

# Moms Insecurities

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*A boy tries to make his mother feel better*

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## Mom's Insecurities

It was a really nice day. Me, Mom, my little brother, and Rascal {Our monster German Sheppard} were in South Carolina stretched out on the beach enjoying the sun. We went there every year for vacation. We rented the same little house right on the beach every year since I was ten. We always have a blast. Most eighteen-year-olds would prefer not to go on vacation with *their parents*, but I still looked forward to it every year.

Me and my little brother had thrown the Frisbee around for Rascal for a few hours and then rode the waves for the rest of the afternoon. We were beat. I just sat back on my little beach chair and scoped out the girls while my little brother Timmy tried his best...To no avail...not to fall asleep. Rascal was curled up at Tim's feet and Mom was just laying on her towel looking out at the waves.

Normally, Mom and Dad would have been right out there in the waves with me and Timmy but Dad didn't come this year. A few months ago, Mom found out that Dad was having an affair with some bitch half his age that worked in the same office as he did. When she confronted him with it, he told her he didn't love her anymore...Pretty harsh...and left. Mom wasn't taking it too well. This trip had been planned almost from the time we left here last year and I guess Mom didn't want to disappoint us, so we came anyway...without him. She tried to pretend that she was having a good time but I could tell she was feeling pretty bad.

"You OK?"

Mom turned to Timmy: I think to see if he was sleeping. She didn't like to talk about my Dad in front of him. She shaded her eyes and looked up at me,

"Sure, I'm fine." She says, but I knew, I could tell, she looked like she might start to cry.

She got up pretty fast and headed for the ocean. I'm assuming so I wouldn't have to see her upset.

As she walked to the water I noticed that Mom still had a lot going for her. She had a nice shape, a nice ass, nice tits. Normally she wore this skimpy bikini that showed her figure off. I have to admit, I've looked at them quite a bit the last few years. But this year...I don't think she was feeling very good about herself...she had a one piece on. It was pretty modest. It couldn't hide the shape and curves of her body but it covered a lot more of her than the bikini, that's for sure.

She was only thirty-seven and she was still really pretty. I had friends that teased me about her all the time.

"Hey Brian, is it OK if I ask your mom to the Prom?"

"Hey Brian, ya think your mom likes younger guys?"

"Hey Brian, got any naked pictures of your mom ya wanna sell?" Shit like that.

I felt really bad for her. She was really down on herself these past few months. It took a lot out of Mom to see my father choose another woman over her. I think it especially hurt to know the woman was twelve years younger than her.

I don't think Mom would have any problem finding guys that wanted to go out with her, but the way she felt about herself... ..I didn't think she'd be willing to even try.

When Mom got back to her towel, I watched her dry off and lay back down. I got an idea.

"How 'bout we go out for dinner tonight?"

"Sounds good. Let's wait for Timmy to wake up before we decide where to go."

"I meant just me and you."

She cocked her head a little at me.

"What about your brother?"

"He'll be fine. We can order him a pizza and he can watch a movie with Rascal; we'll be back before the movies over."

"I don't know."

“Come on, we’ll talk.”

I could see the tears welling up in her eyes again.

“Talk about what?”

“Anything...Everything.”

“Well...We’ll see. We’ll see what your brother wants to do.”

“Well, OK. But Mom, he’s fifteen, what do you think he’ll want to do...Go out to dinner with us or sit home, stuff himself with pizza, and watch Megan Fox kick some Transformer ass?”

Mom smiled a little bit. It was nice to see.

“You’re probably right.” She agreed. “But we’ll ask him when he wakes up anyway. Poor thing...He’s really beat.”

She fell quiet and stared out into the ocean. I could see her attention going someplace else; someplace far away.

“Probably doesn’t want to go out with me anyway. I haven’t been very good company these last few months.” She whispered sadly as she wiped a single tear off her cheek. “Have I Rascal?”

Rascal sat next to her and licked her face.

“And I’m sorry about that Brian.” she said as she turned and looked into my eyes. “I really am.”

“I know, but it’s not your fault.”

I felt so bad for her. Normally she was such a fun person to be around; bubbly, happy. A far cry from what she was now.

“Sure it is. Maybe if I’d been a better...” I cut her off.

