
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

March 4, 2010 (March 2, 2010)
Date of Report (Date of earliest event reported)

FIRST INDUSTRIAL REALTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

1-13102
(Commission File Number)

36-3935116
(I.R.S. Employer
Identification No.)

311 S. Wacker Drive, Suite 3900
Chicago, Illinois 60606
(Address of principal executive offices, zip code)

(312) 344-4300
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 2, 2010, the Compensation Committee of the Board of Directors (the "Board") of First Industrial Realty Trust, Inc. (the "Company") approved a new form of restricted stock agreement, a copy of which is attached hereto as Exhibit 10.1

On March 3, 2010, the Board elected Matthew S. Dominski to serve as a director of the Company and also to serve on the Audit Committee, Investment Committee and the Special Committee of the Company's Board of Directors.

Also on March 3, 2010, the Board approved a revised compensation arrangement for directors. Under the revised arrangement, the annual retainer for independent directors (which remains \$120,000) is payable monthly and, at the director's election, may be taken, from 0% to 100%, in fully vested stock. All other fee arrangements remain unchanged, with the Chairman of the Board of Directors continuing to receive an annual fee of \$50,000; the Chairman of the Audit Committee continuing to receive an annual fee of \$20,000; the Chairman of the Compensation Committee continuing to receive an annual fee of \$10,000; and the Chairman of the Nominating/Corporate Governance Committee continuing to receive an annual fee of \$10,000.

Item 7.01 Regulation FD Disclosure.

Attached hereto as Exhibit 99.1 is a copy of the Company's press release dated March 4, 2010, which contains information regarding Mr. Dominski.

The information furnished in this report under this Item 7.01, including the Exhibit attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference to such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Restricted Stock Agreement
99.1	First Industrial Realty Trust, Inc. Press Release dated March 4, 2010 (furnished pursuant to Item 7.01).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST INDUSTRIAL REALTY TRUST, INC.

By: /s/ Scott A. Musil

Name: Scott A. Musil

Title: Acting Chief Financial Officer
(Principal Financial Officer)

Date: March 4, 2010

FIRST INDUSTRIAL REALTY TRUST, INC.
2001 STOCK INCENTIVE PLAN
RESTRICTED STOCK AWARD AGREEMENT

AGREEMENT, made and entered into as of _____, 20__ by and between First Industrial Realty Trust, Inc. (the "Company") and «NAME» (the "Grantee"). Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Company's 2001 Stock Incentive Plan (the "Plan").

WHEREAS, the Committee, pursuant to the Plan, desires to make a Restricted Stock Award to Grantee.

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein, and for other good and valuable consideration, the Company and the Grantee agree as follows:

(a) Grant. Pursuant to the provisions of the Plan, the terms of which are incorporated herein by reference, the Company hereby grants to the Grantee an interest (the "Award") in «SHARES_» shares of common stock, par value \$.01 per share, of the Company (the "Award Shares"). The Award is granted as of _____, 20__ (the "Date of Grant") and such grant is subject to the terms and conditions contained herein, and the terms and conditions of the Plan.

(b) Vesting. The Award shall vest, and the Grantee shall be deemed to have acquired complete ownership and control over the Award Shares, under the following circumstances:

- (i) so long as the Grantee is employed with the Company:
 - (A) one-third of the Award Shares shall vest on January 1, 20__;
 - (B) an additional one-third of the Award Shares shall vest on January 1, 20__;
 - (C) the remaining one-third of the Award Shares shall vest on January 1, 20__;
- (ii) in the event of a Change in Control of the Company;
- (iii) termination by reason of death or Disability; or
- (iv) the Committee so directs.

(c) Share Delivery. Upon vesting, shares shall be issued to the Grantee; provided, that the Company shall not be obligated to issue Shares in certificated form; provided, further, that the Company shall not be obligated to issue any Award Shares hereunder until all applicable securities laws and other legal and stock exchange requirements have been satisfied. The Grantee shall execute a stock power granting the Company the right to transfer Award Shares in the event the Grantee does not vest in the Award.

(d) Rights of Stockholder. The Grantee shall, by virtue of the Award, be entitled to receive dividends, to the extent declared, and vote the Award Shares. The grant of the Award shall not confer on the Grantee any right with respect to continuance of service with the Company nor shall such grant interfere in any way with the right of the Company to terminate the Grantee's service at any time.

(e) Recapitalizations, Dividends and Adjustments. In the event of any recapitalization, reclassification, split-up or consolidation of shares of Stock, separation (including a spin-off), dividend on shares Stock payable in capital stock or other similar change in capitalization of the Company, merger or consolidation of the Company, sale by the Company of all or a portion of its assets or other similar event, the Committee shall make such appropriate adjustments in the number and kind of securities, cash or other property which may be issued pursuant to the Award as is necessary to maintain the proportionate interest of the Grantee and preserve the value of the Award.

(f) Nontransferability. The Award shall not be transferable by the Grantee except by will or the laws of descent and distribution.

(g) Withholding. The Grantee agrees to make appropriate arrangements, consistent with the provisions of Section 11 of the Plan, with the Company for satisfaction of any applicable tax withholding requirements, or similar requirements, arising out of this Agreement.

(h) References. References herein to rights and obligations of the Grantee shall apply, where appropriate, to the Grantee's legal representative or estate without regard to whether specific reference to such legal representative or estate is contained in a particular provision of this Agreement.

