OMB APPROVAL

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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).
- o Form 3 Holdings Reported
- o Form 4 Transactions Reported

If the form is filed by more than one reporting person, see instruction 4(b)(v).

Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
Brennan, Michael W	First Industrial Realty Trust, Inc. (FR)	
(Last) (First) (Middle)		
c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000	4. Statement for Month/Year 2002	5. If Amendment, Date of Original (Month/Year)
(Street)	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7. Individual or Joint/Group Reporting (Check Applicable Line)
	☑ Director o 10% Owner	
Chicago, IL 60606	○ Officer (give title below)	O Form filed by More than One Reporting Perso
(City) (State) (Zip)	O Other (specify below)	
	President and CEO	

				-	Гable I — Non-Do	eriva	ntive Securit	ies A	cquired,	Dispo	sed of, o	r Be	neficially Owned				
1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	2A.	Deemed Execution Date, if any (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securities or Dispose (Instr. 3, 4	ed of (D)	d (A)	5.	Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
									Amount	(A) or (D)	Price						
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									Page 2								

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			
										(A)	(D)		
Employee Stock Optio (right to buy)	ı	\$30.53		1/16/02				A		72,000			
					Paş	ge 3							

					(с.д., р	uts, c	ans, warrants, op	, cion	s, convertible securities	·) 			
6.	Date Exercisable Expiration Date (Month/Day/Year		7.	Title and An Underlying (Instr. 3 and	Securities	8.	Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10.	Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date		Title	Amount of Number of Shares								
	(1)	1/16/12		Common Stock	72,0	000	(1)		72,000		D		
Ext	lanation of R	esponses:											
(1)		_	./16/0)2 in accord	ance with F	R's 19	997 Stock Incentiv	e Pla	an and vest in equal amo	unts or	n the one, two and thre	ee year a	nniversary o
				/s/ M	ichael W. B	renna	n		2/5/	03			
		-		**Signatu	re of Repor	ting P	Person	-	Dai	:e			

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