

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MUSIL SCOTT A</u>  (Last) (First) (Middle)  311 S. WACKER DRIVE SUITE 3900  (Street) CHICAGO IL 60606  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FIRST INDUSTRIAL REALTY TRUST INC</u> [ FR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/02/2018		M <sup>(1)</sup>		25,666 <sup>(2)</sup>	A	\$0.00 <sup>(3)</sup>	132,939	D	
Common Stock	01/02/2018		F <sup>(4)</sup>		12,235	D	\$31.17	120,704	D	
Common Stock	01/02/2018		F <sup>(5)</sup>		6,037	D	\$31.17	114,667	D	

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

1. 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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Units	(3)	01/02/2018		M <sup>(6)</sup>			24,039	12/31/2017	12/31/2017	Common Stock	25,666 <sup>(2)</sup>	\$0.00	0	D	
Performance Units	(7)	01/02/2018		A		15,240		12/31/2020 <sup>(8)</sup>	12/31/2020	Common Stock	15,240	\$0.00	15,240	D	

**Explanation of Responses:**

- Transaction resulting from the vesting of Performance Units (the "2015 Units") granted under First Industrial's 2014 Stock Incentive Plan on January 1, 2015.
- Includes 1,627 shares of First Industrial common stock issued with respect to dividend equivalents related to the 2015 Units.
- Each 2015 Unit represented the right to receive, upon vesting, one share of First Industrial common stock plus dividend equivalents representing any dividends that accrued with respect to such share after the issuance of the 2015 Units and prior to the date of vesting. The number of shares of First Industrial common stock issued with respect to dividend equivalents was calculated using a per share price of \$31.17, the closing price of First Industrial's common stock as of the vesting date.
- Transaction resulting from tax withholding in connection with the vesting of the 2015 Units.
- Transaction resulting from tax withholding in connection with the vesting of restricted stock.
- The 2015 Units vested on January 2, 2018 based upon the relative total shareholder return of First Industrial's common stock as compared to the MSCI U.S. REIT Index and the NAREIT Industrial Index over the performance measurement period.
- Performance Units ("2018 Units") granted under First Industrial's 2014 Stock Incentive Plan on January 2, 2018. Each 2018 Unit represents the right to receive, upon vesting, one share of First Industrial common stock plus dividend equivalents representing any dividends that have accrued with respect to such share after the issuance of the 2018 Units and prior to the date of vesting. Vested shares will be delivered to the reporting person promptly after vesting.
- The 2018 Units vest on December 31, 2020 based upon the relative total shareholder return of First Industrial's common stock as compared to the MSCI U.S. REIT Index and the NAREIT Industrial Index over the performance measurement period.

**Remarks:**

/s/ Daniel J. Hemmer, attorney-in-fact 01/04/2018

\*\* 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.

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