“**Dad** did this Mom...Just **DAD!**Now we’ll go out, have a nice dinner, maybe a cold beer...”

“Glass of wine.”

“Whatever. Beer/wine/ Norwegian Rum...doesn't matter...and we'll talk.”

“About what?”

“About movies. About the price of gas. About YOU and about getting you through this.”

“Through what?” Timmy piped up.

“Mom's a little upset cause you were born retarded.” I smiled at my little brother.

“Kiss my ass.” Timmy scowled.

“Timmy...” Mom scolded in return.

“Well...I'm not retarded.”

“Just slow.” I assured him with a grin.

“Faster than you.” He says and pushes me off my chair and takes off towards the waves, Rascal right behind him.

“You little...”

I took off after him with Mom yelling to me not to hurt him.

Well, Mom and I went to dinner. Timmy was more than happy to sit at the house with a pizza to himself and watch Megan Fox on the flat screen.

We walked a little ways up the beach to a little Italian place, of course it was named Mamma's. With the help of a little wine over dinner, Mom opened up. She told me how she didn't blame Dad for leaving her for a younger woman. She went on and on about how she was getting older and wasn't very attractive anymore and some stupid shit about being fat until I had to finally stop her.

“Mom, First of all...You're pretty good looking; hot actually...”

“You're just trying to make me feel better and I really appreciate it Brian but...”

“But nothing. You should hear some of the shit my friends say about you.”

She jerked her head back surprised. “Your friends talk about...*me*?”

You could see that such a concept was beyond her.

“What do they say?”

“Stuff Mom. Guy stuff.”

“Really! Like what?”

“Just stuff.”

“*Like what?*”

I could tell she wasn't gunna let up.

“Well...Stuff about your tits, for one thing.” I told her right out. She blushed.

“What about them?”

“Mom?”

“What? You wanted to talk. You said ‘Anything and Everything’, remember?”

She tilted her head back a little and raised her eye brows triumphantly.

“They say you have nice tits Mom.” I told her as I pushed my food around on my plate feeling a little uncomfortable and kinda sorry I'd started this.

“What else?”

She was smiling and it made her whole face light up, so I went on.

“Trevor thinks you have a really nice ass. He wonders how firm it is.”

“I bet.”

She sounded skeptical.

“He does.” I insisted. “You wanted to know...and I told you.”

I could see that she was starting to feel a little better about herself. I guess it was nice to hear that these young guys thought about her like that.

“Yeah. And he says your lips...”

I had to stop myself.

One night we were hanging around at Trevor’s drinking a few beers and Trevor mentions that he thinks my mother has a sexy mouth. I’d told him to fuck off. He went on to say how hot she would look sucking his dick. Everyone laughed but seemed to agree with him. I threw an empty beer can at him, even though I have to admit, once that image got in my head { Of Mom doing that...Sucking his dick }...it was hard to get it out. But I didn’t think I could tell Mom **THAT**.

“What about my lips?” She asked shyly, blushing more. It made her look like a little girl.

I did a little paraphrasing, cleaned it up a little.

“My friends think they’re sexy.”

She rubbed them together...They were pink that night...and puckered them a few times. “Huh, you’re father never...” She trailed off and stared out the window. Her mood seemed to change; get a little down again.

I shook my head. “And that’s just the mild stuff that I can actually *tell* you.” I said, hoping to draw her back to the conversation.

She turned and looked at me. The smile slowly came back. The years disappeared from her face. She was beautiful.

Then she really surprised me. She took a sip of her wine and asked me what *I* thought.

“About what?”

“About your friends.” She says, looking down at her glass of wine.

I was a little shocked that she'd ask my opinion.

"I...I think they're right." I told her honestly. "I mean, movie stars and models going under the knife would ask for those lips. "Make-em like Brian's Mom's Doc." They would no doubt say. Well, maybe not Jessica Alba, {Ya don't add another floor to the tallest build in the world just to make it taller, ya know what I mean?} but certainly everyone else would want lips like those." I added without even thinking.

She started to giggle. "Well thank you Brian but what I meant was...Do you think they mean it or are they just...You know...sticking it to ya?"

I was embarrassed.

"No, they mean it." I told her a little red faced.

"How do you know?"

I shook my head, "I know, believe me...I know." Was all I said.

