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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

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

	Name and Address of Reporting Person* (Last, First, Middle)	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)				
	Havala, Michael J		First Industrial Realty Trust, Inc. (FR)						
	c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000		Statement for (Month/Day/Year) 1/2/03	5.	If Amendment, Date of Original (Month/Day/Year				
(Street)		6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)				
	Chicago, IL 60606		O Director O 10% Owner						
	(City) (State) (Zip)		☑ Officer (<i>give title below</i>)		O Form filed by More than One Reporting Person				
			O Other (specify below)						
			Chief Financial Officer						

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).

	Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
•	Title of Security 2. (Instr. 3)	Transaction Date (Month/Day/Year)	2a. Deemed Execution Date, if any. (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities a or Disposed (Instr. 3, 4 c	ed of (D)		5.	Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownershi (Instr. 4)
				Code	v	Amount	(A) or (D)	Price						
	Common Stock, par value \$.01 per share	1/2/03		F(1)		3,714	D	\$28.22		72,841		D		
										1,251		I		Daughters
										Total: 74,092				
						Page 2								

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

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)	n	5.	Number of Derivative S Acquired (A) or Dispos (Instr. 3, 4 and 5)	ecurities d of (D)	
									Code	v		(A)	(D)	
						Pa	ge 3							

	Date Exercisable and Expiration Date (Month/Day/Year)	7.	Title an of Unde Securiti (Instr. 3	ies	8.	Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficia Ownersh (Instr. 4)
_	Date Expi Exercisable D	ration ate	Title	Amount or Number of Shares								
)	anation of Respo	nses:										
ì	ransaction resulting	g from ta	ax withho	olding in conn	ectio	on with vesti	ng of	restricted stock.				
				/s/ Michael	J. H	lavala		1	1/2/03			
			**S	ignature of R	epor	ting Person			Date			

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