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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)

l.	Name and Address of Reporting Person* (Last, First, Middle) Cook, Arne M  c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000		2. Issuer Name and Ticker or Trading Symbol		I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)					
			First Industrial Realty Trust, Inc. (FR)	_						
			Statement for (Month/Day/Year) 1/2/03	<b>5.</b>	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)							
			Managing Director	-						

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. Transac (Instr. 8)		or Dispose	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)		1,472	D	\$28.22		10,210		D		
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## $\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)		5.	Number of Derivative S Acquired (A) or Dispos (Instr. 3, 4 and 5)	securities ed of (D)
									Code	v		(A)	(D)
						Pa	ge 3						

	Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued (e.g., puts, calls, warrants, options, convertible securities)														
6. Date Exercisable and Expiration Date (Month/Day/Year)		7.	Title and of Under Securitie (Instr. 3 d	s	8.	Price of Derivative Security (Instr. 5)	9.	Securities I	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		Title	Amount or Number of Shares										
		Responses:		withhol	ding in conr	nectio	on with vest	ting o	f restricted	stock					
-,					n H. Claytor						1/	2/03			
					gnature of R				_		I	Date			
*	* Intentio	onal misstat	– emer	nts or on	nissions of fa	acts o	constitute F	ederal	l Criminal '	Violations. S	See 18 U.S	.C. 1001	and 15 U.S.C. 78ff(a)		
Note	: File thr	ee copies o	f this	Form, o	one of which	mus	st be manua	lly sig	gned. If spa	ce is insuffi	cient, <i>see</i> l	nstructi	on 6 for procedure.		
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#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints John H. Clayton, Sherri L. Boyle and Scott A. Musil, and each of them (with full power to each of them to act alone), his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign Forms ID or any comparable form subsequently adopted by the Securities and Exchange Commission, and any amendments thereto, and Statements of Changes in Beneficial Ownership on Form 4 and Annual Statements of Changes in Beneficial Ownership on Form 5, or any comparable forms subsequently adopted by the Securities and Exchange Commission, and any amendments thereto, with respect to the undersigned's direct or indirect ownership, acquisition, disposition or other transfer of any securities of First Industrial Realty Trust, Inc. or any of its affiliates; and to file any of the above forms with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection with such matters, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

The powers granted hereby shall be effective on and as of the date hereof and, unless earlier revoked by written instrument, shall continue in effect for so long as the undersigned, in his capacity as an officer and/or director of First Industrial Realty Trust, Inc. is subject to Section 16 of the Securities Exchange Act of 1934 and the rules promulgated thereunder, as the same may be amended from time to time.

Dated: 9/20/02

/s/ Arne M. Cook

Name: Arne M. Cook Title: Managing Director