OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

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 this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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)			
Brennan, Michael W.		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/Day/Year 11/19/02	5.	. If Amendment, Date of Original (Month/Day/Year)			
(Street)			_				
	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)			
Chicago, IL 60606		☑ Director 0 10% Owner					
(City) (State) (Zip)		☑ Officer (<i>give title below</i>)		O Form Filed by More than One Reporting			
		O Other (specify below)		Person			
		President and CEO					

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).

			Table I — Non-De	erivative Securiti	ies Acquired, E	Dispose	d of, or E	Beneficially Owned		
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)	On 4. Securities Acq Disposed of (D (Instr. 3, 4 and s		A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) Indirect (I (Instr. 4)	Indirect or Beneficial
				Code V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share		11/19/02		P	1,900	A	\$25.90	183,730	D	
per snare	_	11/13/02		r	1,300	А	\$23.90	103,730	D	
					Page 2					

	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)	
_									Code V		(A)	(D)

	Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued (e.g., puts, calls, warrants, options, convertible securities)											
6.	6. Date Exercisable and Expiration Date (Month/Day/Year)			Title and Amount of Underlying Securit (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Expiration Exercisable Date			Amount Number Title Share	r of							
Exp	planation of l	Responses:										
				/s/ Michael	l W. B	rennan		11/19)/02			
				**Signature of	Repor	ting Person	-	Dat	te			
			_									

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).