
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

April 28, 2011 (April 28, 2011)
Date of Report (Date of earliest event reported)

FIRST INDUSTRIAL REALTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

1-13102
(Commission File Number)

36-3935116
(I.R.S. Employer
Identification No.)

311 S. Wacker Drive, Suite 3900
Chicago, Illinois 60606
(Address of principal executive offices, zip code)

(312) 344-4300
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 28, 2011, the Board of Directors of First Industrial Realty Trust, Inc., a Maryland corporation (the “Company”), adopted Amendment No. 1 (the “Amendment”) to the Company’s 2011 Stock Incentive Plan (the “2011 Plan”). The 2011 Plan was previously approved by the Board of Directors, subject to stockholder approval, on March 10, 2011. The Amendment modifies the 2011 Plan to clarify that awards outstanding under the 2011 Plan may not be repriced by the Company without stockholder approval.

A summary description of the terms of the 2011 Plan is set forth in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 5, 2011. A copy of the 2011 Plan was attached as Appendix B to the definitive proxy statement.

The 2011 Plan, as amended by the Amendment, will be presented to the Company’s stockholders for their approval at the annual meeting to be held on May 12, 2011.

The description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 10.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to 2011 Stock Incentive Plan, dated April 28, 2011

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST INDUSTRIAL REALTY TRUST, INC.

By: /s/ Scott A. Musil

Name: Scott A. Musil

Title: Chief Financial Officer

Date: April 28, 2011

**AMENDMENT NO. 1
TO THE
FIRST INDUSTRIAL REALTY TRUST, INC.
2011 STOCK INCENTIVE PLAN**

AMENDMENT NO. 1 (the “**First Amendment**”) to the First Industrial Realty Trust, Inc. 2011 Stock Incentive Plan (the “**Plan**”), established and maintained by First Industrial Realty Trust, Inc. (the “**Company**”).

WHEREAS, Section 13(a) of the Plan reserves to the Board of Directors of the Company (the “**Board**”) the right to amend the Plan at any time; and

WHEREAS, the Board desires to amend the Plan to clarify that repricing of awards under the Plan is not permitted without the approval of the stockholders of the Company.

NOW, THEREFORE, BE IT RESOLVED, that the Plan is hereby amended by the First Amendment as follows:

1. Amendment to Plan.

(a) The following Section 4(c) is hereby added to the Plan:

“(c) Repricing Prohibited. Notwithstanding any provision in the Plan to the contrary, no adjustment or reduction of the exercise price of any outstanding Stock Option or SAR in the event of a decline in Stock price is permitted without approval by the Company’s stockholders or as otherwise specifically provided under **Section 3(d)** above. The foregoing prohibition includes (i) reducing the exercise price of outstanding Stock Options or SARs, (ii) cancelling outstanding Stock Options or SARs in connection with granting of Stock Options or SARs with a lower exercise price to the same individual, (iii) cancelling a Stock Option or SAR in exchange for a cash or other payment, and (iv) take any other action that would be treated as a repricing of a Stock Option or SAR under the rules of the primary stock exchange on which the Stock is listed.”

2. Effective Date of Amendment; Ratification and Confirmation.

(a) The First Amendment shall become effective upon approval by the Board. In all other respects, the Plan is hereby ratified and confirmed.

3. Governing Law.

THE FIRST AMENDMENT SHALL BE GOVERNED BY NEW YORK LAW WITHOUT REGARD TO THE PRINCIPLES OF CONFLICT OF LAWS THEREOF, EXCEPT TO THE EXTENT SUCH LAW IS PREEMPTED BY FEDERAL LAW.