FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB Number:              | 3235-0287 |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|
| Estimated average burden |           |  |  |  |  |  |  |
| hours per response       | 9.0       |  |  |  |  |  |  |
|                          |           |  |  |  |  |  |  |

## 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

|   |                         |                          |                       |          |                                   |  | ()                     |   |                                     |          |                       |                                       | -                 |                              |   |                               |                    |                         |  |
|---|-------------------------|--------------------------|-----------------------|----------|-----------------------------------|--|------------------------|---|-------------------------------------|----------|-----------------------|---------------------------------------|-------------------|------------------------------|---|-------------------------------|--------------------|-------------------------|--|
| Name and Address of Reporting Person*     NAME OF THE A |                         |                          |                       |          |                                   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol FIRST INDUSTRIAL REALTY TRUST |                        |   |                                     |          |                       |                                       |                   | 5.<br>(C                     | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |                               |                    |                         |  |
| MUSIL SCOTT A   |                         |                          |                       |          |                                   |  |                        |   |                                     |          |                       |                                       |                   |                              |   | irector                       | 10%                | Owner                   |  |
| (1 - 1) (Final) (AFJUI)                                 |                         |                          |                       |          | - 111                             | <u>INC</u> [ FR ]  |                        |   |                                     |          |                       |                                       |                   |                              |   | officer (give title elow)     | Othe<br>belov      | r (specify<br>v)        |  |
| (Last) (First) (Middle)                                 |                         |                          |                       |          | 3. D                              | 3. Date of Earliest Transaction (Month/Day/Year)                                 |                        |   |                                     |          |                       |                                       |                   | Chief Financial Officer      |   |                               |                    |                         |  |
| 311 S. WACKER DRIVE                                     |                         |                          |                       |          | 02/14/2017                        |  |                        |   |                                     |          |                       |                                       |                   |                              |   |                               |                    |                         |  |
| SUITE 3900  |                         |                          |                       |          |                                   |  |                        |   |                                     |          |                       |                                       |                   |                              |   |                               |                    |                         |  |
|   |                         |                          |                       |          | 4. If                             | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         |                        |   |                                     |          |                       |                                       |                   | 6.                           | 6. Individual or Joint/Group Filing (Check Applicable                   |                               |                    |                         |  |
| (Ctroot)  |                         |                          |                       |          | -                                 |  |                        |   | - 3                                 |          |                       | ,                                     | - /               |                              | ne)   |                               | 3 (1               | 1-1-                    |  |
| (Street)  | O IL                    |                          | COCOC                 |          |                                   |  |                        |   |                                     |          |                       |                                       |                   |                              | X F   | orm filed by Or               | e Reporting Pe     | rson                    |  |
| CHICAC  | iU IL                   | (                        | 50606                 |          |                                   |  |                        |   |                                     |          |                       |                                       |                   |                              | F   | orm filed by Mo               | ore than One Re    | porting                 |  |
|   |                         |                          |                       |          | -                                 |  |                        |   |                                     |          |                       |                                       |                   |                              |   | erson                         |                    |                         |  |
| (City)  | (St                     | ate) (                   | Zip)                  |          |                                   |  |                        |   |                                     |          |                       |                                       |                   |                              |   |                               |                    |                         |  |
|   |                         | Tabl                     | e I - No              | n-Deriv  | vative                            | Sec  | curitie                | s Acc   | quired,                             | Dis      | posed o               | f, or                                 | Bene              | ficia                        | ally Ov   | vned                          |                    |                         |  |
| 1 Title of (  | Sa accusión y (lun a é  | 2)                       |                       | 2. Trans | action                            |  |                        |   |                                     |          |                       |                                       | (A) or            |                              | Amount of   | 6. Ownership                  | 7. Nature          |                         |  |
| 1. Title of S   | Security (Inst          | r. 3)                    |                       | Date     | action                            | Execution Date,  |                        | 3. 4. Securities Acq<br>Transaction Disposed Of (D) |                                     |          |                       |                                       |                   | curities                     | Form: Direct  | of Indirect                   |                    |                         |  |
