At the end of Book I of Cicero's De Re Publica, Scipio promises to show his friends the best type of state by using Rome as an example (De Re Publica 1.70.4). Book II of De Re Publica is occupied with fulfilling this promise; Scipio takes his friends on a whirlwind tour of Roman history from Romulus to 449 B.C. It has frequently been noticed that this tour is pre-occupied with the figures of "great men" who shape the republic. Thus, for Matthew Fox, Book II "explores the possibility that great individuals constitute Rome's historical fabric (Fox, 2007). Similarly, J.G.F. Powell argues that Book II is concerned with the problem of the virtue of the ruler and its consequences for the state (Powell, 2012). While these observations are undoubtedly important, they have led scholars to underestimate the importance of the other elements in the state, particularly during the Regal Period. The populus has suffered particularly in this respect and has frequently been entirely ignored by scholars. Fox notices the *populus* only to dismiss its importance; he characterizes the Roman kings as "evocative models of benign government by individuals, exercised for the most part over a compliant and needy populace (Fox, 2007). Such analysis of the populus cannot stand up under an intensive scrutiny of Cicero's presentation of the populus and its acts during the Regal Period. This paper will show that Cicero deliberately presents the *populus* as an important political factor which plays a vital role in the growth of the state through its election of kings.

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