticked, he pushed himself harder but still no results. Finally, exasperated, he told Anya he was going to take the day off and suggested they go to a movie at Grauman's Chinese theater on Hollywood Boulevard. Too anxious to do the driving, he asked her to take the wheel. They were passing Schwab's Drug Store on Sunset Boulevard when he suddenly told her to pull to the curb. There he took a folded piece of music manuscript paper and a pencil from his coat pocket and notated the music for "Over the Rainbow." It had come to him from out of the blue.

Now it was Harburg's turn to sweat. He had doubts about the music. Would a Kansas farm girl sing something so seemingly elaborate, so ornate? Dejected, Arlen returned to his piano and tried to think of something better but he kept coming back to this melody. "This is a great tune, Yip, it's a great tune," he said. And Harburg replied, "I love the tune but I can't write it for a little girl." Whenever they were at loggerheads they would go to George and Ira Gershwin for their opinion. George had died the year before but Ira was available. When they went to his house to explain the situation, he asked Harold to play the music and then sat back to listen. "Harold," he said, "will you play that tune with a little more rhythm?" Arlen had been playing it in a grand manner with flowery embellishments. Now he played it simply and with a beat and Yip realized that it was suitable music for a child.

As the clock ticked toward the deadline, he hurried to find the right words. "I knew I wanted something with 'rainbow' in it," he recalled. "Now, the original 'Wizard of Oz' book had no reference to 'rainbow' at all...but it did say that the soil of Kansas was arid...and so I said where would a little girl like that at 12 want to run to when she was in trouble and wanted to run away from her parents... Well, the only colorful thing in her life would have been a rainbow." So he came up with the words—all of them but one. The first phrase of the melody has seven notes but there are only five syllables in "over the rainbow." He needed two more and couldn't come up with them. He tried, "I'll go

over the rainbow” and “Someday over the rainbow,” but neither worked. Then his wife to be, the former Edelaine Roden, who had been married to Yip’s former songwriting partner Jay Gorney, solved the problem. She turned to him and said, “somewhere over the rainbow.”

With a little help from Edelaine, Yip had put the meaning of Arlen’s music into words. And Arlen had come up with a handful of notes that have meant more to people than those of any other song. It isn’t known if he or his father ever considered it ironic that while the Cantor toiled week in and week out at the synagogue, it was to his heretical son that the miracle was granted—although the Cantor must have suspected something because it became his tradition to sing “Over the Rainbow” in Hebrew during the afternoon service on Yom Kippur, the holiest day of the Jewish calendar.

But the song’s problems weren’t over. MGM’s producers thought it slowed things down and ordered it removed from the film. Now Arthur Freed, who’d hired Arlen and Harburg, came to their rescue. A songwriter himself, he knew how great this one was, and he talked the studio chiefs into reinstating it. They did but then reconsidered and took it out again. At that point Freed issued an ultimatum: “Rainbow stays or I go,” he said.

Judy Garland recorded it for the movie on October 7, 1938 backed by Murray Cutter’s orchestration—a performance that transcends superlatives. In 1939, she recorded it again, this time with Victor Young and His Orchestra on the Decca label. That version spent 15 weeks on the radio program “Your Hit Parade,” seven of them at number one. On March 29, 2017, the National Recording Presentation Board, its members chosen by the Library of Congress, added it to the National Recording Registry of culturally and historically important sound recordings.

It’s a song that has always been more associated with Judy Garland than with its writers. Although they went on to create many other classics, public fame continued to elude them. Among their peers, however, they were legendary. On November 17, 1968, the music industry paid tribute to Arlen with a concert at Lincoln Center. The program ended with him taking the stage alone at the piano. Then, to the delight of the audience, Judy Garland joined him to sing “Over the Rainbow” to his accompaniment. When she came to “If happy little bluebirds fly beyond the rainbow why, oh why, can’t I?” she paused to say, “Thank you, Harold.” It was her final American stage appearance. Seven months later she died in London at the age of forty-seven.

Walter Rimler is the author of “Not Fade Away: A Comparison of Jazz Age and Rock Era Popular Song Composers” (Pierian Press, 1984), “A Gershwin Companion” (Popular Culture, Ink, 1991), “George Gershwin: An Intimate Portrait” (University of Illinois Press, 2009), and “The Man That Got Away: The Life and Songs of Harold Arlen” (University of Illinois Press, 2015).

* The views expressed in this essay are those of the author and do not necessarily represent the views of the Library of Congress.