

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Matthews Rice Jennifer</u> _____ (Last) (First) (Middle) <u>ONE N. WACKER DRIVE</u> <u>SUITE 4200</u> _____ (Street) <u>CHICAGO IL 60606</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>FIRST INDUSTRIAL REALTY TRUST</u> <u>INC [FR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;">General Counsel</p>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2024</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person								
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/02/2024		F ⁽¹⁾		373	D	\$52.97	22,206	D	
Common Stock	01/02/2024		M ⁽²⁾		8,096	A	⁽³⁾	30,302	D	
Common Stock	01/02/2024		F ⁽⁴⁾		3,710	D	\$52.97	26,592	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
LP Units	⁽⁵⁾	01/02/2024		A		2,958		⁽⁶⁾	⁽⁷⁾	Common Stock	2,958	\$0	8,427	D	

Explanation of Responses:

- Transaction resulting from tax withholding in connection with the vesting of time based restricted stock units.
- Transaction resulting from the vesting of restricted stock units granted under First Industrial's 2014 Stock Incentive Plan on January 1, 2021 (the "Performance RSUs").
- Each Performance RSU represented the right to receive one share of First Industrial common stock upon vesting, plus any dividends that accrued with respect to such share after the issuance of the Performance RSUs and prior to the date of vesting.
- Transaction resulting from tax withholding in connection with the vesting of the Performance RSUs.
- Represents units of limited partnership interest ("LP Units") in First Industrial L.P., of which the Company is the general partner, granted under the Company's 2014 Stock Incentive Plan. An LP Unit that has vested and received certain allocations will automatically convert into a common unit of limited partnership interest in First Industrial, L.P. on a one-for-one basis, which common unit may in turn be converted into a share of Common Stock of the Company on a one-for-one basis.
- Not applicable. The LP Units vest in three equal installments on January 1, 2025, 2026 and 2027.
- Not applicable.

Remarks:

/s/ Jennifer Matthews Rice 01/04/2024

** Signature of Reporting Person Date

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).

** 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 is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.