UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

 O Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). 		
o Form 3 Holdings Reported		
O Form 4 Transactions Reported		
1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
Yap, Johannson L.	First Industrial Realty Trust, Inc. (FR)	
(Last) (First) (Middle)		
c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000	4. Statement for Month/Year 2002	5. If Amendment, Date of Original (Month/Year)
(Street)	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7. Individual or Joint/Group Reporting (Check Applicable Line)
	o Director o 10% Owner	☑ Form filed by One Reporting Person
Chicago, IL 60606	S Officer (give title below)	O Form filed by More than One Reporting Person
(City) (State) (Zip)	O Other (specify below)	
	Chief Investment Officer	

If the form is filed by more than one reporting person, see instruction 4(b)(v).

				r	Fable I — Non-Do	eriva	tive Securit	ies A	Acquired,	Dispo	sed of, o	r Be	neficially Owned				
I. Ti Se (Ir	itle of ecurity nstr. 3)	2.	Transaction Date (Month/Day/Year)	2A.	Deemed Execution Date, if any (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securities or Dispos (Instr. 3, 4	ed of (D)	d (A)	5.	Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
									Amount	(A) or (D)	Price						
	_	_				_		_		_		_		_		_	
									Page 2								

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	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 S Acquired (A) or Dispos (Instr. 3, 4 and 5)	
											(A)	(D)
	Employee Stock Option (right to buy)		\$30.53		1/16/02				А		70,000	I
_												

Expiration Date		Та 7.	Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Security 9. Number of Derivative Securities Beneficially 1 Owned at End of Year						Ownership of Derivative Security: Direct (D) or Indirect (I)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
Date Exercisable	Expiration Date		Title	Amount or Number of Shares							
(1)	1/16/12		Common Stock	70,000	(1)		70,000		D		
						_					
	Expiration Date (Month/Day/Year) Date Exercisable	(Month/Day/Year) Date Expiration Exercisable Date	Date Exercisable and Expiration Date (Month/Day/Year) 7. Date Exercisable Expiration Date Date	Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Ame Underlying State (Instr. 3 and 4) Date Exercisable Expiration Date Exercisable Date Title Common Common	Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Date Exercisable Index Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Date Exercisable Index Date (Month/Day/Year) 7. Title Index Date (Instr. 3 and 4) 8. Date Exercisable Index Date (Month/Day/Year) Title Index Date (Instr. 3 and 4) 8. Common Common Shares 10.	(e.g., puts, calls, warrants, op Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5) Date Exercisable Expiration Date (Instr. 3 and 4) 7. Title and Amount of Shares 8. Price of Derivative Security (Instr. 5) Date Exercisable Expiration Date (Instr. 5) 7. Title Amount or Shares 7. Common Common Common Common Common Common	Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative 9. 9. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative 9. 9. Date Exercisable Date Expiration Date (Instr. 3 and 4) 7. Title Month or Number of Shares 9. Common Common Common 1. 1. 1.	(e.g., puts, calls, warrants, options, convertible securities) Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Securities Securities Beneficially Owned at End of Year (Instr. 5) 9. Number of Derivative Securities Generically Owned at End of Year (Instr. 4) Date Exercisable Date Expiration Date Common Title Amount or Number of Shares 9. Number of Derivative Securities Generically Owned at End of Year (Instr. 4)	(e.g., puts, calls, warrants, options, convertible securities) Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Securities Beneficially Owned at End of Year (Instr. 4) 10. Date Exercisable and Date Date Common Expiration Date (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5) 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) 10. Date Exercisable Date Date Date Date Date Date Date Dat	(e.g., puts, calls, warrants, options, convertible securities) Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Security: Securities Beneficially Owned at End of Year (Instr. 4) 10. Ownership of Derivative Security: Owned at End of Year (Instr. 4) Date Exercisable Date (Month/Day/Year) Expiration (Instr. 4) Amount of Shares 5. <t< td=""><td>Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Securities Beneficially Owned at End of Year (Instr. 4) 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) 11. Date Exercisable Date Expiration Date (Month/Day/Year) 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) 11. Date Exercisable Date Date Common Expiration Shares Amount or Shares 11. Common Common Common Common Common</td></t<>	Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Securities Beneficially Owned at End of Year (Instr. 4) 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) 11. Date Exercisable Date Expiration Date (Month/Day/Year) 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) 11. Date Exercisable Date Date Common Expiration Shares Amount or Shares 11. Common Common Common Common Common

Explanation of Responses:

(1) Options were granted on 1/16/02 in accordance with FR's 1997 Stock Incentive Plan and vest in equal amounts on the one, two and three year anniversary of the date of grant.

/s/ Johannson L. Yap	2/5/03
**Signature of Reporting Person	Date

** 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 provided is insufficient, see Instruction 6 for procedure.

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