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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)					
Yap, Johannson L		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) 1/31/03	5.	If Amendment, Date of Original (Month/Day/Year					
(Street)		Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	. Individual or Joint/Group Filing (Check Applicable Line)					
Chicago, IL 60606		O Director O 10% Owner							
(City) (State) (Zip)		☑ Officer (give title below)		O Form filed by More than One Reporting Person					
		Other (specify below)							
		Chief Investment Officer							

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															
•	Title of Security 2. (Instr. 3)	Transaction Date (Month/Day/Year)	2a. Deemed Execution Date, if any. (Month/Day/Year)		3. Transaction Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ed (A)	5.	Amount of Securities Beneficially Owned Following Reported Transactions(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, par value \$.01 per share	1/31/03		F(1)			1,761	D	\$27.15		80,543		D		
						Pa	ge 2								

$\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)	Code		Code						Code		Code				Number of Derivativ Acquired (A) or Disp (Instr. 3, 4 and 5)	
									Code	v		(A)	(D)												
						Pa	ige 3																		

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued (e.g., puts, calls, warrants, options, convertible securities)												
ate Exercisable and 7 xpiration Date Month/Day/Year)		Title and Amount of Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)		
Expiration Date		Amount or Number of Title Shares										
esponses:	:											
ılting fron	n tax				ng of		31/03					
		**Signature of I	Repor	ting Person			Date					
ulti	ing froi	ing from tax	ing from tax withholding in con /s/ Johann 	ing from tax withholding in connection /s/ Johannson L **Signature of Repor	ing from tax withholding in connection with vesti /s/ Johannson L. Yap **Signature of Reporting Person	ing from tax withholding in connection with vesting of /s/ Johannson L. Yap **Signature of Reporting Person	ing from tax withholding in connection with vesting of restricted stock. /s/ Johannson L. Yap **Signature of Reporting Person I	ing from tax withholding in connection with vesting of restricted stock. /s/ Johannson L. Yap **Signature of Reporting Person Date	ing from tax withholding in connection with vesting of restricted stock. /s/ Johannson L. Yap 1/31/03	ing from tax withholding in connection with vesting of restricted stock. /s/ Johannson L. Yap **Signature of Reporting Person Date		

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

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)