

OMB APPROVAL	
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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) ONE N. WACKER DRIVE SUITE 4200  (Street) CHICAGO IL 60606  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FIRST INDUSTRIAL REALTY TRUST</u> <u>INC [ FR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <b>Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023	
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	09/14/2022		G	V	350	D	\$0.00 <sup>(1)</sup>	90,428	D	
Common Stock	12/06/2022		G	V	500	D	\$0.00 <sup>(2)</sup>	89,928	D	
Common Stock	12/06/2022		G	V	625	D	\$0.00 <sup>(2)</sup>	89,303	D	
Common Stock	12/06/2022		G	V	625	D	\$0.00 <sup>(3)</sup>	88,678	D	
Common Stock	12/06/2022		G	V	625	A	\$0.00 <sup>(3)</sup>	1,425	I	By Self as UTMA Custodian for Child

**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
LP Units	(4)	01/03/2023		A		23,492		(4)	(4)	Common Stock	23,492	\$0.00	70,419	D	
LP Units	(5)	01/03/2023		A		5,361		(6)	(7)	Common Stock	5,361	\$0.00	75,780	D	

**Explanation of Responses:**

- Represents bona fide gift to charity.
- This transaction involved a bona fide gift of securities by the reporting person to one of his adult children.
- This transaction involved a bona fide gift of securities by the reporting person to one of his adult children, which child shares reporting person's household.
- Represents the receipt of common units of limited partnership interest in First Industrial, L.P., of which the Company is the general partner, upon the vesting of Performance Units issued on January 1, 2020 under the Company's 2014 Stock Incentive Plan. A common unit of limited partnership interest in First Industrial, L.P. may be converted into a share of Common Stock of the Company on a one-for-one basis.
- Represents units of limited partnership interest ("LP Units") in First Industrial L.P., of which the Company is the general partner, granted under the Company's 2014 Stock Incentive Plan. An LP Unit that has vested and received certain allocations will automatically convert into a common unit of limited partnership interest in First Industrial, L.P. on a one-for-one basis, which common unit may in turn be converted into a share of Common Stock of the Company on a one-for-one basis.
- Not applicable. The LP Units vest in three equal installments on January 1, 2024, 2025 and 2026.
- Not applicable.

**Remarks:**

/s/ Jennifer Matthews Rice,  
attorney-in-fact 01/05/2023

\*\* 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.

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.