



GARY WILLIS

ESSENTIAL JAZZ STANDARDS

ALL THE
THINGS
YOU ARE

SBL Course Workbook



ESSENTIAL JAZZ STANDARDS

ALL THE THINGS YOU ARE LESSON I

WITH **GARY
WILLIS**

In Lesson 1: Melody Interpretation, join Scott and Gary Willis as they guide you through the classic tune "All the Things You Are"—a jazz standard written by Jerome Kern and Oscar Hammerstein for the musical *Very Warm for May*. Since then, it's been covered by countless artists from Ella Fitzgerald to Charlie Parker, and even Michael Jackson.

Explore Gary's thought process as he deconstructs his playing of this must-know jazz tune.

"ALL THE THINGS YOU ARE"

LESSON 1. MELODY INTERPRETATION

THE MELODY (1:24)

- The original melody is tightly linked to the chords—it's (mostly) the 3rds of each chord.
- It's important to know which chord tones (**target notes**) the melody is moving to. We've mapped that out below...

GARY'S INTERPRETATION OF THE MELODY (2:30)

SECTION A: BARS 1-16

- The **key center** for the first five bars of the song is **A^b Major**, and Gary uses the A^b Major tonality in different ways to approach the thirds (circled) that make up the melody:

♩ = 170 (♩ = ♯♩)

A **Fm7** **B^bm7** **E^b7** **A^bmaj7**

5 **Dbmaj7** **G7** **Cmaj7**

- Gary plays a G Major Pentatonic fill over the Cmaj7 chord.
 - » This is an example of **pentatonic superimposition**—playing the major pentatonic scale starting on the perfect fifth of the chord or note you're targeting.*
 - » When playing a fill, you need to "protect" the next melody note—you shouldn't "fill" using that note, or close to it. It's important not to play the melody note just before it's meant to be played.
 - » Also note that the key center has **modulated to C Major** in Bar 6.

*See "Functional Theory for Bassists, Vol. 2" in the SBL course library for more information on superimposing pentatonic scales.



"ALL THE THINGS YOU ARE"

LESSON 1. MELODY INTERPRETATION

- Gary continues to target the thirds (the original melody) leading up to the next section.
 - » Bars 9-13 are now in **E^b Major**, and Gary plays three-note descending lines to hit the melody in Bars 9-11.
 - » The fourth descending line in Bar 12 leads us into the **key change** to **G Major** in Bar 14:

Chords: Cm7, Fm7, G^b7, E^bmaj7, A^bmaj7, D7, Gmaj7, LOCO

Annotations: "PLAYED BEHIND THE BEAT.", "etc.", "8VA --"

- Gary departs from the original melody in Bars 14-15, again using **pentatonic superimposition**, playing D major pentatonic to target the G Major key center.

- The repeated "pickup notes" leading into the II chord that starts the next section also add a little "drama".



"ALL THE THINGS YOU ARE"

LESSON 1. MELODY INTERPRETATION

SECTION B: BARS 17-24 (7:36)

- Gary elaborates on the original, simple melody line in Bars 18-19, then adds a few additional variations on this idea through the end of the section.
 - » These variations add some "suspense" versus the basic ("correct") melody:

8

Am7 D7 Gmaj7

17 19 17 17 18 19 19 17 17 16 16 18 19 19 17 17 16 16

F#m7 B7 Emaj7 C7(#5)

21 14 14 15 16 16 14 14 16 13 11 11 13 13 11 11 14 13 13 16 13 14 15

*PLAYED BEHIND THE BEAT.

- Let's also take a look at the relationship between the (original) melody and chord tones in Section B:

17 Am7 D7 Gmaj7

C melody note is the 7th of the D7 chord B melody note is the major 3rd of Gmaj7

21 F#m7(b5) B7 Emaj7 C7(#5)

B melody now becomes the 11th of F#m7(b5) A melody note is the 7th of B7 G# melody note is the 3rd of Emaj7 G# melody now becomes the #5th of C7(#5)



"ALL THE THINGS YOU ARE"

LESSON 1. MELODY INTERPRETATION

SECTION C: BARS 25-32 (9:36)

- Section C returns to the **A^b Major** key center, and has Gary playing a different variation on the melody, while still targeting the melody notes (circled) using the A^b Major tonality.
 - » Note the added G^b in Bar 28: it implies that A^b is dominant (temporarily), and allows the line to resolve nicely to the D^bmaj7 in Bar 29.

