

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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<b>1. Name and Address of Reporting Person *</b> <u>RAU JOHN</u>  (Last) (First) (Middle) <u>311 SOUTH WACKER DRIVE</u> <u>SUITE 4000</u>  (Street) <u>CHICAGO IL 60606</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>FIRST INDUSTRIAL REALTY TRUST</u> <u>INC [ FR ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>05/02/2005</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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, par value \$.01 per share	05/02/2005		S		500	D	\$38.05	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		500	D	\$38	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		300	D	\$38.03	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		200	D	\$38.02	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		500	D	\$37.71	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		500	D	\$37.75	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		600	D	\$37.6	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		100	D	\$37.55	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		300	D	\$37.52	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		200	D	\$37.51	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		700	D	\$37.5	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		200	D	\$37.59	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		300	D	\$37.62	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		500	D	\$37.58	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		100	D	\$37.57	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		800	D	\$37.56	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		2,200	D	\$37.85	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		M		200	A	\$18.25	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		200	D	\$37.81	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		M		200	A	\$18.25	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		200	D	\$37.8	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		M		200	A	\$18.25	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		200	D	\$37.79	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		M		100	A	\$18.25	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		100	D	\$37.78	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		M		6,800	A	\$18.25	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		6,800	D	\$37.77	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		M		7,500	A	\$23.5	6,316	D	
Common Stock, par value \$.01 per share	05/02/2005		S		7,500	D	\$37.77	6,316	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	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$18.25	05/02/2005		M			7,500	05/26/1996	05/26/2005	Common Stock	7,500	(1)	0	D	
Stock Option (right to buy)	\$23.5	05/02/2005		M			7,500	05/22/1997	05/22/2006	Common Stock	7,500	(1)	0	D	
Stock Option (right to buy)	\$30.5	05/02/2005		M			10,000	05/14/1998	05/14/2007	Common Stock	10,000	(1)	0	D	
Stock Option (right to buy)	\$31.125	05/02/2005		M			10,000	05/14/1999	05/14/2008	Common Stock	10,000	(1)	0	D	
Stock Option (right to buy)	\$27.6875	05/02/2005		M			10,000	05/12/2000	05/12/2009	Common Stock	10,000	(1)	0	D	

**Explanation of Responses:**

1. No figure applicable.

/s/ John Rau

05/03/2005

\*\* 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.

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