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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

O Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

,	Name and Address of Reporting Person* (Last, First, Middle)	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
	Shidler, Jay H		First Industrial Realty Trust, Inc. (FR)	_	
	c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000	4.	Statement for (Month/Day/Year) 1/6/03	5.	If Amendment, Date of Original (Month/Day/Year
	(Street)	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)
	Chicago, IL 60606		☑ Director 0 10% Owner		
	(City) (State) (Zip)		Officer (give title below)		O Form filed by More than One Reporting Person
			O Other (specify below)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	2a. Deemed Execution Date, if any. (Month/Day/Year)		nsaction tr. 8)	ı Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6.	Ownership 7 Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownershi (Instr. 4)
				Cod	le V	7	Amount	(A) or (D)	Price					
Common Stock, par value \$.01 per share		1/6/03		A (1	L)		179	A	N/A		3,854		D	
											910,660		I	By Shidle Equities, L.P.
									Total Common		914,514			

$\begin{tabular}{ll} \textbf{Table II} $--$ Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1.	Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	3a.	Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction Code (Instr. 8)	n	5.	Number of Derivative S Acquired (A) or Dispos (Instr. 3, 4 and 5)	securities ed of (D)
									Code	v		(A)	(D)
						Pa	ge 3						

E	nte Exercisab xpiration Dat Ionth/Day/Yea	e	of Se	tle and Amou Underlying curities astr. 3 and 4)	ınt	8.	Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date	Ti	Nu	nount or mber of Shares								
pla	nation of l	Responses:											
				FR's 1997	Stock In	icen	tive Plan. Sı	ıch sl	hares vest on January 31, 2013				
			/s	/ John H. (Clayton,	Att	orney-in-fac	:t		1/6/03			
				**Signatu	re of Re	por	ting Person			Date			
*	* Intentio	nal misstat	– ements	or omissio	ns of fac	cts c	onstitute Fe	deral	Criminal Violations. See 18 U	.S.C. 100	and 15 U.S.C. 78ff(a).		
Note	: File thr	ee copies o	f this Fo	rm, one of	f which 1	mus	t be manuall	ly sig	ned. If space is insufficient, se	e Instructi	on 6 for procedure.		

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints John H. Clayton, Sherri L. Boyle and Scott A. Musil, and each of them (with full power to each of them to act alone), his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign Forms ID or any comparable form subsequently adopted by the Securities and Exchange Commission, and any amendments thereto, and Statements of Changes in Beneficial Ownership on Form 4 and Annual Statements of Changes in Beneficial Ownership on Form 5, or any comparable forms subsequently adopted by the Securities and Exchange Commission, and any amendments thereto, with respect to the undersigned's direct or indirect ownership, acquisition, disposition or other transfer of any securities of First Industrial Realty Trust, Inc. or any of its affiliates; and to file any of the above forms with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection with such matters, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

The powers granted hereby shall be effective on and as of the date hereof and, unless earlier revoked by written instrument, shall continue in effect for so long as the undersigned, in his capacity as an officer and/or director of First Industrial Realty Trust, Inc. is subject to Section 16 of the Securities Exchange Act of 1934 and the rules promulgated thereunder, as the same may be amended from time to time.

Dated: 9/23/02

/s/ Jay H. Shidler

Name: Jay H. Shidler Title: Director