“Gay culture,” one popular Tumblr post states, “is realizing like 10 years later that u had a huge crush on miss honey from matilda [sic].” Recent online conversations about the 1996 film adaptation of Roald Dahl’s *Matilda* seem to suggest that many millennial lesbians and bisexual/pansexual women were drawn in childhood to the movie’s arguably queer sensibilities. This paper, then, seeks to consider the implications of that mass appeal: what might *Matilda* suggest to young viewers about the imaginative (im)possibilities of moving in the world as queer? The plot itself rejects heterosexuality entirely, focusing on what might be generated between women and girls: a child marked other by her prodigious knowledge and telekinetic powers, Matilda leaves her abusive parents to live with her teacher, Miss Honey, forming a new family of two. While their relationship is unquestionably not romantic, this emphasis nevertheless provides a space for queer girls to fantasize about a life where they are happily loved by another woman. At the same time, however, the film’s other major character, Miss Trunchbull, is simultaneously butch-presenting and violently cruel; *Matilda*’s happy ending, then, is one where non-threatening femininity must accompany queerness in order for a rejection of heteronormativity to be framed as desirable. Ultimately, I argue, the film presents representations of female queerness that simultaneously validate same sex-oriented desires and present a restricted framework within which those longings or identifications are acceptable. The empathy *Matilda* extends towards queer girls is therefore limited, structured around a space of queer belonging that requires a normative performance of gender.