UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL 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

 Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). 		
O Form 3 Holdings Reported		
0 Form 4 Transactions Reported		
1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
Tyler, W. Edwin	First Industrial Realty Trust, Inc. (FR)	
(Last) (First) (Middle)		
c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000	4. Statement for Month/Year 2002	5. If Amendment, Date of Original (Month/Year)
(Street)	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7. Individual or Joint/Group Reporting (Check Applicable Line)
	☑ Director 0 10% Owner	➢ Form filed by One Reporting Person
Chicago, IL 60606	O Officer (give title below)	O Form filed by More than One Reporting Person
(City) (State) (Zip)	O Other (specify below)	
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* If the form is filed by more than one reporting person, see instruction 4(b)(v).

				r	Fable I — Non-Do	eriva	tive Securit	ies A	Acquired,	Dispo	sed of, o	r Be	neficially Owned				
I. Ti Se (Ir	itle of ecurity nstr. 3)	2.	Transaction Date (Month/Day/Year)	2A.	Deemed Execution Date, if any (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securities or Dispos (Instr. 3, 4	ed of (D)	d (A)	5.	Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
									Amount	(A) or (D)	Price						
	_	_				_		_		_		_		_		_	
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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)	5.	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
											(A)	(D)	
	Employee Stock Option (right to buy)		\$33.15		5/15/02				А		10,000	10,000	

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned -– Continued (e.g., puts, calls, warrants, options, convertible securities) Date Exercisable and Expiration Date Number of Derivative Securities Beneficially Title and Amount of Underlying Securities (Instr. 3 and 4) Ownership of Derivative Security: 7. 8. Price of Derivative 10. Nature of Indirect 6. 9. 11. Security (Month/Day/Year) (Instr. 5) Owned at End of Direct (D) Beneficial or Indirect (I) (Instr. 4) Year (Instr. 4) Ownership (Instr. 4) Amount or Expiration Date Date Number of Title Exercisable Shares Common 5/15/12 10,000 (1) 10,000 D (1) Stock **Explanation of Responses:** (1) Options were granted on 5/15/02 in accordance with FR's 1997 Stock Incentive Plan and vest on the one year anniversary of the date of grant. /s/ W. Ed Tyler 2/5/03 **Signature of Reporting Person Date ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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