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

- O 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

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)
Kirk, Ross	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)
	O Director O 10% Owner	
Chicago, IL 60606		O Form filed by More than One Reporting Perso
(City) (State) (Zip)	O Other (specify below)	
	Managing Director	

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

Title Secur (Instr	rity	Transaction Date (Month/Day/Year)	Deemed Execution Date, if any (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securities A or Disposed (Instr. 3, 4 a	d of (D)	I (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 Ownershi (Instr. 4)
								(A) or (D)	Price						
					·										
										_		_			

$\begin{tabular}{ll} \textbf{Table II} $--$ Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

Title of Derivative Security (Instr. 3)	2.	2.	2.	2.	2.	2.	2.	2.	2.	2.	2.	2.			Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	3A.	3A. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8)				Number of Derivative Acquired (A) or Dispose (Instr. 3, 4 and 5)	Securities sed of (D)
										(A)	(D)													
Employee Stock Option (right to buy)		\$30.53		1/16/02				A		25,800)													
					Pag	ge 3																		

									d of, or Beneficially O				
6.	Date Exercisabl Expiration Date (Month/Day/Year	<u> </u>	7.	Title and Ar 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 Number Share	r of							
	(1)	1/16/12		Common Stock	2	25,800	(1)		25,800		D		
Ex	planation of R	esponses:											
	Options were a	granted on 1	/16/0)2 in accord	ance with	FR's 19	997 Stock Incentiv	e Pla	n and vest in equal amo	unts or	n the one, two and thr	ee year a	nniversary of
					/s/ Ross F	Kirk			1/13	/03			
		-		**Signatu	re of Rep	orting I	Person	-	Da	te			
	** Intentio	nal misstate	men	s or omission	ons of fac	ts const	itute Federal Crim	inal '	Violations. See 18 U.S.C	2. 1001	and 15 U.S.C. 78ff(a).	

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