

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

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FORM 8-K

CURRENT REPORT

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

Date of earliest event reported: April 24, 1998

Date of Report: April 27, 1998

First Industrial Realty Trust, Inc.

(Exact name of registrant as specified in its charter)

Maryland	1-13102	36-3935116
(State or other	(Reporting File	(I.R.S. Employer
jurisdiction of organization)	Number)	Identification No.)

311 South Wacker Drive, Suite 4000

Chicago, Illinois

(Address of principal executive offices)

60606

(Zip Code)

(312) 344-4300

(Registrant's telephone number, including area code)

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Item 5. On April 24, 1998, First Industrial Realty Trust, Inc. announced the sale of 1,112,644 shares of its common stock, par value \$.01 per share, at a price of \$30.9122 per share, to Merrill Lynch, Pierce, Fenner & Smith Incorporated, in a private placement.

Attached hereto as Exhibit 99 is a copy of the press release announcing the Offering.

Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibit

Number	Exhibit
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99	First Industrial Realty Trust, Inc. press release dated April 24, 1998.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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/ Gary H. Heigl

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Name: Gary H. Heigl  
Title: Senior Vice President,  
Capital Markets

Date: April 27, 1998

Exhibit Index

Exhibit  
Number

Exhibit

99 First Industrial Realty Trust, Inc. press release dated  
April 24, 1998.

[First Industrial Logo]

FIRST INDUSTRIAL REALTY TRUST, INC.  
311 South Wacker Drive  
Suite 4000  
Chicago, Illinois 60606  
312/344-4300  
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FOR INVESTOR INQUIRIES, CONTACT:  
Cindy Thorson Klimstra  
Vice President - Investor Relations

FOR MEDIA INQUIRIES, CONTACT:  
Joe Bronson - Media Relations Manager

MEDIA RELEASE

For Immediate Release

FIRST INDUSTRIAL ANNOUNCES PRIVATE PLACEMENT

CHICAGO, April 24, 1998 - First Industrial Realty Trust, Inc. (NYSE: FR) announced today that it has priced a private placement of 1,112,644 shares of its common stock at a price of \$32.625 per share, less an underwriting discount of 5.25 percent. It is anticipated that the shares will be deposited with a registered unit investment trust.

The securities are being offered pursuant to an exemption from registration under the Securities Act of 1933, as amended, and contain certain registration rights. The securities may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act of 1933, as amended.

This announcement shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.

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