25

C

Fm⁷ B^bm⁷ E^b7 A^bmaj7

8VA

T (15) 13 13 15 17 18 18 17 17 17 18 15 17 16 15 (16)

- Continuing at 10:54, Gary again departs from the original melody Bar 30 & 31—while still hitting all the target notes—and ends with a beautiful **chromatic run** leading into Bar 33.

29

D^bmaj7 D^bm⁷ C^m7 G^b7

8VA

T (15) 18 18 20 18 20 18 18 18 18 18 15 18 17 18 16 17 16 15 19 18 17

*PLAYED BEHIND THE BEAT. **PLAYED AS STRAIGHT EIGHTHS.

The 9th of the E^b (Transition to the Solo...)

B^bm⁷ E^b7 A^bmaj7 C⁷ Fm⁷

8VA

33

LOCO

T 16 15 18 18 21 22 x 17 16 0 15 0 14 13 15 17 12 (13) 15



"ALL THE THINGS YOU ARE"

LESSON 1. MELODY INTERPRETATION

CLOSING THOUGHTS (12:01)

"There's a **built-in limit** to how far you can digress and change from the actual melody. There's something about it: you break past this "barrier" [and] it's not the melody anymore—it's somebody 'improvising'..."

- Learning to play melodies like this is a key part of learning how to improvise.
- A big part of working on soloing is to **interpret melodies differently ever time**. Have flexibility in getting to a particular note.
- Using **themes** or **motifs** is a key to improvising on a melody. Don't arrive at target note randomly. Your audience and your ear will be satisfied if they recognize them.
- If you solo with amazing ideas, they must be **related**—if they don't follow each other, the audience will lose interest!



HOMEWORK:

- *Get a copy of the original melody.*
- *Try to come up with at least one motif of your own.*
- *Get creative—don't just mimic what's in this lesson.*
- *Start with just a single section of the song, then add more.*





ESSENTIAL JAZZ STANDARDS

ALL THE THINGS YOU ARE

WITH *GARY WILLIS*

LESSON 2

In the second part of this course, Harmonic Analysis, Scott and Gary analyse the structure of the chord sequences, and their related key centers, in the jazz classic "All The Things You Are".

Chord substitutions, pentatonic superimposition and tritone substitution are detailed, all the while aiming to be as efficient over the fretboard as can be.

"ALL THE THINGS YOU ARE"

LESSON 2. HARMONIC ANALYSIS

- It's important throughout this song to have all the "information under our fingers" on the fretboard. We don't want the chords "pushing us around".

"The more sounds you can get out of one place, the more **integrity** your ideas—like lines and movement through the chords—can be contained. So instead of your line being interrupted by a new chord, stay in one place and connect everything easily."

BARS 1-5 (0:48)



- The first five bars of "All The Things You Are" are in **A^b Major**.
 - » To determine the key, look for clues:
 - The **I** chord (in a major key) is a **maj7**, as is the **IV** chord.
 - The **m7** chords fall on the **II**, **III** and **VI** chords—but they don't tell us much.
 - The *key chord* is the **dom7** chord. If the chord before or after it "fits": it's the **V** chord, and it establishes the **I** chord as the key center.
- Examining Bars 1-5, we see an Eb7 in Bar 3, and an Abmaj7 in Bar 4. This fits our **dom7** "key"—the Eb is the **V** chord of Ab Major. The **V** → **I** movement is a *perfect cadence*.*
 - » Ab Major as our key, the Bbm7 is then the **II** chord, and the Fm7 is the **VI** chord.
 - » Note that the two **maj7** chords are a fourth apart, making the Dbmaj7 our **IV** chord.
 - » The resulting chord sequence is a **VI-II-V-I-IV** in Ab Major:



*See "Functional Theory for Bassists, Vol. 2" in the SBL course library for more information on cadences.