We were quiet for a little while. Mom sipped her wine and watched the waves thought the window and I watched Mom while I finished my second beer. {I'd been allowed to drink...In moderation...since I turned eighteen. My Dad always said, "If you're old enough to go off and die for your county, you're old enough to have a beer." He was 'Old School' like that. So whenever I didn't get carded, I had a few beers.}

Mom seemed to be having a nice time. Every time the conversation looked like it was turning towards my father, I steered it the other way.

On the walk back to the house, I told her she should date. "Hit the bars." I told her. I even told her that she should take advantage of the situation and go have a good time, cut loose while we were here, so far away from home and everything.

"You know, 'What happens in South Carolina stays in South Carolina'."

She giggled, "Isn't that Vegas?"

"Where ever. The point is...You should go out and do shit."

“I should do...Shit?”

“Well yeah.”

“And what kind of....*Shit*....should I do?” she asked with her eyebrows up and a smart-assed little smile on her lips.

“You know what I mean Mom. You need to go out, do whatever you want; whatever makes you smile. Go buy stuff. Smoke cigars....beat up elderly J-walkers...whatever.”

“Cigars?”

“Cigars, a pipe, Peyote...whatever! ”

I just wanted her to go do something that would take her mind of my father.

I leaned in closer, shoulder to shoulder as we walked. “Ya know what you should do?” I asked in a low voice, as if someone might actually hear.

“No what?”

I was a little hesitant to say it...But I did, “You should go out and have a one night stand.”

“Brian!” She slapped me lightly on the ar. “I could never do something like that.”

She turned beat red and stared out at the ocean as we walked. The wind blew her hair away from her face and the moon light showed me how pretty she really was.

“I’m sorry about that crack I made about having a one night stand.” I’d thought that maybe that was why she was so quiet so I apologized.

Mom turned and looked at me as we walked; the foamy edges of the waves running up over our feet.

“I’ve been with your father so long.” She says. “I wouldn’t know what to do even if I wanted to do....something like that.” she whispered.

“I don’t think you really have to **do** anything.” I told her. “You just have to sit at the bar, order a drink...and wait.” I assured her. “I’m betting you wouldn’t even have to order a drink. I know you don’t think so but, the way you look.....You shouldn’t have to wait more than a few minutes before some

guy offers to buy that drink *for* you.”

She smiled and shook her head side to side; looking down at the sand.

“I couldn’t...do that. Not with a stranger.” The beach was deserted but she whispered as if she were telling a deep, dark secret.

“I could always talk to Trevor for ya when we get back home.” I told her with a smile.

She pushed me towards the water. “Yeah, that would be a good idea.” She says. “Then he could tell all the rest of your friends how flabby my tits *really* are and how *jiggly* my butt is when it’s not crammed into a pair of tight jeans.”

“Somehow I don’t see him complaining.” I said softly; almost to myself.

Mom stopped right there on the beach and stared out into the ocean again for a few long minutes. I just watched her. I had no trouble seeing that my father was an idiot and my friends were right. She looked pretty hot standing there in her little sun dress with the wind blowing her long hair back, her chest heaving slightly as she drew in a deep breath of salty air.

For some stupid reason it made me think of one of those feminine hygiene commercials ya see on TV. You know...When the beautiful woman is standing on the mountain top feeling all fresh and everything. Then my mind drifted towards more of what my friends say about her. I had to shake the thoughts away when I pictured her full lips around Trevor’s dick. I actually felt my dick move.

She turned to me, but she looked like she was still deep in thought.

“How ‘bout you?” She asks.

I tried not to jump the gun again. I stared at her for what seemed like a really, *really* long time. So long, as a matter of fact, I wouldn’t have been very surprised to see the sun rising over Mom’s shoulder.

“How ‘bout me...**what**?” I finally asked.

“Would **you** have sex with me?” She asks right out.

“Ahhhhhhhhh...”

I guess she saw the shock on my face. Her hand shot up and covered her mouth. She giggled, "...If I wasn't your Mom, I mean. You know...If you were sitting in a bar and saw me."

If she'd been able to read my mind just a little bit ago, she wouldn't have had to ask.

"In a heartbeat." I blurted out.

She smiles appreciatively but I could tell she thinks I'm just trying to make her feel good.

"You're sweet."

