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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)					
	Shidler, Jay H		First Industrial Realty Trust, Inc. (FR)	_						
	c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000	4.	Statement for Month/Day/Year 10/2/02	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		□ Director							
	(City) (State) (Zip)		Officer (give title below)Other (specify below)		O Form filed by More than One Reporting Person					

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

•	Title of Security 2. (Instr. 3)	Transaction Date (Month/Day/Year)	2a. Deemed Execution Date, if any. (Month/Day/Year)	3. Transac (Instr. 8)		4.	Securities A or Disposed (Instr. 3, 4 a	l 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 Ownershij (Instr. 4)
				Code	v		Amount	(A) or (D)	Price						
	Common Stock, par value \$.01 per share	10/2/02		A (1)			161	A	N/A				D		
											3,675		D		
											910,660		I		By Shidler Equities, L.P.
									Total Common		914,335				
							Page 2								

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)	
								Code	V		(A)	(D)

	Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued (e.g., puts, calls, warrants, options, convertible securities)											
6.	Date Exercisal Expiration Da (Month/Day/Ye	te	7.	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 Ownership (Instr. 4)
	Date Exercisable	Expiration Date	ı	Amount or Number of Title Shares								
Ex	planation of	Responses	:									
1)	Represents sh	ares grante	d un	der FR's 1997 Stock	Ince	ntive Plan. S	uch sl	hares vest on January 31, 2012.				
				/s/ Jay H	. Sh	idler		10	0/2/02			
				**Signature of F	Repo	rting Person			Date			
_			_									

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

** 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.