"ALL THE THINGS YOU ARE"

LESSON 2. HARMONIC ANALYSIS

- With the first five bars all in the same key, our fret hand shouldn't have to move much.
- Playing a **walking bass line** over this chord sequence shows how "economical" we can be with the movement of the fretting hand:

WALKING BASS EXAMPLE #1:

WALKING BASS EXAMPLE #2:

- Limiting movement to a smaller space can keep you from sounding too "active"—and lead to better accompaniment.

"[From] a vocabulary standpoint, you want to be able to observe and **access** your vocabulary according to where [you've] decided the key is..."

If [you're] changing positions at every chord, [you won't] have a consistent access to the vocabulary because it keeps changing all the time."

"**Isolate** a part of the neck and try to get all of the sounds out of it."

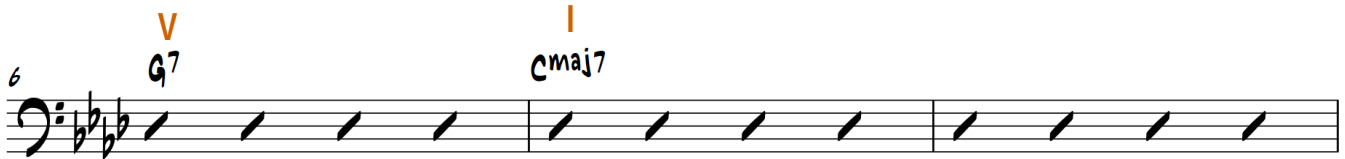


"ALL THE THINGS YOU ARE"

LESSON 2. HARMONIC ANALYSIS

BARS 6-8 (4:19)

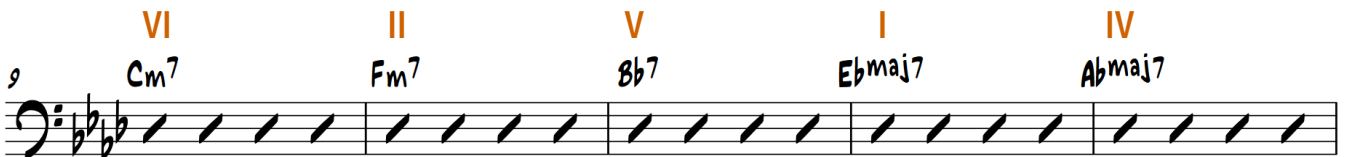
- Again, by examining the **dom7** chord, we find that the song has modulated to **C Major**.
» We see a G7 in Bar 6, followed by a Cmaj7 in Bars 7-8...a perfect cadence in C Major:



- An efficient movement of our fret hand to account for the key change would simply be to move from the 3rd position to the 2nd position—moving our 2nd finger starting position from the A^b (4th fret on the E string) to the C (3rd fret on the A string).
- Alternatively, we don't need to change position at all if we play in the 5th position: the A^b can be played starting on the 6th fret of the D string, the C Major starting with the 4th finger on C (8th fret, E string).

BARS 9-13 (5:33)

- Bar 9 finds us in a new key once again, this time it's **E^b Major**.
» Looking for the **dom7** chord, we again see a perfect cadence in bars 11 & 12:



- Note—this is the same chord progression (**VI-II-V-I-IV**) as the first five bars, but in a new key.

BARS 14-16 (6:34)

- Again, the **dom7** chord in Bar 14 combined with the **maj7** in Bar 15 indicates another key change again—this time to **G Major**:



((Depending on the song chart, Bar 14 may show *only* the D7 chord, and *no* E7(#9) in Bar 16. As in Bars 6-8, this reflects a perfect **V → I**, this time in the key of G Major.))



