

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

**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**

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

<p>1. Name and Address of Reporting Person* (<i>Last, First, Middle</i>)</p> <p>Musil, Scott A</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>First Industrial Realty Trust, Inc. (FR)</p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (<i>Voluntary</i>)</p>
<p>c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Chicago, IL 60606</p> <p><i>(City) (State) (Zip)</i></p>	<p>4. Statement for (<i>Month/Day/Year</i>)</p> <p>1/31/03</p>	<p>5. If Amendment, Date of Original (<i>Month/Day/Year</i>)</p>
	<p>6. Relationship of Reporting Person(s) to Issuer (<i>Check All Applicable</i>)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (<i>give title below</i>)</p> <p><input type="checkbox"/> Other (<i>specify below</i>)</p> <p style="margin-left: 40px;">Senior VP, Treasurer, Controller, Asst. Secretary</p>	<p>7. Individual or Joint/Group Filing (<i>Check Applicable Line</i>)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>

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).

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share	1/31/03		F(1)		236	D	\$27.15	4,844	D	
								2,106	I	By children
								2,009	I	By 401(k)
								Total: 8,959		