We got back to the rental house and checked in on Timmy. He was sound asleep on the couch. Mom called to Rascal and asked him if he needed to go out. Rascal ran to the door, sat and waited for permission. He was a good dog. Not like that little Cocker Spaniel we had that shit in one of my shoes when I was eleven. It was hard to like that dog after that... Anyways...

Mom told him it was OK and we sat on the small patio and watched the ocean as Rascal ran around the beach and nipped at the foam from the waves.

"I should ya know?" Mom blurted out.

"Should what?"

"I should go to a bar. Get my mind off all this bullshit..." She leaned in a little closer to me. "Maybe have a one night stand." She whispers.

"Maybe if I sat there long enough, some halfway decent guy my age might be drunk enough to.....You know...buy me a drink."

I was a little shocked but pleased at her change in attitude.

"Would you mind?" She asked shyly.

I told her 'No'. "You're a big girl. I'm not your father." I told her jokingly.

"I mean, would you mind that your mother would do something like that...Have a one night stand, I mean. Wouldn't it bother you?"

I thought about it for a second and thought about what dad had done to her and how she'd been

feeling like he didn't find her attractive anymore and decided that might be just what she needs to make her feel better; someone paying her some attention, fussing over her a bit...Fucking her for a lack of a better word. Might be just the thing.

"No, not at all."

"You wouldn't think less of me; like I'm some kind of whore or something?"

I laughed a little while Mom waited nervously for a response. She was serious.

"You're not gunna charge the guy, are you?"

She slapped me on the arm.

"Just go out if you want. It will be good for ya."

"Do you have any plans for tonight?"

"Nope. I was just gunna hang out here, watch the ocean, and maybe have another beer before I go to bed."

"Well maybe I'll go out for just a little while, back to Mamma's, you know, just have a drink."

"Sounds good. Just go hang out." I told her, happy that she was feeling good enough about herself to even consider going.

"Me and Rascal will keep an eye on the squirt. I wanted to put some make-up on him anyways before he wakes up."

"You be nice to your brother." She says, "I'm gunna run in there and give him a kiss goodnight."

When Mom came back outside, it was obvious as she walked towards me that she'd taken her bra off. I thought to myself, Wow! I guess she really is going fishing tonight.

Mom told me not to get drunk. I told her the same, "...And be careful...I don't need another little brother." I added. She hit me on the arm again and told me to shut-up. I called Rascal as she walked off towards Mamma's.

I sat there in the chase-lounge on the patio drinking another beer and looking at the moon. It was full

and shed a nice glow over the dark water. It was quite the romantic setting.

I lightheartedly thought about maybe getting a hooker but decided against it. I just fall in love too easily. It's a curse. Some sweet kisses and some cuddling under a romantic moon with the waves crashing in the background....I'm sure the last thing any hooker would want was a lovesick puppy following her home and scratching at her back door all night.

I tried not to, but found myself thinking about my Mom having a one-night-stand. I found the thought of her having sex with a stranger...Well...kind of arousing.

I was still up nursing my fifth beer when Mom came home. Despite the fact that she looked great, she seemed pretty down-in-the-dumps as she made her way to the patio. She looked to be staggering a little too. She stopped abruptly when she saw me sitting in the chase-lounge.

"Oh! You're still up."

"Yeah, I thought I'd wait up in case you needed someone to chase off any stalkers." I told her jokingly.

"Not much chance of that." She says sadly and then turns her back to me and looks up at the star-filled sky. She didn't want me to see that she was trying to hold back tears.

I got up off the chair and went over to her. I came up behind her and put my arms around her waist and leaned my chin on her shoulder.

"What happened?"

"Nothing happened, not a thing, not a damn thing Brian. I sat there at the bar, had a few more glasses of wine, and watched everybody have a good time."

"Anyone try to make friends?"

She shook her head, "No one said so much as 'Hi' to me."

We stood like that for a few minutes: my arms around her, watching the waves crashing on the beach. Eventually mom turned her head and kissed me on the cheek.

"I'm gunna go sit by the water for a little while Honey" she tells me. I saw that her pouty bottom lip quivered a tiny bit. "You should go to bed, it's getting pretty late Sweetie." she says as she rests a

hand on the table and kicks her shoes off. "It must be almost midnight." She added with a slight slur.

It was well past one.

