FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response: 0.5

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

Name and Address of Reporting Person* RAU JOHN						2. Issuer Name and Ticker or Trading Symbol FIRST INDUSTRIAL REALTY TRUST INC [FR]									k all applic Directo	cable) or (give title	g Pers	son(s) to Iss 10% Ov Other (s	wner	
(Last) ONE N. SUITE 4	WACKER I	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/05/2021												below)		
(Street) CHICAC			50606 (Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group F Line) X Form filed by More Person													n	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
D			2. Transaction Date (Month/Day/Year)		ur) E	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)						Form (D) o	n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) (D)	or F	Price	Transac	Transaction(s) (Instr. 3 and 4)			(1113411 4)	
Common	Stock			05/05	5/2021				M ⁽¹⁾		1,967	7 A		\$0.00(2)	23	,048	D			
Common	Stock			05/05	5/2021				A		1,449) A		\$0.00 ⁽³⁾ 24,497 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)	Date Execution			ransaction code (Instr.		n of E		6. Date Exercisable ar Expiration Date (Month/Day/Year)			of es ing ve Sec and 4)	curity	8. Price of Derivative Security Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	s Ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership ct (Instr. 4)	
					Code	v	(A)		Date Exercisab		xpiration ate	Title	or Nu of	nount imber ares						
Restricted Stock	(2)	05/05/2021			M ⁽¹⁾			1,967	(4)		(5)	Commo Stock	¹ 1,	,967	\$0.00	0		D		

Explanation of Responses:

- 1. Transaction resulting from the vesting of restricted stock units ("RSUs") granted under First Industrial's 2014 Stock Incentive Plan on March 8, 2020 (the "2020 RSUs").
- 2. Each 2020 RSU represented the right to receive one share of First Industrial common stock upon vesting, plus any dividends that accrued with respect to such share after the issuance of the 2020 RSU and prior to the date of vesting.
- 3. Represents RSUs granted under the Company's 2014 Stock Incentive Plan ("2021 RSUs"). Each of the 2021 RSUs represents the right to receive one share of First Industrial common stock upon vesting, plus any dividends that accrue with respect to such share after the issuance of the RSU and prior to the date of vesting. The 2021 RSUs vest upon the earlier of (i) the first anniversary of grant or (ii) the Company's annual stockholder meeting, where directors are elected, next following the date of grant.
- 4. Not applicable. The 2020 RSUs vested on May 5, 2021.
- 5. Not applicable.

Remarks:

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

05/07/2021

** 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.