

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>Schultz Peter</u> <hr/> (Last) (First) (Middle) 311 S. WACKER DRIVE SUITE 3900 <hr/> (Street) CHICAGO IL 60606 <hr/> (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 10% Owner X Officer (give title below) Other (specify below) <u>EVP - East Region</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	06/30/2014		M <sup>(1)</sup>		41,441 <sup>(2)</sup>	A	(3)	145,947	D	
Common Stock	06/30/2014		F <sup>(4)</sup>		16,301	D	\$18.84	129,646	D	

**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
Performance Units	(3)	06/30/2014		M <sup>(5)</sup>			40,850	06/30/2014	06/30/2014	Common Stock	41,441 <sup>(2)</sup>	\$0.00	0	D	

**Explanation of Responses:**

- Transaction resulting from the vesting of Performance Units ("Units") granted under First Industrial's 2011 Stock Incentive Plan on July 1, 2013.
- Includes 591 shares of First Industrial common stock issued with respect to dividend equivalents related to the Units.
- Each Unit represented the right to receive, upon vesting, one share of First Industrial common stock plus dividend equivalents representing any dividends that accrued with respect to such share after the issuance of the Unit and prior to the date of vesting. The number of shares of First Industrial common stock issued with respect to dividend equivalents was calculated using a per share price of \$18.84, the closing price of First Industrial's common stock as of the vesting date.
- Transaction resulting from tax withholding in connection with the vesting of the Units.
- The Units vested on June 30, 2014 based upon the relative total shareholder return of First Industrial's common stock as compared to the MSCI U.S. REIT Index and the NAREIT Industrial Index over the performance measurement period.

**Remarks:**

/s/ Scott A. Musil, attorney-in-fact 07/02/2014

\*\* 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.