"Want some company?"

Mom took a long breath. A weak smile made its way to her lips, and she reached her hand out to me. I took it and we walked towards the surf together. Mom was having a little trouble walking through the sand. Every other step, she side-stepped a little.

"How many more glasses of wine did you have, eleven?" I asked lightheartedly.

"Just three.....Maybe four." She giggled.

I slipped my arm around her waist to steady her as we walked. She covered my hand with hers and pulled it around her even more and slid it up her side until it was tucked firmly under her right boob, and she held it there. I couldn't help but notice the way her meaty tit bounced heavily on my hand as we made our way down to the water. We were so close together it made it hard to keep our balance in the sand. Mom staggering didn't help.

Eventually, we made it to the water's edge. We stood there, my arm still around her, her still holding my hand in place. We were quiet for a while as we stood there letting the chilly water run up over our feet.

"I'm quite a handful aren't I?" She asked sadly.

My thoughts went right to the boob that half-covered my right hand.

"I don't mind."

"That's cause you love me, right?"

"That's right."

"How much?"

"A lot."

"Enough to do *anything* for me?"

“Pretty much.”

“Would you eat four-day-old pizza for me?”

“Sausage or pepperoni?”

“Both.”

“Y-Y-Y-Yes.”

“Would you run through the mall in your underwear?”

“What day?”

“Sunday...”

“Well, it’s a bit sacrilegious, but yes.”

“Would you run down the beach in just one of my thongs?”

“Day or night?”

“Mid-day.”

“What color thong?”

“Red.”

“Certainly.”

Mom smiled and giggled again and then the smile slowly left her face.

It made you just wanna hold her and rock her in your arms until all this bullshit about my father was just a distant memory. A memory you simply shook your head at like a comic that crossed the line with a bad joke and then pushed it out of your mind. I could tell the playful banter was over.

She stood beside me, leaning her weight on me as she stared blankly out to sea.

“Do you love me enough to keep a secret?” She whispered to the waves.

“Sure.” I told her without hesitation.

“My darkest secrets?”

“Even the black ones.”

“Honey, stand behind me.” She tells me.

I’m a little confused but I do as she asks. She reaches back and takes hold of both my hands and pulls them past her sides, over her ribs and up under her boobs.

“Hold onto me.” She says as she covers my hands with hers.

“I am.”

“Promise you won’t let go...”

“I promise.”

“No matter what I say Brian, promise me.”

She sounded kinda nervous and scared. I promised and asked her what was wrong.

“Nothing...Everything. I don’t know Brian...I’m scared.”

“Of what?”

“Of being alone. Of never feeling right. Never feeling loved...never feeling *anything* again.”

“You’re not alone.” I whispered from behind her.

“I’m gunna tell you something Brian, and you can’t tell anyone, you promised.”

“OK.”

“And I’m not only telling you because...Well...I’ve had too much wine.”

“OK.”

“I HAVE...but that’s not why I’m telling you.”

That made me smile.

She hesitated a few seconds. I felt her fingertips going back and forth over my hands; I assumed she was thinking about what she wanted to say or even if she should.

“I liked hearing about the things your friends say about me.”

I wasn’t sure what to say to that, “Well.....Good.”

“It made me feel...Kinda...Well...desirable, I guess.”

It might have been the fact that Mom was having a hard time standing steady but at that particular moment I was extremely aware of her body pushing against me.

“Were they true?”

“What?”

“The things they said.”

“You’d be surprised at some of the stuff they say Mom.”

“Like what? Tell me Brian. I really want to know.” She says looking back at me over her shoulder. “I *need* to know.” She added with a measure of what appeared to be desperation in her eyes.

I felt Mom’s body tighten and rub against me as she shifted her weight from foot to foot.

“You want to sit down?”

“No Sweetie...” She closed her hands a little tighter around mine and drew my arms around her even more. “...I like it just like this.” She says as she makes tiny circles over her ribs with my hands; just under her breasts. With no bra to confine then, I can feel the weight of each one; the roundness of their under-sides as she breaths in and out.

About this time I was starting to have a hard time concentrating on the conversation. I knew Mom was a little drunk and she didn’t mean to rub up against me and I figured she had no idea that she was pushing my hands up under her boobs the way she was, but all this on top of having to tell her

what my friends say about her...Well...I was in danger of getting a boner.

