FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

l	OMB APPROVAL										
	OMB Number:	3235-0287									
l	Estimated average bu	urden									

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940

hours per response: 0.5

1. Name and Address of Reporting Person* <u>DUNCAN BRUCE W</u>					2. Issuer Name and Ticker or Trading Symbol FIRST INDUSTRIAL REALTY TRUST INC [FR]									theck all ap	nip of Reportin oplicable) ector		Owner	
.ast) (First) (Middle) 11 S. WACKER DRIVE UITE 3900					3. Date of Earliest Transaction (Month/Day/Year) 11/26/2014									X Officer (give title Other (specify below) President and CEO				
(Street) CHICAGO IL 60606 (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)									ne) <mark>X</mark> For For	,			
	Tabl	e I - No	n-Deriv	/ative	Sec	uritie	s Ac	quired	, Dis	sposed o	f, or	Bene	ficia	ally Own	ed			
Date						Execution Date,		Transaction Disposed Of Code (Instr.						Secu Bene Own	rities ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	v	Amount	(A) or (D) Prid		rice	Tran	saction(s)		(111501.4)			
Common Stock 11/26/2							2014			5,000	I)	\$19.	.8 1	,061,991	D		
Common Stock 11/28/2						2014		S ⁽¹⁾		23,556	I) (20.1	6(2) 1	,038,435	D		
	Та													y Owned	i			
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	nsaction 3A. Deem Execution h/Day/Year) if any			ransaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		on Da	te ear)	Amount of Securities Underlying Derivative Security (II and 4)		f g nstr. 3 mount umber		derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	ACKER DI 900 GO IL (St Stock Stock 2. Conversion or Exercise Price of Derivative	ACKER DRIVE 900 GO IL GO (State) (A Table Security (Instr. 3) Stock Stock Ta 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	ACKER DRIVE 900 GO IL 60606 (State) (Zip) Table I - Note of the content of the	ACKER DRIVE 900 GO IL 60606 (State) (Zip) Table I - Non-Derive (Month/D) Stock 11/26/ Stock 11/28/ Table II - Derivative (e.g., p 2. Table II - Derivative (e.g., p (Month/Day/Year) 3. Transaction Date (Month/Day/Year) [Stock 11/28/ Table II - Derivative (e.g., p	ACKER DRIVE 900 3. Date 11/26/2014 11/28/2014	(First) (Middle) ACKER DRIVE 900 GO IL 60606 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 11/26/2014 Table II - Derivative Security (e.g., puts, calls, if any (Month/Day/Year) 2. Table II - Derivative Security (e.g., puts, calls, if any (Month/Day/Year) (Month/Day/Year) 3. 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Explanation of Responses:

1. The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 19, 2013.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$20.10 to \$20.25, inclusive. The reporting person undertakes to provide First Industrial Realty Trust, Inc., any security holder of First Industrial Realty Trust, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

Remarks:

/s/Daniel J. Hemmer, attorneyin-fact

12/01/2014

** 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.