(i) Notice. Any notice required or permitted to be given under this Agreement shall be in writing and shall be deemed to have been given when delivered personally or by courier, or sent by certified or registered mail, postage prepaid, return receipt requested, duly addressed to the party concerned at the address indicated below or to such changed address as such party may subsequently by similar process give notice of:

If to the Company: First Industrial Realty Trust, Inc.
311 S. Wacker Drive, Suite 3900
Chicago, Illinois 60606
Attn: Chief Financial Officer

If to the Grantee: «NAME»
«ADDRESS»
«CITY», «STATE» «ZIP»

(j) Counterparts. This Agreement may be executed in counterparts, each of which shall constitute one and the same instrument.

(k) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New York without reference to the principles of conflict of laws, except to the extent such law is preempted by federal law.

IN WITNESS WHEREOF, the undersigned has executed this Agreement as of _____, 20__.

FIRST INDUSTRIAL REALTY TRUST, INC.

By: _____
Chief Financial Officer

I hereby acknowledge that I have received a copy of the Plan and am familiar with the terms and conditions set forth therein. I agree to accept as binding, conclusive, and final all decisions and interpretations of the Committee. As a condition to the receipt of the Award, I hereby authorize the Company to withhold from any regular cash compensation payable to me by the Company any taxes required to be withheld under any federal, state or local law as a result of this Award.

GRANTEE

«NAME»

Date: _____

**First Industrial Realty Trust, Inc.**

311 South Wacker Drive
Suite 3900
Chicago, IL 60606
312/344-4300
FAX: 312/922-9851

MEDIA RELEASE

Matthew S. Dominski Joins Board of Directors of First
Industrial Realty Trust

CHICAGO, March 4, 2010 – First Industrial Realty Trust, Inc. (NYSE: FR), a leading provider of industrial real estate supply chain solutions, announced today that Matthew S. Dominski has joined its board of directors. Mr. Dominski is a founder and joint owner of Polaris Capital, LLC, a privately-held real estate and investment company based in Chicago.

Previously, Mr. Dominski served as chief executive officer of Urban Shopping Centers, which was one of the largest publicly-traded regional mall REITs in the United States during his tenure. Following the purchase of Urban by Rodamco North America in 2002, Mr. Dominski served as Urban's President.

Bruce W. Duncan, president and CEO of First Industrial, said, "Matt is an excellent addition to our board. We will benefit from his expertise in real estate in both the public and private markets, and knowledge of the retail market, which is tied to demand for industrial properties."

During his career, Mr. Dominski also served in various management positions at JMB Realty Corporation. He currently serves on the board of CBL & Associates Properties, Inc., an owner and developer of malls and shopping centers in the United States. Mr. Dominski previously served as a member of the Board of Trustees of the International Council of Shopping Centers ("ICSC"). He received his Bachelor of Arts degree in economics from Trinity College and Masters of Business Administration degree from the University of Chicago.

About First Industrial Realty Trust, Inc.

First Industrial Realty Trust, Inc. (NYSE: FR) provides industrial real estate solutions for every stage of a customer's supply chain, no matter how large or complex. Across major markets in North America, our local market experts manage, lease, buy, (re)develop, and sell industrial properties, including all of the major facility types — bulk and regional distribution centers, light industrial, manufacturing, and R&D/flex. We have a track record of industry leading customer service, and in total, we own, manage and have under development 93 million square feet of industrial space. For more information, please visit us at www.firstindustrial.com. We post or otherwise make available on this website from time to time information that may be of interest to investors.

< more >

Forward-Looking Information

This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and are including this statement for purposes of complying with those safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project,” “seek,” “target,” “potential,” “focus,” “may,” “should” or similar expressions. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a materially adverse effect on our operations and future prospects include, but are not limited to: changes in national, international, regional and local economic conditions generally and real estate markets specifically; changes in legislation/regulation (including changes to laws governing the taxation of real estate investment trusts) and actions of regulatory authorities (including the Internal Revenue Service); our ability to qualify and maintain our status as a real estate investment trust; the availability and attractiveness of financing (including both public and private capital) to us and to our potential counterparties; the availability and attractiveness of terms of additional debt repurchases; interest rates; our credit agency ratings; our ability to comply with applicable financial covenants; competition; changes in supply and demand for industrial properties (including land, the supply and demand for which is inherently more volatile than other types of industrial property) in the Company’s current and proposed market areas; difficulties in consummating acquisitions and dispositions; risks related to our investments in properties through joint ventures; environmental liabilities; slippages in development or lease-up schedules; tenant creditworthiness; higher-than-expected costs; changes in asset valuations and related impairment charges; changes in general accounting principles, policies and guidelines applicable to real estate investment trusts; international business risks and those additional factors described under the heading “Risk Factors” and elsewhere in the Company’s annual report on Form 10-K for the year ended December 31, 2009 and in the Company’s subsequent quarterly reports on Form 10-Q. We caution you not to place undue reliance on forward-looking statements, which reflect our outlook only and speak only as of the date of this press release or the dates indicated in the statements. We assume no obligation to update or supplement forward-looking statements. For further information on these and other factors that could impact the Company and the statements contained herein, reference should be made to the Company’s filings with the Securities and Exchange Commission.

Contact: Art Harmon
Director, Investor Relations and Corporate Communications
(312) 344-4320

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