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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 5

ANNUAL 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**

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person* Brennan, Michael W _____ <i>(Last) (First) (Middle)</i> c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000 _____ <i>(Street)</i> Chicago, IL 60606 _____ <i>(City) (State) (Zip)</i>	2. Issuer Name and Ticker or Trading Symbol First Industrial Realty Trust, Inc. (FR) _____ 4. Statement for Month/Year 2002 _____ 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> President and CEO _____	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) _____ 5. If Amendment, Date of Original (Month/Year) _____ 7. Individual or Joint/Group Reporting (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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* If the form is filed by more than one reporting person, see instruction 4(b)(v).

