UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL 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 box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). 		
0 Form 3 Holdings Reported		
0 Form 4 Transactions Reported		
1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
Wilson, J. Steven	First Industrial Realty Trust, Inc. (FR)	
(Last) (First) (Middle)		
c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000	4. Statement for Month/Year 2002	5. If Amendment, Date of Original (Month/Year)
(Street)	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7. Individual or Joint/Group Reporting (Check Applicable Line)
	⊠ Director o 10% Owner	S Form filed by One Reporting Person
Chicago, IL 60606	O Officer (give title below)	O Form filed by More than One Reporting Person
(City) (State) (Zip)	O Other (specify below)	
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* If the form is filed by more than one reporting person, see instruction 4(b)(v).

				r	Fable I — Non-Do	eriva	tive Securit	ies A	Acquired,	Dispo	sed of, o	r Be	neficially Owned				
I. Ti Se (Ir	itle of ecurity nstr. 3)	2.	Transaction Date (Month/Day/Year)	2A.	Deemed Execution Date, if any (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securities or Dispos (Instr. 3, 4	ed of (D)	d (A)	5.	Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
									Amount	(A) or (D)	Price						
	_	_				_		_		_		_		_		_	
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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)	
											(A)	(D)
	Employee Stock Option (right to buy)		\$33.15		5/15/02				А		10,000	I

Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying S (Instr. 3 and 4		Securities	Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10.	Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownershij (Instr. 4)	
	Date Exercisable	Expiration Date		Title	Amount or Number of Shares							
	(1)	5/15/12		Common Stock	10,000	(1)		10,000		D		
			_				_					
			_				_					
			_				_				_	_
_												
	lanation of R	-										
	Options were g	ranted on 5	/15/0)2 in accorda	ance with FR's 1	997 Stock Incentive	e Pla	n and vest on the one ye	ar ann	iversary of the date of	grant.	
		_		/s/ J	. Steven Wilson			1/16/	03			
				**Signatu	re of Reporting I	Derson		Dat	е			

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

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