OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response...0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 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).

l .	Name and Address of Reporting Person* (Last, First, Middle)	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)					
	Musil, Scott A		First Industrial Realty Trust, Inc. (FR)	_						
	c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000	4.	Statement for Month/Day/Year 10/28/02	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		O Director O 10% Owner							
	(City) (State) (Zip)		○ Officer (give title below)		O Form filed by More than One Reporting Person					
			Other (specify below)							
			Senior VP, Treasurer, Controller,Asst.Secretary							

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

Title of Security 2. (Instr. 3)	Transaction Date (Month/Day/Year)	2a. Deemed Execution Date, if any. (Month/Day/Year)	3. Transact (Instr. 8)		A cqu 4.		cquire of (D)	d (A)		Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownershi (Instr. 4)
			Code	v		Amount	(A) or (D)	Price						
Common Stock, par value \$.01 per share	10/28/02		P			210	A	\$26.65		7,280		D		
Common Stock, par value \$.01 per share	10/28/02		P			670	A	\$26.65		1,041		I		By children
										Total: 8,321				
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Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	За.	Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr. 8)		5.	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
								Code	V		(A)	(D)

	(e.g., puts, calls, warrants, options, convertible securities)											
6.	Date Exercisal Expiration Da (Month/Day/Yea	te	7.	Title and Amount of Underlying Securi (Instr. 3 and 4)		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 Exercisable	Expiration Date		Amount Number Title Shares	of							
Ex	planation of	Responses	:									
				/s/ Sco	ott A. I	Musil		10	/28/02			
				**Signature o	f Repo	orting Person			Date			
_	' 1 D		_	. 1. 6. 1.1	c	1	c. .	11 1 1 1 1 1 1 1				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

** 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.