"ALL THE THINGS YOU ARE"

LESSON 2. HARMONIC ANALYSIS



- But what about the Am7(b5) and the E7(#9)?
 - » The Am7(b5) can be thought of as a **minor II-V** (Am is the minor second of G Major).
 - It adds *movement* as we resolve to the I chord.
 - » The addition of the E7(#9) helps us move to a II chord after being on a I chord.
 - From the song chart, we know that an Am7 is going to be the first chord in Bar 17.
 - The E is the V chord of the II (in G Major) and acts as a passing chord— it's a **secondary dominant** that again helps move the song forward.*
- Secondary dominant substitution isn't the only way to arrive at the II chord, of course.
 - » Instead of playing a static Gmaj7 chord for two bars, you can add more movement by adding additional chords in front of the **secondary dominant**. For example:



- » We can build on this approach by using **tritone substitution** for the IV and III chords to create a more *chromatic* approach to the II chord.*



"Any time you've got two bars and you know a II chord is coming up, it's your responsibility to set it up."

*See "Functional Theory for Bassists, Vol. 2" in the SBL course library for more information on secondary dominants and tritone substitution.



"ALL THE THINGS YOU ARE"

LESSON 2. HARMONIC ANALYSIS

BARS 17-24 (9:39)

- Bar 17 still finds us in **G Major**:

17

II **Am⁷** V **D⁷** I **Gmaj⁷**

- Examining the **dom⁷** chord in Bar 22, we see we've modulated to **E Major**:

21

II **F#m⁷(b5)** V **B⁷** I **Emaj⁷** C7(#5)

» As before, the C7(#5) chord is another secondary dominant—adding movement and guiding us to the Fm7 in the next bar, similar to Bars 15-16.

» Another way to label the C7(#5) is to reference it in terms of the Fm7 in the next measure, which has modulated again (to A^b Major). The C7 is the **V** of the F chord, which in turn is the **VI** in A^b Major. This makes our chord a **V / VI** chord—the “five of six chord.”

BARS 25-36 (10:48)

- Here, we've returned the **A^b Major** key center, and a familiar **VI-II-V-I-IV** progression:

25

VI **Fm⁷** II **Bbm⁷** V **Eb⁷** I **Abmaj⁷**

29

IV **Dbmaj⁷** iv **Dbm⁷** III **Cm⁷** (passing dim.) **B^o7**

33

II **Bbm⁷** V **Eb⁷** I **Abmaj⁷** Gm⁷(b5) C7(b9)



"ALL THE THINGS YOU ARE"

LESSON 2. HARMONIC ANALYSIS

CLOSING THOUGHTS (12:35)

- Sit down with a chord chart of the song you're trying to learn.
 - » Figure out where all the chordal movements are underneath your fingers in one place on the fretboard—or at least within a fret.

"There never is not a key center: even [with] isolated one-chord events, [your] hand has to see a key so [you] can access [your] vocabulary... If it doesn't belong to a **key**, [your] database is closed—[you] can't get to it.

"Instead of trying to treat each chord individually... If you want to immediately start making melodies, then once you've diagnosed the **key center**, go to the **V** of that key and start playing **pentatonic**."



- As an example, the first five measures of the song are in A^b Major.
 - » The **V** of A^b is E^b → Play an E^b Major Pentatonic Scale: E^b, F, G, B^b, and C:



First five measures of "All the Things You Are" in A^b Major. The notation shows the bass staff with a key signature of three flats and a 4/4 time signature. The first four measures are in A^b Major, with chords Fm7, Bbm7, Eb7, and Abmaj7. The fifth measure is in E-flat Major, with chords Dbmaj7, Dbm7, G7, and Cmaj7. Fingering numbers are provided for each note.





ESSENTIAL JAZZ STANDARDS

ALL THE THINGS YOU ARE

LESSON 3

WITH *GARY WILLIS*

In the third and final section of this course, Improvisation Techniques, Scott and Gary delve into the creative process that Gary uses to solo over the chord changes of the jazz classic "All The Things You Are".

"ALL THE THINGS YOU ARE"

LESSON 3. IMPROVISATION TECHNIQUES

SOLO ANALYSIS (1:24)

- Let's take a look at the first bars of Gary's solo:

CHROMATIC approach notes.

♩ = 170 (♩♩ = ♩♩♩)

Abmaj7

C7

Fm7

TAB

These three-note ascending riffs become a rhythmic idea through repetition—the shape becomes a RHYTHM that moves the idea forward.

