When forty winters shall besiege thy brow
And dig deep trenches in thy beauty's field,
Thy youth's proud livery, so gazed on now,
Will be a tattered weed of small worth held:
Then being asked where all thy beauty lies,
Where all the treasure of thy lusty days,
To say within thine own deep sunken eyes,
Were an all-eating shame, and thriftless praise.
How much more praise deserved thy beauty's use,
If thou couldst answer, "This fair child of mine
Shall sum my count and make my old excuse,"
Proving his beauty by succession thine.

This were to be new made when thou art old,
And see thy blood warm when thou feel'st it cold.

If the youth had immediately
taken the advice of the speaker in Sonnet 1, another sonnet would not have been necessary. Like the patient tutor that he is, the speaker hopes to drive his point home by using more forceful metaphors depicting the youth's future at the age of forty. Again the enemy is time and his ravages are described in military terms (besiege and trenches), implying the great agon between time and beauty. This agon will inevitably be won by time, and the speaker uses that axiom to win his point in his own agon with the youth. Another shift in metaphor helps to support him. Now the youth, who was in Sonnet 1 the "fresh ornament" of the world, has his "proud livery" reduced to a "tottered [tattered] weed of small worth."(l. 4) The implication is that the youth will then be no better than his garments. He who was the object of "the world's gaze" will be devoid of beauty.

Shakespeare cleverly places these particular sonnets back to back; the pictures of youth and old age are so closely juxtaposed that decay seems cruelly immanent. In the second quatrain, the focus shifts towards death, which lurks behind the youth's "deep-sunken eyes," eyes that in Sonnet 1 (l. 5) were bright with vitality. The idea of self-betrayal is also carried over from Sonnet 1, brought on by the implication of the youth's bad judgment. Note that the thread of gluttony in the first poem (l. 13)
reappears at the end of the octave in Sonnet 2 in the phrase “all-eating shame.” The speaker makes it clear that the potential catastrophe could be avoided if the youth would submit to marriage and fulfill his duty to the world by having beautiful progeny. Then—so goes his logic—if society should question the youth’s use of his beauty, he could point to his own “fair child” (l. 10) to justify his existence. Also, a child would be a rebirth for him, warming his blood when he feels the chill of age.

Such logic may be questioned. The child may not be as beautiful as its father. In fact, he may not have offspring at all. The speaker ignores this. What he is doing is appealing to the youth’s vanity—his possible need to have his beauty verified. The speaker’s eloquence, as evident in the paradoxes of the couplet (as in Sonnet 1), may curry favor with the youth, but it will also feed his pride, and pride is the deadliest of the Seven Deadly Sins. The charge of gluttony would be darkly overshadowed.