

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>MUSIL SCOTT A</b>  (Last) (First) (Middle) <b>ONE N. WACKER DRIVE</b> <b>SUITE 4200</b>  (Street) <b>CHICAGO IL 60606</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>FIRST INDUSTRIAL REALTY TRUST INC</b> [ FR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/02/2020</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	01/02/2020		M <sup>(1)</sup>		18,001 <sup>(2)</sup>	A	\$0.00 <sup>(3)</sup>	122,296	D	
Common Stock	01/02/2020		F <sup>(4)</sup>		8,138	D	\$41.23	114,158	D	
Common Stock	01/02/2020		F <sup>(5)</sup>		3,263	D	\$41.23	110,895	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	Amount or Number of Shares				
LTIP Units	\$0.00 <sup>(6)</sup>	01/02/2020		A		3,864		<sup>(7)</sup>	<sup>(8)</sup>	Common Stock	3,864	\$0.00	13,245	D	
Performance Units	<sup>(3)</sup>	01/02/2020		M <sup>(9)</sup>		16,922		12/31/2019	12/31/2019	Common Stock	18,001 <sup>(2)</sup>	\$0.00	0	D	

**Explanation of Responses:**

- Transaction resulting from the vesting of Performance Units (the "2017 Units") granted under First Industrial's 2014 Stock Incentive Plan on January 3, 2017.
- Includes 1,079 shares of First Industrial common stock issued with respect to dividend equivalents related to the 2017 Units
- Each 2017 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 2017 Units 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 \$41.23, the closing price of First Industrial's common stock as of the settlement date.
- Transaction resulting from tax withholding in connection with the vesting of the 2017 Units.
- Transaction resulting from tax withholding in connection with the vesting of restricted stock.
- Represents units of limited partnership interest ("LTIP Units") in First Industrial L.P., of which the Company is the general partner, granted under the Company's 2014 Stock Incentive Plan. An LTIP Unit that has vested and received certain allocations will automatically convert into a common unit of limited partnership interest in First Industrial, L.P. on a one-for-one basis, which common unit may in turn be converted into a share of Common Stock of the Company on a one-for-one basis.
- Not applicable. The LTIP Units vest in three equal installments on January 1, 2021, 2022 and 2023.
- Not applicable.
- The 2017 Units settled on January 2, 2020 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:**

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Jennifer Matthews Rice,  
attorney-in-fact 01/06/2020

\*\* 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Jennifer Matthews Rice his true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, 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 attorney-in-fact and agent 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 attorney-in-fact and agent or her 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: December 23, 2019

/s/ Scott A. Musil

Name: Scott A. Musil

Title: Chief Financial Officer, Treasurer and Assistant Secretary