

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

POST-EFFECTIVE
 AMENDMENT NO. 1 TO
 FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

FIRST INDUSTRIAL REALTY TRUST, INC.
 (Exact name of registrant as
 specified in its charter)

FIRST INDUSTRIAL, L.P.
 (Exact name of registrant
 as specified in its charter)

Maryland
 (State or other jurisdiction
 of incorporation or organization)

Delaware
 (State or other jurisdiction
 of incorporation or organization)

36-3935116 (I.R.S. Employer Identification Number) 36-3924586 (I.R.S. Employer Identification Number)

311 S. Wacker Drive, Suite 4000
 Chicago, Illinois 60606
 (312) 344-4300
 (Address, including zip code, and
 telephone number, including
 area code, of registrants'
 principal executive
 offices)

FIRST INDUSTRIAL, L.P. 401(k) PLAN
 (Full title of the plan)

Michael W. Brennan
 President and Chief Executive Officer
 First Industrial Realty Trust, Inc.
 311 S. Wacker Drive, Suite 4000
 Chicago, Illinois 60606
 (312) 344-4300
 (Name, address, including zip code, and telephone number,
 including area code, of agent for service)

Copies to:
 Gerald S. Tanenbaum, Esq.
 Roger Andrus, Esq.
 Cahill Gordon & Reindel
 80 Pine Street
 New York, New York 10005
 (212) 701-3000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.01 par value	(1)	(1)	(1)	(1)

(1) No additional securities are being registered hereby. Registration fees were paid upon filing of the original Form S-8 Registration Statement (Registration No. 333-100630) for the First Industrial, L.P. 401(k) Plan with the Securities and Exchange Commission (the "Commission") on October 18, 2002.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 ("Amendment No. 1") to the Registration Statement on Form S-8 (Registration No. 333-100630) of First Industrial Realty Trust, Inc. (the "Company") and First Industrial, L.P. (the "Operating Partnership") (the "Registration Statement") is being filed pursuant to Rule 464 under the Securities Act of 1933, as amended, for the sole purpose of amending Item 3, Incorporation of Documents by Reference, previously filed with the Registration Statement and, accordingly, shall become effective upon filing with the Commission.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The first sentence of the third and final paragraph of Item 3 is hereby deleted and replaced with the following:

In addition, all documents subsequently filed by the Company, the Operating Partnership or the First Industrial, L.P. 401(k) Plan with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on June 27, 2003.

FIRST INDUSTRIAL REALTY TRUST, INC.

By: /s/ Michael J. Havala

Name: Michael J. Havala
Title: Chief Financial Officer
(Principal Financial Officer)

FIRST INDUSTRIAL, L.P.

By: First Industrial Realty Trust, Inc.,
its sole general partner

By: /s/ Michael J. Havala

Name: Michael J. Havala
Title: Chief Financial Officer
(Principal Financial Officer)

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated:

Signature -----	Title -----	Date -----
* ----- Michael W. Brennan	President, Chief Executive Officer and Director (Principal Executive Officer)	June 27, 2003
/s/ Michael J. Havala ----- Michael J. Havala	Chief Financial Officer (Principal Financial Officer)	June 27, 2003

Signature

Title

Date

*

Senior Vice President, Controller
and Assistant Secretary
(Principal Accounting Officer)

June 27, 2003

Scott A. Musil

*

Director of Strategic Planning
and Director

June 27, 2003

Michael G. Damone

*

Director

June 27, 2003

John L. Leshner

*

Director

June 27, 2003

Kevin W. Lynch

*

Director

June 27, 2003

John E. Rau

*

Chairman of the Board of Directors

June 27, 2003

Jay H. Shidler

*

Director

June 27, 2003

Robert J. Slater

*

Director

June 27, 2003

W. Edwin Tyler

*

Director

June 27, 2003

J. Steven Wilson

* By: /s/ Michael J. Havala

Michael J. Havala
Attorney-in-Fact