“So tell me.” She cooed. “And tell me the truth Brian. Tell me everything. Tell me like I’m not your mother.” She adds. The way she said it made me feel kinda funny. Not ‘ha-ha’ funny... 'GOOD' funny.

Mom seemed to somehow really need this now. I guess she needed to hear that everyone didn’t see her the way my father saw her. Fact was...No one saw her like he did. He was blind and an idiot. Mom was very pretty, sexy and had a lot to offer any guy; especially in the bed room, I figured. I’d heard her enough through the walls at night with my father to know *that*. She needed to hear it; so I obliged her.

I told her more of the stuff my friends say about her. I told her that they liked to hang out at the house so they could look at her. “They probably went home and jerked off.” I told her bluntly. With a little bit of coaxing, I even told her what Trevor said about wanting to see her lips around his dick.

“You’re kidding?” She gasped. I felt her breathing get a little quicker.

“No, he says a lot of shit like that.” I told her. “He even asked me once, if I’d ever seen your tits”

“What’d you say?”

“I told him no of course.”

“Oh...Right”

“When I told him that, he asked me if I ever wanted to.”

“What’d you say.” Mom asked in a low whisper.

“Well...I.....I told him; who doesn’t want to see nice tits...I mean... Tits are tits. It was just two guys goofing off, ya know?”

“Tits are tits, you told him that?” she giggled.

“Well yeah.”

“Very profound.” She giggled. It was nice to hear.

I told her that I wasn’t trying to imply anything and that I didn’t mean anything bad by it. She patted

my hand and told me it was alright.

“So are they?”

“What?”

“Are tits just tits?”

“Well yeah, for the most part I guess. I mean, all guys like boobs; especially nice boobs no matter who’s they are.”

“No matter *who’s* they are?”

I felt a little odd standing the way we were; so close, talking about tits. I was painfully aware of my thumbs tucked snugly under her breasts and my dick seemed to be tapping me on the leg like a little kid pulling on his mothers blouse to get her attention.

I swallowed, “Well.....Sure.”

“How ‘bout mine...Do you think mine are....nice?” She asks as she looks out over the waves. I could hear the nervousness in her voice. She looked like she was afraid to hear the answer.

Then she slowly slides my hands up onto her tits.

“Do these feel like....like nice tits.” She whispers. “Or do they feel...old?”

She sounded almost desperate, lonely. She needed to be told...To understand...Understand that she was still a desirable woman. I felt bad for her for a second, but only a second.

She slowly starts to move my hands in circles over her tits. I’m silent, dumbfounded as I feel her nipples rubbing against the palms of my hands through the thin material of her sun dress.

“This is OK, isn’t it?” She says over her shoulder. “I mean, tits are tits, right?”

I still can’t say anything. It’s not that I haven’t thought about this before...I just never dreamed it would actually happen.

Mom let her hands fall from mine. I continued to massage and squeeze her breasts lightly,rhythmically. Mom leaned back into me, pushing her butt into the front of my pants.

“You’re hard!” She says surprised, as if she might have thought she wasn’t capable of having such an effect, like this wouldn’t excite me.

She was right; about me being hard. I couldn’t help it. Her tits felt so good in my hands.

She reached up and took one of my hands in hers. She unbuttoned the first button on her dress with the other, pulled the ‘V’ open slightly, and guided my hand inside. I heard her soft gasp for air as I closed my hand around the globe of her boob. It was round and soft and still very firm. Her nipple was like a hard marble covered in velvet between my fingers. I slid my other hand down to her stomach and pulled her back to me even more. She held my hands in place as she moved her ass side-to-side against me. We stood there on that empty beach, the moon shining, the stars looking down on us, both realizing that what we were doing was wrong, so very wrong, but neither caring enough to stop. Lost in the moment. Both unsure of how we had gotten here, but neither willing to step away.

I almost passed out when Mom slipped her hand back between us. I pulled back a tiny bit to give her the room she needed. She found what she was reaching for and rubbed it through my pants; feeling it...its shape, squeezing, confirming its hardness. It made me light-headed.

“This is OK, right?” She whispers over her shoulder. “You won’t tell anyone. Right? You promised.” She reminded me.

“I won’t tell.” I promised again.

