| OMB APPROVAL |
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# UNITED STATES <br> SECURITIES AND EXCHANGE COMMISSION <br> 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)

1. Name and Address of Reporting

Person* (Last, First, Middle)
Rau, John E
c/o First Industrial Realty Trust, Inc.
311 South Wacker Drive, Suite 4000

| (Street) |
| :--- |
| Chicago, IL 60606 |
| (City) $\quad$ (State) $\quad$ (Zip) |

2. Issuer Name and Ticker or Trading Symbol

First Industrial Realty Trust, Inc. (FR)
4. Statement for (Month/Day/Year) 4/1/03
6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)

Director
o 10\% Owner
$0 \quad$ Officer (give title below)
0 Other (specify below)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
5. If Amendment, Date of Original (Month/Day/Year)
$\qquad$
7. Individual or Joint/Group Filing (Check Applicable Line)

区 Form filed by One Reporting Person
o 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).

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


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Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)


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Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned - Continued (e.g., puts, calls, warrants, options, convertible securities)
 Expiration Date (Month/Day/Year)
7. Title and Amount of Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
11. Nature of

| Date <br> Exercisable | $\begin{gathered} \text { Expiration } \\ \text { Date } \end{gathered}$ | Title | Amount or Number of Shares |
| :---: | :---: | :---: | :---: |

$\qquad$
$\qquad$
$\qquad$
$\qquad$

## Explanation of Responses:

1) Represents shares granted under FR's 1997 Stock Incentive Plan. Such shares vest on January 31, 2013.

| $/ s /$ John Rau | $4 / 1 / 03$ |
| :---: | :---: |
|  | Date |

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. $78 f f(a)$.

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

