FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Harker David</u>						2. Issuer Name and Ticker or Trading Symbol FIRST INDUSTRIAL REALTY TRUST INC [ FR ]									5. Relationship of Reportin (Check all applicable) Director  Officer (give title			ng Person(s) to Iss 10% Ov Other (s		wner	
(Last) (First) (Middle) 311 S. WACKER DRIVE SUITE 3900					3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012										Α	below) below)  EVP - Central Region					
(Street) CHICAGO IL 60606 (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)											,					
		Tab	le I - No	n-Deriv	ative	Se	curitie	s Acc	uired,	Dis	posed o	f, o	r Ben	efici	ally (	Owne	ed				
Date				2. Transa Date	ate		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)					(A) o	4 and Secur Benef Owne		ount of ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount		(A) or (D)	Price	;	Transa	action(s)			(Instr. 4)	
Common Stock					12/31/2012				F <sup>(1)</sup>		5,999		D	\$14	4.08		65,798		D		
Common Stock																	7,546		I	By Marital Trust	
Common Stock																1	3,779		I	By Spouse's Marital Trust	
		Ta														vned					
rivative Conversion Date Execution Curity or Exercise (Month/Day/Year) if any		Date, Transaction Code (Ins			on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiratio (Month/D	n Date	e ar)	Am Sec Un Dec	Amount of Securities Underlying Derivative Security (Instr. and 4)		Deriv	rative Irity	derivative Securities Beneficially Owned Following Reported	F C	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	Security (In Stock  Stock  Stock  Stock  Conversion Exercise of Exercise of Derivative	(Firs VACKER DR) 3900  GO IL (State Stock	(First) (VACKER DRIVE 3900  GO IL (State) (Tab)  Security (Instr. 3)  Security (Instr. 3)  Stock  Stock  Tab  Stock  Tab  Security (Instr. 3)	(First) (Middle) WACKER DRIVE 3900  GO IL 60606  (State) (Zip)  Table I - No Security (Instr. 3)  Stock  Table II - I  Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year)	(First) (Middle) WACKER DRIVE 3900  GO IL 60606  (State) (Zip)  Table I - Non-Derive Date (Month/D  Security (Instr. 3)  2. Transa Date (Month/D  Stock  12/31  2. Conversion or Exercise Price of Derivative Security  Security  3. Transaction Date (Month/Day/Year)  [Month/Day/Year]  [Month/Day/Year]	(First) (Middle) WACKER DRIVE 3900  GO IL 60606  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Security (e.g., puts, c. Conversion or Exercise Price of Derivative Security  R. Stock  Table II - Derivative Security (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Security (Month/Day/Year)  Security (Month/Day/Year)  Security (Month/Day/Year)  Security (Month/Day/Year)	(First) (Middle)  WACKER DRIVE  3. Date of 12/31/2  3. Date of 12/31/2  4. If Ame of 12/31/2  Table I - Non-Derivative Seescurity (Instr. 3)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls of 12/31/2012  Table II - Derivative Security (e.g., puts, calls of 12/31/2012)  Table II - Derivative Security (e.g., puts, calls of 12/31/2012)  Table II - Derivative Security (e.g., puts, calls of 12/31/2012)  Table II - Derivative Security (e.g., puts, calls of 12/31/2012)	(First) (Middle) WACKER DRIVE 33. Date of Earlies 12/31/2012  3. Date of Earlies 12/31/2012  4. If Amendment,  Security (Instr. 3)  Table I - Non-Derivative Securitie  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/D  Stock  Table II - Derivative Securities. (e.g., puts, calls, warr.  (e.g., puts, calls, warr.  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  Stock  Table II - Derivative Securities. (e.g., puts, calls, warr.  (honth/Day/Year) (Month/Day/Year) (Month/Day/Year)  Security	FIRST INDUST INC [FR]  WACKER DRIVE 3900  GO IL 60606  (State) (Zip)  Table I - Non-Derivative Securities According (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  A Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, farmy (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security  (Month/Day/Year)  3. Transaction Execution Date, if any (Month/Day/Year)  3. Transaction Code (Instr. 8)  3. Transaction Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) WACKER DRIVE 3900  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security  Se	FIRST INDUSTRIAL REALING [FR]  WACKER DRIVE  3. Date of Earliest Transaction (Month/) 12/31/2012  4. If Amendment, Date of Original Filed  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Month/)Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/)Day/Year) (Month/)Day/Year)  FIRST INDUSTRIAL REALING [FR]  3. Date of Earliest Transaction (Month/) 12/31/2012  2. Transaction Date (Month/)Day/Year) (Month/)Day/Year)  FIRST INDUSTRIAL REALING [FR]  3. Date of Earliest Transaction (Month/) 12/31/2012  2. Transaction Date (Month/)Day/Year) (Month/)Day/Year)  FIRST INDUSTRIAL REALING [FR]  3. Date of Earliest Transaction (Month/) 2. Transaction Date (Month/)Day/Year) (Month/)Day/Year)  FIRST INDUSTRIAL REALING [FR]  3. Date of Earliest Transaction (Month/) 2. Date Execution Date (Execution Date) (Month/)Day/Year)  FIRST INDUSTRIAL REALING [FR]  3. Date of Earliest Transaction (Month/) 2. Date Execution Date (Execution Date) (Month/)Day/Year)  FIRST INDUSTRIAL REALING [FR]  3. Date of Earliest Transaction (Month/) 2. Date Execution Date (Execution Date) (Month/)Day/Year)  FIRST INDUSTRIAL REALING [Month/)  3. Date of Earliest Transaction (Month/) 2. Date Execution Date (Execution Date) (Month/)Day/Year)  FIRST INDUSTRIAL REALING [Month/)  3. Date of Earliest Transaction (Month/) 2. Date Execution Date (Execution Date) (Month/)Day/Year)  FIRST INDUSTRIAL REALING [Month/)  FIRST INDUSTRIAL REALING [Month/)  Base of Earliest Transaction (Month/)Day/Year)  FIRST INDUSTRIAL REALING [Month/)Day/Year)  A If Amendment, Date of Original Filed  FIRST INDUSTRIAL REALING [Month/)Day/Year)  FIRST INDUSTRIAL REALING [Month/	FIRST INDUSTRIAL REALTY   INC   FR	FIRST INDUSTRIAL REALTY TRUE   INC   FR	FIRST INDUSTRIAL REALTY TRUST INC [FR]  3. Date of Earliest Transaction (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefice of Italy (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securit of Derivative Security (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Disposed of, or Benefice. of Code v Amount (A) or Code v Amount	FIRST INDUSTRIAL REALTY TRUST   Comparison of Exercision   Code (Instr.)   Code (Instr.)	Check   Circle   Community   Community	Check all apropriets   Check all apropriets	Circle of Langelicable   Director   NC   First   NC   N	FIRST INDUSTRIAL REALTY TRUST   Check all applicables   Director   No.   EFRST   NDUSTRIAL REALTY TRUST   Check all applicables   Director   No.   Circle (all applicables   Director   No.   D	FIRST INDUSTRIAL REALTY TRUST INC [FR]  (First) (Middle) (ACKER DRIVE 12/31/2012  4. If Amendment, Date of Original Filed (Month/Day/Year) 12/31/2012  4. If Amendment, Date of Original Filed (Month/Day/Year) 12/31/2012  5. Individual or Joint/Group Filing (Check A Line)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date Execution Date, (Month/Day/Year) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (	

## **Explanation of Responses:**

 $1. \ Transaction \ resulting \ from \ tax \ withholding \ in \ connection \ with \ the \ vesting \ of \ restricted \ stock.$ 

## Remarks:

/s/John W. Lee, attorney-in-fact 01/02/2013

\*\* 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.

(A) (D)