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Inspired by work that attempts to derive an expression's social meaning from the way its *semantic* meaning differs subtly from its rough functional equivalents (e.g. Acton & Potts 2013), I propose another potential semantic "variable:" *need to* in contrast to other root necessity modals (*have to, (have) got to/gotta; must* is moribund non-epistemically.)

Need to is often thought to invoke some agent's well-being, whereas the other root necessity modals can refer to obligations from any source. For example, whereas "you have to/ gotta wonder what they were thinking" can simply mean that in all worlds consistent with some party's surprising behavior, you wonder what they were thinking; whereas "you *need to* wonder what they were thinking" suggests that it is in the addressee's interest to do so. Noticing this contrast, Smith (2003) suggests that *need to* is more "polite" than its alternatives because it allows the speaker to influence the addressee's actions while appearing considerate. In contrast, Nokkonen (2006) argues that *need to* is more "hierarchical," perhaps because the speaker is presuming to know what is good for the addressee – a somewhat face-threatening idea.

I try to resolve this "polite/hierarchical" tension by examining the social distribution of *need to* compared to its alternatives in a corpus study. To ground the analysis in semantics, I suggest that the "well-being" effect of *need to* arises because modal's ordering source – the ranking of worlds according to some contextually salient rules; see Kratzer 1977 *et seq* – is required to invoke some salient individual's well-being. In contrast, *have to* and *got to* are more neutral in that they can take any salient ordering source. For example, "You have to enter your password" (in view of your goal of logging in) simply states the rules of technology, without reference to the addressee's well-being.

Since it is quite face-threatening to make a strong statement about another person's wellbeing, I predict that people who (think they) have high authority or low social distance from the speaker (in a Brown and Levinson framework) should feel more licensed to use *need to* than authoritative or socially distant people; and that *need to* from the wrong person might come across as presumptuous. In a corpus of the TV show *The Office*, I found that the power-hungry character Dwight uses a far higher ratio of *need to* to *have to* and *got to* than all other characters (p < 0.05) – perhaps because he wants to assert his authority over his colleagues' well-being, and perhaps partially explaining why they find him exasperating.

But since, as Smith notes, it is also considerate to be concerned about someone's wellbeing, I predict that *need to* can come across as more helpful than *have to* and *got to* when the speaker is in a legitimate position to council the addressee. In the Michigan Corpus of Academic Spoken English, I found that academic advisors counseling students used a far higher rate of *need to* to *have to* and *got to* than study-mates speaking to peers in a study group (p < 0.05). The students' responses seemed to indicate that they were grateful, not offended, at this advice – perhaps because the advisor not only possesses institutional authority, but also is equipped to offer helpful advice to the students. These results use the semantics of *need to* to ask distributional questions, which in turn help illuminate why *need to* may come across as presumptuous or considerate depending on who says it to whom. In this investigation, I hope to not only enrich the study of semantics by embedding it in the social world in which language is used, but also ground certain elusive social meanings in truth conditions.

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