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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.	S. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)					
Cook, Arne M		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) 3/20/03	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 (<i>give title below</i>)		O Form filed by More than One Reporting Person					
		Other (specify below)							
		Managing Director							

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 2. (Instr. 3)	Transaction Date (Month/Day/Year)	2a. Deemed Execution Date, if any. (Month/Day/Year)	3. Transac (Instr. 8)	tion Code	4. Securities or Dispose (Instr. 3, 4 o	d of (D)	of (D)		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	3/20/03		A(1)		7,594	A	N/A				D		
Common Stock, par value \$.01 per share	3/20/03		A(2)		13,307	A	N/A(2)		30,937		D		
					Page 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)		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						

			-	Гable II —						ed of, or Bei is, convertib			— Continued		
6.	Expiration Dat	Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9.	Securities l	of Derivative s Beneficially Owned g Reported Transaction(s		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			Amount or Number of Shares										
_															
-															
_															
Ex	planation of 1	Responses	:												
1)	Represents sh	ares grante	d unc	ler FR's 199	97 Stock I	ncen	tive Plan. Sı	uch sl	hares vest	in three equa	l installmer	its on J	January 1st of 2004, 20	05 and 20	006.
	Represents shares vest in ter								nge for car	cellation of	outstanding	award	s under FR's Deferred	Income P	lan. Such
					/s/ Arne N	М. Со	ook				3/20	0/03			
				**Signa	ature of R	eport	ing Person		_		Da	ite			
_	** Intentio	onal missta	— teme	nts or omiss	sions of fa	icts c	onstitute Fe	deral	Criminal `	Violations. S	ee 18 U.S.C	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.