Bbm7

E7

Abmaj7

TAB

Bbmaj7

G7

Cmaj7

TAB



"ALL THE THINGS YOU ARE"

LESSON 3. IMPROVISATION TECHNIQUES

- Picking up at Bar 8 (2:27)

Here, Gary plays the major pentatonic of the V of the A^b KEY CENTER— E^b

E^b MAJOR PENTATONIC

(KEY OF E^b MAJOR:) VI Cm7

II Fm7

*PLAYED BEHIND THE BEAT.

V G^b7

I E^bmaj7

IV A^bmaj7

**PLAYED AS STRAIGHT EIGHTHS.

This new line simply follows the idea of the pentatonic line just played—but uses the pentatonic major of the V chord (D) to guide us to the new key center of G Major.

"Create a little **tension** by playing the chord that's coming up a beat or two **before**... it resolves itself when the chord happens."

D7

Gmaj7

G

Aux7

**PLAYED AS STRAIGHT EIGHTHS.



"ALL THE THINGS YOU ARE"

LESSON 3. IMPROVISATION TECHNIQUES

• Picking up at Bar 17 (6:08)

» Here, Gary plays a beautiful two-note repeated motif using the B $\flat$ as a pedal note that gives the harmony movement:

Am⁷ D⁷ G^{maj7} etc.

b9 of D⁷ *5 of G^{maj7}*

*PLAYED BEHIND THE BEAT.

CHROMATIC MOVEMENT from 5th to 6th

TAB: 17 16 15 14 16 | 13 16 | 12 16 13 16 | 14 16 15 16

The B $\flat$ also belongs to the next II-V-I (in E Major), so the idea extends into Bars 21 and 22, moving down the scale in E Mixolydian

F $\sharp$ m⁷ B⁷ E^{maj7} C⁷

Simple chord tones

(7:42)

21

TAB: (16) 16 14 16 | 13 16 16 | 17 17 | 17 17 14 17 16 17

New TWO-NOTE motif

F^{m7} B $\flat$ m⁷ E $\flat$ 7 A $\flat$ maj⁷

PENTATONIC RIFF

(8:29)

25

TAB: (17) 15 17 15 17 15 | 17 15 17 (17) 15 | 15 18 15 19 18 17 16 x | 15 16 15 18 15 18

Descending CHROMATIC connecting line



"ALL THE THINGS YOU ARE"

LESSON 3. IMPROVISATION TECHNIQUES

- Continuing on at Bar 29 (8:49)

"On minor chords...go to the 7th and play **major**, which continually makes you sound 'above'...the harmony."

Over a **diminished** chord, Gary's rule of thumb is:
Go down a major 3rd and think **dom7^{b9}**.
It puts the diminished chord in a "key ..." and makes the melody work.

Chord progression: $D^b\text{maj}7$ $D^b\text{m}7$ $C\text{m}7$ $B^b\text{maj}7$ $B^b\text{dim}7$

B^b MAJOR TRIAD

*PLAYED BEHIND THE BEAT.

Another descending CHROMATIC line

Chord progression: $B^b\text{m}7$ E^b7 $A^b\text{maj}7$ $C7$

B^bm scale degrees

Resolution

E^b Major Pentatonic—sounds "above" the harmony, and works to resolve the chord before it.



"ALL THE THINGS YOU ARE"

LESSON 3. IMPROVISATION TECHNIQUES

CLOSING THOUGHTS (12:31)

- It's critical to memorize or **internalize** the song you're trying to learn.
 - » Do not rely on "paper"!
- Once you've internalized the tune, you can start observing what happens on the neck—with two goals in mind:
 - » How do you make the tune *sound like the tune*?
 - » What's your *strategy* for how to make melodies?

"[Making melodies] could mean isolating parts of the neck for minimizing movement and finding melodies. And the quickest access...is to start with **pentatonic**."

- Consider starting with *smaller sections*, rather than the piece as a whole.
 - » Isolate and loop sections one at a time, as necessary.
 - » It's important to **see all the information under your hand**!
- Give **major pentatonic substitution** a try:
 - » Play a major pentatonic scale starting on the **V** chord of the key center.
 - » For example, in C Major, the V chord is G → play G Major Pentatonic.

"You cannot go wrong."