Mom managed to unbutton my jeans and work my zipper down until I was free of the confinement. She closed her fingers around it, “It’s big.” She tells me quietly, softly, somewhat proudly.

I undo a few more buttons on her dress and slowly begin to pull her sundress down over her shoulders. She lets go of me long enough to pull her arms free of the dress. It falls to the wet sand around her feet and she turns to face me, her eyes looking down, as she gracefully steps out of the dress and flicks it to drier sand with her foot before the surf can take it. She turns around again quickly. I’m afraid that she might be too ashamed to look me in the eyes.

She leans back against me again, draws my hands back to her breasts then wiggles her firm ass until my hard dick is nuzzled between her ass cheeks.

“No underwear?” I whisper.

Mom doesn’t answer. She slides her hands back to my hips and draws me even closer as she slowly

moves her ass in small circles. It's the most erotic thing I've ever felt. It feels wonderful.

The smell of her hair blowing back in my face, her luscious tits in my hands, and her ass slowly massaging my dick, is incredible.

We stood like that, silent, in the moonlight, the waves coming up to cover our feet for some time; her head tilted back on my shoulder as she got lost in the sensation. I pressed my mouth against her skin, breathing softly on her bare shoulder, then her neck, coming to rest against her ear. Her hands were gliding over my thighs, my hard dick pressed snugly between her ass checks as we silently danced to the sound of the surf; not a single thought of who we are or where we were. It would seem the romantic setting would not be wasted.

"Tell me this is OK." Mom finally whispers. "I need to hear you say it."

"It's OK. It's more than OK Mom.....It's great." I whispered into her ear then softly rubbed my cheek against hers and pushed harder against her butt to stress the point.

At that point she turned around. She didn't say anything, she just looked at me for a quick second and slipped her hand behind my head. She held her nice round tit up a tiny bit with the other hand, and drew my mouth to it.

She guided my mouth to her hard nipple and held her breath, unsure of what my response might be. I happily, gratefully, eagerly sucked it into my mouth.

I could feel her pubic hair tickling the head of my dick as my hands made their way around to Mom's ass. I dug my fingers into each cheek as I got more excited; kneading and caressing it. I felt Mom push into me, trapping my hard dick between us. I moaned into her tit as she swayed side-to-side.

I don't know how long we stayed like that, but eventually, I could feel that our stomachs were getting pretty slippery. It was great. Mom reached down between us and took hold of me, rubbing the tip of my dick with her thumb, smearing the wetness.

I had to pull back a little bit and look down to see what she was doing; to make sure it was really happening. I looked up to see her face, to look her in the eyes, but she was looking down; watching her own hand moving over me, getting me even wetter, even harder.

She pushed my jeans down off my hips. They fell to my feet into the foamy surf. She held them with her foot until I'd stepped out of them then she tossed them beside her dress with a graceful swing of her shapely leg.

“Lay down.” She says to me, gliding her hands up and down my sides, my thighs, not taking her eyes off my dick.

She no sooner says it and I’m laying on my back in the wet sand; the chilly surf pushing and pulling sand from around my calves.

Mom looks absolutely incredible standing over me silhouetted against the starry sky, the moon over her shoulder. There’s not much light but I can clearly see the curves of her body and the roundness of her breasts.

For the first time, Mom seems to realize that we’re on a public beach. She quickly looks up and then down the beach. I assume checking for late night strollers. She gives another glance up towards the beach-house and then straddles me right there on the beach. She reaches between us and takes my dick in her soft shaky hand. I can feel her hand trembling now.

“This is our secret, right?”

I shook my head ‘Yes’...Quick, urgent little shakes...I’m anxious to feel what’s coming next.

Mom lowers herself on me; guiding me into her pussy. She’s incredibly hot and wet. The heat from her coochie is a strong contrast to the chill of the night. I slide right in. Mom moans, sighs, and lowers her upper body until her breasts rest on my chest and her cheek is against mine. Without saying a word, I wrap my arms around her and she begins to slowly fuck me.

I’m in heaven. The cold water tickling my back-side, the salty wind blowing, and my mom’s hot pussy sliding up and down on my dick over and over; right there on a public beach to boot.

