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

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) Musil, Scott A	 Issuer Name and Ticker or Trading Symbol First Industrial Realty Trust, Inc. (FR) 	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000	 4. Statement for (Month/Day/Year) 1/2/03 	5. If Amendment, Date of Original (Month/Day/Year)
(Street) Chicago, IL 60606	6. Relationship of Reporting Person(s) to Issuer (<i>Check All Applicable</i>)	 7. Individual or Joint/Group Filing (Check Applicable Line) [X] Form filed by One Reporting Person
(City) (State) (Zip)	0 Director 0 10% Owner ☑ Officer (give title below) 0 Other (specify below) Senior VP, Treasurer, Controller,	 Form filed by More than One Reporting Person Form filed by More than One Reporting Person

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).

1.	Title of Security 2. (Instr. 3)	Transaction Date (Month/Day/Year)				Deemed Execution Date, if any. (Month/Day/Year)	3. Transaction Code (Instr. 8)			I. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5.	Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)		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, par value \$.01 per share	1/2/03			F(1)			1,135	D	\$28.22		6,145		D				
												2,009		Ι		By 401(k)		
												1,041		I		By children		
												Total: 9,195						
							Pa	age 2										

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

	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.	Transactio Code (Instr. 8)	n	5.	Number of Derivat Acquired (A) or Di (Instr. 3, 4 and 5)	
									Code	v		(A)	(D)
-													
				_		_		_					
						Pa	ge 3						

Date Exercisable and 7. Expiration Date (Month/Day/Year)			Title and Amount of Underlying Securities (Instr. 3 and 4)			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 Beneficial Ownershi (Instr. 4)
Date tercisable	Expiration Date		Title	Amount or Number of Shares								
ation of I	Responses:											
action vo	sulting fror	n tax	withhole	ding in conn	ectio	on with vesti	ng of	restricted stock.				
action re	0											
	ration Dat Date ercisable	ration Date ration Date Date Expiration Date Date 	ration Date tth/Day/Year) Date Expiration	ration Date of Under Securitie (Instr. 3 a	ration Date of Underlying Securities (Instr. 3 and 4) Date Expiration Title Shares	ration Date of Underlying Securities (Instr. 3 and 4) Date Expiration Title Shares	ration Date ith/Day/Year) of Underlying Securities Security (Instr. 3 and 4) Derivative Security (Instr. 5)	ration Date of Underlying Security Security (Instr. 3 and 4) (Instr. 5) Date Expiration Title Shares	ration Date th/Day/Year) of Underlying Securities Secu	ration Date th/Day/Year) of Underlying Securities Beneficially Owned Securities (Instr. 3 and 4) Constr. 3) and 4) Constr. 3) Constr. 4) Cons	ration Date (<i>th/Dgy/Year)</i> of Underlying (<i>thstr. 3 and 4</i>) Derivative (<i>thstr. 5</i>) Derivative (<i>thstr. 4</i>) Following Reported Transaction(s) (<i>thstr. 4</i>) Date Date Title Mountber of Shares	ration Date (ht/Dqv/feor) of Underlying (httr. 3 and 4) of Underlying (httr. 5) of Underlying (httr. 5) of Underlying (httr. 5) of Underlying (httr. 5) of Underlying (httr. 5) of Underlying (httr. 4) Date Date of Underlying Shares of Underlying (httr. 4) Derivative Security: (httr. 4) Derivative Security:

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^{**} 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.