

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DAMONE MICHAEL G</u> (Last) (First) (Middle) 311 SOUTH WACKER DRIVE SUITE 4000 (Street) CHICAGO IL 60606 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Director of Strategic Planning</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/10/2004		M		10,000	A	\$30.375	51,638 ⁽²⁾	D	
Common Stock, par value \$.01 per share	03/10/2004		M		10,000	A	\$31.125	51,638 ⁽²⁾	D	
Common Stock, par value \$.01 per share	03/10/2004		M		12,000	A	\$27.25	51,638 ⁽²⁾	D	
Common Stock, par value \$.01 per share	03/10/2004		M		10,000	A	\$33.125	51,638 ⁽²⁾	D	
Common Stock, par value \$.01 per share	03/10/2004		F		35,723	D ⁽¹⁾	\$38.45	51,638 ⁽²⁾	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
Employee Stock Option (right to buy)	\$30.375	03/10/2004		M			10,000	05/13/1998	05/13/2007	common stock	10,000	(3)	0	D	
Employee Stock Option (right to buy)	\$31.125	03/10/2004		M			10,000	05/14/1999	05/14/2008	common stock	10,000	(3)	0	D	
Employee Stock Option (right to buy)	\$27.25	03/10/2004		M			12,000	01/25/2003	08/28/2010	common stock	12,000	(3)	0	D	
Employee Stock Option (right to buy)	\$33.125	03/10/2004		M			10,000	01/23/2004	01/23/2011	common stock	10,000	(3)	0	D	

Explanation of Responses:

- Transaction resulting from shares deemed tendered to satisfy exercise prices and shares withheld in payment of tax withholding obligation in connection with stock option exercises reported above and on Table II.
- Does not include 7500 shares held by the reporting person indirectly through his wife's trust.
- No figure applicable.

/s/ Michael G. Damone

03/11/2004

** 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.

