Oh, down by the river where the wildflower grow
All the people comin' to a carnival show
Got my little brother Bobby here, so come along
Oh, we gotta get there early or the seats are all gone
Hey, now, you can smell the sawdust up your nose for a mile
There's a bearded lady and that man's a crocodile
Slip inside the tent and see the giant rubber man
Oh, I bet his momma's proud of him, he's doin' what he can
Doin' what he can.

Oh, I wonder if they'd let me join up with 'em if I could Get down to the city, get off this hill for good Yeah, I'm tired of totin' water, feedin' chickens in a shack I'm runnin' away to the carnival, an' never comin' back Nope! Never comin' back.

Now, the strong man got no hair, he can lift a heavy stone Monkey woman's screechin', in her nose there's a bone The cracker barrel's open and the cider's filled with flies Oh, take a seat down in front, 'cause the curtain's 'bout to rise

Yeah, wander past the fortune teller, readin' someone's hand What future does she see while we listen to the band? And I can hear the music now from that calliope Oh, when the carnival's in town there's always somethin' new to see

Somethin' new to see...

Oh, the people in the carnival, they all act just like kin And you can't be in the middle when you're sleepin' with a Siam ese twin

Oh, the dog-faced boy lifts his leg out in the pourin' rain When you're travellin' with the carnival, there really is no shame

Nope, no shame.

Down by the river where the wildflower grow
All the folks are packin' up that carnival to go
I guess I'll soon be leavin', then, but you can come with me
And we all run to the carnival and see what we would be
Repeat and fade:

Run, run, runnin' with the carnival