SEC Form 4

FORM 4

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| 1. Name and Address of Reporting Person[*] | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| YAP JOHANNSON L | FIRST INDUSTRIAL REALTY TRUST INC [ FR ] | Director   10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023 | X Officer (give title below)   Other (specify below) |
| ONE N. WACKER DRIVE SUITE 4200 | | Chief Investment Officer |
| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| CHICAGO   IL   60606 | | X Form filed by One Reporting Person |
| (City) (State) (Zip) | | 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) Code | V | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount | (A) or (D) | Price | 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 02/14/2022 | | G | V | 545 | D | $0.00[(1)] | 205,237 | D | |
| Common Stock | 02/14/2022 | | G | V | 545 | D | $0.00[(1)] | 204,692 | D | |
| Common Stock | 02/15/2022 | | G | V | 1,090 | D | $0.00[(2)] | 203,602 | D | |
| Common Stock | 02/16/2022 | | G | V | 1,090 | D | $0.00[(3)] | 202,512 | D | |
| Common Stock | 02/16/2022 | | G | V | 325 | D | $0.00[(4)] | 202,187 | D | |
| Common Stock | 02/18/2022 | | G | V | 1,090 | D | $0.00[(2)] | 201,097 | D | |
| Common Stock | 08/24/2022 | | G | V | 75 | D | $0.00[(5)] | 201,022 | D | |
| Common Stock | 02/14/2022 | | G | V | 545 | A | $0.00[(1)] | 545 | I | By Self as UGMA Custodian for Child |
| Common Stock | 02/14/2022 | | G | V | 545 | A | $0.00[(1)] | 545 | I | By Self as UGMA Custodian for Child |

### 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) Code | V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) | (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable | Expiration Date | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title | Amount or Number of Shares | 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) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| LP Units | [(6)] | 01/03/2023 | | A | | 39,015 | | [(6)] | [(6)] | Common Stock | 39,015 | $0.00 | 115,198 | D | |
| LP Units | [(7)] | 01/03/2023 | | A | | 9,189 | | [(8)] | [(9)] | Common Stock | 9,189 | $0.00 | 124,387 | D | |

**Explanation of Responses:**

1. This transaction involved a bona fide gift of securities by the reporting person to a minor immediate family member who does not share reporting person's household.

2. This transaction involved bona fide gifts of securities by the reporting person to two adult immediate family members who do not share reporting person's household.

3. This transaction involved bona fide gifts of securities by the reporting person to one adult immediate family member and one minor immediate family member, each of who do not share reporting person's household.

4. Represents bona fide gifts to two charities.

5. Represents a bona fide gift to charity.

6. Represents the receipt of common units of limited partnership interest in First Industrial, L.P., of which the Company is the general partner, upon the vesting of Performance Units issued on January 1, 2020 under the Company's 2014 Stock Incentive Plan. A common unit of limited partnership interest in First Industrial, L.P. may be converted into a share of Common Stock of the Company on a one-for-one basis.

7. Represents units of limited partnership interest ("LP Units") in First Industrial L.P., of which the Company is the general partner, granted under the Company's 2014 Stock Incentive Plan. An LP Unit that has vested and received certain allocations will automatically convert into a common unit of limited partnership interest in First Industrial, L.P. on a one-for-one basis, which common unit may in turn be converted into a share of Common Stock of the Company on a one-for-one basis.

8. Not applicable. The LP Units vest in three equal installments on January 1, 2024, 2025 and 2026.

9. Not applicable.

**Remarks:**

/s/ Jennifer Matthews Rice, attorney-in-fact

01/05/2023

** 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**