Art historians pay insufficient attention to the ways in which, and the degree to which, artists feed off work by other artists, past or present, in the process of conceiving and creating their art. This is perhaps less a matter of influence, with its connotations of passivity, than of active appropriation, transformation, emulation, subversion, even misunderstanding, in relation to an existing set of artistic concerns. This kind of visual thinking is often scantily documented, and also inherently difficult to describe in words. Arguments about points of reference/departure need ideally to be supported by evidence about how the artist doing the transforming came across the objects that they worked from, which might be in the form of reproductions, exhibitions, collections, or encounters during the course of travel. One needs to discriminate between opportunistic responses to works that strike a chord, at one extreme, and at the other long-term dialogues between contemporaries or between an artist and a predecessor. In my own work, I have investigated the response to Chaim Soutine and Walter Sickert in the work of post-war British painters such as Francis Bacon, Lucian Freud and Frank Auerbach, as well as Bacon’s appropriations from photography (especially Nazi propaganda) and his career-long creative and competitive dialogue with the art of Edgar Degas. In this paper, I shall explore the potential and the pitfalls of going beyond ‘influence’ to think about looking as the kind of research that artists do, much as writers read, film-makers view and composers listen.