

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>Schultz Peter</u> <hr/> (Last) (First) (Middle) 311 S. WACKER DRIVE SUITE 3900 <hr/> (Street) CHICAGO IL 60606 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FIRST INDUSTRIAL REALTY TRUST</u> <u>INC [ FR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X EVP - East Region
	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/13/2013		M <sup>(1)</sup>		5,250	A	<sup>(2)</sup>	93,465	D	
Common Stock	05/13/2013		F <sup>(3)</sup>		1,666	D	\$18.31	91,799	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						Amount or Number of Shares
Restricted Stock Units <sup>(4)</sup>	<sup>(2)</sup>	05/13/2013		M <sup>(5)</sup>		5,250		06/30/2010 <sup>(6)</sup>	06/30/2014	Common Stock	5,250	<sup>(2)</sup>	12,250	D	

**Explanation of Responses:**

- Transaction resulting from the vesting of restricted stock units ("RSUs") granted under the First Industrial 2001 Stock Incentive Plan.
- No figure applicable.
- Transaction resulting from tax withholding in connection with the vesting of the RSUs.
- RSUs granted under First Industrial's 2001 Stock Incentive Plan on July 13, 2009. Each RSU represents the right to receive, upon vesting, one share of First Industrial common stock, plus any dividend equivalents that have accrued prior to the date of vesting. Vested shares will be delivered to the reporting person promptly after vesting.
- The RSUs vested upon the satisfaction of a time-based component and achievement of a specified market price level of First Industrial common stock.
- The RSUs vest in four equal annual installments starting on June 30, 2010, subject to the achievement of specified market price levels of First Industrial common stock and continued employment on vesting date.

**Remarks:**

/s/John W. Lee, attorney-in-fact 05/14/2013

\*\* 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.