| (Month/Da   |                         |                          |                       | Day/Yea  | y/Year) if any<br>(Month/Day/Year |  | ou/Voorl               | Code (Instr. 5)                                     |                                     |          |                       |                                       |                   | neficially<br>vned Following | (D) or Indirect   | Beneficial<br>Ownership       |                    |                         |  |
|   |                         |                          |                       | l        | (M                                |  | (Month/Day/Year)       |   | 8)                                  |          |                       |                                       |                   | —— Re                        | ported  | (I) (Instr. 4)                | (Instr. 4)         |                         |  |
|   |                         |                          |                       |          |                                   |  |                        |   | Code                                | ۱v       | Amount                |                                       | (A) or<br>(D)     | Price                        |   | ansaction(s)<br>str. 3 and 4) |                    |                         |  |
| Common Stock 02/14/2                                    |                         |                          |                       |          | 4/2017                            | 2017   |                        | A   |                                     | 11,793   | ,793 <sup>(1)</sup> A |                                       | \$ <del>0</del> . | 00                           | 127,848   | D                             |                    |                         |  |
|   |                         |                          |                       | <u> </u> |                                   |  |                        |   |                                     | <u> </u> | <u> </u>              |                                       |                   |                              |   |                               |                    |                         |  |
|   |                         | Та                       |                       |          |                                   |  |                        |   |                                     |          | osed of,<br>onvertib  |                                       |                   |                              | y Own   | ed                            |                    |                         |  |
| 1. Title of   | 2.                      | 3. Transaction           | 3A. Deem              | ed       | 4.                                |  | 5. Nu                  | mber  | 6. Date E                           | xerci    | sable and             | 7. Tit                                | tle and           |                              | 8. Price  | of 9. Number                  | of 10.             | 11. Nature              |  |
| Derivative  | Conversion              | Date<br>(Month/Day/Year) | Execution             |          | Transa                            |  | n of l                 |   | Expiration Date<br>(Month/Day/Year) |          |                       | Amount of<br>Securities<br>Underlying |                   |                              | Derivati  | ve derivative                 | Ownership          | of Indirect             |  |
| Security<br>(Instr. 3)                                  | or Exercise<br>Price of |                          | if any<br>(Month/Day/ | av/Year) | Code (<br>  8)                    | Instr.   |                        |   |                                     |          |                       |                                       |                   |                              | Security<br>(Instr. 5)  |                               | Form: / Direct (D) | Beneficial<br>Ownership |  |
| Derivative  |                         |                          |                       |          | "                                 |  | Acquired               |   | D                                   |          |                       |                                       | Derivative        |                              | (1115111 5  | Owned                         | or Indirect        | (Instr. 4)              |  |
| Security  |                         |                          |                       |          |                                   | (A) or Security (Instr. Disposed and 4)  |                        |   |                                     |          |                       | str. 3                                |                   | Following<br>Reported        | (I) (Instr. 4)  | )                             |                    |                         |  |
|   |                         |                          |                       |          |                                   | of (D) '   |                        |   |                                     |          |                       |                                       |                   | Transaction                  | ı(s)  |                               |                    |                         |  |
|   |                         |                          |                       |          |                                   |  | (Instr. 3, 4<br>and 5) |   |                                     |          |                       |                                       |                   |                              | (Instr. 4)  |                               |                    |                         |  |
|   |                         |                          |                       |          |                                   | and  | '                      |   |                                     |          | -                     | 1.                                    | -                 |                              |   |                               |                    |                         |  |
|   |                         |                          |                       |          |                                   |  |                        |   |                                     |          |                       |                                       | Amoui             |                              |   |                               |                    |                         |  |
|   |                         |                          |                       |          |                                   |  |                        |   |                                     |          |                       |                                       | Nun               | nber                         |   |                               |                    |                         |  |
|   |                         |                          |                       |          | Code                              | v  | (A)                    | (D)   | Date Expiration Exercisable Date    |          |                       | Title Shares                          |                   | res                          |   |                               |                    |                         |  |
|   | 1                       | 1                        |                       |          |                                   | 1  | 10.0                   |   |                                     |          |                       | 1                                     |                   |                              |   |                               |                    | 1                       |  |

## **Explanation of Responses:**

1. Represents restricted shares granted under First Industrial's 2014 Stock Incentive Plan. Such shares vest in three equal installments on January 1, 2018, 2019 and 2020.

## Remarks:

/s/ Daniel J. Hemmer, attorney-02/16/2017 in-fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.