Mom’s breathing is heavy in my ear now. I’m trying my best to hold on. I don’t want to cum yet. I want it to last. I want my mother to enjoy this as much as I am. I want her to get as much pleasure as I’m getting.

Then as if reading my mind, Mom grunts quietly in my ear with heavy breaths, “You can cum in me.” She tells me. Hearing her talk like that is bringing me right up to the edge. I’m struggling to maintain a slow, even rhythm.

“I’ll cum when you do.” She whispers as she moves faster and faster on top of me. “When I feel your cum.” She grunts quietly. Her voice is sexy and lacking the nervousness it held a little while ago. There’s more urgency there now.

Well that's about all I can take. When she says that, I hold her tight around the waist and I start coming like I've never come before.

"Holy shit!!!" I cry out as I buck up off the wet sand, pushing into her.

There's no need to tell her I'm cumming. Anyone in the vicinity can tell.

"Oh God Brian! Oh my God!!!" Mom quietly cries into the crook of my neck as I feel her hands hurry under me, between my back and the wet sand, her fingernails dig into my shoulder-blades, holding me as if the ocean might drag me away.

We were wrapped in one tight ball of passion. We couldn't get any closer to one another, I couldn't have gotten any deeper inside her as we held each other and rocked and thrashed on the empty beach.

When it was over, when we'd cum, we, little by little, slowed to a stop. We didn't end the embrace. Mom stayed on top of me, my dick still firmly inside her, our heads buried in each other's necks, trying desperately to calm our breathing, the sound of our hearts beating, drowning out the sound of the crashing waves.

As the seconds ticked by, Mom, with her head still nuzzled in my neck, whispered in my ear, "Are you sorry?"

"Sorry we did this?" I asked, a bit puzzled by the question.

"Yes Brian.....Are you sorry?" she asked fretfully.

I could feel that her body was tight, tense. She sounded like she was upset, like she was ashamed, on the verge of crying. Before the shame could take a stronger hold, I quickly held on to her tighter and rolled us over. She was on the bottom, I was between her open legs now, my knees digging into the wet sand, the tide coming in as the waves reached further up our bodies; my semi-hard dick still deep inside her. She tried to shamefully draw herself up...to bury her head in my neck again so I couldn't see her face, but I pulled back.

"Look at me." I insisted tenderly.

She couldn't seem to do it. She laid her head back on the sand with her eyes tightly closed.

So I did the only thing I could think of to show her I wasn't sorry we'd done what we'd done. I began to slowly move my hips. It took only a few strokes inside her wet coochie for the firmness to return to my dick. I felt her body ease a little and her hands gently begin to slide up and down the backs of my arms.

"Look at me." I whispered again pulling my dick out until just the tip rested in her warmth.

She opened her eyes. Even in the meager light, I caught the sparkle of tears in them.

"Are **you** sorry?" I asked as I paused between her legs waiting for a response before I continued.

This time she was the one to shake her head with tiny little shakes.

"No..." She finally whispered as she rocked her hips allowing my hard dick to sink back into her wet pussy. The tension left her body and was replaced by a nice smooth rhythm.

"I've wanted to do this for quite a while." I admitted.

"I've thought about it a few times too." Mom confessed softly as she wrapped her legs around me and pulled my head down to her lovely tits.

It didn't take long for another orgasm to roll through my mother; as hard and long as the first. She held on to me, moving her ass in the sand, softly moaning as I slid in and out of her wet pussy until I, once again, exploded inside her with a low, shuttering grunting sound that came from somewhere deep inside my chest .

When our breathing calmed and we could feel the wind again and hear the ocean crying out...I stood and helped my mother to her feet. We were both had that "Jelly-leg" think going on that ya get after getting off a screaming roller-coaster. We gathered our wet clothes and ran back to the house. We stopped at the sliding glass door and peeked in. Timmy and Rascal were still sound asleep on the couch. Mom snuck in, got dry clothes for us both and then we sat on the patio talking until after four in the morning. Just before the first light of dawn, we quietly went into Mom's room and enjoyed each other's touch again.

Oddly enough, this was the first time we kissed. The kiss was soft and sweet; tender. It seemed to over shadow the sex. It felt like we'd been doing it forever. Had it not been for the fear of my little brother waking and catching us, I believe we would have kissed well into the morning. Who would-da thought it. As strange as it sounds...It was like falling in love.